

DARK ANGEL

Pilot

by

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and

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SECOND DRAFT

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FADE IN:

EXT. MOUNTAINS - NIGHT

A full moon rises over a white blanketed expanse of meadow freshly dusted with powder. In the distance, a dark wall of pine rises into the crisp, blue-black night. The landscape is serene, tranquil, needing only airborne reindeer to elevate it to Christmas card status. Suddenly a young girl, eight or nine years old, races into frame, LONG LENS STACK, running for all she's worth. Her hair is close-cropped, a military buzz. She wears only a nightgown, no shoes. Her bare feet blast through the snow as YOUNG MAX powers across

the open meadow.

A SUNGUN xenon spotlight moves across the ground like a death ray, searching left and right among the trees.

ANGLE ON A SNOW COVERED MEADOW as the xenon beam sweeps the trees nearby. It passes on and the sound of the chopper fades. Out of the treeline bursts the running figure.

LONG LENS, WHIP PANNING with Max as she runs. HEAR the sound of her breathing, deep and regular, like a horse. She runs like a machine, no stumbling, no wasted motion. Her breath trails behind her in the frigid mountain air. Closer now, we see her nightgown is actually a hospital gown.

MAX (V.O.)

The escape was not my idea. I mean,
escape to what? We didn't know there was
anything else.

Max reaches the treeline just as the xenon spot sweeps over again. It slashes bright light through the branches, then moves away. She looks up, taking deep, controlled breaths, then runs.

EXT. MOUNTAINS, NEARBY - NIGHT

A pack of snowmobiles are slashing through the trees, their engines whining, ridden by black-clad SOLDIERS wearing nightvision goggles and carrying rifles.

EXT. SNOWSCAPE - NIGHT

Max runs through a thicket of trees into a clearing. Behind logs and tree trunks, several other children are concealed. She joins them wordlessly, exchanging hand signals with the oldest boy, ZACK. There are eight of them, all about Max's age, except for two older boys. They have the same severe haircuts. Like Max, they are not dressed for the cold but they don't seem affected by it. We may notice that they all have a curious looking mark on the back of their necks...a bar-code.

Another child makes it to the rally point...a girl, JONDY. She joins Max and they clasp hands. The children look across the meadow, hoping to see more coming, but Jondy is the last. They hear distant POPS of gunfire.

The sound of the snowmobiles grows steadily louder. Zack points at his wrist, an imaginary watch, and makes a slashing sigh with his hand. Out of time. With vigorous hand signals he separates the children into escape-and-evade teams, two to a team. Max and Jondy are paired. The children's manner is clipped, military and much older than their years.

MAX (V.O.)

It was Zack who said we had to leave. So
I guessed he saved my life... And I never
even got the chance to thank him.

The kids nod perfunctorily to Zack and head off, running
through the trees in their teams of two. Max indicates she
doesn't want to leave Zack alone but he reiterates the order
with sharp hand signals. Finally, Jondy pulls Max by the
arm, leaving Zack, who scans the forest with bright, feral
eyes.

EXT. BUILDING - NIGHT

Black-clad guards drag a struggling child who's been
recaptured toward an imposing building, some sort of research
facility. Somewhere an alarm wails.

A figure, silhouetted by the lights of an approaching Humvee.
The man raises a walkie with one hand, keeping the other
buried in his pocket. Security chief DONALD LYDECKER, 30s,
scans the dark forest as he speaks into the walkie.

LYDECKER

This is Lydecker. I want you to capture
if you can. But if any of them make it

to the perimeter, you are to terminate.

Is that understood?

VOICE

(on radio)

Confirming, Sir, you're giving an order

ten-oh-six.

Though it is more question than confirmation.

LYDECKER

I'll take responsibility. If they reach

the outer fence...shoot to kill.

Lydecker jumps into the Humvee as it pulls up next to him.

They roar off into the woods.

EXT. WOODS - NIGHT

Max and Jondy sprint through the trees. They reach a chainlink fence topped with barber wire. Jondy climbs a nearby tree, runs out along a limb. She leaps out into space, plants her hands on the top row of the wire and does a gymnast's vault over it, into a perfect dismount in the snow.

Max follows.

ANGLE THROUGH NIGHTVISION SCOPE...the thermal signatures of

the two girls at the fence look like luminous ghosts in a green landscape.

TIGHT ON a trooper, scope to his eye, moving his finger to the trigger of his rifle.

WHAM! He is tackled from the side by a blurring shape. He hits the ground and struggles to raise the weapon...seeming to go into slow motion as--

WHAP! Zack knocks the weapon cartwheeling out of his hands with a sweeping roundhouse kick, then swings a hunk of broken branch like a Louisville Slugger. The trooper drops and stays down.

AT THE FENCE Max lands in a snowdrift on the far side, then spins around in a crouch as headlights hit her. For a split second her pupils flash with a green glow like a cat's eyes. Through the chainlink fence she sees black figures surround Zack, silhouetted by the headlights of arriving snowmobiles.

IN SLOW MOTION one of the troopers fires a tazer at Zack. Moving in real time (and thus much faster than the scene around him, which remains in slo-mo) Zack ducks the flying tazer dart. It embeds in a soldier behind him who is jump-started by the 150,000 volts. Zack smashes the tazer-firing guy with the log and leaps toward another when--

Five troopers fire tazers simultaneously and--

Zack ducks and spins, dodging, but--

One of the darts connects and he lights up, convulsing as--

Two more troopers run up and fire at close range and--

Zack goes down, making spasmodic snow angels.

Max stares in horror as Zack is set upon by the human wolves.

Jondy grabs her and yanks her away. They sprint across a clearing and over a frozen pond toward the sheltering woods beyond. The xenon searchlight rakes the trees near them. We HEAR snowmobiles converging.

Max, trailing Jondy by a few feet, drops suddenly as the ice beneath her gives way. Jondy goes back to pull her out, lying on the ice and reaching out. Max grabs Jondy's hand, but as she pulls herself up out of the hole, the edge breaks away and Max falls back. Jondy looks up at the sound of snowmobiles, and the xenon spotlight raking through the woods toward them.

MAX

Go on... GO!

JONDY

No. We stick together.

MAX

Go, Jondy. I'll find you.

With that, Max takes a big gulp of air and disappears under the water.

JONDY

Max...

But she's gone. Jondy looks up to see soldiers running toward the fence. Some of them kneel, raising their rifles.

Jondy sprints for the woods. The xenon spotlight finds her. KAPOW! POW! POW! Snow explodes around her as the bullets whiz by. She makes the treeline as bark is blasted off the trees next to her. Jondy runs on, into the black woods.

Humvees smash through the fence, followed by snowmobiles and running men. One of the Humvees stops next to the pond, Lydecker jumps out. He is met by a LIEUTENANT.

LIEUTENANT

We've got seven so far...three wounded,

two killed. And my men are taking a
helluva beating.

LYDECKER

Just get them, Lieutenant. It's your ass
if one of them makes it to the outside.

LIEUTENANT

Realistically, Sir, it's ten degrees out
here. How far can these kids get?

LYDECKER

Find them.

Lydecker lights a cigarette, holding it in one bare hand.

The hand which flicks the lighter is sheathed in a tight
black leather glove. He gets into the Humvee and goes. PUSH
IN ON the ice where Lydecker had been standing. Back-lit by
the eerie, blue-green glow of the sungun refracted through
the water we see--

MAX

underwater, her face pressed against the ice looking upward,
very much alive, eyes wide with fear--

DISSOLVE TO:

THE SAME PAIR OF EYES

PULL BACK to find Max, now a girl of eighteen. Her brown eyes are piercing, her dark hair alive in the wind framing her beautiful face.

MAX (V.O.)

Sometimes it seems like it happened to someone else. Like maybe it was a story I heard... The hardest part is not knowing...if any of them made it. If I knew for sure I was the only one left, it would be worse. At least now I can make up lives for them... Like maybe Jondy's a fashion photographer...or an architect. The truth is they'd just be like me... living on the run, always looking over your shoulder.

As we continue PULLING BACK we see that she is seated atop one tower of the Golden Gate Bridge, the city of San Francisco glimmering in the background. How she got up there, we have no clue.

MAX (V.O.)

Hope is for losers. It's a con job

people trip behind until they finally get
a grip on the cold hard truth... But
still I...hope they're out there,
somewhere...some of them. And that
they're okay.

OFF MAX

staring into the night.

SMASH CUT TO:

MAIN TITLES

INT. MAX'S CRIB - DAY (DAY ONE)

EXTREME CLOSE UP ON MAX, present day, her eyes shut tight,
flinching from the inner concussion of--

FLASH CUTS

Grainy, black and white images seen in EXTREME CLOSE UP, with
an almost abstract expressionist quality:

A line of children, heads shaven, saluting. Small feet in
boots marching in unison. There is only a roaring, rushing
sound, and a kind of word-babble of distorted, amplified

commands... PA speakers, megaphones.

MAX

in the present, hugs herself and trembles as the images play through her head.

FLASH CUTS...

Young Max on a treadmill, wired and taped up with every kind of sensing device and electrode, a tube taped in her mouth, running with intense concentration.

TIGHT ON a pupil scanned by a laser. Electrodes being attached to a scalp. A needle rising against a surgical light. TIGHT CUTS of abstract figures in medical smocks...no faces.

An instructor standing against a large screen, gesturing with a pointer to a tactical diagram made up of organized boxes and acronyms. TRACKING along bright young faces, taking it in. TIGHT ON graphics: DUTY, DISCIPLINE, TEAMWORK.

LONG LENS STACK of kids marching in rows in a tiled hallway, wearing grey pajama-like fatigues, the bar-code tattoos on the backs of their necks visible as they strut past. Stack of kids doing push-ups. Kids punching in unison in a martial

drill. Young Max and another girl in fierce hand-to-hand combat training. Max's face is a mask of ferocity as she attacks. She punches hard and--

BANG! A bathroom mirror slams shut.

INT. BATHROOM - DAY

Max, in color and present day, looking at herself, then glances down at her hand, which is shaking with a tremor. She clenches it into a fist and then bends to splash cold water on her face. She uncaps some pills, pops two in her mouth.

GIRL'S VOICE (O.C.)

It sucks.

MAX

What sucks?

As she starts brushing her teeth.

WIDE, showing Max's apartment and her roommate, KENDRA, who is wearing a long T-shirt and a hungover look, sipping coffee. We see that the apartment is an unfinished building, a luxury high-rise in the making until the day construction simply stopped. The walls are taped drywall, spray-painted

with colorful undulating graffiti by somebody's old boyfriend. This is where Max and Kendra have been crashing for the last several months. Dominating the room are Max's babies...her bikes: an ugly but fast messenger bicycle...and a much faster rice-burner motorcycle with a race faring.

KENDRA

I come home, it's three a.m., you're still out. I feel like I got hit by a cement truck and you been up for an hour bouncing around. That by definition sucks.

Max swishes some bottled water and spits, wiping her mouth with the back of her hand.

MAX

I made you coffee. That oughta help you cope with the injustice of the world a little.

KENDRA

Thanks, it's starting to kick in.

(another sip)

I feel almost human.

MAX

Yeah, me too.

She studies herself in the mirror, her expression enigmatic.

MAX

Almost.

CUT TO:

INT. CORRIDOR - DAY

Max wheels her bike out of the apartment which has no door, only a piece of plywood which she slides across the opening.

Max has a big glazed jelly donut in her mouth, which she will eat throughout the following scene. The corridor is lit by sunlight leaking in from outside. No utilities. No rent.

No problem. As she makes her way along the corridor we HEAR music and somewhere a TV blares the news. She passes a young Chinese woman doing Tai Chi in a splash of sunlight from a window. Max stops at a doorway.

MAX

Knock, knock.

Inside is THEO, 30, his wife JACINDA, and their little boy, OMAR. Jacinda is putting first grade reading books into a knapsack for Omar, who is dawdling with his breakfast. Theo

sits on the edge of the bed, hunched and pale.

MAX

Hi guys.

(to Theo)

Let's roll, hotshot.

Theo looks longingly at his bicycle, leaning against the wall. He coughs. Jacinda flashes a worried look at Max.

THEO

Gotta take a personal day. Whatever it is I got, I'm bitin' it bad.

He hugs himself, shivering visibly.

MAX

It's payday, need me to pick up your check?

THEO

You're the best, Maxie.

JACINDA

Come on, little bit, you're gonna be late for school. Three more bites.

OMAR

Two more.

JACINDA

But big ones.

(to Max)

Everything's a negotiation.

Max winks at Omar, who winks back.

CUT TO:

EXT. MAX'S BUILDING - DAY

Max squeezes out through a chain-link gate which is loosely chained shut. Behind her looms the unfinished building. The ground floor is boarded up with plywood commandeered during the night by some street artist for a mural of an anime-style boy wearing shades, collar up, blowing a puff of smoke into the open mouth of a beautiful, full-lipped, wickedly made-up anime-style girl. Max hops on her bike and takes off with powerful strokes down the street.

EXT. STREET - DAY

TIGHT ON MAX'S LEGS

as she pumps the pedals of her bike, muscles flexing under
cafe au lait skin.

CLOSE ON MAX

breathing in a regular, easy rhythm as she power up a long
hill. We get the sense that she is not working even close to
capacity. Nevertheless, she is flying, gracefully weaving
among the cars and foot-traffic.

WIDE

as Max pumps her bike through the streets bustling with
activity. A normal day in the city two decades from now.

Things have changed by the year 2020, but in subtle ways.

The skyline is the same, not transformed by gleaming
megastructures. There are no Jetson flying vehicles
glittering among the high-rises. It is a city frozen in
time, stopped dead in the tracks of progress. But it is far
from a deserted place. On the contrary, the streets are more
alive than ever.

Max bunny-hops a curb, side-skids around a tight corner and
barrels down a split-lane between a bunch of sluggishly
moving cars, mostly older models from around the turn of the
century, the last time people could afford to buy anything.

They are primed and held together with tape and wire. Many of them have been retrofitted with alcohol fuel tanks. Among these beaters run the micromini commuter cars which came later-- little plastic pieces of crap which look almost like kids' toys, powered by motorcycle engines. There are delivery boys on scooters, and big, new, hybrid-powered SUV's with class-2 armor and tinted windows driven by gangsters and their street muscle. As always, gangsters are the only ones prospering in hard times.

A lot of people use bicycles as their primary form of transportation-- housewives, secretaries, businessmen. The bike messengers, like Max, hate them more than the cars, because they clog the sidewalks and lanes between traffic with their slow wobbling.

At major intersections, National Guard armored personnel carriers and Humvees squat ominously. There are checkpoints throughout the city, with sand-bagged guard stations. The bored-looking soldiers stand around smoking, their assault rifles slung casually. They flirt with secretaries on their way to work, and talk to passing school kids. Occasionally, they pull a car out of the line and shake the driver down, going through the trunk and pulling his possessions out onto the sidewalk. It's bullshit, third-world martial law gone stale. A way of life. Just part of the landscape.

Max brakes to a stop at a sand-bagged checkpoint. She flashes the plastic ID clipped to her vest to a YOUNG SOLDIER, along with a too-big smile.

MAX

Jam Pony Messenger.

He smiles back and waves her through, checking her out as she goes.

YOUNG SOLDIER

Have a good one.

Women and men stand listlessly in endless lines outside stores, waiting their turn to buy from the paltry selection on the half-empty shelves.

MAX (V.O.)

They used to say one nuclear bomb can ruin your whole day. It was sort of a joke until the June morning those terrorist bozos whacked us with an electromagnetic pulse from eighty miles up... You always hear people yappin' on how it was all different before the pulse...land of milk and honey, blah blah blah, with plenty of food and jobs and

things actually worked. I was too young
to remember so...whatever.

Cops in heavy riot armor walk through the crowds and cruise the traffic in patrol cars which have been retrofitted with polycarbonate shields over the windows and kevlar armor panels over the doors. Among those walking with purpose are tides of homeless. The high unemployment caused by the economic collapse has led to a homeless population not seen since the Great Depression almost a century before. They live in makeshift colonies under freeway overpasses, in abandoned cars and parking structures. They've been living there for years, some with a lot of creature comforts-- putt-putt generators running TV sets, that sort of thing.

MAX (V.O.)

Thing I don't get is why they call it a
depression. I mean, everyone's broke but
they aren't really all that depressed...
Life goes on.

RACK FOCUS

from Max as she passes to a young mother, who lives in a gutted car, sending the kids off to catch the school bus.

CUT TO:

INT. JAM PONY X-PRESS - DAY

An overhead fluorescent flickers. This is the nerve center of JAM PONY X-PRESS, San Francisco's oldest messenger service, founded sometime in the early years of the 21st Century. The crew of messengers, mostly in their 20's, of various ethnicities, includes SKETCHY, DRUID, A.K.A., et al. They drink coffee and half-watch an ancient TV hung from the ceiling while they wait for assignments. HERBAL THOUGHT, 30's, full-dressed Rastaman, stoned (it being 9:15 already), bums tobacco and rolling papers from Sketchy as he makes his case to a very pissed boss, NORMAL, 40's, beefy, so-named because he's always pissed off.

HERBAL

Nobody there to sign for it, mon. What's a bruddah s'posed to do, ride around all day with the damn package?

NORMAL

So you just decided to return it to the sender. Or, in this case, the sender's wife.

HERBAL

Like de prophets say, "Only the

unrighteous husband sends expensive gift-
wrapped underpants to another woman."

Normal heads behind the shipping counter which is cluttered
with packing slips, mailing tubes, etc.

NORMAL

Which is none of your business...or mine.

HERBAL

(nods assent)

It concerns only Jah. But, in this case,
I was the instrument of the Most High.

NORMAL

Yeah, well around here, I'm the Most
High... From now on, before you do
anything, call in for instructions.

In b.g. PICK UP and STAY WITH Max, who enters on her bike,
ignoring the sign which reads: YOUR BIKE IS TO RIDE NOT TO
BRING INSIDE. Normal's reaction suggests this is a habit
he's given up trying to break her of. He shoves a package at
Herbal just to get rid of him.

NORMAL

This is a hot run. Beat it.

(to Max)

You're late.

MAX

I was on call.

(indicates her pager)

NORMAL

I want you on call here.

MAX

What's the difference if I'm on call here
or deployed in the field.

NORMAL

More like deployed in bed asleep.

MAX

I don't sleep... Theo asked me to pick
up his check.

NORMAL

And Theo can't pick up his own check
because?...

MAX

He's sick.

NORMAL

For a change.

MAX

How 'bout you don't break my sneakers on
this. The guy is seriously not well.

Max just looks at him. Finally, Normal relents, reaches into
a drawer, hands her a pay envelope.

NORMAL

You tell Theo he's not in tomorrow he can
start looking for another job.

MAX

I don't know how to break this to you,
Normal, we're all looking for another
job.

Max crosses to a row of lockers where her home girl, ORIGINAL
CINDY, Black, 22, dressed in leather, stiletto nails, ghetto
fabulous, slams her locker shut, pissed off. Max regards her
a beat then--

MAX

Morning, Sunshine...

ORIGINAL CINDY

Caught some son-of-a-bitch stealing my
bike. Used a car jack to blow out my U
lock and bent a bunch of spokes. So now
I gotta get my wheels fixed.

MAX

At least he didn't swing with your ride.

ORIGINAL CINDY

No, but I broke a nail giving him a
cranium crack and that just sort of
wrecks your day, know what I'm saying?

She looks over as NATALIE, clean cut, 20, arrives, crosses to
her boyfriend Sketchy and presents him with a box of cookies
and a kiss.

ORIGINAL CINDY

Now, why can't I find a girlfriend like
that? Brings him lunch everyday,
thoughtful, sweet, legs from here to
there--

MAX

Straight.

ORIGINAL CINDY

Shame, wastin' a girl like that on a guy,
but what're you gonna do?

Sketchy approaches, proffering the box of cookies.

SKETCHY

Homemade. Natalie baked them for our
anniversary. The big one-oh.

As Max dives in.

MAX

The big one-oh?

NATALIE

We went on our first date ten months ago
tonight.

ORIGINAL CINDY

Congratulations.

Original Cindy and Max exchange a look, then Original Cindy
heads off, passing a--

TV SCREEN

as the regular programming turns to snow, replaced after a moment by the pixelated image of the pirate cyber-journalist known to the masses as "EYES ONLY." As someone cranks up the volume, PAN around the faces in the room who listen in rapt attention.

EYES ONLY

(on screen)

Do not attempt to adjust your set. This is a Video Free America bulletin. The cable hack will last exactly sixty seconds. It cannot be traced, it cannot be stopped, and it is the only free voice left in this city...

SKETCHY

EYES ONLY)

Is this guy for real?

(on screen)

There are certain men who
move through the world with

MAX impunity. Their actions, no

(bored skepticism) matter how vile, are immune

Who knows... from consequence. Edgar

Sonrisa is such a man. You've
seen him smiling at political

DRUID fund-raisers, sitting at the

He ever been wrong Mayor's table drinking

about anything? champagne. He owns shopping
centers, a trucking company
and the largest medical
MAX supply company in San
You ask me, he's on the Francisco. He also runs drugs
hustle same as everyone and guns up and down the west
else. coast. He's very publicly,
very obviously dirty. But he
has never been arrested...

Someone shushes her. never indicted. Journalists
who have attempted to expose
him have been gunned down in

DRUID the street. Their blood is
Doesn't mean he's not the ink of our modern news.
telling the truth. Those who've opposed him have
vanished... All of that is
about to change...

MAX

Doesn't mean he is.

Max turns and heads off.

HERBAL

Just hope Jah's looking out for his ass
'cause he's messing with the brimstone,
bruddah.

Off which--

CUT TO:

EXT. INTERSECTION - DAY

Max and Sketchy are stopped at a light together. Max practices balancing her bike at a dead stop, seeming to defy gravity, staying upright without a foot on the ground.

SKETCHY

Major negativity heading this-a-way.

Off Sketchy's nod Max glances up at--

MAX'S POV

Six clean-cut, young kids walking abreast on the sidewalk-- a little too clean-cut... They're STRAIGHT EDGE KIDS, the American equivalent to Islamic fundamentalists, only with buzz cuts, wife-beater T's, tats, chuks, etc. They shove aggressively through the crowd. Ahead of them, two teenagers are making out on a bus bench, lip-locked and oblivious. The Straight Edgers grab them and start beating the shit out of them. Nobody intervenes.

SKETCHY

Someone oughta drop a little science on
these straight edge idiots.

Max's expression is stony, her eyes cold.

MAX

Not my problem...or yours.

The light changes and Max is gone. Sketchy hesitates, then goes after her. Max strokes along in high gear, rocketing between the cars. Sketchy can barely keep up.

About three stories up, a police HOVERDRONE scans the street below as it glides between the buildings with an annoying whine. It looks like a flattened flying donut, two feet across, painted PD blue-and-white, with a ducted rotor in the middle. It is bristling with antennae and cameras-- visible range and infrared. As it sails across some of the lower rooftops, we see a lot of jerry-rigged solar panels where people are trying to cope with the constant brown-outs and blackouts.

Hearing the drone overhead, Max pulls her ball-cap down a little lower. She doesn't want to wind up on the surveillance monitors at headquarters.

MAX

Catch you back at the wall.

SKETCHY

Later.

Sketchy waves, peeling off at an intersection to go south.

Max powers on.

She passes through the stalls of a street market where all manner of junk and homegrown produce is hawked. The economy is half barter these days. Stall owners loudly hawk expired canned goods, military MREs, backyard carrots, surplus parachute silk, ammo, or flour bulked out with spirulina from the government tank farms.

Max smokes down the hill between the stalls. She puts two fingers to her lips and whistles shrilly. Ahead, a stall owner, BEN, looks up to see her coming and fires a tomato toward her as she passes.

Across forty feet of crowded street, at a full clip, Max catches the tomato with one hand, calls--

MAX

Hit you back later.

The stall owner turns to his wife and chuckles.

BEN

Never seen her miss.

CUT TO:

EXT. HIGH-RISE DISTRICT - DAY

Max pulls up in front of a building in the old financial district. She hops off and pulls a pin in the frame of her bike, folding it double. Then she hefts it onto her shoulder and walks into--

INT. LOBBY - DAY

Max walks up to the GUARD at the desk behind a mesh-steel cage.

MAX

Delivery...1906.

GUARD

No bikes in the elevator.

Wordlessly, Max jams it at him, all attitude, then locks it to the cage and walks toward the elevator.

INT. ELEVATOR - DAY

Max rides up in a glass elevator with a good view of the high-rise district in b.g. The inside of the elevator glass is scarred with graffiti.

MAX (V.O.)

This was s'posed to be the financial district, back before the banks closed. America really thought they had it dialed in-- money hangin' out the ass. But it was all just a bunch of ones and zeros in a computer someplace. So when that bomb went KA-BLOOEY and the electromagnetic pulse turned all the ones and zeros into plain ol' zeros, everyone's like "no way." Now America's just another broke ex-super power looking for a handout and wondering why.

INT. 19TH FLOOR LOBBY - DAY

Max hands the envelope to a secretary who signs the receipt. Max's eyes rove the room, alert. Scanning.

INT. 19TH FLOOR CORRIDOR - DAY

Max exits the suite and pauses by the window at the end of the corridor. Something catches her eye.

CLOSE-UP OF MAX

her eyes scanning.

MAX'S POV

The building next door, another high-rise a few floors shorter. It appears to be abandoned but Max's attention focuses on the tenth floor balcony where several security camera track slowly back and forth. She sees movement...a human figure...behind the dark glass of one of the windows.

Max walks back along the corridor. She looks around and, with no-one in sight, ducks through the emergency stairwell door.

INT. STAIRWELL - DAY

Max moves fluidly down the stairs, her body-English transformed into something feral...catlike.

CUT TO:

EXT. BUILDING - STREET LEVEL - DAY

The steel fire door opens and Max emerges. She looks alertly up and down the loading dock at the back of the building, then opens her fanny pack and takes out a small roll of packing tape, which she uses to compress the latch. She goes back inside, closing the door, which now is not locked.

CUT TO:

INT. LOBBY - DAY

Max emerges from the elevator and claims her bike from the guard station.

MAX

Later.

The guard buzzes her out and she crosses the lobby, keeping her head tilted slightly down so her hat bill blocks her face from the surveillance cameras.

CUT TO:

EXT. THE WALL - DAY

The gathering place for bike messengers from all over the

city. This is where they hang out, play hacky-sack, smoke cigarettes, score dope, etc. Max glides up to Sketchy who is sitting cross-legged atop the wall.

MAX

's up.

Sketchy nods across the street where an SUV, a gangster ride with tinted windows, is parked outside a Chinese restaurant. A mob enforcer stands guard outside the door. Inside, we see another gangster holding the owner's hand over a fry-o-lator full of boiling canola oil. The enforcer barks his demands. We can't quite make out the words but it's clear what's going down. The restaurant owner, an Asian man in his 50's, pleads for mercy while his terrified wife, unable to take it anymore, rushes to retrieve a wad of cash from a cabinet. Outside on the sidewalk, a uniformed cop walks past. The commotion inside draws his attention, but seeing the enforcer guarding the door, who nods, the cop hurries on.

SKETCHY

Fog City's finest.

Max looks at her watch, then--

MAX

Quitting time. Grab a cold one?

SKETCHY

I gotta meet Natalie for dinner.

MAX

Right, the big one-oh.

SKETCHY

But I'll take a rain check...

He smiles and pedals off. STAY WITH him. But as soon as he rounds the corner, he stops at a pay phone, looks to make sure the coast is clear, then dials. After a beat, into the phone--

SKETCHY

Can I talk to Natalie?

(then)

You're not going to believe this. I'm walkin' out the door and my idiot boss sticks me with a delivery way the hell out in the East Bay somewhere. So I'm not gonna be able to make dinner... I know it's not fair... I begged, I pleaded, I pissed, I moaned, but I gotta do what I gotta do... We'll do something special, I promise... I love you too.

Mousetrap. Kisses.

He hangs up, locks his bike to a pole, bolts up the steps of a townhouse across the street and rings the doorbell. After a moment LYDIA MEYERSON, late 40's, appears at the door.

SKETCHY

Sorry I'm late but--

She silences him, planting a big wet one on his mouth. Off Sketchy in the arms of another woman, as the door closes--

FADE OUT.

END OF ACT I

ACT II

FADE IN:

INT. ZEITGEIST BAR - NIGHT (DAY ONE)

The city's bike messenger hang. LAMAR, long, stringy hair, big gut, bigger mouth, works the bar. A big-screen TV dominates the room, playing a continuous loop of car,

motorcycle, and truck crashes. Seated at the bar along with several of their pals, including Druid, Max munches nachos while Original Cindy collects bets from assorted on-lookers, then to Druid--

ORIGINAL CINDY

You in?

Druid coughs up some bills. Original Cindy looks around.

ORIGINAL CINDY

Who else?

As Lamar approaches with drinks.

LAMAR

What's the action?

ORIGINAL CINDY

Max can repeat a fourteen-digit phone number by listening to the beep tones.

LAMAR

(not impressed)

Yeah...

ORIGINAL CINDY

On speed dial.

(seeing he's intrigued)

Buy-in's ten.

Lamar pulls out a bill and pushes it at Original Cindy, who looks around.

ORIGINAL CINDY

Last chance...

(no takers)

Okay. Let's do it.

The bar falls quiet. All eyes are on Max as Lamar puts the telephone on the bar, hits the speaker button. The sound of the dial tone seems to fill the room. Max, all concentration, closes her eyes. A beat, then Lamar hits the speed dial button and we HEAR a rapid-fire series of beep tones. Max opens her eyes as the CAMERA pushes in on her, then equally rapid-fire--

MAX

Seven-Nine-Six-Five-Seven-Three-Eight-One-

Four-Two-Four-Six-Nine-Five.

Druid looks at the phone's display, sees she's correct, then frustrated and amazed--

DRUID

How'd you do that?

Max coolly extends an open palm and collects her winnings.

MAN'S VOICE (O.C.)

I'll have a beer...since you're buying.

Max turns, sees DARREN McKENNEN, early 20's, too good looking, her ex, judging from the lukewarm response.

MAX

I wasn't.

She pockets the cash.

DARREN

How're ya doin', Max.

ORIGINAL CINDY

You mean until you showed up?

DARREN

(ignores her)

You're not still pissed?

MAX

Why would I be pissed?

DARREN

It was a complicated situation which could have been misconstrued, causing you to maybe take offense.

ORIGINAL CINDY

'Cause you went out the back door and nailed her girlfriend? Who would take offense to that?

DARREN

Justine was not an unwilling participant.

An observation that buys him zero rhythm with the women.

DARREN

Do you know why I went after Justine?

ORIGINAL CINDY

She was there...

DARREN

Trying to have a relationship with you, Max, is like standing in a fog bank. You know you're in the middle of something

only you have absolutely no idea where
you are.

ORIGINAL CINDY

And when the fog lifted, there's Darren
with his head under Justine's skirt.

DARREN

(annoyed)

Could you give us a moment.

Original Cindy moves off, then to Max--

DARREN

I was crazy about you...am crazy about
you. But you keep everyone at arm's
length like there's some great big dark
something going on that-- I don't
know... It's just that the more I tried
to get close to you, the more you pulled
away.

MAX

I'm really glad we're having this
conversation. You're right. I was angry
at you. But talking about it-- The
scales have fallen from my eyes and I see

now that it was all my fault. Can you
ever forgive me?

DARREN

I see the perimeter defense system is
still fully intact... At least I tried.

He goes. Original Cindy drifts back.

ORIGINAL CINDY

Craps all over everything and everyone
and then wants mommy to forgive him.

MAX

(shrugs)

What guys do.

(to Lamar re: nachos)

'Nother order.

ORIGINAL CINDY

You're way more philosophical than I
could ever be.

MAX

I just don't go in with any expectations.

Just then Natalie approaches looking around the room for her

boyfriend.

NATALIE

You guys seen Sketchy?

MAX

Thought he was having dinner with you.

NATALIE

He had to bail at the last minute on
accounta some emergency run. Thought
maybe he stopped by here on the way home.

ORIGINAL CINDY

Haven't seen him. But if we do--

NATALIE

Hope he's okay.

ORIGINAL CINDY

He probably just got stuck in traffic or
something.

Natalie nods, moves off continuing her search. Max considers
this a moment.

MAX

That's odd...

ORIGINAL CINDY

What?

But Max shrugs it off, diverted by the arrival of the nachos and is onto her next thought as she dives in.

MAX

Tell me the truth. Am I a female fog bank?

ORIGINAL CINDY

You're not seriously buying into Darren's nonsense.

MAX

(without conviction)

No.

ORIGINAL CINDY

He was just trying to blame you 'cause he's a slut.

MAX

(wanting to believe this)

Yeah.

ORIGINAL CINDY

Hell yeah. There's not the slightest grain of truth in anything that idiot was saying. You are a totally down-ass female and a straight-up friend who happens to be a little...

MAX

A little what?

ORIGINAL CINDY

You know what I'm saying.

MAX

If I knew what you were saying, I wouldn't be asking.

ORIGINAL CINDY

How long you and me known each other?

MAX

A long time.

ORIGINAL CINDY

Long enough for you to pretty much read me like a book, right?

MAX

Because you're probably my closest friend
in the whole world.

ORIGINAL CINDY

And back at ya. Only there's a part of
you that's... I don't know--

MAX

A fog bank.

ORIGINAL CINDY

More like a mystery... Which isn't bad.
It's just kinduv...mysterious...

Max's pager goes off, she checks the number.

MAX

Gotta go.

ORIGINAL CINDY

Where?

MAX

It's a secret.

Max heads off, Original Cindy watching her go.

CUT TO:

EXT. STREET - NIGHT

Max hauls ass through the sparse traffic on her rice-burner motorcycle. She slows in the neon glare of a row of ratty storefronts. She turns in at a laundromat, hopping the curb and driving her motorcycle right through the open door.

INT. LAUNDROMAT - NIGHT

Max purrs the bike to the back of the place, bathed in a fluorescent glare which makes her skin cyan and pallid. A heavysset woman of indeterminate age watches her warily, but doesn't break rhythm as she folds clothes. Max jumps off and kickstands the bike. She walks through a door in the back into--

INT. CORRIDOR/OFFICE - NIGHT

A short, dingy corridor leads to the lit-up office of a laundromat manager, DAN VOGELSANG, who also runs a private detective business out of the place. Max pushes the door open and walks in, catching Vogelsang mid-bite in a meatball sandwich.

VOGELSANG

I asked you to keep that thing outside.

MAX

You did.

VOGELSANG

You drive away business roarin' in like
that.

MAX

Yeah, does kinda break the elegant
atmosphere you got goin' on here.

VOGELSANG

You got a punk-ass mouth on you, kid.

MAX

My name's not kid. It's client. As in
the person who pays for your opulent
lifestyle. Now, you got something for me
or not?

VOGELSANG

Right here someplace.

He goes through some piles of printouts, then pulls one out.

VOGELSANG

I got a hit on the car. An oh-five
Tahoe, blue, with Wyoming tags...
AGT349... It wasn't easy 'cause you were
off in one of the numbers.

MAX

Sorry, I was seven at the time.

FLASH CUT

as headlights flash into the lens, silhouetting Young Max
running across the road, barefoot on an icy highway. She
freezes in the lights as the car skids up to her.

REVERSE CLOSE-UP

as she stands panting, wreathed in her own breath, her hair
matted with ice. She looks terrified...

BACK TO PRESENT

Max coolly scans the printout.

MAX

Who's this guy? This isn't who we're
looking for...her name was Hannah.

VOGELSANG

He got the car in a trade for his old
pick-up and some food...no bill of sale
or nothing. It was right after the pulse
so all the DMV records were wiped. So we
don't get anything on the seller. Except
I actually managed to find this guy, six
hours on the phone... Say thank you.

MAX

Thank you.

VOGELSANG

He says he got it from a woman. Doesn't
remember her name but she fits the
description you gave like a glove.

FLASH CUT - TIGHT ON MIDDLE-AGED WOMAN

throwing open the door to a blue SUV. The woman, HANNAH, is
dressed in a medical uniform, like a nurse or lab technician.
She looks anxiously back down the road as if she is being
followed, then yells--

HANNAH

Get in! Hurry, come on!

Young Max hesitates, clearly not knowing if she can trust the woman's intention. Finally, her bare feet slap the frozen asphalt as she runs toward the car.

BACK TO PRESENT

Max is leafing through Vogelsang's notes.

VOGELSANG

Guy says he made the trade in Gillette,
Wyoming sometime in the fall of oh-nine.

MAX

Then what?

VOGELSANG

Then what? That's it. That's all I got.

MAX

Nothing on Hannah?

VOGELSANG

A nuclear airburst wipes out every record
of every kind in every computer east of

the Rockies, and you want me to find some woman you met when you were seven, whose last name you don't even know... Maybe if you could give me something more on her...anything you can remember, some detail...

FLASH CUT - YOUNG MAX

crouched under the dash of the Tahoe. Light and shadow play across her eyes as she looks up at the driver.

YOUNG MAX'S POV

Hannah, seen from below. Her face is hit by flashing red and blue lights. A siren wails past, going the opposite direction. Hannah anxiously watches it recede in the rearview. She look down at the child curled up on the floor, manages a smile, then reaches down and puts a comforting hand on her head.

MAX

She was a nurse. She must've lived near there, somewhere, near the...

(she pauses)

...the clinic. There must be some registry of nurses or medical technicians

or whatever for Wyoming.

VOGELSANG

Only a last name would be nice. Or the
nearest town to this...clinic.

Max glances away. The hopelessness of her quest hangs in the
air.

MAX

What about the other kids? You get
anything on them?

VOGELSANG

They don't exactly have a search engine
for finding a bunch of kids with bar-
codes on their necks, which is something
I'm not even going to ask about--

MAX

You were gonna run through the law
enforcement databases for a match on
identifying marks.

VOGELSANG

Nothing so far from arrests, hospital
admissions or coroners. This kind of

search...it's heavy spadework. I'm gonna
need--

MAX

More money... Like I'm shocked to hear
you say that.

CUT TO:

EXT. ALLEY - NIGHT - SEQUENCE OF TIGHT CUTS

MAX'S BIKE TIRE

slides to a stop.

THE WHEEL LOCKS

CLACK as they close.

EXTREME CLOSE-UP OF MAX

taking off her black glasses. A distant car headlight sweeps
her and Max's pupils glow for a split second with a green
retinal reflection, like that of a cat.

WIDER

as Max looks up into the night shadows of an alley between high-rises. She steps off the bike in one lithe, perfectly-balanced move. She is wearing skin-tight black pants, black rubber-soled high-tops, a black leather jacket and black gloves. She is a silhouette in the darkness. She hefts a black nylon gear bag over one shoulder.

TIGHT ON DOOR LATCH

The one Max taped over earlier in the day, as she pulls the door open.

INT. STAIRWELL - NIGHT

Max enters the dark emergency stairs like an inky shadow. She bounds up the stairs with the fluidity of a cat.

EXT. ROOF - NIGHT - MACRO ON DOOR LATCH

as it is quickly taped over.

WIDER

as Max emerges through the roof door and disables the roof security camera with a piece of black tape over the lens. She crosses to the edge overlooking the alley. The street is twenty-two stories down. Nearby is the high-rise she studied

earlier in the day. Her target is a narrow roof formed by a setback in the facade of the next building...one hundred feet below her and eight feet away horizontally.

TIGHT ON THE GEAR BAG

as it is unzipped. Max's gloved hands yank out a large bundle of black nylon rope.

CLICK! as a carabiner is snapped around a steel pipe.

TIGHT ON MAX'S FEET as she steps up onto the parapet.

DOWN ANGLE

as Max stands at the edge of a 250 foot drop then dives headfirst out into the emptiness.

SEVERAL ANGLES ON MAX

as she plummets down the face of the building. She adds arm pressure to the belay around her waist, then inverts with a snap, dropping feet-first now, the rope making a SSSSHHHH! sound across her leather jacket. Max now builds lateral speed across the face of the glass high-rise. She reaches the bottom of the arc, the rope stretching, taking the shock, and her lateral speed wipes the world into a blur.

Max arcs upward, starting to slow. As she flashes above the parapet of the target rooftop, she releases the belay and lets the rope slide through her arm, dropping onto the rooftop with a soft thump.

TIGHT ON SKYLIGHT

as Max jimmies the latch and lifts the cover.

CUT TO:

INT. LUXURY APARTMENT FOYER - NIGHT

The apartment is spacious, with uptown architectural touches.

A cattail of black rope drops down, tickling the travertine floor. Max slides quietly to the floor and freezes in a crouch. Listening. Nothing.

She goes to work, padding silently through the apartment.

She opens drawers, looks inside cabinets, picking up objects and examining them.

INT. ANOTHER ROOM - NIGHT

Max enters silently, hefts a small porcelain figurine, 17th Century Venetian. She slips it into her bag. A pair of

small, gold dolphins follow. Max hears something, goes to investigate--

INT. STUDY - NIGHT

A man talking. Strokes on a computer keyboard. The walls are bathed in a blur CRT glow as Max slips the door open a few inches and looks into the room.

MAX'S POV

A man sitting at a bank of computer monitors, half a dozen screens, racks of computer gear and peripherals of all descriptions. The room is dark, excepts for the glow of the screens and power lights winking on the equipment. Haphazard heaps of papers, photos, files, and printouts are piled everywhere on expensive antique tables and couches. The man, LOGAN CALE, is speaking directly into a video camera.

LOGAN

Eyes Only cannot be bought or threatened.

And through the Eyes Only informant net,

a truth-speaker has come forward.

Max can't see Logan's face directly because his back is turned, but she can see him in one of the monitors--

TIGHT CLOSE-UP OF LOGAN

Late 20's with intense, almost haggard, yet strikingly handsome features. His eyes blaze with intelligence and he projects a fierce energy as he speaks.

LOGAN

The testimony of one fearless witness
will soon lead to an indictment of Edgar
Sonrisa for multiple counts of murder.

Max registers surprise as she realizes who this guy is-- the pirate cyber-journalist "Eyes Only," in the flesh.

LOGAN

(on video)

The drug cortodiazapine is expensive, in short supply and much sought after as a cancer treatment. It is shipped to veterans' clinics to treat the Balkan War Syndrome, a disease which is otherwise fatal.

Logan scrolls back through the video he has just digitized and hits a key command which processes the image through a masking filter. Pixelation blurs the contours of his face, leaving only the intense eyes clear. He watches it to check

that the effect is complete.

LOGAN

(on video)

Sonrisa has been replacing the federal drug shipments with sugar pills, selling the real cortodiazapine on the Canadian black market for two thousand dollars a bottle. What fuels the demand? The belief that cortodiazapine could slow the effects of aging when taken in large doses.

Max backs out the door and stops as she sees something. On a table just inside the room, is a statue, an Egypto-deco affair of gold and onyx depicting a creature half-female, half-cat. It's illuminated from above by a single pin-point of light. Max just looks at it, utterly transfixed.

LOGAN

(on video)

There is no hard scientific evidence to support these claims. But that doesn't stop Edgar Sonrisa from peddling this drug to the few wealthy, privileged foreigners who can afford to pay any price for vanity's sake.

Seeing Logan's engrossed in his work, Max moves toward the statue, snags it and backs out of the room.

LOGAN

(on video)

Edgar Sonrisa gets richer while combat
vets exposed to the genetically-
engineered bio-war agents go untreated.
All over this city, they are repaid for
defending this country by being allowed
to waste away and die...a slow, agonizing
death...

CUT TO:

INT. APARTMENT HALLWAY - NIGHT

Max stuffs the statue in her bag and heads back out.

INT. FOYER - NIGHT

A security guard, PETER, has found the rope. He flicks his Maglite up to the open skylight and his eyes go wide. He unholsters his 9mm, scanning and listening around him. He crosses to the alarm panel near the door and punches in the silent alarm code.

ANGLE ON FOYER AND CORRIDOR

as Max approaches. The guard is scanning in the shadows, his gun sweeping the room as he moves forward...and Max is moving down the hall toward him on a collision course. She can't see him approaching the corner from the other side, but we can.

TIGHT ON MAX

as she senses something on a level you and I never could...a sound, a vibration...the guard's body heat perhaps.

OVER THE GUARD

as he approaches the corner. He pops around the wall and aims his gun down the hall.

REVERSE ANGLE

The corridor is empty.

CUT TO:

INT. BEDROOM - NIGHT

Max backs away from the closed door and quickly crosses the room as quietly as she can. She reaches the door to an adjoining room.

INT. ADJOINING ROOM - NIGHT

Max slips through the door quietly, but suddenly stops. Lit only by a nightlight, a woman is lying on a bed with a young girl of about 10, having just tucked her into bed. This is LAUREN BRAGANZA and her daughter SOPHY. Lauren looks up, locking eyes with Max.

LAUREN

Oh my God! In here! IN HERE!

MAX

SHHH! Don't do that!

INT. STUDY - NIGHT

Logan hears the cries, shoves aside a pile of papers and grabs a pump shotgun. He chambers a round.

INT. HALLWAY - NIGHT

The security guard breaks into a run, heading for the bedroom.

INT. BEDROOM - NIGHT

Lauren grabs a lamp and hurls it with all her strength at Max.

In SLOW MOTION the lamp tumbles end over end. The guard flings open the door, sweeping his gun toward Max, all in SLOW MOTION...except Max, who is moving much faster, though normal to our eye, whereas everyone and everything else appears as if underwater.

Max easily ducks the lamp, which is just shattering against the wall as the guard takes aim with a two-handed grip. The room goes dark as the lightbulb explodes.

Max moves sideways before the guard can pull the trigger. BLAM! The room stobes with the shot but the bullet goes where Max was, not where she is now...halfway to the guard, moving like a freight train.

BLAM! A second shot...but Max has seen the intention and jinked again. The bullet carves the air next to her. She reaches the guy and gets a hand on the gun, yanking it down and around in a sweeping roundhouse which twists it out of his hand.

This guy is big, 6'3" and 250 lbs., mostly muscle, except for that paunch. Max follows through with a footsweep takedown and drops onto the guy hard with his arm twisted behind his back.

Max unloads the pistol, sliding out the magazine and jacking out the chambered round. She throws the gun one way and the mag the other.

BACK TO NORMAL SPEED, the guard struggles to move but Max drops onto him knee first again, knocking the wind out of him for awhile. Max looks up at the terrified mother and the crying little girl.

MAX

Sorry.

She bolts out the door into--

INT. HALL - NIGHT

Max sprints down the hall. Suddenly, Logan appears in front of her with the shotgun leveled at her. It has a built-in, mini-xenon light and it is blinding her nightvision, making it hard to see exactly where he is aiming. She is at a momentary disadvantage.

LOGAN

Put it down.

Max sets her bag gently on the floor. Logan calls to
Lauren--

LOGAN

(eyes riveted on Max)

Lauren...are you okay?

LAUREN

We're alright.

LOGAN

(to the guard)

Peter...

MAX

If he's the side of beef with the walkie-
talkie, he's okay but he'll be awhile.

Logan sees the statue peeking out of the open bag.

LOGAN

You're a thief?

MAX

Girl's gotta make a living.

LOGAN

(relieved, even amused)

Thank God.

MAX

First time I ever heard that.

LOGAN

I was expecting someone else.

MAX

(off the shotgun)

Guess it wasn't the pizza delivery guy.

LOGAN

You're lucky. I almost pulled the
trigger.

Lauren is hanging back in the bedroom doorway with her crying
daughter.

MAX

I'm sorry if I caught you at a bad time.

LOGAN

We're just a little tense right now...

(to Lauren)

It's okay.

They withdraw, then to Max re: the statue--

LOGAN

You have good taste. French, 1920's,
attributed to Chitarus.

MAX

Whoever that is.

LOGAN

So, what, you liked it because it was
shiny?

MAX

No, because it's the Egyptian goddess
Bast.

LOGAN

Who is...

MAX

The goddess who comprehends all
goddesses, eye of Ra, protector, avenger,

and destroyer, giver of life, who lives
forever... I could keep going.

Logan just looks at her, fascinated. Then, Peter emerges
from the bedroom, holding his ribs. He fumbles out his
handcuffs and heads for Max.

LOGAN

Stay back, Peter.

Too late. Max moves like lightning, grabbing Peter's wrist
as he reaches for her, yanking him off balance and getting
him in a sharply painful come-along hold with one hand bent
up behind his back. Max has maneuvered him between her and
the shotgun, trumping Logan's hold over her.

MAX

Look, I'd love to hang and discuss art
but I gotta get going.

She marches Peter backwards into the living room, controlling
the big bodyguard with the thumb-hold and keeping him between
her and Logan.

PETER

Aaaah! Aaaah! Easy, my wrist is gonna
snap!

MAX

That could happen.

(to Logan)

By the way, I love your show.

At that moment there is a thundering crash at the front door. Max's head snaps around as a squad of private security cops wearing ballistic armor haul back and pound the door again with a steel battering ram.

INT. FOYER - NIGHT

K-WHAM! The doors are blasted open and a phalanx of heavily armed rent-a-cops spill inside, their flashlights sweeping the apartment.

SLOW MOTION as they raise their weapons toward Max.

But Max is moving like grease lightning, as she bolts away from Peter, who finds himself suddenly handcuffed to a heavy, wrought-iron table.

SLO-MO as the security squad, moving like they are submerged, try to track her. She runs like a black blur. Logan yells for them to stop, his words distended--

LOGAN

Nooo! Waaaiit!

Max crosses her arms over her face and hits the window at a full run. The glass explodes outwards in a diamond shower. Max disappears into the night, like she was never there. The cops don't even get a shot off.

REAL TIME as Logan runs to the window and looks down--

EXT. BUILDING - NIGHT - LOGAN'S POV

He catches a glimpse of Max leaping from balcony to balcony, down the face of the building, ninety feet below. She vanishes into the shadows at street level.

ON LOGAN

watching in fascinated awe as the curtains blow out around him in the night wind.

FADE OUT.

END OF ACT II

ACT III

FADE IN:

INT. GENEDYNE LAB

FLASHBACK

Dreamlike, stroboscopic images of military regimentation. As before, drained of color. Kids at attention in LONG LENS STACK. One of the children, a boy with blonde hair, pitches forward onto the floor, wracked by a seizure.

SUPERFAST INTERCUTS

INT. MAX'S CRIB - DAY (DAY TWO)

TIGHT ON Max's hands yanking off a bottle cap, slapping pills into her mouth. WIDE as she slams her back into the bathroom corner, hugging herself as she slides to the floor.

FLASHBACK

TIGHT ON the other kids, reacting only with their eyes, not breaking ranks as the convulsing blonde boy is dragged away by uniformed orderlies. Some of the kids turn to watch and the drill instructor charges forward, yelling.

ON MAX in the present, wracked by spasms. Her body shakes with muscle tremors as she clenches into a ball, eyes shut, in her own world of pain and memory.

MONOCHROME FLASHBACK

A HIGH, WIDE shot of the barracks...kids in rows of steel bunks. All the beds are filled except one. Young Max, lying in the night shadows, stares at the empty bed. She looks down at her own hand with a look of fear, watching it shake. She stuffs it under the sheet.

ON YOUNG MAX as she walks down the hall in grey boxers and T-shirt. The corridor is dark but light spills through a door ahead. She approaches slowly, hearing tech sounds and a low, murmured dialogue. The high-pitched sound of a medical saw.

MAX'S POV inside the room. In a pool of halogen light, the blonde boy lies naked on a stainless steel table surrounded by doctors and med-techs. We don't see exactly what they are doing, but we HEAR the bone saw and we know it's an autopsy. By Young Max's expression of horror, it is clear she thinks they have killed him and are dissecting him like a frog. Standing silhouetted between Max and the pool of light is a man in a suit, not in medical greens. He turns and picks up a cup of coffee off a steel cart with one black gloved

hand... Lydecker.

Max backs away, then turns and runs along the corridor...

trips and sprawls...gets up and runs on.

CLOSE ON MAX, in the present...opening her eyes. The morning

light is painful to her as she gets unsteadily to her feet.

She leans over the sink and pours water over her head from a

plastic jug. Max heads out into--

INT. LIVING ROOM - DAY

Max emerges and is stopped in her tracks by the sight of--

HER MOTORCYCLE

the handlebars of which are draped with Kendra's collection

of thong panties hung there to dry. After a beat, Max

crosses to her bike, and removes the confections as she

speaks--

MAX

Kendra...this is a motorcycle. It's sole

reason for being is to go fast. Very

fast. It was not put on this earth for

you to use as a clothesline. I love you

as a roommate and a friend, but, make no

mistake, I love my motorcycle more.

DON'T-TOUCH-THE-BIKE, OKAY?

As she tosses the handful of panties at the sleeping form huddled under a blanket across the room, the form shifts, then sits up revealing--

Darren, one arm wrapped around Kendra, who's snuggled next to him, still asleep.

WARREN

What time is it?

He blinks the sleep from his eyes, then, after a beat, recognizing Max--

DARREN

What are you doing here?

MAX

I live here... Guess I don't have to ask what you're doing here.

DARREN

You're roommates?

KENDRA

(stirs awake)

Some of us are trying to sleep.

DARREN

You didn't tell me you lived with her.

KENDRA

You know each other?

MAX

He's a mistake I made about six months
before you did. But don't feel bad.
Justine made the same mistake, along with
Renee, Jada, Tia, Brooke--

KENDRA

(recoils from Darren)

Yech...

DARREN

Nothing happened between me and Tia.

KENDRA

Leave. Now.

DARREN

Can I say something in my defense?

KENDRA

No.

MAX

Everybody down.

As an aerial police drone hovers just outside the window, Max dives for the floor.

DARREN

What is it?

MAX

Police drone.

Max watches as the drone floats past the window, its TV camera sweeping the interior. Finally, it sails off but before anyone can register relief, HEAR the squawk of a police loudspeaker outside the hallway.

MAX

It's a sweep.

(getting up)

C'mon.

DARREN

What? Where're we going?

As Max and Kendra haul Darren to his feet, he grabs a hat or a magazine or something, to cover his nakedness as they propel him toward the window.

DARREN

Lemme put some clothes on.

MAX

No time.

As Max opens the window.

KENDRA

Move it.

DARREN

Where?

MAX

Out there.

DARREN

No way.

MAX

Unless you wanna end up in jail, let me
and Kendra handle the cops.

As they bundle him out onto the ledge--

DARREN

But I'm afraid of--

MAX

Don't look down.

Max slams the window shut, closes the blinds, and the two
girls crack up.

KENDRA

What a creep.

MAX

And for all his cattin' around, not much
of a stick man either.

But the hilarity is short-lived when they hear the footfall
out in the hallway of a police platoon sweeping the building.

COP (O.C.)

All unauthorized individuals vacate the
premises or face immediate arrest.

Suddenly, the makeshift door is kicked in and a cop in full riot gear enters. He lifts the visor of his helmet, revealing the square-jawed game face of LIEUTENANT WALTER CLARKE.

CLARKE

Ladies...

Max suddenly relaxes.

MAX

Morning, Walter. What's the good word?

CLARKE

Just doing my part to keep the homeless problem from getting out of hand.

MAX

Coffee?

CLARKE

Read my mind...

(as she pours him a cup)

You haven't seen anyone trespassing around here?

MAX

Gosh, no.

Max throws a look at Kendra, who retrieves an envelope and hands it over to the cop with obvious irritation. The cop takes out the cash, counts it, then reaches for his walkie-talkie.

CLARKE

Seventh floor is vacant and secure.

(pockets the money)

Have a nice day.

He goes. Kendra turns to Max.

KENDRA

What's with you? Every week this scumbag puts the squeeze on us and every week you roll out the welcome wagon like he's family.

MAX

(shrugs)

Just thought maybe he'd like a little coffee with his saliva.

KENDRA

You didn't...

MAX

Every week.

She makes a hawking sound and the two girls crack up. Off
which--

CUT TO:

EXT. BUILDING - DAY

Darren cools his heels, along with everything else, out on
the ledge.

DARREN

Max? Kendra?

Darren looks up as a police hoverdrone floats toward him.

CUT TO:

DARREN

full screen on a TV MONITOR.

DARREN

C'mon guys...

PULL BACK TO REVEAL

another monitor, and another, and finally, an entire wall of surveillance screens, half-watched by a couple of bored techs in an underground police bunker somewhere.

CUT TO:

INT. HALLWAY - DAY

Max wheels her bike down the corridor headed for work.

Jacinda cracks the door and peers out.

MAX

It's cool.

Jacinda opens the door. Max fishes in her jacket.

MAX

Before I forget, Theo's check. I got in late last night and didn't want to bother you.

She hands the check to Jacinda, who manages a smile which only momentarily conceals the concern evident in her face.

JACINDA

Thanks.

MAX

How's he feeling?

JACINDA

Took him to the hospital again. They gave him some medicine but he says it's not helping.

MAX

You know how it is. You or me get sick, life goes on. A guy get the sniffles and the world's coming to an end.

Jacinda nods, wanting to believe it's nothing serious, then--

THEO (O.C.)

That you, Max?

Max enters--

INT. THEO'S APARTMENT - DAY

Theo lies on a mat on the floor, too weak to prop himself up.

His breathing is labored.

MAX

Playing hooky again?

THEO

Feel like the dog's dinner.

MAX

Probably a touch of what's going around.

THEO

I know what I got, Max. They put me back
on that drug they're giving the other
vets. Only the guy does those cable
hacks says the stuff's no good.

Max sees that the fear in his eyes is real, then covering--

MAX

Don't believe everything you hear on TV.

THEO

What if he's on the level?

MAX

Here's the dealio on Eyes Only. He's

probably some wack rich dude sitting
around in a trick-ass apartment, bored
stupid. So he gets off on scarin' the
poop outta folks like you-- I gotta go.

THEO

Tell everybody hey.

MAX

You can tell 'em yourself tomorrow.

Max turns to go. As she passes Jacinda--

INT. HALLWAY - DAY

Jacinda is zipping up Omar's jacket.

MAX

Like I said, guys are the weaker sex.

CUT TO:

INT. LOGAN'S APARTMENT - STUDY - DAY

At his computer console, Logan fast-forwards through a video
surveillance tape from the previous day, freezing on Max as
she approaches the adjacent building with a delivery. He

blows up the image until Max's face fills the screen, her eyes looking right into the surveillance camera, right at him. He studies the picture for a long contemplative moment. Peter enters in b.g., looks over at his boss.

PETER

Glad you're getting your money's worth
outta that tape. Had to grease the guard
a hundred for it.

But Logan doesn't even hear him. He's utterly lost in the image of Max onscreen. Then--

PETER

You tryin' to I.D. the perp, or a new
girlfriend?

Logan snaps out of it, then--

LOGAN

If I'd just gotten my ass kicked by a
size five, I might be inclined to mind my
own business.

Off which--

CUT TO:

EXT. THE WALL - DAY

Max passes the time between runs playing hacky-sack with another MESSENGER, who's showing off. As she makes a tough return--

MAX

Like that?

MESSENGER

Not bad for a beginner.

The other messengers are watching the volley as Sketchy rides up, out of breath, a worried look on his face, hops the curb and skids to a stop next to Max.

MAX

Hey, Sketchy--

SKETCHY

We gotta talk.

MAX

What's up?

She spins and does a no-look return with her heel. The other

messenger makes the save, registering surprise at Max's dexterity. Sketchy snags the bag in mid-air with one hand.

SKETCHY

It's kinda important.

CUT TO:

EXT. ALLEY - DAY

Walk and talk as Sketchy lays it out for Max.

MAX

You blew off your girlfriend last night,
even though it was the big one-oh. I'd
be pissed off too if I was her.

SKETCHY

Not half as pissed as she's gonna be when
she finds out why I blew her off... I
need your help, Max.

Max just looks at him. Sketchy can't meet her gaze, then--

SKETCHY

See, I've more or less been seeing this
other person.

A beat, then coolly--

MAX

I don't see how you cheating on Natalie involves me.

SKETCHY

I know what you're thinking. But the truth is, this other person is not someone I'm in love with. As a matter of fact, after what she just did, she's not even someone I like much. So in a technical sense, I'm not sure you could call me and her cheating...officially.

MAX

Do guys actually believe their lame, self-serving excuses?

SKETCHY

Max--

MAX

Or do you think we're just so grateful to have one of you idiots we'll look the other way, which is arrogant and

condescending.

SKETCHY

Lame, self-serving, arrogant...guilty as charged.

MAX

You left out condescending.

SKETCHY

But there's another side--

MAX

Here it comes. The part where the guy turns everything around.

SKETCHY

I'm the victim here.

MAX

(sarcastic)

Really?

SKETCHY

Hear me out. This person I've been seeing is a Jam Pony client who happens to be married--

MAX

And you were a sympathetic ear.

SKETCHY

Exactly.

MAX

Then a sympathetic mouth, then a
sympathetic--

SKETCHY

She had me followed the other day and
found out about Natalie. Now, this
person's demanding I blow her off or
she'll do it for me by telling Nat about
us.

MAX

Does this person have a name?

SKETCHY

Lydia.

MAX

And Lydia telling Natalie the truth makes
you a victim in what way?

SKETCHY

I'm a toy to her.

MAX

A toy?

SKETCHY

She's as much as said so. But she doesn't want to share her toy with anyone else... It's just an ego thing with her.

MAX

Fight fire with fire. Threaten to go to her husband.

SKETCHY

Who either doesn't care, or could have me killed. Either way, Natalie's still gonna find out.

MAX

What happens if you level with her?

SKETCHY

Even if she doesn't dump me, which is unlikely, she'd never be able to trust me

again.

MAX

And why should she?

SKETCHY

Look Max, I made a terrible mistake. One I'll never, ever make again. Natalie and I are soulmates. I know that now. She's the woman I want to spend the rest of my life with. I guess it took the thought of losing her for me to understand that.

After a beat, Max heaves a sigh, then--

MAX

What is it you want me to do?

CUT TO:

INT. JAM PONY X-PRESS - DAY

Logan enters, looks around at the motley assortment of messengers, then crosses to the dispatch counter where Normal barks out an order.

NORMAL

Pick-up at four-eleven Montgomery going
to Pacific Heights.

He tosses a package to Herbal Thought.

LOGAN

(to Normal)

I'm looking for a lady who works here.

NORMAL

Ladies would be elsewhere.

He flashes the picture of Max lifted from the surveillance
video.

LOGAN

Know where I can find her?

NORMAL

You don't want to.

LOGAN

But she does work here?

NORMAL

She may be easy on the eyes but she's
trouble, trust me.

(calls out)

Hot run to two-oh-two Sansomme.

LOGAN

I need to talk to her.

NORMAL

Can't help you.

Logan pulls out a bill, extends it to him.

LOGAN

How 'bout her name and address?

Normal eyes the money, then pockets it.

NORMAL

Max something. I got no clue where she stays.

LOGAN

Any idea when she'll be back?

NORMAL

None.

LOGAN

I'll wait.

Logan plunks himself down in a chair to wait. Normal sees he's determined, then--

NORMAL

She hangs out after work at a place called Zeitgeist.

CUT TO:

INT. ZEITGEIST - NIGHT

As Max and Original Cindy play a game of eightball--

ORIGINAL CINDY

You're actually gonna bail Sketchy out.

MAX

Yeah, 'cause maybe he's learned his lesson.

ORIGINAL CINDY

Unlikely.

MAX

And because he's my friend.

ORIGINAL CINDY

Friends don't help other friends cheat.

MAX

And because I actually kinda feel sorry
for guys sometimes.

ORIGINAL CINDY

Please...

MAX

They're prisoners to their genes.

ORIGINAL CINDY

So are dogs.

MAX

They don't have a lot of moving parts.

ORIGINAL CINDY

Only one I can think of.

MAX

Besides, think of the drama I'm sparing
Natalie.

ORIGINAL CINDY

I say hang the bastard out to dry, let
her see him for the heel he is, then
maybe she'll step to the all-girl team
and let mama-licious ease her pain.

MAX

But, of course, there's nothing self-
serving in that scenario.

Max looks up, sees Logan at the bar talking to Lamar, who
points in her direction. As Logan crosses to her--

MAX

(to Logan)

So this guy walks into a bar and says...

LOGAN

We didn't get a chance to finish our
conversation the other night.

By way of introduction, without taking her eyes off Logan--

MAX

Original Cindy, say hi to my good friend--

LOGAN

Logan Cale.

ORIGINAL CINDY

Hey.

But Max and Logan just stand there looking at each other.

MAX

Sorry about your window.

LOGAN

Can we go somewhere and talk?

Sensing that it's time to make herself scarce, Original Cindy
looks at her watch--

ORIGINAL CINDY

Woop, Xena's on.

She splits. Max and Logan look into one another's eyes,
transfixed.

MAX

Lemme get my coat.

LOGAN

The one you're wearing?

Finally, Max breaks their gaze, looks down, sees she's in fact wearing it.

MAX

Right.

They head out.

CUT TO:

EXT. STREET - NIGHT

Max and Logan walk in silence for a moment, an easy affinity between them. After a moment--

MAX

How'd you find me?

LOGAN

Wasn't that hard.

MAX

Am I s'posed to be flattered by all the attention?

LOGAN

Now you know who I am, where I live. I figured I better find out who I'm dealing with in case you were looking to hurt me.

MAX

So now you tracked me down. What d'ya think?

LOGAN

Too early to tell.

MAX

How does Mrs. Eyes Only like being married to a guy on everybody's hit list?

LOGAN

Lauren's not my wife.

MAX

Girlfriend?

LOGAN

One of my sources. Her husband was murdered by Edgar Sonrisa.

MAX

What's your shot in all this? Being a

famous, anonymous, underground, pirate,
cyber-journalist can't be much of a
payday.

LOGAN

Fortunately, my needs are met in that
department.

MAX

So, what, you just like the sound of your
own voice?

LOGAN

Look around at all this...

(gesturing at the city around
them)

Built by people who got up every morning
and worked hard trying to make a better
life. Then the bomb happened and
everyone got scared. They blinked and
before they knew it they'd given away the
store to a bunch of thugs who were happy
to take it off their hands. Overnight
the government, the police, everything
intended to protect the people had been
turned against them.

MAX

You miss the good ol' days. Even though there were still poor people who died from diseases when they didn't have to. And rich people spent obscene amounts of money redecorating their houses to match the cat. Those good ol' days?

LOGAN

People had a choice, even if they took it for granted. And now they don't.

MAX

So what are you gonna do about it?

LOGAN

Something.

MAX

Personally, I'm more interested in going fast on my motorcycle or climbing the Trans American building with my pals. Instead of giving myself a headache over stuff I can't do anything about.

LOGAN

You accept the way things are, you're an

active participant in making it worse.

MAX

Is the social studies class over for
today?

LOGAN

Yeah...

They walk in silence for a beat, then--

LOGAN

That was a pretty extraordinary display
of athleticism the other night. In fact,
a little too extraordinary. You wanna
tell me how--

But he looks up at her and she's gone. As the CAMERA pulls
back, Logan is all alone on an empty street, looking for Max,
who seems to have vanished into thin air.

FADE OUT.

END OF ACT III

ACT IV

FADE IN:

INT. JAM PONY X-PRESS - DAY (DAY 3)

Morning. Messengers drink coffee and eat donuts as they wait for their assignments. Max, at her locker, confers with Sketchy--

SKETCHY

So you're straight on how this is gonna go down.

MAX

You set up on Lydia. When she's on her way over to the apartment you give me the heads up. I answer the door and pretend to be Natalie.

SKETCHY

She tells you how I've been--

MAX

--a philandering pig.

SKETCHY

But you explain that you're a
compassionate and understanding person
who can find it in your heart to forgive
me.

MAX

Or, I dissolve into an angry, hysterical
wreck who never wants to see your lying
ass again, which is probably what would
really happen.

SKETCHY

I just don't want Natalie to ever find
out. She deserves better.

MAX

How'd you get her out of town?

SKETCHY

Convinced her she needed to visit her mom
in San Mateo.

MAX

And we're sure Lydia's gonna make her
move?

SKETCHY

She came by the apartment once already.

Fortunately, I'd disconnected the doorbell as a precaution... Lydia's not gonna back off until she gets her pound of flesh.

MAX

I'll give it my best shot.

SKETCHY

Max, what did I do to deserve a friend like you?

MAX

You don't.

She gets up and heads out, passing Normal, who shoves a package at her.

NORMAL

Fourteen-thirteen Market. Get a signature, then take it to this address... By the way, that guy who was in here sniffing after you yesterday called twice already.

MAX

Tell him I took the day off 'cause I
wasn't feeling so hot.

She walks away.

NORMAL

(re: the package)

What about this?

MAX

I'm taking the rest of the day off 'cause
I'm not feeling so hot.

Off Normal's exasperation--

CUT TO:

EXT. STREET - DAY

Lydia mounts the steps, rings the doorbell.

MAX (O.C.)

Who is it?

LYDIA

A friend of your fiance's.

MAX (O.C.)

What do you want?

LYDIA

To set the record straight about where he was the other night when he said he was working late.

After a long silence she's buzzed in. As Lydia enters--

CUT TO:

INT. APARTMENT - DAY

As Max opens the door, we see that her hair is pulled back in a bow. Her leather jacket, jeans and boots have given way to one of Natalie's floral print dresses. Lydia enters, looks around at the modest surroundings, smirks--

MAX

Who are you?

LYDIA

My name's Lydia. And it seems you and I have a lot in common.

MAX

You said you knew where my fiance was the other night.

LYDIA

With me, where he's been after work, three, sometimes four nights a week for the last two months... We have what you might call an intimate relationship.

MAX

How do I know you're telling the truth?

LYDIA

He been sleeping in a T-shirt lately?

(off Max's reaction which confirms this)

That's so you won't see the fingernail marks on his back.

(flashes a set of long, red nails)

Bet you didn't know your boyfriend finds a little pain exciting. He didn't either...at first.

MAX

Look, I don't know what you want--

LYDIA

I thought it was important for you to know the facts.

MAX

And so should you. Sketchy told me I could expect a visit from you. I know all about how you threatened him. That if he didn't break it off with me, you'd save him the trouble.

LYDIA

Oh?

MAX

Well, it's over between you and him. We're getting married next month.

LYDIA

How sweet. Standing by your man, even after what he did. You're a very understanding person.

MAX

Big part of loving someone's being able to forgive them.

LYDIA

You're also a fool.

MAX

I think you should go now.

LYDIA

Not before we get something straight you
prissy little bitch. I decide when I'm
done with your boyfriend. Not him, and
certainly not you. Unless maybe you want
to find out just how sharp these nails
really are.

She goes for Max's face with a handful of flaming red
fingernails. But Max catches her hand.

MAX

This is not a place you wanna go.

LYDIA

Let go of my hand.

Max does. Lydia composes herself a beat, then takes a swing
at Max, who easily steps aside, then catches Lydia by the arm
and flips her onto her back on the floor.

MAX

I'm working very hard to respect my
elders here but don't push your luck.

Lydia gets up, grabs a floor lamp and, in SLO-MO, swings it
like a truncheon at Max, who easily ducks it at normal speed.
Max, fed up now, is on her in an instant.

Still in SLO-MO, Lydia's expression registers horror as Max
collars her, then back to normal speed, drags her to the
window and hangs her upside down by the ankles three stories
above the pavement below.

LYDIA

Help... Lemme go... No, don't let me
go... Help...

MAX

Now, here's how it's gonna be, Lydia.
You're gonna take your threats and your
acrylic nails, and you're gonna go home
and figure out your marriage, instead of
trying to make other people feel as
miserable as you do, understand?

LYDIA

Okay, okay.

Max lets go with one hand, holding the woman's full weight with the other. Lydia screams.

MAX

Say the words, "I understand."

LYDIA

I understand.

MAX

And if I ever catch you coming near my man again...

Off Lydia, upside down, her skirt around her shoulders--

CUT TO:

INT. SKETCHY'S APARTMENT - DAY

Twenty minutes later. Present are Max and a triumphant Sketchy.

SKETCHY

You rock, Max.

(jabbing a finger at her)

You... Rock...

MAX

Easy Sketchy.

SKETCHY

No, I'm serious. That psycho got exactly
what she deserved... Yes.

MAX

Lydia may not have been one of humanity's
finer specimens but--

SKETCHY

She's toxic...monster in bed, but toxic.

MAX

(continuing her thought)

You would be making a mistake to come
away from this thinking she's the villain
in the piece... You are.

SKETCHY

She was the one--

MAX

None of this would've happened if you had
exercised even a smidgen of good

judgement or self-restraint, which you
didn't.

SKETCHY

True, but--

MAX

(cuts him off)

You were trying to have it both ways and
you were being completely selfish. And
if I ever find out you're going out the
back door on Natalie again, you're the
one who's gonna be hanging by your ankles
three stories up. Understand?

SKETCHY

Okay, okay, okay--

MAX

Say the words, "I understand."

A beat, then--

SKETCHY

I understand.

CUT TO:

INT. VOGELSANG'S OFFICE - NIGHT

Vogelsang sits at his computer, a half-empty glass of booze next to the keyboard. The phone rings, he answers.

VOGELSANG

Yeah... Who's this? ...Oh, hey Phyllis, didn't recognize your voice... What's up? ...The usual, doing some work for a client. Thinks one of his bartender's got his hand in the till. Kid works three days a week for tips, just dropped forty large on a new ride... Tonight? ...I really can't... Of course I want to see you but--

From the sudden change in his demeanor we can only imagine the word picture Phyllis is painting. Then, serious now--

VOGELSANG

What are you wearing? ...The red one?
...See you in a few.

Vogelsang hangs up, finishes off the glass, clicks off his computer, grabs his briefcase and heads into--

INT. LAUNDROMAT - NIGHT

Deserted. Vogelsang heads for the front door. He taps the washing machine lids shut, one by one as he goes. He hits the lights and heads out the door, locking it as he addresses a kid just arriving with a basket of laundry.

VOGELSANG

We're closed. Sorry.

Vogelsang locks the door and goes.

ANGLE ON a row of oversized industrial dryers. After a beat, the door of one of them is kicked open. Then, in the darkness we watch as a human form, clad all in black, climbs out of his hiding place, then goes to another dryer, opens it and takes out a black bag of gear and heads for Vogelsang's office.

EXT. STREET - NIGHT

Vogelsang arrives at his car, a 20-year-old beater with an alcohol tank retrofitted on the hood. He pats himself down looking for the car keys, mutters a curse, then heads back toward the laundromat.

INT. VOGELSANG'S OFFICE - NIGHT

As the intruder rifles drawers, etc. He hears something,
freezes.

INT. LAUNDROMAT - NIGHT

Vogelsang unlocks the door, enters and pads toward his
office, banging into the now open door of the industrial
dryer.

VOGELSANG

(under his breath)

Damnit...

He continues into--

INT. VOGELSANG'S OFFICE - NIGHT

He reaches for the light switch but is jumped from behind by
the intruder, who takes him out with a couple of quick chops.
Vogelsang hits the ground hard. The intruder rifles his
pockets, empties his wallet, then grabs his bag of gear and
splits. Off Vogelsang, out cold as the sound of footsteps
recedes in the b.g.

CUT TO:

INT. MAX'S CRIB - NIGHT

Max enters, calls--

MAX

Kendra... Anybody home?

But no one is. Max peels off her leather jacket, drops it on the floor. She kicks off one boot, then the other, then peels off her black turtleneck revealing a tank top underneath, dives onto her futon and sighs. Not out of fatigue, more like the weight of the world weighing on her tonight. She lies there a beat, then senses something. Call it a vibration, intuition. She sits up suddenly and is very still, like a deer in the forest listening for a predator's approach, then she turns and looks behind her and sees--

THE GOLD STATUE

on the milk crate bookshelf against the wall.

Max gets up, crosses to the statue, picks it up and look at it a long moment trying to run the math. then, impetuously she heads out of the room collecting her just doffed clothes as she goes.

FADE OUT.

END OF ACT IV

ACT V

FADE IN:

INT. LOGAN'S APARTMENT - FOYER - NIGHT (DAY THREE)

The luxurious apartment, subdued lighting. A beat, then--

THWUMP!

MAX DROPS INTO FRAME

landing in a crouch. She sees--

INT. DINING ROOM - NIGHT

Logan, standing in the dining room, just lighting a candle at the long table. There are two place settings. He looks at her, then blows out the match.

LOGAN

Ever notice how cats always seem to turn
up around dinner time?

MAX

(icy)

I won't be staying.

LOGAN

I'm not a half bad cook.

The tastefully arrayed table suggests this is an understatement.

MAX

Like following me around and pestering the people I work with wasn't bad enough, but breaking into my apartment--

LOGAN

It was open.

MAX

You got a lotta nerve.

LOGAN

Me? You're the one who tried to rip off this piece.

MAX

Completely different situation. I steal things in order to sell them. For money. It's called commerce. But some stranger sneaking into a girl's bedroom is...bent.

LOGAN

Bent?

MAX

Bent.

LOGAN

You make it sound I pawed through your priceless collection of underwear.

MAX

How do I know you didn't?

LOGAN

So saw my hands off, I left you a present.

MAX

Am I s'posed to be grateful?

LOGAN

That would be appropriate, yes.

MAX

How'm I s'posed to ever sleep there again
knowing some pervo's probably touched
everything I own?

LOGAN

You're that nervous, you're welcome
to stay here.

Max feigns complete revulsion at the thought as Peter the
security guard enters in a rush, drawing his gun menacingly,
some ace wrapping on his wrist and a bandage on the bridge of
his nose.

MAX

Whoa there, Tex! We've been through
all this.

LOGAN

It's alright, Peter, we're fine.

MAX

We are not fine.

Peter lowers the gun but continues to watch Max suspiciously.

PETER

This is a tactical exposure which I go on
record as not liking.

LOGAN

Noted... Peter, do me a favor and look
in on Lauren and Sophy.

Peter grudgingly exits and Max causally circles the table.
She idly kicks the plywood which has been fastened over the
window she broke last time she was here.

LOGAN

Look, if I made you nervous or
uncomfortable or creeped you out--

MAX

Yes on all counts.

LOGAN

I'm sorry. It wasn't my intention. But
I had to see you.

MAX

You'd think a guy who's taken on the job
of saving the world would have a few more
important things to do than traipse

around after some girl.

LOGAN

I haven't been able to get you off my
mind.

MAX

You need to get out more.

LOGAN

C'mere, I want to show you something.

Putting a hand on each shoulder, he steers her over to an
ornate mirror hanging above the sideboard.

MAX

Gold leaf, art nouveau, French, early
nineteen hundreds... I could probably
fence this for three or four grand.

LOGAN

No, I meant this.

He points to her reflection in the mirror.

LOGAN

Probably the most singularly beautiful

face I've ever seen.

Max is caught off guard, even a little embarrassed.

MAX

Expensive gifts, surprise late-night
visits, over-the-top flattery... You
always come on this strong?

LOGAN

Only when I meet someone I have to know
everything about.

He brushes the air off the nape of her neck and leans in.

Max doesn't resist.

MAX

What are you doing?

Logan sees the bar code on her neck.

LOGAN

And now I think I know pretty much
everything.

He abruptly pulls away, leaving Max standing there confused
by the interruption.

LOGAN

Suppose I could help you locate the other ones.

MAX

The other ones?

LOGAN

The other one like you...

MAX

(blankly)

You lost me.

LOGAN

C'mon, Max. First I watch you dive headfirst out the window fifteen stories up like you're Rocky the flying squirrel. Then, I found this in your apartment.

He pulls a vial of pills out of his pocket. Max registers outrage.

LOGAN

L-Tryptophane...a neurotransmitter sometimes used in homeopathy to control

seizures. Then the lightbulb went off.

MAX

You did go through my stuff.

As Logan turns and heads into--

INT. STUDY - NIGHT

Max follows as Logan begins typing information on the computer keyboard.

LOGAN

I got an anonymous report a couple years ago from a guy who says he was a lab tech at a covert genetics lab in the Wyoming mountains...

A file labeled MANTICORE fills the computer screen.

MAX

I don't know what kind of game you're playing here but I'm out because you are a whack-job.

LOGAN

He was working on something called

Project Manticore, which was using recombinant DNA to produce a superior human...a warrior...an advanced infantry soldier.

MAX

Not that I don't enjoy a good urban legend now and then but what does any of this have to do with me?

LOGAN

The bar code on your neck, Max. I know who you are and I know who you're running from.

The revelation freezes Max in her tracks. After a beat, she suddenly bolts but Logan catches her, looks into her face.

LOGAN

There were a couple of dozen of these transgenic kids. And in oh-nine, a few months before the pulse, six of them escaped.

The struggle goes out of her when she hears this.

MAX

Six?

The emotion is plainly evident in her eyes.

LOGAN

You're one of those kids, Max.

Off which--

CUT TO:

INT. BEDROOM - NIGHT

Lauren sits on the bed reading "Goodnight Moon" to Sophy.

LAUREN

Goodnight Bears. Goodnight chairs.

Goodnight kittens. Goodnight mittens.

Goodnight clocks. And goodnight socks.

Goodnight little house. And goodnight--

SOPHY

I don't want to move away.

LAUREN

I know, Honey, but just think how

exciting it will be-- new house, new

school, new friends--

SOPHY

But why can't we stay here?

LAUREN

Because we can't. There's nothing here
for us anymore.

SOPHY

Are we in some kind of trouble?

LAUREN

No...

SOPHY

Then how come last night I heard you
talking to Logan and you were crying?

A beat, then--

LAUREN

What makes you cry?

SOPHY

If I'm sad, or tired, or sometimes when
I'm angry or when somebody's being mean

to me.

LAUREN

Pretty much the same reasons I was
crying. But things will be better when
we move to a new place.

SOPHY

Then I'm gonna do what you do to make me
feel better when I'm sad.

Sophy takes the book.

SOPHY

I'm going to read you a story...
And goodnight mouse. Goodnight camel.
And goodnight brush. Goodnight nobody.
And goodnight mush--

CUT TO:

INT. LIVING ROOM - NIGHT

Logan listens as Max relates the specifics of her history.

MAX

We got separated right away. I never

knew how many made it.

LOGAN

How well do you remember the lab?

MAX

I remember fine. I just didn't understand what was going on. They never told us anything except what to do. It took me a long time afterwards to figure things out.

LOGAN

How much do you know?

MAX

I know they made me. Even got the label on my neck to prove it.

LOGAN

The technical term for you is "chimera"...

MAX

Yeah...a made-up creature. Like in mythology...with the head of a lion, the body of a goat and the tail of...

LOGAN

A girl.

MAX

Your basic hodge-podge.

LOGAN

Hardly...

Max acknowledges the compliment with a brief glance, then looks out the window at the city lights.

MAX

Christmas is a snap when you got no parents or relatives, just a bunch of gene sequences from probably twenty different people.

LOGAN

Like extra virgin olive oil, the best of the best.

MAX

(then, turning from the window)

You said you could help.

LOGAN

I need to find this technician, or anyone else who knows about Project Manticore. They would've used surrogate mothers to carry you after the in-vitro work... If I can track down one of them.

MAX

What's in it for you?

LOGAN

Your help.

MAX

I already don't like the sound of this.

LOGAN

The woman you met, Lauren. She supervised workers removing cortodiazapine from gel caps by hand and replacing it with powdered sugar. The real drug was shipped out of the country. The placebos were distributed to County VA Hospital and six veterans' clinics in the area.

MAX

That's low, but this effects me how
exactly?

LOGAN

She's prepared to testify that she was
instructed to do this by one of Edgar
Sonrisa's managers. You know who Sonrisa
is?

MAX

Yeah, I catch your hacks. He's Satan's
lap dog, or something.

LOGAN

So, you know the lengths he'll go to keep
her from going public... I'm turning
Lauren over to Canadian law enforcement
tomorrow. They'll put her in witness
protection, but if you're with her the
risk of her safety goes way down.

MAX

I didn't make it this far by attracting a
lot of attention.

LOGAN

She's put her life on the line, and her

faith in me.

MAX

They want me...bad. Or at least they don't want me grabbed up by the Chinese or whoever. Best case, I wind up back in that facility. More likely, it's a long drive out in the country, if you know what I mean.

Logan sees the fear in her eyes. A flash of the scared six-year-old through the stony poise of the woman.

MAX

They've lost track of me and I plan to keep it that way.

LOGAN

You're a soldier, Max. That's what you were put here for. But soldiers need a mission otherwise they tear themselves up.

MAX

That's deep. But before you lecture me about the meaning of life maybe you oughta get one...ta ta.

Then, she leaps up and grabs the combing of the skylight.

She pikes sharply, like a gymnast, and pulls herself up through the opening. And, just like that, she's gone.

CUT TO:

EXT. SIDEWALK NEWSSTAND - NIGHT

Max picks up a newspaper, looks around, tucks the gold statue in it, hand it to the proprietor, INGA MARCHAND, 28, tough, cool, sexy, despite her prosthetic leg. Inga takes the newspaper, checks out the statue, her eyes widen.

INGA

Where'd you clip this?

MAX

I didn't. It was a present from a guy.

INGA

Must think you're pretty special laying this on you.

MAX

Thought so. Turned out he wanted me for something else though.

INGA

Same old story.

(then hands back the statue)

Not interested.

MAX

(shrugs)

Thought I'd let you have first crack...

Later.

She stands to go but Inga stops her. We get the sense this is all part of the dance, then--

INGA

What're you looking for?

MAX

A grand.

INGA

Which means I gotta fence it for two.

Who's got that kinda scrilla lying

around, these being the worst of the

times.

MAX

(shrugs)

I ain't mad at you...

INGA

I'll give you seventy-five bucks for it.

MAX

(nods, then)

Later.

As she heads off, Inga relents, pulls out a wad. This is as practiced as a Japanese tea ceremony.

INGA

I shouldn't do this.

(as she counts out the money)

But I got a client lookin' to score some
fire power. Maybe you'll keep your eyes
open for me.

MAX

I don't get involved with guns.

INGA

I'll make it worth your while.

MAX

(firm)

It's a rule.

Inga hands the money to Max, reaches for the statue. But without counting the cash, Max yanks back the merchandise.

MAX

You're light a deuce.

INGA

(smiles)

Am I?

Then she counts out two more bills.

INGA

So Max, what do you do with all your money?

MAX

I got overhead...

She goes.

CUT TO:

EXT. LAUNDROMAT - NIGHT

Max pulls up on her motorcycle. A sign says CLOSED. Max dismounts, knocks on the door but it's open. She ventures in.

INT. LAUNDROMAT - NIGHT

She transits the corridor into--

INT. VOGELSANG'S OFFICE - NIGHT

The place is trashed. Vogelsang sports a mouse under one eye.

MAX

What happened?

He looks up at Max, puts a finger to his swollen lip to silence her, then by way of explanation scrawls on a pad as he speaks--

VOGELSANG

Walked in on some hump ransacking the place. Disgruntled former client, or someone I'm looking into trying to see what I got. Or it coulda been your garden variety junkie boost. Who knows?

As he holds up the pad--

INSERT

ROOM BUGGED.

Max nods understanding.

MAX

As long as you're okay.

VOGELSANG

I'll live... Regarding your case...I'm
afraid I've come up with some bad news on
your fiance. Lemme get the file.

He motions Max toward the back door--

VOGELSANG

If you need to freshen up, bathroom's
over there.

Max picks up the cue.

MAX

Please.

As Vogelsang steers her outside into--

EXT. ALLEY - NIGHT

Vogelsang's demeanor instantly changes.

VOGELSANG

I don't know what your story is and I
don't want to.

MAX

Here's your money.

She hands it to him but he doesn't take it.

VOGELSANG

Whoever tossed this place wants you. And
I'm looking to stay outta the line of
fire.

MAX

How's this about me?

VOGELSANG

They lifted my wallet to make it look
like a robbery. But there's a bug in my

computer keyboard, a tap on the phone and
a mike in the light fixture.

MAX

Like you said, maybe somebody's tracking
one of your investigations.

VOGELSANG

Hardware's too sophisticated. It's gotta
be the government. And why do I think
they're looking for you?

MAX

You're crazy.

VOGELSANG

I'm you, I take that money and get outta
town while you can.

He heads back into--

INT. LAUNDROMAT - NIGHT

Resuming his cover story.

VOGELSANG

Your fiance has four previous wives. His

M.O. is to clean 'em out and take off.

(sotto)

Which is what you oughta do.

MAX

Bastard...

It's unclear whether she's speaking in character or venting on Vogelsang for bailing.

VOGELSANG

I'm sorry I couldn't come up with something more positive.

MAX

You and me both.

She goes.

EXT. LAUNDROMAT - NIGHT

As Max gets on her motorcycle and heads off, she puts her collar up, pulls her hat down, glancing at the two men in a parked car who watch her closely as she passes. As one of the men raises a camera and clicks off several frames, Max looks away and we--

CUT TO:

INT. MAX'S BUILDING - NIGHT

Max emerges from the stairwell into the darkened corridor.
Omar runs toward her waving a flashlight, making the sounds
of gunfire and explosions as he wages a five-year-old's war--

OMAR

Blam-Blam-Blam, you're dead.

As Max tries to wrest the flashlight out of his hands,
annoyed--

MAX

Turn that off, Omar, before you get the
cops on us.

Jacinda emerges from her apartment, calls in monotone--

JACINDA

Come on, Omar, it's time to go to sleep.

She scoops up the child, turning off the flashlight but not
before the beam illuminates her face. Her eyes are red, her
cheeks tear-streaked.

MAX

Are you okay?

Jacinda just nods. Omar wriggles out of her arms, runs into the apartment shooting at an imagined adversary.

MAX

What's wrong?

A beat, then--

JACINDA

I took Theo to the hospital tonight...

He couldn't walk so I borrowed some money

and we took a cab but...

Her chest begins to heave and she breaks down in sobs.

JACINDA

...he didn't make it... He's dead. Oh

my God... Oh my God...

Max goes to her and takes her in her arms. Off Max, comforting the stricken women.

FADE OUT.

END OF ACT V

ACT VI

FADE IN:

INT. MAX'S CRIB - DAY (DAY FOUR)

CLOSE ON MAX

grimacing, tortured by another seizure.

MONOCHROME FLASHBACK (GENEDYNE)

In the barracks, the kids surround Young Max, who is sprawled on the floor convulsing. They look up in fear as the door bangs open and a group of guards and orderlies come in. The kids are ordered out of the way, but they don't want to give Max up, not after what happened to the blonde-haired boy.

ON MAX

In the present, fumbling to open her pills. She dumps out a handful, scattering some. She pounds them into her mouth.

FLASHBACK CONTINUES

as the kids are pulled out of the way, protesting. The orderlies, yelling, grab Max, but--

Zack pushes one of the orderlies and the guy flies back and guards rush in with stun batons raised.

A girl springs on one from behind and, quick as a flash, she yanks his gun out of it's holster and--

BLAM! She puts a round into the ceiling, then pulls down on the guards. Screaming at them she waves the gun in an arc and--

They fall back, leaving Eva crouched over Max with the gun. The kids join ranks without hesitation...their eyes fierce. The guards and orderlies fall back through the door and the kids start to barricade it with steel bunk frames.

MAX, IN THE PRESENT

Convulses on the bathroom floor. Her muscles are locked in a tetanic rigor. One fist shoots out and shatters the tank of the toilet. Ceramic shards and water pour over her. She pulls into a fetal position, shaking violently, as she rides it out. Her head raps against the flooded tile floor.

FLASHBACK

The kids, led by Zack are running through a service hall in the lab complex. Jondy and Eva are pulling a stumbling Max along.

They round a corner and lights blast suddenly into their eyes. Eva releases Max, who falls to her knees. Eva fires rapidly at the lights. BAM! BAM! BAM! A figure steps into the lights and fires back with one swift move. Eva is slammed backward and slides in a crumpled heap across the floor. The pistol skitters and comes to rest right in front of Max.

The silhouette materializes out of the lights... Lydecker.

OUTSIDE THE LAB the windows explode outward as the kids crash through the glass in a suicide charge, dropping twenty feet to the know below. They hit and roll, and come up sprinting. Jondy pulls Max with her as they pelt for the treeline.

ON YOUNG MAX running. She pounds through the snow, toward CAMERA, until she is just a rhythmic blur and--

MAX, IN THE PRESENT hunches against the bathroom wall, her tremors subsiding. The shudders have been replaced by sobs.

Tears stream down her face as her chest pitches, and she shudders with a pain of the soul the pills can't touch.

CUT TO:

INT. JAM PONY - DAY

Max arrives for the day, crosses to dispatch, a sober expression on her face, passing Sketchy who offers--

SKETCHY

F.Y.I... Normal's a grumpy muffin this morning.

NORMAL

(snarls to Max)

Nice of you to join us.

Max doesn't respond. He shoves a package at her.

NORMAL

Hot run to 842 Beulah, corner of Haight... And you can tell your pal Theo he just got his worthless ass fired. Not that he cares but the wife and kid might.

MAX

(simply)

Theo's dead.

A revelation which freezes the room. Normal just hangs there, not knowing what to say. Max takes the package out of his hands, goes. But her attention is diverted by a news bulletin on TV.

ANGLE ON TV

NEWS ANCHOR

(on monitor)

Two men are dead, and another critically wounded after a shoot-out near the Superior Court Building today. A police air-remote unit captured this dramatic footage at 9:47 this morning, after automatically homing on the sound of gunfire.

A monochromatic AERIAL SHOT of the downtown area. It is a feed from the police hoverdrone, and the image is overlaid with some alphanumeric data like the targeting video from a jet fighter weapons system. The image slews suddenly in a WHIP PAN as the robot reacts to the first shots fired. It stabilizes and zooms in on a dark Suburban which is ramming a

car and trying to force it to the curb. A second Suburban pulls out of an alley and blocks the car's path. The car skids to a stop. It is all seen from almost directly overhead, like a football play.

The doors of the Suburbans fly open and four gunmen pile out, wearing ski-masks and carrying machine pistols. They converge on the car, firing. The car's windows erupt with white starbursts, the weapons smoke and flash, but no sound accompanies the image.

Two bodyguards leap from the car, firing at the gunmen. They are wearing heavy kevlar vests, as are the attackers. A back door of the car opens and a man emerges, yanking a child out onto the street. He shields her with his body as he starts to run. The image jerks and slews as the aerial robot circles the scene.

TIGHT ON MAX...as it dawns on her what she is seeing.

A woman has emerged from the back of the car, obviously screaming and trying to reach the child. One of the body guards shoves her and appears to be yelling at her to run. He is shot by one of the attackers and drops like a puppet with the strings cut. The woman turns and sprints for her life.

The man trying to shield the little girl doesn't get far before one of the gunmen runs up behind him and hoses him with a machine pistol. The man drops, covering the girl.

TIGHT CLOSE-UP OF MAX

reacting to this, and to the certain dread that she knows who the victims of the attack are.

The remaining bodyguard is laying down a withering field of fire, and one of the attackers falls. Another is pinned down behind the hood of the nearest Suburban.

The bodyguard is hit repeatedly and goes down shooting, crumpling against the side of the car.

The SHOT WHIPS dizzily and steadies...showing one of the masked killers, who seems to be in charge, calmly pointing and yelling. One of the others grabs the little girl and they walk back to the Suburbans. The one in charge helps with wounded gunman into their vehicle.

WHIP PAN, a long blur, then the running woman again. Dodging between cars, almost getting hit by one. She makes it to an intersection and sprints to a bus stop where she leaps onto a bus just as the doors are closing. As the bus pulls away from the curb, the gunman runs INTO FRAME and stops,

obviously out of breath. He turns and waits calmly as one of the Suburbans pulls up. Before he gets in, he looks up, directly at the CAMERA. He points to the others to indicate the surveillance robot, then raises his gun and aims carefully.

A flash at the muzzle--

The image tilts crazily and starts to spin.

SKETCHY

That was extreme! Did you see that one
guy--

MAX

Shut-up...

Sketchy and Herbal look at Max, puzzled by her intensity.

The drivers license pictures of the two men appear on the screen. The one on the left is Peter, the bodyguard Max tussled with at Logan's place. The other man is Logan Cale.

INT. AN OFFICE - DAY

Present are the two field operatives seen earlier posted outside the laundromat, SANDOVAL and DOCHNOVICH, being

debriefed by a man seated behind a desk. He's silhouetted against white-hot slats of California sun fighting through partially closed Venetian blinds. From the black gloved hand sorting through a stack of grainy 8 X 10 surveillance photos, we know this is Lydecker.

SANDOVAL

We been set up on Vogelsang thirty-six hours and so far, nothing.

DOCHNOVICH

A few customer complaints-- the dryer ate my money, rinse cycle's not long enough, that kind of thing.

SANDOVAL

And three or four P.I. clients. Strictly run of the mill. I don't think this guy can help us.

The black glove sifts through a pile of photographs taken at Vogelsang's, holding the one of Max a moment before casting it aside. Then, Lydecker stands, paces--

LYDECKER

(musing aloud)

Twenty-three computer hits from one

detective. He browses Wyoming DMV records from ten years ago, employment files on health care personnel working in the Gillette area around the same time. Then he searches prison records for unidentified males and females approximately eighteen to twenty years old. And you want me to believe it's happenstance?

DOCHNOVICH

Since the pulse there've been how many thousand missing person searches. This is probably one of them.

SANDOVAL

And nothing in those searches or our surveillance connects him with Manticore.

Lydecker crosses to a wall displaying a row of I.D. photographs of young kids with military haircuts. We recognize Zack, Jondy...and Young Max. Lydecker studies the photos a long moment, shakes his head.

LYDECKER

No. He's trying to track down these kids... And we're not going to do

anything to get in his way.

CUT TO:

INT. HOSPITAL SUPPLY ROOM - NIGHT

CLOSE ON

A window, being jimmied from the outside. It slowly slides open, revealing Max hanging upsidedown. She reaches in, grasping the window casement with each hand to steady herself, then gracefully somersaults into the room, landing on both feet. She goes to the door, opens it a crack, peers out, then heads into--

INT. HOSPITAL CORRIDOR - NIGHT

Dimly lit, dingy, Moscow General, circa 1999. Max makes her way down the corridor, passing a couple of corpse-laden gurneys waiting to be taken to the morgue whenever somebody gets around to it. She peers into a couple of hospital rooms at patients being warehoused more than healed. Finally, she sees what she's looking for and heads into--

INT. HOSPITAL ROOM - NIGHT

She approached a bed where Logan lies unconscious, hooked up

to monitors, bandaged, I.V.'s running, etc. Max just looks at him a beat, a dispassionate expression on her face, then without emotion--

MAX

Sure looks like you pissed off the wrong folks.

She pulls open the drawer to the bedside table, takes out his wallet, goes through it, but it's empty.

MAX

(shrugs)

Nurses beat me to it.

She flops into a chair, puts her feet up on the hospital bed, then opines wisely--

MAX

Coulda told ya. You take a header into the deep end when the pool's empty, you're gonna go splat. Law of gravity.

And even Jesus Christ himself had to obey the law of gravity. For awhile anyway.

Well, better you than me.

She hears something out in the hall, gets to her feet, then

presses herself flat against the wall. Through the doorway we see an ORDERLY approach carrying a tray of meds. He slows as he passes Logan's room, casting a long look at Logan's comatose form, then continues on. After a moment, Max continues--

MAX

The one I feel sorry for is that poor woman with the kid. She shoulda told ya to stick it like I did. But she bought your crap about "doin' what's right"... dumb bitch.

As Max crosses to the window, lifts a slat of the Venetian blinds and peers out into the night--

MAX

And just so you know, I don't feel the slightest guilt about not watchin' her back. That's on you, hotshot. One hundred percent.

MAX'S POV

In her NIGHT VISION she sees a figure moving furtively on the roof across the street. She watches as the figure removes a rifle from its case, then screws on a scope. She can make

out the features of a not unattractive man in his late 20's.

Max turns away, then nonchalantly walks over to Logan's bed and begins to maneuver it toward the door.

MAX

I probably oughta let 'em just finish the job. Least then you won't get more innocent people whacked on accounta your ambition... On the other hand--

As she wheels him out into--

INT. HOSPITAL CORRIDOR - NIGHT

MAX

You did lay that statue on me.

She yanks the toe-tag off one of the corpses and maneuvers its gurney into Logan's room.

MAX

Which I was able to fence for a coupla bucks--

INT. HOSPITAL ROOM - NIGHT

Max wheels in the gurney, positions it where Logan's bed had been, then quickly scoots back out into--

INT. HOSPITAL CORRIDOR - NIGHT

MAX

Been wantin' to buy myself a new
motorcycle.

And ducks into a room across the hall just as a gunman steps out of the stairwell, sprays Logan's room with machine gun fire, then vanishes back into the stairwell. After a beat, Max re-emerges into the hall. Then, addressing Logan--

MAX

Thinking about stepping up to a Harley...
You take care.

As Max heads for the exit past our orderly, who comes running at the sound of all the commotion--

CUT TO:

INT. LOGAN'S APARTMENT - NIGHT

Dark. Empty. Then a SOUND as Max navigates through the darkness to Logan's computer console-- command central for

his information network.

Max takes a seat, logs on, accessing Logan's myriad data files.

S-O-N-R-I-S-A, E-D-G-A-R

A file comes up on screen. Max clicks on--

EMPLOYEES/ASSOCIATES

and begins scrolling through the file of mug shots of Sonrisa's enforcers, lieutenants, etc.-- a generally loathsome crew--

MAX

Makes me wanna take a shower.

Then--

MAX

Bingo...

ON SCREEN

is the face of the shooter, cold, merciless.

Max looks up at a sound coming from down the hall. She listens a moment, then after a beat she pushes away from the console and goes to investigate. Hearing the creak of a floorboard, she snags a vase off the mantle, raises it like a truncheon and continues into--

INT. HALLWAY - NIGHT

Max negotiates the darkness, her back against the wall. Suddenly, a figure lunges at her. Max ducks, catches the assailant by the throat, pinning him to the wall, about to deliver a cranium crack with the vase when she recognizes Lauren.

MAX

Damn... Are you alright?

LAUREN

They took my daughter.

MAX

I know.

LAUREN

I couldn't get to her. It all happened so fast. Logan had her, and I saw him fall...then Peter told me to run. And

then he...and I remember so clearly,
thinking it's me they want. If I run,
maybe they'll come after me. Maybe they
won't think about her... So I ran...

Lauren dissolves in tears. After a beat--

MAX

They won't hurt her.

Lauren wants desperately to believe her but can't. Max
presses reassurance.

MAX

Your daughter's the only leverage they
have to keep you quiet.

LAUREN

Can you help me get her back?

MAX

Look, I'd really like to...

Max can't muster the courage to venture a "but" as she looks
into the woman's imploring eyes.

MAX

...So I will.

Off which--

CUT TO:

INT. STUDY - NIGHT

Back at the computer console. Max indicates to Lauren the mug shot on the screen.

MAX

The shooter who tried to finish off
Logan... Works for Sonrisa, surprise,
surprise.

(reads)

Bruno Anselmo. Born 1990, served in
Iraq, dishonorable discharge, armed
robbery, assault, assault with a deadly
weapon, arson, attempted rape-- your
basic renaissance dirt bag.

But Lauren is too absorbed by worry to pay attention.

LAUREN

If I give myself up in exchange for
Sophy, would you make sure she's okay?

MAX

We're not going that route. Sonrisa's
not someone you make deals with.

LAUREN

What else can we do?

MAX

Like I said-- This isn't my regular line
of work so I'm making it up as I go.

Off Max--

CUT TO:

EXT. SONRISA'S ESTATE - PACIFIC HEIGHTS - NIGHT

A limo pulls up to the gate of an extravagant, faded
Victorian manor. The window goes down and the STEROID CASE
standing guard addresses the DRIVER.

DRIVER

Mayor Steckler to see Mister Sonrisa.

The guard shines a flashlight into the limousine, looks
inside warily at MAYOR LEOPOLD STECKLER, who squints into the

blinding beam of light. After a beat--

STEROID CASE

I'll need to search the trunk.

The driver pops the latch and the Steroid Case moves to the rear of the car.

In b.g. a bus rumbles past. PICK UP and STAY WITH the bus as Max, atop the vehicle, comes into view as she gets to her feet. The bus continues down the block and Max somersaults from the roof of the bus over the ten foot wall surrounding Sonrisa's estate onto--

INT. GROUNDS - NIGHT

Where Max lands and rolls onto her feet in a low crouch.

Security is tight as assorted armed personnel patrol the perimeter of the faded Victorian palazzo, where a party is underway. Max makes her way across the grounds but freezes as a mobile robotic security drone rolls across the grass towards her, sweeping the area with laser beams to detect intruders, much as a lighthouse scours the seascape with its beacon. Max dives to the ground just as the laser rakes where she had been standing. She rolls out of the way as another beam sweeps the ground.

She bolts toward the house, leaps and grabs a tree limb, swinging herself upward like an acrobat, barely clearing another beam. Max scales the tree, then jumps onto a balcony and disappears into an open window.

INT. MANSION HALLWAY - NIGHT

As Max climbs into an upstairs hallway, makes her way to a bedroom, pokes her head in, sees it's empty, then continues down the hall. In b.g. HEAR the sounds of the party downstairs. Max stops at the sound of voices and approaching footsteps, then dives into--

INT. BATHROOM - NIGHT

Where a bleached-BLONDE, late 20's, in a little red dress and fuck-me pumps (a look which, like cockroaches and Cher has survived the apocalypse) stands at the sink readying a syringe. Without looking up--

BLONDE

It's not what it looks like. I'm
diabetic.

The blonde looks up, sees Max, who looks out of place in boots, jeans, and black leather jacket.

BLONDE

Who are you?

MAX

Bruno's girlfriend.

BLONDE

Oh, yeah?

MAX

Yeah.

BLONDE

But see tonight wives and girlfriends
aren't invited.

MAX

No?

BLONDE

No... Cause tonight the girls are here
in a more or less professional capacity.
All of them work for me, and you don't...
Let's go.

The blonde starts to move Max toward the door.

MAX

Okay, okay. I can explain... You ever have to do something you really don't want to?

BLONDE

How I make my living, what's your point?

MAX

This.

Max hauls off and catches the blonde across the jaw with a roundhouse that lays her out cold.

CUT TO:

INT. MANSION HALLWAY - NIGHT

Max emerges wearing the red dress, shoes, and the little working girl purse slung over one shoulder. Going room to room, Max resumes her search for the missing girl.

INT. SONRISA'S MANSION - NIGHT

Max heads down the staircase to the main floor where the party is in full swing. Young women mingle with Sonrisa's

cronies, yes-men, puppets, etc. Max tries to look nonchalant as she navigates the room. She notices surveillance cameras placed discreetly around the room. As Max leans against the bar for a moment, one of the other girls, a slightly drunk REDHEAD, eyes her appraisingly, nodding approval.

REDHEAD

Girl, you work that dress.

Max smiles and then edges toward the other wing of the house in order to resume her search. As she approaches the corridor, a hand catches her by the arm.

VOICE (O.C.)

Don't rush off.

The hand belongs to the hitman, BRUNO ANSELMO.

BRUNO

Mr. Sonrisa saw you on the cameras. He wants you to come see him.

MAX

I'm on a break.

BRUNO

Guess again.

As Bruno catches her by the elbow and steers her upstairs.

FADE OUT.

END OF ACT VI

ACT VII

FADE IN:

INT. MANSION STUDY - NIGHT (DAY FOUR)

Max is ushered in as a poker game between EDGAR SONRISA and two other men is ending. A couple of escorts sit with Sonrisa's buddies, one of whom is the mayor, but he is alone. Behind him is an array of surveillance monitors, with views of the house and grounds. Sonrisa fans his hand on the table.

SONRISA

The only thing better than four queens
is...

(off Max's entrance)

...five. Over here next to me...for luck.

Max saunters over, and all eyes are on her.

MAX

Yeah, I can see to it your winning streak continues.

SONRISA

I'll bet you can.

(indicates chair next to him)

Sit.

She doesn't.

MAX

Not right now.

SONRISA

(amused, intrigued)

Not right now? Okay, when?

MAX

Right after you change your wardrobe, your personality and drop about thirty pounds.

SONRISA

Quite a mouth on a girl so young...

(grabs her wrist)

...but my guess is talking is not what it
does best.

MAX

Only way you're ever gonna find out is
reincarnation... Fact is, you are gonna
pay me, and I am gonna provide you with a
service.

SONRISA

I actually know how this works.

MAX

You're gonna pay me fifty thousand
dollars...

Sonrisa laughs hugely at the joke.

MAX

And I'm gonna give you Lauren Braganza.

Sonrisa stops in mid-laugh. His eyes go flinty.

SONRISA

(to others)

Give us a minute.

(escorts and poker players

hesitate)

OUT!

They leave, except Bruno. When the door closes, he pulls his pistol and trains it on her.

SONRISA

Check her.

Bruno slams her in the middle of the back and Max's hands slap, palms-down on the table. He holds the gun on her, then slides his free hand down her body, his fingers kneading the sheer dress, searching.

CLOSE-UP OF MAX as Bruno searches her out of frame. Max seems utterly unperturbed by what is obviously an intimate search.

SONRISA

Who are you?

MAX

What, you gonna put me on your Christmas card list?

Bruno searches her purse, pulls out the syringe, holds it up
for his boss to see.

SONRISA

(shrugs)

Why I always use condoms.

Bruno puts the works back in her purse.

BRUNO

No wire.

MAX

Now that that's out of the way... You
want the woman, here's how it works. You
pull fifty large out of your mattress or
wherever, and I make a call to bring her
in.

Bruno grabs her brutally by the hair, yanking her head back.

BRUNO

Or we can work on your face with a pair
of pliers for a couple of hours and you
tell us where she is.

MAX

Or we could go another way 'cause your
boss seems to like my face just the way
it is.

Sonrisa is fascinated now by this impudent creature. He nods
to Bruno who releases her.

MAX

The plan is I call her cell number to
okay a meet at a certain location.

Sonrisa considers this a moment.

MAX

Look, you're a player... I'm bringing you
this on a plate, and my fee is just the
normal cost of doing business.

SONRISA

(to Bruno)

Pull the cash.

BRUNO

I don't like this--

SONRISA

Get it.

Bruno crosses the room to a floor safe behind the bar.

SONRISA

So, how do you get the woman to come
to me?

MAX

I told her it's just business to you,
that all you want is a reasonable
solution to this. You give her daughter
back, she agrees to leave the country. I
play the guarantor, drive her down to
Mexico tonight, and put her on a train to
Brazil or wherever.

SONRISA

And she bought that?

MAX

I have sincere eyes.

Bruno comes back with a handful of ten thousand dollar
packets of hundreds.

SONRISA

Make the call.

MAX

She's gonna need to know that her little
girl's alright.

SONRISA

She's got my word.

MAX

She's gonna want to hear for herself.

Max hits the button on the speaker phone on Sonrisa's desk
and we HEAR a dial tone.

MAX

(dials)

Look, we gotta keep the momentum up here,
not give her a chance to think. If she
hears her kid's voice...

LAUREN (V.O.)

Hello...

MAX

Hang on, Lauren. We're conferencing in
Sophy.

Max gestures toward the box that it's his move. Sonrisa considers for a second, then goes to the phone, presses the conference button. We HEAR another dial tone as Sonrisa hits a speed dial button.

CLOSE ON MAX

her back to the phone, concentrating as she memorizes the rapid-fire series of beep tones. 5-7-5-0-8-1-8-3-2-0-3-4-6-1, then--

MAN'S VOICE (V.O.)

Yeah?

SONRISA

Put the kid on.

As Sonrisa hits the conference button, connecting calls--

CUT TO:

INT. WAREHOUSE - NIGHT

It's one of Sonrisa's men, his arm bandaged after sustaining a gunshot wound during the attack. Also present are five more of Sonrisa's men who've gone to the mattresses in the wake of the gun battle. The man proffers the phone to Sophy,

who hesitantly takes it, then--

SOPHY

Hello...

INTERCUT

INT. LOGAN'S APARTMENT - NIGHT

Lauren paces, overwrought, talking on a cell phone.

LAUREN

Sophy? Are you okay?

SOPHY

Mommy, where are you?

LAUREN

Don't worry, I'm coming to get you.

SOPHY

When?

LAUREN

Soon, baby.

SOPHY

Mommy, I'm scared.

LAUREN

There's nothing to be afraid of.

Everything's going to be alright.

INT. SONRISA'S OFFICE - NIGHT

As Sonrisa reaches over and taps the disconnect button--

LAUREN (V.O.)

I love y--

DIAL TONE. Sonrisa takes the money from Bruno and puts it in front of Max, but he rests his hands on top of it.

MAX

(indicating the money)

Can you put that in a bag or something?

SONRISA

You get it when I get her.

MAX

Okay...idea. Compromise, right? Bruno here comes with me. He holds the money until mommy shows up, then we close

escrow. What you do with her after I'm
gone doesn't keep me awake nights.

Sonrisa considers this a moment, then puts the money in a
manila envelope, tosses it to Bruno.

SONRISA

(to Max)

You better hope you're as smart as you
think you are.

Max just smiles and steers her pumps toward the door, Bruno
in tow. Only as she is walking out do we see what they
don't... Max breathes a huge sigh of relief that the play
worked and she's made it this far.

CUT TO:

EXT. MOTEL PARKING LOT - NIGHT

A car pulls in, Bruno at the wheel. He surveys what clearly
is a hot bunk house.

BRUNO

Look, that thing about the pliers, I was
just doing what the man pays me to do.
Ya know? Comin' off hard.

MAX

Yeah, sure, I understand.

Max bangs out of the car and heads toward the motel room, fishing for the key. Bruno draws the Sig from his waistband as he follows her into the room.

INT. MOTEL ROOM - NIGHT

Max turns on the light and Bruno scans the dingy room. Pistol at low-ready, Bruno quickly crosses to the bathroom and checks it, behind the door and shower curtain, and then looks in the tiny closet.

BRUNO

I never woulda done it. Probably not, anyway. I mean, I actually think you're pretty cool.

MAX

Yeah?

Bruno sits on the bed. He smiles. Smooths the crummy comforter with one hand.

BRUNO

You're attractive, you're smart. Stand
on your own two feet, know what I mean?
And you got a wicked sense of humor.
Man, you really zinged the boss a couple
times, it was all I could do--

MAX

(brightly)

Sooo...whattya think? Maybe after I
betray the woman who trusts me and you
take her and her daughter out and execute
them...we could go on a date. Play a
little miniature golf or somethin'.

Bruno's eyes narrow. He gets it.

BRUNO

Man, you got a bad attitude.

MAX

I like to keep it professional, that's
all.

Bruno starts screwing a big sound suppressor onto the barrel
of his Sig.

BRUNO

Fine. So call her. Get her over here.

MAX

Actually, that's not gonna be necessary.

BRUNO

What?

MAX

That's not why we're here.

BRUNO

What the hell are you talkin' about?

Call her.

He throws the room phone toward her forcefully. Max catches it, and rests it in her lap.

MAX

Geez, you are so stupid the word special comes to mind. They recruit you off the short bus?

Bruno raises the pistol, his body rigid with anger.

BRUNO

Call the skank now or I start

redecorating.

MAX

You haven't figured this out yet, have you? You walk in here thinking you're gonna cap her then cap me and take the money back to your boss with your tail wagging... But see it's really the other way around. You think I'm the whack, when actually you're the whack.

Bruno glances around, feeling danger all around him. This is getting weird.

MAX

See what you don't know is you're already in the last two minutes of your life.

BRUNO

You're in the last two seconds, you don't cut the crap.

Keeping the gun trained on her, he crosses to the front window and looks out between drape and window frame. No movement in the parking lot. He flips off the light.

MAX

Sonrisa had no choice but to call me in,
'cause you lack the professional edge,
Bruno. Any real pro would've popped me
already, the second he saw this thing
going sideways, and you're still standing
there figuring out what to do. It's
pathetic.

Bruno, enraged, straightens his arm to fire at her, but--

He goes into SLOW MOTION and--

Max is blurring sideways as the bullet rips a hole in the air
where she just was and--

Bruno, as if underwater, tries to re-aim, but--

Max is on him, twisting his arm until the gun is wrenched
free.

MAX

See. Pathetic.

She bitch-slaps him backhand, then hands the gun back to him.

MAX

Come on, you're not even trying.

Bruno looks at her stunned for a second. Then he whips the gun up--

But he decelerates in SLOW MOTION as--

Max leaps past him and--

The silenced gun coughs PFFT! PFFT! PFFT! trying to track her, but--

She lands behind Bruno and catches his gun arm as he spins toward her, wrenching his arm behind his back and painfully extracting the gun a second time. She tosses it on the floor.

Then she spins him away from her, stopping him at arm's length...an unwilling dance partner.

MAX

Bruno, Bruno, Bruno. Is that all you've got?

She yanks hard, flinging him across the bed into the nightstand. He comes up like a gutshot bear, eyes full of fury, and lunges at her--

Max drops him with one sweeping kick.

MAX

The man was right, you are a liability.

Max pulls a lamp off the dresser and starts hog-tying him with the cord.

MAX

You can hardly blame him, the way you've been taking care of business...or should I say, not taking care of it.

BRUNO

(face down in the carpet)

What're you talkin' about?

MAX

I'm hired to do a piece of work, my mark goes down and stays down. Your's makes it to the hospital where you then gotta go finish the job. Only the cops got the whole thing on video tape.

BRUNO

That's a lotta crap.

MAX

Security camera got you coming outta the stairwell, weapon in your hand, going to room one-oh-four and greasing the patient. It's embarrassing to the professional community, is what it is.

BRUNO

How come I never hearda you before?

MAX

I'm outta Portland. Sonrisa didn't want local talent.

She picks up the money off the bed and holds it in front of his nose.

MAX

This is what your life's worth, Bruno.

BRUNO

But the boss knows I always been loyal.

MAX

He's got exposure. He sees you starin' at fifteen to life, there's a chance you could roll over, cop a plea, who knows?

Man's figured the odds...and he can't
take a chance.

Max reaches down, unbuckles his pants and pulls them down.

MAX

Ass like your, I can see why he's
worried you'll punk.

BRUNO

What the hell are you doing?

MAX

(re: tattoo on his ass)

Who's Camille?

BRUNO

None of your business.

MAX

This won't hurt. Triple dose of insulin,
you'll go into a coma, couple minutes
you'll stop breathing and on a busy
night, the coroner will probably mistake
it for an O.D. Plus, it's way classier
than blowin' your brains out.

Max turns away, retrieves the insulin and works from the hooker's purse, then doses up the syringe. She keeps one eye in the mirror to watch Bruno, who is eyeing the gun lying near him on the floor.

He wriggles free and makes his move as Max turns toward him. Bruno comes up with the gun and Max feigns surprise, leaping for the door. Bruno staggers, falls, his pants around his knees, hands tied. He struggle back up, cranking off a round as Max bolts out into--

EXT. MOTEL PARKING LOT - NIGHT

Max sprints across the parking lot, Bruno in pursuit, still struggling with his trousers. He squeezes off another round which Max ducks as she heads for the motel swimming pool. Max looks back as Bruno fires again. Max spins, howls in pain as if hit, and falls backward into the pool, her inert form sinking in the black water.

Bruno walks up to confirm the kill. Cinching up his pants, he sits on the diving board, pistol loose in one hand as he eyes Max's body at the bottom of the deep end. He lights up a cigarette, his hands shaking. He takes a drag and sits.

FADE OUT.

END OF ACT VII

ACT VIII

FADE IN:

EXT. MOTEL - NIGHT (DAY FOUR)

Bruno finishes his smoke, looking at Max's inert form at the bottom of the pool as he works himself up, sputtering under his breath.

BRUNO

Double-crossing sonuvabitch thinks I'd
roll on him... I'm gonna do a helluva
lot more than that.

He angrily throws the cigarette into the water, then crosses the parking lot to his car, gets in and drives off.

After a beat, Max surfaces. Seeing the coast is clear, she glides to the edge of the pool, pulls herself out and runs back into--

INT. MOTEL ROOM - NIGHT

Max races in, frantically dials the phone. After a beat--

MAX

This is your punk-ass client...

INTERCUT:

INT. VOGELSANG'S OFFICE - NIGHT

Vogelsang, his ear to the phone--

MAX (V.O.)

I need a favor... I need you to trace a
number for me.

VOGELSANG

Sure you wanna be havin' this
conversation over the phone?

MAX (V.O.)

Just do it... Five-seven-five-oh-
eight...

FLASHCUT

Max memorizing the beep tones in Sonrisa's office.

MAX (V.O.)

...one-eight-three-two-zero.

As Vogelsang taps the number into his computer.

VOGELSANG

Whoa...whoa...slow down...three-two-what
was it?

CUT TO:

INT. SURVEILLANCE VAN - NIGHT

Lydecker hovers over a technician monitoring the phone call.

He listens intently, his eyes flashing with excitement.

MAX (V.O.)

Zero... C'mon, Dan I don't have all day.

VOGELSANG (V.O.)

Got a pencil?

MAX (V.O.)

Just give it to me. I'll remember.

VOGELSANG (V.O.)

One-seven-four-nine-five Natoma.

MAX (V.O.)

I'm on my way.

As Lydecker flies into action.

CUT TO:

INT. VOGELSANG'S OFFICE - NIGHT

VOGELSANG

Your best bet's probably to take Fremont
to the second light--

But the phone clicks in the P.I.'s ear as Max hangs up.

INT. MOTEL ROOM - NIGHT

As Max races out the door.

CUT TO:

EXT. ALLEY - NIGHT

Max, changed now into her signature midnight-creep outfit,
cruises her motorcycle quietly to a stop in the shadows. She

dismounts, her manner alert and wary.

EXT. WAREHOUSE BUILDING - NIGHT

BOOM DOWN

off a sign reading "Natoma Street." A dark figure emerges from an alley and moves quickly across the street.

MOVING WITH MAX as she crosses to a deeply shadowed door of the warehouse. She scans the empty street, looking up at the buildings around her. There is nobody in sight.

Max pulls out her picking tools and goes to work on the lock, all the while listening and scanning around her. Car headlights from two blocks away sweep across her. She turns toward it and--

CLOSE UP ON MAX

We briefly see her eyes light up with the green cat retina reflection. The sound of the car fades, and she turns back to her work.

NIGHTVISION

The street is bright as day and lurid green. It is from high

up, and definitely NOT Max's POV, because Max is a small figure completely visible hunched in the doorway, working on the lock. She gets the door open and slips stealthily inside.

TIGHT ON SCOPE as it is lowered, revealing Lydecker.

LYDECKER

I want a full perimeter seal. And nobody goes in until I say.

WIDER, showing that Lydecker is addressing the leader of a contingent of black-clad FEDERAL TACTICAL OPS OFFICERS who are crouched along the roof parapet wall of a building across the street from the warehouse.

TAC LEADER

It's one girl. Why don't we just take her when she walks out the door?

LYDECKER

Listen to me carefully. When you have the streets locked off in front and back, plus the alleys on both sides, and when you have a man on every door, window, airvent, mail slot and rathole around this building, you come back and tell me

you're ready. Okey-dokey?

TAC LEADER

Yes sir.

He turns away, speaking rapidly into his walkie and--

IN THE STREET BELOW, three unmarked black vans pull up quickly.

TIGHT ON BOOTED FEET hitting the pavement.

WIDER as squads of Tac-Ops team members pour out and run on silent soft-soled shoes to positions around the building.

VARIOUS ANGLES as the Tac-Ops squads deploy with hand signals, moving like well coordinated ninjas. They are anonymous in their black fatigues, ballistic vests and gasmasks. They carry submachine guns, and their utility harnesses are dressed with flash-bang and gas grenades.

INT. WAREHOUSE - NIGHT

Max moves silently through the aisles of stacked packing cases. She peers around the corner at the office block of the warehouse, which is an island of fluorescent light in the dark gallery. Inside, Sonrisa's men are lounging around.

As if sensing something, she peers into the darkness behind her, then turns and studies Sonrisa's men.

INT. OFFICE - NIGHT

The muscles squad are watching two fighters beating the crap out of each other on HBO. None of them are more than a few feet from a machine gun or a shotgun.

LEAD THUG

Get in there you mutt! Hit 'em again.

You pussy!

In a darkened officer next door, Sophy lies awake on a bed, her tiny wrists handcuffed to the frame. She has been crying, but she is out of tears.

EXT. WAREHOUSE - NIGHT

Dark figures move in the shadows. Climbing quietly up fire escapes. Moving rapidly to take up positions at windows and loading doors. On the roofs above, Tac-Ops guys hustle into position and scan the area with nightvision scopes. It's like a high tech version of the end of Butch Cassidy.

WE FOLLOW a lone Tac trooper as he cat-steps along a second

floor landing. He moves up on a filthy window and peers into the black opening where the glass has been smashed out. He flips down his nightvision, attached to a band above his gasmask, and scans the interior.

NIGHTVISION POV of the warehouse interior. We see the office area, and Sonrisa's men inside. The green nightvision pans, sweeping the aisles of the warehouse for a glimpse of Max. Suddenly the image goes dark.

ANGLE ON the Tac trooper from inside the window. A hand is blocking his goggles. Max's hand. She is just inside the window, pressed up against the wall, black on black in the shadows. The trooper whips his goggles up to look and--

WHAM! She raps the guys head sideways into the brick windowframe, then grabs him fast and yanks him inside. Max eases him to the balcony floor, looking around. She waits in the darkness to see if anyone has heard, then turns her attention to the fallen Tac-Ops trooper.

INT. WAREHOUSE - NIGHT

The kidnap team are into the fight.

LEAD THUG

Go! Go! Aw jeeez, did you see that?

You're a waste'a clothes, you punk. I
give up.

EXT. WAREHOUSE - NIGHT

CLOSE-UP LYDECKER

as he speaks into the microphone--

LYDECKER

Standby. Full breach on my count.

Three, two--

INT. WAREHOUSE - NIGHT

KA-BLAM! The doors are blasted inward by squads with steel
battering rams.

BLAM! BLAM! BLAM! Three flash-bangs go off, blinding
Sonrisa's men in the office. Tac guys pour into the building
from all directions. Tac-Ops Leader yells at the top of his
lungs--

TAC LEADER

Federal Officers! On the floor! Now!

But Sonrisa's men are serious hardasses. Shotguns, pistols

and machine guns come up and--

All of a sudden the Tac guys are facing a phalanx of heavy iron. Way more than they bargained for.

TAC LEADER

Drop your weapons! NOW!

LEAD THUG

No! You drop yours!

TAC LEADER

DROP THE WEAPONS!!!

LEAD THUG

Whyn't you come and get 'em!!

INT. OFFICER ADJACENT - NIGHT

A Tac-Ops officer crosses rapidly in a crouch-run to Sophy and unlatches the handcuffs. Sophy is scooped up off the bed, just as--

BADDABAM!! All hell breaks loose in the next room. Flying glass, hunks of exploding plaster and flashes of gunfire pursue the dark figure running out of the office with the little girl tightly cradled.

TIGHT CUTS

of gangsters firing. The Tac guys blasting back. One fires rounds from a rotary gas grenade launcher KACHUNK! KACHUNK!

Shouting and pandemonium in the swirling tear gas, lit by flashes of gunfire and flash-bang grenades. We hear the Tac-Ops guys yelling at the gangsters, the gangsters yelling at the Tac guys. Running figures in the smoke.

TRACKING BACK

with a single Tac team member who emerges from the roiling gas carrying Sophy. We MOVE IN, and see Max's eyes behind the gas-mask. Sophy is coughing from the gas. The CAMERA WHIPS AND FOLLOWS as Max strides toward the open door.

EXT. WAREHOUSE - NIGHT

More Tac-Ops men are running toward the fight, heading in the door as Max emerges. They don't look twice at her.

TRACKING WITH MAX

as she walks away from the door.

REVERSE, HER POV IN SLOW MOTION

as a figure standing right in front of her turns. It is the man who killed her sister Eva, who shot her right in front of Max at the Genedyne lab all those years ago... Lydecker.

CLOSE-UP OF MAX

her eyes full of a sudden, unreasoned fear. She is about to pass this man who has haunted her seizure-dreams for eleven years, and time seems to dilate infinitely.

Lydecker looks right at her, seems to look right into her eyes, into her soul. Then he glances down at the coughing little girl, and turns his attention toward the building. He doesn't even see her.

Max walks on, unchallenged, OUT OF FRAME.

INT. WAREHOUSE - NIGHT

The Tac-Ops team closes in on the remaining gangsters. The lead thug, kneeling behind a desk amongst shattered glass and plaster, throws out his empty Mac Ten, still yelling belligerently.

LEAD THUG

Alright! Alright! Alright! Jeeezz!!

A crowd of black figures swarm over him, slamming him into the ground.

EXT. WAREHOUSE - NIGHT

CLOSE-UP OF LYDECKER

now in REAL TIME. Seen from behind, his black gloved hand holding up his walkie-talkie.

LYDECKER

Tac-One, what's your status? Do you have her or not?

TAC LEADER (V.O.)

Negative. We do not have the subject.

Repeat, we do not have the subject.

Lydecker turns slowly, toward CAMERA...looking in the direction Max went. His eyes narrow with a dawning realization. WE HEAR Max's motorcycle revving quickly through the gears as it screams off into the night.

CUT TO:

EXT. SONRISA'S MANSION - NIGHT

Bruno's car pulls up to the main gate. He addresses the
GUARD--

BRUNO

Need to see the boss.

GUARD

He doesn't wanna be disturbed.

BRUNO

It's kinda important.

GUARD

(shrugs)

Sorry.

Bruno nods, resigned, puts the car in reverse, turns around as if backing up, then suddenly grabs the guard by the shirt collar, pulls him into the car and closes the electric window on his neck.

The car screeches backward, dragging the guard into the middle of the street. Bruno punches him in the face, then opens the window and the guard collapses in a heap, unconscious. Then Bruno blithely shifts gears and drives

onto the grounds of the estate.

CUT TO:

INT. MANSION STUDY - NIGHT

Throughout the following, on the bank of monitors in b.g. see Bruno, moving monitor to monitor as he makes his way from the front door, through the house toward Sonrisa's study. Meanwhile, the redhead, her hair pulled back in a long braid, sits in a chair, rolling her head languidly as Sonrisa stands behind her rubbing her neck with one hand, a snifter of brandy in the other.

CLOSE ON REDHEAD

as Sonrisa sets down his drink.

REDHEAD

Right there... Oooh, that feels good.

And then there's a sound-- a distinct SNIP. The girl sits up with a start, looking at horror at Sonrisa, a pair of scissors in one hand, her braid in the other.

SONRISA

I like you better this way.

CUT TO:

INT. HALLWAY OUTSIDE STUDY - NIGHT

Bruno stops at the door, grabs his weapon, then reaches for the door knob.

CUT TO:

EXT. MANSION - NIGHT

Max is on her motorcycle, Sophy on the back. As the motorcycle glides past the mansion, see two FLASHES of blue light in an upstairs window accompanied by the sharp REPORT of gunfire. As Max and Sophy head off into the night--

DISSOLVE TO:

EXT. STREET - NIGHT

CLOSE ON A TRAFFIC LIGHT

as it turns red. PAN DOWN to Max and Sophy as their motorcycle rolls to a stop at an intersection adjacent to Logan's building.

Sophy sees something, clammers off the bike and runs toward her mother, who's exiting Logan's building down the block.

SOPHY

Mommie...

Lauren looks up, sees her little girl and races toward her with outstretched arms.

LAUREN

Sophy...

From a remove that is both emotional and physical, Max watches as the mother scoops her child up into her arms and just holds her, tears streaming down her face. After a long moment, Lauren looks over to Max, offering a simple--

LAUREN

Thank you...

But Max has taken off down the street, popping a wheelie for a block or so before she disappears into the night. Off Lauren and Sophy as we--

DISSOLVE TO:

INT. JAM PONY X-PRESS - DAY (DAY FIVE)

CLOSE ON TV

Footage of Sonrisa's mansion taped off as a crime scene.

REPORTER (V.O.)

Businessman Edgar Sonrisa was cut down in
a hail of gunfire at his Pacific Heights
mansion late last night.

PICK UP and STAY WITH a MESSENGER who enters with a box
tucked under one arm. He crosses through the throng of
employees getting their morning assignments from Normal at
dispatch.

REPORTER (V.O.)

Eyewitnesses identified the assailant as
thirty-two year old Bruno Anselmo who
died at the scene when bodyguards for the
reputed crime boss returned fire. Police
are investigating.

MESSENGER

Delivery for Jam Pony. Need a signature.

Normal signs the form.

MESSENGER

That'll be a hundred twenty seven
dollars.

NORMAL

For what?

MESSENGER

C-O-D.

(off the form)

From Ratterman's Mortuary.

NORMAL

You're mistaken--

MESSENGER

No...

(checks the form)

Thelonius Argentary at this address.

A.K.A.

That's Theo in there?

A.K.A. reaches for the box.

MESSENGER

Not until I get my money.

All eyes fall on Normal who grows uncomfortable under the gaze.

NORMAL

What're you lookin' at me for? I'm not his next of kin. Anyway, I don't got that kind of cash lyin' around.

HERBAL

Theo rode for this place a long time, man.

With that Herbal Thought picks up a waste basket, dumps it's contents on the floor, tosses a wad of bills into it and passes it along. FOLLOW the waste basket as it goes hand to hand. PAN across the somber faces of Sketchy, Druid, A.K.A., Three-sixty and finally Max, each one contributing whatever's in their pockets. Normal finally relents, fishes for some cash and reaches toward the basket. But Herbal Thought catches his arm.

HERBAL

Keep your money, mon. We can take care of our own.

Max hands the basket to the messenger, takes the box of

ashes.

MAX

I'll make sure this gets to his family.

She goes.

SKETCHY

Gonna miss Theo.

DRUID

(nods)

A righteous dude.

After a beat--

SKETCHY

So, who gets his bike?

Off which--

DISSOLVE TO:

TWO MONTHS LATER

INT. LOGAN'S APARTMENT - DAY

Logan in a wheelchair at his computer console, as he finishes pixelating his next computer hack to obscure his identity.

LOGAN (V.O.)

This has been a Video Free America
bulletin via the Eyes Only Informant
Net... Peace.

He senses something and turns his wheelchair to see Max.

MAX

See you're back and still rocking the boat.

LOGAN

Somebody's got to.

He just looks at her, then after a beat--

MAX

I would've come sooner, but...I didn't...
How're you doin'?

LOGAN

Not in any pain...the good and bad news
of a blown out spinal cord.

MAX

I'm sorry.

LOGAN

My mother used to say the universe is right on schedule. Everything happens like it's supposed to.

MAX

You believe that?

LOGAN

I've never been much for trying to understand why bad things happen, I just know they do. So the job's to figure out how to deal with the consequences. Which you did... You took that sonuvabitch out.

MAX

(modest)

Well, not me personally.

LOGAN

On accounta you, Sonrisa didn't get to buy off the jury, or kill the judge. He's gone. Once and for all. It was war, Max, and you won.

MAX

That's what soldiers do, right?

Logan hands Max a box.

MAX

What's this?

LOGAN

Open it.

She opens the box, pulls out the Egyptian statue.

LOGAN

It turned up on the black market. One of my sources thought I might be interested.

MAX

(clearly moved)

I don't know what to say.

LOGAN

Deeds, not words. I need your help.

As he wheels himself over to his computer--

LOGAN

Forty-seven people drowned last night off the coast of Vancouver after paying smugglers twenty thousand apiece to get into Canada so they could get work in order to eat. Only they got marched overboard at gunpoint instead.

MAX

Look, thank you for this but--

He hits a button on his computer keyboard, scrolling through photographs of young girls.

LOGAN

These girls, kidnapped during the last month and sold overseas to the highest bidder. The oldest is twelve. The youngest about the same age you were when you escaped.

MAX

And I feel real bad about all that but it doesn't mean I need to get involved.

LOGAN

You are involved. By being alive you're involved.

MAX

We're quoting Mom again.

LOGAN

Maybe we got screwed outta living in a time when we could sit in a cafe, sipping our lattes wearing two thousand dollar wrist watches while we plan our next vacation. But the world got a whole lot meaner all of a sudden. Wasn't s'posed to, but it did. And it's back to the law of the jungle. You got your predators and you got your victims.

MAX

And you still think you can do something to change that.

LOGAN

With your help.

MAX

Civilization as we know it is unraveling before our eyes. But Logan and Max, with a song in their hearts are gonna march into battle to keep that from happening.

LOGAN

And whether you want to believe it or not, you already fired the first shot.

(then)

On another matter, Federal Corrections used to keep records on distinguishing marks-- scars, tattoos. I did a search and came up with this.

He hands her a picture of a bar-code on a man's neck. Then a mug shot--

INSERT ON THE PHOTO

a handsome kid, late teens.

Max studies it, her eyes well up with tears.

LOGAN

That was taken nine years ago... I.D.'d as Michael Hanover. Sentenced to 18 months in the state penn at Rawlins, Wyoming for armed robbery. He escaped from custody after 4 days. Hasn't been seen or heard from since.

MAX

Zack... He made it... He's alive...

Off Max--

DISSOLVE TO:

EXT. GOLDEN GATE BRIDGE - NIGHT

Once again seated atop one of the towers of the Golden Gate Bridge, the city of San Francisco glimmering in the background. Max is lost in thought, then after a beat--

MAX (V.O.)

I knew it... I always knew he was out there somewhere...

After a long beat, she sighs, then--

MAX (V.O.)

Meanwhile, I got Logan on my ass about these people and all their problems and how screwed up the world is and how we gotta go out there and turn the mother around... Like I even care.

Then Max turns, looking off into the night sky, her dark eyes

flashing, her hair alive in the wind as we--

FADE TO BLACK.

THE END