

"THE COOLER"

by

Frank Hannah and Wayne Kramer

EXT. STYGIAN DARKNESS - NIGHT

STYGIAN DARKNESS

The suggestion of traveling through space. Suddenly a star sparkles to life in the distance. Gives rise to another... and another... until we're looking at a whole galaxy of stars. No, not stars. LIGHTS. NEON LIGHTS. A throbbing skyline of neon. LAS VEGAS, NEVADA. As seen from a descending aerial shot. We PLUNGE down into her shimmering embrace... DISSOLVING TO:

EXT. LAS VEGAS STRIP - NIGHT

Cruising the Strip, taking in modern day Las Vegas. Sin City gone theme park. Gigantic behemoths of pulsating neon: THE

MGM GRAND... EXCALIBUR... LUXOR... TREASURE ISLAND... passing

revamped faithfuls like CAESARS and THE DESERT INN...

...then heading DOWNTOWN to Fremont Street, where "old school"
Vegas makes its last stand. BINION'S HORSESHOE, THE FOUR
QUEENS, THE LAS VEGAS CLUB arid...

THE SHANGRI-LA HOTEL AND CASINO

One thing's for sure. This place ain't no bastard child of
Epcott Center. At least, not yet. Sure there's some flash
going on, but it's more class than overkill.

This is where the pro's come to savor a time forgotten. A
joint where every dealer knows your name. Where part of the
allure is the smell of moldy paneling and the tactile whisper
of worn felt. Where "funny business" doesn't just get you
blacklisted... It gets you dead.

Lets us enter.

INT. SHANGRI-LA HOTEL AND CASINO - NIGHT

CREDITS SEQUENCE

TRACKING through the casino floor; highlighting SLOT MACHINE
PAY-OFFS and pockets of rowdy players winning at BLACKJACK,
CRAPS and ROULETTE. It's just one of those nights. The tables
are on fire.

A FLOOR MANAGER nods as a hefty bet is paid out to a shooter at a craps table: He checks out his watch, anxious for the arrival of...

INT. ELEVATOR - NIGHT

From behind a FIGURE in a suit. All we see is a murky reflection in gold elevator doors. The floor numbers descending rapidly...

INT. CASINO FLOOR - NIGHT

STICKMEN, CROUPIERS, DEALERS

all anticipating the arrival of...

INT. ELEVATOR - NIGHT

The elevator doors open... and we PAN DOWN to the figure's feet. He steps out onto the casino floor... and right away we notice he has a pronounced limp.

Following behind the figure. We haven't seen his features yet... (and won't for a while.)

TRACKING SERIES

-- the figure (seen in soft focus) passes a ROULETTE TABLE, the wheel already in mid-spin. His hand casually brushes the side of the table... and we PAN ACROSS to the wheel -- just in time to see the ball landing on 00. The players HOWL defeat. The croupier rakes in all the losing checks with a slight nod of respect to the passing wraith...

-- TRACKING PAST SOME BLACKJACK TABLES... RACKING from the passing figure (still in soft focus) to a DEALER calling out:

DEALER

Insurance?

At the next table, ANOTHER DEALER pulls a six card 21. Off the players' stunned reactions. No way! One of the players instinctively glances behind him... but the figure has moved on. The dealer stifles a grin, her eyes following the figure as he heads toward...

-- A HOT CRAPS TABLE. The CROWD APPLAUDS as the shooter lands a hard eight. The dice are fished back to the player. He shakes them up with double ought bravado. We RACK from his hand LARGE in the f.g. to our murky figure passing in the background. The player throws... (we keep tracking with the figure) as the stickman calls it: SEVEN OUT! to a thundering chorus of disappointment.

-- Our figure passes by in the foreground, while in the background, we see a growing line of shame at one of the ATM MACHINES.

-- Following behind our figure as he turns into a corridor of SLOT MACHINES. CUT TO REVERSE ANGLE from the far end of the corridor. As the murky figure approaches, a player in the f.g. hits a jackpot.

Another player in mid-ground is also in the midst of a payout.

Suddenly -- with the approach of the figure -- both payouts trickle to a stop.

PLAYER IN F.G.

(kicks the slot machine)

Don't you hold back, baby. Spit it out, darlin'. C'mon... Hey! Hey, this ain't right. S'posed to be eight hundred dollars. Where's the goddamn manager? Who's in charge of these rip-off slots? Yo, ma'am... change lady...

CASINO BAR FLOOR - BAR AREA - NIGHT

FOLLOWING BEHIND the figure as he turns out of the slot corridor and heads over to the bar. He pours himself a cup

of coffee.

FIGURE/BERNIE

Hey Doris, you got any cream?

DORIS THE BARTENDER wanders over with a small container. She starts to pour... Empty. We quickly STEADICAM AROUND to reveal BERNIE LOOTZ's features for the first time. His sad sack eyes register scant surprise at the empty cream container.

BERNIE

Forget it.

He's just about to leave, when an attractive COCKTAIL WAITRESS cruises up. NATALIE BELISARIO -- late 20's-mid-30's. Everything about her sparkles, except her eyes.

They're post-mortem. She appears frazzled. Sifts through some coin tips.

NATALIE

(sotto)

Shit.

(to Doris)

Dewars and a Diet Coke. Please.

A sheepish look comes over Bernie. He tries to catch her eye. She doesn't even glance at him.

BERNIE

Hi, Natalie.

She looks at him. Only the faintest hint of recognition.

NATALIE

Hi. Uh...

BERNIE

Bernie.

NATALIE

Yeah, Bernie.

(to Doris)

Hey, you seen Shelly around? He
promised to position me at the tables
tonight. I've been on skid row all
week.

DORIS

(chilly)

You didn't settle me from last night.

NATALIE

No? You sure? Fuck... And I was way
under. It's been, like, an A.A.
convention the whole week. I'll make

up for it tonight. Promise.

Doris mutters something under her breath -- heard that one before -- and dumps Natalie's drinks on her tray.

BERNIE

If I see Shelly, I'll let him know.

That you're looking for him.

Natalie grabs up her tray. Doesn't even look at Bernie.

NATALIE

Thanks.

She takes off.

DORIS

Bitch. That's the third time this month...

(to Bernie)

Let me get you that cream.

BERNIE

(staring after Natalie)

Nah, it's okay.

DORIS

Don't get sweet on that, Bernie. Not

unless you're looking to get short-
changed.

She raises the empty cream container for effect, turns it
over. A few drops dribble out.

INT. CASINO FLOOR - NIGHT

Bernie limps away from the bar. We hear another spike of
sound from the gaming area. As he approaches, a FLOORMAN
stops him.

FLOORMAN

Hey, Bernie, Shelly needs you on
eleven.

BERNIE

(nods)

Uh... Let's do the Chivas Regal.
Have that... Natalie bring it over.
The one working nickel slots next to
the Paradise. I spoke to Shelly
earlier, he wants her at the tables.

The floorman nods, walks off. Bernie makes for the rowdy
gaming tables. Takes his time about it. His approach brings
an ill-wind to the area. The players appear to sense it.

It's in their reactions. A slight hesitation of the dice.

Fingers tensing over a pile of chips. A hand tugging at a tie.

The Cooler has arrived.

As he reaches table eleven, Natalie intercepts him with a short glass of Chivas Regal.

NATALIE

This is you, right?

BERNIE

(takes it from her)

Thanks.

NATALIE

Joe said I should stick around. You say something to Shelly?

Bernie just smiles at her.

NATALIE

Wow. That was fast. Hey, thanks.

She offers up a smile. It jump-starts those dormant eyes.

Her whole face comes alive. Notches her up from an eight to a ten. Bernie immediately glances away. He's afraid what she might read in his gaze.

BERNIE

Don't mention it.

Bernie gestures her over to table eleven. Immediately makes the HIGH ROLLER in question. A good old boy named BULLDOG.

He's the one boasting loudly as he shakes the dice with one hand.

BULLDOG

I'll make you a fortune on five and nine. C'mon forty-five-sixty-three fifty-four!

Bernie grabs the drink from Natalie's tray, intentionally bumps Bulldog...

BERNIE

Hey, buddy, is this your drink?

BULLDOG

Back off, pal. I'm on a roll here.

Another man gladly accepts the drink. Meanwhile, Bulldog

sends the dice high up into the air. They drop perfectly on the table. The stickman calls it.

STICKMAN

Seven out!

BULLDOG

Mother-fucker!

STICKMAN

Thank you for those bets, folks.

The croupiers hungrily devour the chips from the table.

Bernie moves on quietly before anyone notices.

But he's been noticed all right. By Natalie. Not quite sure what she's just witnessed. Who is this guy?

We hear a VOICE over the intercom.

VOICE (V.O.)

Conway, party of twelve, please check
your reservation at the Paradise
Lounge.

Bernie reacts immediately to the code words over the speaker.

BERNIE

(to himself)

Yeah, yeah, I'm comin'...

CUT TO:

INT. CASINO FLOOR CRAPS TABLE - MONTAGE - NIGHT

A -- a player makes a hard six at a craps table. The players howl...

B -- from the same angle we PAN UP from losing dice to the same guy. Bernie looming large in the background.

INT. CASINO FLOOR - BLACKJACK TABLES - NIGHT

A -- Bernie taking a seat at another blackjack table. Next to him, a full table of players on a good run of cards.

B -- The same table with less players as the dealer appears to be gaining an edge over the players. The only thing filling up are ashtrays.

C -- Same again, with one player. This time with Natalie watching in the background. Intrigued. QUICK JUMP CUTS show the player's mountain of chips going down until there is only one.

D -- The dealer taps the felt for the man to bet his last chip. After a moment of indecision he flips the chip into the air...

BRIDGE CUT TO:

INT. SHELLY'S OFFICE - OVERLOOKING THE CASINO FLOOR - NIGHT

...the chip becoming an Alka-Seltzer dropping into a glass.

The glass is in SHELLY KAPLOW's hand. Director of Casino Operations for the Shangri-la. Late 40's-early 50's.

Distinguished, slick, oozing charm. But lose the Cartier, Armani and Paco Raban and you're looking at pure street.

He's watching Bernie through the two-way glass. Shakes his head in admiration.

Suddenly the office door swings open. THREE MEN stride in.

Shelly projects immediate deference to NICKY "FINGERS" BONNATTO. Mid-50's. Former Geovassi family underboss from "back east." The guy's a relic from the days before MBAs became the weapon of choice in the "family" business. He wears his corporate makeover like a bad coat of paint with traces of Mulberry Street primer showing through.

Nicky's accompanied by a pair of CORPORATE TYPES in Hugo Boss threads. Shelly glances their way with a look that suggests he's working himself into a full-on sphincter wind-up. Bad news x2. Shelly's muscle, LOU stands off to one side with an apologetic expression.

SHELLY

Nicky, how the hell are you? I didn't know you were coming in...

Nicky reaches out to shake Shelly's hand. Gets nothing back, then remembers.

NICKY

(shakes his head)

Whassimater? You think I don't wash up after goin' to the John? Forget about it.

Nicky grabs Shelly, embraces him.

SHELLY

(uncomfortably)

You shoulda called ahead. I woulda sent a car...

NICKY

Ehh. We thought we'd surprise you.

SHELLY

Well, anytime, Nicky. Anytime.

Shelly sizes up the corporate types.

NICKY

Shelly, I want you to meet one of
our smartest VPs, Larry Sokolov. And
his numbers guy, Marty Goldfarb.

Shelly sees where this is going. Larry extends his hand...

LARRY

How do you do, Shelly?

...then catches himself. Quickly pulls it back. Shelly stares
him down for a tense beat.

SHELLY

What can I get you boys to drink?

Off their uncomfortable expressions...

INT. SHELLY'S OFFICE - A SHORT WHILE LATER - NIGHT

Shelly seated across from Nicky, Larry and Marty.

SHELLY

So... what brings you to town, Nicky?

Nicky looks cautiously across the table.

NICKY

Look, Shelly, this is your joint,
you run it the way you see fit. But
we got a smart kid here and he's got
some good ideas on how to revitalize
the Shangri-la.

SHELLY

Revitalize? What are you talking
about? We did thirty-five million
last year.

Nicky shoots a look over at Larry and Marty. Larry takes
this as his cue.

LARRY

First off, Shelly, I want you to
know, I have nothing but respect for
you. You've done a fantastic job
with the Shangri-la for the last
sixteen years. No one would dispute
that.

NICKY

Yeah, no one doubts that, Shelly.

Shelly nods carefully. But...

LARRY

But, the business has changed out here. You just have to take a look at the Strip to see what I'm talking about.

SHELLY

You mean, that amusement park mook fest out there? You know what that is? That's a fucking violation of something that used to be beautiful. That used to have class. Like a gorgeous high priced hooker with an exclusive clientele. And then that Steve Wynn cocksucker knocks her up and puts her in a family way.

Nicky and Larry exchange looks. Marty drops his gaze into his lap.

SHELLY

Now she's nothing but a cheap, fat whore hiding behind too much makeup.

I look at her and see all those ugly
stretch marks and I want to cry.
'Cause I remember her as she was.

LARRY

Yes, well... there's no denying the
bottom line. Those eyesores are raking
it in. And we can't compete against
that.

SHELLY

What? You think I'm trying to compete
with that? You think this joint's
about bringing in the stroller crowd?
Fresh off some fucking E-ticket ride,
looking to break the house on red
and black. Fremont's never been about
that bullshit. This is where old
time and real money comes to play.

LARRY

The numbers, they don't back you up,
Shelly. Nostalgia's grand. We all
love nostalgia -- but it belongs in
a museum. I think it's time to decide
whether you're running a museum or a
casino.

Shelly is close to losing it. He catches himself, takes a breath.

NICKY

Hey, forget about it. We'll talk later. Over dinner.

MARTY

(rubs his hands together)
So, how's the action?

Larry shoots him a disapproving look. Off Shelly's disturbed expression. He's already calculating serious damage control.

INT. CASINO FLOOR - NIGHT

Bernie makes his way across the casino floor, when he's intercepted by Shelly.

SHELLY

Bernie. Mr. Cool. Got a moment?

BERNIE

I was just heading over to --

SHELLY

It can wait.

Shelly escorts Bernie over to a nearby bar area. The BARTENDER zips over with some drinks.

SHELLY

How's the knee?

Bernie shrugs. Natalie steps up to the bar a few feet away.

Puts in a drink order. She catches Bernie's eye. Nods.

Bernie smiles.

SHELLY

I was speaking to this orthopedic surgeon over at Vegas Memorial. He tells me they can replace a man's entire kneecap with titanium. It's the kinda thing that costs a shitload, but since the man's into us for five hundred large, I'm sure we could --

BERNIE

(stealing glances at
Natalie)

I told you, I'm not gonna be around after Sunday.

SHELLY

(sighs)

Where you gonna go, Bernie? Where the fuck are you gonna go that's better'n here? I got you covered in this town. People, they know you work for me, that's currency in your pocket. That's fuckin' respect when you walk the floor. Where you gonna get that anyplace else?

BERNIE

(sighs)

Seven days, Shelly. Seven days and I'm out from under.

A beautiful WOMAN in a low cut dress, sashays her way past them, heading for a high rollers craps table. Shelly reaches out, napkin in hand, grabs her arm. Hands her his card. She snatches it, looks it over. Immediately loses all attitude.

Oh shit.

SHELLY

That's right. I like to know who's shopping it in my neighborhood. You wanna keep working the Shangri-la, you come see me tomorrow morning in

my office. We'll go over the rules
together. And before you come, you
bring me a clean bill of health. OK?

The hooker just nods.

SHELLY

All right, get outta here.

She takes off. At the same time Natalie leaves with her drink
order. They walk in the same direction. Shelly mistakes
Bernie's wandering look for interest in the hooker.

SHELLY

You want that, Bernie? She's yours.
Anytime. I'll keep a tab running for
you.

(Bernie shakes his
head)

What's a matter? Not your type?

Bernie just stares after Natalie, Shelly finally picking up
on it.

BERNIE

Things are getting hot on fourteen.
I gotta go.

He limps off. Shelly stares after him. A predator seizing up his prey. Calculating.

EXT. LUCKY STAR MOTEL - NIGHT

Bernie's 1958 Buick Electra pulls into the parking lot of a flea-bag motel. Next door to the motel, we see a convenience store with the name, THE EZ MARK in pink glowing neon. It's actually supposed to read: The EZ MARKET, but the last two letters of "Market" have burned out.

INT. LUCKY STAR MOTEL - COURTYARD - NIGHT

One of those center pool style motels. A hard luck oasis, if ever there was one.

As Bernie limps toward his room, his neighbor, a low rent HOOKER, approaches from the opposite end of the courtyard with a huge-ass JOHN in tow.

They converge at their doors at the same time. There's a weariness about the hooker that's endemic to this town. She winks at Bernie. He nods at her. Then casts a furtive glance over at the John. The man flips him off. The hooker mouths, "Sorry." Bernie hastily enters his apartment.

INT. BERNIE'S MOTEL ROOM - NIGHT

Bernie flips on the light. A dim overhead bulb hardly makes a dent in the gloomy surroundings. Typical drab motel furnishings.

We notice a couple of dead plants on the radiator next to the window. A single place setting on the counter. Something odd: an empty cat food bowl on the kitchenette floor. No sign of a cat. Go figure.

Bernie heads over to the dresser. A half-filled bottle of gin rests next to a lone glass with a crack down the side.

He pours himself a shot. Turns on the TV. A religious channel. Shitty reception.

ON SCREEN:

an Appalachian Pentecostal service. The members of the congregation taking up snakes and writhing around in religious hysteria, while a number at the bottom of the screen solicits viewer donations.

Bernie doesn't even try to change the channel. He takes a seat on his bed, props himself up against a pair of pillows, stretches out.

From next door, the sounds of wild humping.

HOOKER (O.S.)

...Oh yeah, baby, give it to me. Oh
yeah, that's the spot... Do it to me
harder, you big stud... Ooooooh...

Bernie closes his eyes, tries to ignore the X-rated soundtrack
coming at him through the carpaccio thin walls.

The hooker's moans are starting to get to him. He raises his
fist to the wall, then stops himself. He's just not the
confrontational type.

Instead, he heads over to the TV, cranks the volume up. The
hysterical moaning from the snake ritual now blends in with
the grunting and groaning from next door, making for a bizarre
remix that could only exist in the world of Bernie Lootz.
Bernie emits a deep sigh, closes his eyes.

INT. CASINO FLOOR - CRAPS TABLES - NIGHT

Big action at the craps tables tonight. The players cheer as
MR. PINKERTON makes another pass. He exudes USED CAR SALESMAN.

Natalie arrives with his drink.

NATALIE

Seven and Seven?

Pinkerton reaches for the drink without taking his eyes off the table. He throws a hard six. The crowd cheers again.

He turns around, stuffs a hundred dollar chip down her shirt and slyly cops a feel.

PINKERTON

Thanks, dollface.

Natalie shudders in disgust. She spins around to leave... runs smack into Bernie, spilling her tray of drinks on him.

NATALIE

Oh shit... Sorry... I'm such a klutz.

Bernie wipes himself off, helps her pick up the pieces.

BERNIE

It's all right. Happens.

Natalie tries to wipe him down a bit more.

NATALIE

Sorry, this guy... fuckin' hands, you know...

BERNIE

S'okay. You might want to stick

around.

Bernie wiggles his way next to Pinkerton. He gives the stickman a certain look.

STICKMAN

Excuse me, Mr. Pinkerton. You have
no hard eight.

PINKERTON

(throwing in a chip)
Gimmie a hundred dollar hard eight.

Bernie just watches as Pinkerton throws the dice.

STICKMAN

Eight the hard way!

The players go nuts. The stickman taps the felt in front of
the shooter.

STICKMAN

Nine hundred dollars to Mr. Pinkerton.

PINKERTON

Parlay! Parlay!

The Boxman seated at the center looks up at him.

PINKERTON

C'mon. You can take that action.

The Boxman feigns concern, then nods in approval.

PINKERTON

That's what I'm talking about. None
of this low limit bullshit.

Just as the stickman feeds Pinkerton the dice, Bernie flips
a dollar chip over toward the center of the table. Natalie
peers between them to catch a glimpse.

BERNIE

Dollar hard eight.

The chip lands on Pinkerton's parlayed bet. He releases the
dice from his stubby little fingers.

STICKMAN

Eight easy! Easy eight! Hard eight
comes down.

The players cry out in defeat. Pinkerton grumbles to himself.
He fingers his rail of chips.

PINKERTON

Five hundred dollar hard eight. And
press my nine up two units.

He throws in the chips. The croupier places his bets. The
dice are fed back to him. He throws.

STICKMAN

Easy way eight! Eight easy!

Pinkerton is fit to be tied. After a passing moment of clarity
he empties his entire rail.

PINKERTON

Hard eight.

The entire table stops down for a second.

PLAYER (O.S.)

Way to go, Pinkie! Bet the farm.

Pinkerton sets his dice carefully and lets them fly.

STICKMAN

Seven out!

Pinkerton slams his fist down on the table. He turns to leave
the table to find Natalie smiling at him.

PINKERTON

What the fuck you smiling at, bitch?

Pinkerton starts to lose it. Security moves in, right on time. Natalie shoots Bernie a satisfied look. He averts his eyes shyly and limps away. She stares after him for a moment.

INT. PARADISE LOUNGE - NIGHT

BUDDY STAFFORD, the Paradise Lounge's star attraction, is performing on stage. He's a poor man's Tony Bennett. Mid to late 60's. A staple at the Paradise for the last 20 years.

The singer sluggishly descends the stage to the lounge floor, almost tripping over his microphone cable.

Buddy works the room, leaning in real close to the ladies, delivering the requisite eye contact. When their companions react with mock outrage, Buddy raises his fists playfully in a boxer's defensive stance. It's classic Buddy Stafford schtick.

From somewhere across the lounge, an ATTRACTIVE WOMAN jumps up and throws her panties at Buddy. Buddy catches them and waves them in the air... just as another pair whizzes by...

We PAN ACROSS to Shelly seated at his corner booth, in the company of Nicky Fingers, Larry and Marty.

TIGHT ON SHELLY as he focuses on Buddy. A smile threatens his patented stoicism. He's flashing back on the old days.

While Nicky and Marty are clearly enjoying Buddy's performance, Larry fixates on the singer with joyless eyes.

We take on LARRY'S POV of Buddy --

SLOW MOTION CLOSE-UPS of BUDDY SINGING. The MUSIC SLOWED DOWN with the action, emphasizing Buddy's lack of energy.

Sweat dripping off Buddy's forehead, splattering into tiny jewels against his microphone. Buddy's tired eyes. Shaking hands around the mic.

SMASH CUT to real time APPLAUSE as Buddy reaches the end of the song. Larry is the only one not clapping. RACK ACROSS to Shelly as he picks up on this.

INT. PARADISE LOUNGE - BACK STAGE - NIGHT

Shelly approaches Buddy's dressing room. He enters without knocking...

INT. BUDDY STAFFORD'S DRESSING ROOM - NIGHT

...to find a trembling Buddy hunched over on a sofa, hugging

himself. Buddy immediately sits up...

BUDDY

Shelly. I was a goddamn embarrassment tonight. I shouldn'a let you talk me into going on.

(massages his throat)

It's definitely strep.

SHELLY

You were velvet out there, pops.

Silk.

Shelly throws a pair of red silk panties to Buddy. We see a room number scribbled on the crotch area.

SHELLY

They were hanging on the door outside.

Forget your tonsils. When the muff confetti stops coming, that's when you got yourself a problem.

BUDDY

(dangling the panties

on his finger)

You get a receipt?

SHELLY

Excuse me?

BUDDY

Charmayne's in the lobby. They got these on sale in the window. Victoria Secret's Valentine's Collection. And the broad waiting in the room, what she set you back? Always Grade-A for Ol' Buddy.

SHELLY

Are you kidding me? Gimme that.

(snatches the panties

away from Buddy)

You don't fucking deserve this. All those ladies going home with a sweet breeze between their legs because you still do it for them and you're fingering me for some kinda Buddy Stafford ego pimp. Hey, fuck you, old man.

Shelly feigns as if he's leaving.

BUDDY

(affectionately)

Get back here, you prick. Hand it over.

Shelly throws the panties back at Buddy. Buddy just stares at him with pained eyes, waiting for something else. Sweat mirror balls his wrinkled forehead.

Shelly nods. Removes a foil package from his pocket. Hands it to Buddy. The singer rushes over to his dressing table.

Unwraps his works. Rubber tubes his forearm. Trembling hands juggle lighter and hypodermic.

Shelly takes a seat on the sofa. Buddy, euphoric as the dope hits the spot. Tears in his eyes. He picks up on Shelly's somber expression in the mirror.

BUDDY

Whassimatter, kid? You got that
Nostradamus look.

Shelly shakes his head.

BUDDY

You ever watch those nature shows on
TV?

Shelly shakes his head.

BUDDY

I've seen this one a dozen times.
It's about lions. Cycle of life thing.
The leader of the pack...

SHELLY

Pride. It's called a pride.

BUDDY

Yeah, pride. The leader of the
pride... when he gets on in years.
It's just a matter of time before
some young male arrives on the scene
to challenge him. They go at it and
the old cat gets the crap beaten
outta him. It's humiliating. In front
of all the females, this goes down.
And after he's defeated, he's cast
out of the pride, to scavenge and
die alone in the bush.

SHELLY

Yeah, nature's got a real sick sense
of humor.

BUDDY

No shit. It's fucking tragic because
the old lion can't figure it out on
his own. That he's past it. It'd be

so much easier for him to just walk
away and save himself all that pain
and humiliation.

SHELLY

That's like admitting to yourself
that you're already dead. I prefer
nature's way.

BUDDY

(a beat)

Yeah. Me, too.

Shelly holds Buddy's gaze in the mirror.

INT. PARADISE LOUNGE - BACK STAGE - NIGHT

Shelly exits the dressing room, to find Larry waiting on
him.

He's accompanied by a good looking YOUNG MAN.

LARRY

Shelly, got a minute...

Shelly's expression: no. But he heads over anyway.

LARRY

Shelly, this is Johnny Capella.

JOHNNY

How ya doin', Shelly?

Johnny extends his hand. Shelly ignores the gesture.

SHELLY

I know you from somewhere, right?

LARRY

Johnny's been opening for Danny Ganz
at the Mirage. Sony's talking about
signing him to a three album deal.
They're positioning him as the new
Ricki Martin.

SHELLY

And I should be interested in this,
why?

LARRY

Johnny's looking to headline. I told
him we might be interested.

SHELLY

(icy)

We?

JOHNNY

Hey, if this is a bad time...

SHELLY

Even if I were interested, Buddy's got ink with us through 2003. I just renegotiated his contract last year.

JOHNNY

Sounds like the two of you need to get on the same page.

(to Larry)

If I don't hear from you by Thursday, I'm taking the Stardust's offer.

Johnny nods at Shelly, takes off. Shelly and Larry eyeball each other for a long, cold beat. Shelly's about to say something, when Nicky and Marty approach. Larry shrugs, flashes a chilling smile.

NICKY

Where's Buddy? I wanna buy the old fart a drink.

SHELLY

Buddy asked me to send you his regards, Nicky. He's not feeling so

great. I think he's got that stomach
flu that's going around.

NICKY

Oh yeah? That's too bad.

(Shelly isn't fooling
him)

Well, another time then.

MARTY

Hey, Shelly, Nicky says you might be
able to hook us up with some
showgirls. Something with class.

Shelly eyeballs Marty for a tense, extended beat. What do I
look like, some fuckin' pimp, college boy? Just as Marty's
starting to get real uncomfortable, Shelly cracks a smile.

SHELLY

Sure, no problem. You got any
preferences?

NICKY

(jumps in)

Yeah. Something with big headlights,
nice rims and low mileage.

MARTY

You got any Asian babes?

Shelly looks to Larry.

LARRY

I think I'll just stick with the
tables.

We linger on Shelly's unsettled look. This guy is bad news.

EXT. SHANGRI-LA PARKING LOT - NIGHT

Bernie weaves his way through the lot to his car. Arriving
at his Buick, he's startled to find Natalie leaning against
it. She holds up the \$100 chip the drunk tipped her.

NATALIE

Buy you a drink?

Off of Bernie's surprised expression...

CUT TO:

INT. THE MAKAWAO BAR AND GRILL - NIGHT

Cheesy Polynesian decor. Mood lighting = an excuse to keep
the electric down. Basically, a joint where people come to
lose themselves.

Natalie and Bernie are seated in a booth near the back. She sips on an umbrella drink; he's nursing his usual gin.

Natalie has an astrological chart in front of her. In between sips, she makes annotations to the chart.

NATALIE

(almost to herself)

Your Progressed Venus is Gemini,
12.5 Degrees, and is in Direct motion.
Which tells me that you're a slow
starter when it comes to romance.

(off Bernie's taken
aback expression)

You know what? This is real
unprofessional of me. I shouldn't
discuss your chart with you until
I'm all done. I can tell by that
look, you think this is all a lot of
B.S.

BERNIE

No... I just know what the outcome's
going to be.

NATALIE

The outcome? There's not, like, one

particular outcome. A lot of things enter into it. The planets, moon phases...

BERNIE

The outcome won't change with me.
It'll be all bad.

NATALIE

God, I have never met anyone who was so down on themselves. I used to be down on myself, OK? I don't go there anymore. I've got just three more correspondence classes with this stuff, then I'll have my certificate and everything. And you know how I got OK?

BERNIE

(deadpan)
You had your chart done.

NATALIE

Yes, as a matter of fact that is perfectly correct.

BERNIE

Do you know what I do at the Shangri-

la?

NATALIE

I asked around. You're a "cooler."
You turn winners into losers.

BERNIE

And do you know how I do that?

NATALIE

I know there's stuff that goes on in
casinos all the time --

BERNIE

I do it by being myself. People get
next to me and their luck turns.
It's always been that way.

NATALIE

That sounds to me like a self
fulfilling prophecy. There's a whole
chapter on that in my course. Anyways,
I can see a big factor in your life
is that you're lacking companionship.
There's nobody to deflect off. If
you've got, as you put it, bad karma,
then you need someone with good karma
to neutralize it. Well, that's my

take on it anyway.

Bernie maintains eye contact with Natalie for an extended beat. Then drops his head, gazes at his glass.

BERNIE

I don't know about you, but I'm real tired.

Natalie nods. Bernie motions to stand. Natalie just remains seated. Keeps talking.

NATALIE

I have this recurring dream where
I'm on some beautiful island in the
Bahamas. I'm sitting on the beach,
taking in this amazing sunset with
one of these in my hand
(gestures to her drink)
...and then it starts to rain. And I
wake up and it's my roof leaking on
me. Yeah, I'm also real tired, Bernie.

BERNIE

(not even sure why
he's telling her
this)
I only got six more days. Well, almost

five really. Then I'll be leaving town.

NATALIE

Only five more days?

(a beat)

Then we shouldn't waste any more time.

Natalie covers Bernie's hand with hers.

NATALIE

Why don't we go back to your place?

BERNIE

(completely caught
off-guard)

I, uh... If this is... I don't know...

I don't know if I can afford...

Natalie flinches slightly. Then swiftly regains her composure.
It's Vegas. An honest mistake.

BERNIE

Oh god... I'm so sorry... I didn't mean... You see -- that's exactly what I'm talking about. I've gone and "cooled" the damn table.

NATALIE

Ah, just shut up, Bernie. You haven't gone and cooled anything. Not by a long shot.

INT. BERNIE'S MOTEL ROOM - NIGHT

Natalie's hand flips on the television. Another bizarre religious service. We pull back from the screen as she tries to change the channel. Just gets a whole lot of static.

Bernie's standing uncomfortably in the middle of the room.

NATALIE

You should complain about this.

BERNIE

I'm not here that much. Drink? Sorry, all I got's gin.

NATALIE

Nah. I've had my fill. Go ahead.

Bernie walks over to the dresser, pours himself a shot.

Natalie glances around. She notices Bernie's dead plants...

NATALIE

You know, once they're dead, they
don't really grow back. In case,
that's what you're waiting for.

Her eyes land on the empty cat bowl. She's about to say
something, when she picks up on Bernie's expression. Let's
not even go there. She gestures to an old record player in
the corner.

NATALIE

So... got any music?

Bernie opens one of the kitchenette cupboards. Bare shelves...
except for a lone RECORD up on top. He brings it down. It's
a Sinatra album. Never been opened.

Natalie looks on as Bernie meticulously removes the record
from its sleeve. He blows a few particles of dust from its
surface. Then delicately lays it on the turntable. The way
he goes about this is incredibly ceremonious. With as much
care as given to disarming a nuclear weapon.

Natalie can't help but smile.

Bernie lowers the needle to the first cut of the record.

Everything seems to be going so well, until...

SKREEEEEE! The needle skids across the surface of the record with a sound worse than chalk on a blackboard.

Bernie opens his mouth in a silent grimace... and a delicious laugh comes out.

It's Natalie's laugh. Talk about a tension breaker. Bernie turns to her, shrugs. He tries again. This time the needle catches... and Sinatra takes command of the room. He's singing "This Town," a finger snapping upbeat Valentine to Vegas. Marred only by a slight clicking caused by the scratch.

Natalie summons Bernie over with her wagging forefinger. He picks up his glass, shuffles over.

NATALIE

Sit. Relax. I promise you, at least one of us has done this before.

BERNIE

This is not my first --

NATALIE

Sssh. Surprise me.

She starts massaging his shoulders, eliciting involuntary moans from him. Bernie is almost in tears. Nobody's touched

him like this in years. And it shows.

Natalie takes Bernie's glass, gulps down the remains herself, then sets it on the floor. She drops down next to Bernie.

Starts kissing him. Takes it slow.

NATALIE

You're doing real good.

They fall back onto the mattress. Natalie taking the reigns, maneuvering her hips, kicking off her panties...

Bernie gets an eyeful of a tattoo on her butt. A pair of dice. Both twos.

In seconds, Natalie has separated Bernie from his pants and underwear, taking him inside of her, Ol' Blue Eyes keeping the rhythm...

Natalie moans uninhibitedly. Surprise: she's a real screamer. Moments later, we hear banging from the hooker's side of the wall. Some John telling them to keep it down.

Bernie, with tears of elation in his eyes, thrusts away at Natalie... for all of thirty seconds, before he explodes, convulsing in her arms with a stifled gasp.

Frank winds down "This Town" a few seconds later. Poor Bernie, he didn't even make it through the song.

BERNIE

Sorry...

Natalie wraps her arms around him.

NATALIE

Don't worry, Bernie. I've had worse.

We'll try again later.

Bernie rests his head on her breasts. Closes his eyes. We hold on him. A few seconds pass... and he breaks into a smile.

Fade to black.

INT. BERNIE'S MOTEL ROOM - DAY

TIGHT on Bernie sleeping. He still has that goofy smile on his lips. A beat or two later, he opens his eyes. We PULL BACK to reveal that he's alone in the bed. No sign of Natalie.

Bernie turns to the pillow next to him, buries his face in it. Takes a deep breath. Moans at her scent. Ambrosia. He still has his face in the pillow, sucking in deep breaths, when Natalie steps out of the bathroom. Big smile.

NATALIE

Hey, so, you wanna get some breakfast?

Bernie just looks up at her; replay on the goofy smile.

Heaven.

BERNIE (V.O.)

-- I did six months at Rikers for running numbers. It was Shelly's thing, but I took the rap for it.

INT. MOONLIGHTER COFFEE SHOP - DAY

Bernie and Natalie sit eating breakfast.

BERNIE

After I get out, I call up Shelly and he tells me to come out here. I figure he's going to set me up good at the Shangri-la. But he tells me they got all these rules about casinos employing felons. So he gets me this gig doing telemarketing for one of their fronts -- trying to scam pensioners out of their retirement money. I lasted two weeks.

As Bernie talks, Natalie spies a very PREGNANT GIRL (20's) coming out of the restroom. Her eyes follow the girl back to a table where a YOUNG MAN (20's) waits on her.

BERNIE

Already, I was getting in deep.
Finally it got so bad, I had to beg Shelly to take on my markers around town. That just bought me more time to keep losing. I put Shelly in an awkward position. I understand why he did what he did.
(taps his knee)

NATALIE

He did that to you? What, he shot you?

BERNIE

Baseball bat.
(off her cringing expression)
I got off easy.

NATALIE

That's getting off easy?

BERNIE

I was out of control.

NATALIE

But he maimed you...

BERNIE

Let me tell you something. I'm
grateful for what he did.

(off her stunned look)

No kidding. Every time I get an urge
to play off the clock -- to so much
as drop a quarter in a slot -- I
reach down and squeeze what's left
of my cartilage. It's one helluva
reminder.

NATALIE

Jesus... I thought stuff like that
didn't happen no more. Like that was
just in the movies or something.

Bernie holds her gaze her for a moment.

BERNIE

Anyway, Shelly and I worked out a
payment plan. Two years off the books
at the Shangri-la, cooling tables.
Five more days and I walk.

Before Natalie can respond, we hear the pregnant girl start to moan out loud. The waitress rushes over.

PREGNANT GIRL

(clutching her belly)

Oh shit, I think I'm going into labor!

The young man at the table rushes her to her feet, escorts her toward the exit in a dramatic fashion. All this without paying the bill.

As they pass by Bernie and Natalie's table, the girl trips over Natalie's purse. Bernie quickly helps her up. That's when he notices the young man...

BERNIE

(shocked)

Mikey?

MIKEY

Bernie...

There's a quick moment of confusion. Bernie feels a bit thrown by it all.

EXT. MOONLIGHTER COFFEE SHOP - PARKING LOT - DAY

Bernie accompanies them out to their car at a quick step.

Once out the door, the girl's contractions appear to have subsided. Natalie walks with the girl to try and help.

PREGNANT GIRL

I'm OK now. False alarm. Thanks.

Bernie pulls Mikey aside.

BERNIE

Mikey? Is that...? You're not the...

MIKEY

(nods)

Bull's eye. One time. Obviously runs in the family. I guess you're gonna be a grandfather, Bernie.

They reach the couple's car. A rusted out 1955 Ford Fairlaine. By the looks of it, they've been living out of it.

BERNIE

This you?

MIKEY

Hey, what the fuck, it runs. Anyways, we gotta be somewhere...

BERNIE

How's your mom doing?

MIKEY

I'm gonna pretend like you give a
shit and tell you, she's getting by.
As long as she's wasted.

Bernie nods. He gazes past Mikey to the girl.

MIKEY

Name's Charlene, in case you were
wondering. Looks like she's carrying
a whole litter in there, don't it?

NATALIE

When was the last time you saw a
doctor?

Charlene sidles up alongside Mikey.

CHARLENE

This clinic in Jersey. Maybe six
months ago. I wasn't about to go
back after they treated me like
cattle. Just because I didn't have
no insurance. And those places,

they're crawling with T.B. from all
'em spies.

BERNIE

So, you're in town...?

MIKEY

Maybe a week or so. Got some business
to take care of.

BERNIE

If you want, stop by the Lucky Star
Motel. Give us a chance to catch up.
I'm on three to eleven shift at the
Shangri-la. I work the floor.

MIKEY

No shit. Well, how 'bout that? Yeah,
maybe I'll do that. We can play catch
up. For the kid's sake. Gotta split.

NATALIE

(to Charlene)

Take care.

Mikey helps Charlene into the front passenger seat. They
drive off. Natalie looks to Bernie. She's curious, but doesn't
ask. He appears thankful for that.

INT. CASINO - BLACKJACK TABLES - NIGHT

CLOSE on a skyline of black chips neatly positioned on the felt. We see the owner of the chips strike a match. His last one. It fizzles out quickly. TILT UP to the PLAYER'S FACE with an unlit cigarette hanging from his lips.

A hand quickly reaches in, lights the cigarette with a Zippo.

PULL BACK to reveal Bernie.

PLAYER

Thanks...

BERNIE

Don't mention it.

Bernie sits at the table.

DEALER

(he knows the routine)

Hundred dollar minimum here, sir.

Bernie peels off a hundred from his billfold. Lays it on the felt.

DEALER

Money plays one hundred.

PLAYER

(to Bernie)

No offense, pal, but there's twenty other tables. What do you wanna come sit on my head for?

BERNIE

Just wanna play one hand. Feeling lucky tonight. I got this voice in my head, says this is the table...

PLAYER

I know this is the table. I'm already doing good here. It's my fucking table --

BERNIE

(touching him)

Hey, heard the one about the fella walks into a bar and says, "Hey, who owns that big great dane outside?" A man at the end of the bar raises his hand. "I do." The fella says, "Yeah? Well, my dog just killed it."

The dealer finishes shuffling, begins to deal.

BERNIE

"Whaddya mean your dog just killed my great dane? What kinda dog you have?" The fella just shrugs and says, "A chihuahua." "You tellin' me your chihuahua just killed my great dane? How?"

(a beat)

"I dunno," the fella says, "I think he got stuck in his throat."

Bernie starts laughing. The player is less than tickled.

Just then the dealer interrupts them.

DEALER

Insurance?

We see the dealer's got an ace showing.

PLAYER

God damnit!

The player waves off the insurance, as does Bernie. The dealer checks. Nothing. As the hand plays through the dealer busts out. Bernie glances over at the dealer. What the hell? Bernie places his chips again.

PLAYER

You said, one hand.

BERNIE

(agitated; to dealer)

Keep going.

The dealer plays. Bernie and the high roller win again.

Bernie glances around him uncomfortably. We see Shelly approaching. Shelly just has a nose for when things aren't running smoothly. Larry is lurking behind him.

The dealer turns up some cards. And again, Bernie and the high roller win. Bernie looks absolutely perturbed. Shelly gestures something with his head. Bernie cashes out.

PLAYER

Hey, stick around, pal. You and me,
we make a great team.

Bernie strolls over to Shelly. Shelly guides him away from the table under Larry's watchful eye.

SHELLY

What was that?

Bernie shrugs, still confused.

SHELLY

Well, what fucking gives? Is it McGann? He's been with us twelve years. The man's as standup as my dick.

(thinking to himself)

Maybe he's got money problems. I'm gonna pull him. He wasn't counting 'em, was he? The mook with the streak?

Bernie shakes his head. Larry sidles over.

LARRY

Is there a problem?

SHELLY

(zero tolerance)

No, there's no problem. Fella's on a streak, is all.

LARRY

(re: Bernie)

Let me guess? This is one of your "coolers?"

SHELLY

Why don't you announce it to the
whole fucking joint?

LARRY

(lowers his voice)
Man, they told me you were a stickler
for the old ways. But coolers? What
is this guy, some kind of degenerate
gambler? Reformed card shark? He
doesn't look too effective to me.

SHELLY

He's the best. Take it from me.

LARRY

Sure. Whatever. But there ways --
subtle ways -- to keep things in our
favor. I'm talking more forward
thinking methods.

SHELLY

That right? I suppose you got a whole
fucking prospectus on the subject.

LARRY

As a matter of fact I do. Like, right
off the bat, I can tell you this
wallpaper isn't going to cut it.

It's too uplifting. I would go with more muted tones.

SHELLY

Yeah? Wallpaper?

LARRY

And personally, I think the waitresses can all pop another button or two. Myself, I wouldn't hire anything less than a C cup.

Shelly looks to Bernie. You believe this mook? Larry extracts a CD from his jacket...

LARRY

Know what this is? Music to be sure. Pleasant, non-intrusive. But blended in at a subsonic level is a mantra. "Lose... lose... lose." And that's just skimming the surface. We really need to talk, Shelly.

Shelly is close to losing it. When MORRIE, the manager of the Paradise, comes running up...

MORRIE

Shelly, you better come quick.

INT. HOTEL CORRIDOR - NIGHT

Shelly, Larry and Bernie following behind Morrie as he hastily leads them down a hallway of the Shangri-la's best suites. They arrive at an open door, the sound of a TELEVISION beckoning them inside...

INT. BUDDY STAFFORD'S SUITE - NIGHT

Starting on the TV set: "Lost Horizon" (1937) is playing.

It's the scene where Robert Conway (Ronald Coleman), his brother and Maria are leaving the lost city in the end.

Conway looks back for one last tearful view of paradise.

PANNING OFF THE SCREEN to a pair of naked feet on the floor next to the bed... revealing Buddy slumped against the side of the mattress... a hypodermic needle protruding from his arm. Death glaze fixated on the screen.

Bernie slumps back against the wall. Catches his breath.

Shelly just stares at Buddy, a slight tremor of grief threatening his granite features. He glances over at Larry, who takes in Buddy's deathly repose without a hint of emotion. Larry meets Shelly's eye with a subtle smirk of one-upmanship.

An incendiary beat passes between them. Then...

SHELLY

(to Morrie)

Get a hold of his daughter. Assist
her with the arrangements. The Shangri-
la will take care of everything.

MORRIE

What about the Paradise?

SHELLY

She goes dark tonight.

LARRY

That won't be necessary.

Shelly and Larry exchange looks again. Bernie picks up on
it. The tension in the room threatens nuclear fission. A
loud ANIMAL ROAR reverberates on the soundtrack...

accompanied by jungle-like percussion... as we CUT TO:

INT. THE PARADISE LOUNGE - NIGHT

A "now performing" poster on a metal stand: JOHNNY CAPPELLA
live at the Paradise Lounge!

PANNING off the sign and following a COUPLE through the doors into the theater.

...our eye drawn to the stage. A troupe of gorgeous FEMALE DANCERS in leopard print G-strings, grinding their hips to the muscular rhythm.

Flanking them are a pair of strutting LIONS in elevated cages.

An EXPLOSION OF LIGHT and SMOKE... and JOHNNY CAPPELLA makes his entrance. Decked out in a reflective suit that picks up every light in the house and throws it back at the audience.

Johnny's got the style of a Harry Connick Jr. and the moves of Ricki Martin. The energy this guy brings to the stage makes the last twenty years of Buddy Stafford's reign seem like suspended animation. The women in the audience start fanning themselves with delight.

It's a new dawn in Paradise. And the panties are coming fast and furious.

We see Shelly watching from the back of the room. He shifts his attention to Nicky, Larry and Marty at a primo table.

They're having a grand time. Nicky pats Larry on the back of the head. "Good work, kid."

Larry turns and raises his drink to Shelly. Shelly stares right through him. A declaration of war.

INT. CASINO MIDWAY - NIGHT

Bernie and Natalie wander around the midway. A middle-aged WORKER at the ring toss booth gets her attention.

RING TOSS WORKER

Over here, young lady! C'mon, give it a try. Eight for a dollar.

Natalie drags Bernie over. She pays her money and the worker hands her the rings. Natalie throws, and misses all eight.

The man pats her on the shoulder.

RING TOSS WORKER

Sorry there, sweetheart. Better luck next time. Wanna try again?

Natalie is about to take him up on it, when she catches Bernie's eye. His look suggests she's being played for a sucker. She decides against it.

They walk off down the midway. Bernie chuckles to himself.

NATALIE

What?

BERNIE

Nothing.

NATALIE

What?

BERNIE

Nothing. You're just an easy mark,
is all.

NATALIE

An easy mark?

BERNIE

Yeah. Easy mark. You never heard
that term?

Natalie shakes her head.

BERNIE

When we were kids, Shelly and me, we
used to work Coney Island during the
summer. When a guy would walk up and
seemed eager to open his wallet, we
would always mark him with chalk.

We'd pat him on the back or arm with
the chalk. Like, 'Hey buddy, good
job!'

(pats Natalie)

Meanwhile, he had no clue the other
guys saw him coming a mile away.
Easy mark.

Natalie looks down at her shoulder where the man patted her.

She brushes it for effect. Bernie smiles. They take a seat
at the end of the midway.

Natalie locks onto a little toe-headed BOY being dragged
around by his OLDER BROTHER and the brother's FRIEND. The
kid has a glazed look in his eyes.

Natalie fixates on the boy with a haunted expression. Bernie
picks up on it.

BERNIE

You OK?

NATALIE

You notice last night, that tattoo
on my butt?

BERNIE

(are you kidding?!)

Little Joe.

NATALIE

Yeah, two twos. Little Joe.

Natalie hides her face behind her soda cup. Looks off in the distance.

NATALIE

I had a son. His name was Joe. I was his mother for a year.

BERNIE

You know, you don't have to tell me this.

NATALIE

I want to, Bernie. Better you know the worst of me up front. Later, when I'm already invested in you, it'll be too hard to come clean. After I tell you this, you'll probably... I mean, I'll understand.

She tears her eyes away from Bernie. Bernie can't believe what he's hearing. That she wants to be invested in him.

What could be so bad?

NATALIE

I gave my son up for adoption. I just wanted my life back. I was seventeen going on eighteen and I was selfish. My family, they didn't want to have nothing to do with me after that. So I hitched a ride out here. Figured I could make it as a showgirl. Ten years later...

(shrugs; starts to
break up)

I like to think that if it happened when I was older -- with some guy I cared about -- maybe things would have been different. I think about my Little Joe. And, I do know he's better off. I'm convinced of that.

She lowers her soda. Turns to Bernie. He studies her for a lengthy beat, stoic features. She wipes away her tears. Oh well, that's that. Bernie stands up. Looks around... focuses on the arcade clock. It reads 1:40 a.m. He turns to her...

BERNIE

So, you wanna go try your hand at the dime pitch? It's early still.

Off Natalie's tear-filled features. She breaks into a laugh-cry...

CUT TO:

INT. BERNIE'S MOTEL ROOM - NIGHT

Bernie and Natalie making love. Slow, tender. Natalie doesn't make with the "Oh yeah, baby, you're doing great" encouragement. Just some low key moans. Bernie doesn't come too soon either. He outlasts Sinatra through several cuts.

In contrast, we hear the hooker and her John howling away through the walls. An escalating ostinato of "Oh Baby's."

Until Natalie reaches behind her and raps her fist against the wall. Big smile from both of them.

EXT. LUCKY STAR MOTEL - DAY

Bernie and Natalie returning from breakfast in Bernie's Buick. Bernie can't find a parking spot. Natalie climbs out, heads for the room.

Natalie arrives at the room. She's about to stab the key in the lock, when she realizes the door is ajar. She hesitates for a moment, then pushes it open...

INT. BERNIE'S MOTEL ROOM - DAY

...to find Mikey and Charlene waiting on them. Charlene is puffing away on a Marlboro when Natalie enters. She immediately stubs it out. Rises, heads for the bathroom.

CHARLENE

I gotta go pee. I'm always peeing.

She closes the door after her.

NATALIE

(to Mikey)

How did you get in here?

MIKEY

I told the desk clerk Bernie was my old man. He let us wait inside. That a problem?

NATALIE

Bernie's looking for a parking space.

MIKEY

(chuckles)

Shit. I musta taken the last one.

Mikey steps up to Natalie. She hasn't moved from the doorway.
Her dislike for Mikey is evident.

MIKEY

Tell me something, Natalie? Is he
paying you?

NATALIE

Excuse me?

MIKEY

My old man, is he renting your ass?
'Cause otherwise I just don't get
it. A loser like my pops in the
company of some primo T & A. It don't
compute.

Natalie doesn't dignify Mikey with an answer. She stares him
down unflinchingly. Mikey reaches out to Natalie's ear,
"pulls" out a \$20 dollar chip.

MIKEY

This enough to get me a taste? Family
discount?

He drops the chip down Natalie's cleavage. Natalie still
doesn't react. Mikey reaches up, starts caressing her face.

She flinches. Right then, the door swings open. Bernie enters. Mikey snaps his fingers and a rose appears in his hand. He extends it to Natalie. She ignores the gesture, steps aside.

BERNIE

Mikey...

MIKEY

Hey, Bernie. I told you I was gonna stop by.

BERNIE

Yeah... I figured you'd call ahead.
We were out at breakfast.

Charlene emerges from the bathroom. Natalie heads over. She doesn't want to be around Mikey.

She stops in front of Charlene, points to a sprinkling of white powder on the side of her nose.

NATALIE

You missed some.

Charlene immediately swats the coke off. Natalie enters the bathroom. Closes the door.

MIKEY

You see, the thing is, Bernie, we're kinda strapped. I mean, Charly here's expecting like yesterday, and we don't have the dough to make with the right nutrition for her an' all. So, I was wondering if you would care to invest a little in your grandchild's future... his well being.

Bernie scratches his head, thinks on it for a moment or two.

Then heads over to the kitchenette cupboard. Pulls down a coffee can. Extracts a thick wad of bills. Hands them over to Mikey.

BERNIE

There's about three grand there.

That's all I got.

CHARLENE

Bless you, Bernie.

(pats her belly)

You know, Michael, I -- think we should name her Bernadette. After your father.

MIKEY

You mean, Bernie. Trust me, it's a

boy.

Bernie seems quite moved by it all.

CHARLENE

(to Bernie)

Wanna feel her?

BERNIE

I don't think... I don't want anything
to hap...

CHARLENE

Ooh, I just felt her kick. C'mon,
Bernie, gimme your hand...

She places Bernie's hand over her stomach.

CHARLENE

Feel that?

BERNIE

(not sure)

I don't know... I think so...

Mikey takes Charlene by the arm...

MIKEY

We'll catch you later, Bernie. I think I'm gonna take Charly over to the hospital right now. Get her checked up real good.

Charlene kisses Bernie on the cheek. He blushes.

CHARLENE

Take care, Pop.

BERNIE

Mikey...

Mikey turns in the doorway, eyebrows raised. Yeah?

BERNIE

You're not going to try anything stupid while you're in town?

Mikey plays it dumb. Huh?

BERNIE

You mess up and they'll cut you no slack. That's all I'm saying. You got a kid to think about.

Mikey nods, backs out of the room. Charlene giggles. They disappear into the parking lot. Natalie emerges from the

bathroom. She lights up a cigarette, just stares at him as if to say: sucker. Bernie shrugs.

INT. SHELLY'S OFFICE - NIGHT

Shelly enters to find Larry seated behind his desk. Larry immediately leaps to his feet, phony apologetic grin.

Nicky and Marty are lounging on Shelly's sofa. Shelly's gaze is drawn to a table in the middle of the room. There's something on it, covered in a plastic sheet. He raises a "what gives?" eyebrow.

NICKY

Shelly, I hope you don't mind...

SHELLY

What's going on, Nicky?

NICKY

I'm sorry we didn't say nothing about this earlier... but the deal wasn't closed yet.

MARTY

Don't worry, Shelly, you're gonna love it.

Nicky gestures to Larry. Larry whisks the plastic sheet off the table...

...to reveal an impressive SCALE MODEL of a redesigned SHANGRI-LA HOTEL AND CASINO.

The model boasts huge snow-capped Himalayan peaks a la "Lost Horizon," surrounding a completely overhauled hotel and casino. A Matterhorn-like rollercoaster traverses the mountain top. Gold and marbled pillars, terraces and floors promise to raise the bar on Las Vegas opulence. We're looking at a hundred million dollar investment easy.

NICKY

The new Shangri-la Hotel and Casino.
We break ground on her in six months.

Off Shelly's startled expression --

NICKY

I know what you're thinking? Where's she gonna go? You need space to expand, right? Well, that's been taken care of. We're now the proud owners of The Golden Frontier next door.

LARRY

(gesturing to the
model)

She's perfect. Three floors of gaming,
IMAX theater, entertainment center,
boutiques, restaurants, rollercoaster,
you name it. She'll pay for herself
in three years, and then it's easy
money.

NICKY

Isn't she great, Shell?

Shelly slowly approaches the model like a condemned prisoner
mounting the scaffolding.

We see his stoic features reflected in her sparkling swimming
pool.

SHELLY

In "Lost Horizon," these people,
their plane crashes in the Himalayas --
and they get rescued and taken to
this Utopia in the mountains. Shangri-
la. It's beautiful. The place is
completely isolated. Untouched by
the outside world. There's no war,
no greed, no bullshit... Time is
slowed down. People, they don't age.

It's... paradise. That's what Shangri-la is. Paradise.

LARRY

Yeah, we've all seen the movie. And your point is?

Shelly whirls around, yells:

SHELLY

You don't fuck with paradise! All'a ya!

NICKY

Hey, Jesus, c'mon, Shelly. We're not trying to fuck with it. We're trying to make it better.

SHELLY

How... how, Nicky, could it be any better? Right now it's perfect. It's the last of its kind. It's pure... and this.

(points to the model;

weary)

...this is just... it's a mockery.

An insult. Trying to make something of it that it isn't.

LARRY

What are you talking about? It's
right outta the movie?

SHELLY

Whose talking about a fuckin' movie?
This ain't a fuckin' movie. This is
my life. This is my house of worship.
You people are shittin' on all that's
sacred to me.

A tense silence ensues. Nicky, Larry and Marty exchange looks.

SHELLY

(tired laugh)
I got just one question? Where you
gonna be when they decide to change
it back? When the people, they come
looking for the real Vegas, from
before all this Epcott Center
bullshit. Who's gonna it give it to
them? You guys? I don't think so.
You know who? The same fucks who
started this shit in the first place.
It's all gonna come full circle and
bite you in the ass. Mark my words.

Shelly falls silent. Massages his forehead. Shit, that wasn't the way to handle it.

Nicky gets up from the sofa, walks over to Shelly, places a hand on his shoulder. Shelly flinches, but doesn't pull away.

NICKY

You make some good points, Shelly.
Maybe it'll swing back the other way, who knows? But the smart money suggests we roll the dice. I'm not gonna bullshit you; naturally there's gonna be a lot of restructuring in the months to come, but I want you to know, you'll always have a place with us.

SHELLY

Where's that? Behind the bar?

MARTY

(laughs)
Behind the bar, that's a good one.

NICKY

I think you should take some time and think things through. All this, it's a lot to digest, y'know.

MARTY

Speaking of things to digest, I'm
starving. How's that buffet they got
in the Valley of the Blue Moon? You
recommend their prime rib, Shell?

Shelly stares right through Marty. Choke and die on it,
motherfucker.

SHELLY

It's food.

NICKY

Hey, my arteries can use a workout.
Lead us to the trough, Shell.

Shelly nods at Nicky, then shifts his gaze to Larry. Larry's
all smiles. He steps forward to join them, his hand dropping
down and caressing the surface of Shelly's desk behind him.

A subtle gesture not lost on Shelly. Shelly mentally unloads
a full chamber into Larry's chest. Returns the smile.

INT. CASINO - CRAPS TABLES - NIGHT

As Shelly and the group pass a hot craps table, Nicky is
drawn to it.

NICKY

Wait up a second...

MARTY

I thought we were gonna eat?

Only now do we see Bernie has arrived to cool the table of
its hot shooter -- A LOUD, pudgy, overdressed SUBURBANITE.

Shelly eyes Bernie.

SHELLY

Maybe we wanna play over there. Less
crowded.

NICKY

Nah, let's play here. This is my
lucky table. I always play here.

(to the others)

Go on ahead. I know where to find
you guys.

Shelly signals Bernie to back off. Bernie steps back.

Shelly, Larry and Marty head for the restaurant. Nicky quickly
slaps down some green.

The stickman slides the dice over to the suburbanite who is shooting. He scuttles the dice. They bounce up over the rail and spike Nicky on the forehead before dropping back on the felt. The players chuckle.

STICKMAN

Out! Seven, line away seven...

Nicky rubs his forehead, glares at the suburbanite. He fires back.

SUBURBANITE

C'mon, pops! What the hell? I coulda paid my mortgage with the money I just lost.

Nicky says nothing. The table is quickly cleared by the dealers. The stickman skips the next shooter and feeds the dice to Nicky.

SHOOTER

Hey? I'm supposed to be next...

NICKY

File a grievance, shithead.

Suburbanite is still fuming over his loss. Nicky places a couple hundred on the passline.

STICKMAN

We're coming out. Crap Eleven, any
seven.

Nicky throws in some chips to the center.

NICKY

Hundred dollar big red.

Suburbanite watches as Nicky runs through a lengthy pre-shot
routine. Lots of hand jive and cuff shooting.

SUBURBANITE

Hurry it up, gramps. Your soup's
getting cold.

Nicky throws.

STICKMAN

Crap, Ace Deuce. Line down.

The croupiers takes down the pass line.

SUBURBANITE

Hey, Busketti, maybe you should try
shuffleboard.

Nicky is fed the dice again. Same routine. Nicky just fires an incendiary look back at the suburbanite.

SUBURBANITE

Uncle Palsy? Shake'em this direction.

Nicky throws.

STICKMAN

Four, hard four. The point is four.

The players make their bets.

SUBURBANITE

Good now throw it before you fucking keel over and die, old man.

Nicky slowly starts his routine defiantly.

SUBURBANITE

Happy birthday to me. Happy Birthday to me... Jesus, fuck, I'm another year older already.

Nicky throws.

STICKMAN

OUT! Seven! Line away.

Nicky claps his hands dealer style -- for effect -- and with a gentlemanly smile steps back from the table. Nicky's chips are quickly swept up by the croupier.

SUBURBANITE

Don't take it so hard, pops. Everybody craps out.

Nicky locks eyes with the suburbanite. Then flashes a smile that suggests he's going to brush it off. He turns away from the table...

SUBURBANITE

Now go change your fucking Depends.

Nicky makes like it's all in good jest. Yeah, that's real cute. He heads around the table to the suburbanite, holds out his hand as if to say: Hey, no hard feelings. The suburbanite shrugs. What the fuck? I was just playing with you, pops. He reaches for Nicky's hand... when Nicky suddenly headbutts him. Before anyone can react, Nicky starts laying into the suburbanite. The man goes down and.

Nicky continues pummeling him...

NICKY

Who's laughing now, huh? ya fuckin!

prick! C'mon, crack wise again... Ya
fuckin' smooth as a Ken doll, no-
dick, suburbanite scum. How's that
for a game?!

Shelly alerted to the fracas, rushes back to the table. He
takes immediate control of the situation. Snaps his fingers
at security. The suburbanite is whisked away with a pocketful
of comps and a bruised ego. Shelly takes Nicky aside, attempts
to calm him. Nicky keeps railing at Shelly:

NICKY

That ain't right, Shelly! Guy fucks
up my game like that. Who the fuck
does he think he is?

SHELLY

You're right. He's just a piece of
shit. Forget about him.

NICKY

I thought this joint had more class.
Used to be, we wouldn't even let
bums like that in...

Nicky catches himself. He looks at Shelly for a beat.

There's an unspoken understanding between them. "The good

old days." We see Bernie in the b.g., looking more than a bit shocked.

INT. THE MAKAWAO BAR AND GRILL - NIGHT

Bernie seated with Natalie.

BERNIE

This town... You know, Natalie, all I want to do is go some place where I can tell day from night. Where they got clocks on the wall. I can't breathe around here no more. Four days and I'm gone. I'm not even sure I can hold out that long.

NATALIE

(a beat)

So where does that leave us?

BERNIE

A week ago, I didn't remember what it was like to have a woman's hands on me. I'm still pinching myself, expecting to wake-up from...

(just blurts it out)

Come with me, Natalie. I want you to come with me.

NATALIE

God, Bernie, that's...

BERNIE

I'm sorry. I didn't mean to spring
that on you.

NATALIE

Bernie... I want to be with you. I
do. But I don't know if I can leave
with you.

Bernie's look: Why?

NATALIE

I was working on a compatibility
chart for the two of us. And it looks
good, really, it does.

BERNIE

So, what's the problem?

NATALIE

That's with us here. In Vegas.

Bernie's expression: Oh.

NATALIE

Maybe I was being presumptuous, 'cause
I knew you were leaving... and I
tried working it in different ways...
It wasn't good, Bernie. I got scared.
But that's just for now, for the
immediate future. Once the planets
realign, maybe a year from now...

BERNIE

Natalie... I can't... Not another
year. Not another week.

A somber mood falls on the table. Bernie reaches for Natalie's
hand. Instead, he knocks the salt over. It spills out in
front of them.

BERNIE

I think... we probably shouldn't see
each other anymore.

NATALIE

Why, Bernie? We only got a couple
days left together. Why not make the
most of them?

BERNIE

(a long beat)

Because if I spend one more night in
your arms, I'm not going anywhere.

NATALIE

And that's so bad?

Bernie just stares at her, shrouded in sadness. Natalie stubs
out her cigarette, rises.

NATALIE

Take care, Bernie.

Bernie casts his eyes to the mound of spilled salt in front
of him. Nods. A few beats later he raises his head...

BERNIE

Natalie, don't...

Gone. A WAITRESS appears.

WAITRESS (O.S.)

Get you another?

BERNIE

(nods)

I think you better bring me the
bottle. Please.

INT. SHANGRI-LA HOTEL AND CASINO/BAR - NIGHT

Once again, we see Bernie's feet limp across the casino floor.
He walks up to the bar, asks for a cup of coffee.

Doris brings it over. Short on the cream again.

He just sips it black. Gloom and doom features. Life sucks.

His master's VOICE sounds over the intercom:

VOICE (V.O.)

Chang, party of fifteen, your table
is ready, Chang party of fifteen.

Bernie looks to Doris. Sighs. Only three more days.

INT. CASINO FLOOR - CRAPS TABLES - NIGHT

He heads for the crap tables, the sound of raucous CHEERING
becomes audible. A large crowd starting to gather.

Bernie noodles his way to the front of the crowd. As soon as
he gets a look at the heavy hitter at the table, he tenses
up.

Oh shit.

It's MIKEY. With Charlene. Charlene is making one hell of a racket. Playing up her extremely maternal state.

Just then Natalie sidles up to Bernie with the Chivas Regal.

Without thinking about it, he grabs the glass off the tray, downs it in a single gulp.

CHARLENE

(clutching her tummy)

Come on, Mikey. This is our future.

Don't blow it.

Mikey throws down a bet for the dealer.

MIKEY

Put this on the line for the boys.

The stickman thanks him as they place the bet. Mikey throws down more money. We can see Mikey has bets all over the table.

MIKEY

With shoes!

STICKMAN

Dealer's got shoes. Hands high, the dice are out! The point is nine.

CHARLENE

Come on all you's. Put a good thought
in for our baby!

As everyone dotes over Charlene, Mikey quickly swaps the
dice before anyone can see. He throws.

STICKMAN

Six the hard way!

Mikey is paid nine thousand by the croupier, as is Charlene.

Bernie stands frozen. He doesn't bother trying to get any
closer to the table. He knows it'll do no good.

CHARLENE

Oh my god, I just felt him kick! He
knows. He knows you're all pulling
for him. God bless you all.

Natalie looks over at Charlene. Their eyes meet for a second.
It's as though Natalie knows it's a scam and Charlene's
acknowledging it.

Mikey throws again.

STICKMAN

Six the hard way! Look out, we got a

shooter!

Another nine grand. Mikey's rail is nearly full. Charlene hops around awkwardly causing more distraction.

Bernie is really sweating it out now. Then Shelly arrives.

Larry is hot on his tail.

SHELLY

How much?

BERNIE

Eighteen thousand since I stepped up. I'm sorry, Shelly, I guess I've been hit and miss lately.

Shelly's expression tells us he isn't so sure. Something definitely isn't kosher.

As Charlene chatters on, Mikey switches the dice back.

Shelly makes him.

SHELLY

(sotto)

Fucking amateurs...

Mikey throws...

STICKMAN

Seven out! Line away.

The players and crowd, though disappointed, applaud Mikey's achievement.

MIKEY

(bowing)

I thank you. My wife thanks you. My
unborn child thanks you.

Mikey moves his rail of chips to the felt.

MIKEY

Color me up will ya?

Larry notices Shelly slipping on a pair of leather gloves.

LARRY

You've gotta be kidding me.

(off Shelly's steely
glare)

That's not how I propose we handle
it. We'll turn the matter over to
the authorities. They'll be
blacklisted, their credit ruined...

SHELLY

(gets in Larry's face)

And then we'll give 'em both a
lollipop for the ride home. Come
watch and learn, Harvard. A little
lesson on how to protect your
investment -- the old school way.

Shelly walks over to Mikey and Charlene, Larry lingering
behind him.

SHELLY

Hey, that was some run you had back
there.

MIKEY

Uh, thanks. Just lucky I guess.

Mikey steals a tense glance at Charlene. She starts to fidget
nervously.

SHELLY

Why don't we go do this in my office?
I don't like to hand out all this
amount of cash on the floor.

Security (Tony and Lou) corrals the couple. Leads them away.

Bernie watches as they pass by. Mikey looks into Bernie's eyes. They both know he's been made. Natalie doesn't say anything, just looks at Bernie.

INT. CASINO RECEIVING AREA - NIGHT

Slot machines everywhere -- some on the way out, some on the way in. Crates of casino supplies.

Bernie rushes in with Natalie behind him. Heading for an aural beacon of BLOWS landing on flesh... GRUNTING, PLEADING...

...arriving to find Tony and Lou kicking the shit out of Mikey on the floor. Charlene lies clutching her belly a few feet away. Shelly swings a baseball bat, warming up for some blood sport. Larry watches from the sidelines -- at once appalled and enthralled.

CHARLENE

Oh my God... I can feel the
contractions coming on...

Bernie rushes over to Shelly...

BERNIE

Shelly, stop them! Don't do this!

SHELLY

Get lost, Bernie, this got nothing
to do with you.

BERNIE

It's got everything to do with me.
He's my son.

Everyone stops dead. Freeze frame. Shelly gets a weird look
in his eye. A fuse has just been lit...

SHELLY

What did you say?

BERNIE

I said, he's my --

SHELLY

Who? This little prick?

Shelly smashes Mikey across the shoulder with the bat.

AARRRGGGGHHH!!! Shelly raises the bat to cream Mikey again...
Bernie grabs Shelly's arm. Shelly shoves him back.

Raises the bat again...

MIKEY

Pop, help me...

BERNIE

Shelly, don't you fucking do it!

Shelly freezes. He lowers the bat, throws it aside. Grabs Bernie by his collar...

SHELLY

Were you in on this? Jesus, you better come clean with me.

BERNIE

NO! God, no! I didn't know nothing about it.

Shelly releases Bernie. There's a strange look in Shelly's eye. We see the wheels turning...

SHELLY

How much you think their lives are worth, Bernie? Myself, I don't think they're worth piss. But, hey, it ain't my kid...

Bernie sees where Shelly's going with this. We can almost hear the cell door slamming in his head.

SHELLY

Let me see: they were up almost a hundred and fifty grand. That's 150 G's someone's gonna have to account for. What do you say, Bernie, seventy-five grand a piece?

Bernie glances over at Natalie. She has tears in her eyes.

He looks to Shelly pleadingly. Please don't do this...

SHELLY

Hey, I know you don't have that kind of cash. But, since you're a friend of the house, I'm willing to front you.

BERNIE

Shelly, they didn't get away with the money... You didn't lose anything...

Shelly glances over at Lou, nods. Lou kicks Mikey in the face. His nose snaps like a twig.

BERNIE

Oh Jesus... Yes! All right. It's on

me. 150 G's.

Charlene clutches her belly, moans...

CHARLENE

Oh god, oh god... you gotta get me
to the hospital... contractions...

BERNIE

Shelly, please help her. That's my
grandson...

SHELLY

Hey, why don't we all break out the
champagne? Lootz is about to become
a granddaddy.

(walks over to her)

How you doin' there, sweetheart?

Must hurt like crap, huh?

CHARLENE

(nods)

Hurts so bad...

SHELLY

Yeah?

Suddenly Shelly kicks Charlene in the belly! WHAM! She

screeches out.

NATALIE

Oh God...

BERNIE

Jesus NOOOOO!!!

Even Shelly's goons can't believe what they've just witnessed. Larry is aghast. Bernie rushes Shelly, starts raining blows on him. Shelly swats him off. He drops down next to the squirming girl, rips her sweater and blouse up over her stomach...

...to reveal a mound of fake padding. He tears the padding away from her, throws it at Bernie.

SHELLY

Here! It's a fuckin' boy. Anyone got a cigar?

The muscle start laughing it up. Relief. Larry emits a nervous giggle. Natalie's jaw hits the floor. Bernie takes a step back. He's about to go into serious shock. Charlene curls over, sobbing.

SHELLY

(to Bernie)

You sure you still want to be good
for it? Because if you want to change
your mind, I don't blame you.

Bernie looks over at Mikey. He stares up at his father,
trembling.

MIKEY

I'll make it up to you, Pop, I
swear...

Bernie holds his son's gaze for a beat. He's almost tempted
to... He just shrugs and nods at Shelly.

BERNIE

It's on me.

SHELLY

(shakes his head)
That's the worst fucking call you
ever made in your life.

ON NATALIE at that moment. We can tell she agrees with
Shelly... but thinks all the more of Bernie for it. That
might even be love in her eyes.

Shelly snatches his baseball bat up off the floor. Walks
over to Mikey, and brings it down full force, pulverizing

Mikey's left kneecap. Oh man, the scream...

BERNIE

What are you doing?! I thought we
had --

SHELLY

150 G's buys their lives. This is
just a little slap on the wrist to
remember me by.

Natalie turns her head. She's about to throw up. Larry
watches, unflinchingly. Charlene is making with some serious
pleading now.

CHARLENE

Oh god... it wasn't my idea.

Shelly steps up to Charlene, tapping the base of the bat in
the palm of his hand. He smiles reassuringly at her.

SHELLY

You know, motherhood is a beautiful
thing. This... you made a mockery
out of it. Maybe you'll get to
experience it for real one day.

CHARLENE

(nods, sobbing)

I want... to be a mother... please
don't hurt me...

SHELLY

I'm not going to hurt you.

Shelly turns his back on her. Charlene starts sobbing relief.
They're not going to hurt her. It's going to be all right.
Wrong. Shelly throws the bat to Lou. The heavy steps up to
the plate (as we RACK FOCUS to Shelly walking away) --
CRUNCH!!! followed by the girl's SHRIEKS. Natalie buries her
head in Bernie's shoulder.

SHELLY

(to Tony and Lou)

Get 'em outta here. You ever see
them in this joint again, kill 'em.

SHELLY

(to Bernie and Natalie)

You two, you're still on shift.

Shelly catches Larry's eye: I hope you were taking notes.

INT. BERNIE'S MOTEL ROOM - NIGHT

Bernie's seated on the edge of his bed, drowning his sorrows

with a bottle of gin. Moonlight paints him in jail bars of shadow. Natalie lingers in the b.g.

BERNIE

I did this to myself. I planted the seed. When Angela took off with Mikey, I didn't... I never made an effort to get back in his life. I figured, the kid don't need a loser for a father. Now it's all come full circle. I give him the money, I open the door to all this... I musta had it coming. Payback.

Natalie's hand lowers the needle onto the Sinatra record.

"Nice 'n' Easy" starts up.

She walks over to Bernie, takes the bottle away. Helps him to his feet.

He gives himself over to her reassuring embrace. Natalie raises Bernie's face to her's.

NATALIE

Bernie, it's a big world out there. If you just took off -- if we took off.

Bernie shakes his head. It's too late for that now.

DISSOLVE TO:

INT. BERNIE'S MOTEL ROOM - LATER - NIGHT

Natalie staring up at the ceiling, Bernie nuzzled against her. Her features appear softer than ever. Luminous in the moonlight. Realization moist in her eyes.

NATALIE

You awake, Bernie?

He grunts something inaudible.

NATALIE

I -- think I love you.

Bernie tenses up. Huh?

NATALIE

No, I don't think. I'm pretty certain
of it.

Bernie raises his head, not quite sure he heard her right.

Natalie sits up, hugs her knees. Bernie finds himself staring

at her back.

NATALIE

You blind-sided me, Bernie Lootz. I never saw this coming. You shouldn't do that to a girl.

Bernie reaches out, caresses her back. She emits a shiver...

NATALIE

There's still things you don't know... should know... I don't want to ruin it...

Bernie pulls Natalie back toward him.

BERNIE

It won't make any difference, Natalie. Whatever you come clean about, I'm not gonna feel any different about you. I'd say the words, but with my luck...

NATALIE

Say 'em anyway. To hell with rotten luck. That's overs.

BERNIE

(a beat)

I love you, Natalie.

Natalie smothers her lips against Bernie's. He enshrouds her in his arms. Fade out...

INT. BERNIE'S MOTEL ROOM - DAY

Fade into SOFT FOCUS. Slowing taking form... A CAT'S FACE seen in extreme close-up.

WIDER -- to reveal the cat resting on Bernie's chest. She MEOWS as he stirs awake. He's stunned to see her there.

BERNIE

Trixie?

The cat jumps off his chest and slinks over to her empty food bowl. Meows again. Bernie breaks into a wide smile.

BERNIE

Trix. You came back.

Bernie shields his eyes from the bright sunlight streaming in through the blinds. Huh? This is a first for him. He's never gotten direct sunlight in his room before. What's the deal? Did the world just turn on its axis?

He glances over his shoulder... No Natalie. Just her impression in the sheets. And a note on her pillow. For a moment his heart stops. He conjures up the worst. Grabs up the note, unfolds it.

We see a lipstick kiss and the words: HAVE A SPECTACULAR DAY!

Bernie lets out a joyful whoop! Leaps out of bed...

SMASH CUT TO:

INT. BERNIE'S MOTEL ROOM - CONTINUOUS - DAY

CLOSE-UP: Trixie eating some tuna out of her bowl. We hear the record player needle drop on "Luck Be A Lady." Cut to:

Bernie's feet gliding around the room... PAN UP to Bernie dancing with himself. He's positively aglow. He snatches up a salt shaker and sings along with Sinatra. It's true -- love makes the world go around. It obviously also gives life to dead plants, as evidenced by the small bulb that has sprung up overnight above his radiator. But we won't dwell on that.

INT. SHANGRI-LA HOTEL AND CASINO - DAY

Bernie struts into the casino a changed man (still to the tune of "Luck Be a Lady"). Even his limp seems less pronounced

as he greets fellow workers as they pass.

He catches a glimpse of himself in a wall mirror. Maybe for the first time, he likes what he sees. In the reflection he notices Natalie smiling at him. He meets her eyes. She averts them quickly, keeps walking.

INT. SHELLY'S OFFICE - THAT MOMENT

Shelly watches Bernie from the video monitor. He appears less than delighted over Bernie's sunny disposition. He picks up the phone, dials.

SHELLY

(into phone)

Yeah, it's me. Get Bernie over to
crap table six.

INT. CASINO FLOOR - NIGHT

Per usual, Bernie walks up to the bar, asks for a cup of coffee. Doris slides it over.

BERNIE

(looking around)

Got any cre --

Before he can answer, Doris hands him a container of cream.

A full container. Taken aback, he starts pouring it into his cup, when he hears a VOICE over the intercom:

VOICE (V.O.)

Lovett, party of six, your table is
ready, Lovett, party of six.

Bernie looks to Doris.

BERNIE

Duty calls.

INT. CASINO - MONTAGE - MOMENTS LATER

A -- Bernie arrives at a hundred dollar blackjack table just in time for the dealer to bust out. The crowd goes crazy!

B -- Bernie takes a break by leaning up against the side of a slot machine. Suddenly, the woman playing it hits a jackpot.

C -- Everywhere he seems to go, people continue to win.

D -- Bernie, despite the spooky irony, can't help but smile as mountains of chips pile up on the tables. Shelly appears behind him. Not a happy camper. He gestures Bernie to follow him.

INT. CASINO SLOTS AREA - NIGHT

They head over to a section of slots. As they pass one of those huge million dollar slots, the FLOOR MANAGER cuts in front of them.

FLOOR MANAGER

Hey, Shelly, check it out. The new Mega-Million. I call her Marnie, 'cause she's one frigid broad. Sure, once in a while she'll flash you a bit of tit, but your chances of hitting a home run -- one in twenty million. Here, give her a shot...

He hands Shelly a cup of quarters, takes off. Shelly looks to Bernie. He's trying to keep a lid on his anger.

SHELLY

(feeding Marnie quarters)
You wanna tell me what's going on out there?

BERNIE

I don't know...

Shelly pulls the lever.

SHELLY

What do you mean...

Marnie immediately spits out a small jackpot.

SHELLY

(reacts with surprise)

What do you mean, you don't know?

We're down almost a mil out there.

Doesn't seem strange to you?

BERNIE

(shrugs)

Guess I'm having an off day.

SHELLY

You don't have off days, Lootz. You're
shitty luck incarnate. What's wrong?

You coming down with something? You've
got this look about you...

Shelly starts feeding Marnie again.

BERNIE

Nothing's wrong. Fact is, I've never
felt better.

SHELLY

What's that supposed to mean?

BERNIE

She loves me, Shelly. She told me
last night. Natalie.

On the mention of Natalie's name, we hear a shrieking SIREN,
followed by a deafening toll of slot bells. Shelly's just
landed the million dollar jackpot. Shelly stares at the slot
in surprise -- then looks over at Bernie. Realization hits
hard. Fuck! The floor manager staggers over. His expression
is priceless.

FLOOR MANAGER

Sweet Jesus... you popped her
cherries.

SEVERAL CASINO WORKERS have gathered to witness the
deflowering of Marnie. They gaze reverently upon her, as if
witnessing the "Close Encounters" mothership for the first
time. Shelly drags Bernie out of earshot.

SHELLY

Natalie? She told you, she loves
you?

Bernie nods, a huge grin wrenching his cheeks apart. He's

about to go helium on us.

INT. CASINO FLOOR - NIGHT

Natalie's serving drinks to a table of high rollers, when Tony and Lou appear behind her...

INT. SHELLY'S OFFICE - NIGHT

The door to Shelly's office slams behind Natalie. Shelly glares at her from behind his desk. We see him thumbing his steel abacus. The beads drifting toward the center. Natalie shakily lights up a cigarette.

SHELLY

Put that fucking thing out!

Natalie, startled, drops her cigarettes. She kneels to gather them up.

NATALIE

Sorry.

SHELLY

You should be. You've gone and fucked it up big time. I paid you to be his cooze companion, not his fucking true love. But, no, you had to go

and get all profound on the poor
schmuck.

(mimics female voice)

"I love you, Bernie." You know what
you've gone and done, sweetheart?
Those four little words of endearment
have already cost this casino a
million and counting today.

NATALIE

I don't understand...

SHELLY

(jumps to his feet)

Lady luck. You never heard'a lady
luck?! That's what's goin' on out
there. Lootz is Kryptonite on a stick.
He should have 'em throwing ice cubes
out there, but instead I got a fuckin'
meltdown on my hands.

Shelly walks around his desk to Natalie.

SHELLY

OK, here's what's gonna happen. You're
outta his life by the time he gets
home. Don't even tell him to his
face, just leave a note. I'll make

some calls, situate you at another joint.

NATALIE

I can't do that.

SHELLY

(right in her face)

Excuse me?

NATALIE

It wasn't an act. I meant it. I love him.

SHELLY

(close to losing it)

What's there to fuckin' love? He's a loser. Always has been, always will be.

NATALIE

I thought you were his friend...

SHELLY

And I thought you were a smart cookie when I picked you out. You do not want to fuck me over, darlin'. I'll see to it that your next John's a

rattlesnake out in the desert. Now
get the fuck outta here.

Natalie rushes from the office in tears. Shelly closes his
eyes for a moment -- gotta keep it together.

INT. SHANGRI-LA CASINO - NIGHT

Bernie approaches some cocktail waitresses about to go off
duty.

BERNIE

Hi. Any of you seen Natalie around?
I'm supposed to give her a ride home.

COCKTAIL WAITRESS #1

I think she left already. She wasn't
feelin' too good. We been covering
for her.

Off Bernie's expression: Oh...

EXT. LUCKY STAR MOTEL - NIGHT

Bernie's Buick pulls into the lot. He parks, heads for his
room.

INT. BERNIE'S MOTEL ROOM - NIGHT

Bernie enters. Flips on the light. No Natalie.

BERNIE

(calls to the bathroom)

Natalie? You in there?

No answer. He heads over. Finds it empty. Concern spreads across his features. He glances around the room. Notices the closet wide open. Natalie's clothes missing.

BERNIE

(sotto)

Natalie.

That's when he catches sight of the note taped to the dresser mirror. He rushes over, rips it off.

I'M SORRY BERNIE. I GUESS IT JUST WASN'T IN THE CARDS FOR US. TAKE CARE, NATALIE.

Bernie slumps to the floor in disbelief. Starts to tremble.

Then rocks back and forth, wracked by stifled sobs. Christ, make it stop hurting...

DISSOLVE TO:

INT. BERNIE'S MOTEL ROOM - LATER

Bernie seated at the foot of the bed, drinking bourbon from a solitary glass. He's almost gone through an entire bottle.

He glances down, notices a pair of Natalie's stockings sticking out from under the bed. He brings them up to his face. Breathes her in, only to exhale a sorry breath.

INT. SHANGRI-LA CASINO - BAR - NIGHT

Bernie stops at the bar for a cup of coffee. Doris starts to pour the cream... whoops... empty. Bernie shrugs. Par for the course. Time to go to work.

INT. CASINO FLOOR - NIGHT

We see Bernie back in top form. Forget Mr. Cool, he's turned into Mr. Freeze with a vengeance. The high rollers are facing a nuclear winter on the floor thanks to Bernie.

SERIES

A -- A man with a fresh bankroll sits at a card table full of hubris. Bernie pulls up a chair next to him.

B -- We see a crowd of players hovering over a busy craps table. The cheerful congregation turns sour as the dice are

flung. Players groan as they jettison the table, leaving just Bernie...

C -- We see a dealer pull a six card twenty one as players sit with twelves and thirteens. They sit stunned as their money is swept away. The same man with the hefty bankroll unclips the last of his green. He throws it over to the dealer to change in.

D -- Larry, roaming the floor, is visibly disturbed by Bernie's cooling ability. It's something he can't quantify and it unsettles him. He glances up toward Shelly's observation window, knows the man is gloating.

Good call. From behind the glass, Shelly lights up a stogey. Hint of a smile. You go, Bernie.

INT. PARADISE LOUNGE - NIGHT

Johnny Cappella rocks the house. PAN ACROSS to Shelly and Bernie seated in Shelly's booth. Shelly is in a jovial mood, while Bernie is a portrait of misery.

BERNIE

I want you to tell me the truth,
Shelly. Did you say something to
Natalie? Did you muscle her --

SHELLY

Jesus, Bernie, is that what you think
of me? That I would fuck with your
happiness? That hurts.

Bernie shrugs an apology, shifts his gaze to Johnny Cappella.

BERNIE

This guy's all flash. No soul. I
miss Buddy. Place isn't the same
without him.

SHELLY

Buddy was tired. I gave him an easy
out. It coulda been a lot worse...

BERNIE

(confused)
You gave him an easy out? What are
you talkin' about? I thought he...

Shelly looks almost... tortured. Something he needs to get
off his chest.

SHELLY

He woulda never taken the buy-out
offer. Buddy woulda stuck to his
guns, no matter what. And they woulda

ended up hurting him. I couldn't let that happen.

BERNIE

Jesus... you... How can you sit here and justify it? Like you were Dr. Kevorkian or something?

SHELLY

Listen to me, you dumb fuck -- I loved that sonofabitch. But his time was up. What I was supposed to do, leave him to those corporate wolves? What I did, it was the humanitarian thing. That I have no doubt about. Afterwards, I held him in my arms and I cried like a fucking baby. What? You got this look -- what's this fucking look?

Off Bernie's shocked expression --

INT. BERNIE'S MOTEL ROOM - NIGHT

Bernie sits watching TV, a bottle of Ten High next to him on the bed. Same religious channel. This time it's a mass baptism taking place on some river bank. He's about to doze off, when he hears a light rapping on the door. He cocks his head,

not sure if it's the booze talking.

Bernie throws open the door --

Natalie standing there. A lonely angel framed in the doorway.
Suitcase at her feet. 24 carat tears glistening in the dark.

They just stare at each other for an extended beat. Then
Natalie stumbles into Bernie's arms. Clingwraps herself to
him. Bernie squeezes his eyes closed. Holds on for dear life.
It's a different kind of pain now; one that hurts so good.

ANGLE ON NATALIE

from over Bernie's shoulder. There's a bittersweet look about
her. Nothing good can come of this. But that's tomorrow. A
long ways off.

INT. BERNIE'S BEDROOM - LATER

Bernie and Natalie lie in each other's arms. Bernie seems at
ease. Natalie eyeballs the ceiling, smoke wisping up from a
cigarette.

NATALIE

Bernie? You awake?

BERNIE

Yeah.

NATALIE

Let's just take off.

Bernie looks over at her.

NATALIE

I mean it. Let's just pack up and go. Tonight.

BERNIE

(closes his eyes)

I can't do that. I've got an obligation to Shelly. There's no --

NATALIE

Fuck Shelly. He doesn't give a shit about you. Let's just climb into your car and get the hell out of here.

Bernie cuts her off.

BERNIE

I can't do that, Natalie. They'd come after me. And because you were with me... I wouldn't want that on

me.

Natalie finishes her cigarette. Well, she's made her bed.

Bernie starts nuzzling her. She turns away.

NATALIE

Just hold me.

INT. CASINO FLOOR - DAY

Shelly looking on as a high roller cleans up at craps. With Bernie standing right there next to the guy.

Which only seems to make it worse, as Bernie's presence spurs the player on to an even bigger win.

Bernie has that goofy "my heart is full" look about him.

Which can mean only one thing in Shelly's book. The man looks about ready to split an atom. We see Larry hovering nearby with a smug grin. Off of Shelly's enraged expression...

EXT. LUCKY STAR MOTEL - DAY

Lou's black Oldsmobile pulls into the parking lot. Shelly and the boys climb out, head for...

EXT. THE MOTEL COURTYARD - DAY

Natalie's sunning herself at the pool. The only other people around are a middle-aged couple and a young boy.

Shelly (slipping on his leather gloves), followed by Lou and Tony, strides purposefully up to Natalie -- no hellos, nothing -- just grabs her by the hair...

NATALIE

Hey! Ouch! What are you...?

He drags Natalie over to Bernie's room, kicks the door open, shoves Natalie inside...

INT. BERNIE'S MOTEL ROOM - DAY

Shelly throws Natalie onto the bed. Lou closes the door and draws the blinds.

NATALIE

You got no fucking right...!

SHELLY

What did I tell you?! What did I fuckin' tell you?!

NATALIE

I tried... I couldn't...

SHELLY

I don't give a fuck!

Shelly heads over to the closet, rips it open, pulls out a suitcase. He starts throwing Natalie's clothes into the case.

SHELLY

You're gone, sweetheart. History.

Kiss paradise goodbye.

NATALIE

(hysterical)

I can't leave! I won't! I love him.

Doesn't that mean anything to you,
you heartless fuck?

Shelly stops packing. He grabs Natalie up off the bed, starts smacking her around.

SHELLY

Who the fuck do you think you are?

You ain't nobody! I could make you
disappear like this...

(snaps his fingers)

And nobody would ever notice you
were gone. Nobody!

NATALIE

(yells)

Bernie would! I got friends! You
don't fuckin' own me. You got no
right --

Shelly lifts Natalie up, throws her across the room into the
dresser mirror. SMASH! She crumbles to the floor, glass
showering her. Natalie grabs up a shard, rushes Shelly with
it...

NATALIE

Fuck you!

She slashes Shelly across the arm. Ouch, fuck! Before Tony
and Lou can make a move, Shelly ensnares her wrist -- snaps
it backwards -- AARRRRGGHHH!!! Shelly snatches up the shard,
shoves her back on the bed. We see her terror reflected in
the jagged glass against her cheek...

SHELLY

You fuckin' cunt...

He slices her cheek open.

Tony and Lou look on with mutual expressions: Shelly's getting
a little carried away here.

Shelly staggers to his feet...

SHELLY

You think that's bad? That's just a taste, bitch. You're still here when Bernie gets home and I'll finish the job. I'll cut you into so many fuckin' pieces, the vultures'll be trading on you for a month.

Shelly reaches into his jacket, pulls out a wad of bills.

Throws them at Natalie.

SHELLY

Here... go get yourself some cosmetic surgery.

Shelly gestures to Tony and Lou. They exit the room, leaving Natalie sobbing into one of Bernie's pillows.

EXT. LUCKY STAR MOTEL - NIGHT

Bernie parks. Heads for his room. He's about to reach for his key, when he realizes the door is slightly ajar. He pushes his way into...

INT. BERNIE'S MOTEL ROOM - NIGHT

...darkness.

BERNIE

Natalie.

Bernie fumbles for the light switch...

NATALIE (O.S.)

No, don't. I've got a headache.

BERNIE

(closing the door)

Did you take something? I got some
aspirin in the --

NATALIE

Yeah. I already took something.

There's just enough moonlight in the room for Bernie to make
out Natalie curled over on the bed. As he approaches, he
trips over Natalie's suitcase on the floor.

BERNIE

Ouch!

He cuts himself on a splinter of shattered glass as he

staggers to his feet. Which draws his attention to the mirror.
Moonlight glows off the edges. That's all there is -- edges.
On the dresser: his bottle of Ten High. Empty.

Confused, Bernie fumbles his way over to Natalie on the bed.

BERNIE

Natalie, what happened? The mirror...

He reaches out to touch her face... instead his hand makes
contact with a lump.

BERNIE

Natalie.

He jerks back, flips on the nightstand lamp.

NATALIE

Bernie, no! Shit...

Bernie chokes at the sight of her. She clutches a bloody rag
to her cheek. Blood on the pillow... blood on the sheets...

And tears.

BERNIE

Oh Jesus... Natalie, who did this to
you? We need to call the police...

NATALIE

I love you, Bernie. I just want you
to know that. I fell in love with
you. That wasn't part of the plan. I
thought... easy money...

BERNIE

What are you saying?

NATALIE

Shelly. He paid me to get next to
you. To keep you around. Whatever it
took...

BERNIE

(a whisper)

Shelly?

NATALIE

You got it right the first night. I
was for sale. Bought and paid for.
You were the easy mark, Bernie.

Bernie slumps down on the edge of the bed. Sucker-punched.

Trying to make sense of it.

NATALIE

At first you were just another John.
But then I started to take a closer
look. For the first time, here was
someone who wasn't trying to hustle
me. Wasn't pretending to be somebody
he wasn't. Just a decent guy trying
to get back on track. And it didn't
hurt any that you put me up on a
pedestal. It sure puts the gutter
into perspective...

BERNIE

(still in disbelief)

Shelly...

NATALIE

Shelly wants me gone. He says I bring
you luck. Lady luck. I stayed... to
tell you to your face... and then
you wouldn't want me no more... and
I could just go...

Bernie stands shakily.

BERNIE

We gotta get you to the hospital.
We'll talk about this later.

NATALIE

Just tell me one thing, Bernie. Tell
me there's gonna be a later.

Bernie doesn't answer her.

INT. HOSPITAL - EMERGENCY ROOM WAITING AREA - NIGHT

FADE IN on Bernie's hunched over figure, waiting on Natalie.

He tugs at his car keys as he wrestles with his emotions.

Natalie's betrayal has finally sunken in. The man's in pain.

His natural instinct is to just take off. Run. Fuck Natalie.
Fuck Shelly. Fuck this whole goddamn town.

Suddenly he looks up. A couple of people pass by in front of
him... and then there she is. Standing a few feet away, face
patched-up, arms clutching herself, not sure whether to
approach him or not.

The sight of her just breaks Bernie's heart. He stands slowly,
legs like jelly -- and in that instant it's all so clear to
him. He walks over, forgiveness in his eyes, contrition in
hers.

She tries to say something. He shakes his head.

BERNIE

Sssh.

They embrace with an intensity that threatens to merge their atoms into a single being.

INT. BERNIE'S CAR - MOVING - NIGHT

Bernie drives down a quiet Vegas street. It's spooky.

Almost too quiet. All the lights are green as they cruise into the night.

NATALIE

Tell me again, Bernie. Tell me it's
all gonna be okay.

BERNIE

Everything's gonna be fine. This is
our time. This is you and me and
we're going for it.

Natalie leans over and kisses him. As she does so, she catches sight of her face in the mirror. Starts to tear up.

BERNIE

You look in the mirror, you don't
like what you see, don't believe it.
You look in my eyes. That's the only
mirror you gonna need. Look in my
eyes, Natalie.

She looks into Bernie's eyes. Sees the most beautiful girl
in the world. Tears roll down her cheeks.

BERNIE

I love you. Marry me?

Off Natalie's startled reaction...

CUT TO:

EXT. HOLY ROLLER WEDDING CHAPEL - NIGHT

A NEON SIGN READS: "HOLY ROLLER WEDDING CHAPEL. OPEN 24
HOURS."

BOOM DOWN as Bernie carries Natalie out of the chapel, their
lips fused together.

INT. BERNIE'S CAR - MOVING - NIGHT

Bernie and Natalie burn down the highway. The lights of the
big city just a glimmer in the rearview.

Up ahead, a billboard reads: THE SHANGRI-LA HOTEL AND CASINO.
TAKE A GAMBLE ON PARADISE.

TIGHT on Bernie. His expression turns grim. Natalie picks up on it. She shakes her head. Silently pleading: Bernie, no.

Bernie tries to shrug it off. But the spectre of Shelly sits firmly on his shoulder. There's no escaping him. We see Bernie fighting it. Losing. SHIT!

In the next instant, Bernie pulls a quick U-turn across the middle shoulder, starts back toward Vegas.

EXT. CASINO PARKING LOT - NIGHT

Bernie pulls into the parking lot. Kills his lights.

INT. BERNIE'S BUICK - NIGHT

Bernie reaches for the door. Natalie grabs his arm.

NATALIE

You don't have to do this, Bernie.

BERNIE

Yeah, I do. I have to tell him right to his face. I will not look over my

shoulder for the rest of my life --
our lives.

NATALIE

Bernie, your chart... that first
night. I wasn't being straight with
you. It's the worst chart I've ever
seen. There's nothing in the cards
for you. I'm scared...

BERNIE

Don't you see, that was before you
opened your heart to me. Everything's
different now. I got lady luck on my
side. Ain't nothing gonna happen to
me.

Natalie shakily opens her purse, pulls out a handful of
hundreds. Pushes the money at Bernie...

NATALIE

It's three thousand dollars. Take
it. Maybe Shelly'll accept it as a
down payment. We can send him the
rest in installments... after we get
settled.

BERNIE

I don't think --

NATALIE

Take it.

Bernie stuffs the cash in his jacket. Climbs out.

BERNIE

Whatever happens, I --

NATALIE

(abrupt)

I know, Bernie.

She turns away. Stares out the window, tears streaming down her cheeks.

NATALIE

(sotto; gentle)

I know.

INT. CASINO FLOOR - NIGHT

Bernie makes for the Paradise Lounge. SPLIT SECOND FLASHBACK as he imagines Shelly laying into Natalie. Fast cuts.

Reverberating sound echoes. Just the fuel Bernie needs to make his stand. By the time he arrives at

INT. PARADISE LOUNGE - NIGHT

He's practically foaming at the mouth with rage. He barges in to find Shelly at a table in agitated conversation with Nicky, Larry and Marty. They fall silent, realizing something is wrong.

SHELLY

Bernie, what's the matter? You look a little fucking spooked.

Bernie throws something in Shelly's face. It's that bloody rag Natalie was holding to her cheek. It lands on the table in front of everyone.

Shelly swats it away with disgust. Jumps to his feet. WHAM!

Bernie slugs him one. As Shelly doubles over, Bernie gets in his face.

BERNIE

You lay another finger on her, I swear to God I'll kill you. You hear me? I'll fuckin' kill you!

Shelly's goons quickly move in, grab Bernie. Drag him away.

Shelly composes himself, turns to his guests.

SHELLY

Will you excuse me for a moment?

He rushes off. Nicky shoots Larry a resigned look.

INT. SHELLY'S OFFICE - NIGHT

Lou shoves Bernie inside. Bernie kisses floor. Shelly strides past, leans against his desk. Bernie slowly drags himself to his feet.

BERNIE

(a hoarse whisper)

Why? Why, Shelly?

SHELLY

Because you never give up a good thing, Bernie. You are a good thing. The best fuckin' cooler there ever was. And I need him back.

BERNIE

He ain't never comin' back.

SHELLY

That's a dead man talking.

BERNIE

I'm through with this joint, Shelly.
Natalie and me, we just got married.
We're outta here. I'll get a job out
there in the world. Send you half my
paycheck every month. Make good on
my obligations.

SHELLY

(gets in Bernie's
face)

You try to walk on me, Bernie, and
I'll fuckin' bury you. The both of
you.

BERNIE

I don't think so.

Shelly's expression: Oh yeah?

BERNIE

You whack me, then Bernie Lootz ain't
the world's biggest loser no more.
That honor's gonna fall upon you,
Shelly. And maybe you had it all
along.

SHELLY

What the fuck? Me? I'm the loser?

BERNIE

What you got? What do you got in
your life besides this joint?

SHELLY

What the fuck more do I need?

BERNIE

You got nothin', Shelly. This place --
your legacy -- it's a mirage. You
turn your back and it don't even
exist. There's no day, there's no
night, it's all just one big fuckin'
blur and it don't count for nothin'!

Shelly looks to Tony and Lou:

SHELLY

You believe this fuckin' guy?

Bernie gets eye-to-eye with Shelly. A first.

BERNIE

I feel real sorry for you. Yeah, you
got this fear of germs thing. But it

goes deeper than that. You can't get close to no one. On an emotional level. You're the worst kind of gambler there ever was: too scared to put his chips on the table. Too scared to open his heart... to extend any real kinda friendship. Always afraid it's gonna end out in the desert. Well, sweet fuckin' dreams, pal, 'cause I'm out and if that's where it ends, that's where it ends.

Bernie turns his back on Shelly, strides over to the door.

SHELLY

That's a real heartfelt speech, Lootz.

All that Jimmy Stewart in ya face intensity. You almost sold me.

(massages his throat)

Man, I've got a fucking lump in my throat.

(a beat)

But it still don't change things.

You bail on me without making good on my 150 G's and I'm gonna be forced to close the books on you. You and the broad. You leave me no choice.

Bernie turns, looks at Shelly. Shelly's dead serious. They hard stare each other for a beat. Bernie doesn't say anything. At least, not out loud. His eyes do all the talking: "I guess you leave me no choice either." HOLD on Bernie's steely resolve.

INT. ELEVATOR - NIGHT

This could be the opening of the film -- Bernie standing with his back to us, facing the gold elevator doors. Murky reflection. The floor lights ascending fast...

The doors open and the soundtrack goes SILENT. SLOW PUSH IN on him as he takes in the action -- a gladiator about to enter the Coliseum. Something comes alive in his eyes. A spark of determination. This is not the expression of a loser. CLOSE-UP as his foot steps onto the casino floor --

An explosion of amplified CASINO WALLA shatters the previous silence.

INT. CASINO FLOOR - NIGHT

We follow Bernie as he wanders through the casino like he's done a thousand times -- but this time with conviction.

INT. CASINO FLOOR - CRAPS TABLES - NIGHT

Bernie steps up to an empty table, throws down the whole three grand onto the felt.

BERNIE

Change only...

The CREW working the table stop down as they realize who it is. The table is dead. Bernie couldn't be needed. The croupier slowly gathers up the green, hands it to the boxman.

CROUPIER

Check change three thousand.

The boxman counts the cash.

BOXMAN

This a pleasure cruise, Bernie?

BERNIE

You could say that.

BOXMAN

Well, it'll be a short one. Table's dead.

CROUPIER

It is now, anyway.

The others chuckle. The boxman counts out the chips; they're given to Bernie. He places them all on the passline.

The stickman pushes over the dice. Bernie picks a couple.

He throws....

STICKMAN

Yo Eleven! Pay the line.

Bernie picks up his three thousand dollars in winnings. He lets it ride. The table quickly fills up with hungry players.

Bernie throws the dice again...

STICKMAN

Winner seven!

Bernie is now paid six thousand dollars on his pass line bet.

The other players also collect their winnings. They can feel something in the air.

Bernie, forehead beaded with sweat, rubs the felt a little before he picks up the dice. He throws...

STICKMAN

Six easy. Easy way six!

Bernie takes double odds on his bet. The boxman isn't sure what to do. Does he stop him? Does he dare?

In the b.g., people gather to watch the action. Whatever it is, it's catching. The table next to them bursts into applause.

INT. CASINO FLOOR MONTAGE - NIGHT

A -- Close on a slot machine as it pays out. The woman grabs the payout feverishly.

B -- A group at the blackjack table cheers as the dealer busts out.

C -- The line at the cashier cage gets longer and longer.

-- CHIPS. Stacks and stacks of chips, being meticulously counted.

D -- A quick shot of a roulette ball dropping into number twenty-one. The dealer slowly puts the marker atop a large stack of chips in the twenty-one square.

INT. CASINO FLOOR - CRAPS TABLES - NIGHT

A shot of the faces of frenzied dice players waiting for the outcome of the throw. Followed by a thunderous release as the point is made.

In the center of it all. Bernie Lootz. His rail is nearly full of chips. The other players pat him on the back and shake his hand as the croupiers busily pay the line.

He's a winner. And it's infectious. He's gone and "contaminated" the entire casino. The slots are ringing out of control. CHEERING. WHOOPING. MOANS of delight. This much excitement threatens to take the fucking roof off.

Bernie just gazes around in amazement. If only Natalie could see him now...

BERNIE

(sotto)

Natalie... this is you...

Bernie takes a thousand dollars in chips, tosses it gently to the croupier.

BERNIE

For the boys.

The entire crew stop for a moment out of respect. Bernie notices. They all nod as the boxman locks up the tip money.

STICKMAN

Okay, we're coming out. Get your YO
bets, C&E, any seven...

INT. SHELLY'S OFFICE - THAT MOMENT - NIGHT

Shelly sits alone in his office, nursing a glass of Scotch,
listening to some scratchy Chet Baker on the turntable. He
looks pre-occupied. Almost melancholic. Bernie's assessment
of his life having hit home.

Suddenly the door is thrown open. It's Tony...

TONY

Shelly, take a look at number 4.

INT. CASINO - CRAPS TABLES - MOMENTS LATER

Shelly wanders up slowly to find Bernie at the center of the
crowd. He steps behind the table into the casino pit to get
a closer look.

SHELLY

(to the boxman)

How much is he up?

The boxman looks up nervously.

BOXMAN

Around three hundred thousand.

Shelly mouths the words under his breath.

SHELLY

Why didn't one of you fucking geniuses
call me?

BOXMAN

We tried. You weren't picking up.
Besides, it was Bernie.

The game resumes.

STICKMAN

Alright. We're coming out folks,
hands high...

Bernie stops.

BERNIE

Wait!

Everybody quiets down to listen.

BERNIE

Color me up a hundred fifty thousand.

(beat)

And give it to him.

Bernie points to Shelly standing in the pit. The crowd watches the drama play out.

BERNIE

That's what I owe you, Shelly. There it is. We're square.

(to the table)

Let it be known, Bernie Lootz lives up to his obligations.

The boxman colors up a hundred fifty thousand in chips, lays them out on the table. He counts it and claps his hands together for the cameras.

BOXMAN

One hundred fifty thousand, coming in.

Shelly stands motionless. Staring into Bernie's eyes. The whole crowd watches. After what seems like an eternity, Shelly nods. Then the Boxman feeds the chips in with the others. A moment later, we can nary tell they were ever gone.

Larry appears next to Shelly. Nicky and Marty watching from

the sidelines -- dour expressions.

LARRY

What's the matter with you? He's one of ours and he's taking us to the fucking cleaners.

SHELLY

Lootz's off the clock. As long as he's off the clock, he's free to play. Just like every other schmuck in this joint.

LARRY

It smells wrong. I'm shutting him down. He's not leaving here with a dime --

Shelly suddenly jabs Larry in the throat with the tips of his fingers. Larry gasps, starts to cave. Shelly keeps him upright, escorts him to a nearby men's room. Nicky and Marty looking on in amazement.

INT. MEN'S ROOM - NIGHT

The door flies open, Larry catapults into frame. OOF!

Bounces off the wall. Shelly's right behind him. He drags

Larry to his feet. Slams him into the wall again -- gets right up in his face.

SHELLY

Now you listen real good, you Harvard turd. Lootz is on the up-and-up. He leaves here tonight with whatever he comes out with. You so much as touch a hair on his head and I'll fucking wallpaper this joint with your ass.

Muted tones, right?

(slams him hard)

What's that? I don't hear nothing.

Wait a minute -- yeah, now I hear it.

Blended in at a subsonic level.

Some kinda mantra: pain, pain, pain.

Shelly headbutts Larry. It's like the sound of a walnut cracking. Larry slumps to the floor. Shelly takes a deep breath. Control, control, control. He heads over to the sink, washes his hands -- over and over. Larry moaning in the b.g. Shelly adjusts his tie in the mirror. Control.

INT. CASINO FLOOR - CRAPS TABLES - NIGHT

Shelly exits the men's room, makes his way back to the craps table where Bernie is. Just in time to see Bernie lay twenty five grand on the pass line. A waitress hands a drink off to Bernie. He takes a healthy swig. Then picks up the dice.

Throws.

STICKMAN

Crap ace deuce! Line down!

The crowd gasps in horror as Bernie's twenty five grand is quickly raked in. He replaces it with another stack of chips.

The dice are pushed over to him. He rubs the felt real gently before throwing. Then lets loose the dice.

All eyes follow the dice. They hit the felt and bounce around behind a stack of chips. The stickman can't spot them.

STICKMAN

Call it.

A croupier makes the call as anxious players rubberneck to get a look.

CROUPIER

Twelve crap.

The crowd groans again. It appears the streak is over.

Bernie looks out over the felt. This is his moment of truth.

He unloads his entire rail and puts it on the field.

He yells out.

BERNIE

Fifty thousand dollars!

The crowd chimes in with every opinion under the sun.

MAN (O.S.)

On the field? What're you fucking
nuts?

WOMAN (O.S.)

Don't do it!

MAN 2 (O.S.)

Shake it, don't break it, baby!

The dice are slowly pushed over to Bernie. The crowd is
feeling it. The entire casino is feeling it. Bernie lets out
a long soulful sigh. His whole life depends on the next throw
and everyone knows it.

Bernie rubs the felt as usual and lines up the dice to show a six and a six. He picks them up.

BERNIE

Come on sixty-six!

Locks eyes with Shelly -- then lets loose. The dice fly from his hand. Slowly, ever so slowly we watch them sail across the table. The entire table holds their breath in anticipation...

CUT TO:

EXT. SHANGRI-LA HOTEL AND CASINO - MOMENTS LATER - NIGHT

Bernie throws open the doors, stumbles out. His limp seems more pronounced. He wears a miserable expression.

At the car Bernie steps up. Opens the door, slides in behind the wheel.

INT. BERNIE'S CAR - NIGHT

Natalie throws her arms around him...

NATALIE

Thank God... I thought for sure...

Bernie just looks at her. Pale, mournful features.

NATALIE

It's okay, right? You guys worked it out. He took the three grand? Tell me it's okay, Bernie?

He doesn't answer. Just starts up the car...

INT. SHELLY'S OFFICE - NIGHT

On the surveillance monitors: the epidemic continues -- players winning at every table. The Shangri-la's been wiped out. There's no way they can cover this amount of winning action.

PANNING ACROSS to Shelly. Defeated. The phone rings incessantly in the b.g. Shelly ignores it.

Lou pokes his head into the office:

LOU

Want me to get that, Shelly?

Shelly doesn't respond. He reaches into his desk drawer for that bottle and a glass. Is about to pour himself a shot...

Fuck it. Pushes the glass aside. Takes it straight from the

bottle. The phone keeps ringing...

On the scale model of the newly proposed Shangri-la. Hold on it.

WHAM! A chair enters frame, shatters "paradise."

WIDER: Shelly trashing the model with a vengeance. Kicking the debris around the office.

Drenched in sweat, Shelly staggers over to his desk. Swats the empty gin bottle to the floor. Picks up his disinfectant spray, gives his desk one last wipedown. Immaculate.

Stands, walks out...

INT. BERNIE'S CAR - MOVING - NIGHT

We see the lights of the city receding in Bernie's rearview mirror. Once outside of the city limits Bernie pulls the car over.

NATALIE

What are you stopping for?

Bernie throws open his door...

BERNIE

I think I'm gonna...

Throw up. And he does. It's as if he's choking up the entire city. Everything that's bad about it. Finally, he pulls himself back into the car. Slams the door.

Natalie touches his cheek, a reassuring look in her eyes.

Suddenly, he's smiling. He opens his coat and a huge wad of cash tumbles out. He throws it up into the air. Natalie almost chokes with surprise.

BERNIE

Bahamas, here we come, baby.

She throws her arms around him...

Suddenly an EXPLOSION OF LIGHT! A flashlight. In the hand of a MOTORCYCLE COP. He raps on the window...

COP

Step out of the car please.

BERNIE

(lowers the window)

What's the problem, officer?

The cop runs the flashlight over the bundles of cash littering

the car interior.

COP

Just step out of the car, please.

Both of you.

Bernie and Natalie exchange unsettled looks. The cop lowers his hand to his gun. Bernie nods at Natalie. They climb out. He directs them off to the side. Shines his light in their faces.

BERNIE

If my driving... if I was going a little fast -- I was just over excited, officer. See, we just had a big win at the Shangri-la --

COP

You didn't win nothing.

The cop pulls out his revolver, trains it on them.

INTERCUT WITH:

INT. SHANGRI-LA UNDERGROUND PARKING GARAGE - NIGHT

Shelly opens the door to his Cadillac. Climbs behind the wheel. His keys are already waiting in the ignition. Who's

gonna steal Shelly Kaplow's car, right?

Shelly doesn't start her up. He just leans back in his seat, emits a deep sigh. He glances up at the rearview mirror.

Catches sight of a SILHOUETTE in the back.

INTERCUT WITH:

EXT. VEGAS HIGHWAY - NIGHT

Bernie and Natalie staring into the barrel of the cop's revolver. Natalie clutches Bernie's arm. Bernie nods. So there you have it.

NATALIE

Oh Jesus, Bernie, I knew it. It was too good to be true. Who were we kidding?

COP

Get down on your knees. Both of you.

They look at him in shock. He gestures them to the ground behind Bernie's car. We CUT TO a shot from the highway: just the cop standing at the tail-end of Bernie's car, Natalie and Bernie hidden from view.

ON BERNIE AND NATALIE

down on their knees. Bernie places his arm around Natalie, pulls her close to him. Paralyzed with terror, she still manages a bittersweet smile.

Bernie should be projecting fear, but there's nothing but his overwhelming love for Natalie in his eyes. It's a two way current.

This is their last moment together; everything that needs to be said is being transmitted through a look. A look that says: no regrets.

INTERCUT WITH:

INT. SHELLY'S CADILLAC - NIGHT

Nicky leans forward out of the shadows. Shelly holds his gaze in the mirror. Nicky just shrugs.

NICKY

The kid wants you should know, Shelly,
he's just protecting our investment --
the old school way. See you around.

Shelly nods. He knows the score... A flash of steel appears against his head. Muzzle strobe -- THUP! So long, Shelly

Kaplow.

EXT. VEGAS HIGHWAY - NIGHT

The cop looms over Bernie and Natalie. Cocks his pistol.

Lowers the gun to the back of Bernie's head.

They appear oblivious to it. They're already in another place.
Sunning themselves in the Bahamas.

The cop squeezes back the trigger.

ON BERNIE AND NATALIE

still looking at each other. Suddenly the piercing shriek of

SCREECHING TIRES... followed by a reverberating, bone
crunching --

WHAM! -- and a GUNSHOT.

Bernie and Natalie still staring into each other's eyes, not quite sure what's just transpired. Only that they're still breathing. They look around, startled to see the tail lights of a PICK-UP TRUCK about ten yards away. The cop, their would-be assassin, rendered road kill beneath the wheels.

All this in the blink of an eye.

Natalie clutches Bernie's arm. Suppresses a hysterical, shock-induced giggle. Bernie just looks dumbfounded. He staggers to his feet, rushes over to the pick-up truck. The driver's head is protruding through the shattered windshield.

Death-glazed eyes.

Bernie feels for the man's pulse just to be sure. Shakes his head. We see a dozen Coors empties on the seat and floor of the truck.

Natalie checks the cop. Likewise. Bernie comes over. They regard each other breathlessly.

BERNIE

He was drunk. It was just freak
luck...

(catches himself...)

NATALIE

Don't give it a name, Bernie. It
scares me. All I know is, you're
still running hot and that's a good
thing. But we're only winners if we
keep going. No looking back.

BERNIE

Lady luck, Natalie. I'm calling it.

Lady luck. And we got it as long as
we're together. They can't touch us
now.

He kisses her furiously. Then drags her over to his car.

They climb in. Drive off.

EXT. VEGAS HIGHWAY/INT. BERNIE'S BUICK - DAWN

Bernie's Buick racing into the sunrise. Racing toward the
dream. Bernie, eyes fixed on the road ahead, with the
contented smile of a man who has gambled on love -- and won.

His prize, resting her head against his shoulder.

The money, well, that ain't half bad as well. A smoky, trumpet
driven Chet Baker-like piece accentuates the triumphant mood
on the soundtrack, as we SUPERIMPOSE...

INT. PARADISE LOUNGE - NIGHT

...a little flash-forward into the future. Larry sits with a
group of CORPORATE TYPES.

LARRY

Gentlemen...

(beat)

I thank you for your vote of confidence. As the Shangri-la's new Director of Casino Operations, I'm gonna make a personal guarantee to each and every one of you. Your investment in this casino will be well looked after. The future looks bright, gentlemen. Very, very bright.

They raise their glasses to him. Congenial smiles, one and all. Smiles that don't transcend to their eyes. Promises, promises. We'll see... DISSOLVING BACK INTO...

INT. BERNIE'S CAR - MOVING - DAWN

STARTING TIGHT on BERNIE and NATALIE speeding away from Sin City, PULLING OUT and RISING above them (helicopter shot) as we SUPERIMPOSE stock footage of all the old school casinos being demolished. As we leave Vegas in the past... a Shangri-la lost forever. Eulogized by Sinatra's LUCK BE A LADY.

FADE OUT.

THE END