

DEN OF THIEVES

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BLACK SCREEN.

Silence. Which is then broken by a coarse VOICE as it speaks to us, in distinct Californiaese. The voice is that of an old-timer. His words and tone bespeak a life lived hard, illicitly, and unhealthily. And yet with joy. The sense one gets is, he wouldn't have had it any other way, that his path through life, was chosen... By him.

Although we don't see him yet, he is WILLY LUMP LUMP, 60s. And he will tell us, tell SOMEONE, all they need to know.

WILLY LUMP LUMP (V.O.)
...to this day, when I just think of robbing a bank, I get a boner. I get butterflies... Now that's love... See, whatever it is you decide to do in life, do it because you love it...

1 INT. CELL - DAY

1

And now we see him.

WILLY LUMP LUMP looks right at us. His is a face one doesn't forget. A face that inspires...articles, novels, movies. Like the one we're about to see.

WILLY LUMP LUMP
...I fucken love robbing banks. Unfortunately for me, it happens to be illegal. That's why I'm sitting here talking to you. Kinda a bummer, but then again, whatever...

A TITLE reads, "Federal Correctional Institute, Terminal Island. San Pedro, California."

WILLY LUMP LUMP (CONT'D)
There are 5 rules to robbing a bank. And that's the first rule. Do it for the love. For the doing of the thing. Make it your masterpiece. Like Ali, Ludwig Van, Musashi, Plato, Da Vinci. Make it your Rumble in the Jungle, your 9th, your Samurai Sword, your Apology, your Mona Lisa... Don't do it for the money. Or because you're pissed off at the world and you wanna do the whole bullshit whoop de whoop gangster thing, and you wanna shoot somebody. Like those whack job amateurs in North Hollywood.

(MORE)

(CONTINUED)

WILLY LUMP LUMP (CONT'D)

They had it going good for a while, but then they fucked it all up because they wanted to shoot it out with the cops, because they probably couldn't get any ass and had small cocks. If mommy didn't treat you good, go start a fire or some shit. But don't rob a bank...

Willy takes a sip of his piping hot coffee. The coffee mug is metal, and small. He wears an orange jumpsuit emblazoned with black, faded block letters across it that read "FCI".

In the unseen surrounding environs, the cold, reverberant, hollow SOUNDS OF PRISON can be heard.

WILLY LUMP LUMP (CONT'D)

Second rule, don't do chump change. Whether you steal 1 dollar, or 100 million, the length of your visit to Hotel Federal Prison will be the same. So when you pick your score, make sure it don't come with fries and a shake. Make sure it's so much goddamn money, stuffing it in your pockets ain't an option... The third rule, once you got the money, don't spend it. Because remember, you didn't do it for the money. And if you spend it, you'll run out. And if you run out, you'll become a junkie. Because you'll want more. And if you want more, you'll make mistakes... Junkies come in all shapes and sizes, not all of them Crack Ho's...

Willy takes a drag from a cig. Doesn't bother ashing. Old, diffused tats dot his forearms. The thick black-rimmed glasses he wears, "Mafias", ID him as a convict of high standing.

WILLY LUMP LUMP (CONT'D)

The fourth rule. Prepare for the worst. Because if shit don't go according to plan, which it won't, and drama starts popping off, which it will, you better be down for the get down, homeboy...

Willy finally exhales. The VOICE of a younger man we do not see, asks Willy the same question some of you may have.

VOICE

What's the last rule? You said 5.

Willy crunches his eyes, holds his hand up, annoyed.

(CONTINUED)

1 CONTINUED: (2)

1

WILLY LUMP LUMP
You in some sort of a rush?

The voice doesn't respond. Willy takes another sip of his coffee, savors it. In a rush, Willy isn't.

WILLY LUMP LUMP (CONT'D)
The last rule.

Willy takes a long drag from his cig, then exhales slowly.

WILLY LUMP LUMP (CONT'D)
When you get caught, honky...
(waves cig back and forth
while slowly shaking his
head)
No sharing showers...

Then gesticulates for emphasis by jutting the cig at our face.

WILLY LUMP LUMP (CONT'D)
Push flowers.

2 EXT. CITY STREETS - DAWN

2

High above the Los Angeles basin. So high, the city spreads out below us like the *Thomas Guide*.

CAMERA PUSHES DOWN ON the VAPOR LIGHTS that line endless boulevards. On the horizon, dawn approaches.

A TITLE reads, "2400 times a year. 44 times a week. 9 times a day. Every 48 minutes, a bank is robbed here... This is the real bank-robbery capital of the world..."

Only a few vehicles out this time of day. COME IN ON one of them -- A BRINKS ARMORED TRUCK. It winds the barren streets. TITLE reads, "*Los Angeles*".

3 INT. ARMORED TRUCK - DAWN

3

Four *Brinks* employees inside. Two up front -- DRIVER, driving, and MESSENGER, riding shotgun. The HOPPER and the SWAMPER in back. *Nextel* radios perched atop their shoulders. Sidearms issued to all. An AR-15 CARBINE slotted up front.

Nobody talks. Too early for that. The Driver struggles to keep his eyes open. He starts to nod off, when the truck swerves. Messenger hits his arm. Driver's eyes snap back open.

(CONTINUED)

3 CONTINUED:

3

DRIVER
Shit. Sorry.

The Armored Truck pulls into a parking lot. Messenger and Swamper hop out. Driver and Hopper remain in the vehicle.

4 EXT. DONUT SHOP, GARDENA - DAWN

4

A TITLE reads, "Gardena. 5:14 am". The only sound heard is that of the TRUCK'S ENGINE IDLING.

ARMORED TRUCK'S POV -- Messenger and Swamper order, pay the KOREAN GUY behind the counter inside.

ON DRIVER -- staring blankly ahead. Messenger and Swamper exit, coffees and boxes of donuts in hand. Quiet still. Driver's hand reaches for the "unlock" button.

ON MESSENGER -- 10 feet from the Armored, hands full. Another morning, another donut run. Same as every other day. Almost.

SOUNDS approach. ENGINES. Driver's hand pauses just above the unlock button.

2 SUV'S EMERGE FROM THE DARK, LIGHTS OFF, AND COME TO STOPS TO THE FRONT AND REAR OF THE ARMORED, BLOCKING IT IN.

DOORS FLY OPEN AND MEN EMERGE -- 1 from the front SUV and 2 from the rear, their bodies covered in black BDUs and KEVLAR BODY ARMOR, GAS MASKS COVERING FACES. THEY LEVEL SHOTGUNS and HK ASSAULT RIFLES at the *Brinks* guys. These OUTLAWS move in a precise military like fashion, covering fields of fire.

ON MESSENGER -- literally frozen in indecision. Tension racking his body, HIS HAND GRIPS HIS JUMBO COFFEE TOO TIGHT. His eyes go to the SIDEARM on his belt. Albeit unfortunate, occasions like these do fit within the particulars of his job description. He's supposed to do something here. But can't.

ON DRIVER -- fumbling with his nextel, frantic, can't get the words out fast enough -

DRIVER
(into nextel)
-3170!! WE'RE BEING HELD UP BEING HELD UP-

Hits a 911 BEACON in the dash, then suddenly can't speak anymore as a monster of a man, OUTLAW#1, RUSHES HIM, JUMPS ONTO THE HOOD of the Armored.

ON OUTLAWS#2 and #3 -- rushing Messenger and Swamper, barrels aimed right at their heads.

(CONTINUED)

ON MESSENGER -- hand about to crush his piping hot coffee.

OUTLAW#2

DON'T FUCKING MOVE! YOU MAKE TEN-FIFTY AN HOUR! IT ISN'T WORTH IT!

OUTLAW #3

(to trembling Messenger)
Relax homes, we're not here for you.

ON DRIVER -- looking up at Outlaw#1 AIMING AN HK-416 RIGHT AT HIM through the "bulletproof" window. God does he hope it is.

OUTLAW#1

(muffled by the gas-mask)
ARMOR-PIERCING ROUNDS ARE CHAMBERED IN THIS FIREARM. DO NOT BE THE IDIOT THAT'S GOING TO FORCE ME TO PROVE IT! JUST HIT THE UNLOCK AND STEP AWAY FROM THE TRUCK!

Driver hesitates, quivering, foot an inch above the gas pedal.

OUTLAW#1 (CONT'D)

FUCKING DO IT!! NOW!!

ON MESSENGER -- hand shaking violently, when he involuntarily CRUSHES THE CUP OF COFFEE. The steaming hot liquid SPILLS ALL OVER HIS HAND and leg. HE SCREAMS IN PAIN and makes an untimely flinching motion--

BOOM. Outlaw#2 doesn't hesitate. Messenger's shoulder and neck are blown apart. He drops. Donuts spill. Swamper horrors.

DRIVER PUNCHES IT. SLAMS INTO THE FRONT SUV, GRINDS IT FORWARD. OUTLAW#1 LURCHES FORWARD FROM IMPACT, spills onto the Armored's roof. He grabs for anything to hold on to.

ON OUTLAW DRIVER -- in the front SUV, trying in vain to peel off. The Armored is too powerful.

ON OUTLAW#1 -- pulls himself back onto the hood. Gains balance. AIMS THE HK INTO THE WINDSHIELD AND UNLOADS. The high-pitched rounds are deafening. THE WINDSHIELD AND DRIVER ARE OBLITERATED.

ON OUTLAW#2 -- bringing the butt of his shotgun across Swamper's jaw. Swamper collapses.

OUTLAW DRIVER hops out of the SUV with a SLEDGEHAMMER. He jumps onto the Armored's hood and SWINGS IT INTO THE ARMORED TRUCK'S WINDSHIELD, CAVING THE WINDSHIELD IN.

(CONTINUED)

GUNSHOTS are fired from within the Armored -- Hopper.
Outlaw#1 tosses in a FLASHBANG. A BLAST of LIGHT and SOUND.

OUTLAW #1
(to Outlaw Driver)
Get in get in!!

Outlaw Driver slips through the windshield into the cab. Hits
"unlock", PUSHES OUT THE BODY OF THE DRIVER.

Outlaws#2 and #3 rush the rear of the Armored, RIP OPEN THE
REAR DOORS. SMOKE BILLOWS out of the Armored. Inside,
Hopper's ears bleed. He chokes violently.

Outlaw#1 hops in the Armored passenger seat. Outlaw Driver
throws the Armored into gear.

As Outlaw#2 drags Hopper out onto the pavement, 3 GARDENA PD
CRUISERS squeal to a halt in the middle of the street, 50
meters back. Doors swing open. UNIFORMED GARDENA COPS OPEN
FIRE WITH THEIR .9MM SIDEARMS.

The rounds ping off of the Armored and pavement. OUTLAW#2
SPINS TOWARD THE COPS, DROPS TO A SEATED-FIRING POSITION, AND
OPENS FIRE. Outlaw#3 drops his shotgun, presents his .45, and
UNLOADS HIS CLIP. Their HK rounds are deadly accurate,
ripping thru the Gardena PD Cruiser's doors, DROPPING 1 COP.
Outgunned, the cops ball up for cover, don't return fire.

OUTLAW#2
LETS GO LETS GO LETS GO!

Outlaw#2 and #3 sprint for the SUV while the Cop's gunfire is
suppressed. Suddenly, 3, 4 SHERIFF'S DEPT CROWN VICS RESPOND
ONTO THE SCENE, tires smoking as they brake to stops. COPS
JUMP OUT WITH AR-15 CARBINES, OPEN FIRE ON THE SUSPECTS.

OUTLAW #1
THEY GOT CARBINES!!!

The high-velocity rounds ricochet and TEAR INTO THE SUV.
OUTLAW#3 IS HIT IN THE GROIN AND NECK AS HE TRIES TO JUMP
INTO THE SUV. He drops, scream drowned out by gunfire.

OUTLAW #1 (CONT'D)
MOTHERFUCKER!

Outlaw#2 takes cover, desperate to reload, then returns fire.
A BLIZZARD OF ZIPPING LEAD FILLS THE DAWN AIR.

OUTLAW#2
I'M ALMOST OUT!!!

(CONTINUED)

4 CONTINUED: (3)

4

If something isn't done fast, they'll never get out of here. So Outlaw#1 flips his HK 416 onto "full-auto", hops out of the Armored, WALKS DIRECTLY AT THE COPS, AND OPENS FIRE.

OUTLAW#1 PEELS OFF THE ENTIRE CLIP ON FULL AUTO, BLOWING UP THE CROWN VIC WINDSHIELDS AND HOODS. SHELL-CASINGS bounce off the street at his feet. A FEW ROUNDS THUMP INTO HIS BODY ARMOR, EXPELLING THE AIR FROM HIS LUNGS. Clip done, he drops it out, rips a fresh clip off his torso, pops it in, and repeats. All in one fluid motion. Empties the next clip.

The Cops return fire no more, pressed into the pavement.

Outlaw#1 turns, runs back in the Armored. Outlaw#2 TOSSES SMOKE GRENADES INTO THE STREET, clouds the Cops visual, cloaking their exfil, jumps into the SUV. BOTH THE ARMORED AND SUV PEEL AWAY FROM THE SCENE.

5 INT. ARMORED TRUCK - DAWN

5

Outlaw#1 rips off his gas mask.

OUTLAW #1
How the fuck those chase cars here?!!

This is RAY MERRIMEN, 38, and clearly the leader. His muscular neck and ferocious demeanor belie great intelligence that can be seen in those hard, icy blue eyes. He's very, very dangerous, yes. But not wild. Calculating. He keys a Nextel "push-to-talk" phone:

MERRIMEN
(into Nextel)
Greenpeace, this is Repeat Offender. Need your eyes.

Merrimen looks out the window, SCANS THE SKIES ABOVE.

OUTLAW DRIVER
We clean?!

MERRIMEN
So far. Hug the airport, take the tunnel.

Merrimen speaks into a MIC protruding from beneath the kevlar.

MERRIMEN (CONT'D)
(into chest mic)
Lava, this is Repeat Offender. Pull off now!

6 EXT. CITY STREETS - DAWN 6

The Armored and SUV barrel down the early morning streets at 80+ mph. THE SUV BAILS OUT ONTO A SIDE-STREET.

The Armored hits a hard right, ENTERS A TUNNEL.

7 EXT. HAWTHORNE STREETS - DAWN 7

The SUV rolls to a quiet stop in a RESIDENTIAL NEIGHBORHOOD. OUTLAW#2 QUICKLY WIPES DOWN THE INTERIOR OF THE SUV WITH WINDEX AND BABY-WIPES. POURS GASOLINE on the dash, steering wheel and seats. Walks away from the SUV.

He peels out a CAR-KEY TAPED TO HIS CHEST, quietly sticks it into the door of a nondescript TOYOTA MINIVAN parked there. Hops in and drives off, unnoticed.

In the distance, SIRENS can be heard.

8 EXT./INT. CRENSHAW BLVD. TUNNEL - DAWN 8

The ROAR OF THE ARMORED'S ENGINE REVERBERATES throughout the tunnel as they tear away from the scene, desperate to evade the response. Merrimen's head is on a swivel clocking the streets.

IN THE ARMORED -- they ROUND A CURVE in the tunnel. 95 mph. The tunnel empties back onto the city streets.

MERRIMEN
We're clean!

9 INT. "PACIFIC HORIZON FREIGHT" 3PL WAREHOUSE / OFFICE - DAWN 9

BOSCO sits in a vast warehouse OFFICE, in front of a laptop. READS THEIR "SIGNATURE" ON THE DATONG SYSTEM THAT DISPLAYS A LIVE MAP-GRID FEED OF THE STREETS, ALL COP CARS AND THEIR EXACT LOCATION DISPLAYED. Bosco keys a radio, guides them through the gauntlet of responding cops.

BOSCO
(into radio)
Go right on Doty, right on Doty!

10 INT. ARMORED TRUCK - DAWN 10

Outlaw Driver follows Bosco's directions. THEY STOP IN AN ALLEY, KILL THE LIGHTS, AS A CLOSE CALL WHIZZES PAST THEM. TENSION. THEY DRIVE THE LAST FEW BLOCKS TO THE SAFETY OF...

11 EXT. "THIRD WORLD" INDUSTRIAL DISTRICT, WILMINGTON - DAWN 11

A sea of BUSINESS PARKS, industrial warehouses, refineries, tank-farms all divided by pot-holed streets. The VINCENT THOMAS BRIDGE looms overhead. A coyote scurries as the Armored approaches. It backs into one of the warehouses.

12 INT. "PACIFIC HORIZON FREIGHT" 3PL WAREHOUSE - DAWN 12

Outlaw#2 and a TONGAN CARGO HARD shut the warehouse sliding doors. The Toyota Minivan already parked inside. Outlaw#2 hits several numbers on a SECURITY KEYPAD, securing the building. *Beep-beeping* SOUND as the Armored reverses in and parks.

"Pacific Horizon Freight" is written on the warehouse wall. A few SAMOAN AND TONGAN DOCKWORKERS man the vast warehouse, home to a 3PL, "Third Party Logistics", shipping-freight biz.

The Outlaws are exhausted. No one speaks as they strip off kevlar, gas masks, body armor, the mood tense. Around them: stacks of empty pallets, shrink-wrapped freight, forklifts, high-tech security equipment, radios, stripped cars, gas cans, pvc piping, highway flares, a weight bench... Fluorescents buzz 28ft overhead, giving us our FIRST CLEAN GLIMPSE OF THIS ARMED ROBBERY CREW:

Seen before, MERRIMEN, the leader.

Outlaw#2 pulls off his gear, revealing ENSON LEVOUX. Fierce, fat, big, Samoan. With corn-rows. Merrimen's "lieutenant".

Their laptop Datong navigator, BO "BOSCO" OSTROMAN, 42. A barrel-chested whiteboy from Huntington. "PEN1" ink beside some faded military tat on his thick arms.

Lastly, the Outlaw Driver, DONNIE ALISON, 33, edgy white guy, quiet-type, which are usually the most dangerous, just not in this case. They don't come much more intimidating than this.

Everyone wears SURGICAL GLOVES when handling the Armored.

MERRIMEN
Checked for trackers?
(Enson nods "of course")
Do it again.

Enson slips beneath the truck's underbelly, sweeps the entire chassis and engine with a FREQUENCY SCANNER.

ENSON
Nothing. It's one of the old models.

(CONTINUED)

Donnie stands over a garbage can and PUKES. He looks at his hands -- still shaking with adrenaline.

MERRIMEN

(to Bosco)

And you were clean?

(Bosco shrugs, looks to Enson)

I asked you. Not him. Were you?

BOSCO

-yeah. Ran figure 8's. No fleas...

Merrimen's eyes burn into Bosco. Finally:

MERRIMEN

Why didn't we know about the chase cars?
How did the call get through-

ENSON

-Ray.

All heads turn to Enson. No one usually speaks when Merrimen is this hot, because it just doesn't happen.

ENSON (CONT'D)

We knew the risks. Shit popped off. We handled it... That's it.

Merrimen doesn't respond. Then to Bosco:

MERRIMEN

Get back over there, see who responded.
Probably LASD. They'll supercede
Gardena... If it's Major Crimes, we got
a problem.

Bosco pulls on a hoodie, grabs a DIGITAL CAMERA, and leaves.

Merrimen and Donnie turn their attention to the Armored Truck. Bulletholes riddle it's sides. Donnie shuts off the engine. Merrimen runs his hands over the bulletholes:

MERRIMEN (CONT'D)

Patch these up. Need it like new.

Donnie nods. Merrimen circles the truck, inspecting it thoroughly. He stops behind the rear doors. Pops open the latches, and swings open the doors. Inside...

NOTHING. It's empty.

12 CONTINUED: (2)

12

ENSON

You good?

Merrimen looks over the truck one last time. Nods:

MERRIMEN

... We're cop killers now...

His words hang in the air. HOLD ON HIM. TITLE reads, "Merrimen".

13 INT. NICK'S F-150 TRUCK - DAWN

13

CLOSE ON a PAIR OF EYES. They're open really wide. And the pupils dilated. Black saucers. PULL BACK to reveal "BIG NICK" FLANAGAN, 41, white, cock-strong muscles, the kind that come from genetics, not from doing a lot of reps on *Cybex* machines at *Bally's*. He's sporting a *Rolex*, a bit of bling, couple tats, got a shaved head a bushy *ZZ-TOP* style goatee, and the bad skin that accompanies too many cycles of 'roids.

Nick dumps *Visine* in his eyes while driving. Fast. Zips through LA's South Bay streets by braille, doesn't bother even peeking at the road ahead. All windows are down. He breathes into his hand, checks his breath. Fumbles around his glovebox for gum. Finds some, pops it in his mouth. He's doing a decent job pulling himself together, despite the fact that he looks like he's spent the last week on the dark side.

Nick dials down the radio as he turns onto a working-class suburban residential street. Kills the lights and engine before coasting quietly into a driveway, parks.

14 EXT. NICK'S HOUSE, REDONDO BEACH - DAWN

14

Nick takes his boots off, walks barefoot up to his house, a single-story "modern" built in the 50's, typical of suburban SoCal. Yet with nouveau upgrades -- fountains, marble columns frame the front door, plexi-hoop court in back, and lots of gangster'd-out land yachts parked on the lawn.

15 INT. NICK'S HOUSE - DAWN

15

The jangle of keys. But they don't work. Nick tries in vain to open the back pantry door. Opts to jimmy open a window instead, crawls and squeezes his way through it. His clothes catch and tear on something. He silently curses himself.

Tip-toes into the kitchen. It's quiet and dark. Only a few night-lights on. The house is home to a family, as kids' toys and baby stuff is scattered throughout.

(CONTINUED)

Nick gingerly opens the fridge, bends down to see what's on the menu when a CRASHING SOUND shatters the quiet. He cringes, squeezes his eyes shut. Then peeks down -- a HANDGUN lies at his feet, fell out of his waistband.

He carefully picks it up, sets it on the counter with wallet and keys. Listens in the house. All remains quiet. Phew.

He grabs a water, gulps it down while checking his cell. He erases all "recent calls", when he freezes. Gets a weird feeling someone's there. Turns his head, and gasps. A WOMAN SITS IN THE NEARBY DARK, WATCHING HIM. Nick clutches his chest, sighs in relief.

BIG NICK

Jesus Christ, babe, scared the shit out of me! I might've shot you. Can't do that.

His wife, DEBBIE, late 30s, once hot and sweet, now jaded and sleep-deprived, sits with her legs and arms crossed, and her hair-extensions balled up in a clip.

DEBBIE

Can't do what?

BIG NICK

Creep up on me like that.

DEBBIE

You erase your recent calls?

Nick starts to get nervous, scrambles.

BIG NICK

Erase? What do you mean...

(holds up his cell)

The phone? I don't know how to work this fucking thing, you know that -

Debbie imitates him, repeats his line while grinding her jaw and bouncing it back and forth just like him. Exactly like him.

DEBBIE

"I don't know how to work this fucking thing."

Nick slumps back, sighs deeply, playing the victim.

BIG NICK

Babe, we really have to do this right now -

DEBBIE

-where you been? It's 6am.

(makes quotes with her fingers)

"Work"? A surveillance? Robbing drug dealers? You smell like a stripper.

Nick throws his hands up, at a loss.

BIG NICK

Yeah. And I was out banging hookers...

(incredulous)

Of course I was at work!

Debbie stands, fed up, walks up to him. She holds her cell to his face. A TEXT MESSAGE is up on the screen.

DEBBIE

Oh really? *"That was SO hot"*?

Nick sees the text he sent. To his wife. At 5am. Whoops. Nick doesn't respond. He shifts, now crawling out of his skin, can't come up with a story fast enough.

DEBBIE (CONT'D)

You used to have such tight game...

Debbie shakes her head in disgust. Tears pool in her eyes.

DEBBIE (CONT'D)

Feel so sorry for you. You pathetic, dope fiend whore.

Debbie walks off in tears, disappears into the bedrooms. Nick buries his face in his hands, rubs his temples. Take a deep, long, stressed breath. Shakes his head at himself.

He notices 2 PACKED SUITCASES by the front door. Hears commotion in the bedrooms. His kids' voices. Debbie is waking them up.

BIG NICK

(hushed, to himself)

What the....

Debbie ushers their 2 daughters, MCKENNA, 7, CASSADY, 3, out the door. The girls are still half-asleep, teary and confused by what's going on. Deb scoops Cassidy up into her arms.

DEBBIE

...it's OK honey, we're going to Auntie's house. Daddy has to do some work to the house and it'll be too loud for you guys.

(CONTINUED)

Nick tries to cut her off at the door, whispering to her. But Deb can't get them out of there fast enough.

BIG NICK
Woah woah woah. Wifey, what are you
doing?! Seriously -

Debbie just blows right over any acknowledgement of what's actually going down. She's moving out, and taking the kids with her. And there's nothing else to say about it.

MCKENNA
Is Daddy coming with us?

DEBBIE
Daddy doesn't have time for us right now.

BIG NICK
Oh that's good. Well said.
(to McKenna)
Mommy didn't mean that.

The situation is such that, Nick doesn't know what the hell to say, or do. All he knows is, it sucks.

BIG NICK (CONT'D)
I can't come right now sweetheart, but
I'll see you a little later, OK? Come
here-

McKenna and Nick reach to hug one another, but Debbie grabs McKenna's hand and whisks her right out the door.

BIG NICK (CONT'D)
Deb, for Christ sake, can you slow it
down a second?!

Nope. Into the car they go, despite her daughter's protests. Debbie situates the girls in the car seats, then turns back to the house to grab her bags. Nick walks beside her, tries to conceal from his girls the fact that he's about to rip their mother's head off.

BIG NICK (CONT'D)
(hisses in a whisper)
Have you lost your fucking mind, woman?!
What the fuck?!

DEBBIE
Oh that's nice, drop f-bombs in front of
my daughters. Good fathering.

Debbie doesn't bother keeping her voice down. As if she wants her daughters to know her reality.

BIG NICK
Shhhh! Quiet, Christ!
(throws his hands up)
"My"? What the -

DEBBIE
- gonna find me a man whose cock actually gets hard.

Nick snaps an internal gasket. His face turns so red, it's almost blue. But somehow, he keeps a lid on it.

Debbie grabs her bags, rushes back to the car. Nick paces in circles. He goes to his wife just before she gets into the car, reaches for her, pleading with her:

BIG NICK
Deb, stop. Seriously, please don't do this -

Debbie explodes with pent up pain, and unleashes on her husband. She punches and claws at him like a banshee. Nick just back-pedals and tries to evade her onslaught.

DEBBIE
You motherfucker!!! STAY AWAY FROM ME!!!

BIG NICK
Nice job. Nice. Good stuff.

Debbie screams, hysterical. Tears and upset stream down her face. As she jumps behind the wheel, both McKenna and Cassidy start balling.

A marriage disintegrates, right before our eyes.

BIG NICK (CONT'D)
Perfect.

The car's tires chirp as Debbie throws it in reverse, then she punches it, and Nick's family disappears down the street.

Nick stands there in his driveway, unmoving, staring into space, feeling like the world's biggest asshole. Looks around his property, eyes glazed over, like it's an alien planet.

One of the neighbors, an OLD MAN IN A TRACKSUIT, comes out his front door and mad-dogs Nick. Surely does not appreciate, nor approve of, the baby mama drama. Nick waves to him:

(CONTINUED)

15 CONTINUED: (5)

15

BIG NICK (CONT'D)

Morning.

As Nick slowly walks back inside, a TITLE reads, "Big Nick".

16 INT. NICK'S HOUSE - MORNING

16

Nick plops down on the couch. He feels the fresh scratches and welts on his face, pulls out his cell phone, checks the now infamous text. His eyes slowly look around at his kids toys, at the photo on the wall of he and Debbie all dolled-up on some beach in the islands. And his body goes numb.

Nick sits there like that, alone, for a long, painful moment. Then his cell vibrates. And vibrates. Finally, he checks it. Squints his eyes at the number. Answers.

BIG NICK

Yip?

Nick listens, doesn't at all like what he's hearing from the other end. Then he hangs up.

Nick shuts his eyes, and sighs, deep and long...

17 EXT. RANDY'S DONUT SHOP, GARDENA - MORNING

17

A BLACKED-OUT, LIFTED FORD F-150 TRUCK flies into a red zone, parks. Big Nick hops out, pulls on a Blazer, slides on a pair of Von Zipper shades, pops a stick of gum in his mouth, and saunters toward a CRIME SCENE. At Randy's donut shop.

Slips underneath sawhorses and yellow "police line, do not cross" tape. He's stopped by a hyper-vigilant GARDENA COP.

GARDENA COP

Hey, big guy, this is-

BIG NICK

- guy?

Nick stops dead. Glares at the young copper. Flashes a SHERIFF'S DEPARTMENT BADGE in his face. BIG NICK IS A COP.

GARDENA COP

Sorry, lieutenant. It's cool.

It's cool? Nick just shakes his head.

BIG NICK

No not cool. Go write a jay-walking ticket or something...

(MORE)

(CONTINUED)

BIG NICK (CONT'D)
(mumbles)
...Geeks.

Nick has sobered himself up and shaken off the morning's drama, almost on command. Comes from practice. Get the sense here that yes, he's a hard-charging wild-man. But he's a hard-charger at everything he does. Which in his line of work, means he's good. Very.

Nick surveys the hectic scene: ambulances, shell-casings everywhere, EMTs, the trashed SUV, BODIES OF THE DRIVER AND MESSENGER lying on the ground in unnatural positions...

He walks up to a GROUP OF MEN surrounding Outlaw#3, who lies on the asphalt in a pool of his own blood.

BIG NICK (CONT'D)
That looks like it hurts...
(nods to the men)
Good morning, fellow officers.

All the guys in the group nod and mumble monosyllabic greetings in unison, annoyed they are up this early.

BIG NICK (CONT'D)
All bright-eyed and bushy-tailed, I see.

These are THE REGULATORS. Big Nick's crew. LOS ANGELES SHERIFF DEPARTMENT'S METRO ROBBERY-HOMICIDE detail. A sub-division within the department that operates with impunity. A gang with badges. They've got their own tattoos, hand signs, everything. It's a very, very fine line that separates these guys from the gangsters they take down. "Dagnet" they are not. Meet them:

GUS HENDRIX, 33, an OG from Long Beach who always smells good and dresses incredibly well. But beneath the gorgeous suit is an aggressive, genetic freak who long ago mastered the art of intimidation on the mean streets of South Los.

MURPHY "MURPH" CONNORS, 48, the salty dog here. A big, pock-marked Irishman from Oxnard sporting sweats, and a silk shirt with a Roman Emperor theme. He's terrified of the water and has never surfed a day in his life, despite the fact that he grew up across the street from the beach. He stuck to sports that are played indoors, like boxing, which explains the angle of his nose, and drinking, which explains his hangover.

BENNY "BORRACHO" MEGALLON, 40, a no-bullshit veterano from East Los who has a serious drinking problem, gambling problem, women problem...Name the vice.

And "TONY Z" ZAPATA, 38, an irreverent, dry-witted pussy-hound from the Valley who's good looks and better humor belie a driven, tough, focused cop.

Outlaw#3 moans slightly. He's still alive, barely. His face is drained of almost all color, the gaping wound in his groin having bled out profusely.

BIG NICK (CONT'D)

I take it he's a bad guy?

TONY Z

You mean the guy with the black body armor, machine-gun and gas mask?

BIG NICK

OTFL. We know who he is yet?

MURPH

(Murph shakes his head)

Rough night?

BIG NICK

Yes. Next subject.

GUS

You're not lookin' so hot there, bubba.

Nick lifts his sunglasses. They see his banged up face.

TONY Z

I think he looks amazing.

BIG NICK

I got enough toxins in me to turn the Gaza Strip into a gay pride parade.

GUS

Better start downing the Kombucha and pom-juice, big man, we gotta piss test Friday.

BORRACHO

Thursday.

BIG NICK

Oh, and like you Mormons have been drinking *Frescas* and green tea and doing wheat grass shots all month. Please... I got 48 hours. That's an eternity.

Nick looks at them. They're staring at him, munching on donuts.

(CONTINUED)

BIG NICK (CONT'D)

Got any more of those? I'm starving.

BORRACHO

(mouth full)

Check the box.

A BLOOD-STAINED DONUT BOX lies near the fallen Messenger. Nick reaches for it, finds a glazed, inhales it.

BIG NICK

We get anything out of him?

GUS

Tried. Not gonna get a goddamn thing. He might bleed out in another minute or two.

Nick bends down to get a closer look of him.

BIG NICK

(to Outlaw#3)

How you feeling there, champ? Not to good? Want a medic? I'll make you a deal. You tell me the names of all the bad guys that got away, and I'll get you a medic.

OUTLAW #3

(mumbles through bloody teeth)

...I'm not a punk. Cop faggots...

Nick glances over at the dead bodies of the *Brinks* men, looks back to Outlaw#3, checks his pulse. He's still alive. Barely.

An EMT hurries toward them to assist. Nick and the others share a look. THEY WAVE OFF THE EMT.

TONY Z

He's gone, buddy. We got it here.

EMT

Officer, would you please step aside-

MURPH

- It's under control, son.

Murph subtly blocks the EMT's way.

BIG NICK

You hear what he said!? Hurry along now.

Gus crouches beside the body, blocking his view. The EMT gets the picture. He slowly backs away, leaves.

18

EXT. CITY STREETS, GARDENA - MORNING

18

100 meters down the boulevard, a safe distance away, a nondescript *Mazda* pulls to the curb, Bosco at the wheel.

Bosco looks thru a DIGITAL *NIKON* CAMERA, zooms in on the donut shop. The motor-drive whirs as HE DOCUMENTS THE CRIME SCENE, then disappears back into morning traffic.

ON BIG NICK AND THE REGULATORS -- Nick picks up a spent shell-casing, inspects it, impressed.

BIG NICK

Tungsten carbide. Jacketed. That's no joke.

GUS

(motions to the 2 downed
Gardena PD across the
street)

Cut through their vests like butter.

BORRACHO

Ambushed'em while they were picking up breakfast. Surrounded the truck, Brinks Driver tried to do what he's paid to do. The tungsten rounds went straight through the windshield, took him out. They took off with the truck. Gardena PD lost them under Hawthorne Municipal.

BIG NICK

They knew the route. Picked it because it's right next to the Municipal airport, knew the restricted air space meant no ghetto bird air support. Smart... Talk to *Brinks*? How much they get away with?

MURPH

They were en route to a BofA pick up for a Fed drop...There was nothing in the truck.

BIG NICK

Nothing in the truck?

(They all shake their heads)

They stole a fucking empty armored car?

(pause)

Why the fireworks?

(CONTINUED)

BORRACHO

One of the Brinks cats said the Messenger went for his gun, and that's when it popped off.

BIG NICK

Genius...

(pause)

The SUV? Prints, run the plates, anything?

GUS

It's a cold car. VIN and registration tags are scratched off. License plate is registered to no one. No prints. Nothing.

BIG NICK

(motions to Outlaw#3)

He dead yet?

Murph lightly kicks Outlaw#3. No response. He bends down, checks his pulse. Nothing. He shuts Outlaw#3's eyes.

BIG NICK (CONT'D)

Lift prints, see who he rolls with.

A Crown Vic pulls up, and 3 MEN step out. Nice new haircuts, bad suits, freshly shaven. THE FEDS, LA BANK SQUAD. A collective grunt and sigh from our boys.

BIG NICK (CONT'D)

I can't deal with this retard factory right now. Can one of you handle it?

(They all play dumb, look away)

All right... Witnesses? Donut shop guy? Any video surveillance? Talk to DOT?

GUS

Not much, but we'll get it.

BIG NICK

Pull it all together, meet at the office.

Gus and The Regulators nod, leave the scene as "LOBBIN' BOB" GOLIGHTLY approaches. Fed, 45, stick up his ass. Not a hair out of place on his head, not a stone left unturned in his cases. A cowboy's, like Nick, worst nightmare.

BOB

"Big Nick". In the flesh.

(CONTINUED)

BIG NICK

"Lobbin Bob." How's that mean tennis game?

No response. Nick imitates a forehand swing. Nick looks Bob up and down, gives him a thumbs up.

BIG NICK (CONT'D)

That's a really nice suit you got there. Where'd you pick that up?

BOB

Not at Canali. Can't afford it. Always did wonder how you and your boys do it.

BIG NICK

(motions to his blazer)

This piece of shit? Na, this is garbage. Look at you. That thing's tits. You must pull all kinds of ass sportin' that.

These two are just oil and water.

BOB

It's too early for your circus. I don't like you, or how you handle -

BIG NICK

- what's up with that? I like you!
(lightly hits Bob's shoulder)

Aside from the fact that you're a Vegetarian -

BOB

- Vegan.

BIG NICK

I'm sorry to hear that... What're you doing here anyway? No legal tender was stolen. It isn't federal.

BOB

Yet...

Bob hangs on his words.

BIG NICK

You pausing for dramatic effect?

BOB

Big bad lieutenant.

(CONTINUED)

18 CONTINUED: (3)

18

BIG NICK

Can I go now, Dad? I'm kinda hungry.

Nick walks into Randy's to buy donuts.

19 INT. LASD HEADQUARTERS, MAJOR CRIMES - DAY

19

Title reads, "LASD, Major Crimes Unit. Whittier."

The REGULATORS huddle around their desks, which are covered in a maelstrom of take-out and "CRIME BOOKS" -- THICK 3-RING BINDER NOTEBOOKS, each one dedicated to another crime crew. A "ROGUE'S GALLERY" of SUSPECT SURVEILLANCE PHOTOS cover the walls. Nick holds court, while eating his donuts:

BIG NICK

Who's running this crew? Who's "The Head"?

Nick taps a suspect "photo" tacked to the wall that has no photograph, only THE OUTLINE OF A MAN'S HEAD WITH A BIG QUESTION MARK IN THE MIDDLE -- "The Head".

BIG NICK (CONT'D)

Why steal an Armored with nothing in it?

TONY Z

Bad tip. They botched it.

BIG NICK

And how did they know about a transfer from a casino to the Fed, and one that wasn't scheduled through the regular carriers. How?

GUS

Inside. Has to be.

BIG NICK

But where? Brinks carrier? The casino? BofA? The Fed? Fuckin' donut shop? Who?

TONY Z

Merrimen.

BIG NICK

Armored cars? And empty ones? Maybe... whoever it is, heists are an addiction. They're thrill bandits, they don't do it for the money. They do it for the rush. The sound of gunfire. The getaway. All of it... Soon enough, they'll need their fix.

(MORE)

(CONTINUED)

19 CONTINUED:

19

BIG NICK (CONT'D)

(to Tony Z)

We still got a tail on that FNG his crew
was hanging with? That Alison kid?

Tony Z nods. Yes, they do.

20 INT. BAR, "THE HOFBRAU" - NIGHT

20

One of those joints you walk into and say, "if you put this in a movie, nobody would believe it existed." David Lynch on peyote couldn't dream up this place. But here it is...

"THE HOFBRAU". An old Mexican cowboy, contrabandista haunt that's been bought by a German family and is in the process of being transformed into a biergarten. It's cavernous, with dark, red-lit booths in the corners. Two mannequins are featured in the foyer, the "man" dressed like a gun-slinging *mariachi*, the "woman" like a Bavarian *St.Pauli girl*. And the clientele is every bit as eclectic as the decor -- the place is crawling with OFF-DUTY COPS, parolees, convicts, cholos with Raider jerseys, HIGH-END CROOKS. They come here to keep an ear to the street, plot out scores, and get very loaded.

COME IN ON the BARTENDER. IT'S DONNIE, from Merrimen's crew. Whether they be regulars, or here for the second time, the customers marvel at DONNIE'S SAVANT-LIKE ABILITY TO KNOW THEIR ORDER AND THEIR NAME. And he gets it right every time.

A Brazilian soccer match plays on a satellite-fed TV, watched by an old drunk, WOLFGANG, languishing at the bar. Wolfgang holds up a finger. Donnie serves him a *Beck's*, when Wolfgang aggressively grabs onto Donnie's arm:

WOLFGANG

If it vasn't for the Vinter of '44,
they'd be trinking Beck's in Moscow.

Wolfgang raises his eyebrows, lifts his *Beck's* proudly.

DONNIE

You learn something every day... Last
call, Wolfgang.

There's a fundamental sadness that informs every aspect of Donnie's being. He's handsome, witty and sharp, but he's definitely experienced failure. He's now too old to hope, yet too young to have resigned himself to his station in life.

Donnie turns to some regulars at the bar -- a group of cool, blue-collar guys that make everybody laugh. There's MACK, black, wearing a VERIZON uniform. BAS, 41, Armenian, wearing a blue "Waste Management" jumpsuit.

(CONTINUED)

As is ALEXI, 33, a Brazilian with cauliflower ears and a stoned, infectious smile.

MACK

How the hell you remember everybody's order like that? I can't even remember what year I was born.

DONNIE

Gotta be good at something, I guess.

Donnie cracks a beer for himself. They all toast:

BAS

To money and women.

MACK

That we don't have.

A man whistles at Donnie from behind the bar. The bar's owner, "ZIGGY" ZERHUSEN, 68. Ziggy's a striking looking man -- tall, lanky limbs of a former athlete, full head of gray hair, deep-set eyes, tanned skin, mouthful of chicklets-shaped teeth. And one of those tempers that comes from surviving the hard years... Ziggy motions impatiently for Donnie to cut it off.

DONNIE

You guys are outta here. Gotta close up.

A grumbling chorus of "see you later Donnie" as patrons leave -- the guys, uniformed cops, some shady OGs, Wolfgang.

Wolfgang left something on the bar -- an ID TAG. Donnie sees that Wolfgang is gone. He SLIPS THE ID TAG INTO HIS POCKET.

Donnie approaches the end of the bar where one last patron sits. He scoops up the \$10 bill left there.

DONNIE (CONT'D)

You need change?

MAN

That's for you, Fraulein.

Fraulein? Donnie looks up -- the generous tipper is BIG NICK.

DONNIE

Thank you, man.

BIG NICK

There always so many cops in here?

(CONTINUED)

Donnie doesn't really want to talk to this joker. Was kind of looking forward to cleaning up and just going home, but...

DONNIE

All the time. This is their spot.

BIG NICK

There're some shady cats in here. This is the last place I'd think they'd be.

DONNIE

It's always been one of those places where everybody goes, you know? Neutral grounds. "Rick's" in *Casablanca*.

Nick notices a small SIGN behind the bar that reads, "Loose lips sink ships", and a TEAM PHOTO of a SOCCER TEAM.

BIG NICK

A den of thieves. You must've heard some stories in here.

DONNIE

Put a few drinks in a man, a nice steak on his plate, couple women walking around...he'll tell you he shot Kennedy.

BIG NICK

Ain't that the truth.

Nick finishes his beer, sets it on the bar, heads out.

DONNIE

See you later.

BIG NICK

Look forward to it.

Donnie eyes the big bald dude as he walks out. What was that all about? He grabs Nick's beer, throws it away.

Donnie walks toward a primer-grey '72 Z28 parked there. Quiet and desolate at this hour. His footsteps echo in the cavernous structure. Comes to his car, pulls out his keys, unlocks it. A sense of dread washes over him. But he doesn't know why. Looks around the garage. Few parked cars. But there's no one around.

He hops in his car. Shuts the door. Hand-cranks the window down, turns over the ignition. The sublime throaty roar of the supercharged V8 454 rumbles to life.

21

CONTINUED:

21

He feathers the throttle a couple times, warming up the engine. In the way that he handles the vehicle, the trained eye will recognize, Donnie knows how to drive.

As he drops the transmission into reverse, A PAIR OF HEADLIGHTS appear behind him. Donnie looks to his rearview -- A TRUCK HAS PULLED UP RIGHT BEHIND HIM, BLOCKING HIM IN. The truck's BRIGHTS are on.

Footsteps. Donnie tenses, looks back. A man approaches.

MAN

Fraulein?

Donnie squints his eyes. It's the dude from the bar. BIG NICK.

DONNIE

Yeah?

Next thing he knows, a BOLT OF ELECTRICITY is bouncing in his face. Then it zaps him.

Donnie convulses violently, then a fist clips his jaw. His body goes limp, head collapses into the dash.

BLACK SCREEN. A TITLE reads, "Donnie."

22

INT. ROOM - NIGHT

22

EYES flutter. Slowly open.

Donnie awakens. Looks around -- he's in a bedroom. A motel bedroom. Shitty one. Stained sheets. Naked bulb overhead.

Donnie's lying on the bed. There's nobody in the room. He has no clue where he is. He feels the sheets. They're wet. He sits up. HE'S NAKED.

DONNIE

Ho!

He scrambles around, desperately searching for his clothes. A SOUND. A TOILET FLUSHING. Followed by some giggles. His eyes go to a bathroom door. Sounds came from in there.

The door swings open. Big Nick and a BLOND WOMAN stumble out. He's zipping up his pants. She's wiping her mouth and nose. Donnie FREEZES.

BIG NICK

Fraulein! You're up!

(CONTINUED)

22

CONTINUED:

22

Donnie covers his privates.

DONNIE
Where're my clothes?

BIG NICK
In the bathroom.

Big Nick and the Blond open a door to another room, exit.

Donnie quickly moves for the bathroom. His clothes hang over the tub. Puts them on. A big yellow ring is stained on his pants. They're damp still. He cringes.

He looks to see if Nick is near. No one. He quickly opens the bathroom window. Tries to climb out. BARS. Blocking the way.

He searches for another way out. Windows over the bed. He pulls back the curtains. BARS AGAIN.

DONNIE
Shit.

The only way out is through the door Nick went through. SOUNDS. More giggles from the other room. His heart pounds. He rubs his eyes, takes a deep breath. Trying to get a grip.

23

INT. MOTEL SUITE LIVING ROOM - DAY

23

Donnie peeks his head in the seedy motel living room. His eyes widen slightly.

The Regulators. All of them. Engaged in activities unbecoming of an officer -- drinking, smoking, and whatever else. Gus, Tony Z, and Borracho are counting money. Murph cracks open and inspects what looks to be a brick of coke. A few gold-plated handguns are piled on the table. Looks like they robbed a drug dealer. What Donnie finds particularly interesting is the fact that they all have BADGES hanging from their necks.

A *Barry White* groove drifts in from another room. From which a few TRICKS come and go.

GUS
Look what the cat dragged in. Whassup gangsta?! Have a seat.

Donnie hesitates. Gus pulls out a chair for him.

GUS (CONT'D)
Kick it with us, nigga. Welcome.

(CONTINUED)

Donnie sits. Murph plops a huge chrome-plated SIG .45 on the table, kicks his feet up.

MURPH
How's your head, Chief?

DONNIE
Um...it's all right. I'm sorry. You might have me confused with somebody else. I-

MURPH
- you want a blow job?

DONNIE
Ah...I'm good.

MURPH
You gay?

DONNIE
No.

MURPH
Then why not?

Donnie gets a glimpse outside. Sees a parking lot and neon signs. He's in a motel. That much he knows.

DONNIE
Can somebody just tell me why my clothes were off?

Nick sits down, amused with himself. Raises his eyebrows.

DONNIE (CONT'D)
Is this some sort of...homo deal?
(They all start chuckling)
...What?

BIG NICK
Is your hole sore?
(Donnie's eyes flutter)
...Well? Is it?

Donnie can't even respond. Big Nick slaps his shoulder. Hard.

BIG NICK (CONT'D)
I'm just fucking with you, bubba! You pissed in your pants. I had one of the girls clean you up. All good.

The Bad Lieutenants cackle. A wave of relief washes over him.

DONNIE

I really think you're mistaking me for
someone. I have to be honest -

Nick throws an 8X10 SURVEILLANCE PHOTO in front of Donnie.
Donnie looks -- IT'S HIM. NEXT TO MERRIMEN ON A CITY STREET.

BIG NICK

- what were you saying? Honest something?
(Got him. Donnie says
nothing)
We're not mistaking you for anybody.

GUS

So you did a stint at County for
attempted manslaughter -- fastest
speeding ticket in California history.
Nice.

BIG NICK

Fuckin' genius. How fast were you
going?

DONNIE

...178.

They all react -- "oohh, damn nigga, puta madre".

BIG NICK

What did you say to the cop who pulled
you over? What reason did you give?

DONNIE

They just paved the road?

Big Nick cracks up. They all do.

BIG NICK

(points at Donnie)

I like him. His pecker's no bigger than
a button on a fur coat, sad to see, but
I like him. Me gusta!

GUS

You a two striker, hot rod, which puts
you in a very awkward position. Does it
not? You a mistake away from getting sex
in the ass every time you shower. And
some of them niggas got gaspumps. Now
personally speaking, that just don't
sound like that much fun. I don't know,
you tell me.

(CONTINUED)

DONNIE

...I know the guy from the bar. He comes in-

BIG NICK

- bullshit... Look.

Nick rolls up his sleeve, shows Donnie a TAT BLASTED ONTO HIS FOREARM. It's of a skull with a toothy grimace, and glowing eyes. A bandana is wrapped around the forehead, the word "Regulator" stitched into it. One bony hand clasps a smoking revolver, the other a "dead man's hand" -- ace and an eight.

BIG NICK (CONT'D)

Do you know what this means? It means I am member of a clique.

TONY Z

Sorta like a gang.

BIG NICK

Sorta. Only we have badges. Which means...

(Nick leans forward)

You. Are. Done.

GUS

He ain't lying.

BIG NICK

Let me ask you this. Do we look like the types who'll arrest you, put on handcuffs?

(starts sing-songing the words)

...and book you down at the station, and type up paperwork, and build our case, and put on a suit for court...

Nick looks to Donnie for conformation. Donnie shakes his head.

BIG NICK (CONT'D)

No. Exactly. Thank you. We just shoot you. So tell me, what the fuck are you doing in that crew? I mean, look at you dude. Those dudes are bad dudes. Ex military, great thieves, but straight convicts.... What's Merrimen doing drinking beers with you for? Talk shop? Is he gonna hit the fuckin' Hofbrau, and you're his inside guy?

(MORE)

(CONTINUED)

BIG NICK (CONT'D)

Take the place down, score like, what, 2 grand in 1s and 5s? Is that what's afoot? I'll answer that for you. No. It isn't.

DONNIE

Look, I swear to God. I know nothing. I met-

BIG NICK

- stop. Just...shut up.

Nick shuts his eyes, takes a deep breath, sighs. He's thinking.

BIG NICK (CONT'D)

(to Tony Z)

Where's Chaminade?

(Tony Z motions to back room)

Chaminade!

A black hooker saunters in. CHAMINADE -- straight up ho. Red pumps. Huge, sloppy fake rack. Big hair. Gnarly.

BIG NICK (CONT'D)

Chaminade. This is our friend Donnie. Donnie, meet Chaminade.

Chaminade runs her 5" LONG FINGERNAILS through Donnie's hair. Starts to unzip Donnie's pants, pull them down to his ankles.

CHAMINADE

Hey sugar.

She smiles at Donnie. Donnie almost faints when he sees, SHE'S GOT A MOUTHFUL OF FUCKED UP, DECAYING, CHIPPED TEETH.

DONNIE

Guys. Seriously -

BIG NICK

- she's got a mouth like...velvet.

She starts giving Donnie a blow job. She moans as her head bobs up and down. Donnie cringes, starts gasping.

DONNIE

Woah, guys, get her off! Please!

Nick mouths "shhh."

(CONTINUED)

BIG NICK

Just enjoy the ride, bro.

She's really going at it now. The woman's a pro. Suddenly, DONNIE SCREAMS. Chaminade has bitten down on him. Her fingernails dig into his skin.

DONNIE

Stop stop stop! PLEASE! GET HER OFF!

She bites harder. He howls in pain. His face contorts. Excruciating. Nick sticks his thick finger in Donnie's nostril, yanks his head forward.

His beer-breath bathes Donnie.

BIG NICK

Now listen to me, fuck face. We don't give a shit about you. But rest assured, she will bite your pecker clean off, because she can't fuckin' stand whiteboys, and nothing would make her happier... unless you rat for us, you will be missing an appendage. You decide.

Donnie nods over and over. His face is beet red.

BIG NICK (CONT'D)

You in Merrimen's crew?

DONNIE

Yes.

BIG NICK

You hit the stadium?
(Donnie nods emphatically)
You talkie talkie now?

DONNIE

Yes. Please. Yes!

Chaminade eyes Nick. Nick nods. She unclamps her mouth from Donnie. Donnie buckles forward, shaking, moaning in relief. He nervously pulls up his pants.

She heads for the door, saunters out, swishing her ass back and forth.

CHAMINADE

Bye guys.

REGULATORS

Bye sweetie!

(CONTINUED)

TONY Z
She's great.

MURPH
"Take home to mom" type.

Nick taps his fingers on the table. Glares at Donnie.

DONNIE
I'm just the driver. Don't carry a gun,
don't do any gangster shit. I just drive -

BIG NICK
Why'd Merrimen jack an empty armored
car?

DONNIE
I have-no-fucking-clue. He's barely
ever spoken to me. They don't tell me
shit, and for exactly this reason. If
cops come down on us, he wants everyone
in the dark, so we can't tell you guys
anything. I'll take a polygraph,
whatever, but I'm telling you, that's
all you'll ever get from me, cause
that's all I know.

BIG NICK
(golf claps, impressed)
That was relatively convincing. Good
stuff... When did you meet him?

Donnie rubs his eyes. Is this real?

DONNIE
What do I get out of this?

BIG NICK
Your freedom, for one. Two...
(thinks on how to put it)
...You're not the bad guys, bro.
(directly at Donnie, no
bullshit)
We are.

Donnie gets it. There's no choice, really.

DONNIE
...few months ago, this guy came in the
bar a few times, and, you know, I got to
know him a little bit. Like everybody
else, once he had a couple drinks, he
started talking...

24 INT. HOFBRAU - DAY

24

Donnie tending bar. Bosco's there, putting down the *Cuba Libres*.

DONNIE

...I've got a '72 Z28. 454 with a supercharger. I cruise up to Willow Springs every couple months and open it up a bit.

BOSCO

Nice. So you can drive a little, huh?

DONNIE

Little bit. Ran Formula Atlantic for a few seasons back in the day...

BIG NICK (V.O.)

...What was his name?

DONNIE (V.O.)

Not sure. Bosco was his handle. Big white dude. Yoked up, arms are sleeved. He talked about being in the military for some time. Worked for the DWP. We hit it off because we both grew up in So Cal. Liked cars.

Bosco sips his *Cuba Libre*, looks around. He leans forward.

DONNIE (V.O.)

He asked me if I was interested in making a little extra cash. Said they had a job for me, "a cherry that was ripe for picking".

BIG NICK (V.O.)

Who's "they"?

Bosco writes something down on a napkin, slides it to Donnie.

DONNIE (V.O.)

...Merrimen.

25 INT. "POMONA MINING CO." RESTAURANT, POMONA - DAY

25

Merrimen sits in a booth overlooking the 10. Bosco stands there.

BOSCO

...my boy did time with him at Wayside. He's cool.

(CONTINUED)

Merrimen glances over at Donnie, who waits nervously 30 feet away. Merrimen finally nods at Bosco. Bosco waves Donnie over, introduces them.

They shake hands. Donnie sits across from Merrimen. Merrimen glances at Bosco. Bosco takes the cue, leaving them alone.

BIG NICK (V.O.)
Where'd you meet him?

Merrimen and Donnie converse quietly.

DONNIE (V.O.)
Some restaurant way east off the 10. All he told me was he might have some extra work. Kept everything real low-key. Struck me as a very meticulous, sharp guy. He was feeling me out, putting together a crew. He had just gotten out, from what I understood.

Willy Lump Lump sits before us, smoking the same cig he was when we first met him.

WILLY LUMP LUMP
So what you gonna do out there?

REVEAL THE PERSON WILLY HAS BEEN SPEAKING TO. SITTING ACROSS FROM HIM ON A COT, IS HIS CELLIE, MERRIMEN.

Merrimen buttons up his prison-issued flannel, ties his prison-issued "Bruce Lee" shoes. Gathers his few belongings -- books, drawings, letters -- into a shoe-box.

MERRIMEN
(shrugs)
Bang my old lady, play it cool...lay low.

A title reads, "Feb. 9, 2011. Federal Correctional Institute, Terminal Island."

WILLY LUMP LUMP
(chuckles)
Yeah right.

Footsteps and the jangle of keys approach. Merrimen stands with his back to the cell door, hands behind his back in the cell-door portal. FCI CORRECTIONS OFFICERS come to the door.

FCI COP
All right, Ray, lets cuff'em up.

The cell-door portal slides open. The Cops reach in and handcuff Merrimen. Cuffed, Merrimen steps away from the door.

FCI COP (CONT'D)
(shouts out)
214!

And the door to the cell is buzzed open. The FCI Cop enters, picks up Merrimen's shoe-box of belongings.

FCI COP (CONT'D)
You gonna miss your cellie, Willy?

Willy Lump Lump stretches out, rests his feet on Merrimen's now empty cot. Tilts his head back, savoring the extra space.

WILLY LUMP LUMP
(coughs)
...quite the contrary.

He ain't lying. The FCI Cops laugh, grab Merrimen by the arm, lead him out. Merrimen pauses at the cell door, looks to Willy:

MERRIMEN
You never told me which rule you broke.

Willy meets Merrimen's gaze, raises his eyebrows:

WILLY LUMP LUMP
All of them... See you soon, wood.

Merrimen nods, then grins at his friend.

MERRIMEN
No you won't.

Willy laughs out loud. The cell door shuts, locks Willy inside. Merrimen peers through the door. He and Willie share a final moment. Then Merrimen is led back to freedom.

STAY ON WILLY, now alone in his cell, smoking his cig. He exhales, long and slow...

WILLY LUMP LUMP
That's what they all say....

He stamps out his cig, lies on his cot, and shuts his eyes.

Title reads, "San Pedro, California."

Merrimen is buzzed out of the prison's front gate. He steps outside into the hazy sun, a free man.

Standing there in the parking lot waiting for him, is his old lady. HOLLY. 30, white, stripper hot. She leans against the Suburban, bubbling over with nervous excitement. She's dressed provocatively, her tits on display.

Merrimen walks toward her like he's crossing a minefield. He squints his eyes, the sunlight painful.

Holly tears up as they meet, and embrace. It's a touching, albeit awkward moment. Because it never lives up to promise.

She kisses him, looks him over. His skin is so white, it looks grey.

HOLLY

You look great, baby.

They both know he looks like shit. He's hesitant, distant, uncomfortable. But he manages a smile.

Holly drives. Merrimen rides along, staring out the window at the passing cars, streets, people, a mixture of fascination and fear in his eyes.

Holly's *iPhone* vibrates, startling him. He looks at the device suspiciously.

MERRIMEN

Is that a phone?

Holly giggles, thrilled that he spoke.

HOLLY

Yeah. My cell-phone.

She holds it up for him to see. He nods, looks back out the window. Squints his eyes again.

MERRIMEN

Did you bring any sunglasses?

She scrambles for some, doesn't have any. Upset with herself for forgetting. She takes her's off.

28 CONTINUED:

28

HOLLY

I'm sorry, baby, I forgot. Take mine.
(he takes hers, puts them
on)
...Want me to turn on some music?

MERRIMEN

Sure.

She turns up the radio a bit. 90's rock. *Jane's Addiction*.
They drive on in silence.

Then something grabs Merrimen's attention. A bank.

Merrimen stills. Goosebumps run down his arms. His eyes lock
onto it as they drive past...

29 EXT./INT. ENSON'S HOUSE, GARAGE DOJO - DAY

29

Carson. Near the Port of LA. Tidy, lower-middle class
neighborhoods, home to longshoremen, mechanics, and
gangsters. Power-lines crisscross overhead. *GOODYEAR BLIMP*
floats nearby.

Bosco's Chevy K5 pulls up to a cul-de-sac. Donnie rides
shotgun. They park before a remodeled home on a double-lot,
with tiki-torches out front.

The garage is open. Inside, Merrimen, Enson and his SAMOAN
MAFIA BROTHERS work out in the GARAGE DOJO, doing prison
burpees and popping heavy bags. Posters of *Bruce Lee, Ali,*
Sonny Garcia, BJ Penn, and *Manny Pacquiao* cover the walls.

Bosco and Donnie walk up. The reception is cool. The wolfpack
nods to Bosco, eyeballs Donnie. As is their custom.

ENSON

(to Bosco)
Food's out back.

Bosco nods, knows the drill. They're gonna put Donnie on ice,
sniff him out a while. Donnie follows Bosco thru the garage.

30 EXT. ENSON'S HOUSE, BACKYARD - DAY

30

Big yard with a pool, fire pit, open grill and sport court.
ENSON'S 5 "hapa" KIDS, ages 3 to 15, hop in and out of the
pool, dive-bomb the water slide, gun footballs. His Filipino
wife, MALIA, smokes with Merrimen's woman, Holly, and 2 other
ATTRACTIVE DANCERS who sun themselves poolside in thongs.

Meat sizzles on the grill. And man we recognize as Outlaw#3,
MARSHALL RHODES, 44, tends to it.

(CONTINUED)

He has bags under his eyes, a dark energy. He serves Bosco and Donnie some brats. Few other CONVICTS loiter around, project general threat.

Merrimen, Enson and his Bros finish their workout, join the rest out back. Merrimen helps himself to a big bloody steak, sits near Donnie. Eats. As do the Samoans. Nobody says much. The vibe makes Donnie sweat. He busies himself with his food. Every once in a while, Enson or Marshall will say something quietly to Merrimen.

Enson's oldest, a precocious 15 year old girl, MALOA, sits at the edge of the pool, lightly splashing her feet in the water. She's looking at Donnie. Donnie and she make brief eye contact. She smiles, alluring beyond her years. Donnie immediately averts his eyes.

Enson approaches Donnie, offers him a *Primo*. He takes it. Enson sits with he and Merrimen. Donnie shifts again. Notices that while they offered him beer, he's the only one drinking it. Merrimen, Enson, they all drink water.

DONNIE

Cool place... Didn't know you could have this much land around here.

ENSON

...blend in. Cops don't see you.

Donnie looks around the place, nods.

MERRIMEN

So, you can drive, huh?

31 EXT. ENSON'S HOUSE, CUL DE SAC - DAY

31

Merrimen, Enson and Donnie walk up to a *Saleen Mustang* parked there. Merrimen looks to Enson, who hands him the keys. Merrimen unlocks the doors and the alarm chirps.

DONNIE

We driving this?

Merrimen nods, tosses Donnie the keys. Before Donnie gets in, he kneels down to the wheels, and LETS AIR OUT OF EACH TIRE.

32 INT. SALEEN MUSTANG - DAY

32

Merrimen rides shotgun. Donnie pulls out into the wide, empty unincorporated streets lined with pumpjack oil wells. Drives the speed limit.

(CONTINUED)

MERRIMEN

Go ahead. Drive.

Donnie glances at Merrimen. Merrimen looks back at him.

DONNIE

...I can do that.

Donnie "zwischen gas" downshifts into second, then squeezes the throttle. The Saleen's 400 hps roar. Donnie goes into turns at 100+ mph, hitting apexes, heel-toe downshifting, trailing the brakes. Donnie can drive.

Donnie hits a blind turn too fast. The car begins to oversteer. Merrimen holds on tight, braces. Donnie turns into it and guns it, pulls out of the drift expertly. Merrimen tries to play it cool, but he's shitting bricks.

Donnie slows, slips it into neutral, lets the engine cool and car coast as the brakes, clutch, and tires steam. Merrimen turns to Donnie, looks at him much differently now.

DONNIE (CONT'D)

Is that what you need?

MERRIMEN

...something like that.

Donnie slips it into gear. Drives easy.

MERRIMEN (CONT'D)

That's if the cops show... You know what you do if they don't?

DONNIE

Drive away like a 16 year old trying to pass her first driver's license test?

MERRIMEN

(chuckles, nods)

...Something like that.

DONNIE

Shouldn't be a problem.

MERRIMEN

...You got some balls, bro.

Donnie's ego swells. Feels good. This outlaw life.

DONNIE (V.O.)

They needed a driver. They got one.

33 EXT./INT. SPORTS ARENA STADIUM, PARKING GARAGE - DAY 33

Donnie waits behind the wheel of a SUBURBAN, parked in a dock, engine idling, nervously tapping the dash. Few vans and work trucks in the subterranean garage. Muffled SOUNDS OF LIVE ELECTRONICA MUSIC and the audience's cheers can be heard.

34 INT. SUBURBAN - DAY 34

Donnie's eyes are locked on the rear-view mirror and the LOADING DOCK AREA behind him. Finally, MEN emerge rolling MONEY TUBS (plexi-glass boxes of cash on wheels), lift them into the back of the Suburban. Merrimen's crew jumps in. Donnie takes off.

35 INT. "PACIFIC HORIZON FREIGHT" 3PL WAREHOUSE - DAY 35

The crew unloads the tubs, handling them with surgical gloves. Spread out on tables in organized rows, Enson catalogues the crew's "ROBBERY KIT" -- assault rifles, black ski-masks with smiley faces, gas-masks, body armor, police scanners, stopwatches, several sets of California license plates, zip-ties, flares, spray-on hair coloring, hairpieces, 30 sunglasses, and 3,000 rounds of ammo in various calibers...

Merrimen inspects the goods -- DEPOSIT SLIPS FOR THE "FEDERAL RESERVE BANK, LOS ANGELES BRANCH."

BOSCO

Is the count right?

Merrimen nods, looks at Donnie who paces, amped from the rush.

MERRIMEN

Feels good huh?

Donnie meets Merrimen's gaze, unsure. Then he nods. Yes it does.

Bosco looks into the tub. STACK AFTER STACK OF BUNDLED \$100 DOLLAR NOTES. He sighs:

BOSCO

Sure we shouldn't just call it the day?
That's alot of money right there.

MERRIMEN

You want 1.2 in bait bills? Spend the
rest of your life looking over your
shoulder? Or do you want 20? Clean....

(MORE)

(CONTINUED)

35 CONTINUED: 35

MERRIMEN (CONT'D)
(regards the fruit of their
labor)
Don't touch it. We're trading up.

36 INT. MOTEL ROOM - NIGHT 36

BACK TO THE PRESENT. Donnie sits with Nick.

BIG NICK
Trading up to what?

DONNIE
He's planning something. Big. What, I
have no idea... I'm out of the loop. They
never speak. Any of them. They're always
quiet.

BIG NICK
People with things to hide never have
much to say.

Nick just stares at Donnie.

DONNIE
...am I under arrest.

BIG NICK
Don't worry about it. You just keep doing
your thing. We'll see you around.

Donnie pauses, unsure, doesn't understand -

BIG NICK (CONT'D)
- get the fuck out of here.

So Donnie stands, and walks out.

37 EXT. MOTEL - NIGHT 37

Donnie looks around. By the looks of the denizens lurking
around this joint, he's deep in the 'hood somewhere.

He heads out onto the street, spots Tony Z and Gus sharing a
laugh with Chaminade by her car. Only now, Chaminade is no
longer Chaminade. CHAMINADE IS A COP.

She pulls the "toothless" mouthpiece out of her mouth, then
bitches and moans at her colleagues.

CHAMINADE
I get shot at last week at a narc bust,
now this? I am so over this undercover
nonsense. You boys can keep it.

(CONTINUED)

37

CONTINUED:

37

TONY Z

Come on hon, you're a trooper!

CHAMINADE

Yeah yeah. You tell my husband, he'll
file for divorce. And I'll beat your ass!

Tony Z and Gus fold over with laughter. They all say good-
night as Chaminade drives off and heads home.

Donnie's been had. Feels like an ass.

38

EXT. VENICE BLVD. - NIGHT

38

Donnie walks to the corner of La Brea and Venice blvd. He
gets his bearings, waits at a RTD BUS-STOP.

The BUS arrives. Door opens. Head low, Donnie gets on the
bus. And rides it home.

39

INT. DONNIE'S APARTMENT - NIGHT

39

Donnie dumps some take-out on a plate, eats, then remembers
something. Searches his pockets. Finds WOLFGANG'S DISCARDED
ID CARD, from the bar. He opens a shoebox FILLED WITH DOZENS
OF SIMILAR IDS. Drops Wolfgang's card inside. Shuts the box.

Place is rather spartan. Yet some curious items lie about:
laptop. Binoculars. A tripod. Camera equipment. Passports.
Tony Robbins, other "personal power" and "Self Made
Millionaire" books and DVDs. And a dense MANUAL that reads on
front, "HOLZWERK GMACH".

He looks out the window, over the low rooftops of LA, the sea
of vapor lights, power lines, telephone poles. Somewhere in
the distance, SIRENS wail, and DOGS bark.

He collapses in bed, feels the swelling on his head. Donnie
shuts his eyes. Tries to block out the world.

40

INT. BEDROOM - DAY

40

A CELL PHONE VIBRATES. Donnie's eyes snap open. Hasn't moved
since last night, wears the same clothes. He answers, groggy:

BOSCO

(over phone)

Peckerwood. Be at the Hofbrau in 25.

DONNIE

(clears his throat)

...25 minutes?

(CONTINUED)

40

CONTINUED:

40

Click. End of conversation. Donnie sits up. He rubs his face, then stands and claps his hands together.

41

INT. MERRIMEN'S SUBURBAN, DOWNTOWN LA STREETS - DAY

41

Merrimen drives, pulls up to Donnie. Donnie jumps in, shotgun. Bosco and Enson in back. They ride off in silence through the LA streets. Donnie wants to ask where they're going, but doesn't dare. He tries to settle in.

Merrimen reaches forward, TURNS UP THE STEREO.

He turns right. Drives the speed limit. Flips down the sun visors. They come to a stop at a traffic light. Merrimen turns up the stereo even louder. Over the music:

MERRIMEN

Look to your left.

THEY ALL LOOK. On the corner is a BROWN MARBLE, 3 STORY BUILDING. No windows. Nondescript, yet imposing.

MERRIMEN (CONT'D)

Know what that is?

(all shake their heads)

That's the Los Angeles Branch of the Federal Reserve Bank.

Light turns green. Merrimen drives, rounds the Fed and the entire city block it subsumes.

MERRIMEN (CONT'D)

All the surrounding streets are wired for sound and image. They read the license plate off of every car that passes by. It's case proof. You stand across the street and stare at the building for 2 minutes, you'll have security guards on your ass asking you politely to leave. They see your face again, every Secret Service agent in the country will know who you are, and they'll be looking for you.

(pause)

There have been 113 attempts to break in.

Not one got past the lobby...

(looks to the others)

That's why we're gonna rob it.

Merrimen lets this sink in, parks a safe distance from the Fed, down the street. Turns off the radio. They all study THE FED.

(CONTINUED)

41 CONTINUED: 41

MERRIMEN (CONT'D)

At any one time, there's anywhere from
50 to 85 billion dollars housed in
there...

42 EXT. THE FED - DAY 42

A SINGLE, UNINTERRUPTED FLOATING POV guides us toward the
FRONT DOORS -- 20' high, with 3" thick bulletproof glass.

MERRIMEN (V.O.)

As you approach the front, cameras lock
onto you, and their computers
immediately run you through every law
enforcement database in the country. If
you've committed a crime anywhere in
this country, they'll know about it by
the time you take step one into the
lobby.

CAMERA TRAVELS through the massive front doors, into...

43 INT. THE FED, LOBBY - DAY 43

Built like a fortress. 10' thick marble walls give the
impression of stability. 40' ceilings. 2 ARMED SECRET SERVICE
GUARDS, behind a marble SECURITY STATION, greet us.

MERRIMEN (V.O.)

The lobby guards sit behind a bank of
monitors that cover the exterior. If
their cameras don't recognize you, and
they don't either, you'll be stopped
right there. Security has two steps.
First electronic, then human. All
employees have both security clearance
cards they wear clipped to their front
shirt pocket, as well as security swipe
cards granting them access through the
first set of the man-traps...

The Guards press UNLOCK, opening the first MAN-TRAP -- a
DOUBLE-DOOR BULLETPROOF GLASS CHAMBER. ENTER MAN-TRAP #1.

44 INT. THE FED, MAN-TRAP #1 - DAY 44

The door behind automatically locks, sealing us inside. A
HAND reaches into frame and SWIPES A SECURITY CARD through a
card reader. Then the hand places itself on a FLAT GLASS
SURFACE. A laser can be seen "reading" the hand.

(CONTINUED)

44 CONTINUED:

44

MERRIMEN (V.O.)

In the first man-trap, a hand scan reads the fingerprint of all five fingers, as well as your palm print...

POV pans down. A pair of feet stand on a BLACK, SQUARE TILE.

MERRIMEN (V.O.)

And at the same time, the pressure sensitive floor beneath you measures your weight. If any of that information isn't an exact match with the information stored on your access card, the second door will not open.

POV pans back up. The red light above turns to GREEN. The glass door before us opens with a buzzing SOUND.

45 INT. THE FED, INNER LOBBY - DAY

45

SECRET SERVICE GUARDS #3 and #4 sit inside a bulletproof office. They wave "hello" to us.

MERRIMEN (V.O.)

And if either of these guards didn't recognize you, they can override your security clearance and keep you locked inside the mantrap.

SECRET SERVICE GUARD #3

Morning. What floor?

POV VOICE

Fifth.

The guard opens the ELEVATOR DOORS. POV CAMERA moves inside.

46 INT. THE FED, ELEVATOR - DAY

46

No floor indicator buttons in this elevator. Nothing but steel walls and a camera high up in the corner.

The elevator goes down. The doors open.

MERRIMEN (V.O.)

The vault is 5 floors beneath the city streets.

47 INT. THE FED, VAULT SECURITY, MANTRAP #2 - DAY

47

POV moves into a second man-trap station. The card swipes, opening the first door. Into the man-trap. Door shuts behind us. Ahead, the SECURITY NERVE CENTER is seen --

(CONTINUED)

47 CONTINUED:

47

5 SECRET SERVICE GUARDS sit before a bay of 25 SECURITY SCREENS. MAPS of the surrounding streets lie on a central table. AR-15s and RIOT SHOTGUNS are lined across the walls.

Move forward inside the man-trap through a METAL DETECTOR.

MERRIMEN (V.O.)

On the vault floor is central security - the nerve center for The Fed. Inside the final man-trap, you pass through a metal detector, and once you've cleared, all doors from this point on can only be opened after visual recognition from the guards, as access is severely restricted.

The final man-trap door buzzes open. POV moves into...

48 INT. THE FED, FIFTH FLOOR, VAULT - DAY

48

The vault. CAMERAS loom overhead. The Guards wave to us as the POV moves down a long hallway. What is most striking about this cavernous, vast space, is that ALL THE WALLS ARE MADE OF PLEXIGLASS, rendering every room "see-thru".

POV passes by the ARMORED CAR RECEIVING AND SHIPPING DOCK, where ARMORED CAR PERSONNEL deliver CLEAR MONEY TUBS filled with cash to FED EMPLOYEES, always working in TEAMS OF TWO.

MERRIMEN (V.O.)

This is where it all happens, where the armored car companies deliver their scheduled drops. The money tubs carry anywhere from 3 to 30 million each, depending upon denomination. They're passed onto the Fed employees who always work in two's -- the "buddy system", which ensures no one will grift, because if one dollar goes missing, they both lose their jobs.

The Fed employees roll the tubs through a series of man-traps, PUNCHING IN CODES at each station, GREEN LIGHTS flashing in response, opening finally into the hallway. The tubs are rolled up to the VAULT LOADING BAY.

MERRIMEN (V.O.)

The tubs are brought to the vault's loading bay, where they're touched for the last time by human hands.

At the bay, the tubs are inserted into a MECHANIZED TURNSTILE, that feeds the tubs to ROBOTIC FORKLIFTS. These forklifts transport the tubs into the PEOPLE-LESS VAULT.

(CONTINUED)

MERRIMEN (V.O.)

The vault is entirely people-less. Mechanized forklifts transport the tubs into the vault and store them with the other 5 to 6 thousand that have been deposited by banks from all over Southern California. Billions in deposited cash.

POV MOVES IN on the VAULT. A massive, CAVERNOUS SPACE lined by imposing steel walls. The money tubs are staked 20 high, reaching to the ceiling 50' above. Literal MOUNTAINS OF MONEY. It's an astonishing sight -- an army of robotic forklifts, ever-moving, filling the air with a constant ELECTRONIC HUM.

MERRIMEN (V.O.)

Every last inch of it covered by cameras, infra-red sensors, motion detectors. 24 hours a day, 7 days a week, 365 days a year... Because money never sleeps.

POV swings away from the vault, back down the hallway...

MERRIMEN (V.O.)

The serial number of every bill in the vault is recorded in the Fed's system. If a note goes missing, they'll know exactly which one it is, and they'll flag it. If and when that bill turns up again, whoever recirculated that cash, no matter where they are in the world, can be tracked down.

The BANKNOTE COUNT ROOMS -- 6 of them, TWO MAN TEAMS inside, FEEDING NOTES INTO HUGE BANKNOTE COUNTING MACHINES. Notice something we've seen before -- engraved in small print along the side of the counting-machine are the words, "HOLZWERK GMACH".

MERRIMEN (V.O.)

But, there's a hitch. When the Fed receives a deposit from a bank, the first thing they do is bring the notes into the count rooms, and run the notes through their counting machines. They're accomplishing two things here. One, they're double-checking the accuracy of the banks' deposit, and if the bank was off, they will credit or debit their account accordingly.

SOME NOTES ARE DIVIDED FROM THE REST, spit out into a CLEAR TUBE.

(CONTINUED)

MERRIMEN (V.O.)

And two, they're separating newer, fit bills from old, unfit currency. Bills so old and limp, you get an argument from the towel-head at 7-11 because he won't accept it... But most importantly, they're erasing the serial numbers of these old bills from the Fed's database in the process.

POV follows the last TWO MAN TEAM as they walk down the hallway, munching on CHINESE TAKE-OUT. They are LUIGI, 30, black dude with chops, and JUNIOR, 28, a Salvadorean who's always laughing. They approach the 100 DOLLAR BANKNOTE COUNT ROOM.

MERRIMEN (V.O.)

Once those numbers are erased, to the Fed, and to the rest of the world, that money has ceased to exist.

They punch in a code, get a green light, and the man-trap opens. POV follows them into the...

INT. THE FED, 100 DOLLAR BANKNOTE COUNT ROOM - DAY

The man-trap door seals shut behind them. Luigi and Junior crank *Power 106*, rap along to every track *DJ Big Boy* plays, while feeding 100 dollar notes into the counting machine. POV COMES IN TIGHT ON BILLS AS THEY ARE RIFLED THROUGH THE INNARDS OF THIS AMAZING MACHINE.

MERRIMEN

72,000 bills are counted an hour. And in the 100 dollar banknote count room, an average of 120 million dollars is designated as unfit, every day.

POV FOLLOWS THE UNFIT BILLS AS THEY ARE SEPARATED from the rest, and stacked neatly inside a CLEAR TUBE.

MERRIMEN (V.O.)

Between 4 and 5pm, everyday, when they're done counting all the incoming bills, the money is shot into the shredders, where the 120 mil is destroyed.

LUIGI TURNS THE SHREDDERS ON. SO LOUD, IT SOUNDS LIKE THE AIR IS RIPPING. WE WATCH AS MILLIONS ARE SHREDDED IN SECONDS. The shredded cash is spit out into a second 3 FOOT WIDE CLEAR TUBE that runs into the floor. POV JUMPS IN the tube and is SUCKED DOWNWARD with the cash into-

50 INT. THE FED, WASTE DISPOSAL - DAY

50

A VAT, where a ROTATING MIXING ARM stirs the shredded cash with WET CEMENT.

MERRIMEN (V.O.)

The shredded money is funneled into a vat, where it's mixed with cement, dried into bricks and dumped in the trash. 120 million turned into dust in minutes.

The "liquid cash" is squeezed into an OVEN, where it is MOLDED INTO SQUARE BRIQUETTES, HEATED, WRAPPED AND SEALED IN CELLOPHANE, and spit out into a DUMPSTER.

MERRIMEN (V.O.)

It's then picked up by the Fed's contracted waste management, and hauled to a city dump.

POV floats past the dumpster to a HULKING ORANGE GARBAGE TRUCK that pulls up. A GARBAGE MAN STEPS FROM THE TRUCK -- BAS. He lowers the lifting arms, hooks the dumpster, then dumps the contents into the belly of the truck.

Bas hops in the truck, and drives up a circular exit ramp. POV CHASES after the trash truck, and follows it...

51 EXT. THE FED - DAY

51

Up and out of the Fed's exit. The Garbage Truck turns left onto the one-way street and pulls away from us.

MERRIMEN (V.O.)

If you can get in there during that 1 hour window, and get to those unfit bills before they go to the shredders, and get out clean...

POV moves across the street, BETWEEN PASSING CARS, until it finds Merrimen parked there. CAMERA COMES IN ON HIM, sitting behind the wheel. THE SINGLE TRACKING SHOT COMES TO AN END.

MERRIMEN

...then you just got away with 120 million dollars that no one's looking for.

Donnie, Bosco, and Enson eye the Fed, and the herculean task.

(CONTINUED)

ENSON

Impossible. Forget once we're inside.
And getting out...How the hell do we
get in?

Enson motions to the front entrance to the Fed.

MERRIMEN

Not going in that way.

Merrimen pulls back out into traffic, passes the front of the Fed. Points to a SECOND ENTRANCE on the western side, that a BRINKS ARMORED TRUCK PULLS UP TO. 2 Fed Guards stop the truck at a heavily fortified gate.

MERRIMEN (CONT'D)

We're going in that way.

All heads turn to the Armored Truck waiting at the gate. And it dawns on them... Merrimen lets the reality of what they're about to attempt sink in. They drive on in silence.

CLOSE ON a BEET RED FACE -- Big Nick's. Eyes bulging, cheeks bursting with air, exhaling in spurts.

Tony Z spots Nick on a free-weight bench in the office's makeshift gym. Nick struggles with his last reps.

TONY Z

Big chest, bro, come on! Power. Power!
Get pissed! Come on! Get pissed!

Nick's arms shake, gives everything to squeeze out the rep.

TONY Z (CONT'D)

One more you crush strang  pussy tonight.
Come on! You're an animal.

Nick busts up laughing. The bar collapses down on him. Practically crushes his sternum. Tony Z pulls up the bar.

BIG NICK

Bro. You can't make me laugh mid-set.
Just frickin' spot me next time.

BORRACHO

Ran prints through CAL ID. Got a match on
the dead guy at Randy's.

They look up, Borracho stands there. They hurry into the office, hungry for details. Borracho and Gus huddle at their desks, work the phones, on the case.

GUS

Name's Marshall Rhodes. Gun nut from Oakland. CDC Gang Unit validated him as an associate of The Brand. ATF was looking for him, trying to get him on some inter-state gun trafficking technicality. But more to the point, was stationed at 29 Palms from '88 to '92. Same time Merrimen was there.

BIG NICK

This is good.
(motions to Borracho)
Grab the book on Merrimen.

Borracho pulls out the crime book on Merrimen, sets it on Nick's desk. Nick flips thru Merrimen's "timeline":

BIG NICK (CONT'D)

Honorably discharged in 2000. Laguna Niguel job was in '05. Sent up in '06 to USP Victorville SHU. Released from Terminal Island in Feb '11. October '11 Bicycle Club Casino gets hit. March '12 the stadium show. Now Brinks...
(Big Nick's mind races)
...Give me the unsolved book?

Borracho pulls out the UNSOLVED OPEN CASES CRIME BOOK with the question mark "head" on front. Nick looks thru it.

BIG NICK (CONT'D)

His crimey. The Samoan...Levoux. He served with Merrimen?

Tony Z refers to the file on Enson they're building.

TONY Z

In the same company. Both "FAST" Marines. Security, Close Quartered Battle Unit. Saw combat in Kosovo. Levoux also had EOD training. Got this all from the HR desk at 29 Palms.

BIG NICK

What did they specialize in?

(CONTINUED)

TONY Z
 (reading thru their files)
 Merrimen.... Soldiering. CQB. Levoux...
 EOD. Explosives.

BIG NICK
 And the Peckerwood?

TONY Z
 (reads Bosco's file)
 Was Army, Corps of Engineers. And a comm
 guy. Impressive career, but didn't serve
 together. Was the wood rep at Victorville
 when Merrimen was there. I'm sure that's
 where they hooked up.

BIG NICK
 (to Borracho)
 Run the DOT tape.

Borracho plays the "DEPARTMENT OF TRAFFIC: CRENSHAW BLVD 3200
 BLK" VIDEO from the morning of the Brinks heist. It's POV is
 from apprx. 75 meters down street. It plays on a WALL MONITOR
 -- Merrimen and his crew can be seen firing on the cops.

BIG NICK (CONT'D)
 Look the way they move, how they reload.
 How fast. You don't learn that in PE.
 (refers to the unsolved
 book)
 Follow me here. By '01 they're both out.
 In '03, we had the City National
 tunneling job in Hollywood.
 Sophisticated. Skill set. Someone with
 access. Unsolved. '04, the Dunbar Armored
 Car depot job. Blew the depot vault with
 shape charges. Sophisticated. Skill set.
 Someone with access. Unsolved. '05 in
 Laguna Niquel, the same. Only Merrimen
 gets unlucky with the tail-light. Goes to
 prison til '11. During that time, how
 many highly sophisticated, skilled, well
 executed heists do we have?

BORRACHO
 Zero. You're on a roll, keep going.

BIG NICK
 The counter guy at the donut shop?
 Witness to it all. They left him. Why?
 Because they shoot uniforms, not unarmed
 civilians. Exactly what they were trained
 to do...

(MORE)

(CONTINUED)

52

CONTINUED: (3)

52

BIG NICK (CONT'D)
(taps the unsolved crime
book)
We nail this crew, we solve half these
cases... These are our guys. The Crew.

The rest aren't so convinced, but warming up to the idea.

BIG NICK (CONT'D)
Where's Fraulein?

BORRACHO
Murph's on him. Can move on him whenever
we need.

53

EXT. LASD HEADQUARTERS, MAJOR CRIMES - DAY

53

Nick, Tony Z and Gus hustle out to their cars, when a man in
a suit approaches Nick. Nick eyes him warily, doesn't
recognize him. His hand starts reaching for his weapon.

MAN
Nicholas Flanagan?

Nick stops, looks at him, furrows his brow, immediately
suspicious. The man is OPPOSING COUNSEL, 50s. Nice watch.
Briefcase. Out of shape. Looks like a lawyer. Which he is.

He tries to hand Nick some DOCUMENTS. Nick glares at him,
braces himself as if they're about to scrap.

OPPOSING COUNSEL
I'm your wife Debbie's counsel. I'll be
representing her.

Nick stares at the documents like they're radioactive.

BIG NICK
You gotta be kidding me?

OPPOSING COUNSEL
No. I suggest you take these...
(Nick still doesn't get it)
You're being served.

Nick reluctantly takes the DIVORCE PAPERS. The Opposing
Counsel wisely gets the hell out of there.

Nick glances at the cover page, which reads "*Los Angeles
Superior Court. Marriage of, Petitioner: Debra Flanagan,
Respondent: Nicolas Flanagan...*"

Nick stands there in stupefied shock. Doesn't move. Tony Z
and Gus walk over to him, concerned, perplexed.

(CONTINUED)

TONY Z
The hell was that?

Nick vapor locks. Has never been so humiliated.

TONY Z (CONT'D)
You ok, brother?

Nick swallows, tries to mask it, but he's choked up.

BIG NICK
...guess ah...I'm getting divorced.

Tony Z doesn't know what to say. Neither does Gus.

TONY Z
I had no idea...Shit. I'm sorry.

Gus looks to Tony Z, motions to give Nick his space.

GUS
Handle your business, big dog, we got you covered.

Nick nods, lets them go.

BIG NICK
Cool. All good...

Fat from it, but Tony Z and Gus aren't going to baby the man. None of them would have it.

They get into their cars, drive off. Nick gets into his, fires up the ignition, but doesn't go anywhere. He sits behind the wheel, engine idling, and stares ahead at nothing...

54 INT. "PACIFIC HORIZON FREIGHT" 3PL WAREHOUSE - DAY

54

The whole crew is here, surrounding POWER GRID SCHEMATICS. Written on the lower left corner of the schematics--"1200 9th Street. The Federal Reserve Bank, Los Angeles Branch."

MERRIMEN
...there was a rolling blackout in this quadrant 4 days ago. It's been happening all summer. They say they've got full backup power, but actually, they don't. They go into a "brownout", where they start prioritizing the grid, and the priority is on the vault. All security measures in there stay intact.

(MORE)

(CONTINUED)

MERRIMEN (CONT'D)

But anything else that sucks a lot of power, like motion in the hallways and out rooms, and the banknote shredders in the count rooms, shut down. They rely on the mantraps and the manual locks for security. To time this during another rolling blackout is going to be impossible. So we have to simulate it.

(looks to Bosco)

Can we cut in and force them to go brown for about 2 minutes?

Bosco thinks it over. Can't make a promise here that you can't keep. He nods.

BOSCO

I'd say yes, but I'd rather have a test run to be sure.

MERRIMEN

As long as we don't risk exposure.

BOSCO

That won't be a problem.

MERRIMEN

Once we've breached the count room, that will take care of everything but the cameras. They're unaffected by the brownout. They run on their own batteries. The solve is, the room's lit by a bay of fluorescents. When one of the tubes gets punctured, it causes all of them to flicker. Because the cameras run at 30 frames, that flicker, the wavelength of it, ruins the image. Can't see fuck all.

BOSCO

Where'd you get all this information?

MERRIMEN

You don't have to worry about that. Just trust me when I say it's solid.

Merrimen pauses a second. Doesn't like being questioned.

MERRIMEN (CONT'D)

Where are you with the Verizon hook?

DONNIE

I'll have him in a couple of days.

(CONTINUED)

54 CONTINUED: (2)

54

Merrimen nods. Refers to ENLARGEMENTS OF THE PHOTOS BOSCO TOOK OF THE REGULATORS at the donut shop crime scene.

MERRIMEN

Know your enemy. Major Crimes, LASD...
Keep an eye out, constantly alter your
routine, don't do any stupid shit.

They all look to one another, then get to it.

55 INT. DIN TAI FUNG, MONTERREY PARK - DAY

55

A 70's Chinese restaurant. Red booths, lobsters suffocating in murky tanks, god-awful banquet lighting. Donnie's at the bar talking with the owner, a 50 year old Chinese woman who doesn't take any shit, COU-CHI.

COU-CHI

...yu pay own gas. I pay yu twee dolla po
delibewee. An yu keep tip. Yu stat
Wendday. Eleben o'clock...

That's pretty much it. Donnie nods "okay".

56 INT. DONNIE'S CAR - DAY

56

Donnie winds through the unincorporated industrial city of Vernon, FOLLOWING AN ORANGE WASTE MANAGEMENT TRUCK. He keeps a loose tail, TAKES NOTE of the surrounding areas, WRITING DOWN the names of every street, notating every turn.

57 EXT. VERNON CITY DUMP, VERNON - DAY

57

Bas controls a series of levers at the side of the truck. The entire LOAD OF TRASH dumps out onto the ground. Finished, he hops in the truck, drives off.

A figure scurries through the sea of grazed garbage. Donnie. He digs through the fresh pile of refuse. The wretched smell makes him gag. Finds what he's looking for. The CELLOPHANE-WRAPPED BRICKS OF SHREDDED CASH.

58 INT. LAX GUN CLUB SHOOTING RANGE, WESTCHESTER - DAY

58

Merrimen pops a fresh clip into his *Sig Sauer*, presents his weapon down range. Fires rounds. Steady, rhythmic shots. Bosco is in the adjacent lane position, shooting rounds.

Merrimen empties his clip. As he reloads, out of the corner of his eye, he notices a man enter, set up in the lane position one to his left. Merrimen glances over.

(CONTINUED)

58 CONTINUED:

58

It's Nick. Loading clips. Into a *Glock*. Merrimen stiffens. Nick looks up, makes brief eye contact with him.

Merrimen looks down range, then grins to himself. He and Nick both start firing. Trying to one up the other with each shot. Merrimen stops after 5 rounds. Nick keeps going. 15, clip's done. As Nick reloads, the range falls quiet for a moment.

The quiet is shattered as Merrimen tears off rapid-fire rounds. Empties the clip, drops it out, pops in fresh one, and fires. BAMB BAMB BAMB BAMB. So fast it sounds like he's got it on full auto. Clip done, drops it, pops it, fires. Rinse and repeat. He burns through 4 clips in 14 seconds.

Nick doesn't move. No one else in the range does. Merrimen packs up his guns and ammo, gives Bosco a look, and they leave.

STAY ON NICK -- watching Merrimen go. He can't help himself. Goes to Merrimen's lane position, toggles the target lever, and slowly the target motors back to him. Target returns, comes to a stop. Nick checks it. Only 4 or 5 mark the bull's-eye. But 40 to 50 struck center mass. Merrimen can shoot.

Nick nods to himself. Sighs deeply, then returns to his lane.

59 EXT. BAPTIST CHURCH, LONG BEACH - DAY

59

Enson and his family finish a service, spill out onto the surrounding streets with hundreds of other parishioners. Enson impatiently tries to gather his family to the car, his kids running around all over.

HE SPOTS HIS DAUGHTER, MALOA, LEANING INTO A LOWERED, BLOOD-RED SUV. A deep hip-hop bass rumbles from within the hood ride. She talks to it's passenger, ROLANDO, 17. Good-looking, tough, cocky, Blood gangster. A father's worst nightmare. Enson squints his eyes, barks:

ENSON

MALOA!

Maloa bristles, cuts her conversation off. Enson gives her a glare, which his kids know all too well. She quickly falls back in line with the family.

As the SUV slowly rolls out, Enson mad-dogs Rolando. Rolando leans back in his seat, throws his arm out the window, and gives Enson an arrogant nod. Enson stands there, eyes locked onto the SUV, and grinds his jaw. A voice startles him.

(CONTINUED)

GUS

I feel you, brother.

Enson turns. It's Gus. With his wife and kids, all dressed in Sunday's best. They don't know each other. But they do.

GUS (CONT'D)

(motions to the departed
SUV)

That's trouble right there. Gotta keep an eye out for that one.

Enson nods, checks Gus out. Plays it cool.

ENSON

Yeah, believe that.

Gus waves to him, heads off with his family. Enson furrows his brow, puts on his sunglasses, then goes to his who wait by his truck. As Enson hits "unlock", he glares at Maloa.

ENSON (CONT'D)

He Piru? Thinks he's tough, huh?

MALOA

Dad, no! I already told mom, he's like the most popular guy in 12th grade. And he's all-CIF in football. He's going to 'SC!

ENSON

Yeah yeah. To rob somebody?

Maloa's eyes water and her face goes red. She's in a fury fueled by young love.

MALOA

Dad, no he's not!! He's so nice!!

(turns to her mom)

Mom, see! I told you dad would -

ENSON

- THAT'S ENOUGH!

Maloa jumps into the back of the car and slams her door shut, tries to stop the tears that cascade from her adolescent eyes. Malia looks to her husband, he to her, as they get in.

ENSON (CONT'D)

You know about this?

Malia raises her eyebrows and sighs, long and deep.

(CONTINUED)

59

CONTINUED: (2)

59

MALIA

You seriously wonder why she likes a boy
like that?

Enson turns to his wife, furrows his brow.

MALIA (CONT'D)

Look in the mirror.

That stung. Enson broods, doesn't like that at all. Turns
over the engine, then grows quiet. Because he knows it's
true...

60

INT. MERRIMEN'S SUBURBAN - DAY

60

Same vantage point of The Fed. Merrimen and Enson are parked
down-street, look through BINOCs. Enson keys a TWO-WAY RADIO.
The SOUNDS of RADIO-SPEAK come through clearly. IT'S THE
FED'S SECURITY CHANNEL. THEY'RE TAPPED IN.

ENSON

(into Nextel)

Greenpeace, this is Lava. Keyed in up
top. How's it below?

61

INT. SUBTERRANEAN TUNNELS - DAY

61

Beneath the streets, Bosco, in DWP GEAR, is at work on an
entanglement of wires and power lines.

BOSCO

(into nextel)

This is Greenpeace, good to go below.

ENSON

(over nextel)

Copy that. Lights out.

62

INT. THE FED, SECURITY NERVE CENTER - DAY

62

The slightest flicker in the bay of lights overhead. Followed
by a series of lights lighting up on the control board.
SECRET SERVICE GUARDS #1 AND #2, JOHNNY and CAM, quickly run
a series of checks on the security control board.

CAM

(into walkie-talkie)

Back up power's up....

ON MERRIMEN AND ENSON -- the voices of the Fed's security
guards come in over the two-way:

(CONTINUED)

62 CONTINUED:

62

FED CHATTER
(over radio)
We've gone brown. Lock all man-traps manually, over... Roger that. Exterior cameras are up. Count rooms on standby.

Merrimen and Enson share a look. Enson speaks into the nextel:

ENSON
This is Lava. They've gone brown. Nice job.

ON BOSCO -- hurriedly undoes all of his equipment, then claps his hands together.

63 EXT. DOWNTOWN LA - DAY 63

QUICK CUTS of DONNIE ON THE JOB, DELIVERING "DIN TAI FUNG" CHINESE to several different OFFICE-BUILDINGS.

PULL BACK to REVEAL BIG NICK, surveilling Donnie from afar.

64 INT. BRINKS HQ - DAY 64

AL, a BRINKS SECRETARY dials. The other end picks up:

FEMALE TELEPHONE VOICE
Federal Reserve, accounts receiving.

BRINKS SECRETARY AL
Hey, it's Al with Brinks...

POV JUMPS INTO THE PHONE'S MOUTH-PIECE, RACES ALONG SUBTERRANEAN TELEPHONE WIRES, TO AN EXCHANGE BOX...

65 EXT. RAMPART STREETS - DAY 65

MACK is spliced into the OPEN EXCHANGE BOX, connected to a VERIZON TEST PHONE. He listens in on the conversation:

AL
...we have a drop for City National we need to schedule. How's Wednesday at 2?

Mack looks down at the LCD DISPLAY. Both the SOURCE and RECEIVING PHONE NUMBERS pop up on the LCD.

Mack cuts out of the tapped call. He dials the Fed with the test phone -- BRINKS SOURCE NUMBER READING AS HIS OWN.

(CONTINUED)

65 CONTINUED:

65

MALE TELEPHONE VOICE
Federal Reserve, accounts receiving.

MACK
Hey, Al with Brinks again. I forgot to schedule a drop for Bank of America. What do you have open today?

MALE TELEPHONE VOICE
We could take you at 3. Does that work?

Mack pauses for a second, then hangs up. Keys his nextel:

MACK
Lava, this is Ghetto Bird. We're good to go on the drop, over.

66 INT. FED LOBBY - DAY 66

Donnie walks in, Fed ID CARD clipped to his DIN TAI FUNG shirt pocket, a plastic DIN TAI FUNG TAKE-OUT BAG in each hand. He says hello to Secret Service Guards #1 and #2. They search the bags. Donnie passes through the man-trap, comes out the other end. They hand him the take-out bags.

67 INT. FED HALLWAY - DAY 67

Donnie steps into the MEN'S BATHROOM.

68 INT. MEN'S BATHROOM - DAY 68

Donnie enters, steps into a stall, quickly stands on the toilet seat, reaches up, and PUSHES OPEN AN AIRVENT.

HE PLACES ONE OF THE TAKE-OUT BAGS IN THE VENTILATION SHAFT ABOVE, lowers the vent back down. Slips out of the room.

69 INT. FED CAFETERIA - DAY 69

Donnie collects cash from Luigi, Junior, an overweight black woman, DORIS, and several other Fed employees who all sit around, bullshitting, digging into the Chinese-food-cartons.

Donnie stuffs the cash in his pocket and leaves.

70 INT. LASD HEADQUARTERS, MAJOR CRIMES - DAY 70

Nick, Gus, Borracho, Murph and Tony Z pow-wow.

GUS
...what if it's part of his regular route? Feds gotta eat too.

(CONTINUED)

BIG NICK

Delivering Chinese to the Fed? My left nut that's part of his route. They're casing it from the inside. Go back. Besides cash, what else did they lift from the Casino and rave?

BORRACHO

Fed Deposit slips. But those were probably in with the cash -

BIG NICK

- or, not. Maybe they took the cash to disguise the fact that they were really there for something else. Then they take down an armored car that's empty?! Come on. Remember what Donnie said. "They're trading up." They're going big.

MURPH

Nick. You can't take down the Fed. Sorry. Merrimen's no dummy. It's impossible.

BIG NICK

The Fed is the Olympics, and Merrimen's fuckin' Carl Lewis. I'm telling you... Fraulein's holding out on us. He knows.

TONY Z

...then let's stir things up.

71 INT. BENIHANA, TORRANCE - NIGHT

71

Merrimen, Enson, Bosco, Donnie, and Mack, sit at one of the teppanyaki tables hunched over *Kirins* and steak. None of them pay much attention to the TEPPANYAKI CHEF'S routine. Holly and some of her GIRLFRIENDS from Chatsworth are there, engaged in their own conversation.

Something catches Donnie's eye. He looks past Merrimen, and almost has a seizure. BIG NICK AND THE REGULATORS WALK IN, SIT AT THE SUSHI BAR. Donnie tenses.

Drunk SUSHI CHEFS carry-on behind the bar, hollering Japanese obscenities at women who saunter by, play it off as charm.

Big Nick gets up, WALKS RIGHT PAST THEIR TABLE. Donnie does his best not to be noticed. Everyone eats quietly.

Nick walks back by, sits. Merrimen takes note of the big guy with the goatee. Donnie shifts, when a VOICE calls to him:

(CONTINUED)

BIG NICK

Hey, buddy.

Donnie reluctantly looks. Big Nick is staring right at him.

BIG NICK (CONT'D)

Donnie, right?

Merrimen and the others bristle. Big Nick walks over, reaches to shake Donnie's hand. Really?

BIG NICK (CONT'D)

From the gym. I spotted you the other day.

Donnie's shakes his hand, feigns ignorance.

DONNIE

...oh, right, yeah.

BIG NICK

(nods to the others)

What's up fellas?

(points to Merrimen)

You play football at Long Beach Poly? You look familiar.

He did, but Merrimen shakes his head.

MERRIMEN

Not from around here.

BIG NICK

(to Donnie)

What're you doing here? Work near here?

DONNIE

Ah, no...just grabbing dinner.

BIG NICK

Really? Food here sucks.

Donnie doesn't know how to respond. Nick checks out the girls. HE AND HOLLY'S EYES MEET. He gives her a thorough undressing. It's not lost on Merrimen.

BIG NICK (CONT'D)

We come here for the ass.

Pause. Merrimen's doing everything he can to keep it cool. The situation could not be more uncomfortable. Donnie tries to bring an end to it.

(CONTINUED)

DONNIE

Right on, man. See you at the gym.

BIG NICK

Definitely.

Nick hovers for a second, then finally shoves off. But he can't help himself. He turns back to Merrimen.

BIG NICK (CONT'D)

Number 55. That's how I remember you. We wore the same number, bro. 55, right?

Merrimen looks up at Nick for the first time. Just stares at him. Says nothing. But his eyes say everything.

BIG NICK (CONT'D)

I went to South Torrance. We played you twice. Remember all those fat-ass Samoans you had? They're big, but man, lazy motherfuckers. Slow-twitch muscle fibers. No explosiveness. All that Spam, I guess... We crushed you guys.

Enson simmers. The tension is becoming unbearable. The Cops look over. Nick's pushing it too far. Merrimen stands.

MERRIMEN

Don't appreciate you poppin' off, bro.
And stop perving on our women.

BIG NICK

Hey, no need to get all agro. I'm sorry.
Am I being rude?
(to Donnie)
Was I rude?

MERRIMEN

- Just get the fuck out of here.

Nick gives Merrimen a thumbs-up.

BIG NICK

Kunpai!
(looks to Holly)
Have a good night, ladies.

Nick takes his seat at the sushi bar.

No one knows what to say or do. Instead, they all just eat. Merrimen broods. He and Enson share a look, speak unspoken words. Merrimen's eyes drift to Donnie, who sits hunched over his food, and burn into the back of his head.

72

INT. MERRIMEN'S SUBURBAN, SOUTH BAY - NIGHT

72

Merrimen drives. Donnie rides shotgun. Enson in back right behind Donnie. They drive through vast South Bay industrial streets in silence, past refineries and defense contractors.

Donnie stares straight ahead, battling cold waves of fear. Finally turns to Merrimen.

DONNIE

Where we going?

No answer. Then Merrimen gently brakes, and turns into a desolate parking lot at the rear of a sprawling, Tudor-style house with well manicured lawns. A sign out front reads, "MCKAY'S SOUTH BAY MORTUARY".

Merrimen parks, shuts off the engine. Dread grips Donnie. They sit there in the quiet. The only sound heard is a faint, hollow, furnace-like drone emanating from the mortuary.

A rear door to the mortuary opens, and a BESPECTACLED MAN in a dark suit appears, looks in their direction. Merrimen flashes his brights twice. With that, the man subtly nods, and disappears back inside, the door left ajar.

Merrimen turns to Donnie, looks at him. Donnie's mind reels.

MERRIMEN

You a cop?

DONNIE

What?! You kidding?! ...Fuck no!

Merrimen just stares at him, finally looks away, nodding. Merrimen remains calm and collected. Yet he exudes, as always, an energy of unpredictable lethality.

MERRIMEN

...you wearing a wire?

Donnie sighs, shakes his head. Musters up the courage to look back at Merrimen.

DONNIE

No... Are you?

Long pause. Merrimen grinds his jaw, debates.

MERRIMEN

Get out of the car.

73

EXT. MORTUARY - NIGHT

73

Merrimen walks toward the rear door of the mortuary. Donnie reluctantly follows. Enson trails Donnie a few feet behind. Merrimen stops just before the door, faces Donnie. The source of the sound reveals itself -- behind the door, is a CREMATORIUM. It's furnace burns eerily hot.

Donnie starts to tremble with fear.

MERRIMEN

Strip.

DONNIE

What?!

ENSON

Where'd you hide the wire?

DONNIE

What goddamn wire?! I'm not wearing -

ENSON

- take your fucken clothes off!

Donnie begins to visibly shake. Pulls his shirt off, his pants down. Stands there in his underwear like an asshole.

Enson rifles through his clothes. Looks in his underwear. Finds nothing. Tells Donnie to put his clothes back on. Donnie pulls on his jeans, when Enson buries a fist deep into Donnie's unsuspecting gut. Donnie collapses to the ground, gasping. Enson kicks him several times. Donnie balls up.

Enson stops. Merrimen yanks Donnie to his knees.

MERRIMEN

Open your mouth.

Donnie does as told. Merrimen jams a Sig-Sauer down his throat. Donnie's eyes water. His chest heaves. His eyes plead.

MERRIMEN (CONT'D)

How does he know you? And don't tell me from the gym.

DONNIE

(voice gagging)

I swear, I don't know -

ENSON

- smoke him. Smoke the punk.

(CONTINUED)

Donnie shakes his head vigorously. Merrimen pulls out the gun. Donnie gulps in air, quivering violently.

DONNIE

I'm not a cop. I swear to you...he came to me he knows who you are but I didn't tell him a thing I swear to fuckin' God. It was a while ago, right when we first hooked up. He sweated me, haven't seen him since, thought he'd leave me alone.

MERRIMEN

What do they know?

DONNIE

Nothing. I didn't know back then anyway. If we have to call it off, I get it.

Merrimen stares at Donnie for what seems like an eternity, deciding. He finally sticks the gun back in his waistband.

Merrimen wraps on the mortuary door once, then he and Enson start walking back toward the truck.

MERRIMEN

Put your clothes on...
(opens truck door. To Donnie)
...Friday. Confirm with him it's on. Make sure he's on the line...

Donnie meets Merrimen's gaze, and nods.

Nick drives slowly past the upscale homes of Rolling Hills Estates, searching for something. Spots DEBBIE'S CAR parked in front of a Mediterranean McMansion, along with a few others. Landscape lighting is on. Looks like a party is underway.

Nick parks a ways down the block, eyeballs the house. Gets out, walks toward it. He's pretty buzzed. Slight chance a neighbor will call the cops on him. This is not his hood.

Nick lets himself in. About 6 kids, ages 3-13, are going apeshit in the living area, all refereed poorly by an overworked Salvadoran nanny. Nick's daughters are amongst them. Cassady sees her dad and gasps with joy.

BIG NICK

Peanut, give me a hug!

She runs to him, grabs onto his leg:

CASSADY

Daddy!!!

Just around the corner in the chef's kitchen, the adults' enjoying a red wine dinner stiffen, as they recognize the voice. Debbie is there, on a double-date with her older sister SANDEE, South African pro golfer-type brother-in-law RUUD, and her "DATE", one of Ruud's boys.

Debbie cranes her neck to see into the entryway, when she almost faints. Her jaw drops as she mouths, "oh my God."

And then he appears. History's most uninvited guest. A position that, at least in this instance, he relishes. Nick stands in the middle of the kitchen, nodding hello to them all. He sways a bit, reeks of saké. Debbie's mouth still hangs agape, she just wants to disappear. They all do. The date looks like he's about to puke.

BIG NICK

What's for dinner?

(no response)

...relax! I already ate.

Nick reaches into his blazer, pulls out rolled up paperwork from the small of his back. The divorce docs. Everyone's eyes widen when they realize Nick is packing his *Glock*.

Nick goes to their table, drops the docs down, looks to Ruud:

BIG NICK (CONT'D)

You gotta pen, stud?

Ruud reluctantly stands, does his best Kofi Annan:

RUUD

Nick, bru, I was gonna call you. Lets you and I go to dinner next week and-

As Ruud rests a hand on Nick's shoulder, Nick reflexively swats it away. Hard. His veins bulge, swell with volatility.

BIG NICK

Just get me a pen.

Ruud swallows, grows nervous, goes to find a pen. Nick looks to Debbie's Date.

(CONTINUED)

BIG NICK (CONT'D)

How's the wine?

Date's lips contort and tremble as he tries to speak, can't. Date starts to back away from the table. Nick holds his hand up and shakes his head. Uh-uh. Date freezes, not going anywhere.

Ruud hands Nick a pen. Nick flips thru the docs, starts arbitrarily signing pages.

BIG NICK (CONT'D)

So where do I sign, anywhere I guess, right?

(he keeps signing pages)

And I imagine it's assumed that, you know.

(eyeballs Date)

...if you were to ever touch my girls, or say, talk to them? Or even look at them? That ah...you know. I go boom boom. Know what I'm saying? But that's self evident, right? No reason to have that in writing.

Nick finishes signing the docs. Turns to Date, who looks like he's about to cry, and punches him in the shoulder.

BIG NICK (CONT'D)

It's all good buddy! Come here, give me a hug. We'll save a fortune in therapy.

Nick hugs the Date, all smiles. Sandee looks to her husband Ruud, her eyes demanding he do something. While Debbie's shock and trepidation have simply turned to disgust.

DEBBIE

Always such a spectacle with you.

BIG NICK

Pretty much, yeah.

Ruud finally grows a pair, steps to Nick.

RUUD

Nick, come on -

BIG NICK

- Call the cops.

Nick glares at him, defiant. Ruud holds his ground this time.

RUUD

Time to go, mate. I'm sorry.

(CONTINUED)

75 CONTINUED: (3)

75

Nick stands there a while. Then finally, he turns, walks out. But he can't help it. He barges back in, looks at Date.

BIG NICK

When you're hittin' it from behind, and you're wondering what that thing is on her ass? That's a tattoo. Of my name. Just a heads up.

Satisfied at last, Nick leaves.

76 INT. ENSON'S HOUSE - DAY

76

Malia finishes touching up Maloa's make up. Maloa wears her prom dress, about to burst with anticipation. Her siblings run around the house, excitement in the air. Except for dad. Enson paces in the living room like a caged animal.

A limo pulls up outside. Rolando gets out, struts up to the house. He's rocking a Beckham-esque mohawk, and a rented tux with old school *Air Jordans*. Siblings scream out, "he's here!"

STAY ON ENSON -- pacing. Maloa and her mom greet Rolando at the door. They exchange greetings and giggle nervously. Rolando looks Maloa up and down, and whistles.

ROLANDO

Damn girl, you look fine!

Enson gulps in air, then walks over to them. Maloa grows anxious, introduces them:

MALOA

Rolando, this is my dad.

ROLANDO

'Sup Mr. Levoux, nice to meet you!

Enson says nothing, just nods, eyeballing the kid. Rolando reaches his hand out to street-shake Enson, but Enson doesn't return the favor, extending his for a proper handshake instead. A bit of an awkward moment as Rolando corrects himself.

Enson looks to Maloa and his wife.

ENSON

Gonna borrow him for a sec, yeah?
(to Rolando)
Come here, brah.

(CONTINUED)

76 CONTINUED:

76

Enson walks off. Rolando reluctantly follows. Maloa dies a 1000 deaths as her dad and date disappear into the garage.

77 INT. ENSON'S GARAGE - DAY

77

As Rolando steps into the garage, he gasps. Standing there, facing him, are Merrimen, Bosco, and Enson's Samoan Mafia brothers. Tatted-up, swoll, and dripping with sweat from their workout. All color suddenly drains from Rolando's face.

ENSON

So here's whassup, brah. For the past 15 years, my little girl's safety and protection, has been my responsibility, and my responsibility alone. Now, for the first time in her life, I gotta pass the baton. I gotta hand over that responsibility... to you.

Enson glares at Rolando, long and hard. Behind him, Merrimen, Bosco, and the Samoan Mafia do the same.

ENSON (CONT'D)

Don't fuck up. Or your mother will weep her eyes out, every day the rest of your life, when she has to feed you, wipe your ass, and push you around in your wheelchair.

Rolando wets himself. He nods emphatically, starts stuttering.

ROLANDO

Yes-s-s-s-sir.

Enson pats Rolando on the back.

ENSON

See you at 1130.

Rolando slowly turns, and walks out.

HOLD ON ENSON AND THE BOYS. Enson looks to them, as if to say, "So, how was I?"

MERRIMEN

I'm pretty sure he got the point.

They all bust up, laugh their asses off.

78 INT. LASD HEADQUARTERS, MAJOR CRIMES - DAY

78

Nick sits alone at his desk, his eyes gaunt and hollow, studying "MERRIMEN'S CREW" CRIME BOOK, comparing it with the "Unsolved?" crime book. Looks over CRIME SCENE PHOTOS of the "City National Hollywood '03" tunneling job, the "Dunbar Armored Depot '04" vault shape-charge job, etc...

He studies DONNIE'S FILE. It's woefully thin -- copies of an IMSA racing license, now infamous moving violations, and a SMALL ARTICLE from the *Ventura County Star* newspaper detailing local kid Donnie Alison taking second at the 1991 National Spelling Bee competition. A QUOTE from the article claims Donnie has a "near photographic memory."

BIG NICK
Why's Fraulein's file so thin?

Gus works at his desk, tired and hungry.

GUS
We can't find a damn thing on him.

Nick furrows his brow. Forages through Merrimen's *Cali Dept. of Corrections* file, discovers that Merrimen's cellie at Terminal Island was none other than WILLIAM "Willy Lump Lump" PUMP, the most prolific bank robber in the history of the state.

BIG NICK
Merrimen's cellie at TI was Willy Lump Lump.

GUS
No shit?
(Nick nods "no shit")
How did we miss that?!

BIG NICK
Because we're not very good at our job.

Gus frowns. Nick brings MERRIMEN'S MUGSHOT up on his computer screen. Merrimen's eyes stare right at Nick. Piercing, intense, direct. Not an ounce of bullshit in those eyes. Yet a ton of menace. Nick meets Merrimen's gaze, and stares back.

79 INT. SPEARMINT RHINO, CITY OF INDUSTRY - NIGHT

79

Gentlemen's club. The weekday crowd is pretty thin. But the DJ works the mic like it's Saturday night in Vegas.

(CONTINUED)

WE WATCH IN *KUBRICKIAN* POV as a dancer comes out on stage, grabs the pole, and does her seductive thing. A HAND COMES INTO FRAME, DROPS A \$20 ON STAGE. She nears us. IT'S HOLLY.

She looks right down at us, starts to strip and writhe. Crawls toward us. Licks her lips then grabs the \$20. Thrusts her ass out and stuffs it in her micro-bikini.

REVEAL the big-tipper is BIG NICK. He sits stage-side, sunken in his chair, the King of the Jungle. He grins, all lust and vice. His eyes lock onto his prey.

INT. NICK'S TRUCK, TORRANCE - DAY

Nick's parked in the lot of a TACO STAND, eating. Murph and Gus are in back, doing the same.

Donnie walks up, hops in shotgun. Nick offers him a taco. He declines, launches into Nick:

DONNIE

What the fuck was that all about?! You "spotted me at the gym"?!

BIG NICK

Tranquillo. They're not gonna off you when they know there's heat...When's the party?

DONNIE

...Friday.

BIG NICK

Where?

DONNIE

I don't know. Friday's all I can tell you.

BIG NICK

T G I F.

DONNIE

You're protecting me on this.

BIG NICK

Fraulein, don't worry about a thing.

Donnie scoffs, gets out, shuts the door. Looks back.

DONNIE

(taps the door)

Better wear your vests.

81 INT. "PACIFIC HORIZON FREIGHT" 3PL WAREHOUSE - DAY 81

Merrimen and Enson sit in their warehouse office with HUGO BANDI, 63, Croatian, board-member of the Longshoreman Union, olive oil and Ouzo importer, and "criminal receiver". Which translates to *Street* as FENCE.

Hugo is on his cell, having a CODED CONVERSATION that ping-pongs between Slavic, English and Spanish. Looks to Merrimen:

HUGO BANDI
...you're at Container Terminal 114...
(listens to the other end)
Maersk Sealand, operated by Maersk Line
Liberia. You are all cleared on the
passenger manifest as crew.

Hugo finishes his conversation, hangs up. Slides 5 ENVELOPES to Merrimen. One for each man.

HUGO BANDI (CONT'D)
Travel documents, itineraries, which
are all different. Everyone takes
separate routes after your ride on the
supertanker. Groups attract attention.
OK?

Merrimen nods, looks inside his envelope. The ITINERARY -- "...Ensenada...Mexico City...Havana." Flips open his BRASILIAN PASSPORT. Already stamped with VISAS and CUSTOMS-STAMPS from various countries.

HUGO BANDI (CONT'D)
Passports are stamped with visas,
customs, so you don't look like a new
traveler. That raises flags...You meet
in Havana, where my people will handle
the financials. Relax there, buy some
girls, and get a tan so you don't look
so American.

Merrimen looks over his "cover" -- BUSINESS CARDS and PAPERWORK support his new Brazilian identity.

HUGO BANDI (CONT'D)
Business cards, papers, all support your
cover.

Merrimen hands Hugo a thick envelope. They shake hands.

(CONTINUED)

81 CONTINUED:

81

HUGO BANDI (CONT'D)

And no sweats or sneakers or baseball hats. In the rest of the world, only mafiosi dress that way. Suits only...

82 EXT. OAKWOOD APARTMENT COMPLEX, SAN GABRIEL VALLEY - DAY 82

Merrimen walks past the complex pool, approaches an apartment. He carries a *Samsonite* suitcase.

Unlocks the door, enters.

83 INT. HOLLY'S APARTMENT - DAY 83

Moment Merrimen walks in, A WOMAN GASPS. He braces himself, rounds into the living room. Freezes.

Holly's there, naked on the couch. She darts into a bedroom.

And standing in the middle of the room in all his glory, is Big Nick. He's shirtless, pulls on his jeans. Porn plays on mute on the TV.

Nick and Merrimen just stand there, staring at each other. Nicks's eyes go to his GUN, resting on the couch 15 feet away. Merrimen follows his gaze, sees it. He's closer to the gun. And Nick knows it.

Their eyes meet again. Nick raises his eyebrows, motions Merrimen to go for it. He doesn't. Merrimen walks past the couch, past Nick, and into the bedroom. Then shuts the door.

Nick stands there. Tries to listen in on them. Can't hear anything. He pulls his clothes on, grabs his gun, and leaves.

84 INT. HOLLY'S BEDROOM - DAY 84

Holly pulls on underwear. Merrimen watches, then steps toward her, threat in his aspect. Corners her. She cowers.

HOLLY

But I did what you told me.

MERRIMEN

How was it?

His breathe bathes her. She starts to tremble, terrified.

HOLLY

Baby, please...

Disgust and jealousy course through him. He fights the urge, forces himself to turn away from her.

85 INT. NICK'S TRUCK - NIGHT 85

Nick drives, a gloating grin plastered on his face. He dials his cell. The other end picks up:

BIG NICK
(into cell)
B of A, Montebello Towne Center.

Nick hangs up, then realizes something. He touches his wrist, where his watch usually is. All there now, is it's tan-line.

BIG NICK (CONT'D)
Shit.

86 INT. HOLLY'S APARTMENT - NIGHT 86

Merrimen sits in a Lazy-boy in front of the TV, brooding. He talks quietly to himself while cleaning his various firearms, which rest in pieces at his feet. He can't shake the subtle, faint ticking sound in his head.

Eventually, his eyes drift to the empty couch, and the errand WATCH that rests there. Merrimen glares at it, unblinking. The ticking grows louder.

87 INT. DONNIE'S APARTMENT - DAWN 87

ECU of a digital watch. 5:14 am. A beeping alarm sounds. A finger comes into frame, shuts it off.

Donnie gets up, already dressed. His apartment has been stripped clean, packed up. He goes to the large window, opens it. Sounds of the city drift in. He looks at something. A few blocks down the street, is... THE FEDERAL RESERVE BANK.

Beyond it, dawn's first light gives form to downtown's skyline.

88 INT. ENSON'S HOUSE - DAWN 88

Enson cooks eggs and sausage links for his kids, amidst the wonderful chaos of family getting ready for the day. Maloa comes in late, rushed, makes herself toast.

ENSON
Got practice this morning? You need protein.

Enson puts a plate of eggs in front of her. She doesn't eat it, doesn't make eye contact either. Mad at her dad. Enson shakes his head, takes the plate away.

(CONTINUED)

A car honks outside. Maloa pops up, grabs her backpack. Can't get out of here fast enough. As she bolts for the door:

ENSON (CONT'D)

Maloa.

She stops, looks back. Enson motions her over. She reluctantly comes back to him.

ENSON (CONT'D)

You have fun?

Maloa shrugs. Enson struggles to find the words.

ENSON (CONT'D)

He treat you nice?

Finally, Maloa looks up at her father. She nods with certainty. Enson has a tough time digesting the fact that, his baby girl has fallen in love. But such is life.

Enson nods, then he hugs his daughter. And she him. He squeezes her tight.

ENSON (CONT'D)

I love ya.

The car honks again. She's gotta go. Maloa smiles at her dad, tears in her eyes, then she runs out to the car.

Enson watches her go, a little girl no more.

89 INT. HOLLY'S APARTMENT - DAWN

89

Merrimen sits on the edge of the bed, watching Holly sleep. Not wanting to wake her, he quietly stands, slips out.

In the living room, he loads his firearms into their case. His eyes go to the watch again. He listens to it tick.

90 EXT. OAKWOOD APARTMENT COMPLEX - DAWN

90

Merrimen walks past the complex pool, *Samsonite* and gun-case in hand. His wary eyes subtly sweep the surrounding area.

91 EXT. ELEMENTARY SCHOOL, REDONDO - MORNING

91

Nick drives up, parks, hops out, approaches a school yard, packed with grade school kids playing during morning recess. A fence surrounds the entire playground, no way to get in.

Nick stands at the fence, searches the crowd for his girls. Spots McKenna.

(CONTINUED)

91 CONTINUED: 91

He wraps his fingers around the fence, is about to call out to her, then hesitates. She plays happily, he doesn't want to interrupt. Instead, he just watches her play.

92 INT. NICK'S F-150 TRUCK - MORNING 92

Nick climbs in his truck, parked across from the school. He pops in the keys, turns on the ignition. Is about to drive off, when he pauses.

He sits there, suddenly becoming very still, staring into space... And then he breaks down. Tears pour from his eyes. His chest heaves as he sobs, crying for the first time that he can remember, and harder than he probably ever has...

Slowly, Nick pulls himself together, and drives off.

93 INT. HOLLY'S APARTMENT - MORNING 93

Holly stirs in her bed. Her eyes flutter open. She sits up, looks next to her where Ray usually is. But he's not there.

She touches his pillow. It's cold. Her eyebrows furrow. She gets up, looks in the bathroom, then closet where his things are. Nothing there.

She goes to the living room, nothing still. She brings a hand to her mouth, and shakes her head as her eyes water. Any sign that Ray Merrimen was ever there, has vanished.

94 INT. "PACIFIC HORIZON FREIGHT" 3PL WAREHOUSE - MORNING 94

Merrimen, Bosco, and Enson load M4 mags, conduct function checks on all firearms, pull on tactical plate carriers.

Donnie enters, is surprised to see them "jocking up". He looks around, perplexed. Armored Truck is gone.

DONNIE

Where's the truck?

Enson, clad in full tactical nylon, glances at Donnie.

ENSON

Change in plans.

(motions to a set of BDUs)

Jock up.

Donnie can't hide his apprehension. Looks to Bosco for an explanation, doesn't get one. Bosco instead double-stacks 2 M4 mags. Donnie reluctantly pulls on the gear.

(CONTINUED)

Merrimen and Enson start loading up an ECONOLINE CARGO VAN. Out of earshot, Enson pulls Merrimen aside, looks him in the eye.

ENSON (CONT'D)
...if anything's off, I'm out...
Understand, bro?

Merrimen meets his gaze, and Enson doesn't like what he sees. Merrimen's eyes are distant, cold. Too cold.

MERRIMEN
Nothing'll be off.

Merrimen turns away, goes back to loading gear.

HOLD ON ENSON, watching his crimey. Closely. Wary.

Nick walks in, is immediately met with the sounds of cops prepping for battle. Tony Z, Gus, Borracho, and Murph pull on ballistic vests, function check shotguns and carbines, load Sig P226s. No one says much. They all focus, do their best to keep the pucker-factor at a minimum. Because all know, instinctively, two tribes are going to war.

Tony Z picks up his Benelli 12-gauge, Glock-17. Looks Nick over, knows all is not well. And they can't afford that today.

TONY Z
You good?

Nick meets Tony's gaze. After a moment, Nick hardens, then nods. He's good. Satisfied, Tony heads for the trucks.

Merrimen drives, his eyes glued to the rearview, constantly checking their six. Around him, magazines are being loaded.

Enson hands Donnie a SUPPRESSED HK-416, with a double-stacked magazine protruding. Enson indicates the safety, the trigger.

ENSON
She's good to go. First,
(points to the gun
triggerwell)
...keep your index finger out of the
triggerwell until you have to shoot
someone. When we get out of the truck,
thumb the safety down once here,
(MORE)

ENSON (CONT'D)
(points to the safety)
...for 3-round burst. If shit gets hairy
and one of us tells you to go full-auto,
thumb it down once more, squeeze the
trigger and hold 'til you run dry.

Enson depresses the magazine release button releasing the
double-stacked mag. He then slides the other mag into the
magazinewell and firmly slaps it home.

ENSON (CONT'D)
Tug it, make sure it's in nice and
good. Hit this bolt release and you're
ready for round 2. Otherwise, aim at
the floor.

Donnie nods. Merrimen rounds a corner, pulls into a BANK OF
AMERICA PARKING LOT. Signage reads, "Montebello Towne
Center."

Donnie tenses. Enson hands Donnie a C420 GAS MASK. Donnie
follows suit, pulls it on. Merrimen backs the truck into a
spot right at the bank's front doors. Enson grabs Donnie:

ENSON (CONT'D)
- Follow our lead! Don't call anybody by
their name! Somebody makes a move, shoot
them! You fuck up, I shoot you.

Bosco throws opens the rear doors. THEY BURST OUT OF THE VAN.

97 INT. NICK'S F-150 - DAY 97

NICK'S POV -- of the same scene. He's parked across the
street from the bank, watching calmly. Tony Z is shotgun.

98 INT. BANK OF AMERICA - DAY 98

MERRIMEN'S CREW rush the FRONT DOUBLE DOORS, KICK THEM IN.
THROW IN A FLASHBANG GRENADE. BOOM! Blinding light and sound
assault the interior. ENSON FIRES A THREE-ROUND BURST INTO
THE CEILING. MOMENTARY CHAOS SETS IN. People gasp, some hit
the floor. A baby cries.

A useless SECURITY GUARD stands frozen in indecision.
Merrimen rushes him, HK416 in his face.

MERRIMEN
GET THE FUCK DOWN!!!

He does. Enson jumps up onto the teller's window. Aims down
at the TELLERS who are all terrified and in shock.

ENSON

EVERYBODY GET DOWN ON THE FLOOR, DON'T MOVE, AND YOU'LL HAVE NO PROBLEMS! WE'RE HERE FOR THE MONEY, NOT YOU!

MERRIMEN

KEEP YOUR HEADS DOWN, PUT YOUR PALMS UP! HAND OVER YOUR CELL-PHONES! IF YOU LOOK AT US, YOU WILL GET SHOT!!

Enson motions to Donnie. They COLLECT ALL CELL-PHONES. MERRIMEN ZIP-TIES the security guard's wrists. BOSCO CORRALS THE BANK MANAGER AND TELLERS into a corner. ENSON BLASTS OUT THE CAMERAS in the corners, SHUTS OFF THE OVERHEAD LIGHTS.

MERRIMEN SHUTS ALL THE BLINDS. Motions for Donnie to help him. THEY BARRICADE THE DOORS -- pushing desks in front of them.

Bosco zip-ties the customers, tellers, bank manager. Merrimen looks around, whistles. THE BANK HAS BEEN SECURED.

Donnie breathes so hard, his mask starts to fog up. Enson and Donnie cover the room, as Bosco pulls the bank manager to his feet, drags him to his DESK.

Merrimen hovers over him. The gas mask distorts his voice. It has a surreal, nightmarish effect. The MANAGER shakes.

MERRIMEN (CONT'D)

Take a deep breath, then write this down.

The Bank Manager's trembling hands search the desk for a pen and paper. Finds them. Then he takes a deep breath.

MERRIMEN (CONT'D)

I know you already triggered the silent alarms. So I want you to pick up the phone, call into Parker, and explain the following. Within 1 hour, they have to deliver 10 million dollars in unmarked, small denomination bills to this bank, inside a Department helicopter, topped off with fuel. And supply us with a pilot...

(Bank Manager takes it all down)

Explain we have hostages, and will kill one every hour, until our demands are met. We will also kill a hostage for every cop car that comes within sight of here.

(MORE)

98

CONTINUED: (2)

98

MERRIMEN (CONT'D)

Further explain that if they even attempt to have a negotiator contact us, we will automatically kill another hostage. Is that clear?

(Bank Manager nods)

Pick up the phone.

99

INT. NICK'S F-150 TRUCK - DAY

99

Parked across the street, watching it all unfold. Borracho in the back seat. The POLICE RADIO on the dash comes to life:

POLICE DISPATCHER

This is Parker. A 1028 is in progress at the Bank of America in Montebello at 866 Wilcox at Atlantic. Suspects are armed...

BORRACHO

They didn't cut the silents. How's that?

Tony Z keys his radio, looks out to GUS and MURPH who sit in their CROWN VIC down the street, surveilling the bank's rear:

TONY Z

(into radio)

The call's into LAPD.

SIRENS can be heard racing toward the scene. Nick can't believe what he's hearing.

BIG NICK

(to Tony Z)

Call in, tell them we are on scene, have suspects under surveillance, and to back the fuck off!!!

100

INT. BANK - DAY

100

A SYMPHONY OF SIRENS outside. Merrimen peeks out the blinds. The cavalry arrives, yet evidence of it is minimal. A few LAPD BLACK AND WHITES near the bank, then disappear into the surrounding streets. A look of satisfaction crosses Merrimen's face, a conductor pleased with the sound of his symphony.

Enson drags the Bank Manager to the vault door. The Bank Manager fumbles with his KEYS, opens the VAULT EXTERIOR DOOR.

BANK MANAGER

I only have the keys for the exterior lock -

(CONTINUED)

100 CONTINUED:

100

ENSON

- relax. I know. Just open it.

101 INT. VAULT - DAY

101

Enson enters. SAFETY DEPOSIT BOXES line the walls. A thick, steel-reinforced door is the last obstacle to the inner vault. Enson starts unloading SHAPE CHARGES.

ON MERRIMEN -- PHONE RINGS at Bank Manager's desk. Bosco BLINDFOLDS him. Merrimen pulls off his gas mask:

MERRIMEN

I'm going to put it on speaker. You're going to answer. Don't use any names. Understand?

The Manager nods. Merrimen hits the SPEAKERPHONE.

VOICE

(over speakerphone)

This is the Los Angeles Police Department. Who am I speaking with?

BANK MANAGER

(hesitant, unsure)

This is the branch manager.

VOICE

May I speak with whomever's in charge -

MERRIMEN

- you are.

VOICE

Okay. That's good. Let me introduce myself. I'm -

MERRIMEN

- I don't give a fuck who you are. Are demands being met?

VOICE

Who am I speaking with now -

MERRIMEN

- answer the question.

VOICE

...we're working on it as we speak. But you have to understand -

(CONTINUED)

101 CONTINUED:

101

MERRIMEN

- you just killed a hostage.

CLICK. Merrimen cuts out. End of conversation. Merrimen looks to Bosco. Bosco grabs a LATINA, 30ish, drags her across the room. She's terrified, quivers:

LATINA

No no no, what are you doing?!

Bosco drags her into the bathroom. The room falls silent. All that is heard are HER WHIMPERS AND PLEAS. Dread in the air.

102 EXT. BANK - DAY

102

Down the street from the bank, 2 LAPD COPS huddle at a squad car with the OFFICER IN CHARGE (OIC), Fed LOBBIN' BOB, and the LAPD NEGOTIATOR, cell in hand. Suddenly, a single GUNSHOT is heard from within the bank. Heads drop.

LAPD NEGOTIATOR

Son of a bitch.

Nick, Tony Z, Borracho walk up shaking their heads.

BIG NICK

What the hell you doing?!

BOB

You were running surveillance, and let this shit go down?!!

BIG NICK

No! We were first on scene, relax!

BOB

You're so full of shit, Flanagan. You just got somebody killed!

BIG NICK

You heard the demands, you stupid motherfucker! You put a fucking negotiator on?!!!

The two sides are about to brawl.

BIG NICK (CONT'D)

Fuckin' jarheads. Nice haircuts -

LAPD COPS

Fuck you!

TONY Z / BORRACHO

Fuck you!

(CONTINUED)

102 CONTINUED:

102

BOB

Get SWAT on standby.

LAPD NEGOTIATOR

They're already on the way.

103 INT. BANK - DAY

103

All of the HOSTAGES shake with fear. Donnie, Bosco and Enson cover the room. The PHONE rings. The Bank Manager answers.

LAPD NEGOTIATOR

This is the Los Angeles Police Department. I will now be your contact. You can call me Tim. Is this the man in charge?

Merrimen glares at the Bank Manager. Sweat runs down his face.

BANK MANAGER

This is the branch manager. I'm speaking on the man in charge's behalf.

LAPD NEGOTIATOR

Do you have a name, branch manager -

The Bank Manager speaks urgently as he looks at Merrimen.

BANK MANAGER

- listen. They've already killed one of the hostages. A woman. They will not speak to you again. If you call back again before their demands are met, they will kill another. Just send what they want!

ON THE LAPD NEGOTIATOR -- looks to Lobbin' Bob.

LAPD NEGOTIATOR

How long's it gonna take?

BOB

We haven't tracked down a Helo quite yet. And right now, they're telling me, we only have about 6 million in petty cash.

LAPD NEGOTIATOR

Mix in bunk bills to cover it.

BOB

(nods)

...buy us 2 hours.

(CONTINUED)

ON THE BANK MANAGER AND MERRIMEN -- staring at the phone.

LAPD NEGOTIATOR

...the money and the helicopter are en route. But, please, please understand, this takes a while. You need to be patient. You need to give us 90 minutes.

Bank Manager looks to Merrimen. Merrimen nods.

BANK MANAGER

...okay. Don't call back, or another hostage dies.

Merrimen hangs up, duct-tapes the Bank Manager's mouth. Enson tosses Merrimen a flour sack. He pulls it over the Bank Manager's head. Enson and Donnie DUCT-TAPE ALL OF THE HOSTAGES MOUTHS, pull WHITE FLOUR SACKS OVER THEIR HEADS. Hostages start whimpering, muttering prayers, think they're going to die.

The crew goes to the vault. Except for Merrimen. He pulls out a cell-phone, dials. Walks to the window, looks outside.

ON BIG NICK -- at the squad car. He, Lobbin' Bob and LAPD study SCHEMATICS OF THE BANK spread out over the hood.

Nick's cell vibrates. He checks the number, squints his eyes, doesn't recognize it.

BIG NICK

What's the prefix here?

TONY Z

562.

Nick steps away, answers.

MERRIMEN

(over cell)

Watching?

The voice makes Nick freeze. He slowly turns to face the bank.

BIG NICK

...yep... How the hell you gonna get out of this one?

ON MERRIMEN -- staring through the blinds at Nick, distantly visible through the traffic down the street.

(CONTINUED)

MERRIMEN

Not sure yet.

BIG NICK

(over cell)

...you get my number from her cell?

Merrimen plays it very cool. Just watches Nick.

ON BIG NICK -- staring at the bank, and his enemy.

MERRIMEN

I'm not cuffing up.

Nick weighs his response to the threat made clear.

BIG NICK

That's all right. I didn't bring my cuffs anyway...

Long pause on the other end. Nick's eyes are locked onto the bank. Then:

MERRIMEN

I can see that.

Click. Merrimen hands up. COME IN TIGHT ON NICK. He clenches his jaw, salivates, mind racing. Tony Z walks up.

TONY Z

Was that who I think it was?

BIG NICK

Yup.

IN THE VAULT -- Enson and Bosco feverishly prep the shape-charge. Merrimen enters, checks his watch. 2:14.

CAMERA FLOATS back into the bank, past the bound and gagged hostages, into the BATHROOM, where the Latina lies. No blood anywhere. COME IN TIGHT ON HER -- her breaths can be seen against the flour sack. SHE'S ALIVE.

AT THE LAPD SQUAD CAR -- Suddenly a thunderous THUMP rattles the street. The GROUND SHAKES BENEATH THEIR FEET. Telephone poles sway. CAR ALARMS go off.

BOB

They just blew the safe.

IN THE VAULT -- Smoke billows. MERRIMEN'S POV -- looking into a GAPING HOLE. NOT IN THE SAFE. IN THE VAULT FLOOR.

(CONTINUED)

ON BIG NICK -- with all the Regulators at the squad car, huddling over schematics of the bank.

BIG NICK
What's this here?

TONY Z
An old sewer line. But see here...
(points to the schematic)
Looks like it might've been cemented off.

Nick's eyes wander, stop on something 50 feet from him. A MAN-HOLE. In the middle of the street. COME IN on the man-hole...

ON BIG NICK -- eyes on the manhole... Realization sets in.

BIG NICK
...they didn't blow a safe.

He looks to Tony Z, Gus, Borracho. They don't disagree. Something here is very, very off. Nick turns to Lobbin' Bob:

BIG NICK (CONT'D)
Where are you with Parker?!

BOB
We're waiting on clearance, Flanagan -

BIG NICK
- to hell with clearance! We gotta move!

BOB
(motions to the bank)
Like they're going somewhere!? Relax!

Nick seethes. He looks to his crew, they to him.

Suddenly, Nick walks off, toward his truck. Reaches behind his seat, pulls out a TIRE-IRON, slams the door shut. He cuts through traffic, and runs straight toward the bank.

ON TONY Z, GUS, BORRACHO, LOBBIN' BOB and LAPD -- cognizant now of what Nick is doing. Tony Z, Gus can't help but laugh.

GUS
Gotta be shitting me.

BOB
Is he off his meds?! TELL HIM TO GET THE
FUCK BACK!!!

ON BIG NICK -- too late. He pulls his Glock, flips the safety off as he saunters right up to the bank's glass doors.

(CONTINUED)

103 CONTINUED: (4)

103

Peers inside. SEES HOSTAGES ON THE FLOOR, BUT NO SIGN OF BAD GUYS. Pushes on the door, feels that it's barricaded. Steps back, SWINGS THE TIRE-IRON INTO THE GLASS DOORS, SHATTERING THEM.

ON TONY Z, GUS, BORRACHO, MURPH -- racing to back their partner up. They present their weapons, cut across the street.

ON BIG NICK -- climbing through the window, weapon drawn. He sweeps the room, passes over the bound hostages, heads back toward the vault. His heart pounds in his ears and his eyes widen as he moves through the smoky air.

104 INT. VAULT - DAY

104

Nick enters. Looks down, and sees it -- THE GAPING HOLE BLOWN IN THE FLOOR. A SEWER-LINE is barely visible below.

ON THE REGULATORS AND LAPD -- breaching into the bank, weapons drawn.

IN THE VAULT -- LAPD enters. NO SIGN OF ANYONE.

LAPD Cop shines his flashlight into the gaping hole. And there stands Big Nick. Down below in the sewer. He looks up.

BIG NICK
Got a flashlight?

105 EXT. NEIGHBORHOOD - DAY

105

MERRIMEN, ENSON, DONNIE AND BOSCO EMERGE FROM A MANHOLE ONTO A NEARBY STREET in a quiet neighborhood. Parked right there, the BRINKS ARMORED TRUCK.

The commotion outside of the bank can be seen BLOCKS AWAY.

They mount the truck, start pulling off their clothes for a wardrobe change. Doors shut. Merrimen guns it.

106 INT. SEWER TUNNELS - DAY

106

Big Nick stands at a sewer "intersection", part of the endless SUBTERRANEAN LABYRINTH beneath our city streets. He shines the flashlight down the various routes. 40 meters behind, LAPD and SWAT inspect the hole left in the vault.

Tony Z and Gus approach Nick. Both realize, the suspects are long gone. Which direction they fled is a pure guessing game.

TONY Z
Christ... Where does it all lead to?

(CONTINUED)

106 CONTINUED:

106

GUS
Where doesn't it?

Nick turns to face them, a wry look on his face.

BIG NICK
You know what this whole thing is?
...It's a decoy... It's a fucking decoy.

They all look to one another, come to the same conclusion...

TONY Z
...The Fed.

107 INT. ARMORED TRUCK - DAY

107

They've slipped into new outfits -- Merrimen and Enson into BRINKS UNIFORMS, Donnie into his DIN TAI FUNG DELIVERY CLOTHES, Bosco into DWP GEAR.

ENSON
(into nextel radio)
Ghetto Bird, this is Lava. We confirmed?

108 EXT. RAMPART STREET - DAY

108

Mack stands by a street level OPEN EXCHANGE BOX, his equipment taped in. He speaks into his secured nextel:

MACK
Check. Appointment's 2:45. Got 2 minutes.
And that Chinese better be some cold ass
food. They ordered an hour ago, over.

109 INT. ARMORED TRUCK - DAY

109

Merrimen pulls to the side of the road. Bosco hops out with his DWP gear. Merrimen's Suburban is parked there.

They drive off. RUN A FINAL CHECK of the MONEY TUBS' CONTENTS. Cash is bundled, secured. Check the BofA Deposit Slips, Donnie's supplies -- over-sized ZIP-LOCK BAGS, HAIR GEL.

ENSON
(into shoulder-fitted
nextel)
Peckerwood, all set?

Donnie can hear Enson in the EAR-PIECE buried in his ear. Donnie gives Enson a thumbs up, takes a deep breath. Enson pulls the top off one of the money tubs.

110 EXT. BANK OF AMERICA - DAY

110

Big Nick and his boys exit the bank, breeze past Lobbin' Bob and the LAPD, who comb over the Econoline Van. Lobbin' Bob shakes his head to himself as Nick passes.

BOB

You need professional help.

BIG NICK

Desperately...

(shoulder taps Bob as he blows
past)

My bad last time. Your crime scene.

Nick salutes Bob with a solidarity fist pump. Bob holds his hands up in surrender, unsure where the hell Nick is going. Nick, Tony Z, and Gus mount their vehicle, leave the scene.

111 EXT. THE FED, ARMORED CAR ENTRANCE - DAY

111

Merrimen and Enson pull up to the security gate at The Fed. The Receiving Guard, JACKSON, black, 62, leans out from the bulletproof SECURITY BOOTH, doesn't recognize them. New guys.

JACKSON

Got you on a new route?

Merrimen hands Jackson a SCHEDULED DROP CONFIRMATION.

MERRIMEN

Yeah, they switched us over this week.

Jackson picks up a PHONE. Speaks into it:

JACKSON

Got a 3 o'clock for BofA?

Jackson waits for the confirm, inspects the "Scheduled Drop Confirmation". He looks over Merrimen, glances inside the truck. RECEIVING GUARD#3 steps out from the booth, holding a POLE with a MIRROR ATTACHED to the end of it. Runs it along the bottom-side of the truck, inspects the underbelly.

MERRIMEN

If it's a problem, we can have base
reschedule.

JACKSON

It takes a sec...While we're waiting,
could I bother you for your ID's?

(CONTINUED)

111 CONTINUED: 111

Merrimen hands Jackson their BRINKS IDS. Jackson looks them over. Merrimen shifts a little. What's taking so damn long? Jackson listens in the phone, hangs up. Jackson hands Merrimen their IDs, waves them through as the GATES FINALLY RISE.

112 INT. THE FED, RECEIVING DOCK - DAY 112

Merrimen guides the truck along a WINDING CIRCULAR DRIVEWAY that leads 5 stories down. They approach the RECEIVING DOCK. Receiving Guard#2, MONROE, guides them into the dock.

Merrimen and Enson hop out. Open the rear doors of the truck, wheel out MONEY TUBS, "FRB-LA" emblazoned on all.

MONROE
B of A, 2.2?
(Merrimen nods)
Sign here.

Merrimen signs the RECEIVING CONFIRMATION FORM. As he does, Monroe eyeballs him. Looks at his ID.

MONROE (CONT'D)
You new, Marc?

MERRIMEN
Yes sir.

Monroe nods, glances at his watch, annoyed. This is one to watch out for. He's suspicious by nature. Fastidious.

MONROE
You're late.

MERRIMEN
Yeah, we got caught up in traffic.

Merrimen smiles. Monroe doesn't.

MONROE
I don't know where they had you guys routed before, but we run a tight, tight ship here. If you're going to be late, have base call in. You should know that.

MERRIMEN
I know, I know. Traffic was -

MONROE
- just have them call.

(CONTINUED)

112 CONTINUED:

112

Monroe grabs the clipboard. Moves off. Enson and Merrimen wheel the MONEY TUBS to the RECEIVING BAY. Behind the wall of 3" thick bulletproof plexiglass are the count rooms, bustling with activity. Most employees look like they've been plucked from the *Universal City Walk*. Minorities with *iPods* in their ears, or fat white women and old white dudes with ponytails.

Merrimen eyes the omnipresent cameras above. LUIGI and JUNIOR approach, laughing about something, moving through a series of man-traps. Luigi nods to them, motions for Merrimen to pass the *B OF A FEDERAL RESERVE DEPOSIT SLIP* through a SLOT. Merrimen does. Luigi reads it, shouts through the glass:

LUIGI
Hundreds?!
(Merrimen nods)
We're a little backed up. Be about 45ish!

Merrimen gives him a thumbs-up. Enson pushes the money tubs into a MAN-TRAP CHUTE. Shuts his side. Opposite side then opens. Luigi and Junior punch the tubs through the man-traps into the 100 dollar count room.

MERRIMEN'S POV -- of the banknote machine. In the CLEAR TUBING, A HUGE STACK OF HUNDREDS WAITS TO BE SHREDDED.

113 INT. THE FED, 100 DOLLAR BANKNOTE COUNT ROOM - DAY

113

Merrimen's BofA tubs are in line, about 4 back. Luigi and Junior run bundles of 100's through the counting machine. The stack of UNFIT 100s grows further. Junior blasts *Power 106*.

COME IN ON the LAST BofA MONEY TUB. DISSOLVE through its plastic exterior, and MORPH inside -- DONNIE RESTS IN THE DARKNESS, CURLED INTO A BALL, SITTING AMIDST THE 100 NOTE BUNDLES, SWEAT POURING FROM HIS BODY.

He struggles to take LONG, SLOW, DEEP, QUIET BREATHS. He whispers into a NEXTEL MIC hidden beneath his shirt:

DONNIE
Repeat Offender, this Peckerwood. I'm in.

ON MERRIMEN -- hears the message over nextel. Looks around. No sign of Monroe.

MERRIMEN
(quietly)
Greenpeace, this is Repeat Offender.
Peckerwood is in, over.

114 INT. SUBTERRANEAN TUNNELS - DAY 114

Bosco speaks back into his nextel:

BOSCO

Roger that, Repeat Offender. Lights out.

He engages a series of controls on the grid.

115 INT. THE FED, SECURITY NERVE CENTER - DAY 115

Cam checks the security control board, shakes his head. Shouts through the bulletproof glass to Johnny:

CAM

We're brown again! Gotta shut down.
Pull'em out of the count rooms!

Johnny nods, speaks into a secured radio, as Cam checks the SURVEILLANCE SCREENS. COME IN ON MONITOR 14 -- the count room.

116 INT. THE FED, RECEIVING DOCK - DAY 116

TIGHT ON MERRIMEN'S EAR. An EARPIECE inside. Locked into the internal radio wavelength. Overhears Johnny:

JOHNNY

(in earpiece)

...we're going brown. Gotta shut down for a bit. All teams go ahead and take 10.

MERRIMEN

(quietly into nextel)

Get ready to go.

117 INT. THE FED, 100 DOLLAR BANKNOTE COUNT ROOM - DAY 117

Luigi shuts down the counting machine. He and Junior punch out of the man-trap, step into the hallway, lock the doors. Quiet inside now. Just the sounds of *Power 106*.

ON MERRIMEN -- through several walls of man-trap glass, he sees Junior and Luigi LEAVE THE COUNT ROOM.

MERRIMEN

(into nextel)

You're clear.

ON DONNIE -- crammed inside the tub. Very, very slowly opens the top lid. He looks to the FLUORESCENT LIGHT PANEL 10' above. He extends a thin, RIGGED CAR ANTENNA, inches it out, extending it upward. 2 feet further.

(CONTINUED)

117 CONTINUED:

117

ON MERRIMEN -- he and Enson feign interest in the *LA Times*. Merrimen's eyes furtively glance around -- MERRIMEN CAN MAKE OUT THE ANTENNA. All the FED EMPLOYEES head for the cafeteria.

ON DONNIE -- couple of inches further.

ON CAM -- in the security nerve center, reading a mag instead of looking at monitor 14, where the antenna is barely visible.

ON DONNIE -- lightly jerking the antenna up, into the fluorescent bulb. Jabbing it. Can't break it.

ON MERRIMEN -- 2 Employees walk right past the 100 banknote count room. Merrimen and Enson tense. The employees disappear into the cafeteria.

ON DONNIE -- jerks it again. POP. A small shower of glass. The BULB goes dark, causing the entire BAY OF FLUORESCENTS TO FLICKER slightly. Donnie quickly inches down the antenna.

DONNIE
(into mic)
Am I clear?

ON MERRIMEN -- sees the lights flickering. Scans the area.

MERRIMEN
(whispers into nextel)
Clear. Go. Go.

ON CAM -- still reading. MONITOR 14 GOES DIM. WHITE NOISE.

ON DONNIE -- slides the top open further. Looks around. Holy shit. He's here. Fed Employees walk past, down the hallways. He lowers to the ground, crawls over to the count machine. To the CLEAR TUBE, just above the shredding compartment.

His eyes widen as he takes in the sight -- piles and piles of 100 dollar notes. TENS OF MILLIONS OF DOLLARS.

From underneath his shirt, he slides out the OVERSIZED ZIP-LOCK BAGS. Clicks open an undercarriage of the tubing, reaches in, and STARTS SHOVING MONEY INTO THE ZIP-LOCKS.

118 INT. NICK'S TRUCK - DAY

118

Big Nick tears through city streets. Gus white-knuckles it while riding shotgun. Tony Z in back. Nick keys the radio:

(CONTINUED)

118 CONTINUED:

118

BIG NICK
(into radio)
We'll take north south streets, Fig and
Grand. You take east west, 6th and 8th.

119 INT. CROWN VIC - DAY

119

Murph drives, haul's ass. Borracho rides shotgun, on the
radio:

BORRACHO
(into radio)
We got it.

120 INT. THE FED CAFETERIA - DAY

120

Fed Employees watch TV, munch on shit from vending machines.
DORIS, the fat black girl with long candy-stripe fingernails,
checks her watch. Her "buddy" SHARON is upset:

SHARON
What's taking them so goddamn long?

DORIS
Need to lose weight anyway, honey.

Sharon dials a company phone. Other end answers:

MALE VOICE
(thick Chinese accent)
Din Tai Fong.

SHARON
It's Sharon, at the Fed. We ordered
almost an hour and a half ago. I only
have so much time for a lunch break -

121 EXT. RAMPART STREETS - DAY

121

Mack, on the VERIZON test phone, does his best Chinaman:

MACK
- es coming. Be dare in a few meenute.

Sharon huffs. She hangs up.

122 INT. THE FED, 100 DOLLAR BANKNOTE COUNT ROOM - DAY

122

Donnie works as fast as he can, rifling cash into zip-locks.

MERRIMEN
(over earpiece)
They just called for the Chinese. Hurry.

(CONTINUED)

122 CONTINUED:

122

Donnie fills another bag, seals it, circumvents the shredders, and stuffs it into the CHUTE that leads into the floor. The zip-lock bag slides downward out of sight.

CAMERA FOLLOWS THE ZIP-LOCK -- filled with MILLIONS OF UNSHREDDDED DOLLARS, as it splashes into the vat, where the mixing arm stirs the bag into the wet cement.

123 INT. THE FED, SECURITY NERVE CENTER - DAY

123

Johnny enters. Notices Monitor 14 is on the fritz.

JOHNNY

14?

Cam looks. Taps the screen. Nothing.

JOHNNY (CONT'D)

Is motion out in there?

CAM

Yeah. We're still brown.

JOHNNY

Better override, turn it on.

ON DONNIE -- shoveling bags down the chute, when he notices a RED BEAM on his arm. He freezes.

ON CAM -- a light flashes on monitor 14, and an alarm sounds.

CAM

(into secured radio)

Luigi, you there?

ON LUIGI -- in the cafeteria. Clips the radio off his belt.

LUIGI

(into radio)

Yeah?

CAM

(over radio)

Check the 100 count. Motion just went off.

ON MERRIMEN -- having over heard it all. He looks to Enson:

MERRIMEN

Step on them. Quick.

Enson reaches in his pocket, presses down on a secured radio "talk" button.

(CONTINUED)

MERRIMEN (CONT'D)
(whispers into nextel)
Get out now. You set it off. Get out.

ON DONNIE -- shuts the shredding tube. Scurries behind the counting machine, to an AIR VENT IN THE FLOOR. Starts unscrewing the screws holding it down.

ON LUIGI -- hits "talk" to speak, but gets cut off by STATIC coming from the radio.

ON CAM -- hits "talk" on his radio.

CAM
(into radio)
Luigi, you -

But all he gets is LOUD STATIC AND WHISTLES.

CAM (CONT'D)
(into radio)
Damn it. Luigi, you're steppin' on me.

Nothing but feedback. He slams the radio.

CAM (CONT'D)
What's going on here today?!
(to Johnny)
Somebody's steppin' on the goddamn radio.

Cam enters, shouts to Luigi.

CAM
You gotta let go of the talk button.
You're steppin' on the line!

LUIGI
(holds up his radio)
It's not me. We back on yet?

CAM
No. Check the 100 count please. Motion went off. Switch to line 5.

ON LUIGI and JUNIOR -- walking toward the count room.

ON DONNIE -- frantic. Fumbling with the SCREWS. One left.

MERRIMEN
(over ear-mic)
They're right there. 15 seconds.

124 CONTINUED:

124

ON LUIGI and JUNIOR -- approaching the man-trap.

ON DONNIE -- unscrews the last one. Lifts up the vent.

ON LUIGI and JUNIOR -- punching in their codes.

ON MERRIMEN and ENSON -- about to explode. Enson looks to his right. Monroe's looking at him. Enson looks away.

ON LUIGI and JUNIOR -- man-trap clicks open. They enter, search the room. Luigi peeks behind the counting machine. Nothing back here. Just wires, outlets, dust, and the air-vents. Luigi punches the radio -- all static.

He remembers, switches to line 5:

LUIGI
(into radio)
This is Luigi. Nothing here.

ON MERRIMEN --

MERRIMEN
(into nextel)
Where are you?

125 INT. THE FED, VENTILATION SYSTEMS - DAY

125

Donnie, squeezed inside of the AIR-DUCTS, COOL AIR-CONDITIONED WIND BLASTING past him. His heart pounding.

DONNIE
(into mic)
In the vents.

ON MERRIMEN -- all he hears is wind-blown static.

MERRIMEN
(into nextel)
Say again?
(there's no answer)
...shit.

ON LUIGI -- Cam's voice comes over his radio:

CAM
(over Luigi's radio)
I'll juice up the room. Run the count,
make sure it's on.

Power returns to the counting machine. Luigi and Junior continue their job of feeding the cash into the machine.

(CONTINUED)

Luigi waves to Merrimen and Enson, gets their attention, mouths and motions to them, "give us 20 minutes."

ON MERRIMEN and ENSON -- waving back, "no problem."

MERRIMEN
(into Nextel)
Greenpeace. You're done. Cut out.

ON BOSCO --

BOSCO
Roger that, cutting out.

Bosco hurriedly cuts out, pulling wires, resetting the power. He packs up his gear and rushes toward the exit.

ON JUNIOR -- opening Merrimen's BofA tubs. First one, full. Second one, full. Third one -- only a dozen bundles lying haphazardly on the bottom of the tub.

JUNIOR
They put like 10 bundles in this tub.

Luigi looks back, furrows his brow, then shrugs. He turns on the shredders. COME IN ON the remaining 100 dollar notes in the clear exit tube, as they are sucked into the shredders.

ON DONNIE -- in the ventilation shaft. Almost pitch black in here. Light creeps in through the air vents. He crawls as fast and quietly as he can, air blowing in his face.

Comes to a VENTILATION-SYSTEM INTERSECTION. Pulls a SMALL NOTE from his pocket WRITTEN ON A HOFBRAU BAR NAPKIN -- a HAND-DRAWN MAP OF THE VENTILATION-SYSTEM, with a RED-LINE designating his route. It POINTS UP. Donnie looks up. 12 feet above is an opening to another shaft.

ON LUIGI and JUNIOR -- finishing the count. Luigi checks a counter on the machine -- a number visible in red LED.

LUIGI
What's the total?

JUNIOR
Seven twelve, two one four.

The LED counter reads -- 712,214. Luigi grabs the radio.

LUIGI
(into radio)
The count is on.

(CONTINUED)

ON MERRIMEN -- watches as Junior and Luigi head their way through the man-traps toward him.

ON DONNIE -- climbing up, feet and hands pressed into the sides of the shaft. Exhausting, slow, isometric movement. Donnie's muscles quiver. He reaches for the vent opening, almost losing his grip, SLIPS, GRABS ON WITH HIS FINGERTIPS.

One final heave, he pulls himself into the upper ventilation shaft. Cringes in pain, his fingers throbbing. He wedges himself in. Light spills up from a vent 20' ahead. Looks at his map. X marks the spot, right over that vent. He starts to wiggle forward, GETS STUCK. It's too narrow.

ON MERRIMEN -- Luigi returns the DEPOSIT RECEIPTS and TUBS.

LUIGI (CONT'D)
(shouts through the glass)
Why'd you only have like 10 bundles in
the last tub?

MERRIMEN
I'm sorry?

LUIGI
The third tub. It was practically empty.

MERRIMEN
...That's the way we got'em.

LUIGI
Next time you have anything less than 20
bundles, just put them in a cash sack. A
lot easier.

MERRIMEN
Sorry about that. Just learning the
ropes.

Luigi nods. Merrimen waves bye politely, moves for the truck.

DONNIE -- stuck in the shaft. He's pulled his shirt off, and is rubbing HAIR-GEL all over the shaft's walls. He extends his arms forward, starts dragging himself through the shaft.

It works. He squeezes toward the opening ahead, the tightness of the shaft's walls pressing on his chest, causing him to gasp in short breaths.

Barreling ahead. Downtown skyline can be seen.

127 INT. THE FED, VENTILATION SHAFT - DAY 127

Donnie drags himself to the vent. Next to the vent, in the shaft, IS THE PLASTIC DIN TAI FUNG TAKE-OUT BAG.

DONNIE'S POV -- just below is the MEN'S BATHROOM. He's directly above one of the three toilet stalls. The bathroom's empty. Donnie takes a deep breath, then pulls up the vent. HE DROPS THE CHINESE TAKE-OUT ONTO THE MIDDLE STALL FLOOR. Stall#2.

128 INT. ARMORED TRUCK - DAY 128

Merrimen drives, winding up the circular driveway. Jackson raises the gates, waves "bye" to Merrimen and Enson. Merrimen smiles, gives Jackson a two-finger salute.

129 INT. THE FED, MEN'S BATHROOM - DAY 129

Donnie lowers himself down, WHEN THE BATHROOM DOOR OPENS. He quickly pulls his legs back up. Holds his breath.

It's Johnny. He moves for Stall#1. Sits on the toilet, groans. If he were to look up, he'd see a sweaty bare-chested man hovering over him in the vent, covered in pink hair-gel. But he doesn't. He's enjoying his quiet time. Johnny finishes up, flushes, and leaves.

Donnie goes for it, quickly HOPS DOWN INTO THE STALL. He pulls his shirt back on. Tries to wipe the gel off of his arms with toilet paper. Flushes it down.

He comes out of the stall. Checks himself in the mirror. Wipes sweat from his forehead. Calms himself. This is it.

130 EXT. DOWNTOWN STREETS - DAY 130

The Armored Truck pulls up next to Merrimen's Suburban, parked roadside. Bosco's at the wheel. Bosco follows Merrimen as they pull out into the streets.

131 INT. THE FED CAFETERIA - DAY 131

Doris and Sharon pay Donnie.

DONNIE

...one of the guys didn't come into work.
They had me doing all the deliveries.

DORIS

I'm sorry, I'd tip you honey, but that
just took too damn long.

(CONTINUED)

131 CONTINUED: 131

Doris winks at Donnie. Donnie nods sheepishly, leaves.

132 INT. THE FED, WASTE DISPOSAL AREA - DAY 132

The WASTE DISPOSAL GUYS toss the MONEY BRICKS into the DUMPSTER.

COME IN ON ONE OF THE BRICKS -- a corner of one of the zip-locks protrudes an inch out of the brick.

133 INT. THE FED, HALLWAY - DAY 133

Donnie moves toward the elevator, passes the JANITOR. Glances at him. The Janitor is WOLFGANG.

134 INT. THE FED, ELEVATOR - DAY 134

Donnie, tension racking his body, can't stop fidgeting, sweating. The elevator doors open.

135 INT. THE FED CAFETERIA - DAY 135

Doris and Sharon, opening all the little take-out boxes.

136 INT. THE FED, WASTE DISPOSAL AREA - DAY 136

The HULKING ORANGE WASTE MANAGEMENT TRUCK beep-beeps as it backs up to the dumpsters. ALEXI hops out, lowers the lifting arms, and unloads the dumpster into the belly of his truck.

137 INT. THE FED, LOBBY - DAY 137

Donnie approaches the EXIT MAN-TRAP. The man-trap opens. Donnie enters, waves nicely to the SECRET SERVICE GUARD out front. Looks at the red light, waits for it to turn green.

ON THE SECRET SERVICE GUARD -- checking the SIGN-IN SHEET. DOESN'T SEE DONNIE'S NAME. Furrows his brow.

ON DORIS and SHARON-- digging into the food, taking famished bites. Sharon stops chewing. Spits the food out into a napkin. Looks up at Doris in disgust. Doris shrugs:

DORIS

What? Damn you're finicky.

DONNIE -- waiting in the man-trap. Eyeing the light. Still red.

SECRET SERVICE GUARD -- flipping through the sign-in sheet. Looking for Donnie's name. Confused. GLARES AT DONNIE.

SHARON -- she's on her cell-phone, pissed off.

(CONTINUED)

137 CONTINUED:

137

SHARON

I wait almost 2 hours and when it finally comes it's cold?! What kind of bullshit -

COU-CHI'S VOICE

- ma'am! Ma'am. I sorry. I got no oder fom you today. No oder. You never call.

SHARON

We never called?!

138 INT. THE FED, LOBBY - DAY

138

Secret Service Guard still stares at Donnie, when the PHONE at his desk starts ringing. Finally, he hits the man-trap button.

ON DONNIE -- light turns GREEN, and the man-trap opens.

SECRET SERVICE GUARD

Sorry to keep you waiting buddy, but ah...

The phone at his security desk continues to ring.

SECRET SERVICE GUARD (CONT'D)

I don't have you signed in. I just stared my shift, but, I don't see your name.

Shows Donnie the sign-in sheet. Sure enough, his name isn't there. THE PHONE IS STILL RINGING. THE GUARD REACHES FOR IT.

DONNIE

I thought I signed in with what's his name? The guy on the last shift.

Secret Service Guard debates. Looks at Donnie. He carries nothing. Screw it. The phone still rings. Has to answer this.

SECRET SERVICE GUARD

Forget it. Have a good one, buddy.

DONNIE

All right, you too.

Donnie heads for the front doors, quickens his pace as the Guard answers the phone.

COME IN ON SECRET SERVICE GUARD as he answers. Sharon can be heard on the other end, shouting something.

SECRET SERVICE GUARD

Wait. What?

(CONTINUED)

138 CONTINUED: 138

Secret Service Guard furrows his brow, looks outside, sees Donnie disappearing into the downtown streets.

139 EXT. DOWNTOWN STREETS - DAY 139

ON DONNIE -- hustling away from the Fed, looks back over his shoulder, tries not to break out into a sprint. Rounds a corner, spots a VERIZON VAN parked there. Heads for it.

140 EXT. THE FED - DAY 140

ON CAM, JOHNNY, SECRET SERVICE GUARD -- searching the street for Donnie, AS THE ORANGE WASTE MANAGEMENT TRUCK PASSES BY. CAMERA FOLLOWS the Orange truck as it heads south on Grand.

A BLOCK AHEAD, ARMORED TRUCK AND MERRIMEN'S SUBURBAN MERGE INTO TRAFFIC, AND FOLLOW IT.

141 INT. NICK'S F-150 TRUCK - DAY 141

ON NICK, GUS and TONY Z -- desperately searching the downtown streets for their suspects. Gus and Tony Z share a look.

142 INT. ARMORED TRUCK - DAY 142

ON MERRIMEN -- tailing the Orange truck, doing his best to negotiate the heavy Friday traffic. The Suburban is ahead, holding a tighter tail. Merrimen can't keep up.

MERRIMEN
(into nextel)
Stay tight stay tight! I'm stuck.

Tries to change lanes. Someone behind honks, blocks him in.

143 INT. SUBURBAN - DAY 143

ON BOSCO -- behind the wheel, 3 car lengths back. The Orange truck approaches a traffic light. It turns yellow. The Orange truck accelerates, blows the light. Bosco swerves into an open lane. Still yellow. He guns it. It turns red. Sees a MOTORCYCLE COP. Cringes as he blows the red.

Bosco looks back. Motorcycle cop bangs a left, didn't notice. Bosco sighs, looks ahead -- the Orange truck turns right blocks ahead. Bosco punches it. Bangs a right.

BOSCO
(into nextel)
Go right on Gage! Right on Gage!

144 EXT. VERNON STREETS / VERNON CITY DUMP - DAY 144

The Orange waste management Truck turns down a small side-street, nears the VERNON CITY DUMP. Crosses an alley that intersects the street. THE ARMORED TRUCK EMERGES FROM THE ALLEY, CUTS THE ORANGE TRUCK OFF.

The Orange Truck's brakes lock up. Squeal to a halt. Behind, the Suburban SANDWICHES THE ORANGE TRUCK IN.

Bosco jumps from the Suburban, HK in hand. Runs up to the Orange truck's cab, points the HK inside.

BOSCO
GET OUT!

The Driver takes one step out, when Bosco BRINGS THE BUTT OF THE HK ACROSS HIS SKULL. The driver collapses in a ball.

Bosco jumps into the truck's cab, Enson into the Suburban. All 3 vehicles tear away from the scene.

COME IN ON THE WASTE MANAGEMENT DRIVER, grimacing in pain. Only it isn't Alexi. IT'S BAS.

145 EXT. DOWNTOWN STREETS - DAY 145

ON DONNIE -- nearing the Verizon Van. Mack appears next to it, meets eyes with Donnie. Then Mack suddenly backs up.

Donnie spins. A VEHICLE ALMOST RUNS HIM OFF THE ROAD, slams to a stop. Donnie jumps to avoid getting hit. Doors open. Donnie is grabbed, tossed in. Abducted in seconds.

Mack turns away, plays it off as if uninvolved. The vehicle takes off. Nick's F-150.

146 EXT. "PACIFIC AUTO SCRAP & SALVAGE", SOUTH GATE - DAY 146

A sprawling, neglected junk yard. Scraped cars stacked 5 high. The Armored Truck pulls into the yard, the Suburban and Orange Truck right behind it. They all come to a stop.

SAMOAN MAFIA, Enson's bros, receive the Armored Truck. Merrimen jumps out of the Armored, retrieves his gear. Enson nods to his Samoan boys. THEY IMMEDIATELY START TO STRIP-DOWN THE ARMORED TRUCK, make it disappear.

147 INT. NICK'S TRUCK - DAY 147

Tony Z roughs Donnie up in back. Nick looks at their captive.

(CONTINUED)

Donnie's scared, confused, can't believe he got burned. Nick has had it. He lets go of the wheel, lurches back at Donnie, attacks him, pounds his face.

BIG NICK
ASSHOLE, WHERE IS HE?!

Nick tears at Donnie's shirt, and in the process RIPS THE MIC AND A NEXTEL TRANSMITTER FROM DONNIE'S WAIST. Nick looks at it briefly. Then throws it out the window.

ON MERRIMEN -- loading gear into the Suburban, when he hears the commotion over the nextel. He strains to hear more closely, but the line goes dead.

ON NICK'S TRUCK -- Donnie is curled into a defensive ball. Blood pours from his mouth. Tony Z cuffs Donnie's right hand to the door handle, jams a gun into gut.

TONY Z
Game's up, that's it.

DONNIE
Pacific Salvage. Junk yard in South Gate.

Donnie looks to them. They to him, making sure this is solid.

DONNIE (CONT'D)
That's our rally point. Ditching the truck there. They'll get there any minute, if they're not already.

Nick and Tony Z share a look. It's solid. Nick steps on it, gets on the radio. Gus brings the location up on their GPS.

BIG NICK
(into radio)
Pacific Auto Scrap and Salvage. Alameda Corridor, South Gate...

ON MERRIMEN -- Nextel suddenly crackles in Merrimen's ear.

MACK
(over nextel)
Repeat Offender, Ghetto Bird. Peckerwood is burned, over.

Merrimen pushes the nextel deeper into his ear:

MERRIMEN
(into nextel)
Repeat?!

(CONTINUED)

147 CONTINUED: (2)

147

MACK
(over nextel)
Peckerwood is burned! They got him.

Merrimen stops, squeezes his eyes shut.

MACK (CONT'D)
(over nextel)
But I'm clean. Where am I going man?!!

Merrimen pauses, doesn't respond. Then he clicks off.

148 INT. CROWN VIC - DAY

148

Murph and Borracho listen to Nick's lead over radio:

BIG NICK
(over radio)
...suspects there now. We're 5 minutes
out.

Borracho pulls it up on their GPS. Murph keys their sirens.
They slice through and past traffic.

149 EXT. "PACIFIC AUTO SCRAP & SALVAGE", SOUTH GATE - DAY

149

Frantic, focused activity as the Orange Truck is wiped down,
striped of any incriminating evidence. Enson throws all of
the *Brinks* gear in a BARREL. Pours lighter fluid all over the
clothes, LIGHTS THE BARREL AFLAME.

Bosco engages the dump-truck's controls. The rear of the dump-
truck rises and opens, ALL OF ITS CONTENTS SPILLING OUT.
MERRIMEN AND BOSCO RIFLE THROUGH THE PILE OF REFUSE, FIND THE
MONEY BRICKS. They quickly drag them to the Suburban, throw
them in back. Slam the rear doors.

Merrimen fires up the Suburban's engine. Enson looks to him:

ENSON
Our other two?

MERRIMEN
They're burned.

Enson nods, but doesn't like it. Bosco jumps in the
Suburban. Enson looks to his Samoan bros, then mounts up.
They tear out.

150 EXT. ALAMEDA CORRIDOR - DUSK 150

Semis, Big Rigs, and rush hour traffic pack the main artery into the Port of Los Angeles. The Suburban pushes through aggressively best it can.

151 INT. SUBURBAN - DUSK 151

Tension thick as their progress is slowed further by gridlock. Enson checks his watch. Merrimen's eyes bounce back and forth between the road ahead and the rear-view mirror. Bosco passes out their travel docs and passenger manifest.

Traffic grinds down to complete stop. Merrimen's eyes are now pinned to the rear-view. Bosco starts to peel off his armor.

MERRIMEN
Keep your vest on.

Bosco stops. He and Enson look to Merrimen.

MERRIMEN (CONT'D)
About 30, 40 cars back...Look.

Enson tenses, follows Merrimen's gaze, looks back. ENSON'S POV -- through the exhaust and congestion behind them, buried in deep traffic, is a vehicle we recognize. NICK'S F-150.

Both Enson and Bosco turn, strain to get a cleaner view.

BOSCO
Is it?!

ENSON
(to Bosco)
Give me that.

Enson motions to one of the HK-416s. Bosco hands it over. Enson raises it, looks through the gun's sight at the F-150.

ENSON (CONT'D)
Motherfucker.

152 INT. NICK'S F-150 TRUCK - DUSK 152

ON BIG NICK -- eyes locked on the Suburban ahead. Their visual is occasionally blocked by Semis. Gus and Tony Z tighten their vests, check their mags, flip safety off.

(CONTINUED)

152

CONTINUED:

152

BIG NICK

(into radio)

Be advised, they're wearing full body armor. No center mass shots. Aim for limbs and vitals only.

BORRACHO

(over radio)

10-4.

The gridlock reaches them. They grind to a halt.

153

INT. CROWN VIC - DUSK

153

Murph edges the car into the far right emergency lane, overtakes a chunk of traffic. Gets a visual on the Suburban.

BORRACHO

(into radio)

Coming up on suspects' 4 o'clock! Move on suspects from their rear!

Borracho gets a clean view of the Suburban 3 lanes over and just ahead. Taps Murph's arm:

BORRACHO (CONT'D)

Here here here!

Murph throws it into park. They grab carbines and extra mags.

154

INT. SUBURBAN - DUSK

154

Enson and Bosco's heads are on a swivel, search the traffic behind for incoming threat. Enson spots something, what looks like movement between cars -- COPS GETTING OUT OF THE F-150. He slams his fist into the dash in frustration. Merrimen grabs Enson by the arm, hard.

MERRIMEN

Hey!

Enson slaps Merrimen's hand away, turns melancholy.

ENSON

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

Merrimen glares at him, then raises his eyebrows, questioning his manhood. All said without words. Merrimen motions to the adjacent neighborhood, and the myriad ways to flee.

MERRIMEN

Go ahead... I'm not ditching.

(CONTINUED)

154 CONTINUED:

154

Enson's eyes burn hot. He doesn't blink, doesn't take his eyes off of his lifelong teammate, and crimey. Then, his eyes glaze over, as resignation sets in. Enson turns to Bosco:

ENSON
Give me the 48.

Bosco passes Enson the 7.62cal MK48 machine-gun. Enson clips on the MK48 ammo box, opens the feed-tray and chambers the link, slams it closed, and yanks the charging handle to the rear of the gun. Ready for war.

155 EXT. ALAMEDA CORRIDOR - DUSK

155

CAMERA PUSHES LOW AND STEADY thru the traffic toward the Suburban. ONE BY ONE, NICK AND THE COPS MOVE INTO FRAME, crouched low, using the vehicles as cover. They signal one another, spread out into different lanes, approach the Suburban.

ON MERRIMEN -- a break in the traffic. Vehicles ahead begin to slowly, painfully move. Merrimen urges them on.

ON BIG NICK -- eyes wide as he closes in. He signals to motorists as he passes them, quietly orders them to:

BIG NICK
Stay down, down!! Behind your engines!

ON BORRACHO -- coming at the Suburban from it's 4 o'clock. Sees the break in traffic ahead, quickens his pace. Motions for citizens to "Stay Down!"

He brings up his carbine, aims sights at the Suburban's passenger door, when the door bursts open.

BORRACHO
POLICE! PUT YOUR HANDS ON THE DASH!!!

Enson opts to step out, massively clad in head to toe body armor, the MK48 in hand. It's a terrifying sight.

BORRACHO FIRES, GETS OFF TWO ROUNDS THAT THUMP INTO ENSON'S CHEST. ENSON TURNS ON BORRACHO AND OPENS FIRE ON FULL AUTO.

Flames spew from the gun's muzzle as BULLETS RIDDLE BORRACHO, CUT HIM DOWN where he stands. The gunfire so loud, rapid and powerful, it sounds like the air is tearing.

A MAELSTROM OF GUNFIRE EXPLODES ALL AROUND as Nick and the cops open fire on Enson and the Suburban from various positions. Rounds puncture the Suburban in clusters, shatter windows.

(CONTINUED)

Various shrieks of terror and panic from the motorists. Horns blare as some cars attempt to push through the hotzone.

BOSCO JUMPS OUT THE DRIVER SIDE AND RETURNS FIRE ON THE COPS, dropping to a kneeling position to increase accuracy.

ON BIG NICK AND THE COPS -- taking cover from Bosco's fire.

ON DONNIE -- still cuffed in the truck, tugging frantically at the door handle, trying to free himself.

ON BOSCO -- signaling Merrimen:

BOSCO
MOVE!!!!

With Bosco's cover-fire, MERRIMEN SLIPS OUT AND DASHES FOR THE SURROUNDING NEIGHBORHOOD and side street.

ENSON
(shouts to Bosco)
PEEL OFF!!!

Bosco peels off, bounds behind and past Enson as Enson lays down awesome fire. The cacophony is deafening.

ON BOSCO -- as Bosco comes to Merrimen's position, he taps Merrimen's shoulder as he passes. With that, Merrimen pops up and opens fire with HK416.

MERRIMEN
(shouts to Enson)
MOVE!!!

Enson now bounds past Merrimen, as they perform A DEFENSIVE PEEL to perfection. The rate of fire and it's sound, is rhythmic. And to the trained ear, beautiful. A symphony of war.

ON BIG NICK AND THE COPS -- struggling to get a shot off, but keeping pace, stalking the enemy. Nick comes to Borracho, dead. Nick grimaces, pops up and opens fire aggressively.

ON DONNIE -- can't get out of the cuffs. Then he notices something. HAIRGEL. Still smudged on his forearm.

ON MURPH -- pressing in on Bosco, as Bosco runs for the neighborhood. Gets shots off, hits Bosco, but absorbed by body armor. Bosco turns on Murph, returns fire. MURPH TAKES ROUNDS TO THE SHOULDER AND ARM. He howls in pain and drops.

(CONTINUED)

155 CONTINUED: (2)

155

Bosco reloads, and moves to finish off Murph. Murph fires wild shots, some miss, others stopped by Bosco's seemingly impenetrable armor. Murph is a fatality in a millisecond.

ON TONY Z -- trying to get a clean shot on Bosco, who constantly moves. HE DROPS TO PRONE POSITION, AIMS BENEATH THE CARS AT BOSCO'S SHINS AND FEET. Fires.

ON BOSCO -- moving to finish Murph off, when BULLETS TEAR THROUGH HIS SHIN, BLOW UP HIS FIBULA. He screams, drops, finally a stationary target. He sprays the rest of his clip wildly.

ON TONY Z -- getting Bosco's head in his sights. Fires. DOWNS BOSCO WITH A KILLSHOT TO THE DOME.

156 EXT. WILIMINGTON NEIGHBORHOOD - DUSK

156

ON MERRIMEN and ENSON -- last men standing. They continue to bound and peel, laying down steady fire while in constant motion, putting on a tactical clinic. With the cops taking cover, MERRIMEN AND ENSON RETREAT, SPRINT INTO THE NEIGHBORHOOD.

ON NICK, TONY Z, and GUS -- hearing the lull in fire, they take off in pursuit, reload while they run. Fan out to either side of the street, using cars, anything as cover.

BIG NICK
(to Gus)
Flank'em flank'em!

ON GUS -- BREAKING RIGHT INTO THE BACKYARDS OF HOUSES, HUSTLING AND HURDLING WALLS AND FENCES in an effort to pass the enemy, catch them unaware on their blind side.

ON MERRIMEN, ENSON -- taking cover behind a vehicle, opening fire on Nick, tearing the street to shreds. Merrimen runs dry.

ENSON
(screams to Merrimen over
fire)
MOVE!!!

Merrimen peels off while Enson continues firing.

ON NICK and TONY Z -- in cover as MIND-NUMBING GUNFIRE fills the air. This is URBAN WARFARE; close, frenzied, fast, loud. Silence again. They pop up, spot MERRIMEN, ENSON DISAPPEARING INTO A SIDEYARD. They chase them into the houses, break off.

(CONTINUED)

ON TONY Z -- at street level, moving into and through houses and their backyards. He slows, doesn't want to make a noise to reveal his position.

ON MERRIMEN -- taking quiet cover in a backyard. He silently reloads. Listens for the cops.

ON ENSON -- moving slow and quiet through a house.

ON NICK -- USES A TRASH CAN TO CLIMB UP ONTO A ROOF. He sweeps yard by yard below, leaps onto the next roof. He inches forward, finger feathering the trigger.

ON MERRIMEN -- he slides in his last mag. It clicks quietly.

ON NICK -- hearing the faint click. He freezes, looks to the yard below. Then his eyes land on something. HIS SHADOW. On the backyard's cinderblock wall. He cringes.

ON MERRIMEN -- SEES THE SHADOW. Of someone on the roof above. Turns to it, opens fire. BULLETS SHRED THE DRYWALL AND ROOFING.

ON NICK -- dives out of the way as bullets puncture through. Runs and jumps down to the sideyard, eats shit. Recovers. Rounds the corner, fires on Merrimen as Merrimen sprints off.

ON ENSON -- slipping out of a house when a MASTIFF barks at him, giving up his position. He shoots the dog. Too late.

TONY Z FIRES ON ENSON'S POSITION FROM INSIDE A HOUSE. Enson returns fire with the MK48, VIRTUALLY CUTS THE HOUSE IN HALF. Enson runs dry. He's out. He drops the gun.

ON TONY Z -- in a house, flat on the ground. Hears a heavy gun clatter to the ground. He bursts outside. Enson is gone.

ON NICK -- hunting Merrimen, sucking in air. Merrimen moves constantly, crossing an alley into a container yard. Nick can't get a clean shot. Merrimen fires a few rounds, slowing Nick.

ON TONY Z -- hearing Merrimen's shots, looking for Enson. He spots FLECKS OF BLOOD ON THE GROUND. Follows them.

ON ENSON -- moving up an alley, down to his handgun. Exhausted, injured. Blood soaks his pants. Comes to a quiet street. No one there. Except for A MAN PARKING HIS CAR. He goes for the car, his ride to freedom, when his eyes widen.

Gus. Aiming his carbine right at Enson's exposed head.

GUS
DROP THE GUN! DROP THE GUN!

Enson doesn't. So Gus fires. Enson takes a round to his upper torso. Drops to a knee, gun falling from his hands. Enson collapses backwards. Blood pours down his arm.

Gus rushes Enson, kicks his gun away. Kneels beside him. Color begins to fade from Enson's face, as he slowly bleeds out. Sirens can be heard approaching in the distance.

A WHISTLE. Gus looks up -- Tony Z, looking to Gus. GUS SIGNALS ENSON IS DONE. Tony Z nods, takes off after Nick.

Enson squeezes Gus' arm, looks to him. Enson's lips start to quiver, and tears pool in his eyes, as he can feel his life slip away. Enson talks weakly.

ENSON
...look after them, please...

GUS
(shakes his head)
I told you to drop it, my brother -

Enson squeezes Gus' arm harder yet, the last of his strength.

GUS (CONT'D)
(into radio)
I have a suspect with several gunshot wounds, need an ambulance on the corner of MacFarland, and East C street!

ENSON
- my kids... Please... I...shit...

Gus clasps Enson's hand in a gesture of pure humanity.

GUS
I know. It's ok. You're in His hands now.

Enson's eyes fill with raw fear. His breaths begin to rasp.

ENSON
...my my my...shit...shit....

Despite it all, Gus just keeps nodding in comfort, masking the profound effect this dying man is having upon him.

GUS
It's ok. You're in His hands...

(CONTINUED)

Gus says a prayer, as Enson takes his last breath. Gus remains there, at his side, as Enson's soul departs, and sirens near.

ON MERRIMEN -- moving from cover to cover through the neighborhood maze of homes, cars, fences and walls.

ROUNDS LITE UP HIS POSITION. A few thump into his armor. HE SPOTS NICK, returns fire, suppressing Nick's barrage.

Rounds from his 9. Tony Z. Merrimen turns on Tony Z, lays down steady bursts. MERRIMEN ALTERNATES FIRING IN A STACCATO 3 ROUND RHYTHM ON TONY Z AND NICK'S POSITIONS, AS HE RETREATS.

Tony Z takes a round to the arm. Screams. Grips his gun-hand forearm. Blood gushes between his fingers. He takes cover.

Merrimen takes cover behind a corner. Quickly reloads, as he can hear them moving in. Presses the barrel of his HK416 against the wall's corner, peeks out, and opens fire on full auto. Nick moves to cover, then unloads on Merrimen's position. Rounds ping off his gun. The battle is loud and intense, the eardrum piercing fire echoes and reverberates heavily across the neighborhood. Dogs bark.

Merrimen runs dry. He ducks back for cover, searches for a fresh mag, checking his vest, belt. Can't find one. HE'S OUT.

COME IN TIGHT ON MERRIMEN, as this devastating realization sets in. He shuts his eyes, then slowly opens them again. He takes in the distant view -- the sprawling Port of LA, commerce's heart, extends to the horizon. It is lit from below by a sea of vapor lights, above by a hazy, blood red sky.

He looks down to the weapon in his blood-flecked hands, and resigns himself to that fact that, his time here, has come to an end. Push flowers. And so it shall be...

He stands, grips his weapon, then rounds the corner, moving out of cover. Big Nick waits for him there. MERRIMEN WALKS DIRECTLY AT NICK, RAISING HIS WEAPON. SO NICK ENDS IT.

NICK FIRES MULTIPLE ROUNDS INTO MERRIMEN. SEVERAL FIND THEIR MARK. Merrimen collapses to the ground.

Nick stands over Merrimen. Merrimen takes short, shallow breaths. He says something to Nick, his voice barely a whisper:

MERRIMEN
...told you...

(CONTINUED)

156 CONTINUED: (4)

156

Nick meets eyes with Merrimen, then nods. Watches as Merrimen's breathing slows, and body goes slack. Nick reaches down, checks Merrimen's pulse. RAY MERRIMEN IS DEAD.

BIG NICK
...yeah you did.

Tony Z comes over, looks down at Merrimen, motions to his HK.

TONY Z
No mag. Dead man's gun...He was empty.

Nick picks up Merrimen's weapon, checks the chamber. Indeed it is. He and Tony share a knowing look. Suicide by cop.

157 EXT. ALAMEDA CORRIDOR - DUSK

157

The crime scene has been cordoned off, the traffic moved out. A sheet covers Borracho's body.

ON BIG NICK -- opens his truck's door, tosses his gear inside, then freezes. A PAIR OF HAND-CUFFS DANGLE FROM THE DOOR HANDLE, with no one attached to them.

DONNIE IS GONE.

Nick spins, searches the area. Donnie's nowhere to be seen.

BIG NICK
What?!!!

158 INT. SUBURBAN - DUSK

158

Nick searches Merrimen's truck, sifts through extra ammo and the travel docs. He opens the rear doors. ZIPS OPEN THE OVERSIZED CANVAS BAGS THERE, FINDS THE MONEY BRICKS INSIDE.

Tony Z comes up, arm bandaged. Nick pulls a knife from his belt, rips into one of the bricks.

BIG NICK
Do those.

Tony Z does the same, tearing apart the other bricks. One by one, THE MONEY BRICKS BREAK APART INTO THOUSANDS OF TINY PIECES OF SHREDDED MONEY, SPILL OUT ONTO THE GROUND LIKE CONFETTI.

But not one banknote. Not one note of legal tender. Nothing. IT'S ALL SHREDDED CASH. ALL OF IT.

Nick stares at it in disbelief.

(CONTINUED)

158 CONTINUED:

158

BIG NICK (CONT'D)

So they were gonna make fucking snow globes? Like, 10,000 of them?

Tony Z just shakes his head in surrender.

TONY Z

You gonna call Borracho's wife?
(Nick sighs deeply, nods)
...all right. I'm going home.

Nick leans against the Suburban, exhausted, and rubs his temples. Tony Z leaves. Nick watches as he goes, looks out over the vast crime scene, and just stands there a while.

159 INT. LASD HEADQUARTERS, MAJOR CRIMES - NIGHT

159

CAMERA PUSHES IN SLOWLY ON NICK, who sits alone on the far side of the otherwise empty office. Nick finishes up a somber conversation with Borracho's wife, hangs up.

Nick sits slumped at his desk, looking at the crime wall. The photos tacked up there of suspects Merrimen, Enson, and Bosco, have big red Xs struck across them.

Only one doesn't. Donnie's.

Nick stares at it.

160 INT. HOFBRAU - NIGHT

160

Same lurky characters. Ziggy's behind the bar tonight. Nick walks in, looks for Donnie. Doesn't see him. Approaches Ziggy:

BIG NICK

Donnie around?

ZIGGY

No. He qvit two days ago.

BIG NICK

You haven't seen him anywhere?

ZIGGY

No. I said, he qvit.

Nick takes a seat at the bar, projecting defeat. His head sinks into his hands.

ZIGGY (CONT'D)

You need a trink?

(CONTINUED)

BIG NICK

Very much so. Beer. You pick.

Ziggy pours the beer. Nick takes a long sip. His eyes wander over behind the bar. To the little SIGN that reads, "Loose lips sink ships." Nick stares at it for a second.

Then his eyes move over to the PHOTO OF THE SOCCER TEAM, "HOFBRAU" emblazoned on the players' jerseys. Nick notices something. One of the players on the team, IS DONNIE. Nick looks closer. Next to Donnie is someone else who looks familiar. Nick squints his eyes. IT'S BOSCO, THE GOALIE.

Next to Bosco is a black guy. MACK. ALL ON THE SAME TEAM.

A SOUND to his left. LAUGHTER. Nick looks. Four people enter. TWO ARE LUIGI AND JUNIOR. They all wear their ID TAGS on their shirts. As they pass by him, Nick gets a closer look. The tags read, "FEDERAL RESERVE BANK, LOS ANGELES BRANCH."

Nick looks around the bar -- uniformed men sit in one corner. The PATCHES on their uniforms read, "Secret Service. Federal Reserve Bank." One of them is JACKSON.

In another corner, more ID tags. CAM, JOHNNY, others. Laughing, drinking, relaxing after work. At the end of the bar -- BRINKS ARMED GUARDS, and AL, the Brinks secretary.

Then it hits him -- EVERYBODY IN THIS BAR WORKS AT THE FED.

Nick's eyes go to a PLACARD with DONNIE'S PHOTO on it. Below his photo are the words, "Employee of the year: 2010, 2011."

COME IN ON NICK'S DUMBSTRUCK FACE. QUICK CUTS OF NICK'S FLASHBACK POV --

· Donnie, behind the bar, serving Nick a drink.

DONNIE

...You put a few drinks in a man, a nice steak on his plate, a couple of women walking around...It all comes out.

· DONNIE, tending bar at the Hofbrau. Bosco seated there, putting down the *Cuba Libres*. THIS TIME, THE SCENE IS HEARD.

DONNIE (CONT'D)

If you guys are looking to get into something, I got a score that's ripe.

BOSCO

...what kind?

(CONTINUED)

DONNIE

The really profitable kind.
(they share a look)
Can you make an intro?

· DONNIE, at the "POMONA MINING CO." RESTAURANT, sitting with Merrimen. Bosco waits in the b.g.:

MERRIMEN

Why'd you come to me?

DONNIE

Heard you're the only one who can pull this off.

MERRIMEN

...if we do this, I bring in my crimeys. And as far as they're concerned, this is my job. Not yours. Just the way it has to be.

DONNIE

I have no problem with that...

· DONNIE, at Holly's place, pouring over everything Donnie culled at the Hofbrau -- SCHEMATICS, HAND-DRAWN MAPS ON BAR NAPKINS, photographs of the Fed. Merrimen is amazed.

MERRIMEN

How did you get ahold of all of this?

DONNIE

Collected it. Over time.

· a SERIES OF RAPID CUTS of DONNIE TENDING BAR, TALKING TO DIFFERENT PEOPLE -- Brinks Armed Guards; Jackson; Monroe; Secret Service Guards; Johnny; Doris...

· CAM, DRAWING A MAP of the FED'S VENTILATION SYSTEM on a BAR NAPKIN and explaining it to Donnie.

· JUNIOR and LUIGI, drunk off their ass, explaining to Donnie how the counting machines work.

BACK TO NICK, at the Hofbrau. He turns to the man next to him at the bar. Wolfgang. Wolfgang jabbbers away drunkenly to Ziggy.

WOLFGANG

(whispers)
...I tell you, somebody, if zey ver smart, vould rob the place during von of zese blackouts. It vould vork.

(CONTINUED)

160 CONTINUED: (3)

160

He STARES AT THE SOCCER TEAM PHOTO. Looks at the other players on the team. Sees the waste-management guys -- BAS and ALEXI.

• DONNIE AND BAS -- loading SOILED CELLO-PHANE BRICKS into the HULL OF AN ORANGE WASTE-MANAGEMENT TRUCK.

• ALEXI, DRIVING THE WASTE MANAGEMENT TRUCK, seeing Bosco in the black Suburban behind him. He bangs a right. AN IDENTICAL ORANGE WASTE-MANAGEMENT TRUCK WAITS THERE. As Alexi passes, he looks over to BAS, BEHIND THE WHEEL OF THE SECOND TRUCK. As Bas pulls out onto the street, Alexi disappears onto a side street. GONE.

• BOSCO -- pulling Bas from the Waste-Management Truck.

• DONNIE -- with Mack, Bas and Alexi, loading the REAL MONEY BRICKS into Samsonites. COME IN ON the protruding zip-locks.

They prep the Samsonites to be shipped. COME IN ON the ADDRESS -- "ST. MAARTEN. Virgin Islands."

161 INT. CREDIT LYONNAISE BANK, ST. MAARTEN - DAY

161

DONNIE sits at the desk of the BANK MANAGER. The Samsonites lie behind the desk.

DONNIE

I'd like to open five separate accounts...

162 EXT. CREDIT LYONNAISE BANK, ST. MAARTEN - DAY

162

Donnie exits. Approaches 4 people -- MACK, BAS, ALEXI, AND DORIS. Hands them each a "Credit Lyonnaise" envelope.

DORIS

Never eating Chinese again. That's for goddamn sure.

DONNIE

(chuckles, puts on sunglasses)

...Have a good life.

They walk off in separate directions, disappear into the world.

163 EXT. THE HOFBRAU - NIGHT

163

Nick walks out of the bar, in a daze. He looks down the street. And there it is -- THE FED, JUST TWO BLOCKS AWAY.

(CONTINUED)

163 CONTINUED: 163

COME IN ON NICK. His eyes wave the white flag. He's speechless. But he does have one thing to say. And it is:

BIG NICK
Fraulein...

164 EXT. DEBEERS HEADQUARTERS, LONDON - DAY 164

A SHIFT CHANGE is taking place, as uniformed night-shift DEBEERS SECURITY enter, while the day-shift exits. COME IN ON one of the Security Guards, CONNOR, 42, as he leaves work.

Connor walks out onto the sidewalk before this imposing, formidable building. A placard on the building reads -- "14 CHARTERHOUSE STREET. DEBEERS DIAMONDS. WORLD HEADQUARTERS."

Connor cuts across the street, steps into...

165 INT. PUB - DAY 165

Football on TV. Brits putting back the bitters. Connor enters.

CONNOR
Oi!

A CHORUS of "Oi's" in return from the DRUNKEN BLOKES at the bar. ALL WEARING THE SAME DEBEERS SECURITY UNIFORMS AS CONNOR. Connor steps to the bar. Hollers to the BARKEEP:

CONNOR (CONT'D)
Hey gov! Get a couple of pints of best for me mates, eh?!

BARKEEP
With pleasure, mate.

We don't see the Barkeep, only hear him. Accent is thick, but it sounds vaguely familiar. His hand comes into frame, sliding the pints to Connor.

BARKEEP (CONT'D)
And for yourself?

Connor can't decide. He's easy.

CONNOR
I'm easy, gov. Whatever. Surprise me!

Reveal the Barkeep. IT'S DONNIE. Although we hardly recognize him. He's adapted.

Donnie looks directly at us, grins. And why shouldn't he.

(CONTINUED)

165

CONTINUED:

165

DONNIE
I can do that.

THE END