

THE RECRUIT

THE FARM

by

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this draft

by

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Spyglass Pictures
04/12/01

INT. FOODTOWN MEGA-MARKET - NIGHT

An acre-size supermarket: endless aisles, white linoleum floors, fluorescent lights, cheery Muzak. A YOUNG MAN hustles down the cereal aisle, weaving through shoppers. He clutches a lap-top computer, jerking desperate glances over his shoulder. He is clearly running from someone. His name is JAMES CLAYTON.

James reaches the end of the aisle and circles back into the next, heading towards the rear of the vast store.

Blood puddles the white linoleum behind him.

ANGLE - MEAT COUNTER

James reaches the counter that runs along the far wall. His back is to the store. Oblivious shoppers pass behind him.

James sets the lap-top down and leans forward, arms propped against the refrigerator case for support. His blazer falls open -- a red stain spreads across the side of his white shirt.

CLOSE - JAMES' PALE FACE

He takes out his cell phone and dials with blood-caked fingers.

JAMES
(quietly)
Answer...

James holds the phone to his ear, listening to it ring. He closes his eyes in exhaustion, in silent prayer...

MATCH DISSOLVE TO:

INT. JAMES' APARTMENT/CAMBRIDGE, MASSACHUSETTS - DAY

CLOSE - JAMES

sleeps. A phone rings. His eyes open. He props himself up in his waterbed, setting off a rolling wave beneath him.

[SUPER ON SCREEN -- SIX MONTHS EARLIER]

James reaches for a pack of Kools. He crumples the empty pack, looks around, finally digging a butt from the space between his bedframe and the waterbed. He lights it and takes a satisfied morning drag.

INT. M.I.T. MEDIA LABORATORY - SAME TIME

A crisp-looking BUSINESSMAN stands in the middle of the I.M. Pei-designed Media Lab's huge open space, cell phone to his ear. The Media Lab lobby is jammed with "job fair" activity. M.I.T. students demo their inventions to corporate head-hunters. The buzz and hum of money and opportunity swirls around her.

The Businessman straightens his "HELLO - I'M BILL RUDOLPH - MATTEL" name-tag, listening to the ringing phone.

INT. JAMES' APARTMENT - DAY

James strolls through the classic off-campus, four guy room-mates, Cambridge apartment. He grabs a pot of spaghetti from the fridge, picks up the ringing wall-phone, re-hangs it without listening and heads out of the kitchen.

INT. M.I.T. MEDIA LABORATORY - SAME TIME

Bill Rudolph stares at his now-disconnected cell phone.

INT. JAMES' LIVINGROOM - DAY

James sits in front of the big-screen TV, eating cold spaghetti from the pot, remote in hand, flipping past soap operas, talk shows, searching the channels in a dizzy spin.

INT. JAMES' ROOMMATE'S BEDROOM - DAY

The nude couple sex-squirms in bed. James walks into the bedroom doorway, waving the remote.

JAMES

Dish's down.

The girl screams and dives beneath the blanket. James' roommate hurls a paperback at James, who dodges, letting it hit the wall.

JAMES (cont'd)

(unfazed)

I can't get the Jets-Dolphins game.

ROOMMATE

It's Monday you moron.

James lets this sink in.

JAMES

(nodding)

Monday?... OH SHIT!!!

EXT. JAMES' FOUR-STORY TENEMENT BUILDING - DAY

James blows out the building's front door on a banged-up mountain bike. He slaloms down a flight of stairs to the street, leaps the curb, barely misses a Fed Ex truck and skids around the corner at a full pedal.

INT. M.I.T. MEDIA LABORATORY - SAME TIME

Bill Rudolph, the Mattel exec, checks his watch, shakes his head and starts across the vast, crowded lobby.

EXT. PROSPECT STREET, CAMBRIDGE - DAY

James weaves through a typical Boston "big dig" traffic jam, dodging bumpers and death in a game of high-speed chicken.

INT. M.I.T. MEDIA LABORATORY - SAME TIME

Rudolph MOVES THROUGH the "job fair" chaos towards the entrance. HOLD on a conspicuously solitary MAN, his back to us, staring out the window.

OVER THE MAN'S SHOULDER - OUTSIDE - JAMES

fishtails across the M.I.T. plaza, scattering students like geese. He screams through the entrance, flashing his I.D. to the security guard and dismounting in one fluid motion.

THE MAN'S GAZE

follows James as he locks his bike and sprints to the hall.

A smile crosses the Man's weathered, handsome face as he watches James nearly collide with Rudolph.

RUDOLPH AND JAMES

JAMES
(breathless)
Sorry... Mr. Rudolph--

RUDOLPH
What're you doing? Our appointment was
for--

JAMES
I know. I know. My waterbed--

RUDOLPH
If a career at Mattel doesn't interest
you, fine, there's a roomful of other--

(CONTINUED)

CONTINUED:

JAMES

--Seven this morning, sound asleep, I hear this cracking sound. Ripping wood. I figure it's part of this logging dream I'm having but no -- the fucking bed is literally falling through the floor! Thing weighs a ton... Total nightmare... You know... Just...Total...

The Mattel VP stares.

JAMES (CONT'D)

Would you care to see what I've been working on, sir?

INT. M.I.T. MEDIA LAB/ FUTURE MUSIC BLENDER ROOM - DAY

An over-flow crowd of business-suited corporate reps spills out of the Music Blender Room into the main lobby. Beautiful, textured full orchestral music thunders from within.

INT. FUTURE MUSIC BLENDER ROOM

MOVE through EXECS to James. He holds what looks like a clear lucite broomstick. As he moves his fingers on the stick, or waves his hand in the air around it, gestures, bends, squeezes -- a variety of lushly-stringed themes play.

JAMES

(over the music)

A generative algorithm analyzes the sound collage and supplements it with an appropriate musical accompaniment.

(off his audience's obvious confusion)

It makes you sound cool.

Everybody laughs. Rudolph nods, impressed. James looks past the execs.

JAMES' POV - THE MYSTERIOUS MAN

stands behind the group, stares straight at James.

MAN (O.S.)

Excuse me.

James glances over at a round man raising his hand in front.

ROUND MAN

Byron Haskell, Motorola. What do you mean by "found sounds"?

(CONTINUED)

CONTINUED:

James looks back to the mystery man. He's vanished.

EXT. CAMBRIDGE CAMPUS PUB - NIGHT

A cluster of STUDENTS spills out from the noisy pub.

INT. CAMBRIDGE CAMPUS PUB - NIGHT

James, in bartender's uniform (white shirt/black jeans) waits on FOUR CO-EDS at the end of the crowded bar.

James glances down the bar.

JAMES POV - A MAN

sits alone, his face hidden by his open newspaper. He lowers the paper revealing the mystery man from the "job fair". The Man nods to James. James heads over.

JAMES

Hey. What would you like?

MAN

I would like to teach you something.

The Man takes his newspaper and begins ripping long vertical strips.

JAMES

Look. I'm pretty busy right--

MAN

(ripping the paper)

James, the most important thing you need to know is -- that you don't know shit. What you hear, what you see...

James watches the man finish ripping the paper into strips. The Man starts folding it into a tight square.

MAN (cont'd)

(folding)

Nothing...

(he unfolds the square, the newspaper is miraculously intact)

...is what it seems.

He smiles up at James, offering his hand. James hesitatingly shakes it.

MAN (cont'd)

Walter Burke.

(CONTINUED)

CONTINUED:

JAMES

I saw you at the Job Fair. You're a recruiter?

BURKE

That I am.

JAMES

For who, Penn and Teller?

Burke smiles, reaches over the counter and takes the pen from James' shirtpocket. He circles something on his newspaper and turns it to show James.

CLOSE ON - THE NEWSPAPER

The letters "C", "I" and "A" have been circled.

JAMES

Looks up at Burke. Burke holds his gaze.

JAMES

You're kidding?

BURKE

We get 200,000 applications for about a thousand openings. You'd have to come down to Virginia, pass a battery of tests including extensive polygraph--

JAMES

Would I have to kill anyone?

BURKE

Would you like to?

CO-ED 1

Tequila, Senor! Pronto!

She leans over the bar waving an empty glass.

JAMES

All I know about the CIA is that they spy on their own, assassinate legally elected foreign leaders, deal coke in Compton--

BURKE

(standing)

And like I said, you don't know shit.
Nice meeting you James.

James turns.

(CONTINUED)

CONTINUED:

BURKE (CONT'D)
(talking at James' back)
I figure you'll probably go into the oil
business, like your dad.

James continues down the bar, pouring the girl her shot. He catches Burke leaving from the corner of his eye.

EXT. CAMBRIDGE CAMPUS PUB - NIGHT

James sprints from the bar. He looks down the block, spots Burke and catches up to him.

JAMES
You want me to be a spy? Me?

BURKE
(walking)
My mistake.

JAMES
You must have a reason.

Burke continues walking.

JAMES (cont'd)
Why?

James grabs his arm. Burke turns. Smile gone. All business.

BURKE
You graduated top of your class at M.I.T.
Versatile, fluid intelligence: physics to
philharmonics. Scored off-the-charts on
your undergrad psych profile tests--

JAMES
Those are confidential.

BURKE
Right. Agility, athleticism,
coordination...
(off James' look)
I've seen you on your bike and...

JAMES
What?

BURKE
You grew up overseas: Uzbekistan, Brunei,
Peru, Venezuela...

(CONTINUED)

CONTINUED:

James absorbs this, something shifting, revealing itself within him.

JAMES

(quietly)

My father worked for Shell Oil.

A faraway police siren wails.

BURKE

Your parents died in 1990. In a plane crash in Peru.

James stares at Burke.

JAMES

What are you saying?

BURKE

What do you think I'm saying?

JAMES

(thickly)

Did you... Did you know my father?

BURKE

I have recruited, trained and served with the best our country has to offer for over a quarter of a century. I am a scary judge of talent. That's my gift. And I am recruiting you, Mr. Clayton. Now, you can go work for Hasbro, invent the talking Beanie Baby, go bald, get fat, fall asleep for the next twenty years and wake up at forty-five screaming in your bed or... not.

(whacking the newspaper in

James gut)

My number's on the sport's page. I'll be in town til noon tomorrow.

He turns, walking down the block. James watches, until Burke disappears around the corner.

INT. JAMES' BEDROOM - NIGHT

James lies wide awake, eyes glittering in the dark. He gets up and walks to his desk. James clicks on his lap-top. He hits a few keystrokes and the screen fills with a photo of a handsome young couple and a child, James and his parents. James stares at the image. He clicks again. Another snapshot - his dashing father body-surfing on some exotic beach.

(CONTINUED)

CONTINUED:

James sits in the darkness, his features lit by the glowing photos flipping by on the computer screen.

EXT. CAMBRIDGE PLAYGROUND/BASKETBALL COURT - DAY

James drives to the basket and gets hip-checked to the asphalt by a husky TEENAGER. James misses the lay-up. The kid turns back to his two teammates with a smirk. James gets to his feet.

JAMES

You could kill somebody with that ass,
Chub.

TEENAGER

That's a charge, man.

JAMES

Gimme the ball.

The Kid reluctantly tosses it to James. James dribbles in the backcourt. The Harvard Clock chimes once. The Teen swipes at the ball. James changes hands. The bell chimes again. James glances up.

JAMES' POV - THE CLOCK

striking towards 12:00.

THE TEEN

Bats the ball free. James dives, retrieving it.

TEENAGER

Wake up, brother, this is for the game.

James, lost in his thoughts, flinches as the clock chimes again. The Teen lunges. James fakes left, pulls up and fires. The Teen turns to the basket.

ANGLE - THE BASKET

The ball arcs through the air, swishes, barely rippling the chain "net".

THE TEEN

Turns to James.

TEENAGER (cont'd)

Best two outta--

James is gone.

EXT. CAMBRIDGE STREET - DAY

James runs down the crowded street. The clock chimes. James sees a phonebooth dashes inside.

James pulls the crumpled newspaper from his jeans and dials. The phone rings. The clock chimes the final stroke of twelve.

BURKE (OS)
(on phone)
Very dramatic, James.

JAMES
(on phone)
I wanna talk. Can we talk?

BURKE (OS)
(on phone)
Sure.

JAMES
Where are you?

BURKE (OS)
(on phone)
Okay. You know the phonebooth you're calling from?

JAMES
Yeah.

BURKE (OS)
(on phone)
Turn around.

James does. Burke, parked about ten feet away, lifts his coffee cup in a "hello".

James leaves the phonebooth, walking to Burke's car.

INT. BURKE'S CAR - DAY

James gets in. Burke gestures to James' iced coffee waiting in the cupholder.

JAMES
You're pretty confident.

Burke shrugs.

JAMES (CONT'D)
Tell me about my father.

(CONTINUED)

CONTINUED:

BURKE

You already know, don't you? That's why you're sitting here. You want answers, you're in the wrong car. I've only got secrets... I told you, nothing is what it seems. You can't trust your best friends, your five senses.... just that little voice inside you that most civilians can't even hear. Listen to that. Trust yourself, James. I think that's what your father would've said.

James sips his coffee.

BURKE (CONT'D)

So? What do you wanna do?

JAMES

(tossing the coffee out the window)

Get some real coffee.

Burke smiles, throws the car in gear.

BURKE

Well alright.

EXT. PHONE BOOTH/BURKE'S LE SABRE - DAY

The car powers off down the street.

EXT. CIA MAIN GATE/DOLLEY MADISON DRIVE/ MCLEAN, VIRGINIA - DAY

A yellow cab waits behind a row of cars approaching the main gate. An armed and uniformed guard steps out of the security office, checking each car's I.D.s. A sign before the barricade reads - "Display Badge".

INT. YELLOW CAB - DAY

James sits in the back seat, eyes wide. He takes a deep breath.

ANGLE - THE CABBIE

glances back in his rearview.

CABBIE

(to James)

Grab your balls.

(CONTINUED)

CONTINUED:

JAMES

Sorry?

CABBIE

You get nervous, just grab your balls and squeeze. Hard. Takes your mind right offa the fear.

JAMES

Thanks.

INT. CIA MAIN LOBBY - DAY

James, wearing a "Visitor" badge, stops at the security desk. A pair of very serious, armed officers flank the desk.

JAMES

My name's James Clayton. I'm here to see Walter Burke. I'm expected.

Officer 1 murmurs into a phone, nods to James.

OFFICER 1

You'll wait.

James nods, turns, drifting around the MAIN LOBBY.

He wanders beneath the imposing statue of William J. Donovan. Something catches his eye. Flanked by two flags (the U.S. and CIA) is a marble wall embedded with fifty-two gold stars. Written above the stars: IN HONOR OF THOSE MEMBERS OF THE CENTRAL INTELLIGENCE AGENCY WHO GAVE THEIR LIVES IN THE SERVICE OF THEIR COUNTRY. A book juts from the marble beneath the stars. James walks over, looking down at the book.

It is inscribed with the names of fallen CIA Officers and the year they perished. Only occasionally is a name actually filled in. Most dates remain blank - the names to remain secret forever.

James' finger moves down the list to 1990. The sole entry -- "OFFICER FALLEN".

BURKE (OS)

James.

JAMES

looks up. Burke strides over, hand out. James shakes it. Burke's eye glances down at the book, back at James. He isn't smiling.

(CONTINUED)

CONTINUED:

BURKE (cont'd)
Rule number one: Don't get caught.

JAMES
Burke--?

BURKE
These were good Officers. Good friends.
You'll have to be satisfied with that.

INT. CIA CLASSROOM - DAY

A hundred YOUNG MEN AND WOMEN sit at desks with test booklets and orange metallic pens. They hover over the tests as a PROCTER moves among them.

ANGLE - JAMES

looks up from his test and yawns.

INT. CIA SURVEILLANCE ROOM - SAME TIME

ON SURVEILLANCE MONITOR - JAMES

yawns.

SLAYNE (OS)
Casual.

WIDER - BURKE AND ANOTHER CIA OFFICER -- DENNIS SLAYNE

and several technicians and staff officers monitor a bank of closed circuit TV sets.

SLAYNE (cont'd)
(deep southern accent)
Yaw're boy is extremely cashyewal.

BURKE
Jet-lag.

SLAYNE
From Boston?

BURKE
(changing the subject)
Have six pull in tight on B-33 and give me some angles.

(CONTINUED)

CONTINUED:

MONITOR #6 - ON ROW B, SEAT #33

Shifts angles from the side and below, finally resting on desk level. A pink eraser sits on top of the desk. The student idly fumbles with it as he stares at his test.

BURKE (cont'd)
The eraser. Mag it.

The SURVEILLANCE CAMERA zooms in on the pink eraser. Tiny answers are written on one side.

SLAYNE
Nice eyes, Burke.
(into mic)
Got a wiggler in B-33. Yank his ass.

INT. CIA CLASSROOM - DAY

James looks up from his test as the Procter glides down his aisle, taps the cheater on his shoulder and whispers in his ear. The applicant stumbles to his feet and rushes from the room. James follows him with his eyes, his gaze falling on a striking young woman with long, shiny-black hair in the rear of the classroom.

She feels his gaze and looks up, locking eyes with him. Busted, James glances away, returning to his test. After a beat, he turns to look at her again. She is waiting -- smiles, shaking her head. He jerks away again -- re-busted -- staring red-faced at his test.

The Procter comes over to James.

PROCTER
(whispering in James' ear)
Burke says "Forget the chick and finish the fucking test".

James looks around the room for Burke.

INT. CIA SURVEILLANCE ROOM

Burke watches James on the monitor, a slight smile on his face.

INT. CIA PSYCHOLOGICAL ASSESSMENT INTERVIEW OFFICE - DAY

James sits in a room that looks like a Sheraton Hotel suite facing a CIA PSYCHIATRIST #1.

(CONTINUED)

CONTINUED:

PSYCHIATRIST #1
(glancing down at his
notes/questionnaire)
...Would you call yourself subjectively
firm or objectively flexible?

JAMES
Metaphysically wrinkle-free.

ANOTHER ROOM - ANOTHER PSYCHIATRIST

PSYCHIATRIST #2
Have you ever been deliberately cruel to
an animal?

JAMES
Yes.

PSYCHIATRIST #2
Please elaborate.

JAMES
I tied wool reindeer horns to my
dachshund's head and photographed him.

PSYCHIATRIST #2
That doesn't sound very cruel.

JAMES
I used it as my Christmas card. Everybody
saw it. He felt pretty violated.

The shrink nods, writing something down.

A THIRD ROOM AND THIRD PSYCHIATRIST

PSYCHIATRIST #3
Quickly -- Would you rather ride on a
train, dance in the rain or feel no pain?

James stares at the man.

INT. CIA PSYCH BUILDING HALLWAY - DAY

James leaves the interview room. He starts to walk down the
hall, turns and hustles back to the room and opens the door.

JAMES
"Feel no pain". I'd rather "Feel no
pain". I know I said the rain dancing
thing but--

(CONTINUED)

CONTINUED:

PSYCHIATRIST #3 (OS)

Thank you.

James closes the door and walks to the elevator. He pushes the button. The door opens and he enters.

INT. ELEVATOR - DAY

James pushes the "1".

WOMAN (OS)

I think you want "L".

James turns. The beautiful brunette from the test smiles at him.

JAMES

I knew that.

WOMAN

I'm Layla.

JAMES

Like the song?

LAYLA

What song?

JAMES

The Clapton...

(off her smile)

Everyone on earth probably says that, right?... I'm James.

LAYLA

Like the Gang.

JAMES

See, no one's ever said that before.

They reach "1". The doors open.

LAYLA

(staring straight ahead)

They should have.

The doors close. James nods. The elevator reaches the lobby.

LAYLA (cont'd)

Good luck, James.

The doors open. She hurries into the crowd, rushing across the lobby.

(CONTINUED)

CONTINUED:

JAMES
(after her)
You too.

FULL SCREEN - AN OFFICIAL CIA STATIONARY

TYPED BELOW THE CIA INSIGNIA -- "DEAR CANDIDATE: WE ARE PLEASED TO INFORM YOU THAT YOU HAVE BEEN ACCEPTED FOR EMPLOYMENT WITH THE UNITED STATES GOVERNMENT AS A CAREER TRAINEE."

JAMES

lowers the acceptance letter, revealing in the BACKGROUND, an anonymous school bus waiting in front of the CIA Main Building. Career Trainees ("CT"s) mill around it. James tucks the letter into his back pocket, slings his dufflebag over his shoulder and follows the others onto the bus.

INT. BUS - DAY

Forty new recruits find their seats. James walks towards the back. He passes Layla sitting beside a male-model-handsome LATIN RECRUIT. She nods perfunctorily at James, returns her gaze out the window. James continues to the last row. An elegantly-dressed AFRICAN-AMERICAN RECRUIT has the last aisle seat.

JAMES
(pointing to the window)
That taken?

RECRUIT
All yours.

James slides in.

RECRUIT (cont'd)
(offering his hand)
Ronnie Gibson from D.C.

JAMES
(shaking it)
James Clayton from all over.

RONNIE
Alright. Feelin' better already. I got
J.C. sittin' right beside me.

James laughs, makes the sign of the cross.

JAMES
Bless you my son.

(CONTINUED)

CONTINUED:

The bus begins to move.

RONNIE
Save some for the Farm.

EXT. CIA MAIN GATE/DOLLEY MADISON DRIVE - DAY

The school bus exits the CIA sentry gate, moving into traffic.

INT. BUS - MOVING - DAY

James stares up ahead.

JAMES' POV - LAYLA

blocked by other recruits, just glimpses of her face, laughing at something her hunky seat-mate has said.

RONNIE (OS)
Looks like Abercrombie landed her Fitch.

JAMES AND RONNIE

JAMES
What?

RONNIE
Your girl.

JAMES
She's not my girl.

RONNIE
Right.

EXT. INTERSTATE HIGHWAY - DAY

The bus passes a sign which reads -- "WILLIAMSBURG - CAMP PEARY 3 MILES".

EXT. THE FARM/SECURITY CHECK POINT - LATE AFTERNOON

The bus rumbles past uniformed Federal Security Police guarding the heavily fortified gate. The Department Of Defense seal looms above them.

EXT. BUS - SAME TIME

James, framed in the bus window, takes it all in. He jerks a look up -- FOUR BLACK HUEY HELICOPTERS scream a few hundred feet overhead.

(CONTINUED)

CONTINUED:

WE STAY WITH THE CHOPPERS, thup-thupping over the bus. WE SOAR above rolling, grassy fields, ringed by dark forest. Rustic cottages dot the green expanse. The Hueys roar over the cottages, past the strip of pine woods, suddenly breaking out over the sun-beaten, beautiful York River. A flock of mud ducks rides the gentle river swell, squawking angrily and breaking into flight, as FIVE BLACK ZODIAK inflatable boats loaded with face-painted, fatigue-clad SOLDIERS, races towards them.

GROUND LEVEL - THE CT BUS

passes a John Deere tractor mower cutting the lush lawn in the housing area. A woman hangs laundry in a cottage backyard. The bus drives through what appears to be a small college campus. Scattered over several acres of pine trees and landscaped grounds are a number of identical two and three story red brick buildings: a central administration building, dorms, classrooms and the mess hall.

CTS DISEMBARK THE BUS

with their suitcases, heading towards the BOQ (Bachelor Officer Quarters). James moves in step with Layla. The Latino hunk sprints ahead of them.

JAMES
Good-looking guy.

LAYLA
Dawson? You two should meet.

JAMES
Why?

LAYLA
He said the same thing about you.

She smiles and walks quickly up the stairs.

INT. BOQ BUILDING - DAY

James lugs his duffle through the lobby/lounge down the hall. CT's criss-cross trying to find their room.

INT. JAMES QUARTER'S - DAY

James drops his duffle and plops down on his bed. No wave. No waterbed. He smiles, looking up.

(CONTINUED)

CONTINUED:

JAMES' POV - LAYLA

stands in her room directly across the hall. She reaches up on her tip-toes, arching her back to place books on a top shelf.

JAMES

shakes his head at the temptation, gets up with a sigh and shuts the door.

INT. MAIN LECTURE AREA - DAY

A one-step, elevated stage and lectern with a royal blue backdrop. A portable viewing screen hangs above the stage. Forty fresh-faced, anxious CTs sit at five rows of conference tables. James and Ronnie sit together down the same row as Layla and Dawson.

RONNIE

Man, she's checkin' you out.

James starts to turn.

RONNIE (cont'd)

Be cool!

James snaps forward.

RONNIE (cont'd)

I'm just fuckin' with you, she hasn't even looked over here.

James looks towards her. Layla's staring at him.

RONNIE (cont'd)

(cracking up)

Ouch.

James shoves Ronnie.

JAMES

You sonofabitch.

The doors open. Burke and Slayne enter. Everyone sits up straighter. Slayne marches to the mic.

SLAYNE

(southern accent)

Good mornin', Ladies and Gennemin.

(MORE)

(CONTINUED)

CONTINUED:

SLAYNE (cont'd)

I'm Dennis Slayne your Cawse Coordinatuh and ah'd like to welcome yew to the CIA's Speshul Trainin' Facility, affectionately known as the Fahm.

ANGLE - JAMES AND RONNIE

JAMES

Foghorn Leghorn: "I say, I say..."

ANGLE - SLAYNE

SLAYNE

At this time I'd like to introduce your Senior Instructor, Walter Burke.

Burke steps forward.

BURKE

(scanning the group)

You are irrelevant. People, scholars, will tell you that. The CIA is a dinosaur. The Cold War is over. We won. The FBI handles domestic threats. The Penatgon the rest. So. What possible purpose do you serve?... Well. I was there. And I'm telling you, the Cold War was a fucking prom dance compared to today: Russia's selling nuclear bombs to any towel-head with a credit card; Iraq admitted it's sitting on three thousand gallons of anthrax, enough to kill billions, six thousand gallons of botulinum toxin, enough to kill everybody on the planet ten times over and four metric tons of VX nerve gas, of which one fucking drop is fatal. That's what Saddam admits to having. Last month we stopped a freak from hacking into the General Mills processing control system and quadrupling the iron supplement in Lucky Charms cereal. A couple million kids would've been poisoned to death and nobody would've known why. Spring of '99, another cyber-asshole cracked the tri-state area air traffic control grid and tried to crash two 747s. We were there first.

James stares at Burke.

BURKE (CONT'D)

"Our failures are known; our successes are not." The Company motto....

(MORE)

(CONTINUED)

CONTINUED: (2)

BURKE (CONT'D)

People, your fight is endless. Your enemies are everywhere. To survive you must function at a level that your predecessors could not have dreamt of. Which brings us here. Now... To The Farm.

Burke steps away from the podium.

BURKE (cont'd)

Nothing... Is... What... It... Seems. Words you will live by. Let me hear you say it. Go ahead.

THE CLASS

looks at each other then:

CLASS

(repeating)

Nothing is what it seems.

BURKE

You have all just stepped through the looking glass. Everything you see, everyone you meet, on and off this base, is a part of the greatest role-play scenario ever designed. Mirrors and masks. How do you train for a world of lies? By living in one. We will teach you how to deceive, role play, psychologically assess, sell, exploit. We'll give you the tools, the black arts, not witchcraft -- ~~tradecraft~~: disguise, surveil, detect; you will be able to kill with a variety of weapons and none at all. You will night parachute, rappel from choppers, learn tactical vehicle commandeering and evasive, high-speed emergency driving. You will learn dry and wet demolition. You will become--

ANGLE - JAMES AND RONNIE

JAMES

(whispering as Sean Connery)
Bond... James Bond.

A red wall light blinks and the portable projector comes to life teletyping the words:

"Bond ... James Bond."

James gasps. Ronnie leans away from him.

(CONTINUED)

CONTINUED: (3)

BURKE

Good. Mr. Clayton's already role-playing.

The class laughs.

BURKE (cont'd)

Now's as good a time as any to say this -- over half of you won't survive the Farm. Some quit, some wash out. Remember from here on out everything is a test. Your instructors are here to train, evaluate and serve as role-play antagonists. Be alert. Creative. Accept the illusion... Let the games begin.

BLACK SCREEN - MONTAGE

An ALARM BUZZES. A bed-side lamp flicks on. James rolls over bleary-eyed, looks at the clock. Six a.m. He gets up with a groan.

BOQ HALLWAY - DAWN

Everyone stumbles from their rooms -- tank-tops, shorts, running shoes. A faint dawn light tints the windows. Layla looks up from her stretching at a dishevelled James, leaning sleepily against the wall. She shakes her head and heads out the door. James struggles after her.

EXT. PINE WOODS - MORNING

A Japanese instructor, KIMURA, leads the huffing CTs through the hilly woods.

ANGLE - JAMES AND RONNIE

keep pace in the middle of the pack. James sees Dawson jogging smoothly up ahead. James accelerates, passing Layla and finally Dawson. Dawson glances over as James takes the lead. Layla smiles to herself.

EXT. BURKE'S COTTAGE DECK - MORNING

Burke stands on his deck, sipping his coffee, taking in the heart-stopping sunrise over the York River. The CTs chug by.

JAMES

sweating, feeling the run but holding his lead, glances over.

(CONTINUED)

CONTINUED:

BURKE

raises his coffee cup in a toast.

JAMES

rolls his eyes, gasping through the pain.

EXT. A CLEARING IN THE WOODS - DAY

A circle of CT's, sweating from their run, watch Kimura flow through a series of smooth and precise Tai Chi moves. All is serene and silent in the woods except the sound of retching. Layla glances after the sound. PAN TO - JAMES, bent over behind a tree, gagging from exhaustion.

JAMES

wipes his mouth. He looks up.

JAMES' POV - A HUGE STAG

with a massive rack of antlers stands in the forest not twenty feet away. The deer stares at him, spot-lit by a ray of sun piercing the forest roof.

JAMES

glances over to the class, all still riveted by the tai-chi. He returns his gaze to the deer.

THE STAG

shakes his head, springs into the pine stand and is gone.

JAMES

stands straight, staring at the spot where the beautiful animal had been.

EXT. COUNTRY ROAD - DAY

A black Mustang 5.0 blurs past, serpentineing neatly between orange road cones. The car fishtails to a stop. Dawson hops out like something from an Elvis movie.

ANGLE - JAMES AND RONNIE

stand with a group of CTs beside the track.

JAMES
(muttering)
Show-off.

(CONTINUED)

CONTINUED:

INSTRUCTOR
Clayton. You're up.

James winks at Ronnie, slips on his helmet.

EXT. COUNTRY ROAD - DAY

A black Mustang 5.0 skids past on it's roof, sparks flying, crushing the entire run of cones. The car finally spins to a stop. Instructors rush over spraying a CO2 cloud at the car. James climbs out the upside-down car window and throws his arms wide in a victory salute. Ronnie is doubled over in laughter.

INT. KIMURA'S GYM - DAY

James holds a .38 Special aimed at Dawson's heart.

JAMES
(hissing to Dawson)
Well? You feelin' lucky... punk?

Dawson whips James' arm with a wicked karate-chop. The gun flies.

WIDER - THE CIRCLE OF CTs

and Instructor Kimura watches.

KIMURA
You've had training?

JAMES
Mostly just from Bruce Lee movies. I
kinda--

KIMURA
Trainee Moreno?

DAWSON
(bowing respectfully)
Yes sir, a bit.

James joins the CTs, massaging his arm.

LAYLA
(to James)
Show-off.

EXT. DEMOLITIONS RANGE - DAY

The bomb pit -- a red clay pond bed strewn with clusters of twisted, charred car bodies, partially pulverized cinder block buildings and other rubble.

A classroom built behind a plexi-glass screen sits on the high ground above the pit. Students (Ronnie, Layla etc...) fill the bleachers. A few instructors stand before them at the viewing window.

James spreads a thick layer of C-4 explosive compound over a Pizza Hut box. Kimura hands him a box of nails.

KIMURA

Spread these around, mash 'em in.

James does.

ANGLE - PIT FLOOR

Dawson races down and balances his homemade claymore mine on a cinder block wall beside a fatigue-clad dummy and scampers back up the slope.

ANGLE - VIEWING WINDOW - JAMES

Stands at the firing station facing the red box of toggle switches. The HEAD RANGE INSTRUCTOR nods to James.

JAMES

FIRE IN THE HOLE!

ANGLE - DAWSON

Halfway up the pit, turns, sees his mine topple from the wall. He starts back down the slope.

JAMES

Flips the toggle switch.

BOMB PIT FLOOR

A thudding explosion. Dawson, hurtled flat, screams, grabbing his leg.

JAMES

Watches in horror as instructors race to Dawson. Blood streams from the CT's nail-shredded pant-leg.

(CONTINUED)

CONTINUED:

JAMES

Stares into the pit.

INT. DAWSON'S ROOM - NIGHT

Dawson lies in the dark room, bandaged leg resting on a stack of pillows. Knock at the door.

DAWSON

Yeah?

James peers in.

JAMES

Hey.

DAWSON

Come on in.

JAMES

Sure? If you're not--

DAWSON

Yeah. Come on.

James walks in, looks at Dawson's leg.

JAMES

Christ. I am sorry.

DAWSON

Hey, I'm the blockhead.

JAMES

No. I shoulda--

DAWSON

Couldn't leave the claymore on the ground. No. Everything's gotta be just perfect.

JAMES

I should've seen you.

DAWSON

Forget it. Eight stitches. I'll be skateboarding by Friday...

(miming a karate-chop)

How's your arm?

JAMES

Looks like an eggplant.

(CONTINUED)

CONTINUED:

DAWSON
(smile)
See. We're even.

Dawson holds out his hand. James shakes it.

JAMES
If you need anything...

DAWSON
Thanks.

James heads for the door. Layla stands in the doorway with a sixpack of Diet Coke.

LAYLA
(passing James)
Trying to finish him off?

DAWSON
Clayton?

James turns.

DAWSON (cont'd)
By the way, I'm married.

JAMES
Yeah, well, you're not my type anyhow.

DAWSON
(smiling at Layla)
I noticed.

EXT. BURKE'S COTTAGE - NIGHT

James walks up the path to the cottage. Chet Baker's "Almost Blue" plays from within. The trumpet, warm and dreamy, drifts around the melody. James stands at the door, listening. The trumpet solo stops abruptly.

BURKE (O.S.)
Damn.

The horn starts again. James steps quietly around the small bungalow, looks inside.

JAMES' POV - BURKE

Stands in the middle of the room, eyes closed, playing trumpet beautifully to the track.

(CONTINUED)

CONTINUED:

JAMES

turns to leave.

BURKE (O.S.) (cont'd)
(from inside)
Might as well come in.

James looks around, glances up at the roof-mounted surveillance camera. He walks to the front door and enters.

INT. BURKE'S COTTAGE - NIGHT

A hunter's cabin: simple, manly, minimal. Burke stands in the middle of the livingroom, gleaming trumpet in his hand. The Chet Baker ballad plays -- minus the trumpet part.

BURKE
"Music Minus One". Chet's nice enough to
let me sit in.

Burke clicks it off with his remote.

JAMES
You're good.

BURKE
For a CIA officer.
(setting the trumpet on his
desk)
Come's in handy. I once worked
undercover, played in a bar in Berlin.
KGB, GRU guys were my biggest fans... Sit
down

James sits in a canvas director's chair. Burke moves over his chair.

BURKE (cont'd)
So. You blew-up Dawson Moreno today.

JAMES
I don't belong here. I came to tell you
I'm quitting.

BURKE
No. You're not. You were meant to do
this.

JAMES
How can you say that?

(CONTINUED)

CONTINUED:

BURKE

Because I know. Drink?

Burke gets up and walks to the open kitchen.

JAMES

You know more about me than I do?

BURKE

This glass knows more about you than you do.

Burke takes a lable-less bottle and fills two glasses with a clear liquid. He carries them and the bottle over to James.

BURKE (cont'd)

You're pressing so you screw up so you press harder, screw up more.

(leaning close to James)

RELAX GOD DAMMIT!

James smiles. Burke hands him a glass, lifting his in a toast.

BURKE (cont'd)

Siempre avanti.

JAMES

"Always forward."

They drink. James' eyes bulge. He gasps for breath.

BURKE

151 rum. First had it in Havana. 1969.

(refilling James' glass)

Let's get some air.

EXT. YORK RIVER - NIGHT

James and Burke scream along the glassy, moon-streaked river in a Zodiac. Burke's at the helm. James stands beside him, wind and spray whipping his face. Burke takes a hit of rum, passes the bottle to James. James shakes his head. Burke shoves the bottle at him, insisting. James takes a hit, passes it back to Burke.

BURKE

(screaming over the motor)

The James Bond shit means nothing! The paramilitary stuff? Just training. Not the job.

(CONTINUED)

CONTINUED:

JAMES

What is?

BURKE

Can you lie? Can you get someone else to?
Can you be trusted? Can you recognize the
truth? What do you believe in?

Burke looks over at James.

JAMES

... Are you willing to die for that
belief?

James wipes the spray from his face.

BURKE

(smiling)
You're a natural.

Burke turns the Zodiac towards shore, increases the throttle.

JAMES

Aren't we going a little fast?

BURKE

(yelling over the noise)
No choice. Gotta keep up the speed to
'plane in.

JAMES

Why?

BURKE

They put steel poles right below the
surface. We slow down and hit one, we're
mist.

JAMES

Why'd they do that?!

BURKE

To keep away assholes like me!

Burke grins. James looks at the shore hurtling towards them.

INT. INT. TRADecraft LABROOM 87 - DAY

The town of Williamsburg. A King Kong-size foot steps on
Broadmoor Street.

(CONTINUED)

CONTINUED:

PAN UP - Burke, like some giant Gulliver, strolls through a complete and elaborately detailed model of the town of Williamsburg. The model boasts buildings, streets, scale cars and plastic figures. It is perfect.

BURKE

From now on our neighboring town of Williamsburg will be called the country of "Wiltonia". It's on the streets, in the offices, restaurants and bars of this country, that you will assess, meet, recruit and run your "assets" -- CIA instructors role-playing as Wiltonians.

WIDER - THE WILTONIA MODEL

sits in the center of a large amphitheater ringed by CTs' work stations. Burke walks through the middle of the model town, looking up at the rapt students.

BURKE (CONT'D)

You have to meet these people -- charm, hustle, con, seduce, bribe and lie to them and then, when they're good and hooked -- then you flip 'em. Turn them against their own country, against their best friends, their lovers, their family... Lovely, huh? It gets better. Your very presence breaks the laws of Wiltonia, just as it will in every country you are stationed in. And just like the real world, Wiltonia has a brutal, first-class security service. They'll be looking for you.

EXT. TRADECRAFT BUILDING - MORNING

CTs pile into identical Chevy Luminas and drive off. James, Ronnie and Layla share a car. Layla drives. Ronnie rides shotgun. James gets in the backseat.

BURKE (OS)

Today is a casing exercise. Get to know Wiltonia. Memorize every alley, phonebooth, hollow tree and hooker hotel for agent meetings and dead drops. Learn Wiltonia better than your hometown.

Layla throws the car into gear and hits the gas. The CTs drive out the Camp Peary gates.

INT. LAYLA, JAMES AND RONNIE'S CAR

Layla flips on the radio. Clapton's "Layla" plays.

JAMES
(to Layla)
Cost me a fortune.

She arches an eyebrow in her rearview.

EXT. CHEVY LUMINA - DAY

Their Chevy shoots down the two-lane, heading towards Williamsburg.

INT. CHEVY LUMINA - DAY

James leans forward, his chin on the front seat. Layla drives.

JAMES
...It's a simple question: Would you
sleep with someone to protect your cover?

RONNIE
Absolutely.

JAMES
Not you.

LAYLA
If I was the NOC, and I was put in a
position--

RONNIE
Prone.

LAYLA
--Where I had to have sex with a contact,
would I?

JAMES POV - A MOTORCYCLE STATE TROOPER

roars from a blind.

JAMES

watches him from the rear window.

JAMES
Hey.

(CONTINUED)

CONTINUED:

LAYLA

I see him.

The Trooper's lights and siren go on.

JAMES

How fast were you going?

LAYLA

(pulling over)

In a Lumina?

EXT. LAYLA'S CAR

She pulls over. The cop parks behind her, reading her license plate into his radio.

INT. LAYLA'S CAR - DAY

RONNIE

This is Virgina, just take the ticket and let's get on with it.

The Cop saunters over. He is hawk-eyed, square-shouldered and intense. His nameplate reads OFFICER T. MEEKER. Layla hands the officer her license.

MEEKER

Miss, are you aware of why I pulled you over?

LAYLA

Nope.

The cop backs a step off.

MEEKER

Please step out of the car, m'am.

LAYLA

Why?!

RONNIE

(under his breath)

Just do it.

Layla sighs, gets out. Ronnie and James eye each other, listening.

EXT. LAYLA'S CAR

Layla leans against the door, facing Meeker.

(CONTINUED)

CONTINUED:

MEEKER

You are driving an unregistered vehicle.

LAYLA

What?! That's impossible.

MEEKER

We're going to have to impound it.

LAYLA

There's been some mistake. You don't understand who we are. I'm from across the--

James jumps out of the car. The cop wheels in a two-handed firing crouch. James waves a registration card.

JAMES

No! Officer. I found this in the glove compartment. It's okay. The registration. It's okay.

James walks slowly over and hands it to Meeker. The cop holsters his gun, takes the registration and walks back to his bike.

LAYLA

I was handling it. If he knew--

JAMES

(watching Meeker)
He's a fake. He's an instructor.

LAYLA

You're nuts. I know a cop when I--

JAMES

He's driving a Honda Goldenwing. The cops down here all drive Harley 1200s.

LAYLA

I don't care if he's driving a Schwinn. That guy's--

JAMES

Never break cover. If I'm right, he'd report it and you'd be screwed.

LAYLA

But you're wrong.

Meeker walks back to them. He returns her licence and the registration.

(CONTINUED)

CONTINUED: (2)

MEEKER

You folks take it easy.

JAMES

Thank-you officer.

Meeker gets back on his bike and powers down the road. Layla looks at James.

LAYLA

How much you wanna bet he's for real?

JAMES

Okay. If you win, I write up all our casing reports. That'll take hours.

LAYLA

And if you win?

James breaks into a wicked smile.

LAYLA (CONT'D)

Don't be a pig.

JAMES

You cook me dinner.

LAYLA

That's it?

JAMES

Topless.

She punches his arm.

JAMES (cont'd)

Alright. A dinner in my room. Whatever you can make on a hot-plate.

She looks at him, pondering the bet, then reaches out and they shake.

EXT. WILLIAMSBURG (WILTONIA) - CENTER OF TOWN - DAY

Ronnie, James and Layla get out of their car, parked on Broadmore Blvd. Ronnie takes in the ordinary main street.

RONNIE

Wiltonia, just the way I pictured it.

JAMES

Come on, we gotta find hooker hotels and hollow trees.

(CONTINUED)

CONTINUED:

LAYLA

Sounds like a country song.

They walk down the street, paranoid eyes scanning the neighborhood. A frail little GRANDMOTHER with a walker approaches them.

RONNIE

(out the side of his mouth)
Shadow instructor.

They crack up. The old lady stops her walker in front of them. She smiles at them.

Ronnie, James and Layla return her smile.

OLD LADY

(sweetly)
You young people lost?

JAMES

No m'am.

OLD LADY

(snapping)
Then hurry up. You got hooker hotels and hollow trees to find.

The old lady pushes her walker down the block.

RONNIE

Told you.

The trio watches her hobble away.

BURKE (OS)

Each of you will be given a name and an address. Get to know these people. Work them as an asset.

MONTAGE:

(AWB's "Work To Do" plays over following scenes:)

INT. AIRCRAFT PLANT

Ronnie chats up a welder beneath a gleaming 767 tail assembly.

INT. WILLIAMSBURG CHRONICLE NEWSPAPER/ CITY DESK - DAY

Layla goes over page proofs with a sharp-eyed woman reporter.

EXT. WILLIAMSBURG RIDING AND RAQUET CLUB - DAY

Dawson, on a beautiful Arabian stallion, takes a four-foot jump with ease. He circles back along the far fence, cantering up to another rider. He slows to a walk, keeping pace with the man. Dawson gestures to the rider, striking up a conversation.

INT. DANDY HAVEN BAR - DAY

James takes a hardboiled egg from a bowl on the counter. He lays a cocktail napkin on top of it, twisting the corners. James thumps it with his forefinger sending it wobbling crab-like down the bar to a leathery-faced matron nursing her maitai. She looks up at him. James lifts his drink in a toast. She smiles.

EXT. WILLIAMSBURG COFFEE SHOPPE - LATE AFTERNOON

Layla, looking beat, enters the coffee shop.

INT. WILLIAMSBURG COFFEE SHOPPE - LATE AFTERNOON

The place is crowded. Layla heads for the counter. She sits down on a stool. The COUNTERMAN stands with his back to her, making a pot of coffee.

LAYLA

(to the counterman)

I would kill for a cup of that.

COUNTERMAN

That won't be necessary.

He turns to reveal -- Meeker -- the instructor who played the State Trooper is now dressed in a waiter's uniform. Layla's jaw drops.

MEEKER

(all smiles)

How 'bout a nice scone?

EXT. WILLIAMSBURG FOODTOWN MEGA-MARKET - DUSK

Through front window WE SEE James and Layla pushing their shopping cart.

INT. FOODTOWN MEGA-MARKET - DUSK

Layla pushes the cart, James keeps pace.

(CONTINUED)

CONTINUED:

JAMES

...This is like a vacation. Just this.
Doing something normal. Just to have
those people out of my head for a second.

LAYLA

Those people?

JAMES

The instructors. The role playing.
"Nothing is what it seems". I need a
night off.

LAYLA

How do you know I'm not evaluating you?

JAMES

I'm counting on it. Why do you think I've
been so charming?

LAYLA

(dead serious)

James. How did we meet?

JAMES

I don't wanna even joke about this.

LAYLA

Think.

JAMES

In the elevator at the psych tests.

LAYLA

You got in and I was there. Waiting for
you.

James looks at her.

JAMES

You're an instructor?

LAYLA

My room is directly across from yours.
We've been thrown together in field ops.
I'm here now.

James stops walking.

JAMES

I hate this game.

(CONTINUED)

CONTINUED: (2)

LAYLA

Then you're in the wrong business. This
is the game.

JAMES

Are you an instructor?

Layla looks at him.

LAYLA

No... Or yes... But seriously... no.

Seeing his distress, she bursts out laughing. James grabs the
cart and pushes ahead.

JAMES

I don't give a fuck you still have to
cook for me.

She catches up to him. Tossing a box of rice pilaf into the
basket.

LAYLA

Do you want me to evaluate you or not?

JAMES

Not.

LAYLA

What was your favorite book? When you
were a kid. The one that changed your
life?

JAMES

"The Lou Gehrig Story."

LAYLA

James... Mine was "Siddhartha".

JAMES

You're a beautiful soul.

LAYLA

Come on. I want to know. For me. Please.

James looks at her, shakes his head. He reaches up and grabs
a jar of Fluffer Marshmallow, drops it into the basket.

JAMES

"Lord Of The Rings." My Dad read it to me
when I was a kid. Every night. Took him
months. The night he finished I made him
promise to read it all over again.

(CONTINUED)

CONTINUED: (3)

LAYLA

Did he?

JAMES

He died. Both my parents. That year.

LAYLA

I'm sorry.

JAMES

He would've though.

They continue down another aisle.

LAYLA

Fate of the world hanging in the balance.
Good versus evil. An unlikely hero on a
noble quest.

JAMES

Yeah. Great book.

LAYLA

I'm talking about you.

James looks at her. She smiles.

LAYLA (cont'd)

Boys and their dragons.

James grabs a bottle of Robert Mondavi cabernet and sets it
in the cart. Layla checks the price on the wine, shakes her
head.

LAYLA (CONT'D)

(handing the bottle to James)

Save it for graduation, Frodo.

She continues on. James quickly tucks the bottle inside his
jacket.

CUT TO:

ANGLE - CHECKOUT

Layla empties the cart onto the check-out belt.

LAYLA (CONT'D)

(to James)

...We lived in a palace. Seemed like one.
In Rabat. My father's family. My mom's
all-American, an Iowa girl.

(CONTINUED)

CONTINUED: (4)

JAMES

You must've been a brat on wheels.

LAYLA

(laughing)

I was a trifle spoiled. A real little princess. Servants. The whole shot. We left Morocco when I was twelve. Believe me, Junior High in Ames, Iowa straightened me right up.

The STORE MANAGER rushes over.

MANAGER

Sir?

James looks around.

MANAGER (cont'd)

Yes. You sir. Would you mind stepping over here?

LAYLA

What's going on?

Other shoppers in line, stare.

MANAGER

(to James)

May I ask you to open your coat, please?

JAMES

My coat?

The Manager gestures to the band of mirrors running around the top of the store and the hidden cameras behind it.

MANAGER

We saw you, sir.

LAYLA

Saw him what? We're paying right--

JAMES

Oh. Hey. You mean this?

(withdrawing the wine)

It's a California Cab. Needs to be kept slightly above room temperature. I was just warming -- what, wait -- you think I was stealing it?

Layla shakes her head. James hands the manager the wine.

(CONTINUED)

CONTINUED: (5)

JAMES (cont'd)
How dare you? How dare you?!
(to Layla).
I'll be outside.

He storms off.

LAYLA
(to check-out girl)
Kids today...

INT. JAMES QUARTER'S -NIGHT

Layla and James face each other at his desk which has been transformed into a dinner table. Candles flicker in Coke bottles. The remnants of an elaborate Arab meal spreads before them.

JAMES
...And you wear like an... outfit?

LAYLA
The traditional costume. My Aunt taught me. I'm good.

He stares at her, a stupid smile plastered across his face.

JAMES
I'm sure.

LAYLA
You'll never see it.

JAMES
Next bet you lose, I get a private belly dance.

LAYLA
I won't lose.

He just smiles at her, arms crossed over his chest.

LAYLA (cont'd)
Get it out of your mind.

JAMES
It's gone.

She takes a sip of her mint tea, eyeing him over the glass.

LAYLA
And the answer is "yes".

(CONTINUED)

CONTINUED:

JAMES

What?

LAYLA

I would have sex with a contact to protect my cover.

James looks at her.

JAMES

Would you kill one?

LAYLA

...If that was the only option?.... I...

She shrugs, can't answer.

JAMES

Sex, death and belly-dancing. This is first date, hall-of-fame stuff.

LAYLA

Would you?

James looks at her, doesn't answer. They sit in silence.

LAYLA (CONT'D)

Well. Maybe we'll never have to find out.

James stares at Layla, sitting across from him, a dream in the candlelight. She looks at him, smiles.

LAYLA (CONT'D)

(handing him the plates)

I cook. You clean.

INT. MOBILE FIELD TECHOPS SUPPORT VAN - NIGHT

Burke stands in the doorway of the black van. Our CTs are head-to-toe in black: boots to faces. ART WALLIS, head of tech support branch, gestures to a pile of electronic devices spread across the counter.

ART

These are live bugs: digitized, miniaturized, micro-chip transceivers -- audio and video. You will conceal them through-out the Bug House.

RONNIE

Cool.

(CONTINUED)

CONTINUED:

BURKE

Without getting caught.

EXT. BUG HOUSE - NIGHT

A four member team moves like shadows in the night towards the two story building. They scatter around the house.

INT. INSTRUCTOR OBSERVATION ROOM - NIGHT

Slayne and Burke watch their infra-red progress on one of several monitors.

BURKE

A fifty says Clayton makes it.

SLAYNE

You're on.

EXT. BUG HOUSE - NIGHT

RONNIE disconnects an alarm from the crawlspace and wriggles into the dirt below the house.

LAYLA uses a repairman's spiked boot and belt to shimmy up the phone pole. She inserts an alligator -clipped bug to the line.

DAWSON leaps to a rear lower roof and chins himself up.

JAMES dangles from the peaked upper roof on a rappel rope. He lowers himself in front of a second story window, takes out a glass cutter and goes to work.

INT. BUG HOUSE - NIGHT

LAYLA and James meet in an upstairs hallway. She gestures to a tiny camera high in the corner. James nods. Layla reaches into her pack and takes out a can. She holds it out to James. "Silly String". Layla reaches up and shoots the pink string over the lens. She grins at James and heads down the opposite stairs.

RONNIE, now covered in dirt, moves through a bathroom, carefully sets a bugged electric toothbrush on his kitchen counter and replaces the nightlight with a video-camera duplicate.

LAYLA places a fake thermostat cover over a tiny video camera she's installed.

JAMES stands at "El Jefe's" office.

INT. INTSTRUCTOR OBSERVATION ROOM - NIGHT

Burke rolls a cohiba cigar between his fingers. Slayne turns to him

SLAYNE

Get out your money.

INT. BUG HOUSE - NIGHT

James takes out a Kool cigarette, crushes the filter, blows the fine white dust into the doorway. The dust "fluoresces" into tiny starbursts of light, revealing the sensor beam. James crawls beneath the invisible alarm.

INT. INTSTRUCTOR OBSERVATION ROOM - NIGHT

Burke looks over at Slayne.

INT. BUG HOUSE - NIGHT

Layla and Dawson hover over "El Jefe's" bed. Dawson weaves a stick pin mic into the fabric headboard. He glances down at the two "sleeping" dummies. Layla replaces batteries in an alarm clock on the nightstand, inches from the "wife" dummy. The mannequin's eyes suddenly pop OPEN! The male dummy's arm springs from beneath the covers holding a gun. Both dummies bolt upright. Lights blaze on all over the house. Loud sirens wail.

MALE DUMMY

Buenos noches, amigo. You've just been blanketed!

Jail cell doors slide down. Layla and Dawson wheel -- too late -- they're trapped.

INT. BUG HOUSE BATHROOM - NIGHT

A metal door slams down, trapping Ronnie in the john.

INT. INTSTRUCTOR OBSERVATION ROOM - NIGHT

Slayne chuckles at the monitors.

SLAYNE

I love this part.

Burke bites the tip off his cigar and lights it.

INT. BUG HOUSE - NIGHT

James races down a second floor hallway. At the end of the hall the metal door slides down over the window. He sprints towards the closing window and dives....

INT. INSTRUCTOR OBSERVATION ROOM - NIGHT

Slayne holds out his hand.

SLAYNE

Pay up Senior Instructor.

Another INSTRUCTOR steps into the observation room.

BURKE

What's the score?

YOUNG INSTRUCTOR

Three in hand, one flew the coop.

BURKE

Clayton?

YOUNG INSTRUCTOR

Yes sir. James Clayton.

BURKE

(perfect imitation of Slayne's
deep south accent)

Ma bo-why is extremely cashyewuhl.

Burke flicks his ashes into Slayne's outstretched palm.

EXT. BUG HOUSE - NIGHT

James hangs from a pine tree branch outside the Bug House. He swings there, silhouetted against the midnight-blue sky.

DISSOLVE TO:

INT. LAYLA'S DORMROOM - LATE NIGHT

Layla sleeps. A flashlight beam breaks into her room through the window. It plays across her wall like Tinkerbell. Layla's eyes open. She lies there a moment, watching the flashlight dance over her bookshelves. She sits up, turns to the window.

LAYLA'S POV - JAMES

wrapped in an overcoat, stands on the grass below, waving the flashlight. A light snow, the first snow, falls like moonlit silver. James beckons her to come out.

LAYLA

smiles down at him, holds her palm out, miming for him to wait.

JAMES

nods.

EXT. BOQ BUILDING - NIGHT

Layla, wearing a long winter coat, runs across the lawn to James. Her breath comes in white clouds.

JAMES

Come on. I want you to see something.

LAYLA

Okay.

He leads her across the snow-covered grass towards the woods.

They enter the dark forest. Snow-dusted pine trees shine like skeletal arms. Deeper into the wood. He finally stops.

LAYLA (cont'd)

What are we--

JAMES

Ssssh... Listen.

She does. The snow falls harder. A thick, cottony quiet descends on the woods.

LAYLA

I don't hear--

He holds up his hand for silence. A crunching -- hooves on the branch-strewn forest floor. Layla looks at James. He smiles. Suddenly the massive stag bursts into the clearing. It stands, almost posing, heroic as a statue, huge, magnificent, falling snow melting his sleek coat black, twin plumes of exhaust huffing from his snout.

Layla turns to James, mouth open in delight.

(CONTINUED)

CONTINUED:

James takes a chunk of sugar cane from his pocket and approaches the creature. The stag shakes his antlers, lowers his head but allows James to come closer. James holds out the cane in his open hand. The stag lowers his mouth and gently takes it, crunching the treat, eyes on James.

Layla watches them. The stag finishes, nods his head again and bounds away into the thicket. Gone.

James turns to Layla. His eyes shine. She walks over to him. Close. Their white breaths intermingle. She leans closer and licks the snow from his eyelashes. He wraps his arms around her waist, pulling her to him, kissing her.

LAYLA (CONT'D)

(softly)

Wait.

She steps apart from him and unbuttons her fleece-lined trench coat. It falls apart. Her nude body glows beneath. Steam rises from her skin. She sees it and smiles. James looks in her eyes.

LAYLA (cont'd)

Here.

She takes his hands and moves them inside her coat, against her bare body.

DISSOLVE TO:

JAMES AND LAYLA

make love in the snowy clearing. They lie on his coat, hers pulled over them. The dark and silent woods ring them.

DISSOLVE TO:

SNOW FALLING THROUGH BLACK NIGHT - FOLLOW IT DOWN

to James and Layla, lying together. He rolls over and kisses her.

JAMES

I can't feel my nose.

LAYLA

That's not the extremity I care about.

He snuggles closer.

(CONTINUED)

CONTINUED:

LAYLA (CONT'D)
(pointing over his shoulder to
the dense trees)
Look. Fireflies.

James looks over. Lights glimmer through the pines.

JAMES
In November?

James stares into the woods. BANG! FIVE BLACK-FATIGUED AND
SKI-MASKED SOLDIERS explode from the forest. Flashlights
blind Layla and James.

James leaps to his feet, slamming one soldier in the throat.
Another body-blocks James to the ground.

He starts to rise...

LAYLA
JAMES!!!

A PARATROOPER BOOT

swings at James' jaw.

BLACK.

INT. CAR TRUNK

James' eyes open. Faint light leaks in from a hole in the
corroded metal trunk's floor. Grey asphalt is visible rolling
below. James lies hands and feet trussed, wearing a grimy t-
shirt and sweats. He is barefoot, shivering violently in the
cold.

CUT TO:

EXT. PEUGOT 404 TRUNK - DAY

Hands pop the rusty trunk and grab a squinting James from
inside.

JAMES POV - SILHOUETTES

flare in the harsh white light. They haul him onto the
tarmac. Thunder and propwash of a DeHavilland Twin Otter
plane as it roars overhead. It touches down with a squeal of
rubber.

JAMES
What the hell is going on?

(CONTINUED)

CONTINUED:

The black ski-masked soldiers drag him wobble-legged to the plane. James turns, his vision acclimating to the light. A black hood swoops over his head.

BLACK

The sound of the prop plane accelerating. The clunk of landing gear retracting.

JAMES (cont'd)

Why?

INT. DEHAVILLAND TWIN OTTER - DAY

James, hooded and alone, sits in the empty cargo hold.

JAMES

What is going on?

He gets no answer.

INT. PRISON CELL

The metal door swings open and James is tossed into the cracked tile, windowless cell. He bangs against the far wall, collapsing to the floor. Hands untie him and rip off his hood. James lies there blinking in a fetal ball.

JAMES POV - LOW ANGLE - BLACK PARATROOPER BOOTS

stride from the cell. The door clangs shut.

JAMES' EYES

close.

DISSOLVE TO:

INT. PRISON CELL

James sits in a chair, feet tied to the chair legs, arms bound to the armrests. A husky MAN sits facing him.

HUSKY MAN

(thick slavic accent)

...Tell me now, tell me later.

(yawning)

I don't really care. I'm paid by the hour.

JAMES

(for the hundredth time)

I am a Diplomatic corps trainee.

(CONTINUED)

CONTINUED:

The Man nods, casually but brutally backhands James, knocking him and the chair over.

HUSKY MAN
(looking down at James)
Me too.

DISSOLVE TO:

INT. PRISON CELL

James hunches in the darkness. The door opens. Two grimy metal bowls are slid into the cell. The door clangs shut. James moves hungrily to them.

CLOSE - ONE BOWL

filthy, grey water, mop water. The second bowl contains age-caked dog food, or worse.

JAMES

looks up from them. He hurls the "food" bowl against the wall. It clangs against the tile.

DISSOLVE TO:

INT. PRISON CELL - NIGHT

James lays curled in the darkness. Lights flash on. Three ski-masked guards burst in and drag him out.

INT. PRISON HALLWAY

They haul him down the cell-lined hall.

INT. PRISON SHOWER

They toss him into the shower. Freezing cold water shoots from the nozzle soaking James. He screams. After a few moments. The water turns off. The guards grab him.

INT. PRISON CELL - NIGHT

James is dragged, soaking wet, into the cell. The guards tie him to the chair.

The husky Slav walks in, eating a big Mac. He sits facing James munching heartily.

HUSKY MAN
Hungry Jimmy?

(CONTINUED)

CONTINUED:

James stares at him.

HUSKY MAN (cont'd)
You guys make the best stuff.
(taking a big bite)
You realize that no country with a
MacDonalds has ever attacked the United
States. They teach you that at the Farm?

JAMES
I don't know what you're talking about.

HUSKY MAN
You think this is a game, Jimbo?

JAMES
(smiles weakly)
I think... it's a... test.

HUSKY MAN
No. I'm sorry my friend. This is no test.

The Man gets up and leaves, banging the cell door after him.
James struggles against his bonds.

JAMES
EVERYTHING IS A TEST MOTHERFUCKER!!!

DISSOLVE TO:

INT. PRISON CELL - DAY

James, unshaven, sleepless for days, hunches in the shadowy
far corner. His cell is a foul mess of food and excrement.
James whistles faintly. After a moment we realize the tune --
Chet Baker version of "Almost Blue".

The door opens. James doesn't even look. The husky man
enters, silhouetted in the doorway. He holds an article of
clothing in one hand.

HUSKY MAN
What are the names of your other
Trainees?

James buries his face in his hands.

JAMES
Okay! Okay! There's John. He's the wise
guy. Paul's the cute one. George --
pretty quiet. And the new kid --

(CONTINUED)

CONTINUED:

HUSKY MAN

Now I know why she was begging for you.
You're funny...

The husky man tosses the coat into the cell.

HUSKY MAN (cont'd)

Sorry if it stinks. She pissed herself.

The husky Man leaves, slamming the door after him. James looks over at the coat. He gets up and picks Layla's fleece-lined coat from the floor. He grips it to his chest. Something gives.

JAMES

NOOOOO!!! NOOOO!!!!... BURRRRKE! BURKE!

INT. SURVEILLANCE CLASS ROOM - DAY

Burke watches James break on the closed circuit monitor. He turns. The entire CT class, now twenty-five remaining students, watches James on the bank of monitors. Ronnie and Dawson stare ashen-faced at their friend's collapse. Layla looks into her lap.

BURKE

(to young Instructor)

He's cooked. It's over. Get him out.

The young instructor exits. James howls on the monitor.

BURKE (CONT'D)

(finally to group)

You have to see this. See it happen to someone you know and care about. So you won't forget. Here's what you should learn from this exercise...

(his cold gaze fixes on Layla)

...and learn it well. Rule number one: Do not get caught.

Layla holds his eyes for a beat, looks down.

EXT. BRICK "CLASSROOM" BUILDING - THE FARM - DAY

The front door opens. James steps out, pale, blinking, a cavefish in the bright fall day. He turns, looking back at the building.

JAMES POV - THE HUSKY MAN

stares impassively down at him from the second floor window.

(CONTINUED)

CONTINUED:

JAMES

turns back. A cluster of new CTs jog past. He's been on campus the whole time.

BURKE

drives down the road, parking in front of James. He gets out.

James stands on the building's front step, shaky from sleep deprivation. He glances at Burke, turns away, as if to head towards his quarters. Burke takes his arm.

BURKE

(gently)

Come on, get in the car. Training's over.

James walks to the car and gets in the passenger seat.

EXT. BURKE'S COTTAGE - DAY

Burke pulls up to his cottage, parks and gets out. James remains in the passenger seat. Burke leans into the driver's window.

BURKE

There's something I want you to see.

James nods and steps out of the car. He follows Burke onto the cottage deck and into the house. James trails him inside.

INT. BURKE'S COTTAGE - DAY

Burke moves to his computer. He types a password on the keyboard and motions to a chair off to the side but with an eye-line to the computer screen. James sits.

BURKE

Watch. Don't talk.

James looks at the screen.

THE COMPUTER SCREEN

fills with the CIA insignia.

A DARKENED CONFERENCE ROOM

appears. The CIA insignia hangs on the wall behind the seated men.

(CONTINUED)

CONTINUED:

BURKE

moves the computer mouse.

ON SCREEN - THE WEBCAM

pans the round table. CIA DIRECTORATE OF OPERATIONS OFFICERS, briefing files and lap-tops before them, ring the table. The PAN stops at a sturdy grey-haired man, the DEPUTY DIRECTOR of the CIA. The WEBCAM shot widens to take in the table of officers in mid-meeting.

OFFICER 1

...Satellite estimates the Banados base at nearly 15,000 rebels. Very radical. Very dangerous. "Portador De Espada" -- "The Bearer of the Spear". They've bombed churches, buried an entire village alive, women and children...

JAMES

looks over at Burke, who's eyes stay on the computer screen.

ON SCREEN

OFFICER 2

...And thanks to healthy ransoms and cocaine money, they're well financed. Over seventy million dollars this year alone. These guys are fat.

OFFICER 1

And crazy...

DEPUTY DIRECTOR

And they're here.

(looking directly into camera)

Mr. Burke, I see you've joined us from the Farm.

BURKE

Yes sir.

DEPUTY DIRECTOR

Well Walter, we know who this group is, we know they're in the states and we know they're shopping list.

BURKE

I read the file.

(CONTINUED)

CONTINUED: (2)

DEPUTY DIRECTOR

A miniature nuclear weapon in a fanatic's hands would be problematic. They're very close to having it.

OFFICER 2

We know the source, we could just shut it down.

BURKE

But then we wouldn't know how much information has been passed, what quality and exactly who was in charge.

OFFICER 2

You suggesting a NOC?

BURKE

(clearing his throat)

I believe I have a qualified candidate.

OFFICER 3

Makes sense. Keep it in-house until we're happy, then let the FBI clean up. Who you got in mind?

BURKE

A CT. James Edward Clayton.

JAMES

looks at Burke.

OFFICER 2

A CT? Out of the question. Anybody else?

BURKE

I've never had a recruit like this, sir. He's only two and a half weeks from graduation. This man is language-enabled, requisite academic specialization...

DEPUTY DIRECTOR

Skill-set level?

BURKE

He's green but ready. He'll get the job done. This is domestic, sir, he'll be in my ear the whole time. Strictly standard - spot, assess, develop.

A murmur goes around the table.

(CONTINUED)

CONTINUED: (3)

BURKE (cont'd)
I recruited James personally. I know him.
I believe in him...

The Deputy Director leans forward, patting the file in front of him.

DEPUTY DIRECTOR
I assume, it's all in here?

BURKE
Yes sir.

DEPUTY DIRECTOR
Deer season on?

BURKE
As of this weekend.

DEPUTY DIRECTOR
Save me a buck.

BURKE
Who're you kidding? You couldn't hit it
if it was stuffed.

DEPUTY DIRECTOR
(a smile and then...)
Sit tight, Walter. Give us a minute.

Burke shuts down his computer.

BURKE
(turning to James)
Remember I told you two things: I was a
scary judge of talent and I was
recruiting you.

JAMES
Did you?... Did I... I think... What... I
mean--

BURKE
You're babbling son. NOC's don't babble,
they're the best. Only one Non-Official
Cover chosen from your entire class and
you just got pinned.

JAMES
I, I washed out.

(CONTINUED)

CONTINUED: (4)

BURKE

You lasted longer in the interrogation exercise than any trainee in fifteen years. Everyone breaks. That's the point of the damn exercise. It doesn't stop until the recruit cracks. You held out longer than you should have.

James shakes his head.

BURKE (cont'd)

Is this not something you want?

JAMES

No. Of course I want it. I want it. I just can't believe it.

The fax line rings. After a beat, a single page spits out of the machine. Burke walks over and reads it. He turns to James.

BURKE

Believe it.

INT. JAMES QUARTER'S - DAY

James stuffs his clothes into the duffel.

BURKE (VO)

Everyone at the Farm, the other trainees, think you were dropped. No one outside the D.O. should think otherwise.

James' bed is stripped, walls bare. Ronnie stands in the doorway.

RONNIE

This is wrong. You belong here.

JAMES

No. It's... I'm okay.

Ronnie holds out his hand.

RONNIE

(shaking James' hand)

J.C. Take care of yourself.

James slings the duffel and heads into the hall. Ronnie watches him go.

INT. BOQ BUILDING/HALL - DAY

James moves through the other CTs, already a ghost. Dawson crosses the lounge/lobby to him. He stands there, searching for the words.

DAWSON

I'm sorry. I don't know what to say.

JAMES

Just do good. Okay?

Dawson nods. Nothing left to say. James leaves.

EXT. CAMP PEARY GATES - DAY

Burke's car approaches the gates and stops, waiting for the gate to open.

INT. BURKE'S CAR - DAY

James turns, hoping for a final glimpse of Layla. She isn't there.

EXT. CAMP PEARY GATES - DAY

They drive beneath the Department of Defense crest and out into the world.

INT. BURKE'S CAR - DAY

They both sit silently while the Virginia countryside passes. Burke takes out a pack of gum, chews a piece and sneezes violently three times.

BURKE

Mint.

(offering a stick)

James shakes his head. They drive on. Burke reaches into his pocket and hands James a key.

BURKE (CONT'D)

Glove compartment.

James unlocks it. A large envelope is rolled inside.

BURKE (cont'd)

Go ahead.

James takes it out. TOP SECRET and SENSITIVE
COMPARTMENTALIZED INFORMATION are stamped on the outside.
James looks over at Burke.

(CONTINUED)

CONTINUED:

BURKE (cont'd)
Open it. Get to know the traitor.

James breaks the seal and pulls out the thick sheaf of papers along with several glossy b&w surveillance photos of a striking woman in her forties. James gasps, jerks a look over at Burke.

BURKE (cont'd)
A bitch ain't it?

JAMES
Dr. Faulk?!

BURKE
M.I.T. catches her cutting a big money side deal with Dupont. The school bounces her and your favorite professor winds up in D.C.--

JAMES
Pull over... Stop the fucking car! Pull over!

Burke looks at James, vibrating with anger and pulls onto the shoulder. James gets out. Burke follows.

EXT. BURKE'S CAR/HIGHWAY - DAY

Burke catches up to James on the shoulder. Cars whizz by.

JAMES
I'm the one?! Fuck you. The whole fucking thing.

BURKE
We don't have time--

JAMES
Of course I'm the "one". Who else knows her? Who else is Dr. Faulk gonna let close?! Who else is she--

BURKE
(shouting over the traffic)
We used you! Damn right. Welcome to the world.

Burke grabs James by the arm.

(CONTINUED)

CONTINUED:

BURKE (CONT'D)

A portable H-bomb! Leave it on the "F" train below Grand Central, you lose Manhattan. I give a shit about your feelings?! Wake up! We do not have the luxury to work this woman. We have days. This is happening now.

James glares at Burke.

BURKE (cont'd)

I chose you because I knew you could do the job. You can. You have a history with Faulk but that is half the equation. The woman taught thousands of students. I chose you.

(quieter)

We are, I am, entrusting you with people's lives, James. I don't know what greater show of faith there is.

James stands at the side of the freeway, the fight draining from him.

BURKE (cont'd)

I need your help.

James stares at the older man a moment... starts for the car.

JAMES

(over his shoulder)

I'm not gonna sleep with her.

Burke smiles, following.

BURKE

Why not?

(ducking into the car)

She's hot in a kinda, "why Miss Jones you're beautiful" sort of way.

They get in the car and peel off into traffic.

EXT. WISCONSIN AVENUE/ GEORGETOWN - DAY

Dr. Faulk, carrying an umbrella in the rain, walks down the crowded sidewalk.

BURKE (OS)

Since '95 the W-88 warhead has been the smallest ever built. Eight of them can fit on a Trident D-5. Last year things changed.

(MORE)

(CONTINUED)

CONTINUED:

BURKE (OS) (cont'd)
 Los Alamos shrunk the H-bomb's atomic trigger to the size of an egg. They shaved the casing to a few microns thick. The only hitch was the size of the computer that managed detonation.

JAMES (OS)
 Dr. Faulk's quantum computer.

BURKE (OS)
 She did it. Atoms instead of chips. Total miniaturization, the final piece of the puzzle.

JAMES (OS)
 But why sell it to terrorists? She'll make a fortune when it hits production?

INT. JAMES' GEORGETOWN APARTMENT - DAY

JAMES RAISES THE VISOR

on the video head-set he's been watching. Burke sits across the kitchen table nursing a coffee. The apartment looks remarkably like James' Cambridge place.

BURKE
 She signed it all away. She'll never see a dime.

James flips down the visor to continue viewing.

EXT./INT. BIOSOURCE OFFICES/ GEORGETOWN - DAY

Professor Faulk enters the four-story brownstone building. FOLLOW HER as she sets her briefcase and umbrella on the x-ray belt and stands arms out so the UNIFORMED SECURITY GUARD can conduct a body scan.

BURKE (OS)
 Your Dr. Faulk fell in love with "Randy" Andy Penn, former BioSource Ceo. Penn conned her out of her proprietary stake in the chip and then turned around and sold the company on her discovery. He's in Aruba working on his tan. She's in the lab working for a paycheck.

FOLLOW DR. FAULK

down a hallway into her research lab. The PICTURE GOES TO SNOW and after a beat RETURNS -- Dr. Faulk heads back through security check at the end of the day. She again places her stuff on the belt.

(CONTINUED)

CONTINUED:

Before submitting to the body scan by Guard 2 (which requires her to hold out her arms) she hands Guard 1, standing on the far side of the security check, her large coffee. Guard 2 finishes her check, she takes her belongings off the x-ray and grabs her coffee from Guard 1 and leaves the lobby.

JAMES FLIPS UP THE VISOR

and lifts it off his head.

BURKE (cont'd)

A quick ten million in cash could go a long way to mending the lady's broken heart.

JAMES

I can't believe she'd do it.

BURKE

She works her whole life for the joy of the thing, for pure reasons and one day, she looks up from her microscope and she's all alone, middle-aged, under-paid and sitting on a gold mine. The American Dream... Intelligence tells us she hasn't been paid, which means the buyer probably hasn't received the complete plans. But they will.

JAMES

She's getting it out piece-meal. Maybe floppies. We could just grab the hard drive from her work computer.

BURKE

A last resort. We'll get it all: turn Faulk, bust the rebels, protect national security. And nobody will know we were even there.

(standing)

The good doctor goes to a fern bar, The Gaslight, near the college.

(looking at James)

She still likes playing teacher. And she drinks. Brandy. The good stuff -- Delamain...

(handing him a card)

My cell number, it's encrypted, safe, and my phone at the Farm... You know what an FTP code is?

JAMES

It was invented at M.I.T.

(CONTINUED)

CONTINUED: (2)

BURKE

(ignoring his attitude)

Send anything, download whatever you find, directly onto the hard drive of my computer at the Farm... Last but not least, in case I'm... unreachable -- Slayne's private line. Slayne knows everything. Call him only in an emergency.

James takes the card, pockets it. His face is troubled.

BURKE (cont'd)

What?

James sighs.

JAMES

I like her. I know, I believe she's doing... that she's a traitor. But she's a friend.

(looking at Burke)

It sounds stupid but I never thought I'd be lying to a friend.

BURKE

My first posting was in Italy. Trieste. They had a physics conference there every summer. I meet this local girl, a secretary for the Russian group -- sweet, a beauty. So. I do my job. I turn her. She's feeding me everything. High grade stuff. I'm a fucking hero. Except I'm a kid myself. You know, two years out of Ocala, Florida and there's this perfect Italian girl and she's crazy about me. We're falling in love...

(losing himself in the memory)

I knew the Russians were getting close to her but, but the material was valuable. I could've warned her. Saved her...

He looks James hard in the eye.

BURKE (cont'd)

But the information was more important. You understand? It was more important. More important than she was, or I was. It is what we do... Okay?

James hears this, nods.

(CONTINUED)

CONTINUED: (3)

BURKE (cont'd)

Okay.

INT. GASLIGHT CAFE/GEORGETOWN - NIGHT

James is tending bar, cutting limes, his back to the room. SHARON FAULK enters, her eyes adjusting to the darkness. She walks past the seated customers and takes a stool at the far end of the bar.

She settles in, checking out the room. Sharon suddenly furrows her brow, squinting at James. She digs into her purse and pulls out a pair of glasses, holding them before her eyes. She breaks into a warm smile, recognizing him.

ANGLE - JAMES

Slices another lime. Somebody clears their throat behind him.

JAMES

(without turning)

What can I get for you?

WOMAN

Would you know how to make a "double helix"?

James turns.

JAMES

Dr. Faulk!

SHARON

(smiling, happy to see him)

Sharon.

(shaking her head at him)

James Clayton... what the hell are you doing in Georgetown?

JAMES

You want the truth, or the story I tell girls?

SHARON

You choose.

JAMES

I joined the CIA and I'm working undercover as a bartender.

SHARON

Okay. Now tell me the story you tell the girls.

(CONTINUED)

CONTINUED:

James laughs.

DISSOLVE TO:

THE BAR

Sharon and James sit on stools, nursing their drinks. The bar has thinned out. Sharon is feeling her brandy.

SHARON

...A million calculations, a million, simultaneously! My little atom. They thought, 'cause of course they know everything, they told everybody, everybody... wrote papers, publishing those papers everywhere...

(man's voice)

"Moore's Law says chip capacity will double every blah dee blah blahh..."

(brushing a strand of hair from her eyes)

Dreaming. Bastards hit the wall. They couldn't keep it up...

Sharon chuckles at her pun.

JAMES

That's why you had us work on quantum computing.

SHARON

(grabs his wrist)

Yes! Yes, yes, yes James. The only solution. At first I got a crotonic acid molecule to do just one tiny, simple program. And then...

(smile fading, trying to focus)

I have to go home now.

(struggling, slipping off her stool)

Shit.

James catches her, helps her up.

SHARON (cont'd)

I'm sorry.

JAMES

For what?

She smiles, appreciating his way.

EXT. GEORGETOWN STREET - NIGHT

James and Sharon walk down the sidewalk.

JAMES

...So I told her I was going to the dry-cleaners.

SHARON

(squealing with laughter)
And you left?!

JAMES

Never saw her again. She scared the hell outta me. I threw all my clothes into a trashbag, just waved, you know, said, "See you in a sec, hon'." And never came back.

SHARON

Such a coward.

JAMES

Absolutely. She was scary... She still has my favorite jean jacket.

SHARON

How long were you together?

JAMES

Almost a year. She seemed sane when I met her.

SHARON

That's it. People show you what they want you to see and then, sometimes it's too late. James, my dear, people're fuzzy, science is clear.

JAMES

Science!

Sharon laughs, stopping in front of a brownstone.

SHARON

This is me.

She looks at him, breaks into a shy smile, shakes her head.

SHARON (cont'd)

Can I ask you something?

(CONTINUED)

CONTINUED:

James nods. Sharon looks at him, eyes warm, a smile of regret.

SHARON (cont'd)
Never mind... Thanks for the drink and
the talk and the walk. Good night.
(patting him on the arm)
It was nice to see you again, James.

She heads up the flight of stairs to her outer door.

JAMES
Good night.

She waves without turning and enters her building. James stands outside her building.

JAMES (cont'd)
(to himself)
Okay. How was that?

INT. BURKE'S CAR - NIGHT

Burke pops a stick of mint gum and sneezes.

EXT. SHARON FAULK'S BROWNSTONE - NIGHT

The front door opens and Sharon steps out, barefoot.

SHARON
Do you still know your way around a chem
lab?

James nods up at her.

SHARON (cont'd)
I could use an assistant for a few weeks.

JAMES
What a coincidence, I could use a job.

SHARON
Drop by BioSource tomorrow morning. In
Georgetown. It's in the book.

JAMES
Great. Thanks. Good night.

She nods and returns inside.

INT. BURKE'S CAR - NIGHT

Burke puts his car in gear....

(CONTINUED)

CONTINUED:

BURKE
(to himself)
Not bad.

And drives off into the night.

EXT. SHARON FAULK'S BROWNSTONE - NIGHT

James smiles and heads down the street.

INT. BIOSOURCE/DR. FAULK'S LAB - DAY

James helps another lab-coated technician purify some materials in a glass hazard room. Sharon passes by, nods approvingly.

INT. DR. FAULK'S LAB - DAY

A small metal sign reads: WARNING! MAGNETIC FIELD IN USE. James sets a sample into the tank-like nuclear magnetic resonance spectrometer. He glances across the room.

JAMES POV - SHARON

types information into her computer.

INT. JAMES' GEORGETOWN APARTMENT - NIGHT

James watches the jerky surveillance tape loop of Dr. Faulk entering and leaving the BioSource security check. Burke works at his lap-top at a desk across the room.

JAMES
BioSource computers never have disc drives, so forget smuggling out floppies... How the hell is she getting the information out?

BURKE
Come here.

James turns off the video and walks over to Burke's lap-top. He plops down on the couch.

ON SCREEN - WEBCAM - THE CAMP PEARY AUDITORIUM

The room where James heard Burke's greeting to the class so long ago. The twenty-five trainees stand facing the elevated stage.

JAMES

looks over at Burke.

(CONTINUED)

CONTINUED:

BURKE (cont'd)
Stand up.

JAMES
What?

BURKE
Just do it.

James shrugs, stands, facing the lap-top.

ON SCREEN - CIA COURSE COORDINATOR SLAYNE

strides to the podium before the royal blue wall.

SLAYNE
(in distinctive drawl)
Welcome. If y'all could please repeat
aftuh me: "I will support and defend the
Constitution of the United States..."

The trainees repeat.

BURKE

looks over at James.

BURKE
Go ahead. It's your oath too.

James understands, begins, quietly repeating the pledge with
his class.

SLAYNE
"Against all enemies foreign and
domestic; that I will bear true faith and
allegiance to the same..."

WEBCAM pans the class... a solemn Ronnie, a beautiful Layla,
dashing Dawson.

JAMES - PUSH IN ON HIS FACE

as he takes the oath, watching his former classmates.
INTERCUT between James, the CT class, Slayne and Burke as the
oath is taken.

SLAYNE (cont'd)
"...that I will take this obligation
freely, without any mental reservation or
purpose of evasion; and that I will well
and faithfully discharge the duties of
the office on which I am about to enter.

(MORE)

(CONTINUED)

CONTINUED: (2)

SLAYNE (cont'd)

So help me God." You have survived the Farm and taken the CIA oath -- you are CTs no longer. It is an honor to be the first to welcome each and every one of you into the Central Intelligence Agency.

(the class erupts in cheers)

Blow it out tonight people, tomorrow you get your postings.

The new officers' celebration continues.

JAMES

turns to Burke.

BURKE

They'd trade it all to be in your shoes. Congratulations.

JAMES

Thanks.

James' gaze is drawn to the monitor.

ON SCREEN - LAYLA

hugs Ronnie. Dawson picks her up, swings her in joy. He sets her down. WE SEE a sadness cloud Layla's face before another class-mate offers congratulations.

JAMES

watches Layla at the graduation.

DISSOLVE TO:

INT. GEORGETOWN DELI - DAY

Sharon and James eat lunch at the counter of the crowded deli. People jostle around them. Through the window pedestrians fight a winter storm.

SHARON

(reaching over and wiping mustard from James' mouth)

...An abacus. Nothing. Lloyd Smith got, what, sixteen solutions out of it. The DNA's a joke. Landwebber's RNA strand at Princeton made it through five hundred computations. Eighth graders can solve that many problems. My little molecule does millions.

(CONTINUED)

CONTINUED:

JAMES

What are you gonna do with all your money?

Sharon's expression changes, hardens.

SHARON

What money?

JAMES

Well, I mean, this, your invention it's--

SHARON

Is that why you're here?

JAMES

What? No. I'm here for one reason only...
(she studies him)
You promised me a killer corned beef sandwich.

Sharon relaxes. James smiles, takes a big bite of his sandwich.

INT. BURKE'S CAR - DAY

James sits in the passenger seat. Burke drives.

JAMES

I stayed late at work last night...

INT. SHARON FAULK'S LAB/BIOSOURCE - NIGHT

After hours. James, laytex gloves on, searches Sharon's desk drawers: rifling through bills, notes, research papers, vacation photos. Nothing. He leans against the computer printer, quickly yanking his hand away from the heat. He gingerly touches the printer's side. Hot.

JAMES (OS)

Everyone had been gone for an hour and the thing was still smoking. She must've used it hard.

James looks around the room, spotting the document shredder. He walks over to it, digging into the trash can full of shredded paper. He examines the confetti-like paper.

JAMES (OS) (cont'd)

I couldn't make out much. Numbers. Maybe formulae.

INT. BURKE'S CAR - DAY

James turns to Burke.

JAMES

If she's printing the thing that explains the delay. It would be hundreds of pages.

BURKE

So after she prints it, she's shredding it? What's the point?

James looks out the window.

JAMES

I don't know.

BURKE

Find out. Fast.

James nods.

EXT. CONSTITUTION AVENUE/WASHINGTON D.C. - MORNING

James, in his sweats, jogs down the avenue, cold cloud huffing from him. Cars roar by. He veers into the Constitution Gardens, running now on the lawn past the Lincoln Memorial Reflecting Pool. A dark figure swoops out of nowhere. Dawson, also in sweats, jogs alongside.

JAMES

(startled)

Jesus!

DAWSON

Race you to the dead president.

James recovers. They jog easily, shoulder-to-shoulder.

JAMES

Winner gets...

DAWSON

One question.

JAMES

Done.

They break into a mad sprint across the great lawn. Feet churn across wet grass; chests pound; arms pump -- racing neck and neck.

(CONTINUED)

CONTINUED:

ANGLE - LINCOLN MEMORIAL

HIGH ANGLE - OVER LINCOLN MONUMENT'S SHOULDER

The two hurtle to the marble steps. James dives to win, landing hard on the stone. Dawson stops, turning. He bends over, gasping for breath. James sits up.

The Great Emancipator broods above them. Dawson reaches out his hand, helping James to his feet.

JAMES (CONT'D)

What's going on? Why're you here?

DAWSON

That's two questions.

JAMES

Why are you here?

DAWSON

I'm not.

They stare at each other.

DAWSON (cont'd)

Take care James.

JAMES

You too.

Dawson leaves. James stands beneath Lincoln's huge statue, watching his friend jog off into the morning fog.

INT. JAMES APARTMENT BUILDING/STAIRWAY - EARLY EVENING

James, home from BioSource, trudges up the stairs. He unlocks the door and enters his apartment.

INT. JAMES' GEORGETOWN APARTMENT - EARLY EVENING

James closes the door behind him in the dark room. He reaches toward the light switch.

BURKE (O.S.)

What a waste.

Burke hits the lights. He stands in the livingroom facing James.

JAMES

Shit. Scared me to death.

(CONTINUED)

CONTINUED:

BURKE
I'm pulling you. It's over.

JAMES
What? Why? No. I'm--

BURKE
We don't have time!

JAMES
I can get her to talk. She wants to. She trusts me. I know--

BURKE
--What? You know what?! She prints the formula, shreds the docs and? Then what? How the fuck does she get it out of the building?! James? Where is it?

James looks at him.

BURKE (cont'd)
(moving to the door)
You got nothing.

James stops him.

JAMES
Please. I'm close.

BURKE
You're done.

Burke leaves. James stares after him a beat, picks up the phone and dials.

JAMES
(into phone)
Hey. It's me...

INT. SHARON FAULK'S BROWNSTONE - NIGHT

James and Sharon share the couch. She sips from her brandy as they watch the cheesy sci-fi "Fantastic Voyage" on her flat screen TV.

SHARON
I wonder if Raquel got to keep that white rubber outfit.

Sharon struggles to her feet, already tipsy.

(CONTINUED)

CONTINUED:

SHARON (CONT'D)

Pause that. I'm going to order us something for dinner.

JAMES

(pausing the video)

Ah, a girl who can dial.

Sharon, framed in the kitchen doorway, points to him.

SHARON

You're fired.

JAMES

Fine, but first which way to the john?

Sharon walks into the kitchen.

SHARON (OS)

Down the hall to the right. And don't look through my medicine cabinet.

James gets up and walks down the hallway.

INT. HALLWAY - NIGHT

James glances towards the bathroom.

SHARON (OS)

(on phone)

...Yes. For Georgetown. I think it's called Farfalla. No "F" as in Frank...

James continues down the hall to Sharon's bedroom. He darts inside.

INT. SHARON'S BEDROOM - NIGHT

James moves across the bedroom to the window, checking for an escape route.

JAMES' POV - SHARON'S REAR COURTYARD

lit, one floor below.

JAMES

leaves the window, walking to a bedside end table. He opens the top drawer.

INT. KITCHEN - NIGHT

Sharon talks on the phone, taking a bottle of Pelligrino from the fridge.

SHARON

(on phone)

...Two linguinis with clams. One white
and one red. You have that fabulous
sauteed--?

INT. BEDROOM - NIGHT

James leaves the end table, moving to a chest of drawers facing her bed. He opens the top drawer.

INT. KITCHEN - NIGHT

Sharon walks the mobile phone into the livingroom.

SHARON

...Hang on. I'll ask him.

She scans the empty livingroom, heads down the hallway.

INT. BEDROOM - NIGHT

James digs around her lingerie drawer, moving aside stockings, panties, bras -- takes out a tiny Leica camera.

JAMES

(to himself)

Right.

INT. HALLWAY/BEDROOM - NIGHT

Sharon peers into the empty bathroom. Heads down the hallway and enters her bedroom. James stands at the open chest of drawers.

SHARON

What the hell are you doing?!

JAMES

Looking through your underwear drawer.

SHARON

I see that. Why?

JAMES

There's no way to explain it without it
sounding sick.

(CONTINUED)

CONTINUED:

SHARON

Try. Fast.

JAMES

I, I... I wanted to know what kind of
panties you wore.

She stands there, hovering between disgust and titillation.
WE HEAR A TINNY VOICE from the phone. Sharon puts the phone
to her ear, listening.

SHARON

(to James)

Are you going to want dessert?

Sharon looks at James. James nods.

SHARON (CONT'D)

(into phone)

Yes.

MAN'S VOICE (OS)

(on phone)

We got a ricotta--

Sharon clicks off. She looks James in the eye and slowly
lifts her skirt to her waist.

JAMES

(quietly)

My first guess.

SHARON

Congratulations.

INT. SHARON'S BEDROOM - NIGHT

James lies, wide awake, beside the sleeping Sharon. James
quietly gets up.

INT. JAMES' GEORGETOWN APARTMENT/BEDROOM - LATE NIGHT

James hunches over his TV, playing and replaying Sharon's
surveillance video. James jumps up from his chair in
frustration.

JAMES

Fuck!

James walks out of the room. After a beat he returns, sits
back down. He gets up again.

(CONTINUED)

CONTINUED:

FOLLOW JAMES into the kitchen. He pours a cup of coffee, takes a sip and starts walking back to the bedroom, hot coffee held carefully in front of him. He freezes, looks at the coffee cup in his outstretched hand.

ON VIDEO -- Sharon chats up the security office on the far side of the detector, hands him her coffee and passes through. He hands her back the coffee, she picks up her belongings and leaves.

JAMES

rewinds and hits the slo-motion.

ON SCREEN - SHARON'S COFFEE CUP

passes, in slo-motion, from her hand to the Guard's.

JAMES

mouth drops. He lets out a whoop. His phone rings.

JAMES (CONT'D)

Hello?

SHARON (OS)

(whispering, terrified)
Someone's in the house!

JAMES

Sharon? Who--

SHARON (OS)

(hysterical whisper)
They're downstairs. James! Somebody's
here!

The phone clicks off. James leaps out of bed and throws on his clothes. He reaches into the desk drawer and pulls out his government issue .38 Special. James pops open the cylinder, checking his rounds. He slaps it in place and rushes from the apartment.

EXT. JAMES' GEORGETOWN APARTMENT - LATE NIGHT

James races down the block.

EXT. SHARON FAULK'S BROWNSTONE - LATE NIGHT

James slows to a walk, hugging the shadows. All is quiet down the block in front of Sharon's building.

James turns, walking quickly back around the corner.

EXT. AROUND THE CORNER - LATE NIGHT

James counts three brownstones in from the corner. He moves quietly up the steps to the stranger's front door. Using his leather-jacketed elbow, James jabs the small windowpane by the doorknob, popping it out. It falls soundlessly to the carpet on the inside. He reaches in and unlocks the door. James waits for an alarm. None.

INT. BROWNSTONE

James strides stealthily across the stranger's foyer, negotiating a tricycle and an empty dog's bed, walking through the parlor floor to the kitchen.

INT. BROWNSTONE KITCHEN

James heads across the kitchen, opening the french windows.

JAMES POV - SHARON'S BROWNSTONE COURTYARD

lit and empty sits facing him.

JAMES

lowers himself from the neighbor's window, dropping down to their courtyard. He crosses to their fence and, using a picnic table, climbs over into Sharon's property.

INT. SHARON'S BROWNSTONE REAR COURTYARD - LATE NIGHT

James balances atop the iron-spiked fence, drops down into Sharon's courtyard. He darts to the shadowy wall and stops, listening. Nothing. James turns, looks up to Sharon's darkened bedroom window. He tests a thick-trunked ivy vine, bare for winter, that snakes up the side of her building. It holds. James climbs the vine as soundlessly as possible to the second floor window. Straining from his perch, James can only raise the warped window a few inches. He wriggles inside.

INT. BEDROOM

Dark. James hangs halfway in the window. WHAM. A shadowy figure smashes him on the shoulder with a telephone. James falls into the room, arms over his head as Sharon brings the phone down again. James grabs her wrist.

JAMES

(hissing whisper)

It's me!

(CONTINUED)

CONTINUED:

SHARON
(collapsing in his arms)
James, they're--

JAMES
Ssssh. Go. Hide in your closet. I'll be
right back.

She nods. He pulls free from her and heads for the bedroom door.

INT. HALLWAY

James shuts the bedroom door behind him. He takes out his pistol. He moves down the darkened hallway towards the stairs. He stands there, listening.

FROM BELOW -- OS SOUND: drawers opening, footsteps creaking on the hardwood floor.

James edges around the corner, towards the stairs. He gingerly steps on the top stair -- a ski-masked MAN charges up the flight, slamming his shoulder into James' mid-section, smacking him hard to the floor. The Man forearm-smashes James twice in the mouth. James pulls out the gun. The man chops James' wrist. The .38 skitters over the bannister to the floor below. The Man leaps to his feet, running down the hallway. James rolls over, spits out a tooth.

JAMES' POV - THE INTRUDER

kicks in the bedroom door, disappearing inside.

JAMES

struggles to his feet, gives chase.

INT. SHARON'S BEDROOM

The Man feverishly tries to lift the bedroom window. James runs across the room and leaps, tackling him, hurtling them both through the glass and out the window.

EXT. BROWNSTONE REAR COURTYARD - LATE NIGHT

Their momentum carries the two men through the air. They land ten feet below on the picnic table, collapsing it. James lies stunned. The intruder hobbles to the wall. James labors after, pulling him down. The Intruder pulls a Sig-Sauer pistol from his waistband. James grabs his wrist. The two men struggle. A gunshot...

(CONTINUED)

CONTINUED:

They separate. The intruder stumbles back a step, clawing at his chest, ripping, trying to pull apart his black sweater. Blood pumps from the single, smoking hole over his heart. The man windmills back against the garden wall, gasping for breath. He rips off his ski mask revealing -- DAWSON.

James stares in horror. Dawson slips to the ground. James runs to him. Dawson gulps a final breath and dies. His eyes wide open. A bloody bubble balances on his lips.

JAMES

reels back. A siren wails. James gathers himself, staggering from Dawson's grotesque death.

James turns, shoulders in the back door.

INT. SHARON FAULK'S BROWNSTONE/LOWER FLOOR - PRE-DAWN

James runs through the dark floor and out the front door.

EXT. SHARON FAULK'S BROWNSTONE - PRE-DAWN

James stumbles down the steps, turns right. Several blocks behind him the D.C. police cherry-tops strobe red. He breaks into a run as day rises over the city.

INT. 7-11 CONVENIENCE STORE - DAWN

James enters the store. The HAITIAN CLERK barely looks up from his "Car & Driver".

JAMES

Phone?

Without lifting his head, the clerk points to the rear of the store. James hustles to the pay phone. He digs out a fistful of change with a shaking hand, dropping it to the linoleum.

The Clerk looks up.

James bends down, collects the coins and dials.

BURKE'S VOICE

Burke.

JAMES

Dawson--

BURKE'S VOICE

Where are you?

James looks around, disoriented.

(CONTINUED)

CONTINUED:

JAMES

Burke. He's dead. He must have, I guess--

BURKE'S VOICE

Dead?

JAMES

Dawson. I killed him. He's dead--

(lost in his own confusion)

Dawson worked for them. He was working for them! What the hell was I supposed to--

BURKE'S VOICE

James. JAMES!... Listen to me. This is very important. Everything is going to be all right. You are trained for this. You are ready. Now listen. Listen carefully. You will immediately proceed to Dr. Faulk's office and you will retrieve the hard drive. Get it and meet me... there's a parking garage at 31st and M Streets. 3131 M street. I'll be there in the lower level in one hour. James? 7:45. All right?

JAMES

3131 M. Lower Level. One hour.

BURKE'S VOICE

James?

JAMES

Yes.

BURKE'S VOICE

You can do this.

Click. James holds the receiver to his ear a moment and hangs it up. James looks up.

JAMES POV - THE CLERK

stares down the aisle at him.

JAMES

Bathroom?

CLERK

Employees only. Go on now. Go home! There is no way you are allowed to--

(CONTINUED)

CONTINUED:

JAMES
For twenty dollars.

CLERK
Aisle one, past the beer case.

James nods.

INT. 7-11 BATHROOM - NIGHT

James splashes water on his face. He braces his hands on either side of the sink and looks up at himself in the mirror. PUSH IN ON JAMES' REFLECTION.

INT. 7-11 CONVENIENCE STORE - NIGHT

James walks to the counter and hands the clerk cash.

JAMES
Zip-loc bags and a can of silly string.

EXT. WISCONSIN AVENUE/ GEORGETOWN - MORNING

James runs down the avenue weaving through the rush hour pedestrians til he reaches the BioSource building. He slows, enters.

INT. BIOSOURCE LOBBY - MORNING

James makes his way to the security checkpoint. The chubby UNIFORMED SECURITY GUARD 1 nods hello to James. GUARD 2 sits in a folding chair reading the Post sports page.

GUARD 1
The early bird catches--

JAMES
--Hell for not finishing his work last night.

Guard 1 chuckles. James flashes his I.D. and walks into the building.

INT. BIOSOURCE OFFICES/ HALLWAY - MORNING

James strolls down the empty hall to Sharon's office. He gets out his security entrance card and slides it along the slotted lock. The door clicks open.

James enters the darkened office. He hits the fluorescent lights.

INT. BIOSOURCE SURVEILLANCE ROOM - MORNING

A wall of TV screens fill the windowless room. One GUARD sits in a swivel chair before the monitors.

PUSH IN ON ONE MONITOR - ON B&W SCREEN - JAMES WALKS
to the coffee machine and pours a large cup of coffee.

INT. SHARON FAULK'S LAB/BIOSOURCE - MORNING

James gets up, strolls toward the corner of the lab beneath the video surveillance camera. He stretches casually, reaching up with the can and shooting the "silly string" over the camera lens as Layla had done in the Bug House.

INT. BIOSOURCE SURVEILLANCE ROOM - MORNING

The Guard is distracted by a busty secretary taking off her sweater on another of the many monitors. WE SEE -- a gray blob now covers the Faulk Lab screen.

INT. SHARON FAULK'S LAB/BIOSOURCE

James, using his swiss army knife, unscrews the hard drive plate on Faulk's computer.

INT. BIOSOURCE SURVEILLANCE ROOM - MORNING

The guard glances away from his secretary's monitor, finally seeing the grey Faulk Lab screen. He fiddles with the contrast dials.

INT. BIOSOURCE OFFICES/ HALLWAY - DAY

James walks down the hall carrying his large coffee.

INT. BIOSOURCE SURVEILLANCE ROOM - MORNING

The guard, still looking at the grey screen, reaches for the phone.

INT. BIOSOURCE LOBBY/SECURITY CHECK - MORNING

James walks past the x-ray belt to the chubby Guard 1.

GUARD

Short day.

JAMES

Forgot my boss' Egg McMuffin.

(CONTINUED)

CONTINUED:

James hands Guard 1 his large, topped-off coffee to hold and stands arms extended out so Guard 2 can perform his scan.

JAMES (cont'd)

Twelve years of college down the drain.

GUARD

I hear that.

James walks through the metal detector and takes back his coffee.

JAMES

Want anything?

GUARD

Nah. I'm cool.

James waves, takes a sip of coffee and leaves the building.

EXT. WISCONSIN AVE./ GEORGETOWN - MORNING

James checks his watch. 7:30.

He hustles around the corner to a garbage can. His back to the street, James carefully spills the luke-warm coffee into the can, withdraws the zip-loc bag from the cup and takes out Sharon Faulk's hard drive.

SCREECH!

James jerks up. A late model sedan jumps the curb. THREE somber, business-suited MEN leap out. James breaks into a run.

EXT. WISCONSIN AVENUE/ GEORGETOWN - MORNING

James tears down the street, the trio in close pursuit. James bangs in and out of holiday shoppers, tripping over a Salvation Army Santa's wishing well. The Men close. James springs to his feet and darts into a Filenes' department store.

INT. FILENES DEPARTMENT STORE - MORNING

Christmas hell: lights, trees, music -- a mob scene. James dodges through the crowd. Two of the men trail behind him. James starts to race up the far stairs -- the third man faces him at the rear exit. He descends the stairs towards James.

James whirls.

JAMES' POV - THE ELEVATOR BANK

JAMES

sprints for the elevator. The elevator doors open. The trio pincer in, nearly on him. They lunge. James dives into the elevator car as the doors close.

THE MEN

stare at the ascending lights.

INT. ELEVATOR - DAY

James, dishevelled, sweating like a madman, looks over at the MOTHER AND DAUGHTER. The little girl gawks at him. A Muzak "Frosty the Snowman" plays.

James pushes the tenth (top) floor.

LITTLE GIRL

You're sweaty.

MOTHER

Maggie.

JAMES

(to little girl)

It's an exciting time of year.

(sweetly to Mother)

Would you have a cell phone I could borrow?

The Mom hesitates. James wipes his beaded brow.

JAMES (cont'd)

Gotta call the wife. Find out which Barbie my little girl wants. It's local.

MOTHER

(in the Christmas spirit)

Sounds like an emergency.

She hands him the phone. James dials a number.

BURKE (OS)

(barely audible through the static)

Burke.

JAMES

(screaming into the cell)

The motherfuckers are trying to kill me!!

(CONTINUED)

CONTINUED:

The Mother and Daughter move to the back of the elevator.

JAMES (cont'd)
Burke?! Hello?! Are you there?

The mother reaches for the phone. James brushes her away.

JAMES (CONT'D)
(into cell)
BURKE?! BURKE!!!

The doors open. James, looking both ways, steps out. The Mother and daughter follow.

He hands the mother her phone. She grabs her little girl and rushes off. The three men step out of the next elevator. James bolts through the jammed toy floor. A sign reads: NORTH POLE/SANTA'S WORKSHOP with an arrow pointing up a flight of stairs. James bounds up the stairs, shoving open the doors at the top.

EXT. FILENE'S ROOF - MORNING

James explodes out the double doors onto... an open rooftop. The D.C. skyline encircles him. The rooftop has been transformed into a "winter wonderland": fake snow, enormous candy canes, elves, stuffed reindeer, a small sleigh roller coaster and, in the far corner, Santa's workshop.

James runs to the railing beside the entrance and leans over. He turns from the view, cold wind whipping at him. The trio of hitmen emerge from the double doors. They look around -- it's over. Nowhere to run. They calmly advance. James backs away. He turns. A FATHER walks a vintage, banana-seated Stingray bike towards the exit. A big red bow sticks from the handlebars. James looks at the three men and leaps to the Father, snatching the bike from his hands.

FATHER
Hey!!!

James hops on, pedalling furiously. Kids, elves, parents flee. The three men look around. There is no way out. Where's he going? James pedals across the roof, skidding to a stop at the far corner. He looks down.

JAMES' POV - A TEN STORY DROP

to the pavement.

(CONTINUED)

CONTINUED:

JAMES

glances up. The three men move towards him. James takes off, pedals blurring, screaming diagonally across the roof to the first railing he looked over, near the entrance.

Faster and faster.

He ski-jumps up a "snow drift" ramped against the railing and rockets into the air, shooting off the building's roof...

James sails through the air, framed in the blue winter sky... and lands, smashing in a crumpled heap, onto the office building roof next door.

James struggles to his feet. He looks down at the twisted Stingray and pats it's flank.

Bullets chew across the tar-paper. James scrambles to the roof door. He looks up. One of the three silhouettes on the Filene's roof fires another burst.

James dives into the door.

INT. STAIRWAY - DAY

James tumbles backwards down the flight of stairs as bullets punch daylight through the door, pinging off the metal stairs.

EXT. OFFICE BUILDING - DAY

James, both knees torn and bleeding, limps from the building. He merges into the crush of holiday traffic. James spots one of the three hit men standing on the corner, searching the crowds. James does a u-turn, anxiously scanning the street for an escape.

JAMES' POV - CYBER CAFE

storefront. James ducks behind a chubby couple and into the cafe.

INT. CYBER CAFE - DAY

The young Cafe STAFFERS line the picture window, craning for a look at the street.

STAFFER 1

(to James)

What's goin' on? We heard gunshots.

(CONTINUED)

CONTINUED:

JAMES

Yeah. A movie. Shooting at Filenes. Check it out.

STAFFER 2

No shit. Who?

JAMES

Mel Gibson.

The staffers shrug, start to drift back to work.

JAMES (cont'd)

And Jessica Alba.

STAFFER 1

Whoa.

JAMES

She's right outside. Over there. In the latex cat-suit.

The guys head outside. James darts to a GEEK using a desk-top computer in back.

JAMES (cont'd)

(slapping a twenty on the desk)
Ten seconds?

GEEK

Sure.

James shuts down his computer, pops the computer cover, unscrews the hard drive and replaces it with Sharon's. He reboots.

JAMES

(glancing over at the Geek)
Free upgrade.

The guy nods. James glances toward the window. The Staffers loiter outside. James takes out the card with Burke's info.

CLOSE ON - BURKE'S FTP CODE NUMBER

JAMES

punches in the series of numbers and begins downloading all the information from Sharon's hard drive.

CUT TO:

INT. BURKE'S COTTAGE - DAY

BURKE'S LAPTOP

sitting on his desk, blinks to life as his hard drive receives the download.

INT. CYBER CAFE - DAY

James looks up.

JAMES' POV - THE THREE HIT MEN

pass by the cafe.

JAMES

checks the computer -- still downloading.

ONE OF THE HITMEN

returns, standing with his back to the Cafe.

JAMES - THE DOWNLOAD FINISHES

James rips out Sharon's hard drive, stomps it into a useless metal ball, picks it up and bolts out the rear door.

EXT. CYBER CAFE PARKINGLOT - DAY

James races across the lot, scales the cinderblock wall and drops into the rear alley.

REAR ALLEY - DAY

As James runs down the alley, he lobbs Sharon's balled-up hard drive into the huge, trash container.

EXT. STREET - DAY

James hits the busy street. A WOMAN with long, black shiny hair bobs in the mass of pedestrians up ahead. James moves closer, searching, as he does, for his three pursuers. The woman turns -- it is Layla. She sees him and smiles warmly. James stops, unsure. She waves, approaches him.

LAYLA

(big smile)

James!

She throws an arm around James' neck in a hug. People flow around them like an island.

(CONTINUED)

CONTINUED:

CLOSE ON JAMES AND LAYLA'S FACES

inches apart. He looks at her, eyes moving down to the .38 Special jammed in his gut.

LAYLA (cont'd)
I'll cut you in half. Come on.

She guides him back into the alley, shoving him at gunpoint up against the brick wall.

JAMES
You're with the rebels?

LAYLA
Rebels?! This isn't "Star Wars" you piece of shit!
(pulling her lapel to her lips)
Back-up requested. We're in the alley.
Let's go!
(to James)
James Edward Clayton. You're under arrest for--

JAMES
Arrest?! What? Wait. No. No. I was--

They shout over each other.

LAYLA
For stealing classified material --

JAMES
I was under specific orders--

LAYLA
And for the murder of a CIA officer.

JAMES
Murder? I didn't kill a CIA--

Layla tosses Dawson's CIA photo I.D. badge in his face.

LAYLA
What was he?!

James stares down at the I.D., his mind reeling.

JAMES
No! He was with--

(CONTINUED)

CONTINUED: (2)

LAYLA

US! He was with us. Investigating you!
You're the traitor!

James looks up. The three men approach from the across the street.

JAMES

Layla. Please. You have to believe me.

She turns, following his eyes, seeing the three men.

LAYLA

Finally.

JAMES

CIA?

James grabs her sleeve. She jerks free. Her eyes fill.

LAYLA

What happened to you?

JAMES

Layla. I'm undercover. I'm the NOC.

LAYLA

Dawson was the NOC and you killed him.

JAMES

Get Burke. He'll-- Layla, look, I've got
Dr. Faulk's hard drive. Right here.

(very slowly reaching into his
blazer with his right hand)

I'm... going... to reach into my jacket
and show you the--

While Layla's eyes follow his right hand, James drops her
with a short left to the jaw.

JAMES (cont'd)

Sorry.

Bullets rip across the brick. James grabs the .38 beside her
unconscious body and zig-zags down the alley away from the
pursuit.

INT. LOWER PARKING LEVEL - DAY

James opens the stairway door into the dark garage. Hundreds
of cars sit in the shadows. A pair of headlights blink. James
walks quickly to them.

INT. BURKE'S CAR - DAY

Burke sips his coffee, watching James approach. James opens the passenger door, slides in beside him and slaps the cup, splashing hot coffee onto Burke's lap.

BURKE
JESUS! SHIT!!!

Burke looks up, straight into James' gun.

JAMES
What is going on?

BURKE
My dick's on fire! You asshole.

JAMES
The CIA's trying to kill me. Layla just arrested me. Dawson's dead. What the fuck is going on?!

BURKE
(holding his wet pants away
from his skin)
Get me some napkins. In the glove compartment.

James looks at him.

BURKE (cont'd)
And put away the stupid gun. It's only blanks... Come on, I'm wet here.

James pops the box, hands Burke the napkins.

BURKE (cont'd)
Congratulations. You passed your final test.
(dabbing his pants)
Well these are ruined.

JAMES
Test?!

BURKE
"Nothing is what it seems."

JAMES
What, what about the hard drive?

(CONTINUED)

CONTINUED:

BURKE

Toss it. Keep it as a souvenir. Who cares? It's gibberish.

JAMES

But Dawson? I saw him die.

BURKE

Squibs. He's meeting us at Langley for lunch.

(off James disbelief)

No one's using real bullets. Remember? Role-play?... Go ahead. Shoot.

Burke raises his arms, nods to James' .38.

BURKE (cont'd)

Get it out of your system and then I can go home and change these pants. Go ahead.

Burke sits there, sighing impatiently, waiting to be "shot". James aims, squeezes the trigger. Burke whips his arm out, knocking James' gun hand. The .38 blasts away, blowing out the windshield.

Burke lunges for James who dives out the passenger door.

LOW ANGLE - PARKED CARS

James squirms beneath the parked cars, marine-crawling from car-to-car away from Burke. He stops.

JAMES' POV - BURKE'S LEGS

as they stalk the aisle.

BURKE (OS) (cont'd)

You know what a GS-15 pay grade officer makes? Seventy-three grand a year. You can't buy a decent foreign car for that....

BURKE

gun drawn, stops, bends down looking beneath the cars.

JAMES

snakes further away.

BURKE (cont'd)

This is just dumb. You don't have to die. Give me the drive and I'm gone.

(MORE)

(CONTINUED)

CONTINUED: (2)

BURKE (cont'd)

Forever... Don't you get it? My leaving
proves I'm guilty and you're not.

James scoots from beneath a mini-van, springs to his feet and takes off for the exit. Burke coolly raises his gun, aiming at James' back.

MAN (OS)

HEY!

Burke wheels, blasting the Security Guard in the chest. He turns to see the stairway door across the garage swing shut.

Burke reholsters his gun and runs back to his car.

INT. SHARON FAULK'S BROWNSTONE/LIVINGROOM - DAY

Sharon sits on the couch, jittery, smoking a cigarette. Layla faces her, rubbing her stiff jaw. Other CIA agents are scattered about the apartment, investigating, reconstructing the night's events.

SHARON

...He used me. Fine. It isn't the first time. But I know James. He's not... I'm sorry, I just think he must have had a reason.

LAYLA

And what might that be?

Sharon exhales a cloud of smoke.

SHARON

Do you know James?

LAYLA

Yes.

SHARON

Do you think he's a traitor?

Layla looks at her.

LAYLA

Dr. Faulk, thank you for your time. If we have any further questions we'll be in touch.

Layla stands.

SHARON

I have a question... How? How did a kid in grad school last semester do this?

(MORE)

(CONTINUED)

CONTINUED:

SHARON (cont'd)

How did he know where I was working, what
I was working on and who wanted to buy
it?

LAYLA

I'll be sure to ask him.

EXT. STUCKEY'S DINER PARKINGLOT/ HIGHWAY 64 - AFTERNOON

Busy parkinglot. A semi rumbles past, revealing James, back
to CAMERA, in a phonebooth.

INT. PHONE BOOTH

James dials a number from Burke's info card.

SLAYNE (OS)

(on phone, distinctive drawl)
Y'ello. Slayne heauh.

JAMES

James Clayton. This'll be fast. I'm not
gonna give you time to trace this. It's
Burke. Burke's the traitor. He set me up.
He wants to sell the drive and disappear.
Grab him. Lie detect him. You'll know the
truth. He--

SLAYNE (OS)

(on phone)
Son, please, Ah wanna he'p yew.

JAMES

You can't. Not yet. I made a mistake. I
gotta make it right. I'll call when I'm
done. You just get Burke.

SLAYNE (OS)

(on phone)
James!

James hangs up and walks from the phone booth. Snow falls. He
strolls past the parked cars. James stops at a black 1970 GTO
convertible.

James quickly slashes the ragtop with his Swiss Army knife,
reaches in and unlocks the door. He jumps inside, dropping
beneath the steering column. The car starts with a rumble.

EXT. HIGHWAY 64/QUEENS LAKE ROAD - LATE AFTERNOON

The GTO turns off the highway onto the country road. After a
few yards, it pulls onto the dirt shoulder.

(CONTINUED)

CONTINUED:

The Camp Peary perimeter forest creeps up to the road. The GTO drives deeper into the woods until it's hidden from sight.

EXT. FOREST - LATE AFTERNOON

James walks silently through the woods. He reaches a small clearing. James sits, resting against a pine, waiting for dark.

FOREST - NIGHT

James stands, stretches. He moves through the thinning night woods to the edge of the clearing and stops. Across the wide grass fields, the darker shadow of a cottage.

James kneels, grabs a handful of dirt and tosses it. The dust shines red, hanging in the invisible infra-red beams.

INT. FARM SECURITY SURVEILLANCE - NIGHT

ON THE DIAGRAMMATIC MONITOR - A warning light blinks.

CAMERA PANS to the Husky "SLAV" interrogation officer frowning at the screen. The Husky Man turns to an officer seated across the surveillance room.

HUSKY MAN

Break on the West Perimeter.

OFFICER 1

I'll call it in.

Husky Man stands, stretching.

HUSKY MAN

(shaking his head)

Fuck it.

EXT. FARM/ WEST PERIMETER - NIGHT

The Husky Man's jeep pulls to the edge of the woods. He parks, grabbing an MP5 machine gun. He moves into the woods.

All is silent. Dark. A CRUNCH. The HUSKY MAN wheels to see -- the imposing buck. The deer tilts it's head, displaying his rack of antlers.

The Husky Man smiles.

HUSKY MAN

(whispering into his walkie talkie)

(MORE)

(CONTINUED)

CONTINUED:

HUSKY MAN (cont'd)
HB. This is "Big Boy". You like deer
burgers, Teddy?

HOME BASE
(on walkie talkie)
Roger that. Yum yum eat um up.

HUSKY MAN
Over an' out.

Husky man raises his machine gun, aiming at the beautiful deer. WHAM!

James slams him from behind with a Louisville Slugger of a pine branch. The Husky Man drops like a sack of sand. The buck bounds away.

EXT. BURKE'S COTTAGE AT THE FARM - NIGHT

The Jeep rumbles up to Burke's cottage. James hops out, jogging up to the porch. He tries the door. Locked. James rears back and kicks the door precisely at the knob. It pops open. Alarms wail. Security lights flash on.

INT. BURKE'S COTTAGE - NIGHT

James rushes into the dark room, grabs the lap-top.

EXT. BURKE'S COTTAGE AT THE FARM - NIGHT

James leaps into the jeep, throwing it in gear. Headlights roar up the path towards him. James fishtails across the grassy fields, heading for the forest.

EXT. FOREST - NIGHT

James jumps from the Jeep, sprinting to the woods. Branches slash his face. Gasping for breath, he races through the forest. WHUP. WHUP. WHUP. The chopper's sun gun burns the woods white. James dodges it's beam.

EXT. QUEENS LAKE ROAD - NIGHT

James breaks through the trees to the GTO. He jumps in, hits the hot wire. The car roars to life. James smokes from the dirt shoulder.

EXT. HIGHWAY 64 - NIGHT

James drives, glancing over his shoulder for his pursuit. HEADLIGHTS fill his car. He turns foreward. WHAM!

(CONTINUED)

CONTINUED:

UPS TRUCK

slams into the GTO's passenger side, spinning the car. James falls out onto the asphalt. Clutching the lap-top, bleeding from a gash to his forehead, he staggers to his feet. The UPS DRIVER jumps from his truck, running over to help.

DRIVER

You alright?!

James looks up at the UPS Driver -- It's MEEKER (The CIA Instructor)! James breaks free, running for the wooded far side of the highway.

EXT. WOODS - NIGHT

James, stumbles through the thicket. He trips, falling through the underbrush, tumbling down a grassy hillside. He lands, struggles to all fours and looks up.

EXT. WILLIAMSBURG HIGH FOOTBALL FIELD - NIGHT

A high school football game under the lights. James hobbles across the cinder track towards the packed bleachers.

He skirts the chanting bleachers, heading for the men's room. At the refreshment stand, an old woman, her back to us, spins a cone of cotton candy. She turns, revealing -- THE LITTLE OLD LADY CIA INSTRUCTOR. The old lady hands the cotton candy to a boy, her eyes locking with James'.

James looks away. He rounds the corner, darting into the men's room.

INT. MEN'S ROOM - NIGHT

MUFFLED CHEERS from the game outside. James moves to the sink. He splashes water on his scratched face, washing his cuts. He dries his face with paper towels. A NERDY TEACHER enters, heading for the urinal.

TEACHER

Gettin' our butts kicked out there.

James nods, moves the lap-top closer on the sink. He finishes drying his face. The Teacher springs, throwing an arm around James' throat. James rears back across the bathroom, slamming him against the tiled wall. The Man slumps over, gasping. James runs out.

EXT. MEN'S ROOM - NIGHT

James looks to his left. The Old Lady barks intructions to TWO CIA AGENTS. James takes off, running beneath the bleachers.

BENEATH BLEACHERS

James races through the shadows, dodging make-out teens, booze drinkers, dope sellers, finally breaking out the far side into the parkinglot.

James weaves between the parked cars to the street. He stops - - downtown Williamsburg. Spook Central. James turns. CIA Agents fan out through the parkinglot behind him.

He takes off down Broadmoor Road, avoiding people's eyes, running past the block-long FoodTown, a hunted man.

INT. BURKE'S COTTAGE AT THE FARM - NIGHT

Burke stands in the middle of the livingroom, eyes closed, playing a mournful "My Funny Valentine" on his trumpet. His cell rings. He answers.

BURKE

Burke.

JAMES (OS)

(on phone)

Would you do what you said?

BURKE

Leave for good? Absolutely.

INT. PLASTIC TUBE - NIGHT

James, bathed in a soft yellow light, holds his cell phone to his ear. He sits tucked in a yellow plastic tube.

JAMES

And not kill me?

INT. BURKE'S COTTAGE - NIGHT

Burke smiles.

BURKE

My word as a CIA Officer.

JAMES (OS)

What, what guarantee do I have?

(CONTINUED)

CONTINUED:

BURKE

Where are you?

Burke idly fingers the valves of his trumpet.

EXT. MACDONALD'S PLAY AREA - NIGHT

CAMERA MOVES through jungle gyms and space-age plastic kids' structures TOWARDS a yellow covered slide.

JAMES (OS)

(on phone)

I'll do a dead-drop, leave the lap-top in the --

BURKE (OS)

(on phone)

Not a chance. You bring it.

JAMES (OS)

(on phone)

Somewhere with people.

BURKE (OS)

(on phone)

Fine.

INT. YELLOW COVERED SLIDE - NIGHT

James, curled in the yellow tube-slide, thinks.

BURKE (OS)

(on phone)

You there?

JAMES

You know the FoodTown on Broadmoor?

BURKE (OS)

(on phone)

Fifteen minutes.

James clicks off, pulls the lap-top to his chest. He dials another number on the cell.

SLAYNE (O.S.)

(on phone)

Slayne he-uh.

JAMES

(into phone)

Burke and I'll be at the FoodTown in Williamsburg in fifteen minutes.

(MORE)

(CONTINUED)

CONTINUED:

JAMES (cont'd)
He will be receiving the stolen
information.

SLAYNE (O.S.)
(on phone)
Yew be cayful, son...

Slayne sneezes violently three times.

CLOSE - JAMES

Jerks alert, eyes wide.

INT. BURKE'S COTTAGE - NIGHT

Burke, impersonates Slayne, into his cellphone.

BURKE
(imitating Slayne)
...Ah know this man wayull. Burke is veyh
dangerous.

INT. YELLOW COVERED SLIDE

James holds the phone tight to his ear.

JAMES
(into phone)
I'll be fine. You just get there in
fifteen minutes.

He flips closed the cell, absorbing this new truth. James
looks down at the phone in his hand.

INT. BURKE'S COTTAGE - NIGHT

Burke sets down the phone, shakes his head with a smile, puts
the horn to his lips and plays.

EXT. FOODTOWN MEGA-MARKET - NIGHT

The enormous plate-glass facade glows from the parkinglot.
Burke enters.

INT. FOODTOWN MEGA-MARKET - NIGHT

An acre-size supermarket, everything from shotguns to shrimp:
endless aisles, white linoleum floors, fluorescent lights.

Burke grabs a cart and moves past the aisles, checking each.
At the last aisle he glances to his left.

(CONTINUED)

CONTINUED:

ANGLE - JAMES

waits nervously in the far corner. He grips the lap-top. A HOUSEWIFE guides her cart to the produce display beside him.

HOUSEWIFE
Can you reach that?

James looks over. She motions to the roll of plastic bags hanging above him. James reaches up, tearing one off the roll for her.

BURKE (OS)
I'll take one too.

James turns. Burke stands behind him holding out a couple apples. James rips off a bag and hands it to him. The Housewife moves off. Burke bags the apples and drops them in his cart.

BURKE (cont'd)
And my computer.

JAMES
No rebels. Sharon wasn't stealing anything.

BURKE
In the basket.

James sets the computer in the basket.

JAMES
Please. I need to know.

BURKE
I found out what she was working on.
Found a buyer. Found you to get it for me. It's what I do.

JAMES
What about the directorate? I saw you propose me as the NOC?

BURKE
(smiling)
"Music Minus One"?

JAMES
All the other parts except--

BURKE
You.

(CONTINUED)

CONTINUED: (2)

JAMES

It was a tape?

BURKE

Digital file. Two years old... James, you did your job. Did it well. I want you to know one thing. Your father would've been very proud of you.

JAMES

He was with the Company?

BURKE

Yeah... Shell Oil.

James smiles.

BURKE (cont'd)

Good to see you haven't lost your sense of humor.

James' grin widens.

JAMES

Hope you don't lose yours.

Burke follows James' gaze to their reflections in the mirrored surveillance border running above the wall.

CUT TO:

INT. FOODTOWN MEGA-MARKET SECURITY ROOM - NIGHT

TWO SECURITY MEN watch Burke and James on the b&w surveillance monitor. A Third Guard reaches for the telephone.

INT. FOODTOWN MEGA-MARKET - NIGHT

Burke returns his gaze to James.

JAMES

It's over. Slayne knows everything. I called him. He'll be here any second.

BURKE

I'm sure that's a comfort.

James rams the shopping cart into Burke's groin, snatches the lap-top and takes off. Burke, doubled over, whips a silenced .38 from his shoulder holster and fires, hitting James in the side. James spins, keeps his feet, racing down the aisle.

(CONTINUED)

CONTINUED:

Burke starts after him but is blocked by a wide-load family of five, their baby stroller and two packed shopping carts.

ANGLE - JAMES

hustles down the cereal aisle, weaving through Christmas shoppers. Cheery Muzak plays. James jerks desperate glances over his shoulder, keeping up a quick pace.

James reaches the end of the aisle and circles into the next, heading back towards the rear of the vast store.

Blood puddles the white linoleum behind him.

ANGLE - MEAT COUNTER

James reaches the counter that runs along the far wall. His back is to the store. Oblivious shoppers pass behind him.

James sets the lap-top down and leans forward, arms propped against the refrigerator case for support. His blazer falls open -- a red stain spreads across the side of his white shirt.

CLOSE - JAMES' PALE FACE

He takes out his cell phone and dials with blood-caked fingers.

JAMES
(quietly)
Answer...

James holds the phone to his ear, listening to it ring. He closes his eyes in exhaustion, in silent prayer.

BURKE

walks up the cereal aisle, hunting. His cell phone rings. Burke stops. He flips it open.

BURKE
(in jokey Slayne)
Ah say, ah say, son, ah say wheauh the
hell ahre yew boy?... O'l Slayne is gwine
to save yo ass but ah cain't--

THREE ROUNDS blast THROUGH the Cheerio boxes, slamming Burke in the body. He reels into the opposite side of the aisle, pulling boxes from the shelf. Shoppers scream, race for the exits.

(CONTINUED)

CONTINUED:

REVERSE - JAMES is now visible through the open shelves in the next aisle. He holds Layla's smoking .38. James has fired blind, aiming at the sound of Burke's voice.

Burke slumps to the floor, looking down at his torn chest. James rounds the aisle, gun drawn, moving towards him. He stands over the mortally-wounded older man.

Burke turns his head, looking up at James.

BURKE (CONT'D)

That was very good.

JAMES

Fuck you.

James slips down to the floor with a groan. He lifts his jacket, exposing his blood-soaked shirt. Burke glances over.

BURKE

Tell me it's a flesh wound, I'll strangle you with my bare hands.

Burke smiles. He motions for James to come closer.

JAMES

What do you want?

BURKE

I want to teach you something.

James hesitates, then slides nearer. Burke's breath comes in painful gasps.

BURKE (cont'd)

James, the most important thing you need to know is... everything is exactly what it seems... No money. No glory... You only do this because you believe.

Sirens wail in the distance. Burke coughs.

BURKE (CONT'D)

This Parish Priest goes to the Pope and he drops down on his knees and starts weeping and he confesses, "Holy Father, Holy Father what am I to do? I do not believe in God anymore! What am I to do?!" You know what the Pope says?

James shakes his head.

(CONTINUED)

CONTINUED: (2)

BURKE (cont'd)
"Fake it."... I couldn't. Time to get
out.

WILLIAMSBURG POLICE, guns drawn, rush up the aisle.

COPS
FREEZE!!! DROP THE GUN!!! HANDS IN THE
AIR!!! NOW!!!

James raises his hands, letting the .38 clatter to the floor.

BURKE
(to James)
Gotta give me one thing.

JAMES
What's that?

Burke tilts back his head, gasps a breath.

BURKE
I am a scary judge of talent.

Burke flashes a cynic's smile and dies.

The jittery Cops ring James and Burke, guns pointed. A very dangerous scene.

SLAYNE (OS)
CIA! CIA. Officer Slayne. Hold your fire.

Slayne, CIA I.D. held high, breaks through the circle of cops. Several other CIA AGENTS, including Layla, sweep in to secure the crime scene.

SLAYNE (cont'd)
(to Cops)
It's okay.
(looking at James)
...He's with us.

Layla helps James to his feet. Slayne looks down at Burke's corpse.

James hands the lap-top to Slayne.

SLAYNE (cont'd)
You alright?

JAMES
No. Not really.

(CONTINUED)

CONTINUED: (3)

Slayne manages a slight smile. He glances down again at his friend, dead on the floor.

SLAYNE

No ...Me neither.

CIA officers move to Burke's body. Williamsburg Police control the gawking shoppers.

Layla drapes James' arm over her shoulder, helping him down the aisle towards the exit.

As they pass the wine racks, James reaches out and snags a bottle of California cabernet. He looks over at Layla.

JAMES

Graduation Day.

The automatic doors hiss open and together, Layla and James disappear into the winter night.

The End