

**GONE IN 60 SECONDS**

by Scott Rosenberg  
4/6/99

"I wonder," Toad said to himself presently, "I wonder if this sort of car starts easily?"

Next moment, hardly knowing how it came about, he found that he had hold of the handle and was turning it. As the familiar sound broke forth, the old passion seized on Toad and completely mastered him, body and soul ... He increased his pace, and as the car devoured the street, he was only conscious that he was Toad once more, Toad at his best and highest. And he sped he knew not whither, fulfilling his instincts, living his hour, reckless of what might come to him... "

-- Kenneth Grahame, "THE WIND IN THE WILLOWS"

"All the redemption I can offer, girl, is beneath this dirty hood... "

-- Bruce Springsteen, "THUNDER ROAD"

**FADE IN:**

**EXT. LONG BEACH STREET - LOWER GRAND - NIGHT**

The streets are empty. Low fog skims the sidewalks below a gray  
stew  
of a sky. It's slightly fuzzy, slightly surreal. The vast Port  
of Los  
Angeles is visible in the b.g... No cars parked here ... No  
cars  
except -

**A '67 SHELBY MUSTANG GT-500**

air  
cool  
then  
Silver with deep grill, its sculptured side panels ending in scoops ... All cock and balls, it stands alone in the lonely before dawn ... An old-school totem to speed and style... And SOMEONE approaches...

...  
shimmer  
Through the mists of morning ... In leather coat and jack boots ...  
He's early 30s, with the vaguely whimsical confidence of a that refuses to fade ...

one's  
Southern  
California ...  
This is RANDALL RAINES, whom they call MEMPHIS - though know quite sure why ... But they do know he's the auto-boost in

desert  
crash survivor coming upon an oasis ... He walks around it ... Admiring it ... Adoring it ...  
Memphis approaches the Mustang with a gathering awe ... Like a

But then a FIREBIRD pulls up alongside him. Its driver - ATLEY JACKSON, early 30s, handsome, jocular leans out for:

**ATLEY JACKSON**

You gonna steal her or kneel down to her and pray -- ?

Memphis looks at him, still enthralled...

ATLEY JACKSON (cont'd)

I know, I know ... It's Eleanor ...  
Just take her, slick. - -

...  
his  
the  
And Atley drives off slowly, Memphis looks this way and that ...  
No one about ... He removes a SLIM JIM from a deep pocket in coat... He slims the door panel ... Pops the button ... opens door ...

Watch him work. Quick as shit. A SCREWDRIVER appears another pocket ... He pops the BUTTERFLY to the IGNITION

a,small  
A RATCHET appears... He strips the mechanism... Now a GIZMO -

socket-like device - is pressed into the  
ignition ... A twist of the wrist ... And the 320-bhp 289 V8  
rumbles  
like a jackhammer. The whole thing took 20 seconds.

He takes a cassette TAPE from another pocket ... Slaps it into  
the  
deck. Bruce Springsteen's "Ramrod" wails from the coaxials.  
And Memphis floors it... And off they tear...

The look on his face suggests a supreme satisfaction ... A  
grand  
re-awakening of long-dormant pleasure centers ... A speed  
Jones,  
fixed and fummy ...

He slots in behind Atley Jackson's Firebird ... And slotting in  
behind Memphis, in a Z-28, is DONNY ASTRICKY, mid-30s ...

On they go ... The fore and aft car providing escort...

Except that, from seemingly out of nowhere --

**A POLICE CAR**

appears behind them...

And Donny instantly goes into diversionary tactic ... He races  
through a STOP SIGN ... And the cruiser's bubbles flash on ...  
And

Donny is pulled-over ... Atley and Memphis drive on in their  
respective vehicles...

The UNIFORM COP gets out of his car, goes to Donny.

**DONNY**

Problem, Officer?

**POLICEMAN**

Yes. You're under arrest -- ?

**DONNY**

For running a stop sign?

**POLICEMAN**

For Grand Theft Auto -

And off of Donny's look --

We go to Memphis in the Shelby... As FOUR CRUISERS comes  
speeding  
toward him, sirens wailing...

QUICK SHOTS of Memphis racing the Shelby through the early morning harbor town streets ... Sirens peel ... Memphis turns up the music ... Pins the gas ... The chase is on ...

Memphis maneuvers the Mustang with a dazzling aplomb... Memphis gutterballing the car, skating the shoulder, the cops in heavy pursuit ...

And now he's picked up another CRUISER... He passes Atley Jackson, heading in the opposite direction... Atley has picked-up a pair of cruisers himself ...

Memphis on a straightaway now, speeds up, feels the boost. But up ahead, a ROADBLOCK has formed... How'd they get that deployed so fast? And behind him, the unmarks blaze ...

Guns his bitch... Straight at the roadblock .. Three CRUISERS and a PORTABLE WOODEN BARRICADE... Memphis pins her ... ZO0000M! Dead-on to the roadblock ...

And, at the last moment, as the COPS dive out of the way, Memphis bangs the gear shift into neutral -- yanks the parking brake -- And the Mustang spins on the straight -- Screeching spin ...

And Memphis takes the HARD LEFT ...

And he's managed to outrun them... Finding himself above Lower Grand... Looking down ...

He can see the secondary pursuit down below ... Atley being chased... IN THE DISTANCE - Atley is LAUNCHED FROM THE SHOULDER, the Firebird rolling down a drainage culvert ...

Landing with a sickening thud on its back. Memphis is horrified.

**EXT. LOWER GRAND - LATER**

Rescue team presence. Atley being hauled out of the wreck... His leg is a torn mess ... He's barely conscious... A cuffed Donny

Astricky is dragged to a waiting cruiser ...

A POLICE CAR pulls up ... And out steps

**DETECTIVE ROLAND CASTLEBECK**

of G.R.A.B. The Governor's Regional Auto-theft Bureau.  
Castlebeck  
is mid-50s, black, saturnine. - But don't let the tacit  
nobility  
fool you - the man's a street viper ...

Castlebeck goes to another cop - HAWKINGS..

**HAWKINGS**

Astricky. And Jackson. No sign of  
Raines...

**DETECTIVE CASTLEBECK**

Well, then it's all for naught,  
ain't it, Hawkings?

Castlebeck looks out over the mess ... And then looks up...  
Because, further down Lower Grand, a car is parked. It is the  
Shelby. With Memphis leaning against its hood...

Castlebeck looks around him, but no one's noticed. So he walks  
toward it, hand on hip...

**DETECTIVE CASTLEBECK**

I know you --

**MEMPHIS**

You know my back -

**DETECTIVE CASTLEBECK**

You want to come along quiet?

**MEMPHIS**

How's Atley -- ?

**DETECTIVE CASTLEBECK**

Leg's all banged-up. He made a  
stupid play ... He'll limp around  
the yard up at Folsom. But  
Astricky will be there to take  
care of him. With their priors,  
they're looking at a serious bounce --

**MEMPHIS**

Let them go --

**DETECTIVE CASTLEBECK**

How's that?

**MEMPHIS**

Let them go. And I'll leave ...

**DETECTIVE CASTLEBECK**

You'll leave -- ?

**MEMPHIS**

You don't have anything on me. A misdee auto-theft. I got no record. I'll be out in three days, and back at it. Or you let them go, and I give you my word. I'm gone. And without the ringleader ... Your tee-times have just grown exponentially...

**DETECTIVE CASTLEBECK**

I don't golf...

And they stare at each other, as Castlebeck considers.

**DETECTIVE CASTLEBECK (cont'd)**

I do this. And I see you again. I'll come after you with everything I got. you won't be able to steal a glance at a blind man without me by your side ...

**MEMPHIS**

You have my word...

**DETECTIVE CASTLEBECK**

Get out of here, then. Now.

And Memphis makes to get into the Shelby...

**DETECTIVE CASTLEBECK**

Leave the car, Randall ...

Memphis nods ... Takes one last look at the Shelby... Sorry to leave it behind ... And he runs off into the mists of Lower Grand ...

Castlebeck walks back toward the crime-scene tumult ...

**DETECTIVE CASTLEBECK**

Arright, let lim go. Cite him for rolling the stop ... And cite old Atley for driving to endanger ...

**HAWKINGS**

What are you talking about, Rollie? We're springing 'em? Just like that?

**DETECTIVE CASTLEBECK**

Just like that. Quit your bellyaching, Hawkings ... And let's wrap this up ...

And off of Donny's surprised look, as Springsteen wails to crescendo and we

**CUT TO:**

**EXT. INDEPENDENCE, CALIFORNIA - DAY - 6 YEARS LATER**

Some 400 miles North of Los Angeles, Independence is a one horse town, and the horse has died... Single stop light, single-engine firehouse, single everything. Norman Rockwell would find this burg a snooze.. - We settle on a small, GARAGE ... The peeling sign reads:

**"L.N. ORR AUTOMOTIVE"**

owned and operated by Memphis Raines ... In blue coveralls, Memphis has a Plymouth Duster up on the lift ... With him is a

kid

- TOM, 19... Lightnin' Hopkins' "Automobile Blues" plays through --

**MEMPHIS**

You know what you got here?

**TOM**

Not really -

**MEMPHIS**

There's excessive resistance in the cranking circuit ... You know what you gotta do -- ?

**TOM**

Not really --

**MEMPHIS**

You have any other answers besides "not really"?

**TOM**

Not --

**MEMPHIS**

Right. You want to test the voltage drop ... Use the voltmeter ... Remove the primary lead from the ignitioncoil and crank her ...

See what you got ... You understand -- ?

a Tom starts to say "not really". Instead, he nods. Memphis takes  
To root beer from an old-style machine. He goes out ... front ...  
smoking where an old Denver Pyle-coot - BUDGY - sits on a bench,  
an unfiltered Lucky ... Memphis sits beside him, pets the  
200-year-old DOG that lounges nearby...

**BUDGY**

Just can't find good help these days --

**MEMPHIS**

(re: cigarette)  
Those things'll kill ya, Budgy --

**BUDGY**

They won't have a chance. The bourbon and  
bacon'll get me first...

Budgy cackles ... Memphis looks out at the dusty little hamlet  
...  
Budgy points at a passing car ...

BUDGY (cont'd)

That one -

**MEMPHIS**

1980 Mercury Cougar. 255 cubic inch V8 ...  
Based on the Ford Thunderbird bodyshell;  
they modified the chassis, but didn't  
improve its performance...

Budgy points at another car ... And we get the sense they play  
this game every day...

MEMPHIS (cont'd)

The 1970 Plymouth Road Runner. Proof  
positive of a single all-powerful Deity.  
The first bargain-priced muscle car  
ever. They even tuned the horn to  
resemble the "beep beep" sound of the  
cartoon Road Runner ...

And Budgy looks impressed... As always ...

**BUDGY**

Damn, you're good

Memphis nods ... Sips his root beer ...



BUDGY (cont'd)  
You got to bingo last night?

Memphis looks at him ... Can't believe it himself ...

**MEMPHIS**

That I did, Budgy. That I did --

And, from inside the garage, there's the most horrific GRIND of metal on metal, as Tom has started the Plymouth -

**TOM (O.S.)**

Uh ... Randall -- ?

**MEMPHIS**

Excuse me --

Memphis goes back into the garage, Budgy cackles.

**CUT TO:**

**EXT. RANCHO PALOS VERDES - BUSINESS DISTRICT**

A FORD ESCORT - driving through the upscale streets of Palos Verdes. Three KIDS, 20, inside ... The driver is FREB, a little dim; in the back is MIRROR MAN, black, always wears those mirrored shades ... In the passenger seat is

KIP - Memphis' younger brother ... The car pulls to a stop.

Fancy stores - all of them closed - line this affluent business district ... Freb consults a piece of paper ...

**FREB**

The corner of Hawthorne and Granvia.  
Tumbler messed up. He said the Lotus  
would be at the corner of Hawthorne  
and Granvia --

**KIP**

He didn't mess up. There it is ...

And he points ... To a CORNER BUILDING - EXOTIC MOTORS LTD.

Twenty

foot high glass - windows surround a SHOWROOM of EXOTIC DREAM CARS: Porsches and Ferraris, Lamborghinis and Bertones ... And there it is, a 1996 LOTUS ESPRIT V8, gleaming in the all-night showroom lights...

Freb and Mirror Man are startled

**FREB**

That -- ?

**MIRROR MAN**

You're shittin', right? Kip?

He grins at them... He ain't shittin'...

**FREB**

How are we supposed to--

**KIP**

Pop the trunk. I need my tool ...

Freb scowls ... Pops the trunk ... Kip gets out ... Goes to the back ... Freb and Mirror Man share a spook --

**MIRROR MAN**

What tool -- ?

Kip reaches into the trunk.... Comes around to them... He's carrying A BRICK --

MIRROR MAN (cont'd)

Oh, no --

And Kip walks toward "Exotic Motors"... Calm and cool ... Ten feet from it ... He winds up ... And HURLS THE BRICK AT THE WINDOW which EXPLODES ON IMPACT, a SHOWER OF GLASS raining down ...

**ALARMS SQUEAL**

As Kip walks into the showroom, glass crunching underfoot. Freb and Mirror Man can't believe it --

**INT. EXOTIC MOTORS**

her Kip goes to the Lotus... With nary a glance around, he's got open ... The Lotus' ALARM adds its song to the choir ... Kip, unmindful, gets behind the wheel ... Screwdriver to the mechanism... The alarm raging in here...

Man In moments, the V8's massive 349bhp is bellowing... And Mirror inches climbs in beside him... And off they go ... Laying several of English rubber. Over the broken glass and out of the showroom...

**EXT. CITY STREETS - PALOS VERDES - NIGHT**

The Lotus races through these streets ... At high speeds ...

**MIRROR MAN**

Newsflash, Kip: you're driving a  
stolen car

Kip smiles over the ascending speedometer --

**KIP**

Yeah. Ain't it great -- ?

And he pins her ... VROOOOOM -- !

**CUT TO:**

**A TENNIS BALL**

being bounced against the wall ... Caught ... Bounced again ...  
Thunk! Thunk! Thunk!

**INT. WAREHOUSE - LONG BEACH HARBOR - NIGHT**

A dozen purloined AUTOS are parked here ... And a number of  
SHIPPING CONTAINERS ... A thuggish MAN reads the paper ... The  
tennis ball bouncer is TUMBLER, 20 ... And he's sitting on a  
tilted back chair, and wall-bouncing the ball and annoying the  
piss out of

**ATLEY JACKSON**

whom we remember from the drop-car at our opening ... Atley  
walks with a LIMP now... Thunk! Thunk! Thunk!

**ATLEY JACKSON**

Can you stop that, for Chrissake?

**TUMBLER**

What's your problem, bro ?

Thunk! Thunk!

**ATLEY JACKSON**

Where are they -- ?

**TUMBLER**

They'll be here. You nervous, bro? You? Back  
in the day, they say you had anti-freeze in  
them veins ... What happened -- ?

the And Atley intercepts the tennis ball ... And hurls it over to  
far side of the warehouse ... Tumbler merely grins ...

TUMBLER (cont'd)  
Relax and enjoy --

**EXT. SAN PEDRO STREETS - THE LOTUS**

up Heading for Long Beach... Stopped at a light ... A CAMARO pulls  
next to them... A KID behind the wheel, a BLONDE beside him...

Kip eyeballs them... Engines are revved... Challenges are  
implied... Mirror Man panics ...

**MIRROR MAN**

Stolen car, Kip. Stolen car, stolen car,  
stolen car ...

**KIP**

Stolen fast car...

And the light turns green ... And he pops the clutch ... And  
they are off ... It's a good old fashioned drag race ... Kip  
smiles at the blonde ... Mirror Man is freaking out ... Kip's  
eyes are on fire ... He clocks the speedometer ...

KIP (cont'd)  
It's calibrated for 140 ... Let's see  
if these British boys are full of shit  
or not --

**MIRROR MAN**

No way, man --

The Yes, way. Kip floors it. They bury the Camaro in its wake...  
gauge rising ... 90, 100, 110 ... Mirror Man is having an  
embolism...

unaware They warp-speed by a POLICE CRUISER... Both kids totally  
of the POLICE CHOPPER up on high... With them in its sights ...  
And they drive ... At last, ending up at --

THE WATERFRONT - A dark latticework of docks and wharves,  
warehouses and shipping crates... The freighters are somehow  
graceful against the moonlit water ...

**INT. WAREHOUSE**

Tumbler studies his watch... Now he's a little concerned ... He looks up ... Atley is glaring at him...

**ATLEY JACKSON**

Something wrong, Tumbler -- ?

**TUMBLER**

Yeah. I'm missing Springer --

And then the Lotus pulls into the warehouse... Tumbler flashes Atley a "told-you-so" smile... Kip and Mirror Man get out of the car...

Kip walks over to a CLIPBOARD with a magic marker tethered to it ... It is a list of cars ... He draws a black line through "13) 1996 Lotus Esprit V8"... The others are clocking the car...

**ATLEY JACKSON**

She'll go 0 to 60 in 4.9 seconds --

**MIRROR MAN**

I can vouch for that.

Tumbler passes out 40 oz.s ... The vibe is celebratory...

**TUMBLER**

Thirteen down ... Thirty-seven to go ...

**KIP**

No problem -

Bottles are clinked... Beer is sipped ... Only, a HOT WHITE SPOTLIGHT bores through the skylight ... And the whup-whup of the chopper's ROTORS... And now the sounds of SIRENS ... And the thuggish man gets to his feet ...

**THUGGISH MAN**

Let's get outta here -- !

And they do... Heading out the back ... It's tough for Atley with his limp ... On the way out:

**ATLEY JACKSON**

Now you gone and done it, Raines  
And they flee ...

**INT. WAREHOUSE - LATER - NIGHT**

A HALF-DOZEN POLICE CARS. The CHOPPER does the usual spotlight-trailing... It's turned into a total pig circus ... A car pulls to a stop ... And out steps Detective Roland Castlebeck, whom we remember from our opening...

**INT. WAREHOUSE**

Castlebeck surmises the take ... The cars ... His partner DETECTIVE DRYCOFF - a sneering Irish boy with zero patience - comes out from the back ...

**DETECTIVE DRYCOFF**

They're gone...

Castlebeck nods ... Looks at the cars ...

**INT. "L.N. ORR AUTOMOTIVE" - INDEPENDENCE - DUSK**

Memphis goes through invoices in the cluttered back office. When a brand new purple MERCEDES SLK, windows tinted, pulls in out front. It looks oddly anachronistic here in Independence. Memphis senses danger. He goes out. Budgy and his dog are here... Budgy looks spooked... Tom, too ...

**MEMPHIS**

What's going on -- ?

And standing there, by the Mercedes, like a wraith, is ATLEY JACKSON, in long leather coat, smoking a cigarette ... As out of place here as a maggot on a muffin...

**ATLEY JACKSON**

Well, well, well ...

And he begins to sing...

ATLEY JACKSON (cont'd)  
(ANDY GRIFFITH theme)  
Da-doo-doo-doo-da-doo-doo-doo, etc.  
(laughs)  
Are you kidding me, man -- ?

**MEMPHIS**

Hello, Atley ...

ATLEY JACKSON (re: sign)  
L.N. ORR. I get it. Clever ...

Memphis studies him...

**MEMPHIS**

How's the leg?

**ATLEY JACKSON**

Only hurts when I breathe. Lookit you. Where are Barney Fife and Aunt Bea hanging out? And Opie ... Where's Opie at?

He laughs some more ... Chain-lights his cig ...

**MEMPHIS**

What are you doing here?

**ATLEY JACKSON**

Is there someplace we can talk?

Memphis looks at him...

**MEMPHIS**

What about?

**ATLEY JACKSON**

About your brother. And the deeeep shit he's in --

**INT. TEDDY'S TAVERN - NIGHT**

A BARMAID sets down a pitcher of beer and two mugs...

**WAITRESS**

There you go --

**MEMPHIS**

Thanks, Donna --

She leaves... Atley is staring at him... Memphis shrugs...

**ATLEY JACKSON**

It's been a long time, Memphis --

**MEMPHIS**

Six years ...

**ATLEY JACKSON**

Six years. Shit. Time flies, don't it? Six years ago we were fartin' through Armani and pissin' Cristal. Now look at us ...

**MEMPHIS**

Tell me about Kip -

Atley takes a sip of his beer,...

**ATLEY JACKSON**

He took a job. And he fumbled it.  
Now he's jammed-up. Jammed-up bad...

**MEMPHIS**

What kind of job... ?

**ATLEY JACKSON**

A boost. A big boost ...

**MEMPHIS**

A boost? What's Kip doing on a boost?

Atley frowns ... Looks at him...

**ATLEY JACKSON**

You're shittin', right?

Clearly Memphis is not ...

**ATLEY JACKSON (cont'd)**

Kip's become quite the little  
crewrunner since you left. He's been  
working a low-rent ring for  
two years now. You don't talk to  
your Ma?

**MEMPHIS**

It seems she neglected to mention it

**ATLEY JACKSON**

Maybe she don't know. Although I don't  
see how that could be. Maybe she didn't  
want to upset you -

**MEMPHIS**

Don't feel the need to explore my family  
dynamics, Atley...

**ATLEY JACKSON**

The point is: Kip's been living the  
life. Only he's a wild child. Crazy.  
Makes our old behavior seem like  
altar boy time. But he fungold this  
one so bad, folks around L.B.  
are already speakin' about him in  
the past tense.



Memphis takes a beat ... Sips at his brew ... Then:

**MEMPHIS**

Who was the job for?

**ATLEY JACKSON**

Who do you think?

Memphis waits ... In no mood for guessing games ...

**ATLEY JACKSON (cont'd)**

Calitri, man. Raymond "The Carpenter"  
Calitri ... Your favorite and mine ...

Which means nothing to us ... Though the look on Memphis, face  
speaks volumes ...

**ATLEY JACKSON (cont'd)**

I just thought you should know,  
man. I kind of had a feeling you  
didn't. But I should tell you:  
I'm working for him now - The  
Carpenter - so if you see him, you  
won't mention me coming to get  
you... Like I said: I just thought  
... I owed you ... And that it was  
the right thing to do ...

Memphis nods ... His face clenched in despair. We FADE TO  
BLACK,

As a SUPER on-screen reads: PART 1: STOLEN MOMENTS

We PRE-LAP J. Geils Band's "Hard-Drivin' Man" and CUT TO:

**THREE PLATES OF BACON, EGGS AND HASH BROWNS**

placed on the service deck by a short-order COOK...

**INT. RUBY'S ALL-NITE - LONG BEACH - NIGHT**

A 24-hour diner in the heart of Long Beach... The three plates  
are  
picked-up with an impressive dexterity by

**HELEN RAINES**

early 60s, clear-eyed... In pink Ruby's uniform and chunky  
shoes... Black currant hair striated with wisps of gray...  
Helen  
delivers the plates to a booth of college kids ...

**KID**

Can I get some more coffee -- ?

**HELEN RAINES**

Sure, hon ...

And she goes to the coffee station... When

**MEMPHIS (O.S.)**

Who's a guy gotta know to get a tuna  
melt in this joint -- ?

And she turns around to see Memphis standing there. Her  
expression  
displays many things ... Most of them joy ...

MEMPHIS (cont'd)

Hello, Ma --

And she goes to Memphis ... Wraps her arms around him ...  
Squeezes  
tight ...

HELEN RAINES (cont'd)

Oh, Randall ...

She takes his head in her hands ... Kisses his cheek ... Then  
the  
other... Hugs on ... Unmindful of the customers ... The cook  
smiles from behind the order wheel ...

**COOK**

What's the word, Memphis -- ?

**MEMPHIS**

How ya doing, Ruby -- ?

**HELEN RAINES**

Come, come, come ...

And she leads him over to a booth ... Barking to the cook -  
RUBY -  
on the way...

HELEN RAINES (cont'd)

Tuna melt on pumpernickel. Provolone,  
extra tomato, Dijon... And a chocolate  
milk... Lots of syrup...

(to Memphis)

Right?

**MEMPHIS**

Right ...

And they settle in ... Across the booth from each other ... She takes his hands...

**HELEN RAINES**

You look good...

**MEMPHIS**

You, too, Ma...

**HELEN RAINES**

What are you doing back?

**MEMPHIS**

How's Kip?

And Helen flushes, a bit ashamed maybe ...

**HELEN RAINES**

Have you seen him?

**MEMPHIS**

No.

**HELEN RAINES**

oh.

**MEMPHIS**

Atley Jackson came to see me ...

**HELEN RAINES**

Atley Jackson. How is that one?  
How's the leg... ?

He looks at her ... Beat ...

**MEMPHIS**

Why didn't you tell me?

**HELEN RAINES**

I couldn't. I didn't want you to worry. I thought held sort himself out. I hardly see him. He comes and goes. He's in trouble, isn't he?

**MEMPHIS**

He's in some trouble ...

**HELEN RAINES**

I knew it. He's changed, Randall. He's a different boy. He's lost that... That

sweetness ... It's gone ... And I don't  
know what to do ...

**MEMPHIS**

You getting my checks ... ?

**HELEN RAINES**

Of course ...

ANGLE - RUBY. He's on the PHONE in the kitchen...One eye  
on Memphis and Helen --

**RUBY**

Detective Castlebeck... It's me ...  
Yeah... You ain't never gonna guess  
who just come in to visit his Ma --

**BACK TO - MEMPHIS AND HELEN RAINES ...**

**HELEN RAINES (cont'd)**

You haven't spoken to him in a  
while, I guess...

**MEMPHIS**

He doesn't return my calls. or my  
letters ...

**HELEN RAINES**

Kipling was sixteen when you left, baby.  
I don't know what you remember of him.  
But you should brace yourself

55" And, on her sad smile, we PRE-LAP Sammy Hagar's "I Can't Drive  
and SLAM CUT TO:

**INT. "THE SIDE POCKET" - POOL HALL - NIGHT**

box A dozen tables... Smells of blue chalk and whiskey... The juke  
and cranked... We take it to the back of the joint ... Where Kip,  
Tumbler and Mirror Man are knocking a rack... Freb sits nearby,  
with a few badly made-up GIRLS...

**TUMBLER**

... so ... It's my new move ... It's called  
"The Stranger." What I do is, I sit on  
my hand for 10 minutes. Till it falls  
asleep. Till it's good and numb. No feeling.  
And then I jerk off.

**GIRL**

That's disgusting -

**FREB**

What's the point, man -- ?

**TUMBLER**

Cos it's like you're bein' done by a stranger  
... It rocks ... It's the power move of the  
New Millennium...

He sinks another ball. A kid, 15, TOBY - comes up to them.

**TOBY**

Hey, Kip, what's up?

**KIP**

What do you say, Toby?,

**TOBY**

I'm cool -

**TUMBLER**

What do you want, shithead?

**TOBY**

Why you gotta front me like that? I'm  
talking to Kip --

**TUMBLER**

Why don't you leave him alone?

**TOBY**

I known Kip longer than you, man ...

**TUMBLER**

Oooh, ain't you the lucky duck --

**FREB**

Any word, Kip -- ?

**KIP**

No ... And they won't take my calls ...

**FREB**

What does that mean -- ?

**KIP**

It ain't what you'd call a "good sign"

He groks their fear...

KIP (cont'd)  
Look - we managed to get 13 in a week.  
We just gotta step it up ...

**FREB**

But we only got till Friday. That's  
four days. And we lost the 13. So's  
we gotta start over ...

Kip looks at him...

**KIP**

That, too ...  
(off of Freb's look of fright)  
Don't sweat it, Freb. We're cool.

ANGLE THE FRONT DOOR. For Memphis has entered. He  
clocks the room. Sees them at the rear ... Walks back

**KIP**

It can be done, man. We just gotta  
step it up... It's a challenge ...

**MIRROR MAN**

The challenge is not to get our nuts  
cut-off and shoved down our throats ...

**TUMBLER**

Can I help you, pal -- ?

And Kip looks up ... To see Memphis there ...

**MEMPHIS**

Hey, Kip ...

**KIP**

Hello, Memphis --

**TUMBLER**

"Memphis?" You're Memphis?

**MEMPHIS**

That's right...

**TUMBLER**

Damn. Damn, damn, damn ...

**FREB**

Memphis. Holy shit. It's an honor,  
man --

And he pumps his hand... Memphis continues to stare at Kip

**KIP**

It's good to see ya, man. You changed  
your look -

**MEMPHIS**

You, too

Hold the stare... The others are excited...

**FREB**

What are you doing back, Memphis?

**MEMPHIS**

Little visit. Check on the family.

**KIP**

It's nice to see ya, man -

He smiles ... Memphis eyeballs him... Toby is there ...

**TOBY**

Hey, Memphis. Remember me? Toby  
Walker. I live next door ...

**MEMPHIS**

Sure. Hey, Toby. You grew up

**TOBY**

Yeah, I'm cool ...

And Memphis turns back to Kip, who's picked up a pool cue.

**KIP**

Who's got next game -- ?

And he makes to rack 'em up ... Then:

**MIRROR MAN**

I get it. You ain't gotta be a genius:  
Memphis come back to save our bacon!

**TUMBLER**

Shut-up, Mirror Man --

**FREB**

Izzat true? You come back to save our  
bacon?

**MIRROR MAN**

Of course it's true. He come to save  
his brother's dangling ass --

**KIP**

That can't be it. Cos we don't need saving

**FREB**

We don't -- ?

**MEMPHIS**

He give you an advance -- ?

**MIRROR MAN**

Hell, yeah. Ten larger man

Kip shoots him a look... As if he's spoken out of turn ...

**MEMPHIS**

You just give 'im back the money.  
All's well...

The others look glum... Kip laughs ... Long and hard...

**KIP**

"Give lim back the money." "Give 'im back the money..." Be nice. If only we didn't drink the money. And smoke the money. And buy Nikes with the money. And Sony Play Stations with the money. And dirty girls with the money...

And Kip sinks a ball ... Memphis looks at the others ... They nod... It's true ... The money's gone ...

**KIP**

But don't worry, man. Things are all sweetness and light here...

**TUMBLER**

Things are all leafy and suburban ...

**MIRROR MAN**

The hell they are --

**KIP**

Sure they are. Although we do appreciate the gesture, Memphis. But we do got it handled...  
And it was nice to see you -- -

Memphis nods ... Looks at all of them... Smiles ... And then REACHES OUT, GRABBING Kip by the collar, yanking him to his

feet



and in close, nose to nose ...

**MEMPHIS**

You listen to me, baby brother. You fancy yourself some reat neat tough guy scumbum, well, woop-tee-doo, little puppy with a poundcake. But I remember the days when you used to steal my Colorforms and eat 'em... So you can't stop me from saving your "dangling ass" if that's what I feel like doing...

And with that, he shoves Kip back down into his seat, toppling the table, bottles and glasses crashing... And barrels away from them, the crowd parting like a wound...

Kip's crew left stunned, flustered, and maybe a bit impressed...

**TUMBLER**

Damn... Homeboy's on the dazzle ...

And, off of Kip's furious look, we CUT TO:

**EXT. LONG BEACH HARBOR - NIGHT**

A chill in the air. Memphis walks toward a range of lowslung buildings ...

**EXT. WOODBURN SCRAP AND METAL - NIGHT**

A virtual cityscape of dismantled automobile carcasses, piled up high for as far as the eye can see ... A huge FORK LIFT scoops up a wreck and hauls it over to the CRUSHER... Watch as the car is FLATTENED, for easy shelving ...

Midnight auto nonpareil ... To one side of the yard is a GARAGE:

Watch as a HONDA ACCORD, with a BLOODY WINDSHIELD, enters the garage. A young Mexican KID driving.

**A SIGN: "LOCK YOUR CAR OR IT MAY BE GONE IN 60 SECONDS!"**

**INT. GARAGE - CHOP SHOP**

A CAR is CHOPPED ... Pulled apart ... Fenders, doors, panels, interiors, air bags ...

**EXT. WOODBURN SCRAP AND METAL - FRONT ENTRANCE**

Memphis knocks on the door ... A dog-faced MAN opens it ...

**DOG-FACE**

Yeah -- ?

**MEMPHIS**

Randall Raines to see Mr. Calitri ...

**INT. WOODBURN SCRAP AND METAL**

Memphis follows Dog-face to the back of this building. Follows  
him into another room. Which is

**A WORKSHOP**

An enormous WOODWORKING SHOP, fully tricked-out with state-of-  
the-art table saws and drill presses, jointers and power planes.

An antique treadle lathe stands in one corner. A stock layout  
of expensive woods - oak, birch, maple, cherry, mahogany - is  
stacked against the rear wall ...

Jars and bottles and cakes of glues, resins, stains and  
bleaches cram a shelf unit ... There's a MAN here, at a band saw. This  
is

**RAYMOND CALITRI, 59 ...**

He wears an apron, protective glasses and a lopsided sneer. A  
Richard Widmark motherfucker - with the diamond hard look of a  
cobra. The liegelord of downtown...

And now he works the a hand saw, making critical cross-cuts on  
a wide panel of maple ... Atley Jackson is here as well ... As  
noisy as it is out in the yard, in here, once the door is closed,  
it's as SILENT-as a tomb...

A BANK OF MONITORS on one wall show the cars being crushed and  
disassembled in the yard. Memphis is led into the room.

Calitri nods and Dog-face leaves the room... Calitri smiles ...  
Examines his fresh cut...

**CALITRI**

Randall Raines ... It's been a long time ...  
(looks at his clothes;)  
frowns)  
'though I do I recall you as a man  
with style. You remember your old  
friend, Atley -- ?

**MEMPHIS**

How ya doing?

**ATLEY JACKSON**

Good to see you, Memphis --

**CALITRI**

So. What do we owe the honor -- ?

**MEMPHIS**

It's about my brother ... Kip...

**CALITRI**

Yes ... Kip ...

He says the name like other men say "cancer." The phone on  
his desk BLINKS. Calitri picks it up. Listens. Looks at  
one of the monitors. Where the Mexican man is talking to  
several Calitri EMPLOYEES. Calitri hangs up...

**CALITRI**

Excuse me one moment, Randall ...

And he picks up a MORTISE CHISEL on his way out. Palming it ...

**INT. GARAGE - THE MEXICAN MAN**

is sobbing. As Raymond Calitri marches toward him, glancing at  
the  
bloodied windshield.

**CALITRI**

You bring this to me in this  
condition? Blood and guts all  
over it? You make me complicit?  
On my property? Who taught you  
how to think? And worst of all:  
weren't there supposed to be two  
Hondas?

**THIEF**

Please ...

and  
the  
And Calitri, rapid-fire, PUNCTURES the man's belly and chest  
legs with the chisel, old-school prison-shiv style ... Until  
man is on the floor, howling ...

**CALITRI**

Stupid sonuvabitch...

**INT. CALITRI'S WORKSHOP**

Memphis can-see this from one of the monitors. He looks at  
Atley...

**ATLEY JACKSON**

Car-jacker. Neglected to clean up after  
himself ...

**MEMPHIS**

Jesus ...

**ATLEY JACKSON**

The business has changed...

Calitri is back, wiping the sweat from his brow with a rag.

**CALITRI**

Now. Where were we? Oh, yes. Kip.

**MEMPHIS**

I don't want him hurt...

Calitri looks at him, then waves a hand around the shop...

**CALITRI**

I'm proud of this work. The bird  
feeder. The wagon wheel planter.  
The dollhouse. The drop-leaf movable  
server...

He gestures to each item - exquisitely-rendered woodwork. Then  
gestures to the yard...

**CALITRI (cont'd)**

Metal. Steel. It's cold. Ugly. Wood  
is warm. Clean. Provided by nature.  
To see a piece of furniture take shape.  
It's like watching a child grow ...

Memphis glances to Atley... Atley shrugs ...

**MEMPHIS**

I'm sure you're working your way to the point. I'll wait right here ...

Calitri blinks. Smiles. Nods...

**CALITRI**

My point. Yes. Simple, really. I require the best. I insist on the best. I only engage the best. Your brother. His friends. They came to me. They wanted my paper. He was your brother. You were the best. Now. They've brought so much goddamn heat down, I may not be able to fill this order. Which would be very bad for me. Which in turn, is very bad for them...

**MEMPHIS**

I could kill you. That occurred to me. When I first heard about this. That I would kill you ...

**CALITRI**

Grow up. You don't kill people like me. People like me die in their sleep at 87 ... Do you know why? Because if you did kill me, and everyone knew it was you - for the next ten years they'd be finding pieces of those you love scattered all over California ...

Memphis nods, notes a PISTOL, resting on a shelf nearby.

**CALITRI (cont'd)**

No, no. You don't kill me, because you can't. You don't take your brother and run, because we'd find him. You don't go to the-police, because we have friends there, too. You do nothing: except deal with me.

Memphis eyes him...

**MEMPHIS**

I can come up with the front money. Pay you back...

**CALITRI**

Were it only that easy. I have obligations. The order needs to be filled...

Calitri takes a manila ENVELOPE from his desk... Hands it to Memphis, who takes out the SINGLE SHEET OF PAPER inside.

CALITRI (cont'd)

On that list, you'll find fifty cars. Fifty. Five-zero. They range in age from the 1956 Ford Thunderbird to the 1999 Toyota Camry; and in expense from the 1993 Volkswagen Jetta to the 1988 Lamborghini Countach. Fifty cars. Five-zero.

Memphis scans the list ... Looks up at Calitri ...

CALITRI (cont'd)

There is a container ship in Long Beach Harbor. Pier 14. Ready to be loaded with 4-car-per shipping containers, false-walled and customsprofiled as motor oil designated. The ship leaves in four days for South America and the men who've tendered me this contract ...

**MEMPHIS**

They gave you only four days?

**CALITRI**

They gave me two weeks. I wasted most of it with your brother and his crew, who not only lost what pitiful few they managed to boost, but also alerted the heat as to our endeavor, making this even more difficult to achieve ...

Memphis scans the list ...

CALITRI (cont'd)

Four days. 50 cars. I'm paying 200 thousand dollars ...

Now Memphis looks up...

**MEMPHIS**

I'm not interested --

**CALITRI**

I knew you'd say that.

**MEMPHIS**

I'm just here about my brother.

**CALITRI**

I knew you'd say that, too --

Calitri smiles ... Memphis 'looks at him... At Atley Realizing the trap ...

**MEMPHIS**

Sound it out for me.

**CALITRI**

Your brother has four days. Fifty cars. Five-zero. For that he gets 200 large ...

**MEMPHIS**

And if he doesn't make it -- ?

Calitri goes to one corner of the shop... Takes a tarp off of a full couch MAHOGANY CASKET...

**CALITRI**

I made this, too. My first one. Brass extension handles, not plated. The coverings are silk, not rayon. Expensive hardwood. And lined with spray green Lorraine crepe ...

Memphis waits, knowing where this is going --

**CALITRI (cont'd)**

Yes, yes. I made it for young Kip. In case he fails. At 8:00 Friday morning, if that ship sets off without my fifty ... Kip will take up permanent residence in this box ...

Calitri WALL SWITCH and the a corrugated steel SLIDING DOOR is RAISED, revealing a LOADING DOCK facing the back of the yard...

Two

MEN are working out there... DIGGER AND BUTZ scuzzy dudes, mid-

30s

and dressed in dirty coveralls ...

**CALITRI (cont'd)**

Come here for a second, boys --

And they come over --

**DIGGER**

Evenin', Mr. C. --

**CALITRI**

Digger, Butz: let me introduce  
you to Randall Raines. Used to  
head up the dandiest ring in  
Southern Cal. Left us  
for parts unknown. Randall, this  
is Digger. And that's Butz -

**DIGGER**

Hi, Randall --

Memphis says nothing. Calitri grins ... Nods to Digger and Butz,  
who go back to work...

**CALITRI**

Digger and Butz will be in charge of burial.  
They're good boys ...

Memphis' look is cold and furious ... Plaintive:

**MEMPHIS**

I don't want them hurt. Any of 'em...

**CALITRI**

"don't want" the Dodgers to lose or  
the summer to end. But we  
don't get to choose these things...

Atley hits the wall-switch and the steel door slides shut.  
Calitri  
turns to Memphis...

**CALITRI (cont'd)**

"Nothing that's forced can ever be  
right." Old woodworking expression.  
I really don't care how the 50  
get onto my ship ... I just care  
that they do. You decide.

up  
and  
With that, he puts his protective glasses back on - and fires  
an abrasive-disc-finishing machine, adjusting the miter gage  
beginning to sand the Outside curve of an angled chamfer.

**EXT. HELEN RAINES' HOUSE - ESTABLISHING - NIGHT**

A small New England-style shingle and clapboard, up on a hill  
overlooking the port. A small GUEST-HOUSE behind it ...

**INT. HELEN RAINES' HOUSE**



We Helen clears away the dinner dishes ... The TV is on. The news.  
see a CRIME SCENE ...

**REPORTER**

... the car-jacking, which left Ramona  
Sullivan, the 44-year-old mother of  
three, dead, occurred last night at ...

Memphis glances to the TV... Grimaces ... He looks out the  
window ... At the SEDAN parked below...

**EXT. RAINES' HOUSE - NIGHT**

Memphis comes out ... Moves to the sedan parked across the  
street ... it is Detectives Castlebeck and Drycoff...

**DETECTIVE CASTLEBECK**

I know you.

**MEMPHIS**

You know my back.

They get out of the car... The view of San Pedro from up here  
is a spectacular bedspread of lights ...

**DETECTIVE DRYCOFF**

When'd you get to town, Raines?

**MEMPHIS**

The other day....

**DETECTIVE DRYCOFF**

What for?

**MEMPHIS**

No particular reason. Catch a Laker game. I  
heard we got Shaquille ...

**DETECTIVE DRYCOFF**

Where you been, anyway?

**MEMPHIS**

Just out there. Roaming around. Building up my  
collection of refrigerator magnets ...

**DETECTIVE DRYCOFF**

You seem a little hinked-up ...

**MEMPHIS**

Not at all ...

his He and Castlebeck lock eyes ... Castlebeck takes a pear from  
coat pocket ... Sets to polishing it ...

**DETECTIVE CASTLEBECK**

I remember us having made some kind of deal, Randall. I don't remember this deal having some kind of time-limit. I look at you - here - in my town - and I'm confused...

**MEMPHIS**

A little family emergency --

**DETECTIVE CASTLEBECK**

I hope it's not your dear sweet mother...

**MEMPHIS**

No...

**DETECTIVE CASTLEBECK**

Or your baby brother. What was his name?

**MEMPHIS**

Kip.

**DETECTIVE CASTLEBECK**

Yes, Kip. Short for Kipling. Named for the English writer of stories about India ... He bites into his pear ... Memphis says nothing, waits ...

**DETECTIVE CASTLEBECK (cont'd)**

I got a rash of thefts. A new crew is making noise. We recovered a big take - last week...

**MEMPHIS**

And this has what to do with me?

**DETECTIVE CASTLEBECK**

I don't know. But you shouldn't be here. Take care of your business. I'll give you 24 hours. And then I don't want to see your face.

Ever again. Make a fool of me  
once, that's my bad. Make a fool of  
me twice. That's really my  
bad, and I'll kick your ass from  
here to India ...

Castlebeck gives him a long look... As they walk back to the  
car...

**DETECTIVE CASTLEBECK**

Good. Cos you know how it plays.  
Six years ago, I let you go free. But  
the next time ... The next time sends  
you away for'a long, long while ...

**DETECTIVE DRYCOFF**

By the time you get out, asshole, there  
won't even be cars. We'll all be cruisin'  
around in space ships ...

He laughs... And they drive off ... Memphis watching them go  
...  
once they're gone... He walks ...

**EXT. "THE SIDE POCKET" - BACK ALLEY EXIT - NIGHT**

Kip comes out of the club... Toby follows ...

**TOBY**

You goin' home?

**KIP**

Yeah... You want a ride...

**TOBY**

Sure -

**KIP**

How'd you get here? Your Moms give you  
ride -- ?

**TOBY**

Hell, no. I boosted a 'Vette.

**KIP**

You boosted a 'Vette? Then where is it?

**TOBY**

I dunno. It was right here. Someone  
musta' boosted it back...

**KIP**

Damn crooks is everywhere --

They smile...And go to Kip's TRANS AM...

TOBY (cont'd)

Memphis seemed weird, huh? What's with them clothes? He a farmer now or something?

And this seems funny to Kip... He smiles..

**KIP**

Yeah. Except the only thing he's growing is old...

And they are fronted by TWO GOONS ... Who toss them up against the wall...

KIP (cont'd)

What do you want -- ?

One of the goons SOCKS Toby in the gut. Toby doubles over. Kip strains to intervene, but his goon holds him back --

**KIP**

Don't you do that! You leave him alone!

**GOON**

Shaddup, Raines

**KIP**

He's got nothing to do with this --

And the goon punches him in the face. And Kip goes down. And out.

**GOON**

Get him in the car

**EXT. WOODBURN SCRAP AND METAL - NIGHT**

Kip comes to. In his car. Hot white lights blind him. The Trans Am is in the crusher. FIGURES above him. Calitri. The goons ...

**CALITRI**

Hello, Kip --

Kip tries to get out. The doors are pinned by the forklift.

**KIP**

Lemme out of this --

**CALITRI**

Were it only that easy --

**KIP**

We can still do it --

Calitri nods ... And the crusher presses ... The roof caves a  
bit ... Kip is close to scrunch ...

**CALITRI**

No you can't. Flies on sherbert is what you  
remind me of. Because just being attracted  
to something, doesn't mean you belong...

**INT. CALITRI'S WOODSHOP**

Atley is here, watching Calitri and Kip. one of the monitors.  
He's miserable. But there is nothing he can do.

**EXT. SCRAPYARD - NIGHT**

Kip continues to struggle free...

**KIP**

Listen, Calitri --

**CALITRI**

Call me "Ray." Better yet: call me  
"asshole." Cos that's how you've  
treated me --

**KIP**

I get out of this I'm gonna fuck  
you up --

Calitri does have to admire the stones on the kid. But. Another  
nod. Another crusher-press. Another scrunch...

**KIP (cont'd)**

Calitri -- !

Nothing. Silence. Kip peers through the slit that the  
side window has become ... Only they are gone ... And there  
is another awful NOISE ... Kip strains to discern its  
origin ... Only he can't get the angle ...

We can. It's a huge CRANE, tipped with a GRIPPING CLAW... It is  
maneuvered over the Trans Am... Grasps it. . . And LIFTS IT  
INTO THE AIR ... Kip, terrified, inside ...

of And, as the crane dangles the Trans Am toward the black waters  
the harbor, we CUT TO:

**INT. HELEN RAINES' HOUSE - KITCHEN**

He's Memphis is at the kitchen table. The list of cars before him.  
his making notations. He gets to his feet ... He goes to check on  
mother ... She's asleep in her room... He closes the door ...

of And goes back to the kitchen. He goes to a framed PHOTOGRAPH -  
he and Kip. Earlier times. Happier times.

When there is an enormous THUD! From outside. Memphis goes to a  
window. Sees a RAMP TRUCK unloading a gnarled blob of metal.  
Memphis runs outside. Just as the ramp truck drives off ...

there's Memphis goes to the mangled Trans Am... Leans down ... And  
Kip ... Seriously smooshed in the flattened car.

**MEMPHIS**

Kip -- ?

**KIP**

Yeah ...

**MEMPHIS**

You all right -- ?

**KIP**

I think so. There's things I can't  
feel right now. Like my feet. But ...  
You think you can get me outta this,  
Memphis? I'd appreciate it -

**MEMPHIS**

Just hold-on there --

sets Memphis goes to the garage ... Finds a crowbar, an acetylene  
TORCH, tin-snips ... He goes back to the wrecked car... And  
to work... He looks at Kip ... Shakes his head...

**MEMPHIS (cont'd)**

So you want to run that part by me  
again about things being "all  
sweetness and light..."

**KIP**

This has nothing to do with any  
of that --

**MEMPHIS**

Oh. You maybe have more than one  
enemy who owns a car-crusher -- ?

**KIP**

All my enemies own car crushers.  
It's like a pre-requisite ... Owwww...

**MEMPHIS**

Easy ... Take it easy ... We're almost  
there...

Indeed... Memphis has freed him ... Kip crawls from the  
wreckage  
... His clothes in tatters... Blood seeps from a variety of  
contusions ... He limps ... Memphis helps him to the guest  
house  
...

**INT. KIP'S GUEST HOUSE - LATER - NIGHT**

Small, cluttered... Posters of Kurt Cobain, a skying Kobe  
Bryant,  
Pamela Anderson, two nude girls draped over a glittering  
Lamborghini Espada, etc. There's a fish tank... And a big-  
screen  
TV, on which the Lakers are currently defending a high-speed  
Boston Celtic fast-break...

Memphis sits on a ratty couch before the TV... Kip comes out of  
the bedroom... He's changed clothes ... He wears clunky fur-  
lined  
MOON BOOTS, leopard-skin Speedos and a tshirt ... He looks  
slightly ridiculous...

Throughout the scene, Memphis should be studying Kip, as if  
he's  
seeing him for the very first time ... And waiting for the  
inevitable crack...

**MEMPHIS**

You okay -- ?

**KIP**

Totally. I'm fine. You want a beer,  
man -- ?

**MEMPHIS**

Sure --

two And Kip limps toward the refrigerator ... He comes back with  
beers ... Hands one to Memphis ... Glances at the TV --

**KIP**

you like Kobe's game? I do. You  
think he's heir apparent to MJ? I do.  
He speaks fluent Italian, you know? So he's  
got that going for him --

towel And a cut on Kip's forehead starts to bleed ... Kip grabs a  
... Presses it to his head --

**MEMPHIS**

You sure you're okay -- ?

**KIP**

Yeah, man. Where is your beer?

IGNITIONS Memphis holds it up ... Kip nods ... There are a pile of  
strip on the table ... Kip picks one up, absently begins trying to  
it...

**KIP**

Cool. So you're living up North?

**MEMPHIS**

Yeah -

**KIP**

I heard you were pumping gas -

**MEMPHIS**

Something like that -

**KIP**

You're kind of cultivating a new look.

**MEMPHIS**

Yeah --

Beat ... They watch the game ... Kip replaces the soaked towel  
with another ...

**MEMPHIS (cont'd)**

Maybe you need a stitch --



**KIP**

Nah. It's a scratch.

**MEMPHIS**

Okay --

Beat ...

**KIP**

Hey, you want something to eat ?

**MEMPHIS**

What do you got ... ?

And Kip hoists himself painfully to his feet ... Limpes over to  
the 'fridge ... Memphis watches him, a slight grin at Kip's attempt  
at cool ... Kip peers into the 'fridge ...

**KIP**

Not much. I got olives. You like  
olives?  
Kalamata olives rule, I think. Ma likes  
the Calabrese. It's more mellow

And he brings over a bowl of olives.

**MEMPHIS**

There's certainly a time and a place  
for a mellow olive -

**KIP**

Yeah, yeah. That's what I'm thinking --

And they nibble on them. Kip bites into one ... And the juice  
stings his cracked lip ... But he disguises his grimace as an  
appreciative nod...

And for a moment, they nibble olives and drop pits into an  
ashtray... Then:

**MEMPHIS**

So what are you gonna do?

**KIP**

About what?

**MEMPHIS**

"About what?"

**KIP**

About Calitri? No worries, man.  
I'll call him. He's a reasonable  
dude ...

**MEMPHIS**

I can see that -

And Memphis glances out the window. To the crushed car. Kip catches the glance, glances himself, chooses to ignore it.

**MEMPHIS (cont'd)**

You have everything ... under  
control?

**KIP**

Yeah. He just wants to know I'm  
still on it. He needs reassurance.  
All these big swinging dicks do.  
No worries. I won't let him get  
into our Kool-Aid...

Kip shrugs ... Picks up another olive... Remembers the pain' of  
the last one... Drops it back in the bowl ... Memphis is  
staring  
at him, disgusted... Kip feels it ...

**KIP (cont'd)**

What -- ?

**MEMPHIS**

What happened to you?

**KIP**

What?

And now Memphis gets to his feet ... Paces the place...

**MEMPHIS**

You just got crushed in a car. You're  
bleeding all over your self. And you  
sit there - eating olives and talking  
basketball, as if, at this very  
moment, people weren't plotting  
your demise ...

**KIP**

C'mon, man... My "demise..."  
(chuckles)  
Overreaction

**MEMPHIS**

"Over--" You know - I can maybe understand, since I been gone, you taking up this dumb-ass life of crime, and for that I can partly blame myself. But what is baffling to me, is how, since I been gone, you've become a complete and total moron--

**KIP**

Hey, now -

**MEMPHIS**

He's gonna kill you -- !

**KIP**

I can handle it --

**MEMPHIS**

You can handle it?

**KIP**

I can handle it --

**MEMPHIS**

You can handle it?

**KIP**

I can handle it --

**MEMPHIS**

You?

**KIP**

Me.

**MEMPHIS**

You?

**KIP**

Me...

Beat ... Hold the look ... Kip shifts in his chair ... Even this hurts... He tries to hide the wince ... Memphis goes to the window, looks out at the harbor below... Beat ... Then:

**KIP (cont'd)**

Why? You think you can help me?

And he turns back to Kip ...

KIP (cont'd)

What can you do? You haven't done anything in six years but pump gas and go overall shopping. And the cars, they've changed ... There's new shit. Computer chip keys and sophisticated alarms and I don't think, an old guy, could much bypass 'em...

**MEMPHIS**

You don't think so, huh?

**KIP**

Not really ... But you know... Maybe I'm wrong ...

And the brothers look at each other ... In the pale glow of the TV... For a long beat ... And then we'll CUT TO:

**EXT. LONG BEACH HARBOR - CANNERY / FISH AUCTION - DAY**

A rack of eel and OCTOPUS hung out to dry in the salty sun ...

Memphis walks with Atley Jackson past the bustling commercial fishing hubbub: Portuguese FISHERMEN unloading albacore and bluefin from their ship's hold; Greek FISHERMEN emptying mackerel and halibut from their nylon trawl nets; their WOMEN gut, clean and fillet ...

As they walk, Atley is selecting FISH from the various MARINERS ... Who wrap it up for him... He places it in a leather satchel ... Everyone seems to know him...

**ATLEY JACKSON**

Nicolo, how's the yellowtail today?

An old FISHERMAN, who speaks broken English, wraps up several steaks...

**FISHERMAN**

Very nice, Atley. Very nice ...

**ATLEY JACKSON**

You can't get it any fresher than this, Memphis ... From the sea to my skillet ... Nothing in between...

**MEMPHIS**

What's with the fish thing -- ?

**ATLEY JACKSON**

We can learn something from our Asian friends. They smoke a thousand cigarettes a day; they're completely stressed and overworked; they drink like, well ...

**MEMPHIS**

Fish.

**ATLEY JACKSON**

And they still have the lowest rate of cancer of anywhere in the world. You know why? All they eat is seafood.

**MEMPHIS**

Also, never underestimate the restorative powers of "Karaoke."

**ATLEY JACKSON**

I do a poaching number. Six-ounce fillets in a saucepan of brine. In 8 minutes, I could cater a goddamn wedding. Plain but flavorful. And it's a good way to show off my Hollandaise sauce ...

**MEMPHIS**

You have a Hollandaise sauce ?

**ATLEY JACKSON**

I do ...  
(laughs)  
Christ, what happened to us ?

**MEMPHIS**

Speak for yourself, boss I don't have a Hollandaise sauce

**ATLEY JACKSON**

No, but you dress like an asshole ...

They walk...

**MEMPHIS**

I think about that night a lot...

**ATLEY JACKSON**

Me, too. Every time I walk...

**MEMPHIS**

How they were just there ... Waiting on

us ... The fix was definitely in ...

Nothing from Atley... They walk ... Memphis looks at him.

MEMPHIS (cont'd)

Yeah, you know: I just. I just never really thanked-you. I meant to. I just want you to know...

Memphis nods. Atley shrugs, and selects some halibut filets.

MEMPHIS (cont'd)

Tell him it's on ...

Atley looks at him...

**ATLEY JACKSON**

Yeah -- ?

**MEMPHIS**

Yeah Tell him to lay off Kip and them Tell him it's on

Atley nods...

**ATLEY JACKSON**

Any idea how you're gonna go at it?

Memphis looks at him... Shakes his head... FADE TO BLACK.

As a SUPER on-screen reads: PART II - BACK TO WRONG

**EXT. OTTO'S AUTO - NIGHT**

The hustle and bustle of a full-service auto restoration operation ...

Dig the 157 Chevy, as an orange diamond tuck and roll with orange fur interior is installed... Dig the 153 Corvette as its front and rear suspension is replaced with coils and airshocks ... Dig the 150 Merc, as its chrome is stripped off and the old paint sandblasted and holes brazed...

All under the watchful eye of...

**OTTO HALLIWELL**

Late 60s. A feisty grease-soaked curmudgeon who begs the question: how the hell did they manage to rock together

Yoda and the ghost of Walter Huston... ?

were  
But he remains the Zen master of cars and all that cars are,  
and can be ...

His mixed-breed MUTT - Hemi - licks his balls in one corner

DESIGN  
Otto is currently AIRBRUSHING a candy-colored, variegated  
he  
on the deck lid of a Camaro ... It is painstaking work ... But  
is an artist ...

His woman - JUNIE - a tall blonde, early 40s, body of a  
thousand  
dances, wipes his brow, like a scrub nurse ...

Memphis wanders in...

Memphis  
Otto sees Memphis ... Drops his brush... He walks over to  
... Takes him in his arms ... Hugs him close... Actually  
waltzes  
him a few steps ...

Memphis is stunned at the transformation this place has gone  
through ...

**OTTO**

Am I dying? Are all the angels of my life  
returning to bid a final farewell?  
(holds him at arm's length)  
And have my angels completely lost  
their fashion sense -- ?

**MEMPHIS**

Hello, Otto ...

**OTTO**

You remember Junie?

**MEMPHIS**

Of course. Hi, Junie --

**JUNIE**

Hello, Memphis -

**MEMPHIS**

What happened here -- ?

**OTTO**

Whatever do you mean?

**MEMPHIS**

The chop-shop... Where are the stripped cars? The rolled-back odometers? The part bins?

**OTTO**

What happened? Old-age happened. I tired of killing them. I woke up one morning and thought I am no longer a destroyer. I am a means of resurrection. Now. We restore. We revive. There are so few things in this life, we can prevent from decay. Most must die. These don't have to...

He calls over to the MEXICAN MAN working on the pick-up ...

OTTO (cont'd)

It's 3 coats of primer, 12 coats of black acrylic lacquer before laying out the flames ... And fill the cab top with mylar flakes ... They'll sparkle like stars ...

(turns to Memphis)

Randall, Randall, Randall ... You look splendid ...

**MEMPHIS**

You, too, Otto

And Otto goes back to the Camaro ... To finish his work...

**OTTO**

I heard rumors you were back. About Kip ...

**MEMPHIS**

He's gotten involved --

Otto looks up frustrated... To Junie

**OTTO (O.S.)**

I can't concentrate. Play something, my sweetness; my reason to rise ...

ENGINE

And Junie hits PLAY on a cassette deck ... And, instantly,

SOUNDS rip from the shop's stereo speakers ... Otto listens, as if it were a Mahler symphony...

OTTO (cont'd)

The Ferrari 365 GTB/4 Daytona. At Le



Mans. 1971. The quad-cam V12. Hear  
how they got the engine up?  
Hear those exhaust notes? That's a  
very wide rev range... Here, it  
peaks at 5500 RPM...

Memphis smiles ... These eccentricities are old hat...

OTTO (cont'd)  
Raymond Calitri. He's amplified much  
sorrow on these streets ...

**MEMPHIS**

You think it can be done?

**OTTO**

Are you considering a comeback tour?

**MEMPHIS**

Tell me...

**OTTO**

It can be done. Take two days to shop;  
one to prep. I'll offer up my bible  
for a small fee. You also have to  
hope Kip's jerk-circus didn't undo  
Castlebeck's linkage so much so  
that he's setting up surveillance  
teams on every city block. And  
then get yourself a crew...

**MEMPHIS**

The hard part ...

**OTTO**

"A people is a detour of nature to  
get 6 or 7 great men - Yes, and then  
to get around them..." Nietzsche said  
that.

**MEMPHIS**

Is he still working here ?

**OTTO**

The old crew. Go find them. I can't  
help you with that. Since I've cleaned  
up the act a bit, they no longer come  
around... A pity how legitimacy makes  
you unpopular -

**MEMPHIS**

I Just don't know how happy they'll be

to see me

Otto has finished the Camaro ... He looks at Memphis --

**OTTO**

I remember I had a 1964 Buick Opal.  
worst car ever built. Value job.  
Everything broke and I-fixed it.  
A coma car - built to German specs.  
Plastic gas line. 3 speedometer head.  
On a quiet night, you could hear it  
rusting in the garage. But when that  
car was gone, I missed it. If it came  
driving back in here right now,  
there'd be tears and laughter ...

**MEMPHIS**

And the moral of that story is -- ?

**OTTO**

Go to them. They'll be happy to see  
you ... Ahhh...

And he closes his eyes ... To listen to the Ferrari tape ...

OTTO (cont'd)

... 8.8:1 compression...

We PRE-LAP Simon And Garfunkel's "Baby Driver" and CUT TO:

**CLOSE ON: A SIGN READING: "PLEASURE CRUISE DRIVING SCHOOL"**

atop a moving DODGE ARIES K. Which is nearly SIDE-SWIPED by an  
oncoming PICK-UP. A MAN HOWLS IN TERROR...

**INT. DODGE - MOVING - CITY STREETS - DAY**

A timid CHINESE GIRL - JENNY, 23 - negotiates the vehicle at  
10 & 2. Riding shotgun, her howling instructor is DONNY

ASTRICKY - 41,

whom we remember from six years ago. Now he's paunchy, with

Ernie

Borgnine tough-guy-warmth. At one time, he kicked out the  
jams. Now he teaches driver's ed...

**DONNY ASTRICKY**

Pull over! Pull her the hell over!

Jenny pulls the car over in a lopsided lurch...

DONNY ASTRICKY (cont'd)

Put it in PARK. Remember how

to do that? It's the big "Pff.

She parks it. He stabs at the side-view mirror ...

**DONNY ASTRICKY** (cont'd)  
"Objects May Appear Closer  
Than They Seem." Can you say  
that for me?

**JENNY**

I'm sorry.

**DONNY ASTRICKY**  
You ain't sorry. You're a horrible  
driver... You can't strap into  
your seat belt, without almost  
getting creamed by a bus ...

She starts to cry... Donny softens ...

**DONNY ASTRICKY** (cont'd)  
Aw, c'mon. It's no big deal.  
You can't drive. You can't.  
Time to acknowledge it and move on. I  
can't swim. I know I can't. So you  
know what I do? I stay the fuck outta  
the pool ...

**EXT. PLEASURE CRUISE DRIVING SCHOOL - DAY**

Memphis waits outside ... The Aries K comes crawling toward  
him.

Donny gets out of the car ... Sees Memphis ...

**DONNY ASTRICKY**  
Damn. Memphis Raines. Long time ...

**MEMPHIS**  
How you doing, man?

**DONNY ASTRICKY**  
All I get are the Orientals. They can  
build 'em, but they can't drive  
'em So? What are you doing here?  
What's with the outfit -- ?

**MEMPHIS**  
You know where the others are?

Donny frowns... Looks close at Memphis ... Then:

**DONNY ASTRICKY**

Most of 'em are gone. The Dyar Boys are doing a nickel at Chino; Henry Santoro and Frankie Fish are moving weight in Florida; Bill Doolin was killed in Denver... Atley Jackson's on the gimp and runnin' errands for Calitri; The Sphinx is still around, I guess ... Then of course, there's ...

His pause is meaningful ...

**MEMPHIS**

Forget that ...

**DONNY ASTRICKY**

Okay. Figure it forgotten. What's this about anyways -- ?

**INT. OTTO'S AUTO - NIGHT**

In a wood-panelled back room, around a conference table:  
Memphis  
and Donny sit... With the list before them...

**DONNY ASTRICKY**

Most of 'em are late-model...

**MEMPHIS**

That's right. Only 10 exotics ...

**DONNY ASTRICKY**

We'll have to start beating the bushes, find out where they live...

Otto enters. Giggles...

**OTTO**

Some crew you got ...

**MEMPHIS**

If we put out the word. That we're crewing-up, for a one-time-only job... What do you think that'll yield?

**DONNY ASTRICKY**

A bunch of strung-out hypes and stick-up men. This ain't like the old days, Memphis. The profession has lost its..

**OTTO**

Dignity...

**DONNY ASTRICKY**

Yeah...

**MEMPHIS**

Well, the three of us don't exactly  
inspire confidence...

Beat ... Donny examines the list ...

**DONNY ASTRICKY**

Wow! They got Eleanor here -- ?

**MEMPHIS**

I know. Weird, huh -- ?

The door opens ... One of Otto's WORKERS is there...

**WORKER**

Otto, there's someone here to --

But they walk past: Kip, Tumbler, Mirror Man, Toby, Freb

**DONNY ASTRICKY**

Lookit Kip. All grown up...

**KIP**

Hey, Donny --

**MEMPHIS**

What are you doing here?

**KIP**

Otto called -

Memphis looks to Otto ... Otto shrugs ...

**OTTO**

You need him...

**MEMPHIS**

No we don't -

**OTTO**

I appreciate your dilemma, Memphis.  
But how are two washed-up thieves  
and an old man supposed to boost  
50 cars in three days...

**MEMPHIS**

His criminal career has officially come  
to a close ...

**OTTO**

The conundrum still applies, of course. The purpose of the endeavor is to rescue baby brother from imminent death and/or a life of crime. However. This cannot be successfully carried out without baby brother's considerable resources, shabby though they may be.

Memphis considers ... He has little choice ...

**MEMPHIS**

We do this. Then. You're finished. Then. You're clean

**KIP**

I like how you wallop back in here - after four years - and can still get all Clifford Huxtable on my shit ...

**MEMPHIS**

You hear me?

**KIP**

I hear ya. Get me outta this. I'll move to the country. Open a fruit stand...

Memphis looks at him... Shakes his head...

**DONNY ASTRICKY**

You guys have any skills at all?

**KIP**

Hell, yeah. Mirror Man here is our electronics expert. He's got some gadgets you old farts maybe never -heard of; Tumbler can drive anything with wheels, and some things without; Toby's a hacker, can do things with a computer, that are pretty amazing ...

**MEMPHIS**

How old are you now, Toby?

**TOBY**

Sixteen. But my birthday's in seven months ...

Memphis shakes his head... Sighs ...

**DONNY ASTRICKY**

(re: Freb)

What about him?

**KIP**

Freb can order pizzas like nobody's  
business

Freb starts to Protest ... Shrugs ...

**FREB**

People gotta eat ...

Memphis looks at all of them ... Sighs...

**MEMPHIS**

Okay, then... Otto?

**OTTO**

In order to succeed, you're going  
to have to go old-school. one night  
boost. Put all your nuts in one basket.  
And...

**TUMBLER**

One night? Are you nuts?

**MEMPHIS**

You got maybe a better plan?

Tumbler looks to Kip...

**KIP**

You spread it out ... you move around...  
So's they can't touch you... so's they  
don't know... Shadow games and shit  
...

**MEMPHIS**

"Shadow games?"

**KIP**

Shadow games ...

**MEMPHIS**

You spread it out, by the 2nd night,  
the heat are onto you. Know  
something's up. With a one-night boost,  
by the time all the cars are reported  
stolen, your ship's set sail.

Kip and the others nod... Makes sense ...

MEMPHIS (cont'd)

Go on, Otto -

**OTTO**

We're on a truncated time-table. Take a day to shop it; a day to prep it ... And we're still going to need to expand the crew...

**DONNY ASTRICKY**

There's no one left ...

**OTTO**

We've got several Italian cars on the list. Always tricky, always timeconsuming. So we're gonna need a specialist ...

Memphis looks at him. Because that's what he was afraid of.

**MIRROR MAN**

(to Otto)

You know of one -- ?

**MEMPHIS**

Yeah. He's knows of one all right.

So we'll PRE-LAP The Beach Boys' "409" and CUT TO:

**INT. "THE NAUTICAL MILE" SALOON - NIGHT**

A SHOT GLASS, slammed down on a bar by a surly DRUNK... In a mariner saloon. Drunken SAILORS and FISHERMAN and NAVY TYPES. Sawdust on the floor. Broken beer mirrors. A rough joint...

**DRUNK**

One more, girl -

The BARTENDER comes over.. . She is a dark-haired, heavily tattooed GIRL, 26, with the faded blue world-weariness of Roy Orbison

song... Her name is Sara Wayland... And she goes by SWAY. She collects the Drunk's empty glass...

**SWAY**

I think you've had enough, Billy...

**DRUNK**

Enough? I haven't even started, girl.  
Gimme another --



**SWAY**

If you leave now, Billy, you can get  
a head-start on waking up in a pool  
of your own vomit...

**DRUNK**

Listen, you little cooze--

And the Drunk reaches out across the bar, to grab a bottle And  
Sway grabs his hand, twists it ... The Drunk groans in agony

...

And Sway, still clutching his hand, hops over the bar ... And  
drags the drunk by his twisted hand to the front ... Cries of  
"Attagirl, Sway!" pepper the air ...

**EXT. "THE NAUTICAL MILE" - NIGHT**

Sway tosses him... The Drunk hitting the pavement ...

**SWAY**

Come back when you've learned how to  
drink, Billy --

And she freezes ... Because standing there, is Memphis ... She  
looks at him ... Shocked is a good place to start ...

**MEMPHIS**

See you're still stealing the sailors from  
the sea --

**SWAY**

What are you doing here?

And she heads back inside ... And he follows her...

**INT. "THE NAUTICAL MILE"**

They head toward the bar...

**SWAY**

(re: his clothes)  
What's with the look?

**MEMPHIS**

The hip, cool, sexy thing was getting  
old...

**SWAY**

You look like you lost your sheep ...

And she hops back behind the bar ...

**MEMPHIS**

You still wrenching at Bacchiochi's?

**SWAY**

Hell, yeah. I'm not getting rich in here ...

**MEMPHIS**

Buy you a drink?

**SWAY**

Nope. I got a coffee. And a boyfriend.

She waves to a 30-year-old CAT drinking with his buddies. He waves back. Memphis frowns.

**SWAY (cont'd)**

Mitch.

**MEMPHIS**

"Mitch?"

**SWAY**

Mitch.

**MEMPHIS**

So I was replaced by Mitch?

**SWAY**

No. You were replaced by Alex. Who was replaced by Kevin. Who was replaced by Vince. Who was replaced by Mitch...

She smiles sourly at him...

**MEMPHIS**

Wow. And to think all I accomplished these past six years was the "LORD OF THE RINGS" trilogy...

She stares at him... Shakes her head... Busies herself with her glassware ... Beat ...

**MEMPHIS (cont'd)**

You look great --

**SWAY**

Yeah, well, you always were a sucker

for flawed existences ...

ANGLE - MITCH. Watching them talk ...

SWAY (cont'd)

You should leave --

**MEMPHIS**

On account of Mitch?

**SWAY**

On account of me.

He studies her... Then:

**MEMPHIS**

I've taken the spear for a lot of people, Sway. Including you. Can't we improvise a little here ... ?

**SWAY**

No can do. Life goes on, pointfive ...  
You left me, remember?

**MEMPHIS**

I left town. I didn't leave you.

**SWAY**

A distinction worth noting ...

**MEMPHIS**

And here I am...

**SWAY**

Yes. But I got a feeling it's not on account of any longing-for-my-touch on your part -

**MEMPHIS**

Kip's in trouble

And now she looks concerned

**SWAY**

What kind of trouble -- ?

**MEMPHIS**

Kip took a job. Fifty ladies in two weeks. Only the two weeks have turned into four days. And not a single lady has been snared.

**SWAY**

And you got some Italians -- ?

**MEMPHIS**

Six or seven...

**SWAY**

I'm not doing it anymore. Haven't  
for a while. I've carved out something  
for myself. It's pathetic, but it's mine ...

**MEMPHIS**

I understand -

And the cat - MITCH - comes over with two empty pitchers

**MITCH**

Another round, Sara -

**SWAY**

Sure, Mitch -

And she goes to the tap ... Leaving Memphis and Mitch ...

**MITCH**

How you doing, pal?

Memphis nods ... Beat. They sit there. Regard Sway...

**MITCH (cont'd)**

She's hot, right?

**MEMPHIS**

I'd go so far as to say "lovely."

And Mitch leans over to him, conspiratorially ...

**MITCH**

You should her face when she's having  
sex --

And Memphis turns to him...

**MEMPHIS**

Really?

**MITCH**

Really...

**MEMPHIS**

What's it look like?

And Memphis reaches out, and GRABS Mitch's nipple, PINCHING.  
Mitch's face curls ...

MEMPHIS (cont'd)

Is it a squinty, grimacing, contorted  
face? Agonized and writhing and ugly?  
Oh, now I see it, yes, yes!

And Memphis releases him... And Mitch goes down hard ... And  
Sway comes over ...

**SWAY**

What the hell are you doing -- ?

**MEMPHIS**

If you change your mind. We're at  
Otto's. It's 50 ladies in 24 hours.  
For The Carpenter. 200 K and Kip's  
life on the felt. So long now ...

And he's out of there, before Mitch's PALS can get to him.

**MITCH**

Who was that guy, Sara?

She looks at the door ... Shrugs ...

**SWAY**

Good question ...

**INT. OTTO'S AUTO - LATER - NIGHT**

Memphis, Kip, Donny, Mirror Man and Otto sit around the garage

...

Going through the list ... Tumbler calls from the next room:

**TUMBLER**

Freb's here. Open the gate.

**DONNY ASTRICKY**

(to Otto)

We sent him out on a solo boost. See  
what he could do ...

Freb pulls in an '89 Cadillac Coupe De Ville ...

**FREB**

How do I look in this one?

**MIRROR MAN**

Like a goofy white boy in a Cadillac.

**DONNY ASTRICKY**

How'd it go?

**FREB**

Keys were in it ...

**DONNY ASTRICKY**

Well, that defies the point, don't it?

**MIRROR MAN**

You should ask him how he got the name  
"Freb."

**FREB**

Shaddup, man ...

**DONNY ASTRICKY**

Get the damn thing in there and get it  
cleaned up -

Freb pulls in. Pops the trunk. The gate is closed.

**KIP**

This is loaded with crap - get a duffel.

He pulls out a set of golf clubs ... Freb brings over a duffel

...

Mirror Man plucks something from the trunk ...

**MIRROR MAN (cont'd)**

Holy shit ...

It's a plasticine BAG - full of a WHITE POWDER...

**DONNY ASTRICKY**

Lemme see that -

He pierces the skin.. Tastes ...

**DONNY ASTRICKY (cont'd)**

Heroin.

**KIP**

No shit?

And they pull back the trunk tarp ... And there are perhaps TWO  
DOZEN similar smack-filled BAGS ...

**DONNY ASTRICKY**

There's gotta be a million bucks worth  
here -

**TUMBLER**

We're rich. Goddamn, we're rich!

**MEMPHIS**

Where'd you pick her up?

**FREB**

In front of one of them poker parlors in  
Chinatown ...

**MEMPHIS**

Well, take it back --

**KIP**

Take it back? What do you mean take  
it back? Are you crazy, man?

**MEMPHIS**

Take it back, Freb --

**MIRROR MAN**

Hey, now, Memphis... C'mon, man -

Donny makes to grab the bag from Mirror Man ... But Mirror Man  
holds on ... They tug back and forth ... The bag DROPS ...  
Splitting on the ground, behind the car. Spilling heroin.

**MIRROR MAN (cont'd)**

Now, see what you--

But a BANG! BANG! on the front gate, gives them all pause.

**OTTO**

Who is it -- ?

**DETECTIVE CASTLEBECK (O.S.)**

Castlebeck.

**DONNY ASTRICKY**

Jesus. The whole damn thing's loaded.

**OTTO**

one minute -- !

And the others scatter into the back office, with their tools  
and devices and lists. Leaving only Memphis and Otto.

Memphis picks up the broken bag ... Sticks it in the trunk ...  
Puts the golf clubs in on top of it ... Slams the trunk. Only

of there's still a neat MOUNTAIN OF SMACK ON THE FLOOR by the rear  
the Caddy ... But there's no time...

For the gate is opened. Detective Castlebeck ambles in.

**DETECTIVE CASTLEBECK**

I know you.

**MEMPHIS**

You know my back.

**DETECTIVE CASTLEBECK**

What are you still doing here,  
Randall?

**MEMPHIS**

Stopped by to see Otto. Say hello.

around Castlebeck looks at Otto... Otto grins... Castlebeck walks  
the garage... Taking it all in...

Castlebeck notes the Caddy ...

**DETECTIVE CASTLEBECK**

What's this -- ?

**OTTO**

Cadillac.

ANGLE - the mound of heroin on the floor ...

**DETECTIVE CASTLEBECK**

What's wrong with it -- ?

**OTTO**

Needs brightening ...

Castlebeck takes out a WALKIE ... Barks into it ...

**DETECTIVE CASTLEBECK**

Run me down a tag - 329 HRO. Cadillac.

the He clicks off ... Otto and Memphis share one ... A glance to  
smack ... Castlebeck is a mere inches from it ...

**OTTO**

No faith in our new-found goodness,  
Detective ...?



**DETECTIVE CASTLEBECK**

Sure. But sometimes we got to  
create some numbers. The task force  
is run by statistics, you know ...

Before they can respond, the radio crackles ...

**RADIO (O.S.)**

329 HRO. There's no want on the license at  
this time...

Castlebeck looks disappointed... Otto grins ... Castlebeck  
stares  
at the Caddy, still unconvinced...

**MEMPHIS**

You're thinking: okay, there's no want ...  
But they probably stripped its guts and  
crated 'em up, right ... ?

**DETECTIVE CASTLEBECK**

Something like that -

Memphis opens the driver's side door ... Gestures Castlebeck in  
... Castlebeck gets behind the wheel ...

**MEMPHIS**

Let her rip ...

And Castlebeck starts the car...

blown  
seems  
ANGLE - TAILPIPE ... WHOOSH! All of the heroin on the flo is  
away by the exhaust ... Memphis winks to Otto ... Castlebeck  
satisfied ... Gets out.

**DETECTIVE CASTLEBECK**

Okay, then. I'll catch you later,  
Randall ...

**OTTO**

Double-meaning intended, right?

**DETECTIVE CASTLEBECK**

Right ...

Castlebeck stops at the gate... Turns back to them...

**DETECTIVE CASTLEBECK**

It's funny. There's probably been  
five more cars stolen in the time

I've been here ...

**MEMPHIS**

I don't think so, Detective ...

And Castlebeck is gone. Memphis and Otto exhale big time.. The others come out from the back... To find Memphis and Otto dumping the heroin into the sink, running the tap ...

MEMPHIS (cont'd)

Take her back to where you found her,  
Freb --

**INT. RAINES APARTMENT - NIGHT**

Kip is in front of the TV, playing a video game. Helen Raines is at the kitchen table, going through a PHOTO ALBUM... Memphis comes home ... Hangs up his coat ...

**MEMPHIS**

Hey -

He kisses her head ...

MEMPHIS (cont'd)

Kip -

Kip nods ... Plays on ...

MEMPHIS (cont'd)

What do you got there?

**HELEN RAINES**

The photo album. I get nostalgic around this time of year ...

**MEMPHIS**

What time of year?

**HELEN RAINES**

Tuesdays ...

He smiles ... Sits down next to her ... They go through the

PHOTOS: - childhood shots of Memphis and Kip, a younger Helen; Memphis at 17, in his "Ike's Garage" coveralls; 14year-old Memphis, an infant Kip, and their father (ROBERT RAINES) a MAN with bright eyes and a quiet smile, standing before an old Cutlass

442; Robert Raines ... Outside a car dealership. We can almost feel his strong, sure presence ...

Memphis looks at his mother ... As she looks at the picture.

**MEMPHIS**

You ever wonder what things'd be like  
if he hadn't died?

**HELEN RAINES**

Every day. I wonder about that every day...

**MEMPHIS**

Kip and I'd probably be working at the  
dealership...

(to Kip)

Imagine us selling cars?

Nothing from Kip ... Eyes glued to the TV... Memphis glances to his Mother ...

**MEMPHIS (cont'd)**

Imagine that -- ?

**HELEN RAINES**

(salesman voice)

And just in case you lose your keys, good  
sir, I can toss in a complimentary slim-jim,  
free of charge ...

**MEMPHIS**

Mother -- !

They laugh ... Look at the album ... At Robert Raines ...

**MEMPHIS (cont'd)**

I remember, every day, he'd come home  
in a different car.  
That was the greatest thing ... And  
we'd climb all over it ... Examine  
every inch of every different  
car ...

**HELEN RAINES**

I remember. Supper getting cold, cos you  
two are out there heads under hoods ...

**MEMPHIS**

You remember that, Kip?

**KIP**

I was six ...

Memphis and Helen look at him... Then:

**MEMPHIS**

After he died ... I think that's  
what I missed most of all ... That  
there was no different cars every night ...  
When I started hanging around Otto's ...  
And he started showing me the things ...  
It was a way to kill two birds ...  
Put food on the table for you and Kip ...  
And ... Ride in different cars every  
night ... Just like when Dad was here.

Tears stand in Helen's eyes ... Kip gets to his feet ...

**KIP**

Ancient history's two things.  
"Ancient." And "history!"

And he walks out of the house, door slamming behind him.

Memphis

turns to his mother ...

**MEMPHIS (cont'd)**

We're gonna have to do this thing, Ma.

**HELEN RAINES**

I know...

**MEMPHIS**

We do it. He'll get clear Once and  
for all

And she nods ...

ANGLE - A PHOTO. Robert Raines. Smiling beside an Olds 98.

**EXT. INTERNATIONAL TOWERS HIGH RISE CONDOS - DAY**

The garage door opens as a resident drives out ... And Memphis

and

Donny and Kip and Toby enter the garage ... They walk along the  
rows of parked cars ... Searching ...

**DONNY ASTRICKY**

Car-jacking is the lazy man's boost.  
No skill. No finesse. Can only take  
the car if the key is in it. That's  
not thieving. That's parking ...  
Thugs ... With the decency of dirt ...

**TOBY**

They're just cars, man ...

in To prevent Donny from biting the kid's head off, Memphis chimes  
with:

**MEMPHIS**

This Eleanor's been living at the  
International Towers for 3 years now.

**TOBY**

Who's "Eleanor?"

**MEMPHIS**

The 167 Mustang Shelby Mustang GT-500.

**TOBY**

Why do you call it "Eleanor?"

**MEMPHIS**

All the vehicles get code names.  
Female names. You say "Eleanor lives  
at such and such... " and no one  
listening on the waves is the wiser ...

**DONNY ASTRICKY**

Eleanor is Memphis' "unicorn."

**MEMPHIS**

And there she is --

with Indeed, slotted nearby is a '67 SHELBY MUSTANG GT-500 Silver  
black top ...

**MEMPHIS (cont'd)**

Hello, Eleanor --

And he looks at her. An old friend he hasn't seen in years.

**TOBY**

It looks just like a regular Mustang --

**KIP**

Don't go there, Toby --

**MEMPHIS**

She's not. Carroll Shelby tweaked the  
Mustang's High-Performance 289 engine  
and got it legally rated for the street  
at 450 horsepower ... But its actual

output is closer to 600 ...

**TOBY**

So she flies -

**MEMPHIS**

She soars -

**DONNY ASTRICKY**

Grade-A unicorn ...

**TOBY**

What's a "unicorn?"

**DONNY ASTRICKY**

Fabled creature. You know - the horse  
with the horn? Impossible to capture?

Toby looks blank ...

**DONNY ASTRICKY (cont'd)**

We all got one. The single car  
that, no matter how many times  
you try to boost, something happens...  
Cops show up, car doesn't start, owner  
comes back. It's voodoo...

**TOBY**

You guys and the car thing, man --

They head off ... Memphis turns back to the Shelby

**MEMPHIS**

See you in a few days, Eleanor --

**INT. OTTO'S AUTO - BACK ROOM - DAY**

MAZDA To Queen's "I'm In Love With My Car." The crew is at work, a  
a and a CADDY are parked here for practice: Tumbler is modifying  
a series of slim jims, based on the type of cars they'll be after

Donny and Freb are in the Caddy, Freb behind the wheel Tumbler  
puts together BRIEFCASES, containing the requisite TOOLS: slim-  
jim, gizmo, screwdriver, ratchet, dent-puller, a mini-battery  
with pointy leads ...

- Mirror Man is showing off one of his GADGETS - beepersized  
DEVICE - to Otto... They stand before a locked MAZDA.

**MIRROR MAN**

And you just stick it in the lock.  
Hit this little button ... And ...

He does ... The door UNLOCKS ... The car's ALARM gives a weak chirp and dies... Otto looks at Donny ...

**OTTO**

We're dinosaurs, Donny. Pull-up a tar pit ...  
(to Mirror Man)  
Can I try -- ?

**MIRROR MAN**

Knock yourself out --

Kip and Memphis are with Toby, who has his laptop out ...

**TOBY**

I logged outside the G.R.A.B. site,  
right? Then I monitored their  
incoming outside data requests,  
right? Then I got these ISDN numbers,  
right? Then I tracked them back,  
right? Then I took the one I could  
jack-up the easiest, right? Then I  
called back see, they think I'm an  
insurance company - that's where it  
looks like I'm coming from -- and  
they're sharing stats with this  
insurance company, right? So now  
they're sharing it with me, right?  
They think I'm looking for stats for  
an actuarial conference on auto-theft.  
So they let me in, right? Give me all  
these numbers. But then I don't leave,  
right? I'm in. I've got the key. Now I  
just go anywhere I want.

**MEMPHIS**

So what's in there -- ?

**TOBY**

I can tell you who's gonna be on duty  
tonight. I can tell you how much gas  
they're using monthly. I can tell you  
how they used to spend that annoying  
half-hour between "FRIENDS" and "SEINFELD"...

Memphis nods ... Fairly impressed...

**KIP**

Good work, Toby --

Donny and Freb are inside the Caddy ... Freb's attempts to  
start  
it fail...

**FREB**

It just ain't happening --

**DONNY ASTRICKY**

You'll get the hang of it, kid. You  
just need to remember one thing -

**FREB**

What's that?

Donny smiles ...

**DONNY ASTRICKY**

On boost night? Always take along a  
good mix tape ...

Donny smiles ... Freb frowns ...

**DONNY ASTRICKY (cont'd)**

You bring a woman back to your  
crib for some lovemaking, the  
song you put on, depends on the  
woman, the type of lovemaking you  
intend to do, right?

**FREB**

I guess ...

**DONNY ASTRICKY**

You got a school teacher or Nancy from  
accounting, you don't put on Sly Stone  
or James Brown. You put on  
Ravel. Rachmaninoff. But if you got  
some wild one you just picked  
up at the track, you wouldn't put on  
Cat Stevens or James Taylor.  
You'd put on Prince. Or Isaac Hayes.  
Or, if you really wanted to  
get after it: Miles.

**FREB**

okay ...

**DONNY ASTRICKY**

It's the same way with cars. Different  
cars. Different tunes. You can't steal  
a Maserati listening to Sinatra. You



gotta get urgent. You gotta get Sonny Rollins or Led Zeppelin IV, on that shit. But never, never-ever take no Allman Brothers into a Lincoln Town Car. Could lead to disaster. Got it... ?

**FREB**

(absolutely hasn't got it)  
Got it ...

**DONNY ASTRICKY**

Good.

And then Sway enters ... Donny gets out of the Caddy ...

**DONNY ASTRICKY (cont'd)**

Whoa, whoa, whoa. Memphis went out and got some big game ... Hello, Sway. I was just telling the lads about mix tapes --

**SWAY**

(to Freb)  
Janis Joplin. Billie Holliday. Ella Fitzgerald...

**DONNY ASTRICKY**

Gender bias ...

Otto is before her ... Bowing from the waist ...

**OTTO**

I've missed you, Sara Wayland --

**SWAY**

Good to see ya, Otto --

They embrace. Memphis and Kip enter from the other room...

**KIP**

How ya doing, Sway -- ?

**SWAY**

Kip...

She looks at Memphis ... Small nod... Small smile ...

**DONNY ASTRICKY**

What do you think about all this?

**SWAY**

Stick it in the drawer marked "Fool's

Errand", right -- ?

**DONNY ASTRICKY**

That's my girl --

**MEMPHIS**

That's Mirror Man ... And that's  
Freb ... And Tumbler ... And Toby ...  
Fellas, this is Sara Wayland... They  
call her "Sway."

**SWAY**

Hey -

But the kids look high near thunderstruck ... The others laugh

...

Go back to their work ... Memphis and Sway

**SWAY (cont'd)**

No questions. I'm here. I need the  
dough.

**MEMPHIS**

Of course ...

She studies him... Nods ...

**SWAY**

Good. Just so we understand...

And then she sees something at the entrance ...

**SWAY (cont'd)**

Oh, shit. You didn't --

He follows her gaze ... To where -- A MAN, early 40s, has  
walked in. Tall, gaunt, ice-eyed. This man never speaks. And his nose  
is a gnarled blob of scar tissue ... Which is why they call him

**THE SPHINX**

And the others really don't dig his scene ...

**DONNY ASTRICKY**

Well, well, well. The original crash  
test dummy...

The Sphinx nods to all. Smiles warmly, but it comes out creepy.  
Freb whispers to Otto ...

**FREB**

Who's that -- ?

**OTTO**

That's The Sphinx.

**FREB**

The Sphinx?

**OTTO**

He never says a word. And he's got  
a messed-up nose. Hence. The Sphinx.  
He's boo-koo koo-koo. But he steals like  
time ...

(to The Sphinx)

Hello, Sphinxxy, old rum -- !

And Otto embraces the taller man ... And the others stand  
around, offering uneasy glances to The Sphinx ...

**MEMPHIS**

Okay. We're all here. Today's Wednesday.  
D-Day is Friday night ... That gives us  
two days to prep ... We're going to find  
the ladies on our list, find out where  
they live, when they're home; that  
they're properly insured ... Let's get  
into the vans --

**MIRROR MAN**

Where we going -- ?

**MEMPHIS**

We're going shopping -- !

We PRE-LAP Gary Numan's new-wave rave classic "Cars".

**EXT. LONG BEACH STREETS - DAY**

A MONTAGE of the hard-core old-school preparations...

THREE MINI-VANS drive off from Otto's Auto - Mirror Man at the  
wheel of one of them - The Sphinx and Donny with him... - Freb  
drives the 2nd van: Memphis, Sway, and Kip with him... Tumbler  
drives the 3rd van: Otto and Toby with him.

They carry pens and NOTEBOOKS ... And, as they drive around,  
they're searching out cars ... When they see an auto that  
corresponds to the list, they take down its license plate.

Memphis dials the cell ... Mirror Man answers on the speaker in  
his van ... Tumbler in his ... We'll CROSS-CUT the scene as

necessary from van to van ...

**MEMPHIS**

How's it going -- ?

**DONNY ASTRICKY**

It's arrright ...

They drive on ... Till --

**DONNY ASTRICKY (cont'd)**

Check it out: 173 Firebird. Know  
who drove one of those ... ?

**OTTO**

Yes, I do, in fact. John Wayne in  
McO...

**DONNY ASTRICKY**

That's being obscurest ... Who else?  
Better known. Memphis?

**MEMPHIS**

Jim Rockford. ROCKFORD FILES.

**MIRROR MAN**

For real?

As the scenes in the vans play out - we should be INTERCUTTING  
with SHOTS of CARS ON THE STREET. LICENSE PLATES. Their  
NOTEBOOKS.

As license #s are written down.

**DONNY ASTRICKY**

For real. Okay. Gimme COLUMBO...

**KIP**

Peugot convertible ...

**DONNY ASTRICKY**

What color?

**KIP**

Gray.

**FREB**

How you know that?

**KIP**

Remember who my brother is?

**INT. OTTO'S AUTO - BACK ROOM**

Sway has drawn an intricate CHART on a vinyl DRAWING BOARD: 1-50,  
each car is annotated, ie: 1) '56 Ford T-Bird; 2) 188  
Lamborghini  
Countach, etc. She begins ascribing names to them, Female  
names.  
With Magic Marker. Easy to erase.

**INT. REGISTRY OF MOTOR VEHICLES - DAY**

Donny enters with a sheaf of PAPERS ... He waits in line ...

**EXT. JIMMY'S HARBORSIDE RESTAURANT - NIGHT**

Mirror Man has hired on as a VALET ... DINERS pull up in their  
cars ... Mirror Man offers the DRIVER of a Porsche Boxster a  
ticket ... And climbs in, to park the car ...

**INT. OTTO'S BACK ROOM**

Sway writes #2-4) Porsche Boxster and next to it PATRICIA 1

**INT. THE VANS**

As they drive around... Still searching and quizzing...

**OTTO**  
**DUKES OF HAZARD?**

**MIRROR MAN**  
Fuck that cracker shit --

**TUMBLER**  
I know that one. General Lee, I  
believe, was a ... Dodge Charger ...

**DONNY ASTRICKY**  
You ever notice how it had a different  
interior every week? That bugged me.

**MIRROR MAN**  
Three words: Get A Life.

**INT. OTTO'S BACK ROOM - DAY**

Memphis and Otto go through Otto's BIBLE - an overstuffed  
LEDGER  
with the addresses Otto has collected, over the years, of some  
2000 cars. They look for any that correspond to Calitri's 50

...

**INT. REGISTRY - DAY**

Donny offers the REGISTRY WOMAN a LIST of several cars from the shopping spree ...

**DONNY ASTRICKY**

I'd like the names and addresses of the owners of these 20 cars please...

**WOMAN**

It'll take me about 15 minutes.

**DONNY ASTRICKY**

I can wait.

He smiles kindly at her. And takes a seat. It's that easy.

**INT. OTTO'S BACK ROOM - DAY**

Sway at the board... A grouping of three Mercedes Benz S320 are designated as JENNIFER 1, JENNIFER 2, JENNIFER 3...

**INT. OTTO'S GARAGE - DAY**

Otto shows Freb how to disarm an alarm system by grounding out a tail-light with a wire to a mini-battery...

This dead-shorts the lights, shorts-out the alarm system, which chirps for a sustained second and then kills itself. The door locks pop open ... Otto grins...

**EXT. JIMMY'S HARBORSIDE - NIGHT**

Mirror Man in the Boxster... Parked, . He takes the KEY from the ignition ... And then takes, from under his jacket - a KEY CUTTER... And he sets to cutting a COPY of the key.

**INT. THE VANS - MOVING**

Shop and talk, part III ...

**FREB**

Okay, okay. What about MAGNUM P.I.?

**KIP**

Thanks for playing, Freb. That's a gimme ...

**OTTO**

Yes, but what was on the license plate?

**MIRROR MAN**

The license plate?

**TUMBLER**

I know. "ROBIN 1."

**OTTO**

Very good. But what was the significance of "ROBIN 1"?

**FREB**

Was that his first name?

**OTTO**

His first name was Thomas. Thomas  
Magnum...

**DONNY ASTRICKY**

Thomas Sullivan Magnum, to be exact.

They look at Donny, impressed...

**TUMBLER**

Robin 1 ...

**MIRROR MAN**

I know! Robin was the name of that  
faggy guy who hung with him...

**KIP**

No. That was Higgins ....

**DONNY ASTRICKY**

Jonathan Quayle Higgins ...

**MIRROR MAN**

(to Donny)

You're like a serial killer, ainchoo?

**INT. OTTO'S -AUTO - DAY**

Sway calls #29 - A '98 Corvette - CAROL...

**INT. MIDNIGHT AUTO - NIGHT**

A random chop-shop. The Sphinx is buying chopped  
IGNITIONS, that go with the cars on the list ...

**EXT. JIMMY'S HARBORSIDE - MIRROR MAN**

has cut a key, jocks the cutter, and, before he gets out

of the Boxster, opens the glove box and grabs the registration.

He takes a mini-tape-recorder from his pocket ... Reads the owner address into the dock... Returns the registration" to the glove box... Leaves the car ... For today.

**EXT. OTTO'S SALVAGE - NIGHT**

Tumbler and Kip park the car carrier behind a Matterhorn of decimated automobiles ... Out of view...

**INT. MIDNIGHT LOCKSMITH - NIGHT**

The Sphinx brings the ignitions to the locksmith ... Who makes keys for them...

**EXT. JIMMY'S HARBORSIDE - NIGHT**

Mirror Man taking names and kicking ass. A BMW M ROADSTER.

**INT. OTTO'S**

Sway writes NANCY 1 next to #27) BMW M ROADSTER...

**INT. REGISTRY OF MOTOR VEHICLES - DAY**

The Registry Woman gives Donny the list he needed...

**WOMAN**

It's two dollars per car. That'll be 40 dollars please...

He pays her ... Big smile ...

**INT. THE VANS - MOVING**

One more time ...

**OTTO**

Anyone? The significance of "Robin 1" on Magnum's license plate? Memphis?

**MEMPHIS**

Robin was Robin Masters. He owned the estate they lived on ...

**OTTO**

Ten points for our fearless leader ... Sway, how 'bout giving us the honor of the Bill Bixby trifecta -- ?



**SWAY**

I don't know that

**KIP**

Stumped -- !

**FREB**

Thank-God, Sway, you ain't all freaky-deaky, too

But Sway grins

**SWAY**

How about: a Corvette in  
MAGICIAN; a Ford pick-up truck in  
INCREDIZLE HULK, and...

**OTTO**

Here's where it gets tricky ...

**SWAY**

... he walked in THE COURTSHIP OF  
**EDDIE'S FATHER.**

Kip high-fives her... Freb looks disappointed...

**DONNY ASTRICKY**

Walked like a bastard... Skippin'  
stones and shit..

**OTTO**

That's a good one, Donny...

**DONNY ASTRICKY**

I think so too --

And they drive... All smiles ... All pleased with  
themselves ... And, after a beat ...

**MIRROR MAN**

Ya'll really need to get the fuck out  
of the house more...

**INT. OTTO'S AUTO - BACK ROOM**

Sway has finished the chart ... 50 cars ... Their  
corresponding distaff names...

**INT. FREB'S HOUSE - NIGHT**

Freb is at his stereo. CDs scattered around him. Tupac.

Biggy. Puff Daddy ... Making a mix tape... END MONTAGE.

**INT. BACCHIOCHI'S FOREIGN MOTORS - DAY**

A garage dealing exclusively in imports. Memphis enters...

**MEMPHIS**

Hello -- ?

Sway slides out from beneath a Testarosa ... In her greasy coveralls, hair tied back, a motorhead's dream girl ...

**SWAY**

Hey.

**MEMPHIS**

What's wrong with her -- ?

**SWAY**

The right side of the engine is running richer than the left. And the scope isn't showing shit... I dunno...

And she goes to the sink...

**SWAY (cont'd)**

You know Annie's trouble

**MEMPHIS**

Annie -- ?

**SWAY**

You haven't been studying --

She gestures to where the LIST of 50 is on the counter.

**SWAY (cont'd)**

137 Roadster. Custom. Lives at 1443 Locklin in Rancho Palos Verdes ...

**MEMPHIS**

Right. Great car. One of a kind. I was looking forward to that boost myself

**SWAY**

She was the only "Annie" you could find?

**MEMPHIS**

They only made a handful. We're lucky

there's even one living in the area...

**SWAY**

Yeah, well ... She lives with District  
Court Judge Seymour Croft ...

As she speaks we CUT TO:

**EXT. 1443 LOCKLIN - RANCHO PALOS VERDES - DAY**

A massive house of glass and steel in a fancy  
neighborhood. We MOVE FOR THE HOUSE. Over the fine-trimmed  
lawn.

**SWAY (O.S.)**

... and he keeps "Annie" in his  
living room... Like a work of art ...

**INTO THE SPARTAN LIVING ROOM...**

Massive framed Lichtenstein and Haring pieces on the wall  
... Surround the yellow ROADSTER, which sits up on a  
platform ... Check out JUDGE CROFT, a nasty fat man in his  
late 50s ... He sits in the nearly empty room... A complex  
system of directional lighting illuminates the Roadster  
...

**SWAY (O.S.)**

She's got 27 miles on her o-dom.  
Which is exactly how far away the  
custom shop was in 1979 when he  
bought her... He drove her home,  
never drove her again ...

The judge gazes at the car, admiring its jet-pod  
taillamps... A MAID comes in with a tray of tea service  
... The maid crosses the Judge's line of sight... Watch  
as he curses her out, his face going beet red with fury...

**SWAY (O.S.)**

The man's a freak...

**INT. BACCHIOCHI'S FOREIGN MOTORS**

Sway looks at Memphis ...

**SWAY**

She's trouble --

**MEMPHIS**

I put the boys on it. They're clever  
that way...

She nods ... Long look ...

**SWAY**

I go with you --

**MEMPHIS**

That what you want?

**SWAY**

That's what I want ...

**MEMPHIS**

Okay.

She hits the Lava soap and starts washing the grease from her hands ...

**MEMPHIS (cont'd)**

I missed you, you know -

**SWAY**

You mentioned that in your letters

**MEMPHIS**

I always thought you'd follow me up.

She shuts off the taps ... Towels her hands...

**SWAY**

We were good when you bailed, weren't we?

**MEMPHIS**

Very good...

**SWAY**

Cos there were those dark days, when  
I figured - my God, how easy it was  
for him to just give it up; to make the  
deal; take the rot for the whole crew ...  
And give me up in the process.

**MEMPHIS**

No way ...

**SWAY**

No ... ?

**MEMPHIS**

No ...

And he holds out a hand to her ... And she puts her greasesmeared towel into it ...

**SWAY**

Don't go getting all warm and fuzzy on me, Randall. I'm the jane that was left, and you're the jim that did the leaving. So save the sanctimonious shit for someone who believes. The only reason I ride with you, is cause I don't want to spend the whole night with any of them other creeps!

**MEMPHIS**

Oh. Okay. Right.

**EXT. BACCHIOCHI'S FOREIGN MOTORS - DAY**

Memphis walks out... Going over to the PARKED CAR across the street ... Castlebeck...

**MEMPHIS**

I'm on the move -

**DETECTIVE CASTLEBECK**

Your girl works in there ...

**MEMPHIS**

Not my girl anymore

**DETECTIVE CASTLEBECK**

Yet your still here ... I gave you 24 hours, 24 hours ago ...

**MEMPHIS**

What do you want from me?

**DETECTIVE CASTLEBECK**

Honestly? I want to - once every few months - get into my car. Pack a lunch. And drive on up to Chino. On visiting day. Bring you some magazines. Maybe some almond clusters. And see you all bright and shiny in your orange jumpsuit. That's what I want ...

And with that, he starts his car ... Drives off... Memphis gazing after him...

**INT. VAN - MOVING - NIGHT**

Memphis drives. Kip beside him. They drive in silence. At last coming to:

**EXT. TEN-TON TRANSFER COMPANY - FRONT GATES**

A huge trucking company warehouse. Kip gets out. Bolt-cuts the chain-fence out front.

And Memphis drives on in, passing the long rows of gargantuan CAR CARRIERS here. He picks one ...

**MEMPHIS**

This one ...

He slim-jims the door ... But the ALARM goes off ... A wild whooping alarm ... Deafening... Try as he might, he can't get

it

off. He pops the trunk. Looks for wires ... Nothing.

Then, at once, it goes off. Memphis turns. Kip is there. He

holds

a little DEVICE.

**MEMPHIS (cont'd)**

What's that thing -- ?

**KIP**

Reads the infrared. Then kills it. Little something the R & D department came up with ...

**MEMPHIS**

How long were you gonna let me try and stop it...?

**KIP**

After a while, it became a little pathetic ... Figured I'd put you out of your misery ...

**MEMPHIS**

Thank-you ...

**KIP**

De nada ...

He gets behind the wheel. Pops the ignition. The truck's flipping stack belches. Memphis climbs in next to him.

**MEMPHIS**

Ain't we good-timing here ... ?

**KIP**

The family that steals together, deals together...

**MEMPHIS**

Dad'd be proud --

**KIP**

Maybe not. But Dad was from another era...

**MEMPHIS**

What era was that -- ?

**KIP**

The era when crime didn't pay --

**MEMPHIS**

As opposed to now, Kid Car Crusher?

**KIP**

Price of doing business...

**MEMPHIS**

What about just getting a job, 9 to 5, five days a week, that whole mystery achievement -- ?

**KIP**

It's for assholes. The Legal Buck blows, Memphis. You know that. Doing this, we make mad bank, my boys are down, the girlies come around and the boosts are a breeze. Yeah, sure, you're gonna get jacked-up every now and then - but ain't that a small price to pay for never, never-ever, having to say "paper or plastic?"

And he grins and puts the truck into gear. And off they go

**INT. OTTO'S AUTO - GARAGE - NIGHT**

The Replacements chime in with "Someone Take The Wheel."  
Memphis

and the crew ... All but Sway are present.

Tumbler and Mirror Man follow Memphis to one side of the shop

...

To a window ... He gestures outside to where we see and  
UNMARKED

CAR and the orange glow of two cigarettes ... Staking them out

...

**MEMPHIS**

We've got to shake them tomorrow  
night. I'm making that your problem.  
That's called delegation of duties.  
You like it -- ?

Mirror Man and Tumbler regard the cops ...

**MIRROR MAN**

Sure, man --

And they follow him back into the garage ...

**MEMPHIS**

Okay. Tomorrow night it's on. Each  
team has been assigned their ladies.  
The teams are: me and Sway. Donny  
and Freb. Kip and Tumbler. Mirror  
Man, you and The Sphinx ...

Mirror Man looks horrified ...

**MIRROR MAN**

Aw, c'mon, man ...

The Sphinx grins at him...

**TOBY**

What about me?

**MEMPHIS**

You'll be at the docks ... Keeping Otto  
abreast of our progress ...

**TOBY**

How come ... ?

**MEMPHIS**

Because you should be home with  
Nintendo, listening to The Spice  
Girls, little man ...

**TOBY**

Come on. Kip, talk to the guy

**KIP**

There's no talkin' to him --

And Otto and Junie come out with two bottles of champagne and  
some  
paper cups ...



**OTTO**

(cup raised)

To a safe and successful session of bumping  
fenders and trading paint.

Hits Everyone toasts ... Drinks ... Donny goes to the tape deck...

PLAY ... And "Little Deuce Coupe" by The Beach Boys BLASTS.  
("Little Deuce Coupe/You don't know what I got...")

dances And all of our guys dance to it ... Singing along ... Otto  
with Junie; Tumbler with Toby; even The Sphinx lipsyncs the  
falsetto parts ...

**BEACH BOYS**

"Well, I'm not braggin,' babe So don't put  
me down But I got the fastest set of wheels  
in town, etc."

sing Yes, it's the requisite rock-to-an-oldie bit ... But God, it's  
fun. As they exorcise some pre-boost jitters. Only Kip stands  
aside from the frolic ... We watch them dance and laugh and  
for a bit ...

Calitri And then Atley Jackson is there. And behind him, another  
GOON... And, finally, Calitri himself stands there.  
Someone kills the music. They all look at him... Donny and The  
Sphinx nod to Atley ...

**CALITRI**

This is how you're spending my time?  
Having a sock hop?

**MEMPHIS**

Everyone know Ray Calitri? Pillar of the  
community ...

**CALITRI**

Look at this. A multi-generational gathering  
of scumbags ...

**OTTO**

So saith the God of Scumbags --

**CALITRI**

Hello, Otto. My boys at the dock report no  
cars have yet to be delivered. And there's  
only one more night ...

**OTTO**

Getting nervous, Ray? What happens to you, I wonder, if delivery isn't made?

Calitri ignores him... Looks at Kip ...

**CALITRI**

With all the free time I've had not counting cars as they're loaded onto my ship, I've managed to sand the cedar inside your box, Kip. This will protect you from the anaerobic bacteria, that normally thrives in an airless; environment. Thus prolonging decay ...

He smiles ... And Kip actually makes a run for him... Only to  
be held back by Tumbler and Donny ...

**MEMPHIS**

Get out of here, Ray --

**CALITRI**

One more night --

**MEMPHIS**

Get out --

**CALITRI**

I hope you know what you're doing. God help you if you don't ...

And with that, he leaves, his goons following. Leaving our crew to stare after him ... And then we FADE TO BLACK...

As a SUPER on-screen reads PART III: SWITCHIN'-TO-GLIDE

**INT. HELEN RAINES' HOUSE - GARAGE - DAY**

As Memphis goes through some old boxes. At last, he finds what he's looking for ... Opens it ... He takes out its contents ... His tools, which we remember from the opening ... And then...  
**CLOTHING ...**

**EXT. OTTO'S - DAY**

Drycoff and Hawkings wait in their unmarked ...

**DRYCOFF**

Oh, this is a good time --

He lights another cigarette ... The ashtray is overflowing.

**HAWKINGS**

How much can one man smoke?

**DRYCOFF**

It's a crime, ain't it? Cos  
Castlebeck's got a bug up his ass over  
this guy, I gotta get lung cancer ...

**INT. OTTO'S**

Mirror Man and Tumbler are at the window Memphis brought them  
to  
last night ... Mirror Man has a RADIO TRANSMITTER in his  
hand...

Donny comes by ...

**DONNY**

What are you doing?

**TUMBLER**

Watch and learn, old-timer --

As Mirror Man points the antennae out the window ... A TOY CAR  
- a  
1970 HEMI 'CUDA replica ... Radio-operated, the car speeds  
along  
the curb outside, using parked cars as cover... She really  
cooks...

**DONNY**

The hell are you doing?

**MIRROR MAN**

Delivering ordnance. Y2K-style.

ANGLE - THE 'CUDA. As it cruises along. Is stopped by a  
discarded  
40 oz. empty... But Mirror Man maneuvers and its back on track  
...

At last, parking jammed up to the front, right tire of DRYCOFF  
AND

**HAWKINGS' UNMARKED.**

**TUMBLER**

The Hemi Has Landed --

**DONNY**

Big deal. Now what?

**MIRROR MAN**

What we call: fun and shit.

And he hits a button on his radio control ... ANGLE - the model 'Cuda. Wedged in front of the tire. As a quartet of thin steel, razor-tipped SPIKES thrust out from the Shaker hood ... A fraction away from the tire's skin ... Mirror Man and Tumbler appear satisfied ...

**TUMBLER**

We can go now --

**INT. JUDGE CROFT'S GLASS HOUSE - DAY**

RINGS. The one with the Roadster in the living room... The phone The answering machine picks up ... Beep!

**VOICE (O.S.)**

Yes, this is a message for Mr. Seymour Croft, of 1443 Locklin ... This is the Department of Water and Power and we're going to be doing some work in your area tonight ... If you'd please call us at 555-1877, so we could discuss the...

**INT. OTTO'S - DAY**

Freb on this end... He hangs up ...

**INT. DISTRICT COURT - DAY**

Judge Croft picking up his messages ... Writes down the number ... Dials ...

**INT. CROFT GLASS HOUSE - DAY**

In the van. Kip and Toby... Toby's got his lap-top out ... And they've re-routed the lines into it ... The phone rings ... Kip answers ...

**TOBY**

Department of Water and Power. Could you hold please ...

And before the Judge can respond, they've clicked him on hold...

And they make him wait ... And wait ... Just like the real  
D.W.P.  
does ... They high-five...

**TOBY** (cont'd)  
Where should we put him?

**KIP**  
He's a Judge. He'll only bite for  
something pimpy -

At last, Toby answers ...

**TOBY**  
D.W.P. Thanks for holding. How can I  
help you?

**JUDGE CROFT**  
I got a message. I live at 1443  
Locklin.

**TOBY**  
Yes. can you hold, sir -- ?

**JUDGE CROFT**  
NO! No, I can't! I'm a busy man.

Kip can hear his anger ... Whispers:

**KIP**  
Oooh, she's chafed --

**TOBY**  
okay, sir. Let me just get the-order.  
Yes. We'll be doing some work out your  
way. We've got a power leak. And it's  
unsafe. We're moving residences to  
the... Marriott Long Beach ...  
Just for the night ...

**JUDGE CROFT**  
Oh, for God's sake

**TOBY**  
I know, sir ...

And Kip pantomimes eating. Toby, at first puzzled, gets it.

**TOBY** (cont'd)  
For the inconvenience we're also  
offering a free breakfast brunch --

**JUDGE CROFT**

Breakfast brunch -- ?

**TOBY**

Yes, sir -

Pause ... They've got him... Thumbs-up ...

**JUDGE CROFT**

Okay, then ... I just go to the  
Marriott and I'm set ...

**TOBY**

You've been pre-booked...

And the Judge hangs up ...

**TOBY (cont'd)**

Goodbye to you, too, assface ...

**EXT. OTTO'S - LATER - DAY**

They all wait, anxious ... Dressed for their night ... And then  
Memphis enters ... Hoots and hollers ...

He's dressed in the old duds. Black turtleneck. Black boots.

Black

pants. Long, black, leather duster. Way too cool for school.  
Memphis Raines returns...

**DONNY ASTRICKY**

I miss Orville Redenbacher already --

**MEMPHIS**

Okay, okay. The important thing to  
remember, is to Think Slow. Take  
your time. It may not seem like it,  
but the night is long. Long enough.  
Just think slow and think smart...

**EXT. OTTO'S - DUSK**

As the crew get into the van... And drive-off ...

**INT. DRYCOFF'S UNMARKED**

Drycoff starts her up...

**DRYCOFF**

Let's see what these bastards are up to --

And' he puts her in gear ... And KA-POW! The front tire  
EXPLODES

... Shredded to rim...

DRYCOFF (cont'd)

What the fu--

He gets out of the car, goes to the front ... In time to see  
the little 'Cuda race off down the street after the crew...

DRYCOFF (cont'd)

Those little pricks -- !

ANGLE -- MIRROR MAN. In the back of the van, With his  
transmitter.

Giggling wildly as the 'Cuda zooms after him.

**EXT. LONG BEACH HARBOR - NIGHT**

The massive seaport, a series of wharves. Commercial SCOWS and  
TUGS beat the black water. We should note the enormous 23,000-  
ton, 627-foot CONTAINER SHIP, swaying in the harbor. And the  
giant shoreside GANTRY CRANE alongside it ...

**INT. WAREHOUSE**

An expansive warehouse surrounded by chain-link fence ...  
Enormous

SHIPPING CONTAINERS are here, in which the stolen cars will be  
stored. And cartons and cartons of motor oil.

A massive FRONT-END-LOADER will transport each container to the  
gantry crane, which will lower it onto the cells in the  
container  
ships' hold...

Each team is ready ... Each has a briefcase containing the  
tools  
of the trade ... Memphis talks into a two-way RADIO ...

**MEMPHIS**

How we doing, O -- ?

**INT. OTTO'S**

Otto stands before The Big Board - with all the ladies' names  
on  
it ... On the two-way ...

**OTTO**

Ready to start erasing. Good luck,  
kiddies --

**INT. WAREHOUSE**

Memphis clicks off ... They climb into 4 Ford Escorts ...

**MEMPHIS**

Okay. All our ladies should be home  
now, tucked in bed. Let's keep chilly.  
Think Slow. Any questions?

**TOBY**

You sure I can't go with ya?

Memphis' ice-water glance is answer enough ...

**MEMPHIS**

Only use the phones when absolutely  
necessary... Otto's default HQ ...  
Let's go get 'em...

**QUICK SHOTS -**

Of the four cars, as each team slaps a tape in their deck:  
1) Kip and Tumbler. The tape is Tupac. They bang fists.  
2) Donny Astricky and Freb ... Donny's playing Miles Davis.  
3) Memphis and Sway ... And Bruce ...

**MEMPHIS**

Ready -- ?

**SWAY**

Oh, yeah.

4) Mirror Man and The Sphinx... The Sphinx puts on GLASSES with  
attached FAKE NOSE, to cover his gnarled one ...

**MIRROR MAN**

You should consider always wearing that,  
boy...

And he slides his tape into the deck... And, as The Gap Band's  
"Burn Rubber On Me" cranks on the track -

Our team goes out... Into the night ... Toby watching after  
them... Because they're off ...

**EXT. DESERTED PARKING LOT - NIGHT**

Tumbler and Kip park the massive CAR CARRIER here ... Kip is



Kip behind him in the Escort... Tumbler gets into the Escort and drives off ...

**EXT. LONG BEACH STREET - NIGHT**

stop Memphis and Sway in the van ... Searching ... He pulls to a ... For a Mazda Rx-7 is parked on this quiet, residential ... Sway gets out ... Eyeballs it ... Comes back...

**SWAY**

No whistles, but a Club You bring a hack -- ?

**MEMPHIS**

No. Open her ...

He parks ... Opens the back of the van ... Sway pulls the Mazda window ... Gets in ... Ignition-Gizmos her ... The motor now running ... Waits ... Memphis gets in next to her... He has a STEERING WHEEL with him.

**SWAY**

What the hell's that -- ?

**MEMPHIS**

A little trick I picked up at the Car Thief Retirement Home ...

WHEEL He uses his screwdriver to REMOVE four rivets on the Mazda's Clubbed steering column ... In seconds, the CLUBBED STEERING wheel IS REMOVED, Club still on it. Memphis pops in the steering he brought, jerry-bangs the rivets ...

**MEMPHIS (cont'd)**

Let's cruise --

as And they do ... Sway rolls down her window ... Tosses something they drive off -

ANGLE - THE OLD STEERING WHEEL. "Club" firmly affixed to it. On the ground, in the Mazda's old parking place...

**EXT. LONG BEACH STREETS - TUMBLER AND KIP**

as they systematize the cars they're responsible for... Tumbler

cars drops Kip off by a Porsche ... We recognize it as one of the  
Mirror Man cut a key for in the valet scam. Kip selects the key  
from a series of them hooked into his briefcase. He gets out.

Keys the car. He's in. He's off ...

the TUMBLER - meanwhile, has driven to a Volvo C70... He, too, has  
key ... He's in ... He's off ...

**EXT. THE CAR CARRIER - PARKING LOT**

Kip drives the Porsche onto it, Tumbler enters the lot in the  
Volvo. QUICK DISSOLVES as they fill it up... Two Honda Accords,  
another Volvo, a Toyota 4-runner, etc.

**EXT. COMMERCIAL WAREHOUSE - SAN PEDRO - NIGHT**

looking All is silent. Chainlink fence topped with swirls of lethal-  
barbed wire. Mirror Man and The Sphinx are here.

the Mirror Man goes to the main entry fence doors ... He boltcuts  
chain ... The doors slide open ... They're in ...

**EXT. LONG BEACH STREET - NIGHT**

A Porsche 911 Cabriolet is parked...

Donny and Freb look at it ...

**FREB**

Diane 1.

**DONNY ASTRICKY**

Very good. Think you can get in without  
waking her up -- ?

**FREB**

Yeah.

**DONNY ASTRICKY**

That's an after-market alarm. Can't  
just cut her wires ...

He pops his briefcase ... Takes out some gear ... Gets out ...  
Moves for Diane 1 ...

**INT. RAINES APARTMENT - NIGHT**

Helen Raines is rooting through a crowded closet. At last she finds what she's looking for ... A small black boxy DEVICE. She goes to the living room. Plugs in the box ...

caw  
It is a POLICE SCANNER... And it immediately starts to pop and ... Helen sits down ... And listens... Her face clenched with worry ...

**EXT. SAN PEDRO WAREHOUSE - NIGHT**

Mirror Man works the thick steel door ... He's got a sledge and center punch... He knocks the knob off with the sledge and then goes to work with an ELECTRIC DRILL ...

**MIRROR MAN**

This is some state-of-the-art shit, kid. The drill breaks the sockets, which force back the spindle and release the lock ...only it doesn't seem to be working... And The Sphinx is getting impatient ...

**EXT. HARBOR WAREHOUSE - NIGHT**

Tumbler and Kip pull in with their car carrier ... Full... They start to unload it ...

**INT. OTTO'S**

As Otto SWIPES NAMES FROM THE BOARD...

**INT. MEMPHIS' VAN - MOVING**

by  
Uses  
Memphis and Sway... They ride in silence ... She busies herself looking through the consul. Comes up with a tube of LIPSTICK. the visor mirror to apply it.

**MEMPHIS**

Gosh, no. Lipstick? What next? Mascara, blush, floral-print dresses?

**SWAY**

Deodorant.

And she looks at him... She's really laid the lipstick on thick ... But it's oddly effective ...

**MEMPHIS**

Wow. Bozo, the very sexy clown --

Beat. She looks out the window, throws the following away.

**SWAY**

So, you seeing anybody?

**MEMPHIS**

No. I had a girl. She was great. The problem is: great girls come along once every ten years. So I gotta wait another three years before I can even bother to look...

**SWAY**

She was so great, why'd you leave her?

**MEMPHIS**

Her parole officer strongly recommended it ...

She looks at him... But he's stopped the car... For Kip and Tumbler are waiting at the side of the street. They get in.

**EXT. LONG BEACH STREET - NIGHT**

car's  
Freb dead-shorts the alarm system, grounding it out on the own metal surface, just like they taught him... He's in the Porsche ... It's just that he can't figure out how to get her started ... The passenger door opens ... Donny...

**DONNY ASTRICKY**

What's the matter?

**FREB**

It's all microchips and shit ...

**DONNY ASTRICKY**

Yeah?

He holds up a screwdriver. Jams it in the steering column.

**DONNY ASTRICKY (cont'd)**

I don't care what kind of car it is. How fancy; how expensive; how new. You pop the collar - it's 1966 all over again ... !

He pops the collar - exposing an ordinary ignition system.

**FREB**

Cool ...

**INT. MEMPHIS' VAN - MOVING - NIGHT**

Memphis drives ... Sway, Kip, Tumbler with him...

**KIP**

So we loaded all of the keyed cars up and  
dropped 'em ... It was cake ... 8 cars,  
ba-da-bing ...

Memphis looks at him in the rear-view ...

**MEMPHIS**

Having fun, Kip?

**KIP**

Hell, yeah... It's a beautiful business ...  
(realizes his gaffe)  
I mean, no, man, it's hard, it's scary,  
it sucks ...

Memphis looks at Sway, shakes his head... Kills the lights ...

And

they pull in to

**EXT. SAN PEDRO WAREHOUSE - NIGHT**

Where Mirror Man is still struggling with the lock, his drills  
and punches, scattered about ...

**MIRROR MAN**

Just give me another --

only The Sphinx shoves him aside ... Pulls the GUN from his  
holster and BLANG! blasts open the lock...

Mirror Man stares at the opened door ...

**MIRROR MAN**

Oh, I get it: old school.

And Memphis and the others drive up ...

**MEMPHIS**

How's it going?

**MIRROR MAN**

It's going fine. The Quiet Riot and me are  
swapping trade secrets ...

And in they go --

**INT. WAREHOUSE**

Dark as pitch. Flashlights come on. To reveal

**ROW UPON ROW OF GLEAMING FERRARIS**

Old and new models. Daytonas and Boxers and Dinos and Testarossas. There must be at least fifty of them here.

Flashlight beams dance over car after car. It's a treasure chest of automotive jewels ... All of our heroes are in awe. And then a soft whimpering. They turn. To see Sway, overcome with emotion.

**SWAY**

It's just... so... beautiful ...

And it is Kip that puts an arm around her ... She sobs into his chest ... Never taking her eyes from the array of Italian grace ... Indeed, they are all in something of trance. Memphis is the first one out --

**MEMPHIS**

C'mon, gang. Let's focus. Sway, can you prep 'em -- ?

**SWAY**

I think so... They're just... So ...

**MEMPHIS**

I know. But let's prep 'em. We could stay here all night... That wouldn't be good --

The others are still gazing ...

**MEMPHIS (cont'd)**

Let's go, people --

And they set to work...

**EXT. NIGHT CLUB PARKING LOT - NIGHT**

Donny Astricky and Freb have accessed a '61 Jag... Watch as Donny takes out 3 screws in the Jag's ignition and removes the whole thing ...

**DONNY ASTRICKY**

So? Tell me: how come they call you "Freb" anyways -- ?

**FREB**

C'mon, man ...

**DONNY ASTRICKY**

We're partners here --

Freb considers ... Then, reluctantly --

**FREB**

My names "Fred." You know: Frederick?  
One drunk night, I decided to give  
myself a tattoo. Hot needle it. I  
used a mirror to guide me ...

And he pulls up his sleeve - to show the blue "FREB" tattooed  
there ...

FREB (cont'd)

The mirror messed me up with the "b" and  
the "d"... Everything's reversed, you  
know? Now, I'm "Freb."

Donny chooses from a selection of IGNITIONS he's brought along.  
Finds the right one ... Installs it ... Tightens the 3 screws

...

Starts the car with his own key ...

**DONNY ASTRICKY**

Glad to know you, "Freberick." Let's  
roll -

And off they go ...

**INT. SAN PEDRO WAREHOUSE**

Memphis Sway sets to prepping the cars ... The others wait nearby.  
walks over to where Kip sits ...

**MEMPHIS**

You okay -- ?

**KIP**

I'm cool.

Memphis looks at his watch...

KIP (cont'd)

We gonna make it?

**MEMPHIS**

Too early to tell. Nervous?

**KIP**

Nah.

**MEMPHIS**

That's strange. I'm nervous. Donny's nervous.  
Everyone's nervous. But not you...

**KIP**

I dunno. Whatever will be will be...

**MEMPHIS**

That's a good attitude, Kip. For  
everything but stealing cars ...

Before Kip can respond, the signature throaty ROAR of Ferrari  
fills the room, as Sway's got one started --

MEMPHIS (cont'd)

Showtime --

**INT. SAN PEDRO WAREHOUSE - QUICK CUTS**

as Sway gets the Ferraris started, her skill readily apparent

...

And each man - Kip, Tumbler, Mirror Man, The Sphinx - climb  
behind the wheel and ROAR OFF...

**INT. HARBOR WAREHOUSE**

Toby watches as the Ferraris are driven in. He radios Otto.

**INT. OTTO'S - THE BIG BOARD**

as the four corresponding names are ERASED...

**EXT. TOWNHOUSE - NEWPORT BEACH - A MASERATI BOOMERANG**

glowing silver; cool wedge shape, 15-degree angled windscreen;  
the definition of sleek. Memphis and Sway, in the van, roll up to  
the Maserati.

**MEMPHIS**

Hello, Tracy...

Except that a MAN comes out of the house ... Mid-20s, silk  
shirt,  
long, leather Prada coat ... Persian'dude ...



MEMPHIS (cont'd)

Shit.

The man climbs into the Maserati. Memphis follows...

**EXT. HARBOR TOWERS - CONDO COMPLEX - ROOFTOP LOT**

rows  
Lots of high-end cars. Mirror Man and The Sphinx search the  
... At last coming to -

**MIRROR MAN**

Gina -- !

The 188 Lamborghini Countach... They move for it... Stop ...

MIRROR MAN (cont'd)

Check it --

He gettures to the LICENSE PLATE. It reads "SNAKE"...

MIRROR MAN (cont'd)

Oooh. "Snake." Tough guy. "Snake."  
Homeboy wants you to call him: Snaake-!

They crack up ... Size her ...

MIRROR MAN (cont'd)

No whistles ... That's weird...

...  
He shrugs ... They slim-jim her "beetle-wing" articulated door  
...  
beside  
Climb in ... The Sphinx starts her up ... Mirror Ma gets in  
him... The seats are sooo low ...

MIRROR MAN (cont'd)

This shit's on point. Check it: 200.

He gestures to the speedometer ... Calibrated to 200 MPH..

MIRROR MAN (cont'd)

Halfway there, we switch. I drive.

The Sphinx shrugs ... And they head out ...

**MIRROR MAN (O.S.)**

Say goodbye to your ride, Snake...

**EXT. BACK BAY STREET - NIGHT**

Memphis and Sway have followed the Maserati to another building...

Idles ... Smokey Robinson's "Cruisin'" croons.

**MEMPHIS**

What's this guy up to -- ?

After a beat, a WOMAN comes out ... She gets into the car.

**SWAY**

It's 1:30 on a Tuesday. Is that any time to pick a girl up for a date?

The Maserati's lights go off... He's parked...

SWAY (cont'd)

What, are they gonna mack -- ?

Yeah. The couple start kissing. Memphis checks his watch

SWAY (cont'd)

Maybe she's got a roommate...

Beat ... They watch the couple in the Maserati for a beat.

**INT. OTTO'S**

Junie, Otto's gal, on the telephone...

**JUNIE**

... that's right. They'll be in the lobby of the Riviera Building. 2206 Beacon Street. Palos Verdes ...

And we go to --

**EXT. RIVIERA BUILDING - PALOS VERDES**

And see a LINCOLN LIMOUSINE pull up outside this posh apartment building... The DRIVER gets out ... Heads to the lobby ... We

see

Kip and Tumbler step out from the shadows across the street ... climb into the limo... Drive off ...

**INT. LAMBORGHINI COUNTACH - MOVING - NIGHT**

The Sphinx drives ... Mirror Man pops in his tape ... Albert King's "Drivin' Wheel."

**MIRROR MAN**

That's what I'm talkin' about -- !

He boogies down. The Sphinx is bewitched, awed by the car's magnificent power. But then Mirror Man SCREAMS -- ! With pure terror. For, at his feet, wrapped around his legs, is

and  
A BOA CONSTRICTOR - some 8-feet long... A mass of heavilykeeled scales shimmering on coiled muscle ... Mirror Man screams on  
on...

of  
The Sphinx swerves wildly... Racing through a red light. Barely missing an on-coming BUS ... Passing a pair of COPS coming out  
a 7-11. They hop into their unit. Give chase.

**EXT. NEWPORT BEACH - THE MASERATI**

The Persian man and his date ... Mackin' hard... Behind them Memphis and Sway wait in the Mazda. Memphis is on the cell

**MEMPHIS**

... okay, check with you soon ...

He hangs up ...

**MEMPHIS (cont'd)**

Otto says 22 ladies have reported for work...

Sway nods ... The Maserati's windows are fully-steamed...

**MEMPHIS (cont'd)**

Man, they're going at it

**SWAY**

They're in love ...

Long beat ... He looks at her ...

**MEMPHIS**

What about you?

She looks at him... Shrugs...

**SWAY**

You remember my Gramma? Yeah. I was thinking. If she were alive. And she asked me. If she came down, right now. Asked me. "What do you do, Sara? What's your life?" Innocently. Nonjudgemental. I think it would break her heart if I said I was a thief. I steal cars, Gramma. And even though,

hey, I learned it all from her son.  
My Uncle Eddie. Who taught me the basics.  
Which you refined. (You remember Randall,  
Gramma? You thought he was neat. Well,  
he refined the basics ... ). I don't  
think that's what she hoped for me...

She looks at him ...

SWAY (cont'd)

But ... That said... Car thieves are my  
weakness ... It's all so terribly Loretta  
Lynn or something, I know... But ... I  
don't wanna be a thief anymore ... I don't  
wanna love a thief anymore ... I want to  
wear a dress maybe once in a while... Maybe  
have a kid... Watch a lot of Audrey Hepburn  
movies.. And think about my Gramma without  
also thinking "shame on me. Shame on  
me. Shame on me... "

She looks at him... He leans into her ... Kisses her...  
Tentative  
at first ... Then... With urgency...

**INT. G.R.A.B. FORCE OFFICE - NIGHT**

Phones ringing like mad... Drycoff walks into Castlebeck's  
office...

**DETECTIVE DRYCOFF**

It's an epidemic, Rollie ... I'm  
getting reports every five minutes ...

**INT. THE MAZDA - BACK BAY - NIGHT**

As "Little Red Corvette" by Prince warbles on the track...  
Memphis  
and Sway still kissing... She breaks it for:

**SWAY**

Arrright ... Enough ... I can't have you  
bellying up to my heart again, man, f  
you can't help falling off the stool.  
But he puts his mouth to her ears ...

**MEMPHIS**

Shhh... Car thieves are your weakness.

Whispers ...

MEMPHIS (cont'd)

I approach you. It's quiet. I look  
this way. That. No one around ...

**SWAY**

Stop. What about Maserati Boy?

**MEMPHIS**

I take out my slim-jim...

**SWAY**

Oh, God...

And yes, this is patently absurd. But it's also oddly sexy.

**MEMPHIS**

Slip it in ...

**SWAY**

You're going high-cheese, dude --

**MEMPHIS**

Unlock your button ...

**SWAY**

"Unlock my button" ... ?

**MEMPHIS**

The alarms go off ...

**SWAY**

Woo-woo-wooooo!

**MEMPHIS**

I pop your hood; find your siren wires

**SWAY**

They're factory alarms ... Easy to get  
around... For a man with... Skills...

**MEMPHIS**

I do ... I cut "em...

**SWAY**

Cut 'em...

**MEMPHIS**

Now... I'm in ...

**SWAY**

Of course you are. You're a  
professional...

**MEMPHIS**

I ratchet your ignition mechanism ...

**SWAY**

I bet you say that to all the girls...

**MEMPHIS**

With a twist of my wrist ... You're turned  
over ...

**SWAY**

Wrong preposition...

**MEMPHIS**

Hear you roar ...

**SWAY**

What about The Club ... ?

**MEMPHIS**

Let me worry about The Club ...

**SWAY**

No worries ...

**MEMPHIS**

I've got you floored... We're off ...  
Take the curb... Man, can you corner...  
Know not to get on it ... Momentum  
shift ... Don't get on those brakes  
too hard ... Get her up on her  
tires. Up on her toes. Up ... Up...  
Up.

Back arched... A small moan escapes her ... Prince wails ...

And

Sway has achieved whatever kind of silly climax they aspired to  
here... She flops back down... Looks at him...

**SWAY**

You're still quite the boost, Randall  
Raines ...

(he shrugs)

Except now I've been chopped, and my  
parts are in a Honda Prelude being driven  
to church in South America by some  
Bolivian consulate's wife ...

**MEMPHIS**

And Tracy's on the move ...

Indeed, the girl has gotten out of the Maserati... And the car  
has  
rocketed off... Memphis punches the gas, 'sending Sway to the  
floor...

**SWAY**

Wham, bam, thank-you, Ma'am, point-  
five ...

PRE-LAP Alice Cooper's "Under My Wheels" and SLAM CUT TO:

**EXT. LONG BEACH STREETS - NIGHT**

CLOSE UP OF THE "SNAKE" LICENSE PLATE as its ass-end fishtails  
like a bastard... The Sphinx is outrunning what is now a  
half-dozen CRUISERS ...

**INT. COUNTACH - MIRROR MAN**

is freaking out ... The snake wrapped all around him...

**MIRROR MAN**

What do I do? What do I do? Aw, man.  
He's gonna swallow my shit whole  
Let's go to a hospital or something!

But The Sphinx shakes his head. No.

**MIRROR MAN (cont'd)**

C'mon, you creepy no-nosed motherfucker.  
Take me to a hospital!

Nope. The Sphinx drives on... Into yet another

**DIRECTOR'S CHASE SCENE**

This one even cooler than the last ... And once they've eluded  
all  
of the police, The Sphinx pulls over to the side of a DARKENED  
**STREET...**

**MIRROR MAN**

What are you doing? I'm gonna die!

The Sphinx leans over... And PINCHES THE SNAKE BEHIND THE BACK  
OF  
**THE HEAD...**

**MIRROR MAN (cont'd)**

You tryin' to make him more mad?

But, miraculously, the snake RELAXES ITS GRIP on Mirror Man...  
And  
slithers off... To the back of the car ... Where it immediately  
goes back to sleep ... Mirror Man stares at Sphinx, who smiles  
genially. Then:

MIRROR MAN (cont'd)  
I never thought it'd be possible:  
but your ass just got spookier ...

**EXT. CITY STREET - NIGHT**

Freb and Donny Astricky have gotten "Laura", a '99 Bentley  
started...

**FREB**  
You ever feel bad about any of this?

**DONNY ASTRICKY**  
Of course not. I'm Robin Hood. I take  
from the rich, and give to the needy...

**FREB**  
You mean the poor --

**DONNY ASTRICKY**  
No. The needy. Us. Cos we need this  
car!

And Donny puts her in gear, When a GUN is jammed against  
Donny's  
temple ...

**JACKER**  
Out of the car, bitch, or I blow your  
fucking head off -- !

Donny looks at the jacker... Surprised... It is a KID ... No  
more  
than 16 ...

**DONNY ASTRICKY**  
Are you kidding me -- ?

**JACKER**  
**NOW -- !**

**DONNY ASTRICKY**  
I'm stealing this car. So BACK OFF!

**JACKER**  
I'll shoot you fool... I'LL BLOW YOUR



**BRAINS OUT -- !**

**FREB**

Donny --

**DONNY ASTRICKY**

Donny-nothin'!

of And he SLAMS OPEN THE DOOR... catching the kid in the balls ...  
And the kid doubles over... Dropping the gun ... Donny gets out  
the car...

DONNY ASTRICKY (cont'd)

Lazy, disrespectinIf half-assed  
bully. Any asshole can pull a gun ...

And he starts to kick at the kid ... Beat at him...

DONNY ASTRICKY (cont'd)

You don't know how to steal a  
car, do ya? So you gotta take  
them when there's already a key  
in them ... And a person in them...  
Scare people ... Intimidate ...  
Little freakin' bully ...

**FREB**

C'mon, Donny... Let's go, man --

**DONNY ASTRICKY**

Lazy ... Lazy ... I ask you, Freb:  
what's the matter with kids today?

Donny But then - BLAM! BLAM! BLAM! Bullets rip into Donny Astricky in  
terrifying SLOW-MOTION. He turns ... To see another KID ...  
Scared... At the edge of the road... Gat held high ... And  
drops to the pavement ... And the first Jacker gets to his  
feet...

the Freb goes to Donny... To his splayed-out body ... SIRENS split  
the night. The jackers run off down the street.

DONNY ASTRICKY (cont'd)

Get outta here. Get out. Now!

**FREB**

I can't leave you here, man --

Freb doesn't know what to do... Donny croaks ...

**DONNY ASTRICKY**

I'm all right. Been shot before. You  
take me to the hospital, they bust the  
both of us. The cops'll take me. Go!

And Freb-makes to run off down the street... But --

DONNY ASTRICKY (cont'd)

Freb -- !

Freb turns back

DONNY ASTRICKY (cont'd)

Take Laura with you, you stupid shit!

Freb blinks. Nods. Oh, yeah. He climbs into the Bentley Drives  
off...

As the CRUISERS pull up around him... And the UNIFORMS getout,  
guns  
drawn, approaching warily -

To find Donny Astricky ... Splayed-out on the pavement ...  
Laughing at the moon ... And, as Jimi Hendrix' "Crosstown  
Traffic"

BLASTS ON TRACK, we CUT TO:

of the final series of boosts ...

1) The Maserati parked and empty. Sway breaches it.  
Expert. They drive off ...

2) Kip and Tumbler. Clocking a VIPER. They circle it..  
It's loaded with bells and whistles and Clubs and a  
metallic voice that warns: "WARNING: YOU ARE TOO CLOSE THE  
VEHICLE!" over and over ... Kip shakes his head ...  
Ushers Tumbler back ...

3) Mirror Man and The Sphinx deliver an Aston Martin to the  
docks  
... Watch as it is driven into a container. The container  
loaded  
by gantry crane, onto the ship, lashed to the deck by  
overworked

**LONGSHOREMEN...**

4) Helen Raines. Looking out the window. Listening to  
the scanner for word of her boys...

5) The Big Board. Female names disappearing like dust..

6) Castlebeck and Drycoff. Cruising the streets.

Searching ...

7) Kip and Tumbler return to The Viper. This time, in a RAMP TRUCK. They raise the ramp. Tie down the Viper. A drive off with it, to be disarmed at a later, safer venue as it continues its robotic exhortation of "WARNING. YOU ARE TOO CLOSE TO THE VEHICLE." Over and over again ...

8) All our teams... Speeding toward us ... In different cars ... As the MUSIC FADES and we END MONTAGE

**EXT. 1443 LOCKLIN - JUDGE CROFT'S GLASS HOUSE - NIGHT**

Where "Annie" the 137 Roadster lives as an objet d'art. FIGURES in the thicket surrounding the property. Memphis, Sway, Kip, Tumbler, Mirror Man, The Sphinx...

Mirror Man has the mansion's ELECTRICAL BOX opened... He' going through the wires ... Cutting alarm, phone, etc.

Memphis is on the cell phone... Face grim... He hangs up.

**MEMPHIS**

Donny got shot ... A jacker ...

**SWAY**

How is he -- ?

**MEMPHIS**

They got him to the hospital. He's stable ...

Beat ... As they all reflect on this...

**MEMPHIS (cont'd)**

On a brighter note: 47 ladies have checked in for their South American sea cruise -

This cheers them slightly. Until, from the electrical box:

**MIRROR MAN**

Got it -- !

And the few remaining lights of 1443 flicker and fade ... They regard the house for a beat ...

**SWAY**

Now what -- ?

No one's quite sure ... They look at the house ... At all that glass ... Then Kip walks to their car ...

**KIP**

Pop the trunk, Tumbler.

**TUMBLER**

What for -- ?

**KIP**

I gotta get my tool --

And Tumbler and Mirror Man look at each other ...

**MIRROR MAN**

No way, homes ...

Too late. The trunk is popped. Kip reaches in. Comes up with,  
yes,  
another BRICK ... And Kip walks toward the house. Toward the  
vast  
windows ...

**MIRROR MAN** (cont'd)

(to Memphis)

Ya' gotta stop him, man --

But Kip forges on, indomitable ... Only he passes the huge  
glass  
windows ... Walking, instead, up to the front door ... And he  
SMASHES the brick down onto the DOORKNOB. Knocking it clean  
off...  
Looks back at the others with a wink. And enters the house...  
Tumbler runs after him...

**INT. 1443 LOCKLIN**

Kip walks through the dark house ... At last, coming to the  
living  
room... To "Annie". He gets behind the wheel ... Her ignition  
is  
quick work. He's got her started, loud, in the quiet house. She  
coughs a bit; it's been a long time. Tumbler is there...

**TUMBLER**

Now what -- ?

**KIP**

Now, we go -

And he drives her off the platform. Tumbler directs him...

**TUMBLER**

This way... This way... This...

Her nose bumps a zillion-dollar VASE, which topples and shatters...

TUMBLER (cont'd)

That way...

And Tumbler climbs in beside him... Kip drives her around the huge living room... And Kip punches the gas ...

And they drive the Roadster down the hall ... And right through the OPEN DOOR... Driving down onto the lawn ... Up to their cohorts ...

**KIP**

See ya back at the ranch, kids -- !

And off they go ... Vanishing down the street ... The others watch after him ... Mirror Man to Memphis:

**MIRROR MAN**

Gotta tell ya, man: since you been back?  
You've had a real calming influence on  
ol' Kip...

**INT. G.R.A.B. TASK FORCE OFFICE - NIGHT**

Drycoff comes into Castlebeck's office ...

**DETECTIVE DRYCOFF**

They just brought in Donny Astricky.  
Shot by a jacker ...

**DETECTIVE CASTLEBECK**

How is he?

**DETECTIVE DRYCOFF**

He'll live. But it means your boy's  
behind it. Astricky was holding a list.  
They just faxed it to us...

He hands Castlebeck the list. Calitri's 50. Castlebeck notes the last entry...

**DETECTIVE CASTLEBECK**

Let's get out there. And have them  
run down every 167 Shelby Mustang in  
the area ... Find out where they're at.

**DETECTIVE DRYCOFF**

What for?

**DETECTIVE CASTLEBECK**

You spend enough time down a man's  
throat, you get to know his tonsils.  
Do it ...

**INT. WAREHOUSE - LONG BEACH HARBOR - NIGHT**

Kip and Tumbler deliver the Roadster. Toby checks it in.

**KIP**

Any more ...

**TOBY**

I dunno ...

And Kip gets on the two-way...

**KIP**

Any more, O -- ?

**OTTO (O.S.)**

You guys are through...

**KIP**

Whatcha got left ... ?

**OTTO (O.S.)**

"Carol." A 198 Mercedes ... She lives  
in the suburbs ...

**KIP**

We'll take it...

**OTTO (O.S.)**

It's ear-marked for Mirror Man and The  
Sphinx...

**KIP**

We'll take it.

And they climb in behind a waiting Jeep Cherokee ...

**KIP (cont'd)**

Later, Toby --

But Toby's not around...

**KIP (cont'd)**

Toby?

No answer... Kip shrugs... And off they go ...

**EXT. RESIDENTIAL NEIGHBORHOOD - CHESTNUT HILL - NIGHT**

A nice neighborhood... Upper middle class ... So damn suburban  
you  
can practically smell the gas grills ... A NEIGHBORHOOD  
SECURITY  
PATROL CAR glides by them...

**TUMBLER**

Gettin' fancy... Got their own palace  
guard -

When, from the back of the Jeep:

**TOBY**

I never been to the suburbs ...

Toby is there ... Having stowed-away...

**TUMBLER**

What are you doing here, assface?

**TOBY**

Checkin' it out

He smiles at Kip ... Kip looks at Tumbler ... Drives ... At  
last,  
Kip  
pulling up to one HOUSE where the '98 Benz - "'Carol" lives.  
parks, a half block down ... They get out ... Head for the  
house...

And there she is. "Carol." Obsidian black. In the  
garage. The garage is open. And THREE KIDS, two boys and a  
girl. Late teens. They are standing around "Carol"...  
Drinking beer... Listening to the new Beck album on the  
car's CD player ... The folks clearly out of town ...

Well-scrubbed, white suburban children of plenty ... The only  
crew  
and  
they've ever run in is J. Crew... From the hedge, Kip, Tumbler  
Toby watch the kids ... With equal parts fascination, loathing,  
envy... And then, the kids go inside... Leaving "Carol"  
exposed...

**TOBY**

I got this one...

And before the others can respond, he moves for her. And she's open... Toby's in ... Butterfly popped - Gizmo in. The others start to get in when ONE OF THE KIDS comes out from the house. He stares at Toby, who freezes mid-boost ...

KIP (cont'd)  
(whispered hiss)  
Get her started, man -- !

And Toby does... And slams her in reverse. And they're off

**INT. WAREHOUSE -LONG BEACH HARBOR - NIGHT**

The group - - Memphis, Sway, Freb, Mirror Man, and The Sphinx - has returned... The final cars loaded onto the ship ... Memphis looks out into the night --

**MEMPHIS**

C'mon, Kip -

**EXT. RESIDENTIAL STREETS - "CAROL" - MOVING - NIGHT**

Toby drives them out, Kip shotgun, Tumbler in the back. But the suburbs are confusing. They can't find their way out.

**TOBY**

Which way's out, man -- ?

**TUMBLER**

Shit all looks the same here --

They drive. Only up ahead, blocking the street, LIGHTS blinding...

Are TWO SECURITY PATROL CARS - SECURITY COPS on the strong ... Guns drawn...

**KIP**

Shit ...

**TUMBLER**

Run it...

Toby looks to Kip...

**KIP**

No...

**TOBY**

What am I supposed to do?



dive  
the  
Toby pins the gas. Straight at the block... The security cops  
out of the way. Except for one standing tall and FIRING into  
windshield... Into Toby... The car swerves. Going off the road.  
Into a bank of mailboxes.

The security guards run for her... Kip, forehead bloodied,  
switches places with Toby, getting behind the wheel ... Punches  
the gas ... Getting them out of there ...

**INT. "CAROL" - MOVING - NIGHT**

fierce...  
Kip drives like a wild man ... Toby is bleeding something  
Shot in the chest...

**TOBY**

Jesus, Kip ... I'm shot, man ...

**KIP**

Just hold on... Hold on ...

**TUMBLER**

What are we gonna do -- ?

**KIP**

Hospital.

**TUMBLER**

We can't do that, dude --

Kip looks at Tumbler ... They both look at Toby...

**EXT. WAREHOUSE -LONG BEACH HARBOR - NIGHT**

exploding  
sees  
gather  
around...  
As the 'Vette comes screaming into the warehouse ... Kip  
out of it ... Getting into the back. Memphis goes to the car,  
Toby ... Front of his shirt covered in blood ... The others

**MIRROR MAN**

Jesus ...

Memphis climbs into the car ... Kip is holding Toby...

**KIP**

I didn't know... Should we take him to  
a hospital? I didn't know. I didn't.

Toby is clearly dying in Kip's arms...

**TOBY**

Kip. Kip. Kip. Tell me: what's  
gonna happen? What's gonna happen?

But Kip is lost ... Doesn't know what to say --

**MEMPHIS**

You're gonna be okay, Toby... You are ...  
We'll getcha fixed up...

**TOBY**

No ... No... No ... Tell me what's  
gonna happen? Kip? Tell me. What's  
gonna happen?

The brothers stare at the boy... Kip wipes his sweatstreaked  
face...

**TOBY (cont'd)**

What's gonna happen? I don't feel ...  
like ... this ... should.... happen ...  
right ... now. I...haven't... done ...  
shit... Tears running down his eyes...

**KIP**

Shhhhhh, shhhhh ...

Kip looks to his brother for help ...

**MEMPHIS**

Call 911 -

**MIRROR MAN**

Call 'em here -- ?

**MEMPHIS**

**DO IT! NOW -- !**

And Mirror Man scurries for the phone... Toby's breathing comes  
out in short staccato bursts ...

**TOBY**

Kip... Kip... Kip... It doesn't  
feel... It doesn't feel... It doesn't  
feel... good

He looks up at Kip. All of the light goes out of his eyes. And  
Toby is dead... Kip holds him for a beat ... Then passes him to

surprisingly emotional Tumbler ... Kip gets out of the car,  
runs for the opposite end of the warehouse ...

The others are stunned... Mirror Man hangs up the phone ...  
in Memphis gets out of the car ... He goes after Kip ... Finds him  
one of the containers ... Grabs him by the collars ...

**MEMPHIS**

What did I tell you? What? What did  
I tell you?

**KIP**

I don't know. What -- ?

And Kip looks at him... Tears fall from the younger boy's eyes  
... And Kip looks so lost ... So like a little kid...

**MEMPHIS**

Come here --

**KIP**

What?

**MEMPHIS**

Come here -

**KIP**

What?

**MEMPHIS**

Come here -

And Kip does ... He walks to Memphis ... And Memphis puts his  
arms around him... And that's it. The floodgates open. Kip begins to  
sob. Deep, painful, racking sobs. And then:

**KIP**

I've missed you, man ...

**MEMPHIS**

I know. I've missed you, too

And they hold each other ...

**KIP**

Toby...

**MEMPHIS**

I know ...

**KIP**

Toby...

And they stay in the embrace... And then Memphis unwraps Kip's arms from around him...

**MEMPHIS**

Stay here. Stay here a while. I'll be back ...

He  
all  
Kip nods, snuffles ... Memphis walks out of the container ...  
strides up to the others ... Glances at Toby's clipboard, with  
the cars crossed-out ... He goes to Sway...

**MEMPHIS** (cont'd)

Give me a ride -- ?

**SWAY**

Where to -- ?

**MEMPHIS**

Kip's not clear yet. We got one more to go --

And she nods ... And climbs into one of the Escorts... And off they go ... The others standing around the 'Vette and Toby's body...

ANGLE - THE CLIPBOARD. One car left. Eleanor.

As a SUPER on-screen reads: PART IV: DREAMS OF YOU

**EXT. INTERNATIONAL TOWERS - DAWN**

The sun just starting to take all the purple from the night ...

Detectives Castlebeck and Drycoff are parked across from the towers in their unmarked...

Sway pulls up a few blocks away ... Memphis has put on a fake moustache, wig, necktie ...

**SWAY**

You okay -- ?

**MEMPHIS**

Yeah ... You -- ?

She nods ... He looks at her ...

MEMPHIS (cont'd)

You should know: walking away from my mother, my brother, this town. Was hard. Walking away from you. Nearly killed me...

And she smiles sadly ...

**SWAY**

I know ...

She takes his hand ... Squeezes it ...

SWAY (cont'd)

Good luck...

Memphis, now in gray flannel suit, wig and moustache, steps out.

As he heads for the Tower garage...

**IN THE UNMARKED**

Drycoff is on the radio ... Binoculars up, on the Escort's license plate - 635 CKG ...

**DETECTIVE DRYCOFF**

(into radio)

One-Baker-11 ... 10-28-29...California  
6-3-5 Charles King George.

They wait ... Sway drives off ...

**RADIO (O.S.)**

One-Baker-11. 6-3-5 Charles King  
George. No want. Not on file...

**INT. INTERNATIONAL TOWERS GARAGE**

Memphis walks along the cars ... At last, he finds her -- Eleanor.

**EXT. INTERNATIONAL TOWERS - DAY**

Castlebeck and Drycoff ...

**DETECTIVE DRYCOFF**

Check it out --

He points ... The '67 Mustang appears at the top of the garage

ramp ... Brakes ... Waiting for the light ... Castlebeck  
squints...  
Raises the binocs ... Tough to tell.. Memphis drifts into the  
stream  
of traffic ...

DETECTIVE DRYCOFF (cont'd)  
What do you think -- ?

**DETECTIVE CASTLEBECK**  
Let's see what he's about --

Drycoff hits the lights and sirens ... Memphis sees the car  
behind  
him...

**MEMPHIS**  
Shit ...

And kicks it into gear...

**DETECTIVE DRYCOFF**  
Hey, now -- !

He pins it ... And THE RACE IS ON... In the biggest way  
possible.  
This is the grand-daddy of chase scenes here, so we won't take  
the  
easy way out. We'll actually script it ... Memphis races out  
onto  
the busy street, Drycoff on his ass.  
Drycoff pulls up alongside him... So they can see him. But the  
wig  
and moustache prevent them from recognizing Memphis ... Other  
cars  
suffer from the pursuit ... They go careening into parked cars,  
storefronts, Harvard Square ...

Memphis side-swipes Drycoff's car ... Memphis drives down the  
Memorial Drive OFF-RAMP, against traffic

**DETECTIVE CASTLEBECK**  
1 Baker 11, in pursuit following  
collision with suspect. Suspect  
is male, white, 40-45, six feet,  
175 pounds, gray hair, gray  
moustache, dark suit ... T.A.'s have  
occurred...

Memphis races her down an alleyway... And we HEAR, as we will  
throughout, the VOICE of the

**POLICE DISPATCH (O.S.)**

Switch to open channel 3. All units stand-by.

**POLICE DISPATCH (cont'd)**

1 Baker 11 in pursuit of a '67 Ford Mustang, license in the 6th column - 614 HSO. Repeat: 6-1-4 Harry Sam Ocean. Westbound on Memorial Drive, against traffic ...

Eleanor races past The Queen Mary ... crossing the bridge into Long Beach ... She flies down the street ... Memphis, removing his wig and moustache as he goes... Another POLICE CAR has joined Drycoff and Castlebeck...

**INT. KISS-108 RADIO STATION - DAY**

The jocular drive-time jock MATTY IN THE MORNING - is broadcasting in his studio ...

**MATTY IN THE MORNING**

We're getting reports that a big police chase has started right near our humble studios ... We'll keep you posted...

**EXT. ELEANOR - MOVING - MEMPHIS**

Has the radio on ... Hears Matty ... He serpentines his way through the tangle of alleys...

**POLICE DISPATCH (O.S.)**

All units. Stand-by to copy. 167 Mustang is silver in color. One occupant. California license 6-1-4 Henry Sam Ocean. Reason for pursuit is unknown.

Drycoff does his best to follow. Another CRUISER has joined up. Memphis is driving like Richard Petty...

**INT. LONG BEACH POLICE STATION - DAY**

Two dozen COPS sit in the muster room listening to the dispatch.

**POLICE DISPATCH (O.S.)**

... Suspect is headed southbound on Mount Vernon, at Cambridge Street --

The cops look at each other. Holy shit! And race for the exit.  
Because Mt. Vernon and Cambridge is the address of  
**THE LONG BEACH POLICE STATION**

And where there are literally 15 POLICE CARS parked out front...  
Memphis has just arrived...

**MEMPHIS**

Shit ...

to Watch the mad scramble as COPS dive into their units... And try  
get out of each other's way... Fenders crunch ... Cops curse.  
Memphis bootlegs - going reverse down the wrong way. Left on  
Cambridge ... Left onto City Hall Plaza --

**CITY HALL PLAZA**

SQUAD CARS is 10 ACRES OF BRICK in the heart of downtown ... And now it's  
like a demolition derby... As Drycoff/Castlebeck and some 4  
are chasing Memphis around the Plaza ...

Memphis A POLICE CHOPPER has arrived on the scene... Camera out.  
takes one more spin around the plaza, then sees a

he SHALLOW FLIGHT OF STAIRS by the back entrance to City.Hall. And  
takes them... CLUMP-KUMP-KA-DUMP-DUMP-DUMP

And now he's on some of the narrowest streets in Long Beach. He  
flies through them... A mad mouse in a maze ... INT. KISS-108 -

**MATTY IN THE MORNING**

watches the chase on TV, via Copter-cam. Still broadcasting.

**MATTY IN THE MORNING**

Man, is this boy driving! You go,  
Boss Barracuda

**EXT. FREEWAY**

Memphis races along He's got 4 SQUAD CARS ON HIM

**POLICE DISPATCH (O.S.)**

Attention all units. Pursuit is now  
southbound on the 33 from the  
construction area on Kneeland



Street; all units in the area assist.  
Code 3.

He takes the Kneeland Street exit... And he's run out of road  
at

**A SHOPPING DISTRICT**

where vehicle traffic ends. Foot traffic only ... Here com the  
cops... Memphis spins the wheel ... And he drives onto PUBLIC  
PARK...

Across the grounds ... Past the dew-drenched flora and the  
paddle  
boats lolling on the lagoon ...

Only there are SQUAD CARS coming from this side too... And he's  
pinned. Police on the perimeters, He slows to a stop.

Cops jump out of their cars, guns drawn. Memphis in the center.

**POLICE DISPATCH (O.S.)**

All units. Pursuit has terminated at  
The Garden Park. Repeat --

And Castlebeck is on the BULLHORN:

**DETECTIVE CASTLEBECK**

(amplified)

You in the car. The area is  
surrounded. I want you out to step  
from the vehicle. Hands on your head.

Memphis considers his options ... He sees the FOOT BRIDGE over  
the  
lagoon ... Hears the radio ...

**MATTY IN THE MORNING (O.S.)**

Is our boy done? Has The  
Boss Barracuda been grounded -- ?

Memphis takes out his cell phone ... Dials...

**INT. KISS-108**

The COORDINATING PRODUCER comes into the booth ...

**PRODUCER**

Some guy's on the phone for you,  
Matty. Claims to be The Boss  
Barracuda ...

Matty scrambles for the phone --

**MATTY IN THE MORNING**

Hello -- ?

**INT. ELEANOR - PARK**

Memphis in the middle of the gauntlet ... On the phone ...

**MATTY IN THE MORNING (O.S.)**

Is this The Boss Barracuda -- ?

**MEMPHIS**

Yes, sir.

**MATTY IN THE MORNING (O.S.)**

How you doing, man -- ?

**MEMPHIS**

The truth is - my car here doesn't have a tape deck. You mind hooking me with up with some driving tunes ?

**MATTY IN THE MORNING (O.S.)**

You got it, brother.

Memphis hangs up ... Hears:

**MATTY IN THE MORNING (O.S.)**

This one is going out to  
The Boss Barracuda. Catch him  
if you can --

And he plays Chuck Berry's "No Particular Place To Go" And Memphis smiles ...

**MEMPHIS**

Attaboy --

And punches the gas ... Going right at Castlebeck and the others  
... Smashing through the squad cars ... And ACROSS THE FOOT BRIDGE, over the swan boats ...

**POLICE DISPATCH (O.S.)**

All units. The pursuit is going  
again

Is it ever. Memphis drives out of the park.. And gets onto

**ANOTHER FREEWAY**

Ten lanes of gnarly superhighway ... He opens her up... Full

throttle ... The chopper above him ...

**INT. OTTO'S SALVAGE - DAY**

He The gang is watching on the TV... Freaking out ... ANGLE - KIP.  
slips out of the place. No one's noticed him go...

**EXT. FREEWAY - TOLL BOOTH**

ahead. Eleanor crashes the gate going 98, to borrow a phrase. But he' s driving too close to the shoulder, and he SMASHES INTO A LIGHT POLE -- ! The car does a 180 ... Landing with a horrible THUD ... And here come the cops ...

Memphis is wobbly... Looks like he's almost through. Thirty cop cars idle behind him...

**POLICE DISPATCH (O.S.)**

Attention: suspect has T.A.'d with light pole at the Carson Street offramp ... Pursuit has terminated... And Chuck Berry has come to an And Matty obliges with Golden Earring's "Radar Love" ... And this seems to rouse our boy... Because he gets her started again ...

**MEMPHIS**

Thanks, brother

Spins her around... And goes

**POLICE DISPATCH (O.S.)**

That is negative. Pursuit has not terminated. Repeat: not terminated.

**CASTLEBECK AND DRYCOFF**

climb back into their car ...

**DETECTIVE DRYCOFF**

Who is this friggin' guy -- ?

CLOSE ON - CASTLEBECK. Because he's got a sick feeling who.

**ELEANOR**

takes an exit ... And speeds on through the with everyone in pursuit ...

**POLICE DISPATCH (O.S.)**

Attention all units. Road block being

set up at the eastern terminus of the  
Long Beach Harbor Tunnel. Use caution.

**EXT. HARBOR TUNNEL EASTERN TERMINUS**

It's quite a road block. A DOZEN SQUAD CARS. A WOODEN BARRICADE  
... The whole shebang...

**EXT. TUNNEL - ELEANOR**

eating asphalt ... Coming to the tunnel's mouth ... To the road  
block ... Memphis pins her ... ZOONOM! Dead-on to the  
roadblock

... And, at the last moment, as the COPS dive out of the way --

Memphis bangs the gear shift into neutral -- And yanks the  
parking  
brake -- And the mustang spins on the straight --(and yes, this  
is  
exactly like our opening) Screeching spin ... It stops inches  
from  
the road block ...

Beat ... Thirty squad cars stop behind him ...

**POLICE DISPATCH (O.S.)**

All units. Pursuit has been  
terminated. Repeat: pursuit has  
been terminated at Harbor Tunnel  
Eastern Terminus --

Sure it has. Memphis' foot SLAMS ON Eleanor's pedal ...  
SMASHING  
THROUGH THE ROADBLOCK... Cars and cops flying ... And the  
Dispatch  
guy is getting pissed.

**POLICE DISPATCH (O.S.)**

Check that, all units. You guessed it.  
Pursuit has not been terminated. Jesus  
Christ, will you catch this guy?

**EXT. LONG BEACH BRIDGE**

A huge suspension bridge spanning the harbor ... Except that on  
the Long Beach side, there has been a terrible ACCIDENT ... An  
eleven-car PILE UP ...

**PARAMEDIC**

This is Rescue 2... We're at a scene of an  
11-car collision with multiple injuries,  
responded to Ladder truck Code 3 ...

We'll need back-up and The Jaws of Life...

Paramedics ... RAMP TRUCKS hauling away wrecked cars ... Fire engines ... Bloodied VICTIMS ...

**EXT. CITY STREETS - ELEANOR**

takes it on through the vast construction underway here ... And here's our money shot: Eleanor. On Route 33. COMING AT US ... Followed by, literally, 20 POLICE-CARS ... Could be just about the coolest fucking thing we've ever seen... But before we have time to gloat:

**POLICE DISPATCH (O.S.)**

All units. Suspect vehicle has left The Harbor Tunnel roadblock... State Police advises they have a multiple T.A. on the Long Beach Bridge... Accident is unrelated to Long Beach P.D. pursuit... Repeat unrelated to Long Beach P.D. pursuit. The area is closed except to emergency vehicles. Suspect is headed in that direction. Use caution in that area. Repeat: use caution in that area ...

**THE LONG BEACH BRIDGE**

Southbound traffic on the bridge (into Long Beach) is at a stand-still because of the accident... The Northbound side of the bridge is EMPTY... Northbound traffic stopped at the accident ...

Memphis comes to a stop 100 feet before the accident ... There is no way past it, onto the bridge ... All the cops behind him come to a screeching halt. He is truly trapped.

**DETECTIVE DRYCOFF**

is thrilled ...

**DETECTIVE DRYCOFF**

Gotcha now, dickhead --

But Castlebeck's not so sure ... He sees a possible play... So does

**MEMPHIS**

Heavy sigh... He shuts off the radio ... And there's a strange SILENCE... As everyone waits ... Watches ...

**QUICK CUTS TO --**

-- Matty In The Morning -- The gang at Otto's -- The Carpenter in his wood shop -- Helen Raines, in front of her TV -- The chopper cops -- Paramedics, cops, injured motorists, fire men -- Castlebeck and Drycoff... BACK TO

**MEMPHIS RAINES AND ELEANOR...**

Another few beats of silence ... Everyone watching ... He punches the gas... Ripping down to the accident site... Heading straight for it ... And we fear he aims to smash the site, maybe further injure the accident victims -

Not our Memphis ... He's heading straight for

**THE RAMP TRUCK**

parked ass-end toward Long Beach ... Ramp down ... Memphis rockets Eleanor at the ramp truck's ramp... Straight on ... And the ramp LAUNCHES ELEANOR in glorious super-sexy-bloodpumping SLO-MO OVER THE ACCIDENT SITE some thirty feet in the air ... Evel-style ...

**DETECTIVE DRYCOFF**

You gotta be fucking kidding me --

Where she lands in a crippling thud... Onto the EMPTY side of the Long Beach Bridge... Cheers from the gang at Otto's ... The gang at KISS-108 ... Memphis pulls her to a stop... Looks back at the scene ...

Castlebeck squints ... Trying to see if it's his boy... Memphis switches the radio back on ... Matty has obliged... Wilson Pickett's "Mustang Sallyo ... And Memphis drives over the bridge,

the only car going northbound... Memphis rides, daddy, rides  
...

**INT. WOODBURN CONSTRUCTION - FRONT OFFICES - DAY**

A half-dozen Calitri SOLDIERS are here, answering phones,  
playing  
cards.

**INT. WOODBURN CONSTRUCTION - WORKSHOP**

The sliding door is open. The CASKET for Kip rests to the side  
...  
Calitri uses a router to make a rabbet along the bottom frame  
of a  
plywood gossip bench. He senses something and turns to

**THE LOADING DOCK - MEMPHIS**

has driven up in the smashed-to-shit Eleanor ... He climbs up,  
entering the workshop... Calitri glances to the wallclock: 7:55  
**AM...**

**CALITRI**

Well, well. You've caused quite a ruckus ...

**MEMPHIS**

This is number 50. We did it. It's  
over Where's the money ?

**CALITRI**

Right there -

He gestures to a Haliburton case ... Memphis opens it ...  
There's  
a lot of cash inside...

**CALITRI (cont'd)**

200 K. Just like we said ...

**MEMPHIS**

You should never have gotten my brother and  
his friends involved ...

**CALITRI**

But I had to. It was the only way to  
get to you --

Memphis looks at him... Calitri smiles ...

**MEMPHIS**

Well, now, he's clear. And you'll stay away

from him...

**CALITRI**

I don't know about that, Randall.  
He did such a good job on this paper.  
And another one just came in ...

Calitri goes to the FAX machine... Tears off the sheet..

CALITRI (cont'd)

It's an easier take. 30 cars. Two  
weeks. Most of them SUVs. Going to  
Russia. Think Kip'll be interested?

**MEMPHIS**

You don't want to even sniff at that --

Calitri grins. But then his smile goes south, as he sees, for  
the first time -- ELEANOR -- parked out on the loading dock. And  
she is smashed-to-shit.

**CALITRI**

Well, that certainly won't do.

**MEMPHIS**

What do you mean -- ?

**CALITRI**

Look at it. I can't very well make  
delivery of that thing ...

**MEMPHIS**

You got no choice. It's over.

**CALITRI**

Fifty cars. Fifty cars by 8 AM  
Friday. Or Kip goes in that box.  
That was the deal ... Goddamn, it ...  
That was the deal ...

Memphis is by a TABLE SAW... He flicks it on. The electric  
MOTOR rumbles, so as to obfuscate, any noise in here ...

CALITRI (cont'd)

What are you doing -- ?

**MEMPHIS**

Tell you what I'm not doing: I'm not  
gonna let you get into my Kool Aid...



And Memphis is on him... They go rolling about in grunts and groans - eddies of sawdust swirling - the NOISE of the table  
saw  
drowning out the sounds of combat ...

Calitri is on top, grabbing an AWL from the floor, bringing the lethal point down to Memphis' face... Memphis holds Calitri's wrist, straining, the point inches from his eye

ANGLE - FLOOR SOCKET - right above Memphis' head. With a last gasp, Memphis misdirects the awl so it STABS THE FLOOR SOCKET -  
a  
small CLAP OF VOLTAGE shaking through their bodies, as they  
sprawl  
akimbo ...

Both men are momentarily paralyzed as the electricity sorts  
itself  
out inside of them... Calitri is up; and he's found the gun ...

He crawls over to Memphis, climbing on him, sitting down hard  
on  
the younger man's chest ... But then Memphis grabs him by the  
hair  
and tosses Calitri off him ... Memphis POUNDS Calitri's head  
into  
the floor ...

Once, twice. Three times. Calitri is out ... Memphis gets to  
his  
feet, nose bloody. He catches his breath. Only the door opens  
...  
And Atley is there ...

**ATLEY JACKSON**

Jesus, man ... What'd you do?

**MEMPHIS**

My version of "take this job and shove it..."

**ATLEY JACKSON**

Are you crazy? You throw down with The Carpenter? You got a grudge against your life?

But before Memphis can respond, there are APPROACHING ENGINE  
SOUNDS from up the alleyway -- as A PANEL VAN arrives. Memphis  
and

Atley look at the wall-clock. 8:05. A glance to the unconscious Calitri ...

ATLEY JACKSON (cont'd)

Now you done it. And with you  
gone - who'll save Kip the next  
time ... ?

**MEMPHIS**

This is all about there not being  
a next time, Atley --

Digger And the two men hold the look... And the van doors slam, as  
the and Butz, Calitri's grave-diggers, get out ... Atley goes to  
the unconscious Calitri ... And he picks him up, straining under  
the dead weight ... Dragging the don over to

THE OPEN CASKET - One final burst of strength and Atley drops  
Calitri into the casket... Slamming the swell top lid of the  
and coffin. He turns to look at the shocked Memphis -- As Digger  
Butz are there -

**ATLEY JACKSON**

Hello, boys -- !

**DIGGER**

Hey! What happened? Did they make it

**ATLEY JACKSON**

They did not. A tragedy.

**DIGGER**

Mr. C. around?

**ATLEY JACKSON**

He's napping. He said to take it away...

the Atley gestures to the coffin. And they pick it up, move it to  
van...

**DIGGER**

That'll do ya. Tell Mr. C. we was by.

**MEMPHIS**

Absolutely.

And they are gone ... And Atley turns to Memphis

**ATLEY JACKSON**

Ding Dong The Witch Is Dead, right?

**MEMPHIS**

Point-five ...

And he holds out his hand ... And they shake ...

**ATLEY JACKSON**

Get outta here, Memphis --

And Memphis does ... Nods to Atley...

**MEMPHIS**

Thank you...

Atley nods ... Memphis walks out to the loading dock... Atley watches him go ...

**ATLEY JACKSON**

Hoo-boy.

**EXT. CALITRI'S WORKSHOP - LOADING DOCK**

Memphis walks to the battered Eleanor ... As Pearl Jam's "Rearviewmirror" crunches and a CAR comes motoring up to him.

It's  
on

ANOTHER 167 SHELBY. ANOTHER ELEANOR, a "For Sale" sign pasted  
the back window. It's being driven by Kip...

**MEMPHIS**

What are you doing here?

**KIP**

I saw her get smashed-up on the TV.  
Knew there was no way he was gonna  
accept her ...

**MEMPHIS**

Where'd you find this one?

**KIP**

Ya gotta keep tabs on your "Eleanors",  
Memphis. Cos you never know when  
you're gonna need one --

**MEMPHIS**

You boost her -- ?

**KIP**

Hell, yeah. She's not my unicorn.

**MEMPHIS**

Move over ...

Kip does. Memphis gets behind the wheel. Drives...

**EXT. LONG BEACH BOULEVARD - DAY**

Memphis drives... Kip beside him...

**MEMPHIS**

You okay -- ?

**KIP**

I dunno ... I keep thinking about  
him.

Memphis nods. But then FLASHING LIGHTS behind them ... An  
UNMARKED

with Code 3 capabilities - lights & sirens ... Memphis  
considers

... He could make another run ... But the looks at Kip...  
Enough

is enough ... He pulls over ...

**KIP (cont'd)**

What are you doing? You can outrun  
him...

**MEMPHIS**

It's over. The dumb shit is over ...

The unmarked pulls up behind him... The cop comes over ... It  
is,  
of course, Detective Castlebeck.

**DETECTIVE CASTLEBECK**

I know you.

**MEMPHIS**

You know my back.

Castlebeck opens his coat... Showing stuffed holster ...

**DETECTIVE CASTLEBECK**

It's finished, Randall. Get out of  
the car... You, too, kid...

Memphis starts to get out. When Castleback's RADIO crackles.

**RADIO (O.S.)**

We have suspect vehicle matching description  
at the Woodburn Scrap and Metal ... Repeat:

the suspect vehicle has just been  
apprehended at the Woodburn Scrap and Metal,  
190 Street and Campanza ...

Castlebeck frowns, goes to his radio. Memphis looks at Kip.

**KIP**

I reported it ...

Memphis is impressed...

**MEMPHIS**

Not bad

ANGLE - CASTLEBECK at his car, on the radio ...

**DETECTIVE CASTLEBECK**

Dispatch, what's the license on  
the suspect vehicle... ?

**RADIO (O.S.)**

License is California 6-1-4 HSO. Repeat:  
California. 6-1-4 Henry Sam Ocean.

And Castlebeck looks at the license on this Eleanor... A vanity  
plate that says - MY 67 ...

**DETECTIVE CASTLEBECK**

**10-4.**

And he goes back over to Memphis ...

**DETECTIVE CASTLEBECK (cont'd)**

Looks like we live to fight another  
round. You're free to go ...

Memphis can barely believe it. Castlebeck leans down, to Kip:

**DETECTIVE CASTLEBECK (cont'd)**

Your brother's a clever man and a  
talented thief, Kipling. But as role  
models go, you should observe the man,  
not the thief ...

**KIP**

Yes, sir ...

Castlebeck sighs...

**MEMPHIS**

Don't look so glum, Detective. It's a  
beautiful day, the birds are singing,

and there's a container ship on  
Pier 14, that's guaranteed to bring you glee ...

Castlebeck nods ...

**DETECTIVE CASTLEBECK**

I want you gone, Randall. Settle your  
affairs. Make it right with those you  
love. Hell, take 'em with you. But I  
want you out of here. Out of here for  
good this time ...

**MEMPHIS**

Consider me gone, Detective --

**DETECTIVE CASTLEBECK**

I'll catch you later, Randall --

**MEMPHIS**

Double-meaning intended --

**DETECTIVE CASTLEBECK**

You betcha --

And Memphis races off ...

**EXT. OTTO'S SALVAGE - DAY**

Otto, The Sphinx, Tumbler, Freb and Mirror Man are sipping  
coffee  
and eating donuts ... They are exhausted... Memphis and Kip  
pull  
up in Eleanor... He hands Otto the briefcase. Otto opens it...  
All  
that cash...

**MEMPHIS**

Split it up. Any word on Donny?

**OTTO**

He's gonna be okay. Could do a bit.

**MEMPHIS**

What happened to Sway?

**OTTO**

She left...

He nods ... The boys are huddled together...

**MIRROR MAN**

Poor Toby, man...

A few beats of silence as they remember; then shockingly:

**THE SPHINX**

If his premature demise has, in some way,  
enlightened the rest of you as to the  
grim finish below the glossy veneer of  
criminal life, and inspired you to change  
your ways, then his death carries with it  
an inherent nobility. And a supreme  
glory. We should all be so fortunate.  
You can say 'Poor Toby.' I say: "Poor us.."

They all stare at him, stunned...

**FREB**

You spoke

The Sphinx shrugs...

**TUMBLER**

Say something else, man

But The Sphinx lapses back into his silence ... Nibbles a donut  
... Sips coffee ... Memphis smiles ... He takes a stack of  
bills  
from the briefcase... To Kip:

**MEMPHIS**

You remember where you got this  
Eleanor -- ?

**KIP**

Sure, man --

**MEMPHIS**

She's for sale. They're asking forty thousand.  
Give 'em sixty ...

And he hands Kip the cash ...

**KIP**

You want me to buy her?

**MEMPHIS**

Shocking, huh? We're clear now. It's done.  
I've never actually paid for a car. I want  
to see what it feels like

Kip nods ... Memphis looks at a grinning Otto ...

**OTTO**

Dinosaurs. All of us. The Ice Age is now...

**MEMPHIS**

I'll see you soon --

**KIP**

Where you off to -- ?

**MEMPHIS**

Thought I'd go for a ride -

He smiles. The others do, too. Memphis heads for Eleanor.

**KIP**

Hey, Memphis -- ?

Memphis turns back...

**KIP (cont'd)**

I'll see you, right?

Memphis nods ...

**MEMPHIS**

You'll see me ...

And we PRE-LAP Sammy John's "Chevy Van" and CUT TO:

**INT. BACCHIOCHI'S FOREIGN MOTORS - DAY**

down Sway, underneath a Daytona... We only see her from the waist

... Hands on her waist ... Pulls her gently out. Memphis. He brings her to her feet ...

**SWAY**

What are you doing... ?

**MEMPHIS**

Seeing if you wanted to go for a ride?

from And he uses a rag to tenderly wipe a small black smear of oil  
her cheek...

**SWAY**

I can't. I got a back load of repairs  
and one of the mechanics called in  
sick and I haven't slept and--

(stops short; sees the new Eleanor  
outside)



Where to -- ?

**MEMPHIS**

I dunno. I know a place.

She looks at him... Long and hard...

**SWAY**

This time it's for real?

**MEMPHIS**

Oh, yeah. For real, point-five.

**EXT. BACCHIOCHI'S - DAY**

And Memphis opens the passenger door for her ... And she gets in... And she smiles ... And Memphis climbs behind the wheel.

He

neutral-drops Eleanor, chirping off ...

**EXT. CONTAINER SHIP - LONG BEACH HARBOR - DAY**

As two TUGS guide the giant freighter away from the docks ...

All

those containers ... Filled with cars ... But here comes a

COAST

GUARD CUTTER ... Churning for the ship ...

Detectives Castlebeck and Drycoff on the deck ... Stopping this one cold...

**EXT. LANDFILL - RHODE ISLAND - DAY**

A vast expanse of trash and garbage and layers of earth.

Deserted,

except for THE PANEL VAN parked dead center. Digger and Butz

slide

the casket from the van, parked before an ALREADY DUG GRAVE.

As they move the casket, a KNOCKING from inside. A POUNDING.

And

muffled CRIES. Digger and Butz exchange a horrified glance...

They

stare at the casket, spooked.

**BUTZ**

Do you believe this?

**DIGGER**

What should we do?

**BUTZ**

We gotta do what we gotta do --

**DIGGER**

Shit. I hate the screamers, man. Why can't he finish the freakin' job?

**BUTZ**

Forget about it. Occupational hazard, Digger. C'mon...

And just as we think they're sure to open it -- they **DROP THE CASKET INTO THE HOLE -- !**

And begin to dump shovelfuls of earth upon it; its unseen occupant thumping and pounding and yelling -- And soon the casket is covered in dirt. Gone.

And we PRE-LAP The Turtles' pop gem "Eleanor" ("You got a thing about you/I just can't live without you/I really want you/ Eleanor near me...") CUT TO:

**EXT. THE 405 FREEWAY NORTH - ELEANOR - MOVING - DAY**

Memphis driving. Sway riding shotgun. Long Beach at their backs ... Memphis looks quite enthralled behind the wheel... He loves driving this car. Sway watches him. He feels it --

**MEMPHIS**

What -- ?

**SWAY**

Nothing. Just that if I was less secure, I might think you were more into Eleanor than you are me...

**MEMPHIS**

She does have one thing you don't.

**SWAY**

What's that?

**MEMPHIS**

Bench seats.

And he grins ... Pats the seat beside him... And Sway slides close... He throws his arm around her ...

And off they go ... As The Turtles' ("Eleanor/Gee, I think you're swell/And you really do me well/You're my pride and joy, etc.") SING ON... And we hear:

**MEMPHIS (O.S.)**

You like bingo -- ?

line And Eleanor drives away from us ... Into the searing horizon

... Becoming just another single, yellow dot in the pointillist  
pattern that is the American road.

**THE END**