

The Winter Of Frankie Machine
by
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Based on the novel by Don Winslow

FADE IN:

RUNDOWN APARTMENT

FRANK MACHIANNNO, 60s, silver hair cut short, sits in a beat up La-Z-Boy in the dark.

The door opens and another man of similar age, MIKE PELLA, enters and clicks on the light.

FRANK

Hello, Mike.

Mike sees Frank, looks back at the door he just came through, closes it.

MIKE

Hey, Frankie. You want a beer?

FRANK

No thanks.

MIKE

Mind if I have one?

Mike crosses to kitchen.

FRANK

Make sure it's only a Bud that comes out of that fridge.

Mike opens the refrigerator, holds up a can.

MIKE

Coors, if that's okay, Light.

Mike crosses to his couch.

MIKE

Man my age has to watch the carbs. You too, Frankie, you ain't no kid anymore either.

He sits.

FRANK

Tell me about it, the week I've had...

CUT TO:

FRANK'S HOUSE

Black screen punctuated by a digital clock: 3:44 a.m.

SUPERTITLE: San Diego. One Week Ago.

FRANK (V.O.)

It's a lot of work being me.

The clock flicks to 3:45 and the alarm sounds. A hand shuts it off. Frank Machianno puts his feet on the floor.

FRANK (V.O.)

Donna tells me I should get an automatic maker...

ON THE WAY TO THE KITCHEN--Frank uses a remote to turn on the stereo. Opera, "Che Gelida Manina," blasts.

FRANK (V.O.)

I tell her, it wouldn't be as good...

IN THE KITCHEN--Frank sets water to boil and takes raw coffee beans from a vacuum container, then puts them in a roaster.

His hands move with authority, the routine absolute.

FRANK (V.O.)

That it's a quality of life issue...

He puts a frying pan on a burner to heat. Frank grinds his roasted beans, and loads a French Press.

FRANK (V.O.)

That little things matter...

He begins cooking an egg, up.

FRANK (V.O.)

She also gives me grief over my daily egg and cholesterol. As does my daughter Jill and my ex, Patty...

Frank pours boiling water in the French Press and leaves it to steep.

Frank slices an onion bagel, makes an egg sandwich which he wraps in a linen napkin.

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CONTINUED:

FRANK (V.O.)

I tell 'em, it's just an egg, not
a hand grenade...

IN THE BATHROOM--Frank showers at maximum pace, SINGING
OPERA at full volume. He dries off and dresses in work
clothes--flannel shirt, jeans, boots, that were already
set out.

BACK IN THE KITCHEN--Frank plunges the French Press,
pours it in a metal 'Go Cup,' takes his sandwich and
heads out the door.

CUT TO:

FRANK'S DRIVEWAY

Frank bends, picks up the morning paper.

ANGLE ON: The paper. Front page story a picture of a
smiling CONGRESSMAN. "Congressman Declares Run For Late
Father's Senate Seat."

Amusement crinkles around Frank's eyes as he glimpses it.

FRANK (V.O.)

Guy's born on third base, thinks
he hit a triple. 'It ain't
me...it ain't me...I ain't no
Fortunate Son...'

Frank THROWS the paper on his porch and gets in his van.

CUT TO:

FRANK'S VAN, DRIVING

Frank eats the egg sandwich while he maneuvers the van
through the San Diego streets.

FRANK (V.O.)

Donna says normal people sit down
when they eat. I say: I am
sitting. Just doing what all the
kids do now, multitasking.

Frank takes a big bite as he makes a turn toward the
Ocean.

(CONTINUED)

CONTINUED:

FRANK (V.O.)
Herbie Goldstein, may he rest,
turned me on to onion bagels back
in Vegas. He said, 'Come on you
Guinea, stretch your horizons.'

Frank's van turns into...

OCEAN BEACH PIER

A 'T' of concrete and steel jutting into the Pacific.
Frank parks, gets out, and opens the door on O.B. Bait
and Tackle.

O.B. BAIT AND TACKLE

The store is crowded with fishing gear. A moment after
he opens up, FISHERMEN start coming in and buying bait--
Retirees, Asians, Father-Son pairs.

FRANK (V.O.)
Everyone loves 'Frank the Bait
Guy,' 'cause 'Frank the Bait Guy'
loves everyone...

SHOTS OF: Frank interacting with customers.

FRANK (V.O.)
He always knows what fish are
running and what they're hitting
on. He'll never sell you
something that won't work. And if
you bring your kid, he'll send you
to a spot where he knows you can
catch a fish.

The business in the store continues.

DISSOLVE TO:

O.B. BAIT AND TACKLE

Business has subsided. A young man, KID ABE, is behind
the counter.

A TELEVISION plays on the counter next to him.

ANGLE ON: A political ad for the smiling Congressman who
is running for Senate.

Frank, now wearing a wet-suit, appears from the back.

(CONTINUED)

CONTINUED:

KID ABE
Geriatric's Hour already?

FRANK
Gentleman's Hour to you. Respect
your elders. Keep an eye on
things...

Frank exits.

CUT TO:

THE SURF

Crashing waves.

Frank paddles out on a big board. Floating in the line
up, waiting for his ride, is a large, blonde-haired man
around Frank's age--DAVE HANSEN.

HANSEN
Is that a surfboard or an ocean
liner? You got stewards on that
thing? I'd like to sign up for
the second seating.

Frank reaches him and joins the line up.

FRANK
Big waves, big board, Dave.

HANSEN
They'll be even bigger tomorrow
when we talk about 'em.

FRANK
Outside!

A set of waves is coming in. Hansen takes one, he can
surf. Then Frank.

Frank, despite his age and size, is graceful on his
board. He carves smoothly along the face of the wave.

After their ride, as they paddle back out:

FRANK
We're looking pretty good for old
men.

HANSEN
We are. Hey, did I tell you I've
decided to pull the pin?

(CONTINUED)

CONTINUED:

ON: Frank's face.

FRANK

Yeah? Who's gonna protect truth,
justice, and the American Way?

HANSEN

Frank, they just handed me a
trainee who's younger than my son.
Besides, the Bureau's offering
early retirement. I talked it
over with Barbara and we decided
to take it.

FRANK

When?

HANSEN

Nine months. September.

FRANK

G-Sting?

HANSEN

Being a civilian, you may not know
this, but money laundering, tax
fraud, drugs, a whole host of
other crimes have been running
through strip joints in this land
of ours long before I was a Fed
and apparently they will be long
after.

Frank gives him a smile.

HANSEN

Not gonna be my problem anymore.
I'll be out here for Gentleman's
Hour every day.

They move closer to their turn in the line up.

FRANK

Full benefits? Never heard of the
government giving something for
nothing. But Congratulations.
Cent'anne.

HANSEN

Grab lunch after?

FRANK

We'll celebrate another time.
It's Tuesday.

(CONTINUED)

HANSEN

Right. How many in a row?

FRANK

Ten weeks. A big step. First three years after I split with her mother she wouldn't even take my calls. I'll keep going until she's done with me...

Frank paddles and catches a wave.

ON THE HORIZON: Dark storm clouds are moving toward shore.

CUT TO:

LEMONGRASS CAFE

A vegetarian restaurant. Frank hands a business card to a MANAGER.

FRANK

If you're happy with your current linen service, pardon the intrusion. If not, give me a call and I'll tell you what I can do for you.

MANAGER

I will. Is there anything else?--

FRANK

A table for two.

As the Manager leads Frank to a table:

FRANK (V.O.)

'Frank the Bait Guy' makes a living--but not one that supports an ex and a daughter in college, so I'm also 'Frank the Linen Supply Guy,' 'Frank the Fresh Fish Guy,' and...

Frank is seated.

FRANK (V.O.)

'Frank the Landlord' too. Although lately I've come to think that 'rental properties' is a polite way of saying 'hemorrhoids.'

(CONTINUED)

CONTINUED:

A tall YOUNG WOMAN with shoulder-length chestnut hair and dark brown eyes enters the restaurant.

FRANK (V.O.)

The businesses aren't the only thing that take managing. I've got my three ladies: girlfriend, ex-wife, and daughter.

The young woman arrives at the table--JILL MACHIANNIO.

JILL

Daddy.

FRANK

Sweetie.

They hug and kiss on the cheek, a little formal and awkward. They sit.

FRANK

You know I would've taken you someplace nicer--

JILL

You mean someplace where you could sling some fish in the kitchen? No, I wanted your attention. And you know I don't eat flesh.

FRANK

Of course not.

JILL

Try the tofu burger.

FRANK

No offense sweetie, but I'd rather eat dirt.

She slides an ENVELOPE across the table to him.

JILL

Open it.

He pauses, puts on reading glasses, reads a letter on UCLA stationery.

FRANK

Is this...

His eyes mist up.

(CONTINUED)

CONTINUED: (2)

JILL

I got accepted. UCLA medical school.

FRANK

That's fantastic. I'm so proud.

JILL

Oncology.

FRANK

Of course. You don't do anything by half. You're not just going to be a doctor, you're going to cure cancer.

JILL

I'm not gonna cure--

FRANK

Who's to say what you're not gonna do?

JILL

I don't start until fall, so I thought I'd work a couple of jobs this summer, then work part time during the school year.

He shakes his head.

FRANK

Work the summer. But you can't go to med school and carry a job at the same time.

JILL

Daddy, I--

FRANK

I'll take care of it.

JILL

You work so hard--

FRANK

I'll take care of it.

JILL

Are you sure?

FRANK

It's done. This is such a happy thing. Congratulations.

(CONTINUED)

CONTINUED: (3)

He leans over, kisses the top of her head.

FRANK

Now what am I supposed eat in this place?

CUT TO:

A VICTORIAN HOME

The house is well-kept, as is the street. Frank's van is in the driveway.

INSIDE THE HOUSE, KITCHEN

Frank's legs jut out from beneath the sink.

FRANK

You know you're not supposed to put potato peels down this thing, Patty.

Frank's ex, PATTY, 50s is in the kitchen trying to make a French Press coffee.

PATTY

Potato peels are garbage. It's a garbage disposal.

FRANK

A busted refrigerator's garbage too, you wouldn't try to shove one down here, would you?

PATTY

You think I just miss having you around?

FRANK

The thought had occurred--

PATTY

'Cause believe me, I don't. No more than when you were technically living here.

She places the coffee at his knee.

PATTY

Jill says this is how you like it now.

(CONTINUED)

CONTINUED:

Frank extricates himself from under the sink as she pushes down the plunger on the press.

FRANK

You're supposed to let it--

PATTY

What?

FRANK

Nothing.

He takes a sip to please her.

FRANK

This is good.

PATTY

Surprise...That's really something about Jill, isn't it?

FRANK

I'll find a way to pay for it.

PATTY

I'm not nagging you about money. It was a moment of parental pride.

FRANK

You did a good job with that kid, Patty.

PATTY

We both did...Your problem was as a husband, not as a father.

FRANK

Fair enough.

PATTY

Now would you fix that thing--I've got a yoga class and you've got four businesses to run. And medical school to pay.

Frank slides back under the sink.

CUT TO:

CHARLIE'S BY THE SEA

A nice seafood restaurant. Frank, now dressed in a suit with an open shirt sits across from DONNA, a still-beautiful ex-showgirl.

They are by a window with a view of the ocean. It is raining outside.

DONNA

The storm's gonna kill business at the shop for a few days. It'll give me a chance to catch up on inventory.

FRANK

You could take a couple of days off.

DONNA

You first.

FRANK

Remember Kauai? Five days. In a row.

DONNA

Almost three years ago now.

FRANK

They say you're supposed to stop and smell the roses, right?

DONNA

'They' probably would also say you should try two jobs instead of five.

A WAITER arrives.

DONNA

The scampi is tempting, but butter shows up on me the next day. I'll have the grilled sea bass.

FRANK

Same here.

The Waiter leaves.

DONNA

Excuse me.

(CONTINUED)

CONTINUED:

He stands as she goes to the ladies room. He crosses the dining room as well.

CUT TO:

KITCHEN

Frank enters, shakes hands with a SOUS CHEF.

FRANK

How's the fish? Any complaints?

SOUS CHEF

All good, Frank.

FRANK

Nice shrimp next week, storm or no storm. Where's Heaney?

SOUS CHEF

Out back.

Frank nods and walks through the kitchen.

FRANK (V.O.)

'Course he's out back. You go to any dumpster behind any restaurant, you're gonna find a pile of butts and a chef or two smoking 'em...

He goes out the back door.

CUT TO:

OUT BACK

A thin man in cook's attire, JOHN HEANEY, sucks on a ciggy and stares at the ground. Frank emerges.

FRANK

Hey Johnny.

John looks up.

JOHN

Jesus, Frank, you scared me.

FRANK

What's wrong, haven't seen you out in the water?

(CONTINUED)

CONTINUED:

JOHN

World of shit right now. This
Operation G-Sting business.
Everyone at Hunnybear's is afraid
we're gonna get closed down.

FRANK

So walk, John. You don't need
that strip club.

JOHN

I need the money. I'm only part
time here.

FRANK

Back on the sports books again?

John half shrugs, seems uncomfortable.

FRANK

C'mon, man. It's cost you enough.
You lost your own restaurant
behind it.

JOHN

Yeah, yeah. Fucking Chargers get
me every time.

FRANK

It'd be easy for me to hook you up
with a second job at a real
restaurant. Pick up some more
shifts. You're a good cook.
Everybody likes you.

This makes John even more uncomfortable.

JOHN

You done enough getting me in
here. I can't ask you--

FRANK

You're not asking, I'm offering.
I'll call you tomorrow.

Frank starts heading back inside. John watches him go.
He takes out a cell phone and starts to dial a number.

CUT TO:

DONNA'S APARTMENT

Frank and Donna are entwined on the couch. Glasses of wine are on the coffee table, Sinatra plays on the stereo.

She pulls back.

DONNA

Let's bring our drinks into the bedroom.

BEDROOM

They put their glasses down, Frank sits on the bed. She enters the bathroom.

FRANK (V.O.)

Once, just once, I took my clothes off and was waiting in bed for her. She said 'what is it you're assuming?' and kicked me out the door. So I wait...

A moment later she emerges in knock-out lingerie.

FRANK (V.O.)

And it's worth it.

She joins him on the bed, starts peeling off his jacket and shirt.

CUT TO:

OUTSIDE DONNA'S BUILDING

It's later. Frank walks to a small Mercedes, his non-work car, and gets in.

FRANK (V.O.)

Donna and I have this little dance we do afterwards: she gets out of bed and goes to wash up...

CUT TO:

MERCEDES, DRIVING

On: Frank.

(CONTINUED)

CONTINUED:

FRANK (V.O.)

Which means I can get dressed.
She asks if I'm heading out. I
say 'busy day tomorrow...'

He nears his neighborhood.

FRANK (V.O.)

She says 'you can stay if you
want.' I pretend to think about
it, then say 'Nah, I'd better get
home.' We say our I love yous,
and I'm on my way for some sleep
before doing the whole thing
again. That's pretty much the
routine for 'Frank the Bait
Guy'...

FRANK'S HOUSE

Frank nears his house, prepares to turn into his driveway
where his van sits, but then he SEES a yellow HUMMER on
the street nearby.

FRANK (V.O.)

But these fellas aren't waiting
for 'Frank the Bait Guy.' They're
looking for...

Frank drives past his house and the Hummer.

CUT TO:

INSIDE THE HUMMER

TRAVIS

Frankie fucking Machine!

Two early 20s men--MOUSE JUNIOR and TRAVIS--with spiked
hair, soul patches, and dressed in surf wear.

TRAVIS

That was him. He just drove past.

MOUSE JUNIOR

No way. That car didn't even slow
down.

They are talking over loud hip-hop. Mouse Junior passes
a joint to Travis.

CUT TO:

AN ALLEY

Frank parks.

FRANK (V.O.)
I know they're not pros...

He leans over to the glove box and pulls out a .38 S&W,
puts it in his pocket.

FRANK (V.O.)
No pro would use a car that
conspicuous...

He gets out in the rain.

FRANK (V.O.)
Not cops. Even the Feds don't
have the budget for cars like
that...

He makes his way back toward his street.

FRANK (V.O.)
And since I'm not expecting any
visitors, I've got to expect the
worst...

CUT TO:

FRANK'S HOUSE

Heavy bass thumps out of the Hummer.

FRANK (V.O.)
Definitely not pros.

Frank crouches low, approaches the rear driver-side door.
In one motion he POPS into the back seat and puts the gun
to the back of the Mouse Junior, the driver's, HEAD.

Mouse Junior FREEZES, joint in mid-pass.

TRAVIS
I told you it was him. As good as
they say he is.

FRANK
Shut up.

MOUSE JUNIOR
Frankie, don't you recognize me?

(CONTINUED)

CONTINUED:

Frank leans around.

FRANK (V.O.)

Yeah, I recognize him by his weak chin. His father Pete Martini is supposed boss of L.A.--better known as the 'Mickey Mouse Mafia.'

FRANK

Mouse Junior.

MOUSE JUNIOR

They don't call me that anymore--

TRAVIS

Not to your face--

MOUSE JUNIOR

Call me J.

Frank points the gun at Travis.

FRANK

Who are you?

TRAVIS

Travis Renaldi. It's an honor to meet you Mr. Machianno...Frankie Machine.

FRANK

Shut up. I don't know what you're talking about.

MOUSE JUNIOR

Yeah, shut the fuck up. So, Frankie, could you put that gun down now? Could we go inside, maybe you could offer us a beer or cup of coffee or something?

FRANK

So this is a social call?

CUT TO:

FRANK'S HOUSE

Frank pats down Mouse Junior and Travis.

MOUSE JUNIOR

No guns, no wires.

(CONTINUED)

CONTINUED:

FRANK

No offense. You want beer or coffee?

MOUSE JUNIOR

Beer if you got it.

Frank gets them beers, but keeps the gun in his hand. He points them to his sofa.

FRANK

Use coasters.

MOUSE JUNIOR

(raising beer)

Thanks.

TRAVIS

Sorry to come so late, but we didn't want to interrupt your booty call.

FRANK

I'm not sure what that even means, but I don't like it.

MOUSE JUNIOR

He didn't mean to offend.

Travis shakes his head.

FRANK

Look, we both know you don't refuse a boss' kid hospitality, but what do you want?

MOUSE JUNIOR

I've got a problem. Dad suggested I come talk to you.

FRANK

I'm retired. Your father knows that.

TRAVIS

But this is sticky.

MOUSE JUNIOR

We---

FRANK

Who's we?

(CONTINUED)

CONTINUED: (2)

MOUSE JUNIOR

Me and Travis. We have a sweet little porn operation running. Golden Productions. We're getting a piece of half the distribution that comes out of the Valley.

A beat.

FRANK

You waiting for me to say something?

MOUSE JUNIOR

Bootlegs. We invest in the studio so we have access to the master, then burn our own copy. For every one we sell legally, we bootleg three.

FRANK

The way it's always worked.

MOUSE JUNIOR

It's even easier since DVD.

TRAVIS

You can press 'em out like pancakes. The Asians can't buy enough of blondes with big tits fucking and sucking--

FRANK

Watch your mouth. This is my home.

Travis turns red.

TRAVIS

Sorry.

FRANK

So what's your problem?

MOUSE JUNIOR

Detroit.

FRANK

Be more specific.

(CONTINUED)

CONTINUED: (3)

MOUSE JUNIOR

Some guys from Detroit, friends of ours, have done a little porn themselves, and maybe introduced us to a few people. Now they think they're owed.

FRANK

They are. You know the rules. The Combination's had a piece of San Diego forever. Same with L.A. If Detroit set you up with a connection, you do owe them.

MOUSE JUNIOR

Not sixty-percent.

FRANK

Who'd they send?

MOUSE JUNIOR

Vince Vena.

FRANK

You're sideways with Vince Vena? You do have a problem.

This hangs there for a moment.

FRANK

Look, lots of money is being made. You can get him down from sixty percent.

MOUSE JUNIOR

We're not rolling over for this guy.

FRANK

Then don't. But don't go to war either. I've seen war, kid, and peace is better. And like I said, I'm retired.

MOUSE JUNIOR

Fifty K. For you to get involved, and come to the sit down.

The money means something to Frank.

FRANK

I'm going to take a pass on this one.

(CONTINUED)

CONTINUED: (4)

MOUSE JUNIOR
Dad said you might. He said to
tell you that he would consider
this a personal favor. A matter
of loyalty.

ON: Frank as he absorbs this.

FRANK (V.O.)
And with those words I'm in.
Whether I want to be or not.

Frank nods.

FRANK
Set the sit-down. And I'll take
the fifty K now.

MOUSE JUNIOR
Half now, half after.

FRANK
I'm not negotiating with you, kid.

MOUSE JUNIOR
Fine. It's in the car.

FRANK
Then why are you busting my chops?

MOUSE JUNIOR
It's only business, nothing
personal.

ON: Mouse Junior, trying to look formidable.

FRANK (V.O.)
We never talked that way until
that movie came out. And no one
used the word 'godfather' either.
The boss was always just the boss.

Frank stands.

TRAVIS
Mr. Machianno?

MOUSE JUNIOR
There's one more thing.

FRANK
What's that?

(CONTINUED)

CONTINUED: (5)

MOUSE JUNIOR

The sit-down is tonight.

FRANK

Tonight. I have to be up in three hours forty-five minutes.

MOUSE JUNIOR

Tonight.

Frank and the pair start heading for the door.

FRANK (V.O.)

Like I said: It's a lot of work being me...

CUT TO:

THE HUMMER, TRAVELING

Frank sits in the back separating a ten thousand dollar BRICK out of the 50K.

TRAVIS

This is unbelievable. The second Vena sees us walk in there with Frankie Machine, he'll shit his pants.

FRANK

No he won't...

Frank pockets the ten, stuffs the other 40K back into an envelope and puts it in the seat back.

FRANK

But he will lower his price. To forty percent once he knows he's dealing with me. I'll give him ten grand--'cause it's bad manners to go to someone empty handed--that goes right in his pocket, not his bosses'. That gets us down another ten percent. And I'll get him down another ten for old time's sake. Then you'll have a junior partner.

TRAVIS

Awesome! The way you break it down...Awesome.

They turn into a marina.

(CONTINUED)

CONTINUED:

FRANK

Where are we meeting?

MOUSE JUNIOR

Someone gave him use of a cabin
cruiser for free.

They park.

MARINA

They get out. Mouse Junior checks a slip of paper.

MOUSE JUNIOR

There it is. The "Becky Lynn."

They approach a cabin cruiser.

FRANK (V.O.)

Classic wise-guy. He'll take a
free boat even if it's winter in
the rain.

THE BECKY LYNN

Frank starts up the gangway.

FRANK

Ahoy.

The ugly, pockmarked face of VINCE VENA pops out of the
cabin door.

VINCE

(a la Rodney
Dangerfield)

Frankie, I ever tell ya about my
wife? We were very happy for
twenty years...

FRANK

(low)

Then we met.

VINCE

Then we met! Frankie, what're you
doing here?

FRANK

Junior reached out.

Vena pauses.

(CONTINUED)

CONTINUED:

FRANK (V.O.)

These words have a very specific
meaning: I'm involved now.
You're dealing with me.

Vena nods.

VINCE

Then we'll make it right...Come in
out of the rain, prove everyone
wrong, what they say about you.

Frank continues to enter the cabin. Mouse Junior and
Travis trade a glance and start going back the way they
came.

INSIDE THE BECKY LYNN

The moment Frank steps into the cabin, a WIRE GARROTE
WHIPS AROUND HIS NECK. A HUGE MAN wields it.

FRANK (V.O.)

The instinct is to get a hand
between the wire and your throat.
That's the last thing you should
do--you only end up getting your
fingers sliced along with your
windpipe.

Frank reaches back and JAMS HIS FINGERS into the Huge
Man's EYES. The Huge Man grunts.

Frank squats low, grab's the man's wrist, and HIP-ROLLS
him to the deck.

The Huge Man CRASHES onto a dining table. Frank
continues his own roll, getting under the table just
as...

Vince pulls a PISTOL and begins FIRING at Frank.

Frank's gun comes out in one easy move.

FRANK'S POV: Nothing but Vince Vena's legs.

Frank FIRES. Vince goes down.

FRANK'S POV: Vince laying sideways.

Frank FIRES AGAIN, hitting Vince in the stomach. Vince
drops his gun.

(CONTINUED)

CONTINUED:

VINCE

Oh fuck! Oh fuck!

Frank, rolls onto his back, closes his eyes and FIRES UP THROUGH THE TABLE.

Wood SPLINTERS fly in his face. Frank opens his eyes and sees BLOOD dripping down through the table.

Vince on the ground, the Huge Man dead on the table, Frank braces for others...but there is only quiet, broken by moaning.

Frank crawls out and goes to Vince Vena.

FRANK

Who sent you, Vince?

Vince is starting to get a far-away look in his eyes.

FRANK

Who sent you?

No response. Vena's done speaking. Frank puts the gun against Vince's heart and PULLS THE TRIGGER.

ON: Frank's face.

FRANK (V.O.)

I didn't just kill Vince Vena with that shot, I killed 'Frank the Bait Guy' too.

CUT TO:

RUNDOWN APARTMENT, PHOENIX

CLOSE ON: Frank and Mike, sitting across from one other.

FRANK

Can you believe I let those kids play to my ego, set me up like that? Frankie Machine this and that, and I lapped it all up like an old hooker. Walked right into Vince Vena and Fat Tony Palumbo's hands.

MIKE

Ah, once they played the loyalty card, how could you refuse?

(CONTINUED)

CONTINUED:

FRANK

Seemed so simple. A porn scam--
but nothing's simple.

MIKE

What'd you do with the bodies?

FRANK

Dumped 'em out where the currents
would take 'em toward Mexico.
That way the federales would
figure it was a dope deal gone bad
and put about two minutes into
solving the case...

CUT TO:

THE BECKY LYNN, OUT AT SEA

The boat bobs in heavy chop.

Frank struggles with Vince Vena's body and dumps it
overboard.

Now Frank really puts his back into getting his would-be
strangler overboard.

It takes a long time and he is winded as the bodies float
away.

INSIDE THE BECKY LYNN

Frank rifles through closets, cabinets, and stowage bins.
He finds a wet-suit, scuba gear, and a plastic 'wet bag.'

FRANK (V.O.)

Whoever tried to clip me is going
to try again...

Frank struggles into the wet-suit, which is too small,
but he manages.

FRANK (V.O.)

My only advantage is that Mouse
Jr. and his little friend will run
back and say, inevitably, 'Frankie
Machine sleeps with the fishes...'

Frank puts the 10K and Vince's GUN into the wet bag.

THE BECKY LYNN

Frank wipes down his .38 and regretfully tosses it overboard.

FRANK (V.O.)

Which will buy me a little time,
but when they don't get the call
from Vena that 'it's done,'
they're going to start to
wonder...

He goes to the helm, cranks the wheel toward open ocean
and clamps a wheel lock on it.

FRANK (V.O.)

And they're going to start looking
to try again. The problem is I'm
not exactly sure who 'they' are...

Frank ties the wet bag to his ankle and jumps off the
boat.

CUT TO:

THE WATER

Frank plunges into the black, cold waves. Even with the
wet-suit, Frank's breath catches at the temperature.

A long shot of Frank, small in the water. He begins a
slow Australian crawl stroke.

FRANK (V.O.)

I've got to go back. To what I've
done, and for who. San Diego,
Vegas, Detroit. To figure out who
I could've crossed. But it's not
easy. You learn right away to
pull the trigger and move on. You
try and never think about the
names, places, faces...

Frank swims steadfastly toward the distant shore.

FRANK (V.O.)

Especially the faces...

CUT TO:

SERIES OF SHOTS:

Various rooms, cars, bars. The FEAR RIDDEN FACES of his victims just before they are SHOT.

CUT TO:

FLASHBACK, TUNA BOAT

The battered boat works the deep water.

FRANK (V.O.)
The first guy I hit was already
dead...

SUPERTITLE: San Diego, 1962

The WEATHERED CREW slings big yellow fin tuna across the deck into the ice locker.

FRANK (V.O.)
I'd been on the boats, like my old
man, and his old man before him,
since I was old enough to work the
nets....

Amongst the crew, standing waist deep in a smelly bait pit is YOUNG FRANK MACHIANNNO, a strapping kid, clean cut, a bit wide-eyed.

Frank shovels offal into buckets. His overalls are slick with blood and fish guts.

FRANK (V.O.)
It's what you did when you were a
young guy like me from San Diego
in those days...

CUT TO:

FLASHBACK, OCEAN BEACH PIER

The tuna boat pulls in. The weary Crew gets off.

Young Frank, tired and dirty from the day's work, walks down the pier.

FRANK (V.O.)
It was either that, or...

CUT TO:

FLASHBACK, OUTSIDE A FINE HOUSE

Young Frank, now dressed in an inexpensive suit, stands by a 1960s era black sedan.

LOCICERO

This is Frank Machianno, he's gonna drive you today.

Moving toward the car is a mid-30s wiseguy NICK LOCICERO and an imposing older man, FRANK 'BAP' BAPTISTA.

BAP

Where'd you find him, American Bandstand?

Frank opens the back door for Bap.

LOCICERO

Nah, Frank drives real smooth.

Bap gets in and Frank closes the door.

CUT TO:

FLASHBACK, SAN DIEGO'S LITTLE ITALY

Bap's car rolls up the street.

FRANK (V.O.)

That was a hell of a summer, chauffeuring around Frank 'Bap' Baptista the boss of San Diego...

Young Frank parks near a group of MEN congregating around the fins of a Pontiac Bonneville. Bap gets out of the car and is greeted with much respect.

FRANK (V.O.)

Taking him to his meetings...

Young Frank watches the meeting from a discreet distance.

CUT TO:

FLASHBACK, DEL MAR RACEWAY

Young Frank stands behind Bap in his box at the race track.

(CONTINUED)

CONTINUED:

FRANK (V.O.)

Taking him to watch his horses
run...

Young Frank takes the opportunity to chat up a few YOUNG LADIES nearby. He helps them with their Racing Form.

CUT TO:

FLASHBACK, THE SURF CLUB

Young Frank leads Bap, who is with a young KNOCKOUT WOMAN, and Nick Locicero and his DATE, and another wiseguy JIMMY FORLIANO and GIRLFRIEND, across the swinging supper club.

FRANK (V.O.)

Sometimes I was even useful...

Young Frank reaches a prime booth that is occupied by a slick young BUSINESSMAN and his DATE.

Young Frank leans down and whispers in his ear, points over at Bap and his party. The Businessman shakes his head.

Young Frank gets a hold of the Businessman by the collar and TOSSES him out of the booth onto the floor.

Bap and his crew LAUGH as the Businessman scuttles away.

Bap and his crew take the booth while the Businessman and his Date try to regain their dignity over at the bar.

Bap grabs Young Frank by elbow and points at the Businessman.

AT THE BAR:

Young Frank steps up carrying a bottle of champagne. He offers the bottle and a HANDSHAKE to the Businessman.

FRANK (V.O.)

All in all, it was a good summer.
A lot better than cleaning out the
scuppers. And a lot less dirty...

CUT TO:

FLASHBACK, GIGI'S STRIP CLUB

The place is closed for business. Tables and chairs are UPTURNED, glasses and bottles SMASHED.

FRANK (V.O.)

Until the last week in August.

The owner, GIGI PATRAGLIA, is disheveled, upset, and sports a black eye as he leads Bap through the place. Young Frank follows a few paces behind.

BAP

So what happened, Gigi?

GIGI

This guy, this sonofabitch, DeSanto tells me I have to pay him half my take, or he's gonna run off my dancers...

They reach a place by the edge of the stage that is COVERED WITH BLOOD.

GIGI

I told him I never had a partner. That we...

Gigi indicates Bap.

GIGI

...were friends. Still nothing. The guy comes back. He starts waving a gun around. My bouncer's in the hospital, and one of my girls caught a round in the lung.

He points to the blood.

GIGI

She died. The girl died, Bap.

Gigi collapses into a seat.

GIGI

What'd she do? She never hurt anybody. She never hurt anybody.

BAP

This DeSanto shot a woman?

(CONTINUED)

CONTINUED:

Bap shakes his head.

CUT TO:

BAP'S CAR

A dark night. Young Frank behind the wheel. Bap is in the back.

BAP

Turn up there.

Young Frank turns into...

A VACANT LOT

There is another car, a Cadillac, parked ahead.

YOUNG FRANK

What's up, Bap?

Young Frank stops. Bap opens his door.

BAP

Wait here.

Bap goes to the Cadillac. Nick Locicero gets out and lets Bap take his place in the back.

INSIDE THE CADILLAC: In the back seat, is DESANTO, a big, tough man, who has been badly BEATEN and is currently crying.

Young Frank strains to see what's going on when a Lincoln pulls in behind Frank, boxing him in.

Headlights wash over Young Frank's scared face.

Up ahead in the Cadillac, a PAIR OF MUZZLE FLASHES.

Startled, Young Frank goes to start the car, but his hand is shaking too badly to turn the key.

Appearing at the window are: Jimmy Forliano and another man, YOUNG MIKE PELLA.

FORLIANO

Easy, kid.

YOUNG FRANK

I didn't see anything.

(CONTINUED)

CONTINUED:

The Cadillac's door opens and Bap gets out. He returns to his car.

Bap extends a GUN to Young Frank.

BAP

That cocksucker DeSanto had to go...You gotta put a couple in him too.

YOUNG FRANK

That's okay--

BAP

No, you gotta. This boat, we got to be in together.

Young Frank takes the gun, walks to the car, Bap next to him.

YOUNG FRANK'S POV: DeSanto, shot dead and bloody in the back of the car.

BAP

I like you, kid, I don't want to have to leave you here with him.

Bap walks away. Young Frank raises the gun, his hand wavering.

Young Mike Pella walks up next to Frank.

YOUNG MIKE

Your first one?

YOUNG FRANK

Yeah.

YOUNG MIKE

I'll help you. It's easier than you think.

Young Mike steadies Young Frank's gun hand.

YOUNG MIKE

Now just pull the trigger.

The gun JUMPS. Young Frank fires twice. DeSanto's body JOLTS. Young Mike FIRES his own gun into DeSanto.

YOUNG MIKE

Now we're in it together too, you and me.

(CONTINUED)

CONTINUED: (2)

Young Mike and Young Frank head back to Bap's car.

YOUNG FRANK
Thanks for helping me.

Young Mike offers a hand.

YOUNG MIKE
Forget about it. Mike Pella.

They shake.

YOUNG FRANK
Frank Machianno.

At DeSanto's Car: Bap steps up, opens his fly and PISSES
on DeSanto's body.

BAP
That's for the girl.

He zips up and heads back to his car.

FORLIANO
We'll take it from here, boss.

Locicero nods too.

FRANK (V.O.)
The next day Bap took seventy-five
percent of Gigi's strip club--and
he had first dibs on every girl
who worked there. That's how it
is: a wiseguy never does anything
unless he can get something for
himself in the process.

Young Frank gets behind the wheel and starts it up.

BAP
Always drive the speed limit
leaving a job. Last thing you
want is to get stopped for
speeding, you get a cop putting
you near the scene...

The car joins the flow of traffic.

(CONTINUED)

CONTINUED: (3)

FRANK (V.O.)
And so began my training, which
continued a few months later when
I got drafted and became a
Marine...

CUT TO:

PRESENT, SAN DIEGO BEACH

As darkness fades into morning, Frank rides the current,
negotiating rocks along the shore. He manages not to get
pounded and pulls himself out of the water.

ON: Frank, breathing hard, already beginning to shed the
wet-suit.

FRANK (V.O.)
Every prudent professional hit man
has a spider hole...

CUT TO:

NARRAGANSETT STREET

A small apartment building.

FRANK (V.O.)
And I'm nothing if not prudent...

Frank walks up, keys his way in.

FRANK (V.O.)
Nobody knows about this place--not
Patty, not Donna, not Jill.
Nobody...

SPIDER HOLE

SERIES OF SHOTS: Frank enters a clean, spare apartment.

--Frank under a hot shower.

--He puts on a thick sweatshirt and sweatpants

--He opens a safe in the closet and takes out: cash,
Arizona Driver's License, Amex Gold Card, and Visa Gold
Card all under the name 'Jerry Sabellico.'

--He checks a new, clean S&W .38.

(CONTINUED)

CONTINUED:

--From a crawl space, Frank pulls out a Beretta SL-2 sawed-off shotgun.

FRANK (V.O.)
When you're on the run your
options seem limitless, but your
first move dictates everything...

Frank climbs into bed, sets the guns close by, and turns off the light.

FRANK (V.O.)
A tired body and a fatigue-foggy
head will get you killed. To
think and act sharp, you need
sleep. Comes down to will--
turning off the paranoia, thinking
rationally. An amateur will lie
awake all night, starting at every
noise. I've hunted enough guys to
know all the traps that I gotta
avoid...

ON: Frank, as he closes his eyes.

CUT TO:

FLASHBACK, GUADALAJARA AIRPORT

Frank, 50ish, is at the cab stand talking to CABBIES.

FRANK (V.O.)
Their own heads can be their worst
enemies...

Frank shows a PHOTO to a Mexican CABBIE.

FRANK (V.O.)
They think, just cross some
border, it's easy to disappear...

PHOTO: A 30ish MAN, in a suit with open collar, at a Vegas hotel pool.

FRANK (V.O.)
It isn't. It's hard and
expensive...

The Cabbie is noncommittal. Frank hands him a WAD of PESOS.

(CONTINUED)

CONTINUED:

FRANK (V.O.)
And you can always out-spend 'em
Bap called it 'flushing the bird.'

Now the Cabbie nods.

CUT TO:

FLASHBACK, MAZATLAN MARKETPLACE

A cafe on the edge of the market. Frank sits sipping a coffee.

FRANK (V.O.)
As the chase continues, a
connection develops between hunter
and prey. You track a guy long
enough, you get to know him...

He shows the photo to a cafe MANAGER, who also accepts a
bribe and points to a MOTEL across the square.

CUT TO:

FLASHBACK, MOTEL

Frank over-tips a MAID who shows him into a basic room.

FRANK (V.O.)
You're on the same road, so you go
to the same places, eat the same
food, share the same experience.
You connect. You almost become
him...

He lays on the bed, looking around, considering the man
who was there before him.

CUT TO:

FLASHBACK, COZUMEL

Frank moves down a crowded street.

FRANK (V.O.)
Eventually the string runs out.
The options are no longer radial,
they're linear...

Up ahead at a cheap cantina the MAN FROM THE PHOTO,
sitting nervously at an outdoor restaurant, SEES FRANK.

(CONTINUED)

CONTINUED:

FRANK (V.O.)

What starts on jets goes to taxis.
Then, eventually, buses. The
rooms get cheaper and cheaper...

The Man gets up and runs. Frank doesn't even run after him, just picks up his inexorable pace.

CUT TO:

FLASHBACK, FISHING VILLAGE

Frank gets off a rusting bus amidst a group of LOCALS.

CUT TO:

FLASHBACK, DIRT ROAD

Frank walks slowly up the road and reaches a tiny fishing shack.

FRANK (V.O.)

They worry and worry and chew on
their own insides, until, when you
do track them down, they're almost
grateful...

Sitting outside, gaunt and spent, is the Man from the photo. He's got no more run left in him.

MAN

I've been waiting for you.

Frank reaches him.

MAN

I mean, you're the guy, aren't
you? The guy they sent?

Frank nods.

FRANK (V.O.)

By this time, they've been killed
so many times in their minds that
the real thing is almost a relief.

MAN

It's the bullet I'm afraid of.
The thought of it smashing in my
head.

(CONTINUED)

CONTINUED:

FRANK

You won't feel anything.

MAN

It's just the thought--you know,
my head blown away.

FRANK

That doesn't happen.

FRANK (V.O.)

I know I should do it now, before
he can tell I'm lying...

MAN

I have some pills. Tranquilizers.
I think I have enough.

FRANK (V.O.)

Bap said: you don't need to give
them last words or last rites.
You ain't a warden or a priest.
Get in, do the job, get out...

Frank nods again.

FRANK

I'll have to stay with you.

MAN

That would be okay.

CUT TO:

FLASHBACK, SEA SIDE

They sit side by side in the sand.

The Man swallows handfuls of pills with a bottle of
Vodka.

MAN

(already slurring)
It's beautiful...

He and Frank look out over the water.

The Man falls backward onto the sand, unmoving. Frank
feels for a pulse at the Man's neck for a moment, then
removes his hand.

(CONTINUED)

CONTINUED:

FRANK (V.O.)

Every day you're on the run, no matter how strong you start out, you get a step closer to being him. Hoping to just see it coming. Begging for it to end quietly...

CUT TO:

PRESENT, BLOOMFIELD HILLS COUNTRY CLUB

SUPERTITLE: Detroit. A snow-covered golf course.

CUT TO:

INSIDE THE CLUBHOUSE

Emimen's "Lose Yourself" blasts through the headphones of JAMES 'JIMMY THE KID' GIACAMONE as he walks through the empty dining room. He is Mouse Jr.'s age, but he's no joke--his clothes show an urban sophistication and his manner is prison-tough.

He reaches a pair of old-school serious guys, TONY and BILLY "JACKS" GIACAMONE. He sits and removes his earphones.

TONY JACKS

Hey, Jimmy The Kid.

JIMMY THE KID

Uncle Tony. Pop.

BILLY JACKS

You heard from Vince yet?

JIMMY THE KID

No. B company ain't coming back.

TONY JACKS

What do you suggest?

JIMMY THE KID

I think I need to go do this myself. I need to go kill Frankie Machine.

The men don't agree right away.

(CONTINUED)

CONTINUED:

JIMMY THE KID

You've told me that certain people are expecting this to be taken care of. That you're under pressure. Let me alleviate the pressure.

TONY JACKS

Frankie Machine is as serious as they come, Jimmy.

JIMMY THE KID

I know that. Don't you always say I'm the only one of your nephews who listens to your stories?

The old men look to one another.

BILLY JACKS

You don't have to prove yourself like this, son.

JIMMY THE KID

The things you did to get where you got--I gotta do those things too. It's what you've always told me: you ain't the man until you beat the man.

The old men finally nod. Jimmy stands to leave.

JIMMY THE KID

Can you give me some more specifics on why our important friends want him to go?

TONY JACKS

Don't ask that, kid, 'cause if you find out the answer, you're gonna end up on the same list the Machine's on.

BILLY JACKS

All you need to know is: we get rid of this guy, the dominoes start to fall. Before long our west coast strip clubs start operating freely again.

Jimmy the kid takes this in, looks back to his uncle and father and walks out the door.

CUT TO:

THE SURF

SURFERS ride big morning storm-made waves. Dave Hansen is amongst them. He looks around for Frank, who is nowhere to be seen.

CUT TO:

SPIDER HOLE

Frank is in the kitchen, shaking his head as he stirs Taster's Choice instant into a cup and chews on a granola bar.

FRANK (V.O.)

Part of getting old--you don't even realize how used to the comforts you get, how the closer you get to the end, the more things matter...

Frank dials the phone.

FRANK

Patty, it's Frank.

PATTY (V.O. PHONE)

I recognized the voice.

FRANK

I was thinking you haven't been up to visit Celia lately.

PATTY (V.O. PHONE)

You hate my sister.

FRANK

Go to her.

PATTY (V.O. PHONE)

Are you okay?

FRANK

Go to her.

PATTY (V.O. PHONE)

How long?

FRANK

I don't know. Go pack.

He hangs up. Dials another number.

(CONTINUED)

CONTINUED:

JILL'S VOICE

Hey, I'm off skiing at Big Bear.
Aren't you jealous? Be back next
week. Call my cell if you need
me...

Frank dials another number, re-thinks it and hangs up.

CUT TO:

RUNNING TRAIL

The path circles a golf course. JOGGERS and CYCLISTS get
their exercise.

Donna, in lycra and headphones, slows and begins cooling
down when Frank steps out from behind some trees.

Donna JUMPS when she sees him.

DONNA

Jesus, Frank!

She pulls off her headphones.

FRANK

You need to go someplace where no
one will know you.

DONNA

Frank, this is weird. What's
going on?

FRANK

Remember when we met in Vegas, I
said I was just weekendening--

DONNA

You weren't.

FRANK

No. There was more to it. I
had...business. I thought it was
all finished. I was wrong.

Surprise and emotion cloud her face.

DONNA

How will I reach you?

FRANK

I'll reach you.

(CONTINUED)

CONTINUED:

DONNA
How long should I stay away?

FRANK
Until you hear my voice. Me,
nobody else.

She nods.

DONNA
I can go to--

FRANK
Better I don't know where.

She nods again. He embraces her.

FRANK
Sorry, baby.

DONNA
Business...?

FRANK
It's not something I could tell
you. Everything else between us
was the truth.

A beat.

DONNA
I believe you.

They separate. He starts to walk away, turns back.

FRANK
As soon as I can, Donna.

CUT TO:

BAIT AND TACKLE

Dave Hansen appears as Abe is locking up.

HANSEN
Where's your boss? He missed the
best waves of the year.

KID ABE
He called, said take a few days
off.

(CONTINUED)

CONTINUED:

HANSEN

Frank said take a few days off?

KID ABE

That's what he said.

Hansen puzzles over this when his cell phone rings.

HANSEN

Hansen...

CUT TO:

POINT LOMA BEACH

The southernmost spot before Mexico. Vince Vena's fish-gnawed body lays on shore.

There is LAW ENFORCEMENT activity around it, including Dave Hansen and a few JUNIOR AGENTS, including a well-dressed blonde haired young agent, TROY VAUGHN.

HANSEN

Another few feet this would've been a Mexican problem.

Hansen talks to a POLICE SERGEANT.

POLICE SERGEANT

We didn't touch it. Your jurisdiction.

HANSEN

Thanks.

POLICE SERGEANT

Haven't had any missing persons reports. Usually do in a drowning.

TROY

You think it's a drowning, Mr. Hansen?

HANSEN

Troy, I told you to make it 'Dave.'

TROY

Sorry.

HANSEN

He didn't drown. He's not blue.

(CONTINUED)

CONTINUED:

Hansen squats, opens Vena's jacket and sees the large ENTRANCE WOUND. Troy looks ill.

POLICE SERGEANT

Probably a dope run gone wrong.

Hansen rifles Vena's pockets.

HANSEN

Probably. No I.D. Something familiar about the guy though. Check his prints against the O.C. files.

Another Junior Agent pipes up.

JUNIOR AGENT

That G-Sting witness has been 441 since yesterday. Could that be him?

HANSEN

Tony Palumbo? Not unless he went on a crash diet or the fish ate two hundred pounds of him.

CUT TO:

THE PCH

Frank drives North in a rented Ford Taurus.

FRANK (V.O.)

Bap taught me there are five things that give you an opening: carelessness, fatigue, habits, money, and sex. That's it. That's the list. The one I have to avoid if I want to stay alive. But I don't figure Mouse Junior for that kind of discipline...

Frank drives on.

CUT TO:

CHATSWORTH

Frank drives down the street.

(CONTINUED)

CONTINUED:

FRANK (V.O.)

The San Fernando Valley is the
porn capital of the world. You
can't bounce a tennis ball in the
Valley without hitting a bare ass
waiting to go on set...

He makes a turn.

FRANK (V.O.)

One call to Golden Productions as
'the caterer' for the shoot gets
me the address...

CUT TO:

HILLSIDE HOMES

Frank, parked, looks through binoculars.

BINOCULAR POV: On a back patio a blonde FEMALE PORN STAR
does a scene on a chaise lounge with a MALE STAR. When
it ends, Mouse Junior steps out with a bathrobe for her.

FRANK (V.O.)

I guess chivalry ain't dead after
all...

Mouse Junior and the Porn Star leave the set together.

CUT TO:

AN APARTMENT BUILDING, LATER

Mouse Junior's yellow Hummer pulls up and he and the Porn
Star enter the building.

Frank rolls up and parks. He sits and waits.

FRANK (V.O.)

In the old days, if a boss's son
was paying court, as it were,
there would've been guys out on
the street, waiting, getting his
back. Not now...

After a long moment, Frank goes to the Hummer and opens
the door. The car ALARM goes off, but no one pays
attention.

(CONTINUED)

CONTINUED:

FRANK (V.O.)
One mistake is enough, but mark
Mouse Junior down for three:
carelessness, habits, and sex...

Frank pops the hood and rips out a wire, silencing the alarm.

He gets in the back seat of the Hummer and lays down.

CUT TO:

THE HUNNYBEAR

An upscale strip club with a sparse daytime crowd.

Dave Hansen strides through toward the back.

CUT TO:

BACK OFFICE

Hansen walks in on TEDDY MIGLIORE, a silk shirt, gold chain guy. Two of his BOYS lounge on a couch

MIGLIORE
My lawyer'll be here in five minutes.

HANSEN
I'll be gone by then. I won't spend a second longer in this rat trap than I have to. Not that it'll even be here a few months from now, once the court orders start flowing and the seizures begin.

MIGLIORE
Something won't be around a few months from now, but The Hunnybear'll be standing proud.

HANSEN
Really?

MIGLIORE
Yeah. I got a feeling.

Hansen tries to read him.

(CONTINUED)

CONTINUED:

MIGLIORE

Now what do you want? I don't deserve this harassment just because I'm a Migliore.

HANSEN

I got a dead body I have a feeling you'd recognize, and Tony Palumbo is missing.

MIGLIORE

Follow a trail of Twinkie wrappers, you should find him.

HANSEN

Did you kill him?

MIGLIORE

Jumping to conclusions there--that he's dead. That I did it. That I'd even want him dead.

Hansen JERKS Migliore out from behind the desk. The two Boys JUMP up from the couch. Hansen turns to them.

HANSEN

Why don't you? I'm in an ugly mood and I haven't gotten my exercise today.

The Boys size him up and back off.

HANSEN

If I find out you did Palumbo, I'll be back, and we won't be talking.

MIGLIORE

You threatening me?

HANSEN

Damn right.

MIGLIORE

I'll sue your ass.

HANSEN

Your estate will sue my ass.

Hansen heads for the door.

MIGLIORE

You're looking at the wrong people for this...

(CONTINUED)

CONTINUED: (2)

Hansen stops.

MIGLIORE

Piece of work gets done around
here, you might want to be looking
for your surfing buddy.

ON: Hansen.

CUT TO:

FRANK'S HOUSE

Dave Hansen, in street clothes, arrives and looks in the
window, tries the front door--locked--checks Frank's van.

CUT TO:

BOUTIQUE

A small, high-end ladies clothing store in an outdoor
mall. 'Chez Donna' written in pink script across the
window. A 'closed' sign also hangs in the window.

Hansen peers inside.

A neighboring STORE OWNER approaches.

STORE OWNER

Donna closed for a few.

HANSEN

She say why?

STORE OWNER

Nope. Just asked me to collect
her mail and packages.

On Hansen, his concern growing.

CUT TO:

VICTORIAN HOUSE

Hansen knocks on the front door of Patty's place. No
answer. Hansen doesn't like it a bit.

CUT TO:

APARTMENT BUILDING

Mouse Junior exits the apartment building whistling and gets in his car.

Frank pops up and puts his gun to the back of Mouse's head.

FRANK

Here we go again. Hands on the ceiling. Hard.

Mouse Jr. complies. Frank reaches over and takes a gun out of the kid's waistband.

MOUSE JUNIOR

Please don't kill me, Mr. Machianno.

FRANK

When I want you dead, you won't have the chance to ask.

MOUSE JUNIOR

You don't know how shocked we were when that shit went down on the boat--

FRANK

Quiet. Let's go see Daddy.

Mouse Jr. starts the car and they pull out.

CUT TO:

A CAR SALVAGE YARD, DEERBORN, MI

Jimmy the Kid walks into a chop shop where a group of guys 'The Wrecking Crew' sit and play cards. They are: PAULIE, JOEY, TONY, JACKIE and finally, CARLO MORETTI, distinct from the rest because he's 15 YEARS OLDER.

In the background LATINOS work on cars.

JIMMY THE KID

Call your cousin Lenny and that kid Anil to come run the shop for a few days, a week.

They look to him.

(CONTINUED)

CONTINUED:

PAULIE

He's ours?

Some high fives around the table.

JIMMY THE KID

This bull elephant is mine, you
get to come with.

CARLO

You want to be out front, be my
guest. With Frankie Machine--you
fuck up, you become his trophy.

JIMMY THE KID

The only kind worth bagging.

CUT TO:

COFFEE HOUSE, WESTLAKE VILLAGE

Mouse Jr. dials a number on his cell phone, hands it to
Frank, then pulls into a back parking lot. Frank sinks
down low in the backseat.

FRANK

(into phone)

Mouse. Come outside.

MOUSE SR. (V.O. PHONE)

Frank? Blast from the past--

FRANK

I have a gun pressed to your kid's
back and I'll pull the trigger
unless you're out here in ten
seconds.

MOUSE SR.

What are you, drunk?

FRANK

One...

MOUSE SR.

Frank, what the fuck is wrong with
you?

FRANK

Two...

(CONTINUED)

CONTINUED:

MOUSE SR.

I'm looking out the window, I see
Junior sitting in his car alone.

Frank puts the phone at Mouse Jr.'s ear.

FRANK

Tell him.

MOUSE JUNIOR

Dad? He's here. In the backseat.
He has a gun.

Frank takes the phone back.

FRANK

That was three, four and five.

MOUSE SR.

Is this a kidnap thing?

ON: Frank. Does Mouse Sr. not know?

FRANK

Six.

MOUSE SR.

I'm coming out!

The back door of the coffee house swings open. MOUSE
SR., stocky old wiseguy, his brother CARMEN, ROCCO MELI,
old school hitter, and a younger guy JOEY FIELLA.

They all spread out, though no one produces a gun.

FRANK

Put down your window a crack.

Mouse Jr. does so.

FRANK

Pete, you know your son could be
dead already if that's what I was
about here.

MOUSE SR.

Take it easy, Frank

FRANK

I'm taking it easy. You do the
same and just listen. We've had
some bad misunderstanding, Pete,
to lead you to think you had to
have me clipped.

(MORE)

(CONTINUED)

CONTINUED: (2)

FRANK (CONT'D)

If you think I'm going to flip on you for anything I may have heard about. Or anything I might have done for you--you're wrong. I haven't been arrested or indicted, and if I had, I'm no rat.

MOUSE SR.

I never thought you were. What the fuck are we talking about?

FRANK

The little sit-down with Vince Vena on the boat? Tell Joey to stop working his way around the other side of the car.

ON: Joey Fiella, trying for an angle.

MOUSE SR.

Joey, stand still.

Joey freezes.

FRANK

(to Mouse Jr.)

He doesn't know?

Mouse Jr. shakes his head.

FRANK

Then tell him.

MOUSE SR.

Tell me what? What did you fuck up now?

MOUSE JUNIOR

Travis and I were working this porn deal--

MOUSE SR.

You fucking asshole--

MOUSE JUNIOR

I was trying to make some money, dad! Trying to earn. And I was. I was making so much fucking money that the Detroit guys found out--

MOUSE SR.

What did you do, Junior?

(CONTINUED)

CONTINUED: (3)

MOUSE JUNIOR

They just wanted me to set up a meeting. That's all. I didn't know they were gonna kill him. I swear I didn't know. They just said if I got him to the meeting I could keep my business.

Mouse Sr. takes it in. Turns to Frank.

MOUSE SR.

Frank, I'm sorry. I didn't know.

FRANK

Baloney. Detroit would never come onto your turf and clip a guy without your signing off on it--

MOUSE SR.

Yes, they would. That's the way things are now. If I was earning for 'em, it might be different. But since G-Sting the Feds slapped padlocks on my clubs. It's all changed. It's not like it used to be.

FRANK

Right.

MOUSE SR.

So where are we now, Frankie?

Mouse Sr. turns to his son.

MOUSE SR.

This man's within his rights to kill you.

And back to Frank.

MOUSE SR.

You have a daughter, Frank. You know how it feels. You want me to give him a good beating, I will. But let him go, please. Father to father, I'm begging you. I'm humbling myself.

Frank raises the gun behind Mouse Jr.

(CONTINUED)

CONTINUED: (4)

FRANK

Who? One chance to tell me the truth--who came to you? Who told you to put me on that boat?

MOUSE JUNIOR

Heaney. The chef. John Heaney.

ON: Frank, absorbing the betrayal.

FRANK

Get out of the car.

Mouse Jr. gets out, and Frank slides into the driver's seat and TAKES OFF.

MOUSE SR.

Kill that cocksucker!

Before he's even out of the lot Joey Fiella and Rocco are pulling guns and scrambling into a car.

REARVIEW MIRROR: Frank sees Mouse Sr. SMACK Mouse Jr. in the head.

CUT TO:

CAR CHASE

Frank PUSHES the yellow Hummer through local streets.

Joey Fiella, Rocco Meli next to him, RACES after him in a Mustang.

CUT TO:

101 FREEWAY SOUTH

Fiella CRANKS the wheel on the Mustang and barely handles the turn onto the Freeway on-ramp.

He sees that the yellow Hummer hasn't--its front end is CRUMPLED against a light pole. The engine smokes.

Fiella stops ten yards back.

MELI

Junior's going to be pissed about the car.

FIELLA

Fuck him.

(CONTINUED)

CONTINUED:

They get out of the car, guns in hand.

MELI
Piece of luck, huh?

FIELLA
Yeah, but which kind?

They advance with care on the Hummer.

MELI
Careful, he could be playing
possum in there.

This makes sense to Fiella, who OPENS FIRE on the
driver's door and window.

They creep up on the blown out window and peek in. No
Frankie Machine.

There is the ROAR of an engine as Frank, now behind the
wheel of Fiella's Mustang, takes off.

FRANK (V.O.)
Imagine, this is what passes for
'soldiers' these days.

Fiella and Meli watch it go.

FIELLA
Shit.

FIELLA'S MUSTANG

Frank checks them in the rear view mirror.

FRANK (V.O.)
You're younger, maybe you kill
'em, 'cause your blood is up.
Now, you know the less killing the
better.

Frank drives on.

CUT TO:

FBI OFFICE

Dave Hansen sits through files at his desk. Troy, the
young agent, approaches.

(CONTINUED)

CONTINUED:

TROY

We have an ID on our floater.
Prints hit against the Organized
Crime file. How'd you know?

HANSEN

I didn't know. It was a hunch.

TROY

Amazing--

HANSEN

You gonna give me the ID?

Troy quickly shows him the file.

TROY

His name's Vince Vena. He--

HANSEN

Thank you. I know who he is.

Hansen looks at the file.

HANSEN

Question is: why is Detroit
muscle in California?

TROY

Vacation?

HANSEN

Well how do you think he liked it?

Hansen leans back.

HANSEN

Get a license plate number and
registration for a Machianno,
Patricia, and start looking for
the vehicle. Try the airport.

TROY

What file should I--

HANSEN

You don't! Don't open a file.
Just do what I ask.

TROY

Yes, sir.

HANSEN

And don't call me sir.

(CONTINUED)

CONTINUED: (2)

TROY

So--

Hansen holds up a hand.

HANSEN

And please don't apologize

CUT TO:

OUT BACK, CHARLIE'S BY THE SEA

It is dark in the alley when John Heaney steps out lighting a cigarette. He leans against the dumpster.

Before he even gets it lit, he's choking as an arm comes across his throat and he is LIFTED off his feet.

FRANK

I thought we were friends, John.

JOHN

Oh shit.

FRANK

Mouse Jr. gave you up. What was it? I give you a bad fish delivery?

JOHN

Oh shit.

FRANK

You'll have to do better than that.

The back door of the restaurant OPENS. Frank JERKS John into the dumpster, and puts his gun barrel against John's temple.

FRANK

(whispers)

Go ahead and yell.

John shakes his head. Whoever was outside, re-enters the restaurant.

FRANK

Good decision. Now make it two in a row. Who got you to set me up?

JOHN

Nobody.

(CONTINUED)

CONTINUED:

FRANK

John, you're a mediocre cook and a night manager at a tit joint. You don't have the swag to order a hit. And the next lie you tell me, I swear, I'll pop you and leave your body here in the garbage where it belongs.

JOHN

I didn't want to. They said they could help me.

FRANK

Who, John? Who came to you?

JOHN

Teddy Migliore.

FRANK

And he was gonna help you with what?

JOHN

G-Sting. I was indicted. I was the bagman. I brought cash to be laundered to a cop. He was undercover. I...I...

FRANK

Spit it.

JOHN

I was getting worked by both sides. The Feds wanted me to flip, Migliore's bunch was gonna whack me. But then they said if I could get Mouse Junior to get you on that boat with Vince, that they could get me off the indictment, or pardoned.

FRANK

You believed that crap? How're wise guys gonna get you a pardon?

JOHN

I don't know, Frank, I was desperate. I'm sorry.

Frank lowers his gun.

(CONTINUED)

CONTINUED: (2)

FRANK

I'm going to leave you now,
Johnny. You lie here for five
minutes before you get out. If
you feel bad about what you did,
you'll wait an hour before calling
Migliore. If you don't, well,
there's nothing I can do about it.

Frank releases his hold on John and gets out of the
dumpster.

CUT TO:

OUTSIDE THE HUNNYBEAR

Frank, wearing an overcoat, stands outside the club,
waiting for it to close.

FRANK (V.O.)

If Teddy Migliore wants me out of
the picture, it means San Diego
and Detroit wants me out of the
picture--it's not good news...

A few DANCERS in street clothes are let out by a large
BOUNCER.

FRANK (V.O.)

Most guys in my position would
run. And that's what they'll be
counting on.

As the Bouncer goes to lock the door, Frank steps in.

The Bouncer SWINGS at Frank, who ducks the punch and
produces a BASEBALL BAT from under his coat. Frank
CRACKS the Bouncer in the shins.

The Bouncer collapses and Frank enters.

THE HUNNYBEAR

One of Migliore's Boys rushes Frank. Frank BUTTS him in
the solar plexus with the blunt end of the bat, then
swings the handle up CATCHING HIM under the chin.

Migliore's other Boy reaches under his jacket into
shoulder-holster territory. Frank SWINGS the bat,
BREAKING the man's wrist.

(CONTINUED)

CONTINUED:

The BARTENDER vaults over the bar with a nightstick, which he swings down at the back of Frank's head.

Frank turns, raises the bat horizontally blocking the shot, then THRUSTS the bat into the Bartender's nose.

Teddy Migliore, at the back of the room, has been rooted to his spot, but now turns to RUN.

Frank SLINGS the bat low, catching Migliore across the ankles. Migliore goes DOWN.

Frank jumps on Migliore's back, SMASHING his face into the tile.

Police SIRENS begin to wail in the near distance.

Then Frank brings Migliore's head back in a CHOKE HOLD.

FRANK

What did I ever do to you? Huh?

What did I ever do to you?

MIGLIORE

Nothing. I just got the word is all. You know how it works--

FRANK

Who gave the word?

Frank increases the neck pressure. The sirens get louder.

MIGLIORE

Vince Vena.

FRANK

Why?

MIGLIORE

Don't know. He just told me to deliver you.

Frank practically chokes him out.

MIGLIORE

Okay! Alright! Vince said: with you out of the picture, the strip clubs would be back up and running full speed.

FRANK

I was never even involved in the clubs.

(CONTINUED)

CONTINUED: (2)

MIGLIORE

I don't know, Frank. He just said
you had to go.

Frank chews it over, but police cars arrive outside,
their lights painting the windows.

POLICE BULLHORN

Come out with your hands where we
can see them!

Frank RUNS for the back door. The answering machine in
Migliore's office records:

JOHN (V.O.)

...Teddy, it's me John...

Frank continues out the back door and into the night.

The POLICE burst in to find everyone laid out, and
Migliore checking his nose.

MIGLIORE

Took you long enough, the money we
pay you.

COP

Did you recognize the attacker?

MIGLIORE

None of us saw nothing...

CUT TO:

A STREET

Frank slows down from a jog, and moves toward his rental
car.

FRANK (V.O.)

So Vince Vena, the Migliores--
Detroit--have something to gain
with Frankie Machine gone...

Frank gets in and pulls out.

FRANK

If I'd crossed 'em, I'd look to
make it right. Problem is: I
can't think of what I did to 'em,
only what I'd done for 'em...

Frank drives down the street and makes a turn.

(CONTINUED)

CONTINUED:

FRANK (V.O.)
And it had something to do with
strip clubs. I guess in truth I
did have some involvement with the
clubs...

As a passing bus wipes frame...

CUT TO:

FLASHBACK, SAN DIEGO BUS STATION

A mid 1960s bus drives away to reveal Young Frank, in his
Marine uniform, medals on his chest, no longer an
innocent.

FRANK (V.O.)
Two years in-country as a sniper.
The irony of it--Uncle Sam gave me
my training...

He shoulders his duffle bag and crosses the street.

FRANK (V.O.)
But two years later my options
were still the same: hitch on
with a tuna boat, or...

CUT TO:

FLASHBACK, GIGI'S STRIP CLUB

Young Frank walks in to see Gigi Patraglia, sweating,
crossing from the back carrying cases of liquor.

Sitting in a prime booth is Bap, talking to a young
DANCER. Young Mike Pella is at a nearby table with Nick
Locicero and Jimmy Forliano.

They all turn and see Young Frank.

YOUNG MIKE
Ho, welcome home, hero.

Young Mike jumps up and shakes hands with Young Frank.

BAP
Get out of that uniform. You
don't work for them anymore.

(CONTINUED)

CONTINUED:

Young Frank arrives in front of Bap and nods. Bap looks weary, aged, even though it's only been a couple of years. He turns to the Dancer.

BAP

Leave us alone sweetheart, we've got business to discuss.

As she gets out of the booth...

FRANK (V.O.)

Despite Bap's smile, the past two years weren't all good for him. He was facing a string of indictments...

CUT TO:

FLASHBACK, EMPTY APARTMENT

Young Frank, in civilian clothes, and Young Mike are holed up in a room that overlooks an apartment complex courtyard.

FRANK (V.O.)

And he wasn't in the mood to answer 'em in court.

They sit on folding chairs, fast food wrappers littered all around.

YOUNG MIKE

We're kind of like cops.

YOUNG FRANK

How do you figure?

YOUNG MIKE

I mean, this is what they do, right? Stakeouts.

YOUNG FRANK

I guess.

YOUNG MIKE

There he goes...

ANGLE ON: A thin, dark haired man, JEFF ROTH, in running clothes crosses the courtyard to go for a jog.

YOUNG FRANK

That's Tony Star?

(CONTINUED)

CONTINUED:

YOUNG MIKE

'Jeff Roth' now that he's in the program. He used to say Bap was like a father to him when he was shy'ing money outta the back of Bap's clubs. Fucking rat.

Young Mike appraises Roth at long distance.

YOUNG MIKE

Hey, could you take him from here?

YOUNG FRANK

I could take him from a half mile. But in 'Nam you don't have to worry about getting away from the cops.

YOUNG MIKE

We could get him out on his jog.

YOUNG FRANK

Yeah, we'd blend right in. Pull pieces out of our track suits.

Young Mike checks his girth, laughs.

YOUNG FRANK

Besides he'd recognize you.

YOUNG MIKE

That's why we got you here. And you gotta think of something quick. 'Cause he goes, or we do. That's how it works...

DISSOLVE TO:

FLASHBACK, EMPTY APARTMENT

It is dark now. Young Mike is in the bathroom with the door swung half open.

Young Frank, bleary eyed, peers out the window.

ANGLE ON: A PIZZA DELIVERY KID approaches the gate carrying a pizza box.

Young Frank raises binoculars. He sees the Delivery Kid's finger go down the resident's list to 'Roth,' and buzz. A moment later he's buzzed in.

(CONTINUED)

CONTINUED:

YOUNG FRANK

What day is it?

YOUNG MIKE

It'll be next Tuesday by the time
I'm done in here. Goddamn fast
food--

YOUNG FRANK

What day is it, you animal? It's
Thursday, right?

YOUNG MIKE

Yeah, it's Thursday.

YOUNG FRANK

Same as the day after we started
and our friend had a pizza
delivered. He has pizza on
Thursdays.

There is a flush, and Young Mike appears.

YOUNG MIKE

That's a bad habit.

TIME CUT TO:

FLASHBACK, APARTMENT GATE

A Pizza Delivery Guy walks up to the gate. But under the
hat and behind the pizza box is Young Frank.

He finds 'Roth' on the buzzer.

ROTH (V.O. INTERCOM)

Yeah?

YOUNG FRANK

Pizza.

The BUZZER sounds and Young Frank is in.

FLASHBACK, APARTMENT HALLWAY

Young Frank knocks on a door. It opens to reveal Jeff
Roth.

ROTH

Where's the usual kid?

(CONTINUED)

CONTINUED:

YOUNG FRANK

Sick.

Young Frank hands over the pizza.

YOUNG FRANK

Six fifty.

Roth gives him SEVEN DOLLARS.

ROTH

Keep the change.

Young Frank's hand goes to his pocket.

FRANK (V.O.)

A fifty-cent tip. No self-respecting wiseguy in the world would give a fifty-cent tip. No wonder he flipped.

Young Frank pulls out a small SILENCED HANDGUN and FIRES three times into Roth.

Young Frank turns and walks quickly down the hall.

ON: The gun in his hand. A .22.

CUT TO:

FLASHBACK, APARTMENT GATE

Young Mike waits in the car. Young Frank gets in.

YOUNG MIKE

How'd it go?

YOUNG FRANK

Fine.

YOUNG MIKE

Fine? You just went in there, took care of the heavy lifting-- clean and jerk. Wiped out Bap's indictment. And all you got is 'fine?'

YOUNG FRANK

It went fine.

Young Mike puts the car in gear.

(CONTINUED)

CONTINUED:

YOUNG MIKE

You're a machine, you know that.
Frankie Machine.

YOUNG FRANK

Drive slow. That's the guy
Sinatra played in that movie. The
junkie?

YOUNG MIKE

Yeah, 'The Man With The Golden
Arm.' But you, you're the man
with the golden hand. Frankie
Machine...

They drive off into the night.

CUT TO:

FLASHBACK, OUTSIDE GIGI'S STRIP CLUB

A neon-lit night. Bap and his Crew lean against a brand
new Cadillac.

FRANK (V.O.)

Fact is: it didn't bother me much.
I'd done it for the government--
solved problems--and now I was
solving them for Bap...

Young Frank, in a suit, drives up with Young Mike. They
get out of the car and receive warm hugs from their boss.

FRANK (V.O.)

And Bap showed his appreciation a
lot better...

Bap moves his men away from the Cadillac and tosses Young
Frank THE KEYS. FREEZE FRAME.

FRANK (V.O.)

Which is why a year or so later I
hated to get the call from Detroit
that Bap had to go...

CUT TO:

FLASHBACK, THE STRAND, SAN DIEGO

It's a rainy night and no one is out, except Bap, lit in
a phone booth.

(CONTINUED)

CONTINUED:

FRANK (V.O.)

Turns out Jeffrey Roth wasn't the reason the Feds lifted Bap's indictment.

Young Frank moves through the rain, a shadowy figure.

FRANK (V.O.)

They had him boxed in, and Bap did what most did: he flipped...

Bap is facing away, feeding coins into the phone. Young Frank approaches.

FRANK (V.O.)

Bap taught me: always use a pay phone...

Young Frank reaches the phone booth. Bap turns, sees him. A moment of pleased greeting, then realization.

FRANK (V.O.)

Never count on someone else to do a job for you...

Young Frank raises a gun and FIRES.

FRANK (V.O.)

And 'never sign your work...'

Bap slumps to the floor, coins spilling around him.

FRANK (V.O.)

So even though I preferred a .22, this time I used a .25. Yeah, I learned a lot from Bap...

ON: The gun, as Young Frank walks away.

CUT TO:

PRESENT, A SMALL SEASIDE HOUSE

Frank walks up the path.

FRANK (V.O.)

There was plenty of loyalty toward Bap though...

Frank knocks on the door.

(CONTINUED)

CONTINUED:

FRANK (V.O.)
Some guys never believed he'd
agreed to testify.

The door is opened by a NURSE, who lets Frank in.

INSIDE THE HOUSE

Frank follows the Nurse through the house.

FRANK (V.O.)
Threats were made, things said.
But Detroit wouldn't let anyone
get retribution...

They exit into a small...

BACKYARD

On a small patch of grass the stooped and aged version of
Nick Locicero plays a feeble game of bocce alone.

FRANK (V.O.)
But after so much time, maybe the
sanctions had been lifted.

Frank approaches.

FRANK
Nick. Nicky, do you remember me?
Frankie Machianno...

Frank appraises Locicero--either the old man doesn't know
him or is acting like it.

FRANK
We used to work together. For
Bap.

Now Locicero lights up.

LOCICERO
Frankie, of course, you were a
real smooth driver. Smooth.

FRANK
You still in touch with anybody?
Jimmy maybe?

Locicero shakes his head vaguely.

(CONTINUED)

CONTINUED:

FRANK

Anybody come by, asking about me,
about the old days?

Locicero thinks for a moment.

LOCICERO

No. No nothing like that.

Frank looks closely at Locicero: his thick glasses,
spittle-wet face, soiled clothes.

FRANK

Nice spot you got here.

Locicero looks out over the ocean in the distance.

LOCICERO

Yeah...

Frank pulls out his .38. His back shields it from the
house. Frank raises it behind Locicero's head.

LOCICERO

I like it out here.

Locicero appears oblivious to the gun.

FRANK (V.O.)

If he's playing me, and there's
even a doubt, it's a mistake for
me to leave him alive...

A beat. Frank puts away the gun.

FRANK

Okay then, I'm gonna leave you
now.

As he goes.

LOCICERO

Bap always liked you. You were
his favorite.

Locicero gives him a lost smile. Frank heads for the
house.

CUT TO:

FRANK'S CAR

Frank gets in.

(CONTINUED)

CONTINUED:

FRANK (V.O.)

I'm still stuck with why Vince Vena wanted me dead. Not that it matters. Detroit was behind him and I took him out. Doesn't matter if it was self defense...

Frank starts to drive.

FRANK (V.O.)

They'll be coming in force. And they won't stop until I'm in the dirt...

Frank gets on the freeway.

FRANK (V.O.)

I have a war on my hands. And for a war you need resources. I've got a long drive ahead of me.

CUT TO:

COFFEE HOUSE, WESTLAKE VILLAGE

In the back parking lot, near a metal shed, a sedan and an SUV are parked with the Wrecking Crew sitting in them.

The shed door is open and Jimmy the Kid and Carlo stand next to Mouse Jr. and Jimmy Fiella.

ANGLE ON: A workbench with an array of handguns, shotguns, rifles.

MOUSE JUNIOR

All totally clean, untraceable.

JIMMY THE KID

My Uncle wasn't sure you guys could pull this together, but I said, 'no, even Mouse Junior won't fuck this up. Not when we're only out here to clean up his mess.'

MOUSE JUNIOR

Vince was your guy. And nobody calls me---

JIMMY THE KID

Junior, what'd you say about Vince?

(CONTINUED)

CONTINUED:

MOUSE JUNIOR
Nothing. Nothing.

Jimmy the Kid stares down Mouse Junior.

JIMMY THE KID
What kind of piece do you use? Or
should I say would you use you
ever had the balls to take someone
out.

Mouse Junior shows his gun.

MOUSE JUNIOR
Brand new.

JIMMY THE KID
Sig Sauer .40. Good gun. I knew
you'd have something flashy.
Lemme have it.

Mouse Junior hesitates, looks to Fiella, no help there.

MOUSE JUNIOR
Have it?

JIMMY THE KID
Give it to me. That's a working
man's gun.

Junior hands Jimmy The Kid his weapon. Carlo starts
gathering the rest of the arsenal.

CUT TO:

FBI AUDITING OFFICE

Hansen stands behind a young AUDITOR as they look at his
computer screen.

AUDITOR
This is the list of area banks
under suspicion for laundering and
hiding O.C. money...

Dave Hansen is on his cell phone.

HANSEN (INTO CELL PHONE)
If Frank Machianno was on the run,
where would he go for money?...

Hansen sees Troy heading toward the office.

(CONTINUED)

CONTINUED:

HANSEN

No, no, that's not the way it works when you're in the program. You don't choose which ones you answer and which ones you won't. You tell me...Borrego Springs?

The Auditor runs a finger down his computer screen.

AUDITOR

Check.

Hansen hangs up, pats the Auditor on the back.

HANSEN

I'd appreciate it if you keep this ask between us.

AUDITOR

Sure, Dave.

AT THE DOOR, as Troy arrives.

HANSEN

We're headed to Borrego Springs. A bank.

TROY

Machianno?

HANSEN

Right. What do you have?

TROY

A fishing boat just pulled in another body. Gun shot wounds.

HANSEN

Damnit.

Hansen is already dialing his cell phone. As they head out, Troy sends a text message...

CUT TO:

FAST FOOD PARKING LOT

The Wrecking Crew eats burgers in their cars.

JIMMY THE KID

Balls. Big, clanging brass clappers. That's what we're dealing with here.

(MORE)

(CONTINUED)

CONTINUED:

JIMMY THE KID (CONT'D)

The guy strolled into Migliore's place, beat the lot of 'em half senseless with a bat. We got to be on our game--

Jimmy the Kid's phone rings.

JIMMY THE KID

Uh huh. Where?...

Jimmy the Kid covers the phone.

JIMMY THE KID

This is the call...(Into phone)
I'm on my way...

He hangs up, starts the car, and peels out. The other vehicle follows.

COMMERCIAL DOCKS

Official vehicles are parked around a fishing boat's slip.

Hansen, with Troy in tow, presses through the CROWD and sees big TONY PALUMBO's body on the boat deck.

HANSEN

That's our missing informant.
That's Tony Palumbo.

Hansen pushes out of the crowd, speaks low to Troy.

HANSEN

Put out a warrant for Frankie Machianno.

SMALL TOWN BANK

SUPERTITLE: Borrego Springs, California

FRANK (V.O.)

They thought Borrego would be the next Palm Springs. They were wrong...

Frank drives slowly down the main street of the small town, eyeing the bank.

(CONTINUED)

CONTINUED:

FRANK (V.O.)

Everyone in my line of work has
their tame bank, where money can
be washed and held for an
emergency. This definitely
qualifies...

He turns the corner out of sight. The town is quiet.

Moments later, Frank, on foot, arrives at the bank and
glancing around, enters.

FRANK (V.O.)

You look for people or things that
are out of place, that are
wrong...But when you're on the
run, before long, you can't tell
what's what.

CUT TO:

INSIDE THE BANK

Regular CUSTOMERS doing regular business. Frank crosses
to a TELLER.

FRANK

I'm looking for Mr. Osborne.

TELLER

And you are?

FRANK

Scott Davis.

TELLER

One moment Mr. Davis.

She goes into the back and Frank scans the Customers
looking for anything odd.

A thin, very pale man, MR. OSBORNE comes out.

MR. OSBORNE

Mr. Davis, come into my office.

Frank appraises the man's damp temples, his bobbing
Adam's apple, but follows him.

OSBORNE'S OFFICE

Osborne and Frank enter. Osborne goes to a safe-closet and starts collecting money.

Frank notices a bottle of Pepto on the man's desk.

MR. OSBORNE

Twenty thousand.

Osborne extends a small BANK BAG. Frank puts it in his jacket.

FRANK

Minus your three points.

MR. OSBORNE

Of course. Aren't you going to count it?

Osborne glances over Frank's shoulder out the window facing the street.

FRANK

Should I?

MR. OSBORNE

It's all--

Frank pulls his .38, sticks it in Osborne's face and pushes him into the wall.

FRANK

Tell me.

Osborne tries not to panic.

MR. OSBORNE

They were here not long ago--

FRANK

Who?

MR. OSBORNE

They knew my wife's name. My daughters--Becky and Maureen. They said they'd kill them--

FRANK

No one's killing anybody. Who?

(CONTINUED)

CONTINUED:

MR. OSBORNE

They told me to send you out the
back door--

Frank raises the gun.

FRANK

Who?

CUT TO:

BEHIND THE BANK

Beneath the SUV, lying on his belly, Jimmy the Kid has a
rifle trained on the back door. Carlo and Joey are in
the vehicle.

CUT TO:

SMALL TOWN BANK

The sedan holding Paulie, Tony, and Jackie rolls up right
by the front door of the bank.

CUT TO:

OSBORNE'S OFFICE

Frank is moving Osborne toward the door.

MR. OSBORNE

My career, my family, prison--

FRANK

Keep your mouth shut. Understand?
Is there another way out of here?

CUT TO:

BEHIND THE BANK

Jimmy the Kid glances back at Carlo.

JIMMY THE KID

It's taking too long. What's
going on?

CARLO

We could rush him. Take him
inside--

(CONTINUED)

CONTINUED:

The sound of distant POLICE SIRENS.

JIMMY THE KID

Son of a bitch. He tripped the
silent alarm.

CARLO

He made us, figured the cops were
a better option.

Jimmy the Kid jumps up and piles into the SUV.

JIMMY THE KID

Not for us. Let's go.

As the SUV pulls out...

CUT TO:

BANK ROOF

Frank climbs up a ladder and pops out a door onto the
roof. He hunches low, glancing at the departing SUV.

As police cars arrive below, he makes his way, rooftop to
rooftop across the mall.

When he reaches the end of the buildings, he hangs off
the ledge and DROPS heavily to the ground.

Frank isn't hurt, and makes his way off toward his car.

CUT TO:

HANSEN'S CAR

Troy drives, a BLUETOOTH DEVICE on his ear. Hansen is in
the passenger seat, an Electronic Map on his lap. There
is a BLINKING RED signal moving along the map.

HANSEN

He's still on the move...

The Blinking Red signal STOPS.

HANSEN

Whoa. He stopped. Checking the
location...

Hansen punches some keys. Troy taps the Bluetooth.

(CONTINUED)

CONTINUED:

HANSEN
E-Z Rest Motel. Just outside of
Brawley.

CUT TO:

E-Z REST MOTEL, BRAWLEY

A shot of Frank as he enters a room on the second floor
of a motor hotel.

TROY (V.O.)
I would've thought he'd go for
Mexico.

HANSEN (V.O.)
Mexico's a dead end. He knows
that...

Frank closes the door behind him.

CUT TO:

HANSEN'S CAR

Hansen looks up from the map.

HANSEN
Still steady on the signal.

Troy taps the Bluetooth again.

HANSEN
Gas it, Troy, Frank's gone to
ground.

CUT TO:

E-Z REST MOTEL, BRAWLEY

The Wrecking Crew's vehicles roll up in the parking lot.

The Crew gets out with their weapons held low. Jimmy the
Kid goes inside the office.

THROUGH THE WINDOW: Jimmy the Kid points his gun at a
DESK CLERK who raises his hands and speaks.

Jimmy the Kid opens the office door and allows the Desk
Clerk to run off.

(CONTINUED)

CONTINUED:

Jimmy the Kid signals Frank's second floor room and the Wrecking Crew splits off into two groups, taking both sets of stairs, cutting off any escape route.

A DISTANT AND HIGH POV: Watching the Wrecking Crew converge on Frank's motel room.

Jimmy the Kid and Carlo take the lead. Carlo KICKS IN THE DOOR.

CUT TO:

MOTEL ROOM

Jimmy the Kid steps in, sweeping his gun around the room. It is EMPTY.

The sound of the SHOWER running is heard. Carlo and the others fill in behind Jimmy as they advance on the bathroom door.

Jimmy the Kid nudges the bathroom door open. The bathroom is EMPTY. The shower just runs, a NOTE taped to the mirror.

THE NOTE: "Did you think you were playing with children?" Taped next to the note is a small GPS TRANSMITTER.

Jimmy the Kid DIVES to the floor. He belly crawls out into the main room where Carlo is already DOWN. He's been SHOT in the shoulder.

Outside Paulie is on the GROUND clutching his calf, which is shot through.

FRANK (V.O.)

A less thorough man might've missed the GPS sewn into the lining of the bank bag...

DISTANT POV: A telescopic sight acquires Jimmy the Kid, who is balled up on the ground near the door.

CUT TO:

WAREHOUSE ROOFTOP

Frank lies prone on a rooftop across the street, under a sign that reads 'Agricorp,' aiming a rifle with telescopic sight at the motel.

(CONTINUED)

CONTINUED:

FRANK (V.O.)
Of course a less thorough man in
my line of work doesn't make it to
sixty...

Frank puts his eye against the scope.

CUT TO:

MOTEL ROOM

Jimmy the Kid tries to stay behind the door jamb and see
out.

PAULIE
I need a doctor...

JIMMY THE KID
Shut up.

PAULIE
I'm bleeding out.

The rifle shot is a DISTANT CRACK, there is a WHINE, and
the doorjamb above Jimmy the Kid's head EXPLODES.

JIMMY THE KID
He's not trying to kill us, he's
trying to warn us.

Jimmy the Kid pulls back inside the room nonetheless.

FRANK (V.O.)
The crouching kid in my sights
made a mistake, but he's no clown.
A clown would've come running out
of that room. This guy had the
sense to stay down...

CUT TO:

WAREHOUSE ROOFTOP

Frank watches through his scope as Jimmy the Kid glances
out at the others in the Wrecking Crew down by the cars
and motions for them to stay low.

FRANK (V.O.)
What I'm dealing with here is a
smart man, and a smart man is a
dangerous thing.

(MORE)

(CONTINUED)

CONTINUED:

FRANK (V.O.) (CONT'D)

But if I kill him now, they'll
just send more and more and more
and I'll live my life as the
hunted. For as long as it lasts.
I'll never get a chance to set
this thing right...

CUT TO:

MOTEL ROOM

Jimmy the Kid, pulling out a cell phone.

JIMMY THE KID

The old man'll know where we can
find you a doctor.

Carlo nods.

JIMMY THE KID

Even if this was a warning,
there's no 'I owe you one.' Nobody
asked for quarter, and nobody's
getting any.

CUT TO:

WAREHOUSE ROOFTOP

Frank directs his weapon at Carlo.

FRANK (V.O.)

It's not only Detroit, I'm sure of
that now...

SCOPE POV: Carlo against the wall.

FRANK (V.O.)

Carlo Moretti...

Frank begins packing up his weapon, his shooter's mat,
etc.

FRANK (V.O.)

I recognize him from Vegas...

CUT TO:

FRANK'S CAR

Frank drives across the desert as the sun goes down.

(CONTINUED)

CONTINUED:

DONNIE GARTH (PRE-LAP)
You're saying I can talk in front
of this guy?

CUT TO:

FLASHBACK, THE PALADIN HOTEL, LAS VEGAS

SUPERTITLE: Las Vegas. Fifteen years earlier.

Sitting pool-side at a private table at the foot of a
lavish hotel-casino are: Frank and Tony Jacks Giacome,
and a forty year-old man in a white suit and sunglasses
with the air of a hustler/fixer about him, DONNIE GARTH.

TONY JACKS
You could invite the governor over
and crap on his shoes if this
man...

He points to Frank.

TONY JACKS
...was on your side. And he is.
Because he's on our side.

No reaction from Frank.

ON: Standing in the background, security for Tony Jacks,
are a younger CARLO MORETTI and VINCE VENA.

GARTH
Okay. So I'm taking a steam,
right here in my hotel--

TONY JACKS
Your hotel?

GARTH
Our, your, hotel. I meant no
offense. And this guy, real hard
guy--

TONY JACKS
We know this guy. Marty
Biancafiore.

Frank nods.

(CONTINUED)

CONTINUED:

GARTH

Comes in and sits next to me and says he's taking a piece of the hotel or he's taking a piece of me. A real, uh, important piece.

Garth's hand shakes a bit as he takes a sip of his drink.

FRANK

Why does he think he's owed?

TONY JACKS

He did some work for us. But he was paid for it.

GARTH

He's been back. And I don't think he's going away.

TONY JACKS

Thank you, Donnie.

Donnie leaves...

ANGLE ON: Donnie re-joins a group across the pool which includes the CONGRESSMAN from the newspaper and T.V. ad.

Vince Vena comes over and Tony Jacks leans close to Frank.

TONY JACKS

You believe the nerve of this guy, trying to take a piece of us?

VINCE

This has to be quick.

TONY JACKS

And public. We need to send a message--you fuck around in Vegas, you fuck with The Paladin, you fuck with Detroit.

Frank nods.

CUT TO:

FLASHBACK, VEGAS SPORTSBOOK

Frank stands outside a downtown Vegas betting parlor.

(CONTINUED)

CONTINUED:

FRANK (V.O.)
Marty Biancofiore was the first
guy I ever really hunted. He was
careful. He wasn't gonna open the
door to some pizza guy...

A burly, no-nonsense MARTY BIANCOFIORE appears at the
window, glances outside carefully, then exits.

CUT TO:

FLASHBACK, CASINO RESTAURANT

Biancofiore sits with his back to the corner, hitting on
a KENO GIRL.

FRANK (V.O.)
But as Bap had taught me, every
man has a fatal flaw. You got
your lust, your greed, your ego,
your pride, and then you got your
wishful thinking...

Across the way, Frank has a cup of coffee.

CUT TO:

FLASHBACK, TOPLESS BAR

Biancofiore sits with some other TOUGH LOOKING GUYS.

Frank has a spot by the rail, tipping the DANCERS but
ignoring them.

FRANK (V.O.)
No man can lock all of that
down...

CUT TO:

FLASHBACK, CAESAR'S PALACE

Biancofiore moves through the casino, reaches a PIT BOSS
who isn't happy to see him. The Pit Boss hands over an
envelope.

FRANK (V.O.)
They wanted it done in public, but
I had one absolute rule: you
don't put civilians at risk.

(CONTINUED)

CONTINUED:

Frank watches as Biancofiore makes his rounds amongst a few DEALERS who pay up.

FRANK (V.O.)

Guys in the game, they know the risks and they take their chances, but some Joe Lunchbucket who saved up for a Vegas blowout doesn't deserve to die because someone gets sloppy...

CUT TO:

FLASHBACK, CAESAR'S PALACE PARKING LOT

Frank observes from a distance as Biancofiore goes to his car, looking all around, and uses a remote key to start his car.

FRANK (V.O.)

The car, parked right off the strip, solved my problems--but he had to invite me in.

CUT TO:

FLASHBACK, PALADIN HOTEL, DONNIE GARTH'S OFFICE

Garth, nervous, a drink shaking in his hand is on the phone.

GARTH

Yeah, Marty, I just want this problem between us to go away...

REVEAL: Frank sitting there, listening on a second extension. And across the room sits Mike Pella.

GARTH

I've been thinking, how about a hundred K to put this to bed?

BIANCOFIORE (V.O. PHONE)

Fuck a hundred K.

GARTH

Alright, alright you tell me what's fair.

BIANCOFIORE (V.O. PHONE)

Two hundred fifty K--

(CONTINUED)

CONTINUED:

GARTH
Jesus, two fifty?--

BIANCOFIORE (V.O. PHONE)
Cash, Donnie.

Frank nods.

GARTH
Fine. But look, Marty, this has
to stay between you and me. If
word gets out that I can be...
pressured, I'll be shit in this
town.

BIANCOFIORE
It's nobody's business but ours.

GARTH
Look, I'll get the cash, then
swing by your house.

BIANCOFIORE
No. Someplace more public.

GARTH
(forced laugh)
You don't trust me, Marty?

Biancofiore laughs.

GARTH
You want me to hand it to you on
the floor of Caesar's?

BIANCOFIORE
The parking lot. My car. Noon.

Frank shakes his head. Covers his receiver.

FRANK
Noon's no good.

GARTH
Noon? C'mon--

BIANCOFIORE
Noon, or I'll clip your little
balls off.

Frank shrugs, nods.

(CONTINUED)

CONTINUED: (2)

GARTH
Fine. What do you drive?

CUT TO:

FLASHBACK, CAESAR'S PALACE PARKING LOT

Frank stands in the parking lot holding a briefcase.

FRANK (V.O.)
I sent Donnie Garth out of town.
Even though Biancofiore expected
Garth there, I was counting on his
desire for the money outstripping
his caution...

An Eldorado pulls up, Biancofiore behind the wheel.

BIANCOFIORE
Who the fuck are you? Where's
Garth?

FRANK
He's not coming.

BIANCOFIORE
What the fuck?

Biancofiore eyes the briefcase.

FRANK
I have the money. You want it?

Biancofiore gets out of the car and pats Frank down.

FRANK
No wire. No piece.

Biancofiore finishes, gets back in the car, and flips up
the locks. Frank gets in.

BIANCOFIORE
I didn't live this long being
careless.

ANGLE ON: A .45 in Biancofiore's lap.

BIANCOFIORE
Open the case.

FRANK
You want me to open it?

(CONTINUED)

CONTINUED:

BIANCOFIORE

You got a bomb in there we're both
going up.

FREEZE FRAME: On Biancofiore.

FRANK (V.O.)

That was the moment. If he
would've just taken the case and
driven away, things would've
turned out very different.

FRANK

Okay.

Frank flips the latches on the case, and opens it. He
picks up a .25 resting in the case and FIRES RIGHT
THROUGH THE LID.

Biancofiore is HIT MULTIPLE TIMES IN THE HEAD and slumps
back against the window, dead.

FRANK (V.O.)

I became important to Detroit that
day...And even more important to
Garth...He needed me around
anything he had going. And he
always had something going...

Frank gets out of the car. Mike Pella rolls up, Frank
gets in his car and they drive away.

CUT TO:

FLASHBACK, THE DESERT, NEAR AN ABANDONED MINE

Frank SMASHES THE GUN into pieces, then pours isopropyl
alcohol over them.

FRANK (V.O.)

They had offered a clean-up crew,
but I didn't trust anyone else to
pick up after me...

He throws the pieces and the briefcase down a mineshaft.

Mike Pella sits on the hood of the car smoking a
cigarette.

CUT TO:

PRESENT, DESERT

Frank drives as the sun goes down.

FRANK (V.O.)
Yeah, easy to get rid of the gun,
harder to get rid of the memories.
They don't stay down the mine
shaft...

ANGLE ON: I-10 to San Diego sign.

Frank makes the merge.

CUT TO:

MEXICALI CLINIC

Jimmy the Kid stands in the doorway while behind him
Paulie squirms on a table as his wound is treated by a
DOCTOR.

Carlo, holding a bandage on his shoulder waits his turn.

Paulie SCREAMS in pain.

JIMMY THE KID
Doc, you watering down the
morphine, all I'm paying you?

The Doctor shakes his head, wipes his bloody hands and
goes back to suturing.

Jimmy the Kid dials his cell phone.

JIMMY THE KID
I was told to call this
number...after.

VOICE ON PHONE
Is it done?

Another MOAN from Paulie in the background.

JIMMY THE KID
Not yet. But it's gonna get---

VOICE ON PHONE
This is a quid pro quo. Tell your
people they won't get what they
want until this is done.

(CONTINUED)

CONTINUED:

Jimmy the Kid pinches the bridge of his nose.

JIMMY THE KID

I'll tell 'em--

The call is disconnected.

Jimmy the Kid turns back into the clinic room.

JIMMY THE KID

Hope you guys' got your health
insurance up to date...

THE BEACH, SAN DIEGO

It is morning. The SURFERS are out in the waves, Dave Hansen too. Frank appears in the parking lot.

FRANK (V.O.)

When the rules in your world turn
upside down, you find yourself
wondering who you can trust...

He approaches Dave Hansen's car and gets in the passenger seat to wait.

CUT TO:

FLASHBACK, THE SURF

A slightly younger Frank is in the line-up when Dave Hansen comes paddling towards him, no board under his body.

Hansen looks bleary eyed, beat.

FRANK

Where you been? Haven't seen you
out here in two weeks.

HANSEN

Talk to you?

FRANK

Do I need to get my lawyer?

HANSEN

You know in the few years I've
seen you out here, we're just a
couple of surfers. You never drop
in in front of me, and I don't on
you.

(MORE)

(CONTINUED)

CONTINUED:

HANSEN (CONT'D)

That's all I need to know about a guy out in the water. You don't need a lawyer.

FRANK

Then what's up?

HANSEN

I'm on a bad one, Frank. Been working twenty-two hour days.

FRANK

The missing girl?

Hansen nods.

HANSEN

Carly Mack.

FRANK

I just know what I read about it.

HANSEN

It's worse than what the papers say...

CUT TO:

FLASHBACK, THE BEACH

Frank and Hansen stand at water's edge.

HANSEN

We've got the guy. I know it. We all do. A neighbor. Took her right out of the house while her parents slept. This sick son of a bitch. Harold Henckel. Registered pedophile, house loaded with child porn. I charge him, he'll lawyer up on me--we'll never find the girl. She could still be out in the desert. There's a chance she's still alive.

Frank takes this in.

HANSEN

I came out here today to talk to you.

FRANK

Why?

(CONTINUED)

CONTINUED:

Hansen meets Frank's eye.

HANSEN
Because you're Frankie Machine.

CUT TO:

FLASHBACK, SAN DIEGO NEIGHBORHOOD

A nondescript man in glasses, HAROLD HENCKEL, drags his trash cans to the curb.

A taxi cab pulls up, Mike Pella behind the wheel. He comes up behind Henckel and JABS him in the neck with a NEEDLE.

Henckel only struggles for a moment, then goes limp as Mike drags him to the cab.

FADE TO BLACK.

CUT TO:

FLASHBACK, IN THE DESERT

FADE IN. Henckel comes to. He is duct taped to a chair, naked, in the middle of an empty expanse.

The only thing in front of him is Frank, who sits at a small table whistling the aria from 'Gianni Schicchi' while he runs a large, nasty KNIFE between ceramic sharpening rods.

HENCKEL
Where am I? Who are you?

The only answer is the blade scraping on the rods.

HENCKEL
Are you a cop? Fucking answer me!

The blade scrapes. Frank whistles opera.

HENCKEL
My lawyers will crucify you...

Henckel looks around.

HENCKEL
Help! Help!...

(CONTINUED)

CONTINUED:

The words echo into the air. He fights against his bonds. Frank keeps sharpening and whistling.

Urine runs down Henckel's legs and ankles and he begins SOBBING.

Frank stops whistling, finishes with the knife and appraises it.

FRANK

There are few things in the world
I despise more than a dull knife.

Frank steps up to Henckel and puts the blade against his chest.

FRANK

Harold, you have a decision to
make--prison for life, or I skin
you.

Henckel moans.

HENCKEL

Our father, who art in heaven--

FRANK

I'm going to ask you once, Harold,
where's the girl? And you'd
better pray she's alive or I'll
take five hours to kill you and
God himself will turn a deaf ear.

CUT TO:

FLASHBACK, A DIFFERENT SPOT IN THE DESERT

Frank's van rattles over rough ground.

FRANK (INTO CELL PHONE)

...I'm closer than you are. And
I'm not waiting. He said she was
alive when he left her...

Frank throws the phone down and drives.

CUT TO:

FLASHBACK, ABANDONED MINE

Frank is finished tying a rope to a metal strut over an old mine shaft.

(CONTINUED)

CONTINUED:

With the knife and a flashlight tucked into his belt, he begins climbing down into the shaft.

FRANK

Carly? Are you down there? You
alright?

There is no answer.

Frank descends into blackness.

CUT TO:

FLASHBACK, MINESHAFT

Frank clicks on the flashlight, which only shows wet, black walls around him.

He tries to get foot traction on the walls, shining the light downward. He is twenty feet from water at the bottom of the shaft.

Frank continues down. His feet SLIP, he jerks against the rope, catches himself, but DROPS the flashlight.

The flashlight splashes into the water below and all is dark.

FRANK

Carly? If you're here, we'll get
you out...

Still no answer. Frank steels himself and continues down.

The wet rope slips through Frank's hands and he jolts down several feet THUMPING his head against a jutting piece of railroad tie.

Frank GRUNTS as he is knocked off the rope and lands HARD in the dirty water at the bottom of the shaft.

Frank makes his way to his hands and knees, his head bleeding. He begins crawling blindly down a tunnel, moving debris out of his way.

FRANK

Carly? Are you down here?

A FAINT VOICE in the distance.

CARLY (O.S.)

Help me...

(CONTINUED)

CONTINUED:

Frank starts moving toward her.

CUT TO:

FLASHBACK, FRANK'S HOUSE

Frank, cleaned up now, a butterfly bandage over the gash on his head sits in front of the television watching a news report.

ANGLE ON: The television. Official vehicles and ambulances at the Mineshaft. NEWS CREWS, COPS, FEDS, Carly Mack's PARENTS, and CARLY, dirty but relatively okay, in their arms.

Dave Hansen addresses the media.

HANSEN

The suspect's conscience got the best of him and he came forward with the girl's location.

NEWS FOOTAGE OF: Henckel, handcuffed, head down, in the back of a federal car.

ON: Frank. He breaks down.

CUT TO:

FLASHBACK, THE BEACH

Dave Hansen waxes his surfboard. Frank, still sporting the butterfly bandage, arrives with his board, heads toward the water.

As he passes...

HANSEN

I owe you one.

Frank keeps walking.

CUT TO:

PRESENT, SAN DIEGO BEACH

Hansen comes up from the beach, leans his board against the car and opens the door. When he sees Frank he jumps back.

(CONTINUED)

CONTINUED:

HANSEN

Christ, Frank...Where the hell
have you been?

FRANK

Running. Get in.

Hansen does, and closes the door.

HANSEN

Did you run into a guy named Vince
Vena by any chance?

Frank stares at him.

HANSEN

He washed up in my jurisdiction.
Thanks a heap.

FRANK

Weird tides in this weather.

HANSEN

Missed Mexico by this much. What
about Tony Palumbo? Palumbo was
one of my guys too. He flipped.
But you took care of that--

FRANK

What if I told you it was self-
defense?

HANSEN

Self defense, huh?

Frank pulls down the neck of his shirt revealing the ugly
mark from the strangling.

HANSEN

Shit, Frank. I thought you were
taking out my G-Sting witnesses.

FRANK

So you figured you'd take me out?

HANSEN

Take you out?

FRANK

The GPS in the money was your
touch--

(CONTINUED)

CONTINUED: (2)

HANSEN

Yeah, I had 'em in place at the likely banks. I was trying to find you--

FRANK

Then why did some work crew show up for me before you did?

HANSEN

Maybe they were already on you. Maybe they knew the likely banks too. Maybe they made a deal with the devil. How the hell should I know--

FRANK

Maybe you sold me to 'em--

HANSEN

Fuck you for that, Frank.

Hansen looks like he's ready to fight. Frank waits him out. Hansen calms.

FRANK

I had to hear you say it.

A beat.

HANSEN

Come in with me, let me help you--

FRANK

You want to help me? Give me my life back.

HANSEN

You know I can't do that. But I can give you a life...Think about Patty, Donna, about Jill--

FRANK

Jill's taken care of.

HANSEN

You stubborn bastard. Come in.

FRANK

I won't go into the program. Whatever else I am, I'm not a rat.

(CONTINUED)

CONTINUED: (3)

HANSEN

Then you're the only guy who isn't. These guys are trying to kill you, and you're standing up for 'em.

Another beat.

FRANK

I have an ask.

HANSEN

Okay.

FRANK

Everything I've ever done, Mike Pella's right there with me. But I can't find him, if he's even alive. Use your resources, find him for me. He's my only clue.

Hansen wrestles with it.

HANSEN

I can't do that, Frank--

FRANK

Then you're no good to me--

Hansen slams the dashboard.

HANSEN

Damnit. I need your word you won't kill him.

Frank nods.

HANSEN

He's in Palm Desert. Under the name Paul Otto.

FRANK

You guys have him under surveillance?

HANSEN

No, Frank, he's in the program.

This hits Frank like the waves hit the beach--with a dull thud.

CUT TO:

RUNDOWN APARTMENT, PHOENIX

Frank sits in the recliner. Mike Pella across from him. For the first time we see that Frank HOLDS A SILENCED .22 PISTOL.

FRANK

...Why Mike?

MIKE

Why what?

FRANK

Why'd you flip? You of all people.

Mike just takes a sip of his beer.

MIKE

I'm old. We're old. I'm sixty-five, for Chrissakes. I'm tired.

A beat.

FRANK

What'd they have on you?

MIKE

They had it all. These past few years while you been on the sidelines, I've still been at it. Doing what I do--putting money out on the street, pressuring guys. Vegas, San Diego. I got careless and they put the hold on me.

FRANK

Then you keep your mouth shut and do your bit. That's the way it is. Way it always was.

MIKE

Right. The way Bap did it. The way Sammy the Bull, the Weasel, Henry Hill, did it? Everyone thinks they'll be different when it's their turn. But I don't want to live inside. I don't want to die in there. I was facing eleven to fifteen.

FRANK

Eleven to fifteen?

(CONTINUED)

CONTINUED:

MIKE

Lucky for me you were always so fucking careful. And you should know I didn't give 'em any of it-- no immunity on murders. That would've queered my whole deal.

Frank looks at his old friend, shakes his head.

MIKE

What? You'd have done the same thing in my place.

FRANK

Nope.

A beat.

MIKE

It's true. I guess you wouldn't. But I'm not the Machine.

Another beat.

FRANK

It was you who put the hit out on me.

MIKE

Why the fuck would I--

FRANK

Like you said, no immunity for murder. I could put you in too many jackpots. You knew they'd come for me some day, and you thought I'd turn out to be as big a rat as you.

MIKE

I--

FRANK

You did it. I see it in your eyes.

Silence.

MIKE

That's not how it went--

FRANK

Tell me how it went.

(CONTINUED)

CONTINUED: (2)

MIKE

Doesn't matter anyway. We're both finished. But it wasn't my idea to put the hit out on you. I could never do that to you, man. I just did what they told me to, put it into motion.

FRANK

What who told you to, Detroit?

MIKE

Detroit didn't come to me. I went to Detroit.

FRANK

Who told you to get rid of me?

MIKE

Who do I work for now, Frank?

Things settle. Mike finishes his beer.

FRANK

Why would the Feds want me dead?

Mike stands.

MIKE

I'm gonna get another...Hey, Frankie, remember that song the summer of '72?

Mike starts snapping his fingers and SINGING as he walks to the fridge.

MIKE

"Some folks are born made to wave the flag, ooh, they're red, white and blue. And when the band plays "Hail To The Chief", oh, they point the cannon at you..."

ON: Frank, registering the meaning.

Mike reaches the fridge and opens the door.

MIKE

"Lord, it ain't me, it ain't me, I ain't no senator's son, It ain't me, it ain't me, I ain't no fortunate one..."

(CONTINUED)

CONTINUED: (3)

Mike's hand comes out of the fridge HOLDING A REVOLVER.
He points it at Frank.

ON: Frank, regret on his face. He FIRES TWICE.

Mike, hit in the heart, DROPS.

Frank goes over to Mike, gun raised, to make sure it's done.

FRANK (V.O.)
It was basically suicide...

He stands over his old friend for a long moment.

FRANK (V.O.)
It's what happens, this life of
ours. Piece by piece, it takes
everything away from you. Your
home. Your work. Your family.
Your friends. Your faith. Your
trust. Your love. Your life...

Frank exits, holding the doorknob with a rag.

FRANK (V.O.)
But by that time, you don't even
want it anymore...

CUT TO:

FRANK'S CAR, TRAVELING

Frank drives away from Mike's condo.

FRANK (V.O.)
Fortunate Son...Mike mentioned
'72. Yeah, that's when the song
hit, but I know he was really
talking about the fall of 1995...

CUT TO:

FLASHBACK, YACHT

SUPERTITLE: San Diego, 1995.

A lavish party is in full swing. POLITICOS. JUDGES.
BANKERS. MOBSTERS. And especially PARTY GIRLS.

(CONTINUED)

CONTINUED:

FRANK (V.O.)

'Cause even though we'd seen him around for ten years, that's when we came to know the man. His father was a Senator, the ranking member of the Banking Committee, and sonny boy was about to begin his first term in Congress. It's why we gave him the name...

Donnie Garth, less disco more banker now, stands with his arm around the Congressman, from here on known as: FORTUNATE SON. They are in the company of the prettiest WOMEN on the ship.

FRANK (V.O.)

Didn't seem like he was too focused on policy that night though...

Garth palms him a vial of cocaine and Fortunate Son does a discreet bump.

FRANK (V.O.)

He seemed to be looking into other things...

Now Fortunate Son drapes an arm around a young LATINA party girl, letting his hand fall on her breast.

Garth starts making his rounds of the party.

FRANK (V.O.)

Garth had transitioned out of Vegas into something a lot more valuable--banking. Garth had been president of some S&Ls. And just like the casinos, skimmed 'em for all they were worth...

Garth reaches a group of mobsters--Teddy Migliore and Pete Martini amongst them.

FRANK (V.O.)

It was a real V.I.P. crowd, which was why they brought me and Mike in for security. And Garth, with the help of Karen Wilkenson...

ANGLE ON: A charming, stylish 50ish woman, KAREN WILKENSON receiving a thick envelope of cash from Donnie Garth.

(CONTINUED)

CONTINUED: (2)

FRANK (V.O.)
Stocked the pond with fresh,
discreet companionship...

Around the deck, Male Guests choose their Female company--
none are turned down.

FRANK (V.O.)
At Donnie Garth's parties,
bankers, judges, politicians, got
to forget they were bankers,
judges, and politicians. They
could act however they wanted,
'cause they were under our
umbrella.

Garth arrives near Frank and Mike.

GARTH
Come with me, fellas.

They follow him to...

CUT TO:

A STATEROOM

Inside, sitting on the bed, is the most beautiful girl at
the party--fresh faced, sexy in an "Ivory Girl" way--
SUMMER LORENSEN.

GARTH
I want you guys to keep her
company.

Frank and Mike nod.

She smiles, stands and extends a hand.

SUMMER
Hi, I'm Summer.

They shake.

FRANK
Frank. This is Mike.

SUMMER
Can I go up and get some air now,
Mr. Garth?

(CONTINUED)

CONTINUED:

GARTH

As long as you stick with these
guys, you can go wherever you
want, sweetie.

She exits, Mike following.

GARTH

She's reserved for the 'A' List.
Understand, Frank? Keep the rest
of these animals away from her.

FRANK

Got it.

Frank follows Summer.

CUT TO:

FLASHBACK, YACHT

The party has become more debauched. A bunch of revelers
are in the hot tub, bikini tops are coming off. Male
guests and working girls are starting to hook up.

CLOSE ON: Drinks and cigars brought to consuming mouths.
Rich, aged, entitled hands SQUEEZING firm, young FLESH.

ACROSS THE DECK: Summer sits on a cushioned banquette,
Frank on a deck chair. They ignore the activity going on
around them.

SUMMER

So I actually started my Sophomore
year. On the Varsity. It was a
pretty big deal in a basketball
town like mine...

Their conversations continues.

FRANK (V.O.)

She was amazing. Her colleagues
were plying their trade a few feet
away...and she just kept
chattering on about where she was
from, how nice the yacht was, and
how pretty the city lights looked
shimmering on the water...

SERIES OF SHOTS:

Glimpses of Couples in lewd acts can be seen in various
spots on the boat.

FLASHBACK, YACHT, LATER

Summer has fallen asleep on the banquette. Frank takes off his jacket and covers her with it.

Mike returns with drinks for he and Frank. They see Fortunate Son run by in a bathing suit with a couple of GIRLS.

MIKE

Look at that fucking guy. His father wasn't a big shot, he'd be parking cars.

FRANK

C'mon, Mike, if you could have everything you wanted, wouldn't you take it?

MIKE

Ah shit, probably.

Mike drinks. Vince Vena, in warm weather attire strolls up and locks onto Summer.

VINCE

Mind if I break off a piece of that?

FRANK

This one's slotted for a particular individual. And not yet.

VINCE

Who?

MIKE

(singing)

'It ain't me, it ain't me, I ain't no senator's son, son...'

THEY LOOK OVER TO: Fortunate Son, along with Donnie Garth, and some girls, laughing it up.

Vince shakes his head, goes into his Dangerfield as he walks away.

VINCE

I tell ya, I get no respect, no respect at all...

CUT TO:

FLASHBACK, GARTH'S BEACH HOUSE

An impressive mansion. A limo rolls up. Mike is driving, Frank in the front.

The back doors open and Donnie Garth, Fortunate Son, a YOUNG BRUNETTE, and Summer Lorensen spill out and head for the door.

GARTH

(passing by)

Somebody's gotta wait. This cupcake, I mean 'distinguished gentleman,' is gonna need a ride home whenever.

FRANK

Got it.

MIKE

(with a Roman salute)

Yes, commandant!

The party disappears inside. Lights go on.

IN THE WINDOW: The silhouette of Summer and the Brunette dancing together, beginning to kiss.

Mike and Frank watch. Mike lights a cigarette.

MIKE

Ah, to be on the inside of that party for just one night.

FRANK

It'd just ruin the rest of your nights.

MIKE

Yeah. Fuck it, Frankie, I got this.

FRANK

You sure? I wouldn't mind being there to cook breakfast for Jill.

MIKE

Go on. I'll take him in one of Garth's cars.

Frank gets in the limo and goes.

CUT TO:

PRESENT, HIGHWAY 78

Frank drives his rental car along a two-lane road that snakes along the edge of a cliff.

FRANK (V.O.)

So I saw him whoring back in the day, and now he's headed for the Senate. That's not enough that he needs me gone...

Frank takes a downhill curve. A silver Lexus comes up behind him fast.

FRANK (V.O.)

Or for Detroit and the Feds to line up with him--

SLAM. A big black Envoy SUV has raced past the Lexus and pulled even with Frank. It impacts him again.

A split second of recognition--it's JIMMY THE KID BEHIND THE WHEEL.

The Taurus GOES OVER THE EDGE and CAREENS down the cliff.

INTERCUT:

Frank, in the 'washing machine,' underwater, in a surfing wipeout with Frank, in the car, tumbling over and over.

Trees and rocks CRUSH the car. The airbags DEPLOY. The car draws to a stop, fuel leaking all over it.

CUT TO:

TOP OF THE CLIFF

Jimmy the Kid and Carlo stand at the edge looking down at the wreck. After a moment the car bursts into flames and EXPLODES.

JIMMY THE KID

We gotta go down there and check.

Already the sound of SIRENS in the distance.

CARLO

We need to get out of here. Fuck it, you could grill hot dogs on him.

(CONTINUED)

CONTINUED:

Jimmy takes a last look.

JIMMY THE KID
We'll listen for it on the news.

They turn back to the cars.

CUT TO:

ROCK OUTCROPPING

Frank, badly hurt and bleeding, has dragged himself a hundred yards away and is hiding in the darkness, in a small cave, produced by the rocks.

In the distance his car burns.

After a moment, ropes are thrown down near the car and FIREMAN and EMS arrive on the scene.

Frank pulls himself further back under the outcropping and out of sight.

CUT TO:

TARGET PARKING LOT

The Wrecking Crew sits eating another fast food meal and monitoring news reports on the radio.

NEWSCASTER
...in a horrendous, apparent one-car accident off a steep embankment on Highway 78. Though the car was totaled and burning when emergency personnel arrived, no one was found at the scene.

Jimmy the Kid slams the steering wheel.

JIMMY THE KID
Fuck! This guy's like a goddamned cockroach. Let's get some lights, he won't be moving till after dark.

CUT TO:

SECLUDED SPOT, HIGHWAY 78

After dark. A teen-age COUPLE is in the midst of a make-out session when there is a tapping on the window.

ANGLE ON: Standing there is a bloody, tattered Frank.

The Couple screams.

CUT TO:

HIGHWAY 78

The site of the accident. The Wrecking Crew, aided with bright spotlights, search for Frank.

Walking along the shoulder of the road come the young Couple. Jimmy the Kid sees them.

JIMMY THE KID

Shit, we're too late.

He turns to the teens.

JIMMY THE KID

What kind of car were you driving?

YOUNG MAN

We need help--

Jimmy the Kid points his gun at the kid.

JIMMY THE KID

What kind of car?

YOUNG MAN

An Eclipse.

The Wrecking Crew loads up and drives off, leaving the Couple behind.

CUT TO:

OUTSIDE FRANK'S SPIDER HOLE

The Mitsubishi Eclipse is parked in front of the building.

CUT TO:

SPIDER HOLE

Frank, in the bathroom, pours peroxide on abrasions and tries to put his battered body back together.

CUT TO:

FBI OFFICE

Dave Hansen is on his computer when Troy appears at the door.

TROY

You wanted to see me, Dave?

HANSEN

Yeah. That crash up on 78? Turns out the car was rented to a Jerry Sabellico--but Mr. Sabellico is deceased, and he's been charging his way across the southwest. I like him for Machianno's cover id.

TROY

Any other info?

HANSEN

I have Sabellico checking in to a Quality Inn in Chula Vista? Not sure if it's Frank--I don't figure him to keep using the card, but it's worth a look. Let's roll over there.

TROY

Lemme just hit the head, Dave, and I'll pull the car up.

HANSEN

Sure.

Troy hurries off. Hansen puts in an earpiece hooked to a piece of monitoring equipment.

TROY (THROUGH EARPiece)

Yeah, Mr. Garth. I've got a possible location on Machianno...

Hansen stands up and exits his office.

CUT TO:

MEN'S ROOM

Troy is exiting a stall when he walks into a PUNCH and goes down with a broken nose.

Hansen stands over him. He gets Troy by the tie, turns him over and pushes his face into the toilet.

HANSEN

Donnie Garth. You little shit.

TROY

What?

Hansen gives him another dunk.

HANSEN

Donnie Garth. Is he paying you?
How much?

TROY

I'm not working for Garth, I just report to him. I was told stay on you, feed them Machine. I get your desk when you're gone.

Hansen raises a FIST.

HANSEN

Who promised you that? Who are you working for?

TROY

Alright. Alright...

CUT TO:

MANSION, RANCHO SANTA FE

The grounds and lavish house are quiet.

CUT TO:

INSIDE THE MANSION

No one in the living-room. No one in the kitchen. In the master bedroom, the bed is mussed, but no one there.

IN THE BATHROOM: The shower is running. After a moment, it shuts off and the frosted glass door opens.

(CONTINUED)

CONTINUED:

Standing outside is Frank, cleaned up somewhat from the night before, a GUN in one hand, TOWEL in the other.

FRANK

Remember me?

He flips the towel at Garth, who nods.

FRANK

What's this all about?

GARTH

If I tell you, I'm a dead man.

Frank raises the gun at Donnie's chest.

FRANK

Whoever it is, they're not standing here about to put one in you, Donnie. What happened that night that's coming back on me now?

Garth trembles, finally speaks.

GARTH

That girl...Summer.

FRANK

I remember her.

GARTH

Her and the other girl put on a show for the Congressman.

FRANK

Right.

GARTH

It was all set up. The Congressman got alone with her. Summer played her part just right-- the All-American girl who just couldn't help herself. She was begging for it. Part of the act. But he couldn't...perform.

ON: Frank, taking it in.

GARTH

She did everything for him, believe me, but it was a no go. No little blue pills back then.

(CONTINUED)

CONTINUED: (2)

FRANK

Then what happened?

GARTH

She laughed.

FRANK

Laughed.

GARTH

I don't think she meant anything by it. It was just her. But it set him off. He went...

The memory of it lands on Garth.

IMAGES OF: Summer, on the floor, badly BEATEN.

GARTH

It was horrible. A mess. The Congressman beat her to death... But you know all this! You were there! You got rid of the body.

IMAGES OF: Mike Pella dumping a sheet-wrapped body down a mineshaft.

FRANK

I wasn't there. You can't tell one janitor from another, can you, Donnie? As long as your shit gets cleaned up and you don't have to look at it. It was Mike who stayed that night, I had nothing to do with this.

GARTH

It doesn't matter now. When Mike got pinched by the Feds, he started bargaining with the biggest thing he had: a future Senator who did a murder.

FRANK

And he gets wind of it and can't let it get in the way of his Senate run. So he reaches out to Detroit to take care of me. What'd he offer in trade?

GARTH

What couldn't he offer? He's gonna be a Senator.

(MORE)

(CONTINUED)

CONTINUED: (3)

GARTH (CONT'D)

For starters he's shutting down
the G-Sting investigation...

FRANK

And then Detroit and San Diego can
go back to making money. That's
what it always comes down to--not
family, not loyalty, 'this thing
of ours,' but money.

GARTH

What happens now?

FRANK

Get dressed.

ON: Garth's face.

CUT TO:

BLUFFS OVER THE OCEAN

Frank stands next to a new rental car. Donnie Garth is
in the front seat, handcuffs clamped tight.

FRANK

I'd like to speak to the
Congressman, please.

AIDE ON PHONE

Who's calling?

FRANK

An old buddy from his yachting
days.

AIDE ON PHONE

I don't think he's going to
available, sir.

FRANK

Why don't you tell him it's about
Summer and see if he's free.

After a moment Fortunate Son picks up.

FORTUNATE SON

Who is this?

FRANK

You know who this is. If you
record your calls, I suggest you
shut the machine off.

(CONTINUED)

CONTINUED:

There is a rustling and a clicking.

FORTUNATE SON

Go ahead.

Frank holds the phone next to Garth's mouth.

GARTH

He knows everything.

FORTUNATE SON

Garth? What the hell are you talking about.

GARTH

About Summer. I had to tell him, I had no choice--

Frank takes the phone away.

FRANK

So.

FORTUNATE SON

The man's clearly under duress. You don't have--

FRANK

Maybe not strong enough for court. But plenty to keep you out of higher office.

FORTUNATE SON

He's lying.

FRANK

I'm sure he is. Look, I don't care. I should care that you killed some girl, and ordered my murder. But the point is, I have a life I want to live and a family to take care of.

FORTUNATE SON

If I ask you what you want, it could be used as an admission I know what you're talking about.

FRANK

Then I'll volunteer it. I want the contract on me canceled, and seven hundred thousand cash. That's enough to get me set up wherever I want to disappear to.

(MORE)

(CONTINUED)

CONTINUED: (2)

FRANK (CONT'D)

I hand over Donnie Garth, and you go on to be Senator. Otherwise I bring him to the Feds and the media. Oh, and why don't you bring the money.

FORTUNATE SON

That is not going to happen.

FRANK

You, or the money?

FORTUNATE SON

Me.

FRANK

Then send someone. I assume we have a deal.

Silence on the other end.

FRANK

You'll hear from me.

Frank hangs up and SNAPS the cell phone into pieces.

FRANK (V.O.)

I'm not a child. I know they won't be coming with any money. They're coming to kill me...

He walks to the edge of the bluff, the ocean crashing against the rocks beneath him.

FRANK (V.O.)

So let them come. Let's get this thing done.

Frank hurls the pieces of the phone over the bluff.

CUT TO:

TEDDY MIGLIORE'S HOUSE

Lots of MUSCLE guards the premises. Migliore and Jimmy the Kid are in the living room, while the rest of the Wrecking Crew are on guard outside.

JIMMY THE KID

It isn't right! I'll go. I can take him out.

He is protesting toward a speaker phone.

(CONTINUED)

CONTINUED:

TONY JACKS (ON PHONE)

That was gonna happen, it already
would've. Look, kid, this has
been decided.

JIMMY THE KID

By who?

Silence--over the phone and from Migliore.

JIMMY THE KID

Uncle Tone, you're old school. A
man. And this--

TONY JACKS (ON PHONE)

Easy kid.

JIMMY THE KID

I can take him.

TONY JACKS (ON PHONE)

You can't, Jimmy! This deal has
to be completed successfully.
Frankie M. goes, then G-Sting gets
shut down.

JIMMY THE KID

Fuck G-Sting. Fuck these strip
clubs. We can live without 'em.

Teddy Migliore shakes his head.

TONY JACKS

You think this is about our cut
from a bunch of strippers grinding
on laps? Smarten up. This is
just the down payment. This gets
done, we have a hook in the
Senate. You understand that? And
later, maybe the White House.
Better than Kennedy even, because
we'll have this sonofabitch by the
balls. Now hang up the phone and
do what you gotta do.

It washes over Jimmy The Kid.

CUT TO:

MODEST APARTMENT BLDG.

Jill Machianno, laden with ski equipment, enters her
lobby. Donna is there waiting. Jill recognizes her.

(CONTINUED)

CONTINUED:

DONNA
Jill?

JILL
Yes.

DONNA
I'm Donna, a friend of your--
No warmth from Jill.

JILL
I know who you are.

DONNA
I don't want to frighten you, but
your father's had an accident.

JILL
How bad?

DONNA
The doctors think he'll pull
through. He was awake and he
asked me to find you, bring you to
the hospital. My car is outside.

Jill sets her skis and luggage inside the door, shuts it,
and follows Donna to a sedan across the street.

ANGLE ON: The sedan's driver gets out and opens the door
for Jill, it is JIMMY THE KID. She hesitates for a
moment, then follows Donna into the car.

CUT TO:

PRIVATE CLUB DINING ROOM

Fortunate Son eats alone, except for two towering
SECURITY MEN, in the empty dining room. Dave Hansen
enters.

FORTUNATE SON
Are you wearing a wire?

Hansen holds his arms out. One of the Security Men pats
him down.

FORTUNATE SON
This is a more...nuanced situation
than you might be aware of.

(CONTINUED)

CONTINUED:

HANSEN

See, I don't think it is. That's the problem.

FORTUNATE SON

Because you're thinking like a beat cop, not a man rising at the F.B.I.

HANSEN

Rising? I'm a few months away from retirement. The way you had it arranged.

FORTUNATE SON

It could go that way too. Take your pension and go fishing.

HANSEN

And if I don't?

FORTUNATE SON

If you persist, you'll leave with nothing. You'll be a security guard on the night shift if you're not in jail.

HANSEN

In jail for what?

FORTUNATE SON

Consorting with a known organized crime figure, Frank Machianno. Protecting him. Colluding with him on the torture of Harold Henckel. There's plenty. More than enough. It's time for you to choose who your friends are. Choose right, you live a happy life. Choose wrong, you end up a disgraced cop with nothing. Or worse. Don't sacrifice your future for a second-rate hit man.

HANSEN

He's a first-rate hit man. You of all people should know.

A beat.

FORTUNATE SON

If Machianno contacts you, we--I-- expect you to do the right thing. Do you understand?

(CONTINUED)

CONTINUED: (2)

Hansen says nothing.

FORTUNATE SON
Do you understand?

HANSEN
I understand.

CUT TO:

A SHACK, ESCONDIDO

Four walls and a roof in a canyon above an orange grove.

CUT TO:

INSIDE THE SHACK

Frank makes coffee using a paper towel filter over a sauce pan.

FRANK (V.O.)
They'll be coming with an army...

He pours himself a cup, brings it over to a small kitchen table.

FRANK (V.O.)
One man, no matter how good, can't
take down an army...

He puts his coffee down, sits and checks his gun.

FRANK (V.O.)
I knew it would end like this,
that it had to, that it always
does for guys like me...

Frank takes a sip of his coffee.

FRANK (V.O.)
But even still, all the cliches
are true. If you could cook one
more meal, if you could catch one
more wave, if you could see your
kid one more time...

Frank hears the noise of a CAR ENGINE outside. It gets closer.

Frank begins moving to the edge of the window, gun at the ready

(CONTINUED)

CONTINUED:

FRANK (V.O.)

Yeah, I know what's coming, and I
know that I earned it with all
I've done in my life...

The engine noise stops, and Frank hears the sound of feet
rustling through the orange groves.

FRANK (V.O.)

But that doesn't mean I have to
make it easy for them.

As the footsteps come closer, Frank readies himself to
shoot at the first head that comes into sight. He is
about to pull the trigger, then de-cocks his gun.

FRANK

Donna.

DONNA

I had a feeling you'd be here.
Remember when you brought me? It
was in the fall. You said the
mujados hid here.

FRANK

I remember.

DONNA

(steels herself)
They have Jill.

ON: Frank, his jaw clenched, dealing with it.

FRANK

Are they coming, or are they
already here?

He looks beyond her to the window.

DONNA

They don't want it like that.
They need Garth. They knew you
wouldn't have him with you.

Frank nods.

DONNA

They knew if they had Jill you'd
do what they say.

FRANK

How long have you been with them?

(CONTINUED)

CONTINUED: (2)

DONNA

Forever.

Frank takes this in.

DONNA

Since I was fifteen. My father used to beat me up--it wasn't the worst thing he did. Tony Jacks stopped him. He took me out of there. He saved me. Over the years he asked me to help him out a few times.

FRANK

And a few years back he told you what, to watch me?

DONNA

I owed him, Frank. I kept an eye on things in San Diego for him.

A beat.

DONNA

Like you said: everything else between us was the truth.

FRANK

You gave them my daughter.

DONNA

Frank, I'm sorr--

FRANK

Don't.

She nods.

DONNA

I have their terms.

CUT TO:

FBI OFFICE

The outer office is dark and closed for the night.

Only Dave Hansen sits at his desk, feeling the pressure, sick with it. He stands up.

CUT TO:

THE BEACH

Four in the morning, and the stretch of beach is misty and abandoned due to the hour and the cold.

FRANK (V.O.)

No wise guy in the world was ever low enough to kidnap someone's daughter...Only a politician would order that...

Frank, with Donnie Garth, hands bound, walks along the sand.

FRANK (V.O.)

A normal person turns to the FBI if there's a kidnapping. But the Feds are the kidnappers...

They pass into a pool of light from a streetlamp near the pier.

FRANK (V.O.)

Or a wise guy can go to the other wise guys for justice. But they all want to kill me. It's just me, in trade for my daughter. I could've killed their sons, but I didn't. Because it just isn't done. It isn't done.

Stepping out of the darkness is Jimmy the Kid.

JIMMY THE KID

Frankie Machine.

Frank nods.

JIMMY THE KID

Jimmy Giacomone.

No reaction from Frank.

JIMMY THE KID

Jimmy the Kid.

Still no response.

FRANK

Where's my daughter?

(CONTINUED)

CONTINUED:

JIMMY THE KID
She's coming, don't worry. I
gotta pat you down.

Frank raises a gun.

FRANK
I don't think so. Where's my
daughter?

JIMMY THE KID
Just so you know, I don't approve
of any of this. I would've
settled this between us. I'm old
school.

FRANK
Where's my daughter?

JIMMY THE KID
C'mon.

They walk until they are almost beneath the pier.

JIMMY THE KID
I got 'em. He's armed.

The Wrecking Crew, along with Donnie Garth, comes forward
out of the darkness. Donna is there, as is Jill.

JIMMY THE KID
That's far enough. The gun.

Frank has no choice. He throws the gun to the ground.
Jimmy the Kid kicks sand on top of it.

FRANK
Bring her to me.

Jimmy the Kid pats down Frank, then grabs a hold of
Garth.

JIMMY THE KID
I take him.

Jimmy the Kid leads Garth toward the Wrecking Crew and
pushes him at Carlo, who takes a hold of him.

Donna leads Jill to Frank.

JILL
Daddy.

(CONTINUED)

CONTINUED: (2)

FRANK

It's going to be alright, baby.

Frank holds her tight.

FRANK

Shhh, it's alright.

JIMMY THE KID

Let go of the girl now.

Frank looks over her shoulder at Jimmy the Kid.

FRANK

Listen to me: I've got a man with
a rifle trained on you. We don't
walk off this beach--

JIMMY THE KID

Bullshit. I said: let go of her.

Jimmy the Kid looks to Donna.

JIMMY THE KID

Get her the fuck out of here.

Donna starts to take Jill, but Jill throws her arms
around Frank's neck.

JILL

Daddy, they're going to kill you.

FRANK

(whispers)

They're not going to kill me,
baby, I'm Frankie Machine.

JIMMY THE KID

Enough of this.

Jimmy the Kid RAISES HIS GUN toward Frank. A RIFLE SHOT
RINGS OUT--Jimmy the Kid is HIT in the head and drops.

ANGLE ON: One hundred yards out in the water, Dave
Hansen is in a BOAT with a RIFLE.

CLOSE ON: As Donna pulls Jill away she SLIPS FRANK A
GUN, then pushes the girl to the ground, falling on top
of her.

Frank draws a bead on Carlo. They fire at the same time.
The back of Carlo's head blows off.

But Frank is HIT in the shoulder and goes down.

(CONTINUED)

CONTINUED: (3)

Frank struggles up, trains his gun onto two more of the Wrecking Crew (Paulie and Joey), and DROPS them before they get a shot off.

Frank swings toward the Fourth Man in the Wrecking Crew (Tony) who is aiming at him.

But Frank is too slow, he's not going to make it...

Another RIFLE SHOT rings out, and the Fourth Man is HIT in the back and drops.

Frank now trains his gun on the last man in the Wrecking Crew (Jackie), now firing wildly, and SHOOTS him through the heart.

Donnie Garth has taken the opportunity to RUN.

Frank climbs to his feet and begins chasing him, bleeding, fighting for breath.

HANSEN'S POV: Of Garth, appearing and disappearing between the pylons of the pier. No clean shot.

Donnie Garth begins to pull away. Frank keeps running. But the distance between them grows.

Frank drops to a knee, fighting agonizing pain in his chest. He aims and FIRES. Garth, HIT in a leg, spills to the ground.

FRANK (V.O.)
I got them all, but they got me
too...

Frank falls face forward in the sand.

Jill, up and unharmed, runs to him.

JILL
Daddy...

ON: Frank's face, a small pained smile at the sound of her voice.

FADE TO BLACK.

FADE IN:

PRESS ROOM

Fortunate Son is on a dais in front of REPORTERS.

(CONTINUED)

CONTINUED:

FORTUNATE SON

...So despite my eighteen point lead in the polls, I view this as a beginning, and I'll be campaigning hard until the end. Are there any questions?

A hand goes up. It is Dave Hansen.

HANSEN

Do you know your rights?

Fortunate Son can't believe what he sees. Hansen moves toward the podium, badge out. Other Agents flank him.

HANSEN

You have the right to remain silent.

FORTUNATE SON

This is ridiculous.

HANSEN

Anything you say can and will be held against you.

The Reporters in the room film and record it.

FORTUNATE SON

This is just a political--

HANSEN

You have the right to an attorney--

FORTUNATE SON

What am I being arrested for?

HANSEN

The murder of Summer Lorenson. We have a witness in custody, Donald Garth, who's agreed to testify.

Fortunate Son is handcuffed.

CUT TO:

CEMETERY

A huge turn out. FISHERMEN, SURFERS, KID ABE, RESTAURANT WORKERS.

It is a military funeral. An HONOR GUARD removes the flag from Frank's closed casket and folds it.

(CONTINUED)

CONTINUED:

A MARINE takes the flag to Jill, who sits crying next to Patty, who also cries.

A SQUAD fires a salute. A BUGLER begins taps. The SOUND OF SEAGULLS...

DISSOLVE TO:

HANAIEI PIER

A picturesque pier in Hawaii. The green mountains of the Na Pali coast in the background.

FRANK (V.O.)

If Hanalei isn't the biggest pier
in Hawaii, it sure is the
prettiest...

Frank, under a cap pulled low, walks along the pier past LOCALS who smile in greeting.

LOCAL

Hey, Pete.

Frank gives a friendly nod. He arrives at...

PETE'S BAIT & TACKLE

He enters his shop. Three FISHERMEN are already there.

FISHERMEN

Ho, Pete. What's biting?

FRANK

I'll tell ya...

Frank goes over and starts advising them on what to use.

FRANK (V.O.)

Everybody loves Pete the Bait Guy.
And why not? Pete the Bait Guy
loves everybody...

Frank hands a fishing rod to a Customer.

FADE OUT.