CARLITO'S WAY

screenplay by

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based on the novels
"Carlito's Way" and "After Hours" by

Edwin Torres

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1 INT A CORRIDOR NIGHT 1

Everything is crazy -- faces and bits of ceiling and white fluorescent tubes streaking by overhead. The sounds we hear, too, are chaotic -- metal CLANKING against metal, SHOUTS of confusion, wheels SQUEAKING. Over the noise, there is a voice, tired and weak.

CARLITO (v.o.)
Somebody's pullin' me, close to the ground. I can sense, but I can't see. I ain't panicked. I been here before. Same as when I got shot up on 104th Street.

A FACE leans into the screen, a MED-TECH's face, staring down at us with grave concern as we move, fast, through this crowded place.

CARLITO (v.o.)
Don't take me to no hospital. Fuckin' emergency rooms don't save nobody. Sumbitches always pop you at midnight when all they got is a Chinese intern with a dull spoon.

CARLITO BRIGANTE, mid-forties, Puerto Rican-American, lies on his back on a gurney, drifting on the edge of consciousness as he's hustled down this very long corridor, wherever it is. Carlito's whole body lurches suddenly as the gurney jerks to a stop, the wheels stuck in a deep metal groove in the floor.

The MED-TECHS SHOUT at each other, working to get the gurney up and moving again.

CARLITO (v.o.)
Look at these suckers scramblin' around. What for? My Puerto Rican ass ain't supposed to have made it this far. Most of my crew got washed a long time ago.

As they work, Carlito's head lolls off to the side weakly. He's staring at a mural, painted along one wall. It's a beach scene, deserted, idyllic, nothing but waves and sand and palm trees. A legend over it seems incongruous:

NEW YORK, 1975

Carlito's VOICE continues as the mural seems to come alive ever so slightly, the palm tree swaying just a tiny bit, the water shimmering and lapping.

CARLITO (v.o.)
Don't worry. My heart, it don't ever quit. I ain't ready to check out.
(MORE)

1 CONTINUED: 1

CARLITO (v.o.) (cont'd)
Seems like I just got outta the Joint. Stood up in front of that judge and told him what was who.

The bright white of the beach scene becomes even brighter, harsher, and finally is bleached out entirely by --

CUT TO:

2 INT A COURTROOM DAY 2

-- the hard, flat fluorescents of a New York City courtroom. CARLITO, maybe only six months younger but much healthier, stands in front of JUDGE ROSSI, sixtyish, in a downtown courtroom. The place is packed with DEFENDANTS, LAWYERS, and other interested parties. Rain pours down outside the huge windows.

It's a full day, and Rossi has his head in his hands as he listens to Carlito. Apparently this has been going on for some time.

CARLITO
Now, I ain't sayin' my way would have been any different if my mama had been around when I was a kid. That's all you hear in the Joint -- "aw, man, I didn't have a chance." Bullshit. I was already a mean little bastard while she was alive, and I know it.

ROSSI
Mr. Brigante, there are fifty-six cases on the court's docket for this morning.

Carlito's lawyer stands up next to him. DAVID KLEINFELD is in his mid to late thirties, expensively dressed and groomed. He's made a lot of money, recently, and by himself.

He is flanked by two young, well-dressed AIDES.

KLEINFELD
My client would like to address the court, your honor.

ROSSI
So would fifty-five other defendants. Get to the point.

2 CONTINUED: 2

CARLITO
Right.
(talking fast to get it in)
Your honor, with all due respect, past and present, and without further to-do, let me insure this court that I am through walking on the wild side. I been tryin' to tell you I been sick with the social ills known in the ghetto. But my time in Atlanta and Lewisburg has not been in vain. I been cured. Born again, like the Watergaters. I know you heard this rap before, but I mean it. I changed. And it didn't take no thirty years, like your honor thought, but only five. Uh, I'd like to thank Mr. Norwalk here --

He gestures to LAWRENCE NORWALK, the prosecutor, fortyish, who is listening to all of this with a look of absolute contempt.

CARLITO
-- for makin' the tapes in an illegal fashion. I'd like to thank the Second Circuit for reversin' you, your honor, and I'd like to thank almighty God, without who no case gets tossed.

ROSSI
(tired)
I can't believe this.

CARLITO
Oh, and of course my lawyer and good friend David Kleinfeld, who never gave up on me.

ROSSI
You're not accepting an award.

KLEINFELD
Please excuse Mr. Brigante. He is understandably excited at being vindicated after five years of incarceration.

ROSSI
There's no vindication here, counselor. Or absolution, or benediction, or anything other than an incredible convergence of circumstances which you have exploited to your client's benefit.

2 CONTINUED: 2 2

He sighs and turns to the file in front of him, Carlito's paperwork.

ROSSI (cont'd)
The Second Circuit Court's decision --
(pointedly, to Norwalk)
-- and the District Attorney's unfortunate investigative techniques -- now devolve upon me the painful duty of unleashing upon society a convicted assassin and purveyor of narcotics.

CARLITO
Never convicted on no dope!

KLEINFELD
(muttering, to Carlito)
Shut up.

CARLITO
Well, what's the point of a reversal if --

ROSSI
(finally exploding)
SHUT UP!

KLEINFELD
Once again, your honor, thank you for your patience and forbearance --

ROSSI
Oh, call the next fucking case.

He BANGS the gavel in disgust. Kleinfeld packs up quickly and heads for the door.

KLEINFELD
Come on, Carlito.

Carlito's right behind him, but as he passes Norwalk's table, he stops and holds out his hand to the Prosecutor, to shake.

CARLITO
No hard feelings, right?

Norwalk doesn't shake, just continues to pack up his papers, staring at Carlito long and hard.

NORWALK
I'll be seeing you, Brigante.

2 CONTINUED: 3 2

There is an awkward moment while Norwalk holds his gaze on Carlito, but Kleinfeld ends it by grabbing Carlito's arm and hustling him out of the courtroom.

As they leave, Carlito looks back, over his shoulder. Norwalk is still staring at him, and does so until he is out the door of the courtroom.

3 INT CORRIDOR DAY 3

CARLITO and KLEINFELD hustle out of the courtroom and down the corridor, flanked by Kleinfeld's ASSISTANTS. They walk fast, Kleinfeld in a hurry, Carlito giddy with freedom.

KLEINFELD
Jesus, you got some rap.

CARLITO
It's no rap. I meant everything I said in there.

They pass a couple of uniformed COPS who are waiting in the hallway and Carlito practically SHOUTS to them.

CARLITO (cont'd)
FREE AT LAST! FREE AT LAST! THANK GOD ALMIGHTY, I'M --

Carlito turns abruptly to Kleinfeld, grabs his face, and kisses him loudly on the cheek. The Cops just stare at Kleinfeld, unamused. Kleinfeld smiles awkwardly at them and drags Carlito off down the corridor.

KLEINFELD
The hell's the matter with you? I work here.

Carlito throws his head back and WHOOPS with joy as they head off down the hall.

KLEINFELD (cont'd)
Save your energy. Wait'll you see what I got set up for tonight.

CUT TO:

4 INT BRAZILIAN CLUB NIGHT 4

A SINGER SCREAMS on stage as a Brazilian band strikes up a hot samba. This place is full of life, lots of foliage, horns, and energy. Everyone is dancing, drunk, wild.

CARLITO and KLEINFELD are on the dance floor, looking sharp as hell. Carlito has changed, he's in a suit just as expensive as Kleinfeld's. They're dancing with two WOMEN, very hot.

4 CONTINUED: 4

Carlito dances freely, but Kleinfeld's style is more buttoned-down.

KLEINFELD
(shouting over the music)
So what're you gonna do for money? Hook up with Rolando again?

CARLITO
Nah, man, I ain't goin' back to the street. Twenty-five years I worked it and I end up with shit. I got nothin' to show for it.

FIRST WOMAN
(to Carlito)
Are you dancing with him or with me?

Carlito turns back to her and they dance together, close. But after a moment Kleinfeld is back, next to him.

KLEINFELD
What do you mean, you're not going back to the street? What else do you know how to do?

CARLITO
I got some plans.

KLEINFELD
What kind of plans?

CARLITO
(shrugs)
Just plans, that's all.

The First Woman stops dancing, puts her hands on her hips, and stares at Carlito.

FIRST WOMAN
'Cause if you <u>wanna</u> dance with him, you <u>can</u> dance with him.

Carlito, not missing a beat, sambas with his lawyer.

5 INT CLUB LATER 5

Later, and now CARLITO and KLEINFELD are at a table that is covered with empties. They are noticeably drunker. The WOMEN are out on the dance floor, dancing with each other.

CARLITO
Look at you, man. You really made somethin' of your life.

5 CONTINUED: 5

KLEINFELD
You put me in business, baby. All my first clients -- every one was through you.

CARLITO
I'm proud of you. I am. I always knew you had what it takes.

KLEINFELD
Come on, don't bullshit a bullshitter. If Marty Cohen's hemorrhoids hadn't collapsed fifteen years ago you wouldn't have let me near your case.

CARLITO
Yeah, as it was, I had to do most of the work.

KLEINFELD
Fuck you! I pulled a rabbit outta the hat on that one and you know it!

The Women, who are at the edge of the dance floor, gesture and SHOUT for them to come out and dance. Kleinfeld and Carlito look at them for a moment, admiringly, then Kleinfeld turns back to Carlito.

KLEINFELD (cont'd)
Hey, maybe I've got something for you. You remember Saso, from up on Madison? Pain in the ass guy, always hanging around my office?

CARLITO
Yeah?

The Women give up and head back out onto the dance floor.

KLEINFELD
He's got this after hours joint. I put twenty-five grand into it, but this schmuck Saso knows jack shit about running a club. He says he needs another twenty-five or he's gotta close up. I mean, I like the place, I go there sometimes. The money's no big deal, I'd put it in if I knew there was somebody who could run it. Why don't you step in? You know, straighten things out, take a salary, a chunk of the profits --

5 CONTINUED: 2 5

CARLITO
No. You done too much for me already, Dave. My appeal musta cost you fifty grand in time alone.

KLEINFELD
Call it a favor. Between friends.

CARLITO
No. I owe you. No favors. A favor'll kill you faster'n a bullet.

6 INT CLUB LATER 6

Several hours later, the crowd is thinning out, and KLEINFELD and CARLITO have moved over to the bar. They're really plowed now, their jackets off, their ties undone, and they're knocking back another shot. The WOMEN sit on either side of them, ignored, bored out of their skulls.

CARLITO
You saved my life, Dave. I was up for thirty years, you know what that is? I was buried, dead and buried, and you dug me up. I don't know what to say.

KLEINFELD
Say you love me.

CARLITO
Love you? If you were a broad, I'd marry you.

FIRST WOMAN
(mumbling)
I bet you would.

The Second Woman LAUGHS.

KLEINFELD
(oblivious, to Carlito)
Come on, what're these plans of yours? What's the big God damn secret?

Carlito shifts in his seat, uncomfortable. He looks at the Women, who are getting up.

FIRST WOMAN
We're going to the little girls' room.

As they leave, Carlito seems more at ease, but he still speaks quietly, like it's a secret.

6 CONTINUED: 6

CARLITO
You remember Earl Bassey? He got out about two years ago. He's down in the Bahamas, Paradise Island, and he's got this car rental place. We used to talk about it all the time in the can, then when he got out, he went down and set it up. Doin' real well, too. I got a letter from him a couple months ago. He said I could buy in any time I got seventy-five grand together.

Kleinfeld doesn't say anything, just stares at Carlito. Finally, he bursts into laughter.

KLEINFELD
You're gonna rent cars?

CARLITO
Yeah.

KLEINFELD
You, Carlito?

CARLITO
Yeah.

He laughs harder.

CARLITO (cont'd)
(catching the laughter)
What? I'm serious. I know a lot about cars. I started jumpin' 'em when I was fourteen.

Kleinfeld finds this even funnier.

CARLITO (cont'd)
Besides, car rental guys, they don't get killed that much.

KLEINFELD
Where are you gonna get the seventy-five?

CARLITO
You never know. Could be some rich relative dies and leaves it to me.

Kleinfeld bursts into laughter again. He lifts his drink, toasting Carlito.

6 CONTINUED: 2 6

KLEINFELD
Here's to you, Carlito. You got it all figured out.

CUT TO:

7 INT KLEINFELD'S APARTMENT NIGHT 7

Kleinfeld's apartment is a big, expensively decorated place on the Upper East Side. The front door opens and CARLITO and KLEINFELD, stagger in, drunk as skunks.

KLEINFELD
Hey, while you're stayin' here, my stuff is your stuff, got it? Anything you want. I mean it. My shirts, my suits, you name it.

Kleinfeld goes to a liquor cart while Carlito walks to the middle of the room and looks around, impressed.

CARLITO
Jee-sus, look at this place. You're reppin' all the wise guys now, aren't you, Dave?

KLEINFELD
Si.

CARLITO
You bein' careful?

KLEINFELD
Molto careful.

CARLITO
(sitting on the couch)
You know, I heard some shit inside about you.

Kleinfeld gives him a drink and sits down too.

KLEINFELD
What kinda shit?

CARLITO
Like you made some guarantees, didn't deliver, got the wrong guy mad at you. That kinda thing.

KLEINFELD
Come on, I'm not impressed by this wiseguy bullshit. I've had too many of 'em on their knees, begging me to take their cases.
(MORE)

7 CONTINUED: 7

KLEINFELD (cont'd)
If you're good, <u>everybody's</u> mad at you, on both sides. Goes with the job.

CARLITO
Just watch your back, Dave.

KLEINFELD
Don't worry about me, kid. You really wanna go straight? It's your ass gonna need watching.

Kleinfeld looks quickly over Carlito's shoulder, then HSSTS to Carlito to move in closer and speaks in a low voice.

KLEINFELD (cont'd)
Listen, if it's okay with you, I'll take Lisa, you know, the one with the big tits. You can take --

He stops in the middle of his sentence, struck by a thought. He turns and looks around. They're alone in the room.

KLEINFELD (cont'd)
Where the hell are they?

They look at each other and fall into drunken laughter.

CARLITO
Shit! We musta left 'em in the ladies' room!

CUT TO:

8 EXT SPANISH HARLEM DAY 8

PEOPLE swarm over the streets in Spanish Harlem, around 111th Street and Fifth Avenue. It's a block party, but the weather didn't cooperate -- it's gray, dark, it either rained or is about to. PEOPLE crowd fire escapes and windows or stand around garbage cans filled with ice and beer.

CARLITO (v.o.)
So here's me back on the street. Third Sunday in August -- old timer's day in the Barrio, and I don't recognize nobody. Mi barrio ya no existe. Nothin' left. Like them old cowboy movies, only instead of tumbleweed and cow dung we got stripped car wrecks and dog shit.

CARLITO walks through it all, PEOPLE greeting him. GUAJIRO, a younger Puerto Rican, eighteen or nineteen years old, walks with him, grinning, clearly enjoying being seen with Carlito.

8 CONTINUED: 8

CARLITO (v.o.)
These young guys, I don't even *recognize 'em. Mi barrio ya no* existe.

They come across a stickball game. MEN play hard, bandanas wrapped around their heads Apache-style and pant legs rolled up. A GUY hits a double and rips his pants sliding on a sewer cap.

The Guy gets up and sees Carlito.

GUY
Carlito! Yeesus, Carlito!

Carlito turns and looks at the guy. PACHANGA is a short, volatile Puerto Rican in his thirties, very much of the street. He leaves second base without a second thought.

SECOND BASEMAN
Hey! Where you goin'?!

PACHANGA
I'll be back later!

ANOTHER GUY
You on base, man!

Pachanga hurries up to Carlito excitedly. A nasty argument ensues at second base, which he ignores.

CARLITO
Pachanga!

PACHANGA
Si! I don believe it!

They embrace, hard.

PACHANGA (cont'd)
When joo get out, man?

CARLITO
Couple days ago.

They walk off, through the crowd, leaving the argument over the game behind. Guajiro follows. A couple KIDS, late teens, notice Carlito and fall in next to Guajiro.

KID
Hey, who is that?

GUAJIRO
That's Carlito, man. Carlito Brigante. He's my cousin.

8 CONTINUED: 2 8

The Kids fall in behind as well; Carlito develops a little entourage as he moves through the crowd. At the front, Pachanga has his arm securely around Carlito's shoulders.

PACHANGA
(gesturing around)
So gwat joo think of the old neighborhood?

CARLITO
Lotta new faces. Hard times out here.

PACHANGA
Three times. State-time, fed-time, and --

CARLITO & PACHANGA
-- dead-time.

They laugh.

PACHANGA
Joo got dat right. Death Valley out here. Joo know me, I take to the street wiz any moder focka, but these new kids got no respect for human life. Chotgun joo just to see you go up in the air. Joo better off in jail. I don even go up to black Harlem no more. They crazy up there.

Carlito looks around and shakes his head.

PACHANGA (cont'd)
Joo remember Victor? Got chotgunned right by the school. Patrick Fuckin' Henry Junior High. Y Marcos? Found eem in the trunk of his car outside dee Burger King.

Pachanga sees somebody across the crowd and YELLS.

PACHANGA (cont'd)
Eh, Walberto! Joo gotta see dis! Look who's here!

Another guy comes up, WALBERTO YEAMPIERRE, also in his late thirties, ridiculously overdressed, jewelry dripping from every conceivable appendage. A BODYGUARD hovers behind him. Walberto screams "money" and Carlito notices.

WALBERTO
Eh, Carlito!

He hugs Carlito, but with less real affection than Pachanga.

8 CONTINUED: 3 8

WALBERTO (cont'd)
Been lookin' all over for you! Shoulda figured I'd find you walkin' around up here, doin' a memory lane. Rolando wants to talk to you.

CARLITO
Rolando?

WALBERTO
Yeah! Come on, he's just around the corner.

He starts to drag Carlito away from Pachanga.

PACHANGA
Eh, Carlito, I gotta get back to the game, I'm on base. Joo need sunsin, joo call me, okay? Bodyguard, anyting, okay?

CARLITO
Okay, Pachanga.

Walberto pulls Carlito away, leaving Pachanga behind. Guajiro starts to follow, but Carlito turns back to him.

CARLITO (cont'd)
(to Guajiro)
Wait here, okay?

GUAJIRO
Sure thing, Carlito.

Carlito follows Walberto. Walberto throws a look over his shoulder to Guajiro, who lingers behind.

WALBERTO
Who's that, new back-up man?

CARLITO
Nah, just my kid cousin Guajiro. I gotta visit my aunt later.

9 AROUND THE CORNER, 9

they see ROLANDO RIVAS-BARCELO, mid-forties, a big Cuban in a white suit, white hat, and black sunglasses. He sits in a chair in front of a bodega, under an umbrella, BODYGUARDS on all sides, watching the festival with detached amusement. He sees Carlito coming and raises his arms halfway in greeting, like the pope or something.

He stands as Carlito draws up to him and folds him in an embrace. Carlito is the first to pull out. Rolando holds Carlito's face in his hands.

9 CONTINUED: 9

ROLANDO
I said a prayer for you while you were inside, Carlito. That harm would come to him who harmed you.

CARLITO
Thanks.

ROLANDO
Sit down, sit down.

Rolando sits. One of his Bodyguards produces another chair and Carlito sits next to him. Rolando signals for drinks.

ROLANDO (cont'd)
(to Carlito)
You're well?

CARLITO
Well enough. You look like you're doin' all right for yourself.

ROLANDO
Business is good.

CARLITO
Skag?

ROLANDO
(shakes his head no)
The coca business, hermano. That's all there is now. Heroin is dead. We made our bones in it, but times have changed. There's only cocaine. I told you this years ago, but you wouldn't listen.

One of the Bodyguards comes out of the bodega with two drinks and puts them on the table.

ROLANDO (cont'd)
(to Carlito)
After you got sent up, I went down to Bogota, made a few connections, and set up a route. Now we service Baltimore, Detroit, Washington, Philly -- but you know all this, right?

CARLITO
No, I didn't know.

Rolando takes off his sunglasses and stares at Carlito.

9 CONTINUED: 2 9

ROLANDO
Let's speak the truth, between us. You did five years, never once spoke my name. I know you could have given me up, made things easier for yourself, but you didn't. Bien hecho. Good for you. But now you get out, you see I got rich while you were gone -- maybe you think I owe you.

CARLITO
I don't want anything from you, Rolando.

ROLANDO
Who are you working with?

CARLITO
Nobody. I'm retired.

Rolando sits back and laughs at what he assumes is a joke. Walberto joins in. Carlito does not.

ROLANDO
You're serious?

CARLITO
Yeah, I'm out, I quit.

Walberto steps forward.

WALBERTO
Come on. We're supposed to believe you're quitting? You? Carlito Brigante?

CARLITO
Hey man, believe what the fuck you want.

WALBERTO
What is this? Carlito, you a player. You heavy duty. Uptown, downtown, very heavy duty. I seen you total a Cadillac on a pillar on the West Side Highway in the mornin' and be drivin' a new Lincoln down 96th Street by nighttime.

Carlito shrugs and looks away. A moment goes by. Rolando and Walberto exchange a look.

ROLANDO
So Carlito Brigante got religion.

9 CONTINUED: 3 9

CARLITO
Religion, yeah, I'm gonna study to be a priest.

ROLANDO
Tell you what, Father. I'll make your first charity contribution.

He reaches into his pocket and pulls out a thick wad of hundreds. He counts out ten and tosses them on the table in front of Carlito. Carlito eyes the money. Everyone else eyes Carlito. This is clearly an insult, and they're waiting to see what he'll do.

Carlito just looks at Rolando, straight in the eye. He stands, leaving the money where it is.

CARLITO
Keep it.
(nods toward Walberto)
Buy him a new suit.

He turns and walks away, Guajiro falling in behind him. Rolando and Walberto watch him go.

As Carlito and Guajiro blend into the crowd, Carlito looks back over his shoulder. He sees Rolando throw his head back and laugh at something Walberto says.

CUT TO:

10 INT CAR NIGHT 10

The sun has just gone down and it's dark already. CARLITO rides, GUAJIRO drives an old Monte Carlo across town on 110th Street.

CARLITO
So what you doin' these days?

GUAJIRO
Nothin' much. Still in school. Got a job, though.

CARLITO
No kiddin'? Doin' what?

GUAJIRO
Just a little leg work for Pablo Cabrales.

CARLITO
Pablo Cabrales? Ah, don't get involved with that shit.

10 CONTINUED: 10

GUAJIRO
Hey, I ain't makin' a career out of it. I'm a delivery boy, that's all. Check this out.

He opens his jacket, showing Carlito a thick envelope stuffed in the inside pocket.

GUAJIRO (cont'd)
(proud, like a kid)
Thirty grand. Hey! Do me a favor, will ya? I gotta make a pickup -- come with me.

CARLITO
Nah, come on.

GUAJIRO
I know these guys, they're friends. I just wanna walk in with you -- they see who my backup is, they'll shit their pants.

CARLITO
(laughs, flattered)
They ain't gonna know me.

GUAJIRO
Hey, you're a fuckin' legend, man. Come on, it'll be like I'm walkin' in with Willie Mays. It'll be fun.

Carlito checks his watch.

CARLITO
Ten minutes, man. I told your mother we'd be there for dinner.

GUAJIRO
No problem. These guys are real pros.

Guajiro turns down Central Park West, heading down into the low 100s.

GUAJIRO (cont'd)
This is gonna be great.

CUT TO:

11 INT BARBER SHOP NIGHT 11

An OLD BARBER cuts a YOUNGER BARBER's hair in a smallish barber shop as CARLITO and GUAJIRO come in. The Old Barber looks up at them and nods to Guajiro as they head through the shop and into the back.

12 INT BACK ROOM NIGHT 12

The back room of the barber shop is a small, dingy place, one bulb, barred windows painted black, with a door to a bathroom. THREE DOMINICANS, eighteen or nineteen years old, good-looking, expensively dressed, are playing pool with TWO NEIGHBORHOOD GIRLS, a little younger, sexy.

CARLITO and GUAJIRO come in. Carlito looks around at the dingy surroundings and smiles to himself, like a professional sizing up minor leaguers.

They all look up. Guajiro turns to QUISQUEYA, also Dominican, a little older than the other three.

GUAJIRO
Hola, Quisqueya!

QUISQUEYA
Guajiro, hermanito!

They meet and embrace, all smiles -- until Quisqueya's eyes fall on Carlito. He regards him suspiciously. (The scene is in Spanish, which is subtitled.)

QUISQUEYA (cont'd)
Who's this?

GUAJIRO
(proudly)
My cousin, Carlito Brigante. You heard of Carlito, right?

Quisqueya looks at the other Dominicans and they shake their heads.

QUISQUEYA
What you need him for?

Carlito smiles and opens his jacket, showing he has no weapon.

CARLITO
Esta bien, okay? Todo bien. Just came along for the ride.

GUAJIRO
Come on, you know Carlito, man. He used to be partners with Rolando Rivas. Just got outta Lewisburg.

Now their eyes light up with recognition.

QUISQUEYA
Oh, Carlito! Yeah, sure, I heard of you, man! You use to run skag with Rolando, right?

12 CONTINUED: 12

CARLITO
Yeah, little bit.

DOMINICAN 1
"Little bit!" "Little bit," thass a good one! Joo guys were the fockin' kings, man!

Carlito shrugs modestly as the other three Dominicans crowd around him, near the pool table.

Quisqueya puts an arm around Guajiro and leads him over to the bar, talking quietly in Spanish. Business.

AT THE POOL TABLE,

the game resumes. One of the Dominican's Girlfriends smiles at Carlito. He smiles back. Her Boyfriend doesn't like it, and puts his arm around her possessively.

Carlito's eyes are darting around the room, taking in everything. He looks across the way, to a small door that probably leads to a bathroom. The door is just slightly ajar, the light on inside.

CARLITO
You got a bathroom here?

The Dominican shoots a look across the room, to the semi-closed door.

DOMINICAN 1
Yeah -- yeah, but it don't work. Sorry, man.

Carlito finds the Dominican's response odd. He takes out a cigarette and a pack of matches. He looks over at Guajiro and Quisqueya, who are huddled at the bar, deep in conversation.

He looks back at the Dominican Kid, who avoids his gaze. Carlito thinks. He slips his pack of matches back into his pocket, unnoticed.

CARLITO
(to the Dominican Kid)
Got a match?

DOMINICAN 1
Sure, man.

The Kid pushes back his jacket to reach into his pocket for matches. As he does, Carlito notices the glint of the butt end of a gun tucked into his belt.

One of the three Dominicans playing pool wanders over to the jukebox, drops a dime in, and picks a song.

12 CONTINUED: 2 12

ACROSS THE ROOM,

Quisqueya laughs, hard, at something Guajiro says. He takes Guajiro's hands in his, a friendly, funny gesture.

QUISQUEYA
Hey, how's your boss?

GUAJIRO
He's good, man.

AT THE POOL TABLE,

Carlito sneaks a look over to the bathroom door again. There is a shaft of light coming under the bathroom door, just a sliver, but it's enough so Carlito can see shadows moving inside, a pair of feet. Waiting.

Carlito looks away, stiffening, mind racing. He shoots another look over to the jukebox. The Second Dominican reaches behind it and adjusts something, turning up the volume.

Loud. Like to cover something.

AT THE BAR,

Quisqueya still has Guajiro's hands in his.

QUISQUEYA
You didn't hear the news, man?

GUAJIRO
What news?

AT THE POOL TABLE,

beads of sweat have popped out on Carlito's forehead. Making a decision --

-- he steps forward and cuts in front of one of the Domininicans, who is about to shoot.

CARLITO
Hey, you guys wanna see a trick shot?

DOMINICAN 1
Whatchoo doin', man? We're in the middle of a game!

But Carlito's not listening, moving the balls around on the table, arranging them in an odd combination.

12 CONTINUED: 3 12

CARLITO
(ignoring their complaints)
Picked this up in Lewisburg, you guys ain't gonna believe it. You gotta help me, though -- stand there. You --
(to the Dominican at the jukebox)
Hey, come over here!

AT THE BAR,

Quisqueya still has Guajiro's hands in his, and it's getting a little odd. Guajiro looks down at them.

QUISQUEYA
You got the cash with you?

GUAJIRO
Yeah. Hey, come on, what news?

Guajiro tries to pull his hands free, but Quisqueya's fingers lock around his wrists, hard.

QUISQUEYA
Your boss is dead. So are you.

Everything happens at once. The door to the bathroom flies open --

-- Carlito WHAPS the pool cue across the face of the Dominican next to him, stripping him of his gun as they both hit the floor --

-- the KNIFE MAN who was hiding in the bathroom flies up behind Guajiro and cuts him twice, once in the back, once across the throat --

-- the Girls SCREAM and bolt from the room --

-- and Carlito FIRES, SLAMMING a shot into the Knife Man before he can turn, sending him flying against the wall.

Carlito scrambles across the floor, along the length of the pool table, keeping it between himself and --

-- the other two Dominicans. He'd positioned them on the other side of the pool table, but they're moving now, their guns out. Carlito FIRES four shots at them as he crabwalks for the bathroom.

12 CONTINUED: 4 12

Huge chunks of splintered pool table fly up, somebody SCREAMS and goes down, and a SHOT ZIPS across Carlito's back, grazing him, cutting a line through his jacket. He reacts to it but continues on, diving over the body of the Knife Man and into the bathroom.

13 IN THE BATHROOM, 13

Carlito kills the light and scrambles across the floor, into a stall.

A few more SHOTS are fired in the general direction of the bathroom, but nobody seems about ready to charge into the darkened room.

Carlito flips open the gun he got from the Dominican and dumps the spent shell casings, which PING across the tile floor.

CARLITO
(shouting)
You little shits! You little fuckin' shits! I'm reloaded, come on in and get me!

He looks down at the gun. The cylinder is still empty. He flips it shut as noisily as possible and closes his eyes.

CARLITO (cont'd)
Come on, you little fucks!

14 OUT IN THE MAIN ROOM, 14

the remaining Dominicans, who have taken cover, look at each other, wide-eyed, and now they really do look like kids. None of them seems particularly eager to charge the bathroom.

15 IN THE BATHROOM, 15

Carlito touches his back, comes up with blood on his hand.

CARLITO
You don't wanna come in, mother fuckers? Then I'm comin' out! Get ready, 'cause you all gonna die here!

16 IN THE MAIN ROOM, 16

the Dominicans are scared shitless. Quisqueya turns, aims his gun at the single light and --

BANGBANGBANGBANGBANG!

He shatters the light, sending the room into blackness. Under cover of the dark, they all race out the door and out through the barber shop.

17 IN THE BATHROOM, 17

Carlito waits, breathing hard. After a few seconds, he crawls to the door of the bathroom and looks out. He can't see anything.

He waits a few seconds, then crawls out into the dark room.

18 IN THE MAIN ROOM, 18

Carlito edges out the door, waving his empty weapon here and there frantically. He reaches cautiously into the bathroom and flicks on the light in there, spilling light over the main room.

Nobody there.

He peers out into the barber shop. Empty.

Satisfied they're gone, he hurries over to Guajiro's body. He is clearly dead.

CARLITO
(softly)
Oh, Jesus. Jesus Christ. Fuckin' look at you! You said they were friends, God damn you, there ain't no friends in this shit business!

A SOUND from the street startles him. He looks up, realizing he's still not safe here. He starts to get up, then turns back to Guajiro, reluctantly.

He reaches into Guajiro's inside jacket pocket and pulls out the wad of bills.

CARLITO (cont'd)
Adios, primo.

He stuffs the money in his pocket and hurries out the door.

CUT TO:

19 EXT STREET NIGHT 19

CARLITO comes out of the barber shop, trying to look as nonchalant as possible. SIRENS WAIL a few blocks away as he hurries down the street, head bobbing this way and that.

CARLITO (v.o.)
Ain't no more rackets out here -- just a buncha cowboys rippin' each other off.

A GUY races past him, toward the barber shop, and he bumps Carlito as he passes. Carlito turns, ready for conflict, but the Guy doesn't turn back, just keeps on.

19 CONTINUED: 19

Carlito turns and hurries on, tense, hands in pockets, every face that passes him unfamiliar and threatening.

CARLITO (v.o.)
I don't invite this shit. But it comes to me. I run, it runs after me. Gotta be somewhere to hide.

He turns another corner, surreptitiously wipes the handle and trigger of the revolver on his shirt, and chucks it in a dumpster.

CUT TO:

20 INT KLEINFELD'S OFFICE DAY 20

David Kleinfeld's office overlooks a rainy Columbus Circle. KLEINFELD sits behind a large desk that is on a sort of pedestal, to properly elevate the Lawyer above the Client. The office itself is expensively furnished, jammed with Spanish furniture and assorted nautical artifacts.

CARLITO sits in a low-slung leather chair across from Kleinfeld.

CARLITO
I took a look at the club you were tellin' me about, you know, Saso's? Nice location. Somebody ran it right, maybe it could make some good money.

KLEINFELD
Great. I'll advance you the twenty-five thou --

CARLITO
No, man. I'll put my own money in.

KLEINFELD
Your own money? What money?

CARLITO
I ran into Rolando. He owed me twenty-five from an old thing. It's the only way I'll do it, Dave.

KLEINFELD
(shrugs)
You got it. Terrific.

CARLITO
Call Saso. Tell him I'll go see him tonight.

20 CONTINUED: 20

KLEINFELD
Done.

He sits back in his chair and looks at Carlito.

KLEINFELD (cont'd)
Listen, while you're here -- I have to ask you something. A little favor.

CARLITO
What?

KLEINFELD
No big deal. I need to get a bodyguard. Somebody good.

CARLITO
Who's botherin' you, Dave? I know 'em?

KLEINFELD
No, like I said, no big deal. Just a little misunderstanding.

CARLITO
Then what do you need a bodyguard for?

KLEINFELD
Trust me on this, okay? It'll be fine. Just temporary. You know anybody? I mean a real animal.

CARLITO
Sure, I'll get you Pachanga. One of the old barrio crowd. Only knows how to do two things, fuck and fight. You'll be all right.

KLEINFELD
Thanks.

He BANGS the desk, changing the subject.

KLEINFELD (cont'd)
Hey, we're gonna make some good money with this club, I can feel it.

CARLITO
I'm only in till I make my seventy-five grand, and then I split.

20 CONTINUED: 2 20

KLEINFELD
Oh yeah. You're gonna rent Ford Pintos to tourists in Paradise.
(laughs)
Unbefuckinglieveable.

CUT TO:

21 EXT THE CLUB NIGHT 21

The Latin Reform and Progress Social Club is in a converted brownstone up on West 79th Street. CARLITO walks up to the club, passes the two BOUNCERS downstairs, and heads up.

22 INT CLUB NIGHT 22

CARLITO comes into the place. It's very 1975 -- square shaped bar with knockout BARMAIDS behind it, spinning lights, glass and metal fake walls, pink smoke, the works. Crowded. Popular. Stairs to an upstairs area are guarded by even bigger BOUNCERS. A man makes his way across the place toward Carlito. SASO is a big guy, mid-forties, Puerto Rican, rumpled tropical suit, affected uptown accent.

SASO
Charles! Charles Brigante!

He wraps Carlito in a bear hug.

CARLITO
How ya doin', Saso?

SASO
Everybody calls me Ron now, Charles. You know, from Reinaldo.
(to the Barmaids)
Stephanie! Rorita! Anything this gentleman wants! On the house!

CARLITO
Let's get to the point.
(gesturing around)
I asked around about this place. It does good business. So how come you need more money? You're gamblin' again, right? How much you owe?

SASO
(shrugs)
Fifty, sixty thou.

CARLITO
That means over a hundred. You don't change. Who to?

22 CONTINUED: 22

SASO
You know, some of the boys. Twenty-five will quiet them for now. You will come in for a quarter share of the club.

CARLITO
I'll give you twenty cash tomorrow and five at the end of the month. With Kleinfeld's end, that'll make you and me full partners.

SASO
Full partners?!

CARLITO
I'll take half the net and take care of Kleinfeld. Who keeps the books?

SASO
(flustered)
Rosario, my sister. She's good.

CARLITO
(just smiles)
I'll keep the books myself.

SASO
Full partners, and you keep the books? For twenty-five grand? What are you, crazy? What are you trying to do to me?

CARLITO
What I'm doing is saving your ass, Saso. It's either Fat Anthony or Scooze you owe, right? Either way you'll end up in the trunk of a car on the Belt Parkway before long. Maybe weeks before they find you, like DeeDee, remember? They open 'er up, that's some kinda stink you'll make --
(recoiling from a smell)
"Ooooh, what's that smell?" "Saso, man, that's Saso!" Won't be no "Ron" shit then.

Saso swallows, thinking of the picture Carlito has painted.

SASO
What time tomorrow?

CUT TO:

23 INT CARLITO'S CLUB NIGHT 23

The club is packed. CARLITO's VOICE comes over as he moves through the crowd. PACHANGA, the Puerto Rican he met on the street up in Spanish Harlem, dogs his footsteps in a brand new suit, impressed with himself and with Carlito, whom he apparently works for now.

CARLITO (v.o.)
So here's me in the club, playin' Humphrey Bogart. Things can get very sticky after hours, so I bring Pachanga in for a little extra back-up. Poor guy thinks I'm still a big timer. Thinks I'm gonna make him rich, and he's worried I'm gonna get killed before he scores.

PACHANGA
Yeesus, Carlito, I heard about dat chit wiz your cousin. Yeesus, why joo don tell me, so I can watch joo ass?

CARLITO
Pachanga, that was last month. You just found out?

PACHANGA
Con-yo, Carlito, joo got me runnin' after dat fuckin' Kleinberg in the daytime --

CARLITO
Kleinfeld. I hope you do a better job with him than you do with me.

PACHANGA
(confidentially)
Dat guy got lotta money, Carlito. He got a safe in dee office, I get a look inside once -- stacks of hunrets, just fockin' waitin' for somebody to grab 'em.

CARLITO
Hey.

He stops abruptly, his face hard. Pachanga stops, surprised.

CARLITO (cont'd)
Kleinfeld's like my brother. Understand?

PACHANGA
Carlito, hermano, Pachanga only fockin' around.

23 CONTINUED: 23

CARLITO
Well, don't fuck around. Keep your eyes open. There's people stealin' money off the bar.

PACHANGA
I try, man, but it's too fockin' dark in here.

RUDY, a waiter, comes up to them, distraught.

RUDY
Hey, Carlito, guy over there says he don't have to pay.

CARLITO
Show me.

Rudy leads Carlito to a table in the corner. Pachanga follows. At the table, there are two MEN, three WOMEN, suspicious looking. Long roll collars, heavy Cuban gold bracelets.

BENNY BLANCO, mid-twenties, Hispanic, sitting in the middle, is seemingly in charge. He's dressed, head to toe, in gray, except for his starched white shirt. Gray suit, gray shoes, gray stick pin through his gray tie.

CARLITO (cont'd)
Somethin' wrong with the check?

BLANCO
No problem. Saso owes me money. I'm just workin' it off for him.
(as if we should know)
I'm Benny Blanco, from the Bronx.

CARLITO
You know me?

BLANCO
Are you kidding? You're Carlito Brigante.

CARLITO
Well, I don't know you. And I don't owe you. Saso does, I don't. This is my joint now. New rule. Everybody pays his tab.

Blanco looks Carlito up and down. Pachanga takes a step forward.

BLANCO
(hands up)
No problem. No problem. Have a drink with us, Carlito.

23 CONTINUED: 2 23

CARLITO
Some other time, kid. Take care of the waiter.

He turns and walks off, into the crowd. Pachanga stays to give Blanco one last hard look, then follows Carlito, flanking him.

CARLITO (cont'd)
Fuckin' kids. Move a couple ounces, that makes 'em a big shot? Make a few bucks while I'm in the Joint, I'm supposed to respect 'em? Fuck that.

PACHANGA
Fock that.

STEFFIE, the barmaid, comes around the front of the bar, nervous, arguing with SASO.

CARLITO
Now what?
(drawing up to them)
Que pasa?

STEFFIE
I gotta get outta here, Carlito.

SASO
She's crazy, she can't leave now, the bar's jammed!

STEFFIE
(appealing to Carlito)
It's Alonzo. He's high and he's on his way up here. I don't want no trouble. He'll hurt me, he don't care where it is.

SASO
(to Carlito)
You see what I have to put up with? Alonzo used to be Steffie's man.

CARLITO
You chased him, but he don't go for it, right?

STEFFIE
He's a bad nigger pimp. He wants me trickin' on Eighth Avenue next to that snow bitch of his.

CARLITO
You too fine to be doin' that.

23 CONTINUED: 3 23

STEFFIE
Damn right. Fine as I am, I'm lookin' for somebody be lookin' out for me.

She laughs and spins around once. Carlito's eyes crawl over her.

CARLITO
(to Saso, quietly)
You got a piece?

Saso nods and walks off across the club. Carlito follows, edgy, almost nervous, like a fighter shaking it out before a match.

BEHIND THE BAR,

Carlito pours a shot of something and drinks it. Saso opens a drawer under the cash register and takes out a 9 mm Baretta.

Carlito takes it and turns around. Behind the bar, three or four steps lead down to a low, partially hidden door, about a five foot clearance. He opens the door and starts down a long, narrow staircase.

CUT TO:

24 *EXT FRONT OF CLUB NIGHT* 24

A big Cadillac, Michigan license plates, SQUEALS to a stop in front of the club. ALONZO, at least six three, sequins all over, especially on his platform shoes, piles out of the car.

He's absolutely livid, MUTTERING unintelligibly to himself as he heads into the club. He barely has the door open when PACHANGA and the two BOUNCERS spill out and are on him, each taking him by an arm, a gun in his face.

25 IN AN ALLEY, 25

the Bouncers SLAM Alonzo up against the wall in the alley behind the bar. Before anybody can speak, another smallish door SLAPS open from the back of the club and CARLITO flies out.

He's different, pumped up, really frightening. He moves right up to Alonzo and shoves the gun up his nose, hard.

CARLITO
Get his wallet.

Pachanga takes Alonzo's wallet from his wallet from his jacket pocket.

25 CONTINUED: 25

CARLITO (cont'd)
Take the money.

Pachanga does, and tosses the empty wallet over his shoulder The First Bouncer goes through Alonzo's pocket and comes up with a double-shot Derringer.

CARLITO (cont'd)
Lift up his pants.

They do, finding a converted 007 knife in his sock.

CARLITO (cont'd)
Okay, Alonzo from Detroit. The chick belongs to the club. If you ever, but if you ever come around here again, you die, okay? Like that. Y'hear, motherfucker?

Alonzo is on his tiptoes, the Baretta lifting him by his nose. He doesn't answer.

PACHANGA
Let's fuck eem up, put eem in the trunk, and drive eem off the pier.

ALONZO
(very soft)
Don't do that, man. Don't do that.

PACHANGA
(to Carlito)
Come on, man, it ain't far.

Carlito looks at Alonzo, into his eyes, which are paralyzed with fear. He stares at him, a little longer than he should.

PACHANGA (cont'd)
Carlito? It'll be fun.

Carlito comes around. He uncocks the gun and stuffs it in his belt.

CARLITO
Let him go.

PACHANGA
What?

CARLITO
Let him go.

Carlito turns and walks quickly out of the alley. Behind him, Pachanga and the Bouncers slap Alonzo around a little, for good measure. Carlito just keeps walking. His face is concerned, vulnerable again as his VOICE OVER returns:

25 CONTINUED: 2 25

CARLITO (v.o.)
Any other time, that pimp would have bled. But I can't do that shit no more. Don't want to burn nobody, even when I know I should. That ain't me no more. Just wanna get my seventy-five, get out.

Carlito stops at the mouth of the alley and looks back, over his shoulder. Pachanga and the Bouncers are staring at him, conferring silently among themselves.

CARLITO (v.o.)
I know what they're sayin'. "The Joint got to Carlito, he's flaky, slacked out, a used-to-be-bad-guy." The street, she's always watchin'. Kindness is taken for weakness.

26 INT CLUB NIGHT 26

CARLITO, visibly shaken, comes in the door of the club and sits down at a table, alone.

He looks out across the dance floor and sees a YOUNG COUPLE dancing. Or, rather a YOUNG WOMAN dancing, because she's leaving her partner in the dust. Carlito smiles, watching the Young Woman dance. She's good, uninhibited, and everyone around her leaves a little room for her to show her stuff.

CARLITO (v.o.)
I miss you, Gail.

CUT TO:

27 EXT BEACH DAY 27

This is a gorgeous tropical beach, very much like the one we saw at the beginning of the movie. Everything's almost <u>too</u> vivid -- the blinding white sand, the azure sea, the perfect palm tree.

And GAIL. She's in her mid-twenties, with an unspoiled prettiness and a kind, open face. She's dancing on the beach, just spinning in circles, kicking up sand and water.

Gail likes the beach.

CARLITO (v.o.)
I met her a year before I went to the Joint. Kleinfeld and I were in the Bahamas, Paradise Island, just to get away from the City.

CARLITO, looking younger, tan, healthy in shorts and a big shirt, stands a short distance away from Gail, watching her.

27 CONTINUED: 27

He's almost transfixed, eyes for no one but this Dancing Girl on the Beach.

He approaches her.

CARLITO (v.o.)
She was from New York, moved there from Pittsburgh 'cause she was gonna be a superstar modern dancer artistic ballet-type.

Carlito reaches her and says something. She stops to talk, friendly. Something he says makes her laugh, a full, genuine laugh.

28 EXT TABLE ON THE SAND DAY 28

CARLITO and GAIL are at a table on the edge of the sand, having a drink.

CARLITO (v.o.)
She was into the hippie scene -- it was them days. All shook up about Vietnam and the poor and all that bullshit, but fine as she was, I went right along with all that.

The WAITER, black, tired and hostile, unloads two drinks from a tray and walks off. Gail watches him, concern in her face.

GAIL
Did you see his eyes? God, there are still slaves and masters down here, they just use money to separate them instead of whips.

CARLITO
Yeah, it's terrible. Like, I ain't no racist cat or nothin', but I'll tell you right now the spooks in my line of work been gettin' the short end of it long as I can remember.

GAIL
What exactly do you do, Charlie?

CARLITO
Me? What do I do? Well, what I do is, uh, a lotta work with street gangs there in New York.

GAIL
What is that, part of a poverty program or something?

28 CONTINUED: 28

CARLITO
Yeah, a poverty program. Street gangs, poverty, it's all part of the same thing.

GAIL
And what exactly do you do?

CARLITO
Me? What I'm into is, uh, you know, making people deal with their social conditions so they can, uh -- better themselves. You know, feel good about things.

She has taken a joint from her purse, lit it, and taken a puff. She offers it to Carlito. He shakes his head.

CARLITO (cont'd)
(on a roll now)
You shouldn't do that shit, Gail. It's no good for you.

GAIL
Yeah, I know, you're right, Charlie. You're absolutely right.

She starts to stub out the joint, but Carlito rescues it, takes a hit, and <u>then</u> stubs it out. While he holds the hit:

CARLITO
Charlie?

GAIL
(shrugs)
You seem more like a Charlie than a Carlito to me.

CARLITO
(he likes it)
Charlie.

29 EXT CASINO NIGHT 29

It's nighttime outside a resort hotel somewhere on the island. CARLITO and GAIL walk, arm in arm, looking good. They're tanned, obviously happy, Carlito as relaxed as we'll ever see him.

CARLITO (v.o.)
We chartered a boat and bummed around the islands for a few weeks. She was in love, maybe even worse than me. Fuckin' incredible.

30 INT CASINO NIGHT 30

CARLITO and GAIL are at a crowded craps table, winning. KLEINFELD, younger, with almost an innocence about him that we definitely didn't see before, is nearby with a YOUNG WOMAN, really laughing it up.

LALIN, a floor man, Carlito's age, Puerto Rican-American, a real good-looking bastard, sees Carlito and his eyes light up. He heads for them.

CARLITO (v.o.)
One night I'm showin' her some world class crap shootin'. We're not in the casino ten minutes and Lalin spots me. Now, Lalin was a stand-up neighborhood guy, but he didn't know the load of bullshit I was handing Gail.

Carlito sees Lalin at the last second and shoots an apprehensive look at Gail, but Lalin is already upon them.

LALIN
(fast as hell)
Carlito, Jesus, I'm glad to see you. I got a problem. Walberto and Monchin -- you know them, from 103rd Street? -- they been runnin' a murder game on me. I can't okay their credit, so last night they got heavy on me, tried to gorilla me with a piece. I told 'em I don't own the place, I'm just down here workin' for Joey Costanza, but they don't listen. I can't deal with these motherfuckers, maybe you can talk to 'em for me, whaddya say? Will ya, Carlito?
(to Gail, perfunctory)
Hi.

Carlito looks at Gail. Her facial expression has changed completely. She really looks like a kid, wide-eyed at all this unfamiliar talk, and scared.

CARLITO
Gail, uh -- could you wait in the lobby for a minute?

She doesn't say anything.

LALIN
Carlito, por favor.

CARLITO
Gail?

30 CONTINUED: 30

But she still won't move, she just keeps looking from Carlito to Lalin, as if putting a lot of pieces together in her head.

LALIN
Shit, they comin' over here now.

Carlito looks up. WALBERTO YEAMPIERRE, Rolando's bodyguard from the block party in Spanish Harlem, heads across the casino toward them, looking pissed off. He's six years younger, but still in a tacky suit. MONCHIN, twenty-five year old muscle, is with him. They see Carlito and break into smiles.

WALBERTO
Eh, Carlito, whatchoo doin' down here?! Monchin, dig who's here!
(of Lalin)
What, you know this asshole? Good, I want you to straighten him out for me, tell him --

Almost automatically, Carlito, Lalin, Walberto and Monchin square off. Carlito tries to turn his body to block Gail out of it, but the confrontation is upon him and he has to keep an eye on Walberto, whose hand keeps twitching toward his jacket and the gun tucked into his belt. Carlito speaks fast and hard, to get this over with.

CARLITO
No, I'm gonna straighten <u>you</u> out, Walberto. Don't you know there are heavy people into this casino? And you gonna come in here with some rice-and-beans shakedown? What are you, crazy? Back off, motherfucker, and tell your man not to be bad-eyein' me, 'cause if he makes a move you gonna get the first shot in the face and my people here will take care of the rest. Okay?

Kleinfeld, who at first had a grin on his face, is starting to get very uncomfortable, very wide-eyed at the hard guy talk.

CARLITO (cont'd)
(still to Walberto)
<u>Okay</u>?

There is a tense moment. Walberto and Monchin look from Carlito to each other to Carlito, taken aback.

WALBERTO
(soft)
Okay.

CARLITO
Okay.

30 CONTINUED: 2 30

Carlito puts his arm around Lalin's shoulders.

CARLITO (cont'd)
Lalin, it looks to me like this was all a misunderstanding. If you see these boys around town in any joint, you're gonna send 'em a bottle right away -- you're gonna do the right thing. Okay?

LALIN
(equally cowed)
Okay.

CARLITO
Okay.

They all slink away across the casino, visibly subdued by the lecture. Kleinfeld is still staring, but his fear has turned into thrill and he breaks into an admiring grin.

KLEINFELD
Carlito, you can talk some shit!

But Carlito's not listening, he's turning, looking behind him, looking for Gail --

-- who is gone. Carlito looks up, to the door of the casino, and sees her disappearing outside.

31 INT HOTEL LOBBY NIGHT 31

CARLITO hurries out the door of the casino and catches up to Gail. She's not shocked any more, just pissed. He starts his defense before she can say a word.

CARLITO
Okay, so I consorted with known bad guys and like that when I was a kid -- but that's in the past. I ain't jiving you, I'm into helping people in the ghetto now.

GAIL
Oh, come on. Just stop it, will you?

She turns and walks away. He follows her, persuasive.

CARLITO
It's true! Just last month, this cat gets stabbed on 111th Street, I take him to the hospital even though the seats in my Lincoln get full of blood. That's just an example of what I do, that's typical of me.

31 CONTINUED: 31

A faint smile crosses her face. He knows he's getting to her, so he plays on with the same tune.

CARLITO (cont'd)
(more evidence)
Here. Tonight. A working man was being abused by two hoodlums, I jump in and prevent a problem. I can't believe you'd even think of walking out on me without giving me a chance to explain. You gotta understand what it's like to come up in a jungle.

Now Gail is really beginning to be swayed, and Carlito just fixes his big brown eyes on her. His VOICE OVER sneaks in:

CARLITO (v.o.)
In that moment, I had her. These kinda broads always go heavy for that shit about the jungle.

GAIL
Charlie, I live in the real world, I know what you come from. I'm not insensitive to it. What I don't like is that you lied to me. The poverty program? I mean -- come on.

CARLITO
That's the truth! You got no idea how many poverty-types I gotta deal with every single day!

Gail just stares at him, smiling. Carlito backs down, smiling back.

CARLITO (cont'd)
Been around the block a few times, huh babe?

GAIL
Not nearly enough, Charlie. Some bad man like you's gonna come along and break my heart.

CARLITO
Not me.

He puts his hands on her face and looks her straight in the eyes.

CARLITO (cont'd)
I will never break your heart.

CUT TO:

32 INT CARLITO'S CLUB NIGHT 32

Back in the club, CARLITO is still at the table, finishing his scotch, lost in the memory.

CARLITO (v.o.)
But a while after we got back to New York, that's exactly what I did.

The song has ended and the MAN and WOMAN from the dance floor make their way back to their booth, intertwined, very much in love, eyes only for each other.

CARLITO (v.o.)
Ah, Gail, if I thought I had a shot at a different kinda future, I never would have let you go. Believe me.

As the Man and Woman sit, a WAITER brings them a champagne bucket with a bottle in it. They look up, surprised, and the Waiter points across the room to Carlito.

He raises his drink to them in a toast and they grin broadly and wave their thanks.

CUT TO:

33 EXT RIKER'S ISLAND BRIDGE DAY 33

A Mercedes Benz drives slowly across the bridge to Riker's Island, over the choppy, murky waters below.

34 EXT RIKER'S ISLAND DAY 34

TWO GUARDS wave DAVE KLEINFELD, who's at the wheel of the Mercedes, through the checkpoint and into the prison parking area.

35 INT COUNSEL ROOM DAY 35

The counsel room of the prison is a low-ceilinged, partitioned place with a half dozen glass cubicles along the side walls. There is a UNIFORMED OFFICER behind a desk in the right-hand corner, but no other guards.

KLEINFELD enters and takes a seat in one of the cubicles. The visitor and prisoner sides are not separated by anything.

A door at the far end of the room opens and a CORRECTIONS OFFICER, black, leads a prisoner in.

TONY TAGLIAFERRO, mid-fifties, is of medium height, powerfully built, intimidating.

He sees Kleinfeld and shakes his head in disgust.

35 CONTINUED: 35

OFFICER
(to the Desk Guard)
Mr. Tony Tagliaferro, to see his lawyer, Mr. Kleinfeld.

TAGLIAFERRO
(raspy)
Okay, Floyd, beat it.

OFFICER
Yes, sir, Mr. Tagliaferro.

The Officer leaves. Tagliaferro walks across the room and sits down opposite Kleinfeld.

TAGLIAFERRO
My throat's gone, Kleinfeld. Don't make me talk. Write this down. 588-8714. It's my kid Frankie's phone number. You'll know why in a minute.

KLEINFELD
(writing)
Tony --

TAGLIAFERRO
Shut up.

He goes into a violent coughing spasm, finally spitting into a handkerchief. When he regains, his eyes are watering, his face livid.

TAGLIAFERRO (cont'd)
Kleinfeld. Never liked you. It's not 'cause you're a Jew. I've had Jew lawyers before. It's 'cause you're a lying piece of shit. I give you a million bucks to make a simple payoff and it don't happen.

KLEINFELD
I told your son, I paid the money to Nicky personally. If he decided to betray that and testify against you anyway, I hardly --

TAGLIAFERRO
Look at my hands. You make me raise my voice and I'll snap your neck like a breadstick.

Kleinfeld looks down at Tagliaferro's hands. They're like catcher's mitts. He shuts up.

35 CONTINUED: 2 35

TAGLIAFERRO (cont'd)
You fuckin' phony. What do you take me for? Nicky never saw dollar one. My million bucks went straight into your pocket.

KLEINFELD
Tony, I personally --

TAGLIAFERRO
Don't fucking lie to me, you scumbag. You lie to me again, you end up in the river. Look at it on your way out. Take a good look down, and think about how it'd feel slidin' around on the bottom with the eels and the crabs comin' outta your eyeballs.

Kleinfeld swallows. He's terrified, but tries not to show it.

KLEINFELD
(almost a whisper)
What do you want from me?

TAGLIAFERRO
I understand you got a boat.

KLEINFELD
(puzzled)
Yeah.

TAGLIAFERRO
You're gonna get me outta here.

KLEINFELD
Tony, I can't --

TAGLIAFERRO
Listen, you lawyer fuck. I got a million dollar credit with you. Look at me. I'm coughin' up my lungs into a handkerchief. I'm fuckin' dyin' in here. Do I look like I can do ten years to you?

KLEINFELD
Why me? What about your own people?

TAGLIAFERRO
My people? You think they give a shit? It's like I was never alive out there. Men move out, other men move up. That's the way it is. They got no interest in me gettin' out.
(MORE)

35 CONTINUED: 3 35

TAGLIAFERRO (cont'd)
Listen, I don't fuckin' trust you, but I got no choice. My kid, Frankie, he'll go with you. Keep an eye on you. Nobody'll know about it but you and Frankie. Did you see that nigger guard brought me down? Frankie already took care of him. He'll set up everything in here, he'll get me in the water, you just have the boat out there and pick me up.

KLEINFELD
You'll drown in the East River.

TAGLIAFERRO
I learned how to swim in the East River! I was swimming champ in the East Harlem Boys Club!

Kleinfeld shifts in his seat, hesitant.

KLEINFELD
Tony, this isn't exactly the kind of thing I --

Tagliaferro leans forward.

TAGLIAFERRO
The contract's already down on you, pal. The guys, the guns, and the lime pit. All ready for you. Just waiting for me to say go. From in here, one button I push.

He reaches out and presses his right forefinger into the table in front of Kleinfeld.

Kleinfeld looks up at him; looks his own death in the face. He nods quickly, agreeing.

TAGLIAFERRO (cont'd)
(smiles)
You're a fuckin' phony, but you're not stupid. You got six weeks to work it out, after that they transfer me to federal.

He sits back and shakes his head with something close to admiration.

35 CONTINUED: 4 35

TAGLIAFERRO (cont'd)
I get sent up, Nicky goes into witness protection, and you waltz off with the whole million. Beautiful. I always like the part when the Jew with the briefcase walks up to forty wops who got guns in their hands and says "Stick 'em up."

KLEINFELD
(reading from the pad)
588-8714.

TAGLIAFERRO
Beautiful.

36 EXT RIKER'S ISLAND BRIDGE DAY 36

KLEINFELD drives out of the prison and out, onto the bridge again.

He doesn't go far before he pulls over and gets out of the car.

He's frantic, panicky, crying. He goes to the railing and grips it hard, trying to compose himself, but his cries are becoming terrified SOBS now. Down below, the water SLAPS against the pilings.

CUT TO:

37 INT KLEINFELD'S OFFICE DAY 37

Back in his office, there's a huge stack of paperwork on Kleinfeld's desk. KLEINFELD himself, however, is ignoring it. He's bent over a little mirror on top of the stack, snorting a line of coke.

He finishes it and tilts his head back, letting the drug drip down his throat, feeling it. It seems to help calm him, but he's a frazzled mess, still in his overcoat.

He leans down quickly and does another line, the other nostril.

His desk intercom BUZZES.

RECEPTIONIST (o.s.)
Mr. Norwalk, from the district attorney's office.

KLEINFELD
(clearing his throat)
I said no calls.

He starts to lay out another line.

37 CONTINUED: 37

RECEPTIONIST (o.s.)
No, he's here.

Kleinfeld freezes, the razor blade in midair. He runs his hands through his hair.

RECEPTIONIST (o.s.)
Mr. Kleinfeld?

Kleinfeld thinks for a moment, chewing his lip.

KLEINFELD
Give me a second.

He opens the bottom right drawer of his desk and stashes the mirror and the coke.

He wipes frantically at his upper lip, making sure no trace of the drug is visible.

RECEPTIONIST (o.s.)
Mr. Kleinfeld, are you there?

Kleinfeld takes a deep breath and speaks with as much professionalism as possible.

KLEINFELD
Send him in.

He gets up, making sure one last time that there's no evidence of cocaine on him or his desk. He takes off his overcoat, shoots his cuffs, and is almost to the door when it opens and LAWRENCE NORWALK, the prosecuting attorney we saw at Carlito's hearing, walks in.

KLEINFELD (cont'd)
Larry!

NORWALK
(shaking hands)
David. Hope you don't mind, I was in the neighborhood.

KLEINFELD
Of course not. Have a seat. I was just going to call you.

Norwalk smiles, not believing that for a second, and sits opposite the desk. Kleinfeld sits behind it.

There is a very long pause as Norwalk just stares at Kleinfeld. Finally:

37 CONTINUED: 2 37

NORWALK
Your problems aren't just going to go away, David.

CUT TO:

38 EXT STREET NIGHT 38

CARLITO walks alone, down the street. He's looking up, checking addresses. He slows, sees what he was looking for. It's a block of slightly seedy brownstones. He goes to the door of one, checks the names scribbled next to the buzzers.

He runs his finger down the list of unfamiliar names. At first he goes past it, but then his finger stops, retraces its path, and runs slowly across one name.

"G. Brimfield."

Carlito pulls his finger back, to press the buzzer. But he doesn't.

Tries again. Can't.

39 EXT ACROSS THE STREET LATER 39

CARLITO drops a cigarette butt and stubs it out with his shoe, next to three or four others.

He's been sitting on some steps across the street, staring up at the building across the street. He looks up sharply as its door opens and someone comes out.

It's GAIL. She's only five or six years older than when he last saw her, but the years have taken their toll, and everything about her is different. She's more weathered, a woman now, no trace of girl left about her.

She starts down the street, a bag over her shoulder. Carlito follows her, at a safe distance.

40 EXT STREET NIGHT 40

A few blocks further on, CARLITO watches as GAIL hurries up the steps of a converted brownstone. He wanders across the street, to get a look into the second floor, where lights are on and faint MUSIC can be heard.

But he can't see enough. He turns and walks to the alley that runs along the side of the building.

He can see shadows moving up on the ceiling of the second floor now, but not much else.

There's a fire escape on the adjoining building. He climbs it.

41 UP ON THE FIRE ESCAPE, 41

Carlito gets to the second floor and looks across the alley, into the second floor of the building Gail went into.

It's a rehearsal room, wooden floor, big mirror along one wall with a rail fastened to it.

Through the windows, Carlito can see a dance class in progress. It's a small group, ballet. He watches for a few moments, but sees no sign of Gail.

The music stops, the group that was dancing sits, and another dancer goes to the middle of the floor, by herself.

It's GAIL. The music starts, faintly heard out here, and Carlito sits down to watch her. She's good. Not great, but her dance is full of heart and life.

As Carlito watches her, he can only faintly hear the music, but the sounds of the city seem to get louder around him -- cars HONK, A SIREN wails, somebody SHOUTS at somebody, a subway THUNDERS by underneath.

Carlito watches Gail, dancing her heart out. He's enraptured.

CUT TO:

42 EXT BROWNSTONE NIGHT 42

GAIL comes out of the brownstone, after class, and flies down the steps. She walks briskly away, Serious City Face on.

She passes CARLITO, who's leaning against the wall, but she doesn't look twice.

CARLITO
Hey, I know you, lady.

GAIL
Buzz off.

She keeps walking. Carlito follows, playing with her.

CARLITO
Sure, you were goin' with that guy, what was his name? Good lookin' son of a bitch, what was his name, what was -- Carlito Brigante!

Gail stops in her tracks. She turns to face him. Carlito smiles.

GAIL
Charlie?

CARLITO
Hiya, Gail.

42 CONTINUED: 42

Gail breaks into a broad smile, and her face is transformed. She's like a different person, a kid again.

GAIL
Charlie.

CUT TO:

43 INT RESTAURANT NIGHT 43

CARLITO and GAIL are at a table in a restaurant, drinks in front of them.

CARLITO
I know, poppin' up like this after all these years -- am I outta line? Maybe I shouldn't have, but you got me through a lot of bad nights since I seen you.
(she doesn't answer)
Still pissed off?

GAIL
(shrugs)
Had a few bad nights myself. I got over 'em too.

CARLITO
So what are you doin' these days?

GAIL
Things are going great. Really great. I just got a new agent and I'm going out on <u>everything</u> now. He's incredible, he knows everybody.

CARLITO
You in any shows or anything like that?

GAIL
I was in the road company of "Songbird" last year, I played the governor's daughter. It wasn't a lead, but it was a great part. And I did a musical book show in Vegas for almost a year. Hated the weather. You ever been there?

CARLITO
Are you in somethin' now? I can come down and see you.

43 CONTINUED: 43

GAIL
Well, mostly I'm just doing club dates right now. You know, one nighters. But I'm up for this musical that opens in the fall.

Carlito's just looking at her, smiling.

CARLITO
I'm happy for you. I really am. You're doin' it, livin' what you always dreamed about.

GAIL
Well, getting close. I am getting close. Not there yet, but that's okay. I mean, is anybody exactly where they wanna be? Is anybody exactly who they wanna be?

Carlito doesn't answer, just looks away, over her shoulder.

GAIL (cont'd)
What was it like inside, Charlie?

CARLITO
No big thing. Lotta pushups and a lotta wasted time.

GAIL
But you're out now.

CARLITO
Yeah. For what it's worth. The good die young and I'm still around, that's all. And I'm broke. Forty-five years old and I gotta start worryin' about money? What kind of improvement is that?

GAIL
What about this club of yours?

CARLITO
Just an after-hours joint. I'm tryin' to raise some money with it so I can -- it don't matter. With my luck, somebody'll get shot and the cops'll close it down.

GAIL
That doesn't sound like you. You never talked like this.

He looks at her for a second, hesitant, then starts to talk.

43 CONTINUED: 2 43

CARLITO
I never felt like this. It's weird, all the time I'm thinkin' about gettin' shot or gettin' jammed and goin' to jail again. Never bothered me before. This guidance guy at Lewisburg, Mr. Seawald, told me, "You run out of steam, you can't sprint all the way, can't buck it forever." That's it, I guess. They don't reform nobody, they just wait for you to run out of wind. All they gotta do is keep you locked up in the meantime. After a while you quit by yourself.

GAIL
Maybe it's time you got off the street.

CARLITO
I'm not on the street. But it don't make no difference. Somebody's always in my face.

Gail looks at him, a million thoughts in her mind, and she's not sharing them.

GAIL
Charlie.
(coming out of it)
I gotta go.

She starts to get up. Carlito jumps up with her.

CARLITO
Can I call you sometime?

She looks at him for a long moment, thinking about it.

GAIL
Let me call you.

She moves in and they embrace, a little awkwardly. Gail pulls out quickly and whispers in his ear.

GAIL (cont'd)
You said you wouldn't break my heart, Charlie.

CARLITO
I know. I'm sorry.

43 CONTINUED: 3 43

She gives him a quick kiss on the lips, turns, and she's out the door in a second. Carlito just watches her leave.

CUT TO:

44 INT CLUB OFFICE NIGHT 44

CARLITO is in the smallish office of the club, quickly counting through a stack of bills. A small, fortress-like wall safe sits open in front of him.

CARLITO (v.o.)
So here's me in the club, countin' every dollar. On top of the twenty-five grand I put in, I already pulled out another fourteen. Thirty-five, forty more and I'm gone, daddy, gone. Two, maybe three months.

He tosses the stack into the safe, SLAMS it, and spins the dial.

45 INT CLUB NIGHT 45

Back downstairs, CARLITO sits at the bar with a drink, going over account books.

CARLITO (v.o.)
Just gotta mark time now. Lie low. Keep outta trouble and off people's minds.

PACHANGA hurries across the club and up to Carlito.

PACHANGA
Carlito, Lalin is here. Joo gwan to see heem?

CARLITO
(breaks into a wide grin)
Lalin? No shit? I thought he was doin' twenty years! How is he?

Pachanga just shrugs evasively and heads off across the club.

CARLITO (cont'd)
Huh?

46 INT OFFICE NIGHT 46

LALIN, the good-looking neighborhood guy Carlito bailed out in the casino in the Bahamas, is now fortyish, but he is old far before his time.

46 CONTINUED: 46

He sits in a wheelchair in the middle of the office, taking an occasional hit of cocaine from a small one-hit box he clutches in his right hand, darting it up to his nose every couple of minutes, like a tick. He's wearing a good suit, but nature is ravaging him.

CARLITO pauses in the door as he gets his first look at his friend's deteriorated condition. He waits a minute, watching Lalin take another hit.

Finally, Carlito forces a smile on his face and comes all the way into the office. Lalin looks up.

LALIN
Carlito!

Carlito goes to him and throws his arms around him. It's a little difficult because of the wheelchair, and there is tension because of it.

CARLITO
What'd they do to you, man?

LALIN
(shrugs)
I took a few in the back. When the street's really mad at you, she don't put you in a box --
(hits the wheelchair)
-- she puts you in one of these things.

CARLITO
You want a drink?

LALIN
Like you wouldn't believe.

47 INT OFFICE NIGHT 47

CARLITO is lying on a couch in the office with a drink. LALIN continues to take a hit every now and then; he's looking wired as hell. He's taken out a rock of coke and is cutting it up with a long switchblade, to refill his box.

They're laughing, it seems they've been talking for a long time.

LALIN
You know, I seen that chick you use to go around with.

CARLITO
Yeah? Who's that?

47 CONTINUED: 47

LALIN
You know, the one from down in the Bahamas. The dancer. I seen her dance, this place down on Forty-eighth and Broadway. Classy joint.

CARLITO
You saw Gail dance? When?

LALIN
Couple of weeks ago. She was in this fantastic show. Very artistic. She's a very talented lady.

CARLITO
Forty-eighth and Broadway?

LALIN
Yeah, whatever. So Carlito, listen -- you back in business, huh?

CARLITO
No. I ain't. I'm retired.

LALIN
Come on. You mean all them people in Lewisburg and you didn't connect?

CARLITO
Did a lot of reading, mostly. Worked on my appeal.

Lalin laughs and takes another hit of coke.

CARLITO (cont'd)
What about you? Last I heard you were doin' twenty upstate.

LALIN
(proudly)
Beat it.

CARLITO
No shit? How?

LALIN
Ah, you know. Worked with a couple guys on the block. Smart guys. Just beat it, that's all.

Carlito nods, but he's thinking something. Lalin leans over, closer to him.

47 CONTINUED: 2 47

LALIN (cont'd)
I'm in with some people, Carlito. Italianos. Heavy paper.

CARLITO
Yeah?

LALIN
They got the money. They'll go up to twenty-five for a key if it's good. And they want regular street people. Old school, you know?

CARLITO
Stand-up guys. Like us, right Lalin?

LALIN
Yeah, like us, babe. What do you say? You, me -- maybe you bring in your connection --

CARLITO
Told 'ya. I ain't connected.

LALIN
Hey, come on, babe. You forget who you're talkin' to? I --

In a second, Carlito rips the switchblade out of Lalin's hand and shoves it up against his neck, the tip of it pressing into Lalin's adam's apple. Carlito puts a finger to his lips, gesturing for Lalin not to make a sound.

Lalin stares at him, wide-eyed.

Carlito reaches slowly into Lalin's shirt, and with a slight TEARING sound, pulls out a tiny microphone on the end of a wire. He RIPS the wire rig from Lalin's chest, hurls the mike to the floor, and stomps on it, SMASHING it to bits.

CARLITO
That's how you beat your twenty years, isn't it, you piece of shit?! What the fuck is the matter with you?! I oughta push you into the fuckin' river!

The door to the office CRACKS open and PACHANGA comes in, having heard the shouting.

PACHANGA
Wot de fuck, Carlito, you --

He stops in the middle of his sentence, seeing Lalin's shirt torn open, the bits of tape, and the smashed microphone on the floor.

47 CONTINUED: 3 47

PACHANGA (cont'd)
Con-yo, Lalin, joo fockin' cheeba!
Joo fockin' stool picheon!

Enraged, he pulls his gun as if he's about to blow Lalin right out of the chair, but Carlito stops him and shoves him to the door.

CARLITO
Get the fuck outta here, Pachanga --

PACHANGA
I kill eem for you, Carlito, I fockin' kill eem myself -- !

CARLITO
-- the fuck outta here!

He shoves Pachanga out and SLAMS the door behind him. Lalin begins to cry.

LALIN
Kill me! Go ahead, kill me! I don't give a shit! Look at me. Look at what I gotta carry around!

He reaches under the wheelchair and pulls out a white and pink box.

LALIN (cont'd)
Pampers! Diapers! I shit in my pants. I can't hump. I can't walk. Go ahead, kill me, you cock sucker!

He hurls the box and it hits the wall behind Carlito.

LALIN (cont'd)
(sobbing now)
They made me do it, or they send me back to the can! I'm no good in the joint, I'm in a fuckin' wheelchair, you know what that's like?!

CARLITO
Who sent you?

There is a long pause. Lalin holds eye contact with Carlito as long as he can, then finally looks away, hanging his head.

LALIN
(subdued)
The D.A.

CARLITO
Norwalk?

47 CONTINUED: 4 47

LALIN
He's got a hard-on for you, man. He got a tip you were dealin' again, big time, like the old days.

Carlito paces, furious, frustrated.

CARLITO
I ain't made a move, I ain't made a single God damn move! Who told him this shit?!

LALIN
I don't know.

CARLITO
Who the fuck told him?!

LALIN
I don't know, I swear!

Carlito backs off. He paces, thinking, livid.

LALIN (cont'd)
I wasn't gonna give you up, Carlito, no way. I was gonna give you a signal. I was gonna write it out on a piece of paper and show it to you. Don't kill me, man, okay?

Carlito turns and looks at him with pity.

CARLITO
I don't want to kill you, Lalin. I don't even want to hurt you. You got business to do, just do it somewhere else. I'll get somebody to wheel you out.

CUT TO:

48 INT KLEINFELD'S HALLWAY NIGHT 48

CARLITO, agitated as hell, waits in an expensive hallway. DAVID KLEINFELD, in a bathrobe, blinks sleep out of his eyes and opens his front door.

KLEINFELD
Jesus, Carlito, it's three in the morning.

CARLITO
Some fuck told Norwalk I was dealin' again.

48 CONTINUED: 48

Kleinfeld just stares at him for a second, then throws the door wide open.

KLEINFELD
Come on in.

49 INT KLEINFELD'S APARTMENT NIGHT 49

KLEINFELD pours two glasses of scotch while CARLITO paces, pissed off.

KLEINFELD
You know who it was?

CARLITO
No. He sent somebody out to talk to me wearing a wire.

KLEINFELD
That son of a bitch. He's been leaning on me too, about other shit.

Kleinfeld gives one drink to Carlito and drinks deeply from his own.

CARLITO
I ain't dealin' shit. And I ain't goin' back to jail. No matter what.

KLEINFELD
Relax, you're not going anywhere. You're not dealing, so he can't have anything on you. Not possible. The guy's on a fishing expedition. Let me give him a call, straighten him out.

CARLITO
You think that'll do it?

KLEINFELD
One phone call, Carlito. Like magic, your problems go away.

Carlito nods, grateful.

CARLITO
I owe you, man.

He drinks his drink, staring off, sullen, depressed.

CARLITO (cont'd)
Fuckin' Lalin, man. There's nobody. There's nobody left.

CUT TO:

50 EXT STREET NIGHT 50

CARLITO walks around the corner of Forty-eighth and Broadway, past a few places, not even sure what he's looking for. He's about to give up when he stops, turns around, and looks across the street --

-- in disbelief. Whatever he's staring at is brightly lit, neon reflecting off his face.

51 INT DIAMOND ROOM NIGHT 51

CARLITO steps through the curtained entrance of a club and into the main room.

The Diamond Room is an upscale midtown place with a large, horseshoe-shaped stage that occupies the center of the room. The clientele, what you'd expect, stares at the stage raptly, a deadened look in their eyes as they watch --

-- a STRIPPER in the middle of her act.

Carlito looks shocked. A HOSTESS leads him to a table near the front and he sits down, tips her, and watches the Stripper. She finishes her act, the crowd applauds lustily, and Carlito orders a drink as they wait for the next act.

The music starts. The crowd CHEERS. And the next stripper dances on stage. She's good, a real dancer, very erotic. The first part of her act is teasing, mostly with her back toward us, but she works her way around as she reaches the front of the stage.

In one dramatic move, she turns fully around, facing the crowd from not very far away.

It's GAIL. She tries to hide her double take as she catches eyes with Carlito, but the reaction is there.

They hold eye contact for a second -- and she moves on, back into her act.

CUT TO:

52 INT HORSESHOE CLUB LATER 52

CARLITO sits at the bar, a drink in front of him, untouched. GAIL, dressed in street clothes now and with a bag over her shoulder, comes up behind him and kisses him on the cheek.

GAIL
Hey! This is a surprise.
(to the BARTENDER)
Can I have some cranberry juice?

Carlito turns to her, forcing a smile on his face, trying to hide his discomfort.

52 CONTINUED: 52

CARLITO
Yeah! Big surprise. You were terrific!
(pause, she's waiting for more)
Uh -- I mean, you know, uh, you were very, uh, very --

She leans forward, waiting for him to finish his sentence, but he can't seem to.

GAIL
Sexy?

CARLITO
Yeah! Exactly. Very sexy.

GAIL
Well, that is the desired effect.
(as the Bartender gives her the juice)
Thanks.

Two WHITE GUYS, thirtyish, business types in suits, stop next to Gail, looking at her almost reverently.

WHITE GUY 1
Miss, that was -- you were just wonderful.

WHITE GUY 2
(nodding vigorously)
Really. Wonderful.

GAIL
Thank you. Thank you very much.

They nod some more and back away, tripping over their own feet.

Carlito just sits there, awkward as hell.

GAIL (cont'd)
What's the matter, Charlie?

CARLITO
Nothin', I just didn't know the -- the situation.

GAIL
"Situation?"

She looks at him sideways for a moment. He is massively uncomfortable. She takes a long sip of her cranberry juice, thinking. Finally, she turns back to him.

52 CONTINUED: 2 52

GAIL (cont'd)
Listen, Charlie. I don't owe anybody. I don't hurt anybody. I dance, and I get well paid for it. End of story. And I don't fuck anybody.

CARLITO
Woah, wait a minute, wait a minute, I didn't say a word!

GAIL
It's in your eyes, Charlie. You're sitting there judging me, and I don't like it.

CARLITO
Hey. Gail. Wait a minute.

GAIL
No, <u>you</u> wait a minute. I don't judge you, you know.

CARLITO
Will you give me a chance to talk?

GAIL
You ever kill anybody, Charlie?

He stares at her for a long moment, then looks away.

CARLITO
I get your point.

GAIL
Good.

She stands up and goes to him, putting her arms around him and kissing him, no hard feelings.

GAIL (cont'd)
Where are you living?

CARLITO
(*shrugs, it ain't much*)
Got a place over on Eighty-seventh.

GAIL
You wanna go there?

CUT TO:

53 INT CARLITO'S APARTMENT NIGHT 53

The door opens on this small studio apartment in a residence hotel. The decor is like a Flintstones cartoon -- table, window, chair. There is a fold-out bed in the middle of the floor, still open from the morning.

CARLITO lags self-consciously in the doorway while GAIL walks in and checks it out. Neither of them speaks. They don't turn on any lights, but the room is illuminated by the building across the way.

Carlito closes the door and sits on the end of the bed. Gail turns. She walks to him, stands in front of him, and unbuttons her shirt. He reaches up, parts the shirt with his hands, and lays his face against her breasts. It's a tired, deeply felt gesture.

She pulls him up and kisses him. Their passion grows quickly. They kiss harder, aggressively, until she pulls away to yank her pants off, impatiently, pulling them inside out over her feet.

As she does, he pulls the covers off the bed, neither one of them willing or even able to slow down, and as soon as they can they're making love.

Now they slow, even stop, just looking at each other, eyes brimming.

CARLITO
Oh . . . Christ.

CUT TO:

54 INT AFTER HOURS CLUB NIGHT 54

Carlito's club is doing moderate business, not packed, but no open tables either. DAVE KLEINFELD, messed up, is out on the dance floor with STEFFIE, the barmaid. They're dancing close, hands all over each other's asses.

SASO wanders through the crowd, wringing his hands, looking nervous as hell.

55 INT BATHROOM NIGHT 55

SASO comes into the men's room, eyes darting both ways. He doesn't have to look long. GRUNTING and MOANING are coming from one of the stalls. Saso looks up.

A woman's hands are on the top edge of the stall, on either side.

He looks down. A man's feet are between the woman's feet, his pants around his ankles. The MOANING gets louder, edging up on GASPING. Saso looks horrified. He hurries out.

56 INT CLUB NIGHT 56

CARLITO is at a table, having a drink. SASO hurries up to him again.

SASO
Carlito, please, it's urgent.

CARLITO
What?

SASO
There's a problem with Kleinfeld.

CARLITO
What kinda problem?

SASO
He's in the john fucking Steffie.

CARLITO
Good for him.

SASO
She belongs to Benny Blanco now.

CARLITO
Who?

SASO
You know, Benny Blanco. From the Bronx. I owe him a few dollars.

CARLITO
Fuck Benny Blanco.

Saso mops his brow, now getting a little nervous.

SASO
Yes, well, he's here, and he saw them go in. He's going to make trouble.

He points over to the doorway, where BENNY BLANCO stands with his BODYGUARD.

Benny, again, is dressed all in gray, and looks pissed off. He points one long finger at Saso and beckons to him.

Saso swallows and crosses the room to Blanco.

As he does, Kleinfeld and Steffie come back to the table, afterglowing all over the place and very unaware of Blanco's presence.

STEFFIE
Damn, Carlito, where you been hidin' this man? This is one sexy man. This man is an <u>animal</u>.

56 CONTINUED: 56

Kleinfeld grins, proudly. They sit at the table, their backs still to Blanco. Kleinfeld pulls out a small vial of coke and dumps some on the back of his hand.

STEFFIE (cont'd)
Plus he got himself a Mercedes, he got himself a yacht --

KLEINFELD
(cutting her off)
Here.

He extends his hand to Steffie's nose and she snorts the coke.

Carlito doesn't say anything, just watches over their shoulders, to where Blanco is talking to Saso, who is nodding vehemently. They finish their conversation and Saso comes back across the dance floor, smiling nervously.

SASO
(to Carlito)
It's gonna be okay. He says he wants to send a bucket of champagne over. He says he wants you to send Steffie over.

Steffie spins around quickly, sees Blanco, and gets panicky.

STEFFIE
Saso! Carlito! What -- !

CARLITO
Take it easy, Steffie. There's no problem here. You're with Dave.

SASO
Hey, wait a minute. Benny said --

Kleinfeld looks around, all bluff and bravado from booze and coke.

KLEINFELD
What Benny? Who the hell is Benny? Fuck Benny.

RUDY, the waiter, comes over to the table with a bucket of ice and a bottle of champagne. He's sweating, very aware of the situation that is developing.

RUDY
(to Carlito)
This is, uh, this is from --

CARLITO
Send it back.

56 CONTINUED: 2 56

SASO
What?!

CARLITO
Send it back.

Rudy swallows and takes it away.

KLEINFELD
Hey, where's he goin' with that bottle?

CARLITO
Wrong table, Dave.

SASO
(sweating)
Charles, please. You can't do this. Benny spends a lot of money here.

CARLITO
He's a fuckin' nickle-bagger.

SASO
What happened to you? What are you actin' like this for? It doesn't make sense you should hate these people. They're what you were twenty years ago --

CARLITO
Shut up.

Saso turns and looks over his shoulder. Blanco is now crossing the floor toward Carlito, his Bodyguard flanking him.

SASO
Yo me lavo las manos.

He makes a gesture of washing his hands in the air, then turns and walks quickly away as Blanco draws up to the table.

He comes up behind Steffie and Kleinfeld, facing Carlito, and puts his hands on Steffie's shoulders. She's shaking.

BLANCO
That's the second time you turned down a drink from me, Carlito.

CARLITO
Happens.

Blanco looks at him, surprised, as if there's some confusion here -- this can't be happening to <u>him</u>.

56 CONTINUED: 3 56

BLANCO
Maybe you don't remember me --

CARLITO
Maybe I don't give a shit. I don't know who you are. I don't <u>care</u> who you are. To me you're a punk. I been to Europe. Where you been? I made millions of dollars. What do you got -- a few grand in your pocket? -- and you think you're somebody. I have been with connected people, made people, who you been with? Mickey Mouse mother fuckers.

There is a long pause as Blanco reacts to Carlito's frontal assault. The two Women at the other end of the table get up and clear out, certain that hostilities are about to follow.

Steffie is frozen in her chair. Kleinfeld's looking up at Blanco, contemptuous, drunk.

Blanco himself looks about to explode. Carlito's just staring him down.

BLANCO
(very quiet)
I say Steffie's at the wrong table. Right, babe?

CARLITO
No. She's not.

There is another pause, and then Blanco reaches for Steffie, pulling her up from the table.

Now things really happen. Carlito leaps up from the table and Blanco's Bodyguard steps forward, his hand in his coat.

From behind him, Pachanga and TWO BOUNCERS appear from where they were lurking just within earshot. The Bouncers grab Blanco and liberate Steffie.

Pachanga CLUBS the Bodyguard's hand as it comes out of his coat and takes his weapon.

Dave Kleinfeld is on his feet too, pulling a snubnose out of his belt and shoving it in Blanco's face.

CARLITO
What the hell you doin', Dave?!

KLEINFELD
(crazed)
I'm gonna shoot this cock sucker!

56 CONTINUED: 4 56

BLANCO
I'll kill you, mother fucker!

KLEINFELD
I'm gonna blow your God damn --

CARLITO
Put it away, Dave.

He's looking around the club, hoping they're not attracting too much attention, but here and there people have noticed and are heading for the exits -- or sitting back to watch.

KLEINFELD
(to Blanco)
How does it feel, fucker, huh? How does it feel?

Carlito SIGHS and turns to Pachanga and the Bouncers.

CARLITO
Get 'em outta here.

They hustle Blanco and his Bodyguard, who are struggling and SHOUTING, across the club, out the door, and into the hallway.

OUT IN THE HALLWAY,

Pachanga and the Bouncers have Blanco and his Bodyguard out of the club and on the landing at the top of the stairs.

CARLITO (cont'd)
Hold it, hold it. Stop 'em here.

They do. Carlito steps right up to Blanco, his face only a few inches away.

CARLITO (cont'd)
You're a kid, so I don't hurt you. But you ain't a kid no more than once. Got it? Don't ever let me see you again.

BLANCO
(crazy with rage)
You over, man, you in the fuckin' history books, you better fuck me up now, and good, 'cause I --

Carlito rolls his eyes and KICKS Blanco in the chest, hard, sending him tumbling, CRUNCHING down the stairs, head over heels.

Kleinfeld grins. He turns to Blanco's Bodyguard, who is held by the Bouncers.

56 CONTINUED: 5 56

KLEINFELD
(to the Bodyguard)
Better not keep him waiting.

He KICKS the Bodyguard in the chest too, sending him CRASHING down the stairs the same way, finally landing in a pile on top of Benny Blanco, from the Bronx.

CARLITO
(to Pachanga)
Make sure they're not dead and get 'em outta here.
(to Kleinfeld, pissed)
Come here.

57 INT CLUB OFFICE NIGHT 57

CARLITO comes into the office. KLEINFELD follows, closing the door behind him.

CARLITO
Since when are you such a tough guy? Give me the piece.

KLEINFELD
What?

CARLITO
Give me the fuckin' gun. You're gonna get yourself killed, or worse, you're gonna get me killed.

KLEINFELD
I can take care of myself. I'm not some law school punk just set up shop in Harlem, you know.

CARLITO
Dave, you're gonna wave it at the wrong guy. He's gonna take it away from you and bury it in your ass, I guarantee it. Come on. Just for now, give me the gun.

Kleinfeld looks at him, shakes his head, and gives Carlito the gun. He slips his arm around his shoulders as Carlito puts the gun in a desk drawer.

KLEINFELD
I know you love me, kid, but you gotta lighten up. Hey, you know what? I'm having a big party Saturday on my boat. Come on out. I wanna talk to you about something.

57 CONTINUED: 57

CARLITO
What?

KLEINFELD
Saturday.

CUT TO:

58 EXT KING'S POINT DOCK NIGHT 58

Dave Kleinfeld's boat is a seventy-five footer docked at a private pier at King's Point, on the north shore of Long Island. There's a party going on, PEOPLE scattered here and there up top and the lights on below decks.

59 INT CABIN NIGHT 59

There are maybe a dozen PEOPLE below decks, crooks and the people who represent them, older MEN, much younger WOMEN. There's a pile of coke in the middle of a glass-topped table which everyone samples from time to time.

COUPLES make out here and there, modesty not really an issue. One Couple, on the couch, is particularly into it.

CARLITO is sitting on a stool at the bar, his back to it all, in the crowd but not of the crowd. STEFFIE comes up to him.

STEFFIE
Whatchoo doin' over here by yourself, Carlito?

CARLITO
Sittin'.

STEFFIE
You sure are weird, baby. Like, how come you never tried to fuck me? You got into two beefs for me now, ain't laid a glove on me.

CARLITO
You're with Dave now.

STEFFIE
(flirty)
Well, he can't fuck me tonight, all the coke he's doin'.

KLEINFELD appears and sits down on the other side of Carlito. He's wired.

KLEINFELD
What are you two talking about?

59 CONTINUED: 59

STEFFIE
(hard)
Fucking.

KLEINFELD
Yeah, speaking of fucking, Steffie, go talk to those friends of yours. They're embarrassing, for Christ's sake.

Steffie looks over at the Couple. The Woman's hands are all over the Guy's crotch, on the outside of his pants, and he looks close to heaven. Steffie laughs and heads off into the party.

Kleinfeld does a hit of coke and pours himself a drink. He's restless, upset.

CARLITO
Okay, Dave. What's up?

Kleinfeld looks around, to make sure no one's listening. He shakes his head, like this is a subject he can't even bring himself to discuss.

KLEINFELD
I'm in trouble, man. Real trouble.
(pause)
You've got to help me spring Tony Tagliaferro from Rikers.

There is a very long pause.

CARLITO
(softly)
Tony Tee? Are you nuts?

Kleinfeld doesn't answer, just looks at him.

CARLITO (cont'd)
Jesus, Dave, do you know what you're saying?

KLEINFELD
He thinks I stole a million dollars from him. He's nuts, paranoid. If I don't do it, he'll have me killed. It's that simple.

CARLITO
It's crazy. The only way you can get off the island is to swim.

KLEINFELD
Yeah.

59 CONTINUED: 2 59

CARLITO
He'll drown.

KLEINFELD
No, he won't. You and I are gonna pick him up --
(of the boat)
-- in this. It's a piece of cake. Tony's got a guy inside who'll get him in the water. I've been cruising the Sound for years, I know those channels like the back of my hand. We cross Little Neck Bay into the river, then pick him up near the north corner. In and out. Half an hour.

CARLITO
It's too rough for a swimmer. He'll drown.

KLEINFELD
Not Tony. He's a fucking animal. But he swims like a fish.
(laughs)
Get it? A fish.

Kleinfeld laughs again. He looks away, over to the Couple on the couch again. The Woman is starting to unzip the Man's fly.

KLEINFELD (cont'd)
HEY!!

He SLAMS his glass on the bar, harder than he intends to, and it SMASHES to pieces. All heads turn to him.

KLEINFELD (cont'd)
(to the Guy on the couch)
What is your fuckin' problem', Louie?!

GUY
No problem, Dave, no problem!

KLEINFELD
Your chick's giving you a handjob right on my couch! I got guests here! People are eating, for God's sake!

GUY
Take it easy --

59 CONTINUED: 3 59

KLEINFELD
Where the hell are your manners? You wanna fuck her, go in the bedroom like a normal human being!

The Guy and Girl rearrange their clothes and move happily into the bedroom.

KLEINFELD (cont'd)
(shaking his head)
People.

He turns back to Carlito, who is staring at him, his face sad.

CARLITO
Jesus, Dave. You're a lawyer, man. What the fuck is happening to you?

KLEINFELD
I'm gonna get you fifty grand for going along.

Kleinfeld turns away, not wanting to look Carlito in the eye.

CARLITO
Look at me.

Kleinfeld does.

CARLITO (cont'd)
I do this for you, not for the money.

Kleinfeld nods, looking away again.

KLEINFELD
Won't be long. I'll let you know. Don't worry about it for now.

STEFFIE comes back up to them, slipping her arms around Kleinfeld's chest.

STEFFIE
Jesus, you came down kinda hard on Louie. I didn't know you was such a prude.

KLEINFELD
Prude? Come here.

They kiss. Carlito watches for a moment, until they start to make out, really grope each other, then he looks away. His VOICE OVER:

59 CONTINUED: 4 59

CARLITO (v.o.)
I can see dollar signs in Steffie's eyes. Can't tell Dave. Rich guy don't wanna be loved for his money. Everybody wants to be somethin' they ain't.

CUT TO:

60 INT GAIL'S HALLWAY NIGHT 60

CARLITO is outside Gail's apartment door. She opens it, but keeps the chain on.

GAIL
I was asleep.

CARLITO
Open up. I went and bought a cheesecake for you.

GAIL
I don't like cheesecake.

CARLITO
Yeah, you do. Come on, let me in. You know you're gonna, you wouldn't have buzzed me in if you weren't.

GAIL
Thought you were somebody else.

CARLITO
So? Pretend I still am. Come on. What do you want me to do, bust the chain, chase you around the apartment, take you on the floor?

She smiles and turns away from the door, leaning against the wall next to it.

GAIL
Yeah.

CARLITO
I'm too old. Come on, open the door or I'll have to break it down.

GAIL
Okay, break it down.

He sighs and SMACKS his shoulder against the door, hard, but not hard enough to break the chain.

60 CONTINUED: 60

CARLITO
Oh, Jesus. I think I broke my shoulder.

GAIL
(laughs)
You hurt, Charlie?

CARLITO
Yeah. It's bad. I need medical attention, let me in.

GAIL
Sorry, Charlie. If you can't get in -- you don't get in.

Through the crack in the door, he sees her drop her bathrobe onto the floor and walk toward the bedroom, naked.

Carlito moves forward suddenly, SMACKING the door hard, ripping the chain bracket out of the frame and sending the door BANGING open.

IN THE APARTMENT,

he moves quickly across the room, turns her around and kisses her.

GAIL
You stink from booze. Where the hell you been?

CARLITO
Bad place. I'm here now.

She steps up, onto his feet, kissing back. He walks backwards, with her on his feet, into the bedroom.

61 IN THE BEDROOM, 61

they fall back onto the bed, kissing. Gail stops suddenly and sits up.

GAIL
Where's my God damn cheesecake?

CUT TO:

62 INT GAIL'S BEDROOM NIGHT 62

CARLITO and GAIL are in bed, after, in that dreamy place right before sleep. She props herself up on one elbow and whispers to him.

GAIL
Can I ask you a personal question?

62 CONTINUED: 62

CARLITO
Anything.

GAIL
Did you ever kill anybody, Charlie?

He just looks at her for a second, not expecting quite so heavy-duty a question.

GAIL (cont'd)
I'm sorry, is that --

CARLITO
It's okay, it's just -- it ain't that simple. I mean, you can't just ask it like that, and there it is.

GAIL
You don't have to answer.

CARLITO
Look, when I was a kid, for example, the wops said no spics could go east of Park Avenue. And the spooks said no Ricans west of Fifth Avenue. That don't leave you a lot of room to maneuver. Say you wanna go to Central Park, for example -- you shit outta luck. So what you gonna do? You go. Now, if you get caught, what happens to you ain't so bad when you eight or nine years old, but you get a little older -- that's when you notice them rumbles are gettin' a little meaner. The Copiens, the Socialistics, the Comanches -- all them bad motherfucker gangs are startin' to use hardware now. You know, for example, if the Copiens catch you in the park, they gonna stick you. That's a fact. And what you gonna do? You gonna start carryin' a blade, that's what. But then the zip guns come out. One time I got caught by the Copiens in Central Park by the lake near 106th Street -- my blood was up, I said "I'll take any one of you motherfuckers." But they said "No, man, we gonna kill yo' ass," and they started pulling the rubber bands on the zip guns. That ain't good. They catch one of those bullets square, it hits you in the head, you got some serious problems.
(MORE)

62 CONTINUED: 2 62

CARLITO (cont'd)
And then what you gonna do? That was the last chase on me like that. I always carried a piece from then on.

Gail looks a little teary, so he puts his hand on her face.

CARLITO (cont'd)
Guys went down, yeah, sure, but it ain't like you just decide one day and that's that. You just do what you gotta do, every day. It's bit by bit, day by day, and that's how you end up where you are.

GAIL
That's how everybody ends up where they are, Charlie. Everybody.

CARLITO
(thinks about that)
Yeah. I am gettin' out, Gail. It ain't just some talk. I meant what I told you, 'bout the car rental place.

Gail laughs, in spite of herself.

GAIL
Sorry.

Carlito laughs too, only slightly offended.

CARLITO
What's wrong with renting cars? It's my dream. You never had a dream?

GAIL
'Course I did, what do you think, the lousy Diamond Room's the end of the rainbow for me? But I mean, if I look in the mirror and I'm real honest with myself, well, it's getting kind of obvious that I've gone about as far as I'm gonna go. You know? That first time you're really, really honest? After that -- the dream just gets a little embarrassing.

Carlito moves closer to her and holds her.

CARLITO
Then you need a new one.

63 CONTINUED: 63

CARLITO
They're just dancin', Dave. It's beautiful. See, you don't appreciate the rhythm -- the motion --

KLEINFELD
What I don't appreciate is he's got his fuckin' hands on her ass!

CARLITO
He doesn't have his hands on her ass.

KLEINFELD
Look at that wiseguy shithead! They all think they're so fuckin' tough. I'm sick of hoods like that coming to my office, thinking they can push me around.

CARLITO
Why don't you tell him what you think, Dave?

KLEINFELD
I will.

CARLITO
I think you should.

KLEINFELD
I will.

CARLITO
Go ahead, I'm sure he'd be real interested.

KLEINFELD
(shouting)
HEY!! HEY, YOU FUCKIN' WOP!

The Italian Guy on the dance floor looks around, hearing something. Gail sees immediately who's doing it and covers her face.

CARLITO
Jesus Christ, Dave, I was kidding!

Kleinfeld steps forward, really shouting out at the dance floor, spilling champagne everywhere.

KLEINFELD
YEAH, I'M TALKING TO YOU, YOU --

Just as the Italian Guy begins to suspect this is meant for him, Carlito grabs Kleinfeld by the neck, yanks him away from the dance floor, and shoves a finger in his face.

63 CONTINUED: 2 63

CARLITO
(as to a dog)
NO!

Kleinfeld dissolves into helpless laughter. Gail stalks off the dance floor, pissed off, right past the two of them.

64 UPSTAIRS, 64

Gail, Carlito, STEFFIE, PACHANGA and his DATE are at a table, with enough champagne for a week.

As Carlito comes back, he notices a big, bulky BODYGUARD hovering near the table. He leans over to Pachanga as he sits down with Gail.

CARLITO
Where'd Kleinfeld get his new babysitter?

PACHANGA
The Bronx Zoo.

Kleinfeld, still laughing, proud of himself, comes up from downstairs and sits next to Steffie, doing a hit of coke from a one-hitter.

KLEINFELD
You people have no sense of humor.

GAIL
Charlie, let's go.

KLEINFELD
Nah, I was just foolin' around. I wouldn't let anything happen. Carlito and me, we take care of each other, right kid?

Carlito looks at Gail and makes an "in a few minutes" face.

Kleinfeld leans over to Carlito, his voice low, but not nearly low enough.

KLEINFELD (cont'd)
Hey, Carlito, you don't get seasick on boats, do you?

CARLITO
(uncomfortable, a look at Gail)
No.

KLEINFELD
Good.

64 CONTINUED: 64

Gail looks at Carlito, curious, but willing to let it go. She turns back to the stage, to watch the band. Kleinfeld turns to Carlito again.

KLEINFELD (cont'd)
You know, I'm just askin', for our little boat ride, you know?

CARLITO
(hard)
Yeah. Drop it.

KLEINFELD
Okay, okay. I'm just tryin' to cover all the bases.

Carlito doesn't answer.

KLEINFELD (cont'd)
It's comin' up, you know.

Gail turns to Carlito.

GAIL
Are you going somewhere?

Kleinfeld jumps in, thinking he's smooth, but he's anything but.

KLEINFELD
Yeah, just a little boat trip, no big deal.

CARLITO
Let it go, Dave.

KLEINFELD
What's the problem? I'm asking a simple question. A man is going on a boat, I want to know if he gets seasick. It could be important.

GAIL
What boat?

No answer.

GAIL (cont'd)
What boat, Charlie?

Carlito just looks at her, frustrated and helpless.

She looks from Kleinfeld to Carlito, embarrassed and angry. She grabs her purse, gets up from the table, and walks away.

64 CONTINUED: 2 64

CARLITO
Gail, wait.

But she keeps walking. Carlito gets up to follow her, stopping to whisper in Kleinfeld's ear.

CARLITO (cont'd)
(hisses, sharp)
You ever talk that shit in front of her again and I'll kill you.

He turns and hurries off after Gail.

An awkward moment passes at the table.

KLEINFELD
What's the matter with him?

CUT TO:

65 INT GAIL'S APARTMENT NIGHT 65

GAIL steams in the door to her apartment, furious. She rips her jacket off as she crosses the living room, SLAMS it on the couch, and continues into the bedroom.

CARLITO, right behind her, closes the front door and follows her.

66 IN THE BEDROOM, 66

Gail pulls her dress off over her head and puts on a tee-shirt, for sleeping.

GAIL
I don't like him. I didn't like him the minute I met him.

CARLITO
You're not listening to me.

GAIL
What is this boat thing? What is that asshole manipulating you into? Tell me!

She balls the dress up and throws it onto the bed, but overshoots, hitting a night table, taking out a framed picture that's on it. It hits the wood floor and SMASHES.

CARLITO
I'm just helping him out with a personal thing. I owe him.

66 CONTINUED: 66

GAIL
You owe him? He's a fucking cokehead! I can't even believe you hang around with that guy! He's sick! He's going to get you killed, or sent back to prison!

CARLITO
He saved my life.

GAIL
So now you have to pay him with it?! Jesus, you give this whole song and dance about being out of that shit, but you're not! You're not!

She stalks into the bathroom.

67 IN THE BATHROOM, 67

Gail stands in front of the mirror, taking off her makeup angrily. Carlito follows her, his anger building too, but he's swallowing it, and it's a little frightening, wondering what his explosion will be like when it comes.

CARLITO
What, you think gettin' out's just some fantasy I been layin' on you? I'm close. I just gotta do this one thing. I owe Dave.

GAIL
You don't owe him shit! You just think you do! That's the problem with you! That's why nobody like you gets out, no matter what they say!

CARLITO
(quietly)
You're not listening to me.

GAIL
Everything you ever learned in the neighborhood, every instinct you've got won't do anything but get you killed. I know how this dream ends, Charlie, and it isn't in paradise. It ends with me carrying you into Flower emergency room at three in the morning and standing there, crying like an idiot while your shoes fill with blood and you die.

CARLITO
You're not listening --

67 CONTINUED: 67

GAIL
'Cause you're bullshitting me! All your talk is bullshit and your dreams are bullshit and your --

Carlito SMASHES his hand into the mirror, spiderwebbing it.

CARLITO
YOU'RE NOT LISTENING TO ME!

He stands there, heaving, trying to regain control. He looks down at his hand, which is bloody.

CARLITO (cont'd)
Dave is my friend, and I owe him. That's who I am, and it don't ever change. Right or wrong, it don't ever change.

Gail's shaking now, in the corner of the bathroom. She speaks quietly, almost a whisper.

GAIL
Whatever he wants you to do, don't do it. Just don't do it. Please?

He doesn't answer. She goes to him. They don't speak as she takes a towel from a bar, wets it, wipes the blood from his hand, and wraps the towel around it. She leaves him to hold the towel on the cut as she heads for the bedroom.

GAIL (cont'd)
That's the last time I wipe up your blood.

She goes into the bedroom and gets in bed, leaving the lights off. Carlito turns, walks out of the bathroom, and through the bedroom.

All Gail hears is the front door open and close as he leaves the apartment.

CUT TO:

68 EXT KING'S POINT NIGHT 68

King's Point is a remote area, and the night's fog and drizzle make it seem even more so.

CARLITO and KLEINFELD come down the dock toward the boat, Kleinfeld with a bunch of maps and charts tucked under his arm.

Carlito's VOICE OVER:

68 CONTINUED: 68

CARLITO (v.o.)
Came the big night, and right away I didn't like it. Kleinfeld was coked out of his mind, the flaps of his nose all red and swollen. Bad start, Jack.

An ITALIAN KID, twentyish, big, tough, and mean, is waiting for them by the boat. He doesn't like the looks of Carlito.

FRANKIE
(to Kleinfeld)
What's with the extra guy?

KLEINFELD
Carlito, this is one of Tony's sons, Frankie.

FRANKIE
It's Frank.

KLEINFELD
Whatever.

FRANKIE
What's with the extra guy?

KLEINFELD
Oh, excuse me, is this your boat? Then shut the fuck up. I thought I needed help, I brought help.

Kleinfeld jumps onto the boat.

KLEINFELD (cont'd)
Okay, we're coming in on the La Guardia side, through the Sound. There's a beacon in the water, and one on the shore. We line up between 'em and hold a steady course. Frankie, you'll take the wheel; Carlito, you and I can fish him out.

FRANKIE
(climbing aboard)
Frank.

KLEINFELD
Whatever.
(to Carlito)
Okay! Cast 'er off.

CARLITO
What?

68 CONTINUED: 2 68

KLEINFELD
(laughing, wired)
Untie it, you fuckin' spic.

CUT TO:

69 EXT BOAT NIGHT 69

The boat plows ahead, through the fog, seemingly the only boat on the river. CARLITO huddles on the bow, near some fishing chairs, looking ahead into the gloom. The lights of La Guardia are blinking on their right, but ahead it's only black. FRANKIE is next to him, staring intently off the bow.

Carlito turns and looks over his shoulder, up to the flying bridge.

KLEINFELD grins broadly and waves, like they're on a pleasure cruise.

FRANKIE
He a friend of yours?

CARLITO
Yeah.

FRANKIE
He's a fuckin' cockroach.

CUT TO:

70 EXT BOAT NIGHT 70

The boat passes under a bridge, heading into the East River. They pass a beacon on a buoy, and after a few moments a dark shape looms up ahead. CARLITO stands.

CARLITO
That's it! Riker's!

KLEINFELD
I see it!

He GUNS the engines and the boat moves ahead.

FRANKIE
Take it easy!

KLEINFELD
I see the second beacon!

The boat ROARS ahead, making a hell of a lot of noise. Carlito picks up a long grappling pole, goes to the rail, and looks down, but the boat is plowing through the water too fast for him to get a good view.

70 CONTINUED: 70

CARLITO
Slow down! I can't see a God damn thing!

KLEINFELD
He should be here!

He starts zigzagging the boat through the water, recklessly. If anyone's in the water, they're not safe, not with the boat slashing around like this.

FRANKIE
Jesus, you'll hit him!

KLEINFELD
Get up here and take the wheel!

Frankie turns and hurries up the stairs to the flying bridge.

Carlito looks back to the water. Suddenly, he sees something. He wipes some of the water from his eyes and looks closer.

It's a man, in the water off the port bow, his bald head shining in the moonlight. TONY TAGLIAFERRO.

CARLITO
There! He's over there!

The engines cut and the boat heads in Tagliaferro's direction. The drizzle has picked up, the rain's really starting to fall now.

Carlito's on the port bow. He gets down on his knees and extends the pole as far as he can, wrapping one arm around the post to keep from falling in himself.

Tagliaferro's still about twenty feet ahead, bobbing up and down in the water, eyes wide with fear.

The boat's almost there, and now the pole is within Tagliaferro's reach. He throws his hands up, out of the water, and grabs hold.

CARLITO (cont'd)
Dave, give me a hand!

71 UP ON THE FLYING BRIDGE, 71

Frankie is next to Kleinfeld.

KLEINFELD
Just hold this and keep the bow pointed straight at that light. The flashing one, you see it?

71 CONTINUED: 71

FRANKIE
Yeah.

Frankie steps forward and takes the wheel. Kleinfeld steps back, directly behind him. He smiles.

72 BACK ON DECK, 72

Carlito is holding onto the pole with Tagliaferro at the other end, bucking and bobbing in the waves, gargling slimy East River water.

Kleinfeld emerges from the bridge, slides down the ladder, and hurries up to the bow, grabbing hold of the grappling pole with one had.

KLEINFELD
Go take the wheel, we're starting to turn! I got him.

Carlito turns and hurries across the deck toward the ladder.

Kleinfeld turns back to Tagliaferro.

KLEINFELD (cont'd)
Tony -- grab hold of the rail!

Tagliaferro, who has pulled himself the remaining distance up the length of the pole, reaches out with great effort and clamps one hand onto the boat rail.

TAGLIAFERRO
Help me.

Kleinfeld, wild-eyed, raises his free arm slowly, from where it was hanging at his side.

He's holding a crowbar.

He rears back and CRACKS Tony across the face with it.

Tagliaferro SCREAMS and blood pours from the wound.

KLEINFELD
You piece of shit! Who the fuck did you think you were threatening?!

Carlito whirls and sees Kleinfeld looming over Tagliaferro, raising his arm for another blow.

CARLITO
NO!!

He turns and hurries down the ladder.

72 CONTINUED: 72

KLEINFELD
(screaming at Tony with every blow)
NOW YOU CAN TELL ME -- HOW IT FEELS WITH THE -- FUCKIN' EELS AND -- FUCKIN' CRABS -- COMIN' OUTTA YOUR FUCKIN' EYEBALLS!!

Kleinfeld's final swing strikes a CRUNCHING blow that practically caves Tony's head in. Carlito races across the deck and knocks him away.

As Kleinfeld and Carlito tumble to the deck, Tony Tee's body slips beneath the waves and disappears.

Kleinfeld gets up from under Carlito, walks to the edge of the deck, and tosses the crowbar into the water.

KLEINFELD (cont'd)
Now drown, you ghinny bastard.

It's quiet again, the only sound the waves PLOPPING against the side of the boat. Carlito is still crouched on the deck, staring at the water, breathing hard. He looks up at Kleinfeld in disbelief.

CARLITO
You killed us, Dave. You killed us.

KLEINFELD
Help me get Frankie, will ya?

Carlito turns and looks up at the bridge, eyes wide.

73 IN THE FLYING BRIDGE, 73

Frankie is slumped forward against the wheel, the back of his head bashed in. Carlito races in, Kleinfeld behind him.

CARLITO
Oh, shit.

KLEINFELD
Come on, Frankie -- whoops! Sorry! Frank. Your daddy's waiting for you, Frank.

He steps past Carlito and takes hold of Frankie's feet.

KLEINFELD (cont'd)
(to Carlito)
Take an end, for Christ's sake. We're almost out of position.

74 BACK ON DECK, 74

Carlito and Kleinfeld haul Frankie's body down from the bridge and toss it overboard. It floats for a moment, then slithers between the waves.

Kleinfeld picks up an inflatable lifeboat, heaves it over the side in the direction of Frankie's body, then turns and hurries back up to the bridge.

He GUNS the engines, spinning the boat around and heading back toward the raft. Carlito holds onto a stay, stunned.

The boat plows directly over the raft, which POPS and RIPS as the propellers slash through it.

And that's that.

CUT TO:

75 EXT BOAT NIGHT 75

Kleinfeld's boat is heading back the way it came. The rain is pouring down, but CARLITO's sitting out on the front deck, just staring ahead, letting the water hit him in the face.

CUT TO:

76 EXT KINGS POINT NIGHT 76

The rain has stopped. The boat is back at its dock, secured. KLEINFELD and CARLITO, still soaked, are walking back up to where their cars are parked.

KLEINFELD
I had no choice. He never would have let me live.

Carlito doesn't answer.

KLEINFELD (cont'd)
You're pissed, aren't you? Tell you what, I'll throw in an extra ten. Send the whole sixty over in cash tomorrow.

CARLITO
We won't get away with it.

KLEINFELD
Would you please stop underestimating me? It's gonna look like the kid tried to spring his old man, the boat flipped, and they drowned.

76 CONTINUED: 76

CARLITO
What about those split heads? You don't think anybody's gonna ask questions?

KLEINFELD
All kinds of barges and scows out there to account for a broken head.

CARLITO
It's a wonder you can walk, Dave. Your balls must weigh a ton apiece.

KLEINFELD
Trust me, this'll never come back to us.

CARLITO
You ripped him off, didn't you?

KLEINFELD
Who?

CARLITO
Tony Tee. You did take the million bucks, didn't you?

Kleinfeld looks at him for a second, thinking. He decides "what the hell" and smiles proudly.

KLEINFELD
Yeah.

They reach Carlito's car. Carlito opens the door, then turns back to Kleinfeld.

CARLITO
One thing you gotta know. You and me -- we've come all the way in opposite directions. You ain't a lawyer no more, you're a wiseguy now. And it's a different ballgame on this side. You can't learn it in school, and you can't have a late start. That ain't the way to survive.

KLEINFELD
Ah, don't worry about me.

CARLITO
We're even, Dave.

KLEINFELD
Hey, you wanna get a drink or somethin'?

76 CONTINUED: 2 76

CARLITO
Say it. We're even.

KLEINFELD
(shrugs)
We're even.

CUT TO:

77 EXT TRIBOROUGH BRIDGE DAWN 77

The sun is coming up over Manhattan. CARLITO drives back into town, over the Triborough Bridge. He looks out his window, down, at the East River below.

He gives Tony Tee a little salute.

CUT TO:

78 INT AFTER HOURS CLUB DAWN 78

Closing time, and the place is nearly empty. Chairs are going up on tables, the floor is being swept.

CARLITO sits at the bar, drinking scotch, trying to settle his nerves. PACHANGA comes up to him.

PACHANGA
Eh, Carlito, joo hear about Lalin?

CARLITO
What about him?

PACHANGA
Dey just whacked him out onna Lower East Site. Chotgunned. Blew eem right outta dat wheelchair.

CARLITO
Who -- who whacked him?

PACHANGA
Whoever. Fockin' cheeba. I woulda whacked him myself. Fockin' stool picheon had it comin'.

Pachanga walks off, shaking his head. Carlito doesn't say anything, just stares ahead as this news takes it toll on him.

CARLITO (v.o.)
I felt lousy about it, I don't know why. Maybe 'cause he was one of the last of my old crowd I knew of.
(MORE)

78 CONTINUED: 78

CARLITO (v.o.) (cont'd)
Where did they go, all them hyper-energy guys I grew up with? All them balls and hearts, where did they go?

A cockroach walks along the bar right in front of Carlito. Carlito picks up an empty glass, turns it upside down, and puts it over the roach. He watches as it scurries around under the glass, CLICKING up against the sides, looking for a way out.

CARLITO (v.o.)
Shoulda climbed mountains, crossed deserts, invented shit, wrote songs, sang poems, done somethin'! But they all just pissed and bled their way down sewers. Not me. God damn it, not me.

He lifts the glass the cockroach takes off, scuttling across the bar like cockroaches do until it disappears over the side.

SASO leans across the bar, into Carlito's face, smashing his reverie. He speaks quietly, confidentially.

SASO
There's something you should now, Charles. I heard from Rudy that Pachanga has been complaining that he's broke, that you're afraid to make a move, and that he's wasted a lot of time without making any money.

CARLITO
Let me worry about me, okay? Pachanga's mi hermano.

SASO
Just watch him. He'll do anything for money.

CARLITO
Most people will. See you tomorrow.

He finishes his drink and heads for the door. Pachanga, who was on the other side of the club, watching the two of them, follows him out.

79 EXT CLUB DAWN 79

It's almost day now. CARLITO comes out the front door of the club. PACHANGA hurries out after him.

PACHANGA
Eh, Carlito, Saso say sunsin to you? He say sunsin' 'bout me?

79 CONTINUED: 79

CARLITO
He don't go for you, Pachanga.

PACHANGA
Wot he say? Joo tell me.

CARLITO
He just don't go for you, that's all.

PACHANGA
Dat ees a moder focka, dat Saso. He go behind my back to joo. Carlito, I lookin' out for joo. Not for no fockin' Saso. He's a fockin' seef, robbin' all de money. Das why he don won me around. So he can clean joo ass out. Joo remember I tol' you. Dat moder focka.

Carlito reaches for his door handle, but Pachanga steps in front of him.

PACHANGA (cont'd)
No, man, let me do that. I'm your fockin' bodyguard or what?

He takes the keys from Carlito, opens the door, and gets in. He hesitates before he turns the key, looks up at Carlito --

-- and winks., Pachanga likes this shit.

CARLITO (v.o.)
You get old enough, you remember a reason why everybody wants to whack you. You believe 'em all. But you know somebody's gotta be lyin'. Or maybe they're all lyin'.

Pachanga finally turns the key and the car ROARS to life, no problem. He gets out, letting Carlito get in.

PACHANGA
Joo watch out for Saso, man. He more dangerous than you think.

Pachanga turns and heads back for the club. Carlito just sits behind the wheel for a second, in the idling car. He looks up, into the rear view mirror. Pachanga is still hurrying up the block, looking back over his shoulder at Carlito.

CARLITO (v.o.)
When you can't see the angles any more, you in trouble, baby. You in trouble.

CUT TO:

80 INT KLEINFELD'S OFFICE DAY 80

DAVID KLEINFELD is behind his desk in his office, working. His phone BUZZES.

KLEINFELD
Yeah? What does he want? Okay, put him on.

VOICE (o.s.)
Mr. Kleinfeld?

KLEINFELD
Yes.

VOICE (o.s.)
This is Patrolman Williams. We're down here at your garage. Your license plate is DK777?

KLEINFELD
Yeah, yeah, what's the matter?

VOICE (o.s.)
Somebody tried to steal your car. There was an accident.

KLEINFELD
Ah, Jesus. Was it badly damaged?

VOICE (o.s.)
I'm afraid so.

KLEINFELD
All right, I'll be right down.

He gets up and heads for the door.

81 INT OUTER OFFICE DAY 81

KLEINFELD emerges from his office and heads out through his busy reception area. Kleinfeld's bulky BODYGUARD from the club sits on one of the expensive sofas, his ill-fitting suit and Gun Bulge mark him as hired muscle. He gets up as Kleinfeld comes out.

KLEINFELD
(to the RECEPTIONIST)
I'll be down in the garage. Ten minutes, I hope.
(to the Bodyguard)
Come on, let's go.

His Bodyguard scrambles up and out the door ahead of Kleinfeld.

82 INT HALLWAY DAY 82

The BODYGUARD comes out of the office, looks up and down the empty hallway, and rings for the elevator. KLEINFELD comes out a few steps behind.

A MAN comes out of another office and heads for the elevators. He's smartly dressed in a three-piece suit and short-brimmed white Panama hat, holding a New York Times under his left arm.

The Bodyguard looks at him and puts his hand halfway to his jacket, just in case this guy's trouble.

The elevator DINGS. While the Bodyguard is still watching the Man in the Panama hat, the doors open --

-- and another GUY steps forward, this one swinging, CRACKING a baseball bat across the Bodyguard's face.

Kleinfeld backs away as the Bodyguard slumps to the floor, but now the Man in the Panama steps forward quickly, up behind Kleinfeld, and just as Kleinfeld is turning to run --

-- the Man drops the paper and his hand flashes up, plunging a knife into Kleinfeld's left side, just below his heart.

Kleinfeld GASPS and falls back against the wall, grasping the protruding handle of the knife with both hands.

MAN
Vincent Tagliaferro says that's for his father and his brother.

The Guy with the bat holds the elevator door, the Man in the Panama steps in, the doors close --

-- and they're gone. The whole thing only took a few seconds.

The RECEPTIONIST steps out into the hallway, stares at Kleinfeld's blood as it pools on the floor and SCREAMS.

CUT TO:

83 EXT STREET DAY 83

A suspicious-looking dark sedan cruises slowly down the block in Gail's neighborhood. CARLITO, looking anxious, hurries down the sidewalk, right past the car without noticing it, and up the steps to Gail's building. Halfway up, he notices her down the block, walking quickly the other way.

CARLITO
Gail! Hey, Gail, wait up!

He runs and catches up with her.

83 CONTINUED: 83

GAIL
I can't talk now. I've got an appointment.

CARLITO
Look, Gail, you were right about Kleinfeld, okay? Me and him are finished. Never again.

GAIL
I can't talk, Charlie. I'll call you.

Carlito flicks a look over his shoulder, thinking he heard something, but the street is empty. Not even a sign of the dark sedan.

CARLITO
(back to Gail)
Slow down. Am I still on the outs with you?

GAIL
Yeah. No, I don't know. I've got a lot on my mind. Can't we talk later?

CARLITO
You were <u>right</u>, I'm tryin' to say. I'm sorry. I know you're pissed off right now, but --

GAIL
Charlie, I really gotta go. I've got a doctor's appointment.

CARLITO
What's the matter?

GAIL
I'm late.

CARLITO
So we'll grab a cab. Come on, what's wrong?

Gail stops abruptly, so short that a GUY who was walking behind them practically bumps into her.

GAIL
I'm late, Charlie. I'm <u>late</u>. You know?

He looks at her for a long moment.

83 CONTINUED: 2 83

CARLITO
Oh, God, Gail, you -- you mean -- you mean you're --

GAIL
Not for long.

She starts walking again, even faster. He catches up, excited.

CARLITO
No, wait a second, we gotta talk about this, I gotta tell you something --

But he never gets a chance, as things start to happen all at once. The curious dark sedan that was nearby comes ROARING out of nowhere, right up onto the sidewalk. The Guy that nearly bumped into them reappears too, as do two other unmarked police cars, flying out of nowhere.

GUY
Carlos Brigante?

ID's are flashing, radios are SQUAWKING, and before they can say anything else, Gail and Carlito are buffeted into the mouth of an alley by the stream of law enforcement.

GAIL
Charlie? Charlie, what's -- ?!

CARLITO
(grabbing her hand)
It's okay -- it's okay --

84 IN THE ALLEY, 84

Carlito and Gail have been backed up against a wall and are surrounded by POLICE. Three PLAINCLOTHES COPS lead the assault against Carlito.

DUNCAN
Mr. Brigante, my name is Duncan, these are Detectives Speller and Valentin. We're here to escort you to Mr. Norwalk in the District Attorney's office.

CARLITO
I got nothin' to say to him unless I'm under arrest.

DUNCAN
I've been instructed to tell you Mr. Norwalk has a tape recording he'd like to play for you.

84 CONTINUED: 84

CARLITO
Never happen. If I'm not under arrest, I'm not goin' anywhere, period. Especially without my lawyer.

DUNCAN
Mr. Kleinfeld got a knife in his chest at two o'clock this afternoon.

Carlito just stares at him, trying to mask his surprise.

DUNCAN (cont'd)
I'd advise you to come with us, Mr. Brigante. We may be the only friends you've got.

GAIL
I'm going too, Charlie.

CUT TO:

85 INT NORWALK'S OFFICE DAY 85

LAWRENCE NORWALK, the same prosecutor who watched Carlito released from jail, sits behind an impressive desk in his spacious office. He's staring hard at CARLITO, who sits across from him, still holding hands with GAIL. The three PLAINCLOTHES COPS stand behind Norwalk.

NORWALK
Kleinfeld is still alive. We're holding him at Roosevelt Hospital. We want his ass healthy when we send it upstate.

CARLITO
Upstate? For what?

NORWALK
David Kleinfeld became a very big fish while you were gone, Brigante, even bigger than you. He's dirty -- money laundering, jury tampering, bribery -- we've been after him for some time now.

CARLITO
I don't know nothin' about that.

NORWALK
There's a lot you don't know.

85 CONTINUED: 85

He reaches out to a large tape recorder in the middle of his desk and pushes the play button. KLEINFELD's VOICE comes from the speakers, muffled as over a phone.

KLEINFELD (o.s.)
Look, you've got no case here. Chances are you won't even get an indictment.

NORWALK (o.s.)
Wanna try your luck?

KLEINFELD (o.s.)
Let's not both waste our time. You said maybe I could help myself -- well, I thought of something you might want. You get off of me, I'll help you put Carlito back inside.

NORWALK (o.s.)
Brigante? For what?

There is a pause on the tape while Kleinfeld thinks. Carlito blinks, unable to believe what he has just heard. He takes it hard, like a shot to the stomach, but tries like hell not to show it.

KLEINFELD (o.s.)
After he got out of prison, he started coming to my office to make telephone calls. I got suspicious and found out he was back with Rolando Rivas, his old partner, dealing coke. I mean really serious numbers. Give me a little time, I can nail him down for you. Just get off my back.

Carlito reaches over and SNAPS off the tape recorder.

NORWALK
Relax, we don't believe him. Word on the street is you've been clean since you came out of prison, as far as narcotics are concerned. Kleinfeld's the one we're after. He was right, I'd never get an indictment with what I had. But now, with your help, we could put this filth away for a long time.

Carlito's just staring out the window, unable or unwilling to speak. Norwalk looks over his shoulder at one of the Cops. VALENTIN is Puerto Rican, maybe ten years younger than Carlito.

85 CONTINUED: 2 85

VALENTIN
You remember me, Carlito? Johnny Valentin, from the Renegades? 106th Street.

CARLITO
Sounds familiar.

VALENTIN
I used to play the drums at the Settlement House dances. Con Papi y sus Diablos.

CARLITO
(no idea)
Yeah, sure.

VALENTIN
Mi hermano, we know about Tony Tee.

CARLITO
Who's Tony Tee?

VALENTIN
Yeah, right. His body popped up in the East River yesterday. And his kid Frankie's. Somebody was tryin' to bust Tony out of prison.

CARLITO
I don't know those guys.

VALENTIN
Yeah, yeah, yeah. Just hear this out. Tony Tee had another son besides Frankie. Vincent. Seems Vincent went crazy after those bodies popped up, let it out all over the street that Kleinfeld set up the prison break, then killed his father and his brother. Now, we're not saying you were on the boat too, but, knowing your relationship with Kleinfeld, there's certainly a good possibility, don't you think, hermano?

CARLITO
I don't like boats.

85 CONTINUED: 3 85

NORWALK
(enough of this bullshit)
Here's the deal. If you were on that boat -- and I know God damn well you were -- testify against Kleinfeld for first degree murder. You'll receive complete immunity and a couple of airline tickets to the Bahamas. You want to get even with Kleinfeld, here it is, on a silver platter.

CARLITO
I'd love to help you, but the fact is I don't even know these people you're talking about.

Norwalk finally loses his temper. He leans across the desk toward Carlito, jabbing his finger in his chest.

NORWALK
Let me tell you something, Mr. Convicted Dope Peddler -- if we can guess you were on that boat, how long you think it'll be before the Italians figure it out? Or before somebody tells 'em?
(full of meaning)
Because somebody will tell 'em.

CARLITO
What're you sayin'?

NORWALK
Hey, we're not the only ones you have to worry about. What if they get to Kleinfeld again and twist his arm? You think your friend won't talk? You think he won't give you up? Think again.

Valentin steps in, Good Cop.

VALENTIN
You don't owe Kleinfeld nothin'. Cat tried to set you up. Bury you, Jack. Watchoo gonna do, shoot him? Not you. Not anymore. I know you lookin' to cut out with your old lady here, get off the street. Beautiful. But you better be on the right side of Mr. Norwalk here first.

CARLITO
I'm very confused, gentlemen. I need time to think.

85 CONTINUED: 4 85

VALENTIN
Carlito, watchoo doin' to yourself? You actin' like a Rican just off the boat. What are you tryin' to prove, that you're a stand-up guy? That shit went out a long time ago. Everybody gives everybody up. Trouble with you is you're runnin' a 1950 model. You're past your time, babe.

CARLITO
That it?

Norwalk just looks at him for a long moment.

NORWALK
(low, dead serious)
I wanna hear from you by noon tomorrow. You think you're gonna sail off into the sunset, asshole? Think again.

CUT TO:

86 INT CAB DAY 86

GAIL and CARLITO are headed back uptown, in the back of a cab.

GAIL
You've got to do it.

CARLITO
I ain't no stool pigeon. They don't have anything on me. Norwalk's smokestackin'.

GAIL
They're right, you don't owe Kleinfeld anything. You were a friend to him and he turned on you.

CARLITO
You want out? Right now? Just tell me, you can turn, walk away, never look back, I'll understand.

GAIL
I'm with you, Charlie.

CARLITO
Good.
(to the DRIVER)
Here! Pull over here!

The Driver yanks it over to the curb somewhere in midtown.

86 CONTINUED: 86

CARLITO (cont'd)
(to Gail)
Wait here?

GAIL
Where are you going?

CARLITO
Five minutes.

He turns and gets out of the cab, leaving her alone.

She sits for a moment, on edge. She looks up at the Driver and notices he's staring at her in his rearview mirror. His eyes quickly dart away when they meet hers.

This does not help her mood. She shifts in her seat, trying to calm herself.

There's a sharp CRACK behind her. Gail whirls, but it's just a backfire as an old truck pulls out of an alley.

She rolls up her window and locks the back doors. The sounds from outside are softer now, but she's wide-eyed, watching everyone that passes, every car that rolls by.

She takes a deep breath and leans back against the headrest. She closes her eyes for just a second --

-- BAMBAMBAM!

Gail jerks forward and whirls. Carlito is standing outside her door, knocking on the window. She unlocks it and slides over as he climbs in. He's clutching a fat envelope in his hands.

GAIL
What is that?

CARLITO
Two plane tickets to Nassau.
Tonight.

GAIL
What about -- what about the club?
What about your money?

CARLITO
Fuck the club. I got almost seventy grand in the safe, my friend in the islands can float me the rest. Let's do it, Gail. Let's get outta here.

He puts one hand on her belly.

86 CONTINUED: 2 86

CARLITO (cont'd)
All three of us.

Gail can't seem to answer, so he pulls her closer, puts his hands in her hair, holds her tightly. He whispers in her ear.

CARLITO (cont'd)
We're outta time, babe. The dream don't come no closer by itself, we gotta run after it now.

GAIL
It's happening too fast, Charlie.

CARLITO
I know. This ain't the way I figured it either. But it is how it is.

She just nods, trying to think. He pulls back from her. He takes one of the tickets from the envelope and gives it to her.

CARLITO (cont'd)
Go. Pack, say goodbye to whoever you gotta say it to. I gotta go get my money from the club, and then I'm goin' to the airport. I'm gonna see you there, right?

She just looks at him. She wants to.

CARLITO (cont'd)
Right?

CUT TO:

87 EXT NEW YORK STREET NIGHT 87

Night has fallen and the streets leak steam like the whole city's about to blow. CARLITO walks quickly down the street, hands shoved in his pockets, eyes darting, mind racing.

His VOICE OVER:

CARLITO (v.o.)
Plane leaves in five hours, and I'm anglin' like crazy in my head. I know Norwalk'll blow over. No way he comes outta the country for me if he can't even bust me here. But he ain't my only problem. Five hours left -- can I think of everything, cover everybody, tie all the shoelaces?

Unconsciously, he has started to pick up his pace. He walks faster, his shoes CLICKING on the empty street.

87 CONTINUED: 87

CARLITO (v.o.)
Gotta remember it all now. Lifetime of learnin', gotta use it all. Like, you have a beef in a club, a guy says "Wait here, motherfucker, I'll be right back," you better finish him right there, him and his friend over by the bar. Or you come out of a club and your car won't start? They pulled the wires and they're waitin' for you in the car on the corner. Shit like that don't mean you can't get killed, just means you get a better point spread.

His pace has quickened so much he's almost trotting now, but there's a SOUND behind him and he stops, whirling in his tracks, eyes wide.

Nobody there.

CARLITO (v.o.)
Five hours. Gotta use it all. Gotta use it all.

CUT TO:

88 EXT ROOSEVELT HOSPITAL NIGHT 88

Roosevelt Hospital, just getting busy at ten at night.

89 INT HOSPITAL CORRIDOR NIGHT 89

CARLITO stops outside the closed door to a hospital room. A uniformed POLICE OFFICER, fiftyish, is sitting in a chair outside, reading a newspaper.

CARLITO
Here to see Mr. Kleinfeld. He's my lawyer.

COP
Turn around.

Carlito does. The Cop stands up, frisks him thoroughly, and nods for him to go inside.

90 INT KLEINFELD'S ROOM DAY 90

DAVE KLEINFELD is in his hospital bed, propped up against pillows, reading a stack of legal briefs. He looks fine, if a little pale.

A VOICE comes from the doorway.

90 CONTINUED: 90

CARLITO (o.s.)
Hello, Dave.

Kleinfeld doesn't even look, just lunges to his side, groping for something under his pillow, but he moves slowly, bandaged and sore.

CARLITO (cont'd)
If I was here to whack you, Dave, you wouldn't even know it.

Kleinfeld stops, sees who it is, and lays back against the pillows. CARLITO closes the door behind him, comes across the room, reaches under the pillow, and pulls out a snubnose revolver.

His face goes hard suddenly. He COCKS the gun and presses the barrel against Kleinfeld's temple.

Kleinfeld's eyes widen.

CARLITO (cont'd)
Why'd you go for the piece, Dave? Somethin' to hide?

KLEINFELD
Don't -- please --

Carlito pauses, as if thinking it over --

-- and then UNCOCKS the gun. He walks across the room, keeping the weapon.

CARLITO
You got a shelf life of about ten minutes, Dave.

KLEINFELD
The cop let you in here?

CARLITO
Cops aren't gonna do you no good. Mob's comin' back for you, Dave, sure as potholes on the West Side Highway.
(pause)
I heard the tape.

Kleinfeld tries to hide the guilty look that sweeps across his face.

KLEINFELD
Fucking Norwalk. They played that tape for me, tried to scare me. It's a bunch of bullshit, Carlito. I'm surprised at you.
(MORE)

90 CONTINUED: 2 90

KLEINFELD (cont'd)
They doctor those things, play them out of context. What's the matter with you, falling for that shit?

CARLITO
(just shakes his head)
A lo hecho, pecho, eh?

KLEINFELD
Yeah, whatever that means. What does Norwalk want from you?

CARLITO
I woulda done anything for you. I woulda done anything for you, Dave, and you fucked me over.

Kleinfeld looks at him and sees the surety in Carlito's eyes.

KLEINFELD
(dropping all pretense of innocence)
You know what? Fuck you and your self-righteous code of the street shit. There's only one rule, you know it and I know it -- save your own ass.

CARLITO
Is that how it is, Dave?

KLEINFELD
That's exactly how it is, and the fact that you have to ask shows how out of touch you are. You told me once I couldn't make it on your side -- well, I got news for you, pal, you don't have a prayer on my side. How many holes does a life like yours leave? Did you plug 'em all? Could you possibly? What about the Italians?

CARLITO
What about 'em?

KLEINFELD
Maybe they know you were with me.

CARLITO
Only way they put me on that boat for sure is if you give me up.

KLEINFELD
Well, what makes you think I won't?

90 CONTINUED: 3 90

Carlito stares at Kleinfeld for a moment, then down at the gun in his hand.

CARLITO
I'm just old-fashioned, I guess.

He tosses Kleinfeld's gun back to him. Kleinfeld catches it, surprised.

CARLITO (cont'd)
Shit, I don't even know why I came. Like "say it ain't so" or somethin'.

He turns and heads for the door.

KLEINFELD
You know the trouble with you?

CARLITO
The trouble with me is when I came up a man could have friends. That don't exist no more. See you around, Dave. You got a beautiful future.

Carlito leaves.

Kleinfeld falls back against the bed, clutching the revolver tightly in his hands.

He's terrified.

91 INT HALLWAY DAY 91

CARLITO comes out of the room and heads down the hospital hallway.

Another uniformed COP is coming, a young, good-looking one, walking straight towards Carlito, carrying his lunch in a brown paper bag.

Carlito drops his eyes, holds his breath as they pass.

But the Cop doesn't stop him.

Carlito keeps walking, out of the hospital.

The Cop continues on and draws up outside of Kleinfeld's hospital room. The First Cop, still seated outside the door, lowers his newspaper.

COP 2
Quittin' time.

The First Cop looks at his watch as he gets up.

91 CONTINUED: 91

COP 1
You're early.

COP 2
Yeah, few minutes. You finish your paper?

COP 1
All yours.

The First Cop gives his paper to the Second Cop, takes his coat from the back of the chair, and heads down the corridor.

The Second Cop watches him walk off, down the hall, then starts to open his lunch.

92 INT KLEINFELD'S ROOM DAY 92

The SECOND COP comes into the room, carrying the newspaper.

COP 2
There's a delivery for you, Mr. Kleinfeld.

KLEINFELD looks up at him.

KLEINFELD
From who?

COP 2
From my father and my brother, you piece of shit.

The Cop drops the newspaper, revealing a pistol with a long silencer on it.

Kleinfeld's eyes widen in fear and he moves, fast, raising the revolver from his lap, aiming it at the Cop and pulling the trigger.

CLICK.

Kleinfeld pulls again. CLICK. CLICK.

KLEINFELD
Oh --

FFFT! FFFT! Two red spots appear on Kleinfeld's forehead and he falls softly back against the pillows, dead.

The Cop pulls his uniform shirt off over his head, revealing a New York Yankees tee shirt underneath.

He tosses the shirt, the hat, and the gun on the bed next to Kleinfeld's body and walks calmly out the door.

93 EXT HOSPITAL NIGHT 93

CARLITO comes out the front of the hospital. As he walks, he looks down at his right hand, which is curled into a fist. He opens it and looks at half a dozen bullets he holds there. He tosses them and they PING into a garbage can next to him.

CARLITO
Hasta luego, Counselor.

CUT TO:

94 EXT STREET OUTSIDE CLUB NIGHT 94

CARLITO walks quickly down the street near his club, hands shoved in his pockets, pulling his jacket in against the cold. As he reaches the door, PACHANGA, who's talking to the BOUNCERS outside, looks up and sees him.

PACHANGA
Eh, Carlito, where de hell you been, man?! Joo know somebody try to kill Kleinberg.

CARLITO
Yeah, I heard. Listen, little change of plans. Gail and I gotta go outta town.
(lying)
Just for a couple days.

PACHANGA
(grins)
Joo sonabambiche! Joo gonna get married, dass what joo gonna do! I gonna be the padrino for the first born!

CARLITO
Yeah, right. Look, I want you to go pick up Gail at her place right now and drive her to the airport.

PACHANGA
Sure ting, man. No prollem. JFK?

CARLITO
No, Newark.

PACHANGA
Newark? Where you --

CARLITO
Just go, will ya?

95 INT CLUB NIGHT 95

CARLITO comes up the stairs and into the club, which is only about half full. Still early. He starts for the stairs to his office, but a VOICE calls to him from a table nearby, very friendly.

VOICE (o.s.)
Carlito! Hey, Brigante!

Carlito turns. An ITALIAN GUY, around Carlito's age, sits at a table with two other GUYS, one of them a Big Guy, at least three hundred pounds. Carlito hesitates, shooting an anxious look at the stairs that lead up to the office.

AMADEO
It's me -- Pete Amadeo!

Carlito forces a smile on his face and walks over to the table. Amadeo says something to his two friends, who move over, making room for Carlito. They're very solicitous, too friendly, and it makes Carlito nervous.

CARLITO
Petey, how ya doin'? What're you doin' here?

AMADEO
We heard this was your place, thought we'd come say hello! I said shit, I ain't seen Carlito in, what, fifteen years? Sit down, have a drink, how ya doin', kid?!

Carlito sits, reluctantly, looking from face to face. There's an odd tension at the table.

AMADEO (cont'd)
Sorry -- Joe Battaglia, Johnny Manzanero -- Carlito Brigante. Me and Carlito ran a little skag back in -- fifty-seven? Fifty-eight? Coupla fuckin' kids, I swear to God. But the bolas on this guy! One time we're in a beef with these two --

As Amadeo goes into the story, Carlito nods and smiles, but he's not really hearing anything anymore, he's just staring, holding a glass of ice water in his hands, TINKLING the cubes up against the side --

-- and thinking as hard as he can. The whole time Amadeo talks, the other two never stop staring at Carlito, and Carlito notices. Every other sound in the club drains away, everything except the TINKLING ice and his thoughts.

Which are:

95 CONTINUED: 95

CARLITO (v.o.)
Shit. Shit. Pete Amadeo walks into my club just like that? Bullshit, there's an angle here. What the fuck? Petey's a made-guy, his uncle's a heavy hitter with the Mulberry Street crew. Probably Tony Tee's people sent him. Maybe he's watchin' me, seein' if I break, waitin' for me to panic.

A bead of sweat runs down Carlito's temple. Still smiling at Amadeo's pointless story, he reaches up and surreptitiously wipes the sweat away, hoping no one noticed.

CARLITO (v.o.)
They still don't know for sure. They think, but they don't know. If they knew, I'd already be dead. Right now they're just watchin' me.

AMADEO
(coming to the end of his story)
-- so I says, "No, Tommy, Carlito ain't no fuckin' nigger. Lookit the way he dances!"

The other two guys find this very funny, but not funny enough to take their eyes off Carlito. RUDY, the waiter, comes up to take a drink order.

AMADEO (cont'd)
Hey, let's get a coupla --

CARLITO
(jumping up from the table)
Rudy, whatever these guys want, on the house.

AMADEO
Carlito, where you goin'? Have a drink with us!

CARLITO
You know how it is. Workin' man never rests. Nice seein' you, Petey. See you later, fellas.

And before they can protest, he turns and walks away from the table, across the club, and to the stairs. At the foot of the stairs, he dares to take a look back. All three of them are staring at him. Not a word. No more smiles. Just staring.

96 INT CLUB OFFICE NIGHT 96

Really hustling now and MUTTERING to himself, CARLITO bursts into the club office, goes straight to the safe, spins the dial to the right, back to the left, back to the right again, CLUNKS the handle, and pulls the safe open.

It's completely empty.

Carlito stares in disbelief for a second, then reaches in, rubbing his hands around the smooth walls, unable to believe it.

But he believes it. He SLAMS the door shut as hard as he can.

CARLITO
Motherfucker!

97 INT CLUB NIGHT 97

VINCENT TAGLIAFERRO, the man who killed Kleinfeld at the hospital, comes in the door to the club, in a jacket now.

He looks both ways, sees PETE AMADEO and the other TWO GUYS, and goes to their table.

TAGLIAFERRO
(sits)
He here?

98 INT CLUB OFFICE NIGHT 98

CARLITO is having a shitfit, ransacking the office, tearing it apart looking for the money. He stops and looks up suddenly, a thought crossing his face.

CARLITO
Saso.

99 INT CLUB NIGHT 99

CARLITO flies down the stairs and looks both ways. Across the club, he spots SASO, who's laughing and joking with a table of WOMEN. Carlito marches straight across the club, toward Saso.

PETE AMADEO shouts to him from his table.

AMADEO
Carlito! C'mere, I want you to meet somebody!

Carlito doesn't even acknowledge him, just plows across the club, grabs Saso by the neck, and pulls him away.

SASO
Charles! I thought you -- I -- I didn't know you were coming in!

99 CONTINUED: 99

CARLITO
'Cause you heard Kleinfeld got whacked and you figured I was dead too, right motherfucker?! So you thought you inherited my fuckin' money, didn't you?!

SASO
No, I -- I swear I -- I --

Carlito has dragged him all the way across the club and behind the bar.

CARLITO
Where's my money?! WHERE'S MY FUCKING MONEY?!

SASO
I don't -- I don't --

Carlito scoops up a knife from the bar, SLAMS Saso against the wall, and holds the blade to his throat.

CARLITO
I'll cut your fucking throat, Saso, right here!

SASO
-- don't -- don't -- please --

CARLITO
WHERE?! WHERE?! WHERE?! NOW!

SASO
IN THE BOX UNDER THE REGISTER!!

A few PATRONS have noticed the commotion and looked over, but Carlito shoots a look at them and they mind their own business.

SASO (cont'd)
I was holding it for you, I swear, I was gonna tell you I --

Carlito doesn't even listen, just drops the knife and heads for the cash register --

-- bumping right into Pete Amadeo. He's standing at the bar, just staring down at Carlito.

AMADEO
Come on over, Carlito. At least have a drink with us.

Carlito just stares at him for a moment, but Amadeo only stares back, no trace of good humor left about him.

99 CONTINUED: 2 99

CARLITO
(grinning all of a sudden)
Yeah, you're right.
(to a WAITRESS)
Get four champagne glasses. Table four. I'm gonna break out a bottle of Dom Perignon. Best we got.

Amadeo turns and walks back to his table, keeping an eye on Carlito.

Carlito goes to a refrigerator under the bar and gets a bottle of champagne. He takes a white towel and drapes it over his arm.

He looks over to the cash register, to a familiar drawer just below it. He stares at it, thinking, as he opens the bottle of champagne.

BACK AT THE TABLE,

Carlito returns with the champagne as the Waitress lays out the glasses. Carlito has the bottle in his right hand, the towel draped over it and his wrist.

AMADEO
Carlito, I want you to meet a good friend of mine.

A fourth guy at the table looks up at Carlito. It's VINCENT TAGLIAFERRO, whom Carlito just passed in the hallway at the hospital.

AMADEO (cont'd)
Carlito Brigante, Vinnie Tagliaferro.

Tagliaferro doesn't say a word, just nods, a real blood lust in his eyes. Carlito pours champagne for the First Guy, Manzanero, who is staring at him with barely controllable rage.

AMADEO (cont'd)
Maybe you heard of Vinnie's father. Tony. Tony Tagliaferro.

They're all watching Carlito like hawks.

CARLITO
(as he pours for Tagliaferro)
Sure, I heard of Tony. Passed away, didn't he?

AMADEO
Yeah. Real tragic.

99 CONTINUED: 3 99

Both Tagliaferro and Manzanero look about ready to jump out of their chairs and throttle Carlito. Amadeo puts a hand on Tagliaferro's arm, steadying him. Carlito pours for Amadeo.

AMADEO (cont'd)
I heard your Jew lawyer met with an accident.

Carlito doesn't answer, just starts to pour for Manzanero.

CARLITO
Really? I ain't seen him lately.

TAGLIAFERRO
(no longer able to contain himself)
I SAW YOU IN THE HOSPITAL, YOU LYING PIECE OF SHIT!!

As Tagliaferro shouts, Manzanero's hand dives into his jacket. Carlito doesn't wait to see what he pulls out.

POWPOWPOW!

Before Manzanero can even get the gun out, all three shots catch him flush in the chest, blowing him back against the far wall, dead.

There is chaos. Patrons SCREAM and stampede for the exit --

-- the Big Guy at Amadeo's table, startled, falls over backwards in his chair --

-- Carlito drops the bottle and towel, revealing the 9 mm Baretta he took from behind the bar and plows into the crowd, heading for the bar --

-- Saso stands frozen in the middle of the floor and SCREAMS in terror --

-- the Patrons SLAM into Carlito in the middle of the floor and knock him down, stampeding right over him as they stumble and fall toward the main staircase --

-- Amadeo and Tagliaferro come up firing and send a hail of bullets at Carlito as he scurries across the floor towards the bar --

-- Saso SCREAMS in the middle of the floor, but abruptly stops when Amadeo momentarily changes his aim to blow that irritating fucker away --

-- and Carlito jumps over the bar, pulls a strong box from under the bar, opens it with a key from his pocket, and grabs the thick, cash-filled envelope Saso hid inside.

99 CONTINUED: 4 99

While the Big Guy tries to right himself, Amadeo and Tagliaferro shove through the crowd after Carlito and BLAST away, the shots SPLINTERING through the bar, creasing it up and down, and there's no way anybody could survive it if they're hiding behind it.

It's quiet. Tagliaferro gets to the bar, reaches over it, and FIRES down blindly, dumping half a dozen shots behind it.

He leans over and looks.

There's nobody there. A small, low door at the bottom of a few steps behind the bar hangs open and FOOTSTEPS clatter down the back stairs.

TAGLIAFERRO
Shit!

100 EXT ALLEY NIGHT 100

The back door to the bar BANGS open and CARLITO practically falls out, into the alley, running before he even hits the pavement.

He breaks out the mouth of the alley just as AMADEO and TAGLIAFERRO blast out the front door of the club. Half a block away, they spot Carlito and SHOUT, but he doesn't even slow down, just flies across the street and into the facing alley.

AMADEO
THE CAR THE CAR GET IN THE CAR!!

Headlights flick on across the street and they race over to a waiting sedan and pile in.

They start to take off, but the BIG GUY from in the club huffs and puffs down the stairs and staggers right in front of the car. They SCREECH to a halt and he jumps in.

101 EXT ANOTHER ALLEY NIGHT 101

CARLITO flies down the alley, through traffic at another intersection, hangs a right, turns another corner, and sees what he was looking for --

-- a subway entrance, its old-fashioned lightpost like a beacon. He tears ass toward it, but the sedan SQUEALS around the corner right behind him and closes fast.

Carlito guns it, but the car hauls it up on the sidewalk, its tires SCREAMING, the undercarriage SCRAPING and sparking on the pavement.

Carlito barely reaches the top of the stairs first, but he's moving too fast and loses his footing. He falls, tumbling, rolling down the steps and into the subway terminal.

101 CONTINUED: 101

The car has it worse. The Driver locks up the brakes too late and SLAMS into the cement subway entrance, CRUNCHING to a stop.

TAGLIAFERRO is the first out of the car. He bolts down the stairs after Carlito, not even waiting for the others. AMADEO and the DRIVER are next, but the BIG GUY moves more slowly.

102 INT SUBWAY TERMINAL NIGHT 102

CARLITO races into the subway terminal, hops the turnstile, and runs out onto the platform. A train is boarding. A MAN on the platform has half a dozen boxes he's loading onto the train, one by one, and he's hurrying like hell so the doors don't close on him.

Carlito flies past him and onto the train. He moves forward quickly, into the front cars.

TAGLIAFERRO isn't far behind. He jumps the turnstile, almost plows over the Man loading boxes, and runs into the first car. He takes a quick look around, doesn't see Carlito, and runs off again, looking through the windows from outside, checking the other cars.

Up in a front car, Carlito, looking back, can see Tagliaferro looking in the windows, and now he's joined by AMADEO and the DRIVER.

Carlito looks at the gaping doors, almost trying to will them to close. Looking back, he can see Tagliaferro and Amadeo arguing about where Carlito might have gone, Tagliaferro wanting to get on the train, Amadeo disagreeing.

Amadeo seems to win the argument. They turn and race over to a men's room, Amadeo and Tagliaferro waiting outside while the Driver goes in, gun drawn.

While they're across the platform, there is a WHOOSH and the doors start to close. Amadeo and Tagliaferro YELL to the Driver and they all turn to race for the train, but it's too late, they won't make it, the doors are too far shut and Carlito closes his eyes in relief --

-- and the doors stop.

Carlito snaps his head. The Man loading boxes has stuck one in the door to hold it while he loads his last stuff. All three Italians make it through the doors, they kick the box out, the doors close, and the train takes off.

Carlito turns and moves forward.

103 OUT ON THE PLATFORM, 103

the Big Guy finally WHEEZES down the steps, puts a token in the turnstile, and hurries to the edge of the platform.

103 CONTINUED: 103

But the train is already gone.

BIG GUY
Aw, shit.

He turns and looks back down the tunnel. A light glows. Another train's coming.

104 INSIDE THE TRAIN, 104

Carlito flies through the back doors of one car, races to the front, and hustles out the front doors. Everybody looks up.

It's quiet in the car for a few seconds, just a few people exchanging looks, and then the Italians plow in through the back doors. Amadeo stops Tagliaferro, who is relentless.

AMADEO
Vinnie, Jesus, we don't even know if he's on the fuckin' train!

Tagliaferro WAILS, absolutely livid, then sees a Guy with a paper looking at him, eyes wide. Tagliaferro grabs him by the hair, pulls him halfway to his feet, and SCREAMS in his face.

TAGLIAFERRO
YOU SEE A GUY RUNNIN'?!

The Guy nods, terrified.

TAGLIAFERRO (cont'd)
WHERE?!

The Guy points to the forward cars --

-- and the Italians take off.

105 UP IN ANOTHER CAR, 105

Carlito looks back through the windows and sees the Italians moving forward, now only one car behind.

CARLITO
Shit -- shit --

He starts to move forward again but the train's BRAKES scream and it comes to an abrupt stop. Carlito turns as the doors open, and he gets a lucky break.

A wall of PASSENGERS pours onto the train. They're loud, drunk, coming from a Knicks game.

Carlito fights his way into the swarm, getting off and trying to get lost in the crowd.

105 CONTINUED: 105

In the next car back, Vinnie stands as tall as he can, looks over the top of the crowd, and sees Carlito headed into the station.

TAGLIAFERRO
I GOT HIM!!

The Italians wade into the crowd too.

106 FURTHER IN THE TERMINAL, 106

Carlito breaks through the human mass and races down a long, twisting corridor, the kind that connects two subway terminals.

He's running as fast as he can, but it's not that fast anymore. His breathing is labored, he stumbles now.

He comes out of the tunnels and into a huge, open area. He stops in his tracks and almost breaks into a smile at what he sees.

Two stories below him, there is a main terminal, with connections everywhere. There are ten escalators, five going down, five going up, with staircases in between. And above this vast entrance is an equally vast sign that reads:

"TAKE THE TRAIN TO THE PLANE!"

Carlito runs over and starts down the escalators, but he can already see there is no train at the platform.

CARLITO
Shit.

He turns and runs back up the escalator. From inside the tunnels he just came out of, he can hear SHOUTS and SCREAMS as the Italians approach. They're close.

Carlito thinks, frantically. He looks to his right. He sees a HOT DOG VENDOR, his cart parked just in front of the far wall, catching people as they get on and off the escalators.

107 BACK IN THE TUNNELS, 107

Tagliaferro is well in front of Amadeo and the Driver. He smashes through the PEOPLE in front of him and breaks out into the escalator area. He looks around. No sign of Carlito.

108 BEHIND THE HOT DOG CART, 108

Carlito scurries across the tile floor and SLAMS up against the wall behind the hot dog cart, right behind the VENDOR.

VENDOR
Hey!

108 CONTINUED: 108

Carlito looks up at him, puts a finger to his lips, and pulls his jacket open, to show the Vendor the gun in his belt.

The Vendor turns and sees Amadeo and the Driver burst out of the tunnel behind Tagliaferro. He looks back down at Carlito --

-- and then goes back to his business, turning so his body more completely conceals Carlito.

109 OUT ON THE STAIRS, 109

the Italians fan out and start down the escalators, heading down into the terminal. They reach the bottom and look around the platform, but not only is nobody there, there's no train either.

AMADEO
We lost him. We lost him, Vinnie.

TAGLIAFERRO
We didn't fuckin' lose him! He took one of the other tunnels!

He turns and heads back to the escalators. The other two follow and start back up.

110 *BEHIND THE HOT DOG CART,* 110

the Vendor sees the three Italians heading back up on the far escalator.

CARLITO
They comin' back up?

The Vendor just nods, scared as hell. Carlito leans around the corner of the cart. A "down" escalator is only about five feet away. He takes a deep breath.

He goes for it. He scampers across the tile, covering the five feet fast, and slides onto the top step of the escalator, keeping his head below the railing.

For a moment, it's perfect, Carlito going down as the Italians come up. He's only about twenty feet away from them, but they won't even see him, not if he stays this low, and it looks like he'll actually make it to the bottom, when --

-- the BIG GUY bursts out of the tunnels, completely out of breath, finally catching up with the others. He hustles over to the escalators, jumps onto Carlito's, and heads down.

Carlito sees him, his eyes go wide, the Big Guy sees him too, their eyes lock for a second, and --

110 CONTINUED: 110

BIG GUY
HE'S HERE!!

He draws his gun but Carlito's up first, pulling his 9 mm from his jacket and BLASTING two shots into the Big Guy's chest before he can get off one wild shot.

All hell breaks loose.

The Italians, five escalators away, draw their guns and OPEN FIRE on Carlito. Anyone on the escalators with any sense just gets down, but a few lunge to get out of the way and are caught in the crossfire.

Carlito keeps moving down, toward the bottom. The Driver leaps off the up escalator and jumps to a down one, to corner Carlito.

Amadeo stands and fires but Carlito BLASTS back, more accurately, blowing him right off the escalator.

A bullet ZINGS off the railing right next to Carlito and he whirls, aims at Tagliaferro, who is above him now, in better position, and FIRES four or five shots, quickly.

One THUDS into Tagliaferro's right shoulder, knocking him over backwards.

Carlito whirls and heads down again --

-- but the Driver is right there, only two escalators away now, and he comes up firing. Carlito just lets his legs drop out and he goes flat. The Driver SCREAMS, jumps over the escalators at Carlito, his gun in front of him --

-- and Carlito comes up, meeting the lunge, putting the gun right in the Driver's chest and pumping two shots into him before his gun CLICKS dry.

Now the noise is deafening as BYSTANDERS SCREAM and SHOUT for police and a train SCREECHES into the terminal below. Behind Carlito, Tagliaferro is on his feet again, bullet -- notwithstanding. He falls over to the body of Amadeo, takes his gun, and turns on Carlito.

Carlito jumps onto the silver divider between the escalators and slides to the bottom, SPARKS flying behind him as Tagliaferro fires on him.

But Carlito reaches the bottom and keeps moving, into the train.

111 IN THE TRAIN CAR, 111

Carlito moves quickly to the back as the train pulls away. He looks out the back window, at the chaos he's left behind.

111 CONTINUED: 111

Tagliaferro, who has slumped to his knees on one down escalator, reaches the bottom and the metal staircase dumps him unceremoniously on the tile floor.

He struggles and stands up.

Carlito watches him recede in the distance as the train goes into a tunnel. He reaches into his pocket and pulls out an envelope. His money.

CUT TO:

112 INT NEWARK AIRPORT NIGHT 112

CARLITO races into Newark Airport and up to an information board. He quickly searches the list of departing flights, finds what he's looking for, and takes off.

113 FURTHER IN THE TERMINAL, 113

Carlito rounds a corner and sees PACHANGA, who's waiting for him, nervously checking his watch. Pachanga's face shows relief and he races over to Carlito.

PACHANGA
Where you <u>been</u>, man, the plane's about to leave!

CARLITO
Gail! Where's Gail?!

PACHANGA
She's waitin' at the gate, come <u>on</u>!

114 IN THE FRONT OF THE AIRPORT, 114

A taxi SCREECHES to a halt at the front of the airport. Someone gets out.

VINNIE TAGLIAFERRO.

He heads into the airport.

115 IN THE TERMINAL, 115

Carlito and Pachanga hurry through the crowd, racing for a gate. Pachanga looks around nervously, watching Carlito's back.

They round a corner, and up ahead Carlito can see the gate, and the door that leads to the plane hanging open.

116 FURTHER BACK IN THE TERMINAL, 116

Vinnie Tagliaferro stops at a gate information monitor, but has no idea what he's looking for. His shirt is soaked with blood, he's white as a ghost, and people stare at him, alarmed.

116 CONTINUED: 116

He looks up at the board once more, blinks, wipes the sweat from his eyes --

-- and sags to the floor, drained.

117 AT THE GATE, 117

Carlito and Pachanga are close to the gate now, close enough to hear the FINAL BOARDING CALL. One or two other late PASSENGERS hurry along with Carlito toward the gate, and two GATE ATTENDANTS are getting ready to seal it up and leave --

-- but there's a Passenger there who won't let them close it, someone who's pleading long and loud for them to wait just one more minute.

It's GAIL.

She looks up, sees Carlito, and breaks into a broad smile.

GAIL
Charlie!

Carlito smiles back, a smile of incredible relief. He extends his arms, as if to say "I made it," closer to her now, the ground between them closing fast.

Pachanga, who was right alongside Carlito, slows down, letting Carlito go on ahead alone. Carlito passes another late Passenger, on his left. The Passenger moves over closer to him.

PASSENGER
Hey, remember me?

Carlito turns and looks into the Passenger's face.

PASSENGER (cont'd)
(a huge grin)
Benny Blanco! From the Bronx!

POP. POP. POP.

The shots catch Carlito square in the chest, three of them, just three quiet little POPS, really, that no one even seems to notice.

But they're enough.

Carlito falls, THUDDING to the terminal floor, staring up at the ceiling in disbelief.

GAIL
NO!!

117 CONTINUED: 117

Benny Blanco pauses long enough to SPIT down on Carlito. Pachanga looks down at him for a second too.

PACHANGA
No hard feelings, Carlito. I got my future to think about.

He grabs Blanco by the arm, hustling him toward the exit.

PACHANGA (cont'd)
Come on, less go!

BLANCO
Go? You stay here.

He FIRES three shots at Pachanga that hit him in the head and chest and blow him off his feet, dead before he hits the wall and slithers to the ground.

Now others in the terminal notice, there are SHOUTS of alarm, a crowd gathers --

-- and Blanco disappears into it.

Gail races over to Carlito and tries to sit him up, cradling him in her arms, CRYING, panicked.

CARLITO
Ah, shit. Shit, shit.

GAIL
Don't try to talk, Charlie! We'll get you to the hospital! You'll be okay! Hold on, baby! Please, just hold on!

He looks at her, and they both know how bad off he is. He reaches inside his pocket and pulls out the envelope with the money in it. He shoves it in her hands.

CARLITO
Use it to get out.

He reaches out to her and presses one hand on her belly again.

CARLITO (cont'd)
Both of you.

His hand drops away, leaving a bloody print on her. She SOBS.

118 INT AIRPORT NIGHT 118

Everything is crazy again, the same chaotic shot we saw in the beginning. CARLITO lays on his back on the stretcher, being hustled out of the airport, staring up at the faces of the MED-TECHS that look down at him with such grave concern.

118 CONTINUED: 118

GAIL is hurrying along with them, too, holding Carlito's hand, talking to him, but he can't hear her.

CARLITO (v.o.)
Sorry, boys. All the stitches in the world can't sew me together again. Lay down. Lay down. Gonna stretch me out in Gonzalez' Funeral Home on 109th Street.

A gurney wheel flops and SQUEAKS as it races on.

CARLITO (v.o.)
Always knew I'd make a stop there. But a lot later than a whole gang of people thought. Hung in there, Last of the Mohicans. Well, maybe not the last. Gail's gonna be a good mom. New, improved Carlito Brigante. Hope she uses the money to get out. No room in the city for big hearts like hers. Sorry, babe, I tried the best I could. Honest. Can't come with me on this trip, though.

Carlito's body lurches as the gurney hits a deep metal groove in the floor and gets stuck.

CARLITO (v.o.)
I'm freezin'. Gettin' the shakes now.

He takes one last look at Gail's crying face and smiles, before his head lolls off to the side. He stares at the travel mural, the idyllic beach scene we saw in the beginning.

CARLITO (v.o.)
Okay, last call for drinks, bar's closin' down. Sun's out. Where we goin' for breakfast? Don't wanna go far. Rough night.

The mural becomes more than real again, the sea moving, the sand floating in the heat, the palm tree swaying.

CARLITO (v.o.)
Tired, babe, tired . . .

There's something else in the mural now, something we didn't see before. A dancer. She's under the tree, spinning, her head thrown back, her hair flying wildly, dancing as if in a dream, a far-off dream.

FADE OUT.