

Max Smart:
Agent of
S.H.I.E.L.D.

David Meadows

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Max Smart created by Mel Brooks and Buck Henry
S.H.I.E.L.D. created by Stan Lee and Jack Kirby.

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Page One

The page is divided into thirds, three equally-sized panels one above the other.

Panel 1

The S.H.I.E.L.D. Helicarrier hovers in a blue sky. A couple of F16 jets are flying close air patrol (to put the scale of the 'carrier into perspective).

1: Caption

The Helicarrier.

2: Caption

Mobile base of operations for the Supreme Headquarters International Espionage Law-enforcement Division.

Panel 2

Same view of the Helicarrier. But now its front end is tilted up at a 45-degree angle. One of the F16s is banking sharply to avoid a collision.

3: Scream (from Helicarrier)

Yaaaarrrrggggghhhhhhhh!!

Panel 3

Back to a normal view of the Helicarrier, flying level.

4: Voice (from Helicarrier)

Sorry about that, Chief.

Page Two

Title and credits go on this page:

MAX SMART: AGENT OF S.H.I.E.L.D.

Writer: David Meadows

Artist:

Max Smart created by Mel Brooks and Buck Henry

S.H.I.E.L.D. created by Stan Lee and Jack Kirby.

Panel 1 is the main panel on the page, giving space to properly show the main characters and include the title and credits. Panels 2 and 3 are smaller panels below it.

Panel 1

A high-tech control room in the interior of the Helicarrier. In the foreground are two figures: the CHIEF is on his knees with his arms wrapped around the back of a console chair, holding on for dear life. MAX SMART stands next to the console, looking down at it with a thoughtful expression. Both men wear their normal, slightly dated, business suits. In the background various S.H.I.E.L.D. technicians sit at various consoles and give Max murderous looks.

1: Max

So-o-o, that was NOT the elevator call button!

Panel 2

Max and the Chief look round at the voice coming from off panel.

2: Voice (off panel)

Awlright, which one of ya goldbricks did THAT?

Panel 3

COLONEL NICK FURY confronts Max and the Chief. Fury is dressed in his standard S.H.I.E.L.D. blue uniform bulging with equipment pouches and a huge sidearm. It should make a dramatic contrast to Max and the Chief in their formal suits. Fury and the Chief eye one another warily, as potential rivals might.

3: Chief

Fury.

4: Fury

Chief. Awlright, let's get this show on the road.

Page Three

Again panel 1 is a big panel with 2 and 3 smaller panels below it.

Panel 1

Five figures sit around a circular conference table. The table-top shows a big S.H.I.E.L.D. logo (though this can be scrapped if the artist doesn't want to draw it in every panel). There are several switches on the table top in front of Fury.

On one side of the table sits Max and the Chief. Facing them is Fury and two women. On Fury's left is NATASHA ROMANOFF, aka the BLACK WIDOW. On Fury's right is SHARON CARTER aka S.H.I.E.L.D. AGENT 13. The women wear skin-tight all-over costumes – Natasha's is all black and Sharon's is all white.

1: Fury

Chief, I think you know my top agents the Black Widow and Agent 13. Ladies, this is the Chief of Control.

2: Chief

Ladies, Colonel Fury, this is Maxwell Smart, Control Agent 86.

3: Max

Good day Colonel, ladies.

4: Chief

Now, on to the matter in hand. Control agents have—

Panel 2

Just a view of Max and the Chief as Max is holding up his hand to stop the Chief.

5: Max

Just one moment, Chief. Before we continue, I demand we use the Cone of Silence!

6: Chief

No, Max, NOT the Cone of Silence!

7: Max

Standard procedure requires it. You don't want S.H.I.E.L.D. to think Control can't follow procedure, do you?

Panel 3

Close-up of Fury flipping a switch. We should be able to read the logo on the control panel: "STARK TECH".

8: Fury

Relax, Chief. S.H.I.E.L.D. tech is way ahead of the junk Control uses.

9: SFX (switch)

click

Page Four

Panel 1

A wide view of the table again. The five agents are covered by some form of glowing energy field – whatever the artist thinks will look good on the comic page. They are all talking and looking very agitated.

1: Max

Wah wah wah-wah mmm-mmmmp!

2: Chief

Ummmm wummmm wahhh wah!

3: Natasha

Ah-wahh wahh wahh wa?

4: Fury

Wahh blab la bla-ba!

5: Sharon

Wah wooo wah wha?

Panel 2

Same view. Fury's finger is flipping the switch again and The "Cone of Silence" has vanished.

6: Max

--otocol demands!

7: Chief

--off, turn it off!

8: Natasha

--etter tech in old Soviet Union!

9: Fury

--onna kill Stark!

10: Sharon

-- stupid idea was that?

Panel 3

View of the Chief and Max, the Chief mopping his head with a handkerchief as he talks.

11: Chief

All right. As I was explaining, a Control informant has uncovered an Advanced Ideas Mechanics base in Washington. Federal protocol requires us to inform S.H.I.E.L.D. in all cases where A.I.M. is involved—

Panel 4

Opposite view showing Fury and his agents.

12: Fury

Ya did right, Chief. Sharon and Natasha will take the mission from here.

Page Five

Panel 1

A wide view of the conference table.

1: Max

No can do, Colonel!

2: Chief.

Max is right. Our informant will only talk to a Control agent. This will have to be a joint mission. Max and one of your agents.

Panel 2

Back to a view of Fury and his agents. Sharon and Natasha's captions are overlapping, signifying simultaneous speech.

3: Natasha

Sharon can go!

4: Sharon

Natasha can go!

Panel 3

Same view. The women are glaring at each other past Fury.

5: Sharon

Age before beauty!

6: Natasha

Why you--!

Panel 4

Max is once more holding up his hand in a "stop" gesture.

7: Max

Ladies, ladies!

8: Max

I am flattered that you are fighting over me, however there is only one good way to decide who will go on this mission.

Panel 5

A view of Natasha, Fury and Sharon from Max's POV. We see Max's finger pointing at one of the women.

9: Max

Eeeny meeny...

Page Six

Panel 1

Max and Sharon sit in Max's open top car. Max is in the driving seat. The car sits in a large, empty room inside the Helicarrier.

1: Disembodied radio voice

Hanger six, prepare for launch on my mark in three, two...

2: Max

Agent 13, you are about to see the pinnacle of superior Control technology.

Panel 2

Exterior view of the underside of the Helicarrier. A hatch has opened and the car is dropping vertically through it.

3: Disembodied radio voice

One...launch!

Panel 3

The car's wheels have done that sideways flip thing that S.H.I.E.L.D. flying cars do and it is now zooming away from the Helicarrier (which we see in the distance in the panel background). As it's an open-top car, Sharon's hair is streaming behind her in the (considerable) wind. She is shouting to make herself heard above the wind.

4: Sharon

Max, when Control decided to make a flying car don't you think they could have included a TOP?

5: Max

Agent 13! This car is a classic!

Panel 4

The car is flying away into the distance from our POV.

6: Max

I always say: if something's worth doing , it's worth doing with STYLE.

Panel 5

The car is even further in the distance.

7: Disembodied radio voice

Operator. What number do you require?

8: Max

Operator. I was merely attempting to BANK RIGHT and accidentally triggered my steering wheel phone.

9: Max

Sorry about that, Agent 13.

Page Seven

Panel 1

Sharon and Max are standing by a street corner, observing something off panel. We can see that Sharon has a huge holstered sidearm and her belt bulges with equipment pouches.

1: Caption

Washington D.C.

2: Max

See that pawn shop, Agent 13? The proprietor is our informant.

3: Sharon

What's your approach, Max?

4: Max

Strictly by the book, Agent 13. I shall give the Control recognition password and wait for his counter-sign.

Panel 2

Max and Sharon are in a pawn shop. It's full of junk. A man stands behind the counter.

5: Max

Good afternoon. I am here to "reclaim MY MAP OF CUBA"!

6: Proprietor

We're closing.

7: Max

I said, "RECLAIM MY MAP OF CUBA".

Panel 3

Close-up of Max facing the proprietor.

8: Max

Do you perhaps want to ask me about CIGARS?

9: Proprietor

Nope.

10: Max

Are you QUITE sure?

11: Proprietor

Yep.

Panel 4

A wider view of the shop interior. Sharon has moved off to one side and is looking through an open doorway into the back of the shop.

12: Sharon

Max, he's not the proprietor!

13: Max

Thank you, Agent 13, but I HAD already deduced that.

Panel 5

The "proprietor" is drawing a gun on Max – a big ray gun. At the same time, two A.I.M. goons are bursting from the back room to grab at Sharon. We can tell they are A.I.M. because they wear the yellow coveralls and stupid bucket helmets.

No dialogue.

Page Eight

Panel 1

Max is grappling with the "proprietor's" gun arm. In the background, Sharon is using martial arts moves on the other two—punching one and kicking another.

1: Sharon

I had a hunch this wouldn't be so easy!

Panel 2

Max is still grappling. One of Sharon's opponents is now on the floor and she's kicking the second.

2: Max

A good agent never relies on hunches, Agent 13. A good agent relies on PROCEDURE!

Panel 3

The "proprietor" has shoved Max to the floor and is running out through the door to the back room. Sharon is punching one of the A.I.M. goons on the floor.

3: Sharon

Max, stop him!

Panel 4

Sharon is making to follow the escaping man but Max holds her back.

4: Sharon

He's getting away!

5: Max

On the contrary, Agent 13!

Page Nine

Panel 1

Max pulls a small device from his pocket.

1: Max

Under the pretext of struggling, I slipped a Control tracking bug into his shirt pocket.

2: Max

This little baby will lead us RIGHT back to his base!

Panel 2

They both look down at the screen of Max's tracking device.

3: Sharon

That's pretty cunning, Max.

4: Max

Please, Agent 13. Just standard procedure for a highly-trained Control agent!

5: SFX (tracker)

beep beep beep

Panel 3

Close up of the screen Max is holding. We see a small moving light on the display.

6: Max

Now as you see he is moving from the rear of the building.

7: SFX (tracker)

beep beep beep

8: Max

Around to the side.

9: Max

Round to the front.

10: Max

Strange. I wonder why—

Panel 4

Sharon dives into Max, throwing them both to the floor behind the shop counter, as a ray beam passes through where Max was standing.

11: Sharon

Down!

12: SFX

ZZZZAP!

Panel 5

From behind the counter, Sharon pops up and fires her S.H.I.E.L.D. ray pistol back towards the front of the shop. We don't see the man she hits but it sounds like an obvious hit.

13: SFX

ZZZAP!

14: Scream (off-panel)

Arrrgh!

Page Ten

Panel 1

Max is standing and dusting himself off. Sharon keeps her gun aimed warily at the front of the shop.

1: Max

Congratulations, Agent 13, you have just killed our only lead.

Panel 2

Max gestures at the floor where the two A.I.M. guys were lying after their fight with Sharon – they are no longer there.

2: Max

And the other two made their escape while you were manhandling me to the floor.

3: Sharon

Saving your LIFE you mean!

Panel 3

Sharon is moving into the back of the shop. Gun still out.

4: Sharon

Come on, they may have left some clues.

Panel 4

In the back of the shop, Max and Sharon look down at a body lying on the floor. He is bleeding from a fatal wound.

5: Sharon

Looks like they got to your informant.

6: Max

Poor guy.

7: Informant

Ohhhhh...

Panel 5

Max and Sharon kneel next to the dying man.

8: Sharon

He's still alive!

9: Max

But not for long!

10: Max

"I am here to reclaim my—"

Page Eleven

Panel 1

The dying man has reached up and grabbed Max's labels to pull him closer.

1: Informant

The A.I.M. base is... under the lat...

2: Max

What? Under the latrine?

3: Informant

Under the lat...

4: Max

Under the Late Show studio?

5: Informant

The lat...Latverian embassy...uhhh....

Panel 2

The man is dead. Max and Sharon still kneel next to the body.

6: Max

I knew it!

7: Sharon

Well that's it. Mission accomplished. Let's turn this information over to Fury and—

Panel 3

They are standing.

8: Max

Think, Agent 13! Colonel Fury can't just send a S.H.I.E.L.D. tactical squad into the Latverian embassy! What if the information is false? The last thing we need is a diplomatic incident!

9: Sharon

I guess you're right. So what do you propose we do?

10: Max

Good agents never GUESS, Agent 13! And as for what we do, why it's simple...

Page Twelve

Panel 1

An establishing view of the exterior of the Latverian embassy. It's a big, imposing building in the neo-classical style, with the face of Doctor Doom staring at us from a huge banner.

1: Max (voice-over caption)

"We infiltrate the Latverian embassy ourselves and verify the information. THEN we call Colonel Fury."

2: Caption

The Latverian embassy, Washington D.C.

Panel 2

Max and Sharon hide by a concrete pillar in an underground car park. There are a few cars around but it's otherwise deserted. They are looking at a secure door at the far end of the car park. In front of the door is a guard. We can't see him properly at a distance as he wears a trench coat and a military-style cap pulled low over his face but we can see he's massively built with big wide shoulders. He holds an energy rifle crossed in front of him.

3: Sharon

That's our best way in. But we need to take out the guard without him raising an alarm.

4: Max

A tall order.

5: Sharon

You can say that again.

6: Max

A tall order.

Panel 3

Max looks Sharon up and down.

7: Max

Agent 13, I hate to ask, but this may be an occasion where you will have to employ your feminine wiles.

Panel 4

In a wide view, we see Sharon openly walking towards the guard.

8: Max (voice-over caption)

"If you can distract him long enough for me to sneak around to his flank..."

Page Thirteen

Panel 1

We see Sharon from the guard's POV. Her jumpsuit is unzipped all the way down to the navel and she's seductively running a hand through her hair.

1: Sharon

Oh, excuse me, but my car seems to have broken down.

Panel 2

Side view of Sharon and the guard. Her fingers are brushing seductively against his chest. It should be apparent that the guard is significant bigger than her.

2: Sharon

I'm sure you can help me, such a big... strong...

Panel 3

We see the guard from Sharon's POV. Under the pulled-down cap is a distinctly metallic face and two glowing red eyes.

We also see Max, hugging the wall by the guard's left shoulder, his arm raised to deliver a karate chop to the neck.

3: Sharon

...robot?

Panel 4

Same view as Max brings his hand down in a savage blow. The robot doesn't flinch.

4: SFX

KLANG!

5: Max:

Hiii-OWWW!

Page Fourteen

Panel 1

Reacting quickly, Sharon kicks the rifle clean out of the robot's hands. In the background, Max is hunched over with his injured hand clamped between his thighs.

1: Sharon

Max, it's a robot!

2: Max

I am AWARE of that, Agent 13!

Panel 2

The robot backhands Sharon, knocking her off her feet.

3: SFX:

WHACK!

4: Sharon

Uhhhh!

Panel 3

Sharon is rising and has produced a small device – about the size of a cigarette carton, presumably hidden in her belt pouches – but the robot swats at her hand, knocking it away from her.

5: SFX

SMACK!

Panel 4

The device has landed at Max's feet. He looks down at it as in the background Sharon (ineffectively) kicks the robot.

6: Sharon

Max! it's a positronic suppressor—

Panel 5

Max bends to retrieve the device. In the background the robot is hurling Sharon back into a concrete pillar.

7: Sharon

Use it to—UHHH!

Page Fifteen

Panel 1

Close up of Max studying the device in the palm of his hand. It has a red light, a switch, and a small antenna sticking up from the centre of the device.

In the background, the robot has Sharon grabbed by the throat and pinned against the pillar.

1: Sharon

Urk!

2: Max

Ah yes, a primitive version of our standard Control technology.

Panel 2

Close up of Max's hands as he manipulates the device. He appears to be trying to flip the antenna like a switch.

3: Max

Hmmm.

Panel 3

Identical panel. The antenna has broken off in Max's hands.

4: SFX

snap!

5: Max

Whoops.

Panel 4

Sharon is still pinned against the wall. She struggles vainly to prise the robot's hands off her throat.

6: Sharon

Ahh...ahh...M..Max...

Panel 5

Same view. The robot still holds Sharon but has turned its head to look off to one side at the source of the off-panel sound.

7: SFX (off panel)

VRRROOOMMMM

Page Sixteen

Panel 1

In a big action panel, Max is driving a huge 4x4 right into the robot (missing Sharon, obviously). The robot has been driven back into the back wall of the garage and it's trashed—burst right open, with cogs and gears flying in all directions.

1: SFX

KERASH!!

Panel 2

Max is climbing out of the car on the side where Sharon is painfully raising herself to her hands and knees.

2: Sharon

A-huh a-huh

3: Max

Stop lying about, Agent 13. We have a mission to complete!

Panel 3

Wider view of the scene. The two agents are surrounded by a squad of A.I.M. bucket heads, all of them pointing big energy rifles.

4: Max

Or maybe...not.

Page Seventeen

Panel 1

Sharon and Max are in the inner sanctum of A.I.M., facing the most fearsome threat of all—the dreaded MODOC! He hovers in front of them in his floating chair and glowers at them in an evil sort of way.

A squad of armed A.I.M. guards cover the agents. Note that Sharon has been stripped of her holster and equipment belt.

1: MODOC

Agent 13 of S.H.I.E.L.D. and Agent 86 of Control! Did Fury really think just two un-powered agents could defeat the might of A.I.M. and the ultimate killing machine that is MODOC?

2: Max

Actually MODOC we have the Avengers AND the Fantastic Four surrounding your base right now!

Panel 2

Close up of Max and MODOC confronting each other.

3: MODOC

I find that very hard to believe.

4: Max

Well would you believe Captain America and the Falcon?

5: MODOC

No, I don't think I would.

6: Max

How about Rick Jones and the Teen Brigade?

Panel 3

Max and Sharon are being escorted away by the A.I.M. goons.

7: MODOC

Enough! I have no time to waste on this. Take them to a holding cell and I will interrogate them later.

Panel 4

Max and Sharon find themselves in a featureless metal cell, with a closed metal door and no other obvious openings.

8: Sharon

I guess this is the end for us, Max.

9: Max

It's not hopeless, Agent 13!

10: Sharon

But they took all our equipment. We're in an impregnable cell with nothing but the clothes on our backs!

Page Eighteen

Panel 1

Max is looking inordinately pleased with himself.

1: Max

Our clothes... and our SHOES!

Panel 2

Max is holding his shoe to his ear.

2: Max

Superior Control equipment, Agent 13!

3: Max

Hello, operator? Please connect me with Colonel Nick Fury on the S.H.I.E.L.D. Helicarrier.

4: Max

No, I don't know the area code for that.

Panel 3

On the Helicarrier, Fury has a phone held to his ear. The Chief and Fury's right hand man "DUM DUM" DUGAN look on.

5: Fury

Got it, Agent 86. Sit tight, we'll be right there.

6: Fury

Dum Dum, get a tactical team together stat!

Panel 4

While Dugan hustles out of the room, Fury speaks to the Chief.

7: Fury

I gotta hand it to ya, Chief, I had my doubts but your man came through.

8: Chief

I hope your agents can get to him before the worst happens.

9: Fury

Not ta worry, Chief. This is what S.H.I.E.L.D. does best.

Page Nineteen

Panel 1

To prove Fury's point, we cut to a corridor in the A.I.M. base where a S.H.I.E.L.D. squad is exchanging fire with the A.I.M. goons. It's a big action panel to show the fierce fight, with energy beams flying back and forth and explosions all over the place. Dum Dum carries a ridiculously huge Steranko-design energy cannon and is personally leading the charge.

1: Dum Dum

C'mon ya yahoos, blast them energy shields down!

2: S.H.I.E.L.D. Agent

Waaaa-hooooooo!

Panel 2

Close up of an agent shouting to Dum Dum over the sounds of the battle.

3: Agent

Commander Dugan! We can't penetrate their defences. We're pinned down!

4: Dum Dum

Keep firing, son. I'll call our inside man!

Panel 3

Back in the cell, Max is talking on the shoe phone again.

5: Max

If I recall our capture correctly, there should be an electrical junction box on the wall right by your position, Dugan.

6: Max

No, cutting the power will NOT help you but it WILL free us!

Page Twenty

Panel 1

In the corridor a S.H.I.E.L.D. agent is cutting a thick power cable with a pair of huge bolt cutters. (They should be high-tech S.H.I.E.L.D.-issue bolt cutters. I have no idea what high-tech bolt cutters might look like but I'm sure Tony Stark will have invented something suitable.) Energy blasts fly above and behind him as the battle rages on.

No dialogue.

Panel 2

Max and Sharon back in the cell, watching the closed door.

1: Max

Wait for it, Agent 13...

Panel 3

A black panel. Still in the cell but the lights are out.

2: Max

And the backup power should kick in any moment...

Panel 4

Same view of the cell but the door is now open.

3: Max

And wolla!

Panel 5

Max and Sharon cautiously sneak out of the cell.

4: Sharon

How did you know the door would fail OPEN when the power went out? A hunch?

5: Max

Absolutely NOT, Agent 13! I knew it because we have exactly the same design in Control headquarters.

Page Twenty-one

Panel 1

In MODOC's control room, his chair hovers near a bank of monitors and he watches S.H.I.E.L.D. agents being cut down by A.I.M. fire.

1: Voice (off panel)

It's over, MODOC! Turn off your defences and surrender!

Panel 2

MODOC turns to see Sharon and Max confronting him. They are armed: Sharon with her big S.H.I.E.L.D. blaster, Max with a Control-issue regulation pistol.

2: MODOC

Never! Victory will still be mine!

Panel 3

A ray flashes from MODOC's huge forehead. Sharon has dived at Max and knocked him clear, as the ray passes through the spot where he was standing.

3: SFX

SHRRRAKKK!

Panel 4

From their knees, Max and Sharon both fire at MODOC. Their efforts are stopped by a force field around his floating chair.

4: SFX

ZZAAPP!

5: SFX

Blam! Blam! Blam!

6: MODOC

You cannot penetrate my defensive shields!

Page Twenty-two

Panel 1

Sharon is somersaulting to evade multiple blasts from MODOC. Max observes with a thoughtful look.

1: SFX

SHRRRAKKK!

2: SFX

SHRRRAKKK!

3: SFX

SHRRRAKKK!

4: MODOC

Now DIE, as my cybernetic control chair converts my advanced mental power into pure destructive POSITRONIC ENERGY!

5: Max

Hmmm.

Panel 2

Max is running in front of MODOC's chair, waving to attract his attention.

6: Max

Hey! Big head! Think your advanced brain can cope with a CONTROL agent?

7: Sharon

Max, no!

Panel 3

MODOC fires a blast at Max—who stands with the broken positronic antenna (remember that?) held out in front of him. The tiny antenna attracts the massive blast and reflects it back at MODOC. The evil mastermind is struck full in the face (well, that's all he's got to be struck in) by his own blast!

8: SFX

SHRRRAKKK!

9: MODOC

Aaaaaaaaaaaaaa!

Page Twenty-three

Panel 1

MODOC floats unconscious, his huge eyes closed and little arms and legs hanging limply. Max helps Sharon to her feet.

1: Sharon

How did you know the antenna would reflect his blasts?

2: Max

Oh, just a HUNCH.

Panel 2

Interior of the Helicarrier. An elevator door is opening to reveal Max and Sharon. Already in the room are Fury and the Chief.

3: Caption

Later...

4: Chief

There you are, Max! Good job!

5: Max

Thank you, Chief. I'm ready for my next assignment.

6: Fury

You gonna tell him, Chief, or me?

Panel 3

Close up of the Chief and Max.

7: Chief

After your success, the President thinks that there should be closer cooperation between S.H.I.E.L.D. and Control.

8: Chief

As of now, you will be working as an "embedded" Control agent within S.H.I.E.L.D. and taking your orders directly from Colonel Fury.

Panel 4

Close up of Fury and Sharon.

9: Fury

And you can quit yer smirking, Carter. I need somebody to show him the ropes so you're gonna be his permanent partner

10: Sharon

Wha--? Oh no, Colonel... you can't be serious...

Page Twenty-four

Panel 1

Final splash page showing an exterior view of the Helicarrier.

1: 1st Voice from Helicarrier

Excellent! Agent 13, this will give me the chance to go over some finer points of standard procedure with you.

2: 2nd Voice from Helicarrier

FURY!!!!!!

END.