

TB

THE FAST AND THE FURIOUS

REDLINE

AKA: RACER X

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TB

1 EXT. DOWNTOWN L.A. - 110 FREEWAY - NIGHT

1

It slices through a canyon of tall buildings. Hardly any traffic at this time, just heavy haulers. A gasoline tanker, a car carrier, a flatbed with a huge bulldozer.

ANGLE ON

A BIG RIG. The Peterbuilt tractor pulls a nondescript white container with Japanese export seals on its padlocks.

2 INT. BIG RIG (MOVING) - NIGHT

2

HUMMING to country music, a TRUCKER rubs weary eyes and checks the clock: 4:00AM. He reaches for a thermos.

RAGE AGAINST THE MACHINE BLARES somewhere behind him. Startled, his coffee spills. He peers into his mirror.

BLINDING HEADLIGHTS

He squints, lifts an arm for shade. He HEARS a performance engine ROAR, its turbo SQUEALING. Looks out the window.

TRUCKER'S POV

He glimpses his own reflection in the glistening hood of a black on black Honda Civic built for speed. It takes off up the freeway and is gone, just like that.

IN THE MIRROR

More HEADLIGHTS. Blinding.

VROOM! VROOM! VROOM! Three more tricked Civics appear like rockets, CRISS-CROSSING in front of the truck.

The little black cars cavort playfully around the semis as they zoom up the freeway. Fading in the distance.

THE TRUCKER

Sucks air through his teeth, unamused by the deadly antics.

TRUCKER

Stupid damn kids.

3 EXT. 110 FREEWAY - NIGHT

3

Our Big Rig passes an on-ramp. From which...

THE FOUR CIVICS

Suddenly appear. Their engines, music SCREAMING. They box in the Big Rig as it enters a long tunnel.

4 INT. BIG RIG (MOVING) - NIGHT 4

The Trucker watches in disbelief as the sunroof of the lead car opens and a BANDIT emerges wearing an odd helmet and mask. He raises a speargun.

With a finger, the Trucker stabs the EMERGENCY button on his CB radio.

TRUCKER

I'm being jacked! I-5 North at the
110 interchange!

STATIC. There is no signal in the tunnel.

5 INT. TUNNEL - NIGHT 5

The Bandit shoulders the speargun. Aims at the Big Rig.

THWACK-DINK! A spear pierces windshield. Barbs extend, anchoring it.

The Bandit clips the spear's cable to the rollcage. The Driver punches the gas. The cable pulls taught and the windshield is yanked from its frame. It SHATTERS against the highway.

The Bandit unclips the cable from the rollcage. He loads another spear into the gun.

THWACK-DUNK! The spear slams into the seat next to the Driver. This time the cable clipped to the arrow leads to...

The Bandit, climbing out the sunroof, revealing a cable reel on his chest. He rides the Civic like an insane surfer.

He pulls the pin of a chemical grenade in his hand. It smokes furiously.

The Bandit leaps into space... hits a button -- the winch on his chest RATCHETS him to the Big Rig.

The Bandit bounces against the grill.

6 INT. BIG RIG (MOVING) - NIGHT 6

Trucker watches the Bandit hurl the HISSING canister through the missing windshield. White smoke fills the cab. The Trucker slumps.

The Big Rig SWERVES WILDLY. The trailer whips right... left...

(CONTINUED)

6 CONTINUED:

6

Nearly jackknives. The Bandit climbs across the hood, into the cab. About to smash into the...

TUNNEL WALL

He maneuvers into the driver's seat. He works the wheel and gears with skill. The Big Rig pulls away from the wall, straightens out, accelerates. It exits the tunnel and cuts a hard right toward an offramp.

The Bandit gives the high sign. The little black cars fall in behind like ducklings.

7 EXT. OFFRAMP - NIGHT

7

The Big Rig moving too fast, outside tires SCREAMING, it threatens to tip, SCRAPING the steel safety rail.

8 EXT. SAN FERNANDO ROAD - NIGHT

8

A lone LAPD cruiser SCREECHES to a stop at the bottom of the ramp. Two COPS get out, aim their 9's up the ramp.

The Big Rig's engine HOWLS. Its AIRHORN blows in warning.

The Two Cops trade looks, dive out of the way as...

Whim The cruiser is smashed backwards into a bus stop shelter with a collision repair advertisement.

The Rig barely manages the turn. Followed by the four Civics.

A Cop SCREAMS into his radio. SEES the Civics have no plates.

TWO POLICE CRUISERS slide sideways onto the empty road, heavy duty V8's GROWLING.

The Civics simultaneously scatter down four different sidestrokes.

The two cruisers focus on the Big Rig, a good distance ahead.

9 INT. BIG RIG (MOVING) - NIGHT

9

It pulls off San Fernando, down a side street, heading for a the old warehouses along the L.A. River.

The Big Rig SMASHES through a metal gate.

Headlights hit a warehouse's wall -- finding large wooden doors as the Big Rig swerves. CRASHES through the doors.

- 10 OMITTED 10
- THRU:
- 12 OMITTED 12
- 13 EXT. WAREHOUSE - NIGHT 13
- The Big Rig crosses the parking lot, heading for the L.A. River. It flattens a chainlink fence, crosses a service road, and punches through a second chainlink fence.
- 13A EXT. L.A. RIVER - NIGHT 13A
- The Big Rig careens down an embankment. A HELICOPTER arrives and hits it with the Nightsun. The Big Rig rolls down the cement channel, precarious, out of control.
- INT. POLICE CAR - COP POV - NIGHT
- The shattered doors are now an ugly pile of wood. The cop car swerves, follows the side of the warehouse. Passes though flattened fence. Now cruising the service road.
- 13B EXT. SERVICE ROAD - NIGHT 13B
- It runs parallel to the river.
- THE TWO COP CARS
- Zoom up the road, following the Big Rig in the riverbed below. To their amazement, it heads right for a forest of concrete columns supporting a large bridge.
- 13C EXT. BRIDGE - NIGHT 13C
- The Big Rig COLLIDES with a huge unyielding column. The cab is crumpled. No one could have survived.
- THE TWO COP CARS
- Come rolling down the embankment.
- 14 EXT. FAR END OF THE WAREHOUSE - NIGHT 14
- A door opens. The stolen Big Rig emerges. The door closes.
- CRANE through the Big Rig's exhaust into:
- 14A INT. WAREHOUSE - NIGHT 14A
- The Trucker is passed out on a pile of scrap cardboard.

14B EXT. BRIDGE - NIGHT

14B

A COP approaches the smashed cab, gun drawn. He pulls at the crumbled door. A BODY falls out --- Not a body, a CPR dummy. The Cop peers in the cab, SEES a cinderblock on the gas pedal.

ANOTHER COP

Shines his light inside the open doors of the shipping container -- It's empty.

CUT TO:

15 OMITTED

15

16 INT. TOYOTA SUPRA - DAWN

16

A high-tech beast, its engine GRUMBLES angrily. At the wheel is BRIAN, early 20's, good looking, athletic, a golden boy. He plays his intense eyes over a bank of gauges and readouts. Pure confidence as he flips switches.

He presses buttons on the turbo control. The readout BEEPS, counts down from 10. He opens a door atop the gearshift, exposing a red button. Brian leans forward, expectant.

BRIAN

Ten second quarter mile...

Orange cones ahead mark the finish.

17 EXT. DODGER STADIUM PARKING LOT - DAWN

17

An empty concrete sea. The bright green Supra with Arizona plates is poised to pounce, a massive intercooler replacing the front bumper.

18 INT. TOYOTA SUPRA (MOVING) - DAWN

18

2... 1... Zero. Brian stomps the gas, hits the little red button. The engine SCREAMS. The turbine HOWLS. 1st gear, clutch up.

The rear tires spin, smoke. The Supra shimmies a beat, then...

VROOM! The car rockets forward. Brian shifts, 2nd gear, struggling for control, fishtailing. 3rd gear. The car hits 90MPH. Then, the front end begins to float then...

Brian misfits. Gears GRIND. The car spins out, corkscrewing across the parking lot. The world outside rotates a few times. The car stops. The engine BACKFIRES and stalls.

(CONTINUED)

Frustrated, Brian sighs, sits in silence a beat. This car scares him and that passes him off. He checks his watch.

BRIAN

...shit...

He starts the car and cautiously pilots it to the exit.

CUT TO:

19 EXT. HARRY'S PRO SHOP - DAY

19

A performance racing parts store. Brian's Supra pulls up. He gets out and crosses to the entrance.

20 INT. HARRY'S PRO SHOP - DAY

20

It's a high tech, otherworldly gallery of exotic racing and performance parts; turbos, exhausts, rims. Gleaming gages and winking dash computers.

HARRY, the proprietor, a tough older black guy, sits on a stool filling out shipping labels. The cuff of his Dickies has ridden above boot top to reveal a prosthetic leg. He looks up at Brian, gives him an angry stare.

HARRY

What now?

Brian rubs two fingers together -- Money. Harry crosses his arms.

HARRY (CONT'D)

I don't like you very much.

BRIAN

Don't have to like me. You just have to listen to me.

Harry grudgingly hits the NO SALE key and gives Brian a twenty from the register.

BRIAN (CONT'D)

I'm going over there. What do you want on your Sandwich?

HARRY

They know. Good luck.

Brian gives him a look and grabs Harry's keyring off the counter. Harry watches him cross and exit the front door.

CUT TO:

20A EXT. NEIGHBORHOOD STREET - DAY

20A

A pick-up with HARRY'S PRO SHOP emblazoned on the door is parked under some shade trees. Brian sits behind the wheel with the sports page. He's watching:

TORETTO'S LUNCH COUNTER, a small sandwich shop a half block away. A CUSTOMER exits. A lone FIGURE behind the counter.

CUT TO:

21 INT. TORETTO'S LUNCH COUNTER - DAY

21

Airbrushed race cars and submarine sandwiches on the wall, all unbelievably lifelike. MIA TORETTO, Brian's age, slices a beefsteak tomato with practiced precision. A stunner, she looks up with warm eyes.

WHAT MIA SEES

Harry's pick-up parks and Brian exits.

SCENE

Brian enters, crosses to the counter and turns on the charm, he seems entirely disingenuous and sincere.

BRIAN

Hi, Harry sent me. He said you know what he likes.

MIA

Corned beef on a french roll with extra mustard. Do you know what you like?

A beat as Brian checks her out.

BRIAN

Probably isn't on the menu.

MIA

Probably not. But our sandwiches are good.

BRIAN

Gimme a sub with everything.

Brian hands her the twenty. Looks at photos on the wall as she makes change.

INSERT PHOTOS

Of race cars, track scenes, several feature DOUG TORETTO, a square jawed racer posing with his race cars.

(CONTINUED)

On the adjacent wall, there's a life size painting of Doug, helmet underarm, a race winning smile. Brian nods at it.

BRIAN (CONT'D)

Nice. Who painted it?

MIA

Me.

Brian impressed. Mia beams.

BRIAN

Guess talent runs in your family.

Mia looks at Brian. She knows what he's going to say next.

BRIAN (CONT'D)

How's a guy get a shot racing Dominic?

Mia looks at him, disappointed he's like all the rest. She slaps the change in his hand. Mia begins making the order.

Brian looks at the coffee in Mia's mug. It ripples with vibration. Something is approaching. RUMBLING.

BEHIND BRIAN

Four cars streak past the windows. Their turbos WHINE, waste gates HISS.

Brian turns in time to see their dust. The NOISE fades.

BRIAN (CONT'D)

That's what I'm talking about.

When he turns back to Mia, she has a cagey little grin.

MIA

Where you from?

BRIAN

Tucson.

MIA

Desert dweller. You a 'neck?

BRIAN

No. I'm me. I'm my own thing.

MIA

One of a kind. Working for Harry?

Brian nods: yes. Mia feels for him.

MIA (CONT'D)

Bet he's busting your ass.

BRIAN

Been there three days, I hope he's just testing me.

MIA

No, it won't let up.

Brian sags with mock weariness. In B.G. Unnoticed to Brian and Mia, a bright yellow Civic glides to a silent powerless stop behind Harry's pick-up.

21A INT. VINCE'S CIVIC - DAY

21A

The driver, VINCE, is a tough costumer in a wife beater, his shaved head peppered with fight scars. Tatted and ripped, Vince is an intimidator. His sidekick, JESSE, lanky and baby-faced, a wry instigator, types on a laptop plugged into the car's CPU.

JESSE

Check it out, Vee. See this hole and peak? That's why your unloading in third. I lengthen injector pulse another millisecc, tune the nos timer and you'll bust ten. Watch, I'll ask Harry.

Vince SEES that it isn't Harry talking to Mia.

VINCE

That ain't Harry.

21B INT. TORETTO'S LUNCH COUNTER - DAY

21B

Mia wraps two sandwiches in wax paper.

MIA

I'm sure you got big dreams and all, but racing in LA's for keeps.

Brian is pure confidence.

BRIAN

You haven't seen my car.

MIA

Make sure you have good shoes. It's a long walk back to Arizona.

Then she SEES Vince watching and becomes serious. Brian notes the change, follows her eyeline to the yellow Civic outside and REACTS. Mia hands him a takeout bag.

BRIAN

See you tonight.

(CONTINUED)

Mia has a secret little grin.

MIA

No, you won't.

As Brian crosses to exit, he looks back and exchanges smiles with Mia.

22 INT. VINCE'S CIVIC - DAY

22

Vince didn't like seeing that.

VINCE

Wassup with this fool? Prettyboy's in there thinking he's racking up numbers.

JESSE

If he's driving that truck, Harry's got him sweeping floors or something.

VINCE

Then he should know. Gotta be punished for his ignorance.

JESSE

Kick his ass.

The look Vince gives Jesse says, "Good idea."

23 EXT. TORETTO'S LUNCH COUNTER - DAY

23

An iridescent blue Celica GT and a magenta Eclipse, with subtle yet trippy flower graphics, park across the street.

From the Celica emerges LEON, tall, half black, cocky. LETTY, exits her Eclipse, a cute young latina who gets her thrills from racing. They lean against their cars and trade knowing looks.

LETTY

What would you do if Vee wanted to get down with you?

LEON

(deadpans)

Shoot him.

ON THE FRONT DOOR

Brian exits. And Vince is out of his car like a shot, stepping quickly around it to--

--bump shoulders with Brian.

(CONTINUED)

TB

23 CONTINUED:

23

BRIAN

'Scuse me, bro.

VINCE

I'm not your bro.

23A INT. TORETTO'S LUNCH COUNTER - DAY

23A

Mia SEES what is going down, slams the TALK button on an intercom.

MIA

Dom, get over here. Vince is gonna kick some guy's ass.

24 INT. TORETTO'S LUNCH COUNTER - BACK ROOM - DAY

24

DOMINIC TORETTO sits at a table eating a bowl of soup. Filthy, grease covered, he sits on newspaper. Studying a video of an illegal drag race. Engrossed, learning.

25 EXT. TORETTO'S LUNCH COUNTER - DAY

25

Brian doesn't want to fight Vince.

BRIAN

Be cool, man.

Vince shoves Brian back a step.

VINCE

Don't tell me what to do. I ain't your bitch--

--WHAM! Brian nails him with an uppercut, CLACKING Vince's teeth together.

Vince throws a strong series of punches. Brian blocks what he can, takes the rest. Waiting for an opening, Brian kicks Vince's groin, kicks his knee, and tosses him to the ground in one reactive blitz.

25A INT. TORETTO'S LUNCH COUNTER - DAY

25A

Mia hits the intercom again.

MIA

Vince is getting his ass kicked!

25B INT. TORETTO'S LUNCH COUNTER - BACK ROOM - DAY

25B

That gets Dominic's attention. He gets up -- big guy. FOLLOW HIM through the back kitchen, through a curtain. A pistol tucked into the small of his back.

(CONTINUED)

WHAT DOMINIC SEES

Brian twisting Vince's arm like bubblegum, Vince in submission.

SCENE

Dominic trades amazed looks with Mia, Vince never gets whupped.

DOMINIC

...shit...

He hops the counter, one hand leaving a greasy print. The other grabbing the snubbed .38 in his belt.

MIA

Don't you shoot anyone!

26 EXT. TORETTO'S LUNCH COUNTER - DAY

26

Brian grinds his Sketcher on Vince's neck. Leon and Letty come running to Vince's aid. Dominic explodes from the shop-- --charges Brian and pistolwhips him. CRACK! Brian drops to the ground. Stunned, seeing stars. Blood trickles from behind his ear. Vince straggles to his feet.

DOMINIC

You crazy, kicking his ass? I'm the only one who can kick his ass.

Vince gives Dominic a wounded look.

BRIAN

He was in my face.

DOMINIC

I'm in your face.

Dominic and Brian trade strong-willed glares. Dominic gives Vince a nod, he grabs Brian's wallet. Opens it, shows Dominic.

INSERT - BRIAN'S ARIZONA DRIVERS LICENSE

Brian stands, woozy. Dominic takes the wallet from Vince.

DOMINIC (CONT'D)

Brian Earl Spiller. Serial killer name.

He throws it back hard at Brian, who fumbles to catch it.

(CONTINUED)

DOMINIC (CONT'D)

Don't come around here ever again.

BRIAN

I work around here.

DOMINIC

For Harry? No, I'll call him. You're fired. Don't come back. You do, you're stupid. Serious ass shit.

Brian wipes trickling blood from his neck. Brian glances at Mia. Who though unhappy for Brian, knows Dominic always triumphs. Brian thinks different. Fixes Dominic with a look, intense and hopeful.

BRIAN

Me and you, quarter mile. How about it?

Dominic laughs. Vince, Jesse, Leon, Letty grin at Brian's expense; just another small town kid with big city dreams.

DOMINIC

Don't talk to me again.

Brian frowns. Dominic crosses to the shop, herding Mia inside. Brian looks down, SEES the sandwiches have been crushed in the melee.

BRIAN

You owe me some food.

DOMINIC

Hook him up, Mia.

Dominic locks eyes with Brian. The intensity of his stare gives Brian a chill.

Dominic enters the shop. Followed by Vince, and Leon. Letty gives Brian a long hungry look, disappears inside. Jesse, last, gives Brian a haughty look.

JESSE

You gotta earn the right to race the Dominator.

Brian SNARLS. Spooking Jesse.

CUT TO:

27 INT. HARRY'S PRO SHOP - DAY

27

Harry devouring a fresh sandwich as Brian ices his head. Harry is delighted Brian got his comeuppance.

(CONTINUED)

HARRY

You're messing with my business. Dominic pays my rent. He's my best customer, my best advertiser. Every time he races, bunch'a kids come in wanting what he's got. He called and wants me to fire you. Over there five minutes and got your head split. What are you gonna do now?

Brian looks away. Purses his lips. Thinking.

CUT TO:

| | | |
|-----|------------------------------|-----|
| 28 | OMITTED | 28 |
| | THRU: | |
| 31 | OMITTED | 31 |
| 31A | EXT. VICTORY BOULEVARD - DAY | 31A |

Harry's pick-up cruises down the street, Brian behind the wheel, pensive.

An UNMARKED with two plainclothes pulls up behind him. It whoops the SIREN. Red and blues flashing behind the grill.

Brian REACTS. Pulls over. The driver exits, this is SERGEANT TANNER, older, crusty. He approaches, Brian notices the bump on his head. Brian smiles, innocent.

BRIAN

What's the problem?

TANNER

Who thumped you?

BRIAN

Jack handle fell on me.

TANNER

You have to come in. They hit this morning. Four black Civics. Shipping container from Japan. DVDs. Playstations. Notebook computers. Insured for a million seven. The boss wants to see you. See you there.

A beat. Tanner pauses, he can tell something is wrong.

Tanner returns to his unmarked. Brian looks worried.

CUT TO:

31B EXT. HOLLYWOOD MANSION - DAY

31B

The pick-up pulls into the garage of a monstrous home high in the Hollywood Hills.

32 INT. WAR ROOM - DAY

32

Set up in the living room of this palatial home. Evidence seals are taped all over the doors. There's no furniture, take out food containers everywhere. A bank of monitors shows Caltrans traffic camera views throughout L.A. Brian enters with the same confidence he brought to the sandwich shop. The WATCH OFFICER, a heavy desk jockey in Dockers, eyes a frozen burrito in the microwave. He gives Brian a warm smile.

WATCH OFFICER

You nail these pieces of shit. We're counting on you.

BRIAN

They don't know what they're in for, sir. Waddaya think of this place?

WATCH OFFICER

I should'a been a druglord.

Brian grins and climbs the massive staircase. He stops at a tall door with a hand lettered sign:

STRACPRO SAIC BILKINS -- And under that: THE LION'S DEN

CUT TO:

33 INT. BILKINS' OFFICE - DAY

33

Set up in an ornately tasteless bedroom. On the wall a photo chart is labeled: ILLEGAL RACING TEAMS

There's black teams, Asian teams, Chicano teams. Names and faces we will see again.

And there's a mugshot of DOMINIC, photos of VINCE, JESSE, LETTY and LEON, and even Mia, her photo obviously taken from quite a distance. There are charts and graphs, teacher comments from preschool, this is scientific crimefighting at its best. Tanner and MUSE, a young plainclothes, sit before the boss' desk.

ANGLE ON

SPECIAL AGENT BILKINS a young, really laid back triathlete and ruthless bureaucrat in sporty casuals. They are waiting for: Brian, who enters and lights up the room.

(CONTINUED)

BILKINS

Brian, want a Coke or water or anything?

BRIAN

I'm good, Bob. Thanks.

BILKINS

You guys okay? Tea or something?

Tanner and Muse are fine. Bilkins smiles at Brian.

BILKINS (CONT'D)

Gentlemen, we're big time. I must have had fifty calls today. A lot of very important people have their eyes on us. Hate to ride your back, Officer O'Conner, but you're our best shot. Let's get the brief.

Brian stands, crosses to the wall of photos. He angrily stares at the picture of Dominic. Jams his finger in Dominic's face.

BRIAN

Had my first contact with Toretto today. It went well, I'm sure I can get to him.

BILKINS

Think it's his people?

BRIAN

Sir, they're thugs. They lack the sophistication.

BILKINS

Why focus there?

Brian looks at Mia's picture and softens a notch. He has to go back. Somehow.

BRIAN

If the Dominator's not popping these trucks, he knows who is.

Brian gestures sweepingly at the mosaic of mugshots.

BRIAN (CONT'D)

This world revolves around him. These peckernecks worship him, he's never lost a race. Race Wars is happening in a week. It's the "Burning Man" of illegal racing.

(MORE)

(CONTINUED)

BRIAN (CONT'D)

We know our suspects are deep in the scene as evidenced by their vehicles and skills, right? They will be at Race Wars. To beat Dominic Toretto, King of the quarter mile. I'll be there too, because after the racing's done and everyone's raving on ecstasy, our suspects will have a big criminal buddy hug and brag about how bad they are. When they will open their mouths, I will hear them.

TANNER

Race Wars, huh? San Bernardino Sheriffs been trying to get in there three years running. How you gonna find the thing, Bri? They don't exactly put up posters.

He taps Mia's photo.

BRIAN

I'm going to work the sister. She'll know.

TANNER

Harry Jackson cooperating?

BRIAN

Man has no choice. He's been an outstanding resource. He informed me Toretto's racing tonight at the L.A. Coliseum. I'll be there.

TANNER

You're not racing. Whack some family in a minivan and the city's ass is wide open for a huge payout. Hear me?

BRIAN

Loud and clear, Sergeant.

BILKINS

I was leery putting a greenhorn undercover, but you're soldiering well out there. I never had the privilege to meet your father, but I'm sure he'd be quite proud of you.

TANNER

Amen to that.

Brian beams, he nods a heartfelt thank you.

CUT TO:

33A INT. GARAGE - DAY

33A

Brian unlocks Harry's pick-up. Tanner approaches.

TANNER

Hold up, O'Conner.

Brian pauses.

TANNER (CONT'D)

You can't do your job with hands tied behind your back. Sometimes it's easier to ask for forgiveness than to ask for permission. Do what you have to tonight, but remember, that's an eighty thousand dollar car and we have to return it without a scratch.

BRIAN

(grins gratefully)

I'll use my best judgement.

TANNER

I know you will.

Tanner looking at Brian, there is a strong connection between these two.

TANNER (CONT'D)

I worry about you. Toretto's a psycho, beating a guy half to death and all. I couldn't take it if you took a bullet in the back of the head.

A beat, Brian darkens, intense.

BRIAN

That will never happen to me. Never.

Tanner looking at Brian, with more to say. But he just claps Brian on the shoulder and nods for him to go.

CUT TO:

34 EXT. DOWNTOWN L.A. - AERIAL SHOT - NIGHT

34

LIMP BIZKIT pumps. The city below wears a beautiful suit of lights. Below, the Coliseum draws car headlights like moths to a flame.

CUT TO:

35 INT. BRIAN'S SUPRA (MOVING) - NIGHT

35

Rolling slow, the Alpine THUMPING. Brian, jotting license numbers, hides his LAPD radio under the seat.

A couple MINISKIRTS wipe frame, making Brian smile.

WIDE TO:

36 EXT. EXPOSITION BOULEVARD - NIGHT

36

This is what it's all about; cruising. LA's tribes brought together by their cars. Chicanos, Asians, Whiteboys, Blacks. Brian is in a slow moving line of awesome cars. Low riders. Plush Humvees. Pimp Daddy Mercedes and Beemers. And of course, street racers in a rainbow of intense colors.

Brian passes a parked lowrider, brimming with hot GIRLS as two HOMIES play videogames on a built-in console. Brian gets lots of smiles from the chicas. As a dozen different BASSLINES thump.

Brian pulls into a huge parking lot where racers gather. His green Supra gets lots of stares and nods.

Brian parks, gets out of the car, sits on the hood.

HECTOR SILVA approaches him. Shaved head, a tattoo on his neck. Built like a fireplug. He checks out the Supra.

HECTOR

Sweet ride. Big ass intercooler.
What'cha running under there?

Brian gives Hector a look. Nice try. Hector smiles.

HECTOR (CONT'D)

Gotta find out the hard way, huh?

Brian nods: yes. They tap fists.

HECTOR (CONT'D)

Hector.

BRIAN

Brian.

Hector points at his car, a vicious looking Acura Integra. Two of his HOMIES stand there, looking bad. Their lowrider caddies repose in B.G.

HECTOR

Quarter mile. Thousand bones.

(CONTINUED)

BRIAN

No, man I can't.

HECTOR

Why you out here then?

BRIAN

Waiting for the Dominator.

Hector gestures at a JAPANESE TEAM gathered around a Black Civic. A BLACK TEAM is busy preening a gold 66 Chevelle.

HECTOR

Get in line, and know that homeboy
won't race for less than your car.

BRIAN

I know the stakes. Whose Civic?

HECTOR

Danny Yamato's, goes light speed.
He's the cat with the fine-ass hottie.
Bruthas be running a supercharged 327.
Old school Chevys're more played out
than Stairway to Heaven. Sadness.
(eyeing the Supra)
Maybe you got it. Luck, dude.

Hector crosses back to his Z. Brian has his eyes on the Japanese. DANNY YAMATO, the boss, looks sharp in a knit Versace shirt, his arm draped around his exquisite GIRLFRIEND. An approaching engine GROWLS ferociously. Heads swivel, finding:

DOMINIC

Rolling up in a fiery red Mazda RX7. It is one scary vehicle. Dominic gets out, as intimidating as his car. Adlibs of girls SHOUTING his name. He's popular.

BRIAN'S POV

Mia steps out of Dominic's RX7. She SEES Brian. REACTS.

SCENE

Brian and Mia trade smiles. Vince pulls up with Jesse. Then Letty's Eclipse and Leon's Celica. Everyone gets out and gathers, Mia with them. Leon has a scanner, listens to the POLICE DISPATCHERS.

Danny Yamato and EDWIN BISHOP, jailhouse big, cross to Dominic, shake.

(CONTINUED)

EDWIN

How we doing this?

Jesse begins taping Dominic's hands with cloth tape.
Dominic nods for Hector.

DOMINIC

Winner gets both losers' cars. No
second best. Hector's going to hold
the titles.

Vince hands Dominic's DMV pinkslip to Hector. Edwin casts a
confident glance at his Chevelle. Forks his over. Then
Danny Yamato gives his up.

A THIRD TITLE

ARIZONA emblazoned on it is laid in Hector's hand.

WIDER

Brian has joined them.

BRIAN

Add mine to the kitty.

The crowd is watching Brian. Mia too, secretly thrilled.
Vince and Leon are ready to jump Brian. As are the Black
and Japanese teams. Dominic glaring at Brian, unaccustomed
to disobedience. Edwin gives Brian a disdainful once over.

EDWIN

We all here 'cause we somebody.

JESSE

Can't just climb in the ring with
Holyfield 'cause you think you box.

BRIAN

I lose, I'm gone. I win...

Brian smiles. Dominic doesn't. A beat. Danny and Edwin
wait on Dominic, it's his call.

DOMINIC

Pop the hood.

A beat as Brian considers it. Then Brian agrees, crossed to
his car. Dominic gives Jesse a look, together they follow
Brian.

JESSE

Let's see how they do it in Arizona.
Who built it?

(CONTINUED)

BRIAN

My cousin and me.

Brian opens his hood. Wow. It looks like something out of a spaceship. Jesse REACTS, admiringly does the math.

JESSE

One point eight bar of boost. Twin turbo, nitrous, eight fifty CC injectors, Greddy exhaust. HKS intercooler and megaflo. Racing wastegate. Type R blowoff. You know it's ported and polished with HKS cams. Lotta R and D in there. 600 plus horses at the wheels. You wish you built this. I wish I built this.

Dominic silences Jesse with a look. Dominic, pokerfaced, measures Brian with piercing eyes. Then:

DOMINIC

You're in. Let's go.

Brian smiles. Letty witness an exchange of looks between him and Mia. Letty crosses to Brian's Supra as he gets in. Something surprisingly innocent and awkward about her.

LETTY

Thing's go bad for you, I can give you a ride home.

BRIAN

Home's awful far.

LETTY

Mine's not.

She smiles. Brian smiles, gets in his car. Mia, hitching a ride with Leon, stares daggers at Letty. Dominic, getting into his Mazda, doesn't miss the drama.

CUT TO:

37 EXT. DOWNTOWN L.A. - NIGHT

37

ENGINES in SCREAM in the night. Dominic leads the way. Followed by Edwin's Chevelle, Danny's Civic and Brian's Supra. The teams caravan after them, and a long line of sexy spectator cars.

CUT TO:

38 INT. BRIAN'S SUPRA (MOVING) - NIGHT

38

Brian is thrilled. He looks over and REACTS.

(CONTINUED)

WHAT HE SEES

Vince's Civic driving alongside. Jesse and Vince staring.

SCENE

Brian looks back coolly. And guns it. Pulls ahead and gets on Dominic's tail. Who turns onto a boulevard. The caravan follows.

39 EXT. RACING BOULEVARD - STARTING LINE - NIGHT 39

Dominic suddenly STOPS. SCREECHING to a halt. Edwin stops, aligning his bumpers with Dominic's. Danny too.

Brian gets the picture, stops too late.

40 INT. BRIAN'S CAR (MOVING) - NIGHT 40

Brian backs up to the others.

UP AHEAD

A dozen Cars fan out with practiced choreography as they stake out a drag strip, blocking sidestreets, oncoming lanes. Their DRIVERS coordinating on Nextel phones.

SPECTATOR CARS

Park on the roadside. A quarter mile's worth.

A LOWRIDER CADDIE

Stops, the DRIVER hops out and spraypaints a finish line. Leon pulls up, Mia in his passenger seat.

THE STARTING LINE

Hector arrives, gets out and stands between the waiting racers.

41 INT. EDWIN'S CHEVELLE - NIGHT 41

Edwin can't lose. Beads of sweat on his forehead. His engine SNAPS and POPS hungrily. He looks over at Danny Yamato and grins.

EDWIN

Got rice?

42 INT. DANNY'S CIVIC - NIGHT 42

Danny grins back at Edwin.

DANNY

Got balls?

42 CONTINUED:

42

He tightens the fourpoint harness, locking him into the Recaro seat. The interior is stripped, a big nitrous tank where a rear seat should be. He reaches back, opens the tank's nitrous valve.

43 INT. BRIAN'S SUPRA - NIGHT

43

Brian checks his watch. Nervous. Mouth dry. Looks over at Dominic.

WHAT BRIAN SEES

Dominic stares back with piteous disregard. Brian is a nuisance to be dismissed.

SCENE

Brian steels himself, he's made a decision.

BRIAN

Screw it. I'm beating him.

He looks over his gauges and readouts. Brian begins punching buttons. His turbo controller BEEPS. He starts the racing program on the dash computer.

44 INT. DOMINIC'S CAR - NIGHT

44

A handmade interior with an experimental feel. Dominic puts in tiny earphones. CLICKS play on the MP3 player in his pocket. MUSIC blasts in his ears. He checks his computer. Hits some buttons. Gives Hector a nod. Cool.

45 EXT. RACING BOULEVARD - STARTING LINE - NIGHT

45

Hector slowly raises both arms.

46 INTERCUT - THE FOUR DRIVERS

46

Making the same moves. LEFT HANDS grab steering wheels. LEFT FEET step on clutches. RIGHT HANDS grab gearshifts. RIGHT FEET light on the gas. Four tachs blipping around 2000RPM.

47 HECTOR'S ARMS

47

Drop. Engines SCREAM.

The four floor it. Clutches up. Tires spin and catch. Three cars surge forward.

48 BRIAN'S SUPRA

48

Spins tires. Lost traction is lost time. He clutches correctly and takes off.

49 INT. BRIAN'S SUPRA (MOVING) - NIGHT

49

RPMs climb. The turbo WHINES. The shiftlight. Off the throttle. RPMs drop. The bypass HISS. Clutch. 2nd gear. Throttle. RPMs climb. 50MPH. Stage one nitro--

--a solenoid CLICKS open. Nitrous floods the intake manifold -- BOOM! Adding another 100 horsepower. Brian is slammed into his seat. RPMs climbing...

The shiftlight.

Off the throttle -- clutch in -- 3rd gear -- clutch out. Throttle. Faster and faster. 80MPH. The car shaking.

Again, the shiftlight.

Off the throttle -- clutch -- 4th gear, clutch pedal up. Stomp the gas. 100MPH

The car shudders violently making Brian's teeth CHATTER.

BRIAN'S POV

Jittering chaos. WARNING lights. Redlined gages. Shrill ALARMS. Smoke fills the car. The ENGINE strains.

50 EXT. RACING BOULEVARD - NIGHT

50

Dominic in the lead. Edwin close behind. Then Danny. Brian gaining, his exhaust shooting flame.

51 INT. EDWIN'S CHEVELLE (MOVING) - NIGHT

51

Brian passes him.

EDWIN

Nooooo!

52 INT. DOMINIC'S CAR (MOVING) - NIGHT

52

Dominic shifting, precise, mechanical. 100MPH. Waiting for the perfect moment. The MUSIC in his ear nears crescendo. Dominic hits the nitrous. Stunning acceleration.

DOMINIC'S POV

Smooth sailing, a beautiful SLO MO waltz to Brian's frantic jitterbug. The road ahead inviting and open. His ENGINE HOWLS its controlled war cry.

IN HIS REARVIEW

Is Brian's Supra. A neon specter right on his bumper.

- 53 INT. BRIAN'S CAR (MOVING) - NIGHT 53
- Passing 110MPH. A scary RATTLING. Brian pulls alongside Dominic's RX7. The world outside a blur. The wind WHISTLES into the car. The gages mounted on the window pillar pop off. More smoke. Wires in the dash short -- SPARKS.
- Two bolts POP off the floor plating. Hit the roof by Brian's head. He keeps going.
- Impending disaster.
- 54 INT. DOMINIC'S CAR (MOVING) - NIGHT 54
- Dominic drives with Zen precision. The harmony of man and machine. He casts an almost lazy glance at Brian's bright green Supra alongside. A beat of eye contact. Dominic throws it into 5th gear--
- The computer hits the nitrous. VROOM!
- 55 THE FINISH LINE AHEAD 55
- Dominic nosing ahead of Brian. Edwin is a couple lengths behind. Then Danny.
- 56 INT. BRIAN'S CAR (MOVING) - NIGHT 56
- Shiftlight. Brian slams it into 5th. His computer lights off stage three nitrous--
- The car SHUDDERS. 135MPH. Brian crushes the wheel in his hands. The speedometer climbing. Brian nose to nose with Dominic. His car wants to tear itself to pieces.
- There's the finish line. Brian and Dominic dead even. Then Brian pulls ahead. By an inch.
- 57 EXT. RACING BOULEVARD - FINISH LINE - NIGHT 57
- A laser beam shoots from curb to curb, a timing device. Hector's homeboy videotapes the approaching cars.
- Yards to go. Dominic seems to will his car forward, squeezing out every last horse.
- It's close. 149MPH. Dominic takes the lead. By a hair. Dominic's front bumper breaks the laser beam. He wins. Brian lags by a few thousandths of a second.
- Several car lengths behind, Edwin crosses the line, then Danny a split second later.

58 INT. BRIAN'S CAR (MOVING) - NIGHT

58

Brian throws it in neutral, stomps the brake pedal. The SCREECH of heavy duty brakes. The car slows quickly. SHAKING and RATTLING. Brian trying to keep it straight. The speedometer falls fast.

Brian lets out a WHOOP! His eyes are wild, hair tussled. A mad grin. Brian has been struck by emotional lightning. He LIKES racing.

59 EXT. BOULEVARD - FINISH LINE - NIGHT

59

The racers slow, do U-Turns and return to the finish. The cars, tires are hot.. Brian's Supra smokes.

SPECTATORS rush forward. The three Racers get out of their cars. Hector pulls up in his Integra. Gets out. Hands the titles to Dominic. Who casually folds them, tucks them in a pocket, never expecting any other outcome.

Dominic SEES Brian leaning against the Supra. Grinning like an idiot, high on adrenaline and danger.

DOMINIC

Why the smile? You lost.

Brian spits blood, he bit his tongue. Mia gives Brian an impressed nod. Dominic looking at Brian, measuring him anew as he unwinds tape from his hands.

BRIAN

I had you.

DOMINIC

You never had me. You never had your car. Over clutching, watching the shiftlight, not double footing like you should. Lucky that final nos boost didn't blow the welds on the intake.

Dominic nods at Jesse, who squat beside the Supra looking for fluid leaks, angry about its mistreatment, he gives Brian a look.

DOMINIC (CONT'D)

Me and the mad scientist gotta rip apart the block and swap out the bearings you smoked.

(eyes Brian)

Don't matter if you win by an inch or a mile. Winning's winning. I used just enough to get me there.

(MORE)

(CONTINUED)

DOMINIC (CONT'D)

You got schooled. Learn your lesson and go home.

Dominic walks away. Brian can't help but to be impressed. Brian looks to Mia. Both saddened it can't be different. Mia looks away. Letty feels Brian's pain, she motions him over. Then Vince crumples a dollar and drops it at Brian's feet.

VINCE

Here's your bus money.

LAUGHS. The other teams, the spectators, watch Brian. Adlibs of "Punk," and "Fool." Never more the outsider than now, Brian's anger boils, he knows he screwed up big. Watching Hector hand Dominic the titles.

Suddenly from Hector's Nextel:

FILTERED VOICE

Cops! Cops! Cops!

HECTOR

Cops! Cops! Cops!

SPECTATORS scramble as SHOUTS echo the warning. Approaching SIRENS O.S. Dominic dives in his RX7. Shouts to his fellow racers:

DOMINIC

You know where to bring my cars!

SCREECH! He splits. Brian SEES Mia, then loses sight of her in the pandemonium. The sound of a HELICOPTER, a searchlight sweeps the street from high above.

Cars scatter like cockroaches. Brian unsure, then he jumps in the Supra and PEELS OUT after Dominic.

Flashing lights as six black and whites ROAR onto the Boulevard.

CUT TO:

60 INT. DOMINIC'S CAR (MOVING) - NIGHT

60

He makes a sharp right onto a major street. And another sharp right, into a--

61 INT. PARKING GARAGE - NIGHT

61

Under a small building full of doctor's offices. The red RX7 corkscrews down. Finds a space by the stairwell. Dominic exits with a car cover, heaves it over his baby.

CUT TO:

62 EXT. MEDICAL BUILDING - NIGHT

62

Dominic exits the stairwell. Walks along, his hands in his pockets. Mr. Innocent as he strolls toward the MTA subway entrance down the block.

A COP CAR in a big hurry blasts right past him. Dominic feels like the cat that ate the canary. Until he hears two GROWLING cop V8's behind him, CHIRPING tires. Opening DOORS.

COP LOUDSPEAKER

Put your hands up! Show your hands!

Dominic runs for it. TWO COPS exit the subway on foot.

There's an alley. Dominic sprints into it.

HEADLIGHTS APPROACH

They're blinding. Trapped, Dominic squints into them. And hears:

BRIAN'S VOICE

C'mon! Get in! Hurry up!

Brian doesn't have to ask twice. Dominic runs to the Supra.

63 INT. BRIAN'S SUPRA (MOVING) - NIGHT

63

Dominic hops in the passenger seat.

DOMINIC

Go! Before they block us in!

Brian has an impish grin as he punches the gas.

A CRUISER stops in front of the Supra. Blocked, Brian throws it in reverse, peels out backwards down the alley.

64 EXT. ALLEY ENTRANCE - NIGHT

64

ANOTHER CRUISER

Blocks this end. The Supra brakes, skidding backwards. Closer to the cruiser, about to T-bone it. Brian whips the wheel, turning backwards onto the sidewalk.

He clears the cruiser. Throws it in 1st and mashes the gas. The Supra takes off and accelerates up the street.

65 INT. BRIAN'S SUPRA (MOVING) - NIGHT

65

No time to relax. He turns left on a small street.

(CONTINUED)

Makes a sharp turn into a driveway. Cuts through the block, turns right onto WASHINGTON BOULEVARD.

BRIAN'S POV

Two POLICE CRUISERS slide sideways into his rearview.

SCENE

Brian yanks the handbrake, jerks the wheel. The world outside rotates as he does a 180.

Brian's car rolls backwards. 1st gear. He stomps the throttle -- His tires spin, smoke -- Stopping his car and shooting it forward.

But now facing the two cruisers. They're coming right at him, traveling abreast. Dominic REACTS.

Brian doesn't flinch. He throws it in 3rd, stomps the go juice and goes. The Supra threads the needle, barely slipping between the two police cars.

Dominic gives Brian a look -- Well done. Brian floors it and sails up the road. He is gone before the cruisers can turn around. Dominic watches the sky.

DOMINIC

We gotta spoof the helicopters. Kill your lights and stay on the sidestreets.

Brian kills his lights.

66 OMITTED

66

67 INT. BRIAN'S SUPRA (MOVING) - NIGHT

67

They're safely in Long Beach. Refineries and oil storage tanks line the lonely industrial road they travel.

BRIAN

Snatched you from the jaws of the Man.

DOMINIC

You saved my ass. I already did two years in Lompoc. I ain't going back. I owe you one. You got serious sack, my friend.

They clasp hands. Brian smiles. Because he knows he's finally gotten to Dominic.

BRIAN

Can I keep my car?

DOMINIC

I'm grateful, not stupid.

There is an ominous RUMBLING in the distance. Growing louder. Brian and Dominic trade looks.

68 EXT. INDUSTRIAL ROAD - NIGHT

68

The Supra is surrounded by something out of a manga cartoon; six HURRICANE MOTORCYCLES with wicked graphics. The RIDERS are in nice designer casuals.

69 INT. BRIAN'S SUPRA (MOVING) - NIGHT

69

They box him in, forcing him to slow. The RIDER alongside Brian's window aims a Mac-11 machine pistol with a sound suppressor screwed on the barrel. Brian weighs his options.

DOMINIC

Stop, man. These fools don't play.

Brian reluctantly stops.

70 EXT. INDUSTRIAL ROAD - NIGHT

70

The RIDERS dismount and remove their helmets. Vietnamese with bleach blonde spiked hair. They surround the car. Brian and Dominic show their hands.

LANCE NGUYEN, with the Mac-11, holds it discretely inside his helmet.

LANCE

Get out unless you want to get blasted.

Brian and Dominic get out. A new crimson Mustang speeds toward them, making a dramatic entrance. A striking ASIAN GIRL in the passenger seat. Out steps Lance's boss, PETE TRAN, in a \$500 shirt, platinum jewelry. A regally imposing class act with a scowl. He crosses to Dominic. With a 40 ounce beer in a bag.

PETE

Why are you down here, Toretto?

DOMINIC

Wassup, Pete? Gonna give me a shot at that 'Stang?

PETE

No. You cheat.

DOMINIC

I never cheated no one in a drag. Not my fault you brought your little sister's bigwheel to a man's race.

Brian looking at Dominic like he's crazy. So is Pete.

PETE

Food for thought. You're not from Long Beach, yet here you are talking shit.

(to Brian)

That your ride?

BRIAN

It was. It's his.

Dominic looking at the bottle in Pete's hand.

DOMINIC

No, it's not. I haven't taken delivery.

PETE

Then it's nobody's car? Somebody put a lot of work in this. Lot of time. What to you think, Lance?

LANCE

It's an amazing machine.

PETE

Nice ride, right? Look at these curves, beautiful. Somebody loves this car. Difficult to believe it's nobody's car.

He gives Lance a nod. Lance grins.

BZZZZZZZZDDDDDDT -- The high rate machine pistol sounds like a ripping canvas.

Bullets punch into the Supra. Glass SHATTERS.

Lance pours hot shellcasings from his helmet into a compartment on his bike. SNAPS a fresh mag into the Mac.

Pete heaves the forty into the car, it SHATTERS on the nitrous tank. Fumes swirl like a heat mirage.

Pete lights a cigarette with a matchbook. He lets the whole book ignite. Brian wrinkles his nose. Smells gasoline.

BRAIN

Don't do it. Don't fry it.

(CONTINUED)

Brian can't move with Lance on the Mac. Pete tosses the matchbook inside.

WHOOMP!

Everyone steps back from the burning Supra. Pete and his team laugh as flames reach skyward.

PETE

Don't come screwing around. You have no business here.

Pete gets in his Mustang. His team climbs on their bikes and take off. Brian and Dominic watch the Supra as it burns like a blast furnace. They trade looks, and run for it.

The gasket to the nitrous tank melts--

KA-THOOMP!

The tank detonates, blowing the carbon fiber body panels off like paper, shattering the frame.

A jagged piece of rollcage SIZZLES past Brian's head.

When the worst is over, Brian and Dominic dare look back. A burning tires rolls toward them pathetically. They trade looks and walk away. The two silhouetted by flame.

CUT TO:

71 EXT. TORETTO HOUSE - NIGHT

71

Modest. Working class. Big trees in the front yard. The team's cars parked on bare oil-stained dirt. A light on in the second storey window.

71A INT. MIA'S STUDIO - NIGHT

71A

Candles, incense, trippy music. Wild paintings cover the walls, planets and suns and chrome nudes caressing in a void of stars. With an airbrush stylus in her steady hand, Mia add highlights to a canvas of sensuously amorphous feminine curves. She HEARS a car pull up. Looks out the window.

WHAT MIA SEES

Dominic and Brian exit a goofy yellow taxi.

SCENE

Mia does a doubletake -- Yes, it's Brian. The smile that blooms on her face says everything. She returns to her painting. Surprised to discover her hand is now trembling.

CUT TO:

72 INT. TORETTO HOUSE - NIGHT

72

Shabby old furniture with a few electronic luxuries. A great sound system. Leon, Jesse, Vince and Letty split a 12 pack and play a racing video game. Dominic enters with Brian. Shuts off the TV.

DOMINIC

You guys are real worried.

Vince tosses Dominic a beer. He passes it to Brian. The team REACTS.

VINCE

Why'd you bring the buster here?

DOMINIC

He's cool. Didn't see you looking for me.

VINCE

Cops almost got me. That shit was orchestrated.

DOMINIC

Came in from every direction. They had undercovers watching us.

Brian just sips his beer. Dominic hops on the couch.

DOMINIC (CONT'D)

Vee, a beer.

Vince tosses him another beer. Letty pats the empty cushion next to her, smiles at Brian.

LETTY

You can sit here.

She beams as Brian crosses and sits by her."

DOMINIC

Homeboy stymied the cops. It was artistic. This cat is sick.

Brian smiles.

(CONTINUED)

DOMINIC (CONT'D)

Then he rolls us to Long Beach, pissing off the locals. They put his ride out of it's misery with a Mac, whole damn clip. Then Sneaky Pete had a Vietnamese Barbecue. That car blew apart like the space shuttle.

Shocked looks are traded. Jesse grabs his head in horror.

JESSE

Noooo. That's wrong. That's so wrong.

VINCE

Goddamn gooks. They value nothing cause they got it all. Five hundred dollar shirts. Engine's worth thirty large. Dinks got all the best shit.

(looks at Brian)

You know they're crooked. They're scamsters.

Pretending not to, Brian hangs on Vince's every word.

DOMINIC

C'mon, Vee. They designed our cars and invented ramen.

Vince rolls his eyes. Plays the crash compilation video. Dominic turns to Brian with a grin.

DOMINIC (CONT'D)

You owe me a ten second car.

Brian REACTS. Vince flashes him a wary look.

NEW ANGLE

Unseen to everyone, Mia stands at the bottom of the stairs. She SEES a smiling Brian sitting next to a thrilled Letty. Mia unhappily turns and climbs the steps.

CUT TO:

73 INT. WAR ROOM - DAY

73

Brian enters with a big grin. Tanner, Muse and Bilkins are tense. Bilkins pulls a large ziplock from his drawer. Inside is Brian's police radio. Fire scorched, ash white.

BILKINS

Here's your radio. Long Beach PD recovered the UC car full of bulletholes and burnt to a crisp.

(MORE)

(CONTINUED)

BILKINS (CONT'D)

Highway Patrol expects it returned in good working order.

Brian is unfazed, cocky.

BRIAN

It wasn't street legal. That's why it was rotting in their yard, they can't auction it. It was an impound, didn't cost them a dime. Let them bitch, sir. They can't produce a receipt saying they bought it.

TANNER

He's right. We can paperfuck 'em.

Off the hook for the Supra, Bilkins anger ratchets down a tad. Before he can speak, Brian makes a "time out" sign.

BRIAN

Their loss is our gain, sir.

Brian crosses to the wall of mugshots and begins moving them around. Bilkins, Tanner and Muse watch curiously. Finally Brian gets to the Viet Long Beach Team. He swaps Lance's photo with Pete Tran's.

BRIAN (CONT'D)

Sneaky Pete's the shot caller. Lance is just a triggerman. Carries a silenced Mac submachinegun. He sliced and diced the Supra. Pete Tran did the cooking. I say we put them at the top of the suspect list.

Off the perplexed looks of his peers:

BRIAN (CONT'D)

I've been sitting on Toretto's couch, drinking his beer, getting the short course on who's who.

Muse and Tanner trade incredulous looks. Bilkins leans back, looks over the chart of street racers. Brian leans on his desk, looks him in the eye, softly:

BRIAN (CONT'D)

Sir... I'm in.

A beat. Bilkins purses his lips.

BILKINS

Excellent. And you believe Toretto is not our hijacker?

BRIAN

Correct.

BILKINS

Nevertheless, I'd like to send a strong message to the illegal racing community by incarcerating their Grand Pooh-Bah. He's got one violent felony, any dirt you can dig up will bury him. Can do?

Brian REACTS. He doesn't like the idea but will have to do as he's told.

BRIAN

Can do, sir.

BILKINS

Get a location on Race Wars?

BRIAN

No, sir. Not yet. First I need another car.

TANNER

Wilshire OPG has a Porsche.

BRIAN

No thanks, Sergeant. It's all about rice power. I'll kick around the impounds and see what I can scare up.

Bilkins tosses Brian a new radio.

BILKINS

Keep it up, Brian.

As Brian stands and crosses to the door:

MUSE

Gonna go work Toretto's sister, lucky guy? I spank off to her surveillance photos.

Muse and Tanner laugh. Brian shoots Muse an angry look.

BRIAN

Great, Muse. Great.

Brian exits. Tanner and Muse trade a look.

CUT TO:

74 OMITTED 74
75 OMITTED 75
75A EXT. TORETTO'S LUNCH COUNTER - DAY 75A

Mia unloads supplies from the back of a pick-up. Brian pulls up in a battered Nissan 240SX. The entire passenger side is crushed. The front trim missing. The windshield shattered, headlights dangle from their wires. Mia watches Brian get out and enter the shop. Mia stifles a laugh.

MIA

Nice shitbox. Dominic's at the house.

BRIAN

I came to see you.

MIA

Here I am. Now you saw me.

Brian, wondering what is wrong, helps her unload the truck.

MIA (CONT'D)

Brian, I think you're in good hands with Letty. A lot of guys like her. You're lucky, she's real picky. You should go for it. She's so pretty.

BRIAN

I'm not into Letty.

MIA

Everyone's into Letty.

BRIAN

I'm not everyone.

MIA

Right, one of a kind.

BRIAN

Right. Maybe I'm into you.

Mia crosses her arms and studies him.

MIA

There someone loving you in Arizona?

BRIAN

Maybe. And maybe I didn't love that someone back and maybe that's why I left. Fresh start.

(CONTINUED)

MIA

You say goodbye?

BRIAN

Mia, I didn't run away. I'm not like that. Let's have a drink tonight and I'll tell you the whole sordid saga. We'll kick back and have some laughs.

MIA

On the curb with some forties?

BRIAN

We can do better. How about margaritas and mariachis. Nachos?

She considers it a beat.

MIA

I better not.

And that's that. Brian regards her with a frown.

BRIAN

Don't you ever just want to party? Put on Ice-Ice Baby and do the running man?

Brian does a goofy dance move. Mia can't help smiling.

MIA

Please don't do that. Okay. You win; margaritas. But only maybe. Jury's still out on you.

Brian stops dancing, smiles.

BRIAN

Maybe is acceptable.

Mia opens the door to the shop and Brian carries in a stack of heavy boxes inside.

CUT TO:

76 EXT. DOMINIC'S HOUSE - DAY

76

Dominic and Jesse work on a VW bug in the shade of the trees. A speaker THUMPS a baseline. Brian pulls up in the 240SX. He gets out and crosses to the bug.

BRIAN

Got a car.

(CONTINUED)

Dominic and Jesse cross to the battered, shattered Nissan. Dominic REACTS, gives Brian a look.

JESSE

Dude, that's a ten minute car.

DOMINIC

You gonna tow it or push it across the finish?

Unfazed, Brian pops the hood. Motions for Jesse to take a look. Jesse does, likes what he sees.

JESSE

Omigod. A Skyline motor.

Jesse grins at the rare find, digs in the engine. Love at first sight. Dominic sees for himself and smiles.

DOMINIC

Good find, man.

JESSE

This will decimate all.

(a beat)

After you put fifteen grand in it. More if we have to overnight parts from Japan.

Brian REACTS, he doesn't have the cash.

DOMINIC

Put it on my tab at Harry's. Race Wars is coming up. Heard of that?

Brian shakes his head: no.

DOMINIC (CONT'D)

It's something to see, Brian. I want you to roll out there with us. Gonna make money off your ass. You'll make twice back what I loan you racing suckers. No shortage of them.

(a beat)

Then, if you're down, I'll race you again. We'll go double or nothing.

JESSE

Don't do it.

Brian is hooked, he taps fists with Dominic.

BRIAN

Shit, yeah. I'm down.

TB

76 CONTINUED: (2)

76

Jesse shakes his head.

JESSE

I'll give you a parts list. The special order stuff you have to get on now.

BRIAN

Where do I do the wrenching?

Dominic starts walking up his driveway. Unlocks his large garage.

77 INT. TORETTO GARAGE - DAY

77

Dominic opens the door and light spills in. Brian standing next him. Racks of tools cover the walls of tools. Lathes and drill presses gleam, the machines old but well maintained.

DOMINIC

My tools are your tools.

Brian looks at Dominic and smiles in gratitude.

CUT TO:

78 EXT. TORETTO DRIVEWAY - NIGHT

78

Vince, Letty and Leon walk past the house to the garage in back. Vince, carrying a 12 pack, stops in his tracks.

WHAT HE SEES

Hard work in the Toretto garage, Dominic, Brian and Jesse are winching the engine out of the 240SX. Brian just told a punchline, their LAUGHTER is heard over their MUSIC.

SCENE

Vince turns and walks away, Letty and Leon follow. Of course Letty looks back.

VINCE

We're gone.

LEON

We got nowhere else to go. He's cool.

VINCE

He's not, Leon. He's on Dominic's ass like a fag in heat. He gets on mine, I'm putting a bullet in his head.

(CONTINUED)

LETTY

Shut up, Vince. Don't start shooting people. He's just tripping on being in LA. He don't know what it's about yet.

VINCE

You know he's trying to hook up with Mia. Fool's dying to hit it.

LETTY

Mia won't kick down... I will.

LEON

I know you will, Letty.

Letty shoots him a look.

CUT TO:

79 A COMPUTER SCREEN

79

It shows a photoreal 240SX beefed up for racing. The car rotates to reveal the undercarriage. A column of suspension components on one side of the screen.

The cursor clicks on the Koni shocks. Drags and drops them on the car. A complex graph of performance parameters changes accordingly.

WIDER:

80 INT. TORETTO KITCHEN - NIGHT

80

Jesse working on his laptop. Brian sits next to him, fascinated, both are filthy, tired.

JESSE

Koni adjustables save us two pounds and give us better holeshot.

Mia sets down a huge pot of spaghetti sauce. NOISE at the front door. Dominic instinctively puts a hand on his gun. But it's just Vince, Letty and Leon. They enter noisily and take seats around the table.

MIA

Just in time.

Letty grins at Vince. Amused by his grudging change of heart.

VINCE

What? I gotta eat.

DOMINIC

C'mon, Jesse. Eat.

Jesse snaps the laptop shut and grabs a plate. They tear hunks of bread from big loaves. Bowls of sauce, pasta and salad are passed around the table. Mia looks at the oilstains on Dominic's glass.

MIA

Could'a washed up.

Dominic admires his oil black arms.

DOMINIC

This is my warpaint.

Mia sits across from Brian. Watches everyone shove food into their faces.

MIA

I remember when we used to say grace.

Dominic looks at her, threatens to throw his greasy arms around her.

DOMINIC

Best little girl in the world.

MIA

Get off me, no! No! Dominic! Okay, I love you too. Shut up and eat.

Dominic relents. Mia smiling. She watches Brian eat. Studying him, he seems content in this newfound family. Mia grabs a camera from the china hutch. Aims it at Brian.

BRIAN

Wait.

THE FLASH. Brian didn't like that.

MIA

I'm gonna do your portrait.

CUT TO:

81 EXT. TORETTO HOUSE - NIGHT

81

Dominic and Brian walk across the front yard.

DOMINIC

How you getting home?

BRIAN

Bus, I guess.

(CONTINUED)

TB

81 CONTINUED:

81

DOMINIC

Wanna ride?

CUT TO:

82 INT. DOMINIC'S RX7 (MOVING) - NIGHT

82

They cruise through San Pedro. Brian is anxious and tries not to show it.

BRIAN

We're nowhere near my crib.

DOMINIC

Trust me.

CUT TO:

83 EXT. CAR STORAGE - NIGHT

83

Somewhere in San Pedro. Oil wells in B.G. suck crude like steel sandbirds. Dominic solemnly unlocks a padlock. Pulls the garage door open. He gestures for Brian to enter the dark warehouse. Brian does, hesitatingly.

84 INT. STORAGE GARAGE - NIGHT

84

Pitch black. Florescents flicker on. Revealing a shrine to Doug Toretto. Racing pennants, pictures, trophies. Flamesuits, helmets. And in the middle, a covered car.

Dominic pulls off the cover. Revealing a '90 Buick Regal. This is one bad car, not the prettiest, the baddest. Dominic opens the hood, exposing the awesome engine.

DOMINIC

Me and my dad built her. Nine hundred horses. A beast. Know what she ran in Palmdale?

Brian shakes his head: no.

DOMINIC (CONT'D)

Nine seconds flat. My dad was driving. So much damn torque, chassis twisted coming off the line. Old man barely kept her on the track.

BRIAN

What's your best run?

DOMINIC

Never driven her. Scares the shit out of me. Guess I don't have my pop's balls.

(CONTINUED)

Brian sees Dominic isn't kidding, REACTS. Dominic takes a framed newspaper clipping down from the wall and hands it to Brian. It's headlined: RACE FAVORITE KILLED IN FINAL LAP

DOMINIC (CONT'D)

He died doing what he loved. Quit pipefitting at the Navy Yard and hit the pro stock car circuit. He was coming up. Last race of the season, I just turned eighteen. Ken Jorgenson, this old salt he was beating, came up from inside the final turn and clipped his bumper. Put him into the wall at a hundred twenty.

PUSH IN ON -- Dominic's pained eyes.

SUPERIMPOSE:

Flames consuming a race car. The DRIVER writhes in agony.

DOMINIC'S VOICE

I watched him burned to death. I could hear him screaming.

RESUME SCENE

Dominic is choked with emotion. They look at each other. A beat of connection.

DOMINIC

Week later I ran into Jorgenson at the Pomona Raceway. I wailed on him with a wrench until I couldn't lift my arms. Almost killed him.

Dominic takes the clipping, hangs it up.

DOMINIC (CONT'D)

I was wrong as hell, it was just an accident.

Dominic squats before the car, contemplating it, suddenly seeming old and weary.

DOMINIC (CONT'D)

I live my life a quarter mile at a time, Brian. For those few seconds, man... It's just me and my ride and a little road. Nothing else matters. The mortgage, that loser sandwich shop, my team and all their bullshit. For those few seconds, I'm free.

TB

84 CONTINUED: (2)

84

Dominic stands, embarrassed by his show of sentiment. He looks at Brian. It's okay, Brian's eyes are sympathetic. The warmth of friendship binds them.

CUT TO:

85 EXT. HARRY'S PRO SHOP - DAY

85

A dozen lowriders and a familiar 300ZX RUMBLE up to the shop. Speakers THUMPING Latin trip-hop.

CUT TO:

86 INT. HARRY'S PRO SHOP - DAY

86

Brian tends the counter. Hector Silva enters with six tough ripped and tatted HOMEBOYS. Through the window, six more can be seen watching the cars.

BRIAN

Wassup, dude?

They tap fists.

HECTOR

Hey, loco. Glad we didn't race. I'd be out some lunch money. Got hectic when the cops swooped, huh? How's Dominic treating your Supra?

BRIAN

Not as nice as I did.

Hector hands Brian a parts list.

HECTOR

Hook me up. Want four of everything-- Watcha, Beto. Pasa la feria pa'ca.

BETO pulls a thick stack of twenties from his baggy Dickies. Slaps it on the counter. Brian looking at it.

BRIAN

I'll hook you up.

Brian enters Hector's part numbers into the computer.

INSERT COMPUTER SCREEN -- The parts are for Honda Civics.

Brian tries to hide his reaction as he reads the screen.

CUT TO:

87 OMITTED

87

88 OMITTED

88

89 EXT. WHITTIER BOULEVARD - SUNSET 89

Brian cruises in Harry's pick-up along East LA's main drag. PEOPLE out, shopping at the colorful markets. Street vendors sell inflatable action heroes and corn on the cob.

CUT TO:

90 EXT. EAST L.A. NEIGHBORHOOD - NIGHT 90

Tired old houses interspersed with garages and machine shops. Brian is parked, eating a burger, reading the paper. He's watching one of the garages. The only one still open.

WHAT HE SEES

The big metal service bay door rolls down. Two really big HOMIES exit. They get in a 79 Olds Cutlass glistening under a streetlight and drive off.

91 INT. HARRY'S PICK-UP - NIGHT 91

Brian grabs a duffle off the floor, sets it on the seat. He unzips it, digs through the tools inside. Grabs a hydraulic boltcutter. He puts on a ballcap, about to get out, catches his own eyes in the rearview. He's about to cross the line and knows it.

CUT TO:

92 EXT. HECTOR'S GARAGE - NIGHT 92

At a side door, Brian goes to work on the padlock with the hydraulic cutter. SNAP!

CUT TO:

93 INT. HECTOR'S GARAGE - NIGHT 93

The side door opens. Brian rushes inside. A keypad is BEEPING. Brian follows the wiring up the wall with his maglite.

WHAM! Brian kicks in a closet door. A big steel alarmbox on the wall. He unplugs it from the phone jack. Relaxes a notch. Then he hears: A DIALTONE. The ALARM'S MODEM is DIALING...

Brian panics. Kicks a hole in the drywall under the box. Reaches up behind the box. And yanks out...

A second phone jack. SILENCE. Brian smiles.

He checks out the garage. SEES the stack of boxes from Harry's store. A lowrider on the lift.

(CONTINUED)

He starts rifling drawers and cabinets.

He hears VOICES and MUSIC. He warily crosses to the back window.

WHAT HE SEES

Outside the window is pile of old tires, a fence, then the back yard of someone's house. Where the dozen HOMEBOYS from earlier kick back and have some cold ones.

SCENE

Brian quietly retreats from the window. He crosses to four cars off to one side, under car covers.

Brian lifts a cover -- A Honda Civic, white not black. The next is brown. The next two both blue, stock machines, only beginning their transformation into performance machines.

Brian is clearly disappointed. He checks on the Homeboys, everything seems cool. Crosses to the side door.

CUT TO:

94 EXT. HECTOR'S GARAGE - NIGHT

94

Brian furtively closes the door. Approaches the corner. And walks into a SHOTGUN--

--Held by Vince, not a homeboy.

VINCE

(whispers)

I don't care if there's a dozen eses over there, I'll blow you in half.

Vince knees him in the balls. Brian doubles over, trying not to moan aloud.

VINCE (CONT'D)

You fight dirty. Like a cop. Move it.

Vince presses the muzzle against Brian's ear, marches along the building to an alley full of old tires, rusted mufflers and body panels. Jesse waits in his VW with the engine running. A cigarette glows in the shadows. Out steps Dominic, revealing himself. His face cold, scary.

DOMINIC

Brian, this is one of those times where you need to be very clear about what you say. Nobody's hurt yet. Okay?

(CONTINUED)

BRIAN

Okay, shit, what'd I do--?

DOMINIC

--Shut up. Why are you here?

BRIAN

I ain't taking no chances after losing my Supra. At Race Wars Hector's team is gonna run four Civics with stock engines, T66 turbos with nos and four inch exhaust.

A beat.

DOMINIC

Gonna distort the fuel curve but if they go plus fifty on the pulse width, it'll pop the injectors open quicker.

BRIAN

What do y'all think I was doing? All paranoid and what not, coming at me with the big stuff. What'd I do to you?

DOMINIC

I like to know who I kick it with.
(to Vince)
Vee, put the gage up.

Vince lowers the shotgun. Glares at Brian.

BRIAN

What? You got a nutshot. We're even.

DOMINIC

You gonna check out everyone's shit?

BRIAN

Many as I can. Already know what y'all got. If you're down, there's a cocksucker whose cash I gotta take. Like to know his poker hand. You down?

Dominic and Vince trade looks, they're down. Brian smiles.

95 OMITTED

95

96 EXT. PETE TRAN 'S GARAGE - NIGHT

96

A sign reads: TRAN'S COLLISION AND PERFORMANCE

(CONTINUED)

96 CONTINUED:

96

Jesse's bug glides to the curb across the street without lights. Three FIGURES get out and move into shadow. Brian, Dominic and Vince eye the building. A formidable structure. Brian notes a fire escape on the adjacent building. Points it out to his companions. They run across the street. Up the FIRE ESCAPE.

CUT TO:

97 EXT. ROOFTOP - NIGHT

97

Starting from one side to get a good running start, the three sprint across the roof -- jump the perilous drop.

CUT TO:

98 INT. PETE TRAN'S GARAGE - NIGHT

98

Dark. Then a shaft of moonlight stabs down from above.

TILT UP

A skylight has just been jimmed open. Brian's HEAD AND SHOULDERS appear in silhouette.

BRIAN'S POV

The drop is deadly. Dangling lube, oil and air hoses are the only way down.

SCENE

Brian dangles from the skylight. He begins to swing. Back and forth. He kicks out his legs, snags the hose bundle with them.

He slides down the hoses to the floor.

Then Dominic joins Brian. And Vince. Now on terra firma, the three trade relieved looks.

Brian steers his maglite across the darkness. Illuminating the impressive equipment. This is the most elaborate garage we've seen yet. There's a dyno. Diagnostic gear. And a fancy pick-up for errands. Even Dominic is impressed.

BRIAN

Damn. State of the art. Big bucks.

VINCE

We gotta jack some of this shit.

Two racers are on hydraulic lifts. Brian crosses to one, aims his maglite up into the engine compartment. No engine.

(CONTINUED)

They cross to the other lift. And stare up into another empty engine compartment. The three share a look.

VINCE (CONT'D)

Where the engines at?

Brian wanders toward four small cars closely parked together under the same tarp. They have Brian's full attention.

Dominic's pocket CHIRPS, he pulls out his cell and checks the caller ID, angered by the distraction.

DOMINIC

What, Jesse?

99 INT. JESSE'S BUG - DOWN THE STREET - NIGHT

99

Jesse is slumped in his seat, terrified. Watching the Viet Long Beach Team return to the garage en masse. There's a dozen Hurricanes, several cars -- Pete's Mustang.

JESSE

(into phone)

They're coming.

100 INT. PETE TRAN 'S GARAGE - NIGHT

100

Brian steps into the moonlight as he reaches to lift the tarp...

DOMINIC

They're coming.

Dominic shuts his cell, eyes wild. Brian freezes, looks up at the impossibly high skylight. The sound of MOTORCYCLES. The three lock eyes.

Dominic runs toward a car lift, he slides into the deep sump underneath, his boots SPLASHING into ankle deep oil. Brian follows, stopping when he sees a tall stack of--

VCRs IN THEIR BOXES

Hidden behind a row of tires.

Dominic stands in the sump, under the car on the lift, his .38 ready.

DOMINIC (CONT'D)

Where the hell are you?

Brian frantically copies VCR serial numbers onto his arm.

The garage door begins rising.

(CONTINUED)

DOMINIC (CONT'D)
(hisses)

Brian?

Brian dives into the sump. SPLASH! -- As the lights come on. He pulls down his sleeve to hide the writing on his arm.

THE GARAGE DOOR OPENS

Pete and Lance enter with their entourage, some prime arm candy. Two of Pete's HENCHMEN drag a terrified man, TED HENDERSON, inside. They throw him to the floor.

Pete grabs a waterhose and wraps it around Ted's neck, he turns beet red, GAGS. Pete grabs a lube hose. Pete tries to force the hose in his mouth.

PETE

Open your mouth. C'mon, Ted. Can't ever keep the big thing closed. Why now? Open it.

Pete presses the nozzle under Ted's nostril. Fills his sinuses with 50 weight synthetic. Ted wretches and gags. Coughing in agony.

Pete clamps Ted's head between his knees and fills his mouth with oil. Ted struggles violently.

VINCE'S EYES

Watch from below the shelves he has wedged himself into. Safe for now, he enjoys the show with a mean little smile--

--just like Pete's team. Pete releases Ted, he vomits and writhes on the cement, blowing snot bubbles.

BRIAN AND DOMINIC

Peer over the edge of the sump, their eyes at floor level. Both ankle deep in oil. Brian hates what he is witnessing.

BRIAN

(softly hisses)

We have to stop this.

Dominic stills Brian with a hand on his back. Points out the Mac in Lance's hand. Brian grits his teeth in frustration.

Ted WHIMPERS. His wet eyes pleading. Pete lights a cigarette.

(CONTINUED)

PETE

Where are they? Sell them to someone else. Couple Nissan Silvia S-15's engines would pull a premium a week before Race Wars. Who did you sell them to?

Ted reaches in his pocket, hands Pete a card.

TED

They're in my warehouse.

Pete fingers the card, smiles. The danger has passed.

PETE

Kiss my shoes.

Ted leans over to kiss Pete's feet. WHAM! Pete kicks him in the chest. Ted gasps like a fish, turns blue. Pete hands the card to Lance.

PETE (CONT'D)

Go get them.

Lance crosses to the pick-up, gets in with another TEAM MEMBER. The pick-up, six motorcycles are started. The door is rolled open. The pick-up drives out with six motorcycles escorting it.

ON VINCE

Taking advantage of the noise and distraction to low crawl to the bathroom.

BRIAN AND DOMINIC

Do the same.

CUT TO:

101 EXT. PETE TRAN'S GARAGE - NIGHT

101

The alley behind it. Vince drops from a high window. Then Dominic and Brian, they look around, take off running. Toward Jesse's waiting VW at the end of the alley.

CUT TO:

102 OMITTED

102

103 INT. WAR ROOM - DAY

103

Brian has the manifest from a truck hijacking. He finds the serial numbers for the VCR's.

(CONTINUED)

TB

He rolls up his sleeve. The serial numbers he copied are smeared illegibly. Brian SIGHS, angry at himself. He looks at the manifest. Gets an idea.

DISSOLVE TO:

104 INT. WAR ROOM - DAY

104

Brian sits in the corner typing, he hasn't cleaned up from the prior evening. Tanner enters. Shows Brian a mugshot of TED HENDERSON.

TANNER

This him?

BRIAN

Yes, holy shit. That was quick.

TANNER

Stand by. He's on probation for receiving stolen goods. Pentium motherboards from a burglary in Gardena. Your boy's a top echelon fence.

They smell blood. Tanner slaps Brian's back.

TANNER (CONT'D)

You tighten that noose quick. Bilkin's boss is flying out from DC. I wanna close this case before FBI God steps off his plane.

TANNER (CONT'D)

C'mon, it's pow-wow time.

Brian grows nervous.

CUT TO:

105 INT. BILKINS' OFFICE - DAY

105

Bilkins leans back in his chair finishing Brian's report. Tanner and Brian await his verdict. Bilkins sets the report down looks dryly at Brian. Then smiles.

BILKINS

Let's move on this.

Brian smiles, relieved. Tanner gives him a wink.

BILKINS (CONT'D)

Because I'm dealing with a federal DA and judge. They're not rubber stamps like LA Superior.

(MORE)

(CONTINUED)

BILKINS (CONT'D)

The first thing the DA will ask me is how you developed this information.

BRIAN

A reliable confidential informant.

BILKINS

I need a name. It won't leave this room.

Tanner nods for Brian to say it. Brian hesitates, a nervous ripple through his composure as he makes a decision.

BRIAN

Dominic Toretto. He witnessed the assault on Henderson. He provided the numbers off the VCRs. He saw the four black Civics parked inside the premises. Pete Tran's our guy, I guarantee it. Let's get the affidavit into the judge, get signed off and hit this piece of shit with a tactical platoon now. We got mass reasons to take homeboy down.

TANNER

Going native on us, Bri?

Brian grins, his enthusiasm is contagious.

BILKINS

Worry not, Bri. We'll go in forty eight hours after we work up a raid plan. We will romp and stomp. Meanwhile, get in the field and keep your ear to the ground.

Brian smiles, stands, pauses as he grabs the doorknob.

BRIAN

Sir, in light of Toretto's cooperation, it would be unfair of us to pursue any unrelated criminal matters against him.

A beat.

BILKINS

You're right. We'll leave him alone.

That made Brian's day, he fights not to show it as he exits. Once safely outside the office, he grins big.

CUT TO:

106 EXT. DOMINIC'S YARD - DAY

106

A hot day. Brian, Dominic, Jesse, Leon and even Vince strip Brian's 240SX, tearing out everything. Seats, windows, trim, carpet. Everything goes.

CUT TO:

107 EXT. DOMINIC'S YARD - DAY (LATER)

107

The Nissan has been stripped to the unibody frame. Chains and blocks attached to it. Brian, Dominic, Vince and Leon use winches and sledgehammers to straighten it. Their shirts are off, the sweat pours. Jesse uses his watchful eyes and lasers and reflectors to guide them.

NEW ANGLE

Mia takes frozen meat from the big freezer outside. She can't take her eyes off Brian.

JESSE

Okay! There! Perfect!

They stop laboring. Brian notices Mia, they trade lingering smiles. Dominic notices and crosses to Brian. He nods for Brian to go ahead.

DOMINIC

You break her heart, I'll break your balls.

CUT TO:

108 INT. DOMINIC'S KITCHEN - DAY

108

Mia works on a pot of meatball sauce. Brian enters. She's ready with a glass of icewater.

BRIAN

Thanks. How's my painting coming?

MIA

I haven't started yet. I want to know more about you first.

Brian traces his finger along the rim of his glass.

BRIAN

Wouldn't this be nice with a little salt around the rim, a little premium tequila, crushed ice, lime juice..?

MIA

Yes. I'll pick you up at ten.

(CONTINUED)

TB

108 CONTINUED:

108

It's a date. They smile.

CUT TO:

109 OMITTED

109

110 INT. CANTINA REAL - NIGHT

110

Cozy and relaxed. Candles on the tables, MARIACHIS in B.G. Mia is absolutely radiant in a sexy little dress. She licks salt from her margarita.

BRIAN

How's my painting coming?

MIA

I haven't started yet. The picture I took, it's your expression. When I paint someone's face, I'm really painting their feelings. You looked so content sitting there, I thought I'd get a good picture. But there was so much anger in your eyes. What are you so angry about?

BRIAN

C'mon. It's just a bad picture.

And that's that. A beat of uncomfortable silence, then:

MIA

Miss Arizona?

BRIAN

No. I was Mr. Arizona.

Mia has a little laugh. The tension broken.

MIA

Okay, you got me. Have a lot of family back there, mister?

Brian darkens a little bit.

BRIAN

No. I don't. I have an Uncle who watches out for me. My daddy, he passed on.

MIA

I know. Dominic told me. What happened?

A beat, Brian looks into her gentle brown eyes.

(CONTINUED)

BRIAN

Some evil scumbag snuck up from behind and shot him in the head. For a damn wallet. He'd a stepped up to my pops like a man, outcome would of been different. He was such a good guy.

(serious)

I'll get the punk who did it. I'll get him.

MIA

How's your mom taking it?

BRIAN

Bad. They were super close. Still in love after like thirty years. I guess she couldn't live without him. She got sick. Next thing I know I'm at her funeral.

MIA

That's so sad. I'm sorry, I shouldn't be taking you there.

BRIAN

It's part of who I am.

MIA

(softly)

Is that why you're so angry?

Brian looking at her a beat. Surprised by the obvious. He nods his head: yes. Mia squeezes his hand reassuringly.

MIA (CONT'D)

Amazing how the folks leave their mark, huh? My dad wasn't there when he was there. Dominic worships him. I know he showed you the shrine. The only thing that made dad happy was building and racing cars. He chased my mom off. She hid in New York or New Jersey, not sure which. I kind'a wish she'd taken us with. Dad could be scary, I get it. Future looked bright for a while. We took in some strays and made our own family Dominic got his operators license and drove big rigs and I was in art college. Speeding tickets and student loans killed those dreams.

It's Brian's turn to give a reassuring hand squeeze.

CUT TO:

111 EXT. CANTINA REAL - NIGHT

111

Brian and Mia cross the parking lot.

BRIAN

Why doesn't Dominic race professionally?

MIA

He got in a fight and they banned him from the tracks.

They arrive at her bitchin Honda Accord. Mia unlocks it, pops the hood.

MIA (CONT'D)

Three point two V-six with hot cams, sleeved and ported. Tanabe exhaust, G-force chip. Airflow intake. Ball bearing turbo.

BRIAN

Dominic hooked you up.

MIA

I hooked me up, Brian. I got grease in my blood, remember? Wanna talk car? I can get that from anybody. I want more. Get in, I'm driving.

They get in her hot Accord.

CUT TO:

112 INT. MIA'S ACCORD (MOVING) - NIGHT

112

Rocketing westward on Mulholland Drive. A carpet of shimmering lights below. Brian whiteknuckles the door handle. Mia whips through the turns with hair raising precision, a naughty smirk on her face.

Mia passes a huge Mercedes. Into oncoming HEADLIGHTS!

She cuts back in her lane with an inch to spare. She LAUGHS, Brian looks at her thinks she's insane and loves it.

CUT TO:

113 EXT. EL SEGUNDO BEACH - NIGHT

113

Near an LAX main runway and an abandoned housing development. Some CHOLOS from Venice party around a bonfire.

ANGLE ON

(CONTINUED)

Mia's Accord. Brian and Mia sit on the hood and share a pack of Twinkies, watching the moon set over the ocean.

MIA

This is my beach. That's my ocean.
My moon.

BRIAN

This is nice, thanks for bringing me.

Brian is relaxed, at ease like we haven't seen before. Mia looks Brian, at his moonlit features against the starry sky. Like one of her paintings.

Ever so cautiously, she takes his face in her hands and stares deeply into his eyes.

MIA

This is how I want to paint you.

They kiss, gentle and tentative at first. Then passion and hunger take over. They kiss deeply, Brian slides his hands up her thighs and pulls her closer. She chews on his ear, her breath hot. He hooks a finger in the waistband of her panties and tugs.

MIA (CONT'D)

No. Not here...

BRIAN

...where..?

Mia looks around with a naughty smile.

MIA

...here...

She pulls him down to the sand. A 747 takes off. It's engines SCREAMING at full thrust.

CUT TO:

114 EXT. SANTA FE SPRINGS - NIGHT

114

An industrial area. The turbodiesel of a Big Rig GROWLS as it rolls down an empty boulevard toward a freeway onramp. It drives under a...

TRAIN BRIDGE

Where the BANDIT waits.

He jumps--

TB

114 CONTINUED:

114

--THUDS onto the roof of the trailer. The Big Rig RUMBLES up the onramp.

With four BLACK CIVICS following it.

CUT TO:

115 INT. BRIAN'S APARTMENT - DAWN

115

Bare except for a lawnchair and the futon Brian sleeps on. He answers his RINGING cell, half asleep.

BRIAN

Huh?

TANNER'S VOICE

They hit last night in Santa Fe Springs. Bilkins pushed the raid up to this afternoon at seventeen hundred. Go back to sleep, kid.

CLICK. Brian sits up and rubs his eyes, wide awake.

CUT TO:

116 INT. TORETTO'S GARAGE - DAY

116

Brian's 240SX is painted primer gray. Now the work can begin in earnest.

CUT TO:

117 INT. SWAT CAGE - DAY

117

Three dozen SWAT OFFICERS (FBI and Long Beach PD) sit at classroom desks as Bilkins, Tanner and Muse explain their targets.

BEGIN MONTAGE

INTERCUTTING TORETTO'S GARAGE and the SWAT CAGE

- 118 DOMINIC WINCHES THE RECONDITIONED ENGINE BACK INTO THE CAR. 118
- 119 BILKINS WHITEBOARDS A DIAGRAM OF PETE TRAN'S GARAGE. 119
- 120 VINCE WELDS IN A ROLL CAGE. 120
- 121 WEAPONS ARE BROKEN OUT OF THEIR LOCKERS. 121
- 122 LEON INSTALLS RACING BRAKE DISCS AND CALIPERS. 122
- 123 SWAT COPS CLEAN WEAPONS. 123
- 124 JESSE INSTALLS SENSORS AND WIRING. 124

| | | |
|-----|---|-----|
| 125 | SWAT COPS LOAD MAGAZINES WITH FRESH HOLLOWTIPS. | 125 |
| 126 | MIA ARGUES WITH DOMINIC ABOUT THE THROTTLE BODY HE JUST INSTALLED. HE RELENTS AND LETS HER DO IT. | 126 |
| 127 | RADIOS ARE PASSED OUT TO THE SWAT COPS. | 127 |
| 128 | DOMINIC BOLTS ON EXHAUST COMPONENTS. | 128 |
| 129 | BOOTS ARE TIED. FLAK VESTS TIGHTENED. | 129 |
| 130 | JESSE INSTALLS GAGES AND COMPUTERS. | 130 |
| 131 | BILKINS PASSES AROUND A PHOTO OF PETE TRAN. | 131 |
| 132 | VINCE AND JESSE INSTALL SHOCKS AND STRUTS. | 132 |
| 133 | AN FBI SNIPER LOVINGLY OILS THE ACTION OF HIS RIFLE. | 133 |
| 134 | LETTY BOLTS IN RACING SEATS, JEALOUSLY WATCHING BRIAN AND MIA BOLT ON THE HOOD. | 134 |
| 135 | VINCE HELPS BRIAN INSTALL THE WINDOWS. | 135 |
| 136 | A SWAT COP SPITS IN HIS GOGGLES AND WIPES THEM WITH A RAG. | 136 |
| 137 | MIA MASKS THE CAR WITH PAPER AND TAPE. | 137 |
| 138 | SWAT COPS FILE INTO UNMARKED VANS. | 138 |
| 139 | MIA SPRAYS THE CAR TURQUOISE BLUE. | 139 |

END MONTAGE

| | | |
|-----|------------------------------|-----|
| 140 | EXT. DOMINIC'S HOUSE - NIGHT | 140 |
|-----|------------------------------|-----|

Mia cleans her spray equipment. Brian checks his watch.

BRIAN

Harry needs me to make a parts run up to Simi Valley.

He kisses and to her dismay crosses to Harry's pick-up and takes off.

CUT TO:

| | | |
|-----|------------------------|-----|
| 141 | EXT. PARKING LOT - DAY | 141 |
|-----|------------------------|-----|

Harry's pick-up parks next to an unmarked car.

CUT TO:

142 INT. UNMARKED (MOVING) - DAY

142

Muse drives. Bilkins up front. Tanner in back with Brian, showing him the fifty page raid plan.

TANNER

We're hitting three locations. There's seven gang members in the garage, Team 1's got that. Lance Nguyen's house is Team 2's. Pete Tran was observed at his residence. He's Team 3's property.

BRIAN

Who's Team 3?

Tanner hands Brian a black hood and a flak jacket.

TANNER

We are.

Brian grins and pulls on the scary black hood.

TANNER (CONT'D)

Much better.

CUT TO:

143 INT. UNMARKED SWAT VAN (MOVING) - DAY

143

Eight SWAT COPS in black battle gear SLAP home magazines. KERCHACK! Let the bolts of their weapons slide home.

The van stops. The back doors fly open...

SWAT COP POV

Flying out of the back of the truck. Running towards Pete Tran's garage. A SECOND VAN spills out eight more SWATs.

144 EXT. PETE TRAN'S GARAGE - DAY

144

FLASHBANGS EXPLODE

Four MECHANICS, older Vietnamese, throw their hands up as a wave of sixteen cop-commandos rolls toward them. They are violently tackled.

SWAT COP POV

Running through the garage. Seven of PETE'S TEAM watching a video on two couches in the corner. They are ferociously taken down by a well armed offensive line.

CUT TO:

145 INT. BATHROOM - DAY

145

Lance finishes brushing his teeth, just out of the shower, a towel around his waist. He douses himself with talcum powder. Goofs off in the mirror a silly beat.

SMASH! The window breaks. Lance stares incredulously at a SWAT COP aiming his MP-5 at him, its laser dotting his forehead.

WHAM! The door is kicked in, Lance is tackled by two SWAT COPS. A third SWAT COP in B.G. talks into his radio.

SWAT COP

Base, team two. Bingo.

RADIO VOICE

Copy. Gonna buy the Dominator a steak.

Lance was listening.

CUT TO:

146 INT. PETE TRAN'S HOUSE - DAY

146

Solidly middle class, nicely decorated. Pete sits at the dinner table with his MOTHER, FATHER, his teenage SISTER. Two older AUNTS and their HUSBANDS.

WHAM! The front door is kicked open. The BOOM of a flashbang.

Brian runs in with a shotgun, scary as hell with the black mask. He kicks Pete out of his chair. Drops a knee on his neck and shoves the shotgun under his chin.

Muse, Tanner and Bilkins follow, aiming weapons at Pete's terrified family. His Mother and Aunts SCREAM.

PETE

Take anything you want. Please don't hurt us.

BRIAN

(hisses)

We're cops, asshole.

Pete stares daggers at the blue eyes behind the hood. Brian grinds his face in the carpet and handcuffs him. They haul Pete to his feet. His FATHER crosses to him, gives him a shamed, hurt look, it becomes an angry glare and he SLAPS Pete, who looks away.

146A INT. HARRY'S PRO SHOP - DAY

146A

Harry signs legal papers on L.A. County D.A. letterhead. He is extremely grateful.

HARRY

Thank you, man. Fines I can handle.
I'll pay all that. Probation, no
problem. I'm not even jaywalking.
But prison, that's...

Prison is very scary for Harry. Brian gathers the papers, seals them in an envelope.

BRIAN

You're cool now.

HARRY

Thanks, Brian.

They tap fists. Dominic enters, sees Harry's emotion.

DOMINIC

Jeez, Harry, he'll be back. Hurry up,
Brian.

Toretto pops back out. Brian drops the envelope in the outgoing mail box. Gives Harry a smile and exits.

CUT TO:

147 OMITTED

147

148 EXT. PACIFIC COAST HIGHWAY - DAY

148

Well north of L.A. The ocean dashes itself against the rocks. The 240SX cruises North, PURRING low and throaty. It slows and stops for a red light.

149 INT. 240SX (MOVING) - DAY

149

Brian behind the wheel. Dominic in the passenger seat. They enjoy the beautiful California day. Brian is ecstatic about his reborn Nissan. Dominic in the passenger seat, a laptop open on his knees. Making adjustments to a fuel mapping program.

DOMINIC

Okay... Standby... Go!

Brian stomps the gas. Clutch up. The car takes off.

DOMINIC (CONT'D)

Shift! Double clutch! Shift! Shift!

(CONTINUED)

Brian works through the gears. The car passing 120MPH.

DOMINIC (CONT'D)

Floor it! Wind her out!

The engine nearing redline, SCREAMING in protest.

DOMINIC (CONT'D)

Brake! Brake! Stomp the damn brakes!

Brian does. The car swerving wildly as it bleeds off speed. The anti-lock brakes JACKHAMMERING. Brian barely keeps it on the road. Dominic looking at Brian.

DOMINIC (CONT'D)

Drive hard. Smash the throttle like a bug. Kick the clutch in. Shift hard. Use force. Pimp slaps.

BRIAN

Pimp slaps?

Dominic SLAPS Brian's head.

DOMINIC

Like that.

Brian gives him a look. Dominic smiles. Then Brian smiles. They stop at a red light. Brian's BEEPER goes off, he ignores it.

149A EXT. PACIFIC COAST HIGHWAY - DAY

149A

A red Lamborghini Diablo GT pulls alongside them. It's vanity plate reads: ♡ THE BIZ

Dominic looks at the TALENT AGENT behind the wheel, the gorgeous ELITE MODEL riding shotgun.

DOMINIC

Nice car. What it cost?

The Agent eyes Dominic like a bug. Dominic just grins back.

AGENT

Four hundred twenty three thousand dollars.

The Agent REVS the engine, he wants to impress his girl. The light about to change. Brian and Dominic trade looks. The light turns GREEN.

DOMINIC

Hit it.

TB

149A CONTINUED:

149A

Brian mashes the gas. Beats the Lamborghini off the line. Brian works the gears. The speedometer climbing fast.

Brian's Nissan blows away the Lamborghini. It shrinks in the rearview as the frustrated Agent gives up.

149B INT. 240SX (MOVING) - DAY

149B

Man, this car is fast. Easily the victor, Brian eases off the throttle. He and Dominic tap fists.

DOMINIC
Homeboy got jipped

149C EXT. NEPTUNE'S NET - DAY

149C

Brian pulls up to the funky restaurant. There are SURFER DUDES and CHICKS. BIKERS and their BABES. Dominic and Brian exit the car. Brian's BEEPER goes off again. Dominic thrusts his cellphone at Brian.

DOMINIC
Get your page.

Brian's heart pounds as he takes the phone and dials--

INTERCUT:

150 INT. WAR ROOM - DAY

150

Tanner waits by the phone. It RINGS--

TANNER
--Hello?

BRIAN
Yo, it's Brian.

TANNER
Yo, Brian. Get your ass back to base right freaking now.

Tanner hangs up.

END INTERCUT

151 OMITTED

151

151A EXT. NEPTUNE'S NEST - DAY

151A

Brian expertly plays it off.

BRIAN
All right, have a good one. Later.

Brian hangs up. Hands the phone back.

(CONTINUED)

TB

BRIAN (CONT'D)

My Uncle. Checking up on my ass

Dominic looks at the cell's screen.

DOMINIC

L.A. number.

BRIAN

He drives out sometimes.

Dominic hits SEND. Brian's mouth dry as a bone.

INTERCUT:

152 INT. WAR ROOM - DAY

152

The phone RINGS.

TANNER

Hello?

DOMINIC

Who's this?

TANNER

Who's this?

DOMINIC

I'm me. That's who it is. What are you to Brian?

Tanner REACTS, realizes who he is talking to.

TANNER

I'm family. Tell him the least he can do is have dinner with me. I'm not out here every day.

DOMINIC

Yeah, I'll tell him.

153 END INTERCUT

153

Staying with Dominic -- He SNAPS shut his cell.

DOMINIC

Least you can do is have dinner with your Uncle.

Dominic's paranoia abates. Brian is relieved. Dominic pulls a toy race car from his pocket. Hands it to Brian. Brian notes driving instructions written on it.

(CONTINUED)

BRIAN

What's this?

DOMINIC

Your invitation to Race Wars.

Brian grins and they enter the restaurant.

CUT TO:

153A EXT. HOLLYWOOD MANSION - DAY

153A

Establishing.

153B INT. BILKINS' OFFICE - DAY

153B

A very angry Bilkins sits at his desk glaring at Brian over steepled fingers.

BILKINS

The vehicles in Tran's garage were not black Civics. The machine gun didn't turned up. The VCRs were legally purchased from the Good Guys by Tran's Uncle who owns a video store and dubs pornos. We have nothing tying Tran's team to the hijackings. They O.R.'d on bail an hour ago. All of them. Prosecutor's waiting until Monday to drop the charges in case the machine gun turns up. Officer O'Conner, you have embarrassed me in spectacular fashion. I have zero tolerance for misconduct. I'm placing you on home duty pending the Internal Affairs investigation. I recommend you contact an attorney. You are dismissed.

BRIAN

Yessir.

Stunned, Brian retreats to the door.

CUT TO:

154 EXT. MANSION BALCONY - DAY

154

A spectacular view. Tanner leans on the rail, haggard, solemn. Brian joins him. Tanner fixes him with a look.

TANNER

Either Toretto fed you a line of shit or you're the one who fed us a shit sandwich.

(MORE)

(CONTINUED)

TANNER (CONT'D)

I know you're too smart to let that goombah play you so I'm leaning toward the latter. He never gave you those serial numbers, did he?

A beat. Brian can trust Tanner, he always has.

BRIAN

I copied them from the manifests.

Tanner shakes his head sadly.

BRIAN (CONT'D)

Sergeant Tanner, Pete Tran is our guy. I know I'm right. I learned from the best cop who ever wore a badge: my dad. He taught me it's black and white. We gotta do our job and stomp these insects, like the dick-lice son-of-an-asshole who shot my daddy in the head.

TANNER

It doesn't matter who you lock up, you can't bring him back. You've always been a good kid but it scares the shit out of me to hear you talk like that. Black and white? There's something I have to tell you.

(deep breath)

Brian, the man you think your dad was and who he really was are two different things. Your dad was a top drawer police officer. But he was just as human as the rest of us.

(a beat, quietly)

He was having an affair with Jack Van Patton's wife.

Brian REACTS, ready to throw Tanner off the balcony.

TANNER (CONT'D)

Being a good detective and all, Van Patton found out. He ambushed your father, not some criminal at large. A brother cop killed your dad.

Tanner squeezes Brian's shoulder. Let's him absorb that.

TANNER (CONT'D)

That's why Van Patton stuck a shotgun in his mouth. It was a mess. But everyone did what they had to do to make it right. Nothing's black and white but the damn cars we drive.

Brian looks like he can't breathe. He grabs the rail for support. Blinks back tears.

BRIAN

Jesus Christ, Lou. What am I supposed to do now?

TANNER

Save your ass by cracking this damn case. Otherwise come Monday, they'll rip you to pieces. Your first instinct was this Race Wars thing. Follow your nose.

Brian looks at Tanner. Grateful for the reprieve.

BRIAN

I'll do what I gotta do.

CUT TO:

155 OMITTED 155

THRU:

159 OMITTED 159

160 EXT. DESERT HIGHWAY - DAY 160

Brian's Nissan rockets across the bleak landscape.

160A INT. 240SX (MOVING) - DAY 160A

Brian holds the toy car Dominic gave him. Ahead a lonely intersection quarters the desert.

160B EXT. DESERT CROSSROADS - DAY 160B

A leathery OLD MAN, the only sign of life for miles sits on a rock. He watches Brian's car pull up. Brian shows him the toy car. The Old Man points out the road leading to the mountains.

CUT TO:

161 EXT. DESERT - DAY 161

Through a LONG LENS and dancing heat ripples we SEE a gathering. Vague, indefinite, then color and form impose themselves as we move...

CLOSER TO:

162 EXT. RACE WARS - DAY

162

The Woodstock of underground racing. Held at an abandoned airport. Hundreds of amazing cars, hundreds of people. Rap THUMPS from dozens of speakers.

TWO RUNWAYS

Run drag races. Long lines of paired cars await their turn. ENGINE NOISE rises and falls with each quick race.

MUSIC BOOMS from a hundred stereos.

FIND BRIAN'S 240SX

Approaching a parking area near a TENT CITY. Brian navigates through an eclectic crowd, everyone from gangbangers to Suburbanites. He's wary, watchful, looking for answers on the faces he sees.

CUT TO:

163 EXT. RUNWAYS - AERIAL SHOT - DAY

163

Bleachers have been set up along two runways. Old tires and hay bales for safety. DISPLAYS show their times.

CUT TO:

164 EXT. TARMAC - DAY

164

Cars awaiting their turn two by two. INSPECTORS in white lab coats check them out, soap numbers on windshields.

ANGLE ON

Brian, walking through the cars. He SEES Jesse's VW waiting in line to race. He crosses to Jesse and leans in his window. They tap fists.

BRIAN

Yo, Jesse. Where's everyone at?

Jesse points. Now Brian SEES Dominic, his team, Mia, standing by their cars, which are parked in a staging area near the runway.

JESSE

Wish me luck.

Brian sees worry on Jesse's face.

BRIAN

What's up?

(CONTINUED)

JESSE

I'm racing for cars.

BRIAN

Ain't this your dad's car? You can't bet what's not yours.

JESSE

No, lookit, I'll win this fool's car, then me and my pops can roll together when he gets out of prison.

BRIAN

Not if they lock him back up after he kills you. Call it off, who you racing?

Brian looks over Jesse's car at the racer he's paired with. Brian REACTS -- The other racer is Pete Tran, driving his Mustang. He glares at Brian, who glares right back.

BRIAN (CONT'D)

You better win, man.

An OFFICIAL with a clipboard waves Jesse and Pete forward. It's their turn to race. Brian watches Jesse pull up to the starting line. Jesse's having second thoughts.

165 EXT. STARTING LINE - DAY

165

Time displays are reset to zero. A stoplight between the lanes glows red.

The light turns yellow. The two drivers tense with anticipation. Jesse grabs the shifter. Pushes in the clutch, trades looks with Pete.

The light turns green...

VROOM! Tires spin as the VW and Mustang launch like missiles.

Jesse's head is thrown back, he pulls ahead for an early lead. Then Pete closes the gap until they are dead even. They burn through the gears.

Jesse gives Pete the finger and hits the nitrous. He shoots ahead several lengths. Pete isn't worried.

PETE

Too soon, my child.

Pete eyes his gage cluster, the track ahead, calculating. Then hits the nitrous...

TB

PETE'S MUSTANG

Busts the finish first. Then Jesse by half a car length, with tears in his eyes.

165A EXT. STAGING AREA - DAY

165A

Dominic shakes his head sadly at Jesse's loss. Then Mia and his team REACT.

WHAT THEY SEE

Jesse keeps going--

VINCE'S VOICE

Where's Jesse going?

--right out the gate. Gaining speed, SMASHES through the outer fence and is gone.

SCENE

Dominic's team trades surprised looks. Brian runs over and joins them, Mia happy to see him. Brian taps fists with Dominic.

BRIAN

Jesse raced Sneaky Pete for pinks.

DOMINIC

Dammit.

It's a problem he didn't need. He watches Pete pulls up and get out of his Mustang. And is quickly joined on foot by Lance and a dozen surly Long Beach Viets.

PETE

I won. That's my car now, where's he taking it?

DOMINIC

To the car wash or something. You'll get the car. We're not shysters. Just be cool.

Pete looks at Dominic, scowls. His team menaces closer. Vince looks ready to chew Lance's head off. Leon, Letty even Mia, are ready to scrap. A crowd gathering.

PETE

Be cool? Cops were up in my house shaming me in front of my family because you dropped a dime on me. Cops were talking about you on the radio.

(CONTINUED)

TB

Dominic REACTS. And despite himself, Brian too.

DOMINIC

Bullshit. I never dropped a dime on no one. I'm not down with the Man.

Pete points at Brian accusingly.

PETE

Bullshit. Your blue eyed butt boy is the Man. The team out there jacking trucks, I bet it's your team. Don't even think you're putting your sins on me. I'm sick of you messing with my team. It's stopping. Now.

--CRACK! Dominic nails Pete on the tip of his jaw. Pete throws a combo, landing one on Dominic's forehead. Now Dominic really goes nuts, savaging Pete with a vicious series of blows.

Vince and Lance punch each other.

Pete's Crew surges forward--

--Brian swings at two Vietnamese who rush him. Letty stands her ground, throwing solid punches. As does Leon. Mia clotheslines a Vietnamese guy running at Dominic with a screwdriver. He goes down on his back, the screwdriver is suddenly seized from his hand as several sequoia-sized SAMOAN SECURITY GUARDS wade into the fracas, separating the combatants.

SAMOAN GUARD

Get back! Y'all ain't squabblin' here.

The teams trade hard stares as they part. Pete, his eyebrow split and bleeding, wipes blood from his face and flicks it at Dominic.

PETE

This isn't over.

Dominic tries to charge Pete, but is restrained.

SAMOAN GUARD

Sorry, Toretto, keeping the peace is all. Harmony, bro.

Dominic understands, they tap fists. Dominic and his team head back to their tents. Letty sucks on a split knuckle. Dominic looks at Brian, angry and suspicious.

Vince looking at Brian, walking with Mia.

(CONTINUED)

TB

MIA

He's a nutcase. There's no way you're a cop.

Brian grabs her waist reassuringly. Dominic waves Vince over and whispers to him as they walk.

CUT TO:

166 OMITTED 166

167 EXT. ABANDONED RUNWAY - NIGHT 167

It's time to dance. A full on rave is in effect. A thousand plus bodies undulate to a techno throb. Strobes flicker. Lights pulse. Dancers wave lightsticks and glow in the dark staffs and hoops.

A DJ works the 1's and 2's from atop a tall tower of scaffolding aglow with a thousand lightsticks.

168 EXT. TENT CITY - NIGHT 168

Brian exits a port-a-potti, hitching up his pants.

168A EXT. TORRETTO CAMP - NIGHT 168A

Brian is surprised to arrive to find no one about. He begins searching the bags and equipment. His experienced hands work quickly. Then he finds it -- A speargun tip. Brian stares at the damning evidence in his hand. He sags visibly as he realizes Dominic's team are the hijackers.

CUT TO:

168B EXT. PARKING AREA - NIGHT 168B

Brian moves through the cars, then stops in his tracks.

WHAT HE SEES

Mia and Dominic have a heated argument. Letty and Leon sit in Letty's Eclipse. Vince waits in Dominic's RX7. Mia clearly doesn't want Dominic to leave. She grabs his arm. He jerks away, gets in his car.

SCENE

Brian watches them go, the wheels of revelation turn. Brian feels chopped off at the knees. Dominic is the crook he is after. Brian takes a beat to compose himself, runs back to the tent city.

169 OMITTED 169
THRU:
174 OMITTED 174
175 EXT. TORETTO CAMP - NIGHT 175

Brian waiting for Mia, all smiles, like nothing is wrong.
She arrives.

BRIAN

Where's everyone at?

MIA

They're meeting us by the DJ's tower.
C'mon.

Mia runs off toward the rave. Brian follows with urgency,
hurt by her lie.

BRIAN

Mia, wait!

176 EXT. ABANDONED RUNWAY - NIGHT 176

Mia plunges into the crowd, Brian follows her deeper and
deeper into the writhing mass of limbs. She teases him,
playing hide and seek in the humanity. Trance dancers in
various altered states jostle Brian. He plows his way
through entranced bodies.

BRIAN'S POV

Brian loses sight of Mia. Searching through the crowd.
More and more frantic.

SCENE

Brian has lost her. He stands there, looking around, the
only static figure in a sea of colorful motion. A tap on
his shoulder. He turns. It's Mia. Dancing, sexy, smiling.
Brian grabs her shoulders and stills her.

BRIAN

Every badge in the Southland wants to
blow your brother out of his boots.
This is your chance to save his life.

MIA

What are you talking about?

BRIAN

I'm a cop. I'm investigating the hijackings. I'm from Simi Valley, not Arizona.

Mia REACTS. Fights away from his grip. She punches him hard in the stomach.

MIA

You asshole. You lied to me, Brian. Oh, God. Is that even your name? What's your real name?

BRIAN

Brian O'Conner. They suggested I use my real first name to be more natural.

Mia can't believe this.

MIA

That's so wrong. You played me like a piano. You don't do that to people.

BRIAN

My feelings are real, Mia.

MIA

Mine were too. They were. But you lied to me.

Brian and Mia look at each other as their hearts break.

BRIAN

Okay, I lied. But unless you help Dominic, you're gonna be standing by a hole in the ground with him in it. Help me save him.

A beat. Mia grabs his hand.

MIA

Let's go.

CUT TO:

177 EXT. ABANDONED GAS STATION - NIGHT

177

A lonely, tired old building in the desert.

177A INT. ABANDONED GAS STATION - NIGHT

177A

Four cars parked under tarps. Three tarps are pulled off reveal the stealth black Civics.

ANGLE

(CONTINUED)

TB

177A CONTINUED:

177A

To reveal Leon, Letty, Dominic and Vince.

LEON

Don't like doing this without Jesse.

Vince screws a tip onto a speargun.

VINCE

This is sketchy with all the heat.

DOMINIC

It's perfect. Two thousand people saw us tonight.

177B EXT. HILLTOP - NIGHT

177B

A FIGURE on a motorcycle watches the abandoned gas station with binoculars.

CUT TO:

178 EXT. DESERT ROAD - NIGHT

178

The three cars gaining speed. PUSH IN ON:

THE LEAD CAR

Right through its darkened windshield--

179 INT. LEAD CAR - NIGHT

179

--Dominic drives. Next to him is Vince, both wear earpieces. The mood serious, professional.

DOMINIC

We're a car short so Letty, you got right side. Leon, keep on the scanners, Man wants us bad. We cool?

ON LETTY

Her gameface on. Tightening her four point harness.

LETTY

I'm cool.

ON LEON

He adjust the police scanners in the dash.

LEON

I'm cool.

BACK WITH DOMINIC

(CONTINUED)

DOMINIC
You cool, Vee?

A beat.

VINCE
I'm cool.

CUT TO:

180 INT. BRIAN'S 240SX (MOVING) - NIGHT

180

Brian doing 120MPH. Mia has a map on her knees.

MIA
Civics are stashed here outside
Thermal.

Brian looks over at the map.

BRIAN
They wouldn't double back. And the
ten is too well patrolled. Shit, that
leaves...

MIA
All this.

Mia's finger points to an area where four highways come
together. Brian grabs his cell and dials.

INTERCUT:

181 INT. TANNER'S HOUSE - NIGHT

181

Tanner fast asleep with his WIFE. The phone RINGS. He
answers groggily.

TANNER
Tanner.

BRIAN
It's me. I got a tasker. Call Pac
Bell security and get a cell trace
going on Toretto's phone.

TANNER
I'm on it. Making headway?

BRIAN
Bigtime.

END INTERCUT

(CONTINUED)

TB

181 CONTINUED:

181

CLICK. Brian hangs up. He and Mia trade a look.

CUT TO:

182 EXT. DESERT HIGHWAY - NIGHT

182

A tandem Big Rig, king of the road, plies the night.

183 INT. TANDEM RIG (MOVING) - NIGHT

183

The DRIVER is a lean mean former Marine, a plug of tobacco in his cheek, Neil Young on the radio.

LIGHTS IN THE MIRROR

Blind him. He grabs a chopped shotgun off the seat next to him. KERCHACK! Loads a live one. This big boy's playing for keeps.

A pick-up passes him. Keeps going. The Driver relaxes a notch, puts down the weapon.

CUT TO:

184 INT. BRIAN'S 240SX (MOVING) - NIGHT

184

Brian's cell rings.

BRIAN

Hello?

TANNER'S VOICE

Northbound 86. Mile one fourteen outside Coachella. Watch your six, Lone Ranger.

BRIAN

Everyday.

Brian hangs up. Mia looking at the map. Points straight ahead.

MIA

We're good. Exit's four miles that way.

CUT TO:

185 EXT. DESERT HIGHWAY - NIGHT

185

Three black Civics zoom closer to their target, lights off.

UP THE ROAD

Is the Tandem Rig.

- 186 INT. DOMINIC'S CIVIC (MOVING) - NIGHT 186
Vince puts on a gas mask. Dominic pulls closer to the Tandem Rig.
DOMINIC
Big honker.
- 187 EXT. DESERT HIGHWAY - NIGHT 187
Two Civics take position on either side of the Tandem Rig. They hit their HEADLIGHTS.
- 188 INT. TANDEM RIG (MOVING) - NIGHT 188
The Driver REACTS. SEES the Civics on either side.
Dominic's Civic pulls in front. Vince stands up through the sunroof in a gasmask, aiming the speargun.
THWACK!-DINK!
The anchor pierces the windshield. The Civic guns it and the windshield is torn from its frame. The Driver lays a hand on the shotgun and grins. Ready.
- 189 EXT. DESERT HIGHWAY - NIGHT 189
Vince reloads the speargun. Aims. Fires...
THWACK!-DUNK!
The spear embeds itself into the seat by the Driver.
Vince stands atop Dominic's Civic. An insane surfer. He activates the winch on his chest and leaps--
--The winch pulls him to the Tandem Rig.
WHAM! Vince hits the grill. He grabs the bulldog hood ornament, pulls a chemical grenade from his pocket and pulls the pin and tries to pull himself onto the hood.
Dominic pulls far ahead to recon the freeway.
- 190 INSIDE THE TANDEM RIG 190
The Driver SEES Vince's head pop up. He aims through the open windshield--
BOOM! He fires -- Shredding the hood by Vince's head.
Vince drops the smoking grenade. It skitters across the highway, HISSING smoke.

TB

190 CONTINUED:

190

KERCHACK! The Driver shucks in a fresh shell and aims at Vince's hand gripping the Mack bulldog.

BOOM! Nine SCREAMING buckshot pellets--

--Gouge the hood, and Vince's hand, shredding his glove.

191 EXT. TANDEM RIG (MOVING)

191

Vince lets go. BANGS against the grill, hanging by the steel cable attached to his chest.

VINCE

I'm hit. Guy's got a boomer. Shoot this fucker.

DOMINIC

(filtered)

No way. That thing jackknifes, you're all dead.

VINCE

Get me off'a here, now!

Dominic's Civic instantly drops back, ready to help...

192 A HOWLING WHINE

192

Three HURRICANE MOTORCYCLES appear like demons.

PETE TRAN

On the lead bike. He pulls the Mac-11 from his jacket. Behind him is--

LANCE

Who opens the throttle wide on his bike and pulls ahead of Pete. An overpass, its CONCRETE COLUMNS just ahead.

193 LETTY SEES THE BIKES

193

LETTY

Boss, we got bad company.

Pete zips alongside Dominic, who's Civic is bumper to bumper with the Tandem Rig.

194 IN THE TANDEM RIG

194

Fearing Pete's Mac, the Driver lays down on the seat.

PETE TRAN

Aims the Mac at Dominic.

(CONTINUED)

PETE

You're going down for this shit, not me.

BRRDDDDDDT! He shoots Dominic's front tire. Rubber shreds off. The magnesium rims GRIND on the asphalt, trailing sparks.

The Rig is swinging back and forth. The two trailers oscillate back and forth in ever increasing arcs.

ON LETTY

She sees Lance getting in position to shoot out her tire.

LETTY

Oh, no you ain't...

Letty stomps the BRAKE, whips the wheel. Her car spins.

LANCE IS

Suddenly staring at the side of Letty's Civic.

Too late to correct. WHAM! He hits and ricochets into--

A CONCRETE COLUMN

SPLAT! His bike EXPLODES. And that's the end of Lance.

195 LETTY'S CIVIC

195

Spinning, WHACKS a concrete column. Shearing off the back. The wreckage comes to rest and an unscathed Letty thanks her rollcage.

DOMINIC

You okay Smurfette?

LETTY

Yeah, I'm fine.

DOMINIC

Get her.

196 LEON'S CAR SLOWS. DOES A 180. AND HEADS BACK TO LETTY.

196

197 PETE TRAN

197

Looks back at the roiling fireball consuming his friend.

PETE

Lance, no!

He pulls a fresh mag from his jacket. Now he's going to kill Dominic.

198 VINCE 198

Unstraps the cable reel from his chest, wraps a turn of cable around his forearm and leans out forward from the grill. So he can leap onto the roof of:

199 DOMINIC'S CIVIC 199

Swinging back and forth in time with the swerving Rig. Not easy with a drive wheel running on the rim.

200 PETE TRAN 200

Appears alongside Dominic.

Dominic knows it's for keeps this time. He jerks the wheel, ducks, swerving away. Just as--

Vince jumps.

And Pete opens fire.

BRRRRDDDDDDDT!

Rounds pepper Dominic's car, the hood, the delicate engine. Vince falls under the rig's massive bumper. Being dragged by the cable on his arms.

201 PETE TRAN 201

And the remaining Hurricanes are far, far up the road making a speedy getaway.

202 VINCE 202

Is a tough costumer, he pulls himself out from under the truck. Now halfway up the grill.

VINCE

I'm okay. I'm okay.

He's happily back on the grill.

203 DOMINIC'S CAR 203

Is dying. The engine HOWLS as it chews itself to scrap. THOOMP! A small explosion under the hood. And the engine quits.

DOMINIC

That's all she's got. I need a ride.

Leon, with Letty already on board, SEES Dominic's disabled Civic up ahead rolling to a stop up ahead. SCREECH! He slams on the brakes to pick up Dominic.

204 IN THE CAB 204
The anchor pulls free from the seat, flies out the window.

205 VINCE 205
Falls under the cab.

206 THE ANCHOR 206
Catches on the Bulldog hood ornament.

207 UNDER THE RIG'S CAB 207
Vince is buffeted violently against the tires. The cable tears into his flesh of his arm.

208 INT. BRIAN'S 240SX - NIGHT 208
Brian and Mia drive past Lance's burning Hurricane and Letty's demolished Civic.

MIA

It went bad.

BRIAN

Real bad.

Next they pass Dominic's smoking and shot-up Civic.

BRIAN (CONT'D)

Two down.

WHAT THEY SEE

Ahead is Leon's Civic, and it's catching up to the Tandem Rig -- That is dragging Vince underneath.

SCENE

MIA

It's Vince!

209 BRIAN FLOORS IT, PASSING THE CIVIC. 209

Brian guides his car alongside the trailer where Vince is dragging.

BRIAN

Drive!

Mia climbs onto Brian's lap. Their limbs tangling and untangling as Brian gives her the controls.

MIA

I got it!

(CONTINUED)

Brian opens the sunroof. Stands up, buffeted by wind.

BRIAN

Closer! Closer!

Mia guides the car right alongside the trailer. She works the wheel, expertly following the back and forth swing.

Brian leans way out of the sunroof. Hanging over the side of the car, his legs bracing him. He REACTS to the pavement zooming past his face.

He extends his arms, reaching for Vince.

210 THE HOOD ORNAMENT

210

Tears out. Cable WHIPPING--

211 VINCE

211

About to slide under large dual wheels--

Brian grabs Vince's belt with both hands. He pulls him into a bearhug.

BRIAN

Got him! Stop! Stop!

Mia whips the car away from the Tandem Rig. EEEEEEEEEEE!
Stomps the brakes, the car swerving violently, Brian's arms tight around Vince's torso.

The Tandem Rig goes on its way.

The 240SX stops on the shoulder.

212 EXT. HIGHWAY - NIGHT

212

Brian gently lays Vince on the street. Kneels over him. Vince is pretty torn up. The cable has mutilated his right forearm. He has bad road rashes. The black Civic comes to a stop near them and Dominic is out like a shot. Brian does a first aid assessment, all business.

DOMINIC

You know what you're doing?

BRIAN

Gimme your belt.

Dominic yanks off his belt. Hands it to Brian. Who tourniquets Vince's arm just below the armpit.

Brian straddles Vince and does heart thrusts.

Dominic gets ready to blow air in Vince's lungs. Brian can see he has had training.

DOMINIC

Vee, I'm kicking your ass if you die.

They administer CPR for a long beat. Mia gets out of the car and watches Brian, struck by how earnest he is.

After a set of chest thrusts, Brian checks for a pulse. To his great relief, he finds one.

BRIAN

He's back.

DOMINIC

He's breathing.

Dominic's relief is clear. He looks at Brian.

BRIAN

Someone doesn't start a couple full bore IVs, he's dead in ten minutes.

Brian flips open his cell.

CHP OFFICER VOICE

Highway Patrol. State your emergency.

BRIAN

(into phone)

This is Officer Brian O'Conner. I'm off duty LAPD. I need a lifeflight rollout. My twenty's the 86 Highway at mile marker fifty six. One trauma victim. Twenty two years old. Six foot. One eighty. He's in shock, bleeding out and in cardiac arrest.

CHP OFFICER VOICE

Okay buddy, I'm putting them in the air. Gimme your badge real quick.

BRIAN

One nine six zero four.

Dominic looking at Brian, overwhelmed with betrayal. Brian feels just as betrayed, his jaw muscles rippling as he clenches his teeth. Then Vince begins shaking violently. Brian and Dominic give him their full attention.

CUT TO:

213 EXT. DESERT - NIGHT

213

A STAR on the horizon is moving.

HELICOPTER POV

Spotlights zoom across the desert. Then onto the freeway. Then onto the black Civic, Brian's 240SX and a cluster of people below.

214 EXT. DESERT FREEWAY - NIGHT

214

Brian covers Vince with his body as debris swirl in the powerful chopper's rotorwash. It is a maelstrom of light and noise.

ANGLE ON

The helicopter hovers over the freeway and lands. Instantly two PARAMEDICS pop out and run TOWARDS CAMERA with aid packs and a trauma board.

The Paramedics strap Vince to the board. Brian helps carry him to the waiting chopper.

BRIAN

Move! Move!

215 INT. HELICOPTER - NIGHT

215

Vince is loaded into the back of the air ambulance. Brian and Mia pile in.

BRIAN

Get in! Get in!

Brian looks over his shoulder.

WHAT HE SEES

The black Civic with Dominic, Leon and Letty inside is hightailing it out of there.

SCENE

Brian isn't surprised, he expected as much.

CREW CHIEF slams the door, gives a thumbs up and the pilot twists the throttle. The desert drops away.

Mia looks at Brian, who is watching the Paramedics start IVs on Vince and prep bags of blood expander. Brian feels Mia's gaze and turns to look at her. Mia squeezes his hand.

CUT TO:

216 OMITTED 216
217 OMITTED 217
218 INT. BRIAN'S 240SX (MOVING) - SUNRISE 218

Brian and Mia somber. Doing a hundred on the 10 East. Heading back into L.A. The spires of downtown are amber towers of flame as the sun gives them its morning kiss.

CUT TO:

219 EXT. TORETTO HOUSE - MORNING 219

The big bad black Buick Regal is parked on the lawn. The front door is open. Brian's 240SX pulls to a stop and Brian and Mia get out. They look at the Buick.

MIA

What are you going to do to him?

Brian gives her a look.

ANGLE ON

Dominic exiting the front door with a shotgun.

BRIAN

Instinctively draws his gun. Draws a bead on Dominic.

BRIAN

Drop it Toretto! No more running!

Dominic stops. Lowers the shotgun to his side.

DOMINIC

I didn't run from you. I had to find Jesse. Pete Tran's got him. I knew this shit would happen. You gonna shoot me, cop?

Dominic is desperate, anxious. Brian lowers his pistol.

BRIAN

Lance Nguyen's dead. Vince lost his arm. Least he's stable. Enough is enough. Tell me where Jesse is. I'll get a SWAT unit in there. We'll handle it.

DOMINIC

Want his blood on your hands? You know Pete's a twisted freak.

(MORE)

(CONTINUED)

DOMINIC (CONT'D)

He hears a siren or sees any more SWAT ninjas, he's blowing Jesse's head off. He's a kid, man. He's like family.

BRIAN

What are you gonna do? Lose your head too? You know what kind of firepower they got.

A beat as Dominic looks at Brian in anguish.

DOMINIC

I gotta do something, Brian. I'm all he's got.

Brian bites his lip, thinks a beat. Then:

BRIAN

No you're not. Let's go.

Dominic is relieved. He gets in the Buick and its massive engine ROARS to life. Brian, gets back in his car, gives Mia a worried look. Both cars depart with haste.

CUT TO:

220 OMITTED

220

221 EXT. WAREHOUSE DISTRICT - DAY

221

In San Pedro near the Los Angeles Harbor facilities. Dominic's Buick pulls behind a warehouse. Brian's 240SX stops alongside it.

MIA

Don't let him get himself killed.

Brian looks at Mia.

BRIAN

I won't.

Brian and Dominic exit their cars at the same time, weapons ready. They trade a look -- They're in this together.

Mia getting out of Brian's car.

BRIAN/DOMINIC

Stay in the car.

She does, very reluctantly.

Dominic points the way. He and Brian cross to some dumpsters. Checking weapons. Dominic fumbles with the shotgun's action.

BRIAN

Gimme the shotgun.
(off Dominic's look)
I shoot like you drive.

Dominic gives him the shotgun. Brian hands him his Glock.
They crouch behind the dumpsters, eyeing a warehouse. It looks like no one is here this quiet Sunday morning.

DOMINIC

The guy who moves my shit, that's where he keeps everything.

BRIAN

Ted Henderson.

Dominic shoots Brian a look.

DOMINIC

Guess you only look dumb.

Brian is observing the area with his trained eyes.

222 OMITTED

222

223 EXT. TED'S WAREHOUSE - DAY

223

A big sliding door is open about 2 feet. Brian and Dominic approach the open door. It feels like a trap.

BRIAN

Let's run for it.

They back up for a good running start. And run as fast as they can for the intimidating opening--

224 INT. TED'S WAREHOUSE - DAY

224

Daylight pours into the dark warehouse from the partly open door. Brian charges inside, then Dominic. Brian dives behind a row of pallets. Followed by Dominic. They lay flat on the concrete floor, panting.

WIDER

To get a look at this place. It's full of the latest stuff everyone wants. Motorcycles. Big Screen TVs. Luxury cars and parts. VCRs and DVD players. Brian and Dominic take in the panorama before them. Not a soul in sight, except for:

JESSE

Bound and gagged. Eyes brimming with agony and dread. Because he is chained to the undercarriage of:

A CHEVY SUBURBAN

Hanging from a gantry crane. It is slowly being lowered to the cement floor. 20 feet to go. With its wheels removed, Jesse will be squashed like a bug. He thrashes madly. SCREAMS into the duct tape on his face.

DOMINIC AND BRIAN

Trade incensed looks. Dominic points at:

THE CRANE CONTROL BOX

Mounted to the far wall of the warehouse. A perilously exposed stretch of open floor leads to it.

BRIAN

Wherever Pete is, assume he's covering those controls.

Dominic doesn't care. He goes for it, up and running before Brian can stop him.

BRIAN (CONT'D)

Dominic, no!

Dominic running across no man's land.

PETE TRAN APPEARS

Ducking out from between a row of stolen BMWs. He levels the Mac-11 at Dominic with a sadistic grin--

KERCHACK! Brian shucks in a fresh one. Shoulders the big gun--

BRDDDDDT! Pete opens fire, his Mac firehoses lead--

Bullets tear into Big Screen TV's and motorcycles as they chase after a running Dominic. He dives between two Hurricanes.

BOO-YEAH!

Brian fires. Taking out a Beemer windshield.

PETE TRAN

Is hit, he jerks backwards. Disappearing between the Beemers.

DOMINIC

Still several yards from the crane controls. Trapped. BAM-BAM-BAM-BAM-BAM! He fires Brian's pistol uselessly at the shadows. CLICK -- It's empty.

(CONTINUED)

T B

JESSE

Stares at the cement floor a couple feet from his face.

BRIAN

Runs out in the open, cycles the pumpgun -- KERCHACK!
Sprints towards Pete's position. He hits the ground,
rolls...

PETE TRAN

Slaps home a fresh magazine. He lays on his belly, to shoot
under the cars at Brian. The Mac CLICKING against the
cement.

BRIAN

Heard that, fires at the noise--

BOO-YEAH!

Buckshot SIZZLES under the cars. A ricochet ZINGS into
Pete's shoulder.

BRIAN

Is up and running, towards the cars.

PETE TRAN

SEES Brian's feet running toward him.

BRRDDDDDDDDT!

Strafes Brian's legs. Who zigs as he runs. Bullets chasing
his feet. Brian jumps onto a huge TV. Bullets chew up its
base, where Brian's feet would have been.

DOMINIC

SEES a motorcycle helmet. He SEES the Suburban is maybe 2
feet off the floor. Time to act. He grabs the helmet,
stands and runs toward the Suburban, helmet under his arm
like a football. Aiming the empty gun in Pete's direction.

DOMINIC (CONT'D)

It's me Pete! Want me? Get me!
C'mon, Pete!

PETE TRAN

Pops up like a demonic piece of toast. Aiming at Dominic--

225 BRIAN

225

Runs for the controls.

DOMINIC

Dives for the Suburban... Tosses the helmet under the axle.

PETE TRAN

Opens fire -- BRDDDDDDDDDT! Bullets shred the Suburban.

BRIAN

Slaps the emergency STOP button. The motorcycle under the helmet CRACKS IN TWO...

JESSE'S NOSE

Touches cement.

PETE TRAN

Whirls on Brian...

PETE'S FINGER -- Tightens on the trigger.

BRIAN

One hand on the stop button, the other gripping the shotgun takes a one handed shot--

BOO-YEAH!

PETE TRAN

Jerks out of sight behind the cars as buckshot splits his chest open.

THE SUBURBAN

It appears to be solidly resting on the floor. On Jesse.

Brian works the controls and the Suburban is suddenly lifted several feet from the floor.

Dominic crosses to Jesse. His head hangs limp.

Then his eyes open and he begins thrashing. Very much alive. Dominic grins from ear to ear.

Brian leaps onto the hood of a Beemer. SEES Pete sprawled behind it. He jumps down and kicks the Mac out of the way. Pete is no threat. He's dead.

ANGLE ON

(CONTINUED)

TB

225 CONTINUED:

225

The door. Dominic walks out, silhouetted by daylight.

CUT TO:

226 EXT. TED'S WAREHOUSE - DAY

226

Brian walks Jesse outside, an arm around his waist. Mia comes running. Brian hands him off to her.

BRIAN

He's okay. Call nine one one.

Brian looks for Dominic. Hears a massive ENGINE STARTING.

MIA

Just let him go.

BRIAN

I can't.

Brian takes off running...

WHAT BRIAN SEES

Dominic's Buick disappears around a corner.

SCENE

Brian hops in his Nissan, starts it and follows.

CUT TO:

227 OMITTED

227

228 OMITTED

228

229 INT. BRIAN'S 240SX (MOVING) - DAY

229

Brian burns up the road. Dominic nowhere in sight. Brian's cell RINGS.

BRIAN

Hello?

DOMINIC'S VOICE

Turn right on Harper.

CLICK. Brian SEES Harper street. Makes a sharp right.

Then stomps his brakes -- EEEEEEEEEEEEEEE!

Because Dominic is right there. Stopped at a red light.

Brian's Nissan stops several yards behind him.

(CONTINUED)

Brian squints though his window at the Buick. Dominic extends an arm out and waves Brian forward. A beat. Then Brian puts it in first and pulls up to the Buick--

230 EXT. INTERSECTION - DAY

230

--stopping nose to nose above white crosswalk line. The cars, now side by side, RUMBLE with power.

Dominic and Brian look at each other.

DOMINIC

We used to drag here when in high school. Streets're laid out all precise. That light up there...

UP THE SIDESTREET

Is another RED STOPLIGHT. At a RAILROAD CROSSING.

DOMINIC (CONT'D)

Is exactly one quarter mile from here.

NEW ANGLE

To the left, a good distance away is a FREIGHT TRAIN, moving at a good clip.

DOMINIC (CONT'D)

When that light turns green, I'm going for it. I'm beating that train.

BRIAN

Just gonna drive away from everything?

DOMINIC

All I see here is you.

(a beat)

I only lost one race in my life. My first. My old man beat me bloody that night. Never lost a race since. Swear to God.

Brian looks at Dominic, these two are way beyond bullshitting each other.

BRIAN

My dad was a cop. I knew from the day I was born I was gonna be one too. Because he told me so.

They trade understanding looks. It's all kind of funny, but it isn't.

THAT DAMN TRAIN

(CONTINUED)

Is getting closer. Dominic settles in his seat, because...

THE OTHER LIGHT

Is turning yellow.

BRIAN (CONT'D)

You go, I go.

Brian frantically sets his turbo and NOS controllers.
Dominic is cool as a cucumber.

DOMINIC

I'm going.

BRIAN

What are we racing for?

DOMINIC

Freedom.

Brian gives him a nod. Then two hands grab shifters -- 1st gear. Two feet on clutch pedals.

TWO PAIRS OF EYES

Watching, waiting for...

A GREEN LIGHT

VROOM! The Buick is a monster, its left front wheel rises two feet off the ground as engine torque twists its chassis.

THE TWO CARS

Lunge forward. Suddenly that train looks closer than ever.

SECOND GEAR

Dominic pulls ahead.

231 INT. BRIAN'S 240SX (MOVING) - DAY

231

The car rockets forward. Brian ignores the gages and LISTENS to the engine. Time seems to slow as Brian finally finds that special zone...

His face reflects a serenity we haven't seen before.

It seems like forever as he clutches and shifts into third.

Just as perfect as can be. He can almost hear each individual GEAR in the transmission. The car is SPEAKING to him as none have before.

- 232 INT. DOMINIC'S BUICK (MOVING) - DAY 232
Dominic can FEEL Brian right behind. Dominic is in the zone too as he slips the Buick into FOURTH GEAR.
- 233 EXT. RAILROAD CROSSING - DAY 233
A scary place to be right now because a huge train and--
NEW ANGLE
--two fast cars are approaching.
- 234 INT. TRAIN (MOVING) - DAY 234
The ENGINEER REACTS. Because he's about to nail two cars. He curses their stupidity as he hits the AIRHORN.
- 235 INT. BRIAN'S 240SX (MOVING) - DAY 235
Brian focuses on getting every last foot pound of torque from his engine. Computer, car and driver have become a trinity of acceleration.
The train is so close Brian can feel the RUMBLE of its diesels in his bones.
THE INTERSECTION
A lot of fast moving metal is coming together and it looks real bad...
THE TWO CARS
Are dead even. Dominic pulls ahead. Then Brian. Then Dominic again. Now over a hundred MPH.
THE TRAIN
HONKING its airhorn. Nothing can stop it.
BRIAN AND DOMINIC
Make eye contact. And within the molasses of time that they both occupy now, Dominic says goodbye.
AND SLAMS IT IN 5TH
THE BUICK
Pulls ahead with sudden and surprising acceleration.
BRIAN
Realizes he can never beat Dominic. Either he can hit the brakes or...

(CONTINUED)