

A BITTERSWEET LIFE

by

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FADE IN:

EXT. SAN FRANCISCO - NIGHT

SoMa... what used to be the industrial neighborhood... now the place to be at night... old warehouses are new dance clubs... one-time apartment buildings are now swank high-rise hotels... what once were dark streets are now lit up like a carnival... shimmer in the fog.

And at the center of the glow, the hottest club in the city stands high above all the other structures... *CRAVE*.

INT. *CRAVE*/SKY LOUNGE - NIGHT

A high-end restaurant-bar overlooking San Francisco. The city lights shimmer through the full-length windows that wrap the room. A Piano plays softly in the corner.

At the far end of the room, MICHAEL EGAN, (30), in a perfect-fitting, custom-made suit, eats alone, finishing off a slice of cake. He looks as sleek and stylish as this place he runs.

A YOUNG WOMAN, (KAYLA), (20's), hurries across the room to him, her heels CLICKING along the tile.

KAYLA

I'm sorry to interrupt, Michael.

(beat)

There's a problem... downstairs.

MICHAEL

Did you tell Louis?

KAYLA

I called him. He didn't answer.

Michael considers that a moment, then nods. He takes the last bite of cake... savors the taste, then rests the fork on the plate, and stands.

INT. SKY LOUNGE/BAR - NIGHT

Michael strides through the bar with Kayla following. He spots a SPILLED NAPKIN on the floor... SNAPS HIS FINGERS AND POINTS for a WAITRESS to quickly scoop it up as he passes.

INT. STAIRWELL - NIGHT

The door swings open... Michael enters... joins Kayla, and they descend past us. We listen as their steps grow fainter.

INT. BASEMENT BAR - NIGHT

The opposite of where we first saw Michael... this is raw and sweaty. Music THUMPS... PEOPLE dance and grind in the shadows. Michael and Kayla walk across the room... through a doorway.

INT. BASEMENT HALLWAY - NIGHT

Michael strides down the hall, with Kayla CLICKING ALONG behind him.

MICHAEL
Call Louis again.

Kayla snaps open her cell... dials.

SLAM CUT TO:

A MAN'S NAKED, PALE ASS...

...humping wildly in the back of a limo... pants down around his ankles. The Man's O.S. GRUNTS and WOMAN'S MOANS fill the car... along with a BUZZ. We drift down from the ass... to the floor of the limo... see where that BUZZ is coming from... the CELL PHONE VIBRATING AWAY.

INT. BASEMENT HALLWAY - NIGHT

Michael reaches the door to a private room... glances to Kayla, still holding her phone. She shakes her head. Michael pushes open the door... walks in alone.

INT. PRIVATE ROOM - NIGHT

Michael steps in... closes the door behind him. And we're in a small room... just a single table with booth-like seats around it. TWO DRUNK MEN, (WALKER and CLAUSEN), sit in the booth. Walker's GRIPPING THE ARM OF A FRIGHTENED YOUNG WAITRESS. Her LIPSTICK'S SMEARED... the STRAP OF HER DRESS is torn.

MICHAEL
Is there a problem?

Walker throws a glance to Clausen, who just shakes his head.

WALKER
We're good.

MICHAEL
Good.
(to the Waitress)
Sarah, why don't you go help Lily
and the others.

The Waitress tries to pull free, but Walker only tightens his grip.

WALKER
Now see, that could be a problem,
Chief.

MICHAEL
Sorry, but they're getting a little
behind in the kitchen.

WALKER
Yeah? Well that's their problem.

Clausen LAUGHS TOO LONG at his friend's play on words.
Michael waits for him to stop, then...

MICHAEL
(staring his point home)
Actually, it isn't.

Walker knows a threat when he hears one. And he looks like he's used to giving threats, not getting them, so he doesn't like the feel.

WALKER
Do you know who I am? Who I work
for?

MICHAEL
Why don't you tell me.

WALKER
Instead of that, why don't you just
go fuck yourse...

But before he can finish, Michael grabs Walker by the hair...
SMASHES HIS FACE down against the table... WHAM... WHAM...

shattering glasses and dishes... staining the white tablecloth with Walker's blood...

...and giving the Waitress the chance to break loose... hurry away.

Then Michael becomes this blur of movement... snatching Walker out of the booth, and at the same time, planting his foot into the edge of the table... slamming it back against Clausen's chest, pinning him to the wall.

And that perfect fitting suit suddenly doesn't seem to fit Michael so perfectly anymore as he makes like a street-fighting champion, drives an elbow into Walker's face... grabs the pinned Clausen, and jerks him over the table.

Clausen pulls a KNIFE... swipes it at Michael, but misses. Michael knocks the knife away... violently drives a flurry of punches into his face before turning his attention back to Walker... slamming his knee into his stomach... doubling him over so that he can send another knee into Walker's bloodied face... CRUNCH. Walker crumbles to the floor, gripping his shattered features.

Michael turns... stomps his \$800.00 Berluti's across Clausen's head several more times for good measure.

Then he stands over the two men, making sure this is over. It is. So he adjusts his tie... his jacket... tries to crawl back into his custom made, designer disguise.

And that's when LOUIS VINSON, (30's), comes hustling through the door, still buckling his pants.

LOUIS
Sorry, Michael, I was stuck out
with some prick tryin' to push his
way in.

Then Louis sees what remains of the two men.

LOUIS (cont'd)
Jesus.

Michael just walks past Louis.

MICHAEL
Have someone put them in their car.
And use the delivery entrance.

Michael walks out of the room.

INT. MICHAEL'S OFFICE - NIGHT

Michael sits at his desk, going over the nightly receipts. His CELL PHONE RINGS. He checks the CALLER I.D., flips it open.

MICHAEL

Yes sir.

(scrolls down the page)

It was a good night for mid-week.

I'll make the transfers in the morning.

(listening)

I will.

Michael closes the phone... hits a few buttons on the computer, then turns... stands at the window... stares out at the water... the Bay Bridge stretching across to the other side.

And then he notices his own reflection staring back at him... they hold a gaze on each other.

EXT. CRAVE/SKY LOUNGE - DAY

Standing high above the city.

MAN (V.O.)

I hear you had a situation last night.

INT. CRAVE/SKY LOUNGE - DAY

The sun shines through the windows. The place is empty, except for Michael and NEIL VINSON, (60), eating together at a table in the corner.

MICHAEL

It was nothing.

VINSON

Nothing to you maybe. But something to their boss... Wexler.

That name grabs Michael's attention.

VINSON (cont'd)

Evidently, they were part of his crew.

(MORE)

VINSON (cont'd)
New faces that his asshole son
brought in. Now he feels a certain
lack of respect.

MICHAEL
They were out of line. I asked
them to leave. They didn't.

VINSON
Not breathing through their nose
anyway.

Vinson motions for a WAITRESS to refill his glass. She
hurries over... he waits for her to leave, then...

VINSON (cont'd)
Of course now Wexler's kid's got it
in his head to even the score with
you. I made it clear it would be
best for our business relationship
if that didn't happen. He doesn't
want to have to find someone else
to wash his money.

(beat)
But this kid of his... he's got
ambitions. So you might start
sleeping with the light on.

Michael nods.

VINSON (cont'd)
Be careful. In this life you can
do everything perfectly. But make
one mistake...

Michael nods again... he understands.

VINSON (cont'd)
Now what's the story with our
Russian friends and their guns?

Before Michael can answer...

LOUIS (O.S.)
I thought you might take me up on
my offer.

They look up to see Louis flipping a WAITRESS' hair with his
fingers as he walks past.

LOUIS (cont'd)
I left the front door unlocked all
night.

The Waitress just turns away, rolling her eyes. Louis drops into the seat beside Michael.

LOUIS (cont'd)
Sorry about last night, Michael.
Shit, I only stepped out for a
second. You were probably already
busy enough upstairs.

Louis admires Michael's food... pulls a bite from his plate.
All sense of a professional meeting has vanished.

LOUIS (cont'd)
(while chewing)
Anyway, they were just a couple of
Wexler's low-level pricks.
(to Vinson)
Nothing to worry about.

Vinson's just glaring at Louis... hard enough to stop Louis
in mid-chew.

VINSON
Is this how you do your job?

LOUIS
What?

VINSON
Get out. Go watch the doors like
you should have been doing last
night.

Louis throws a glance to Michael for help. Michael just
stares straight ahead. Louis gives Vinson an embarrassed
nod... stands and walks away.

Vinson watches Louis disappear, then...

VINSON (cont'd)
About the Russians?

MICHAEL
They expect delivery at the docks
next week. Our buyer's waiting for
us to call once we've picked them
up.

Vinson nods, impressed.

VINSON
Not sure why I'm even here anymore.

Michael smiles... there's a lot of respect between these two.

VINSON (cont'd)
I have to go to Chicago for a few
days... take care of some business
there.

(off Michael's nod)
I need a favor while I'm gone.

MICHAEL
Yes sir.

Vinson hesitates... like he's searching for the right words.

VINSON
The thing is... I've been seeing
someone... a young lady.
(beat)
I really care about her. She's
different... not like you and me.
When I'm with her...

Vinson rolls his eyes... can't believe he's exposing himself
this way.

VINSON (cont'd)
What I'm getting at is... I'm
starting to think maybe she's
seeing somebody else. It's driving
me crazy, and I couldn't tell
anyone else... just you.

Michael nods... appreciates the trust.

VINSON (cont'd)
Anyway, what I'm trying to get at
is, I want you to watch her while
I'm gone.

MICHAEL
Watch her?

VINSON
Look after her... take care of her.
(beat)
Find out if it's just my
imagination.
(beat)
Because what I'm imagining... I
don't like.

Vinson studies Michael's face.

VINSON (cont'd)
You think I'm crazy.

MICHAEL
No sir.

VINSON
(shrugs)
Maybe I am.

Vinson pulls a key and paper from his pocket.

VINSON (cont'd)
This is Annie's address and
apartment key.

Michael takes them... looks the address over.

VINSON (cont'd)
I hope I'm wrong, but if you find
out there is somebody else... call
me right away. Or better yet, just
take care of it. The girl too.

Michael stares back in shock.

MICHAEL
Excuse me?

VINSON
You know I can't tolerate being
lied to, Michael. How can you care
about someone you can't trust?

Michael can't answer. Vinson stands to leave.

VINSON (cont'd)
Have you ever cared about anyone,
Michael?

Michael hesitates a moment... gives the slightest shake of
his head. Vinson smiles... he already knew that.

VINSON (cont'd)
That's why I like you.

Vinson turns, and Michael watches him walk away, then looks
down to the address on the paper.

EXT. SAN FRANCISCO/UNION SQUARE- DAY

The center of downtown... crowded with people. A CABLE CAR RATTLES its way down the street...

...and we see ANNIE JENKINS, (25), pretty, without a hint of makeup, jump off, in jeans and a sweater, carrying a VIOLIN CASE. She trots toward an apartment building... doesn't notice Michael leaning against his car, watching her.

The DOORMAN opens the door for Annie, then gives a subtle nod to Michael... that's her.

INT. ANNIE'S APARTMENT BUILDING/HALLWAY - DAY

Michael walks down the hall, stops at Annie's door... KNOCKS.

ANNIE (O.S.)

Coming!

The door swings open... and there's Annie.

ANNIE (cont'd)

Can I help you?

MICHAEL

I'm Michael Egan. Mr. Vinso...

ANNIE

(playful)

My personal stalker has arrived.

(beat)

I pictured you bigger.

Annie spins back inside.

ANNIE (cont'd)

Come on in, and you can watch me
burn a bagel.

Michael enters... closes the door... pulls the chain across. He walks through the living room... CLASSICAL MUSIC IS PLAYING on an iPod stereo. Dirty clothes are tossed on the floor... over the couch... everywhere. Food-stained dishes look stuck to the coffee table. Annie walks out of the kitchen, slathering cream cheese over a bagel.

ANNIE (cont'd)

You want half?

Michael shakes his head. Annie shrugs... takes a bite, then drops onto the couch... motions for Michael to sit. Michael slides some dirty clothes off the chair.

ANNIE (cont'd)
(off the music)
I don't know what you guys listen to... 50 Cent... Dean Martin... but you can change it if you want.

MICHAEL
(shakes his head)
Chopin's fine.

Annie's surprised... gives Michael a little nod. Michael glances around in silence.

ANNIE
(holds out the bagel)
Sure you don't want some?

Michael shakes his head. There's a long, awkward beat of silence. Then...

ANNIE (cont'd)
So did Neil send you over for the clever conversation?

Before Michael can answer, Annie's phone thankfully RINGS. She jumps up... grabs it.

ANNIE (cont'd)
Hey.
(pause)
Yeah, I'm ready.

Annie throws a glances back at Michael.

ANNIE (cont'd)
(whispers in the phone)
Come soon.

Annie hangs up.

ANNIE (cont'd)
I've gotta head out, so...

MICHAEL
I can take you.

ANNIE
That's okay, I'm riding with someone.

Michael hesitates... isn't sure how to handle this.

ANNIE (cont'd)
Thanks for stopping by.

Another awkward moment, and Michael's no people person, but he knows when someone's pushing him out the door. He takes out a business card... hands it to Annie.

MICHAEL
It's got my office and cell on there.

ANNIE
Great. I'll call if... I don't know... if there's some weird reason that I need to.
(forces a smile)
Thanks again.

Michael nods... turns... walks out. Annie waits for him to leave, then drops the card onto a plate of half-eaten eggs, and heads down the hall.

EXT. ANNIE'S APARTMENT BUILDING - DAY

Michael stands with the Doorman.

MICHAEL
Any other entries besides this one?

DOORMAN
There's a door around the side, but it stays locked twenty-four hours.

Michael nods... hands the Doorman his card, wrapped in cash.

MICHAEL
Give me a call if you see anyone that doesn't belong.

DOORMAN
You got it.

INT. MICHAEL'S CAR - DAY

Parked along Annie's street. Michael's behind the wheel, bored out of his mind. A car moves past him... slows in front of Annie's building... Annie hurries out... hops into the car... they drive off.

Michael follows them.

INT. MICHAEL'S CAR - DAY

Driving through the Mission District... extravagant MURALS color the bare building walls... move past his windows as he weaves among the traffic to stay on the car ahead.

The car veers down a side street... Michael's on their tail... slows, as Annie and SEVERAL GIRLS climb out... head to a small, OUTDOOR CAFE.

INT. MICHAEL'S CAR - LATER

Sitting along the curb. Michael watches Annie laughing and talking with the girls. She stands out among the others... she really is beautiful.

EXT. ANNIE'S APARTMENT BUILDING/STREET - NIGHT

The car drops Annie off... Annie waves and walks inside... doesn't notice Michael's car in the street behind them.

INT. MICHAEL'S CAR - NIGHT

Michael squints up through the windshield... watches as the light flashes on in Annie's window. Satisfied, Michael pulls away.

INT. CRAVE/MICHAEL'S OFFICE - NIGHT

Michael at his desk. Louis sitting across from him.

LOUIS

Wexler's fucking kid is calling me every ten minutes... moaning about the beat down you gave his boys the other night.

MICHAEL

Not my problem.

LOUIS

Not yet maybe, but it's causin' a lot of tension. And we use them on some deals. You should've just walked them out.

MICHAEL

And you should've done your job.

Louis' CELL PHONE BUZZES. He pulls it from his pocket... checks the CALLER I.D. then rolls his eyes.

LOUIS

(annoyed)

Fuck. There he is again.

He slides it across the desk to Michael.

LOUIS (cont'd)

You can take care of it.

Michael stares at the phone BUZZING on his desk. Finally, he picks it up.

MICHAEL

Michael Egan.

(pause)

Then you need to get a better handle on your people. Or maybe go back to running numbers, and let your father take care of the real business.

Michael flips the phone closed... slides it back to Louis.

MICHAEL (cont'd)

I took care of it.

CUT TO:

INT. NIGHTCLUB OFFICE - NIGHT

And JOEY WEXLER, (30's), greasy, sitting behind his desk, still holding his phone to his ear.

JOEY

Hello?

Joey taps the button.

JOEY (cont'd)

Hello?

Joey looks across the desk to Walker and Clausen... their faces are bruised and bandaged. Walker sits just in front of him, while Clausen stands behind.

JOEY (cont'd)
Do you believe that shit? The
fucker hung up on me.

Walker smiles... shakes his head. Joey stares at him.

JOEY (cont'd)
What, you think that's funny?

The smile fades from Walker's face.

JOEY (cont'd)
You go around smiling like a
fuckin' idiot.

Walker starts to respond... until Joey slings his phone...
hits Walker in his already battered face, stunning him...
giving Joey the chance to grab the lamp from his desk...
SMASH IT ACROSS WALKER'S HEAD.

Walker tumbles out of the chair, and Joey is carrying the
lamp around his desk... fast... like a crazed animal.

JOEY (cont'd)
Now that shit there, that's funny.

Joey SLAMS THE BASE OF THE LAMP INTO WALKER'S FACE... THWACK.

JOEY (cont'd)
That's funny!

Again... THWACK.

JOEY (cont'd)
That's fuckin' hilarious!

THWACK!

Clausen just watches in scared silence, as Joey keeps
smashing that lamp down... THWACK... THWACK.

Finally, the beating stops. Joey's hand is covered in blood.
He spits down on Walker, then turns... walks away, wiping
Walker's blood across Clausen's chest as he leaves.

EXT. CITY PARK - DAY

Annie and a GROUP OF MUSIC STUDENTS eat under the trees. She
sits beside a YOUNG MAN, (20's)... takes a bite of his food.

INT. MICHAEL'S CAR - DAY

Parked a short distance from Annie's group. Michael's in the front seat, eating a sandwich... watching Annie.

And then Annie looks over... squints straight at Michael, as if she knows he's there. Michael freezes mid-chew... staring back... not moving. They seem to hold a blind look, until Annie turns back to her friends... Michael goes back to his sandwich.

INT. MICHAEL'S CAR - NIGHT

In the street outside Annie's building. Michael looking up to Annie's window... watching it go dark. Satisfied, he drives away.

INT. ANNIE'S APARTMENT - NIGHT

Annie's at the dark window, watching Michael's car disappear.

INT. MICHAEL'S APARTMENT - NIGHT

Expensive, but barren. A couch... lamp... a couple paintings on the walls. But what's there is perfectly in its place. This is the home of someone that isn't here very much.

Michael's asleep on the couch. His CELL PHONE RINGS... RINGS AGAIN... enough to stir him awake. He grabs it.

MICHAEL

Yeah.

ANNIE (V.O.)

So do you want to go to the zoo
tomorrow?

Michael hesitates, still foggy. He checks the CALLER I.D.

MICHAEL

What?

ANNIE (V.O.)

I have to go for school, but I
don't want to go alone... it has a
pathetically lonely vibe to it.

(MORE)

ANNIE (V.O.) (cont'd)
And if I took some other guy,
they'd probably end up with their
legs broken. I mean you will be
watching me again, right?

A BEAT, then...

MICHAEL
What time do you want me to pick
you up?

ANNIE (V.O.)
How about ten?

MICHAEL
I'll see you then.

ANNIE (V.O.)
Sweet dreams, Michael Egan.

Then a CLICK, and Annie's gone. Michael just holds the phone
a quick beat, then shakes his head... tosses it aside...
rolls back to sleep.

EXT. SAN FRANCISCO ZOO - DAY

A LION walks across a sun-covered rock. Michael and Annie
stand beyond the fence, watching it.

ANNIE
I think a lion moves too powerfully
for a violin, don't you?

MICHAEL
I'm sorry?

ANNIE
He'd be more like a drum... maybe a
cello.
(off Michael's confusion)
It's for my music interpretation
class. We have to compose a melody
that encompasses an animal.

MICHAEL
Why?

ANNIE
Because my professor's a
pretentious idiot.
(beat)
What's your favorite animal,
Michael Egan?

MICHAEL
Don't really have one.

ANNIE
Everybody's got a favorite animal.
Mine's a dog. But we're not
allowed to use pets.

MICHAEL
I don't know... a squirrel.

ANNIE
(snorts with laughter)
Seriously?

MICHAEL
I like squirrels.

Annie just keeps laughing... starts walking away.

MICHAEL (cont'd)
So that's your instrument? Violin?
(off Annie's nod)
You're a music major?

ANNIE
Was a music major. I'm working on
my Masters. What, Neil didn't give
you all my juicy details?

MICHAEL
He just asked me to look after
you... take you places...

ANNIE
...guard my door until I'm fast
asleep.

MICHAEL
Something like that.

EXT. SAN FRANCISCO ZOO - LATER

Blue sky... warm sun... FAMILIES wandering the paths.
Michael and Annie sit beside the fountain, as Annie eats
popcorn. Michael's relaxing in the sun, eyes closed.
Annie's watching him.

ANNIE
You know, you're not so bad... as
far as stalkers go. I mean you did
buy me popcorn.
(MORE)

ANNIE (cont'd)
And I bet you're the only one of
Neil's goons that recognizes
Chopin.

Michael opens one of his eyes... just looks at Annie.

ANNIE (cont'd)
I know he's like a gangster or
something.

MICHAEL
He's a businessman. And I'm the
manager of one of his businesses.

ANNIE
Which one?

Michael closes that eye.

MICHAEL
Crave.

ANNIE
The club?
(off Michael's nod)
I've been there a couple times.
Didn't see you.

MICHAEL
My office is upstairs.

ANNIE
Except this week, when your office
is right beside me, huh? He must
really trust you. Did you save his
life or something?

MICHAEL
Nope.

ANNIE
Gay?

Michael's eye pops open again. Annie giggles. God, she's
cute.

ANNIE (cont'd)
That would help explain your Chopin
knowledge.

Michael just closes that eye, ignoring her.

ANNIE (cont'd)
Then what makes you so trustworthy?

MICHAEL

I don't know. Honest face, I guess.

Annie throws some popcorn at him... yeah, right. Just then, a ZOO PHOTOGRAPHER walks up.

PHOTOGRAPHER

Ten bucks for a picture. Makes for a great memory.

MICHAEL

No thanks.

The Photographer starts away, but then...

ANNIE

Hang on. I want one of me and my stalker.

Annie slides over beside Michael... very close... playfully lays her head on Michael's shoulder.

PHOTOGRAPHER

Smile.

Annie gives him a giant grin. Even Michael manages a small one. CLICK... the POLAROID SLIDES OUT. The Photographer gives it to Annie, who shakes it to hurry the image. Michael hands the Photographer some cash.

PHOTOGRAPHER (cont'd)

You folks have a nice day.

Annie smiles at the picture, holds it out for Michael to see.

ANNIE

I like your face, Michael Egan, but there's nothing honest about it.

They exchange a look, until Annie slides the picture into Michael's pocket, and starts down the path.

EXT. ANNIE'S APARTMENT BUILDING - EVENING

Michael and Annie walk down the sidewalk, laughing. Annie's holding the string to a bright red balloon, as Michael shakes his hand... sucks painfully on the tip of his finger.

ANNIE

I told you they bite.

MICHAEL

You told me after it bit me.

Annie laughs harder. They reach the front door.

ANNIE

I'd say you could come up for a bandaid, but that would sort of contradict your duties of making sure I'm home alone.

MICHAEL

I'll survive.

ANNIE

Then I guess it's time for me to set you free for the night.

There's an awkward beat, before Michael finally nods. Annie starts inside... turns back.

ANNIE (cont'd)

You feel like stalking me around lunch time tomorrow?

(off Michael's nod)

Good.

Annie turns... waves over her shoulder as the Doorman lets her in. Michael watches Annie step into the elevator, then throws a glance to the Doorman.

The Doorman gives Michael a nod... got it covered. Michael walks away... climbs into his car.

INT. MICHAEL'S CAR - CONTINUOUS

Michael starts the engine... glances up to the LIGHT FLASHING ON IN ANNIE'S WINDOW. He pulls away.

INT. ANNIE'S APARTMENT - CONTINUOUS

Annie's at her window, peeking out... watching Michael drive off.

INT. MICHAEL'S APARTMENT - NIGHT

Michael lies on the couch, holding the picture of he and Annie. His eyes are locked on Annie's face... her smile. It's enough to make him smile all over again. The Photographer was right... makes for a great memory.

Michael lays the picture on the nightstand, and flips off the light, sending the room into darkness for a long, dark, silent beat. Then he flips the light back on... takes another glance at the picture before turning the light off for good.

EXT. FISHERMAN'S WHARF - DAY

A crowded, chaotic, carnival of souvenir shops and dive restaurants, spread along the scenic waterfront.

EXT. FISHERMAN'S WHARF/HYDE STREET PIER - DAY

Michael and Annie eat at an outdoor cafe. Annie gazes out over the crowds.

ANNIE

I come here a lot. I like watching people... wondering who they are when they aren't buying stupid t-shirts and postcards.

Michael throws a glance up... doesn't see the attraction... shrugs, and goes back to his meal.

ANNIE (cont'd)

You're not much of a people person are you?

MICHAEL

I don't really have time for it.

ANNIE

It. What's it? The human race?

MICHAEL

Concerning myself with other people.

ANNIE

God, you're so warm and fuzzy.

Annie reaches over... takes a bite of Michael's sandwich.

ANNIE (cont'd)

I bet you just charm your way right through life.

Annie looks back to the people. Michael just looks at Annie.

EXT. CHINATOWN - DAY

Michael and Annie walk down the street. Annie's carrying a couple shopping bags... and window-shopping as they pass.

Annie points to an OLD WOMAN sweeping off her doorway.

ANNIE

Okay, look at her. Aren't you even just a little curious about what brought her to this place? Who she was before this... who she wanted to become? Is this the life she'd always dreamed of?

Michael throws a quick glance at the Woman, then back ahead.

MICHAEL

If you hadn't pointed her out to me, I would have never known she was there.

ANNIE

Well that's sad. And lucky for you I did.

The Woman looks up, and Annie WAVES TO HER... the Woman smiles... waves back.

ANNIE (cont'd)

Now you can think about her too.

Michael nods... count on it.

ANNIE (cont'd)

So tell me, Michael Egan, have you concerned yourself with me... even for just a couple minutes?

MICHAEL

I'm sorry?

ANNIE

I mean have you wondered about me and Neil? You know... why I see him?

MICHAEL

It's none of my business.

ANNIE

But you're curious. I can see it
on that not-so-honest face.

Michael doesn't respond... just keeps walking.

ANNIE (cont'd)

Neil's just nice... he takes care
of me.

And then Annie spots something in a shop window... stops
walking... stares inside.

ANNIE (cont'd)

God, don't you just love that?

Before Michael knows what Annie's talking about, she's
through the doorway.

Michael watches through the glass, as Annie leads the SHOP
OWNER to the window display...

...and points at an ANTIQUE RED LAMP. The Shop Owner says
something we can't hear, and Annie's face falls playfully
sad. She walks back out.

ANNIE (cont'd)

Just have to wait for bargain days.

Annie looks back to the lamp.

ANNIE (cont'd)

I wonder what home it used to stand
in... where it came from?

MICHAEL

The old lady back there probably
traded it for her broom.

Annie smiles... gives Michael a little shove as she starts
down the sidewalk.

ANNIE

Wow. Michael Egan made a joke.

Michael follows after her.

EXT. SAN FRANCISCO CONSERVATORY OF MUSIC - EVENING

A large, historic building.

INT. SAN FRANCISCO CONSERVATORY OF MUSIC - EVENING

Michael and Annie walk together down a hallway. Annie carries her violin case.

MICHAEL
Is this a concert?

ANNIE
No, it's that stupid zoo
assignment.

They reach a doorway.

ANNIE (cont'd)
It's in here.

Michael nods... takes a step back.

ANNIE (cont'd)
You can come in if you want. I
don't mind you watching me bomb.

Michael smiles... walks in behind Annie.

INT. CONCERT HALL - EVENING

A massive, empty hall. Just Annie and her PROFESSOR on stage, and Michael alone in the theater seats.

He watches Annie warming up on the violin... her fingers dance on the strings.

PROFESSOR
Are you ready?

ANNIE
I hope so.

PROFESSOR
What's the name of your piece?

ANNIE
I call it *SQUIRRELS*.

Annie smiles back at Michael... playfully sticks her tongue out at him. And if Michael hadn't fallen for this girl before now, he just did... hard. He's lost in her face.

Then Annie begins playing, and it's beautiful... the song's both haunting and fun... just like Annie herself. Michael closes his eyes... lets the music wash over him.

And it's washing over us too... carrying us away... until suddenly MICHAEL'S CELL PHONE BUZZES. He jumps up, hurrying out of the room, as he answers it.

INT. MUSIC BUILDING - CONTINUOUS

Michael moves out the door.

MICHAEL
(pissed)
What?

KAYLA (V.O.)
Louis is looking for you. He says
it's important.

Michael glances back to the concert hall door... hesitates, then...

MICHAEL
I'll be there as soon as I can.

Michael hangs up... walks back in.

INT. CONCERT HALL - LATER

Annie's on stage, talking to some other MUSICIANS. She walks off... to Michael, standing among the empty seats.

ANNIE
So what'd you think?

MICHAEL
It was great. Very squirrel-like.

Annie laughs... gives him a playful shove.

ANNIE
Shut up.

MICHAEL
Something's come up at the club,
so...

ANNIE

Okay, well, a few of us are going to hang around and play for a while.

MICHAEL

I'll come back to get you.

ANNIE

Don't worry about it. I'll catch a ride with somebody. You can call later to make sure I'm tucked in.

MICHAEL

Okay.

Michael starts away... turns back.

MICHAEL (cont'd)

And it really was good.

ANNIE

Thank you, Michael Egan.

Michael continues up the aisle... throws a glance back toward Annie, but she's already skipping back onto the stage with her friends. Michael walks out.

INT. CRAVE/SKY LOUNGE - NIGHT

Crowded with people. Michael enters... sees Louis laughing at a table with Joey Wexler. Louis spots Michael... waves him over.

LOUIS

Michael!

Michael hesitates... doesn't want to, but finally walks to the table.

LOUIS (cont'd)

Sit down.

Michael doesn't sit.

LOUIS (cont'd)

Where do you keep sneakin' off to?

MICHAEL

Business.

LOUIS
Yeah, well here's some more for
you. This is Joey Wexler. Roger's
son.

MICHAEL
(to Louis)
Did you invite him?

LOUIS
What? Yeah... to apologize for the
other night.

Michael nods... looks Joey straight in the eyes.

MICHAEL
Go ahead, I'm in a hurry.

Joey stares back at Michael... he obviously wasn't expecting
to be the one to apologize. And the tension immediately
shoots through the fucking roof.

JOEY
Feels like we got off on the wrong
foot here you and me. If there was
a misunderstanding with my boys the
other night...

MICHAEL
I think they understood me pretty
well.

Joey struggles to hold his strained smile.

LOUIS
Michael... what's the problem?
He's my guest.

MICHAEL
Then you apologize.

LOUIS
What the fuck, Michael. How can
you pull this shit with me?

MICHAEL
Because it's you, Louis.

Louis glares at Michael, then suddenly swings his arm across
the table, sending glasses shattering against the wall.

Michael doesn't flinch.

LOUIS
Be careful, Michael. You might not
be who you think you are.

Michael just stands up... walks away... with Louis and Joey's
glares following him.

EXT. CRAVE - NIGHT

Michael climbs into his waiting car... drives away.

INT. MICHAEL'S CAR - NIGHT

Michael drives... pissed... steps on the gas... the
speedometer rises. Then he thinks of something that makes
him smile... just a little. He opens his cell phone... dials.

OPERATOR (V.O.)
Information. What city?

MICHAEL
San Francisco. Chinatown.

INT. SAN FRANCISCO CONSERVATORY OF MUSIC - NIGHT

Michael trots down the long hallway. He spots Annie sitting
alone in the lobby... he picks up speed. Then Annie breaks
into a wide smile.

ANNIE
Hey!

And the YOUNG MAN FROM THE PARK, appears from another hall.
Annie gives him a hug.

Michael ducks back out of sight... stands there frozen for a
beat... takes another glance, and sees Annie and the Young
Man walking away together. Michael doesn't move... just
stands there... watching.

INT. MICHAEL'S CAR - NIGHT

Parked down the street from Annie's apartment building.
Michael's watching, as Annie climbs out of the Young Man's
RED SPORTS CAR... waves to him, then skips inside.

Michael lets out a relieved sigh... smiles. He waits to see
Annie's window light up, then he pulls slowly away.

INT. ANNIE'S APARTMENT/LIVING ROOM - NIGHT

Annie's at the window... watches Michael's car drive off.

INT. MICHAEL'S CAR - NIGHT

Michael's cruising down the road... turns down a side street, then notices the RED SPORTS CAR PARKED IN THE ALLEY.

He continues past, watching the alley in his rearview... as the red sports car races out of the alley... back down the street. Michael stops in the road, as the tail lights grow smaller in the distance behind him.

EXT. ANNIE'S APARTMENT BUILDING - NIGHT

Michael walks down the street... reaches the Doorman.

MICHAEL

You were going to call me.

DOORMAN

Nobody's been past. Swear to God.

Michael glances up to Annie's window, then walks back along the sidewalk... around the corner of the building.

EXT. ANNIE'S APARTMENT BUILDING/SIDE DOOR - NIGHT

Michael reaches the door... it's PROPPED OPEN WITH A BLOCK OF WOOD. Michael throws it open... walks inside.

INT. ANNIE'S APARTMENT BUILDING/HALLWAY - NIGHT

Michael strides down the hall... to Annie's door. He presses his ear against it... all quiet. He slides the key in the lock... eases the door open... until the CHAIN STOPS IT.

ANNIE (O.S.)

Hey!

Michael KICKS THE DOOR OPEN... and there's Annie, in just a t-shirt, staring at Michael in shock. And Michael suddenly feels sick for what he's just done... wants to turn back time... or hold Annie... tell her he's sorry.

But then THE YOUNG MAN, (DEREK), RUNS OUT OF THE ROOM IN JUST HIS BOXERS.

DEREK

What's your problem, asshole!

And the rage returns to Michael. Derek charges him.

ANNIE

Derek, no!

But it's too late, because Derek has already taken a swing that Michael easily dodges. Michael clamps his hand around Derek's throat, and heaves him across the room.

INT. ANNIE'S APARTMENT - CONTINUOUS

Michael storms in, kicking the door closed behind him. Derek takes a frantic swing, but this isn't a fight for Michael, this is a slaughter. Michael punches him over and over... and we don't know if he's doing it for Vinson or for himself. Finally, Annie jumps on Michael, grabbing his arm.

ANNIE

Stop, Michael!

But Michael isn't stopping. He shakes Annie loose... in his rage, starts to swing at Annie... stops himself. Then he turns back to Derek... pulls his 9mm... presses it against Derek's head.

ANNIE (cont'd)

NO!

Annie knows she can't stop Michael, so instead, she dives down beside Derek... wraps her arms around him... shielding him with her own body.

ANNIE (cont'd)

Please... no.

Michael's finger tightens on the trigger... he stares into Annie's tear-filled eyes. And he can see the pain in them... see how much she cares for Derek...

...and that hurts Michael more than he thought it would. The gun drops to his side. He stares at her a beat, then slides the gun away, and takes out his cell phone.

Michael's finger hovers over the SEND button, as his eyes hover over Annie... her body trembling... tears pouring down that perfect face.

Suddenly Michael snaps the phone closed. He stands there a moment, considering what he's about to do, then...

MICHAEL

You can't ever see each other again.

ANNIE

What?

MICHAEL

This is your only chance. That means everything between you is gone... forgotten. Even all of this tonight never happened... for any of us. This moment never existed. You erase it.

Annie looks at Michael... starts to speak.

MICHAEL (cont'd)

Don't say it's too hard. Because this can get more serious than either of you could ever imagine.

(to Derek)

Make your choice. But understand that this promise... this is one of those swear on your life deals.

Derek's so scared, he can barely think. But he knows he doesn't want to die, so he looks at Annie.

DEREK

I'm sorry.

He jumps up... gathers his clothes and heads for the door. Michael plants his hand in Derek's chest.

MICHAEL

Give me your wallet.

Derek obeys. Michael takes his DRIVERS LICENSE and credit cards... looks them over, then gives the wallet back.

MICHAEL (cont'd)

If you break our deal, Derek, I'll find you.

Derek nods, throws one last glance at Annie, then hurries out, hopping into his pants as he leaves.

Annie glares at Michael through her tears.

ANNIE

I fucking hate you.

Michael nods... starts for the door. Annie flings a vase that shatters against the wall beside Michael.

ANNIE (cont'd)
I knew what you really were the
first time I saw you.

Michael keeps walking... disappears out the door. Annie crumbles to the floor, sobbing.

INT. CAR - NIGHT

Parked outside Annie's apartment building. Rain's beginning to dot the windshield, as we watch Michael storm out of the building... jump into his car, and race away.

And then we see who's in the car with us... Louis... watching Michael's taillights disappear in the distance.

Louis cranes his neck... looks up toward Annie's window.

INT. MICHAEL'S CAR - NIGHT

Michael's flying through traffic... trying to put as much distance between he and Annie as he can.

EXT. SAN FRANCISCO STREET - NIGHT

Michael's car stops at a red light. Another car skids to a stop beside him. TWO TWENTY-SOMETHING PUNKS glance over at Michael... one of them holds out a half-empty bottle of water toward him.

PUNK #1
Wanna drink?

Michael ignores him.

PUNK #1 (cont'd)
Roll down your window, asshole!

Michael just glances at him. The kid takes a swig, then SPITS THE LIQUID against Michael's car.

INT. MICHAEL'S CAR - CONTINUOUS

Michael stares through the dripping water... to the two Punks laughing at him. The light turns green, and Punk #1 flings his cigarette against Michael's window.

The embers flash, and their car SQUEALS AWAY. Michael just sits there, watching them... until...

ANGLE ON MICHAEL'S FOOT...

...stomping on the gas.

EXT. SAN FRANCISCO STREET - NIGHT

Michael's car tears down the street. The Punks' car is just ahead... they race toward the Bay Bridge.

EXT. BAY BRIDGE - NIGHT

The two cars zoom onto the near-empty bridge... Michael's car gaining fast... switching lanes.

INT. MICHAEL'S CAR - NIGHT

And the speedometer rising.

EXT. BAY BRIDGE - NIGHT

Michael's car speeds along the Punks'... suddenly swerves in front of them, cutting them off.

INT. PUNKS' CAR - NIGHT

The Driver slams on the brakes... they skid to a stop, pinned against the rail.

PUNK #1
WHAT THE FUCK!

EXT. BAY BRIDGE - NIGHT

Michael climbs out of his car... buttons his jacket as he strides back toward the other car. The Punks jump out to meet him.

PUNK #2
What's your fuckin' problem?

Michael punches Punk #2, sending him flying back. Punk #1 takes a swing at Michael, but Michael blocks it... twists the Punk's arm around his back... CRACK... the kid SCREAMS... drops to his knees.

Michael slams his face into the bumper... the Punk collapses to the pavement.

Punk #2 attacks again, but Michael drives a knee into his stomach, doubling him over, then throws him head-first through the driver's side window.

Michael jerks him back to the street... reaches in, and pulls the keys from the ignition... heaves them over the side of the bridge into the bay. Then he turns... walks back to his car, leaving the MOANING Punks in the street.

INT. PARKING GARAGE - NIGHT

Michael's car bounces down the ramp... slides to a stop. He climbs out... slams the door shut... still raging from the night's events.

Then he slows... stops... because the parking garage is desolate... a suddenly ominous feeling. He glances up... to the BROKEN CEILING LIGHT FIXTURE just above him...

...then to the SHATTERED GLASS ON THE GROUND.

Michael scans the shadows... nothing... at least nothing we can see. But Michael senses something... squints into the dim light.

MICHAEL

Who's there?

Michael's hand drifts closer to his gun.

MICHAEL (cont'd)

I said who the fuck's there?

A long, tense moment, until finally, a FIGURE steps from the shadows... starts walking slowly toward Michael.

Michael rests his hand on the gun, ready to pull...

...until the Figure steps out of the shadows, and we see it's just a little OLD MAN IN A SAN FRANCISCO GIANTS BASEBALL HAT.

Michael lowers his hand... the Old Man reaches Michael.

OLD MAN

I have a message for you.

MICHAEL

From who?

OLD MAN
Apologize. Then nothing will
happen. I. Was. Wrong. Three
little words.

Michael stares back at the man, unsure.

OLD MAN (cont'd)
If you say those three words,
nothing horrible will happen.
(staring his point home)
Just three words.

Michael stares back at the Old Man a beat, then...

MICHAEL
Three words. Fuck. Off. Asshole.

OLD MAN
You should reconsider.

MICHAEL
And you should stop talkin' shit,
and get the fuck outta here.

The Old Man cocks his head... likes he's really studying Michael. And we're just waiting for that horrible thing to happen, but instead, the Old Man just nods... turns and walks away... disappears back into the shadows.

INT. SAN FRANCISCO AIRPORT - DAY

Vinson arriving... walking through the terminal.

INT. MICHAEL'S APARTMENT - DAY

Michael sits half-dressed on the couch, staring at the cell phone in his hand... ANNIE'S NUMBER ready to dial.

Instead, Michael tosses the phone to the table... walks away.

And we HOLD ON THAT PHONE... just resting there... until Michael grabs it again... dials. We hear the V.O. RINGING.

CUT TO:

INT. ANNIE'S APARTMENT - DAY

ANGLE ON ANNIE'S PHONE...

...resting on the table... BUZZING. And then...

VINSON (O.S.)

Aren't you going to get that?

Vinson sits on the couch, staring at Annie, as she watches the phone. And her spirit is obviously gone... she looks stiff and uncomfortable... afraid.

ANNIE

It isn't important.

VINSON

Are you sure? You look upset.

ANNIE

I'm fine. Do you want something to drink?

VINSON

(shakes his head)

I can't stay long.

(holds out his hand)

Come here.

Annie can't make herself walk to him. Vinson stands... moves toward Annie, and in reflex, she takes a step away. He senses her discomfort... reaches to touch her hair, but Annie cringes... eases away from his touch... leaving Vinson's hand just outstretched in the air... touching nothing.

EXT. SAN FRANCISCO - NIGHT

The Golden Gate Bridge rises and falls in the thick mist.

INT. MICHAEL'S APARTMENT - LATER

Michael lies on the couch, staring at the picture of he and Annie. If we didn't know better, we'd think they were the perfect couple.

Michael lays the picture onto the nightstand... CLICKS the light off. The room goes dark... quiet... until he CLICKS it back on again... and we're looking at an empty beer can... CLICK... everything goes dark... CLICK... the smiling faces of Annie and Michael... CLICK... black... CLICK... the "2" on the clock changes to "3"... CLICK... darkness... silence... and then the FLOOR CREAKS.

CLICK... the room lights up, and there are FOUR MEN STANDING OVER HIS BED. All four carry MINIATURE BASEBALL BATS.

Michael grabs the lamp... swings it across one of the men, as he tries to leap from the couch.

But the men are on him like a pack of wolves... beating him back down with the bats. Michael kicks his foot into one of their faces... grabs another, throwing him into the table.

Michael rips a painting off the wall and smashes it against a head.

And if there were only two men, maybe even three, Michael would fight his way out of this... but four is too many... their bats keep raining down with VIOLENT THUDS.

Michael slides down to the floor... looks up...

...to the OLD MAN IN THE GIANTS HAT walking in... and KICKING MICHAEL IN THE FACE... CRUNCH.

CUT TO:

BLACK... SILENCE...

...and then a WET DRIPPING SOUND... SPLAT... another SPLAT... and light begins to return, and we realize we're staring into a PUDDLE OF BLOOD ON A CEMENT FLOOR.

A THICK GLOB OF BLOOD falls into the puddle... SPLAT.

We follow the drop's trail up... to BARE FEET HANGING IN THE AIR... we drift higher... up over dark suit pants... a BLOODSTAINED SHIRT with ROPES STRAPPED AROUND IT... then to MICHAEL'S FACE... a mass of cuts and bruises.

A long string of bloody saliva hangs from his lips. He COUGHS... the string falls away to the puddle below.

Then we realize we're...

INT. EMPTY WAREHOUSE - NIGHT

...and Michael's SUSPENDED FROM THE CEILING like a barely living pinata... his hands are tied behind his back.

As he swings, a CLEANING WOMAN pushes a mop across the floor under him, sopping up his blood.

Michael tries to speak... can only cough. Then...

MICHAEL
Please...

The Cleaning Woman ignores him... just keeps mopping.

MICHAEL (cont'd)
...help me... please...

The Cleaning Woman finishes... starts away.

CLEANING WOMAN
He's awake.

Michael's swollen eyes roll up... try to see who she was talking to. Then a door opens, and one of the men from his apartment enters... strides toward Michael with his miniature baseball bat.

MAN
They're not ready for you yet.

Then the man SWINGS THE BAT ACROSS MICHAEL'S HEAD... WHACK... and EVERYTHING DOES DARK.

INT. MICHAEL'S APARTMENT - NIGHT

Vinson, Louis and TWO BODYGUARDS stand in Michael's bedroom. And the place is torn apart from the fight... broken lamps... shattered paintings... bloodstains on the floor.

Vinson looks it over, then bends down... picks up MICHAEL'S CELL PHONE... then notices THE PHOTO OF MICHAEL AND ANNIE AT THE ZOO on the floor beside it. He stares at the picture.

INT. EMPTY WAREHOUSE - NIGHT

ANGLE ON MICHAEL'S UNCONSCIOUS FACE...

...as the LOUD CLANKING OF A DOOR stirs him... his eyes flutter open.

He struggles to raise his head... sees the warehouse door sliding open, and Joey walking in out of the pouring rain. Walker and Clausen enter behind him... both smiling like they just won the lottery.

JOEY
Good to see you again, Michael.
You remember the boys.

Joey gives Michael a little push... he swings in the air, helplessly.

JOEY (cont'd)
You really fucked up, huh?

MICHAEL
You don't know what you've just
done.

Joey just smiles... looks beyond Michael.

JOEY
Finish this high and mighty fuck.

The SCREECH OF METAL ON METAL... Michael turns his head...
sees someone we didn't even know was there... the OLD MAN IN
THE GIANTS HAT... knives and hatchets spread out around him,
as he SHARPENS A METAL POKER... SCREECH.

Jesus, this is going to be bad.

The Old Man slides a BUTCHER'S APRON over his head.

Another Man slides a LARGE PLASTIC BUCKET just beneath
Michael's dangling feet.

Michael watches the Old Man start toward him, twisting a
knife and poker in his hands.

Michael suddenly vomits into the bucket.

Joey and his men burst into laughter.

JOEY (cont'd)
Where's the cocky professional now,
huh?

MICHAEL
(to Joey)
My people won't forget this.
You're as dead as I am.

Joey smiles... like he's smarter than the rest of us.

JOEY
You have no idea what's happening.

Michael and Joey hold a look, as the Old Man continues
sharpening those tools, emotionless.

Michael looks down to that SCREECH... watches the Old Man
sharpen the blades. He knows it's over.

But just then, Joey's CELL PHONE RINGS... he flips it open.

JOEY (cont'd)

Yeah.

His expression changes... suddenly seems concerned. He looks back to Michael.

CUT TO:

INT. CARGO VAN - NIGHT

Michael's slumped on a bench in the back of the van, a hood over his head. Joey sits across from him... the other men sit on each side.

Michael raises his head, and Walker SLAMS HIS FIST into Michael's blind face.

WALKER

Keep your fucking head down!

Walker punches him again for good measure.

EXT. VACANT LOT - NIGHT

Surrounded by the skeletons of deserted buildings. Rain's pouring down, turning the lot into a mud pit. Michael's on his knees at the center of the lot, hands tied, hood still covering his head.

The WHITE CARGO VAN pulls away... leaves him alone in the rain.

Suddenly the HEADLIGHTS OF SEVERAL CARS FLASH ON IN FRONT OF MICHAEL.

CUT TO:

MICHAEL'S POV INSIDE THE HOOD...

...the car headlights casting a bright glow through the cloth. All we can hear is the rain falling on us, mixed with Michael's NERVOUS BREATHS.

And then TWO SILHOUETTES APPEAR THROUGH THE HOOD, backlit by the headlights... WALKING SIDE BY SIDE TOWARD US... closer... closer... stopping only a few feet away.

One of the DARK SHAPES leans close... reaches for us... pulls on the hood... light begins to slip over us... then blinds us.

CUT TO:

MICHAEL...

...as the hood is pulled free... the rain mixes with the blood on his face, runs like crimson rivers down his skin. He squints into the bright light.

CUT TO:

MICHAEL'S POV...

...as the figures pull into focus... VINSON AND LOUIS... both of them just staring at Michael from under their umbrellas.

Relief washes over Michael with the rain.

MICHAEL

Thank you.

But they don't react... don't even blink... just keep staring down at Michael... until Michael begins to get nervous all over again.

VINSON

Why did you do it? Why didn't you
just call me?

(beat)

It's not like you.

Michael just stares up at Vinson.

VINSON (cont'd)

You don't want to talk? You'd
rather it end like this?

Vinson waits, but Michael isn't talking, so finally Vinson just drops the PICTURE OF MICHAEL AND ANNIE into the mud in front of Michael.

Michael gazes down at the photograph... the rain splashing over it.

VINSON (cont'd)

That's too bad.

Vinson turns... walks back toward the headlights... climbs into a car.

And then other men join Louis around Michael.

LOUIS
The world's a funny place, huh,
Michael? Just when you think
you've got it figured out...

Louis shrugs... lights a cigarette.

LOUIS (cont'd)
...but you never know what's coming
next.

MICHAEL
What are you going to do?

LOUIS
Whatever it is, don't blame anyone.
You know the business.

The RING of a cell phone. Louis answers it.

LOUIS (cont'd)
Yes sir?
(pause)
Okay.

Louis carries the phone over to Michael.

LOUIS (cont'd)
Mr. Vinson is giving you another
chance.

He holds it to Michael's ear.

VINSON (V.O.)
Why didn't you tell me? Why would
you make that mistake?

Michael takes a beat to consider his words, then...

MICHAEL
If the two of them never meet
again... if they can keep that
promise... I thought it would be
best.

CUT TO:

INT. VINSON'S CAR - CONTINUOUS

Vinson in the back seat, holding his phone.

VINSON
Now tell me the real reason. And
be honest.
(beat)
Was it because of her?

CUT TO:

MICHAEL...

...that phone held to his ear. But he isn't answering...
can't answer. Finally...

VINSON (V.O.)
Let me talk to Louis.

Michael leans his head away from the phone. Louis raises it
back up.

LOUIS
Yes sir?
(pause)
Yeah... okay.

Louis doesn't hang up... hands the phone to one of the other
men.

LOUIS (cont'd)
Grab his arms.

The men swoop in... wrap Michael up. Michael struggles to
pull free, but there are too many of them.

MICHAEL
Wait! What are you doing?

The men stretch one of Michael's arms out across the ground.

ANGLE ON A MASSIVE PIPE WRENCH BEING PULLED THROUGH THE MUD
TOWARD MICHAEL...

...leaving a deep trail behind it.

Michael sees it.

MICHAEL (cont'd)
LET GO OF ME!

Michael strains to get away.

MICHAEL (cont'd)
Louis! Don't do this! Don't!

One of the men stands on Michael's wrist, holding his hand in place.

Louis raises the wrench high.

Michael looks up at him... tries to make eye contact... anything to stop what Louis is about to do.

MICHAEL (cont'd)
Please... you don't have to do this.

Louis SWINGS IT DOWN ONTO MICHAEL'S HAND... WHACK.

Michael CRIES OUT IN AGONY.

CUT TO:

VINSON IN THE BACK OF HIS CAR...

...listening to Michael's SCREAMS through the phone. And it's almost like it's hurting him as well. He closes the phone... he's heard enough.

EXT. VACANT LOT - NIGHT

The rain pouring down. Louis sits in his car, waiting... for something. One of the men hurries up... taps on the window. Louis climbs out, as the man holds the umbrella over him... they walk across the lot...

...to Michael... on his knees beside a FRESHLY DUG HOLE... a grave.

Michael sees Louis... hope fills his eyes.

MICHAEL
Louis.

Louis just plants his foot in Michael's back... shoves him into the hole.

The others start filling the hole back up with the wet dirt.

MICHAEL (cont'd)
Wait... wait!

Michael scrambles to his feet... starts crawling out.

MICHAEL (cont'd)

Louis!

But Louis just stands there... watches one of the men SLAM HIS SHOVEL ACROSS MICHAEL'S HEAD.

Michael crashes to the bottom of the hole... the dirt keeps pouring over Michael with the rain.

And the men are shoveling fast from all sides... filling the hole.

Michaels rises to his knees... the dirt is piling up over him.

MICHAEL (cont'd)

LOUIS!

CUT TO:

MICHAEL'S POV...

...on Louis, just turning his back... walking away, as the dirt falls over us... covers everything... we're buried alive.

DISSOLVE TO:

EXT. VACANT LOT - NIGHT

ANGLE ON THE GRAVE...

...completely filled in... water puddles on the surface. The rain beats down over it.

And we hold on the wet ground for a long beat... another... another... until suddenly a HAND BURSTS FROM THE EARTH... stretches and claws its way out... then an arm... finally Michael's mud-covered face explodes from the muck... he GASPS FOR AIR.

His other arm tears free... he pulls his shoulders up from the grave. And we can't believe it, because he's alive... he's going to be okay... he's going to make it out of here...

...but then TWO FEET STRADDLE OVER HIM. Michael looks up... sees Louis staring down from under his umbrella.

LOUIS
I told 'em I thought it was too
shallow.

Michael collapses, half out of the grave.

INT. DESERTED BUILDING - NIGHT

A large, empty room... cement floor... broken windows... a shattered, rusty metal staircase hangs by chains, still barely connected to the second floor loft. The bottom ten steps are long gone... just long lengths of chain swaying where the steps once stood. Streams of water drip down through holes in the roof.

Michael's slumped in a corner, wrapping a rag around his mangled hand.... as his eyes take in the scene...

...Louis across the room, talking on the phone... the others clustered together around flame-filled garbage cans, CHATTING... drinking coffee.

Louis hangs up his cell... SAYS SOMETHING WE CAN'T HEAR to the men. A few of them GROAN... CUSS... toss their coffees, and grab the shovels... trudge back out into the rain.

Michael glances out the nearest window... nothing but a thin alley, and the next empty building.

Then one of the men walks over... opens a hose on Michael... pounding him with the water... washing away the mud.

The blood and dirt run like rivers over the cement floor.

INT. DESERTED BUILDING - LATER

Michael's huddled on the floor.

A DUFFLE BAG drops down in front of him. Michael looks up... sees Louis.

LOUIS
There's a present for you in there.
Open it.

Michael stares at the bag. Then instead of opening it, he stands up... face to face with Louis.

MICHAEL
Don't play games with another man's
life.

LOUIS
(smiles)
Still pretending to be the boss,
huh, Michael? Right to the end.

Suddenly Louis SLAMS HIS HEAD INTO MICHAEL'S FACE... sends Michael staggering back against the wall.

LOUIS (cont'd)
You know how I can do this to you,
Michael?
(repeating Michael's own
words)
Because it's you. Now open the
fucking bag.

Michael's dazed... drops to a knee... unzips the bag, and pulls out a CELL PHONE.

LOUIS (cont'd)
Call Mr. Vinson as soon as you
figure out what he's waiting to
hear. He's giving you until the
boys finish with a deeper hole.

Louis crouches down in front of Michael...

LOUIS (cont'd)
This all seems kinda familiar
doesn't it? Just like with Teddy
Page. What was it you said to him?
(thinking)
Something like... "No turning back.
Just accept it." And then you
sliced him open.
(smiles)
That was fucking brutal.

Louis' smile fades.

LOUIS (cont'd)
I'm not as clever as you are, so
I'll let you figure out the right
words this time.

Louis reaches to pat Michael on the shoulder, but Michael flinches in defense... pulls away like a beaten animal. Louis just laughs, and walks away.

Michael stares down at the phone... looks up... scans the room... men everywhere... there is no escape.

Michael looks back to the phone... his thumb drifts to the SEND button.

Louis joins the other men around a fire pit... grabs a coffee from one of them.

LOUIS (cont'd)
It's cold as shit tonight.

Louis glances back to Michael, raising the phone to his ear... beginning to talk.

LOUIS (cont'd)
I think I'd rather somebody put one
in my fuckin' ear than make me beg
'em for my life. Go out with some
fuckin' pride, you know what I'm
sayin'.

The other men aren't really listening... nod anyway. Louis watches Michael finish talking... lower the phone.

LOUIS (cont'd)
Here we go. Maybe he'll let us do
him inside instead of gettin' half-
drowned out there.

Louis tosses his coffee away... strides over to Michael.

LOUIS (cont'd)
You make things straight with him?
Beg for forgiveness?

Michael doesn't answer. Louis takes the phone.

LOUIS (cont'd)
(into phone)
How do you want me to handle it?

WOMAN'S VOICE (V.O.)
Just stay on the line, sir, we're
tracking your location.

Louis is confused a beat, then looks back at the phone... the connected number... "911" fills the screen.

LOUIS
(to Michael as he quickly
flips the phone closed)
What the fuck did you do?

Suddenly Michael DRIVES HIS BARE FOOT INTO LOUIS' KNEE, SNAPPING THE JOINT... sending it buckling in the wrong direction. Louis SCREAMS OUT in pain.

The other men turn to the cry... in time to see Michael leaping up... slamming Louis into the brick wall, and GRABBING LOUIS' GUN FROM HIS BELT.

Louis collapses to the ground, as the others OPEN FIRE AT MICHAEL.

CUT TO:

THE GRAVE-DIGGERS... HEARING THE SHOTS... DROPPING THEIR SHOVELS AND CHARGING BACK TO THE BUILDING.

CUT TO:

MICHAEL...

...firing back at the others, as he sprints toward the shattered stairs... grabs the hanging chain, wrapping it around his wrist as he runs up along the wall... lets his momentum and the chain's leverage pull him higher... racing sideways up the wall, as he BLASTS AWAY at the men.

Their shots pepper the wall around him, as he pushes off... swings around toward the stairs... flies through the air, and SLAMS INTO THE BOTTOM STEP... but it gives him something to hang on to. He pulls himself up as the bullets rip through the air all around him.

Michael charges up the crumbling stairs as they sway under him... look like they should give away under Michael's weight, but they don't.

Michael makes it to the loft... sees the men climbing a ladder up after him... so Michael turns... sprints toward the window... hits it head-first without slowing... the window SHATTERS.

CUT TO:

POV FROM THE ALLEY BENEATH THE WINDOW...

...as Michael flies out with the explosion of splintered glass... sails across the narrow alley, and CRASHES THROUGH THE WINDOW OF THE NEXT BUILDING.

CUT TO:

INT. BUILDING - CONTINUOUS

Michael hits the floor... rolls back to his feet... turns in time to see one of Vinson's men following him out the window... leaping...

...until Michael SHOOTs... hits the man in the chest. He slams into the edge of the window... tumbles back to the alley below.

Michael FIRES BACK INTO THE OTHER WINDOW... drives the men back... but then CLICK... CLICK... the gun's empty. So Michael starts down the stairs...

...until he sees MORE OF VINSON'S MEN POURING IN BELOW... and then another man making the leap across the alley... dragging himself up into the window... taking a wild shot at Michael.

Michael's boxed in... so he climbs out another window. The gun slips from his hand as he scrambles out.

EXT. BUILDING - CONTINUOUS

Michael slides out along the brick ledge... starts to jump, but more men are below. And we can hear the rest charging inside.

Michael grabs a fire escape... starts climbing up, as one of the men leans out... TAKES SEVERAL SHOTS at Michael.

And now the men below have seen him too... they start SHOOTING... bullets flying all over the place, as Michael nears the roof...

...crawls up over the edge... and finds himself on an empty square of roof... no cover anywhere. This is where Michael's going to die.

Then Vinson's Man appears over the edge... tries to steady himself to take aim, but Michael kicks his arm... the shot flies wild... the gun falls away.

Michael throws him off the fire escape... the Man sails to the ground... lands with a lifeless THUD.

But there are plenty of more men, and they're all coming up after Michael...

...until a SIREN SOUNDS... SEVERAL SIRENS. Michael sees FLASHING POLICE LIGHTS coming down the street.

Vinson's men see them too... so they take off... forget all about Michael, as they scramble back to their cars.

Michael peers over the edge... watches Louis limp toward a car... they all speed away... duck safely down the alleys, as the police skid to a stop in front of the building.

Michael watches the COPS jump out of their cars... prepare for a battle. And Michael's not ready for the cops... not yet. So he runs across the roof... finds an empty alley and escapes into the darkness.

INT. NEIL VINSON'S HOUSE - NIGHT

ANGLE ON A SHATTERED GLASS ON THE FLOOR.

And then we see where it came from... Vinson... leaning back against his massive oak desk... staring blankly. SMALL LINES OF BLOOD seep out from under his left hand... run like mini-rivers down the front of the desk.

VINSON

Look for him at his place...
anywhere else he might pop up.

Louis is standing by the door... watching the blood ooze down the oak.

VINSON (cont'd)

And send someone to the girl's
apartment. Make sure she
understands they work for me, then
kill her.

Louis nods... limps out. Vinson just keeps staring.

INT. ANNIE'S APARTMENT - NIGHT

Annie sleeps in her bed... silent and dark. Then an O.S. THUMP... Annie stirs... squints around the shadows... nothing.

She climbs out of bed... moves through the dim light toward the bathroom... where a HAND SUDDENLY SHOOTS OUT from the dark... clamps over Annie's mouth... spins her against the wall with a THUD... holds her there, as Annie and the rest of us all see the hand belongs to MICHAEL.

MICHAEL

Don't scream.

Michael still looks like some kind of monster, his face covered in that dried blood and mud.

Annie's too scared to scream... stares back at Michael's battered face.

And Annie has no idea what he's going to do to her next, so she nods... he pulls his hand away... AND ANNIE STARTS SWINGING... tries to break free, but Michael shoves her back up against the wall... hard... cups his hand over her mouth again.

MICHAEL (cont'd)
I'm not here to hurt you. We have
to leave. They'll be coming for
you too.

Michael eases his hand off her lips.

ANNIE
I'm not going anywhere with you.

MICHAEL
Then you'll die.

ANNIE
What?

MICHAEL
Vinson knows.

ANNIE
He can't... I didn't say anything.
I swear to God.

Then an O.S. CLICK from the other room. Michael's head snaps to the sound.

INT. ANNIE'S APARTMENT/LIVING ROOM - NIGHT

Vinson's MAN moves through the dark room... spots the bedroom doorway... eases toward it... glances in, and sees Annie in bed.

INT. ANNIE'S APARTMENT/BEDROOM - CONTINUOUS

The Man slips through the doorway... takes a step toward Annie, as he COILS A WIRE AROUND HIS HANDS.

Then suddenly Michael crashes into him... they slam into the wall. Michael drives his elbow into the Man's jaw... follows with a head-butt into his face... CRACK.

The Man stumbles... counters with a kick into Michael's stomach... a knee to his head... Michael's dazed... enough for the Man to lower his shoulder... tackle Michael into the corner.

And it's like a death-match in a telephone booth... the two men trading punches... blocking blows... grabbing and clawing...

...until the Man gets his hand on Annie's CLOCK RADIO... smashes it across Michael's face. And that's the advantage the Man needs to stretch the wire around Michael's throat... finish Michael off...

...but then Annie leaps onto his back.

The Man tosses her away. Michael shatters a picture frame with his fist, and as the Man turns back to him, Michael grabs a SHARD OF GLASS... THRUSTS IT INTO HIS NECK.

The Man flops back to the floor... his blood seeping out around the glass. He grabs at the shard... yanks it out, and the blood begins to pour.

Annie fights back a SCREAM... watches the Man crawl after Michael... still desperately trying to survive.

Michael just takes a step back... watches him collapse dead to the floor.

MICHAEL

Get dressed.

Annie's too stunned to move... just stares at the Man's corpse.

MICHAEL (cont'd)

Now, Annie.

Annie starts grabbing her clothes. But her hands are trembling so hard she can't even hold them. She sinks to the floor... begins to cry.

ANNIE

What's happening?

MICHAEL

What I told you would happen.

Annie suddenly realizes she's in something that's way over her head... and she's scared out of her mind.

Michael reaches a hand out to comfort her... pulls it back before it touches Annie's skin... turns and walks into the bathroom... rinses his face in the sink... takes in his reflection in the mirror... his bloody clothes.

MICHAEL (cont'd)
Did your friend Derek ever leave
any clothes over here?

EXT. ANNIE'S APARTMENT BUILDING/SIDE DOOR - NIGHT

Michael, wearing a CAL sweatshirt and baseball cap, slips out with Annie... they hurry toward the back of the building.

EXT. SAN FRANCISCO - NIGHT

Downtown. Michael and Annie stand on a street corner. Michael's staring across the street at an old dilapidated playhouse theater. The windows are boarded up... the front door chained.

MICHAEL
Come on.

Michael and Annie trot across the street... duck down an alley beside the theater.

INT. THEATER/BACKSTAGE - NIGHT

Dark and dusty. Crates and boxes are scattered around... haven't been touched in years. O.S. BANGING... then a burst of light, as the back door swings open... Michael and Annie enter.

ANNIE
What are we doing here? Why don't
we just go to the police?

MICHAEL
The cops don't help people like me.

ANNIE
So we just sit here?

MICHAEL
I need to rest.

And for the first time, Annie notices Michael's hand... focuses on his face.

ANNIE

God, what did they do to you?

Michael just shakes his head... nothing.

ANNIE (cont'd)

This is crazy. He can't do this.
The police will help us.

MICHAEL

You don't know this world. Here,
the guy with the most friends wins.
And right now, you and I don't have
any.

ANNIE

Maybe you don't, but I do. I've
got friends. I know people that
will help me.

MICHAEL

Vinson will find your friends...
he'll find your family. He'll look
anywhere you've ever been. You'd
just put all them at risk too.

Michael slides down to the floor... props himself in the corner.

MICHAEL (cont'd)

This is the safest place for right
now.

ANNIE

(glances around)
I can think of safer.

MICHAEL

The best place to hide is the place
nobody knows is there.

Annie watches him a beat, then...

ANNIE

So you're the only friend I've got.

Michael doesn't respond... just closes his eyes. Annie sits down on the floor across from him. She looks around... scared... tears fill her eyes.

EXT. SAN FRANCISCO - MORNING

The sun rising over the horizon... just starting to burn off the fog.

INT. THEATER/BACKSTAGE - MORNING

And Michael's eyes flashing open... his arms flying up to defend himself from whatever attack he was dreaming of...

...but the room's empty... safe. Then he realizes Annie is gone. He jumps up... runs to the stage... scans the theater.

MICHAEL

Annie!

Michael hurries toward the back door... just as Annie walks in, carrying a plastic bag of food and water.

MICHAEL (cont'd)

You weren't supposed to go outside.

She pulls a package of bandages and first aid items from the bag.

ANNIE

I didn't think you'd go see a doctor.

INT. THEATER/BACKSTAGE - LATER

Annie sits on one of the crates, watching Michael pour alcohol over his wounded hand... fumble with the bandage. She grabs it... helps him wrap the wound.

MICHAEL

It was too big a risk.

ANNIE

The place was just some little shop. No one saw me.

MICHAEL

No, you didn't see anyone. That doesn't mean no one saw you.

ANNIE

No one saw me.

Annie finishes... pours some bottled water over a rag... starts cleaning a cut above his eye. Michael allows it... barely.

MICHAEL

Just no more going outside.

As Annie works...

ANNIE

It started as a couple dinners.

(off Michael's look)

Neil and I. But he showed up more and more... kept buying me things.

I tried to tell him I wasn't interested in getting serious, but... he didn't want to listen, and I'd get scared.

(beat)

I never meant to hurt anyone.

Michael's heard enough... takes the rag... finishes himself, then tosses the rag away... stands up... shoves the plastic bags behind some crates.

MICHAEL

If you hear anything, hide back in there.

ANNIE

What, you're leaving me here?

MICHAEL

Just for a little while. And don't use your phone.

ANNIE

Wait. I don't want to stay here by myself.

MICHAEL

Just keep quiet and away from the windows.

Annie suddenly looks very nervous again... she's about to break down.

ANNIE

Until when?

MICHAEL

Until it's safe.

Michael moves for the back door.

ANNIE
Why are you doing this? You don't
concern yourself with anybody,
remember?

Michael searches for an answer, then...

MICHAEL
Just stay inside.

Michael walks out. Annie slides down between the crates.

EXT. CITY STREET - DAY

Michael's at a pay phone... we hear the V.O. RING. Then
KAYLA'S VOICE...

KAYLA (V.O.)
Hello.

MICHAEL
Are you alone?

CUT TO:

INT. CRAVE/MAIN ROOM - DAY

Kayla holds her cell phone... throws a subtle glance
around... several of VINSON'S MEN are across the room.

KAYLA
What's happening, Michael?
Everyone's talking about you. Some
people said you were dead.

MICHAEL (V.O.)
Not yet. I need you to do me a
favor, Kayla. But only if you can
do it without anyone else knowing.
Can you do that?

Kayla's nervous... nods without speaking.

MICHAEL (V.O.) (cont'd)
Kayla?

KAYLA
Yes. I can do that.

CUT TO:

EXT. CITY STREET - DAY

From a distance, we watch Michael talk into the phone, without being able to hear him... then he hangs up... pulls the hat down tight, and walks down the sidewalk...

...trots into the street... swings up onto a passing Cable Car... fades back into the crowd... out of sight.

EXT. TELEGRAPH HILL - DAY

High above the city... a view in every direction... Coit Tower rising from the center of the peak.

Michael stands half-hidden under the trees... sees Kayla walking up Filbert Steps. He WHISTLES... Kayla spots him...

...hurries to Michael. He tries to keep his head down to hide the cuts and bruises under the bill of his cap, but she sees them.

KAYLA
God, Michael, what happened?

MICHAEL
I made a mistake. Did you bring the money?

Kayla snaps out of her stare... nods... pulls an envelope from her purse.

KAYLA
It's all I could get.

Michael glances in the envelope, then shoves it in his pocket. Kayla hands Michael a bag.

KAYLA (cont'd)
Here are the clothes you asked for.

Michael takes the bag... pulls out a white shirt and suit jacket.

MICHAEL
What about the name I gave you?

KAYLA
I'm still looking.

MICHAEL
When you find him, give him the
package and the address.

Kayla manages a nervous nod.

KAYLA
What are you going to do?

MICHAEL
I'm going to end all this.

Then we PULL BACK... high above Telegraph Hill... and Michael disappears beneath the trees.

EXT. SHIPYARDS - DAY

Massive freighters moored to the docks... the THUNDERING OF CRANES AND FORKLIFTS loading cargo.

Beyond the ships, the tattered remains of the old docks... rotten posts rising from the tide like rows of gravestones.

And just past that are a few other docks... for the smaller boats... old yachts... a couple tugs.

EXT. SHIPYARDS/DOCK - DAY

Michael strides down the dock, wearing the fresh clothes. He stops at an OLD BOAT tied at the end by itself. Michael starts up the gangplank... until a RUSSIAN WIDE-BODY steps out in front of him.

WIDE-BODY
I think you on wrong boat.

MICHAEL
I work for Neil Vinson. We have a deal coming up.

The Wide-Body looks him over... motions his arms up. Michael raises them... the Wide-Body pats him down.

INT. BOAT - DAY

Two small rooms below deck. The Wide-Body and another RUSSIAN sit in one room, eating and watching tv. The Wide-Body slices an apple with a KNIFE... gulps it down.

Michael sits in the other... across a small table from ABRAM, (40's), Russian arms dealer, eating fried chicken, as he studies Michael's battered face.

ABRAM

I pictured you different on the phone. Not so much of a punching bag.

MICHAEL

I tripped on the way over.

Abram smiles.

ABRAM

So our deal is next week. But here you are on my boat.

MICHAEL

This is separate... personal.

Michael slides the envelope of money onto the table. Abram glances in the envelope.

ABRAM

Have something to do with that face of yours?

Michael doesn't answer.

ABRAM (cont'd)

Why don't you just get a gun from one of your boys?

MICHAEL

Their weapons are papered. I need a gun with no trail. And I'm in a hurry.

Abram studies Michael a beat, then SNAPS HIS FINGERS to the Russian in the other room... SAYS SOMETHING WE CAN'T UNDERSTAND...

...so Michael just sits there, trying to look calm, as he waits to see what happens next.

The Russian unlocks a cabinet... pulls out a SMALL BAG... carries it to Abram.

Abram sits the bag on the table... reaches in, and takes out TWO DISASSEMBLED PISTOLS.

ABRAM

You ever seen one of these?

Michael shakes his head. Abram carefully puts the TWO CLIPS to the side... holds the gun out for Michael to see.

ABRAM (cont'd)

Stetchkin Automatic. Best Russian gun made. Use by KGB. Much better than the shit we sell you next week.

Abrams LAUGHS. Michael reaches for the gun, but Abram HOLDS TIGHT... STOPS LAUGHING. Both men grip the weapon.

ABRAM (cont'd)

Your boss knows you want this gun?

MICHAEL

Mr. Vinson knows everything.

Abram considers that, then...

ABRAM

Maybe I should ask him. Since he's the one that pay me for my guns. Don't want to piss off the money man.

A tense beat... both men still holding that gun... until Michael releases it... leans back.

MICHAEL

Ask him.

ABRAM

(in Russian)

Try his boss, Vinson.

The Russian grabs his phone. Michael and Abram just sit there... staring at each other... the tension's building, as Abram eats his chicken, and Michael throws a glance to the Russian, dialing the phone. And then...

ABRAM (cont'd)

While we wait, you want me to show you how to put together?

MICHAEL

Sure.

Abram slides one set of pieces to Michael... lays out the others in front of himself.

ABRAM

Watch.

(as he assembles)

First twist this on. Then this here. Push this up and in.

The gun's in one piece... ready to shoot.

ABRAM (cont'd)

Easy, eh?

Michael nods... throws a glance to the Russian, talking into the phone, then back to Abram, as he takes the gun apart again.

ABRAM (cont'd)

Now do what I do.

Michael's bandaged hand fumbles with the pieces, as Abram rapidly fits the gun together... LAUGHS as he has the gun pointed at Michael's head before Michael's even close to being finished.

The Russian hangs up the phone... walks toward them, and Michael's anxiously watching him... drops one of the pieces... as the Russian lays the phone down beside Abram... SAYS SOMETHING IN RUSSIAN, then walks back to the other room.

ABRAM (cont'd)

(to Michael)

Your boss is out. He'll call back.

Michael gets a temporary reprieve... goes back to the gun... finally finishes.

ABRAM (cont'd)

Not bad with that hand. Do it again.

MICHAEL

Like I said, I'm in kind of a hurry.

ABRAM

Go ahead leave then. But the gun stays here... until next week.

Michael shrugs... whatever. He pops the gun apart... they lay the pieces out again, and...

ABRAM (cont'd)
Start!

Michael and Abram reach for their pieces... start putting them together...

...until Abram's phone RINGS. They both freeze... look to the phone.

ABRAM (cont'd)
There's your boss.

Michael watches Abram answer the phone.

ABRAM (cont'd)
Mr. Vinson?

Michael's frozen.

ABRAM (cont'd)
I have one of your men here looking
for a gun. Egan.
(pause)
What?

Abram's eyes roll toward Michael... they hold a stare... then Abram looks to the half-assembled gun in Michael's hands.

And then Michael starts working on his gun... racing to put it together.

Abram panics... jumps into action, still holding the phone to his ear with his shoulder.

And this is a race for life... both men rapidly piecing their weapons together as fast as they can... Michael not even noticing the pain in his hand.

They both finish at the same instant... grab one of the magazines... jam them into the guns...

...BUT MICHAEL AIMS FIRST... BAM... the bullet hits Abram in the head, snapping it back.

The Russian and Wide-Body jump up at the shot.

Michael turns to them... aims... BAM... hits the Russian in the chest... BAM... hits the wall beside the Wide-Body... BAM... buries one in his stomach... BAM... his chest...

but the Wide-Body keeps charging... leaping for Michael with that KNIFE... BAM...

...as the Wide-Body tackles Michael... drives the knife down... they fly back to the floor... and just lie there... the Wide-Body on top... neither one moving...

...until the Wide-Body rolls off... rises to his knees... looks around, dazed... turns and drags himself toward the exit... crawls to his feet, then stops... COUGHS... blood spews from his lips... he tumbles over across the table... DEAD.

Then we see Michael still on the floor... the knife JAMMED INTO THE FLOOR BESIDE HIS HEAD.

He rises up... the Wide-Body's blood dots the front of his coat.

Michael looks over the carnage.... sees the phone beside Abram. He lifts it to his ear.

CUT TO:

INT. NEIL VINSON'S HOUSE - DAY

And Vinson still holding the phone... straining to hear something... anything. Then...

VINSON
Michael?

CUT TO:

INT. BOAT - CONTINUOUS

Michael stands there, holding the phone.

VINSON (V.O.)
Michael?

Michael snaps the phone closed.

CUT TO:

INT. NEIL VINSON'S HOUSE - DAY

Vinson on the phone... there's a definite hint of fear in his face. He tosses the phone away... looks to Louis, standing by the door.

VINSON
(to Louis)
Go to the shipyards.

INT. BOAT - DAY

Michael grabs a BLACK SATCHEL... pulls the other Stetchkin from Abram's dead hand... tosses it into the bag. He spots SEVERAL OTHER GUNS... throws them in too.

Then Michael steps over the bodies... grabs his envelope of cash, and walks out.

EXT. BOAT - CONTINUOUS

Michael rises up to the deck, as the CARGO MACHINERY ROARS AROUND HIM... no one could have heard the shots. He climbs off the boat.

EXT. SHIPYARDS/DOCK - DAY

Michael walks down the dock, carrying that black bag filled with guns.

EXT. SAN FRANCISCO/TENDERLOIN AREA - DAY

The part of town they don't show you in the travel books... condemned buildings... drug deals on every corner... ratty bars.

And one of those dives is The Village Moon Tavern. A couple twenty-four hour DRUNKS hang around outside the door. A WHITE CARGO VAN pulls up... Clausen and several other men climb out... shove one of the Drunks out of the way, and walk inside.

EXT. VILLAGE MOON TAVERN/BACK ENTRANCE - DAY

The alley door opens... one of the Men that grabbed Michael from his apartment walks out, carrying a bag of trash... heaves it into a dumpster... turns...

...right into the barrel of Michael's gun.

MICHAEL
Do you remember me?

The Man manages a nervous nod.

MICHAEL (cont'd)

Good.

Then Michael PISTOL WHIPS him... CRACK... slams him against the wall, and jams the gun under his chin.

MICHAEL (cont'd)

Is Joey Wexler in there?

The Man shakes his head.

MICHAEL (cont'd)

Where is he?

MAN

Him and Walker went back to the warehouse to pick up some shit.

MICHAEL

Show me.

Michael shoves the Man down the alley.

EXT. WAREHOUSE - DAY

A rusty old car is the only vehicle in the parking lot.

INT. WAREHOUSE/ROOM - DAY

The Cleaning Woman from the empty warehouse is using her shoulder to hold a CELL PHONE to her ear, CHATTING AWAY as she rinses out a mop.

CLEANING WOMAN

I haven't talked to her since...

And then she freezes... because Michael's standing in the doorway with the Man, that Stetchkin aimed at her. He puts his finger to his lips. The Cleaning Woman closes the cell phone.

CUT TO:

INT. EMPTY WAREHOUSE - DAY

The same warehouse where Michael was just hanging from the ceiling last night... but now, he's standing in front of the Cleaning Woman, who's tied exactly as he was... is hanging there, crying.

The Man from the bar is tied to a chair.

MICHAEL
Where is Joey Wexler?

She just keeps crying.

MICHAEL (cont'd)
I know he was here. Where'd he go?

CLEANING WOMAN
I don't know.

Michael presses his gun against the Man's temple... BAM... the Man's head snaps... flops dead over the back of the chair.

The Cleaning Woman SCREAMS... Michael jams the gun between her eyes.

MICHAEL
Where is Joey Wexler?

She's in shock... can't remember how to speak... at least not until Michael taps that gun barrel against her head.

CLEANING WOMAN
The track. They left about an hour ago.

Michael nods... lowers the gun. Hope fills the Cleaning Woman's eyes... Michael's going to cut her loose now.

But then Michael glances down... sees SOME OF HIS BLOOD STILL PUDDLED ON THE FLOOR. He stares at the stains.

MICHAEL
You missed a few spots.

The Cleaning Woman sees it now too... all that fear returns to her eyes.

CLEANING WOMAN
I was just doing what they told me.
(beat)
I'm sorry.

Michael nods... keeps staring at his own blood.

EXT. WAREHOUSE - DAY

A SINGLE O.S. GUNSHOT... then nothing for a few moments, until the warehouse door swings open, and Michael walks outside.

EXT. GOLDEN GATE PARK HORSE TRACK/GRANDSTAND - DAY

The stands are packed with people, all WAVING AND YELLING at the horses as they gallop down the home stretch.

But one figure isn't moving... Michael... still in that sweatshirt and ballcap... and he's not even looking at the track. His eyes are locked on the grandstands in front of him... JOEY AND WALKER watching the race.

The horses cross the finish line... CHEERS MIXED WITH GROANS... most of the people crumble back to their seats.

But Michael keeps standing... staring at Joey and Walker. He watches Walker turn... start up the aisle toward the betting windows.

INT. GOLDEN GATE PARK HORSE TRACK/BETTING WINDOWS - DAY

Walker stands in the line, impatiently SNAPPING HIS FINGERS at the WOMAN ahead of him.

WALKER

Just pick your favorite color and go on, huh, lady.

MICHAEL (O.S.)

Why don't you save your money.

Walker turns... sees Michael, and it's like he's staring at a ghost. He looks down to the Stetchkin barrel barely peeking out of Michael's sleeve.

MICHAEL (cont'd)

You look like you need to take a piss, Chief.

Michael nudges Walker out of the line... they walk toward the Men's Room.

EXT. GOLDEN GATE PARK HORSE TRACK - DAY

The STARTING BELL BLASTS... the gates explode open... the horses tear out down the track.

EXT. GOLDEN GATE PARK HORSE TRACK/GRANDSTAND - DAY

Joey sits in his seat, watching the horses race around the track. He doesn't flinch when Michael drops into the seat beside him... thinks it's Walker.

JOEY

You put it on to win or place?

MICHAEL

He didn't get the bet down.

Joey's head spins... sees Michael staring out at the track beside him... that gun still poking out of his sleeve.

MICHAEL (cont'd)

Had a bathroom situation.

INT. GOLDEN GATE PARK HORSE TRACK/BATHROOM - DAY

A LITTLE BOY enters the bathroom... walks to the stalls... tugs on the door handle... locked.

MICHAEL (V.O.)

Might be in there for a while.

The little boy bends over... sees TWO FEET under the door... walks on to the next stall, but we stay on those feet... then raise up the stall door until we can see over the top...

...and Walker sitting on the commode, his head twisted gruesomely sideways... dead eyes staring at the wall.

EXT. GOLDEN GATE PARK HORSE TRACK/GRANDSTAND - DAY

Joey turns back to the track... they look like two friends watching a race.

MICHAEL

So who's the chalk?

JOEY

Number fifty-two. The gray on the outside.

(MORE)

JOEY (cont'd)
I was leanin' toward nine though...
three quarter mile... thought he
could get to the rail... maybe
steal this one.

MICHAEL
Looks like a closer.

JOEY
(nods, a beat)
So whatta we do now?

MICHAEL
We take a trip. You wanna see how
this one turns out first?

JOEY
Fuck it. No money ridin', what's
the point.

Joey stands... Michael follows him up the steps, as the
horses gallop around the far turn... the crowd ROARS.

EXT. GOLDEN GATE PARK HORSE TRACK/PARKING LOT - DAY

Michael and Joey stride through the rows of cars.

JOEY
You must've really fucked up to
make Vinson turn on his golden boy.

Michael grabs Joey's arm, stopping him. And we're not sure
what Michael's going to do until he pulls Joey's gun from
under his jacket... drops it into his black bag, then shoves
Joey on... staying a few strides behind.

JOEY (cont'd)
He had a no-touch rule on you.
When Louis called to say it was
lifted...
(smiles)
...I knew I'd better hurry to get
to you first.

Joey stops... motions to a car.

JOEY (cont'd)
This is me.

EXT. GOLDEN GATE BRIDGE - DAY

Joey's car cruises over the bridge.

INT. JOEY'S CAR - DAY

Joey behind the wheel... Michael in the passenger seat, no longer hiding that Stetchkin.

JOEY

You need to take it easy, Michael.
That shit last night... it's just
business. If things were reversed,
you'da done the same thing.

MICHAEL

You're right. And things are
reversed.

Joey suddenly realizes Michael's right... and what that
means... fuck.

MICHAEL (cont'd)

The old man that grabbed me. Where
do I find him?

JOEY

I got no idea.

Michael jams the gun against Joey's thigh... POP... Walker
SCREAMS OUT... the car swerves.

JOEY (cont'd)

JESUS CHRIST! FUCK!

Michael moves the gun to Joey's temple.

MICHAEL

Easy... stay on the road.

Joey GRUNTS... SNORTS... SPITS... but sucks it up enough to
control the wheel.

JOEY

Motherfucker!

MICHAEL

Where do I find him?

JOEY

I swear to God, I don't know.

Michael presses the muzzle of the gun right into the BLOODY
HOLE in Joey's leg. And that's painful enough, but then
Michael FIRES AGAIN... POP... right into that same wound.

Joey CRIES OUT... grabs his leg with both hands. Michael keeps the car on the road with one hand, as he jams the gun back to Joey's temple again with the other.

MICHAEL
Drive the car.

JOEY
Hold on a second... fucking shit!

MICHAEL
Drive the car.

Joey manages to take shakily take the wheel... keep driving.

MICHAEL (cont'd)
Where do I find him?

Joey only GASPS IN PAIN. Michael tilts the gun back toward Joey's thigh, and Joey knows one more bullet in that hole, and his leg's coming off.

JOEY
Okay... okay. Jesus.
(catching his breath)
He's a contract guy. I don't
fuckin' know where he's out of. We
just call him when we got a job.

Michael pulls Joey's cell phone from his pocket.

MICHAEL
Call him.

JOEY
And tell him what?

MICHAEL
To meet you. That you've got a job
for him.

JOEY
This old dude's not the kinda guy
you wanna fuck with.

MICHAEL
He fucked with me first. Make the
call.

Joey hesitates... doesn't want to do this.

JOEY
Where do I say we're meetin'?

MICHAEL

Your family still own that old ice
rink across the bridge?

(off Joey's nod)

Tell him to meet us in there.

JOEY

Why would I need him to meet me at
that place?

MICHAEL

Because you don't like going to the
rink by yourself. It's got a
pathetically lonely vibe to it.

Joey just stares at Michael... what the fuck does that mean?
Michael waves his gun at the phone... make the call.

Joey dials the phone.

MICHAEL (cont'd)

On speaker.

Joey hits a button... we all hear the V.O. RINGS... then
SILENCE... then...

OLD MAN'S VOICE (V.O.)

Yeah?

JOEY

We got a loose end to tie up. Can
you get to the old ice rink
downtown?

OLD MAN'S VOICE (V.O.)

When?

JOEY

I'm on my way now.

A CLICK... the voice is gone. Michael nods to Joey... good
job.

EXT. ICE RINK - EVENING

Closed. The parking lot empty except for Joey's car.

INT. ICE RINK - EVENING

Empty and dark. Joey stands alone at the center of the ice,
shifting back and forth to stay warm.

He glances around nervously... HEARS AN O.S. NOISE... spins... sees the Old Man walking toward him across the ice, that Giants hat pulled low over his face... sneaky bastard.

OLD MAN
Who's the loose end?

Joey just stares nervously back at the Old Man... nervous enough that the Old Man senses something... stops... focuses on the BLOOD PUDDLING ON THE ICE AROUND JOEY'S FOOT.

OLD MAN (cont'd)
What have you done?

MICHAEL (O.S.)
Just helping me deliver a message.

The Old Man turns... sees Michael walking across the frozen rink, GUN AIMED.

The Old Man doesn't flinch... isn't giving Michael any reason to shoot... not yet anyway. Michael stops a few feet away... gun centered between the Old Man's eyes.

MICHAEL (cont'd)
It's simple really. Three words.
You. Fucked. Up.

JOEY
Hang on a second. Let's think about this. Maybe we can all help each other here.

MICHAEL
How can you help me?

JOEY
You want your boss, right? And from a business perspective, that's in my best interest too. We can take him out together... forget about all that other shit.

MICHAEL
Memories can't be erased... only the traces of them can be.

OLD MAN
Traces?

Michael's finger tightens on the trigger.

MICHAEL

The people that caused the
memories.

Then Michael notices the Old Man's eyes give the slightest glance over Michael's shoulder... enough that Michael reacts... looks too...

THAT WAS A MISTAKE

WHAM... out of nowhere, the OLD MAN SNAPS A KNIFE FROM HIS SLEEVE... JAMS IT DEEP INTO MICHAEL'S RIBS... ONCE... TWICE.

Michael fires... BAM... the shot drills into the ice, and the Old Man knocks the gun away... it slides across the ice.

Michael scrambles back, as the Old Man moves after him to finish the job. But then he sees Michael pulling ANOTHER GUN FROM THE BLACK BAG.

The Old Man spins... takes off across the slippery rink... BOOM... Michael's shot splinters the ice beside his foot... BOOM... hits the Old Man in the back of the leg... he stumbles, but keeps running.

Michael steadies his aim for the killer shot... then sees Joey's scrambling after Michael's fallen gun.

Michael only has time for one target, so he spins his aim... BOOM... hits Joey in the foot, knocking him to the ice.

JOEY

Fuck!

But Joey keeps crawling... BOOM... the next one explodes into his back... sends Joey sprawling onto the ice, GASPING FOR LIFE.

But Joey's not dead yet... he stretches out, digging his fingers into the ice... pulling himself toward that gun.

Michael stands... follows after him... watches Joey reach for the gun. And Michael's letting Joey get his fingers on it... letting him feel like he's got a chance to live... BAM... Michael fires a last shot into the back of Joey's head... his chance is over.

Michael looks back for the Old Man... gone. So he picks up the gun... drops it in the bag, and walks off the rink... leaving Joey behind... the blood spilling out from under his head... staining the once-white ice.

EXT. ICE RINK - EVENING

Michael walks outside... no sign of the Old Man. Michael climbs into Joey's car.

INT. THEATER/BACKSTAGE - EVENING

Annie sits between the crates, her frightened eyes darting around. She pulls her phone... stares at it, tempted to dial... finally does.

CUT TO:

INT. CRAVE/PRIVATE ROOM - EVENING

Vinson sits in his booth, surrounded by Louis and other GUARDS. Michael's CELL PHONE rests on a table in front of him... begins to VIBRATE. Vinson checks the CALLER I.D... recognizes Annie's number.

VINSON

It's her.

Vinson watches it shudder.

VINSON (cont'd)

That means they've split up. And she's scared.

(staring at the phone)

Find her.

Several Guards hurry out. Vinson lets it VIBRATE AGAIN, then answers it.

VINSON (cont'd)

Michael's dead, Annie.

CUT TO:

INT. THEATER/BACKSTAGE - CONTINUOUS

And Annie holding the phone to her ear... trembling.

VINSON (V.O.)

Did you hear what I said?

Annie slams her phone closed. She's about to lose it... about to run... take her chances in the city. But instead, she just backs up further between those crates.

INT. CRAVE/PRIVATE ROOM - CONTINUOUS

Vinson hangs up the phone.

VINSON
(to Louis)
I want to know where he is.

INT. CRAVE/MICHAEL'S OFFICE - NIGHT

Kayla sits on the couch, trying not to look scared, but Vinson's beside her. Louis is in Michael's chair, as the other men stand at the door.

VINSON
You're friends with Michael.

KAYLA
He's been a good boss.

VINSON
Unfortunately, not as good an employee. Do you know where he is?

Kayla shakes her head.

VINSON (cont'd)
You've seen him though.

KAYLA
Sir?

VINSON
You helped him today.

KAYLA
No sir.

VINSON
I was told you left earlier. Did you go to see Michael?

KAYLA
No sir.

VINSON
Where'd you go?

KAYLA
I had... just errands.

VINSON

For work?

Kayla's trying to control her fear.

KAYLA

I'm sorry... have I done something wrong?

Suddenly Vinson grabs Kayla's head, and SMASHES IT BACK AGAINST THE WALL.

Even Louis and the Men tense up at the violence of the act.

Kayla crumbles over on the couch, crying... her arms covering her head.

VINSON

Do you know where he is?

KAYLA

(crying)

No.

Vinson nods, satisfied.

VINSON

Get her out of here. And clear the place out for the night.

The Men grab Kayla... lead her out of the office.

LOUIS

You think he's coming?

Vinson nods.

INT. PUBLIC BATHROOM - NIGHT

ANGLE ON A SINK...

...and a pile of BLOODY PAPER TOWELS filling the basin.

Michael stands at the sink, pressing more paper towels against the wound in his ribs.

ANGLE ON THE WOUND...

...as Michael shoves the paper towels into the hole in his ribs to slow the bleeding... the blood keeps seeping through.

A MAN enters, and Michael snatches the Stetchkin from beside him... aims it at the Man. The Man freezes... puts his hands up.

MAN

Easy, dude.

The Man backs up... darts out of the bathroom. Michael lays the gun down... goes back to work on his wound.

He finishes... bends over, running the cool water across his face, then looks up at his reflection in the mirror... just stares at it... like he barely recognizes the man he sees... like he could almost cry.

But he fights them back... his eyes grow strong again... he gives himself the subtlest of nods.

MICHAEL

It's okay.

(takes a cleansing breath)

It's okay.

Then he slips on his bloodstained shirt.

CUT TO:

EXT. FISHERMAN'S WHARF/HYDE STREET PIER - NIGHT

Lights flashing... music playing... crowded with people.

Michael stands along the pier, staring back at all the people... all the lives... a COUPLE LAUGHING TOGETHER... a LITTLE GIRL ALONE, CRYING, until her MOTHER runs over, scooping the girl into her arms... an OLD CHINESE MAN SITTING ALONE ON A BENCH.

Michael pulls the CELL PHONE from his pocket... flips it open to dial... shakily presses the numbers, then lets his thumb hover over the SEND BUTTON a moment before he finally just snaps the phone closed...

...turns and walks away from the crowd.

INT. ICE RINK - NIGHT

Joey's corpse, lying twisted on the ice... blood pooled all around him.

Clausen and THREE OTHER MEN stand over Joey. Clausen turns... starts off the ice. The other men follow him.

Clausen pulls his gun... checks the clip... slams it back in. He's ready.

EXT. CITY STREET - NIGHT

Joey's car stops along the curb... Michael climbs out...

...looks into the distance... and Crave standing ahead of Michael. He starts walking toward it, carrying that black bag.

INT. CRAVE/SKY LOUNGE - NIGHT

The place is dark and quiet. The lights of San Francisco flicker through the walls of glass.

Vinson sits alone at one of the tables. Several MEN stand guard around the room. Louis enters... walks to Vinson's table.

LOUIS
Nothing on the girl yet. I've got
guys out lookin'.

VINSON
What about him?

LOUIS
(shakes his head)
But we're covering every entrance.
If he takes a step inside, we
should know it.

VINSON
Should isn't acceptable. Go make
sure it happens.

Louis nods... hurries back out.

INT. BASEMENT BAR - NIGHT

Empty and silent... except for Louis' footsteps across the room... moving to an EXIT DOOR... checking to make sure it's locked. It is.

He turns... starts back, then freezes... because there's a DEAD MAN LYING BEHIND A TABLE... blood pooling out from under his head.

Louis makes a quick grab for his gun... TOO LATE... Michael's already stepped from the shadows across the room... has that Stetchkin aimed.

Louis still goes for the gun... BAM... Michael's shot PIERCES LOUIS' HAND... BAM... another shot into his arm... BAM... another in his leg.

Louis tumbles to the floor. Michael strides to him... stands over Louis.

Louis gazes up at Michael... tears fill his eyes... he reaches that bloody hand out to Michael... pleading just the way he said he never would.

LOUIS
Michael... please...

Michael stares down at Louis, then he looks away... almost like he's trying to decide the right thing to do.

BAM... Michael's gun flashes in the darkness.

Louis slumps over, dead.

The shot's echo fades... replaced by FOOTSTEPS... FRANTIC AND FAST... as another of Vinson's men comes charging toward the gunshots...

...BAM... Michael's bullet hits him in the chest, sending him flying back against the wall.

Michael waits for more... nothing. So he starts across the room.

EXT. CITY STREET - NIGHT

A CARGO VAN races down the street.

INT. CARGO VAN - NIGHT

Clausen in the passenger seat, slamming a clip into his gun. The other men sit behind him, holding UZIS... SHOTGUNS.

INT. CRAVE/SKY LOUNGE - NIGHT

Vinson still sitting at the table. Three Men stand guard around him.

INT. ELEVATOR - NIGHT

ANGLE ON MICHAEL...

...just staring ahead... like he's in pain... like he wishes he were anywhere but here. His face is splattered with blood.

Then we drift down... see the TWO GUARDS dead at his feet... a bullet hole through one's cheek... the other's throat gushing fresh blood.

DING... the elevator stops... the doors open...

...and there's another of Vinson's men standing there waiting as the doors glide apart.

Michael FIRES... BAM... the shot centers between the Man's eyes.

The Man just flinches... stands tall... just stares back at Michael, with a stream of blood running down the bridge of his nose.

Michael walks past him, and the Man tumbles forward into the elevator.

The doors slide back closed... hit the Man... separate... close again... hit... separate.

CUT TO:

INT. CRAVE/HALLWAY - NIGHT

Michael strides down the hallway... sees a GUARD standing watch at the end of the hall.

The Man stares at Michael... almost like he isn't sure what he's seeing. But then he gets sure... fast... pulls his gun...

...but Michael's already shot... POP... hits the Man in the shoulder. The Man squeezes off a shot into the ceiling above Michael's head.

White flakes of ceiling tile rain over Michael as he SHOOTs AGAIN... POP... keeps walking past the corpse... turns the corner...

...and there's ANOTHER MAN... POP... POP... the Man slides down the wall, leaving a crimson trail of blood.

Michael drops the empty gun beside the body... pulls another from the black satchel and continues down the hall... turns a corner.

MAN (O.S.)

Wait!

BAM!

Then silence... until the THUD of a body hitting the floor... and blood runs slowly around the corner... drifts over the floor.

CUT TO:

INT. CRAVE/SKY LOUNGE - NIGHT

Vinson's head turns to the GUNSHOTS. He waves for the Men to go check them out.

The Men pull their guns... race out of the room... disappear into a hallway.

And then a CONCERT OF GUNFIRE... like a fireworks show is erupting in that hall.

And then just as quickly as it started, everything falls silent...

...and Vinson is just staring at that hallway, waiting to see who appears.

Then one of his men walks slowly out of the hall... stops... looks at Vinson. BLOODY HOLES dot his jacket.

MAN

He's here.

BAM... a bullet drills through the side of the Man's head... out the other side. He collapses to the floor...

...and in walks Michael... his clothes stained with blood... some of it his, but most from all those other men. He moves straight toward Vinson.

Vinson rises from his chair... ready to face Michael eye to eye.

The two men walk calmly toward each other... finally meet at the center of the room.

They just stare at each other a beat, then...

VINSON
Let's not waste anymore time.

MICHAEL
This is my last stop. I've got
nowhere else to go.

VINSON
Do you really want to take it this
far?

MICHAEL
You didn't give me a choice.
(beat)
Why did you do that to me? I want
to know.

VINSON
You betrayed me.

MICHAEL
No. There has to be more.

Vinson doesn't answer. Michael's about to break down... all
the pain and death have led to this moment, and it's almost
too much for him... too much for all of us.

MICHAEL (cont'd)
Because I've been thinking about
all this, and I still don't get it.
(beat)
How did this happen? How'd we get
to this place?
(beat)
After everything I've done? I
served you like a dog for all these
years!

Vinson just keeps staring back at Michael.

MICHAEL (cont'd)
Say something.

Michael can't take Vinson's silence. He points the gun at
Vinson's head.

MICHAEL (cont'd)
TELL ME!

A long, tense beat, as the two men just stare at each other,
and we're all waiting for Michael to pull that trigger... but
he can't make himself do it... and it's like Vinson knows he
can't.

Michael finally just lets his arm fall to his side.

VINSON

What happened to you? Was this all
because of her?

Michael just stares back... then notices his own reflection in the windows behind Vinson. He stares at himself... looks nothing like the man we first saw in this room... knows he's crossed a line he can never get back over.

Then in one fluid, instant motion, Michael's arm flashes up... he presses the muzzle against Vinson's chest...

...BAM.

Vinson flinches... stunned. He looks at Michael like a father shocked by his own son.

The blood seeps out from Vinson's heart... through this shirt.

Vinson makes a GASP for air, as he stares back at Michael... refusing to lower his eyes. But finally, his eyes betray him... roll back... Vinson falls into a table... tumbles to the floor.

Michael gazes down at him... his eyes look almost as dead as Vinson's.

Then a SUDDEN POP... and the side of Michael's head sprays blood... he turns... sees Clausen and the four men standing across the room... Clausen's gun still aimed.

Michael falls lifeless to his back. And as he lies there, we see his BLOODY EAR... then we pan down his body...

...to his HAND... SLOWLY TIGHTENING HIS GRIP ON THE GUN.

But Clausen and the Men are sure Michael's dead... start walking toward him.

Suddenly Michael SQUEEZES THE TRIGGER... BAM... BAM... hits Clausen in the knee... he crumbles behind a table.

Michael sits upright... KEEPS SHOOTING... sending Clausen's men scattering for cover, and BLASTING AWAY with their Uzis and shotguns.

Michael scrambles behind a column as the sky lounge disintegrates around him... like the air's made of bullets... shredding walls... shattering glass everywhere.

Michael grabs another gun from the black bag... waits for the gunfire to stop, then spins around the column... FIRES... hits one of the men, sending him tumbling into a GOLDFISH POND.

His shots chase another man across the room, drilling into the wall just behind him, until the man finally dives behind a corner.

But then MICHAEL TAKES A SHOT IN THE BACK... ANOTHER IN THE ARM. He rolls back behind the column... covers up as the bullets fly around him. Then he grabs two more guns... presses himself against the column... waiting.

Clausen's crawling along the floor... dragging his wounded legs behind, as he tries to get closer to Michael.

One of the other men creeps along the perimeter of the room... looking for an angle on Michael...

...and he gets one... releases everything his Uzi's got.

Michael dives behind a table for cover... raises up and FIRES... BAM BAM BAM... hitting the Man in the chest, and sending him flying back through the full-length windows.

The Man sails out... drops toward the earth far below.

But then POP... a bullet drives into Michael's shoulder... POP... another in his back...

...he pivots... BAM... takes out the GUNMAN...

...sees another Man stepping out with an Uzi.

Michael sprints toward the bar... the Uzi's bullets tearing up the floor and walls around him, as he dives over the bar...

...the Uzi shatters bottles and mirrors... glass is everywhere... spilled liquid sprays about.

Michael slams to the floor with a painful thud... lies there, catching his breath through the pain. He sees a fallen Man with an Uzi still in his hand. He scrambles toward it... grabs the Uzi.

Beyond the bar, Clausen and his last Man are converging on Michael.

Michael huddles behind the bar... looks up to one of the shattered mirrors hanging behind it...

...sees the reflection of Vinson's body sprawled on the floor.

Michael stares at him a beat... almost as if he wishes he could take that bullet back.

And then Clausen appears in the reflection... dragging those bleeding legs past Vinson.

Michael rises up from behind the bar... rolls over the counter, **BLASTING AWAY AT CLAUSEN**... the bullets tear through him.

Michael hits the other side... turns his aim toward the Man, but the Man flips at table on its edge... uses it as a barrier.

Michael empties the Uzi into the table, shredding it, until he's got nothing left to the Uzi but **CLICKS**.

The Man stands to finish Michael off, but Michael drops to the floor... rips Clausen's gun from his hand, as the Man's shots hit the bar above his head.

Michael aims... **POP POP POP**... drops the Man to the floor.

And just like that, the world goes quiet... nothing left but Michael's painful gasps. He just sits there, looking over the destruction.

He **COUGHS**... spits up blood, then drags himself to his feet. His shirt and coat are covered in blood.

Michael looks back down to Vinson... then lets the gun slip from his fingers... he's finished here. He staggers out of the room.

INT. ELEVATOR - NIGHT

ANGLE ON MICHAEL'S BLOODY HAND... quivering... trying to steady over the elevator button... finally presses it.

EXT. CRAVE - NIGHT

Michael drags himself outside... toward the street. He pulls out the cell phone... his trembling fingers search for the right button... leaving bloody prints with each push.

He reaches the street... looks down toward Joey's car parked in the distance... but Michael's too weak to go any further.

He stops... focuses on the phone... finally presses SEND on the phone.

CUT TO:

INT. THEATER/BACKSTAGE - NIGHT

Annie's phone RINGS, startling her. She looks down at the number... doesn't recognize it... watches it ring again.

CUT TO:

EXT. CRAVE - NIGHT

Michael holding the phone at his side... too hurt and weak to raise it to his ear.

We can all hear the V.O. RINGING, then...

ANNIE (V.O.)

Michael?

Michael hears her too... He tries to say something, but his mouth won't cooperate. He drags the phone up to his ear.

ANNIE (V.O.) (cont'd)

Is that you?

Michael's struggling to breath... every attempt is a raspy gasp... the blood filling his lungs... his throat.

MICHAEL

It's...

But that's all Michael can muster up the strength to say. He's swaying... his dying legs about to betray him.

ANNIE (V.O.)

Michael.

Michael looks across the street... to an OLD CHINESE WOMAN... not very different than the one Annie pointed out to him.

She sees Michael... they hold a gaze.

Michael takes a painful gasp for strength, raises his hand... WAVES. The confused Old Woman returns it.

MICHAEL

...safe.

Then BOOM... the BULLET HITS MICHAEL IN THE BACK OF THE HEAD.
He drops to his knees, his eyes locked on the Old Woman.

ANNIE (V.O.)
Michael!

Then the phone slips from Michael's hand, and he falls
forward to the ground.

And we see the OLD MAN IN THE GIANTS HAT standing behind him,
the gun still aimed.

The Old Man turns... limps back down the alley...
disappearing into the darkness.

INT. THEATER/BACKSTAGE - NIGHT

Annie's still jammed between the crates.

And then an O.S. DOOR OPENING.

Annie freezes... presses herself farther back in those
crates.

O.S. FOOTSTEPS... Annie watches as a SHADOW STRETCHES ACROSS
THE FLOOR...

...grows nearer.

She's ready to scream...

...when DEREK APPEARS... sees Annie.

DEREK
Annie?

Annie charges to Derek and collapses in his arms... begins
sobbing.

DEREK (cont'd)
It's okay, I've got you.

He holds her a moment, then...

ANNIE
How'd you know where I was?

DEREK
Some girl called me. Gave me this
address. What happened?

Annie doesn't answer... just kisses him.

EXT. THEATER - NIGHT

Annie and Derek hurry to Derek's red sports car.

INT. DEREK'S CAR - NIGHT

Annie climbs in, but there's a BOX resting on the passenger seat.

DEREK
I was supposed to give that to you
too.

Annie opens the box... pulls out the RED LAMP FROM THE SHOP WINDOW.

Annie stares at the lamp... tears well up in her eyes.

DISSOLVE TO:

EXT. VACANT LOT - NIGHT

Where Michael was beaten and buried just the night before.
It's empty... no sign of anyone.

We drift across the ground... to that PHOTOGRAPH OF MICHAEL
AND ANNIE... half-buried in the mud... their faces smiling
through all the muck.

FADE OUT.