

THE GODFATHER III

Screenplay

by

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and

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PART III
Third Draft
November 8, 1989

FADE IN:

1 INT. VATICAN BANK - DAY

The PARAMOUNT LOGO is presented austerely over a black background. We HEAR the SOUND of a trumpet playing a waltz. There is a moment's hesitation, and then the simple words in white lettering:

Maio Puzo's
THE GODFATHER

While this remains, we HEAR:

"Alas Constantine, how much
misfortune you caused..."

SUDDENLY, we are watching in CLOSE VIEW, a man in his sixties. Emotional and a little nervous.

ARCHBISHOP

"... Not by becoming Christian,
but by thy dowry which the first
rich Father accepted from you."

As he speaks, the VIEW imperceptibly begins to LOOSEN. We SEE hands resting on a table; a large jeweled ring.

ARCHBISHOP

How true Dante's words were.
Even the sins of the flesh are
simple, compared to the burden
of money.

Finally, we reveal the man is an ARCHBISHOP, ROCCO GRAZIADEI. Member of the Holy See, confidant of the Pope, and head of the IOR, the Istituto per le Opere di Religione. He is dressed in dark suit, Roman collar. On his head is a magenta skullcap.

ARCHBISHOP

But I was never a banker. Mea
Culpa, I trusted my "friends."

MICHAEL (O.S.)

Friendship and money, oil and
water.

ARCHBISHOP

These "friends" used the good
name of the Church to feed their
greed. Our bank is comparatively
small, but the operation is very
complex. If money is lost then I
am to blame. Ah, if only prayer
could pay off our 700 million
dollar deficit.

MICHAEL (O.S.)

769 million.

We reveal MICHAEL CORLEONE. He hands some papers out of frame. In his sixties, white hair; the face of a bulldog. He is the epitome of the American businessman. Richly dressed, exquisitely barbered.

ARCHBISHOP

(pause)

My gift was to make people give to the Holy Church. In Rome they decided I was good at managing things. So they put me in charge of the Vatican Bank.

MICHAEL

You come here quoting Dante, and beautifully, Archbishop. But we're not talking about charity. When it comes to charity the Corleone family will be there -- as you know from your long relationship with my father. But this is business, and I have interests just as you have interests.

ARCHBISHOP

Sometimes interests coincide, sometimes not.

MICHAEL

One asset, partly owned by the Vatican Bank is International Immobiliare. Your vote is decisive concerning who controls that company.

ARCHBISHOP

It is not a simple matter of one person deciding. Like any company, there are directors, there are rules, many technicalities.

The two men face one another in a colossal negotiation. Other men sit quietly around the room. Michael's chief financial advisor, B.J. HARRISON III, is a middle-aged, good-looking, waspy, investment banker. Over ten years, B.J. has made Michael a great deal of money. Arbitrageurs -- taking big positions and then greenmailing to give it back. Or keeping it. But he has never caused the loss of jobs, nor the taking on of impossible debt. He didn't have to -- he had billions of

dollars of Corleone money to play with.

Also there are AL NERI, KEINSZIG, a Swiss banker, a MONSIGNOR, and another ADVISOR.

MICHAEL

International Immobiliare has five billion dollars in real-estate holdings all over the world, control of which would give me the financial independence I need. I am prepared to deposit five hundred million dollars in the Vatican bank, at such time as I receive majority control of Immobiliare.

ARCHBISHOP

The church has little interest in real estate, we would gladly give it away. But some may have reservations about the Corleone family as a partner.

MICHAEL

We have sold the casinos, and all operations having to do with gambling. For thirty years, my family has sought an opportunity like this. The Corleone family can become a great name in international finance.

B.J.

(to Archbishop)

We are preparing a tender offer which would give us majority. We'll need more than your assurance you will support us.

Hands come in to light the Archbishop's cigarette. He sighs.

ARCHBISHOP

In today's world, it seems the power to absolve debt is greater than the power of forgiveness.

MICHAEL

(laughing)

Don't underestimate the power of forgiveness.

ARCHBISHOP

We will arrange an honor for everyone to see.

VIEW ON MICHAEL
Deep in concentration.

ARCHBISHOP (O.S.)
Your family and your children
will be redeemed. You will be
absolved of your sins.

MUSIC in. Bells, organ, choir.

DISSOLVE TO:

TITLE CARD IN:

PART III
NEW YORK, 1979

DISSOLVE TO:

2 INT. ST. PATRICK'S CATHEDRAL - DAY

EXTREME CLOSE SHOT
A gold religious medallion.

MOVING SHOT

Mass is being celebrated. Michael, in tuxedo, walks down the aisle, approaches the altar. The Archbishop Graziadei is seated on throne, in full regalia. He has staff in his hand. Assisting are a Monsignor, in magenta cassock, and a priest. The priest holds a bucket of holy water and a sword, the Monsignor holds a parchment certificate.

Michael kneels in front of the Archbishop. The Archbishop holds the beautiful gold medal on ribbon collar. He blesses it with the holy water, then ties it around Michael's neck. He reads the proclamation on the certificate.

ARCHBISHOP
(reading)
Paulus Sextus, Pontifex Maximus,
precibus nobis adhibet libenti
animo concedentes...

MOVING CLOSE VIEWS

We SEE many of the fine people, all manner of guests, friends, onlookers and family, the Cardinal of New York.

ARCHBISHOP (O.S.)
... E quibus te accepimus de
ecclesiae reique Catholicae bono
atque incremento bene meritum
esse...

CONNIE CORLEONE RIZZI

proudly stands by, looking like her mother. She is the hostess for the family, who have all come.

ARCHBISHOP (O.S.)

... Ut patens gratae nostrae
voluntatis testimonium promamus,
te Michele Corleone, e Diocesi
New York...

AL NERI in his fifties, always a few steps away from Michael. Standing near some bankers, businessman.

ARCHBISHOP (O.S.)

... Equitem commendatorem
ordinis sancti Benedictum Papae
elegimus...

VIEW on JOEY ZASA. 35 years old, a "Dapper Dan" who wears hand-tailored clothes, as he enters the cathedral, followed by ANTHONY "THE 'ANT" SQUIGLIARO. They make a big show of genuflecting in the aisle, crossing themselves, and then take a seat.

ARCHBISHOP

(finishing)

... Facimus ac renuntiamus,
tibi que facultatem tribuimus
privilegiis omnibus utendi, quae
cum hac dignitate sunt
coniuncta.

("Pope Paul the Sixth willing grants you, after requests were made of me, the following honor. You have well deserved the following reward from the Roman Catholic Church, and we thankfully express this clear testimony. We choose, make and declare you, Michael Corleone, from the diocese of New York, knight and keeper of the papal order of Saint Benedict, and we grant you the power and authority to enjoy all privileges which are connected with this honor.")

VIEW ON ARCHBISHOP

takes sword, and taps Michael with it on right shoulder, head, then left shoulder.

ARCHBISHOP

Te facio equitem in nomine
patris, filii, et spiritu
sancti.

("I knight you in the name of the father, son and holy spirit.")

VIEW ON MICHAEL

rises, and looks up.

HIS EYES
failing him.

MICHAEL'S POV:

KAY CORLEONE MICHELSON, in her early fifties, entering the cathedral, followed by her husband. Kay, not seeing Michael, stares at the world she had almost forgotten.

This is the first time they have caught a glimpse of each other in eight years. Relatives greet Kay and her husband without disturbing the ceremony. Then Kay looks up and sees Michael looking at her. People are talking to her, kissing her.

VIEW ON MARY CORLEONE AND HER BROTHER ANTHONY
joining Kay. Michael's children, in their twenties.

VIEW ON OTHER RELATIVES
making the sign of the cross. The ceremony completed, the Archbishop blesses all in the church.

ARCHBISHOP
(does triple blessing)
May the blessing of almighty
God, father, son and holy spirit
descend upon you, and remain
with you forever.

ALL
Amen.

VIEW ON KAY
crossing herself. She tentatively acknowledges Michael.

VIEW ON MICHAEL
Smiles and nods.

3 EXT. ST. PATRICK'S CATHEDRAL - DAY

The family is met by chauffeurs and escorted off to the luncheon and party. Some of the less well-heeled have their station wagons and cars brought by valets, hired by the family.

CLOSE ON MICHAEL

He goes to his car accompanied by a beautiful 24-year-old Italian girl; his daughter, MARY CORLEONE.

VIEW ON PRESS

A group of photographers and press notice. They rush en masse to them. We notice one of the photographers, a young woman. Her name is GRACE DAMIANI. The cameras she carries, three of them slung around her neck and a pouch of film in a Gucci bag, are very professional. She takes the opportunity to give Michael her card.

GRACE
Please, Mr. Corleone, can I
speak to you one moment?
(lying)
I'm Grace Madison.

Michael disregards her after a look.

GRACE
Johnny Fontane promised he'd
call you about me. He said
you'd see me.

Some of Michael's PR people politely intercept her. Neri is at Michael's side.

MICHAEL
Did Johnny call about her?

NERI
Yes.

MICHAEL
Why should I see a photographer?

NERI
Because he screws her?

MICHAEL
Tell him not to pursue it.

Neri, surprised, jots down a note. He had not expected Michael to get that sore. Michael joins his daughter in the limousine.

4 INT. MICHAEL'S APARTMENT - DAY

FULL SHOT

People dancing, music and excitement. The prosperity of the family is evident. Music and vitality abound. An extraordinary feast is lovingly displayed at the luncheon.

Nicely dressed Italian-Americans. A third generation of grandchildren, great-grandchildren. Irish and German and American wives and an abundance of babies. Some of the grandchildren are already in their teens, students, the sons and daughters of Corleones who are dentists, lawyers, professors, and small legitimate businessmen.

5 INT. MICHAEL'S APT./FOYER - DAY

Fifteen members of the press are well-managed by the Corleone P.R. people. They ask questions at the P.R. table, get ID cards. Grace is determined to scoop the others.

Someone is handing out press packages. DOMINIC "DOM" PACELLI, age 40, is Michael's aide. He addresses the press.

DOM

The Order of St. Benedict is the highest honor the Catholic Church can bestow upon a layman. The award was first granted by Pope Pius the ninth in 1847.

REPORTER

What about Mr. Corleone's connections with the Las Vegas underworld?

DOM

Come on, you guys. Why dig up those old crappy rumors. The Pope, the Holy Father himself has this very day blessed Michael Corleone. Are you guys better qualified to judge than the Pope?

6

VIEW OFF MAIN AREA

Michael prepares to introduce Mary. Photos are taken.

MICHAEL

The Chairman of the Vito Andolini Corleone Foundation, my daughter, Mary Corleone.

MARY

The Vito Corleone Foundation is a non-profit organization that helps the impoverished of every country, gives grants to artist of every kind, funds medical research, and established the Corleone Fellowships at Dartmouth.

(aside)

Where both my brother and I amazed everyone with our grades.

(everyone laughs)

Seriously... The Corleone Foundation is particularly dedicated to the resurrection of Sicily, and...

The Archbishop is charming, relaxed. He is accompanied by a monsignor. Mary presents a check to him and more photos are taken.

MARY

... Here, Archbishop Graziadei, one hundred million dollars for the poor of Sicily. Right out front giving help to the villages of Sicily for social services, to buy land, and improve schools. To teach social responsibility.

Applause. The Archbishop kisses Mary on both cheeks, pinches her cheek.

ARCHBISHOP

You are beautiful in your heart.

More photos. The Archbishop is posed with Michael.

7 VIEW ON THE BAND AND PARTY

as the family gets to mingle -- flirtations going on, as a young NEPHEW asks a NIECE of 17 to go off and have a drink together.

NIECE

...My mother says I can't go out with you -- your grandfather bossed the world heroin trade.

The boy looks astonished and goes off dejected.

8 VIEW ON MRS. SONNY CORLEONE TABLE

Connie approaches her least favorite sister-in-law, SANDRA.

CONNIE

I'm glad we could arrange the table -- we never got your RSVP.

SANDRA

We couldn't keep the children away.

They kiss coldly. Connie leaves, smirking to herself.

9 VIEW NEAR MAIN TABLE

Michael with Archbishop and family. He introduces ANDREW HAGEN, age 35, a handsome young priest.

MICHAEL

Excellency, this is my godson, my brother Tom's eldest boy. He's been assistant to Cardinal (MORE)

MICHAEL (contd.)
Breelen for three years. He's
been hoping for an assignment to
the Vatican.

ARCHBISHOP
I'm sure someone as promising as
him will find his place.

10 MOVING VIEW - Michael's shadow slides down stairs, revealing Michael and B.J. walking through crowd, receive series of requests from rich-looking types, lobbyists coming to curry favor with Michael Corleone, the Vito Corleone Foundation with its support for Italian-American culture and patriotic causes.

MICHAEL
Times change. The family's
changed. My father would have
hated foundations. He loved
doing it himself -- man to man.
But we learn from the
philanthropists like the
Rockefellers and all those guys.
First you rob everybody and then
you give to the poor.

B.J.
Minus your expenses, of course.

MICHAEL
Of course.

B.J.
John Adams said it: "I must
study politics and war, so that
my sons may study architecture,
navigation, commerce and naval
engineering, so that their
children may have the liberty to
study music, painting,
literature, and porcelain."

11 VIEW
Michael goes on to family, leaving B.J. and Archbishop.

B.J.
Archbishop, it has been brought
to my attention that a major
shareholder of International
Immobiliare, may oppose us.
Right now we don't know who.

ARCHBISHOP
The Vatican holds considerable influence with the board of directors. It knows nothing of this rival shareholder.

B.J.
Good. But we need more than just your assurance because we've already substantially increased our holdings.

ARCHBISHOP
(a little irritated)
We have an agreement.

12 VIEW NEAR BAND
on Connie.

CONNIE
(announcing)
Boys and girls -- Johnny Fontane.

Delighted applause. JOHNNY FONTANE, the family celebrity, is a little loaded, kids around with the family and guests. Crowd ad libs with Johnny.

JOHNNY
I have something special for our host and our Godfather, Commendatore Michael Corleone. What I happen to know is his favorite song, "Mariu."

Applause at the selection. He signals to the band, then begins to sing in Italian. The guests are delighted; some of the older ones sing along.

13 VIEW NEAR MAIN TABLE
Michael notices DON ALTOBELLO, an old friend of the family, and Connie's Godfather. He is in his eighties, looks like an angel, very fragile. In his hand is a box of chocolates.

MICHAEL
(embraces him)
You honor my father's friendship, Don Altobello.

ALTOBELLO
Where is my little goddaughter, Costanza?

He turns, Connie is there. He hugs her.

ALTOBELLO
O bella, bella.

CONNIE
(warmly)
My Godfather.

ALTOBELLO
Costanza, it wasn't so long ago
I held you in these old hands.

CONNIE
Don Altobello, it's so wonderful
to see you. Where do you hide
yourself?

ALTOBELLO
I am in Sicily most of the year.

Don Altobello takes out a check, and remembers his speech.

ALTOBELLO
Ah, Michael -- I've lost all the
venom, all the juice of youth.
I've lost the lust for women and
now my mind is clear, my duty to
God is clear.

(pause)

I've come to pay my respects.
And I have a great favor to ask
of you. Could I attach my name
to the Vito Corleone Foundation
so that I will be joined with
you in name and spirit? One
million dollars.

(fumbling with
his check)

MICHAEL
(pleased)
You have a great heart, Don
Altobello.

Michael escorts the fragile Don Altobello to a seat as the
photographer Grace is still trying to get Michael's attention.
Bodyguards push her, making her more determined.

14 INT. HALLWAY

Neri moves toward Michael, a slightly worried expression on his
face.

NERI
Joey Zasa showed up. I've got
him waiting in the lobby. He
wants to personally congratulate
you and show his respect.

Michael looks at the foyer, where the press is the audience.

MICHAEL
Do I have to see him? He'll
understand.

NERI
He says you're his Patron, and
only wants a minute.

MICHAEL
(annoyed)
All right. Have him wait.

15 INT. ANOTHER HALLWAY

Kay is alone waiting. We HEAR Johnny's sad song in the b.g.

CLOSE ON KAY
She looks at the pictures on the wall; photos of Connie's
wedding, Tom Hagen, Fredo, Sonny, Anthony's communion, his
graduation from college, others. Turning, she comes to an open
doorway -- Michael is standing there. He is holding a silver
tray upon which are two pieces of cake.

KAY
Congratulations, Michael --
That's a wonderful honor.
(little sarcasm)
Expensive, though. You're
saving their bank, aren't you?

She takes a couple of steps forward, takes his hand.

MICHAEL
It's been eight years. You're
still thin.

KAY
Has it been that long?

MICHAEL
Yes. That long.

Silence.

KAY
I came to talk about our son.

We HEAR Johnny singing.

FONTANE (O.S.)
"... Tell me that you love me,
tonight.. "

Michael leads her to his den.

MICHAEL
Come in, Kay -- it's quiet in
here.

16 VIEW MAIN AREA
Johnny singing.

FONTANE
"... fill my heart with endless
delight..."

VIEW ON CONNIE
Has had a crush on Johnny since she was a girl.

17 INT. MICHAEL'S DEN - DAY

The song in the b.g. Kay sits, looks up at the portrait of
Vito Corleone.

KAY
He knows it's not the best time,
but Tony wants to tell you
something.
(looks away)
I'm here to soften you up.

Door opens, and ANTHONY CORLEONE steps in. Michael's son, big
dark eyes, beautiful black hair -- a very sweet disposition.
Michael looks at him. He's always had tremendous influence
over his son. He embraces him, kisses him on the cheek.

VIEW ON KAY
She watches.

TONY
Dad. Congratulations.

MICHAEL
Thanks, Anthony. Your mother
warned me you're going to tell
me something I won't like.

TONY
I'm quitting law school. I'm
choosing music.

CLOSE ON MICHAEL
This is a shock.

MICHAEL

(cold)

What's wrong with being a
lawyer?

KAY

Nothing. Except he doesn't
want it.

MICHAEL

Kay, I don't understand. He
should finish what he began.

(to Tony)

Anthony, I'm ready to hand
everything over to you. The
family's totally legitimate.

(pause)

And you can pursue your music.
Have everything you want.

TONY

I'm going my own way.

He takes out some papers from an envelope.

TONY

Look at this.

Michael takes the engraved tissue letter out of the envelope,
reads it.

TONY

I've won the Adler Fellowship --
only a handful of young singers
around the world are chosen. It
means I'm good enough to make a
debut.

KAY

It's a top honor. Really,
Michael. We're so excited.

MICHAEL

That's wonderful, Tony -- no one
was prouder than I was when you
sang in boy's choir. You can
sing all you want. But does
this mean you can't work for me?
Does it mean I can't help you?

TONY

Sure you can. I'll need all the help I can get. But whether I have talent or I don't the public will decide and you with all your power can't help in that.

Michael looks at the two of them.

MICHAEL

Understand that I have two motives. Primary that you have a happy life. Secondary, that your life be part of our family.

TONY

I know that.

MICHAEL

You want to be a singer. If you fail, you will be unhappy in your life.

TONY

I won't fail.

MICHAEL

Men always believe that.
(shakes his finger
like his father)
If you get the law degree you're taking out insurance. And you can work for me.

TONY

I'll never work for you. I have bad memories.

MICHAEL

Every family has bad memories. The father is a drunk, the mother is a whore. A son takes to drugs, a sister to the streets. Somebody dies young of cancer, a child gets hit by a truck. They live in poverty, they get divorced. Somebody becomes insane. Every family has bad memories.

TONY

I won't have anything to do with your business. Not in any way. I'll always be your son.

(MORE)

TONY (contd.)

(final)

Aside from that we will never
have anything to do with each
other.

MICHAEL

(very strong)

Get the law degree. Anthony.

TONY

(cold)

No.

Pause.

KAY

That he got from you. That no.

Tony turns and leaves. The VIEW TIGHTENS on Kay and Michael;
alone.

MICHAEL

You could have helped me to
convince him.

KAY

Why should I do that?

MICHAEL

Because he's wrong. He throws
greatness away.

KAY

Your greatness?

MICHAEL

Better than me. He won't have
my -- history.

KAY

I don't want him to be anything
like you.

MICHAEL

We've had our differences, but I
think we should forgive each
other for the sake of our
children.

CLOSE VIEWS

Kay is very cool. She measures Michael with a long hard stare.
She takes a long pause before she speaks.

KAY

I'll never forgive you. Not for my children, not for anything else.

MICHAEL

(shrugs)

Then just use common sense.

KAY

Sure. Let's use common sense. Why should my son entrust his future to a man like you? I loved you and I trusted you for eight years. And you lied to me every year. You swore that you would be "legitimate," that's a funny word, just give you another few months. And so I closed my eyes. And after eight years you were a... monster.

(pause)

Tony knows you killed his uncle.

MICHAEL

No. No. You don't know that. My enemies spread these stories about me.

KAY

You looked into my eyes. You embezzled the love I had for you and you lied. I saw you change, day by day. Nobody had to tell me anything.

MICHAEL

Then why did you come?

KAY

I came here to protect my son from you, not to see you disguised by the worldly power of your Church. That shameful ceremony? No.

MICHAEL

You're hysterical.

KAY

That's what you said about Connie when she accused you of killing her husband. You said, "She's hysterical." You never said she was wrong.

MICHAEL

We have to forget all these things. I still care about you.

KAY

No. You can still do our children harm.

MICHAEL

(finally enraged)

I've spent my life protecting you, protecting my children, protecting my family. And you dare to call me a monster.

KAY

Okay, let's be reasonable. That's your big thing. Reason. Backed up by murder. I hate the man you've become. I don't want Tony to become part of that life.

(pause)

I'm just telling you how I feel.

MICHAEL

(touches her affectionately)

That you hate me?

KAY

No -- no. I dread you.

For some reason Michael is truly shocked by these last words.

MICHAEL

I don't deserve that. Above everything else. I did truly love you. I did truly love my children. I wanted to protect all of you from the horrors of this world.

KAY

And you became my horror. But the children still love you.

MICHAEL

That's something. We can build on that, for their sake. Let's try.

KAY
(cold and calculating)
Only if you let Tony go free to
make his own life. Away from you.

MICHAEL
You dread me? Jesus Christ, I
loved you more than anything in
this world. I would have died
for you, and you dread me? I'll
let Tony go.

KAY
Thank you.

18 INT. MAIN AREA

MUSIC overlay, "Waltz."

VIEW ON THE PRESS

Dom talking with Grace and three other reporters. He is giving
out small, gift-wrapped boxes.

DOM
Mr. Corleone really appreciates
the press' participation and
would like you to have this
gift for sharing this day with
him.

The reporters open the boxes. Inside are Rolex watches.

DOM
(to Grace)
This is for you, Miss...
Madison?

GRACE
Yes. Grace Madison.

DOM
Tell me, are you any relation
to James and Dolly?

Grace turns quickly and leaves.

19 MED VIEW BUFFET

Uncles and aunts, surrounded by children, nieces, nephews,
cousins and friends, are at the buffet filling their plates
with lobster and prawns. From the group of striking young men
with the unmistakable look of Corleones, emerges one in
particular, VINCENT MANCINI. The press pay no attention to
him. The way he swaggers, his Italianate gestures, and his way
with girls reminds us of his real father, SONNY CORLEONE.

20

NEW VIEW

reveals ROSARY CORLEONE holding an album. She and her twin sister ANNE MARIE are at a table talking to their mother and relatives.

Vincent approaches them.

VINCENT

You two sure look alike...

ROSARY

Hi Vincent, is your mother here?

VINCENT

Yeah, Lucy's over there.

THEIR POV:

LUCY MANCINI, the brunette bridesmaid with Sonny during Connie's wedding. She is avoiding Sandra at her family table.

Anne Marie turns away coldly and continues filling her plate, ignoring Vincent.

VIEW TIGHTENS

on twins and Vincent.

ROSARY

Vincent Mancini, I was dying to see you again. Maybe later on we can have something to eat together.

SANDRA

(old feud)

We're not staying too long.

He goes.

ANNE MARIE

Don't have anything to do with him.

ROSARY

But he's our brother.

ANNE MARIE

Our bastard brother.

She hits her sister as they turn away.

21

MOVING VIEW

Vincent approaches Grace, who is sitting dejectedly with her cameras around her neck. He is a young hood -- sure of himself around girls.

VINCENT

Hi. You work too hard. Let me show you around.

GRACE

Can you get me a photo session with Michael Corleone?

VINCENT

No. I'm a relative but I can't do that.

GRACE

Handsome, but useless. Okay, show me.

22 INT. MAIN AREA - DAY

MOVE WITH CONNIE

walking with a drunken Johnny Fontane. Also with her is her old bridesmaid, LUCY MANCINI.

CONNIE

Johnny, don't drink so much. Don't gamble so much. The casinos have 200 grand of Fontane markers. You know we don't own them anymore.

FONTANE

I'll work it off.

CONNIE

I know you will. But if you go on the wagon and cut out gambling, I'll get the new owners to tear them up.

Johnny exits. Lucy and Connie.

CONNIE

Men.

(pause)

Where's Vinnie?

LUCY

Where do you think?

THEIR POV

Vincent making time with Grace.

CONNIE

He's more Sonny's kid than the other --

LUCY

That afternoon we made him, Sonny was a giant, an animal, and he made Vincent in his image.

(a gesture)

The women laugh lewdly. Vincent bounces up, breaking away from Grace. He gives Connie a big hug and kiss.

CONNIE

(scolding)

Vinnie. You didn't come to see your favorite Aunt first.

(seriously)

Today I'm going to talk to Michael about your problem.

VINCENT

I wish you would have told me Con, I would have worn my good suit.

23 NEW VIEW

The other side of the room. Kay, DOUGLAS, Tony, and Don Altobello drinking champagne that Tony has brought to them. Kay is obviously very upset with tears in her eyes.

TONY

This is my fault.

KAY

Oh, no.

ALTOBELLO

It's life's fault. Let's drink a toast to Michael. This is a great day for him.

Tony deliberately puts his glass down on a nearby table. But Kay picks it up and hands it to him. Then she clinks glasses with Don Altobello and they drink the toast to Michael.

TONY

Let's go home.

KAY

No. Your father agreed. You have his blessing in what you want to do.

She smiles at him through her tears.

24 INT. MICHAEL'S DEN - DAY

Michael and Connie. The blinds are shut. Neri enters, followed by Joey Zasa and The 'Ant, who is carrying a flat trophy box, and BIG MIKE.

JOEY

Mr. Corleone, I came here because of the honor you have brought to all of us.

(takes case from

The 'Ant)

The MEUCCI Association has elected you "AMIA" Italo-American Man of the Year.

He opens the case, revealing an engraved gold dish, presents it to Michael.

MICHAEL

Thank you, Joey.

(looking at dish)

Who's Meucci?

JOEY

The Italian-American who invented the telephone. He did it one year before Alexander Graham Bell did it.

MICHAEL

And this is the reason you come to my home on this day?

JOEY

(pause)

I got a stone in my shoe, Mr. Corleone. A two-bit punk who works for me. The one who "may be" related to you.

CONNIE

Vinnie Mancini.

Michael glances at Connie, understanding.

MICHAEL

Bring Vincent here.

She exits.

JOEY

I think it's important we talk once in a while. I have a problem, and I want to find out if it's my problem -- or your problem.

MICHAEL

Joey -- I've taken my last percentage from your businesses. It's all yours now. I'm out.

JOEY

(cool)

Good. Then this fedend' is my problem.

We get a glimpse of Joey's two impenetrable bodyguards.

MICHAEL

I'm sentimental about my family, Joey. The old neighborhood. Sometimes I hear rotten things.

Michael hits his arm dramatically causing 'The Ant and Big Mike to flinch. Joey takes this as an accusation, his eyes dart around.

JOEY

If I ever catch anybody in my crew selling drugs, I'll chop off their hands. They wind up dead. We want to do legitimate business...

MICHAEL

What kind of legitimate business?

JOEY

Stocks. Mutual funds, things like that.

MICHAEL

There's something modern about you Joey. That's good.

The door opens -- Connie enters with a nervous, smiling Vincent Mancini. The smile turns sour when he sees Joey and his enforcers.

VINCENT

Mr. Corleone... Uncle Michael.

He says this acknowledgement of the introduction sardonically. This gets Michael's complete attention.

MICHAEL

Vincent, I would have done much more for my brother's son. But you refused my guidance. So. What's this trouble between you and Mr. Joe Zasa?

VINCENT

(on the spot)

Just trouble.

MICHAEL

That's foolish of you.

VINCENT

(temper)

Sure. Foolish of him, too.

MICHAEL

(smiling)

Just like your father. Temper.

Connie smiles; Michael is serious.

MICHAEL

Joe Zasa runs what used to be the Corleone Family business in New York. Out of the goodness of his heart he gave you a job in his family. You took the job contrary to my advice. I offered you something better in the legitimate world, you refused. Now both Joey and you come to me because of bad blood. What do you expect me to do? I'm not in that world anymore. I have nothing to do with these people.

CONNIE

That was Papa's neighborhood, Michael, and it's a disgrace... a sewer. Zasa runs it with no respect.

MICHAEL

(cuts her off)

That's the past, Connie.

JOEY
I earned that territory, and the
Commission gave it to me.

VINCENT
(to Michael, temper)
I'm not asking you to help me.
I can just kill that bastard.

Joey laughs.

MICHAEL
So kill him. What has all this
to do with me?

VINCENT
He goes around saying bad things
about the family, about you. He
says, "Fuck Michael Corleone,"
things like that.

JOEY
Mr. Corleone, all bastards are
liars. Shakespeare wrote poems
about it.

VINCENT
What am I supposed to do?

Walking closer to Joey.

MICHAEL
(quiet, cold)
Joey, what if there's some guy
running around the city saying,
"Fuck Michael Corleone." What
do we do with a piece of shit
like that? He's a dog, right?

They look at each other. After a while, Joey lowers his eyes.

JOEY
Yes. Anybody who said that
wouldn't be a friend. They
would be a dog.

Michael studies Vincent for a long moment.

MICHAEL
Vincent. My interests don't
conflict with Mr. Joe Zasa's.
I'm out of things. We will not
interfere with each other.

VINCENT

Sure. But the Commission still look to you for decisions. You're like the Supreme Court.

CONNIE

Michael, Vincent needs help.

VINCENT

I can't work for Joey anymore. I want to work for you.

MICHAEL

As what? I don't need tough guys. I need more lawyers.

(to Joey)

I give up any claims to those neighborhoods. Since we have no conflicts or debts, I accept your tribute and wish you well.

He takes the engraved dish and makes a show of embracing Joey. Vincent is astounded.

MICHAEL

Now you -- Vincent, make your peace with Mr. Joe Zasa.

Vincent embraces Joey.

CLOSE TWO SHOT

Cocky Joey -- feels he has the upper hand. He tweaks Vincent's ear.

JOEY

Bastard.

Vincent lunges at him, and ferociously bites a chunk of Joey's ear off. Joey screams, cursing, bleeding. The bodyguards separate them.

VIEW ON MICHAEL

Closes his eyes.

25 INT. HALLWAY/STAIRS - DAY

MUSIC plays. A photo of the occasion is being staged professionally by the photographer. Some of the press are watching the photo being taken, some are playing "Mora" with Dom. We SEE them wearing new shiny watches. They never notice Joey Zasa's hurried exit. Meanwhile, Vincent is told to wait. The little children are staged up the double staircase. The Archbishop is brought in to it by Michael, who introduces him to relatives.

VIEW

Vincent is told to wait a little distance apart on the stairs.
After a moment Mary sits next to him.

MARY

I remember you.

VINCENT

(doesn't recognize her)

Oh, yeah? From where?

MARY

We went to the same party
together. You're Vincent
Mancini, aren't you?

VINCENT

(flirtatiously)

Where? At the club?

MARY

It was a wedding -- and you
swung me around the dance floor.
I was nine. You were thirteen.

VINCENT

I had a lot of girlfriends when
I was thirteen.

MARY

Nine year olds?

(pause)

What's that on your jacket?
Blood?

VINCENT

(his come-on style)

Yeah, it's a certain sentimental
blood stain.

(respectfully)

Uncle Michael's daughter, you're
big now.

MARY

I know. And so are you.

VINCENT

Cousin Mary.

MARY

Cousin Vincent.

They come for Mary to be placed in the picture.

VIEW ON MICHAEL
watching Vincent, making up his mind what he should do with
him. Finally, Vincent boldly approaches him.

VINCENT

Mr. Corleone, I'm sorry. I told
Connie maybe it wasn't the right
time.

(respectful but
slightly sardonic)

I know you are not active in the
Families.

VIEW MOVES CLOSER

VINCENT

(continuing)

I know you are into banks and
Wall Street. But it's a funny
thing. Everybody seems to think
you are the final word when the
Families have disputes. Zasa
thinks you're stopping him from
rising up in the Commission.
The job I want is to protect you
from Joey Zasa. Lawyers can't
do that.

MICHAEL

You can?

VINCENT

He's dangerous. I think you
should watch out for Joey Zasa.

Michael studies Vincent for a long moment.

MICHAEL

(thinking)

Maybe, you come with me for the
next few weeks, Vincent. See if
you learn, then we'll talk about
your future.

Vincent is emotional, moved. Connie is pleased, too.

CONNIE

All right? You like that?

VINCENT

Thanks, I appreciate that,
Uncle Michael.

28 INT. HALLWAY/STAIRS - DAY

VIEW ON THE FAMILY PICTURE

A celebrity photographer arranges the picture. Mary stands next to the Archbishop. Next to her comes Michael. Don Altobello sits in a chair in a place of honor. Andrew and the Hagen family; Teresa, other children, and grandchildren -- well dressed WASPS. Then the rest of the relatives in the groups they represent by the family tree. Tony prefers not to stand by his father, but near to Kay and her husband.

Michael gets Vincent and brings him into the picture, putting him at his side. Many in the family are shocked. The photographs are taken.

The crowd starts to clink their glasses. The band breaks into music and everyone joins in, rising to their feet. A large cake is brought out.

There is more clinking of forks against glasses, and cry of "speech." There is a spurt of applause from all generations, who stay on their feet. Italian ad-lib from the crowd. Michael waves, kisses, and thanks them all.

DISSOLVE TO:

29 INT. MICHAEL'S APT./FOYER - NIGHT

MED. VIEW

Guests are leaving.

TWO SHOT

Connie kissing and talking to all as they leave.

Michael stands with Don Altobello, talking earnestly. Neri and Vincent are nearby.

MICHAEL

I'm going to take Don Altobello
back to Staten Island. Vincent,
you drive.

(laughing, to Altobello)

"U nicu ave a vardare u vecchiu."

DISSOLVE TO:

30 INT. MICHAEL'S CAR - NIGHT

VIEW ON VINCENT

driving. Neri alongside. Michael in back with Don Altobello.

ALTOBELLO
I am your family's oldest
friend; I am always chosen to
bring you a message.

MICHAEL
Tell me, Don Altobello.

ALTOBELLO
Your old partners are grateful
for the money you've made them.
But they want to continue, as
always. Once partners, always
partners; friendship is forever.
They feel they should be in on
the Immobiliare deal. It can
purify their money.

MICHAEL
That I cannot do.

ALTOBELLO
Alas, I know, I know. But they
are unhappy.

MICHAEL
And you?

ALTOBELLO
I ask nothing for myself. Only
peace in my old age. But I must
please the world around me.
Your father was a reasonable
man. Learn from him.

MICHAEL
(as a threat)
I learned many things from my
father. (pause)
Call a meeting, my friend, so
there are no grudges or debts.
We will make the peace, you and
I.

ALTOBELLO
(beaming)
You prove your greatness, Don
Corleone. (to Vincent)
Observe and learn how a great
man rules his world.

VIEW ON VINCENT
driving. Learning.

DISSOLVE TO:

31 EXT. THE CITY - NIGHT

The car makes its way toward Staten Island. MUSIC IN.

FADE OUT.

FADE IN:

32 EXT. NEW YORK APARTMENT - NIGHT - ESTABLISHING

An apartment building under bridge. VIEW MOVES CLOSER.
Mysterious MUSIC in.

DISSOLVE TO:

33 INT. VINCENT'S APARTMENT - NIGHT

MOVING VIEW

Professional cameras, flash unit, a dress. Vaguely outlined
are Vincent and Grace necking in the living room. There is a
faint sound like the tinkling of glass. Vincent shoves Grace.

GRACE

What is it?

VINCENT

I heard a noise.

GRACE

Jesus.

VINCENT

Go see.

She gets up and goes to the balcony. She sees nothing but the
curtain over the balcony door is fluttering. As Grace stares
at it two hands close over her mouth. She is jerked against
the wall with great force. Another man comes out of the foyer
and he is holding a gun. Both are wearing stocking MASKS.

1ST MASK

(whispering)

Don't scream or I'll cut your
throat.

2ND MASK

Hold her, I'll get him.

2nd Mask goes softly down the hall to the bedroom. The door is
closed but there is a light shining through the crack. He
kicks the door open and rushes in with gun ready. Vincent has

been just behind the door holding his own gun. He hits the man in the side of the head with his gun and when the man sags, relieves him of his gun then jerks him to his feet. Pushes him out in the hall and marches him into the living room. Vincent sees 1st Mask holding a knife on Grace's throat. She is absolutely terrified. Vincent has his prisoner in front of him. His gun is at the man's neck.

VINCENT

Let her go.

2ND MASK

Cut her throat.

Vincent clubs 2nd Mask to the floor and tears off his mask.

1ST MASK

Throw your gun down or I cut her throat.

VINCENT

(laughing)

You think I'm crazy? I hardly know this broad.

Grace looks at him with horror.

1ST MASK

Throw your gun down and we'll leave. Nobody gets hurt.

VINCENT

(contemptuously)

Stop fucking around. You hurt her and I'll kill you both. Give up the knife and I'll let you go.

1ST MASK

You have no choice. This lady will be dead.

2ND MASK

Cut her. Show this bastard some blood.

Vincent looks down at him with almost thoughtful kindness, then he speaks to 1st Mask.

VINCENT

I'm going to do something to convince you. Don't get frightened. Don't make any sudden movement or you'll be dead. Now watch.

Vincent pulls his prisoner halfway to his feet by the hair of his head. Then he puts his gun in the man's face and pulls the trigger. 1st Mask watches in horror as his partner lays dead on the floor with his face blown away.

VINCENT
That's how you'll look. Let her go.

1st Mask throws his knife away and pushes Grace toward Vincent. She runs past him into the bedroom. Vincent looks at 1st Mask very coldly and points his gun.

VINCENT
Who sent you?

1ST MASK
Nobody. I swear, nobody --
(frightened)
Zasa... it was Joey Zasa.

Vincent walks toward him. 1st Mask holds out his arms to ward him off. Vincent shoots him through the palm of one hand and the bullet hits the man in the neck. Vincent stares down at him for a moment then goes to the bedroom and kicks the door open. Grace is sitting on the bed holding a pillow to her mouth. She looks at him with fear.

GRACE
You didn't care if he killed me.

VINCENT
That's gambling. Call the police.

GRACE
You shot the other man too?

VINCENT
He tried to get my gun. Call the police. Lovely, a foolproof case of justifiable homicide.

Grace picks up a camera.

VINCENT
What the hell are you doing?

GRACE
First I have to take some pictures.

34 INT. MICHAEL'S APARTMENT - MORNING

It is dawn and we can SEE the sun rising through the windows.

Maybe play part of it on a balcony with some breakfast on the table. CLOSE SHOT on Michael on telephone. Andrew Hagen is standing, waiting. Michael hangs up.

MICHAEL

I'm sorry, Andrew. So you're off to Roma.

ANDREW

Yes, thanks to you. I really appreciate everything you've done for me, Uncle Michael.

MICHAEL

Sit down, have some breakfast with me. Come on, have a cup of coffee. So, have you been brushing up on your Italian?

ANDREW

Ho bisogno di fare un po di pratica.

MICHAEL

Your father didn't live to see you ordained. I did. I was very proud. Keep your own counsel, but follow your heart.

ANDREW

You don't doubt the Holy Church?

MICHAEL

No, it's the bankers I worry about.

Michael hears some commotion from downstairs. Connie and Vincent's voices. He gets up.

MICHAEL

Excuse me, Andrew.

He exits.

35 INT. MICHAEL'S APT./STAIRCASE - DAY

HIGH VIEW FROM STAIRCASE

Vincent, worried. Connie is talking with him.

VIEW UP ON MICHAEL
standing there.

MICHAEL
Things are happening. Let's
hear your side.

CONNIE
You already know?

MICHAEL
I've had nothing but phone calls
since five a.m. So?

VINCENT
Two guys come into my apartment
in the middle of the night. They
grab my girlfriend. What the
hell am I supposed to do? Kiss
them?

MICHAEL
You had a gun, they only had a
knife. You could have talked
them into surrendering and
handed them over to the police.

VINCENT
If I had done that I would be
ashamed of myself. Joey Zasa
sent them, so I sent him a
message.

MICHAEL
(thoughtfully, and more
in sorry than anger)
Now he has to send you a message
back.

VINCENT
I'm waiting.

MICHAEL
Vincent.
(pause)
Okay, it's done. That's your
nature. Stay close to me. Keep
your mouth closed. Keep your
eyes open. You do nothing,
absolutely nothing, unless I
give you the order. Understand?

VINCENT
Yes.

MICHAEL
All right, go.

FADE OUT.

We HEAR over a loudspeaker:

B.J. (V.O.)
... 800 million dollars in new
American capital, invested
directly in this company...

FADE IN:

36 EXT. BANK BUILDING - DAY - ESTABLISHING

B.J. (V.O.)
International Immobiliare is
divided into three parts. It's
something new, a European
conglomerate...

37 INT. BANK CONFERENCE ROOM - DAY

A great hall during a shareholder's meeting of the New York branch of International Immobiliare. A stage with microphone where sit the Archbishop, Keinszig, a HAMILTON BANKER, and two others. At front of audience floor is a podium with microphone where B.J. speaks. Michael sits close by in front row, Vincent and Dom next to him.

B.J.
(over microphone)
Mr. Michael Corleone has an ambitious program to expand this real-estate holding concern into an international conglomerate with interests in everything from steel to publishing to chemicals. Already we own some of the major newspapers of Europe. With Corleone capital, we can share in the renaissance of the European economy together. Now Mr. Corleone, our group's chairman, will say a few words.

Michael gets up, goes to podium. Some applause.

VIEW ON PRESS
including Grace, her neck bandaged. Michael notices her.

MICHAEL
The Western world is threatened not by communism -- a European ideology, after all -- but by Eastern techniques of
(MORE)

MICHAEL (contd.)
efficiency, focus and unlimited
cheap labor. If Europe and
American can learn to cooperate,
together, we can defeat Japan,
China and the Soviets. Remember
-- they have all the people, but
today, we have all the money.
We know that your group has an
old association with the
Vatican, and has annually set
aside 10% of the profits for
direct giving to the poor.

VIEW ON BANKERS

MICHAEL
(continuing)
The Vito Andolini Corleone
Foundation, of which my daughter
Mary is chairman... will
establish an endowment in the
amount of one hundred billion
lire. This money comes from my
family, and will be administered
by the Vatican.

KEINSZIG
(at podium)
We will now vote on the motion.
The Shareholders of
International Immobiliare, vote
on our chairman's proposal to
relax rule 2, permitting Mr.
Michael Corleone to convert his
share holdings into board seats
to the limit of six.

VIEW ON GRACE
grabbing pictures of Michael.

VIEW ON ARCHBISHOP
His head is bowed.

KEINSZIG
According to the original Lateran
Treaties, the Vatican Bank will
retain the thirteenth seat.

Suddenly there is a commotion in the crowd. A man has stood up
and calls for the floor microphone. It is brought to him by an
usher. He shouts:

1ST UNRULY STOCKHOLDER
How can we let this criminal run
our company? With his family?
He's a gangster, a big...

Commotion in the audience.

2ND UNRULY STOCKHOLDER
Mr. Corleone. Is it true you
recently deposited 500 million
in the Vatican Bank, which is
affiliated with International
Immobiliare?

CLOSE VIEW ON A HAND
flicking a switch. The floor mike goes dead.

Lots of commotion. The HAMILTON BANKER steps to the podium.

HAMILTON BANKER
For years, the International
Immobiliare has enforced a rigid
policy limiting owners to 10% of
the share capital. This has
ensured that we are in the hands
of many, and not subject to the
whims of one man. Why should we
change that rule now? The
Hamilton Investors Group cannot
support this proposal.

The Archbishop steps forward.

ARCHBISHOP
Times change, and we must change
with them. Mr. Corleone is a
dynamic businessman who brings
us vast capital resources which
will expand the opportunities
available to us. Additionally,
I've known the Corleone family
for many years, and they are a
respected and worthy business
partner.

The Archbishop has spoken with authority; arguments are closed.
One of the front row shareholders raises his hand. The
Chairman acknowledges this man.

FRONT ROW SHAREHOLDER
I move we bring this motion to
a vote.

2ND SHAREHOLDER
I second.

CHAIRMAN

All in favor?

Many in the audience raise their hands. Several ushers stand at either side of the audience, each one canvassing different blocks of shareholders. They count the YES votes, beginning with the large shareholders at the front. The ushers write down their totals on pads, and signal to the Chairman that they have finished counting.

CHAIRMAN

All votes against?

Many hands are raised. The vote is obviously close. Ushers retreat to a separate area for counting. A buzzing of excitement and uncertainty amongst the shareholders. They group together and walk up to the stage. The individual ushers total sheets are added up.

The chairman addresses the crowd:

CHAIRMAN

Our totals show that a majority has been obtained, and that the motion is carried by a margin of 123,000 voting shares. Please join me in welcoming Mr. Michael Corleone...

The audience shouts, variously approving and disapproving.

DISSOLVE TO:

38 INT. BANK HALLWAY - DAY

Grace waits and appears beside Michael, walking with him.

GRACE

The way I see it, Mr. Corleone, you owe me.

MICHAEL
Owe you what? And why?

GRACE
For risking my neck --
literally.

MICHAEL
What do you want?

GRACE
Just a chance to talk to you.

Michael looks at her -- she is very winning -- he acquiesces.

39 INT. NIGHTCLUB - DAY

Vincent with friends, mostly good-looking girls, and his
bodyguard, LOU PENNINO. Mary surprises him.

MARY
Hi, Cousin Vincent. Guess what,
I'm here.

He's happy she's there.

VINCENT
(to Lou)
Lou, take a walk.

He exits.

MARY
(looking around)
So this is your place? Do you
live around here?

VINCENT
Not far.

MARY
Have you always lived in New
York?

VINCENT
Before that, across the river --
Newark, Atlantic City. Before
that Arizona -- clean fresh air,
horses. It was okay.

Vincent is nervous with her. They realize they don't know much
about each other.

MARY

I went to Catholic school until I was fourteen. Then all of a sudden, we were sent to live with my mother and stepfather. That's when I became Katherine Hepburn. Really I did.

(looking around club)

It's exciting to come here.

VINCENT

Now that you finished college, what next?

MARY

Run my Dad's Foundation in Sicily.

(pause)

Isn't it odd we never saw each other? Except when we were little.

VINCENT

I missed growing up with my cousins. I never knew you but I missed you.

A long electric pause.

MARY

I missed you, too. I'd hear my mother talk about you and my father.

MUSIC. An old Sicilian love theme begins with a sad verse.

VINCENT

I'm in the family now.

(pause)

If your father ever finds out you came here, I'd be in bigger trouble than I usually am.

MARY

I wanted to come.

VINCENT

Well maybe sometime we'll go out somewhere.

MARY

Give me a call. Be careful.

They look at each other, tempted to kiss. Then he pulls her softly and kisses her on the cheek. She kisses him back on the mouth. MUSIC in.

VINCENT

Are you taking advantage of me because I'm smashed?

MARY

I'm weighing the consequences.

She leans forward to kiss him again.

MARY

We'll lie about it. You can't be a Corleone if you don't sin.

They kiss again.

VINCENT

Good night, cugina.

MARY

Good night. I love you, cousin.

She rushes out.

A39 THROUGH WINDOW

She gets into an Alfa sportscar that some college girlfriend is driving. She waves as they drive off.

B39 CLOSE ON VINCENT

watching her with admiration.

The "Waltz" plays.

DISSOLVE TO:

40 INT. MICHAEL'S DEN - EVENING

Grace Madison is ushered into Michael's den by Al Neri. She is wearing a shirt and tie with jacket over it. But she is wearing a skirt. She looks very sexy and is carrying about four or five different cameras over her shoulder with a pouch like bag for film, etc.

GRACE

I'm really glad you changed your mind. I'll just take some pictures before we start talking.

She is shedding a couple of cameras and starts taking pictures with one of them.

MICHAEL

Let's talk first.

Grace disregards him and keeps taking pictures of him and the room. Very efficient and chatting all the while. Michael doesn't say anything more but just watches her with a little smile until she finishes and then settles down.

MICHAEL

(smiling)

This talk is off the record.

GRACE

Mr. Corleone, what made you change your mind? I didn't even get a chance to use all my charm. I was too desperate.

She arranges herself on the sofa to show her charms. Unbuttons her jacket and tries to pull down her skirt.

MICHAEL

I find you very charming.
Charming enough.

GRACE

Now we can let our hair down.

Michael laughs out loud at this.

MICHAEL

In Sicily they say that a beautiful woman is more dangerous than a lupara.

GRACE

Lupara? Lupo? Wolf, right?

MICHAEL

No, it means shotgun.

GRACE

Now that I've met you I can't believe all the stories I've heard about you. In fact I could take a shot at you myself. You interested?

She comes over to where he is sitting and kisses him on the mouth.

GRACE

Good. You don't smoke.

MICHAEL

No. I don't.

He gives her no encouragement except an amused smile.

MICHAEL

(looking at her)

Madison?

GRACE

Really Damiani. I heard you liked WASPS. Wellesley girls. Power fascinates me. So you fascinated me.

MICHAEL

What about Johnny Fontane?
He has power.

GRACE

He's too easy.

Grace waits then shrugs.

GRACE

I hear you're diabetic. That makes some men impotent. Is that what it is?

He is amused and fascinated by her.

MICHAEL

No. It's true I have to work harder at it.

GRACE

(encouraged)

I'll work harder, too. Let's go. Then we can be relaxed for the interview.

MICHAEL

I'm too old fashioned for a girl like you. You're too young for me. No.

GRACE

Too young for what?

Michael smiles.

GRACE

You are really sweet. People warned me that I should be careful. That you are a

dangerous man. I'm not a bit
afraid of you.

MICHAEL
Good. It's my pleasure to hear
that.

Michael goes to the bar and pours her a drink. Gives it to her
and she drinks. Michael has a smile on his face. They are
standing close together. Michael takes her tie in his hand and
admires it. He tightens the knot around her throat so that the
knot is not so big and smooths it.

MICHAEL
I really do like you. You have
courage. You fight for what you
want. You're not afraid of
anybody. Now you enter another
world. Where people take little
discourtesies -- amiss. So
don't be too brash.

GRACE
I'm not afraid of you.

MICHAEL
I know you're not. But think,
be careful. Don't wear ties.

GRACE
Just tell me one thing.

MICHAEL
What's that?

GRACE
Who sleeps in your bed with you?

41 EXT. ATLANTIC CITY CASINO - NIGHT

MOVING VIEW ON HELICOPTER
at night, revealing Atlantic City. CAMERA PANS the neon
rooftop, as an Agusta twin-engine helicopter lands on the roof
of an Atlantic City casino.

42 INT. HELICOPTER

CLOSE ON MICHAEL
Deep in thought. It's Vincent's first helicopter ride.

43 EXT. ATLANTIC CITY CASINO ROOF - NIGHT

MED VIEW

Michael, Vincent, and Neri step out onto the roof, are met by several businessmen who escort them below.

44 INT. LUXURY SUITE - NIGHT

Hotel people are staffing the bar. Televisions are set up with basketball games and other sporting events. There is a large terrace, with food and drinks; even a barbecue set up outside.

Present are members of the Commission: Don Altobello, LEO CUNEO, FRANK ROMANO, the West Coast Mafia chief, MATTY PARISI who controls the Southern states and ALBERT VOLPE who controls the Midwest. There are a few women. A lot of players who are old friends getting together.

At the center is Joey Zasa, with bandage on ear, and 'The Ant. Joey's suits are hand-cut and his hair is razor-styled. Wherever he goes he is accorded prolific courtesies. People hold doors open for him, help him put on and take off his coat and hold umbrellas over his head.

Michael enters with Vincent and Neri -- it sets a slight tremor through the room. Altobello looks like an angel in a painting. He is introducing people and playing the peacemaker. He looks up and sees Michael. The women leave with the bartender and waiters.

ALTOBELLO

Michael -- you're here. Welcome.

Michael looks over the faces in the room. Something is up.

MICHAEL

Hello Frank -- Matty. A nice party, I hope the hotel is taking care of everyone.

ALTOBELLO

Grazie, Michael Corleone, a thousand blessings. We've trusted you to manage our money in the casinos in Vegas and here in Atlantic City. It hasn't even been twenty years. Now you've sold the casinos and we will split up our shares -- and you've made us a fortune. Bravo, Don Corleone.

Everyone in the room gives an earnest round of thank you applause to Michael, who acknowledges it.

MICHAEL

I thank you. We have some unpleasant business for the meeting, but first I have a little surprise. Al.

He motions to Neri. Neri reaches inside his jacket and takes out a stack of very striking envelopes with names typed on them. Michael takes the envelopes and starts handing them out to members of the Commission.

MICHAEL

(handing them out)

Leo Cuneo. Frank Romano, Matty Parisi and our dear friend Don Altobello. These are your shares in the profits in the casinos. I cut all the red tape so you could get your money right away.

Members of the commission are ripping open their envelopes and are obviously overjoyed. Joey looks on enviously, he does not get an envelope.

CUNEO

(staring at check in awe)

Fifty million dollars.

MICHAEL

(hastily)

Not everybody gets the same. It depends on how much you invested and how long. You'll all get the accounting and legal papers soon.

Cuneo eyes Parisi's check enviously.

CUNEO

How much did you invest?

PARISI

(defensively)

I don't remember.

But they are all very pleased with their checks.

ALTOBELLO

Michael, you are blessed.

MICHAEL

(clearly)

Friends --I've come here to tell you our business together is done. We have prospered, and now it is time to dissolve the business relationship between us. That's it.

(pause)

Also -- you all know Joey Zasa. He is, I admit, an important man. His picture is on the cover of the New York Times Magazine. He gets the Esquire magazine award for the best dressed gangster. The newspapers praise him because he hires blacks into his Family, which shows he has a good heart. He even appeared on 60 Minutes on TV to explain he only sells fish. He is famous. Who knows? Maybe he will make you all -- popular.

There is such contempt and derision in this speech that the audience is sobered. The checks disappear, their faces become stern.

VOLPE

Our security depends on not being known.

CUNEO

I still live in the same house I bought forty years ago. I still drive my old Caddy. I get my suits at Barney's.

PARISI

Popular? Never show your money.

JOEY

My family has done a lot of the hard work, taken many risks. All to make money for the other Families. It's true I make more of a bella figura, that's my nature. But I also want to make a move into legitimate enterprises. I want to buy a seat on the Stock Exchange. Sure I take blacks and the Spanish into my Family, that's America.

MICHAEL
And you guarantee there are no
drugs in those neighborhoods.

JOEY
I don't guarantee that. I
guarantee I'll kill them if
they do.

MICHAEL
(smiles subtly)
If every drug pusher in this
room dropped dead, I would be
the only one alive.

Silence. They are intimidated by Michael's cold delivery.

ANGLE ON DON ALTOBELLO
A saint, a peacemaker.

ALTOBELLO
(gently)
Excuse me, Joey is young and
inexperienced. He needs
sometimes to hear some good
advice about his future.

VOLPE
I agree. No one here wants to
offend the Corleones.

ALTOBELLO
(sweetly)
Let me talk to him.

He gestures that Joey should step out of the room with him.
Parisi and the others nod their heads.

MICHAEL
(smiling)
Who can refuse Don Altobello?

Joey turns to face the group.

JOEY
(derisively)
I say to all of you that I have
been treated today by all of you
without respect. I've earned you
all money. I've made you rich.
And I asked for little. Good,
you will not give? I'll take.
And as for Don Corleone, he makes
it clear today, he is my enemy.
You must choose between us.

As Don Altobello is about to leave room with Joey, he stops at the door and gazes at Michael with a sad affection.

ALTOBELLO
Michael, come with us. Let's
reason together. Come. We can
agree.

MICHAEL
No.

VIEW ON VINCENT
Nothing escapes him.

ALTOBELLO
Come.

Michael shakes his head no. Vincent is watching Altobello. Altobello gives a regretful smile and he and Joey exit.

MED. VIEW MOVES IN ON MAFIOSI as they leave.

PARISI
Michael, the news flies
everywhere. Everyone says you
are taking over International
Immobiliare.

ROMANO
But you won't let us draw water
from the well.

VOLPE
We should wet our beaks a
little.

ROMANO
What of our friendship?

Slowly, the men feel something. The room begins to shake. Glasses begin to jingle; the spoons against some cups. Now the older Mafiosi begin to feel it, and they are terrified.

45 INT. HALLWAY - NIGHT

VIEW OUTSIDE THE ROOM
Hands locking doors.

46 INT. LUXURY SUITE - NIGHT

VIEW ON VINCENT
Notices, senses something, moves to Michael.

NEW FULL VIEW

Now the shaking becomes worse, as the men scurry onto the balcony.

47 INT. HALLWAY - NIGHT

CLOSE VIEW

Handcuffs are snapped on two doorknobs.

48 INT. LUXURY SUITE - NIGHT

VIEW ON THE BAR

Bottles and glasses shaking.

VIEW ON VINCENT

pulls Michael under a door jamb.

The helicopter noise becomes terrible, and then a hell fire of machine gun bullets rain down through the canopy of the suite's porch area, where many of the Mafiosi had run. Bodies are riddled by machine gun fire. Bullets strike the food, the barbecue.

The HUGE BLACK SHADOW of a helicopter appears on the clouds.

VIEW ON VINCENT

moves Michael from the safety of the door-jam through the monstrous carnage. Bullets continue to tear into everyone and everything. Vincent dispatches anyone in his path as he deliberately works his way towards the door. A volley of shells tear towards he and Michael.

VIEW ON CHANDELIER

shattering, then falls.

VIEW ON THE AGED MAFIOSI

shouting, panicking, trying to escape but to no avail -- they are cut down. Neri can't make it to Michael -- is pinned under a falling object.

VIEW

The door flies open, and Don Altobello comes rushing in, shrieking.

MOVING VIEW

Vincent instantly grabs a BODYGUARD and uses him as a shield for the flying bullets. Discarding the corpse, Vincent cautiously leads Michael through the double doors of the top floor luxury suite.

49 INT. ELEVATOR - NIGHT

Elevator doors open. Inside is a WAITER, who is taken by surprise as Vincent jumps from around the open door and blasts him with a blow to the face. The waiter flies back against the back wall of the elevator. Vincent pulls Michael inside and jams the "door close" button, never slowing as he turns back on the waiter. Grabbing him by the jacket, Vincent smashes his head into the elevator wall again. The waiter is out cold, never having seen Vincent's charge -- Michael Corleone.

Quickly, Vincent removes his jacket and tie. He then pulls the waiter's attire off, revealing a shoulder holster.

VINCENT
He must get big tips.

By the time the elevator reaches the basement parking area, Vincent is outfitted as a waiter.

50 INT. BASEMENT PARKING AREA - NIGHT

When the doors open, Michael is nowhere in sight and Vincent is behind the pushcart. Vincent finds a suitable getaway car -- kicks window in.

The lights and horn start blasting. Within seconds, Vincent waits for a response -- eerie quiet -- no footsteps -- no shouts. Vincent returns to business. A 30 second hot wire job -- with sparks and all. Michael is placed in the back seat flat down. Vincent takes the wheel and follows the EXIT signs up one level then another towards "daylight".

51 INT. PARKING MAIN LEVEL - NIGHT

On the main level, there is a great deal of activity. The news of the atrocity is out. Vincent races for the EXIT.

52 EXT. ALLEY - NIGHT

Vincent heads into an alley, trying his best to keep the car in a straight line. He is about to turn onto a street when sirens and lights SCREAM down the street. Instinctively, he hits the brakes, douses the lights, and ducks down in his seat. Sirens and lights pass. Calmly, Vincent sits up, turns his lights back on and exits onto the street in the opposite direction the sirens were headed and blends into the world -- Michael Corleone is safe and unseen.

FADE OUT.

FADE IN:

53 INT. MICHAEL'S APT./KITCHEN - NIGHT

A stormy night. Neri is searching through the newspapers like a seasoned detective. Michael doesn't seem well. He is there with Vincent and ROCCO LAMPONE, an older caporegime. They all have newspapers. Also Connie and Dom. B.J. is there as well.

B.J.

We were lucky. No one knows you were in New Jersey -- the papers are full of names, pictures, but no mention of you.

MICHAEL

Grazia, Vincent.

NERI

The old dons were pretty much wiped out -- those who survived made deals with Joey Zasa.

MICHAEL

Altobello?

NERI

Had a stroke -- but survived. He's with his daughters in Staten Island. Going to retire to Sicily now.

MICHAEL

Joe Zasa wouldn't try this move without backing. He's just muscle, an enforcer. He doesn't have the wit for that helicopter attack. He doesn't even have the ambition to wipe out the whole Commission, and certainly not the balls.

VINCENT

I say we hit back. Hit Zasa.

Michael turns to B.J.

MICHAEL

B.J., Vincent is a nice boy, but he talks when he should be listening. And he says stupid things. Anyway -- let's talk later.

B.J.

Sure, Mike.

B.J. exits, Michael sees him out. Then Michael returns, annoyed.

MICHAEL

Never let anyone know how you feel.

(to Neri)

Send word to Joe Zasa -- I respect what he's done, the new overthrows the old. We should talk on his turf -- I'm a businessman, I want no further conflict with him.

VINCENT

(temper)

Tell him he can live or he can die.

MICHAEL

Shut up. That's it for now. Joey Zasa was never this smart, not in the old days, or operated on this high a level. He can't be doing this alone.

Michael is uncomfortable. His eyes wander. Turning to Neri.

The VIEW STARTS TO MOVE IN.

MICHAEL

Just when I thought I was out they pull me back in.

(to Neri)

Get the Twins.

NERI

The two best bodyguards.

MICHAEL

We'll need them.

(thinking)

Our true enemy has not yet shown his face.

The storm outside has continued throughout. MUSIC in. Michael rises, feels sick, then sits back down and shakes his head. He looks very ill. THUNDER hits.

VIEW TIGHTENS ON MICHAEL

MICHAEL
Please help me get out.

VIEW ON CONNIE
Very concerned.

CONNIE
Michael -- what is it? Are you
sick?

MED. VIEW
Michael rises, shakes his head. He can't breathe -- unloosens
his collar.

MICHAEL
Give me something, I am so sick.
Give me water, the only thing I
want.

Dom bolts out to get water. Neri is on the telephone, calling
Michael's doctor. Connie runs out of the room.

MICHAEL
(raving)
Run at thunder. Thunder can't
hurt; harmless noise, bullshit.
Deceitful old prick.

VIEW ON OTHERS
staring at him.

VIEW ON CONNIE
coming back in.

MICHAEL
Neri, I am so sick now.
(grasping at painful
eyes)
To be dreaded -- Fredo. Fredo.

Painfully he slumps back in his chair. Everyone is astonished
and intimidated by his rage.

FADE OUT.

FADE IN:

54 EXT. PARKWAY - NIGHT

MUSIC UP. An ambulance races across the park in the distance.
The sky is dramatic.

55 EXT. HOSPITAL - NIGHT

Some press have gathered outside, private guards have been hired to reinforce the hospital.
Dom hands out a family statement -- "Michael Corleone suffered a massive diabetes attack, on critical list."

DISSOLVE TO:

56 INT. HOSPITAL CHAPEL - NIGHT

Connie, Vincent and Neri. Connie is praying, Neri and Vincent talking.

NERI

(angry)

Forget about it, Vin. Sure I'd hit Joey Zasa but it's impossible. He's always mingling in crowds, in front of TV cameras -- always in his neighborhood. It's impossible.

VINCENT

Not impossible. You think he's going to let Uncle Michael survive this? Would you?

CONNIE

(turning)

He may not survive anyway. How can you do it?

VINCENT

I'd do it. I'd need great drivers.

NERI

The important thing is no civilians get hurt.

VINCENT

Guaranteed.

VIEW to Neri, exits, and then Connie. She lights a candle before the statue of the blessed virgin, begins praying.

VIEW TIGHTENS ON CONNIE AND VINCENT
Speaking in a whisper, she turns to him.

CONNIE

I raised that girl myself the first ten years -- the years she didn't see her mother.

VINCENT
Which girl?

CONNIE
You know which girl. Your
cousin. Mary.
(seriously)
She's young. If you fool around
with her --

VINCENT
I would never do that.

CONNIE
Michael would never stand still
for it. You don't really know
him.

VINCENT
I never thought of such a thing.
We just like to hang around
together. She teaches me
things...

CONNIE
You teach her things?

VINCENT
No, no.

She kneels, looks at him. Vincent kneels.

VINCENT
What do you think when you light
the candle?

CONNIE
I pray for my father's soul --
and Michael's.

Vincent takes out a zippo lighter; lights a candle.

VINCENT
That's for Sonny Corleone.

She crosses herself quickly, looks at him.

CONNIE
Go on.

He crosses himself awkwardly, she hugs him tight.

CONNIE
Okay, Vincent. God bless you.

DISSOLVE TO:

57 EXT. HOSPITAL - DAYBREAK

MUSIC -- Family Theme.

Vehicles and bodyguards. The Corleone family under siege -- hired private security guards.

DISSOLVE TO:

58 INT. HOSPITAL ROOM - DAY

VIEW ON KAY
approaching Michael. She is smiling sincerely, happy that he will survive.

VIEW ON MICHAEL
Pleased to see her.

She is alone. She has done everything to look well.

KAY
Michael.

MICHAEL
I didn't expect...

KAY
I brought these for you. Very recent pictures.

She nervously puts the pictures on his table. They are small, modest silver frames, each with a recent picture of Michael's daughter and son.

MICHAEL
(very moved)
Thank you, Kay. It means so much to me.

KAY
This is the first time I've seen you so helpless.

MICHAEL
(smiling)
It was good for me. I've grown wiser, I think.

KAY
The sicker you get, the wiser
you get.

MICHAEL
I'll be really smart when I'm
dead.

Silence.

KAY
Tony is doing so well. He's
getting wonderful notices, and
he makes his operatic debut in
Palermo this Easter.
(moved)
We're all excited.

MICHAEL
(lost in pleasant
thoughts)
A debut? That's wonderful. What
an honor. I won't miss that.

KAY
(emotional)
We all worried about you.

MICHAEL
(lowers his eyes)
That... I'd go straight to hell.

Long silence from Kay.

KAY
(changing subject)
Your kids are here.

MICHAEL
Both of them?

KAY
Of course.

Michael's face brightens. Kay walks to the door and opens it, both Tony and Mary come forward, relieved and happy to see their father will make it. Smiling. Ad lib warm greetings to him. Michael is suddenly filled with a rush of emotion, so happy to be alive and be surrounded by his family. He is not capable of shedding tears, he cannot speak well, so great is the love he feels for them.

59 EXT. NEW YORK CITY - DAY

THE NEW YORK MARATHON

in ethnic section of New York. People in the streets, blue collar workers, some blacks. A banner: One of the sponsors is "AMA," the "Antonio Meucci Association," with its telephone logo.

Joey Zasa comes out of his team clubhouse which has an American flag outside it. He emerges with a strut, best-dressed gangster. Has entourage of six men and a limo waiting. Numerous people bypass others on the street and go directly to Joey and kiss him.

SPECTATOR 1

How are you, Joe?

SPECTATOR 2

Nice day, Joe.

SPECTATOR 3

You look good, Joe.

Joey waves and nods and smiles, accepting graciously the salutes of respect demanded by his position. He shakes hands with all his supporters, much like a politician campaigning.

Gives a wave, walks with The 'Ant through street to applauding crowd. Big Mike is on the alert.

(NOTE: Throughout the following sequence hundreds of runners are passing through the streets.)

A59 EXT. STREET - DAY

Joey is encouraged to walk amid the people. The 'Ant stays in the car.

B59 VIEW

A police horse is being led onto the street for crowd control.

C59 INT. ZASA CAR - DAY

MOVING VIEW

The 'Ant is further and further away. Joey feels safe as long as he thinks The 'Ant's with him.

D59 EXT. STREET

Joey walking -- Big Mike follows.

E59 OVER SHOULDER
A mounted policeman working his way through stalled traffic.

F59 EXT. RESTAURANT

The mounted policeman is one block away from a restaurant. We see a guy in a nearby doorway. He's got a walkie-talkie.

VIEW
Horse hooves on pavement.

G59 EXT. STREET

A bus swings in front of the Zasa car and hits it.

THE 'ANT

Jesus!

The 'Ant gets out. Enraged, a giant in the middle of the street roaring curses.

H59 VIEW ON MOUNTED POLICEMAN

A woman throws her coat over her ten-year-old daughter. Others throw themselves on the ground. The other bodyguard, the driver is wounded and is not particularly good with his pistol.

I59 EXT. OFFICE BUILDING

VIEW INTO STREET
Several of the gunmen run through the fair toward a getaway car. One speaking into a walkie-talkie.

Gunmen shoot The 'Ant and Big Mike.

VIEW ON THE 'ANT
His last gasp.

J59 VIEW
Joey running, when he HEARS the sound of hoofbeats coming closer to him. He looks up, turns around.

VINCENT AS A MOUNTED POLICEMAN COMING AT US

Suddenly, he holds out his arm rigidly and fires his revolver directly at Joey Zasa. Joey is hit and falls, almost getting trampled. He tries to get into an office building, blood splattering on the glass.

Traffic stands still on E. 46th Street and horns blare as gaping motorists and pedestrians block traffic.

VIEW ON JOEY ZASA
in a pool of blood on the concrete.

VIEW
Vincent galloping away.

FADE OUT.

BLACKNESS. MUSIC in, once again solo trumpet.

FADE IN:

60 INT. HOSPITAL SUITE - DAY

CLOSE SHOT
A big brass shield: "Vito Corleone Pavilion."

A very opulent penthouse hospital suite. Millions of flowers with get well cards. We discover Michael in bed but getting into silk bathrobe and pajamas. He looks terrible. Connie is putting slippers on his feet. He can stand up but he cannot walk without help.

Vincent appears in FRAME and Michael puts his arm around him and walks very slowly to an armchair.

The VIEW WIDENS and we see Neri and Lou Pennino and Rocco Lampane. Michael in armchair. He is in great pain but he smiles. Seems to be having trouble with his vision.

MICHAEL

Who would have thought after my
life that the real enemy was
inside my body?

CONNIE

Do you have enough pain
medication?

MICHAEL

No, I won't take it. It
scrambles the brain. Now listen
all of you, I have what they
call adult diabetes amyotrophy.
A couple of weeks here on their
drugs and I'll be okay. But
they tell me I have to avoid
stress.

CONNIE

Don't worry, we'll handle
everything.

MICHAEL
I've decided. Vincent takes my
place during this crisis. He
will run the Corleone Family.
His orders are my orders. Neri,
I know the job should be yours,
but I have my reasons.

NERI
You're my boss. I obey.

VIEW ON CONNIE
seeing Vincent rise beyond her.

CONNIE
You'll make Vincent too big a
target.

She hesitates. Michael gives her a Godfather look. She stops.

MICHAEL
In two weeks, I'll be better.
I'll make myself better. Then
we all go to Italy. We have
business with the Vatican bank.
(making a joke)
And then I retire and live an
unstressful life.
(looking at Vincent)
Vincent, you and Neri and
Lampone are my rear guard. Keep
me safe.

VINCENT
Nothing will happen to you.

MICHAEL
Connie, Vincent, if something
should happen to me, remember
that the International
Immobiliare is to be used as a
legitimate instrument.

Bodyguards at the door allow nurses to bring in more flowers.
They take Michael's temperature and pulse. They leave.

VIEW TIGHTENS ON MICHAEL
ravaged by diabetes.

MICHAEL
Neri, old friend. Be loyal.
I'll reward you.

NERI
Just get well.

MICHAEL
That's it, then. Rocco?

LAMPONE
Get well, Don Corleone, that is
all I wish.

MICHAEL
(makes show in
front of others)
Vincent, you made the wrong move
killing Joey Zasa.

VINCENT
You were too sick to make a
decision. I had the okay from
Neri and Connie.

There is a long pause.

MICHAEL
Connie?
(looks at her)

VINCENT
It was the right decision.

MICHAEL
It was not what I wanted.
(pause)
Vincent, help me to bed. I want
to speak to you alone for a
moment.

The others leave. Vincent helps Michael take off his slippers
and bathrobe. Vincent sits on the bed. He knows what Michael
is going to say.

VINCENT
I had to protect you and the
Family.

MICHAEL
And Neri and Connie agreed.

VINCENT
Yes.

MICHAEL
It's done.

MUSIC in. "Waltz."

MICHAEL
(sighing)
Vincenzo, that undertaker
Bonasera worked all night
piecing my brother Sonny
together. So my mother could
look at him. I didn't want you
to be a man like him.
(pause)
When they come, they'll come at
what you love.

Vincent arranges the covers of the bed carefully over Michael.

VINCENT
I'm protecting what I love.

DISSOLVE TO:

61 INT. HOSPITAL HALLWAY - DAY

Don Altobello comes into hospital suite, embraces women who are leaving. This should be sincere. They love Altobello. He loves them. Then Altobello enters hospital bed area.

62 INT. HOSPITAL ROOM - DAY

Don Altobello joins Michael and Vincent. He walks with difficulty, one side seems slightly paralyzed.

ALTOBELLO
(Sicilian)
My dear, dear Michael. My poor,
poor Michael. I come to help you.

MICHAEL
(moved, in Sicilian)
My beloved Don Altobello.

VIEW ON VINCENT
stonefaced as Altobello and Michael are awash in sentiment.

DON ALTOBELLO
Your health is everything. The
treasures of this world are
nothing. Let me help you. Who
are your enemies, I will destroy
them. Is there work you have to
do? I will do it. Do you need
money? Mine is yours. Tell me.

MICHAEL
Your voice, your tears, your
prayers, they are enough.

ALTOBELLO
Michael, you must lead another
life. You have everything a man
could desire. It is time for
you to retire.

MICHAEL
I have responsibilities.

ALTOBELLO
The International Immobiliare.

MICHAEL
Yes. What do you know about
those pezzonovante in Italy?

ALTOBELLO
I'm too old for those new
people. I must accept my old
age and grow my olives and
tomatoes.

MICHAEL
We're not that old.

ALTOBELLO
But you are very ill. Let me
see what can be done. Let me
work to make your path a little
easier.

MICHAEL
Your friendship does that
always.

ALTOBELLO
That makes me happy.

MICHAEL
(looks at him)
Joe Zasa. You were wrong about
him.

ALTOBELLO
I trust too much. That has
always been my fault.

MICHAEL

Yes. Don Altobello, you were my father's friend. You have always been a friend of the Corleone Family. And yet in these past few years we have drifted apart.

ALTOBELLO

A man grows old, he lives in his memories, he grows apart from the world.

MICHAEL

But not you, you have your hand on many strings even now. Let us see more of each other. We go to see Tony sing in Sicily. Join us there as my guest. Who would have thought a Corleone would be an opera singer.

ALTOBELLO

Destiny. A blessing from God. I accept. I will see you there.

MICHAEL

In Sicily.

ALTOBELLO

In Sicily.

VIEW ON VINCENT

Stonefaced. Maybe he hates both of them. He leaves.

MUSIC up.

DISSOLVE TO:

63 INT. MICHAEL'S APARTMENT/LIVING ROOM - DAY

Michael is much better. Mary comes in to visit him. She has a beautiful new bathrobe and pajamas for him. Michael kisses her.

MICHAEL

They are beautiful.

Michael puts on bathrobe, walks by himself to armchair.

MARY

You're so much better.

MICHAEL
The drugs, the bed rest.
(smiles)
And no stress.
(pause)

You're a very warm-hearted girl,
you always were. I hear you're
fond of all your relatives,
especially your cousin.

MARY
Oh, Vincent, yes. I love him.

MICHAEL
He's a first cousin. You can't
marry.

MARY
Marriage? I mean, I just love
him. I like him.

MICHAEL
He's a dangerous man to love.
He's a dangerous man to be with.

MARY
So were you.

MICHAEL
And you know what happened.
Your mother. We ruined each
other's lives.

MARY
She doesn't feel that way.
She's happy now.

MICHAEL
(irritated)
Fine. It's you I'm worried
about. Don't see Vincent
anymore.
(it's an order)

MARY
No.

MICHAEL
He's not for you.

MARY

You're my father and I love you
and I read all these stories
about what you did. Horrible
stories. And I still love you.
You'll always be my father.
You say Vincent is dangerous,
but he's no danger to me. If I
can love you why can't I love
him?

Michael sighs and then smiles at her. He closes his eyes.
She is a joy to him.

MICHAEL

Are you coming with us to
Sicily?

MARY

I'm dying to see it, where the
family came from.

MICHAEL

And Tony, how is he?

MARY

He's doing great... everyone's
saying he's going to be the next
Caruso.

He hugs her and she leaves. He daydreams.

MICHAEL

(to himself)
In Sicily.

FADE OUT.

FADE IN:

64 EXT. PALERMO - DAY

"Intermezzo." Early morning MONTAGE:

The city of Palermo on a bright sunny day. The camera travels
over its cathedrals, the Greek and Arabic architecture of its
buildings, the opera house.

DISSOLVE TO:

65 EXT. PALAZZO GARDEN - DAY

Behind the palazzo there is an enormous garden enclosed by a round curving wall and in that garden there is a huge party going on. Large tables covered with brightly colored huge umbrellas seat at least eight people at each table.

On a great marbled terrace of the palazzo sit the important characters of our story. At one table is seated Michael Corleone and his family. These include: Tony, Mary, Kay, Connie, Andrew Hagen, and Johnny Fontane. There is also Vincent who sits a little apart from the others but next to Connie. Neri sits with Vincent. Then CAMERA MOVES over the garden and we see the Archbishop at a table with his advisors and assistant. At another table is Don Altobello with Don Tommasino, having a great time.

66 VIEW

On the side of the garden against the wall is a platform on which a SMALL ITALIAN BAND plays opera selections. The band gives a flourish and the people in the garden stop talking.

Michael Corleone gets up and addresses the people in the garden as he raises his wine glass.

MICHAEL

I want to introduce to you Don Tommasino, my protector many years ago here in Sicily. The man I most admire, respect and love.

Don Tommasino raises his glass of wine to acknowledge the compliments. His introduction is a mere formality. He knows most of the people present.

VIEW ON MICHAEL

MICHAEL

I have invited you here to celebrate my son's first appearance in an opera house. One week from tonight, he will sing in the Teatro Massimo. Cavalleria. You will all receive tickets.

67 VIEW

Michael approaches Don Tommasino's table, and Don Altobello's.

MICHAEL
Don Tommasino, allow me to
introduce my nephew, Vincent.
He is the son of Santino.

DON TOMMASINO
A handsome fellow.
(smiling)
If you ever need a place to
hide, come to my home. Eh,
Michael?

MICHAEL
No place better.

DON TOMMASINO
Congratulations. Your son
singing in the Teatro Massimo.
What an honor. And you, my
young Vincenzo, do you sing too?

This is good-humoredly sardonic. The Don knows very well what
Vincent does.

VINCENT
No, I help with the family
business.

In true Sicilian style he kisses the hand of Don Tommasino.

VINCENT
I kiss your hand, Don Tommasino.

DON TOMMASINO
Bless you. Bless you.

68 EXT. PALAZZO GARDEN - DUSK

MED. VIEW

Tony, a real favorite of the family, gets everyone's attention.

TONY
Dad... Dad. I have a present
for you.

Michael is happy to be with his family.

MICHAEL
A present for me. Give it to
me.

Tony moves to the little combo that has been playing for them,
takes the guitar. Kay looks on approvingly from her table.
He begins to play a Sicilian love song.

TONY
(playing harp figure
on guitar)
It comes from the town of
Corleone. I learned it for you.

He begins to sing, to his father, in a soft tenor voice.

TONY
Parra chiu' alleggiu e nuddu
ni senti; U nostru amuri u
vivemu io e tu,
Nuddu sapi a verita'...

CLOSE ON MICHAEL
Everyone is charmed, but Michael has an emotional reaction.

MICHAEL
No. It's nothing. I know the
song. Go on, Tony. Sing.

Tony goes on. The guests are moved.

TONY
Mancu u cielu chi ni vadda i
dassupra, Cu 'ttia io resto...
Amuri mei, sempri accussi...

Tony happily finishes the song. All there are very moved. He
looks to his father for approval.

MICHAEL
(emotional)
Tony, I'm proud of you.

Don Altobello stands up. He raises his glass.

ALTOBELLO
Let us all drink to Sicily. And
to its children and its children's
children. Let us drink to Don
Tommasino, let us drink to the
memory of Don Vito Corleone, may
he rest in peace. And to his son
Michael Corleone. And then
finally to the fruit of all this
let us drink to Anthony Corleone,
an artist, who will bring us all
pleasure tomorrow night when he
sings in the greatest opera house
of Sicily. Drink to Anthony
Corleone. In his glory are we
blessed and redeemed from the
misery of this earth.

69 EXT. PALAZZO GARDEN - NIGHT

VIEW

Michael goes to the Archbishop's table.

MICHAEL

I'm very grateful you came down
for this party.

ARCHBISHOP

With pleasure. Your son's
singing warms my heart.

MICHAEL

I've sent you tickets for
Anthony's performance. I hope
you'll be able to attend.

ARCHBISHOP

I'm afraid not. The Pope is
quite ill, and I must be in
Rome.

69 VIEW

At a small table just below the terrace are seated the Twins.
They are watching everything very carefully. They stand up
casually as if to stretch their legs by walking around the
garden.

70 EXT. PALAZZO GARDEN - ANOTHER AREA - NIGHT

Vincent and Mary leave the party to walk the part of large
garden where no one will see them.

MARY

Will I see you after this is all
over?

VINCENT

I want to. Wherever you say.

MARY

Have you ever been to Paris?

VINCENT

No. I haven't been to Paris or
London or Berlin or Hong Kong or
Tokyo. I'll go to any of them
to be with you.

MARY

Will you meet me in Paris after
Tony's opera?

VINCENT

Yes. But you can't tell your
father.

MARY

Why not? He'll find out anyway.

VINCENT

I don't mean tell him now.
That's very important. Tell him
afterwards.

MARY

I know he doesn't like the idea
of our seeing each other.
Besides our being first cousins.
What is it?

VINCENT

Well, I work for him.

Mary kisses and embraces him.

MARY

So do I.

VINCENT

It's a little different. You
give his money away. I sort of
protect it.

MARY

You mean there's some trouble?

VINCENT

There could be. But it should
all be over soon. I just don't
want to add to his worries.

MARY

Vincent, what is it. What
trouble?

VINCENT

Nothing we can't handle.

(kisses her)

In a week from now, we'll be
together in Paris.

(kisses)

Don't worry. Please don't
worry.

71 EXT. PALAZZO GARDEN - NIGHT

VIEW TABLE ON TERRACE

They all listen to the singing. A SERVANT brings a phone to Kay.

SERVANT
Telefono, Signora.

Kay picks up the phone. She moves a slight distance away.

CLOSE ON MICHAEL
watching her.

KAY (O.S.)
(on phone)
Oh darling, when does your
plane arrive? (listens)
Oh that's terrible. It would
have been so much fun to have
you here. Yes, I do understand.
I love you, I'll call you
tomorrow.

She hangs up phone. Turns to Michael.

KAY
Douglas' jury trial will go
another week at least. I'm
sorry.

MICHAEL
Would you like to take a little
trip around Sicily?

KAY
Will you have time?

MICHAEL
Sure.

Tony is singing "E Vui Durmiti Ancora" Everybody in the garden
joins in and hums along. Candles are lit for the evening.

CLOSE VIEW ON MICHAEL

FADE OUT.

FADE IN:

72 EXT. ROME - VATICAN MAIN GATE - DAY

Bells toll. The main gate of Vatican City inside Rome. This
main gate is manned by SWISS GUARDS in fancy uniforms.

Through these gates come Michael, Vincent, Neri and B.J. in a car. It is a border to a foreign state.

73 EXT. VATICAN BLDG. - DAY

They get out of the car. Michael sees how sober the guards are, listening attentively to portable radios. People are running. Press are leaving, having gotten a briefing on the death of the Pope.

MICHAEL
(to journalist, Italian)
What are they saying on the radio?

JOURNALIST
(Italian)
Pope Paul has died. The Pope is dead.

They enter the building.

DISSOLVE TO:

74 INT. VATICAN BANK BOARDROOM - DAY

The walls are covered in a 16th century painting of the world.

CLOSE VIEW

on the painting of North America over which is painted in fine renaissance hand, "America." VIEW LOOSENS and we see the board members; GIORGIO LUPO, LUCCHESI, BERLIOSCO, Keinszig. Also Michael, Vincent, the Archbishop, and B.J..

KEINSZIG
Our purpose in this meeting was to ratify the motion passed by our shareholders in New York. But now the matter has become more complex, and...

B.J.
(angry)
My client was certain that we had an agreement. This meeting was merely a formality.

LUPO
We, too, had an agreement -- and it was made many years before you were born.

BERLIOSCO

Before any of us were born. You Americans have little feeling for the way these things operate. The International Immobiliare, however, has its roots in the European tradition; ours is another world, we do things differently here. Please try to understand.

MICHAEL

(furious)

I understand perfectly. Your tactics are despicable.

LUCCHESI

That's quite an indictment, coming from a Corleone.

VIEW

The Archbishop, shaking his head.

ARCHBISHOP

Gentlemen, gentlemen...

LUPO

My family have been bankers in the Vatican for more than a century. My father and grandfather sat on its board before me. What were Mr. Corleone's ancestors doing for this organization -- or for the church -- a century ago?

VINCENT

That's the past. We're talking about here and now. We own the International Immobiliare, and we just came here to pay our respects.

ARCHBISHOP

This kind of discussion is unnecessary. We need to do what is best for the future of this organization. The Pope's death has complicated matters... I feel we should rest, and reconvene in two weeks' time.

VIEW ON MICHAEL
Cold and steely.

75 EXT. VATICAN HALLWAY - DAY

Michael corners Archbishop in hall outside of meeting.

ARCHBISHOP

Please, a little patience.
This is a brief delay, nothing
more.

MICHAEL

(very coldly)

I have always run my businesses
on a very personal level. I
regard my most important
business dealings as personal
relationships. I say this to
you very clearly. You have
betrayed me on a very personal
level. Do you understand what I
am saying?

Michael regards him with his cold eye and the Archbishop is
very nervous.

76 EXT. VATICAN - DAY

MOVING VIEW

Michael and his group are shown out. They walk without
speaking, the MUSIC building.

MICHAEL

We are back with the Borgias.

Michael and his group walk for a while. BELLS are TOLLING.
People are gathering, crying over the death of the Pope.
VIEW on newspaper headlines, proclaiming the death.

FADE OUT.

FADE IN:

77 EXT. VILLA OF DON TOMMASINO IN SICILY - DAY

Michael and DON TOMMASINO are seated under the tree that is in
front of Don Tommasino's house. The house in which Michael
lived in when he was in exile in Sicily. They are seated at a
wooden table which holds a bowl of olives and other huge wooden
bowls and platters holding a variety of food, also some bottles
of wine. Don Tommasino is in his nineties, in a wheelchair.
He is eating with a hearty appetite for a man so old, but he is
also listening intently. Michael sips wine but doesn't eat
much though Don Tommasino urges him on.

Off in another part of the garden we can see the two Best Bodyguards and Vincent walking the perimeter of the garden. The conversation is in Sicilian.

MICHAEL

You see the fix I'm in. I know the Archbishop is stalling and something is wrong, but who can I go to? The other pezzonovantes of the Church will never hear anything against one of their own.

DON TOMMASINO

In my time we earned our money with our courage and we paid for our failures in the harsh currency of death. These new ones drain all of it with a stroke of the pen. I know nothing of them. I defy and defend my tiny world against them.

MICHAEL

Do you know anyone that can help me?

DON TOMMASINO

I know one man. He is a saint on earth.

MICHAEL

And who is that?

DON TOMMASINO

Cardinal Lamberto. He is the Cardinal of Venice. A wise and good man.

MICHAEL

Can you arrange for me to see him?

DON TOMMASINO

I remember him as a boy, he grew up in my little village in Sicily. Alas, our paths separated. But he will remember. He will see you.

MICHAEL

You'll arrange it then?

DON TOMMASINO
Of course. Michael, why don't
you buy a farm like me and live
this life. Here I am, a man
over ninety, and I'm happy and
healthy.

MICHAEL
(smiling)
I wish it were that easy.

MUSIC in -- "Winter Theme."

DISSOLVE TO:

78 EXT. OUTDOOR CAFE - DAY

Don Altobello and Vincent are sitting together in an outdoor
cafe.

ALTOBELLO
Mary is a beautiful girl. And a
good heart. And she's very fond
of you, never thinks of you as a
bastard side of the family.

VINCENT
I like her, too.

ALTOBELLO
But your Don, Michael, he's not
too pleased by this attachment.
That's a pity.

VINCENT
We're just friends.

ALTOBELLO
Have you thought about your
future? In a few years the
Corleone Family will have
nothing to do for a man like
yourself.

VINCENT
What does that mean?

ALTOBELLO
You are a man like your father,
Santino. You are a man like
your grandfather, Don Vito
Corleone. You belong in their
world. So, as I say, there will
be no place for you.

VINCENT

That's true.

ALTOBELLO

I can help you. After all, I can't change, not at my age. I still have work for people like you. A man who is strong, who doesn't faint at the sight of blood. A man who can rule a Family. But now is the time for you to make a decision.

VINCENT

What decision?

ALTOBELLO

Are you interested?

VINCENT

Yes. I'm interested.

ALTOBELLO

Then you must tell me now. Are you willing to give your first allegiance to me. Now.

VINCENT

And betray my Uncle Michael?

ALTOBELLO

Never. But to help him and help yourself. Michael is ill, he doesn't see things clearly, he makes enemies he should not make. With your help you and I can steer him in the right direction. Perhaps save him. Will you meet with me again and some of my friends so that we can make plans together?

VINCENT

And if things go right, I will have my own Family back home?

ALTOBELLO

You have my guarantee on that. You will be like a son to me. I always envied the Godfather his sons. Come, let's drink to our friendship. And who knows, if you and Mary marry, the Corleones will be great again.

They drink. Vincent is smiling at Don Altobello. It is a wolfish kind of smile. But we don't know which way he is really going to go.

DISSOLVE TO:

79 EXT. VENICE CANAL - NIGHT

MUSIC, descending, journey by water. Michael stands in a solitary boat moving through the mist in Venice. With him is Don Tommasino. The twins conduct the boat.

80 EXT. VENICE CLOISTER - DAY

Don Tommasino and Michael are admitted into the cloister.

81 INT. CLOISTER/LIBRARY - DAY

They are led into a small library where CARDINAL LAMBERTO is waiting for them. He is in the garb of a country priest and he greets them in the warm way of a fellow villager, not a prince of the church. He speaks English.

CARDINAL LAMBERTO
Don Tommasino, when will I hear
your confession?

DON TOMMASINO
Ah, I'm too old to sin.

CARDINAL LAMBERTO
But not too old for virtue, eh?
It is never too late to redeem
yourself. And this young man,
who is he?

MICHAEL
Michael Corleone.

CARDINAL LAMBERTO
Ah, yes. Your father was an old
friend of Don Tommasino.

MICHAEL
He requested this interview as a
favor to me.

CARDINAL LAMBERTO
Let's go out to the garden.
Soon I will have to go to Rome
to help elect a new Pope. Who
knows when I will be able to
plant my garden again. Come.
Come.

He leads them out into a beautiful garden with statues of saints and Greek fountains. They sit in stone chairs, or maybe marble. The garden is full of flowers. Also present is the Cardinal's assistant, a young monsignor.

CARDINAL LAMBERTO
Speak. If I can help you I will.

LONG SHOT
as Michael tells his story of the Archbishop and the Vatican Bankers. We do not hear them. Then we come in CLOSE on the Cardinal. He seems not to be listening but is playing with the flowers that grow around him.

CARDINAL LAMBERTO
If what you say is true, there will be a great scandal. I am myself been very skeptical of the financial arrangements these last years. I believe that the Church should be poor.

MICHAEL
I will do all I can to prevent anything from being made public.

CARDINAL LAMBERTO
And I will not. I am called to Rome, the Pope is dead and we must elect a new Pope. I will personally look into this matter. And I thank you for bringing it to my attention.

NEW VIEW -- RUNNING WATER

Cardinal Lamberto sighs, and then reaches down to some running water in the garden. He picks up a stone.

CLOSE SHOTS

CARDINAL LAMBERTO
Look at this stone -- it has been lying in the water for a very long time, but the water has not penetrated it.

He breaks it.

CARDINAL LAMBERTO
Look, perfectly dry.

CLOSE ON MICHAEL
receiving the two halves of the stone.

CARDINAL LAMBERTO
The same thing has happened to
men in Europe. For centuries
they have been surrounded by
Christianity, but Christ has not
penetrated, does not live within
them.

Michael is in some distress. He unloosens his collar and he is
very pale. The Cardinal notices this.

MICHAEL
Is it possible that I could have
a glass of orange juice or
anything sweet? I have a little
trouble with diabetes. My blood
sugar goes too low.

CARDINAL LAMBERTO
Certainly.

He rings bell and a young priest appears. Cardinal gives him
an order and the priest immediately brings glass of orange
juice and some candy bars on tray. Michael gulps the orange
juice and his symptoms immediately disappear.

MICHAEL
(apologetically)
When I am under stress this
sometimes happens.

CARDINAL LAMBERTO
I understand.

MICHAEL
To come to you on such a
delicate matter, an accusation
against your archbishop. It was
difficult.

CARDINAL LAMBERTO
How long have you been ill?

MICHAEL
The doctors tell me for many
years. But only lately has it
become so severe.

CARDINAL LAMBERTO
The mind suffers, the body cries
out.

(smiles)
We have had some saints who when
their minds suffered, flagella-
ted themselves to make the body
cry out. But that was in less
civilized times. Now the body
cries out without such help.

MICHAEL
(gazes intently into
the Cardinal's face)
That may be true.

CARDINAL LAMBERTO
(to Don Tommasino)
Could you leave us a few minutes
alone together?

Don Tommasino is wheeled out by the monsignor. The Cardinal
and Michael are alone.

CARDINAL LAMBERTO
Would you like to make your
confession?

MICHAEL
Your Eminence, I haven't made a
true confession for thirty
years. It would take up too
much of your time.

CARDINAL LAMBERTO
(smiling)
I always have time to save souls.
Just because I wear a red hat
doesn't mean I'm still not a
priest.

MICHAEL
(also smiling)
I'm beyond redemption.

CARDINAL LAMBERTO
That is the sin of pride. God
always calls, only pride refuses
his forgiveness. If you cannot
behold the living God without
hatred, then your hell is
voluntary.

The Cardinal rises from his chair and leads Michael to another
part of the garden.

EXT. CLOISTER GARDEN/ANOTHER AREA - DAY

Here there are two chairs with a screen of plants between them, a weird approximation of the confessional box in church.

CARDINAL LAMBERTO
I sometimes hear the confessions
of my young priests here.
Sometimes the desire to confess
is overwhelming and we must
seize the moment.

He hands Michael a candy bar he has palmed from the tray.

CARDINAL LAMBERTO
Maybe this will help you.

Michael is amused by this approach. He sits in a chair.

MICHAEL
What is the point of confessing
if I don't repent?

CARDINAL LAMBERTO
You suffer, that is enough for
now.

He sits down in the other chair.

MICHAEL
It's useless.

CARDINAL LAMBERTO
Do it to help me, if I save a
soul, heaven will give me a
credit. I hear you're a
practical man. What have you
got to lose?

Michael unwraps the candy bar and takes a bite. He speaks almost insolently.

MICHAEL
I betrayed my wife.

CARDINAL LAMBERTO
(staring away from
Michael)
Go on my son.

MICHAEL
I betrayed myself.

The Cardinal bows his head.

MICHAEL
I have killed men and ordered
men to be killed.

There is a long pause.

CARDINAL LAMBERTO
Go on my son.

MICHAEL
I ordered the death of my
brother. He injured me.
I killed my mother's son.
I killed my father's son.

Suddenly Michael is weeping. His voice breaks. The Cardinal
stares away impassively. Michael takes out a handkerchief and
wipes his eyes. The Cardinal murmurs a prayer and makes the
sign of the cross.

CARDINAL LAMBERTO
God will forgive you, never doubt
that. Your sins are terrible and
it is just that you suffer. Your
life could be redeemed but I know
you do not believe this. You will
not change. But remember this,
your sins will be forgiven
somewhere in eternity.

The Cardinal rises briskly to his feet as if he had heard the
most banal of confessions.

CARDINAL LAMBERTO
You see, you haven't lost any-
thing. And you feel better now.
Another glass of orange juice?

MICHAEL
No. I'm all right. Thank you.

FADE OUT.

FADE IN:

84 INT. VATICAN BANK - DAY

Vincent is brought by Don Altobello to meet the Archbishop.

ALTOBELLO
This is the hero who brought
Joey Zasa to his grave. If we
had known of his existence, we
would not have backed Joey.

ARCHBISHOP

You understand that Michael Corleone has become a great danger to the Catholic Church, and to the very country if Italy itself?

VINCENT

I can see that.

ARCHBISHOP

A great danger to the people around him... and to himself.

ALTOBELLO

Ahh -- he is lost, he is history. He desires things to be put to sleep.

CLOSE ON VINCENT

listening; his face does not betray his thoughts.

ARCHBISHOP (O.S.)

By whatever means. Do you understand? By whatever means.

ALTOBELLO

It will happen anyway. The means is already inside his family.

VINCENT

Who?

ARCHBISHOP

(smiles, no intention of telling)

His money is already lost; so much money has just disappeared as though it were dust.

ALTOBELLO

It will not go so far. You could always reason with the Corleones. You understand, Vincent?

VINCENT

Yes. And you guarantee my reward with more than words. Do you understand that?

ARCHBISHOP
There is not a man in our
"thing," whether of the state,
the church or business that does
not believe that valuable acts
must have their reward.

We REVEAL that Lucchesi has been seated in the shadows nearly
behind the Arras.

LUCCHESI
The reward will be greater than
you can imagine.

Vincent is in the presence of truly great POWER.

VINCENT
You can count on me.

DISSOLVE TO:

85 EXT. VATICAN COURTYARD - DAY

Altobello and Vincent move quickly past a large group of thirty
young priests. One of them is Andrew Hagen, who notices and
smiles -- trying to greet them. Then he stops.

FADE OUT.

FADE IN:

86 EXT. OUTSIDE MICHAEL'S PALAZZO - MORNING

A car is parked outside waiting. An open touring car. In the
driver's seat is a man dressed in Sicilian peasant style.
Cap on head, rough clothes, red bandana around his neck. He is
waiting patiently.

Servants come out of the house to put picnic baskets and wine
in the trunk of the car. Kay comes out dressed in picnic
clothes. She looks younger than in previous shots. With her
are her children, Tony and Mary. They are all next to the car.

KAY
I'll be back for dinner.
Where's Michael?

At that moment the driver lifts his cap and turns his head to
the camera.

MICHAEL
At your service, Signora.

Kay and Mary and Tony laugh as Michael goes into an imitation
of a Sicilian servitor, respectful but proud.

MARY
Have a good time.

Tony, his throat wrapped in a scarf, waves goodbye. Michael and Kay drive away in the snazzy touring car with its top down. Kay looks back and waves.

87 INT. CAR - DAY

They are driving in the countryside and Kay takes a long look behind them. She is thoughtful. Michael looks at the mountains, sheep grazing, colorful flowers, lemon trees.

MICHAEL
Beautiful.

KAY
Michael, we're really alone.
I don't see any bodyguards.

MICHAEL
(laughing)
I sneaked away. I wanted to have one day, just you and me like it was before the family troubles.

NOTE: All through this day Michael and Kay spend together the audience should be reminded that Michael is in danger. We see a band of men with Luparas but they are only hunters etc. The threat is always underneath the romanticism of the scenes.

KAY
Isn't that dangerous?

MICHAEL
Kay, I'm finally out of everything. Too late for you and me but finally I'm out.

88 EXT. ROAD - WEDDING - DAY

They come to a little village and they come upon a peasant wedding in progress. Michael stops the car for the procession and then drives on. A priest on a bicycle appears in the distance pedaling furiously toward them. We cannot see his features under his hat. There is a long sheath on the handlebars which could be a gun.

The priest approaches them on a narrow road. One of his hands picks up the sheath and suddenly we see it is a long bouquet of flowers which he waves at them in greeting as he passes by. He is obviously on his way to the wedding in the village.

89 INT. CAR - DAY

KAY

Did you have a wedding like that
when you were married in Sicily?

MICHAEL

Something like that.

They drive on without looking at each other.

90 EXT. LEMON GROVE - DAY

Then Michael parks the car beneath a grove of lemon trees.
They get out of the car. Michael takes the picnic basket out
of the trunk and leads Kay to a place deeper in the orchard
where there is a marble fountain.

91 EXT. FOUNTAIN - DAY

Running water and flowers growing all around. There is also a
Greek statue, almost in complete ruin but still beautiful.

KAY

Oh, Michael, it's lovely.

Michael unpacks the picnic basket, throws aside his cap.

MICHAEL

That's why I remembered it
after all these years.

KAY

Did you come here often?

MICHAEL

Yes, I used to go for long
walks with my bodyguards and
we rested here.

They arrange themselves on the ground to eat and drink the
bottle of wine that Michael has also brought.

KAY

Why did you get married here?
Were you madly in love?

MICHAEL

I didn't know if I would ever be
able to go home. I didn't know
if I would ever see you again.
I was sure you would never want
to see me. And I was lonely.

KAY
Was she beautiful?

MICHAEL
Yes.

KAY
You told me she died. Was that true?

MICHAEL
Yes.

KAY
Was she ill or was it an accident?

MICHAEL
Somebody planted a bomb in my car. She drove it before I did.

KAY
It's such a beautiful country and so violent.

MICHAEL
Yeah, they have more killings in one little village here than in the whole state of New Hampshire in its history. New Hampshire, I always loved that we knew each other when I was in college.

KAY
I remember when your biggest worry was passing your exams.

MICHAEL
I was really worried.

They are both silent. Then Michael accidentally spills some food on his clothes. Kay laughs. Michael takes off his shirt and goes to the marble fountain. Very carefully he washes his face and arms and scrubs his shirt. Then he comes back to where Kay is sitting and watching.

MICHAEL
Clean enough?

KAY
It will have to do.

92 INT. TOURING CAR - DAY

Michael and Kay in the open touring car.

MICHAEL

I'd like to make one more stop before we go back to Palermo. Okay?

KAY

Where?

MICHAEL

I want to visit Don Tommasino.

KAY

We have to be back in Palermo for dinner.

MICHAEL

We will.

They drive on into the hills of Sicily until they come to the guarded villa of Don Tommasino.

93 EXT. DON TOMMASINO'S VILLA - DAY

Guards at the gate of the villa recognize Michael and let him through. Inside the gates on the steps of the villa, they are greeted by another well dressed guard, CALO, Michael's old bodyguard when he was in Sicily. He recognizes Michael and greets him with a warm hug. Michael introduces Kay.

CALO

Don Michael. What a surprise. Unfortunately Don Tommasino is out but he will return soon. Will you wait?

MICHAEL

Kay?

KAY

We can wait a little bit. I could use a cold drink.

CALO

Certainly. Don Tommasino will be heartbroken if he doesn't see you.

They enter the villa.

A huge sitting room which has a large glass window through which we see the countryside. A woman servant brings in jugs of wine and glasses and a tray of Sicilian food appetizers. The servant leaves. Kay and Michael are alone.

They sit at table looking at the mountains of Sicily through big glass window.

KAY

This is the first time we've been close together since we were both in college. Really close.

MICHAEL

That was the whole idea.

KAY

No bodyguards?

MICHAEL

Do you see any?

KAY

No. Does that worry you?

MICHAEL

It's worth it.

KAY

Why?

MICHAEL

(smiling, kidding
yet serious)

Do you "dread" me today?

KAY

No. But I don't forget.

She taps her forehead in imitation of Vito Corleone.

MICHAEL

Yeah, my father used to do that.

KAY

This is dangerous for you. God, this is Sicily.

MICHAEL

I love this country.

Why?
KAY

MICHAEL
All through history, terrible things happened to these people. Terrible injustices. But they still expect good rather than bad will happen to them.

KAY
That's dumb. Sort of like me and you.

MICHAEL
How so?

KAY
I'm here, right? We have a bad history, and I'm still here.

MICHAEL
Ah, but with "dread."

KAY
Forget I said that.

MICHAEL
I can't.

KAY
It's just a word.

Michael picks up a knife and puts it to his heart.

MICHAEL
(kidding)
Give the order.

KAY
That's supposed to make me not dread you?

Michael puts the knife down.

MICHAEL
Opera. We're in Sicily. So. What do we do?

KAY
Let's try to be sensible. Let's not hurt each other again.

MICHAEL
(seriously)
I want you to forgive me.

MUSIC in. "Michael's Theme."

KAY
For what?

MICHAEL
For everything.

KAY
Like God?

MICHAEL
I need something a little closer.
(pause)
You couldn't understand back in those days. I loved my father. I swore I would never be like him but I loved him. And then he was in danger. What could I do? And then later you were in danger, our children were in danger. I did my duty. You were all what I valued most. And now I'm losing you anyway. I've lost you anyway. Then it was all for nothing. You have to understand, I planned a different destiny. No, I'll stop. This was supposed to be a happy picnic.

KAY
(coolly)
I won't hold it against you.
It was a lovely day.

MICHAEL
That's it?

KAY
(laughs)
That's the best I can do.

MICHAEL
(very agitated)
I've changed.

KAY
(very quietly)
For Christ's sake, Michael.
What do you want from me? We're
old. I have a husband. You have
your Family. What in Christ's
name do you want from me?

MICHAEL
I love you --
(half jokingly)
Don't "dread" me anymore.

KAY
Okay.

Michael pauses. He is on the brink of complete surrender.

MICHAEL
I want you to love me, I think.

KAY
You think?

MICHAEL
I haven't got anything else.

Kay doesn't answer.

MICHAEL
No, that's it. I haven't got
anything else.

Kay gets up and Michael leads her upstairs and down a hall to
the corner bedroom.

DISSOLVE TO:

95 INT. VILLA/BEDROOM - DAY

It is quite large and full of light, the soft light of very
late afternoon. Michael is overcome by memories of Appolonia.
Kay goes to the window to look out. Michael sits on the bed.

MICHAEL
This was the room I lived in for
two years -- thinking of you.

KAY
And then you got married.

MICHAEL
(quoting)
Better to marry than to burn.

Michael get up and stares out the window for a long moment.

MICHAEL
I never forgot you. I still
dream about you.

Kay is touched. She puts her arms around Michael and they
gently kiss.

MICHAEL
Take a little nap, I'll go
downstairs and wait for Don
Tommasino.

Kay goes over to the bed, takes off her shoes and lies down.
Michael lowers the shutters of the window so the room is dark.
He goes over to the bed and kisses Kay gently on the cheek.
She reaches up and holds him and finally they are in each
other's arms. They lie down on the bed together and make love.
The love scene should be more in remembrance of the tragedies
they shared than anything else.

FADE OUT.

FADE IN:

96 EXT. VILLAGE - DAY

The square of a small village. A festival going on: Don
Tommasino is attending the baptism party in a small Sicilian
village. He is the patriarch and the baby is brought for his
inspection. He blesses it and kisses the parents, accepts the
respectful homage of the crowd and then hands over a gift for
the baby.

Then his two bodyguards wheel his chair to a waiting car and
put him into it.

97 EXT. ROAD - DAY

The car with the Don and the two guards goes down a lonely
road. As it makes a turn it is stopped by a flock of sheep
just at a crossroads. One of the bodyguards gets out to shoo
the sheep out of the way. When he does so he is cut down by
gunfire. At the same time about ten men appear to surround the
car. Mosca is their leader. They are all carrying luparas.
Mosca opens both doors of the car so that the Don and his
remaining bodyguard can get out. Don Tommasino refuses to get
out. The bodyguard is disarmed and led away into the
surrounding forest. Another car pulls out of a sideroad. The
car stops. The door opens and Don Altobello steps out.

Altobello gets into the back seat of the other car so that he is sitting beside Don Tommasino. Meanwhile Mosca gets into driver's seat of car.

ALTOBELLO

Don Tommasino, it breaks my heart that after such long lives we have come to opposite sides.

DON TOMMASINO

We were never on the same side. You were a friend of the Godfather, may he rest in peace, but I never trusted you.

ALTOBELLO

You were always too old-fashioned. I moved with the times.

DON TOMMASINO

Another name for treachery.

ALTOBELLO

I come to you with a proposition. Withdraw your support for Michael. Tell your men not to work with the bastard Vincenzo.

DON TOMMASINO

And what is the carrot on your stick?

ALTOBELLO

Anything you ask.

DON TOMMASINO

I ask that your soul burn in hell forevermore.

ALTOBELLO

You know, Don Tommasino, you are not with the times. There's no loyalty anymore. Your men will come over to us.

(pause)

What are you, ninety-two? It's a shame, you could live a good many more years.

DON TOMMASINO
(laughs)
It's long enough.

Don Altobello leans over and kisses him on the mouth.

ALTOBELLO
Good-bye, Don Tommasino.

99 INT. VILLA/LIVING ROOM - DAY

Calo enters the villa and finds Kay and Michael waiting for him in the living room.

CALO
I'm sorry. Don Tommasino has not returned.

MICHAEL
That seems to upset you.

CALO
He left the baptism an hour ago. He should have been here by now.

MICHAEL
Have him call me in Palermo when he returns.

CALO
Yes, Don Michael. But I'm worried. Perhaps I should send some men with you back to Palermo.

MICHAEL
That's not necessary. Nobody knows where I am.

The preceding dialogue is in Sicilian so that Kay is again shut out and walled off from the family troubles.

100 EXT. VILLA - DAY

Calo escorts Kay and Michael to their car and the Villa Gates swing open. As Michael's car goes through we SEE two cars down the road. In them are the two Best Bodyguards who wait until Michael's car passes and then swing in behind it.

FADE OUT.

FADE IN:

101 INT. PALAZZO/LIBRARY - NIGHT

Michael, Neri and Vincent are meeting. Also present are the Twins and Dom.

VINCENT
We got the news just before you arrived. They found Don Tommasino in the mountains.

MICHAEL
Dead?

VINCENT
Yes. Shot.

MICHAEL
At the age of ninety? Christ.

VINCENT
Maybe we'd better look hard at those friends who are close to us.

MICHAEL
(exasperated. With a note of comedy)
I kept trying to go up in society. Where everything higher up would be legal. Straight. But the higher I go the crookeder it becomes. Where the hell does it end?

NERI
Once we get past this, you'll be in the clear.

Michael looks at Neri. Then turns to Dom.

MICHAEL
Dominic, do I have what I asked you to buy?

DOM
Yes, here it is.

He hands him a small white box. Michael hands the box to Neri.

MICHAEL
This is for you; Al.

NERI
Thanks, Mike. What is it?

MICHAEL
Open it.

NERI
Is it a watch?

MICHAEL
No, it's not a watch.

Neri opens the box. Inside is a dead canary. He looks at the canary, then at Michael. Michael motions to the Twins to frisk him.

MICHAEL
I thought you'd be the last person to betray me, Al. You break my heart. You stab my soul.

NERI
I was loyal to you for thirty years, Michael.

MICHAEL
You shouldn't have stopped.

NERI
You let Zasa take over the old neighborhood. It should have been mine. Now you pick Vincent over me.

MICHAEL
I had my reasons.

NERI
After thirty years, you put a kid over me.

MICHAEL
That's no reason for betrayal. There's no reason for betrayal, Al.

LAMPONE
Let's go, Al.

The Twins firmly get ahold of Neri.

NERI
So this is how it ends?

MICHAEL
This is how it ends.

NERI
How about if I just retire?

MICHAEL
You're going to retire, that's a
certainty.

The Twins exit with Neri.

MICHAEL
Let's be very careful now.
Vincent, have the opera house
covered with a lot of your men.
And instruct those bodyguards, no
show of force unless absolutely
necessary. I don't want Kay to
be... I don't want her to
remember.

VINCENT
They'll be like ghosts.

MICHAEL
(joking)
Good ghosts.

VINCENT
Yes.

MICHAEL
And I want Don Altobello, our old
friend, to be most welcome and
secure.

VINCENT
I take care of everything.

MUSIC in. "Godfather Waltz" with mandolin.

MICHAEL
Someday I want us all out of
this. You too, Vincent.

VINCENT
I don't want out.

MICHAEL
Nobody does what I want them to.

VINCENT
I like this life.

MICHAEL
You're your father's son.

VINCENT
Yes. I'll do everything you want me to do. I want only one reward. When you really retire, you help me keep the Family. That's all I want.

MICHAEL
I'm telling you it's the wrong thing. You don't know what it costs.

VINCENT
I'll pay.

MICHAEL
You're saying that is one of the prices I have to pay.

VINCENT
No. I do this because of what I am. I want to fight them all. I want the power.

MICHAEL
(resigned)
A man has only one destiny. Maybe my father was right. I promise you the Family.
(emotionally)
... but call yourself Vincent Corleone now.

VINCENT
(moved)
Thank you, Uncle Michael.
(pause)
I respect you above all other men. I grew up without a father, but I always thought of you as my father. My mother, all my aunts and uncles, those that spoke to the bastard, told me stories of how you saved the family, how you avenged my true father. I have always loved and admired you for that. So I want to say this. I am your son, command me however you will.

Michael smiles through his tears. Then:

MICHAEL
Give up Mary.

VIEW MOVES IN on Vincent.

FADE OUT.

FADE IN:

102 EXT. CAFE - DAY

Mary and Vincent are sitting at the table of an outdoor cafe near the market. They are a beautiful Italian couple and attract attention.

MARY
What a day -- what a wonderful day. Didn't we have fun?

VINCENT
Yes, we did.

MARY
Will you meet me in Paris after this is all over?

VINCENT
I don't know, Mary -- if I can.

MARY
Got other plans?

VINCENT
(thoughtful)
I don't know. Hey, I have one final treat. I've been saving this. Something really weird. But you have to promise you won't get all girly and faint.

MARY
I promise.

VINCENT
In Italian.

MARY
Io ti prometto.

DISSOLVE TO:

103 EXT. CEMETERY JUST OUTSIDE OF PALERMO - DAY

Vincent and Mary get out of car that holds driver and bodyguard. Another car with two other bodyguards behind them. Vincent and Mary go into the Capuchin Convent.

104 INT. CONVENT - DAY

A MONK is collecting money. Vincent pays and they descend into the catacombs.

~~105 INT. CATACOMBS - DAY~~

VIEW IN VAULTED CHAMBER

The mummified bodies of those who have been the most powerful people in Sicily. The mummies are attired in costumes of their day. A prince of the church, a Cardinal in full regalia. Beautiful women in elegant gowns. Some are encased in glass coffins or glass boxes, young women, young men. Children dressed formally. It is a startling sight. Mary seems focused on their troubled love.

VINCENT

Do people still do this? Have themselves buried this way?

MONK

No, not anymore. But people still come to see their ancestors. To pay their respects.

They leave.

106 EXT. CONVENT - DAY

They sit together on a stone bench in the convent grounds.

VINCENT

I'm sorry. I thought you'd like it. The real Sicily.

MARY

You're going to give me up, aren't you? I can feel it coming -- for my own good.

VINCENT

Why do you say that?
(bows his head)

MARY
What's the point? Why? To
honor something that's dead?

VINCENT
I must.

MARY
You really loved that room down
there. You really loved the
whole idea of it.

VINCENT
Yes, I did. I thought you'd
like it.

MARY
I didn't.

VINCENT
(pause)
I'm going to stay here for a
while. In Sicily. Maybe it's a
good time to not see each other.

She becomes emotional.

MARY
Oh no, no, no. I knew it would
happen.

VINCENT
It had to --

MARY
I know what will happen. You'll
find a wife here, just like my
father. You don't have to live
it out again. I hate these
things, your bodyguards, the way
you love Sicily.

She runs away. Vincent is left in the cemetery.

MUSIC in.

DISSOLVE TO:

107 EXT. SICILIAN HILLSIDE - DAY

Two men and a teenage boy are out hunting. We see the boy up
ahead of them, motioning for them to come look. We see the men
approach a body on the ground, look, then turn away.

We SEE Neri dead, with the canary in his mouth. Its feathers blowing in the wind.

FADE OUT.

FADE IN:

108 EXT. PALAZZO GARDEN - NIGHT

Kay is sitting alone playing an upright piano. She is looking at the mountains around Palermo. She stops playing, as Tony approaches. She rises up from her bench to greet him. She puts Tony's scarf around his throat. She is the fond mother overcome by memories.

KAY

All these years and this is the first time I've seen Sicily.

TONY

Where it all began.

He takes Kay's arm, and they walk, linked together.

KAY

Such a beautiful country.

TONY

Yes. I worry about my father. He's in trouble, isn't he? I thought that was all over years ago.

KAY

That's what he always said. Through all the years of our marriage, that it would be over. I waited and waited and it never was.

TONY

Did I do the right thing? It seems foolish to sing.

KAY

(laughing)

Your grandfather would approve. If he had been able to sing we wouldn't be in this fix. How's Mary?

TONY

Still crying in her room.

KAY
Does she talk to you about it?

TONY
No.

Michael and Vincent approach them.

MICHAEL
Good luck tomorrow. Cover your
throat. The night air won't do
it any good.

He embraces his son. Vincent remains off to the side.

TONY
So, cousin, aren't you going to
wish me luck?

VINCENT
Good luck, with all my heart.

Tony embraces him. Connie approaches them.

CONNIE
Don't let me interrupt anything,
this will just take a second.

Michael starts to walk off with Connie.

MICHAEL
(to others)
Hurry back; we'll talk. We'll
talk.

Tony goes on his way to the house with Kay and Vincent.

109 NEW VIEW
Michael and Connie sit down. She takes out a small needle, and
begins to prepare it. She begins to give Michael the shot.

VIEW MOVES IN SLOWLY

CONNIE
I heard about Venice. That you
met the new Pope and made your
confession to him.

MICHAEL
It seemed a good idea. After
all these years.

CONNIE

We all depend on you, Michael.
We always have. You don't have to
confess your sins to a stranger.

MICHAEL

There was something about him.

CONNIE

Michael, what is it. Are you
that ill?

MICHAEL

No, I'm all right. I feel lousy
but that's the diabetes.

CONNIE

Then is there something else
wrong? Are you afraid of
something?

MICHAEL

Connie, we can't be lucky
forever.

CONNIE

You were lucky, I wasn't.

MICHAEL

Okay, then I can't be lucky
forever. As I said, he was an
impressive man. He helped me.

Suddenly Connie reaches over to embrace Michael.

CONNIE

Sometimes I think of poor
Fredo's accident -- drowned, it
was God's will. And Lake Tahoe
is very cold. They say if a
person drowns in it, that the
body will remain mid-suspended
-- perfectly preserved. Some
say it will remain forever.

She finishes the shot, puts her things away.

CONNIE

Those were terrible times, maybe
it could have been different.
But that's all finished. Just
be strong now. We can't let the
family be destroyed.

FADE OUT.

FADE IN:

110 INT. VATICAN CHAPEL - EVENING

MONTAGE OF PAPAL ELECTION:

CLOSE VIEWS ONLY

The conclave of CARDINALS, including Cardinal Lamberto, are sitting in rows of chairs in the chapel. The results of the fourth ballot are read:

CLOSE DETAILS OF SISTINE CHAPEL

CARDINAL

99 votes for Lamberto, 11 for
Siri, 1 for Lorscheider.

As the totals are announced, there is a tremendous burst of applause from the gathering. The CAMERLENGO cardinal approaches Lamberto.

CAMERLENGO

(to Lamberto)

Do you accept your canonical
election as supreme pontiff?

All eyes upon Cardinal Lamberto. He is astonished that he has been elected Pope.

VIEW MOVING CLOSER

CARDINAL LAMBERTO

May God forgive you for what you
have done in my regard.

(pause)

Accepto.

CAMERLENGO

By what name do you wish to be
called?

CARDINAL LAMBERTO

(pause)

John Paul the First.

The voting cards are stuffed into the antiquated stove, and the bianco (white) handle is pulled.

111 VATICAN - EVENING

VIEW from St. Peter's Square. White smoke comes from the chimney. Bells RING. A new Pope has been elected.

DISSOLVE TO:

A110 CLOSE UP
Cardinal Lamberto. The new Pope.

(AUTHORS' NOTE: IN ORDER TO PROTECT THE SURPRISE ENDING TO THE
STORY, THE NEXT 10 PAGES ARE AVAILABLE ONLY ON A NEED-TO-KNOW BASIS.
M.P. & F.C.)

FADE IN:

EXT. PALAZZO - NIGHT

Kay is sitting alone playing an upright piano. She's looking at the mountains around Palermo.

Tony comes in through the far corner of the garden and Kay rises from her bench to greet him. She puts Tony's scarf around his throat. She is the fond mother overcome by memories.

KAY

All these years and this is first time I've seen Sicily.

TONY

Where it all began.

He takes Kay's arm and they walk linked together

KAY

Such a beautiful country.

TONY

Yes, I worry about my father. He's in trouble, isn't he?

KAY

He's seen worse. Hell, I've seen worse.

TONY

Did I do the right thing? It seems foolish to say.

KAY

(laughing)

Your grandfather would approve. If he had been at the scene, we wouldn't be in this fix. How's Mary?

TONY

Still crying in her room.

KAY

Does she talk to you about it?

TONY

No.

Michael and Vincent approach them.

MICHAEL
Good luck tomorrow.

Michael embraces his son. Vincent leans off to the side.
Tony looks at him. Tony smiles.

TONY
So cousin, aren't you going to
wish me luck?

VINCENT
Good luck. With all my heart.

He embraces him. Music continues

FADE OUT:

FADE IN:

EXT. PALAZZO/GARDEN - DAY

The garden outside the house. Connie and Michael are sitting
beside each other. Michael is looking very tired and ill.
Connie is alive with energy.

CONNIE
I heard about Venice. You met
the new pope and made your
confession to him.

MICHAEL
Seemed like a good idea after all
these years.

CONNIE
Why? You think you're dying, Michael,
don't you? We all depend on you, we
always have. You don't have to
confess your sins to a stranger.

MICHAEL
There was something about it.
It somehow seemed the proper time.

CONNIE
Michael, what is it?

MICHAEL

No, I'm alright. I feel lousy
but that's the diabetes.

CONNIE

Is there anything else wrong? Are
you afraid of something?

MICHAEL

Connie, we can't be lucky forever

CONNIE

You were lucky. I wasn't.

MICHAEL

Kay and I can't be lucky.
As I said, he was an impressive
man. He helped me.

CONNIE

I forgive you, too. I married a
man who betrayed the family and I
was used so they could kill Sonny.
We can't weaken now. We can't let
Vincent. We can't let anything
happen. We can't let the family be
destroyed. We can't let the guilt
weaken us. Those were terrible
times. Maybe it could've been
different. You did terrible things,
I know. Just be strong now.

Michael kisses Connie and embraces her.

MICHAEL

That's all done. Don't worry,
I won't weaken.

(laughs)

I'll take care of everything.

CONNIE

I'll help. Vincent will help.

MICHAEL

(smiling)

Ah, Vincent. You know, the old man was right about something. He said, every man has one destiny. Now that is true about Vincent. But you know, a long time ago, I believed I had another destiny. The cardinal made me believe that again for one moment, that's all, finished. We can make believe it all never happened. Now we can be happy. Our children are safe and tomorrow we'll hear Tony sing. We'll all grow old together. And we'll just think of the times when we were happy. That's all we have to do.

(laughing)

It's a cinch.

EXT. TEATRO MASSIMO - NIGHT

Outside the opera house. Streets are jammed with people and cars. We see armed men in some of the cars in the corners of the square.

Vincent goes to each of the cars to give last minute instructions. He keeps watching the people in the square. He is very alert. He goes to the final car containing four men in police uniforms.

VINCENT

Remember, no shooting. Arrest them only and we'll get rid of them outside Palermo.

More cars arrive. Don Altobello's car pulls up. He gets out and goes up the steps. Vincent watches closely.

VIEW.

Michael, Kay, Johnny Fontaine, Connie and Mary get out of their long limousine. The driver of the limo is also very alert. Michael leads his party up the steps of the opera house.

KAY

(to Michael)

I keep making plans for him to become a lawyer or a professor or some kind of scientist. The one thing I never imagined him to be was an opera singer.

Connie waves at Vincent when she sees him in the street.

Connie

Hurry, Vincent, the opera will start soon.

VINCENT

I'll be right in.

As he speaks, a flock of about twenty young priests come up the steps, led by a big burly monsignor. We see that this is the hired killer. Mosca, who under the pretense of the young priests is giving the square a quick study. He sees the cars parked so they block all the entrances to the square. He sees Vincent studying his face, suspicious of him, so he hurries in but notes the four policemen get out of one of the cars, taking their posts on the steps of the opera house. The other police on duty seem a little different from these four. Mosca enters the opera house with his flock of priests, who chatter with eager anticipation. They are obviously what they seem to be, not part of any plot.

EXTERIOR, VATICAN CITY - EVENING

INTERIOR, POPE'S BEDROOM - EVENING

From over his shoulder, we see Pope Lamberto's hands folded together on the desk. Glasses are nearby, there is a cup of espresso and a glass of water on the table. His hands unclasp and he picks up his eyeglasses and turns them over and then puts them down. His fingers drum the table.

INTERIOR, OPERA HOUSE - NIGHT

People are settling into their seats. Michael and his party up front. Vincent comes in to sit beside Connie. Two sections away, Mosca is ushering his innocent priests into their seats.

Mosca observes Michael and gives him a speculative look. He sits down.

Vincent is seated so that he's guarding Michael's row of seats. He leans forward to see the man seated at the opposite end of the row. Their eyes meet and Vincent leans back.

BACKSTAGE.

Tony with conductor in theatre wings waiting for cue.

Tony is singing his opening serenade to Lola.

We watch the opening of the opera. Shots of Michael, Kay and the rest of the family applauding. Shot of Mosca and the priests. Camera on Vincent as at intermission he slips out.

CUT TO

INTERIOR, OUTSIDE POPE LAMBERTO'S BEDROOM - EVENING

Two priests walk towards the end of the hall, they walk fast, they're hunched over. There is tension.

INTERIOR, POPE LAMBERTO'S BEDROOM - EVENING

C.U. - Pope Lamberto's hands resting on the desk. We hear a knock at the door. After a moment, the hands unclasp and with the right hand he makes a movement to wave them in.

POPE

Sister, please come in.

The two priests come in, look at the sister. She points to two chairs and they sit down.

POPE

The matter is in the hands of those we trust.

He pauses, looks again at the other priests and then at the sister. She stands up as if to leave. Lomberto's hand rises to ask her to stay. She sits down.

PRIEST 2

(very quietly)
within twenty four hours.

CU - On Sister's face. She is pale with fright. Sounds of shuffling and we see the two priests get up and leave. The door clicks quietly shut.

Tight shot of the very front of Pope's face. We only see his eyes and his nose on the thumb and forefinger of his right hand. This is a gesture of sadness and resignation. The sister quietly stands up and leaves the room. Then we see Lombert's left hand coming down slowly on to the desk. This is a gesture of finality. We see the Pope's profile one last time in the evening light.

EXTERIOR, PALEKMO, ORFEO BANK BUILDING - DAY

Camera pans slowly upward, exterior of the building, pausing high on the window of the eighth floor. Vanni's face becomes visible through the net curtains. We see that he is clutching the edge of the curtains as if to protect himself.

EXTERIOR, VATICAN BALCONY - DAY

We move in over a vast crowd of people to see Pope Lamberto stepping out slowly on the balcony. He begins the reading of the Easter Mass

INTERIOR, TEATRO MASSIMO - VIEW ON OPERA

The villagers come from church. Terito invites them to the tavern to drink. He lifts his glass to a toast.

INTERIOR, ORFEO BANK - DAY

Vanni is asleep, snoring. Hired bodyguard watching him attentively. He rises slowly, bringing a string of nylon twine out of his pocket. He slips this gently over Vanni's face and around his neck without waking him.

EXTERIOR, VATICAN DAY - DAY

CU - On Pope Lamberto. He raises his right hand

POPE
(Latin)
I nommeni...

INTERIOR, TEATRO MASSIMO - NIGHT

View of family present; Michael, Kay, etc.

View on opera.

Terido left alone with Alfio admits his guilt. Alfio draws blood on Terido's ear. CU - on bleeding ear.

EXTERIOR, VATICAN BALCONY - DAY

Pope Lamberto continues mumbling in Latin. In this and each successive shot we get closer to him.

EXTERIOR, TEATRO - NIGHT

Mosco raises his right hand holding the revolver. He aims at Michael.

EXTERIOR, VATICAN BALCONY - DAY

CU - On Pope Lamberto. The pope's hand falls slowly.

INTERIOR, BANK - DAY

The door bursts open. Vanni starts to wake up. Bodyguard pins him down. Two men seen only from behind leap on Vanni and cover his face with a pillow.

EXTERIOR, VATICAN BALCONY - DAY

CU - On Pope. His arm to the left.

POPE
Espiritu Santi...

INTERIOR, BANK - DAY

Hired bodyguard using all his strength lifts the blue cord, hoisting Vanni halfway out of the bed killing him.

EXTERIOR, VATICAN BALCONY - DAY

CU - On Pope. We see his left hand come down flat on the rail of the balcony making the same gesture we saw earlier in the bedroom. This is the gesture of finality.

POPE

Amen.

EXTERIOR, TEATRO - NIGHT

We see Michael's face through the crowd, his eyes open. His bodyguards materialize and we see them both shoot Mosca simultaneously.

EXTERIOR, VATICAN BALCONY - DAY

CU - On Pope who is now waving to loudly cheering crowd and turning away. As he retreats with his back to the crowd he enters the shadows of the Vatican. It is nearly evening. We hear less and less of the crowd and more and more of footsteps of the inner sanctums of the Vatican. The footsteps lead us to

EXTERIOR, BRIDGE - EVENING

We hear footsteps of people walking on the bridge. We reveal Vanni's body hanging from the scaffolding with the blue nylon cord hanging around his neck.

EXTERIOR, TEATRO - NITE

Intermezzo

EXTERIOR, PALERMO STREETS - NIGHT

Vincent's men at different points in the city under the interrmeza

EXTERIOR, TEATRO - NIGHT

Cars, traffic, excitement after big opera performance.
Vincent comes down the stairs and addresses the intruders.

VINCENT

We know why you'd be here. You're
very lucky men. If it were my
decision you'd already be dead.
I'll let you go in peace with
this warning, don't try it again.
Now get back in your cars and I
advise you to drive a long way
from Palermo.

The intruders get back in their car and drive away.
Vincent goes back into the Opera house.

INTERIOR, TEATRO - Night

View on Michael. Shouting is heard in the distance.
Some women come rushing into the square with the news
that Torito has been killed.

INTERIOR, VATICAN, POPE'S BEDROOM - DAY

We see the shadow move out of the room. The sister enters
the room. She looks, the new pope, Pope Lamberto is dead-
She rushes out crying.

Close shot of the dead pope, mouth open, spectacles still on,

INTERIOR, TEATRO - NIGHT

Finale of opera. Performance ending with a cry. Big finale Applause. Tony taking his bows with his other cast members. Michael and Kay applauding, faces happy. Connie and Mary are weeping with joy. Johnny Fontaine is yelling "Bravo"

Connie leans over to Vincent

CONNIE

Is everything all right?

VINCENT

Everything is fine. Don't worry.

He applauds but he is watching the crowd of people milling to get out of the opera house. The two Best Bodyguards are also standing up and watching everything very carefully.

FADE IN

EXTERIOR, CATHEDRAL - DAY

The cars arrive at the cathedral. Everybody gets out. They go up the steps. Vincent lags behind in his eye search for the bodyguards. Michael is on the top of the steps. He lets the others go by as he waits for Vincent. Old women sing a Sicilian song in dialect. Theo and Michael on the steps. He sees a little girl, the grandchild on the steps. He takes several steps to reach for her and picks her up. New View on Michael with the little girl. He stumbles on the steps, staggers and falls. The child cries. Kay leans over. Michael lays on the pavement looking at her.

KAY

Michael, what is it? Are you dying?

MICHAEL

(Pause)

No.

Michael is dead.

MARY

No, Mikey...

View on Connie. She looks at Vincent, he looks at her. Slowly, she nods her head.

DISSOLVE TO:

EXTERIOR, PALERMO - DAY

Music, tragic theme. A funeral procession is forming. A long line of horse drawn vehicles, the hearse containing the body, the wagons. We see the Corleone family, Vincent, Connie, Kay, Tony and Mary come out of the house. Again the different characters are around. Black horses leading the way behind them, people from the country with their painted carts. We see the funeral procession go to the cathedral to be blessed by the archbishop himself.

EXTERIOR, ROME, KEINSZIG'S HOUSE - DAY

Keinszig leaving his palatial home with his driver. He waves to his wife. He's in a cheerful mood. He gets into the car and drives off.

INTERIOR, KEINSZIG'S CAR - DAY

Keinszig gets busy with his briefcase checking papers. He finally looks up and is surprised to see an unfamiliar section of Rome he does not recognize.

Keinszig
Driver, driver? This is not the way to the Vatican.

DRIVER
I thought you might like to see where the poor live, the ones your banks have robbed.

Keinszig is amazed. Car stops. Immediately two cars pull up alongside. Four men get out. They open the door of

Keinszig's car and get in with him. We see a struggle as the men hold the banker and stab him to death. Then the men get out, so does the driver who throws his chauffeurs hat back.

CUT TO:

EXTERIOR, CATHEDRAL - DAY

Funeral winding its way to the cathedral. The mourners are going up the steps to the cathedral.

INTERIOR, CATHEDRAL - DAY

Mass is being said and ritual is being performed. Vincent is staring hard at the Archbishop. Connie and Kay are there dressed in black.

CUT TO:

EXTERIOR, MOSCA'S FARM AND VILLA - DAY

Mosca is outside as before when the long car comes up. Then gunfire comes from the car and Mosca is riddled with bullets.

CUT TO:

EXTERIOR, CATHEDRAL - DAY

Funeral procession leaving Cathedral to go to the cemetery. There are shots of the family and Kay. Mary is there, somber.

EXTERIOR, ROAD - DAY

Funeral procession. View of the cemetery, maybe it is winding it's way through Sicily to the town of Corleone, which is an hour from Palermo. The whole countryside pays homage with their carts, etc.

Now on this cut to the funeral procession, we must notice an ominous thing: Vincent has disappeared. Mary looks back and sees Connie walking alone.

MARY

Where's Vincent?

CONNIE
He'll meet us again at the cemetery.

CUT TO:

INTERIOR, CATHEDRAL QUARTERS - DAY

The archbishop in his full regale is walking down a long marble corridor behind the alter of the cathedral. He is on his way to the living quarters. Along the quarters are niches which hold holy statues. These niches are in darkness. We just barely see the saints in them.

The archbishop walks past the first niche. He glances around uneasily. He feels something is wrong. He passes the second niche and then he turns his head. There is a dead body in the niche where the saint should be. It is Don Altobello.

The archbishop stands absolutely still and crosses himself and faces the third niche. Vincent steps out. The archbishop makes the sign of the cross again.

VIEW

The shadow his hand makes.

Vincent fires three times, the archbishop falls. Vincent runs down the marble corridor.

EXTERIOR, CEMETARY - DAY

Shots of the casket going into the ground. Then camera on Connie and suddenly Vincent appears besides her. Then the ceremony is over and the orderly line of mourning break up as people go away.

DISSOLVE TO:

INTERIOR, CAPUCHIN CONVENT - DAY

The catacombes of Palermo. Revealing view of mummies. There in full regale is the corpse of the archbishop.

EXTERIOR, CEMETARY - DAY

Final Shot

The mountains. An ancient town of Palermo with its crooked streets.

CU - On Kay in widows veil walking slowly

FADE OUT:

THE END