

STRANGE DAYS

Written by

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From a story by James Cameron

AUGUST 11, 1993

Blackness. We hear:

VOICE

Ready?

SECOND VOICE (LENNY)

Yeah. Boot it.

A burst of bright white static exploding across the darkness. A high whine on the audio track gives way to street sounds and rapid breathing.

AN IMAGE wavers and stabilizes: A nervous POV. We're in a car, sitting in the backseat, and we're nervous, the view swinging around, showing the street rolling by outside the windows, then whipping back to the two guys in the front seat.

Our POV looks down at a SMALL RECORDING DEVICE in "our" hands. A red LED is flashing. We slip the recorder into a coat pocket.

OUR VOICE

Okay. It's goin'. I'm recording.

The guy riding shotgun, LANE, is just pulling a pantyhose over his head, smearing his features into a pig-like mask. He turns, DIRECTLY TO THE LENS, pissed off.

LANE

Good one, dickhead. Thanks for waitin' till I get this fuckin thing on. You tryin' ta I.D. me, or what?

He tosses another pantyhose right at us and we catch it. Our POV looks down, into the pantyhose, which comes up over our field of view.

We realize: this is not some ride-along verite video.

WE ARE ONE OF THESE GUYS. Real honest-to-God point of view, with no cuts, no music. This is not film, it is human experience.

The driver is a Hispanic guy named "SPAZ" DIAZ. Lane is a white guy who looks very strung out. Couple of crackheads. The car is a mid-seventies barge, piebald with primer.

LANE

Next alley... just pull in slow.
(turning to us)
Hurry up will ya. Here.

He hands us a big stainless steel revolver. The POV looks down as our shaky hands snap open the cylinder, check the rounds, snap it closed.

Diaz pulls the barge into an alley. The headlights illuminate overflowing dumpsters. A Chicano busboy is making trash runs out the back door of a restaurant, which he has chocked open. The busboy goes back inside.

LANE

Let's go.

Out of the car, quickly, our own breathing loud in our ears. We even hear our own heartbeat, racing now. Through the door, after Lane, moving fast.

Into the kitchen. Fluorescent glare. The busboy turning, surprised, Lane putting the shotgun in his face. Freezing him. Lane puts a finger to his lips: "quiet" in any language.

Our hand puts the magnum in the THAI COOK's face. We get them down on the greasy floor, Lane controlling them with the shotgun. He looks at us, snaps his eyes toward the front room.

We hear voices as we approach the swing door. Go through.

Whip pan left, then right. Scoping the layout. Low-rent THAI place. Red wallpaper. Closing time. Middle-aged Thai OWNER, by the cash-register, counting money. Young Thai WAITRESS, cleaning up. They look up, stunned, as we put the gun on them.

OUR VOICE

(shouting, edgy)

Don't move, don't talk, don't do nothing.

Our POV is whipping around, from the front door to the owner to the kitchen where Lane is standing in the doorway covering the cook and busboy, back to the owner as he steps back from the cash-register.

We scoop up the big wad of bills: seven, eight hundred bucks in tens and fives.

Now yelling, herding the owner and the waitress into the kitchen, the owner trying to calm the girl in singsongy Thai, Lane shouting at him to shut up.

Into the walk-in cooler. The steel door closes on four scared pair of eyes. POV looking around, seeing...

a dish-rack. Our hand pulls out a spoon, drops the spoon handle through the hole in the cooler door-latch. Locking them in.

Lane heading out the back door. Laughing, as he looks at the wad of cash our hand is waving in front of him. We follow Lane to the car. Snap a look down the alley one way, then the other.

Shit! Cop Black-and-White pulling into the far end of the alley. Heartbeat goes triple time. Scrambling into the car.

Door not even closed and SPAZ has it in reverse, burning rubber as he launches back down the alley. SCRUNCH! The car grinds along one wall as SPAZ steers wildly backward. Sparks right next to us. Then--
KBOOM! As we slam into a dumpster and push it right out into the street.

The cop has his lights and siren on, and is roaring at us as SPAZ cranks the wheel and punches it down the street. He curses in English and Spanish as he weaves between cars. We pull off the stocking to see better.

The cop car surges onto the street behind us.

Looking ahead. A red light. Cars stopped, blocking the way. Cutting to the right, onto the sidewalk, around the cars, into the intersection.

A near miss with cross traffic, then accelerating. Another red light ahead.

LANE
Don't stop!

Truck entering the intersection. Everyone yelling. SPAZ cuts the wheel but too late...

Clipping the truck and spinning. The street outside smearing past like the view from a Tilt-a-whirl.

Then KBLAM! Hitting something, God-knows-what, and launching up and over, and--

KRUNCH! Crushing metal and an explosion of broken glass.

It gets quiet and still. Tinkling glass as Lane moves. Then SPAZ is screaming. The car is upside down.

Crawling out of the side window. A frenzy now. Whip pan to see the cops pulling up.

Then whipping back to the wreck. The engine is burning. Flames spreading rapidly. SPAZ inside, pinned, upside down, blood pumping across his face.

Our hands pulling Lane out. He comes up running.

We run after him, sprinting toward the welcoming darkness of an alley.

Panting breath and heartbeats and sirens and somebody yelling. Gunshots. Looking back. Cops next to their car, firing. Ahead, Lane running into shadow.

Then a door opening, a man coming out of a metal fire door. Lane grabbing him, throwing him out of the way, holding the door open as we dive through into--

A stairwell. Lane sprinting up, two steps at a time. Trying the door at the second floor landing. Locked. Shit.

Running up. Dizzying whirl as we run, up and up.

The POV is finally broken by a...

CUT TO:

INT. UNDERGROUND GARAGE

But we don't know where we are yet. We see a man in extreme close-up: just his eyes and mouth. The eyes are closed, the eyeballs tracking under the lids, like he is watching a movie in there. This is LENNY.

LENNY

This is great... the doors are all locked. Who are these losers, friends of yours?

CUT TO:

BACK TO POV as we reach the fifth floor landing. Lane is coming unglued as he finds this door locked. We look down, see cops coming two floors below. One cranks off a couple rounds at us and we snap back from the railing. Pounding up the last flight. Finally! The door is unlocked.

Blasting through it, behind Lane, onto the roof. Running all out past AC units and pipes, air vents. Looking up: an LAPD helicopter orbiting close. It flicks the xenon onto us and we are running in a vibrating circle of blue daylight.

Running along the edge of the roof. Looking down. Car burning upside down in the street below.

The gas tank explodes, filling the street with orange light. We don't slow. We're running all out.

LENNY (V.O.)

Wow... the gas tank is a nice touch. Oh, oh, end of the line boys.

Ahead, in POV we see the edge of the roof coming up. Beyond it is another building, about ten feet lower and separated by a 20 foot alley.

But Lane doesn't slow down. He leaps across the void and makes it to the other building, landing in a sprawl. We reach the edge and look down. Six stories. No ladders or fire-escapes. Whip to behind us. Cops running across the roof.

LANE

Come on! Fucking jump man!

The POV backs up from the edge and then runs toward it... Out into the void. Moving... airborne... then... WHAM! Right into the parapet wall.

Slipping down. Brick wall right in our face. Bloody fingers grabbing for a rusty piece of pipe running along the edge.

Looking down... feet dangling over a sixty foot drop. A cat walking through a patch of light in the alley below, oblivious. Breathing raspy. Snapping a look up as the pipe gives way. A keening whine coming from us as we scramble to climb up but... Snapping a look down-- Walls rushing past, sound of wind, and our own raspy scream-- Ground rushing up--

Split second impression of a cat, looking up, yowling and running out of the way as-- Pavement fills frame. A burst of violent red light. Sound like a gunshot... but no echo.

Only silence. And blackness.

CUT TO:

INT. UNDERGROUND PARKING GARAGE

Lit by miles of fluorescent. Empty and echoing. Close on Lenny. He has something on his head. Something that looks like a mutated set of Walkman headphones, except they have little gecko fingers that fit along the temples and over the forehead. PLAYBACK "TRODES". Lenny whips off the trodes, gasping as if he got gutpunched.

LENNY

Goddamn it! You know I don't deal
in snuff. How many times I hafta
tell you?!

Lenny is with a guy everybody knows as "TICK", a pale-skinned creature of the night in T-shirt and leather jacket. Tick is a bottomfeeder in the techno-underground of the near future.

TICK

Don't have a fucking coronary,
Lenny.

LENNY

Well you could've at least warned
me. You know I hate the zap... when
they die. It just brings down your
whole day. Jeez, Tick.

TICK

Sorry.

LENNY NERO is low thirties. Handsome. Charming. And you better check to see if you still have your ring after you shake with him. He is wearing an expensive Italian jacket, and what he thinks of as a "power tie." His Rolex isn't real. His greasy hair is too long and curls around his collar. He needs to shave. A little sleazy. But he has energy, and heavy street smarts.

Lenny is sitting on the hood of his '97 BMW 1035i. Tick is facing him, sitting in the back of his beat-to-shit 70's van. There are a lot of tapes and tech stuff piled inside the van. Lenny has a Haliburton case open next to him, like a drug dealer. In fact the whole setup looks like a drug deal, but it's not. Though it is illegal. The case holds Lenny's personal playback deck, his trodes, and a rack of the little tapes in which he deals. They are about the size of DAT tapes, and hold about 30 minutes of sensory experience... everything a person sees, hears, and feels... recorded directly from the cerebral cortex at the moment it is happening.

LENNY

How'd you get the tape? Why didn't
the cops put it in evidence?

TICK

With all the blood I guess they
didn't see the rig. Guy had it
under a wig.

LENNY

Yeah, but how'd it get to you?

TICK

I got ways, Lenny, I got ways.

(off Lenny's impatient
look)

Okay, okay... I got a deal with
some a the paramedics. My guy pages
me and I pick it up at the morgue.
So whaddya think? This clip's
gotta be worth at least a grand.
Right?

LENNY

Tick. Not to dash your hopes, but I
don't deal this kind of product,
you know that. I'll give you four
for it, cause I've gotta cut off
the last bit. And my customers want
uncut.

TICK

Fuck that! The last part's the
best. You dry-dive six stories and
blammo! Jack right into the Big
Black.

LENNY

I don't deal black-jack clips!
It's policy. I got ethics here.

TICK

Yeah, when did that start? Come
on, man! It's what people want to
see, and you know it.

LENNY

So lay it off to somebody else.

TICK

Come on, Lenny. I got expenses. I
got to get this rig fixed. Look at
it...

Tick holds up a zip-lock bag containing the Walkman-sized
stainless steel CORTICAL RESONANCE RECORDER, the record deck
we saw earlier in the POV. Also in the bag is the SQUID NET,
a matrix of sensors designed to conform to the human head
(this is different from playback trodes). The whole works
are covered with congealed blood.

TICK

Give me six at least. This's a good clip, here. Gets you pumpin'.

LENNY

Yeah, well, the first part's okay. Better than the usual soaps you bring me.

TICK

Now that is cold, Lenny. I always bring you choice.

Lenny fishes around in a cardboard box at Tick's feet, pulling out a tape.

LENNY

Sure, like this low-grade shit here, some girl in a fight with her boyfriend... it's a test-pattern. Nothing happens. I'm snorin'.

TICK

Hey, you're always saying, 'Bring me real life. Bring me street life. And, like, one man's mundane and desperate existence is another man's Technicolor.'

LENNY

I said that? Look, I'll take it for five, and you'll make out okay, because in this case it's pure cream, you don't have to cut anything back to the wearer.

TICK

Ha! That's for fucking sure.

LENNY

What else you got?

CUT TO:

MONTAGE/SERIES OF SHOTS

Lenny in his BMW, driving through the LA streets. Streetlights and neon flare across the windshield in a calligraphy of light. Lenny works the cellular, gets messages on his DIGITAL PAGER, weaves in and out of traffic - punches the buttons on his radio, changing stations all the time. Raw, nervous energy: like a kid who can't stay still. It's a hard hustle in the big food chain.

LENNY

Look, Jerr. I'm nothing if not a man of my word. I'll drop the money by tomorrow, next day latest. It's a little crazed right now. Yeah, on my mother's eyes, I swear. Thanks, buddy.

(hangs up)

Prick.

(to the car ahead
honking)

What kinda move you call that?!
Lemmings.

Lenny turns up the radio. SELECTED DRIVE-BY IMAGES, as the talk-radio provides commentary.

Lenny's car passing under glowing Santa Clauses on the light-poles. Banners proclaiming the coming "Millennium LA" festivities.

TALK-RADIO HOST

... it's a little after 2 am on December 30th, 1999... the second to last day of the whole darn century, and the phone lines are open. Dan from Silverlake, you're on the air.

Transition to a rougher section of town. Buildings roll by endlessly, tagged by gangs in graphic tribal patterns. some are burnt-out ruins.

DAN FROM SILVERLAKE

Uh, hi.

HOST

So Dan, are you looking forward to the New Year?

A building is burning out of control. In the foreground, silhouetted, a drunk sleeps soundly on a bus-bench.

DAN

Not really. I mean what's the point? Nothing changes New Years day. The economy sucks, gas is over three bucks a gallon, fifth grade kids are shooting each other at recess... the whole thing sucks, right? So what the hell are we celebrating?

A shanty-camp of homeless people under a freeway overpass. Homes made of cardboard and carpet remnants. Their lives in shopping carts.

HOST

You're a glass-is-half-empty kind of guy, aren't you Dan? Well I for one happen to think that us making it 2000 years is worth celebrating--

Lenny cuts him off, punching to another station, and MUSIC blasts. Something fast... a rap-metal hybrid. Anger and energy.

WE CUT IN fast blitzes of images like a burst of automatic weapons fire: helicopters on patrol, people running in the streets, buildings smoldering, fists raised, shouting people, paramedics rushing a body into an ambulance, Korean store owners armed to the teeth, a body covered by a yellow plastic sheet, blood running down the gutter. Cops in riot gear, with M-16s, on patrol in a Hispanic neighborhood.

BACK TO LENNY coming out of a bar with a nervous businessman. We don't hear the conversation. MUSIC OVER. Lenny palms a roll of bills from the guy as he slips a squid tape into the pocket of the businessman's suit jacket. Lenny claps him on the shoulder and walks away. Lenny's beeper goes off and he pauses to look at the number.

ON LENNY DRIVING.

Ahead, through the windshield we see a police checkpoint. The cops have thrown a block across the street and are shinning their lights in the cars as they creep through. Lenny slaps his ID against the side window with one hand, not missing a beat in his conversation. This is just part of life in LA.

LENNY

(on cellular)

Jimbo. I'm there, Jimmy. Right now, can't you hear me knockin'?

CUT TO LENNY working his way through a crowded club, music pounding. Strobe lights. We don't see much. He hears his phone rings and pulls the tiny DIGITAL CELLULAR out of his breast pocket. Sticks a finger in his other ear and answers.

CUT TO LENNY, back in the BMW, on the streets. On the move.

LENNY

-- so you line up the talent, shoot the clip, get it to me by Monday. OK?

Client wants a guy and two girls,
the guy wears... yeah, I
know, thinks he's being original.
Girls have to be young. So don't
use your mother like you usually
do. Yeah, you too, pendejo. And no
big tits... French tits. That's
it... like Champagne glasses... you
got it. What a pro. Page me.

LENNY PULLS UP to the security checkpoint of a gated
community. The white upper-middle class hiding behind walls
and paid security.

LORI

If you read the Bible, Mark, you'd
know that there won't be another
thousand years. Right now we are in
the Last Days, as foretold in the
book of--

HOST

The Last Days? You mean the coming
of the Apocalypse, right? The
Rapture?

Lenny fishes around in the glove compartment, flipping
through about twenty plastic security passes for different
parts of town, all bogus. He finds the right one and flips
it onto the dash.

LORI

Yes, that's right. You only have to
look at the signs... there are wars
and rumors of wars--

The RENT A COP at the guardshack hits him with his light.

LENNY

(lying)
I live here.

The cop waves him through. Lenny is the right color.

HOST

Now just so the rest of us know how
much time is left, when is the
Rapture supposed to hit, exactly?
Is it midnight New Year's Eve?

And WE CUT to a burst of news videotape, enlarged, noisy,
distorted... images of a great gathering in the desert, the
faithful waiting for God's sign as the millennium
approaches.

HOST
Is that midnight LA time, or
Eastern Standard or what? I mean,
what time zone is God in, anyway?

LORI
I pray for you all.

Lenny's BMW cruises past an overturned burning car. There is no-one around. He barely glances at it. Common sight these days. If it is the end of the world, Lenny's not going to let it break his rhythm.

LENNY
(cellular)
I just got something in, Bobby, you
might appreciate. A 211 at a Thai
joint goes south, and these three
scuzzballs end up in a gun-and-run.
It's a beauty, two thumbs up.
Parental discretion advised. I'm
talking it's the master, not some
stepped-on copy. One of a kind.

LENNY INSIDE A GLOOMY BAR. He slides into a booth with NORM SKINNER, a paunchy guy with thinning hair who dresses too young. A pretty, stoned-looking girl is leaning against Skinner.

LENNY
Yo, Skinner. The Skin Man.
(fingering his jacket)
Red leather. Nice feminine touch.

SKINNER
(laughing)
Fuck you, Nero.

LENNY
Whattya got for me?

CUT TO: POV of a woman writhing above us in ecstasy. Lovemaking in point-of-view. We look down, see OUR BODY, a woman's body... our hands moving over the other woman's torso. The image is dark, a primal impression. Sound of harsh breathing, rustling sheets.

BACK TO LENNY in the booth with Skinner. Lenny has Skinner's tape running in a playback deck clipped to his belt, next to his pager. He is hunched over the table, "sampling" the merchandise by touching a few of the trode pads to his temple without putting on the whole headset. Like a coke dealer taking a little on the fingernail.

LENNY

Yeah, I can use this...
(to the stoned girl)
... but honey you gotta move your
eyes slower next time. It's too
jerky.

SKINNER

It was her first time, Lenny. Cut
her some slack.

TIGHT SLOWMO SHOTS... ABSTRACT: SQUID tapes and money
changing hands. A SQUID tape sliding sensuously into a deck.

TIGHT CU LENNY, through the windshield of his car. Neon
moving over him.

NEWS FOOTAGE: LAPD Aerospatiales circling, their xenon
lights turning night into day, giving the impression of a
futuristic war zone.

INSIDE THE COCKPIT, the infrared camera shows green-screen
images of people in cars, in their homes... like footage of
hyenas shot at night in total darkness.

The impression is of a society under siege, an occupied
nation... a watched society where the camera eye and the
police spotlight define our reality.

HOST

Go ahead, caller, you're on the
air.

VOICE

My name's DeWayne, and I got a New
Year's resolution for the po-lice.
Hey, yo Five Oh, you better get
down with 2-K.

CRASH Unit cops with a bunch of Salvadoran gang kids racked
up against a storefront. A dozen 16 year-old girls and guys,
hands against the wall, acting bored, as the cops walk up
and down, reading IDs.

HOST

2-K? What's that DeWayne?

A group of cops have two black guys pruned out. Nearby a
crowd jeers, shouting insults. A black kid throws a beer
bottle and one of the cops chases him into the crowd.

DEWAYNE

2-K. The big two thousand. Comin
tomorrow night.

Out with the old and in wit da new.
See for the Man, no new is good
new, what I'm sayin. He like to
keep it the way it is. But we going
to take it, make it new, make it
our own. History gonna start right
here, right now--

LENNY cuts him off as his cellular call connects.

LENNY

Hi, Dave, this is Lenny.

(pause)

Nero. Lenny Nero. That's right. Oh,
is it late? Sorry. It's just that
I have something that might be of
interest, and since I always call
you first--

(pause)

Uh, huh. Well, what would be a good
time? Okay, sure. Catch you then.

CUT TO:

A GAME ARCADE. Light and noise as the customers drop
quarters for synthetic thrills. Lenny is talking to a nice-
looking street kid in his early 20's named EDUARDO.

EDUARDO

Let me get this straight... you
gonna pay me 200 bucks to put on a
hair net and bang some beautiful
babe. I don't know, I gotta think
about this.

Lenny smiles and pulls out a SQUID-net. He motions Eduardo
into the shadows.

LENNY

Okay, let's get you wired up. I
hope this axle grease you got in
your hair doesn't screw up the
squid receptors.

EDUARDO

What's all this squid shit?

As Lenny works, fitting the network of sensors over
Eduardo's head, he holds class.

LENNY

Superconducting QUantum
Interference Device. SQUID. Got it?
There's gonna be a test.

EDUARDO
Hey, fuck you, man.

LENNY
Easy, Eduardo, easy. Preserve a sense of humor at all times. Okay, the receptor rig... what I'm putting on your head... sends a signal to the recorder.
(Lenny holds up the recorder)
See we call it "being wired," but there's no wire. You gotta keep the recorder close... five, six feet away max, like in your jacket pocket by the bed or wherever you're going to close escrow, know what I mean?

EDUARDO
Yeah, right.

Lenny fits a wig from his briefcase over Eduardo's head, turning him into a headbanger. Eduardo scowls at this setback to his suavete.

LENNY
Some tips. Don't dart your eyes around. Don't look in the mirror or you'll ID yourself. OK? You got a half hour of tape, so give me some lead-in to the main event. But don't wait too long, I don't want to be going out for popcorn. And don't act natural. Don't act at all. Just forget the thing is on. Got it?

EDUARDO
No problem.

LENNY
A star is born.

CUT TO:

EXT. TRAIN YARD - NIGHT

A woman's feet moving along the steel rail of a train track at night. The woman has no shoes, her feet bare.

IRIS stumbles along the track, clutching one shoe pointlessly to her chest. She is swearing and crying, runny mascara leaving two tragic streaks down her pale face.

Despite this we see that she is attractive, though her dress and make-up seem designed to convey overt sexiness. Her white skin is complemented by a wild mane of curly red hair.

She is in her early twenties, and the harshness of her life has just begun to harden her features. She looks lost and without hope, in fear of her life. Her breath comes in hitching sobs, and her eyes are wild.

She runs between cold steel walls of freight cars, looking behind her frequently. A police helicopter is circling. Its xenon beam plays over the train yard, sweeping over the cars. She hunches into the shadows of a freight-car as the beam passes over. Looking under the cars she sees an LAPD patrol car cruising down a street adjoining the yard, its searchlight sweeping toward her. It moves on.

She continues her run, moving away from the direction of the patrol car. She reaches a chain-link fence. Crying, she scrambles over it, cutting her hands and ripping her dress. Another patrol car passes two blocks away. She crouches in the tall grass until it rounds a corner out of sight.

CUT TO:

EXT. ALLEY AND STREET - NIGHT

Iris sprints down an alley between buildings. Rats scatter into the shadows ahead of her. She doesn't seem to notice. All she cares about are the police lights, and the sound of the helicopter droning, circling.

She pauses at the mouth of the alley, scanning the well-lit street beyond. There are people here: downtown low-life street people. A half-block away is a brightly lit sign marking the entrance to a Red-Line subway station.

She walks along the sidewalk, her eyes on the sign, feeling exposed as she walks openly, her heart pounding. She is a mess, but in this section of town people barely glance at her.

LOW ANGLE on her bare feet, standing out amid the shoes and boots of winter.

SHE CROSSES the street, and reaches the sidewalk just as a black-and-white rounds the corner at the end of the block, behind her.

IN THE CRUISER are TWO COPS, who are scanning the street. They look intense. Revved up. They are BURDEN SPREG, a massive, barrel-chested street-lifer in his mid-forties, and DWAYNE ENGELMAN, an aggressive hard-on in his twenties with a brush cut, a Nautilus body, and a face like a ferret.

ENGELMAN

She's a hooker, vice'll have her in
the book. We can pick her up later.

SPREG

No. Now.

IRIS knows the cops are behind her. She is terrified to turn. Finally she can't stand it any more. She breaks into a run. The patrol car speeds up suddenly, roaring after her.

Iris sprints along in her bare feet, all-out like a track runner. The black-and-white screeches to the curb next to her and the cops jump out.

Iris hits the stairs down to the subway station at a full-tilt boogie, knocking down some poor old guy whose groceries go flying.

CUT TO:

INT. SUBWAY STATION AND TRAIN

Iris trips on the landing, spins sprawling across the filthy tile floor, and comes up running. Panting with fear and exertion she clears the turnstiles like a hurdler.

The cops pound down the stairs two at a time. Spreg draws his 9mm. In his eyes we see an unaccountable craziness... a hunter who has as much at stake somehow as the prey.

Street people fall back as Spreg thunders through them. They aren't about to get in the way of this juggernaut cop and his boy wonder.

The two cops reach the platform. No Iris in sight.

MOVING WITH THEM as they slow to a walk, scanning. A couple of low-lives standing around, waiting for trains, eye them warily as Spreg gets a call on his Rover.

DISPATCHER (V.O.)

Do you request back-up?

SPREG

Negative. Suspect is a black male,
age 35 to 40. We're handling it.

A train pulls into the station with a whoosh of air. A few people board. There is only the sound of the cops' footsteps as they move along the empty platform. With a pneumatic hiss the train's doors begin to close.

Suddenly Iris breaks from behind a column up ahead at a full sprint. Spreg unleashes his size 13 cop shoes, thundering along the platform to intercept her. Engelman straight-arms his pistol.

ENGELMAN

FREEZE!

Iris clears the doors just as they hiss shut. Her momentum carries her clear across the car, where she slams into the far wall and staggers back, almost falling. She gasps for breath and looks up to see...

... Spreg crashing against the outside of the doors she just came through as the train starts to move. He tries to force the doors apart... can't. He aims his gun through the window.

Thinking fast Iris dives to his side of the car and presses herself up against the solid wall next to the door, where he can't see her.

OUTSIDE, Spreg is running next to the accelerating train. He swings his pistol, smashing the window with the butt.

Iris screams as Spreg lunges through the opening next to her like some uniformed nightmare and grabs her. He is still running alongside, pulling on her. Trying to drag her right out through the window.

She struggles. Bites his beefy hand. He swears and lets go. Then makes one last grab. Gets his fingers into her long mane of hair. Yanks on her. She comes half out the window, screaming.

Then... RIP! The hair pulls off her head.

Spreg drops away, behind the speeding train, holding a red wig. He looks at it stupidly, then raises his pistol and fires at Iris.

She jerks back through the window and drops to the floor. A couple of shots hit the metal outside. We see Iris has short hair, platinum white. In it are a few of the many pins which held the wig securely in place. She gasps for air, sobbing and hugging her knees, trembling all over.

SPREG STANDS on the platform, watching the train disappear, as Engelman runs up. Spreg looks at the wig in his hand, disgusted. He turns it and looks inside, at the cap.

CLOSE ON THE CAP inside the wig: there is an intricate network of sensors in a grid over the entire underside of the wig.

The sensors are connected by wires, in a pattern like the veins of a leaf, bundling to a small, flat metal box, the size of a cigarette case. It is a SQUID NET.

Iris was wired. Spreg just stares at the SQUID NET, eyes going crazy wide.

ENGELMAN

Oh shit.

CUT TO:

EXT./ INT. LENNY'S APARTMENT - NIGHT

IT'S 4 AM. Lenny trudges through a heavy security gate into the center court of his ratty building. The pool furniture is in the pool. Gang graffiti marks the walls. Bars on all the windows. One of the doors looks like somebody opened it with an ax. The pool lights give the place an eerie, dead glow. Can out slick Lenny really live in this dump?

Through a barred window we see Lenny approaching as we hear the OUTGOING MESSAGE on his answering machine in the F.G.

BEEP. And...

IRIS (V.O.)

Lenny, goddamn it, you got to be
there, you got to help me, come on,
pick up, pick up...

Through the window we see Lenny fishing in his pocket for his keys.

CUT TO:

EXT. ALL NIGHT GAS STATION - NIGHT

Iris at a pay phone in the cold of an all-night gas station.

IRIS

... you got to be there for me...
COME ON! Shit, I'll call later.

CUT TO:

INT. LENNY'S APARTMENT

As Lenny unlocks the door, all he hears is Iris' "I'll call later." He picks up the phone as the connection breaks.

CUT TO:

EXT. ALL NIGHT GAS STATION - NIGHT

Iris continues to grip the phone even after she has hung up. She looks desolate, without hope.

CUT TO:

INT. LENNY'S APARTMENT

LENNY doesn't stop to play back Iris' message, or any of the twenty others on his machine. He just deadbolts the door and locks a steel bar across the door frame, then carries his Haliburton...

... toward the bedroom. And we see the truth of his reality. Lenny's crib is a shit-box. It is a small one-bedroom, barely furnished. A couple of chairs. Swap-meet couch. Cardboard boxes full of tech gear stacked in the corners, unidentified electronics components piled on a table, cables strung everywhere. God knows what this stuff is. There is aluminum foil taped to all the windows. Fast food cartons, empty Coke cans, pizza boxes everywhere. The bachelor apartment from hell. High-tech low-life.

He goes into the bedroom. Mattress on the floor. Same infernal interior decoration, but this room is dominated by racks of tapes... Squid tapes.

Lenny pours himself a vodka from a bedside bottle, takes off his clothes and hangs them over a chair. He sits on the bed in his underwear, looking lonely and depressed. This is the private Lenny: No plans. No dreams. Nothing to look forward to but another day of the hustle.

He puts a set of playback trodes carefully on his head, fishes around in a shoe box among a bunch of tapes, squinting at the hand-written labels: they all say "FAITH." Only the dates are different.

He selects one and inserts it in the deck, makes some minute adjustments. Sips his vodka. Leans back. Closes his eyes. And hits PLAY.

PLAY BACK SEQUENCE/ POV:

We are moving along the Venice boardwalk, following a YOUNG WOMAN on Rollerblades. By our motion, it is obvious that we are on Rollerblades too, and not doing so well. The woman is laughing, turning circles around us, cracking up at our discomfort. We hear Lenny's voice complaining a mile a minute, and we realize the POV is his. The girl takes our hands, skating backward, towing us along the boardwalk. It is a sunny afternoon, and it is the usual boardwalk freak show all around us.

The woman is FAITH JUSTIN, a singer. Lenny is desperately in love with her. It's not hard to see why. She is beautiful, in an alive, dynamic way. Her hair is a wild dark mane, and her eyes are spectacular... intense. She moves with a lithe, sinuous grace. We are staring at her eyes instead of concentrating on skating.

Whammo! The POV spins and we are sitting, looking up at Faith as she circles, laughing. She skates over to help us up.

CUT TO LENNY, on his bed, smiling. He punches Fast Forward.

BACK TO POV. A kinetic blur of digital hash, then...

We are following Faith, now holding her skates, up the steps to a beach apartment. Inside it is funky and comfortable.

Music from a disk player she left on. Bob Marley singing "Three Little Birds". Faith, covered with a sheen of sweat, sways to the music as she goes into a bedroom. We follow her.

She comes out of the small bathroom with a towel, starts to dry off. Sunlight comes in the window lighting up Faith like she is in a spotlight. We move up behind her and take the towel away, and now we see Lenny standing behind Faith in the mirror over the dresser.

He puts his arms around her and they sway together to the music. He runs his fingers in lazy circles over her sweaty belly. Then leans down and licks the sweat off her shoulder, all the while watching her in the mirror. A voyeur recording his voyeurism through his own eyes, so he can replay and relive the moment.

Their eyes meet in the mirror.

They both watch as Lenny slides his hand up under her halter and caresses her nipples. She moans softly, responding. She turns to him, and our POV shifts directly to her. She is right in front of us, in TIGHT CLOSE UP. The intimacy is power.

FAITH
(laughs)
Hey, you going to watch or you
going to do?

LENNY
Watch and see.

We lean toward her, until her eyes fill frame as they close in a kiss. We (Lenny) keeps ours open.

Our hands pull her halter over her head. Then she pulls up on Lenny's T-shirt, laughing. We see it go over our eyes, blocking the view for a moment.

Then Faith kisses Lenny's bare chest. We are looking down at her, looking down across our body, Lenny's body, as Faith kisses lower, kneeling in front of us, unbuckling our belt and we--

CUT TO LENNY in the here and now. Lost in playback memory bliss. He inhales sharply behind a wave of electronically recorded pleasure.

BACK TO POV. Lenny pulls Faith up to his face, kissing her, then pushing her gently to the bed, where we lie down together in a pool of sunlight slashing across the tangled sheets. She looks up, right at us...

FAITH

I love your eyes, Lenny.
(she touches our eyelids)
I love the way they see.

CUT TO LENNY, lost in the swirl of sensation. He touches his tongue to his fingertip.

IN POV we look down at Faith as we enter her. She gasps and closes her eyes, grabbing the headboard with both hands. There is only the sound of gasping breaths, the creaking bed frame. She rocks with the rhythm of our thrusts, borne away by the intensity until she cries out.

CUT TO LENNY, reliving the past, under the electrodes. He reacts to the past orgasm. The tape ends, Lenny slowly takes off the trodes. There is a tiny tear at the corner of his eye.

CUT TO:

INT. LENNY'S APARTMENT/SERIES OF SHOTS

2:14 PM, DECEMBER 30

Lenny cracks an eye as the Sony 35" blinks on in alarm mode: news flashes of the day before New Year's Eve... police preparations for the epic Millennium L.A. shebang downtown, the National Guard doing riot prep, etc.

Sunlight comes like lasers through holes in the aluminum foil over the windows. Lenny goes to the kitchen in his underwear, searches for breakfast in the fridge, which is empty except for a red-white-and-blue 2-stick popsicle. Good morning.

The TV screen shows a murder scene with cops milling around, yellow plastic over three crumpled forms on the ground. It cuts to a file photo of a severe-featured black man.

ANCHORWOMAN

... bodies of two men found early this morning under the Hollywood freeway have been identified as rap star Jeriko One and bandmember James Polton, known to fans as "Replay". A third body, that of a woman, has not yet been identified. With his band, the Prophets of Rage, Jeriko One's outspoken political stance and violent lyrics have stirred nationwide controversy...

CUT TO: A little later. Lenny sucks on the popsicle while he puts the night's wardrobe together. This is a ceremony he observes carefully. Suit laid out on the bed, shirt beneath the jacket. Lenny matches a tie to the ensemble -- well, maybe -- tries another -- that's the one.

CUT TO:

Lenny, behind the wheel of the BMW. He is revved up, his look dialed-in. He's on the move. Seizing the day.

LENNY

(on cellular)

You know I can get you anything you want, anytime you want it, just not right now. We'll hook up at the club later. Around eleven. Yeah.

Lenny wheels into a parking lot, finds a space, grabs his Haliburton and steps out, heading for the front door of the Coral Lounge.

CUT TO:

INT. CORAL LOUNGE

The decor is sort of Polynesian. Goofy tropical motif murals on the walls. The place has a mixed bag of customers, including upwardly mobile low-lives who have graduated from the streets and use it as a kind of office. It is a crossroads for druggies, upscale hookers, junior entertainment suits slumming after a day in the pressure cooker.

Lenny cruises through like he owns the place, greeting a number of the early regulars.

We get the impression he knows everybody, all the time, everywhere he goes. He leans on the bar.

BARTENDER

Hey, Lenny.

LENNY

Anything without an umbrella.

He gets backslapped by a guy in a satin racing jacket: Fabrizio.

FABRIZIO

Lenny my man, I think you want to meet a friend of mine.

Lenny follows Fabrizio's look to a guy, dressed LA power-casual, sitting at a booth across the room.

LENNY

Looks like money to me.

Lenny grabs his drink off the bar and follows Fabrizio across the room.

FABRIZIO

Don't forget your friends.

LENNY

10 percent, Fabri, like always.

They slide into the booth with KEITH.

FABRI

Keith, this is Lenny. Guy I was telling you about. He can get you anything you--

LENNY

(cutting him off)

Just a second. Not to be rude, Keith, but I got to ask, are you a cop?

KEITH

I understand. No, I'm not.

LENNY

You understand? Attorney! Right? Am I right?

KEITH

That's right.

Lenny sizes the guy up, looks around the edge of the table.

LENNY

Tassel shoes. Entertainment law,
would be my guess.

(off the guy's scowl)

Relax. I just like to guess, is
all. It's my job to know people and
what they want... what's behind
their eyes.

FABRIZIO

Lenny gives people their heart's
desire. Ain't that right, Lenny?

LENNY

That's right. My second question I
gotta ask, so we get our bearings
here... have you ever jacket in?
Have you ever wiretripped?

KEITH

No.

LENNY

(a winning grin)

A virgin brain! Well we're going
to start you off right. So what do
you know about this? Save us some
time...

KEITH

(shrugs)

Just what I've read. That the
technology was developed for the
Feds, to replace the body wire. And
now it's gone black market. So, uh,
do I get the deck from you?

LENNY

I'll set you up, get you a deck at
my cost... since my thing is the
software.

KEITH

Clips.

LENNY

That's right. Clips.

(Lenny leans in, working
the guy)

Look, I want you to know what we're
talking about here. This isn't like
TV only better. This is life.

It's a piece of somebody's life.
Pure and uncut, straight from the
cerebral cortex. You're there.
You're doing it, seeing it, hearing
it... feeling it.

KEITH
What kind of things exactly?

LENNY
Exactly anything. Whatever you
want. Whoever you want to be.
(handing Fabrizio a
twenty)
Fabri, get us another round, would
you.

Fabrizio gets the hint and heads for the bar.

LENNY
You want to go skiing without
leaving your den, you can. But I'm
assuming a guy like you, you wanna
go skiing you fly to Aspen. That's
not what you're interested in here.
It's about the stuff you can't
have... right? The forbidden
fruit.

Keith nods, mesmerized by Lenny.

LENNY
Like running into a liquor store
with a .357 magnum in your hand,
feeling the adrenalin pumping
through your veins. Or...
(pointing discreetly)
... see that guy, with the drop-
dead Philipino girl friend?
(Keith looks)
Wouldn't you like to be that guy
for twenty minutes? The right
twenty minutes. I can make it
happen. And you won't even tarnish
your wedding ring.

Keith touches his ring self-consciously, then grins.

KEITH
(hooked like a carp)
Sounds good.

LENNY

I can get you what you want. You just have to talk to me. I'm your priest, your shrink, your main connection to the switchboard of souls. I'm the Magic Man, the Santa Claus of the Subconscious. You say it, you even think it, you can have it. You want a girl, you want two girls? I don't know what your thing is or what you're curious about... you want a guy? You want to be a girl... see what that feels like? You want a nun to tie you up? It's all doable.

KEITH

(flushed, sweating,
ready)

Talk to me about costs, here.

LENNY

Listen, before we get into numbers, I want you to try a taste. I got a deck with me.

KEITH

What? Right Here?

LENNY

(grinning)

Step into my office.

CUT TO:

INT. CORAL LOUNGE/MEN'S ROOM

Close on Keith's face, as he sits on the sink counter reacting to a Squid tape. He jerks... his mouth drops open... he gasps. His hands start to move over his body, feeling it wonderingly. He gasps again, tilts his head down, moans... and Lenny hits Pause on the Playback. Keith opens his eyes to a grinning Lenny.

LENNY

You were just an eighteen year old girl taking a shower. Are you beginning to see the possibilities here?

CUT TO:

EXT. PARKING LOT/CORAL LOUNGE

A figure moves stealthily from the shadows and approached Lenny's car: Iris, hair dyed black now, wearing jeans and a coat but still showing scars from last night's pursuit. She tries the door of the car: locked. She looks toward the Coral Lounge, debates whether to go look for Lenny. Better not.

She takes a Squid tape from her pocket, and scribbles a note on the label: "HELP ME. IRIS." She drops the tape through a 2-inch gap in Lenny's sun roof... and it bounces off the seat, onto the floor.

She looks through the windshield, totally distraught, trying to see where the tape landed... and sees the reflection of cop cruiser lights coming down the street. She crouches next to the BMW, trying to blot herself out. And when the cruiser passes, she slumps to the ground, crying, afraid to move.

CUT TO:

INT. CORAL LOUNGE

A man in his late 30s: longish hair, no shave since the weekend, army jacket bulking over a massive frame. A daunting figure as he approaches the bartender.

MAN (MAX)
Where is he?

Bobby, the bartender, cocks his eye toward the restrooms.

CUT TO:

INT. CORRIDOR/CORAL LOUNGE

Lenny unlocks the men's room door and walks down the dingy corridor with her new customer, Keith.

KEITH
Yeah, I'm interested, but can we
get someplace a little less public?

LENNY
(grinning)
You nervous? Forget it. The cops
have more to worry about in this
city than the squid-trade, believe
me--

Behind them, the door of the women's bathroom whips open and the guy in the army jacket grabs Lenny from behind and SLAMS him face-first into the wall, jamming a .45 against his skull.

MAN (MAX)
Don't move! That's it, assume the position you miserable techno-perv puke.

Cop style, the man in the army jacket kicks Lenny's feet apart. Starts to cuff him.

MAN
(to Keith)
Beat it fuckwad.

Ash-white, Keith lays a smoke trail down the hall. On the main floor of the club, Fabrizio sees him splitting and hurries after him.

Back in the corridor, Lenny spins around and shoves his attacker against the opposite wall. The guy offers no resistance. In fact, he's too weak from laughing.

MAN (MAX)
Gotcha.

LENNY
Damnit, Max, I was with a client! You think that's funny? To mess with a man's livelihood? It's not funny!

MAX
You see the look on that preppy puke's face? Fuckin' pissed in his Topsiders.

LENNY
(laughing a little)
Okay. It was funny. But it cost me money.

MAX
Come on, amigo, the world's full of marks. And nobody knows how to work 'em like you do, pal. You could sell a goddamn rat's asshole for a wedding ring! Let me buy you a drink.

LENNY
Least you can do.

Max Peltier, which he mispronounces "Pelcher", slings his arm fraternally over Lenny's shoulder. They cross to the bar. Max roars greetings to several regulars, pushing between strangers like an out of control tractor.

REGULAR

Yo, Pelcher! Mad Max!

MAX

Fuckin' A right I'm mad! I might kill every man in here. But first I'm buyin' my buddy here a drink.

(seeing another regular)

Hey O'Neal! You were right, your wife does give good head.

Max lurches onto a barstool and hunches there like a misanthropic bear, pounding the bartop.

MAX

Bobbyyyy! Tequila por favor! Double shots. Make it Tres Generaciones, huh. Nothin' but the best for my good friend Lenny, the finest cop that ever got thrown off the vice squad. Hey, nice tie.

LENNY

Thanks, Max.

MAX

D'you always have to dress like a fuckin' pimp?

LENNY

This tie cost more than your entire wardrobe.

MAX

That's not sayin' much.

LENNY

It's the one thing that stands between me and the jungle.

Max raises his double shooter.

MAX

To the jungle! Where outa the blue some shitbird can cap you in the back of the head and ruin your whole day.

He downs it in two fierce gulps.

LENNY
You were lucky, Max.

MAX
Yup. So darn lucky. I wake up with
a .22-short floating in my
brainpan, and a cop pension I can't
live off of. Good thing I wasn't
any luckier. Bobby! Another
shooter right here!

Bobby pours for Max.

MAX
You seen Faith lately?

Lenny reacts visibly to the name, his whole demeanor
sagging.

LENNY
Naw. She won't call me.

MAX
Just as well, Lenny. You gotta get
past it. I mean sure, Faith was by
far the most outstanding woman a
guy like you could ever hope to
get, I
mean it's completely and deeply
humiliating that she's gone, but
it's over, campadre.

LENNY
Thanks, Max. I'm touched by your
concern.

CUT TO: Iris, working her way from the front door, staying
on the fringe of the crowd, wary, moving toward Max and
Lenny at the bar.

MAX
I just hate to see you pining away.
It makes me want to vomit, frankly.
(philosophically)
Broken hearts are for assholes.

LENNY
(seeing Iris)
Hey, Iris, you okay?

IRIS
Lenny, I got to talk to you, it's
serious...

MAX
(looking at her face)
What happened, honey, some john get
rough on you?

IRIS
(to Lenny)
I mean talk private. Please, I'm in
trouble, and so is Faith.

MAX
(as Lenny reacts to the
name)
There it is, the magic fuckin'
word.

Lenny takes Iris by the arm and pulls her away from the bar.

IRIS
Can we go to your car? There's
something you have to see right
away.

He nods and steers her toward the front door of the Coral
Lounge.

LENNY
What's going on?

CUT TO:

EXT. CORAL LOUNGE/PARKING LOT - NIGHT

Lenny and Iris come out the front door.

IRIS
It's a bad situation... if they get
me I know they're going to -- OH
SHIT!

She bridles like a startled horse. Lenny looks at what she
sees: a red beam, sweeping the parking lot. Must be the
cops. He turns back...

She's gone. What the hell?

He looks back at the red light... and edges around the
corner to see what the cops are up to...

It's not a cop car. It's a tow-truck, with Lenny's BMW on
the hook. Lenny runs to the TOW DRIVER, who looks like a
biker only meaner.

LENNY

Hang on, that's my car--

TOW DRIVER

Not anymore. Belongs to the bank.

LENNY

Hey wait a second...

Ignoring him, the driver has started the hydraulic lift, and Lenny makes the mistake of grabbing his beefy arm. The guy whips around, putting the muzzle of a .38 in Lenny's face.

LENNY

Oh, yeah, that's the answer! Two million years of human evolution and that's the best idea you can come up with?

(driver continues with the hoist)

Okay. Look, whattya get to repo a car? Two hundred? Two fifty? I'll pay you three fifty, right now. All you gotta do is drop it off the hook and say you came by, your mark wasn't here. Simple. Make a few bucks. Do a good deed. Huh?

DRIVER

You got the cash on you?

LENNY

I was going to write you a check, if that's--

The guy is getting into his truck.

LENNY

Okay, okay, I totally respect that call. I would want cash. They'll take my check inside... I can see you're pressed for time, just give me two minutes... here keep my watch for collateral.

He hands the guy his watch.

LENNY

It's a Rolex. Be right back. Two minutes.

Lenny gets to the front door of the Coral Lounge, turns just in time to see the tow-truck pulling out. Lenny runs after his car, yelling, watching it recede.

LENNY
Son of a bitch!

Lenny walks back to the bar. He sets his Haliburton up on the trunk of a car and pops it open. He takes out a tiny digital cellular phone and dials a number. While it's ringing he takes another, identical Rolex knock-off out of the briefcase and slips it on.

CUT TO:

INT. CAR - NIGHT

A hand pulls a ringing cellular out of a black jacket. Follow the hand and phone to the face of a black woman. LORNETTE "MACE" MASON. Late twenties. Striking features. Hair pulled back tight to her skull. She is driving, but we don't see the car, or anything but her face.

MACE
Hello? Hey Lenny, whatup?
(listens a beat;
then)
Uh huh. Uh huh. Sure. So what
happened to your car this time?

CUT TO:

EXT. CORAL LOUNGE - NIGHT

A black limo pulls into the lot. It is a Continental armored stretch, downsized from today's standards. The door opens and Mace gets out. She is compactly built, dressed in black slacks, a conservative black jacket, heavy rubber-soled shoes. She glances around as she heads for the Coral Lounge entrance, the unconscious sweeping gaze of a security professional.

CUT TO:

INT. CORAL LOUNGE

Mace scopes the room quickly, professionally, then heads for the bar.

ON Max and Lenny at the bar.

MAX
See, if you packed your piece you
could've made the guy see sense.

LENNY
Uh unh, carrying a gun wrecks the
line of a fine jacket.

MAX

An ex-cop that doesn't carry. It's embarrassing. I oughta not be seen with you.

(as she slips up behind them)

Hey, Mace. What's goin' on?

She plants herself between Max and Lenny and takes a generous handful of their nachos.

MACE

Greetings, gents.

(to Lenny)

So let's hear this week's sad story.

LENNY

They jerked my wheels, d'you believe it? I mean it's outrageous, the computer errors the banks are making lately. Have you noticed?

Mace and Max exchange a weary look.

MACE

No. I haven't noticed because I make my payments. So, Max Pelcher, how's the P.I. business?

MAX

Sucks.

(attention caught by TV)

Hey, Bobby, turn that up.

The Bartender obeys: it's more news about the Jeriko One killing. There's file footage of Jeriko and his band, the Prophets of Rage; interview with a lot of furious fans, mostly black inner city kids; and a news clip of Jeriko at an outdoor rally, exhorting the crowd with near religious fervor:

JERIKO ONE (ON T.V.)

The LAPD is a military force turned against its own people. We live in a police state! The mayor and the city council sit up in their offices with their social programs that don't work... they're rearranging deck chairs on the Titanic. But the new day is coming! Two-K is coming! The day of reckoning is upon us.

History ends and begins again right
here! Right now!

Max raises a glass in salute to the TV screen.

MAX

To the end of all things!
(slugs down the shot)
You know how I know it's the end of
the world? Because everything's
been done, every kind of music's
been tried, every government's been
tried, every fuckin' hairstyle. How
you gonna make it another thousand
years, for Chrissake?

On the TV, clip of Jeriko's speech has been replaced by an
interview with Jeriko One's manager. TRAN VO. Tran is
Vietnamese, and around Lenny's age. He's angular, suave,
cool as an early frost. Dialed in. Lenny sees his face on
the screen like a personal nightmare.

MAX

I'm telling ya, it's over. We used
it all up--

LENNY

(riveted to the TV)
Shutup a second!

MACE

Hey, isn't that Tran Vo?

MAX

Yup. He was Jeriko's manager.
(to screen)
Bummer, Tran! Lost your golden
goose. Couldn't happen to a nicer
guy.

MACE

But I mean isn't he Faith's new--
(she mouths the word
"boyfriend")

MAX

Sssssh! Not in front of Lenny. You
may trigger a maudlin display which
will force us to tranquilize him.

ON THE SCREEN, Tran is being jostled as he walks, answering
the reporters questions in a glare of minicam lights.

REPORTER

The LAPD have said they believe this is a gang-related incident. Can you comment on that, Mr. Vo?

TRAN

We have no facts yet. All we know for sure is that we have lost a great artist, that a great voice for change is now silent...

Lenny, scowling, pushes away from the bar. Mace goes with him.

LENNY

Thanks for giving me a ride. I just have a few stops, mostly on the west side--

MACE

Whoa, whoa, whoa. I said I'd drop you home, but I'm not taking you on your sleazoid rounds. I've already pulled twelve hours today.

LENNY

(upbeat again)

Come on, Mace. This is gonna be a big night. Can't you feel it? The energy in the air? There's money to be made, dreams to sell.

MACE

Sleaze to peddle.

LENNY

Just a couple of hours. It'll be fun--

MACE

Excuse me. What part of NO don't you understand?

LENNY

Mace, you're my friend. I need you. Plus I'll give you 25% of what I make tonight.

MACE

Lenny, this may be a hard concept for you, but friends don't have to pay their friends.

Lenny starts to whine like a puppy. Mace gives up.

MACE
Jeez, you're pathetic. Okay, I got
a pickup at the St. James. I'll
take you there, you can get a cab.

LENNY
(an arm around her like a
buddy)
Mace! You're a life-saver.

MACE
(resigned)
Driving Mr. Lenny.

CUT TO:

INT. LIMO - NIGHT

As Lenny and Mace cruise the night streets, passing the
ongoing pageant of cops and decay. Mace glances at Lenny,
sitting next to her in front, and at his omnipresent
Haliburton.

MACE
So, what's up with you? Another
busy night selling porno to
wireheads?

LENNY
No, wrong... I sell experiences.
Sex is only part of it.

MACE
Buncha techno-perv jerkoffs.

LENNY
Way I look at it, I actually
perform a humanitarian service. I
save lives.

MACE
Uh huh, I wanna hear this part.

LENNY
Okay, take some executive... bored
with his life, bored with his
wife... he picks up a hooker or
some girl at a bar. Then he goes
around for months, torn up worrying
that he's got AIDS, that he'll
infect his wife. And maybe he
really does catch something--

MACE

Price he pays for being a
scumsucking pig.

LENNY

Everybody needs to take a walk to
the dark end of the street
sometime, it's what we are. But now
the risks are outa line. The
streets are a war zone. And sex can
kill you. So you slip on the
trodes, you get what you need and
it keeps you from jumping your
tracks.

MACE

Lenny, this shit's illegal.

LENNY

Define illegal.

MACE

Me bailing your sorry pale ass out
of jail twice in the last six
months.

LENNY

(kidding)

Yeah, but that was for love.

MACE

Define love.

CUT TO:

EXT. ST. JAMES CLUB - NIGHT

Mace's limo wheels up to the hotel on the strip.

A soberly-dressed Japanese executive is waiting next to the
doorman.

INSIDE the car, Mace spots him and scowls.

MACE

Dammit, Lenny, you made me late.

Lenny opening the door before the car stops.

LENNY

What's his name?

MACE

Fumitsu.

LENNY

Mr. Fumitsu, good evening sir,
Leonard Nero, Security Express.
Lornette Mason here is just
completing our routine driver
evaluation. We do it to make sure
that out VIP clients, such as
yourself, are always treated as
honored guests. I just need to ride
up front and take some notes, if
you don't mind.

Fumitsu nods politely and Lenny opens the car door for him.
Lenny jogs around behind the car to the front passenger
door.

MACE

Um, excuse me.
(can't stand to say it)
Sir. Excuse me. Mr. Nero.

She walks calmly to him.

MACE

(hissing through her
teeth)
What the fuck are you doing?

LENNY

(winning smile, innocent)
Coming with you.

MACE

You will not live to see the
morning.

CUT TO:

EXT. HANCOCK PARK HOUSE - NIGHT

As the limo stops at an elegant home in this top-bucks, old-line residential area. There is a loud party in progress, with a couple of hundred guests spread through the house and backyard. Mace scowls deeply as Lenny gets out of the car and starts into the party with Mr. Fumitsu. They are laughing uproariously and getting along like old friends.

CUT TO:

EXT. HANCOCK PARK HOUSE - NIGHT

Mace, having a cigarette with other security drivers, watches Lenny through the tall windows of the old Spanish house.

She sees him working the room, rubbing up against the money, networking. No dialogue. A pantomime of Lenny working his prime turf. She stares at him for a while, then looks at her watch. Sighs.

CUT TO:

EXT./ INT. HANCOCK PARK HOUSE/GARDEN - NIGHT

... as a tall, stern figure suddenly slides into Lenny's path, a top cop named PALMER STRICKLAND.

STRICKLAND

Nero.

LENNY

(uh-oh)
Strickland.

STRICKLAND

Commissioner Strickland.

LENNY

Sure. Whatever. See, since you
shitcanned my career, I don't even
have to call you sir. One of life's
small pleasures.

STRICKLAND

Aren't you peddling your wares a
little far from your usual gutter?

LENNY

I was invited here by a close
friend, Mr. Fumitsu, see he's right
over there.

Lenny waves. Fumitsu waves back from across the room.

STRICKLAND

I don't like disappointments, Nero.
And do you know what disappoints me
very much?

LENNY

Your sex life?

STRICKLAND

Your existence.

CUT TO:

EXT. HANCOCK PARK HOUSE - NIGHT

Mace sits in her limo, talking on the cellular.

MACE

Now listen to me... you have to get to bed young man. I mean it. No watching "Tales from the Crypt". I don't care what Cecile says. I'll see you in the morning, baby. Night, night.

As she hangs up, she glances out the window in time to see...

Lenny flying over a hedge. He lands on the sidewalk, then scrambles up and brushes himself off as TWO SECURITY TYPES loom toward him. He adjusts his wardrobe and walks with dignity (but quickly) toward the car.

MACE

Are we having a bad night?

LENNY

(glancing back)
Let's talk in the car.

CUT TO:

INT./ EXT. MACE'S LIMO - NIGHT

As Mace pulls out, Lenny starts fitting a pair of playback trodes to his head. Mace glances at him in disgust. He hits his playback button.

Lenny's POV as he talks to Faith. Back when things were good. He's wiring her. They are playful, like a couple of kids.

FAITH

I feel like you're turning me into a VCR.

LENNY

I just want to see what we're like together through your eyes.

He turns OFF the record button. STATIC. Then TAPE RESTARTS. We see the two of them standing together, reflected in a mirror.

We are Faith now.

FAITH
I don't feel anything. Is it on?

LENNY
Forget it's there.

FAITH
Make me forget it, baby.

He turns her to him. They begin to make love. Faith's face fills our field of view, eyes closed in dreamy passion.

A sudden FLASH OF LIGHT. Lenny opens his eyes to see... Mace's glowing countenance.

She has stopped the car, torn the trodes from Lenny's head and tossed them out the window. Now she's yanking him out of the car by his lapels.

LENNY
Hey, careful on the jacket. This is Armani.
(he looks at her)
You angry?

MACE
I've had enough of this shit.
(getting back into the car)
You're on foot, Lenny.

LENNY
In LA? Are you crazy?

Mace starts to peel out, but Lenny leaps and plasters himself on the hood. Mace pretends she doesn't see him.

LENNY
(as they drive along)
Can I come in please? I'm having a hard time hearing the stereo.

Mace jams on the brakes and Lenny slides off in front of the car. Now she starts to move forward...

LENNY
I need my case. It's still in the back.

MACE
Get it.

He quickly moves around the car and climbs in the back door. Lenny grabs his Haliburton but instead of getting out, he leans through the divider window, next to Mace.

LENNY

Listen, can we talk a little bit here, like two rational adults?

Mace hits a button on the dash. The privacy divider rises suddenly, pinning Lenny to the ceiling.

LENNY

That would be no.

MACE

I've had it. No more wirehead shit in my car. You understand? You want to poach your lobes, do it somewhere else.

LENNY

Okay, you got my attention, but this is cutting off the circulation to my head, here. D'you mind?

She lowers the divider, releasing him. Lenny straightens his jacket and tie. Runs a hand through his greasy hair.

LENNY

I thought we were friends.

MACE

No, see a friend is more than one person constantly doing favors for another. You just suck people along with your schemes and your scams and your slick act. Well I'm out. I got a kid, I got rent, I got an ex-husband someplace who doesn't send me a dime of support... I'm just trying to hold on here.

LENNY

So am I. Just trying to get by.

MACE

No, you're just trying to get off.

LENNY

Macey... I've never seen you like this.

MACE

Lenny, you're turning into some kinda squid-head low-life. You're always broke, you just go from one score to the next. And you're getting strung out... you don't even see it. Getting high on your own supply like some crack dealer.

LENNY

I know you wouldn't be saying all this if you didn't care about me. Thanks, Mace. Really.

MACE

Look, I gotta get some sleep.

LENNY

You still like me, don't you? We're still buddies?

She hates it that she can't resist his pathetic charm.

MACE

(a tiny smile)

Yeah. I don't see a way out of it.

LENNY

Macey, I know you're tired, but can you drop me at the Retinal Fetish? It's on your way.

MACE

Jesus, Lenny.

LENNY

Begging? Groveling? Any pathetic behavior at all? Will that help? Faith's there tonight, and I've got to talk to her.

MACE

Sure, Lenny.

(she puts the car in gear)

The only thing worse than a junkie is someone in love.

CUT TO:

EXT. RETINAL FETISH - NIGHT

As Mace pulls to a stop in the parking lot and Lenny opens the door.

LENNY

Come on, let me buy you a drink.
Let's drink and make up.

(Mace shakes her head)

Alright, I'm going to see Faith.
That means you can watch me suffer.
I'll be in agony, you'll feel so
much better. Total and thorough
payback, whatdya say?

Mace smiles, shaking her head in wonder at this madman.

CUT TO:

INT. RETINAL FETISH

Mace accompanies Lenny into the pounding din of the Retinal Fetish. The place is a fringe hangout, a converted schmata factory transformed into a warren of dark rooms and corridors off the main dance floor. A thundering labyrinth. Steel cage-like partitions of chain-link give the place a harsh, concentration-camp atmosphere. The music is a bass tech-thump, and the clientele are young and on the rough side. Cybergrunge.

There are many large video screens running a continuous montage of wild graphics and images... a flurry of disturbing videos: MTV baptized by William Burroughs.

The Fetish is a street-tech hangout, a meeting place for a lot of digital-underground types that Lenny knows. You can buy and sell what you want here: illicit hardware and software, as well as chemicals for the wetware (brain).

Lenny and Mace are greeted inside by two suited guys with metal detectors. They barely notice as they are scanned: it's routine there days. Mace shows her gun, a Sig Saur 9mm, and her state carry-permit. The security guys check her pistol like a coat, giving her a claim check.

Through the crowd in the lounge Lenny's eyes go immediately to one table. It seems to be in a pool of light all it's own; or maybe this is just in Lenny's mind. SLOW MOTION: Lenny watches a man at the table holding court, with a beautiful young woman sitting next to him.

It is TRAN VO. He's a mover and shaker in the record business: he produces, he manages, he tries to keep everyone in his orbit.

The woman is FAITH JUSTIN. We recognize her from playback as Lenny's ex-girlfriend. But now her hair has been dyed jet black and frames her face in a wild tangle. She is wearing as expensive custom leather jacket over a sheer silk top.

She has on too much make-up, which gives her features a feral-doll quality. Faith looks like what she is, a rock star wannabe. But the look is red-hot.

Tran looks around the room. His eyes miss nothing. And show nothing. His hand -- unhurried, graceful, remarkable -- brushes past Faith's cheek, barely touching her. His fingers pick up a strand of hair, tuck it like a treasure behind her ear... fingers touching her head now... a moment of suspended time.

... and she trembles. Just a little. For a second.

Tran and Faith are flanked on either side by an entourage consisting of music types, various hangers on, and Tran's personal security force of four: JOEY CORTO, a whippet-thin skinhead; DUNCAN, a none-too-bright armbreaker in the classic mold; a massively built ex-jock type called WADE BEEMER; and a sixteen year old Asian stone fox, CINDY MINH, aka 'VITA', possibly the most lethal of the four.

LENNY

Who's the new side of beef in
Tran's posse?

MACE

Guy named Wade Beemer. Used to be a
running back for the Rams in '96
and '97.

LENNY

Rams... that's football, right?

He can't take his eyes off Faith. Mace scowls at the tableau and pulls Lenny toward the bar.

MACE

Forget her.

LENNY

She still loves me.

MACE

She thinks you're a bucket of dog
vomit. Trust me on this.

LENNY

She's my destiny.

MACE

Destiny? You living in a perfume
commercial? She's a hard-climber
that dropped you like a used tampon
when she got a better ride.

LENNY

You'll see.

Mace gives up, shakes her head and Lenny plunges into the crowd... toward Faith. Several patrons greet him, just as in the Coral Lounge, but uncharacteristically, Lenny virtually ignores them.

Approaching the main table now. Ringside. Tran sees him; no reaction. Now Faith sees him: her reaction's a little tougher to read. Pissed off, maybe, or just tense.

Tran's security force has seen Lenny coming. But they stay casual.

Lenny doesn't break stride. It's like a game of chicken without cars. Beemer stands, covering Lenny with his shadow. Vita looks up at Lenny with cobra eyes. Tran gives him a glance; royalty amused by Lenny's presumption.

TRAN

You come to peddle me some tapes,
Lenny? For old time's sake? Make
a couple bucks for the holidays?

LENNY

You're not a client anymore, Tran.
I wouldn't sell you the sweat off a
dead dog's balls.

TRAN

(glancing at Faith, back
at Lenny)
I already got everything I need
from you.

FAITH

Cut it out, Tran.

LENNY

Too bad about your guy Jeriko.
Tough break.

TRAN

Show a little respect, Nero. The
man was an important artist.

LENNY

Yeah, important for your label.
Which no doubt is why you're in
mourning. Don't worry, his
records'll sell out now he's dead.
You'll make out.

TRAN
I always do.

LENNY
Faith, can I talk to you a second?

FAITH
I don't think that's a good idea,
Lenny.

LENNY
I just got to talk to you for one
second.

TRAN
About what?

LENNY
That would be between me and Faith,
wouldn't it?

Tran takes one of his beautiful hands and passes it slowly
in the general area between his table and Lenny.

TRAN
I don't feel anything between you.
See, your trouble is you assume too
much, Lenny. You assume there's
something where there's nothing.
You assume you have a life. But
you're only hustling pieces of
other lives on tape, and broken
parts of your own.

Faith glances at Tran, then cuts her eyes to Lenny.

FAITH
(icy)
We have nothing to talk about,
Lenny.

TRAN
Joey, make sure Mr. Nero gets
safely to his car.

Joey smirks, glances at Beemer who rises like a wall.

LENNY
Faith, call me, okay?

FAITH
No, Lenny.

Wade gets Lenny in a wrist-grip come along hold and starts him moving. She looks at him -- slowly, gaze unwavering. As Beemer ushers Lenny through the crowd, Tick greets him coming the other way.

LENNY

Tick, listen, I can't stop right now. but I'll call you tomorrow about that thing we were talking about.

He's working the room even as he's getting dragged outside.

TRAN

Lenny the loser. Panhandler of stolen dreams.

FAITH

Leave him alone, Tran.

TRAN

He's no concern of mine, as long as you don't talk to him. Don't talk to anybody. You understand? Not with everything that's going on right now.

FAITH

You're too goddamned paranoid.

TRAN

Paranoia's only reality on a finer scale.

CUT TO:

EXT. RETINAL FETISH

Beemer deposits Lenny on the curb and goes back inside.

A SMALL CROWD of people enters the club. Lenny brushes off his jacket, falls into step at the rear of the entering crowd.

CUT TO:

INT. RETINAL FETISH

Lenny climbs to a landing overlooking the dance floor. Through chain link he sees a swirl of activity below. And one face, looking up at him. Kind of casual. Lenny clocks the guy: cop instincts coming out.

Decides he doesn't know him. But we do. It's Spreg. Lenny walks on, crosses to a door, and enters...

CUT TO:

INT. VJ BOOTH/RETINAL FETISH

A tiny room overlooking the dance floor. Crammed with electronic gear, at the center of which is Tex Arcana, whipping from one deck to another, hands flying. He's in a wheelchair, which pivots nimbly, managing to high-five Lenny as he walks in.

LENNY

So, those rascals still haven't grown back yet, huh?

TEX

(peering under the blanket on his lap)

Nope. Guess not. Any day now, though.

LENNY

(handing Tex a Squid)

Present. Something I had made. Let me know what you think.

TEX

Hey, alright. Got something here for you, too.

(passes him an envelope)

It just showed up tonight, don't know who left it.

LENNY

Fan mail from some flounder?

Lenny looks at the envelope, which has "Nero" hand-printed in block letters. Tex takes a pull from a flask as he takes a squid-deck out of a drawer and sticks the tape in. He puts on the headset and pushes PLAY.

IN POV we are on a beach. Early morning. We are running flat out, with the wind. Looking down... we are barefoot on the wet sand. Foaming water races up the sand and breaks around our strong male legs. Looking up again, to see our running companion... a beautiful lithe woman in shorts and T-shirt. She laughs and we speed up. An exquisite moment of pure life force.

TIGHT ON TEX'S FACE... as a tear leaks from the corner of his eye. He is smiling like he is listening to beautiful music. We see the quiet magnificence of Lenny's gift.

Tex opens his eyes. Looks for Lenny to say thanks: but Lenny's gone. Not a guy to hang around for thanks-yous.

CUT TO:

INT. RETINAL FETISH

As Lenny comes down the stairs from the VJ booth, tearing open the envelope. An unmarked Squid tape falls into his hand.

The HOUSE LIGHTS dim and the STAGE LIGHTS come up. And Faith is standing there. Like she beamed in. She is wearing a revealing leather outfit, showing a lot of her milk-white skin. Her black hair frames her eyes, giving her an intense feral look. Faith starts to sing. Beautiful, unearthly, clear notes.

SUDDENLY the band kicks down with a wall of thundering sound. Faith explodes into motion. Her body convulses like a 440 volt mainline is hooked up to her. Her voice becomes a scream, an inchoate wail, a police siren. The pain and rage of an entire, hell-bent tormented planet on its eve of judgment.

Lost in the song, Faith has found herself. She wheels across the stage, slashing her head up and down so that her hair bursts in the strobe-flashes like flak.

A techno-erotic pagan. A force of nature.

Lenny is mesmerized. He has seen this before, many times. But it always has the same effect on him. He is transported into another world by her, a world in which there is only the two of them.

TIGHT ON MACE, eyes on the stage... a big piece of the puzzle suddenly fits. She's never seen Faith perform before. Holy shit.

Faith doesn't play to the audience, or engage them in any way. She is merely taking what's in her head and letting it out. She doesn't care if they are there or not. Now shrieking into the silence after a climatic downbeat, and holding the note... holding it longer than you believe she possibly could. Then nothing.

When it is over she just drops the microphone and walk away. Fuck you.

CUT TO:

INT. RETINAL FETISH/BACKSTAGE & DRESSING ROOM

At BACKSTAGE, Lenny wends his way through the warren of corridors... past dim rooms full of wire junkies and playback freaks, all trapped into Squid nirvana: post-modern opium dens. Sinister and scary. He glimpses Faith, going into her dressing room. He hurries...

... but she doesn't even look around when his reflection appears in the cracked mirror above the crummy vanity table. She is drenched with sweat. Spent. Chugging a beer. This is the first time they have been alone together in real-time for months. Pain and the memory of joy.

LENNY

Hi, baby. I've missed you.

FAITH

I know. Lenny, if Tran finds you talking to me he'll hurt you.

LENNY

I'm already hurting.

She doesn't turn. Just watches him in the mirror. Most of the scene plays this way. It is a cold parody of their love-making playbacks.

FAITH

You have to go. I mean it.

LENNY

Yeah, OK, whatever you say. Just answer one question. Is anything wrong? Iris said you might be in trouble.

FAITH

(startled, turning to him)

You talked to Iris? When?

LENNY

Tonight.

FAITH

Well I haven't seen her in months. Who knows what's going on in her head. You're really running out of excuses to come around, aren't you?

LENNY

I know you Faith. You're afraid of something. What's going on?

FAITH

Let it alone, Lenny. It'll take care of itself.

LENNY

It's Tran, isn't it? This guy is poison, Faith. Listen to me. He's got you walled in on all sides. And he uses the wire too much, he gets off on tape, not on you.

FAITH

That's a good one, coming from you.

LENNY

Why don't you just split? You don't love him, anybody can see that. And to him you're just some kinda possession, like a Ferrari, something to show the other guys.

FAITH

He has his uses too.

LENNY

What? He gonna record you on his label?

FAITH

Maybe.

LENNY

Come on, Faith! He's just toying with you. And when he gets bored, you'll be yesterday's papers.

Lenny is right behind her now. He puts his hands on her shoulders, tenderly.

LENNY

Look, baby, I've watched you create yourself out of nothing. You're like a goddamn cruise missile, targeted on making it. And you will.

FAITH

Damn right.

LENNY

It's you up on that stage, not him. You don't need him.

She shrugs away from his touch. Cold again.

FAITH

You have to get out of here. If Tran catches you he'll... he's acting crazy. He's doing way too much playback and he's getting completely paranoid. He's such a control freak, he's even paying Max to follow me around.

LENNY

Max Pelcher? You're kidding?

FAITH

Yeah, for about a month now. Lenny, just stay away from Tran, okay? And stay away from me. Stop trying to rescue me. Those days are over. I'm a big girl now. Stop trying to save me, okay, because I don't need saving... Just... give up on me.

LENNY

Can't do it.

FAITH

You know one of the ways movies still have Squid beat? Because they always say "The End." You always know when it's over. It's over!
Now please leave. I have to go on again in a couple of minutes.

She looks at him and, after a moment, he nods and leaves. As the door closes behind him, Faith tosses her towel on the table. She looks frightened and alone.

FAITH

Hell.

CUT TO:

INT. RETINAL FETISH/CORRIDOR AND MAIN FLOOR

Turning a corner from the dressing room into the CORRIDOR, Lenny runs into Max.

LENNY

Shoulda told me about your new gig, buddy.

MAX

I was gonna tell ya. Hey, it's just a job. I feel like shit about it.

LENNY
You should feel like shit.

MAX
I figured, what the hell, I could
take the prick's money and make
sure Faith was OK at the same time.
Do us both good. Right?

LENNY
Fairly twisted logic, Max, even for
you.
(already over it)
Hey, at least you got a job!
(slaps him on the back)
Watch her for me. Stay on her.

MAX
I'm on her.

Lenny climbs the stairs to the MAIN FLOOR, pushing his way
through the crowd.

Vita, watching the backstage area leans over to Tran,
whispers in his ear. Tran makes a sign to Beemer, and he
stands to go after Lenny.

Mace, at the bar, sees the Tran-Vita-Beemer action, looks
around for Lenny. Can't find him. But figures there's got to
be only one reason Beemer's on the prowl: he's looking for
Lenny. She whips out her cellular.

CUT TO: Beemer, grabbing Lenny in a painful come-along hold
and hustling him toward the back of the club.

Lenny's cellular rings.

LENNY
Can I get that?

He reaches for his cellular, connects with...

MACE, over by the bar.

MACE
Hey Lenny, where the hell are you,
I
think Tran's got Beemer looking for
you.

BACK TO: Lenny, as he's hustled out the rear door.

LENNY
Thanks for the tip.

CUT TO:

EXT. ALLEY/RETINAL FETISH - NIGHT

Beemer shoves Lenny into the alley and shuts the door behind him.

LENNY
I recognize you. You're Wade
Beemer. Running back for the Rams,
am I right?

Beemer, who was about to go to work on Lenny, pauses.

BEEMER
Yeah, that's right.

LENNY
I saw you play, man. You were good.
Like a fucking freight train I
remember saying. So what happened,
injuries or what?

BEEMER
Bullshit politics.

LENNY
It's always politics. Like this
thing we're in here, he's paying
you to tune me up, right? But I
could pay you more not to. See what
I
mean? I could write you a check
right now--

BEEMER
Come on, let's go, I got to get
back.

LENNY
(pulling money out of his
pocket)
Okay cash! Logical. Here's
everything I have on me, what do
you say? How about a Rolex?

BEEMER
(barely a glance at it)
I already got a real one. Come on,
it won't be too bad. It's not
personal.

LENNY
(taking off the Armani
carefully)
Just not the eyes.

Beemer swings.

CUT TO:

EXT. PARKING LOT/RETINAL FETISH - NIGHT

As Lenny approaches the car, moving painfully, dabbing at a bloody nose. Mace looks at him pityingly.

LENNY
They oughta get some lights back
there. A person could get killed
slipping on those stairs. Let's go.

CUT TO: an eerie NIGHT VISION SHOT of Mace and Lenny getting into the limo. Then we see: Spreg and Engelman, the two street Hun cops. Watching.

CUT TO:

INT. MACE'S LIMO

Lenny slumps in the back seat.

MACE
You're some piece of work, you know
that. Just calmly backstroking
around in the big toilet bowl, and
somehow you never let it touch you.
I mean, between Vice and this so-
called occupation you're in now,
you must've seen it all.

LENNY
I have crawled through the
gutter... through every wrinkle in
the human brain.

MACE
What I'm saying. But you still come
out this goofball romantic.

LENNY
It is my sword and my shield,
Macey.

Lenny finds the anonymous tape in his pocket. He looks at it, puzzled.

MACE

What's that? Present from Faith?

LENNY

No idea.

He opens his briefcase, pops the tape into the deck, puts the Squid rig on and closes his eyes. Maybe he can forget about Faith a minute. He punches PLAY.

POV SEQUENCE: the first thing we notice is that the POV is distorted visually. The colors are de-saturated. Almost black and white. Yet the detail is crisp and clear, almost hyper-real.

WE ARE WALKING down a windowless hallway at a large hotel. An apparently endless row of doors. The Wearer's glance goes to the numbers on the doors from time to time.

We come to a particular door. There is a DO NOT DISTURB sign on the door. The Wearer moves to the room next door. Looks both ways. The corridor is empty.

LENNY

It's a test pattern so far.

"Our" hands appear, quickly pulling on latex surgical gloves. They look like male hands. The snapping of the rubber is the only sound in the corridor. The POV hunches down to the lock and we see the hands go to work with lock-picking tools. Several seconds and the lock is very professionally picked.

LENNY

Alright, a little B&E action.

We enter the dark room, which is vacant. The drapes are open and we see city lights. It is night. One gloved hand picks up the guest directory and looks at it in the moonlight coming in the window: the SUNSET SHERATON.

The Wearer drops the directory and the hands reappear holding... a black ski-mask. He pulls it on, leaving the subsequent POV seen through the eye-holes of the mask.

The Wearer now looks into a mirror on the dresser. He has avoided his reflection up until now. We see a man, dressed in a jogging suit and black fanny-pack, and of course the ski-mask. Totally anonymous.

LENNY

Hey, getting good. Solid suspense build.

The Wearer crosses to the balcony door. Opens it quietly and goes outside, moving to the wall dividing this room's balcony from the one next door.

The Wearer climbs the railing and, six stories above the pavement, slips around the wall, stepping down onto the other balcony. We hug the wall, looking furtively into the room. It is a suite. In the living room we see a woman making herself a drink at the mini-bar. She turns...

It is Iris. She is wearing a T-shirt and panties. Probably ready for bed. She looks like she can't sleep. Pours the Scotch shakily.

CUT TO LENNY, the streetlight washing across his face. He gets suddenly serious with a flash of premonitory dread.

IN POV we see Iris go into the bedroom, out of sight. We can hear the television on in there. Using a steel jimmy the Wearer slips the latch on the balcony slider and silently opens it, slipping inside.

We stalk quietly to the bedroom door, listening to her movements. Water running in the bathroom. We come around the door frame. Bedroom dark, bathed in TV glow. Iris in the bathroom, washing her face with cold water.

We move toward her. Crossing the room as she reaches for a towel. We are now only a couple of feet away. She comes out of the bathroom, walking right past us, drying her face. She lowers the towel, turning away... her eyes whip back. Widening in terror.

She reacts with surprising speed, diving across the bed. We go after her.

Her hand goes under the pillow and comes out with a small automatic. She whips it around toward us but we grab it and twist it away before she can fire. She smashes the palm of her hand into our face and rolls off the bed, lightning-fast.

We follow her as she scrambles up, running through the bedroom door. Across the living room and down the short hall to the front door. Closing rapidly on her as she somehow gets the chain off the door and gets out into the hall.

Slam! We tackle her against the far wall of the corridor. Our right hand comes into view holding a small electric stunner. ZAP! We nail her right in the back between the shoulder blades.

She sags to the floor, gasping. We zap her again. The Wearer's glance does a 180 both ways down the corridor...

nobody in sight. We clamp our hand over Iris' mouth and drag her back into her room, locking the door.

ON LENNY, reacting. Going white.

MACE

What is it?

LENNY

Go to the Sunset Sheraton. RIGHT
NOW! Just go! GO!

Lenny goes back under the wire, seeing...

WE ARE DRAGGING a semiconscious Iris into the bathroom... propping her up with her back against the white tile wall... grabbing her hands and handcuffing them one by one to the steel towel rack above her. She is moaning. And crying.

IRIS

(voice distorted)

I haven't seen your face... I
haven't heard your voice... you can
still let me go...

ZAP! The Wearer hits her with the stunner again. She jerks and gasps for breath. We see our latex-gloved finger come up in front of us and hear SSSHHH.

Moving quickly now. Our hands unbuckle the fanny pack. Pull out something... a set of playback trodes. Our hands place them on her head. She stares uncomprehending. What? We catch a glimpse of some electronics stuff inside the pack... a record deck, some wires, a small metal box.

LENNY

Holy shit. He's jacking her in to
his own output. She's seeing what
he's seeing. She's seeing herself.

Iris can now see herself as the Wearer sees her... wide-eyed with terror, white-lipped, weeping. Helpless. And she can feel what he feels.

The Wearer's hand goes back into the fanny-pack and pulls out something else. A black athletic headband. We slip it over her head, down over her eyes. A blindfold. Now she can only see what the wearer sees.

And also from the bag we pull... a yellow plastic object. With our thumb we extend the five inch blade of the razor knife, the type with tips that can be broken off by segments when they get dull. It extends with an ominous clicking sound.

We lower it toward her and cut up the middle of her T-shirt, laying it open. Exposing her torso. We then look down and slide the knife under the side band of her panties, slicing them off. We put the knife up to her throat, and she whimpers, afraid to cry out, and then we draw the flat side of the blade across her body as if to tease her with the prospect of her death.

MACE LOOKS AT LENNY'S EXPRESSION of dawning horror and pulls the car to the curb about a half-block from the Sunset Sheraton. Lenny is hyperventilating, shifting in his seat as if ants are crawling over him. He is experiencing the stalker's exhilaration.

IN POV we see the Wearer pull his jogging pants down below his knees (R-rated please) and reach for Iris. Kneeling in front of her, he pushes her legs apart and pulls her hips forward onto him, pushing into her.

Iris is feeling and seeing what he sees and feels... She feels her own pain and humiliation swirling with the killer's exhilaration.

ON LENNY, sweating and barely able to breath. Mace stops the tape... concerned by Lenny's reaction. He opens his eyes... Mace see the fear there, of what the tape may reveal. But he shakes his head. He has to know. He pushes her hand away and punches PLAY.

IT FLOODS INTO HIS HEAD AGAIN. The sweaty, grunting horror. The stalker picks up her slit T-shirt and quickly wraps it around her neck. He knots it tight and twists one powerful hand into the knot. The muscles in his forearm look like cables as he turns the knot tighter.

The stalker viciously twists the knot a full turn and the T-shirt fabric almost disappears into the skin under her jaw.

Via her trodes, Iris watches herself die. Her death comes at the moment of his orgasm which is fed to her... blasting off the planet on total overload... terror, pain, death merging with ecstasy and exultation at the same instant.

ON LENNY, crying out and grabbing for the trodes, but he just holds onto them, as if they are sucking his brains out of his skull.

LENNY
(like a mantra)
On my God. Oh my God.

BACK TO POV, a glimpse of the Wearer's hand relaxing the knot. Iris' head lolls. Her mouth is slack and open.

We remove her blindfold. Her eyes are half-lidded. Very dead looking. Our fingers gently push them wide open.

BACK TO LENNY, looking like he has been gut kicked. He gasps for breath.

TO POV, as the killer's hand calmly moves Iris' head from side to side... studying her dead face. Her staring eyes. He leans very close to her and stares into one dead eye, the pupil wide, seeing nothing.

A burst of static. End of tape.

Lenny opens his eyes. He fumbles open the car door and practically rolls out onto the sidewalk. The trodes pull off his head as he lurches up, reeling across the sidewalk to a darkened storefront where he leans for support. He doubles over and heaves up the contents of his stomach.

Mace circles around the car and catches him as he sags to his knees. She holds his shoulders while he throws up again.

MACE

My God, Lenny. What is it?

LENNY

Black. Jack.

MACE

Blackjack? I don't understand--

LENNY

Snuff clip. It was Iris. She said she needed my help and I... aw Jesus, Mace... the sick fucker killed her.

MACE

Are you sure it's real?

Lenny looks up, in the direction of the hotel. Mace follows his glance. They notice for the first time: cop lights; cop cars; ambulance; coroner's wagon.

CLOSE on Iris' body, in a bag, being loaded into the coroner's van.

CUT TO:

EXT. PARKING LOT/DIM SUM JOINT/LITTLE TOKYO - NIGHT

Neon reflections on the roof of Mace's limo as it pulls into the lot and slides up to Max's car.

Max is sitting in the open door, feet on the pavement, eating dumplings from a take-out carton. He looks up as Lenny and Mace get out of the limo. Sees their expressions.

MAX

Ohhhh shit.

TIME CUT: Lenny, sitting on the hood of Mace's Lincoln, has his head propped in his hands. His eyes are distant... replaying. Still shocked to his soul. Mace paces nearby.

Max sits in the open door of his car ten feet away, trodes on, playing back the tape. His face is transformed into an ashen mask lit by neon... mouth open in shock. With shaky hands he stops the deck.

Opens his eyes. Long beat. He glances down at the dim-sum carton in his hands.

MAX

Well... I've lost my appetite.
(lofts it into a nearby
dumpster)
For about a year.

He gets to his feet, offering the deck and trodes to Mace.

MACE

No way.

Max pulls a hip-flask full of tequila from his army jacket and takes an eye-watering pull. Offers it to Lenny, who follows suit.

MAX

You alright? Y'okay?

LENNY

Yeah. No, not really.

MAX

Let's work it.

LENNY

Not now... I don't want to think
about it--

MAX

Come on, Lenny. You used to be good
at this stuff. Play it down. What's
the perp doing?

LENNY

He stalks her. He rapes her. Then
he does her...

MAX

And he records it. Thrill kill.
Wants to see it again. And again.

LENNY

He records himself raping and
killing her--

MAX

But at the same time he's sending
the signal to her--

LENNY

So she feels... what he feels...
while he's in her. The thrill while
he's killing her... is sent to her,
heightening her fear... which in
turn heightens the turn on for him.
(turns to him)
I've seen a lot, Max.

MAX

So've I. Too much.

LENNY

But this is a bad one.

MAX

Top ten.

LENNY

He makes her see her own death,
feeds off the reaction... killer
and victim merging... orgasm and
agony merging. And he records it
all.

MACE

And gives it to you.

LENNY

Wants to share.

MAX

That's right. He wants to share.
Needs an audience. This is one sick
puppy.

LENNY

Why me?

Mace is hugging herself. Edgy and tense.

MACE

Cause you're the man, right? The Magic Man. If it's got something to do with the wire, sooner or later it washes up on your beach.

LENNY

I've never dealt in black-jacks. Never. Everybody knows that.

MAX

He's skull-fucking you, bud. Trying to get a reaction. Maybe pushing you to do something.

MACE

Maybe he just figures Lenny will appreciate what he's created. It's the dark end of the street, Lenny. How do you like it now?

LENNY

Jesus, Mace. Back off.

MACE

This guy is someone you know, one of your squid-head contacts.

MAX

Problem is, Lenny knows everybody.

MACE

Take the tape to the cops.

LENNY

Uh unh. No way! They'd crucify me.

MACE

So some psycho wire-freak gets to keep running around--

MAX

Naw, he's right. They'll figure Lenny's the perp, or go through his client list, ruin his life... such as it is. Look, I'll call the guys in Homicide... tell them she was a friend of mine and they'll keep me in the loop. Get me the forensics and all that.

(he opens his car door)

Get some sleep.

I'll call you when I get something.
 (he starts his car)
And Lenny... I'd keep moving if I
were you.

CUT TO:

INT. ELEVATOR AND TRAN'S LOFT

The elevator is huge -- big enough for a truck -- and Lenny seems small in the huge space, while shadows crawl across his body as the old machinery pulls him toward...

FAITH, in the loft above. She looks into the vast bedroom...

... at Tran sitting in a chair, tranced out under playback trodes, his eyes closed. She softly closes the sliding door and walks across the cavernous main room. The place is lit by the flickering reflections from a series of huge television screens along both walls. Otherwise there is little light. The cavernous loft is sparsely but very expensively furnished. Haute-tech design. Total contrast to Lenny's ratty digs.

LENNY'S POV through the cage-door of the elevator as it reaches the loft and Faith is revealed, waiting for him in the shadows. He slides open the cage-door and she moves quickly to him.

FAITH
 (whispering, furtive)
You're crazier than I thought,
Lenny. Coming here... Tran's just
in there.

LENNY
Iris is dead. She was murdered.

Faith stiffens. We see the fear, now, exposed.

FAITH
Who did it?

LENNY
Don't know. But this guy's real
damaged goods. Iris knew someone
was after her... and she said you
were in danger too.
 (he grabs her shoulders)
Now no more games, Faith. Whatever
you're hiding, whatever's going on,
you have to get out of here now.
Come with me right now. Don't even
think about it.

FAITH

Then what? Then what, Lenny?! You going to protect me? Big tough guy. You're a talker, Lenny. You don't even have a gun.

LENNY

(hurt)

I have a gun. It's under my bed.

FAITH

You don't know what you're fucking with here.

LENNY

Tell me.

A VOICE from the shadows, like the whisper of a blade in the air.

TRAN

Go ahead, Faith. Tell him.

Tran steps forward, totally at ease with the situation. Out of the shadows behind him step Joey Corto, Duncan and Vita Minh.

FAITH

Look, Tran... Lenny just came by to give me some bad news. An old friend of mine has been murdered. You remember Iris?

TRAN

A tragic story, no doubt.

(to Lenny)

How'd you get up here?

LENNY

Charm.

TRAN

(looks at Faith)

Uh huh. Look, Nero. I'll make you an offer.

(he grabs Faith by the arm, steps closer)

Take her. Right now. If she wants to go, if she's unhappy here, she can go. I'll let her choose. Faith always knows what she wants.

(he turns her loose)

Hands off. See?

Lenny glances at the open elevator right behind him. So close. She just has to take one step to him... and they will be out of there. Together.

LENNY
It's alright. He means it.

TRAN
(to Faith)
I do mean it.
(to Lenny)
And I mean this... if Faith stays
you go away and never come back.
You scuttle back into your
cockroach hole and never cross my
vision again. You understand?

She glares at them both for a long moment. Emotions play across her face, complex and unreadable. She steps back, taking her place at Tran's side.

FAITH
I made my choice, Lenny.

TRAN
(to Lenny, nodding toward
the elevator)
You're going down.

Joey Corto and Duncan shove Lenny roughly backward into the elevator. Corto slams the gate shut and slaps a button to lower the lift. The last thing Lenny sees as he descends is Faith's face, above him.

FAITH
I don't love you, Lenny. Give up.

CUT TO:

INT. BEDROOM AREA/TRAN'S LOFT

Faith is crying as Tran comes up behind her.

FAITH
You said you were going to get her
out of this.

TRAN
Maybe now you appreciate the danger
we're in.
(he moves very close)
It was touching the way you stood
by me in there. "Stand by your
man". I was moved.

You were very good. I
don't think he even understands
that you did it for him.

FAITH
He doesn't know what's going on.
Leave him alone.

TRAN
I'd love to. But he keeps showing
up. And you keep talking to him. I
can't have that--

And he slaps her. Really hard. Decks her. He's trembling
with rage... and something else. Fear.

TRAN
The only time a whore should open
her mouth is when she's giving
head.

FAITH
Fuck you.

TRAN
(walking away)
Maybe later.

CUT TO:

INT. ELEVATOR/TRAN'S LOFT

The huge elevator, with Lenny its sole occupant, descends
through the shadows toward the first floor. Lenny watches
the shadow patterns on the wall through the iron grillwork
door. He's still thinking about Faith...

... even when the elevator reaches the first floor and Mace
comes into view. She's waiting for him. He steps forward.
But he can't open the grillwork door. And the elevator
doesn't stop. It keeps going down. Lenny, spooked, works the
door hard... as Mace disappears from view above him...

... and the elevator bumps to a stop in the basement. With
Vita and the beef squad waiting for Lenny, stoney-
faced. Last stop. All out.

Lenny tries to keep the door shut, but Duncan wrenches it
open. Vita grabs Lenny and twists his arm painfully behind
him in one fluid move. They hustle him toward a dank
basement room near the elevator.

LENNY

(speed-rap)

Listen, can we be smart here? I could make it really worth your while... I could cut you a check for 500 each... hell, make it an even grand... I'm not saying you don't land a couple shots, just go light is all I'm saying... here, take my Rolex.

CORTO

Lemme see.

A glimmer of hope in Lenny's eye as he whips it off his wrist. Corto doesn't even look at it. Gets it over his hand about mid-way, then -- using the watch like a pair of brass knuckles -- clobbers Lenny in the face. Watch parts go flying as Corto steps away and Duncan slams Lenny up against a column.

Vita weighs in... gut-punching Lenny savagely. She works him expertly, with a series of painful jabs.

He sags to his knees. Not only is this painful. It's goddamn humiliating. And Duncan and Corto enjoy every second of it.

CORTO

We tried to find a smaller girl, to beat the shit out of you, Lenny... but it was short notice.

Vita grabs Lenny by his hair and pulls him up with one rock-hard arm. She is cocking back the other arm for a pile-driver punch when...

Suddenly a dark shape materializes behind her. Mace drives Vita head first into the steel column.

Duncan lunges in and grabs for Mace. This is a mistake. Mace doesn't fight fancy. And she doesn't fight fair. She fights to win. And she is awesomely fast. Her moves are street moves, coupled with arm-locks and come-alongs she has been trained to use as a security driver.

Lenny recovers enough to size up Vita, who is still a little stunned. She has blood dripping in her eyes and can't see too well.

But she charges him. And -- being the gent that he is -- he busts her over the head with a dusty old folding chair.

Mace drops Duncan about the time Vita is hitting the ground, leaving...

CORTO, who fumbles out a Beretta 9mm and sticks it in Mace's face. He sniggers, loving the upper hand.

MACE
Safety's on.

And like a jerk, he looks.

She snaps sideways in a headfake and closes blindingly fast, twisting the gun out of his hand. She continues to twist his wrist brutally and Corto goes down to one knee, groaning. She takes his Beretta and backhands the barrel hard across his face. Mace releases his wrist and he crumples in a heap.

She and Lenny back out the door. Then Lenny runs back in and kicks Corto in the ribs.

MACE
Lenny!

Mace grabs him and pulls him out of the room, then slams the metal fire door behind them, locking it with a piece of junk wedged behind the release bar.

CUT TO:

EXT. STREET - NIGHT

Mace and Lenny hotfoot it toward the parked limo. Mace is disassembling the Beretta without looking at it. She chucks pieces over a chain-link fence as they go. Lenny brushes himself off, checking his jacket for damage. He is high from winning the fight.

LENNY
Is this great fabric or what?

MACE
You ever wonder why you get beat up
a lot?

LENNY
Never really thought about it.

CUT TO:

INT. LENNY'S APARTMENT

Squid POV: the killer enters the vacant hotel room, passing the mirror on the dresser.

LENNY (V.O.)
Come on... look in the mirror. You
know it's there, you're keeping
your eyes off it, you bastard...
SHIT!
Who are you?

CUT TO: Lenny, yanking the wire off his head, Mace near him.

LENNY
He knows what he's doing. He's worn
before... a lot.

MACE
So that gives you something.

LENNY
It gives me... I don't know...
maybe two hundred people who I know
wear.

As he talks Lenny fiddles with some custom electronics gear.
The back is off the deck, and he has a ribbon wire
connecting it to some kind of amplifier black-box which he
is using to boost the gain.

MACE
Don't crank the gain any more.
You're gonna fry yourself.

LENNY
I need to see more... get more
detail. Something. I feel his
presence, so strong...

Mace watches, concerned, as Lenny puts the trodes back on
and hits playback.

Squid POVs: strobe-like images of Iris' rape and death,
separated by burst of static...

... as Lenny keeps hitting the forward and rewind buttons,
searching the tape for clues, reacting to the feelings on
the tape, trying to manage his revulsion...

... until Mace yanks the trodes off and Lenny sags back on
the couch. He rubs his eyes. He is seeing ghosts,
afterimages burned into his visual cortex. The room is alive
with them, shimmering.

MACE
No more, Lenny.

LENNY

Yeah. I'm ghosting pretty bad.

Lenny see Iris' terrified face. Literally. It floats iridescent on his living room wall, fading slowly.

LENNY

She came to me for help. I should have read it better... I just figured, y'know... another strung-out hooker having a bad night.

MACE

It's not your fault.

Lenny gets up, staggering to the kitchen. She goes with him.

LENNY

Sex killers act alone. So there's no information on the street, which is how cases get made. Cops know they'll never nail this guy the second they look at the scene.

Lenny sucks down four Tylenol with a long pull from a bottle of vodka.

LENNY

And anyway, nobody gives a shit about a dead hooker. They're roadkill.

Requiem for Iris. Mace watches Lenny rubbing his eyes, waiting for the Tylenols to hit.

LENNY

See, it's all about what they see walking in. A dead hooker, handcuffs, penetration... they'll see a trick gone wrong. Random kill. The kind you never solve.

MACE

But that doesn't add, does it.

LENNY

No it doesn't.

MACE

Because Iris knew somebody was after her.

Lenny, wound up like a Swiss movement, starts pacing.

LENNY

She said "If they get me". They.
Which means the whole sex-killer
thing is a cover, which means
somebody whacked her for a reason.

MACE

So the guy's not a sicko.

LENNY

If he could do what's on that tape,
he's a sicko.

MACE

Okay, so he's a freak who thinks
he's sane pretending to be a freak.
The point is, he was a hitter.
Somebody wanted to shut her up. But
why not just put a little lead in
her ear?

LENNY

Because it had to look random. Not
connected to anything or anyone.

(he seems to run out of
energy)

But then why give the rape to me?

MACE

That's where it gets a little
strange.

LENNY

And what about the guy that was
following me?

MACE

Now you're really getting paranoid.

Lenny collapses on the couch, rubbing his temples.

LENNY

The question is not whether I am
paranoid, but whether I am paranoid
enough. You want to rub my neck?

MACE

Sure.

Mace sits next to him and starts to work. Strong, knowing
fingers. Lenny starts to relax a little.

LENNY

How's Zander?

MACE

OK. He asks about you all the time.
It's been weeks since you've seen
him.

Lenny sort of keels over. His head slumps in her lap.

MACE

I'm sorry about getting on your
case earlier. I just see you
getting sucked in deeper and
deeper, and I
-- anyway. I'm sorry.

LENNY

(drifting off, joking)
S'okay. I know you still love me.

She looks down at him, gently brushes his hair off his
sweaty forehead in an unconsciously maternal gesture. He is
out cold.

Mace gazes at Lenny's sleeping face in a way we haven't seen
before: unguarded. Caring. Loving.

And we get it: she does love him. It makes no sense, and it
is a great burden to her that he doesn't see her... but
there it is.

She shakes it off: she doesn't want to deal with it now.
Maybe not ever. She leans her head back against the ratty
top of the couch, sighs. And keeps her hand moving
soothingly on his head.

CUT TO:

EXT./ INT. MACE'S HOUSE/INGLEWOOD - DAY

Mace pulls the limo into the driveway of a modest stucco
house in Inglewood. It's dawn. A neighbor is walking the
dog. Mace heads into the house, picking up a couple of toys
left scattered in the front yard.

Inside, ZANDER, age 6, is watching TV in his pajamas and
eating a bowl of cereal. Behind him, on the couch, is Mace's
younger sister CECILE, zee'd-out. Zander frowns at her and
looks at a red-plastic (toy) watch.

ZANDER

Where were you Mom? Did you meet a
guy?

MACE

Just Lenny.

ZANDER
Right. That explains it.

MACE
Are you going to make me beg?

Zander scrambles over to his mom, throws his arms around her. Big hug.

MACE
(looking at weird stuff
in cereal)
What is that?

ZANDER
Cheerios and wieners. I made it
myself. It's good.

MACE
Well give me some then... I'm
starving.

CUT TO:

INT. LENNY'S APARTMENT

2:20 P.M. DEC 31

Lenny wakes up to the sound of the phone ringing. He is on the couch, still clothed. He hears Max's voice on the answer machine and groggily grabs the receiver.

MAX (V.O.)
Hey, the last day of the world and
you spend it in bed.

LENNY
W'sup, Max?

CUT TO:

EXT. A.M.E. CHURCH AND STREET/SOUTH CENTRAL - DAY

Max, on the cellular, across the street from a church where mourners stream out of a memorial for Jeriko One. The sidewalk and street are clogged with fans, and further off -- a cordon of very anxious-looking crowd control cops.

MAX
Not a whole hell of a lot. They've
just been saying words over Jeriko.
Tensions running pretty high down
here. I'm telling you.

WHAT MAX SEES across the street... SLOWMO as Tran comes out of the church with Faith next to him. Corto, Vita, Duncan and Beemer form a loose protective shell around them as the press bears down, shouting out questions. Tran ushers Faith into a waiting limo and climbs in after her. The rest of the muscle keeps the press away from the car as it pulls away.

CUT TO: Max, still on the phone to Lenny.

LENNY (V.O.)

Faith OK?

MAX

Yeah. She's leaving with Tran so I got to boogie. Real quick... Iris checked into the Sheraton last night under a false name. Paid cash.

LENNY

Looks like she was holding out.

MAX

Yup. Hey, so I heard you dropped in on Tran last night. Another slick Lenny move.

LENNY (V.O.)

He's in this somehow... I don't know how. Just stay close to Faith.

MAX

I'm on her, amigo. No worries. Gotta jam.

CUT TO:

INT. LENNY'S APARTMENT

As Lenny is hanging up he notices something. A MANILA ENVELOPE stuck between the steel bars and the glass of his front window, next to the door. "NERO" is printed on the envelope.

Oh shit. He opens the door, looking both ways. No-one is around. He fishes out the envelope from behind the bars and takes it inside. Of course it contains a tape. He stares at it with dread.

Lenny sits down and put the tape in his playback deck. He picks up the trodes and places them on his head. He notices his hands are shaking. He takes a deep breath and punches PLAY.

POV SEQUENCE: DAY. As expected we see the de-saturated signature look of the killer's vision. The Wearer is walking through the courtyard of Lenny's apartment building. We recognize it by the unkempt pool, the sunken deck furniture. We walk through a breezeway to an ally-like courtyard behind the building. We approach a door... the back door to Lenny's apartment.

The killer picks the lock on the back door. Opens the door and enters. The apartment is dark, blacked out. We are in the kitchen. We stop and listen. Water dripping in the sink. Soft snoring from the living room.

Moving to the other room. Slowly, silently. Furtively looking around the door frame to the living room. There is Lenny, crashed out on the couch.

Now moving stealthily toward him. Kneeling down beside him. Lenny, burned out from the night before, is deep under. Our hand comes into view, holding the yellow plastic razor knife. With his thumb, the killer extends the blade... click, click, click, click.

The blade flashes in a beam of sunlight as it moves toward Lenny. The killer lays it gently against Lenny's throat. Draws it slowly across... not leaving a mark.

The POV backs away and -- static as the tape ends.

LENNY, IN THE PRESENT, whips off the trodes, freaking. He feels around his throat with one hand... can't feel anything.

Crossing quickly to a mirror near the front door, he inspects his neck minutely. There is a hair-line red line over his carotid. He looks around the room wildly, his heart hammering. Slowly, he gets his breathing under control.

Then... he hears something in the kitchen. A tiny click.

His eyes go wide. Hyperventilating, Lenny moves silently into the bedroom. He fishes around under the bed and pulls out a GLOCK 22 .45 auto pistol. He stalks silently toward the kitchen.

Then he looks at the butt of the pistol-grip: no magazine. He un-stalks back to the bed and finds a loaded magazine under a bunch of dirty socks. He inserts it quietly, wincing as he chambers a round.

Heart thudding, he works his way to the kitchen door. He edges around the frame, pie-ing the room. Cop reflexes intact.

Mace is sitting at the kitchen table, giving him a funny look. She is drinking a cup of coffee, made from the bottle of instant on the counter. She is dressed casually, in bicycle pants, work boots and oversized nylon jacket over a tank-top.

MACE
Whatup Lenny?

LENNY
(hands shaking)
Jesus, Mace!

CUT TO:

INT. LENNY'S APARTMENT

A little later. As Lenny tosses stuff into a folding bag: clothes, a playback deck, a box of .45 hollow points. He grabs his grimy old Second Chance body armor from the LAPD and stuffs it into his Haliburton. When Mace sees him do that, she knows things are freaky.

MACE
Where we going?

LENNY
Anywhere.
(finger to his lips)
We'll talk about it in the car.

Mace glances around... unnerved by the possibility of audio surveillance.

LENNY
Hand me that box of tapes, will
you?

He's pointing to a shoe box full of "Faith" tapes. Mace hands them over with obvious distaste. He throws them in the bag, starts to zip it...

... then sees his reflection in the bedroom mirror:
something's the matter.

MACE
What is it?

LENNY
This tie doesn't go with blue!

He yanks off the tie and grabs another.

CUT TO:

INT./ EXT. MACE'S LIMO AND STREET - DAY

Mace and Lenny drive through the streets of LA on the last day of this millennium. There are cops in body armor and helmets on some street corners, holding automatic rifles. Helicopters orbit endlessly. And a National Guard tank rumbles down the street. State of siege. The car radio is on, with KROQ's poor Man hyping the impending Millennium LA party.

POOR MAN

... the New Years Eve mega-bash of the century. Ten square blocks of madness, with live music, fireworks and the actual rich and famous of LA hobnobbing with us peons. Also yours truly the Poor Man will be there at the KROQ bandshell, giving away "Millennium LA" and "KROQ 2-K" T-shirts by the truckload--

Lenny is keyed up and tense. He keeps looking out the back window.

MACE

Will you relax. There's nobody back there.

LENNY

Mace, the guy had a knife. To my throat. In my living room. Relaxing might be right out, okay?!

MACE

You better keep a low profile for a while.

LENNY

No shit. You got someplace in mind?

CUT TO:

EXT. BACKYARD/MACE'S HOUSE - DAY

On Zander, face lighting up, giving Lenny a high five. Lenny drops his bag, shakes, does a little silly hand choreography -- a goof on a bro grip -- that makes Zander laugh. Mace watches this ritual and smiles herself. Zander can call out a part of Lenny that Mace would like to see more of.

Cecile is there, hanging out with her boyfriend CURTIS, and Curtis' friend VEJ. These two guys are about 18, dressed in gangsta garb.

They are listening to "The Prophets of Rage" on a CD player, and watch Lenny with a dispassion that flirts with distaste.

ZANDER
What do you got?

LENNY
(pulls a tape out of his
pocket)
Today I have...

MACE
(seeing the tape)
Lenny, have you lost it completely?

LENNY
Easy, there, Mom. Easy. This is
audio only.
(hands tape to Zander)
John Coltrane. "A Love Supreme."
Give it a listen, let me know what
you think, maybe you won't go for
it now, but it'll get in your head
and grow like a seed into something
really beautiful.

ZANDER
Let's play it now!

LENNY
Later. Your mom'n I are heading
right back out.

Groans of outrage and protestations of unfairness from
Cecile, Vej and Curtis follow this bad news. Cecile even
musters the gumption to speak up.

CECILE
Hey, come on, I been baby-sitting a
full 24 hours, I have to get ready
for the party tonight...

MACE
Cecile.

Mace frosts her with a look. You don't mess with Mace.

MACE
(to a disappointed
Zander)
You're not the only little boy I
have to look out for, honey.

Zander nods: OK. Lenny gives him the grip. Zander's hand outmaneuvers his, and the boy smiles in triumph.

CUT TO:

INT. UNDERGROUND PARKING GARAGE

POV: squid tape of Iris' death. Quick barrages of the savage imagery interspersed with bursts of static...

... until Tick slips off the trodes. He's been totaled by what he's seen.

TICK

Whoa. That is one unbelievable piece of eyefuck.

LENNY

Skip the art criticism, Tick, what can you tell me about the wearer.

TICK

Well... the guy's fucked up.

MACE

We know that, Tick.

TICK

No, I mean the killer's got some kind of distortion in his visual cortex. The color and gray-scale values are all messed up, like color blindness.

He gives the tape a fast run through his processing equipment.

TICK

Lookit, you see the peak period ratios there? Could be some kind of tumor or brain lesion or something. Some kind of trauma (shaking his head)
This is not good. I don't like this at all...

LENNY

What?

TICK

Well, it's cutting awful close to me. I mean she was just here.

LENNY
Who was just here?

TICK
Iris, man. Pay attention.

LENNY
Wait, wait... wait a minute. Iris
was here?!

TICK
Yeah, she came by last night.
Shaking like a junkie, wanting me
to make a copy of some clip.

LENNY
What clip? What was it?

TICK
I don't know, man, she wouldn't let
me see it. Said I wouldn't want to
see it. She said she was going to
give it to you to hold for her.
Like insurance or somethin'

LENNY
She never gave me a tape.

MACE
(to Lenny)
Think back about what she said.
Exactly what she said.

LENNY
(revved up)
She wanted to go out to my car,
something about my car...

MACE
Something in your car...

Lenny and Mace swap a look: oh shit.

CUT TO:

EXT. SAN PEDRO IMPOUND YARD - DUSK

6:05 P.M.

The last night of this millennium is falling. Mace's limo
pulls to the curb. The yard is located in the vast no-
man's land of storage lots, cranes and warehouses near
harbor piers. The impound office is locked. Closed for New
Years Eve.

CUT TO Lenny and Mace cutting the chain off the gate with the long-handled bolt-cutters. They enter the yard. Mace is carrying a blunt object that looks like a ray-gun. A TAZER.

Right on cue a huge Rottweiller bounds out of the shadows at them, growling, its head low on an attack run. Mace fires and the tazer lights up the with 120,000 volts (low amperage, not lethal). It whines and flips over twice, then runs off behind some parked cars.

LENNY
That's a handy little attitude
adjuster.
(sees his car)
Damn. I'm boxed in.

Lenny and Mace approach his BMW, blocked in by ten other cars, so he's not getting it back this trip. He unlocks the door and looks inside with a tiny Mag-Lite while Mace covers them with the tazer. A puppy-like whine comes occasionally from behind some cars nearby. We catch a glimpse of the puzzled, snuffling Rottweiller eyeing them warily.

Lenny finds the tape on the floormat, passenger side, still wrapped in the note. He reads the note: "HELP ME. IRIS."

MACE
What's it say?

He crumples the note.

LENNY
Nothing. Let's go play this back.

CUT TO LENNY AND MACE returning to the limo. As they reach the car they are hit by two flashlight beams. It is the two cops, SPREG AND ENGELMAN, out of uniform, but looking very serious with their pistols aimed at Lenny and Mace. They have been following Lenny, knowing sooner or later he would lead them to the tape.

SPREG
Give me the tape. Right now.

LENNY
What tape? I'm just trying to get
my car back but the place is closed-
-

SPREG
Shut the fuck up Nero.

Engelman grabs a fist-full of hair at the top of Mace's head and jams his 9mm into the back of her skull.

MACE
(cool and even)
Lenny, give them the tape.

LENNY
It's in my case. Okay? I'm going
to open my case...

ENGELMAN
Facing us, where we can see it.

Lenny slowly opens the Haliburton. He takes out the tape and holds it out toward Spreg.

LENNY
Take it and turn her loose. Okay?

SPREG
Absolutely.

And you see in his eyes that it isn't going to go that way. Spreg edges forward and takes the tape. Then he points his pistol at Lenny's head, about to fire--

Which is when the pissed-off Rottweiler shoots through the open gate like a black torpedo and tears into Engelman's leg. Engelman screams in pain. Mace twists out of his grip. Engelman shoots the dog.

Lenny swings up his Haliburton, using it as a shield, and dives for the car. The case takes three rounds from Spreg's 9mm before Lenny gets behind cover.

Mace just seems to vanish. She reappears over the trunk of the limo and puts two rounds squarely into Spreg's chest, knocking him down. Lenny and Mace scramble into the car, starting it up.

Spreg sits up, pulling up his shirt to make sure his body armor stopped the slugs. No blood. He comes up firing. He and Engelman empty their magazines at the limo as it pulls away. No damage. They realize the limo is a bullet proof security model and run to their pickup truck, parked nearby, to give chase.

Spreg's face is a mask of rage. He slams the truck in gear and accelerates after the limo before Engelman even has the door closed.

CUT TO:

INT./ EXT. LIMO AND SAN PEDRO STREET - NIGHT

Mace has the big car floored. She looks in the rear-view as the truck gains on them. Mace is doing her thing... what she's trained for. Security driving. She whips some moves in the big car, but the truck is closing on them.

LENNY
(holding on)
Oh no, we're not being followed,
Lenny, Don't be so paranoid, Lenny.

They hear rounds hitting the car, and look back. The truck is right behind them.

LENNY
Shit!

MACE
Take it easy. The glass is bullet
resistant.

LENNY
Bullet resistant? Whatever
happened to bullet proof?

MACE
Lenny. Calm down. This is what I
do.

THE LIMO slides broadly through a turn, side slamming a parked van. Mace accelerates. The truck stays with them.

Engelman is leaning out the passenger side window with an AK-47 assault rifle. He rips off several burst which riddle the limo, cracking the glass in starburst patterns. The Lexan-laminated windows are cracked to hell, but the rounds don't come all the way through.

Spreg's truck comes alongside, ramming them. The impact drives them sideways. Mace swerves to miss a light-standard and finds herself roaring between warehouse buildings which front the harbor.

The truck stays right with them. Engelman fires bursts at the tires, shredding them off the rims. The limo thunders along on steel rims, throwing rooster-tails of orange sparks.

Mace finds herself boxed in by the buildings. No way to turn. Ahead is a short concrete pier. She hits the brakes and the limo skids on its rims out onto the pier, stopping before it reaches the end.

They are trapped.

CUT TO:

EXT. SAN PEDRO PIER - NIGHT

Engelman and Spreg jump out of the truck, taking cover behind it. They rake the limo with bursts from their AK-47s.

INSIDE THE CAR. Lenny and Mace keep their heads down below the door frame. It sounds like they are inside a steel drum in some psychotic Calypso band. But the armored body panels hold.

Lenny is punching his cellular.

LENNY

Goddamn it!! 911 is busy!

MACE

It's okay, Lenny
(he looks at her
hopefully)
They'd never get here in time
anyway.

Mace has reloaded her Sig and is trying to open the door on her side (away from the bad guys). It is jammed from the sideswiping.

Spreg reaches into the bed of the truck and pulls out a gallon gas can. He uncaps it and throws it across the pavement. It slides under the limo, glugging its contents onto the ground. Spreg grabs a road-flare from under the seat of the truck and strikes the cap, lighting it.

He tosses the flare under the limo...

KA-WHOOMP!! The gas can explodes in a fireball. The Continental is engulfed in flames. From the inside all Lenny and Mace can see is fire. All the windows are covered in roaring flames.

MACE

(matter-of-fact)
This is bad.

LENNY

The gas tank's going to go any
second!

Mace slams the car into gear and floors it. The powerful Lincoln thunders forward.

It crashes through a chain-link fence and launches right off the end of the pier. A fireball plunging in a meteoric arc into the oily black water.

Inside, they are slammed forward by the impact. The car sinks.

UNDERWATER: The car hits bottom, twenty feet down, sitting there amid the junk. Shafts of light play down from the big streetlights at the end of the pier.

INSIDE, Lenny and Mace are in a flooding black tomb.

LENNY

Are you out of your fucking mind?!

MACE

Fire's out, isn't it?

She scrambles into the back seat. She wrenches at the rear seatback, pulls it free... and crawls half-into the huge trunk. Water is up around their legs. She grabs her shotgun: a sawed-off ten-gauge.

MACE

Get in here. Come on Lenny, move it. MOVE!!

Mace yanks him toward her and he tumbles in.

MACE

Get ready to hold your breath.

She aims the ten-gauge at the trunk latch mechanism.

MACE

Lenny, kick out hard, then just follow me. Okay?

He nods. BLAM!! She blows the trunk latch into shrapnel. The trunk lid belches open in a whoosh of bubbles. Lenny and Mace kick out, heading toward the lights of the pier.

ON THE SURFACE: Mace breaks the surface slowly alongside the slimy concrete wall. Lenny comes up beside her, spluttering. Her hand goes over his mouth. They are in the inky shadows under a massive bumper made of rail-road ties.

Engelman and Spreg are standing above them, scanning the black water over the barrels of their AKs.

SPREG

Let's get out of here.

They run back to the truck and high-tail it out of there.

Down below, Lenny and Mace are clinging to the pier, chest-deep in the water. They hear the truck pulling away. They let out a big exhalations of relief.

CUT TO LENNY AND MACE walking on the pier, shoes squishing. They leave a shiny trail behind them.

MACE

I can't believe we had to give them
the damn tape.

LENNY

Yeah, me neither. It was one of my
favorites. Me and Faith in a hot
tub on my birthday. I'm going to
really miss it.

He feels around in his jacket pocket. He pulls out the
MYSTERY TAPE... nice and dry in its plastic case. He holds
it up to show a grinning Mace.

LENNY

Are we impressed yet?

CUT TO:

INT./ EXT. FREEWAY AND CURTIS' CAR - NIGHT

7:45 P.M.

Lenny and Mace, still wet, riding in the back seat of
Curtis' car.

CURTIS

(pissed)

I got better things to do on New
Year's Eve than be some kinda damn
chauffeur...

MACE

Hey Curtis? Just drive.

Curtis swears. But he shuts up and drives.

LENNY

Those two guys were cops.

MACE

You sure?

LENNY
It's the walk. Something. Anyway,
they'll run your plates and get
your address. We gotta keep moving.

Mace takes it in. She nods.

CUT TO:

INT. MACE'S HOUSE

Mace comes in the front door and walks straight to the TV,
switching it off. Zander and Cecile are shocked.

CECILE
Lornette, girl... what's going on?

Lenny goes past them and starts grabbing his stuff...
wardrobe bag, playback gear.

MACE
(to Zander)
We're going to aunt Cecile's,
honey. We're going to watch
fireworks from there. Let's go.
Chop chop.

ZANDER
Aw, Mom!

LENNY
Come on Zander. You can ride on my
shoulders. Here you go.

Lenny hoists him overhead and goes out the door. Cecile
catches up to Mace in the hall, just as she is opening a
locked cabinet and pulling out a little .380 auto, holster
and ammo.

MACE
Cecile, get in the car. Now.

CUT TO:

INT./ EXT. STREET AND CIVIC - NIGHT

Sirens pierce the night. Two pillars of fire are visible
blocks away. There are dark crowds of people everywhere.
People on the sidewalks, lighting fireworks. There are
flashes and explosions. It could be a celebration, or a war
zone. Maybe both. Or one about to turn into the other.

Mace is driving, scanning the streets. She has her .380 auto in her hand, resting in her lap. Lenny is riding shotgun, while Curtis, Cecile and Zander are in the back seat.

CUT TO:

EXT. CECILE'S APARTMENT - NIGHT

It is gang territory pure and simple. Blacks and Hispanics. Graffiti everywhere. Burned-out buildings. Lenny sees abject poverty, here. Even so, people are partying.

They pull up to the front of Cecile's apartment building and get out.

There are some homeboys chillin' on the front steps who give Mace the local hand-sign. She returns the sign automatically as she carries Zander past them.

ONE OF THE BOYS

Yo, Mace. Whatup wit you, homegirl?
You never come roun' here no more.

Lenny follows with his wardrobe bag. The homeboys give Lenny the eye as he brushes past them. Mace chills them with a glare.

MACE

He's with me.

CUT TO:

INT. CECILE'S APARTMENT - NIGHT

A small and dingy place. Cecile has done her best to make it a home.

Mace and Lenny go into the kitchen and shut the door.

He quickly sets up his playback deck on the table. He puts on the trodes and pulls the tape out of his pocket. Then he pauses, looking at it apprehensively... knowing that it contains the answer to all this madness.

He puts it into the deck. The deck closes. He punches PLAY.

CUT TO:

INT. APARTMENT/LIVING ROOM - NIGHT

Mace watches Zander lighting bottle rockets with Curtis on the balcony of the apartment... visible through the window. Staccato fireworks nearby sound like automatic weapons, making her flinch. She goes back into the...

KITCHEN. Where she sees Lenny sitting at the table, trodes in his hands. Stunned. Face the color of old cement. Hands shaking.

MACE

Tell me.

LENNY

I can't tell you. You've got to see.

MACE

Uh unh. I won't do it.

LENNY

Mace. I know what you think about the wire. But I'm asking you to do this. It's that important.

Mace sees how serious he is. She nods: OK. He puts the trodes on her.

LENNY

Sorry this has to be your first playback.

He hits play and Mace reacts as the sensory input hits her. She opens her eyes...

LENNY

Keep your eyes closed, or you'll see double.

She bites her lip as the sensation of being another person floods through her.

POV SEQUENCE: We are Iris. Riding in a car. Fixing our makeup in a mirror on the passenger side sun visor. Iris flips the sun visor back up, revealing the moving street. It is night.

We look down, and recognize the dress Iris was wearing when we first saw her, two nights ago. She puts her lipstick into a purse which is belted to her waist. Iris turns her head and we see the driver.

It is JERIKO ONE. He is laughing, talking to someone in the back seat. Iris looks and we see REPLAY, Jeriko's sideman, and another woman, DIAMANDA. They are amorously entwined. Then they are all laughing and passing around a bottle of Jim Beam. The car stereo is thumping loudly.

Iris' POV swings around and looks down, seeing Jeriko's hand caressing her thigh.

She puts her hand on his chest and leans close to him. Jeriko grins, then looks up and swears at a wash of red/blue cop flash.

JERIKO
Shit. Fuckin' Five-O

Our POV swings to the rear-view mirror and we see an LAPD car behind us, with the gumball machine on. A spotlight hits us and we hear a single whoop on the siren. Jeriko pulls over, but they are on an overpass... no shoulder.

COP VOICE
(on bullhorn)
Go to the bottom of the ramp.

Jeriko and Replay are both swearing. He pulls the car down the ramp, stopping on a deserted street in a warehouse district. Our POV looks around nervously. Black shadows and concrete pillars. No-one around. Cars whoosh by on the bridge above but they might as well be on Mars. The car is stopped next to a train yard. We hear the rumble of diesels nearby, the clank of freightcars.

We see the outlines of TWO COPS advancing through the beam of the spotlight, their guns drawn.

JERIKO
(jumping out of the car)
Goddamn, now what you pull me over for? If I was going any slower I'd be parked--

COP VOICE 1 Get down on your knees and put your hands on your head. Now!

COP VOICE 2 Everyone else, out of the car and down on the ground.

Our POV comes up and out of the car. Jeriko is righteously pissed off. He's not following orders.

COP VOICE 1 Put your hands behind your head right now!

He goes along, madder than ever. The cops get Replay down on his knees as well, in the wet gutter next to the curb.

The cops are closer now. We see that they are SPREG and ENGELMAN.

ENGELMAN
(to us)
Put your hands on the hood of the car and don't move.

We exchange a look with Diamanda. Fucking cops. But Jeriko is winding them up. Not giving them the pleasure of the humiliation. You can see it escalating.

JERIKO

I suppose you stopped us cause you had suspects fitting our description in the area, what you're gonna tell me. What was the description? Two black males in a car? Yeah, right, I heard that one before...

As Engelman pulls out Jeriko's wallet, looks at his ID, Jeriko checks name tags.

JERIKO

Well you stopped the wrong black male tonight officer... what is it? Spreg. Officer Spreg. Cause I'm the 800 pound gorilla in your mist, fucker. I make more in a day than you make in a year, and my lawyers love to spend my money dragging sorry-ass Aryan robocops like you into court. Get a man down on the ground with no probable cause. Fuck you!

SPREG

Shut the fuck up!

He kicks Jeriko down on his face. Jeriko hits the ground hard.

DIAMANDA

(yelling)

Leave the fuck off of us, we weren't doing anything...

SPREG

Shut up! Don't make me walk over there.

Engelman shows the ID to Spreg, saying something we can't hear.

SPREG

You're that rap puke? Jeriko One? You're the one getting all the gangbangers to form citizens groups and go downtown... trying to rake the LAPD over a cheese grater?

JERIKO

That's right. And you're gonna be
in my next song, motherfucker, it's
called Robo-Spreg.

Replay starts laughing. Diamanda stifles a giggle. Spreg is white-lipped with rage. Years of frustration coming to a head. Too many disciplinary actions, too many suspensions, too little appreciation of the tough job they do.

JERIKO

It's a song about a cop who meets
his worst nightmare, a nigger with
enough political juice to crush his
ass like a stink bug. You're gonna
be famous.

Spreg looks around the empty street. Looks at Engelman. Down at Jeriko, proned out on the pavement. Replay's laughter in his ears.

SPREG

I don't think so.

And shoots him BLAM! BLAM! Twice in the back of the head. Just like that.

Diamanda screams. Replay tries to roll to his feet. Spreg shoots him twice in the stomach. Replay is screaming. Rolling around, holding his guts.

SPREG

(shouting)

Hey... I don't hear you laughing!

Engelman's yelling something at him we can't hear. Spreg turns, eyes wide with adrenaline.

SPREG

Get the bitches.

Engelman hesitates and then spins toward us. Diamanda is screaming, backing away from Engelman. Spreg shoots Replay four more times.

We spin one-eighty and start to run. Hear shots... BLAM! BLAM! BLAM! Spin back... to see Diamanda dropping to her knees. Engelman shoots her again. Then raises his gun toward us.

We spin away. The world becomes a kinetic blur. The sound of shots. We see puffs of dust on the ground in front of us. Missed shots. We tumble over a guardrail and roll down an embankment... get up and keep running.

Train tracks ahead. Looking back... here come Spreg and Engelman down the embankment, overtaking us. We hear the thunder of a train... spinning again to look forward. Freight-train doing fifty on the nearest track. Almost to us.

We leap forward. Over the track. The diesel roars past behind us. Looking back... a black wall of moving steel. Backing away from it.

We see Engelman and Spreg crouching down... trying to aim through the wheels. Hear the impotent pop of their guns over the roar of the train.

Turning to run again. We see a tiny hole appear in a sign right in front of us with a metallic SPANG. Running and running.

Looking back. No pursuit. Train still rolling by. Can't see the cops. Running, running. Heart pounding and lungs heaving. Sobbing sounds coming from somewhere, seeming to fill the night.

Looking down... one shoe on, one shoe off. Iris' hand takes off the remaining shoe, clutches it to her chest. We move forward into the dark train-yard as--

THE TAPE ENDS.

And Mace sits stone still. Shakes. For a beat. And another. Then she tears the trodes off and throws them across the room, near where Lenny is on the cellular.

LENNY
(into phone)
Hang on. Hang on, Max.
(looks at Mace)
You see?

MACE
I see.
(trembling)
I see the earth opening up and
swallowing us all.

LENNY
Yeah I know.
(into cellular)
So what do we do?

CUT TO:

INT./ EXT. MAX'S CAR - NIGHT

As Max drives along a crowded downtown street.

MAX
(into phone)
Don't talk to anybody. Anybody.
You're invisible. Okay? Just meet
me at Tick's in a half hour. And
Lenny... don't get pulled over.

CUT TO:

INT. CECILE'S APARTMENT - NIGHT

Lenny pushes "End" on his cellular and looks at Mace. The first-time impact of the Squid experience, and the killing of Jeriko, still haunts her. We've never seen Mace scared. But she looks scared now.

LENNY
We got to make another copy of
this. Little life insurance.

MACE
You know what this tape could do if
it gets out.

LENNY
(tucking Glock in his
waistband)
I've got a good idea, yeah.

MACE
People finding out... seeing...
that the LAPD just flat out
executed Jeriko One. Jesus. Maybe
they ought to see.

LENNY
Maybe. But tonight is probably not
the best night. Come on, we're
rollin'.

CUT TO:

EXT. CECILE'S APARTMENT - NIGHT

Cecile catches them on the steps as they are leaving.

CECILE
Lornette, when you gonna stop
laying off everything on me? We
had plans tonight--

MACE
(steely)
Listen to me, little sister.
There's something going on, and
it's very big. Now you've got to
take care of Zander. And stay off
the streets tonight... you hear me
on this?

Cecile gets the message. She nods.

MACE
Curtis. What about you? Do we
understand each other? You stay
put.

CURTIS
Yeah. I'm wit it.

Mace and Lenny go on down the steps to the car.

CURTIS
(to Cecile)
Damn! She worse than you.

CUT TO:

INT./ EXT. CIVIC AND STREET - NIGHT

Lenny and Mace see helicopters circling as they maneuver the dark streets. Xenon searchlights crisscross the rooftops nearby. They see patrol cars passing on cross-streets, lights flashing. It feels like the entire LAPD is looking for them.

Everywhere in the street there are small crowds, street parties in progress. People drinking and firing bottle rockets. The police watch everything.

LENNY
So, let's see, I've got Tran's
goons, some squidhead psycho and
the LAPD all trying to kill me.
Happy new year, Lenny.

MACE
Well, look at the plus side.

LENNY
There's a plus side?

MACE

Yeah. You gave up your hot tub tape to save me. That's real progress for you.

LENNY

It was a tough call.

MACE

I still can't square the psycho smarts of whoever did Iris with those two cops.

LENNY

I don't think those cops did Iris. I think whoever Iris was wearing for killed her.

MACE

Why?

LENNY

To break the trail. If those cops had gotten hold of her, they would have beat it out of her who she was wearing for, and then gone after them too. Our killer is running as scared as we are. Which makes him really dangerous. Judging by how scared I am.

They pull up to the checkpoint; Lenny squirrels into the seat, hiding in the shadows, as Mace flashes her security pass and the cop waves them on.

Lenny lets his breath out slowly.

CUT TO:

INT. UNDERGROUND GARAGE/TICK'S VAN

Lenny and Mace pull in with a SQUEAL of brakes and park the car. Sound of rock music -- some kind of refried psychedelia -- coming from Tick's van down the ramp.

Mace and Lenny get out, approaching the van. Hearing tires squeal, they turn to see Max pull up. He gets out wearing an ill-fitting rental tux. Music louder, echoing in the empty garage, even though the van is shut tight.

MAX

Sounds like Tick's already celebrating.

LENNY

You may be a little overdressed for
this party.

(Lenny pounds on the van
door)

Yo, Tick! It's Lenny. Open up!

Mace slips out her .380, on alert.

LENNY

(knocks again, then opens
rear van door)

Tick, I got to talk to you, man...
oh shit.

Tick's slumped in the back of the van with playback trodes
on his head. He's breathing, but otherwise he's still. Near
lifeless. A cyborg after a power outage. All the equipment
in the van is trashed.

LENNY

(as he starts to examine
Tick)

He's been cooked-off

MAX

Is he dead?

LENNY

No. But his frontal lobes are like
two runny eggs. They put an
amplifier in-line to boost the
signal till it french-fried his
brain.

Mace hits "Off" on the built-in CD player. The sudden
silence is creepy. Lenny gets right in front of Tick's eyes,
shouting at him, at the top of his lungs.

TICK'S POV: We see a roaring blizzard of inchoate static.
Somewhere in the middle of it is a suggestion of Lenny's
face, almost invisible. We hear the tiniest ghost of his
voice, like a radio playing two blocks away.

LENNY

He's totally cut off from the outer
world.

MACE

How long does it last?
(off Lenny's look)
Oh.

MAX

Those two psycho cops are on a slash-and-burn to find the tape and cover their tracks.

MACE

This seems a little sophisticated for them. These are not subtle guys.

MAX

There's more to this whole thing than you think.

LENNY

Whattya mean?

MAX

All I'm saying... you don't know how high up the food chain this thing goes. I've heard stuff.

LENNY

What stuff?

MAX

Smoke. Rumors. I've heard stuff about a death squad. A group a guys loyal to the hardline school. Guys that've had too many years of city hall and the review boards and the goddamn media pissing down their necks, suspending cops right and left, tying their hands... while outa the other side a their mouths these same people're squealing save us, save us, do something you fucking morons, crime is totally out of control.

Lenny takes this in. All the fight goes out of him. This is just too overwhelming.

LENNY

Jesus.

MAX

Yeah. So don't walk near me in public, alright.

LENNY

Thanks, buddy. See... things weren't bad enough. They weren't fucking bad enough!

MACE

The only card we have to play is the tape. You know, we get it to the media somehow...

LENNY

Yeah, right, blow it open.

MAX

(interrupting)

Mace... no disrespect... but you run this on the 11 o'clock news, by midnight you got the biggest riot in history. They'll see the fucking smoke from Canada.

LENNY

Okay... what about Strickland?

MAX

No. Bad idea.

MACE

Who's Strickland?

LENNY

Deputy Commissioner Palmer Strickland. The sanctimonious prick who busted me out. His ass is so tight when he farts only dogs can hear it. I know this guy. If there's one cop who's not dirty it's him.

MAX

Listen to me, Lenny... stay away from cops. All cops. You have no way of knowing who you can trust.

Mace looks from one to the other with a growing expression of outrage.

MACE

So you're saying we just pretend it didn't happen? It happened! The LAPD executed one of the most important black men in America! Who the fuck are you to bury this?!

MAX

Fine. Do you want blood running waist deep in the storm drains?

The gangbangers'll spread like a wave through this city and burn it to the ground. And when the fires start the street cops'll be capping off at anything that moves. It'll be all-out war and you know it.

MACE

Yeah, well maybe it's time for a war!

MAX

You really want that on your head?

LENNY

Hey, Max, Mace... whoa... time out.

MAX/MACE

(together/annoyed)

What!?

LENNY

Whoever killed Iris did Tick. It's the same sick wirehead shit. Same reason... to burn the trail. If Faith knows anything about this, and I think she does, then she's on the list. So... who's driving?

CUT TO:

EXT. RETINAL FETISH/ALLEY - NIGHT

Roadies are loading out gear through the back doors of the club into a van in the alley. Lenny and Mace ENTER FRAME and we follow them between the roadies, going through the doors into...

INT. RETINAL FETISH

A grungy black corridor. The thunder of music gets louder with each step as Lenny and Mace walk down the corridor with purposeful strides.

Through chainlink partitions and banks of dark equipment, Lenny catches glimpses of the stage. He can see Faith in a blue-white spotlight. She is a whirling dervish, convulsing with the divine madness of her music. Beyond her, beyond the lights, in the gloom... Lenny can just see Tran and his entourage. Dressed in tuxes, they look out of place... clearly on their way somewhere else as the evening progresses.

Faith whirls to a stop as the band crashes in a final downbeat. The spotlight goes out and the set is over.

ON TRAN, clapping. Watching.

NEARBY, Max arrives through the crowd, scanning for Tran... spotting him.

BACKSTAGE... FAITH, bathed in sweat, walking along a dark corridor backstage. WE TRACK WITH HER, as she walks through the shadows, like a fighter returning from the ring, soaked and breathing hard.

A HAND shoots from a black doorway and covers her mouth, pulling her into the shadows. Terrified for a split second... before she recognizes that it is Lenny. He pulls her into the room and closes the door. It is Tex Arcana's VJ control room, full of monitors and constantly changing graphic images. Tex is not there.

FAITH

Lenny! Jesus! You scared the Hell
out of me.

Faith sees that Mace is standing there, in the shadows, waiting. She turns back to Lenny with a frown.

FAITH

What's going on?

LENNY

Faith, we know about Jeriko. Iris
made me a copy of the tape.

FAITH

Oh God, Lenny. I was trying to keep
you out of this.

But she seems relieved now that he knows, now that there is someone to talk to.

LENNY

How did it happen? What was Iris
doing riding around with Jeriko
wearing a wire?

FAITH

We should talk alone.

LENNY

No. Mace is in this.

MACE

Tell us.

FAITH

Tran's gotten obsessed with playback, a total wiretrip junkie. And he's such a control freak, he's been having people followed, videotaped... recording his business partners' calls. Wiring up people left and right.

CUT TO:

INT. CLUB/MAIN FLOOR

Tran looks at his watch and gets up from the table, impatient.

TRAN

Let's go get her. We're late.

Max shows up suddenly, right in front of him. Stopping him.

MAX

Tran, listen. I was wondering how you want me to work it tonight, down at the Bonaventure. You want me downstairs at the party or upstairs at the suite? Where you going to be, mostly?

CUT TO:

INT. TEX'S ROOM

While Max stalls, Faith talks.

FAITH

Tran and Jeriko weren't getting along. He was afraid Jeriko was getting ready to dump him, but he wasn't sure, so he started with the surveillance. A couple nights ago he wires up Iris and sends her and the other girl, Diamanda, over to Jeriko's table.

CUT TO: TWO NIGHTS AGO, Iris, wearing a wig, leaves Tran's table with Diamanda and moves toward... a booth in the Retinal Fetish where Jeriko One sits with Replay. Iris stands over Jeriko for just a moment. Then he nods, smiles a little, and moves over to make room for her in the booth right next to him.

FAITH

That night Iris calls up, freaking. She comes over and Tran watches the tape. He just loses it. He can't believe the disaster she's gotten him into. He's terrified the cops will beat it out of her who she was working for, and come looking for him.

CUT TO: TRAN'S LOFT as a tear-streaked and frantic Iris is telling Tran about how the cops tried to kill her (we don't hear). Tran backhands her furiously, his face thin-lipped with rage. She crumples to the floor, sobbing. Tran keeps looking at the squid tape in his hand like it's poison.

LENNY

Kinda guy you can count on in a pinch.

MACE

Why didn't he just go public with the tape? Save himself that way.

CUT TO: An image of Tran burning the squid tape. It blazes in his hand and he hurls it into the fireplace like a venomous snake.

FAITH

The scandal would wipe him out. If it got out that he had his own artists under surveillance... he'd lose all his other acts. He'd be over.

Now we see Tran, more composed, comforting Iris. He wipes at her tear-streaked face. Hands her a wad of bills.

FAITH

So finally he gives Iris some cash and tells her to check into the hotel under a wrong name till he figures out what to do.

LENNY

Yeah... he figured out what to do all right.

FAITH

You think Tran killed her?

LENNY
The killer knew right where she
was. Because he put her there.

FAITH
What a nightmare.

CUT TO:

INT. MAIN FLOOR

Tran impatiently gestures to Corto.

TRAN
Go get her, Joey. Stupid bitch.
(to Max)
We'll talk about this later.

CUT TO:

INT. TEX'S ROOM

Mace is getting the sixth sense feeling that seconds count.

MACE
Come on. We're out of here.

Lenny gets close to Faith, taking her face in his hands.

LENNY
Leave here with me, right now.

Mace sighs heavily, rolls her eyes toward the ceiling. Faith considers her options. Then she smiles at him.

FAITH
Okay, Lenny. My guardian angel.

Faith hugs him, and he clutches her. Mace locks her jaw and looks away. This is hard for her.

CUT TO:

INT. CORRIDOR

Mace leads the way, with Lenny following, gripping Faith's hand like Orpheus leading Eurydice out of Hell. They push through shapes of people in the thundering dark corridor. Half-lit, in alcoves, far-gone wireheads loll in semi-consciousness. Faith looks back and sees:

TRAN'S POSSE rounding a corner... spotting them. They start shoving through the crowd like juggernauts, knocking protesting people out of the way.

Mace, Lenny and Faith break into a run, pounding down the corridor.

Behind them, Duncan leads the charge. Suddenly TEX ARCANA shoots into the hallway, intentionally blocking their path with his wheelchair. Duncan crashes over him, toppling the chair, and they both sprawl to the floor. Vita, Beemer and Corto go around the sprawl.

Tex, like many legless men, has incredibly strong arms. Lenny looks back to see him pounding Duncan's head against the floor...

TEX
Teach you...
(pound)
to mess with...
(pound)
a helpless cripple!

Lenny et al reach the main floor of the club where they shove through the buffeting crowd amid strobe-flashes and a wall of sound.

Behind them we see Corto and Beemer hurling partiers aside, cutting a swath, while Vita moves like a mongoose through tall grass. Mace drops back, going tail-end-Charlie... her bodyguard mode kicking in.

ON LENNY AND FAITH, charging through the jostling crowd, Lenny is looking back, then he looks ahead and...

TRAN is right in front of him. In the whirling shapes and colors of the crowd, he is an island of composure in a white tux. He holds a glass of champagne in one hand, the bottle in the other. In one lightning-fast move he uppercuts with the bottle, clipping Lenny under the jaw. Faith screams as Lenny staggers. Tran swings again, smashing the bottle over the back of Lenny's head. Lenny sprawls on the floor amid champagne foam and glass.

Lenny, blood flowing in his eyes, rises blearily to see Faith being pulled away by Tran, who has her arm twisted viciously behind her back. They go around a chain-link divider and double back, heading for the exit. Lenny staggers to the chainlink, sagging to his knees again as Faith passes within a few inches of him. He slips down the chainlink, into unconsciousness, as her image is lost in the pounding darkness.

Mace gets to him through the crowd, and then whirls like a cat as the Posse arrives. She stands guard over him like a rabid dog, her .380 auto straightarmed and covering them expertly. Corto eyes her with hatred.

The stitches on his nose and the bruised swelling are a reminder of his last run-in with her. He backs off.

CORTO
(to the others)
Not here. Lets go.

They back off, fading into the crowd... catching up with Tran at the exit.

Mace watches them recede. Then she bends to Lenny. Max arrives a moment later and they lift him to his feet.

CUT TO:

EXT. RETINAL FETISH/ALLEY - NIGHT

Max and Mace support a semi-conscious Lenny, hustling him to the car. As they are putting him in the car, TWO LAPD OFFICERS come through the crowd, eyeing the bleeding Lenny.

MAX
Everything's cool. Too much to drink.

Lenny picks this moment to slump sideways, falling half out of the car. The squid tape of the Jeriko kill falls out of his jacket pocket and clatters to the pavement. Mace's eyes go wide. The boot of one of the cops is inches from it.

MACE
Yeah, uh... he slipped on the stairs. We're taking him to emergency.
(to the nearest cop)
Excuse me.

The cop steps back, giving Mace room to push Lenny back up in the seat. She surreptitiously kicks the tape under the car, over to the driver's side.

COP
Go to Cedars. It's closest.

Mace nods and goes around the car. Max starts asking them questions and the cops turn away, distracted. She picks up the tape and gets in. Closes the door. Let's out a big breath.

CUT TO:

INT. PARKING GARAGE/BONAVENTURE HOTEL - NIGHT

A line of expensive cars waiting to valet park. Tran's limo jumps the line and swoops up parallel to the elevator doors. The posse get out, scowling at the valet who swallows his protest. Tran emerges, helping Faith out with a firm grip on her arm which he does not release as they head for the elevators.

They push through a group waiting for an elevator... men in tuxes, women in gowns and diamonds. The elevator opens and Tran's entourage sweeps inside. Beemer and Duncan block any civilians from entering.

INT. ELEVATOR

They ride in silence a moment. Faith is pale, her jaw clenching. Tran has her arm in a tight grip. There is a march-to-the-gallows feel about the moment.

FAITH

Well, I'm certainly in the mood for
a party.

TRAN

(to Wade)

Take her up to the suite.

(to Faith)

Have a glass of champagne... or
six... I'll be up in a while to
help you ring in the New Year.

FAITH

I live for the moment.

The elevator doors open, revealing...

INT. FOYER AND BALLROOM

The heart of the MILLENNIUM L.A. New Year's ball. A glitterati event in full swing. Red carpet, minicam lights and paparazzi. Limos pulling up outside four deep. Movie stars rubbing elbows with politicians, music movers and shakers chatting with city hall types. This is a party to celebrate the millennium, sure, but its main function is to celebrate the celebrants: if you're here, there's no need to be anywhere else. There is a heavy police presence, as well as lots of private security.

Tran exits the elevator with Vita Minh, Joey Corto and Duncan. They wedge through the crowd, Tran smiling. Nodding to people he knows.

CUT TO:

INT. CECILE'S APARTMENT - NIGHT

Lenny is in a chair in the kitchen, listening to Max on the cellular. He is holding a dish-towel full of ice cubes on his scalp. It is soaked with blood and his Armani jacket and silk shirt are spattered. Mace lifts the ice pack to check that the bleeding has stopped.

MACE

You are a pussy-whipped sorry-ass
motherfucker, you know that?

She slaps the ice pack back down.

LENNY

Owww!! Take it easy.

(to phone)

Uh huh. So where are they now?

CUT TO:

INT. BALLROOM/BONAVENTURE HOTEL

TIGHT ON MAX, leaning against a pillar. He looks over his shoulder, around the column.

MAX'S POV: through a dense throng of glitterati we see Tran and his entourage seated at a table, holding court with music types and politicians.

MAX

He's got her up in the room, under guard. And he's still working the party... acting smooth like nothin's nothin'. So buddy... I say we work a trade.

LENNY (V.O.)

What do you mean?

MAX

Give him the tape. See? It's fucking brilliant! The tape for Faith. I know he'll go for it. I can set it up.

LENNY (V.O.)

This is what we laughingly refer to as a plan, right?

MAX

Come on! If he gives us any shit, we kill 'em all. Whattya say?
(same old Max)

Just get your butt down here. If I'm not at the shindig downstairs go to the room. It's 2203. You writin'?

CUT TO:

INT. APARTMENT

On Lenny, at the table. He dabs his finger in the blood on the ice pack and writes the number on the table top.

LENNY
2-2-0-3. Got it. Stay on her.

MAX (V.O.)
I intend to.

Lenny punches END. Mace looks at the number written in blood on the white formica. Her eyes ratchet up, boring into Lenny. Not noticing, he gets up, still woozy, and staggers to his wardrobe bag across the room.

LENNY
Okay, we gotta get over there.
(opens the bag)
Can you borrow a dress from Cecile or something--

MACE
I'm not going.

LENNY
Whatya mean? We're going! Tran's gonna do her right there unless--

MACE
Lenny... shutup. Just park your mouth and listen. It's a set-up. Think about it! Why's he been sending you tapes? To freak you, get you to rush in without thinking. Then they put one in you, put one in her, put the gun in your hand... crime of passion. This guy's bent enough to think of that.

Lenny nods, hearing what she is saying.

LENNY
That sounds right.
(but it changes nothing)
I'm going.

He reaches into his wardrobe bag... pulling out the box of "Faith" tapes and setting it aside, then pulling out the suit. Mace's frustration explodes as anger.

She grabs his shoebox full of tapes. Holds them up to him.

MACE

You gonna get yourself killed for this? This toxic-waste bitch!

She dumps the box of tapes on the floor. She starts stomping on them with one heel, crunching several into junk.

LENNY

What the fuck are you doing?!

Lenny freaks out and scrambles to pick them up, trying to stop her, push her away. They struggle for a pathetic, tragic moment.

Mace snaps. She grabs him by the lapels and swings him around, slamming him back against a wall.

MACE

Lenny! This is your life, Lenny! Right here. Right now. This is realtime... not playback. Real... time. Time to get real. Understand what I'm saying... she doesn't love you. Maybe she did once, I don't know, but she doesn't now. These are used emotions. It's time to trade them in.

Mace's tone becomes more gentle. We see that her outburst is, beneath it all, coming from a place of compassion.

MACE

Lenny, memories were meant to fade. They're designed that way for a reason.

Lenny seems to crumple. He knows he has to let go. But it is so painful.

LENNY

Have you ever been in love with somebody who didn't return that love?

Mace gives him a look like, jeez Lenny, are you dumb sometimes.

MACE

Yeah. Lenny. I have.

LENNY

It didn't stop you from loving them. Right? Or understanding them, or being able to forgive them...

MACE

I guess.

LENNY

And it didn't stop you from wanting to protect them. Did it?

MACE

No. It didn't.

Lenny's eyes are brimming with tears. He makes no attempt to hide it... doesn't brush them away.

LENNY

I worked Vice, Narcotics... Violent Crimes... and I saw every known depravity. I was lost, Mace. In outer darkness. Then I busted this strung-out little teeny-hooker. When I met Faith she was just another runaway giving twenty dollar blowjobs to buy crank. Another lost soul.

MACE

You never told me.

LENNY

But she was different. There was a light in her eyes... and she had this voice. It was scary, all that pain coming out of that little body. Like she could take all the hurt and rage of the entire world and lift it up to heaven in one voice. I helped her. And I promised her that I'd always be there... to protect her.

(long pause)

See? It's not about what's in her head. It's what's in mine. I can't let go of the promise. It's... like... it's all I have left.

MACE
No, it's not.

Mace takes his face in her hands. She kisses him lightly on the cheek, where the tear-track is.

MACE
Come on, Lenny. Let's go to a party.

CUT TO:

EXT. STREET AND BONAVENTURE HOTEL - NIGHT

11:07 P.M.

IT IS THE MOTHER OF ALL PARTIES. IN AN AERIAL SHOT we see there must be 100,000 people jamming the closed streets of downtown L.A. Arc lights sweep the sky. There are two outdoor bandstands, with live music pounding. There are lasers, strobe-lights. People are literally dancing in the streets... if they can move at all. Huge projection video screens are set up all over the place.

LA is connected to other cities all over the world by satellite, sharing in the celebration in different time zones. The excitement has been building all evening as midnight sweeps across the country toward the West Coast. It looks like a U2 concert 10 blocks long: a multimedia blow-out.

Madness in the streets. And Lenny and Mace are stuck in it. The Civic can't move in the middle of this millennial Mardi Gras. People swarm around, pounding on the Civic as they go by, or press their faces against the glass. It may be the party of the century, but it looks like the middle of a third world revolution.

MACE
That's it. Let's bail.

And she's out of the car, leaving the keys, ignoring the protesting horns behind her. And we see that she's wearing a short black cocktail dress. Lenny comes around the car, through the wild crowd. He's in his other suit. Snappy.

Mace unselfconsciously hikes up her dress and slips her .380 auto into a holster velcroed to her leg. She pulls the dress down and you can't see the gun, hidden between her upper thighs.

In fact, it looks like she couldn't be concealing a quarter anywhere on her body. The dress is cut low at the top and high at the bottom, showing plenty of muscular legs.

High heels doing great things for her calves. Her braids now loose and full, like a mane.

Lenny glances at Mace and does a double take. He is caught by a sudden realization:

LENNY

Mace... you're a girl.

MACE

Good, Lenny. I can see why the detective gig didn't work out. Come on.

They push their way through the swirling mass of humanity. Mace moving like a wedge, security training coming to the fore. The whole street is vacuum-packed with people. Filled with cars deserted in the general euphoria, an unparted Red Sea of man and machine.

They will move through the various strata of society as they work their way in to the party's inner sanctum. It is like all of LA, from poorest to richest, compressed into a few square blocks. There are cops everywhere. Cops on motorcycles, cops in cars, cops in riot gear.

Lenny scopes out the security at the front entrance... metal detectors, cops... plus you have to have a 500 dollar-a-plate ticket.

LENNY

Got your ticket?

MACE

No. They must have sent it to my beach house by mistake.

Lenny motions toward the back of the hotel and Mace follows. They pass a uniformed cop who is standing thirty feet away, his back to them.

REVERSE ANGLE: It is SPREG. His black eyes scan the crowd.

CUT TO:

INT. HOTEL KITCHEN

ON LENNY AND MACE moving with purpose through the vast steaming factory of the kitchen where a thousand dinners are being prepared. They are ignored by the bustling staff.

CUT TO:

INT. HOTEL BALLROOM

Lenny and Mace emerge from a service door into the glitterati crowd, heading into the ballroom.

They scan the room.

LENNY
You see Tran?

MACE
Uh unh.

Lenny whips out his cellular and recalls Max's number. He hears the phone connect. It starts to ring.

LENNY'S POV... as the crowd parts for a moment. He sees PALMER STRICKLAND talking to a city-hall type. Lenny turns away before Strickland sees him.

LENNY
(to the ringing phone)
Come on, Max. Come on, buddy...
(two more rings)
Damn it.

He looks around now. Starting to feel the creeping edge of panic. No Tran. No Max.

LENNY
Alright. We're going up.

MACE
And do what? Take on his whole posse?

LENNY
I still got one ace to play. Tran's got what I want... and I've got what he wants...

Lenny pulls the Jeriko tape out of his breast-pocket and holds it up. Mace just stares at him completely outraged.

MACE
That's the original. There are no copies.

LENNY
(not getting it)
Exactly. That's why it's a make-able deal.

Mace gets very, very close to Lenny, and her voice drops to an odd, cold... lethal-sounding... growl.

MACE

Look. That tape is a lightning bolt from God. It's worth more than you, more than me, more than Faith. You understand? It can change things. Things that need changing before we all go off the end of the road. And you do not have the right to use it for currency.

(Lenny's eyes are wide)

You go... you go alone. This is where I draw the line. I care about you Lenny... a lot more than you know... which makes us both pretty stupid. But you pawn that tape, you mean nothing to me.

Lenny doesn't know what to say. Tough choice. He clenches his jaw...

And turns away. He strides into the crowd, heading for the lobby and the elevators.

ON MACE, watching him go. Wanting to run and stop him. But she's said what there is to say. She turns away, desolate and churning with emotion. The moment lengthens as she wrestles with it. You see her fury, her sadness... and her protective instincts. Her resolve fails her. Ultimately, she must protect him if she can.

MACE

Ah, hell. Lenny--

She turns, running toward the lobby. And... BOOM. Slams into him. He came back.

Lenny takes her hand and puts the tape in her palm. Closes her fingers on it.

LENNY

See that guy?

(pointing)

The one with the ramrod up his ass.

That's Strickland.

Mace follows his look to Strickland, across the room.

LENNY

Take it to him.

MACE
A cop? You want me to trust a
cop?!

LENNY
No. Trust me.

He unclips his playback deck from his belt and hands it to her.

MACE
(nodding slowly)
Oh boy.
(she takes a deep breath)
What if you're wrong?

LENNY
Then we'll be right where we are
now.

MACE
Yeah, right. Fucked.

CUT TO:

INT. BONAVENTURE ELEVATOR

It is a glass-cage scenic elevator, running up the outside of the building. 10th floor. The last passengers step out. When the doors whoosh closed and Lenny's left alone there's only the sound of Muzak Christmas carols. The elevator rises, the lights of LA spread out below. He is hyperventilating.

CUT TO:

INT. HOTEL BALLROOM

Mace threads her way past tables circling a dance floor full of dancers and makes her way through celebs air-kissing each other.

But as she gets near Strickland's table, he stands up and excuses himself. He starts toward the men's room. And Mace follows him.

CUT TO:

INT. MEN'S ROOM/HOTEL

A few guys in tuxes tending to themselves. Strickland enters, crossing to a urinal. He unzips.

Mace steps up beside him. Guys behind her looking on, slack-jawed. Mace pays no attention to them. Strickland, stern and flinty-eyed, raises one eyebrow.

STRICKLAND

Yes?

She puts the playback deck on top of Strickland's urinal. He scowls.

MACE

There's a tape in there you need to see. I mean right now.

While she is looking at Strickland, a young LAPD OFFICER comes out of a stall, and goes to the sink. He glances in the mirror at Mace.

STRICKLAND

If it wasn't New Year's Eve, I'd arrest you for possession of illegal equipment--

MACE

(interrupting)

Just look at the tape! You want to know who killed Jeriko One? Go in the stall right now and hit Play.

The young cop steps up behind her.

YOUNG COP

Sir, is there a problem here?

Mace turns. Oh shit. She backs away from them.

MACE

Damn! I knew it--

Strickland motions with his eyes and the cop grabs for her. Mace twists viciously out of his grip, knocks him down and vanishes out the door.

STRICKLAND hefts the recorder, pondering it. His expression is opaque.

CUT TO:

INT. HALLWAY/BONAVENTURE HOTEL

Lenny comes out of the elevator. Standing at the corner, where he can watch the elevators and the corridor, is Wade Beemer. Lenny doesn't break stride.

Just walks toward Beemer. He's not afraid anymore. He's pissed off. Beemer moves toward him.

LENNY

Now, Wade, can we talk here, like
two human beings--

We think he's starting the usual negotiation. But when he gets in range he lets fly with a line-drive right, straight into Beemer's face. We're talking a John Wayne haymaker punch. He staggers back, surprised and dazed, and Lenny knees him right in the gut as hard as he can.

He drops to his knees, sucking wind. Lenny draws his Glock and puts it behind Beemer's ear, pulling a pair of handcuffs off his belt. Okay, we're starting to believe he might have been a cop once.

LENNY

It's not personal.

CUT TO:

INT. BALLROOM

Mace, moving fast as she can through the crowd and past the tables when...

... she's grabbed by DUNCAN. He gets her in a good tight come-along. Like any good security person, the hold is not so obvious that the party around them is disrupted. VITA MINH steps up next to her, closing ranks.

MACE IS WALKED around behind the bandstand. Joey Corto walks up to her, looking mean and smug.

Mace twists one hand free and snaps it out in a blur. Her open palm breaks Corto's nose with an audible crunch. Corto screams and grabs his face.

CORTO

Aw, not the fucking nose!!

She slams her foot down on Duncan's instep and snaps her head back simultaneously in a reverse head-butt. He keeps the hold. Mace drives her free hand back into the approximate position of his nuts. Even though Duncan looks like he bench-presses Buicks, this has the desired effect.

Mace jerks away from him, shoving him back through a buffet table. Vita draws a knife in a lightning move but...

Suddenly Mace is standing there with her dress hiked up and her pistol straight-armed, with the muzzle right in her face. Vita says the smartest line of the night.

VITA

Hey, enjoy the party.

Mace spins and sprints through dumbfounded glitterati, her gun innocuously tight to her side. She spots a red "Exit" sign above a fire door and goes through.

CUT TO:

INT. STAIRWELL AND PENTHOUSE/BONAVENTURE

Lenny closes the stairwell door, giving us a quick glimpse of Beemer handcuffed to the steel railing. Lenny moves down the empty corridor.

He approaches suite 2203. The door is ajar. Always a bad sign.

CUT TO:

EXT. STREET - NIGHT

Mace finds herself back in the millennium madness, among the street crowd who don't even notice her. She holsters the gun and moves away from possible pursuit. The sky explodes with purple light as huge fireworks go off overhead. A crack like thunder follows. Then more flashes.

The countdown to midnight has begun. The party is building to a crescendo. It seems to have a surreal, nightmarish quality. She passes a MIME in a clock suit, who keeps adjusting the hands closer to midnight.

CUT TO:

INT. SUITE 2203

As Lenny enters the suite. It is very quiet. Dark.

Lenny's heart is pounding. He moves through the luxurious suite, gun in the low-ready position.

Lenny can barely breathe from the tension. He notices that one balcony door is open. The roar of the crowd comes in like the sound of surf from far below. Fireworks explode across the sky, and the cheers sound like distant screams of slaughter.

His feet crunch on broken glass... a shattered champagne bottle. A lamp is knocked over.

He reaches the door to the bedroom and looks in. The room is empty. The bed is unmade, the bedspread and sheet pulled off. This isn't right. None of this is right.

CUT TO:

EXT. STREET PARTY/HOTEL

Mace is scanning warily as she circles the hotel, looking for a way back in. She turns and sees ENGELMAN in the crowd, not twenty feet from her. He is looking right at her. Not recognizing her for a moment. Then... he realizes who she is.

He starts toward her and Mace pushes people out of the way, breaking into a run. Engelman charges after her, pulling out his rover to call Spreg.

CUT TO:

INT. PENTHOUSE/BONAVENTURE

Lenny looks back at the living room. Suddenly he notices something on the coffee table. It is an envelope, with NERO hand-printed on it. He is drawn to it, hypnotically. He opens it...

... and with a nightmarish sense of destiny a SQUID TAPE falls out into his hand.

CUT TO:

EXT. STREET - NIGHT

Now both Spreg and Engelman are stalking Mace through the crowd. Spreg catches a glimpse of her running and he charges after her, like a bull, with his gun drawn. He hammers through anybody that gets in his way.

Mace kicks off her high heels and goes flat out, an Indian runner.

Sprinting through the crowd, she sees an apparition ahead of her... a guy wearing Death's Head make-up and a black shroud, carrying a huge cardboard scythe in one hand and a doll (New Year's Baby) in the other. Death watches her pass.

CUT TO:

INT. PENTHOUSE/BONAVENTURE

LENNY, moving as if he's in a trance, puts the trodes on his head. TIGHT ON THE PLAY BUTTON as his finger punches down.

IN POV we approach room 2203. It is the familiar monochromatic vision of the killer. Our hands open the door quietly with a keycard. We enter the suite.

Some of the lights are on. We see Faith out on the balcony. Watching the sea of madness below. She comes back in, carrying an empty champagne glass. She grabs a bottle off an end-table and up-ends it. Empty. She hurls it across the room, and it shatters against the wall.

We approach her, standing with her back to us. Closer. Only a few feet now. She whips around, startled. Gasping loudly. But then... she recognizes the wearer.

FAITH

Oh. I didn't hear you come in.

THE RECORDING STOPS, in a blast of static. Lenny jerks at the discontinuity in the input, he is so keyed up.

THE RECORDING RESTARTS: A new image resolves out of static. Faith is pushed roughly down on the bed. We climb onto the bed, straddling her, and she gasps. We turn her onto her back.

She has been blindfolded. The Wearer goes SSSHHH. A warning. Like the hiss of a snake. Our hands seize her wrists and handcuff them one by one to the iron frame at the head of the bed.

The hands go out of sight and then reappear holding a set of trodes. They are placed on her head... the spidery gecko-hand device almost disappearing in her black hair.

LENNY'S guts have turned to water. He is shaking his head in horror...

LENNY

No, no, no...

IN POV we see one of our hands come up holding the yellow plastic razor knife. The blade clicks out to its full length.

Our hands reach down and slowly slit her dress open, starting between her breasts and going down out of sight. She groans, squirming away from the cold knife. The killer's hands open the material, exposing her white body, which in his peculiar vision is pure ivory. The knife deftly cuts off her panties.

We unbuckle our pants and reach for her, grasping her hips, pulling her to us.

ON LENNY, gagging. Overcome by revulsion and horror, mixing obscenely with the pleasure flooding into him from the tape.

BACK TO POV as we pull our belt out of the belt loops of our pants and wrap it around Faith's neck. Faith begins to pant in tiny rapid breaths. We tighten the belt slowly.

LENNY tears the trodes from his head. He clutches his stomach, gasping for breath. Carrying the playback deck, he staggers into the bedroom... to the bed. He stares wildly around the room.

One whole wall of the bedroom is mirrored. In the mirror he spots a shape, on the floor beyond the bed. It is covered in the bed sheet, but it is clearly a human form, propped up against the wall on the far side of the night stand. He missed it in his earlier look from the bedroom door.

Lenny moves around the bed and reaches down to the foot of the figure, grasping the edge of the sheet with a trembling hand. With horrified apprehension he pulls on the sheet.

It reveals the head and upper body of... Tran Vo.

The last thing he expected. Lenny leans close and sees that Tran is breathing shallowly, but his eyes are vacant. He looks like Tick did.

Lenny sits on the bed and puts the trodes back on. The fireworks and screaming outside sound like some nightmarish war, like the sound of the world coming to an end. But all Lenny cares about is what's on the tape. He hits PLAY.

THE POV CONTINUES where it left off. Faith's body lurches with the Wearer's thrusts. His hand tightens the belt.

Lenny feels the climax building.

Faith's body shakes as the killer comes... she cries out herself, in pain... or is it? The killers hand releases the belt. We see Faith gasping for breath and moaning.

Suddenly the POV whips sideways to the mirrored closet doors along one wall. In the mirror is a reflection of the bed and on it Faith. And on her...

... MAX.

Pants down, her legs pulled up around him. They are both gasping for breath, spent, following their shattering orgasms. He runs his hands over her sweat-slick belly.

LENNY is stunned beyond his power to imagine. He does not have the strength or the will to stop the tape.

IN POV Max's hands remove her blindfold. She looks right at us, still gasping with the aftershocks of her pleasure. Max's hands undo the handcuffs, freeing her. She reaches for us, her eyes glittering with sated lust. We slump forward onto her, and her face fills the POV.

FAITH

I love you.

Lenny is reeling with these revelations. His best friend is the killer. And the woman he loved loves him. But the tape is not over...

THE POV CONTINUES as Max's eyes whip around in response to a sound behind them. The bedroom door is opening. Tran is standing there, stunned. Maybe the first time he's ever been surprised in his life. What a way to start.

Like lightning we are off the bed snatching our .45 from the night stand and whipping around... putting the muzzle right in Tran's face. We pull him roughly across the room, too stunned to resist.

TRAN

You're going to die, you're both
going to fucking die.

We slam him back against the mirror wall and jam the muzzle of the gun right in his mouth: a deadly gag. Using the gun we push him down until he is sitting on the floor with his back to the mirror.

Our eyes whip to Faith. She is freaking out. We see Max's reflection in the mirror as he talks to her, talking fast.

MAX

This piece of puke hired me to kill
you, baby. Do you believe that?
Isn't that right, Tran? You
pinhead.

FAITH

Oh my God. I don't believe this is
happening.

MAX

Believe it. Now bring me the
trodes, baby. Come on, quick.

FAITH

What're you going to do?

Still in a kind of stupor, she hands him the trodes. Max puts the trodes on Tran's head, then pulls something out of his pocket. It is a booster box. He plugs it into the deck. He takes the gain control and cranks it all the way up. He's setting up a cook-off. Tran's eyes go wide when he figures that out, starts to splutter.

FAITH

You can't just... kill him.

MAX

I'm not. Just a little poach job.

FAITH

Jesus.

MAX

Hey, he was going to kill you. And this ratfuck paid to have Iris killed, to save his own sorry ass.

Tran freaks at that point but Max jams the gun deep into his throat, up to the trigger guard, choking off his words.

MAX

You shut the fuck up, right now, I'm gonna pull this fuckin' trigger!

K-BANG! Faith shrieks, thinking Max shot him. But it's just the start of the fireworks outside (remember all this has already happened relative to Lenny entering the suite).

MAX

Look, baby, it's now or never... the guy is a known input junkie, so a little OD won't surprise anybody. It's the only way we can be together. You know it's true.

FAITH

My God.

We don't know if her reaction is to the horror of what is about to happen, or to the realization that she has the capacity to let it happen.

MAX

Here's how much I love you, baby.

She stares, transfixed, as Max reaches for the deck. He punches PLAY.

Max puts his hand over Tran's mouth to muffle his screams as the input hits his brain like a screaming chainsaw of static from Hell. The screaming outside, the pandemonium, give the moment a special madness.

The POV turns, looking out the window... staring fixedly at burst after burst of brilliant fireworks. Like the fireworks inside Tran's head.

THE TAPE ENDS.

Lenny takes off the trodes. He is wrung out, drenched with sweat. We see that there is a figure standing in the doorway behind him. Lenny turns, not surprised to see Max there with his .45 aimed at Lenny's chest. Max's surgical gloves look incongruous with his tux.

MAX

Don't make any assumptions about
our friendship, Lenny.

Lenny stands up, slowly.

LENNY

No. I suppose not. I didn't know
you were colorblind, Max.

MAX

Only way I could stand your ties.

Max moves up to him cautiously, and takes the Glock out of Lenny's waistband.

MAX

I'll have that. Glock 22. Nice.

LENNY

Where's Faith?

MAX

I sent her to the party. I figured
I'd wait up here until you killed
Tran.

LENNY

What makes you think I'm gonna kill
Tran?

Max looks out the window at the fireworks. Waits for a flash, knowing that the bang will follow. Keeping his own .45 on Lenny, he aims Lenny's Glock at the catatonic Tran. BLAM! One right into Tran's forehead. The crack of thunder from the fireworks masks the sound.

MAX
You just did.

LENNY
Jesus!

MAX
You know, statistically that's the second most common word people say right before they die. Shit being number one.

Max sticks Lenny's Glock in his waistband, keeping his own .45 trained on Lenny. Lenny knows the next bullet is for him. He does what he does best... talk.

LENNY
So... I killed Tran. Then you ran in, being on his payroll, and shot me.

MAX
That's pretty much the way it happened.

CUT TO FAITH in the living room, moving silently up to the edge of the door frame. She looks through the crack between the door and the jam. Her POV: Max with the gun on Lenny.

LENNY
Wait a minute. Now I'm remembering. I killed Iris too, didn't I?

MAX
That's right. They'll find the original of her snuff clip in your apartment. The one I left for you at the club was a copy.

LENNY
Was I a really busy guy? Did I do Tick too?

MAX
You bet. Did you like it?

Lenny drops the cutesy role.

LENNY
So why Max... why d'ya have to do Iris? She never hurt anybody.

CU FAITH, reacting to this.

MAX

Picture it... I feel like I gotta share this with somebody. It's too perfect.

LENNY

I won't say anything.

MAX

I know. So, I'm working for this puke, right? And he says he'll pay me quite large to do the hooker. But also I gotta do his bitch girlfriend cause she knows the whole score and she's totally out of control.

Lenny nods. Starting to see it.

MAX

Only he doesn't know about me and Faith. So I say to myself, if I turn the job down, he just gets somebody else. And I lose Faith... to coin a phrase. So to buy time, I do the skank. I still gotta do something about Tran... I figure it's him or me... but I can't cap him without a chump to take the fall. And who better than his girlfriend's loser ex-boyfriend... a known criminal... who has been seen hassling them in public numerous times.

LENNY

And who was, regrettably, also your best fucking friend.

MAX

No plan is perfect, Lenny. Hey, cheer up. World's gonna end in ten minutes anyway.

LENNY

You must be so pleased, I followed your jellybean trail right here, like a good little chump.

MAX

You got froggy on me a couple times.

CUT TO: The Underground Garage, where Tick has been cooked-off. We see Max running his number on Mace and Lenny. Lenny buying it.

MAX (V.O.)

I thought that riff about the Death Squad was pretty good. I hadda keep you from bringing the cops into it.

AND BACK again to REAL TIME.

LENNY

So there never was a death squad.

MAX

Naawww.

LENNY

Just those two loose-cannon cops running around covering their butts.

MAX

Yeah. Pretty zany, huh? All this shit caused by a random traffic stop. Hey... nothing means nothing. You know that. Look around... the whole planet's in total chaos. You gotta take what you can, while you can. Cause some shitbird can come up and put a fuckin' .22 in the back a your head any second.

CUT TO: A brief, violent flash from the Jeriko tape: Spreg shoots Jeriko.

LENNY

How did you hook up with Faith?

MAX

This dink hires me a month ago to eyeball her, right? But Faith knows me from you, right, so she comes up to me and says, 'Hey Max why you following me?' I say, 'I'll buy you a drink and explain.' And she says...

FAITH

'So, do you enjoy watching me?'

Max turns and sees her in the doorway.

MAX

You were supposed to go downstairs,
baby.

FAITH

I know. I don't always do exactly
what I'm told.

(she walks slowly toward
them)

So I said, 'Do you enjoy watching
me?' And you said -- come on Max.

MAX

I said, 'Yeah. I'd even do it for
free.'

FAITH

Uh huh. And I said, 'That's good,
because I like the feeling of
someone watching me. I acquired the
taste from Lenny.'

Lenny looks between Faith and Max, feeling like the asshole
of the western world. Faith moves up close to Max. She puts
her hands lightly on his shoulders, caressing them. Max
grins, realizing she is 100% with him.

MAX

(to Lenny)

And then she said, 'Since we're
going to be spending so much time
together--'

FAITH

'We might as well make the best of
it.'

LENNY

(crushed)

Jesus, Faith.

Faith runs her hands appreciatively over Max's shoulders and
arms. Then, in an eyeblink, she grabs his forearm in both
hands and deflects the gun.

FAITH

Lenny!!

Lenny jumps in, wrestling Max for the gun. Faith pulls the
Glock out of Max's waistband and throws it across the room.

MAX

Fucking bitch!!

BLAM! BLAM! Max fires wildly, trying to hit Lenny, who is just barely keeping the muzzle out of his face. Faith grabs Max's hair, trying to pull him away...

His "hair" comes off in her hands. A prosthetic wig, containing the squid-net array. Max's head is shaved to a Sinead O'Connor stubble. He looks demonic, grimacing with effort as he struggles with Lenny.

He continues firing. The shots hit the mirrors. ANGLES of the reflected images of them shattering. Faith, screaming, reflected, her face fragmenting into shards. The crystal chandelier shatters, reigning glassy snow on them from above.

Max is stronger and heavier than Lenny, but Lenny has one advantage: Max has managed to make him really angry. Lenny gives a guttural cry and drives Max backward into the doorframe. They tumble together into the living room, falling together over the couch. Lenny pounds Max's hand against the glass coffee table, shattering it. He forces Max's hand along a glass edge, cutting it, and Max drops the gun. Lenny reaches for it, but Max kicks it away a split-second before his hand touches it. It skitters under the couch, out of play.

Max punches Lenny brutally in the face, then in the gut, and grabs him with both hands. He hurls him against the wall. Lenny staggers off the wall into several vicious punches from Max. We feel the tide turning. Lenny goes down to one knee.

Max pulls out his knife and flicks it open. Lenny throws a lamp. Max ducks and charges through. Lenny spins away from the downthrust.

The knife embeds itself in his shoulder blade, sunk into the bone. Lenny punches Max in the throat and jerks away, pulling the knife handle out of Max's hand. Max tackles him and they crash together through a sliding glass door onto the balcony. Explosion of flying glass.

Max pulls a dazed Lenny to his feet and rushes him backward toward the railing. At the last instant, Lenny twists with all his strength and spins Max into the railing, using his weight against him. He pushes hard and Max topples.

As he is going over, Max grabs Lenny's tie, pulling him over. Max is dangling 12 stories above the oblivious crowd, his entire weight hanging from Lenny's tie. Lenny has one arm and one foot hooked around the railing, and he is being strangled by the tie.

Lenny is starting to black out. In agony he gropes with his free hand to his own shoulder blade, finding the handle of the knife. He jerks it out of himself. Max sees it coming a split second before it happens.

Lenny slashes the knife across the tie, just above Max's hands.

Max takes the express elevator to Hell. He hits 12 stories down, on top of a video truck.

Lenny stands there panting, bleeding down the back of his jacket. Faith runs to the railing and looks down. All the strength goes out of her legs. She sags to the floor. Fireworks continue to boom across the sky.

Lenny looks down at her, gazing at the object of his quest. She looks up at him, her wet eyes seemingly at the bottom of a deep well from which he cannot save her.

He turns and walks away. It's hard. But he keeps walking.

CUT TO:

EXT. STREET - NIGHT

DOWN BELOW, in the madness of the crowd, we move with Spreg as he searches for Mace. He sees her from behind, walking near one of the stages. He moves up behind her, aiming his pistol at the back of her head. She turns and...

... it isn't Mace. Another girl in a similar dress. Spreg curses and looks around.

Engelman catches a glimpse of Mace running. He points to her position and Spreg charges after her. He has his baton laid back along his forearm and is clubbing people out of the way as he runs.

Mace sprints barefoot through the crowd, pushing people out of her way. Strobe-lights from the stage and flashes from the fireworks give the crowd a nightmarish look.

Spreg fires at her. People drop, their screams drowned out by the pandemonium. The gunshots don't register above the concussions from the fireworks. No one notices the shootings. Spreg continues to fire, missing her as people block his shots. Mace won't fire back in the crowd.

ON SPREG, coming to a stop at the base of a lighting tower. He has lost sight of her. He starts to reload his pistol. Mace comes up to him silently from behind the tower and hammer punches him behind the ear with the butt of her pistol.

Spreg comes around with a roar, slamming the baton across her forearm. Her .380 clatters to the ground. Mace bodyslams him back against the steel tower, smashing her palm up under his chin. His head raps off the metal. Mace is like a she-panther. She rips the baton out of his hands and cracks him once across the windpipe. He drops to his knees, gagging and unable to breathe.

A shot hits the metal space-frame next to her head. She spins to see Engelman, charging toward her. Before he can fire again she drops behind the kneeling, gasping Spreg, using him as a human wall. She clamps an arm around his neck, controlling him, and pulls his tazer from his belt.

She shoots Engelman in the chest from 8 feet. He convulses and drops instantly to the pavement, flopping like a fish. She holds the current on him while she goes over and kicks his gun away.

She takes Engelman's cuffs from his belt. Spreg glares at her through the blood running into his eyes. She raises the baton.

MACE

All the way down! RIGHT NOW!!

He slowly drops to the pavement, face down. Now that she's got them both prone out, she quickly handcuffs one of Spreg's hands to one of Engelman's.

The crowd of partiers stares. Can't believe what they're seeing. Mace takes Spreg's cuffs and attaches his other wrist to the base of the tower. That's when THREE LAPD COPS in riot gear burst through the surrounding crowd and see a black girl crouching over two of LA's finest with a police baton. The cops advance toward her.

MACE

Wait. Let me tell you what's going on here--

The nearest shoots her with a tazer. She spasms and goes to her hands and knees. One of the cops kicks her down. She cries out, trying to explain, but she can't get the breath as the batons start to fall. The crowd around them watches fascinated, gasping.

Mace sees another cop arrive and start to uncuff Spreg.

MACE

NO!! NO!!!

They crack her with their batons, telling her to stay down. Another one kicks her in the stomach.

A BLACK KID in the crowd leaps onto one of the kicking cops.

And then they come out of the crowd... one, then three, then half a dozen. Just normal people... black, white, Latino people... that can't watch this happen any more. They jump the cops, swarming them, wrestling them down. It becomes a brawl.

Then cops are running in from everywhere. We see the trigger point of a full-scale riot. Cops in full riot-gear, with Lexan shields, push the crowd back, clearing a space. A helicopter XENON comes straight down from above, like the divine light of God.

Mace hugs herself, at the center of it, unable to get up. Within seconds there are twenty cops there, and more on the way, forming a human wall. They get the crowd settled down.

Through the phalanx of riot cops comes Palmer Strickland and several ranking officers. He surveys the scene. Strickland looks down at Mace and then at Spreg and Engelman, who are getting to their knees, though still handcuffed to each other and the steel tower. The beat extends... Strickland unreadable, face stern as Moses. Then...

He points at the two prone cops.

STRICKLAND
(to the nearest officers)
These two are under arrest for
murder.

Strickland looks Spreg in the eye and holds up Lenny's squid tape. Spreg and Engelman react, knowing they are over. The helicopter Xenon gives the whole moment an otherworldly quality. Like they are in some celestial court of judgment.

STRICKLAND
Get some medical attention for this
woman.

Lenny pushes through from behind Strickland. He runs to Mace and kneels next to her.

LENNY
Are you okay?

A trickle of blood runs down her face. She nods weakly and reaches for him. They hug, then they both wince in pain. Mace sees the cops running in to arrest Spreg and Engelman. One of them unhooks Spreg from the tower.

MACE
I got 'em, Lenny.

ENGELMAN LUNGES, grabbing a gun from the holster of the closest cop. He waves them back with it. Then puts it in his mouth and fires.

He topples against Spreg, spraying him with his spurting blood. Spreg clutches him, lowering him to the ground, bathing in his blood. You see him going insane, right at that moment. His face is suddenly demonic.

SPREG, the street-monster cop, RISES IN SLOW MOTION. His glare is fixed on Lenny and Mace. He has Engelman's gun in one blood-drenched hand.

Lifting the dead weight of Engelman by the handcuff, he begins to drag the body, lurching toward Mace. He keeps the pistol down along his side. Spreg exists at the center of a circle of cops who don't know what to do. He has a gun so they can't rush him. But he's a cop, so they can't shoot him. Several officers shout at him to drop the weapon. You barely hear them over the pandemonium of the crowd, the helicopter, the fireworks.

LENNY

SHOOT!

Like a scene from a nightmare the blood-drenched Spreg, completely unhinged, lurches toward them. Engelman's body slides over the ground, leaving a snail-track of blood a foot wide.

SPREG

YOU FUCKING NIGGER BITCH!!

He raises Engelman's pistol, points it at her and...

Lenny throws himself across her, turning his back to take the fire, and...

POW POW POW! The LAPD executes Spreg in a hail of fire. He drops like a sack of cement.

The smoke clears. Lenny blinks... realizing he is alive.

He faints. Mace shakes him, thinking he is shot. He opens his eyes.

LENNY

Yeah, what?

CUT TO SEVERAL MINUTES LATER. Mace and Lenny are being escorted through the crowd by Strickland and a number of cops who part the rowdy mob before them.

Lenny and Mace are both limping, bruised, cut up. Lenny's arm is drenched with blood from his shoulder wound. They support each other like two soldiers after a battle.

Mace sees Faith... FAITH, escorted by a couple of cops, passing near them. She is in handcuffs and her eyes are dull. Mace turns back to Lenny...

MACE

Are we under arrest?

LENNY

Naw. They just have to ask us a few questions... for about six hours.

They pass DEATH, with the (plastic) BABY still in his arms. Life out of Death in the endless continuum. Lenny pushes the scythe out of the way so they can get past.

They reach a row of police cars and an ambulance. The EMT guys run to Lenny, helping him painfully out of his suit jacket. Strickland motions Mace toward a waiting squad car. Lenny sees...

The CLOCK MIME, who smiles at him and puts his hands at midnight. We hear a roar passing through the crowd. A huge chanting and cheering, that becomes thunderous as everyone begins to shout the countdown to midnight.

CROWD

TEN! NINE! EIGHT!...

Lenny and Mace look around... the wonder of it sinking in.

CROWD

SEVEN! SIX! FIVE!...

Mace and Lenny let it wash over them... the deliverance from darkness.

CROWD

FOUR! THREE! TWO! ONE! HAPPY
NEW
YEAR!

The exultation of the moment flows through them as the people lift their voices in a great cheer. Balloons are released, confetti and streamers fly in a blizzard. Couples grab each other and kiss passionately.

MACE

(grinning)

Hey, Lenny. We made it.

LENNY
Yeah. We did.

She hugs him. Then pulls back. Friends... yes. And always. But there's that line that she can't cross. Only he can do that.

MACE
Well...
(she shrugs)
Get going. You're still bleeding.

LENNY
See you downtown.

MACE
Yeah. See you there.

TRACKING WITH LENNY as he walks toward the ambulance. They open the back door for him. The walk is hallucinatory... with confetti falling like snow, and the hysteria of the crowd. He looks back at Mace as the paramedics help him up into the ambulance. The back doors close.

ON MACE, watching him go. A cop gently takes her arm, opening the squad car door for her. She turns away, her face sad amid the exultation of the crowd. She gets into the back seat. The door slams. Strickland gets in next to her. The driver starts the car. They start to move, and...

There is pounding on the glass, startling her, and... The door is wrenched open... A hand comes in, grabbing her arm, pulling her out...

Lenny. His eyes are full of emotion. He grabs her in his arms, fiercely, and kisses her... like there's no tomorrow. She grabs his head and won't let him break, even if he wanted to, which he doesn't.

Strickland, in the car, rolls his eyes and looks at his watch. Reflex. Because if there's one time you don't need a watch, it's...

12:01 A.M. JANUARY 1, 2000

PULL BACK AND UP as Lenny and Mace stay locked together, while the cops wait for them, and the world begins again.

THE END