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 (CONT’D)
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 (CONT’D)
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 (CONT’D)
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...

(CONTINUED)
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 in, smirking at their prey at the sink. Steam rising, He sets the watch on the sink before washing up...

MAN #1
Hey, that's a really nice watch.

No answer. One of the Men LOCKS the door. At the sound of the lock SNAPPLING, 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 (CONT'D)
(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 (CONT'D)
(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.

PAWNSHOP
You a cop, or something?

(CONTINUED)
CONTINUED:

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...

Doug crawls on his stomach across the sticky floor, squeezing under the divider. Max BLASTS a hole through the door.

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 (CONT’D)
Have you ever seen her before?

Doug shakes his head violently, confusion and terror rising.

MAX (CONT’D)
You got busted robbing a house in New Jersey with William Preston three--

DOUG
Bill’s dead.

MAX
That’s why I’m talking to you.
(moving the photo closer)
(MORE)

(CONTINUED)
CONTINUED: (2)

MAX (CONT'D)
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...

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