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EXT. WASHINGTON, D.C. - 5 A.M.

Downtown. Way past midnight on a bitter January morning. A harsh wind blows off the Chesapeake. Sheets of snow fall blanketing the famous city-scape. Snowplows grind through the streets. The images are surreal, dreamy, and like a dream, we find A WOMAN watching the city from the window of an apartment.

INT. APARTMENT - EARLY MORNING

The woman's eyes glance down, settling on a photograph of a younger version of herself and another girl we'll come to know. They're on the beach. Arm in arm. Surfboards. Sunset. A long way from here and now.

EXT. VENTURA COUNTY LINE (IN THE WAVES) - DAY

Two surfers work the waves. Full of life, wide open in both attitude and style. The deep SEPIAS of the surrendering sky tells us we're watching a time past. A time distant enough to be missed. The surfers ride into us, and now we see, by the whip of their long, wet hair and the silhouette of their bodies, they are young women.

As they ride the waves, and the shadows lengthen closing out the day.

INT. APARTMENT - EARLY MORNING

The woman looks away from the photograph, pulls focus. Meet JILL MATTHEWS, 28ish, taped where she's been torn, emotional years far exceeding her biological ones. Her eyes fix themselves on the snow-swept horizon.

A CAT jumps onto the windowsill and rubs against her.

JILL

Hey, Buddy. Hungry?

Buddy purrs. Jill goes to the fridge. Empty. A carton of milk dated two weeks ago. Jill pours it in a cat dish. It comes out in clumps, curdled. Buddy sticks his whiskers in the sour milk and sucks it up.

DAVE WHITTEN, thirties, athletic, naked, comes out of the room behind her brushing his wet hair back. He wraps his arms around her and kisses her neck. No reaction.

DAVE

More snow?

(CONTINUED)

CONTINUED:

JILL
It's January.

Dave bites her ear, softly whispering.

DAVE
Love you, Jill.

Dave continues to nibble on Jill, kissing her neck.

JILL
Come on, we've got a job to do.

DAVE
It can wait fifteen minutes.

JILL
(teasing)
Fifteen minutes, that all you got?

DAVE
No, it's all we have time for.

Jill shrugs him off with a smile.

JILL
Get dressed.

Dave retreats. TIGHTEN ON Jill, as she works the slide on her .45, jacking the first round into the chamber.

EXT. TENEMENT BUILDING - DAY

TWO NICARAGUAN MEN crash through a boarded-up door and run up the alley. One of them carries A BRIEFCASE.

Jill, wearing a parka with "DEA" across the back, bursts through the same door and slips on the ice. She slides feet first taking out the trash-can fire. As quickly as she went down she's back up and running.

Dave is right behind her with a cut-down 12-gauge.

EXT. STREET - DAY

The Nicaraguans careen out of the alley and take off down the sidewalk knocking civilians down as they go. Jill's right on their tail. Dave peels off down an alley to cut them off.

The Nicaraguans dart into the intersection, pinballing in front of a truck.

(CONTINUED)

CONTINUED:

The truck swerves into a parked car. The Nicaraguans dive out of the way.

Jill cuts through the crowd weapon ready.

JILL
Hands in the air!!!

The Nicaraguans turn, measuring her. The briefcase is split open on the ground. Heroin spilling out.

Jill notices sawed-off shotguns hung under their long coats. Her finger wraps around the trigger of her .45.

Dave turns the corner, raises his weapon.

DAVE
Watch your background, Jill. We got pedestrians.

JILL
Hands in the air, goddammit!! I'm not going to say it again.

A BELL shrieks from the school yard behind the Nicaraguans. SCHOOL KIDS in snow gear pour onto the playground.

The Nicaraguans use this distraction and reach for their pumps. Dave sees this and screams for Jill.

DAVE
NOOOO!!!

Jill's body goes electric. She ignores Dave and fires three hammered-on shots. Auto glass powders and tings off the icy pavement behind the Nicaraguans, and they go down. Jill's on an adrenaline rush and keeps firing. A stray slams into A SCHOOLGIRL on the playground.

The little girl crumbles to the snow-covered blacktop.

Dave tackles Jill to the ground, but the damage is done.

Dave and Jill rise from the street, searching the aftermath. Dead on the playground.

Jill drops her weapon and slips to her knees, knowing the trajectory of her life is forever changed.

EXT. MALIBU, CALIFORNIA - DAY

The Pacific ocean crashes against the cliffs of Malibu. In stark contrast from where we just came, everything is awash with the goldenness of Southern California.

EXT. CARBON BEACH - DAY

A dozen eight-year old kids play baseball on the beach. RAE CORALIYA, 30ish, charismatic, is pitching to her son, JAKE. This is the other girl we recognize from Jill's photograph. Rae's the product of a Mexican father and a Caucasian mother, and she got the best of both gene pools. Lethally chic in a white Gucci pants suit, Rae's deeply tanned and toned.

RAE

All right, Jake, let's see what you've got.

JAKE

Just pitch the ball, mom.

Rae pitches the ball, Jake rips it over everyone's head. Jake's 5-year old sister, SARAH, cheers.

Jake winks at Sarah and rubs her hair. Then, Jake turns to his father, NEIL, who's barbecuing burgers on the deck of a nearby beach house. Neil smiles and waves. Neil's 30 with long blond hair, hoop earring, a surfer.

The doorbell can be heard inside the house behind Neil.

INT. BEACH HOUSE - DAY

Neil moves through the sliders and opens the front door.

SETH

Hey, Neil.

SETH DIGGS, a well-dressed version of Neil, stands in the doorjamb. Neil's not happy to see him.

NEIL

You need to get a life, Diggs.

SETH

I like working on Sunday.

Rae comes through the sliders carrying Sarah.

(CONTINUED)

CONTINUED:

RAE

Sorry, Neil.

NEIL

Don't apologize to me. It's not my birthday party. Leave my alimony check on the way out.

(then to Sarah)

C'mon, Sarah, time to eat.

Neil goes back out the sliders to check on the burgers. Rae sets Sarah down.

RAE

Mommy has to go to work. I love you.

SARAH

Love you, too.

EXT. SKY - DAY

A black G5 rockets along.

INT. G5 - DAY

Seth and Rae en route.

SETH

There's more news.

RAE

Jill?

SETH

Yep. Third shooting in six years. This time she killed a pedestrian...

(raised eyebrow)

Little black girl on a playground. The whole thing's on tape, goddamn traffic videocameras. CNN ran this last night.

Seth hits the remote and the videotape of Jill shooting the little girl on the playground comes to life on the wall-mounted television. It's grainy, perfunctory, but clearly catches the action. It ends with the little girl falling dead, as Jill slips to her knees.

RAE

Jesse Jackson must be having a field day.

(CONTINUED)

CONTINUED:

SETH

It was strictly line-of-duty. She took out two illegals pushing merch for the Mendoza Cartel. The little girl was collateral damage.

RAE

Tough break.

SETH

Judiciary Oversight doesn't see it that way. They took some big-time pressure from Reverend Al, and the NAACP and nailed her to the cross. As of three weeks ago, she's on unemployment. And in terms of law enforcement, she's unemployable.

EXT. CIVIL COURT - WASHINGTON, D.C. - DAY

Massive steps, statues, columns and capitals.

INT. DISTRICT OF COLUMBIA CIVIL COURT - DAY

TV cameras and reporters. Jill sits before a judge and jury listening to the verdict. A man sits behind her with Dave. This is the Governor of California and Jill's father, CLAYTON MATTHEWS. He's handsome, fit, circumspect. At 60, Clayton still possesses the vitality of a man twenty years younger.

JURY FOREMAN

In the case of Mr. and Mrs. William B. Daniels versus the United States Department of Justice, and the Drug Enforcement Agency...

An enlarged photograph of the African-American girl Jill shot on the playground is displayed in front of the jury. A sober reminder. The dead girl's parents, a handsome black couple in their late 30s, listens to the verdict.

JURY FOREMAN (CONT'D)

...we the jury, in the above entitled civil lawsuit filed in the District of Columbia, find in favor of the plaintiff and award them compensatory damages in the amount of eighteen-million dollars.

The black couple sadly embraces each other, closure. Jill turns, catching eyes with Dave and her father.

EXT. DISTRICT OF COLUMBIA CIVIL COURT - DAY

Jill moves quickly down the steps with Dave being assaulted by the press.

CNN REPORTER

Miss Matthews, Reese Barrett with CNN.
Do you believe your recent expulsion from the DEA will have any repercussions on your father's incumbent gubernatorial campaign out in California this spring?

JILL

It shouldn't affect him at all.

Clayton walks down the steps to do some damage control.

CLAYTON

Nor will it affect the love I have for my daughter.

Jill smiles, as all eyes turn towards Clayton.

CLAYTON (CONT'D)

Jill made an unfortunate mistake in a difficult situation, and she's going to live with the consequences for the rest of her life. I'm sure my constituents will be forgiving. I'm hoping you will show the same compassion for her, as you have for me through the years.

(silence all around, then)

Now, who wants to talk politics?

The press starts questioning Clayton. Jill slips down the steps with Dave.

DAVE

You all right?

JILL

Not really.

(beat, then)

Thanks for being here. It helped.

DAVE

I've got to get back to the office. I'll see you later.

Dave gives her a quick kiss and goes. Jill looks back up the courthouse steps. Her father glad-hands the press, pours on the charm. He's pure politician.

EXT. PARK - MESA, ARIZONA - DAY

Hot and dry. Welcome to the great southwest. A man, MICHAEL THOMPSON, thirty-plus, wrestles with his kids, a girl and a boy. His wife joins in, and they dog-pile Michael.

The image of this Rockwellian family vibrates, Then WE HEAR A SOFT FILM ADVANCE and SHUTTER CLICK. The image BLURS, finds FOCUS. Another CLICK.

INT. WHITE SEDAN - ACROSS FROM PARK - DAY

Rae and Seth watch Michael and his family. They're parked on a bluff. Rae's taking pictures on a 1500mm QUESTAR REFLECTOR LENS. She's seething, but keeps her cool. Focus, CLICK.

RAE

What's his name?

SETH

You tell me, you've been fucking him for eight months. Talk about a breach, Rae. This is a serious security breach.

RAE

I didn't ask for a lecture? I asked for a name.

SETH

Michael Thompson, LAPD. Ten years out of the academy. He's a deep cover. Does whatever it takes.

Rae snaps off several pictures of Michael with his family.

RAE

Nice family.

SETH

I've got Drewe coming in to clean this up.

RAE

No, I'll deal with him.

SETH

No, you won't. I will.

Rae looks back towards Michael and his family biting back the betrayal.

INT. APARTMENT - NIGHT

The apartment's empty. Dave's by the window looking down at A TAXI parked at the curb. A suitcase and a cat-kennel, with Buddy balled up inside, sit by the door. Jill appears behind Dave.

JILL
That's everything.

The phone rings. Jill ignores it, Dave doesn't.

DAVE
Your dad's been calling all night.
He's worried about you.

JILL
He's worried about his career.

DAVE
You need to deal with him.

JILL
I will. I better get going.

Jill moves for her luggage. Dave crosses to Jill and stops her with a soft hand.

DAVE
I'll miss you.

Jill would say it back if she felt it, but she doesn't and it shows.

JILL
You know where I'll be.

She grabs her suitcase and portable cat-kennel.

DAVE
You never let yourself go with me.

Jill turns back, gives him a look.

JILL
I tried.

DAVE
You shouldn't have to try.

Jill gives him an impersonal kiss on the cheek and goes.

INT. RAE'S CONDO - NIGHT

A pair of bodies intertwined in crisp bedding. It's Rae and Michael, making love. They climax and unfold. Rae catches her breath. Silence, then:

RAE
You love me?

Michael turns, caught by the question.

MICHAEL
What's this?

RAE
Simple question. It's been eight months.
I'd like to know.

Michael snuggles closer, whispers into her ear.

MICHAEL
Yes, I love you.

They kiss deeply. A tear creases Rae's cheek.

RAE
I've got to go.

Rae gives him a kiss and goes to the bathroom. Michael lights a cigarette, moves to the window. He watches the sea of shimmering lights that make up Century City below.

Then, SETH enters followed by some others we'll come to know. DREWE, a tough-looking hitter with a perennial case of post-nasal drip from a lifetime of doing blow. TEDDY, baby-faced, tatted-up, Rae's little brother. And CHEEKS, a pierced urban primitive who's into body modification. And BODHI, an Asian man with sharp eyes.

SETH
You are one sexy bitch.

Seth looks him up and down, as the crew surrounds him.

MICHAEL
What's going on, Seth?

SETH
You tell me, Lieutenant Thompson?

Michael's eyes flash, as Seth and the crew close in.

INT. BATHROOM - NIGHT

Rae splashes cold water on her face and looks at herself in the mirror. She's hit by a million thoughts, all of which move across her face. Rae fights them off.

Hold on Rae's troubled face. WE MATCH CUT TO JILL MATTHEWS, who at this moment is wearing the same troubled expression, but for very different reasons. We are inside...

INT. BOEING 747 - DAY

Jill watches the LA basin pass underneath her.

EXT. TARMAC - DAY

The 747 touches down.

INT. LAX TERMINAL - DAY

Jill exits the airplane and moves through the terminal. Seth falls in next to the unsuspecting Jill.

SETH

Hey, Jill. Long time.

Before Jill can respond, Cheeks is there with Drewe.

CHEEKS

Pali High, class of '92.

SETH

We got a car waiting outside.

JILL

I'm good, Seth, thanks.

SETH

You don't want to turn this ride down.

Seth, Cheeks and Drewe usher Jill into a utility corridor.

INT. UTILITY CORRIDOR - LAX - DAY

Seth, Jill, Cheeks and Drewe enter and there's Rae.

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CONTINUED:

RAE

Hey, Jill. No Christmas cards, no e-mails, forget about a phone call. Ten years of the cold shoulder. I have to hear your life on FOX News. Woe is me.

There's a lot of history here. It shows on both their faces.

JILL

Hi, Rae.

RAE

You're looking seriously vitamin D deficient.

SETH

Not enough sun, too many carbs.

CHEEKS

Stress in the workplace.

RAE

That's what we get for our mother's burning their bras in the sixties.

(a smile, then)

C'mon, they're waiting on us.

SETH

Don't worry, I'll get your bags.

Rae moves off down the corridor, calls over her shoulder.

RAE

Don't forget to feed her cat.

EXT. TARMAC - LAX - DAY

Rae exits the terminal followed by Jill. Rae jumps into a black Ferrari sitting on the tarmac.

JILL

(re: the Ferrari)

Business must be good.

RAE

I'm the parking-lot Queen of LA. I own twenty now, looking to close escrow on three more at the end of this month. All-cash business, no overhead, it's like printing money.

(a smile, then)

Get in, it's time to play.

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CONTINUED:

Jill gets it, and Rae slams down the accelerator.

EXT. MULTILEVEL PARKING GARAGE - DAY

The Ferrari slides to a stop. Rae jumps out and peels off a twenty for the Hispanic attendant. She moves to an elevator with Jill following.

INT. ELEVATOR - DAY

Rae looks Jill up and down.

RAE

Still shopping at "The Gap" and wearing drug-store make-up.

JILL

Actually, it's "Banana Republic."

RAE

At least, you gained some weight. I mean, you have tits now.

The elevator goes DING, and Rae's out the door.

EXT. ROOF OF PARKING GARAGE - DAY

Rae moves towards a helicopter with its rotors blazing. Rae hops in the open cabin door with Jill right behind her.

INT. HELICOPTER - DAY

Rae locks the door before nodding to the pilot, BODHI. The helicopter lifts off. Rae sits next to Jill talking loudly over the clapped-out rotor noise.

RAE

I love flying. Takes all that road rage out of play.

JILL

Where are we going?

RAE

Little late for that question.

JILL

I just got off a red-eye. I've got things to do.

(CONTINUED)

CONTINUED:

RAE

No, you don't. You're staying with me.

JILL

That's a bad idea.

RAE

C'mon, give me a week of your life.

EXT. PACIFIC OCEAN - DAY

Ensenada, Mexico. Pelicans dive for dinner. Waves form on the point at Abreojos. These aren't ordinary waves. They've traveled hundreds of miles to crash down on this particular sandy reef. Their perfectly formed fifteen-foot faces are blown into the sky by an offshore wind. Surfer's heaven. On the horizon, the helicopter flies out of the sun.

INT. HELICOPTER - DAY

Bodhi speaks to Rae over the headset.

BODHI

We're here.

RAE

Drop the bag on the beach, Bodhi.

Bodhi gives Rae a thumbs up from the cockpit. Rae unbuckles her seatbelt and pops a cargo box. She grabs two wet-suits and throws one to Jill. Rae takes her clothes off and pulls her wet-suit on. Bodhi can't help but watch from behind the pilot's yoke. Jill unbuckles and joins Rae.

JILL

You're kidding, right?

RAE

Offshore wind, south swell, twelve to fifteen feet breaking right to left. That's no joke.

Rae unzips a big surf-duffel and pulls out a board.

JILL

I haven't been on a board in years.

Then, she pulls open the cabin door and throws the surfboard out.

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CONTINUED:

Rae challenges Jill with a smile and dives out of the cabin into the surf below. Jill looks down. Rae glances up and paddles into the waves.

EXT. POINT AT ABREOJOS - IN THE WAVES - DAY

MOMENTS LATER. A surfboard spirals down. Jill jumps out of the chopper with the rotors blatting above her. She splashes down, grabs her surfboard and paddles towards the approaching set. From here we're launched into A SURFING SEQUENCE.

The cuts are fast, but the images are slow, melodic, like the music that's breathing life into all of the below. Set after set of perfect waves crash and roll to shore. Rae works the surf like she's spent a lifetime on a board. Jill's rusty at first, but she picks it up fast. Rae and Jill drop in on the same wave, cutting up and down the face in psychic sync. For a time, who they are, what they do, and where they are going is forgotten. Like partners in a dance, they kick out of the wave in unison and sail off the lip into the setting sun.

EXT. BEACH AT ABREOJOS - NIGHT

Rae unzips a bag and throws Jill some clothes.

RAE
It all came back, didn't it?

JILL
Not all, some.

Jill peels her wet-suit down and towels herself.

RAE
I missed this.

JILL
Me, too.

Rae just looks at Jill, then:

RAE
What happened?

JILL
Let's not get into this. We had a good day.

(CONTINUED)

CONTINUED:

RAE

I need to know. Our friendship meant a lot to me. Then, one day you left and never looked back.

JILL

It's not that simple.

Jill turns, moves down the sandbar and sits.

RAE

I think it is. This is me you're talking to, Jill. I've followed your career. Four years at Quantico, top of your class, then straight to the DEA. Guns, badges, bad guys. You climbed that ladder fast. Decorated for your work, commendations, promotions.

JILL

I know what's on my resume.

RAE

Let's fast forward six years and three shooting-review boards. You got an administrative discharge for excessive force and no pension payoff. As far as relationships go, nothing long-term other than a cat. It's strange.

JILL

You brought me all the way down here to do this?

RAE

I'm not here to judge you. I just want you to stop running.

(beat, then)

We had one bad night ten years ago.

JILL

It was more than bad.

RAE

Forgive yourself, that's all you can do.

JILL

Have you?

RAE

Everyday.

Then, A PAIR OF HEADLIGHTS flash in the distance.

(CONTINUED)

CONTINUED: (2)

Jill turns and sees A CONVERTIBLE JEEP careening down a dirt road. A YOUNG WOMAN in a bikini hangs out the top clutching onto the roll bar. The Jeep moves dangerously fast. Then, we notice the young woman is RAE, only ten years younger.

INT. JEEP - FLASHBACK - NIGHT

A jagged memory flash. The high-school version of Jill is driving. A YOUNG MAN is in the backseat, obscured, just a body we feel. Music blares, early-90's rock. Rae takes a hit off a joint and hands it to Jill. Jill inhales deeply and chases it with a swig of beer and tosses the empty.

Then, HEADLAMPS wipe Jill's face, A HORN BLARES. Jill turns. An oncoming car slides around a sharp turn. The next second seems like forever. Rae screams. The boy in back rocks with the music oblivious. Jill jerks the wheel.

Jeep and car miss by a coat of paint, but Jill's reflexes are off, and she can't right the Jeep. It pitches, and since we're inside Jill's head, when her world goes upside down, so does ours. The Jeep flips throwing Rae. It carves hunks out of the asphalt before slamming into a telephone pole. A FACE smashes through the windshield.

EXT. BEACH AT ABREOJOS - NIGHT

As we SLAM IN ON Jill. The Jeep that initiated the flashback does a 180 and slides to a stop. Teddy and LESLIE jump out.

TEDDY

I'm guilty Officer Matthews, I did it.
Arrest me, snap on the cuffs, and beat me
with your billy club.

RAE

You remember my little brother.

JILL

Hi, Teddy.

Teddy drops in front of Jill with a school-boy crush.

TEDDY

Check it out, Jill. No more zits, and I
have hair under my arms.
(raising his arms)
Now will you marry me?

(CONTINUED)

CONTINUED:

Jill laughs. Leslie drapes herself over Teddy's back. This is his wife. She's cute, blonde, beachy.

LESLIE

You're already married.

TEDDY

Meet my ball-and-chain, Leslie.

JILL

You got your hands full with this one, Leslie.

Leslie smiles, gives Teddy a kiss.

TEDDY

It's good to have you back.

INT. JEEP - NIGHT

Rae drives with Jill riding shotgun. Teddy and Leslie are in back. Rae tears down the wet sand swerving in and out of the shorebreak. The Jeep spits a roostertail in its wake. Teddy and Leslie scream, having a blast.

RAE

I want you to work for me.

(Jill looks at Rae like she's
crazy)

Don't look at me like that. You heard what I said.

JILL

I don't think so.

Rae swerves the Jeep into the shallow water. A wall of salt water comes into the open cockpit soaking Jill.

RAE

I don't think so. What kind of a bullshit answer is that?

TEDDY

She'll do it if you pay her enough.

RAE

Is that it? Is this a negotiation tactic? Make them want you, drive up the price. Don't lawyer me.

(Jill laughs)

How much was the DEA paying you? 55 Gs, 60, what?

(CONTINUED)

CONTINUED:

JILL

It's not the money.

Rae swerves the Jeep into the shorebreak again. Jill holds on tight, as she's drenched again.

RAE

I'll pay you ten times what they were paying you, same benefits. You'll never find anything like it in the real world. You turn this down, you must not like money. Say yes.

Jill wipes the sand from her eyes and laughs.

INT. MEXICAN RESTAURANT - NIGHT

Rae drinking tequila, speeding.

JILL

No.

RAE

Why are you resisting this? Fate put us back together. The world is not a random place.

JILL

I've spent the last six years busting people like you.

RAE

The war on drugs is over. "Just Say No" didn't work, Jill.

(waxing poetic)

The pharmaceutical companies are making billions medicating America on Prozac. Everyone's running from their humanity, from their purpose. We dump sewage in our oceans, put silicon implants in our bodies, and feed Ridlin to our children, so they're calm and manageable. We have 300-million vehicles spitting out sixty-cubic tons of pure carbon monoxide toxic poison every hour, and we blame cancer on the guy smoking at the bar. We're killing ourselves and the world we live in. And you think I'm the boogie man. What I do is small time! I say, legalize drugs, sell nickle-rocks and dime-baggies at Starbucks along with your Chai Latte. You want me out of business, there's your answer.

(CONTINUED)

CONTINUED:

JILL
You got it all figured out.

RAE
C'mon, step into my world. You might like the action.

JILL
I can't.

INT. HOTEL DE LAS VENTANAS - CABANA SUITE - NIGHT

The drinking and conversation continues overlooking the ocean. Teddy and Leslie slow dance on the terrace.

RAE
You need to re-invent yourself, or go to work for your old man handing out campaign flyers. Your choice.
(off Jill's look)
Hey, I got it, get your real-estate license, staple a mini-van to your ass, fuck your way to the middle and join the masses in a big game of intellectual anorexia.

JILL
You're drunk, Rae.

RAE
Yeah, but I'm right.

JILL
Even with me on your side, they're going to bust you.

RAE
I know how to wash money, and this parking-lot business makes me look legit with the IRS. If I keep my focus, I'll work three months a year and retire in five.

Jill looks at Rae and deals her the reality card.

JILL
Listen to me, you're a number-one priority to the Fed. They've made a serious commitment to you. You don't have five years. You don't even have two. Set up an out.

(CONTINUED)

CONTINUED:

RAE

An out? Where?

JILL

Fiji, New Zealand, France.

RAE

I've got kids.

JILL

Take them with you. I know you've got plenty stashed, T-bonds, Swiss accounts. Cash in and cut loose of this business. You had a good run, quit while you're ahead.

RAE

I'm not that far ahead. I've got a payroll, three mortgages, alimony, nannies. I'm living on margin.

JILL

Downsize.

RAE

I like the size of my world. It fits me. Everyday's a rush, like a vertical ride. You come to work for me, I'll do the heavy lifting, and you'll get rich. Say yes.

JILL

I can't.

RAE

Then say maybe.

JILL

I'll think about it.

RAE

That's not a maybe.

JILL

Best I can do.

Jill looks at Teddy and Leslie who slip out of their clothes. They run into the ocean for a night swim. Rae smiles, slips out of her clothes.

RAE

Let's take a swim.

(CONTINUED)

CONTINUED: (2)

Jill watches, as Rae runs down the beach and jumps into the crashing surf with Teddy and Leslie.

EXT. ENSENADA, MEXICO - DAY

A pre-dawn red band cracks the deep-blue horizon.

INT. HOTEL DE LAS VENTANAS - CABANA SUITE - DAY

Jill stands on the balcony in a robe. She looks out at the sea, drinking coffee. The door opens. In comes Rae.

JILL
Sleep good?

RAE
Too much tequila.

JILL
See anything?

Rae looks out towards the sea. Seagulls. Sunrise. A YACHT anchored just off the coast.

RAE
Just another beautiful day south of the border.

JILL
You're not looking close enough. See that guy with the golfer's tan on the yacht with his head hanging over the side.
(Rae looks)
Third time he's puked this morning and the boat hasn't pulled anchor. The sea's flat. Not a yachtsman.

A young man, O'BRIEN, pukes over the side of the yacht.

RAE
FBI?

JILL
Maybe. Whoever they are, they're unprepared. Don't they know about the patch? Wave, you're on tape.

Rae waves. Jill goes back inside, troubled.

INT. YACHT - DAY

Three men are surrounded by high-tech surveillance equipment. A directional microphone inside a parabolic dish is pointed at Rae and Jill alongside a telephoto videocamera. The agent in charge, LT. BUTCH MILLOY, Head of Narcotics for LA County, lowers his high-powered binoculars.

BUTCH

We've been made.

Butch turns to a monitor where the digital-image of Rae can be seen waving. His second in command: CORDELLO, all cop, dark, fearless, is disgusted with O'BRIEN who stumbles into the galley. O'Brien's fresh from the academy.

CORDELLO

Goddammit, O'Brien, you just gave us up.
Put a patch on.

O'BRIEN

I'm wearing one, sir.

CORDELLO

This new girl made us in less than a day.

BUTCH

Digitize that video and put it on the wire, I want her ID'd today.

INT. HOTEL DE LAS VENTANAS - DAY

Jill enters the massive bathroom, looks at herself in the mirror. Rae follows.

RAE

What's going on?

Jill turns on the faucet, splashes her face.

JILL

I can't do this.

RAE

Do what?

JILL

This isn't just a surf trip.

RAE

I've got some business.

(CONTINUED)

CONTINUED:

JILL

I can't let you suck me into your life,
Rae.

RAE

I need you.

JILL

No, you don't.

RAE

Yes, I do. Whether you work with me or
not, I need your friendship back. It's
the only thing I've regretted about the
last ten years.

(moves in, seductive)

You don't like the action, I'll let you
go, promise.

Play the moment. Jill hesitates, softens.

JILL

This is temporary, nothing long term.

RAE

The friendship or the work?

JILL

The work.

EXT. HOTEL DE LAS VENTANAS - DAY

Rae and Jill move towards the Jeep where Teddy waits.

JILL

Assume they have all your phones.
Locators on your cars, helicopters,
anything that moves with you in it,
they're tracking. If you smoke a joint,
they get high.

RAE

Who's writing the paper for the wiretaps?

JILL

Doesn't matter. They're not setting up
on you for evidentiary purposes, it's
inadmissible in any court. They're
waiting for you to move on a score, so
they can take you down. Times and dates,
drops and deliveries. All they want is
your hand in the cookie jar.

INT. JEEP - DAY

Teddy drives with Rae and Jill in back.

JILL
Any of your boys acting different, strung
out?

RAE
Where are you going with this?

JILL
Maybe somebody's wearing a wire on you,
playing snitch for the LAPD.

RAE
That's been handled.

JILL
Handled how?

RAE
Don't ask.

They ride in silence, then:

JILL
Ever see Zander?

Rae looks at Jill. This name is a conduit carrying a lot
of electricity between them.

RAE
I was wondering how long it would take
you to get around to him.
(beat, then)
Zander and I have a kid.

TIGHTEN on Jill, as she turns to Rae.

INT. MODERN HOUSE - OFFICE - DAY

Lots of glass, sleek, more curves than corners, like the
man sitting behind a dozen flat-screen computer monitors
with the world markets flashing by.

ZANDER BRYSON wipes his eyes and spins in his chair to
watch the waves crash to shore outside a floor-to-ceiling
plateglass wall. He's handsome, driven, oddly
meticulous, and if we don't know why he's in this picture
right now, that's all right.

INT. JEEP - DAY

BACK TO Rae and Jill.

JILL

You just got divorced from Neil, I thought they were his.

RAE

Neil and I were over a long-time ago. We finally made it legal.

JILL

I didn't know.

RAE

That a jealous look?

JILL

(covering)

No, just surprised.

RAE

Jake's eight, Sarah's five. You need to have some. Kids make you live forever.

INT. MODERN HOUSE - OFFICE - DAY

A 5-year old girl bursts through the door and rushes towards Zander. It's SARAH, the little girl we remember from page 4. She jumps in his lap and shows him a finger-painting. Zander smiles, there's a lot of love here.

INT. JEEP - DAY

Jill looking at Rae.

JILL

I can't believe two kids came out of that size-six body.

RAE

I like to keep my bait fresh.

(then, knowing)

He's never gotten over you. That's why we didn't work. He never admitted it, but I know it was you he was thinking about. I was just a bed warmer.

INT. MODERN HOUSE - MASTER BEDROOM - FLASHBACK - NIGHT

Zander and Rae lie in bed. Rae sleeps. Zander's back is to her, and his eyes are wide open. He stares out the window where the black horizon is illuminated only by the moon. The sounds of the ocean echo through this memory. Zander's mind is someplace else, on someone else. He sits up in bed, looks out the window and buries his head in his hands.

INT. JEEP - DAY

Rae and Jill.

JILL

Is he doing all right?

RAE

If you like self-made millionaires that are sexy and smart.

(small silence)

He'd love to see you.

Jill forces a smile.

EXT. BEACHFRONT DIRTROAD - DAY

The Jeep stops next to a black Suburban with tinted windows. Seth, Drewe, Cheeks and Bodhi get out to meet Rae, Jill and Teddy. Drewe is immediately suspicious of Jill.

JILL

Which truck are we taking?

Rae points to the Suburban. Jill starts searching for bugs inside the wheel wells.

DREWE

What's she doing here?

SETH

Easy, Drewe.

RAE

That's all right, let him talk.

DREWE

We got heat up to our fucking ears lately. I mean, I can see hanging with her for old-time's sake or whatever, but this is work.

(CONTINUED)

CONTINUED:

RAE

She's working with us.

DREWE

We've got a good crew.

RAE

She'll make us better.

Jill yanks A NI-CAD LOCATOR BEACON out from one of the wheel wells and throws it in the dirt. Bodhi crushes the locator under his boot.

BODHI

Better already.

Jill slides under the truck.

CHEEKS

Adding on is a liability. Look what happened last time. We got hit with some blow-back.

DREWE

Yeah, you got laid, and we got fucked.

Seth steps in and backhands Drewe, who reels back stung.

SETH

That's disrespectful.

DREWE

Sorry, Rae. I like Jill as much as the rest of you. We go back a long way. Friends are one thing, business is another.

(beat, then)

Open your eyes, her old man's Mr. Governor. She's a narc, man.

TEDDY

Ex-narc. You're paranoid.

DREWE

I think she raises our profile, and we don't need that right now.

RAE

(turns to Seth)

Where do you weigh in on this?

Jill slides out from under the Suburban with another locator. She crushes it with her shoe and moves off to finish.

(CONTINUED)

CONTINUED: (2)

SETH

I can see where she could help us.

RAE

It's worth the stretch.

JILL

This truck's clean.

RAE

(turns to Drewe)

Hang onto your commitment or let us go.
What's it going to be?

Drewe looks at Jill, licks the blood from his lip and nods.

EXT. CASA DE GAVILAN - DAY

An estate in Ensenada backed up against the Pacific.

Rae is talking with RAFAEL HOYO in THE GAZEBO. Hoyo's slick, educated, head of "La Eme" a.k.a. Mexican Mafia. His muscle surrounds him along with Rae's crew. Hoyo's nephew, a thug named CRUZ with an ugly raised scar across his nose, throws a kilo of heroin on the table. He eyes Jill.

Rae nods to Cheeks who takes out A TEST KIT. He mixes some of the smack into several two-grain phials and uses a dropper to drop chemicals in each sample.

RAE

Twenty cents on the dollar is what I can do.

Hoyo chuckles, sizes Rae up.

HOYO

Back east they do a dime.

RAE

Last I checked Los Angeles was on the left side of the map.

HOYO

That is a big cut, El Nina.

RAE

My price is non-negotiable.

Rae looks to Cheeks.

(CONTINUED)

CONTINUED:

CHEEKS

It's high-grade.

RAE

How high?

CHEEKS

Ninety-two percent pure. Minimum 12-to-1 hit on the street.

Rae turns back to Hoyo.

HOYO

Fifteen cents on the dollar.

RAE

I don't get out of bed for that price.

HOYO

Final offer.

RAE

I'm sorry your family connection in Boyle Heights went down. But the dip-shit crew you signed up out of Compton can't move a couch without getting put on the evening news. You need me. I know it. You know it. Why are we dancing?

HOYO

You are right. For fifteen cents on the dollar, I need you.

RAE

You're jumping over dimes to pick up pennies. Jerry Buss paid Kobe Bryant fifty-five million dollars to play for the Lakers.

HOYO

I do not see the correlation.

RAE

Kobe's a franchise player. You want to compete on the West Coast, I'm your Kobe. You don't want to pay the freight, that's fine, too. You'll call me in a month after those Crips you hire out of South Central fuck up the shipment and get busted back to Chino. And then my cut goes up to twenty-five cents on the dollar because I assume more risk. Invest in me now, you'll save long-term.

(CONTINUED)

CONTINUED: (2)

HOYO

You have a way with words.

RAE

Do we have a deal?

Hoyo looks Rae right in the eyes, he's vacillating, about to say yes. Then, Cruz places Jill in his mind and whispers in his uncle's ear. Hoyo's eyes shift from Rae to Jill.

HOYO

Can I speak with you alone?

RAE

Whatever you've got to say can be said here.

HOYO

My nephew says he knows this woman from a bust down in El Paso. Says she led the charge for the DEA.

Jill locks eyes with Cruz, and we're slammed back in time.

EXT. MEXICAN BORDER - EL PASO, TEXAS - FLASHBACK - DAY

Jill stands over Cruz wearing a bulletproof vest. She looks down the barrel of an AR-180. Cruz reaches for his weapon, and Jill rifle-butts him across the face.

EXT. CASA DE GAVILAN - DAY

Cruz draws on Jill, jamming his gun in her face.

Jill disarms Cruz with a quick move and puts his own gun in his face. Then guns come from everywhere. Hoyo's men, and Rae's crew are hammers back. It is a Mexican standoff.

Rae smiles, shrugs off the highly fluid situation.

RAE

Boys and guns.

(calm command)

Put them away, Seth.

(Seth et al hesitate)

Now!!!

(everyone stands down but
Jill)

You too, Jill.

(CONTINUED)

CONTINUED:

Jill ejects the clip and hands Cruz back his gun.

HOYO

Are you with the DEA?

RAE

Before she answers that question, let me understand this fear-based, macho mindset. Let's say she is with the DEA, what's she going to do? Cuff you and haul you out of your own country? That's not within her power. Or maybe she's going to go back to Washington to write up a report claiming you're the Jefe Grande of Mexico. That report was written. You have zero exposure, nada. So let's cut this Alpha-male shit. Tell your men to disengage.

Hoyo thinks, waves his men off, and they lower their weapons.

HOYO

You accept my price, yes?

RAE

No, she's the reason you're going to pay my price. It's nice having the DEA in your hip-pocket.

HOLD ON Rafael Hoyo. He's sold.

EXT. GRAVEL AIRFIELD - ENSENADA - DAY

The black Suburban slides to a stop and empties Rae, Jill and the boys. Bodhi moves to the helicopter and fires it up.

TEDDY

I don't know about you guys, but that made my world spin a little faster.

RAE

Let's not celebrate. We've still got to take delivery and move it. This is a big-time payday. We'll be dealing off this load for six months, maybe longer. That means everybody gets well.

Seth takes over addressing the crew.

(CONTINUED)

CONTINUED:

SETH

Mouths are shut, no pillow-talk with your old ladies, nothing.

RAE

Good work, boys.
(then to Seth)
See you in LA.

Rae and Jill move to the helicopter and jump inside. Seth and the rest get in the Suburban and take off.

INT. HELICOPTER - NIGHT

Bodhi flies. Rae and Jill ride in the cabin.

RAE

We did good today, your composure inspired me.

JILL

This guy could do you some damage.

RAE

Which guy?

JILL

The one that drew on me.

RAE

He's a low-level hitter. Hoyo's the bottom line, and he was sold before we got there.

JILL

You're sure?

RAE

This deal's too rich. He needs me as much as I need him. He'll keep his boys in check.

EXT. MATTHEW'S ESTATE - BEL-AIR - NIGHT

The black Ferrari pulls to a stop in front of a massive gate. Beyond the gate, up a long cobblestone drive, is a beautiful Frank Lloyd Wright estate.

INT. FERRARI - NIGHT

Rae reaches into the glove compartment and pulls out a bound stack of hundred dollar bills. She hands it to Jill.

JILL
What's this?

RAE
Just helping a friend get back on her feet.

Jill thumbs through the money, eyes Rae.

JILL
This is fifty-thousand dollars.

Rae smiles a seductive smile.

RAE
And you don't even have to kiss me good night.

Jill puts the money back into the glove compartment.

JILL
I can't take your money. But I might need a place to stay.

Rae writes down an address.

RAE
Just let yourself in. The door's always open.

JILL
Thanks, the trip was fun.

Jill smiles and gets out.

EXT. MATTHEW'S ESTATE - BEL-AIR - NIGHT

Rae peels out. Jill pockets the address and looks up at the house. Then, A VAN parked on the street gets her attention. Jill makes a mental note and moves towards A GUARD SHACK. A plain-clothed armed guard emerges from the shack. Meet HARRY D'ALLESANDRO. Ex-LAPD. Strong.

JILL
Hey, Harry.

(CONTINUED)

CONTINUED:

D'ALLESANDRO

Hello, Jill. We miss you around here.

The gate swings open, and Jill climbs the drive.

INT. FERRARI - NIGHT

Rae's driving Sunset when her cell-phone rings.

RAE

This is Rae.

(listens, then)

I'll be right there.

Rae does a 180 and heads the other way.

INT. MATTHEW'S ESTATE - FOYER - NIGHT

Jill opens the door and enters. The inside is everything the outside promises and much more. Jill walks through the foyer and down a hallway towards the study. It's quiet.

INT. MATTHEW'S ESTATE - STUDY - NIGHT

Ralph Lauren couldn't have decorated this room better. It's distressed leather and tartan. CLAYTON MATTHEWS sits behind a mahogany desk working.

Jill nudges the door open.

JILL

Campaign speech?

Clayton looks up surprised to see his daughter.

CLAYTON

Jill?

JILL

Touch on campaign-finance reform, promise tax cuts and be tough on crime. Those are the flavors of the new millennium.

(thinking back)

What is it you used to say, "talk just enough, be passionate."

CLAYTON

And look good doing it.

(CONTINUED)

CONTINUED:

JILL

That was always easy for you.

Father and daughter hold a look. There's a deep-seated and tangible animosity separating these two.

EXT. MANHATTAN BEACH - NIGHT

The Ferrari pulls to a stop and Rae jumps out. She moves up the sidewalk to Leslie, who smokes nervously in front of a one-level beach house with A BABY in her arms. As Rae gets closer she sees Leslie's lip is bleeding. Her eye is swollen, black and blue. The baby cries.

LESLIE

I couldn't stop him. He did a couple lines and went psycho. He's paranoid, thinks I'm fucking somebody else.

RAE

Get in the car.

Rae hands Leslie the keys and moves up the steps.

INT. BEACH HOUSE - NIGHT

Rae enters, moves through the entryway and sees Teddy playing his unplugged electric guitar in the bonus room. He is coked to the gills, grinding his teeth. Rae moves towards him and connects with a powerful punch. Teddy's stunned, but before he can fall, she doubles him up with a kick to the stomach. Rae smacks his headphones off, pins him to the wall.

RAE

You want to hit women? Hit me.

(Rae smacks him)

I said, hit me!!!

TEDDY

I don't want to.

Rae drills him again.

RAE

Doesn't feel very good, does it?

Teddy stammers like a paranoid blow freak.

TEDDY

She's fucking somebody.

(CONTINUED)

CONTINUED:

RAE

I don't care if she's pulling a train for the Oakland Raiders. No more hitting and lay off the coke. We're dealers, not users.

TEDDY

I had a couple bumps.

RAE

This what you want for your baby? A blow freak for an old man who beats his mom?

Teddy melts down, overcome with post-rage guilt.

TEDDY

She OK?

RAE

Pull it together. Leslie and the baby are staying with me. You have one more chance to get off the blow and start acting like a husband and father. You will not do this again, understand?

INT. MATTHEW'S ESTATE - STUDY - NIGHT

Clayton and Jill sit opposite each other.

CLAYTON

Why haven't you returned my calls?

JILL

I needed some time.

CLAYTON

How could you let this happen?

JILL

You know what, I don't want to do this right now. I'm tired.

Jill gets up to go.

CLAYTON

I'm not finished talking to you, sit down.

These words cut right through Jill, then:

(CONTINUED)

CONTINUED:

JILL

I know my fuck-up hits you at a bad time career wise, but what happened to that loving-father routine you laid on the press back in D.C.?

(no answer)

Thought I might get lucky and come home to some of that.

CLAYTON

I'm disappointed in you.

JILL

So am I. Isn't that enough?

CLAYTON

I've made some calls. We let this cool down, I'll get you reinstated. I can fix this for both of us.

JILL

I don't want you to fix it. This has nothing to do with you.

CLAYTON

It has everything to do with me. You're my daughter. Your behavior reflects upon me, and my politics. You're an embarrassment, Jill. I will not let you destroy what I've spent twenty years working for.

Jill holds his look, matches his will. Clayton, the private man, is a lot different than the public one. Then:

JILL

Good luck with your speech.

Jill leaves, as Clayton does a slow burn.

EXT. MATTHEW'S ESTATE - BEL-AIR - NIGHT

Jill approaches THE VAN she saw earlier and bangs on the back doors. She waits, bangs again. Then, the double doors swing open revealing MILLOY, CORDELLO and O'BRIEN.

JILL

Give me a ride to the beach?

INT. SURVEILLANCE VAN - NIGHT

En route. State-of-the-art surveillance gear. Jill sits in back with Butch and Cordello. O'Brien drives.

JILL

You know who I am, who are you?

BUTCH

Butch Milloy, Head of Narcotics LA County. My associate, Cordello.

JILL

Who's driving?

O'Brien flashes a smile in the rearview mirror.

O'BRIEN

Steve O'Brien, ma'am.

JILL

You enjoy listening to me argue with my father?

O'BRIEN

No, ma'am.

BUTCH

You were a good agent. Took down some heavyweight crews. I hate to see you go to the other side.

JILL

Ambition can be a funny thing. It can make you push. When you push, you make mistakes.

BUTCH

Nobody's pushing here.

JILL

You want this bust, don't you?

BUTCH

Yes, I do.

JILL

So you snapped a photo of me, put it on the wire and called the DEA to check me out.

BUTCH

I requested your file, yes.

(CONTINUED)

CONTINUED:

JILL

Dumb play, Butch. In a day, maybe two, the DEA's going to be all over this. They'll walk in, smile and pat you on the back. If there is a bust, they'll take the credit using your legwork and time spent. You lost your patience and pushed when you should've kept me to yourself.

(fucking with him)

That's how you take down the heavyweights.

EXT. PACIFIC COAST HIGHWAY - MALIBU - NIGHT

The van pulls over, and Jill jumps out the back.

BUTCH

How do you fit into all this?

JILL

You're working too hard. Go home, spend some time with your wife and kids.

(smiles and walks off)

Goodnight, Butch.

EXT. THE COLONY BEACH - MALIBU - NIGHT

The moonlight is translucent blue on the Pacific. Jill ducks underneath the chainlink fence separating the Colony from the public beach. She approaches a house, one light on upstairs.

Jill pulls the address from her pocket, checks it and goes up the beachside stairs onto the veranda. She looks inside. No one. Jill works the doorknob and lets herself in.

INT. MODERN HOUSE - NIGHT

Jill moves to the kitchen. She opens the Sub-Zero and takes a small bottle of Evian. Jill twists off the cap and drinks. A CAT meows. Jill turns, and there's BUDDY staring at her.

JILL

Hey, Buddy.

Buddy darts up a staircase. Jill follows him to the second floor. Buddy slips through a door. Jill goes through the door right after him.

INT. MODERN HOUSE - OFFICE - NIGHT

As Jill enters Buddy jumps onto the desk and curls up in the soft glow of several computer monitors. The man at the desk looks up. It's ZANDER. For a moment, Jill and Zander just look at each other. Neither knows what to say. Then:

ZANDER

Hello, Jilly.

JILL

I'm sorry. Rae said if I needed a place to stay.

ZANDER

I know, Seth dropped off your cat and told me you'd be coming.

Buddy springs into Zander's lap, as he moves out from behind his desk. It's only now we see Zander's a paraplegic. He pushes himself in A WHEELCHAIR. His legs are crippled, but his legs are strong. Everything about him is pulled together. He's dressed impeccably, groomed impeccably, he's even more beautiful than Jill remembered. This is a man who has learned to control life to keep it from falling apart. Jill watches him. Then, she's SLAMMED BACK TEN YEARS.

INT. JEEP - FLASHBACK - NIGHT

This time the memory is a little less jagged, not so surreal, but it's still oblique, as it's raked through her mind. Rae hangs out the convertible Jeep smoking a joint. She passes it to Jill who takes a hit.

Jill is reeling, her psychomotor skills seriously impaired.

Then, THE BOY leans in from the back coming into sharp focus for the first time. It's ZANDER, younger, fresh. He kisses Jill. Nibbles her ear. Jill takes another hit and blows the warm smoke in his mouth. These two are in love. They seem suspended in time for a moment. Then, the FILM DOUBLE-SKIPS, JUMPS FORWARD, as if jarring more memories free. HEADLIGHTS FLASH. The whole world seems to go upside down. As ZANDER'S FACE tears through the windshield there's another RAPID ADVANCE to...

EXT. CRASH SITE - NIGHT

The aftermath. The Jeep is a tangled mess. Zander lies half on, half off the hood. Jill holds him in total shock. She's cut, weeping. Jill looks down at Zander, his face is mangled beyond recognition. He's unconscious, limp in her arms.

Rae lies on the asphalt across from them, knocked out.

Jill cradles Zander, trying to turn back time.

INT. MODERN HOUSE - OFFICE - NIGHT

Jill blinks herself back, her equilibrium off.

ZANDER

You all right?

Jill gathers herself, touches his face.

JILL

Your face.

Zander smiles, keeps it light.

ZANDER

This is a good town for plastic surgery.

Kindness is not what Jill expected. She breaks, and for the first time we see her in real emotional trouble.

JILL

I have to go. I'm sorry.

Jill turns and leaves. Zander watches her for a moment and goes to a pair of sliding doors. He presses an electronic button. The doors open revealing an elevator.

INT. MODERN HOUSE - DOWNSTAIRS - NIGHT

The elevator opens and Zander wheels himself out. His eyes search the dark. He sees Jill on the veranda.

EXT. MODERN HOUSE - BEACHFRONT VERANDA - NIGHT

Zander approaches Jill.

JILL

There's so much I need to say to you.

(CONTINUED)

CONTINUED:

ZANDER

Don't do this now.
(then, softly)
Get some sleep.

Jill turns blown away by his resolve, and we DISSOLVE TO...

INT. MODERN HOUSE - GUEST ROOM - NIGHT

Moonlight on white sheets. PAN ACROSS the drapery of sheets to Jill's wide-open eyes. She can't shut down. There's too many emotions to keep in check.

INT. MODERN HOUSE - MASTER BEDROOM - NIGHT

Zander lies in his bed wide-awake, lost in thought.

INT. RAE'S CONDO - BEDROOM - NIGHT

High above Century City. Leslie sleeps. Rae holds the baby, as she takes the ice-bag off Leslie's swollen eye. Then, she moves the blanket up to her chin and goes to the window. Rae rocks the baby and watches the ocean of shimmering lights.

EXT. ROOFTOP - NIGHT

Butch watches Rae from the rooftop across the street behind some "Wells Fargo" neon. The usual surveillance gear is in operation. O'Brien comes through the rooftop door and moves to Butch with two cups of coffee. Butch looks up.

O'BRIEN

Thompson didn't show for the meet.

Butch hangs his head. Then, he hears THE DOORBELL inside his headset. He dials in his binoculars. Here's what he sees: Rae puts the baby in a crib and crosses into the living room. O'Brien snaps the telephoto lens on the Nikon.

INT. RAE'S CONDO - NIGHT

Rae moves to the door and takes a quick look in the peephole. She recognizes whoever's there and swings the door open.

(CONTINUED)

CONTINUED:

RAE

Hi, baby.

A MAN, who we can't recognize, folds into her arms.

EXT. ROOFTOP - NIGHT

O'Brien snapping pictures with a telephoto.

O'BRIEN

I can't make him. Is it Thompson?

BUTCH

Can't tell.

FROM BUTCH'S POV we see THE MAN veiled in the darkness. Rae and THE MAN kiss, in and out of the shadows. Her hands are through his hair, her face blocking his. Then, Rae backs up seductively and lets her robe fall.

As THE MAN moves out of the semi-dark, Butch's face goes slack with recognition. O'Brien is snapping away.

O'BRIEN

I've got him.

Then, Butch's cell-phone rings.

BUTCH

This is Milloy.

(after a moment)

I'm on my way.

EXT. CRACKHOUSE - CRENSHAW DISTRICT - DAY

A plainwrap car slides to a stop. Butch and O'Brien jump out and are met by Cordello. One look from Cordello says it all.

INT. CRACKHOUSE - CRENSHAW DISTRICT - DAY

Butch and his crew move to the dead body of Michael Thompson. A syringe sticks out of his arm, and the surgical tubing is still lashed around his bicep. Rigor mortis set in days ago. He's nude, bluish-grey. Halogen lights illuminate the crime scene. A FORENSIC UNIT scrapes blood, dusts for prints. Butch blanches from the smell, as he looks down on his dead friend. O'Brien gets nauseous immediately.

(CONTINUED)

CONTINUED:

CORDELLO

He was pumped full of a hot-dose. Most likely killed somewhere else and moved here. It was obviously staged to look like an overdose.

O'Brien moves off and throws up on a nearby wall.

BUTCH

Physical evidence?

CORDELLO

Forensics is going to run PCR-STR, cross-check for any DNA sites that don't match. You know, the usual stuff, hair, blood, bodily fluids.

BUTCH

What about unusual stuff?

CORDELLO

It was a clean hit. No loose ends here.

O'Brien returns wiping his mouth.

BUTCH

Somebody saw something.

(then to O'Brien)

Canvas the neighborhood, get me a fucking witness. Go!

(back to Cordello)

Stay on top of forensics. There's got to be some physical evidence we can pin on this bitch.

Butch turns away from the body barely holding it together. Cordello moves to him.

CORDELLO

Take it easy.

BUTCH

We did the academy together. His kids are my Godchildren.

CORDELLO

This isn't your fault. We play a rough game.

BUTCH

What do I tell his wife?

A VOICE from behind answers the question.

(CONTINUED)

CONTINUED: (2)

THE VOICE

That he loved her and died doing his job.

Butch and Cordello turn and there's DAVE WHITTEN. Dave flashes his DEA badge, smiles.

DAVE

Special Agent Dave Whitten, DEA.

Butch can't believe it, Jill was right.

INT. MODERN HOUSE - GUEST ROOM - DAY

Jill wakes to find Sarah standing in front of her holding a food tray with sliced fruit, warm muffins and coffee. Jill gathers herself. Sarah studies Jill, sets the tray down.

JILL

Thank you.

SARAH

You're welcome.

JILL

You must be Sarah.

SARAH

(with a nod)

Are you daddy's new girlfriend?

JILL

No, we're old friends.

Sarah nods disappointed and leaves the room.

EXT. CRACKHOUSE - CRENSHAW DISTRICT - DAY

Michael Thompson's corpse is wheeled out on a stretcher and loaded into an ambulance. Butch watches for a moment before crossing to Dave who is having a smoke.

BUTCH

What are you doing on my crime scene?

DAVE

I'm just a fresh set of eyes.

(CONTINUED)

CONTINUED:

BUTCH

I made this case. I don't need the DEA coming into my backyard and fucking it up. I'm close.

DAVE

Not close enough for the suits on Pennsylvania Avenue.

(off Butch's look)

You'll run with the capital-murder beef, and I'll work the narcotics end. We'll share the collar.

Dave smiles and crushes his cigarette under his shoe.

INT. SHOWER - DAY

Cold water streams off Jill. She braces herself, breathes fast in the cool spray.

INT. MODERN HOUSE - OFFICE - DAY

Zander sits on a recumbent bike designed for paraplegics. A motor drives the pedals forcing Zander's crippled legs around the sprocket. He's watching CNBC and talking into a wireless headset. Sarah sits on the handlebars. A big man, Zander's nurse, stands nearby.

ZANDER

Liquidate the short-term puts and buy the options. We rode it down, now let's scalp them on the way up. Use a tight stop. When they move twenty ticks dump the position and call me.

Zander terminates the call.

SARAH

Faster, dad. You're not sweating enough.

Zander presses a few buttons upping the speed on his bike. Jill pokes her head in.

JILL

Am I interrupting?

ZANDER

No, come in.

JILL

Thanks for breakfast.

(CONTINUED)

CONTINUED:

ZANDER

That was Sarah's idea.

JILL

Thank you, Sarah.

SARAH

You already thanked me.

Zander smiles and nods to his nurse who helps Sarah down off the handlebars. Together, the nurse and Sarah undo the pedal straps holding Zander's feet in place. This is a morning routine. The nurse lifts Zander off the recumbent bike and sets him in the wheelchair. The scene is too much for Jill.

JILL

I'm going to take off.

ZANDER

Rae called from the car, she's on her way over.

(then to Sarah)

Put a sweater on, it's cold out.

Sarah grabs Zander's nurse by the hand and drags him out.

SARAH

Later, Jill.

Zander approaches.

JILL

You're daughter's beautiful. She looks just like you.

ZANDER

She keeps me positive.

(a look, then)

What are you doing with Rae?

JILL

Catching up.

ZANDER

Don't do it for long.

JILL

Why not?

ZANDER

You know why not.

(beat, then)

Have dinner with me tonight?

(CONTINUED)

CONTINUED: (2)

Jill hesitates, an awkward silence passes.

JILL
I don't know.

ZANDER
It's just dinner.

Then, Rae enters with her son Jake.

RAE
Don't make him work so hard.

JAKE
Hey, Uncle Zee?

ZANDER
How's it going, little buddy?

JAKE
You having dinner with him tonight or
what?

Off Jill's look.

INT. RANGE ROVER - DAY

Rae drives with Jill riding shotgun. Jake and Sarah sit
in back with their bookbags.

JILL
I can't believe you set me up with Zander
like that.

RAE
You needed a push.

JILL
Do you know how many times I've run it
through my mind? Even rehearsed it in
front of the bathroom mirror. Knew
exactly what I would say, how I would say
it. Then there he was in front of me,
and I blanked. I'm sorry just didn't
seem like enough.

RAE
Sometimes it's all there is.

Rae pulls the Range Rover over.

EXT. PRIVATE SCHOOL - DAY

Cars snake through the carpool line dropping off kids. Jake and Sarah jump out of the Range Rover and onto the sidewalk with Rae and Jill. Rae picks Sarah up and starts carrying her towards the school. Jake takes her hand.

SARAH

Remember, mom, I have a soccer game on Friday.

RAE

I'll be there.

SARAH

Great.

JAKE

And you said, you'd take me for a haircut, too.

Then, the sound of tires screeching and doors slamming turns Rae. An unmarked sedan spills Milloy, Cordello and O'Brien. They quickly move towards Rae with weapons out. Kids and parents scatter in their wake. Rae sets Sarah down.

RAE

Take your sister inside.

Butch slices through the school kids with his crew.

BUTCH

Rae Coraliya?

RAE

Yes.

BUTCH

We have a warrant for your arrest. Turn around and put your hands on your head.

O'Brien starts reading her the Miranda.

JILL

Put the guns away. You're scaring the kids.

BUTCH

Step back, Miss Matthews.

Cordello spins Rae and frisks her. Jake looks up at her. Sarah starts to cry.

(CONTINUED)

CONTINUED:

RAE

It's okay, baby, don't cry.

Cordello pushes Rae down and pulls a plastic handcuff strip.

JAKE

What's going on, mom?

RAE

Nothing I can't take care of. Now take your sister inside.

Jill steps in and takes Jake by the hand. She ushers him up the path picking Sarah up on the way. Jake and Sarah watch over their shoulders, as Cordello shackles Rae with plastic handcuff strips and harshly pulls her to her feet.

Rae smiles to Jake and Sarah, as Jill leads them inside.

EXT. "IRON WERKS" - SOUTH CENTRAL - DAY

A low-rider Crip wagon slides to a stop. GOLDILOCKS, A wiry little Crip with bad skin and bleached nappy hair jumps out of the driver's side and heads into the shop with CRUZ. Cruz is the scar-faced thug we recognize from Ensenada.

INT. "IRON WERKS" - SOUTH CENTRAL - DAY

Welders sodder on prefab wrought-iron. Goldilocks leads Cruz through the sparks and out a back cargo door.

EXT. "IRON WERKS" - IRON YARD - DAY

A large gang, and a dogfight. A white pitbull, with a black face, is on the losing end to a bigger spotted black dog.

JELLY RICKETTS, an ex-boxer with a smashed face watches from the front row. His muscles are still hard under a serious layer of flab. He's covered in jailhouse tattoos and wears a do-rag. Goldilocks approaches with Cruz.

GOLDILOCKS

Yo, Jelly. We got some serious shit to talk about.

Jelly puts up the "just-a-minute" index finger.

(CONTINUED)

CONTINUED:

The pitbulls rage. The white dog gets a hold of the bigger one's jaw. With several vicious tugs, the spotted black dog's lower jaw is pulled apart like a wishbone. The Crips cheer. The wounded dog is stunned, as the white dog drives him to the ground by his jugular. The black dog flails, whines a death cry. Jelly whistles for his victorious dog who obediently comes with a tongue wagging.

JELLY

Good boy.

GOLDILOCKS

That dog's got some sack for a little mother.

JELLY

It's not the size of the dog in the fight, it's the size of the fight in the dog.

Jelly's baby starts to cry, he pats his back.

GOLDILOCKS

This is Cruz. He's our contact on the Hoyo deal.

JELLY

What do you got?

GOLDILOCKS

That bitch outta Malibu flew down and started flexing, cherry-picked our contract.

Jelly's head comes around like a hawk.

INT. LAPD NARCOTIC'S DIVISION - INTERROGATION - DAY

Rae sits watching Butch pin up crime-scene photos of Michael Thompson's corpse. If Rae's disturbed, she doesn't show it. Butch tacks up the last photograph and sits. Just silence. Then, Butch slides several photographs of Michael Thompson's kids and wife in front of Rae. Rae glances down briefly. No reaction. Butch watches, waits. More silence.

INT. LAPD NARCOTIC'S DIVISION - VIEWING ROOM - DAY

Looking into the interrogation room through a one-way mirror. Cordello, O'Brien and Dave stand in silence.

(CONTINUED)

CONTINUED:

CORDELLO

You going in?

DAVE

He's doing fine.

CORDELLO

It's the bullet you don't see that kills you, right?

DAVE

Something like that. What do you got on her so far?

CORDELLO

Nothing. She drew a suspended on possession and conspiracy to sell when she was twenty-one. She was playing in minor leagues then. Now she's got a legitimate parking-lot business, it's a clean operation, pays her taxes on time. All cash transactions, hard to trace.

DAVE

That's how she washes the money.

CORDELLO

Yeah, she skims the cream off the top and wires the rest offshore to several investment corporations in the Caymans. Again, they're all legit, and she's got some serious Beverly Hills tax attorneys to make sure of it. Got to give it to her, she's been trafficking for nine years, and we've never nailed a single delivery site.

INT. LAPD NARCOTIC'S DIVISION - INTERROGATION - DAY

Butch and Rae eyes locked. Everything unsaid resonates in the deafening silence. They know exactly what hangs in the balance. Then, Butch looks down at the pictures in front of him. All the sudden, the photographs come to life. Several mini-movies play out within the sloppy frame lines. They're saturated, technicolor, almost real, but not quite.

Michael playing with his kids, kissing his wife. As fast as the mini-movies start, they stop, leaving Butch rattled. He looks up at Rae, wipes a tear from his eye.

BUTCH

I'm glad we had this conversation.

(CONTINUED)

CONTINUED:

Butch gets up, leaves.

INT. LAPD NARCOTIC'S DIVISION - VIEWING ROOM - DAY

Butch joins Dave who watches Rae through the one-way glass.

BUTCH

Now what?

DAVE

24-hour surveillance, revolving tails, the works. If she chews a pack of gum, I want to know where she bought it, and what flavor it is. Work her neighborhood, look for a warehouse that can garage a dope lab. Let's put some pressure on her, see what she's made of.

(as he's leaving)

Good work, Butch. The tears were a nice touch.

INT. LAPD NARCOTIC'S DIVISION - HALLWAY - DAY

Dave exits into the hallway and lights a cigarette. He turns and there's Jill sitting in the waiting room. Jill looks up, they catch eyes. Dave approaches, after an awkward silence.

DAVE

You look tan.

JILL

I was surfing in Ensenada.

DAVE

I saw the surveillance pictures.

Jill nods, eyes Dave's cigarette.

JILL

This is Santa Monica.

(ribbing him)

It's a no-smoking city.

Dave smiles, stabs out his smoke.

DAVE

Missed you, too.

JILL

Didn't take you long to get out here.

(CONTINUED)

CONTINUED:

DAVE

It'll be a short trip.

JILL

Arresting her at school, in front of her kids. That's harsh.

DAVE

You taught me well.

JILL

You going to hold her forty-eight hours, or can I take her home?

DAVE

She's all yours.

JILL

Good to see you.

Dave stops her from leaving with a soft hand.

DAVE

Meet me later.

Butch leaves the interrogation room, just as Jill shakes her head and pulls away. Dave turns, sees that Butch has caught this exchange. As their eyes meet.

EXT. SAN PEDRO HARBOR - LOADING DOCKS - DAY

Massive cranes, longshoremen, cargo ships. The giant draw bridge is just locking into place after letting a cargo ship through. In the distance, we find the Range Rover lurching up and down as it crosses the tracks and slides in next to a black Suburban. Rae, edgy and stressed, gets out. Jill gets out of the right side. They're met by Seth and Teddy who get out of the Suburban.

RAE

You get my kids?
(Seth nods)
How are they?

SETH

Little freaked. I dropped them at Neil's.

JILL

We set for tonight.

(CONTINUED)

CONTINUED:

TEDDY

Yeah, Bodhi and Drewe are picking up the truck now.

JILL

Out of state?

TEDDY

Nevada.

JILL

Where's the merch?

Seth points to a cargo ship with German markings.

SETH

It's prepped and ready. It'll clear customs at eleven. We can take delivery anytime after that.

RAE

See you back here at midnight.

Rae heads back to the Range Rover. Teddy follows her.

TEDDY

Rae, wait up.

(Rae turns)

How's Leslie?

RAE

Pissed off, hurt.

TEDDY

Can I see her?

RAE

You ready to start acting right?

TEDDY

I'm through with the blow. I'll make it happen this time.

RAE

She's at my place.

(gives Teddy the key)

Last chance, Teddy.

EXT. KNOLL - DAY

Butch, Cordello and O'Brien with earphones and binoculars. They have been surveilling Rae and her crew. There's a directional mic and a parabolic dish.

(CONTINUED)

CONTINUED:

Dave stands nearby. Butch watches Rae get into the Range Rover with Jill through his high-powered binoculars. He moves to Dave.

DAVE

You got a point of origin on that cargo ship?

BUTCH

Hamburg, Germany, vis-a-vis Miami and Mexico City.

DAVE

The route makes sense.

Butch nods, says what's on his mind.

BUTCH

Is Miss Matthews going to be a problem for you?

DAVE

You did some homework?

BUTCH

Ex-partner, ex-girlfriend.

DAVE

There's no problem.

BUTCH

If things get sideways, I need to know you can take her out.

(off Dave's look)

Hey, I don't want to risk my boys because you got leftover feelings gets in the way of you pulling the trigger.

DAVE

She's just a job now.

Butch sees the coldness in Dave's eyes and hands him a file.

BUTCH

What do you make of these?

Dave opens the file and sees the incriminating surveillance pictures taken last night of Rae with CLAYTON MATTHEWS. He shuffles through the pictures.

DAVE

Looks like the Governor's fucking our leading lady.

(CONTINUED)

CONTINUED: (2)

BUTCH

Yeah, but what's she getting out of it.
Sex is never just sex.

INT. RANGE ROVER - DAY

Jill driving Rae.

RAE

Ask me, Jill.

JILL

I don't want to know.

RAE

I didn't kill that cop.

JILL

The less I know the better.

RAE

I need your trust right now, and I'm not
feeling it.

JILL

Give me a minute, all right? This bad-
guy stuff is new for me. I'll catch on,
or I'll get out. Long as I'm in, you can
trust me.

Jill stops the Range Rover at a flashing barricade in
front of THE DOUBLE-LEAF DRAW BRIDGE which is being
raised to let A CARGO SHIP pass through. Rae just
watches Jill, then:

RAE

I loved him, Jill. I had no idea he was
working me. Guess the line blurred for
him. He was hooked on the sex, and the
dope. It was the dope that killed him.

Then, a Cadillac pulls up alongside them, rap music
blasting, windows open. It's THE CRIP WAGON with
Goldilocks driving. CRUZ rises Cheyenne-style out of the
off-side window with his MAC 10 trained over the rag-top.
Goldilocks hangs his AK out of the near-side window.

Jill pushes Rae's head down and ducks.

Goldilocks and Cruz unload. Fire from two muzzles,
bullets slamming the Range Rover point-blank.

(CONTINUED)

CONTINUED:

Rae and Jill are showered with auto glass. Without thinking, Jill slams the gas pedal down.

EXT. DRAW BRIDGE - DAY

The Range Rover breaks through the wooden gate arms and tears up the steepening draw bridge. The Cadillac follows.

INT. RANGE ROVER - DAY

Rae reaches under her seat where two Berettas are strapped to the floor. She pulls them out of their holsters and rises. Rae jumps into the backseat and buckles her seat-belt.

RAE

Keep driving.

Then, she rolls down the window and unloads.

EXT. DRAW BRIDGE - DAY

Range Rover and Cadillac are neck-and-neck racing up the draw bridge. The Cadillac is slammed by a volley. Goldilocks and Cruz answer Rae's gunfire. Rae ducks back inside for cover. The draw bridge is getting steep now. Both cars are slowing.

INT. RANGE ROVER - DAY

Rae screams to Jill.

RAE

Faster.

Jill floors the accelerator.

JILL

Shoot the tires.

EXT. DRAW BRIDGE - DAY

The Range Rover's engine roars and jumps forward climbing the steep incline. The Cadillac stays strong with Goldilocks and Cruz unloading. Rae emerges from the Range Rover's window weapons ablaze. 9mm gunfire stitches the asphalt around the Caddy.

INT. RANGE ROVER - DAY

Jill sees what's coming and braces herself.

EXT. DRAW BRIDGE - DAY

The Range Rover and Cadillac catapult over the opening end of the draw bridge and take flight engines whining. Everything gets real slow. Time seems suspended. Rae stays focused on her task, firing at the Caddy's tires.

Goldilocks and Cruz are undaunted and return the gunfire.

The Rover and Caddy nose dive towards the other side.

INT. RANGE ROVER - DAY

Jill's screaming to Rae.

JILL

HANG ON!!!

Rae ducks back inside and looks through the windshield. The asphalt is rushing up, seconds away from impact. Rae digs in for the hard landing.

EXT. DRAW BRIDGE - DAY

The Rover and Cadillac come crashing down in a bed of sparks. The truck bottoms out, it's heavy-duty suspension bouncing, but not breaking under the tonnage.

The Cadillac's front tires explode at impact. It buckles in the middle of the chassis, banks off the guard rail and turns over, flipping side-over-side like a corkscrew. The pavement is chunked out in the Caddy's wake.

INT. RANGE ROVER - DAY

Jill struggles to control the Rover. All her and Rae see is the sky and ground, as they're pitched up and down, back and forth. Jill gets semi-control of the truck and slams on the brakes. The Rover rights itself and slides to a hard stop.

EXT. DRAW BRIDGE - DAY

The Range Rover has barely come to a stop when Rae bails out and runs up to the totalled Caddy.

(CONTINUED)

CONTINUED:

Jill is right behind her. Rae tosses one of the 9mms to Jill on their way. They reach the Caddy. Goldilocks is barely conscious, hanging half in, half out of the overturned car. He's half dead. Rae sticks her 9mm in his face.

RAE

Who sent you?

(just a cold stare from
Goldilocks)

Who are you working for?

GOLDILOCKS

Do me, bitch.

Rae presses the 9mm deeper into Goldilocks's face.

JILL

Easy, Rae. He's already dead.

Then, something behind Jill gets Rae's attention.

It's CRUZ. His MAC 10's aimed at Jill. Rae whirls and peels off a quick burst. Jill jumps. The bullets scream past her. On her turn, she sees CRUZ get slammed. His torso's dotted with entry wounds, and he tumbles backwards falling over the guard rail to the harbor below.

Rae gives Jill a quick look and turns back to Goldilocks.

GOLDILOCKS

Am I going to make it?

(Rae shakes her head)

Jelly Ricketts sent me. There, you got the name. Now do me.

Rae turns to Jill. A look between them says it all. Then, WE GO WIDE to include the whole landscape. Rae aims, fires one shot.

EXT. RICKETT'S BACKYARD - LYNNWOOD - DAY

Half dirt, half grass, chain-link and tiki torches. Jelly's working an oil-drum barbecue when his Motorola rings. The Crips from the neighborhood smoke "Kools", play horseshoes.

JELLY

Who's this?

INT. BODY SHOP - DAY

Sparks, grinding, very loud. The bullet-torn Range Rover is being priced out by WALT, white, pock-marked and tatted. Rae talks on her cellular.

RAE

Search your memory Rolodex and guess.

JELLY

Shouldn't you be dead, Rae.

RAE

The rookies you sent did a sloppy job. They're dead, I'm alive. That's bad for you.

JELLY

Don't flex on me, bitch. There's plenty more where they came from.

RAE

You sure you want this war?

JELLY

I started it, didn't I?

RAE

Think it over. We can coexist or you can close up shop. I'm giving you a raincheck just this once.

As Jelly gets a dial-tone in his ear, his eyes narrow. Rae hangs up her cell-phone and turns to Walt and Jill.

WALT

Good thing we put armor in this baby, huh?

A HONK from outside. Rae and Jill turn and there's Seth in the black Suburban.

Rae gives Walt a wad of cash.

INT. SMALL HOUSE - SAN FERNANDO VALLEY - DAY

A modest, low-income property somewhere in the valley. Butch lets himself in. The house is in the process of being moved. Boxes are stacked. Butch sets his keys down, lost in his own house. Then, an attractive woman comes out of the back room. She stops, not expecting to see Butch. This is DIANE, his soon-to-be ex-wife. The room separates them. Silence, then:

(CONTINUED)

CONTINUED:

DIANE

I made some food. Just put it in the microwave for a minute or two.

BUTCH

Where are the kids?

DIANE

My mom's watching them. You can pick them up this weekend.

(more silence, then)

The movers are scheduled at nine tomorrow morning.

BUTCH

I'll be at work.

DIANE

I figured you would be.

(barely holding it together)

Goodbye, Butch.

Diane starts to go and Butch moves to stop her.

BUTCH

Diane...I...

Diane turns, the tears coming now.

DIANE

Don't. This is hard enough.

Diane leaves. All Butch can do is watch her go.

EXT. PACIFIC COAST HIGHWAY - MALIBU - DAY

The Suburban pulls over to the shoulder. Jill jumps out and walks onto the sand. Rae nods to Seth and follows her.

EXT. BEACH - MALIBU - DAY

Rae catches up with Jill. They sit in the sand silhouetted against a surrendering sky.

JILL

What am I doing? This isn't who I am, Rae.

RAE

Who are you?

(CONTINUED)

CONTINUED:

Jill's torn, caught at a psychological fork in the road.

JILL

I don't know. But I'm not this.

RAE

This? What is this? It's your dream.
Make it what you want.

JILL

My dream?

RAE

That's all this world is, a dream. You're
in my dream. I'm in yours. We're just a
couple of atoms on a speck of dust in
some cosmic quagmire. So lighten up,
it's all downhill after forty, you only
have ten good years left.

JILL

I have twelve, you have ten.

Rae smiles, throws her arm around Jill, and they watch
the sunset beyond Point Dume.

INT. RAE'S CONDO - NIGHT

Teddy lets himself in.

TEDDY

Leslie, you here?

No answer. Teddy shuts the door, as Leslie emerges from
the bedroom holding their baby. They share a look, the
long span of the room heightening their alienation.
Teddy moves to her, and she pulls a .357 from behind her
back. Teddy stops. The baby smiles oblivious.

LESLIE

Rae told me to use it if I had to.

TEDDY

I'm going to make things right.

LESLIE

That's what you always say.

TEDDY

I can't lose you. You're the only thing
good in my life.

(CONTINUED)

CONTINUED:

Leslie bites back the tears, her baby in one arm and the .357 in the other.

LESLIE
Don't fuck with me.

TEDDY
I'm not, baby.

Leslie hesitates, lowers the gun. Teddy moves to her, taking his wife and baby into his arms.

LESLIE
You're an asshole, Teddy.

TEDDY
I know.

EXT. ROOFTOP - NIGHT

Behind the "Wells Fargo" neon, O'Brien watches Teddy and Leslie hold each other through his binoculars.

O'BRIEN
(to himself)
Nice family.

INT. BEACH HOUSE - JAKE'S BEDROOM - NIGHT

Rae is brushing Sarah's hair.

RAE
Sorry about what happened today.

SARAH
It's okay.

Jake plays "NFL BLITZ" on his N64.

JAKE
What did you do, mom?

RAE
Nothing. It was just a mistake.

Rae kisses Sarah. Sarah smiles reassured. Neil enters.

NEIL
Time for bed.

JAKE
C'mon, dad, one more game.

(CONTINUED)

CONTINUED:

NEIL

Turn it off, or I'll take it away.

Jake shuts it off quickly and jumps under the covers. Sarah climbs in with him. Rae kisses them goodnight, as does Neil. It almost looks like the perfect family. Almost.

RAE

Sleep tight.

Rae turns off the light and goes into the hallway with Neil.

INT. HALLWAY - NIGHT

Neil's already on his way downstairs when Rae stops him.

RAE

Hey, Neil.

(on his turn)

I got a little time.

Neil knows the implication. He smiles and moves to her.

INT. SURVEILLANCE VAN - ACROSS FROM KATANA - NIGHT

Butch and Cordello with their surveillance gear online and running. They're parked on Sunset Plaza. The empty coffee cups tells us they've been here awhile.

Then, something gets Butch's attention.

BUTCH

We've got some action.

They turn to the front of Katana Restaurant where A LIMO stops. HARRY D'ALLESANDRO gets out and climbs the steps to the patio. Harry is Clayton's right hand, and the security guard we remember from page 36.

Butch focuses the directional microphone. Cordello dials in his night-vision binoculars. The dark is illuminated by the familiar spectral green. Here's what they see: D'Allesandro moves through the hip crowd to where Clayton Matthews and his third wife DONNA, a striking woman in her late thirties, sit at the A-list table with the A-list crowd. Clayton's the center of this universe.

INT. KATANA RESTAURANT - NIGHT

D'Allesandro arrives at the Governor's table and whispers in Clayton's ear. Clayton kisses Donna and excuses himself.

INT. KATANA RESTAURANT - BATHROOM - NIGHT

D'Allesandro and Clayton enter. D'Allesandro indicates for him to be quiet. Then, he checks the stalls, locks the door and turns the faucets on full.

INT. SURVEILLANCE VAN - ACROSS FROM KATANA - NIGHT

Butch and Cordello pull off their headsets.

BUTCH

All this expensive equipment and all you have to do is turn on the faucet.

INT. KATANA RESTAURANT - BATHROOM - NIGHT

A loud torrent of water echoes. D'Allesandro hands Clayton A MANILA ENVELOPE. Clayton opens it, and pulls out several sexually explicit pictures of him and Rae. They're all incriminating to his marriage and governorship.

CLAYTON

Who sent these?

D'ALLESANDRO

A messenger service, no return address, no note.

CLAYTON

Give me the cell.

D'ALLESANDRO

Relax, Clayton, it's not a secure line.

CLAYTON

Get Rae on the phone and set up a meeting.

EXT. GLADSTONE'S PATIO - NIGHT

Zander and Jill eating crab. Long silence, then:

(CONTINUED)

CONTINUED:

JILL
How's work?

ZANDER
Good.

JILL
What is your work exactly?

ZANDER
I manage offshore portfolios, run money,
boring stuff.
(then)
What about you?

JILL
The polls say my father's going to be the
next Governor. Third term. My step
mother's doing the charity circuit, golf,
lunches. She's the perfect trophy wife.

ZANDER
That's not what I asked.

JILL
I know what you asked.

ZANDER
No pressure.

JILL
I'm a fucking mess. That what you want
me to say?

ZANDER
If it's the truth.

JILL
I can't sit here eating crab and catching
up like we don't have a history. You're
being too nice. I don't deserve nice,
not from you.

ZANDER
Okay, fuck you for leaving me when I
needed you most. Fuck you for breaking
my back, and fuck you for waiting ten
years to come back and make this right
between us.
(beat, smile)
How's that?

Jill laughs, lost in the moment.

(CONTINUED)

CONTINUED: (2)

JILL

Better.

ZANDER

Let's not dig this up. Let go of it. If I can, you can.

(then, softly)

You're the only thing I've missed. I've gotten used to the wheelchair. I'm used to my life, I even like it most of the time. But I've never gotten used to not having you.

Zander draws her in with his eyes. Jill is right there with him. Then, that night ten years ago comes rushing back.

EXT. CRASH SITE - FLASHBACK - NIGHT

This time the memory is sharp, focused, hyper-real. Jill's holding Zander in her arms, rocking him. A POLICE CAR is on the scene, flashers flashing. Warning flares burn red on the street. A TOWNCAR pulls up and CLAYTON jumps out. He's met by an officer. It's a younger HARRY D'ALLESANDRO. They have a brief exchange on their way to where Jill sits on the asphalt cradling Zander. Rae lies on the street unconscious. Clayton and Harry help Jill to her feet. She resists. They overpower her and put her into the Lincoln.

The Lincoln pulls out, as THE FIRETRUCKS arrive.

INT. LINCOLN - NIGHT

Jill watches dazed through the Lincoln's back window, as the crash site becomes distant in the night.

INT. GLADSTONE'S PATIO - NIGHT

TIGHTEN ON Jill.

JILL

I should've never left you that night.

ZANDER

It was the right thing to do. No point in your life being ruined.

JILL

I've paid for it everyday.

(CONTINUED)

CONTINUED:

ZANDER

Your father started me in business,
fronted me the capital, paid for my new
face. He did right by me.

JILL

But I didn't do right by you. And I
didn't do right by me.

ZANDER

We were kids, Jilly. We made the mistake
together. And all we're left with is
right now.

(now softly)

Stay with me tonight.

Jill's BEEPER goes off breaking the moment.

JILL

I have to go.

ZANDER

Give me one night. I'm not asking for
anything more than that. Just one night.

JILL

I'll come by later.

Jill gives Zander a kiss on the cheek and leaves.

EXT. GLADSTONES - PARKING LOT - NIGHT

Jill is moving towards the valet stand when something
catches her attention. She hands the valet her parking
stub and goes to A BLACK CHEVROLET SEDAN parked nearby.

As she approaches, Dave emerges from the car with a
shrug.

DAVE

Caught me.
(smile, then)
How was dinner?

JILL

Good.

DAVE

The food or the company?

JILL

You're better than this.

(CONTINUED)

CONTINUED:

DAVE
Do you love him?

This catches Jill off guard.

JILL
We have something, I'm just not sure what
it is yet.

DAVE
It's called guilt.

JILL
Maybe.

The valet pulls Rae's Ferrari to a stop.

DAVE
We don't have to be over. If you need
time to work this through, I can wait.

Jill smiles, pushes this thought out of her mind.

JILL
I can't do this, not now.

Jill gets in the car and drives away.

INT. BEACH HOUSE - MASTER BEDROOM - NIGHT

Neil's draped across Rae asleep. She looks over at him.

RAE
Thanks. That was fun.

Neil smiles and rolls over, as Rae eases out of bed.

INT. RAE'S CONDO - BEDROOM - NIGHT

Leslie presses her face to Teddy's.

TEDDY
What wrong, baby?

LESLIE
Nothing, everything's right. I love you
when you're like this.

TEDDY
This is me from now on.

(CONTINUED)

CONTINUED:

Teddy kisses her gently, deeply. Then, their baby starts to cry. Leslie peels away from Teddy.

LESLIE
Somebody's hungry.

Leslie climbs out of bed and goes to the crib. She picks up the baby.

TEDDY
Leslie...
(on her turn)
I love you.

Leslie smiles and goes into the front room.

EXT. SAN PEDRO HARBOR - LOADING DOCKS - NIGHT

The Ferrari pulls to a stop under the vapor lamps. Jill and Rae jump out. They're met by Seth, Drewe, Cheeks and Bodhi. A LARGE TOW-TRUCK idles nearby.

SETH
Where's Teddy?

RAE
Taking the night off.
(beat, then)
Are we close?

SETH
Right on time.

Seth turns to the German cargo ship where A FORKLIFT emerges out of the hull pulling a large trailer with A HALLBERG-RASSY 62' SAILBOAT. The sailboat's mast is down and packed away. This is the Mercedes of sailboats. As the forklift comes to a stop, Rae runs her hand along all 62 feet of the brand-new sailboat. Then turning, she nods to Seth.

RAE
Let's put her in the water.

Just then, the docks are lit up by A CHAOTIC BLAST OF XENON, as AN LAPD BELL 412 HELICOPTER swoops into view. As this happens, a dozen cop cars and a SWAT TRUCK seal off the area. Within a matter of seconds, they're surrounded by an awesome amount of firepower. Butch emerges from out of the Xenon with Cordello and several armed uniformed officers.

(CONTINUED)

CONTINUED:

BUTCH
Hello, Miss Coraliya.

Rae takes in the manpower surrounding her.

RAE
All this is for me, Butch?
(off his nod)
I'm flattered.

Butch smiles her off and turns to Cordello.

BUTCH
Impound it.

INT. RAE'S CONDO - NIGHT

Teddy comes out of the bedroom.

TEDDY
Baby, what's taking you so long?

Teddy's question is answered when he comes face-to-face with Jelly Ricketts. Several of Jelly's Crips hold Leslie, who is gagged and draped in a blanket.

Jelly's holding Teddy's baby.

JELLY
What's up, Teddy?

Off Teddy's look of horror and rage.

EXT. ROOFTOP - NIGHT

O'Brien, who has fallen asleep, sobers up quick when he hears JELLY'S VOICE in his headset. He picks up the binoculars and focuses just in time to see Teddy bulrush Jelly in a rage.

O'Brien watches Jelly's Crips brawl with Teddy. Teddy holds his own until one of the Crips swipes A HEAVY-DUTY SAP across the base of his skull. Teddy hits the floor limp. Jelly's Crips pick him up and drag him out with Leslie. Jelly picks up the crying baby and follows his gang out the door.

O'BRIEN
Holy shit.

O'Brien drops the binoculars and sprints for the elevator while reaching for his 9mm duty-piece.

INT. HIGH-RISE CONDOMINIUM BUILDING - CORRIDOR - NIGHT

Jelly and his Crips move down the corridor like a well-oiled machine and load Teddy and Leslie into the elevator. Jelly cradles the crying baby and sings him a lullaby.

The crying baby soon goes quiet.

EXT. ROOFTOP ELEVATOR - NIGHT

O'Brien punches the button over and over, but the elevator is not coming. He's had enough and darts into the stairwell.

INT. HIGH-RISE CONDOMINIUM BUILDING - LOBBY - NIGHT

Jelly and his Crips come out of the elevator and move through the lobby.

INT. STAIRWELL - NIGHT

O'Brien runs down the staircase taking two stairs at a time while talking into his walkie-talkie.

O'BRIEN

This is officer O'Brien requesting backup at 10886 Century Park East. Possible kidnapping in progress. Suspects are armed and dangerous.

The Desk Sergeant crackles to life on the other end.

EXT. HIGH-RISE CONDOMINIUM BUILDING - CARPORT - NIGHT

Jelly and his gang exit and move towards A BLACK HUMMER.

EXT. WELLS FARGO BANK BUILDING - NIGHT

O'Brien explodes through door and runs across the street in front of an oncoming car. The car is forced to lock up its brakes and swerve to miss O'Brien.

EXT. HIGH-RISE CONDOMINIUM BUILDING - CARPORT - NIGHT

O'Brien jumps a hedge. He slows, stops, flicking his safety off. Hearing his breathing, his words echo inside his head.

(CONTINUED)

CONTINUED:

O'BRIEN
LAPD, freeze.

Jelly and his Crips turn.

INT. LAPD IMPOUND HANGER - NIGHT

A PAIR OF DRUG-SNIFFING DOGS are working the cabin and deck of the 62-foot boat. A ballistics crew uses a sophisticated X-RAY MACHINE to scan the hull.

Jill, Rae, Seth, Bodhi and Drewe are quarantined in an office with a window overlooking the proceedings.

Dave has a brief conversation with THE BALLISTIC'S TECHNICIAN and moves to Butch who anxiously watches THE X-RAY MONITOR. On his way, he catches eyes with Jill who watches him through the office window.

DAVE
We're not going to find anything here.
If there is any dope, I'm sure it's
chemically treated, so the dogs won't
pick it up.

BUTCH
What about the X-ray?

DAVE
It's about eighty-percent. There's a lot
of wood and fiberglass. The only way to
really know if there's anything inside
the hull is to fire up some chain-saws.
That would be about a two-million dollar
mistake.

BUTCH
Are you saying we got played?

DAVE
She's definitely fucking with us.

INT. LAPD INPOUND HANGER - OFFICE - NIGHT

Jill and Rae watching Dave and Butch.

RAE
I love fucking with these guys.
(off Jill's smile)
Who's the new one?

(CONTINUED)

CONTINUED:

JILL
You know who he is.

RAE
I want you to tell me.

JILL
Dave Whitten, DEA.

RAE
Why's this the first I'm seeing him?

JILL
He's not a front man.

RAE
They sent a heavy-hitter from D.C. just
for me.

JILL
He's my ex-partner, and my ex.
(calling Rae out)
You know this, why are you asking?

RAE
Just checking.

Then, Butch flips a table over and throws a chair against
the wall in frustration.

INT. LAPD IMPOUND HANGER - NIGHT

Dave approaches Butch, calms him down.

DAVE
Easy, Butch.
(beat, then)
What did you expect? It was going to end
tonight. We were going to find 4000
kilos stashed inside the seat cushions.

BUTCH
That would've been nice.

DAVE
She's good, and with Jill on her team,
she's great. Relax, this is just
starting to get interesting.

Cordello approaches.

CORDELLO
We have a situation.

EXT. HIGH-RISE CONDOMINIUM BUILDING - CARPORT - NIGHT

The carport is roped off with crime-scene tape. PEDESTRIANS crowd the area. Several black-and-whites, AN AMBULANCE, and A MEDICAL EXAMINER'S VAN all clog the street. CRANE DOWN as Butch's car pulls in, and he gets out with Cordello and Dave. SGT. HARRIS, a plainclothes homicide detective sees Butch and heads him off. It's his crime scene.

SGT. HARRIS

I got this under control, Butch.

BUTCH

Fuck you, Harris. One of my boys went down, and I got to wake his family tonight and tell them why.

(burning up)

So why am I getting this call two hours after the fact?

SGT. HARRIS

Dispatch fucked it up. No one knew you had him on surveillance. It landed on my desk.

They move through a Forensic Unit, scraping tire rubber and picking up shell casings, before stopping at A BLOOD-STAINED WHITE SHEET. Butch gets down on his haunches and pulls back the sheet to reveal O'Brien's dead body.

Off Butch's look of devastation we SLAM BACK TO...

EXT. HIGH-RISE CONDOMINIUM BUILDING - CARPORT - NIGHT

TWO HOURS EARLIER. O'Brien is faced off with Jelly and his Crips just like we left them. He's nervous, sweating. Jelly holds the baby up in front of him. He's had guns pointed at him before. The Crips put Leslie in front of them, using her as their fire-stop.

JELLY

Take it easy, Five-0.

O'BRIEN

Put the baby down.

Jelly pulls a machine pistol appears from underneath the baby's blanket.

Teddy sees Jelly's gun and breaks free of the Crips.

(CONTINUED)

CONTINUED:

TEDDY

Let him go, motherfucker!!!

Leslie screams. Jelly peels off a burst. O'Brien is drilled and falls back.

As Teddy's rushing towards Jelly, he's hit by several strays. He buckles and goes down.

O'Brien crashes through the hedge and onto the sidewalk.

Leslie tries to break loose of the Crips. She's hysterical. Her baby cries.

JELLY

Load her up.

The Crips put Leslie into the Hummer. Jelly shushes the baby and slings him onto his shoulder. He approaches O'Brien, who is writhing on the sidewalk gulping for his last breaths.

Jelly kicks O'Brien's duty-piece out of his hand and presses his machine pistol to his temple.

JELLY (CONT'D)

Sorry, Five-0.

O'Brien looks away, as Jelly fires a single shot. The Hummer slides to a stop behind him. Jelly stands, slips the machine pistol underneath the baby blanket and climbs inside. SIRENS are heard in the distance.

And the Hummer disappears into the night.

EXT. HIGH-RISE CONDOMINIUM BUILDING - CARPORT - NIGHT

AND WE'RE BACK ON BUTCH, who shuts O'Brien's eyes and stands.

BUTCH

This was a baby-sitting job. How the fuck could this happen?

Dave puts a reassuring hand on his shoulder and turns to Sgt. Harris.

DAVE

Witnesses, video?

(CONTINUED)

CONTINUED:

SGT. HARRIS

Nothing. My boys are knocking on doors right now. Security camera was disabled. They were pros.

Dave moves to a dead body which is being loaded onto a gurney by the coroner.

DAVE

What about this one?

SGT. HARRIS

No ID. We got two more just like him in the maintenance closet. A valet and security guard.

Dave pulls the sheet back revealing Teddy's dead body. Dave covers Teddy back up and looks to Butch and Cordello.

Then, Rae's Ferrari slides to a stop on the street. Rae and Jill climb out and are immediately stopped. Butch calls out to the officer restraining them.

BUTCH

It's all right, let them through.

Rae and Jill move under the crime-scene tape.

RAE

What's going on?

BUTCH

You tell us.

Butch pulls the white sheet back revealing Teddy. Rae looks down on her brother's corpse. She just stares at him for the longest time, her face stoic. Then:

RAE

Where's his wife and baby?

Butch turns to Sgt. Harris who answers "I don't know" with a shrug. Rae bolts into the high-rise. Jill exchanges a look with Dave and follows.

Butch makes a move to go after them, but Dave stops him.

DAVE

Give them a minute.

INT. RAE'S CONDO - NIGHT

Rae flies through the door.

RAE

Leslie?

No answer. Rae gives the living room a once over and heads for the bedroom.

INT. RAE'S CONDO - BEDROOM - NIGHT

Rae heads straight for the crib, empty. She turns, frantic. Jill appears in the doorway. She moves to Rae and takes her into her arms. Rae cracks, the tears come fast, and for the first time we see the vulnerable woman she keeps in the closet. The phone rings.

Rae's head comes around, and she picks up the phone.

INT. RICKETT'S HOUSE - LYNNWOOD - NIGHT

Jelly on line.

JELLY

I think I got something of yours.

RAE

Ricketts?

Jelly settles in front of his wife. She's rocking Leslie's baby. Leslie is forced to watch from across the room while gagged and bound. Jelly touches the baby's cheek.

JELLY

Your brother's baby is a beauty.

Rae's eyes darken. She wipes the tears away.

RAE

What's the game?

JELLY

We split the Hoyo deal down the middle. When I have my half, you get the baby, and the bitch back.

Rae doesn't hesitate to negotiate the terms.

(CONTINUED)

CONTINUED:

RAE

You can't move that much product, and you know it. I'll give you a million cash.

JELLY

Two million in small bills, and you got my attention.

RAE

The switch is my call. I want it public, out in the open. I don't like surprises.

JELLY

When, where?

RAE

I'll be in touch.

INT. RAE'S CONDO - BEDROOM - NIGHT

Rae sets the phone down just as Butch appears.

BUTCH

Got any idea who did this?

Rae and Jill both turn.

RAE

Yes.

BUTCH

Want to share it with me?

(a head shake from Rae)

I could subpoena you, ask in you in front of a judge, under oath.

RAE

I'll see you in court.

BUTCH

I've lost two of my boys, good men. You've lost a brother. I've spent the last six months more involved in your life than my own. My second wife's divorcing me, my kids call me Butch. How am I doing?

RAE

Not good.

BUTCH

I don't want to play Vietnam in the streets with you.

(MORE)

(CONTINUED)

CONTINUED:

BUTCH (CONT'D)

(beat, then)

So tell me, how do I catch you?

RAE

You won't.

BUTCH

I can get the DA to write you a deal. We won't go after the death penalty. All you have to do is point a few fingers, and your kids can visit you in jail.

(beat, then)

No more dead people in the street.

RAE

You want me to jump on the grenade?

BUTCH

Something like that.

RAE

I can't just roll over. Where's the sport in that?

Both Butch and Rae look at each other realizing neither one can wave the white flag.

BUTCH

Sorry about your brother.

Butch leaves. Rae goes to the plate-glass window overlooking the LA skyline. Jill joins her.

JILL

Want to talk?

Rae shakes her head.

RAE

Get some sleep.

(small silence)

We have a big day tomorrow.

Jill leaves. Rae watches the city lights. Then, the tears come fast, as the death of her brother closes in on her.

EXT. THE COLONY BEACH - MALIBU - NIGHT

The Pacific crashing against the shoreline. PAN ACROSS the moon-lit wet sand to Jill. She stands watching the waves, lost in thought. After a moment, she turns and walks up the beach towards Zander's house.

INT. MODERN HOUSE - MASTER BEDROOM - NIGHT

Linen drapes blow in the night wind, casting us in and out of shadow. Come to Zander, as he sleeps. Jill enters quietly and crosses to the bed. For a moment, she just watches him sleep. Then, Zander feels her there, and his eyes come open.

EXT. MALIBU CLIFFS - NIGHT

Dave surveils Jill through a pair of night-vision binoculars.

INT. MODERN HOUSE - MASTER BEDROOM - NIGHT

Zander pulls the covers back, a gentle invitation. Jill goes to the window and looks up the cliff where she knows Dave is watching her.

EXT. MALIBU CLIFFS - NIGHT

Dave's got Jill square in his night-vision sight. Then, Jill gives him one last look and draws the blinds shut.

INT. MODERN HOUSE - MASTER BEDROOM - NIGHT

Jill turns to Zander, slips out of her clothes and slides in next to him.

EXT. MALIBU CLIFFS - NIGHT

Dave lowers his binoculars and slumps against his car.

INT. MODERN HOUSE - MASTER BEDROOM - DAY

It's early. Jill's awake, wrapped in a sheet by the window. Buddy the cat is a ball in her lap. The cool morning breeze blows through the room.

ZANDER

Hey.

Jill turns and there's Zander's propped up in bed.

JILL

Hey.

(CONTINUED)

CONTINUED:

ZANDER

What are you thinking?

Jill takes a moment, squares off with him.

JILL

You involved with Rae?

ZANDER

Yes, we have a child together.

JILL

I didn't mean like that.

ZANDER

Do we do business together? No, I don't deal drugs. Did I setup her offshore corporations? Yes. I did that for your father, too.

JILL

Sorry, it's hard to stop being a cop.

ZANDER

Don't let her suck you in, Jilly. You don't owe her, or me.

Jill moves to the bed and slides in next to him. He kisses her gently. Then:

JILL

Forgive me.

ZANDER

Is that what last night was about?
(now smiling)
Was I a mercy fuck?

Jill can't help but laugh, then:

JILL

No, I just need to know.

Zander looks right in her face.

ZANDER

I forgave you a longtime ago.

She believes him. So do we.

JILL

There's something you should know.
(doesn't come easy)
(MORE)

(CONTINUED)

CONTINUED: (2)

JILL (CONT'D)

I'm not going to be in California very much longer.

ZANDER

Why?

JILL

Too much history.

Zander understands, doesn't push.

ZANDER

Promise me something?

(off her nod)

When you do take off, just go. No more guilt.

Jill nods. Zander kisses her, and they fold into each other.

INT. LAPD NARCOTIC'S DIVISION - HALLWAY - DAY

Butch enters after a hard night. He's quickly intercepted by Cordello.

CORDELLO

She dumped us.

BUTCH

What?

CORDELLO

Rae slipped her tail.

BUTCH

What about her crew?

CORDELLO

In the wind.

BUTCH

They ditched all our surveillance?

CORDELLO

Yep. They put Rae's sailboat in the water at seven a.m., went into a coffee shop, never came out. We found one of our locators on a Greyhound to San Clemente, another was on the Blue Line in Venice.

Dave moves down the hallway and joins them.

(CONTINUED)

CONTINUED:

DAVE

Something's going down tonight.

BUTCH

No shit.

DAVE

Relax, Butch. I've got a shadow on Jill.
We won't miss the party.

INT. LAX PARKING GARAGE - DAY

Multilevel, austere, dark even during the day. Planes roar by overhead. Rae stands with Clayton shuffling through the compromising surveillance pictures. D'Allesandro and Seth are nearby keeping an eye out.

RAE

These are nothing.

CLAYTON

Nothing. Fuck me, nothing.

RAE

Relax, if those pictures hit the street, your liberal constituency will secretly wish it was them. Bill Clinton will probably call you and ask for my number.

CLAYTON

This is serious, Rae. I've got an election one week from today. And there's Donna.

RAE

She's wife number three. You were playing around with her, and me on number two. She won't be shocked.

CLAYTON

Who took them, what do they want?

RAE

LAPD. They want me, they got you by accident.

This really sends Clayton reeling.

CLAYTON

Oh fuck, Rae. Why didn't you tell me you were under surveillance?

(CONTINUED)

CONTINUED:

RAE

I traffic drugs. I'm always under surveillance.

CLAYTON

Why'd they send them to me?

RAE

They got a new guy running narco, he's obsessed with me. He's why they're shaking you, wants to see what falls out.

CLAYTON

What do they know?

INT. LAPD NARCOTIC'S DIVISION - OFFICE - DAY

Butch, Cordello and Dave mid-conversation.

DAVE

1990, Clayton Matthews is the DA for LA County with his eyes set on Sacramento. His daughter Jill is a honor-roll student at Pali High. Her best friend, Rae, gets in a car accident. Couple of teenagers high on beer and grass flip a Jeep, it's nothing new. Only Rae turns the passenger into a cripple.

(conspiratorially)

The DA strikes a deal. Rae gets a room by the pool at the Betty Ford clinic and does some community service. Jill is sent back east to boarding school one week later. Interesting sequence.

BUTCH

You're saying Jill was in that Jeep?

DAVE

I'm saying Jill was driving that Jeep.

BUTCH

Rae took the fall for Jill, and District Attorney Matthews made sure the landing was soft.

DAVE

Here's where it gets good.

(smile, then)

He owes her.

INT. LAX PARKING GARAGE - DAY

Rae moves to Clayton, calming him.

CLAYTON
It's over after this.

RAE
I'll tell you when it's over.

She leans in on him, but he pulls away.

CLAYTON
Last time, Rae.

RAE
Twelve-million dollars in campaign
donations in the last eight years from a
drug dealer. I bought you that
Governorship.
(low threat)
You want the history books to write about
that?

This stops Clayton cold. He comes back, matches her
will.

CLAYTON
Do what you have to do. But this is the
last time we do business.
(to D'Allesandro)
Give her the information.

D'Allesandro gives Rae a sealed MANILA ENVELOPE and kills
her with one look.

D'ALLESANDRO
Don't fuck with the Governor, Rae. I
still have friends on the force who like
to do odd jobs.

Rae watches them go, as Seth steps up to her.

SETH
What do you want to do about Hoyo? He's
sitting on 4000 kilos, wants us to take
delivery now, or he's pulling the deal.

Rae hands Seth the manila envelope.

(CONTINUED)

CONTINUED:

RAE

Send the plane. Tell him to get on it with the product, he'll have his down payment plus twenty-percent in cash when we off-load.

INT. SHOOTING RANGE - DAY

Butch and Dave take target practice. Butch unloads a clipful, turns to Dave.

BUTCH

Can we nail the Governor?

DAVE

No, and here's why. After five or six months of filing subpoenas, marshaling documents, and looking for physical evidence that was put through some shredding machine a long time ago, some paid-off judge will stop writing the papers we need. We'll look like the village idiots. If we're lucky, they'll let us write parking tickets.

BUTCH

Unless we bust her, and she rolls on him.

DAVE

Won't happen. But, we scared the shit out of him with those pictures. So, if we squeeze hard enough, act like we have something, he might deal with us.

Dave slams another clip into his 9mm and unloads at the paper silhouette target.

EXT. PRIVATE SCHOOL - DAY

A WHITE RENTAL CAR stops at the curb. Rae jumps out and goes to the chain-link fence. Her eyes scan the playground. Jake is playing football. Sarah's on the jungle gym. Sarah sees Rae and jumps down calling out to Jake on the way. Rae moves through the gate to meet them.

JAKE

Hey, mom.

RAE

I'm sorry I missed carpool this morning.

(CONTINUED)

CONTINUED:

SARAH

No big deal.

JAKE

Yeah, you'll be there tomorrow.

Rae nods, smiles. The boys Jake's playing with yell for him.

RAE

You better get back to your game. Looks like your team needs you.

JAKE

Yeah. I'm quarterback.

Rae rustles Jake's hair, gives him a small hug.

RAE

Love you, Jakester.

JAKE

See ya.

Jake runs back to his buddies. Sarah grabs Rae's hand.

SARAH

Come say hi to my friends.

Sarah pulls Rae across the playground.

EXT. POINT DUME - IN THE WAVES - DAY

Late afternoon. A south swell peels off the point. Rae and Jill are in the surf working the waves. They ride this break like they've known it for years, and they have. Rae and Jill catch the final wave of the day, carving the swell in unison. They seem at peace, totally free.

EXT. POINT DUME - BEACH - NIGHT

The sun submits to the approaching night. Jill and Rae drip dry watching the orange ball melt into the Pacific.

RAE

Looks like my luck ran out last night.

JILL

It's time for you to walk away.

(CONTINUED)

CONTINUED:

RAE

I can't.

JILL

It's getting serious. I were you, I'd walk away from this business.

RAE

What am I going to do?

JILL

Take a trip, spend some time with your kids.

RAE

Join the PTA, become a full-time soccer mom? No thanks, I'm not wired up that way.

JILL

Listen to me, this lifestyle you've chosen ends bad for everybody. You get busted or you wind up on the wrong side of a bad deal just like Teddy did last night. Your choice. Right now, you can walk away rich.

HOLD ON Rae, as she thinks about Jill's words.

EXT. SANTA MONICA PIER - NIGHT

It rains, lightly. Jelly Ricketts casts a line and leans his pole against the rail. He sits back, reaches into his cooler and cracks a beer. Several of his Crips keep watch.

AND WE CRANE UP to find Butch and Dave surveilling them from the rooftop of THE HARBOR MASTER'S BUILDING. A SWAT TEAM is spread out across the roof behind them. Jelly has no idea he's 50 yards away from eight armed cops.

DAVE

We know anything about this guy?

BUTCH

His name's Jelly Ricketts. He's a Born Again drug dealer, heads a crew out of Lynnwood. I guess that five-year stretch in the SHU at Pelican Bay didn't payoff.

DAVE

Never does.

INT. BATHROOM - NIGHT

Rae studies herself in the mirror. After a good hard look, she takes a deep breath, makes her choice and exits.

INT. LOFT SPACE - NIGHT

Rae moves out of the bathroom past Seth who has two-million dollars in small bills laid out on the bed. He's putting it all through AN ELECTRONIC COUNTING MACHINE. Drewe sits off to the side with a long black rifle case. He puts on a stream-line headset and programs the channel.

Rae passes Bodhi and Cheeks, who are doing last-minute checks on their AR-180 assault rifles. She joins Jill at the window overlooking the Santa Monica pier. The lights from the Ferris wheel shimmer in the wet night.

RAE

It's all downhill after forty, right?

Jill smiles, says nothing. Bodhi calls out.

BODHI

It's time.

Rae turns to Drewe.

RAE

You got that programed, Drewe?

Drewe tosses Rae A HEARING-AID RECEIVER.

DREWE

Always wanted to get inside your head.

Rae puts the receiver into her ear and looks to Seth who puts the last stack of twenties through the counting machine.

SETH

It's all here.

RAE

Load it up.

Seth puts the money in a black satchel and speaks to Drewe.

SETH

Get in position.

(CONTINUED)

CONTINUED:

Drewe grabs the black rifle case and leaves. Seth zips up the satchel.

RAE

All right, let's be careful out there.

Rae leads her crew out the door.

EXT. SANTA MONICA PIER - NIGHT

Jelly gets a bite on his line. He quickly reels in a small striped bass. He sticks his pudgy fingers into its gills and tears the hook out of its mouth. He tosses the fish into the cooler with the beer, baits his hook.

EXT. HOTEL ROOFTOP - NIGHT

Just east of the boardwalk, looking down on the pier. Drewe pulls on a pair of sheer black gloves. Then, he stands up A TRIPOD and uses a level to plum the legs. A WIND GAUGE is set on the ledge. It spins, measuring the crosswind. Drewe pops open the black rifle case revealing a ROBAR SR90 RIFLE.

As he snaps the barrel into the stock and screws on A MASSIVE SILENCER.

EXT. SANTA MONICA PIER - NIGHT

Rae is flanked by Jill, Seth, Cheeks and Bodhi. They pass by the carousel house where a pair of Jelly's Crips are waiting. As Rae and her gang pass, they fall in step just behind them. This doesn't go unnoticed.

EXT. HOTEL ROOFTOP - NIGHT

Drewe locks A 2000mm TELEPHOTO NIGHT SCOPE onto the SR90 and screws the rifle to the tripod. Out come the teflon-coated .308 hollowpoints. Drewe inserts them into the breech.

EXT. SANTA MONICA PIER - NIGHT

Rae, Jill, Seth, Bodhi and Cheeks walk towards the end of the pier. They pass the fun zone. Two more of Jelly's gangsters emerge out of the arcade and fall in step with their crew.

EXT. HARBOR MASTER'S BUILDING - ROOFTOP - NIGHT

Dave and Butch watching the crews converge.

BUTCH

The gang's all here.

Dave rolls out of the line of sight, checks his H&K 9mms.

EXT. HOTEL ROOFTOP - NIGHT

Drewe puts his eye into the scope and scans the pier clocking everything he sees. Through the compressed telephoto scope, he gets a 3/4 REARVIEW of Rae moving towards Jelly. WIPE OFF this to find the four Crips loosely following.

DREWE

(into his headset)

Hey there, Rae. I'm right there with you. You got four flanking you...

(re-framing his scope)

Four more straight ahead. Are you hearing me?

Rae nods slightly telling Drewe she does.

EXT. SANTA MONICA PIER - NIGHT

One of Jelly's Crips gives him a nod. Jelly turns, sees Rae and her crew getting close. He casts his line, and moves to them. Bodhi and Cheeks stay back. Rae, Jill and Seth move to Jelly. They meet in the middle of the pier. Jelly has a pair of his Crips over his shoulder.

JELLY

What's this? The Estrogen Mafia? Two white chicks with guns.

RAE

Where's my package?

JELLY

Is that my green?

Rae nods. Seth tosses the black satchel at Jelly's feet.

RAE

Can these kids you got working for you count?

Jelly unzips the satchel, thumbs through the money.

EXT. HARBOR MASTER'S BUILDING - ROOFTOP - NIGHT

Butch puts down his binoculars and turns to Dave.

BUTCH
I'm locking it up.

DAVE
Not yet. All we have is a black duffel
and a little conversation.

Off Butch's anxious look.

EXT. SANTA MONICA PIER - NIGHT

Jelly's satisfied with the money, he zips the satchel.

JELLY
Looks like two million.

RAE
It is. What do you got for me?

Jelly nods to one of his Crips who takes off.

JELLY
We're not making the most of this
situation. Together, we could own
California.

Rae hates this guy, but he's almost funny.

RAE
I do own California. What do you bring
to the party?

JELLY
Compton, Lynnwood, the South Bay.

RAE
I'm not in the business of selling nickel-
rocks and dime-baggies to kids on the
playground.

EXT. HOTEL ROOFTOP - NIGHT

Drewe looking through his scope finds Leslie being led to
Rae from the southern end of the pier. She's holding her
baby.

(CONTINUED)

CONTINUED:

DREWE
(into headset)
Twelve o'clock, Rae.

EXT. SANTA MONICA PIER - NIGHT

Rae looks beyond Jelly and sees Leslie and her baby. Leslie moves through Jelly's gang to Rae. Rae takes her into her arms and holds her for a moment. She's shaking, scared.

RAE
It's all right. We're going home.
(then to Seth)
Get her outta here.

Seth takes Leslie and the baby and leads them off. Rae just looks at Jelly, smiles.

JELLY
You want to hook up and bust this thing wide open, let me know.

Rae steps up to Jelly, right in his face.

RAE
You get a pass tonight. But know this, your a dead man.

Rae turns and walks away with Jill.

JELLY
Hey, Rae. Your brother died like a little bitch.

EXT. HARBOR MASTER'S BUILDING - ROOFTOP - NIGHT

Butch and Dave watching in anticipation.

BUTCH
The fuck are they talking about?

EXT. HOTEL ROOFTOP - NIGHT

Through his scope, Drewe watches Rae stop in her tracks. He flicks the safety off, wraps his finger around the trigger.

DREWE
(into headset)
I got the two on the right.

EXT. SANTA MONICA PIER - NIGHT

Rae gives a small nod, Jill puts a gentle hand on her arm.

JILL

Walk away. This isn't the time or place!
Trust me.

Rae looks at her, knows she's right. Then with a smile, she ignores Jill and moves back to Jelly. Rae matches his stare. Jelly smiles. Rae implodes, quickly raises her right arm and a 9mm slides out of her sleeve.

IT EXPLODES TWICE in Jelly's gut. Jelly's dead on his feet. Everyone's stunned. It happens fast, without compromise.

Jelly's Crips reach for the AKs hung under their coats.

EXT. HARBOR MASTER'S BUILDING - ROOFTOP - NIGHT

Butch and Dave are stunned by the violence.

DAVE

GO, GO!!!

Dave and Butch swing into action leading the SWAT team down the staircase to the pier below.

EXT. HOTEL ROOFTOP - NIGHT

Drewe fires once, racks the bolt, fires again.

EXT. SANTA MONICA PIER - NIGHT

Jelly's Crips on Rae's right are nailed by Drewe's .308s and fall back into the fishing gear. Rae drops low, firing on the Crips to her left.

Jill goes to one knee, pulls her .45s and unloads.

Bodhi and Cheeks wheel on the gangsters behind them, as the Crips open up on them.

Seth shields Leslie and the baby while blasting away.

It's a gauntlet lasting all of ten seconds. It's close work. All we see is images. Gunsmoke and bodies, turning, falling, and shooting. Then, as fast as it starts, it ends.

(CONTINUED)

CONTINUED:

Rae stands in the middle of the mess. Jelly and his gang are dead. Rae picks up the black satchel full of money and goes.

Bodhi, Cheeks and Seth fall in next to her.

CHEEKS

What a fucking rush, man!!

They move rapidly up the pier with pedestrians screaming and darting out of their way.

Leslie cries, her baby cries harder.

RAE

Pull it together, Leslie.

(then quickly)

Anyone hit?

BODHI

All good here.

RAE

Where's Jill?

(then to Drewe)

Drewe, you got a twenty on Jill?

Then, suddenly, Seth slumps to his knees, grabs his abdomen. He was hit.

EXT. HOTEL ROOFTOP - NIGHT

Drewe puts his eye back into his scope and surveys the scene below. People scramble. He whips his scope back and forth before settling on JILL moving through the frantic crowd.

DREWE

(into headset)

Behind you, Rae.

EXT. SANTA MONICA PIER - NIGHT

Rae turns, searches the sea of people. She sees Jill walking towards her against the tide. Then, she sees BUTCH, DAVE AND THE SWAT TEAM flanking her. They move through the crowd with their weapons ready. Rae's confused, then, the betrayal hits her hard.

RAE

We got heat, boys.

(CONTINUED)

CONTINUED:

Cheeks sees the SWAT Team led by Jill closing in. Without any warning, he lays down a three-shot burst. Bodhi turns, does the same. Jill dives for cover, screams.

JILL
GET DOWN!!! EVERYBODY DOWN!!!

TOURISTS drop to the ground, covering themselves.

Rae slings Seth over her shoulder and pulls him to his feet. She uses the chaos to mix with the crowd and take off down the pier, supporting Seth as she goes. Leslie follows with her baby, they're terrified. The crowd is traumatized.

SIRENS are heard.

Rae looks up the pier. A line of LAPD SEDANS speed down the ramp from OCEAN AVENUE and seal off the end of the pier.

CORDELLO jumps out of the lead sedan, and starts running up the pier with A SIX-MAN SWAT TEAM. A DOZEN COPS pour out of their cars, bracing themselves behind the hoods with weapons trained.

Cheeks and Bodhi are now back to back, their AR-180s working double time.

Cordello and his crew peel off, covering themselves.

EXT. HOTEL ROOFTOP - NIGHT

Drewe watches everything unfold from his vantage point.

DREWE
(into headset)
It doesn't look too good from up here.
How's it down there?

EXT. SANTA MONICA PIER - NIGHT

Rae watches, as the world caves in around her.

RAE
(answering Drewe)
We could use some help.

Rae cuts 90 degrees right, takes off down an alleyway.

EXT. HOTEL ROOFTOP - NIGHT

Drewe aims, fires, racks the bolt, fires again.

EXT. SANTA MONICA PIER - NIGHT

THE SWAT COMMANDER is hit. Then, another SWAT COP takes a shot. Jill grabs The SWAT Commander and drags him to cover. Dave, Butch and the rest of the SWAT TEAM are right behind her with the other wounded man. The SWAT Commander is dead. TIGHTEN ON Jill.

JILL

He's dead.

DAVE

Where's that coming from?

JILL

Sniper. Hotel on the boardwalk.

Meanwhile, up the pier, Rae shoulders Seth east down an alley leading towards the Ferris wheel. She knocks down a woman, breaking her way through the frantic crowd.

Cordello and his crew have circled around, cutting them off. Cordello immediately draws fire from Bodhi and Cheeks.

Cordello and his SWAT Team dive for cover.

CORDELLO

(yelling to his men)

HOLD YOUR FIRE!!!

These cops are well-trained and do just that.

Rae sets Seth against the rail. THE ROLLER COASTER races by behind them. People scream with exhilaration. Bodhi and Cheeks flip a massive STAINLESS-STEEL PICNIC TABLE, and they use it for cover.

Jill, Butch and Dave move to seal off the alleyway with the remaining SWAT Team.

BUTCH

Two-by-two cover formation.

The SWAT Team moves in as instructed taking up positions for a fire-fight.

Then, A LAPD HELICOPTER swoops onto the scene. A SNIPER is cabled off on the skid with a high-powered rifle.

(CONTINUED)

CONTINUED:

Rae, Bodhi, Cheeks, Seth and Leslie are lit up by A BLAST OF XENON.

EXT. HOTEL ROOFTOP - NIGHT

Drewe sticks his eye in the scope. From HIS POV, through the crosshairs, WE SEE THE SNIPER riding the skid of the LAPD BELL 412 helicopter. The chopper circles above the pier.

Drewe takes dead aim, squeezes the trigger.

EXT. LAPD BELL 412 HELICOPTER - NIGHT

The sniper is drilled and falls. He free-falls fifteen feet before his safety cable snaps tight. He dangles dead in the air. Another hollow-point takes out the Xenon search light. Sparks shower the pier.

The helicopter banks right, takes off.

EXT. SANTA MONICA PIER - NIGHT

Rae scans the pier from her concealed vantage point. There's no way off this pier, and she knows it. The gunfire stops. Eerie quiet. The frightened crowd disperses.

Rae turns to Leslie.

RAE

This isn't about you. Take your baby and get out of here.

(Leslie hesitates)

It's okay. They won't hurt you.

Leslie stands, walks into the open carrying her crying baby. She moves through the food court towards the alleyway.

LESLIE

Please don't shoot.

Jill gives the hand signal to stand down.

EXT. HOTEL ROOFTOP - NIGHT

Drewe sticks several more .308s into the breech. He racks the bolt, loading the chamber. And just like that, his eye is back in the scope. A single shot explodes.

EXT. SANTA MONICA PIER - NIGHT

A SWAT Team member is hit in the leg. He's thrown back onto the pier. Dave reacts, pulls him to safety. Then, he yanks his belt off and straps it around the wounded man's leg. A crude tourniquet.

Dave looks at the hotel on the boardwalk over 1/2 mile away. He gives Jill a visual signal and takes off. He dodges in and out of the people lying prone on the pier.

EXT. HOTEL ROOFTOP - NIGHT

Through his telephoto night scope, Drewe watches Leslie walk through the food court, crying.

DREWE
(into headset)
How are you doing down there?

EXT. SANTA MONICA PIER - NIGHT

Rae performs CPR on Seth. She pumps his chest, breaths into his mouth. HOLD ON Seth Diggs. He's dead.

RAE
We lost Seth.

Cheeks sees Cordello and his SWAT crew moving in. He extends his collapsible stock, braces on the table legging and peels off a extended burst, strafing side to side. Bodhi goes high and fires.

Several of THE SWAT TEAM are hit and go down.

Butch and his crew fire on Cheeks and Bodhi.

Bodhi takes several shots, and slams down next to Rae.

EXT. HOTEL ROOFTOP - NIGHT

DREWE SLIDES HIS SCOPE PAST LESLIE, searching for a new mark. He finds a piece of Jill. She's slightly occluded. With one eye, he double-checks the wind gauge, makes an adjustment and squeezes the trigger. The spent shell ejects, spins away.

EXT. SANTA MONICA PIER - NIGHT

Jill darts into the alley, as the cement wall directly behind where her head used to be explodes. She cuts left and pushes Leslie through a doorway.

INT. ARCADE - NIGHT

Jill, Leslie and the baby burst through the door. Jill sets Leslie down.

JILL
Stay here, don't move.

LESLIE
Please don't leave me.

JILL
It's all right. You're safe here.

Jill moves off. She comes to a door and pushes it open. It leads up, to the roof. As Jill runs up the staircase.

EXT. BOARDWALK - NIGHT

Dave runs down the boardwalk towards THE HOTEL.

EXT. SANTA MONICA PIER - NIGHT

Butch calling out to Rae.

BUTCH
It's over, Rae. Nowhere to run. Put your guns down! We can walk off this pier together.

No response.

EXT. ARCADE - ROOFTOP - NIGHT

Jill comes through the door, moves across the roof quietly. She gets to the edge, looks down. She's looking down on Rae, Cheeks and Bodhi. She ducks out of sight, reloads her .45s with a pair of speed loaders, takes a deep breath.

EXT. SANTA MONICA PIER - NIGHT

Rae huddles with Cheeks and Bodhi from their place of cover. THE ROLLER COASTER thunders by behind them.

BODHI

We had a good run. Didn't we?

Rae nods, applies pressure to Bodhi's bleeding shoulder.

CHEEKS

Get out of here. We can handle these guys.

Bodhi nods. They know it's a suicide mission. Rae throws the black satchel over her shoulder, smiles. Then, she sees A METALLIC FLASH of something from above. Her eyes go up and there's Jill looking down on her with both eyes centered over the sights of her .45s. Their eyes lock.

Then, Rae takes off moving laterally through the liquid air, firing her 9mms.

Jill shadows Rae, running across the roof of the arcade which draws gunfire from Cheeks and Bodhi. The eaves under Jill's feet are stitched with gunfire. Jill returns the volley with her pair of S&Ws.

Rae's headed towards Cordello and his crew who draw a bead on her. Then, THE SWAT CAPTAIN next to Cordello is hit in the no-reflex zone and slumps forward dead.

EXT. HOTEL ROOFTOP - NIGHT

Drewe narrows his focus, finds his next victim and squeezes the trigger. Another .308 is sent flying at 2800 f.p.s.

EXT. SANTA MONICA PIER - NIGHT

Cheeks and Bodhi turns their weapons onto Butch and his team, as they move in. Another COP goes down a victim of Drewe's precise marksmanship. Bodhi and Cheeks hold their own with their AR-180s spitting fire and lead.

Cordello keeps his focus on Rae, waiting for his shot.

Jill reaches the end of the arcade's rooftop and jumps. She flies through the air and slams down next to Cordello.

(CONTINUED)

CONTINUED:

Butch and his team stave off Cheeks and Bodhi's fire.

Rae whirls her guns on Jill and Cordello. Cordello doesn't flinch, as bullets spark all around him. The roller coaster starts its downward ascent behind him.

Cordello peels off a controlled burst.

Rae waits for the very last second and dives over the roller coaster track just as the car full of riders roars by.

Cordello's shots ricochet off the metal tracking like sparks in a cave. Rae is obscured by the roller coaster car. Then, it passes, and she's gone.

Cordello is forced to turn his attention to Cheeks and Bodhi.

Jill is up and running. She jumps the low fence, ducks under the roller coaster track and runs for the trap door.

EXT. HOTEL - NIGHT

Dave cuts across the lawn and into the hotel.

EXT. HOTEL ROOFTOP - NIGHT

Drewe watches Jill from his bird's-eye POV. He fights for focus. Jill pulls the trap door and disappears before Drewe can pull the trigger.

Drewe grabs the tripod and starts running across the rooftop for a better vantage point.

DREWE
(into headset)
You've got some company, Rae.

EXT. CATWALKS - NIGHT

Under the pier, catwalks run the perimeter. The surf crashes against the pilasters below. Rae's running in and out of the oil-soaked uprights. She looks over her right shoulder.

Jill runs down the stairs right at her. She spins, firing on Jill. Jill ducks, moves forward in a crouched run. The fuse box behind her explodes in a shower of sparks.

(CONTINUED)

CONTINUED:

Rae's running out of catwalk. She cuts, moving at an oblique angle and disappears behind a pilaster. Jill pushes forward.

EXT. SANTA MONICA PIER - NIGHT

Butch and his SWAT team converge on Bodhi and Cheeks from one side, as Cordello and his crew close in from the other. The gunfire reaches a crescendo.

Cheeks and Bodhi stave off the eddy. Cheeks' AR-180 jams. The breech clacks open. And he's hit from every direction. He doubles over and dies.

Bodhi screams strafing every direction. But, he's outgunned and goes down. He sits as if stunned and slumps over dead.

INT. STAIRWELL - HOTEL - NIGHT

Dave takes two steps at a time on his way up.

EXT. HOTEL ROOFTOP - NIGHT

Drewe sets down his tripod, dials in the scope. It's a BLUR OF IMAGES until he finds Rae on the perimeter catwalk under the pier. He scans back, finds a small piece of Jill moving through the pilasters. No shot. He settles, lies in wait.

DREWE

(into headset)

I've got her, Rae. Waiting for a shot.

EXT. CATWALKS - NIGHT

Jill closes in on Rae. The Ferris wheel lights stab through the overhead slatting coloring the scene with sporadic bursts of color. Suddenly, Rae is there, her 9mms blazing.

Jill's clipped and dives behind a load-bearing upright. Rae goes back into hiding. Jill clutches her bleeding shoulder. They're twelve feet away, each hidden behind a pilaster.

JILL

Didn't have to come to this, Rae.

(CONTINUED)

CONTINUED:

RAE

Yes it did.

JILL

I gave you a chance. I told you to cut loose of this business.

RAE

You're good, setting up on me all this time.

(beat, then)

You didn't shoot that little black girl on the playground, did you?

THE ANSWER TAKES US BACK TO...

EXT. STREET - FLASHBACK - DAY

QUICK CUTS of that freezing day when Jill killed the little African-American girl. Right where we left Jill. She's on her knees with Dave beside her. The African-American girl is dead on the playground. HOLD ON these images. Then, there's a burst of activity. The little African-American girl jumps to her feet. The Nicaraguans pull themselves up from the frozen pavement. Jill stands, looks to Dave.

AS WE GO WIDE to reveal we're on the lot of Quantico, and A "DEA" FILM CREW has staged and photographed the whole thing.

EXT. CATWALKS - NIGHT

BACK TO Rae and Jill.

RAE

Nice setup. The trial was a good touch. Very Hollywood.

JILL

How long have you been fucking my father?

RAE

About nine years, on and off. Is that what this is about? Getting back at daddy.

This hits Jill close to home.

JILL

It's about doing my job.

(CONTINUED)

CONTINUED:

RAE

You caught me, now what?

JILL

Depends on you.

RAE

I can't go to jail.

Jill knows what this means. So does Rae.

JILL

Don't do this. I don't want to shoot you.

RAE

But you will?

JILL

If I have to.

RAE

We had some fun.

JILL

Long-time ago.

Then, simultaneously, they spin off their pilasters and whirl on each other. Jill goes low. Rae goes high. As everything gets slow. Weapons come up, hammers drop.

Jill is hit, but continues to fire her .45. Rae is nailed in the chest and blown back. She breaks through the railing and plunges to the ocean below.

Jill approaches the edge, her guns dropped to her side. She looks down on Rae's body, as it sinks.

Butch appears behind her with Cordello and what's left of the SWAT Team. Butch waves them off, eases towards Jill.

EXT. HOTEL ROOFTOP - NIGHT

Drewe watches Jill materialize from the darkness and stand in the middle of his crosshairs.

DREWE

(down and dark)

Goodnight, bitch.

Drewe's finger tightens around the trigger. THREE SHOTS ring out. Drewe's drilled in the neck. He slumps back and falls to his death fifteen stories below.

(CONTINUED)

CONTINUED:

Dave lowers his smoking gun, looks to the pier.

EXT. CATWALKS - NIGHT

Butch approaches Jill, puts his hand on her shoulder.

BUTCH

Good work.

JILL

Was it?

They stay there with the waves crashing below.

INT. MATTHEW'S ESTATE - BEL-AIR - DAY

A campaign party. Politicos and intelligentsia working the room. Donna Matthews charms her way through the crowd on her way to opening the front door. Jill stands there, her arm in a sling. Dave and Butch are behind her.

JILL

Hi, Donna.

Donna's more than a little bit surprised to see Jill.

Clayton Matthews appears over Donna's shoulder. Jill and her father hold a look.

INT. MATTHEW'S ESTATE - STUDY - DAY

Clayton sits opposite Butch and Dave. Jill leans against the wall behind them. They've been here awhile.

BUTCH

Conspiracy to sell narcotics. Six counts murder one. Two of my cops dead, another four on the sidewalk last night. Everything I tie Miss Coraliya into, I tie you into until I find something that sticks. Does that clear things up?

Clayton leans back in his chair, poised.

CLAYTON

Your witness is dead, Lieutenant. You're reaching.

BUTCH

Here's something that's not a reach.

(CONTINUED)

CONTINUED:

Butch tosses the sexually explicit surveillance pictures of Clayton with Rae onto the desk. Clayton doesn't even look.

CLAYTON

They're just pictures.

BUTCH

No, they're tomorrow's front-page. They're next week's segment on "The O'Reilly Factor." They could ruin a Governor before a tight election. X-rated photographs, people put two and two together, make an emotional decision in the voting booth.

CLAYTON

You need to find something better than sex. Because I'll hit you with so many lawsuits, you'll get shipped back to Metro.

JILL

(to Butch and Dave)

Give us a minute.

Butch and Dave get up and leave. Jill closes the door.

CLAYTON

What is this, Jill?

JILL

You couldn't know what I was doing. No one could.

CLAYTON

The shooting, the trial?

JILL

All staged to put me undercover.

CLAYTON

How could you do that to me before an election?

JILL

It wasn't easy. But the agency thought it was the best time.

(re: the pictures)

Your turn.

CLAYTON

It's an affair, nothing more.

(CONTINUED)

CONTINUED: (2)

JILL

Don't lie to me. I'm all you have right now. This guy's a good cop, dedicated. Give him something, maybe I can make him go away.

(beat, then)

What did you supply her with?

CLAYTON

Information.

JILL

That's not enough.

Clayton softens, knows he's caught.

CLAYTON

I provided her with access to military bases and military planes. No tail numbers, no logs, phantom flights. She used her own pilots.

JILL

There's a big shipment from Mexico coming in. When and where?

CLAYTON

Tonight. Edwards Airforce Base.

Jill turns away, as it all comes down on her.

JILL

I've made my career busting people for doing a lot less. Ten fucking years I've been trying to erase a mistake you didn't let me pay for.

(turning on him)

I killed my friend last night doing my job. What do I do with this? What do I do with you?

Clayton stands, crosses to his daughter.

CLAYTON

There's nothing you can do.

(beat, then)

Anonymous campaign donations, all cash, untraceable.

JILL

Was it worth it?

(CONTINUED)

CONTINUED: (3)

CLAYTON

Yes, I have a good life.
(tense silence)
I'm sorry, Jill.

They stand opposite each other, say nothing.

JILL

So am I.

Jill leaves her father standing alone.

EXT. EDWARDS AIRFORCE BASE - NIGHT

Late, deserted. A MILITARY C-130 with no tail markings lands on the unlighted airfield. It blows up a dust storm.

A small crew of men wearing camouflage and waving flashlights directs the C-130 towards a hanger.

INT. HANGER - NIGHT

Dark, still. Jill, Dave, Butch and Cordello watch the C-130. A team of LAPD fills the hanger. Outside, the C-130 pulls to a stop on the tarmac. The cargo door drops open. A forklift drives out of the plane carrying a pallet with 4000 kilos of hermetically-sealed heroin.

RAFAEL HOYO follows the forklift with his men. They move to the hanger unsuspecting. Dave turns to Butch, whispers.

DAVE

Think you can take it from here, Butch?

Butch looks to Jill.

JILL

It's your bust.

Cordello moves to Butch.

CORDELLO

It's time.

BUTCH

Light them up.

Cordello throws a switch.

EXT. HANGER - NIGHT

Hoyo and his men are lit up by a blinding burst of halogen. The LAPD moves in, surrounding them.

INT. HANGER - NIGHT

Butch turns to Dave and Jill.

DAVE
Nice working with you, Lieutenant.

Butch turns to Jill.

BUTCH
Thanks.

JILL
No, thank you.

Butch smiles and moves outside to make the arrest.

EXT. MALIBU CLIFFS - DAY

Clear, crisp, Catalina sparkles on the horizon. Jill stands on the edge of the sea cliff watching Zander play catch with Sarah and Jake on the sand below.

Zander looks up, notices Jill. They hold a look, Jill waves. He waves back, smiles. Their look doesn't last long, but it means a lot. Then, her cell-phone rings.

Jill answers the ring on her way back up the slope.

JILL
This is Jill.

EXT. PACIFIC OCEAN - DAY

Somewhere in the wide-open waters off the Ensenada coastline. A 62' HALLBERG-RASSY SAILBOAT cuts through the waves. RAE is behind the wheel talking on her cell-phone.

RAE
How are my kids?

Jill's stopped dead in her tracks by RAE'S VOICE.

JILL
Rae?

(CONTINUED)

CONTINUED:

RAE

Sorry I shot you. Had to make it look real.

JILL

I don't understand.

RAE

You told me to set up an out. So I did.

JILL

You were wearing a flack vest?

RAE

Yeah.

JILL

How'd you know I was working you?

RAE

I didn't, I suspected. You played a tough game, almost had me.

(then quickly)

How's Dave?

JILL

He wants to work things out.

RAE

That guy should be sainted for carrying your baggage.

JILL

Yeah, he's been patient.

RAE

Marry him, have some kids. Quit beating yourself up.

JILL

Where are you headed?

RAE

I don't know. I hear there's some great waves in Figi.

(a smile, then)

Maybe you'll meet me there someday.

JILL

Maybe.

They both know this won't happen.

(CONTINUED)

CONTINUED: (2)

RAE

Check in on my kids every now and then,
will you? Make sure they know I love
them.

Jill looks at Zander playing with the kids on the beach.

JILL

They're going to be fine.

RAE

See you, Jill.

JILL

Yeah, see you.

Rae tosses her cell into the water and sails south
towards the equator.

EXT. MALIBU CLIFFS - DAY

Jill gets to the top of the hill where Dave waits talking
on his cell. Buddy the cat sits on the hood. Dave hangs
up.

DAVE

You're not going to believe this. The
divers have been in the water for two
days.

JILL

Still no body?

DAVE

Nothing.

Jill picks up her cat and looks out to the Pacific.

JILL

The tide took it out, she'll wash up
somewhere.

DAVE

All done here?

JILL

Let's go home.

They get in the car and drive south on PCH towards LAX.

THE END