

NESS/CAPONE

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Chicago, 1929

Al Capone controls the city through violence and graft. His breweries produce 120,000 barrels of illegal liquor daily. His profits exceed \$75 million yearly.

He is 30 years old.

A Task Force is assembled to combat Capone's empire. The man chosen to lead this task force is a brash young Treasury Agent with little experience. His name is Eliot Ness.

He is 26 years old.

This is a true story.

INT. CLARK STREET GARAGE - MORNING

TOMMY GUNS piled on a card table. The infamous Mob street-sweeper, recognizable by the 50 round drum magazines.

Seven MOB HENCHMEN surround the table, dressed in dark wool suits, overcoats and hats. Leather shoes stamp the ground for warmth as they exhale puffs of steam. The sharpest dressed is BUGS MORAN, thick-faced Mob Boss, smoking a cigar.

BUGS MORAN

I want a dozen in his head, at
least three times that in the body.
If that scar-faced bastard has
anything but a closed casket--

WHAM! The door is kicked open -- instinctively the Henchmen go for the Tommy guns but stop when they hear--

POLICEMAN 1
Police! Let's see those hands!

Two POLICEMEN in blue wool and shiny gold buttons enter. Moran and his Henchmen shake their heads, regard the intrusion as a mere nuisance.

POLICEMAN 1 (CONT'D)
Everybody line up, face the wall.

Grumbling the Henchmen comply. Policeman 1 comes over and pats them down. Policeman 2 hangs back, keeps his face hidden in the shadows.

BUGS MORAN
This a shakedown?

No reply. Policeman 1 finishes the pat downs, nods to Policeman 2, who strolls over to the card table and picks up one of the Tommy Guns...

BUGS MORAN (CONT'D)
'Cause I already paid up. Ask your precinct captain--

SHICK-SHACK! Moran stops as Policeman 2 COCKS the Tommy Gun. Moran turns around and his face pales as he sees...

ALPHONSE GABRIEL "AL" CAPONE. 30 years-old with the solid, muscular build of a prizefighter -- not yet hefting the well known gut and sagging features of prison and late life. This is a young man, with a full head of dark hair, taut jawline.

His eyes are intense, deep, predatory... but eerily unpredictable... the hint of a brain already rotting from syphilis. And his scar...

A smooth-bore razor scar runs from just below his left ear to mid-cheek. As he holds Moran frozen with that swelling stare, he runs his tongue along the inside of his cheek, rolling the scar like a writhing snake.

CAPONE
You want to beg, Bugs?

BUGS MORAN
Go to hell.

CRACK! Capone crushes the right side of Moran's face with the butt of the Tommy Gun, shoves him back against the wall, then steps back and--

UNLOADS -- sprays bullets across all seven men. It's an ugly mess of wool, lead and blood. When the last man slumps to the ground Capone steps over Moran's body, calmly exchanges his spent clip for a fresh one on the table, and then unloads again until Moran is unrecognizable.

Capone and the "Policeman" turn to leave when--

SOMETHING leaps from the shadows -- Capone swings the Tommy Gun up and into the face of--

A BARKING DOG -- a German Shepard, chained to the back of a truck. Capone keeps the gun aimed at the dog and... his demeanor instantly changes and he smiles, gives the dog a friendly tussle behind the ears.

CAPONE
Hiya', pooch. Howya' doing, boy?
(to other "Policeman")
Make sure to call this in. I don't want him sittin' here all day.

EXT. CLARK STREET - CONTINUOUS

Capone and the "Policeman" exit the garage onto a busy sidewalk. Nobody gives them a second look as they walk casually away from the scene of the crime, dissolving into crush of sharply dressed Sunday Pedestrians in overcoats, fedoras and dresses.

Pull back from the sidewalk. Watch as Model A's, Tudor Sedans and Roadsters prowl the streets. Rise higher and see a bustling city built of brick and steel, cosmopolitan and industrial in the same breath.

Rise higher and see the iconic "L" tracks crisscrossing above the streets. Finally, rise high enough to see the harbor on Lake Michigan, packed with ships of all sizes.

CHICAGO, 1929

As POLICE SIRENS echo through the city CUT TO:

EXT. ALLEY - NIGHT

A YOUNG COUPLE in pinstripe suit and flapper dress walk through the shadows and over garbage -- couldn't look more out of place as they reach an unmarked METAL DOOR. Pinstripe Suit gives the door two RAPS with his knuckles and a small SLIT opens, a pair of INTENSE EYES peer out.

EYES

Yeah?

PINSTRIPE SUIT

Jimmy sent me.

The slit SHUTS hard. Then... the sound of LOCKS moving and the door OPENS. A THICK ARM ushers the Couple inside...

INT. SPEAKEASY - CONTINUOUS

Booming sounds of jazz, voices, and glasses clinking. The walls are brick, the floors bare, but this place is bubbling with energy. The Couple hand their coats to a COAT CHECK GIRL, then wade into the jumping main room...

Thick with smoke, booze, sex and youth. Packed to bursting with 20 YEAR-OLDS in sharp suits and slinky dresses. Everybody is drinking and laughing, flirting and partying. The beating heart of Chicago in the roaring twenties.

Find a CUTE COCKTAIL WAITRESS in a shorter-than-short skirt as she shimmies up to the BAR and picks up a ROCKS GLASS filled with brown liquor. Stay with her through the crowd and over to a TABLE IN THE CORNER...

She sets down the drink and it is immediately picked up by...

ELIOT NESS. 26 years-old. He radiates the confidence and invincibility of his young age -- ready to take on the world. Couple that with his dashing good looks, his All-American college boy charm and his cavalier grin... and it's no wonder the Cutie is batting her eyes at him.

He takes a sip of the drink and GRIMACES -- the look is perfectly choreographed to elicit a giggle.

NESS
That really your best scotch?

COCKTAIL CUTIE
Scotch ain't really our specialty,
if ya' know what I mean.

NESS
Then what is your specialty?

She gives her lips the most subtle of licks that says she ain't flirting for tips. Ness gives her a mischievous grin.

COCKTAIL CUTIE
Beer.

NESS
Then I'll take one of those.

She winks at him, then turns and gives him an extra shake of her shimmy as she cuts through the crowd. As soon as she's gone Ness scans the bar, eyes come to rest on....

The BARTENDER, a wiry little man doling out brown bottles with no labels from beneath the bar--

CLINK. One of those brown bottles is set right down in front of Ness. He reloads his charm and looks up at the Cutie.

COCKTAIL CUTIE
So, you waitin' on anybody, or...

NESS
Expecting a few pals any minute.
(her face falls)
But they won't stay long.

He winks at her... and it just isn't fair. She almost melts before retreating back into the crowd in a daze.

Ness takes a sip of the beer. He nods, *not bad*, then looks at the brown bottle: no label, just a small CIRCLE with TWO DIAMONDS inside it scratched into the glass.

He looks back to the Bartender. He hands a beer to a customer but then quickly turns around and answers a PHONE hidden below the bar. His FACE changes and before he can hang up he has his hand in the air, signaling to....

THE BOUNCER by the door -- sees the signal and SLAMS a massive bolt down on the door--

BARTENDER
Raid! Everybody out!

PANDEMONIUM. Ness remains seated as the Customers turn into frightened cattle. Across the room ANOTHER BOUNCER opens a concealed door in the COAT CLOSET, funnels Customers through.

Ness watches the Cocktail Cutie disappear through the door, all thoughts of a late night rendezvous forgotten. He sighs, then looks back at the bar... the Bartender is GONE.

Ness takes another swig of beer and stands up. Get the first good look at him: lean, athletic build with a stylish suit cut perfectly to show it off. He fights against the crowd to the bar and vaults over it, SEES an open HATCH in the floor.

INT. LOADING DOCK - CONTINUOUS

Dark, damp, cluttered with barrels and crates. A canvas-backed TRUCK idles by a garage door. The Bartender loads a crate of beer bottles into the back as the Bouncers drop through the hatch.

BARTENDER
Get the barrels in the truck.

The Bouncers pick up the nearest barrel and heft it into the truck bed. As they do... the truck engine STOPS. The Bartender heads around to the cab... the keys are GONE.

NESS (O.S.)
Looking for these?

They all look up to see Ness standing in the middle of the room, holding the KEYS.

BARTENDER
Hand 'em over, we're in a hurry.

NESS
That depends on how good your snitch is. If he works at the precinct, then he gave you at least 30 minutes heads up. If he's just a beat cop... then you probably have more like five.

BARTENDER
But we'll only need one to get those keys.

Ness closes his fist around the keys. *Bring it on.*

BARTENDER (CONT'D)
Your funeral, pal.

The Bouncers converge on Ness from either side. Ness looks like a featherweight between them. The First Bouncer steps in and SWINGS a wrecking ball fist at Ness--

Ness ducks, rolls forward -- holy shit he's quick -- and JAMS his elbow into the Bouncer's knee -- his whole body goes off-balance and he CRASHES to the grimy floor.

Ness pops up into a fighting stance as the Second Bouncer lunges for him -- Ness sidesteps, GRABS the Bouncer's arm and THROWS him hard to the ground -- a perfect Jujitsu toss.

The Bouncer starts to get up but -- WHAM! Ness SPINS and KICKS him square in the chest -- sends him toppling into a stack of KEGS -- CRACK! Beer spills everywhere.

The First Bouncer tries to get up but Ness throws two lightning fast PUNCHES and sends him back to the floor.

CRACK! Ness is taken off his feet as the Bartender blindsides him with a board -- the KEYS go splashing into the beer. The Bartender rears back for another blow but Ness is too fast, SWEEPS his legs out from under him--

YELLING, COMMOTION -- Two POLICEMEN drop through the hatch. Ness raises his hands, starts to stand up--

NESS
Don't shoot, I'm a--

BAM! BAM! They shoot anyway -- Ness DIVES for cover. The First Bouncer THROWS a beer keg at the Policemen -- they jump out of the way. The Bartender grabs the keys from the floor, scampers to the truck and starts the engine--

Ness tries makes a run for the truck but -- BAM! BAM! The policemen drive him back into cover -- The Bouncers take the opportunity and JUMP into the truck as it speeds away.

Ness watches it go, beyond frustrated, then -- he's TACKLED by the Policemen and SLAMMED on the ground. Cuffs go on.

NESS (CONT'D)
Brilliant, fellas. Brilliant.

VOICE (O.S.)
What do you have there?

The Policemen hoist up Ness so that he can see...

ALEXANDER JAIME. By the way the Police snap to attention he's a man of some power. About 35, dressed in a conservative suit with impeccable posture. Looks like a stockbroker with a cool, measured stare... until he sees:

ALEXANDER JAIME
(disbelief)
Eliot?

Ness gives him a shrug and a smile. *What can I say?*

INT. ALEXANDER JAIME'S CAR - LATER

Ness, still cuffed, gets in the passenger seat and Jaime puts the car in gear. Jaime tosses Ness a key to the cuffs.

ALEXANDER JAIME
You have to stop doing this.
You're getting a reputation.

NESS
Half the cops in this town are on the take, the other half are too scared to do anything about it, and you're worried about my reputation? For being what, too honest?

ALEXANDER JAIME
A trouble maker. Two years on the job and you've burnt every bridge in Chicago.

NESS
Hard to burn bridges that were already rotted out.

ALEXANDER JAIME
You're not listening to me--

NESS
You think I should just take my cut and keep my mouth shut?

ALEXANDER JAIME
You've been blacklisted. They're going to transfer you.

Ness sits back in stunned silence.

NESS
How do you know?

ALEXANDER JAIME
I just know.

And then Ness looks out the window -- he realizes something--

NESS
Where are we going?

INT. ORNATE HOUSE - HALLWAY - MORNING

Jaime leads Ness past regal furnishings and expensive decor.

ALEXANDER JAMIE
Speak only when spoken to. And for
God's sake don't ask questions.
These men aren't accustomed to
being questioned.

They reach a hardwood door. Jaime pauses, gives Ness one last look, *this is serious*, then opens the door.

INT. ORNATE HOUSE - STUDY - CONTINUOUS

A classic leather and hardwood gentleman's study turned board room for the SECRET SIX:

Six MEN in their 60's-70's. White hair, walrus mustaches and gold watch fobs, all sitting in leather club chairs with flat expressions. Titans of industry. Power brokers. The unelected ruling elite of Chicago.

Standing in front of them like a child giving a book report is an INCOMPETENT POLICE SERGEANT. Ness and Jaime stand in the far corner. Ness doesn't even try to hide his disdain.

INCOMPETENT SERGEANT
We entered the location and found
some bottles and empty beer kegs.

NUMBER ONE
Arrests?

INCOMPETENT SERGEANT
No sir. The place was deserted. I
doubt it'd been used for some time.

NESS
Bullshit. They were tipped off.

Brings the room to a screeching halt.

INCOMPETENT SERGEANT
That's not possible--

NESS

They got a phone call 5 minutes
before you showed up and cleared
the place out.

NUMBER TWO

How do you know this?

NESS

Because I was there.

NUMBER TWO

Doing what?

NESS

Having a drink.

Alexander Jaime looks like he might pass out.... until the Six begin to chuckle. No doubt these Men keep their own liquor cabinets, and the answer amuses them.

NESS (CONT'D)

I knew there was going to be a
raid. I wanted to see how things
worked from the inside.

INCOMPETENT SERGEANT

I'm sorry, who are you?

Ness finally steps forward into the center of the room. His YOUTH is striking in contrast to The Six.

NESS

Eliot Ness.

(pause)

I'm with the Treasury Department.

INCOMPETENT SERGEANT

(laughs scornfully)

A Prohibition Agent? The tip-off
probably came from you.

(eyes this "kid"

scornfully)

What are you, sixteen?

NESS

(ignores him)

Capone pays \$20 for tip-offs on
police raids. Most of those tip-
offs come from police.

(pause, looks down at:)

Those are nice shoes.

INCOMPETENT SERGEANT
I beg your pardon--

NUMBER ONE
You may go, Sergeant.

The Sergeant puffs up his chest and turns to leave.

NESS
Twenty-six.
(without looking at the
Sergeant)
I'm twenty-six.

The Sergeant, more red faced than ever, exits.

NUMBER THREE
You believe he made the tip-off?

NESS
No sir, but somebody under his
command did. And accountability
ends at the top.

The Six all give him sturdy nods -- that's the kind of
hyperbole businessmen love.

NUMBER ONE
You think this raid was a waste of
time, Mr. Ness?

NESS
(pause)
Yes sir, I do. Without the tip-off
you get 25 misdemeanor arrests.
Maybe seize 50 gallons of beer,
dozen bottles of really bad scotch.

NUMBER TWO
It's something.

NESS
It's nothing. They can open that
place back up in 24 hours. 50
gallons? Drop in the barrel.

Now NUMBER SIX, the most austere, clears his throat -- the
very sound makes the other five sit up and take notice.

NUMBER SIX
So far our prosecutorial efforts
have been for naught, Mr. Ness. We
can't tie Capone to any illicit
operations.
(MORE)

NUMBER SIX (CONT'D)

(pause)

What would you propose?

NESS

That depends, sir.

NUMBER SIX

Depends on what?

NESS

Are you serious about taking down
Capone?

Alexander Jaime blanches. But Six remains calm.

NUMBER SIX

Capone is destroying my city.
After the world's fair we were
poised to overtake New York as a
center of culture in this country.
But Capone is undoing decades of
progress. So yes, Mr. Ness. We
are serious.

Ness takes that in, nods...

NESS

You go after his money, sir. It
buys his muscle, his protection
with the police and the judges and
the politicians. You can't hurt
Capone by targeting his patrons.
But you can hurt him by targeting
his supply.

(pause)

Hit his breweries, not his bars.

A long moment. Number Six fingers his mustache...

NUMBER SIX

Mr. Jaime speaks very highly of
you, Mr. Ness. I can see why.

Judging by the looks on the other five's faces, some kind of
approval has just been given.

NUMBER ONE

How many men would it take?

NESS

Fewer the better. No more than 10,
working as a small unit.

NUMBER TWO

And you'd want to be on this task
force, I presume?

NESS

No sir. I'd want to run it.

Wow. Took a lot of balls to say that to these men, and it
shows on their faces. But...

NUMBER SIX

Very well.

(pause)

Mr. Jaime will make sure you get
whatever you need. You don't
report to the Treasury Department.
You don't report to the Police.
You report to us.

(pause)

Give us results, Mr. Ness.

INT. BETTY'S HOUSE - DINING ROOM - EVENING

The All-American Rockwellian home. Nice china, half-eaten
golden-brown turkey on the table with all the trimmings. At
one end of the table is MR. ANDERSON, gray-haired patriarch
in Sunday slacks and cardigan. At the other end is MRS.
ANDERSON, portrait of a homemaker, still wearing her apron.

Ness sits in the middle, perfectly mannered and groomed, his
eyes across the table on...

BETTY ANDERSON. 25 and a glowing girl-next-door beauty.
Wearing the same conservative style dress as her mother --
housewife in training... But a clever gleam in her eye says
she could be so much more.

MRS. ANDERSON

Can't you tell us anything about
it, Eliot?

NESS

(coy)

Let's just say I'll be going after
a certain organization that
provides... a certain service.

BETTY

You mean Al Capone.

Ness flashes that cavalier grin, shrugs it off. Mrs.
Anderson looks positively titillated. Betty, however, seems
a little more concerned...

MRS. ANDERSON
That sounds dangerous.

NESS
It's not like I'll be shooting it
out with Capone himself.
(reassuring smile)
Two months, tops, and we'll have
him behind bars.

Betty doesn't seem so sure, but puts on a brave face.

INT. RIVIERA MOVIE THEATER - LATER

A beautiful gold and red velvet theater, PACKED with trendy young COUPLES in three piece suits and dresses.

Ness and Betty sit together. Betty watches the screen, Ness watches Betty... and slowly moves his hand to hold hers... but she draws her hand away, gives him a chiding look. Ness smiles, *I know...* then looks around Betty at:

MR. and MRS. ANDERSON sitting on the other side of Betty.
Ness settles back into his seat as...

ON SCREEN: A newsreel starts. Grainy, herky-jerky footage of Chicago fills the screen with the title "City Under Siege!"

ANOUNCER (ON SCREEN)
Notorious Gangster Al Capone cuts a
swath of destruction across the
once peaceful city of Chicago. Law
abiding citizens lock their doors
as their streets are turned into a
war zone.

Various images of shootouts, liquor barrels, the aftermath of the St. Valentine's Day Massacre... and CAPONE. Ness watches it all, rapt.

ANOUNCER (ON SCREEN) (CONT'D)
From his plush apartments in the
Lexington Hotel, Capone reigns over
organized crime like a Caesar.

BETTY
They talk about him like he's a
movie star.

NESS
(smiles)
Yeah... imagine how they'll talk
about the guy who locks him up.

INT. NESS'S OFFICE - DAY

The room is FULL of file boxes, stacked waist high all around. File folders are scattered everywhere, Ness has his nose in one as Alexander Jaime enters. Ness tosses the file into a SMALL PILE (about 50) on the floor, picks up another.

ALEXANDER JAMIE
Honest men that hard to find?

As if to answer Ness tosses aside another file. Jaime looks at the pile.

ALEXANDER JAMIE (CONT'D)
Rejects?

NESS
Yes.

Jaime points to another pile, twice as big as the first.

ALEXANDER JAMIE
And those?

NESS
Should all be in jail.

ALEXANDER JAMIE
(picks up a file)
What wrong with this one?
Detective, 10 year veteran--

NESS
He's married.

ALEXANDER JAMIE
That a problem for you?

NESS
Would your wife let you run around town in the middle of the night?

ALEXANDER JAMIE
You tell me... she's your sister.

NESS
Do they even know that I'm your brother-in-law?

ALEXANDER JAMIE
Of course they know. They think it's added motivation. For me.

Ness nods, tosses aside yet another file.

ALEXANDER JAMIE (CONT'D)
So... what are you looking for?

NESS

The Chicago PD training manual for new recruits was written in 1901. They haven't changed procedures in almost 30 years... And Capone knows that.

ALEXANDER JAMIE
You want to rewrite the manual--

NESS

I'm saying that I want a team that doesn't have a manual. Something that nobody has ever seen before.

ALEXANDER JAMIE
And where do you find that?

INT. PRECINCT TELEPHONE EXCHANGE - DAY

NESS (V.O.)
Where nobody else has looked.

Beehive of activity. Two dozen WOMEN work the switchboards, constantly pulling and plugging connections. The chatter of voices and buzzing phones is maddening, and Ness and Jaime cringe as they finish talking to a TRENDY LOOKING MAN.

ALEXANDER JAMIE
(as the Man leaves)
Him?

NESS
(shaking his head)
Shoes are too nice.

Jaime looks down and, sure enough, he's wearing expensive wing-tips, buffed to a mirror shine. Before Jaime can say anything another PAIR OF SHOES walk toward them -- plain brown lace-ups. Simple, classic... cheap. They belong to:

PAUL ROBSKY. 27 and wound way too tight. His suit is fastidiously clean and creased. Nothing out of place. As he maneuvers around the Women he flinches at the chatter, clacks his teeth nervously.

NESS (CONT'D)
Paul Robsky?

ROBSKY
Yes?

NESS
My name's Eliot Ness. I'm putting together a special unit and I need somebody who's good with phones.

Robsky is half listening, half staring at a GUM WRAPPER that has fallen to the floor beside a trash can...

ROBSKY
Well, I'm your man, Mr. Ness -- I can wiretap, run patches -- you name it, but... um...
(eyes on the wrapper)
Who's the, uh, target...

He can't help himself, dashes over and puts it in the trash.

NESS
Al Capone.

Robsky almost chokes. A moment, he ponders, then looks back at the chaos that is the exchange, back at Ness and...

ROBSKY
Will it get me out of here?

INT. PRECINCT GARAGE - DAY

Loud with growling engines and MECHANICS servicing vehicles. Ness and Jaime confer with a Mechanic who points them across the room to a CUSTOM CAR -- double thick glass, reinforced doors, hood open to expose a muscular, suped-up engine. A PAIR OF LEGS stick out from under it.

As Ness and Jaime approach they see that the legs are wearing a pair of ratty, scuffed-up shoes.

ALEXANDER JAIME
Certainly fits your criteria.

NESS
Joe Leeson?

LEESON (UNDER CAR)
Just rev the engine.

Ness and Jaime exchange a confused look, then...

MECHANIC (ACROSS THE ROOM)
Hey Joe!

The Mechanic REVS the engine of a car--

LEESON (UNDER CAR)
Fan belt's shot!

Ness and Jaime exchange an impressed look.

NESS
This is a nice car.

LEESON (UNDER CAR)
Impact resistant body, fuel-
injection V-8, bulletproof glass.

NESS
Bullet proof? Does it work?

LEESON (UNDER CAR)
Of course it works...

Leeson finally rolls out from under the car. 30 years-old with matted hair and oil-stained, mismatched clothes. His face is flat, dry, and dripping with sarcasm -- the trademark of a lifelong cynic.

LEESON (CONT'D)
...but they won't let me try it.

Ness considers that a moment, then...

Draws his pistol and -- BAM! BAM! BAM! Fires right into the windshield -- Mechanics yell and dive for cover. Leeson doesn't even flinch. If he's intimidated, confused or impressed... he doesn't show it.

And sure enough... the bullets don't leave a scratch.

LEESON (CONT'D)
(to Jaime)
He always like this?

ALEXANDER JAIME
On his good days.

INT. POLICE STATION - DAY

BILL GARDNER, 26 years-old, sits at a desk reading. He's built like a tank, full of country muscle, biceps practically bulging out of his police uniform.

Ness and Jaime watch him from across the room.

ALEXANDER JAIME
He looks like a linebacker.

NESS
Tight end, actually. Yale.

ALEXANDER JAIME
Did he actually attend classes?

Jaime points to what Gardner is reading... a comic book. Ness walks over to Gardner and takes the comic book out of his hands... revealing a THICKER BOOK behind it: "Principles of Explosives and Demolition, Volume III."

Gardner looks up at Ness inquisitively.

NESS
(holds up the comic book)
A little light reading?

GARDNER
For some unfathomable reason,
intelligence is frowned upon here.

NESS
(conspiratorially)
Because it's a police station.

Gardner cracks a smile, very amiable. Ness nods to the book.

NESS (CONT'D)
Ever put that stuff into practice?

Gardner's eyebrows shoot up excitedly.

INT. NESS'S OFFICE - NIGHT

The Team is assembled. They're a YOUNG group, clean cut and handsome, full of smiles and energy. Could easily pass for an Ivy League fraternity if not for the shoulder holsters.

If it were legal, they'd be fun to drink with.

NESS
Our mandate is simple: shut down
Capone's cash flow by attacking the
production of booze in the city.

KNOCK! They all look up as the door swings open to reveal:

MARTY LAHART. 27 with a rubbery smile plastered on his face. He has all the style you can buy from the back of a comic book, and the charm of a penny circus huckster. Suffers from an abundance of personality.

MARTY

This the shrink's office? 'Cause
I'm supposed to report to some unit
out to get Capone... so I must be
off my nut.

A few laughs -- hard not to like this guy.

NESS

Gentleman, this is Marty Lahart.
Don't be fooled by that goofy
grin... he's actually quite stupid.

Marty LAUGHS, swaggers in and shakes Ness's hand -- they both smile broadly, *good to see you*. Ness motions to the rest of the Team, Marty shakes their hands one by one:

NESS (CONT'D)

Paul Robsky, Joe Leeson, and--

MARTY

(recognizes)

Bill Gardner. Yale, '26.

Marty shakes Gardner's hand with extra enthusiasm -- he barely comes up to his chin.

MARTY (CONT'D)

I saw you score three touchdowns
against Harvard. Great game.

GARDNER

Thanks.

MARTY

Should've been five. Their defense
was lousy.

Gardner looks like he's been slapped in the face. Everybody else laughs. Frat house atmosphere. Young guys having fun.

MARTY (CONT'D)

It's not funny -- I had ten bucks
on that game...

NESS

Like I was saying, our plan is to cut off Capone's supply at the source -- leave the bars and bottles to the beat cops. We're hitting breweries. I want to measure our progress in gallons.

(pause)

There has never been a unit like this in law enforcement. Our weapons and tactics will be unique. The mob expects police to be predictable.... so we will be unpredictable. We will hit them hard and we will hit them fast and when we're done the only thing left will be splintered doors and empty barrels.

(pause)

Sound good?

They team HOOTS and CHEERS -- sounds damn good to young guys like this. But just one thing...

ROBSKY

How do we find the breweries?

EXT. WABASH AVENUE - DAY

NESS (V.O.)

Every bar in town gets its beer from someplace. We just wait for the deliveries.

Cars and Pedestrians pay no notice to the FORD TUDOR SEDAN parked on the corner.

INT. CAR - CONTINUOUS

Leeson is at the wheel, Ness shotgun, Marty in the back. They stare through the windshield at the same ALLEY that housed the Speakeasy. Now deserted.

MARTY

Maybe they moved to another spot.

NESS

No way. Business was booming.

MARTY

They have scotch?

NESS
Worst I ever tasted.

MARTY
Shame.

Then an unmarked canvas backed TRUCK turns into the alley.

NESS
Here we go.

MARTY
That truck doesn't look like it's
carrying much weight.

LEESON
Reinforced suspension -- mob rigs
'em up so they can carry a few
thousand pounds before they sag.

TWO MEN (recognize them as the Bartender and Bouncer) come out of the shadows and pull back the canvas flaps to reveal: a DOZEN WOODEN KEGS. They begin unloading.

MARTY
The balls on these guys, doing it
in broad daylight.

NESS
Well, look at it from their
perspective... whose got the balls
to stop them?

The Bouncer removes the last barrel and the truck pulls out of the alley and back onto the street.

MARTY
Now what?

NESS
They make their deliveries, then we
follow them back to the source.

EXT. FACTORY - NIGHT

A Large brick building. Windows and doors boarded up. Quiet like a cemetery until...

A MAN darts across the gravel truck paths, stays low, he has a SAWED-OFF SHOTGUN in his hands. As the moon hits him realize it's Ness -- he joins Leeson and Gardner in the shadows against the building. Gardner holds a Tommy Gun that looks like a toy in his massive hands.

NESS

Marty and Robsky will hit them from the back door. We go at the same time -- 1:20 on the dot.

They slink along the building to a a large wooden door that looks almost rotted through. Ness checks his watch... waits for the second hand to come around and... 1:20 on the button.

NESS (CONT'D)

Hit it.

Gardner KICKS the door -- it SPLINTERS APART--

Revealing a METAL DOOR behind it. Gives them all pause.

LEESON

That's solid steal.

Ness stares at it a moment, then BLAM! BLAM! Fires two blasts where the hinges should be. KICKS the door and -- BOOM! Nothing but a loud noise.

NESS

Aw hell.

BLAM! BLAM! BLAM! Ness keeps firing around the door frame, splintering the wood. Another kick -- nothing. BLAM! BLAM! BLAM! The night is split apart by a cacophony of shotgun blasts against metal. Gardner winces, Leeson plugs his ears.

BLAM! BLAM! BLAM! Finally there is a GROAN... and the door simply FALLS backwards out of its mangled frame.

INT. FACTORY FRONT ROOM - CONTINUOUS

Ness charges inside -- Leeson and Gardner behind him--

NESS

Federal agents! Nobody move!

But there's nobody there. There are several wooden counters and tables, a metal staircase leading up to a second floor catwalk, large double doors at one end and a garage door at the other. Completely empty. Half-smoked cigarettes smolder in an ashtray, half-eaten sandwich on a table.

LEESON

Should've just rung the door bell.

GARDNER

Shut up, Leeson.

NOISE from behind the double doors. Ness raises his shotgun, starts toward them and...

VROOM! Suddenly the doors EXPLODE OPEN as a CAR drives right through them -- straight at Ness--

Ness raises his shotgun to fire but -- CLICK! Empty. He DIVES out of the way as the car rockets through the room and BURSTS through the garage door easily--

Ness drops his shotgun -- Gardner tosses him the Tommy Gun and Ness takes aim at the back wheels of the truck and -- the gun JAMS. Ness scowls, watches the car disappear.

MARTY (O.S.)
You get 'em?

Marty and Robsky come running through the double doors.

NESS
Where the hell were you? I said
1:20 on the button.

MARTY
And here we are.

Ness grabs Marty's arm and pulls back his sleeve to reveal his watch, holds it next to his own.

NESS
Oh you gotta' be kidding me...

Marty looks down at the two watches... Ness's watch is THREE MINUTES AHEAD of Marty's.

MARTY
No wonder I'm always late.

NESS
Okay... There's booze in here someplace, let's find it.

The Team fan out in all directions. Marty goes back through the double doors, Gardner goes up the stairs to the catwalk.

GARDNER (O.S.)
Ness...

Ness looks up at Gardner on the catwalk, pointing to a ladder that leads to the roof... and a hatch.

GARDNER (CONT'D)
Looks like most of them went out through the roof.

Ness kicks the ground, *should have thought of that.* Marty peaks his head through the double doors.

MARTY
You should take a look at this.

INT. FACTORY WAREHOUSE - CONTINUOUS

Ness and the rest of the Team push through the doors... and stop in their tracks as they see BARRELS...

THOUSANDS of barrels, stacked 50 high to the ceiling, in row after row after row. And all marked with the Capone circle and double-diamond. Ness breaks into a broad smile.

NESS
Jackpot.

MARTY
Uh... not exactly.

Marty KNOCKS on one... a hollow THONK THONK resonates.

MARTY (CONT'D)
All empty. They don't brew
anything here.

Then Marty points to a corner... there is a pile of hoses, brushes and long handled scrubbers. Water and soapsuds are pooled. Ness's face falls as he realizes...

ALEXANDER JAMIE (V.O.)
An entire warehouse just for
cleaning their barrels?

EXT. LINCOLN PARK - DAY

Ness and Alexander Jaime sit on a park bench looking out over Lake Michigan.

NESS
We counted just over five thousand.
I figure that's just a fraction of
their rotation.

Jaime sighs. Ness pulls a piece of paper out of his pocket.

ALEXANDER JAMIE
What's this?

NESS
List of equipment.

Jaime's eyes nearly bulge out of his skull as he reads it.

ALEXANDER JAMIE
Do you know how much all of this
will cost?

NESS
I thought you were supposed to get
me what I need.

ALEXANDER JAMIE
Well yes, but... they're not happy
right now.

NESS
They heard about the raid?

ALEXANDER JAMIE
The whole city heard about it.

NESS
Capone is better armed than we are.
Better equipped. I'm just trying
to make it a fair fight.

Jaime looks at the list again, heaves a resigned sigh.

NESS (CONT'D)
You really think the whole city
heard about it?

INT. LEXINGTON HOTEL - CAPONE'S SUITE - NIGHT

RAUCOUS LAUGHTER is thicker than cigar smoke. MOBSTERS in sharp suits and PEARL GRAY HATS (the Capone gang trademark) form a makeshift boxing ring around the edges of the opulent velvet-and-gold apartment. Money changes hands as they watch a fight between a hulking GORILLA of a Man and...

CAPONE. Stripped of his shirt, suspenders hanging around his waist, slick with sweat. See he's in good shape, a lot of muscle packed onto that frame. And he's surprisingly fleet of foot -- he glides across the carpet more like a dancer than a fighter.

CAPONE
Who the hell are these guys, the
keystone cops?

Sitting to one side is a sharply dressed man with jet black hair. FRANK NITTI. He holds a LITTLE BLACK BOOK in his hands, jots notes with a stubby pencil. He has the intense focus of an accountant, all the warmth of an undertaker.

FRANK NITTI
Treasury Department task force.

Capone DODGES a massive punch from the Gorilla, counters with a lightning fast one-two combination.

FRANK NITTI (CONT'D)
Leader is a man named Eliot Ness.

CAPONE
Sounds like a dandy.

Capone absorbs a HARD SHOT to his chin, knocks him back a few steps but he shakes it off -- his head must be made of stone.

FRANK NITTI
Should I put them on the payroll?

CAPONE
I'm not bribing guys that are too
dumb to make an arrest.

More laughter -- Capone joins in for a moment and then...

His face changes -- smile disappears, eyes go flat like a viper. He lashes out and -- CRACK! Lands a lightning-quick blow to the Gorilla's nose -- blood explodes and--

Capone attacks like a rabid dog -- a vicious combination of punches send the Gorilla stumbling -- the Mobsters make way as he CRASHES against the wall like a fighter on the ropes.

Capone was just toying with the poor bastard until now...

He doesn't relent, keeps pounding on him with meaty fists as the Gorilla slowly sinks to his knees and then collapses.

Finally Capone stops. The laughter is gone, the room is silent. Only Nitti seems unfazed by the savage beating, keeps jotting notes in his black book. And then... Capone's smile rolls back onto his face like nothing happened.

CAPONE (CONT'D)
Any other business?

INT. OLD TRANSPORTATION BUILDING GARAGE - DAY

CLOSE ON: a wooden crate with a black "US ARMY" stencil across the top -- a crow bar pops the lid to reveal five BRAND NEW Thompson Submachine Guns, packed in straw.

There are a dozen Army crates lying around, all opened to reveal brand new weaponry: Remington M1911 pistols, "Pineapple" Hand Grenades, Winchester 12-Gauge Pump Action Shotguns, and Browning Automatic Rifles (BARs) -- nasty-big rifles that can sweep an entire street.

MARTY
(picks up two pistols)
Who's footing the bill for this?

NESS
Anonymous benefactor.

MARTY
Excellent.

Marty grabs FOUR MORE pistols and walks away with them. Ness shakes his head, then walks across the garage. He passes Gardner, who is DELICATELY unpacking strange PUTTIES and POWDERS from his own crate.

Ness reaches Leeson, who is under the hood of...

A BRAND NEW FORD ROADSTER, one of FOUR lined up like a chorus line. The MUSCLE CARS of the day.

NESS
That going to work?

LEESON
90 degree flathead V8 engine, fuel injection... it's adequate.

Leeson shuts the hood, wipes his hands on his pants, then nods down the line to a large ARMY TRUCK.

LEESON (CONT'D)
What's that one for?

Ness unfolds a large piece of paper onto the hood of the car... it's a diagram of some sort.

NESS
I was hoping you could put together something like this.

Leeson leans over, studies the mysterious diagram.

LEESON
Oh yeah, I can do this no problem.

Ness just pats him on the back, then...

NESS
One last thing...

CUT TO:

A polished wooden box opens to reveal... five beautiful, shiny new WRIST WATCHES. All PERFECTLY synchronized. Ness picks up the first one and hands it to Marty.

MARTY
Aw hell, now I have to be on time.

INT. WAREHOUSE BREWERY - MIDDLE OF THE NIGHT

Barrels stacked twenty feet high on one side, canvas backed trucks on the other. In the middle an enormous metal VAT.

WORKERS in stained coveralls stir the vat from catwalks with canoe paddles. More workers tote sacks of grain and sugar. Even more load barrels into the back of a truck. The scope, scale and efficiency of the operation is impressive.

5 MOBSTERS in Pearl Gray Hats stand out amidst the hustle and bustle. Two by the STEEL front door, two more on the catwalks. The fifth is BERATING the crew loading the truck.

JOHNNIE LAMB
Move your asses -- I shoulda' been
gone an hour ago!

This is JOHNNIE LAMBOSSA. Johnnie "Lamb." Vulgar, abusive, and not a handsome man despite obsessive styling and gaudy clothes. He has a big jaw that accommodates his big mouth.

Suddenly, over the din of the workers, there is a RUMBLING.

JOHNNIE LAMB (CONT'D)
Aw, what now?

The rumbling gets louder -- it's coming from OUTSIDE.

MOBSTER
Want me to check it out?

JOHNNIE LAMB
No, I want you to stand there with
your thumb up your ass.

Takes the Mobster a minute to identify the sarcasm, then he opens the PEEP HOLE on the steel door -- just that little opening makes the rumbling EVEN LOUDER. The Mobster looks through the peep hole and his eyes go wide--

MOBSTER
Holy shit!

He DIVES aside as the door -- and the WALL -- are completely
DEMOLISHED by--

A MODIFIED TRUCK -- massive steel PLOW on the front and
double-thick glass on the windows. Looks like a armored car.

Brick, steel, debris go everywhere -- Mobsters and Workers go
for cover -- Johnnie Lamb makes an especially terrified dive
for protection. After a moment everything settles and...

INT. RAID TRUCK - CONTINUOUS

Ness is in the passenger seat, Leeson at the wheel. Both
look stunned by the devastation.

LEESON
I'll be damned. It worked.

Ness picks up a handheld CB radio wired into the dash:

INTERCUT WITH WAREHOUSE

Ness's voice BLARES from a MEGAPHONE mounted on the truck.

NESS
We are Federal Agents. Drop your
weapons and put your hands up.

Johnnie Lamb looks laughingly at the truck, just two men
inside... then looks at his Mobsters.

JOHNNIE LAMB
Kill 'em!

The Mobsters OPEN FIRE -- the bullets bounce off the
reinforced glass, leaving no more than scuffs.

LEESON
Did you actually figure they would?

NESS
We're the good guys -- gotta' give
them the option.

CRACK! The windshield begins to spiderweb.

NESS (CONT'D)
You're sure this thing will hold?

LEESON

Of course.

(another CRACK, pause...)

How much longer do you need?

NESS

(checking his watch)

Oh, about 5 seconds...

THE WATCH: the second hand comes around to the 12 and--

BOOM! Right on cue the BACK WALL of the warehouse EXPLODES -- throws brick everywhere and opens a HOLE big enough for--

MARTY and GARDNER to storm in--

Marty fires two pistols at once -- fires them so fast that he's empty in seconds -- but he just DROPS them, reaches into his coat and pulls out TWO MORE -- as is coat is open see that he has SIX HOLSTERS strapped across his body.

Gardner unloads with a BAR. The Mobsters dive for cover as bullets fly -- Johnnie Lamb doesn't even shoot back, just runs like a girl.

Ness and Leeson jump out of the Truck -- Ness opens up with a Tommy Gun and Leeson with a Shotgun -- The Workers drop everything and scramble up the ladders and catwalks--

EXT. ROOF - CONTINUOUS

The Workers scramble out a hatch and come face to face with the BARREL OF A GUN, held by Robsky. He smiles.

INT. WAREHOUSE BREWERY - CONTINUOUS

The Two Mobsters on the catwalk fire down on the Team -- everybody takes cover. Ness and Marty end up behind the Vat. At the same time the other two Mobsters fall back behind the stacks of barrels and dig in.

Now it's a nasty fire fight. Gardner unloads with the BAR -- heavy caliber bullets shred barrels like cardboard. Marty and Ness try to fire but the Mobsters behind the barrels have them pinned down.

MARTY

Is this how you drew it up in your head, Chief?

Ness ignores him, takes a pineapple grenade from his coat, pulls the pin and drops it right beneath the vat--

MARTY (CONT'D)

Oh hell--

They both SPRINT away from the vat -- Marty dives behind the Raid Truck but Ness runs and JUMPS onto a pile barrels, CHARGES up the slope created by them until he's on top of the 30 foot high stacks--

The Mobsters on the catwalk fire at him -- bullets hit all around him, splintering barrels and then he--

BOOM! The grenade BLOWS -- The explosion destroys the base of the vat and it TIPS over -- a TIDAL WAVE of beer crashes to the floor--

The force of the beer is so strong that it hits the stacks of barrels and TOPPLES them like dominoes -- barrels fall almost out from under Ness's feet as he keeps running and then--

LAUNCHES himself off the top of the barrels and ONTO the catwalk, right behind the Mobsters--

He SPINS and KICKS the first Mobster right off the catwalk--

DOWN BELOW the two Mobsters behind barrels stop firing as they see the WAVE of beer cascading right for them -- before they can react their feet are taken right out from under them by the undertow of beer--

NESS ducks and rolls as the Second Mobster fires right over his head -- Ness pops up and -- WHAM! WHAM! Punch to the stomach, face -- the Second Mobster flies off the catwalk--

The remaining two Mobsters pull themselves out of the beer and barrels and FIRE at Ness above them--

Bullets hit all over the catwalk and -- Ness FIRES his pistol at the BOLTS securing the catwalk to the wall -- BAM! BAM! BAM! Perfect shots and the bolts RIP away from the wall--

The catwalk breaks free, Ness SLIDES down the new incline created -- straight at the Mobsters. He fires at them, drives them for cover and then LANDS right between them and WHAM! WHAM! Knocks them both on their asses...

ACROSS THE ROOM -- JOHNNIE LAMB slinks out of his hiding spot, aims his pistol at an unaware Ness and...

MARTY (O.S.) (CONT'D)

Not very sporting, don't you think?

Johnnie looks up as -- CRACK! Marty DECKS him right in the nose -- Johnnie SCREAMS and drops his gun--

JOHNNIE LAMB
Son of a bidsh you broge ma' node!

MARTY
Looks like an improvement to me.

INT. WAREHOUSE BREWERY - LATER

Ness oversees the aftermath proudly: Robsky loads the Workers and Mobsters (including a sulking Johnnie Lamb) into the back of the Raid Truck. Leeson gathers clipboards and papers, Gardner DUMPS beer down a drain in the floor. And Marty...

Is carrying a CASE OF BEER BOTTLES to the cab of the Raid Truck. Ness clears his throat and he looks up.

MARTY
Evidence.

Ness walks over to him disapprovingly, leans close...

NESS
(quietly)
Make sure you grab two cases.

Marty WINKS, *you got it, Chief.*

INT. LAWRY'S RESTAURANT - NIGHT

The quintessential Chicago steakhouse with leather booths and big steak knives. Ness and the Team laugh it up at a table towards the back -- not exactly the prime seating, but they don't seem to mind.

They're having so much fun that Ness is the only one who notices as a LARGE PARTY enters the restaurant -- an entourage of sharp dressed MEN in Pearl Gray Hats...

NESS
Son of a bitch.

The whole team turns around and sees...

Al Capone. The MAITRE'D fawns all over him, shakes his hand profusely as he ushers him to the prime table in the middle of the restaurant. As they take their seats Marty sees...

Johnnie Lamb, nose bandaged in white gauze, two black eyes.

MARTY
How'd he make bail already?

GARDNER

Capone owns the courts. They probably never even saw a judge.

Ness keeps his eyes on Capone... which doesn't escape Frank Nitti, sitting to Capone's right. Nitti leans over and whispers something to Capone, who promptly stands up...

And walks right to Ness's table.

CAPONE

Good evening, gentlemen. What are we celebrating?

His voice has the labored tongue of hours of voice lessons... but he still sounds like a thug. Uneasy moment, none of the guys move a muscle...

NESS

Just here for a good meal.

CAPONE

Don't be so modest, Mr. Ness. I hear you boys had a big night.

If Ness is unnerved that Capone knows his name, he doesn't show it. Locks eyes with Capone fearlessly.

NESS

We'll have bigger. You can count on it. Mr. Capone.

Capone looks back at Johnnie Lamb -- who is locked in a vicious staring contest with Marty. When he looks back Ness is still staring at him. Capone smiles graciously.

CAPONE

Well, since you're celebrating, let me buy you boys a round.

(winks at Ness)

Just kidding, of course.

Capone heads back to his table. Ness never takes his eyes off him as he settles back into his seat.

NESS

I want to get a wiretap on him.

They guys all exchange looks.

GARDNER

We'll never get one at the Lexington -- security's too tight.

NESS
He's got to be vulnerable
someplace. Let's find it.

Ness finally drops his stare... but Capone sneaks another look back at him, then leans in close to Nitti.

CAPONE
(ominously)
I want you to take care of Ness.

Nitti just nods, jots something in his little black book.

EXT. ADDISON STREET - MORNING

Ness exits a diner with two paper cups of coffee, crosses the street to his car. Marty is waiting inside.

TWENTY YARDS BACK an ominous BLACK SEDAN starts its engine. Can't see the faces of the MEN inside, just PEARL GRAY HATS.

NESS climbs into the drive's seat, barely keeps the coffee from spilling. As he closes his door--

THE SEDAN guns its engine, peels out into traffic straight toward Ness's car -- passes within feet and -- an ARM HURLS something GREEN through Ness's window -- looks like a GRENADE-

MARTY
Get down!

Coffee goes flying -- they ROLL out of the car, hit the pavement, cover their heads and brace for the explosion...

... But nothing happens. After a moment Ness looks up...

NESS
Marty?

MARTY (O.S.)
I'm hit.

Ness peers around the car, sees Marty lying on the pavement, COVERED in coffee. Then Ness sees the GREEN OBJECT lying by the pedals... not a grenade but a rolled wad of \$20 BILLS.

MARTY (CONT'D)
Looks like somebody wants to pay
for your coffee, Chief.

Ness grits his teeth, cranes his neck to see -- the Black Sedan is visible down the street.

FURY -- Ness jumps in the car and SLAMS the door shut, GUNS the engine -- Marty barely gets in before Ness PEELS out--

Ness weaves in and out of lanes, around cars, hellbent on catching the Black Sedan. Marty holds on tight, looks pale.

MARTY (CONT'D)
Uh... I think we're speeding.

Ness swerves around another car and gets right behind the Sedan. NOW the Sedan DRIVER notices -- accelerates right for a 4-way intersection -- hits it as the light turns RED--

MARTY (CONT'D)
Chief!

Ness ignores the light, slingshots around the Sedan -- SLAMS on his breaks and CUTS OFF the Sedan dead in the middle of the intersection. HORNS BLARE as traffic in every direction is brought to a stand-still.

Marty exhales a sigh of relief -- Ness, jaw-clenched, gets out of the car and YANKS open the Sedan's door and PULLS the DRIVER onto the street. The PASSENGER makes a move but -- CLICK -- turns to see Marty aiming a pistol at him.

MARTY (CONT'D)
Relax. He just wants to give him some change.

Ness stands over the Driver, who cowers on the pavement.

NESS
You think you can bribe me?

A CROWD is gathering all around. Ness pulls out the wad of bills and THROWS it down at the Driver -- the wad BOUNCES hard off his skull with a THWACK!

NESS (CONT'D)
You tell Capone, you tell your friends, you tell everybody -- I can't be bought!
(puts a foot on his chest)
You understand?

The Driver manages a nod. Ness lets up. Marty winks at the petrified Passenger... then notices a paper cup of COFFEE in his trembling hands.

Ness walks back to the car -- FLASH! He turns to see a PHOTOGRAPHER with a camera pointed at him. Ness gets into the car and sees Marty sipping the Passenger's Coffee with a satisfied grin on his face.

MARTY
That was fun.

EXT. LINCOLN PARK - DAY

CLOSE ON: Newspaper, front page, the picture of Ness... standing on the running boards of his car, defiantly elevated above the Mobsters, looking every bit the All-American Hero.

Alexander Jaime looks at the headline with consternation. Ness smirks, enjoying this immensely.

ALEXANDER JAMIE
This doesn't help.

NESS
They're gonna' see my face when I kick down the door anyway. What's the harm?

As if on cue two PRETTY GIRLS walk by, EYEING NESS. Ness smiles at them, winks -- they giggle. Jaime is not amused.

ALEXANDER JAMIE
It makes you a target.

Jaime throws the newspaper in a trash can.

ALEXANDER JAMIE (CONT'D)
I want you to get a bodyguard.
(before Ness can protest)
This one isn't negotiable. Call him you driver, call him your damn valet for all I care -- just get one you can trust.

NESS
Is this coming from my boss, or my sister's husband?

ALEXANDER JAMIE
If it were coming from your sister's husband it wouldn't have been nearly as civil.

EXT. FRANK BASILE'S "HOUSE" - DAY

A rundown building that once passed for a house, now subdivided four ways into a quadplex. Ness climbs a rickety wooden staircase to the second floor "landing" and door. From within CHILDREN playing is audible. He knocks.

The door cracks open. The eyes of MARY BASILE peer out. If her eyes are any indication, and they are, Mary is a hard, tough, strong woman. Lived through hell and back. And judging by the way she looks at Ness, he may have been responsible for the hell.

NESS

Hi Mary, I'm here to see Frank--

MARY BASILE

He ain't here. And I'd appreciate if you don't come 'round again.

FRANK (O.S.)

Mary, it's all right. Let him in.

Mary glares a moment longer, then opens the door.

INT. FRANK BASILE'S "HOUSE" - CONTINUOUS

Barely an apartment. One large room with a woodfire stove in one corner, a mattress in the other. Two CHILDREN play on the floor. Mary steps aside so Ness can come in. He politely removes his hat, then smiles warmly as he sees...

NESS

Frank.

FRANK BASILE. 29, a mountain, a bear of a man with a scruffy beard and big, gentle-doughy eyes. He gets up and takes Ness hat, doesn't have a hook to hang it on so he just holds it.

FRANK

Good to see you, Mr. Ness.
Can I get you some coffee? Mary,
put some coffee on for Mr. Ness.

By the look in her eyes coffee is a luxury they can't afford.

NESS

No, that's okay, Frank. Anymore coffee today and my back teeth will be floating, know what I mean?

Frank motions for Ness to sit down in one of the two mismatched chairs in the corner. Before Ness can speak the Little Boy, a cute 5 year-old, climbs into Frank's lap.

NESS (CONT'D)

I want you to come work for me.

Mary's eyes FLARE -- Frank makes eye contact with her, tries to pacify her. Ness senses the tension...

NESS (CONT'D)

I need a driver. I put my car into a fire hydrant and now they don't want me driving city property.

FRANK

You want me to drive you?

NESS

Just drive.

He says it more for Mary's benefit than Frank's.

FRANK

I'd love to, but... are you sure the police will let you hire me? It's just, I figure with my record-

NESS

Not a problem. Be at the Old Transportation Building tomorrow morning. I'll leave my car out front.

FRANK

Aw no, Mr. Ness -- I can walk down there -- you shouldn't.

NESS

I need the exercise.

Ness gets up, matter settled, and takes his hat. He gives the Boy a tussle on the head, then nods politely to Mary and lets himself out.

EXT. COMISKEY PARK - DAY

The cheap seats. Filled with hookey-playing school boys. Ness and Marty share a bag of crackerjacks, trade a pair of binoculars back and forth.

MARTY

This was better when they sold beer.

NESS

You were sixteen last time they sold beer here.

MARTY

Fifteen. My old man bought me one. Taught me how to bet, too.

NESS

After we nail Capone we'll have to start another task force just to curtail your gambling.

MARTY

(a moment, then...)

So... Frank Basile. That's an interesting choice.

NESS

You wouldn't bring it up if you didn't have an opinion.

MARTY

I just wonder if he's the right man for the job.

Ness looks slightly peeved.

NESS

The man did his time. Left two kids and a wife and paid his debt.

MARTY

Don't make it sound so righteous -- he threw two guys off a roof--

NESS

(temper rises)

Two guys who were coming to kill him and his family--

MARTY

That's what happens when you're mixed up with the Mob--

NESS

Well he wouldn't have been mixed up if I hadn't--

Ness stops, realizes he just walked into Marty's trap.

MARTY

Funny thing about guilt. It masquerades as so many things.

NESS

This isn't guilt. I trust him.

MARTY

Five years of prison can leave a man with an awful lot of debt.

(MORE)

MARTY (CONT'D)
He's got two kids and a wife...
How's supporting himself?

NESS
Certainly not by selling me out.

Marty just nods, not sold at all. And for the briefest moment Ness isn't either... but then -- the CROWD near home plate comes to life. Marty looks through the binoculars.

MARTY
You're not gonna' believe this...

BINOCULAR POV: Al Capone and his entourage make their way to the seats RIGHT BEHIND home plate while the crowd applauds him wildly. He waves like a politician. Like royalty.

Ness scowls... but is it Capone, or the adoration?

INT. NESS'S OFFICE - DAY

Ness sits at his desk as Marty and Robsky enter. Marty opens his mouth to speak when the phone RINGS. Ness holds up a finger, *give me a sec.*

NESS
This is Ness.

SINISTER VOICE (OVER PHONE)
We're gonna' gun you down in the
street like a dog, you piece of--

NESS
(could care less)
That's great, I look forward to it.
(hangs up)
Getting those twice a day now.
What's up?

Marty looks to Robsky, who shuffles his feet nervously.

ROBSKY
The wiretap...

Robsky is interrupted again as Frank Basile enters -- sharply shaven, hair combed, wearing a threadbare suit. Marty eyes him carefully.

NESS
You were saying?

ROBSKY

I want... to wiretap the Montmartre
Cafe...

MARTY

Capone's brother Ralph runs it.
From everything I gather, he's got
a big mouth.

FRANK

(nervously)

That's true. He likes to brag.
And back when... well, they used to
handle orders from his office.

NESS

I'm sold. Let's do it.

Robsky looks even more hesitant now.

ROBSKY

It's not that easy. See, there's
two places to tap a phone. On the
phone itself, or where the line
connects to the grid -- like a
junction box on a telephone pole...

EXT. MONTMARTRE CAFE - DAY

A happening joint even in the sunlight. Bright red awning
and a glowing sign out front. Fancy cars come and go,
Mobsters in Pearl Gray Hats are everywhere -- constantly in
and out of the Cafe as well as standing guard all around it.

ROBSKY (V.O.)

The place is a fortress -- and
besides the dozen guys guarding the
front and back, there's always
customers coming and going. We'd
never get access to a phone inside
long enough to tap it.

NESS (V.O.)

So we tap the line outside.

ZOOM AROUND the Montmartre and into the ALLEY behind it --
dumpsters, trash cans, TWO MOBSTERS guarding the BACK DOOR...
and a TELEPHONE POLE rising above the building.

ZOOM UP the telephone pole to a JUNCTION BOX -- about the
size of a briefcase, at the top of the pole.

ROBSKY (V.O.)

But it's not that simple. Assuming we can get up that pole without being seen, the Montmartre still has at least 6 phone lines that I could count, and all lead into the junction box... along with every other line in the neighborhood.

NESS (V.O.)

How many is that?

ROBSKY (V.O.)

Probably 20.

LOOK INSIDE THE BOX: looks like 20 circuit breakers, each with a wire snaking into it.

INT. NESS'S CAR - DAY

Parked in an alley, Ness, Robsky and Frank watch the Montmartre. Robsky finishes pointing to the TELEPHONE POLE.

ROBSKY

But there's no way to know which line to tap just by looking at them. I need to hear somebody's voice -- preferably somebody that I can recognize, to know I have the right line.

Finally Ness has the same thwarted look as Robsky.

NESS

So one of us needs to go undercover in the Mob's favorite hang out, talk his way into using their phone, and stay on the line long enough for you to tap it.

ROBSKY

And who's gonna' do that?

Just then Marty gets in the car, all cheshire smiles.

MARTY

I rented us a second floor room at the boarding house up the street. Perfect view of the Cafe.
(smirks)
It's under the name Fred Pabst.

Ness, Robsky and Frank all look at each other, then Marty.

MARTY (CONT'D)

What?

INT. LISTENING POST APARTMENT - EVENING

Peeling wall paper, soiled carpet, single bed in the corner... but the ONE WINDOW has a perfect view of the Montmartre down the street. The Team barely fits inside the small room as...

Marty walks out of the bathroom COMPLETELY TRANSFORMED. His hair is dyed bright blonde, combed differently, and he wears a flashy new suit and god-awful wingtip shoes. It only takes a second for the room to burst in LAUGHTER.

MARTY

Laugh it up, you animals. But you can't deny it... I look good.

LEESON

You look like a color blind pimp.

MARTY

(to Ness)

I get reimbursed for this, right?

NESS

For that monstrosity? Hell no --
I'd be way to embarrassed to ask--

The laughter explodes all over again.

INT. MONTMARTRE CAFE - LATER

Everything a Mob hangout should be. Red leather booths, lots of hardwood, gaudy gold-gilded bar. Packed with Mobsters.

Marty enters and is immediately frisked by two ENORMOUS BOUNCERS. His trademark grin is gone, his eyes dart all over. Sensory overload, he doesn't see the MAN walking toward him and -- BUMPS INTO HIM.

MARTY

'Scuse me...

And he turns to see that he bumped into...

JOHNNIE LAMB. Nose still bandaged, staring death at him through blackened eyes. Oh shit...

EXT. BETTY'S HOUSE - FRONT STEPS - NIGHT

Betty and Ness linger on the front step. Betty looks into Ness's eyes, and he steps closer and puts his arms around her. She squirms slightly as he leans in...

BETTY
No, Eliot, not here.

Ness kisses her behind her ear playfully.

NESS
Hey, how about we go dancing? Like when we were in college.

BETTY
When?

NESS
Right now--

BETTY
Now? Eliot, it's late--

But Ness is keyed up, excited like a teenager--

NESS
C'mon, I know this place downtown with a great band and--

He kisses her again but she puts her hand on his lips.

BETTY
Downtown? You mean it isn't above board.

Ness shrugs, feigns innocence... then sees the harsh disapproval in her eyes. Ness doesn't hide his disappointment. He lets go of her, turns to leave.

BETTY (CONT'D)
Dinner this Saturday?

NESS
Working.

INT. NESS'S OFFICE - MORNING

Ness enters, hangs up his hat and coat, then turns on the light switch and -- GROAN. Ness almost jumps out of his skin as he sees a BODY lying on his couch--

It's MARTY. HUNGOVER. Suit wrinkled to hell, jacket balled up as a pillow. Covers his grizzled face with his hands.

NESS
What the hell happened to you?

INT. NESS'S OFFICE - LATER

Marty, now sitting up with a cup of coffee, doesn't look much better. The Team sits all around, trying not to laugh.

MARTY
So I go in there last night...

INT. MONTMARTRE CAFE - LAST NIGHT

Marty comes face to face with the Johnnie Lamb... Marty freezes, *oh shit, I'm done...* But Lamb just PUSHES PAST HIM. Doesn't recognize him. Marty lets out a huge sigh.

MARTY (V.O.)
I blend in, play it pretty cool.

Bullshit. He's sweating bullets as he finds a seat at the end of the bar, starts scanning faces, finds...

RALPH CAPONE. At 35 he's a doughy, balding copy of his younger brother. Wearing a loud shirt and tie, he stands behind the bar holding court. What he lacks in his brother's charm he makes up for in bluster.

MARTY (CONT'D)
And it's not hard to find Ralph.

A BARTENDER taps Ralph on the shoulder, whispers in his ear. Ralph nods and pushes through a curtain behind the bar -- the curtain hangs open so Marty can see...

MARTY (CONT'D)
He has an office behind the bar...

RALPH'S OFFICE -- gaudier than the bar with plush furniture and a huge hardwood desk... with a PHONE on it.

MARTY (CONT'D)
With a private phone. And I must have seen him on that phone two dozen times.

TIME LAPSE as Ralph and the Bartender repeat their routine over and over: Tap, whisper, Ralph answers the phone.

INT. NESS'S OFFICE - CONTINUOUS

ROBSKY
But we still need somebody inside--

MARTY
Guys... I'm not finished yet.

INT. MONTMARTRE CAFE - LAST NIGHT

MARTY (V.O.)
So I'm at the bar, making friends.

Bullshit. He's still sitting alone, only now he's on his fourth or fifth scotch.

MARTY (V.O.) (CONT'D)
And it turns out 'ol Ralph is a gambler, so I strike up a conversation with him...

RALPH CAPONE
Sox are gonna' cream the Yanks.
I'm puttin' two grand on it.

MARTY
(without thinking)
Kiss that two grand goodbye.

The place comes to a screeching halt. Judging by the look on everybody's face NOBODY talks to Ralph that way.

RALPH CAPONE
What'd you say, pal?

MARTY
Hinkley's pitching for the Sox tomorrow, and Babe's got a lifetime batting average of .578 against him. He's gonna' light 'em up.

RALPH CAPONE
(a moment, then...)
So... you'd bet the Yanks?

MARTY (V.O.)
And another thing about Ralph? He ain't too good with numbers...

INT. RALPH CAPONE'S OFFICE - LAST NIGHT

Marty sits at Ralph's desk, feet up, talking on the phone.

MARTY

That's two grand on the Yanks. And what's the action on the Giants?

Ralph Capone stands behind him looking VERY pleased.

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

So now I'm allowed on that phone anytime I want to place bets.

INT. NESS'S OFFICE - CONTINUOUS

The Team looks stunned... then... they just explode with laughter and applause -- lots of slaps on Marty's back (to the chagrin of his hangover headache).

INT. LISTENING POST APARTMENT - NIGHT

Ness watches the Montmartre through the rain streaks window. Robsky sits anxiously on the bed, knees bouncing, holding a large SATCHEL. Leeson, Gardner and Frank lean against the walls, equally unsuccessful at quelling their nerves.

The phone RINGS. Ness answers it quickly.

NESS

Ready?

INT. MONTMARTRE CAFE - RALPH'S OFFICE - SAME

Marty looks over his shoulder as he talks.

MARTY

Let's get this show on the road.

INT. LISTENING POST APARTMENT - CONTINUOUS

NESS

We're on our way. Now remember, you have to keep talking or else--

MARTY (OVER PHONE)

I know. Just hurry. There's only so many bets I can place.

Ness sets the receiver ON THE TABLE doesn't hang it up.

EXT. APARTMENT BUILDING - CONTINUOUS

The Team splits into two groups as they exit -- Leeson and Gardner go one way, Ness and Robsky the other... Frank makes to follow Ness, but Ness stops him.

NESS

Need you to hang back, Frank. Less people, the better.
(before he can argue)
Don't worry, I'll be fine.

EXT. MONTMARTRE CAFE - FRONT - MOMENTS LATER

A mess of cars constantly stopping to let out MOBSTERS and their SHOWGIRL dates. Trenchcoated GUARDS direct traffic. A white CADILLAC pulls up, opens its door and--

WHAM! The Caddy is rear-ended by a FORD. The Caddy's DRIVER jumps out and starts hollering -- the Ford's doors open... and LEESON gets out, also screaming.

LEESON

What the hell's he matter with you?

CADDY DRIVER

You moron, you hit me!

Now GARDNER gets out of the passenger seat -- his size adds a whole new dimension to the altercation. INSTANT CHAOS. Guards wade in, lots of yelling, gridlock on the street. A perfect ruse.

EXT. ALLEY BEHIND THE MONTMARTRE - SAME

A lone light illuminates the BACK DOOR of the Montmartre. Two GUARDS patrol the alley... when they suddenly hear the yelling from around the corner. They exchange looks, then take off to check it out.

As soon as they are out of sight Ness and Robsky scurry into the alley from the other end.

Ness crouches by a trash can with his .45, keeps watch as Robsky quickly straps a pair of CLIMBING SPIKES to his shoes. Sha-CHINK. Sha-CHINK. He starts climbing, one foot at a time. Ness winches as the spikes cleave into the pole.

Finally Robsky reaches the top -- Ness looks up at him... he's a sitting duck up there.

Robsky opens the box at the top of the pole and...
Oh shit. Inside the box there are at least 50 leads.

He takes a deep breath, then touches a pair of wires to the first lead, listening on headphones...

As he works, FOCUS on a lead toward the bottom... just know that is the MAGIC LEAD.

NESS stays crouched behind the trash can, then FREEZES as -- HEADLIGHTS bounce off the alley walls -- Ness draws back into the shadows as TWO CARS rumble into the alley.

ROBSKY freezes, pulls himself against the pole as the CARS stop beneath it. All the doors open in perfect unison as 8 BODYGUARDS get out, holding Tommy Guns.

NESS doesn't move... through a narrow crack between garbage cans he watches a MAN in a GRAY COAT get out of the second car and quickly enter the back door. The Bodyguards REMAIN.

ROBSKY sneaks a look down... one of the Bodyguards is directly below him. He takes a breath, then GENTLY continues trying the leads... only a few away from the Magic Lead...

INT. MONTMARTRE CAFE - RALPH'S OFFICE - CONTINUOUS

Ralph YANKS the phone away from Marty.

RALPH CAPONE
C'mon, somebody I want you to meet.

Ralph pulls Marty out of the room -- Marty glances back at the phone as they go...

EXT. ALLEY BEHIND THE MONTMARTRE - CONTINUOUS

ROBSKY touches the Magic Lead... and gets nothing (since Marty isn't there). He keeps going.

DOWN BELOW... the Bodyguard at the rear takes a few steps down the alley... and SOMETHING catches his attention...

NESS watches from his hiding spot as the Bodyguard walks RIGHT TOWARD HIM. Only 10 feet away.

INT. MONTMARTRE CAFE - CONTINUOUS

A LARGE CROWD has gathered around SOMEBODY. Ralph pulls Marty by the elbow, pushes everybody aside to reveal...

AL CAPONE. Grinning and glad-handing like a politician. Ralph SHOVES Marty nose to nose with Capone.

RALPH CAPONE
This is the guy I was tellin' you
about, Snorky.

Capone smiles, charming, SHAKES Marty's hand like a ton of bricks. Marty forces a smile, looks like he may throw up.

EXT. ALLEY BEHIND THE MONTMARTRE - CONTINUOUS

The Bodyguard is 5 feet from Ness and still walking. Ness puts his finger on the trigger of his .45. 4 feet...

The Bodyguard puts a second hand on his Tommy Gun. 3 feet...

VOICE (O.S.)
[something in Italian]

The Bodyguard suddenly LOOKS UP -- all of them turn to see:

FRANK BASILE marching down the alley. He looks mad as hell... and with his size that's a scary sight.

He stomps right up to the Bodyguard. Whatever he's saying must scare the crap out of the Bodyguard because motions for the others to get back in the cars. Frank watches as the cars pulls out of the alley.

After a moment NESS comes out of hiding.

NESS
I didn't know you spoke Italian.
What'd you tell him?

FRANK
It doesn't translate very politely.

INT. MONTMARTRE CAFE - RALPH'S OFFICE - CONTINUOUS

Marty slinks back inside, picks the phone back up.

MARTY
Please, please say you're done...

EXT. ALLEY BEHIND THE MONTMARTRE - CONTINUOUS

Robsky tries another lead. Nothing. Then moves on to the Magic Lead... suddenly his headphones crackle to life with:

MARTY (OVER PHONE)
...'cause I'm running out of
betting lines and...

Robsky's eyes GO WIDE.

EXT. MONTMARTRE CAFE - FRONT - CONTINUOUS

The chaos has died down. Leeson and Gardner exchange a look,
I hope that was enough time, and then get back in their car.

EXT. ALLEY BEHIND THE MONTMARTRE - CONTINUOUS

Ness helps Robsky pull his Climbing Spikes off just as --
VOICES. Ness, Robsky and Frank all BOLT for the other end of
the alley, barely turning the corner as the Guards appear to
resume their post. None the wiser.

INT. LISTENING POST APARTMENT - LATER

Post-game. FULL CELEBRATION. Bottles of confiscated beer
are clinked and sipped. Robsky wires a DEVICE on the desk:
there is a small speakerbox attached to a light and toggle
switch. The definition of cutting edge for 1929.

ROBSKY
All set. Now we just wait for them
to make a call.

Then the door opens and Marty walks in, thoroughly haggard.
A beer is thrust into his hand and he drinks it thankfully.

NESS
You look like hell.

MARTY
You would too if you just spent the
last hour drinking with Al Capone.

Everybody looks STUNNED.

NESS
Capone was there?

MARTY
Yeah -- and Ralph made me meet him.
I had to down two whiskey sours
with the man.

LEESON
(pause)
Was he buying?

The guys start to snicker but before Marty can retort -- The LIGHT on the desk starts BLINKING RED. They quiet down as Robsky flips the toggle switch and...

VOICE (OVER PHONE)
Yeah?

RALPH CAPONE (OVER PHONE)
Hey, it's me.

Everybody's on the edge of their seats with anticipation.

RALPH CAPONE (OVER PHONE) (CONT'D)
I talked to Snorky tonight...

NESS
Snorky?

MARTY
Al's nickname.

RALPH CAPONE (OVER PHONE)
We've got an important delivery
arriving at the harbor on Monday...

Ness smiles victoriously as the guys all exchange slaps on the back... and put on their game faces. *Show time.*

EXT. CHICAGO HARBOR - NIGHT

The city may sleep, but the harbor is bustling with activity. Ships of all sizes and types dock and depart. DOCKWORKERS swarm the pier, loading and unloading all manner of goods.

A long concrete BREAKWATER protects the harbor from the oceanic water of Lake Michigan. At the end of the breakwater sits the CHICAGO HARBOR LIGHTHOUSE, a white tower sandwiched between two red gable-roofed buildings.

EXT. LIGHTHOUSE CATWALK - CONTINUOUS

Ness and Marty, for once out of their three piece wool suits, wear dark sweaters and pea coats -- look like Dockhands. They both scan the harbor until...

NESS
There.

He points to a small BOAT that has just cleared the breakwater... a small LIGHT flashes on-off-on from the bow. Ness and Marty watch the harbor until...

ANOTHER LIGHT mirrors the signal. But not from the docks... it comes from a deserted, rocky patch of the harbor on the far side. Ness holds up a pair of binoculars: through the darkness he can just make out the MOUTH of a TUNNEL.

NESS (CONT'D)

They're using the old lake drainage tunnels.

MARTY

Big enough for small boats...

NESS

And they run all over the waterfront. Let's go.

EXT. NORTH SHORE LINE - LATER

Ness and the Team traverse the craggy rock piles along the shore. Treacherous going as water splashes on them, wind whips at them. They finally come to...

The TUNNEL MOUTH. Tucked along the rocks, with a thick ARMY TARP covering the opening. Ness pulls the tarp gently aside so that he can peer inside...

INT. OLD DRAINAGE TUNNEL - CONTINUOUS

The tunnel is large -- easily 20 feet across and lit by lamps anchored to the brick walls. A channel of water laps gently at a thin brick walkway along the wall.

A WOODEN DOCK has been built at the end of the tunnel, and the boat is moored there. TWO SMUGGLERS unload small wooden crates onto the dock.

EXT. NORTH SHORE LINE - CONTINUOUS

Ness lets the tarp fall back, turns to the Team.

MARTY

What's the plan?

NESS

(mischievous)

You know how to swim, right?

INT. OLD DRAINAGE TUNNEL - MOMENTS LATER

The Smugglers are almost done unloading as...

SHHHHCK! SOMETHING slides out of the darkness along the brick walkway -- it stops right next to a Smuggler's shoe. He looks down at it... about the size of a hockey puck, cobbled together from a few pieces of metal and--

BAM! It EXPLODES with DEAFENING NOISE and BLINDING LIGHT (a flashbang) -- the Smugglers cover their ears and eyes as--

SPLASH! Suddenly Ness and Marty EXPLODE out of the water alongside the ship -- GRAB the two Smugglers and PULL them into the water -- WHAM! WHAM! Crack them both over the head, out cold.

Leeson, Robsky and Gardner quickly run in along the narrow brick walkway and drag the unconscious smugglers out of the water and into the ship's cabin. Then they help pull Ness and Marty out of the water just as--

VOICE (O.S.)
What's taking you guys so long?

Ness spins around to see A MOBSTER behind them, holding a pistol. The Team freezes, caught totally off guard. And then... the Mobster walks casually over to Ness... and picks up a crate and THRUSTS it into Ness's arms.

MOBSTER
C'mon, we don't got all night.

INT. TUNNELS - MOMENTS LATER

The entire Team, all carrying crates, follows the Mobster through the twists and turns of the tunnels. Marty comes close alongside Ness and whispers...

MARTY
You want us to make Capone's deliveries while we're at it?

NESS
Wait until we find the stash, and then we surround them.

Up ahead BRIGHT LIGHT pours through another tunnel mouth. The Team follows the Mobster through the mouth and into...

INT. OLD CISTERN - CONTINUOUS

A SPRAWLING old brick DOME that has been converted into a warehouse. Hundreds of crates of all sizes are stacked. At least TWENTY MOBSTERS and WORKERS scurry all around. There are several DOZEN more tunnel entrances around the dome...

And Ness and the Team are led right into the middle of it all. They all stop, momentarily dumbstruck...

MARTY
(quietly to Ness)
We surround them, huh?

The Team follows the Mobster through the hedge maze of crates. The set up is truly staggering -- metal catwalks have been fastened to the walls to form overseer platforms. Lightbulbs hang from the ceiling.

MOBSTER
Over here.

The Mobster points to a MOB FOREMAN jotting notes in a notebook. Ness and the Team set their crates down at his feet. The Foreman doesn't look up, just motions...

FOREMAN
Get paid over there.

Ness and the guys start moving when--

FOREMAN (CONT'D)
(to Ness)
You stay.

Everybody hesitates, but Ness nods for them to go -- as they do he leans in close to Marty and whispers...

NESS
Tell Gardner I want to use his new
toys. All of them.

The foreman looks up at Ness, then nods to the crates.

FOREMAN
Open 'er up.

Ness pulls out his knife and pries off the lid of the top crate to reveal...

PINEAPPLE HAND GRENADES. Ness hides his surprise. The foreman sets down his notebook and picks one up. As he does Ness sneaks a look at the Foreman's notebook -- FILLED with dates, times, places and cargoes. GOLDMINE of information.

FOREMAN (CONT'D)

That guy Ness wants a war, then
that's what Capone'll give him.

NESS

He's got no idea what he's in for.

The Foreman grins, puts the grenade back and then stuffs the notebook in his coat.

Ness heads off into the maze of crates. After a moment Marty joins him -- their hands BRUSH for a split second -- see that Marty just passed SOMETHING to Ness. None of the Mobsters around them notice.

MARTY

How'd the Sox do last night?

NESS

Lost 4-5.

Marty keeps walking but Ness stops and kneels down, pretends to tie his shoe, then... slips a small DEVICE (what Marty passed him) out of his hand -- looks like an egg timer with silly putty attached to it. Ness sets the timer for 45 SECONDS, sticks it to the nearest crate, then moves on.

Ness finds a metal staircase and climbs up and onto a catwalk that overlooks the entire room. He WATCHES as Marty, Robsky, Leeson and Gardner all PLANT their devices around the room.

MOBSTER (O.S.)

Hey!

Ness turns around, sees a Mobster with a Tommy Gun approaching him.

MOBSTER (CONT'D)

You ain't s'posed to be up here.

Ness just grins, walks casually toward him.

NESS

Got something you should see...

Ness gets right next to him and points out into the room...

MOBSTER

What--

Suddenly FIVE EXPLOSIONS erupt all around the room -- crates SPLINTER throwing wood and glass and booze everywhere--

WHAM! Ness PUNCHES the Mobster in the stomach, RIPS the Tommy Gun out of his hands and CLOCKS him--

NESS
Federal Agents! This is a raid!

The rest of the Team have climbed to similar positions and have guns aimed down at the Mobster and Workers.

Ness scans the room until his eyes find... the FOREMAN -- and the Foreman sees him looking and panics -- makes a run for it-

NESS runs along the catwalk, but the Foreman cuts through the crates, zigzagging his way across the room and--

Ness JUMPS off the catwalk and ONTO a crate -- he jumps from crate to crate taking a direct path after the Foreman--

The Foreman ducks into the nearest tunnel and Ness jumps off his crate and follows after him--

INT. RUM TUNNELS - CONTINUOUS

BAM! BAM! MUZZLE BLASTS light up the tunnel -- illuminate a SILHOUETTE for a split second -- Ness charges ahead--

Around a corner and now there is LIGHT visible ahead -- thin shafts, coming from...

A TRAP DOOR in the ceiling, left haphazardly open. A small metal ladder leads up to it. Ness climbs and...

INT. SUPPLY CLOSET - CONTINUOUS

...finds himself in a small closet filled with brooms, file boxes and other miscellaneous items -- he gives it only the most cursory look before PUSHING through the only door--

INT. POLICE STATION - CONTINUOUS

Ness explodes out of the closet and into a sea of BLUE UNIFORMED COPS, going about their work (yes, a smuggling tunnel led to a police station). Ness skids to a stop, brief moment of *Christ, this city is corrupt*, then--

He SEES the Foreman pushing through the blue uniforms toward the door -- Ness JUMPS onto a desk -- runs and VAULTS from desktop to desktop across the room and then -- TACKLES the Foreman right into a crush of Police officers--

BAD MOVE -- the Police don't think twice, just PILE ON NESS, raining fists and blows on their "attacker." The Foreman manages to pull free and run out the door--

Ness wards off the blows, gets his BADGE out and--

NESS
I'm -- I'm a Federal Agent--

They finally let up and Ness runs for the door--

EXT. MICHIGAN AVENUE - CONTINUOUS

Ness hits the sidewalk and catches a glimpse of the Foreman running up the stairs of an L TRAIN PLATFORM--

EXT. L TRAIN PLATFORM - CONTINUOUS

Ness takes the stairs two at a time, gets there as the Train is leaving the Station -- SEES the Foreman inside--

Ness jumps ONTO a bench and GRABS the edge of the overhang -- uses his momentum to pull himself up and onto the roof and SPRINTS across the top of it--

The Train picks up speed as Ness chases after it -- he gains a little ground and just as the Train leaves the platform Ness reaches the end of the roof and -- JUMPS--

THUD! Ness lands hard on the roof of the train and BARELY keeps himself from sliding off the side -- he gets a grip and steadies himself, then catches a glimpse of the LONG DROP not just to the tracks but an extra 40 feet to the street--

INT. L TRAIN - CONTINUOUS

THUMP! THUMP! The Foreman hears the sounds from the roof and PULLS his pistol out of his coat -- BAM! BAM! BAM! He fires into the ceiling -- people shriek and scatter--

EXT. L TRAIN ROOF - CONTINUOUS

Ness tries his best to hang on as BULLET HOLES punch through the roof all around him--

INT. L TRAIN - CONTINUOUS

The Foreman GRABS a fleeing WOMAN and pulls her in tight as a hostage, alternates aiming the gun at her head and the ceiling, eyes darting around frantically--

CRASH! Suddenly Ness SWINGS down and EXPLODES through the window behind the Foreman -- gun goes flying, The Foreman loses his grip on the Woman, and he and Ness land hard--

WHAM! Ness throws a nasty punch but the Foreman wraps him up -- they grapple, roll -- trade elbows and knees--

CRACK! An elbow to Ness's ribs separates them -- they both get up and come at each other again -- just as the Train slows and pulls into the next station--

WHAM! Ness connects another punch and sends the Foreman to the ground. Then the train stops and the DOORS OPEN -- the passengers stampede out -- and in the process scrambling feet KICK THE GUN across the floor and right in front of--

The Foreman. He grabs the pistol, swings it up to fire and--

Ness SPINS and WHIPS a kicks at him -- hits him so hard that he tumbles out the doors and onto the next set of tracks -- and right into the path of an approaching train--

The Foreman's eyes go wide as the train barrels down on him--

Ness FLIES across the tracks and GRABS the Foreman by the collar, PULLS him onto the platform a split second before the train passes. Close call.

Ness jams a knee in the Foreman's back and reaches into his coat... and pulls out the NOTEBOOK.

INT. OLD CISTERN - LATER

The Mobsters are cuffed and lined up as Ness enters through another tunnel, dragging the Foreman with him. He shoves the Foreman alongside the other prisoners as Marty joins him.

MARTY

We should probably tell the cops
about this place.

NESS

Some how I think they already know.
(hands Marty the notebook)
Dates, times, locations of at least
50 more deliveries all over town.

MARTY

Not bad. And we've got something else you should see.

INT. TUNNEL - MOMENTS LATER

At least 30 DELIVERY TRUCKS parked bumper to bumper and side to side. Gardner stands on the hood of one, no room on the floor to walk. Ness looks very pleased.

MARTY

Looks like a good chunk of Capone's fleet. Want us to take 'em back to the garage?

Ness gets a mischievous look on his face.

NESS

Something like that.

EXT. LEXINGTON HOTEL - MORNING

CRACK! The unmistakable sound of a bat hitting a ball--

A BASEBALL flies through the air and--

SMASH! Breaks a window. Familiar scene, sure to be accompanied by shrieks and running school boys. Instead...

Men CHEERING, hooting. A dozen Mobsters, shirtsleeves rolled up with baseball mitts, stand around a makeshift baseball diamond in the middle of the street. They even have real canvas BASES, a pitchers rubber, and a home plate where...

Al Capone stands, bat in hand, cigar in mouth and -- CRACK! Belts another line shot that bounces off two cars, leaving sizeable DENTS, before it's fielded by a Mobster.

CAPONE

That's another run.

Frank Nitti sits in a chair on the sidewalk under an umbrella, daintily keeping score in his black book. Then--

HONKING -- Capone swings and misses -- looks furious as a TRUCK turns down the street and into his game. A moment... then another truck comes around the corner. Then another...

A procession of THE CONFISCATED TRUCKS rumble their way through, forcing the Mobsters off the street. Leeson, Robsky and Gardner drive the first three and WAVE with big grins on their faces as even Capone is forced to step aside.

CAPONE (CONT'D)

Those are my trucks... those sons
of bitches -- those are my trucks!

NESS (O.S.)

Not any more.

Capone whirls around to see... Ness standing behind him.

NESS (CONT'D)

Now they belong to the city of
Chicago.

Capone's eyes flash pure white hot fury and he SQUEEZES the bat so hard it could snap -- takes two steps toward Ness and--

SHICK-SHACK -- standing off to the side is Marty with a SHOTGUN. Capone stops, hands the bat to Nitti innocently.

CAPONE

Real big man, huh? Gotta' have
your pal pull a gun on me--

NESS

I'm ready when you are, Snorky.
Think I'm scared of you?

Capone gets nose to nose with Ness. Testosterone showdown.
Two alpha males who won't back down. A school yard standoff.

NESS (CONT'D)

What -- you scared I'll embarrass
you in front of your cronies?

Capone's eyes are like a viper ready to strike... he WHIPS his hand up and -- Ness doesn't flinch as -- he picks a piece of lint from Ness's coat. He smiles at him. Somehow... that's much more unsettling.

CAPONE

(loud, for all to hear)
Assaulting a federal agent is 5
years in lock-up.
(then, quietly)
Don't worry, college boy. You'll
get your chance.

Capone turns around, jerks a thumb back at Ness.

CAPONE (CONT'D)

This guy needs to get laid.

Bodyguards LAUGH as Capone saunters away and into the hotel,
taking Ness's victory with him.

INT. LISTENING POST APARTMENT - EVENING

Ness enters -- Robsky is sitting at the desk, taking notes on a yellow legal pad as a phone call plays out.

NESS
Anything good?

ROBSKY
They gossip more than school girls.

RALPH CAPONE (OVER PHONE)
You bringin' the blonde by tonight?

VOICE (OVER PHONE)
Stella? She should be comin' by
'round eleven. She bailed on me
last night -- you believe that?
After I bought her that fur coat.

Robsky gets up, puts on his overcoat as Ness takes his seat.

RALPH CAPONE (OVER PHONE)
You oughta' teach her some manners.

VOICE (OVER PHONE)
Maybe after I'm done with her
tonight we let some of the other
guys have a go at her.

ROBSKY
Poor girl's in for a rough night.

NESS
Well, when you fall in with these
guys... see you tomorrow.

Robsky leaves and Ness sits back in the chair.

TIME LAPSE -- Ness moves from the chair to the bed, his tie slackens and his shoes come off. Pours and repours cups of coffee from a pot in the corner.

RALPH CAPONE (OVER PHONE)
...Snorky keeps a place up in
Michigan under our Mother's maiden
name, just in case...

Ness's eyelids start to drop. Christ, this is boring. Goes for the coffee pot -- only dregs left. Damn.

EXT. STREET - MOMENTS LATER

Ness exits a diner with a paper cup of coffee. Down the street he sees the glow of the Montmartre and smiles. He heads back for the Apartment building when...

He passes a WOMAN in a FUR COAT, clacking in high heels straight for the Montmartre. Ness double takes on her, ponders, then...

NESS

I'd steer clear of there tonight,
if I were you.

The Woman stops, turns around to look at him.

She is STUNNING. Maybe 22, a busty beauty with rosy-full lips and blonde hair pouring down over her shoulders, drawing attention to her strapless red dress and plunging neckline... She's practically spilling out of it. A pin-up in the flesh.

This is STELLA. Ness is breathless.

STELLA

What's it to you?

NESS

Just trying to help you out.

STELLA

I know you, Mister?

NESS

No. But all the same, tonight's a good night to stay home. Trust me.

She cocks her head, intrigued. Last time a handsome young guy called her "Miss" was probably never. She smiles at him.

STELLA

(coyly)

But I'm already dressed up? Ain't even had dinner yet.

INT. GIN JOINT - LATER

Dim lighting, small tables that force couples to rub knees. On one side of the room is an empty dance floor and a four piece JAZZ BAND playing a mellow tune. With her coat off Stella is even more entrancing.

STELLA

He's not really my boyfriend. He's just... a guy to pal around with.

NESS

A girl like you shouldn't pal around with creeps like that.

STELLA

And what kind of girl am I?

Ness looks deep into her eyes like he's examining her.

NESS

You're smart... confident... that's why you left Indiana.

STELLA

How'd you know...

He winks. Damn he's charming.

NESS

Came to the big city to get away from a small town. Found a crowd that was always running around, some guys who could show you a good time... but you know you deserve better than cheap motels and late night phone calls.

STELLA

(skeptical)

Like flowers and chocolates?

NESS

Like someone to tell you that your smile is the prettiest thing I've ever seen.

She blushes, has to avert her eyes... but she's saved as the Jazz Band picks up into a fast paced number. A few couples get up to dance and Stella suddenly smiles, GRABS Ness's hand-

STELLA

C'mon!

Ness grins as he and Stella hit the dance floor. Ness is a hell of a dancer, his athleticism on full display as he and Stella spin all over, powered by excitement and sexuality -- the envy of every other couple.

INT. LISTENING POST APARTMENT - LATER

Ness and Stella burst through the door in a fierce embrace. Ness kicks the door shut as they topple onto the bed--

Their kisses are desperate -- they fight for position, pushing and grabbing and clawing at each other frantically. Stella is fierce and aggressive as she forces Ness onto his back and takes control.

Slowly she absorbs his frenzied energy, channels it into something much more practiced, more passionate... until they are writhing together as one.

INT. DINER - EVENING

The Team is clustered at a booth. A MAP is spread out amongst blue plate specials, at least two dozen locations are circled all over it.... but there are another dozen circles with big X's slashed across them.

ROBSKY

..And then they mention two more breweries on the east side...

NESS

That makes... 18.

A WAITRESS comes over, starts refilling coffee cups. She smiles at Robsky, who blushes and looks away. EVERYBODY notices. As the waitress leaves...

MARTY

Very smooth, Romeo.

The guys all snicker. Robsky turns red again.

MARTY (CONT'D)

Here, let me help you.

(loudly, to Waitress)

Excuse me, miss? My friend here has a question for you--

ROBSKY

Knock it off--

The Waitress starts to walk back over when--

Suddenly all the windows EXPLODE in a HAIL of BULLETS--

The guys HIT THE GROUND as bullets RAKE the booths and tables and -- the coffee pot SHATTERS in the Waitresses hand -- Ness jumps up and DIVES -- PULLS her to the ground--

BRRAPPT! The guys pull their pistols but bullets zip just above their heads and then--

IT STOPS as suddenly as it began -- outside TIRES SCREECH--

Ness peers out the busted windows and sees three cars race away -- then he looks back down and sees... the Waitress is dead. Shot through the chest. He slumps to the ground.

INT. NESS'S OFFICE - LATER

The Team is scattered around the office. Suits ripped and soiled -- for the first time the guys actually look unnerved. The MAP is laid out on the desk. Ness stares at it. There are blood stains on it. Finally...

NESS

Anybody wants out, now's the time.
We've hurt them... so they're
gonna' come after us.

Nobody says anything for a long moment. Then...

MARTY

I say we hit the ironworks brewery.

GARDNER

(pause)

Lot of guys there.

MARTY

Maybe I'm spoiling for a fight.

Slowly... the guys all start to nod. *Hell Yes.*

ROBSKY

Let's hit the Southside -- really
take their legs out--

LEESON

Trucks are routed through Western
Avenue -- we could hit a convoy--

The room quickly descends into a shouting match. Ness doesn't say anything, just stares at the map... dozens of circles... After a moment they all turn to him and...

MARTY

What do you think, Chief?

NESS

(a moment...)

Let's hit all of them.

INT. OLD TRANSPORTATION BUILDING GARAGE - NIGHT

Ness stands of the hood of a car in front of 30 POLICEMEN and PROHIBITION AGENTS.

NESS

This will be the largest series of raids Chicago has ever seen--

POLICEMAN

Raids? You mean more than one?

NESS

We have 18 targets. You will be divided into five teams, each headed by one of my Men.

PROHIBITION AGENT

What are the targets?

NESS

You won't be told until you are en route--

The Crowd RUMBLES with discontent. Toward the back, a WEASELY LITTLE AGENT slips away from the pack and ducks through a door.

INT. HALLWAY - CONTINUOUS

At the end of the hall is a wall mounted TELEPHONE. The Weasel makes right for it when--

MARTY (O.S.)

Looking for something?

The Weasel turns around to see Marty standing in the doorway with his Cheshire grin.

WEASEL

No, I uh -- just needed to -- looking for a... bathroom.

Marty grins, looks way too happy to accommodate him.

MARTY

Me too.

INT. BATHROOM - MOMENTS LATER

There are 6 urinals on the wall, but Marty has chosen to stand RIGHT NEXT TO the Weasel, who looks excruciatingly uncomfortable. Still grinning, Marty looks down at...

MARTY

Say... those are nice shoes.

INT. OLD TRANSPORTATION BUILDING GARAGE - MOMENTS LATER

The Police and Agents are broken into teams and getting into trucks. Ness sees Marty almost dragging the Weasel to one.

MARTY

This one's a little nervous -- his first raid and all. I figure he should ride with me.

INT. WAREHOUSE - NIGHT

Almost completely empty. A few CRATES along the back wall, and in the middle of the room four MOBSTERS play cards on a table made of barrels -- the only barrels in sight.

THUMP! THUMP! One of the Mobsters gets up and opens a SLIT on a garage door, peers lazily out, then OPENS the doors.

MOBSTER

Pull it over there.

As the truck rumbles in see that the driver is MARTY (with the Weasel sitting shotgun). He pulls toward the poker game. The Mobsters look up as the truck stops just inches from their make-shift table.

MOBSTER (CONT'D)

Hey, what the hell's your problem?

Suddenly the back of the truck opens up and Ness LEAPS out and ONTO the table with a shotgun -- more Police pour out of the truck behind him--

One of the Mobsters reaches for his gun but -- SHICK-SHACK! Ness puts his shotgun under the Mobster's chin.

NESS

Don't worry... you can tell 'em you put up a fight.

The Policemen fan out around the warehouse but... there's just nothing there. They look skeptically at Ness. Marty, still dragging the Weasel by the arm, sidles up to him.

MARTY

Nothing. Not a drop.

Ness notices the Mobsters SMIRKING at him. Ness walks over to the Leader, scary-calm, gets right in his face.

NESS

Where is it?

LEADER

We ain't got nothing here. We're good, god-fearing folk, officer. I personally never touch the stuff.

The rest of the Mobsters start to laugh. Ness doesn't react for a moment, then he casually picks up a poker chip, fingers it, then FLIPS it into the air...

It hits the ground and ROLLS across the floor...

Right to a GRATE in the corner. The chip falls through the grate and then, a moment later... THUD. Sounds like it hit wood. Ness grins at the Mobsters.

INT. UNDER THE FLOOR - MOMENTS LATER

The grate is pulled away and Ness peers down into a dark space. Pull back to reveal the poker chip sitting on a BARREL. Keep pulling back to see more and more barrels.

NESS

Jackpot.

Keep on going -- the underground seems to stretch on forever, and it's completely FILLED with barrels.

INT. LEXINGTON HOTEL - CAPONE'S SUITE - NIGHT

Capone is eerily calm as he sits in a highbacked leather chair, a cigar smoldering in his fingers... several inches of ash indicate it has been ignored for some time.

Scattered on the desk in front of him are various newspapers with pictures of Ness. Capone stares at the pictures...

CAPONE

Do you know what the real danger of a man like Ness is?

Frank Nitti, sitting across the room, closes his little black book and looks at Capone.

CAPONE (CONT'D)
He's infectious. Like a virus. It starts with him, but then it spreads... and soon an entire business that I have carefully, painstakingly cultivated withers and dies on the vine.

FRANK NITTI
We can get to him. I have a man inside who says he's vulnerable.

Finally Capone looks up from the pictures, locks eyes with Nitti. That scary, icy look of devious determination...

CAPONE
That's not enough anymore.

INT. RIVIERA MOVIE THEATER - EVENING

ON SCREEN: newsreel footage of Ness standing victoriously outside a warehouse as the Team hack open barrels with axes and dump hundreds of gallons of beer into the gutter.

Ness watches the screen, captivated by his own image. Betty keeps glancing at his hand... which isn't anywhere close to hers. Not even trying. She looks... disappointed.

EXT. RIVIERA MOVIE THEATER - EVENING

Ness and Betty exit under the bright lights of the marquee. They seem awkward, like a couple on a first date.

BETTY
It's good to see you, Eliot.
Lately I feel like I only see you on the front page of the paper.

He smiles, misses the underlying message there... They start to cross the street when their path is suddenly blocked by an elegant black CHAUFFEURLED ROLLS ROYCE.

The rear window rolls down to reveal... NUMBER SIX, smoking a cigar. He blows smoke out the window and...

NUMBER SIX
Enjoy the show, Mr. Ness?

NESS
 (overcomes his surprise)
 Yes, sir. Very much.

NUMBER SIX
 (notices Betty)
 And who is this lovely thing?

Betty looks flustered to be noticed by a Titan like this.

NESS
 This is Betty Anderson, Sir.

NUMBER SIX
 If I had a woman like that waiting
 for me at home, I doubt I'd spend
 my time running around the city
 like you do.

NESS
 It's my job, sir.

Number Six nods, the real reason he's here...

NUMBER SIX
 And a damn fine job you're doing,
 Ness. Damn fine. You boys keep up
 the good work. And let me know if
 you need anything -- anything.
 I'll handle it personally.
 (puffs the cigar)
 When this is done, I believe you
 have a bright future in this city.

And Number Six wraps on the roof with his walking stick and
 the Rolls glides away down the street.

INT. NESS'S CAR - LATER

Ness drives with a big grin on his face -- thoroughly pleased
 with himself. Betty is much more grounded.

NESS
 I mean, the man owns half of the
 waterfront, and he came to see me.
 (too happy to talk)
 I'm serious, Betty. I think five,
 maybe six more months and--

BETTY
 Six months? Eliot, remember when
 you said the whole thing would take
 two months, tops?

NESS

This isn't rounding up jaywalkers.

BETTY

Don't you think I know that? I'm the one who can't sleep through the night, who sits up crying because I have no idea where you are or if you're alive or dead--

NESS

It's my job, Betty. And you heard him, 'when this is done you have a bright future in this city.'

BETTY

Sounds like he already has you bought and paid for.

Ness looks like he's been slapped. So stunned... he DOESN'T NOTICE two sets of HEADLIGHTS behind the car, following them.

NESS

What do you mean by that?

BETTY

Wise up, Eliot. As long as you get results he's happy -- but the second you aren't useful anymore he'll kick you to the curb.

NESS

That's ridiculous--

BETTY

What makes him different from Capone? He owns the waterfront, yes, but he also owns slums and track housing. The only difference between him and Capone is that he went to school with the Mayor.

Ness turns onto a side street -- and catches something in the rearview -- the Headlights following them.

NESS

Don't be ridiculous -- Capone is a criminal. A murderer.

BETTY

I just want you to be careful...

But now Ness isn't listening -- his eyes on the rearview mirror, watching the Headlights following them.

He makes another turn... watches as the Headlights, belonging to a BLUE SEDAN and a RED SEDAN, stay with them.

BETTY (CONT'D)
... I don't want you to get hurt --
by anybody.

NESS
Betty...

She looks at him, expecting some warm words...

BETTY
Yes?

NESS
Hang on--

He SLAMS his foot on the accelerator--

EXT. STATE STREET - CONTINUOUS

Ness's car ROCKETS down the street -- and the Blue and Red Sedans ROAR after it--

INT. NESS'S CAR - CONTINUOUS

Betty stifles a yelp as Ness CAREENS around a curve. He keeps one hand on the wheel and reaches into his coat with the other... pulls out his .45.

BETTY
Eliot, what's going on--

NESS
Listen to me -- I want you to stay low, no matter what. If you hear gunshots I want you to get on the floor. Do you understand?

Betty manages a terrified nod. Ness reaches into his coat and pulls out TWO SPARE AMMO CLIPS... hands them to Betty.

NESS (CONT'D)
I can't reload while I'm driving,
so I'll need you to do it.

WHAM! The Red Sedan SLAMS against the back bumper -- then pulls alongside Betty's window -- Ness can now see three MOBSTERS inside, Tommy Guns up and--

NESS (CONT'D)

Get down!

Betty gets on the floor as -- BAM! BAM! Ness fires straight through her window into the side of the Red Sedan -- forces the Driver to back off--

WHAM! Ness and Betty are shaken as the Blue Sedan RAMS into the back of the car -- the car fishtails, Ness fights for control and--

MACHINE GUN FIRE -- the rear window BLOWS OUT, glass goes everywhere -- Betty screams and covers her head -- Ness sees the Red Sedan veering back towards them and--

Ness JERKS the wheel, turns the car HARD LEFT and into an ALLEY -- The Blue Sedan shoots right past them, but the Red Sedan manages to SWERVE and follow into the alley--

EXT. ALLEY - CONTINUOUS

TIGHT. Barely enough room for the cars to clear the brick walls and -- CLANK! Ness's left sideview mirror is SHORN OFF--

WHAM! WHAM! Ness plows through trash cans, sends them UP and OVER the hood of the car -- WHAM! They hit the Red Sedan in pursuit, SPIDER-WEB the windshield but the Sedan gains--

BRRAPPT! Bullets tear through the car -- Ness points his .45 over his shoulder and fires wildly -- empties the gun--

NESS

Reload!

He hands the pistol to Betty -- she fumbles with it, terrified -- BRRAPPT! More machine gun fire -- Ness ducks, but then SEES SOMETHING up ahead -- a metal FIRE ESCAPE clinging to the side of the brick -- stairs and platforms and a heavy wrought-iron RETRACTABLE LADDER on the second floor--

NESS (CONT'D)

Gun!

Betty tries to slide the clip in with shaking hands -- BRRAPPT! Another volley and Betty drops the clip--

NESS (CONT'D)

Betty--

She grits her teeth, steadies her hands and slides the clip in -- gives it back to Ness and he fires--

BAM! BAM! BAM! SPARKS fly as bullets hit metal and brick and then -- just as they pass beneath it -- he BLOWS the safety bolts off and the ladder RELEASES, falls STRAIGHT DOWN like a hammer and--

CRUNCH! IMPALES the Red Sedan like a toothpick through a sandwich. Ness breathes a sigh of relief as they come out of the alley, looks down at Betty.

NESS (CONT'D)
You okay?

She nods. Ness is about to respond when he sees -- the Blue Sedan barreling straight at them -- Ness SPINS the wheel--

EXT. MICHIGAN AVENUE - CONTINUOUS

The Blue Sedan CLIPS the front bumper, sends the car into a violent spin across three lanes of traffic -- the Blue Sedan looses control, SKIDS OUT and nearly misses oncoming traffic--

INT. NESS'S CAR - CONTINUOUS

Ness recovers from the spin -- sees that he is now BEHIND the Blue Sedan. Tables have turned. He puts the pedal down, swerves around traffic, GAINS.

As they get within 30 yards the BACK WINDOW of the Blue Sedan SHATTERS as FLASHES of Tommy Gun fire erupt -- Ness swerves to avoid the storm of bullets, returns fire with his .45 -- BAM! BAM! Blows holes in the back of the Sedan.

NESS
Take the wheel!

Betty double takes on Ness -- do what? But Ness has already OPENED HIS DOOR and stepped onto the running boards--

She climbs into the driver seat, takes the wheel as Ness let's go -- he uses the door as a shield -- street racing beneath him at 60 miles per hour -- BRRAPPT! Another burst of Tommy Gun fire--

Betty JERKS the wheel instinctively -- Ness LOSES his footing, barely grabs onto the door to keep himself from falling -- the street NIPS at the toes of his shoes as he pulls himself back up--

NESS (CONT'D)
Keep it steady!

BETTY
You think I'm not trying?

BRRAPT! Betty grits her teeth as bullets shred the front grill of the car--

Ness aims at the back tire of the Sedan and -- BAM! BAM! BAM! The BACK TIRE of the Sedan BLOWS OUT -- the Sedan SWERVES, can't hold -- FLIPS--

The Sedan bounces sickeningly like a tin can, denting and coming apart with every impact--

Betty skids to a halt in the wake of the wreck -- Ness jumps right off the car and hits the ground full sprint -- reaches the Sedan seconds after it comes to a hissing stop.

Ness peers inside -- CARNAGE. No seatbelts, no airbags, no crash-testing. An old-fashioned WRECK. Two mangled BODIES amidst a twisted mess of metal, glass and leather.

Ness GRABS the closest body and DRAGS it unceremoniously out of the wreckage, lets it flop like a rag doll -- then rifles through the pockets...

As he does get a look at the body: wearing a black suit, black tie. The Man's face is covered with POCKMARK SCARS.

Ness comes up with a PIECE OF PAPER. He looks at it a moment, then...

INT. NESS'S OFFICE - LATER

Ness SLAMS the piece of paper on the desk for the entire Team to see. It looks like a LIST.

NESS
That's a complete list of my whereabouts, and who I've been with. For the past week.

Stunned silence from the Team as that sinks in. Surveillance means organization. Organization means PROFESSIONALISM. Marty gives Robsky a nudge.

MARTY
Show him.

Robsky sets a yellow legal pad on the desk.

ROBSKY
Overheard this tonight. Ralph Capone talking to a lieutenant.
(MORE)

ROBSKY (CONT'D)

(reads)

"Snorky's gonna' ice that dandy.
Put a bounty on him..."

INT. CAPONE'S SUITE - SOME TIME AGO

Lights are dim. Nitti sits in the corner as Capone paces in front THREE HITMEN:

- 1) A short Hitman with POCKMARK scars all over his face, wearing a black suit, black tie. (recognize him as the man Ness pulled from the car wreck).
- 2) A short Hitman built like a TANK. Bushy eyebrows and a flamboyant suit.
- 3) A creepy looking tall and thin Hitman, his flesh is so tight and pale that he looks like a GHOUL.

CAPONE

Two hundred grand for Ness. Dead or broken. One hundred for his associates.

(pause)

Family and friends are five hundred grand.

INT. NESS'S OFFICE - CONTINUOUS

Ness and Marty are alone now. A cold silence sinks in.

NESS

(moment, then tries...)

I figured you'd at least have a joke about a hundred grand not being enough for you.

Marty just nods, *yeah, another time maybe...*

MARTY

I'm just wondering how they got so much information on you. Only a few people know your whereabouts like that. You, me...

(pause)

Frank.

(pause)

Where was Frank tonight?

NESS

I was on a date with Betty. I gave him the night off.

Ness looks him right in the eye, sharply.

NESS (CONT'D)
He had nothing to do with this.

MARTY
I hope you're right.

INT. HOTEL ROOM - NIGHT

Ness sits on a bed, talking on the phone to...

NESS
I'm sorry, Betty. It's just for a
little while.

INTERCUT with Betty, in her parent's kitchen. She looks out the window at two POLICE CARS parked outside.

BETTY
I feel like a prisoner.

NESS
At least you're at home. Marty's got us changing hotel rooms every other night just to be safe.

BETTY
When can I see you again?

NESS
I don't know.
(pause)
I'll call you tomorrow night.

Ness hangs up.

STELLA (O.S.)
She sounds upset.

Ness looks back at Stella, wrapped seductively in bedsheets.

NESS
You'd be too if you had police cars staked out in front of your house.

STELLA
(coyly)
Well... am I getting any protection, Mr. Ness?

NESS
I think you're in good hands.

She starts to giggle as he kisses her and -- KNOCK! KNOCK!

MARTY (THROUGH DOOR)
Got a minute, Chief?

Ness jumps out of bed and opens the door halfway -- not enough for Marty to see the bed. Marty is dressed in his flashy undercover suit, hair dyed and slicked.

NESS
Hot date?

MARTY
I've still got some juice at the Montmartre. I was thinking I poke around a little bit -- maybe find out who's in town.

The a door across the hall opens and Frank sticks his head out protectively--

FRANK
You alright, Mr Ness?
(then, recognizes...)
Oh, sorry, Marty -- didn't realize it was you.

Marty doesn't acknowledge Frank, just nods to Ness and walks down the hall.

NESS
Watch your back.

Marty gives him a thumbs up and Ness closes the door. As he turns back he gets a glimpse of BARE SHOULDERS in the bed.

STELLA
Done with business for the night?

Ness climbs into bed with her and they start kissing. But then Ness stops, looks at her.

NESS
Do you have any money?

STELLA
How romantic...

NESS
No -- I mean... I want you to put some money away. Enough for a train ticket back to Indiana. In case things get worse around here.

She looks at him playfully, leans in to kiss him.

STELLA
Nothin's gonna' happen to me--

NESS
I'm serious.

She stops... looks almost confused... never experienced this kind of concern, care before. She's touched. A moment, then... she jumps out of bed and digs through her clothes on the floor... comes up with a KEY.

STELLA
Here.
(hands it to him)
I dunno' I just thought, maybe...
you could come to my place. I
could cook you dinner or somethin'.
Like a real girl would.

She looks embarrassed just saying it. Ness takes the key, then cradles her face in his hands and kisses her tenderly.

INT. MONTMARTRE CAFE - LATE NIGHT

Only a few Mobsters still linger in booths with empty glasses. Marty and Ralph sit at the bar with alone.

MARTY
Somethin' I need to talk to you
about, Ralph.

RALPH CAPONE
Shoot.

MARTY
See... gamblin' ain't my only
business. And the way I hear it,
there are some long odds in town
that are more suited to my other
talents. If you catch me.

RALPH CAPONE
Yeah... I catch you.

A moment, then Ralph gets up, motions for Marty to follow.

INT. HOTEL LOBBY - MORNING

The Team, minus Marty, mills around the center of the lobby. Morning sunshine pours through the floor to ceiling windows as Ness joins them.

FRANK
I'll get the car.

Frank scurries out the front door.

NESS
We all set?

LEESON
Just waiting on Marty.

NESS
He's on special assignment.

GARDNER
Hungover or gambling?

NESS
Probably both.

They laugh as they begin to file out the front door...

EXT. STREET - CONTINUOUS

Beautiful morning. Light traffic on the streets, a few cars parked along the curb in front of the hotel. Leeson and Robsky are first out, then Ness...

ROBSKY
Where's Frank?

And then the whole street turns into HELL.

The street is FILLED with the MASSIVE CHOMP-CHOMP-CHOMP of HEAVY MACHINE GUN FIRE -- All the floor to ceiling windows on the front of the hotel BLOW OUT in an explosion of glass.

The entire Team DIVES for cover as ENORMOUS DIVOTS the size of softballs are taken out of the sidewalk and brickfronts.

Ness rolls behind a parked car -- BLAM! All four tires are blown out and glass rains down on him. The car ROCKS from the impact of HEAVY bullets against it. Leeson and Robsky take cover behind another shredded car. Gardner doesn't even make it out of the doors, DIVES back inside.

LEESON
That sounds like a 50-cal!

Ness peaks around the car and sees...

On the SECOND FLOOR of a CORNER BUILDING a window is open... and the BARREL of a Machine Gun sticks out, belching fire--

INT. SECOND FLOOR ROOM - SAME

All the shades drawn, furniture pushed against the walls. SANDBAGS are piled around the only open window as three MEN, lead by the TANK of a HITMAN in his flamboyant suit, work a 50 Caliber BROWNING HEAVY MACHINE GUN -- they've turned the room into a machine gun nest.

And they have a perfect firing position on the front of the hotel below them.

EXT. STREET - CONTINUOUS

NESS
Corner building, second story!

Ness pulls back as bullets rake the car again. The street is being turned into swiss-cheese -- all the while the constant CHOMP-CHOMP-CHOMP of the Browning drolls on.

NESS (CONT'D)
He'll have to reload soon -- when
he does, hit 'em with everything.
I'll make a run for the building.

CHOMP-CHOMP -- it stops. Ness doesn't even need to say it -- Everybody pops up and OPENS FIRE with their pistols -- Ness makes a break for it but--

CHOMP-CHOMP-CHOMP -- Ness SEES more fire coming from ANOTHER WINDOW across the street -- he DIVES back behind the car--

NESS (CONT'D)
Son of a bitch there's two of 'em!

ROBSKY
We'll never get out of here without
something heavier.

LEESON
Tommy's are in my trunk!

Leeson points past Ness -- about 25 yards down the street is Leeson's car, untouched by the gunfire. But it's a long way, too far to run. But...

Ness presses against the car as more bullets punch through it, then YANKS open the passenger door. He crawls onto the floor and WHAM! Bashes his pistol against the steering column -- WHAM! Knocks the facing off, exposing WIRES.

Bullets slice through the car just over his head as he fingers the wires, twists two together and then--

VROOM! The ENGINE REV'S -- Ness quickly SLAMS his hand on the accelerator and--

INT. SECOND FLOOR ROOM - CONTINUOUS

The Three Men watch in disbelief as the swiss-cheese car ROCKETS along the curb... with no driver in sight--

EXT. STREET - CONTINUOUS

Ness's legs hang out the passenger door -- he steers blindly with one hand on the wheel and then -- WHAM! He REAR-ENDS Leeson's car--

Ness rolls out, gets the trunk of Leeson's car open -- JACKPOT. TOMMY GUNS.

Ness grabs TWO and then COMES UP DUAL-WIELDING -- SPRAYING bullets across the windows -- he takes off running -- races back to Leeson and Robsky -- tosses them the Tommy Guns--

Leeson and Robsky catch them and come up shooting -- but Ness DOESN'T STOP -- runs across the street to the corner building-

INT. APARTMENT BUILDING - ENTRWAY - CONTINUOUS

KICKS the door in. Eerily quiet, the gunfire sounds like firecrackers outside. Ness runs up a rickety wooden staircase... finds THREE DOORS, all closed -- HEAR the machine gun fire, but can't tell where it's coming from--

SUDDENLY the first door OPENS -- Ness aims his gun at--

A quaking CHILD. Ness exhales. The child nods to the next door. Ness nods back, stalks toward the next door--

BLAM! BLAM! BLAM! Ness DUCKS as three huge HOLES are blown in the door -- hear yelling inside, SHOTGUN cocking, clips changing... Ness, lying on the floor, aims his pistol at the wall... tracks with the sound and then...

BAM! BAM! BAM! Fires three quick shots through the wall -- BLAM! Shotgun blasts erupt through the plaster but Ness is already moving and--

KICKS the door in and DIVES into the room -- fires mid-air -- BAM! Takes down the first Mobster, who FIRES WILDLY into the room, taking out the second--

Ness catches a brief glimpse of the TANK HITMAN as he--

OPENS FIRE with a Tommy Gun -- Ness dives, rolls, comes up -- BAM! BAM! BAM! Three shots to his chest, drops him. Ness jumps on the Browning and aims at the OTHER WINDOW with the machine gun barrel protruding -- OPENS FIRE--

INT. OTHER SECOND FLOOR ROOM - CONTINUOUS

The Machine gun nest and its Operators are ripped apart by the .50-cal rounds. Game over.

EXT. STREET - MOMENTS LATER

Ness exits the apartment building. The Team still has their weapons at the ready, scanning the street as -- a CAR RACES around the corner, flies right at them -- everybody aims their weapons at it and--

NESS

Wait!

The car slams on it's brakes -- it's Frank. They all run for the car and open the doors.

NESS (CONT'D)

Get us out of here, Frank.

INT. ORNATE HOUSE - HALLWAY - DAY

Alexander Jaime is uncharacteristically silent as he leads Ness quickly and solemnly toward the dark oak door.

NESS

No words of wisdom this time?

ALEXANDER JAMIE

None that you'd listen to.

INT. ORNATE HOUSE - STUDY - MOMENTS LATER

The Secret Six are red faced and fuming.

NUMBER ONE

We hired you to stop this violence.

NESS

We've cut off almost half of Capone's income. Did you think he would go quietly?

NUMBER TWO

We expected you to keep it off the streets--

NESS

It was already on the streets -- at least now we're fighting back--

NUMBER SIX

Enough!

(pause)

This chaos is unacceptable.

Ness starts to argue but--

NUMBER SIX (CONT'D)

Unacceptable. If you can't finish this business quickly and quietly then we'll find somebody who can.

(pause)

Do we understand each other?

INT. HALLWAY - CONTINUOUS

Jaime closes the door as he and Ness exit. Ness is steaming, so preoccupied that he doesn't see the MAN waiting just outside the door -- bumps into him--

Ness is forced to stop and look at...

FRANK WILSON. Tall and spindly with glasses and tightly pursed lips. Looks like classic east coast elite with the class rings and yearbooks to prove it.

ALEXANDER JAMIE

Frank, have you met Eliot Ness?

As Wilson shakes Ness's hand there is a hint of amusement... like it's a big joke and Ness is the punchline.

WILSON

A pleasure. I've heard so much about you... in the newsreels.

ALEXANDER JAMIE

They're waiting for you.

Wilson nods his head, then enters the room. Ness watches him go, then turns to Jaime.

NESS

Who's that cold breeze?

ALEXANDER JAMIE

Another business interest.

(pause, then....)

Get your head on straight, Eliot.

INT. OLD TRANSPORTATION BUILDING GARAGE - DAY

Ness and the Team, minus Marty, enter. Ness is in a foul mood as... there is a GROAN from across the room. They all look over, see MARTY curled up on the floor.

NESS

Marty, I'm in no mood for your hangovers today--

But then Ness gets a good look at him -- he's been BEATEN to a BLOODY PULP.

Everybody rushes to his side -- his face is an ugly purple-red MASH of bruises and abrasions and the once shiny suit is mottled with blood and dirt. Gardner takes a look at Marty's right hand...

GARDNER

Jesus, all his fingers are broken--

INT. EMPTY WAREHOUSE - LAST NIGHT

CRACK! Marty stifles a scream as a pair of HANDS snap his ring finger. Face already bloodied, he's tied to a chair under a solitary light. Johnnie Lamb, nose horribly crooked, lets go of the finger and smirks. Marty spits out a LAUGH.

MARTY

'So'kay. I play a lousy piano anyway--

CRACK! Middle finger. This time Marty screams -- but turns it into another laugh.

MARTY (CONT'D)
Looks like my banjo days are over,
though--

CRACK! Marty grits his teeth, forces himself not to scream.
He looks up at Johnnie Lamb...

MARTY (CONT'D)
Hey tough guy... what happened to
your nose?

Johnnie Lamb rears back for a vicious punch but--

CAPONE (O.S.)
Stop.

Capone appears from the shadows, smoking a cigar.

CAPONE (CONT'D)
I admire toughness. But this?
This ain't toughness. It's
stupidity.
(leans in very close)
You should know, we ain't gonna'
kill you. We're just gonna' make
you a nice little message for your
buddy Ness.

MARTY
Well... if you want... I can help
you spell... all the big words...
Snorky...

Capone's eyes FLARE and -- CRUNCH -- he hits Marty like a
freight train. Then he steps back, nods to Johnnie Lamb, who
grins maniacally as he steps back over Marty... slips a
KNUCKLEDUSTER onto his right hand...

MARTY (CONT'D)
What happened... to your nose?

Johnnie Lamb rears back and--

INT. HOSPITAL ROOM - DAY

Ness and the Team stand over Marty's hospital bed. Face
bandaged, his right hand in a massive CAST. Through it all
he still manages that goofy grin.

MARTY
Seriously, fellas... couple of
weeks and I'll be placing my own
bets again.

Marty starts coughing raggedly.

MARTY (CONT'D)
Frank, would you mind grabbin' me
some water?

FRANK
Sure, Marty.

As soon as Frank leaves Marty's coughing STOPS. He looks at Ness gravely.

MARTY
Only three people knew I was going
in there last night. You, me...
and Frank. He saw me dressed up.

NESS
Your cover could have been blown
way before that -- they could have
just been waiting for you.

MARTY
And the hit? They get all of you
guys on the street... and Frank's
not there. That a coincidence?

GARDNER
He's right, boss. It adds up.

Ness looks around at Gardner, Leeson, Robsky... all nodding
their heads solemnly, convinced. And then Frank comes back
in holding a paper cup of water. He helps Marty take a sip.

Marty keeps his eyes on Ness the whole time.

INT. CAR - NIGHT

Ness sits shotgun as Frank pulls up to the Transportation
Building. Ness opens his door, starts to get out... but
Frank doesn't move.

NESS
You coming, Frank?

FRANK
Actually, Mr. Ness... I got a favor
to ask.

(pause)
Tomorrow is my son's birthday. He
really wants this rocking horse --
and the store closes soon so...

Ness hesitates... then...

NESS
Okay, Frank. Go ahead.

Frank smiles appreciatively, then drives away. Ness watches the car go... then scans the street suspiciously...

INT. CAR - NIGHT/SAME

Leeson drives and Robsky rides shotgun. Afterwork casual.

ROBSKY
...all I'm saying is she doesn't charge me rent, cooks me three meals a day, and does my laundry.

LEESON
You're mother sounds like quite a woman... is she aware you aren't seven anymore?

ROBSKY
So who does your laundry, huh?

But Robsky isn't listening anymore -- his eyes are on the rearview mirror... a pair of HEADLIGHTS are following them. They both go instant serious.

ROBSKY (CONT'D)
We've got company.

EXT. STREET - NIGHT/SAME

Gardner is the only person in sight as he walks down the sidewalk. CLOP-CLOP-CLOP his leather shoes slap the pavement extra loud when there's no other sound. Then...

TWO MORE SETS of shoes echo behind him. Gardner sneaks a look over his shoulder... sees two HUGE GUYS following him. He picks up his pace but the guys stay with him.

INT. CAR - CONTINUOUS

Leeson stops at a red light -- the car behind them pulls alongside them. Robsky pulls out his pistol and...

The car, driven by an ELDERLY MAN, makes a right turn. Both Leeson and Robsky exhale...

EXT. STREET - CONTINUOUS

Gardner rounds a corner and quickly ducks into the shadows, pulls out his pistol... the footsteps get louder and louder and then the Two Guys pass right by Gardner, don't even look for him. Gardner exhales...

INT. CAR - CONTINUOUS

The light turns green and Leeson pulls forward, relieved.

ROBSKY
So like I was saying--

WHAM! Suddenly a TRUCK comes out of nowhere and T-BONES the car -- hits it so hard that the car ROLLS over onto its side-

EXT. STREET - CONTINUOUS

Gardner tucks his pistol away, takes a step out of the shadows when -- HANDS reach out of the shadows behind him and pull him into the darkness--

INT. CAR - CONTINUOUS

Leeson and Robsky are bloodied but conscious -- from cracked windows they can see SHOES surrounding the car -- HEAR the cocking of Tommy Guns and -- BRRAPPT! Bullets rake the car--

Robsky manages to get his pistol out, fires wildly--

EXT. STREET - CONTINUOUS

Two THUGS PUMMEL Gardner with billy clubs -- Gardner wards off blows with his arms, LASHES out furiously with his fists and fights to get his pistol free--

INT. NESS'S OFFICE - SAME

Ness sits at his desk going over paperwork... his .45 locked and loaded on the desk. Ness wipes tired eyes and then...

FOOTSTEPS. Slow, careful footsteps from outside the door. Ness quickly shuts off the lights and presses himself against the wall, gun at the ready.

Slowly the knob turns... the door creaks open. A few more steps... the intruder is inside now... a SILHOUETTE in a TRENCHCOAT--

Ness LUNGES -- GRABS the Intruder's arm, SLAMS him on the desk and puts the gun against his head--

WOMAN'S VOICE

Eliot?

Ness double-takes, jumps back and turns on the lights--

It's BETTY.

NESS

Betty I'm -- I thought you were --
are you alright?

She turns around, sees the gun still in his hand...
Something about it intrigues her. She nods... almost coyly.

NESS (CONT'D)

What are you doing here?

BETTY

I wanted to see you.
(pause)
I've missed you.

NESS

Betty, this isn't the time to--

Betty GRABS Ness and kisses him fiercely. Ness struggles at first -- stunned by it -- then Betty leans back seductively on the desk... opens up her trenchcoat to reveal a sexy silk negligee...

BETTY

Did you miss me, Eliot?

There's a hungry look in her eye as she grabs him, starts pulling at his belt and shirt buttons. Her breaths are excited and desperate as she kisses him--

BETTY (CONT'D)

Tell me you missed me.

NESS

I missed you.

Ness gets into it now -- feverish, clumsy kisses. Betty rips at his clothes ravenously, then lays back on the desk.

BETTY

Is this what you want, Eliot? Is
this how you want me?

But Ness hesitates -- she grabs at him but he resists.

NESS

No, Betty... this isn't right.
This isn't you...

He stops, pulls away... and looks at her: Make-up smeared, half-clothed, perched on top of his desk... she doesn't look like Betty. She looks cheap. She looks tawdry.

Ness pulls her coat shut. Her heart looks about to break through her eyes. He reaches out to touch her cheek and--

SLAP! She hits him across the face HARD. Ness stands there as she storms out. Ness just keeps standing there before finally sinking into his chair.

A moment later the phone RINGS. Ness picks it up and...

CAPONE (OVER PHONE)

What's the matter, couldn't rise to the occasion? You should send that little number my way... let her know what a real man's like.

Ness sits bolt upright... sees that his BLINDS are OPEN.

NESS

If you're such a real man then why don't you knock on my door... Or are you too scared to get your hands dirty. Always sending your thugs to do the real work.

CAPONE (OVER PHONE)

Maybe I'll send 'em over to your other gal's place.

Ness looks scared for the first time.

CAPONE (OVER PHONE) (CONT'D)

What, you think you're the first guy to step out on your girl? At least you've got good taste. And Stella sure knows how to show a guy a good time. In fact... she'll be showing my guys a good time any minute now--

Ness drops the phone and digs through his coat pockets -- comes up with Stella's Key and dashes for the door--

INT. STELLA'S APARTMENT - LATER

Ness flings the door open and rushes into the dark apartment, key still in his hands, eyes wide with fear--

NESS

Stella?

Suddenly a GARROTE WIRE is slipped around his neck -- the DOOR SLAMS shut revealing the tall, thin GHOULISH HITMAN pulling the garrote tight--

Ness THRASHES -- kicks over an end table filled with chintzy knickknacks -- then he pushes off the ground HARD -- Hitman loses his balance and Ness FLIPS him right over his back using the garrote as a fulcrum--

The Hitman CRASHES into a chair, garrote still in his hand. Ness coughs, fights for breath, manages to get into a fighting stance. The Hitman stands up and gets into his own.

Ness looks him in his dead eyes, looks at the stance... this man knows how to fight. Ness ATTACKS first--

Furious kicks and punches -- the Hitman parries, blocks, dodges as fast as Ness can throw them -- startling skill and agility on both sides. Hitman DUCKS a punch and SWEEPS Ness's legs out from under him--

Ness CRASHES to the ground, ROLLS away as the Hitman STOMPS down, misses him by inches--

Ness flips back up and LOCKS into a grapple with him -- they struggle, push for balance, Ness TWISTS and gets the advantage -- THROWS the Hitman toward a window but--

The Hitman HOLDS ONTO HIM -- SMASH! They both CRASH through the window and--

EXT. FIRE ESCAPE - CONTINUOUS

SLAM! They hit hard on the landing of the fire escape -- the landing is only a few square feet -- CLOSE QUARTERS, no room for error -- and a 30 FOOT DROP to the alley below--

The punches and dodges come quicker now -- Ness takes a brutal SHOT to the stomach, ELBOW to the back -- COUNTERS with rabbit punches, JAB to the throat--

CRACK! Ness takes a huge punch to the jaw, he stumbles -- the Hitman flashes the garrote -- STRIKES hard to get it around Ness's neck but Ness is off balance and--

He FALLS off the edge of the fire escape -- but manages to GRAB both of the Hitman's hands -- the Hitman LANDS on his back on the fire escape and the garrote comes right down on the Hitman's own throat--

Ness hangs 30 feet above the alley, his entire body weight pulling the garrote down on the Hitman's throat -- the Hitman thrashes frantically but he's lying prone, no leverage -- after a moment he goes limp.

INT. GARAGE - LATER

Ness, bruised and limping, enters and sees...

Leeson, Robsky and Gardner all there. Gardner has some nasty bruises and abrasions on his face, bandages on his left hand. Leeson and Robsky both have various nicks and cuts on their faces. Leeson tends to a GASH on Robsky's forearm.

Frank is not there.

GARDNER

They hit us all at the same time.
I was heading back to the hotel,
got jumped by two guys.

LEESON

I was dropping off Robksy -- truck
came out of nowhere.

NESS

What about Marty--

GARDNER

We've got two uniforms on his door.
Guys we can trust.

NESS

And Frank?

They all exchange a look, then... Ness's eyes flare.

NESS (CONT'D)

Tell the police to pick him up. If
they don't find him by morning,
we're going after him.

INT. NESS'S OFFICE - MORNING

Ness is curled up asleep on his couch, pistol still in his hand when -- the phone RINGS. He answers groggily.

NESS

Yeah.

Listens a moment... and he's INSTANTLY awake.

NESS (CONT'D)

Where is the son of a bitch?

EXT. OUTSKIRTS OF TOWN - MORNING

Ness gets out of his car and approaches a swarm of POLICE and DETECTIVES. Up ahead a Car is parked on the side of the road. Ness wades through the scene -- FLASHBULBS go off from police photographers. He gets to the car and sees...

FRANK. Lying in a ditch off the road, hands tied behind his back. Bloodied and dead. Ness just looks resigned... but then he notices something inside the car...

A WOODEN ROCKING HORSE. And now his face pales.

EXT. FRANK BASILE'S "HOUSE" - LATER

Ness's shoulders are slumped, his face haggard, eyes down... and the rocking horse hangs from his left hand as Mary Basile opens the door... Her eyes are red-rimmed. Ness can't even look at her.

Then the 5 Year-Old Boy pushes through the door -- his face lights up as he sees the rocking horse. He grabs it joyfully, completely unaware of anything else. Mary keeps staring at Ness as the Boy plays at their feet.

INT. TRAIN PLATFORM - LATER

A LOCOMOTIVE belches STEAM as Passengers board. A sign above the platform reads, "Fremont, Indiana."

Ness stands off to the side, watching, waiting for...

NESS

Stella.

Stella, dressed in traveling clothes and carrying a purse, looks around anxiously -- sees Ness and looks SHOCKED (with a split second of relief). Forces a smile.

Ness walks toward her, eyes flat and menacing -- for a moment Stella looks instinctively scared, takes a step backward. Ness reaches out and GRABS her arm -- her purse comes free, drops to the ground and a THICK ROLL OF BILLS spills out.

Everything Ness suspected is now crystal clear now.

NESS (CONT'D)
How much did they pay you?

Stella sets her face, unrepentant.

STELLA
Enough so that I'll never have to
crawl into a man's bed for money
again.

Ness just looks wounded, confused...

NESS
Did I treat you that badly?

STELLA
No. But how'd you think this could
end? A picket fence?
(pause)
I asked you, remember? Are you
sure you want to get involved with
a girl like me?
(pities him)
What'd you think was gonna' happen?

WHISTLE BLOWS. She holds his eyes a second longer, then
boards the train.

INT. NESS'S OFFICE - LATER

Ness enters to find--

SIX MEN in suits ransacking the place -- cabinets and file
drawers are open and papers are everywhere.

NESS
What the hell's going on here?

FRANK WILSON looks up from a file cabinet, flashes Ness a
patronizing smile.

WILSON
Don't worry, Mr. Ness, we'll be out
of your hair soon. Just taking
what we need for our case.

To emphasize the point one of the Men pushes past Ness with
an armload of files.

NESS
Your case? Against who?

WILSON
Al Capone, of course.

Ness looks completely bewildered. Wilson just looks at him pitifully, like a lost child.

WILSON (CONT'D)
We arrested Capone this morning.
Failure to pay federal income tax.
Between our investigation and your records, we think we can put him away for ten years.

NESS
The man has killed hundreds of people, and you want to put him away for not paying his taxes?

Ness's voice rises so high that all the Men stop working and look at him. Wilson doesn't react, then...

WILSON
Well, I think we're done here for the moment. Come on, boys.

And Wilson and his Men exit, leaving Ness standing in what's left of his office.

EXT. LINCOLN PARK - DAY

Ness paces back and forth in front of Alexander Jaime, who sits on a park bench calmly.

NESS
You knew about this? And you never thought to tell me?

ALEXANDER JAMIE
It wasn't your concern.

NESS
Not my concern? How is it not--

Jáime suddenly stands up, gets in Ness's face.

ALEXANDER JAMIE
Don't be naive, Eliot. You think these men wouldn't cultivate every conceivable option? That they'd put all their eggs in one basket?
(before Ness can respond)
(MORE)

ALEXANDER JAMIE (CONT'D)
And don't pretend to be angry that
I lied to you -- which I didn't --
when what really has you going is
that you wanted to get Capone
yourself. You wanted the glory.

Jaime puts a calming hand on his shoulder.

ALEXANDER JAMIE (CONT'D)
Look -- if not for you, Wilson
never would have made his case.
You guys shut down almost seventy
percent of Capone's income. He
can't afford to pay judges anymore.
He's going away.

NESS
He killed Frank and now he's going
to jail for not paying his taxes.
Can you tell me that's justice?

ALEXANDER JAMIE
(pause)
In Chicago, it is.

INT. COURTROOM - DAY

Ness sits in the back row, sandwiched between Onlookers. The place is packed, full of excitement... but Ness sits there in a daze. Doesn't move, doesn't react...

PROSECUTOR (O.S.)
...and, your Honor, this is a
listing of the Defendant's real
estate holdings: Two penthouse
apartments and four houses in
Chicago, an estate in Miami,
Apartments in New York, Apartments
in San Diego...

Ness never moves a muscle. Defeated.

INT. NESS'S OFFICE - DAY

Ness looks like hell -- unshaven, wrinkled suit, odds are he's coming off a bender. The office is still a mess, files and papers scattered about. He makes a move to pick up some papers, then stops. *Screw it.*

ALEXANDER JAMIE (O.S.)
Eleven years.

Ness turns around to see Alexander Jaime enter, literally hat in hand. Looks apologetic.

ALEXANDER JAMIE (CONT'D)
Judge sentenced him this morning.
Thought you'd want to know.
(no response from Ness...)
They're sending him to Alcatraz.
Prison train, tomorrow night. I
talked to some people and...
(pause)
You and you're men can act as the
security detail. If you'd like.

NESS
What makes you think I'd want to?

ALEXANDER JAMIE
Because, despite everything, I
think you want to finish this.
(pause)
Because when you set aside
everything... he offends you. As a
human being he offends you. And
everything he's done makes you sick
to your stomach.

NESS
You must think an awful lot of me.

ALEXANDER JAMIE
(genuine)
I do.

Ness finally looks Jaime in the eye.

ALEXANDER JAMIE (CONT'D)
Convoy leaves from the jailhouse at
six. If you want in.

And Alexander Jaime leaves Ness all alone.

INT. CAPONE'S CELL - EVENING

Capone, dressed in a sharp suit and shackled ankle and wrist, still looks like a king as he sits on his cot. He fiddles with a pair of GOLD CUFF LINKS as the SCREECHING of bars echoes. He stands up, still fiddling with his cuffs.

CAPONE
Let's get this show on the...

He looks up and sees... NESS, flanked by Robsky and Gardner.

CAPONE (CONT'D)
...road.

Capone smiles, like he's seeing an old friend.

CAPONE (CONT'D)
So they've got you playing my
chauffeur now.

Ness flashes his own smug smile.

NESS
Just taking out the trash.

CAPONE
Don't forget to bring my luggage.

Ness peers around Capone... sure enough, the bastard has two expensive looking suitcases sitting behind him.

Ness opens up the cell and GRABS Capone roughly by the crook of the arm -- Capone looks like he might rip Ness's head off... but allows Ness to lead him down the corridor.

As they pass POLICE OFFICERS Capone smiles, tips his hat.

CAPONE (CONT'D)
Thanks for the hospitality, boys.

As they exit, realize one of the Police Officers is the INCOMPETENT POLICE SERGEANT, looking around conspiratorially.

INT. UNDERGROUND GARAGE - MOMENTS LATER

The convoy is made up of FOUR VEHICLES: Two Cars, then a PADDY WAGON, then a third car. Leeson is already behind the wheel of the Paddy Wagon. Robsky and Gardner climb into the lead and rear cars, already full of Policemen.

Ness loads Capone into the back of the Paddy Wagon and gets in after him.

INT. PADDY WAGON - CONTINUOUS

There are two benches on either side. Capone takes a seat on one, Ness on the other. As soon as the doors are closed the Wagon starts moving. Ness lays his shotgun across his lap.

Capone seems extremely at ease, as if this were a leisurely drive through the country. Ness never takes his eyes off Capone, almost studying him, analyzing his serenity.

After a moment Capone opens his jacket to reveal TWO CIGARS tucked in the inside pocket.

CAPONE
Care for one?

NESS
No, thanks.

Capone shrugs, *suit yourself*, pulls one out and lights it up. He puffs out thick, velvety clouds of smoke between smiles.

CAPONE
Y'know... I was only ever giving people what they wanted. If booze were legal, I'd just be another businessman.

NESS
If it were legal you wouldn't want anything to do with it.

Capone laughs, nods his head in concession, *yeah, maybe*.

CAPONE
Level with me... you always struck me as a scotch man. Am I right?

NESS
(nods)
But not your scotch.

CAPONE
God no -- mine's terrible.

Ness can't help but crack a smile -- he and Capone share the briefest of moments. Hard not to.

CAPONE (CONT'D)
We're not so different, you and me.

Moment GONE. Ness stares at him icily.

CAPONE (CONT'D)
You expect me to believe that you do all of this because you believe in prohibition, scotch drinker?
(leans toward Ness)
It's exciting. It makes you feel alive. Makes you better than the stiffs who work that desk job.
(leans back)
(MORE)

CAPONE (CONT'D)
Don't pretend you're better than
me. You just picked a different
side.

He takes another puff of the cigar.

CAPONE (CONT'D)
But anytime you want to switch
sides, just let me know.

NESS
Don't hold your breath.

CAPONE
(shrugs)
At least I gave you the option.

Something about the way he says it makes Ness pause -- Capone
WINKS at him and then--

EXT. STREET - CONTINUOUS

Suddenly CARS ROAR around corners and converge on the convoy
from all sides, blocking the route and separating the
vehicles -- Leeson is forced to slam on the brakes--

INT. PADDY WAGON

Ness looks out the windows--

Capone quickly undoes one of the cuff links -- SEE that it is
actually a small KEY -- he slides it into the lock on his
shackles and -- CLICK--

Ness looks back just as Capone LUNGES for him, HANDS FREE--

EXT. STREET - CONTINUOUS

MOBSTERS flood out of the cars and OPEN FIRE with Tommy Guns --
RAKE the convoy with bullets -- Police officers are
shredded where they sit--

ROBSKY and GARDNER bail out of their cars -- Gardner gets his
BAR up and returns fire--

LEESON looks up just in time to see a CAR headed right for
him and -- WHAM! The car RAMS the cab of the Paddy Wagon,
SPINS it around like a top--

INT. PADDY WAGON - CON

The force knocks both Ness and Capone to the ground--

STRUGGLE -- Ness and Capone GRAPPLE for control of the gun -- Capone's sheer size and brute strength are overpowering--

BANGING on the outside of the doors -- Ness fights with everything he has when -- the doors BREAK OPEN to reveal a MOBSTER aiming a gun right at Ness -- Ness YANKS the shotgun with everything he has and--

BAM -- BLOWS AWAY the MOBSTER--

The recoil rips the shotgun from Capone's hands, SLAMS Ness against the back wall -- Capone doesn't hesitate, just JUMPS out the back of the wagon -- Ness scrambles after him and--

EXT. STREET - CONTINUOUS

Ness doesn't get more than his head out of the wagon before -- THREE MOBSTERS open fire on the Paddy Wagon, covering Capone as shuffles as fast as he can -- Ness is driven back inside--

Capone leaps into a waiting car and it SPEEDS off -- all around the other Mobsters jump back into cars and follow--

Ness finally jumps out of the Paddy Wagon -- sees Gardner and Robsky, unhurt -- no need to discuss--

Ness PULLS a dead policeman from the driver's seat of the nearest car -- Gardner opens up the back, TOSSES Capone's luggage onto the street and -- the suitcases SPILL OPEN to reveal... A BOMB--

GARDNER

Get down!

BOOM! Everybody is mid-dive as the bomb EXPLODES -- fire and shrapnel ROLL the car into the Paddy Wagon -- Ness hits the deck, covers his head as it FLIPS right over top of him, missing him by inches.

Ness slowly looks up and sees the devastation...

SIRENS -- Ness gets back on his feet as a swarm of POLICE CARS zoom onto the scene. POLICEMEN get out, gawk at the carnage. Ness approaches a SERGEANT urgently.

NESS

They went north -- we can still catch them if--

CRACK! The Sergeant JAMS his nightstick into Ness's stomach, doubles him over -- instantly two more Police jump on him, force him to the ground, CUFF him.

With his face pressed against the pavement Ness can see the rest of the Team being abused and cuffed as well.

INT. HOLDING CELLS - LATER

Ness sits exactly where Capone sat just hours earlier. Robsky, Leeson and Gardner are in adjacent cells. Wounds haven't even been treated. The INCOMPETENT POLICEMAN SERGEANT stands nearby, sneering at Ness.

SCREECH of bars, FOOTSTEPS. Ness looks up to see Alexander Jaime standing on the other side off the bars -- he looks disgusted as he WHIRLS on the Incompetent Sergeant--

ALEXANDER JAMIE
Keys!

INCOMPETENT SERGEANT
You don't have the authority to--

Alexander Jaime grabs him by the lapels and SLAMS him against the bars of Ness's cell. *Don't I?*

INT. OLD TRANSPORTATION BUILDING GARAGE - LATER

Ness enters quickly, like he's trying to escape Jaime.

ALEXANDER JAMIE
We want you to go after him.

WHAM! Ness PUNCHES Jaime, knocks him to the floor. Jaime wipes blood from his mouth, but stays humbly on the floor.

NESS
Why the hell would I risk my neck
for you? Again?

VOICE (O.S.)
Because we're putting somebody on
that train, Mr. Ness. If not
Capone, I'm satisfied with you.

Ness spins around and sees... NUMBER SIX, walking regally with a limp and cane out of the shadows.

NUMBER SIX

After all, it was you who allowed him to escape.

NESS

Somebody gave them the route. Somebody smuggled a bomb into his cell. Somebody gave him the key to the damn handcuffs--

NUMBER SIX

And for all I know, it was you.

Ness takes a step toward him -- looks like he could actually take a swing at the old guy but -- Jaime steps between them.

ALEXANDER JAMIE

We can keep a lid on it for maybe 24 hours. But if Capone's not at Alcatraz by day after tomorrow...

(imploring)

Please, Eliot. If anybody can bring him back, it's you.

Eliot looks venomously at Number Six. Then...

INT. NESS'S OFFICE - LATER

A WAR ROOM at fever tempo -- Ness pours over street and city maps -- Robsky, Leeson, Gardner come and go furiously.

GARDNER

Witnesses saw them heading for the waterfront--

ROBSKY

Dock worker said three men paid cash for a 26 foot Chris-Craft--

LEESON

I've got more that saw the boat put into Lake Michigan not an hour after they grabbed him.

Ness flips to a nautical chart of Lake Michigan -- it's a HUGE LAKE, enormously long from south to north.

GARDNER

Won't go East -- not enough connections anymore--

NESS

Likewise for West -- he's gotta' be running for Canada.

LEESON

26-foot-Chris can't make Canada without refueling--

NESS

So he has to stop somewhere--

ROBSKY

Feds seized all his properties--

NESS

But he'll stay someplace safe, someplace he knows...

Ness furrows his brow, *what am I missing...* then...

NESS (CONT'D)

Court transcripts--

Robsky fishes through a pile of papers, comes up with a TOME -- Ness grabs it, rifles through it until he finds...

NESS (CONT'D)

"...Two penthouse apartments and four houses in the Chicago, an estate in Miami, Apartments in New York, Apartments in San Diego..."

(stops, smiles)

They don't know about it...

Ness looks up at the Team, waiting anxiously for...

NESS (CONT'D)

He keeps a lake house in Northern Michigan under his Mother's maiden name. Frankfort, Michigan--

He points at a coastal spot two-thirds up the Lake.

NESS (CONT'D)

That's where he's staying.

Everybody springs back into action -- Ness grabs the phone.

NESS (CONT'D)

I can get us a plane fueled and ready in 2 hours. Pack your gear.

(to Gardner)

That enough time for you to put together some surprises?

GARDNER
More than enough.

And then commotion stops as... MARTY enters. He has a slight limp, his face is still bruised, and his right hand and arm are encased in a HARD CAST. But he's still smiling.

MARTY
Weren't gonna' leave without me,
were you, fellas?

They all look at him in disbelief, then...

NESS
You should be in bed.

MARTY
Due respect, Chief, but kiss my
ass. Odds of me sitting this one
out are off the board.

See it on his face, he's not backing down. Ness just nods.

NESS
Then grab your gear.

EXT. AIRSTRIP - EVENING

The Team load crates and gear into the back of a small PLANE.

BETTY (O.S.)
Eliot.

Ness turns around to see Betty. The wind whips around her, tugs at her blouse -- she looks freezing. Ness quickly walks over to her and puts his suitcoat around her shoulders.

She seems almost dutiful as she looks into his eyes begins to speak but...

NESS
I'm sorry. I don't know what to...
I was a complete...
(long pause)
I love you.

She looks comforted, as if that was all she ever really wanted to hear from him. And Ness seems relieved, too.

NESS (CONT'D)
I have to do this -- but I'll be
back by tomorrow. One way or
another I'll be back and I--

She puts a finger on his lips and looks at him with deep understanding in her eyes. Acceptance.

For a moment it looks like Ness may lean in for a kiss, but then he just turns to go -- but then Betty GRABS his arm and pulls him back to her for a BIG KISS -- a genuine, passionate, youthful kiss that turns into a full embrace.

Finally Betty pulls away and WINKS at Ness.

BETTY

Go get him, Mr. Ness.

She turns and goes. Ness watches her walk away with a smitten smile. Marty joins him.

NESS

(doesn't even need to ask)

I wonder how she found me...

MARTY

I don't just have your back when we're kicking down doors, y'know.

EXT. CAPONE'S LAKE HOUSE - NIGHT

A simple yet dignified brick and shutters two story house with a well manicured lawn, hedges, and garage with several cars parked outside. Large windows, lights on.

To the east side of the house is a winding driveway that disappears into trees after 30 yards. On the west, a beach and the gently lapping waters of Lake Michigan. A BOAT HOUSE is perched on the water.

A dozen MOBSTERS patrol the yard with Tommy Guns. Johnnie Lamb struts among them like a peacock, acting the general.

INT. CAPONE'S LAKE HOUSE - STUDY - CONTINUOUS

CLOSE ON: a glass filled with scotch -- the good stuff, looks almost like honey as the glass is swirled by a MEATY HAND...

Capone sits in a leather chair, relaxed and comfortable. A fire crackles in a brick fireplace. Three BODYGUARDS stand around the edges of the room, alternate their attention between the door and the windows overlooking the lake.

As Capone takes a sip of the scotch he smiles. To judge him by this moment, he hasn't a care in the world...

AND THEN the lights cut out. The Bodyguards tense as the room is left with only the warm glow of the fire.

EXT. CAPONE'S LAKE HOUSE - CONTINUOUS

The Mobsters all scan the trees and beach as the house goes dark. SHICK SHACK! Tommy Guns cock all around the yard...

VROOM! They turn to see HEADLIGHTS and then a CAR rocketing straight up the driveway at break-neck speed--

BRRAPPT! At least FOUR MUZZLE BURSTS come from the car -- the Mobsters all run for cover, and take up positions as the car keeps racing towards the house--

JOHNNIE LAMB
Light 'em up!

The Mobsters OPEN FIRE on the car -- bullets rake the windows and doors -- glass shatters, bullet holes everywhere -- the muzzle bursts stop -- but still the car keeps coming, seems OUT OF CONTROL now and--

WHAM! It CRASHES into one of the cars parked in the driveway and TURNS OVER.

The Mobsters stop firing. Eerie quiet, only the sound of the car's BACK WHEELS still spinning at top speed. A Mobster cautiously approaches the car, looks inside...

EMPTY. Four Tommy Guns are BOLTED to the doors, their triggers TAPED DOWN. The accelerator is JAMMED to the floor with a pipe. And in the back seat is...

A mass of GRENADES wired together and--

BOOM! The car LAUNCHES into the air in a ball of fire -- several more Mobsters are THROWN by the blast -- the car CRASHES back down and flattens another car and then--

Machine gun fire ERUPTS from the tree line -- precise, accurate fire that takes the Mobsters completely by surprise -- three are cut down immediately, the rest run for cover as--

Marty, Robsky and Leeson charge from the trees -- Marty steadies his Tommy Gun on his cast, Leeson fires two at once, Robsky holds a BAR that looks almost comical in his hands.

INT. CAPONE'S LAKE HOUSE - STUDY - CONTINUOUS

Capone jumps out of his seat at the sound of gunfire -- the Bodyguards take up positions around the DOOR.

BODYGUARD

Don't worry Mr. Capone, nobody's
getting through that door--

SMASH! Suddenly NESS and GARDNER crash through the windows --
attached to ROPE TETHERS -- they just repelled off the roof--

The Bodyguards are so stunned that they barely dive for cover
as Ness and Gardner open up with shotguns -- BAM! Gardner
drills one Bodyguard right in the chest, knocks him down--

Capone grabs the downed Bodyguard's gun and FIRES BACK --
CATCHES Gardner in the THIGH -- Ness FLIPS OVER a library
table for cover as the room turns into a shoot-out.

EXT. CAPONE'S LAKE HOUSE - CONTINUOUS

Marty, Leeson and Robsky take cover behind the remnants of
the cars as the Mobsters fall back to the front porch. Marty
looks up, sees muzzle blasts from the upstairs and the
shattered windows, looks at his perfectly synched watch:

MARTY

Right on time.

INT. CAPONE'S LAKE HOUSE - STUDY - CONTINUOUS

Ness tightens Gardner's tie around his bleeding thigh.

NESS

You gonna' make it?

Gardner nods as -- THUNK! A GRENADE lands right by Ness's
foot -- he FLINGS it back over the table -- the grenade
bounces off Capone's chair and INTO THE FIRE--

BOOM! Shrapnel blows SMOLDERING LOGS across the room -- one
of the Bodyguard's suits CATCHES FIRE -- he panics, SCREAMS --
reaches frantically out to Capone for help and--

BAM! Capone shoots his own Bodyguard in the head -- his body
FLOPS to the ground beside the drapes... which CATCH FIRE --
and now it really spreads -- the room GLOWS as more and more
furnishings catch--

Ness and Gardner pop up to fire again -- the last Bodyguard
makes a valiant attempt to hold them off but he's still
driven back -- he opens the door and--

BODYGUARD

Go, Mr. Capone -- go!

Capone SPRINTS for the door -- gets through and then -- SLAMS it shut. The Bodyguard reaches for the knob but -- LOCKED. The Bodyguard looks betrayed before -- BAM! BAM! Ness drops him with two shotgun blasts--

Ness runs to the door, gives it a kick but -- SOLID OAK. Gardner starts coughing -- Ness fires the shotgun around the door frame -- the door comes loose--

NESS

'Bout damn time that worked!

He gabs Gardner and helps him limp out--

EXT. CAPONE'S LAKE HOUSE - CONTINUOUS

The fire spreads across the outside of the house -- Mobsters panic and run out into the yard where the Team quickly pins them down.

Then Marty SEES Johnnie Lamb slipping cowardly away around the back of the house.

INT. CAPONE'S LAKE HOUSE - DOWNSTAIRS

Ness helps Gardner toward the front door -- SUDDENLY a Mobster comes out of nowhere and aims a Tommy Gun at Ness -- Ness is supporting Gardner, can't reach his pistol but--

BAM! Gardner gets his gun up in time to mow him down. Unspoken thanks between them as Ness gets Gardner to the door, but then Ness SEES something back inside the house... a large door that is still swaying OPEN.

INT. CAPONE'S LAKE HOUSE - WINE CELLAR - CONTINUOUS

A large stone cellar with dozens and dozens of wooden wine racks lined up like library shelves, and completely filled with wine bottles.

Capone runs down a winding staircase and zigzags through the racks to the back wall -- TURNS a particularly dusty bottle in the rack and an entire section SWINGS OPEN. A hidden door. He starts to step through when--

NESS (O.S.)

Hold it right there.

Capone turns around to see Ness aiming a pistol at him.

NESS (CONT'D)

I always wondered what all the
money from bootlegging could buy.
(looks around at the wine)
Turns out it just buys more booze.

CAPONE

There's four cases of Chateau
Lafite 1827 on your left. Should
fetch enough for you to retire on
when all this prohibition idiocy is
over. How 'bout you take that, and
we can say I gave you the slip.

Slowly, carefully... Capone slips his hand inside the door...

NESS

For a few cases of 50 year-old
scotch I'd consider it.

CAPONE

Those are on your right.

Now Ness just looks insulted as he reaches for his handcuffs.

NESS

Hands on your head, get down on
your knees.

Capone nods, concedes defeat, starts to kneel and then--

PULLS a SHOTGUN from inside the hidden door and -- BLAM!
Ness dives aside as an entire wine rack DISINTEGRATES.

INT. CAPONE'S BOAT HOUSE - CONTINUOUS

A beautiful hardwood 26 foot CHRIS-CRAFT with an outboard
motor bobs in the water, tethered by a line. Johnnie Lamb
scurries inside like a rat. He sets his pistol down and
quickly undoes the tether, then jumps into the boat and PULLS
the starter -- the motor purrs to life.

Lamb gets behind the wheel, puts the throttle down and starts
to move but -- JERK! The Boat stops suddenly. He looks back
to see the boat is still tethered... and Marty is standing on
the dock with his Cheshire grin, aiming a pistol at him.

MARTY

How did Capone ever hire a
spineless weasel like you?

Lamb is almost shaking at he stares at Marty's gun. He glances at his own pistol, sitting on the dock. Marty notices and... KICKS the pistol into the water.

JOHNNIE LAMB
I'll come quietly.

MARTY
What on earth makes you think I'd want you to do that? We've got some unfinished business.

Lamb is almost pissing himself... but then... Marty TOSSES his own gun into the water too.

Now Lamb's courage starts to come back. He sizes up Marty: still bruised and with that cast on his hand and arm... an easy foe if ever there was one. Lamb sneers as he climbs out of the boat and onto the dock...

JOHNNIE LAMB
This time I'm really gonna' hurt you.

MARTY
And this time I'm really gonna' fix that nose.

They clash.

INT. CAPONE'S LAKE HOUSE - WINE CELLAR - CONTINUOUS

Ness and Capone shoot back and forth as wood splinters, bottles shatter, and wine explodes. They duck behind the remains of the racks, but there's less and less cover--

CLICK! Ness's pistol runs empty -- Capone grins manically -- BAM! Ness barely dives out of the way of a shotgun blast -- he rolls but Capone is fast and Ness comes right up into--

A shotgun pressed against his chest.

Capone savors the victory, Ness braces for death. Capone pulls the trigger and -- CLICK. Empty. Capone looks furiously at the shotgun, then FLINGS it away.

Ness and Capone separate, eye each other like prizefighters before the bell rings. Ness takes up a crisp jujitsu stance, Capone settles into a bare-knuckle brawler's bouncing crouch. Their two styles could not be more diametrically opposed.

Capone CHARGES at Ness -- throws heavy punches -- Ness dodges the first but -- WHAM!

Takes the second like a freight train to the jaw, stumbles back but recovers -- SPINS and WHIPS a kick that catches Capone across the face--

Bottles crunch beneath their feet. Ness and Capone both spit blood into the puddles of wine -- they collide again--

INT. CAPONE'S BOAT HOUSE - CONTINUOUS

Marty and Lamb are far less impressive -- Lamb fights like a street corner drunk, flinging punches and kicks -- trying for eyes and groins--

Marty is more tactical -- his injuries slow him down but he grits his teeth and fights through the pain--

CRUNCH! Marty crashes his hard cast down on Lamb's nose -- BLOOD spurts -- Lamb screams -- another broken nose.

MARTY

There, that looks better--

WHAM! Lamb lands a punch that sends Marty reeling -- Lamb grabs a CROWBAR from a pile of tools and SWINGS IT -- Marty manages to duck but Lamb stays after him--

WHACK! Another blow sends Marty to the ground -- he lands HARD right beside the cleat and boat tether. Lamb stands over him, triumphantly smug. But Marty smiles...

MARTY (CONT'D)

Y'know, there's something I've been meaning to say to you... You were ugly before I broke your nose.

And Marty YANKS the boat tether off the cleat and WRAPS it around Lamb's ankle--

NOW FREE, the boat ROCKETS away from the dock -- Lamb has a split second to make pitiful eye contact with Marty before he's -- YANKED off the dock and dragged out to sea.

INT. CAPONE'S LAKE HOUSE - WINE CELLAR - CONTINUOUS

The punches and kicks are furious -- the dodges almost lightning fast. Neither shows signs of tiring. Ness lands a punch that doesn't even faze Capone, but follows with a kick to the gut that knocks him down--

Capone GRABS a broken bottle from the floor and SWIPES -- CUTS Ness across the bicep. Ness dodges another swipe and lashes out with a jab that disarms Capone, but--

CRUNCH! Capone connects an enormous uppercut that takes Ness right off his feet and onto the floor -- Ness's face lands inches from a JAGGED BOTTLE--

Before Ness can move Capone is on him -- they grapple, but Capone is just too strong for Ness and begins FORCING his neck toward the jagged bottle--

Ness pushes with everything he has, but Capone is like an ox and he pushes him closer... and closer...

EXT. CAPONE'S LAKE HOUSE - CONTINUOUS

Robsky, Leeson and a limping Gardner finish putting cuffs on the Mobsters. SNAP! GROAN! The house MOANS as beams and floors crack and break -- the house begins to collapse.

INT. CAPONE'S LAKE HOUSE - WINE CELLAR - CONTINUOUS

Ness's neck inches closer to the razor sharp bottle -- his whole body shakes, can't hold out much longer. Capone grins, puts all his weight on him and--

Suddenly Ness GIVES IN -- his neck rushes toward the bottle but at the last second he JERKS to the side with everything he has -- the bottle SLICES his cheek and then--

IMBEDS itself in Capone's shoulder--

Capone screams, jumps off Ness, then grits his teeth and YANKS the glass out and tosses it aside. Capone's eyes look like pure murder and he starts to charge again but--

GROAN! They both look up and see a massive ceiling beam buckle and -- they both dive out of the way as the beam FALLS-

CRASH! The beam lands in the middle of the room... and TRAPS Ness beneath it. But sees Ness lying there defenseless, vulnerable... and he looks absolutely delighted...

CAPONE
You're all mine now...

Ness struggles to pull himself out from under the beam as Capone starts toward him--

GROAN! Another flaming beam comes loose and BLOCKS Capone's path. Capone ROARS with anger, looks like he may barrel his way through it anyway but--

GROAN! The ceiling is about to give way. Capone looks at Ness one more time, then retreats through the hidden doorway. Ness keeps struggling -- gets his first leg free--

CREAK! He strains, PULLS -- fights against the weight, against the broken glass beneath his leg and then -- he gets free -- doesn't hesitate -- just DIVES for the hidden doorway as the ceiling completely gives way and--

EXT. CAPONE'S LAKE HOUSE - CONTINUOUS

Marty joins the others as the house completely collapses. Marty looks around, doesn't see Ness and...

MARTY
He's not--

But the look and everybody's face says it. *He is.*

EXT. CLIFF SIDE - MOMENTS LATER

An overgrown stone DOORWAY empties onto a small cliff side overlooking Lake Michigan. Ness exits the doorway in a jog, looks around... doesn't see Capone as--

CRACK! Ness is driven to his knees as--

CAPONE comes from behind and hits him across the back with a heavy tree limb. Capone's eyes are scary, flat and dead. Bent on nothing but violence and death--

CRACK! He hits Ness again and drives him to the ground.

CAPONE
How many chances did I give you? I tried to pay you -- I tried to warn you. I shot at your girlfriend. Killed your driver.

He reels back to hit Ness again but Ness ROLLS to the side -- the branch SNAPS at it hits the stony ground. Capone just tosses it aside as Ness get back on his feet.

CAPONE (CONT'D)
Why won't you just quit?

Ness lunges for Capone -- they trade punches -- not blocking anymore, just pummeling each other. Ness looks like a man possessed. A man DRIVEN by something only he understands...

NESS
Because every time you tried to
bribe me, tried to kill me--

WHAM! WHAM! Ness lands two shots that actually STUN Capone--

NESS (CONT'D)
Every time you hurt my friends--

CRACK! Another shot sends Capone reeling--

NESS (CONT'D)
You weren't scaring me--

WHACK! Massive KICK to Capone's gut brings him to his knees--

NESS (CONT'D)
You were just convincing me that I
had to win, no matter what the cost-

Ness rears back and -- WHAM! Hardest punch yet, Capone
CRASHES to the ground like a lumbered tree. Capone, bruised,
bloodied and beaten, looks up at Ness.

CAPONE
What're you gonna' do now, kill me?

NESS
No.... I'm going to arrest you.

And Ness FINALLY HANDCUFFS Capone. The cuffs seem to CLICK
extra loud as they lock in place.

EXT. CAPONE'S LAKE HOUSE - LATER

Dawn is just breaking. The Team loads the Mobsters into a
Paddy Wagon. Faces are flat, no celebration. Marty looks
especially morose as he leans against a car, looks out at the
lake. No trace of his trademark smile.

LEESON
That's the last one.

Marty just nods, opens the car door and...

NESS (O.S.)
Got room for two more?

The Team spins around to see...

NESS, pulling a handcuffed Capone alongside him.

CELEBRATION breaks out -- Capone rolls his eyes as the Team claps Ness on the back, brotherly congratulations. Ness loads him into the paddy Wagon and shuts the door.

MARTY

You know what this makes you,
Chief?
(HUGE grin)
You're the man who got Al Capone.

Ness smiles as they get into the car and drive away.

THE END