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Gone in Sixty Seconds

By Scott Rosenberg

FADE IN:

EXT. LONG BEACH STREET - LOWER GRAND - NIGHT

The streets are empty. Low fog skims the sidewalks below a gray stew of a sky. It's slightly fuzzy, slightly surreal. The vast Port of Los Angeles is visible in the b.g... No cars parked here ... No cars except -

A '67 SHELBY MUSTANG GT-500

Silver with 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 know one's quite sure why ... But they do know he's the auto-boost in Southern California ...

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

Admiring it ... Adoring it ...

But then a FIREBIRD pulls up alongside him. Its driver - ATLEY JACKSON, early 30s, handsome, jocular leans out for:

ATLEY JACKSON:

You gonna steal her or kneel down to her and pray -- ?

Memphis looks at him, still enthralled...

ATLEY JACKSON (cont'd)

I know, I know ... It's Eleanor ...

Just take her, slick. - -

And Atley drives off slowly, Memphis 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 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 289 V8 rumbles like a jackhammer. The whole thing took 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...

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 slots in behind Atley Jackson's Firebird ... And slotting in behind Memphis, in a Z-28, is DONNY ASTRICKY, mid-30s ...

On they go ... The fore and aft car providing escort...

Except that, from seemingly out of nowhere --

A POLICE CAR:

appears behind them...

And Donny instantly goes into diversionary tactic ... He races through a STOP SIGN ... And the cruiser's bubbles flash on ... And Donny is pulled-over ... Atley and Memphis drive on in their respective vehicles...

The UNIFORM COP gets out of his car, goes to Donny.

DONNY:

Problem, Officer?

POLICEMAN:

Yes. You're under arrest -- ?

DONNY:

For running a stop sign?

POLICEMAN:

For Grand Theft Auto -

And off of Donny's look --

We go to Memphis in the Shelby... As FOUR CRUISERS comes speeding toward him, sirens wailing...

QUICK SHOTS of Memphis racing the Shelby through the early morning harbor town streets ... Sirens peel ... Memphis turns up the music ... Pins the gas ... The chase is on ...

Memphis maneuvers the Mustang with a dazzling aplomb... Memphis gutterballing the car, skating the shoulder, the cops in heavy pursuit ...

And now he's picked up another CRUISER... He passes Atley Jackson, heading in the opposite direction... Atley has picked-up a pair of cruisers himself ...

Memphis on a straightaway now, speeds up, feels the boost. But up ahead, a ROADBLOCK has formed... How'd they get that deployed so fast? And behind him, the unmarks blaze ...

Guns his bitch... Straight at the roadblock .. Three CRUISERS and a PORTABLE WOODEN BARRICADE... Memphis pins her ... ZOOOOOM! 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 -- yanks the parking brake -- And the Mustang spins on the straight -- Screeching spin ... And Memphis takes the HARD LEFT ...

And he's managed to outrun them... Finding himself above Lower Grand... Looking down ...

He can see the secondary pursuit down below ... Atley being chased... IN THE DISTANCE - Atley is LAUNCHED FROM THE SHOULDER, the Firebird rolling down a drainage culvert ...

Landing with a sickening thud on its back. Memphis is horrified.
EXT. LOWER GRAND - LATER

Rescue team presence. Atley being hauled out of the wreck... His leg is a torn mess ... He's barely conscious... A cuffed Donny Astricky is dragged to a waiting cruiser ...

A POLICE CAR pulls up ... And out steps

DETECTIVE ROLAND CASTLEBECK

of G.R.A.B. The Governor's Regional Auto-theft Bureau. Castlebeck is mid-50s, black, saturnine. - But don't let the tacit nobility fool you - the man's a street viper ...

Castlebeck goes to another cop - HAWKINGS..

HAWKINGS:

Astricky. And Jackson. No sign of Raines...

DETECTIVE CASTLEBECK

Well, then it's all for naught, ain't it, Hawkings?

Castlebeck looks out over the mess ... And then looks up...

Because, further down Lower Grand, a car is parked. It is the Shelby. With Memphis leaning against its hood...

Castlebeck looks around him, but no one's noticed. So he walks toward it, hand on hip...

DETECTIVE CASTLEBECK

I know you --

MEMPHIS:

You know my back -

DETECTIVE CASTLEBECK

You want to come along quiet?

MEMPHIS:

How's Atley -- ?

DETECTIVE CASTLEBECK

Leg's all banged-up. He made a stupid play ... He'll limp around the yard up at Folsom. But Astricky will be there to take care of him. With their priors, they're looking at a serious bounce --

MEMPHIS:

Let them go --
DETECTIVE CASTLEBECK
How's that?

MEMPHIS:

Let them go. And I'll leave ...
DETECTIVE CASTLEBECK
You'll leave -- ?

MEMPHIS:

You don't have anything on me. A misdee auto-theft. I got no record. I'll be out in three days, and back at it. Or you let them go, and I give you my word. I'm gone. And without the ringleader ... Your tee-times have just grown exponentially...
DETECTIVE CASTLEBECK
I don't golf...
And they stare at each other, as Castlebeck considers.
DETECTIVE CASTLEBECK (cont'd)
I do this. And I see you again. I'll come after you with everything I got. you won't be able to steal a glance at a blind man without me by your side ...

MEMPHIS:

You have my word...
DETECTIVE CASTLEBECK
Get out of here, then. Now.
And Memphis makes to get into the Shelby...
DETECTIVE CASTLEBECK
Leave the car, Randall ...
Memphis nods ... Takes one last look at the Shelby... Sorry to leave it behind ... And he runs off into the mists of Lower Grand ...

Castlebeck walks back toward the crime-scene tumult ...

DETECTIVE CASTLEBECK

Arright, let lim go. Cite him for
rolling the stop ... And cite old
Atley for driving to endanger ...

HAWKINGS:

What are you talking about, Rollie? We're
springing 'em? Just like that?

DETECTIVE CASTLEBECK

Just like that. Quit your bellyaching,
Hawkings ... And let's wrap this up ...
And off of Donny's surprised look, as Springsteen wails to
crescendo and we

CUT TO:

EXT. INDEPENDENCE, CALIFORNIA - DAY - 6 YEARS LATER

Some 400 miles North of Los Angeles, Independence is a one
horse town, and the horse has died... Single stop light,
single-engine firehouse, single everything. Norman Rockwell
would find this burg a snooze.. - We settle on a small,
GARAGE ... The peeling sign reads:

"L.N. ORR AUTOMOTIVE"

owned and operated by Memphis Raines ... In blue coveralls,
Memphis has a Plymouth Duster up on the lift ... With him is a kid
- TOM, 19... Lightnin' Hopkins' "Automobile Blues" plays through --

MEMPHIS:

You know what you got here?

TOM:

Not really -

MEMPHIS:

There's excessive resistance in the cranking
circuit ... You know what you gotta do -- ?

TOM:

Not really --

MEMPHIS:

You have any other answers besides
"not really"?

TOM:

Not --

MEMPHIS:

Right. You want to test the voltage drop ...

Use the voltmeter ... Remove the primary lead from the ignitioncoil and crank her ...

See what you got ... You understand -- ?

Tom starts to say "not really". Instead, he nods. Memphis takes a root beer from an old-style machine. He goes out ... front ... To where an old Denver Pyle-coot - BUDGY - sits on a bench, smoking an unfiltered Lucky ... Memphis sits beside him, pets the 200-year-old DOG that lounges nearby...

BUDGY:

Just can't find good help these days --

MEMPHIS:

(re:

Those things'll kill ya, Budgy --

BUDGY:

They won't have a chance. The bourbon and bacon'll get me first...

Budgy cackles ... Memphis looks out at the dusty little hamlet ...

Budgy points at a passing car ...

BUDGY (cont'd)

That one -

MEMPHIS:

1980 Mercury Cougar. 255 cubic inch V8 ...

Based on the Ford Thunderbird bodyshell;

they modified the chassis, but didn't improve its performance...

Budgy points at another car ... And we get the sense they play this game every day...

MEMPHIS (cont'd)

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 ...

And Budgy looks impressed... As always ...

BUDGY:

Damn, you're good

Memphis nods ... Sips his root beer ...

BUDGY (cont'd)

You got to bingo last night?

Memphis looks at him ... Can't believe it himself ...

MEMPHIS:

That I did, Budgy. That I did --

And, from inside the garage, there's the most horrific GRIND of metal on metal, as Tom has started the Plymouth -

TOM (O.S.)

Uh ... Randall -- ?

MEMPHIS:

Excuse me --

Memphis goes back into the garage, Budgy cackles.

CUT TO:

EXT. RANCHO PALOS VERDES - BUSINESS DISTRICT

A FORD ESCORT - driving through the upscale streets of Palos Verdes. Three KIDS, 20, inside ... The driver is FREB, a little dim; in the back is MIRROR MAN, black, always wears those mirrored shades ... In the passenger seat is

KIP - Memphis' younger brother ... The car pulls to a stop.

Fancy stores - all of them closed - line this affluent business district ... Freb consults a piece of paper ...

FREB:

The corner of Hawthorne and Granvia.

Tumbler messed up. He said the Lotus would be at the corner of Hawthorne and Granvia --

KIP:

He didn't mess up. There it is ...

And he points ... To a CORNER BUILDING - EXOTIC MOTORS LTD. Twenty foot high glass - windows surround a SHOWROOM of EXOTIC DREAM

CARS:

there it is, a 1996 LOTUS ESPRIT V8, gleaming in the all-night showroom lights...

Freb and Mirror Man are startled

FREB:

That -- ?

MIRROR MAN:

You're shittin', right? Kip?

He grins at them... He ain't shittin'...

FREB:

How are we supposed to--

KIP:

Pop the trunk. I need my tool ...

Freb scowls ... Pops the trunk ... Kip gets out ... Goes to the back ... Freb and Mirror Man share a spook --

MIRROR MAN:

What tool -- ?

Kip reaches into the trunk.... Comes around to them... He's carrying A BRICK --

MIRROR MAN (cont'd)

Oh, no --

And Kip walks toward "Exotic Motors"... Calm and cool ...

Ten feet from it ... He winds up ... And HURLS THE BRICK AT THE WINDOW Which EXPLODES ON IMPACT, a SHOWER OF GLASS raining down ...

ALARMS SQUEAL:

As Kip walks into the showroom, glass crunching underfoot. Freb and Mirror Man can't believe it --

INT. EXOTIC MOTORS

Kip goes to the Lotus... With nary a glance around, he's got her open ... The Lotus' ALARM adds its song to the choir ... Kip, unmindful, gets behind the wheel ... Screwdriver to the mechanism... The alarm raging in here...

In moments, the V8's massive 349bhp is bellowing... And Mirror Man climbs in beside him... And off they go ... Laying several inches of English rubber. Over the broken glass and out of the showroom...

EXT. CITY STREETS - PALOS VERDES - NIGHT

The Lotus races through these streets ... At high speeds ...

MIRROR MAN:

Newsflash, Kip:

stolen car

Kip smiles over the ascending speedometer --

KIP:

Yeah. Ain't it great -- ?

And he pins her ... VROOOOOM -- !

CUT TO:

A TENNIS BALL:

being bounced against the wall ... Caught ... Bounced again ...
Thunk! Thunk! Thunk!

INT. WAREHOUSE - LONG BEACH HARBOR - NIGHT

A dozen purloined AUTOS are parked here ... And a number of
SHIPPING CONTAINERS ... A thuggish MAN reads the paper ... The
tennis ball bouncer is TUMBLER, 20 ... And he's sitting on a
tilted back chair, and wall-bouncing the ball and annoying the
piss out of

ATLEY JACKSON:

whom we remember from the drop-car at our opening ... Atley walks
with a LIMP now... Thunk! Thunk! Thunk!

ATLEY JACKSON:

Can you stop that, for Chrissake?

TUMBLER:

What's your problem, bro ?

Thunk! Thunk!

ATLEY JACKSON:

Where are they -- ?

TUMBLER:

They'll be here. You nervous, bro? You? Back
in the day, they say you had anti-freeze in
them veins ... What happened -- ?

And Atley intercepts the tennis ball ... And hurls it over to the
far side of the warehouse ... Tumbler merely grins ...

TUMBLER (cont'd)

Relax and enjoy --

EXT. SAN PEDRO STREETS - THE LOTUS

Heading for Long Beach... Stopped at a light ... A CAMARO pulls up next to them... A KID behind the wheel, a BLONDE beside him... Kip eyeballs them... Engines are revved... Challenges are implied... Mirror Man panics ...

MIRROR MAN:

Stolen car, Kip. Stolen car, stolen car, stolen car ...

KIP:

Stolen fast car...

And the light turns green ... And he pops the clutch ... And they are off ... It's a good old fashioned drag race ... Kip smiles at the blonde ... Mirror Man is freaking out ... Kip's eyes are on fire ... He clocks the speedometer ...

KIP (cont'd)

It's calibrated for 140 ... Let's see if these British boys are full of shit or not --

MIRROR MAN:

No way, man --

Yes, way. Kip floors it. They bury the Camaro in its wake... The gauge rising ... 90, 100, 110 ... Mirror Man is having an embolism...

They warp-speed by a POLICE CRUISER... Both kids totally unaware of the POLICE CHOPPER up on high... With them in its sights ... And they drive ... At last, ending up at --

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

INT. WAREHOUSE

Tumbler studies his watch... Now he's a little concerned ... He looks up ... Atley is glaring at him...

ATLEY JACKSON:

Something wrong, Tumbler -- ?

TUMBLER:

Yeah. I'm missing Springer --

And then the Lotus pulls into the warehouse... Tumbler flashes Atley a "told-you-so" smile... Kip and Mirror Man get out of the car...

Kip walks over to a CLIPBOARD with a magic marker tethered to it

... It is a list of cars ... He draws a black line through "13) 1996 Lotus Esprit V8"... The others are clocking the car...

ATLEY JACKSON:

She'll go 0 to 60 in 4.9 seconds --

MIRROR MAN:

I can vouch for that.

Tumbler passes out 40 oz.s ... The vibe is celebratory...

TUMBLER:

Thirteen down ... Thirty-seven to go ...

KIP:

No problem -

Bottles are clinked... Beer is sipped ... Only, a HOT WHITE SPOTLIGHT bores through the skylight ... And the whup-whup of the chopper's ROTORS... And now the sounds of SIRENS ... 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 ...

INT. WAREHOUSE - LATER - NIGHT

A HALF-DOZEN POLICE CARS. The 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, whom we remember from our opening...

INT. WAREHOUSE

Castlebeck surmises the take ... The cars ... His partner DETECTIVE DRYCOFF - a sneering Irish boy with zero patience - comes out from the back ...

DETECTIVE DRYCOFF

They're gone...

Castlebeck nods ... Looks at the cars ...

INT. "L.N. ORR AUTOMOTIVE" - INDEPENDENCE - DUSK

Memphis goes through invoices in the cluttered back office. When a brand new purple MERCEDES SLK, windows tinted, pulls in out front. It looks oddly anachronistic here in Independence. Memphis senses

danger. He goes out. Budgy and his dog are here... Budgy looks spooked... Tom, too ...

MEMPHIS:

What's going on -- ?

And standing there, by the Mercedes, like a wraith, is ATLEY JACKSON, in long leather coat, smoking a cigarette ... As out of place here as a maggot on a muffin...

ATLEY JACKSON:

Well, well, well ...

And he begins to sing...

ATLEY JACKSON (cont'd)

(ANDY GRIFFITH theme)

Da-doo-doo-doo-da-doo-doo-doo, etc.

(laughs)

Are you kidding me, man -- ?

MEMPHIS:

Hello, Atley ...

ATLEY JACKSON (re: sign)

L.N. ORR. I get it. Clever ...

Memphis studies him...

MEMPHIS:

How's the leg?

ATLEY JACKSON:

Only hurts when I breathe. Lookit you. Where are Barney Fife and Aunt Bea hanging out? And Opie ... Where's Opie at?

He laughs some more ... Chain-lights his cig ...

MEMPHIS:

What are you doing here?

ATLEY JACKSON:

Is there someplace we can talk?

Memphis looks at him...

MEMPHIS:

What about?

ATLEY JACKSON:

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

INT. TEDDY'S TAVERN - NIGHT

A BARMAID sets down a pitcher of beer and two mugs...

WAITRESS:

There you go --

MEMPHIS:

Thanks, Donna --

She leaves... Atley is staring at him... Memphis shrugs...

ATLEY JACKSON:

It's been a long time, Memphis --

MEMPHIS:

Six years ...

ATLEY JACKSON:

Six years. Shit. Time flies, don't it?

Six years ago we were fartin' through
Armani and pissin' Cristal.

Now look at us ...

MEMPHIS:

Tell me about Kip -

Atley takes a sip of his beer,...

ATLEY JACKSON:

He took a job. And 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'd)

Kip's become quite the little crewrunner 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 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:

The point is:

life. Only he's a wild child. Crazy. Makes our old behavior seem like altar boy time. But he fungold this one so bad, folks around L.B. 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'd)

Calitri, man. Raymond "The Carpenter"

Calitri ... Your favorite and mine ...

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

ATLEY JACKSON (cont'd)

I just thought you should know,
man. I kind of had a feeling you
didn't. But I should tell you:
I'm working for him now - The
Carpenter - so if you see him, you
won't mention me coming to get
you... Like I said: I just thought
... I owed you ... And that it was
the right thing to do ...

Memphis nods ... His face clenched in despair. We FADE TO BLACK,
As a SUPER on-screen reads: PART 1: STOLEN MOMENTS

We PRE-LAP J. Geils Band's "Hard-Drivin' Man" and 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 - LONG BEACH - NIGHT

A 24-hour diner in the heart of Long Beach... 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'd)

Hello, Ma --

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

HELEN RAINES (cont'd)

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'd)

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

(to Memphis)

Right?

MEMPHIS:

Right ...

And they settle in ... 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?

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 held 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 ... It's gone ... And I don't know what to do ...

MEMPHIS:

You getting my checks ... ?

HELEN RAINES:

Of course ...

ANGLE - RUBY. He's on the PHONE in the kitchen...One eye on Memphis and Helen --

RUBY:

Detective Castlebeck... It's me ...

Yeah... You ain't never gonna guess who just come in to visit his Ma --

BACK TO - MEMPHIS AND HELEN RAINES ...

HELEN RAINES (cont'd)

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 Sammy Hagar's "I Can't Drive 55"

and SLAM CUT TO:

INT. "THE SIDE POCKET" - POOL HALL - NIGHT
A dozen tables... Smells of blue chalk and whiskey... The juke box
cranked... We take it to the back of the joint ... Where Kip, and
Tumbler and Mirror Man are knocking a rack... Freb sits nearby,
with a few badly made-up GIRLS...

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 -

FREB:

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...
He sinks another ball. A kid, 15, TOBY - comes up to them.

TOBY:

Hey, Kip, what's up?

KIP:

What do you say, Toby?,

TOBY:

I'm cool -

TUMBLER:

What do you want, shithead?

TOBY:

Why you gotta front me like that? I'm talking to Kip --

TUMBLER:

Why don't you leave him alone?

TOBY:

I known Kip longing than you, man ...

TUMBLER:

Oooh, ain't you the lucky duck --

FREB:

Any word, Kip -- ?

KIP:

No ... And they won't take my calls ...

FREB:

What does that mean -- ?

KIP:

It ain't what you'd call a "good sign"

He groks their fear...

KIP (cont'd)

Look - we managed to get 13 in a week.

We just gotta step it up ...

FREB:

But we only got till Friday. That's

four days. And we lost the 13. So's

we gotta start over ...

Kip looks at him...

KIP:

That, too ...

(off of Freb's look of fright)

Don't sweat it, Freb. We're cool.

ANGLE THE FRONT DOOR. For Memphis has entered. He

clocks the room. Sees them at the rear ... Walks back

KIP:

It can be done, man. We just gotta step it up... It's a challenge ...

MIRROR MAN:

The challenge is not to get our nuts cut-off and shoved down our throats ...

TUMBLER:

Can I help you, pal -- ?
And Kip looks up ... To see Memphis there ...

MEMPHIS:

Hey, Kip ...

KIP:

Hello, Memphis --

TUMBLER:

"Memphis?" You're Memphis?

MEMPHIS:

That's right...

TUMBLER:

Damn. Damn, damn, damn ...

FREB:

Memphis. Holy shit. It's an honor,
man --
And he pumps his hand... Memphis continues to stare at Kip

KIP:

It's good to see ya, man. You changed
your look -

MEMPHIS:

You, too
Hold the stare... The others are excited...

FREB:

What are you doing back, Memphis?

MEMPHIS:

Little visit. Check on the family.

KIP:

It's nice to see ya, man -

He smiles ... Memphis eyeballs him... Toby is there ...

TOBY:

Hey, Memphis. Remember me? Toby

Walker. I live next door ...

MEMPHIS:

Sure. Hey, Toby. You grew up

TOBY:

Yeah, I'm cool ...

And Memphis turns back to Kip, who's picked up a pool cue.

KIP:

Who's got next game -- ?

And he makes to rack 'em up ... Then:

MIRROR MAN:

I get it. You ain't gotta be a genius:

Memphis come back to save our bacon!

TUMBLER:

Shut-up, Mirror Man --

FREB:

Izzat true? You come back to save our
bacon?

MIRROR MAN:

Of course it's true. He come to save
his brother's dangling ass --

KIP:

That can't be it. Cos we don't need
saving

FREB:

We don't -- ?

MEMPHIS:

He give you an advance -- ?

MIRROR MAN:

Hell, yeah. Ten larger man

Kip shoots him a look... As if he's spoken out of turn ...

MEMPHIS:

You just give 'im back the money.

All's well...

The others look glum... Kip laughs ... Long and hard...

KIP:

"Give lim back the money." "Give 'im back the money..." Be nice. If only we didn't drink the money. And smoke the money. And buy Nikes with the money. And Sony Play Stations with the money. And dirty girls with the money...

And Kip sinks a ball ... Memphis looks at the others ... They nod... It's true ... The money's gone ...

KIP:

But don't worry, man. Things are all sweetness and light here...

TUMBLER:

Things are all leafy and suburban ...

MIRROR MAN:

The hell they are --

KIP:

Sure they are. Although we do appreciate the gesture, Memphis. But we do got it handled...

And it was nice to see you -- -

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'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:

EXT. LONG BEACH HARBOR - NIGHT

A chill in the air. Memphis walks toward a range of lowslung buildings ...

EXT. WOODBURN SCRAP AND METAL - NIGHT

A virtual cityscape of dismantled automobile carcasses, piled up high for as far as the eye can see ... A huge FORK LIFT scoops up a wreck and hauls it over to the CRUSHER... Watch as the car is FLATTENED, for easy shelving ...

Midnight auto nonpareil ... To one side of the yard is a GARAGE: Watch as a HONDA ACCORD, with a BLOODY WINDSHIELD, enters the garage. A young Mexican KID driving.

A SIGN:

INT. GARAGE - CHOP SHOP

A CAR is CHOPPED ... Pulled apart ... Fenders, doors, panels, interiors, air bags ...

EXT. WOODBURN SCRAP AND METAL - FRONT ENTRANCE

Memphis knocks on the door ... A dog-faced MAN opens it ...

DOG-FACE

Yeah -- ?

MEMPHIS:

Randall Raines to see Mr. Calitri ...

INT. WOODBURN SCRAP AND METAL

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 a hand saw, making critical cross-cuts on a wide panel of maple ... Atley Jackson is here as well ... As noisy as it is out in the yard, in here, once the door is closed, it's as SILENT-as a tomb...

A BANK OF MONITORS on one wall show the cars being crushed and disassembled in the yard. Memphis is led into the room.

Calitri nods and Dog-face leaves the room... Calitri smiles ... Examines his fresh cut...

CALITRI:

Randall Raines ... It's been a long time ...

(looks at his clothes;)

frowns)

'though I do I recall you as a man with style. 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." The phone on his desk BLINKS. Calitri picks it up. Listens. Looks at one of the monitors. Where the Mexican man is talking to several Calitri EMPLOYEES. Calitri hangs up...

CALITRI:

Excuse me one moment, Randall ...

And he picks up a MORTISE CHISEL on his way out. Palming it ...

INT. GARAGE - THE MEXICAN MAN

is sobbing. As Raymond Calitri marches toward him, glancing at the bloodied windshield.

CALITRI:

You bring this to me in this condition? Blood and guts all over it? You make me complicit? On my property? Who taught you how to think? And worst of all: weren't there supposed to be two Hondas?

THIEF:

Please ...

And Calitri, rapid-fire, PUNCTURES the man's belly and chest and legs with the chisel, old-school prison-shiv style ... Until the man is on the floor, howling ...

CALITRI:

Stupid sonuvabitch...

INT. CALITRI'S WORKSHOP

Memphis can-see this from one of the monitors. He looks at Atley...

ATLEY JACKSON:

Car-jacker. Neglected to clean up after himself ...

MEMPHIS:

Jesus ...

ATLEY JACKSON:

The business has changed...

Calitri is back, wiping the sweat from his brow with a rag.

CALITRI:

Now. Where were we? Oh, yes. Kip.

MEMPHIS:

I don't want him hurt...

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

CALITRI:

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

He gestures to each item - exquisitely-rendered woodwork. Then gestures to the yard...

CALITRI (cont'd)

Metal. Steel. It's cold. Ugly. Wood is warm. Clean. Provided by nature. To see a piece of furniture take shape. It's like watching a child grow ... Memphis glances to Atley... Atley shrugs ...

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. His friends. 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 California ...
Memphis nods, notes a PISTOL, resting on a shelf nearby.

CALITRI (cont'd)

No, no. You don't kill me, because
you can't. You don't take your brother
and run, because we'd find him. You
don't go to the-police, because we have
friends there, too. You do nothing:
except deal with me.
Memphis eyes him...

MEMPHIS:

I can come up with the front money.
Pay you back...

CALITRI:

Were it only that easy. I have
obligations. The order needs to be
filled...

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

CALITRI (cont'd)

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'd)

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

MEMPHIS:

They gave you only four days?

CALITRI:

They gave me two weeks. I wasted most of it with your brother and his crew, who not only lost what pitiful few they managed to boost, but also alerted the heat as to our endeavor, making this even more difficult to achieve ...

Memphis scans the list ...

CALITRI (cont'd)

Four 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:

Your brother has four days. Fifty cars. Five-zero. For that he gets 200 large ...

MEMPHIS:

And if he doesn't make it -- ?

Calitri goes to one corner of the shop... Takes a tarp off of a full couch MAHOGANY CASKET...

CALITRI:

I made this, too. My first one.

Brass extension handles, not plated.

The coverings are silk, not rayon.

Expensive hardwood. And lined with
spray green Lorraine crepe ...

Memphis waits, knowing where this is going --

CALITRI (cont'd)

Yes, yes. I made it for young Kip. In
case he fails. At 8:00 Friday morning,
if that ship sets off without my
fifty ... Kip will take up permanent
residence in this box ...

Calitri WALL SWITCH and the a corrugated steel SLIDING DOOR is
RAISED, revealing a LOADING DOCK facing the back of the yard... Two
MEN are working out there... DIGGER AND BUTZ scuzzy dudes, mid-30s
and dressed in dirty coveralls ...

CALITRI (cont'd)

Come here for a second, boys --

And they come over --

DIGGER:

Evenin', Mr. C. --

CALITRI:

Digger, Butz:

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

DIGGER:

Hi, Randall --

Memphis says nothing. Calitri grins ... Nods to Digger an Butz,
who go back to work...

CALITRI:

Digger and Butz will be in charge of burial.
They're good boys ...
Memphis' look is cold and furious ... Plaintiff:

MEMPHIS:

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

CALITRI:

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

Atley hits the wall-switch and the steel door slides shut. Calitri
turns to Memphis...

CALITRI (cont'd)

"Nothing that's forced can ever be
right." Old woodworking expression.
I really don't care how the 50
get onto my ship ... I just care
that they do. 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. HELEN RAINES' HOUSE - ESTABLISHING - NIGHT

A small New England-style shingle and clapboard, up on a hill
overlooking the port. A small GUEST-HOUSE behind it ...

INT. HELEN RAINES' HOUSE

Helen clears away the dinner dishes ... The TV is on. The news. We
see a CRIME SCENE ...

REPORTER:

... the car-jacking, which left Ramona
Sullivan, the 44-year-old mother of
three, dead, occurred last night at ...
Memphis glances to the TV... Grimaces ... He looks out the window
... At the SEDAN parked below...

EXT. RAINES' HOUSE - NIGHT

Memphis comes out ... Moves to the sedan parked across the street
... it is Detectives Castlebeck and Drycoff...

DETECTIVE CASTLEBECK

I know you.

MEMPHIS:

You know my back.

They get out of the car... The view of San Pedro from up here is a
spectacular bedspread of lights ...

DETECTIVE DRYCOFF

When'd you get to town, Raines?

MEMPHIS:

The other day....

DETECTIVE DRYCOFF

What for?

MEMPHIS:

No particular reason. Catch a Laker game. I heard we got Shaquille ...

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 ...

He and Castlebeck lock eyes ... Castlebeck takes a pear from his coat pocket ... Sets to polishing it ...

DETECTIVE CASTLEBECK

I remember us having made some kind of deal, Randall. I don't remember this deal having some kind of time-limit. I look at you - here - in my town - and I'm confused...

MEMPHIS:

A little family emergency --

DETECTIVE CASTLEBECK

I hope it's not your dear sweet mother...

MEMPHIS:

No...

DETECTIVE CASTLEBECK

Or your baby brother. What was his name?

MEMPHIS:

Kip.

DETECTIVE CASTLEBECK

Yes, Kip. Short for Kipling. Named for the English writer of stories about India ... He bites into his pear ...

Memphis says nothing, waits ...

DETECTIVE CASTLEBECK (cont'd)

I got a rash of thefts. A new crew is making noise. We recovered a big take - last week...

MEMPHIS:

And this has what to do with me?

DETECTIVE CASTLEBECK

I don't know. But you shouldn't be here. Take care of your business. I'll give you 24 hours. And then I don't want to see your face. Ever again. Make a fool of me once, that's my bad. Make a fool of me twice. That's really my bad, and I'll kick your ass from here to India ...

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

DETECTIVE CASTLEBECK

Good. Cos you know how it plays. Six years ago, I let you go free. But the next time ... The next time 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. "THE SIDE POCKET" - BACK ALLEY EXIT - NIGHT

Kip comes out of the club... Toby follows ...

TOBY:

You goin' home?

KIP:

Yeah... You want a ride...

TOBY:

Sure -

KIP:

How'd you get here? Your Moms give you

ride -- ?

TOBY:

Hell, no. I boosted a 'Vette.

KIP:

You boosted a 'Vette? Then where is it?

TOBY:

I dunno. It was right here. Someone
musta' boosted it back...

KIP:

Damn crooks is everywhere --
They smile...And go to Kip's TRANS AM...
TOBY (cont'd)
Memphis seemed weird, huh? What's with
them clothes? He a farmer now or
something?
And this seems funny to Kip... He smiles..

KIP :

Yeah. Except the only thing he's growing
is old...
And they are fronted by TWO GOONS ... Who toss them up against the
wall...
KIP (cont'd)
What do you want -- ?
One of the goons SOCKS Toby in the gut. Toby doubles over. Kip
strains to intervene, but his goon holds him back --

KIP:

Don't you do that! You leave him alone!

GOON:

Shaddup, Raines

KIP:

He's got nothing to do with this --
And the goon punches him in the face. And Kip goes down. And out.

GOON:

Get him in the car

EXT. WOODBURN SCRAP AND METAL - NIGHT

Kip comes to. In his car. Hot white lights blind him. The Trans Am is in the crusher. FIGURES above him. Calitri. The goons ...

CALITRI:

Hello, Kip --

Kip tries to get out. The doors are pinned by the forklift.

KIP:

Lemme out of this --

CALITRI:

Were it only that easy --

KIP:

We can still do it --

Calitri nods ... And the crusher presses ... The roof caves a bit ... Kip is close to scrunch ...

CALITRI:

No you can't. Flies on sherbert is what you remind me of. Because just being attracted to something, doesn't mean you belong...

INT. CALITRI'S WOODSHOP

Atley is here, watching Calitri and Kip. one of the monitors. He's miserable. But there is nothing he can do.

EXT. SCRAPYARD - NIGHT

Kip continues to struggle free...

KIP:

Listen, Calitri --

CALITRI:

Call me "Ray." Better yet: call me "asshole." Cos that's how you've treated me --

KIP:

I get out of this I'm gonna fuck you up --

Calitri does have to admire the stones on the kid. But. Another nod. Another crusher-press. Another scrunch...

KIP (cont'd)

Calitri -- !

Nothing. Silence. Kip peers through the slit that the

side window has become ... Only they are gone ... And there is another awful NOISE ... Kip strains to discern its origin ... Only he can't get the angle ... We can. It's a huge CRANE, tipped with a GRIPPING CLAW... It is maneuvered over the Trans Am... Grasps it. . . And LIFTS IT INTO THE AIR ... Kip, terrified, inside ... And, as the crane dangles the Trans Am toward the black waters of the harbor, we CUT TO:

INT. HELEN RAINES' HOUSE - KITCHEN

Memphis is at the kitchen table. The list of cars before him. He's making notations. He gets to his feet ... He goes to check on his mother ... She's asleep in her room... He closes the door ... And goes back to the kitchen. He goes to a framed PHOTOGRAPH - of he and Kip. Earlier times. Happier times. When there is an enormous THUD! From outside. Memphis goes to a window. Sees a RAMP TRUCK unloading a gnarled blob of metal. Memphis runs outside. Just as the ramp truck drives off ... Memphis goes to the mangled Trans Am... Leans down ... And there's Kip ... Seriously smooshed in the flattened car.

MEMPHIS:

Kip -- ?

KIP:

Yeah ...

MEMPHIS:

You all right -- ?

KIP:

I think so. There's things I can't feel right now. Like my feet. But ... You think you can get me outta this, Memphis? I'd appreciate it -

MEMPHIS:

Just hold-on there --

Memphis goes to the garage ... Finds a crowbar, an acetylene TORCH, tin-snips ... He goes back to the wrecked car... And sets to work... He looks at Kip ... Shakes his head...

MEMPHIS (cont'd)

So you want to run that part by me again about things being "all sweetness and light..."

KIP:

This has nothing to do with any
of that --

MEMPHIS:

Oh. You maybe have more than one
enemy who owns a car-crusher -- ?

KIP:

All my enemies own car crushers.
It's like a pre-requisite ... Owwww...

MEMPHIS:

Easy ... Take it easy ... We're almost
there...

Indeed... Memphis has freed him ... Kip crawls from the wreckage
... His clothes in tatters... Blood seeps from a variety of
contusions ... He limps ... Memphis helps him to the guest house
...

INT. KIP'S GUEST HOUSE - LATER - NIGHT

Small, cluttered... Posters of Kurt Cobain, a skying Kobe Bryant,
Pamela Anderson, two nude girls draped over a glittering
Lamborghini Espada, etc. There's a fish tank... And a big-screen
TV, on which the Lakers are currently defending a high-speed
Boston Celtic fast-break...

Memphis sits on a ratty couch before the TV... Kip comes out of
the bedroom... He's changed clothes ... He wears clunky fur-lined
MOON BOOTS, leopard-skin Speedos and a tshirt ... He looks
slightly ridiculous...

Throughout the scene, Memphis should be studying Kip, as if he's
seeing him for the very first time ... And waiting for the
inevitable crack...

MEMPHIS:

You okay -- ?

KIP:

Totally. I'm fine. You want a beer,
man -- ?

MEMPHIS:

Sure --

And Kip limps toward the refrigerator ... He comes back with two

beers ... Hands one to Memphis ... Glances at the TV --

KIP:

you like Kobe's game? I do. You think he's heir apparent to MJ? I do. He speaks fluent Italian, you know? So he's got that going for him -- And a cut on Kip's forehead starts to bleed ... Kip grabs a towel ... Presses it to his head --

MEMPHIS:

You sure you're okay -- ?

KIP:

Yeah, man. Where is your beer? Memphis holds it up ... Kip nods ... There are a pile of IGNITIONS on the table ... Kip picks one up, absently begins trying to strip it...

KIP:

Cool. So you're living up North?

MEMPHIS:

Yeah -

KIP:

I heard you were pumping gas -

MEMPHIS:

Something like that -

KIP:

You're kind of cultivating a new look.

MEMPHIS:

Yeah --

Beat ... They watch the game ... Kip replaces the soaked towel with another ...

MEMPHIS (cont'd)

Maybe you need a stitch --

KIP:

Nah. It's a scratch.

MEMPHIS:

Okay --
Beat ...

KIP:

Hey, you want something to eat ?

MEMPHIS:

What do you got ... ?
And Kip hoists himself painfully to his feet ... Limpes over to the 'fridge ... Memphis watches him, a slight grin at Kip's attempt at cool ... Kip peers into the 'fridge ...

KIP:

Not much. I got olives. You like olives?
Kalamata olives rule, I think. Ma likes the Calabrese. It's more mellow
And he brings over a bowl of olives.

MEMPHIS:

There's certainly a time and a place for a mellow olive -

KIP:

Yeah, yeah. That's what I'm thinking --
And they nibble on them. Kip bites into one ... And the juice stings his cracked lip ... But he disguises his grimace as an appreciative nod...
And for a moment, they nibble olives and drop pits into an

ashtray... Then:

MEMPHIS:

So what are you gonna do?

KIP:

About what?

MEMPHIS:

"About what?"

KIP:

About Calitri? No worries, man.

I'll call him. He's a reasonable
dude ...

MEMPHIS:

I can see that -

And Memphis glances out the window. To the crushed car. Kip
catches the glance, glances himself, chooses to ignore it.

MEMPHIS (cont'd)

You have everything ... under
control?

KIP:

Yeah. He just wants to know I'm
still on it. He needs reassurance.

All these big swinging dicks do.

No worries. I won't let him get
into our Kool-Aid...

Kip shrugs ... Picks up another olive... Remembers the pain' of
the last one... Drops it back in the bowl ... Memphis is staring
at him, disgusted... Kip feels it ...

KIP (cont'd)

What -- ?

MEMPHIS:

What happened to you?

KIP:

What?

And now Memphis gets to his feet ... Paces the place...

MEMPHIS:

You just got crushed in a car. You're
bleeding all over your self. And you
sit there - eating olives and talking
basketball, as if, at this very
moment, people weren't plotting
your demise ...

KIP:

C'mon, man... My "demise..."

(chuckles)

Overreaction

MEMPHIS:

"Over--" You know - I can maybe understand, since I been gone, you taking up this dumb-ass life of crime, and for that I can partly blame myself. But what is baffling to me, is how, since I been gone, you've become a complete and total moron--

KIP:

Hey, now -

MEMPHIS:

He's gonna kill you -- !

KIP:

I can handle it --

MEMPHIS:

You can handle it?

KIP:

I can handle it --

MEMPHIS:

You can handle it?

KIP:

I can handle it --

MEMPHIS:

You?

KIP:

Me.

MEMPHIS:

You?

KIP:

Me...

Beat ... Hold the look ... Kip shifts in his chair ... Even this hurts... He tries to hide the wince ... Memphis goes to the window, looks out at the harbor below... Beat ... Then:

KIP (cont'd)

Why? You think you can help me?

And he turns back to Kip ...

KIP (cont'd)

What can you do? You haven't done anything in six years but pump gas and go overall shopping. And the cars, they've changed ...

There's new shit. Computer chip keys and sophisticated alarms and I don't think, an old guy, could much bypass 'em...

MEMPHIS:

You don't think so, huh?

KIP:

Not really ... But you know... Maybe I'm wrong ...

And the brothers look at each other ... In the pale glow of the TV... For a long beat ... And then we'll CUT TO:

EXT. LONG BEACH HARBOR - CANNERY / FISH AUCTION - DAY

A rack of eel and OCTOPUS hung out to dry in the salty sun ... Memphis walks with Atley Jackson past the bustling commercial

fishing hubbub:

bluefin from their ship's hold; Greek FISHERMEN emptying mackerel and halibut from their nylon trawl nets; their WOMEN gut, clean and fillet ...

As they walk, Atley is selecting FISH from the various MARINERS ... Who wrap it up for him... He places it in a leather satchel ... Everyone seems to know him...

ATLEY JACKSON:

Nicolo, how's the yellowtail today?

An old FISHERMAN, who speaks broken English, wraps up several steaks...

FISHERMAN:

Very nice, Atley. Very nice ...

ATLEY JACKSON:

You can't get it any fresher than this, Memphis ... From the sea to my

skillet ... Nothing in between...

MEMPHIS:

What's with the fish thing -- ?

ATLEY JACKSON:

We can learn something from our Asian friends. They smoke a thousand cigarettes a day; they're completely stressed and overworked; they drink like, well ...

MEMPHIS:

Fish.

ATLEY JACKSON:

And they still have the lowest rate of cancer of anywhere in the world. You know why? All they eat is seafood.

MEMPHIS:

Also, never underestimate the restorative powers of "Karaoke."

ATLEY JACKSON:

I do a poaching number. Six-ounce fillets in a saucepan of brine. In 8 minutes, I could cater a goddamn wedding. Plain but flavorful. And it's a good way to show off my Hollandaise sauce ...

MEMPHIS:

You have a Hollandaise sauce ?

ATLEY JACKSON:

I do ...

(laughs)

Christ, what happened to us ?

MEMPHIS:

Speak for yourself, boss I don't have a Hollandaise sauce

ATLEY JACKSON:

No, but you dress like an asshole ...
They walk...

MEMPHIS:

I think about that night a lot...

ATLEY JACKSON:

Me, too. Every time I walk...

MEMPHIS:

How they were just there ... Waiting on
us ... The fix was definitely in ...
Nothing from Atley... They walk ... Memphis looks at him.
MEMPHIS (cont'd)

Yeah, you know:

never really thanked-you. I meant
to. I just want you to
know...
Memphis nods. Atley shrugs, and selects some halibut
filets.
MEMPHIS (cont'd)
Tell him it's on ...
Atley looks at him...

ATLEY JACKSON:

Yeah -- ?

MEMPHIS:

Yeah Tell him to lay off Kip and
them Tell him it's on
Atley nods...

ATLEY JACKSON:

Any idea how you're gonna go at it?
Memphis looks at him... Shakes his head... FADE TO BLACK.
As a SUPER on-screen reads: PART II - BACK TO WRONG
EXT. OTTO'S AUTO - NIGHT
The hustle and bustle of a full-service auto restoration
operation ...
Dig the 157 Chevy, as an orange diamond tuck and roll with
orange fur interior is installed... Dig the 153 Corvette
as its front and rear suspension is replaced with coils

and airshocks ... Dig the 150 Merc, as its chrome is stripped off and the old paint sandblasted and holes brazed...

All under the watchful eye of...

OTTO HALLIWELL:

Late 60s. A feisty grease-soaked curmudgeon who begs the

question:

Yoda and the ghost of Walter Huston... ?

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

His mixed-breed MUTT - Hemi - licks his balls in one corner

Otto is currently AIRBRUSHING a candy-colored, variegated DESIGN on the deck lid of a Camaro ... 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 wanders in...

Otto sees Memphis ... Drops his brush... He walks over to Memphis ... Takes him in his arms ... Hugs him close... Actually waltzes him a few steps ...

Memphis is stunned at the transformation this place has gone through ...

OTTO:

Am I dying? Are all the angels of my life returning to bid a final farewell?

(holds him at arm's length)

And have my angels completely lost their fashion sense -- ?

MEMPHIS:

Hello, Otto ...

OTTO:

You remember Junie?

MEMPHIS:

Of course. Hi, Junie --

JUNIE:

Hello, Memphis -

MEMPHIS:

What happened here -- ?

OTTO:

Whatever do you mean?

MEMPHIS:

The chop-shop... Where are the stripped cars? The rolled-back odometers? The part bins?

OTTO:

What happened? Old-age happened. I tired of killing them. I woke up one morning and thought I am no longer a destroyer. I am a means of resurrection. Now. We restore. We revive. There are so few things in this life, we can prevent from decay. Most must die. These don't have to...

He calls over to the MEXICAN MAN working on the pick-up ...

OTTO (cont'd)

It's 3 coats of primer, 12 coats of black acrylic lacquer before laying out the flames ... And fill the cab top with mylar flakes ... They'll sparkle like stars ...
(turns to Memphis)

Randall, Randall, Randall ... You look splendid ...

MEMPHIS:

You, too, Otto

And Otto goes back to the Camaro ... To finish his work...

OTTO:

I heard rumors you were back. About Kip ...

MEMPHIS:

He's gotten involved --

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'd)

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...

Memphis smiles ... These eccentricities are old hat...

OTTO (cont'd)

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; one to prep. I'll offer up my bible for a small fee. You also have to hope Kip's jerk-circus didn't undo Castlebeck's linkage so much so that he's setting up surveillance teams on every city block. 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:

The old crew. Go find them. I can't help you with that. Since I've cleaned up the act a bit, they no longer come around... A pity how legitimacy makes you unpopular -

MEMPHIS:

I Just don't know how happy they'll be to see me
Otto has finished the Camaro ... He looks at Memphis --

OTTO:

I remember I had a 1964 Buick Opal. worst car ever built. Value job. Everything broke and I-fixed it. A coma car - built to German specs. Plastic gas line. 3 speedometer head. On a quiet night, you could hear it rusting in the garage. But when that car was gone, I missed it. If it came driving back in here right now, there'd be tears and laughter ...

MEMPHIS:

And the moral of that story is -- ?

OTTO:

Go to them. They'll be happy to see you ... Ahhh...
And he closes his eyes ... To listen to the Ferrari tape ...
OTTO (cont'd)

... 8.8:

We PRE-LAP Simon And Garfunkel's "Baby Driver" and CUT TO:

CLOSE ON:

atop a moving DODGE ARIES K. Which is nearly SIDE-SWIPED by an oncoming PICK-UP. A MAN HOWLS IN TERROR...
INT. DODGE - MOVING - CITY STREETS - DAY
A timid CHINESE GIRL - JENNY, 23 - negotiates the vehicle at 10 & 2. Riding shotgun, her howling instructor is DONNY ASTRICKY - 41, whom we remember from six years ago. Now he's paunchy, with Ernie

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

DONNY ASTRICKY:

Pull over! Pull her the hell over!

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

DONNY ASTRICKY (cont'd)

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

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

DONNY ASTRICKY (cont'd)

"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'd)

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 him. Donny gets out of the car ... Sees Memphis ...

DONNY ASTRICKY:

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?
What's with the outfit -- ?

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 Chino; 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 -- ?

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:

We'll have to start beating the
bushes, find out where they live...
Otto enters. Giggles...

OTTO:

Some crew you got ...

MEMPHIS:

If we put out the word. 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 Eleanor 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, Toby, Freb

DONNY ASTRICKY:

Lookit Kip. All grown up...

KIP:

Hey, Donny --

MEMPHIS:

What are you doing here?

KIP:

Otto called -
Memphis looks to Otto ... Otto shrugs ...

OTTO:

You need him...

MEMPHIS:

No we don't -

OTTO:

I appreciate your dilemma, Memphis.
But how are two washed-up thieves
and an old man supposed to boost
50 cars in three days...

MEMPHIS:

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

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.
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 looks at him... Shakes his head...

DONNY ASTRICKY:

You guys have any skills at all?

KIP:

Hell, yeah. Mirror Man here is our electronics expert. He's got some gadgets you old farts maybe never -heard of; Tumbler can drive anything with wheels, and some things without; Toby's a hacker, can do things with a computer, that are pretty amazing ...

MEMPHIS:

How old are you now, Toby?

TOBY:

Sixteen. But my birthday's in seven months ...
Memphis shakes his head... Sighs ...

DONNY ASTRICKY :

(re:

What about him?

KIP:

Freb can order pizzas like nobody's business
Freb starts to Protest ... Shrugs ...

FREB:

People gotta eat ...
Memphis looks at all of them ... 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...

TUMBLER:

One night? Are you nuts?

MEMPHIS:

You got maybe a better plan?

Tumbler looks to Kip...

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:

You spread it out, by the 2nd night, the heat are onto you. Know something's up. With a one-night boost, by the time all the cars are reported stolen, your ship's set sail.

Kip and the others nod... Makes sense ...

MEMPHIS (cont'd)

Go on, Otto -

OTTO:

We're on a truncated time-table. Take a day to shop it; a day to prep it ... And we're still going to need to expand the crew...

DONNY ASTRICKY:

There's no one left ...

OTTO:

We've got several Italian cars on the list.

Always tricky, always timeconsuming. So we're gonna need a specialist ...

Memphis looks at him. Because that's what he was afraid of.

MIRROR MAN :

(to Otto)

You know of one -- ?

MEMPHIS:

Yeah. He's knows of one all right.

So we'll PRE-LAP The Beach Boys' "409" and CUT TO:

INT. "THE NAUTICAL MILE" SALOON - NIGHT

A SHOT GLASS, slammed down on a bar by a surly DRUNK... In a mariner saloon. Drunken SAILORS and FISHERMAN and NAVY TYPES. Sawdust on the floor. Broken beer mirrors. A rough joint...

DRUNK:

One more, girl -

The BARTENDER comes over... She is a dark-haired, heavily tattooed GIRL, 26, with the faded blue world-weariness of Roy Orbison song... Her name is Sara Wayland... And she goes by SWAY. She collects the Drunk's empty glass...

SWAY:

I think you've had enough, Billy...

DRUNK:

Enough? I haven't even started, girl.
Gimme another --

SWAY:

If you leave now, Billy, you can get a head-start on waking up in a pool of your own vomit...

DRUNK:

Listen, you little cooze--
And the Drunk reaches out across the bar, to grab a bottle And Sway grabs his hand, twists it ... The Drunk groans in agony ... And Sway, still clutching his hand, hops over the bar ... And drags the drunk by his twisted hand to the front ... Cries of "Attagirl, Sway!" pepper the air ...

EXT. "THE NAUTICAL MILE" - NIGHT

Sway tosses him... The Drunk hitting the pavement ...

SWAY:

Come back when you've learned how to drink, Billy --

And she freezes ... Because standing there, is Memphis ... She looks at him ... Shocked is a good place to start ...

MEMPHIS:

See you're still stealing the sailors from the sea --

SWAY:

What are you doing here?

And she heads back inside ... And he follows her...

INT. "THE NAUTICAL MILE"

They head toward the bar...

SWAY:

(re:

What's with the look?

MEMPHIS:

The hip, cool, sexy thing was getting old...

SWAY:

You look like you lost your sheep ...

And she hops back behind the bar ...

MEMPHIS:

You still wrenching at Bacchiochi's?

SWAY:

Hell, yeah. I'm not getting rich in here ...

MEMPHIS:

Buy you a drink?

SWAY:

Nope. I got a coffee. And a boyfriend.

She waves to a 30-year-old CAT drinking with his buddies. He waves back. Memphis frowns.

SWAY (cont'd)

Mitch.

MEMPHIS:

"Mitch?"

SWAY:

Mitch.

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 six
years was the "LORD OF THE
RINGS" trilogy...
She stares at him... Shakes her head... Busies herself with her
glassware ... Beat ...
MEMPHIS (cont'd)
You look great --

SWAY:

Yeah, well, you always were a sucker
for flawed existences ...
ANGLE - MITCH. Watching them talk ...
SWAY (cont'd)
You should leave --

MEMPHIS:

On account of Mitch?

SWAY:

On account of me.
He studies her... Then:

MEMPHIS:

I've taken the spear for a lot of
people, Sway. Including you. Can't
we improvise a little here ... ?

SWAY:

No can do. Life goes on, pointfive ...
You left me, remember?

MEMPHIS:

I left town. I didn't leave you.

SWAY:

A distinction worth noting ...

MEMPHIS:

And here I am...

SWAY:

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

MEMPHIS:

Kip's in trouble
And now she looks concerned

SWAY:

What kind of trouble -- ?

MEMPHIS:

Kip took a job. Fifty ladies in two weeks.
Only the two weeks have turned into four
days. And not a single lady has been
snared.

SWAY:

And you got some Italians -- ?

MEMPHIS:

Six or seven...

SWAY:

I'm not doing it anymore. Haven't
for a while. I've carved out something
for myself. It's pathetic, but it's mine ...

MEMPHIS:

I understand -

And the cat - MITCH - comes over with two empty pitchers

MITCH:

Another round, Sara -

SWAY:

Sure, Mitch -

And she goes to the tap ... Leaving Memphis and Mitch ...

MITCH:

How you doing, pal?

Memphis nods ... Beat. They sit there. Regard Sway...

MITCH (cont'd)

She's hot, right?

MEMPHIS:

I'd go so far as to say "lovely."

And Mitch leans over to him, conspiratorially ...

MITCH:

You should her face when she's having
sex --

And Memphis turns to him...

MEMPHIS:

Really?

MITCH:

Really...

MEMPHIS:

What's it look like?

And Memphis reaches out, and GRABS Mitch's nipple, PINCHING.

Mitch's face curls ...

MEMPHIS (cont'd)

Is it a squinty, grimacing, contorted
face? Agonized and writhing and ugly?

Oh, now I see it, yes, yes!

And Memphis releases him... And Mitch goes down hard ... And Sway
comes over ...

SWAY:

What the hell are you doing -- ?

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, before Mitch's PALS can get to him.

MITCH:

Who was that guy, Sara?
She looks at the door ... Shrugs ...

SWAY:

Good question ...

INT. OTTO'S AUTO - LATER - NIGHT

Memphis, Kip, Donny, Mirror Man and Otto sit around the garage ...
Going through the list ... Tumbler calls from the next room:

TUMBLER:

Freb's here. Open the gate.

DONNY ASTRICKY:

(to Otto)
We sent him out on a solo boost. See what he could do ...
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 ...

DONNY ASTRICKY:

Get the damn thing in there and get it
cleaned up -
Freb pulls in. Pops the trunk. The gate is closed.

KIP:

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'd)
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'd)
Heroin.

KIP:

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 --

KIP:

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'd)

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 ... But there's no time...

For the gate is opened. Detective Castlebeck ambles in.

DETECTIVE CASTLEBECK

I know you.

MEMPHIS:

You know my back.

DETECTIVE CASTLEBECK

What are you still 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...

Castlebeck notes the Caddy ...

DETECTIVE CASTLEBECK

What's this -- ?

OTTO:

Cadillac.

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

DETECTIVE CASTLEBECK

What's wrong with it -- ?

OTTO:

Needs brightening ...

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:

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 flo 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. Memphis and Otto exhale big time.. The others come out from the back... To find Memphis and Otto dumping the heroin into the sink, running the tap ...

MEMPHIS (cont'd)

Take her back to where you found her,
Freb --

INT. RAINES APARTMENT - NIGHT

Kip is in front of the TV, playing a video game. 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'd)

Kip -

Kip nods ... Plays on ...

MEMPHIS (cont'd)

What do you got there?

HELEN RAINES:

The photo 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:

Memphis at 17, in his "Ike's Garage" coveralls; 14year-old
Memphis, an infant Kip, and their father (ROBERT RAINES) a MAN
with bright eyes and a quiet smile, standing before an old Cutlass
442; 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...

(to Kip)

Imagine us selling cars?

Nothing from Kip ... Eyes glued to the TV... Memphis glances to
his Mother ...

MEMPHIS (cont'd)

Imagine that -- ?

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'd)

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:

You remember that, Kip?

KIP:

I was six ...

Memphis and Helen look at him... Then:

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.
Tears stand in Helen's eyes ... Kip gets to his feet ...

KIP:

Ancient history's two things.

"Ancient." And "history!"

And he walks out of the house, door slamming behind him. Memphis
turns to his mother ...

MEMPHIS (cont'd)

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

HELEN RAINES :

I know...

MEMPHIS:

We do it. He'll get clear Once and
for all

And she nods ...

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

EXT. INTERNATIONAL TOWERS HIGH RISE CONDOS - DAY

The garage door opens as a resident drives out ... And Memphis and
Donny and Kip and Toby enter the garage ... They walk along the
rows of parked cars ... Searching ...

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 ...
Thugs ... With the decency of dirt ...

TOBY:

They're just cars, man ...
To prevent Donny from biting the kid's head off, Memphis chimes in

with:

MEMPHIS:

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

TOBY:

Who's "Eleanor?"

MEMPHIS:

The 167 Mustang Shelby Mustang GT-500.

TOBY:

Why do you call it "Eleanor?"

MEMPHIS:

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

DONNY ASTRICKY:

Eleanor is Memphis' "unicorn."

MEMPHIS:

And there she is --

Indeed, slotted nearby is a '67 SHELBY MUSTANG GT-500 Silver with black top ...

MEMPHIS (cont'd)

Hello, Eleanor --

And he looks at her. An old friend he hasn't seen in years.

TOBY:

It looks just like a regular Mustang --

KIP:

Don't go there, Toby --

MEMPHIS:

She's not. Carroll Shelby tweaked the Mustang's High-Performance 289 engine and got it legally rated for the street at 450 horsepower ... But its actual output is closer to 600 ...

TOBY:

So she flies -

MEMPHIS:

She soars -

DONNY ASTRICKY:

Grade-A unicorn ...

TOBY:

What's a "unicorn?"

DONNY ASTRICKY:

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

DONNY ASTRICKY (cont'd)

We all got one. The single car that, no matter how many times you try to boost, something happens... Cops show up, car doesn't start, owner comes back. It's voodoo...

TOBY:

You guys and the car thing, man --
They head off ... Memphis turns back to the Shelby

MEMPHIS:

See you in a few days, Eleanor --
INT. OTTO'S AUTO - BACK ROOM - DAY
To Queen's "I'm In Love With My Car." The crew is at work, a MAZDA
and a CADDY are parked here for practice: Tumbler is modifying a
series of slim jims, based on the type of cars they'll be after
Donny and Freb are in the Caddy, Freb behind the wheel Tumbler
puts together BRIEFCASES, containing the requisite TOOLS: slim-
jim, gizmo, screwdriver, ratchet, dent-puller, a mini-battery with
pointy leads ...
- Mirror Man is showing off one of his GADGETS - beepersized
DEVICE - to Otto... They stand before a locked MAZDA.

MIRROR MAN:

And you just stick it in the lock.
Hit this little button ... And ...
He does ... The door UNLOCKS ... The car's ALARM gives a weak
chirp and dies... Otto looks at Donny ...

OTTO:

We're dinosaurs, Donny. Pull-up a tar pit ...
(to Mirror Man)
Can I try -- ?

MIRROR MAN:

Knock yourself out --
Kip and Memphis are with Toby, who has his laptop out ...

TOBY:

I logged outside the G.R.A.B. site,
right? Then I monitored their
incoming outside data requests,
right? Then I got these ISDN numbers,
right? Then I tracked them back,
right? Then I took the one I could
jack-up the easiest, right? Then I
called back see, they think I'm an
insurance company - that's where it
looks like I'm coming from -- and
they're sharing stats with this

insurance company, right? So now they're sharing it with me, right? They think I'm looking for stats for an actuarial conference on auto-theft. So they let me in, right? Give me all these numbers. But then I don't leave, right? I'm in. I've got the key. Now I just go anywhere I want.

MEMPHIS:

So what's in there -- ?

TOBY:

I can tell you who's gonna be on duty tonight. I can tell you how much gas they're using monthly. I can tell you how they used to spend that annoying half-hour between "FRIENDS" and "SEINFELD"... Memphis nods ... Fairly impressed...

KIP:

Good work, Toby --
Donny and Freb are inside the Caddy ... Freb's attempts to start it fail...

FREB:

It just ain't happening --

DONNY ASTRICKY:

You'll get the hang of it, kid. You just need to remember one thing -

FREB:

What's that?
Donny smiles ...

DONNY ASTRICKY:

On boost night? Always take along a good mix tape ...
Donny smiles ... Freb frowns ...
DONNY ASTRICKY (cont'd)
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. But if you got some wild one 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:

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 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 gets out of the Caddy ...

DONNY ASTRICKY (cont'd)

Whoa, whoa, whoa. Memphis went out and got some big game ... Hello, 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 Toby ... 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'd)

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'd)

Oh, shit. You didn't --

He follows her gaze ... To where -- A MAN, early 40s, has walked in. Tall, gaunt, ice-eyed. 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, Sphinky, 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 ... Let's get
into the vans --

MIRROR MAN:

Where we going -- ?

MEMPHIS:

We're going shopping -- !
We PRE-LAP Gary Numan's new-wave rave classic "Cars".
EXT. LONG BEACH STREETS - DAY
A MONTAGE of the hard-core old-school preparations...
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 Toby 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.
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 arright ...
They drive on ... Till --
DONNY ASTRICKY (cont'd)

Check it out:

who drove one of those ... ?

OTTO:

Yes, I do, in fact. John Wayne in
McO...

DONNY ASTRICKY:

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

MEMPHIS:

Jim Rockford. ROCKFORD FILES.

MIRROR MAN:

For real?

As the scenes in the vans play out - we should be INTERCUTTING
with SHOTS of CARS ON THE STREET. LICENSE PLATES. Their NOTEBOOKS.
As license #s are written down.

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?

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) 188 Lamborghini
Countach, etc. She begins ascribing names to them, Female names.
With Magic Marker. Easy to erase.

INT. REGISTRY OF MOTOR VEHICLES - DAY

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

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 #2-4) Porsche Boxster and next to it PATRICIA 1

INT. THE VANS

As they drive around... Still searching and quizzing...

OTTO:

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.

MIRROR MAN:

Three words:

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. 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.

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...

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. THE VANS - MOVING

Shop and talk, part III ...

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?

INT. OTTO'S_-AUTO - DAY

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

INT. MIDNIGHT AUTO - NIGHT

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

EXT. JIMMY'S HARBORSIDE - MIRROR MAN

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

He takes a mini-tape-recorder from his pocket ... Reads the owner address into the dock... 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. 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. THE VANS - MOVING

One more time ...

OTTO:

Anyone? The significance of "Robin 1" on
Magnum's license plate? 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:

MAGICIAN; a Ford pick-up truck in
INCREIDIZLE 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..

OTTO:

That's a good one, Donny...

DONNY ASTRICKY:

I think so too --

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...

INT. OTTO'S AUTO - BACK ROOM

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

INT. FREB'S HOUSE - NIGHT

Freb is at his stereo. CDs scattered around him. Tupac. Biggy. Puff Daddy ... Making a mix tape... END MONTAGE.

INT. BACCHIOCHI'S FOREIGN MOTORS - DAY

A garage dealing exclusively in imports. Memphis enters...

MEMPHIS:

Hello -- ?

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

SWAY (cont'd)

You know Annie's trouble

MEMPHIS:

Annie -- ?

SWAY:

You haven't been studying --

She gestures to where the LIST of 50 is on the counter.

SWAY (cont'd)

137 Roadster. Custom. Lives at 1443

Locklin in Rancho Palos Verdes ...

MEMPHIS:

Right. Great car. One of a kind. I was looking forward to that boost myself

SWAY:

She was the only "Annie" you could find?

MEMPHIS:

They only made a handful. We're lucky there's even one living in the area...

SWAY:

Yeah, well ... She lives with District Court Judge Seymour Croft ...

As she speaks we CUT TO:

EXT. 1443 LOCKLIN - RANCHO PALOS VERDES - DAY

A massive house of glass and steel in a fancy neighborhood. We MOVE FOR THE HOUSE. Over the fine-trimmed lawn.

SWAY (O.S.)

... and he keeps "Annie" in his living room... Like a work of art ...

INTO THE SPARTAN LIVING ROOM...

Massive framed Lichtenstein and Haring pieces on the wall ... Surround the yellow ROADSTER, which sits up on a platform ... Check out JUDGE CROFT, a nasty fat man in his late 50s ... He sits in the nearly empty room... A complex system of directional lighting illuminates the Roadster

...

SWAY (O.S.)

She's got 27 miles on her o-dom. Which is exactly how far away the custom shop was in 1979 when he bought her... He drove her home, never drove her again ...

The judge gazes at the car, admiring its jet-pod taillamps... A MAID comes in with a tray of tea service ... The maid crosses the Judge's line of sight... Watch

as he curses her out, his face going beet red with fury...

SWAY (O.S.)

The man's a freak...

INT. BACCHIOCHI'S FOREIGN MOTORS

Sway looks at Memphis ...

SWAY:

She's trouble --

MEMPHIS:

I put the boys on it. They're clever
that way...

She nods ... Long look ...

SWAY:

I go with you --

MEMPHIS:

That what you want?

SWAY:

That's what I want ...

MEMPHIS:

Okay.

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

MEMPHIS (cont'd)

I missed you, you know -

SWAY:

You mentioned that in your letters

MEMPHIS:

I always thought you'd follow me up.

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 - my God, how easy it was
for him to just give it up; to make the
deal; take the rot for the whole crew ...
And give me up in the process.

MEMPHIS:

No way ...

SWAY:

No ... ?

MEMPHIS:

No ...

And he holds out a hand to her ... And she puts her greasesmeared
towel into it ...

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.

EXT. BACCHIOCHI'S FOREIGN MOTORS - DAY

Memphis walks out... Going over to the PARKED CAR across the
street ... Castlebeck...

MEMPHIS:

I'm on the move -

DETECTIVE CASTLEBECK

Your girl works in there ...

MEMPHIS :

Not my girl anymore

DETECTIVE CASTLEBECK

Yet your still here ... I gave
you 24 hours, 24 hours ago ...

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 Chino. 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 starts his car ... Drives off... Memphis gazing after him...

INT. VAN - MOVING - NIGHT

Memphis drives. Kip beside him. They drive in silence. At last

coming to:

EXT. TEN-TON TRANSFER COMPANY - FRONT GATES

A huge trucking company warehouse. Kip gets out. Bolt-cuts the chain-fence out front.

And Memphis drives on in, passing the long rows of gargantuan CAR CARRIERS here. He picks one ...

MEMPHIS:

This one ...

He slim-jims the door ... But the ALARM goes off ... A wild whooping alarm ... Deafening... Try as he might, he can't get it off. He pops the trunk. Looks for wires ... Nothing.

Then, at once, it goes off. Memphis turns. Kip is there. He holds a little DEVICE.

MEMPHIS (cont'd)

What's that thing -- ?

KIP:

Reads the infrared. Then kills it. Little something the R & D department came up with ...

MEMPHIS:

How long were you gonna let me try and stop it...?

KIP:

After a while, it became a little pathetic ... Figured I'd put you out of your misery ...

MEMPHIS:

Thank-you ...

KIP:

De nada ...

He gets behind the wheel. Pops the ignition. The truck's flipping stack belches. Memphis climbs in next to him.

MEMPHIS:

Ain't we good-timing here ... ?

KIP:

The family that steals together, deals together...

MEMPHIS:

Dad'd be proud --

KIP:

Maybe not. But Dad was from another era...

MEMPHIS:

What era was that -- ?

KIP:

The era when crime didn't pay --

MEMPHIS:

As opposed to now, Kid Car Crusher?

KIP:

Price of doing business...

MEMPHIS:

What about just getting a job, 9 to 5, five days a week, that whole mystery achievement -- ?

KIP:

It's for assholes. The Legal Buck blows, Memphis. You know that. Doing this, we make mad bank, my boys are down, the girlies come around and the boosts are a breeze. Yeah, sure, you're gonna get jacked-up every now and then - but ain't

that a small price to pay for never,
never-ever, having to say "paper or
plastic?"

And he grins and puts the truck into gear. And off they go
INT. OTTO'S AUTO - GARAGE - NIGHT

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

Tumbler and Mirror Man follow Memphis to one side of the shop ...
To a window ... He gestures outside to where we see and UNMARKED
CAR and the orange glow of two cigarettes ... Staking them out ...

MEMPHIS:

We've got to shake them tomorrow
night. I'm making that your problem.
That's called delegation of duties.
You like it -- ?
Mirror Man and Tumbler regard the cops ...

MIRROR MAN:

Sure, man --
And they follow him back into the garage ...

MEMPHIS:

Okay. Tomorrow night it's on. Each
team has been assigned their ladies.

The teams are:

and Freb. Kip and Tumbler. Mirror
Man, you and The Sphinx ...
Mirror Man looks horrified ...

MIRROR MAN:

Aw, c'mon, man ...
The Sphinx grins at him...

TOBY:

What about me?

MEMPHIS:

You'll be at the docks ... Keeping Otto
abreast of our progress ...

TOBY :

How come ... ?

MEMPHIS:

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

TOBY:

Come on. Kip, talk to the guy

KIP:

There's no talkin' to him --
And Otto and Junie come out with two bottles of champagne and some
paper cups ...

OTTO:

(cup raised)
To a safe and successful session of bumping
fenders and trading paint.
Everyone toasts ... Drinks ... Donny 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 ... Otto dances
with Junie; Tumbler with Toby; even The Sphinx lipsyncs 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 ... We watch them dance and laugh and sing
for a bit ...
And then Atley Jackson is there. And behind him, another Calitri
GOON... And, finally, Calitri himself stands there.
Someone kills the music. They all look at him... Donny and The
Sphinx nod to Atley ...

CALITRI:

This is how you're spending my time?
Having a sock hop?

MEMPHIS:

Everyone know Ray Calitri? Pillar of the

community ...

CALITRI:

Look at this. A multi-generational gathering of scumbags ...

OTTO:

So saith the God of Scumbags --

CALITRI:

Hello, Otto. My boys at the dock report no cars have yet to be delivered. And there's only one more night ...

OTTO:

Getting nervous, Ray? What happens to you, I wonder, if delivery isn't made?
Calitri ignores him... Looks at Kip ...

CALITRI:

With all the free time I've had not counting cars as they're loaded onto my ship, I've managed to sand the cedar inside your box, Kip. This will protect you from the anaerobic bacteria, that normally thrives in an airless; environment. Thus prolonging decay ...

He smiles ... And Kip actually makes a run for him... Only to be held back by Tumbler and Donny ...

MEMPHIS:

Get out of here, Ray --

CALITRI:

One more night --

MEMPHIS:

Get out --

CALITRI:

I hope you know what you're doing. God help you if you don't ...

And with that, he leaves, his goons following. Leaving our

crew to stare after him ... And then we FADE TO BLACK...

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

INT. HELEN RAINES' HOUSE - GARAGE - DAY

As Memphis goes through some old boxes. At last, he finds what he's looking for ... Opens it ... He takes out its contents ...

His tools, which we remember from the opening ... And then...

CLOTHING ...

EXT. OTTO'S - DAY

Drycoff and Hawkings wait in their unmarked ...

DRYCOFF:

Oh, this is a good time --

He lights another cigarette ... The ashtray is overflowing.

HAWKINGS:

How much can one man smoke?

DRYCOFF:

It's a crime, ain't it? Cos

Castlebeck's got a bug up his ass over

this guy, I gotta get lung cancer ...

INT. OTTO'S

Mirror Man and Tumbler are at the window Memphis brought them to last night ... Mirror Man has a RADIO TRANSMITTER in his hand...

Donny comes by ...

DONNY:

What are you doing?

TUMBLER:

Watch and learn, old-timer --

As Mirror Man points the antennae out the window ... A TOY CAR - a

1970 HEMI 'CUDA replica ... Radio-operated, the car speeds along

the curb outside, using parked cars as cover... She really cooks...

DONNY:

The hell are you doing?

MIRROR MAN:

Delivering ordnance. Y2K-style.

ANGLE - THE 'CUDA. As it cruises along. Is stopped by a discarded

40 oz. empty... But Mirror Man maneuvers and its back on track ...

At last, parking jammed up to the front, right tire of DRYCOFF AND

HAWKINGS' UNMARKED.

TUMBLER:

The Hemi Has Landed --

DONNY:

Big deal. Now what?

MIRROR MAN:

What we call:

And he hits a button on his radio control ... ANGLE - the model 'Cuda. Wedged in front of the tire. As a quartet of thin steel, razor-tipped SPIKES thrust out from the Shaker hood ... A fraction away from the tire's skin ... Mirror Man and Tumbler appear satisfied ...

TUMBLER:

We can go now --

INT. JUDGE CROFT'S GLASS HOUSE - DAY

The one with the Roadster in the living room... The phone RINGS. The answering machine picks up ... Beep!

VOICE (O.S.)

Yes, this is a message for Mr. Seymour Croft, of 1443 Locklin ... This is the Department of Water and Power and we're going to be doing some work in your area tonight ... If you'd please call us at 555-1877, so we could discuss the...

INT. OTTO'S - DAY

Freb on this end... He hangs up ...

INT. DISTRICT COURT - DAY

Judge Croft picking up his messages ... Writes down the number ... Dials ...

INT. CROFT GLASS HOUSE - DAY

In the van. Kip and Toby... Toby's got his lap-top out ... And they've re-routed the lines into it ... The phone rings ... Kip answers ...

TOBY:

Department of Water and Power. Could you hold please ...

And before the Judge can respond, they've clicked him on hold... And they make him wait ... And wait ... Just like the real D.W.P.

does ... They high-five...

TOBY (cont'd)

Where should we put him?

KIP:

He's a Judge. He'll only bite for something pimpy -

At last, Toby answers ...

TOBY:

D.W.P. Thanks for holding. How can I help you?

JUDGE CROFT:

I got a message. I live at 1443 Locklin.

TOBY:

Yes. can you hold, sir -- ?

JUDGE CROFT:

NO! No, I can't! I'm a busy man. Kip can hear his anger ... Whispers:

KIP:

Oooh, she's chafed --

TOBY:

okay, sir. Let me just get the-order. Yes. We'll be doing some work out your way. We've got a power leak. And it's unsafe. We're moving residences to the... Marriott Long Beach ... Just for the night ...

JUDGE CROFT:

Oh, for God's sake

TOBY :

I know, sir ...

And Kip pantomimes eating. Toby, at first puzzled, gets it.

TOBY (cont'd)

For the inconvenience we're also offering a free breakfast brunch --

JUDGE CROFT:

Breakfast brunch -- ?

TOBY:

Yes, sir -

Pause ... They've got him... Thumbs-up ...

JUDGE CROFT:

Okay, then ... I just go to the
Marriott and I'm set ...

TOBY:

You've been pre-booked...

And the Judge hangs up ...

TOBY (cont'd)

Goodbye to you, too, assface ...

EXT. OTTO'S - LATER - DAY

They all wait, anxious ... Dressed for their night ... And then
Memphis enters ... Hoots and hollers ...

He's dressed in the old duds. Black turtleneck. Black boots. Black
pants. Long, black, leather duster. Way too cool for school.

Memphis Raines returns...

DONNY ASTRICKY:

I miss Orville Redenbacher already --

MEMPHIS:

Okay, okay. The important thing to
remember, is to Think Slow. Take
your time. It may not seem like it,
but the night is long. Long enough.
Just think slow and think smart...

EXT. OTTO'S - DUSK

As the crew get into the van... And drive-off ...

INT. DRYCOFF'S UNMARKED

Drycoff starts her up...

DRYCOFF:

Let's see what these bastards are up to --

And' he puts her in gear ... And KA-POW! The front tire EXPLODES
... Shredded to rim...

DRYCOFF (cont'd)

What the fu--

He gets out of the car, goes to the front ... In time to see the little 'Cuda race off down the street after the crew...

DRYCOFF (cont'd)

Those little pricks -- !

ANGLE -- MIRROR MAN. In the back of the van, With his transmitter. Giggling wildly as the 'Cuda zooms after him.

EXT. LONG BEACH HARBOR - NIGHT

The massive seaport, a series of wharves. Commercial SCOWS and TUGS beat 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

An expansive 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...

Each team is ready ... Each has a briefcase containing the tools of the trade ... Memphis talks into a two-way RADIO ...

MEMPHIS:

How we doing, O -- ?

INT. OTTO'S

Otto stands before The Big Board - with all the ladies' names on it ... On the two-way ...

OTTO:

Ready to start erasing. Good luck, kiddies --

INT. WAREHOUSE

Memphis clicks off ... They climb into 4 Ford Escorts ...

MEMPHIS:

Okay. All our ladies should be home now, tucked in bed. Let's keep chilly. Think Slow. Any questions?

TOBY:

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 default HQ ...

Let's go get 'em...

QUICK SHOTS -

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

- 1) Kip and Tumbler. The tape is Tupac. They bang fists.
- 2) Donny Astricky and Freb ... Donny's playing Miles Davis.
- 3) Memphis and Sway ... And Bruce ...

MEMPHIS:

Ready -- ?

SWAY:

Oh, yeah.

4) Mirror Man and The Sphinx... The Sphinx puts on GLASSES with attached FAKE NOSE, to cover his gnarled 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 ... Toby watching after
them... Because they're off ...

EXT. DESERTED PARKING LOT - NIGHT

Tumbler and Kip park the massive CAR CARRIER here ... Kip is
behind him in the Escort... Tumbler gets into the Escort and Kip
drives off ...

EXT. LONG BEACH STREET - NIGHT

Memphis and Sway in the van ... 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 back of the van ... 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'd)

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. LONG BEACH STREETS - TUMBLER AND KIP

as they systematize the cars they're responsible for... Tumbler
drops Kip off by a Porsche ... We recognize it as one of the cars
Mirror Man cut a key for in the valet scam. Kip selects the key
from a series of them hooked into his briefcase. He gets out. Keys
the car. He's in. He's off ...

TUMBLER - meanwhile, has driven to a Volvo C70... He, too, has the
key ... He's in ... He's off ...

EXT. THE CAR CARRIER - PARKING LOT

Kip drives the Porsche onto it, Tumbler enters the lot in the
Volvo. QUICK DISSOLVES as they fill it up... Two Honda Accords,
another Volvo, a Toyota 4-runner, etc.

EXT. COMMERCIAL WAREHOUSE - SAN PEDRO - NIGHT

All is silent. Chainlink fence topped with swirls of lethal-looking
barbed wire. Mirror Man and The Sphinx are here.

Mirror Man goes to the main entry fence doors ... He boltcuts the
chain ... The doors slide open ... They're in ...

EXT. LONG BEACH STREET - NIGHT

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 ...

He pops his briefcase ... Takes out some gear ... Gets out ...
Moves for Diane 1 ...

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

EXT. SAN PEDRO WAREHOUSE - NIGHT

Mirror Man works the thick steel door ... He's got a sledge and
center punch... He knocks the knob off with the sledge and then
goes to work with an ELECTRIC DRILL ...

MIRROR MAN:

This is some state-of-the-art shit,
kid. The drill breaks the sockets,
which force back the spindle and release
the lock ...only it doesn't seem to be
working... And The Sphinx is getting
impatient ...

EXT. HARBOR WAREHOUSE - NIGHT

Tumbler and Kip pull in with their car carrier ... Full... They
start to unload it ...

INT. OTTO'S

As Otto SWIPES NAMES FROM THE BOARD...

INT. MEMPHIS' VAN - MOVING

Memphis and Sway... They ride in silence ... She busies herself by
looking through the consul. Comes up with a tube of LIPSTICK. Uses
the visor mirror to apply it.

MEMPHIS:

Gosh, no. Lipstick? What next? Mascara, blush,
floral-print dresses?

SWAY:

Deodorant.

And she looks at him... She's really laid the lipstick on
thick ... But it's oddly effective ...

MEMPHIS:

Wow. Bozo, the very sexy clown --
Beat. She looks out the window, throws the following away.

SWAY:

So, you seeing anybody?

MEMPHIS:

No. I had a girl. She was great. The

problem is:

every ten years. So I gotta wait
another three years before I can even
bother to look...

SWAY:

She was so great, why'd you leave her?

MEMPHIS:

Her parole officer strongly recommended
it ...

She looks at him... But he's stopped the car... For Kip and
Tumbler are waiting at the side of the street. They get in.

EXT. LONG BEACH 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 ... 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 (cont'd)

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 ... !

He pops the collar - exposing an ordinary ignition system.

FREB:

Cool ...

INT. MEMPHIS' VAN - MOVING - NIGHT

Memphis drives ... Sway, Kip, Tumbler with him...

KIP:

So we loaded all of the keyed cars up and
dropped 'em ... It was cake ... 8 cars,
ba-da-bing ...

Memphis looks at him in the rear-view ...

MEMPHIS:

Having fun, Kip?

KIP:

Hell, yeah... It's a beautiful business ...

(realizes his gaffe)

I mean, no, man, it's hard, it's scary,
it sucks ...

Memphis looks at Sway, shakes his head... Kills the lights ... And
they pull in to

EXT. SAN PEDRO WAREHOUSE - NIGHT

Where Mirror Man is still struggling with the lock, his drills
and punches, scattered about ...

MIRROR MAN:

Just give me another --

only The Sphinx shoves him aside ... Pulls the GUN from his
holster and BLANG! blasts open the lock...

Mirror Man stares at the opened door ...

MIRROR MAN:

Oh, I get it:

And Memphis and the others drive up ...

MEMPHIS:

How's it going?

MIRROR MAN:

It's going fine. The Quiet Riot and me are
swapping trade secrets ...

And in they go --

INT. WAREHOUSE

Dark as pitch. Flashlights come on. To reveal

ROW UPON ROW OF GLEAMING FERRARIS

Old and new models. Daytonas and Boxers and Dinos and Testarossas. There must be at least fifty of them here.

Flashlight beams dance over car after car. It's a treasure chest of automotive jewels ... All of our heroes are in awe. And then a soft whimpering. They turn. To see Sway, overcome with emotion.

SWAY:

It's just... so... beautiful ...

And it is Kip that puts an arm around her ... She sobs into his chest ... Never taking her eyes from the array of Italian grace ... Indeed, they are all in something of trance. Memphis is the first one out --

MEMPHIS:

C'mon, gang. Let's focus. Sway, can you prep 'em -- ?

SWAY:

I think so... They're just... So ...

MEMPHIS:

I know. But let's prep 'em. We could stay here all night... That wouldn't be good --

The others are still gazing ...

MEMPHIS (cont'd)

Let's go, people --

And they set to work...

EXT. NIGHT CLUB PARKING LOT - NIGHT

Donny Astricky and Freb have accessed a '61 Jag... Watch as Donny takes out 3 screws in the Jag's ignition and removes the whole thing ...

DONNY ASTRICKY:

So? Tell me:

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

DONNY ASTRICKY:

Glad to know you, "Freberick." Let's
roll -
And off they go ...
INT. SAN PEDRO WAREHOUSE
Sway sets to prepping the cars ... The others wait nearby. Memphis
walks over to where Kip sits ...

MEMPHIS:

You okay -- ?

KIP:

I'm cool.
Memphis looks at his watch...
KIP (cont'd)
We gonna make it?

MEMPHIS:

Too early to tell. Nervous?

KIP:

Nah.

MEMPHIS:

That's strange. I'm nervous. Donny's nervous.
Everyone's nervous. But not you...

KIP:

I dunno. Whatever will be will be...

MEMPHIS:

That's a good attitude, Kip. For
everything but stealing cars ...

Before Kip can respond, the signature throaty ROAR of Ferrari
fills the room, as Sway's got one started --

MEMPHIS (cont'd)

Showtime --

INT. SAN PEDRO WAREHOUSE - QUICK CUTS

as Sway gets the Ferraris started, her skill readily apparent ...
And each man - Kip, Tumbler, Mirror Man, The Sphinx - climb behind
the wheel and ROAR OFF...

INT. HARBOR WAREHOUSE

Toby watches as the Ferraris are driven in. He radios Otto.

INT. OTTO'S - THE BIG BOARD

as the four corresponding names are ERASED...

EXT. TOWNHOUSE - NEWPORT BEACH - A MASERATI BOOMERANG

glowing silver; cool wedge shape, 15-degree angled windscreen; the
definition of sleek. Memphis and Sway, in the van, roll up to the
Maserati.

MEMPHIS:

Hello, Tracy...

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

MEMPHIS (cont'd)

Shit.

The man climbs into the Maserati. Memphis follows...

EXT. HARBOR TOWERS - CONDO COMPLEX - ROOFTOP LOT

Lots of high-end cars. Mirror Man and The Sphinx search the rows
... At last coming to -

MIRROR MAN:

Gina -- !

The 188 Lamborghini Countach... They move for it... Stop ...

MIRROR MAN (cont'd)

Check it --

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

MIRROR MAN (cont'd)

Oooh. "Snake." Tough guy. "Snake."
Homeboy wants you to call him: Snaake-!
They crack up ... Size her ...
MIRROR MAN (cont'd)
No whistles ... That's weird...
He shrugs ... They slim-jim her "beetle-wing" articulated door ...
Climb in ... The Sphinx starts her up ... Mirror Ma gets in beside
him... The seats are sooo low ...
MIRROR MAN (cont'd)
This shit's on point. Check it: 200.
He gestures to the speedometer ... Calibrated to 200 MPH..
MIRROR MAN (cont'd)
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 Maserati to another 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:

time to pick a girl up for a date?
The Maserati's lights go off... He's parked...
SWAY (cont'd)
What, are they gonna mack -- ?
Yeah. The couple start kissing. Memphis checks his watch
SWAY (cont'd)
Maybe she's got a roommate...
Beat ... They watch the couple in the Maserati for a beat.
INT. OTTO'S
Junie, Otto's gal, on the telephone...

JUNIE:

... that's right. They'll be in the
lobby of the Riviera Building. 2206
Beacon Street. Palos Verdes ...
And we go to --
EXT. RIVIERA BUILDING - PALOS VERDES

And see a LINCOLN LIMOUSINE pull up outside this posh apartment building... The DRIVER gets out ... Heads to the lobby ... We see Kip and Tumbler step out from the shadows across the street ... climb into the limo... Drive off ...

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 heavilykeeled 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.

EXT. NEWPORT BEACH - THE MASERATI

The Persian man and his date ... Mackin' hard... Behind them Memphis and Sway wait in the Mazda. Memphis is on the cell

MEMPHIS:

... okay, check with you soon ...

He hangs up ...

MEMPHIS (cont'd)

Otto says 22 ladies have reported for work...

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

MEMPHIS (cont'd)

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... 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.
Nonjudgemental. 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'd)

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
wear a dress maybe once in a while... Maybe
have a kid... Watch a lot of Audrey Hepburn
movies.. And think about 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...

INT. G.R.A.B. 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 ...

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:

Arright ... 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'd)

I approach you. It's quiet. I look
this way. That. No one around ...

SWAY:

Stop. What about Maserati Boy?

MEMPHIS:

I take out my slim-jim...

SWAY:

Oh, God...

And yes, this is patently absurd. But it's 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... 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 Maserati... And the car has
rocketed off... Memphis punches the gas, 'sending Sway to the floor...

SWAY:

Wham, bam, thank-you, Ma'am, point-
five ...

PRE-LAP Alice Cooper's "Under My Wheels" and SLAM CUT TO:

EXT. LONG BEACH STREETS - NIGHT

CLOSE UP OF THE "SNAKE" LICENSE PLATE as its ass-end fishtails
like a bastard... 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

Let's go to a hospital or something!

But The Sphinx shakes his head. No.

MIRROR MAN (cont'd)

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'd)

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 Sphinx, who smiles

genially. Then:

MIRROR MAN (cont'd)

I never thought it'd be possible:

but your ass just got spookier ...

EXT. CITY STREET - NIGHT

Freb and Donny Astricky have gotten "Laura", a '99 Bentley started...

FREB:

You ever feel bad about any of this?

DONNY ASTRICKY:

Of course not. I'm Robin Hood. I take from the rich, and give to the needy...

FREB:

You mean the poor --

DONNY ASTRICKY:

No. The needy. Us. Cos we need this car!

And 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 ... Donny gets out of
the car...

DONNY ASTRICKY (cont'd)

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

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

DONNY ASTRICKY (cont'd)

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...
Freb goes to Donny... To his splayed-out body ... SIRENS split the
night. The jackers run off down the street.

DONNY ASTRICKY (cont'd)

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'd)

Freb -- !

Freb turns back

DONNY ASTRICKY (cont'd)

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 getout, guns drawn, approaching warily -

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

Laughing at the moon ... And, as Jimi Hendrix' "Crosstown Traffic"

BLASTS ON TRACK, we CUT TO:

of the final series of boosts ...

1) The Maserati parked and empty. Sway breaches it.

Expert. They drive off ...

2) Kip and Tumbler. 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 THE

VEHICLE!" over and over ... Kip shakes his head ...

Ushers Tumbler back ...

3) Mirror Man and The Sphinx deliver an Aston Martin to the docks

... Watch as it is driven into a container. The container loaded

by gantry crane, onto the ship, lashed to the deck by overworked LONGSHOREMEN...

4) Helen Raines. Looking out the window. Listening to

the scanner for word of her boys...

5) The Big Board. Female names disappearing like dust..

6) Castlebeck and Drycoff. Cruising the streets.

Searching ...

7) Kip and Tumbler return to The Viper. This time, in a RAMP

TRUCK. They raise the ramp. Tie down the Viper. A drive off with

it, to be disarmed at a later, safer venue as it continues its

robotic exhortation of "WARNING. YOU ARE TOO CLOSE TO THE

VEHICLE." Over and over again ...

8) All our teams... Speeding toward us ... In different

cars ... As the MUSIC FADES and we END MONTAGE

EXT. 1443 LOCKLIN - JUDGE CROFT'S GLASS HOUSE - NIGHT

Where "Annie" the 137 Roadster lives as an objet d'art.

FIGURES in the thicket surrounding the property. Memphis,

Sway, Kip, Tumbler, Mirror Man, The Sphinx...
Mirror Man has the mansion's ELECTRICAL BOX opened... He' going
through the wires ... Cutting alarm, phone, etc.
Memphis is on the cell phone... Face grim... He hangs up.

MEMPHIS:

Donny got shot ... A jacker ...

SWAY:

How is he -- ?

MEMPHIS:

They got him to the hospital. He's stable ...
Beat ... As they all reflect on this...

MEMPHIS (cont'd)

On a brighter note: 47 ladies have
checked in for their South American
sea cruise -

This cheers them slightly. Until, from the electrical box:

MIRROR MAN:

Got it -- !

And the few remaining lights of 1443 flicker and fade ... They
regard the house for a beat ...

SWAY:

Now what -- ?

No one's quite sure ... They look at the house ... At all that
glass ... Then Kip walks to their car ...

KIP:

Pop the trunk, Tumbler.

TUMBLER:

What for -- ?

KIP:

I gotta get my tool --

And Tumbler and Mirror Man look at each other ...

MIRROR MAN:

No way, homes ...

Too late. The trunk is popped. Kip reaches in. Comes up with, yes,
another BRICK ... And Kip walks toward the house. Toward the vast

windows ...

MIRROR MAN (cont'd)

(to Memphis)

Ya' gotta stop him, man --

But Kip forges on, indomitable ... Only he passes the huge glass windows ... Walking, instead, up to the front door ... And he SMASHES the brick down onto the DOORKNOB. Knocking it clean off... Looks back at the others with a wink. And enters the house... Tumbler runs after him...

INT. 1443 LOCKLIN

Kip walks through the dark house ... At last, coming to the living room... To "Annie". He gets behind the wheel ... Her ignition is quick work. He's got her started, loud, in the quiet house. She coughs a bit; it's been a long time. Tumbler is there...

TUMBLER:

Now what -- ?

KIP:

Now, we go -

And he drives her off the platform. Tumbler directs him...

TUMBLER:

This way... This way... This...

Her nose bumps a zillion-dollar VASE, which topples and shatters...

TUMBLER (cont'd)

That way...

And Tumbler climbs in beside him... Kip drives her around the huge living room... And Kip punches the gas ...

And they drive the Roadster down the hall ... And right through the OPEN DOOR... Driving down onto the lawn ... Up to their cohorts ...

KIP:

See ya back at the ranch, kids -- !

And off they go ... Vanishing down the street ... The others watch after him ... Mirror Man to Memphis:

MIRROR MAN:

Gotta tell ya, man: since you been back?

You've had a real calming influence on ol' Kip...

INT. G.R.A.B. TASK FORCE OFFICE - 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 holding a list.

They just faxed it to us...

He hands Castlebeck the list. Calitri's 50. Castlebeck notes the
last entry...

DETECTIVE CASTLEBECK

Let's get out there. And have them
run down every 167 Shelby Mustang in
the area ... Find out where they're at.

DETECTIVE DRYCOFF

What for?

DETECTIVE CASTLEBECK

You spend enough time down a man's
throat, you get to know his tonsils.

Do it ...

INT. WAREHOUSE - LONG BEACH HARBOR - NIGHT

Kip and Tumbler deliver the Roadster. Toby checks it in.

KIP:

Any more ...

TOBY:

I dunno ...

And Kip gets on the two-way...

KIP:

Any more, O -- ?

OTTO (O.S.)

You guys are through...

KIP:

Whatcha got left ... ?

OTTO (O.S.)

"Carol." A 198 Mercedes ... She lives
in the suburbs ...

KIP:

We'll take it...

OTTO (O.S.)

It's ear-marked for Mirror Man and The Sphinx...

KIP:

We'll take it.

And they climb in behind a waiting Jeep Cherokee ...

KIP (cont'd)

Later, Toby --

But Toby's not around...

KIP (cont'd)

Toby?

No answer... Kip shrugs... And off they go ...

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 them...

TUMBLER:

Gettin' fancy... Got their own palace guard -

When, from the back of the Jeep:

TOBY:

I never been to the suburbs ...

Toby is there ... Having stowed-away...

TUMBLER:

What are you doing here, assface?

TOBY:

Checkin' it out

He smiles at Kip ... Kip looks at Tumbler ... Drives ... At last, pulling up to one HOUSE where the '98 Benz - "'Carol" lives. Kip parks, a half block down ... They get out ... Head for the house...

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 Toby watch the kids ... With equal parts fascination, loathing,

envy... And then, the kids go inside... Leaving "Carol" exposed...

TOBY:

I got this one...

And before the others can respond, he moves for her. And she's open... Toby'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 Toby, who freezes mid-boost ...

KIP (cont'd)

(whispered hiss)

Get her started, man -- !

And Toby does... And slams her in reverse. And they're off

INT. WAREHOUSE -LONG BEACH HARBOR - NIGHT

The group - - Memphis, Sway, Freb, Mirror Man, and The Sphinx - has returned... The final cars loaded onto the ship ...

Memphis looks out into the night --

MEMPHIS:

C'mon, Kip -

EXT. RESIDENTIAL STREETS - "CAROL" - MOVING - NIGHT

Toby drives them out, Kip shotgun, Tumbler in the back. But the suburbs are confusing. They can't find their way out.

TOBY:

Which way's 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...

Toby looks to Kip...

KIP:

No...

TOBY:

What am I supposed to do?

Toby 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 Toby... The car swerves. Going off the road. Into a bank of mailboxes.

The security guards run for her... Kip, forehead bloodied, switches places with Toby, getting behind the wheel ... Punches the gas ... Getting them out of there ...

INT. "CAROL" - MOVING - NIGHT

Kip drives like a wild man ... Toby is bleeding something fierce... Shot in the chest...

TOBY:

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 Toby...

EXT. WAREHOUSE -LONG BEACH HARBOR - NIGHT

As the 'Vette comes screaming into the warehouse ... Kip exploding out of it ... Getting into the back. Memphis goes to the car, sees Toby ... Front of his shirt covered in blood ... The others gather around...

MIRROR MAN:

Jesus ...

Memphis climbs into the car ... Kip is holding Toby...

KIP:

I didn't know... Should we take him to a hospital? I didn't know. I didn't.

Toby is clearly dying in Kip's arms...

TOBY:

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, Toby... You are ...
We'll getcha fixed up...

TOBY:

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 sweatstreaked face...

TOBY (cont'd)

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:

Call 911 -

MIRROR MAN:

Call 'em here -- ?

MEMPHIS:

DO IT! NOW -- !

And Mirror Man scurries for the phone... Toby's breathing comes
out in short staccato bursts ...

TOBY:

Kip... Kip... Kip... It doesn't
feel... It doesn't feel... It doesn't
feel... good

He looks up at Kip. All of the light goes out of his eyes. And
Toby is dead... Kip holds him for a beat ... Then passes him to a
surprisingly emotional Tumbler ... Kip gets out of the car, runs
for the opposite end of the warehouse ...

The others are stunned... Mirror Man hangs up the phone ...

Memphis gets out of the car ... He goes after Kip ... Finds him in
one of the containers ... Grabs him by the collars ...

MEMPHIS:

What did I tell you? What? What did
I tell you?

KIP:

I don't know. What -- ?
And Kip looks at him... Tears fall from the younger boy's eyes ...
And Kip looks so lost ... So like a little kid...

MEMPHIS:

Come here --

KIP:

What?

MEMPHIS:

Come here -

KIP:

What?

MEMPHIS:

Come here -
And Kip does ... He walks to Memphis ... And Memphis puts his arms
around him... And that's it. The floodgates open. Kip begins to
sob. Deep, painful, racking sobs. And then:

KIP:

I've missed you, man ...

MEMPHIS:

I know. I've missed you, too
And they hold each other ...

KIP:

Toby...

MEMPHIS:

I know ...

KIP:

Toby...
And they stay in the embrace... And then Memphis unwraps Kip's
arms from around him...

MEMPHIS:

Stay here. Stay here a while. I'll
be back ...

Kip nods, sniffles ... Memphis walks out of the container ... He
strides up to the others ... Glances at Toby's clipboard, with all
the cars crossed-out ... He goes to Sway...

MEMPHIS (cont'd)

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 Toby's
body...

ANGLE - THE CLIPBOARD. One car left. Eleanor.

As a SUPER on-screen reads: PART IV: DREAMS OF YOU

EXT. INTERNATIONAL TOWERS - 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'd)

You should know:

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'd)

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...California

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 --

Eleanor.

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 (cont'd)

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 -- !

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 onto the busy street, Drycoff on his ass.

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 an alleyway... And we HEAR, as we will throughout, the VOICE of the

POLICE DISPATCH (O.S.)

Switch to open channel 3. All units stand-by.

POLICE DISPATCH (cont'd)

1 Baker 11 in pursuit of a '67 Ford Mustang, license in the 6th column -

614 HSO. Repeat:

Ocean. Westbound on Memorial Drive, against traffic ...

Eleanor races past The Queen Mary ... crossing the bridge into Long Beach ... She flies down the street ... 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. ELEANOR - MOVING - MEMPHIS

Has the radio on ... Hears Matty ... He serpentines his way through the tangle of alleys...

POLICE DISPATCH (O.S.)

All units. Stand-by to copy. 167 Mustang is silver in color. One occupant. California license 6-1-4 Henry Sam Ocean. Reason for

pursuit is unknown.

Drycoff does his best to follow. Another CRUISER has joined up. Memphis is driving like Richard Petty...

INT. LONG BEACH 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 is the address of

THE LONG BEACH POLICE STATION

where there are literally 15 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 ... 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 4 SQUAD CARS are chasing Memphis around the Plaza ...

A POLICE CHOPPER has arrived on the scene... Camera out. Memphis takes one more spin around the plaza, 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 on some of the narrowest streets in Long Beach. 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. FREEWAY

Memphis races along He's got 4 SQUAD CARS ON HIM POLICE DISPATCH (O.S.)

Attention all units. Pursuit is now southbound on the 33 from the construction area on Kneeland Street; all units in the area assist. Code 3.

He takes the Kneeland Street exit... And he's run out of road at

A SHOPPING DISTRICT

where vehicle traffic ends. Foot traffic only ... Here com the
cops... Memphis spins the wheel ... And he drives onto PUBLIC PARK...
Across the grounds ... Past the dew-drenched flora and the paddle
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

The Garden Park. 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. ELEANOR - PARK

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 out of the park.. And gets onto

ANOTHER FREEWAY:

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 ... ANGLE - KIP. He slips out of the place. No one's noticed him go...

EXT. FREEWAY - TOLL BOOTH

ahead. Eleanor 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:

pole at the Carson Street offramp ...

Pursuit has terminated... And Chuck Berry has come to an 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.

ELEANOR:

takes an exit ... And speeds on through the with everyone in pursuit ...

POLICE DISPATCH (O.S.)

Attention all units. Road block being set up at the eastern terminus of the Long Beach Harbor Tunnel. Use caution.

EXT. HARBOR TUNNEL EASTERN TERMINUS

It's quite a road block. A DOZEN SQUAD CARS. A WOODEN BARRICADE ... The whole shebang...

EXT. TUNNEL - ELEANOR

eating asphalt ... Coming to the tunnel's mouth ... To the road block ... Memphis pins her ... ZOOOOOM! 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 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 Harbor Tunnel Eastern Terminus --

Sure it has. Memphis' foot SLAMS ON Eleanor'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. LONG BEACH BRIDGE

A huge suspension bridge spanning the harbor ... Except that on the Long Beach 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. CITY STREETS - ELEANOR

takes it on through the vast construction underway here ... And here's our money shot: Eleanor. On Route 33. COMING AT US ... Followed by, literally, 20 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 Harbor Tunnel roadblock...

State Police advises they have a multiple T.A. on the Long Beach Bridge... Accident is unrelated to Long Beach P.D. pursuit... Repeat unrelated to Long Beach P.D. pursuit.

The area is closed except to emergency vehicles. Suspect is headed in that direction. Use caution in that

area. Repeat:

area ...

THE LONG BEACH BRIDGE

Southbound traffic on the bridge (into Long Beach) 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 -- The Carpenter in his wood shop -- Helen Raines, in front of her TV -- The chopper cops -- Paramedics, cops, injured motorists, fire men --

Castlebeck and Drycoff... BACK TO

MEMPHIS RAINES AND ELEANOR...

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 Long Beach ... Ramp down ... Memphis rockets Eleanor at the ramp truck's ramp... Straight on ... And the ramp LAUNCHES ELEANOR in glorious super-sexy-bloodpumping 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 Long Beach 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 Sallyo ... And Memphis drives over the bridge, the only car going northbound... Memphis rides, daddy, rides ...

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. The CASKET for Kip rests to the side ... 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 driven up in the smashed-to-shit Eleanor ... He climbs up,

entering the workshop... Calitri glances to the wallclock: 7:55 AM...

CALITRI:

Well, well. You've caused quite a ruckus ...

MEMPHIS:

This is number 50. We did it. It's over 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'd)

200 K. Just like we said ...

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 looks at him... Calitri smiles ...

MEMPHIS :

Well, now, he's clear. And you'll stay away from him...

CALITRI:

I don't know about that, Randall.

He did such a good job on this paper.

And another one just came in ...

Calitri goes to the FAX machine... Tears off the sheet..

CALITRI (cont'd)

It's an easier take. 30 cars. Two weeks. Most of them SUVs. Going to Russia. Think Kip'll be interested?

MEMPHIS:

You don't want to even sniff at that --

Calitri grins. But then his smile goes south, as he sees, for the first time -- ELEANOR -- parked out on the loading dock. And she

is smashed-to-shit.

CALITRI:

Well, that certainly won't do.

MEMPHIS:

What do you mean -- ?

CALITRI:

Look at it. I can't very well make
delivery of that thing ...

MEMPHIS:

You got no choice. It's over.

CALITRI:

Fifty cars. Fifty cars by 8 AM
Friday. Or Kip goes in that box.

That was the deal ... Goddamn, it ...

That was the deal ...

Memphis is by a TABLE SAW... He flicks it on. The electric MOTOR
rumbles, so as to obfuscate, any noise in here ...

CALITRI (cont'd)

What are you doing -- ?

MEMPHIS:

Tell you what I'm not doing: I'm not
gonna let you get into my Kool Aid...

And Memphis 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, grabbing 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. Only the door opens ... And Atley is there ...

ATLEY JACKSON:

Jesus, man ... What'd you do?

MEMPHIS:

My version of "take this job and shove it..."

ATLEY JACKSON:

Are you crazy? You throw down with The Carpenter? You got a grudge against your life?

But before Memphis can respond, there are APPROACHING ENGINE SOUNDS from up the alleyway -- as A PANEL VAN arrives. Memphis and Atley look at the wall-clock. 8:05. A glance to the unconscious Calitri ...

ATLEY JACKSON (cont'd)

Now you done it. And with you gone - who'll save Kip the next time ... ?

MEMPHIS:

This is all about there not being a next time, Atley --

And the two men hold the look... And the van doors slam, as Digger and Butz, Calitri's grave-diggers, get out ... Atley goes to the unconscious Calitri ... And he picks him up, straining under the dead weight ... Dragging the don over to

THE OPEN CASKET - One final burst of strength and Atley drops Calitri into the casket... Slamming the swell top lid of the coffin. He turns to look at the shocked Memphis -- As Digger and Butz are there -

ATLEY JACKSON:

Hello, boys -- !

DIGGER:

Hey! What happened? Did they make it

ATLEY JACKSON:

They did not. A tragedy.

DIGGER:

Mr. C. around?

ATLEY JACKSON:

He's napping. He said to take it away...

Atley gestures to the coffin. And they pick it up, move it to the van...

DIGGER:

That'll do ya. Tell Mr. C. we was by.

MEMPHIS:

Absolutely.

And they are gone ... And Atley turns to Memphis

ATLEY JACKSON:

Ding Dong The Witch Is Dead, right?

MEMPHIS:

Point-five ...

And he holds out his hand ... And they shake ...

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:

Hoo-boy.

EXT. CALITRI'S WORKSHOP - LOADING DOCK

Memphis walks to the battered Eleanor ... As Pearl Jam's "Rearviewmirror" crunches and a CAR comes motoring up to him. It's ANOTHER 167 SHELBY. ANOTHER ELEANOR, a "For Sale" sign pasted on the back window. It's being driven by Kip...

MEMPHIS:

What are you doing here?

KIP:

I saw her get smashed-up on the TV.
Knew there was no way he was gonna
accept her ...

MEMPHIS:

Where'd you find this one?

KIP:

Ya gotta keep tabs on your "Eleanors",
Memphis. Cos you never know when
you're gonna need one --

MEMPHIS:

You boost her -- ?

KIP:

Hell, yeah. She's not my unicorn.

MEMPHIS:

Move over ...

Kip does. Memphis gets behind the wheel. Drives...

EXT. LONG BEACH BOULEVARD - DAY

Memphis drives... Kip beside him...

MEMPHIS:

You okay -- ?

KIP:

I dunno ... I keep thinking about
him.

Memphis nods. But then FLASHING LIGHTS behind them ... An UNMARKED
with Code 3 capabilities - lights & sirens ... Memphis considers
... He could make another run ... But the looks at Kip... Enough
is enough ... He pulls over ...

KIP (cont'd)

What are you doing? You can outrun
him...

MEMPHIS:

It's over. The dumb shit is over ...

The unmarked pulls up behind him... The cop comes over ... It is,
of course, Detective Castlebeck.

DETECTIVE CASTLEBECK

I know you.

MEMPHIS:

You know my back.

Castlebeck opens his coat... Showing stuffed holster ...

DETECTIVE CASTLEBECK

It's finished, Randall. Get out of the car... You, too, kid...

Memphis starts to get out. When Castleback's RADIO crackles.
RADIO (O.S.)

We have suspect vehicle matching description at the Woodburn Scrap and Metal ... Repeat: the suspect vehicle has just been apprehended at the Woodburn Scrap and Metal, 190 Street and Campanza ...

Castlebeck frowns, goes to his radio. Memphis looks at Kip.

KIP:

I reported it ...

Memphis is impressed...

MEMPHIS:

Not bad

ANGLE - CASTLEBECK at his car, on the radio ...

DETECTIVE CASTLEBECK

Dispatch, what's the license on the suspect vehicle... ?

RADIO (O.S.)

License is California 6-1-4 HSO. Repeat: California. 6-1-4 Henry Sam Ocean.

And Castlebeck looks at the license on this Eleanor... A vanity plate that says - MY 67 ...

DETECTIVE CASTLEBECK

10-4.

And he goes back over to Memphis ...

DETECTIVE CASTLEBECK (cont'd)

Looks like we live to fight another round. You're free to go ...

Memphis can barely believe it. Castlebeck leans down, to Kip:

DETECTIVE CASTLEBECK (cont'd)

Your brother's a clever man and a talented thief, Kipling. But as role models go, you should observe the man, not the thief ...

KIP:

Yes, sir ...

Castlebeck sighs...

MEMPHIS:

Don't look so glum, Detective. It's a beautiful day, the birds are singing, and there's a container ship on Pier 14, that's guaranteed to bring you glee ...

Castlebeck nods ...

DETECTIVE CASTLEBECK

I want you gone, Randall. Settle your affairs. Make it right with those you love. Hell, take 'em with you. But I want you out of here. Out of here for good this time ...

MEMPHIS:

Consider me gone, Detective --

DETECTIVE CASTLEBECK

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, Tumbler, Freb and Mirror Man are sipping coffee and eating donuts ... They are exhausted... Memphis and Kip pull up in Eleanor... He hands Otto the briefcase. Otto opens it... All that cash...

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...

He nods ... The boys are huddled together...

MIRROR MAN:

Poor Toby, 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 Toby.'" I say: "Poor us.."
They all stare at him, stunned...

FREB:

You spoke
The Sphinx shrugs...

TUMBLER:

Say something else, man
But The Sphinx lapses back into his silence ... Nibbles a donut
... Sips coffee ... Memphis smiles ... He takes a stack of bills
from the briefcase... To Kip:

MEMPHIS:

You remember where you got this
Eleanor -- ?

KIP:

Sure, man --

MEMPHIS:

She's for sale. They're asking forty thousand.
Give 'em sixty ...
And he hands Kip the cash ...

KIP:

You want me to buy her?

MEMPHIS:

Shocking, huh? We're clear now. It's done.

I've never actually paid for a car. I want
to see what it feels like
Kip nods ... Memphis looks at a grinning Otto ...

OTTO:

Dinosaurs. All of us. The Ice Age is
now...

MEMPHIS:

I'll see you soon --

KIP:

Where you off to -- ?

MEMPHIS:

Thought I'd go for a ride -
He smiles. The others do, too. Memphis heads for Eleanor.

KIP:

Hey, Memphis -- ?
Memphis turns back...
KIP (cont'd)
I'll see you, right?
Memphis nods ...

MEMPHIS:

You'll see me ...
And we PRE-LAP Sammy John's "Chevy Van" and CUT TO:
INT. BACCHIOCHI'S FOREIGN MOTORS - DAY
Sway, underneath a Daytona... We only see her from the waist down
... Hands on her waist ... Pulls her gently out. Memphis. He
brings her to her feet ...

SWAY:

What are you doing... ?

MEMPHIS:

Seeing if you wanted to go for a ride?
And he uses a rag to tenderly wipe a small black smear of oil from
her cheek...

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; sees the new Eleanor
outside)
Where to -- ?

MEMPHIS:

I dunno. I know a place.
She looks at him... Long and hard...

SWAY:

This time it's for real?

MEMPHIS:

Oh, yeah. For real, point-five.

EXT. BACCHIOCHI'S - DAY

And Memphis opens the passenger door for her ... And she gets
in... And she smiles ... And Memphis climbs behind the wheel. He
neutral-drops Eleanor, chirping off ...

EXT. CONTAINER SHIP - LONG BEACH 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...

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, 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 "Eleanor" ("You got a thing
about you/I just can't live without you/I really want
you/ Eleanor near me...") CUT TO:

EXT. THE 405 FREEWAY NORTH - ELEANOR - MOVING - DAY

Memphis driving. Sway riding shotgun. Long Beach 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 Eleanor 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' ("Eleanor/Gee, I think you're
swell/And you really do me well/You're my pride and joy, etc.")

SING ON... And we hear:

MEMPHIS (O.S.)

You like bingo -- ?

And Eleanor 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: