

T H E I R I S H M A N

Screenplay
by
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Based on the Book
I Heard You Paint Houses
by
Charles Brandt

HANDHELD VIDEO IMAGE

of a gold watch on a wrist and distinctive ring made from a gold coin on a finger.

The image, shot by someone in the driver's seat of a parked car, moves up to the face of the man wearing the watch and ring - Frank Sheeran.

He's about 80. Sitting in the passenger seat. A couple of aluminum canes lean next to him.

VOICE

That's the house? You sure?

Frank nods but that's it. The video camera zooms past him, frames a shot of a wood-shingled house, then pulls back out and refocuses on him.

VOICE

It's a very quiet street.

Nothing from Frank.

VOICE

Let's go have a look.

FRANK

I'm not getting out of the car.
I brought you here, that's enough.

VOICE

We got to go into the house,
Frank. We come all this way.

Frank looks directly at the video camera for the first time - and it's a look so quietly menacing, even with his eyes behind aviator sunglasses - that the camera recoils slightly.

VOICE

All right. Fine. Stay in the
car.

The video image jostles as the guy with it gets out on the driver's side, widens to show the quiet street, then focuses on the house again. We notice now there's another car in the driveway and a realty sign.

In the car, looking down again, Frank listens the guy's footsteps on the porch, a knock on the door of the house, the door opening, and the door closing again. Only then does he look up at it.

INT. MOTEL - LATER - NIGHT

Handheld video image of Frank again - wider this time - turned half away from the camera in a motel room. He seems very disturbed.

VOICE

Frank.

FRANK

I took you there. What do you want now?

VOICE

It's not what I want. It's what you want.

FRANK

What do I want?

VOICE

You know what you want.

FRANK

I do?

VOICE

You want to say you stand by what you told me.

FRANK

I told you I did.

VOICE

I didn't have the camera.

Frank turns in his chair and looks at the camera ...

FRANK

You want me to say ...

VOICE

"I stand by what I told you."

FRANK

To the camera.

VOICE

Yeah.

Frank keeps looking at the camera, but doesn't say anything.

VOICE

Frank, you want to do this.

FRANK

How do you know what I want?

VOICE

You're telling me it's not what
you want?

Frank just keeps looking at the camera without saying
anything. Finally -

FRANK

I'm tired. I want to go to bed.

The camera keeps shooting him looking at it.

FRANK

Shut it off.

The video image stays focused on him a moment more, then
snaps to black.

INT. MOTEL ROOM - LATER - NIGHT

Frank is alone in the motel room now. Sitting at the
desk in his pajamas. He has the video camera on it and
is looking at a playback of what the guy shot when Frank
stayed in the car -

THE VIDEO: A slow pan of a dark living room with no
furniture in it. Light spills in as someone opens a
blind. The camera finds a guy by the windows as he
opens another one.

REALTOR

That's better, huh?

VOICE

That's fine. Thanks.

THE VIDEO POV walks to the entry. Pans to a short
hallway leading to a kitchen doorway. Turns completely
around and looks at the closed front door. Then - for
some reason - tilts down to take a look at the floor ...

FRANK V/O

It's usually a friend ... usually
he's given no choice in the matter
... usually he doesn't even know
why he's doing it ...

EXT. STREET - DAY

A friend talks to a friend on a street corner.

FRANK V/O

He walks up to you and gives
you a tip on a race or a football
game.

EXT. ANOTHER STREET - DAY

Another friend climbs out of a car to allow a friend the
more desirable front passenger seat.

FRANK V/O

Or tells you to sit in front,
with the better view, he'll take
the back seat.

INT. KITCHEN - DAY

Another friend sits at a kitchenette table while his
balding friend cooks at a stove.

FRANK V/O

Giancana got it frying eggs and
sausages in olive oil for an old
friend.

CLOSE ON the eggs and sausages crackling in olive oil.

FRANK V/O

The idea is they shouldn't
know what hit them. You don't
want them to have that moment of
panic where they realize what it
is -

TWO QUICK SHOTS to the back of the heads of the friend on
the street corner, the one in the car, and the one in the
kitchen. As GIANCANA slams into the stove, upending the
frying pan, and falls to the floor - to BLACK.

FRANK V/O

- because they're your friend.

INT. FRANK'S HOUSE - MORNING - 1975

A wedding invitation sits on a bureau next to Frank's
gold watch.

FRANK V/O

In this particular matter, the whole thing was built around the wedding.

Frank puts the watch on his wrist. The gold ring is on his finger next to his wedding band. He begins packing a garment bag. He's much younger than when we last saw him. About 55.

FRANK V/O

Bill Bufalino's daughter was getting married in Detroit. Bill was a Teamster lawyer, which meant he was a mob lawyer, which meant everyone from Downtown would be there.

EXT. FRANK'S HOUSE - MORNING - 1975

Frank arranges luggage in the trunk of his Cadillac, leaving a space for more.

FRANK V/O

Russell didn't want to fly. He wanted take care of some business along the way. Business - in Russell's case - means one thing - collecting money. So we'd drive. Him and his wife Carrie and me and Irene.

INT. FRANK'S HOUSE - MORNING - 1975

While Frank's wife Irene talks on the kitchen phone to Russell's wife Carrie about what to wear, Frank draws a line on a AAA map.

FRANK V/O

We'd take Highway 76 to 476 to Allentown - up to Wilkes-Barre - then west on 80 through the rest of Pennsylvania - across Ohio to Toledo - then north on 75 to Detroit.

EXT. BUFALINO'S HOUSE - DAY

Irene and Carrie smoke cigarettes on the sidewalk while Frank and Russell Bufalino add his and his wife's luggage to the trunk. Russell's about 15 years older than Frank.

FRANK V/O

It would take two days with the business stops and all the cigarette breaks we'd have to make for our wives, since Russell didn't allow smoking in the car since that bet with Jimmy Blue Eyes on Lansky's boat they took out of Cuba when Castro kicked them out and took their casinos.

EXT. OCEAN - DAY

A pack of cigarettes floats on the water. In the distance, a cabin cruiser motors away.

FRANK V/O

Russell threw his cigarettes overboard and hasn't smoked since. So Jimmy Blue lost 25 grand on that.

INT. FRANK'S CADILLAC - PHILADELPHIA - DAY - 1975

Frank drives along a city street with Russell in front and the women in back.

FRANK V/O

But Russell and Lansky and Giancana and Trafficante lost about a million dollars a day on account of Castro, so maybe it was the memory of that, more than the smoke in the car, that irritated him.

CARRIE

Can we stop soon?

BUFALINO

We're not even on the highway for Christ's sake.

CARRIE

You won't stop on the highway.

EXT. PHILADELPHIA - DAY - 1975

The women smoke outside the car again. Russell considers the AAA map Frank marked up, Frank watches some kids in parochial uniforms play soccer on a Catholic school yard.

FRANK V/O

We didn't have soccer growing up. All we had to amuse ourselves was fight. Which I guess was good for us, since when our country needed soldiers, we were ready.

EXT. ANZIO, ITALY - DAWN - 1943

American soldiers on a beach dig at the sand like sand crabs as mortars explode around them.

FRANK V/O

One thing I can say for sure is a beach is not a place you want to be pinned down. Sunbathing on a towel, okay.

As Frank, 22, shovels at the sand, soldiers on both sides of him fall dead from rifle and mortar fire.

FRANK V/O

An exploding shell spreads its shrapnel in an upward angle. If you can get down low, it flies over you, so this is what I recommend.

Frank jumps into the hole he's made. Another soldier clambers out of a hole to grab his rifle.

FRANK V/O

If you don't get down low, it cuts you in half.

A blast hits the soldier reaching for the rifle and separates him at the waist.

EXT. ANZIO - NIGHT

It's raining, and the beach looks empty - until we begin to descend beneath the surface level of the sand.

FRANK V/O

A normal foxhole wouldn't protect you at Anzio. You had to dig deeper.

We follow a ladder that leads us deep into a large foxhole buttressed with planks like in a mine. Still, the rain is causing mud cave-ins and suffocations.

EXT. ANZIO - DAY

Frank pees into a helmet in the foxhole.

FRANK V/O

If you left the hole in daylight,
snipers would pick you off. Where
did you think you'd go anyway?

He climbs a ladder just high enough to slosh the pee onto
the beach.

FRANK V/O

You ate out of cans. You played
cards. You prayed. You promised
to sin no more.

EXT. ANZIO - NIGHT

An ominous deep-throated, unrecognizable sound.

FRANK V/O

At night you got shelled by a
piece of artillery the Germans
kept camouflaged during the day.

A shadowy hulk of machinery glides in the dark.

FRANK V/O

They'd move it around on railroad
tracks after dark, when our planes
were on the ground.

Frank listens to the cannon's roar from his foxhole.

FRANK V/O

We called it the Anzio Express.
It sounded like a freight train in
the night sky and you knew when it
hit there'd be nothing left to
send back home of the guys it
landed on.

The shell hits some men in one of the other foxholes,
killing and burying them all at once.

EXT. ANZIO - DAY

A long row of dead soldiers in a trench. Some arriving
fresh-faced recruits are all but ignored by the
'veterans' like Frank.

FRANK V/O

We watched replacements march
in and be carried out, sometimes
on the same day.

One of the new replacements lifts his head from the
trench only to have it shot off.

FRANK V/O

It was like they found the
bullets rather than the other
way around.

EXT. ANZIO - DAY

As Frank and his friends play cards in the trench, the
new guys sit apart from them.

FRANK V/O

They had to wonder why no one
talked to them. You didn't talk
to them because you knew they'd be
dead soon and it would be easier
if you didn't know their names.

EXT. ANZIO - DAY

Frank eats out of a can in the trench.

FRANK V/O

We couldn't advance. All we
could do was hold the position.
6,000 of us died doing that.

Suddenly the German position is being hit from behind.
Frank ventures up the ladder to cautiously peer over the
lip of the foxhole.

FRANK V/O

But then the main force finally
broke through on the other side
and we were able to climb out of
our holes.

EXT. ANZIO - DAY

Frank and his foxhole survivors have rounded up the
surviving German soldiers.

FRANK V/O

After 411 days of combat - 122 of them at Anzio - you could say we'd had enough. Here these Germans are shooting at you, trying to kill you, and now they want to surrender. Some guys took this personally.

Frank and a few other guys are going around executing German prisoners.

FRANK V/O

So maybe you didn't understand what they were trying to say.

Frank shoots a German begging for mercy in English.

FRANK V/O

Or maybe they tried to escape.

Frank shoots a German who is not trying to escape.

FRANK V/O

I don't mean a massacre. I'm talking about a handful. A couple handfuls.

Frank hands a German prisoner a shovel and motions for him to dig.

FRANK V/O

Our lieutenant said it made more sense for them to dig than us, but I didn't think they would.

But they do - a line of German prisoners digging like Frank did on the beach.

FRANK V/O

You wonder why anyone would dig their own grave. What's someone going to do if you refuse, shoot you?

Frank watches as his German keeps digging.

FRANK V/O

I guess you cling to some hope that maybe the guy with the gun will change his mind by the time you're done. Or maybe you're happy for the few extra minutes of life.

(MORE)

FRANK V/O (CONT'D)
Or maybe you think if you
cooperate, you'll get a nice clean
shot with less pain. I don't
know.

Frank's prisoner finishes digging his grave, and Frank shoots him. As he falls into the hole he dug, the Doris Day song "Que Sera Sera" begins and carries over -

EXT. ITALY - DAY

As the Americans come through a small Italian town looking like something out of hell, Frank notices some of the people taking down little German flags and putting up little American ones.

The song continues over -

INT. BOARDING HOUSE - PHILLY - NIGHT - 1946

Frank lies on a bed, staring up at the ceiling of a cheap boarding house room.

FRANK V/O
The Army gave you a hundred
dollars a month for three months.
This seemed like a lot of money to
me, but it isn't. It runs out,
and then you're on your own.

INT. BLOOD BANK - PHILLY - DAY

Frank sells his blood for \$10 a pint. The song continues over -

INT. WAGNER'S DANCE HALL - NIGHT - 1947

A fight breaks out between two guys. Frank and another bouncer throw them out. Coming back in, he notices a shy girl sitting along the wall. She notices him but looks away.

FRANK V/O
They say good girls like bad boys.

INT. MOTHER OF SORROWS CHURCH - DAY

Frank and the shy girl are getting married. Her father doesn't look happy.

FRANK V/O

My first wife Mary loved me, but her family hated me. They thought I was what they used to call shanty Irish, and that they were what they used to call lace-curtain Irish.

INT. MARY'S PARENTS' HOUSE - PHILLY - DAY - 1948

Mary's father looks even less happy here as they eat dinner in silence. An infant girl sits in a highchair.

FRANK V/O

We didn't have any money so we moved in with them. I wouldn't advise this if you can help it.

"Que Sera Sera" ends.

EXT. SWIFT'S MEAT COMPANY - PHILLY - DAY - 1949

Frank and some others lug hindquarters across a loading dock and hang them in a refrigerated truck. Frank comes back out, and the yard manager closes the truck's doors, slaps an aluminum seal on the lock, and has the driver sign a paper on his clipboard.

Frank watches. When the yard manager heads back to his office, Frank goes over to the driver.

FRANK

How you get to be a driver?

JOEY

Apply at the Local. If the roster's full, they put you on a list.

FRANK

(in Italian)

Okay to say I'm a friend of yours?

Joey can tell just by looking Frank isn't Italian, but his accent isn't bad. Joey likes that.

JOEY

Where you learn to speak Italian?

FRANK

Italy.

INT/EXT. FRANK'S CADILLAC / HIGHWAY - DAY - 1975

Irene Sheeran, in back with Carrie Bufalino, puts some lipstick on. They have finally made it out of Philly and onto Highway 276. As Frank drives, he regards the countryside. It's summer. Lush and beautiful.

IRENE

Can we stop soon?

Russell looks at Frank and sighs.

EXT. GAS STATION - DAY - 1975

Irene and Carrie smoke outside the car while Frank fills the tank. Russell buys some gum and candy and comes back out to where Frank is.

BUFALINO

Look where we are.

FRANK

I know.

They regard the unremarkable surroundings like they weren't so unremarkable. A tractor-trailer roars past and -

INT/EXT. HIGHWAY 476 - DAY - 1950'S

Frank drives a truck along 476, the same highway he'll drive to Detroit on 25 years later with Russell and their wives. The engine starts making noises it shouldn't -

EXT. GAS STATION - DAY - 1950'S

The same gas station. Frank has the truck's hood open and stares in at the misfiring engine. Russell appears out of nowhere with some tools.

BUFALINO

What's the problem?

FRANK

I don't know. Something.

Russell listens to it.

BUFALINO

It's the carburetor.

He selects a No. 7 wrench from his tools and begins making adjustments.

BUFALINO

A carburetor only does one thing,
so there's not much to it.

In a few moments the engine is sounding normal again.

BUFALINO

There you go.

He wipes his hands on a rag, shakes Frank's hand, and heads off with his tools.

FRANK

What do I owe you?

Russell waves back, 'nothing,' and puts the tools in the trunk of his car. Frank watches after him as the car drives off.

FRANK V/O

I thought maybe he owned the
place. He owned something. You
could tell. It turns out he owned
the whole road.

EXT. SOUTH PHILLY - NIGHT - 1950'S

A place called The Friendly Lounge according to its sign.

INT. THE FRIENDLY LOUNGE - NIGHT

Frank hangs out with Joey and some other drivers, all Italians except him. Across the room at another table sits a group of low-level mob guys.

JOEY

You should meet Skinny.

Frank and Joey get up and head for the other table -

FRANK V/O

Skinny Razor owned the Friendly
Lounge. He also pushed a little
money. Loans. Book. Lotteries.
Nothing big.

Joey introduces Frank to Skinny Razor, who shakes Frank's hand and makes room for him and Joey at his table.

FRANK V/O

He got the name working at a
butcher shop in South Philly -

INT. BUTCHER SHOP - DAY

A place that specializes in chicken so fresh it's still
alive. A younger, skinnier Skinny waits on a customer.

FRANK V/O

The Italian ladies would come
in, pick the chicken they wanted
by looking at them in the cages,
and Skinny would take out a
straight razor and cut the
chickens' throats.

INT. THE FRIENDLY LOUNGE - CONTINUED

But now, Skinny is eating steak at his table.

FRANK

You like steak?

SKINNY

I do. More than chicken.

FRANK

I deliver steak.

SKINNY

Do you.

FRANK

I could deliver you steak.

SKINNY

Could you.

EXT. MEAT COMPANY - DAY

As loading dock workers carry hindquarters like Frank
used to and hang them in his refrigerated truck, he signs
for the load. It's summer.

FRANK V/O

After your truck is loaded, the
yard manager puts an aluminum seal
on the lock and off you go.

The yard manager slaps the seal on the lock.

EXT. FOOD FAIR MARKET - DAY

Frank backs up to the store's loading dock, climbs out and joins another manager with a clipboard.

FRANK V/O

When you get to where you're going, the manager there breaks the seal and the meat is put in the refrigerators.

The manager breaks the seal and workers unload the hindquarters.

FRANK V/O

Once the seal is broken, there's no way to put it back on, so don't even think about that.

EXT/INT. MEAT COMPANY - DAY

The same loading dock as before, but now there's snow on the ground.

FRANK V/O

But when winter comes, the yard manager isn't so anxious to leave the comfort of his office.

A heater glows in the yard manager's office as Frank signs for 25 hindquarters.

FRANK V/O

So your offer to put the seal on the lock for him sounds pretty good to him.

The yard manager hands Frank the seal. He crosses the freezing cold dock with it. Shuts the doors of the truck and reaches for the lock, but palms the seal instead.

FRANK V/O

Now you can deliver, say, five of your twenty-five hindquarters to someone else.

EXT. THE FRIENDLY LOUNGE - DAY

As Skinny's guys carry hindquarters into the back of the Friendly Lounge, he pays Frank some cash, and Frank puts the seal on the lock.

FRANK V/O

Of course, you're five hind-
quarters short now. But it's
just as cold where you're going
as where you've been.

EXT/INT. FOOD FAIR MARKET - DAY

The store manager rubs his gloves together and breaks the
seal on the lock.

FRANK V/O

So your offer to help the guys
there sounds pretty good to them,
too.

Frank helps the dock guys carry the last of the twenty
hindquarters to the store's refrigerators. They leave
but he stays behind.

FRANK V/O

Now you take five hindquarters
from the left rail and hang them
on the right rail with the new
delivery.

Back on the dock, the store manager signs for the
shipment - 25 hindquarters - and Frank hops back into
his truck.

FRANK V/O

Of course at Inventory they'll
see the shortage, but anyone could
have taken them, they got no proof
it was you.

INT. MEAT COMPANY - DAY

The manager warms his hands over his glowing heater.

FRANK V/O

And the yard manager is never
going to admit he was too lazy to
go out in the cold and do his job
in the first place.

INT. THE FRIENDLY LOUNGE - NIGHT

Skinny Razor and his mob friends enjoy a delicious,
and very inexpensive, steak dinner, courtesy of Frank.

FRANK V/O

But I got carried away one day.

EXT. FOOD FAIR MARKET - DAY

The store manager breaks the seal. The truck doors open revealing no hindquarters inside. Frank looks mystified.

FRANK

What the fuck?

MANAGER

What the fuck is this?

FRANK

I don't know. Maybe the guys forgot to load it.

Everyone on the dock looks at Frank.

MANAGER

You didn't notice you were driving a light truck?

FRANK

I didn't.

EXT. LOCAL 107 - PHILADELPHIA - DAY

The familiar two-horses-and-a-wheel International Brotherhood of Teamsters logo on the door of the Local.

INT. LOCAL 107 - DAY

Frank sits with a young Teamster lawyer, Bill Bufalino, whose daughter's wedding Frank will drive across three states to attend 25 years later.

BILL

Ever show up late?

FRANK

No.

BILL

Any moving violations?

FRANK

No.

BILL

You drink on the job?

FRANK

No.

BILL

Ever hit anyone?

FRANK

On the job?

BILL

Yeah.

FRANK

No.

All this seems to be satisfactory to the lawyer.

BILL

Frank, I don't care if you did it or not. It makes no difference to me. I'm here to defend you. But did you?

Frank isn't sure if he's supposed to admit it or not. Eventually -

FRANK

I work hard for them when I'm not stealing from them.

Bill smiles. He likes Frank. He won't be the last to appreciate his honest dishonesty.

BILL

Well, they have to prove it first. If they can, what they're going to want is names. Would you give them names to keep your job?

INT. COURTROOM - DAY

Skinny Razor is among the spectators in the courtroom. The same Teamster attorney stands before the judge.

BILL

Your Honor, if this were about right and wrong, the company would have sought Mr. Sheeran's dismissal. They didn't. What they sought - and offered him money in exchange for - were the names of conspirators he couldn't give them. He couldn't give them because they don't exist.

(MORE)

BILL (CONT'D)
They don't exist because he never stole anything. He never stole anything because he's an exemplary employee who has never taken a day of sick leave. The only rule he ever broke was his own union's, by helping others carry sides of beef from his truck to their refrigerators in the dead of winter.

INT. THE FRIENDLY LOUNGE - NIGHT

As Frank walks in, Skinny and the guys give him the hero's welcome he didn't get when he returned from the war.

FRANK V/O
The judge threw the case out. He said if he owned stock in that company, he'd sell it.

Skinny and the mob guys toast Frank.

FRANK V/O
The more important thing was I ratted out nobody. Not even my lazy yard manager. This meant everything to Skinny and his friends.

Skinny introduces Frank to Angelo Bruno, a higher mob guy.

BRUNO
That was a good thing you did, Frank. Everybody's proud of you. Sit down with me.

Frank sits. As Bruno pours him a glass of wine -

FRANK V/O
Angelo Bruno was Skinny's boss and the boss of all Philadelphia, and a silent partner is just about everything Downtown, including the Villa d'Roma -

EXT. VILLA D'ROMA - NIGHT

A restaurant on Ninth Street downtown.

FRANK V/O

- which is where I was properly introduced to his boss - the old guy who helped me with my carburetor that day on Highway 476 - Russell Bufalino.

INT. FRANK'S CADILLAC - MOVING - DAY - 1975

Russell naps in the passenger seat while Frank drives.

CARRIE

Can we stop, Frank? An hour's up.

EXT. RURAL PENNSYLVANIA - DAY - 1975

Frank pulls the car over. The women get out to smoke. The car doors shutting wakes Russell up.

BUFALINO

Where are we?

FRANK

Outside Wilkes-Barre.

BUFALINO

I got some things to do in Wilkes-Barre. Wake me when we get there.

Russell closes his eyes again to nap.

FRANK V/O

I had no idea how big Russell was when I met him. His territory included Pennsylvania, upstate New York, parts of New York City, northern New Jersey and Ohio, and interests in Florida, Canada, and Havana before Castro threw him out.

Frank regards his wife and Carrie smoking outside the car, framed by the windshield.

FRANK V/O

Not only that, his wife Carolina was related to the Sciandras of the Cosa Nostra, which meant her family went back to the earliest days of the mob, which was like she came over on the Mayflower.

INT. VILLA D'ROMA - NIGHT - 1950'S

Russell - 20-some-years younger - sits at a table with one of Frank's steaks on his plate.

FRANK V/O

Anything that concerned anything, you had to go to Russell. And you had to go to where he was because he never came to you. You either went to Villa D'Roma - or Vesuvius - or his curtain shop in Pittston.

INT. CURTAIN SHOP - PITTSTON, PA. - DAY - 1950'S

A succession of guys sits down with Russell in the back of his shop amidst bolts of fabric.

FRANK

You wanted to bribe a judge, you asked Russell. You weren't sure how much to give him, Russell would tell you. You wanted to up one of your guys, he'd tell you if you should. You wanted to get rid someone - you needed Russell's permission.

INT. VILLA D'ROMA - NIGHT - 1950'S - CONTINUED

Russell takes a bite of steak.

BUFALINO

I knew you were okay that day on the highway. I could tell.

The angle shifts to show Frank sitting at his table.

BUFALINO

You did the right thing, my Irish friend. Those guys have wives and kids and you saved them from jail.

Russell pulls back the folds of a napkin in a bread basket with the care of a man inspecting a bird's nest.

BUFALINO

Taste this bread. The only place you can get it this good is Philly. Whenever I'm here, I take some home with me. It's got prosciutto baked into it.

Frank tastes a small bite. Russell waits for his reaction.

FRANK

E buono, grazie.

BUFALINO

E buono, dice. Dove fa un Paddy impari l'italiano?

FRANK

L'Italia. Nella guerra.

Russell is pleased and impressed with Frank's Italian and the fact he was in the war. Regarding the prosciutto bread -

BUFALINO

Allora. Guardilo. Here's the secret. This is what you do.

He takes a piece and dips it in his wine.

FRANK V/O

When you go to confession - which I used to do more than I do now - you know which priest's line to get on. You want the fairest one who won't give you a hard time. Russell was that priest.

Frank follows Russell's example and dips his bread in the wine.

BUFALINO

But Frank. Always remember. Never eat alone. You might choke.

Frank isn't sure he understands.

BUFALINO

Whatever it is, you let everyone in the chain make a decent profit. You buy a thing for a thousand, you don't sell it for two thousand - you sell it for fifteen hundred and let the next guy sell it for two.

FRANK

I understand.

BUFALINO

I know you do. Let's eat.

They eat the wine-soaked bread.

INT. CAR - MOVING - DAY - 1999

Frank rides in the passenger seat of the same car from the opening scene, traveling north to south on the highway. As it passes a motel -

EXT. MOTEL - WILKES-BARRE - DAY - 1975

Traveling south to north, Frank pulls the Cadillac off the highway where the same motel sits.

INT. MOTEL LOBBY - WILKES-BARRE - DAY

Frank and Russell check in while their wives smoke outside.

FRANK V/O

I quit my job - but kept my union card - and started doing a little business for Skinny and his friends, who all worked for Angelo, which meant they all worked for Russell.

EXT. HOUSE - PHILLY - DAY - 1950'S

Frank sits in an idling car, the tailpipe breathing steam into the chilly air.

FRANK V/O

Business - as I said before - whether you were Skinny, Angelo, Russell, or anyone else Downtown - always meant collecting money.

Skinny hurries down the steps of his house in a robe and slippers, small paper bag in his hand.

FRANK V/O

That's what they did. They collected money.

Skinny hands the bag to Frank in the car.

SKINNY

Don't use it. Just show it to him.

Frank sets the bag on the seat. Skinny scampers back up the steps of his house. Frank drives off.

INT. FRANK'S CAR - LATER - DAY

Frank sits in his car, watching a street corner. Sees a guy come around it, takes a gun out of the bag, gets out of the car and intercepts the guy on the sidewalk.

FRANK V/O

In those days, you took a gun with you to show a guy. These days, they shoot you with it.

The guy is terrified by the mere sight of the gun and goes with Frank back to the car without argument.

INT. FRANK'S CAR - MOVING - DAY

Frank notices that the guy has peed in his pants. He rolls down a window.

FRANK V/O

In those days, you wanted your money tomorrow. These days, they want it yesterday.

INT. THE FRIENDLY LOUNGE - LATER - DAY

Skinny regards the guy standing before him in wet pants.

SKINNY

Tomorrow.

DEADBEAT

Tomorrow. I swear.

SKINNY

Here.

DEADBEAT

Here. Tomorrow.

Skinny nods, Okay, go. But the guy doesn't go.

SKINNY

What.

DEADBEAT

How am I going to get home?

SKINNY

Take a fuckin bus, get out of here.

The deadbeat leaves.

FRANK

He peed in my car.

SKINNY

I always make sure they pee before they get in the car. I should've told you that.

INT. VILLA D'ROMA - NIGHT

Frank, his wife Mary and their two daughters eat dinner with Russell and Carrie Bufalino.

FRANK V/O

The more I got to know, the more I knew Russell didn't come to Philly only for the prosciutto bread.

Russell tries to show Frank's daughter Peggy how you eat prosciutto bread dipped in wine.

FRANK V/O

He and Angelo were involved in every type of crime known to man: Loansharking, gambling, hijacking, prostitution, drugs and murder.

And Peggy somehow senses this. Russell makes her uncomfortable. She shakes her head no; she doesn't want any bread dipped in wine.

FRANK V/O

Everyone including the FBI knew this, but there wasn't much they could do about it, unless someone talked. And if someone talked - they didn't talk much.

FLASHCUT to a parked car's interior lighting up with gunfire.

INT. FRANK'S HOUSE - EVENING

Frank comes in to find Mary cooking and his daughter Peggy sulking.

FRANK

What's the matter with her?

MARY

The grocer slapped her for eating
a grape.

It's no big deal to Mary, but is, apparently, to Frank.

FRANK

Which. On the corner?

MARY

It's nothing. She shouldn't have
done it.

FRANK

(to Peggy)
Come with me.

EXT. GROCERY STORE - EVENING

Frank leads Peggy to the corner store.

FRANK

Stay here.

He leaves her on the sidewalk, disappears inside, comes
back out pushing a guy in an apron.

FRANK

This him?

Peggy nods. The grocer tries to look tough.

GROCER

I know judo.

Frank throws the guy to the ground, puts his hand on the
curb and stomps on it, crushing it.

FRANK

Let's go. It's dinner time.

Peggy is too stunned to move. Stares at the man writhing
on the ground.

INT. FRANK'S HOUSE - LATER - NIGHT

The family eats in silence. Peggy steals glances at her
father, afraid of him now.

FRANK V/O

No one in Philadelphia ever touched any of my daughters again. Grocers, teachers, boyfriends, anybody. At least they never told me about it.

INT. MOTHER OF SORROWS CHURCH - DAY

Frank's third daughter is being baptized. The others are there, along with lower-level guys like Skinny.

FRANK V/O

I still wasn't making a lot of money, but I was doing all right. Then one day Whispers DiTullio came over to my table at the Bocce Club and asked me if I could use ten grand.

INT. BOCCE CLUB - NIGHT

A short, furtive man in his 30's sits with Frank, and, true to his name, whispers too quietly for us to hear.

FRANK V/O

This is not the same Whispers they blew up in that car around the same time -

FLASHCUT to a car blowing up. Then back to the Bocce -

FRANK V/O

This is the other Whispers. The one you always saw hanging around wanting to be bigger than he was.

We have to come in closer in order to hear what Whispers is whispering:

WHISPERS

I pushed a lot of money to this place. More than I should. More than I pushed anybody. Now I'm lucky I get the vig.

FRANK V/O

He was talking about a linen supply place.

INT. LINEN SUPPLY HOUSE - DAY

A big industrial laundry service, but with a lot of idle machines.

FRANK V/O

They supplied fresh linen to restaurants and hotels. Pick it up, wash it, iron it, deliver it. Normally, this was a license to print money -

INT. BOCCE CLUB - CONTINUED

WHISPERS

Except this other laundry place, down in Delaware, is siphoning off a lot of their business.

INT. CADILLAC LINEN SERVICE - DAY

This place looks a lot like the other place, only busy.

WHISPERS V/O

I'm a little concerned my place, because of this place, is gonna go out of business and never be able to pay me.

FRANK V/O

Whenever anybody says they're a little concerned, they are very concerned. When they say they're more than a little concerned, they're desperate.

INT. BOCCE CLUB - CONTINUED

WHISPERS

I'm more than a little concerned.

EXT. CADILLAC LINEN SERVICE - DAY

As workers haul laundry out to Cadillac Linen Service trucks -

FRANK V/O

I knew he didn't want me to go down there and show a gun. You don't pay ten grand for that.

INT. BOCCE CLUB - CONTINUED

Whispers passes an envelope across the table.

WHISPERS

I want you to bomb or torch or
burn this place to the ground, put
these fuckin guys out of business.

FRANK

Who.

WHISPERS

The Cadillac Linen Service.
The competition. Are you
listening?

FRANK

You need to speak up a little.

WHISPERS

I want them gone. Closed down.
Burned to the ground. They can go
collect their insurance, which
being Jews, you know they will,
and leave the other place the fuck
alone.

Frank takes a quick look inside the envelope.

FRANK

This isn't ten grand.

WHISPERS

It's two grand. You get the rest
if there's nothing left of this
place. Nothing. I don't want
them starting back up in a couple
weeks. Then nothing's changed and
I'm out ten grand besides.

FRANK

Am I sure you're good for it?

WHISPERS

I'm good for it. If I'm not
you'll do something terrible to me
and I don't want that. I just
want these Jew fucking washerwomen
burnt to the ground.

Frank studies him. Then puts the money in his pocket.

WHISPERS

One thing. We don't mention this to anybody. Including Skinny. We see each other Downtown, we just say hello, that's it, like usual.

INT. FRANK'S HOUSE - NIGHT

Frank takes five hundred from the stack of bills and gives the rest to Mary, at the kitchen table with their three girls.

FRANK

I hit on a four-dollar bet.

She knows it isn't true, but doesn't care. Peggy knows it isn't true and does care.

EXT. CADILLAC LINEN SERVICE - DELAWARE - DAY

Frank drives slowly past the front of the Cadillac Linen Service building. Then around the side. Then around the back. He notes a burglar alarm box.

EXT. CADILLAC LINEN SERVICE - DELAWARE - NIGHT

He sits in his parked car, having a look at the building at night. Gets out and crosses past the trucks, peers in one of the industrial windows at the washing and pressing machines inside.

EXT. GAS STATION - DAY

He fills a 5-gallon can with gasoline. Puts it in the trunk of his car where there are three more gas cans and a box of dynamite.

INT. FRANK'S HOUSE - NIGHT

He puts a dark jacket over his dark clothes and heads for the door -

EXT. FRANK'S HOUSE - CONTINUOUS - NIGHT

As he comes out and walks toward his car, he sees Skinny standing next to his own, and stops.

SKINNY

Angelo wants to see you.

INT. VILLA D'ROMA - LATER - NIGHT

Skinny leads Frank into the restaurant.

FRANK V/O

The place was empty except for Angelo, Russell and Phil the bartender. Everything was amplified like on a landing craft headed for a beachhead.

The squeak of the bartender's bar towel as he wipes a glass. The click as he sets it on a rack. His footsteps as he walks to the door. The snap as he locks it. Even the drip of wine falling back into Russell's glass as he dips his bread in it.

BRUNO

Sit down, Frank.

Frank sits. Listens to a silence before -

BRUNO

What're you doing in Delaware?

Frank glances from Angelo Bruno - who's studying him - to Russell Bufalino - who isn't - and wisely decides to tell the truth.

FRANK

Blowing up a laundry service.

BRUNO

For who?

(nothing from Frank)

This is not one of those times to not say.

FRANK

For Whispers. The other Whispers.

BRUNO

You know who owns the Cadillac Linen Service?

FRANK

Some Jews in the laundry business.

BRUNO

They own part of it. Someone else owns the other part. You know who?

FRANK

No.

BRUNO

I do.

FRANK

Who.

BRUNO

No. I do. I own the other part.
Not I know who owns the other
part.

FRANK

I didn't know that. That's
something I didn't know.

BRUNO

Whispers didn't tell you it was
Jew mob?

FRANK

He said Jew washerwomen.

BRUNO

Jew washerwomen. What else he
say? I'll bet he said keep it to
yourself.

Frank nods. Listens to the amplified sounds. Then -

FRANK

I should've checked. I'm sorry
for not checking. I'll give him
his money back.

BRUNO

He won't need it. You can keep
it.

FRANK

You sure?

BRUNO

He won't need it.

FRANK

Thank you.

BRUNO

Thank Russell. I wouldn't have
wasted my time. I'd have let the
Jews have you.

FRANK

(to Russell)

Thank you.

Russell nods, you're welcome, and finally speaks -

BUFALINO

This Whispers - like the other Whispers - has aspirations. He put you in a spot. If you had done this, the only one the Jews would know was you. They saw you driving around. They would have got you, and this Whispers would have kept whatever he owed you.

FRANK

I don't know for sure he'd do that.

BUFALINO

If he didn't, he thought about it. That's enough. When in doubt have no doubt.

The three of them at the table freezes into a tableaux - a poorly-attended Last Supper.

FRANK V/O

When someone has to go, no one ever says, "he has to go." They tell you to do it by not telling you not to. Or at most they say "it's what it is."

The tableaux unfreezes. Bufalino shrugs.

BUFALINO

It's what it is.

EXT. STREET - NIGHT

Whispers waits on the street. Sees Frank come around a the corner and walk toward him - a friend walking toward friend.

FRANK V/O

They found him dead on the sidewalk, shot at close range with a .32 by an unknown assailant.

Frank shoots him in the head and keeps walking.

FRANK V/O

All I know about it is I could never find my .32 after that. It must have ended up someplace.

INT. FRANK'S HOUSE - MORNING

Frank sits at the kitchen table reading a newspaper article. There's an accompanying Weegee-like photo of Whispers' body on the sidewalk.

FRANK V/O

The next morning I sat there staring at the paper for an hour. I kept thinking ... that could have been me. And it would have been if it wasn't for Russell - no questions asked. I owed him my life.

INT/EXT. CADILLAC - WILKES BARRE - DAY - 1975

Frank and Russell drive along a street in Wilkes-Barre.

BUFALINO

Here it is.

Frank pulls to curb in front of a closed jewelry store.

FRANK

You want me to come in with you?

BUFALINO

No, I'm just picking something up.

As Russell goes into the store to collect some money, Frank waits in the car.

FRANK V/O

After that, everyone started treating me different.

INT. THE FRIENDLY LOUNGE - DAY - 1950'S

Frank and Skinny sit at the bar together.

FRANK V/O

Skinny wouldn't let me pay for drinks anymore.

INT. THE FRIENDLY LOUNGE - NIGHT - 1950'S

Frank and Angelo Bruno sit at a table together.

FRANK V/O
Angelo wouldn't let me pay for
dinner.

INT. VILLA D'ROMA - DAY - 1950'S

Frank and Russell sit at a table together.

FRANK V/O
Russell wouldn't let me pay for
drinks after dinner.

The angle shifts to show two Jewish mobsters at the
table.

FRANK V/O
Even the laundry service Jews
who'd wanted me dead were nice to
me.

A waitress sets down another round of drinks.

FRANK V/O
Even the waitresses. Flirting.
You know.

The waitress gives Frank a smile.

FRANK V/O
All that separated who I was in
their eyes yesterday and who I was
today, was one thing - that
particular matter with Whispers
on the sidewalk. This did not
escape my notice.

EXT. PHILADELPHIA - NIGHT

Frank walks down a rain-slicked Downtown street with the
Villa d'Roma waitress.

FRANK V/O
I'd been drifting Downtown the
last couple years. Now I was way
down there. I was part of the
culture. I was a fixture like the
lights and the signs.

They step on reflections of lights and neon signs on the wet pavement.

FRANK V/O

No time is a good time to leave
your wife, but that's when I left
mine.

They disappear behind an apartment door on the corner.

INT. THE FRIENDLY LOUNGE - NIGHT

Frank sits at a table with a glass of wine, going over a scribbled list of names and numbers on a small note pad - crossing out some, underlining others.

FRANK V/O

I started pushing money of my own,
not just collecting for Skinny.
You could call this a step up, but
with any step up in business comes
headaches, too. The ladder of
success is not lined in silk,
necessarily.

He checks his watch. Looks at the door. Circles one of the names on his list.

FRANK V/O

I had this one guy I made a loan
I couldn't find anywhere. Skinny
tells me he seen him at Harry the
Hunchback's bar, the Yesteryear,
where I catch up with him.

INT. THE YESTERYEAR - NIGHT

The guy whose name Frank circled is crying as he sits with Frank, but not because he's scared.

FRANK V/O

It turns out his mother died and
the funeral set him back the money
he owes me. I felt bad for him.

INT. THE FRIENDLY LOUNGE - NIGHT

Frank comes in, and Skinny looks up.

SKINNY

You get your money?

FRANK

Not yet.

SKINNY

Let me guess. His mother died.

FRANK

You heard.

SKINNY

I heard ten years ago.

EXT. THE YESTERYEAR BAR - NIGHT

Frank parks and heads for the entrance -

INT. THE YESTERYEAR - CONTINUOUS

Frank strides over to the deadbeat's booth and drags him out of it. Beats him to a pulp until he's lying in his own blood on the floor. Harry the Hunchback comes out from behind the bar and stares at Frank.

HARRY

What're you doing?

FRANK

I got a problem with this guy.

HARRY

You got a problem, take him outside. What am I supposed to do about all this blood?

FRANK

He owes me money.

HARRY

He owes you money. He owes you money? He owes me money. He's borrowing money from you and not paying me?

Frank shrugs. Harry the Hunchback goes over to the guy on the floor and starts kicking him.

EXT. WAREHOUSE DISTRICT - NIGHT

Two parked cars. Boxes of jewelry being transferred from the trunk of one car to the other.

FRANK V/O

Another time, this guy gets a load of hijacked jewelry and never comes up with the money. When you do something like that, you know better.

INT. THE FRIENDLY LOUNGE - NIGHT

Frank sits at a table with a woman we recognize as a younger Irene. Angelo Bruno and his wife are with them. As the women talk to each other -

BRUNO

Russell needs a favor.

And, as Bruno talks to Frank in confidence -

FRANK V/O

Angelo wanted me to deliver a message. This is after he already delivered one telling the guy what it is, so I know we're past just showing a gun.

EXT. STREET - NIGHT

A car pulls up behind Frank's parked car.

FRANK V/O

Now if you're going to actually use a gun, it should be a new one that's never been fired. You don't want to get blamed for something somebody else did before you even had it. So I recommend one out of the box.

A guy climbs out and hands him a small paper bag through the window. Frank sets it on the seat beside him and pulls away.

FRANK V/O

What kind? That depends. The cops call a .32 a woman's gun because it's easier to handle and has less kick than a .38. It also makes less noise than a .38, and a whole lot less noise than a .45.

Close on the paper bag as Frank keeps the car under the speed limit.

FRANK V/O

But sometimes you want a lot of noise. Like in the middle of the day to scatter bystanders. Sometimes you don't want a lot of noise. Like in the middle of the night.

INT. THE "JEWELER'S" HOUSE - NIGHT

The "jeweler" wakes up to a noise - a kind of low rumbling - and climbs out of bed to investigate, taking a gun from his night stand with him.

FRANK V/O

The point of this is, if a guy with welsh out on a load of hijacked jewelry, there's no telling what he's capable of doing, or what he's capable of saying. He's a rat in the making.

The "jeweler" follows the sound to a door off the kitchen. Opens it and descends wooden steps to the basement where a washing machine is running.

FRANK V/O

In orderly society, there are certain rules that you follow and that's what it is.

The "jeweler" regards the washing machine, which is the last thing he ever regards as a .32 behind his head pops.

INT. MOTEL LOBBY - MORNING - 1975

Frank and Russell are checking out of the Wilkes-Barre motel.

BUFALINO

I got it.

FRANK

No, I got it.

BUFALINO

Frank. Please. I got it.

FRANK V/O

Russell and Carrie never had children.

INT. BOWLING ALLEY - DAY - 1950'S

Russell and his wife Carrie, along with Frank and his second wife, Irene, and his still-growing family - four daughters now - bowl.

FRANK V/O

He adopted me, so to speak.

Russell helps one of Frank's girls with a heavy ball. Peggy - still unsure of him - keeps her distance.

BUFALINO V/O

Peggy's afraid of me.

INT. BOWLING ALLEY - LATER

Frank and Russell drink beers and watch the women and children bowl.

FRANK

She's afraid of me.

BUFALINO

She is?

FRANK

She's a sensitive girl.

Russell nods. Smiles at Peggy, but she looks away.

BUFALINO

You happy with what you're doing, Frank?

FRANK

It's all right. I'd like it more if it was more steady.

BUFALINO

Did you like driving a truck?

FRANK

Not so much, but I liked being outdoors. And I liked being part of something.

BUFALINO

The union.

FRANK

Yeah.

BUFALINO

What about union organizing?

FRANK

I looked into that. There's a long line.

BUFALINO

I imagine so. But things can change. Like the weather. You know what they say about the weather.

He tells him in Sicilian.

FRANK

What's that mean?

BUFALINO

The weather's in God's hands.

EXT. VILLA D'ROMA - NIGHT

A thunderstorm throws rain down on Frank he hurries from his car to the Villa d'Roma.

INT. VILLA D'ROMA - NIGHT

Summoned by Russell, Frank finds him at his usual table with a telephone receiver to his ear.

FRANK

I'm sorry, I'll wait over -

BUFALINO

Sit. Sit.

Frank sits. Into the phone -

BUFALINO

That friend I told you about is here. Can I put him on?

He holds out the phone to Frank.

FRANK

Who is it?

BUFALINO

Friend of mine.

Frank takes the phone.

FRANK
Hello?

HOFFA
Frank?

FRANK
Yes.

HOFFA
It's Jimmy Hoffa.

The image of Frank and Russell at the table freezes -

FRANK V/O
Nowadays, young people don't know who Jimmy Hoffa was. Maybe they know he disappeared, that's it. But back then, there wasn't an American alive who didn't know who he was.

ELVIS PRESLEY on The Milton Berle Show. Hound Dog.

FRANK V/O
From 1955 to 1965, he was as famous as Elvis.

THE BEATLES on The Ed Sullivan Show, but we keep hearing Elvis.

FRANK V/O
From 1965 to 1975, he was as famous as the Beatles.

The Elvis song continues over HOFFA orating before a crowd of workers -

HOFFA
If you got it, a truck brought it to you. Food, clothing, medicine, fuel for homes and industry. The day our trucks stop America stops.

BACK TO THE VILLA D'ROMA

as the image of Frank on the phone and Russell at the table unfreezes -

HOFFA
I hear you're a brother.

FRANK
Yes, sir. Local 107. Since 1947.

HOFFA

Our friend speaks very highly of you. And he's not an easy man to please. Especially when you're Irish like us.

FRANK V/O

Jimmy was to labor what Russell Bufalino was to me. A man among men -

BACK TO THE TEAMSTER RALLY

Hoffa moves among his Teamster brothers, campaigning for the union presidency -

FRANK V/O

Both believed the end justified the means. Who doesn't. Maybe Bobby Kennedy and two or three other people. At least that's what they say.

BACK TO THE VILLA D'ROMA

Frank still on the phone with Hoffa -

HOFFA

Management is working with the government to sow dissent in our ranks when what we need is unity. We need solidarity more than ever before in our history. Do you want to be a part of history, Frank?

FRANK

Yes, I do.

HOFFA

Can you be in Chicago tomorrow?

EXT. CHICAGO - DAY

Cars pull into a parking lot behind a building.

HOFFA V/O

Go to Chicago. Speak to Joey Glimco at Local 777. You'll be working in Public Relations.

Frank and Joey Glimco climb out of one of the cars.

FRANK V/O

Joey Glimco - who was not known for his physical stature - he was almost as short as Jimmy - ran Local 777 in Chicago.

Frank and Joey Glimco and several other men enter the back door of the building -

FRANK V/O

You'd never know how much he liked to eat, because of his size, but he liked to eat.

INT. BATHHOUSE - CONTINUOUS

The men come through the tiled bathhouse and head for the locker room.

FRANK V/O

But you could never be sure who might be listening at meetings at restaurants, or even at the Local itself, so when there was a meeting Joey would organize it at a place that was safe.

The men come past long folding tables where food is being laid out.

FRANK V/O

They'd close the place to the public and bring in the food and wine and put it on long tables.

The men are now in white robes, eating.

FRANK V/O

We'd sit in Turkish bathrobes, eat and drink and discuss union business. We'd get a massage, then eat again. We'd take a steam bath and sweat out all the food and alcohol, take a shower and start eating again.

The men look like ghosts in the steam-filled room.

FRANK V/O

The problem that summer wasn't management.

(MORE)

FRANK V/O (CONT'D)
It was Paul Hall's Seafarers Union, which was with the AFL-CIO, which was trying to organize the same non-union cab drivers we were trying to organize. This is what we had to deal with. This is what we discussed. How to encourage these drivers to join us rather than Paul's union.

EXT. CHICAGO - NIGHT

Frank stares up at the underside of a dashboard of a car he's hot-wiring.

FRANK V/O
If a rebel cabbie left his cab at a stand and went in for a cup of coffee, he came out to find his cab gone.

EXT. LAKE MICHIGAN - NIGHT

Several pairs of headlights move along a road leading to Lake Michigan. All of them belong to cabs. Frank is driving one of them.

FRANK V/O
After that, he'd never see it again.

Frank and the other "cab drivers," Local 777 guys, push the cabs into the lake while cops stand around watching.

FRANK V/O
Jimmy had Mayor Daley's cooperation on this. The cops wouldn't help us push, but they made sure no one stopped us.

One of the men is going from cop to cop handing over envelopes as the others push the cabs into the water.

FRANK V/O
We dumped a lot of cabs in Lake Michigan, which proved to be a lot of work - especially for Joey - who, as I said, was not a big man.

The work of dumping the cars in the lake exhausts Joey.

FRANK V/O
I told him maybe it would be easier if we used candy instead.

EXT. CHICAGO - NIGHT

The trunk of a car opens revealing boxes of dynamite. Joey and Frank carry the boxes to a back door of a cab garage, held open by another man.

INT. CAB GARAGE - NIGHT

The place is silent. Full of taxi cabs. Suddenly they start exploding -

FRANK V/O

Then we'd report to Jimmy.

INT. GROCERY STORE - CHICAGO - NIGHT

Joey Glimco taps watermelons to find a good one.

JOEY

One thing about Jimmy, never make him wait. You have a meeting with him, get there on time. Get there early. Seriously.

FRANK

Then pick one and let's go.

INT. HOTEL SUITE - CHICAGO - LATER - NIGHT

Joey carefully cuts a hole in a watermelon. Frank checks his watch.

FRANK V/O

The other thing about Jimmy - he didn't drink. I know - an Irishman who doesn't drink - but he didn't drink - and didn't like people drinking around him. It was also common knowledge he didn't like watermelon.

Joey pours a quart of rum into the hole in the watermelon, then hides the bottle.

INT. HOTEL SUITE - LATER - NIGHT

They sip from bottles of ginger ale - Joey, Frank and Jimmy Hoffa - but only two of them are eating watermelon.

JOEY

I never seen a man walk through a crowd like Frank does and never touch a single person. Everybody parts out of his way. It's like Moses.

Jimmy nods to himself as he studies Frank. It's like they're alone in the room.

HOFFA

Maybe you should stay in Chicago a while.

FRANK

Whatever you want.

Jimmy seems pleased. Joey sucks on a slice of laced watermelon. To both of them -

HOFFA

You two sure like watermelon.

EXT. CHICAGO - DAY

Frank and Jimmy sit alone in the back of a parked car. The driver smokes outside it.

HOFFA

Everybody has to be united in the same direction or there's no progress for the worker, Frank. Dissenters are like Nazi collaborators. You were in the war. You know what I mean. You know what happens when you got to get from Point A to Point B. Sometimes a little beer spills on the way. With that in mind, I'm wondering if you'd help me straighten out a couple matters. All you got to do is show up. Everything else is taken care of. You can do it in a day. Will you do this for me?

He waits for Frank's answer to this thoroughly vague assignment.

FRANK

Sure.

EXT. FRANK'S HOUSE - PHILLY - DAY

A car pulls up in front of Frank's house. The driver takes his overnight bag from the trunk and carries it for him to his front door.

FRANK V/O

All in one day I flew to Puerto Rico, took care of a matter there for him, flew to Detroit and took care of a matter there, another in Chicago, and came home.

EXT. MINIATURE GOLF COURSE - NIGHT

Frank's wife Irene and daughters, and Jimmy and his wife, Josephine, play miniature golf. Jimmy dotes on Peggy, helps her with the club.

FRANK V/O

Jimmy fell for my daughter Peggy right away. And she fell for him. Maybe because she thought he wasn't like Russell and me and my other associates - he was legitimate or so she thought - and no one would get their fingers broken.

JO HOFFA

Smile.

Jo Hoffa snaps a picture of Jimmy and Peggy together.

INT. CLASSROOM - DAY

Peggy stands in front of a blackboard reading an essay from a piece of paper.

PEGGY

If you have it, a truck brought it to you. This is what Mr. Hoffa says, and it's true. He's the president of the Teamsters union. He started its Pension Fund. Before that, the workers had nothing but Social Security when they retired, which you can't live on. The Pension Fund changed that.

It must be Career Day. Frank's in a chair next to her as she goes on with her essay.

FRANK V/O

The Pension Fund changed everything. It was what everything was about. And Jimmy had complete authority over it. He decided who could borrow from it and who couldn't.

INT. FRANK'S HOUSE - DAY

Irene brings out a candle-lit birthday cake for Peggy. Frank, Jimmy and Jo are the only other adults there.

FRANK V/O

It's basically the same as what I did with Skinny: loan money for a fee to guys like that deadbeat at Harry the Hunchback's bar whose mother didn't die. Only Jimmy loaned money to the biggest guys in the mob.

A SERIES OF SHOTS

of six particular bosses in their legitimate places of business - restaurants, dry cleaners, bars, social clubs - and cooking dinners in their homes.

FRANK V/O

He loaned money to Santo Trafficante. To Meyer Lansky. To Carlos Marchello down in New Orleans. To Tony Salerno and Tony Provenzano in New Jersey. To my boss and friend, Russell in Philadelphia.

INT. CURTAIN SHOP - PITTSTON, PA. - DAY

Russell in his legitimate place of business again - his curtain shop - discussing fabric with someone.

FRANK V/O

And even when Russell wasn't borrowing, he was at the table getting a taste of what was on it.

EXT. ATLANTIC CITY - DAY

A guy looks at a vacant building site.

FRANK V/O

Let's say a guy wants to build a hotel. He goes to the Teamsters for a loan -

INT. OFFICE - DAY

The guy meets with another guy in a Teamster office. The one behind the desk wears a pin with the Teamster logo on his lapel.

FRANK V/O

He sees Allen Dorfman - who managed the Fund for Jimmy - who is happy to make the loan, but wants to make sure the Fund gets paid back. So he tells the guy to meet with Russell who he knows will make sure the guy pays back or else.

INT. CURTAIN SHOP - PITTSTON, PA - DAY

The guy who wants the loan speaks to Russell in the curtain shop.

FRANK V/O

Russell tells the guy he'll help him get the loan - for which he tacks on a 10-percent fee - which he splits with Dorfman who splits that with Jimmy.

INT. BANK - DAY

Money being put into safety deposit boxes.

FRANK V/O

Just like everything else, no one eats alone, and no one chokes.

EXT. LAS VEGAS - DAY

back before all the goofy hotels went up, back when it still looked like a desert dotted with building cranes.

FRANK V/O

The Fund was the mob's own private bank and with it they flourished.

(MORE)

FRANK V/O (CONT'D)
Teamster money built the casinos
in Havana and Las Vegas and
Atlantic City.

A counting machine in a counting room in one of the
casinos, counts money.

FRANK V/O
That Pension Fund was the golden
goose that laid the golden eggs.

INT. BEAUTY PARLOR - DAY

Several women sitting under hair dryers.

FRANK V/O
Jimmy also invested part of the
Fund in his own ventures - which
were always kept in his wife,
Josephine's, name.

We move across the women to find Jo Hoffa.

FRANK V/O
She owned, so to speak, a fleet
of Cadillac carriers, some charter
fishing boats, twenty-two percent
of a Florida land development
called Sun Valley - that sort of
thing.

EXT. CHICAGO - DAY

A man in sunglasses sits at a sidewalk table sipping an
espresso - the same man from the earlier scene who we saw
shot as he was frying eggs and sausages.

FRANK V/O
One of Jimmy's clients was Sam
'Momo' Giancana, who was friends
with the Kennedys from back when
Jack's father made his money along-
side the Italians as a bootlegger
during Prohibition.

EXT. GRAVEYARD - CHICAGO - DAY

Some men walk across the lawns of a graveyard, jotting
down the names on the tombstones.

FRANK V/O

Momo helped Joe Kennedy get his womanizing son elected president by making sure he won in Illinois.

INT. POLLING PLACE - CHICAGO - DAY

One of the men from the graveyard signs one of the names from the tombstones on the voting register.

FRANK V/O

In exchange, Jack was going to get Castro out of Cuba so Momo and his friends could get their casinos in Havana back.

INT. HOUSE - DAY

Jimmy Hoffa watches Kennedy's inauguration on TV.

FRANK V/O

But Jimmy didn't trust Jack and Bobby for one reason. They were millionaire kids.

JIMMY

If there's one person you can't trust it's millionaire kids.

FRANK V/O

It didn't matter they were Irish. It didn't matter they were Catholic. Jimmy didn't like them. Especially Bobby, who on top of being a millionaire's kid, was mental.

A shot of Robert Kennedy as his brother is sworn in.

FRANK V/O

The Teamsters were the only union to back Nixon.

INT. SENATE CHAMBERS - DAY

The McClellan Committee senators are arriving.

FRANK V/O

So what is the first thing Jack Kennedy does when he wins? He puts his crazy brother in charge of the Justice Department.

Jimmy Hoffa is already there - on time like always - looking irritated that he's been made to wait - sitting with his union attorneys, including Bill Bufalino. Bobby Kennedy arrives and takes the center seat. Jimmy covers the microphone and turns to Bill -

HOFFA

He's fifteen minutes late.

FRANK V/O

And what is the first thing he does? He goes after not just Jimmy - which in a way you could understand - but Giancana and all the other guys who put his brother in the White House.

Hoffa raises his right hand, and is sworn in.

FRANK V/O

I don't know where you learn something like that. I guess in Massachusetts, which is a place I've never liked - except for the clam chowder, which isn't bad.

Bobby Kennedy regards Hoffa like he's an insect.

BOBBY

Are you saying you don't remember doing any favors for Johnny Dio or you don't remember the conversation?

HOFFA

I'm saying, to the best of my recollection, I must recall on my memory, I cannot remember.

BOBBY

Where did this twenty thousand dollars come from?

HOFFA

From individuals.

BOBBY

Which individuals?

HOFFA

Offhand, that particular amount of money I borrowed I don't know at this particular moment, but the record of my loans, which I requested, I have, and out of all the moneys I loaned over this period of time I went into these ventures.

Everyone looks at each other to see if that made any sense to them.

FRANK V/O

The two of them were like that story about the guy who chases the whale. Only with Bobby and Jimmy, they were both chasing it. And at the same time were both the thing being chased.

INT. NIGHTCLUB - KINGSTON - DAY - 1975

The place is closed. Empty except for Frank at the bar with a beer, and the owner and Russell, who Frank can see beyond a doorway to a back room. The owner gives Russell an envelope.

FRANK V/O

When you're starting out, you always arrived for a meeting with someone like Russell with an envelope.

INT. BUFALINO'S HOUSE - NIGHT - 1960'S

Christmas lights glow on a tree. Sinatra sings from a hifi. Wearing an apron, Russell slices meat off a leg of prosciutto and stirs it into a simmering pot of sauce.

FRANK V/O

It wasn't payment for anything. No one was "paid" for anything. It was how you showed your respect.

FRANK

Is there anything you don't put prosciutto in?

BUFALINO

No.

INT. BUFALINO'S HOUSE - LATER - NIGHT

Russell and Carrie, and Frank and Irene and the girls eat Christmas dinner together.

FRANK V/O
But Russell wouldn't accept envelopes from me anymore.

INT. BUFALINO'S HOUSE - LATER - NIGHT

Now they sit around the Christmas tree, opening gifts.

FRANK V/O
Instead he gave them to me, in the form of jewelry for my wife, and gifts for my girls.

Peggy, as always, is uncomfortable in Russell's presence.

INT. BUFALINO'S HOUSE - LATER - NIGHT

Frank and Russell retire to the den to drink some limoncello and talk in private.

FRANK V/O
By this time, with the Kennedys running things, everyone was sure everyone's phone was bugged. You couldn't say anybody's name on the phone anymore. Everybody was "that friend," or "your friend," or "our friend," whether they were your friends or not. When you talked about Bobby Kennedy, he was "our friend." You could barely talk on the phone anymore.

INT. FRANK'S HOUSE - DAY - FLASHBACK

Frank has his kitchen phone to his ear.

BUFALINO
We need to talk about our friend.

FRANK
That's done. I took care of it.

BUFALINO
I'm talking about our other friend.

FRANK

The one we talked about.

BUFALINO

No, the other one.

Frank doesn't know what he's talking about.

FRANK

We should talk in person.

BUFALINO

I'm meet you at the place.

FRANK

The place last time.

BUFALINO

No, the other place.

FRANK V/O

It was impossible. You may as well throw the phone away.

BACK TO BUFALINO'S DEN AT CHRISTMAS

- where Frank and Russell can speak English -

BUFALINO

Jack, supposedly, is doing something about Cuba. The old man, supposedly, had a word with him. Finally he's giving us an envelope, supposedly.

EXT. PHILLY - DAY

Frank drives himself to a South Philly trucking company, climbs out of his car and speaks to a guy.

BUFALINO V/O

You need to go see Phil at Milestone Hauling. He'll have a rig for you.

EXT. HIGHWAY - DAY

Frank behind the wheel of a Milestone semi.

BUFALINO V/O

Drive it down to Baltimore to a
concrete plant on Eastern Avenue.
It's the only one there.

EXT. CONCRETE PLANT - BALTIMORE - DAY

Frank pulls the rig onto the grounds of the plant.
There's a little landing strip next to it.

BUFALINO V/O

A guy will meet you there. A
fairy named Ferrie.

Dave Ferrie climbs out of a small plane on the landing
strip and directs Frank to back his rig up to where some
army trucks are parked.

BUFALINO V/O

You'll pick up some things and
he'll give you some paperwork for
the load in case you get stopped.

Frank watches some Maryland National Guardsmen transfer
weapons and ammunition from their trucks to his.

EXT. HIGHWAY - NIGHT

Frank drives the rig down Route 13.

BUFALINO V/O

Drive the truck down to Florida.
That's where you'll leave it. At
a dog track outside Jacksonville.

EXT. JACKSONVILLE, FLORIDA - DAWN

Frank pulls the truck onto the parking lot of a deserted
dog track.

BUFALINO V/O

A guy with big ears will meet
you there and give you a car to
get you back to Philly.

As the guy gives Frank the keys to a car, Frank regards
his ears. They don't look so big.

BIG EARS

What are you looking at? You
looking at my ears?

FRANK

No.

BIG EARS

I had an operation, so there's no need for anyone looking at my ears anymore.

Big Ears walks away. Frank climbs into the car and watches as a bunch of Cubans begin unloading the weapons and ammo from the truck.

FRANK V/O

Russell and Giancana and Lansky and the rest figured Castro was a lot like them. He was a boss. He had a crew. He had territory.

EXT. HIGHWAY - DAY

Frank drives the car back up north.

FRANK V/O

But he had come onto their territory and took their property. No one is supposed to get away with that.

INT. FRANK'S HOUSE - NIGHT

Frank, Irene, Peggy and another daughter, Delores, watch a report on TV about the just-failed Bay of Pigs invasion.

FRANK V/O

Everybody knows what happened after that. Jack Kennedy fucked it up. He was supposed to provide air cover and at the last minute didn't. The poor saps who weren't killed outright on the beach were rounded up and who knows what happened to them after that.

Castro makes an anti-American speech on the TV.

FRANK V/O

Everybody else did what they were supposed to do - even that fairy Ferrie - but those millionaire Kennedys could fuck up a one-car funeral, and did.

(MORE)

FRANK V/O (CONT'D)
Everybody Downtown started
thinking the same thing - maybe
Jimmy was right about them.

EXT. MIAMI - DAY

The sun-bleached coastline of Miami Beach in 1961.
Everyone in short-sleeves and sunglasses.

FRANK V/O
But Cuba or no Cuba, there was
still a union to run.

EXT. DEAUVILLE HOTEL - MIAMI - DAY

Frank climbs out of a cab. A bellman helps him with his
luggage. Everyone else arriving looks just as much like
a gangster as he does.

FRANK V/O
Jimmy appointed me sergeant-
at-arms at the 1961 International
convention. It was first one I
ever attended.

INT. DEAUVILLE HOTEL - MIAMI - DAY

Frank stands next to check-in tables outside a ballroom,
scrutinizing the faces of those showing their union cards
to clerks for admittance.

FRANK V/O
One of the matters approved
was an increase to the expense
account. For someone like me who
traveled a lot on union business,
I appreciated that.

INT. DEAUVILLE HOTEL BALLROOM - MIAMI - DAY

While Jimmy addresses the convention delegates, Frank
surveys them, looking at their hands for cameras or guns.

FRANK V/O
The other big thing was filling
the International vice president
position vacated by Owen Brennan
who died about a month before of
a heart attack. Jimmy chose
Frank Fitzsimmons.

Fitzsimmons gets a handshake from Jimmy as he joins him at the podium.

FRANK V/O

Jimmy used to always say, "I may have faults, but being wrong isn't one of them." But with Fitz ... well, we know how that went.

INT. DEAUVILLE HOTEL SUITE - NIGHT

Jimmy pours Frank a glass of ginger ale.

FRANK V/O

One thing that wasn't discussed on the convention floor but was on Jimmy's mind, was Philly.

HOFFA

I'm a little concerned about Philly. I'm a little concerned about Joe McGreal.

EXT/INT. TRUCKING COMPANY - DAY

Joe McGreal walks into a trucking company office where the owner has an envelope waiting for him.

FRANK V/O

Joe McGreal was part of a rebel faction in Local 107. He was also a shake-down artist.

BACK TO THE HOTEL SUITE

HOFFA

Guys like that give the union a bad name.

FRANK

I'll take care of it.

HOFFA

No, I don't want that. I want you to run for president of the Local. If you run, I guarantee you you'll win. That'll take care of the McGreal matter.

Frank is stunned by Jimmy's belief in him, if that's what it is.

HOFFA

You're like family to me, Frank,
but that's not why I'm doing this.
I'm not giving you anything you
didn't earn.

FRANK

I don't know what to say.

HOFFA

Say you'll do it. That's all you
have to say.

FRANK

I'll do it.

HOFFA

Then it's done. You want some
watermelon?

FRANK

What?

Jimmy smiles, but leaves it at that.

EXT. TRUCKING COMPANY - PHILADELPHIA - DAY

Frank parks his Cadillac near the loading docks of the
same trucking company McGreal shook down, and climbs out.

FRANK V/O

Jimmy was right about his
guarantee. I won the election.
Maybe I won on my own. I'll
never know.

INT. TRUCKING COMPANY OFFICE - DAY

Frank comes into the same office where McGreal picked up
the envelope.

FRANK V/O

But I'm proud to say McGreal
never shook down another employer
in Philadelphia. Or, if he did,
I never heard about it.

The trucking company owner takes an envelope from his
desk to give to Frank, but Frank shakes his head no.

FRANK

I just wanted to come over and introduce myself. Frank Sheeran. President of Local 107.

The owner is stunned, figures there's something else afoot, but tentatively shakes Frank's hand.

INT. LOCAL 107 OFFICE - DAY

Frank in his own office now, behind a desk, working with some union guys on legitimate business.

FRANK V/O

This was as happy as I'd ever been. Or would ever be. And it might have gone on forever if it wasn't for that nut in Nashville.

INT. COURTROOM - NASHVILLE - DAY

A recess. Jimmy conferring with his attorneys at the defense table. The prosecution lawyers at their table. Spectators milling around.

FRANK V/O

Bobby's Kennedy's Get Hoffa Squad had Jimmy on trial in Tennessee for the car-carrier company in his wife's name. She was also part owner of that Florida land-development company bought with union funds I mentioned, but that trial was in Chicago, and the nut was in Nashville, not Chicago.

A young man in a raincoat emerges from the milling crowds and walks down the aisle toward the defense table.

FRANK V/O

Some people say you always run away from a guy with a knife and toward a guy with a gun. I don't know that I agree with that.

The nut pulls out a gun and points it at Jimmy, who rushes the guy, grabbing his arm. The gun goes off and everyone scrambles for cover, but Jimmy has hold the nut, wrestles him to floor and beats on him with his gun until the marshals get there and take over.

FRANK V/O

Jimmy asked me to come down to be with him after that. I would have done it without being asked, but he asked.

INT. COURTHOUSE - NASHVILLE - DAY

Frank, Jimmy's bodyguard now, walks alongside Jimmy toward the courtroom.

FRANK V/O

During the day, I watched out for nuts in the courthouse.

INT. ANDREW JACKSON HOTEL - NASHVILLE - NIGHT

The camera makes a trip around the suite to see who the occupants are, beginning with another bodyguard sitting in a chair in the open doorway -

FRANK V/O

At night, Ed Partin watched out for them and I watched television -

Frank sits watching the unfolding events of the Cuban Missile Crisis on the TV, jacket off, gun on the coffee table.

FRANK V/O

- while Jimmy strategized with his attorneys in his suite at the Andrew Jackson Hotel, which, apart from being a very nice hotel, had excellent fried chicken.

We regard each of the attorneys as they eat fried chicken.

FRANK V/O

Frank Ragato was Santo Trafficante's lawyer, loaned to Jimmy as a favor. Bill Bufalino - no relation to Russell as I mentioned - was the union lawyer out of Detroit. Tommy Osborn was very young and very smart.

Jimmy, the only one not eating chicken, paces -

FRANK V/O

Jimmy had reason to be a little concerned.

(MORE)

FRANK V/O.(CONT'D)
People were actually going to jail
because of the millionaire's son.
Johnny Roselli for one. Carlos
Marcello for another. Even
Russell was being investigated.

Back to Frank watching the TV.

FRANK V/O
The Cuban Missile Crisis is going
on - the world could end any day -
and what is the government doing?
Going after Jimmy.

EXT. HIGHWAY - TENNESSEE - DAY

Deserted stretch of highway. A lone Lincoln Towncar
parked on the shoulder.

FRANK V/O
And what is he doing?

A Tennessee State Highway Patrol car pulls over and
parks. But rather than what normally happens, a man gets
out of the Towncar, walks to the police car and hands the
trooper an envelope, returns to his own car, drives off.

INT. ANDREW JACKSON HOTEL SUITE - NIGHT

Jimmy and his lawyers arrange surveillance photos of
jurors on a coffee table. To one on which someone has
already written "Patrolman's Wife," Jimmy adds a check-
mark flourish.

Frank is in the same chair as before, again watching
television. Ed Partin is in the same chair as before in
the doorway, again watching for nuts.

FRANK V/O
And what is Ed Partin doing?

INT. A BATHROOM SOMEWHERE - DAY

Ed Partin removes tape that holds a small tape recorder
to his ribs -

INT. OFFICE - DAY

- and places it on the coffee table in federal prosecutor
Walter Sheridan's office.

FRANK V/O

And what happens?

INT. COURTROOM - NASHVILLE - DAY

The man who rendezvoused with the trooper out on the highway is called to the stand. As he raises his right hand to be sworn in, Jimmy, at the defense table, raises his own and spreads his fingers. The man nods.

FRANK V/O

The Teamster who made the Ten-K payoff to the juror's patrolman husband took the Fifth.

The Teamster witness leans into the microphone -

TEAMSTER

On the advice of counsel, I respectfully decline to answer that question under the protection afforded me by the Constitution.

SHERIDAN

All I asked is are you a member of the International Brotherhood of Teamsters.

WITNESS

On the advice of counsel, I respectfully decline to answer -

FRANK V/O

But it didn't matter. They had Ed Partin's tape. And Jimmy now had jury-tampering to add to his list of woes.

INT. LOCAL 107 - PHILADELPHIA - DAY

Frank comes into the lobby from the street and is surprised to find it empty. Not even the security guard is there.

FRANK V/O

The only bright spot for Jimmy during all this was what happened that November.

He comes down a hall and finds everyone standing around a television set. To them -

FRANK

What is it?

No one says anything. Some are weeping. He looks at the TV and surmises what we already know: John Kennedy has been shot in Dallas.

EXT. WASHINGTON DC - DAY

All the flags are at half-staff except the one outside Teamster headquarters in DC. As Jimmy emerges from the building, a news crew intercepts him.

REPORTER

Mr. Hoffa, will you be attending the service?

HOFFA

I wasn't invited.

REPORTER

You don't have to be invited. A million Americans will be there.

HOFFA

In that case, I need to check my schedule.

Jimmy continues toward his waiting car, trailed by the news crew.

REPORTER

If you were to go, and were asked to speak, what would you say?

HOFFA

I'd say Bobby Kennedy is just another lawyer now.

TV IMAGE

The slain president's solemn funeral procession Jimmy isn't part of. A camera focuses on Robert Kennedy.

FRANK V/O

Bobby didn't know who was behind the matter in Dallas any more than anyone else. But he knew he was to blame. He knew how things worked.

Mob bosses are among the mourners paying their respects, or trying to appear so. Russell, Tony Salerno, Colombo, Giancana.

FRANK V/O

A boss has a problem with another boss, he doesn't fix it by kissing an underboss. To kill a dog, you cut off its head, not its tail.

INT. VILLA D'ROMA - NIGHT

Russell sits with his wife at his usual table, dipping prosciutto bread in wine.

FRANK V/O

The second that bullet took the top of Jack Kennedy's head off the Organized Crime program just stopped.

INT. COURTROOM - NASHVILLE - DAY

Jimmy regards the jury, which has just rendered its verdict. Frank watches from his usual spot in the back of the courtroom.

FRANK V/O

It just came a little too late for Jimmy whose trials were already underway.

The judge motions to Jimmy to rise. Jimmy stands.

JUDGE

Mr. Hoffa, most defendants that stand before this court for sentencing have either violated the property rights or personal rights of other individuals. You stand here convicted of having tampered with, really, the very soul of this nation.

EXT. HIGHWAY - DAY - 1975

The Cadillac parked at the side of the highway. All the luggage is out of the trunk. As Frank and Russell change a flat tire, the wives seize the opportunity for a cigarette. A truck roar by and -

EXT. PENNSYLVANIA - DAY - 1960'S

- a prison bus roars past on the same highway.

FRANK V/O

He got eight years for that.

EXT. LEWISBURG FEDERAL PENITENTIARY - DAY

The black bus pulls past the gates of the penitentiary.

FRANK V/O

And another five for the Sun
Valley land development thing.

INT. LEWISBURG PENITENTIARY - DAY

Jimmy Hoffa - Inmate No. 33298-NE - is fingerprinted
and photographed and given a blue denim prison uniform.

FRANK V/O

That's thirteen years of school.
But it could have been worse. It
could have been some place other
than Lewisburg.

INT. LEWISBURG PENITENTIARY - DAY

Jimmy and several other Teamsters and mobsters eat
spaghetti and meatballs and ice cream in the cafeteria.

FRANK V/O

Lewisburg is where they put
everyone from Downtown, and they
pretty much ran the place. Lunch
time was like Happy Hour at the
Friendly Lounge. Jimmy said they
had the best ice cream he'd ever
tasted, and he loved ice cream.

INT. VISITORS ROOM - LEWISBURG - DAY

Jimmy sits with his lawyers at a table. Opposite him is
an empty chair.

FRANK V/O

Question 41 in the Federal Correctional Institutions brochure is: "How can I take care of my business while in confinement," and the answer is: "You must appoint someone else to run your business while you are confined."

A visitor - Frank "Fitz" Fitzsimmons - comes in and sits down in the empty chair.

FRANK V/O

Jimmy chose Frank Fitzsimmons. Fitz's main qualification was he was weak. Jimmy could control him. Fitz liked to drink and play golf and that was about it.

EXT. GOLF COURSE - DAY

Fitzsimmons whacks a golf ball off a tee.

FRANK V/O

The problem is - weakness is a weakness, and that leads to other problems. But in Lewisburg, Jimmy had the other thing to be concerned about. The Little Guy from Jersey - Tony Provenzano.

INT. LEWISBURG PENITENTIARY - DAY

Provenzano, who is even smaller than Jimmy, moves down the cafeteria line alongside much taller inmates.

FRANK V/O

Tony Pro - before he went to school for a semester for extortion - ran things in New Jersey for Tony Salerno. He also ran a Teamster Local in north Jersey.

EXT. NEW JERSEY - DAY

A car drives down a highway past farms.

FRANK V/O

I never liked Pro. He'd kiss you for nothing.

(MORE)

FRANK V/O.(CONT'D)
One time he had a guy kissed for getting more votes than him in a union election - and they were on the same ticket.

INT. CAR - MOVING - DAY

The guy in the passenger seat fiddles with the radio.

FRANK V/O
He just couldn't stand someone being more popular than him and had Sally Bugs strangle the poor guy with a nylon rope and bury him on a farm.

As the guy settles on a station and sits back in his seat, Sally Bugs, in the back seat, loops a rope around his neck and strangles him -

INT. LEWISBURG PENITENTIARY - CONTINUED - DAY

Pro sits at Jimmy's table with his tray of food. Jimmy's done with his, except for his ice cream, which he savors.

PRO
I got to talk to you about a problem I got with my pension.

HOFFA
I know.

PRO
You know? What do you know?

HOFFA
I know you're having a problem with that.

PRO
Will you look into for me?

HOFFA
There's nothing to look into. It is what it is.

PRO
What is it?

HOFFA
You lost it. You forfeited it when you came here.

PRO
Yours is forfeited, too?

HOFFA
No.

Pro can't imagine why his is gone and Jimmy's isn't, but Jimmy doesn't elaborate. He just eats his ice cream. Eventually -

PRO
Your pension is still there.

HOFFA
Un-huh.

PRO
We're both sitting here.

HOFFA
We're both sitting here for different things. You're sitting here for extortion. I'm sitting here for fraud.

PRO
So?

HOFFA
So that's the difference.

PRO
I don't see the difference.

HOFFA
I didn't threaten anybody, you did.

PRO
So what? That makes no sense.

HOFFA
It does if you think about it.

PRO
It doesn't, but I don't want to debate. Just do something about it.

HOFFA
There's nothing I can do.

PRO
There's always something you can do.

HOFFA

It's Federal law.

PRO

I don't care. You can still do something about it.

HOFFA

I can't. What can I do.

PRO

You can get me my fuckin money.

HOFFA

How?

PRO

Some other way.

HOFFA

What way.

PRO

The same way you got your money.

HOFFA

I earned my money.

PRO

You're here for fraud. You stole money. I stole money. Okay, in a different way. Fine. Still. I want what I'm owed.

HOFFA

You people.

PRO

What?

HOFFA

What?

PRO

What did you say?

HOFFA

I can't help you.

PRO

You people, you said. What does that mean, you people.

HOFFA

I'm tired of talking about this.

PRO

You people?

Jimmy ignores him. Eats his ice cream like Pro's not there. Suddenly Pro lunges across the table, and grabs him. They tumble to the floor and fight until the guards get there to break it up.

INT. SHOE STORE - OHIO - DAY - 1975

Irene and Carrie try on dress shoes. Russell collects an envelope from the store owner. Frank regards a row of mens shoes including a tasseled pair with spikes -

EXT. GOLF COURSE - DAY

Fitzsimmons, as he is so often, is back on the golf course, lining up a putt.

FRANK V/O

So Jimmy had the Pro problem, and he had the Fitz problem. The Fitz problem was everyone Downtown liked him. He'd make Pension Fund loans to people Jimmy never would. And after the Dorfman thing, he even lowered the interest.

EXT. ALLEN DORFMAN'S HOUSE - DAY

A garage door opens automatically. The man behind the Lincoln Continental backs out.

FRANK V/O

Allen Dorfman, you remember, ran the Fund. He was an ex-Marine and had worked with Jimmy a long time. He was one tough Jew.

The windows of the Lincoln suddenly explode from shotgun blasts. Holes erupt in the body of the car.

FRANK V/O

His car was hit - I don't know - fifty times. The car - not him - is the point I'm trying to make.

Dorfman yanks the glove compartment open to get to his gun as the shotgun blasts keep pocking the car.

FRANK V/O

That's not how you kiss somebody. That's how you send a message. But the message wasn't for him, because, like I said, he wasn't afraid of anybody.

As the dust settles, Dorfman can't quite believe he's not dead.

EXT. WRECKING YARD - DAY

The Lincoln is destroyed. Dorfman is fine. Fitz regards the car nervously.

FRANK V/O

The message was for Fitz, who everyone knew had no balls. After that, anybody who wanted anything from the Pension Fund got it.

A TV IMAGE

shows Robert Kennedy making an announcement.

FRANK V/O

When Bobby announced he was running for president, he had to step down as Attorney General. Lyndon Johnson replaced him with Ramsey Clark.

INT. VILLA D'ROMA - NIGHT

A celebration is going on at the bar. Frank is there. Russell. Angelo. Skinny and the rest of the regulars.

FRANK V/O

Everybody approved of Ramsey Clark. He didn't bother anybody. He even disapproved of wire-taps, if you can imagine. We called him Pamsey Clark.

Everyone lifts their glass.

EVERYONE

To Pamsey.

INT. LEWISBURG PENITENTIARY - NIGHT

Jimmy paces in his cell.

FRANK V/O

Jimmy would've celebrated, too,
but now he was worried about Fitz
finally - Pro or no Pro - Bobby or
no Bobby - which that terrorist
took care of for good in the
kitchen of that hotel in Los
Angeles two months later.

INT. HOTEL KITCHEN - DAY

It's chaotic in the kitchen, but not because of an
assassination. This isn't the Ambassador - it's a hotel
in Miami - and they're cooking for hundreds of people.

FRANK V/O

Jimmy had reason to worry.

INT. BALLROOM - MIAMI HOTEL - DAY

Frank regards the ballroom while the hotel staff sets
out glasses, dish- and silverware and centerpieces on the
tables. There's a big picture of Fitz on the stage.

FRANK V/O

The convention was coming up
again and this time there wasn't a
single picture of him in the
convention hall - just one out in
the lobby in a corner.

INT. LOBBY - MIAMI HOTEL - DAY

Frank has a couple of hotel maintenance guys rescue the
poster of Jimmy from the lobby corner.

FRANK V/O

It was like Fitz's people were
trying to erase him like this was
Russia.

INT. BALLROOM - MIAMI HOTEL - DAY

Now two posters flank the stage - one of Fitz, and the
other smaller one of Jimmy - as Jimmy's wife speaks -

JO

As he looks forward to his next parole hearing Jimmy sends you his good wishes and, God willing, will see you all the next convention.

While there is enthusiastic applause from the membership, Frank notes the rather fainter applause by Fitz.

INT. VILLA D'ROMA - NIGHT

Frank sits alone with Russell at his usual table.

BUFALINO

How's everyone at home?

FRANK

Good. How's Carrie?

BUFALINO

Good. How's Jimmy?

FRANK

Not good. He wants to get out.

BUFALINO

That's understandable.

They dip bread in wine. Then -

BUFALINO

We need to talk about something other than Jimmy for a minute. I wonder if you could help out with another matter.

EXT. COLUMBUS CIRCLE - DAY

An Italian-American Civil Rights League rally.

FRANK V/O

A few months before, Joey Gallo got that nut from Harlem to kiss Joe Colombo.

A black man walks up to Colombo, shoots him in front of his wife and kids, and is shot by Colombo's bodyguards.

FRANK V/O

No doubt he had someone's approval, but not like that, not in front of the man's family.

EXT. NEW YORK - NIGHT

Crazy Joey climbs out of a car with his young wife and his bodyguard, smiling and waving to photographers before going into a nightclub.

BUFALINO V/O

Now this fresh kid's running around New York with show business big shots getting himself in the papers all the time.

INT. VILLA D'ROMA - CONTINUED

BUFALINO

Not only that, he's shaking down a couple of restaurants in Little Italy.

INT. NIGHTCLUB - NIGHT

Crazy Joey shares a table with other glamorous types.

FRANK V/O

Running around like you're Errol Flynn - okay. Kissing someone in front of his family - not okay but okay. Messing around with Little Italy - that's definitely out.

INT. MOTEL ROOM - DAY

A pile of guns on a coffee table.

FRANK V/O

For something like this you want two guns: the one you intend to use, and a backup.

Frank regards the guns while the man who gathered them - red-haired John Francis - waits.

FRANK V/O

You want something with more stopping power than a .22. A .32 or a .38.

He moves the .22's and silencers aside.

FRANK V/O

You certainly don't want a silencer. You want noise to send the witnesses running for cover.

He adds the .45's to the other rejects.

FRANK V/O

But not as much noise as a .45 makes - which you could hear in a patrol car blocks away.

EXT. NEW YORK - DAY

Little Italy on a normal spring day.

FRANK V/O

Normally, nothing like this happens in Little Italy. It's bad for the tourist business if tourists think it's unsafe, and people from Downtown make a lot of money on the tourist business here.

Downtown Guys sitting outside a social club.

FRANK V/O

Plus tourists don't know how to be good witnesses. They don't have the sense like normal people to tell the cops it was eight midgets who did it.

Tourists taking pictures on a corner.

FRANK V/O

But it would be late and the tourists from Idaho would be in bed by then, and the fact it was Little Italy would relax Joey and relaxed is what you want.

We - a POV - find and enter Umberto's Clam House -

INT. UMBERTO'S CLAM HOUSE - DAY

The POV regards the interior - the two entrances on Mulberry and Hester - the arrangement of tables - like it's making a diagram of the place.

FRANK V/O

It was his birthday, so he'd probably be there with his wife and other relatives - which, in this case, was the point. Because of the Colombo thing, they should have to see what it's like. His bodyguard would be there, too.

A waiter comes past with plates of spaghetti with clam sauce.

FRANK V/O

The place could be crowded or not late at night. One good thing about late is he'd have a couple drinks in him and that would slow him down a little.

The POV finds an empty table for four, reserved perhaps for someone special.

FRANK V/O

There's no way you could get closer than fifteen feet before someone reached for their piece. Joey himself would be carrying, although it would probably be in the wife's purse. The bodyguard's would be closer at hand, so you'd want to deal with him first.

INT. FRANK'S HOUSE - NIGHT

Frank's daughter Peggy - late teens now - watches unnoticed through a crack in the bathroom door as her father slips a .32 and a .38 in the back of his waistband and puts his jacket on.

INT. FRANK'S HOUSE - NIGHT

It's late. The house is dark. As he's leaving, Peggy appears at the top of the stairs.

PEGGY

Where are you going?

FRANK

I have to go out. Go to bed.

INT/EXT. FRANK'S HOUSE - NIGHT

Frank gets into John Francis's car. Peggy watches from a window.

EXT. LITTLE ITALY - NIGHT

Umberto's Clam House is the only place open this late. Crazy Joey's Lincoln pulls up in front. He climbs out and helps the other passengers out, the first being his wife.

FRANK V/O

Umberto's is on the corner of Mulberry and Hester Street, so I'd get out on Mott Street and walk there and John Francis would drive around the block a couple times.

John Francis pulls his car over. Frank gets out on the corner of Mott and Hester Street and the car pulls away.

FRANK V/O

If I didn't come out, he'd leave. If I came out it was done but he wouldn't have seen anything so he could never say anything except he dropped me off on Mott Street, which is nothing.

Frank walks toward Umberto's Clam House.

FRANK V/O

Sometimes with something like this you want to go to the bathroom first. It gives you a chance to make sure no one followed you in. It also gives you a chance to make sure there's nobody in the bathroom you have to worry about. It also gives you a chance to go to the bathroom. You don't want to be uncomfortable.

Frank opens the Mulberry Street door of Umberto's -

FRANK V/O

But I went before and in a place this small, this late, you may as well just go right to work.

INT. UMBERTO'S CLAM HOUSE - CONTINUOUS

Frank steps inside. Walks toward the bar. Notes Crazy Joey Gallo and his wife at a table with another couple, a bodyguard - and a little girl who must be his daughter.

Before the bartender can ask Frank what he wants to drink, he walks toward Gallo's table and shoots the bodyguard with the .38. Gallo's wife and the other couple dive for cover, pulling the girl down with them.

Gallo pushes away from the table to run. Frank shoots him once from behind just as he reaches the door, twice more on the sidewalk, then walks up the block just as John Francis pulls around it. He gets in the car.

FRANK V/O

Naturally, the next thing you want to do is get rid of the gun. John Francis liked a place in Yonkers.

EXT. YONKERS - LATER - NIGHT

Frank throws the gun into the Hudson while John Francis waits in the car.

FRANK V/O

There's a spot like this in Schuylkoll River in Philly. If they ever sent divers in they'd find an underwater armory.

INT. COFFEE SHOP - OHIO - DAY - 1975

Frank washes his hands in the mens room.

FRANK V/O

It turns out the Gallo thing was good for business. That's the irony. Right now I guarantee you there's a tour bus parked outside Umberto's and 27 tourists gawking at the chair he was sitting in. And they got to eat somewhere.

He comes out and past Russell on a pay phone. Frank can't be sure, but it seems Russell maybe stops talking to whoever he's talking to until Frank is out of earshot. He joins his wife and Carrie at a table.

INT. PAROLE HEARING ROOM - DAY - 1973

Jimmy sits before the parole board, reading from a prepared statement about how he will devote his life on the outside to education.

FRANK V/O

Jimmy's parole board hearing didn't go so well. For one thing they weren't any more pleased than Tony Pro was about his one-point-seven million dollar pension.

INT. LEWISBURG PENITENTIARY - DAY

Jimmy is escorted down the cell block by guards.

FRANK V/O

Luckily, all the money the Teamsters threw at Nixon's campaigns over the years paid off.

EXT. LEWISBURG PENITENTIARY - DAY

Frank and Jimmy's lawyers escort him past reporters and photographers as he's released.

FRANK V/O

Up to his ears in Watergate, the President still found time to pardon him and there was nothing the parole board could say about it.

EXT. LUMS - MIAMI - DAY

Frank waits at the pick-up counter of a hotdog stand. A TV by the grill - like every TV in America - broadcasts the Watergate hearings.

FRANK V/O

The first thing he did was go down to Miami for a well-deserved vacation. The first thing I did was pick up some chili dogs for us from Lums, which he loves almost as much as ice cream.

Frank watches as his order is assembled.

FRANK V/O

The secret is they steam them in beer. There's not a better hotdog in America.

INT. JIMMY'S CONDO - MIAMI - DAY

The Watergate hearings are on the TV here, too, but Frank and Jimmy aren't watching as they eat their chili dogs.

HOFFA

What am I going to do with Fitz? He actually thinks he runs things. I appointed him. Now he thinks he's somebody.

FRANK

He's very popular Downtown.

HOFFA

Of course he is. He loans money to anyone. If the banks did that - can you imagine? - we'd have a financial crisis. I need another napkin.

Frank hands him some.

HOFFA

He's not going to step down. I have get him out of there in an election - which I can do - I just can't believe I have to.

Frank nods, but his silence says something.

HOFFA

What.

FRANK

Like I said, he's popular Downtown.

HOFFA

Downtown doesn't run this union.

FRANK

With Fitz, they do.

HOFFA

This cocksucker has fucked everything up. Him and that other cocksucker. That cocksucker is campaigning for him.

FRANK

Because of his pension.

HOFFA

Because of his pension he doesn't deserve.

FRANK

He carries some weight, Pro. A lot of votes.

HOFFA

I know.

Jimmy wipes at his shirt with a napkin.

HOFFA

Do I really have to make peace with this cocksucker? I hate the idea of that.

FRANK

Without him, Fitz would lose. There's no doubt.

Jimmy tries to picture sitting down with Pro, and it's enough to ruin his otherwise nice lunch.

HOFFA

If I sat down with him, would you come along?

FRANK

Of course.

Jimmy glances away to the TV. John Dean is testifying, his wife sitting stoically behind him.

HOFFA

That's a good-looking broad, that Mo Dean.

INT. PRIVATE CLUB - MIAMI - DAY

Frank and Jimmy sit at a table waiting. Jimmy checks his watch. Looks at Frank.

HOFFA

Fuck it. Let's go.

FRANK

Let's give him a few more minutes.

HOFFA

This isn't right. You don't do this. You don't make a man wait.

FRANK

I know.

HOFFA

The only time you do is when? When you want to say something. When you want to say, Fuck you. That's the only time.

Frank nods. They wait. Finally, the door opens and Tony Pro - wearing shorts and a polo shirt like he just came from the pool - comes in with another man. They join Jimmy and Frank at the table.

PRO

I just heard it's eight degrees back home. Can you believe that? It's what, seventy outside? Why don't we live here year-round is what I want to know.

Jimmy doesn't say anything. Regards Pro's casual attire. Eventually -

PRO

What.

HOFFA

You're late.

PRO

There was traffic.

HOFFA

I've never been late for a meeting in my life.

PRO

(to his cousin)
Wasn't there traffic?

The cousin nods.

HOFFA

I've never waited for anyone who's late more than ten minutes.

PRO

I'd say fifteen. Fifteen is right.

HOFFA

No. Ten.

PRO

I don't think so. Ten is not enough. You have to take traffic into account.

HOFFA

That is taking traffic into account. That's why it's ten.

PRO

I still say fifteen.

HOFFA

Ten.

PRO

Fine. We disagree on that. I'm here. What can I do for you?

Jimmy can barely think straight as mad as he is about Pro being late, but eventually collects himself.

HOFFA

I want to ask you for your endorsement for -

PRO

Before you tell me, let's get the other thing straightened out.

HOFFA

I can't do anything about your pension. Not with Fitz in there. With Fitz there, you should talk to Fitz about it.

PRO

I did. He says he'll take care of it. No questions asked. You wouldn't do that, but he will. I meant the other thing.

HOFFA

The other thing.

PRO

You know.

HOFFA

I don't know.

PRO

Your apology.

HOFFA

My apology. For what.

PRO

For what you said when you were sitting there eating your fucking ice cream like some fucking king. That was an ethnic slur - "you people."

Jimmy just looks at him. Then -

HOFFA

I'll apologize for that - after you apologize for being late - you mother fucking wop cocksucker.

Now Pro just looks at Jimmy while Frank shakes his head wearily. Eventually -

PRO

I'll apologize for that - after I kidnap your granddaughter, rip her guts out and send them to you in an envelope.

Jimmy goes for him. Frank and Pro's cousin try to pull them apart - like the guards did in the prison cafeteria - but, just like then, it isn't easy.

INT. CAR - MOVING - MIAMI - NIGHT

Frank drives Jimmy back to his condo after the disaster with Pro. They drive in silence. Then -

HOFFA

You think Russell would do something about the Little Guy?

FRANK

That would be complicated.

HOFFA

I know, but maybe you could talk to him. Have a conversation. See what he says. I'd appreciate it.

EXT. NEW YORK - NIGHT

Frank and Russell climb out of Frank's car.

FRANK V/O

There's no way what Jimmy wanted was going to happen. Russell, Pro and Pro's boss Tony Salerno were all Genovese technically.

They head for the entrance of Vesuvius restaurant.

FRANK V/O

But maybe things could be smoothed over without going that far. Maybe calmer heads could get together and prevail.

INT. VESUVIUS - NIGHT

Frank and Russell share a table with Tony Salerno.

SALERNO

I don't approve of what Pro said to Jimmy.

FRANK V/O

Now that Bobby Kennedy was long gone and Eliot Richardson was all tied up with Watergate, we could speak English again wherever we wanted.

SALERNO

But I'm not going to tell him what he can say and what he can't say. Jimmy says things too he shouldn't sometimes.

BUFALINO

He's very upset.

SALERNO

I'm sure he is. Who talks like that about a man's grandchildren? But someone has to calm him down.

FRANK

I don't know what to tell him to calm him down.

SALERNO

I don't know if it will calm him down but you can tell him I always liked him and I won't stand in his way.

EXT. GOLF COURSE - DAY

Fitz plays golf with the diminutive Tony Pro.

FRANK V/O

That didn't calm him down. But at least for a while he dealt with Fitz instead of the Little Guy.

EXT. TEAMSTER OFFICES - DC - DAY

Jimmy, always a magnet for reporters, stands outside what used to be his office building, giving a televised interview.

HOFFA

This guy travels around the country to every goddamn golf tournament there is. He does this and collects a full-time salary as Teamster president. How do you do that? There's not enough hours in a day. I went to prison for fraud. This is fraud what he's doing.

EXT. MARINA - LAKE MICHIGAN - DAY

A man and his family walk along a dock carrying fishing tackle and a cooler.

FRANK V/O

Fitz responded to Jimmy's criticism by asking Jimmy's old friend and ally Dave Johnson to resign from Local 299 so Fitz's son Richard could take over.

As Dave Johnson and his wife and kids near his 45-foot cabin cruiser, it suddenly blows up.

EXT. STREET - DETROIT - DAY

A man comes out of the Nemo Bar and walks toward his white Lincoln Continental.

FRANK V/O

Jimmy responded by sending a message back that Fitz's son Richard should be happy with things the way they were.

Richard Fitzsimmon's Lincoln blows up.

EXT. UNION HALL - DAY

Jo Hoffa puts a file box in the trunk of her car and climbs in behind the wheel.

FRANK V/O

Fitz responded by suggesting to Jimmy's wife Josephine she might be happier working somewhere else and fired her from her union job, which cost them forty-eight grand a year.

Her hand shakes as she turns the key in the ignition, but the car doesn't blow up.

INT. NBC STUDIO - DAY

Jimmy is the guest on "Meet The Press." A make-up girl dabs moderator Lawrence Spivak's face, but when she tries to do the same for Jimmy, he waves her off.

FRANK V/O

The thing with Jo enraged Jimmy so much he tried to discredit Fitz for good by playing the highest card in the deck. The organized crime card.

Jimmy on-camera now, in the middle of the program -

HOFFA

Frank Fitzsimmons has sold this union out to his underworld pals. The mob controls him, which means it controls our Pension Fund. I'm talking about a billion dollars in loans this man has given to known racketeers for their illegal enterprises.

FRANK V/O

This sort of thing got everyone's attention.

INT. VESUVIUS - NIGHT

Salerno, Russell and Frank again.

SALERNO

Is he serious?

BUFALINO

He doesn't mean any of this.

SALERNO

Maybe he got religion in prison.

BUFALINO

He didn't.

SALERNO

People do. Remember Whispers.
The other Whispers.

BUFALINO

He's just doing what the
millionaire's son did to him
because it worked.

SALERNO

I don't know. When I hear a
thundering herd of hooves, I think
of horses, not zebras. Maybe he
means what he says.

BUFALINO

I don't think he does.

SALERNO

Either way it's not good. Some-
one should tell him maybe he wants
to cash in that big pension and
spend more time with his
grandchildren.

FRANK

I don't think he wants to do that.

SALERNO

He should think about it is all.

EXT. STREET - NIGHT

Frank walks along with Jimmy who is walking his dog.

HOFFA

Who said that?

FRANK

It doesn't matter. It was said.

HOFFA
Was it Russell?

FRANK
No.

HOFFA
The Little Cocksucker from the
Miami Fiasco?

FRANK
No.

HOFFA
Who.

FRANK
The other Tony.

HOFFA
Which other Tony? They're all
named Tony. What's the matter
with Italians - they can only
think of one name.

FRANK
Salerno.

That Tony means something to Jimmy, but not enough
apparently, even after some reflection.

HOFFA
I'm not retiring. Someone can
tell him that.

Someone means Frank. He's right in the middle of this
now. Jimmy cleans up after his dog.

HOFFA
How's everything at home?

FRANK
Good.

HOFFA
That's good. How's everything in
Philly?

FRANK
Good.

HOFFA
That's good.

Silence.

HOFFA

What's wrong.

FRANK

Nothing. It's not the right time.

HOFFA

What isn't.

FRANK

107's putting together a testimonial dinner for me. I was thinking of asking if you might present the award.

HOFFA

Who's going to be there?

FRANK

Everyone.

Jimmy doesn't respond, wondering perhaps if he'd be safe with "everyone" there.

FRANK

I understand.

HOFFA

No, I'll be there. I don't give a fuck who's there. You deserve this. I'd be honored.

INT. THE LATIN CASINO - NIGHT

We come past a poster on an easel that says, "Frank Sheeran Appreciation Night," and make our way into a crowded ballroom.

FRANK V/O

Everyone was there.

Russell, Bruno, Tony Salerno and Tony Pro and their wives at one table, and other guys from Downtown at others.

FRANK V/O

Even the mayor was there, Frank Rizzo. And the head of the NAACP, Cecil Moore. And the former D.A., Emmett Fitzpatrick.

They are on the dais with Frank and Jimmy. Just below it at a table are Josephine Hoffa and Frank's wife Irene and his daughters.

FRANK V/O

John McCullough of the roofer's union put the tribute together and he went all out.

Waiters move around the tables, serving dinner to two thousand people.

FRANK V/O

Usually at these things, you get chicken. If you're lucky, maybe a piece of meat. John arranged it so you could have prime rib or lobster. I had the prime rib and it was excellent.

Skinny Razor stands at the head of a line where a bartender in a tuxedo mixes him a drink.

FRANK V/O

And the bar was an open bar. And not just beer and wine. You could get any drink you wanted and not pay for it.

Russell and Salerno regard Jimmy eating prime rib up on the dais.

BUFALINO

Jimmy's always been good to deal with far as I'm concerned, and the fact is there's only so much money they can loan and when that well's dry, it doesn't matter who's in charge of it.

SALERNO

I'm not concerned about new loans. He said to someone once Fitz is out, he's going to call in old loans. Real estate, casinos, whatever it is, you don't pay, he's taking them over.

BUFALINO

He said that?

SALERNO

Who does he think he is, Castro?

INT. THE LATIN CASINO - LATER - NIGHT

As dessert is served, a line of fishnet-stockinged dancers high-kick on stage.

FRANK V/O

For entertainment John had the Gold Digger Dancers, with those legs that don't quit. And later, that Italian singer, Jerry Vale, who always seems to be at these things.

Russell has found a place he can speak to Jimmy in confidence.

BUFALINO

I don't understand why you're doing this. You don't need the money.

HOFFA

It's not about money.

BUFALINO

Then I don't understand what all this talk is about.

HOFFA

It's my union.

BUFALINO

I don't know. It seems maybe it's about something else.

Nothing from Jimmy.

BUFALINO

Some people - not me - are a little concerned. Some people - not me - feel you - might be -

HOFFA

Might be what.

BUFALINO

Demonstrating a failure to show appreciation.

HOFFA

I'm not showing appreciation?

BUFALINO

Some people - not me - might think so.

HOFFA

I went to school for eight years. I didn't name one name.

BUFALINO

I know.

HOFFA

I had to sit there listening to that whining cocksucker from New Jersey when all I wanted to do was eat my ice cream in peace.

BUFALINO

I know.

HOFFA

I'm not showing appreciation?

BUFALINO

According to some people - not me.

HOFFA

Fuck them.

Jimmy walks away. Frank watches from across the room concerned.

FRANK V/O

One thing you don't do is say no to Russell. The other thing you don't do is walk away from him. You wait for him to walk away. You don't walk away first.

INT. THE LATIN CASINO - LATER - NIGHT

Russell and Salerno watch Jimmy up at the podium, finishing his presentation to Frank -

HOFFA

Frank has devoted his life to this union. As a shop steward, as an organizer, as a mediator - he's been tireless in his service to the working men and women of this state. He also holds a record you may not know, which I don't think anyone will ever beat: Most arrests on a picket line - 26 times in 24 hours.

The guests applaud and laugh.

HOFFA

I've known Frank a long time. I respect him. I rely on him.
(MORE)

HOFFA (CONT'D)
He is a union man to his bones,
and he is my friend. I am
honored to present this award -
and this beautiful watch - to
Frank Sheeran.

Frank joins him at the podium as everyone applauds.
Jimmy puts a gold diamond-encrusted watch on his wrist,
pats him on the back, turns the microphone over to him.

FRANK
Thank you, Jimmy. Thank you all.
Thank you to my wife Irene, and my
lovely daughters for putting up
with me all these years. I know I
don't deserve all this tonight.
But I have arthritis and I don't
deserve that either -

Everyone laughs.

INT. THE LATIN CASINO - LATER - NIGHT

As Jerry Vale sings "Sorrento," a photographer motions
Frank and Jimmy to stand together for a picture -

HOFFA
Look at all these people who came
out. I truly had no idea you were
this strong.

FRANK
It's a free steak and an open bar.

HOFFA
No, they're here for you.

The camera flashes.

PHOTOGRAPHER
One more.

HOFFA
I really do appreciate all the
support you've given me. I mean
it. It's not just words. I'm
glad you're on my side.

FRANK
It's an honor.

The camera flashes again -

INT. THE LATIN CASINO - LATER - NIGHT

Now Jerry Vale's singing an Irish song as Frank and Irene and other couples dance. Russell and Salerno are talking at their table. Salerno, who doesn't look happy, gets up and leaves. The song ends and Russell gestures to Frank he needs to talk to him. They find a private spot.

BUFALINO

I didn't want to do this in front
of everybody.

He hands Frank a small jewelry box. Inside, Frank finds a gold ring with an Italian coin on top.

BUFALINO

Only three people in the world
have one of these, and only one
of them is Irish. I have one.
Angelo. And now you.

FRANK

I don't know what to say.

BUFALINO

Put it on. Let's see if it fits.

Frank slips the ring on. It fits. Jerry Vale starts another song.

BUFALINO

There's one other thing. I'm
sorry to do this to you on your
special night but it can't wait.
It just got out of hand with our
friend. You got to talk to him.
For his sake.

He's looking at Jimmy dancing with Jo.

FRANK

I don't know what else to tell him
I haven't told him already.

BUFALINO

Tell him what it is.

Frank isn't sure he heard right. Russell nods to emphasize what he shouldn't have to.

INT. THE LATIN CASINO - LATER - NIGHT

Alone in the men's room, Frank and Jimmy wash their hands.

FRANK

I just spoke to Russell. He just spoke to Salerno.

HOFFA

Yeah?

FRANK

He means what he's saying.

HOFFA

So do I. He can't seem to get that through his head.

Jimmy dries his hands on a towel. Notices how ashen-faced Frank is.

HOFFA

Don't look so concerned.

FRANK

I'm a little concerned.

HOFFA

Nothing's going to happen to me. I got more records and lists ready to be mailed to the press than that motherfucker can imagine. I know things he doesn't know I know. He should be a little concerned, not you.

FRANK

He is. He told Russell to tell me to tell you what it is.

Jimmy looks at Frank like Frank looked at Russell when he said it.

HOFFA

He said that?

Frank nods gravely. Someone else comes into the men's room. Jimmy drops the hand towel in the towel hamper and leaves. Frank stays behind to wash his hands again ...

INT. CADILLAC - MOVING - DAY - 1975

Frank and Russell in front, the women in back, as Frank drives along the highway through Ohio.

FRANK V/O

The wedding was all well and good, but the real point of our trip to Detroit was a peace mission.

EXT. GAS STATION - OHIO - DAY - 1975

An attendant checks the oil. The women are buying cigarettes from a machine while Russell buys some candy. Frank's making a call in a phone booth.

FRANK

I'm with the old man. We're driving up. He hopes this thing can be worked out.

HOFFA

What'd he say?

FRANK

He said let's work this thing out. Sit down after the wedding and work it out.

HOFFA

I'm not going to the wedding. Too many people I don't like are going to be there.

FRANK

We could do it at your place if you want. At the lake.

HOFFA

At the lake, huh.

FRANK

Or anywhere.

HOFFA

From day one I wanted to work this out.

FRANK

I know.

HOFFA
From day fucking one.

FRANK
I know.

HOFFA
Just you two, right? Not the
Little Guy.

FRANK
Of course the Little Guy. That's
the point.

HOFFA
No. Just the three of us.

FRANK
The three of us defeats the
purpose.

HOFFA
I'm not sitting down with that
cocksucker.

FRANK
It's time to sit down. Everybody
says so.

HOFFA
Not with him.

FRANK
You're making me work hard.

HOFFA
Just us.

Jimmy hangs up. Frank lets himself out of the booth.
Russell comes up to him with a small paper bag.

BUFALINO
What'd he say?

FRANK
He's thinking about it.

BUFALINO
That's all right. That's good.
You want a Snickers?

INT. HOWARD JOHNSONS - OHIO - DAY

They're checking into another motel.

INT. HOWARD JOHNSONS - OHIO - LATER - DAY

Russell hangs up a phone, crosses a patio where Irene and Carrie wade in the pool with swimming caps on, sits with Frank at a patio table, sips a Diet Coke.

BUFALINO

Maybe you should give Jimmy another call. See if he's thought about it.

INT. HOWARD JOHNSONS - OHIO - LATER - DAY

Frank speaks on the pay phone near the pool.

HOFFA

When are you getting in?

FRANK

Tomorrow morning.

HOFFA

Good. I changed my mind about the other thing.

FRANK

You did?

HOFFA

I'm meeting with the Little Guy tomorrow afternoon.

FRANK

With the Little Guy.

HOFFA

Tony Jack set it up.

FRANK

With the Little Guy. Where?

HOFFA

In public, where do you think. The Red Fox. On Telegraph. You know it?

FRANK

Tony Jack is Pro's cousin.

HOFFA

They're all fucking cousins, what are you going to do. But Jack's okay.

(MORE)

I talked with ^{HOFFA (CONT'D)}him several times
after the Fiasco in Miami.

FRANK
I'd feel better if I was there.

HOFFA
So would I, that's why I asked
when you're getting in.

FRANK
What time is the meeting?

HOFFA
2:30, and he better not be late.

FRANK
The Red Fox.

HOFFA
On Telegraph. I'll be there at 2.
So you should be there at 2.

FRANK
I'll be there at 2.

Frank hangs up, a little puzzled about Jimmy's change of
heart. Walks back to the patio table.

BUFALINO
What'd he say?

FRANK
He's going to meet with Pro.

BUFALINO
That's good.

FRANK
Tony Jack arranged it.

BUFALINO
That's good.

INT. MOTEL ROOM - HOWARD JOHNSONS - EVENING

Frank and Irene change out of their driving clothes into
something nicer for dinner, like people used to do.

FRANK V/O
Maybe Jimmy was setting up Pro.
Or maybe he was counting on Pro to
act like Pro so his cousin Tony
Jack could see it.
(MORE)

FRANK V/O (CONT'D)
Or maybe this wedding really was
bringing everyone together.

There's a knock on the door. Russell and Carrie, dressed nicely, too, now. As they all leave -

FRANK V/O
Whatever it was, you'd think
Russell would have asked when the
meeting was, whether he was
supposed to come or not.
Something.

The door closes. We remain in the empty room.

FRANK V/O
But he didn't.

INT. ITALIAN RESTAURANT - OHIO - NIGHT

The two couples share the best table in the restaurant.

FRANK V/O
We ate that night at a little
Italian place Russell owned a
piece of.

A waiter deliver plates of food.

FRANK V/O
I had spaghetti marinara and
broccoli rabe - and afterwards -
like you do in Italy - some salad
- with dressing Russell made
himself in the back.

INT. RESTAURANT KITCHEN - LATER - NIGHT

Frank watches Russell prepare his special salad dressing in the restaurant's kitchen.

BUFALINO
You got to start with good olive
oil. If you don't have that don't
bother.

He pours about a cup of olive oil in a mason jar.

BUFALINO
Same with the balsalmic. If
it's not aged at least ten years,
forget it, you may as well eat
Wishbone.

He pours some thick black balsalmic vinegar in the jar.

BUFALINO

By the way, we got a little change in plans. We're going to hang around here tomorrow morning and drive up in the afternoon.

Frank doesn't say anything as Russell adds salt and pepper to the mason jar. Eventually -

FRANK

I told Jimmy we'd be there in the morning.

BUFALINO

I know.

Russell holds something up that looks like his own gnarled hand.

BUFALINO

You know what this is? Ginger root. This is the secret to good dressing.

Frank isn't thinking about salad dressing; he's still reeling from Russell telling him he's not going to let him be with Jimmy at the meeting with Pro. As Russell chops up some ginger root and puts it in the jar -

BUFALINO

We did all we could for him. But he made one too many threats. It's clear he intends to eat alone. It's what it is.

Russell looks to Frank for a nod that he understands, but Frank doesn't nod. Russell swirls the mixture in the jar around like a snifter of brandy and dips a finger in to taste it.

BUFALINO

Frank?

FRANK

What.

BUFALINO

Don't call him.

INT. HOWARD JOHNSONS MOTEL ROOM OHIO - LATER - NIGHT

Frank lies awake in bed next to his sleeping wife. The phone rests on the night stand next to him.

INT. HOWARD JOHNSONS - OHIO - MORNING

Frank comes down to the breakfast room. Russell is the only other guest there this early, filling a plastic bowl with cornflakes.

BUFALINO

Morning.

FRANK

Good morning.

BUFALINO

How'd you sleep?

FRANK

Fine.

BUFALINO

Want some Total?

FRANK

Okay.

Russell prepares him a bowlful.

BUFALINO

We're going up to Port Clinton today.

FRANK

I thought we were staying here.

BUFALINO

The women are staying here. We won't be gone long. Three hours tops.

They sit with their cornflakes. Russell eats his. Frank lets his get soggy.

FRANK

What's in Port Clinton?

BUFALINO

A plane.

FRANK

A plane.
(Russell nods)
To where?

BUFALINO

Detroit.

This isn't making any sense to Frank.

FRANK

We're going to Detroit now?

BUFALINO

You're going to Detroit now.
Then you're coming back. Then
we'll take our time driving up.
Nice leisurely drive.

Frank has no idea what he's talking about, but doesn't like it, whatever it is.

BUFALINO

I got to put you into the thing,
Frank. Otherwise you'd never let
it happen, and it's gonna happen.

Russell looks at Frank with the fondness of a father to a son.

BUFALINO

I got to do this for your sake.

Russell eats his cornflakes. Frank only stirs his.

INT. CADILLAC - MOVING - HIGHWAY 80 - OHIO - DAY

As Frank drives, Russell sits in the passenger seat looking out at the scenery.

FRANK V/O

I had to be in it. I knew too
much already not to be. Either
way Jimmy would be gone, but this
way what could I ever say against
anyone? Nothing. This way - and
it was only out of respect for
Russell the others had agreed -
I'd be safe.

EXT. AIRSTRIP - PORT CLINTON - OHIO - DAY

They drive onto a grass airstrip on the edge of Lake Erie where a small plane waits. Frank parks and gets out. Russell stays in the car.

FRANK V/O

And so would Irene. All she and Carrie knew - and could ever say - is we took the Caddy for a couple hours to run some errands while they ate lunch and smoked cigarettes at the motel coffee shop, and then we were back.

Frank climbs the steps of the plane and sits in one of its six seats. The pilot closes the door without looking at him and returns to the cockpit. As the plane begins to taxi, Frank looks out the window at the Cadillac.

EXT. MICHIGAN - DAY

The plane descends over the northwest shores of Lake Erie. Lands on the Pontiac Airfield. The pilot lowers the steps and Frank climbs out and walks to a parked Ford that's empty. He gets in, finds keys under the mat, starts it up.

INT/EXT. FORD - PONTIAC, MICHIGAN - MOVING - DAY

Frank drives along Telegraph Road. Opens the glove compartment, notes the little .22 in it, closes it, sees the Red Fox restaurant up ahead, checks his watch.

FRANK V/O

I couldn't see him, but it was two o'clock, so he was there, and he'd be expecting me no later than five after. Jimmy knew Pro had no respect for punctuality, but he knew I did.

Frank drives past the Red Fox and makes a left onto Seven Mile Road.

EXT. PONTIAC, MICHIGAN - DAY

Frank drives across a railroad bridge. Then down a residential street with old modest houses on acre lots. Checks an address scribbled on a torn piece of newspaper. Pulls over and regards a house with brown shingles.

FRANK V/O

Everything was close to everything else. The airstrip. The restaurant. The house. And where he'd go after that.

Frank notes a Buick parked at the end of a single-lane driveway running alongside the house.

FRANK V/O

Some people said that was in a 55-gallon drum that ended up in a New Jersey dump. Or in the end zone of Giants stadium, under the grass.

Frank opens the glove box and takes out the .22. Gets out of the car, shoving the pistol in his back waist band under his jacket.

FRANK V/O

These people never had a body on their hands. You don't want to drive one more mile than you have to if you can help it.

He climbs the brick steps of the brown-shingled house and opens the unlocked front door -

INT. HOUSE - PONTIAC - CONTINUOUS

A man on his hands and knees looks up at Frank through Coke-bottle glasses.

SALLY BUGS

Hi, Frank.

Sally has a matte-knife in his hand and uses it to cut some linoleum he's laying out on top of the wood floor of the entry.

Frank ignores him. Surveys the entry. Then walks into the adjacent living room, glimpsing as he goes two young Italian guys in the kitchen playing cards. Sally Bugs comes in, parts the blinds and looks out.

SALLY BUGS

Chuckie's late.

FRANK V/O

Chuckie was Jimmy's foster son. He was in the thing too but didn't know it.

Sally Bugs sees a car pulling to the curb.

SALLY BUGS

Is that him?

A Mercury pulls in with just the driver in it, a guy wearing a wide-collared paisley shirt and gold chains like he's in Saturday Night Fever. Frank nods.

FRANK V/O

All Chuckie knew, he was picking up one of Pro's guys - Sally, who he didn't know - and me - who he did know - and we were all picking up his dad at the Red Fox for a meeting. He was in it, as you say, stupidly.

EXT. HOUSE - PONTIAC - MOMENTS LATER

Frank and Sally Bugs come out of the house and approach the Mercury.

FRANK V/O

I felt sorry for Chuckie. If anyone deserves to be forgiven, it's him.

SALLY BUGS

I'm Sally.

CHUCKIE

Hi. Hi, Frank.

FRANK

Chuckie.

SALLY BUGS

Let's go. I don't want your father yelling at me for being late. You can sit in front, Frank.

Frank isn't sure he wants to sit in front. Sally Bugs, we may remember, strangled that poor Teamster Secretary-Treasurer in the front seat. But Sally already has the car's back door open and is sliding in.

SALLY BUGS

What the fuck is this?

CHUCKIE

What.

SALLY BUGS

It's wet back here.

CHUCKIE

I had a frozen fish I had to drop
off to someone.

SALLY BUGS

A fish? The seat is wet from a
fish?

CHUCKIE

Sorry.

Sally Bugs lays his handkerchief on the seat and sits on
it. Frank climbs into the front passenger seat.

INT. MERCURY - MOVING - DAY

Chuckie makes a right off Seven Mile Road onto Telegraph.

SALLY BUGS

What kind of fish?

CHUCKIE

I don't know. A fish. To eat.

SALLY BUGS

You don't know what kind?

CHUCKIE

No.

SALLY BUGS

Where'd you get it?

CHUCKIE

At a fish place.

Frank checks his watch. It's 2:40.

EXT. RED FOX RESTAURANT - DAY

They pull into the parking lot as Jimmy is coming out of
the restaurant. Chuckie taps the horn and waves. Jimmy
regards the Mercury a moment, then comes over to it.

CHUCKIE

Sorry I'm late.

HOFFA

You're late? What the fuck are you even doing here? Who invited you?

SALLY BUGS

Hi, Jimmy.

HOFFA

Who the fuck are you?

SALLY BUGS

I'm with Tony.

HOFFA

You're with Tony. You're with this cocksucker who's late again? I'm not waiting for this cocksucker again. He was supposed to be here at 2:30. It's 2:40. I don't wait for anyone more than ten minutes. Mother fucking cocksucker.

SALLY BUGS

He's at the house.

HOFFA

What house?

SALLY BUGS

He's with Russ.

HOFFA

He's with Russ? What the fuck's going on here?

SALLY BUGS

Look who's here.

Jimmy leans down to see who's in the passenger seat.

FRANK

Hi, Jimmy.

HOFFA

Frank. Where were you? You were supposed to be here at two. What is this?

FRANK

Russell decided to come. But not here. He doesn't know the place. It's not comfortable for him.

HOFFA

Russell's here?

Frank nods. Jimmy relaxes a little.

SALLY BUGS

Get in. We'll bring you back
after to get your car.

Sally Bugs pushes open the back door for Jimmy to get in
and the image freezes -

FRANK V/O

No way in a million years Jimmy
would ever get in a car with one
of Pro's guys in it ... unless I
was in it, too. Which is why I
was in it. I made it safe.

The image unfreezes: Sally Bugs taps the seat next to
him.

SALLY BUGS

There was a fish in here, but I
cleaned it up.

HOFFA

What?

SALLY BUGS

Chuckie had a fuckin fish in
here, he doesn't even know what
kind, but it's okay now, I wiped
it up.

HOFFA

You put a fish in here? In your
car?

CHUCKIE

For Bobby Holmes. Bobby likes
fish.

SALLY BUGS

I cleaned it up. It's all right.

Jimmy looks at Frank again as if to ask, Is it all right?
Frank nods. Jimmy gets into the back seat next to Sally.

HOFFA

Chuckie, never put a fish in your
car. Unless it's wrapped up good.

CHUCKIE

I know.

The Mercury pulls out of the lot.

INT. CHUCKIE'S MERCURY - MOVING - DAY

The Mercury drives the same route Frank took earlier.

HOFFA

Frank. You couldn't come by at 2:00 and tell me this? I had to wait there forty minutes like a moron?

FRANK

I came as soon as I got in.

HOFFA

You got in this morning.

FRANK

I didn't. Russell had some business in Port Clinton this morning.

HOFFA

This morning. Okay. But it's this afternoon. All due respect to Russ but no one could come over at 2:00 and tell me it was 2:30? At the very least?

FRANK

I'm sorry. I apologize.

HOFFA

(like Sally's not there)
And who the fuck is Pro sending a fucking errand boy.

FRANK

Sally's not staying.

HOFFA

That's right he's not staying. But Pro sent him is the point when he should've come picked me up himself.

(to Sally)

Can you even see out those glasses?

SALLY BUGS

I can see, Jimmy.

EXT. HOUSE - PONTIAC - CONTINUOUS

The Mercury pulls into the driveway behind the Buick and the Ford and idles. Jimmy and Frank get out. Sally Bugs comes around and gets into the passenger seat.

As Chuckie backs the car out, Jimmy and Frank head for the house. Jimmy - as he always does with whoever he's with - walks ahead.

HOFFA

You got your friend with you?

Glancing back, he sees Frank touch the small of his back.

HOFFA

Good. You never know with this cocksucker, with or without Russ there.

He opens the front door -

INT. HOUSE - PONTIAC - CONTINUOUS

As soon as he's inside, Jimmy knows there's a problem. He should hear voices - but it's quiet. And there's no one in the living room, which he can see from here. And there's this badly-cut piece of linoleum under his feet.

FRANK V/O

He knew right away what it was.

FIVE QUICK VIGNETTES:

Tony Pro playing Greek rummy with some guys at his union hall in New Jersey -

Tony Salerno watching a soccer game on a TV -

Fitz on a golf course chipping a ball out of a sand trap -

Russell napping in the back of Frank's Cadillac parked on the Port Clinton airstrip -

Irene Sheeran and Carrie Bufalino smoking cigarettes in the motel coffee shop -

FRANK V/O

Just not my part of it.

BACK TO THE HOUSE -

HOFFA

Let's get out of here, Frank.

As Jimmy bumps past Frank to leave, grasping the knob of the door Frank just closed, Frank shoots him twice behind his right ear.

He slumps to the floor. Blood runs onto the temporary linoleum. Frank tries to open the door, but Jimmy's body is against it. He gently tugs Jimmy away from it, gets it open, sets the .22 on Jimmy, walks out and closes the door.

EXT. PORT CLINTON - LATER - DAY

The plane taxis to a stop on the airstrip. The pilot, careful not to look at Frank, lowers the steps for him. He comes down them and crosses to the Cadillac, where Russell is napping.

Frank climbs in and starts it up. Russell wakes as the car pulls out. Just by looking at Frank, he can tell the little errand in Detroit has been taken care of.

BUFALINO

Anyway, I hope you had a pleasant flight.

FRANK

I hope you had a good sleep.

And that's it. They drive in silence.

INT. CHURCH - DETROIT - NEXT DAY

Jimmy's lawyer's daughter comes down the aisle on the arm of her father. The church is packed, and a lot of them are wiping at tears with Kleenex.

Frank doesn't have Kleenex, and wouldn't use it if he did. He quickly wipes at his eyes with the back of his hand.

His daughter Peggy glances at him curiously. Russell glances over less curiously as Frank looks down at the gold ring he gave him and the watch Jimmy gave him.

INT. CAR - MOVING - NIGHT - 1999

The wedding march is swallowed up by the roar of trucks on the highway. Sitting in the passenger seat, Frank has the same expression of grief and remorse on his face, but he's twenty-some years older. He looks out the window as the car he's in passes the Howard Johnsons.

INT. FRANK'S HOUSE - PHILADELPHIA - DAY - 1975

A TV broadcasts a news report on Hoffa's disappearance. He's been missing a couple days now. Frank comes in from outside, takes his coat off, regards the TV and his wife and daughters who are watching it.

FRANK

Still no word?

Irene shakes her head no. Frank pours himself a drink.

FRANK

I should call Jo.

IRENE

You haven't called her yet?

FRANK

I'm calling her now.

Irene turns back to the TV report. Peggy doesn't. She studies her father ...

FRANK V/O

I'm not sure what it was. Maybe I looked hard, instead of worried. Or that I should have been rushing out to hurt somebody, and wasn't. Whatever it was, it was wrong, and just by looking at me, she knew.

Peggy watches her father turn and head upstairs.

FRANK V/O

She stopped talking to me that day. August 3rd, 1975. She has a good job and lives outside Philly now - but my daughter Peggy disappeared from my life that day.

INT. FRANK'S HOUSE - LATER - NIGHT

Alone in his bedroom, Frank sits on the edge of his bed dialing a phone. He can hear the report from downstairs faintly up here as people who know nothing theorize about the disappearance. The call connects.

FRANK

Jo? It's Frank.

(pause)

Whatever you need, anything I can do, I'm here.

She's crying now. He puts the receiver to his head like it's a gun ... then back to his ear.

FRANK

It's gonna be all right. I'm sure he's all right.

EXT. FUNERAL PARLOR - NIGHT

The two Italians who were playing cards in the kitchen lift a body in a black garbage bag from the trunk of the Buick.

FRANK V/O

Not that it was any of my business, but Russell told me later they cremated Jimmy at a funeral parlor a mile from the house.

They carry it to the back door of the funeral parlor.

FRANK V/O

They put him in a box and fired up the oven.

INT. FUNERAL PARLOR - NIGHT

A pine coffin burns in a cremation oven.

FRANK V/O

The oven burns so hot it melts everything - bones, teeth, watch, rings - but leaves the shape of the body, like Pompeii.

The cinders of the coffin fall away to reveal an ashy body. It comes out and someone pokes at it, dissolving it to ashes.

FRANK V/O

It was no more complicated than that.

INT. GRAND JURY ROOM - DAY

The father of the bride from the wedding, attorney Bill Bufalino, sits at the defense table. His client - Frank - is being question by a D.A.

FRANK V/O

Everyone who ever had anything to do with Jimmy was hauled in and questioned. And everyone took the Fifth, which is what you do.

FRANK

On the advice of counsel, I respectfully decline to answer that question under the protection afforded me by the Constitution.

D.A.

Let me ask you this: What color is my pen?

FRANK

On the advice of counsel, I respectfully decline to -

INT. COURTHOUSE - DAY

Frank and his lawyer head for the back exit.

FRANK V/O

Still, everyone got indicted and convicted for one thing or another, just not for that. No one, as you know, even went to jail for that. And no one talked. Which is unusual since usually three people can keep a secret only when two are dead.

EXT. THE HOUSE IN PONTIAC - DAY - FLASHBACK

The two Italians playing cards in the kitchen -

FRANK V/O

The Andretta brothers got twenty years for squeezing cash out of a trucking company in exchange for labor peace.

INT. PRISON - DAY

Tony Pro walks down a cell block with other inmates -

FRANK V/O

Pro was convicted with them, but he was already back in school for that other thing I mentioned before -

INT. CAR - MOVING - DAY - FLASHBACK

The man in the passenger seat finds the radio station he wants and sits back.

FRANK V/O

That poor Secretary-Treasurer who got more votes than Pro, which they finally got him on.

As the nylon rope loops around the guy's neck to strangle him, Coke bottle glasses on a face come into frame.

FRANK V/O

Sally Bugs, you recall, did that one.

EXT. FEDERAL BUILDING - DAY

From very far away, someone watches Sally Bugs walk from his car to the building.

FRANK V/O

Sally was seen going into a federal building. This by itself isn't a crime. Everyone has to do that sometimes. But Sally - who knows better - didn't tell anybody about it - which you must always do. When you don't, it can only mean one thing: You're not going there for tea.

EXT. NEW YORK - NIGHT

Sally comes out of the Andrea Doria Social Club.

FRANK V/O

I suppose there's a chance it
wasn't that. But when in doubt,
have no doubt.

Frank and John Francis walk up to him.

FRANK

Hi, Sal.

SALLY BUGS

Hi, Frank.

Sally looks at John Francis, who he doesn't know. As he waits for an introduction, Frank shoots him twice in the head - one of the bullets coming out shattering a lens of his thick glasses.

FRANK V/O

Sally was dead by the time he
hit the ground, but to discourage
anyone with an idea to look out
their window after two shots, John
gave him three more.

John Francis pumps three shots into Sally's body.

INT. OPERATING ROOM - DAY

Tony Salerno on a surgical table getting a colonoscopy.

FRANK V/O

Tony Salerno they got on an
income tax thing. The same week,
he was diagnosed with cancer.

INT. VILLA D'ROMA - DAY

Russell has what seems to be a very cordial conversation with another man at his table.

FRANK V/O

Russell got hooked threatening to
strangle Jack Napoli over 25,000
dollars worth of jewelry he took
on credit and never paid for.

BUFALINO

It's what it is, Jack.

EXT. VILLA D'ROMA - DAY

Russell is escorted out of the restaurant by federal agents.

FRANK V/O

Napoli was rigged. They had it on tape. They called it extortion even though it was Napoli who was clearly in the wrong.

INT. CAR WASH - DAY

Frank's car inches through a car wash covered in suds.

FRANK V/O

They got me for my Cadillac. I bought it from Eugene Boffa who leased truck drivers to freight companies and paid them substandard wages, skimming the difference.

Frank peers through soapy windows of the car wash at his Cadillac as leather tongues from the ceiling shimmy and sway and push the suds around.

FRANK V/O

They said I paid under-market value for the car, and I had no receipts to prove otherwise. They said the car was a bribe to let Boffa continue to pay his non-union wages.

Frank watches the Cadillac as spray-hoses rinse it and the dryer blowers switch on.

FRANK V/O

I loved that car, but it wasn't worth the eighteen years they gave me for it.

EXT. SANDSTONE PRISON - DAY

A remote prison set down amidst bare trees.

FRANK V/O

We all went to Sandstone,
Minnesota, which is no Lewisburg.
It's up by the Canadian border,
where it's colder than Philly, New
York and Chicago put together.

EXT. SANDSTONE PRISON - DAY

Bundled up against the cold, Russell, Salerno and some
other old inmates in wheelchairs roll bocce balls across
snow-patched ground. Frank, who's getting no younger
himself, watches from the sidelines.

FRANK V/O

Russell got Parkinson's there.
Tony Salerno couldn't control his
urine anymore. The arthritis in
my hands moved to my back, and
neuropathy was in my feet. I
couldn't feel either one of them.
Neurontin helped a little but it
also makes you dingy. If you take
it at night, okay, but during the
day it makes you forgetful. We
were all falling apart and the
freezing fucking cold wasn't
helping.

INT. SANDSTONE CAFETERIA - DAY

Frank comes in with a paper bag, shuffles across the
cafeteria.

FRANK V/O

I needed a cane, but they won't
give you a cane in prison, since
you could use it as a weapon.

He sits with Russell.

BUFALINO

You got it?

Frank nods. Takes prosciutto bread out of the bag and
begins breaking it into pieces. Eventually -

BUFALINO

Jimmy was a nice man. Nice
family. I didn't want it to go
that far.

FRANK

I know.

Frank pours two glasses of grape juice.

BUFALINO

I should have protected you some other way. I can't forgive myself for what I did to you.

FRANK

It's all right.

Russell regards his shaking hand as he tries to steady it enough to dip a piece of bread in the juice.

BUFALINO

Is this my punishment?

EXT. SANDSTONE PRISON - DAY

Frank waits for Russell on the so-called bocce court with other old inmates. Spots him in his wheelchair as it's pushed by another inmate the other way.

FRANK

Where you going?

BUFALINO

To church.

FRANK

To church?

BUFALINO

Don't laugh. You'll go, too, when the time comes.

Frank watches Russell as his wheelchair rolls along the frozen earth.

FRANK V/O

Russell went to church. Then he went to the prison hospital in Springfield. Then he went to the graveyard.

EXT. GRAVEYARD - DAY

The number of people in attendance seems too small for someone of Russell's stature.

FRANK V/O

I got out that October. Irene
died in December. December 17th.
Lung cancer. No surprise.

Frank stands at his wife's grave with three of his grown daughters, supporting himself on aluminum canes like a polio victim. Peggy is there, but stands apart from her sisters and father. He looks at her, but she won't look at him.

INT. FRANK'S HOUSE - DAY

Frank moves around the house on his canes, emptying ashtrays of butts with lipstick marks on the filters.

INT. FRANK'S HOUSE - ANOTHER DAY

He sits in a chair in front of a TV he's not watching, drinking alone.

INT. FRANK'S HOUSE - ANOTHER DAY

He fills a plastic container marked with the days of the week on it with dozens of pills, gets confused and starts over.

INT. FRANK'S HOUSE - NIGHT

He comes past in his pajamas, negotiating a dark hallway on his canes. Trips and falls and can't get up.

INT. ASSISTED LIVING FACILITY - DAY

Elderly men and women dot a rec room like checkers on an abandoned board. Some sit at games - dominos, cards, Candyland - others regard a television with the sound turned down too low for them to hear.

Frank sits apart from them in a wheelchair, the gold watch on his wrist, the gold ring on his finger, his eyes hidden behind aviator sunglasses. He's been here for months.

INT. ASSISTED LIVING FACILITY - ANOTHER DAY

Frank sits in his wheelchair in his room. There's a small framed photograph in his lap. A nurse comes in to take his vitals. As she does -

FRANK

This is my daughter Peggy.

It's the snapshot of Peggy and Jimmy at the miniature golf course. The nurse gives it a perfunctory glance.

NURSE

Is it. I don't think I've met her.

FRANK

She hasn't been around much.

NURSE

She's your only child?

FRANK

I have four daughters.

NURSE

Really.

Frank nods. None of them have been around much.

NURSE

Who's that with her?

FRANK

Who's that?

NURSE

Relative?

FRANK

That's Jimmy Hoffa.

NURSE

Oh.

She clearly doesn't know who that is. Frank doesn't bother telling her.

EXT. ASSISTED LIVING FACILITY - ANOTHER DAY

Frank sits with two young FBI men in the courtyard. He actually seems pleased to have them here. At least they're visitors.

FRANK

I'm sorry but I have to direct you to my attorney Mr. Ragano if you want to talk about Mr. Hoffa - or any other matter for that matter. I got nothing new to say.

FBI AGENT

He's dead.

FRANK

Who's dead?

FBI AGENT

Your attorney, Mr. Ragano.

FRANK

He's dead? Who did it?

FBI AGENT

Cancer.

Frank didn't know.

FBI AGENT

Everybody's dead, Mr. Sheeran.
But Mr. Hoffa's children aren't.
They live with not knowing, and
that's hard to do.

Frank actually seems like he might be thinking about
talking to them. But then -

FRANK

You seem like nice fellas. And
I appreciate you coming to see me.
But I can't help you.

EXT. BANK - OUTSIDE PHILLY - DAY

An orderly tries to assist Frank as he struggles out of
a taxi with his canes.

FRANK

I got it. I'm fine. You stay
here.

INT. BANK - DAY

He comes in on his canes. Stands in a short line.
Looks around like he's casing the place. Makes it to
the front, but lets someone go ahead of him so he can
wait for a particular window.

The customer there leaves and he hobbles toward it.
The teller - his daughter Peggy - sees him coming and
puts her "closed" sign up before he gets there.

FRANK

Peggy, don't.

She's walking away from the counter toward the back.

FRANK

I just want to talk to you.
Peggy. I'm dying.

Peggy goes through a door and closes it. The other customers look at Frank.

EXT. HOUSE - PHILLY - DAY

The taxi, parked outside a small house.

INT. HOUSE - PHILLY - DAY

Frank sits with one of his other daughters - Delores.

DELORES

What do you want me to do?

FRANK

Call her. Tell her I want to talk to her.

DELORES

Talk to her and tell her what?

FRANK

I want to tell her I'm sorry.

DELORES

For?

FRANK

I know I wasn't such a good father. I tried to be. I tried to protect her. All of you.

DELORES

From what?

Now that he thinks about it, he's not sure what.

DELORES

You have no idea what it was like for us. We couldn't come to you with a problem because of the horrible things you'd do to fix it for us. You thought you were protecting us, but it was the opposite. We didn't get protected because we were too afraid to go to you for protection.

(MORE)

DELORES (CONT'D)
We were protected from nothing, or
anyone, ever. You have no idea
the things people did to us.

FRANK
What did they do to you?

DELORES
Why. What are you going to do
about it? You can't even walk.

Delores regards him a moment. Then -

DELORES
You weren't a bad father ... you
were a nightmare.

INT. CASKET STORE - ANOTHER DAY

They build them and sell them here. It's more like a
workshop inside a warehouse. The salesman used to be a
rock and roll promoter, but now he does this. He wears a
porkpie hat.

SALESMAN
I could tell you something else
but I'll tell you the truth: It
makes no sense going with anything
more expensive than particle board
for cremation. Will it be
cremation? Or burial?

FRANK
Burial.

Frank surveys the rows of caskets from his wheelchair,
the orderly by his side.

SALESMAN
Is it for a man or a woman?

FRANK
It's for me.

INT. HOSPITAL ROOM - DAY

Frank is in a hospital room, in his wheelchair, hooked
up to IVs, looking through some unframed photographs
someone has brought over.

The image of his face suddenly changes from film to
video as a camera is switched on. He seems out of it.
Morphine or Dilaudid for all the pain.

VOICE

You saw the monsignor.

Frank slowly runs a hand through his hair, guided by the morphine.

VOICE

What'd you tell him?

FRANK

I told him it's been 60 years since my last confession.

VOICE

What'd he say to that?

FRANK

He said that's okay.

VOICE

What else you tell him?

FRANK

That's between me and him.

VOICE

Come on, Frank.

FRANK

I told him I've done some things I'm not proud of.

VOICE

You told him what those things are.

FRANK

He doesn't need details. You don't have to tell him everything to get absolution. It's not required.

VOICE

So you got what you needed from him.

FRANK

I'm at peace.

The video camera tilts down to the photos on Frank's lap - there's one of Russell and Frank on top - then back up to his face.

VOICE

Are you?

Frank looks up at the camera with that look of quiet menace we saw before.

FRANK

You're not being clever. You think you are, but you're not. Be satisfied. You got enough. Don't be probing.

VOICE

You didn't tell him about the house.

FRANK

I didn't have to tell him about the house. You're not listening. You don't have to say everything.

VOICE

You do.

FRANK

You don't. I just told you.

VOICE

No, you do. You. It's the last thing you got to do.

Frank knows he's right, but won't admit it. The camera keeps shooting as he leafs through the photos. Eventually -

FRANK

I know what I got to do. I'm not stupid. I got to say it. I don't have a fuckin chance after this if I don't. I die and ... I know what I got to do.

He looks up at the camera.

FRANK

Ask me the question.

VOICE

Do you stand by what you've told me?

FRANK

Yeah.

VOICE

Everything.

FRANK
Yeah.

VOICE
The war.

FRANK
Yeah.

VOICE
Whispers, the jeweler, Gallo.

FRANK
Yeah.

VOICE
Sally.

FRANK
They deserved it, all of them.
I got no remorse.

VOICE
And none for their families?

FRANK
I didn't know their families.

VOICE
You knew Jimmy's.

Silence as the camera keeps taping him. Tilts down to the photo that's now on top in his hands - Appreciation Night - Jimmy and Frank - then back up to his face.

FRANK
Did I have any choice?

VOICE
I don't know. Did you?

FRANK
If I'd refused, someone else
would have done it, and I'd have
been dead, too.

VOICE
You sure about that?

It kills Frank to keep looking at the photograph but he forces himself to for several more moments before looking back up at the camera. The anguish shows.

FRANK

What kind of a man does what I
did to a friend?

Silence as the video camera unmercifully records his
face, his guilt and remorse. The morphine doesn't dull
that. Eventually -

VOICE

Frank. Whatever happens now
happens, but you stand a slightly
better chance now.

FRANK

(to himself)
E nelle mani di Dio. Like Russell
used to say.

VOICE

It's in God's hands.

Frank nods. The morphine takes his hand and slowly
combs it through his hair again. The camera shuts off,
and the image of his face switches from video back to
film. He watches as the guy with the video camera - who
we still don't see - gathers his stuff.

FRANK

Don't forget.

VOICE

I know. Leave the door open a
little.

Frank nods. His eyes follow the figure as he heads out.

VOICE

I'll come visit you around
Christmas.

FRANK

When's Christmas?

VOICE

Few weeks.

FRANK

Christmas is in a few weeks?

VOICE

Yeah.

FRANK

Okay. Give my love to your
family.

VOICE

I will. I'll see you later.

FRANK

I'm not going anywhere.

From outside the room, the door starts to close, but stops just short of covering up our view of Frank in the room.

We can just make him out, in the sliver of light between the edge of the door and the frame, sitting alone in his wheelchair.