

OCEAN'S ELEVEN

Screenplay by
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FOR EDUCATIONAL
PURPOSES ONLY

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For Frank Sinatra

FADE IN:

EXT. LAS VEGAS STRIP - ABOVE - LATE AFTERNOON

We GLIDE ABOVE the glittering electric canyon. We are with a luxury helicopter as it skims over the vast eye candy.

We SLIDE ALONG the sleek craft, UP TO a window: Inside the luxury helicopter, a MAN is playing solitaire. We see only his hands.

INT. LUXURY HELICOPTER - CLOSE ON JACK DANIELS -
CONTINUOUS ACTION

Rocks glass, four ice cubes, placed next to the cards.

MAN

Thanks.

The Man picks up a silver Zippo which is inscribed "101st AIRBORNE." He lights a cigarette and we REVEAL his face: handsome, cool, confident. He plays his last card and wins. He always wins. He is DANNY OCEAN.

Danny shuffles a new game. Looks down at the New York, New York skyline. Smiles to himself.

EXT. NEW YORK, NEW YORK CASINO - ROLLERCOASTER -
CONTINUOUS ACTION

The chopper flies overhead as the rollercoaster ROARS INTO VIEW. We CATCH the face of one screaming man: bald, 70s. He is MANNY LOWSKY and he looks a lot like Don Rickles.

The KID in the front seat loses his soda and it flies back all over Lowsky, who looks horrified --

INT. NEW YORK, NEW YORK - LITTLE LATER

Lowsky's horrified face is immortalized on the video screens that capture souvenir photos for tourists. Lowsky himself walks by, accompanied by MUSHY O'CONNER, 20s, a Southern boy who's having a ball.

LOWSKY

(brushing his stained
suit)

Why the hell would anybody put a
rollercoaster in a casino?

(CONTINUED)

CONTINUED:

MUSHY

Somethin' for the kiddies while
daddy's bettin' the farm.

LOWSKY

Vegas is no place for kids or
farmers.

They walk out, past the people laughing at Lowsky's face.

EXT. STRIP - LATE AFTERNOON

Lowsky and Mushy make their way through the crowds of
tourists.

LOWSKY

Look at these people. They used
to dress to come here. This isn't
summer camp.

A sleazy street guy hands them an X-rated ad for escort
girls.

LOWSKY

What the hell is this?
(ripping it in
the guy's face)
There are kids out here, for God's
sake!

(as Mushy pulls
him away)

In my day we kept the hookers
where they belonged -- in the
lounge.

Mushy sees a sign on a bus: "TYSON-HOLYFIELD III.
COMING SOON!"

MUSHY

Hot damn, look at that! I can't
believe I'm gonna be on the same
card as Tyson-Holyfield. Do we
know who I'm supposed to fight
yet?

LOWSKY

(evasive)
... Ah, we're working on it, kid.

MUSHY

I sure appreciate you gettin' me
this bout, Mr. Lowsky.

(CONTINUED)

CONTINUED:

LOWSKY

Well, you can thank your friend
Danny Ocean for that...

(checks his watch)

If he ever calls. I've been
waiting all day.

MUSHY

Don't worry, if Danny said he'll
call, he'll call.

EXT. HELICOPTER - SUNSET

The chopper approaches the helipad atop the Versailles
Hotel, the newest, biggest, glitziest hotel in Vegas.
The chopper flies over the huge sign atop the hotel:
"TYSON-HOLYFIELD III! EYE-FOR-AN-EYE AT THE VERSAILLES!
COMING SOON!"

INT. VERSAILLES - THEATER ENTRANCE - LATE AFTERNOON

We MOVE TOWARD a large photograph of SAM HARMON, a
handsome entertainer, black, 30s.

We MOVE PAST the sign, INTO the packed theater. Sam is
onstage, performing a song. Sam is cool. Hip but not
trendy. Classic. He's got a hot band and knockout
backup singers. Several women in the front hang on his
every move.

The crowd goes nuts as Sam finishes. Sam kisses the
women in front as the band plays him off.

SAM

Thank you! I love you all...

(selects one woman)

Especially you... Good night!

We FOLLOW Sam backstage. A pretty young female assistant
is there with a drink and a towel.

SAM

Thanks, baby.

Sam walks through the wings, toweling off. He passes a
line of half-naked SHOWGIRLS hurrying off the stage next
to his.

BLONDE SHOWGIRL

(flirting)

Hiii, Sam.

(CONTINUED)

CONTINUED:

SAM
Alison, how you doing.

REDHEAD SHOWGIRL
Sam! Unzip me...

SAM
(unzips her top)
I love my job.

Sam passes double doors marked AUTHORIZED PERSONNEL ONLY.
A caged white tiger is rolled out by JILL, a pretty young
magician's assistant.

SAM
Jill, baby, how's tricks?

JILL
How come you haven't called me?

SAM
Ah, well, I been busy...

Sam walks around the cage. The TIGER ROARS and claws
Sam's Gucci suit.

SAM
Hey! Now, look at that --
(holds out a snagged
sleeve)
When are you gonna clip this
raggedy-assed cat?

JILL
I told you to watch out for him.
He was abused by African poachers
as a cub, so he's afraid of black
people..

SAM
A straight-out racist white tiger.
(to the tiger)
You better watch out for me.

The TIGER GROWLS as Sam moves on.

STAGE MANAGER
(yells down from
a catwalk)
Hey, Sam! You know a guy named
Ocean?

Sam stops. We MOVE IN ON his face.

(CONTINUED)

CONTINUED:

SAM

... Danny Ocean? Yeah, he saved my life once.

STAGE MANAGER

Well, he just landed on the roof. He's looking for you.

SAM

Thanks, Pete.

INT. LUXOR HOTEL - DUSK

Mushy and Lowsky get on the boat tour. An attractive HOSTESS stops them.

HOSTESS

Excuse me, sir, you can't take your drink with you.

She holds out her hand. Lowsky smiles, winks at Mushy.

LOWSKY

Tell you what, sweetheart. You can have this one if you'll let me buy you one when you get off tonight.

HOSTESS

That's against hotel policy, sir. And there's no smoking in here, either.

She snatches his cigar and walks away curtly.

LOWSKY

How about if I go back to my room and play with myself? Anybody got a policy against that?

Mushy pulls Lowsky away, to a seat on the boat tour.

LOWSKY

I had nuns in grammar school less uptight.

MUSHY

Gal's just doing her job.

LOWSKY

Ah, they're ruining this town.
(MORE)

(CONTINUED)

CONTINUED:

LOWSKY (CONT'D)

Vegas used to be a playground for grownups. Now it's just a playground.

MUSHY

Danny said you used to be big around here.

LOWSKY

Used to.

(roguish smile)

But they haven't heard the last of Manny Lowsky. Once this deal with Ocean gets off the ground...

MUSHY

You mean the fight?

LOWSKY

Huh?... Ah, sure, kid. The fight.

EXT. VERSAILLES HELIPAD - SUNSET

Sam emerges from a rooftop door. The chopper door opens and Danny steps from the IDLING craft, drink in hand, the breeze from the rotor ruffling his hair. He gives Sam a casual two-fingered salute. Sam returns it.

SAM

Danny!

Sam hugs him. Danny responds without spilling a drop.

DANNY

Good to see you, Sam. I brought somebody who wants to say hello.

JIMMY FOSTER, 30s, appears in the chopper doorway, drink in hand. Jimmy is well-dressed, has the look of money.

SAM

Jimmy!

They grip hands in a special handshake, and pound each other on the back. Jimmy hands Sam a drink and they all toast.

DANNY

Here's to Airborne.

JIMMY

First in flight!

(CONTINUED)

CONTINUED:

SAM

First to fight!

JIMMY

First let's find the girls tonight.

SAM

Speaking of which, I got some friends who'd just love to meet you guys...

DANNY

We'll get to that. Step into my office.

Sam climbs aboard.

INT. LUXURY HELICOPTER - CONTINUOUS ACTION

SAM

Turnaround, let's fly.

TURNAROUND, 30, works the stick, wearing a bullet-ridden cowboy hat.

TURNAROUND

Yessir. Howdy, Sam!

SAM

Turnaround! You look just like the last time I saw you.

TURNAROUND

Yeah, except nobody's shootin' at us this time.

SAM

That's the way I like it.

(looking around)

Some ride, Danny. You must be in the chips.

DANNY

It's a special occasion. I'm getting the squad together for a reunion. Everybody's coming to see Mushy fight.

SAM

Well, what the hell are we doing sitting around?!

(MORE)

(CONTINUED)

CONTINUED:

SAM (CONT'D)

We gotta get a band, we gotta get
booze, people gotta lock up their
daughters --

DANNY

That's gonna have to wait.

SAM

Alright, what's going on? What's
this about?

DANNY

A mission.

SAM

A mission.

JIMMY

Just like the old days, Sam.

SAM

What's the objective?

DANNY

You're flying over it.

Sam looks down at the Versailles. Danny picks up a
phone.

EXT. TOP OF STRATOSPHERE - DUSK

Lowsky and Mushy ride the needle atop the 1100-ft.
Stratosphere. Lowsky looks ill as they are violently
shot into the air.

MUSHY

Whoo! Man, isn't this great?!

LOWSKY

Oh, sure... Say, if you find a
gall bladder, it's mine.

Lowsky's CELL PHONE RINGS. He fumbles it out of his
pocket as the ride jerks him up and down.

LOWSKY

Hello?... Hello?

(over CHOPPER
noise)

Ocean! Is that you...? I can't
hear you, some clown in a
helicopter is --

(CONTINUED)

CONTINUED:

Lowsky looks up at the chopper and sees Danny salute him from his window.

LOWSKY

Ocean! Get down from there --

DANNY (V.O.)

(phone)

Can't, we gotta catch a plane to Seattle. See you later, Manny.

LOWSKY

Wait! Danny!

Lowsky drops his phone. It falls all the way down.

EXT. SEA-TAC AIRPORT - NIGHT

A jet's wheels touch down on the rain-washed runway.

EXT. BEDROOM COMMUNITY (SEATTLE) - DAY

A cab pulls through the gates of a large, upper-middle-class home. Jimmy and Danny run to the front door through the rain. The door opens. It's ANIMAL, 30s. Animal was big and tough once. Now he's just big.

ANIMAL

Guys! Hey! Come in!

INT. ANIMAL'S HOME - CONTINUOUS ACTION

Danny and Jimmy enter the plush, high-tech home. Electronic schematics are all over the place.

ANIMAL

God, it's great to see you.

(calls out)

Drinks!

An automated bar shakes martinis.

DANNY

Nice place you got here, Animal.
Computer security business must be good.

ANIMAL

Oh man, couldn't be better. Pour!

(MORE)

(CONTINUED)

CONTINUED:

ANIMAL (CONT'D)

(as a robot arm
pours drinks)

I'm developing this new anti-virus system. It's gonna be huge. If I had the dough I'd start my own business. But what the hell, I got stock options. Here --

Animal hands out drinks. Danny raises his glass.

DANNY

To Airborne.

JIMMY

Airborne.

ANIMAL

First in flight! First to fight!

Uh... first... ah...

(faltering)

That's weird, I forgot the rest of it...

DANNY

Animal. Sit down.

Animal plops into a cushy auto-recliner. Danny goes to the big-screen TV, slides in a videotape.

DANNY

I want you to focus on this...

The VIDEO PLAYS greenish night-scope Gulf War footage: Exploding shells, anti-aircraft artillery -- an intense firefight.

ANIMAL

(somber)

Khafji. Where'd you get this?

DANNY

Army intel guy.

(as a radio

tower explodes)

There goes Saddam's communications. You wrote the software that guided that missile. We painted the target together, remember?

(as Animal nods)

Remember Target Nineteen?

(CONTINUED)

CONTINUED:

ANIMAL

Are you kidding? Ten million in
Swiss francs, bearer bonds...

JIMMY

Saddam's little nest egg.

DANNY

But before we could rescue that
cash we got pulled away on another
rescue...

A crashed F-16 burning on the ground. Soldiers run from
it, under heavy fire. The last soldier to jump into the
chopper is carrying the wounded F-16 pilot. Danny
freezes on the lean soldier carrying the pilot.

DANNY

Recognize that soldier?

ANIMAL

That's me.

DANNY

Carrying Lieutenant Mary McNeil,
who now has three kids and lives
in Chicago. As for the ten
million, all we could do was paint
the target. Tomahawk missile did
the rest.

Animal sighs wistfully as Target Nineteen explodes.

ANIMAL

Glory days.

DANNY

(clicks OFF TV)

We're here to recruit you for a
mission, Animal. In Vegas.

ANIMAL

What kind of mission?

DANNY

The kind of mission that makes ten
million look like bus fare.

ANIMAL

(gets the drift)

... Oh, man... you guys!

(MORE)

(CONTINUED)

CONTINUED:

ANIMAL (CONT'D)

(laughing in
astonishment)

You guys are too much! What kinda
crack are you smoking these days?

DANNY

You haven't heard the plan.

ANIMAL

(covers ears)

I don't want to hear it! Leave me
out of it. I got a wife, and...
and...

JIMMY

... Stock options.

DANNY

You're a warrior, Animal. Whether
you like it or not, you helped
outsmart one of the nastiest
armies in the world.

JIMMY

And now you're protecting Donkey
Kong from ten-year-old hackers.

ANIMAL

Hey, I'm making a living. I
wasn't born with a silver spoon in
my mouth like you, Jimmy.

JIMMY

No, in your case it was probably a
Twinkie.

Animal makes a move toward Jimmy, but Danny stops him.

DANNY

There's the animal under all that
code.

ANIMAL

Look, you guys aren't gonna goad
me into anything. I know we went
through a lot together, but I'm
sorry. You're gonna have to count
me out.

EXT. SEA-TAC RUNWAY - NIGHT

A JET SCREAMS OVER us as it takes off.

INT. JET - FIRST CLASS CABIN - NIGHT

Danny plays solitaire as Jimmy gets drunk.

JIMMY

What do you think, Sergeant? If Animal's out, what are our options?

DANNY

Don't have any .
(dials his phone)
Don't worry. He'll be there.

EXT. HOUSE (LOS ANGELES) - NIGHT

ROGER CORNEAL, late 20s, black, stands out on his lawn, looking at the house.

CORNEAL

Aw, baby, come on, let me in...

Corneal is pelted with personal belongings: a shoe, his CELL PHONE, which RINGS. He answers it, pleasantly.

CORNEAL

Roger Corneal.

DANNY (V.O.)

Rog, good to hear your voice again.

CORNEAL

(brightens)

... Danny?

DANNY (V.O.)

How's it going?

CORNEAL

Great! I was just...
(catching another shoe)
... catching up with my girlfriend. How about you?

INT. JET - FIRST CLASS CABIN - FOLLOWING

DANNY

Doing a little catching up myself. We're getting everybody together for a little summit, thought maybe you could look up Tony Bergdof and meet us in Vegas...

(MORE)

(CONTINUED)

CONTINUED:

DANNY (CONT'D)
(listening, troubled)
No kidding... That's too bad...
Yeah, okay. Call me when you get
there.
(hangs up)
Bergdof just got out of San
Quentin.

JIMMY
(stunned)
He what?

DANNY
He just made parole. Did three
years for selling police radios to
a burglary crew. Corneal's gonna
talk to him.

JIMMY
What's to talk about? That shoots
us down. Tony's not getting
involved if he's on parole, and we
can't do it without Tony.

DANNY
You're so negative. Nothing great
was ever achieved without
optimism.

JIMMY
Who said that?

DANNY
I just did.

EXT. PENINSULA MILITARY ACADEMY - DAY

Boys march in formation in the schoolyard.

TONY BERGDOF, 30s, paces, smoking a cigarette. Bergdof
looks like a man who's had real trouble. The door opens.
There, in uniform, is NICKY, 5, saluting. Bergdof hugs
him. MAJOR SHELBY, 50s, closes the door.

BERGDOF
How you doing, son?

NICKY
Fine, sir.

(CONTINUED)

CONTINUED:

BERGDOF

You don't have to call me sir.
(with sad surprise)
Boy, look at you... all grown up.
Here, I brought you something.

Bergdof gives him a present. Nicky opens it to find a remote-controlled airplane.

BERGDOF

Maybe I could take you out this weekend, we could fly it at the park...
(as Shelby shakes his head)
Well... maybe later we'll do that.

Bergdof desperately wants to connect, but he doesn't know where to start. It's awkward.

BERGDOF

How you doing in school?

MAJOR SHELBY

Nick scored second highest in the math tourney.

BERGDOF

Great. That's great.

MAJOR SHELBY

Nick, you don't want to be late for class.

BERGDOF

I'll come back and see you again, son.

Nicky salutes. Bergdof smiles.

BERGDOF

Like this...

Bergdof shows him the casual two-fingered salute. Nicky copies it crisply, then marches out. Bergdof watches him go.

EXT. PENINSULA MILITARY ACADEMY - DAY

Bergdof leaves. He cups his hand around his 101st Airborne Zippo to light up -- but an identical Zippo appears, already lit. Bergdof turns. Corneal lights his smoke.

(CONTINUED)

CONTINUED:

BERGDOF

... Roger Corneal.

They shake hands the way Jimmy and Sam did, pounding each other on the back. Bergdof actually smiles.

BERGDOF

What are you doing here?

CORNEAL

Alice told me you just got permission to see your boy. How is he?

BERGDOF

(somber)

Okay. Been a while.

CORNEAL

Well, I got something that'll cheer you up. Danny's throwing a reunion party in Vegas. The whole squad's coming to watch Mushy fight.

BERGDOF

Yeah?

CORNEAL

Yeah. And your presence is most definitely high priority. Danny's briefing everybody tomorrow at nineteen hundred.

Corneal holds out an airline ticket. Bergdof doesn't take it.

BERGDOF

Pretty serious for a reunion party.

CORNEAL

It is. Serious money.

BERGDOF

Sounds like something that could land me another stretch.

CORNEAL

I won't lie to you, there is that risk. But there's also one hell of a reward. Look, I know you got to watch your step now that you're on parole...

(CONTINUED)

CONTINUED:

BERGDOF

It's not that. You guys don't want my bad luck. If I came aboard you'd be screwed before you got started. Forget it, Rog.

CORNEAL

Why don't you come out to Vegas? Relax, hear Danny out. You look like you could use the sunshine.

BERGDOF

(watching the
marching boys)

I lost two years of his life. I'd do anything to get those years back.

CORNEAL

(nods, shakes his
hand)

I hear you, Tony. Listen, you keep in touch, alright? Let me know if you change your mind.

Bergdof watches Corneal go. He looks back at Nicky, and his face suddenly tightens in pain -- He puts a nitro pill under his tongue.

BERGDOF

Hey, Rog...

(hiding the pain
as Corneal turns)

This money you're talking about -- would my cut be big enough to send a kid to college?

CORNEAL

Big enough to buy a college.

Bergdof goes to Corneal, takes the ticket. Corneal smiles and they walk off together.

INT. VERSAILLES CASINO - NIGHT

We FLOAT ABOVE the casino, which is full of people taking chances. One of those people is Sam Harmon, who throws the dice.

CROUPIER

Seven!

(CONTINUED)

CONTINUED:

Aww, the disappointed crowd sighs. But none is more disappointed than Sam, as he watches the CROUPIER sweep up his \$100 chips.

SAM

I'll get you next time, Fred.

CROUPIER

Okay, Sam.

Sam walks up to the cage. The YOUNG CASHIER smiles.

YOUNG CASHIER

Hi, Sam.

SAM

Cindy, how you doing? I need a marker.

YOUNG CASHIER

... I'm sorry, Sam. I can't.

SAM

What, your boss put me on his bad boy list again? Let me talk to him...

YOUNG CASHIER

I'm afraid it came from upstairs this time.

Sam's cocky smile disappears. This is serious.

SAM

Upstairs.

(as she nods, feels bad)

Okay, Cindy. Catch you next time.

Sam turns, glances up at the black bubble over his head, in the ceiling -- the Eye in the Sky.

INT. VERSAILLES SECURITY COMMAND - EYE IN SKY -
CONTINUOUS ACTION

Sam is on TV. He's on several TVs, in fact. PULL BACK FROM Sam's image to reveal one hundred TV monitors in this extraordinary room. The monitors show every inch of the casino, and other parts of the hotel.

TECHNICIANS watch the monitors. Behind them, in a tall chair, the MAN WHO NEVER SMILES watches the techs. The man's eyes stare back into Sam's. Sam walks away, troubled.

(CONTINUED)

CONTINUED:

TECH #1
 Poor Sam.

TECH #2
 He'll be back.

TECH #1
 Yep. Soon as he gets his
 paycheck.

EXT. VERSAILLES BEACH - DAY

Danny, Jimmy and Mushy lie on massage tables in their private cabana, getting rubdowns by masseuses. Two YOUNG WOMEN check them out from the fake beach by the pool. They approach the cabana.

JIMMY
 (without looking)
 Bogeys, three o'clock.

DANNY
 (eyes closed)
 Got 'em.

YOUNG WOMAN
 (at the cabana
 entrance)
 Excuse me, my friend and I were
 just wondering if we could lay out
 in front of your cabana?

DANNY
 Sure.

YOUNG WOMAN
 Great!

The Young Women spread their towels out on the sand. They lay on their stomachs and unhook their straps and take their tops off.

DANNY
 Don't forget to turn over in ten
 minutes.

A BEEFY GUY, 30s, walks up, glaring.

BEEFY GUY
 Laurie! Put your top back on.

LAURIE (YOUNG WOMAN)
 Leave me alone.

(CONTINUED)

CONTINUED:

BEEFY GUY

That's it, we're going back up to the room --

He grabs her arm and jerks her hard.

LAURIE

Ow!

MUSHY

Hey! Don't do her like that.

BEEFY GUY

Mind your own goddamn business.

DANNY

I'm afraid you just made it our business. See, my friend here is from the South. He still believes in chivalry.

MUSHY

I can't stand to see a grown man hurt a woman.

BEEFY GUY

Yeah? Well, fuck off, Jethro.

He grabs the girl's arm. Danny stops Mushy from going after him.

DANNY

I got this.

Danny goes to the bar, puts three ice cubes in a bar towel, wraps up the towel, and carries it over to the Beefy Guy.

DANNY

Here, you're gonna need this.

BEEFY GUY

You trying to get your ass kicked?

DANNY

I read this magazine article once that said that guys who hurt women are sexually attracted to men, deep inside. Is that true?

The Beefy Guy takes a swing -- Danny deflects it and hits him in the nose with a clean, hard punch. The Guy's nose snaps and blood runs from it.

(CONTINUED)

CONTINUED:

BEEFY GUY
... son of a bitch!

DANNY
Take it easy... sit down.
(gives him
the ice)
Just hold it there. You okay?
(as the Guy nods)
So anyway, this article kinda made
sense. Think about that, next
time you get the urge.
(to the girl)
Take him inside.

The girls lead the Beefy Guy off.

JIMMY
There you go, scaring off all the
fish again.

Danny sees something. He smiles.

DANNY
Not all of 'em.

JIMMY
(looks up, smiles)
Hi, Angie.

ANGIE, 30s, is graceful and attractive, sentimental but
tough-minded. She smiles back at the guys.

ANGIE
Well, look at this -- my first day
in Vegas and I hit the jackpot.

Danny goes to her, they kiss affectionately.

ANGIE
Don't let me spoil the party.

DANNY
You are the party.
(signals a waiter)
Tom Collins for the lady.
(to Angie)
What brings you to town?

(CONTINUED)

CONTINUED:

ANGIE

The fight. And a little vacation.
(with a slight
edge)

I do get out once in a while, you
know.

JIMMY

(nudging Mushy)

That's our cue to leave... if
you'll excuse me, I owe Mother a
phone call and she's the kind who
keeps score.

ANGIE

How is your mother?

JIMMY

Still rich, thank God.

(kisses her)

Don't be such a stranger. C'mon,
Mush.

ANGIE

Bye, guys.

Jimmy and Mushy leave. Danny comes close to her.

DANNY

I just got an idea. Why don't we
have that drink up in my room. I
can show you some new strip poker
techniques I've been developing...

ANGIE

You've got to be the only man in
the world who'd proposition his
estranged wife that way.

DANNY

You know I don't like that word.

ANGIE

Which word, 'wife'?

DANNY

No, the other one.

ANGIE

I think 'estranged' is what you
call it when you haven't seen each
other for a year.

(CONTINUED)

CONTINUED:

DANNY

It's not the way I want it.

ANGIE

I know. I'm the one who walked out.

DANNY

Okay, I have another idea. I have some business to take care of, but when that's done I'm taking an extended vacation -- south of France, Italy, Greece. We could sail around the islands the rest of the summer.

ANGIE

And when summer's over?

DANNY

Maybe it never has to be.

ANGIE

Have to come home sometime. You remember that word, 'home'?

DANNY

Vaguely. I don't suppose it matters anymore that I still love you.

ANGIE

There's only one thing you really love, Danny, and that's the fall of a card. You can't live without the action. And I can't compete with that.

DANNY

You can't win if you don't play.

ANGIE

And you always win, that's your problem.

DANNY

There are worse problems.

ANGIE

I used to pray you'd lose just once, to bring you back to earth. Do you realize how awful that is?

(MORE)

(CONTINUED)

CONTINUED:

ANGIE (CONT'D)

Rooting for the man you love to lose? But you never did. So why should you change?

DANNY

I can't change the way I am.
Nobody can.

ANGIE

(after a moment)
I thought that was the point.
(kisses him
lightly)
I'll see you around.

She leaves. The waiter brings her drink; Danny waves it off with a ten spot.

INT. VERSAILLES BAR - DAY

Danny stands alone at the bar with a shot. Sam and Jimmy sit at a table nearby, watching a TV news piece on the destruction of the Blue Chip Hotel.

TV REPORTER (V.O.)

... one of the few remaining Vegas landmarks; fifties icon, celebrity playground and mob plaything, the Blue Chip Hotel is slated to be dynamited two days after Kid Dynamite Mike Tyson meets Evander Holyfield at the Versailles Hotel. And the man pressing the button: Steven Wynn, who is making way for his new project, a 2.5 billion dollar theme-park casino that will overshadow his last project, the already-legendary Versailles...

Danny watches as the Blue Chip is stripped of its valuables before it is destroyed.

TV REPORTER (V.O.)

... Before the blast, workers will cart off crap tables, furniture, fixtures and anything valuable, including the famous neon sign atop the old hotel...

Mushy enters, stops at Sam and Jimmy's table.

(CONTINUED)

CONTINUED:

MUSHY

Hey. What's with Danny?

SAM

Angie.

Mushy looks worried.

JIMMY

He'll snap back.

SAM

He always does.

They look at Danny, alone at the bar, nursing the shot.

MUSHY

Makes you think maybe marriage
isn't for everybody.

JIMMY

I know it's not for me.

MUSHY

Yeah?

JIMMY

It would interfere with my dating.

Danny drops the shot, returns to the table.

DANNY

Saddle up.

They fall in behind Danny and walk out.

EXT. LOWSKY'S HOUSE - DAY

A '60s modern mansion on the outskirts of Vegas. A
Lincoln pulls up. Danny and the others get out.

INT. LOWSKY'S DEN - CONTINUOUS ACTION

A large room, full of mementos: photos with gangsters,
an old slot machine, and a panoramic view of Vegas beyond
a wall of glass.

Corneal, Turnaround, Bergdof, and VINCE MASSLER, 50s, are
inside, putting golf balls around a fake practice green.
Danny and the others enter.

(CONTINUED)

CONTINUED:

SAM

Hey, hey!

Greetings all around. Danny goes to Vince, a grizzled vet.

DANNY

Vince, glad you could make it.

VINCE

I figured you'd need at least one old guy around.

Lowsky is at his bar, watching TV reportage of the Blue Chip.

LOWSKY

Look at this. They just can't wait to blow it to hell. Well, I can't wait to show those Wall Street punks a thing or two. Just wait till we're through with 'em, Danny...

Animal appears at the door. He smiles when he sees all the guys.

ANIMAL

Well I'll be damned.

Accompanying Animal is BENNY VELASQUEZ, 30s, a nervous, jumpy-looking guy. He yells when he sees the group.

VELASQUEZ

Holy God!

They are greeted with drinks and handshakes. Animal walks up to Jimmy.

ANIMAL

I'm only here until one of you jerks starts talking about Twinkies. Then I'm stomping his ass, and then I'm gone.

Lowsky cuts a cigar. Velasquez quickly flicks his Airborne Zippo -- a huge FLAME ROARS out --

LOWSKY

-- Jesus!

VELASQUEZ

Ah, sorry... Had it on 'torch.'

(CONTINUED)

CONTINUED:

LOWSKY

Who is this guy?

DANNY

Manny Lowsky, meet Benny Velasquez. Explosives expert.

Velasquez extends a shaking hand.

LOWSKY

What's wrong with him?

VELASQUEZ

Ah, nothing, I just, ah, get a little nervous when I haven't worked for awhile. Heh. Yeah...

Velasquez toys with the golf clubs, knocking them over.

LOWSKY

God help us.

SETH YATES, 20s, enters. Seth is a serious fellow with long hair and sharp eyes that don't miss a thing.

DANNY

Seth!

Danny goes to him. Seth flips quick sign language, and the group responds in kind.

JIMMY

(signing back)

'Where are the women?' That's what I want to know.

LOWSKY

(pulling Danny aside)

Danny, uh, I'm all for hiring the handicapped, but we can't take chances here.

DANNY

Seth picked up a live grenade and dropped it into a burning tank. He saved half the squad and got his eardrums blown out for it. He's the bravest man in this room. We don't work without him.

Seth signs Danny from across the room.

(CONTINUED)

CONTINUED:

LOWSKY

What's he saying now?

DANNY

(reading Seth)

'Who's the bald asshole?'

JIMMY

Alright, Sergeant, everybody's here.

DANNY

Okay, listen up...

The room quiets. Lowsky sits behind his huge desk.

DANNY

First, I want to welcome the whole team to Las Vegas for our little summit and Mushy's comeback bout. For security reasons, that's all most of you know, and now it's time to tell you the rest.

(nods at Lowsky's desk)

Police that desk.

Instantly, the men clear Lowsky's desk.

LOWSKY

Hey -- !

DANNY

Make a hole.

The men pick up Lowsky and move him, chair and all.

LOWSKY

Easy, I got a bad back...

DANNY

Map.

Vince spreads out a large map of the Versailles Hotel and the surrounding Strip.

DANNY

You all know the Versailles Hotel. The biggest hotel in Las Vegas, and the most profitable casino in the world. On a typical weekend, \$100 million in cash is in play within these walls. On a fight weekend that's doubled.

(MORE)

(CONTINUED)

CONTINUED:

DANNY (CONT'D)

Needless to say, the Versailles is also one of the most secure public environments ever built. The place is a fortress. A city within a city with its own high-tech army protecting it 24-7.

(smiles)

And we are going to rob it.

The men look at each other. Velasquez twitches.

VELASQUEZ

Heh. What's the punch line?

DANNY

No punch line. Lowsky approached me with the idea and the bankroll. I put the plan together for us to execute as a team.

ANIMAL

There's just one little problem. It's impossible.

DANNY

No it's not.

ANIMAL

How?

DANNY

How did we win the war in a hundred hours? We took out enemy communications, supply lines, the army, and its command all at once. I'm talking about waging parallel warfare on the city of Las Vegas, assaulting all its systems simultaneously.

ANIMAL

Those systems were built to withstand major catastrophes.

DANNY

Every catastrophe but us. The twelve of us in this room have the training to execute military operations of scale. Full strength, this unit has never failed.

(CONTINUED)

CONTINUED:

BERGDOF

People have tried, Danny. People get hurt.

DANNY

That's why we're gonna do this with no violence. No guns. We can't win at that game. '

ANIMAL

So, we're just gonna ask them really nicely for all their money.

BERGDOF

And what do we know about the casino's systems? Only insiders know that stuff.

DANNY

(turns to Lowsky)

That's why we have an insider right here...

LOWSKY

The big casinos take in tons of cash every day, and yet what's the one thing you've never seen in Las Vegas?... An armored car pulling up to take all that money away.

TURNAROUND

What do they do with it?

LOWSKY

Every major casino has a tunnel that runs from the counting room...

(indicates map)

... to a distribution point a block or two away... like a parking garage, or a warehouse. A place that doesn't look like it has millions of dollars in it. They pull in unmarked trucks and load the cash while a hundred guys with Uzis stand around hoping to shoot somebody.

DANNY

What we have to do is find the weakest link in this money chain and strike it surgically the minute the main event begins, when everybody's watching the fight.

(CONTINUED)

CONTINUED:

ANIMAL

But you don't even know for sure
this tunnel exists.

(nodding at Lowsky)

All we have is Mr. Potatohead's
word on it.

Lowsky walks up to Animal, gives him the glare. There is
a tough old guy underneath all the wisecracks.

LOWSKY

Son. I built the Blue Chip Hotel.
Staked everything I had in it, and
I ran it for thirty-one years. I
helped build this town out of
nothing. I know where the bodies
are buried and I know how the
money flows. I learned it while
you were crapping your Pampers.

ANIMAL

Hey, look, no offense.

LOWSKY

None taken, Butterball.

ANIMAL

Look, I'm just saying this is one
hell of a long shot.

DANNY

That's what I like about it. it's
a gamble.

LOWSKY

People need to be reminded that
you come to Las Vegas to take
chances. This whole town has been
one big gamble from the start.
Now they're trying to make it nice
and safe -- for the investors, for
the kiddies. Only it's not safe,
and if these big shots forget
that, Vegas is over. It's too
late to save my hotel, but we have
a chance to save what's left of
this town... by stealing all of
its money.

(CONTINUED)

CONTINUED:

DANNY

We've already got two men inside: Sam, who has backstage access, and Seth, who just got hired in the hard-count room. By the end of the week we'll have more, including Corneal, Jimmy, and me, who'll sign on as Mushy's entourage. The rest of you will be in charge of what you know best -- Animal: computers and communications. Bergdof: procurement. Velasquez: explosives. Turnaround: transportation. And Vince is our ground trooper, our one-man infantry.

(after a beat)

But before we go any further, I need to know who's in.

ANIMAL

... Alright. I'm in till I prove it can't be done.

DANNY

Fair enough. Who else?

One by one, all the guys raise their hands. Except Sam.

DANNY

Sam?

SAM

Animal's right, Danny. There's no way you can take down the Versailles. They got better security than the Pentagon, I've seen it up close. I'd love to party with you guys, but you are whacked if you go ahead with this.

LOWSKY

What's the matter with you? This man saved your life --

DANNY

Shut up. That your final word on it, Sam?

SAM

I'm sorry, Danny. I'm out.

Sam walks out. Lowsky turns to Danny.

(CONTINUED)

CONTINUED:

LOWSKY

You're just gonna let him go? He owes you --

DANNY

He doesn't owe me a thing. He can make his own decisions. We'll just have to work around him.

(to the group)

Alright, let's get started.

INT. VERSAILLES CASINO - DAY

A male guard drives a cashcart through the crowded floor. A female guard rides shotgun. Vince walks by, drops a few chips in front of the cart. They hit the brakes.

VINCE

'Scuse me.

Vince bends over to pick up the chips, his back to them --

CLOSE ON VINCE'S HAND

He clamps a camera the size of a cigarette butt to the front grille of the cart.

INT. VERSAILLES PARKING GARAGE - DAY

A van is parked in the enormous garage.

INT. VAN

Danny, Jimmy, Animal, Bergdof, and Turnaround watch a small TV: the cashcart cam. ON TV the cashcart drives down a corridor to a door with a keypad. The female guard punches in a combination, but she turns and they miss the last few digits.

ANIMAL

Damn! Her tits got in the way.

DANNY

We'll get it next time.

The door opens and the cart proceeds into the soft-count room, where paper money is counted. The cart passes stacks of cash.

(CONTINUED)

CONTINUED:

JIMMY

Geez... they have more money than Mother.

DANNY

And more armed guards. I count eight.

The back door of the van opens suddenly. It's Lowsky, with a canvas bank bag. He climbs in, shuts the door, and dumps out the bag of cash.

LOWSKY

Alright, there it is. Five grand in small bills.

(to Danny)

You better know what you're doing.

DANNY

Takes money to make money.

Animal hands out spray bottles filled with clear liquid.

ANIMAL

Alright, spray a little of this on every bill.

TURNAROUND

What is it?

ANIMAL

Radioactive solution.

(as Turnaround looks nervous)

Relax, you could drink the whole bottle and get less burn than a dental X-ray.

JIMMY

Plus you'd never have to floss again.

TURNAROUND

Yeah, but you'd be sterilized.

LOWSKY

Just think, Cowboy, no more paternity suits.

Turnaround sprays Lowsky. Lowsky sprays back.

DANNY

Ice it.

They go to work.

INT. CLARK COUNTY HALL OF RECORDS - DAY

Corneal scrolls through microfiche. He stops on building plans for the Versailles, slips out a tiny camera, snaps a photo.

INT. VERSAILLES HOTEL ROOM - DAY

Animal enters, plugs a laptop into the phone jack. He runs a dictionary program. Types "password search." Words fly by on the screen.

INT. VERSAILLES CASINO - DAY

Danny and the guys walk up to the casino.

DANNY

Remember, small bets. Spread the burn.

They stop. Behold the massive, modern casino.

DANNY

Alright, gentlemen. Let's lose some money.

They split up. Jimmy and Mushy lay their cash on a crap table. Danny and Lowsky play blackjack, five bucks a hand.

CRAP TABLE - LATER

Mushy meets Vince at another crap table.

VINCE

How you doing?

MUSHY

Great, I'm down eight hundred. How's Danny?

VINCE

Bad, he's up a thousand. Guy can't lose.

At the table Danny hits on eighteen. He gets a three.

DEALER

21.

Danny looks at Lowsky and shrugs.

(CONTINUED)

CONTINUED:

LOWSKY

Takes money to make money.

DANNY

I'm trying.

LOWSKY

Try harder.

Danny gets another hand: two tens. He splits them.

DEALER

Sure you want to do that?

DANNY

I'm afraid so.

The Dealer hits each ten with an ace: two blackjacks. The gathering crowd applauds. Lowsky looks at his watch. Mushy nudges Danny.

MUSHY

Why don't you let Tony sit in for a while?

Danny lets Bergdof take his seat. They watch as Bergdof busts immediately. Then he busts again.

LOWSKY

Guy's a machine.

BERGDOF

(as he busts again)
Never the luck.

Sam watches the guys from the bar. He'd like to join them, but he doesn't. Two seedy middle-aged GUYS in cheap sport coats come up to Sam, sit on either side of him.

BALDING GUY

Hey, Sam.

Sam turns as they flank him. He's not happy to see them.

PAUNCHY GUY

Missed you last night.

BALDING GUY

Let's go somewhere we can talk.

Across the casino Danny sees Sam and the two guys walk out.

INT. VERSAILLES PARKING GARAGE - DAY

Sam and the two guys walk up to a sedan. The Paunchy Guy opens the back door. Another guy gets out. They surround Sam. He turns, keeps them in his line of sight.

SAM

You want to play like that?
Alright, bring it on, but I'm
taking at least one of you
Pilsbury doughboys with me...

The back seat guy lunges at Sam -- he and the Paunchy Guy pin Sam's arms back against the wall. The Balding Guy pulls a leather sap. He grabs Sam by the lapels.

BALDING GUY

Why is it you brothers can't pay
your debts but you always got a
dollar for the flashy threads?

Sam struggles. The Balding Guy raises the sap --

DANNY

(walking up)

Whoa! Slow down.

BALDING GUY

Who the hell are you?

DANNY

I'm a friend of his. What do you
think you're doing?

BALDING GUY

Collecting. You got eighty grand
on you, friend?

DANNY

Of course not.

BALDING GUY

Then get the fuck outta here.

The Balding Guy opens his sport coat to reveal his gun.

DANNY

Excuse me, but how do you expect
to intimidate anybody with that
sport coat? I mean, for the love
of sweet Jesus, do us all a favor
and put it out of its misery.

(MORE)

(CONTINUED)

CONTINUED:

DANNY (CONT'D)

And I don't mean give it to the Salvation Army because, so help me, if I'm driving down the street and I see some poor soul pushing a shopping cart in that jacket I'm gonna stop my car, buy the man a new jacket, and come wring your sorry ass out for the money. Of course, I don't have eighty grand on me, but I'll tell you what. I do have...

Danny licks his thumb, flips two bills off his money clip.

DANNY

... two hundred bucks. Now, I want you to spend at least some of this on your personal appearance.

BALDING GUY

Get the fuck outta here!

The Balding Guy pulls his gun and approaches Danny. Danny points at him.

DANNY

You said 'fuck.'

In three quick moves, Danny grabs his gun-hand, pulls him close, breaks his wrist, then knees him in the groin and takes the gun away. Sam lifts his legs and kicks the two guys holding him. They fall backward. Danny points the gun at them.

DANNY

Can't you guys finish a sentence without that word? It's so tired. Get up.

(as they get up)

Okay, I got the gun now, so...

(smiles)

Get the fuck out of here.

They glare at him, then limp to their car and drive off. Danny and Sam walk off together.

SAM

Now I owe you two.

DANNY

I'm not the one you owe, Sam.

(CONTINUED)

CONTINUED:

SAM

Kept thinking my luck was gonna
change.

DANNY

Maybe it has.

EXT. VERSAILLES HOTEL - HELIPAD - AFTERNOON

Turnaround and Velasquez mount a 4x5 camera and a
military X-ray camera on the belly of the chopper.

EXT. ABOVE VERSAILLES HOTEL - DUSK

The chopper takes off, loaded with tourists. It flies
over the Versailles and hovers directly above the hotel.

INT./EXT. LUXURY HELICOPTER - CONTINUOUS ACTION

Turnaround is at the stick, and on the mike.

TURNAROUND

I'm gonna pause here so any of you
shutterbugs can take advantage of
this lovely view of the Strip...

The TOURISTS reach for their cameras. Turnaround picks
up a remote shutter control

TURNAROUND

Say cheese.

TOURISTS

Cheese!

EXT. LUXURY HELICOPTER - CONTINUOUS ACTION

CLICK! The CAMERAS on the chopper's belly SNAP.

INT. LOWSKY'S DEN - NIGHT

Click! Animal clicks a remote control and an aerial
photograph of the Versailles appears on a PC projector.
He clicks again and a template of the building plans is
superimposed over it.

(CONTINUED)

CONTINUED:

ANIMAL

This is an aerial view of the hotel.

(using laser pointer)

As the building plans show, the casino is here, the cage is here, and this...

Animal clicks up an X-ray template over the building plans -- fuzzy green lines snake through the casino and into a long, straight line out of the building.

ANIMAL

... is where our money went. These green lines are the arteries and veins of the casino's cash flow. The money went from the tables, to the counting room, and then out, in a straight line, to this point at the edge of the property.

DANNY

That's our tunnel.

ANIMAL

Exactly. Now check this out...

Animal clicks another template on the screen.

ANIMAL

Sam was right. The security in this place is unreal. I downloaded the guards' rotation schedules for the last 48 hours. Each red dot is an armed guard. If you line up the red dots with the green lines...

Animal clicks: red dots fall into position alongside fuzzy green lines.

ANIMAL

... you can see the biggest pool of money with the least risk.

DANNY

The counting room.

ANIMAL

Precisely.

(CONTINUED)

CONTINUED:

LOWSKY

(incredulous)

You want to hit the counting room?

ANIMAL

If we got inside and cut the power a second later, it'd be pitch dark. With night-vision, we could see them but they couldn't see us. And if you time it just as the main event begins, like Danny said, everyone will be paying attention to the fight, waiting to see if Tyson bites anybody.

CORNEAL

How would we get out?

ANIMAL

Right out the tunnel. There has to be a freight elevator from the count room.

DANNY

Yeah, but the power's out, remember?

ANIMAL

... Right.

DANNY

So how do we move half a ton of cash into the tunnel with no elevator?

They ponder this. A voice breaks the silence:

SAM (O.S.)

We disappear.

JIMMY

Sam --

The guys turn, surprised to see Sam standing there.

SAM

What's the matter? Think I'd let you guys try this crazy shit without your best man?

Danny claps him on the shoulder.

JIMMY

You were saying...?

(CONTINUED)

CONTINUED:

SAM

The magic show has a fake floor, where the tigers go when they disappear. I've never been down there but it looks like that fake floor is right over your tunnel.

DANNY

Even if you're right, Sam, when we cut the power, their elevator won't work either.

SAM

Oh yes it will. It has a mechanical override, just in case the power does go out. I saw it happen once. Those big cats don't like tight spaces. One of 'em nearly ripped a trainer to pieces before they cranked the floor back up.

ANIMAL

Ouch.

DANNY

Not bad, Sam. Can you check it out?

SAM

Yeah, I can get anywhere backstage. It's the high-security areas I can't help you with.

DANNY

You won't have to, that's Mushy's department. Benny...

Velasquez is IGNITING a pack of MATCHES.

DANNY

Benny.

Velasquez drops the matches in a trash can.

VELASQUEZ

... Here!

DANNY

There's about ten feet of Nevada dirt between the tunnel and the storm drain on the west side.

(MORE)

(CONTINUED)

CONTINUED:

DANNY (CONT'D)

Could you get through with a charge that won't blow us all to hell?

VELASQUEZ

Heh. I don't see why not.

The trash can is on fire. Seth puts it out with a shot from a seltzer bottle.

DANNY

Alright then, let's talk about communications --

ANIMAL

Yes.

(rearranging
templates)

Gentlemen, I give you my most brilliant idea yet...

JIMMY

(rolls his eyes)

Here we go.

ANIMAL

I noticed this slight fog over the entire X-ray. First I couldn't figure out where all that background radiation came from. Then I realized: the atomic tests they did out here in the Fifties. That shit has a half-life of a hundred years.

JIMMY

And your point would be...

ANIMAL

Just beyond your grasp, no doubt. When they set off those nukes, everybody's TV and radio reception went out. A nuclear explosion generates a huge electromagnetic pulse, which knocks out radio waves, satellite transmission, cell phones...

VELASQUEZ

(excited)

So we're gonna nuke Vegas?

(CONTINUED)

CONTINUED:

BERGDOF

I know where I can get one.

DANNY

Relax. That's brilliant, Animal,
but we're not gonna nuke
anything...

ANIMAL

You don't need a nuke. You need a
pinch.

JIMMY

A what?

SAM

Now what's he talking about?

DANNY

I have no idea.

ANIMAL

A pinch. It's a wire in a vacuum
tube. Scientists use it to test
bomb materials, only it's not a
bomb. You pump a lot of juice
into this wire and it implodes,
creates an electromagnetic pulse
just like a nuke. If we divert
the power from Hoover Dam into a
pinch it'd short out the power and
knock out every police and guard
radio in Las Vegas. Kill two
birds with one stone.
Theoretically.

DANNY

Theoretically, where would you get
one of these pinch things?

ANIMAL

They're not classified. U.N.L.V.
blows 'em all the time. We'd need
the mother of all portable
transformers, though.

BERGDOF

How many you need?

DANNY

(turns to go)

Alright, Sam, Jimmy, let's hit it.

(CONTINUED)

CONTINUED:

LOWSKY

Where are you going?

DANNY

More recon.

INT. VERSAILLES CASINO - EVENING - CONTINUOUS ACTION

Danny and Sam enter the casino. A couple of GUSHING
GIRLS stop Sam.

GUSHING GIRL

Could we have your autograph?

She slips Sam a card with her room number on it.

GUSHING GIRL

Thanks.

SAM

Thank you.

The guys move on. Sam pockets the girl's number.

JIMMY

What do you do with all those?

SAM

Hand 'em out to my friends at Christmas. Catch you guys later.

Sam splits off toward the theater. He stops and wipes a smudge off his picture.

INT. HIGH ROLLER SUITE - ALCOVE - FEW MINUTES LATER

Danny and Jimmy step off the private VIP elevator. Danny opens the door to the suite.

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

You could play full-court basketball in here. Marble, gold, crystal, statuary, fountains, etc., etc...

JIMMY

Guess it'll have to do.

DANNY

Remind me to write a thank-you
note to Manny.

INT. HARD-COUNT ROOM - NIGHT

Deafening NOISE. The loud, gritty work of counting coins goes on here. Half the workers wear ear protection, the other half are hearing-impaired, and communicate in sign language.

Seth pours dollar slot tokens into a hopper to be weighed. He checks his watch, then makes a cigarette motion to his boss, who nods. Seth pulls his gloves off with his teeth and walks out.

INT. CORRIDOR - CONTINUOUS ACTION

We FOLLOW Seth down the corridor. He stops under a trap door in the ceiling. He extends a telescoping tool and picks the lock.

INT. SAM'S SHOW - NIGHT

Sam finishes his act.

SAM

Thank you! I love you all...

(to one woman)

Especially you... good night!

Sam parts the curtains and heads into the wings. His assistant is there with a drink and a towel.

SAM

Thanks, baby. Think I'll hit the tables before the next show.

INT. CORRIDOR - CONTINUOUS ACTION

Sam walks through a set of security doors, just in time to see Seth's legs disappear up into the ceiling. Sam walks under Seth as he pulls the trap door closed behind him. Two guards walk by. Sam nods hello.

INT. CRAWLSPACE - CONTINUOUS ACTION

Seth makes his way through the dark, cramped space, a Mag-Lite between his teeth.

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

Danny lets in the bellman with two Halliburton suitcases.

DANNY

Put them on the table.

INT. CASINO - NIGHT

Sam approaches a crowded craps table. A WOMAN has the dice.

SAM

Oh, what do we have here?

(tosses a chip

on eleven)

Come on, eleven! Do it, baby!

She throws. Eleven! Everyone cheers.

SAM

That's it, you got it! Everybody come over here, this baby's got the touch. Do it again, angel.

WOMAN

Here, you do it.

SAM

(takes dice)

Alright, eleven! Now come on, people, get with me!

(they bet heavily)

You gotta want it, now, let's hear it! What do you want?

CROWD

Eleven!

SAM

I can't hear you!

CROWD

Eleven!

SAM

That's it -- look out!

Sam throws the dice. Eleven. The crowd goes nuts. Even the PIT BOSS cracks a smile. TILT UP TO the black bubble over the table -- the Eye in the Sky.

INT. SECURITY COMMAND (EYE IN SKY) - CONTINUOUS ACTION

The Man Who Never Smiles watches Sam pump the crowd.

MAN WHO NEVER SMILES

Give me eight and 13 on table two.

Techs switch two additional cameras to Sam's craps table -- they focus on hands, sleeves, watching for a new pair of dice, or somebody picking up a chip that isn't theirs.

INT. CRAWLSPACE - NIGHT

Seth reaches an intersection of I-beams. He takes out a page of building plans, looks up, finds what he's after: a ladder, stretching up into the darkness. Seth climbs.

INT. CASINO - NIGHT

The crowd around the craps table has doubled. Sam works them.

SAM

You want it again? You really want it?

CROWD

Yeah!

SAM

Okay, come on, let's go, eleven!
Ee-oh, eleven! Baby needs new shoes!!

Sam throws -- eleven! The crowd yells.

INT. CRAWLSPACE - CONTINUOUS ACTION

Seth gets twenty feet up the ladder and stops. He settles back, wedging himself between the two close walls, and measures the distance to the floor with an infrared measuring device.

Seth checks the reading against the building plans, then takes out a compact high-speed drill, inserts a bit, and drills into the wall.

INT. HIGH ROLLER SUITE - SAME TIME

Danny opens the Halliburton cases, revealing remote video receiving equipment.

INT. CASINO - SAME TIME

Sam has the entire casino's attention now. He plays to the crowd.

SAM

Do you feel lucky, baby?

(the woman nods)

Are you sure? Alright, then, one more time... eleven! Come on, eleven!

(CONTINUED)

CONTINUED:

Sam throws -- seven. Ahhhhhh, the sad sigh of defeat deflates the crowd as the croupier rakes in their chips.

SAM

Wait a minute. Hold on, I know what to do...

Sam leans way into the craps table and turns one of the dice over.

SAM

Look at that -- eleven!

The crowd laughs and cheers. Sam pumps his fists, cheering them on. He steps up next to the croupier.

SAM

Yeah! Everybody wins tonight!

The croupier steps back, smiling, but unsure. The Pit Boss smiles nervously.

SAM

(to a blackjack dealer)

Hey, why'd you take that man's money? That man just got twenty-two -- that's better than twenty-one. Pay that man!

The dealer, playing along, flips a chip the man's way. The crowd loves it. Sam looks up at the black bubble over his head.

SAM

What do you think about that, Eye in the Sky? Huh? Everybody wins but you tonight!

INT. EYE IN SKY - CONTINUOUS ACTION

Sam's face leers out from several monitors. Everyone watches his antics. A couple of Techs chuckle.

TECH

That Sam...

ANOTHER TECH

He's a wild man, isn't he?

The Tech glances at the Man Who Never Smiles. He isn't smiling.

(CONTINUED)

CONTINUED:

TECH
(into headset)
Ahem... Alright, Pete, that's
enough.

INT. CASINO - CONTINUOUS ACTION

PIT BOSS (PETE)
(with a smile)
Okay, Sam, that's all tonight...

Sam is gently led away by the Pit Boss.

CROWD
Awww...

SAM
That's all, folks. Only one show
per night! I love you all!
(to the woman)
Especially you.

He gives her a kiss and bows out as the crowd applauds.

SAM
Thank you! Thank you very much!

INT. EYE IN SKY - CONTINUOUS ACTION

All eyes are on Sam's exit, so no one notices when Seth's
drill bit breaks the surface of the back wall, ten feet
behind the Man Who Never Smiles.

INT. CRAWLSPACE - CONTINUOUS ACTION

Seth withdraws the drill, inserts a micro-camera. He
turns it on and splits.

INT. HIGH ROLLER SUITE - SAME TIME

The image from Seth's tiny camera flickers to life on the
monitor: Danny and Jimmy can now see inside the Eye in
the Sky.

DANNY
We're up.

JIMMY
Now we can watch them watch us.

INT. VERSAILLES - SHOPS - MORNING

Bergdof pushes a large, blue baby carriage through the mall. He gets caught up in a flock of mothers with carriages emerging from the Versailles Day Care Center. Bergdof boards an elevator at the same time as a MOM with her four-year-old boy.

INT. ELEVATOR - CONTINUOUS ACTION

Bergdof looks at the little boy, who resembles his son. The little boy clutches a toy soldier. Mom smiles at Bergdof.

YOUNG MOM

How old is your boy?

BERGDOF

He's five.

YOUNG MOM

... Five?

Bergdof sees her staring at his stroller, confused.

BERGDOF

Uh, five months.

The little boy peeks into Bergdof's stroller -- catching a glimpse of an ugly piece of equipment. Bergdof quickly covers it.

INT. OUTSIDE HIGH ROLLER SUITE - FOYER - MORNING

A HOSTESS with a breakfast cart is RINGING the DOORBELL at Danny's suite. Danny and Jimmy get off the elevator behind her, after a morning swim.

DANNY

Ah, we'll take that. Thanks.

Jimmy grabs the cart as Danny signs for a large tip.

HOSTESS

Thank you, Mr. Francis.

She leaves. Danny opens the door, Jimmy pushes the cart in.

INT. HIGH ROLLER SUITE - FOLLOWING

The place is transformed into a command center.

(CONTINUED)

CONTINUED:

Animal sits amid laptop screens, TV monitors, and a tangle of wiring. He has been up all night. Jimmy pushes the breakfast cart to Animal. Danny hands him a fork. Animal attacks.

JIMMY

There's nothing quite like
watching him eat.

DANNY

Like a vacuum cleaner with teeth.

The DOORBELL RINGS. Jimmy lets Corneal and Bergdof in.

ANIMAL

My baby!

Animal and Bergdof lift the ugly piece of equipment from Bergdof's stroller.

JIMMY

There is a resemblance.

Animal plugs in his new monitor and works a joystick.

ANIMAL

Full range digital zoom, up and
running.

DANNY

Okay, zoom in on the generator
room door.

Animal zooms in on a door in the shopping area. A guard stands in front of the door.

JIMMY

What about the guard?

ANIMAL

Three shifts, twenty-four hours a
day, 'we never sleep, we never
leave our post without relief.'

DANNY

(to Bergdof)

How long would it take you to get
in?

Animal zooms in on the lock for Bergdof to inspect.

BERGDOF

... Twenty, thirty seconds.

(CONTINUED)

CONTINUED:

DANNY

So we need a thirty second distraction.

(looks at Corneal,
off his nod)

How long you need with the genny?

BERGDOF

Couple of minutes to find the main breaker and disable it. Take the whole thing down in three minutes.

DANNY

I don't want the whole thing down. Things could get complicated if the entire hotel goes dark with twenty thousand fight fans crammed inside.

ANIMAL

Good point.

DANNY

Just disable the backup power in the counting room and the tunnel.

BERGDOF

I need to see a schematic...

Animal hits a key and the genny schematic appears.

ANIMAL

Voila.

EXT. BLUE CHIP HOTEL - DAY

Built to resemble a stack of chips, the Blue Chip Hotel stands gutted, a faded monument to the swinging days. Demolition workers swarm over it like locusts, tearing the last tattered remnants of history out and tossing them into refuse bins.

Velasquez walks up to a construction trailer that has a sign: "Lafayette Demolition."

INT. CONSTRUCTION TRAILER - LITTLE LATER

Velasquez hands his application to LAFEYETTE, 50s, a no-nonsense guy in a hardhat. Lafayette scans it.

LAFEYETTE

Have a seat, ah... Benito.

(CONTINUED)

CONTINUED:

VELASQUEZ
(starting to twitch)
My, ah, friends call me Benny.

Lafayette and a FOREMAN watch, incredulous, as Velasquez lights a cigarette.

LAFEYETTE
There's no smoking in here.

Velasquez looks at the signs: "DANGER! EXPLOSIVES!
ABSOLUTELY NO SMOKING!"

VELASQUEZ
Ah. Oh, yeah, right. Sorry...

Velasquez flicks the butt into a box of blasting caps.

FOREMAN
Holy shit!

The Foreman and Lafayette dive under desks as the
BLASTING CAPS start EXPLODING.

VELASQUEZ
Whoa.

Velasquez calmly digs through the EXPLODING box and finds his cigarette. He takes it out, along with a SPUTTERING BLASTING CAP, which he throws out the window. The men get up, staring at him.

FOREMAN
... I think I got a job for this
guy.

INT. BLUE CHIP HOTEL - BASEMENT - DAY

The Foreman shows Velasquez the basement: dark, dank, cavernous and fabulous -- the flashlight reveals evidence of Vegas in its heyday: busted slots, roulette tables, faded pictures and broken marquees featuring various entertainers from the 50's and 60's.

VELASQUEZ
Hoo, Dad.

Velasquez pulls the handle on a broken slot machine.
Jackpot: five rats tumble out and scramble away.

VELASQUEZ
Whoa. Heh. The Rat Pack.

(CONTINUED)

CONTINUED:

FOREMAN

We set the charges down here last week, but you gotta take 'em all out and triple 'em. Turns out those old mob boys added extra reinforcements in the concrete when they built this place. Place is practically bomb-proof. You afraid of snakes?

VELASQUEZ

Ahhh... snakes...

FOREMAN

Place is infested. Frankly, I wouldn't do this job for a million dollars, pal.

VELASQUEZ

A million? Yeah, no, neither would I.

INT. VERSAILLES - SHOPS - DAY

Corneal and Bergdof stroll through the crowd. Jimmy eats an ice cream cone, holding a bunch of balloons high up near a high security camera.

Corneal deftly rolls a \$25 chip in front of the GUARD at the generator door. Bergdof prepares to slip in the door behind the Guard. The Guard notices the chip, but he doesn't move. A kid picks up the chip and runs off with it.

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

Animal watches the Guard on a monitor.

ANIMAL

Damn.

INT. VERSAILLES - SHOPS - CONTINUOUS ACTION

Corneal pretends to watch an animatronics show of Louis XVI and Marie Antoinette being beheaded. Bergdof joins him.

CORNEAL

No dice. Guy's a Boy Scout.

(CONTINUED)

CONTINUED:

BERGDOF

Gotta be a way to distract him.

Corneal watches Marie Antoinette kneel at the guillotine, her bosom heaving in a low-cut dress.

CORNEAL

I got an idea.

INT. HIGH ROLLER SUITE - DAY

Danny looks over Animal's shoulder at the monitor:
Corneal and Bergdof meet a SEXY ESCORT GIRL.

DANNY

Now what?

ANIMAL

Still working on this guard.

Animal gets up. We FOLLOW him TO a Halliburton case, open on the table. Animal takes out a headset and closes the case, revealing an ornate bronze sculpture mounted on the wall behind it.

We MOVE IN ON the sculpture, INTO an --

EXTREME CLOSEUP - TINY BLACK BEAD OF GLASS

It's a camera in the wall, camouflaged by the sculpture.

INT. EYE IN SKY - CONTINUOUS ACTION

PULL BACK FROM a small monitor, high up on the wall, labelled "East Suite." On the monitor we see Danny and the guys, with their gear. A TECH notices them.

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

Animal opens the Halliburton case again --

INT. EYE IN SKY - CONTINUOUS ACTION

-- blocking the view. The Tech blinks. Maybe he didn't see what he thinks he saw.

INT. VERSAILLES - SHOPS - DAY

The Sexy Escort Girl walks toward the Guard. Bergdof approaches from the other direction. Jimmy stands ready with the balloons.

The Sexy Girl drops her shopping bags in front of the Guard. She bends low, offering a view of cleavage.

INT. EYE IN SKY - CONTINUOUS ACTION

A Tech watches the Sexy Girl collect her things. His interest is not entirely security related.

INT. VERSAILLES - SHOPS - CONTINUOUS ACTION

The Guard leaves his post in front of the door.

GUARD

Let me help you with that...

He kneels to help the Sexy Girl. Jimmy moves the balloons in front of the security camera.

INT. EYE IN SKY - CONTINUOUS ACTION

The Tech's view of the Sexy Girl is obscured by Jimmy's balloons. The Tech is disgruntled.

INT. VERSAILLES - SHOPS - CONTINUOUS ACTION

Bergdof walks up to the security door and inserts an electric lock picker. The Guard scoops up the Sexy Girl's things.

GIRL

Thank you.

GUARD

Sure thing. You have a good day.

The Guard is about to turn back to the door, but Bergdof isn't in yet. Panic time. Just then --

TECH (V.O.)

(over Guard's radio)

Ah, this is Eye in the Sky, we got a problem with a camera down there?

The Guard looks across the mall, sees Jimmy's balloons.

(CONTINUED)

CONTINUED:

GUARD

Yeah, I'll take care of it.
(approaching Jimmy)
Sir...

Bergdof works the lock, sweating. Across the mall, the Guard argues with Jimmy.

GUARD

... I realize they're just balloons, but they're blocking a security camera. If you don't move them I'm gonna have to take them away from you.

Jimmy sees Bergdof defeat the lock and slip inside.

JIMMY

Get your own balloon.

Jimmy walks off. The Guard returns to his post.

INT. GENERATOR ROOM - DAY

Bergdof opens a circuit panel and goes to work.

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

Animal, Sam, and Danny watch the monitor. Sam gets a headset from the Halliburton case. He closes the lid, clearing the view for the hotel's hidden camera again.

INT. EYE IN SKY - CONTINUOUS ACTION

The Tech looks at the East Suite monitor again: the guys are visible again, with their equipment. The Tech zooms in on the monitor the guys are staring at. He sees the Sexy Escort Girl walking away -- the same view he was just watching.

TECH

What the hell...?

Just then, another Tech puts a cup of coffee on top of a tall computer station, blocking the camera drilled in through the back wall. The image of the control room goes out.

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

ANIMAL

Shit! Lost our feed...

DANNY

Think they found us?

ANIMAL

I don't know. Something happened
to the camera.

Danny looks at Sam.

SAM

I'm on it.

Sam picks up a huge tray of hors d'oeuvres and runs out.

ANIMAL

Give me the other joystick.

Vince opens the case --

INT. EYE IN SKY - CONTINUOUS ACTION

-- blocking the camera.

TECH

Shit!

The Man Who Never Smiles comes up behind him.

MAN WHO NEVER SMILES

What?

TECH

East high roller. Something
weird...

INT. VERSAILLES - MAIN KITCHEN - DAY

Sam runs down the corridor with the hors d'oeuvres.

INT. EYE IN SKY - DAY

TECH

I'm not sure what I saw. I know
it sounds weird, but it looked
like...

(CONTINUED)

CONTINUED:

Suddenly, there is a COMMOTION outside the door. The Man Who Never Smiles opens the door, revealing Sam, arguing with an armed guard.

SAM

I just want to drop these off,
okay? Come on, put that pop gun
away --

Sam moves the gun barrel aside and moves into the room. Everyone looks at Sam. No civilian has ever set foot in this inner sanctum.

SAM

Whoa, look what you boys got in
here. This is what I call hooked
up! Twenty-four hour a day real-
life television drama -- How you
doing, man?

(nods at the Man

Who Never Smiles)

I just want to make up for giving
you guys a hard time the other
night. Just doing my job, making
people smile.

The Man Who Never Smiles doesn't smile.

SAM

Where should I put these?

Sam moves into the room, looking at the back wall. He sees the coffee cup on top of the computer station.

SAM

... Up here?

MAN WHO NEVER SMILES

There's no food allowed in here.

The Man Who Never Smiles picks up the coffee cup --

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

-- the image of the control room comes back. The guys see Sam.

ANIMAL

We're back.

DANNY

(to himself)

Okay, Sam, get out of there.

INT. EYE IN SKY - CONTINUOUS ACTION

MAN WHO NEVER SMILES

Thank you very much, Mr. Harmon.
Now I'm sorry, but this room is
off limits.

SAM

Gotcha. I'm outta here...

Sam starts to tiptoe out when he sees the East Suite monitor: he sees his pals right up there. He stops in his tracks.

MAN WHO NEVER SMILES

Mr. Harmon...

SAM

... Right! Catch you boys later.

Sam leaves.

INT. CORRIDOR OUTSIDE EYE IN SKY - CONTINUOUS ACTION

Sam races down the corridor.

INT. EYE IN SKY - CONTINUOUS ACTION

The Man Who Never Smiles looks around for a place to put the hors d'oeuvres. The Tech looks back up at the screen: he sees the suite again. He zooms in on Animal's monitor. This time he sees himself on camera. He does a double-take.

Just then, the Man Who Never Smiles places the hors d'oeuvres on top of the computer station --

-- blocking the camera. Animal's monitor goes black again.

TECH

What the hell is going on?

INT. VERSAILLES CASINO - DAY

Sam races through the crowd to the VIP elevator. He pounds the button impatiently.

INT. EYE IN SKY - CONTINUOUS ACTION

The Man Who Never Smiles looks at the East Suite monitor: They can see the guys and some of their equipment but they can't see themselves.

(CONTINUED)

CONTINUED:

TECH

I know it sounds crazy, but I
could swear I saw one of our feeds
on their monitor.

The Man Who Never Smiles picks up a red telephone.

MAN WHO NEVER SMILES

Get me Mr. Prophet.

INT. VIP ELEVATOR - DAY

Sam rides up, pounding the buttons.

SAM

Come on!

He reaches the suite level, runs out, lets himself in
with a key card.

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

Sam rushes in.

SAM

Move it! Get this shit outta
here!

Sam slides along the wall, up to the security camera. He
finds it, inside the sculpture. He steps in front of the
camera --

SAM

Eye in the Sky can see us.
There's a camera in this thing
behind me.

ANIMAL

You mean... they're watching us
watching them watch us?

SAM

Yeah!

DANNY

Guess they keep tabs on the high
rollers like everybody else.

JIMMY

Very democratic.

(CONTINUED)

CONTINUED:

ANIMAL
What do we do?

DANNY
I got an idea.

INT. EYE IN SKY - TEN MINUTES LATER

TOP EXECUTIVES crowd around the East Suite monitor, which is dark.

MAN WHO NEVER SMILES
... It's been dark for five
minutes --

TECH
Wait -- it's up again!

Everyone strains to look: on the monitor we see the suite, only now it's changed. The laptops show spreadsheet programs, and the TV monitor plays a nature program.

Just then, Animal walks in front of the TV buck naked, his back to camera, brushing his teeth as he watches the movie. He scratches his ass.

An Exec turns to the Man Who Never Smiles.

HOTEL EXEC
You pulled me from a shareholder
meeting to look at this?

The Man Who Never Smiles smolders.

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

The makeshift command center has been moved to the bedroom. The guys watch Animal scratch his ass from the doorway, out of sight of the camera.

DANNY
You're beautiful, Animal.

ANIMAL
Bite me.

INT. BLUE CHIP HOTEL - BASEMENT - NIGHT

Velasquez and Seth unpack boxes of C-4 cubes.

(CONTINUED)

CONTINUED:

Velasquez leads Seth into a dank, dripping corner: his flashlight illuminates a drain pipe. Grimly, Velasquez peels off his shirt, puts on a wetsuit, and rubs grease all over. He ties a rope to his ankle.

VELASQUEZ

When I need to get out I'll pull
the rope hard, like this --

Seth nods. Velasquez slithers into the drain pipe, flashlight in his teeth, C-4 in hand.

INSIDE PIPE

it's nasty. Wet, dark, claustrophobic.

VELASQUEZ

Man, I get the shit jobs...

Velasquez makes grueling progress. Suddenly he comes face to face with a nest of tarantulas. They react wildly, crawling around up the pipe wall, all over the place. Velasquez takes his modified Zippo from his pack, and torches them.

INTERCUT WITH:

OUTSIDE PIPE

Seth watches Velasquez disappear inside the pipe.

A RATTLESNAKE RATTLES loudly behind Seth. The snake slithers over the coiled rope at Seth's feet. Seth takes out his Zippo, lights a cigarette. He flips the top up and down as he waits.

Inside the pipe Velasquez reaches the end: the pipe has been bricked up. Velasquez attaches the C-4 to the brick wall, sets the detonator, and yanks on the rope.

Outside the pipe Seth picks up the rope and pulls hard, disturbing the RATTLESNAKE coiled there -- it RATTLES viciously, coiling up toward Seth's leg.

Inside the pipe Velasquez is dragged slowly back out as Seth pulls.

Outside the pipe Seth sweats, pulling hard. The RATTLESNAKE RATTLES again. No reaction from Seth. The snake slithers closer, then rears back to strike --

(CONTINUED)

CONTINUED:

THUPP! Seth skewers the SNAKE with a no-look KNIFE throw. He kicks it aside and keeps pulling, until Velasquez comes squirming out and collapses like a newborn at his feet.

VELASQUEZ

... I need a drink.

INT. VERSAILLES PRESS ROOM - MORNING

The room is full of press, fighters, and famous entourage, including DON KING. Danny, Mushy, and Lowsky wait outside the door. Danny shoots his cuffs, smooths his tie.

MUSHY

Sure wish I knew who I was fightin' before they announced it in front of the whole world.

LOWSKY

Ah, it's the only way we could work it out, kid.

DANNY

You ready?

MUSHY

Ready as I'll ever be.

DANNY

Wait --

Danny makes three quick moves: he yanks Mushy's wrinkled suit down from the back, slides Mushy's sloppy necktie up to his collar, then snaps his drooping handkerchief from his pocket and replaces it, refreshed. A three-second makeover.

DANNY

Now you're ready.

LOWSKY

What're you, his mother?

They enter the room. Lowsky greets Don King.

LOWSKY

Don, this is Mushy O'Conner.

MUSHY

(shakes hands)
Pleased to meet you, Mr. King.

(CONTINUED)

CONTINUED:

DON KING

Ready to meet your opponent,
Mushy?

MUSHY

You bet!

DON KING

Come on up here... Folks, I have
an announcement!

Cameras swing in their direction. Danny, Lowsky, and
Mushy follow King up onto the dais.

LOWSKY

(quietly, to Danny)

You better hope Mushy goes for
this.

DON KING

Ladies and gentlemen! There has
never been an event like the one I
am about to introduce. Since the
dawn of time, when Adam and Eve
took that first bite, and had
their first fight! From Billie
Jean King to the boxing ring!...
Ladies and gentlemen, I am proud
to announce... The Battle of the
Sexes!

Showgirls unveil a banner: "CHRISTY MARTIN VS. MUSHY
O'CONNER in DON KING'S BATTLE OF THE SEXES!"

DON KING

Christy Martin versus Mushy
O'Conner!

MUSHY

(stunned)

... Oh my God!

Don King throws one arm around Mushy, the other arm
around Christy Martin.

INT. VERSAILLES - SPORTS BOOK - DAY

Betting is heavy -- six-to-five for Christy. Danny and
Jimmy watch the Don King press conference replayed on the
giant screen.

(CONTINUED)

CONTINUED:

MALE REPORTER (V.O.)

... Don! Don! How would you respond to those who might say this is pure sensationalism?

DON KING (V.O.)

They're right! This fight is purely sensational!

MALE REPORTER (V.O.)

But how could this possibly be seen as a fair contest?

DON KING (V.O.)

Fair for who? Christy's stronger, her reach is longer, and her record's better. This will prove women can compete in every arena!

FEMALE REPORTER (V.O.)

Mushy, how do you feel about hitting a woman?

MUSHY (V.O.)

It gives me the heavin' Jesus --

DON KING (V.O.)

(interrupting)

Next question!

MALE REPORTER (V.O.)

How about you, Christy? How do you feel about the fight?

CHRISTY (V.O.)

He's going down.

The crowd at Sports Book loves it.

JIMMY

Mushy looks a little green about the gills.

DANNY

Give him time.

Danny sees Angie across the crowded floor.

DANNY

Excuse me.

(goes to her)

Hey...

He gives her a kiss. She looks up at the screen.

(CONTINUED)

CONTINUED:

ANGIE

Looks like Mushy hit the big time.

DANNY

Yeah, only it's gonna hit back.

ANGIE

So is this the big deal you guys have been working on?

DANNY

Part of it. Have a drink with your husband?

He pulls a stool at the sports bar, sits next to her.

DANNY

(to the bartender)

Tom Collins.

(to Angie)

I tried to find your room number, they didn't have you.

ANGIE

(after a moment)

The room isn't in my name.

(as Danny reacts,
realizing)

I'm not in love with him.

DANNY

Did I ask?

She starts to get up. He stops her.

DANNY

Look, what do you want me to say?

She looks at him, and we can see how much she still loves him.

ANGIE

I want you to tell me to ditch him. Say you'll come home with me, back to New York. I want you to say that so bad, Danny...

Her eyes glisten with tears. Danny takes her face in his hands and kisses her. A big, soulful kiss-of-a-lifetime kiss, and it goes on and on... But it has to end sometime.

DANNY

I can't.

(CONTINUED)

CONTINUED:

She leaves. Danny pushes the Tom Collins toward the bartender.

DANNY

Bring me a real drink.

EXT. DESERT - DUSK

A few miles outside of town. The Strip glitters distantly.

Bergdof is high up on a power tower, silhouetted against the twilight. He rigs two lines, then climbs down and connects the lines to a military transformer, a sixteen-wheeler under a tent of desert camouflage.

Animal types at a laptop, which is connected to the transformer by thick cables. Seth, Turnaround, Corneal, Vince, and Velasquez unload equipment off the transformer truck. Velasquez bobbles a heavy metal case.

ANIMAL

Easy! Gimme that --

Animal takes the metal case from him, opens it: he takes out a six-inch lithium wire in a glass vacuum tube.

ANIMAL

That's our pinch.

TURNAROUND

That little thing?

ANIMAL

This little thing is gonna make an electromagnetic pulse bigger than the Hiroshima bomb.

Danny, Jimmy, Sam, Corneal, Mushy, and Lowsky appear at the top of the hill behind them. Danny is counselling Mushy.

DANNY

Just spar with her for a couple of rounds. You don't have to lay a glove on her, just dance...

JIMMY

Ten-hut!

The guys give two-fingered salutes as Danny and the others walk down the steep hill to them.

(CONTINUED)

CONTINUED:

LOWSKY

Y'know, I think I've been out here before...

(looks around)

Yeah, this looks familiar... I remember this spot. Ah...

(points off)

Don't dig over there... some people I used to know.

(looks at rig)

Where'd you guys get all this stuff?

BERGDORF

Sharper Image.

LOWSKY

How's it work?

ANIMAL

We're gonna send major jigawatts into this wire here, which will implode, frying every radio transmitter from here to the Versailles.

LOWSKY

(to Sam)

Do you know what the hell he's talking about?

SAM

Nope, I just want to be far away.

ANIMAL

It won't hurt you. Just shield your equipment when it blows.

SAM

I always shield my equipment.

ANIMAL

(signing to Seth)

Let me show you how the switch program works...

They huddle at the computer.

JIMMY

What do you think, Sergeant?

DANNY

Looks okay.

(CONTINUED)

CONTINUED:

Danny walks off, alone, to look at the transformer. He lights a cigarette. Lowsky watches Danny, worried.

LOWSKY

Shouldn't he be giving you guys a pep talk right about now? You know, the night before the big game kinda thing?

JIMMY

Danny doesn't give pep talks.

LOWSKY

What's the matter with him?

JIMMY

Angie.

ANIMAL

Did he say 'Angie'?
(as Seth nods grimly)
Oh, shit.

LOWSKY

Who's Angie?

JIMMY

Danny's wife.

SAM

Splitsville.

LOWSKY

So? With the money he's gonna make he can buy all the wives he wants.

JIMMY

Angie's the only one.

LOWSKY

(looks around)
He's kidding, right?

SAM

(shakes his head)
As far as Danny's concerned, Angie put the bop in the bop-she-bop.

MUSHY

She put the dope in rope-a-dope.

(CONTINUED)

CONTINUED:

ANIMAL

She put the penis in happiness.
(as somebody slugs him)

Ow --

Apart from them, Danny looks out at Vegas, twinkling in the distance. MUSIC begins. Something big is about to happen...

EXT. MCCARREN AIRPORT (LAS VEGAS) - DAY

The day of the fight. The airport is nuts. Tourists, high rollers, VIP's, gangbangers, hookers, media, and fight fans pour into the city. The atmosphere is tense.

EXT. STRIP - DAY

Limo gridlock. Taxi lines stretch for blocks. Sidewalks teem with pedestrians.

INT. VERSAILLES - LOBBY - DAY

Three hundred people wait to check in. DESK CLERKS are frantic. Turnaround checks in, holding a black suitcase.

DESK CLERK #1
(hands him key card)

... All set, Mr. Washington, room
306.

Vince checks in, with an identical suitcase.

DESK CLERK #2
... Room 307, Mr. Lincoln.

Velasquez checks in, same.

DESK CLERK #3
... Room 308, Mr. Jackson.

Corneal checks in, ditto.

DESK CLERK #4
... All set, room 309, Mr.
Franklin.

INT. ROOM 306 - DAY

Corneal enters --

INT. ROOM 307 - DAY

Turnaround puts his suitcase on the bed --

INT. ROOM 308 - DAY

Velasquez leaves his suitcase, walks out the door.

INT. HIGH ROLLER SUITE - CLOSE ON METAL SCULPTURE - DAY

Wires stretch from the empty socket where Eye in the Sky's camera lens used to be. FOLLOW the wires TO a VCR/monitor, which plays a loop of an empty suite --

-- But the actual suite is a command center again: monitors and equipment everywhere. All the guys strap on identical watches.

DANNY

Alright, as we approach the opening bell, the smoke alarms will go off. Jimmy and I enter the soft-count room, ten seconds later Seth blows the pinch and it's lights-out. Once that happens there's no turning back. Okay, Animal, sync 'em up.

Animal types a command and a clock face zeroes out on his screen. All the guys' watches adjust to Animal's clock, precisely in sync.

DANNY

Timing is everything. If we have to wait past the opening bell we're screwed. This is a Tyson fight -- it could take ten rounds or it could take ten seconds...

JIMMY

Depending on how hungry he is.

DANNY

The point is, we want those twenty thousand people in their seats when we hit. This place is gonna go nuts when it gets dark, so be ready to play your hand. The cards only get dealt once. We reconnoiter tomorrow at 0800. Any questions?

(off none)

Alright. Let's do it.

INT. VERSAILLES ARENA - DAY

TV crews hustle last-minute setup. Mushy, Corneal, and Vince flash their security passes at a guard. We FOLLOW them PAST the ring, DOWN the ramp leading TO the dressing rooms. They reach a door with Mushy's name on it.

Christy Martin walks to her door, nearby.

MUSHY

Hey, Christy...

Mushy waves. Christy gives him the stone-killer look, enters her dressing room.

MUSHY

What'd I say?

INT. HIGH ROLLER SUITE - AFTERNOON

Danny, Jimmy, and Sam put on tuxedos, ties, and cufflinks simultaneously, in regimented style. Then Sam gives the two-fingered salute.

SAM

Good luck, guys.

DANNY

Back at you, Sam.

Sam splits.

ANIMAL

Danny -- We got a problem.

Animal runs video from the cash cart.

ANIMAL

Guards took a different route on their rotation last night. I was just looking at the tape and I saw this --

The cash cart rolls through a high-security part of the hotel. We CATCH a glimpse of a guard entering a room.

ANIMAL

See that room? I'll slow it down...

In slow motion, we can see inside the enormous room, which contains an arsenal.

JIMMY

Jesus.

(CONTINUED)

CONTINUED:

ANIMAL

I can't believe we missed it...
(zooming in)
Gas masks and night-scopes.
Enough to outfit a whole brigade.

JIMMY

There goes our edge.

DANNY

Is that door the only entrance to
the room?

ANIMAL

Far as I can tell.

JIMMY

(looks closely)
Electronic lock. Won't it fail
when the power goes down?

ANIMAL

Nope, it's a P-380, the mother of
all keyless locks. Shielded solid
state, discrete lithium power
source.

For the first time, Danny looks worried. He focuses on
the video: the cash cart rolls past a guard detail with
automatic weapons, then past a first aid station.

DANNY

(to Jimmy)
Go on ahead. I'll catch up at the
rendezvous point.

INT. VERSAILLES ARENA - EVENING

The arena is full. The RING ANNOUNCER takes the mike.

RING ANNOUNCER

Good evening, ladies and
gentlemen! The Versailles Hotel
and Don King are proud to welcome
you to the boxing event of the
millennium... Tyson-Holyfield
Threeeee!!

The crowd cheers.

INT. VERSAILLES STAGE - EVENING

The CROWD CHEERS as Sam takes the stage, singing his
signature song: "Whatever you do, do it with style."

EXT. DESERT - EVENING

Seth settles in at the computer. He lights a cigarette. Flips his Zippo top up and down, restless.

INT. BLUE CHIP HOTEL - BASEMENT - EVENING

Velasquez leads Bergdof into the basement. Bergdof unpacks a sled mechanics use to roll under cars -- its wheels are side-mounted. It fits perfectly in the drain pipe.

VELASQUEZ

That thing is gonna make this job
a lot more fun.

Bergdof jumps suddenly, shaking a rat off his shoe.

BERGDOF

Yeah... lots of fun.

VELASQUEZ

Ahh... also, um, there's a really,
really small chance that when we
blow the drain it might, ahh, set
off all the charges in this place
and the whole building, heh, it'll
come down on top of us. Heh, heh.
Pretty wild, huh?

(as Bergdof glares)

Heh... But the chances of that are
like one in a thousand. You'd
have to have, like, the worst luck
in the world.

Velasquez sleds into the pipe, leaving Bergdof to think about it.

INT. VERSAILLES ARENA - EVENING

Jimmy flashes a pass identifying him as Mushy's doctor.

GUARD

Go ahead, Doc.

Jimmy heads down the ramp toward the dressing rooms.

INT. HIGH ROLLER SUITE - EVENING

Danny studies the tape. Then he shoots his cuffs and goes to the door. Animal follows.

(CONTINUED)

CONTINUED:

ANIMAL

What are you gonna do?

DANNY

Got to do something about this
nightscope situation.

ANIMAL

But there's nothing you can do,
the place is like Saddam's
bunker --

DANNY

(smiles, pats him)
Relax, Animal. It'll be okay.

INT. VERSAILLES ARENA - EVENING

DING! The first fight of the evening begins: two
flyweights start swatting each other.

INT. MUSHY'S DRESSING ROOM - NIGHT

Mushy works out in his robe while Vince holds the heavy
bag. An ESPN crew tapes them. Upstairs, over their
heads, the CROWD ROARS. Jimmy enters.

JIMMY

Almost time, killer.

INT. VERSAILLES DRUGSTORE - NIGHT

Danny buys a tube of Super Glue, then leaves.

INT. VERSAILLES ARENA - NIGHT

Two middleweights go at it. One knocks the other out and
the crowd cheers. Danny flashes his pass, identifying
him as Mushy's promoter, and the Guard lets him through.

INT. MUSHY'S DRESSING ROOM - NIGHT

Corneal opens the door for Danny.

DANNY

(to TV crew)

Okay, guys. Give me a minute with
my fighter, huh?

(as crew leaves)

How you feel, Mushy?

(CONTINUED)

CONTINUED:

MUSHY

Okay.

DANNY

Listen, there's been a little snag. Nothing serious, but we're gonna need more time before the main event. Think you can go the distance?

MUSHY

(laughs)

Shoot, I went ten rounds with Junior Sledgehammer, I think i can dance with this lil' gal for five.

DANNY

Sure?

MUSHY

No problemo, Dange.

A KNOCK at the door -- event STAFF, cameras, deputies.

STAFF MAN

Okay, Mushy, time to go!

MUSHY

(runs a glove through
his hair)

My hair okay?

CORNEAL

Come on...

Mushy follows his entourage out.

INT. RAMP TO ARENA - CONTINUOUS ACTION

Mushy and his entourage make their way up the ramp toward the lights and NOISE of the arena. As they walk, Danny nods to Jimmy. Jimmy holds back, losing himself in the crowded ramp, then backtracks past the dressing rooms.

Danny nods at Vince. Vince peels off, down a back corridor, and gets on a freight elevator.

Then, as they reach the blaring arena entrance, Danny slips back down the ramp himself.

INT. VERSAILLES ARENA - NIGHT

Corneal and Mushy walk toward the ring.

RING ANNOUNCER

... And now, ladies and gentlemen, you are about to witness boxing history. Don King, in association with Revlon, presents, for the first time ever... the Battle of the Sexes!!

INT. VERSAILLES SPORTS BOOK - NIGHT

Lowsky watches the giant screen in the packed room.

RING ANNOUNCER (V.O.)

... In the black shorts, from Atlanta, Georgia, with 15 wins, 10 losses but never a knockdown, the Man With the Plan... Mister Mushy O'Conner!

BOOS. Lowsky looks at a large woman booing in his ear.

INT. VERSAILLES ARENA - IN RING - NIGHT

Mushy lifts his arms, but all he gets are BOOS. He returns to his corner.

MUSHY

Dag, man, everybody hates me.

FAT CORNER MAN

Whadya expect? You're here ta beat up a girl.

RING ANNOUNCER

And in the pink trunks, with 24 wins, one loss, from the bluegrass state of Kentucky... Christy the Coalminer's Daughter Martin!

CHEERS for Christy as she climbs into the ring. Mushy applauds.

CORNEAL

What are you doing?

MUSHY

I'm a fighter and a gentleman, Rog.

INT. VERSAILLES DRY CLEANING PLANT - NIGHT

Jimmy enters. He slips between the clothing racks, until he finds a rack of guards' uniforms.

INT. RAMP - NIGHT

Danny approaches a GUARD. He flashes his promoter pass.

DANNY

Which way is first aid?

GUARD

Down that way, but it's a security area --

DANNY

Listen, somebody misplaced our cut man's kit, and the fight's about to start. Can you take me down there?

INT. VERSAILLES ARENA - NIGHT

Corneal puts Mushy's mouthpiece in.

CORNEAL

Alright, just play her off, stay away from her.

MUSHY

Hey, c'mon, Rog...

The BELL RINGS. Christy bounds out of her corner.

MUSHY

... How hard can the girl hit?

Mushy turns and Christy smashes his face with a right -- Mushy goes flopping over the ropes and out of the ring. He lands flat on his face on the judges table. The crowd goes nuts.

INT. HIGH ROLLER SUITE - NIGHT

Animal is on his feet, screaming --

ANIMAL

Get up!

INT. VERSAILLES ARENA - NIGHT

Mushy gets up, climbs back into the ring.

REF

What's your name, kid?

MUSHY

Uh... Mushy! I'm okay. Just lost my footing...

The Ref sends him back in. Christy swings. Mushy backpedals, dancing. He won't make that mistake again.

INT. VERSAILLES MAINTENANCE AREA - NIGHT

Vince comes upon a vast garage area where the electric carts are maintained. A couple of mechanics are bent over vehicles. Vince STARTS a CASHCART and glides off silently.

INT. VERSAILLES HIGH-SECURITY AREA - NIGHT

The Guard leads Danny through the high-security area. A GUARD at a desk looks up from a small TV. He nods, and they proceed to the first-aid door.

DANNY

I'll wait out here.

(nods at the TV)

Keep an eye on the fight.

Danny's Guard enters the first-aid room. We see him talk to a nurse through a small window. Danny turns casually. The arsenal door is behind him.

INT. VERSAILLES ARENA - NIGHT

DING! End of the first round. The crowd boos as Mushy returns to his corner.

CORNEAL

Alright, you're doing good. Just stay away from her.

INT. HIGH-SECURITY AREA - NIGHT

Danny moves backward until the electronic lock is behind him. He takes the Super Glue from his pocket and slips it behind his back. He inserts the tube into the lock, and squeezes the glue inside.

(CONTINUED)

CONTINUED:

Suddenly, the door opens. TWO PLAINCLOTHES GUYS exit --
Danny freezes. They stop right next to him.

PLAINCLOTHES #1

Look at that.

They stand beside Danny and watch the fight.

INT. VERSAILLES ARENA - NIGHT

DING! Second round. Christy has had enough dancing.
She comes out to fight.

MUSHY

Take it easy now, darlin'...

INT. HIGH-SECURITY AREA - NIGHT

Danny and the Plainclothes guys watch the fight on TV.

PLAINCLOTHES #1

Think you could take her?

PLAINCLOTHES #2

I don't know, but my ex-wife could
kick her ass.

They laugh, then Danny suddenly notices Angie sitting
ringside with her boyfriend, a handsome jerk. Danny
drops the empty tube of glue, distracted. It lands right
on top of Plainclothes #1's shoe.

Daddy freezes. DING! Round two ends and the
plainclothesmen walk off, with the tube stuck to the
guy's shoe. Danny's Guard returns from the first aid
with a kit

GUARD

This what you wanted?

DANNY

Yeah. Thanks.

INT. VERSAILLES ARENA - NIGHT

Mushy collapses in his corner.

(CONTINUED)

CONTINUED:

CORNEAL

Man, you gotta at least act like
you're fighting or she's gonna
take you out. Hey!

(grabs his face)

Are you listening to me?

MUSHY

I think she likes me.

INT. VERSAILLES - THEATER - NIGHT

Sam comes off the stage to applause. He checks his watch. In the audience, the Balding Guy and the Paunch Guy watch Sam exit. The Balding Guy has a cast on his arm.

BALDING GUY

Let's go.

BACKSTAGE

Sam heads down a corridor, then knocks on a door marked "AUTHORIZED PERSONNEL ONLY." Jill, the magician's assistant, opens the door.

JILL

I can't let you in again, Sam,
they'll kill me.

SAM

Well, we'll just have to be more
careful, won't we...?

INT. BACKSTAGE AT MAGIC SHOW - NIGHT

Jill lets Sam in. He stands in the shadows, watching an illusion unfold from behind the scenes:

Onstage, a tiger's cage is covered with a drape. A technician hits a button and the cage floor drops, very fast. Mirrors rotate between the cage bars, obscuring it all, and Presto! The tiger has disappeared. The audience applauds.

EXT. STRIP - NIGHT

Major gridlock. Turnaround is stuck in his Lincoln.

(CONTINUED)

CONTINUED:

TURNAROUND

(on cell phone)

Foxtrot, I am not in position yet,
it's a damn swap meet out here...

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

ANIMAL

Gotcha.

(on headset)

Tango Two, we definitely need all
the time you can buy us.

INT. VERSAILLES - ARENA - CONTINUOUS ACTION

Corneal holds his earpiece as he watches from the corner.

CORNEAL

Don't count on it.

Christy backs Mushy into a corner. He stumbles -- The crowd roars. Angie gets up from her ringside seat. Watching Mushy struggle is getting to her.

ANGIE

Excuse me...

BOYFRIEND

Angie?

She walks out.

INT. CORRIDOR - NIGHT

Vince drives the cashcart by the dry cleaning plant just as Jimmy walks out with uniforms. Jimmy tosses mechanic's coveralls to Vince, and walks off in the other direction.

INT. VERSAILLES SPORTS BOOK - NIGHT

The crowd makes noise as Mushy struggles.

LOWSKY

Get up!

Danny walks by, heading toward the men's room. He runs right into Angie.

(CONTINUED)

CONTINUED:

ANGIE

Danny -- Why aren't you in -- ?

DANNY

I, ah, have to take care of something...

ANGIE

Wait -- I wanted to talk to you anyway. Can we go somewhere?

DANNY

Right now's not a good time.

ANGIE

What's wrong?

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

Animal watches Danny talk to Angie on a monitor.

ANIMAL

Come on, Sarge, stay in the game.

INT. VERSAILLES SPORTS BOOK - NIGHT

ANGIE

After we talked yesterday I realized I was putting a lot of pressure on you. But it's driving me crazy...

DANNY

It's driving me crazy too, baby, but I really can't talk right now...

Danny notices Lowsky gesturing "Get moving!" over Angie's shoulder. He backs away from her.

DANNY

I have to run. We'll talk.

ANGIE

When?

DANNY

Soon!

She watches as he walks off quickly into the crowd. Her boyfriend comes up to her.

(CONTINUED)

CONTINUED:

BOYFRIEND

Are you okay?

ANGIE

No... my head is pounding. I'm
going up to my room to lie down.

She heads off. He follows her to the elevators.

INT. REST ROOM - CONTINUOUS ACTION

Danny drops the first aid stuff in the trash, turns, and finds a guard watching him -- It's Jimmy in uniform and tinted glasses. He tosses Danny a matching one.

JIMMY

You're out of uniform, Sergeant.

DANNY

What's the E.T.A. on Vince?

JIMMY

One minute. You're behind. How's
Mushy?

DANNY

Not good.

INT. VERSAILLES ARENA - NIGHT

Boom, boom, boom! Christy uses Mushy as a punching bag.

INT. EYE IN SKY - NIGHT

Security is doubled for the fight. Guards with assault rifles flank the door. The Man Who Never Smiles reads a log.

MAN WHO NEVER SMILES

This says East High Roller went
off-line last night for a minute
thirty-eight.

TECH

Yes, sir.

The Man Who Never Smiles watches the East Suite monitor: the tape loop of the empty suite runs on, unchanging... Something about it bothers him.

(CONTINUED)

CONTINUED:

MAN WHO NEVER SMILES

Zoom in fifty percent.

A Tech punches in the command.

INT. HIGH ROLLER SUITE - NIGHT

Small gears rotate the lens barrel -- twisting the wires that dangle from the lens socket to the VCR. They short out --

INT. EYE IN SKY - NIGHT

-- The image flickers, then goes dark.

TECH

Lost it.

MAN WHO NEVER SMILES

Zoom back out.

He does. The image flickers on briefly, then out.

TECH

Want me to send a tech up there?

MAN WHO NEVER SMILES

No.

(gets up)

I'll go.

INT. VERSAILLES REST ROOM - NIGHT

Danny adjusts his new moustache and glasses. He pins his fake ID on as Jimmy leans out the door. He sees Vince, in mechanic's coveralls, driving the cashcart through the crowd.

JIMMY

Right on schedule.

DANNY

(into radio)

Tell Vince to take the service elevator to the twentieth floor. We'll get on and take the cart from him there.

ANIMAL (V.O.)

Roger.

INT. VERSAILLES - ARENA - NIGHT

Christy pounds on Mushy. A blow lands low, and Mushy reacts instinctively -- he hits her. Christy staggers back, her lip bloody. Mushy drops his hands, horrified.

MUSHY

Aw shit, I'm sorry!

Wham!! She nails him while his hands are down. Mushy drops like a slaughtered lamb.

INT. VERSAILLES - SPORTS BOOK - NIGHT

The room goes crazy. Lowsky leaps to his feet.

LOWSKY

Get up, schmuck!

EXT. STRIP - NIGHT

Turnaround turns UP his RADIO as the REF COUNTS...

TURNAROUND

Come on, Mush...

INT. VERSAILLES - ARENA - NIGHT

CORNEAL

Get up! You hear me? You got two rounds to go!

Mushy wobbles up just in time. Christy comes after him. Mushy's reflexes take over and the brawl begins. They lay into each other, toe to toe, blood and guts, the crowd screaming.

INT. VERSAILLES - SPORTS BOOK - NIGHT

LOWSKY

Hit her! Hit her!

(seeing people stare
at him)

I got a lot of money on this
fight.

INT. VERSAILLES - ARENA - NIGHT

Neither fighter is backing down. It's brutal.

(CONTINUED)

CONTINUED:

CORNEAL

Watch the jab! Watch the jab!

Mushy turns, distracted, and gets a jab in the temple -- His knees buckle. He falls into her arms.

MUSHY

... You smell nice...

She shoves him away and pow!!! Clocks him. Mushy goes down, face up. She spins above him, smiling. Mushy passes out.

REF

It's over!

Christy raises her arms. The crowd goes wild. People swarm the ring. Corneal and a corner man revive Mushy.

INT. VERSAILLES - REST ROOM - NIGHT

ANIMAL (V.O.)

(on radio)

Now!

DANNY

Let's go.

INT. VERSAILLES - CASINO - NIGHT

Danny and Jimmy stroll out amid the frenzied fight fans.

INT. HIGH ROLLER SUITE - CONTINUOUS ACTION

Animal sees Jimmy and Danny on his monitors. He also sees the real guards collecting at the other end of the casino.

ANIMAL

Watch out for the team on the floor, north side.

DANNY (V.O.)

(on radio)

Got 'em. Let the boys know we're go for first down.

INT. BLUE CHIP - BASEMENT - NIGHT

Bergdof touches his earpiece.

(CONTINUED)

CONTINUED:

BERGDOF

We're go.

VELASQUEZ

Finally. Get to blow some shit
up!

Velasquez grabs a detonator. Bergdof checks his watch.

BERGDOF

Just in time for the 7:45 show...

EXT. TREASURE ISLAND - HOTEL - NIGHT

The Pirates of the Caribbean show, in progress, suddenly
ERUPTS in CANNON FIRE --

INT. BLUE CHIP - BASEMENT - CONTINUOUS ACTION

The CANNON FIRE ECHOES. Bergdof nods at Velasquez.

VELASQUEZ

Fire in the hole!

Velasquez lovingly squeezes the detonator. BOOM! Debris
shoots out of the hotel drain as they --

INT. STORM DRAIN - CONTINUOUS ACTION

-- BLOW a HOLE into the storm DRAIN.

EXT. TREASURE ISLAND - CONTINUOUS ACTION

A MANHOLE COVER RATTLES. No one notices as the pirate's
CANNON FIRE CRESCENDOS.

INT. BLUE CHIP - BASEMENT - CONTINUOUS ACTION

Velasquez gets on the sled. Bergdof gives him a shove
and Velasquez shoots into the drain.

VELASQUEZ

Hooah!

EXT. DESERT - NIGHT

Seth checks his watch. Flips his Zippo top nervously.

(CONTINUED)

CONTINUED:

We CRANE UP -- just over the hill behind Seth. A highway patrol car pulls off the lonely road. The PATROLMAN gets out and hikes up the big hill.

INT. VERSAILLES HOTEL - TWENTIETH FLOOR - NIGHT

All is quiet. Hallways stretch forever in four directions. Vince waits in an elevator, his foot blocking the door. He has shed his coveralls.

Another elevator arrives with Danny and Jimmy. They get on Vince's elevator and Vince gets off with a salute.

JIMMY

See ya, Vincey.

INT. VERSAILLES - SERVICE ELEVATOR - CONTINUOUS ACTION

The doors close. Jimmy presses lobby as Danny takes over the cart.

INT. STORM DRAIN - NIGHT

Velasquez slides out of the drain and runs off, his gear on his back. The ten-foot wide storm drain stretches ahead for miles.

INT. VERSAILLES - ARENA - NIGHT

The lights lower. The RING ANNOUNCER takes the mike.

RING ANNOUNCER

Ladies and gentlemen, get ready
for the main event!

The crowd roars with anticipation.

INT. HIGH ROLLER SUITE - NIGHT

Animal watches the Ring Announcer on TV.

ANIMAL

Tango One, opening bell is
approximately three minutes away.

INT. VERSAILLES - ELEVATOR - NIGHT

Danny and Jimmy ride down.

(CONTINUED)

CONTINUED:

DANNY
(into radio)
Roll the clock.

INT. HIGH ROLLER SUITE - NIGHT

Animal punches keys: the clock appears on his screen.

ANIMAL
We are on the clock as of... now.

Animal hits enter and the clock starts counting down:
3:00... 2:59... 2:58...

EXT. STRIP - NIGHT

Turnaround looks at his watch, in sync with Animal's.

INT. VERSAILLES - MAGIC SHOW - NIGHT

Sam checks his watch, ditto.

EXT. DESERT - NIGHT

The Patrolman reaches the top of the hill. He steps behind a cactus and relieves himself. This will take awhile.

PATROLMAN
Ahh...

INT. VERSAILLES - ARENA - NIGHT

Mike Tyson stalks toward the ring. The crowd reacts.

INT. VERSAILLES - SERVICE ELEVATOR - NIGHT

Danny's elevator suddenly stops on the third floor. The doors open -- Angie is escorted in by her Boyfriend.

BOYFRIEND
... Come on, you don't want to miss the main event. I'll get you a drink, you'll feel better.

The doors close. They ride down. Angie gives Danny and Jimmy a cursory glance, not recognizing them. Danny stares at the handsome jerk. Jimmy leans close.

(CONTINUED)

CONTINUED:

JIMMY
(sotto, to Danny)
Easy...

DING! The ELEVATOR stops at the third floor. The doors open: The Man Who Never Smiles stands there, looking at Danny and Jimmy.

DANNY
Going down?

MAN WHO NEVER SMILES
Up.

Danny nods and hits the CLOSE DOORS button. Everyone waits for the doors to close. Time slows to a crawl. The Man Who Never Smiles looks at Danny and Jimmy. In the space of five seconds his quick minds races.

He thinks: I don't remember these two guards. On the other hand, I have 500 people under me and I can't always remember every single one at a glance. Still, there's something about these two...

The doors start to close. The Man's eyes travel down to Jimmy's shoes --

\$900 Gucci loafers.

The Man stops the doors. Gets on the elevator.

MAN WHO NEVER SMILES
I'll ride down, catch the next one
up from the lobby.

The doors close. They wait in silence as the elevator drops. The Man Who Never Smiles stares down at his reflection in Jimmy's shoes.

Danny looks at Jimmy's shoes. He, too, realizes they are a bit excessive for a guard making fourteen bucks an hour. Jimmy looks down. He realizes it out, too. He looks at Danny. Shrugs.

Angie looks at Danny. Her eyes widen as she recognizes him. She looks at Jimmy, and realizes, with a shock, what they're up to.

ANGIE'S BOYFRIEND
(looking at fight
program)
Sorry your friend lost. Hope you
didn't distract him when you
walked out in the middle of the
fight.

(CONTINUED)

CONTINUED:

ANGIE

(looking right at
Danny)

He knows I'd never do anything to
hurt his chances. If he loses, he
loses on his own terms. Not
because of me.

Danny looks right back at her. He smiles. DING! They
reach the lobby. The Man Who Never Smiles holds the door
open as our guys roll out.

MAN WHO NEVER SMILES

Be careful.

DANNY

You, too.

Danny drives off, Jimmy riding shotgun. The Man watches
them. Then he sees Vince's coveralls on the elevator
floor.

Angie sees them, too. The Man reaches for his walkie-
talkie and heads after Danny and Jimmy. But Angie grabs
his arm.

ANGIE

Excuse me, can you tell me which
way the tigers are?

MAN WHO NEVER SMILES

Magic Theatre.

(pulling away)

Excuse me --

ANGIE

(gripping his arm)

Is that through the casino?

MAN WHO NEVER SMILES

Ma'am, you'll have to ask at the
front desk, now excuse me --

ANGIE

(holding on)

Don't you work for the hotel?

MAN WHO NEVER SMILES

Ma'am, let go of my arm!

BOYFRIEND

Let go, Angie.

(CONTINUED)

CONTINUED:

The Boyfriend separates Angie from the Man. The Man hurries off, speaking into his radio.

MAN WHO NEVER SMILES

All units, this is Eye in the Sky,
we have a code yellow, repeat,
code yellow in the main casino...

He looks for Jimmy and Danny. He slips out his Beretta, but keeps it hidden under his jacket.

Danny drives into the casino with Jimmy.

DANNY

Ninety elevators in this dump and
she walks into mine.

JIMMY

Did you see the way she handled
that guy?

DANNY

(smiles proudly)

Yeah.

INT. VERSAILLES - ARENA - NIGHT

A spotlight hits the bejeweled championship belt, raised above the cheering crowd by the entourage leading Evander Holyfield.

INT. VERSAILLES - CASINO - NIGHT

Danny drives through the crowded casino floor. He spots the Man hurrying after them. He glares at Jimmy.

DANNY

You're got to be the only guy in
the world who'd wear Gucci loafers
to a heist.

JIMMY

I've got a tuxedo on under all
this, what am I supposed to do?

DANNY

Match the shoes to the uniform.

JIMMY

You want me to wear brown shoes
with a tuxedo?

(CONTINUED)

CONTINUED:

DANNY

That's what I did.

JIMMY

How could you?

Across the casino, two guards fall in behind the Man Who Never Smiles. They walk briskly in pursuit.

EXT. DESERT - NIGHT

The Patrolman finally zips up. He starts back to his car, then notices the glow from Seth's computer screen under the camouflage. The Patrolman frowns, then heads down the hill toward Seth.

EXT. STRIP - NIGHT

Turnaround sits frustrated in stalled traffic.

TURNAROUND

Ah, screw it --

He snaps his seat belt on, then turns the wheel sharply and bounces up on the median. He slaloms between palm trees, then skids across wrong-way traffic to the sidewalk.

He cruises down the sidewalk, dodging pedestrians, then bumps back up on the median and tears it up -- making his way down Las Vegas Boulevard any way he can.

He reaches Flamingo Road and floors it -- heading right toward the intersection -- As he hits the intersection he jams on the emergency brake, executing a perfect bootlegger's turn, and flips the car neatly onto its roof.

The big Lincoln ends up spinning slowly in the middle of the intersection, effectively blocking Las Vegas Blvd. and Flamingo Road.

Turnaround climbs out, admires his work, then runs off as SCREAMING POLICE CARS crawl through the traffic after him. Turnaround reaches the van and drives off down a sidestreet.

EXT. DESERT - NIGHT

The Patrolman approaches Seth. He sees the elaborate equipment.

(CONTINUED)

CONTINUED:

PATROLMAN

Hey.

Seth doesn't move. The Patrolman stops behind him.

PATROLMAN

What the hell is this?

(loud)

Hello!

No response. Seth just keeps flipping his Zippo top.

PATROLMAN

Alright, put your hands up...

The Patrolman points his gun right at Seth as he starts to move around him...

PATROLMAN

I said, put your hands up. Are you deaf --

Wham! Seth backhands him in the face with his fist. In Seth's other hand we see the Patrolman drop, reflected in the polished silver Zippo. Seth takes the stunned Patrolman's gun away. Cuffs him.

INT. VERSAILLES CASINO - NIGHT

Danny and Jimmy roll toward the counting rooms. Closing in behind them is the Man Who Never Smiles and a phalanx of armed guards who have now joined the group.

MAN WHO NEVER SMILES

(into radio)

They're heading toward the counting rooms.

INT. EYE IN SKY - NIGHT

The room buzzes with tension. Extra armed guards show up. The ACTING SECURITY DIRECTOR is sweating.

ACTING SECURITY DIRECTOR

Roger. I want two men at every elevator, stairway, and exit on the main floor, right now --

On the monitors we see dozens of armed guards in motion.

INT. HIGH ROLLER SUITE - NIGHT

Animal has turned from his screens to cue up a videotape: Towering Inferno. There is a KNOCK at the door.

ANIMAL

(startled)

Jesus jumped up -- !

Animal moves from his screens before he notices all the guard activity on his monitors. Animal looks out the peephole: two tall security guys in suits.

ANIMAL

Just a minute...

(to himself)

Fuck!

The clock hits 1:00 minute and counting...

EXT. LAS VEGAS BOULEVARD - NIGHT

Turnaround bumps the van up on the median. He races past the Mirage, past Caesar's, past the Versailles, and points the van at the intersection of Tropicana Avenue and floors it --

But a mom hurries across the intersection with a stroller --

Turnaround jerks the wheel and the van careens across the sidewalk, up onto the landscaping, and flies off a small rise, airborne, heading right toward the sphinx...

-- Turnaround bails out as the van smashes off the sphinx's nose and crashes into a fountain and explodes. Turnaround limps off, into the crowd.

INT. VERSAILLES CASINO - NIGHT

Danny and Jimmy roll up to a set of double doors. Danny presses a button on the cashcart and the doors swing open. They enter the long corridor.

INT. CORRIDOR TO COUNTING ROOMS - CONTINUOUS ACTION

Danny drives toward a door at the end of the hall: the soft-count room. He speaks into his radio.

DANNY

Coming up on target. I've got thirty seconds and counting, Foxtrot. Everything copa?

INT. HIGH ROLLER SUITE - NIGHT

Everything is not cop. Animal's headset lies on the table. His monitors show the clock at 30 seconds... 29... 28...

Animal rushes from the bedroom with an armload of blankets. He starts covering the equipment when suddenly the two Security Guys burst into the room. They look at the gear.

SECURITY GUY

What's this shit...?

INT. CORRIDOR TO COUNTING ROOMS - NIGHT

Danny stops at the soft-count door.

DANNY

Foxtrot, you read me?

INT. HIGH ROLLER SUITE - NIGHT

Animal throws the blankets over the Security Guys and leaps on them, tackling them to the floor.

INT. VERSAILLES ARENA - NIGHT

Tyson and Holyfield pace like tigers, waiting, ready.

RING ANNOUNCER

Let's get ready to rummmmbllle...

INT. CORRIDOR TO SOFT-COUNT ROOM - NIGHT

Jimmy looks at his watch.

JIMMY

Twenty-five seconds.

DANNY

Get in position.

Jimmy gets off the cart and approaches the keypad lock. His hat is pulled low so you can't see his face from the security camera.

INT. SOFT-COUNT ROOM - NIGHT

On the other side of the door are six heavily-armed guards waiting and watching Jimmy on a bank of monitors.

(CONTINUED)

CONTINUED:

SOFT-COUNT ROOM BOSS

(into headset)

They are not -- repeat, not the
floor team in rotation...

(yells to the room)

Anybody know who the hell these
guys are?

INT. HIGH ROLLER SUITE - NIGHT

A security guy fights out of the blanket and grabs
Animal. Animal kicks him in the chest, smashing him into
a statue. Animal sees the guards on the monitors,
waiting for Jimmy and Danny --

Animal lunges for his headset to warn them, but the other
security guy grabs his ankles and brings him down,
ripping the headset wires out of the console.

INT. VERSAILLES ARENA - NIGHT

The timekeeper prepares to strike the opening bell --

INT. CORRIDOR TO COUNTING ROOMS - NIGHT

Danny looks at his watch.

DANNY

Ready...

Jimmy raises his hand to punch in the combination.

DANNY

Do it.

Jimmy starts punching it in.

INT. SOFT-COUNT ROOM - NIGHT

On the other side, six gun barrels are waiting --

INT. CORRIDOR TO SOFT-COUNT ROOM - NIGHT

MAN WHO NEVER SMILES

Hold it!

The Man and his guards run toward Danny and Jimmy, guns
raised --

(CONTINUED)

CONTINUED:

MAN WHO NEVER SMILES
Move your hand away from the lock!

Jimmy lifts his finger from the last button of the combination. His watch ticks down to fifteen seconds. The Man and his guards stop ten feet away.

MAN WHO NEVER SMILES
Get off the cart!
(as they don't move)
Listen to me! I will give you
exactly three seconds to get off
that cart! One... two... three --

INT. HIGH ROLLER SUITE - NIGHT

The clock ticks down -- :00.

INT. VERSAILLES ARENA - NIGHT

DING! The opening BELL RINGS.

INT. FOUR VERSAILLES HOTEL ROOMS - QUICK CUTS

BOOM! BOOM! BOOM! BOOM! The FOUR SUITCASES EXPLODE in each hotel room, filling the room with smoke.

INT. CORRIDOR TO SOFT-COUNT ROOM - NIGHT

The FIRE BELL BLARES. Extremely loud.

GUARD TEAM LEADER
What the hell?!

DANNY
Hit it.

Jimmy presses the last number on the lock -- the door to the soft-count room swings open.

Guards on both sides suddenly raise their weapons to shoot at each other -- everyone yells at once.

MAN WHO NEVER SMILES
Hold your fire! Hold your fire!

GUARD TEAM LEADER
-- Don't shoot!

SOFT-COUNT ROOM BOSS
What the fuck's going on?!

INT. EYE IN SKY - NIGHT

A hotel layout on a screen flashes the sectors on fire.

TECH

Smoke and heat sensors responding
in three sectors.

SECURITY OPERATIONS ASSISTANT

(reading screen layout)

Right over the kitchen!

ACTING SECURITY DIRECTOR

Shit. Punch up 22.

A tech switches camera views on a monitor: The screen
fills with roaring flames.

ACTING SECURITY DIRECTOR

Jesus H. God.

INT. VERSAILLES KITCHEN - NIGHT

Sprinklers spray cooks, food, everything.

INT. VERSAILLES DINING ROOM - NIGHT

Diners are soaked. People run.

INT. VERSAILLES CASINO - NIGHT

The ALARM BLARES. Soaked diners run through the crowd.

INT. CORRIDOR TO SOFT-COUNT ROOM - NIGHT

Panicked YELLING comes from the casino. The Man Who
Never Smiles puts his gun behind Danny's ear.

MAN WHO NEVER SMILES

What have you done to my hotel?

INT. VERSAILLES ARENA - NIGHT

No alarm. An official climbs into the ring and quietly
stops the fight before it starts. The crowd boos.

INT. EYE IN SKY - NIGHT

A Tech looks at the flames on his screens.

(CONTINUED)

CONTINUED:

TECH

We got a major fire here!

A closer look at the monitor reveals Paul Newman in Towering Inferno. A SHARP-EYED TECH looks at it.

SHARP-EYED TECH

Is Paul Newman at the fight?

INT. VERSAILLES CASINO - NIGHT

Towering Inferno is also playing on the giant sports book screen. People freak out.

INT. LAS VEGAS FIRE STATION - NIGHT

The ALARM sounds, firemen scramble --

INT. CORRIDOR TO SOFT-COUNT ROOM - NIGHT

SOFT-COUNT BOSS

Sir, we have to evacuate, now --

MAN WHO NEVER SMILES

Alright, cuff these two and let's go.

The guards grab Danny and Jimmy.

EXT. DESERT - NIGHT

The Patrolman squirms, cuffed on the ground. Seth slips on welder's goggles and counts down on his watch: 3... 2... 1...

SETH

(speaking)

Don't look.

... Zero. Seth stands back and hits "enter" on a remote control --

PHOOOOOM!!!

Everything BLOWS UP -- the truck, the computer, and the pinch, which implodes with a brilliant light --

EXT. LAS VEGAS - NIGHT

The light turns night to day for a flash -- every light in town goes out --

INT. HIGH ROLLER SUITE - NIGHT

Lights out. Animal escapes as the EQUIPMENT SPARKS.

INT. VERSAILLES CASINO - NIGHT

Lights out. People scream.

INT. CORRIDOR TO SOFT-COUNT ROOM - NIGHT

Lights out. Pitch black. The Guards' RADIOS SPARK --

GUARD TEAM LEADER

What the hell's going on?!

Danny slips on his night-scope gear -- Jimmy does same.

NIGHT-SCOPE POV

The guards move uncertainly, confused.

BACK TO SCENE

DANNY

Now!

Danny and Jimmy shove the guards into each other.

GUARD TEAM LEADER

I lost 'em!

MAN WHO NEVER SMILES

Hold your fire!

Danny and Jimmy throw their flashlights down the corridor -- they smash against the door at the other end.

GUARD TEAM LEADER

There they go!

The guards scramble down the corridor after the sound. Danny drives into the soft-count room. Jimmy closes the door behind.

INT. SOFT-COUNT ROOM - CONTINUOUS ACTION

Danny and Jimmy drive to the rear of the room where bales of cash are piled seven feet high on skids. Suddenly a piercing light glares in their night-scope goggles -- a guard with a flashlight.

(CONTINUED)

CONTINUED:

Danny comes up with a CO/2 HAND-CANNON from under his seat and FIRES at the guard -- a hard, rubber projectile thuds into the guard's midsection and bounces away. The guard goes down, out cold.

Danny backs the cashcart's twin forks under the skid of cash. He lifts it up, Jimmy throws a magician's drape over it, and they roll toward the door.

INT. VERSAILLES CASINO - NIGHT

Danny and Jimmy pull into the casino, which is in chaos. A few feeble emergency lights challenge the darkness.

EXT. LAS VEGAS BOULEVARD - NIGHT

Something you've never seen: the Strip is dark, illuminated only by a huge desert moon -- and hundreds of headlights. Police and fire vehicles can't get through the traffic. Turnaround's twin crashes have effectively blocked the Versailles from access.

Turnaround opens a manhole cover and slips down inside.

INT. STORM DRAIN - CONTINUOUS ACTION

Turnaround drops, sees Velasquez up ahead, drilling into the drain wall, setting dynamite. Turnaround runs toward him.

TURNAROUND

Hooah!

INT. EYE IN SKY - NIGHT

Flashlights play over the console. Everyone talks at once.

TECH

C.C.T.V. is down, radio is down,
alarms, computers...

INT. LAS VEGAS POLICE COMMUNICATIONS CENTER - NIGHT

Communications command is fried.

DISPATCH SERGEANT

(to his captain)

... Cell-net, satcom, C.B., ham
radio, all the backups are down...

INT. BACKSTAGE (VERSAILLES MAGIC SHOW) - NIGHT

Frightened performers and crew run from the stage. Sam waits until they're gone, then goes to the elevator winch and starts cranking it...

Over Sam's shoulder, the Bald Guy and the Paunchy Guy walk across the stage and stop. The Bald Guy raises a PISTOL.

BALD GUY

Hey, Sam.

(as Sam turns)

Fuck you.

POW! He FIRES. Sam dives, as the bullet grazes his jacket. The guys close in on him as they walk across the stage.

SAM

Look, fellas, your money's on its way, I swear --

BALD GUY

Too late, Sammy. Bye-bye.

He raises the gun again -- Sam suddenly reaches back, on the wall, and pulls a lever -- a trap door opens right underneath the two guys and they fall.

GUYS

... Aaa!

Their YELLS ECHO away to nothing. Sam peers down into the black hole: smoke swirls mysteriously. Who knows where they went?

SAM

Abracadabra, baby.

Sam returns to the elevator winch and keeps cranking.

INT. VERSAILLES ARENA - NIGHT

The crowd stirs anxiously in semi-darkness as the fighters are quickly escorted out. At the official's table, frenzied officials yell into useless telephones.

RING ANNOUNCER

(a little too smooth)

Ladies and gentlemen, we have a slight situation, we ask you now to please evacuate the arena in an orderly fashion. Please do not panic...

But panic they do -- pushing and shoving to get out.

INT. VERSAILLES CASINO - NIGHT

Panicked people stream out of the arena and into the casino. Danny slows, threading his way through the crowd as best he can.

INT. BACKSTAGE (VERSAILLES MAGIC SHOW) - NIGHT

Sam continues to crank the winch, raising the elevator.

'OVER SAM'S SHOULDER

the white tiger slowly RISES INTO VIEW. The cage door is open.

Sam keeps cranking, unaware. Finally, he finishes cranking the elevator up. He stops, catches a breath, looks at his watch.

SAM

Any time, guys...

Behind him, the tiger slinks out of his cage right toward him. Sam waits, hums a little tune, then glances behind him.

SAM

Yaa!

The TIGER ROARS.

SAM

Get outta here! Go on! Shoo!

The tiger charges -- Sam picks up a chair just in time to block a paw swipe, which shreds his suit --

SAM

(furious)

God damn Dolce and Gabbana jacket!

Second one this month, you big, fat...

(thrusting with
the chair)

... live chicken-eatin', snaggly-tooth motherf--

He thrusts again and the tiger suddenly bounds off, across the stage, down the aisles, and out the front entrance... and into the crowded casino.

SAM

Oh, shit.

INT. VERSAILLES CASINO - NIGHT

Panic turns to horror as the tiger leaps through the crowd. Everyone screams and clears a path. The tiger jumps over them, hopping from table to table.

A DIEHARD GAMBLER barely notices.

DIEHARD GAMBLER

(to dealer)

What are you waiting for? Hit me.

The tiger knocks him over, bounding off their table. Danny follows the path the tiger cleared and heads full speed toward the service corridor near the magic show.

INT. BACKSTAGE (VERSAILLES MAGIC SHOW) - NIGHT

Sam looks in the tiger's cage: He finds a tattered remnant of a loud sport coat, and a cast. Now we know where the thugs went.

SAM

Just couldn't wait for your money,
could you?

VINCE

(rushing in)

Where are Danny and Jimmy?

SAM

Not here yet.

VINCE

(sees the empty cage)

What happened to the cat?

SAM

I set him free.

Danny and Jimmy burst through the stage door.

SAM

About time.

They roll onto the floor elevator. Sam hops on the cart as Vince winches them down.

JIMMY

Good God, what happened to your
suit?

SAM

I don't want to talk about it.

INT. VERSAILLES TUNNEL - CONTINUOUS ACTION

A long, straight concrete corridor. Dark, except for a few flashlights. The elevator doors are pried open by Sam and Jimmy. They peer out at the confused guards. Our guys slip on gas masks over their night-scopes. They take RIOT GUNS from the cart.

DANNY

One, two, three --

They fan out into the tunnel and FIRE TEAR GAS both directions. The guards yell and cough as the gas overcomes them. The guys jump back on the cart and drive down the tunnel --

DANNY/JIMMY/SAM

Move it! Outta the way! Now!
Now!

The overcome guards stumble out of the way. The others shine flashlights, see their uniforms, and stand aside. Danny drives down the smoky tunnel as fast as the cart will go. Finally they see the end of the line: a freight elevator.

JIMMY

There's the elevator to the warehouse.

A large group of guards block the elevator. Danny slows.

DANNY

Quiet. They can't see us yet.

They roll silently up to the heavily-armed group -- the darkness, the smoke, and their burning eyes keep them from spotting the cart. Danny inches forward.

DANNY

(to himself)
C'mon, Benny...

Suddenly, the freight elevator doors open and a blinding light hits Danny and the others -- it's an armored Bobcat, a SWAT-type vehicle with two guards in the over-cab, wearing gas masks.

The Bobcat lurches out of the elevator and stops immediately, nose to nose with the cash cart. The Bobcat guard riding shotgun fires up a spotlight, which plays over the magician's drape --

BOBCAT GUARD

(over PA)
Hold it --

(CONTINUED)

CONTINUED:

The BOBCAT GUARD gets out. He levels an AK-47 at Danny as he approaches and grabs the magician's drape.

DANNY

You don't want to do that --

(as the Bobcat

Guard stops)

There's an angry 600-pound tiger in there and the lock's broken.

SAM

Yeah, he's gonna eat the first thing he sees.

The Bobcat Guard levels his AK at Sam's chest.

BOBCAT GUARD

What team are you?

SAM

(lowering his voice)

Special animal... pickup... team...

(angrily)

What the fuck team are you, man?

Bobcat steps into the spotlight's glare -- we see through his mask that it's the Man Who Never Smiles. He aims his weapon at Danny.

MAN WHO NEVER SMILES

Put your hands up and step off the cart.

SAM

Alright, we're from the Humane Society, we heard those magic boys were getting freaky with this cat --

MAN WHO NEVER SMILES

Put your hands up, now, all of you, or we will open fire.

Danny looks down the AK barrel. He smiles.

DANNY

Okay, guys... show 'em your hands.

They raise their hands: each guy holds a grenade.

(CONTINUED)

CONTINUED:

BOBCAT DRIVER

They got grenades -- !

The Guards scramble. A couple run.

MAN WHO NEVER SMILES

Quiet! Hold your positions!

Danny and the guys calmly put ear plugs in.

SCARED GUARD

They're gonna blow 'em -- !

MAN WHO NEVER SMILES

Shut up and stay where you are.

No one is going to blow anything --

KA-BOOOOOOM!!! The BACK WALL of the FREIGHT ELEVATOR BLOWS IN, knocking everyone off their feet -- Everyone is on the floor, stunned. The Man, mask blown off, coughs and covers his eyes.

Velasquez steps through the hole he just blasted from the storm drain.

VELASQUEZ

Ah... heh. Too much?

Turnaround takes over the Bobcat. He backs it out of the elevator...

INT. STORM DRAIN - CONTINUOUS ACTION

... into the storm drain. Danny follows, driving the cart, with Sam and Jimmy FIRING tear gas into the tunnel behind them --

DANNY

Let's go!

They drive down the storm drain, the Bobcat following the cashcart.

DANNY

Hit it, Benny.

VELASQUEZ

Oh, yeah --

Velasquez squeezes a detonator and a HUGE BLAST ERUPTS behind them, collapsing the hole into the elevator and BLOWING the CART AND BOBCAT forward a few yards.

(CONTINUED)

CONTINUED:

DANNY

Little heavy on the charges,
Benny.

VELASQUEZ

Yeah, and aren't you glad.

DANNY

Punch it!

Turnaround pushes the cart with the Bobcat. They speed
down the storm drain.

TURNAROUND

Yeehaa!

EXT. LAS VEGAS BOULEVARD - NIGHT

Panic spreads. Massive crowd movement. The tiger jumps
over cars.

EXT. TREASURE ISLAND - NIGHT

The pirate ship slowly sinks.

PIRATE ACTOR

Omigod, we're really sinking!

ANOTHER ACTOR

Help!

They sink -- into four feet of water.

INT. STORM DRAIN - NIGHT

The Bobcat and cash cart arrive at the Blue Chip drain.
Turnaround gets on the sled and is pulled through the
drain --

INT. BLUE CHIP - BASEMENT - CONTINUOUS ACTION

-- by Bergdof, who shoves the sled back.

EXT. STRATOSPHERE ROLLER COASTER - NIGHT

People are stranded atop the structure, dangling over the
side in their cars, screaming.

EXT. CIRCUS CIRCUS - NIGHT

Chimps scamper into the street. An elephant waddles out and steps on some guy's Porsche.

INT. STORM DRAIN - NIGHT

The guys place a bale of cash on the sled and shove it down the drain --

INT. BLUE CHIP - BASEMENT - CONTINUOUS ACTION

-- Bergdof receives the bale and tosses it to Velasquez, who runs to the elevator shaft, hooks it to a line, and jerks the line, which runs all the way up --

EXT. BLUE CHIP - ROOF - CONTINUOUS ACTION

-- to the roof, where Turnaround pulls the bale up with a block-and-tackle. He unstraps the bale of money and stuffs it into an open panel on the big "BLUE CHIP" sign.

EXT. VERSAILLES ARENA - NIGHT

Animal and Corneal, dressed as tourists, show "home video" on an 8mm camera's flip-out screen to a news producer, a frazzled WOMAN.

ANIMAL

... we were just walking down the street when the lights went out and we saw these guys running out of the Versailles...

She looks at the hand-held videotape: Vince and Turnaround, in ski masks, screech off in a minivan, brandishing guns and money bags. Her eyes grow large.

CORNEAL

N.B.C. offered us 25 thousand dollars but I just don't feel right taking that...

NEWS WOMAN

You were so right. We never pay for news video, it is the lowest --

ANIMAL

We were thinking more like 50 thousand.

NEWS WOMAN

... Cash okay?

INT. STORM DRAIN - NIGHT

The last bale is sent down the drain.

DANNY

Is that it? I thought we left
with more than that.

JIMMY

We might have lost a bale
somewhere. Nothing we can do
about it now.

(as Danny looks
concerned)

Cheer up. It's only a couple
million.

INT. BLUE CHIP - BASEMENT - NIGHT

Velasquez places a footlocker on the sled.

VELASQUEZ

Alright, take it easy with this
one.

He pushes it gently into the drain.

INT. STORM DRAIN - NIGHT

Sam pulls the footlocker out and straps it to the front
of the Bobcat while Danny and Jimmy change back to
tuxedos and get on the cart. Sam gets on the Bobcat.

EXT. BLUE CHIP - ROOF - NIGHT

Turnaround stuffs the last bale into the Blue Chip sign,
closes the panel, then lowers himself down the elevator
shaft.

EXT. BLUE CHIP PARKING LOT - CONTINUOUS ACTION

The guard at the front entrance stares out at the chaos
in the street. Behind him, Turnaround runs to the fence.
He throws the carpet-runner over the barb wire on top,
and climbs over it.

INT. STORM DRAIN - NIGHT

Danny and Sam stop their vehicles near a ladder that
leads up to a manhole. Danny opens the footlocker: It
is packed with C-4.

(CONTINUED)

CONTINUED:

He sets a timer, puts the Bobcat in gear, then sends it down the drain, driverless.

DANNY

Sixty seconds, let's go --

They climb the ladder.

EXT. LAS VEGAS BOULEVARD - CONTINUOUS ACTION

The manhole cover lifts, revealing Sam, peering out. The coast is clear. He climbs out, followed by Jimmy, then Danny. They brush themselves off, then stroll away.

INT. STORM DRAIN - NIGHT

The driverless BOBCAT ROARS down the storm drain, scraping against the walls, bouncing off. Then... KA-BLAAAAA000000000OW!!!! The BOBCAT BLOWS UP -- the storm drain collapses.

EXT. BLUE CHIP - NIGHT

Bergdof and Velasquez run for the fence. Bergdof boosts Velasquez up, then follows, climbing over the barb wire.

EXT. NEW YORK, NEW YORK - NIGHT

Danny, Jimmy, and Sam walk down the Brooklyn Bridge, where they meet Animal and Corneal. They light up with their Zippos.

DANNY

How'd it go?

CORNEAL

Mission accomplished.

ANIMAL

How about you?

DANNY

Guys, I think we did it.

The five of them walk across the Brooklyn Bridge, exultant, the epitome of cool amid the chaos.

EXT. LAS VEGAS BOULEVARD - NIGHT

Velasquez runs across the chaotic boulevard, followed by Bergdof. Suddenly, Bergdof staggers, his face contorted with pain. He clutches his chest. Velasquez sees him.

VELASQUEZ

Tony!

Bergdof sinks to his knees in the middle of the street. TRAFFIC SCREECHES around him.

BERGDOF

Never the luck...

Bergdof dies.

A police car rolls up. A COP gets out, checks him. A crowd gathers.

DOWN BLOCK

Danny and the guys see the crowd in the street.

SAM

What's that down there?

They head toward it. Then they see Bergdof on the ground.

JIMMY

It's Tony.

Danny makes a move to go to him, but they stop him. One of the Cops calls out to his partner.

COP

... He's dead.

The guys are stunned.

JIMMY

We've got to move out. Pair off...

The guys walk away in pairs. But Danny doesn't follow. Sam stays with him.

SAM

Danny... he's gone. There's nothing we can do, come on...

Danny lets Sam lead him away.

(CONTINUED)

CONTINUED:

ANIMAL
Danny looks freaked.

JIMMY
Been a long time since he lost a
man in combat.

The guys disappear into the crowded boulevard.

LONG DISSOLVE TO:

INT. LOWSKY'S DEN - DAY (NEXT DAY)

Everyone's there except Mushy. The TV PLAYS NEWS.

REPORTER (V.O.)
... Power has been restored, but
so far police have little to go on
in their search for the daring
suspects in the greatest casino
robbery of all time. Their only
lead is this home video captured
of the suspects fleeing...

The "home video" of Vince and Turnaround plays.

VINCE
I wish they'd stop running that.

JIMMY
Why?

VINCE
'Cause, those pants make my ass
look big.

SAM
(gently)
Vince. Your ass is big.

REPORTER (V.O.)
All over the Western United
States, police are looking for
this dark-colored minivan...

News video of families yanked from their minivans in
Vegas, at Hoover Dam, Yellowstone, etc.

SAM
I say run those pictures all day.
Big ass and all.

(CONTINUED)

CONTINUED:

CORNEAL

They paid enough. 50 grand, cash.

LOWSKY

Look --

Bergdof's mug shot is on TV.

REPORTER (V.O.)

... There was one fatality during last night's melee: Anthony Bergdof, a recently-released felon apparently suffered a heart attack. It's not clear whether his death was related to last night's events. Bergdof had been paroled early because of a terminal heart condition...

SAM

(to Danny)

Hear that? Tony had a heart attack. Didn't have anything to do with the operation.

JIMMY

Could've happened while he was playing with his kid.

Danny nods. It's some consolation, not much.

LOWSKY

How do you know they won't be able to tie you guys with him? Bergdof was in the casino with you, he's got a burglary record. Eye in the Sky records all that stuff on camera --

ANIMAL

Not to worry. I planted a copy of my virus destroyer in the Versailles network. Told it the casino's databank was one big virus. It wiped out everything it ever recorded the instant the power came back on. We were never there.

INT. CAESAR'S PALACE HOTEL - UPPER FLOOR - DAY

Danny and Jimmy knock on a door. Mushy answers, in his underwear. He still wears the bandages from last night.

(CONTINUED)

CONTINUED:

MUSHY
Guys! 'S goin' on?

DANNY
You didn't show up this morning.
Everything okay?

MUSHY
Yeah, I just, you know, needed to
heal up...

DANNY
Can we come in?

MUSHY
Uhh... well... could you guys come
back in a little while?

Something isn't right. Danny sees Christy Martin in her robe, getting out of bed. Danny and Jimmy exchange a look. Mushy shrugs sheepishly.

DANNY
Meet us at Lowsky's at seventeen-
hundred.

MUSHY
... I can't.

DANNY
What do you mean, you can't?

JIMMY
You got something better to do?

MUSHY
We're gettin' married.

CHAPEL BELLS RING out.

EXT. CHAPEL OF LOVE - LATER THAT DAY

A white limo awaits, decorated in "JUST MARRIED" regalia.

INT. CHAPEL OF LOVE - SAME TIME

The guys sit in the first pew. The organist mangles the "Wedding March" as Mushy and Christy walk up the aisle. Danny whispers to Mushy as they pass.

DANNY
Watch out for the jab.

(CONTINUED)

CONTINUED:

Mushy smiles and keeps walking. Corneal dabs a tear.

CORNEAL

Our baby's getting married...

SAM

Get a hold of yourself.

Mushy and Christy stand before the minister, who begins the service.

EXT. BLUE CHIP HOTEL - DAY

The parking lot is crowded with officials. A flatbed truck pulls up to the front gate, Turnaround at the wheel, Seth shotgun, in "Ace Sign Removal" shirts. The Foreman stops them.

FOREMAN

Hold it! Nobody gets in, didn't they tell you?

TURNAROUND

Nobody told me nothing. We're supposed to pick up that sign up there.

FOREMAN

No way. It's too dangerous.

Lowsky gets out of his car, behind the truck, and approaches the Foreman.

LOWSKY

What's the problem? I'm here to get my sign.

Lafayette sees Lowsky, and comes over.

LAFEYETTE

I'm sorry, Mr. Lowsky, but nobody is allowed anywhere near the building.

LOWSKY

What are you talking about?

LAFEYETTE

There's two thousand pounds of dynamite in that building, and it's all hooked up to radio detonators.

(MORE)

(CONTINUED)

CONTINUED:

LAFEYETTE (CONT'D)

Whatever fried everybody's radio transmitters last night also messed up our detonators.

LOWSKY

Look, I just want my sign, we won't bother your detonators --

LAFEYETTE

You don't understand. That building is like a firecracker that got its fuse lit but never went off. The last thing you want to do is mess around with it. Nobody goes near it.

LOWSKY

But how will I get my sign?

LAFEYETTE

That's what I'm trying to tell you: You're not gonna get your sign. We've decided to proceed with the demolition ahead of schedule.

LOWSKY

Ahead... How much ahead?

INT. CHAPEL OF LOVE - DAY

Mushy and Christy kiss. Then they run down the aisle. The guys follow, throwing rice.

EXT. CHAPEL OF LOVE - CONTINUOUS ACTION

Mushy and Christy get in the limo. Danny notices people running down the street, excited.

DANNY

What's going on?

Jimmy and Sam look. People are running down Las Vegas Boulevard for some reason.

SAM

I don't know.

Turnaround suddenly SCREECHES UP in Lowsky's CAR.

TURNAROUND

Danny! We got a problem!

INT. LIMO - CONTINUOUS ACTION

Mushy and Christy kiss -- suddenly the limo doors open and all the guys cram inside.

DANNY
 (to the driver)
 Take us to the Blue Chip!
 (as the driver
 hesitates)
Move it!

They pull away from the chapel --

MUSHY
 What the hell's goin' on?

ANIMAL
 (turns up the TV)
Shh! Listen --

REPORTER (V.O.)
 (in front of
 Blue Chip)
 ... According to officials, last
 night's mysterious power outage
 has rendered the radio detonators
 in the old hotel unstable and
 extremely dangerous...

Everybody looks at Animal.

ANIMAL
 Whoops.

STEVE WYNN (V.O.)
 (on TV)
 We think it's best for the image
 of Las Vegas to put last night's
 incident behind us and move
 forward into a great future by
 blasting the past away today...

ALL THE GUYS
Today?!

They pull up to the Blue Chip. The guys fall over
 themselves to get out --

CHRISTY
 Hey!

Suddenly she is all alone.

EXT. BLUE CHIP HOTEL - DAY

A huge crowd is gathering. News cameras focus on a dais, where STEVE WYNN has just finished speaking. The guys push their way to the fence. Lowsky is there, staring at the Blue Chip, crying.

DANNY

We just heard...

LOWSKY

My hotel... my sign... my money...

Steve Wynn raises his hand over the detonator switch.

STEVE WYNN

Ten... nine...

The crowd counts down as the guys watch.

DANNY

If it makes you feel any better,
Manny, it's not really your money.
It's his --

Danny nods at Steve Wynn, about to blow up his own \$150 million.

STEVE WYNN

... five... four...

CROWD

... three... two... one!

BRRRRRROOOOOOOOOOM! The BLUE CHIP HOTEL alights from within, then COLLAPSES on itself and a huge cloud of dust and smoke arises in its place. The Blue Chip sign disintegrates, bursting into flames, and is quickly obliterated.

The crowd cheers. Our guys watch, somber, as dust and ash drift down slowly. The smoldering corner of a bill floats down like an autumn leaf. Animal picks it up.

SAM

What was it?

ANIMAL

(sadly)

C note.

He tosses it aside. Walks away. All the guys follow; walking away, their faces grim. A spectacular black cloud rises up behind them, filling the sky over their heads. For a long time no one says anything.

(CONTINUED)

CONTINUED:

DANNY

I was thinking I'd take that fifty grand from the news people up to Sausalito -- for Tony's kid.

Anybody got a problem with that?

(as nobody does,
turns to Animal)

You want to come with me? It's on your way home.

ANIMAL

Think I might stick around. You know how I've always wanted to start my own company. It occurred to me there might be a sudden demand for my anti-virus software right here at a certain casino. Seth could give me a hand.

(as Seth gives a nod)

Vera loves the desert. Might be nice to dry out from Seattle for awhile.

JIMMY

Need a partner?

ANIMAL

What kind of partner?

JIMMY

Silent. Lots of dough, no questions.

ANIMAL

(shakes Jimmy's hand)

That's my kind of partner.

MUSHY

Christy and me are gonna stick around, too. Rog is gonna manage my comeback.

VINCE

Need a trainer?

CORNEAL

More the merrier, Vincey.

TURNAROUND

I was thinkin' of starting my own tour: 'Folks, you're flyin' over the actual route of the greatest casino robbery of all time.'

(CONTINUED)

CONTINUED:

DANNY

Don't make us too famous. Might go to our heads.

SAM

How about you, Danny? You're coming back, right? This town just isn't the same without you.

DANNY

Vegas is always the same. Only your luck changes.

They turn the corner and see Angie, waiting for them on the steps of the Chapel of Love.

DANNY

... And it looks like mine just changed. Excuse me.

(goes to her)

You look like a jilted bride.

ANGIE

Am I?

DANNY

You know how you used to pray I'd lose just once, to bring me back to earth?

(as she nods)

Well, your prayers just got answered.

ANGIE

How's it feel?

DANNY

(thinks about it,
shrugs)

You know, the way I look at it... we were up, then we were down. We broke even.

She walks up to him and kisses him. A nice, big, soulful kiss.

ANGIE

You won me.

They walk off, toward the guys. We PULL BACK, as Sam's voice FILLS the TRACK, singing:

(CONTINUED)

CONTINUED:

SAM (V.O.)
'Show me a man without a dream,
And I'll show you a man that's
dead,
Real dead...'

INT. VERSAILLES - SAM'S THEATER - NIGHT (MONTH LATER)

Sam is onstage, singing "E-O Eleven."

SAM
'It's all a state of mind,
Whether or not you find
That place downstairs or
heaven...'

TILT DOWN TO the stage floor --

INT. VERSAILLES - UNDER STAGE FLOOR - CONTINUOUS ACTION

-- TILT DOWN TO a worker installing computer cable.

SAM (V.O.)
'But in the meantime,
In between time,
E-O Eleven...'

The worker is Seth, in coveralls that say "Animal Bytes, Inc."

SAM (V.O.)
'E-O Eleven...'

We MOVE PAST Seth: a few feet away, on the crawlspace floor, is a bale of cash. About to be discovered.

SAM (V.O.)
'E-O Eleven!'

FADE OUT.

THE END