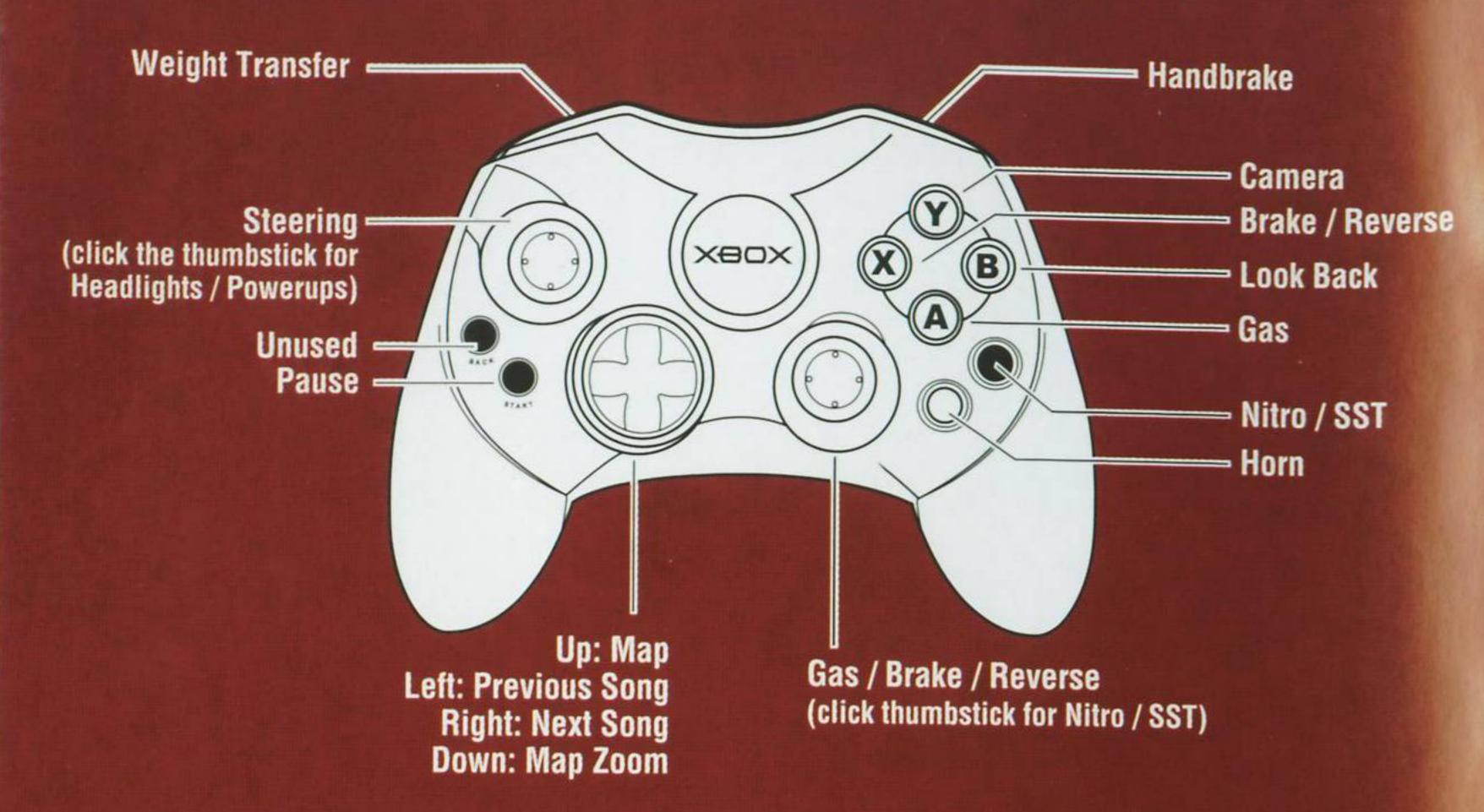
XBOX™ CONTROLLER CONFIGURATIONS

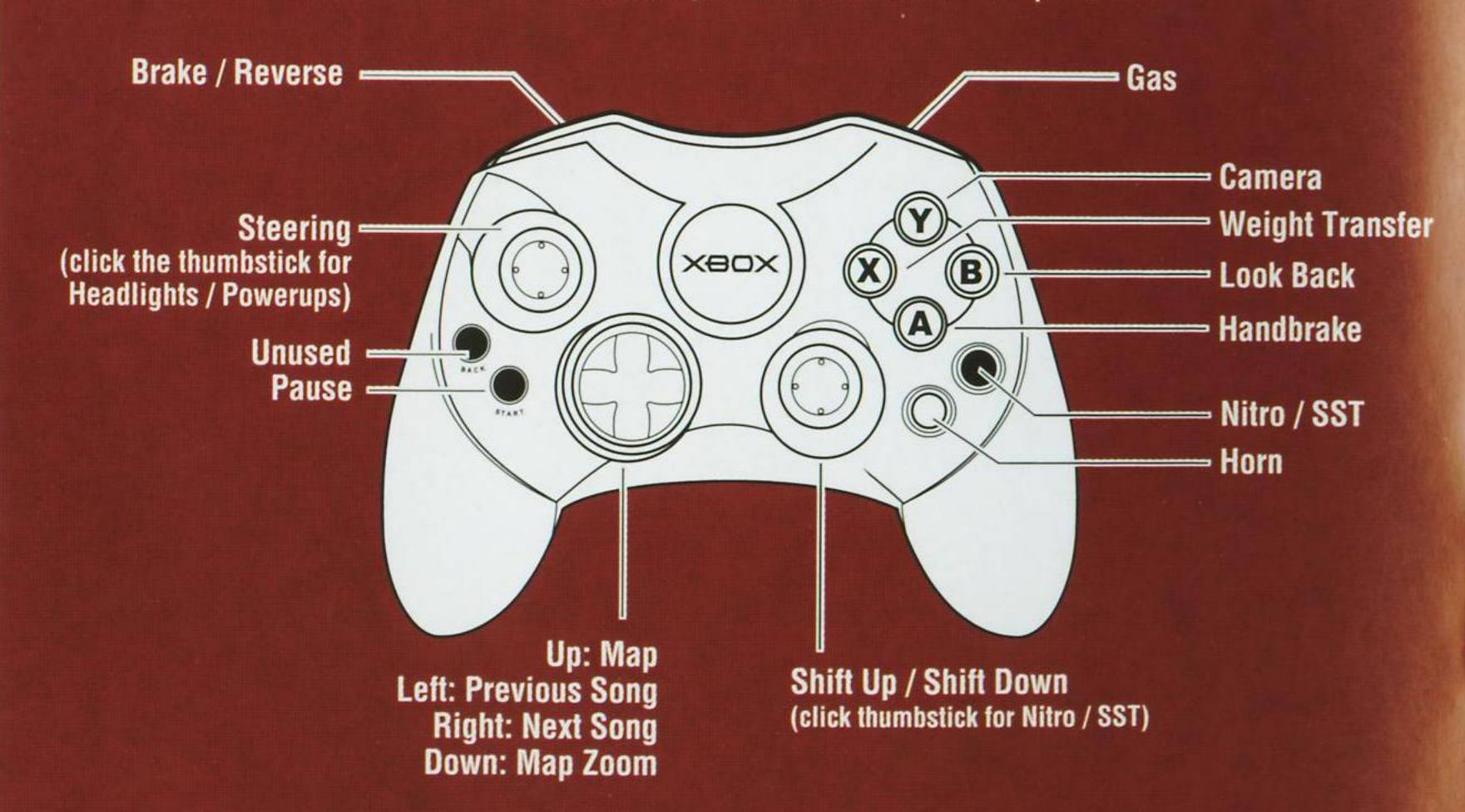
AUTOMATIC TRANSMISSION (DEFAULT CONTROLS)

Other automatic transmission configurations can be found in the Options menu



MANUAL TRANSMISSION (CONFIGURATION A)

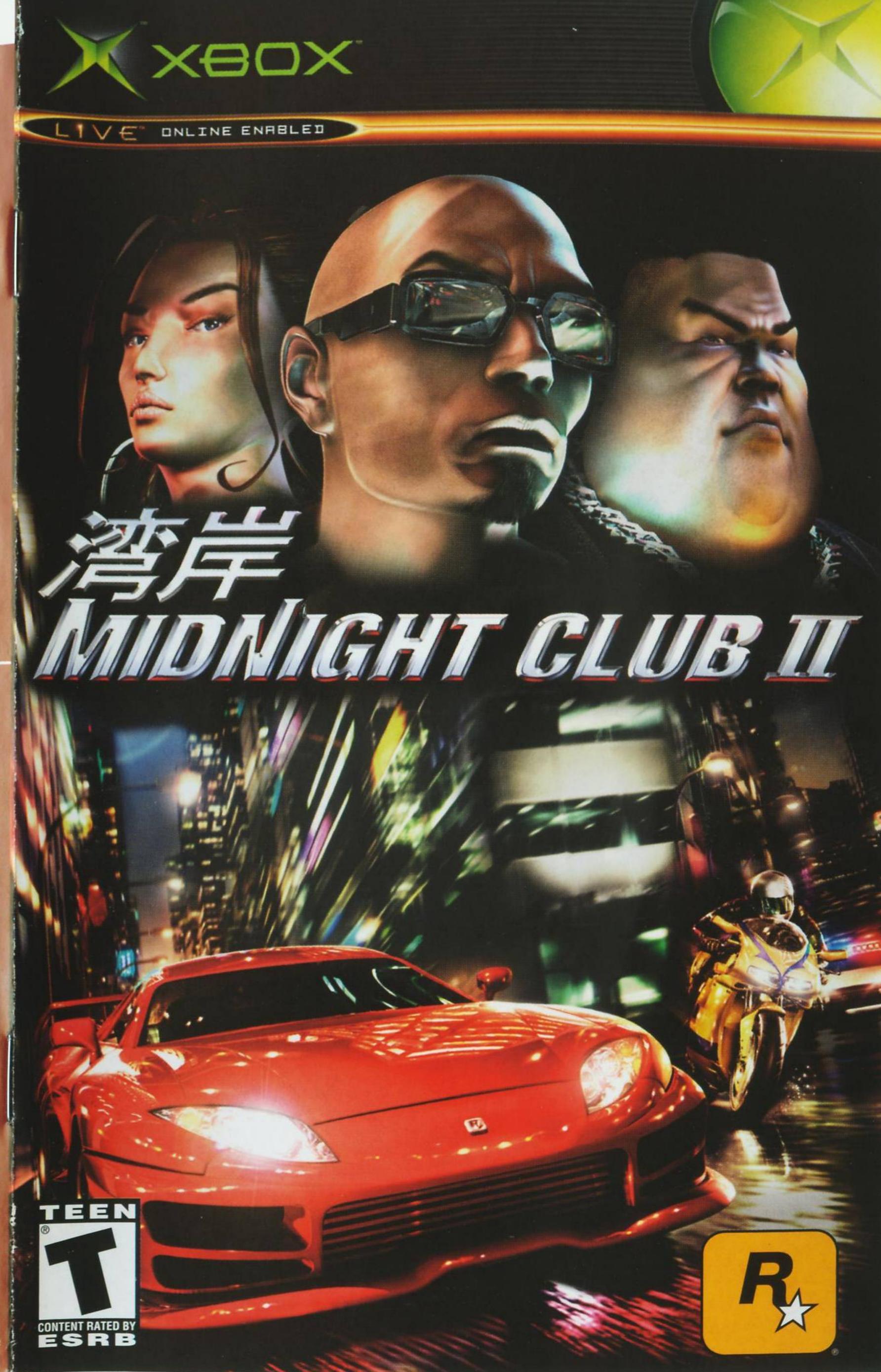
Other manual transmission configurations can be found in the Options menu



TO SUBSCRIBE TO THE ROCKSTAR GAMES MAILING LIST, SEND AN EMAIL TO: subscribe@rockstargames.com WWW.ROCKSTARGAMES.COM/MIDNIGHTCLUB2

Rockstar Games 575 Broadway New York, NY, 10012

©2003 Rockstar Games, Inc. The Rockstar logo is a registered trademark of Take-Two Interactive Software, Inc. Microsoft, Xbox, Xbox, Live, the Live logo and the Xbox logos are registered trademarks or trademarks of Microsoft Corporation in the U.S. and/or other countries and are used under license from Microsoft. The ratings icon is a registered trademark of the Interactive Digital Software Association. Uses Bink Video. Copyright (C) 1997-2003 by RAD Game Tools, Inc. Copyright 2003. All rights reserved.

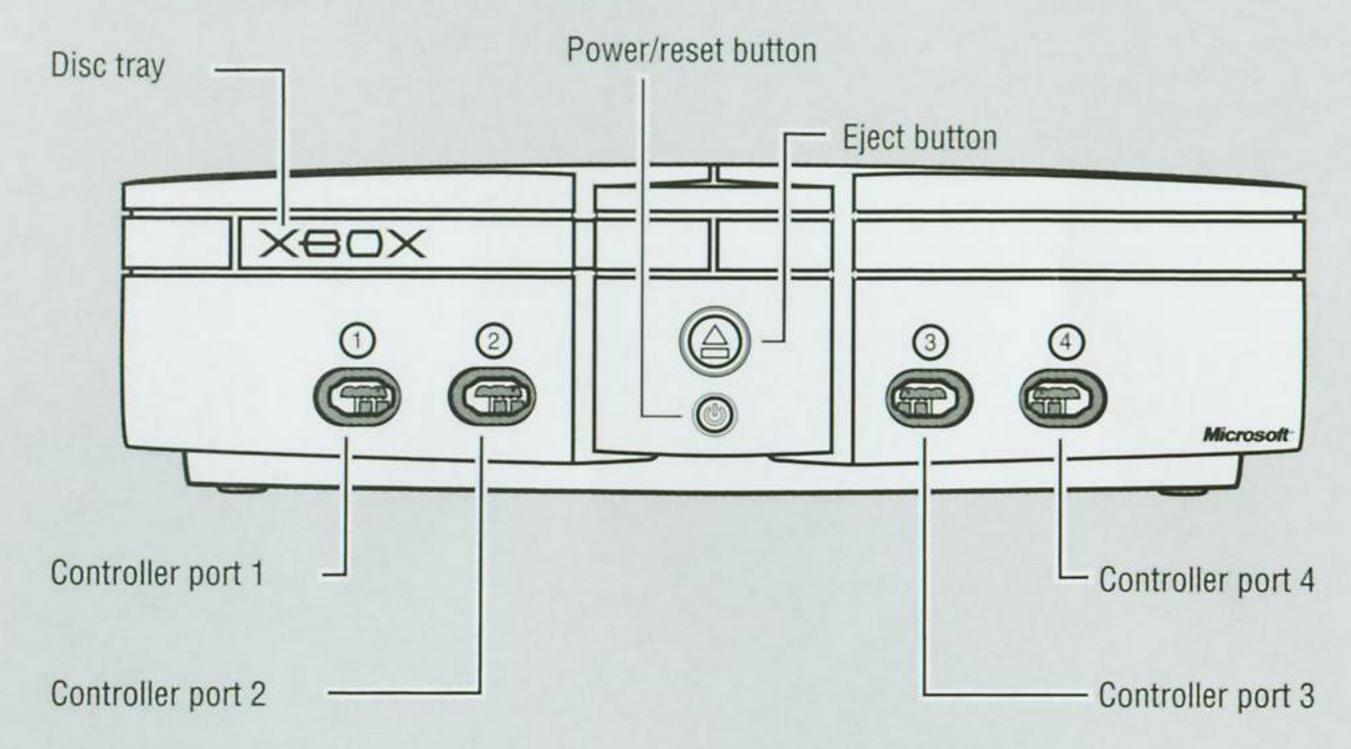




ROCKSTAR GAMES

GETTING STARTED

- Set up your Xbox™ video game system by following the instructions in the Xbox Instruction Manual.
- 2. Press the power button and the status indicator light will light up.
- 3. Press the eject button and the disc tray will open.
- 4. Place the Midnight Club 2 disc on the disc tray with the label facing up and close the disc tray.
- 5. Follow the on-screen instructions and refer to this manual for more information about playing Midnight Club 2.



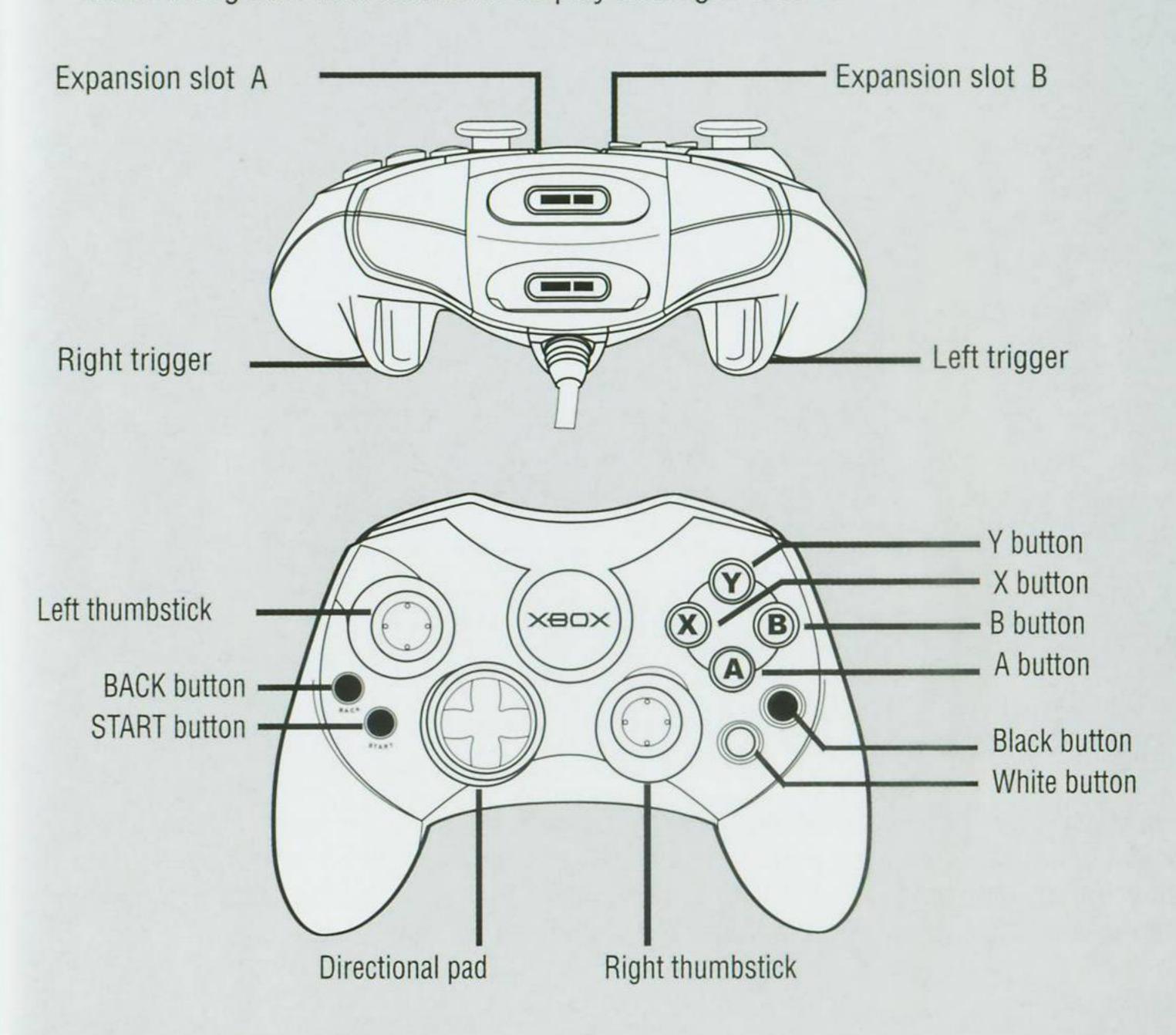
Avoiding Damage to Discs or the Disc Drive

To avoid damage to discs or the disc drive:

- Insert only Xbox-compatible discs into the disc drive.
- Never use oddly shaped discs, such as star-shaped or heart-shaped discs.
- · Do not leave a disc in the Xbox console for extended periods when not in use.
- Do not move the Xbox console while the power is on and a disc is inserted.
- · Do not apply labels, stickers, or other foreign objects to discs.

USING THE XBOX™ CONTROLLER

- Connect the Xbox Controller to any controller port on the front of the Xbox console.
 For multiple players, connect additional controllers to available controller ports.
- 2. Insert any expansion devices (for example, Xbox Memory Units) into controller expansion slots as appropriate.
- 3. Follow the on-screen instructions and refer to this manual for more information about using the Xbox Controller to play Midnight Club 2.



Default Controls

(AUTOMATIC TRANSMISSION)

Right Trigger- Handbrake

Left Trigger - Weight Transfer (For motorcycles)

Right Thumbstick - Gas/Brake/Reverse (Click the thumbstick for Nitro/SST)

Left Thumbstick - Steering (Click the thumbstick for Headlights/Power Ups)

Y - Camera

B - Look Back

X - Brake/Reverse

A - Accelerate

White - Horn

Black - Nitro/SST

D Up - Map

D Left/Right - Previous/Next Song

D Down - Map Zoom



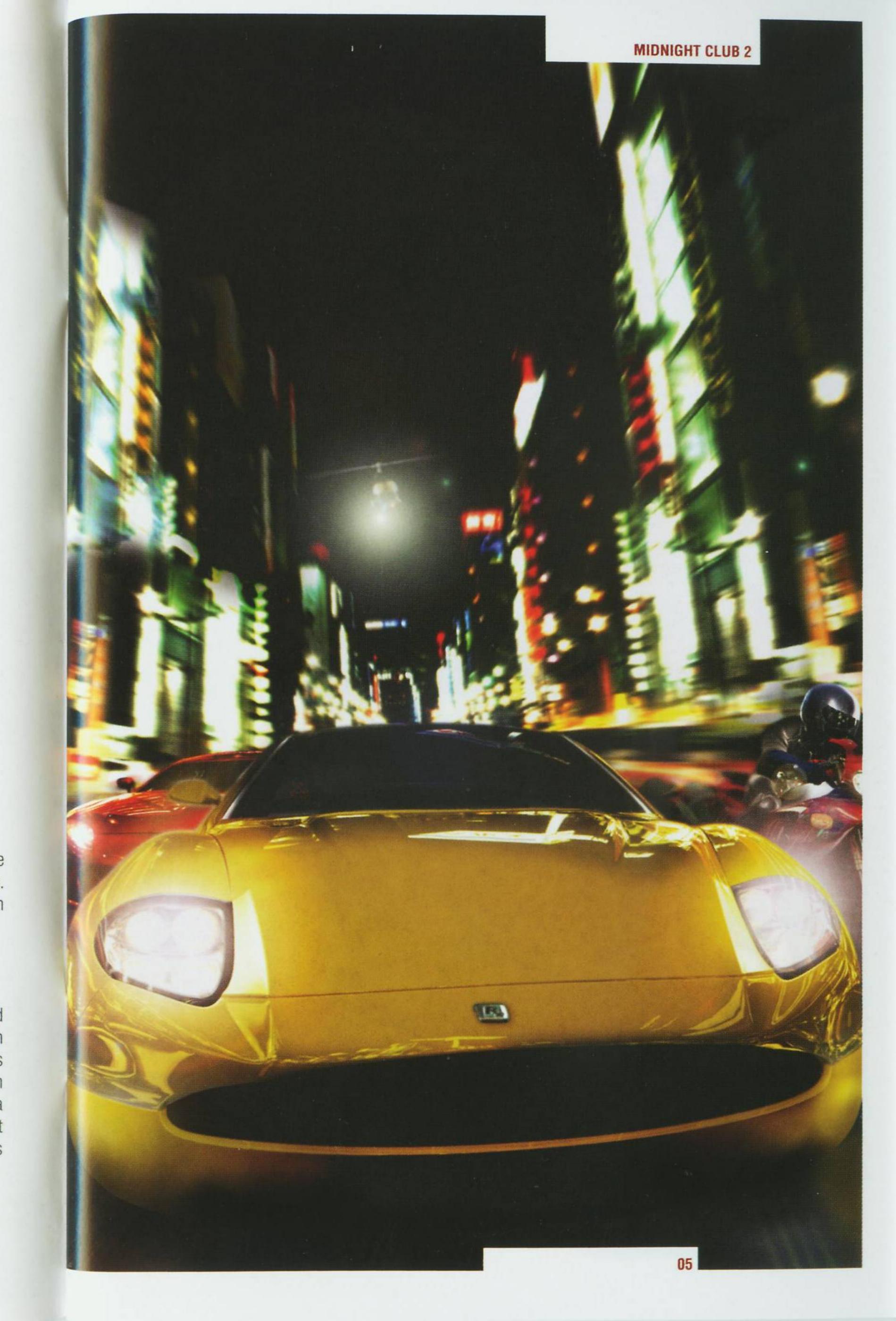
The History of The Midnight Club

In secret gatherings around the world a mysterious group of urban street racers - known as the Midnight Club - race for pride, power and glory in sleekly customized tricked-out sports cars. Racing through crowded streets, running red lights, terrorizing pedestrians, driving on sidewalks and outrunning the cops are just the basics for the Midnight Club.

Or so you've heard.

While you're cruising through the dark streets, you spot a tricked out low-rider speeding and weaving through traffic. Intrigued and looking for thrills, you make your presence known to him with a few of your own daring maneuvers. After introducing himself with a sneer, he throws down the gauntlet and speeds off. Determined to get in the club, you race off after him with reckless abandon. Once you've followed and matched your new adversary move for move on a mad chase through the city, finally he pulls over. He dares you to meet him and his friends at midnight. You've got your shot. Victory will earn you membership in the club, which comes with pride, thrills and glory.

You're on your way...





Heads-Up Display / HUD



- 1. Arrow: The arrow directs you to the nearest checkpoint / Hookman.
- 2. Current Lap: Time for your current lap, number of laps and current race position.
- 3. Rearview Mirror: Shows the position and distance of the players behind you. Bigger, brighter headlights mean a closer opponent.

4. MAP:

Yellow Triangle - Player
Red Triangle - Main Character
Green Triangle - Other Opponents
Light Blue Circle - Immediate Checkpoint
Dark Blue Circle - Secondary Checkpoint
N - North
Flashing Perimeter - Police Attention

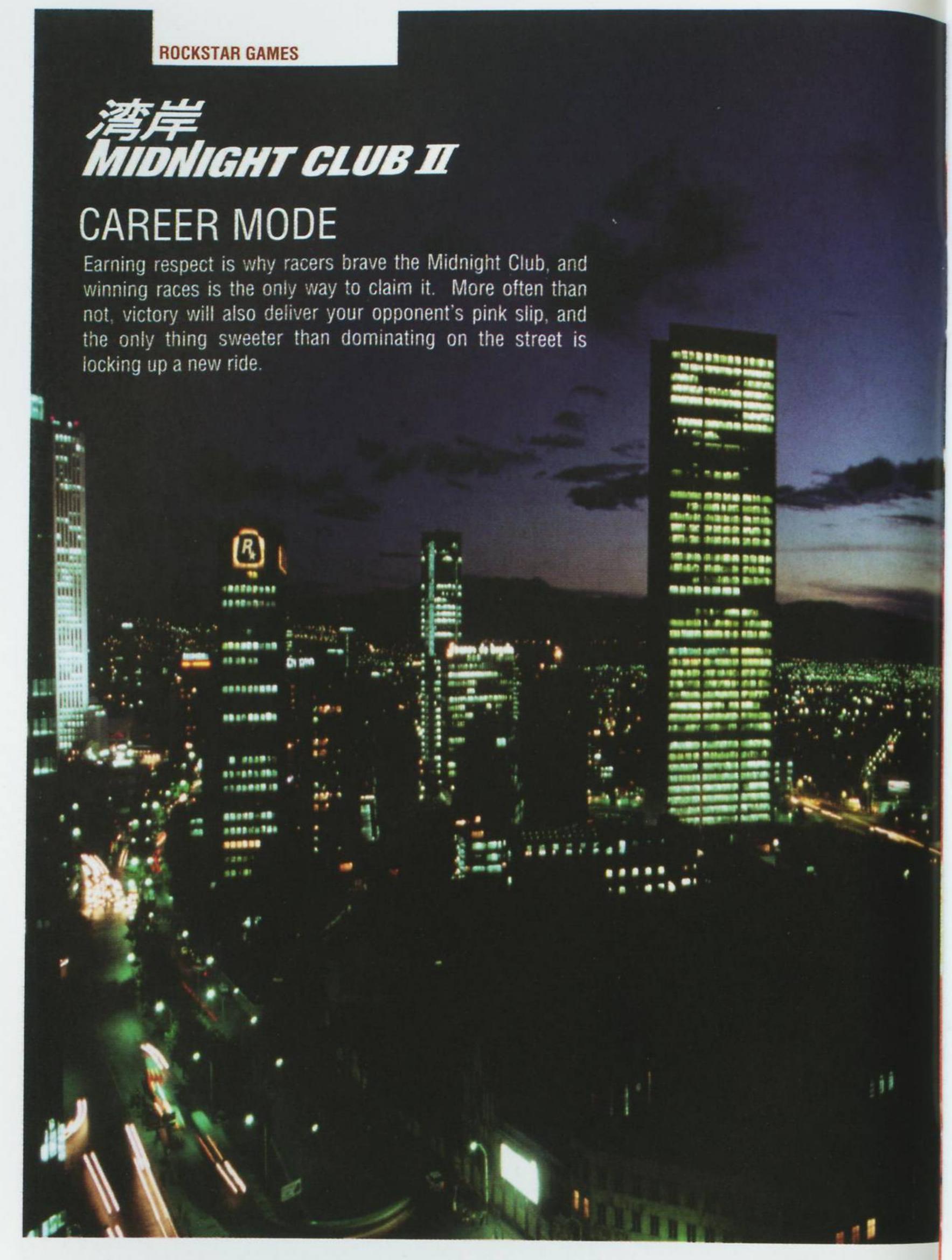
- 5. Turbo Gauge: Measures the level of boost you'll get from a slipstream turbo or burnout. Your turbo gauge must be full in order to turbo, but you may burnout with the gauge at any level above zero.
- 6. Nitrous Gauge / Slip Stream Turbo: Displays the number of nitrous shots remaining in the tank.
- 7. Gear: Current gear.
- 8. Tachometer/Speedometer: RPM redline and vehicle speed in MPH.
- 9. Damage: Displays current vehicle damage.

QUICK START



Scroll over to ARCADE in the menus and select CRUISE mode. If you and a friend both want to play, toggle over to 2-PLAYER. For controls, refer to the back cover of this manual. Even though you don't have much of a car to work with yet, just the Cocotte, this is a great way to familiarize yourself with Los Angeles and get a feel for the game before you start your racing career.





Los Angeles



LOS ANGELES

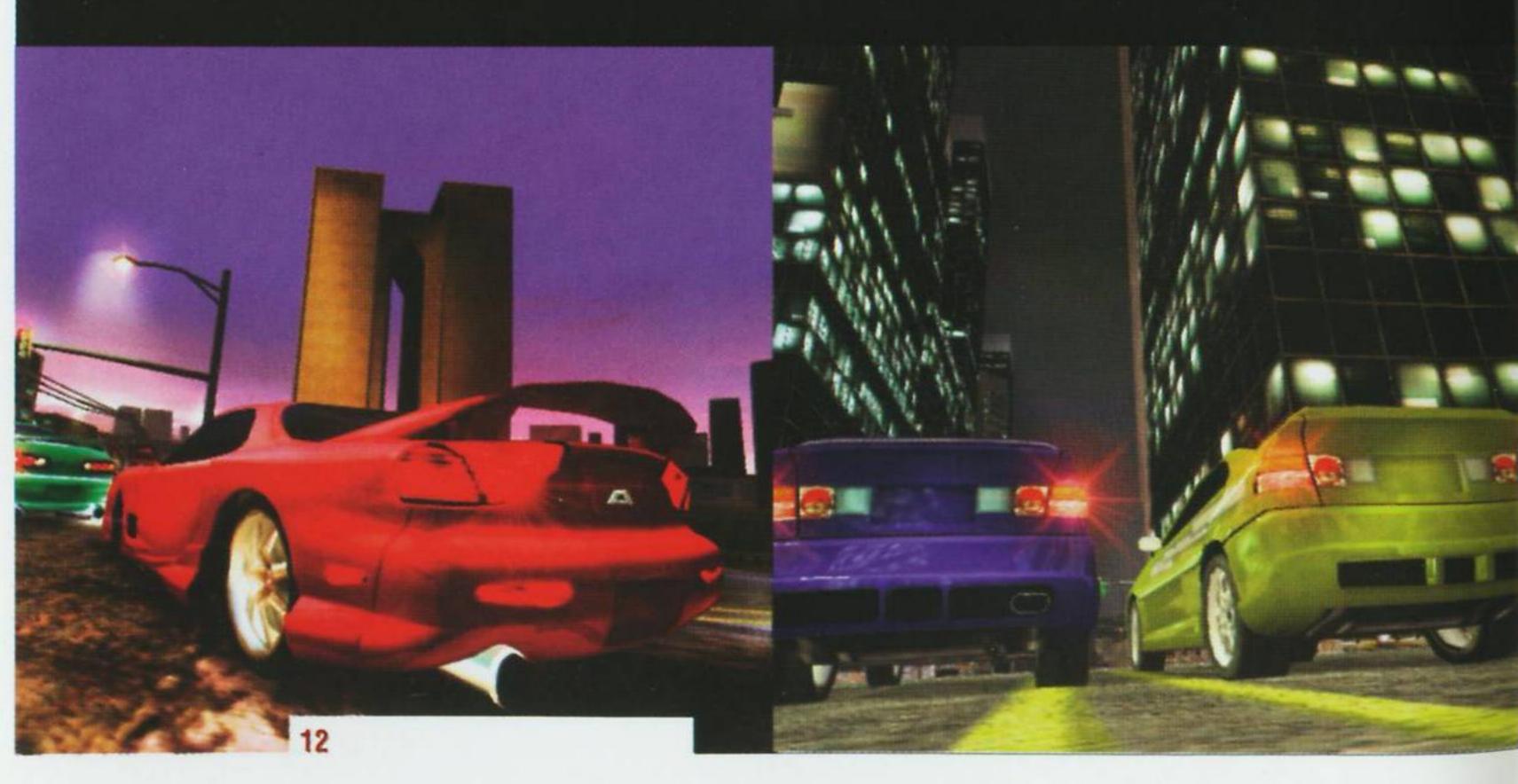
STREET REPORT: A balance of remote winding hills, expansive open highways, and thoroughfares. Arid, drought-plagued climate results in optimal traction. Precipitation is a relatively null race variable.

TRAFFIC STUDY: Over-populated and with a poor mass-transit system, Los Angeles is notorious for its traffic congestion. Although such traffic is much less of a concern late at night, local nightlife restrictions result in above average recreational cruising.



Los Angeles





TIPS

TAIL-SLIDING (left thumbstick + right trigger):

Maximize control time during races by tail-sliding through turns.

FLASHING HEADLIGHTS (Click the left thumbstick):

Signal an opponent by flashing your headlights; if he/she wants to race, then it's on.

GAS STATION PUMPS:

Clip one of these while trimming the fat off that final curve and kiss your car goodbye. Nudge an opponent into a pump and watch them go up in flames.

POLICE COPTER:

LAPD's street crime unit has been relying on helicopter support for decades now. Be as wily and fast as possible to avoid detection from and subsequent capture on the ground.

THE FOLLOWING CONTROLS ARE ONLY AVAILABLE IN CAREER MODE AFTER THEY HAVE BEEN UNLOCKED.

SLIP STREAM TURBO (draft opponent + Black button):

Line up in the wake of the car ahead of you, watching air streams and listening for draft noise. Stay in this sweet spot for a few moments until the meter fills with red then hit the turbo (Black button) to slip ahead of your opponent with blinding speed.

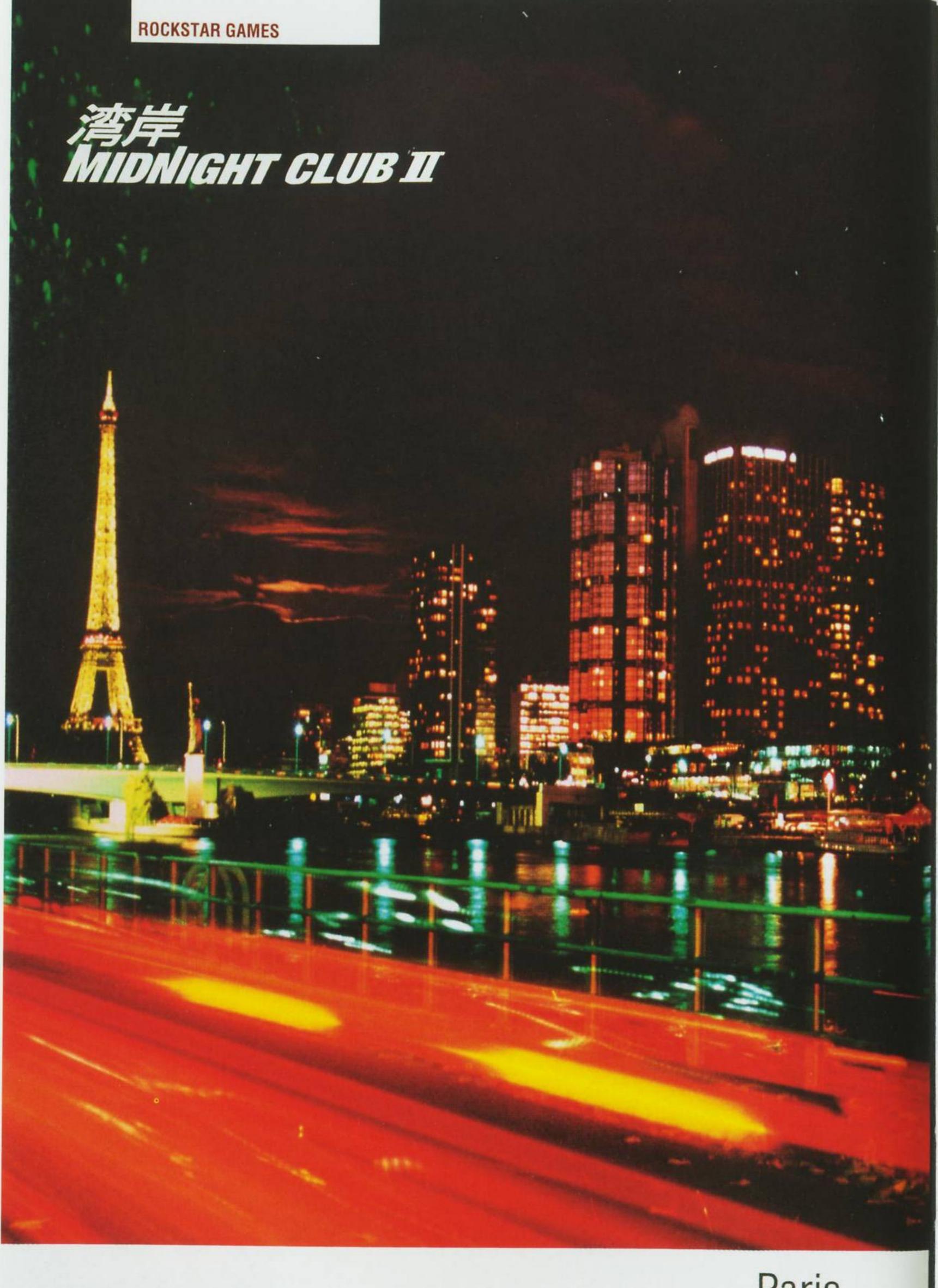
BURNOUT (right trigger + A button):

Pull and hold the handbrake (right trigger) and press the gas (A button) at rest or low speeds. When the meter tops out and turns red, release the handbrake. You can also turn the car while burning out to turn in place. Keep an eye on the redline damage this causes.

IN-AIR CONTROLS (left trigger + left thumbstick):

When in the air, pull and hold weight transfer (right trigger). This by itself will self-adjust your roll. Continue to hold down the weight transfer button and you can use the left thumbstick to level off.





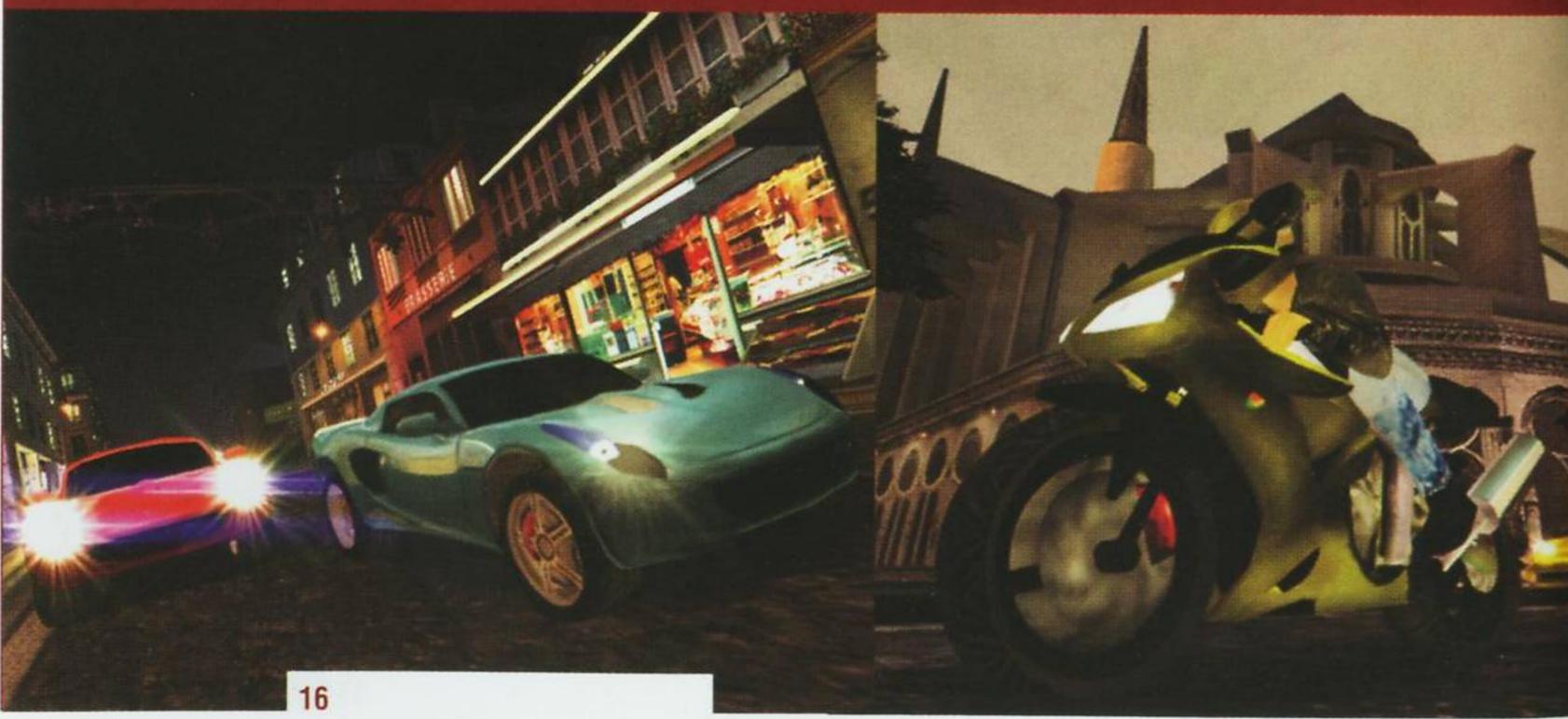
PARIS

STREET REPORT: Old-world cobblestone streets are well preserved, but still don't provide the traction afforded by modern day pavement. Like much of urban Europe, city streets are a network of avenues, circles, and narrow alleyways - helpful when in need of short-cuts.

TRAFFIC STUDY: Known for their etiquette and enduring nationalism, Parisians are resentful of reckless Yankee scofflaws. Commuter traffic is not at all accommodating to street racing. Congestion is mostly limited to daytime, however, nightlife crowds causing foot and vehicle traffic are a predictable constant.







TIPS

REVERSE 180 (left thumbstick + right trigger + X button):

Hold down reverse (X button), apply the handbrake (right trigger), and turn (left thumbstick). The car will spin around.

MOTORCYCLE LEAN-TURN (left thumbstick + left trigger):

Hold down the weight transfer button (left trigger) and steer left or right. This will make a sharper turn. This is the preferred method for turning instead of handbrake 'drifting'.

TWO WHEEL DRIVING (left thumbstick + left trigger):

While driving a car, hold down the weight transfer button (left trigger) and turn with the left thumbstick. Continue to hold the weight transfer button as you maneuver the car. Releasing the weight transfer button, breaking, slowing down too much, or a collision will bring the vehicle back down.

FRENCH 101:

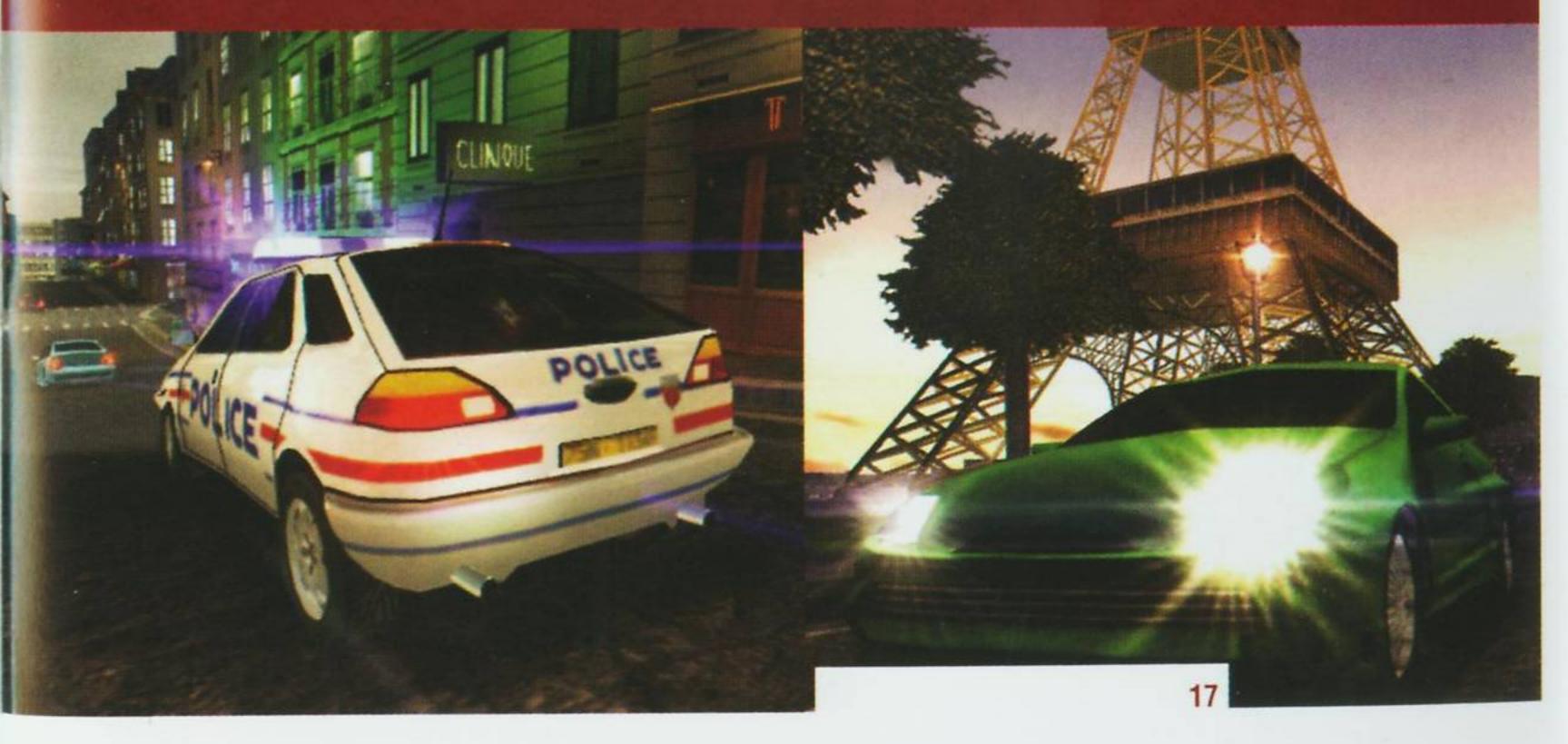
P's point the way to parking garages and alley shortcuts, C's highlight entrances to the underground catacombs, and T's let's you know there's a tunnel ahead.

MASSIVE JUMPS:

With the right velocity and power virtually no distance is unattainable. Don't let otherwise dead-ends put an end to your performance.

FISH-TAILING - FRIEND OR FOE:

Losing control in a critical moment can thwart an entire race; however, carefully executed collision tactics can force a fishtail on an opponent, possibly distinguishing a win from a loss in those last key moments.





Tokyo

TOKYO

STREET REPORT: The silky black street twists and turns through Tokyo's neon canyons, perfect for laying down rubber and weaving between compacts. Take time adjusting to left-side drive and beware of aggressive local authorities.

TRAFFIC STUDY: Tightly packed downtown but the raised highways move quickly. Congestion vanishes at night when strict curfews send most wanna-be racers back to the suburbs.



Tokyo



TIPS

DUCK (left trigger + left thumbstick):

While riding a motorcycle, pull and hold the weight transfer button (left trigger) and move up on the left thumbstick. This will increase the top speed of the bike by reducing drag.

WHEELIE (left trigger + move down the on left thumbstick):

While riding a motorcycle, pull and hold the weight transfer button (left trigger) and move down on the left thumbstick. Too much pull back will cause the rider to fall off. This applies a speed boost to the bike. Move up on the left thumbstick, or release the weight transfer button to return the bike to normal.

NOSIE / ENDO / FRONT STAND (left trigger + left thumbstick + X button):

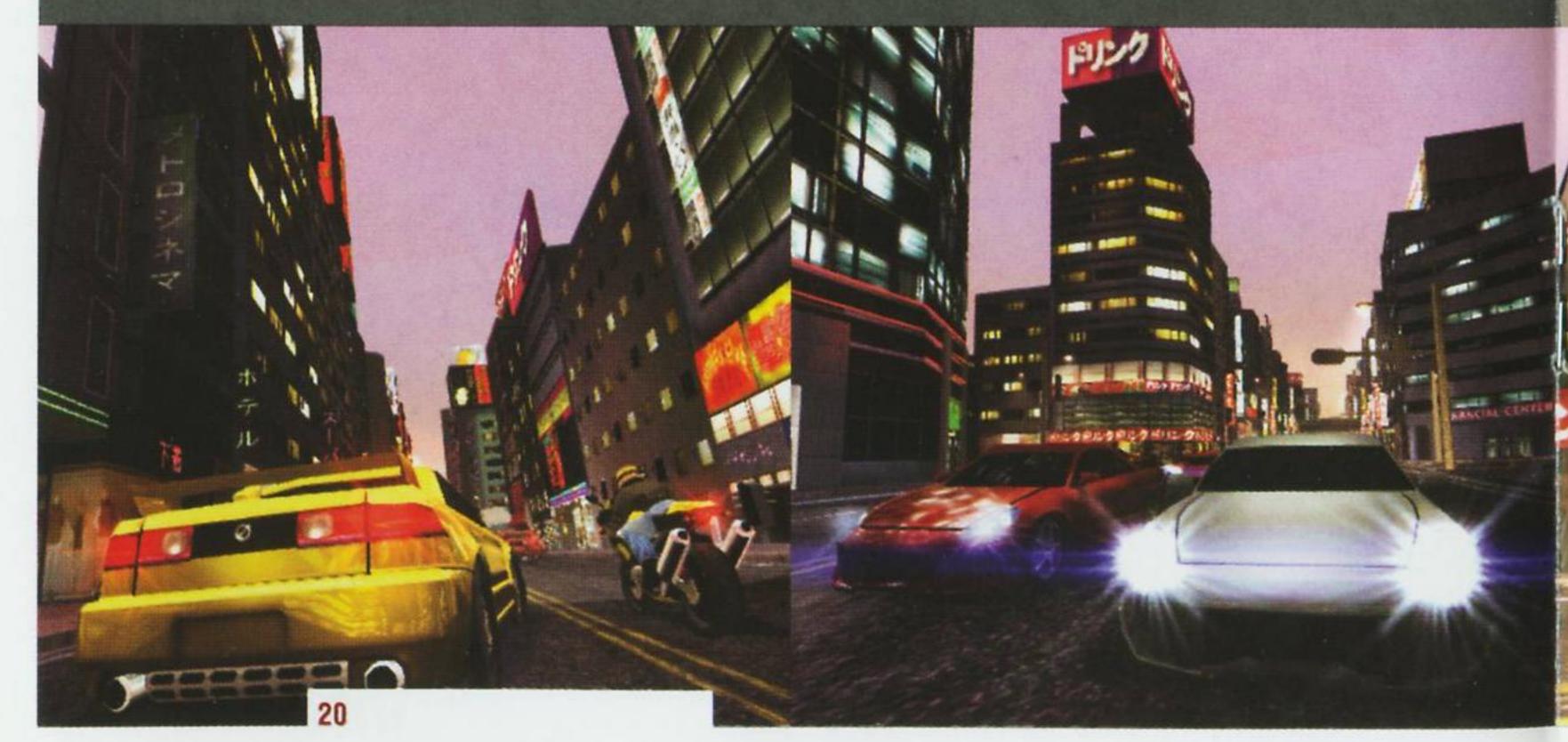
While riding a motorcycle pull and hold the weight transfer button (left trigger) and move the left thumbstick up. Apply the normal brake (X button). The bike will balance on the front wheel.

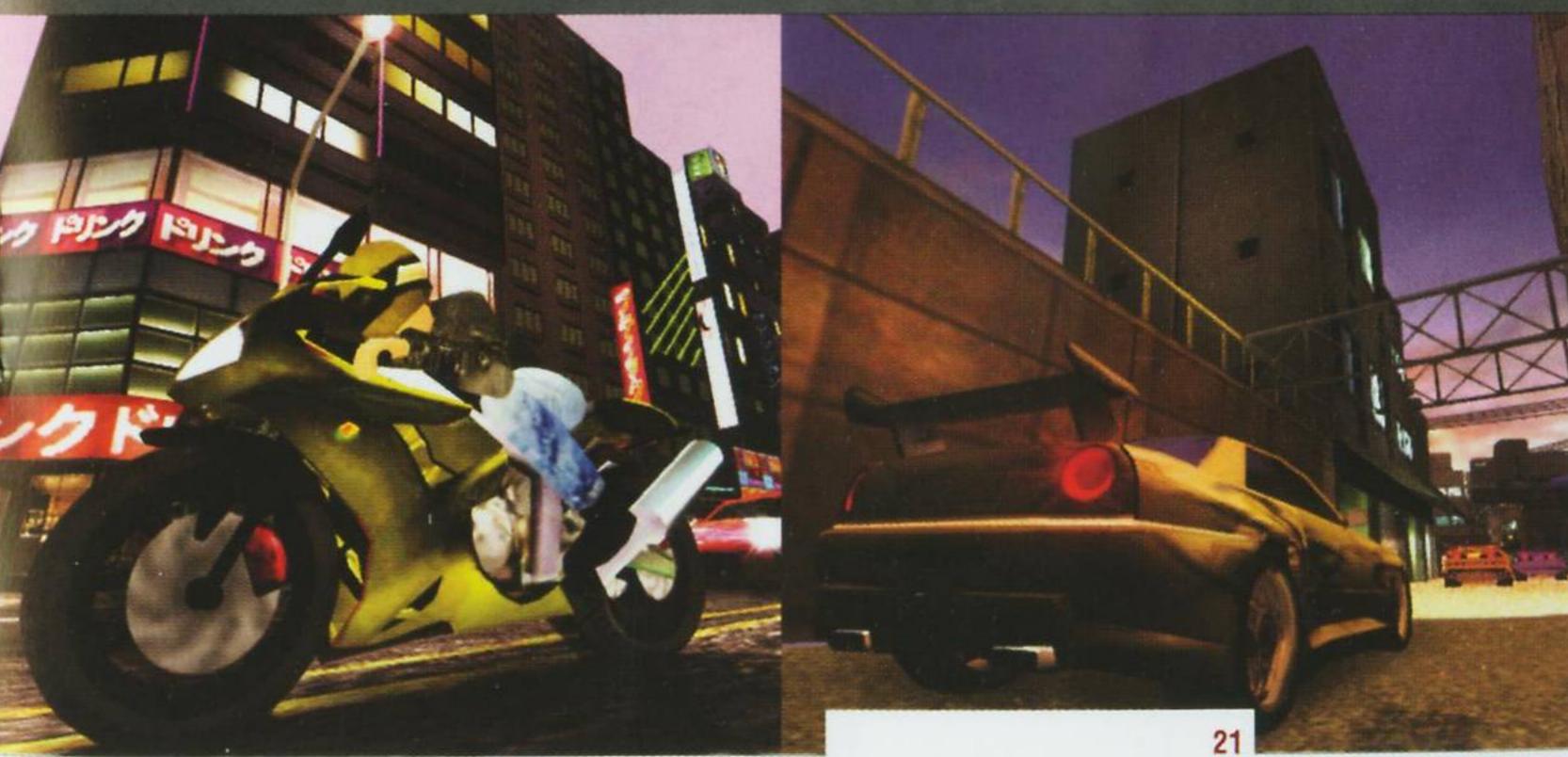
TELEPHONE POLES:

Mowing down street lights can block a following opponent's line, but plowing into telephone poles will leave you struggling to find first gear.

TRAFFIC LIGHTS:

Hastily speeding through intersections against red traffic lights and risking high-speed collisions is a sure-fire way to jeopardize a win. Mastering the art of catching the green should be part of your repertoire.





ARCADE MODES



CRUISE:

A great way to familiarize yourself with the cities and get a feel for the game before you start your racing career, CRUISE also gives you a risk free arena to test new cars out. Everything you've unlocked in career is available here.

CIRCUIT RACES:

Traditional lap races, only with pedestrians and gridlock traffic thrown into the mix. Tick through the checkpoints first and pick up the checkered flag. Like career racing, proper vehicle selection and shortcuts are key. Because there are usually multiple laps in Circuit Races, make sure your vehicle can take some serious punishment.



BATTLE MODES

Car combat at its finest, play solo or go online. Play classic Capture the Flag mode as well as innovative Detonator mode, both all-out battles to survive on the streets.

DETONATE

Grab the detonator first, then make it to the trigger point in one piece to light your opponents up. Destroy the car with the detonator and a new round starts with new opponents.



SETTINGS:

Power Ups Capture Limit Time Limit Detonator

On/Off 0 - 100 - 30 minutes Light/Heavy (Heavy Detonators reduce the top speed of the vehicle carrying it) On (red/blue), Off

Teams Number of Vehicles

CAPTURE THE FLAG

Pick up the flag and race it back to the goal before your opponent. Take the flag by tagging the racer carrying it. Use the Power-ups to your advantage and assure victory.



SETTINGS:

Teams

Power Ups Capture Limit Time Limit Flag

Number of Vehicles

On/Off 2 - 8

0 - 100 - 30 minutes Light/Heavy (Heavy flags reduce the top speed of the vehicle carrying it) On (red/blue), Off

MIDNIGHT CLUB 2 BATTLE MODE ICONS NAME: TARGET: ICON: EFFECT: DISRUPTOR An opponent hit by this power-up will Opponents have a distorted view. An opponent hit by this power-up will accelerate, hitting the brake will not stop GO Opponents the acceleration. One of the opponent's available nitros will be used. An opponent hit by this power-up will Opponents drive as if on ice. When the player activates this, opponents in the immediate vicinity will PULSE Opponents be pushed away. It's like an explosion force without the explosion. The player becomes invisible for a few STEALTH Player seconds. NITRO One nitro boost is added to the Player player's reservoir.



QUAD

Player

The player inflicts four times the normal damage to opponents.



SHIELD

Player

The player becomes immune to damage of any sort.



STOP

Opponents

An opponent hit by this power-up will suddenly engage both the brake and the handbrake.



REVERSE STEERING

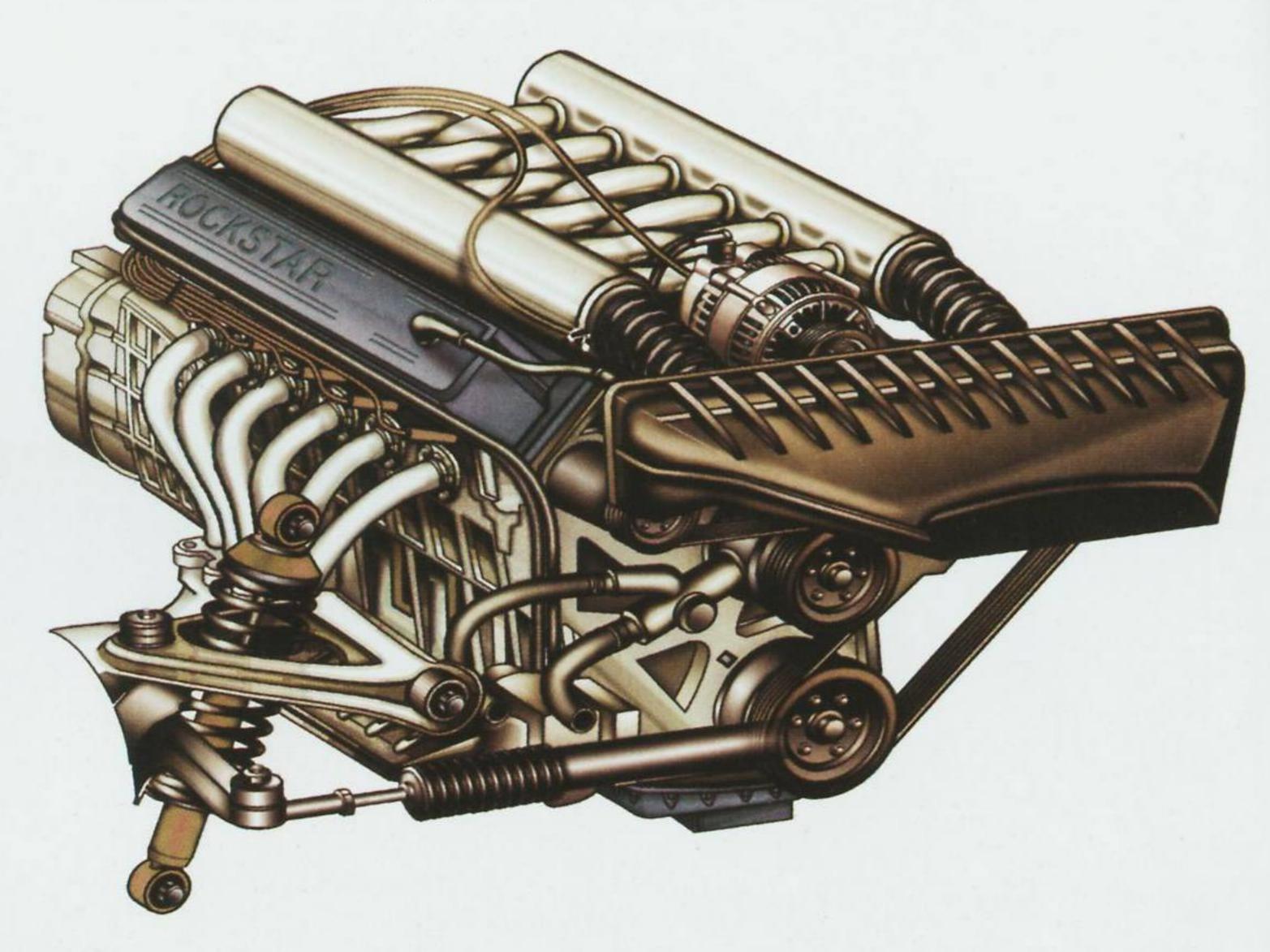
Opponents

When an opponent is hit by this powerup the steering is reversed. Steering left turns right & vice versa.

GAME OPTIONS

GAME (Change options for local players):

- Automatic / Manual Transmission settings
- Vibration: On / Off
- Rearview Mirror: On / Off / Auto (only on when useful)
- Mini Map: Rotate / Fixed
- Default Camera: Driver / Very Close / Close / Medium / Far

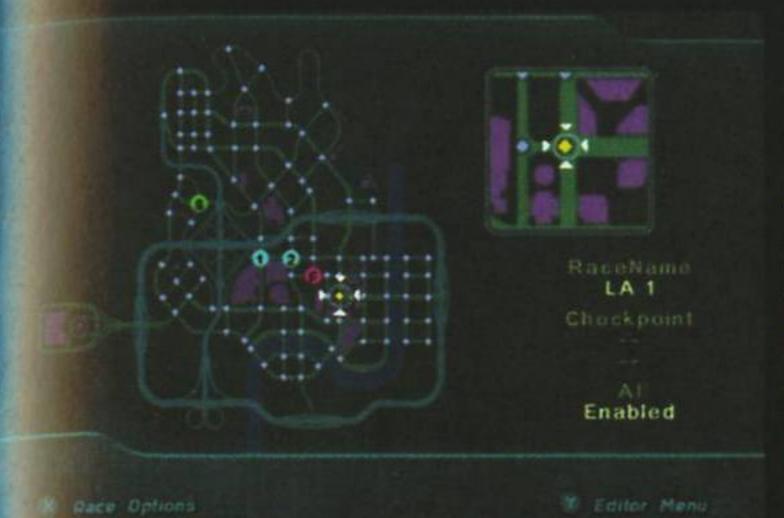


AUDIO:

Edit volumes of the various sounds in Midnight Club 2 including Music,
 Sound Effects and Voices.

SAVING:

Midnight Club 2 is an autosave game.



RACE EDITOR

Scroll over to Race Editor mode. Pick a city that you've unlocked in Career mode. Choose one of the 15 available race slots to create a race. Press the START button to enter the Race Editor.

MAP SCREEN: Once on the Map Screen, move the cursor with the directional pad or the left thumbstick. The targeted checkpoint will turn yellow. Move the left thumbstick to place or remove a checkpoint.

LAYING DOWN THE COURSE: The letter S will appear on the first checkpoint you place, indicating the starting point of your race. An F will appear on the second checkpoint, indicating the finish line. Every checkpoint you place after that will become the finish line, and the previously placed checkpoints will change to number 1, 2, 3... the most checkpoints you can have is 64.

RE-ARRANGING: When any of the checkpoints you have placed are targeted, you can switch around the checkpoint order by pulling the left trigger and right trigger.

ZOOM: Zoom in and out on the Zoom Window by moving the right thumbstick up and down.

PLAYER ONLY CHECKPOINTS: Pressing the X button accesses the Race Options screen. Scroll right or left to alter Opponent Options. When you change the number of CPU Players to None, and then return to the Map Screen, a host of Player Only Checkpoints will appear.

OPTIONS: Aside from changing the number of CPU players, you can also change the types of vehicles the CPU will be using, to vary the challenge level. Any vehicle you have unlocked is available. Aside from Time of Day, Weather, and Pedestrian and Traffic Densities, you can also have the following Race and Time Options:

RACE:

Ordered: Racers must race through all checkpoints in order

Unordered: You must figure out the best route to clear all the checkpoints.

TIME:

None: There is no time limit to get from one checkpoint to the next.

Reset Each Checkpoint: You only have a set amount of time to get to the next checkpoint. To change the time allowed to get from one checkpoint to the next, go to the Map Screen. Highlight any checkpoint except the last. Press the Black button and White button to adjust the time.

Added Each Checkpoint: Same as Reset, except any extra time will carry over to the next checkpoint.

EDITOR MENU: Press the Y button while on the Map Screen to get to the Editor Menu. Select Test Race to try out your race. In the Editor Menu you can also clear all checkpoints off of the map, edit another of the 15 race slots, change the name of your race, or exit to the front end, and begin racing for real on your masterpiece.

SAVING: Select Exit to Front End when on the Editor Menu screen.

XBOX LIVE SYSTEM LINK PLAY

Xbox Live is a high-speed internet gaming community where you can create a permanent gamer identity, set up a Friends List to see who's online and invite them to play, and talk to them in real time. To determine if Xbox Live is available in your region, go to http://www.xbox.com/live

Before you can play Midnight Club 2 online, you need to connect your Xbox console to a direct or shared broadband connection and sign up for the Xbox *Live* service. For details, see http://www.xbox.com/live or call 1-800-4MY-XBOX. You can also reference http://www.take2games.com/support for information.

To play Midnight Club 2 on Xbox Live:

- 1) Scroll over to Networking Mode, and select Xbox Live.
- 2) In the Select Gamertag screen press A to choose your Gamertag or select New Account if you don't have one already. Selecting New Account takes you to the Xbox Dashboard where you can create an Xbox Live account. For information about creating your account, see http://www.xbox.com/live or call 1-800-4MY-XBOX.
- 3) Press A to select your Gamertag, and then enter the pass code you created when you signed up.

Choose System Link or Xbox *Live* and decide whether to host your own game session, or join an existing game session. If hosting, configure the options as you would for a local game and start when you have the requisite number of players. It is important to note that only vehicles and races you've unlocked in CAREER mode will be available online.

CREATE A MATCH (HOSTING YOUR OWN GAME)

Creating a match allows you to set the conditions of the race; the location, the number of cars, the weather and many more options. People will then join your game.





Note: You will only be given the option to create matches in cities that you have previously played. Initially only Los Angeles will be available to you, but as you progress through your Career, you will be able to host Paris and Tokyo tracks.

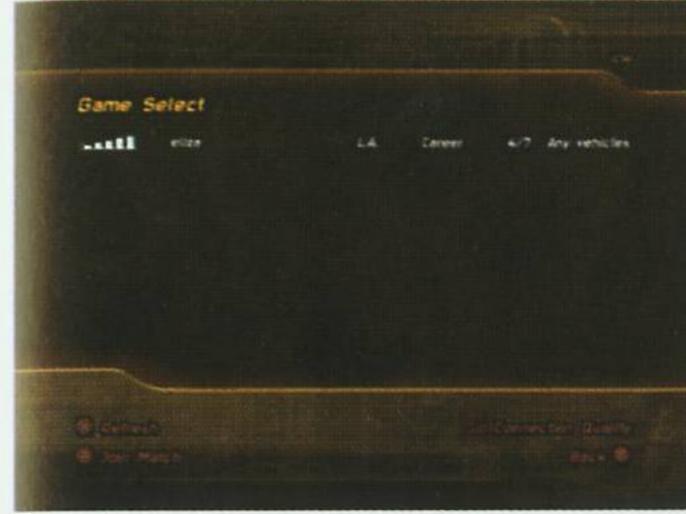
Also, when you create a match, be aware that even if you have played all the cities, your potential competitors may not have. Therefore, initially, if you want to encourage people to join your games, hosting Los Angeles will attract more people to your game. If you host a game in Tokyo you will ensure that the players will have played the game more and will certainly give you more of a challenge.

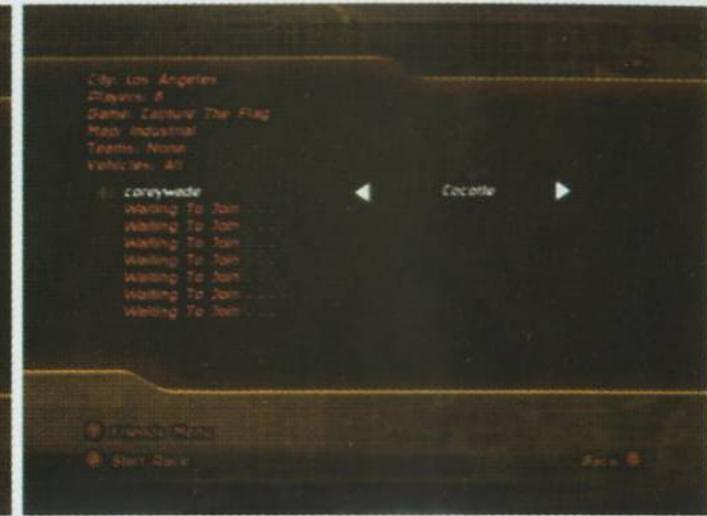
QUICK MATCH/OPTIMATCH





If you want to join an existing game, you can choose Quick Match or Optimatch. Quick match will put you into the first game session available that matches your Career progress.





Optimatch will show a list of available game sessions, and you can choose which one to join. Select your vehicle and wait for the host to start the game session.

FRIENDS



You can also choose Friends, where you keep a list of Gamertags of your favorite players to race against. Looking at the list, you can see who is online, and invite them to a game session. To make someone a friend, scroll down to a Gamertag while waiting to start a race and press Y button. Here you can send a message inviting the player to be a "friend." If they accept, they will be added to your Friends list. (NOTE: Once the friend has been notified that they have been invited, the friend would go back to the Xbox Live Friends list and select join game from there.)

STATS

There is an online ranking system in Midnight Club 2. Compare your skills to the other illegal street racers out there!





Scoring:

Career/Circuit races:

- 10 points for first plus 10 points for every person that you beat (for example, 20 total points for 2 person race, 80 points for an 8 person race)
- 5 points for second plus 5 points for every person that you beat (for example, 5 points for 2 person, 35 for 8 person)
- 2 points for third plus 2 points for every person you beat (for example, 4 points for 4 people, 12 pts for 8 people)
- 1 point for fourth plus 1 point for each person that you beat (for example, 1 point for 4 person race, 5 points for an 8 person race)

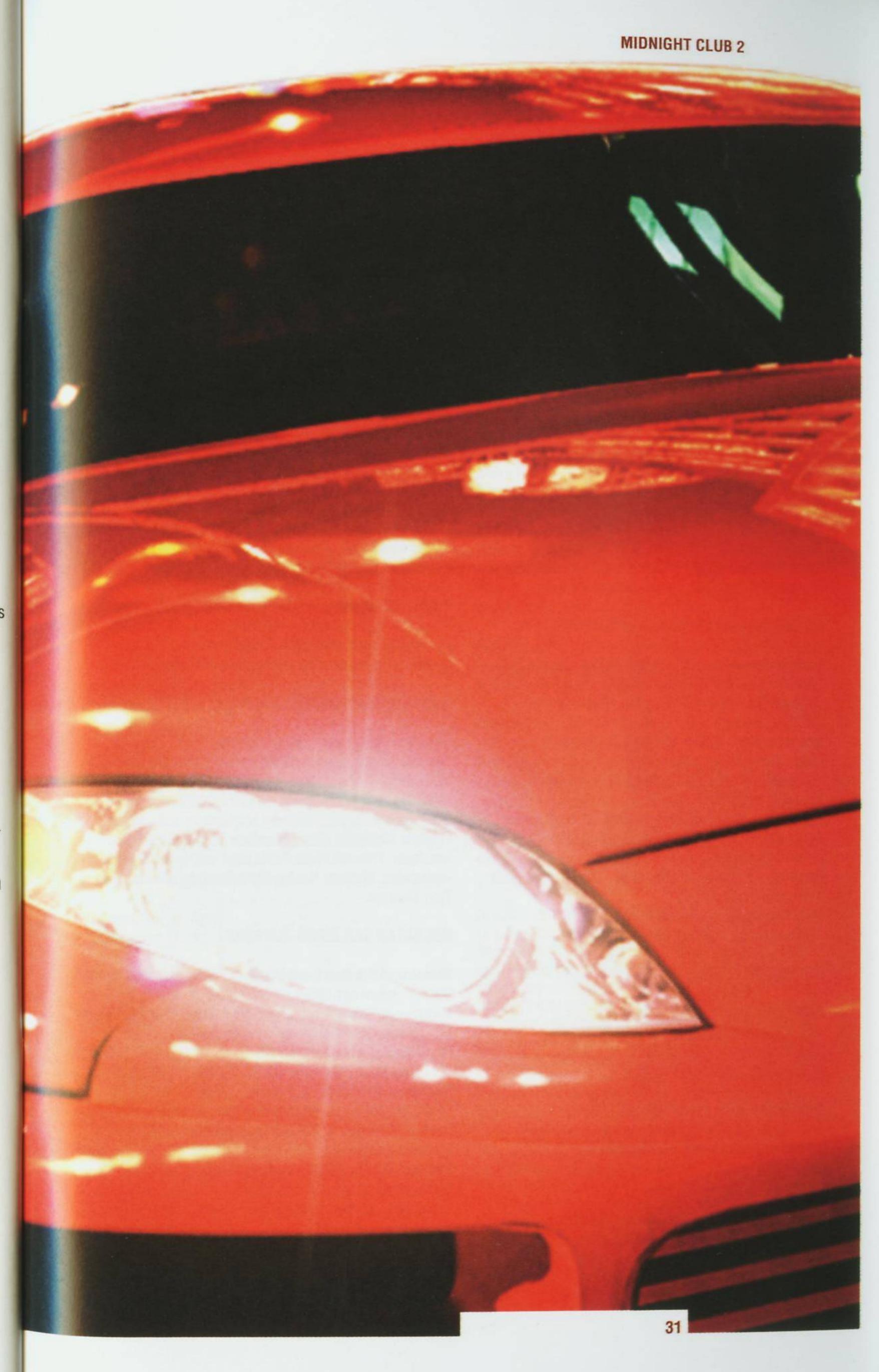
Capture The Flag and Detonate scoring:

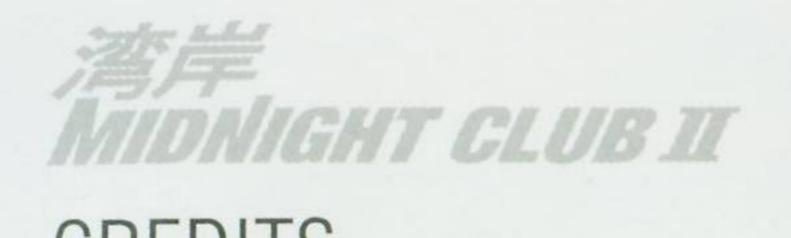
- 10 points for a drop
- 5 points for someone on your team doing a drop

The Stats screens shows the top 20 point totals. Press the A button to toggle between your Friends and top rated players.

VOICE CHAT

You can talk trash against other players while waiting to begin a game session and during a game session. To do this you must have an Xbox Communicator (the headset). Have the headset and adaptor inserted to the proper Xbox controller. When you sign on it becomes active (the green light will light up on the adaptor). If you would to like to use the Voice Masking settings, scroll to Settings and choose among the various Voice Masking options.





CREDITS

ROCKSTAR SAN DIEGO

Xbox Producer: Darion Lowenstein

Producer: Jay Panek

Associate Producer: Eric T. Smith Game Analyst/Production Assistant:

Kris Roberts

ROCKSTAR SAN DIEGO XBOX PROGRAMMING TEAM

Xbox Lead Programmer / Visual Effects:

Andrew Zaferakis

Xbox Live Programming / Networking:

Tim Laubach

Xbox UI / HUD / Interface: Ryan Higa

Xbox Rendering / Optimization: Mark Robinson Xbox Rendering / Optimization: Steven Reed Xbox Audio Programming: Joshua Breindel

ROCKSTAR SAN DIEGO PROGRAMMING TEAM

Lead Programmer / Opponent Al: Ted Carson
Technical Director / Networking: Mark Rotenberg
Car and Motorcycle Dynamics / Pedestrians:
Jeff Roorda

Audio / Battle-Modes / Police Al / Tools:

Mike Currington

Front-End / HUD / UI Design: Gunter Erhart

Visual Effects: Ben Padget

Rendering / Asset Management: Mark Robinson Tools / In-Game Race Editor / Additional UI:

Devan Hammack

Race Tools / Ambient Vehicles / Triggered Events:

Sridharan Thyagarajan

Networking: Daniel Blumenthal
Optimizations: Chris Coffin

AGE (GAME ENGINE):

AGE Lead Programmer: Henry Yu AGE Technical Director: David Etherton

AGE Physics: Nathan Brown AGE Audio: Joshua Breindel

ROCKSTAR SAN DIEGO DESIGN TEAM

Lead Game Designer: Mauro Fiore

Game Designers: Troy Bowman, Marc Fredrickson

Level Designer: Marc Fredrickson

ROCKSTAR SAN DIEGO ART TEAM

Lead Artist: Scott Stoabs
Art Director: David Hong

Technical Artist: Wade Schin
U.I./HUD Design: Ted Bradshaw
U.I./HUD Artist: Marshall Ross

3D Vehicle Artists: Kouros Moghaddam, Garrett Flynn,

Eduardo Franz

3D City Artist: Ron Suverkrop, Mary Ann O'Leary, Mike Nagatani, Deanna Lorenz, Andrea Rotenberg, Caterina Schintu.

Rick Gonzalez, Lisa Mulvaney 2D/3D Artist: Kyushik Shin

City Lighting: David Hong, Wade Schin

Animator/Character Modeler: Wade Schin, Michael Limber,

Alex Whitney

Character Design: Jae Kim

ROCKSTAR SAN DIEGO AUDIO TEAM

Sound Designer: Paul Lackey

Additional Sound Design and Support:
Steven von Kampen, Mark Loperfido
Additional engine samples by:
Greg Hill, Soundwave Concepts
Vehicle Consultant: Michael Macare

Ul and Load Music: David Helping, DHM Music

ROCKSTAR SAN DIEGO QA TEAM

Xbox Test Manager: Jason Dickson Test Manager: Glen Hernandez

Xbox Lead Product Analyst: Chris French Xbox Standards Analysts: Ghyan Koehne Standards Analysts: Michael Erickson

Product Analysts: Darci Morales, Dirk Lancaster, Gilbert Sandejas, Thomas Hiett, Peter Charron, Frank Silas II, Adam Hernandez, Michael Harris, Chris Deboda, Michael Bagley,

Troy Schram

ROCKSTAR SAN DIEGO SUPPORT

Director of Product Development: Alan Wasserman

Chief Technology Officer: Steven Reed

Director of Research and Development: David Etherton

I.T. Group: Michael Mattes, David Counts

Creative Director: Steven Olds
Art Department Director: Joshua Bass
Character Cutscenes by: SE STUDIOS
Producer & Project Supervisor: Seryong Kim
Project Manager & Animation Supervisor: Jenny Ryu
Modeling Supervisor: Jungmin Chang

Texture Supervisor: Jungseung Hong Setup Supervisor: Kyudon Choi Lighting Supervisor: Bryan Ku

Additional Programming:

Will Hutchinson, Bill Hicks, Bill Purvis, Andy Styles, Steve Rotenberg, Steven Boswell, Peter Palombi, David Quinn, Joe

Adzima, Kahn Jekarl

ROCKSTAR NYC

Executive Producer: Sam Houser

Producer: Dan Houser

Associate Producer: Mark Garone VP of Development: Jamie King

Chief Technology Officer: Gary J. Foreman Director of Quality Assurance: Jeff Rosa

Lead Analyst: Brian Planer

Rockstar Test Team: Joe Greene, Lance Williams Elizabeth Satterwhite, Jameel Vega, Mike Hong, Lee Cummings, Rich Huie, Gene Overton, Neil McCaffrey, Brian Alcazar

Research and Analysis: Joe Howell

Production Team: Terry Donovan, Corey Wade, Jennifer Kolbe, Adam Tedman, Jung Kwak, Paul Yeates, Brian Wood, Jenny Jemison, Stanton Sarjeant, Futaba Hayashi, Jeff Casteneda, Susan Lewis, Jenefer Gross, Devin Winterbottom, Laura Paterson, Steve Knezevich, Chris Carro, Rob Fleischer, Renaud Sebbane, Jerry Luna, Jeff Williams, Carly Slater, Daniel Einzig, Richard Kruger, Devin Bennett, Noelle Sadler, Kerry Shaw, Lindsey Caldwell

INTRO, CUT SCENES & DIALOGUE

Art Director: Alex Horton

Japanese language translation: Futaba Hayashi

Creative Associate: Joseph Howell

Sound Mix: Digital Arts
Digital Design Work: Charlex

Rockstar Games Intro Animation by: Brian Shelton

Cover Art and 3D Vehicle Renders by: Hornet Inc.

Uses Bink Video. Copyright (C) 1997-2003. By RAD Game Tools, Inc.

Dialogue Written by: Marc Fernandez, Gillian Telling

CAST:

Angel: Adam Wylie
Hector: Armando Riesco
Moses: Jordan Gelber
Gina: Leyna Juliet Weber
Steven: Anselem Richardson
Diego: John Doman

Dice: Robert Jackson

Maria: Melissa Delaney DeValle

Primo: Stelio Savante
Blog: Ritchie Coster
Jewel: Soledad Pertier
Julie: Malaya Rivera Drew

Farid: Hunter Platin
Owen: Dominic Hawksley
Parfait: Sabrina Boudot
Stephane: Marc Forget
Ricky: Andrew Pang
Shing: Burch Wang
Nikko: Charlee Chiv
Zen: Yasu Suzuki
Kenichi: Yoshi Amao
Haley: Alissa Dean
Ichiro: Yasu Suzuki
Makoto: Ken Kensei
Savo: Alex Kroll

Cops: Adam Davidson, Axel Ericson, Marc Fernandez, Renaud Sebbane, Dan LaTorre, Paul Dragan, Nicholas Samuel

Pedestrians: Adam Davidson, Kate Dulcich, Axel Ericson, Maya Hall, Futaba Hayashi, Lorna Jordan, George Quavier, Steve Robert, Noelle Sadler, John Zurhellen, Gillian Telling, Dan Toyama, Tama Hui, Kira Lauren

Soundtrack: Terry Donovan, Mark Garone, Dan Houser, Susan Lewis, Adam Tedman

ROCKSTAR SAN DIEGO SPECIAL THANKS
Luis Gigliotti, Kelly Tofte, Clinton Fowler, Matt Hansen,
Microsoft PIX Team, Michael Limber, Brad Hunt, Julie
Liss, Kristen Sinclair, Jo Kilburn, Marie Alexander, Jennifer
Sole, Shannon Haynes, Rob Bacon, Ted Vargas, Tony
Vargas, Wing Cho, Carlos Hernandez, Eli Enigenburg,
Josh Bass, Jennifer Terry, Sean Carson, Todd Davis, M.
Louis Thibaut, Keith Ta, Nate Morgan, Jason Collier, Scott
Balderas, Kevin Moore, Freddy Martinez, Joe Butler, Aaron
Marks, Courteney Chu, Michael Genco, Jason Burke, Colin
Runnion, Fletcher Walker, Anthony Dyb, Werner Funk,
Mark Hahn, Kelsey McNair, Christina Meeks, Bryant Wells,
Koud Vongsikeo, Judy Henderson, Fred Markus. M.
Christopher Shioya, Nasko Fejza, Erika Kioke, Chipotle

EXTRA SPECIAL THANKS

To everyone here at Rockstar San Diego, especially to the friends and families who have been so supportive of the team through all the long hours and hard work.



SOUNDTRACK

ART OF TRANCE

"Blue Owl"

(written by Simon Berry) Published by Pineapple Music

Copyright 1996

Art of Trance appear courtesy of Platipus Records For more information on Platipus artists, check out www.platipus.com

KANSAI

"Rococco"

(written by Tony Rapacioli)

Published by Pineapple Music

Copyright 2002

Kansai appear courtesy of Platipus Records For more information on Platipus artists, check

out www.platipus.com

ART OF TRANCE

"Stealth"

(written by Simon Berry)

Published by Pineapple Music

Copyright 1999

Art of Trance appear courtesy of Platipus Records For more information on Platipus artists, check

out www.platipus.com

BLUMARTEN

"Simon and Lisa"

(written by Leo Wyndham, Chris Marigold) Published by 33 RPM / Copyright Control

Copyright Guidance Recordings, 2003

Blumarten appear courtesy of Guidance

Recordings

For more information on Guidance artists, check

out www.33rpm.com

BLUMARTEN

"Home Videos"

(written by Leo Wyndham, Chris Marigold)

Published by 33 RPM / Copyright Control

Copyright Guidance Recordings, 2003

Blumarten appear courtesy of Guidance

Recordings

For more information on Guidance artists, check

out www.33rpm.com

AXUS

"When I Fall In Love" (Strike Acid Dub)

(written by Austin Bascom)

Published by 33 RPM

Copyright Guidance Recordings, 1997

Axus appear courtesy of Guidance Recordings

PROJECTIONS

"Escaping Sao Paulo"

(written by Simon James / Dan Hastie)

Published by 33 RPM

Copyright Guidance Recordings, 2002

Projections appear courtesy of Guidance Recordings For more information on Guidance artists, check out

www.33rpm.com

ANTENNA

"Round About Midnight"

(written by Jo Bakke)

Published by 33 RPM

Copyright Guidance Recordings, 2002

Antenna appear courtesy of Guidance Recordings For more information on Guidance artists, check out

www.33rpm.com

SUBTECH

"Timeshift"

(written by Matthew Jackson and Matthew Dunning)

Published by Subtech

Copyright 1999

Subtech appear courtesy of Subtech

Watch for Subtech's new album, out this summer

NOKTERNAL

"Aurora"

(written and produced by Justin Spier)

Published by Crescendo Music

Copyright 2001

Nokternal appear courtesy of Crescendo Music

ACM

"Elements of Trance - DJ Kim's Reload Mix"

(written by M. Mix, B.N. Magix)

Published by Webster Hall Publishing

Copyright 2002 Manifold Music GmbH

ACM appear courtesy of Webster Hall Records

Check out other Webster Hall artists at

www.websterhall.com

DJ ROBERT & MARTINEZ BROTHERS

"Electrified"

(written by Robert Gitelman, Jaron Martinez)

Published by Webster Hall Publishing

Copyright 2002 Manifold Music GmbH

DJ Robert & Martinez Brothers appear courtesy of

Webster Hall Records

Check out other Webster Hall artists at

www.websterhall.com

ACK HENDERSON

Syntrax"

written by Eric del Mar, Ray Clarke)

ublished by Webster Hall Publishing

opyright 2002 Manifold Music GmbH

ck Henderson appears courtesy of Webster Hall Records

eck out other Webster Hall artists at

ww.websterhall.com

ICHAEL DA BRAIN

rain 35 "Only A Illusion" Non Vocal Cut

ritten by Michael da Brain)

roduced by Michael da Brain

chael da Brain appears courtesy of Webster Hall Records

iblished by Webster Hall Publishing

pyright 2002 Manifold Music GmbH

neck out other Webster Hall artists at

w.websterhall.com

NOISER

ain 29 "Demon of the Church" Mix 1

ritten by Frank D. Noise)

roduced by D-Noiser

Noiser appears courtesy of Webster Hall Records

ublished by Webster Hall Publishing

opyright 2002 Manifold Music GmbH

heck out other Webster Hall artists at ww.websterhall.com

ICHAEL DA BRAIN

rain 2 "Something For Your Mind" Kaylab Remix

vritten Michael Baur) roduced by Michael da Brain, remixed by Kaylab

lichael da Brain appears courtesy of Webster Hall Records

ublished by Webster Hall Publishing

Copyright 2002 Manifold Music GmbH

Check out other Webster Hall artists at

www.websterhall.com

D-NOISER Brain 30 "Brain Train Psycho" tb 303 mix

(written by Frank D. Noise)

Produced by D-Noiser

D-Noiser appears courtesy of Webster Hall Records

Published by Webster Hall Publishing

Copyright 2002 Manifold Music GmbH

Check out other Webster Hall artists at

www.websterhall.com

D-Noiser

Brain 26 "Question" Non Vocal Mix

(written by Frank D. Noise)

Produced by D-Noiser

D-Noiser appears courtesy of Webster Hall Records

Published by Webster Hall Publishing

Copyright 2002 Manifold Music GmbH

Check out other Webster Hall artists at

www.websterhall.com

BIPATH

"Paranoize" - Flip Path mix

(written by Stephane K and Satoshi Tomiie)

Published by Madamix Productions / Satoshi Tomile Music

Copyright 2001

Bipath appears courtesy of SAW Recordings

www.sawrecordings.com

MOOGROOVE

"Mirage"

(written by Kenji Eto)

Published by Kenji Eto

Copyright 2001 Moogroove appears courtesy of SAW Recordings

www.sawrecordings.com

FELIX DA HOUSECAT

"Silver Screen (Shower Scene)" (written by Felix Stallings Jr., Bobby Orlando, David

Jenefsky, Tommie Lorello)

From the album entitled KITTENZ AND THEE GLITZ

Published by Sherlock Holmes Music Ltd / Nettwerk

Management / Universal - MCA Music Publishing, A Division of Universal Studios, Inc. (ASCAP)

Copyright 2001

Felix Da Housecat appears courtesy of Emperor Norton Records / CityRockers

Records artists and music at

Check out these and other great Emperor Norton

www.emperornorton.com

FELIX DA HOUSECAT

"Sequel 2 Sub"

(written by Felix Stallings Jr.)

From the album entitled KITTENZ AND THEE GLITZ Published by Sherlock Holmes Music Ltd

Copyright 2001 Felix Da Housecat appears courtesy of Emperor Norton

Records / CityRockers Check out these and other great Emperor Norton

Records artists and music at www.emperornorton.com

SOUNDTRACK

GOLDEN BOY

"Nix"

(written by Stefan Altenburger)

From the album entitled OR

©Hanseatic Musikverlag GMBH & Co. KG (GEMA)

and Angora 2000 A(GEMA)

All rights administered by Warner-Tamerlane

Publishing Corp. (BMI) © 2001

All Rights Reserved. Used By Permission

Golden Boy appear courtesy of Emperor Norton

Records and Lado Musik GmbH/Zomba

Records GmbH

Check out these and other great Emperor Norton

Records artists and music at

GOLDEN BOY

www.emperornorton.com

"It's Good For You To Meet People Like Us"
(written by Stefan Altenburger)
From the album entitled OR
©Hanseatic Musikverlag GMBH & Co. KG (GEMA)
and Angora 2000 Musikverlag (GEMA)
All rights administered by Warner-Tamerlane
Publishing Corp. (BMI) © 2001
All Rights Reserved. Used By Permission
Golden Boy appear courtesy of Emperor Norton
Records and Lado Musik GmbH/Zomba Records
GmbH

Check out these and other great Emperor Norton Records artists and music at www.emperornorton.com

THOMAS BANGALTER

© (P) and (C) Roule music 1995

"Outrun" (written by

(written by Thomas Bangalter)
Thomas Bangalter appears courtesy of Roule Music
Published by Zomba Music Publishers Ltd
excluding France.
Daft Music for France.

THOMAS BANGALTER

"Turbo"

(written by Thomas Bangalter)

Thomas Bangalter appears courtesy of Roule Music Published by Daft Lift Ltd. (Administered in the US & Canada by Zomba Songs (BMI) in the US & Canada and by Zomba Music Publishers Ltd. for the rest of the world.) Daft Music for France.

© (P) and (C) Roule music 1998

THOMAS BANGALTER

"Extra Dry"

(written by Thomas Bangalter)

Thomas Bangalter appears courtesy of Roule Music Published by Daft Lift Ltd. (Administered in the US & Canada by Zomba Songs (BMI) in the US & Canada and by Zomba Music Publishers Ltd. for the rest of the world.)

Daft Music for France.

© (P) and (C) Roule music 1998

KINNDER

"Space Station" (written by David Trusz) Copyright 2002

MISSTRESS BARBARA VS BARBARA BROWN

"Never Could Have Your Heart"

(written by B Bonfiglio @ Energia Studio Montreal)© 2002 Misstress Barbara appears courtesy of Relentless Records http://www.relentlessmusic.com

patientzero
"Live 135"
(written by Jim Crowley)
© 2002

8-OFF AGALLAH

"Midnight Club Theme"
(written by A. Aguilar)
Produced by 8-Off Agallah

Published by Assassin Music 2002

From Agallah's forthcoming Game Recordings LP IMAGINE YOUR LIFE coming 2003

8-Off Agallah appears courtesy of Game Recordings www.8offagallah.com

BLU WARTA

"Midnight Club II" (written by D. Blue, A. Aguilar) Produced by 8-Off Agallah

Published by Assassin Music / N-Tense Music

Blu Warta appears courtesy of Game Recordings

www.wartaworld.com

TRE LITTLE

"Let's Go"

(written by T. Dotson, A. Thelusma)

Produced by Red Spyda

Published by Sypda / Tracey Dotson

2002

Tre Little appears courtesy of Game Recordings
Check out more from Tre Little on the Royce da 5'9"
album ROCK CITY VERSION 2.0 and on GAME
TIGHT: THE VERY BEST OF GAME RECORDINGS

TRE LITTLE

"Put Your Top Down" (written by T. Dotson, E. Rhea) Produced by Ric Riggler

Published by Eric Rhea Music / Tracey Dotson © 2002

© 2002

Tre Little appears courtesy of Game Recordings
Check out more from Tre Little on the Royce da 5'9"
album ROCK CITY VERSION 2.0 and on GAME
TIGHT: THE VERY BEST OF GAME RECORDINGS

8-OFF AGALLAH & IKE EYES

"Ride Out" (written by A. Aguilar)

Published by Assassin Music

© 2002

8-Off Agallah & Ike Eyes appear courtesy of Game

Recordings

From Agallah's forthcoming Game Recordings LP IMAGINE YOUR LIFE coming 2003

www.8offagallah.com

TONY TOUCH FEATURING DOO WOP

"G'z Up"

(written by J. Hernandez, R. Gonzales)

Produced by Tony Touch

Published by Bouncemaster Music / Melaza Music

Tony Touch appears courtesy of Sequence Records From the Tony Touch Mix CD THE LAST OF THE PRO RICANS in stores now on Sequence Records. www.sequencerecords.com www.tonytouch.com

TOMMY TEE FEATURING MASTA ACE

"What Is It "

(written by T. Flaaten, D. Clear)

Produced by Tommy Tee

Published by Damasta Music / 1-2-1-2 Publishing

Copyright 2003

From Tommy Tee's new LP coming in 2004

www.teeproductions.com.

New Masta Ace LP coming 2003

Tommy Tee appears courtesy of Tee Productions. Masta Ace appears courtesy of Yosumi Records / MacMil

Entertainment

www.mastaace.com

ALPINE STARS

"Jump Jet"

(written by Richard Woolgar and Glyn Thomas)
Published by Warner/Chappell Music, Inc.

© Faith and Hope, 2000

Alpine Stars appear courtesy of Guidance Recordings All Rights Reserved. Used By Permission

For more information on Guidance Artists, check out www.33rpm.com

ROCKSTAR GAMES

漢岸 MIDNIGHT CLUB III



WARRANTY

Rockstar Games, a division of Take-Two Interactive Software, Inc., warrants to the purchaser only that the disc provided with this manual and the software program coded on it will perform in accordance with the description in this manual when used with the specified equipment, for a period of 90 days from the date of purchase.

If this program is found to be defective within 90 days of purchase, it will be replaced. Simply return the disc to Rockstar Games or its authorized dealer along with a dated proof of purchase. Replacement of the disc, free of charge to the original purchaser (except for the cost of returning the disc) is the full extent of our liability.

THIS WARRANTY IS IN LIEU OF ALL OTHER WARRANTIES, WHETHER ORAL OR WRITTEN, EXPRESSED OR IMPLIED. ALL IMPLIED WARRANTIES, INCLUDING THOSE OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE, IF APPLICABLE ARE LIMITED IN DURATION TO 90 DAYS FROM THE DATE OF PURCHASE OF THIS PRODUCT.

Rockstar Games shall not be liable for incidental and/or consequential damages for the breach of any express or implied warranty including damage to property and, to the extent permitted by the law, damages for personal injury, even if Rockstar Games has been advised of the possibility of such damages. Some states do not allow the exclusion or limitation of any incidental or consequential damages or limitations on how long an implied warranty lasts, so the above limitations or exclusions may not apply to you.

This warranty shall not be applicable to the extent that any provision of this warranty is prohibited by any federal, state, or municipal law, which cannot be pre-empted. This warranty gives you specific legal rights and you may also have other rights, which may vary from state to state.

You may not reproduce, prepare derivative works based on, distribute copies of, offer for sale, sell, transfer ownership of, rent, lease, or lend to others the Program or accompanying documentation, or any portion or component of the Program or accompanying documentation; provided, however, that you may transfer the entire Program and accompanying documentation on a permanent basis as long as you retain no copies (including archival or backup copies) of the Program, accompanying documentation, or any portion or component of the Program or accompanying documentation, and the recipient agrees to the terms of the Agreement. Further, you may not modify, reverse engineer, disassemble, decompile or translate the Program or accompanying documentation, or any portion or component of the Program or accompanying documentation, nor may you make any copies of the Program modules for use with other programs. This program is intended for private use only.

ROCKSTAR GAMES, A DIVISION OF TAKE-TWO INTERACTIVE SOFTWARE 575 BROADWAY 3RD FLOOR NEW YORK, NY 10012

For technical support, please call 410-933-9191 9:00AM to 5:00PM EST Monday through Friday or e-mail tech@talonsoft.com

ESRB RATING: Teen

This product has been rated by the Entertainment Software Ratings Board. For information about the ESRB rating, or to comment about the appropriateness of the rating, please contact the ESRB at 1-800-771-3772.