

MAX PAYNE
by
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Fourth Draft
08/24/2007

OVER BLACK:

MAX'S VOICE

I don't believe in heaven, but I have
this idea about it. Something I heard in
a song.

FADE IN:

White.

A pristine, empty frame. Clean and peaceful.

MAX'S VOICE

Heaven is a place where nothing ever
happens.

There's gentle motion in the blank frame, like swirling 16mm
grain. A RUMBLE starts to build, low but growing louder...

The grain moves faster, big chunks fluttering, now a dirty
dishwater grey. The RUMBLE becoming a HOWLING WIND.

Churning black water LAPS at the bottom of the frame...

EXT. HUDSON RIVER - DAWN

A blizzard, at the peak of its power. Visibility zero, New
York reduced to the hulking shapes of buildings on the banks.

MAX PAYNE thrashes in the water, a long way from shore.

MAX'S VOICE

There's an army of bodies under this
river. Criminals, people who ran out of
time, out of friends.

Chunks of ice float in the dirty water around him. Max's
body freezing, skin turning blue. Heavy winter clothes
saturating, like an anchor dragging him down...

MAX'S VOICE

The next time they drag this river,
they'll find me on the bottom with the
rest of them. And there won't be anybody
left to say I was different.

Max's face sinks below the surface...

CUT TO:

INT. HALLWAY - DAY

Nothing to orient us to the location, the time. Just a flash of golden light filling the hall, warm as the river was cold. Around a closed door, sunlight streams through the gaps...

BEDROOM

A WOMAN sleeps on the bed, curled up around a bundled BABY. Is this the final, peaceful memory of a drowning man?

Something's wrong, then: the woman's body in an unnatural position, more thrown than laid across the bed. The crib tipped over, blankets scattered. Her eyes frozen open.

Something BLACK flutters against the window pane, CRACKING into the glass. The sound of the BLIZZARD creeps in...

RESUME - HUDSON RIVER

Wind POUNDS the river where Max had once been, but there's no more thrashing in the water. Mixed in behind the falling snowflakes, BLACK SHAPES swirl and dive closer to the water.

MAX'S VOICE

I could feel the dead down there, just below my feet. Reaching up to welcome me as one of their own.

Max breaks the surface - GASPING, STRUGGLING against the undertow. Not simply trying to breathe...trying to swim.

MAX'S VOICE

It was an easy mistake to make.

CUT TO:

EXT. STREET (NYC) - NIGHT

Abruptly, the snow is gone. Just a bitter wind left in its place, whipping through desolate streets long after midnight. Shuffling up the littered sidewalk, three rough-looking MEN duck out of the wind by descending down to the subway...

On the dark side of the street, a pair of BOOTS follows them.

TITLE CARD: ONE WEEK EARLIER

INT. ROSCOE ST. STATION - DAY

A filthy platform, empty except for the three Men huddled on a bench. A squeaking TURNSTILE catches their ear...

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The same boots grind towards the Men. We don't see the walker's face, distracted by something else: a gleaming gold wristwatch. As if to make certain the Men notice, he pulls back his sleeve to check the time. Quarter past three...

The watch glints as it passes into a dark doorway marked 'MEN'S.' The Men follow, exchanging wicked grins. Too easy.

SUBWAY BATHROOM

The Men slink into the bathroom, smirking at their oblivious prey at the sink. Steam rising, he sets the watch on the edge of the sink before washing his hands...

MAN #1

Hey, that's a really nice watch.

No answer. One of the Men LOCKS the door. At the sound of the lock SNAPPING, he raises his head...

Max Payne, but not yet the man struggling for life in the river: clean-shaven, skin like bleached bone. Haunted eyes. In the murky mirror, Max sees the Men circling closer...

MAN #1

(drooling over the watch)

Kinda reminds me of one I lost--

MAX

You didn't lose it. You pawned it up on 128th a few hours ago.

Max shuts off the water and calmly turns to face them.

MAX

(nodding to Man #2)

Ask Doug. He was there with you.

Doug frowns, deeply confused about being called by his name.

DOUG

You've been following us all night?

MAX

No.

(pointing)

I'm only following you.

While Doug digests that, PAWNSHOP pulls a pistol and trains it on Max's forehead. The third man - not much more than a KID, visibly frightened - backs towards the door.

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PAWNSHOP

You a cop, or something?

MAX

Not tonight.

PAWNSHOP

Too bad.

(to Doug)

Go get my watch.

Distractedly eyeballing Max, Doug brushes the watch off of the sink. It hits the dirty tile, delicate crystal CRACKING.

In a sudden blur of movement, Max has one hand on the pistol, the other one SMASHING into Pawnshop's windpipe...

Doug steps forward to help... BOOM! The pistol goes off as Max pries it free. Max looks up at Doug. Nowhere to run, he races into the farthest stall and SLAMS the door.

In the same instant, the Kid bolts for the door. Max has to pick: follow or stay with the man he's tracking...

In the stall, Doug crawls on his stomach across the sticky floor, trying to squeeze under the divider. Max raises the pistol and BLASTS a hole through the door of the next stall.

DOUG

(raving, eyes closed)

Watch over me, watch over me...

The newly-perforated door flies open. Handcuffs SNAP, restraining a WHIMPERING Doug to the toilet pipe.

MAX

Open your eyes, now.

Doug finds himself staring at the pistol's front sight. Max reaches into his pocket and produces a tattered photograph... It's the woman from Max's golden vision in the river.

MAX

Have you ever seen her before?

Doug shakes his head violently, confusion and terror rising.

MAX

You got busted robbing a house in New Jersey with William Preston three--

(CONTINUED)

CONTINUED: (2)

DOUG

Bill's dead.

MAX

That's why I'm talking to you.

(moving the photo closer)

Did he ever say anything about this woman? Did you ever hear anyone--

DOUG

Bill died because their wings couldn't lift him up.

MAX

No, he got shot robbing a liquor store. What are you talking about?

DOUG

(incoherent, rambling)

Their wings are golden, the feathers only look black...

Sighing, Max unlocks Doug from the pipe, hauling him up and slamming into the wall as he cuffs his hands behind his back.

PLATFORM

Max stalks out of the bathroom, pushing Doug ahead of him. Down on the tracks, the Kid shrinks into the shadows...

SUBWAY TUNNEL

The Kid runs down the dark tracks, nervously glancing back at the receding light of the platform. He slows gradually, relaxing as escape seems certain.

Down to a walk, he startles at movement in the tunnel ahead: FLAPPING WINGS - a bird, lost and trapped underground?

The Kid freezes, his frightened BREATHS almost enough to drown the sound out. It grows, though, more WINGS joining...

He turns to retreat up the tracks, but the WINGS suddenly seem to be echoing towards him from all directions.

Panicked, the Kid becomes disoriented in the growing RACKET, the tunnel ahead begins to glow brighter as he spins...

Visible now in the growing light, BLACK SHAPES flicker above the tracks - dozens becoming hundreds, swelling larger, their POUNDING wings joined by a train RUMBLING closer...

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Frozen, the Kid can only squint into the headlights closing in, petrified by the dark wings SWIRLING around him...

INT. COLD CASE OFFICE - DAY

The front room of the cold case department is a mess - desks piled high with paperwork and a week's worth of coffee cups.

Halfway in the front door, a young DETECTIVE stands holding a box of his belongings. He looks around for signs of life. SERGEANT ADAMS wanders down the hall, frowning at the draft.

SGT. ADAMS

You my new guy?

DETECTIVE

I didn't think anybody was here.

SGT. ADAMS

Everybody's usually a little late.

HALLWAY

Sgt. Adams leads the detective down a hall, giving the tour.

SGT. ADAMS

All the cold investigations in the city are collected and delivered over to us. We call each witness to see if they can add anything to their original statement.

DETECTIVE

And if they can?

SGT. ADAMS

We send the file back to the original precinct for follow-up. Don't get your hopes up, though.

The Sergeant continues towards the center of the building, farther from the light of the windows. He stops at a door.

SGT. ADAMS

Once you've gone through the file and come up empty, bring it here...

FILE ROOM/MAX'S OFFICE

They enter a windowless cave, long rows of metal cabinets stretching on forever into the heart of the building. At a desk in the corner, Max slumps over a stack of files.

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SGT. ADAMS

Max here handles our filing. Once it hits his desk, a case is officially dead.

Max looks up, dark circles from his long night in the subway. He nods, but the Detective is too busy making a note to see.

DETECTIVE

What if there's no phone number for a witness? Should I follow up in person?

SGT. ADAMS

Nope, we don't do that down here.

Discretely, Max slides his cut-up knuckles under the desk...

DETECTIVE

I don't understand, then how--

SGT. ADAMS

How do you solve that unsolvable murder mystery and redeem yourself?

DETECTIVE

The grand jury couldn't find--

SGT. ADAMS

Stop. Trust me, there's a tragic story behind why I'm here giving you this tour. We all did something, so just save it.

(moving for the door)

Follow me to the break room...

The Detective turns to Max, embarrassed after his reprimand.

DETECTIVE

We should get a beer after work, or something...

Max smiles and nods, but his eyes give him away as a liar:

MAX

Yeah. Maybe so.

HALLWAY

The Detective steals a look at Max as Adams shuts his door.

DETECTIVE

So what did he do?

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SGT. ADAMS
(sharply)
Nothing.

Naturally, this reaction piques the detective's curiosity.

SGT. ADAMS
Remember when you were a kid, and you'd
hold your breath when you went past a
graveyard?

The detective nods. Adams glances through the window at Max.

SGT. ADAMS
Just...try to leave him alone.

MAX'S OFFICE

Max sneaks a sideways glance to the door, watching Adams lead the new Detective away. Once they're gone, Max reaches into his desk and removes a file... 'PRESTON, WILLIAM A.'

Max goes to a rusted cabinet and buries the file deep inside.

INT. MAX'S APARTMENT - NIGHT

A lock POPS. Max steps inside, only silence to greet him.

Max lays his jacket across the back of a worn leather chair, footsteps REVERBERATING because there's little other furniture to absorb the sound. He keeps walking...

KITCHEN

...past a table with one chair, past gleaming counters. Max fills a glass of water from the tap. Eyes blank, patient.

LIVING ROOM

Carefully, Max rests the full glass on the arm of the chair. Reaching underneath the chair, Max produces an artist's sketchbook and places it delicately on the table before him.

With trembling hands, Max turns back the battered cover...

Suddenly, colors burst into the monochrome room: bright swirls of oil pastels sketch out a still life in Technicolor.

Gradually, Max's eyes lose their hardness. His breaths come FASTER, ragged. Jaw clenched, he turns the page...

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More flowing brush strokes, the artist's feminine initials...
Max reaches up to turn the page, hands shaking severely...

He takes hold of the corner of the page, but his muscles
won't cooperate - as if the page weighs more than Max can lift.

Max's skin flushes red...tears almost welling...

And then at once, Max slams the book shut and turns away.

CLOSET

The door swings open. Hanging inside, the battered coat we
saw Max wear in the subway. A pistol on a hook by the door.
Urban armor, scarred by countless nights of service.

Max dresses himself for battle, eyes returning to stone.

EXT. STREET - NIGHT

Max climbs out of the subway into a neighborhood with a foot
in two worlds: the buildings are old and crumbling, but the
shops inside are sleek and expensive. A jarring combination.

Max walks up the street, brushing past HOMELESS PEOPLE and
FASHIONISTAS jostling for the same space on the sidewalk.

INT. APARTMENT BUILDING - HALLWAY

The hallway is ancient brick, but the doors are pristine
steel. Pausing at one with a dozen locks, Max KNOCKS.

The door cracks. An EYE appears. Squinting, evaluating.

VOICE (O.S.)

You can't come here anymore.

MAX

William Preston was a dead end.

The door cracks enough to reveal the speaker: TREVOR, skinny-
fat in an sharp suit and sunglasses, shirt open a little far.

TREVOR

You can't come here, I said. I'm done
helping you. I've already...

(lowering his voice)

...paid my debt to society, you know?
I've cooperated enough.

MAX

We need to talk. Won't take long.

TREVOR'S APARTMENT - ENTRANCE HALL

Max follows Trevor inside. The narrow brick entry opens into a cutting-edge loft beyond, filled with modern art and a gathering of BEAUTIFUL PEOPLE milling around enjoying it.

TREVOR

I thought you found Bill's partner.

MAX

I did, but Doug only wanted to talk about pigeons, or something. I need a new name, someone robbing houses to feed a habit around that same time.

TREVOR

Three years is a lifetime for guys like that. One way or the other, they're probably all gone now.

(a little self-satisfied)

Either way, I'm not the one to ask anymore. I cater to a better class, now.

One of the guests catches Max's eye: NATASHA, young and beautiful, returns his gaze for an extra moment and smiles.

MAX

I can see that.

TREVOR

This is a party. These are my friends. You remember friends?

MAX

I need another name, or I start frisking your friends.

Trevor stands his ground, not flinching at Max's threat.

TREVOR

I don't have one to give you, Max. Look, you've gone through all your living leads, now you're running out of dead ones...

(beat)

I don't think this guy's out there.

Max nods, fatigue fighting the determination in his eyes.

TREVOR

Try sleeping at night every now and then, you'd see that for yourself.

(CONTINUED)

CONTINUED:

Max doesn't answer. His eyes have drifted back to Natasha. She plucks a drink from a passing tray, revealing a dark smudge across the inside of her wrist as she does.

TREVOR

I'd invite you in, but...

Suddenly intent, Max pushes past Trevor and into the loft.

MAX

Thanks.

LIVING ROOM - CONTINUOUS

Max weaves through the party towards Natasha, out of place in his utilitarian clothes. She looks up as he gets closer...

NATASHA

You decided to stay for a while.

She speaks with a Russian accent - smiling, a little nervous. Rather than answering, Max's eyes drop to her wrist.

NATASHA

Now it's your turn to say something...

Max takes her hand, gently turning it to reveal her tattoo: a black wing, stylized feathers tracing faint blue veins.

MAX

That's interesting.

NATASHA

Thank you. It's...
(glancing past Max)
Shit.

Max follows her gaze to the front door, where Trevor is nervously greeting another new arrival: MONA SAX. She's striking, beautiful but also a little frightening. It doesn't hurt that she's flanked by BODYGUARDS. Russian Mob.

Seeing Natasha standing with Max, Mona barrels across the room towards them. People stand aside to let her pass.

Without preamble, Mona begins YELLING at Natasha in Russian. Natasha RESPONDS in kind, clearly intimidated by Mona.

Abruptly, Mona grabs Natasha's arm, jerking her off balance.

MAX

Why don't you let go--

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CONTINUED:

MONA
(in perfect English)
Mind your business.

Mona returns to Natasha, dragging her towards the door. Natasha's tone becomes PLEADING, physically no match for Mona. Max steps in, reaching up to touch Mona's shoulder...

It happens in a flash: Mona spins and takes hold of Max's arm. Incredibly, he's just as fast, slipping free of the grip that would surely have snapped his wrist...

For a moment, Max and Mona stare each other down. Surprised, reevaluating each other. Natasha continues to TALK, her Russian anxious as Mona's bodyguards push through the crowd.

Mona's eyes drop to Max's chest, where the tussle pulled his coat open to reveal a low-pro holster and tarnished badge.

With the flick of her wrist, Mona stops her guards' advance.

The crowd begins to notice the altercation. Natasha keeps TALKING, trying desperately to make peace and reassure Mona of something. Mona's eyes cut between Natasha and Max...

Still apprehensive, Mona shakes her head and walks away.

NATASHA
My sister.
(beat)
Sort of a bitch.

As Max nods at the understatement, Trevor rushes over, forcing a broad smile to reassure his guests. He pulls Max's coat closed over the badge and ushers him towards the door.

TREVOR
You have to go. Now.

MAX
(pulling free)
Fine. I just want to ask her something first...

Max turns to the spot where Natasha had been. She's gone.

HALLWAY - LATER

The party has grown more crowded. Max fights his way down a dark hall, searching the shadowed faces he passes. Back here, the music is nothing but GROWLING BASS.

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A flickering glow escapes the gaps around one door...

DARK ROOM

A ring of candles in the center of the floor provides the only light. It's not enough to really see the PEOPLE inside. We hear them CHANTING, low voices MURMURING in unison...

Quick glimpses in the candle light, bare flesh writhing. Cast on the walls, corresponding shadows twist and shift...

A black feather billows across the floor between candles. Spreading up the wall, a new shadow rises above the rest...

A pair of wings - long and distorted in the candle light.

Max appears in the doorway as the shadows lose their shape - Max only catching a glimpse, not sure what he's seeing...

HALLWAY

As Max strains to see detail in the dark room, a face materializes in the haze: cheeks laced with tattoos, eyes twinkling flames sunk in deep shadow. JACK LUPINO.

Suddenly, Max turns and sees Natasha standing beside him. We immediately notice something different about her: staring boldly into Max's eyes, all her earlier shyness vanished.

NATASHA

Looking for me?

Natasha glances through the door at the shifting shadows, smiling at what she sees. Max follows her eyes...

MAX

Were you in there?

NATASHA

(shrugging, coy)

Take me somewhere, I'll tell you.

INT. MAX'S APARTMENT - NIGHT

Max leads Natasha inside. Before he can even shut the door, Natasha pounces - kissing, hands running over his body. As he pushes back, Natasha's hands slip into Max's pockets...

Abruptly, Natasha breaks away and looks around the apartment.

NATASHA

You just move in?

(CONTINUED)

CONTINUED:

Not really interested, Natasha walks deeper into the room.

MAX

Three years ago. So we're somewhere,
now: who was that guy--

In response, Natasha unbuckles her pants and lets them drop.
Still walking, opening her shirt on her way out of the room.

HALLWAY

Max moves down the hallway, following a trail of clothing.
From inside a room, we hear the faint sound of CHANTING...

BEDROOM

In Max's bed, a thin sheet barely covers Natasha's body. Her
lips tremble with a slurred SONG. With predatory eyes, she
watches Max stop in the doorway, something holding him back.

NATASHA

(frustrated sigh)
Fine. What was her name?

MAX

Who?

NATASHA

The girl from the boring story you want
tell me. The one that ends with you
living here. Very sad.

Caught off guard, Max tries to figure out how much he'll say.
Natasha resumes CHANTING as she waits - a stream of frantic
SYLLABLES rattling off, nothing recognizable as words.

NATASHA

I tell you what...
(beat, evil smile)
Call me by her name.

MAX

(startled)
What?

Natasha grins, legs spreading, sheet starting to fall away...

NATASHA

That way you can make love to her again,
just like she never left you.
(shrill, mocking voice)
Oh, Max, I miss you...

(CONTINUED)

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Like a switch, Max's face closes off again.

MAX
You should go.

NATASHA
Excuse me?

MAX
(exhausted, to himself)
There's nothing you can tell me.

Natasha explodes out of the bed, springing up naked in front of Max - shoulders heaving with rage, eyes wild black holes.

NATASHA
You're kicking me out of your bed?

For a moment, it seems like Natasha is about to attack. Not physically intimidated, Max stares at her in disbelief.

MAX
Yeah.

Natasha stomps into the hall, gathering her clothes. She pulls a cell phone from her crumpled pants and dials...

NATASHA
(on phone)
Owen, pick up if you're awake...

Max watches her disappear down the hall, front door SLAMMING a moment later. He looks around, silence returning again.

EXT. STREET - NIGHT

Natasha walks down a dark, desolate block, the sound of her HEELS echoing off of the crumbling buildings around her. Her eyes are still wild, her stride quick and aggressive.

A group of MEN huddle in a stairway to avoid the wind. As Natasha passes, they look up at her with equally wild eyes.

Natasha steps off the sidewalk and into an alley, plunging into the darkness like she's been there many times before. In the distance, faint MUSIC rumbles through the street.

A moment later, the few working lamps on the street dim...

ALLEY

Natasha barrels down the alley, squinting to see ahead. The music is a little louder, BASS shaking the dumpsters.

A wind picks up, garbage blowing...

Suddenly unsettled by something, Natasha's pace slows. She tenses, all her swagger vanishing before our eyes...

A can RATTLES in the alley behind her. Natasha spins...

Nothing - just the FLICKERING of moths swarming the alley's only light, their shadows black shapes against the bricks.

The sound of much larger BEATING WINGS fills the alley...

Eyes wide with terror, Natasha searches for something in the shapes cast by the moths, dread deepening as she finds it:

Real winged shapes mix with the shadows, FLAPPING wildly...

Natasha CRIES OUT, stumbling back. She turns, running...

NATASHA

Not yet! Please, just let me...

Natasha's SCREAMS seem lost in the chaos of wind and WINGS and distant MUSIC. She suddenly stops running...

More SHADOWS assemble ahead of her, their black wings open.

INT. MAX'S APARTMENT - BEDROOM - MORNING

Max hurriedly dresses, wearing the same suit from yesterday. He picks up his keys, searching around for something else - feeling the pockets of his jacket, down in the cushions...

OFFICE

Max moves up the sidewalk, nearly at the steps of his office. A rough-running ENGINE idles up the street, getting closer. Slowly, Max realizes that he's being followed. He turns...

ALEX HILLMAN sits behind the wheel - about Max's age, but in much rougher condition, everything about him a little ashen. He watches Max turn away from the office and move closer.

Max returns Alex's stare. We don't know if they're about to smile or open fire. They don't seem to know, either.

Alex slides over and throws the passenger side door open.

INT. ALEX'S CAR - DAY

Alex and Max ride in silence, a palpable tension in the car.

Alex pulls a pack of cigarettes from his pocket and shakes one out. He holds the pack out to Max, who shakes his head.

Alex nods, smiling, using his lighter and then laying it with the pack within Max's reach. Max doesn't even glance down. After a silent moment, Alex looks over at Max and frowns.

ALEX

You're not serious, are you?

Shaking his head in disbelief, Alex pulls to the curb.

They've parked at a crime scene - the alley in front of them sealed with police tape, COPS posted to keep onlookers away.

MAX

What's this?

Alex pulls a flask from under his seat, taking a quick pull.

ALEX

I need you to look at something.

EXT. ALLEY - DAY

Alex approaches the alley, pulling on a leather jacket and snapping a badge onto his belt. The cops let him pass.

Max follows Alex, slowing as he crosses the police tape. By the crowd of CSI TECHS, what started here didn't end well. There's blood everywhere, a dozen white sheets on the ground.

MAX

What happened to them?

ALEX

Her. Just one.

Confused, Max studies the sheets. On second look, they aren't covering anything quite big enough to be a whole body.

ALEX

Somebody found her leg near the sidewalk, called it in a few hours later. We found the other one in the dumpster over there.

DETECTIVE #1 (O.S.)

I don't believe it.

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Max and Alex turn to see that they've attracted spectators, the other DETECTIVES in the alley watching them intently.

DETECTIVE #1

Don't tell me you two are gonna start working together again. I'd--

ALEX

(ignoring)

What do we know?

DETECTIVE #1

Only that it didn't happen here. Beyond that, I don't even know how to describe it in my report. 'Disassembled,' that's the word we came up with.

The Detective grins, proud of his wit. Alex and Max move on without comment. Max looks at the sheets, shaking his head.

MAX

Why are you showing me this?

Alex pulls out a plastic evidence bag, holding it out...

Max's wallet.

ALEX

We found it here, by her heart.

Inside the clear bag, Max's ID picture is smeared with blood.

ALEX

As far as we know, the victim--

MAX

(quiet)

Natasha.

Max kneels down over a tarp. The edge is pulled back, revealing a pale forearm with a delicate tattoo of a wing.

MAX

(remembering)

They couldn't lift him up...

ALEX

What did you just say?

Max looks up at Alex, who is suddenly quite agitated. He glances back at the other detectives - they're staring at Alex and Max, whispering something amongst themselves.

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CONTINUED: (2)

ALEX

We need to talk, Max. Tonight.
(writing something)
Here's my address...

MAX

For God's sake, I know where you--

ALEX

(somber)
No, I moved out.

Alex hands over the address and hurries away, leaving Max standing in the alley, surrounded by Natasha's remains.

EXT. APARTMENT BUILDING - NIGHT

Max steps out of his car, moving up the sidewalk to a surprisingly nice apartment building: uniformed doorman, the works. Double-checking the address, Max steps inside...

INT. APARTMENT BUILDING - HALLWAY - NIGHT

Near the end of the hall, Max stops at an apartment door. The wood is splintered, pieces of the frame hanging loose...

Forced open.

Max checks the hall in both directions, drawing his pistol...

ALEX'S APARTMENT - LIVING ROOM

Careful not to make a sound, Max steps into a living room so messy that it's hard to say for sure if it's been ransacked. Max flips a switch by the door, but no lights come on.

MAX

Alex? Are you in here?

Max pauses so his eyes can adjust to the traces of streetlight sneaking through the blinds. He moves deeper...

KITCHEN

Pistol ready, Max moves into the kitchen. Dirty dishes, flies swarming around the necks of countless liquor bottles.

Unseen behind Max's back, the front door pushes closed...

HALLWAY

Max creeps down a hallway. His shoes CRUNCH in something:

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A broken mirror scattered in the hallway, the pieces growing more concentrated towards the dark end of the hall.

Max reaches an open doorway. Cautiously, he sweeps inside...

In the hallway behind Max, SOMETHING moves in the shadows.

Max moves deeper into the darkness, gleaming shards of mirror grinding underfoot. Something lies in the floor ahead...

A BODY - legs stretched across the hall, upper torso not visible inside a room. A badge on the belt, a service revolver limp in it's fingers, tattered leather jacket.

Alex.

At the moment that registers, a NOISE in the hallway behind him sends Max ducking for cover in the doorway beside him. Max crouches, gun raised, staring at Alex's motionless body.

MAX

Alex!

FOOTSTEPS grow closer...slow, steady...

Max uses the fragments of mirror scattered around Alex's legs, each giving a tiny view of the hallway...

One piece shows a FIGURE moving closer, shrouded in darkness.

Another reflection shows a set of eyes. Frozen. Frantic. It's Alex, staring at Max, seeming to silently beg for help. Max looks from the reflection to the legs. There's no way...

There's no way Alex's head is still attached to his body.

Thunderstruck, Max loses track of the shadows moving closer to his hiding spot, unable to pull his eyes away from Alex. The Figure lunges out of the shadows, slamming into Max...

The Dark Shape's slashing blows glint in the moonlight, cold metal slicing the air faster than Max can fend off...

CUT TO:

A RAPID SERIES OF IMAGES:

Max drags himself up the hall, hands slicing on the shards. The air echoes with angry VOICES, LAUGHTER and SCREAMS. Blood drips down the walls, shadows teem with movement...

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CONTINUED:

The FLAPPING grows louder, gusting WIND scattering glass. Max SHOUTS, disoriented, instinctively pushing himself on. Alex's eyes, frozen wide, watch as Max crawls closer...

Shadows in the air above Max roil with movement. Demonic HOWLS rattle the windows. Max reaches out to Alex...

Above them, black wings POUND.

INT. HOSPITAL ROOM - DAY

Max's eyes pop open.

He lies in a hospital bed, surrounded by flashing machinery. Beyond the soft WHIR of equipment fans, the room is silent.

BB (O.C.)

The E.R. doctor's old man was a patrolman in the 45th. I got him to get you a private room.

In a chair by the bed, BB HENSLEY (50s) watches Max wake up. BB's face is weathered and hard, but his smile is kind.

BB

Your contact information was... pretty out of date, you know, but one of the dispatchers remembered me and your dad riding together back in the day.

Max nods groggily, struggling to find his bearings...

Suddenly, something breaks through.

MAX

Alex.

BB nods, shivering at the mental image his name produces.

BB

The first unit to respond must've scared them away before they could do the same thing to you. Pretty remarkable, considering your luck.

MAX

He was trying to tell me something.

BB

Was he alive when you showed up? Did you get a look at the guys who--

(CONTINUED)

CONTINUED:

MAX

No. I get flashes, but it's...wrong.

BB

I hate to say it, but you need to come up with something better than that. They've got nothing for leads, so the whole force has you pegged as the prime suspect.

MAX

You tell them where to find me.

BB

No need. The funeral starts in an hour.

Max pops up, tangling the IV tubes running into his hand.

BB

Just slow down. You need to--

Max wraps the clear tube around his hand and SNAPS it free.

MAX

What I need is to borrow some dress blues. Can you help me out?

BB

(reluctant)

Yeah. My office is on the way.

As Max takes an unsteady step onto the cold tile floor, a concerned BB throws his overcoat across Max's shoulders.

INT. BB'S CAR - DAY

BB and Max ride in silence, RADIO overpowered by the blasting heater. Max closes the overcoat over his hospital gown.

D.J. (V.O.)

--with a major system moving down from Canada tonight, transportation authorities are bracing for a blizzard...

BB pulls against the curb on a block unfamiliar to Max.

EXT. ASGARD BUILDING - DAY

A massive stone structure, squat like a military fortress and black under the storm clouds. There have been updates over the years, but nothing could to hide the age of the building.

(CONTINUED)

CONTINUED:

BB starts across the sidewalk to the entrance. Max follows, giving a confused frown at the building they're approaching.

MAX

You quit working for Aesir?

BB leads Max through a wrought-iron gate, into a small courtyard leads back to the thick wood doors of the entrance.

BB

I didn't quit, they made me head of security for the whole parent company. That comes with its own building, such that it is.

(beat)

Check this out.

A proud parent, BB points at a deep pit in the stone wall.

MAX

(impatient)

It's a bullet hole.

BB

Yeah, from a musket ball. The British used this place as a military prison during the Revolutionary War. Think about that. It's older than St. Paul's.

Max looks up at the crumbling gargoyles perched above.

INT. ASGARD BUILDING - BB'S OFFICE - DAY

The double doors fly open onto a massive office - dark wood panelling, a wall of windows glowing white from the snow.

Max goes to the windows. Spreading out bellow him, the wide black expanse of the East River rolls past. Bridges arc up into the storm clouds and disappear before they hit Brooklyn.

BB

When the weather isn't so shitty, the view is unbelievable.

(going to the closet)

I'm not making any guarantees that any of this will fit.

While BB roots around inside, Max absently scans his desk.

A slick company newsletter - 'AESIR PHARMACEUTICALS.' On the cover, NICOLE HORNE - 50's, dignified, not quite smiling. 'A HOLIDAY MESSAGE FROM THE CEO' printed below her face.

(CONTINUED)

CONTINUED:

BB

I saved one of those for you.
(off Max's confusion)
Third page from the back.

Max flips the pages - smiling scientists, sparkling labs...

MICHELLE PAYNE, bright smile illuminating a bland corporate portrait. The same face in the photo Max showed the Junkie.

BB

They're going to set up some kind of
scholarship in her name.

Taken by surprise, Max doesn't seem to hear BB's explanation.

BB

They kept coming to me for suggestions
over what she might want. I guess since
we go back so far, maybe they think I'm
family. Nobody knew how to find you...
(beat)
I said art. She liked art, right?

Max nods, turning his eyes away from the photograph.

BB

It's a nice thing, a scholarship. Good
way to remember somebody.

Max eagerly takes the old uniform from BB, happy to have
something else to focus on. BB studies his body language.

BB

You still haven't been out there, have
you?

Max doesn't answer, slipping into a wrinkled dress shirt.

EXT. CEMETERY - DAY

Cars line the drive leading into the cemetery. People leave
their warmth and hurry through the iron gates - these
mourners especially determined, a community out to honor a
fallen brother. BB and Max follow them onto the...

CEMETERY PATH

Max's eyes are on the cemetery. BB follows his gaze...
Two marble angels on the hill. One smaller than the other.

(CONTINUED)

CONTINUED:

BB

(gently pushing)

It's a nice spot. I'll go up there with you after, if you want...

Max shakes his head.

Up ahead, a young mother tends to two little girls dressed in black, escorted through the cemetery gate by the HONOR GUARD. CHRISTA HILLMAN, Alex's widow. Face blank, still in shock.

BB

(suddenly anxious)

Go ahead up and say something to Christa. I'll find us some seats...

Max threads his way through the mass of UNIFORMED COPS waiting to enter the cemetery. One by one they notice Max, jaws clenching. Max doesn't realize the gauntlet he's in, distracted by a glance of BB slinking into the graves...

...where NICOLE HORNE watches the funeral from among the headstones, almost overdressed in head-to-toe black. Close at hand, JASON COLVIN holds Nicole's umbrella.

BB approaches Nicole, body language weak and deferential...

Max glances back at the path and finds himself facing a wall of angry cops. He keeps walking, no sign of backing down.

CHRISTA (O.C.)

Let him through.

Even with the cops making way, the walk to Christa is hard - the heartbreak and grief on her face slowing Max's gait.

MAX

Christa, I'm really sorry about what--

CHRISTA

Don't talk to me like some stranger.

Christa's eyes bore into Max with all the weight of a long and deep friendship, momentarily shaming him into silence.

CHRISTA

Who did this to him, Max?

MAX

We don't have a lot, yet...

Christa steps towards Max, teeth gritted with powerless rage.

(CONTINUED)

CONTINUED: (2)

CHRISTA

(seething)

When everything happened to you, Alex completely fell apart. He ruined his life, he cared that much. So what are you going to do for him, now?

Max could melt under those eyes, but Christa turns her back and continues up the path to Alex's waiting coffin.

Shamed, Max turns away and starts back down the path alone.

BRAVURA

Detective Payne?

Everyone turns to see JIM BRAVURA (40s) leaning on the fence.

BRAVURA

I.A. I need you to come with me.

Though they'd been moments from brawling, there's a common reaction from the other cops: nobody likes this guy. Max looks around, humiliated.

MAX

Now?

BRAVURA

Now.

GRAVESIDE

The honor guard stands in formation by the flag-draped casket. The PRIEST waits, his bible ripping in the wind...

Christa twists around in her chair, looking down at the cemetery gate. She sees the crowd, Max being escorted away.

CHRISTA

(sad, to the priest)

Okay.

Above them all, Nicole Horne stands like a shadow between the graves, too far away to hear the words of the priest.

INT. BRAVURA'S OFFICE

A cramped office, packed with boxes - a civil servant's tomb. Wedged behind the desk, Bravura sorts through his notes. Max and BB sit across the desk, left on ice while Bravura reads.

(CONTINUED)

CONTINUED:

Bravura slides a folder over to Max - photographs of the alley, Natasha's covered body. Bravura watches his reaction.

BRAVURA
How'd the girl have your wallet?

MAX
She stole it.

BRAVURA
Like...picked your pocket?

Max shrugs.

BRAVURA
So you didn't know she was a prostitute?

The slightest uncomfortable look passes between Max and BB.

MAX
No, I didn't. We met through a friend.

BRAVURA
Trevor Duncan. He's your friend?

MAX
I guess.

BRAVURA
That's classy. You know what Trevor does for a living, I assume?

MAX
He used to snitch for me.

BRAVURA
Tell me, Max, what's a glorified file clerk still need a snitch for?

Max stays stone-faced, burying any emotion Bravura could use.

BRAVURA
I see. So you'd piss in a cup for us, right?

BB
(standing)
I think you just said the magic words.
Call once you hear from the union lawyer.

Bravura replaces Natasha's pictures with a stack of shots taken in Alex's apartment. Despite himself, Max freezes.

(CONTINUED)

CONTINUED: (2)

BRAVURA

You and Detective Hillman haven't worked together since your reassignment. What made you get back in touch?

Max is distracted by the photographs: enormous blood stains in stark flash bulb light, no longer hidden by the shadows.

MAX

He wanted me to help him with something.

BRAVURA

(making a note)

And?

Max looks up from the picture, realizing he's been baited into saying more than he'd meant to. He starts for the door.

MAX

That's what I'm going to do.

Bravura gives Max a hard look. Mad, but genuinely searching.

BRAVURA

Look at this from my perspective: I've got two bodies in ten body bags. You were the last person to see either one...

MAX

(pointing to the photos)

And some of that blood is mine. Good luck with your case.

As Max storms out, BB calmly stands and pulls on his jacket.

BB

Nice work, detective.

As BB turns to leave, Bravura stands from behind his desk.

BRAVURA

You've been around long enough to know I'm his only way out.

BB looks back and sees the business card Bravura's holding out. After a conflicted moment, BB slips it into his pocket.

ELEVATOR

Still fuming from the encounter with Bravura, Max watches the numbers over the door fall. BB stands beside him, anxious. A car load of PEOPLE surround them, pressed tightly together.

(CONTINUED)

CONTINUED:

BB

Well, I hope that felt good.

Max doesn't respond, eyes drifting to the directory mounted above the buttons. '2ND FLOOR, TRAFFIC VIOLATIONS,' '5TH FLOOR, NARCOTICS....'

BB

It makes you look guilty. You understand that, right? Now it's not just Alex's unit that thinks you're the guy...

Max's eyes find '10TH FLOOR, HOMICIDE DIVISION.'

The doors open with a CHIME, and the CROWD presses forward.

HALLWAY - CONTINUOUS

BB steps out with the other passengers, still talking to Max.

BB

You need friends on the force right now. There's only so much I can do outside...

BB turns to see if his words are doing anything to reach Max.

However, Max is still standing in the elevator, the only one left on the car. He presses the button for the tenth floor.

BB

Where are you going?

The doors LURCH shut.

HOMICIDE OFFICE

Max steps into the room.

At once, you're struck by how this is the opposite of the cold case department: desks cluttered by labor instead of neglect, DETECTIVES engaged in their telephone conversations.

Eyes start to find him.

Max marches forward, ignoring the spreading wave of shock.

Max stops at a door marked 'ALEX HILLMAN.' It's locked.

Max JIGGLES the door knob.

(CONTINUED)

CONTINUED:

DETECTIVE #1
(shouting)
Hey!

Max doesn't look up. He keeps SHAKING the handle, desperate.

DETECTIVE #1 (cont'd)
Hey asshole, that door's locked for a
reason.

One by one, the detectives climb to their feet, expressions showing outrage and anger. They close in on Max...

DETECTIVE #2
God damn it, that means you need a--

Max gives the knob a final twist, and the door swings open.

MAX
(to himself)
There wasn't ever a key.

Max steps inside. Enraged, the detectives start to follow...

But the door SLAMS again in their faces.

ALEX'S OFFICE

The doorknob RATTLES, no method this time. SHOUTS and BANGS ring through the door. Ignoring it, Max surveys the room...

The office is bare, no decorations or personal touches. Max walks deeper into the room, opening a filing cabinet. Empty.

Trying to remain calm while the door SHAKES violently, Max turns his attention to the desk. One drawer empty...

Max tries another drawer, and finds this one locked.

Max drives his boot into the drawer, AGAIN and AGAIN.

DETECTIVE (O.C.)
What are you doing in there?

Teeth gritted against the pain, Max delivers a final KICK.

The drawer front shatters and collapses. Max reaches inside.

Files - not criminal jackets like the ones in Cold Case. More official, somehow. Max flips through one at random...

'GREEN, OWEN A.' Not a mug shot, but a military ID photo.

(CONTINUED)

CONTINUED:

Out in the hall, the crowd of detectives seems to grow larger, the POUNDING on the door becoming more severe.

The SLAMMING sounds outside push Max deeper into the desk, frantically spilling the contents onto the floor...

Michelle's face.

Max's eyes go wide.

Another photograph of Michelle.

Another.

Shaking, Max's hands dig deeper...

An impact sends CRACKS splitting up the length of the door...

HOMICIDE OFFICE

Two detectives throw their shoulders into the door. The rest crowd around them, foaming at the mouth to get inside to Max.

One more lunge...

The door SHATTERS, sending the detectives tumbling inside...

ALEX'S OFFICE

Photos and documents are scattered across the floor, over Alex's desk, mixed in with the fragments of the broken desk.

From an open window, the storm's first flurries drift inside.

Max is gone.

EXT. STREET - NIGHT

The snowfall has picked up, flurries giving way to thick heavy flakes already sticking to the sidewalk. Max leans into the stinging wind, lost in the night's revelations.

Max slows abruptly, looking back at the street behind him...

Heavy shadows pool around the alleys, doorways and swelling cars. The streetlights seem to carry less in the snow.

A FIGURE walks down the opposite sidewalk. With heavy snow filling the space between them, it's hard to make out much...

...but there's something flowing out from the figure's back.

(CONTINUED)

CONTINUED:

Max turns back to the sidewalk ahead, jaw clenching...

ALLEY

Abruptly, Max's ducks into the mouth of alley. Back pressed to the cold brick, he draws his pistol and CHAMBERS a round. Unseen by Max, something moves in the shadows behind him...

The street lamps begin to sputter. In the strobing light, long black shadows billow from the Figure's shoulders...

Max backs away from the corner, deeper into the dark alley where three SHAPES are surging forward to meet him...

Max dodges, but his pistol's KNOCKED to the pavement. Max stumbles, bringing up his guard. The Man charges again. Max sidesteps, grabbing an arm as he does, SNAPPING the bone...

Out on the street, the Man's SCREAMS mix with the howling wind. The Figure steps into the street, towards the alley...

Max is jumped from all sides, opponents finally coordinating to overwhelm him. The Figure steps out of the wind...

...and what seemed to be wings turns out to be a long coat. Mona Sax moves closer, opening that coat to reveal a thick metal chain. Max GROWLS as arms pull him upright.

MAX

Lose your dog?

Mona whips the chain into Max's face, CLANKING as it strikes bone. Instantly, blood begins streaming from his mouth...

MONA

We need to talk about my sister.

The chain CRACKS again, Max's teeth rattling from the blow.

MAX

Whoever killed your sister did the same thing to my partner--

(louder)

It was the same person.

MONA

Yeah. You.

Mona HITS Max again, this time in the shins. Max CRIES OUT.

(CONTINUED)

CONTINUED:

MAX
(slurred)
So stupid...

Slowly at first, Mona WHIRLS the chain into a larger loop...

MONA
You left your wallet lying beside her
body. Who's stupid?

Max slumps to the side, spitting out a stream of blood...

MAX
Does that sound like something a Homicide
cop would get wrong?

Mona whips the chain faster, CUTTING the air...thinking...
Gasping at the pain, Max slowly straightens up again.

MAX
You know somebody named Owen?

Mona lets the chain's speed gradually slow again.

MONA
Owen Green?

MAX
Natasha called him on her way out of my
apartment. Give me one day to--

Mona drops the chain with a CLANK.

MONA
No. Now.

She motions for her men to haul Max to his feet.

INT. OWEN'S BUILDING - HALLWAY - NIGHT

Mona and Max storm down a dim apartment hallway in tense
silence. Max wipes the blood from the cuts on his face.

MAX
Who is this guy?

Mona lets her coat fall open, revealing a machine gun.

MONA
Somebody my sister used to hang around
with. Nice kid.
(MORE)

(CONTINUED)

CONTINUED:

MONA (CONT'D)

(chambering a round)
 You better hope he backs your story up.

MAX

I have things I need to ask him, myself.

Mona flashes Max a look before POUNDING on a door.

MONA

(calling through the door)
 Owen, open up.

A louder, longer KNOCK.

MONA

Open--

A muted SCREAM filters through the door, cutting her short.
 Max DRIVES his boot into the door, splintering the jam...

INT. OWEN'S APARTMENT - CONTINUOUS

Max and Mona rush into the room, breath smoking from the cold. All of the windows are open. Gusts of snow blow inside, drifts of white powder extending into the room...

MAX

(calling out)
 Owen?

He SCREAMS his response from the next room. They rush...

LIVING ROOM

...through the door, weapons drawn. Both stop short:

OWEN GREEN is all alone in the room. SCREAMING, swatting at empty air around him, each limb moving a different direction.

Max lowers his pistol - ready for anything, not for this.

Owen's feet slip over the snow, toes curling desperately on the ice, searching for traction as they slide closer...

OWEN

(breathless, to no one)
 Help me.

...to an open window on the other side of the room.

MONA

Owen?

(CONTINUED)

CONTINUED:

He doesn't seem to hear - sweat streams down his terrified face, snowflakes frosting the perspiration on his chest. Owen's eyes are instead drawn through the open windows...

...where SILHOUETTES flicker against the storm-darkened sky.

Oblivious to the shapes outside, Max and Mona watch Owen's terror intensify, his dervish dance growing more frantic...

Outside every window, BLACK SHAPES float closer in the air above the street - vaguely human, long wings POUNDING...

...sending gusts of wind ripping through the windows, kicking up snow and ice. Max and Mona shrink back, shielding their eyes at the blast as Owen's tortured SCREAMS fill the room...

Twisting like he's trying to pull free from invisible hands, Owen reaches the window. As if trying to push back, his hands and feet fly up to the trim around the window...

MAX

Owen, wait...

Unable to turn around, Owen's eyes find the reflected images of Max and Mona in the window he's being pulled to...

His attention is torn from their reflections on top of the glass by the spectres looming beyond it outside. Their claws reach in, raking his body, pulling him closer...

Realizing that Owen isn't stopping, Max rushes towards him.

OWEN

(screaming)

Make them stop, tell them I can't fly...

Max lunges forward, trying in vain to cover yards...

...when Owen only has inches. He's ripped into the void...

EXT. OWEN'S BUILDING - CONTINUOUS

Max throws himself forward into the window, looking down...

...where Owen falls, looking up at Max helplessly...

... then less terrified, as the wind keeps RUSHING past...

...and then, just before impact, relieved.

Owen CRASHES into the sidewalk.

(CONTINUED)

CONTINUED:

Mona races up to join Max in the window. For a stunned beat they look down at the shattered body of Owen Green - his unblinking eyes frozen on the heavens, collecting snowflakes.

MONA
(shaken)
What did we just see?

No answer, Max studies Owen's twisted body. Long, finger-like bruises trace out from his neck, blending with the tattoos that lace his grey skin. Grinning skulls, the USMC eagle/globe/anchor...

...and a pair of wings, just like Natasha's.

INT. TATTOO PARLOR - NIGHT

Max drops a Polaroid of Owen's tattoo onto a glass counter.

Blue water ripples through translucent pipes in the walls and floor, the air of the small room glowing like the ocean. A mirrored ceiling repeats the tattoo parlor again above.

MAX
You're sure this is the place?

MONA
Natasha had all her work done here.

An elderly TATTOO ARTIST moves up behind the counter.

ARTIST
Something I can help you with?

Max slides the photograph across to the Tattoo Artist.

MAX
What if I wanted this tattoo?

TATTOO ARTIST
Then you're probably in the Marine Corps.

MAX
(pointing to the wings)
This one.

The Artist stoops closer, tensing when he sees the design. Mona leans over the counter, locking onto the Artist's eyes.

MONA
What is it?

(CONTINUED)

CONTINUED:

As encouragement, Mona lets her coat open to reveal her gun.

TATTOO ARTIST

(intimidated)

It's a Norse superstition. The Vikings used to wear them for protection.

MONA

Trust me, my sister had all the guardian angels she needed.

TATTOO ARTIST

Not angels. Valkyries.

The Artist goes to a shelf bulging with old books - his reference library. He searches through dusty volumes...

Just past the shelves, a doorway is cracked open. A young APPRENTICE artist hovers in the dark and listens in on the conversation unnoticed - sweating, his pupils drawing back...

Returning with a book, the Artist finds the page: a winged woman led by a pack of wolves over a grizzly battlefield.

TATTOO ARTIST

In Norse mythology, the only way you get to go to heaven is to die in violence. Die in your sleep, you go to hell. Valkyries fly over the battlefields, picking out the righteous dead. They reward the people who draw first blood.

(beat)

A soldier's angel.

Nodding, Mona lets her gun drift away from the Artist.

TATTOO ARTIST

I'm generally thrilled to have referral business, but I tell people looking for those wings to find ink closer to home.

MONA

Where's home?

TATTOO ARTIST

Some club down in Alphabet City.

Mona turns to leave, satisfied, but Max is stuck on the book - the valkyrie's empty eyes, bloody bodies at her feet...

MAX

Protection from what?

(CONTINUED)

CONTINUED: (2)

Suddenly, all the lights go out.

The pipes stop glowing, blackness replacing the blue lights.

Out of the corner of his eye, Max sees a DARKER SHADOW race across the room towards them, almost too fast to be human...

Max and Mona have time to duck; the Artist isn't so lucky. A CRACK of bone, the old man's skull taking the brutal force...

Mona's weapon BARKS, a short burst RIPPING through the air.

In the momentary fire, Max can see the Shape swinging a club. The bat CUTS through the air, SMASHING open glass pipes in the wall behind Max, the shards raining down over him...

The Figure charges at Max again. Max's pistol CRACKS.

The room is abruptly silent.

The lights flash on. Mona steps out of the back room...

Max is stunned to find himself standing over nothing more monstrous than the Apprentice - one hand over the hole in his chest, the other weakly swinging a shard of glass at Max.

APPRENTICE

(gurgling, to Max)

They see you...they see you...

MONA

Do you know this guy?

Max shakes his head, struck mute by the look in the dying man's eyes.

INT. MAX'S CAR - NIGHT

Max pushes the car over slick streets, clothes covered in the Artist's blood. Lost in thought, Mona looks out the window.

MONA

(without conviction)

Maybe it isn't anything new. People get strung out, act crazy...

MAX

You think they were both on something?

(CONTINUED)

CONTINUED:

MONA

Crystal meth, maybe, some amphetamine that raises your body temperature in an overdose. Explains why they were both sweating like that, trying to cool off.

(beat)

Of course, a junky won't usually jump out the window if there's someone left in the room to beg or rob.

Max nods his agreement, replaying Owen's death in his mind.

MAX

You were standing right beside me.

MONA

And?

MAX

Jumped is not the word I'd use.

EXT. RAGNA ROK - DUSK

In a block of abandoned storefronts, only one retains a spark of life, its red sign burning in the dying light: RAGNA ROK.

The streets are more crowded there, people shuffling towards that sign and the sounds of DARK MUSIC filtering from inside.

INT. MAX'S CAR - DUSK

Max's car turns onto the block, slowly approaching Ragna Rok. Max and Mona silently absorb the scene on the street. Even from halfway down the block, BASS from the club reaches them.

MONA

They all look...

Across the street, Max watches someone dragging a limp body by one leg. Nobody he walks past seems to notice.

MAX

Like Owen.

Max keeps his speed slow, idling away up the block.

MAX

This isn't anything I've seen before.

(CONTINUED)

CONTINUED:

Ragna Rok recedes in the mirror, the block between it and the car studded with more smoldering cars and dead-eye faces, their numbers seeming to grow even as Mona watches.

MONA (CONT'D)

You ever been to Rome?

Max doesn't answer, the coming plague before him registering. Mona glances up at a passing street sign - "LITTLE ITALY."

MONA (CONT'D)

Better cities than this one have fallen.

(pointing to the curb)

This is far enough.

Mona opens her car door and climbs out, leaning back inside.

MONA (CONT'D)

Sorry about the chain.

Mona SLAMS the door and moves off down the sidewalk, blending into the crowd. Max drops the car into gear, giving one last glance to Ragna Rok before pulling away.

There's some flicker of movement on the rooftop...

EXT. RAGNA ROK - ROOFTOP - DUSK

Up on the roof, MUSIC inside the club RATTLES old pipes. Perched at the edge of the roof, a figure CHANTS along...

Jack Lupino - the tattooed face we caught a glimpse of in the candle light of Trevor's party, now fully visible in the failing sun and no less frightening. His colorless eyes absorb the street, the SCREAMS, Max's car pulling away...

On his back, the tattoos of two elaborate black wings. Steam rises from ink-blackened skin, snow melting before it lands.

INT. MAX'S APARTMENT - NIGHT

Max sits in his chair in the silent room, turning the pages of Michelle's book. There's more than grief on his cut and bruised face tonight, hands not trembling the way they were.

Fruit bowls, delicate charcoal nudes flip past...

Frustrated, Max lets the images drift by with less sentiment: images no longer speaking to the questions he needs answered. With an exasperated sigh, Max slams the book closed...

A faint white sliver appears in the cover.

(CONTINUED)

CONTINUED:

Max leans closer. It's the corner of a piece of paper, protruding from a razor-thin cut in the spine of the sketchbook, invisible under all but the closest inspection.

Max runs his thumbnail into the gap, spreading glue CRACKLING - he flinches, almost afraid to cause the book pain.

For a moment, Max is caught between his desire to protect the memento and to see what's hidden inside. A deep breath...

With a sharp pull, the cover of the book SHEARS away.

The pages wad and wrinkle, old paint flaking off. The cover he'd caressed RIPS. Fluttering to the floor, a sheaf of yellowed pages hidden in the cover flutter to the floor.

Max opens the folded pages. The first is nearly identical to what we saw inside: a bouquet of flowers, unfinished. Max scrutinizes the pencil strokes...suddenly, his eyes go wide:

A little pair of bat-like wings. In the corner of the page, having nothing to do with the rest of the still life.

Max turns to the next page. There's another drawing of wings - larger this time, pencil strokes more energetic.

Horrified by what he's seeing, Max's hands tremble as they turn the page. On the next, the wings are the main drawing.

On the next, they're scrawled in smeared ink.

MAX

(nauseous, to himself)

No...

The wings begin to lose their shape, overlapping.

Growing together.

The last page is completely black.

INT. COP BAR - NIGHT

Even with everybody out of uniform, the builds and body language mark this as a cop bar. BB rushes inside, hair giving him away as having been asleep shortly before.

The bar is still decorated with plastic mistletoe and fake snow. BB looks at the BARTENDER, who motions to the back...

BACK BOOTH

BB fights his way to a corner booth, where Max is slumped over a beer and a shot. A matching set wait for BB across the table. BB pulls off his coat and sits, forced casual.

BB

It was sitting at this very table that your father told me I needed to retire.

(beat)

For about a minute, I just sat here thinking about knocking him out of his chair. The job was everything to me, to the point that I couldn't see the writing on the wall - what it was doing to my marriage, my health. Your old man knew if I was going to listen to reason, it could only happen in here.

BB stoops down to find Max's eyes, trying for a connection.

BB

There's nothing you can't say in here. It's like hallowed ground.

For a long beat, Max works up the nerve to speak.

MAX

I watched a guy throw himself out of a window tonight. The things he was saying-

BB

Any guy who throws himself out a window, I wouldn't pay any attention to the things he said.

MAX

The problem is, I knew what he was talking about.

BB tries to nod his understanding, but concern creeps in.

MAX

I haven't been really afraid of anything since...that night.

BB

And you are now?

MAX

There's something going on, and I can't find a rational explanation for it.

(MORE)

(CONTINUED)

CONTINUED:

MAX(CONT'D)

There's...something out there, hurting people--

BB

Okay, calm down.

MAX

It's real. I'm not crazy.

BB

Then stop acting like it. Max, you're breaking into offices, I.A. is all over you, you won't even show up for work...

MAX

The night Alex died, there was something else in the room with us. I saw it.

BB goes a bit pale, smile fading as Max's words continue.

BB

It's really important that you be careful how you talk to people about this, okay? You're already under suspicion--

MAX

It's the same thing these people are seeing right before they die.

(beat, pained)

I think Michelle saw it, too.

BB

For God's sake, don't drag her into this.

Max stands up, storming towards the exit. BB pulls out a thick money clip and overpays before following...

EXT. COP BAR - NIGHT

BB rushes out, struggling to keep up with Max's longer legs.

BB

What's really going on here?

MAX

Alex found something out about what happened to her. Something new.

BB

There's no way. He would have told us.

MAX

He was trying, right before he died...

(CONTINUED)

CONTINUED:

BB

Listen, okay? Why don't you come back with me, let Beth make up the guest room for you. Just for tonight.

Max nods, but keeps moving away from BB.

BB

You need to take some time. Get some sleep, heal up. See if it still feels real after that...

MAX

It's real.

Max crosses against the light, cutting through the driving snow. BB tries to follow, but traffic pushes him back.

Helpless, BB can only bury his hands in his pockets and watch Max fade away. After a moment, he pulls something out...

A business card: 'J. BRAVURA, I.A.'

EXT. TRAIN PLATFORM - NIGHT

In a ticket booth, an elderly ATTENDANT shivers by a space heater, ticket windows plugged with make-shift insulation.

The attendant looks up from his book and sees Max approaching through the snow. Max slows as he gets closer, looking up at the glowing threshold to the trains beyond. He stops.

ATTENDANT

(via intercom)

You riding?

Max holds for a moment. For all the danger he's faced, this is the most hesitation we've seen from him so far.

ATTENDANT

(via intercom)

If you're coming, you better come on. Way it's looking, might be the last train tonight.

Max takes a step into the light of the ticket booth. The attendant opens the ticket slot, letting a gust of freezing air blow inside. Max slides a few bills through.

Ticket in hand, Max starts his solitary march to the trains.

INT. GOGNITTI'S HOTEL - BAR - NIGHT

A dingy, dark bar on the first floor of an even sleazier hotel. It's nearly empty, only the dedicated DRUNKS venturing out in the storm. The front door swings open...

The old men shiver at the stiff blast of wind rushing in, turning to look. Napkins flutter. Snowflakes blow inside.

From a booth in the corner, VINNIE GOGNITTI (50s, pudgy) shoots a hard look at the open door, not immediately recognizing the SILHOUETTE in the passage...

VINNIE

In or out, asshole.

Mona steps inside, boots heavy with ice. Her MEN follow. Flanked by MEN of his own, Vinnie freezes when he sees Mona.

VINNIE (CONT'D)

So?

MONA

We need to talk.

(beat)

Talk.

Gradually, Vinnie and his men relax.

VINNIE

Shut the door, then. You Ruskies may be used to it, but I'm freezing my dick off over here.

BACK OFFICE

They've packed into a tiny back office - Russian gunmen on one side of the desk, Italians on the other. Mona and Vinnie represent their different sides, the only people seated.

VINNIE

Okay. So talk.

MONA

Something was taken from me. It involves a club in Italian territory, so I need your blessing to go make it right.

VINNIE

You're asking my permission?

(smirking to his men)

Well in that case, sweetheart...

(CONTINUED)

CONTINUED:

Mona looks Vinnie over, bored to death by the whole thing.

MONA
I said 'blessing.'

VINNIE
Oh. Well, blessing might cost extra.
Which club are we talking about?

MONA
Ragna Rok.

Vinnie tries to keep a poker face, but the name chills him.

MONA (CONT'D)
Over on Avenue--

VINNIE
Yeah, I know.
(beat, rattled)
Sure, fine. You have my
permission...blessing, whatever.

Mona frowns, her wishes granted a little too easily.

MONA
You do still control that block, right?
It's south of--

VINNIE
The guy's name is Jack Lupino.

MONA
Well, that sounds Italian to me.

VINNIE
He's no kind of Italian I've ever seen.
Tattooed freak, a real sicko from what we
hear.

MONA
(sneering)
You're afraid of tattoos, now?

VINNIE
When the club first opened, I sent
somebody down to collect the...you know,
fire insurance. A day goes by, and I
don't see him. Then I get two boxes
delivered to me. One box's got my guy's
hands and ears in it. The other box has
a quarter of a million dollars in cash.

(CONTINUED)

CONTINUED: (2)

MONA

This neighborhood has been your family's forever. Two-fifty large is all it takes to--

VINNIE

What got my attention, Mona, was that the boxes were delivered by a cop car. A guy in uniform hands them to me in broad daylight.

(beat)

I'm not scared of tattoos, or freaks, or mouthy Russian bitches. But whoever's watching over Lupino, whoever it is you really need to bless you walking inside Ragna Rok...him, I am scared of.

EXT. SUBURBAN TRAIN STATION - NIGHT

The platform is cleaner than the ones in the city - dressed up for the tastes of the COMMUTERS who step off of the train.

Max threads his way through the handful of exhausted BUSINESSMEN arriving home, moving out into the darkness.

EXT. SUBURBAN NEIGHBORHOOD - NIGHT

The snow's driving just as hard out here, but peaceful houses with warm windows glowing make the storm feel comforting. In the yards, forgotten sleds disappear under new powder, gone for good by morning. Snowmen distort as they swell.

Max Payne trudges up the center of the street, a black streak spoiling the peace of the evening. A trespasser.

THE HOUSE

One house on the block stands out: there's no neatly shoveled driveway, no colorful Christmas lights flashing from the eaves. A black void behind every window, no life inside.

Max stands in the street, looking up at the house.

BB (V.O.)

She was thirty-five. The daughter, two months. From what we could tell, it started out as a robbery.

EXT. HOUSE - BACK YARD

A row of footprints lead around back.

(CONTINUED)

CONTINUED:

BB (V.O.)

Both of the men had records, mostly
bullshit - possession, petty theft.

Hanging in the overgrown hedges, an overlooked scrap of
yellow police tape shimmers in the wind.

BB (V.O.)

But that day...I don't know. They had
something else on their minds.

Max stands at the back door. He touches the unpainted wood
around the glass, repairs never fully complete.

BB (V.O.)

Max was maybe ten minutes late.

Max reaches for the handle...hesitant to actually touch...

CUT TO:

INT. HOUSE - LATE AFTERNOON (FLASHBACK)

A living room in the stillness of evening, golden air packed
like amber around baby bottles and toys on the coffee table.
The front door opens, and a man steps inside...

Max Payne, different in every way: the malnourishment and
neglect gone from his face, a fullness in his frame from
regular home-cooked meals. Shave and a haircut. Nice suit.

Max picks up the mail from the floor and strolls inside...

KITCHEN

Tie loosened, Max gets a beer from the fridge. Unwinding, he
takes a long sip and begins sorting through the mail.

Glancing up from the mail, Max sees the kitchen door...

Glass smashed. Blinds torn. Standing open.

STAIRWAY

Max charges upstairs. MEN'S VOICES echo down from above.

MAX

(calling out)

Michelle!

His eyes aren't hard yet. Rushing up the stairs, we see
Max's faith in the world start to crack for the first time...

HALLWAY - CONTINUOUS

Max turns the corner into a hallway bathed in golden afternoon light, the same one he saw in the river...

Between Max and the end of the hall, two JUNKIES are huddled against a door. Twisting the handle, SMACKING the wood.

Max pulls a pistol from a low-pro holster, stepping forward.

MAX
(calling out)
Michelle?

The Junkies turn to Max, eyes black and glassy. Sick smiles.

MAX
(shouting to the door)
Michelle, I'm right here...

Without a word, the Junkies charge.

Max takes aim and BLASTS one of them in the forehead. The other keeps rushing, swinging a long knife at Max's neck.

Max ducks, a quarter-second and a quarter-inch from a slit throat. The swing throws the thin man off balance...

He tries again - ropy muscles straining skin speckled with tracks. Max grabs his arm, throwing the thin man off balance. They go down to the hardwood floor together.

Too close to line up a shot, Max drives the butt of the pistol into the man's nose, SPLITTING it across the bridge. Blood spatters his gaunt face, but those eyes never change...

JUNKIE
It's okay. They're angels, now.

Straining, he moves the knife's tip closer to Max's belly...

Max jams the barrel under the Junkie's leering jaw and PULLS THE TRIGGER. Blood atomizes into a hanging cloud around him.

Max jumps up and races to the door. Locked from the inside.

MAX
(calling, frantic)
Michelle!

Max throws his shoulder into the door, SNAPPING the hinges...

BEDROOM - CONTINUOUS

The momentum sends Max tumbling inside...

A MAN slips out of the window, one leg still inside...

Max OPENS FIRE at the retreating shape.

Curtains billow in front of the open window, a summer sunset outside. Max lets the gun fall to his side, breathing hard.

Michelle huddles on the bed, baby wrapped tight in her arms. Max rushes over to her, reaching out to touch her shoulder.

MAX

Michelle...

Her mouth is wide open, eyes unfocused. Muscles slack.

Michelle's not stunned. She's not unconscious.

The baby isn't just sleeping.

The moment that hits him, the lights go out of Max's eyes.

CUT TO:

INT. BEDROOM - NIGHT

Max stands at the door, seeing the room with those same eyes.

The furniture is gone, all the carpet ripped out. One window is still open, no frilly curtains blocking the blackness outside. Snow gusts in, piling on the sill.

BB (V.O.)

We looked everywhere for the third guy,
but there was nothing to go on. Not a
hair of him left behind.

Slowly marching across the room, Max SLAMS the window shut.

INT. ASGARD BUILDING - BB'S OFFICE - NIGHT

BB stands in the window, watching the storm.

BB

I called in a favor before I retired, had
him transferred to Cold Case while he
dealt with the shock of it. I thought it
we were patient, gave him time, Max would
come back to his old self again.

(CONTINUED)

CONTINUED:

Bravura sits in front of the desk, watching BB. When BB finally looks over, the weight of the story showing in his eyes, Bravura's face doesn't reveal any hint of emotion.

BB

Look, I called you because I thought I recognized something in you. I thought if we could talk off the record--

BRAVURA

I'm listening.

BB

(emotional)

This isn't just some job stress freak-out. This is a man who lost everything, and who deserves a little understanding from the rest of us. If you'd known him before...

(beat, pained)

You'd want to believe him, too.

BRAVURA

Believe him about what?

Not expecting this turn in the conversation, Bravura sits up.

BRAVURA

Are you saying you think Max did have something to do with Alex's murder?

BB

Absolutely not. Alex was his partner, they were like brothers...he couldn't have. There's no way.

BRAVURA

Then what are we talking about?

BB

Look, Max is like a son to me. Don't put me in a position to have to hang him.

(beat, pained)

But you should hear the kinds of things he's saying...hallucinations, none of it makes any sense to me. I'm worried he's going to get into another situation before I can convince him to come in.

BRAVURA

Are you telling me he was--

(CONTINUED)

CONTINUED: (2)

BB

I'm telling you to find him tonight,
before somebody else gets hurt.

Bravura nods, reeling from the revelation of this new information. BB picks up his coat and starts for the door.

BB

Is there anything we can do to help you
bring him in? Unofficially, of course...

BRAVURA

Bringing him in won't be a problem.
Where I need your help will be his--

BB

Why do you say that?

Bravura stands, finishing a note.

BRAVURA

A New Jersey unit ID'd him near his old
house. It shouldn't be long.

BB nods, somberly mulling this over.

BB

You have to find him first, protect him.
Some of the guys from Alex's unit beat
you to him, they won't wait for a trial.

EXT. STORAGE SPACE - NIGHT

At the edge of a strip mall, a ramshackle personal storage business sits behind a razor-wire fence. Inside the fence, rows of stalls for rent, covered by metal garage doors.

There's the faint sound of METAL STRETCHING, and Max is over the fence. He moves through the rows, reading the numbers.

A padlock hangs from the door, shining metal glazed over with a sheet of ice. Max finds a pristine key on a ring in his pocket. Hands shaking, he cracks the ice and tries...

INT. STORAGE SPACE

The garage door raises, cold metal RATTLING as it rolls up.

Max stands silhouetted in the doorway, looking in on ragged stacks of cardboard boxes. His breath blooming around him.

(CONTINUED)

CONTINUED:

Max steps inside, pulling a box marked 'GARAGE' out into the light. Opening it, he roots around and finds a flashlight. Switched on, a golden beam cuts through the blue shadows.

Max walks deeper into the space, brushing the light over the boxes. He holds his hand over one, as if warming it...

Max opens the box.

Waiting for him under the flaps, a stuffed animal stares up at Max from inside the box. Silly grin, frozen eyes shining.

Hands trembling, Max pushes the toy aside. Deeper in the box, he finds a framed picture and pulls it into the light...

The photograph is of Max - younger, cleaner, genuinely smiling. Posed along with him, Olan Mills-style, are Elizabeth and the baby. Gauzy backdrop, church clothes.

Max studies it, haggard new face reflecting in the glass...

Abruptly, Max jumps up and moves away from the box. Long strides, trying in vain to physically shake the memories, to block out the emotions with something productive...

The flashlight beam keeps sweeping, deeper and deeper. Max chokes back tears, occasionally glancing at the baby box.

The beam hits on a document box in the back row. 'OFFICE.'

Max rushes over, nearly tipping the other boxes in his hurry to throw the lid off the document box. Rows of folders, all neatly labeled with feminine script.

Max brushes his fingers over the tabs, smiling sadly. Each year numbered -- '1998,' '1999,' '2000'...

MAX

(to himself)

Okay, Chelle. Help me, here...

Max's fingers skim to the last file in the box, marked '2004.' Much thinner than the others. Her last year.

Only one file in the final section. Max opens it, finding pages of handwritten notes, photocopies, drawings...

Closing the file, he checks the name on the tab and frowns.

'PROJECT VALHALLA.'

EXT. STORAGE SPACE - NIGHT

Max steps out of the storage locker. He tucks the manila folder inside his coat and pulls the metal door closed.

He starts away, retracing his steps to the fence. Mind reeling with what he's just seen, the memories flooding back--

There's a second set of footprints in the snow before him.

Max freezes, their significance immediately registering.

VOICE (O.S.)

Stay where you are!

A YOUNG COP steps out of the shadows behind Max, pistol trained on the back of his head. The cop's eyes are wide with panic. He assumes an awkward, textbook firing position.

MAX

(turning slowly)

Relax, I'm a cop.

YOUNG COP

Don't move! I know who you are.

The gun stays trained on Max. Slowly, he raises his hands.

MAX

Just relax. I need you to trust me for a minute...

YOUNG COP

Yeah? Is that what you said to your partner?

MAX

You don't understand.

YOUNG COP

(gesturing with the gun)

Lay down on your face.

Max studies the cop - stiff legs unsteady on the deep snow, his frostbitten fingers wrapped around the trigger. Trapped between two rows of locked doors, Max has no cover to run.

Peeking through the snow at Max's feet, an extension cord snakes under the shivering cop's legs and down the corridor.

(CONTINUED)

CONTINUED:

MAX
(bending down)
Okay, just take it easy.

Max starts to lay down, causally laying his hand over the power cord. The cop edges closer, smirking as Max complies.

YOUNG COP
Word's gotten around about the sick shit you did to him, too. If I were you, I'd get ready for sort of a long ride back into the city...

Max wraps his hand around the cord and whips it tight...

The cop pitches backward, squeezing off a SHOT as he falls. Before he can fire again, Max pounces on the cop, driving a knee into his chest and wrenching the pistol away.

The cop twists in the extension cord, unplugging the lights. Max DRIVES the butt of the pistol into the side of his head.

The cop goes limp. Max pulls the clip, clears the chamber and lets the gun fall in the snow beside the unconscious cop.

Struggling to his feet, Max races down the corridor and scaling the icy chain link. He drops into the snow, immediately breaking into a dead run on the other side.

INT. ELEVATOR - NIGHT

An express elevator HISSES upwards at great speed, the sleek interior like a European sports car. Alone inside, Jason Colvin watches the blur of numbers with dread.

A muted CHIME, and the doors draw back...

INT. AESIR SKYSCRAPER - PENTHOUSE OFFICE - NIGHT

Thin steel beams loft through the air, three stories of open air encased by glass, a silent void projected into the heart of the storm. In the center of the room, a single black bar.

It's a desk, obsidian, polished to a mirrored sheen. Aesir International's cool blue logo reflects across its surface.

Jason Colvin approaches the desk, nervously watching the shadowed figure of Nicole Horne read through a document. Every hair, every stitch of clothing perfect.

Footsteps ECHOING, he reaches the desk and waits for a beat.

(CONTINUED)

CONTINUED:

COLVIN
We have a problem.

Nicole cuts her eyes to Colvin - withering, a current of fear passing through him. With great effort, she smiles.

INT. TRAIN - NIGHT

Max slumps in his seat, watching the black sky whip past. The manila folder closed in his hands, fingers tracing the edges. Slowly, carefully, he lets the folder fall open.

Max's eyes skim across the handwritten notes, lingering over underscored phrases and circled words. Drinking it in.

On the next page, a sketch of black wings pulls Max's attention. With dread, he reads a note below the drawing:

'SUBJECTS DESCRIBE DEMONIC VISIONS, HYSTERICAL RAGE...'

MAX
(to himself)
Subjects?

The hypnotic motion of the train begins to change, the rhythm of the RAILS faltering a little.

Max turns the page. More wings, each in a slightly different style, each version surrounded by descriptive notes...

Max skims, excited, as the train's HICCUPS grow worse...

As the blue and black world sweeps past outside the window, Max's face softens almost into a smile...

All the lights go out. The train rapidly loses speed...

Startled voices MURMUR. Windows that had been black glow to life as the passengers' eyes adjust to the dark car...

Outside, the moonless night becomes a hazy expanse of blue snow, covering the embankments along the railroad tracks and the broken-down houses in the distance.

The darkness changes Max, too, hardening his face again. He tucks the folder safely into his coat and zips it up tight.

At the front of the car, the windows begin to fill with light. The door opens, a flashlight beam sweeps inside...

Pistol between his knees, Max pulls the hammer back...

(CONTINUED)

CONTINUED:

An obese CONDUCTOR (40s) steps inside. Immediately, all of the other passengers begin to QUESTION HIM at once.

CONDUCTOR
(shouting over)
Ladies and gentlemen, please remain calm.
The storm's caused a power failure, but
it's absolutely nothing to worry about.
We'll be up and running again before
long.

Movement outside catches Max's eye. A FIGURE in the shadows alongside the train. Gravel CRUNCHES. Voices WHISPER.

CONDUCTOR (cont'd)
Our policy is to move everyone up to the
front car until the lights come on again.
It'll be a little warmer if we're all
together...

Max splits his attention between the other passengers and the window, watching for more movement outside...

Suddenly, the Figure breaks in the opposite direction - no attempt at quiet, a POUNDING run away from the train.

Confused, Max straightens up. The temperature has changed...

THREE MORE FIGURES, running in the opposite direction. Away from the train, up the snowy tracks it's yet to cross.

MAX
(recognizing)
Get out of the train.

PASSENGERS fill the aisle. High school girls sneaking into the city... An old man going to work... Drunk yuppies in red and green scarves, on their way back from a Holiday party...

MAX
(shouting)
Get out--

An EXPLOSION rips through the front of the car and swells, a ball of fire smashing through the car and blowing it apart...

EXT. CITY STREET - NIGHT

Up and down the dark street, shadowed GHOULS break windows and claw at abandoned cars, searching for anything of value.

(CONTINUED)

CONTINUED:

Moving comfortably through the shadows, Mona follows the general movement towards a BASSY QUAKE farther up the block.

A red neon 'RAGNA ROK' bloodies the snow in the air, marking the entrance to the club responsible for the RUMBLE...

INT. RAGNA ROK - NIGHT

Inside, that music is EARSPLITTING - a jet engine at 200 beats per minute. Lights strobe past red gels, frozen glimpses of thin limbs and black pupils on the dance floor.

Mona melts into a corner, inconspicuously watching the room.

Winding around the dance floor, CLUBGOERS - some ragged, some in nice clothes - queue at a metal door in the back wall. One after another, they wait for their moment to enter...

There's a disturbance at the front door. Black-clad Guards force open a rift in the crowd on the dance floor...

Jack Lupino walks inside the rift - his tattooed face red and black, eyes calmly sweeping out across the riotous crowd...

FROM THE DANCEFLOOR

Lupino moves through bodies roiling like a parted sea, sheer walls of twisting flesh towering above him to the rafters.

Mixed within, the wings POUND and SWEEP, blotting the light.

Hell.

INT. BB'S HOUSE - BEDROOM - NIGHT

BB crawls out from under the quilts, careful not to wake his WIFE. He passes windows frosted with ice, on his way to...

HALLWAY

BB shuffles down the hall, shivering in his boxers. He pauses at the thermostat, frowning to find the heat cut off.

BB turns, startling as Max steps out of the shadows - steps stiff with pain, clothes dripping icy water across the floor.

BB
(terrified)
Max? What are you doing?

Max opens his coat and pulls out the file, now badly wrinkled and soggy. He opens it and hands BB a newspaper clipping.

(CONTINUED)

CONTINUED:

'25 CIVILIANS KILLED IN AL-HASAMAH MASSACRE'

BB

Those grunts who went crazy in Iraq?

MAX

Go a little further, read what they did to the bodies. It's the same as what happened to Alex and that girl.

BB reads on, frowning.

BB

Where did you get this?

MAX

Michelle.

BB looks up, startled, as Max pages through Michelle's notes.

MAX

It's all in her notes: people describing fevers, hallucinations...their lymph nodes swell until their necks bruise like something's been choking them.

(pointing to the drawings)

The angels they all talk about? Michelle talks about eye spasms that make things seem to flutter. Mixed with the other delusions, that starts looking like wings...

(beat)

She wasn't seeing them. She was trying to figure out why other people were.

BB

I thought she was working on allergy medicines.

MAX

Somebody at Aesir knows what--

BB

(thunderstruck)

Oh, my God.

Slowly, BB turns to show Max the grief in his eyes.

BB

It's me. I killed Alex.

(CONTINUED)

CONTINUED: (2)

MAX

What are you talking about?

BB

He came to me about six months ago, asking about one of the executives at Aesir. At the time I had no reason to connect it to Michelle, I just thought...

(beat, torn up)

I tried to warn him, this guy has connections to some scary people--

MAX

Who? What's his name?

BB hesitates, rattled by the rage in Max's eyes.

BB

Jason Colvin. He used to be the head of the pharmaceutical division, but he's moved up over the last few years.

(beat)

I guess Michelle probably reported directly to him...

Max barely nods, jaw clenched as he scoops up the documents.

BB

You've got copies of this stuff, right?

Thinking for a moment, Max sets the folder down again and turns away towards the dark hallway. BB picks up the folder.

BB

Be careful, Max.

Max doesn't respond, storming off into the shadows.

EXT. RAILROAD TRACKS - DAWN

The snow isn't deep near the charred and twisted metal of the train, melted by the fireball. Police tape rings the area.

DETECTIVES wander between yellow tarps in the train, sipping coffee. Out on the tracks, Bravura works alone.

HOMICIDE COP

Looks like ten bodies, give or take.
Even in New York, that ought to be enough
to earn Payne the spike.

(CONTINUED)

CONTINUED:

BRAVURA

The blast point is outside the train.

None of the detectives want to encourage him by answering.

BRAVURA

Based on the spread of the wreckage...
they moving very fast, either.

HOMICIDE COP

He forced them to stop, first.

Bravura nods at the explanation, but without conviction. He continues to scan the wreckage, still not satisfied...

BRAVURA

So he had the bomb with him inside, but
he decided to walk outside to detonate
it?

HOMICIDE COP

Are you asking if that seems like odd
behavior from a guy who cut his partner's
head off?

The Young Cop from the storage building slips down the snowy bank and towards Bravura. His face is bruised and swollen.

YOUNG COP

You wanted to see me?

HOMICIDE COP

Careful what you say to him, if you ever
want to make detective...

YOUNG COP

(to Bravura, guarded)

I already filled out a report.

Bravura sees the Young Cop aware of the detective's presence.

BRAVURA

Show me where it happened, then.

EXT. STORAGE FACILITY - MORNING

Bravura and the Young Cop stand on the spot where he fought Max the night before - disturbed snow, the frayed cord...

YOUNG COP

He jumped out and wrapped that cord
around me, and before I had a chance...

(CONTINUED)

CONTINUED:

Bravura nods at the bullshit, focus drawn to Max's locker.

BRAVURA
(pointing)
He was coming out of here?

When the Young Cop nods, Bravura starts to step inside.

HOMICIDE COP
Hey, real cops are working here...

INT. MAX'S STORAGE LOCKER - MORNING

A few CSI TECHS take photographs of Max's storage locker. Bravura walks through, eyes quickly scanning the distracting jumble of boxes. The Homicide Cop follows, exasperated.

At the back, Bravura stops and picks something up. It's the lid of the box, 'OFFICE' written in Michelle's pen.

Bravura looks around. There's no document box to match the lid. However, there are dust-free rectangles in the dirt.

BRAVURA
(to a CSI tech)
Where's the stuff you guys moved?

CSI TECH
Nothing's been moved.

HOMICIDE COP
What, you playing detective now?

On a mission, Bravura scans the rest of the room. He sees another open box, a colorful stuffed animal peeking out. Bravura opens it, startled by the family portrait.

BRAVURA
(studying the photo)
This is his wife?

Bravura finally looks up to see the Homicide cop smirking.

BRAVURA
I spent four hours up at Homicide going through Alex's desk and cataloging pictures of this woman, and not one of you bastards bothered to mention that she was Max Payne's wife?

(CONTINUED)

CONTINUED:

HOMICIDE COP

(shrugging)

If Alex was getting a little something on the side--

BRAVURA

Who are you protecting?

Bravura charges closer, carrying enough force that the much larger Homicide Cop steps back. His cool facade crumbles.

HOMICIDE COP

Nobody, we just...why would anybody talk to IA without a reason?

BRAVURA

(livid)

You've got a reason, now. Tell me everything you know about this woman, starting with her name.

EXT. AESIR BUILDING (MIDTOWN) - DAY

The city is starting to shut down under the relentless snow - the sidewalks are nearly empty, only cabs on the icy streets.

The Aesir corporate offices gleam in the diffuse light, a pillar of glass and steel disappearing up into the storm...

Jason Colvin steps out of a cab and marches up the steps.

RECEPTION AREA

Stepping off of the elevator, Colvin passes a RECEPTIONIST.

COLVIN

You should go on home, already. There's nothing going on today...

RECEPTIONIST

Well, there's someone in your office...

COLVIN'S OFFICE

Colvin steps through the doorway and stops short.

Max stands behind Colvin's desk, inspecting the photographs hanging on the wall. He's cleaned himself up a little.

MAX

(pointing to a photo)

This your daughter?

(CONTINUED)

CONTINUED:

COLVIN

Yes, it is. Three years old.

For reasons Colvin can't fathom, Max's mood seems to darken even farther. Colvin sees the badge clipped to his belt.

COLVIN

Is there something I can help you with, detective?

MAX

You can tell me about Project Valhalla.

COLVIN

(nervous laugh)

I think you might have the wrong...

Barely keeping his poker face, Colvin eyes the phone.

MAX

Need to make a call?

COLVIN

Maybe I'd better.

Max motions for Colvin to go ahead. While the executive's shaking hands dial the number, Max closes and LOCKS the door.

COLVIN

Yes, there's a detective here...

(to Max)

What did you say your name was?

MAX

Max.

Abruptly, Max RIPS the phone cord out of the wall.

MAX

(low)

She was my wife.

The words, Max's flat delivery, catch Colvin like ice water. Still holding the dead receiver, Colvin staggers back...

COLVIN

(stunned)

Excuse me?

MAX

Michelle Payne was my wife.

(CONTINUED)

CONTINUED: (2)

What color there was to begin with drains out of Colvin.

COLVIN

What--

MAX

Before you say anything else, I want you to know who I am.

COLVIN

Please, wait...

Max throws his elbow up, CRUSHING Colvin's nose.

INT. AESIR BUILDING - LOBBY - DAY

Bravura enters the soaring lobby of the Aesir building, stomping his shoes clean. He approaches the front desk.

BRAVURA

(flashing his badge)

I need to talk to somebody about a woman who used to work here.

COLVIN'S OFFICE

Colvin's eyes flutter open. His nose is smashed flat.

He's being held upright by his belt, which loops around his neck and the headrest of his ergonomic chair. His wrists are bound to the armrests with strips of his tie.

Max sits on the edge of the desk, heavy lamp in his hand.

COLVIN

(weakly, eyeing the lamp)

Please don't hit me again.

Max wraps the cord in his hand and jerks it free from the lamp, which he tosses with a CRASH. The cord, he keeps.

MAX

A week ago, I thought the universe had turned against me. Everything I loved was gone, and for some reason I'd been left here to suffer alone.

Max strips back the insulation on the cord, exposing two frizzed bundles of wire: one brass, the other silver. Positive and negative. Colvin watches, apprehensive.

(CONTINUED)

CONTINUED:

MAX

But it wasn't the universe that took my family away from me.

Max plugs in the cord.

MAX

It was you.

He crouches by Colvin, wire in each hand, moving them closer.

MAX

Tell me about Valhalla.

Colvin struggles to pull away from the approaching wires...

COLVIN

There is no--

Max brushes the bare wires against Colvin's throat.

There's a bright SPARK. Colvin SCREAMS.

MAX

Tell me.

COLVIN

There's no Project Valhalla anymore. I shut it down years ago.

A timid KNOCKING starts on Colvin's door, VOICES calling in. Max waits for more, eyes frozen, wires hanging ready.

COLVIN

(reluctant)

It was a disaster. The drug was so addictive, the damage it did to the mind was so devastating that we lost our government funding. By the end, we couldn't even guarantee the safety of our scientists administering the experiment. Test subjects would follow them home and kill them for an extra dose.

MAX

Is that what happened to Michelle?

COLVIN

Nobody knows what happened to her.

Max picks up a cup of coffee from the desk and pours it over Colvin's face as he struggles more frantically.

(CONTINUED)

CONTINUED: (2)

Max brings the wires closer to Colvin's wet skin.

COLVIN
(terrified)
People thought Michelle might be a
whistle-blower. That she wasn't loyal
enough to Aesir, and she might go public
about the program.

Max's eyes thaw, hit by the first true words about her death.

LOBBY

Bravura sits in the lobby, impatiently skimming a magazine.
On the far side of the enormous room, movement draws his eye:

A line of black-clad SECURITY GUARDS swiftly moving in
formation into a stairwell. SWAT precision, heavy hardware.

Bravura springs up, approaching the Guards left at the door.

GUARD
Authorized personnel only.

Bravura pulls out his badge, and plans to keep moving...
But the guards don't immediately part. They look at each
other, silently conferring. Bravura's eyes light up.

BRAVURA
Don't look at him. Move aside.
(louder)
I'm authorized.

COLVIN'S OFFICE

Max lets the wires fall away. Solemnly, he draws his pistol.

COLVIN
Why are you asking me about this?

MAX
I already told you. Be quiet, now.

Max chambers a round, leaving his hand up to block the spray.

COLVIN
But why today? It's over, I got rid of
everything before they moved me out of
the division--

(CONTINUED)

CONTINUED:

MAX

Then you haven't been Downtown lately,
because you missed a spot.

Colvin looks up, Max's words suddenly scarier than the gun.

COLVIN

Are you telling me that there are people
out there taking the drug again?
(urgent)
How many of them?

Max shakes his head. Colvin's eyes show real terror.

COLVIN

I knew it, I knew something was going on.
I told her the numbers were too good--

The POUNDING outside the door is louder, more VOICES calling.

VOICE (O.C.)

(calling through the door)
Mr. Colvin, are you okay in there?
Security's on its way...

Max turns to the door - trapped, ready to fire on what comes
through. Colvin looks at Max, a sudden realization dawning.

COLVIN

They're not coming for you.

MAX

What are you talking about?

Colvin begins to struggle harder than ever, but his fear
isn't directed at the man with the gun standing over him.

COLVIN

You only know my name because somebody
high up decided to cut me loose.
(gesturing)
There's a safe in the wall. It's open.

Fearing a trap, Max pushes aside a painting and pulls open
the door. A small stack of DVDs sits inside.

COLVIN

Show that to whoever will watch. If this
thing spreads, nothing will keep the rest
of you safe.

(CONTINUED)

CONTINUED: (2)

Max looks at the middle manager, desire to pull the trigger slowly losing out to the credibility of Colvin's story.

Max unfastens the belt, using it to hoist Colvin to his feet.

COLVIN
(terrified)
Wait, I'm not ready...

HALLWAY

OFFICE WORKERS draw back and GASP as Colvin's bloody face appears. Max is close behind, holding the belt around Colvin's neck, pressing his pistol to the back of his head.

MAX
Back up, all of you. Make a path.

There's a disturbance at the back of the crowd - glimpses of black uniforms fighting forward. The Guards.

Max pivots, holding Colvin towards the Guards as a shield.

MAX
(calling to the guards)
Stay back, or I'll--

CRACK! Colvin's head snaps back, blood spraying over Max.

The crowd goes crazy, SCREAMING and trampling each other... More SHOTS ring out, ripping through Colvin as Max lets his lifeless body fall and hides his retreat in the scramble...

The Guards chase after Max, slowed by the panicking crowd...

STAIRWELL

Exhausted, Bravura plods up steps to a landing. Suddenly, AUTOMATIC WEAPONS erupt nearby. He fumbles for a cell phone.

BRAVURA
This is Jim Bravura, IA. You need to tell the units responding to the Aesir call to come equipped for automatic--
(frowning)
The Aesir building, nobody's called anything in yet?
(beat)
Hell yes, I'd like to report something. We've got machine gun fire in Midtown.

(CONTINUED)

CONTINUED:

Bravura snaps his phone shut, trying to regulate his breath. Drawing a tiny service revolver he creeps to the door...

HALLWAY

Max stumbles up the hall. He chances a look back at the black-clad GUARDS crashing through office workers...

A BURST of machine gun fire POUNDS the floor in front of Max's feet. More Guards seal off the hall ahead. Nowhere else to go, Max grips a cubicle wall and vaults over...

Max gets a few careful SHOTS off from his new elevation, dropping Guards who've lost sight of him as he jumps from desk to desk, working deeper into the maze of cubicles...

The fastest Guards race ahead to block off a burning 'EXIT' sign. Max's boots THUNDER across desks, papers flying...

The Guards ahead FIRE, but Max shows now sign of slowing. Overhead lights EXPLODE, smoke and sparks raining down...

Max launches himself into the air, pistol CRACKING as he falls. Bullets RIP through the retreating Guards...

Max hits the ground hard, scrambling through the exit...

ANOTHER HALL

...and around the corner.

BRAVURA
(shouting)
Put your hands up!

Max slides to a stop, startled to see Bravura aiming at him. While he doesn't exactly comply, Max does lower the barrel.

BRAVURA
(more human)
You need to come in now, before anything else gets pinned on you.

Max shakes his head. HEAVY BOOT STEPS rumble closer...

MAX
She was trying to stop it.

BRAVURA
Stop what? Tell me what's happening--

(CONTINUED)

CONTINUED:

Bullets STRAFE the wall just above Max's head. He dives to the ground, plaster dust and smoke pluming above him.

While Max scrambles for cover, Bravura charges forward, waving his badge in the air above him.

BRAVURA
NYPD! Hold your fire!

Guards flow into the hall, a black mass bristling FIRE. It takes a split second for Bravura to realize they aren't stopping. He slips, tumbling back as bullets RIP past him...

BRAVURA
(screaming)
Hold your fire!

Finally, the machine guns go quiet. Smoldering gunpowder clouds the hallway. Bravura and the Guards search...

...but Max has disappeared into the smoke.

EXT. STREET - NIGHT

Mona struggles up a narrow street, buffeted by the wind. Ahead, flashing blue and red lights electrify the snow.

A squad car idles towards her, searchlight flashing into dark shadows. Mona ducks her head away as the spotlight finds her at her building door. For a moment, she's in a whiteout.

Slowly, the cop car moves on. Mona starts to use her key... but the lock has already been forced open.

INT. MONA'S APARTMENT - NIGHT

Mona steps inside, ready for ambush. She turns the corner...

Max sits on her couch, scraped and scorched from his escape.

MAX
(pointing to the TV)
You need to see this.

ON SCREEN:

Over black, the Aesir corporate logo flashes up, quickly replaced by a simple block-letter title card:

'PROJECT VALHALLA: PROMOTIONAL SPOT #3'

(CONTINUED)

CONTINUED:

ANNOUNCER (V.O.)

From the beginning of time, great
generals have all wrestled with one
undeniable truth - morale wins battles.

Over an up-tempo ROCK SOUNDTRACK, a slick montage of war
imagery: tanks roaring over sand dunes, missiles ripping
through palace walls, American troops firing machine guns...

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

Fear, fatigue, loss of focus...the future
of combat medicine lies in the mind of
the soldier.

A cutting-edge lab, SCIENTISTS working complex machinery.

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

Thanks to breakthroughs made by Aesir
Pharmaceuticals, the military of tomorrow
will be able to unlock the limitless
potential inside every soldier.

On screen, the shot cuts to the interview of a YOUNG SOLDIER
in uniform. He smiles easily, confident, eyes alert but
maybe a little distant. Something familiar about him...

YOUNG SOLDIER (V.O.)

How has my experience in combat changed
since being selected for Project
Valhalla?

(beat, smiling)

I'm never scared, for starters.

Superimposed under his face: 'PVT. JACK LUPINO.'

Startled, Mona moves closer to the screen.

MONA

That's the guy.

MAX

What are you talking about?

MONA

He's the one behind Ragna Rok. It's his
club where the drug's being sold.

LUPINO (V.O.)

You face down a group of insurgents and
instead of fear, you're filled
with...peace, I guess.

(MORE)

(CONTINUED)

CONTINUED: (2)

LUPINO (CONT'D)

Like you're aware of the power you have
in your own hands to make the world a
better place.

Max studies Lupino's image - thinner, no visible tattoos.
All-American. There's already something in his eyes, though.

As Mona sits back down, Max brushes past her to get his coat.

MONA

So what do we do now?

Max stands up from the couch and starts away. Confused, Mona
tries to follow, but stumbles when something pulls her back:

She looks down to see she's been handcuffed to her chair.

MONA

What are you doing?

(beat, louder)

Uncuff me.

(beat, louder still)

Hey!

On screen, Lupino smiles, beads of sweat forming on his face.
Deliberately, Max stops the DVD and cuts off the television.

MONA

What is this? You think just because he
killed your partner, you can decide
whether I--

When Max finally speaks, the sound scrapes out of his throat
like he hasn't used his voice in years:

MAX

He killed my wife.

Mona struggles at the cuff, chain CLANKING but holding.

MONA

I've been inside that club. You don't
have a chance on your own.

(realizing)

But you don't care.

Max stoops down to pick up Mona's machine gun where it leans
against the base of the couch. Mona THRASHES helplessly.

MONA

You don't want my help, because you think
if he puts you out of your misery, you'll
get to see her again.

(CONTINUED)

CONTINUED: (3)

Without a look back, Max starts out the door.

MONA

I hope that's really the way it works.

The door pulls shut behind him.

EXT. RAGNA ROK - NIGHT

The red neon sign is only an ember, muted under caked ice.

In a chair blocking the front door, a GUARD watches the silent street, shivering uncontrollably.

INT. RAGNA ROK - NIGHT

Inside, the dance floor is empty. Sitting at the top of the stairs, another GUARD sleeps, rifle propped beside him.

BACK ROOM

A room like the inside of a smoker's lung - walls painted black, haze from candles and whatever else blurring the air. Jack Lupino sits on the floor surrounded by candles, watching the flames with manic focus. Two GUARDS stand above him.

Into a bent spoon, Lupino taps greenish powder from a small glass vial. He uses the candle to heat the spoon. Checking his watch, one of the guards produces a cell phone and dials.

GUARD #1

(on phone)

All quiet, 4 a.m.

Lupino dips a needle into the spoon, drawing the bubbling green liquid into the body of the syringe.

EXT. RAGNA ROK - NIGHT

The guard stomps his feet, trying in vain to keep some blood flowing. Blowing in his hands, he looks both ways down a street that is still just as empty as it has been for hours.

GUARD

(chattering, to himself)

Screw this...

Frozen fingers fumbling with the keys, the Guard opens the door. Moving the chair just inside the doorway, the guard settles in the alcove...

(CONTINUED)

CONTINUED:

He pulls the door shut. It won't. Something's blocking it. The guard stands up, opens it wider to build some momentum...

Max stands on the top step.

BACK ROOM

Lupino shoots up, gritted teeth tugging his belt tourniquet tight. Eyes clinched, beads of sweat already forming.

The muffled BLAST of a machine gun, out on the dance floor.
The Guards surrounding Lupino spring into action.

GUARD #1

Wait here, Mr. Lupino.

Lupino lets the belt slip free, a deep SIGH rattling out. He opens his eyes, just in time for us to see the irises retracting. Candles shine in the black holes left behind.

LUPINO

I don't need protection. I have my own.

The Guards at the door lock and load, moving out...

BALLROOM

Max walks into the ballroom, motionless Guard bleeding out on the dance floor before him. Gunsmoke hangs in the air...

In that final stillness, Max checks his clip. Stone-faced.

Thundering BOOTS echo out from the belly of the building. Doors fly open - Guards racing out from the kitchen on the first floor, two more from the office CRASHING out upstairs.

Max OPENS UP, flames of automatic fire lighting his way.

BACK ROOM

Lupino and the Guards listen to the SHOOTING grow closer. Suddenly, the metal door flies open, BANGING at the stop. With lightning reflexes, THE GUARDS BLAST down the hallway.

Lupino slowly stands, eyes glowing in the guard's muzzle flash. Forgotten now, he fades away into the smoke.

The Guards crumble and fall until the room goes SILENT.

Max melts out of the smoke, weapon raised. Hunting.

(CONTINUED)

CONTINUED:

The back room is deeper than the poor light gives away. Max's boots grind over burned-out candles, occult runes...

Lupino launches out of the darkness at Max. Before he sees it coming, Lupino drives a hard punch into Max's skull.

Max stumbles forward, ears ringing from the blow. Lupino draws a gleaming knife from his boot and springs on Max.

Lupino swings the knife so quickly it becomes a blur, blade WHISTLING as it cuts through the smoke. He slashes the knife across Max's thigh, dropping him to the ground.

Unable to stand, Max thrusts the rifle up for protection. The blade CLANKS against the barrel, carving deep trenches in the stock, finally gashing the back of Max's fingers.

Blood rushes from the cuts, loosening Max's grip on the weapon. Teeth gnashing like an animal, Lupino reaches out and tries to pull the machine gun out of Max's hands.

Lupino buries the knife into Max's shoulder. He CRIES OUT.

LUPINO

Can you hear them, now?

Lupino drives his knee into Max's chest. Arm numb from the stab wound, Max's grip on the gun is slowly overpowered. Helplessly watching it slip away, Max SCREAMS with rage...

EXT. RAGNA ROK - NIGHT

Outside, no voice could carry on that raging WIND. TWO FIGURES walk up the street, closing slowly on Ragna Rok.

INT. RAGNA ROK - BACK ROOM - NIGHT

Lupino leans over Max, one hand grinding the knife deeper into his shoulder, the other wrenching the machine gun free. Max desperately tries to dig his nails into the grip...

LUPINO

We'll see which one us they're flying for. We'll see who they love best.

Sweat streams down Lupino's face, dripping down onto Max. Fingernails splitting, Max finally loses hold of the gun. The sudden shift in momentum pitches Lupino back.

For an instant, they are apart.

(CONTINUED)

CONTINUED:

In that instant, Max pulls the knife from his own shoulder and buries it to the hilt in Lupino's stomach.

Lupino drops the machine gun. Max clamps his hand over Lupino's throat, using his grip to force the knife deeper. While Lupino GASPS, eyes wide, Max struggles to his feet.

MAX

Who is your contact at Aesir?

Lupino looks down at the knife in his stomach. Fascinated.

MAX

(louder)

Who sent you after Michelle?

LUPINO

(with difficulty)

You are so blessed.

Max looks at Lupino - up close, his undyed skin is ashen and pockmarked, older than his age. Blood drools from his lips. Lupino's eyes swim around, lost in a fog of drugs and pain.

MAX

You don't know what I'm talking about, do you?

Lupino's eyes stop swimming. For a moment, he sees Max.

LUPINO

The angels are not done with you yet.

Lupino's skull explodes.

Max spins towards the hall, but another SHOT rakes across his shoulder and slings him to the ground. Defenseless, Max can only lift his eyes to see who's coming to finish it...

BB steps out of the smoke.

As Max reels at the sight of BB, JOE SALLE (50'S) rumbles in.

Salle stomps on Max's wrist, in the same motion telescoping a metal baton and CRACKING it across his skull. With the grace of an old pro, Salle snaps on a pair of handcuffs.

MAX

(in shock)

BB?

Max is hauled to his feet - bleeding, cuffed, and trapped.

(CONTINUED)

CONTINUED: (2)

And BB walks right on by.

MAX

What's going on here, BB?

As Max watches in disbelief, BB paces around the room taking stock - noting the dead Guards, crouching over Lupino's body.

BB

At ease, soldier.

Max struggles to break free of Salle's grasp.

MAX

Hey!

JOE SALLE

(draws pistol, re. Max)

Now?

BB

Not unless you feel like carrying him out of here. Max knows me, and I definitely don't know Mr. Lupino.

MAX

(shouting)

Look at me, BB. At least face what you're doing...

BB finally does look at Max. Cold, dead eyes. A stranger.

BB

Grow up.

EXT. RAGNA ROK - NIGHT

BB steps through the door, over the guard's upturned chair.

The blizzard has won - streets and sidewalks no longer scraped, cars long abandoned under their icy cocoons. The fifth largest city in the world, reduced to a ghost town.

BB

Happy New Year.

BB strides out in front, taking in the sight. It might as well be a desert, white sand sifting around their boots, buildings rising above like black canyon walls.

Max shuffles along behind BB, head bent low in the wind. Plumes of his ragged breaths trailing out behind him.

(CONTINUED)

CONTINUED:

BB (cont'd)

Look at it from my perspective: this thing is going to be a true epidemic. One hundred percent dependence within a few doses, and we control the only source. This is so much bigger than Lupino's little bar. This is every street corner in the City in a month, nation wide in two.

Max keeps trudging, one foot in front of the other. BB looks annoyed that he's not getting a reaction out of him.

BB

I hope you're not over there blaming me. Really, this is Michelle's fault.

Max's eyes start to burn. BB sneaks a peek, encouraged.

BB

She had no right to put me in that situation. Asking me to pass up this kind of an opportunity to help her rat out my bosses...I'm sorry, but that's unreasonable.

Max's head snaps up, eyes simmering with rage. BB smiles.

BB

But then again, who could blame her for getting confused, being married to such a righteous man. So maybe it is your fault, after all.

(beat)

Just like your old man. Always knew you were better than everyone else--

MAX

No. Just better than you.

BB's smile seems to double. He considers Max for a moment.

BB

For what it's worth, he didn't know Michelle was going to die.

Max starts walking again, doesn't raise his eyes. The seed has been planted, though. BB plays with the silence.

BB

He thought they were going out there to scare her, destroy her research.

FLASHBACK: MAX'S KITCHEN - DUSK

Looking up from the mail, Max sees the smashed kitchen door.

RESUME - EXT. STREET - NIGHT

Max keeps walking, trying to fight off the memories. BB strolls along beside him, taking his time with the story.

BB

I'd arranged with the other guys to finish the job.

FLASHBACK: MAX'S HALLWAY - DUSK

Max races into the hallway bathed in golden light.

Between Max and the end of the hall, two JUNKIES are huddled against a door. Twisting the handle, SMACKING the wood.

BB (V.O.)

He locked them out of the bedroom, tried CPR...boy scout shit.

The Junkies turn to Max, eyes black and glassy. Sick smiles.

RESUME - EXT. STREET - NIGHT

Max looks nauseous. BB sees it, thrilled.

BB

(smiling)

And as thanks, you nearly blew his head off while he crawled out the window.

FLASHBACK: MAX'S HALLWAY - DUSK

Max throws his shoulder into the door, SNAPPING the hinges...

BEDROOM - CONTINUOUS

A MAN slips out of the window, one leg still inside...

Max OPENS FIRE at the retreating shape.

RESUME - EXT. STREET - NIGHT

Max's gait begins to falter, lost in the memory he's played a thousand times, the images shifting to show something new...

BB watches eagerly, waiting for what comes next...

FLASHBACK: MAX'S BEDROOM - DUSK

Max charges in, again firing on the man escaping...

...but this time, we watch the glass behind the billowing curtains. The fabric ripples, revealing a reflection...

Alex.

BB (V.O.)
That's funny, to me.

A momentary flash of his profile, a mask of guilt and shame.

RESUME - EXT. STREET - NIGHT

Max stops walking. All of his will gone.

BB steps closer, drinking in the pain in Max's eyes.

BB
You really didn't know?

With a shrug, BB turns away from Max's fury and moves on...

INTERSECTION - CONTINUOUS

Above them, traffic signals strain under thick icicles. Intermittently, the lights go dark, the power faltering.

MAX
(soft)
You should have killed me then, when you had a chance.

BB
I learned something from your father, years ago. Always give people a choice.

Stepping into the intersection, BB stops. Abruptly, Joe Salle closes with Max, meaty hand clamping onto his arm.

BB
He gave me the choice between early retirement or facing the charges he was going to bring against me. He sat me down in that bar and explained that I could either give up the thing I loved, or I could have it taken away by force. That was my choice.

(beat)
(MORE)

(CONTINUED)

CONTINUED:

BB(CONT'D)

You could have put a gun in your mouth any time you wanted. Or, you could have kept living in the hell I made for you. That's your choice.

BB smiles.

BB

Just out of curiosity, though: why don't I have a chance now?

Max's eyes are clear - almost peaceful for the first time.

MAX

Because now I know it's you.

BB moves closer, the arrogance in his smile deepening.

BB

Well, you're--

Suddenly, Max launches himself forward - a fullback's explosion into the line that catches Salle by surprise...

Hands cuffed behind his back, Max drives his shoulder into BB's jaw, splitting his lip. BB tumbles back into the snow.

Joe brings the club out again, bashing Max across the head, using it to choke Max until his struggles lose power.

JOE SALLE

Okay, enough. This is far enough.

BB looks around, wiping the blood from his lip. His eyes fall on a mound of construction rubble in a vacant lot.

BB

Hang on.

JOE SALLE

BB...

BB stands and walks onto the lot, kicking away snow until he exhumes a cinder block in the rubble pile. BB picks it up.

BB

I've got something better.

Carrying the cinder block, BB starts off down a different street. Grudgingly, Salle pushes Max along after him.

Visible a few blocks away, the black body of the river waits.

EXT. PIER - NIGHT

An ancient shipping pier juts out into the river, murky water high and roiling around its pilings from the stormy weather.

BB motions for Max and Joe Salle to follow him out onto the pier, its planks buried under a thick sheet of ice.

BB
(to Salle, taking Max)
Grab me some of that rope.

BB drops the cinder block at Max's feet, CRACKING the ice.

BB
It's not like we didn't see it coming.

Clamping onto Max's arm, BB unlocks his handcuffs.

BB
Sullen, withdrawn...Max just never seemed
the same after the tragedy.

Lights running the length of the pier flicker, eventually dying altogether. All down the shore, the power fails.

BB
It's a good thing his father didn't live
to see it, though. Bill Payne's only
son, a strung-out suicide.

Hidden in the now deeper darkness, BB pulls something from his coat: two glass vials like Lupino's, filled with the same green powder. He tucks them into Max's coat pocket.

BB
(smiling)
It would have eaten him alive.

MAX
Bravura's not going to buy it.

BB
Sure? Not even once the autopsy turns up
traces in your blood?

Max looks at BB, trying to understand how that could be.

BB
I dosed you that night at Alex's, just to
make sure things were fuzzy. Compliments
of the house.

(CONTINUED)

CONTINUED:

Seeing that BB has removed Max's cuffs, Salle hurries over. The motion puts both men off balance on the slick boards...

BB

Joe, why don't you calm down...

Salle grabs Max's arm. Max looks down at Salle's feet, hard-soled shoes slipping. Salle anticipates his next thought...

Abruptly, Max jerks his arm away.

Not able to let go in time, Salle's feet fly out from under him. The big man crashes down hard on his side.

Max ducks and stumbles forward...

BB FIRES, missing. Max looks back. Beached on his side, Joe Salle draws his pistol, the next shot coming any moment...

Max slips. Struggling to right himself, hands scraping over rough planks, another shot CRACKS inches from Max's legs...

With nowhere else to go, Max turns to the water. Boots slipping, he lunges for the edge, careening over...

RIVER - CONTINUOUS

Max SPLASHES down into the dark water, body twisted in an awkward position, wind blasted from his lungs by the impact. SHOTS from the pier above CUT into the water around him...

Max dives under as much as he can stand it in the frigid water, swimming farther from shore. Shots continuing to SPLASH around him, the current pulls him into deeper water...

PIER

BB and Salle FIRE with less conviction. In the water, the disturbance made by Max grows smaller as he's swept away.

BB lowers his gun, motioning for Salle to do the same.

BB

It's fine, as cold as that water is...

(beat)

Just in case, though. Make sure.

Salle frowns, shoots BB a look.

JOE SALLE

How?

RIVER

Max lifts his head. The wide expanse of the river stretches around him, surface broken by swirling pocks of falling snow.

The current carries him farther from piers and buildings receding into snow, as black as the water they rise above. Turning, Max sees that the opposite shore is even farther.

Slowly, the exhilaration of escape begins to change. Icy water bites his skin. Muscles beginning to tremble...

Limbs heavy with saturated clothing, joints seized by cold, Max tries to swim against the current with little success.

Max sinks lower, churning water lapping his face. GASPING BREATHS becoming SPUTTERING COUGHS...

CUT TO:

INT. HALLWAY - TWILIGHT (VISION)

Max moves down the hallway, the familiar golden light. Boots stepping quiet, past the bloody and motionless bodies.

At the bedroom's door, Max pauses. Unable to go through.

Michelle's body faces away, bundle cradled in her arms.

As Max stands watching, Michelle's body stirs...

EXT. RIVER - NIGHT

Max breaks the surface: COUGHING, GASPING, flailing his arms. It's hopeless; he immediately begins to sink again. Desperation, panic move his limbs, but for nothing.

Max Payne slips under without so much as a ripple.

INT. HALLWAY - TWILIGHT (VISION)

Tentatively, Max crosses the threshold into the bedroom.

Michelle's eyes open, aware that she's being watched from the doorway. She looks up at Max, a lazy smile forming.

The bundle of blankets stirs. Michelle grins down at their infant daughter, offering her finger to the tiny pink hand.

Max edges closer, overwhelmed by the sight. Michelle pats the bed beside them, inviting Max to sit. He doesn't move.

(CONTINUED)

CONTINUED:

MICHELLE

Are you home?

For a long moment, Max drinks in the sight of his family...

EXT. RIVER - PRE-DAWN

Out in the middle of the river, the white curtain of blowing snow parts to reveal a dark shape, drifting in the fog. Like an island in the black water, a small boat bobs in place...

The CAPTAIN steps out onto deck, zipping his coat against the weather while talking into a two-way radio. Faintly visible around him, larger ships are outlined by twinkling lights.

CAPTAIN

(into radio)

You know how blind I am, I'm not crashing into the dock again. When the power--

A THUD against the hull of the ship; something in the water.

CAPTAIN

Hang on a second.

The Captain leans over the gunwale. A body floats below the surface, BUMPING as it bobs in the wake.

CAPTAIN

(to himself)

Jumpers.

The Captain swings a gaff, SPLASHING and glancing the sharp hook across the body. He tries again, a solid hit...

A hand breaks the surface, weakly grabbing the pole.

CAPTAIN

Holy shit...

(to the engine room)

Somebody get out here!

EXT. DOCK - NIGHT

The boat barrels out of the fog, moving too fast towards the pier. The Captain and his FIRST MATE crouch over Max.

FIRST MATE

It's too late. He's frozen solid.

Max lies on the deck, ice water streaming from his clothes. He's blue-gray, shivering violently, tiny puffs of breath...

(CONTINUED)

CONTINUED:

The boat tries to ease into the dock, but is moving too fast: it CRASHES against the pilings. The gathered CROWD SHOUTS.

CAPTAIN
(calling to the pier)
Somebody get some blankets.

The Captain and Mate lift Max's rigid body up to the pier. People start to inspect his cut and battered body.

CAPTAIN
Call the cops, he's bleeding everywhere.

Catatonic to this point, Max suddenly tries to shake his head. He attempts to sit up, but hands force him down. Powerless, Max's eyes desperately look around, searching...

CAPTAIN
Don't move. We've got help coming.

Hand shaking violently, Max reaches inside his coat and pulls out the vials BB planted. Trembling, he flips the caps away.

FIRST MATE
What is that? What's he...

With everything he has, Max opens his chattering jaws and dumps the green-tinged powder into his mouth.

CAPTAIN
Great, a junkie bleeding on my boat.

The dust on Max's lips liquefies. His trembling grows worse.

The crowd parts, and a MAN rushes up with blankets. He kneels down over Max, whose body keeps shaking.

MAN
(touching Max, confused)
He doesn't really feel that bad...

CAPTAIN
What do you mean, he's a block of ice...

The captain touches Max's skin, jerking away in shock.

FIRST MATE
Maybe it's a fever already.

Max pushes their hands away, his strength suddenly regained. Unsteadily, Max climbs to his feet. The crowd pulls away.

(CONTINUED)

CONTINUED: (2)

CAPTAIN

Let him go, then.

Max wobbles up the planks, the snow fall not quite as hard as it had been when he went into the water.

Max's gait grows more steady, each step forcefully forward...

One by one, the flakes become burning embers drifting from the sky. Max marches ahead, bits of fire raining over him.

INT. POLICE STATION - INTERROGATION ROOM - NIGHT

A exhausted man in the uniform of a GUARD slumps in an interrogation room. Bravura paces the floor, grilling him.

BRAVURA

Okay. Again, from the beginning.

Before the Guard can answer, the door flies open. Without a word, the RANKING OFFICER summons Bravura into the hall...

HALLWAY

...where a row of more GUARDS are handcuffed to a bench.

RANKING OFFICER

Under what authority are you interrogating these men?

BRAVURA

An investigation into departmental corruption. They're material witnesses--

RANKING OFFICER

Just between you and me, I wouldn't count on these men being any kind of witnesses at all. I served with a few of them, and remember what kind of officers they were.

From the bench, Bravura sees the smirks from the Guards.

BRAVURA

What kind would that be?

RANKING OFFICER

Cops. Real cops.

At the far end of the hall, a group of serious-looking men in DARK SUITS file out of the elevator. Bravura cracks a smile.

(CONTINUED)

CONTINUED:

RANKING OFFICER

No offense.

The Suits get closer, revealing badges on their belts. FBI.

BRAVURA

None taken.

(to the lead agent)

Agent Taliente, I'd like you to meet a real cop.

The Ranking Officer and the Agent shake hands. Icy.

Standing in the doorway of an office down the hall, a DETECTIVE shrinks back to his desk and picks up the phone.

DETECTIVE

(on phone)

Let me talk to BB.

EXT. ASGARD BUILDING - NIGHT

With dead streetlights, the hulking black shape of the Asgard building looms like a mountain at the end of the block.

Max moves up the street, steam rising from his clothes as they dry from the heat of his skin. Sweat beads on his face.

Max enters Asgard's courtyard, the Gothic facade rising high above. He passes through its security lights, shadow casting down onto the clean white snow like a projection screen...

Invisible to the naked eye, more shadows of winged shapes dart and swoop in the air above Max's outline on the snow.

INT. ASGARD BUILDING - BB'S OFFICE - NIGHT

BB POUNDS the receiver down onto the phone, CRACKING the base. Joe Salle watches him angrily pulling on his coat.

JOE SALLE

What's going on downtown?

BB

Bravura called in the Feds.

BB storms for the door, surprised to turn back and see that Salle hasn't followed him. The big man scowls, nervous.

BB

For God's sake, come on. Max is dead, they've got nothing else.

ENTRY HALL

BB and Salle storm down the steps into the main entry hall.

BB
Get up to the armory, hide the--

Salle grabs BB by the arm.

On the floor between them and the front door, two guards sprawl face-down in enormous pools of their own blood.

JOE SALLE
He's not dead. He's here.

BB
Bullshit. There's no way--

At that moment, they both see movement in the shadows...

Max steps forward into the light - soaked in blood up to his elbows, eyes black and animalistic. No longer himself.

Joe Salle reaches for his pistol. With freakish reflexes, Max raises one of the guard's machine guns and OPENS FIRE.

BB and Salle fall back, diving into an ancient elevator car. Slugs ricocheting, BB and Salle struggle to shut the doors.

From Max's POV: as the elevator doors slam shut, a glimpse of BB's face stretching and distorting into a demonic grin...

ELEVATOR

BB and Salle watch the floor number rise. BB finds his cell.

JOE SALLE
Who are you calling?

BB
Her.

By Salle's face, that's a thought scarier than Max.

INT. AESIR BUILDING - PENTHOUSE OFFICE - NIGHT

The giant glass-walled penthouse office of the Aesir building sits above the storm clouds. Up here, dawn is close.

Nicole Horne watches the storm below her feet. She ANSWERS.

(CONTINUED)

CONTINUED:

NICOLE HORNE

(even)

This isn't a number you use.

INTERCUT - HORNE'S OFFICE/ELEVATOR

BB

I need you to send a helicopter to my building. The storm's breaking...

NICOLE HORNE

There was a shoot-out in my building yesterday, twenty floors from where I'm sitting. A secretary was killed.

BB

I understand an executive named Jason Colvin was also among the dead. Senseless tragedies, all.

Nicole sighs, eyes still fixed on the window.

BB

Everything's fine, we're just--

NICOLE HORNE

This was more than you were ready for.

BB

What is that supposed to mean?

NICOLE HORNE

Perhaps our partnership has run its course.

BB

Think pretty hard about that. I'm about to be surrounded by Federal agents--

NICOLE HORNE

(shadenfreude)

Good heavens, BB. Best of luck.

BB

Who needs luck? They're going to love the stories I can tell.

NICOLE HORNE

Careful.

(CONTINUED)

CONTINUED:

BB
(losing it)
Send the helicopter, then.

After a moment, Horne lets her eyes drift shut. She smiles.

NICOLE HORNE
It's on its way.

INT. ASGARD BUILDING - HALLWAY - CONTINUOUS

The elevator opens and BB steps out, snapping his phone shut.

BB
Take everybody and get downstairs. I
want no less than his head.

HALLWAY

Max turns the corner into a long hallway of prison-like offices. Emergency lights flicker through barred windows...

A group of GUARDS look up and see Max at the same moment. Max is without hesitation, SHOOTING two before they can raise their weapons. Falling back, the others start FIRING...

Suddenly, an office down the hall bursts to life - a ROAR of flapping wings, light from the window strobing with movement.

Max doesn't seek cover, walking into BLAZING machine guns...

One by one, all the offices FLICKER with fluttering wings. Max marches on, rage-filled eyes set in a lifeless face...

ARMORY

Guards empty the weapons lockers, loading for bear as the sounds of GUNFIRE grow closer. BB and Salle supervise.

BB
Take some C4, wire it so he can't make it
to the roof. I'll wait on the chopper.

Salle's mistrust of BB is painted all over his face.

BB
(smiling)
You know I won't leave without you.

CORRIDOR

Max FIRES, plaster from shattered walls caking on his sweat-soaked skin. Guards take cover, fall back for position...

With every shot fired, the muzzle flash glows in Max's empty black eyes, the flames glowing brighter as he advances...

GREAT HALL

...into the vast, open space at the heart of the building. GUARDS appear at the other end of the hallway, OPENING UP. Their SHOTS echo, the great room ringing like a cave.

Max lifts his eyes - what had been four stories now seems like forty, the top not visible behind hazy black smoke.

Bullets WHISTLE past Max's ear. Distracted, he RETURNS FIRE, but his eyes are drawn back to the black smoke above. SOMETHING moves in the clouds, swirling closer...

STAIRWELL

More Guards THUNDER up steps littered with spent casings. In their haste, they don't notice the thin gap in one window...

SLENDER FINGERS slip in with the swirling snow, opening it...

GREAT HALL (MAX'S POV)

Crashing back into Max's perspective, a RUSHING WIND presses down from the black clouds above, the darkness spreading. Max's legs buckle, his machine gun scattering SHOTS...

The room goes darker as it gets louder, light blotted out by WINGED CREATURES drifting down from above, circling closer...

Max stumbles, buffeted by their POUNDING WINGS. CHOKING on sulfurous smoke, hair smoldering, skin starting to singe...

ANOTHER HALLWAY

A small group of Guards race forward, dodging the bodies of others Max met along the way. They hesitate, form ranks...

GREAT HALL - CONTINUOUS

...and the frightened Guards charge into the great room.

It is silent. Smokeless. Just a hall. Blood streaks the walls, flows between the crumpled carcasses of more dead GUARDS. At the far end of the hall, something moves:

(CONTINUED)

CONTINUED:

Max. On his hands and knees, rivers of sweat flowing. Confused, the group of Guards approach Max. Weapons ready.

MAX'S HALLUCINATION

Crushed inside the DEAFENING blackness, Max lifts his eyes to see LEERING DEMONS gazing down, distorted versions of...

GREAT HALL - CONTINUOUS

...the four Guards, who look down on Max's trembling, sweat-logged body on the floor. He's MUTTERING, CHANTING...

So easy it almost doesn't seem fair, a Guard aims his pistol.

Suddenly, bullets RIP through the Guards from behind. No chance to respond, bodies torn open with a merciless BLAST of machine gun fire. They fall around Max, joining the rest.

Gun smoking, Mona rushes up the hallway to Max.

MAX'S HALLUCINATION

The Demons fade away, their howling SCREAMS lingering behind. Awaiting the next horror, Max is shocked by something else: White light splits open the smoke, cutting the black in two.

GREAT HALL

Mona kneels down over Max, lifting up his head. Max's skin is pale, slick like melting wax. His eyes are empty.

There's nothing gentle in her touch - she SLAMS Max's head back onto the cold marble, jerking him up again by his hair.

MONA

Max!

Gradually, Max's black eyes start to find Mona's face.

MAX'S HALLUCINATION

The white light grows brighter, blasting away shadows and smoke. In its center, traces of Mona's face appear.

GREAT HALL

Max starts to sit up, gazing with confusion at the hallway.

MONA

You don't have much time.

(CONTINUED)

CONTINUED:

Max nods. No idea if he understands, Mona helps him up.

MONA

I'll do what I can to slow them down, but you have to hurry.

Max looks back at Mona, clearly having some idea of what that means for her. They look at each other for a long moment.

MONA

You're not done yet.

EXT. ASGARD BUILDING - ROOF - DAWN

Sickly light glows in the east. The snow has all but stopped. BB strides across the roof, hope in his eyes.

BB

(on phone)

The weather's broken, your pilot is going to have no problem landing.

INT. AESIR SKYSCRAPER - PENTHOUSE OFFICE - DAWN

Nicole Horne sits at her desk, watching the storm recede.

A red light flashes on her phone. She ignores it.

INT. ASGARD BUILDING - HALLWAY - DAWN

Joe Salle kneels over a pile of C4 bricks, wiring a bomb. He tenses, hearing something in the hall behind him. Raising his hands and turning slowly, he finds Mona waiting.

MONA

Where's the detonator?

Slowly, Salle holds it out for Mona. She grabs the remote.

JOE SALLE

There's more like this all over. Even if the building doesn't collapse, this floor is gone.

(beat)

Careful with that thing, is what I'm saying. I'm sure you and I can work something out.

Suddenly, BOOT STEPS ring up the hallway behind Mona.

GUARDS

Drop your weapon!

(CONTINUED)

CONTINUED:

Salle smiles.

BB'S OFFICE

Max staggers through the door to BB's office. Out the big windows, the East River begins to glow with approaching dawn.

Max scans the room for BB, his vision still plagued by flickering shadows, hallucinations receding but not yet gone. He pauses at the glass, caught by his twisted reflection.

Max can see his own wings.

HALLWAY

Salle holds out his hand for the detonator. Behind Mona, elevator doors open to reveal more Guards. They file out...

JOE SALLE
 (to the Guards)
 Hurry, Max's already upstairs.
 (to Mona, frustrated)
 Just hand it over.

Mona watches the guards file towards the stairs. Behind her, the elevator car waits, empty, the doors starting to close...

JOE SALLE
 BB's done for, but this thing doesn't
 have to stop. I'm his number two, and
 somebody has to take over for Lupino.
 Like I said, we can work something out.

Ever so casually, Mona takes a step back onto the elevator. The doors HISS along their tracks, converging...

JOE SALLE
 (frowning, confused)
 Give me one reason we can't do business.

Mona presses the button on the detonator.

BB'S OFFICE - CONTINUOUS

The window Max stands in front of SHATTERS in the EXPLOSION, his demonic image bursting into a thousand shards of glass...

EXT. ASGARD BUILDING - DAWN - CONTINUOUS

From the ground, the explosion rains glass down over the Feds and waiting SWAT team. Shielding his eyes, Bravura squints up at the flames in the windows. Taliente pats his shoulder.

(CONTINUED)

CONTINUED:

BRAVURA

Try to take Payne alive, if there's anything left.

Taliente nods. On his signal, the SWAT team mobilizes.

INT. ASGARD BUILDING - BB'S OFFICE - DAWN

Wind GUSTS through the shattered windows of BB's office. Max brushes away diamonds of broken glass, struggling to stand.

Thin rims of color have returned to his eyes. Human again. Max draws his pistol and strides through the roof door...

EXT. ASGARD BUILDING - ROOFTOP - DAWN - CONTINUOUS

A shower of bullets strikes the doors as he steps outside. Max can't react. Bullets shred the door behind him, one slug hitting Max in the stomach and knocking him to the ground.

Across the roof, BB keeps FIRING until his pistol CLICKS. BB returns his attention to the sky, hopelessly waiting.

BB

It's unbelievable. All that snow, and...
Watch it end up being a beautiful day.

Gritting his teeth, Max struggles to his knees. Blood rushes between his fingers, streaming out of the hole in his side.

Hearing Max's effort, BB turns away from the empty sky. Using the pistol as a crutch, Max finally stands...

BB

You want my confession, first? You came all this way for it...

BB tosses his useless weapon aside.

BB

(mock penitent)
Forgive me, Max, for I have sinned. I should have bet more on you, and less on that helicopter.

Max limps closer, pistol swinging at his side. A thin trail of blood follows behind him in the snow...

BB watches Max's approach, his swagger rapidly failing.

(CONTINUED)

CONTINUED:

BB

Just get to it, already. That's all I ask. You've earned it, so just...

With the pain in his stomach causing some difficulty, Max pulls the pistol's slide back to check for a live round.

BB watches Max's preparations, terror growing. Unable to resist his panic, BB abruptly tries on a helpless smile.

BB

But I want you to listen to me, first. Just try to hear what--

Max raises the pistol and PULLS THE TRIGGER. The slug hits BB in the center of the forehead, snapping his neck back.

The shell casing twirls down, landing in the snow without a sound. BB's corpse lands a moment later with a clumsy THUD.

Max lets the gun slip out of his hand and walks past the body - BB's eyes frozen on the sky, red halo slowly expanding.

Max reaches the edge, the river's black body revealed below. His gait falters, blood filling each footprint in the snow...

INT. ASGARD BUILDING - BB'S OFFICE - DAWN

The SWAT team streams through the door, racing for the roof.

EXT. ASGARD BUILDING - ROOFTOP - DAWN

Max stands at the roof's edge. A stiff wind buffets against his chest, forcing his unsteady legs to sway a little.

Slowly, his eyes drift from the water below to the sky...

CUT TO:

INT. MAX'S BEDROOM (VISION) - TWILIGHT

From the doorway, Max watches Michelle smiling down at their baby, who grabs at her finger with a wide grin.

MAX'S VOICE

I don't believe in heaven.

Gently, Max takes a seat on the edge of the bed beside them.

EXT. ASGARD BUILDING - ROOFTOP - DAWN

Max looks up at the sky. Behind him, the SWAT team races outside, swarming and BARKING orders at Max, weapons raised.

Max drops to his knees. He raises his hands, one dripping with his own blood. But his eyes stay on the sky...

MAX'S VOICE

But I have this idea about it.

...where a tiny tear opens in the clouds, revealing steel grey dawn beyond.

FADE OUT.

THE END