

**"GONE IN 60 SECONDS"**

by

**Scott Rosenberg**

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"I wonder," Toad said to himself presently, "I wonder if this sort of car starts easily?"

Next moment, hardly knowing how it came about, he found that he had hold of the handle and was turning it. As the familiar sound broke forth, the old passion seized on Toad and completely mastered him, body and soul... He increased his pace, and as the car devoured the street, he was only conscious that he was Toad once more, Toad at his best and highest. And he sped he knew not whither, fulfilling his instincts, living his hour, reckless of what might come to him... "

-- Kenneth Grahame, "THE WIND IN THE WILLOWS"

"All the redemption I can offer, girl, is beneath this dirty hood... "

-- Bruce Springsteen, "THUNDER ROAD"

**THE CALITRI 50**

1)	1956 Ford Thunderbird -----	ALICE
2)	1988 Lamborghini Countach -----	GINA
3)	1958 Cadillac Eldorado Brougham --	VICKIE
4)	1966 Chevrolet Corvette -----	JANE
5)	1957 Chevrolet Corvette -----	ANNIE
6)	1990 Ferrari F40 -----	TRACY
7)	1961 Jaguar XKE -----	KATIE
8)	1969 Chevrolet Camaro Z-28 -----	BARBARA
9)	1959 Cadillac Eldorado -----	NATASHA
10)	1993 Volkswagen Jetta -----	HELGA
11)	1999 Toyota Camry -----	SUE
12)	1985 Mazda Rx-7 -----	DAPHNE
13)	1999 Rolls Royce Silver Seraph ---	LINDA 1
14)	1999 Rolls Royce Silver Seraph ---	LINDA 2
15)	1999 Mercedes Benz SL -----	JENNIFER 1
16)	1999 Mercedes Benz SL -----	JENNIFER 2
17)	1999 Mercedes Benz SL -----	JENNIFER 3
18)	1999 Volvo C70 -----	KELLY 1
19)	1999 Volvo C70 -----	KELLY 2
20)	1999 Honda Accord LX -----	HILLARY 1
21)	1999 Honda Accord LX -----	HILLARY 2
22)	1999 Honda Accord LX -----	HILLARY 3
23)	1999 Honda Accord LX -----	HILLARY 4
24)	1998 Porsche Boxster -----	PATRICIA 1
25)	1998 Porsche Boxster -----	PATRICIA 2
26)	1998 Porsche Boxster -----	PATRICIA 3
27)	1999 BMW M Roadster -----	NANCY 1
28)	1999 BMW M Roadster -----	NANCY 2
29)	1998 Chevrolet Corvette -----	CAROL
30)	1999 Aston Martin DB7 -----	MELISSA
31)	1999 Bentley Arnage -----	LAURA
32)	1998 Toyota 4-Runner -----	PAULA 1
33)	1998 Toyota 4-Runner -----	PAULA 2
34)	1999 Chevrolet Suburban -----	NATALIE 1
35)	1999 Chevrolet Suburban -----	NATALIE 2
36)	1999 Chevrolet Suburban -----	NATALIE 3
37)	1999 Chevrolet S10 Pick-Up -----	MONICA 1
38)	1999 Chevrolet S10 Pick-Up -----	MONICA 2
39)	1999 Chevrolet S10 Pick-Up -----	MONICA 3
40)	1999 Jeep Grand Cherokee -----	BETTY 1
41)	1999 Jeep Grand Cherokee -----	BETTY 2
42)	1999 Jeep Grand Cherokee -----	BETTY 3
43)	1999 Dodge Viper RT/10 -----	TAMI
44)	1993-98 Lincoln Limousine -----	SAMANTHA 1
45)	1993-98 Lincoln Limousine -----	SAMANTHA 2
46)	1993-98 Lincoln Limousine -----	SAMANTHA 3
47)	1993-98 Lincoln Limousine -----	SAMANTHA 4
48)	1998 Porsche 911 Cabriolet -----	DIANE 1
49)	1998 Porsche 911 Cabriolet -----	DIANE 2
50)	1967 Ford Mustang Fastback Coupe -	ELENORE

FADE IN:

EXT. SOUTH BOSTON STREET - DAWN

The streets are empty... Low fog skims the sidewalks below a gray stew of a sky... It's slightly fuzzy, slightly surreal...

CAMERA MOVES along the street... No cars parked in front of this sprawl of 3-family HOUSES... No cars except

A '67 MUSTANG 2 + 2 FASTBACK COUPE

Yellow with a black landau-style vinyl roof... Deep grill, its sculptured side panels ending in air scoops... All cock and balls...

It stands alone in the lonely cool before dawn... An old-school totem to speed and style... And then SOMEONE approaches...

Through the mists of morning... In leather coat and jack boots... He's early 30s, with the vaguely whimsical confidence of a shimmer that refuses to fade...

This is RANDALL RAINES, whom they call

MEMPHIS

though no one's quite sure why... But they do know he's the best auto boost in the Commonwealth of Massachusetts.

Check that. He used to be. He's been riding the right and rigid for almost 4 years now...

Memphis approaches the Mustang with a gathering awe... Like a desert crash survivor coming upon an oasis...

He looks this way and that... No one about... He removes a SLIM JIM from a deep pocket in his coat...

He slims the door panel... Pops the button... Opens the door...

Watch him work. Quick as shit. A SCREWDRIVER appears from another pocket... He pops the BUTTERFLY to the IGNITION...

A RATCHET appears... He strips the mechanism... Now a GIZMO - a small socket-like device - is pressed into the ignition...

A twist of the wrist... And the 320-bhp 390 V8 rumbles like a jackhammer... And the whole thing took maybe 20 seconds...

He takes a cassette TAPE from another pocket... Slaps it into the deck. Bruce Springsteen's "Ramrod" wails from the coaxials.

And Memphis floors it... And off they tear...

Into the fog... Watch 'em go...

## QUICK SHOTS

of Memphis racing the Coupe through the early morning Southie streets...

The look on his face suggests a supreme satisfaction... A grand re-awakening of long-dormant pleasure centers... A speed jones, fixed and fummy...

He rolls a stop sign... And he's picked up a POLICE CAR...

Bulbs flash... Sirens peel... Memphis turns up the music...

Pins the gas... The chase is on...

Memphis maneuvers the Mustang with a dazzling aplomb... Through early morning traffic they wend... Memphis gutterballing the car, skating the shoulder, the cop in heavy pursuit...

And now he's picked up another CRUISER... And he smiles... As if glad for the added heat...

He sings along to The Boss. Watches the speedometer sweep right.

Up on a straightaway now... Speeds up... Feels the boost...

But up ahead, a ROADBLOCK has formed... How'd they get that deployed so fast? Memphis shrugs it off... Guns his bitch...

Straight at the roadblock... Three CRUISERS and a PORTABLE WOODEN BARRICADE... Memphis pins her... ZOOCOOM!

Dead-on to the roadblock...

And, at the last moment, as the COPS dive out of the way --

Memphis bangs the gear shift into neutral --

And yanks the parking brake --

And the Mustang spins on the straight --

Screeching spin... It stops inches from the roadblock...

And the pursuing cops dance out of their cars, guns drawn --

And Memphis Raines climbs out of the car, hands clawing clouds.

MEMPHIS

Problem, Officers -- ?

As Springsteen wails to crescendo and we

SLAM CUT TO:

MEMPHIS RAINES

waking up in bed... It was a dream... He swings his feet to the floor... Turns on the light...

INT. BOARDING HOUSE - READING, PENNSYLVANIA - NIGHT

A small single. Bathroom down the hall. Hot plate and a radiator. Full-on monastic existence at work here...

Memphis looks at the clock. 4:30 AM. He lays back on the bed. Stares at the ceiling, shaken by the dream. Shaken to the core.

Shaken by the thrill...

FADE TO BLACK

As a SUPER on-screen reads: PART I: STOLEN MOMENTS

FADE IN:

AN INDUSTRIAL VAT

is emptied... Its contents - synthetic rubber, carbon black, and other chemicals - are dumped into a gigantic MIXER...

We will follow this BATCH as it goes through an entire manufacturing process --

After mixing, the BATCH goes through a powerful ROLLING MILL, which presses it into thick sheets...

The thick sheets are taken to a machine called an EXTRUDER, which further mixes and heats them --

They are then forced through the shaped opening of a DIE - to form a layer of hardened RUBBER...

The rubber is sliced into strips and loaded into large, flat metal cases...

The rolls of rubber and the cases are then placed on a CART, being wheeled by a burly, affable black man, named AL HILBY, who delivers them to --

MEMPHIS RAINES

in dirty coveralls and cap... At the controls of

A TIRE-BUILDING MACHINE

which is a rotating drum that holds the raw materials needed to make a tire, and puts them all together...

HILBY

I'd like to find that sonuvabitch  
caveman who invented the wheel...

MEMPHIS

What for? You couldn't hurt him now.  
He's got his own blimp --

Hilby laughs and trundles off...

Memphis BUILDS A NEW TIRE, by wrapping the rubber-covered plies around the machine drum. Using glue and wire-bundled beads and special POWER TOOLS to shape the edges, Memphis assembles the tire like a sculptor...

Once finished, he removes the tire from the machine... And places it into a large mold for the curing process...

He hits several switches... The mold fills with steam... Heating up to 280 degrees Fahrenheit...

Memphis does all with skill and speed... He returns to the tire-building machine... To start yet another one...

INT. HOWARD TIRE & RUBBER COMPANY - READING, PENNSYLVANIA - DAY

And beyond him, we see the long, silent rows of glistening new tires, stacked up and waiting for shipment...

As the lunch whistle BLOWS... And Memphis turns off his rig...

EXT. PARK - DOWNTOWN, READING - DAY

Memphis and Hilby eat their sub sandwiches on a bench, as Lightnin' Hopkins' "Automobile Blues" plays through --

As they eat, Memphis watches the TRAFFIC pass... The cars... He can't help it... He sees all...

We should also note a TRIPLE-A TRUCK parked behind a late-model ACURA with the keys locked inside it... As the scene plays out, the Triple-A GUY and the Acura's female OWNER, are struggling with a coat-hanger to pop the button...

Hilby points at a passing car...

HILBY

That one --

MEMPHIS

The '99 Infiniti G20. It's got an all-new TwinCam 140-bhp inline-4 driving the front wheels... Which is semi-revolutionary and based on the latest Primera from Nissan's Japanese and European markets...

Hilby points at another car... And we get the sense they play this game every day... Though today, Memphis steals glances at the Triple-A Guy's progress with the Acura...

## MEMPHIS (CONT.)

The 1970 Plymouth Road Runner. Proof positive of a single all-powerful Deity. The first bargain-priced muscle car ever. They even tuned the horn to resemble the "beep beep" sound of the cartoon Road Runner...

## HILBY

No shit? What about that one -- ?

A Rolls... Memphis glances at the still-failing Triple-A Guy...

## MEMPHIS

The '82 Roll-Royce Camargue... From the Italian styling house of Pininfarina, who had the guts to actually tilt the famous radiator forward four degrees from the vertical, and lived to survive the outcry of all those purists...

And Hilby looks impressed... As always...

## HILBY

Damn, you're good --

Memphis can take it no more... He strides over to the Acura... And actually YANKS on the driver-side WINDOW, which GIVES WITHOUT BREAKING; he reaches his arm in and opens the lock...

In a mere 2 seconds. Triple-A Guy and Acura owner stare at him.

## TRIPLE-A GUY

Wow.

## ACURA OWNER

Th-thanks...

## MEMPHIS

You're welcome --

Memphis walks back and sits down next to the laughing Hilby...

EXT. CITY STREETS - BOSTON, MA - NIGHT

A Jeep Grand Cherokee is stopped at a light. A MAN, late 40s, at the wheel...

Through the open driver's side window, a KID, tall, early 20s, appears... This is TUMBLER. And he's got a KNIFE --

## TUMBLER

Out of the car, Daddy-O. Now --

The Man looks up at Tumbler...



MAN  
How's that -- ?

TUMBLER  
Out of the car, man. NOW --

And, oddly enough, the man begins to laugh --

MAN  
You're kidding, right -- ?

Tumbler takes an anxious look at the CAR behind them... Where his two FRIENDS wait...

TUMBLER  
Now, buddy. Don't make me do something we'll both regret --

MAN  
Arrright, arrright. We don't want that...

TUMBLER  
Cool.

And the man makes like he's going to get out of the car. But instead, he hauls out the biggest PISTOL ever...

MAN  
Cos regrets suck --

And he aims the hand-cannon at the shocked Tumbler...

TUMBLER  
What the-- ?

MAN  
You sure know how to pick 'em, asshole.

And he cocks back the hammer... And Tumbler races back to his car... Leaps into the back...

TUMBLER  
Drive -- !

KID (DRIVER)  
What -- ?

TUMBLER  
DRIVE -- !

And the driver hits the gas... And they peel off...

TUMBLER (CONT.)  
Oh, my God --

And the driver turns back... His name is

KIP

and he's 20, and wears his grim solemnity like a caul...

He is also Memphis' kid brother...

KIP

What happened -- ?

TUMBLER

We just tried to jack THE TERMINATOR is what happened --

And the KID in the passenger seat - LITTLE BILLY, 16 - an apple-silk leprechaun; he looks like he should still be having snowball fights and wearing hush puppies - turns around, looking out the back window --

LITTLE BILLY

Well, don't look now - but THE TERMINATOR is coming after us...

Indeed, as they all look - the man in the Jeep is chasing them...

TUMBLER

That is so wrong --

INT. JEEP CHEROKEE - MOVING - NIGHT

And the man is on his cell phone...

MAN

Yeah, this is Hawkings... I'm in pursuit of a late-model Buick Regal... License plate 436 897... I'm traveling west on Washington... They tried to jack me...

And, shit, he's an off-duty cop... And he punches the gas...

And rear-ends them...

INT. KIP'S CAR - MOVING

They're jostled by the bump...

TUMBLER

The guy's a lunatic -- !

LITTLE BILLY

What do we do -- ?

They look to Kip... Who hasn't a clue... So he drives...

Racing through the streets... The cop - HAWKINGS - screaming at them... Waving his pistol... Possessed... The kids are scared...

TUMBLER

What's this guy's problem?

And we --

HAVE A NICE LITTLE CHASE

through the streets of Boston...

!!! (Look, chase scenes are like love scenes, what makes one man hot leaves another cold. This ain't us shirking responsibility, but the only thing duller than writing chase scenes is reading them... Suffice it to say, this will be one exciting chase, as Kip and his cronies out-run the crazed Hawkings... )

At last, ending up at --

THE WATERFRONT

Boston Harbor. A dark latticework of docks and wharves, warehouses and shipping crates... The freighters are somehow graceful against the moonlit water... Until --

OUR CHASE ARRIVES... Hawkings still in serious pursuit... And were those sirens we heard?

LITTLE BILLY

Where you going -- ?

KIP

I know what I'm doing --

TUMBLER

This is some hectic shit, Kipling...

And Kip slams to a halt... Before one

WAREHOUSE

dark and abandoned...

LITTLE BILLY

You sure?

KIP

C'mon -- !

And he bolts out of the car... As Hawkings comes screaming behind them...

And Tumbler and Little Billy have no choice but to follow..

INT. WAREHOUSE

A half-dozen purloined autos are parked here... And a number of shipping containers... A thuggish MAN reads the paper... Another man, early 30s, handsome, walks-with a LIMP... This is

ATLEY JACKSON

and he is playing with a set of MATCHBOX CARS...

And shocked as shit as Kip, Tumbler and Little Billy burst in...

ATLEY JACKSON

Kip -- ?

KIP

We got a problem, Atley --

And now we hear a lot of SIRENS... A lot... And even the boys are stunned at this development...

TUMBLER

Where'd the cops come from -- ?

The boys have no idea... Atley is livid...

ATLEY JACKSON

Are you kidding me -- ? You brung 'em here -- !

And the thuggish man gets to his feet...

THUGGISH MAN

Let's get outta here -- !

And they do... Heading out the back... It's tough for Atley with his limp... On the way out:

ATLEY JACKSON

Now you gone and done it, Raines --

And they flee...

EXT. WAREHOUSE - LATER - NIGHT

Hawkings and a HALF-DOZEN POLICE CARS. A CHOPPER does the usual spotlight-trailing... It's turned into a total pig circus... A car pulls to a stop... And out steps

DETECTIVE ROLAND CASTLEBECK

of The Governor's Theft Task Force. Castlebeck is mid-50s, black, saturnine. But don't let the tacit nobility fool you - the man's a street viper...

INT. WAREHOUSE

Castlebeck surmises the take... The cars... Hawkings walks with him...

HAWKINGS

They were nothin'. Kids...

DETECTIVE CASTLEBECK

Kids who've been busy --

Castlebeck's aide de camp - DRYCOFF - a sneering Irish boy with zero patience - comes out from the back...

DETECTIVE DRYCOFF

They're gone... And they didn't leave shit behind...

Castlebeck nods... Looks at the cars... Finds something on the ground... Picks it up...

It's a matchbox car...

EXT. MEMPHIS' BOARDING HOUSE - READING, PA - NIGHT

Hilby drops Memphis off in his truck...

MEMPHIS

See ya tomorrow, Al --

And Hilby peels off... Memphis fishes for his keys... He senses he's not alone... Looks over, into the shadows by the porch...

... where Atley Jackson waits, smoking a cigarette...

ATLEY JACKSON

Memphis -- ?

Memphis coils... Braced for trouble...

MEMPHIS

What do you want?

ATLEY JACKSON

Nice to see you, too, old chum --

MEMPHIS

I'll ask you again, Atley: what do you want?

ATLEY JACKSON

Is there someplace we can talk?

Memphis looks at him...

MEMPHIS

What about?

ATLEY JACKSON

About your brother. And the deep shit  
he's in --

INT. TEDDY'S TAVERN - NIGHT

A BARMAID sets down a pitcher of beer and two mugs... Atley  
pours 'em... Sips... Memphis stares at him... Cold... Then:

ATLEY JACKSON

You been gone how long now?

MEMPHIS

Four years...

ATLEY JACKSON

Four years. Shit. Time flies, don't  
it? Four years ago we were farting  
through Armani. Now look at us...

MEMPHIS

Tell me about Kip --

Atley takes a sip of his beer...

ATLEY JACKSON

No small talk? No catching-up? No  
strolls down memory lane... ?

MEMPHIS

Tell me about Kip --

ATLEY JACKSON

He took a job. One he was ill-equipped  
to handle. He fumbled it. Now he's  
jammed up. Jammed up bad...

MEMPHIS

What kind of job... ?

ATLEY JACKSON

A boost. A big boost...

MEMPHIS

A boost? What's Kip doing on a boost?

Atley frowns... Looks at him...

ATLEY JACKSON

You're shittin', right?

Clearly Memphis is not...

ATLEY JACKSON (CONT.)

Kip's become quite the little crew-runner since you left. He's been working a low-rent ring for two years now. You don't talk to your Ma?

MEMPHIS

It seems she's neglected to mention it --

ATLEY JACKSON

Maybe she don't know. Although I don't see how that could be. Maybe she didn't want to upset you --

MEMPHIS

Don't feel the need to explore my family dynamics, Atley...

ATLEY JACKSON

Well, the point is: Kip's been living the life. Only he fungo'd this one so bad, folks around the neighborhood are already speakin' about him in the past tense...

Memphis takes a beat... Sips at his brew... Then:

MEMPHIS

Who was the job for?

ATLEY JACKSON

Who do you think?

Memphis waits... In no mood for guessing games...

ATLEY JACKSON (CONT.)

Calitri, man. Raymond "The Carpenter" Calitri... Your favorite and mine...

Which means nothing to us... Though the look on Memphis' face speaks volumes...

As we PRE-LAP The J. Geils Band's "Hard-Drivin' Man" and

CUT TO:

EXT. CITY STREETS - CHARLESTOWN, MASSACHUSETTS - NIGHT

Atley drives a new Mercedes... Memphis beside him, looking out the window at the passing sights... Not quite sure how he feels to be back...

It looks as if they haven't spoken the whole ride... At least Memphis hasn't...

ATLEY JACKSON

... he's pretty much taken care of me.  
I mean, with the leg and all... My days  
of runnin' through the streets are long  
behind me...

MEMPHIS

How is the leg?

ATLEY JACKSON

It only hurts when I breathe...

MEMPHIS

You can let me off here...

And Atley pulls to a stop along a busy commercial street...  
Memphis takes a duffel from the back...

ATLEY JACKSON

And if you see him - The Carpenter...  
You won't mention me coming to get  
you... I just thought... It was the  
right thing to do...

Memphis nods... And walks off... Atley watches him go...

CUT TO:

THREE PLATES OF BACON, EGGS AND HASH BROWNS

placed on the service deck by a short-order COOK...

INT. RUBY'S ALL-NITE

A 24-hour diner in the heart of Charlestown... The three plates  
are picked-up, with an impressive dexterity by

HELEN RAINES

early 60s, clear-eyed... In pink Ruby's uniform and chunky  
shoes... Black currant hair striated with wisps of gray...

Helen delivers the plates to a booth of college kids...

KID

Can I get some more coffee -- ?

HELEN RAINES

Sure, hon...

And she goes to the coffee station... When

MEMPHIS (O.S.)

Who's a guy gotta know to get a tuna  
melt in this joint -- ?



And she turns around... To see Memphis standing there...  
Her expression displays many things... Most of them joy...

MEMPHIS (CONT.)

Hello, Ma --

KID

How 'bout that coffee -- ?

HELEN RAINES

You just settle yourself, young man. I  
got a hug needs giving...

And she goes to Memphis... Wraps her arms around him... Squeezes  
tight...

HELEN RAINES (CONT.)

Oh, Randall...

She takes his head in her hands... Kisses his cheek... Then the  
other... Hugs on... Unmindful of the customers...

The cook smiles from behind the order wheel...

COOK

What's the word, Memphis -- ?

MEMPHIS

How ya doing, Ruby -- ?

HELEN RAINES

Come, come, come...

And she leads him over to a booth... Barking to the cook -  
RUBY - on the way...

HELEN RAINES (CONT.)

Tuna melt on pumpernickel. Provolone,  
extra tomato, Dijon... And a chocolate  
milk... Lots of syrup...

(to Memphis)

Right?

MEMPHIS

Right...

And they settle... Across the booth from each other... She takes  
his hands...

HELEN RAINES

You look good...

MEMPHIS

You, too, Ma...

HELEN RAINES

What are you doing back?

She takes out a pack of cigarettes... Lights up...

MEMPHIS

When'd you start smoking again?

HELEN RAINES

They're ultra-lights. There's nothing to them... A girl needs a hobby...

MEMPHIS

How's Kip?

And Helen flushes, a bit ashamed maybe...

HELEN RAINES

Have you seen him?

MEMPHIS

No.

HELEN RAINES

Oh.

MEMPHIS

Atley Jackson came to see me...

HELEN RAINES

Atley Jackson. How is that one? How's the leg... ?

He looks at her... Beat...

MEMPHIS

Why didn't you tell me?

HELEN RAINES

I couldn't. I didn't want you to worry. I thought he'd sort himself out. I hardly see him. He comes and goes. He's in trouble, isn't he?

MEMPHIS

He's in some trouble...

HELEN RAINES

I knew it. He's changed, Randall. He's a different boy. He's lost that... That sweetness that was so uniquely Kip... It's gone... And I don't know what to do...

The cook sets the tuna melt before Memphis... Helen clocks it...

HELEN RAINES (CONT.)

Is that extra tomato? Cos that don't look like extra tomato, Ruby...

COOK

Sorry, sorry...

(to Memphis)

I keep forgettin': I only own the joint...

He smiles at Memphis... And goes to fetch the extra tomatoes.

MEMPHIS

You getting my checks... ?

HELEN RAINES

Of course. And I've saved every penny...

MEMPHIS

What for? It's for you to use; so you don't have to work these crazy hours...

HELEN RAINES

I've saved it for your brother. Or for you. In case this happened. In case you had to come here. In case you had to go back to wrong...

MEMPHIS

"Back to wrong"... ?

HELEN RAINES

I knew this day would come. I did. I tried to fool myself that it wouldn't but...

She stamps out her cigarette... Ruby drops off the extra tomatoes... Beats a hasty retreat...

HELEN RAINES (CONT.)

You haven't spoken to him in a while, I guess...

MEMPHIS

He doesn't return my calls. Or my letters...

HELEN RAINES

Kipling was sixteen when you left, baby. I don't know what you remember of him. But you should brace yourself.

And, on her sad smile, we PRE-LAP a kickin' techno version of The Beach Boys' "409" and

SLAM CUT TO:

INT. "THE ELECTRIC INSECT" - NIGHT CLUB - NIGHT

The dance floor swarmed with B-BOYS and B-GIRLS rockin' rhythms over disco breaks...

We TAKE IT THROUGH the tangle of sweaty, gyrating bodies --  
TO THE BACK OF THE JOINT --

To a private table...

Where Kip holds court... Steady mobbing with his posse:

- Tumbler and Little Billy, whom we remember from the car-jack.
- FRED. 19, jittery, red-hair, a little dim...
- MIRROR MAN. Black, 20, always wears those mirrored shades...

Several B-GIRLS are draped around them in various states of addled chipped-nail-polish confusion...

TUMBLER

... so... It's my new move... It's called "The Stranger." What I do is, I sit on my hand for 10 minutes... Till it falls asleep... Till it's good and numb... No feeling... And then I jerk off...

GIRL

That's disgusting --

LITTLE BILLY

What's the point, man -- ?

TUMBLER

Cos it's like you're bein' done by a stranger... It rocks... It's the power move of the New Millennium...

FRED

Any word, Kip -- ?

KIP

No...

LITTLE BILLY

It's like it's too quiet...

Kip looks at the scared boy... Smiles...

KIP  
Don't you worry, Little Billy. Have I  
always taken care of you?

LITTLE BILLY  
Sure, man...

KIP  
I ain't stoppin' now --

He holds out his fist... Little Billy bangs it, reassured...

LITTLE BILLY  
Cool.

MIRROR MAN  
Yeah, well, I hate to be the  
doom-dealer, but homeslice over there's  
been peepin' on us for a half-hour now.

And he gestures... And they look over... To where Memphis sits  
at a back bar... Sipping a club soda, lime...

The others look at Kip... For there is a recognition there...

TUMBLER  
You want me to go rock his world?

KIP  
Tell him to come over...

And Tumbler walks over to where Memphis stands...

LITTLE BILLY  
Who is it -- ?

KIP  
It's the cavalry...

MEMPHIS

watches... As Tumbler comes toward him...

TUMBLER  
Mr. Raines back there would like a  
word...

MEMPHIS  
"Mr. Raines?"

TUMBLER  
That's right...

MEMPHIS  
And who are you?

TUMBLER

I'm Tumbler...

MEMPHIS

Are you like the "second-in-command",  
Tumbler? The "Sergeant-At-Arms?"  
The "Little John" character?

TUMBLER

There's nothin' "Little John" about me,  
cream cheese... Now, let's go --

Memphis follows him to Kip's table... He stands before them...

MEMPHIS

Kip...

KIP

Hello, Memphis --

TUMBLER

"Memphis?" You're Memphis?

MEMPHIS

That's right, Little John...

TUMBLER

Damn, damn, damn...

KIP

What the fuck are you doing here?

Memphis stares at his brother... Long and hard...

MIRROR MAN

I get it. You ain't gotta be a genius:  
the prodigal son returns. To save his  
brother's dangling ass...

KIP

Shut-up, Mirror Man...

MEMPHIS

"Mirror Man" and "Tumbler". You got  
the nick-names; the back table; the  
party girls... You're some original  
gangster, Kip...

KIP

What do you know... ?

FREEB

Memphis Raines. Wow. You're the man.

KIP

Shut-up, Freb...  
(to Memphis)

I appreciate the gesture... You coming back here from wherever it is you live now... But we don't need you... I don't need you... Things are all sweetness and light here...

TUMBLER

Things are all leafy and suburban...

KIP

So take your good intentions and retreat back into your little fort - which we all know you're good at doing at the first sign of trouble - and leave us the hell alone...

Memphis nods... Looks at all of them... Smiles...

And then REACHES OUT, GRABBING Kip by the collar, yanking him to his feet and in close, nose to nose...

MEMPHIS

You listen to me, baby brother. You fancy yourself some reat neat tough guy scumbum, well, woop-tee-doo, little puppy with a poundcake. But I remember the days when you used to steal my Colorforms and eat 'em... So you can make faces at all the monkeys in the zoo, you want, but you can't stop me from saving your "dangling ass" if that's what I feel like doing...

And with that, he shoves Kip back down into his seat, toppling the table, bottles and glasses crashing...

And barrels away from them, the crowd parting like a wound...

Kip's crew left stunned, flustered, and maybe a bit impressed...

TUMBLER

Damn... Homeboy's on the dazzle...

And, off of Kip's furious look, we CUT TO:

INT. CITY BUS - MOVING - NIGHT

Memphis rides the bus, empty but for an OLD MAN on the nod...

EXT. ATLANTIC AVENUE - BACK BAY - NIGHT

The first chill of autumn is in the air. Memphis walks toward a range of low-slung buildings...

EXT. WOODBURN CONSTRUCTION COMPANY - NIGHT

Brick and bramble. Memphis knocks on the ornately-carved door... A dog-faced MAN opens it...

DOG-FACE

Yeah -- ?

MEMPHIS

Randall Raines to see Mr. Calitri...

INT. WOODBURN CONSTRUCTION COMPANY

Up front, by the offices, is a social club of sorts - several card tables, bar, espresso machine, dart board...

Several dark-eyed MEN play cards and drink coffee. They glance up as Memphis follows Dog-face to the back of this building. Follows him into another room. Which is --

A WORKSHOP

An enormous WOODWORKING SHOP, fully tricked-out with state-of-the-art table saws and drill presses, jointers and power planes.

An antique treadle lathe stands in one corner. A stock layout of expensive woods - oak, birch, maple, cherry, mahogany - is stacked against the rear wall...

Jars and bottles and cakes of glues, resins, stains and bleaches cram a shelf unit... There's a MAN here, at a band saw. This is

RAYMOND CALITRI, 59.

He wears an apron, protective glasses and a lopsided sneer. A Richard Widmark motherfucker - with the diamond hard look of a cobra. The liegelord of downtown...

And now he works the band saw, making critical cross-cuts on a wide panel of maple...

Atley Jackson is here as well... Fingering a matchbox car...

As Memphis is led into the room, Calitri shuts off the machine.

Calitri nods and Dog-face leaves the room... Memphis glances over to --

-- one side of the workshop, where four full couch mahogany CASKETS are lined-up by a corrugated steel SLIDING DOOR...

CALITRI

I'm against the recent trend toward "sealer coffins." These scumbag undertakers guarantee a sealer coffin can prolong decay. Bullshit, I say.



MEMPHIS

Why's that -- ?

CALITRI

If you seal-up a casket so it's airtight - you seal in the anaerobic bacteria - the kind that thrives in the airless environment. The results are ghastly. If they disinterred the body, the loved ones would be horrified. It's better to be wrapped in cellophane...

MEMPHIS

The word is, these days, you actually build the caskets for your intended victims...

CALITRI

Which is completely apocryphal. If I was that starving for a gimmick - it would be big-titted showgirls and 40 ounce tins of Beluga...

He shrugs... Smiles... Examines his fresh cut...

CALITRI (CONT.)

Randall Raines... It's been a long time... You remember your old friend, Atley -- ?

MEMPHIS

How ya doing?

ATLEY JACKSON

Good to see you, Memphis --

CALITRI

So. What do we owe the honor -- ?

MEMPHIS

It's about my brother... Kip...

CALITRI

Yes... Kip...

He says the name like other men say "cancer."

MEMPHIS

I don't want him hurt...

Calitri looks at him for a beat, then waves a hand around the shop...

CALITRI

I'm proud of this work. The bird feeder. The wagon wheel planter. The doll house. The drop-leaf movable server...

He gestures to each item - exquisitely-rendered woodwork.

CALITRI (CONT.)

And the caskets. My brass extension handles are never plated. My coverings are silk, never rayon. I only use expensive hardwoods. And line them with spray green Lorraine crepe.

MEMPHIS

I'm sure you're working your way to the point. I'll wait right here...

Calitri blinks. Smiles. Nods...

CALITRI

My point. Yes. Simple, really. I require the best. I insist on the best. I only engage the best... Your brother. He's not the best. He's a punk. His friends are punks. They came to me. They wanted my paper. He was your brother. You were the best. Now... They've brought so much goddamn heat down... I may not be able to fill this order... Which would be very bad for me... Which in turn, is very bad for them...

MEMPHIS

I could kill you. That occurred to me. When I first heard about this. That I would kill you...

CALITRI

Grow up. You don't kill people like me. People like me die in their sleep at 87... Do you know why? Because if you did kill me, and everyone knew it was you - for the next ten years they'd be finding pieces of those you love scattered all over Boston...

Memphis nods... He notes a PISTOL, resting on a shelf nearby.

Calitri takes a manila ENVELOPE from his desk... Hands it to Memphis, who opens it, taking out the SINGLE SHEET OF PAPER inside...

CALITRI

On that list, you'll find fifty cars. Fifty. Five-zero. They range in age from the 1956 Ford Thunderbird to the 1999 Toyota Camry; and in expense from the 1993 Volkswagen Jetta to the 1988 Lamborghini Countach. Fifty cars. Five-zero.

Memphis scans the list... Looks up at Calitri...

CALITRI (CONT.)

There is a container ship in Boston Harbor. Pier 14. Ready to be loaded with 4-car-per shipping containers, false-walled and customs-profiled as motor oil designated. The ship leaves in seven days for South America and the men who've tendered me this contract...

MEMPHIS

They gave you only seven days?

CALITRI

They gave me two weeks. I wasted most of it with your simpleton brother and his crew, who not only lost what the pitiful few they managed to boost, but also alerted the heat as to our endeavor, making things even tougher to pull-off...

Memphis scans the list...

Calitri looks at his watch. He hits a WALL SWITCH and the corrugated steel SLIDING DOOR is RAISED, revealing a LOADING DOCK facing the back alley...

HEADLIGHTS outside. A white PANEL VAN backs up to the loading dock. The engine is cut. Two men,

DIGGER AND BUTZ

scuzzy dudes, mid-30s and dressed in dirty coveralls, come around to the workshop...

DIGGER

Evenin', Mr. C. --

CALITRI

Hello, boys --

BUTZ

These four -- ?

CALITRI

Yes. Busy week.

Digger opens the LID of one of the caskets. There's a BODY in there... Memphis winces...

MEMPHIS

So much for showgirls and caviar...

Butz opens the back door of the van. He and Digger begin loading the caskets.

Calitri watches Memphis watch the procedure.

MEMPHIS (CONT.)

I don't want them hurt. Any of 'em...

CALITRI

I "don't want" the Sox to lose or the summer to end. But we don't get to choose these things...

Digger is there... The caskets are now in the van...

DIGGER

That should do us...

CALITRI

Digger, let me introduce you to Randall Raines. Used to head up the dandiest ring in Beantown. Left us for parts unknown. Randall, this is Digger. And that's Butz --

DIGGER

Hi, Randall --

Memphis says nothing. Calitri grins...

DIGGER (CONT.)

Page me if you need us again...

Calitri nods. They walk out, Atley hitting the wall-switch after them. The steel door sliding shut.

Calitri turns to Memphis...

CALITRI

Seven days. 50 cars. I'm paying 200 thousand dollars...

Now Memphis looks up...

MEMPHIS

I'm not interested --

CALITRI

I knew you'd say that.

MEMPHIS

I'm just here about my brother.

CALITRI

I knew you'd say that, too --

Calitri smiles... Memphis looks at him... At Atley... Realizing the trap...

MEMPHIS

Sound it out for me.

CALITRI

Fill my order. Seven days. Fifty cars. Five-zero. And I give you the 200 large...

MEMPHIS

And if I don't do it?

CALITRI

Oh, I don't know. Everyone dies? How about that? There are men driving on the streets right now, with guns in their laps and photos in their pockets, of your brother and those cartoon characters he calls a crew... "Nothing that's forced can ever be right." Old woodworking expression. You decide.

With that, he puts his protective glasses back on - and fires up an abrasive-disc-finishing machine, adjusting the miter gage and beginning to sand the outside curve of an angled chamfer.

EXT. RAINES' HOUSE - NIGHT

Memphis comes out... He wears black slacks, black turtleneck, black leather duster coat... Old-school slick. Thick as a thief... He looks this way and that... Just as --

A SEDAN pulls up alongside him. Memphis glances at it...

It is Detectives Castlebeck and Drycoff...

DETECTIVE CASTLEBECK

I know you.

MEMPHIS

You know my back.

Memphis stops... They get out of the car...

DETECTIVE DRYCOFF  
When'd you get to town, Raines?

MEMPHIS  
The other day...

DETECTIVE DRYCOFF  
What for?

MEMPHIS  
No particular reason. Catch a ball game. Watch the leaves turn...

DETECTIVE DRYCOFF  
Where you been, anyway?

MEMPHIS  
Just out there. Roaming around. Building up my collection of refrigerator magnets...

DETECTIVE DRYCOFF  
You seem a little hinked-up...

MEMPHIS  
Not at all...

DETECTIVE DRYCOFF  
You seen your Ma -- ?

MEMPHIS  
Yeah...

DETECTIVE CASTLEBECK  
And your brother, Kipling -- ?

He and Castlebeck lock eyes...

MEMPHIS  
Haven't seen him yet...

Castlebeck nods... Takes a pear from his coat pocket... Sets to polishing it...

DETECTIVE CASTLEBECK  
There's always been a paucity of father figures on the streets, Randall. The void finds itself filled by an unsavory element... Always has... The cycle continues... The nightmare replenishes itself... But then, you know all about that...

He bites into his pear... Memphis says nothing, waits...

DETECTIVE CASTLEBECK (CONT.)

I got a rash of bungled auto-thefts.  
Car-jacks. A lot of innocent people  
effected. We recovered most of them...

MEMPHIS

And this has what to do with me?

DETECTIVE CASTLEBECK

I don't know. I just have that  
feeling. That feeling you are deeply  
intertextured with another bout of  
sketchy behavior...

MEMPHIS

Not this time...

Castlebeck gives him a long look... As they walk back to the car

DETECTIVE CASTLEBECK

Good. Cos you know how it plays. Four  
years ago, you got away by the hairs on  
your chinny-chin-chin. The next bit of  
crookery sends you away for a long,  
long while...

DETECTIVE DRYCOFF

By the time you get out, asshole, there  
won't even be cars. We'll all be  
cruisin' around in space ships... !

He laughs... And they drive off... Memphis watching them go...

Once they're gone... He walks...

EXT. OTTO'S AUTO - BODY SHOP/SALVAGE YARD - NIGHT

Midnight auto nonpareil... Surrounding the GARAGE is a virtual  
cityscape of dismantled automobile carcasses, piled up high for  
as far as the eye can see... A sinister CRUSHER looms over all..

Watch as a HONDA ACCORD enters the garage... Six hundred dollars  
is counted out and paid to the BOOST - a young Puerto Rican kid.

A SIGN says: "LOCK YOUR CAR OR IT MAY BE GONE IN 60 SECONDS!"

INT. OTTO'S AUTO

The Honda is CHOPPED... Pulled apart... Fenders, doors, panels,  
interiors, air bags...

Identifying serial numbers are GROUND OFF the parts...

Acetylene torches flame on... Torch it up... Send the parts to  
the local foundry...

The guts are picked apart... heads, crankshaft, valves, camshaft, rockers, bores, bearings...

The MEN here attack the Honda like piranhas... Pieces fly into bins... Some for resale, some for keeping, some for drowning...

All under the watchful eye of

OTTO HALLIWELL

late 60s. A feisty grease-soaked curmudgeon who begs the question: how the hell did they manage to rock together Yoda and the ghost of Walter Huston... ?

But he remains the Zen master of cars and all that cars are, were and can be...

He is currently HAND-CARVING A VEHICLE IDENTIFICATION NUMBER - using a CHISEL, a jeweler's loupe in his eye... It is painstaking work... But he is an artist...

His woman - JUNIE - a tall blonde, early 40s, body of a thousand dances, wipes his brow, like a scrub nurse...

Memphis sits nearby...

OTTO

Primitive man got emotional about his spear point. How it was different from his neighbor's spear-point. Uniquely his. An artifact. His artifact. This, Randall, is how to view our fascination with the automobile. But with one critical distinction: unlike the spear point, dear boy - cars are fun... !

Otto looks up, frustrated... To Junie --

OTTO (O.S.)

I can't concentrate. Play something, my sweetness; my reason to rise...

And Junie hits PLAY on a cassette deck... And, instantly, ENGINE SOUNDS rip from the shop's stereo speakers... Otto listens, as if it were a Mahler symphony...

OTTO (CONT.)

The Ferrari 365 GTB/4 Daytona. At Le Mans. 1971. The quad-cam V12. Hear how they got the engine up? Hear those exhaust notes? That's a very wide rev range... Here, it peaks at 5500 RPM...

Nothing from Memphis... These eccentricities are old hat...



OTTO (CONT.)

Raymond Calitri. He's amplified much sorrow on these streets...

MEMPHIS

You think it can be done?

OTTO

Are you considering a comeback tour?

MEMPHIS

Tell me...

OTTO

It can be done. Take two days to shop; two to prep. I'll offer up my bible for a small fee. You also have to hope your brother's jerk-circus didn't undo Castlebeck's linkage so much so that he's setting up surveillance teams on every city block.

(winks)

And then get yourself a crew...

MEMPHIS

The hard part...

OTTO

"A people is a detour of nature to get 6 or 7 great men - Yes, and then to get around them..." Nietzsche said that.

MEMPHIS

Is he still working here -- ?

OTTO

What about your brother's crew -- ?

MEMPHIS

My brother's crew, I'm learning, couldn't steal a glance at a blind man...

OTTO

Then you'd have to go back in time. You know where they are? The Old Towne Team -- ?

MEMPHIS

I can find 'em. I just don't know how happy they'd be to see me...

Otto has finished the VIN #... He looks at Memphis --

Kip and Tumbler and Mirror Man and Freb and Little Billy get shakily to their feet...

The gravity of their situation at last settling in...

CUT TO:

THE '67 MUSTANG 2 + 2 FASTBACK COUPE

like the one we opened with. In fact, it is that one. Again, amidst the swirling tendrils of early dawn fog...

Again, Memphis Raines approaches like a supplicant...

But O.S. we hear KEYS rattle, a DOOR OPEN...

INT. RAINES' APARTMENT - NIGHT

Memphis stirs... He's on the couch... The apartment is dark...

He awakes to see his brother, Kip, standing before him... Kip appears highly rattled...

MEMPHIS

You all right -- ?

KIP

I got shot at. We all got shot at. At "The Insect." I'm arrright. We're all arrright. But that bastard... Had 'em shoot at us... In our club...

MEMPHIS

But you're all right -- ?

Kip nods, stares at him, measuring...

KIP

You think you can do it?

MEMPHIS

Why are you involved in this?

KIP

Why am I involved in this? You're asking me? You? The role model?

MEMPHIS

I tried to keep you away from all this... That was always my intention...

KIP

But you were always livin' so large --

MEMPHIS

You see where it got me...

KIP

For a while, there, it got you a lot of good things...

MEMPHIS

"For a while there", being the key phrase...

KIP

You make it last as long as it can...

MEMPHIS

I stopped doing it, didn't I?

KIP

You stopped doing it cos you were about to get busted...

MEMPHIS

You tell yourself, they're all insured. The people won't really suffer. And you do it, cos you have to. Baby brother needs formula. Ma needs a winter coat. And why should you bag groceries 6 days a week, when you can make 8000 times the dough in one night?

KIP

Exactly...

MEMPHIS

But it's not right... Atley almost got himself killed in that wreck. Running from the heat. You get to that point, where every day you wake-up, not knowing if today's the day you're gonna get busted. Or shot. I had to go... For Ma... For you...

KIP

Hey, whatever helps you sleep at night.

Memphis looks at him... Long and hard...

Memphis smiles... Kip looks at him, expression querulous --

KIP (CONT.)

So, uh... What do you think? Can you do it?

And, off of Memphis' slightly queasy look, we'll

FADE TO BLACK

A SUPER on-screen reads: PART II - BACK TO WRONG

FADE IN:

As we play Simon And Garfunkel's "Baby Driver" and are CLOSE ON:

A SIGN READING: "PLEASURE CRUISE DRIVING SCHOOL"

atop a moving DODGE ARIES K... Which is nearly SIDE-SWIPEd by an oncoming PICK-UP... And a MAN HOWLS IN TERROR...

INT. DODGE - MOVING - CITY STREETS - DAY

A timid CHINESE GIRL - JENNY, 23 - negotiates the vehicle at ten and two... Riding shotgun, her howling instructor is

DONNY ASTRICKY, 37.

Paunchy, Ernie Borgnine tough-guy-warmth... At one time, he kicked out the jams... Now he teaches driver's education...

DONNY ASTRICKY

Pull over! Pull her the hell over!

Jenny pulls the car over in a lopsided lurch...

DONNY ASTRICKY (CONT.)

Put it in PARK. Remember how to do that? It's the big "P".

She parks it. He stabs at the side-view mirror...

DONNY ASTRICKY (CONT.)

"Objects May Appear Closer Than They Seem." Can you say that for me?

JENNY

I'm sorry.

DONNY ASTRICKY

You ain't sorry. You're a horrible driver... You can't strap into your seat belt, without almost getting creamed by a bus...

She starts to cry... Donny softens...

DONNY ASTRICKY (CONT.)

Aw, c'mon. It's no big deal. You can't drive. You can't. Time to acknowledge it and move on. I can't swim. I know I can't. So you know what I do? I stay the fuck outta the pool...

EXT. PLEASURE CRUISE DRIVING SCHOOL - DAY

Memphis waits outside... The Aries K comes crawling toward them. A HORN BLARES, as a CEMENT TRUCK nearly collides with the Aries K. We can hear Donny's screams...

They've stopped at the school... Donny sees Memphis...

DONNY ASTRICKY (CONT.)

Damn. Memphis Raines. Long time...

MEMPHIS

How you doing, man?

DONNY ASTRICKY

All I get are the Orientals. They can build 'em, but they can't drive 'em.... So? What are you doing here, man -- ?

MEMPHIS

You know where the others are?

Donny frowns... Looks close at Memphis... Then:

DONNY ASTRICKY

Most of 'em are gone. The Dyar Boys are doing a nickel at Cedar Junction; Henry Santoro and Frankie Fish are moving weight in Florida; Bill Doolin was killed in Denver... Atley Jackson's on the gimp and runnin' errands for Calitri; The Sphinx is still around, I guess... Then of course, there's...

His pause is meaningful...

MEMPHIS

Forget that...

DONNY ASTRICKY

Okay. Figure it forgotten. What's this about anyways -- ?

CUT TO:

INT. OTTO'S AUTO - NIGHT

In a wood-panelled back room, around a conference table: Memphis and Donny sit... With the list before them...

DONNY ASTRICKY

Most of 'em are late-model...

MEMPHIS

That's right. Only 10 exotics...

DONNY ASTRICKY  
You'll have to start beating the  
bushes, find out where they live...

Otto enters. Giggles...

OTTO  
Some crew you got...

MEMPHIS  
If we put the word on the street. That  
we're crewing up for a one-time-only  
job... What do you think that'll yield?

DONNY ASTRICKY  
A bunch of strung-out hypes and  
stick-up men. This ain't like the old  
days, Memphis. The profession has lost  
its...

OTTO  
Dignity...

DONNY ASTRICKY  
Yeah...

MEMPHIS  
Well, the three of us don't exactly  
inspire confidence...

Beat... Donny examines the list...

DONNY ASTRICKY  
Wow! They got Elenore here -- ?

MEMPHIS  
I know. Weird, huh -- ?

The door opens... One of Otto's WORKERS is there...

WORKER  
Otto, there's someone here to--

But they walk past: Kip, Tumbler, Mirror Man, Little Billy,  
Freb...

MEMPHIS  
What are you doing here?

KIP  
We come to work it --

MEMPHIS  
That ain't happening --

DONNY ASTRICKY  
 Lookit Kip. All grown up...

KIP

Hi ya, Donny.

(to Memphis)

You gonna boost 50 cars - you, Donny  
 and Otto... ?

MEMPHIS

Your criminal career has officially  
 come to a close...

KIP

Yeah? Maybe so. But I don't know how  
 two washed-up thieves and an old man  
 hope to steal 50 cars in three days.  
 And, I think, it's my life that's on  
 the line here...

MEMPHIS

Who's fault is that?

KIP

Not saying otherwise... It's just...

MEMPHIS

What do you recommend?

KIP

We join forces. You got the knowledge.  
 I got the man-power...

Memphis looks at Otto... Otto shrugs...

OTTO

The conundrum still applies, of course.  
 The purpose of the endeavor is to  
 rescue baby brother from imminent death  
 and/or a life of crime. However. This  
 cannot be successfully carried out  
 without baby brother's considerable  
 resources, shabby though they may be.

KIP

My thoughts exactly --

Memphis considers... He has little choice...

MEMPHIS

We do this. Then. You're finished.  
 Then. You're clean...

KIP

I like how you wallop back in here -  
after four years - and can still get  
all Clifford Huxtable on my shit...

MEMPHIS

You hear me?

KIP

I hear ya. Get me outta this. I'll  
move to the country. Open a fruit  
stand...

Memphis turns to Tumbler...

MEMPHIS

And you I don't like, cos I think  
you're a snap-job. What do you say to  
that?

TUMBLER

All shall be well. And all shall be  
well. And all manner of things shall  
be well...

Memphis looks at him... Turns to Little Billy. Shakes his head.

MEMPHIS

How old are you?

LITTLE BILLY

Sixteen. But my birthday's in seven  
months...

Memphis shakes his head... Sighs...

MEMPHIS

Okay, then... Otto?

OTTO

In order to succeed, you're going to  
have to go old-school. One night  
boost. Put all your nuts in one  
basket. And...

KIP

One night? Are you nuts?

MEMPHIS

You got maybe a better plan?

KIP

You spread it out... You move around...  
So's they can't touch you... So's they  
don't know... Shadow games and shit...



MEMPHIS

"Shadow games?"

-

KIP

Shadow games...

Memphis looks at him... Then looks at Kip's crew... All slightly embarrassed at their leader's cheek... Cos clearly they suck at this...

MEMPHIS

Go on, Otto --

OTTO

We take two days to shop it; two to prep it... Do all the--

KIP

Hey, didn't you hear what I said?

MEMPHIS

Yes. We heard. Shadow games. But what you have to understand, Kip, is: I'm not gonna discuss aerodynamics with the cat that built the Hindenburg. Got it? Otto, go on...

And Kip goes deep red... Pissed... He looks at his boys... But they are only looking at Memphis... Which angers him more...

OTTO

You're still going to need to expand the crew...

MEMPHIS

(knows the answer)

By how many you figure?

OTTO

Original strength, of course. And you've got a few Italian cars on your list. Always tricky, always time-consuming. Gonna need a specialist. So. By two, I'd say... Yes... two...

And Memphis looks at him...

Because that's what he was afraid of...

So we'll PRE-LAP a speed-metal punked-up version of the Looking Glass' 70s classic "Brandy (You're A Fine Girl), and

CUT TO:

A DRUM KIT

The name of the band is written on the bass drum's face - "The Dick Van Patten Project"

INT. "JOY PENITENTIARY" - KENMORE SQUARE - NIGHT

And they do raucous versions of 70s songs for this semi-crowded shithole club... The SINGER is a sexy, dark-haired GIRL, 26, in torn jeans, belly-button rig, the FERRARI EMBLEM tattooed on her shoulder... Her name is Sara Wayland... And she goes by

SWAY

and she's foaming in full-on Joan Jett/Courtney/Janis snarl...

SWAY

(singing)

"The sailors say 'Brandy/You're a fine girl/What a good wife you would be'..."

Memphis is here... By the bar... Watching...

The band finishes their set... Memphis walks toward the riser...

She sees him coming... Shocked is a good place to start...

SWAY

What are you doing here?

MEMPHIS

Why does everyone ask me that?

SWAY

You look like shit --

MEMPHIS

Yes, but aren't flawed existences a little more romantic?

SWAY

Don't even start with that...

MEMPHIS

You still wrenching at Bacchiochi's?

SWAY

Hell, yeah. I'm not getting rich off of my rock-n-roll heart...

MEMPHIS

Buy you a cocktail?

SWAY

Nope. I got a beer. And a boyfriend.

She points to a 40-year-old CAT in a loud shirt. Memphis frowns

SWAY (CONT.)

Mitch.

MEMPHIS

"Mitch."

SWAY

Mitch.

MEMPHIS

This is where you were when I first met you. Singing in a band and dating the fries at the bottom of the bag --

She looks at him... Incredulous...

SWAY

Are you kidding me?

MEMPHIS

What?

SWAY

You come in here. And start popping that noise? Are you on drugs?

MEMPHIS

So I was replaced by Mitch?

SWAY

No. You were replaced by Alex. Who was replaced by Kevin. Who was replaced by Vince. Who was replaced by Mitch...

She smiles sourly at him...

MEMPHIS

Wow. And to think all I accomplished these past four years was the "LORD OF THE RINGS" trilogy...

SWAY

Stop it. You left town and severed all ties, remember... ?

MEMPHIS

Well, here I am...

SWAY

Yes. But I got a strong feeling it's not on account of any longing-for-my-touch on your part --

And Mitch sees them... He heads their way...

MEMPHIS

I've taken the spear for a lot of people, Sway. Including you. But I don't know about cutting off all ties just on account of you got yourself a Mitch. Can't we improvise a little here... ?

SWAY

No can do. Life goes on, point-five...

MITCH

You wanna go over the second-set list, Sara -- ?

SWAY

(looking at Memphis)

Sure, Mitch --

MEMPHIS

If you change your mind. We're at Otto's. It's 50 ladies in 24 hours. For The Carpenter. 200 K and Kip's life, on the felt. So long now.

And he's out of there... And she watches him go, startled at his parting words...

MITCH

Who was that Sara -- ?

She looks at the door... Shrugs...

SWAY

Good question...

EXT. "JOY PENITENTIARY" - NIGHT

Memphis comes out of the club... To find Detective Castlebeck waiting for him...

DETECTIVE CASTLEBECK

I know you.

MEMPHIS

You know my back.

Memphis walks... Castlebeck falls in step with him...

DETECTIVE CASTLEBECK

Your girl sings in there --

MEMPHIS

Not my girl anymore...

DETECTIVE CASTLEBECK  
 You going through one of those mid-life things, Randall? - Revisiting the ruins of all your old stomping grounds?

MEMPHIS  
 Just taking a walk --

DETECTIVE CASTLEBECK  
 She's good. I've heard her. Almost as good at the microphone as she is boosting a Ferrari out of a showroom...

Memphis stops... Faces him...

MEMPHIS  
 What do you want from me?

DETECTIVE CASTLEBECK  
 Honestly? I want to - once every few months - get into my car. Pack a lunch. And drive on up to Cedar Junction. On visiting day. Bring you some magazines. Maybe some almond clusters. And see you all bright and shiny in your orange jumpsuit... That's what I want...

And with that, he walks on up the street... Memphis gazing after him...

EXT. FENWAY PARK - NIGHT

The lyrical little bandbox where the Red Sox play... A game is just getting over... Crowds file out... There's Atley Jackson, enjoying a sausage, jawing with the vendor...

Memphis approaches... Atley goes to him...

MEMPHIS  
 Tell him it's on...

ATLEY JACKSON  
 That's good news...

MEMPHIS  
 I'll tell you, Atley: the whole thing sorta stinks --

ATLEY JACKSON  
 How's that?

MEMPHIS  
 If Kip and his are as incompetent as they seem, why'd Calitri give 'em the paper in the first place?

ATLEY JACKSON

I dunno, man. But he did. What do you want from me?

MEMPHIS

I could ask you the same question...

ATLEY JACKSON

Hey, I thought I owed you. It was me getting greedy that crummed the deal back then... You had to take the rot for the whole crew and leave town... When Kip got into it, I thought you should know... I thought I owed you...

They hold the gaze.... Then:

MEMPHIS

Just tell him it's on. Tell him to lay off Kip and them. Tell him it's on...

And Memphis walks off... And Atley tosses his sausage in the trash... Lights up a jittery cigarette...

INT. RAINES APARTMENT - NIGHT

Helen Raines is at the kitchen table, going through a PHOTO ALBUM... Memphis comes home... Hangs up his coat...

MEMPHIS

Hey --

He kisses her head...

MEMPHIS (CONT.)

Kip here -- ?

HELEN RAINES

He's sleeping. First night he's in before three in months...

MEMPHIS

What do you got there?

HELEN RAINES

The album. I get nostalgic around this time of year...

MEMPHIS

What time of year?

HELEN RAINES

Tuesdays...

He smiles... Sits down next to her... They go through the PHOTOS:

- childhood shots of Memphis and Kip, a younger Helen...
- Memphis at 17, in his "Ike's Garage" coveralls...
- Kip, at 12, in fireman's helmet...
- another of a 14-year-old Memphis, and an infant Kip, and their father (ROBERT RAINES) a MAN, with bright eyes and a quiet smile, as they stand before an old Cutlass 442...
- in the dunes of the Cape... The Raines family in happier times
- Memphis and Sway... Six years ago...
- Robert Raines... Outside a car dealership... We can almost feel his strong, sure presence...

Memphis looks at his mother... As she looks at the picture...

MEMPHIS

You ever wonder what things'd be like if he hadn't died?

HELEN RAINES

Every day. I wonder about that every day...

MEMPHIS

Kip and I'd probably be working at the dealership... Imagine us selling cars?

HELEN RAINES

(salesman voice)

And just in case you lose your keys, good sir, I can toss in a complimentary slim-jim, free of charge...

MEMPHIS

Mother -- !

They laugh... Look at the album... At Robert Raines...

MEMPHIS (CONT.)

I remember, every day, he'd come home in a different car. That was the greatest thing... And we'd climb all over it... Examine every inch of every different car...

HELEN RAINES

I remember... Supper getting cold, cos you two are out there heads under hoods...

MEMPHIS

After he died... I think that's what I missed most of all... That there was no different cars every night... When I started hanging around Otto's... And he started showing me the things... It was a way to kill two birds... Put food on the table for you and Kip... And... Ride in different cars every night... Just like when Dad was here...

She looks at him... Tears stand in her eyes...

MEMPHIS (CONT.)

We're gonna have to do this thing, Ma.

HELEN RAINES

I know...

MEMPHIS

We do it. We'll get clear...  
Everything'll be okay...

HELEN RAINES

You'll be careful?

MEMPHIS

Of course...

And they embrace...

ANGLE - A PHOTO. Robert Raines. Smiling beside an Olds 98...

NEW ANGLE - KIP. At his bedroom door. Having heard the whole thing...

EXT. INTERNATIONAL TOWERS HIGH RISE CONDOS - CAMBRIDGE - DAY

Memphis and Donny and Freb and Little Billy wait across the street from the building in Donny's Dodge Dart...

DONNY ASTRICKY

Car-jacking is the lazy man's boost.  
No skill. No finesse. Can only take the car if the key is in it. That's not thieving. That's parking. You're thugs. A vile product of a generation with the attention span of a cole-slaw fart and the decency of dirt...

FREB

They're just cars, man...

To prevent Donny from biting the kid's head off, Memphis chimes in with:



MEMPHIS

This Elenore's been living at the  
International Towers for 3 years now...

LITTLE BILLY

Who's "Elenore?"

MEMPHIS

The '67 Mustang Fastback...

LITTLE BILLY

Why do you call it "Elenore?"

MEMPHIS

All the vehicles get code names.  
Female names. You say "Elenore lives  
at such and such..." and no one  
listening on the waves is the wiser...

DONNY ASTRICKY

Elenore is Memphis' "unicorn."

Before the kids can react, driving out from the subterranean  
parking garage of the International Towers, is

A '67 MUSTANG 2 + 2 FASTBACK COUPE

Yellow with black top, a goatee'd DUDE behind the wheel...

MEMPHIS

Hello, Elenore --

DONNY ASTRICKY

Good call...

LITTLE BILLY

You've kept track of her -- ?

MEMPHIS

You never know when you're gonna need  
another Elenore...

DONNY ASTRICKY

Gotta keep tabs on your unicorns...

FREB

Somebody. Please. What's a "unicorn?"

DONNY ASTRICKY

Fabled creature. You know - the horse  
with the horn? Impossible to capture?

Freb looks blank...

DONNY ASTRICKY (CONT.)

We all got one. The single car that, no matter how many times you try to boost, something happens...

LITTLE BILLY

You got one... ?

DONNY ASTRICKY

Sure. My unicorn is the '55 Cadillac. Hydromatic. The first one to have the scan radio touch bar... 0 for 17...

FREB

I think the car thing is cool and shit, but you guys... You're freaks...

DONNY ASTRICKY

"The car thing" is who we are, kid. It ain't what we are... What we are ain't about cars... It's about...

And he jerks down his shirt collar... Shows him the TATT on his chest... Three letters: "P.W.D."

LITTLE BILLY

"P.W.D." What's that -- ?

DONNY ASTRICKY

"P.W.D." Preoccupied With Danger. That's what we share. The car thing... It's just a way to feed that jones...

The kids look from Donny to Memphis... Memphis smiles...

FREB

"P.W.D." Now there's some off-the-hook macho shit...

INT. OTTO'S AUTO - BACK ROOM - DAY

To Queen's "I'm In Love With My Car." The crew is at work:

- Donny is compiling master lists of the 50 cars --
- Mirror Man is modifying a series of slim jims, based on the types of cars they'll be after...
- Tumbler and Little Billy are putting together BRIEFCASES, containing the requisite TOOLS: slim-jim, gizmo, screwdriver, ratchet, dent-puller, a mini-battery with pointy leads...
- Otto is showing Freb how the Lojack works:

OTTO

... the tracking system initializes the Lojack. The Lojack turns on. The cops use the navigation system to trace the car... But it's basically a beeper...

He holds up a small DEVICE, the size of a pack of smokes, with an antennae plug coaxial dangling off it...

OTTO (CONT.)

Find it. Unplug it. You win...

Freb looks baffled...

DONNY ASTRICKY

You'll get the hang of it, kid. All you need is to remember just two things on boost-night...

FREB

What's that?

DONNY ASTRICKY

Wear a watch. Not wearing one is a "tell." It'll give you away in a minute. Thieves don't wear watches, cos usually we're on Eastern Standard Crook Time and don't give a shit.

FREB

Okay. That's easy. You said two things...

Donny smiles...

DONNY ASTRICKY

On boost night? Always take along a good mix tape...

Donny smiles... Freb frowns...

DONNY ASTRICKY (CONT.)

You bring a woman back to your crib for some lovemaking, the song you put on, depends on the woman, the type of lovemaking you intend to do, right?

FREB

I guess...

DONNY ASTRICKY

You got a school teacher or Nancy from accounting, you don't put on Sly Stone or James Brown. You put on Ravel. Rachmaninoff. Maybe even Der Bingle.

(MORE)

DONNY ASTRICKY (cont'd)

But if you got some wild one with her rockets on, who you just picked up at the track, you wouldn't put on Cat Stevens or James Taylor. You'd put on Prince. Or Isaac Hayes. Or, if you really wanted to get after it: Miles.

FREB

Okay...

DONNY ASTRICKY

It's the same way with cars. Different cars. Different tunes. You can't steal a Maserati listening to Sinatra. You gotta get urgent. You gotta get Sonny Rollins or The Clash or Led Zeppelin IV, on that shit. But never, never-ever take no Allman Brothers into a Lincoln Town Car. Could lead to disaster. Got it... ?

FREB

(absolutely hasn't got it)

Got it...

DONNY ASTRICKY

Good.

And then Sway enters...

DONNY ASTRICKY (CONT.)

Whoa, whoa, whoa. Memphis went out and got some big game...

She appears slightly embarrassed at having capitulated...

SWAY

Hello, Donny...

DONNY ASTRICKY

You look excellent, Sway. I was just telling the lads about mix tapes --

SWAY

(to Freb)

Janis Joplin. Billie Holliday. Ella Fitzgerald...

DONNY ASTRICKY

Gender bias...

Otto is before her... Bowing from the waist...

OTTO  
I've missed you, Sara Wayland --

SWAY  
Good to see ya, Otto --

They embrace...

Memphis and Kip enter from the other room...

KIP  
How ya doing, Sway -- ?

SWAY  
Kip...

She looks at Memphis... Small nod... Small smile...

DONNY ASTRICKY  
What do you think about all this?

SWAY  
Stick it in the drawer marked "Fool's  
Errand", right -- ?

DONNY ASTRICKY  
That's my girl --

MEMPHIS  
That's Mirror Man... And that's Freb...  
And Tumbler... And Little Billy...  
Fellas, this is Sara Wayland... They  
call her "Sway."

SWAY  
Hey --

But the kids look high near thunderstruck... The others laugh...  
Go back to their work...

Memphis and Sway --

SWAY (CONT.)  
No questions. I'm here. I need the  
dough.

MEMPHIS  
Of course...

She studies him... Nods...

SWAY  
Good. Just so we understand...

And then she sees something at the entrance...

SWAY (CONT.)

Oh, shit. You didn't --

He follows her gaze... To where --

A MAN, early 40s, has walked in.

Tall, gaunt, ice-eyed. You want to call for Walken's dates or should we? This man never speaks. And his nose is a gnarled blob of scar tissue... Which is why they call him

THE SPHINX

And the others really don't dig his scene...

DONNY ASTRICKY

Well, well, well. The original crash test dummy...

The Sphinx nods to all. Smiles warmly, but it comes out creepy.

Freb whispers to Otto...

FREB

Who's that -- ?

OTTO

That's The Sphinx.

FREB

The Sphinx?

OTTO

He never says a word. And he's got a messed-up nose. Hence. The Sphinx. He's boo-koo koo-koo. But he steals like time...

(to The Sphinx)

Hello, Sphinxxy, old rum -- !

And Otto embraces the taller man... And the others stand around, offering uneasy glances to The Sphinx...

MEMPHIS

Okay. We're all here. Today's Wednesday. D-Day is Friday night... That gives us two days to prep... We're going to find the ladies on our list, find out where they live, when they're home; that they're properly insured... The high-ends we'll cut keys for... The rest we'll briefcase-boost... Let's get into the vans --

MIRROR MAN

Where we going -- ?

MEMPHIS

We're going shopping -- !

EXT. BOSTON STREETS - DAY

Dre and Snoop kick in with "Let Me Ride."

THREE MINI-VANS drive off from Otto's Auto...

- Mirror Man at the wheel of one of them - The Sphinx and Donny with him...

- Freb drives the 2nd van: Memphis, Sway, and Kip with him...

- Tumbler drives the 3rd van: Otto and Little Billy with him...

They carry pens and NOTEBOOKS... And, as they drive around, they're searching out cars... When they see an auto that corresponds to the list, they take down its license plate...

Throughout the scene, despite its playful tone, work is being done - plates are being jotted, streets are being searched...

FREB

What exactly happened to The Sphinx?

SWAY

The Sphinx got into a high-speed. In a '66 Corvette. One of those noisy ones. A GT car. Glass-pack exhaust. Built-in roll bar... They chased him for 4 hours, at the end of which, he rammed into a garbage truck... Wrecked his face. He hasn't said a word since --

MEMPHIS

Hasn't touched a Corvette since either...

Memphis dials the cell... Mirror Man answers on the speaker in his van... Tumbler in his... We'll CROSS-CUT the scene as necessary from van to van...

MEMPHIS

How's it going -- ?

DONNY ASTRICKY

It's arrright...

LITTLE BILLY

Hey, lookit that -- !

He gestures: to a GO-CART COURSE. Go-carts spinning around it.

LITTLE BILLY (CONT.)  
I love go-carts, man... Yo, Kip, we finish this thing, we hit those carts?

TUMBLER  
What are you, twelve -- ?

KIP  
Sure, L.B...

They drive on... Till --

DONNY ASTRICKY  
Check it: '73 Firebird. Know who drove one of those... ?

OTTO  
Yes, I do, in fact. John Wayne in McQ...

DONNY ASTRICKY  
That's being obscurest... Who else? Better known. Memphis?

MEMPHIS  
Jim Rockford. ROCKFORD FILES.

MIRROR MAN  
For real?

DONNY ASTRICKY  
For real. Okay. Gimme COLUMBO...

KIP  
Peugot convertible...

DONNY ASTRICKY  
What color?

KIP  
Gray.

FREB  
How you know that?

KIP  
Remember who my brother is?

OTTO  
GREEN HORNET?

DONNY ASTRICKY  
'66 Chrysler Imperial Black Beauty...

OTTO  
Not bad. DUKES OF HAZARD?



MIRROR MAN

Fuck that cracker shit --

TUMBLER

I know that one. General Lee, I believe, was a... Dodge Charger...

DONNY ASTRICKY

You ever notice how it had a different interior every week? That bugged me...

FREB

Daisy Duke. I rubbed out a lot of man-mayo over her...

SWAY

"Man-mayo?"

KIP

Ignore him.

As the scene plays out - we should be INTERCUTTING with SHOTS of CARS ON THE STREET... LICENSE PLATES... The crew's NOTEBOOKS... As license #s are written down...

DONNY ASTRICKY

MANNIX?

KIP

'66 customized open-top Olds Toronado with the roof cut off. Like a targa top.

FREB

Kip's on point --

KIP

How about HAWAII FIVE-O?

DONNY ASTRICKY

Mercury Grand Marquis... Which were actually too big a car for Hawaii... Not realistic...

MIRROR MAN

Three words: Get A Life.

FREB

Okay, okay. What about MAGNUM P.I.?

KIP

Thanks for playing, Freb. That's a gimme...

OTTO

Yes, but what was on the license plate?

MIRROR MAN

The license plate?

TUMBLER

I know. "ROBIN 1."

OTTO

Very good. But what was the significance of "ROBIN 1"?

FREB

Was that his first name?

OTTO

His first name was Thomas. Thomas Magnum...

DONNY ASTRICKY

Thomas Sullivan Magnum, to be exact.

They look at Donny, impressed...

TUMBLER

Robin 1...

MIRROR MAN

I know! Robin was the name of that faggy guy who hung with him...

KIP

No. That was Higgins....

DONNY ASTRICKY

Jonathan Quayle Higgins...

MIRROR MAN

(to Donny)

You're like a serial killer, ainchoo?

OTTO

Anyone? Memphis?

MEMPHIS

Robin was Robin Masters. He owned the estate they lived on...

OTTO

Ten points for our fearless leader... Sway, how 'bout giving us the honor of the Bill Bixby trifecta -- ?

SWAY

I don't know that --

KIP

Stumped -- !

FREB

Thank-God, Sway, you ain't all  
freaky-deaky, too --

But Sway grins --

SWAY

How about: a Corvette in THE  
MAGICIAN; a Ford pick-up truck in  
THE INCREDIBLE HULK and...

OTTO

Here's where it gets tricky...

SWAY

... he walked in THE COURTSHIP OF  
EDDIE'S FATHER.

Kip high-fives her... Freb looks disappointed...

DONNY ASTRICKY

Walked like a bastard... Skippin'  
stones and shit.. Okay.. What's the car  
on the back of the 10-dollar bill... ?

TUMBLER

What car on the back of the 10-dollar  
bill... ?

DONNY ASTRICKY

There's a car on the back of the  
10-dollar bill...

TUMBLER

There is like hell...

Ten dollar bills are pulled out...

DONNY ASTRICKY (CONT.)

Right below the U.S. Treasury building.  
There's the car...

TUMBLER

OK. So you're right. What kind is it?

DONNY ASTRICKY

Nothin'. That's the thing. It's a  
composite. The Federal Government  
couldn't endorse any one car... It's a  
composite...

OTTO

That's a good one, Donny...

DONNY ASTRICKY

I think so too --

MEMPHIS

We done here, fellas -- ?

DONNY ASTRICKY

Done.

OTTO

Done.

KIP

Done.

MEMPHIS

Good. Let's head in...

And they drive... All smiles... All pleased with themselves...  
And, after a beat...

MIRROR MAN

Ya'll really need to get the fuck out  
of the house more...

And we PRE-LAP Gary Numan's new-wave rave classic "Cars" and

CUT TO:

A MONTAGE

of the hard-core old-school preparations...

INT. OTTO'S AUTO - BACK ROOM

Sway has drawn an intricate CHART on a vinyl DRAWING BOARD:  
1-50... Each car is annotated, ie: 1) '56 Ford T-Bird; 2) '88  
Lamborghini Countach, etc.... And she begins ascribing names  
to them... Female names... Drawn with Magic Marker... Easy to  
erase...

INT. REGISTRY OF MOTOR VEHICLES - DAY

Donny enters with a sheaf of PAPERS... He waits in line...

EXT. TEN-TON TRANSFER COMPANY - NIGHT

The Sphinx drops Tumbler and Kip by the front gates of this huge  
South End trucking company...

EXT. JIMMY'S HARBORSIDE RESTAURANT - NIGHT

Mirror Man has hired on as a VALET... DINERS pull up in their  
cars... Mirror Man offers the DRIVER of a Porsche Boxster a  
ticket... And climbs in, to park the car...

INT. OTTO'S BACK ROOM

Sway writes #24) Porsche Boxster and next to it - PATRICIA 1

EXT. RHODE ISLAND SALVAGE YARD - DAY

The Sphinx walks around with a JUNKMAN and a pair of TIN-SNIPS... They go from car to car... The Sphinx CUTS Vehicle Identification Number TAGS from several cars... Paying the junkman cash for each one...

INT. OTTO'S BACK ROOM - DAY

Memphis and Otto go through Otto's BIBLE - an overstuffed LEDGER with the addresses Otto has collected, over the years, of some 2000 cars. They look for any that correspond to Calitri's 50...

INT. TEN-TON TRANSFER COMPANY - NIGHT

A huge trucking warehouse... Tumbler and Kip have bolt-cut the chain-fence out front... And they enter... Surveying the long, silent rows of gargantuan CAR CARRIER TRUCKS here...

INT. REGISTRY - DAY

Donny offers the REGISTRY WOMAN a LIST of several cars from the shopping spree...

DONNY ASTRICKY  
I'd like the names and addresses of the owners of these 20 cars please...

WOMAN  
It'll take me about 15 minutes.

DONNY ASTRICKY  
I can wait.

And he smiles kindly at her. And takes a seat. It's that easy.

INT. OTTO'S BACK ROOM - DAY

Sway at the board... A grouping of three Mercedes Benz S320 are designated as JENNIFER 1, JENNIFER 2, JENNIFER 3...

INT. OTTO'S GARAGE - DAY

Otto shows Freb how to disarm an alarm system by grounding-out a tail-light with a wire to a mini-battery in their briefcase...

This dead-shorts the lights, shorts-out the alarm system, which chirps for a sustained second and then kills itself...

The door locks pop open... Otto grins...

EXT. JIMMY'S HARBORSIDE - NIGHT

Mirror Man in the Boxster... Parked... He takes the KEY from the ignition... And then takes, from under his jacket - a KEY

CUTTER... And he sets to cutting a COPY of the key...

INT. TEN-TON TRANSFER COMPANY - NIGHT

Kip and Tumbler choose a CAR CARRIER. They slim-jim the door.

They're in in 5 seconds... The ignition is popped in 2 seconds... The truck's flipping stack is belching in 4 seconds.

INT. OTTO'S AUTO - DAY

Sway calls #29 - A '98 Corvette - CAROL...

INT. MIDNIGHT AUTO - NIGHT

A random Dorchester chop-shop. The Sphinx is buying chopped IGNITIONS, that go with the cars on the list...

EXT. TEN-TON TRANSFER COMPANY - NIGHT

Kip and Tumbler come rumbling out of the parking yard, behind the wheel of the massive car carrier...

EXT. JIMMY'S HARBORSIDE - MIRROR MAN

has cut a key... He jocks the cutter and, before he gets out of the Boxster, he opens the glove box... Grabs the registration...

He takes a mini-tape-recorder from his pocket... Reads the owner address into the deck...

Returns the registration to the glove box... Leaves the car...

For today.

EXT. OTTO'S SALVAGE - NIGHT

Tumbler and Kip park the car carrier behind a Matterhorn of decimated automobiles... Out of view...

INT. MIDNIGHT LOCKSMITH - NIGHT

The Sphinx brings the ignitions to the locksmith... Who makes keys for them...

EXT. JIMMY'S HARBORSIDE - NIGHT

Mirror Man taking names and kicking ass... A BMW M ROADSTER...

INT. OTTO'S

Sway writes NANCY 1 next to #27) BMW M ROADSTER...

INT. WIGS-N-THINGS - DAY

Tumbler and Kip and Little Billy go on a shopping spree of fake wigs, moustaches, eyebrows, sideburns, etc.

INT. REGISTRY OF MOTOR VEHICLES - DAY

The Registry Woman gives Donny the list he needed...

WOMAN

It's two dollars per car. That'll be 40 dollars please...

He pays her... Big smile...

INT. OTTO'S AUTO - BACK ROOM

Sway has finished the chart... 50 cars... Their corresponding distaff names...

INT. FREQ'S HOUSE - NIGHT

Freq is at his stereo. CDs scattered around him. Tupac. Biggy. Puff Daddy...

Making a mix tape...

END MONTAGE

INT. RAINES HOUSE - DINING ROOM - NIGHT

Memphis, Kip, Little Billy and Helen Raines eat dinner... Actually, the boys eat... Helen smokes...

MEMPHIS

The smoking, Ma --

HELEN RAINES

I know, I know... How's school, Billy?

LITTLE BILLY

It's arrright. I did a paper on Amerigo Vespucci. You know who that was?

HELEN RAINES

Who?

LITTLE BILLY

He's really the guy who discovered America. That's who it's named after. But Columbus took all the credit. Amerigo got robbed...

KIP

Yeah, but The United States of Columbus don't have the ring to it --

Little Billy considers this... Nods...

LITTLE BILLY

You're right...

They eat in silence... Helen looks at her boys... A soft smile on her lips... Then:

HELEN RAINES

You've seen Sara Wayland?

MEMPHIS

(taken aback)

How do you know that?

HELEN RAINES

You can barely conceal the spring in your step when you see Sara Wayland, Randall...

Kip and Little Billy giggle...

MEMPHIS

I saw her but... That's over...

HELEN RAINES

Of course.

MEMPHIS

It is...

HELEN RAINES

Of course...

And she gets to her feet... Begins clearing dishes...

HELEN RAINES

I'll tell you, Kip, Billy. The thing about Mr. Raines (may his soul rest in peace), is that when I was with him, I understood exactly why it was God put us on this earth... Why he gave us such an unlimited capacity for happiness; that more than made up for all the bad things that can happen... You ever felt that way, Little Billy?

LITTLE BILLY

Hell, yeah. The first time I saw Madonna's video for "Borderline."

HELEN RAINES

What about you, Kipling?

KIP

Not yet, Ma...

And she looks at Memphis... Smiles...



HELEN RAINES  
Randall?

MEMPHIS  
You got any more of this casserole, Ma?

HELEN RAINES  
Of course...

And she goes into the kitchen with a smile...

Memphis watches her go... He looks at the other two... Who are grinning at him like the little kids they are...

MEMPHIS  
Eat your food --

LITTLE BILLY  
She's a good boost, huh, Memphis?

MEMPHIS  
Ma -- ?

LITTLE BILLY  
Sway.

MEMPHIS  
She's good...

LITTLE BILLY  
Kip says she only steals Italian cars.

MEMPHIS  
That's right...

LITTLE BILLY  
How 'bout that? She's hot. She's cool. And she steals Ferraris. She's, like, the perfect girl...

MEMPHIS  
You think?

LITTLE BILLY  
Hell, yeah... Why'd you break up with her, man?

KIP  
Cos he split...

LITTLE BILLY  
Shoulda taken her with you --

KIP  
He couldn't take anyone with him.

LITTLE BILLY

How come?

KIP

Good question...

MEMPHIS

Because there were certain dangers.  
 Certain troubles. It would have been  
 too complicated to involve others...

KIP

And avoiding complications is very  
 important to Memphis --

And the brothers hold a chilly gaze... Little Billy, eating his  
 food, is oblivious to the tension here...

LITTLE BILLY

Right... Cool...

CUT TO:

INT. BACCHIOCHI'S FOREIGN MOTORS - DAY

A garage that deals exclusively in imports... Memphis enters...

MEMPHIS

Hello -- ?

And Sway slides out from beneath a Testarosa... In her greasy  
 coveralls, hair tied back, she's the motorhead dream girl...

SWAY

Hey.

MEMPHIS

What's wrong with her -- ?

SWAY

The right side of the engine is running  
 richer than the left... And the scope  
 isn't showing shit... I dunno...

She reaches up a hand... He grabs it... Hauls her to her feet...

SWAY (CONT.)

Thanks...

And she goes to the sink...

MEMPHIS

You all set?

SWAY

Yeah. It's been a while...

MEMPHIS

Tell me about it...

SWAY

I ride with you.

MEMPHIS

That what you want?

SWAY

That's what I want...

MEMPHIS

Okay.

She goes hits the Lava soap and starts washing the grease from her hands...

MEMPHIS (CONT.)

I missed you, you know --

SWAY

Really? That how come you kept in touch?

MEMPHIS

I just... Didn't know how to make it right...

She shuts off the taps... Towels her hands..

SWAY

We were good when you bailed, weren't we?

MEMPHIS

Very good...

SWAY

Cos there were those dark days, when I figured - it wasn't the threat of the heat, or Calitri's goons, or protecting your family, that sent you packing... But that it was... I dunno... Us...

MEMPHIS

No way...

SWAY

You're sure... ?

MEMPHIS

I'm positive... You remember: what we used to talk about? How someday we were just going to keep driving.

(MORE)

MEMPHIS (cont'd)

South. For real. Until we ran out of map... ?

SWAY

I remember --

MEMPHIS

I thought of that a lot. These past few years. It was kind of the dream I'd dare not detonate...

SWAY

Don't go getting all warm and fuzzy on me, Randall. I'm the jane that was left, and you're the jim that did the leaving. So save the sanctimonious shit for someone who believes. The only reason I ride with you, is cause I don't want to spend the whole night with any of them other creeps... !

MEMPHIS

Oh. Okay. Right.

INT. OTTO'S AUTO - GARAGE - NIGHT

The Replacements chime in with "Someone Take The Wheel." Memphis and the crew... All but Freb and Sway are present.

MEMPHIS

Okay. Tomorrow night it's on. Things to remember: chasing is a challenge. Being chased is sheer terror. They're two completely different things. Try not to get involved in anything resembling a chase. But if you do: a good driver in a bad car will always beat a bad driver in a good car. Listen to your tires. Your tires will tell you what to do. Each team has been assigned their ladies. Teams are--

KIP

Whoa, whoa, man... I can assign my guys to their teams...

MEMPHIS

No you can't.

KIP

Yes, I can...

MEMPHIS

We can put it to the crew, Kip, if you'd like. All-in favor of Kip calling the shots, raise their hands...

No one raises... Check that... Little Billy does... Kip looks at the rest of his boys, who avert their eyes...

DONNY ASTRICKY

Aw, isn't that cute. Little Billy's got your back, Kip...

KIP

Fuck you, man...

DONNY ASTRICKY

Ooh, tough guy...

MEMPHIS

The teams are: me and Sway. Donny and Freb. Kip and Tumbler. Mirror Man, you and The Sphinx...

Mirror Man looks horrified...

MIRROR MAN

C'mon, man...

The Sphinx grins at him...

LITTLE BILLY

What about me?

MEMPHIS

You'll stay with Otto at the HQ...

LITTLE BILLY

How come... ?

MEMPHIS

Because you should be home with Nintendo, listening to The Spice Girls, little man...

LITTLE BILLY

Come on. Kip, talk to the guy -- ?

KIP

No talking to him. Memphis thinks we're discovering America. And he's Amerigo Vespucci --

MIRROR MAN

Who -- ?

KIP

Instead of playing it like it should be. Like stealing candy from a lamb...

MEMPHIS

You're mixing your metaphors...

KIP

What?

MEMPHIS

"Like stealing candy from a baby." Or "like lambs to the slaughter." Both mean the same thing, which is that it's easy. But not when you mix 'em up... When you mix 'em up, they don't mean shit...

KIP

What's your point?

MEMPHIS

My point is it's not easy. None of it. And you thinking it is, is what's gotten us into this in the first place.

KIP

When'd you turn all righteous -- ?

MEMPHIS

It's not about righteous, Kip. It's about being responsible. Do what you do. Do what you like. But if you can't be responsible for the choices you make... Then your dick's in the dirt... And the dirt don't care...

And now everyone's embarrassed for Kip... So he storms on out of there...

DONNY ASTRICKY

Robert Mitchum has left the building --

And then:

TUMBLER

Freb's here. Open the gate.

DONNY ASTRICKY

(to Otto)

We sent him out on a solo boost. See what he could do...

The gate opens. Freb pulls in an '89 Cadillac Coupe De Ville.

FREB  
How do I look in this one?

MIRROR MAN  
Like a goofy white boy in a Cadillac.

DONNY ASTRICKY  
How'd it go?

FREB  
Keys were in it...

DONNY ASTRICKY  
Well, that defies the point, don't it?

MIRROR MAN  
You should ask him how he got the name "Freb."

FREB  
Shaddup, man...

MEMPHIS  
Where's your wig?

FREB  
It itches --

DONNY ASTRICKY  
You itch, Freb. Get the damn thing in there and get it cleaned up --

Freb pulls the Caddy in. Pops the trunk. The gate is closed.

MIRROR MAN  
This is loaded with crap - get a duffel  
He pulls out a set of golf clubs... Freb brings over a duffel...  
Mirror Man plucks something from the trunk...

MIRROR MAN (CONT.)  
Holy shit...  
It's a plasticine BAG - full of a WHITE POWDER...

DONNY ASTRICKY  
Lemme see that --  
He pierces the skin.. Tastes...

DONNY ASTRICKY (CONT.)  
Heroin.

MIRROR MAN  
No shit?

And they pull back the trunk tarp... And there are perhaps TWO DOZEN similar smack-filled BAGS...

DONNY ASTRICKY

There's gotta be a million bucks worth here --

TUMBLER

We're rich. Goddamn, we're rich!

MEMPHIS

Where'd you pick her up?

FREB

In front of one of them poker parlors in Chinatown...

MEMPHIS

Well, take it back --

TUMBLER

Take it back? What do you mean take it back? Are you crazy, man?

MEMPHIS

Take it back, Freb --

MIRROR MAN

Hey, now, Memphis... C'mon, man --

Donny makes to grab the bag from Mirror Man... But Mirror Man holds on... They tug back and forth... The bag DROPS... Splitting on the ground, behind the car... Spilling heroin...

MIRROR MAN (CONT.)

Now, see what you--

But a BANG! BANG! on the front gate, gives them all pause...

OTTO

Who is it -- ?

DETECTIVE CASTLEBECK (O.S.)

Castlebeck.

DONNY ASTRICKY

Jesus. The whole damn thing's loaded --

OTTO

One minute -- !

And the others scatter into the back office, with their tools and devices and lists... Leaving only Memphis and Otto...



Memphis picks up the broken bag... Sticks it in the trunk...  
Puts the golf clubs in on top of it... Slams the trunk.

Only there's still a neat MOUNTAIN OF SMACK ON THE FLOOR by the  
rear of the Caddy...

No time... The gate is opened... Detective Castlebeck ambles in.

DETECTIVE CASTLEBECK

I know you.

MEMPHIS

You know my back.

DETECTIVE CASTLEBECK

What are you doing here, Randall?

MEMPHIS

Stopped by to see Otto. Say hello.

Castlebeck looks at Otto... Otto grins... Castlebeck walks  
around the garage... Taking it all in...

DETECTIVE CASTLEBECK

Otto Halliwell. So much of what I do  
can be laid at your feet. Otto  
Halliwell. Who takes in the desperate.  
The hungry. The fatherless. And  
teaches them a skill. A craft.  
You're downright Dickens-like, Otto...

OTTO

Thank-you, Detective...

ANGLE - the mound of heroin on the floor...

DETECTIVE CASTLEBECK

Took in little 15-year-old Memphis  
after his poppa passed, didn't you?

OTTO

He had mouths to feed...

DETECTIVE CASTLEBECK

Turned him into a master thief...

OTTO

My brightest pupil...

Castlebeck notes the Caddy...

DETECTIVE CASTLEBECK

What's this -- ?

OTTO

Cadillac.

DETECTIVE CASTLEBECK  
What's wrong with it -- ?

OTTO  
Tune-up. It's been sleepy.

Castlebeck takes out a WALKIE... Barks into it...

DETECTIVE CASTLEBECK  
Run me down a tag - 329 HRO. Cadillac.

He clicks off... Otto and Memphis share one... A glance to the smack... Castlebeck is a mere inches from it...

OTTO  
No faith in our new-found goodness,  
Detective... ?

DETECTIVE CASTLEBECK  
Sure. But sometimes we got to create  
some numbers. The task force is run by  
statistics, you know...

Before they can respond, the radio crackles...

RADIO (O.S.)  
329 HRO. There's no want on the  
license at this time...

Castlebeck looks disappointed... Otto grins...

Castlebeck stares at the Caddy, still unconvinced...

MEMPHIS  
You're thinking: okay, there's no  
want... But they probably stripped its  
guts and crated 'em up, right... ?

DETECTIVE CASTLEBECK  
Something like that --

Memphis opens the driver's side door... Gestures Castlebeck  
in... Castlebeck gets behind the wheel...

MEMPHIS  
Let her rip...

And Castlebeck starts the car...

ANGLE - TAILPIPE... WHOOSH! All of the heroin on the floor is  
blown away by the exhaust...

Memphis winks to Otto... Castlebeck seems satisfied... Gets out.

DETECTIVE CASTLEBECK  
 Okay, then. I'll catch you later,  
 Randall...

OTTO  
 Double-meaning intended, right?

DETECTIVE CASTLEBECK  
 Right...

Castlebeck stops at the gate... Turns back to them...

DETECTIVE CASTLEBECK  
 It's funny. There's probably been five  
 more cars stolen in the time I've been  
 here...

MEMPHIS  
 I don't think so, Detective...

And Castlebeck is gone... And Memphis and Otto exhale big time.

EXT. OTTO'S SALVAGE - NIGHT

To Marc Cohn's "Silver Thunderbird." Kip sits, amidst the  
 mountains of wrecked cars... The veritable elephant's graveyard  
 of automotive detritus... Quizzing himself... Cheat-sheet on his  
 lap...

KIP  
 Gina is the Countach... Hillary 1-4 are  
 the Hondas; the '56 T-bird is Beth...  
 (looks at sheet)  
 Nope. The '56 T-bird is Alice.  
 Alice...

Memphis walks up to him... Hands him a beer... Kip doesn't take  
 it...

MEMPHIS  
 You all right?

KIP  
 I'm fine.

Beat...

MEMPHIS  
 You gotta remember what we're doing  
 here, Kip. This isn't a pissing  
 contest. This is just about getting  
 clear...

KIP  
 Whatever...

Kip turns away from him... They stare out at the piles of twisted metal...

MEMPHIS

You see all these cars. And all of 'em dead. And every one of 'em meant the world to somebody, when they drove 'em for that first time...

KIP

They're just cars, man...

MEMPHIS

Yeah, but they're not. They're so much more. A car is freedom. Wide-open countries. Little roads. Grab a wheel. Pop a clutch. Last place in the whole world you can truly be in control of your own destiny

He drains his beer...

MEMPHIS (CONT.)

But also... it's... us. Who we are. It's like baseball. Something you get from your father. You never had that, Kip. Dad told me about it. Told me which cars to love. Told me which Matchbox to save my \$1.39 up and own.

Memphis gets to his feet... Tosses his empty can to the refuse.

MEMPHIS (CONT.)

I had a '74 GTO. I bought it used from Jimmy Tosnia in '81. It was primer gray. Speckled with bondo. Went 0 to 45 in a day and a half because the points and plugs were rotted... I took Leah Simpson to see RAGING BULL at the Crescent Drive-In. We made-out for four hours to Bob Seger's STRANGER IN TOWN. I couldn't afford a motel room but I could afford that car. She wouldn't let me sleep with her. But I do believe I managed to touch her breasts. The song was "Brave Strangers." DeNiro had just rearranged that blonde fighter's face. Leah Simpson's breath was hot and smelled like licorice. And my '74 GTO was where it all happened...

He looks at Kip... But Otto calls to them from the shop...

OTTO (O.S.)

Hey, you two! Get your asses in here!

INT. OTTO'S GARAGE - NIGHT

Memphis and Kip and enter... To find the crew, paper cups in hand, two bottles of champagne being passed around and poured...

OTTO (CONT.)

(cup raised)

To a safe and successful session of bumping fenders and trading paint.

Everyone toasts... Drinks... Junie goes to the tape deck... Hits PLAY...

And "Little Deuce Coupe" by The Beach Boys BLASTS... ("Little Deuce Coupe/You don't know what I got... ")

And all of our guys dance to it... Singing along... Little Billy leading the way --

Otto dances with Junie; Tumbler with Little Billy; even The Sphinx lip-syncs the falsetto parts...

BEACH BOYS

"Well, I'm not braggin,' babe  
So don't put me down  
But I got the fastest set of wheels  
in town, etc."

Yes, it's the requisite rock-to-an-oldie bit...

But God, it's fun... As they exorcise some pre-boost jitters.

Only Kip stands aside from the frolic... Seething...

We watch them dance and laugh and sing for a bit... And then we

FADE TO BLACK

As a SUPER on-screen reads PART III: SWITCHIN' TO GLIDE

EXT. BOSTON HARBOR - NIGHT

The massive seaport... A series of wharves, from which one can see the lights of the peninsulas and islands that surround the harbor...

Commercial SCOWS and TUGS beast the black water...

We should note the enormous 23,000-ton, 627-foot

CONTAINER SHIP, swaying in the harbor...

And the giant shoreside GANTRY CRANE alongside it...

INT. WAREHOUSE

A massive warehouse surrounded by chain-link fence... Enormous SHIPPING CONTAINERS are here, in which the stolen cars will be stored... And cartons and cartons of motor oil...

A massive FRONT-END-LOADER will transport each container to the gantry crane, which will lower it onto the cells in the container ships' hold...

The Big Board - with all the ladies' names - has been moved here as well...

Each team is ready... Each has a briefcase containing the tools of the trade... All wear WIGS that directly contrast their true hair color... Some wear hats... Some facial hair...

They climb into 4 Ford Escorts...

MEMPHIS

Okay. All our ladies should be home now, tucked in bed. Keep chilly... You drop off here... We rotate you right back out to pick up your next gal... Any questions?

LITTLE BILLY

You sure I can't go with ya?

Memphis' ice-water glance is answer enough...

MEMPHIS

Only use the phones when absolutely necessary... Otto's Salvage is default HQ... Let's go get 'em...

QUICK SHOTS -

Of the four cars, as each team slaps a tape in their deck:

- Kip and Tumbler. The tape is Tupac. They bang fists...
- Donny Astricky and Freb... Donny's playing Miles Davis...

DONNY ASTRICKY

P.W.D., kid. P.W.D.

- Memphis and Sway... And Bruce...

MEMPHIS

Ready -- ?

SWAY

Oh, yeah.

- Mirror Man and The Sphinx...

The Sphinx puts on a pair of GLASSES with a FAKE NOSE attached, to cover his missing one...

MIRROR MAN

You should consider always wearing that, boy...

And he slides his tape into the deck...

And, as The Gap Band's "Burn Rubber On Me" cranks on the track -

Our team goes out... Into the night...

Otto and Little Billy watching after them...

Because they're off...

EXT. DESERTED PARKING LOT - NIGHT

Tumbler parks the massive CAR CARRIER here... Kip is behind him in the Escort...

Tumbler gets into the Escort and Kip drives off...

EXT. BOSTON STREET - NIGHT

Memphis and Sway in their Escort... Searching... He pulls to a stop... For a Mazda Rx-7 is parked on this quiet, residential...

Sway gets out... Eyeballs it... Comes back...

SWAY

No whistles, but a Club... You bring a hack -- ?

MEMPHIS

No. Open her...

He parks... Opens the Escort trunk...

Sway pulls the Mazda window... Gets in... Ignition-Gizmos her... The motor now running... Waits...

Memphis gets in next to her... He has a STEERING WHEEL with him.

SWAY

What the hell's that -- ?

MEMPHIS

A little trick I picked up at the Car Thief Retirement Home...

He uses his screwdriver to REMOVE four rivets on the Mazda's Clubbed steering column... In seconds, the CLUBBED STEERING WHEEL IS REMOVED, Club still on it.....

Memphis pops in the steering wheel he brought... Jerry-bangs the rivets...

MEMPHIS (CONT.)

Let's cruise --

And they do... Sway rolls down her window... Tosses something as they drive off --

ANGLE - THE OLD STEERING WHEEL. "Club" firmly affixed to it. On the ground, in the Mazda's old parking place...

EXT. BOSTON STREETS - TUMBLER AND KIP

as they systematize the cars they're responsible for...

Tumbler drops Kip off by a BMW M Roadster... Kip gets out... Pulls the window... Pops the button... The alarm squeals... He gets in... Opens the hood... Steps out... Lifts the hood...

Finds the alarm wires... Slices them... The alarm dies...

It's that quick... Less than 5 seconds of actual alarm time... Kip hops back into the Beemer... Starts it... He's off...

TUMBLER

meanwhile, has driven to a Volvo C70... He leaves the Escort on the street... Moves for the Volvo...

EXT. THE CAR CARRIER - PARKING LOT

Kip drives the BMW onto it, Tumbler enters the lot in the Volvo.

QUICK DISSOLVE

As they fill it up... Two Honda Accords, another Volvo, a Toyota 4-runner, etc.

EXT. CAMBRIDGE STREET - NIGHT

Not far from Harvard. A Porsche 911 Cabriolet is parked...

Donny and Freb look at it...

FREB

Diane 1.

DONNY ASTRICKY

Very good. Think you can get in without waking her up -- ?

FREB

Yeah.



DONNY ASTRICKY

That's an after-market alarm. Can't  
just cut her wires...

Freb gives him a confident sneer...

FREB

P.W.D., old man. P.W.D.

And he pops his briefcase... Takes out some gear... Gets out...

Moves for Diane 1...

CUT TO:

A 1990 FERRARI F40

gleaming red; all ducts, scoops, vents, high-flying rear  
airfoil. Parked in front of a nice TOWNHOUSE in the South End.

Memphis and Sway, still in the Mazda, roll up to the Ferrari...

MEMPHIS

Hello, Tracy...

Except that a MAN comes out of the house... Mid-20s, silk shirt,  
long, leather Prada coat... Persian dude...

MEMPHIS (CONT.)

Shit.

The man climbs into the Ferrari... Roars off...

Memphis follows...

INT. RAINES APARTMENT - NIGHT

Helen Raines is rooting through a crowded closet. At last she  
finds what she's looking for... A small black boxy DEVICE.

She goes to the living room. Plugs in the box...

It is a POLICE SCANNER... And it immediately starts to pop and  
caw...

And Helen sits down... Lights up... And listens... Her face  
clenched with worry...

EXT. HARBOR WAREHOUSE - NIGHT

Tumbler and Kip pull in with their car carrier... Full...

They start to unload it...

INT. WAREHOUSE

As Junie SWIPES NAMES FROM THE BOARD...

EXT. CAMBRIDGE STREET - NIGHT

Freb dead-shorts the alarm system, grounding it out on the car's own metal surface, just like they taught him...

He's in the Porsche...

EXT. HARBOR TOWERS - CONDO COMPLEX - GARAGE GATE - NIGHT

A RESIDENT in his BMW comes home for the night. He hits his "genie" and the garage gate opens... He drives in...

It trundles closed behind the BMW. But not before Mirror Man and The Sphinx scamper in...

INT. HARBOR TOWERS - GARAGE - NIGHT

They search the rows of fancy cars... At last coming to --

MIRROR MAN

Gina -- !

The '88 Lamborghini Countach... They move for it... Stop...

MIRROR MAN (CONT.)

Check it --

He gestures to the LICENSE PLATE. It reads "SNAKE"...

MIRROR MAN (CONT.)

Oooh. "Snake." Tough guy. "Snake."  
Homeboy wants you to call him: Snaaake!

They crack up... Size her...

MIRROR MAN (CONT.)

No whistles... That's weird...

He shrugs... They slim-jim her "beetle-wing" articulated door... Climb in... The Sphinx starts her up... Mirror Man gets in beside him... The seats are sooo low...

MIRROR MAN (CONT.)

This shit's on point. Check it: 200.

He gestures to the speedometer... Calibrated to 200 MPH...

MIRROR MAN (CONT.)

Halfway there, we switch. I drive.

The Sphinx shrugs... And they head out...

MIRROR MAN (O.S.)

Say goodbye to your ride, Snake...

EXT. BACK BAY STREET - NIGHT

Memphis and Sway have followed the Ferrari to another apartment building... Idles... Smokey Robinson's "Cruisin'" croons...

MEMPHIS

What's this guy up to -- ?

After a beat, a WOMAN comes out... She gets into the car...

SWAY

It's 1:30 on a Tuesday. Is that any time to pick a girl up for a date?

The Ferrari's lights go off... He's parked...

SWAY (CONT.)

What, are they gonna mack -- ?

Yeah. The couple start kissing. Memphis checks his watch...

SWAY (CONT.)

Maybe she's got a roommate...

Beat... They watch the couple in the Ferrari for a beat...

SWAY (CONT.)

You seeing anybody?

MEMPHIS

No. I had a girl. She was great. The problem is: great girls come along once every seven years. So I gotta wait another three years before I can even bother to look...

SWAY

She was so great, why'd you stop talking to her... ?

MEMPHIS

Her parole officer strongly recommended it...

EXT. CAMBRIDGE STREET / INT. PORSCHE - NIGHT

Freb is inside Diane 1... It's just that he can't figure out how to get her started...

The passenger door opens... Donny...

DONNY ASTRICKY

What's the matter?

FREB

It's all microchips and shit...

DONNY ASTRICKY

Yeah?

He holds up a screwdriver... Jams it in the steering column...

DONNY ASTRICKY

I don't care what kind of car it is.  
How fancy; how expensive; how new.  
You pop the collar - it's 1966 all over  
again... !

And he pops the collar - exposing an ordinary ignition system.

FREB

Cool...

And he sets to breaching it...

DONNY ASTRICKY

So? Tell me: how come they call you  
"Freb" anyways -- ?

FREB

C'mon, man...

DONNY ASTRICKY

We're partners here --

Freb considers... Then, reluctantly --

FREB

My names "Fred." You know: Frederick?  
One drunk night, I decided to give  
myself a tattoo. Hot needle it. I  
used a mirror to guide me...

And he pulls up his sleeve - to show the blue "FREB" tattooed  
there...

FREB

The mirror messed me up with the "b"  
and the "d"... Everything's reversed,  
you know? Now, I'm "Freb."

Donny stares at him...

DONNY ASTRICKY

Look on the bright side: your real  
name could've been "Son-Of-A-Ditch."

And Freb's got her started... And off they go...

INT. LAMBORGHINI COUNTACH - MOVING - NIGHT

The Sphinx drives... Mirror Man pops in his tape... Albert  
King's "Drivin' Wheel."

## MIRROR MAN

That's what I'm talkin' about -- !

He boogies down...

The Sphinx is bewitched, awed by the car's magnificent power...

But then Mirror Man SCREAMS -- ! With pure terror...

For, at his feet, wrapped around his legs, is

A BOA CONSTRICTOR

some 8-feet long... A mass of heavily-keeled scales shimmering on coiled muscle... Mirror Man screams on and on...

The Sphinx swerves wildly... Racing through a red light... Barely missing an on-coming BUS...

Passing a pair of COPS coming out of a 7-11...

They hop into their unit...

Give chase...

INT. BOSTON HARBOR WAREHOUSE

Junie, Otto's gal, on the telephone...

JUNIE

... that's right... They'll be in the lobby of the Riviera Building. 2206 Beacon Street. Brookline...

And we go to --

EXT. RIVIERA BUILDING - BROOKLINE

And see a LINCOLN LIMOUSINE pull up outside this posh apartment building... The DRIVER gets out... Heads to the lobby...

And we see Kip and Tumbler step out from the shadows across the street... They climb into the limousine... Drive off...

INT. BOSTON TRANSPORTATION DIVISION TASK FORCE OFFICE - NIGHT

Phones ringing like mad... Drycoff walks into Castlebeck's office...

DETECTIVE DRYCOFF

It's an epidemic, Rollie... I'm getting reports every five minutes...

EXT. BACK BAY - NIGHT - THE FERRARI

The Persian man and his date... Mackin' hard... Behind them --

Memphis and Sway wait in the Mazda... Memphis is on the cell...

-MEMPHIS

... okay, man... Check with you soon...

He hangs up...

MEMPHIS (CONT.)

Otto says 22 ladies have reported for work...

Sway nods... The Ferrari's windows are fully-steamed...

MEMPHIS (CONT.)

Man, they're going at it --

SWAY

They're in love...

Long beat... He looks at her...

MEMPHIS

What about you?

She looks at him... Lights up a cigarette... Shrugs...

SWAY

You remember my Gramma? Yeah. I was thinking. If she were alive. And she asked me. If she came down, right now. Asked me. "What do you do, Sara? What's your life?" Innocently. Non-judgemental. I think it would break her heart if I said I was a thief. I steal cars, Gramma. And even though, hey, I learned it all from her son. My Uncle Eddie. Who taught me the basics. Which you refined. (You remember Randall, Gramma? You thought he was neat. Well, he refined the basics...). I don't think that's what she hoped for me...

She looks at him...

SWAY (CONT.)

But... That said... Car thieves are my weakness... It's all so terribly Loretta Lynn or something, I know... But... I don't wanna be a thief anymore... I don't wanna love a thief anymore... I want to sing some songs... Maybe have a kid... Stop smoking these friggin' cigarettes... Watch a lot of Audrey Hepburn movies.. And think about

(MORE)

SWAY (CONT.) (cont'd)  
 my Gramma without also thinking "shame  
 on me. Shame on me. Shame on me..."

She looks at him... He leans into her... Kisses her... Tentative  
 at first... Then... With urgency...

EXT. CITY STREET - NIGHT

Freb and Donny Astricky have gotten "Laura", a '99 Bentley  
 started... Donny puts her in gear, when --

A GUN

is jammed against Donny's temple...

JACKER

Out of the car, bitch, or I blow your  
 fucking head off -- !

Donny looks at the jacker... Surprised... It is a KID... No more  
 than 16...

DONNY ASTRICKY

Are you kidding me -- ?

JACKER

NOW -- !

DONNY ASTRICKY

I'm stealing this car. So BACK OFF!

JACKER

I'll shoot you, fool... I'LL BLOW YOUR  
 BRAINS OUT -- !

FREB

Donny --

DONNY ASTRICKY

Donny-nothin'!

And he SLAMS OPEN THE DOOR... Catching the kid in the balls...  
 And the kid doubles over... Dropping the gun...

And Donny gets out of the car...

DONNY ASTRICKY (CONT.)

Lazy, disrespectin', half-assed bully.  
 Any asshole can pull a gun...

And he starts to kick at the kid... Beat at him...

DONNY ASTRICKY (CONT.)  
You don't know how to steal a car, do  
ya? So you gotta take them when  
there's already a key in them... And a  
person in them... Scare people...  
Intimidate... Little freakin' bully...

FREB  
C'mon, Donny... Let's go, man --

DONNY ASTRICKY  
Lazy... Lazy... I ask you, Freb:  
what's the matter with kids today?

But then - BLAM! BLAM! BLAM!

Bullets rip into Donny Astricky in terrifying SLOW-MOTION...

He turns... To see another KID... Scared... At the edge of the  
road... Gat held high...

And Donny drops to the pavement... And the first Jacker gets to  
his feet...

And Freb goes to Donny... To his splayed-out body...

FREB  
Donny -- !

DONNY ASTRICKY  
P.W.D., kid. Getcha every time...

And SIRENS split the night... And the jackers run off down the  
street...

DONNY ASTRICKY (CONT.)  
Get outta here. Get out. Now!

FREB  
I can't leave you here, man --

Freb doesn't know what to do... Donny croaks...

DONNY ASTRICKY  
I'm all right... Been shot before. You  
take me to the hospital, they bust the  
both of us. The cops'll take me. Go!

And Freb makes to run off down the street... But --

DONNY ASTRICKY (CONT.)  
Freb -- !

Freb turns back --



DONNY ASTRICKY (CONT.)

Take Laura with you, you stupid shit!

Freb blinks. Nods. Oh, yeah. He climbs into the Bentley.

Drives off...

As the CRUISERS pull up around him... And the UNIFORMS get out, guns drawn, approaching warily --

To find Donny Astricky... Splayed-out on the pavement...

Laughing at the moon...

INT. WAREHOUSE - BOSTON HARBOR - NIGHT

Kip and Tumbler deliver a Jeep Cherokee... Otto checks it in...

KIP

Any more... ?

OTTO

You guys are through...

KIP

Whatcha got left... ?

OTTO

"Carol." A '98 'Vette... She lives in the suburbs...

KIP .

We'll take it...

OTTO

It's ear-marked for Donny and Freb...

KIP

They're running behind. We'll take it.

He snatches the address... Turns to Little Billy...

KIP (CONT.)

You wanna go out on one, L.B.?

LITTLE BILLY

Hell, yeah --

OTTO

Oh, no, Kip...

TUMBLER

Let's shake it, sugaree...

And Little Billy jumps into the back of the car...

Kip... OTTO

What? KIP

OTTO  
Could you fail to be an asshole for  
just a single evening -- ?

TUMBLER  
Relax your back, Grandpa Walton --

OTTO  
(to Kip)  
You should know: the new broom may  
sweep clean; but it is the old broom  
that knows all the corners...

KIP  
You know where you can stick that  
broom, old man...

Otto waves them away, resigned... Little Billy howls... They  
speed off into the night...

INT. THE MAZDA - BACK BAY - NIGHT

As "Little Red Corvette" by Prince warbles on the track...  
Memphis and Sway still kissing... She breaks it for:

SWAY  
Arrright... Enough... I can't have you  
bellying up to my heart again, man, f  
you can't help falling off the stool...

But he puts his mouth to her ears...

MEMPHIS  
Shhh... Car thieves are your weakness..

Whispers...

MEMPHIS (CONT.)  
I approach you. It's quiet. I look  
this way. That. No one around...

SWAY  
Stop. What about Ferrari Boy?

MEMPHIS  
I take out my slim-jim...

SWAY  
Oh, God...

And yes, this is patently absurd... But it is also oddly sexy...

-MEMPHIS

Slip it in...

SWAY

You're going high-cheese, dude --

MEMPHIS

Unlock your button...

SWAY

"Unlock my button"... ?

MEMPHIS

The alarms go off...

SWAY

Woo-woo-wooooo!

MEMPHIS

I pop your hood; find your siren wires.

SWAY

They're factory alarms... Easy to get around... For a man with... Skills...

MEMPHIS

I do... I cut 'em...

SWAY

Cut 'em...

MEMPHIS

Now... I'm in...

SWAY

Of course you are. You're a professional...

MEMPHIS

I ratchet your ignition mechanism...

SWAY

I bet you say that to all the girls...

MEMPHIS

With a twist of my wrist... You're turned over...

SWAY

Wrong preposition...

MEMPHIS

Hear you roar...

SWAY

What about The Club... ?

MEMPHIS

Let me worry about The Club...

SWAY

No worries...

MEMPHIS

I've got you floored... We're off...  
Take the curb... Man, can you corner...  
Know not to get on it... Momentum  
shift... Don't get on those brakes too  
hard... Get her up on her tires... Up  
on her toes... Up... Up... Up...

Back arched... A small moan escapes her... Prince wails... And Sway has achieved whatever kind of silly climax they aspired to here...

And she flops back down... Looks at him...

SWAY

You're still quite the boost, Randall Raines...

(he shrugs)

Except now I've been chopped, and my parts are in a Honda Prelude being driven to church in South America by some Bolivian consulate's wife...

MEMPHIS

And Tracy's on the move...

Indeed, the girl has gotten out of the Ferrari... And the car has rocketed off...

Memphis punches the gas, sending Sway to the floor...

SWAY (CONT.)

Wham, bam, thank-you, Ma'am, point-five...

And we PRE-LAP Alice Cooper's "Under My Wheels" and

SLAM CUT TO:

THE "SNAKE" LICENSE PLATE

as its ass-end fishtails like a bastard...

EXT. BOSTON STREETS - NIGHT

The Sphinx is outrunning what is now a half-dozen CRUISERS...

INT. COUNTACH - MIRROR MAN

is freaking out... The snake wrapped all around him...

MIRROR MAN

What do I do? What do I do? Aw, man.  
He's gonna swallow my shit whole...  
C'mon... Let's go to a hospital or  
something... !

But The Sphinx shakes his head. No.

MIRROR MAN

C'mon, you creepy no-nosed  
motherfucker. Take me to a hospital!

Nope.

The Sphinx drives on... Into yet another

DIRECTOR'S CHASE SCENE.

This one even cooler than the last...

And once they've eluded all of the police, The Sphinx pulls over  
to the side of a DARKENED STREET...

MIRROR MAN

What are you doing? I'm gonna die!

The Sphinx leans over...

And PINCHES THE SNAKE BEHIND THE BACK OF THE HEAD...

MIRROR MAN (CONT.)

You tryin' to make him more mad?

But, miraculously, the snake RELAXES ITS GRIP on Mirror Man...

And slithers off... To the back of the car... Where it  
immediately goes back to sleep...

Mirror Man stares at The Sphinx, who smiles genially... Then:

MIRROR MAN (CONT.)

I never thought it'd be possible: but  
your ass just got spookier...

And, as Jimi Hendrix' "Crosstown Traffic" BLASTS ON TRACK, we

CUT TO:

A MONTAGE --

of the final series of boosts...

- 1) The Ferrari parked and empty. Sway breaches it. Expert. They drive off...
- 2) Kip and Tumbler and Little Billy. Driving out to the suburbs...
- 3) Mirror Man and The Sphinx. In a '61 Jag. The Sphinx takes out 3 screws in the Jag's ignition and removes the whole thing... Then chooses from a selection of IGNITIONS he's brought along. Finds the right one... Installs it... Tightens the 3 screws... Starts the car with his own key... !
- 4) Memphis and Sway. Clocking a VIPER. They circle it... It's loaded with bells and whistles and Clubs and a metallic voice that warns: "WARNING: YOU ARE TOO CLOSE TO THE VEHICLE!" over and over... Memphis shakes his head... Ushers Sway back...
- 5) Helen Raines. Looking out the window. Listening to the scanner for word of her boys...
- 6) The Harbor. Loading 'em into containers. The containers loaded by gantry crane, onto the ship, lashed to the deck by overworked LONGSHOREMEN...
- 7) The Big Board. Female names disappearing like dust...
- 8) Memphis and Sway return to The Viper. This time, driving a RAMP TRUCK. They raise the ramp. Tie down the Viper. And drive off with it, to be disarmed at a later, safer venue.
- 9) All our teams... Speeding toward us... In different cars... As the MUSIC FADES and we

END MONTAGE

EXT. RESIDENTIAL NEIGHBORHOOD - CHESTNUT HILL - NIGHT

A nice neighborhood... Upper middle class... So damn suburban you can practically smell the gas grills...

A NEIGHBORHOOD SECURITY PATROL CAR glides by... Passing one HOUSE

Where the '98 'Vette - "Carol" - lives.

FIGURES in the thicket surrounding the property: Kip, Tumbler, Little Billy...

And there she is. "Carol." Obsidian black. In the garage. The garage is open. And

THREE KIDS

Two boys and a girl. Late teens. They are standing around "Carol"... Drinking beer... Listening to the new Beck album on

the car's CD player... The folks clearly out of town...

Well-scrubbed, white suburban children of plenty... The only crew they've ever run in is J. Crew...

From the hedge, Kip, Tumbler and Little Billy watch the kids... With equal parts fascination, loathing, envy...

And then, the kids go inside... Leaving "Carol" exposed...

KIP

I got this one...

And he moves for her...

And she's open... Kip's in... Butterfly popped... Gizmo in... The others start to get in... When --

ONE OF THE KIDS

comes out from the house... He stares at Little Billy, just getting in on the other side...

Little Billy stares at the kid... Hold a beat...

KIP

(whispered hiss)

Get in, dickhead -- !

And Little Billy does... Into the passenger seat...

Kip slams her in reverse...

And they're off...

INT. WAREHOUSE - BOSTON HARBOR - NIGHT

Memphis and Sway have returned... Everyone is back except Kip, Tumbler and Little Billy... Memphis hangs up the phone...

MEMPHIS

He's in stable condition...

Relief all around... Memphis looks out into the night --

MEMPHIS (CONT.)

C'mon, Kip --

EXT. RESIDENTIAL STREETS - "CAROL" - MOVING - NIGHT

Kip drives them out... Little Billy shotgun, Tumbler in the back... But the suburbs are confusing, and they can't find their way out...

LITTLE BILLY

Which ways out, man -- ?

TUMBLER

Shit all looks the same here --

They drive. Only up ahead, blocking the street, LIGHTS  
blinding... Are --

TWO SECURITY PATROL CARS

SECURITY COPS on the strong... Guns drawn...

KIP

Shit...

TUMBLER

Run it...

Kip looks to Little Billy... Little Billy nods...

LITTLE BILLY

Run it...

So Kip does... He pins the gas... Straight at the block...

The security cops dive out of the way... Except for one --

Standing tall... And FIRING --

Into the windshield...

Into Little Billy...

The car swerves. Going off the road. Into a bank of mailboxes.

The security guards run for her...

Kip, forehead bloodied, rouses... And punches the gas...  
Getting them out of there...

INT. CAROL - MOVING - NIGHT

Kip drives like a wild man... Little Billy is bleeding something  
fierce... Shot in the chest...

LITTLE BILLY

Jesus, Kip... I'm shot, man...

KIP

Just hold on... Hold on...

TUMBLER

What are we gonna do -- ?

KIP

Hospital.



TUMBLER

We can't do that, dude --

Kip looks at Tumbler... They both look at Little Billy...

INT. GOVERNMENT THEFT TASK FORCE - NIGHT

Drycoff comes into Castlebeck's office...

DETECTIVE DRYCOFF

They just brought in Donny Astricky.  
Shot by a jacker...

DETECTIVE CASTLEBECK

How is he?

DETECTIVE DRYCOFF

He'll live. But it means your boy's  
behind it. Astricky was holdin' a  
list... They just faxed it to us...

He hands Castlebeck the list... Calitri's 50...

Castlebeck regards it... Notes the last entry...

DETECTIVE CASTLEBECK

Let's get out there. And have them run  
down every '67 Mustang Fastback Coupe  
in the area... Find out where they're  
at --

DETECTIVE DRYCOFF

What for?

DETECTIVE CASTLEBECK

You spend a lot time down a man's  
throat, you get to know his tonsils.  
Do it...

EXT. WAREHOUSE - BOSTON HARBOR - NIGHT

As the 'Vette comes screaming into the warehouse... Kip  
exploding out of it... Getting into the back...

KIP

MEMPHIS -- !

And Memphis goes to the car... Sees Little Billy... Front of his  
shirt covered in blood...

The others gather around...

MIRROR MAN

Jesus...

Memphis climbs into the car... Kip is holding Little Billy...

KIP

I didn't know... Should we take him to a hospital? I didn't know. I didn't..

Little Billy is clearly dying in Kip's arms...

LITTLE BILLY

Kip. Kip. Kip. Tell me: what's gonna happen? What's gonna happen... ?

But Kip is lost... Doesn't know what to say --

MEMPHIS

You're gonna be okay, Billy... You are... We'll getcha fixed up...

LITTLE BILLY

No... No... No... Tell me what's gonna happen? Kip? Tell me. What's gonna happen?

The brothers stare at the boy... Kip wipes his sweat-streaked face...

LITTLE BILLY (CONT.)

What's gonna happen? I don't feel... like... this... should... happen... right... now. I... haven't... done... shit...

Tears running down his eyes...

KIP

Shhhhhh, shhhhh...

Kip looks to his brother for help...

MEMPHIS

Otto, call 911 --

OTTO

Call 'em here -- ?

MEMPHIS

DO IT! NOW -- !

And Otto scurries for the phone... Little Billy's breathing comes out in short staccato bursts...

LITTLE BILLY

Kip... Kip... Kip... It doesn't feel... It doesn't feel... It doesn't feel... good...

And he looks up at Kip... And all of the light goes out of his eyes....

And Little Billy is dead...

And Kip holds him for a beat... Then passes him to a surprisingly emotional Tumbler... And Kip gets out of the car... Runs for the opposite end of the warehouse...

The others are stunned... Silenced... Otto hangs up the phone...

Memphis gets out of the car... He storms after Kip... Grabs him by the collars... Hauls him off down the warehouse...

Tosses him into one of the containers... Far from the others... Slams him against a wall...

MEMPHIS

What did I tell you? What? What did I tell you?

KIP

Memphis --

MEMPHIS

No... No... No... NO... Since this whole thing began - not one thing I have said, have you listened to... And there it is... The grand sum total of your bullshit... There it is...

He releases Kip... Disgusted... But Kip is right in there...

KIP

Listen to you? Why should I listen to you?

MEMPHIS

Why am I here? What am I doing here?

KIP

That's a good question, man. Why are you here? What made you think, that now, you could come back, after leaving us, leaving me... That you could come back... And save the day... Superman and Green Lantern and that's your bullshit, man...

MEMPHIS

I left to protect you. I left so you wouldn't come to this...

KIP

But I did... Cos I'm a piece of shit... Okay... You wanna know why? Cos all along I've been standing in your big motherfuckin' shadow...

MEMPHIS

That's a cop-out... I don't buy it...

KIP

(screamed)

I don't give a fuck!

And he shoves Memphis against one wall...

KIP (CONT.)

Why should I be good? Bein' good don't mean dick... But I can't be bad neither... Cos you were the baddest there was...

He wipes he tears from his face...

KIP (CONT.)

Those guys... That's my fuckin' family... And Little Billy... That's my boy... That's my boy... Don't you put that on me... You've put so much shit on me already... And yeah... I fucked it all up... But don't put that on me... I can't handle that... Not that one...

And he breaks down... Body shuddering with each sob...

Memphis stares at him...

MEMPHIS

You're my brother, Kip. And I love you. But I been doing things wrong since I been doing things. And if you been following my lead, well, that just makes you the second biggest shithead in this world. But these past four years, I've been trying to take the brighter path. And, if you'll continue to follow, I think it may just take us to a place... To a place where even the 1st and 2nd biggest shitheads in this world can fix themselves up some good old days... So tell me: if I lead, will you follow?

Kip just looks at him...

MEMPHIS

If I lead, will you follow? Will you, Kip? Tell me...

And, after a beat, Kip nods... Sniffles... And suddenly, he's a little kid again...

And Memphis walks out of the container...

He strides up to the big board... Glances at it... And walks over to Sway...

MEMPHIS

Give me a ride -- ?

SWAY

Where to -- ?

MEMPHIS

Kip's not clear yet. We got one more to go --

And she nods... And climbs into one of the Escorts...

And off they go...

The others standing around the 'Vette and Little Billy's body...

ANGLE - THE BIG BOARD.

One car left.

Elenore.

FADE TO BLACK

As a SUPER on-screen reads: PART IV: DREAMS OF YOU

FADE IN:

EXT. INTERNATIONAL TOWERS - CAMBRIDGE - DAWN

The sun just starting to take all the purple from the night...

Detectives Castlebeck and Drycoff are parked across from the towers in their unmarked...

Sway pulls up a few blocks away... Memphis has put on a fake moustache, wig, necktie...

SWAY

You okay -- ?

MEMPHIS

Yeah... You -- ?

She nods... He looks at her...

MEMPHIS (CONT.)

You should know: walking away from my mother, my brother, this town. Was hard. Walking away from you. Nearly killed me...

And she smiles sadly...

SWAY

I know...

She takes his hand... Squeezes it...

SWAY (CONT.)

Good luck...

Memphis, now in gray flannel suit, wig and moustache, steps out.

As he heads for the Tower garage...

IN THE UNMARKED

Drycoff is on the radio... Binoculars up, on the Escort's license plate - 635 CKG...

DETECTIVE DRYCOFF

(into radio)

One-Baker-11... 10-28-29...

Massachusetts 6-3-5 Charles King George

They wait... Sway drives off...

RADIO (O.S.)

One-Baker-11. 6-3-5 Charles King  
George. No want. Not on file...

INT. INTERNATIONAL TOWERS GARAGE

Memphis walks along the cars... At last, he finds her --

ELENORE

And she's cherry...

EXT. INTERNATIONAL TOWERS - DAY

Castlebeck and Drycoff...

DETECTIVE DRYCOFF

Check it out --

He points... The '67 Mustang appears at the top of the garage ramp... Brakes... Waiting for the light...

Castlebeck squints... Raises the binocs... Tough to tell...

Memphis drifts into the stream of traffic...

DETECTIVE DRYCOFF

What do you think -- ?

DETECTIVE CASTLEBECK

Let's see what he's about --

Drycoff hits the lights and sirens...

Memphis sees the car behind him...

MEMPHIS

Shit...

And kicks it into gear...

DETECTIVE DRYCOFF

Hey, now -- !

And he pins it...

And THE RACE IS ON... In the biggest way possible... This is the grand-daddy of chase scenes here... So we won't take the easy way out... We'll actually script it...

Memphis races out into Harvard Square, Drycoff on his ass... Nearly colliding with the third and fourth generation STREET ARTISTS, MUSICIANS, and MINSTRELS that populate the Square...

Drycoff pulls up alongside him... So they can see him... But the wig and moustache prevent them from recognizing Memphis...

Other cars suffer from the pursuit... They go careening into parked cars, storefronts, Harvard Square...

Memphis side-swipes Drycoff's car...

Memphis drives down the Memorial Drive OFF-RAMP, against traffic

DETECTIVE CASTLEBECK

1 Baker 11, in pursuit following collision with suspect. Suspect is male, white, 40-45, six feet, 175 pounds, gray hair, gray moustache, dark suit... T.A.'s have occurred...

Memphis races her down Memorial Drive... Running parallel to the pretty-but-polluted Charles River...

And we HEAR, as we will throughout, the VOICE of the

POLICE DISPATCH (O.S.)

Switch to open channel 3. All units stand-by. 1 Baker 11 in pursuit of a '67 Ford Mustang, license in the 6th column - 614 HSO. Repeat: 6-1-4 Harry Sam Ocean. Westbound on Memorial Drive, against traffic...

Elenore races past the Harvard Crew Boat House, crossing the bridge over the Charles... Into Boston...

She flies down Storror Drive... Memphis, removing his wig and moustache as he goes...

Another POLICE CAR has joined Drycoff and Castlebeck...

INT. KISS-108 RADIO STATION - DAY

The jocular drive-time jock - MATTY IN THE MORNING - is broadcasting in his studio...

MATTY IN THE MORNING  
We're getting reports that a big police chase has started right near our humble studios... We'll keep you posted...

EXT. STORROW DRIVE - MEMPHIS

has the radio on... Hears Matty... He takes the Beacon Hill exit... Which dumps him at the back entrances and alleyways of Beacon Hill...

He serpentines his way through the tangle of alleys...

Coming out to the brownstones... Racing up Beacon Hill... Past the "Cheers" pub and the golden-domed State House...

POLICE DISPATCH (O.S.)  
All units. Stand-by to copy. '67  
Mustang is yellow in color. One occupant. Mass license 6-1-4 Henry Sam Ocean. Reason for pursuit is unknown.

Drycoff does his best to follow. Another CRUISER has joined up.

Memphis takes her down Mount Vernon Street... Over Cambridge Street... Driving like Richard Petty...

INT. BOSTON POLICE STATION - DAY

Two dozen COPS sit in the muster room listening to the dispatch.

POLICE DISPATCH (O.S.)  
... Suspect is headed southbound on Mount Vernon, at Cambridge Street --

The cops look at each other. Holy shit! And race for the exit.

Because Mt. Vernon and Cambridge St. is the address of

THE BOSTON POLICE STATION

where there are literally 20-30 POLICE CARS parked out front...



And Memphis has just arrived...

MEMPHIS

Shit...

Watch the mad scramble as COPS dive into their units... And try to get out of each other's way... Fenders crunch... Cops curse..

MEMPHIS

bootlegs - going reverse down the wrong way... Left on Cambridge Street... Left onto City Hall Plaza --

CITY HALL PLAZA

is 10 ACRES OF BRICK in the heart of downtown... And now it's like a demolition derby... As Drycoff/Castlebeck and some 10 SQUAD CARS are chasing Memphis around the Plaza...

A BOSTON POLICE CHOPPER has arrived on the scene... Camera out.

Memphis takes one more spin around the plaza and then sees a

SHALLOW FLIGHT OF STAIRS

by the back entrance to City Hall...

And he takes them... CLUMP-KUMP-KA-DUMP-DUMP-DUMP -- !

And now he's in the North End... Home of the narrowest streets (and only fruit stands) in Boston...

And he flies through them... A mad mouse in a maze...

INT. KISS-108 - MATTY IN THE MORNING

watches the chase on TV, via Copter-cam. Still broadcasting.

MATTY IN THE MORNING

Man, is this boy driving! You go, Boss Barracuda... !

EXT. EXPRESSWAY SOUTH

Memphis races along... He's now got some 15 SQUAD CARS ON HIM...

POLICE DISPATCH (O.S.)

Attention all units. Pursuit is now southbound on the Expressway from the construction area on Kneeland Street; all units in the area assist. Code 3.

Past Chinatown... He takes the Kneeland Street exit... Through the old Combat Zone... Right on Washington Street... And he's run out of road at

THE DOWNTOWN CROSSING

Vehicle traffic ends in this shopping district. Foot traffic only... Here come the cops...

Memphis spins the wheel... Left at The Downtown Crossing...

And he drives onto the public park that is THE BOSTON COMMON... Across the grounds... Toward the PUBLIC GARDENS... Past the dew-drenched flora and the SWAN BOATS lolling on the lagoon...

Only there are SQUAD CARS coming from this side too...

And he's pinned... Police on the perimeters...

He slows to a stop...

Cops jump out of their cars, guns drawn. Memphis in the center.

POLICE DISPATCH (O.S.)  
All units. Pursuit has terminated at  
Public Gardens. Repeat--

And Castlebeck is on the BULLHORN:

DETECTIVE CASTLEBECK  
(amplified)  
You in the car. The area is  
surrounded. I want you out to step  
from the vehicle. Hands on your head.

Memphis considers his options... He sees the FOOT BRIDGE over the lagoon... Hears the radio...

MATTY IN THE MORNING (O.S.)  
Is our boy done? Has The Boss  
Barracuda been grounded -- ?

Memphis takes out his cell phone... Dials...

INT. KISS-108

The COORDINATING PRODUCER comes into the booth...

PRODUCER  
Some guy's on the phone for you, Matty.  
Claims to be The Boss Barracuda...

Matty scrambles for the phone --

MATTY IN THE MORNING  
Hello -- ?

INT. BOSTON PUBLIC GARDENS

Memphis in the middle of the gauntlet... On the phone...

MATTY IN THE MORNING (O.S.)  
Is this The Boss Barracuda -- ?

MEMPHIS  
Yes, sir.

MATTY IN THE MORNING (O.S.)  
How you doing, man -- ?

MEMPHIS  
The truth is - my car here doesn't have  
a tape deck. You mind hooking me with  
up with some driving tunes... ?

MATTY IN THE MORNING (O.S.)  
You got it, brother.

Memphis hangs up... Hears:

MATTY IN THE MORNING (O.S.)  
This one is going out to The Boss  
Barracuda. Catch him if you can -- !

And he plays Chuck Berry's "No Particular Place To Go."

And Memphis smiles...

MEMPHIS  
Attaboy --

And punches the gas...

Going right at Castlebeck and the others...

Smashing through the squad cars...

And ACROSS THE FOOT BRIDGE, over the swan boats...

POLICE DISPATCH (O.S.)  
All units. The pursuit is going again.

Is it ever. Memphis drives down Tremont Street... Out into Park  
Square... And gets onto

THE MASSACHUSETTS TURNPIKE

Ten lanes of gnarly superhighway... He opens her up... Full  
throttle...

The chopper above him...

INT. OTTO'S SALVAGE - DAY

The gang is watching on the TV... Freaking out...

EXT. MASS PIKE - TOLL BOOTH

ahead. Elenore crashes the gate going 98, to borrow a phrase.  
But he's driving too close to the shoulder... And he  
SMASHES INTO A LIGHT POLE -- !

The car does a 180... Landing with a horrible THUD... And here  
come the cops...

Memphis is wobbly... Looks like he's almost through...

Thirty cop cars idle behind him...

POLICE DISPATCH (O.S.)  
Attention: suspect has T.A.'d with  
light pole at Expressway North and  
Carson Street off-ramp... Pursuit has  
terminated...

And Chuck Berry has come to an end...

And Matty obliges with Golden Earring's "Radar Love"...

And this seems to rouse our boy... Because he gets her started  
again...

MEMPHIS  
Thanks, brother --

Spins her around... And goes --

POLICE DISPATCH (O.S.)  
That is negative. Pursuit has not  
terminated. Repeat: not terminated.

CASTLEBECK AND DRYCOFF

climb back into their car...

DETECTIVE DRYCOFF  
Who is this friggin' guy -- ?

CLOSE ON - CASTLEBECK. Because he's got a sick feeling who...

ELENORE

takes an exit... And speeds on through the

SOUTH STATION TUNNEL

With everyone in pursuit...

POLICE DISPATCH (O.S.)  
Attention all units. Road block being  
set up at the eastern terminus of the  
South Station Tunnel... Use caution...

EXT. SOUTH STATION TUNNEL EASTERN TERMINUS

It's quite a road block. A DOZEN SQUAD CARS. A WOODEN BARRICADE... The whole shebang...

EXT. TUNNEL - ELENORE

eating asphalt... Coming to the tunnel's mouth... To the road block... Memphis pins her... ZOOCOOM!

Dead-on to the roadblock...

And, at the last moment, as the COPS dive out of the way --

Memphis bangs the gear shift into neutral --

And yanks the parking brake --

And the Mustang spins on the straight --

(and yes, this is exactly like his dream at our opening)

Screeching spin... It stops inches from the road block...

Beat... Thirty squad cars stop behind him...

POLICE DISPATCH (O.S.)

All units. Pursuit has been terminated. Repeat: pursuit has been terminated at South Station Tunnel Eastern Terminus --

Sure it has. Memphis' foot SLAMS ON Elenore's pedal...

SMASHING THROUGH THE ROADBLOCK...

Cars and cops flying... And the Dispatch guy is getting pissed.

POLICE DISPATCH (O.S.)

Check that, all units. You guessed it. Pursuit has not been terminated. Jesus Christ, will you catch this guy?

EXT. MYSTIC TOBIN BRIDGE

A huge suspension bridge crossing the Mystic River between Charlestown and Chelsea...

Except that on the Charlestown side, there has been a terrible ACCIDENT... An eleven-car PILE UP...

## PARAMEDIC

This is Rescue 2... We're at a scene of an 11-car collision with multiple injuries, responded to Ladder truck Code 3... We'll need back-up and The Jaws of Life...

Paramedics... RAMP TRUCKS hauling away wrecked cars... Fire engines... Bloodied VICTIMS...

EXT. CENTRAL ARTERY - ELENORE

takes it on through the Central Artery and the vast construction underway here... Heading back into Charlestown...

And here's our money shot:

Elenore. On Route 93. COMING AT US...

Followed by, literally, 150 POLICE CARS... Could be just about the coolest fucking thing we've ever seen...

But before we have time to gloat:

## POLICE DISPATCH (O.S.)

All units. Suspect vehicle has left The South Station roadblock... State Police advises they have a multiple T.A. on the Mystic Tobin Bridge... Accident is unrelated to Cambridge P.D. pursuit... Repeat unrelated to Cambridge P.D. pursuit. The area is closed except to emergency vehicles. Suspect is headed in that direction. Use caution in that area. Repeat: use caution in that area...

THE MYSTIC TOBIN BRIDGE

Southbound traffic on the bridge (into Boston), is at a stand-still because of the accident...

The Northbound side of the bridge is EMPTY... Northbound traffic stopped at the accident...

Memphis comes to a stop 100 feet before the accident...

There is no way past it, onto the bridge...

All the cops behind him come to a screeching halt...

He is truly trapped...

DETECTIVE DRYCOFF

is thrilled...

## DETECTIVE DRYCOFF

Gotcha now, dickhead --

But Castlebeck's not so sure... He sees a possible play...

So does Memphis...

Heavy sigh... He shuts off the radio... And there's a strange SILENCE... As everyone waits... Watches...

QUICK CUTS TO --

-- Matty In The Morning..

-- The gang at Otto's...

-- Kip. So wounded. So lost...

-- The Carpenter in his wood shop...

-- Helen Raines, smoking in front of her TV...

-- The chopper cops...

-- Paramedics, cops, injured motorists, fire men...

-- Castlebeck and Drycoff...

BACK TO --

MEMPHIS RAINES AND ELENORE...

Another few beats of silence... Everyone watching...

He punches the gas...

Ripping down to the accident site... Heading straight for it...

And we fear he aims to smash the site, maybe further injure the accident victims --

Not our Memphis... He's heading straight for

THE RAMP TRUCK

parked ass-end toward Boston... Ramp down...

And Memphis rockets Elenore at the ramp truck's ramp...

Straight on... And the ramp

LAUNCHES ELENORE

in glorious super-sexy-blood-pumping SLO-MO --

OVER THE ACCIDENT SITE

some thirty feet in the air... Evel-style...

DETECTIVE DRYCOFF

You gotta be fucking kidding me --

Where she lands in a crippling thud...

Onto the EMPTY side of the Mystic Tobin Bridge...

Cheers from the gang at Otto's... The gang at KISS-108...

Memphis pulls her to a stop...

Looks back at the scene...

Castlebeck squints... Trying to see if it's his boy...

Memphis switches the radio back on...

Matty has obliged... Wilson Pickett's "Mustang Sally"...

And Memphis drives over the Mystic Tobin, the only car on the bridge going northbound... He passes over The USS CONSTITUTION - "Old Ironsides" - one of the U.S. Navy's six original frigates.

And the only one never to lose a battle...

Memphis rides, daddy, rides...

EXT. CAR WASH - CHELSEA - DAY

Driving past the bottle-necked southbound-traffic, in the smashed-to-shit Fastback Coupe, Memphis sees

ANOTHER ELENORE

Same color. Same year. Same gal. Having just been through the car wash, it's being towed off...

Amazed, he cuts the wheel. Pulls into the car wash.

At the vacuum island - the female CAR WASH ATTENDANT is startled at the condition of his car...

CAR WASH ATTENDANT

Sir, what happened to your car?

Memphis climbs out the driver's side window...

MEMPHIS

You know those valet parkers...

He walks off, to the front of the car wash... He bumps into the CAR WASH MANAGER, a man in his mid-40s with gray hair, grey moustache, gray suit...



CAR WASH MANAGER

Why don't you watch where you're going,  
friend -- ?

Memphis walks by him...

CAR WASH MANAGER (CONT.)

I'm talking to you, asshole --

Memphis ignores him... Walking to where a WOMAN is about to get  
into the second Elenore...

MEMPHIS

Excuse me, Ma'am. Is this your car?

MUSTANG OWNER

Yes, it is.

MEMPHIS

Would you mind going to the manager's  
office? We have to rewash it.

MUSTANG OWNER

Rewash the car?

MEMPHIS

Yes, ma'am. We have to rewash it. It  
has to pass our "Sparkle Guarantee" and  
unfortunately, it hasn't. Please go to  
the manager's office and I'll drive it  
back through for you. Thank-you, Ma'am

MUSTANG OWNER

Okay, I guess --

And she wanders back to the Manager's office... The TOWEL MAN  
looks at Memphis sideways... Memphis hands him a twenty...

MEMPHIS

Here you go, buddy. Thanks...

Memphis gets in... Starts her... Tears off...

INT. WOODBURN CONSTRUCTION - FRONT OFFICES - DAY

A half-dozen Calitri SOLDIERS are here, answering phones,  
playing cards.

INT. WOODBURN CONSTRUCTION - WORKSHOP

The sliding door is open. An OPEN CASKET rests by the loading  
dock...

Calitri uses a router to make a rabbet along the bottom frame of  
a plywood gossip bench. He senses something and turns to

## THE LOADING DOCK - MEMPHIS

has climbed up, entering the workshop...

CALITRI

Well, well. You've caused quite a ruckus...

Memphis grabs the GUN he'd seen earlier, from the counter...  
Raises it...

CALITRI (CONT.)

What are you doing -- ?

Memphis walks over to a TABLE SAW... He flicks it on... The electric MOTOR rumbles, so as to obfuscate any noise in here...

## EXT. CAR WASH - DAY

The Mustang Owner is with the nasty CAR WASH MANAGER...

CAR WASH MANAGER

I don't know who sent you to see me.  
But if they sent you to see me, they  
must be rewashing the car -- !

## INT. CALITRI'S WORKSHOP - DAY

Memphis has the gun trained on Calitri...

MEMPHIS

Where's the money -- ?

CALITRI

Right there --

He gestures to a Haliburton case... Memphis opens it... There's a lot of cash inside...

CALITRI (CONT.)

200 K. Just like we said... Why are you agitating -- ?

And Memphis lowers his gun...

MEMPHIS

You should never have gotten my brother and his friends involved...

CALITRI

But I had to. It was the only way to get to you --

Memphis frowns... Calitri smiles...

CALITRI (CONT.)

I knew the stupid little shits couldn't honor the paper. In fact, I knew the only person who could honor the paper, in the marginal time-frame, was you... But you had moved on...

MEMPHIS

So you sent Atley to get me...

CALITRI

You didn't think he did it out of any overt concern for your family's well-being, did you -- ?

MEMPHIS

I guess maybe I did...

CALITRI

You were always an emotional one, Randall. That's what we were counting on. The play became: how to flush you out and force you to fly... ? If I had to goon one or two of them to get your attention, well... They're far beyond my sphere of shit-giving...

MEMPHIS

They're just kids...

CALITRI

So were you once. And anyways:  
(enjoys saying this)  
... innocence is overrated...

And Calitri has grabbed a 2 X 4 and SWINGS IT at Memphis' HEAD

Memphis goes down... Dropping the gun...

And Calitri is on him... They go rolling about in grunts and groans - eddies of sawdust swirling - the NOISE of the table saw drowning out the sounds of combat...

Calitri is on top. He grabs an AWL from the floor, bringing the lethal point down to Memphis' face... Memphis holds Calitri's wrist - straining - the point inches from his eye --

ANGLE - FLOOR SOCKET

right above Memphis' head. With a last gasp, Memphis misdirects the awl so it STABS THE FLOOR SOCKET - a small CLAP OF VOLTAGE shaking through their bodies, as they sprawl akimbo...

Both men are momentarily paralyzed as the electricity sorts itself out inside of them...

Calitri is up; and he's found the gun...

He crawls over to Memphis, climbing on him, sitting down hard on the younger man's chest... But then Memphis grabs him by the hair and tosses Calitri off him...

Memphis POUNDS Calitri's head into the floor...

Once, twice. Three times. Calitri is out...

Memphis gets to his feet, nose bloody. He catches his breath.

But there are

APPROACHING ENGINE SOUNDS

from up the alleyway --

THE PANEL VAN

arriving. Digger and Butz. Calitri's grave-diggers.

MEMPHIS

looks about the room, not quite sure what to do with the unconscious Calitri --

And then he sees it.

And he picks up Calitri, straining under the dead weight... Dragging the don over to

THE OPEN CASKET

One final burst of strength and Memphis drops Calitri into the casket...

Slamming the swell top lid of the coffin.

As the van backs into the loading dock.

Digger and Butz climb from the van.

MEMPHIS

Hello, boys -- !

DIGGER

Hey! I'm sorry, I forgot your name, man --

MEMPHIS

Randall.

DIGGER

Yeah, Randall! How are you, man?

MEMPHIS  
Fine, fine.

DIGGER  
Mr. C. around?

MEMPHIS  
He's, uh, indisposed. He said to take  
it away...

Memphis gestures to the coffin. Digger goes for it. A  
splashlet of BLOOD drips from Memphis' nose. He wipes it...

And they get the casket into the van...

DIGGER (CONT.)  
That'll do ya. Tell Mr. C. we was by.

MEMPHIS  
Absolutely.

They head for the van... And Butz moves to hit the BUTTON for  
the SLIDING DOOR --

MEMPHIS  
That's okay - you don't have to--

Too late. Butz hits it and skips to the other side. The  
sliding door CLANKS to a close...

And the front door to the woodshop opens... And there's Atley  
Jackson...

ATLEY JACKSON  
Memphis -- ?

MEMPHIS  
Hello, Atley --

ATLEY JACKSON  
What are you doing here?

MEMPHIS  
Had to make delivery. And collect what  
I'm owed...

ATLEY JACKSON  
Where's Calitri -- ?

MEMPHIS  
Don't worry about him. He's covered.

And something occurs to Atley...

ATLEY JACKSON  
Digger and Butz were here...

MEMPHIS

That's right...

ATLEY JACKSON

Aw, Memphis... You didn't...

MEMPHIS

I did. The question is: what are you going to do?

Long beat...

ATLEY JACKSON

I told you: I owe you...

Memphis nods...

ATLEY JACKSON (CONT.)

Ding Dong The Witch Is Dead, right?

MEMPHIS

Point-five...

And Atley goes to the button... Hits it... The door rolls up...

ATLEY JACKSON

Get outta here, Memphis --

And Memphis does... Nods to Atley...

MEMPHIS

Thank-you...

Atley nods... Memphis walks out to the loading dock... Atley watches him go...

ATLEY JACKSON

Shit.

As Pearl Jam's "Rearviewmirror" crunches and we

CUT TO:

ELENORE

parked on the side of the road. Tendrils of fog dancing around her. Just like in the dream that opened this puppy...

Memphis approaches... Climbs in...

And drives...

EXT. CAR WASH - DAY

The Mustang Owner is getting frustrated...

MUSTANG OWNER

I've been waiting and waiting. Where  
is my car -- ?

CAR WASH MANAGER

What kind of car is it?

MUSTANG OWNER

It's a yellow Mustang --

ANGLE - THE BATTERED ELENORE. Comes lurching out of the car  
wash on wobbly wheels... Looking like well-buffed shit... The  
owner sees her...

MUSTANG OWNER

Oh, my God --

And she sags into the Car Wash Manager's arms...

As a passing POLICE CAR spies the smashed-up Elenore; and sees  
the Manager with the woman in his arms...

POLICEMAN

THERE HE IS -- !

And he comes tearing into the car wash parking lot --

Guns out, the COPS grab the Car Wash Manager... Throw him over  
the hood of their cruiser...

EXT. MORRISSEY BOULEVARD - DAY

Memphis drives... FLASHING LIGHTS behind him... An UNMARKED with  
Code 3 capabilities - lights & sirens...

Memphis considers... He could make another run... But enough is  
enough... He pulls over...

The unmarked pulls up behind him... The cop comes over...

It is Detective Castlebeck.

DETECTIVE CASTLEBECK

I know you.

MEMPHIS

You know my back.

EXT. CAR WASH - DAY

The Car Wash Manager is cuffed and stuffed into the cruiser...  
The Mustang Owner is still a wreck...

Elenore shines in the sun. Broken but not beaten.

A COP gets on the radio...

EXT. MORRISSEY BOULEVARD - SHOULDER - DAY

Castlebeck opens his coat... Showing stuffed holster...

DETECTIVE CASTLEBECK  
It's over, Randall. This time your  
hurting won't heal. Get out of the car

Memphis starts to get out... When... Castlebeck's RADIO crackles

RADIO (O.S.)  
... we have suspect matching  
description and suspect vehicle in  
custody at the Chelsea Car Wash...  
Repeat: the suspect has just been  
apprehended at the Chelsea Car Wash,  
190 Street and Campanza...

Castlebeck frowns... Goes to his radio...

DETECTIVE CASTLEBECK  
Dispatch, what's the license on the  
suspect vehicle... ?

RADIO (O.S.)  
License is Massachusetts 6-1-4 HSO.  
Repeat: Mass. 6-1-4 Henry Sam Ocean.

And Castlebeck looks at the license on this Elenore... A vanity  
plate that says - MY 67...

DETECTIVE CASTLEBECK  
10-4.

And he goes back over to Memphis...

DETECTIVE CASTLEBECK (CONT.)  
Looks like we live to fight another  
round. You're free to go...

Memphis can barely believe it...

MEMPHIS  
As a show of my appreciation: there's  
a container ship on Pier 14, you maybe  
should check out. Could cheer you up.

Castlebeck nods... Sighs... Walks back to his car...

MEMPHIS  
Hey, Detective -- ?

DETECTIVE CASTLEBECK  
What's that -- ?



MEMPHIS  
How come you got such a ding on me  
anyways?

Castlebeck regards him... Then:

DETECTIVE CASTLEBECK  
It takes a worthy adversary, to make a  
worthy hero...

Memphis frowns. Not sure who's the hero and who's the adversary  
And, for the first time in our tale, Castlebeck actually smiles.

DETECTIVE CASTLEBECK (CONT.)  
I'll catch you later, Randall --

MEMPHIS  
Double-meaning intended --

DETECTIVE CASTLEBECK  
You betcha --

And Memphis races off...

EXT. OTTO'S SALVAGE - DAY

Otto, The Sphinx and Junie are sipping coffee and eating  
donuts... They are exhausted...

Memphis pulls up in Elenore... He hands Otto the briefcase...

MEMPHIS  
Split it up. Any word on Donny?

OTTO  
He's gonna be okay. Could do a bit.

MEMPHIS  
What happened to Sway?

OTTO  
She left...

Memphis looks over to the salvage yard... Where Tumbler, Mirror  
Man and Freb are assembled... Throwing rocks and smoking  
cigarettes... Memphis walks over to them...

MEMPHIS  
I'm curious: what's in your heads  
right now -- ?

Nothing for a beat... Then:

MIRROR MAN

Thinking maybe... Of giving up the dumb  
shit for a while---

MEMPHIS

That go for all of you? Freb?

FREB

Hey, I suck at the dumb shit, man.  
It's easy for me...

MEMPHIS

Tumbler?

TUMBLER

All shall be well. And all shall be  
well. And all manner of things shall  
be well...

Memphis nods... He walks off... They watch him go... Beat...

MIRROR MAN

So what do ya'll want to do?

TUMBLER

Breakfast?

MIRROR MAN

Nah. I ain't hungry...

FREB

Me neither --

They ponder... Then... Almost as one:

MIRROR MAN

Go-carts? Little Billy-style?

TUMBLER

Yesssss -- !

Lots of smiles and nodding heads... They head for the car...

INT. RAINES APARTMENT - DAY

Memphis enters... To find Helen Raines sitting on the couch...  
Kip laying across it, head on her lap... Sleeping...

HELEN RAINES

Are you okay?

MEMPHIS

Yeah... How is he?

HELEN RAINES

He's sad. Little Billy was his best friend... He came home... He told me all about it... He hasn't told me "all about" anything in quite some time...

Beat... They stare at Kip's softly breathing form...

HELEN RAINES (CONT.)

A long life is all that we're really here for, Randall. I want that for you and your brother... It's a mother's prerogative... And that's what I want.

MEMPHIS

Fair enough --

He leans down... Kisses her forehead.

HELEN RAINES

What are you gonna do now?

MEMPHIS

Not sure. Although I was wondering about the availability of my old room on a more permanent basis... ?

HELEN RAINES

I'll talk to management...

And Kip stirs... Wakes up...

KIP

Hey...

MEMPHIS

How you, doing, kid?

KIP

I'm arrright... Is it over?

MEMPHIS

It's over...

KIP

Where you off to -- ?

MEMPHIS

Thought I'd go for a ride --

He smiles... Kip does, too... Helen makes it three... And Memphis moves for the door...

KIP

Hey, Memphis -- ?

Memphis turns back...

KIP (CONT.)

I'll see you, right?

Memphis nods... Glances to his mother... Back to Kip:

MEMPHIS

You'll see me...

And he leaves... And Kip and Helen look at each other... Then:

KIP

We got any ice cream -- ?

HELEN RAINES

I think we do... Would you like some?

KIP

Yeah... Yeah, I would...

And Helen goes to the kitchen... To get some ice cream for her son... And so happy to be doing so...

INT. BACCHIOCHI'S FOREIGN MOTORS - DAY

Sway, in her coveralls, wiped out... Lifting a Daytona... "Chevy Van" by Sammy John plays... When she sees

ELENORE

pull up outside... She goes out...

EXT. BACCHIOCHI'S

... to where Memphis idles...

SWAY

What are you doing... ?

MEMPHIS

Seeing if you wanted to go for a ride?

SWAY

I can't. I got a back load of repairs  
and one of the mechanics called in sick  
and I haven't slept and--  
(stops short; then)  
Where to -- ?

MEMPHIS

I dunno.  
(big smile)  
South... ?

She looks at him... Long and hard...

SWAY

This time it's for real?

MEMPHIS

Oh, yeah. For real, point-five.

And she smiles... And goes around to the passenger side... Gets in... He neutral-drops Elenore, chirping off...

EXT. CONTAINER SHIP - BOSTON HARBOR - DAY

As two TUGS guide the giant freighter away from the docks... All those containers... Filled with cars...

But here comes a COAST GUARD CUTTER... Churning for the ship...

Detectives Castlebeck and Drycoff on the deck...

Stopping this one cold...

INT. MIRROR MAN'S SUBURBAN - MOVING - DAY

Mirror Man at the wheel... Tumbler beside him... Freb, The Sphinx, Otto and Junie in the back seat...

MIRROR MAN

Poor Little Billy, man --

A few beats of silence as they remember; then, shockingly:

THE SPHINX

If his premature demise has, in some way, enlightened the rest of you as to the grim finish below the glossy veneer of criminal life, and inspired you to change your ways, then his death carries with it an inherent nobility. And a supreme glory. We should all be so fortunate. You can say "Poor Little Billy." I say: "Poor us... "

They all stare at him, stunned...

FREB

You spoke -- !

The Sphinx shrugs...

MIRROR MAN

Say something else, man -- !

But The Sphinx lapses back into his silence... Looks out the window at the passing traffic...

Lots of shrugs... And they drive... Except that a large TRUCK roars past, cutting them off. Mirror Man has to brake hard and

swerve to avoid collision...

The sign on the back of the truck reads: "HOW AM I DRIVING?  
CALL 1-800-DRIVERS"...

Mirror Man pops open his cell phone... Dials...

MIRROR MAN

You're driving like an asshole!

He hangs up... Freb pops in a tape...

"Little Deuce Coupe" cranks... Natch...

And they go rockin' off down the highway...

EXT. LANDFILL - RHODE ISLAND - DAY

A vast expanse of trash and garbage and layers of earth.  
Deserted, except for

THE PANEL VAN

parked dead center.

Digger and Butz slide the casket from the van, parked before  
AN ALREADY DUG GRAVE.

As they move the casket, there comes

A KNOCKING

from inside. A POUNDING. And muffled CRIES. Digger and Butz  
exchange a horrified glance... They stare at the casket, spooked

BUTZ

Do you believe this?

DIGGER

What should we do?

BUTZ

We gotta do what we gotta do --

DIGGER

Shit. I hate the screamers, man. Why  
can't he finish the freakin' job?

BUTZ

Forget about it. Occupational hazard,  
Digger. C'mon...

And just as we think they're sure to open it --

-- they DROP THE CASKET INTO THE HOLE -- !

-- and begin to dump shovelfuls of earth upon it; its unseen occupant thumping and pounding and yelling --

And soon the casket is covered in dirt.

Gone.

And we PRE-LAP The Turtles' pop gem "Elenore" ("You got a thing about you/I just can't live without you/I really want you/Elenore near me... ") and

CUT TO:

EXT. THE SOUTHEAST EXPRESSWAY - ELENORE - MOVING - DAY

Memphis driving... Sway riding shotgun... Boston at their backs... Memphis looks quite enthralled behind the wheel... He loves driving this car... Sway watches him... He feels it --

MEMPHIS

What -- ?

SWAY

Nothing. Just that - if I was less secure, I might think you were more into Elenore than you are me..

MEMPHIS

She does have one thing you don't.

SWAY

What's that?

MEMPHIS

Bench seats.

And he grins... Pats the seat beside him... And Sway slides close... He throws his arm around her...

And off they go... As The Turtles' ("Elenore/Gee, I think you're swell/And you really do me well/You're my pride and joy, etc.") SING ON...

And Elenore drives away from us...

Into the searing horizon line...

Becoming just another single, yellow dot in the pointillist pattern that is the American road.

The End