

BEAUTY AND THE BEAST

"Ozymandias"

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FIRST DRAFT

February 19, 1988 (Yellow)
February 18, 1988 (Pink)
February 17, 1988 (Blue)
February 16, 1988

BEAUTY AND THE BEAST

"OZYMANDIAS"

CHARACTERS

JOE MAXWELL
CATHERINE CHANDLER
VINCENT
FATHER

ELIZABETH
MORENO
ELLIOT BURCH
ROTH
SARAH
MOUSE
RONNI
LUZ CORRALES
SECRETARY
SIMONS
GUARD

BEAUTY AND THE BEAST

"OZYMANDIAS"

SETS

INTERIOR

PAINTED TUNNELS
TUNNEL JUNCTION

VINCENT'S CHAMBER

ELLIOT BURCH'S OFFICE

DISTRICT ATTORNEY'S
-OFFICE
-CONFERENCE ROOM

CATHY'S APARTMENT
-HALLWAY
-BEDROOM
-TERRACE

STOCK

TUNNELS
CONSTRUCTION SITE

EXTERIOR

CONSTRUCTION SITE

BEAUTY AND THE BEAST

"Ozymandias"

ACT ONE

FADE IN:

1 EXT. - CONSTRUCTION SITE - DAY (STOCK) 1

The foundation for a major new skyscraper is being dug in the heart of midtown Manhattan. Already the excavation descends several stories beneath the ground, but it's going a lot deeper. Hardhats scramble over the site, while crowds of sidewalk spectators watch the activity through holes in the surrounding fence. The NOISE is constant, deafening; shouts, whistles, the rumble of heavy machinery, and finally the BLAST of explosives.

CUT TO:

2 INT. - PAINTED TUNNELS - DAY 2

These are sections of our tubular concrete tunnels. The floor here is layered with old newspapers and magazines, many splattered with paint. The walls and even the curved ceiling are covered by paintings... or rather with one continuous painting, a vast mural, a concrete tapestry of interwoven images and scenes that stretches away as far as the eye can see. In sharp contrast to the cacophony above, everything down here is dimly-lit, still, silent. We TRACK slowly up the tunnel; the mural just seems to go on and on, and when we reach a SIDE-TUNNEL and TURN, those walls are painted over as well.

RESUME CONSTRUCTION SITE

as another EXPLOSION shakes the earth. INTERCUT a series of images from the excavation with constrasting images from the painted tunnels below:

3 ABOVE we see a hardhat leaning on a jackhammer, a foreman shouting at his men, a crane lifting rubble, earth-moving machinery rumbling back and forth, or whatever similar imagery can be provided from STOCK. Everything is bright sunlight, noise, frantic activity. 3

4 BELOW the scenes are cool, peaceful. We see CLOSE SHOTS of pieces of the mural, specific scenes, faces, etc. A brush dips into a can of paint, moves to the wall. A four-wheeled supermarket cart has been adapted as a rolling pallet, hung with open cans of paint in a myriad 4

(CONTINUED)

4 CONTINUED: 4

of colors, with a lantern swinging above from a pole welded to the handlebars. We see the long shadow of the PAINTER thrown down the tunnel by the lantern-light, and finally, in a later shot, the delicate, wrinkled hand of an old woman clutching the paint brush.

DISSOLVE TO:

5 INT. - DA'S CONFERENCE ROOM - DAY 5

District Attorney MORENO sits at the head of the long table in the conference room. JOE MAXWELL is seated on one side of him, CATHY on the other. At the other end of the table is ELLIOTT BURCH, accompanied by his lawyer, ROTH, a tall, gaunt man in his fifties. *

ROTH *

My client came forward at considerable personal risk. You would never have been able to indict Max Avery without his testimony. *

MAXWELL

If he wants a key to the city, he better talk to the mayor.

ELLIOTT

I already have a key to the city, Mr. Maxwell. You'd be surprised at how few doors it actually unlocks. *

ROTH

All we're asking is that something be done about Luz Corrales...

CATHY

I wasn't aware that it was against the law to oppose Elliott Burch.

MORENO

Miss Chandler is right. I sympathize with your frustration, Mr. Burch, but it's not the province of this office to embroil itself in politics.

(CONTINUED)

5 CONTINUED:

5

ROTH

Do you know how much Elliott Burch pays this city every year in taxes? Do you?

*

ELLIOTT

I don't think that's the issue.

(beat)

This is getting us nowhere. Would you mind stepping outside for a moment, Mr. Roth?

*

ROTH

Elliott, I don't think that --

*

ELLIOTT

(firmly)

I do. Please.

The lawyer hears the steel in Burch's tone, gathers up his papers, and stalks out.

ELLIOTT

Look... I recognize that Burch Tower is controversial... I'm not asking you to silence my critics.

MAXWELL

You could have fooled me.

CATHY

Let him say his piece, Joe.

Burch smiles gratefully; Joe looks annoyed.

ELLIOTT

Thank you, Miss Chandler.

(beat)

Lawsuits, pickets, newspaper editorials... we can deal with that. But when the opposition resorts to sabotage, theft of equipment, harassment...

*

*

*

*

*

CATHY

I can't believe that Luz would condone that kind of thing.

ELLIOTT

Max Avery has fewer scruples. I brought him down. Now he's returning the favor.

*

Joe and Cathy exchange looks, concerned.

MORENO

All right, Mr. Burch. We'll look into it. If Avery is responsible for your troubles, we'll see what we can do.

ELLIOTT

That's all I ask. Thank you.

The meeting breaks up. As Cathy exits, Elliott falls in beside her. We TRACK with them as they leave the conference room and CROSS to Cathy's desk.

ELLIOTT

Thanks for the help in there.

CATHY

That's our job. You have the same rights as anyone else. *

ELLIOTT

Still... I appreciate it.

(beat)

Especially since you agree with Luz...

CATHY

I'm not your enemy, Elliott. I just think your tower is a bad idea.

ELLIOTT

I'd like to have a chance to change your mind.

CATHY

Why, Elliott? You have your permits, work has started... your tower is going up with or without my approval.

(CONTINUED)

5 CONTINUED: (3)

5

ELLIOTT
 (wry smile)
 True enough...
 (more seriously)
 But I want your approval
 regardless.

Cathy searches his face; he seem sincere.

CATHY
 All right. I'll listen. I owe
 you that much at least.

Elliot looks pleased as Roth comes up behind them.
 Cathy watches them exit, her face full of doubt.

DISSOLVE TO:

6 INT. - PAINTED TUNNELS - NIGHT

6

We open TIGHT on a painting of Vincent as an infant, held stiffly in the arms of a much younger Father. The style of the art is primitive but striking, the work of an artist blessed with considerable raw talent but little or no formal art training. The ANGLE WIDENS and we see other imagery from the 50s: Eisenhower, Jackie Robinson in a Brooklyn Dodgers uniform, Edsels, the parachute drop at Steeplechase Park, etc.

VINCENT holds a lantern up to give Cathy a better view of the paintings.

VINCENT
 Your world, and mine... she
 tells our stories on these
 walls... reminds us that we are
 all part of one great city...

*

Cathy touches the wall lightly, fingers brushing over the infant's painted features.

*

*

CATHY
 Vincent, it's lovely...

*

VINCENT
 Someday, perhaps... when all of
 us are gone... your world will
 find these painted tunnels...
 wonder at them, cherish them...
 and remember, in some small
 way, the lives we led... the
 dreams we dreamt...

*

(CONTINUED)

6 CONTINUED:

6

Catherine smiles and takes his arm. They begin to WALK SLOWLY down the painted tunnel, studying the mural. Vincent carries the lantern; the light moves with them.

*

7 CATHY'S POV

7

as we TRACK slowly down our miniature of the painted tunnels, the light moving with her past endless faces, images, and years. The shot continues through tunnel junctions and around corners, so we realize that there is not just one painted tunnel, but an entire interconnected series of tunnels covered by artwork. SUPERIMPOSE various angles of Catherine and Vincent walking together, talking, and enjoying various pieces of the mural with CLOSE shots of faces and images of the walls, and the continuing TRACKING POV shot of the miniature. Their voices, OVER all, are continuous, creating a montage.

*

CATHY

She must be an extraordinary woman... to take bare gray walls and fill them with so much color and beauty...

VINCENT

Elizabeth has lived below even longer than Father, yet she's still a mystery to us... no one knows when she left the world above, or why... she will not speak of such things...

*

*

CATHY

She speaks with her brush, Vincent...

*

8 RESUME 8

Cathy is interrupted as the tunnel SHAKES slightly to the rumble of a explosion somewhere overhead. She STUMBLES, but Vincent catches her in his arms. *

9 CLOSE ON THE MURAL 9

as a long, crooked CRACK cuts jaggedly down the concrete wall, shearing through one of the faces.

10 RESUME 10

Cathy reacts to the destruction with horror.

VINCENT

For weeks now, the explosions have grown louder and closer. Most excavations stop well above our levels... this new tower sinks its roots deep into the earth... deeper than any building has ever gone before. *

CATHY

The Burch Tower... *

VINCENT

(nods sadly) *

Mouse estimates that they'll break through in less than a week... the tower will reach the painted tunnels first... but it will not stop there... there are other tunnels below, and chambers and caves on the level below those... everything connects... we're helpless to stop this tower, but if it is not stopped...

(beat)

Father thinks it could mean the end of our world...

(CONTINUED)

10 CONTINUED:

10

Off Catherine's REACTION, we

DISSOLVE TO:

11 INT. - ELLIOTT BURCH'S OFFICE - NIGHT

11

A huge, stylish, modern office high atop some Manhattan skyscraper, chic and well-appointed without being ostentatious. The stylized "pyramid" logo of the Burch Corporation (as seen in "Siege") hangs, framed, above the wet bar. The desk is a unique designer creation with a high-tech look to it, facing a long, blank, white wall. A second wall, off to the side, is covered floor to ceiling with blueprints and schematics for the Burch Tower; the drawings convey the impression of vast grace and height. In various odd corners we see bookcases, a computer substation, a drafting table; this is a working office. Vertical blinds cover the tall windows; through them, we glimpse the lights of the city.

The hour is late, the lights dim, but Elliott is still behind his desk, his tie loosened, signing a tall stack of legal documents. He looks up and SMILES as Cathy opens the door.

CATHY

I wasn't sure you'd still be here
at this hour.

ELLIOTT

This is early... most nights I
don't go home at all... I hate
to sleep... such a waste of
precious time...

CATHY

We all need sleep, Elliott...
we need to dream...

ELLIOTT

Oh, I know about dreams...

He crosses the room, looks up at the schematics of the Burch Tower covering the far wall, smiles. NOTE: Burch Tower should have a distinctive, recognizable silhouette. It is NOT just another tall rectangular glass tower, but something unique, striking, incredibly graceful, with a bit of the futuristic feel of some of the mile-high "arcologies" designed by visionary architect Paolo Soleri, its lines fluid, curved, sensuous, almost alive.

ELLIOTT

Here... what do you see?

(CONTINUED)

11 CONTINUED:

11

CATHY

(wry)

Three billion dollars?

ELLIOTT

(fond smile)

No... this is the stuff that
dreams are made of...

CATHY

You've built skyscrapers
before... *

ELLIOTT

Those were just buildings.
This... I've been waiting my
whole life to build this
tower... it's what you dream of
when you're starting out,
before all the compromises and
half-measures make you lose
sight of the vision you started
with... look at it... one
hundred fifty-two stories,
apartments, offices, television
studios, shops, botanical
gardens, theatres, nine
restaurants, a six-story
waterfall in the atrium... a
city within a city... *

CATHY

Nine restaurants and a waterfall
aren't going to make it any
less... less...Cathy searches for the right word. Smiling, Elliott
suggests one.

ELLIOTT

... large?

(beat)

The sheer size of it
intoxicates some people, and
frightens others. *

(CONTINUED)

11 CONTINUED: (2)

11

CATHY

The size isn't the only issue.
There's a human cost...

*

ELLIOTT

I want to show you something.

He crosses the room, touches a control. The room lights go out as a screen descends from the ceiling. Elliott touches another switch, and the screen lights up.

12 ANGLE ON THE PROJECTION

12

An aerial view of Manhattan island at dusk, just as the lights are coming on. The projection fills the entire wall, the whole huge panorama of the city spread about before them, shining and magic. We're close enough to pick out individual buildings in the skyline; the twin towers, Chrysler Building, Empire State. The effect should be almost as though we're looking out over the New York skyline through some magic window in the office.

ELLIOTT

There are six of my buildings in this shot. Can you point out any of them?

Cathy hesitates; she can't.

(CONTINUED)

12 CONTINUED:

12

ELLIOTT

(wryly)

Don't worry. Neither can I.

(beat)

I remember the first time I saw
 the New York skyline. The
 Chrysler Building, the Empire
 State... I looked at them, and
 I knew that this was where I
 belonged... that this was a
 city where anything was
 possible... this city made me
 what I am, Cathy...

*
*
*
*
*
*
*
*
*

13 ANGLE ON ELLIOTT

13

He looks almost reverent as he touches another control on
 his desk. A second projector comes on.

14 BACK TO THE PROJECTION

14

Exactly the same view as before, but now a new element
 is added: an artist's conception of Burch Tower as it will
 look after completion, slender, graceful, its windows
 alive with light, rising high over the city against the
 sky of sunset, much taller than the Chrysler and Empire
 State. The drawing should be very realistic, blending in
 as if the building were actually there; the effect should
 be lovely, breathtaking.

ELLIOTT

... and now I'm going to give
 something back...

*

15 ANGLE ON CATHY

15

Despite herself, Cathy cannot deny the beauty of the
 tower, but the depth of Elliott's passion makes her
 realize his absolute commitment to this project... and
 what that bodes for Vincent and his world. Off her
 deeply troubled reaction, we

*
*
*
*

CUT TO:

16 INT. - PAINTED TUNNELS - DAY

16

Open TIGHT on the wall as a slim brush deftly applies paint to a half-completed rendering of the epic struggle between Vincent and Paracelsus, then PULL BACK to establish the painter, Elizabeth. She small, spry, but she moves with a crisp authority; there's nothing feeble about her. The painted tunnels fall away into shadow behind her, but an endless stretch of bare gray walls stretches ahead. Elizabeth works quickly, deftly, her movements practiced and sure, dipping her brushes in the paint cans in the shopping cart behind her. The tunnels are silent and still, until we HEAR the sound of paper crinkling, a footstep on the paint-spattered newspapers scattered on the tunnel floor. Elizabeth hears it too. She pauses, turns.

ELIZABETH

Who's there?
(peering around)

Vincent steps out of the shadows. Elizabeth smiles at him sweetly.

ELIZABETH

Vincent! Well, come closer,
child, come see what I'm doing.

Vincent looks at her painting of his fight with Erlik with solemn astonishment.

VINCENT

It's as if you saw it with your
own eyes...

ELIZABETH

I did... in a way...
(smiles)
(more)

(CONTINUED)

ELIZABETH (Cont'd)

Don't look so surprised. You're not my only visitor. Mouse brings me my paint... and sometimes Mary comes, or Sarah... they tell me stories, and then I put the stories on the wall. So it's not magic after all... I leave that kind of thing to Narcissa...

VINCENT

I think you have your own magic, Elizabeth.

She smiles graciously at the compliment, turns away from Vincent, and resumes her work.

ELIZABETH

So, have you come to tell me a new story, or did Father tell you to carry me off?

VINCENT

No one will take you anywhere you do not wish to go... but the deeper chambers are safer... and full of empty walls that cry out for your art...

ELIZABETH

Rock walls? No, those walls are no good, child... not smooth, like these.

(she gestures at the
blank gray tunnel)

Look! There's so much still to be done... it's not finished, child.

VINCENT

The blasting...

ELIZABETH

I know all about the blasting! It makes no never-mind, I'm not finished. You have to finish what you start.

VINCENT

Father believes these tunnels might collapse any day now. You could be killed.

(CONTINUED)

16 CONTINUED: (2)

16

ELIZABETH

Then I will die. You didn't think
I'd live forever, did you, child?

(pats his cheek)

This is my life, Vincent, here
on these walls. When they go...
so do I.

Off Vincent's look of understanding and concern, we

FADE OUT

END OF ACT ONE

ACT TWO

FADE IN:

17 INT. - VINCENT'S CHAMBER - NIGHT 17

Vincent, Father, and SARAH have gathered to discuss the problem. Sarah is very upset. Father has his maps of the underground spread out before him. *

FATHER

... the excavation will expose at least four levels, and possibly as many as six... even if we began sealing up the surrounding tunnels today, there's no way to minimize the exposure... relocation is the only answer...

SARAH *

You know as well as I that Elizabeth will never agree to relocate. We can't just wash our hands of her!

FATHER *

Sarah, what would you have us do?

SARAH *

Take her out of there... take her someplace safe... it's for her own good...

VINCENT *

She does not wish to go...

SARAH *

The painted tunnels aren't safe, not with those explosions going off right over her head. She could be crushed, buried alive.

VINCENT *

She knows that... but she will not leave her work...

SARAH *

Then she must be made to leave! The paintings are beautiful, yes, but they're not worth her life...

(CONTINUED)

17 CONTINUED:

17

VINCENT

Elizabeth says they are her life.
Who are we to tell her that she's
wrong?

FATHER

Yet if we sit by idly and
let this woman die, a part of
us will die with her...

MOUSE (O.S.)

No one dies. Figured it out.

They turn. MOUSE has appeared silently in the doorway,
grinning. Under his arm are some rolls of parchment.

VINCENT

Do you have a plan, Mouse?

MOUSE

Good plan. Better than good.
Better than better.

Mouse scurries across the chamber with his papers, unrolls
some of them in front of Father, excited and proud.
Vincent looks over Father's shoulder. Mouse starts
pointing out things on the paper.

MOUSE

Can't build where there's water.
Just flood the foundation, that's
all. Make them stop.

FATHER

(dubious)
And how do you propose to do that?

MOUSE

Underground river runs here.
Break through the wall, dig a
channel, move the water. Need
pumps here, here, and here, water
won't run uphill, have to make
it. Old tunnel here, no one uses
it, can shoot the water right
through...

Father closes his eyes hopelessly for a moment, then opens
them again and sighs.

(CONTINUED)

17 CONTINUED: (2)

17

FATHER

Mouse, do you have any conception of the man-hours we'd need to divert an underground river?

MOUSE

(shrugs)

Better start right now.

FATHER

No, Mouse. This plan is impossible.

Vincent puts a hand on Mouse's shoulder.

VINCENT

Your heart does you credit, but Father is right.

Father shakes his head sadly, rolls up the parchment, hands it back. Dumbstruck, Mouse looks to Sarah in mute appeal, but she can only avert her eyes. For an instant it looks as though Mouse is going to cry. He gets angry instead, stalks off. In the doorway, he turns back. *

MOUSE

(very upset)

You let Winslow die. Now Elizabeth.

He exits angrily. Father, Vincent, and Sarah look at one another hopelessly, searching for words of reassurance, and finding none. *

CUT TO:

18 INT. - DA'S OFFICE - DAY

18

RONNI (short for Veronica) is at her computer station, intent on the screen, as Cathy comes up behind her and puts a hand on her shoulder. Startled, Ronni hits the wrong key, scowls, turns to face her.

RONNI

Look what you made me do. I'd just broken into the Pentagon computer, going to disarm all the warheads, and now I'm back to square one.

CATHY

Funny. I could swear that looked like a home shopping program...

(CONTINUED)

18 CONTINUED:

18

RONNI

If nuclear war breaks out this
afternoon, it's all your fault.

(beat)

I suppose you want to hear
about Luz Corrales...

*
*
*

CATHY

I knew Luz in law school. We
weren't exactly friends, but I
can't picture her getting involved
with scum like Max Avery.

*

RONNI

The machine says Luz is so clean
she squeaks. Lives modestly,
takes care of her aged mother,
rides the subway... not so much
as a parking ticket.

CATHY

Why do I get the feeling you're
about to drop the other shoe.

RONNI

Her group had maybe three
hundred fifty dues-paying
members six months ago. Now
they got nearly a thousand.
And how does fifty thousand
dollars in recent anonymous
donations strike you?

CATHY

(thoughtful)

I haven't seen Luz since we took
the bar... but maybe it's time
for a reunion.

*

CUT TO:

19 INT. - PAINTED TUNNELS - DAY

19

Mouse is rummaging around in a canvas bag slung over his
shoulder, removing various small cans of paint and handing
them to a grateful Elizabeth.

MOUSE

Got three kinds of green, yellow,
blue... lots of orange.

(CONTINUED)

19 CONTINUED:

19

ELIZABETH

Oh, good. I was almost out of orange. Thank you, Mouse. You're a dear child.

MOUSE

Look at this.
(hands over can)
New color. Made it myself.
Purple... glows in the dark.

ELIZABETH

Oh, my. That might be a bit overwhelming, don't you think?
(pleasant smile)
Well, I can always try a little and see...

She's interrupted when a new EXPLOSION shakes the painted tunnels. This blast is much louder and closer than any before. The tunnel shakes, networks of fresh cracks appear in the tunnel walls, and a piece of cement falls from the ceiling overhead. Elizabeth DROPS the can of paint, and cries out in alarm. The chunk of cement almost hits her, but Mouse pulls her aside. They fall to the floor as the tunnel shakes, Mouse shielding the old woman with his body.

When the dust settles, they climb unsteadily to their feet. Elizabeth looks around in horror.

20 ELIZABETH'S POV

20

Large cracks have defaced several of her images. In one place, the cement has flaked off, fallen, and shattered, leaving a yawning hole in her mural.

21 RESUME

21

as Elizabeth kneels and gathers up the pieces of rubble. She tries to put them back on the wall, to piece the picture together again, but it's no use.

ELIZABETH

My pictures... look at what they've done...
(tearful)
I'll have to paint it over again... it's not fair, they have no right...

(CONTINUED)

21 CONTINUED:

21

MOUSE

Going to stop it. You'll see.
Everything will be okay.

ELIZABETH

Why do they want to blow up my
paintings? Why do they always
destroy everything that's pretty,
and special...

MOUSE

Don't mean to... building their
stupid tower, that's all, don't
care who's in the way.

Mouse scrabbles around in discarded newspapers, finds a
magazine with an article on Burch Tower, shows it to her.

MOUSE

See? Just another tower. Got
plenty up top, don't need this
one... I'll fix it.

ELIZABETH

This? But it looks so big...
how can you stop it?

MOUSE

Vincent's not the only one who
can do things. You'll see.

Elizabeth looks down at the picture doubtfully. Mouse
hurries down the tunnel, determined not to wait any
longer. He whirls as he exits, calls back to her.

MOUSE

Good as done! Don't worry.

She watches him vanish into the shadowy tunnel, looks back
at the illustration of Burch Tower, shrugs, drops the
magazine, and picks up her paint brush once again.

CUT TO:

22 INT. - CATHY'S APARTMENT - NIGHT

22

Cathy opens the door; LUZ CORRALES stands in the hall.
Luz is the same age as Cathy, dark-haired, dark-eyed,
dressed casually in bluejeans and work shirt. Both women
look a little uncertain.

(CONTINUED)

22 CONTINUED:

22

CATHY

Luz! Come on in... I appreciate your coming on such short notice...

LUZ

Yeah... well, you got me curious... it's been a long time since law school...
(looks around)
Nice place you got here...

CATHY

Have a seat. Can I get you a drink? A glass of wine?

LUZ

A beer would be nice.

CATHY

A beer it is.

The conversation continues as Cathy goes to the kitchen, pours a glass of beer for Luz and a white wine for herself, returns, gives Luz her beer.

CATHY

You've been doing good work. It seems like every week I see your name in the paper.

LUZ

You have to keep the headlines coming, otherwise the contributions dry up.

CATHY

Those new public restrooms you campaigned for... I know how much that's going to mean to the homeless... one man told me you were giving him back his human dignity...

(CONTINUED)

22 CONTINUED: (2)

22

Cathy sits down across from her.

LUZ

(surprised)

Since when are you hanging around with street people? Daddy's firm finally started doing some pro bono work?

CATHY

I left my father's firm a year ago. I'm with the DA now.

(beat)

I wanted to talk to you about Burch Tower.

LUZ

(smiles)

I didn't think this was just for old time's sake... we don't call it the tower, you know... to us, it's the monster... and it's going to devour that whole neighborhood...

CATHY

Burch's people have studies to prove the whole area will be revitalized...

LUZ

(sarcastic)

Sure. The sidewalk hustlers and bag ladies will be revitalized to another part of the city. The discount stores will be revitalized into boutiques. The rent for five blocks around will be revitalized through the roof, and all the old people and brown people and black people will be revitalized into yuppies. Never mind though, there's going to be a waterfall in the lobby, that makes everything okay.

CATHY

The excavation's already underway, how can you hope to stop them now?

(CONTINUED)

22 CONTINUED: (3)

22

LUZ

We're going to take Mister Burch to court... a class action suit, on behalf of the whole neighborhood... we could use a donation...

CATHY

You've been getting a lot of donations lately... aren't you worried about where they're coming from?

LUZ

Money is money. Pays the legals fees, buys the ads. The landlord gets testy if we don't pay the rent on the storefront.

CATHY

This money may be coming from Max Avery...

LUZ

What are you trying to say? That we're taking dirty money?
(gets up, angry)
I think I've heard enough.

Luz starts for the door. Cathy follows.

CATHY

Luz, all I'm saying is, be careful. Sometimes our commitment can blind us --

LUZ

Since when did you know anything about commitment? Did you buy some with Daddy's credit card?

She opens the door to storms out... then STOPS suddenly, looks back at Cathy, reconsidering.

(CONTINUED)

22 CONTINUED: (4)

22

LUZ
 (grudging)
 Maybe you didn't deserve that.
 I don't know...
 (conciliatory)
 We'll look into it. I don't like
 to be used. Thanks for the beer.

She exits, shuts the door. Cathy sighs, shakes her head.

CATHY
 You're welcome..

CUT TO:

23 INT. - VINCENT'S CHAMBER - NIGHT

23

Vincent's chamber is in disarray, many of his belongings packed into large wooden crates in preparation for their evacuation to the deeper tunnels. Vincent is packing smaller items and lingering fondly over those larger items that may have to be left behind, as Father enters.

FATHER
 Jamie just returned... she found a whole series of chambers about six hundred feet down, off the whispering gallery... perhaps we ought to take a look...

VINCENT
 I know those chambers, Father... when the rains are heavy, they're likely to flood.

Father sits down and gives a heavy sigh.

FATHER
 Yes... and once we're below the pipes, we'll have no communications... it's all being taken from us, the work of lifetimes, everything we've built... lost... *

VINCENT
 What is lost can be found again, built again... so long as we have each other, our world will survive... *

(CONTINUED)

23 CONTINUED:

23

FATHER

I wish I could believe that...
it's not just this man Burch who
threatens us, it's the tower
itself... it has a life of its
own now, bigger than its creators,
crushing everything in its
path...

Elizabeth enters the chamber slowly as Father is speaking.
Vincent sees her first, rises, his face full of surprise.
Then Father notices and turns.

VINCENT

Elizabeth...

ELIZABETH

Hello, child...
(looks around)
So this is where you live. It's
very sweet.

Looking around curiously, she lifts Vincent's bronze model
of the Empire State Building, inspects it.

ELIZABETH

I had one of these once. Oh, that
was a long time ago, but I
remember. Only mine was ...

FATHER

(astonished)
Elizabeth, we're both...
delighted to see you, of course,
but...

ELIZABETH

But I never leave my paintings,
do I? And you can't imagine why
I'm here...

(smiles, pats Father's
cheek)

I'm not so old as all that, you
know. I get around better than
some, when I've a mind to.

FATHER

What brings you...

(CONTINUED)

23 CONTINUED: (2)

23

ELIZABETH

Mouse, the dear child. He went off to help me, and I tried to go back to work, but I can't help fretting about him... he's a rather odd boy, have you noticed? And it's such a large tower, I'm just not sure...

VINCENT

(very concerned)

Do you know where he's gone?

ELIZABETH

Oh, up, up... you know... to stop that damned blasting, don't you know? But I wonder...

Vincent and Father exchange sharp, worried looks, and then Vincent is off, dashing for the exit.

CUT TO:

24 INT. - TUNNELS - (STOCK)

24

Vincent runs down a tunnel.

CUT TO:

25 EXT. - CONSTRUCTION SITE - NIGHT - (ESTABLISHING)

25

Work has stopped for the night. The rubble-strewn landscape is silent and still.

26 CLOSE ON DRAINAGE PIPE

26 *

A thick, rusty, man-sized pipe juts out of the ground, surrounded by rubble. A heavy iron grill secures the open end. As we watch, a bolt cutter emerges from the darkness within the pipe, severs the lock. Mouse's EYES peer out warily, darting this way and that. There's no noise, no movement. Fingers emerge from within the pipe, push the grill aside. It falls with a CLANG. Mouse winces at the noise, crouches inside the pipe.

(CONTINUED)

26 CONTINUED:

26

After a long beat, when no one reacts to the noise the plate made, Mouse emerges cautiously from the pipe. He reaches down inside the pipe, pulls out a canvas bag, looks around. Still nothing. He allows himself a small smile.

MOUSE

(soft whisper)

Okay good... okay fine.

CUT TO:

27 INT. - PAINTED TUNNELS

27

Vincent dashes through a section of painted tunnels.

28 RESUME MOUSE

28

as he moves across the construction site toward some of the heavy machinery. He creeps cautiously from shadow to shadow, stealthy and silent, but he looks almost jaunty, cocksure. He reaches a bulldozer, pauses, looks around, then climbs inside. As he's reaching into his bag of tricks, Mouse HEARS the sound of a door opening, and looks up in alarm.

28A MOUSE'S POV

28A

as a uniformed security GUARD stands outlined in the light pouring through the open door of a trailer across the site. The guard says something to someone inside, laughs, closes the door, and starts on his rounds. He's carrying a flashlight.

28B ANGLE ON THE GUARD

28B

He moves across the excavation, a little bored by the routine, shining his light around. When he turns the beam on the bulldozer, we glimpse a brief FLASH OF MOTION as Mouse ducks out of sight. Frowning, the guard moves purposefully toward the 'dozer. When he gets there he edges slowly around the side of the machine, then shines his light inside the cab, and finds... nothing. Mouse is gone. The guard looks puzzled, then REACTS sharply as he HEARS the sound of running feet.

28C GUARD'S POV

28C

We see Mouse's shadow vanish around the back of a truck.

30 RESUME MOUSE

30

The guards haul him to his feet, slam him up against a truck, make him assume the position. As one begins to frisk him and a second starts poking through his bag, our ANGLE WIDENS and, away from the circle of light, we glimpse motion in the shadows, and find Vincent, crouched beside a pile of broken stone.

*
*
*

31 CLOSE ON VINCENT'S FACE

31

Helpless, he can only watch as the security men bundle Mouse up, and shove him toward a nearby trailer. Off his fear and concern, we

FADE OUT

END OF ACT TWO

ACT THREE

FADE IN:

31A INT. - SECURITY TRAILER - NIGHT

31A

Mouse sits in a beat-up trailer on the construction site. All around him are burly, hard-faced guards. SIMONS, the security chief, conducts the interrogation. Mouse tries to brazen it out, but he's obviously scared half out of his wits, squirming around in his chair, eyes moving, trying to watch everyone at once.

SIMONS

All right. So your name is Mouse.
Who sent you?

MOUSE

Nobody. My idea.

Behind Mouse, the guard speaks up in threatening tones.

GUARD

He's lying, Bud. Let me take the
little puke outside, I'll get the
truth out of him.

SIMONS

No need. I'm sure our friend
here is going to be reasonable. *

He rummages around in Mouse's bag, takes out a bag of
sugar, drops it on the table in front of Mouse.

SIMONS

What's this for?

MOUSE

Makes things sweet.

A couple of the guards LAUGH. Simons is not amused.

SIMONS

That so? And I suppose this is
for making pots...

He takes a wad of plastic explosive out of the bag and
slaps it down on the table. Mouses flinches nervously.

MOUSE

Okay good, okay fine... pots...

(CONTINUED)

ELLIOTT

(upset)

... do you know how much
that equipment costs, Simons?
If he'd managed to do any
serious damage...

(beat, listens)

He what?

(listens, frowns)

First you say he's some dimwit
dressed like he just escaped from
Ruritania, and now you're telling
me he wants to talk to his
attorney?

Elliott looks up as the door to his office opens; Cathy
steps through, closes the door behind her. It's a toss-up
as to whether Elliott is more surprised by her or by what
he's just heard on the phone.

ELLIOTT

(into phone)

Catherine Chandler...

(stares at Cathy)

I'll get back to you.

Elliott hangs up the phone, frowns.

ELLIOTT

Would you mind telling me what
the hell is going on?

CATHY

Your security people are exceeding
their authority, that's what's
going on.

ELLIOTT

They apprehended a trespasser...

CATHY

Fine. Then call the police, have
him charged with trespassing...
and cross your fingers he doesn't
sue you for false imprisonment.

(CONTINUED)

34 CONTINUED: (2)

34

Elliott looks at her thoughtfully, still struggling to make sense of this. He takes the phone, turns it around, puts it down in front of her.

ELLIOTT

Here... you call the police.

Without hesitation, Cathy picks up the receiver, begins to punch in the number.

ELLIOTT

It's going to be interesting to see what they make of him... no identification, no money...

(Cathy hesitates)

He doesn't seem to know his address, his telephone number... they'll probably send him to Bellevue while they run a check on his prints. After that, who knows?

Cathy slowly places the receiver back in its cradle.

CATHY

Let him go, Elliott. He won't bother you again, I promise you.

ELLIOTT

He asked for you.

(beat)

He doesn't know the name of the president... but he knows your name. I find that a little curious.

CATHY

Just let him go, please... no harm was done. What good will it do you to have him arrested?

(CONTINUED)

34 CONTINUED: (3)

34

ELLIOTT

It might get me a few answers.

(beat)

You came to me a few months ago,
and asked for my help. You
couldn't tell me why. Trust me,
you said.

(beat)

Trust is a two-way street, Cathy.
You want me to let this person
go? Then trust me enough to
answer my questions.

CATHY

You can't barter for trust,
Elliott... and I can't tell you
what you want to know. I made
a promise...

Elliott sits down behind the desk.

(CONTINUED)

34 CONTINUED: (4)

34

ELLIOTT

Then why should I let him go?

CATHY

(hesitates)

... because I'm asking you to.

We move in CLOSE on Elliott as he considers the dilemma, and off his look of puzzled indecision we

DISSOLVE TO:

35 INT. - UNDERGROUND WALKWAY - NIGHT

35

Vincent and Father walk slowly from Vincent's chamber to Father's, discussing what to do about Mouse.

FATHER

We'll have to take steps immediately to raise the bail money. We all have items of value we can exchange for money in the world above... and we can go to our helpers, yes...

*
*

VINCENT

Catherine will not fail us...

FATHER

I blame myself for this. I should have been stricter. Mouse is such a ... wild spirit... there's no telling how much damage one of their jails might do to him.

(CONTINUED)

35 CONTINUED:

35

VINCENT

(reassuring)

Whatever happens, Mouse will survive... he survived for years by himself... a shadow moving among us, taking bits of food, watching us...

FATHER

(remembering)

... until you caught him... I remember the way he kicked and screamed...

We HEAR the sound of approaching FOOTSTEPS from a tunnel ahead. Cathy enters. Seeing her alone, the hope drains from Father's face.

FATHER

Catherine...

(beat)

Mouse... what will happen...

Mouse steps timidly out from the shadows behind Cathy. He looks sheepish, afraid of what Father will say.

MOUSE

Here.

Father looks hugely relieved, and very happy, but quickly gets control of himself and tries to be stern again.

FATHER

Catherine, you have our thanks...

(to Mouse)

Mouse, I hope this experience has been a lesson to you...

MOUSE

(agrees)

Shouldn't get caught.

(CONTINUED)

35 CONTINUED: (2)

35

FATHER

(winces)

Mouse, come with me. I think it's
time we had a long, long talk.

Father throws a hand around Mouse's shoulder and they exit
together for his chamber. Catherine walks with Vincent
in the other direction. We TRACK with them back to
Vincent's chamber as the conversation continues.

VINCENT

Catherine, your heart is full
of turmoil...

CATHY

It's Elliott...

Vincent considers that for a long beat.

VINCENT

Once, you thought you might be
in love with this man...

CATHY

That was a long time ago.

(beat)

It was easy then... and even
easier when I was certain he
was evil. Now...

(CONTINUED)

VINCENT

Now you've seen him as he truly
is, Catherine. Good and bad.
Strong and weak. Capable of doing
great deeds... and great wrongs.

(beat)

A human being.

Cathy looks in his eyes, listens to his words, and finally
nods, accepting the truth of what Vincent says.

CATHY

There's something else... when
you and Father were trapped
below, I went to Elliott for
the parts Mouse needed... you
would have died without them.

We can see the impact this has on Vincent. Cathy moves
close to him, reaches up tentatively, touches his cheek.
She looks at his face as she speaks, into his eyes, and
her voice is troubled, tearful, full of love.

CATHY

I don't want to let you down...
but I owe him, Vincent... I owe
him more than I can ever hope to
repay... he gave you back to me...
how can I destroy his dream?

VINCENT

(understanding)

You can't... and we have no right
to ask it of you. You must do
what you feel is right...

(CONTINUED)

35 CONTINUED: (4)

35

He turns away from her sharply, weighed down by an anguish of his own. Catherine was their last, best hope for stopping Burch Tower, and now that hope has been ripped away. Cathy can sense his helplessness. She puts her arms around him and comforts him as he slumps in despair.

DISSOLVE TO:

36 INT. - CATHY'S HALLWAY - NIGHT

36

TRACKING with Cathy as she exits the elevator on her return from the world below. Weary and troubled by what she's learned, she steps out of the elevator, fumbling for key in her jacket pocket, and STOPS suddenly when she finds Elliott Burch in her hallway. He's slumped in a chair, and it's obvious he's been waiting some time.

CATHY

(surprised)

Elliott... do you know what
time it is?

ELLIOTT

Almost dawn. That's not
important... as long as it's not
too late.

(beat)

I couldn't sleep. I need to talk.

Cathy is wary, but there's no way to turn him away.

CATHY

Come on in.

She unlocks the door. Elliott follows her inside.

37 INT. - CATHY'S APARTMENT - NIGHT

37

Cathy tosses her jacket over a chair.

CATHY

It's been a long night for both
of us. I have to be at work in
a few hours. I'll make some
coffee.

ELLIOTT

I could use it.

CATHY

Instant okay?

(CONTINUED)

37 CONTINUED:

37

ELLIOTT

Fine. Anything. I don't care.

Cathy gives him a brief worried glance before she exits toward the kitchen. We HEAR her bustling about, making coffee. Elliott looks around the living room. He's obviously had a troubled, sleepless night of his own. Something is eating at him. He drifts over to her terrace, glances through the window, then opens the door and steps outside.

38 EXT. - CATHY'S TERRACE - NIGHT

38

Elliott stands looking out over the city, his hair blowing in the wind. It's still dark outside, but there's a faint light on the horizon, the first hint of dawn. Cathy emerges carrying two steaming mugs of coffee. She hands one to Elliott.

ELLIOTT

I can never get enough of this city. God, how beautiful she looks...

(accepts coffee)

You ought to be able to see the tower from here. Way to the south... just about there, I'd say...

(points)

CATHY

(serious)

You're not here to talk about the tower. What is it, Elliott? I've never seen you like this before.

ELLIOTT

I don't think I've ever been like this before.

(beat)

(more)

(CONTINUED)

38 CONTINUED:

38

ELLIOTT (Cont'd)

My security chief called me back
after I released your... friend.
He asked me if I'd lost my
mind.

CATHY

You did the right thing. The
decent thing...

ELLIOTT

I seem to be making a habit of
it... because of you.

(beat)

Cathy, I'm in love with you.

CATHY

(taken aback)

You can't mean that...

ELLIOTT

No? Why else would I be doing
all these stupid things?

Cathy's about to say something, but Elliott rushes on.

ELLIOTT

Hear me out, please.

(she nods)

I've had other relationships,
but from the moment I set eyes
on you, I knew you were
different. And when you walked
out of my life, well, that was
really different. After that,
I wanted you twice as much.

CATHY

Because you couldn't have me.
That's obsession, Elliott. Not
love.

ELLIOTT

At first, yes. Later, when you
needed my help... right then, I
knew I could have you. I know
desperation when I see it.

(CONTINUED)

38 CONTINUED: (2)

38

Cathy, wary, says nothing, but her face shows that Elliott is hitting close to home.

ELLIOTT

When someone has something I want,
I take it. I go for the win.
It's what I do. It's what I am...
what I've become. But not that
day. Why?

CATHY

Because you're a decent man who
couldn't turn his back on a
friend.

ELLIOTT

I don't have friends, Cathy.
Somewhere on the way up, friends
became inconvenient.

CATHY

Love can be pretty inconvenient
too.

ELLIOTT

(painfully sincere)
You don't have to tell me that.
Do you think I wanted to be
this... this... out of control?
I feel like I'm fourteen years
old... awkward, confused,
scared... Cathy, I'm never
scared, I don't allow myself to
be scared... but you know...
despite everything... I'd
rather be here... with you...
than anywhere else on earth...

CATHY

(moved)
Elliott...

(CONTINUED)

38 CONTINUED: (3)

38

ELLIOTT

There's nothing I can do about
the past, but there's plenty we
can do about the future.
Together.

(beat)

Gatsby, I'm asking you to marry
me.

FADE OUT

END OF ACT THREE

ACT FOUR

FADE IN:

39 EXT. - CATHY'S TERRACE - NIGHT

39

Cathy is stunned for a moment in the aftermath of Elliott's proposal. She doesn't love him, but she owes him a lot, has no desire to hurt him.

CATHY

(groping)

Elliott, I'm flattered... but I don't... I can't...

ELLIOTT

Don't say anything... not now... All I ask is that you think about it seriously after you've had a little sleep.

CATHY

It won't change anything...

ELLIOTT

It might. Give me that much, at least.

Cathy can't deny him this small concession. She NODS wearily. Elliott smiles.

ELLIOTT

I didn't ask for this, Cathy. But it's real. I love you... and I'd do anything to make you happy... if you'll only give me that chance.

DISSOLVE TO:

40 INT. - DA'S OFFICE - DAY

40

CLOSE ON CATHY as she sits at her desk, trying to work but dragging a little. Her sleepless night is taking its toll, and clearly she has other things on her mind besides work. She stares listlessly at the paperwork, massaging her temples, as we INTERCUT a series of images for a MONTAGE of her thoughts:

CUT TO:

- 41 EXT. - CONSTRUCTION SITE - DAY (STOCK) 41
A jackhammer shatters some huge rock.
CUT TO:
- 42 INT. - PAINTED TUNNELS - DAY 42
TRACKING MOS through the dimness, turning, picking up speed, faster and faster, until the walls blur.
CUT TO:
- 43 CLOSE ON VINCENT (FLASHBACK) 43
VINCENT
... the end of our world... *
- CUT TO:
- 44 EXT. - CONSTRUCTION SITE - DAY (STOCK) 44
A huge EXPLOSION rocks the earth.
CUT TO:
- 45 INT. - PAINTED TUNNELS - DAY 45
CLOSE ON a painting of Vincent's face. We HEAR his voice echoing the same phrase over and over.
VINCENT (O.S.)
(repeats, echoing)
... the end of our world...
On the final repetition of the phrase, a huge jagged CRACK suddenly rips through the image of Vincent on the wall.
CUT TO:
- 46 CLOSE ON ELLIOTT (FLASHBACK) 46
ELLIOTT
...love you... and I'll do anything to make you happy...

47 RESUME CATHY

47

as her reverie is rudely interrupted as an angry Luz Corrales SLAMS a newspaper down in front of her. Cathy looks up, startled.

CATHY

Luz... what's wrong...?

LUZ

You know damn well... I hope you're proud...

Luz snaps the newspaper open on Cathy's desk.

48 INSERT - NEWSPAPER

48

One of the front page headlines under the fold (not the banner, please, it's not that big a story) reads: DA PROBES CORRALES GROUP. A photo of Luz accompanies the story. *

49 RESUME

49

Cathy quickly scans the column of print, looks up baffled.

CATHY

I don't know anything about this...

LUZ

(loudly)

The hell you don't. You set us up, launched some bogus investigation, and then leaked it to the press. I know how the game is played.

Other office workers are looking at them curiously. As Luz raises her voice in angry accusation, more and more of them stop to see what's going on. Even Joe Maxwell pops out of his office to see what the problem is.

CATHY

This doesn't say you're guilty of anything... just that we're investigating...

(CONTINUED)

LUZ

That's enough. Who's going to give money to a community group that's being investigated by the district attorney? Even our attorneys are backing off... we're going to have to drop the class action.

(beat)

Congratulations. You just gave Elliott Burch his monster...

Joe Maxwell drifts over as Luz is finishing her tirade, and interrupts before Cathy can answer.

MAXWELL

I wouldn't be quite so self righteous if I were you, Ms. Corrales. We've been running background checks on some of your new members... so far we've found about seventy with ties to Max Avery... and there's still a lot of names on the list...

Luz is shocked and speechless for a moment.

LUZ

I should have known. Your kind all sticks together, right? The old boy's network...

(looks at Cathy)

... only now they let a few little girls play too.

Luz turns and walks away, slamming the office door as she leaves. Joe looks at Cathy, raises an eyebrow.

MAXWELL

(lightly)

The next time they need a name for a hurricane, I know what I'm going to suggest...

But Cathy's mood is somber.

CATHY

Joe, could you cover for me if I took the rest of the day off?

MAXWELL

(puzzled, concerned)

Sure. Anything wrong?

(CONTINUED)

49 CONTINUED: (2)

49

CATHY

I need to... go tell a friend...
... goodbye.

She rushes away, tight-lipped, before she breaks down.

DISSOLVE TO:

50 INT. - TUNNEL JUNCTION - DAY

50

Vincent's face is full of pain as he faces Cathy in the dimness of the junction.

VINCENT

Catherine, no...

CATHY

I have to. There's no other way.
With Luz discredited, nothing
stands in the way of the tower.
Elliott leaked the story, I'm
sure of it... Luz stood in his
way, so he removed her... and
used me to do it...

*

VINCENT

How can you even think of a union
with such a man?

CATHY

He's only a human being... good
and bad, strong and weak... you
said so yourself... he loves me,
Vincent... as much as a man like
Elliott can love...

VINCENT

(anguished)
... but you do not love this man!

(CONTINUED)

50 CONTINUED:

50

CATHY

No... but there's more at stake than me here... Elizabeth, the painted tunnels, Father and Mouse, all the children who've found safety down below...

(touches his face)

... and you... you most of all... Vincent, you've risked your life for me a hundred times... how can I stand by and watch your world be destroyed, when I have the power to save it...

Catherine's eyes fill with tears.

VINCENT

I can't allow you to sacrifice yourself this way...

CATHY

It's not your decision, Vincent. I'm sorry, but...

(beat)

I'm going to marry him... I have to...

*

It's all she can do to get it out before she breaks down. She turns and rushes away down a tunnel, toward sunlight. In the mouth of the tunnel, she turns back, with tears streaming down her face, and struggles to say something. She's so choked up that she cannot get the words out, but we see her silently mouth "I love you" to Vincent. Then she's gone.

Vincent stares blindly down the tunnel for a moment, then falls to his knees helplessly, throws back his head, and ROARS out all his pain.

CUT TO:

51 INT. - BURCH'S OFFICE - DAY

51

Elliott is chewing out a SUBCONTRACTOR.

ELLIOTT

(angry)

I don't care what we did on the last project, I'm telling you code isn't good enough. This building is supposed to stand for hundreds of years, not...

(CONTINUED)

51 CONTINUED:

51

He's interrupted by the BUZZ of his intercom.

*

SECRETARY (O.S.)
Miss Chandler is here.

ELLIOTT
Send her right in.
(to subcontractor)
Out. I'll deal with you later.

The office door opens. Cathy enters and the subcontractor exits. Cathy has composed herself; her face is cool, determined. Elliott's the one who looks nervous, all hint of command suddenly gone.

ELLIOTT
(fears the worst)
Catherine... I hadn't expected
to see you so soon... you
haven't given it very long --

*

CATHY
(plunges ahead)
Yes, Elliott, I'll marry you...

ELLIOTT
I... I... that's wonderful...

*

Elliott comes around the desk to take her in his arms.

ELLIOTT
Darling, you won't be sorry...
I promise you...

He kisses her. Cathy does not resist, but neither does she kiss back. Finally Elliott breaks off the embrace.

(CONTINUED)

51 CONTINUED: (2)

51

ELLIOTT
(enthusiastic)
Where would you like to go on the
honeymoon? Anyplace in the world,
you name it... you know, I've
been all over the world on
business, but I've never had
time to see anything... once
the tower is done --

CATHY
(interrupts)
I want you to halt construction
on the tower.

Elliott looks at her for a long beat. He can't believe
what he's just heard.

ELLIOTT
Stop the tow... Cathy, if this
is some kind of joke, it's not
very funny.

CATHY
It's no joke. You say you love
me, you'll do anything...

ELLIOTT
You don't understand... the tower
is... it's the best thing in my
life, except for you... you'll
see. When it's done, just the
two of us... we'll watch dawn
break over the city together from
up top... I want you there beside
me...

CATHY
No, Elliott. It can't be...

(CONTINUED)

51 CONTINUED: (3)

51

Trembling with anger, Elliott whirls away from her. He faces the wall covered with drawings and schematics, stares at it. His eyes go up, up... then close briefly. He stands there for a long moment, fighting to regain control of himself as Cathy speaks to him.

CATHY

It's just a building, Elliott. People are more important than buildings... more important than dreams, even... and if you pick up the phone and stop the tower right now, I'll know you believe that too... and then I'll marry you, and trust you, and try my best to love you...

Elliott and Cathy stare into one another's eyes for a long, long moment as Elliott weighs his choices. Then, slowly, he drops his eyes.

ELLIOTT

I... can't...

52 ANGLE ON CATHY

52

Relieved, but grim with defeat. She's failed; the painted tunnels and Vincent's world are done for. And in her eyes and her voice we should also see some sadness and compassion for Elliott Burch, who has lost his final struggle for his own humanity.

CATHY

I understand...

She turns and exits, and we PULL BACK AND UP from Elliott Burch, standing by himself in the middle of this huge, empty office, very much alone.

DISSOLVE TO:

53 EXT. - CONSTRUCTION SITE - DAY (STOCK)

53

Another massive EXPLOSION rips apart the bedrock, as work on the tower continues inexorably.

CUT TO:

54 INT. - DA'S OFFICE - THE NEXT MORNING

54

Cathy sits at her desk, despondent, as Ronni approaches.

(CONTINUED)

RONNI

Boy, you look rotten. Someone just run over your puppy?

CATHY

Something like that...

RONNI

I thought you'd want to look at this Corrales stuff...

(hands her a printout)

Almost two hundred ringers, who'da believed it? I'm sniffing up the paper trail to see who signs the checks, but looks like Avery knows how to cover his tracks.

CATHY

(scanning data)

They were drawing paychecks?

(suspicious)

Wait a minute, we got a court order freezing Avery's assets, where's he getting the money?

RONNI

The Cayman Islands... some kind of holding company...

And suddenly it all falls into place for Cathy.

CATHY

Max Avery wouldn't know the Cayman Islands from Staten Island.

Cathy grabs the printouts and rushes across the room to Joe's office, with Ronni trailing behind her. We TRACK with her as she barges inside and find Joe at his desk.

CATHY

We been conned. It's not Avery who's been paying people to sign up with Luz.

MAXWELL

What the hell are you talking about, Radcliffe? Who else could it be?

(CONTINUED)

54 CONTINUED: (2)

54

CATHY

Someone who had an interest in making sure Luz looked tainted. Someone who could put Avery's old goons on his payroll and not even blink. Someone subtle enough to launder his money through numbered accounts in the Cayman Islands so it can't be traced back.

About halfway through, Joe realizes where she's going, and looks sick as the truth of it comes home.

MAXWELL

Damn it, I knew we shouldn't trust Burch, I knew it.

(grabs phone)

Put me through to Moreno. No, I can't hold.

(to Cathy)

This isn't over yet, not by a long shot. Where you going?

Cathy, heading out, pauses in Joe's doorway.

CATHY

To talk to Luz Corrales... I think we've got a little crow to eat...

DISSOLVE TO:

55 INT. - PAINTED TUNNELS - NIGHT

55

A week later. Vincent and Cathy are together in the painted tunnels. Vincent reaches up, gently touches her face, her hair. Elizabeth paints in far b.g.

VINCENT

I was afraid I would never see your face again... when you walked away from me, there was such resolve in your heart...

CATHY

It was the hardest thing I've ever done...

VINCENT

... and the noblest...

(CONTINUED)

55 CONTINUED:

55

CATHY

Every step was like a knife inside
me... all my love for you was
calling me back...

VINCENT

... but a greater love drove you
onward... and your strength saved
us all.

(beat)

Yet I can feel your melancholy.

CATHY

I was just thinking of Elliott.
You helped me find the best part
of who I am, Vincent... but
Elliott... he lost more than his
tower... he lost himself...

We ZOOM DOWN, on a recent addition to the litter of
newspapers and magazines on the tunnel floor.

56 CLOSE ON NEWSPAPER

56

The headline reads COURT BLOCKS BURCH TOWER. There's a
dramatic artist's rendering of the building, and a photo
of Elliott Burch.

MATCH CUT TO:

57 THE SAME NEWSPAPER

57

alone in the center of a desk. The ANGLE WIDENS to reveal
Elliott, sitting alone in his darkened office in the
middle of the night. He's not looking at the paper. The
projection of the Manhattan skyline is spread across his
office wall, and he stares at Burch Tower.

58 INTERCUT between above and below, between the dark office
and the painted tunnels, Elliott alone and Vincent and
Catherine wrapped in each other's arms as they watch
Elizabeth at work, Elliott sitting still and silent and
Elizabeth fussing with her paints. OVER, we hear
Vincent's voice, reciting. Wherever possible, images and
sentiments should match.

58

(CONTINUED)

58 CONTINUED:

58

VINCENT (O.S.)

I met a traveler from an antique land
 Who said: two vast and trunkless legs of stone
 Stand in the desert. Near them, on the sand,
 Half sunk, a shattered visage lies, whose frown
 And wrinkled lip, and sneer of cold command,
 Tell that its sculptor well those passions read
 Which yet survive, stamped on these lifeless things
 The hand that mocked them and the heart that fed;
 And on the pedestal these words appear:
 "My name is Ozymandias, King of Kings,
 Look on my works, ye Mighty, and despair!"
 Nothing beside remains. Round the decay
 Of that colossal wreck, boundless and bare
 The lone and level sands stretch far away.

On the concluding lines of the poem, we are

59 CLOSE ON THE TUNNEL WALL

59

as Elizabeth puts the last touch on a painted image of
 Burch Tower, its lines copied from the paper, reaching
 up and up, down here far below the earth, the only place
 it will ever stand. It's lovely, a lost dream.

MATCH CUT TO:

60 THE TOWER IMAGE

60

on Elliott's office wall. As the final line of Shelley
 fades away, Elliott turns off the image... the cityscape
 remains, looking strangely empty now, as the tower fades
 away like the dream it was.

FADE TO BLACK

THE END