

"THE PUNISHER"

by

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FADE IN:

EXT. MIAMI BEACH PARK - DAY - THE FLAP OF A PICNIC BASKET

swings closed. We PULL BACK and see that we're at the South Beach park: a long strip of family friendly space halfway between the beach and the increasingly glamorous Ocean Drive.

This family just had a perfect picnic on a perfect day. FRANK CASTLE (40) leans his head back in the lap of his wife, MARIA (30s), who is relaxing on the blanket. Their kids, FRANK JR. (5) and CARLA (3), run through the grass, trying to keep a kite in the air. As it crashes to earth again, we go --

CLOSE ON A MAN APPROACHING THE PICNIC

We can't see who it is, but we can see as his jacket flaps in the breeze, he has a gun strapped to his chest. As he draws closer, we'll notice he is definitely trying to sneak up on them -- as Maria looks his way, he takes cover behind a tree, and he heads toward the children --

FRANK'S HEAD IS RESTING IN MARIA'S LAP

with his eyes shut -- he looks happy and content. All that has to happen for that to change is for him to hear the sudden, nearby shriek of his children --

Frank's eyes are open instantly, and he bolts up --

-- but then he relaxes and exhales when he sees who it is.

GEOFFREY HARWOOD (30s), Frank's boss at the FBI, is standing there, laughing too. Carla is yelling, but it's happy, playful yelling -- she's climbing up Geoff's legs and onto his back, and the weight is clearly killing him.

CARLA

Uncle Geoff wanted to surprise you!

FRANK

He sure did. No rides, Carla. Uncle Geoff has a bad back, remember? Too much time crouched at his desk. Now get off him and get those kites going.

The kids run off, and Frank sinks back to Maria's lap, eyes shut again.

FRANK

It's my day off, Geoff.

HARWOOD

Frank Castle gets days off. But "Johnny Tower" is always on call.

(beat)

Checked your voice mail? Your contact called. Said the buy is moved up to today, in just about half an hour.

That is important. Frank sits up, and looks at Maria, trying to think of a new way to say --

FRANK

Maria -- I'm sorry, I've got to go.

Maria puts on a smile. She's trying to be supportive, but we can tell this is starting to wear thin with her.

MARIA

Okay. I'll see you later.

Frank kisses her, and leaps to his feet. Harwood moves back to the street -- but Frank runs back toward his kids.

HARWOOD

We've got to move, Frank -- this is important --

FRANK

So is this!

Frank gives the kids a kiss, then he grabs the kite line and runs with it, putting it up in the air. Frank catches up to Harwood, as Frank Jr. and Carla run with the now soaring kite.

EXT. HARWOOD'S CAR CROSSES MIAMI RIVER - A LITTLE LATER

Retreating back from the bright beaches, toward the grimier part of the city -- we're driving from the bright excesses of the Gold Coast to modest, even poor neighborhoods in minutes. It's like going from color to black and white.

INSIDE THE CAR - FRANK CHANGES AS RAPIDLY AS HIS SURROUNDINGS

He checks a small, wire thin recording device sewn into the trenchcoat collar -- a pin mike is on one end, a tiny camera lens on the other. Frank plants a Colt 1911 in his coat, and a knife on his ankle. None of it looks like cop stuff. Frank is becoming a bad guy, bit by bit, during the drive.

HARWOOD

So who's the kid setting up this buy?

FRANK

His name is Renzo Vingello, but they call him "Rudolph" --

HARWOOD

Fuck me. You're close to an actual Vingello Vingello?

FRANK

Cool down. I'm still miles away from Ciro Vingello. This kid is in the family, but he's not in the family.

FRANK

The other reindeer won't let him play the reindeer games --

(taps nose)

-- because his nose is always lit up -- get it? He thinks he's a player, but he's never moving past nephew. Ever since I got in, I'm on probation -- they've handed me all the shit jobs, and babysitting this kid is the latest. He starts trouble he can't finish -- and a Vingello walking into a gun store run by Bruno Costa is definitely trouble waiting to happen.

HARWOOD

That's what the buy is? You're walking into one of Bruno Costa's gun stands?

(beat)

Forget it. It's scrubbed. I don't want you dickin' around with Costa's gun ring until you close the Vingello op. We're going back to your picnic --

FRANK

Can't do it, Geoff. If I leave this kid by himself, and something happens, Ciro Vingello'll never trust me with anything bigger. That'll be six months of undercover shitwork down the drain.

(indicates collar)

Besides, maybe I'll get some good shots of Costa's gang, and some voice matches. It'll help us build a case against them later. You better turn here, or you're gonna hit the parade.

HARWOOD

What parade?

FRANK

You got a calendar? Didn't you go to Sunday school? It's the "Day of the Dead". Big Catholic thing in some neighborhoods. All your dead return to you for one day. Just for a day.

(checks his gun)

If Bruno Costa's dead all came back to him, they'd have to run it 24-7 for a fucking month.

HARWOOD'S CAR PULLS OVER AT AN INNER CITY STREET CORNER

They are now on the fringes of a parade -- there are vendors everywhere, selling shirts, hot dogs, churros, and so on. Signage tells us we're in a neighborhood where Spanish is the main language. Frank gets out and peels off his polo shirt.

HARWOOD

What're you doing?

FRANK

I'm infiltrating a gun buy, not a Promise Keeper's breakfast.

(tosses shirt in)

I'll get something from that shirt shack. They smell your Aqua Velva on me, they'll make me as a fed right away. Now get lost.

EXT. ON THE STREET - MOMENTS LATER - DUSK - FRANK IS WALKING

into the parade, completely made over from the dad we saw a minute ago. This guy, everyone steps back for. His sunglasses are on, and a gust of wind blows back his trenchcoat -- revealing that Frank is now wearing a black T-shirt with a white skull logo on it. The skull logo.

ON THE PARADE - A DAY OF THE DEAD FESTIVAL

is moving through the streets. A tradition imported from Mexico, it is a celebration of life -- the day that your dead return to you -- that at first glance is pretty morbid. Parade participants are in skeleton costumes. Kids have candy skulls made from spun sugar. For some it's a religious festival, for others a good excuse to party.

Everywhere, from parade floats to kids' shirts to store windows, you see the same thing -- skulls. As Frank moves into it, he sees a few people who stand out in a Latino street festival. A couple of black gang bangers. Across from them, a skinhead with a confederacy tattoo. The kind of guys you'd expect to find at an illegal gun shop. Finally, Frank finds one guy who is not feeling the spirit --

RENZO VINGELLO

a wannabe crook in his twenties -- the only member of his family who gets no respect on the street, he knows it, and he's permanently pissed about it. Right now he's clutching a case like he's afraid the ten year old next to him is going to take it. He sees Frank and flips away a cigarette.

RENZO

About fucking time. I hope I'm not keeping you from the parade.

FRANK

You think you could have found a less obvious way to carry money? Like a burlap bag with a string tie and a big dollar sign on it?

Renzo leads Frank a few steps down the sidewalk, toward what looks like an empty storefront. But as they step inside --

INSIDE THE STORE - "DIA DE LOS MUERTOS" ITEMS

like flowers, wine, skull toys and candy are on sale, as Spanish hymns swell from a CD player. Renzo and Frank get waved through a thick wooden door -- where --

IN THE DARK - GUNS ARE POINTED AT FRANK AND RENZO'S HEADS

Two guys are hanging upside-down from the ceiling -- their guns touch the tops of Frank and Renzo's heads. They freeze as someone in a SKULL MASK moves in behind to pat them down.

FRANK

I'll want those back.

SKULL MASK

You clean, you get 'em back on the other side. If not, you goin' to the other side.

The Skull Mask keeps his frisk going, all the way to the top of Frank's coat -- where his recorder is. Just before his fingers get to the collar, Frank swats his hand away.

FRANK

You want to tickle my ears, you buy me dinner first, sweetheart.

The Skull Mask opens a door and kicks them through it --

IN THE BACK OF THE STORE - A BLINDING SPOTLIGHT

that's designed to fuck your eyes up blazes at Frank and Renzo as they stumble inside.

SPIKED SKULL MASK

Well, look here. It's Rudolph the blow-nosed guinea -- and some dumb motherfucker I ain't never seen.

Frank looks up, his eyes adjusting. Ten guys, all in skull masks, aim guns at him. The leader is a huge guy in an elaborate SPIKED SKULL MASK with porcupine style points.

This is a today-only store, set up to close on a minute's notice -- the cash is in the back on a dozen motorcycles, all ready to tear out of the building.

RENZO

(steps up with case)

He's a friend of mine.

SPIKED SKULL MASK

That's his problem.

Spiked Skull Mask opens the case, and it's filled with small bills. Maybe ten grand here. As he flips through the bills --

CLOSE ON FRANK - WE ZOOM INTO HIS EYE

He is trying hard not to react, but something's very wrong --

CLOSE ON THE CASE - ZOOM INTO THE MONEY

as Skull Mask flips through them -- there is a light, almost imperceptible blue mark in the corner.

CLOSE ON FRANK'S FACE

Frank is putting on a good front, but he's sweating. Renzo notices this, and smiles at him like they're in on this together. Frank could kill him, but has to back the play.

If the Spiked Skull Mask sees something wrong, it doesn't show. He pauses -- then speaks into a walkie talkie --

SPIKED SKULL MASK

Mark eight for Renzo.

(to Renzo and Frank)

Cross the street for your goods. Now get the fuck out of here.

Two GOONS shove Frank and Renzo through a door to --

THE SIDEWALK - THE PARADE IS JUST STEPS AWAY

with marchers and a float passing by. As they're shoved out, the door is sealed and bolted shut. Frank angrily takes by the arm and starts walking across the street.

FRANK

Where'd you get that money?

RENZO

I won it at a Boca game this --

(grip on arm tightens)

-- owwww -- I took it from my uncle.

It's from some messed up drug buy.

It's been sitting around for months.

FRANK

You ever think about why it's been sitting around for months?

IN THE WAREHOUSE - ONE OF THE SKULL MASKS EXAMINES THE CASH

with a black light. Suddenly, it's very, very obvious --

SKULL MASK

This fucking money is marked --

ACROSS THE STREET - FRANK AND RENZO AT AN "OFRENDRA"

-- one of many altars here to honor and remember the dead, with candles, flowers, wine, even photographs.

Frank speaks in Spanish to an OLD WOMAN behind the altar. She nods, and crosses herself as Renzo leads Frank away.

RENZO

What was that all about?

FRANK

I asked her to light a candle for each of us, so we will survive the day.

(off Renzo's LAUGH)

You like bets, Renzo. I'll bet you those candles last longer than we do.

The old woman lights one candle, and Frank looks for trouble in the crowd. Coming out of the "santeria" shop, he sees --

-- two men in "angry skull" masks, each holding a pair of hand-size machine guns and moving in his direction --

-- Frank looks ahead, and sees a stand selling candy skulls, small ones on the bottom shelf, big ones on the top -- a badass "VENDOR" is reaching under the counter --

-- the "angry skull" duo are raising their guns --

-- at the ofrenda, the old woman lights the second candle -- the wick ignites just as --

-- one of the "angry skull" duo FIRES at Renzo -- Renzo is hit high in the shoulder -- he spins back to the ground --

-- bystanders start SCREAMING and running away --

-- Frank charges the candy skull stand as the vendor's hands clear the counter with a sawed off double barrel shotgun --

-- Frank grabs the vendor's gunhand just as one SHOTGUN BLAST FIRES past Frank's head -- Frank rams the stock into his chin twice -- now unconscious, the vendor falls against the low shelf, shattering a dozen hollow candy skulls --

-- the "angry skull" duo fire at Frank as they charge --

-- as machine gun shots BLAZE through the stand, shattering candy skulls and splintering the cheap wood, Frank wheels around with the shotgun and FIRES --

-- the shotgun's last shell takes out one "angry skull", who spins into the street, dead --

-- the second "angry skull" is still coming, still firing at Frank, who is now empty --

-- Frank throws the empty shotgun like Ed Ames throwing an axe -- it spins, end over end, until it smashes the "skull mask", stunning him and knocking him back --

-- from the "santeria" store, another bad guy in a skull mask bursts out the door --

-- Frank is unarmed, but not for long -- he jumps on top of the stand's counter, reaches up for a pair of large "candy skulls" and smashes them together -- the "candy" shatters --

-- revealing a pair of mini machine guns in the skulls -- this was their distribution center. Frank spins around as --

-- the skull mask at the "santeria" store fires at Frank, and the shots are close enough that they're punching holes in Frank's trenchcoat -- but Frank fires back --

-- the skull mask is blown back through the window, as his gunfire goes wild, shattering wine bottles and mass candles --

-- in the street, the panicked crowd flees from the battle -- the driver bails out of the lead float, a gigantic paper-mache skull, which now moves driverless down the street --

-- Frank looks back to the "santeria" store -- motorcycles are rolling out the hole that was blown in the wall -- the gang is escaping with the day's take. But Frank also sees --

-- Renzo, wounded and bleeding, is hiding behind the "ofrendra" set up by the old woman. But it's not much of a hiding place -- his blood is pooling under the "ofrendra". A gang member sees this, and turns his cycle around!

Frank has a clear shot at escape if he runs the other way, but instead he charges toward the ofrendra --

-- as he does, a skull masked gunman comes out of the hole in the santeria store and fires at Frank -- Frank gets some temporary cover, because the driverless "skull" float is lurching down the street -- with no driver, it pulls to the right and stops, motor running, against a light pole --

-- but it's not cover any longer, because at the second level of the santeria store, two gunmen burst out at the railing -- they're in position to aim down at Frank, float or not --

-- with nowhere to hide, Frank charges ahead, guns blazing -- he runs up the float, and the ten foot paper mache skull is caught in this intense crossfire -- blazing confetti is flying everywhere and so are the bullets --

-- the bullets knock away the store's railing -- one of the gunmen falls down, still shooting at Frank as he tumbles --

-- but Frank connects with a shot, spinning the gunman away --

-- by now, this skull float, which is made of tissue paper and flammable glue, has taken about a hundred bullets -- it ignites and the ten foot skull is instantly ablaze --

-- a gunman atop the santeria store fires down at Frank --

-- with bullets punching a trail behind him, Frank runs up and through the blazing skull, firing up at the gunman --

-- atop the santeria store, the second gunman is hit --

-- on the ground, by the ofrenda, the gang member holds a pump shotgun and is about to kill Renzo -- but he looks up --

FRANK IS CRASH DIVING GUNS FIRST THROUGH THE GIANT SKULL

-- he fires at the gunman over Renzo -- at the end of the volley, both of his guns click empty --

-- but it's enough -- the gunman is blown back, firing his shotgun once wildly in the air, as his body smashes against the ofrenda. As he slides down, we see --

-- all that's left intact on this altar are the two candles that Frank asked the old woman to light. Both still burning.

With the skull still blazing behind him, Frank takes a long, relieved breath. The sound of the gang's motorcycles are receding -- but the sound of police sirens are getting closer.

Frank drops the now empty guns, and pulls Renzo to his feet. Renzo is clearly weak, but he's able to hang on from behind. But before Frank can get going --

THE SPIKED SKULL MASK CHARGES OUT OF THE HOLE

blown in the "santeria" store -- the skull mask makes him look madder than ever. He raises a pair of machine guns --

-- and Frank, still sitting on the cycle, calmly grabs the shotgun from the dead gang member's hands -- gives it a one handed pump -- then he aims back and aims low -- he fires --

THE FUEL TANK UNDER THE FLOAT EXPLODES IN A SURGING FIREBALL

-- the Spiked Skull Mask is set ablaze and blown backwards in a firestorm of torn metal and splintered wood!

Just as Frank starts the cycle out, an unmarked police car speeds toward him, siren on the dashboard blaring --

-- but Frank doesn't turn or slow down -- while speeding the motorcycle straight ahead, he gives the shotgun a one handed pump, aims it at the police car and FIRES --

-- the police car's front right tire explodes, yanking the car over to crash roughly but harmlessly against some garbage.

INSIDE THE POLICE CAR - **DETECTIVE TERRI NESLAR (30)**

pulls herself up from the dashboard and gets a good look at Frank going by, as her partner LUIS (40s) collects himself.

THE TEN FOOT SKULL IS STILL BLAZING IN THE BACKGROUND

as Frank speeds the cycle away, with Renzo hanging on behind.

CUT TO:

INT. HARWOOD'S OFFICE - NIGHT - **FRANK'S FACE**

is in the window, thoughtfully looking out at the lights of downtown Miami. As we PULL BACK, we see what he sees --

-- a collage of photos taped to the window. These are victims at crime scenes. Clerks and their stores ripped apart. Cops on stretchers. A bloodsoaked body on a stretcher, with the headline "'NATURAL SELECTION' KILLER STRIKES SCHOOLYARD".

In the corner, a TV news report shows Frank's romp -- you can't make out his face. He just looks like a huge, scary guy with a skull on his chest.

HARWOOD

I wish you didn't look like you were enjoying blowing up that parade.

FRANK

Hard not to enjoy it a little. I shut down more Costas in two minutes of street work than the whole unit's done in two years of court appearances.

HARWOOD

(notices window)

Why're those there?

FRANK

So you'll understand why I want out of this small time Vingello assignment.

HARWOOD

"Small time"? Ciro Vingello is one of the originals. He's hard-wired into that East Coast mob network that's been around since J. Edgar Hoover learned to hook his bra from behind.

Frank steps to Harwood's desk and tears a sheet off his "Word Of The Day" calendar.

FRANK

Your "Word of the Day" today -- ooh, Latin this time -- is "functus officio". Obsolete.

FRANK

Over and done with. That's what the Vingellos are. Dinosaurs. I've been on them for six months, and haven't gotten a lead better than illegal slot machines and hijacked trucks of shrimp.

(points to photos)

I want the guy who made this happen.

I want Bruno Costa.

Frank picks up a machine gun with an evidence tag.

FRANK

These Russian machine guns are all over the country now. They've been used in nine robberies in five states. Eighteen people are dead on those -- nine of them civilians. Remember that thing in Chicago last May? The psycho who sprayed a machine gun into a schoolyard full of handicapped kids? Seven kids dead. They never caught the killer, they just got his letter calling it "natural selection".

(points to photos)

And all of it starts with Bruno Costa. He's the only one selling these guns - they begin in Miami and flow up I-95 to the rest of the country.

(getting steamed)

Costa's running a supply line for a war, and we're losing. You know how many innocent people he's killed? You know how many innocent people we'd save just by taking Costa out?

HARWOOD

Down, boy. You can't throw away the progress you've already made. How'd the Vingellos take it tonight after you took seven Costas off the roster?

FRANK

Ciro was happy enough to call me himself. Said I shouldn't waste my time with shit jobs any more, and we should have a face to face tomorrow.

HARWOOD

Frank, we put undercover guys in Raiford for a year so that maybe, maybe, they meet the guy under the guy under the guy under Ciro Vingello. Now that the capo di tutti capo is getting chummy, you want to be reassigned?

HARWOOD

(beat)

I know how bad you want Costa. You've been telling me for years. But let's finish Vingello first, huh?

Frank knows Harwood has a point, and nods. Vingello first.

CUT TO:

INT. CASTLE BEDROOM - DAWN - MARIA AWAKENS

and climbs out of bed. She can see that once again, she slept alone -- Frank's side of the sheets is undisturbed.

FRANK (O.S.)

Maria -- Maria, come quick --

(urgently)

I can't find Carla --

Maria dashes out to --

THE LIVING ROOM - FRANK IS NOW SHIRTLESS

and has Carla behind his back -- he's holding her upsidedown by her ankles, and she's laughing like crazy. So is Frank Jr., bouncing on a couch. Frank gives Maria a look of "shock".

FRANK

I've looked everywhere --

(he turns around)

-- do you see her?

(Maria shakes her head)

I'll keep looking then!

Frank bounds away, "looking" as Carla bounces on his back -- and Maria steps into the kitchen. The smell from a bag of garbage hits her right in the nose -- she fans the air, opens a window and takes the offending bag out immediately.

IN CASTLE FRONT YARD - MARIA TAKES THE BAG OF GARBAGE OUT

to the curb, and lifts the lid on the can. As she puts the bag into the can, she freezes --

-- in the can, on top, is Frank's skull T-shirt, streaked with blood. He trashed it here, hoping she wouldn't see it.

Maria is shocked, and a little sickened -- what does he do at night? Maria drops the garbage and the lid, and starts to the house, taking the bag off the Miami Herald. She stops again.

The front page screams: "'SKULL' GUNMAN SHOTS UP RELIGIOUS PARADE", complete with a blurry still of Frank in action. It's indistinct -- he looks like a silhouette with a skull on his chest -- but she knows it's Frank. And as Maria looks down at the paper, she sees --

-- there's clotted blood on the newspaper. Her hand must have touched the bloody shirt. There's a crimson smear on her palm.

IN THE KITCHEN - A MOMENT LATER - MARIA IS AT THE SINK

and looks nauseous. She's scrubbing her hands so hard you'd think her skin is going to come off. Finally, she shuts off the faucet and dries her hands. She's more than sickened, she's furious with Frank, but she's burying it. Again.

Maria looks down at the counter, at the fuzzy photo of a gun crazy maniac -- and into the next room, at a loving father clowning with her kids. She's wondering: which one is the real Frank? Maria tosses the paper into the garbage, as we --

DISSOLVE TO:

INT. TIGHT ON FRANK'S EYES IN THE DARKNESS - NIGHT

Frank is moving lightly, determined not to make any noise -- a floorboard creaks, and Frank's eyes nervously dart over --

FRANK'S POV - FRANK JR. IS SLEEPING IN AN "AIRPLANE" BED

-- and he stirs a little, but this noise hasn't awakened him. Frank continues out the door.

IN THE LIVING ROOM - MARIA

has opened what looks like a pretty good bottle of wine and put it on ice, and she's lighting candles as Frank comes out. Now that he's out of the darkened room, we can see from the windows that sunset's glow is just starting to fade.

FRANK

Checking on him is like pulling a second story job. You have to get in, get out and be absolutely silent, or wham, you're busted.

(smiles, looks around)

What's all this?

MARIA

(playful)

Figure it out. You shouldn't need the crime lab or any FBI stuff. Because if you can't piece this together, well --

(off Frank's blank look)

-- you've got to be kidding me.

Frank really is looking at her, clueless, blank, vacant. Maria is teetering on the edge between "it's cute he forgot again" and "I can't fucking believe he forgot again" --

FRANK

I'm sorry, Maria, but -- I've gotta go out tonight for a meeting.

MARIA

No problem. Go. It's turned into a different kind of occasion anyway. Instead of the seventh anniversary of our wedding, it's -- let me see --

(beat)

-- the sixth anniversary of the task force arrest you had to make in Atlanta. The fourth anniversary of the drug bust in Tallahassee that you couldn't miss. The third anniver--

Now Frank's getting pissed, and cuts her off.

FRANK

You know, it's hard enough to go out and pretend to be one of these pricks without this kind of shit. Thanks for all the support.

MARIA

What do you call "support"? Just watching what you're doing to yourself, and to us, while I keep my mouth shut tight? It's hard for me to pretend too, Frank, only I've had to pretend things are normal around here. I've been doing it for months. I can't be quiet any more.

FRANK

So you spring this on me when I'm on my way out the door? I told you what this job was when I signed on. I'm trying to do some good out there --

MARIA

We need you to do some good here! Mobsters are replaceable -- there's always another and another -- but you're not. You're the only father F.J. and Carla have.

(getting angrier)

We're swapping houses every six months, using new phony names every year -- the kids don't even know who they are any more!

(explodes)

We're living like fucking fugitives while the guys you chase live like kings -- the people you love never see you and the people you hate own you!

Frank is pissed off, but there's no argument he can offer. She's nailed their problem cold. Frank starts out the door.

FRANK

We'll talk about it later, Maria. But right now I've got to go to work.

MARIA

I don't know if I can keep this up, Frank. I can't keep inventing new lies to tell the kids why you're gone. I can't keep jumping every time the phone rings because it might be the call that tells me I have to go identify your body. I can't keep hiding bloody shirts and front page headlines from the kids.

FRANK

Is that what this is about? I'll be more careful about making sure I leave what belongs outside outside, okay?

MARIA

You think it's that simple? You think you can go out and play bad guy for a few hours and come back clean, just like that?

(drained, near tears)

Every time you go out there to "do some good" -- every single time you go out and kill someone, another little piece of you vanishes forever. Every single day, I'm seeing less of you, and more of them, coming back through that door. And I'm getting scared, Frank. I'm getting scared that you're only really pretending when you're home.

Frank starts out the door. But we can see on his face: she's absolutely right and he knows it.

CUT TO:

INT. FISH RENDERING PLANT - NIGHT - A POOL OF BLOOD

is on the concrete floor, under a rendering tray. Fish blood, that is. NIGHT WORKERS hose the work area. There are trays and knives for chopping fish, and huge hooks in the ceiling for bringing it in from boats. There are slanted, extendable rollers that move from floor to floor for loads of equipment and large fish. Some workers use the flash freeze unit -- with a chemical blast, it instantly freezes blocks of fish for shipment to market. We move to the back, where a private meeting place for the Vingello mob is set up.

AT A POOL TABLE - FRANK IS STANDING NEAR TONY SANTIANELLO

and a few other slabs of muscle, having a beer. He's been on the fringes up to now: this is Frank's debut with the real crew. They seem friendly, but there is an undercurrent of suspicion. Frank shoots pool and tries to blend in.

FRANK

Tony Santianello, right? "Standing Eight" Santianello? I saw your last fight. You didn't have to kill that guy. The purse was only five grand --

(sinks ball)

-- and I think you could have collected with just a knockout.

TONY

Five grand is five grand.

(pushing)

So you're Johnny Tower. I wonder why it is I never heard that name before.

Frank gives him a withering look and lines up a shot.

FRANK

Maybe your shirts are too loud.

(CRACKS cueball)

Part of the idea of this business is to stay out of the spotlight, pug. I used to work with Motown Ed.

THUG

Motown Ed. He was a car booster, right?

FRANK

Better. He'd boost cars before they were cars. Guys at the factories who owed us money -- they'd put together SUVs off the books. They'd make us two a week just to cover their vig.

THUG

How'd they drive?

FRANK

Every car came with a warranty. Four minutes or four hundred yards, whichever came first.

CIRO VINGELLO (60s), the head of this mob, walks in laughing.

CIRO

Trucks falling off the back of a truck. I like that. We don't do anything that cute in Florida. You know what the state motto used to be? Seriously?

CIRO

"The Rules Are Different Here".

(serious)

I appreciate what you did yesterday, kid. Renzo's the shit on my shoes, but my sister'd cry her eyes out if she had to bury him. After what he pulled, that pischasotto's out of my business for good. But you -- you're moving up.

(shoves box over)

From now on, you'll work with Tony. Congratulations.

Frank opens the box. Inside is a long sleeve black shirt, and it's heavy because it's body armor. The same skull logo he had on at the gunfight has been screened onto it.

FRANK

Now that's a loud fucking shirt.

CIRO

That is a bulletproof fucking shirt. I forget the name of the material, but it'll stop just about any kind of shot.

(points to the skull)

That was some show you put on last night. They're still showing that news footage of you shooting up the parade. The whole town is afraid of you as of today -- and we're gonna use that. People see you coming, I got a feeling collections'll go a lot easier.

(beat)

That's why I called our guy at the Herald to help him Spillane up his copy. Told him we got a new enforcer.

(beat)

You remind me of another guy in New York, in the '60s. Ice cold button man. People shit their pants if they heard il Punisco was coming for them. We're bringing that name back -- because you're the most hard core kill-crazy fucker I've seen since his day.

(beat)

From now on -- you're the Punisher.

Frank is sickened by this "compliment" -- but he stays in character, and smiles appreciatively.

TONY

Don't get too amped up though, killer.

(points finger at head)

Not unless your other skull is bulletproof too. We got a party going tonight. One that fucks Bruno Costa where he breathes.

Frank smiles. He's in. If he can't go after Costa as a fed...well, why not get him as a mobster?

CIRO

Costa's been moving a shitload of guns -- and that means he's taking in a lot of money. But you got to clean it to spend it. You got to bank it to clean it. And you got to try not to get the feds' attention by breaking the ten K barrier on deposits, or having greaseballs lug duffel bags of hundreds into the bank lobby.

(smiles)

I found out how they're banking it.

EXT. ON OCEAN DRIVE - NIGHT - A CARAVAN OF BLACK SEDANS

move down the street, all five clearly staying together.

CIRO (V.O.)

Every month, the cash gets wrapped like hay bales and stuffed into five black sedans. In the trunks, the back seats, every-fucking-where, and they go to a garage at the McEwan hotel.

EXT. BACK ROOM - CIRO TELLS THE STORY

CIRO

Right after they park the keys with the valet, five legit bankers led by a kid named Baskin show up and take the keys. They drive the money out, get out their steel wool and start scrubbing all the Costa off it. They've done it a hundred times without a hitch. But tonight, you're driving out those cars.

FRANK

Costa's crew is just going to turn over the car keys? Bullshit. We'll have to shoot up the whole garage.

TONY

Pay attention, asshole. The Costas'll be gone by the time we move in. We'll be going after five bankers. As soon as the guns come out they'll be fleeing and peeing. They won't put up any fight. Though if they do --
(a hard look at Frank)
-- if it's a question of my driving away with five million bucks or not -- I'll shoot every motherfucker on that street, you included. Got me, Tower?

Tony skeptically looks Frank over, and walks ahead, as another THUG comes up to Frank.

THUG

You oughta know -- one of Costa's guys got out of the hospital this afternoon.

FRANK

Yeah? Hope he got the Godivas I sent.

THUG

Word is he's looking for you. He got blown up bad at your St. Skull's day massacre, and now he wants payback.

FRANK

You're scaring me. Who is this mummy?

THUG

I don't know what they used to call him -- shit, I don't even know what color he used to be --

INT. IN THE LEAD SEDAN - THE DRIVER IS IN DARKNESS

THUG (V.O.)

-- but now they call him Jigsaw.

-- but a streetlight shines down and illustrates the nickname: the ragged face of JIGSAW is a quilt of grisly burns and a zig-zagging stitchwork of scars.

INT. THE PARKING GARAGE - THE VINGELLOS TAKE POSITION

Tony and another thug crouch behind parked cars at the ramp between the first and second level --

-- two more of the Vingello crew are at the top of the ramp between the second and third level, ready for action --

-- and out of sight of all of them, on the second level, Frank is at the concrete barrier on the street side. Trying not to be seen by his guys, Frank moves to the edge for a view of the sidewalk cafe across the street. Frank points the "camera" end of the trenchcoat collar down --

VIEW OF SIDEWALK CAFE - COSTA'S BANKERS ARE ACTING COOL

with shades, suits, and attitude. In their own minds, they're the Reservoir Dogs, living out big time big crime. Their leader is a slick kid named BASKIN (20s).

IN THE GARAGE - FRANK MAKES SURE HE GETS A SHOT OF THEM

and backs away -- but he realizes that someone is there. He pulls out his gun, but it's a split second too late --

-- Terri is there, sticking a gun at his neck.

TERRI

Drop the gun -- drop it!
 (she kicks it away)
 Hands on your neck, now.
 (frisks him)
 That's some tough costume. Who're you
 supposed to be? "Deadhead"?

FRANK

Miami P.D.? The fuck are you doing --

Terri clouts him on the back of the head with the gun.

TERRI

Got some new career guidelines for
 you, Skeletor. One, do not -- do not
ever -- shoot at me. Two: if you do,
 make sure you hit me and not my car,
 because I will find you. And three,
 don't work with bedwetters like Renzo
 Vingello who'll give up your evening
 plans after a five minute beatdown.

Frank looks down -- the sedans are filing in --

FRANK

Listen to me. Walk away, right now,
 and I guarantee you won't be hurt.

TERRI

Hmm. Allow me to make a counter offer.
 Walk in front of me, right now, or I
 guarantee I'll paint your real skull
 all over your shirt.

Frank keeps both hands on his head, and Terri shoves him down
 the ramp. They're both walking in the clear, as the last of
 the sedans drives up. The others pull into spots lower down,
 this one heads for the top of the ramp.

CLOSE ON FRANK - THE HEADLIGHT BEAM SHINES ON HIS FACE

Frank squints at the driver, and there's no mistake --

JIGSAW SEES AND RECOGNIZES FRANK

-- his poached eye flares -- and instead of parking, Jigsaw
 guns the engine, roaring toward Frank and Terri --

FRANK SHOVES AWAY FROM TERRI

and knocks her to one side so she'll be safe from the car --
 he leaps out of the way of the sedan and onto a parked car --

-- Terri falls behind a car, and her gun clatters away --

-- Frank runs in a crouch from trunk to trunk as --

-- Jigsaw throws open the door and FIRES at Frank as --

AT THE TOP AND BOTTOM OF THE LEVEL - THE VINGELLO CREW

comes in -- Tony and another guy from below, two guys above. Now all hell is breaking loose, as the Costa crew get out of their cars and start FIRING away --

JIGSAW IS FIRING AT FRANK AS HE RUNS ALONG THE TRUNKS

-- shots are SPARKING off cars and blowing out tires, puncturing trunks and perforating gas tanks --

-- Frank runs up to one of the sedans -- a Costa GOON is halfway out of his car, gun in hand -- but as he steps out --

-- Frank stomps the doorframe in his face -- the bloodied thug is knocked into the car, and his gun flies up --

-- Frank snatches the gun -- armed again, he spins back around and fires at Jigsaw --

-- Jigsaw hides behind the car door for cover, as --

ON OCEAN AVENUE - THE FIVE "TOUGH" BANKERS

suffer a 100% percent cool meltdown -- at the SOUNDS of gunfire, Baskin leads the others in a getaway sprint.

INSIDE THE SECOND LEVEL - TONY MAKES IT TO A SEDAN

and puts one right in the driver's ear. The other Costa thug, terrified, gets out and runs -- and just for laughs, Tony shoots him in the back -- he falls, skidding to the concrete.

Meanwhile, Jigsaw is at the top of the ramp, turning the sedan around -- a Vingello rushes out to shoot, but Jigsaw backs the car into him, crushing him against concrete -- as --

FRANK TAKES COVER BEHIND ONE OF THE BULLET RIDDLED SEDANS

and the trunk is open on this one. Frank moves behind it to get into position -- but he can't help noticing what's inside:

-- along with banded cash, there is a leather bound bank ledger. Frank pulls it out, and flips through the pages. Notation after notation of deposits, accounts, dates. There's even a CD-ROM in a plastic sleeve on the cover with a hand written label: "DEPOSITS".

Frank knows what this means. It's Bruno Costa's operation, signed, sealed and delivered. Frank moves behind the cars with the ledger, wraps the binder in his coat, and stashes it high in a crevice behind a concrete pillar. As he looks up at the battle, he sees --

-- another Vingello at the top is aiming at Terri, who is behind the parked cars. He has a clean shot and she doesn't know she's about to be killed. But before he can fire --

AT THE BOTTOM OF THE LEVEL - FRANK SEES THIS

and has to dive toward the center of the garage to get a clean shot at him -- he FIRES as he dives -- and --

THE VINGELLO THUG FALLS OVER

-- as a bullet hits him dead center -- he fires the shot, which misses Terri by inches, chipping concrete out of the wall. Terri, amazed, looks down and sees far below --

-- Frank is lying on the pavement, still holding his smoking gun -- and as we see from the separated slide, it is empty.

Their eyes meet -- Terri knows that he shot that guy to save her, and Frank knows she knows it. But he has a new problem --

AT THE TOP OF THE RAMP - JIGSAW HAS TURNED AROUND

and is racing down the center -- he wants to escape but he sure does want to run Frank over and shoot him as a bonus --

IN THE CENTER OF THE GARAGE - FRANK CAN'T SHOOT BACK

and can't get out of range in time -- but he sees, rolling down the garage ramp, coating the floor like paint, is a river of gasoline tinged with blood --

-- Frank takes the empty gun, and hurls it up the ramp, skipping it along the concrete floor, SPARKING as it skips --

ONE OF THE SPARKS IGNITES THE REDDENED GASOLINE

and it creates a sheet of flame that races up --

IN THE SEDAN - JIGSAW SEES THE FLAMES RACING UP

and he stands on the brakes -- but the wheels lock up in the gasoline -- the sedan skids down the ramp as its tire and chassis catch fire --

-- Jigsaw's ruined face looks very unhappy now --

-- the sedan crashes against the concrete edge on the street side and EXPLODES -- the FIREBALL surges out burning bands and bills out onto Ocean Avenue!

OVER OCEAN AVENUE - BURNING AND SINGED \$100 BILLS FLUTTER

everywhere. On the street, some run from this mayhem, while others run up to catch a few of the hundreds from heaven, including a ROLLERSKATING GIRL (16), laughing, circling and grabbing all she can. It's the luckiest day of her life.

BACK IN THE GARAGE - FRANK GETS TO HIS FEET

and runs to one of the sedans, as other cars catch fire and explode up the level. Frank manages to pick up his previously discarded gun, and makes it to the car -- he guns it down the level, and Tony is right behind him in a second sedan.

AT THE TOP OF THE LEVEL - TERRI IS SAFE

but she's looking down through the smoke and flames, at the wreckage and the bodies, and she's wondering -- who is this guy, and why did he save me? Meanwhile --

FRANK FISHTAILS THE SEDAN OUT ONTO OCEAN DRIVE

and shatters the gate bar, catapulting it across the street --

-- as Frank tears out, cars brake, pedestrians scatter, and the rollerskating teenage girl swerves around him --

-- Tony is right behind in the second sedan -- he hits the bottom of the ramp and takes off behind Frank, who's further up the street -- but Tony can't go as fast --

TONY'S POV THROUGH WINDSHIELD - **THE ROLLERSKATING GIRL**

is in his way --

IN FRANK'S CAR FURTHER UP THE STREET - FRANK

looks to his rear view mirror and can see it all --

FRANK

-- don't do it, you motherfucker,
don't you do it --

IN THE STREET - THE ROLLERSKATING GIRL IS TERRIFIED

but she can't get into another lane to get out of Tony's way: she's fenced in by opposing traffic, and cars racing down the other lane. Every time she tries to move she's cut off -- so she skates faster, faster, as fast as she can --

TONY'S POV THROUGH WINDSHIELD - THE ROLLERSKATING GIRL

is an obstacle, so Tony, still amped from the gunfight, aims his automatic out the window and fires --

IN FRANK'S CAR - FRANK SCREAMS IN ANGER

at the SOUND of the gunshot --

THE ROLLERSKATING GIRL COASTS A SPLIT SECOND LONGER

before her outspread arms sag as she lets go of the cash -- then she falls, her body tumbling onto the asphalt --

-- and Tony accelerates over her, through the falling bills.

IN FRANK'S CAR - A DEVASTATED FRANK

is crying, and furious -- furious that Tony killed her, and furious at himself for being helpless to stop it. Meanwhile --

INT. IN FRANK AND MARIA'S BEDROOM - NIGHT - MARIA

is in bed, sleeping alone. But she twists on her pillow, waking up -- there's something under there. Maria pulls it out, and can see in the moonlight: it's a small jewel box. The card reads: "I DIDN'T FORGET!!!"

Maria opens it -- and pulls out a gold heart pendant. Inside are two photos -- one of Maria and Frank's wedding, another of the whole family at a picnic. The inscription: "MARIA - THANK YOU FOR EVERY SINGLE DAY. I LOVE YOU. - FRANK".

Maria closes her hand around the locket and lays back down, closing her eyes and smiling.

EXT. FISH RENDERING PLANT - NIGHT - FRANK

parks his sedan, and furiously moves over to Tony, who's parked his. As Tony gets out, Frank slams the door shut.

FRANK

Why the fuck did you shoot that girl?

Tony looks at Frank, defiant.

TONY

I nail a moving target from a rolling car and you don't even say "nice shot"?
(in his face)
I'll put it another way, Tower -- we leave three of our crew on the cement, and what you choose to worry about is some cunt who got in my way?

Frank backs down -- if he pushes it he might give himself away. Tony stalks away from Frank as Ciro Vingello comes out with a couple of goons, eying the bales of cash in the cars.

CIRO

That looks like a million two right there. Get it in and break it down.

At that point, Tony has a heated, but brief conversation with Ciro. Frank glances over. He can't hear, but something doesn't feel right. Ciro smiles at Frank and motions him over.

CIRO

Ride with me, Tower. I gotta talk to you about something.

CIRO
 (casually, to Tony)
 You should hear this too.

Something about Vingello's smile is all wrong. Something about the way Tony is hovering close behind is worse.

TONY
 Do me a favor.
 (too casually)
 Let me see your 1911 for a second. I'm thinking about a change. Mine almost jammed on me back there.

Frank hands his gun to Tony, both men wearing forced smiles as they walk toward Ciro's limo.

INT THE LIMO - FRANK, VINGELLO AND TONY

are seated, with Frank opposite Tony and Vingello. Tony still idly plays with Frank's gun as they move into traffic. Vingello is troubled and angry, but is trying to hold it in.

VINGELLO
 I just heard we got a problem, Tower.
 A rat problem. Someone's moving information about us.

Frank tries not to notice how close Tony is with the gun.

VINGELLO
 You put on a good front. But the fact is, I know exactly who you are.

FRANK
 (stays cool)
 No shit. I always wanted to know exactly who I am.

VINGELLO
 You act regular, you act cool -- but what's in your eyes, I've seen it before. You proved it last night at the gun store, and I can still see it on your face now.

(beat)
 You're a stone killer. To some guys it's a job. But you like it. You see someone who needs killing, you're too bighearted not to oblige. Well, Tower. We got a couple of motherfuckers who need you to do them that favor.

(angry and saddened)
 It's Renzo. He's cozying up to Bruno Costa. Figures I don't respect him. So he's going to earn respect by betraying his own blood.

Frank exhales a little. So this isn't about him.

FRANK

That doesn't surprise me a bit. There was a cop in the garage. She said she beat a tip out of Renzo.

Vingello and Tony look at each other. Vingello is seething.

VINGELLO

Then tonight, you earn your name.
Tonight, you are the Punisher.

EXT. MIAMI BEACH - NIGHT - VINGELLO'S LIMO

pulls into a crowded hotel driveway.

INSIDE THE LIMO - FRANK, VINGELLO AND TONY ARE SEATED

Vingello indicates a high rise hotel across the street, while pouring two glasses of hundred dollar bourbon from the bar.

VINGELLO

At one a.m., Costa'll be in the bar on the roof for a meeting with Renzo.

Frank realizes what Vingello is telling him to do -- and he looks over to the hotel across the street. It doesn't take him long to figure it out. There are a pair of glass elevators facing the street, going up fifteen stories. Vingello hands a glass to Frank.

VINGELLO

So far, you've only killed men who were pointing guns at you first. Never in cold blood. When you do it in cold blood, it's something else. It feels different because it is different. Something in you changes forever, like you cross a barrier -- like you're leaving the weakest part of you behind and from then on, you can do anything. You do this, you'll prove without a doubt who you are. You'll prove you're one of us.

(hands him glass, smiles)

Congratulations. This is your graduation day, kid.

Frank clicks his glass against Vingello's and drinks, as Vingello puts a little poison in his smile.

VINGELLO

There's one other thing we gotta talk about. Before we got in the car, Tony told me something I couldn't believe.

VINGELLO

He said he thought he saw, maybe, in all the smoke and noise, that you shot one of our guys in the garage. And that you did it to save the cop who was there.

FRANK

That's bullshit --

VINGELLO

(soothing)

That's what I said to Tony. He didn't see it right. Fucking impossible that you would do that. I'm pissed off that Tony'd even say that about you.

(not smiling at all)

Don't fuck up. Or maybe I'll have to wonder if it really was Renzo who put a cop in that garage.

INT. HOTEL SUITE - TENTH FLOOR - NIGHT - FRANK AND TONY

are waiting. Frank has a sniper scope and rifle set up behind a gauze curtain. Tony is close by. The setup is obvious: this is a test for Frank. If he fails, Tony is going to put him away. Frank looks out the window with the scope --

FRANK'S SCOPE POV - COSTA'S SECURITY MEN ARE ON THE GROUND

checking things out -- they look tough but unconcerned. The scope PANS to a lobby window --

-- and Costa is walking with Renzo -- his shoulder wound is bandaged, but otherwise he looks fine. The scope PANS to the glass elevator itself. Costa and Renzo start up.

IN THE SUITE - FRANK TENSES UP AND MOVES TO FIRING POSITION putting the oversized scope to his eye.

FRANK

This is it. He's going up with Renzo.

TONY

Then kill those motherfuckers.

FRANK

Shut up -- I don't have the shot yet --

FRANK'S SCOPE POV - COSTA IS DEAD CENTER IN THE CROSSHAIRS

Frank has a perfect shot. So what's holding him back?

CLOSE ON FRANK'S FACE

In his mind, he's hearing his own words --

FRANK V.O.

-- you know how many innocent people
he's killed already? You know how many
innocent people we'd save just by
taking Costa out?

Frank is tempted. But if he takes this shot in cold blood,
he'll cross a line and he won't be able to cross back.

ON THE GLASS ELEVATOR - COSTA AND RENZO

are halfway up, unaware of the danger --

IN THE SUITE - FRANK STILL HESITATES

and Tony is well aware of this, getting behind him --

TONY

Take that shot at Costa, or you take
one from me!

Tony's gun is on Frank's head, but Frank holds steady --

THE ELEVATOR IS ABOUT THREE QUARTERS OF THE WAY UP

just about level now with the hotel suite --

CLOSE ON FRANK'S FACE

He has every reason to kill Costa. He has every excuse to let
himself pull that trigger, including the gun at his head.

Frank eases his head back, and sees his reflection in the
scope, along with Bruno Costa's head in the crosshairs.
Finally he decides. He can't do it. Not like this.

Tony's patience is gone at this point --

TONY

Lights out, you fucking fed --

Frank suddenly twists the rifle back around, slamming Tony's
gun off to the side as he fires one wild shot --

IN THE ELEVATOR - COSTA AND RENZO HEAR THE SHOT

which slams the glass in the elevator -- Costa crouches, but
spins around to see where it came from --

COSTA'S POV - FRANK AND TONY ARE FIGHTING ON THE BALCONY

Frank swings the rifle stock back and hits Tony in the face
twice -- with a third hit Tony crumples to the floor. As he
does, he looks up at Costa -- they make eye contact.

IN THE ELEVATOR - COSTA STARES OVER WITH HATRED AND FURY

He knows Frank is there, and that this was a Vingello hit. He looks over to Renzo, cowering against the wall.

RENZO

I -- didn't know shit about this, I --

But Costa grabs Renzo's shirt front, and hurls him out the broken glass of the elevator to a ten story drop!

IN THE HOTEL ROOM - FRANK RUNS OUT

and knows he has very little time to get away --

IN FRONT OF THE HOTEL - MOMENTS LATER - FRANK HIJACKS A CAR

as it's being returned by a VALET -- Frank peels out, as --

ON THE STREET NEARBY - VINGELLO WAITS IN THE LIMO

and his phone rings. Vingello heard the shot, and is expecting good news. He picks it up --

TONY (O.S., ON PHONE)

(groggy but mad)

He wouldn't take the shot. I told you, that cocksucker is a fed --

VINGELLO

Then you did what I told you to if he wouldn't fire, right? You shot Costa, then put one in Tower's ear, and left his body there so the feds would take the heat for the murder -- right?

TONY (O.S., ON PHONE)

No. Costa got away.

Vingello is getting furious. This has completely blown up.

VINGELLO

Then **at least** you shot this fed you were in the room with -- right?

TONY (O.S., ON PHONE)

-- ahh -- ahh -- no.

VINGELLO

Then what are you doing on the phone, you fucking merdone? Track him down and nail him up!

(hangs up, to driver)

Get going, kid. Now.

(after a moment)

Drive the fucking car! Now!

The privacy screen rolls down in the limo -- revealing that Vingello's driver is slumped over in the seat, dead. Right next to him is Bruno Costa, aiming a silenced gun at Vingello.

Without a word, Costa **FIRES** once, hitting Vingello high in the chest. As Vingello gasps, bleeding, in agony --

COSTA

Did I hear that right? You not only let a fed into your shop, but you sent him up to kill me?

(a dry laugh)

You're too dumb for your territory, Ciro. If you sent Tony up by himself, you'd be the one smiling and I'd be the one wheezing and bleeding like a fish on the dock. Oh well.

(looks at hotel)

You picked a nice spot to check out. Historical. Al Capone spent a couple of months here right before he died.

(levels gun)

Say hi to him for me.

VINGELLO

-- you -- can't do -- this --

(gasps)

I'm -- a -- made m--

COSTA

Unmade.

Costa silently FIRES again, finishing Vingello.

INT. HARWOOD'S BEDROOM - NIGHT - **A RINGING PHONE**

shatters Harwood's sleep. He reaches from his bed and doesn't even get to say "hello" --

FRANK (ON PHONE)

The "Word Of the Day" is "fucked".

INT. IN THE CAR - **FRANK IS DRIVING LIKE HELL**

and swerving around cars while clutching the phone --

FRANK (INTO PHONE)

Vingello's crew figured out my day job.

HARWOOD (ON PHONE)

Shit -- calm down, Frank -- we've got time to --

FRANK (INTO PHONE)

To what? How much time did Cahill's family get when his cover blew?

FRANK
 (shaky, on edge)
 That can't happen to my family -- you
 gotta get there --

HARWOOD (ON PHONE)
 Got you covered, Frank. I'm on my way.

The phone CLICKS off, and Frank zooms down the bridge. This is the first time we've seen him really rattled. Now it's not just him in the line of fire. It's his family.

EXT. FRANK'S YARD - NIGHT - **FRANK SPRINTS TO THE DOOR**

There's no way for him to know how who's on his trail or if someone got here first --

INSIDE FRANK'S LIVING ROOM - FRANK HITS A CEILING TILE

that has been rigged with a catch -- a fresh 1911 pops down. Panting with exertion, and with fear of what he might find, Frank moves down the hall, gun in hand --

IN FRANK'S BEDROOM - **FRANK STEPS IN AND HITS THE LIGHTS**

revealing Maria is lying there, asleep, holding the locket. She stirs, frightened by the way Frank's barged in --

-- and Frank embraces her, almost crying with relief.

MARIA
 (still sleepy)
 Frank -- what's --

FRANK
 We've got to go. Right now.

Maria is instantly awake, and heads for her closet. She's done these midnight moveouts before -- she doesn't like this, but she's had enough practice to get good at it.

MARIA
 Where're we going this time?

FRANK
 Anyplace you say.

Maria freezes. This one she hasn't heard before.

FRANK
 I swear to Christ, Maria, we'll never have to do this again. Every word you said was right. So I'm out of it.
 (she stares at him)
 All the way, as of tonight. I'm quitting the bureau. I'll run a snow cone stand or something --

Smiling and crying, Maria rushes over to Frank to hug him. She's wanted to hear this for years. Frank starts joking, because if he doesn't he'll start crying too.

FRANK

-- better yet, I'll let F.J. and Carla run it. They're cute, but they really need to start pulling their weight.

(kisses her forehead)

Get 'em packed. Five minutes.

Frank breaks off the embrace and heads out, as the headlights of Harwood's car pull up in the driveway.

EXT. FRANK'S YARD - NIGHT - FRANK AND HARWOOD

are standing. Frank has obviously just told Harwood about his night, as Maria snaps the kids into their minivan carseats.

HARWOOD

Okay, okay -- we'll give you some time off and put you on a new assignment.

FRANK

And next time, maybe I won't get enough of a heads up to leave. Not a chance. I can't put them through any more of this. I'll make myself available to testify, but this is it.

(echoing Maria)

There's always going to be another mobster. And another, and another.

(points to van)

But they can't be replaced. And I've got to start looking after them.

Frank and Harwood load a couple of bags into the back. Frank Jr. is sleepy and upset, though.

FRANK JR.

-- where's my gameboy? Gotta get it --

Harwood smiles, pulls it out of the bag he just loaded, and hands it to Frank, who passes it to Frank Jr. Frank and Harwood step away from the car for a moment.

HARWOOD

By the way -- Vingello's off the charts. He turned up dead in his limo right after you left that hotel. So I guess you won't have to testify at all.

FRANK

I didn't mean I'd testify against him.

HARWOOD

Oh, right -- Santianello. We'll nail him for murder one on that girl --

FRANK

Do that too, but I was talking about Bruno Costa.

(off Harwood's look)

When we hit Costa's money train, I pulled a binder out of one of the cars. It had bank statements, account codes, even a CD-ROM. I stashed it in the McEwan garage behind pillar C-19.

(beat)

I stashed my coat there too -- and the camera's got photos of Costa's bankers. You can use the credit card statements at their restaurant to ID them. You get that binder and those bankers, the financial unit can track Costa's money. My testimony will link Costa, the banker, and all his money like a string of Christmas lights.

(noting his stunned look)

Cheer up, Geoff. We just put Bruno Costa's balls in a wire basket.

Harwood snaps out of it, and smiles.

HARWOOD

Fuck me. Five years you've wanted this prick, and this drops into our lap on your last night. Well, I'd rather be lucky than good.

(beat)

Follow me to the safehouse. Witness Protection'll make your exit strategy.

FRANK

My exit strategy is made. I leave.

(Geoff starts to protest)

When Cahill quit the Costa op last year, his exit strategy was a closed casket, thanks to a leak. So run a decoy caravan, and smoke out the leak that way. But I'm not telling anyone where I'll be for a while.

Frank holds out his hand -- and Harwood takes it. They've been working together for five years, and this is the end.

FRANK

Gonna miss you, Geoff. I can feel my vocabulary shrinking already.

HARWOOD

Got you covered. I'll send one of those calendars on to wherever you settle. And I'll make sure it's the one-syllable edition.

Both men smile -- and Frank heads to his family, looking like someone just lifted two hundred pounds off his shoulders.

CUT TO:

EXT. MIAMI DOCK - FRANK'S BOAT - DAWN - **CLOSE ON MARIA'S FACE**

as she sees Frank coming down the dock. Frank Jr. and Carla are loading the last of the groceries onto the boat.

A moment later, Frank unties the boat. Frank reaches to the side, where the ID numbers are, and rips a plastic stencil off -- at the rear, he rips another off. In seconds, the boat has a new ID number and a new name: "MONTH OF SUNDAYS". As the boat pulls away, we PULL BACK to a high angle --

-- and we see why Frank chose this exit. There are dozens of similar family cruisers out right now in this area. Hundreds are in the bay, thousands in the intercoastal waterway. Frank's boat vanishes into a maze of criss-crossing wakes. Even if you knew to look for a boat, where would you start?

Frank steers the boat away from downtown Miami's skyscrapers, lit up by the morning sun.

DISSOLVE TO:

INT. ON THE BOAT DECK - NIGHT - THEY FINISH DINNER

and it could be any family on a trip -- they've made a mess with crab shells, sandwiches and cokes. Radio's on an oldies station. Frank is reading a book to Frank Jr. and Carla.

FRANK

-- "and the dog ran and ran and ran, but it was no use. He found a friendly sheep and said, 'Can you help me? My name is Bowser Smith, but I don't know where my home is any more."

CARLA

Is that what we're doing? Trying to find home?

Carla looks worried. She can't understand what's happening, but kids pick up the vibe anyway. Frank looks at Maria and closes the book to reassure Carla.

FRANK

No. Home's anyplace we say it is. Home's anyplace we're all together.

FRANK

(hugs her and Frank Jr.)
Right now, that's here, okay? Hey, you
know what? We get to change our names.
What should our new name be?

CARLA

Smith!

FRANK

Hmm -- maybe -- let's try for
something a little more --

FRANK JR.

Smith! I like that too!

Frank looks at Maria, who laughs and nods.

FRANK

Geoff won't believe it when I ask for
the paperwork, but sure, "Smith" it is.

Frank perks up a little when a great old song starts on the
radio -- it's "Grits Ain't Groceries" by Little Milton.

FRANK

Wanna dance, Mrs. Smith?

And they do, dancing and laughing all over the deck. The kids
join in too, and it's clear that even though things have been
rough recently, that's over now. Maria whispers something in
Frank's ear -- and Frank looks at her, in love all over
again. As the kids jump around, too caught up in the song to
notice them, Maria gives him a sudden, deep kiss. They both
know they're getting a chance to start over again.

MARIA

(quietly)
I'm putting the kids to bed. Then I
think we're due another honeymoon.
Don't you, Mr. Smith?

Maria takes the kids by the hand and leads them down.

FRANK JR.

Dadd-dy -- can I sleep with my gameboy?

MARIA

(firm, to Frank)
I told him no. He was teasing his sis--

FRANK

(shouts over)
Okay, champ.

Maria starts down, giving Frank a mocking, loving look.

MARIA

And they called you "the Punisher"?
 (rolls her eyes)
Cagajon --

Maria goes down to the cabin -- and Frank smiles broadly as she goes. Right now he knows who he is. Right now he is absolutely reveling in the fact that he's an ordinary guy. In another movie, this would be the happy ending.

Frank realizes there's one more thing for him to do to really close the book on his old life. At a cabinet by the controls, Frank pops open a door and pulls out a duffel bag. It's open, and it contains the skull armor shirt and his 1911s.

Frank looks down at it with disgust. This is what he almost turned into. Now it's time to trash it for good. Frank crosses to a rail, to toss this junk over the side, when --

-- a pair of searing spotlights hit Frank's boat -- and a barrage of machine gun shots tear up the deck behind Frank! Frank dives for cover and looks over --

ON THE OPPOSITE SIDE OF THE DECK - CLOSE ON FRANK'S FACE

as he sees there are two boats at close range, each with GUNMEN on the deck, firing machine guns at the deck --

-- Frank rolls across the deck and a line of bullets rip the boards behind him! Frank finds some temporary cover in the boat's metal control area, but beneath him, Maria and the kids are SCREAMING --

FRANK

(shouts down)

-- Maria, get on the floor! Cover the kids with the bunks!

The closed hatch to get to the lower deck is ten feet back -- ten feet that's being shredded by a crossfire. If Frank tried to get through it, he'd be dead before he got halfway there. Frank desperately wants to protect his family, and there's only one way to do it -- by fighting back.

Frank grabs the duffel bag, pulls on the skull armor, and stands with his 1911s, firing back at the boats --

Frank's shots kill the spotlights on the two boats -- with another shot, he cuts the anchor line on his boat -- Frank starts the engine, but there's no escape --

VIEW OVER WATER - THE TWO ATTACK BOATS PACE FRANK'S BOAT

and the gunmen are firing at the boat, killing the engine --

ON THE DECK - BULLETS ARE EVERYWHERE

-- splintering the wood, zinging off the metal -- fighting back is hopeless, as Frank is totally outgunned --

-- but with the spotlights gone, Frank manages to make it across to the hatchway --

FRANK TEARS OPEN THE HATCHWAY AND DIVES DOWN TO THE CABIN

as gunshots are everywhere -- the boat's engine and electric system are gone, the only light now is moonlight from the holes blasted through the cabin walls --

Frank is starting to peel off the skull armor as he crashes through to the door of the sleeper compartment --

FRANK

(shouts over gunshots)

Maria, I've got body armor, if you and the kids lay under it it'll prot--

But Frank stops as he yanks open a sleeper door -- at the sight of a small, feminine hand lying still, we cut away to --

FRANK'S ANGUISHED FACE

which confirms beyond a doubt: his daughter is dead.

OUTSIDE FRANK'S BOAT - THE ASSASSINS' BOATS

surround Frank's and are mercilessly firing away -- machine gun fire is pouring in from both sides, so intense that the gunfire is slowly turning the boat around in a slow circle --

IN FRANK'S BOAT - BULLETS ARE EVERYWHERE

and a shot hits Frank's shirt -- he doesn't notice, nothing could hurt as much as seeing his daughter ripped apart --

-- Frank tears open the other cabin door, and sees --

-- Maria has thrown herself over Frank Jr. -- bullets are still blasting through --

Frank goes to pull them both down, away from the waterline and firing line -- he pulls Maria off and sees something horrible, something we can't see --

CLOSE ON FRANK'S FACE

and we know what he's looking at, what he doesn't want to believe, is true -- Frank Jr. is dead. Devastated, Frank pulls Maria down, holding her --

-- but his hand is slick with blood. Her blood. She's been shot more than once from shielding the kids with her body.

She looks up weakly, begging him to tell her this isn't happening with a look and a whisper --

MARIA

-- Frank --

Bullets rip through the wall and into Maria -- they pass through her body and hit Frank in the skull armor --

-- Frank turns Maria around to take the hits himself, but more shots pour in from the other side, striking her --

-- Frank feels every shot that kills Maria. Every one.

Maria looks up at Frank -- and the light goes out of her eyes. She is gone. Frank is staring, crying, screaming --

FRANK

-- Maria!

Frank breaks down, holding her tight, as if that could keep her from leaving -- as --

ON THE BOW OF THE SECOND ASSASSIN BOAT

A killer raises the weapon that will finish this -- as the two other boats continue the crossfire, this assassin is prepping and aiming a shoulder mounted missile launcher --

IN FRANK'S BOAT - FRANK LOWERS MARIA TO THE FLOOR

and gently takes off the locket. His entire world has been wiped out -- and there isn't a scratch on him. There's just his family's blood all over the skull armor.

As bullets fly everywhere, Frank's body is racked with sobs. There is no sign of the tough guy we've seen before -- just a man who's had everything, everything, stripped away.

He looks at the skull, and realizes -- he brought this home. Clutching the locket, Frank starts up, emotionally over any edge you can imagine -- he starts to peel off his shirt -- now he wants to die more than anyone has ever wanted anything.

Frank reaches the top deck, his shirt half off -- a shot rips his leg, another tears through his side as he screams --

FRANK

-- then kill me, you motherfuckers!
Kill me --

ON ONE OF THE ASSASSIN BOATS - A KILLER AIMS THE MISSILE

at the bow of Frank's boat -- Frank can't be seen from here, and his screams can't be heard over the GUNFIRE --

-- the killer fires the missile -- it detonates dead center against the bow --

-- Frank's boat explodes as a fiery blast lifts the bow --

IN THE BACK OF THE BOAT - FRANK IS BLOWN BACK

by the blast, but we can see that he is actually not getting the brunt of the explosion's force -- the fact that the boat is flipping is protecting him from the worst of the fire --

-- the boat flips over -- Frank is knocked against a section of the boat as it begins to sink.

POV FROM THE ASSASSIN'S BOAT - FRANK'S BOAT IS SINKING

and on fire -- it looks like no one could have survived this. The boats start their engines, and pull away into the night. But as the sound of the engines echo far off in the water --

-- something breaks to the surface -- it is Frank, semi-conscious, clutching a piece of wood. He coughs out water, gasping for breath like being born again, and we go to --

BLACK SCREEN.

UP FROM BLACK - FRANK'S OLD HOUSE - FRANK'S POV OF MARIA

as she hovers over him, smiling, looking absolutely gorgeous in a sundress, completely alive, shaking him awake gently in the morning light of his old bedroom.

MARIA

(softly)

Hey -- Frank -- no more sleeping. It's picnic time.

(beat)

F.J's birthday -- remember? You bought him that little jeep?

We can't see Frank -- this is his POV -- but he sounds groggy, confused, frightened --

FRANK (O.S.)

...birthday...I thought I missed it...

MARIA

(laughs)

No, but you will, if you don't get up!

FRANK (O.S.)

...but the boat...I thought...you were all kil--

Maria, concerned, holds her hand to his head --

MARIA

Oh, Frank. You're having that nightmare again -- no, honey, it was terrifying -- but you saved us.

(with love and faith)

I knew -- I absolutely knew -- as soon as the trouble started, that you'd protect us.

The door flies open at the end of the bedroom -- and in rushes Carla, still in pajamas a little too big for her, and Frank Jr., already dressed to play. Maria rolls her eyes -- they're trouble this morning, but she loves it.

MARIA

Everyone's ready but you --

(a playful grab)

-- so get up!

Maria takes Carla off to get dressed, and Frank Jr. bounces into the bed, laughing --

FRANK JR.

Wake up, Daddy! Go with us, now --

FRANK

(laughing)

Okay, okay -- I'm up --

In Frank's POV, he throws back the sheet --

-- and like a mirage, it all evaporates -- Frank's bedroom, his perfect, breathing wife and children vanish completely --

-- leaving in their place darkness, guns, photos, dusty tables and knives. Frank has been sleeping on a shitty couch in the worst one room apartment in Miami.

CLOSE ON FRANK'S FACE

It all comes back to him now. Every day he wakes up anew to the realization that it all really happened. They are really gone. His eyes shut again. Then Frank pushes that back down. Turns it into something else. And gets up. There's work to do.

Frank throws the ragged shade off the window, and we see what a hovel this is. Holes in the wall, peeling ceiling, noise everywhere, and only a busted two-blade fan to fight the heat.

As Frank moves, we see the toll the attack took on him. He's stiffer than before, and there are pink scars on his legs and on his side from still healing bullet wounds.

Frank opens the ancient refrigerator and pulls out a water bottle -- the bottom is full of ice. He presses it to his forehead, as there is a timid, tentative KNOCK on the door. Frank doesn't move at first. But the light KNOCK goes on.

Annoyed, Frank opens the door, revealing --

IN THE DOORWAY - **JOAN** STANDS THERE

Joan is nineteen going on nine: she's really a little girl, but she's on her own and can't manage a place better than this. It wouldn't be out of line to use the word "waif".

Joan nervously stands there, holding a plate of cookies.

JOAN

(hesitant, quiet)

Mr. Smith? I -- made too many cookies.

Frank glares at her for a moment. He doesn't want the cookies. He doesn't want to talk to her. And this is too much for Joan, who's a nervous wreck just from trying to knock on his door. She shoves the plate into Frank's hands and runs back to her door across the hall, slamming it behind her.

Frank puts the cookies down -- but before he can shut his door, there is a shout from outside --

SPACKER DAVE (O.S.)

Hey, Smith! You got another package!

EXT. APARTMENT HOUSE STEPS - **SPACKER DAVE** (20S) IS SITTING

and revelling in his self-appointed position as the coolest guy in the shittiest apartment building on the shittiest block in Miami. He is also a victim of the trend wars: he has tattoos on his arms and a chain hanging between his nose ring and the piercing in his lip. Right now, Dave is playing with a magnet: he's using it to make his piercings stand out. A NEIGHBORHOOD PUNK on the stoop is handling the package, as if he'd like to take it -- but it's too heavy to lift.

SPACKER DAVE

Don't do it, man. This Smith guy is a head case and a half. Showed up six months ago looking whacked out of his skull.

(shakes head, jingling
nose chain)

Fuckin' drugs.

Frank walks out and picks up the box. It's heavy but he easily hefts it to his shoulder and steps back in.

FRANK

Thanks, Dave.

Frank keeps going into the hall -- and Spacker Dave turns, pissed that he has to say it for the thousandth time --

SPACKER DAVE

Spacker Dave!

IN THE FIRST FLOOR HALLWAY - FRANK HAULS HIS BOX IN

past a row of doorways. All doors are closed but one -- and jammed in that door is the four hundred pound MISTER BUMPO (30s), who looks embarrassed to have to ask for help again.

BUMPO

Uhh -- Mr. Smith -- ?

Without a word, and without missing a step, as Frank passes by, he gives Bumpo a firm, sharp yank that pulls him loose and puts him back in the hallway.

BUMPO

Thanks, Mr. Smith.

Frank vanishes up the stairs, as the Ry Cooder guitar on John Hiatt's "Alone in the Dark" takes us into:

DISSOLVE TO:

INT. FRANK'S APARTMENT - NIGHT - FRANK PULLS THE ICED BOTTLE

out of the freezer -- the only defense against the killer heat in this apartment. It ninety-five degrees outside, and Frank's about to make it a lot hotter inside.

Frank moves to the table, where the open package is on the table: it's a hand operated bullet press. It's next to other parts: Casings. Primers. A carton of smokeless powder. An electric "lead pot" for melting lead -- and bullet casts to pour it into. Even a bottle of a liquid, gelatinous explosive.

Frank sets to work. He's making ammunition. The kind you can't buy. The really, really good kind.

Frank taps an empty case into the sizing die in the bottom of the press. Carefully taps a precise amount of powder into it. Places the actual bullet itself onto the casing.

Frank forcefully YANKS down the hand crank with a BANG, and the sharp sound of a bullet being created takes him back to the sound of a bullet being fired --

IN FRANK'S HEAD - ON THE BOAT - A RAT FACED KILLER

FIRES his machine gun at the boat, LAUGHING as he does --

IN FRANK'S APARTMENT - A MOMENT LATER - FRANK PULLS THE PRESS

on another bullet, his body soaked with sweat --

IN FRANK'S MIND - ANOTHER KILLER IS FIRING AT THE BOAT

and he is wearing a vest loaded with small throwing knives, and larger knives for closer slicing --

IN FRANK'S APARTMENT - FRANK USES A TOOL TO CUT THE TIP

on a hollow point load -- it'll flare out on impact --

IN FRANK'S MIND - A THIRD KILLER FIRES TWO MACHINE GUNS

at the boat -- this one is a big, bald thug holding a gun with one hand, steering the boat with the other --

IN FRANK'S APARTMENT - FRANK IS CAREFULLY SEALING

the tips of the bullets with a touch of explosive, working with the patience and precision of an old watchmaker --

IN FRANK'S MIND - THE LAST KILLER RAISES A ROCKET LAUNCHER

toward the boat for the final shot -- and Frank can see, in the flare of the rocket launch, that this one is Jigsaw.

ON FRANK'S WINDOWSILL - SIX PERFECT BULLETS ARE LINED UP

and ready for their targets -- and there are a lot more custom loads on the table, some put into automatic clips, others organized into boxes -- blue ones marked "ARMOR PIERCING", red ones marked "EXPLOSIVE TIP", etc.

Frank goes to the closet grimly. He opens the door and pulls out the skull armor. It still has his family's blood on it.

CLOSE ON FRANK'S FACE

as he looks at all that's left of his family. It took him six months to forge his grief into anger. Now he's ready to get someone else's blood on him.

CUT TO:

EXT. VINGELLO FISH RENDERING PLANT - NIGHT - A CLEANUP WORKER

is hosing off the floor, into the side gutter and drain -- a river of blood and scales pours across -- but as a shadow passes over the worker, he looks up --

FRANK (O.S.)

Take a break.

AT THE OPEN DOOR - DEATH WALKS IN THROUGH THE SHADOWS

In the darkness, all you can see of the Punisher is the skull on his chest and the deathmask his face has become. He is holding a machine gun -- and he doesn't break stride.

FRANK

It'll need a good rinse in ten minutes.

The cleanup worker runs like hell, leaving a fish cleaning tray to loudly CLATTER to the floor as Frank unbolts his gun.

In the back, Tony pulls open a sliding door to check out the noise, sure it's just the cleanup guy. There are six more sitting there, drinking beer and listening to music --

-- and as Tony pulls the door open, the light spills out on the Punisher -- who doesn't stop walking.

The cigarette falls out of Tony's mouth. He can't believe it.

TONY
Mother of fuck -- it's Castle!
 (yells to others)
 He's back!

The others scramble for their guns, anxious for a shot --

-- but the Punisher isn't waiting -- he charges up to one of the fish prep tables and leaps forward, his gun blazing --

-- with his free hand, the Punisher grabs one of the fish hauling chains mounted in the ceiling -- the chain is rolling along the ceiling track --

-- and the Punisher is flying across the room toward these guys -- he hasn't stopped firing --

-- now the Vingello crew is on their feet -- two are blasted back, their shots going wild --

-- the gangsters are rushing toward Frank, firing -- and Frank is firing at them -- the entire darkened room is lit only by the sparking ricochets off the metal equipment --

THE PUNISHER IS FLYING ON THE CHAIN ACROSS THE ROOM

even though he is buffeted by hits in the skull armor --

-- as the Punisher gets closer to the gang, he leaps off the chain and into the darkness -- the heavy chain keeps rolling on the track, forcing the gangsters to jump out of the way!

IN THE SHADOWS - FRANK POPS THE CLIP OUT OF HIS GUN

and is pulling a fresh one out of his tattered jacket --

-- and a BIG THUG rushes the Punisher with a six foot fishing gaffe -- and his first strike is successful, though, because he knocks away the Punisher's freshly loaded gun --

-- the gun clatters away into the flash freeze unit --

-- the Punisher fights back, kicking the thug back --

-- as they struggle, the others can't get a clean shot --

-- the thug picks up a knife from a tray and slashes at Frank -- but he grabs the knife arm and shoves him forward --

-- the thug stumbles directly into the flash freeze unit --
he lands directly by Frank's gun --

-- and now Frank is exposed -- the other gangsters open fire -- there are scores of bullets in the air, sparking off the metal trays as Frank dives for the flash freeze unit --

-- inside the unit, the thug picks up Frank's gun and aims --
he can't miss, Frank is just a couple of feet away --

-- but Frank dives for the control of the flash freeze unit and activates it --

INSIDE THE UNIT - CHEMICAL ICE SPRAYS OUT TO FREEZE THE THUG

and instantly, he is frozen solid to the core -- but apparently the last thing he's done is to squeeze the trigger, because even though he is now dead and frozen, the machine gun in his hand is firing away --

ON THE FLOOR - THE PUNISHER DIVES FOR COVER UNDER THE TABLES

away from an unbelievable crossfire -- the thugsicle is holding a machine gun that's firing at the other gangsters --

-- half the gangsters are firing where Frank was a moment ago in the darkness, the others are just panicked and firing back at "Frosty", but all are shooting at the freeze unit --

INSIDE THE FREEZE UNIT - THE THUGSICLE IS BEING CHIPPED

by the barrage of bullets, but the machine gun is still going -- the multiple hits and the recoil of the machine gun take their toll --

-- the frozen thug's body shatters -- most of it falls back into a pile of ice-rubble in the freezer, but --

THE FROZEN HAND CLUTCHES THE STILL-FIRING MACHINE GUN

and it falls out of the freezer -- the recoil on the still-firing gun spins the hand and gun across the floor --

THE REST OF THE GANGSTERS SCATTER

as they're hit by the wild machine gun fire that's also blasting apart barrels of fish heads, scales and blood --

ON THE FLOOR - THE PUNISHER DIVES FOR THE SPINNING GUN

before it can spray lead at him -- in one move, he grabs the frozen hand and stands, aiming at the other gangsters and finishing the job, pausing only when the clip is empty --

-- a moment later, the only sound in the plant is the echo of the gunfire. The gangsters are on the floor, dead. That seems like everybody -- but suddenly, from out of the darkness --

-- Tony is there, firing an automatic at the Punisher -- he gets a near miss on a head shot before Frank steps over, holding his machine gun like a baseball bat -- he swings --

-- and the stock of the gun, with the still frozen hand on it, connects against Tony's head with so much force that the frozen hand shatters, the fingers go flying --

-- and now weaponless, Tony desperately scrambles up the only exit left him: one of the slanted roller-loaders set up to move equipment and fish from floor to floor. Tony makes it the top, when Frank fires a shot right over him. Tony freezes, hanging by one hand at the top of the roller, fifteen feet away from Frank, who is calmly aiming up.

TONY

I know why you're here -- but we're not the guys --

The Punisher fires again -- this time closer to Tony's hand.

TONY

-- we didn't do the boat hit!

(looks up at Punisher)

We looked. We wanted you, bad. But whoever scored on you, it wasn't us!

(beat)

I hear on the street it was Costa's guys. Someone on the government side ratted you out. Someone they had on the pad for years.

(a pleading look)

I told you -- we didn't do the hit --

FRANK

I know you didn't, Tony. That's not why I came.

(calmly)

It's like Vingello said. This is my graduation day.

TONY

You got no reason to do this --

The Punisher looks up at him --

IN PUNISHER'S MIND - TONY IS IN THE BLACK SEDAN

laughing as he shoots the rollerskating girl --

IN THE PLANT - THE PUNISHER GLARES UP AT TONY

FRANK

Sure I do. I want to see what kind of moving target you make.

Frank fires at Tony's hand, close enough to make him let go --

-- and Tony slides down as Frank empties his gun into Tony with enough force to slow him, even stop him, on the roller --

CLOSE ON FRANK'S FACE

as he fires the gun until it clicks empty -- and his face shows that us Vingello was right. Something in him has just hardened forever -- and that's what Frank wanted. He thinks he's just left the last of his humanity behind.

Frank turns and walks away, not even watching as Tony's lifeless body finishes its slide down the roller, coming to a stop in a spilled heap of fish heads, tails and guts.

CUT TO:

EXT. A PERFECT RED PORSCHE CONVERTIBLE - ON BRIDGE - NIGHT

The Porsche zooms out for a dangerous pass, forcing the car in the oncoming lane to brake hard -- the Porsche cuts back into its lane, and we see the driver --

-- it's Harwood, now dressed a lot better than an active federal agent would be, singing along to his CD player.

DOWNTOWN MIAMI - THE PORSCHE TURNS A CROWDED CORNER

with a lot of people milling around -- but one figure in black stands out --

-- it is Frank, glaring at Harwood --

-- Harwood sees him, and whips his head around the way you would if you just saw a dead man --

-- only when Harwood takes the second look, everybody he saw before is there. Everyone but Frank.

Harwood reels himself in -- he's rattled, but he tries to laugh it off. Nah. Couldn't be.

Harwood turns at a chrome and glass tower that stands thirty stories over downtown, and he zips into a parking garage.

IN THE GARAGE - HARWOOD BEEPS THE CAR LOCK

and moves to a lobby door, holding his cell phone. He hits a button to check his voice mail as he heads for an elevator.

VOICE MAIL ANNOUNCER (ON PHONE)

You have -- one -- new message.

Harwood gets into the key-only elevator and starts up. The message begins, and Harwood's blood drains away --

FRANK (ON PHONE)
 (absolute ice)
 So you'd rather be lucky than good,
 huh, Geoff? Guess what. Right now
 you're neither. See you soon.

The message ends -- and Harwood, dizzy, leans against the wall. He starts punching buttons on the phone --

HARWOOD
 Is he there? Goddamn it --
 (rattled)
 Have him call me back. Right away --

The elevator pleasantly DINGS -- Harwood closes the phone --

-- and as the door opens, Frank is standing there, extending a Colt 1911 so the barrel is up against Harwood's forehead.

FRANK
 Now I've got you covered.
 (jerks head back)
 Out.

The gun barrel never leaves Harwood's forehead as Frank walks him backwards down the hall.

HARWOOD
 Oh Jesus oh Jesus Jesus -- I didn't do
 anything, Frank -- I don't know what
 you think, but you're wrong --

Frank says nothing. He isn't buying any.

HARWOOD
 I didn't know they were going to kill
 Maria and the kids, I would've told
 them to shoot me instead, you know
 that -- **you know that, Frank!**

Frank's face is absolute stone as he marches Harwood back.

HARWOOD
 All right -- I took the money, but
 just because Costa already owns half
 the Justice Department! He owns guys
 five levels up! If I didn't take the
 money, I'd be dead now --

Frank has now moved Harwood up against a corner wall. End of the line. Frank pulls the hammer back on the Colt.

HARWOOD
 Frankfrankfrankfrank -- don't -- I
 saved your life in that Atlanta raid,
 remember, remember?

HARWOOD

You know who I just talked to in the hall? Frank Castle!

(beat)

No shit he's supposed to be dead! He came here to kill me! The only reason I'm alive is Frank's a fucking boy scout! I blubbed "please don't kill me" a couple of times and he folded like a card table! That ain't gonna work twice, if he ever finds out I put a tracer in his kid's videogame so you could find that boat!

(beat)

No, you listen, Bruno. For five years, I steered all my agents to investigate your competition, not you. I buried the evidence that Castle found and I told you how to bury him. Now I'm going to go on a trip, and you are going to hold up your fucking end and kill that miserable cocksucking motherfucker so he stays dead --

A shadow falls over Harwood -- and he looks up, his throat closes -- he's too scared to speak.

HARWOOD'S POV - THE PUNISHER IS TOWERING OVER HIM

Frank takes the cell phone out of Harwood's frozen hand.

INT. POSH RESTAURANT - COSTA IS STANDING TO THE SIDE

listening to the call and rolling his eyes. Can't be.

FRANK (ON PHONE)

This is the Punisher.

COSTA

Bullshit. I haven't got time for --

FRANK (ON PHONE)

You haven't got any time at all, Costa. Here's how you measure what's left of your life. Five bodies.

(beat)

Five men who killed my family. Count them down, because when I've finished them -- you'll be the sixth.

IN HARWOOD'S DEN - FRANK PUTS THE PHONE IN HARWOOD'S HAND

and he tears a sheet off Harwood's "Word Of The Day" calendar on his desk -- and calmly stuffs the sheet into Harwood's hand. Harwood reads the note, and looks up, terrified --

OUTSIDE THE WINDOW - HARWOOD IS HURLED THROUGH THE GLASSand his arc takes him down toward the glass orchid house ---- Harwood was thrown with enough force to take him through the glass ceiling -- through yet another window ---- and he begins a thirty story trip to the pavement, SCREAMING into the cell phone!

INT. AT A POSH MIAMI RESTAURANT - BRUNO COSTA

holds the cellphone back from his ear, as a death shriek
blasts out of it --

INT. HARWOOD'S DEN - FRANK PEERS OUT THE OPEN WINDOW

as the breeze rushes in, blowing around loose hundred dollar bills. Frank cranes forward so he can see the whole trip down -- there is a look of momentary satisfaction as the fast-fading scream abruptly ends.

CUT TO:

EXT. CONDO SIDEWALK - DAY - HARWOOD'S STAIN

has been roped off, as police mill around. A CORONER'S ASSISTANT takes a scraping tool out of the meat wagon. Terri and Luis are there. Terri takes a drag on her cigarette and looks down with no sympathy.

TERRI

Geoffrey Harwood, retired FBI agent.
This is the same guy who came out six months ago to say Frank Castle had itchy pockets -- that he was taking from Ciro Vingello, he snapped after the FBI caught him, and he killed his own family while trying to get away.

LUIS

I think maybe we were misinformed about who was on the take. There were a lot of loose hundreds in his condo --
(holds busted cell phone)
-- and the last call he made was to Bruno Costa's private cell phone.

TERRI

(drops ash in outline)
Think his conscience got to him?

LUIS

Yeah, if his conscience is a six foot four motherfucker with a skull on his chest.

LUIS
I just saw a hallway surveillance
tape, and it tallies with what the
witnesses told us.

TERRI
It's the Punisher. He's alive.

LUIS
He didn't care if anyone saw him
leave. It's like --

TERRI
Like he wants to make sure we know
he's here.

LUIS
So Harwood goes from being a stain on
the FBI's rep to a stain on the valet
plaza. If he was dirty -- you think
that means Castle was clean?

TERRI
I might've thought that -- before. But
you can't do something like this and
ever get clean again.

The coroner's assistant walks up with a pair of plastic bags.

CORONER'S ASSISTANT
Detective? These were in the
decedent's shirt pocket.

Terri opens one bag, examining a custom made bullet.

TERRI
This is a serious load. Custom made
housing. Feels like there's extra
powder for velocity -- flared tip to
really chew up your insides --
(looks at end)
-- he even tipped it with explosive.
If he fired this it'd make a bigger
mess than the swan dive -- oh, shit --

Terri looks at the primer end. There is a skull symbol
engraved on it. On the side is the numeral "6". Terri rebags
the bullet and lets out a sigh. This is going to be tough.

TERRI
Are we counting up -- or down, Frank?
(to Luis)
What's in your crackerjack box?

Luis hands it to her, and Terri holds the bag up to the
light. It's the "Word of the Day" sheet torn off the calendar.

ON THE PAGE - THE "WORD OF THE DAY" IS "DEFENESTRATE"

and the definition is helpfully supplied:

de-fen-es-trate (vb)

To throw out of a window.

CUT TO:

INT. FRANK'S APARTMENT - DAY - **FIVE CUSTOM BULLETS**

are lined up on his windowsill. Numbers "1" through "5".

Frank's hand reaches down and picks up number "5".

EXT. ON THE APARTMENT STOOP - SPACKER DAVE IS SITTING

and listening to a home-made tape of himself singing some kind of surf-punk-ska hash. It's not bad -- just lacking some technical polish. Frank walks by on his way out.

SPACKER DAVE

Hey, Smith. Going to do the town?

FRANK

It's tempting, Dave.

Frank is three steps down, when Dave fires back --

SPACKER DAVE

Spacker Dave!

This time, Frank turns, and glares at Spacker Dave -- and Dave wonders if the fuck-you tone was a mistake. For a moment, Frank says nothing and the only sound is Dave's homemade song pounding out of his boombox. Dave's expecting some trouble, but stone faced, Frank just offers this:

FRANK

Let me give you some advice, kid.

(beat)

Get an impedance-matching transformer
for your microphone. For just twenty
bucks, you'll lose that feedback hum.

Frank turns and keeps walking. Dave shoots him a look like the RCA dog: what could this guy know about microphones?

CUT TO:

INT. MIAMI POLICE STATION - DAY - **TERRI IS SITTING**

at her desk, looking over a thick file of documents.

We can see that they're all pieces of Frank Castle's life. A military service record. FBI personnel file.

News clippings of his old "Punisher" attacks as a Vingello enforcer.

TERRI

His real name is Castiglione -- he changed it to "Castle" for some reason. Two terms in the Army and he was on the advance ground team in Iraq for the Gulf War -- so he knows weapons, camoflage and strategy. He was a model FBI agent for eight years. Too aggressive on raids sometimes, but he got results. So what turns a straight arrow like this into --

She finds a plastic bag, and it stops her. It contains partially burnt, water damaged family photos -- the label reads "**EVIDENCE** - RECOVERED FROM CASTLE BOAT WRECKAGE". The photos are in rough shape, but they show Frank, Maria, and the kids, having fun, playing on the beach, at a carnival, etc. There's nothing but love in these photos.

Terri stares into Frank's eyes on one shot. She knows now.

TERRI

He didn't do it. He couldn't have.

(Luis looks up)

Harwood's story is looking like bullshit now, right? So let's say Castle wasn't on the take. There's no way that this guy --

(holds up happy photo)

-- killed these kids, no matter what.

LUIS

Hey, Neslar, do you have a crush on him or something? I know he's on the rebound, but take it from me, I picked this up in college: never, ever date the clinically, criminally insane.

(beat)

Every time we pick up someone who did their family, there's a stack of photos just as gooey as those --

TERRI

Yeah. But add this up. He slaughtered his loving wife, his perfect son, his adorable daughter, out in a boat, in the middle of nowhere, for no reason at all --

(beat)

-- but just twenty-four hours earlier, he risked his life to save someone he doesn't know at all -- me -- in that parking garage shootout. No way.

TERRI

(closes folder)

Somebody else did his family. Castle's been stitching himself back together for the last six months -- and now he's going for payback.

Luis looks skeptical, but before they can debate this further, a creaky cart moves by the door --

-- and it is stacked with about two hundred evidence baggies full of red, melting ice. A highly caffeinated CORONER'S ASSSISTANT picks up some of the small bags that slop off.

LUIS

Don't tell me. Someone held up an ice cream truck.

CORONER'S ASSISTANT

If only. It was the Punisher.

(Terri and Luis perk up)

He shot up a fish processing plant full of gangsters last night. One guy went into the flash freezer. We go to move what's left, he falls over, and crash -- a million pieces.

(picks up bags)

Like my fucking nightmares aren't colorful enough already --

Luis looks at Terri. Maybe her theory's right.

LUIS

You know that Chinese saying? That revenge is a dish best served cold?

TERRI

Then the Punisher's shaping up to be a cordon bleu chef.

The coroner's assistant finally balances the gory ice bags -- and WE FOLLOW THE CART as he gingerly pushes it down a hall --

-- and at an intersection with another hall, WE FOLLOW ANOTHER POLICEMAN who's going in another direction. He walks through a doorway, and suddenly we are in --

A LINEUP THEATRE WHICH IS BEING SET UP WITH FIVE SUSPECTS

on parade, each holding a number. At one end, "1" is whispering to "2" and smiling --

"1"

-- what'd I tell you? Twenty bucks for ten minutes of standing.

We move down the line to JOHNNY "HYENA" MILLER -- the rat-faced assassin on the boat -- as he's shoved into place.

MILLER

Okay, okay -- just let me switch signs with him, all right?

The guy before him shrugs -- why not -- and they swap boards.

MILLER

This is my lucky number.

IN THE WITNESS BOOTH BEHIND ONE-WAY GLASS - A DETECTIVE

blows steam off some hot coffee, and is clearly bored with this drill as he talks to a witness who is seated behind the window. We can't see the witness' face -- it's in shadows.

DETECTIVE

I know you're nervous, Mr. Fuller. Would you like to use the restroom again?

(witness shakes head)

Then let's get started. Based on your mug shot identifications, we've brought these men in for you to make a positive identification. Look them over. Take your time.

(beat)

Do you see your attacker?

(witness nods)

Are you absolutely certain of your identification?

Slowly, the witness stands up -- it is the Punisher, in a suit and tinted glasses, trying his best to look harmless.

FRANK

I'm certain.

(genuinely)

Thank you.

With that, the pose vanishes -- Frank abruptly draws the Colt from a lower back holster under his jacket --

-- as the detective in the room hurls himself back, flabbergasted, spilling burning coffee on himself --

-- Frank fires a single shot at the window, shattering it into dust -- with his other hand, he rips his shirt open --

IN THE LINEUP THEATRE - THE SUSPECTS LOOK UP IN SHOCK

and Miller, in particular, gapes up at the open window --

-- and now he's the one who's made a positive ID. He sees Frank's face. He sees the skull shirt.

And he knows death has come for him. Before he can run or scream --

FRANK FIRES DOWN THROUGH THE WINDOW

and puts at least five shots right through Miller's "5" board and into his chest -- Miller is blasted back against the wall, collapsing in a heap! The other lineup ringers flee --

"2"

Easy twenty bucks, my ass --

IN THE WITNESS BOOTH - THE DETECTIVE RECOVERS

from his surprise and coffee scalding -- he draws on Frank at close range, but Frank lashes out and grabs his hand --

-- Frank forces the detective to fire up and shoot out the lights -- the booth and the theatre fall into darkness --

Frank is just a silhouette as he vaults out of the broken window -- just as he clears it, we see that elsewhere --

IN A RESTROOM - FRANK HAS LEFT A HOMEMADE INCENDIARY

under the ceiling sprinkler heat sensor: he's wired a book of matches, with a burning cigarette under the fold. The cigarette hits the matches -- the matches flare --

-- and the sprinkler system and a fire alarm activate --

IN THE LINEUP THEATRE - EMERGENCY LIGHTS KICK IN

and a half dozen drenched cops have their guns out -- but the Punisher has vanished in the split second of darkness.

IN THE MAIN SQUAD ROOM - THE COPS BURST OUT OF THE THEATRE

and yell over the deafening ALARM -- "shooter!", "it's the Punisher!", etc. -- but it's no use. No one hears them, the place is absolute chaos, and the only sign of the Punisher is the discarded, soaked suit jacket by a stairwell.

EXT. AT A POLICE STATION EXIT - TERRI RUSHES OUTSIDE

and she's soaked. She gets to the rail of this outer stairwell just in time to see --

-- the Punisher riding off on a police motorcycle -- and he's wearing a police headset radio.

INSIDE THE STATION - AT A RADIO DISPATCH ROOM - THE DISPATCHER

is working the radio urgently, and listening to a voice -- and of course, we can tell who this is --

FRANK (O.S., ON RADIO)
 -- this is unit 3130 -- we have
 sighted suspect heading eastbound on
 Collier, repeat, eastbound at high
 speed on Collier --

DISPATCHER
 -- acknowledged, 3130 -- all units,
 suspect is heading eastbound on
 Collier -- all units intercept --

Soaked, Terri runs in, as a cacophony of answer calls flood the radio -- "heading east", "unit 2940 moving east", etc. Terri snatches the mike away from the startled dispatcher.

TERRI
 That's him on the radio, dipstick --
 (into microphone)
 All units -- he's heading west. But if
 I were you, I'd just grab lunch,
 because he's already too far gone.
 (beat)
 Am I right, Castle? Are you too far
 gone?

EXT. FRANK IS GETTING AWAY - DAY - ANGLE ON FRANK'S FACE

He's easily swerving through and around traffic. He's escaped -- but he's also listening to what Terri is saying.

TERRI (O.S., ON RADIO)
 I know what happened. I know you
 didn't kill your family. And I know
 you're going after the ones who did.
 (beat)
 So you're counting them down with
 those bullets. I get it. You want the
 last guy to count too, all day every
 day. You want him to die every time
 the phone rings or a truck backfires,
 until you finish him for real.
 (beat)
 One question, Castle. If the way he
 measures the rest of his life is by
 your body count -- what are you
 measuring the rest of your life by?

Frank keeps swerving, but his look tells us she's getting through to him a little bit.

INT. POLICE STATION - DISPATCH CENTER - TERRI

is swatting away the dispatcher's tries to get the mike back.

TERRI (INTO RADIO)
 Your luck can't hold up like this.
 Sooner or later, the guys you're
 tagging are going to tag you back --
 and if you die, the men who killed
 your family will get away with it,
 because we don't know who they are.

(beat)
 Turn yourself in. Tell us what you
 know and we'll arrest them.

EXT. ON THE MOTORCYCLE - DAY - FRANK IS LISTENING

and maybe he's a little tempted --

TERRI (O.S., ON RADIO)
 Prove it, Frank. Prove you're not too
 far gone. Trust the system and --

-- and Frank's face tells us that she just lost the argument.
 Trusting the "system" got his family killed and left the men
 responsible free to walk around. He tears off the headset and
 tosses it away, ZOOMING off down the busy street.

INT. LINEUP ROOM - LATER - THE DETECTIVE WHO BROUGHT FRANK IN

sits miserably at the desk. Between the coffee and the
 sprinklers, he's drenched. He feels like the dumbest cop in
 Miami. Terri is looking at him like she agrees, as she toys
 with an evidence bag. Inside it the the number "5" bullet.

DETECTIVE
 (still dazed)
 He came in three weeks ago -- said he
 was a banker and he got mugged. I
 handled him by the book --

TERRI
 What book? "Police Work For Dummies"?
 Thanks, Steve. Glad you're on our side.

Terri starts out -- but he stops her.

DETECTIVE
 It gets worse.
 (she turns)
 We looked at mug shots. He made
 positive ID on four different
 assailants. And now --

TERRI
 -- those mug shots are missing, huh?

The detective nods weakly. Terri leans against the wall,
 seething. The detective notices something else is wrong -- a
 little frantic, he pats his jacket, looks on the desk --

TERRI

Don't bother, Steve. I think I know
where that went too.

EXT. A WALLET OPENS ON A MIAMI P.D. DETECTIVE BADGE

and we PULL BACK, revealing Frank is in a lowlife waterfront bar, flashing the badge to a BARTENDER, along with the purloined mug shots of the men he hasn't killed yet. The bartender takes a \$100 bill out of a puddle of beer.

BARTENDER

Them I ain't seen in a while --
(points at one)
-- but this guy -- "Shallows"
McBride -- is a regular at the Cage
Club. Try there tonight.

INT. COSTA'S MANSION - DAY - A TELEVISION IS ON

running a live news report from the site of the Punisher's last attack, outside the police station.

REPORTER (ON TELEVISION)

The vigilante known as "the Punisher" struck again today in a spectacular police station raid, killing Johnny "The Hyena" Miller while he stood in an identification lineup. Miller was briefly accused of murdering a Miami detective two years ago -- and was subsequently released when the main witness against him disappeared.

(turns to small crowd)

Let's get some public reaction to the Punisher's reign of terror --

The reporter flags a YOUNG MAN wearing a skull logo t-shirt.

REPORTER (ON TELEVISION)

Excuse me, sir -- are you wearing a "Punisher" emblem on that shirt?

YOUNG MAN (ON TELEVISION)

("duh")

Figured that out, huh? Everyone's wearing these on the beach now.

REPORTER (ON TELEVISION)

Why are you wearing a shirt that pays tribute to a murderous vigilante?

YOUNG MAN (ON TELEVISION)

'Cause he cuts through all the
[BLEEP]sh[BLEEP]t! Check this.

YOUNG MAN

A friend of mine from South Beach got killed a few months ago -- she got blown right off her skates during some robbery or something. The cops don't do sh[BLEEP]t. But I hear the Punisher found the guy who did it and took his a[BLEEP] out the other night!

The reporter turns to an older MAN in the small crowd, this one in a suit, apparently hoping for a more sober response.

REPORTER (ON TELEVISION)

How do you feel about the Punisher's insane rampage, sir?

MAN IN SUIT

"Insane"? Listen. Last year, I got jumped by three muggers. I didn't have any cash on me. They beat me so bad I lost my hearing in one ear.

(beat)

They never caught the bastards. You know what the police told me? Always carry fifty dollars so when I get attacked, the muggers won't get mad.

(with angry disbelief)

So the muggers won't get mad. If the Punisher's "insane", what does that make the police, huh? Answer that --

The reporter turns away from this guy and back to the camera.

REPORTER (ON TELEVISION)

That's the response here. Police sources say the Punisher left a bullet with the numeral "5" engraved on it near the body of his victim -- apparently a macabre countdown -- but they wouldn't speculate on what, or who, the Punisher is counting toward --

COSTA FIRES A GUN RIGHT INTO HIS TELEVISION

ending the news. Costa's starting to sweat now. He knows the "countdown" leads straight to his door.

Costa turns to a trio of very tough looking hitmen who work as a team. These are the KOVACEK BROTHERS (30s). All are sitting in front of an individually stacked pile of cash.

COSTA

I brought you in here because you're the best. The famous Kovacek brothers from Detroit. Fifty grand is your price to kill a man.

COSTA
 (points to table)
 I'm giving you fifty grand each just
 to listen. Take it. It's yours.

The hitmen start to pocket the money, waiting for the pitch.

COSTA
 I want the Punisher. Dead.

All three hitmen pause. They look at each other, not wanting to be the first to cave. Then they all simultaneously put the money back on the table and get up to leave, moving to --

AN OUTER HALLWAY - THE KOVACEKS CONFER

as Bruno shouts from his study.

KOVACEK #1
 Might be doable. I hear not everybody
 died in the fish house shootout.

COSTA (O.S.)
 I'm offering one million dollars!

KOVACEK #2
 Fuck that. The guy who lived is on a
 respirator and he's gonna crap into a
 plastic bag for the rest of his life.
 Not for me. No fucking thanks.

COSTA (O.S.)
 Okay -- two million, cash!

As the numbers creep up, so does their courage.

KOVACEK #3
 Hmm -- on the up side, you'd never
 have to wipe your ass ever again --

COSTA (O.S.)
Three million dollars, cash, small
 bills -- and I know how to find him.

They stop, look at each other, and nod. Done. They walk back into the study.

KOVACEK #1
 We're listening, Mr. Costa.

COSTA
 He's targeted some of my men. I know
 which ones.
 (flips a photo to hitman)
 All you have to do is stick to this
 guy like a dose of the clap. Sooner or
 later you'll see a skull.

The hitmen look at each other and nod. Okay. Good plan.

COSTA

That motherfucker is having a lot of fun at my expense. Right now, he's out there laughing his ass off, and it's time for it to end.

Costa looks out the window. Somewhere, he's out there.

EXT. MIAMI BEACH - MORNING - FRANK STANDS BY THE WATER

with a blank expression on his face, tossing out shells, one at a time. Frank zings out a scallop shell into the waves, making it leap across the water, and suddenly --

IN FRANK'S MIND - FRANK JR. AND CARLA ARE BY HIS SIDE

on a different day, and he is laughing, teaching them how to put the right spin on a toss for a double or triple skip --

BACK TO PRESENT - FRANK STANDS BY THE WATER

and holds all he's got left of them: the locket he gave Maria, with the photos now warped from water damage. Frank pockets it and walks away. The memories are all he's got left, but he doesn't know how to live with them yet. Right now they're more painful than comforting.

ON THE SOUTH BEACH BOARDWALK - FRANK WALKS PAST THE HOTELS

and is a very lonely figure. No matter what Costa thinks, Frank isn't laughing about anything. Frank walks through happy, laughing crowds, including a lot of people wearing the suddenly popular "skull" shirts bought from souvenir stands.

EXT. FRANK'S BUILDING - SIDEWALK, - DAY - **SPACKER DAVE**

is walking down the sidewalk, pulling a cloth bag that's full of something that weighs a ton, balanced on his skateboard.

Dave is walking with another neighborhood guy, looking at a late edition Miami Herald headline: "**PUNISHER RETURNS WITH DOUBLE MASSACRE**" -- and Dave has a new hero.

SPACKER DAVE

Can you believe that a guy this cool is real? He prob'ly has some big house with a million guns and knives and crossbows and every kind of weapon ever -- you know, and shit like a sub and a helicopter --

As Dave reaches the building, Frank returns too.

SPACKER DAVE

Hey, Smith! I said I'd get these, but
I am not taking 'em up the stairs!

Frank stops, and takes the duffel bag of clanking metal. It looks heavy, but Frank easily hefts it over his shoulder.

FRANK

Any problems at the tire store?

SPACKER DAVE

No more'n last time. The manager
laughed at me so hard he blew out a
lung. He couldn't figure why I'd want
to mooch these old tire weights they
throw away.

(looks at bag)

The fuck you do with all that lead,
anyway?

Frank hands Dave two twenty dollar bills, and starts in.

FRANK

You'd be surprised how fast I go
through it. Thanks, Dave.

Frank walks in, and Dave whips his head around so hard it makes his nose chain hurt --

SPACKER DAVE

Spacker Dave!

(turns back to friend)

If I didn't need the dough to get a
new microphone and deck --

(shakes head)

What a psycho.

IN THE HALLWAY - FRANK MOVES TOWARD HIS DOOR

with a wary eye on Joan's door, looking a little exasperated. This is when she always sticks her head out and stops him.

Frank unlocks his door and starts in -- but he shoots a look back at her door. She hasn't opened it.

Frank goes in, surprised. He's surprised she didn't stick her head out to annoy him. And he's surprised that he's a little disappointed that she didn't strike up a conversation today.

CUT TO:

EXT. WATERFRONT BAR - NIGHT - BOATS ARE DOCKING HERE

This is one of many Miami bars that is more easily accessed by water than by land. This one looks particularly remote, on a dark finger of land in the middle of nowhere.

It looks like a long abandoned cargo warehouse, three stories high, with rusted, unused cranes on the outside. There's a kind of a harbor master/valet who parks the boats in slips as they show up. One boat in particular catches our attention --

-- it's one of the boats used in the attack on Frank's family. The boat's captain -- a bald sack of muscle and fat with more tattoos than teeth, who we recognize as one of the attackers -- is "SHALLOWS" MCBRIDE. He steps off on the dock and hands the keys to the valet before walking to the bar.

AT THE DOOR - MCBRIDE WALKS INTO THE GRIMIEST BAR IN FLORIDA

We FOLLOW HIM IN, and see it's set up with three levels of rails and seats, built around a central open area that goes up all three stories. Hanging there are three STRIPPERS in cages, dangling by chains that take them up and down. As McBride walks in, he smiles. One stripper is in a gunslinger outfit, dancing to a club remix of Marty Robbins "Big Iron".

Inside, there are dozens of junkies, sunburnt smugglers, and drug dealers, all sky-high, and some of them openly selling or using drugs. No need to hide. No cop would ever dare walk into this place.

AT THE FRONT DOOR - THE PUNISHER WALKS IN

and is wearing a fairly low key disguise: that is, the skull is covered by a black T-shirt and he's got on sunglasses. No point in anything else. He knows he won't be hidden long.

Frank hands a bartender ten bucks, and gets a beer with no change. He starts up to the second level of spectators to walk around the bar, looking left and right, trying to find his quarry without drawing too much attention to himself.

As the strippers undulate to the popped up "Big Iron", Frank moves by the second level crowd -- and looks to the third.

FRANK'S POV - MCBRIDE IS ON THE THIRD LEVEL

laughing and passing a hundred to one of the "gunslinger" girls. But his smile vanishes as he looks down. He sees --

MCBRIDE'S POV - FRANK IS GLARING UP AT HIM

and the cliché "if looks could kill" falls short here. The look tells McBride that he's already dead.

MCBRIDE PANICS AND STARTS MOVING AROUND

to look for an exit, but he's over the Punisher --

ON SECOND LEVEL - FRANK'S EYES ARE LOCKED ON MCBRIDE

as there's no way out -- no way for him to get past him on the stairs.

Frank walks calmly up, rolling the "4" bullet along his knuckles the way a magician would with a quarter. But there's something Frank doesn't see, as he glides by some tables toward a door leading to stairs --

ONE OF THE KILLERS IS SITTING AT A TABLE

with his jaw unhinged. This is the one who wore a vest loaded with all kinds of knives. He's seen the Punisher, and the Punisher hasn't seen him. This is his lucky break. His only chance to nail the Punisher before he gets nailed.

The knife punk -- who we'll call BOWIE -- pulls out a distinctive knife -- one with a seven inch, razor sharp blade, and brass knuckles for a handle. Bowie glides his fingers into the grip, and moves behind Frank. But before anything happens here -- WE MOVE DOWN -- and find --

THE BROTHERS KOVACEK ARE SITTING AT THE FIRST LEVEL BAR

and through the caged girl act and the rails, they see Frank. As "Big Iron" plays on, they move for the stairs, as --

ON THE SECOND LEVEL - FRANK REACHES THE LANDING

between two sets of stairs, one leading up, one leading down. There's a door you have to open to go upstairs. Frank reaches for it, when --

-- Bowie lunges at Frank, sweeping the razor sharp knife toward his back -- but Frank realizes just in time that he's behind him. He whips around and grabs Bowie's knife hand --

-- the stroke just misses Frank's chest -- instead, it slices Frank's cover T-shirt so it falls away, revealing the skull --

-- and Frank twists Bowie's knife hand around painfully, sticking the knife blade high into the door!

Bowie is immobilized -- his arm is twisted around so he can't move it, and his fingers are stuck in the "brass knuckle" handle. Now he knows he's fucked --

-- and the Punisher's face confirms it. He takes the "4" bullet and tucks it into Bowie's vest -- but just then --

-- the Kovaceks rush up the stairs, guns out -- the brother in the lead aims at Frank and is about to fire --

-- at the top of the stairs, Frank throws open the door, with Bowie still pinned to it, facing the stairs! Frank has some cover behind the door --

-- but Bowie starts SCREAMING, because the Kovaceks don't give a shit that he's there -- all three begin firing up through the door to try to get Frank -- the wood explodes all around Bowie, but amazingly, he isn't hit yet --

-- on the other side of the door, Frank calmly takes out his 1911s and loads -- one gets a blue clip of armor piercing bullets, another gets a red clip of explosive bullets.

Frank fires through the door with armor piercing shots --

BOWIE IS PINNED TO THE DOOR AND SCREAMING

but incredibly, not a shot has hit him yet -- Frank and all three of the Kovaceks are blasting the door around him to toothpicks with a crossfire of dozens of shots --

-- lower down in the stairs, the Kovaceks are forced back down the stairs -- Frank's armor piercing bullets have more punch after going through the door.

On his side of the door, Frank decides to finish it off -- he takes the gun with the explosive loads and fires two shots at the door's hinges --

-- the door is blown loose from the wall -- still pinned to it, and still uninjured, Bowie tumbles down the stairs, scattering the Kovaceks as the bullet riddled door shatters!

ON THE THIRD LEVEL - EVERYONE'S HEARD THE SHOTS

and there's a state of confusion, if not panic -- the dancer in the cage closest to the top rail opens her door and gets out, jumping to a rail -- and meanwhile --

-- McBride is scrambling. He has a gun out, but it doesn't seem to provide him any comfort. He knows what's coming --

-- but he doesn't see death when it arrives. He backs right into the Punisher -- and he wheels around with his gun. Too late. Frank grabs his wrist -- McBride FIRES uselessly up in the air, and Frank makes him drop the gun. Frank puts his epitaph in his pocket -- the "3" bullet -- before hurling him back into a table by the windowed wall.

McBride struggles up, and Frank is stone faced as he takes out the 1911s --

IN FRANK'S MIND - MCBRIDE IS STEERING AND SHOOTING

at the same time, howling a laugh as he fires away at Frank and his family --

IN THE BAR - FRANK FIRES AN ARMOR PIERCING SHOT

that destroys a metal fixture McBride grabbed -- McBride is forced back toward the window, and Frank steps closer --

IN FRANK'S MIND - MCBRIDE HAS EMPTIED ONE GUN

but doesn't hesitate to pick up another and continue --

IN THE BAR - FRANK FIRES AN EXPLOSIVE TIPPED SHOT

that shatters a table and all the glass on it -- McBride is driven further back to the window, as --

IN FRANK'S MIND - CLOSER ON MCBRIDE'S FACE DURING MASSACRE

-- there's no regret, no remorse -- he's enjoying this --

IN THE BAR - FRANK ENDS IT WITH A RAPID FIRE BARRAGE

from both guns, forcing McBride to stumble backwards until he crashes through the third story window --

OUTSIDE THE BAR - MCBRIDE FALLS SCREAMING

and he twists around in mid fall -- his terminal vision is --

MCBRIDE'S POV - A BOAT SLIP IS DIRECTLY UNDERNEATH HIM

and the "valet" who is parking his boat is backing it in, with both propellers revving -- the POV takes us right into those engines and abruptly ENDS --

INSIDE THE BAR - THE PUNISHER HEARS THE DEATH SCREAM MERGE

with the sound of the boat engines briefly turning into a horrible, churning clog -- and then there is just the sound of the engines. Another one down. But the Punisher turns around toward the bar, alerted by a new sound --

-- the sound of dozens of gun hammers being pulled back --

-- some patrons have fled, but dozens have stayed and are all pulling out guns -- they all want to be the one who nailed the Punisher, including one of the dancing girls, who has real guns in her holsters!

With nowhere else to go, Frank sprints directly toward the center rail --

The fact that he's charging throws everyone off for a second, but in unison, they all start firing up at Frank as --

-- Frank leaps from the railing to the top of a now empty girl cage -- the metal bottom is giving him some cover, as dozens of bullets ricochet off it --

ON TOP OF THE CAGE - FRANK IS ABOVE THE FRAY

but has to think of something soon. This advantage won't last. And there's something else he sees --

ON THE BOTTOM FLOOR - A DAZED BOWIE IS WALKING AROUND

with his knife hand still stuck to a dinner plate size hunk of door.

With both hands, he is patting himself everywhere, looking for blood and wounds -- and finding none. No battle damage, unless you count the big urine stain that is his right pantleg. Bowie cuts loose with a victorious, insane laugh, and looks up at Frank on the cage high above.

BOWIE

I'm -- alive -- I'm alive -- fuckin'
Punisher didn't kill me --
(yells taunt at Frank)
Couldn't kill me, motherfucker!

ON TOP OF THE CAGE - FRANK CONSIDERS THIS

This won't do. Time to solve two problems at once. With one hand, he gets a grip further up the chain -- with the other, he fires an explosive shot at the top of the cage --

-- the solid iron cage falls loose, as the chain whips Frank up out of range of the thugs firing at him --

ON THE FLOOR - BOWIE LOOKS UP WITH DISBELIEF

and his brain is a half second too late in telling his ass to run -- he is flattened by the impact of the cage!

AT THE BUILDING TOP - FRANK SWINGS ON THE CHAIN TO A WINDOW
and crashes through --

OUTSIDE THE BUILDING - FRANK ROLLS ON THE FLAT ROOF

and scrambles to a rusted crane, using it to climb down fast.

INSIDE THE BAR - THE KOVACEKS RUN FOR THE EXIT

and shove past anyone in their way. They're still on the job.

CUT TO:

INT. COSTA'S MANSION - NIGHT - COSTA IS STARING OUT A WINDOW

covered by blinds. He'd never admit it, but he's nervous. Wondering when it'll be his turn. When he'll pay -- when --

-- suddenly, the phone RINGS, startling Costa as if it were an electric shock. Annoyed, he snatches it up --

COSTA

What?

KOVACEK #1 (O.S., ON PHONE)

We got him. He's finished.

COSTA

(grins, can't believe it)

You're shitting me.

INT. MOVING CAR FULL OF KOVACEKS - NIGHT - KOVACEK #1

is on the phone, #2 is driving and #3 is firing out the window at someone.

KOVACEK #1

(shouting into phone)

We've chased him all over town for the last two hours. He's probably out of bullets, he's definitely out of fight, and we got him pinned against a wall.

(car swerves)

Get the money and the whores ready.

INT. COSTA'S MANSION - NIGHT - COSTA HANGS UP

and smiles. His worries are over. Meanwhile --

EXT. AT THE WALL - FRANK RUNS DOWN A GRIMY STREET

and he looks pretty beat up, like he's been chased all night. The car pursuing him is right behind -- as the tires SQUEAL to a stop, Frank has nowhere to run -- the only escape is for him to get over a wall along the street.

Frank lunges for the wall as bullets impact the stone around him -- he climbs to the top, and spins to return fire --

-- but a shot takes him in the chest -- the bullet doesn't go through, but it hits hard enough to knock him off balance --

-- Frank drops his gun on one side of the wall, and falls inside the other.

The Kovaceks run up to the wall and begin climbing over too -- they're sure they have him. One hitman stoops down as the others climb --

KOVACEK #1

The fuck are you doing?

KOVACEK #3

(laughing)

Not only am I gonna be the guy who killed the Punisher -- I'm gettin' his gun as a souvenir!

INSIDE THE COMPLEX - THE PUNISHER STUMBLES DOWN

a stone trail, and slows down -- his leg is bleeding and he's leaving a light blood trail. Frank's holster is empty -- and he's clearly unarmed. Frank looks for a place to hide, a way to fight -- what the hell is this place? He pauses at a laminated "YOU ARE HERE" map sign -- and now he knows.

He's in the Miami City Zoo.

A SHOT rings out behind Frank, hitting the sign -- and he runs on, the Kovaceks coming right behind.

The first Kovacek comes down the trail, and finds some blood at a fork leading to different exhibits. His gun held high, Kovacek #1 runs to a building that has its door smashed in under a sign reading: "REPTILE HOUSE".

INSIDE THE REPTILE HOUSE - KOVACEK #1 MOVES INSIDE

cautiously. There's almost no light here, just a couple of interior cage lights -- this place would be spooky even if it weren't packed with snakes.

The hitman moves in, nervous -- and he jumps when something hits the glass next to him --

-- it's an angry rattlesnake, and it strikes against the glass. Kovacek #1 backs away and laughs this off -- but now something really is behind him:

-- it's Frank, and he's swinging a metal pole used to hold up a rope line -- the hitman fires wildly, shattering some glass cages, but Frank connects against his chest --

-- Kovacek #1 is knocked back against a glass cage, breaking the glass -- his gun goes flying into a nearby smashed cage, full of vipers, so Frank isn't getting a gun right away --

-- Frank holds the bar against the hitman's throat, pinning him against a cage of rattlesnakes. The glass is broken, but the snakes are just sleeping, huddled together for warmth.

Frank looks impatient. This is no good. With one hand, he holds the hitman in place -- and with the other, he raps a shave-and-a-haircut on the glass. One snake stirs. And Frank crooks his finger in a "c'mere, you" gesture.

ON THE STONE TRAIL - THE TWO OTHER KOVACEKS

are coming up behind -- and they hear a bloodcurdling shriek from inside the reptile house! At first they're startled -- but then they grin and run for the house --

KOVACEK #2

I told you -- he looks tough, but the Punisher'll squeal like a little girl before we're done!

They run to the door, expecting to find their job is done -- but as they fling open the door and shine a flashlight --

KOVACEK #1 IS HANGING FROM A TREE IN THE REPTILE HOUSE

and there are half a dozen snakebites on his face alone -- but what's worse is, he's held in the tree by a giant python that is coiled around his body!

KOVACEK #1
 (a weak whisper)
 -- kill -- me --

CLOSE ON THE FACES OF THE SURVIVING KOVACEKS

as a sickening CRUNCH tells us the python has honored that request -- they fully realize this contract is not worth it.

ON THE ZOO TRAIL - THE TERRIFIED HITMEN BACK UP

and can't believe what they just saw --

KOVACEK #2
 -- fuckfuckfuck -- no way --
 (as angry as scared)
 -- there's no way I'm gonna be the one
 to tell this story to Mom!

KOVACEK #3
 (sees a shadow)
 There he goes!

They snap out of it and run along the trail, coming to the aquarium. A rear door has been smashed open. Kovacek #2 starts to the door -- but Kovacek #3 isn't so sure.

KOVACEK #2
 The fuck's he gonna do, hit ya with a
 mackeral? Come on --

INSIDE THE AQUARIUM - THE KOVACEKS ENTER TOGETHER

as quietly and carefully as they can. This spot is the rear of the tanks, where keepers can use catwalks for maintenance and feeding, and there are pulley and chain devices for moving equipment around.

Kovacek #2 silently motions for Kovacek #3 to go out into the main exhibition area -- he does, and Kovacek #2 silently climbs up the catwalk.

Kovacek #2 looks left and right. No sign of Frank anywhere. All he sees, as he climbs up, are the tanks all around him. There are exotic tropical fish -- sharks -- electric eels.

A whistling sound is the only thing Kovacek #2 hears as --

FRANK SWINGS TOWARD HIM ON A CHAIN AND PULLEY

and he's hanging upsidedown like a trapeze artist --

-- the hitman turns to fire, but it's too late -- Frank grabs him under the arms and flips him up toward a tank --

-- Kovacek #2 fires again, but it's out of control -- he breaks the glass at the top of the tank and tumbles inside --

INSIDE THE MAIN EXHIBITION AREA - KOVACEK #3 HEARS THE NOISE
and runs back -- but before he reaches the door, he freezes --

KOVACEK #2 HAS FALLEN INTO A TANK OF PIRAHNA

and they are swarming his body -- he's tangled in a huge
piece of coral, and the pirahna are stripping him to the
bone -- worse, he's still thrashing --

-- he's a skeleton from the waist up, but he's still alive!

OUTSIDE THE AQUARIUM - KOVACEK #3 RUNS OUT

and vomits all over the bushes -- wiping his mouth, gasping
for breath, he backs up, spinning -- this can't be happening.

AT A TRAIL NEARBY - FRANK IS RUNNING

with a huge hoop style key ring he lifted from the aquarium.
As he passes a building, he stops -- he has another idea.

ON TRAIL - THE LAST HITMAN FOLLOWS FRANK'S FOOTSTEPS

and looks down to another building. The door is swinging
open, invitingly.

Kovacek #3 starts down -- and being a fast learner, he stops.
Uh-uh. No way. If you follow the Punisher into a building,
you don't come out alive. This guy isn't taking the bait.

It's dark -- there's just some moonlight to guide his way --
so he creeps around the opposite end of the building. There
is the SOUND of coarse, rough breathing just around a corner.

Kovacek #3 moves around the corner and is surprised as a
sudden blast of refrigerated air from the building frosts
over his glasses --

-- with his vision obscured, the hitman sees someone hidden
in the shadows -- he throws a powerful punch and connects --

-- but as the figure moves out of the shadows, we see --

-- it is a young polar bear about six feet high -- and it
gives the hitman a pained, surprised and ultimately very cute
look: what'd you do that for, mister?

Kovacek #3 is surprised, but manages a smile as the cute
little polar bear lopes a step away. The smile vanishes as --

-- the cub's mother comes out of an open door, ROARING in
anger and standing nine feet high!

The hitman's smile vanishes, and he draws Frank's gun, but --

NEARBY ON A WALL - THE PUNISHER HAS CLIMBED A TREE

to the top and is one jump away from escaping the zoo. But he can't help watching calmly. The last of the Kovaceks **SHRIEK** horribly -- the polar bear **ROARS** loudly -- and with the wet, terrible sound of a paw swipe --

-- the hitman's severed arm flips through the air and lands in the branch by Frank, still clutching his gun. Frank calmly pries his gun loose from the fingers -- and reluctantly skips the rest of the show, leaping off the wall as approaching SIRENS compete with the noise of the carnage.

CUT TO:

INT. LUXURY SUITE - CLOSE ON A BREATHTAKING CUBAN WOMAN

who looks barely legal -- she is naked, and is smiling at someone, bent over, and her hands are doing something wonderful just below waist level, just out of our view.

ACROSS THE ROOM - BRUNO COSTA IS IN BED

staring raptly at her, with Sammy Davis Jr.'s "Don't Be a Do-Badder" playing on the stereo. He's celebrating. Whatever she's doing now is better than what they've already done --

CLOSE ON HER THIGH - A CIGAR IS BEING ROLLED

gently along it -- it's not quite put together -- the last layer is being rolled up it --

-- she bands the finished cigar, cuts the end carefully. You cannot buy a cigar as good as the one she just made.

She walks across the luxurious South Beach suite, handing it to a very satisfied looking Costa, who is sitting up in bed. She kisses him and leaves the room as he lights it -- and the phone rings. Feeling good, Costa picks it up --

COSTA

Did he scream on the way out?

FRANK (ON PHONE)

Yup. All three of them did. It was beautiful.

(Bruno gapes in shock)

Expecting good news, Bruno? It's on backorder. I'm ahead of schedule. One more, then it's your turn.

Costa, stunned, drops the phone. That perfect cigar tumbles from his mouth, the band snaps, the lit ash crumbles, and the leaf unwinds as it hits the floor.

CUT TO:

INT. FRANK'S SHITTY APARTMENT - NIGHT - FRANK THRASHES IN BED through another nightmare. One more time, he couldn't save them. The SOUNDS of gunshots in his mind become --

-- a loud KNOCKING on a doorway. Not his, but close.

IN THE HALLWAY - A DRUNKEN PUNK IS KNOCKING ON JOAN'S DOOR

This is one of those guys you see on "COPS". Shirtless, clueless, wasted, horny. As he knocks, he's getting out a small tool to work on the cheap spring lock. If he can't talk his way in, he's breaking his way in. The fact that the room is tilting a little is the only reason he hasn't managed yet.

PUNK
(fumbling with tool)
C'mon, Joan -- I know you din't mean
it when you said you never wanted to
see me --

INSIDE JOAN'S APARTMENT - JOAN IS LEANING AGAINST THE DOORWAY

and is frightened. She doesn't want any part of this guy, and she knows the lousy locks in this building are no protection.

PUNK (O.S., THROUGH DOOR)
-- never is soooo long --

IN THE HALLWAY - THE PUNK KEEPS WORKING ON THE LOCK

and cuts himself on the tool -- now he seems mad.

PUNK
-- shit -- y'better have bandaids in
there, bitch, you made me cut myself --

Just then, Frank opens his door, the picture of civility.

FRANK
(calmly)
Excuse me. I'm going to have to ask
you to keep it down out here.

The punk looks up at him, incredulous.

PUNK
Get back in your hole, fuckstick --

The punk, though he's wasted, takes out a flick knife and makes it dance in an impressive show of bladesmanship --

-- which ends in a split second as the solid ice block water bottle sails down the hall and smashes the punk's nose!

The punk drops his knife, and reaches his hand up to his now bloodsoaked face, printing blood on his palm in disbelief --

PUNK

My dose -- you broge my fuggin dose!

The punk looks up, furious and is ready to charge --

INSIDE JOAN'S APARTMENT - JOAN HASN'T OPENED HER DOOR

but listens -- there is the SOUND of one punch connecting --

-- followed by the unmistakable SOUND of the punk flying ten feet back and tumbling down the stairs, yelling --

PUNK (O.S.)

-- ouge -- ouge -- ouge --

-- until his sounds fade away altogether. Joan still doesn't open the door --

JOAN

Mister Smith?

(beat)

Thank you.

FRANK (O.S.)

Good night, Joan.

JOAN

Good night, Mister --

(Frank's door slams)

-- Smith.

Joan smiles. For the first time in this slum, she feels safe.

EXT. A CUTE LITTLE KID - CLOSE UP - DAY

The kid is blankly licking a lollipop, staring without comprehension past a yellow "POLICE CRIME SCENE" ribbon, until his MOTHER hauls him away. The kid was looking at --

THE LION CAGE - TWO CORONER'S ASSISTANTS

are on the public side of the bars. One is trying to distract the lion with a stick. Another is trying to use a stick to get at something. It is the severed leg of the third Kovacek -- and the lion has no intention of giving it up.

NEARBY - TERRI AND LUIS ARE SURVEYING THE CRIME SCENE

which, at this point, is about half the zoo. The same CORONER'S ASSISTANT who bitched about his nightmares before is cleaning up, and he looks like he hasn't slept in two days. A CRIME SCENE WORKER is trying to put together the last of the chalk outlines for the pieces of the last Kovacek. There's one for a severed head -- another for a severed leg -- another for a torso -- and so on.

TERRI

Well, he didn't leave a skull behind --

LUIS

-- unless you count the one in the
pirahna tank --

TERRI

-- but this kind of feels like the
Punisher, don't you think?

LUIS

There's that other Chinese saying --

TERRI

You're Cuban, Lou. How is it you got
more Chinese sayings than Charlie Chan?

LUIS

-- if you set out on revenge, you need
to dig two graves. Only I'd say the
Punisher needs to dig about a hundred.

They start walking down to the aquarium.

TERRI

Looks like Castle's getting what he
wants. The guy who's number one on the
hit parade must be shitting gravy to
hire the Kovaceks. And now with that
thing at the Cage Club, the count's
down to two.

(tosses cigarette)

Hey, you know the Kovaceks had seven
homicide charges against them in Dade
alone? That's seven cases closed. Bam.

LUIS

Cool -- we let the Punisher run loose
for another week or two, we'll get the
best closure rate in the country --

Luis' sunny mood vanishes as they go --

INTO THE AQUARIUM - AN OUTLINE HAS BEEN TAPED TO THE GLASS

matching the position where Kovacek #2 was found in the
water. Only this outline looks blocky, with "alarmed" lines
radiating from the head. It looks just like the work of:

TERRI

I get it. Keith Haring.
(to crime scene workers)
Cute, guys.

The workers won't meet Luis' look, as he looks a bit steamed.

LUIS

Who did this? You, Clabaugh?

(no answer)

You make mock of my crime scene, you
gonna be part of it.

CUT TO:

EXT. FLASHY MIAMI BEACH RESTAURANT - DAY - COSTA

is dining with IVAN DEINOVICH (40s) -- a slick, wealthy Russian who is Bruno's peer and partner, in a prize spot by a window looking out on South Beach foot traffic. Bruno is forcing down breakfast, trying to pretend everything's fine. But everyone in the restaurant is reading newspapers with "BLOODIEST PUNISHER MASSACRE YET!" headlines -- and worse --

-- Bruno is continually rattled, whipping his head around every few moments, because every third person parading by the window is wearing a "skull" Punisher shirt!

IVAN

Things are good, Bruno. You're selling the weapons as fast as I can clear them out of the Chechen storehouses. I'm glad I pacted with you to dispose of the weapons, instead of Vingello.

(takes a bite)

But we're about to make a huge delivery -- and I understand that you're having some -- problems.

COSTA

(a little defensive)

Not for long. We'll nail that fuck --

IVAN

(waves him off, smiles)

You don't have to explain, Bruno. You're my partner. I don't want to find another distributor. I want to help you before returning to Russia.

(beat)

I'm leaving someone to help. He will wrap it up for you in two days at most.

OUTSIDE THE RESTAURANT - AT THE CURB - THE RUSSIAN

is standing, silent, his face impassive. He is a six foot six slab of muscle with a slashed, scarred, semi-toothless face. He is in a simple beach type outfit -- probably just bought on Ocean Avenue -- but there is one important accoutrement: a Russian Special Forces pin, worn proudly on the lapel.

The Russian is leaning against Ivan's limo. Two of Bruno's GOONS are by his car. One tries to speak to the Russian.

GOON

Hey -- pal -- you got the time?
 (no response at all)
 I'm talking to you, Tarzan. Speak
 English? Anything?

The goon, pissed off that the Russian won't even acknowledge him, turns to the other guy with him.

GOON #2

Where do they get these fuckin'
 douchebags? No manners, at all.

GOON

Yeah, but nice brooch, huh? I wonder
 if they sell men's jewellery where he
 got that!

The goons start LAUGHING at this -- and the Russian now acknowledges them with a look.

ON THE SIDEWALK - COSTA AND IVAN ARE WALKING BACK

to their cars, their security detail a couple of steps behind.

IVAN

He was in the Russian army -- the best
 killer on the ground that I've ever
 seen. There are just two things you
 have to know --

Suddenly, a terrible SCREAM breaks through -- people on the sidewalk break into a run! Costa's security detail get their guns out -- but as the crowd thins, they see --

AT THE CARS - THE GOONS HAVE BEEN FOLDED BACKWARDS AND IN HALF

and shoved into a garbage can. The bizarre angles of their limbs tell the story -- they are, undoubtedly, dead.

The Russian leans against the limo, completely unruffled, calmly polishing the Special Forces pin on his lapel.

Bruno is gaping at this -- and Ivan continues to explain.

IVAN

-- one, he has a short temper.
 (beat)
 -- and two, most of his English comes
 from old American cowboy movies.

The Russian looks up, calmly.

THE RUSSIAN

Never apologizing. Is sign of weakness.

CUT TO:

INT. FRANK'S APARTMENT BUILDING - FRANK SHUTS HIS DOOR

and is ready to start his day, but at the sound of his door, Joan's door flies open. She's beaming, and has another fresh tray of cookies.

JOAN

Mr. Smith? Thank you for what you did last night.

Frank is gaping at the tray of brightly frosted Christmas cookies, shaped like trees, reindeer and so on -- and --

IN FRANK'S MIND - HE IS DECORATING A CHRISTMAS TREE

with his family. Maria is offering him a similar tray of Christmas cookies --

-- Frank Jr. is trying to hang a cookie on the tree, but it breaks, so he eats it -- as --

-- Carla is using a tree cookie cutter on play-doh --

BACK IN THE HALLWAY - FRANK IS STARING STONE FACED

at the cookies. He didn't need a reminder, this early in the day, of happiness he'll never know again. Joan doesn't understand the way he's glaring at the cookies, of course, and smiles, a little embarrassed.

JOAN

I know, it isn't Christmas, but these are my favorite cutters.

(beat)

I -- wanted to let you know, if you ever need to talk or anything --

Frank looks up at this, hard. She's getting too close now.

JOAN

Sometimes I hear -- noises. In your room, late at night. It sounds like cr--

(cuts herself off)

Anyway, if you need to --

FRANK

(sharp)

Pay attention, because I don't want to do this again, okay? I don't need to talk. I'm not looking for any new faces in my life. And I'm still eating the last batch of cookies.

(she's hurt but he

doesn't back down)

I didn't toss Romeo down the stairs for you, okay?

FRANK

I did it because I needed a good night's sleep. I've got a lot to do today.

Frank turns and walks off down the hall, leaving Joan with a wounded, frozen look on her face and the cookies still in her hands. She backs into her apartment and closes the door.

CLOSE ON FRANK'S FACE AS HE WALKS DOWN THE HALL

He didn't like doing that. But he can't afford to get close to anyone right now. There are two men to go.

At least, that's what he's been telling himself. But he stops, ten paces down the hall. He can't leave it like that.

INT. JOAN'S APARTMENT - JOAN IS CRYING QUIETLY

as she leans against the door. She was just looking for a friend, and this isn't the first time she's been iced by someone she liked. To someone as sensitive as Joan, this was a big deal. There's a knock at the door --

FRANK (O.S.)

-- Joan?

(no answer)

-- Joan?

Joan doesn't budge. She's upset, and doesn't want to show Frank how much she was hurt.

FRANK (O.S.)

I had kind of a bad night last night and I've got a worse day ahead. I got ten steps down the hall and then it hit me. Nobody ever has a good day in this shithole. So I'm sorry. I shouldn't have talked to you like that. It's just --

VIEW OF BOTH SIDES OF DOOR - JOAN AND FRANK

are separated by the door, and clearly, Frank is just as much in need of some human contact as she is.

FRANK

-- I've got to finish this job, and sometimes it feels like the job's finishing me instead. Maybe --

(beat)

-- maybe after it's done, if you still want to, I'll take you up on that offer to talk.

IN JOAN'S APARTMENT - JOAN SMILES

and stops crying. After a moment, she cleans herself up enough to open the door --

-- and when she does, Frank is already gone.

CUT TO:

EXT. UPSCALE MIAMI CONDO BUILDING - DAY - BASKIN

who we'll recognize as one of the bankers that fled from the Ocean Avenue shootout, lopes out, dressed for a run, a little stressed. He clips on headphones, starts the tape in his walkman, and jogs down the street. A silky female voice, enveloped in surf sound effects, starts up.

"SOOTHESAYER" (ON TAPE)
Hello. Welcome to Stress Banishment
with the Soothesayer. In twenty
minutes, we will erase every trace of
stress from your life. Every trace.

But Baskin doesn't look calm -- he jogs down the street, past a row of newspaper machines with headlines like "PUNISHER BODY COUNT GROWS" and "PUNISHER CONTINUES WAR ON MOBSTERS".

"SOOTHESAYER" (ON TAPE)
Virtually all stress is in your mind.
A construct of your own. There is no
one out to get you. So say that. There
is no one out to get me.

Baskin mouths the words -- but he isn't convincing himself. He passes a diner, and the TV shows the Punisher's rampages.

BASKIN
There is no one out to get me -- no
one is out to get me -- no one --

Every time he says it, more of his confidence erodes. Small things spook him -- a black cat in a window makes him dodge -- a laser's red dot appears on his chest, but it's just a KID playing with a laser pointer --

"SOOTHESAYER" (ON TAPE)
Say it. Let it take you to the quiet
place.

But the tape abruptly clicks -- and the voice changes --

FRANK (ON TAPE)
Don't believe it, Baskin. Because I'm
out to get you. And I'm taking you to
the quietest fucking place there is.

Baskin seizes up -- he stops and tears off the walkman, clattering it into the street. Now he runs from fear, not for recreation -- faster and faster, looking over his shoulder, turning down one alley, zig-zagging into another, then --

-- directly into Frank's fist -- and Baskin's POV goes to

BLACK SCREEN.

UP FROM BLACK - BASKIN'S UPSIDE-DOWN POV - THE PUNISHER

is in front of him, holding a stainless steel instrument. It looks like it might be a bizarre pair of scissors.

BASKIN

Wh--what are you doing with that?

FRANK

This? I'm not going to do anything to you with this.

The Punisher picks up the nozzle of an acetylyne torch -- the "scissors" are actually just a sparker, and the torch ignites.

FRANK

But I'm going to do plenty with this.

WIDER VIEW - BASKIN IS HANGING UPSIDEDOWN BY A CHAIN

like a rack of ribs, stripped to the waist, swaying in an empty warehouse. The kind where every sound inside echoes -- but you know no sound, no scream, can escape.

BASKIN

I -- don't know what you want, but I don't know anything --

FRANK

Nothing? Nothing about the Russian guns Costa's selling? You bank their money. They pay for your condo, your car, your body and soul, Baskin. You should know something.

Frank paces around Baskin and a work table behind him.

FRANK

Two thousand degrees. This'll turn steel into gravy. But you know what's interesting?

(beat)

When I put this on your back, you won't even feel it. Like it's something too terrible for your body to know. Your nerve endings will sear shut and die. All you'll feel at first is a piercing cold.

BASKIN

O-okay -- there're some guns, but only
Costa knows where they are and when --

FRANK

There's still a way for you to know
you're on fire. The smell. Ever smell
burning human flesh, Baskin?

TIGHT ON BASKIN'S FACE - BASKIN IS TERRIFIED

and he can't see Frank -- he's squirming around to see what
he's doing back there.

BASKIN

I don't know -- I swear to Christ, I
don't know shit about the GUNNNS --

Baskin SHRIEKS in agony -- there is a SIZZLE and a small puff
of smoke and steam -- we can't see what Frank's doing, but we
can see Frank is utterly at peace with it --

-- with a new SIZZLE, Baskin writhes in pain, SHRIEKING --

BASKIN

-- stop it, stop it! I'll teLLLL --

BEHIND BASKIN - FRANK IS JABBING HIM WITH A POPSICLE

and that's the "cold" he's feeling -- the smoke, sizzle and
smell are from Frank running the torch along a couple of hot
dogs on sheet metal. Frank jabs him with the blunt end of the
popsicle in some untouched flesh, and he SHRIEKS again --

BASKIN

-- they're hauling out a shipment for
black market gun buyers, drug dealers,
militias -- fuuuuck -- a truckload of
machine guns, rocket launchers, it's
a fuckin' war on wheels going out on
the old Miami highway, route 426, this
afternoooooonNNN --

Frank cuts Baskin off by jamming the popsicle in his mouth.

FRANK

I'll make sure Costa knows how hard
you were to crack.

As Frank walks out, eating the hot dog, Baskin twists around,
now alone -- and his eyes bulge out as he realizes --

BASKIN

MUVVHFUVVHHKKKKKRRR!

CUT TO:

EXT. RURAL FLORIDA HIGHWAY - DAY - AN EIGHTEEN WHEELER

blasts down the otherwise quiet two lane highway. This rural Florida highway alternates between stretches of wetlands, and frequent bridges extending across rivers and canals. This is Costa's latest shipment -- and it's accompanied by a three sedan escort to iron out any trouble: a pace car ahead of the truck, two cars trailing behind.

INSIDE THE TRUCK CAB - A SLIGHTLY NERVOUS DRIVER

sticks a cigarette in his mouth -- but before he can light it, a hand reaches out to yank it from his lips --

-- and we see Jigsaw is riding shotgun on this trip.

JIGSAW

No smoking.

The driver looks pissed -- bad enough to be on the "Wages of Fear" truck, bad enough to have to sit next to a face like this, but no smokes? Seething, he puts the pack away, as --

FROM AN INTERSECTION - THE PUNISHER RIDES UP ON A MOTORCYCLE

and effortlessly weaves ahead of the two trailing sedans.

Driving with one hand, the Punisher reaches into a holster for a gun. It's clear that he thinks this one is going to be a gimme: one shot into a truck full of explosives. Easy.

IN THE FIRST TRAILING SEDAN - THE DRIVER AND A GUNMAN

look out the windshield, not really alarmed at first --

DRIVER #1

Hey -- is he trying to pass on the right, or --

GUNMAN

Shit -- that's the Punisher --

Time to earn their pay: the driver accelerates toward the motorcycle, as the gunman opens the window to fire out, but --

DRIVER #1

Nah, I can take him. Leave the window up -- he can't touch us in this car.

ON THE MOTORCYCLE - THE PUNISHER IS ABOUT TO FIRE AHEAD

at the truck, but the sedan behind him is now zooming toward him -- Frank turns and fires instead at the sedan --

The driver surges ahead, ramming Frank's cycle with the car!

The motorcycle is almost knocked over as its shoved closer to the truck -- once he gets his balance back, Frank's response is to fire right at the sedan's windshield --

-- but the shot bounces off -- it's bulletproof glass. From behind the bullet mark, the driver grins at Frank: won't work, champ.

The sedan dangerously rams Frank again, pushing him closer against the truck, putting Frank in danger of being crushed under the wheels -- Frank momentarily gets his balance and fires yet again at the sedan's tires --

-- and again, no dice -- bulletproof tires.

The sedan driver goes in for the kill, accelerating for the biggest side collison yet, battering Frank's motorcycle against the truck --

-- and this is it, the cycle is definitely toppling over and will wind up under the truck's wheels -- but as it does --

-- Frank makes a desperate leap from the cycle onto the hood of the sedan, which is travelling parallel with the truck -- he is now on the hood, face to face with the driver --

-- the driver is looking up, astonished, and it's always that split second of gaping that finishes these guys off --

-- Frank crouches on the hood and fires point blank into the windshield -- yeah, it's bulletproof glass, but not if you empty shot after shot after shot into exactly the same spot --

-- the fifth, sixth and seventh shots drill the hole, and the eighth shot goes into the driver's forehead --

-- as the sedan veers and they start across a bridge, Frank runs off the hood and dives for the truck -- he grabs a handle on the back part of the truck, as --

-- the now-driverless sedan accelerates and shoots off the rail of the bridge -- before it hits the water, the sedan collides with a concrete piling and explodes!

As the truck passes the fireball, Frank shoots the lock off the truck's rear sliding door. Frank throws the door up --

FRANK MOVES INSIDE THE CARGO AREA OF THE TRUCK

and sees the full load. The camouflage, just in case anyone does a cursory inspection, are stacks and stacks of coffins. Frank opens the lid on one -- it has a full, carefully stacked load of ball style hand grenades.

Frank looks around at the dozens of similarly loaded coffins, holsters his 1911, and smiles. This'll do nicely.

INSIDE THE TRUCK CAB - THE TRUCK DRIVER IS A BASKET CASE

and can barely keep between the lines. Jigsaw, meanwhile, is steady and calm as he empties the bullets from a machine gun clip -- and starts shoving new ones inside.

TRUCK DRIVER

That's it, man -- I'm pulling over --

JIGSAW

Pull over and you die.

(off driver's look)

You stop the truck, he blows it up and shoots you in the back while you run into the swamp. As long as we're moving, he's trapped. He can't blow the truck while he's still on board.

TRUCK DRIVER

Oh?!? The Punisher is a fucking nutcase -- he might just decide to kill himself along with us --

JIGSAW

No. He won't.

(calmly loads bullets)

I know what he's staying alive for.

The new bullets are from a box labelled "**STEEL JACKETED ARMOR PIERCING ROUNDS**". You could wear three layers of bulletproof vests, and one of these would punch through.

INT. COSTA'S STUDY - COSTA IS STARING AT A TRACKING MONITOR

that is following the shipment by satellite. There is a blip for the truck, and three blips for the sedans. But suddenly --

-- one blip vanishes. Bruno snatches up the phone and dials --

THUG (O.S., ON PHONE)

Mr. Costa -- we got troubles on the shipment --

(beat)

-- it's the Punisher. He's on the truck. We can't shoot at him without, ahh, maybe, blowing up the cargo --

COSTA

(without hesitation)

Then blow it up.

THUG (O.S., ON PHONE)

(incredulous pause)

-- we got deliveries in nine states, this is a three million dollar load --

(beat)

-- Jigsaw's in the truck cab --

COSTA

I care?!?

(screams)

If the Punisher is on board, blow it the fuck up! He walks away from this, you're dead!

INSIDE THE SECOND SEDAN - THE THUG FOLDS HIS PHONE and directs the driver, who can't believe it either.

THUG

Boss says take down the whole rig.

(off driver's look)

I know, I know -- just move into a clear position behind--

The thug is cut off as the sedan pulls behind the truck. The last thing they see, out the windshield --

WINDSHIELD POV - FRANK IS HOLDING A SHOULDER MOUNTED MISSILE

and he's aiming it point blank at the second sedan --

-- with the launcher angled so the backblast won't go into the truck, Frank pulls the trigger and launches the rocket --

THE ROCKET GOES THROUGH THE WINDSHIELD OF THE SECOND SEDAN

and blows the sedan from the inside out -- what's left is a tumbling, flaming tangle of metal somersaulting down the road!

INSIDE TRUCK - FRANK TOSSES THE ONE SHOT LAUNCHER

aside with some satisfaction -- and he turns to the rest of the cargo. So many multiple impact munitions, so little time.

Frank knifes the cargo netting and goes for another coffin.

IN COSTA'S STUDY - COSTA GAPES AT HIS TRACKING MONITOR

which shows one car and the truck left. Costa yells --

COSTA (INTO PHONE)

-- it's a truck full of explosives!

One shot -- one fucking shot in there, and the whole thing will go up! How hard can this be?

(raving)

He walks away from this, you're in the crabcakes! You get me?! You're in the fucking crabcakes --

THE LAST SEDAN FOLLOWING THE TRUCK

is right behind, but they've momentarily lost sight because they've passed over a small hill.

The HOOD who was on the phone folds it up. Not happy, but there's no choice.

HOOD
Do or die, gents.

Everyone preps their guns, but as they clear the hill and again see the rear of the truck --

FROM THE TRUCK - **FRANK HAS OPENED A BOX OF CIRCULAR MINES**

that look like Olympic discuses and have a pretty self-explanatory operation: Frank is priming them with a slider on the side, they are activated by a big button on the center --

-- and **he's rolling them out like oranges toward the sedan!**

IN THE LAST SEDAN - THE THUGS ARE UNHAPPY

because nothing good can roll out of a truck of explosives:

DRIVER
-- fuckin' mines -- **shit** --

The driver swerves to try to avoid them all -- some are rolling loose, others land flat --

CLOSE ON SEDAN'S FRONT WHEELS SWERVING THROUGH MINEFIELD

Incredibly, the driver snakes through them, missing some by inches, clipping others but missing the activation button --

IN THE TRUCK - FRANK'S BOX IS EMPTY

There are no more mines to roll out --

IN THE SEDAN - THE DRIVER IS LAUGHING NOW

and he does deserve credit for some great driving -- but --

AT THE BEGINNING OF THE "MINEFIELD" - **ONE ROLLING MINE**

tumbles in a lazy circle that finally expires -- **it falls on the button side and detonates** --

EVERY SINGLE MINE DETONATES IN A CHAIN REACTION

one after the other until an explosion **hurls an intact mine directly into the sedan, blowing it to bits!**

ON THE BACK OF THE TRUCK - FRANK SWATS AWAY

some tiny bits of debris from the sedan's explosion -- and moves onto the next part of the job. With a couple of fresh military rifles strapped to his back, Frank climbs up the cargo netting and onto the roof of the truck.

ON THE ROOF - FRANK CRAWLS FORWARD ON HIS STOMACH

as a strong headwind, and even a crosswind, tear at him -- this truck is going eighty miles an hour and is starting up a steep bridge sixty feet over a river.

IN THE TRUCK'S CAB - THE DRIVER IS PRETTY NERVOUS

Hauling a truckload of explosives is bad enough without someone making use of them in transit -- he turns to Jigsaw.

TRUCK DRIVER

Is he gone?!? Did they get him?

Jigsaw tilts his side mirror back -- and can just make out the edge of someone creeping forward.

Jigsaw slams the clip in his gun, and starts out silently. This is too much for the driver, who gets a cigarette out --

TRUCK DRIVER

Fuck this --

(hits dashboard lighter)

If you can shoot around this cargo, I
can fuckin' smoke --

ON THE ROOF OF THE TRUCK - FRANK REACHES THE EDGE

to climb down, but the second he arrives, he's ambushed --

-- a grinning Jigsaw fires up --

-- and the armor piercing shot rips through Frank's bulletproof shirt, through his shoulder, and out again!

Wounded, Frank tumbles into the cavity between the truck and the cab -- the weapons strapped to his shoulder fall away --

-- and as Frank tumbles down, Jigsaw takes another shot that tears through Frank's side!

Bleeding, in pain, Frank is barely hanging on the link between the cab and the truck --

-- Jigsaw's ready to end it -- he aims down at Frank's head --

-- but Frank lashes an arm out to the barrel, turning it aside as Jigsaw empties the clip! Every shot goes wild as they struggle -- some go to the base between the truck and the cab, and also into --

THE CAB - THE DRIVER IS HIT BY A STRAY BULLET

which goes through his skull -- he's killed instantly, his cigarette unlit and unsmoked, leaving this rig a runaway!

BETWEEN CAB AND TRUCK - FRANK IS STILL PINNED DOWN

but he manages to kick up at Jigsaw, and yank his machine gun away, tossing it aside. Jigsaw is now weaponless, but it really doesn't matter -- Frank looks like he's on the edge of passing out. Jigsaw hammers Frank, again and again, until his body crumples lower in the cavity --

-- and Frank's face is inches from the spinning tires.

CLOSE ON THE CAB-TRUCK LINK - IT IS BADLY DAMAGED

from the armor piercing shots -- the strain from the wild, uncontrolled swerving is ripping it apart --

BETWEEN THE CAB AND THE TRUCK - JIGSAW IS PUSHING FRANK'S FACE

closer toward the wheels -- he wants Frank to get a good taste of disfigurement on the way out.

CLOSE ON FRANK - HE IS INCHES FROM THE TIRE

and he's almost unconscious -- he's physically in agony -- but there's no way he's letting them win. No way.

Even with his bad arm, Frank manages to push himself back from the wheel, little by little --

-- and lashes out with his good arm, grabbing Jigsaw's shirt -- Frank reverses positions, and now Jigsaw is the one almost inside the wheelwell! Jigsaw just has time put a surprised look on what passes for his face --

-- and Frank shoves him into the wheels!

UNDERNEATH THE TRUCK - JIGSAW IS WHIPPED AND TORN

as he shoots through the underside of the truck -- he's going across the top and insides of the wheels, grinding against the underside of the truck at seventy miles an hour! We CUT AWAY fast before seeing where he ends up, as --

THE CONNECTOR OF THE TRUCK AND THE CAB TEARS LOOSE

as the torn metal, hoses and wires finally give way --

FRANK LEAPS FROM THE TRUCK TO THE CAB JUST IN TIME

landing painfully against the cab just as it separates. As he looks at the side mirror, he can see he's still in trouble --

-- the truck's driver is unmistakably dead, slumped over.

Frank climbs around the side and opens the door, yanking the dead driver out, as --

WIDER VIEW - THE TRUCK AND THE CAB ARE OUT OF CONTROL

as they separately hurtle down from the top of this steep bridge -- and we can see that the truck is starting to move faster than the cab, doing a light serpentine that may crush the cab, blow it up, knock it off the bridge, or all three!

IN THE CAB - FRANK STARTS DRIVING THE CAB

and his problems multiply, because the truck is parallel to him as it snakes back and forth! Frank has to alternately accelerate and brake to avoid the swipes the truck is making, sparking and scraping against the bridge rail --

-- Frank avoids one crushing swipe by braking the cab -- this takes him behind the open truck for a moment --

AT THE REAR OF THE OPEN TRUCK - JIGSAW IS PINNED AT THE REAR

where he's become jammed in the undercarriage -- he has literally been through the grinder, but he is still alive --

Jigsaw looks up weakly, and the next to last thing he sees is --

JIGSAW'S POV - SLOW MOTION - FRANK SWERVES BY THE OPEN TRUCK

and gives Jigsaw the goodbye look, flicking something at him -- it separates in two as it flies into the truck --

The number "2" bullet lands in front of Jigsaw, as --

-- the now red hot cigarette lighter bounces around the inside of the truck, in and out of piles of armaments!

ON THE BRIDGE - FRANK ACCELERATES THE CAB TO PASS THE TRUCK

in a race down the bridge -- Frank pushes past another swipe the truck makes against the rail, clearing it by inches --

Frank stands on the pedal, there's no time left --

The runaway truck can't take any more -- it begins to tip --

INSIDE THE TRUCK - THE RED HOT CIGARETTE LIGHTER

tumbles into a box of grenades --

JIGSAW'S EYE FLARES

as he sees this happen, just as the truck begins to tip --

THE TRUCK'S CARGO EXPLODES AS IT ROLLS DOWN THE BRIDGE

like a stick of dynamite, blowing up over and over and over --

IN THE CAB - FRANK RACES TO STAY AHEAD OF THE ROLLING TRUCK

and the unbelievable barrage of explosions -- even debris shot out of it, like mines, grenades and shoulder missiles, are detonating in front of Frank --

-- but ultimately, Frank outdistances the truck -- and is moving down the highway.

Frank looks terrible. He is clearly weakened from the gunshot wound, and is barely conscious. Still, as he drives, he manages to reach a cell phone on the seat and hit "redial".

INT. BRUNO COSTA'S STUDY - COSTA STARES AT THE TRACKING SCREEN

which is now empty -- no blips. Ordinarily, this would be a catastrophe, Costa howls a victorious, relieved laugh --

COSTA

Die, you motherfucker, die --

Costa's laugh is ended by the phone's RING. He picks up, hoping for the best, dreading the worst, getting the latter: Frank's rasping voice over the ROAR of distant explosions.

FRANK (O.S., ON PHONE)

Hear that, Bruno? That's the sound of all your coffins emptying out. But don't worry. I know just how to make it up to you. Tonight I'll fill yours.

The phone cuts off -- and Bruno pales. Frank sounds a lot scarier than he looks at this point.

INT. TRUCK CAB - FRANK STRUGGLES TO STAY AWAKE

and is clearly about to pass out. HORNS honk on the highway because his driving is so unsteady. But Frank is fighting to stay alive, clutching his hand tightly around something.

INT. FRANK'S APARTMENT BUILDING - HALLWAY - FRANK STRUGGLES IN

and is trailing blood. No one is there, and he's almost out. He's climbing the stairs like he's climbing Everest, his hand clutching something like it's all that's keeping him alive.

FRANK'S TILTING POV - THE HALL LOOKS LIKE A FUNHOUSE MIRROR

as he slowly pinballs down it, trying to get to his room. But before he can get there, Joan's door opens. Joan's distorted, concerned face comes out --

JOAN (DISTORTED)

-- Mr. Smith -- what happened?

IN THE HALLWAY - AT JOAN'S DOOR - FRANK IS DELIRIOUS

and can barely stand. But he's suffering more than physically right now. He looks vulnerable and afraid. Not afraid to die -- afraid to die before he's finished.

FRANK

Can't -- can't happen now, because --
 (looks at Joan as if it
 makes perfect sense)
 -- I've got one more left. I've got
 just one -- bullet to go --

And with that, Frank collapses into Joan's open door, as the "1" bullet rolls from his now open hand.

DISSOLVE TO:

FRANK'S MIND - A NIGHTMARISH MONTAGE

shows us that the inside of Frank's head is a terrible place to be -- it's a kaleidoscope of violence, the images that haunt Frank, not just the people he's executed but his own murdered family --

-- the last image is his last sight of Maria, the light going out of her eyes -- and this fades into --

FRANK'S POV - JOAN IS OVER HIM

and she's bandaging his shoulder and his side.

JOAN

Mr. Smith?

Frank looks around the room -- he is in Joan's place, which is as cheaply furnished as his, but she's at least tried to make it a happy place, with bright curtains, posters of a snowy, idyllic countryside, etc.

FRANK SITS UP IN BED

and we see his skull shirt is off. Frank suddenly realizes something's gone -- he pats his chest, and his pocket --

JOAN

Oh -- here, here it is --

Joan hands him the locket. Frank takes it and tries to put the front back up, but he's too weak to be convincing.

Terri looks at the skull shirt. Then the locket. Now the sounds she hears at night in his room make more sense.

JOAN

Are they -- are they why you do it?

FRANK

They took everything. Everything my wife and my kids could have been or could have done. They took the man I'd be if my family were still alive.

(handles locket)

There's no way I can take that much from the men who did it. But I'm going to give it my very best try.

Joan goes back to bandaging and dressing the wounds.

JOAN

Why'd you come here?

FRANK

(wincing from pain)

I had to find a place -- where no one'd look for me and no one'd know I was alive. A place I could leave forever on a minute's notice with no reason to look back. No connections, no complications.

Joan looks a little hurt at this talk.

JOAN

Is that really how you feel about people? That they're "complications"?

Frank seals up. That is how he feels -- at least that's what he's telling himself -- but there's no need to make it worse.

FRANK

I went looking for a shithole. How did you get here?

Joan puts away the first aid stuff. It's hard for her to say, but she's going to try. She can't look at him as she says it:

JOAN

My real parents are dead. A few years ago, my stepfather took me here on a trip, from up north. And he vanished. He left me here like he was dropping garbage on a curb.

(beat)

I think I found his address last year -- a place in Utah -- but he won't write back.

Now Frank knows why Joan is in such a shell. For different reasons, she's every bit as sealed off as he is.

FRANK

It's his loss. He's an idiot to cut you out of his life. Look at me, Joan.

FRANK

(she turns around)

All I've got left of my son and my daughter is to try to -- imagine how they'd have grow up. What kind of people they'd have turned into.

(means it)

I'd have been proud if my daughter turned out as kind as you are.

Joan is almost crying. It's the nicest thing anyone's ever said to her, and she knows how hard it was for him to get out.

FRANK

If you were my daughter, I'd tell you one thing. To get out of this dump.

(points at posters)

Just go. Grab one of these spots in the country and wash this place off.

JOAN

I want to. I do. But -- I'm just so afraid all the time. Afraid to stay, afraid to go.

(beat)

The only time I've felt safe is since you got here, Mr. Smith.

FRANK

Joan? I think I can trust you with this information: my name is Frank.

(sincere)

Thank you. You saved my life.

Joan smiles. She wanted his friendship, and to tear down that wall a little -- and she's done it. But the moment is broken as Frank hears an ENGINE outside. Frank struggles out of bed.

FRANK

Help me up --

(she does)

How long -- have I been out?

JOAN

About seven or eight hours --

FRANK

Too long -- Goddamn it --

Frank knows, even before he looks out the window --

OUTSIDE THE APARTMENT BUILDING - THE RUSSIAN HAS ARRIVED

and has three Costa goons alongside him. They have found the truck cab Frank drove home, which is sloppily parked at the curb. The blood trail is like a neon arrow pointing to the apartment building.

They all get out of their car, and the Russian smiles, delivering the line he's been practicing in his head for days.

THE RUSSIAN

If they is move -- killing them.

INSIDE JOAN'S APARTMENT - FRANK MOVES AWAY FROM THE WINDOW

and his stunned face tells us what he's thinking: I brought this home. Again. Still weak, Frank tries to pull it together and heads for the door.

FRANK

Find somewhere to hide.

JOAN

(terrified)

What are you going to do?

FRANK

Something -- subtle.

INT. DAVE'S APARTMENT - NIGHT - RACKS OF CUSTOM ELECTRONICS

are everywhere in this second floor apartment. Spacker Dave is one of those guys who'll eat generic macaroni and cheese for months and spend all he gets on music and computer equipment, and this looks like a triumph of street ingenuity over poverty. With dented, cannibalized components that clearly came out of the dump, Dave's wired together old turntables, reel-to-reel decks, and even a bank of junk computers for editing his sounds together.

We only see Dave's face as he drops the needle on a turntable -- and as it hits the vinyl, static and pops echo through the apartment. He's got speakers wired in every room.

And to make matters worse -- as he stands up, we see from behind that he has on a custom made headset mike for karaoke.

As the song starts -- it's "Hair of the Dog" by Nazareth -- Dave is dancing around, banging a spoon against a tin cup in time to the opening cowbell percussion, and singing LOUD --

SPACKER DAVE

Heartbreaker, soulshaker! I been told
about YO000U!

As Dave spins in the dark, we finally see what he's wearing --

-- he's bought a very cool looking, but badly timed, glow in the dark "Punisher" skull shirt! As he dances by a window --

OUTSIDE THE APARTMENT BUILDING - TWO THUGS LOOK UP

and see the glow in the dark "skull" symbol dancing in the window. Bingo. They smile and move ahead.

INSIDE SPACKER DAVE'S APARTMENT - DAVE IS SINGING LIKE HELL

The weird thing is -- he's actually pretty good. Not that the neighbors appreciate it -- they're BANGING on the ceiling and the floor, as Dave blazes through an air guitar routine that allows for simultaneous floor and ceiling middle fingers.

SPACKER DAVE

Now it's time to pay your DUUUUES!

Dave stomp dances down the hall to the bathroom -- and with all this, no way can he hear --

HIS FRONT DOOR IS BEING JIMMIED OPEN - ONE OF COSTA'S KILLERS

walk in, brandishing a knife -- followed by a second holding a gun -- they split up --

IN THE BATHROOM - **SPACKER DAVE IS PISSING TO THE MUSIC**

and singing the only lines from this song you know:

SPACKER DAVE

-- now you're messing with -- A SON OF
A BITCH!

(in higher backup voice)

Now you're messing with a son of a
bitch!

IN THE KITCHEN - THE COSTA ASSASSIN SEARCHES

for Dave, but a noise behind him makes him turn --

IN THE BATHROOM - SPACKER DAVE IS DOING A "SWIM" DANCE MOVE

that allows him to check his pits -- does he need a shower?
Nah. Buzzkill! Still has no idea anyone's in his place.

SPACKER DAVE

I ain't so blind I can't SEEeee!

IN THE LIVING ROOM - A SECOND COSTA ASSASSIN

is checking out the incredible sound system and not really focusing on his job -- which is too bad for him, as we see a **shape moving behind him in the mirror** --

IN BATHROOM - DAVE IS THROWN OFF AS THE NEEDLE SKIPS

SPACKER DAVE

Fuckin' vinyl!

("but I love vinyl")

Still not buyin' the CD, though.

(back into it)

Now you're messing with A SON OF A
BITCH!

SPACKER DAVE
 (high backup vocal)
 Now you're messing with a son of a
 bitch!

IN THE BATHROOM - WE FOLLOW DAVE AS HE OPENS THE DOOR
 and comes out, still singing every vocal on the song --

SPACKER DAVE
 Now you're messing with -- A SON OF A
 BITCH!
 (high backup vocal)
 Now you're messing with a son of a
 EEEAAARKGH --

He's frozen in his tracks and his singing squeaked to sky
 high octaves on that last word, because

THE PUNISHER IS STANDING IN THE LIVING ROOM

with blood on his shirt, breathing faster, surrounded by two
 guys who aren't breathing at all. One is crumpled through a
 window, one hangs on a coathook with a knife in his chest.
 Stone faced, the Punisher looks at Spacker Dave.

SPACKER DAVE
 (faint)
 I'll turn it down. I promise.
 (cuts off turntable)
 I'll turn it off --

Spacker Dave gapes at the carnage -- and at the Punisher. As
 always, realization comes slowly to Spacker Dave. Mr. Smith
 is his hero, and he had no idea. Now he smiles and laughs --
 -- unfortunately, he still has on the headset as he yells --

SPACKER DAVE
 (through all speakers)
 HOLY SHIT! YOU'RE THE PUNISHER!! I
 CAN'T FUCKIN' BELIEVE IT! THE PUNISHER
 FUCKIN' LIVES HERE!
 (yells, laughs)
 THE PUNISHER IS RIGHT HERE --

The Punisher lunges and tears the headset off him, but it's
 too late -- their position has been compromised at a hundred
 and sixty decibels, echoing through the building.

ON THE FIRE ESCAPE - THE PUNISHER YANKS DAVE OUT

and Dave quiets down, but he's still having a hero-gasm --

SPACKER DAVE
 -- you're the coolest guy ever --

The Punisher shoves Dave into the window of an adjoining vacant apartment. He's a little mad, not because Dave just broadcast their position, but because of what he just said.

FRANK

You think it's cool -- to be me?
 (tears off Dave's "skull")
 I just hope you live long enough to
 find out how wrong you are. Get in
 that closet -- and keep quiet.

The Punisher vanishes into the shadows outside -- leaving behind Dave, a little stung by what he said.

OUTSIDE THE BUILDING - FRANK SILENTLY MOVES ALONG THE RAIL

and reaches the corner of the building. No one sees him. From his second floor perch, he can see --

-- escape is just ahead. He could make a leap to the fire escape of a vacant building next door -- and then vanish.

CLOSE ON FRANK'S FACE

If all he cared about was revenge, he'd leave. If he only cared about himself, he'd take that leap. If he bought that line he pushed on Joan a minute ago, he'd be gone.

He can't do it.

Frank looks down --

FRANK'S POV - JOAN IS HIDING OUTSIDE BEHIND SOME GARBAGE

but she's made some rookie mistakes: she's hiding behind some discarded tin, and a nearby light is shining on it. No one could possibly miss her.

Frank's POV veers over, as a Costa gunman creeps around the corner -- the gunman sees Joan, and aims a gun at her --

CLOSE ON JOAN

She looks up at the gunman, five paces away. She knows: Frank didn't stay to protect her. She knows she's going to die.

But just as the shots begin --

THE PUNISHER DROPS DOWN INTO THE LINE OF FIRE

and the gunman's bullets tear into the back of his bulletproof shirt -- Frank shields Joan with his body --

CLOSE ON FRANK AND JOAN - FRANK GRIMACES WITH EVERY SHOT

that hits him -- this hurts -- but we see in his eyes he's thinking, "they didn't get this one -- they didn't get her."

Frank doesn't take his eyes off Joan's as he draws his gun, points back and fires a single shot --

-- and the shots end with a GASP and the THUD of a body hitting cement.

Frank stares at her. He didn't realize that he cared. He didn't realize he still could care.

JOAN
(quietly)
I wasn't afraid. I knew you'd come back. I knew you'd protect me.

THE RUSSIAN (O.S.)
That would be the day.

Frank looks up --

FRANK'S POV - THE RUSSIAN TOWERS OVER HIM

and smashes him in the face --

FRANK IS KNOCKED BACK INTO THE BUILDING'S CELLAR

and he's badly dazed -- he's still recovering from a gunshot wound and doesn't have the sand in him for a fight now --

-- and the Russian knows it. He lopez in after Frank, and grabs an iron bar next to a water heater -- he swings the bar at a staggering Frank, connecting with his wound --

THE RUSSIAN
Is "Punishing" tough guy all afraid of?

Frank goes down in a heap -- and the Russian picks him up like a sack of garbage --

THE RUSSIAN
I will like this living in America.

The Russian hurls him through the cheap drywall into --

MR. BUMPO'S APARTMENT - BUMPO IS EATING A HOT PIZZA

at his table, and looks up as Frank sails through his wall, landing hard next to two more pizzas and a Virginia ham.

FRANK
(weakly)
That pizza -- hot -- ?

BUMPO
(chins quiver a nod)
H-help -- yourself --

AT BUMPO'S DOORWAY - THE RUSSIAN KICKS IN THE DOOR

and walks in with a semi-toothless smile --

THE RUSSIAN

Getting up now -- friend girl is
killing nex--

The Russian is cut off as a large pizza sails across the room and wraps around his face -- the Russian SCREAMS in agony and anger, flailing at the wall and taking out chunks --

RUSSIAN'S PIZZA-AFFLICTED POV

The Russian SCREAMS and smashes through the wall of Bumpo's place, staggering up the stairs while clawing at cheese, grease and tomato sauce --

-- and finally, he smashes through another wall, wiping away enough pizza to be able to see again.

THE RUSSIAN IS LITERALLY STEAMING

as he looks around. He is surrounded by guns and ammo-making equipment. Even he can dope this out. It's Frank's apartment.

But as the Russian turns back to the doorway, Frank is there -- he grabs a canvas bag with tire weights in it, and slams the bag against the Russian's face --

-- it's the best shot Frank has left -- even lifting the bag is rough right now -- but the Russian barely budes. He just looks angrier because he lost his favorite remaining tooth.

They fight for a few moments, and it's clear that while Frank is physically a basket case, his fighting spirit won't quit -- he charges the Russian and throws blow after blow, but bullet holes tend to hurt your game a little bit. The Russian lifts Frank up and hurls him across the room --

-- Frank lands hard, upside-down, on a work table -- the table, his lead casts, even the bullet press, all land on top of him. Frank is almost unconscious now, surrounded by bullets and bullet making equipment -- but no gun.

The Russian laughs. At another table, he sees Frank's labelled clips and guns, laid out and ready to use.

CLOSE ON FRANK'S RUINED FACE

Frank looks like he's been dead for a year already. With one open eye, he can just about see something that might help. He struggles to reach for it -- and --

THE RUSSIAN AIMS FRANK'S OWN GUN AT HIM

and he knows he's won, but his face shows some respect.

THE RUSSIAN

Two bullet holes and still fight strong. Good soldiering. I make you favor. No worry, no pain, third will finish quick.

(aims down)

Too bad. Could been friends, like Wyatt Earp and the Doc Holiday.

FRANK

(weakly, looking up)

Thanks anyway -- I'm not looking for any new faces in my life just now --

A small rolling noise makes the Russian look down --

-- the small bottle of liquid explosive rolls to a halt against the Russian's combat boot, as --

-- in the tangle of junk, with what looks like his last bit of strength, Frank throws the handle from the bullet press and tips the metal table in front of him as he does --

-- the handle hits the liquid explosive bottle and it detonates -- the Russian is blown apart in a fireball that surges out the window!

Frank is safe -- the explosive thrust is through the wall, and the table shields him from the momentary wall of flame.

INT. THE APARTMENT CORRIDOR - JOAN, SPACKER DAVE AND BUMPO

look to Frank's apartment with fear -- the noise was deafening and cheap plaster is falling in.

The door opens, and Frank struggles out, weakly. They catch a sight of the blood-drenched, pulp-covered door: a sickening hint of what else is in there. Exhaling, exhausted, Frank looks at Bumpo, Joan and Spacker Dave.

FRANK

Don't -- go in there. Ever.

CUT TO:

EXT. BRUNO COSTA'S MANSION - NIGHT - ARMED GUARDS PATROL

the grounds. They're wearing headset radios, packing huge assault rifles, and carrying high power flashlights. They are constantly sweeping the beams, looking for trouble.

INSIDE COSTA'S STUDY - COSTA NERVOUSLY SITS IN THE DARK

Guards pace the halls inside too, but Costa doesn't seem like someone with a private army protecting him. He seems worried. The only light in the room is the constant criss-crossing of flashlight beams from outside as the guards circle the house.

OUT ON THE GROUNDS - A GUARD IS GRABBED FROM BEHIND

and there is the wrenching SOUND of his neck snapping -- his body falls to the ground and his light goes out. We can't see the Punisher -- but as he walks past, we see and hear powder slipping from a small drum he's carrying.

INSIDE COSTA'S STUDY - COSTA SITS IN THE DARK

gulping two hundred dollar scotch -- and he notices something. All those lights -- from all those guards --

-- they aren't shining any more. It's pitch black out there.

Costa scrambles to the window in time to see --

ON THE GROUNDS - THE PUNISHER DROPS A MATCH ONTO THE LAWN

and it ignites the trail of powder he's been laying --

THE FLAMING TRAIL OF POWDER RACES IN TWO DIRECTIONS

through the grass -- and we see the flames pass the bodies of almost a dozen guards taken out by the Punisher --

IN COSTA'S STUDY - COSTA GAPES OUT THE WINDOW

and sees two things -- his own terrified reflection --

-- and the view of his yard, which now has a giant blazing skull outline -- and the flames illuminate the bodies of his guards, as well as the Punisher calmly walking forward.

Terrified now, Costa hurls himself back and shouts --

COSTA

He's here! He's almost to the house,
for fuck's sake!

INSIDE COSTA'S MANSION - A HALF DOZEN THUGS

grab their guns and scramble toward the rear courtyard --

-- they start to take position, when something the size of a ball is launched out of the flames --

-- it lands with a wet, soft THUD on the rear courtyard, and rolls toward the guards, slowly wobbling to a stop --

-- and the jittery guards look at it. It's not a bomb --

-- it's something the size of a head. And it's wrapped in the bloody, charred shirt of the Russian, the cloth pinned around it by his Special Forces pin.

The guards look at the remains of the toughest guy they've ever seen. They look at each other.

And they look at a resolute figure in the flames, slowly marching toward them.

One by one, the guards' guns drop to the tile -- and they run like hell, scattering away to the side exits.

INSIDE COSTA'S STUDY - COSTA LOOKS OUT IN DISBELIEF

as the Punisher draws nearer -- but his last remaining men are running away without even trying to fight --

AT THE REAR OF COSTA'S MANSION - THE PUNISHER WALKS IN

from the edge of the flames. Good thing he psyched them into running, because Frank is completely hollowed out at this point. Nothing is holding him up but the unfinished job. Frank calmly kicks the bloody package out of his path --

-- revealing, as the pin comes off and the shirt opens: it's not a severed head, it's Bumpo's half-eaten ham.

The flames follow Frank in, and leap to the hardwood interior.

INSIDE THE HOUSE - COSTA SCRAMBLES OUT OF THE STUDY

as it sinks in. Nowhere to hide, nowhere to run. No one will protect him. And he can't buy or threaten his way out.

Costa frantically runs down the stairs, but he stops short --

-- the flames are spreading through the bottom floor. And Frank is coming up the stairs, holding his gun.

Costa stumbles, and starts moving back --

COSTA

-- stop -- I'll give you -- I can make one call and wire you five million d--

Frank reaches the top of the stairs, and FIRES a single shot into Costa's leg. Costa falls the floor, but keeps backing away, dragging himself along.

COSTA

(gasping in agony)

-- you sick fuck -- you think you're some kind of hero? What makes you so good? Your family got killed? You drag that pain around behind you and that makes it clean, is that it?

Costa drags himself back, painfully, leaving a bloody trail on the hardwood behind him. Frank says nothing. He just keeps coming. He's dropped the shotgun -- and he's taking out a single bullet -- the "1" bullet -- for his 1911.

COSTA

Fuck you, Castle -- I killed a lot of people. I never liked doing it. But you love it -- don't you? Don't you?

ANOTHER ANGLE ON COSTA - A GUN IS ALMOST WITHIN REACH

in the doorway of another room -- if he keeps dragging himself toward it, in a moment, he'll have it before Frank finishes chambering his bullet.

Costa keeps dragging himself along, and keeps talking --

COSTA

So kill me. Then kill the guy who takes my place and the guy who takes his place. But don't kid yourself, Castle -- you're no better than I am --

Costa reaches the doorway, and grabs the gun off the floor --

COSTA

-- you're no better --

But Frank chambers the round and FIRES the single shot high into Costa's chest -- the explosive impact of the round knocks Costa back, skidding along the floor --

-- and that's the undignified end of Bruno Costa. A wet broken heap on the floor of a burning house.

With his last ounce of strength, Costa tries to lift the gun again -- but Frank puts his foot on Costa's wrist.

COSTA'S DYING POV - THE PUNISHER STARING DOWN COLDLY

is the last thing Bruno sees as his life irises shut.

FRANK

Maybe I'm just a little bit better -- huh, Bruno?

EXT. AT THE GATES OF THE COSTA HOUSE - **FRANK WALKS OUT**

and looks like he's been in a war, his face lit by the flames of Costa's mansion burning behind him. As he walks out --

TERRI (O.S.)

Hold it, Castle.

Frank turns. Terri is there, holding a gun on him.

TERRI

Wasn't too hard to figure Costa'd be last on your to-die list. Where's the number one bullet?

FRANK

Buried in a pile of garbage. I notice you waited until I finished Costa before yelling "stop in the name of the law". So cut the bullshit and put that away.

Dismissive, Frank takes a couple of steps away, but she FIRES a warning shot at his feet as SIRENS draw closer.

TERRI

I appreciate your saving my life in the garage. I'll send a cake to your cell every Christmas. But if you don't stop, I will take that head shot.

Frank calmly looks at her. He stops for a minute, but doesn't put up his hands and shows no sign of surrender.

FRANK

For five years, I watched people try to bring Costa down the legal way. Every time anyone made some headway, the evidence vanished, the witnesses wound up in crab traps --

TERRI

What's that shit? An excuse? Save it for your shrink. There's a new joke going around the squad room. Here goes: "You know what the difference is between the Punisher and God?"

(beat)

"God doesn't think he's the Punisher."

(still holding gun)

I wanted Bruno Costa in the drawer too, but this isn't the way to do it.

FRANK

I'm glad you're sure. I used to be sure too. I watched that son of a bitch live in the shadows between knowledge and proof -- where we all knew he was guilty but couldn't prove a thing. I watched him buy judges, cops and prosecutors while he buried dozens of innocent people.

(edgy)

I could have killed Costa months ago. Just the snap of a hammer and he'd be dead. No one would have known but me. But I couldn't do it. I was sure the system would get him sooner or later. And because I let him breathe a while longer, he killed my wife, my son, and my daughter.

FRANK

(beat)

I'm just as guilty as he is.

Terri is still holding the gun rock steady, but her resolve is getting a little shaky. Frank stares a hole through her.

FRANK

So you decide the best way to do your job. You can get rid of the guns Costa stockpiled here, while I go after the ones he's already put out there.

(stares at her)

Or do me a favor. Take that head shot, and kill the last man responsible for the murder of my family.

Frank walks off into the shadows. Terri stands in the firelight, holding the gun -- thinking about shooting -- trying to tell herself it's her duty to take him down --

-- and ultimately she can't do it. A half dozen police cars arrive behind her, along with a fire engine. Luis arrives, and runs up to her. He saw Frank's escape.

LUIS

For Christ's sake, you had him -- why didn't you --

TERRI

Do what? Arrest him? Put him in jail, or in the chair? "Punish" him, maybe?

(beat)

There isn't a punishment for him that could be worse than the next breath he takes.

Terri's cell phone RINGS, and she takes it out of her pocket.

TERRI

Hello?

DETECTIVE (O.S., ON PHONE)

Neslar? You've got to get over to the Bahia Hondo cemetery, right away -- it's just like you said --

EXT. A GRAVEYARD - NIGHT - COFFINS FULL OF WEAPONS

are being impounded by dozens of cops. We will also note that one of the people being arrested is Ivan Deinovitch, Bruno's partner. These guys are finished now. The same detective who was humiliated by the Punisher's lineup hit is now very happy.

DETECTIVE

This is the biggest weapons bust we've ever had. Bruno Costa's full stash.

DETECTIVE

Machine guns, rocket launchers,
military grade stuff -- they'll be
digging it up for weeks.

(beat)

The commissioner wants you over here,
pronto, to talk to the reporters --

EXT. IN FRONT OF COSTA'S BURNING HOUSE - TERRI STANDS
and is puzzled by all this.

TERRI

I'm happy for you, Steve, but I don't
know why I --

DETECTIVE (O.S., ON PHONE)

(laughs)

Now who's working from "Policework for
Dummies"? You did all the groundwork.
You left the packet of documents from
that weapons truck on my desk with
that note telling me to set up the
raid. Just get over here, ASAP.

The phone CLICKS off, and Terri realizes the Punisher has
left her a going away present: several thousand guns that
won't be used to kill innocent people.

INT. JOAN'S APARTMENT - A CHEAP WALL CLOCK READS 11:42

and it's starting to sink in for Joan, Spacker Dave and Mr.
Bumpo -- Frank will not be coming back. Joan looks shattered.

JOAN

I know he'll come back. He said to be
here at eleven o'clock.

(wants to believe it)

He said he'd help me leave.

SPACKER DAVE

Give it up. He's gone.

(stands, dejected)

Figures he'd have a better place to go
to. I mean, who are we, right?

Joan looks to the door, still not believing it. Mr. Bumpo
looks to the window.

BUMPO

Mind if I have some cookies, Joan?

JOAN

(too sad to look up)

I haven't made any today.

BUMPO

Can't fool me. You got a plate cooling
on the window --

Bumpo moves to the fire escape window and freezes. Joan and Spacker Dave move over too, curious.

JOAN

What is it?

SPACKER DAVE

Aw, he's just having another heart
attack, like last month --

But all of them are shocked to silence when they see the three returned cookie plates on the window sill. The hundred dollar bills from Harwood's -- we'll recognize the Latin American bank band -- are stacked in huge, equal piles on each plate, each with a tag on top: "MR. BUMPO", "SPACKER DAVE", and "JOAN". Easily a hundred grand on each plate.

Bumpo realizes what he's looking at -- and he's near tears.

BUMPO

(quietly)

A pizzeria. My own pizzeria.

Spacker Dave laughs at his tag: "SPACKER" is underlined.

SPACKER DAVE

He finally got it right!

(thumbs band of bills)

No more garage sale mikes and kiddie
cassette players -- I could have a
sixteen track recording set up -- I
can burn CDs to send my tunes to radio
stations -- holy shit --

Joan looks her plate. She's the only one who got a note, folded under one of the bands. She's more interested in this than the money, and she snatches it up. It reads:

JOAN,

GET OUT. START A NEW LIFE. I KNOW YOU'LL MAKE SURE IT'S
BETTER THAN MINE.

FRANK

Joan closes the note and is almost in tears. She didn't think anyone cared. But he just bought her a second chance.

BINOCULAR POV - JOAN SMILES AND LOOKS OUT THE WINDOW

and even from a thousand yards you can tell this money is going to make a difference. The binoculars are lowered --

ON A HIGHWAY OVERPASS - FRANK LOOKS OUT AT THE BUILDING

and for the first time in a long time, he feels human again. The money that was paid for his betrayal and his family's murder has been laundered -- now it's going to do some good.

Frank gets on his motorcycle and rides out of Miami.

DISSOLVE TO:

EXT. CHICAGO - A SNOWY NIGHT - DOWN A DARKENED ALLEY

a man walks in the shadows. We can't see who -- but we see he's bundled against the cold, and he is leaving a distinctive trail in the snow falling on the streets --

-- the trail shows that beside the footsteps are smaller punchmarks in the snow from metal crutches. From a LOW ANGLE, we see that the man wears leg braces that clank as he moves.

ELSEWHERE ON THE STREET - SOMEONE WATCHES THE HANDICAPPED MAN

as he turns down the alley -- and he's not watching with sympathy. He's watching with disgust. He follows the trail --

IN THE ALLEY - THE HANDICAPPED MAN CLANKS AWAY

with no idea that anyone is behind him. The man follows him -- he opens his coat and takes out a small machine gun --

KILLER

Hey, no-legs --

The handicapped man in the shadows turns around --

-- from ten paces, the killer fires a machine gun burst at the handicapped man's chest -- he is blown back against a wall, propped against a dumpster.

The handicapped man is slumped in the shadows, silent and still. The killer, relaxed and satisfied, walks up to him.

KILLER

It's just natural selection, gimp.

Don't take it personal.

(keeps walking up)

My life's work is to clean garbage
like you right off the streets.

The killer stops short, with an amazed final look on his face.

THE PUNISHER IS UP AGAINST THE WALL

and the bulletproof skull on his chest is smoking in the cold from a dozen bullet hits -- but he's completely uninjured.

FRANK

Mine too. Glad you understand.

Frank extends his arms, tossing off the ends of the
"crutches" -- leaving a Colt 1911 in each hand --

The Punisher EMPTIES BOTH GUNS into the killer as we ZOOM
into the skull, and that Los Lobos cover of "Hair of the Dog"
we're commissioning for this...

FADE OUT.