

LOGLINE: A disgraced NYPD narcotics officer embarks on a crusade to

avenge the brutal murder of his wife and son.

PROTAGONIST: MICHAEL ALLEN XAVIER ("MAX") PAYNE

Late 30's. One time Navy SEAL. One time top NYPD narcotics

officer. Current resident of Attica, Cell Block D.

ANTAGONIST: SAMMY FINITO

Late 40's. Member of New York's oldest crime family.

MAJOR CHARACTERS: ALEX CALDER

Early 40's, a no-nonsense Fed. Head of a special DEA task

force. Served with Max in the Navy.

CONNOR DARROW

Late 30's. Head of the Westies. Max' boyhood friend.

TONY FINITO

Late 40's. Sammy Finite's brother and ruthless doppelganger.

CESAR DAAL

Early 30's. Head of the Dominican Syndicate.

JACK "SUNDER" NASH

Early 50's. Mafia muscle. Handles Finito's dirtiest jobs.

MARKUS RODCHENKO

Early 50's. Head of the Brighton Beach Mob.

WALKER CROSS

Mid 60's. Personally oversaw the development of VALKYR.

KATYA SIMINOVA

Early 30's. A Russian assassin hired to kill Max.



PROLOGUE

Night. A squad Navy SEALs hit a silent Persian Gulf beach. They move fast and travel light, barely visible against the darkened sky. SEAL officers **MAX PAYNE** and **ALEX CALDER** share point. They advance through the shallow wetlands and close within three hundred yards of the ramshackle series of buildings that calls itself an Airport.

Dropping behind a crumbling stone wall, they pause for a moment to survey the landscape. It's dead silent. Max crouches low, looks down the beach, and holds up two fingers, which he promptly curls into a fist -- their squad's signal for "sector secured."

Calder points toward the runway and taps his ear. Max jacks into his SEAL magnaphone, and dials up the remainder of the team dug in the sand at the waterline.

A moment later, six black silhouettes are stalking up the beach in the quiet shadow of the bright moon. A CAPTION appears on screen:

PERSIAN GULF NATION EXACT LOCATION CLASSIFIED MARCH 2003

Max taps Calder on the shoulder and points at a jet, which is fueling on the far runway. Calder clenches his fist, makes a sweeping gesture toward the ground. Max pops out of the brush and creeps stealthily toward the tarmac.

He closes within a hundred yards, when he notices what appears to be a body laying a few feet from boundary that separates the grass from the pavement. He tries signaling back to Calder. Calder is out of visual range. Max creeps over.

Though lying face down, Max can make out the insignia on the corpse's right arm -- 1st Marine Force Recon. He's one of ours and doesn't deserve to be left here in this stinking desert shit hole.

Max flips the body over. Years of covert ops don't prepare him for what he sees. The soldier's hands and feet have been cut off. Blood pours from a gaping wound in his chest where the heart should be.

Max jacks into his magna-phone and is dialing up Calder -- when HK FIRE erupts around him. He hits the turf. His call must have gone through because he can hear the panicked voices of his teammates BLARING through his earpiece. They're being torn to shreds.

Max slaps in a new magazine and races full-tilt toward the machine gun position, popping off rounds from the assault weapon pinned tightly against his hip. He's within twenty feet when a mortar EXPLODES in front of him. He drops hard, rolls into a shallow ditch.

For a moment, the night air is silent and all you can hear is the sound of mosquitoes buzzing in the surrounding pools ...

Max checks his gear. His Magna-phone and rifle are gone. He'll have to do without them. He's survived with less. He's still got his knife. He creeps to the edge of the path -- and is about to head down the beach -- when a HULKING FIGURE staggers out of the brush.

Even in the darkness, even in the swirl of dank smoke, Max can *sort of* make out the uniform. Maybe a straggler from the 1st Marines? Definitely a 'Friendly'. Max waves three fingers then pats the ground -- The JSOC signal for "Stand Down."

The 'FRIENDLY' pauses as he's about to lay down his M-60 ... then yanks it up and unloads! The sky erupts in staccato bursts of light. Max launches into a patch of heavy grass. The Friendly closes in on Max fast.

Max pops up and SLAMS the Friendly to the ground. The M-60 goes flying into the bush. Max drops a half-dozen fists into the Friendly then curls his fingers around his neck.

Max is trained to crush the life out of people, has done so on many occasions, never particularly liked it, but this kill he'll enjoy. "I want to hear your last breath!" As he leans in close he sees that a STREAM OF BLOOD is running from the Friendly's eye.

The Friendly grabs Max' arm and hurls him twenty feet through the air. Like it's nothing. Like Max is a loaf of bread. He snatches up his rifle and is over Max fast.

The Friendly places the barrel squarely against Max' forehead, and is about to unload when -- a grenade EXPLODES behind him. He spins, notes the SILHOUETTES moving up the beach, and slips away into the darkness.

CALDER arrives a split-second later. He helps Max up. Max races to the edge of the brush to try to track the Friendly. By the time he gets there the 'Friendly' is a ghost ...

START TITLE SEQUENCE.

The story of **THE FALL OF 2008** plays out in montage: The stock market collapse, riots in the streets, political scandals, the rise of **VALKYR** ('V') -- the synthetic drug that ravaged the cities and turned low-level thugs into unstoppable monsters.

'The Fall' caught everybody by surprise, and was a global meltdown twenty times as bad as 1929. The downward spiral was fast. Ugly. White-collar workers fled the city. The government cut vital services. Then the gangs moved in ...

The Dominicans moved south from the Bronx. The Tongs moved north from Chinatown. The Russians crawled out from under whatever rock they hide under. Even the Irish Westies were back.

A couple guns, a taste for violence, access to a little V, and you could be a player. There were lots of rumors about where V came from but no one knew really new for sure. And only a few had the balls to take it on.

ANGLE ON A NEWSPAPER ...

The front page reads "The New Soldiers for the New War" and shows FBI Director JAKE HALL, ALEX CALDER (now a DEA big wig) and MAX PAYNE (now NY's top drug cop).

As the title sequence continues the trio's battles are documented in interwoven flashes of memory and news footage. As the sequence ends, we hold on shot of Hall, Calder, and Payne standing over a hundred bags of captured V.

END TITLE SEQUENCE ...

Fade up to a dark room. We see through the eyes of an unseen predator. We make our way up a flight of stairs and into a dark silent room. A BOY (maybe eight) sleeps soundly. The predator's hands reach down toward the child's neck. The boy's eyes snap open. He thrashes for dear life. A SCREAM rings out behind us.

The eyes through which we see snap around and fix on a WOMAN in the doorway. Panicked, she charges the predator. In one vicious sweep, he yanks a blade and SLASHES her throat. The predator turns slowly toward the child. Laughing. Enjoying what's about to come next. He lumbers to the bed. He envelops the child.

We angle on a BULLETIN BOARD opposite the boy's bed as the killer does his murderous work off camera. It's plastered with newspaper articles touting Max Payne's exploits.

The biggest headline reads "Hero Cop Finds Valkyr Source." We continue to hold there as the predator LAUGHS in the background, and we continue holding as the headline transforms to now read "Hero Cop Convicted of Double Murder."

DISSOLVE TO ...

Aerial shot. New York City. Night. The 'new' New York reminds one of the ass-like Gotham of the Ed Koch 70's more than it does the gleaming metropolis of the 2000s.

We pass over the gutted remains of the MUSEUM OF NATURAL HISTORY and settle on a convoy of BLACK CHEVY SUBURBANS speeding down a semi-desolate Central Park West. A CAPTION on-screen reads:

NEW YORK CITY DECEMBER 27th, 2012 4 YEARS AFTER 'THE FALL'

Just as we begin to wonder who these people are we CUT TO THE INSIDE of the 3rd Suburban in line. DEA Special Task Force Director Calder is briefing FBI Director HALL.

Before his big kick upstairs, Hall was U.S. Attorney for the Eastern District. He was tapped as FBI Director and charged with saving the nation's other besieged cities. Hall dubbed his war 'The Last Crusade'. He was astonishingly successful.

In his first eighteen months as Director, Hall oversaw a twenty-three percent drop in crime. The flow of V dropped by half. After three bloody years Calder had finally located the main supplier of V. The nightmare was nearly over ...

BACK TO THE STORY ...

The convoy rounds Columbus Circle and speeds down Central Park South. The 1st through 3rd cars are halfway through the intersection when a building on the corner EXPLODES. Shards of stone and glass cascade down, cutting the convoy in half.

The first three vehicles are pummeled with debris and EXPLODE. The back four swerve to a halt. The doors fly open and the agents are instantly on the street.

They pepper the surrounding rooftops with fire, bunch into a tight phalanx and move into the middle of the street. HEADLIGHTS suddenly cut the darkness --

An MTA BUS barrels down the street, SMASHES through what's left of the first three cars and SWERVES beside the Suburban where Hall and Calder are hiding.

THREE DOZEN THUGS stream out of the bus guns blazing! The distinctive trickle of blood running from the corners of their eyes says it all. They're amped on V.

The agents back against Hall's car and spray the thugs with bullets. But the thugs press on. Firing. Hacking. And within seconds, the thugs are moving in on Hall's car.

Calder kicks open the door, grabs Hall and yanks him out. They race into and through Central Park, finally stopping to catch their breath at the SHAKESPEARE THEATER.

As Hall checks the wound on his leg down below, Calder sneaks up the top row of the theater to get a bird's eye view. They're not that far from the DEA Central Command Center. If they're lucky, they can make.

A SHOT rings out. Calder jerks around in time to see a bullet RIP THROUGH HALL'S SHOULDER. Calder pulls his gun as pack of THUGS burst through the entrance.

A HULKING FIGURE splits the back stalks toward Hall. His name is **JACK "SUNDER" NASH**. We immediately recognize him as THE MAN WHO KILLED MAX' FAMILY.

Calder is helpless, and can only watch from his hidden perch as Nash unsheathes a huge knife and RIPS OPEN HALL'S CHEST and RIPS OUT HALL'S HEART.

FADE TO BLACK THEN UP TO ...

A lone prisoner stands at the age of the prison yard steering at soft green hills perched beyond the cold razor wire. We don't know his story, but something about him suggests he doesn't belong with these rancid animals. A CAPTION appears on screen:

ATTICA PRISON DECEMBER 28TH, 2012

As we get a better look we realize this is no ordinary prisoner. It's **MAX PAYNE**. He closes his eyes. And suddenly we're somewhere else ...

There's a hill in the distance. A small entourage scales up. Max is up front. He wears HANDCUFFS. Two guards trail behind him. A priest trudges behind them.

The entourage stops at two caskets. One is adult sized, the other small enough for a child. As the caskets descend we

CUT TO ...

Max in the prison yard holding two flowers fashioned out of paper. He makes a hole in the sod and covers them up.

Over his shoulder, FOUR SKINHEADS lean against a table looking for trouble. The rail-thin Skinhead leader nods at one of his brutish enforcers near the fence. The Enforcer starts toward Max, pulling a SHIV from his belt.

But Max feels him coming, and spins fast, and delivers a cruel blow to the Enforcer's neck. The hulk just smiles. A trickle of blood drips from his right eye. He's amped on V. He charges Max, but Max ducks -- delivers vicious blow dead to the Enforcer's sternum.

The Enforcer goes down hard. Before the hulk can shake loose the cobwebs, Max is grabbing the knife and plunging it into his skull. The yard goes silent. Max knows what's coming next. He drops the knife. The CO's are on him fast and pounding hard.

LATER ...

Max in a dark cell. His eyes droop with sleep, and soon we're in his mind. In the past. A beautiful woman places a spectacular Holiday bird on the dining room table.

A boy, maybe seven, hops in Max' lap. Max pulls out a wrapped box. The boy rips it open. It's a model of a P-51 Mustang World War II airplane. The boy is ecstatic.

Max shakes his head and we're back in the prison cell. And the rats are gnawing on his ankles, and Max doesn't care because there's nothing left to care about and Max is laughing, because tears are too easy. He and bangs his head against the wall. Soon he is unconscious and we are back in the warm dining room in that inviting house.

But now the scene is different. The room is in a shambles. Max' wife and son lay in center of the room, their bodies heaped indifferently like an offense to God. Max wanders around bloodied and groggy.

His eyes say "This is JUST a dream." A bright FLASH and then police are inside, and guns are being drawn and Max is being slammed to the ground.

CUT TO ...

We're back at the prison and Max is being dragged through the hallways by CO's. They stop at prison chapel, and hurl him inside -- where **ALEX CALDER** is waiting.

--END EXCERPT--