

ROAD TO PERDITION

by
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Based on the graphic novel
"Road To Perdition"
by
Max Allan Collins & Richard P. Rayner

The Zanuck Company
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FADE IN:

EXT. LAKE - PERDITION, MICH. - 1931 - DAY

Waves lap against a sand beach. A 12 year old BOY, MICHAEL, stands facing the still water, his back to us.

MICHAEL (V.O.)

There are many stories about Michael Sullivan. Some say he was a decent man. Some say there was no good in him at all. But I once spent six weeks on the road with him in the winter of 1931.

FADE TO WHITE:

MICHAEL (V.O.) (CONT'D)

This is our story.

EXT. INDUSTRIAL AREA - ROCK ISLAND, ILL - DAY

A dark spec emerges over the crest of a hill from endless white snow: MICHAEL SULLIVAN, 12, biking towards us with a satchel of newspapers over his shoulder.

His face is wrapped in a long woolen scarf.

He speeds along, dwarfed by a vast stretch of CLOSED FACTORIES.

Smoke billows from a pair of smoke stacks. WORKERS pour out the gated entrance.

EXT. ENTRANCE - JOHN DEERE PLANT - DAY

Michael stands in the tide of workers, holding up his papers.

MICHAEL

Thank you, sir. Much obliged to you.
Man dies in factory accident! Get
your paper here!

Various workers dig in pockets for change.

MICHAEL (CONT'D)

Hot off the press, only five cents!

Michael rides his bike through a throng of walking workers.

EXT. INDUSTRIAL AREA - DAY

Michael rides past another huge factory.

EXT. MAIN STREET - ROCK ISLAND- DAY

Michael cycles down main street. Cars drive in both directions. He cycles down the center of the road. The cars narrowly miss him on either side.

He cycles past some BOARDED UP SHOPS, stopping outside:

INT. DRUG STORE - DAY

Michael parks his bike. Enters. He drops his NEWSPAPER BAG on the counter. The OWNER counts the papers as Michael unwraps his scarf.

Now we see his FACE for the first time. Innocent. Inquisitive.

Michael pays for the papers he's sold. As for the owner rings up the transaction, Michael takes a pouch of BUGLER TOBACCO from the counter. While Michael receives his commission change with one hand, the other hand slips the tobacco into the waistband of his trousers.

MICHAEL
Thanks, Mister Miller

Michael walks out onto the street.

EXT. SUBURBAN STREET - DAY

Michael is cycling along, one hand to steer the bike, the other to puff on his lit PIPE.

EXT. ST. PETER'S CHURCH - DAY

Michael passes by a CATHOLIC CHURCH.

EXT. SULLIVAN HOUSE - DAY

Michael coasts onto a long, tree-lined driveway leading up to a large HOUSE. To the side is a detached GARAGE. Woods beyond.

Michael senses danger... Suddenly, a FIGURE lunges out from behind a tree and throws a snowball. It is his brother, PETER, 10. Michael is hit and FALLS off his bike spectacularly, the pipe flying from his mouth.

(CONTINUED)

CONTINUED:

He picks up a snowball and fires one back at PETER who falls backwards, stunned, as if shot in the forehead.

Peter rolls on the ground until he is still.

MICHAEL and PETER lie a few yards apart. 'Dead'. Their breath smoking in the air.

EXT. SULLIVAN HOUSE - DAY

CLOSE: Reflection in glass window of the boys in the snow.

A woman's face looks out and smiles.

INT. SULLIVAN HOUSE - KITCHEN - DAY

From inside the house their mother, ANNIE SULLIVAN, 40's, watches Michael and Peter lying in the snow. Sound of a distant car approaching.

EXT. SULLIVAN HOUSE - DAY

Michael and Peter leap to their feet dusting off the snow on their clothes. A CAR appears in the driveway. They stand, almost to attention, as the car approaches.

Michael buries his pipe in the snow with his foot.

The car drives past them. PETER CHASES the car to the GARAGE. Michael watches.

INT. SULLIVAN HOUSE - KITCHEN - EARLY EVENING (LATER)

Michael and Peter are doing their HOMEWORK at the table.

Annie is cooking. Michael looks down to his work: Math. A BLANK page. He glances at Peter who writes fluently in his school book. Annie senses her eldest son struggling with his homework. It's not an unusual occurrence. She moves over to him, bends down, whispering in his ear conspiratorially:

ANNIE
I'll help you with it later....

Michael smiles. She kisses his cheek.

ANNIE (CONT'D)
You go fetch your father.

INT. SULLIVAN HOUSE - LANDING - EARLY EVENING

Michael comes up the stairs onto the landing. At the end of the CORRIDOR is the half-open door to his parents' bedroom through which he glimpses his father, SULLIVAN.

We don't see his face.

ON MICHAEL: watching in silence, cautious yet fascinated by the mysteries of a father's ritual:

CLOSE: Sullivan removes his tie and gracefully lays it on the bed... Next to it, he lays some keys and rosary beads... He removes a holstered Colt 45 and places it next to them.

MICHAEL

Pa?

Sullivan senses his son. He removes his jacket and places it over the gun.

SULLIVAN

Mm-hm.

MICHAEL

Dinner's ready.

SULLIVAN

Thank you.

Michael walks back down the corridor.

INT. SULLIVAN HOUSE - DINING ROOM - EVENING

A formal scene: family at table. Boys silent and scrubbed.

MICHAEL

(praying)

Bless us oh Lord for these thy gifts
which we are about to receive through
the bounty of Jesus Christ our Lord.
Amen.

ALL

Amen.

They make the sign of the cross and begin to eat.

EXT. SULLIVAN HOUSE - DAY (NEXT DAY)

Sullivan sits in the driver's seat of the CAR seen before. Engine is running. Michael gets in the back.

(CONTINUED)

CONTINUED:

Both Sullivan and Michael are formally dressed. Sullivan looks at his son via the rear view MIRROR.

SULLIVAN

Michael.

MICHAEL

Sir?

SULLIVAN

It's a wake. So I don't wanna see those dice.

MICHAEL

No, sir.

Sullivan observes him in the mirror, unsure whether he's lying. Michael looks out the window.

EXT. ROONEY'S ESTATE - DAY

The CAR pulls into the circular drive of a sprawling VICTORIAN ESTATE. Sullivan and his family get out. Various PEOPLE, some of them poor, but all of them wearing their best clothes, head into the MANSION.

INT. ROONEY'S MANSION - HALL - DAY

Sullivan opens the door, letting them into a dark, lavish hall. MOURNERS, laughing and chattering. Old women, working men, scruffy children; the people contrasting with the ornate interior. Sullivan removes his hat and steers his family through the throng into -

INT. ROONEY'S MANSION - ANTE ROOM - DAY

A quiet room.

Annie, Sullivan and the boys enter. Sullivan and Michael head O.S. to the coffin to pray their respects...

As Annie follows, Peter hangs back, not wanting to go.

PETER

(whispering)

I don't want to go.

ANNIE

It's all right, honey. Come on.

PETER

No. I'm scared.

(CONTINUED)

CONTINUED:

Annie understands and relents, staying back.

Sullivan and Michael approach. In front of a fire, an OPEN COFFIN rests on a bed of ICE. Buckets catch the drips. Sullivan notices Michael's curiosity.

SULLIVAN

Ice helps preserve the body.

Sullivan and Michael kneel and pray. After a few seconds Michael peeks over the edge at the DEAD MAN; the skin, waxy and pale. Pennies on his eyes. Fascinating. Michael glances at Sullivan. His eyes are closed in prayer.

Sullivan makes the sign of the cross. Michael follows his lead.

Sullivan rises, with Michael and turns to find ROONEY leaning against the door, smiling. He is a man of 70's, handsome.

ROONEY

Who's got a hug for a lonely old man?

Michael and Peter rush to him, delighted. He scoops them up in turn.

ROONEY (CONT'D)

Now which is which? Don't help me!

(indicating to Michael)

Peter.

(indicating to Peter)

And... Michael.

The boys groan at his usual 'mistake on purpose'. Sullivan smiles.

ROONEY (CONT'D)

Annie. Mike. Good to see you.

ROONEY (CONT'D)

(whispering to Michael)

Did you bring the necessary?

Michael nods, surreptitiously.

PETER

(excited whisper)

Yes.

(CONTINUED)

CONTINUED:

ROONEY
 (to Sullivan)
 If you'll excuse me, I have some
 urgent business with these young
 gentleman.

He leads the boys away, one on each arm. Sullivan watches
 them depart, quietly amused.

INT. ROONEY'S MANSION - BASEMENT - EVENING

CLOSE: Two DICE roll up against a white-tiled wall.

Michael and Peter leap excitedly into the air.

MICHAEL
 Yeah!

PETER
 (overlapping)
 Winner! Winner!

ROONEY sits on a crate. Mock devastated. Mops his brow with
 his handkerchief.

ROONEY
 Call the cops. I know hustlers when I
 see 'em.

MICHAEL
 No hustle ol' timer!

PETER
 Pay the man!

Paternaly, Rooney pulls Michael in, slides his arm around
 him.

ROONEY
 Upstairs. Jacket pocket in my study.
 Before I change my mind

INT. ROONEY'S MANSION - STAIRS - NIGHT

Michael runs up the stairs.

INT. ROONEY'S MANSION - CORRIDOR - NIGHT

Michael looks for Rooney's STUDY.

He finds it at the end of the corridor. He pushes the door
 open.

INT. ROONEY'S STUDY - NIGHT

Inside, the curtains are drawn.

CONNOR ROONEY, late 30's, handsome, lies on a couch, smoking. A glass of WHISKY beside him.

As Michael enters, Connor is looking straight at him.

CONNOR

Hello.

MICHAEL

Hello...

CONNOR

(not unfriendly)

Remind me, which little Sullivan are you?

MICHAEL

Michael, Sir.

CONNOR

Sir? You don't have to call me sir. I'm not your Pa.

MICHAEL

No, Mr. Rooney

CONNOR

Call me Connor. No, call me Uncle Connor.

CONNOR turns away from him. MICHAEL looks at Rooney's JACKET on the back of the desk chair. Considers going to it, but is too scared.

CONNOR (CONT'D)

What do you want?

MICHAEL

Mister Rooney sent me to get his jacket.

CONNOR

Why don't you come back later, huh? I'm busy.

MICHAEL

Yes... Sir.

(CONTINUED)

CONTINUED:

Michael leaves, closing the door behind him.

INT. ROONEY'S MANSION - GRAND PARLOR - NIGHT (LATER)

CLOSE: A glass A spoon taps it.

The room goes quiet. Rooney takes the stage. Takes his had written speech out.

ROONEY

Hello! Hello! I want to welcome all of you to my home. It's good to have so many friends in this house again. Since Mary died, it's - well - it's just been me and my boy, rattling around in these rooms...

He unfolds his written speech, decides against it.

ROONEY (CONT'D)

I had this speech prepared, but it would be dishonest of me to say that I knew Danny well. But lose one of us, it hurts us all.

(murmurs of approval)

I'll tell you what I do remember though. And Finn will remember this too. And that's... Danny on the high school football team. A championship game: down six points, ten seconds left to play, four yards to go. Danny tackles his own quarterback.

(laughter)

Mistakes. You know, we all make'em God knows.

Rooney looks to FINN MCGOVERN, who doesn't respond.

ROONEY (CONT'D)

Let's drink to Danny's honor. Let's wake him to God.

All around the room the whiskey bottles come out. Rooney holds up his whiskey bottle.

ROONEY (CONT'D)

And hope he gets to heaven at least an hour before the Devil finds out he's dead.

The quote captures Michael's attention as the room drinks and cries "Amen".

(CONTINUED)

CONTINUED:

ROONEY (CONT'D)

To Danny!

MOURNERS

(in unison)

To Danny!

ROONEY

And now, our good friend, Finn
McGovern, will say a few words.
Words, I'll wager, that have a little
more poetry than mine.

Applause. MCGOVERN takes the stage, Rooney hugs him.

MCGOVERN

Thank you, John. My brother Danny
wasn't wise, nor was he gentle. And
with a skinfull of liquor in him... he
was a pain in the ass.

Gentle laughter from the crowd.

MCGOVERN (CONT'D)

But he was loyal. And brave. And he
never told a lie.

CLOSE: Sullivan watching McGovern closely.

MCGOVERN (CONT'D)

He'd've enjoyed this party. Me and
the family, we want to say thank you
to our generous host. Where would
this town be without Mr. John Rooney.
God love you.

Big murdered approval. Rooney bows his head, humbly.

MCGOVERN (CONT'D)

(looking at Rooney)

I've worked for you many years now
John, nearly half my life... and we've
never had a disagreement... but...

CLOSE: Rooney watching. Steely.

CLOSE: Sullivan, ready to take action.

(CONTINUED)

CONTINUED:

MCGOVERN (CONT'D)

(emotional)

I've come to realize that you rule
this town as God rules the earth...
you give and take away.

Swiftly, a seemingly friendly Sullivan moves up onto the makeshift stage and firmly, but gently grabs hold of Finn's arm and leads him to the door.

Rooney glances to the band to strike up some music.

CLOSE: Michael watching.

Two of Finn's friends follow them out.

CLOSE: Connor watches, then follows them out as well.

EXT. ROONEY'S MANSION - NIGHT

McGovern's men walk ahead - one getting behind the wheel, one opening the car door - as we remain on McGovern leaning on Sullivan who helps him walk to the car.

Connor catches up to the other side of McGovern to help, but McGovern swipes him away, drunk.

MCGOVERN

I'm going to bury my brother, then I'm
going to deal with you.

Sullivan brushes off the drunken rave.

SULLIVAN

Sure, Finn, sure. You'll take care of
all of us once you get a good night's
sleep.

Sullivan and McGovern continue, exiting off camera as we stay on Connor, for who this was not a drunken remark - but a direct threat.

MCGOVERN is helped into a TRUCK by Sullivan and McGovern's two friends. The TRUCK pulls away.

Sullivan returns to Connor's side as the truck disappears down the driveway and Rooney approaches them.

ROONEY

Is he all right?

(CONTINUED)

CONTINUED:

CONNOR

(casually)

Yeah, he's fine. Just too much to drink. I'll talk to him.

ROONEY

Take Mike with you.

CONNOR

No, Pa - I'll be fine.

ROONEY

Take Mike with you... And just talk. Nothing more.

Rooney walks back to the house

MICHAEL is watching the three of them from the front doorway.

Sullivan sees Michael watching - wondering what he heard or understood. Their eyes meet.

INT. ROONEY'S MANSION - GRAND PARLOR - NIGHT

It is later. The musicians are playing a REEL.

The majority of the crowd are drunk and dancing.

Amongst the crowd, we see the following:

A YOUNG GIRL invites MICHAEL to dance. He stands up, but shakes his head, declining.

ROONEY , shuffling charmingly across the room in time to the music. A glass of whisky in each hand.

ANNIE is dancing with SEAN, (one of Rooney's men). She whirls around, hair flying. SULLIVAN sits to the side, watching her.

Connor is dancing with a young girl. He is very good - slick, smooth. On-lookers cheer him on.

The music finishes. Connor ends with a deftly executed dip. Everyone applauds.

The sound of a piano. The opening cords of an IRISH AIR. "Aaahs" from the Crowd.

CUT TO:

(CONTINUED)

CONTINUED:

Rooney sits at the piano, playing. The room slowly goes quiet. He catches Sullivan's eye amongst the crowd, gestures him over with his head.

Sullivan joins him on the piano stool. Begins to play along with him, hesitant at first, then gradually getting into the flow. A memory of childhood.

CLOSE: Connor watches his father and Sullivan through the crowd. He is smiling, though his eyes aren't.

CLOSE: Annie smiles slightly.

CLOSE: Rooney and Sullivan's hands move in concert, two hard men seamlessly producing a delicate, melancholy tune.

The crowd applauds. Sullivan and Rooney nod at each other, an unspoken bond.

Connor watches, jealous. Still grinning. He feels a presence, and looks down to see PETER.

PETER

Why are you always smiling?

Connor stare at him.

CONNOR

'Cause it's all so fuckin' hysterical.

INT. SULLIVAN HOUSE - BOYS' BEDROOM - NIGHT

Michael sits in bed and uses a FLASHLIGHT to illuminate his reading.

He quietly turns the page of his LONE RANGER COMIC BOOK. [N.B. These books have text on the left hand page, and a single, captioned cartoon on the right hand page] .

We see the page Michael reads:

Plate 1: "Moonlight streamed into the room."

Suddenly, from his bed across the room, Peter whispers

PETER

Michael?

MICHAEL

What?

(CONTINUED)

CONTINUED:

PETER

I had a nightmare. It was about Mr. Rooney's house.

MICHAEL

It's just a house. A big house. Go back to sleep.

PETER

Is Mr. Rooney rich like the Babe?

MICHAEL

Richer.

PETER

(a beat)
Are we rich?

MICHAEL

No stupid.

A long silence. Michael turns a page.

Plate 2: "A man climbed in at the window."

PETER

What's Papa's job?

MICHAEL

He works for Mr. Rooney.

PETER

Why?

MICHAEL

Well, Papa didn't have a father. So, Mr. Rooney looked after him.

PETER

I know that. But what's his job?

Michael goes very still. He doesn't know, but can't admit it.

He tries to escape back in the LONE RANGER.

MICHAEL

(staring at the page)
He goes on missions for Mr. Rooney... they're very dangerous, that's why he brings his gun...

(CONTINUED)

CONTINUED:

Michael turns a page in the comic book.

Plate 3: "He had the Sheriff covered."

MICHAEL (CONT'D)

Sometimes even the President sends him
on missions...because Papa was a war
hero and all.

Peter considers. Sober. Pronounces:

PETER

You're just making that up.

MICHAEL

I am not!

Pause. Peter sighs. Turns over in bed.

PETER

It's all so fuckin' hysterical.

CLOSE ON MICHAEL: Genuinely shocked.

INT. SULLIVAN HOUSE - KITCHEN - MORNING

Sullivan family at breakfast. Sullivan is finishing his
coffee, and putting on his jacket.

SULLIVAN

Peter, I can't come to your concert
tonight. I'm working.

Michael and Peter look up.

PETER

(eyes flicking to Michael:
curious)
Working at what?

ANNIE

(swiftly)
Putting food on your plate, young man.

Michael continues eating, feigning disinterest.

SULLIVAN

All right, boys. Come on. Clear the
plates.

Peter picks up his plates and carries them toward the sink,
then steps over to Sullivan, who hugs him.

(CONTINUED)

CONTINUED:

SULLIVAN (CONT'D)
You're a good lad.

Michael notes the gesture.

INT. SCHOOL ROOM - DAY

Michael sits at his DESK at the back of the classroom, gazing out the window. His teacher drones on in the background.

Michael's mind is elsewhere.

EXT. SULLIVAN HOUSE - EARLY EVENING

Michael arrives home. He parks his bike.

He looks over toward the garage. He thinks.

He goes into the house.

EXT. SULLIVAN HOUSE - EVENING

It's later. Rain had begun to fall. The door of the house opens. Sullivan walks out of the house, toward the garage.

INT. SULLIVAN GARAGE - EVENING

Sullivan's SHADOW appears in the doorway of the garage. He enters.

He walks past the CAR. He unlocks a cupboard.

He takes a BLACK CASE from the cupboard and gets into the car.

EXT. SULLIVAN GARAGE - EVENING

The car rolls out of the garage, into the rain.

INT/EXT. SULLIVAN'S CAR - NIGHT

The car pulls in outside the HOTEL FLORENCE. Sullivan looks out the window.

CONNOR runs out the hotel and gets in the car, he sits in the passenger seat.

The car pulls away.

INT/EXT. SULLIVAN'S CAR - ROAD - NIGHT (MOVING)

Outskirts of town. Heading for the industrial area. Still raining.

CONNOR
You want a shot?

Connor offers a flask. Sullivan shakes "No". Connor shrugs and drinks. Sullivan can tell he's already high.

Then, Connor glances to the back of the car, sees SOMETHING. The BLACK CASE.

SULLIVAN
We're just talking to him. Right?

CONNOR
Sure.

Connor lights a cigarette, crumples the empty pack, and tosses it over his shoulder.

CLOSE ON:

The BLACK CASE on the back seat.

Suddenly, the lid of the seat lifts, and we realize

MICHAEL IS INSIDE.

He lifts the seat a couple of inches and peeks out at Sullivan and Connor in the front seat.

EXT. ALLEY BEHIND WAREHOUSE - NIGHT

A narrow alley among the group of brick buildings.

Rain hammers the car as it rolls out of the shadows, lights out.

INT. SULLIVAN'S CAR - NIGHT

MICHAEL'S POV: as he peeks out through his one inch GAP.

SOUND OF: Rain crumbing on the car roof.

Michael carefully lowers the seat.

SULLIVAN's arm reaches over to pick up the black case.

CUT TO:

INT. SULLIVAN'S CAR - UNDER SEAT - NIGHT

Darkness.

SOUND OF: the case being opened on the back seat. Mechanical sounds. Metal locking together. Canister snapping onto gun. Car door shuts.

Michael, just visible, thinking.

SOUND OF: The rain on the car roof.

Slowly, Michael pulls himself out from the seat and looks out the windshield:

MICHAEL'S POV: Dark alley. Glass blurred by rain. Then... standing under a lamp over the back entrance to a WAREHOUSE, he sees his father and Connor.

Connor is knocking on the DOOR. Sullivan is holding a long black OBJECT.

Michael climbs into the front seat to see them better. Breaths too hard on the window and it fogs. Wipes it away... Connor and Sullivan have gone.

INT. SULLIVAN'S CAR (MINUTES LATER)

Michael sits in the driver's seat. Keeping down, but watching the warehouse door.

He makes a decision.

EXT. ALLY - NIGHT

Michael moves through the shadows.

He goes to the door. Hear VOICES inside, faint. He needs to see.

Spots something further down the alley - A SMALL DOOR

A few planks at the bottom rotted away. Dim light spills out into the alley.

Michael moves to the door. Peers in through THE gap at the bottom.

MICHAEL'S POV: in the center of a huge WAREHOUSE, FINN MCGOVERN sits in a chair.

(CONTINUED)

CONTINUED:

Connor stands. He's in the middle of talking to McGOVERN.
No sign of Sullivan.

CONNOR

...don't get me wrong, Finn. I feel
for you. I do. But you can't let a
thing like that give you cause to go
mouthing off. You and my dad go back
many years. He's a *just man*.

(smiles sympathetically)

So what do you say?

McGovern glances beyond Connor's shoulder at Sullivan, who we
don't see.

SULLIVAN (O.S.)

Come on now, Finn. Let's make this
easy.

McGovern nods.

MICHAEL'S POV: As Sullivan speaks, he steps right in front of
the door. From now on, Sullivan's feet partially obscure
Michael's view.

CONNOR

(slightly more
threatening)

We can't hear you!

MCGOVERN

All right.

Connor smiles

CONNOR

Good. Thank you. And I am sorry.
I'm sorry for your loss. I'm sorry for
this misunderstanding...and I'm sorry
your brother was such a fuckin' liar.

Connor makes for the door.

Two of McGovern's men step out from the shadows. They are
carrying RIFLES.

CUT TO:

INT/EXT. WAREHOUSE - NIGHT

MICHAEL'S POV: Sullivan's shoes two feet in front of his eyes.

CUT BACK TO:

McGovern 'wrestling' with himself - he wants to speak out.

MCGOVERN

My brother was not a liar.

Connor stops. Slight smile. Turns... nothing the two men, who close in around McGovern.

Michael sees the shadows, but doesn't see the men yet.

CONNOR

Excuse me?

MCGOVERN

To protect my family, and keep my job, I'll stay quiet. But don't think I don't know something's going on. And don't think I won't find out what it is.

Connor walks back toward McGovern.

CONNOR

Whoa...

MICHAEL'S POV: Through his father's legs he sees the men begin to raise their guns.

MCGOVERN

(to his men and Sullivan)

Easy. We're just talking.

(to Connor)

You tell your father, my brother never stole from him. I've checked the books, he never sold no booze to no-one. Every single barrel is accounted for.

(beat)

Anyway if he'd'a sold it, where's the money?

CONNOR

Fuck should I know? D'you check his *mattress*?

(CONTINUED)

CONTINUED:

MCGOVERN

Maybe you should check yours.

CONNOR

Look, there's something immoral here, don't you think so Mike? My beloved father throws your *undeserving* little brother the wake of his life and this is your *thank you*? What a hideous world this is.

MCGOVERN

(rising to the bait)

You think you're so smart?! You think we don't *know*? I mean, you've been spending so much time in Chicago...

Connor whips out his PISTOL and puts two bullets into McGovern.

As the COHORTS raise their rifles, SULLIVAN opens FIRE.

The killing of all three men lasts five seconds: sudden, brutal, swift.

The huge volume of the GUNFIRE echoes in the room.

MICHAEL'S POV: through Sullivan's legs. Brass casings fall in front of his eyes. Horrified.

The bloodied face of one of the men hits the floor directly in front of Michael's face. Eyes open.

Michael frozen in terror.

CUT BACK TO:

Connor, exhilarate and frightened. He stands, breathing heavily.

SULLIVAN

(angry)

What was that?

CONNOR

We're outta here.

Connor moves to the door. Sullivan is left standing.

SULLIVAN

Jesus Christ, Conor! What the hell are you thinking.

(CONTINUED)

CONTINUED:

Connor keeps walking.

Connor sees a HAND under the small door.

 CONNOR
 (pointing)
 There.

Then Sullivan sees it. He runs to the door.

EXT. ALLEY BEHIND WAREHOUSE - NIGHT

Sullivan barges out into the alley, brandishing his Tommy Gun, and chasing the fleeing figure.

His exit is blocked by an iron fence, Michael cowers. Sullivan lowers his gun as he catches up to him. Then he sees who it is...

 SULLIVAN
 Oh, Jesus.

Michael recoils. Sullivan stares in disbelief. Finally approaches, gun hanging at his side.

 SULLIVAN (CONT'D)
 Michael

Michael cowers. Can't answer.

 SULLIVAN (CONT'D)
 Are you hurt?

A long beat. Michael crouches there in shock, trapped at the end of the alley. He shakes his head no.

 SULLIVAN (CONT'D)
 You saw everything?
 (off his nod)
 Jesus.

He glances back to Connor, mind reeling, suddenly calculating a new host of dangers. Michael shivers in the rain.

 SULLIVAN (CONT'D)
 You are not to speak of this to
 anyone. You understand? Not anyone!

Connor approaches. Michael stares at the two men, nightmare figures standing there, looking at him.

(CONTINUED)

CONTINUED:

CONNOR

Who's this?
 (starring at Michael)
 Is this one of yours?

SULLIVAN

He must've been hiding in the car.

CONNOR

(calm sobriety)
 Can he keep a secret?

SULLIVAN

He's my son.

The two men gauge each other, tense.

Connor re-groups, looks at Michael one last time, then turns to Sullivan.

CONNOR

Good enough for me. You take him home. I think I'll walk.
 (beat. Puts his collar up)
 Perfect night for a stroll

Connor steps from the doorway into the pouring rain. Sullivan watches him walk down the alley.

Without turning back, Connor waves good night.

EXT. SULLIVAN GARAGE

The car pulls into the garage.

INT. SULLIVAN'S CAR - SULLIVAN GARAGE - NIGHT

SULLIVAN kills the engine. They stare out at their home. Neither ready to go in.

MICHAEL

Does Mama know?

SULLIVAN

You mother knows I love Mr. Rooney. When we had nothing, he gave us a home. A life. And we owe him. Do you understand?

Michael looks to Sullivan. Pause.

(CONTINUED)

CONTINUED:

SULLIVAN (CONT'D)
Do you understand?

MICHAEL
(nodding)
Yes.

SULLIVAN
Come on inside.

INT. BOYS' BEDROOM - NIGHT

Michael lies awake. He stares at the ceiling. The reflection of the rain. His hands are balled into fists.

INT. SULLIVAN GARAGE - NIGHT

CLOSE: Sullivan wipes down the gun.

CLOSE: Cleans his hand.

Sullivan packs up his machine gun into the black case. Puts the case in the cupboard and locks it. Stands, deep in thought.

INT. SULLIVAN HOUSE - KITCHEN - NEXT DAY

Michael, Peter and Annie at Breakfast. Michael can't eat. Sullivan enter. Sits. Looks at Michael who won't look back. After a pause:

ANNIE
Boys, clear you plates, please.

MICHAEL
I'll do it later.

ANNIE
It's time for school now, just-

MICHAEL
It's only a plate.

Annie, puzzled, looks to Sullivan for support... Sullivan just looks at the table, unable to respond.

Annie is amazed.

CAR HORN sounds outside.

EXT. SULLIVAN HOUSE - MORNING

A large, BLACK CAR [Pierce Arrow] pulls up to the house. Peter rushes out. JIMMY is driving. He gets pit of the car and opens the back door. ROONEY steps out. HUGS Peter.

ROONEY

Peter!

INT. SULLIVAN HOUSE - KITCHEN - MORNING (CONTINUOUS)

Sullivan watches, concerned as Michael comes out of the house. Annie comes to the window, next to him.

ANNIE

What's he doing here?

Sullivan looks to Annie.

SULLIVAN

Michael was hiding in the car when I wen out last night.

ANNIE

Oh Jesus, Mike-

SULLIVAN

(cutting her off)

I've spoken to him. It won't happen again.

EXT. SULLIVAN HOUSE - MORNING

Michael walks his bicycle toward the road. Rooney approaches him.

ROONEY

Just the feller!
(surreptitious)
Our secret, right?

Michael looks at him nervous. Rooney frowns.

ROONEY (CONT'D)

I'm talking about the dice.

Rooney hands him a large silver coin. Michael takes it, reluctantly.

ROONEY (CONT'D)

A man of honor always pays his debts...

(MORE)

(CONTINUED)

CONTINUED:

ROONEY (CONT'D)
 (he leans in, close)
 ...and keeps his word.

MICHAEL
 I'm gonna be late for school.

Michael pedals away. Rooney WATCHES him.

Sullivan comes out of the house, putting on his coat.

Rooney looks at the window. Annie watches him. He waves, friendly.

CLOSE: Annie, worried.

EXT. ROCK ISLAND RESTAURANT - MORNING

Establishing shot.

INT. ROCK ISLAND RESTAURANT - MORNING

Sullivan and Rooney sit inside a booth having coffee. This is Rooney's local restaurant.

ROONEY
 How is Michael? Is he OK?

SULLIVAN
 (grateful)
 I've spoken to him. He understands.

ROONEY
 That's tough, seeing that for the first time.

Sullivan remembers and nods. Rooney smiles, warmly;

ROONEY (CONT'D)
 Well--you turned out.
 (sensing his distress)
 You can't protect him forever. If it wasn't this, it'd be something else.
 (Off Sullivan's look.)
 Natural law. Sons are put on this earth to trouble their fathers.

Sullivan loves this man.

INT. SCHOOL ROOM - DAY

A cheering crowd of boys encouraging a FIGHT. As we move closer we see that it's MICHAEL fighting with another (bigger) boy. Michael punches and kicks wildly - completely out of control.

INT. ROONEY'S MANSION - GRAND PARLOR - EARLY EVENING

ROONEY sits at the head of the long table. CONNOR on his right. SULLIVAN, behind, in shadow. Rooney's bodyguards SEAN and JIMMY stand at the door.

Eight other MEN at the table: representatives of various arms of the business: Distilleries. Casinos. Brothels. Food, coffee, drinks on the table. It's towards the end of a meeting.

There is ONE EMPTY CHAIR at the table: the one FINN McGOVERN used to sit in.

JACK KELLY, a man in his 50's, smart suit, the family's accountant and lawyer is in mid-speech:

KELLY

John also made it clear that Finn McGovern's operation will be divided up locally among two territories that John will select personally. I'd like to take this moment to thank our friend Mister Rance, for interrupting a busy travel schedule to pay us a visit.

RANCE is introduced, sitting at the table. He drinks lemon tea. He nods.

RANCE

Thank you, Jack.

KELLY

Mister Rance met with John and me earlier to make another bid for our involvement in the unions.

ROONEY

And I told Mister Rance what I told him before. What men do after work is what made us all rich. No need to screw 'em at work as well.

(CONTINUED)

CONTINUED:

KELLY

Is there any other business?

ROONEY

Yes

Rooney glances at an empty chair. A pause.

ROONEY (CONT'D)

Connor, is there something you would like to say about last night?

He looks at his son. CONNOR clearly wasn't planning on talking. He's unprepared and misreads the atmosphere...

CONNOR

(from his chair)

I'd like to apologize for what happened. Especially to you, Pa - two wakes in a month, what can I say?

Pause. Some laughter in the room. Rooney is furious.

ROONEY

We lost a good man last night. You think it's funny? Try again...

Connor tries to maintain his cool.

CONNOR

I'd like to apologize for--

Bang! Rooney slams his hand on the table.

ROONEY

(not looking at him)

You would *like* to apologize? TRY AGAIN!

Connor pushes away his chair and stands, like a disobedient child. The room doesn't know where to look.

CONNOR

Gentlemen. My apologies.

ON CONNOR: humiliated. An uncomfortable pause. Kelly, a decent man, lets Connor off the hook by moving on:

KELLY

Is everyone clear about bit-borrowers? There's been far too many debts outstanding.

(CONTINUED)

CONTINUED:

ROONEY

Mike?

SULLIVAN

Just give me their names. Tell me who to visit.

ROONEY

Thank you gentlemen.
(to Sullivan)
Come upstairs.

They all get up.

Rooney puts his arm around Sullivan as they exit. Warm and familiar.

CONNOR observes this. The room empties.

He sits at the head of the huge table , alone. Deep in thought.

INT. SCHOOL ROOM - NIGHT

Michael has been kept behind after school. His TEACHER is marking books.

Michael writes lines on the blackboard: I WILL NOT FIGHT WITH OTHER BOYS.

EXT. ROONEY'S MANSION - DRIVEWAY - NIGHT (LATER)

It's later. Sullivan walks to his car.

CONNOR

Mike!

Sullivan turns. Connor approaches him. He takes out a SEALED ENVELOPE.

CONNOR (CONT'D)

Dad forgot to give you this. Reminder for Tony Calvino.

Sullivan takes the letter, puts it in his coat pocket.

CONNOR (CONT'D)

He's light again.

SULLIVAN

You coming?

(CONTINUED)

CONTINUED:

CONNOR

Nah.

(slight smile)

I'm under house arrest for a while.

(beat)

Look, I'm sorry about last night. I am. I was... you know.

Beat.

SULLIVAN

Alright.

SULLIVAN gets in the car. Connor waves him off.

EXT. STREET - NIGHT

Sullivan gets out of his car and makes for the BACK ENTRANCE of CALVINO's speakeasy.

He gets to the stairway, leading to a BASEMENT DOOR.

A sign: SUBWAY POOL AND BILLIARDS. A bouncer (FRANK) stands at the bottom of the stairs. He turns.

FRANK

Help you sir, or just lookin'?

SULLIVAN

Here to see Tony Calvino.

FRANK

Yeah, and who are you?

SULLIVAN

Mike Sullivan

Frank pales.

FRANK

Oh. Yes sir.

SULLIVAN

You gonna frisk me?

FRANK

Should I?

SULLIVAN

It's a good idea.

Frank pats him down, and finds a gun.

(CONTINUED)

CONTINUED:

SULLIVAN (CONT'D)
That's the only one.

INT. FLORENCE HOTEL - CONNOR'S SUITE - NIGHT

A plush room. Lit by a single lamp. Connor sits in an armchair.

Wearing his coat. He takes a slug of his drink. Looks at his watch.

INT. SUBWAY POOL & BILLIARDS - NIGHT

Frank escorts Sullivan through the club. He's very nervous in Sullivan's presence.

They're in a BAR area, dancing couples. A JAZZ BAND plays. LOUD. FRANK SHOUTS above them:

FRANK
I mean, I'm not a grown man and this place is getting to me. Every night there's trouble. Nobody's got no dough, but all the world's here wasting it. Always money for frills and twists, never money for food. Sometimes I despair of the species you know?

They go through yet another door, finding themselves in A BROTHEL. The room is filled with chairs. PROSTITUTES sit around as MEN walk amongst them, making their selection. An older WOMAN standing at the door, shouts out a number:

WOMAN
Number Twelve in the beauty parlor.
Who's the lucky face?

A GIRL approaches a CUSTOMER who nods to her. He and his WHORE head through a door. Sullivan and FRANK follow them back into... A CORRIDOR.

FRANK
I'm not from here originally. Things being what they are, jobs ain't hanging off of trees.

Sullivan and Frank pass other closed velvet curtains. Sounds of sex within.

(CONTINUED)

CONTINUED:

FRANK (CONT'D)

I'm a boxer by trade - nine consecutive titles. A record for South Orange. I'd make a pretty good bodyguard, I think.

They get to the end of the corridor.

FRANK (CONT'D)

What I'm saying... is Mr. Rooney looking for anyone...anyone like me, for example? Any chance you might ask him?

SULLIVAN

Sure.

FRANK

Oh, thank you, Mr. Sullivan. Thank you very much. I appreciate it.

FRANK knocks on the door of the OFFICE and goes in, leaving Sullivan in the hall with another GUARD.

INT. CALVINO'S OFFICE - NIGHT

FRANK comes in. Facing him is TONY CALVINO, 30's, drug addled.

His office is a mess. Buckets catch dripping water from overhead pipes.

He sits at his desk, inhaling dope form under a glass. He looks up at FRANK, stoned.

FRANK

Mr. Calvino...Mike Sullivan's here.

CALVINO

Aaah, shit.

FRANK

He wants to see you.

CALVINO

Aaah, shit. Is he packing?

FRANK

(proudly)
Not any more.

(CONTINUED)

CONTINUED:

CALVINO
 (unwilling)
 All right. Show him in. Hey...you
 stick around, OK?

Frank nods and goes to the door. CALVINO takes a .38 out of his drawer, lays it on the desk, covers it with a MAGAZINE. Other OBJECTS on the desk are reverberating from the LOUD MUSIC next door. FRANK shows Sullivan in.

CALVINO (CONT'D)
 (obsequious)
 Hey, how the hell are you? Things
 good with the old man?

SULLIVAN
 Yeah.

CALVINO
 What brings you here? Don't imagine
 it's the pussy.

SULLIVAN
 I have a letter for you from Mr.
 Rooney.

Sullivan hands the envelope to him.

CALVINO
 (innocently)
 Am I behind again?

Sullivan nods.

CALVINO (CONT'D)
 Am I in trouble?

SULLIVAN
 I don't know.

CALVINO reaches for the letter opener. He slits the end of the envelope.

Sullivan glances at the magazine on the desk. CALVINO unfolds the letter. Reads. No Reaction.

CLOSE: Sullivan's nothing CALVINO's lack of reaction.

The walls reverberate with the MUSIC outside.

Sullivan's eyes flick down to the table.

(CONTINUED)

CONTINUED:

CLOSE ON THE MAGAZINE: the vibrations of the MUSIC jolt it, revealing a glimpse of a GUN.

CALVINO holds the letter. Thinks. Looks up at Sullivan.

CALVINO flicks eyes at FRANK who is standing behind Sullivan. A long beat.

SULLIVAN senses CALVINO go for the gun. As Calvino shifts in his chair Sullivan whips the gun from under the magazine and SHOOTS him in the head.

Calvino falls head first onto the desk, scattering everything on it.

In a flash, Sullivan has turned on FRANK. Frank is fumbling with his gun.

Sullivan shoots him. The force of the bullet throws him against the wall. Outside the music finishes.

The LETTER lies on the desk. Sullivan picks it up and reads it.

REVERSE: The note reads: 'KILL SULLIVAN AND ALL DEBTS ARE PAID'.

SULLIVAN (CONT'D)
(sudden realization)
Michael

Sullivan reaches for the phone.

INT. SULLIVAN HOUSE - HALLWAY - NIGHT

The hall at the front of the stairs is dark. A bar of light finds the phone on the table in the hall - off the hook.

INT. SULLIVAN HOUSE - BATHROOM - NIGHT

The bathroom is steamy. PETER has just got out of the tub. Annie dries his hair with a towel. They are both laughing. ANNIE hears something, looks up.

The bathroom DOOR opens. A MAN wearing a balaclava stands in the doorway.

He's holding a GUN. He Raises it. Annie shields the boy and SCREAMS.

CLOSE: The man's eyes. Blinking in fear.

(CONTINUED)

CONTINUED:

CLOSE: The gun shaking in the man's hand.

EXT. SULLIVAN HOUSE - NIGHT

Michael is CYCLING up the drive. Hears a single GUNSHOT. He looks up to the HOUSE. In a top floor window: a FLASH and a second GUNSHOT.

Michael abandons his bike and runs towards the house.

INT. SULLIVAN HOUSE - STAIRS - NIGHT

The MAN comes down the stairs.

EXT. SULLIVAN HOUSE - NIGHT

Michael stands in front of the door. The MAN suddenly APPEARS.

Michael sees him through the glass. The MAN takes off his balaclava. It's CONNOR

He is looking AT MICHAEL. The boy freezes.

INT. SULLIVAN HOUSE - ENTRANCE HALL - NIGHT

CONNOR's POV: He's not staring at Michael, he is staring at his own reflection in the glass of the door.

He tries to compose himself. He pushes the door open... Michael is gone.

Connor starts out -

EXT. SULLIVAN HOUSE - NIGHT

-- and Michael is hiding behind the door. Connor doesn't see him. He takes out hi HIP FLASK, takes a huge swig. He is drunk already. He RUNS down the driveway.

Michael stands in the darkness. He turns and goes thought the front door.

INT. SULLIVAN HOUSE - ENTERANCE HALL - NIGHT

Michael stand in the darkened hall, sees the phone off the hook on the table.

He moves to the bottom of the stairs. Looks up. At the top of the stairs a fine mist of GUNSMOKE swirls in a draft.

EXT. STREET - NIGHT

Sullivan's CAR hurtles down the street at top speed.

INT. SULLIVAN HOUSE - LANDING OUTSIDE BATHROOM - NIGHT

Michael walks down the corridor. He goes into the bathroom.

Hold on EMPTY CORRIDOR.

EXT. SULLIVAN HOUSE - NIGHT

SULLIVAN leaps out of his car, gun drawn. He rushes into the house.

INT. SULLIVAN HOUSE - ENTERANCE HALL - NIGHT

Sullivan comes through the front door and stops.

INT. SULLIVAN HOUSE - DINING ROOM - NIGHT

Ahead of him, Michael is sitting at the dining table. Completely still.

Sullivan looks at him. Weird, terrible atmosphere. Sullivan runs upstairs.

Michael sits alone.

INT. SULLIVAN HOUSE - OUTSIDE BATHROOM - NIGHT

Sullivan sits on the floor, against the wall, head in hands, in despair. The bathroom light is now OFF.

Michael comes up the stairs, slowly. Stands at the top.

Sullivan looks at him.

Michael stares back. Pause.

INT. CONNOR'S APARTMENT - HOTEL FLORENCE - NIGHT

Rooney has entered Connor's room and approaches him.

CONNOR

Pa? I-I, I'm sorry.

(beat)

Well, he... would've talked. The kid would've talked.

ROONEY

STUPID!

(CONTINUED)

CONTINUED:

CONNOR

The kid would've talked. I'm sorry.

Rooney starts hitting Connor, unable to verbalize or satisfy his rage - Connor whimpers and sobs, cowering from the blows.

ROONEY

(shouting)

GODDAMN YOU!

ROONEY (CONT'D)

GODDAMN YOU...I CURSE THE FUCKIN' DAY
YOU WERE BORN! I CURSE IT! YOU!

Shaking, he loses the strength

ROONEY (CONT'D)

Oh, Lord. Oh, no.

Connor cries in his arms. Rooney embraces him.

ROONEY (CONT'D)

(in a whisper)

Oh, Lord. God help us. God help us.

INT. SULLIVAN HOUSE - HALL ENTRANCE - NIGHT

The front door is open. Michael stands outside with his bag.

Sullivan walks out of the house with his case. Slams the door.

Hold on the EMPTY HOUSE.

EXT. SULLIVAN HOUSE - NIGHT

Sullivan walks to Michael, who looks back at the house.

SULLIVAN

This house is not our home anymore.
It's just an empty building.

Michael turns away from his home and gets in the car with his father.

INT. SULLIVAN'S CAR - NIGHT

On the backseat: their two bags. And the BLACK CASE.

The sound of the car starting up.

EXT. HOTEL FLORENCE -NIGHT

Sullivan's car pulls up in the shadows outside Connor's hotel.

INT. SULLIVAN'S CAR - NIGHT

Sullivan kills the engine. He goes to get out but Michael physically holds on to him, not letting him move.

MICHAEL

Don't go, Pa. Don't go.

Sullivan's heart breaks. He bends down to him to explain.

SULLIVAN

Michael, tomorrow when they find out we're gone, they're gonna come after us. I have to protect you now.

MICHAEL

Please, Pa.

Sullivan wavers, fighting himself.

SULLIVAN

All right, here. Take this.

Then he takes a small PISTOL (a .38 snub nose) from his coat. He tries to give it to Michael, but he won't unclench his hand.

MICHAEL

No.

SULLIVAN

Michael, take it.

MICHAEL

Don't want it. I don't want it, Pa!

SULLIVAN

Boy, take it!

Sullivan opens his fingers and presses the GUN into his palm.

SULLIVAN (CONT'D)

You got six shots.

Michael stares at his father, his bloodshot eyes.

(CONTINUED)

CONTINUED:

SULLIVAN (CONT'D)

If I'm not back in half an hour, you go see Reverent Lynch at First Methodist and you tell him what happened. Do not go to Father Callaway.

Michael shrinks away, gun in his hand, scared. Sullivan takes one last look at him and then gets out of the car.

EXT. ALLEY - BEHIND THE HOTEL - NIGHT

Sullivan has come around the side of the building and is starting to climb the hotel FIRE ESCAPE.

EXT. FIRE ESCAPE - NIGHT

Sullivan gets to the second floor landing, looks in a window.

Sullivan forces the window open and silently climbs in. He reaches out to open a door.

He expects it to be locked. The door swings slowly open.

INT. CONNOR'S APARTMENT - HOTEL FLORENCE - NIGHT

It's CONNOR's room. Sullivan enters, gun ready - but not ready for how he meets.

In middle of the room he sees, not Connor, but JOE KELLY.

SULLIVAN

Don't have any business with you, Mr. Kelly.

KELLY

But I have business with you, Mike.

SULLIVAN

Go ahead.

He picks up a black bag. Places it on the table.

SULLIVAN (CONT'D)

What is that?

KELLY

Twenty-five thousand dollars. Mr. Rooney wants you to know there's more if you want it.

Beat. Sullivan registers the mention of Rooney.

(CONTINUED)

CONTINUED:

KELLY (CONT'D)

You have friends in Ireland, Mike.
Why don't you take Peter and leave.

SULLIVAN

I can't take Peter. He's dead.

Beat. Kelly regroupes.

SULLIVAN (CONT'D)

Where's Connor?

KELLY

He's in hiding.

SULLIVAN

Where?

KELLY

You know I can't tell you that, Mike.

Sullivan pulls out the gun, aims at Kelly's head.

KELLY (CONT'D)

(steely)

You think sticking a gun to my head is
going to make a difference to me? If
I tell you, I'm a dead man anyway. We
both are.

Sullivan cocks the gun as his reply. Kelly remains tough.

KELLY (CONT'D)

Think Mike - don't be stupid.

(beat)

I'm just a messenger.

Beat. Sullivan re-groups.

SULLIVAN

Then give Mr. Rooney a message for me.

KELLY

What is it?

BANG. And with that, Sullivan is no longer the man he was.

INT. SULLIVAN'S CAR - NIGHT

Michael huddles with his gun. A long moment goes by. And
the Sullivan gets into the car.

(CONTINUED)

CONTINUED:

SULLIVAN

Give me the gun.

Michael looks at his father, shaking, blood on his outstretched hand. Sullivan takes the gun, and starts the engine.

INT. SULLIVAN'S CAR - NIGHT (MOVING)

Michael huddles in a blanket. His father drives in silence.

MICHAEL

Where are we going?

SULLIVAN

T Chicago. There's a man there who runs things. I've done some work for him.

(beat)

We have to find out where he stands.

(beat)

Try to get some sleep.

In exhaustion, Michael leans his head against the door. He begins to fall asleep.

EXT. HIGHWAY THROUGH SNOW-COVERED FIELDS - DAWN

Sky lightens over endless fields. The car moves across the landscape.

INT. SULLIVAN'S CAR - DAY (MORNING)

Michael awakens. He looks out the window.

REFLECTED IN THE GLASS: Buildings. Skyscrapers. CHICAGO. Michael looks out.

EXT. CHICAGO - DAY

CLOSE ON THE CAR as it drives into the towering city.

CRANE UP, as the car slips into the stream of traffic, becoming anonymous.

EXT. STREET - DAY

Sullivan and Michael walk towards us in a sea of early morning city workers.

INT. READING ROOM - PUBLIC LIBRARY - DAY

A huge ROOM full of PEOPLE reading newspapers; the POOR escape the cold, MOTHERS with BABIES, STUDENTS, the OLD. Sullivan leads Michael to a desk and sits him down.

SULLIVAN

I want you to wait for me here.

MICHAEL

(anxious)

Sure.

SULLIVAN

I won't be long. You'll be all right?

Michael tries to be stoic.

MICHAEL

Yeah, I'll be all right.

SULLIVAN

You're a good boy.

Michael notes, and appreciates, the off-handed complement.

EXT. LEXINGTON HOTEL - DAY

SULLIVAN stands across the street from the marble pillars framing the entrance of the vast hotel.

DOORMEN and BELL-HOPS throng the glass doorways.

INT. LOBBY - LEXINGTON HOTEL - DAY (CONTINUOUS)

Sullivan walks through the MAGNIFICENT LOBBY to the elevators. He knows the way.

Two MEN in suits guard one elevator in particular. No one gets in. Sullivan approaches.

HARRY

Hello, Mike.

SULLIVAN

Hello, fellas.

HARRY

It's nice to see you. We heard what happened. How you holding up?

(CONTINUED)

CONTINUED:

SULLIVAN

I need to talk to Mr. Nitti.

HARRY

He's awful busy.

SULLIVAN

I can wait.

HARRY

(to Marco)

OK. Take the man to the top.

Marco frisks Sullivan. A matter of course. Sullivan gets in the lift with Marco. The doors close.

INT. READING ROOM - DAY

It is later. Michael is still sitting, reading.

CLOSE: Plate: "The Lone Ranger had the Sheriff covered." The same page.

We see his face now, blank.

Then, for no discernible reason, his face crumples. He begins to cry, to grieve for his mother and brother.

INT. LEXINGTON HOTEL - TOP FLOOR - WAITING ROOM - DAY

BUSINESSMEN of varying degrees of repeatability, and some SHADY-LOOKING FIGURES, smoking, reading, talking, drinking coffee.

A SECRETARY at a desk outside the door that's the focal point of everything.

Sullivan sits, waiting. He checks his watch, he's obviously been there for a while. He settles his gaze on the Secretary.

She catches it. She speaks into an intercom. Looks up at Sullivan. Nods.

INT. NITTI'S OFFICE - DAY

A man in a finely-tailored banker's suit, FRANK NITTI, 40's, welcomes Sullivan into the room. He is second in command for the Capone organization. He chain smokes.

He is friendly but distant.

(CONTINUED)

CONTINUED:

NITTI

Sorry to keep you waiting so long,
Mike.

Nitti takes in Sullivan's appearance.

NITTI (CONT'D)

We all just heard what happened.
Jesus, I'm sorry.

Sullivan remains standing, holding his hat. He is nervous.

SULLIVAN

Thank you for seeing me Mr. Nitti.

NITTI

Come on, sit down. Would you like
some coffee, or -

SULLIVAN

No.

NITTI

You sure?

SULLIVAN

Yes. Thank you.

NITTI

So, what can I do for you, Mike?

SULLIVAN

I would like to work for you.

Beat. Nitti didn't expect this.

NITTI

Well, that's very interesting.

SULLIVAN

And in return, I'd like you to turn a
blind eye to...what I have to do.

NITTI

And what is that?

Beat.

SULLIVAN

Kill the man who murdered my family.

Sullivan looks for a reaction. Nitti is still as stone.

(CONTINUED)

CONTINUED:

NITTI

Is one more body going to make a difference?

SULLIVAN

This is a good proposal Mr. Nitti. I will work only for you...and you know I can do a good job.

NITTI

I respect you, Mike, I do. And we would like nothing more than to have you come and work for us. But not like this. What you're asking me is impossible.

SULLIVAN

Is it?

NITTI

Let me explain something to you that maybe you haven't realized. All these years, you've been living under the protection of people who care about you. And those same people are protecting you now. Including me. So open that door, you're walking through it alone. And all that loyalty, and all that trust will no longer exist for you... And Mike - you won't make it. Not on your own. Not with a little boy.

Beat.

SULLIVAN

You're protecting him already?

NITTI

We're protecting our interests.

Nitti looks at Sullivan's haggard face, his red eyes.

SULLIVAN

I drove through the night to see you.

NITTI

I appreciate that, and now I suggest you drive yourself back. Go home, Mike. Go home and bury your wife and child. With our blessing.

(CONTINUED)

CONTINUED:

SULLIVAN
(exiting)
It won't be that simple.

INT. LEXINGTON HOTEL - UPSTAIRS CORRIDOR & ELEVATOR - DAY

Several eyes turn to Sullivan as he walks toward the elevator. He steps inside the elevator with Marco and two other BUSINESSMEN. Marco eyes him.

Then, just as the elevator doors are about to shut, he steps out, and moves swiftly down the corridor towards the stairs

INT. LOBBY - LEXINGTON HOTEL - DAY

Sullivan walks from the service stairs, and disappears amongst the people thronging the lobby.

INT. SIDE ROOM - DAY

Nitti enters from his office. Sitting there in an easy chair is...ROONEY. On another chair: CONNOR.

NITTI
You heard?

Rooney nods.

Connor makes a rational, precise plea.

CONNOR
Dad, listen to me. He's in the building. You can end this now. You've got to take him now.

ROONEY
Connor. Get upstairs.

Rooney stares at his son until Connor walks out. He puts his head in his hands.

ROONEY (CONT'D)
God help me.
(pause)
What do I do

NITTI
(gently)
You think objectively. And you make your choice. What would you do if Sullivan were just... some guy?

(CONTINUED)

CONTINUED:

ROONEY

God help me.

Rooney looks up at Nitti. Tears in his eyes.

ROONEY (CONT'D)

Make it quick.

NITTI

(nods)

And the kid?

ROONEY

Oh, Christ. No.

NITTI

And one day, the kid becomes a man.
Think he won't remember?

A beat.

ROONEY

I said, not the kid.

Beat. Rooney looks at Nitti.

NITTI

Alright. I know who to call.

EXT. STREET - DAY

A man about 30 (MAGUIRE) walks swiftly along the sidewalk carrying a camera. As he walks.

NITTI (V.O.)

There's a guy who's done some work for
us in the past... He's gifted.

A small crowd has gathered on the fire escape entrance to a tenement block. Onlookers at the scene of a murder.

Maguire pushes his way through the crowd.

MAGUIRE

Excuse me, ma'am. Press! Press!

INT. TENEMENT BUILDING - DAY

Maguire enters a dingy tenement. A crime scene.

POLICE and MEDICS are attending to the MURDERER who is highly distressed, cuts on his arms ect.

(CONTINUED)

CONTINUED:

MURDERER

He was raping my wife, he fucking
raped my wife.

POLICE MAN

(trying to usher the man
out)

Come on! Come on! You're treading on
the evidence here.

The Policeman ushers the murderer outside.

MAGUIRE

Two minutes.

Maguire slips another POLICE MAN some CASH.

POLICE MAN

You got it, Mr. Maguire.

The room is quiet not. Maguire steps behind the tripod and
begins to focus. The image of the man UPSIDE-DOWN in his
viewfinder.

Now we see the body: A big OAF of a corpse with his trousers
down. Clearly, a crime of passion.

Just as Maguire's about to take the shot the corpse exhales,
gulps for air, blood trickling out of its mouth.

ON MAGUIRE: This stiff's alive. SOUND OF: An L-Train
approaching.

Maguire glances at the closed door, shrugs and then takes a
handkerchief from his top pocket and gently pinches the OAF's
nose closed.

The OAF struggles for a few seconds. MAGUIRE looks in the
eyes as he dies.

The L-Train THUNDERS PAST.

INT. MAGUIRE'S APARTMENT - DARK ROOM - NIGHT

Red light. CLOSE: An image of the dead OAF is finished out
of a tray of fixing solution. MAGUIRE hangs it up to dry
with his tweezers.

We see other PHOTOS of the dead man hanging with it.

Behind them selves with a variety of cameras.

(CONTINUED)

CONTINUED:

The PHONE rings. Maguire snaps on the LIGHT and opens the door-

INT. MAGUIRE'S APARTMENT - LIVING ROOM - NIGHT

Maguire goes into the living room where he picks up the PHONE.

MAGUIRE
(in phone)
Harlem Maguire... Good-evening, Mr.
Nitti.

He listens to Nitti on the other end of the phone.

MAGUIRE (CONT'D)
Uh huh...sixteen hundred.
(beat)
Sixteen hundred dollars is my rate,
Mr. Nitti. And what I make on the
photographs is mine.

He writes on a PAD. CLOSE: Maguire's handwriting: 'Michael Sullivan'.

MAGUIRE (CONT'D)
No, never met him, but I know his
work.

Now we see the FRAMED PHOTOS on Maguire's apartment walls:
Dead bodies: in corridors, pool halls, bath tubs, ect.

MAGUIRE (CONT'D)
He traveling alone? How old?

CLOSE: the PAD. Maguire's handwriting: 'Michael Sullivan +
Jr. 12 years old' Maguire turns the '1' of the '12' into a
square and makes it a 'face' by drawing two dots for eyes...

MAGUIRE (CONT'D)
What do I do with the kid? Uh huh...
will do. Thank you.

Maguire draws a down-turned mouth on the doodled face of
'Michael'.

DISSOLVE TO:

INT. SULLIVAN'S CAR - DAY

Sullivan and Michael drive. Michael sits in the back seat.

(CONTINUED)

CONTINUED:

SULLIVAN

You remember your Aunt Sarah? Your mom's sister? She lives in Perdiction. She'll take you in.

MICHAEL

(uncertain)
Where is that?

SULLIVAN

Right by the lake. We went there once, all of us, when you were four, maybe five. It's beautiful. You remember?

Michael nods.

MICHAEL

The place with the dog.

Sullivan looks at Michael, puzzled.

Sullivan drives, lost in the memory for just a moment.

EXT. ROCK ISLAND CEMETERY - DAY

A Catholic priest, FATHER CALLAWAY, pray in Latin.

WIDE SHOT: Two graves. Mourners. TWO CASKETS covered in flowers. The funeral of Annie and Peter.

Camera moves closer: we see Aunt SARAH (Annie's sister).

ROONEY is there also, tears in his eyes. He stands with JIMMY, SEAN and other members of his staff.

Further away: MAGUIRE is watching, dressed in black.

EXT. SMALL TOWN - CHURCH - DAY

Sullivan's car is parked outside a small, country church.

INT. SMALL TOWN - CHURCH - DAY

Michael sits in the last pew of a small church. He watches his father from the back.

Sullivan kneels at the altar - praying.

CLOSE - Reveal Sullivan's anguished face, as he prays for the souls of his wife and child.

(CONTINUED)

CONTINUED:

Michael looks down and sees a basket of small plaster Madonnas. Picks one out, looks at it.

INT. SULLIVAN HOUSE - STAIRCASE - NIGHT

CLOSE: OLD PHOTOS:

A Sullivan family portrait - Annie and the kids together. Sullivan to one side, slightly detached.

Michael and Peter aged five and four.

Sullivan and Connor in their mid-teens, Rooney with his arms round them. A middle aged WOMEN (Rooney's wife) stands to one side. All are smiling.

MAGUIRE stands on the landing staring at the photos.

INT. SULLIVAN HOUSE- HALLWAY - NIGHT

SARAH goes to the phone on the HALL table and picks up.

INT. OFFICE - STARR MOTEL - NIGHT

Sullivan is on the phone. The MOTEL MANAGER, an elderly man, does paperwork behind the desk.

SULLIVAN

Sarah?

INT. SULLIVAN HOUSE - HALLWAY - NIGHT

SARAH

(hushed tones)

Mike. Thank God...

SULLIVAN

I want you to know we're okay.

SARAH

Where are you?

During the following, we glimpse MAGUIRE listening to the conversation at the top of the stairs.

SULLIVAN

We're on our way to your place, if that's all right.

(CONTINUED)

CONTINUED:

SARAH
 (relieved)
 Of course. I'll be back there in two
 days. How's Michael?

Beat.

SULLIVAN
 He's alright.
 (beat)
 How was it?

SARAH
 Oh, Mike...

Pause. Sullivan stands there. At a loss for words. Holding
 himself together.

SARAH (CONT'D)
 Hello...?

SULLIVAN
 We'll see you soon.

He puts the phone down.

CUT TO:

INT. SULLIVAN HOUSE - LANDING/HALLWAY - NIGHT

MAGUIRE calmly walks down the stairs. Approaches the phone
 on the hallway table.

Picks it up.

MAGUIRE
 Hello, operator. I was just cut off,
 could you reconnect me?

CUT TO:

INT. SULLIVAN'S CAR - THE ROAD - DAY (MORNING)

Michael's face looks out the window.

America passes by, in all its vastness. Fields. Forests.
 Churches. Barns. Lines of telephone poles stretch into the
 distance.

INT. STARR MOTEL ROOM - DAY

A wide shot of the room in which Sullivan and Michael have recently spent the night: unmade beds, ect.

Maguire stands silhouetted in the doorway. Looks. A plaster Madonna sits on the night stand.

EXT. BOXCAR DINER - ROAD TO PERDITION - SUNSET

Sign outside: 'We Never Close'. The sun is setting.

Sullivan's car pulls up outside the dinner. Sullivan is tired and dirtied from a hard day's driving. He stops the car.

SULLIVAN

You hungry?

Michael looks down when he replies

MICHAEL

No.

SULLIVAN

Might not be another diner for a while. You should have something to eat.

MICHAEL

I'm not hungry. I just wanna read.

And with that, Sullivan's out the door.

Michael sits in the car by himself, sullen.

INT. MAGUIRE'S CAR - OPEN ROAD - NIGHT (MOVING)

Maguire driving. Focused hard on the empty road.

A pistol and a camera on the seat beside him.

He sees a light ahead, starts to slow...

INT. DINER/EXT

Sullivan is eating steak with a proper steak knife. He looks through the window, half expecting his son to give up his stubbornness and join him.

POV: Michael's head is no longer visible in the car.

INT. SULLIVAN'S CAR - NIGHT

Michael is asleep on the back seat, covered with Sullivan's coat. His comic boot is still open.

Lights from a passing vehicle sweep through the car.

EXT. BOXCAR DINER - NIGHT

Maguire's car pulls up and stops.

Maguire gets out of his car, sees Sullivan looking out the window, as he drinks a cup of coffee.

Maguire glances at Sullivan's car: No one there. Notices a parked police car.

INT. BOXCAR DINER - NIGHT (CONTINUOUS)

The bell above the door DINGS.

Maguire comes in, sits in the next booth to Sullivan, but facing him.

Looks over Sullivan's shoulder. Registers the FARMER and the COP sitting at the counter.

A waitress (RUBY) approaches Maguire.

MAGUIRE

Slow night, huh?

RUBY

You kiddin'? This is busy! What can I get you?

MAGUIRE

You got a special?

RUBY

Everything's special.

MAGUIRE

Is that so?

RUBY

Everything 'cept the food.

Maguire laughs.

(CONTINUED)

CONTINUED:

MAGUIRE

"Everything 'cept the food!" You oughtta be on the stage

RUBY

Don't I know it.

MAGUIRE

Gimme some of that honey dip fired chicken, and a black coffee.

RUBY

(cheerfully)

Duck soup.

Maguire takes a roll of film from his pocket and starts to load his camera. Sullivan observes him.

Sullivan surreptitiously pours WHISKEY into his coffee cup, looks back at Maguire, who's looking straight at him.

MAGUIRE

Don't mind me, sir.

SULLIVAN

Huh?

MAGUIRE

(whispers)

It's a free country - Used to be, anyhow!

Sullivan smiles. And pours more drink into his cup. Keeps watching the man loading his camera.

Sullivan offers Maguire the whiskey.

MAGUIRE (CONT'D)

No thank you, sir.

Maguire snaps his camera shut. Loaded.

SULLIVAN

Is that your profession or your pleasure.

MAGUIRE

Both I guess. To be paid to do what you love, ain't that the dream.

SULLIVAN

I guess so.

(CONTINUED)

CONTINUED:

MAGUIRE
Yourself?

Beat.

SULLIVAN
I'm a salesman. Machine parts.

MAGUIRE
Machine parts? That's wonderful!

SULLIVAN
I assure you, it is not. So who do
you work for?

MAGUIRE
Can you keep a secret?
(whispers)
I'm "Press".

SULLIVAN
Which paper?

MAGUIRE
All over. I'm something of a rarity.

SULLIVAN
How's that?

MAGUIRE
I shoot the dead.
(pause)
Dead bodies, that is. I don't kill
'em!

SULLIVAN
Should hope not.

MAGUIRE
Always fascinated me...the look of
'em, you know? You ever seen one?

Sullivan nods.

MAGUIRE (CONT'D)
Sorry for you. Terrible thing. But
it sure makes you feel alive, don't
it?

SULLIVAN
I'll drink to that.

(CONTINUED)

CONTINUED:

Sullivan drinks. Maguire is looking at the COP over Sullivan's shoulder. He's just finishing up and paying. Maguire turns back to Sullivan.

MAGUIRE
Stuff makes you sweat, huh?

SULLIVAN
Piss, too.

Sullivan surreptitiously palms his steak knife.

SULLIVAN (CONT'D)
(to Ruby)
Excuse me, ma'am. Can you help me out here?

RUBY
(gesturing)
Just through there.

Sullivan stands up unsteadily. Moves toward the John, trips.

MAGUIRE
Hey! Look out there!

Sullivan looks back toward the empty cup.

SULLIVAN
Whoah.

He moves off.

COP
Thanks, Ruby.

RUBY
Good night.

The COP leaves. The bell above the door DINGS.

Maguire watches. Feels in his pockets. Pulls out the gun.

The SOUND of a car starting up.

Maguire checks the gun under the table.

The bell above the door DINGS. The COP walks back in.

COP
Forgot to leave a tip...

(CONTINUED)

CONTINUED:

Maguire realizes, turns.

Sullivan's car accelerates away.

Maguire leaps up, runs outside.

EXT. BOXCAR DINER - NIGHT

Maguire runs to his car. Stops. Looks down: The tires have been slashed.

He looks off in the direction of Sullivan's car. It's taillights receding into the distance.

CLOSE: Maguire. Steely. Focused. HE AIMS THE GUN.

INT. SULLIVAN'S CAR - NIGHT (MOVING)

Sullivan drives, very fast. Dark, straight road. He opens the window to sober up, though he is not nearly as drunk as he appeared. Michael is still on the back seat.

SULLIVAN

GET DOWN!

MICHAEL

WHY? What's going on--?

SULLIVAN

GET DOWN!

HE PHYSICALLY SHOVES HIM DOWN JUST AS --

THE BACK WINDOW OF THE CAR EXPLODES - glass shattering.

EXT. DINER - NIGHT

Maguire fires the gun a second time. Disappointed.

The Cop walks out of the diner.

COP

HEY, what do you think you're doing--

Maguire simply turns around and shoots him.

EXT. ROAD - NIGHT

Sullivan spins the car off the road and heads into an open field.

INT. CAR/OPEN FIELD - NIGHT

Sullivan stops the car and turns to Michael - they're both out of breath. Sullivan is furious.

SULLIVAN
Get out of the car.

Michael doesn't move. Sullivan opens the rear door and grabs him.

SULLIVAN (CONT'D)
Get out of the car!
(beat)
When I say get down, you get down!
You don't ask questions! When I say
we're stopping to eat, you stay with
me!
(beat)
You listen to me from now on, or you
start taking care of yourself.

MICHAEL
I can take care of myself fine! You
never wanted me along anyway! You
think it's my fault this happened!

SULLIVAN
Stop it Michael! IT WAS NOT YOUR
FAULT! None of this is your fault!

Michael registers this. But remains angry.

MICHAEL
Just take me to Aunt Sarah's

SULLIVAN
I can't take you there. Not now.

MICHAEL
Why?

SULLIVAN
He knows that's where we're going.

MICHAEL
So what are you gonna do?

Beat.

CONTINUED:

SULLIVAN

Something I can't do alone. You have to listen to me now. OK? Or else both of us are dead.

Michael nods, finally surrendering.

SULLIVAN (CONT'D)

I have to make Capone give up Connor.

(Michael follows)

Now, there's one thing Chicago loves more than anything - and that's their money. They've got it in banks all over the state. We're going to have to find it and take it. Are you going to help me?

MICHAEL

Yes

SULLIVAN

(beat)

Then I have to teach you something.

EXT. COUNTRY ROAD/INT. SULLIVAN'S CAR - DAY

Sullivan's CAR sits on the side of a deserted farm road.

SULLIVAN

Now, you know what the clutch is?

MICHAEL

Sure I know what the clutch is.

SULLIVAN

What is the clutch?

MICHAEL

The clutch...it, uh...it clutches.

SULLIVAN

Right. It clutches. An which of those pedals is the clutch?

Michael steps on the gas. The engine races.

SULLIVAN (CONT'D)

That's the gas. Gas. I'll show you. There. Right there. See? Here's the clutch, and it does the clutching.

INT./EXT. SULLIVAN'S CAR - DAY

The car moves forward two feet, and Michael tries to put it in gear, and the car stalls, and the engine dies. The road is quiet.

SULLIVAN
Let's try again.

Sullivan starts the car for Michael.

MICHAEL
Release gas, clutch, shift gear, hit gas.

SULLIVAN
Mmm-hmm.

Michael does the sequence, and the car moves.

MICHAEL
And shift!

The car stops and dies.

SULLIVAN
Can I make one suggestion?

MICHAEL
No. I'm doing this.

Sullivan looks at him. Amused.

CUT TO:

EXT. ANOTHER COUNTRY ROAD - DAY

They are zooming down the road. Really fast.

SULLIVAN
Forty-five miles an hour. That's a little fast.

Michael keeps speeding. He's barely in control.

SULLIVAN (CONT'D)
Look out for the tractor, Michael.

A tractor trundles along up ahead.

(CONTINUED)

CONTINUED:

SULLIVAN (CONT'D)
 Michael, look out for the tractor.
 Coming up now.

INT. SULLIVAN'S CAR - DAY (CONTINUOS) (MOVING)

They're zooming up on the TRACTOR.

SULLIVAN
 Watch out for the tractor...WATCH OUT
 FOR THE...

SULLIVAN's face is full of REAL FEAR.

SULLIVAN (CONT'D)
 TRACTOR!

The CAR shrieks past the tractor. Michael, astonished and relieved.

MICHAEL
 We made it!

SULLIVAN
 (dry)
 Yes we did.

EXT. SAVINGS AND LOAN - ST. LOUIS - DAY

A BLACK, LEATHER DOCTOR'S BAG in hand, SULLIVAN enters a BANK.

INT. SAVINGS AND LOAN - LOBBY -ST. LOUIS - DAY

FARMERS, HOUSEWIVES, BUSINESS PEOPLE stand in line.

SULLIVAN enters the lobby, scans it, he spots a tight, officious-looking MAN moving behind the teller windows.

MCDUGAL
 No more excuses. I've told you once,
 now I'm telling you again.

SULLIVAN
 Excuse me, I'm looking for a Mr.
 McDougal.

MCDUGAL
 Just one moment.

McDougal raises one finger to Sullivan, then returns to lecturing his employee.

INT. MCDUGAL'S OFFICE - DAY

McDougal closes the door then smiles. Sullivan puts his bag on the desk, sits down.

McDougal sits opposite him. He eyes the BLACK BAG.

MCDUGAL

(obsequious)

Well, this is a pleasant surprise. I wasn't expecting another deposit until the end of the month.

Sullivan undoes the clasp...reaches in... and pulls out a COLT 45. McDougal's grin vanishes.

SULLIVAN

Actually, I'm making a withdrawal. And I want dirty money only. Everything you're holding for Capone that's off-the-books. Open the safe.

Beat. McDougl, terrified, hesitates.

MCDUGAL

You're insane. You know they'll find out who you are.

SULLIVAN

The name's Sullivan.
(McDougal opens the safe)
Want me to spell it?

McDougal pulls out a safety deposit box of Capone's money.

SULLIVAN (CONT'D)

Open the box.

MCDUGAL

(opening the box)
They'll kill you. They're animals.

SULLIVAN

You don't say? Put it in.

As McDougal fills the black bag, Sullivan slaps two bricks of money on the desk.

SULLIVAN (CONT'D)

That's for you. Call it a handling charge.

(beat)

(MORE)

(CONTINUED)

CONTINUED:

SULLIVAN (CONT'D)

Tell Chicago I took it. But if I read about this in the papers, if I read about the savings of innocent farmers being wiped out by a heartless bank robber...I won't be happy.

(beat)

Good afternoon.

MCDUGAL

You really trust me to nit say anything?

SULLIVAN

Always trust a bank manager.

Sullivan exits

EXT. SAVINGS AND LOAN - ST. LOUIS - DAY

Sullivan steps out onto the curb. Waits.

The car pulls up very slowly. Michael is driving.

Sullivan looks through the open window at Michael's nervous face.

SULLIVAN

There's no rush.

Sullivan gets in. They drive off.

INTO A MONTAGE OF VARIOUS EXTERIOR AND INTERIOR LOCATIONS

A series of FOUR BANKS over a number of WEEKS. We TRACK past the windows of each: And in each, SULLIVAN is in the *middle of a robber*. As we pass, we see the *different stages* of each equitable exchange: the revealing of the GUN; the manager handing him the money; the money going into THE BAG; his courteous exit, ect.

Now a series of three GETAWAYS. Seen from inside the banks we TRACK past each exit: with each getaway MICHAEL's *driving improvements*: first, Sullivan waits at the curb and Michael is NOT THERE; then he comes from the WRONG DIRECTION and hits the curb; but on number three his getaway is PERFECT and the car disappears out of sight.

INTERCUT:

MAGUIRE, sitting in a dark room, rolls a silver coin between his fingers with great dexterity.

(CONTINUED)

CONTINUED:

INTERCUT:

Sullivan and Michael in a BARN by the side of a DESERTED DIRT ROAD.

They open cans, start painting the car a lavish MAROON.

The OPENED BACKSEAT of Sullivan's car (where Michael stowed away). Full of CASH. Michael slams the seat SHUT.

INT. SMALL RESTAURANT - NIGHT

A small family restaurant, two-thirds empty. An impoverished dance floor. A SONG plays on the RADIO. TWO COUPLES dance.

Sullivan & Michael are finishing a meal. The waitress, BETTY, is in the 30's, attractive.

BETTY

Coffee?

SULLIVAN

Thank you.

She pours. A look between them, a connection.

BETTY

So...what brings you guys to the middle of nowhere?

MICHAEL

We're bank robbers.

Betty laughs.

SULLIVAN

We're just passing through.

She smiles, leaves.

MICHAEL

When do I get my share of the money?

A beat.

SULLIVAN

How much d'you want?

Michael thinks, chances his luck with what he considers a huge amount.

(CONTINUED)

CONTINUED:

MICHAEL
 (decisive, he's asking for
 a lot)
 Two hundred dollars.

SULLIVAN
 Okay. Deal.

MICHAEL
 (realizes)
 Could I have had more?

SULLIVAN
 You'll never know.

INT. ROONEY'S STUDY - ROCK ISLAND - NIGHT

Rooney sits in his armchair, illuminated by the light from the fire.

The phone rings. He stares at it, but does not pick it up.

INT. CONNOR'S ROOM - LEXINGTON HOTEL - NIGHT

Connor is at the other end of the line.

CONNOR
 Come on. Come on.

He paces the floor, phone in hand.

INT. ROONEY'S STUDY - ROCK ISLAND - NIGHT

Roony sits, troubled.

The phone continues to ring. He doesn't pick it up.

INT. CONNOR'S ROOM - LEXINGTON HOTEL - NIGHT

Connor waits. Still no answer.

He slams down the phone, flings a side table to the floor.

INT. NITTI'S OFFICE - DAY

NITTI is in his office, on the phone, outraged at what he's hearing.

NITTI
 How much did they take?...HOW MUCH?...
 Okay, answer me this, what are we
 paying you for?-

(CONTINUED)

CONTINUED:

CONNOR (O.S.)
 (muffled, overlapping)
 Get... Get out of... Get out of my...
 Get out of my way!

CONNOR bursts in, followed by HARRY.

CONNOR (CONT'D)
 Where's my father?

NITTI
 What the fuck is this?

CONNOR
 Why is no one talking to me?

NITTI
 (into telephone)
 Hold on.

CONNOR
 I feel like a fucking prisoner.

NITTI
 I told you. You are not a prisoner.
 You are being protected. This is what
 your father wants.

CONNOR
 I can look after myself.

NITTI
 No. You can't. This is the point.
 You're a big baby who doesn't know his
 thumb from his dick.

CONNOR
 Fuck you.

NITTI
 (cool, calm)
 Listen, sonny. The only reason you're
 still alive is because you're John
 Rooney's son.

CONNOR
 You're being a little shortsighted,
Frank. My father's an old man. I am
 the future. So don't you ever talk to
 me that way again.

Connor storms out. Nitti shakes his head.

(CONTINUED)

CONTINUED:

NITTI
 (to the phone)
 Maguire? Do what you have to - FIND
 THEM.

INT. YOUNG BANK MANAGER'S OFFICE - MORNING

A nervous YOUNG MAN MANAGER stands on the far side of his desk, sweating. The black bag sits there between them.

YOUNG BANK MANAGER
 I'm sorry, Mr. Sullivan. There,
 there's no money.

In a flash, the .45 is pointed at the Manager's head.

YOUNG BANK MANAGER (CONT'D)
 No! No...I can get you money. I
 just...it won't be Chicago's. They
 took it all out two day's ago.

Sullivan sees the truth. Nods.

SULLIVAN
 Who authorized it?

YOUNG BANK MANAGER
 The accountant.

SULLIVAN
 What's his name?

INT. BRIDAL SUITE - PLUSH HOTEL - SMALL TOWN - MORNING

RANCE
 This is Mr. Rance, in the Bridal
 Suite...

RANCE is on the phone, ordering breakfast. He's nervous and edgy.

RANCE (CONT'D)
 And before you proffer your phony
 congratulations, there is no Mrs.
 Rance residing with me and I'm all the
 better for it. Now, listen carefully,
 because I am in no mood.

We see his room. Clearly the BRIDAL SUITE. Chintz, crystal, flowery wallpaper.

(CONTINUED)

CONTINUED:

RANCE (CONT'D)

I am going to say this only once- I would like a Boiled Egg. And I want it runny.

EXT. STREET - MORNING

Sullivan and Michael arrive in town. The MAROON CAR pulls over to the curb. Michael is driving.

MICHAEL

Pa, can we sleep in a motel room tonight instead of the car?

SULLIVAN

Yeah that would be nice.

INT. BOARDING HOUSE - MORNING

The camera pans up from the road to reveal: MAGUIRE standing at a window looking down into the street. He rolls a coin between his fingers.

His POV: amongst the traffic of the morning... the maroon car. He frowns at the car, watching closely. It's the wrong color.

A TEENAGE PROSTITUTE in the bed behind him is now waking up.

PROSTITUTE

(squinting at Maguire who stands silhouetted by the light)

How many more days you gonna want me, Mister?

He ignores her, stars out the window.

PROSTITUTE (CONT'D)

Can't we close the curtains, even for a little while? I can't get no sleep with all this light.

INT. SULLIVAN'S CAR - MORNING

Michael and Sullivan look grubby and hardened.

SULLIVAN

Remember, if you see anything, you hit the horn twice. And you don't get out of the car. No matter what.

INT. BRIDAL SUITE - PLUSH HOTEL - MORNING

RANCE sits at a room service table, removing the top from his boiled egg.

INT. BORDING HOUSE - MORNING

Maguire walks over, holds money out to the proustite and teases her with it. She flinches a little and grabs the money. Maguire waves at her.

MAGUIRE

Bye.

INT. SULLIVAN'S CAR - MORNING

Sullivan loads his gun. Michael watches.

SULLIVAN

OK, you ready?

Michael takes a deep breath, gearing himself up.

MICHAEL

I'm ready.

Sullivan gets out of the car.

INT. BRIDAL SUITE - PLUSH HOTEL - MORNING

RANCE sits at the room service table. He looks at his breakfast contentedly. He lifts up a strip of bacon and it REMAINS HORIZONTAL. He smiles.

He PLUNGES the bacon into the EGG... it SNAPS.

He removes his napkin, controls his temper.

INT. SULLIVAN'S CAR - MORNING

Michael sits in the car.

REFLECTION IN THE WING MIRROR OF THE CAR: Michael watches Sullivan enter the lobby of the hotel.

INT. LOBBY - PLUSH HOTEL - MORNING

Inside the lobby, Sullivan walks past the FRONT DESK. The MANAGER is on the PHONE.

MANAGER

Yes, Sir, right away, Sir. Runny.

CONTINUED:

Sullivan looks up to the key rack. There's only one key missing: BRIDAL SUITE.

He makes for the stairs.

INT. BOARDING HOUSE - MORNING

The dressed prostitute leaves....

MAGUIRE HASN'T SEEN SULLIVAN get out of the car and cross the road.

INT. BRIDAL SUITE - MORNING

RANCE is back at his breakfast table facing away from the door.

He pours some coffee. There's a KNOCK at the door.

RANCE is surprised at the hotel's promptness.

RANCE
 (to himself)
 Hmm.
 (over his shoulder)
 It's OPEN.

The door opens. Rance reaches for the EGG in its silver cup. Without turning he addresses the enterer:

RANCE (CONT'D)
 Top marks for speed. No marks for
 COOKERY.

Rance wheels round exploding with indignation. He brandishes the EGG.

RANCE (CONT'D)
 WHAT may I ASK do you call THIS?

Sullivan pointing the COLT .45 in Rance's face. Beat.

SULLIVAN
 Put it down.

RANCE
 Mister Sullivan.

SULLIVAN
 Mister Rance.

(CONTINUED)

CONTINUED:

RANCE

How did you find me?

SULLIVAN

This is the best hotel in the area and you are so very...particular.

RANCE

Yes indeed, Mister Sullivan, May I ask you to lower your weapon?

Sullivan does so.

RANCE (CONT'D)

Thank you. Now what do you want?

SULLIVAN

Information.

INT. BOARDING HOUSE - MORNING

The prostitute has left. Maguire returns to the window. He looks across the road into Rance's suite.

MAGUIRE'S POV: Rance is talking to someone. Maguire can't see who. He frowns and looks closer.

INT. BRIDAL SUITE - MORNING

RANCE

I can't give you the *files*.

Sullivan cocks the trigger.

RANCE (CONT'D)

Alright! Alright! They're in the next room.

Rance moves into the bedroom. Sullivan watches him closely.

Rance surreptitiously looks over his shoulder towards the boarding house: Where's Maguire?

He turns and indicates a LARGE METAL TRUNK.

RANCE (CONT'D)

In here.

SULLIVAN

Bring it in.

(CONTINUED)

CONTINUED:

Sullivan moves to the window and begins to close the curtains.

INT. BOARDING HOUSE - MORNING

Maguire is still watching.

Suddenly... he sees Sullivan closing the curtains in the bedroom across the street. He moves into action and starts to get dressed.

INT. BRIDAL SUITE - MORNING

As Sullivan closes the curtains, RANCE is moving the large trunk into the room from the bedroom.

RANCE
I won't be able to see!

SULLIVAN
Move.

RANCE
(as he continues to push
the trunk)
What do you think that you are going
to accomplish by interfering with our
business, Mister Sullivan?

SULLIVAN
This has nothing to do with your
business.

RANCE
It's all business, that's what you
fail to grasp.

Sullivan closes the bedroom door. The sunlight through the closed curtains casts an eerie glow.

RANCE (CONT'D)
And in business, you must have
something to trade. And you Mr.
Sullivan have nothing to trade.
Especially not for anyone as valuable
as Connor Rooney.

Beat. Rance has now pushed the trunk to the center of the room.

(CONTINUED)

CONTINUED:

SULLIVAN
(suspicious)
I don't understand.

Suddenly: A TICKER TAPE MACHINE GOES OFF. LOUD like a machine gun.

Sullivan reacts.

RANCE
(calmly)
Opening bell on Wall Street.

The glass jar covering the MACHINE gleams in the shadow of an alcove, a pile of yesterday's tape strewn about.

INT. BOARDING HOUSE - MORNING

Maguire is dressed now. He reaches down behind the bed and picks up a bag. Inside... his PUMP ACTION RIFLE.

INT. BRIDAL SUITE - MORNING

The ticker tape machine rattles away.

SULLIVAN
Come on , open it.

Rance takes out a huge bunch of keys. Looks at them.

RANCE
Now which one is it?

Sullivan rolls his eyes.

INT. MAGUIRE'S BOARDING HOUSE - MORNING

MAGUIRE is running down the stairs of the boarding house.

INT. SULLIVAN'S CAR - MORNING (CONTINUOUS)

Michael sits in the driver's seat. He's alert, but getting bored. And now beginning to be TEMPTED by his LONE RANGER comic book, which sits on the passenger seat.

Michael finally gives in, reaches over to the comic book and opens it.

Just as he does, Maguire passes right by the driver's side window of the car. Michael doesn't see him.

EXT. STREET - MORNING (CONTINUOUS)

MAGUIRE runs across the road towards the HOTEL ENTRANCE. A CAR swerves to avoid him. A SCREECH of brakes.

INT. SULLIVAN'S CAR/EXT. STREET - MORNING

The noise makes Michael LOOK UP.

MICHAEL'S POV IN WING MIRROR: Maguire runs across the road. CLOSE: The barrel of a gun is just visible to Michael beneath Maguire's coat.

Immediately, he hits the HORN two times.

Maguire looks back at the sound, but keeps running into the hotel.

Michael hits the horn again.

INT. BRIDAL SUITE - MORNING

Inside the room, the TICKER TAPE MACHINE rattles away, making the car horn INAUDIBLE.

Rance is still playing for time, waiting for Maguire. Fiddling with the keys.

RANCE

No. That's not it.

Rance tries another key.

INT. HOTEL STAIRS - MORNING

Maguire races up the STAIRS.

INT. SULLIVAN'S CAR- MORNING

Michael now holding the HORN down.

HIS POV: People on the street are beginning to stop and stare.

INT. BRIDAL SUITE - MORNING

Rance continues to deliberately fumble with the keys. Now he is frightened.

The TICKER TAPE is running down.

(CONTINUED)

CONTINUED:

RANCE
Tried that one already.

Rance drops the keys.

RANCE (CONT'D)
Better start over.

INT. HOTEL CORRIDOR - MORNING

MAGUIRE runs down a LONG CORRIDOR, his GUN out.

INT. BRIDAL SUITE - MORNING

Sullivan finally loses his patience and jams his gun into Rance's temple.

SULLIVAN
You've got one more try.

Rance 'finds' the key.

RANCE
Ah, here it is.

He unlocks the trunk.

Suddenly he flips the LID open. Sullivan looks inside: IT'S EMPTY.

Suddenly... the TICKER TAPE runs out.

Sullivan hears the HORN, turns.

Rance dives inside the bedroom door, locking it behind him.

Sullivan realizes he's being set up. He hits the floor behind the metal trunk just as: Maguire's pump action rifle blows a HOLE in the doorway.

Maguire KICKS the door open.

He stands in the doorway and fire off FIVE SHOTS in quick succession - TWO of the bullets BLOW HOLES through the wall into the BEDROOM - ONE BLOWS A HOLE in the BEDROOM DOOR - TWO slam against the METAL TRUNK LID which Sullivan holds, protecting himself.

Maguire stops to reload.

MAGUIRE'S POV: He's shooting up an EMPTY room.

(CONTINUED)

CONTINUED:

Sullivan springs up from behind the trunk and gets TWO SHOTS in. They thud into the sofa. Maguire ducks behind an end table. Reloads.

On the table: TWO GLASS LAMPS.

CLOSE: On Sullivan, breathing heavily, behind the open metal trunk. Dents in the lid from the bullets.

He turns, looks. BULLET HOLES in the WALL and the DOOR to the next room. STREAKS OF DAYLIGHT. A tense pause.

CLOSE: MAGUIRE, behind the sofa, preparing.

CLOSE: Sullivan, behind the trunk, preparing.

Then, suddenly, Maguire's sits up, begins to shoot again.

Two more of Maguire's bullets slam into the trunk.

Sullivan is thrown backwards onto the floor. As he falls, he fires three more shots and BANG! One of his bullets hits a glass lamp

Maguire's face is SHOWERED WITH GLASS.

Sullivan fires a Maguire again. Click. Click. Empty chambers.

Maguire is YELLING in pain.

He DROPS to his knees behind the sofa, holding his face.

Sullivan takes the opportunity. He sees the streaks of daylight coming through the door to the next room - KICKS at a panel in the door. The door gives.

INT. BRIDAL SUITE - BEDROOM - MORNING

Sullivan runs into the bedroom. Rance lies dead on the bed - hit by one of Maguire's BULLETS which passed through the wall.

Sullivan looks at the body as he passes, blood sprayed across the wall... And there, next to the bed... the FILES.

Swiftly he moves to them - picks up the most prominent of them - a SMALL BLACK STRONGBOX marked "CHIEF ACCOUNTS".

He exits.

INT. HOTEL CORRIDOR - MORNING

Sullivan runs down the corridor.

INT. BRIDAL SUITE/EXT. STREET - MORNING

The light from the doorway hits Maguire. We can't see his face.

He stands up, unsteadily. He staggers over to the WINDOW and pulls his REVOLVER out of his pocket.

SULLIVAN emerges from a side ALLEY and sprints across the STREET. Michael throws the car into REVERSE and backs the car towards him at speed.

CUT TO: MICHAEL'S POV from the CAR: Sullivan RUNS across the street TOWARDS him. The bullets blow TWO holes in the roof of the car.

SULLIVAN
(screams)
Go! Go!

Michael changes gear as fast as any professional and begins to pull away. Maguire FIRES again.

As Sullivan gets in the passenger side he's HIT on the shoulder.

The car pulls away FAST.

Michael accelerates through the traffic of the morning.

INT. SULLIVAN'S CAR - MORNING (CONTINUOUS) (MOVING)

Michael glances at his father, BLOOD seeps through the HAND clutched to the WOUND. Sullivan sees the PANIC on Michael's face.

SULLIVAN
I'm OK! I'm OK! Just watch the road.

INT. BRIDAL SUITE - MORNING

MAGUIRE slumps down from the window. We're behind him. He holds his hand to his face. He looks at them.

They're covered in blood.

EXT. SULLIVAN'S CAR - DIRT ROAD - DAY

The CAR turns off a main road and onto a tiny DIRT ROAD.

INT. SULLIVAN'S CAR - DAY

MICHAEL

Pa?

SULLIVAN is losing consciousness.

MICHAEL (CONT'D)

Pa, are you okay?

(alarmed, no response)

Pa? Pa!

Michael spots some rickety BUILDINGS up ahead.

EXT. FIELD - DAY

A COUPLE in their late 50's (BILL and VIRGINIA) are PLANTING VEGETABLES in the field. Their clothes and the rough field indicate their poverty.

They watch a CAR pulling in at the edge of the field.

A BOY gets out and SPRINTS towards them, waving his arms in desperation.

MICHAEL

Help! Help us!

MONTAGE:

INT. ISOLATED 'SHACK' - NIGHT

CLOSE: Sullivan's wounded shoulder. A HEATED KNIFE comes into shot.

CLOSE: Michaels FACE as he watches BILL remove the bullet.

CLOSE: The bloody BULLET dropping into a tin cup.

LATER:

Sullivan lies in a makeshift bed, shivering with FEVER. Night sweats.

Michael watches him, worried. A vigil.

INT. 'SHACK' - THE NEXT NIGHT

Sullivan lies on his makeshift bed. His shoulder crudely BANDAGED.

Michael feeds him SOUP and wipes his mouth with a napkin.

Sullivan is still feverish, only semi-conscious.

EXT. 'SHACK' - DAY

Sullivan sits outside with Virginia. He's still bandaged but look better, he drinks coffee. VIRGINIA is peeling potatoes. They watch MICHAEL helping BILL in the field.

Michael is DIGGING with great energy while bill plants behind him.

Sullivan's CAR sits in the ramshackle BARN nearby.

VIRGINIA

When are you two heading out?

Sullivan understands the implication that they've overstayed their welcome.

SULLIVAN

We've stayed long enough. Don't want to cause you any trouble.

VIRGINIA

No trouble so far.

Sullivan nods. Virginia smiles, looking to Michael in the field.

VIRGINIA (CONT'D)

He's a good worker.

Sullivan nods, enjoying Michael's antics. Virginia continues to peel. Sullivan turns to Virginia

SULLIVAN

You have any kids?

VIRGINIA

No, we met too late.

Pause. She nods towards Michael.

VIRGINIA (CONT'D)

He dotes on you.

(CONTINUED)

CONTINUED:

Sullivan looks at her, surprised.

VIRGINIA (CONT'D)
You don't see it?

Sullivan shrugs. He looks at Michael who happens to LOOK UP from his work.

His face: full of joy. He WAVES at his father, casually, then gets back to digging.

On Sullivan: Suddenly moved beyond reason.

INT. 'SHACK' - NIGHT

Sullivan sit at the kitchen table. Lit by a hurricane oil LAMP.

He pores over the DOCUMENTS and PAPERS Rance gave him.

He looks down pages of FIGURES, trying to understand. It's proving difficult.

Michael comes in, wearing night cloths. Sullivan's pleased to see him.

SULLIVAN
Hello..

MICHAEL
I had a bad dream.

SULLIVAN
You want to talk about it?

Michael shakes his head.

SULLIVAN (CONT'D)
Well...come on in. Take a seat, if you want.

Michael sits at the table. Looks at the PAPERS.

MICHAEL
Math, huh?

SULLIVAN
(smiles)
Yeah. I always hated it.

MICHAEL
Me too.

(CONTINUED)

CONTINUED:

Beat. Sullivan looks at the boy, curious, scolding himself.

SULLIVAN
So what do you like?

MICHAEL
Huh?

SULLIVAN
What subject d'you like - did you
like? In school?

Pause. Michael has never been asked such a question by his father.

MICHAEL
(shrugs)
Bible History, maybe.

SULLIVAN
(surprised)
Why?

MICHAEL
I like the stories.

Sullivan smiles.

MICHAEL (CONT'D)
Peter was good at math.

Sullivan looks at him.

SULLIVAN
Was he?

Michael nods. Pause.

MICHAEL
Did you like Peter more than me?

Pause

SULLIVAN
No. No, Michael. I loved you both
the same.

MICHAEL
But you were different with me.

(CONTINUED)

CONTINUED:

SULLIVAN

Was I?

(Michael nods)

Well, maybe that's because Peter was just such a sweet boy. You know? And you...

Beat. Sullivan thinks.

SULLIVAN (CONT'D)

You were more like me. And... I didn't want you to be.

Beat.

SULLIVAN (CONT'D)

I didn't mean to be different.

Michael takes this in.

MICHAEL

Okay

Beat.

MICHAEL (CONT'D)

Good night, Pa.

SULLIVAN

Good night.

Michael hugs Sullivan good-night. Sullivan responds.

INT. 'SHACK' - NIGHT (LATER)

Sullivan continues to read through the DOCUMENTS. He discards some and then, at random, he pulls out a buff colored FILE, quite thick, from another stack of papers.

Sullivan looks at it. Interested. Surprised.

CLOSE: The FILE: It says in type, 'Mr. FINN MCGOVERN; ACCOUNTS'.

Sullivan opens it. Flicks through: Letters, accounts, dockets. Bank receipts in varying amounts, all made out to 'CONNOR ROONEY'.

INT. 'SHACK' - EARLY MORNING

Sullivan, fully dressed, wakes the sleeping Michael.

(CONTINUED)

CONTINUED:

SULLIVAN
 (upbeat)
 Michael, wake up. Get your things.

Michael is bleary eyed.

SULLIVAN (CONT'D)
 We're leaving.

EXT. 'SHACK' - SAME DAY (LATER)

The CAR engine is running. Bill and Virginia wave good-bye to Sullivan (who is driving) and Michael in the passenger seat. Sullivan leans out the window:

SULLIVAN
 We left you something.

Sullivan points to the BARN. The CAR rolls away down the dirt road.

INT. BARN - DAY

Bill and Virginia in the Barn. In the center, Sullivan's BLACK BAG. They approach it. A NOTE in Michael's handwriting: 'THANK YOU!'

IN THE BAG: Dollars. Hundreds and thousands of dollars. Stacked in blocks.

They stare at the money. BILL turns to VIRGINIA, astounded.

EXT. LANDSCAPE - DAY

WIDE SHOT: Sullivan's CAR speeds down the open road.

EXT. ST. PETER'S CHURCH - DAY

A sunny morning. The bells of St. Peter's announce Sunday Mass.

CARS and PEOPLE throng the entrance.

INT. ST. PETER'S CHURCH - DAY

Inside, people receive communion at the altar rail. Rooney is amongst them.

(CONTINUED)

CONTINUED:

The Mass is in Latin. Churchgoers already having received the Eucharist, kneel in their pews in meditation. A choir sings a meditation song.

CUT TO:

Rooney returns down the aisle. He slips into his pew, kneels.

A man's voice from the pew behind him speaks. It is Sullivan.

SULLIVAN

Hello, John.

A pause. Rooney looks around.

ROONEY

You're a smart man Michael.

SULLIVAN

I want to talk.

ROONEY

Here?

SULLIVAN

(standing)

Downstairs.

INT. STAIRS/CORRIDOR - DAY (CONTINUOUS)

The MEN walk in silence.

They reach a SMALL DOOR. Sullivan opens it. Snaps on the light.

Rooney nods to Sean and Jimmy to wait outside. Rooney and Sullivan go into-

INT. CRYPT/BASEMENT - DAY (CONTINUOUS)

The crypt stretches right underneath the church. No windows. Bare bulbs. Religious detritus all around. Old pews, kneelers, ect. A crucifix.

No chairs. They stand, looking at each other.

The sounds of the Mass continue above them.

Rooney's face fill with emotion.

(CONTINUED)

CONTINUED:

ROONEY

I didn't think I'd ever see you again.

Sullivan holds out the file.

SULLIVAN

Read this.

Rooney hesitates

SULLIVAN (CONT'D)

Connor's been stealing from you for years. He's kept accounts open under the names of dead men. Men like the McGoverns. And I stood there and helped him kill Finn to line his own pockets. I thought I was working for you. But I wasn't

ROONEY

You think I'd give up my son?

SULLIVAN

He was betraying you.

ROONEY

I KNOW.

Pause. Sullivan in thrown. This is his last effort to get through to the one man who could end this nightmare.

ROONEY (CONT'D)

Now listen to men. I tried to avoid more bloodshed. You wouldn't accept that, so I did what was necessary. But I've always loved you like a son. Now I'm telling you. Leave. Before it's too late.

SULLIVAN

(tries again)

Think. Think. They're protecting him now - but when you're gone, they're not going to need him anymore. This ends with Connor dead no matter what.

ROONEY

That ay be. But you're asking me to give you the keys to his room, so you can walk in, put a gun to his head, and pull the trigger. I can't do that.

(CONTINUED)

CONTINUED:

SULLIVAN

He murdered Annie and Peter.

ROONEY

There are only murderers in this room!
Michael, open your eyes! This is the
life we chose - the life we lead.
There is only one guarantee. None of
us will see heaven.

SULLIVAN

Michael could.

ROONEY

Then do everything you can to see that
that happens. Leave. I'm begging
you. It's the only way.

Sullivan, for the first time, considers this possibility.

SULLIVAN

And if I go?

ROONEY

Then I will mourn the son I lost.

INT. NONDESCRIPT HOTEL ROOM - ROCK ISLAND - NIGHT

It's raining outside.

CLOSE: A closed black case.

SULLIVAN'S HANDS snap the catches open, and then lift the lid
of the case to reveal parts of a machine gun, lying in
compartments like a musical instrument.

We see SULLIVAN assembling the gun: he removes the parts,
piece by piece, quickly and efficiently.

MICHAEL comes in quietly.

Sullivan, unaware of his son's presence, checks each part of
the gun, then snaps them together.

He is intense, methodical, steeling himself.

Sullivan takes a canister of AMMUNITION and snaps it on to
the assembled weapon.

Sullivan turns... Michael sees the GUN.

(CONTINUED)

CONTINUED:

MICHAEL

What are you going to do?

Beat.

SULLIVAN

Just one last thing and then it's done.

Pause.

SULLIVAN (CONT'D)

(gently)

Go back to bed, Michael.

Michael looks at his father. There is nothing to say. He leaves. Sullivan finishes putting together the gun.

INT. ADJOINING HOTEL ROOM - NIGHT

Sullivan writes Michael's name on an envelope.

A single bed. Naked bulb.

Michael is asleep on the bed.

Sullivan puts the envelope on a bureau and looks at his boy. After a moment, he turns, and exits the room.

On the bed, MICHAEL is awake - having pretended to sleep.

He sees the envelope. Picks it up. Realizes where his father has gone...

CUT TO:

EXT/INT. SMALL ROCK ISLAND RESTAURANT - NIGHT

It's closing time. Rooney and his SIX BODYGUARDS are there last to leave. Chairs being put on tables, ect. Lights going off.

They step outside into the rain. Sean holds an umbrella over Rooney.

As they walk to the car, Rooney is flanked by his six men.

The car is parked further down the street at the curbside. The streets are empty.

Rooney reaches the car and turns, knocking on the rain streaked window. He can't see through it clearly.

(CONTINUED)

CONTINUED:

He shakes the door handle, trying to open the door. The car rocks...

JIMMY'S body falls forward onto the steering wheel.

Rooney freezes, fear in his eyes. He looks to his bodyguards. They begin to draw their weapons.

From the dark, a burst of GUNFIRE.

One after another, the bodyguards go down - picked off with brutal efficiency.

Rooney simply stands there, head bent, waiting for it to be him.

The gunfire echoes through the empty streets. Then silence.

All of Rooney's men are dead. Rooney stands alone. He raises his head.

Over Rooney's shoulder; Behind him, far off down the road, SULLIVAN. He steps out of the darkness and walks toward him.

Sullivan stops a short distance from Rooney.

Rooney turns around.

Sullivan levels the gun.

A long beat. They look at each other.

ROONEY
I'm glad it's you.

He SHOOTS him.

WIDE SHOT: Only one figure stands in the empty street.

CLOSE: Sullivan's face. Destroyed. He looks up.

One by one, unbeknownst to Sullivan, lights have come on in the street. People are drawn to the windows above him.

MEN and WOMEN, staring in silence from warmly lit interiors.

POV FROM A HIGH WINDOW: Sullivan, seeming so small from up high, standing alone in the rain.

Slowly, Sullivan turns and walks into the darkness.

WIDE SHOT: The empty streets, and the rain.

INT. NITTI'S OFFICE - LEXINGTON HOTEL - NIGHT

Nitti is alone in his office, on the phone.

He listens.

NITTI

I understand. But Al wants your assurance that after that... it's over.

Nitti gets his assurance.

NITTI (CONT'D)

The Lexington Hotel. Room 1432.

He hangs up. Sighs. Reaches over for a file. Begins to work.

WIDE SHOT: Nitti, alone in his office, at the center of it all.

EXT. LEXINGTON HOTEL - NIGHT

The wind blows paper across the deserted street in front of the Lexington Hotel. A solitary figure walks into shot. It's Sullivan. He enters the hotel.

INT. LEXINGTON HOTEL - NIGHT

Sullivan crosses the deserted lobby of the Lexington.

CLOSE: Sullivan. Focused.

He approaches MARCO, who stands by the elevators.

But this time nothing is said. Marco simply presses the elevator button for him and steps aside.

Sullivan walks into the elevator. The doors close.

INT. LEXINGTON - UPPER CORRIDOR/INT. CONNOR'S ROOM - NIGHT

Sullivan exits the elevators. We follow him down the corridor.

He reaches Connor's room. Knocks. The door opens. It's HARRY. He sees it's Sullivan, and steps aside.

Sullivan walks into the suite.

Sullivan looks to Harry - Harry's eyes flick to the bathroom.

(CONTINUED)

CONTINUED:

Sullivan walks to the bathroom. Opens the door.

Inside, the room is lit bright white. There is steam from the bath, though WE CAN'T SEE who's in it.

From outside the room, we see Sullivan raise his gun. He fires three shots at the unseen figure in the bath. Fast. Brutal. Efficient.

Then he turns, and walks.

The MIRRORRED BATHROOM DOOR swings slowly closed. As it closes it reflects the scene on the other side of the door. IT'S CONNOR. He lies in his bath, BLOOD splattered across the WHITE WALLS.

INT. LEXINGTON HOTEL - UPPER CORRIDOR - NIGHT

We follow Sullivan down the corridor.

Then... we stop. He walks away from us along the long corridor.

INT. NONDESCRIPT HOTEL ROOM - DAWN

Michael is sitting on the edge of the bed, waiting for his father. He hears footsteps. Closes his eyes in silent prayer.

The door swings open.

Sullivan enters. They embrace.

Sullivan's face. Filled with emotion.

EXT. ROAD TO PERDITION - DAY

SULLIVAN drives. The day is clear and blue, like the first day of Spring.

Michael sticks his head out the window, lets the wind roar over him, smiling.

EXT. DIRT TRAIL - DAY

Their car pulls up and stops.

EXT. HILLSIDE - DAY

Sullivan and Michael come down through the woods and out onto a desolate, beautiful beach on the lake front. A light breeze blows in off the lake. Magic hour.

(CONTINUED)

CONTINUED:

They walk down the beach, easy with each other.

Father and son look over the beach. A pause.

They see the house this distance.

MICHAEL
Is that the house?

SULLIVAN
That's it.

A dog runs out to greet them.

MICHAEL
Hey! I knew there was a dog.

Michael takes off to meet up with the dog, running down the beach.

Sullivan doesn't move. He just watches his son. Smiles.

EXT. SARAH'S HOUSE - PERDITION - DAY

Sullivan approaches the house and opens the screen door, enters.

INT. SARAH'S HOUSE - HALL - DAY

SULLIVAN moves down the hall. At the end is a large sunlit room.

SULLIVAN
Sarah? It's me, Mike. We're here.

Through the window, Sullivan watches Michael and the dog on the beach.

EXT. BEACH - DAY

The DOG leaps up at Michael who catches its paws.

INT. SARAH'S HOUSE - ROOM -DAY

SULLIVAN enters the room. Empty. He looks out the window to the lake, and watches Michael playing with the dog. Michael waves at his father. Finally, a moment of peace...and happiness. Then...

BANG!

MAGUIRE puts two BULLETS in SULLIVAN'S chest.

(CONTINUED)

CONTINUED:

SULLIVAN goes down, leaving a smear of BLOOD against the wall and window.

MAGUIRE studies him. His face is a shocking sight. A MASS OF SCARS

MAGUIRE moves nearer, puts his GUN on the TABLE.

As Maguire turns away, SULLIVAN tries to lift his hand to his holster, but hasn't got the strength.

MAGUIRE takes his CAMERA out and starts to FOCUS.

MAGUIRE
(whisper)
Smile.

MAGUIRE'S POV: THROUGH THE LENS: Sullivan's lying on the floor, bleeding to death, upside down.

Maguire takes his SHOT. A hard, bright FLASH.

There's a CREAK. MAGUIRE's head SNAPS UP away from the CAMERA

MAGUIRE'S POV: The BARREL of his OWN GUN pointing at him from three yards.

MICHAEL holding the gun, both hands. His face DETERMINED, certain.

CLOSE: The gun shaking, slightly.

Maguire glances at Sullivan who is staring at the boy.

Maguire looks back at Michael who cocks the trigger:

MAGUIRE (CONT'D)
Give me the gun.
(beat)
Michael?

Maguire's hands are up.

MAGUIRE (CONT'D)
Don't you do this...

The GUN faces him.

Michael flicks his eyes to Sullivan: 'Help me'.

(CONTINUED)

CONTINUED:

Sullivan tries to respond with his eyes... but Michael can't understand.

MAGUIRE (CONT'D)

Come on.

MICHAEL'S POV: Maguire stares at him.

MAGUIRE (CONT'D)

Give me the gun.

On MICHAEL: SLOW PUSH IN. HIS FACE. Steeling himself, eyes wide open, staring with determination... then fear... then desperation...

SOUND: GUNSHOT.

STILL ON MICHAEL'S FACE: shocked, terrified.

CUT BACK TO REVEAL: Maguire's body lies DEAD in the center of the room.

Michael looks at his father. SULLIVAN'S GUN IS STILL RAISED.

MICHAEL

I couldn't do it...

On Sullivan: traces of a SMILE. The end of a long journey.

SULLIVAN

(whispers)

I know.

Michael kneels down to him, cradles his head, his hands covered his father's blood.

MICHAEL

Pa?

Michael holds him. He knows he's about to die.

SULLIVAN

I'm sorry. Oh, I'm sorry. I'm sorry.

Sullivan loses consciousness.

MICHAEL

(sobbing and shouting)

Pa! Pa!

Michael holds him. Realizing his father is dead, Michael clutches his own head in despair and is wrecked with sobs.

(CONTINUED)

CONTINUED:

CAMERA slowly moves from them and up, slowly, to the window where... we see THE LAKE. Vast and peaceful, glistening in the sun.

CUT TO:

INT. LAKE - PERDITION, MICH - 1931 - DAY

As in the opening, Michael stands looking out across the lake.

MICHAEL (V.O.)
I saw then that my father's only fear
was that his son would follow the same
road. And that was the last time I
ever held a gun.

FADE TO WHITE:

EXT. FIELD - DAY

Bill is working on a new roof, rebuilding the farm. Virginia paints the front clapboards. They sweat in the heat of the early spring.

Sound of a car approaching. They look up.

In the distance, a maroon car drives towards them, kicking up dust in it's wake.

MICHAEL (V.O.)
People always thought I grew up on a
farm. And I guess in a way, I did.

A small boy steps out of the driver's seat of the car, suitcase in hand. Sarah's dog leaps out as well.

Michael strides across the field to the farmhouse, as the dog runs ahead.

MICHAEL (V.O.) (CONT'D)
But I lived a lifetime before that, in
those six weeks on the road, in the
winter of nineteen thirty-one.
(beat.)
When people ask me if Michael Sullivan
was a good man, or if there was just
no good in him at all, I always give
the same answer. I just tell them...
he was my father.

FADE TO BLACK.

(CONTINUED)

CONTINUED :

END .