

[THE INSIDE]

"Declawed"

TEASER

1 INT. V.C.U. - BULLPEN - DAY

1

REBECCA, PAUL, MEL and DANNY at their desks, working quietly. Too quietly. The air is wrong. Mel clicks her ballpoint pen in and out like a woodpecker. Rebecca stares at her monitor, preoccupied. Danny winds his watch. Paul is lost in his own dark thoughts. They look up as...

An FBI AGENT, a stranger to us, enters the bullpen and crosses to Web's door, throwing a blank look to the team. Mel tries to smile. He enters Web's office, shuts the door.

MEL

Intimidating silence, threatening looks, paranoia...
(sighs)
I miss Web.

DANNY

Get used to it. He may gone for a while.

Mel and Rebecca look at him, worried. Danny whispers...

DANNY (CONT'D)

This investigation into the "mishandling" of the Thief of Hearts case is just an official excuse. Glenn Terry's been looking to bust Web down for years.

REBECCA

Why?

DANNY

(shrugs)

Terry's scary. He's one of these rules and regulations bureaucrats, probably was head hall monitor of his high school.

MEL

Someone like Web offends his ordered little world.

(CONTINUED)

CONTINUED:

PAUL

Someone like Web offends a lot of people.

Now they look at Paul.

DANNY

Not too concerned with the fate of our boss, are ya?

PAUL

An OPR review of a Supervisor covers his whole team. Web's name may be on the paper, but it's all our heads on the block.

They absorb this with silence and paranoia. Web's door opens. They tense. GLENN TERRY in the doorway.

TERRY

Special Agent Locke.

And now they look at her.

2

INT. V.C.U. - WEB'S OFFICE - DAY

2

Terry sits in Web's chair, Rebecca sits opposite, uneasy. Behind her is another AGENT, partially out of focus or frame.

Terry writes in a log as he speaks into a RECORDER on desk.

(CONTINUED)

CONTINUED:

TERRY

Supervisory Special Agent Glenn
Terry, Office of Professional
Responsibility, conducting SA
incident review 92839 on Webster,
Virgil. Supervisory Special Agent,
Violent Crimes Unit Los Angeles.

(looks up at Rebecca)

SA testimonial zero zero one.
Rebecca Locke. Violent Crimes.

He stares at her. Recorder recording. Rebecca is still.
Terry shuts the recorder off.

TERRY (CONT'D)

I hate these things. Don't you?

REBECCA

Excuse me?

TERRY

Russ, could you leave us?

RUSS, one of Terry's stooges, the man in back, gets up, walks out. Terry smiles a "whaddya gonna do" smile at Rebecca.

TERRY (CONT'D)

This is never an easy situation.
For me or for you guys. We're sort
of caught in the middle. I mean,
for you, your Supervisor is
suspended, he's under disciplinary
investigation, and you're thinking,
how is this going to affect me? I
know how it is, believe me. If you
want to talk about anything, off
the record, anything at all...
This is a safe room.

Rebecca stares at the recorder, suspicious.

REBECCA

I'll... cooperate with your
investigation to the best of my
ability, sir.

Terry scrutinizes her. Buddy smile icing over.

TERRY

We'll start with the easy stuff.

He regards his notes, presses RECORD, speaks loudly.

(CONTINUED)

CONTINUED: (2)

TERRY (CONT'D)
Special Agent Margaret Alvarez,
your predecessor, tore off her own
face while working under Webster.
Do you believe this incident
occurred as a result of
mismanagement on his behalf?

SHOCK CUTS of ALVAREZ, face off. Web, dispassionate.

REBECCA
No. Alvarez was bipolar. Off her
meds.

TERRY
Are you bipolar?

REBECCA
Am I? No.

TERRY
You were treated for cuts to your
wrists, approximately four weeks
after joining Webster's team.

REBECCA
Those wounds were inflicted by a
suspect I was pursuing while on
duty.

TERRY
Where was your back up?

3 INT. V.C.U. - WEB'S OFFICE - DANNY - LATER/ANOTHER INTERVIEW 3

Danny sitting in the same chair Rebecca was in.

DANNY
We were running a little late. Got
there in time to save her.

TERRY
Is it true that Supervisor Webster
will deliberately fracture your
unit from time to time. Play you
against each other?

4 INT. V.C.U. - WEB'S OFFICE - MEL - LATER/ANOTHER INTERVIEW 4

MEL
Yes, but he does it to foster a
healthy sense of competition.

(CONTINUED)

CONTINUED:

TERRY

Competition. Have you been assaulted by a suspect while conducting an investigation?

MEL

Um, yeah.

5 INT. V.C.U. - WEB'S OFFICE - PAUL - HIS INTERVIEW

5

TERRY

Seems like one works for Virgil Webster at their own risk...

PAUL

Well, we're not exactly investigating white collar crime.
(smiles; Terry is cold)
That was a joke.

TERRY

I came up in white collar crime. I can assure you, it's no joke.

PAUL

No, sir.

TERRY

Neither is this review. Especially as concerns you, Special Agent Ryan.

PAUL

Yes, sir.

TERRY

Tell me. How many cases have you cleared since joining V.C.U.?

6 INT. V.C.U. - WEB'S OFFICE - REBECCA'S INTERVIEW

6

REBECCA

Seven.

TERRY

And out of seven, how many resulted in suspect deaths as opposed to arrests?

(CONTINUED)

CONTINUED:

SHOCK CUTS - Web yelling "Simon Gunther!" Then THWAT between the eyes (ep 1)/ blood spatter of Bill Strong (ep 3)/ Danny emptying gun into Traci Armstrong (ep 4)/ Paul blowing away Nate Laird (ep 7)/ Louis Salt FAILING ON FIRE (6)...

REBECCA

(chagrined)

Five...

TERRY

Is it true one of your suspects lit himself on fire while in custody?

7

INT. V.C.U. - WEB'S OFFICE - DANNY'S INTERVIEW

7

DANNY

Yeah, but I put him right out.

Terry just stares at him. Frustrated, he jumps ahead.

TERRY

Have you ever witnessed, or had cause to suspect, any acts of willful misconduct at the hands of Virgil Webster?

DANNY

(quick)

Nope.

INTERCUT:

MEL

(emphatic)

No.

INTERCUT:

REBECCA

(rookie)

No, sir.

INTERCUT:

And then PAUL. He hesitates, conflicted.

PAUL (V.O; FROM PILOT)

Margaret Alvarez is dead...

8

INT. V.C.U. - WEB'S OFFICE - FLASHBACK TO EP. 1

8

Paul confronts Web in "New Girl in Town."

(CONTINUED)

CONTINUED:

PAUL

And I blame you.

9

INT. V.C.U. - WEB'S OFFICE - FLASHBACK TO EP. 7

9

Paul confronts Web in "Thief of Hearts."

PAUL

Did you cut that woman open
yourself, before you planted her
heart in his backyard?

10

INT. V.C.U. - WEB'S OFFICE - PRESENT

10

BACK TO PAUL sitting in the same spot he said those things.

PAUL

...No.

Terry, disappointed, presses STOP on the recorder. Leans back, and now we see he's...

11

INT. V.C.U. - WEB'S OFFICE - DAY

11

...regarding REBECCA.

TERRY

You know what the problem with this
unit is, Special Agent Locke?

REBECCA

(surprised at question)

No, sir.

TERRY

Problem is you all think you're so,
damn, cool.

REBECCA

Cool?

TERRY

Serial killers, surveillance,
interrogation, corpses... it's all
sexy, but what are the results?
You nab some unemployed nutjob
living in his mother's basement
playing with his neighbor's skull.
Ooh. FBI heroes. News at eleven.

She doesn't know what to say to that. He leans back.

(CONTINUED)

CONTINUED:

TERRY (CONT'D)

You're just like every other baby agent who wants into behavioral science. Virgil Webster is your God. You look at him, you see the legend. You've got stars in your eyes.

SMASH CUT TO:

CLOSE ON DEAD WOMAN - STARS IN HER EYES

Actually colored lenses, fixed to her like psychedelic Elton John specs. A needle stuck through each into her sockets. A DOG enters frame, begins to sniff the corpse's face.

POP WIDE TO REVEAL HER BODY IN THE -

12 EXT. L.A. RIVER/WASH - DAY

12

Her body, clothed, lies on the dry bed of the canal.

The dog has begun to lick her face when its owners, TWO YOUNG LATINO BOYS (12, 13), ride up on BMX bikes. They hop off.

YOUNG BOY #1

Yogi. No. Get away.

YOUNG BOY #2

Yogi! What you got, boy?

The dog sits, wags his tail and now the boys FREEZE as they get an eyeful of the dead body. A horror-rising in your throat MUSIC CUE crescendoes, then cuts out as-

YOUNG BOY #1

(whispers)

Cool.

CUT TO MAIN TITLES.

END OF TEASER

(CONTINUED)

CONTINUED:

ACT ONE

13 VISUAL SEQUENCE - GREATER LOS ANGELES FROM THE AIR - DAY 13

Basin and Valleys crisscrossed by linear, concrete paths. We DIVE DOWN, expecting freeways, and instead fly into the concrete storm drains of the L.A. wash, like an X-Wing through the trench, arriving at....

14 EXT. L.A. RIVER/WASH - DAY 14

Crime scene. Terry, wearing plastic overshoes, walks his man RUSS, toward a cluster of FORENSIC TECHS and the V.C.U. crew, already on site. He looks up to see REPORTERS snapping photos from behind the safety fence atop the trench. Shakes his head. Then sniffs something foul.

TERRY

Wash always stink this bad?

RUSS

Might be the body, sir.

TERRY

Right.

He comes upon our crew. Rebecca kneels at the body, Paul stands over it, comparing something on his PDA. Mel snaps stills of the scene. Danny confers with a FORENSIC TECH.

TERRY (CONT'D)

Morning. What do you got so far?

The team exchanges looks, surprised to see Terry here.

PAUL

Sorry, are... we supposed to report to you?

TERRY

Your supervisor is under investigation. I've offered to fill in for the interim.

DANNY

Yeah -- but you're the one investigating him.

TERRY

And how you work a case will tell me how he runs his unit.

They see there's no arguing this. They're stuck with Terry.

(CONTINUED)

CONTINUED:

PAUL

Alright, till we ID her, you're looking at Jane Doe, found early this morning, cause of death undetermined.

DANNY

Though the needles punched into her eyes might be a clue.

REBECCA

Fingernails have also been removed, and taken from the scene.

We SEE these horrific details. Terry gets queasy.

MEL

Two small marks on her neck, three centimeters apart.

TERRY

Bite?

DANNY

From a stun gun, yeah.

PAUL

Crime's an exact match to a body recovered in Long Beach last week.

Paul shows Terry his PDA screen. On it is a high res digital image of ANOTHER CRIME SCENE, another soggy corpse with colorful lenses over her eyes. Terry frowns at the PDA.

PAUL (CONT'D)
(re: current body on car)
This one might've floated down
there, weren't for this car.

*
*
*
*

TERRY

Great. So who did it?

Would you like coffee with that? The team exchanges looks, and sort of naturally look to Rebecca. She redds, stands.

REBECCA

Signature is specific, and doesn't match any of our current profiles. The lenses suggest the Greek myth of Charon; coins placed on the eyes of the dead to buy passage across the river to the Underworld...

(CONTINUED)

CONTINUED: (2)

She gestures to the L.A. River.

TERRY

Yeah, it also echoes a Beatles song. What you're saying is the killer's a weirdo, and past that you don't have a clue.

Mel has been looking at the body, thinking about something he said.

(CONTINUED)

CONTINUED: (3)

MEL

Sir, I think you're right.

(he looks at her)

Beatles song. Lucy in the Sky with
Diamonds, right?

TERRY

(no, you idiot)

Penny Lane.

*

MEL

No, uh, kaleidoscope eyes. Look.

She kneels to inspect details on the lenses.

MEL (CONT'D)

Translucent agate. Dichroic glass.

Little beady flower things.

(off their stunned looks)

What? You guys never made
kaleidoscopes in arts n' crafts?

They look to the corpse. The Girl with Kaleidoscope Eyes...

15

EXT. ND SHOP - KALEIDOSCOPE POV - A DOOR - DAY

15

Reflected and multiplied by the turning mirrors. The door to
a shop, because we see the sign OPEN repeated 12 times.As the kaleidoscope turns, a creepy music-box version of
"Somewhere Over the Rainbow" (or whatever) plays. More
predominant than this, we hear the BREATHING of the user.The shop door opens (we can't see what kind of shop), and a
young WOMAN with SPIKY RED HAIR struts out, snapping her
purse shut. Our POV follows this woman, her image fractured
and revolving through the lens, but we still track her. We
start breathing faster...

16

INT. V.C.U. - MORGUE - DAY

16

Rebecca, Paul, Terry and a MEDICAL EXAMINER surround the body
of the canal victim, kaleidoscopes still in her eyes.

REBECCA

Rhona Larrabie. 33. Single.

Flower shop manager. Long Beach
vic is Sarah [Renna](#), also 33, also
single. Both lived in Hollywood.

*

TERRY

Well, that's something...

(CONTINUED)

CONTINUED:

M.E. has been taking out ORGANS, putting them on SCALES.
Terry's obviously not used to autopsies. Looks sick.

*

PAUL

Something else we can't find is
their cars. Both owned one,
neither can be found. And they're
not reported stolen.

Terry steels himself, avoiding looking at the body.

TERRY

He probably car-jacks them, forces
them to drive to his place. We
should be looking for someone with
a large, isolated backyard, or
access to a warehouse.

The M.E. reaches down out of frame and grabs what must be a
particularly juicy organ because of the sickening SQUISHING
sound. White Collar Terry's seen enough.

*

*

*

TERRY (CONT'D)

Follow up on it. I'll be... up in
the thing.

He hurries out, pushing through the doors past Danny, who is
coming in with a small shopping bag. Paul signals to M.E.

PAUL

That's good, Rich. Thanks.

M.E. stops the saw. Danny steps up to the table.

DANNY

What's wrong with Inspector Javert?

REBECCA

Think we're just too cool for him.

PAUL

You bring gifts?

Danny pulls a brand new STUN GUN out of a brand new box.

DANNY

Stun gun. Model used on the vics.
Talon 9000.

He triggers a crackling arc between the test probes.

(CONTINUED)

[THE INSIDE] "DECLAWED" (2nd BLUE) 04/20/05 11A.

CONTINUED: (2)

DANNY (CONT'D)
One second stops you. Three'll put
you down for fifteen minutes.

(CONTINUED)

CONTINUED: (3)

REBECCA

(to Paul)

Could explain the second pair of marks. He needs more time than that. Shocks them again.

PAUL

(to M.E.)

So let's get this straight. First, he stuns them.

He points to two small red marks on her neck, 3.5 cm apart.

PAUL (CONT'D)

Then, he suffocates them.

(points to her mouth)

Then clips their fingernails.

(points to hand, then to kaleidoscope wheels)

And then...

M.E.

Hold on. Nails weren't clipped.

M.E. picks up the hand. Dried blood on jagged cuticles.

M.E. (CONT'D)

Bite marks on the fingertips are defined contusions, and there's some over-biting as far down as the knuckle. He was excited.

REBECCA

He chewed them off...

DANNY

Lovely.

PAUL

Let's call Sammy Gavins, see if she can make us some teeth. We got saliva?

MEL (O.S.)

We got everything.

Mel walks in from the Wet Lab, taking off gloves. CARTER next to her, holding a tablet PC.

MEL (CONT'D)

Hair, fibers, prints... you name it, he left it.

(CONTINUED)

CONTINUED: (4)

CARTER

I'm running the results through NCIC and CODIS. If he's in the system, we'll nail him.

REBECCA

He won't be.

(off their looks)

Or he might. I don't know, it doesn't seem to make sense.

PAUL

What doesn't?

REBECCA

The ritual elements are fully developed; mark of a veteran serial killer. But the M.O. is sloppy. Like he's just starting out.

PAUL

So are we looking at a novice, or a pro?

REBECCA

Both...

DANNY

Know what I think? I think Web woulda loved this case.

OFF CORPSE, CLASSICAL PIANO rises taking us to...

CLOSE ON A BLACK AND WHITE CRIME SCENE PHOTOGRAPH.

A grisly slaying. 1950's homicide cops standing over a body in a ditch. A PAGE turns...

17 INT. WEB'S APARTMENT - NIGHT

17

Web sits in his chair in the middle of his large, Frank Lloyd Wright inspired abode, listening to classical music, reading a fancy bound book on the history of homicide in Los Angeles.

He turns the pages slowly, taking in each gruesome image. Takes a sip from a glass of milk. Then he looks out...

PANORAMIC WINDOWS. L.A. at night spread out before him. Downtown twinkles in the distance.

ANOTHER ANGLE - (very specific, to be repeated later) Web staring out into the dark city.

(CONTINUED)

CONTINUED:

He closes his book. Stands up, walks it to a bookcase filled with similarly grim tomes. Slides the book in.

Walks to his front door, takes a jacket off the hook and slides it on. He opens a drawer from a nearby console table, and takes out a small, black, snub-nosed revolver. Puts it in his pocket.

He grabs his keys, heads out the door. Music still playing.

18 INT. V.C.U. - WAR ROOM - NIGHT

18

Terry in a progress meeting with Rebecca, Paul, Mel.

PAUL

We have more than enough DNA evidence to convict.

TERRY

So what's the problem?

REBECCA

We have to catch him first.

MEL

He has no record, he's not in the index. The only physical lead we have are fibers taken off both vics.

PAUL

Forensics has categorized them as
naugahyde from a car seat, circa 1950's. We're narrowing the ID.

*

**

Danny opens the door, escorting in SAM GAVINS, female forensics odontologist, 28, African American, very cute.

DANNY

Hey guys. This is Sammy. She makes teeth.

(CONTINUED)

CONTINUED:

SAM

Among other things. This is sort
of a rush job, but I heard you were
in a rush.

Sam opens a black box, takes out a JAW MOLD made from a hard powder cast.

SAM (CONT'D)

This is the mold we made from your
guy's bite marks.

She turns the grinning jaw on the table. They lean in.

SAM (CONT'D)

No two mouths are alike, but this
one is pretty interesting.
Incisors were tough to mold because
the angle of laceration on the
fingertips was all over the place.
He really had to bite hard and pull
to break the cuticle, and it took
its toll.

DANNY

Bad teeth, huh?

SAM

Weak, possibly decayed. At least
half of 'em.

(she pops open the jaw)

Except the molars here, and here,
are flawless, 'cause they're not
teeth.

TERRY

What are they?

SAM

Dentures.

Looks all around. They weren't expecting to hear that.

REBECCA

Can you get age from teeth?

SAM

Teeth, yes. Bite marks not so
much.

DANNY

But if you had to guess...

(CONTINUED)

CONTINUED: (2)

SAM

I'd say this was the mouth of a man
in his seventies.

TERRY

(doubtful)

A senior citizen serial killer?

A19 EXT. ALLEY OFF HOLLYWOOD BOULEVARD - NIGHT

A19

Spiky Redhead turns into the alley, pulling keys from her purse. A shadow passes behind her.

REBECCA (V.O.)

It fits. Our killer's taken a long time to develop a detailed ritual, but he's still new to the game of murder...

CLOSE ON SQUEAKY WHEELS from a shopping cart. Redhead turns her head. Someone behind me?

B19 INT. V.C.U. - WAR ROOM - NIGHT

B19

PAUL

People don't make a change that late in life without an external motivator.

MEL

Maybe an illness.

Rebecca's eyes travel to Web's door.

REBECCA

Or maybe something was taken from him.

She looks back at the jaw.

REBECCA (CONT'D)

I believe we are looking for an older man.

PUSHING IN ON THE JAW...

REBECCA (CONT'D)

Very lonely. Very private. Very patient...

19 INT. HIGH END BROTHEL - NIGHT

19

Tracking with Web as he walks slowly past a line of people standing in the foreground.

REBECCA (V.O.)
He chooses his victims carefully...

REVERSE to see the faces of young ESCORTS. Beautiful girls. We can't see much more of the dark, abstract room. But we immediately understand its point. The girls.

(CONTINUED)

CONTINUED:

REBECCA (V.O.) (CONT'D)
They mean something to him.

A MADAM, with severe black hair, is growing impatient.

MADAM
These are the last. If you don't see anything you like...

But Web is already smiling. He has found someone. HOLLY, 25, a sweet looking brunette, smiles back at him. He takes her chin, turning it slightly to examine the bone structure.

HOLLY
My name's Holly.

WEB
I didn't ask.

Web turns and nods to the Madam, who nods back.

WEB (CONT'D)
(to Holly)
Let's go.

TERRY (V.O.)
Stop. That's not what I asked. *

20 INT. V.C.U. - WAR ROOM - NIGHT

20

TERRY
Your profile, while entertaining, is not admissible in court.
Webster may build a case on this kind of thing, but I don't care. I want to hear something real. Based on evidence.

Rebecca is rattled, but rises to the challenge.

REBECCA
The... fibers. From the backseat. They tell us that he most likely doesn't take these women from their cars. Instead, he uses his.
(then, realizing)
I think it's where he kills them... *

SMASH CUT TO:

21 INT. RAMBLER REBEL - NIGHT

21

The Spiky Redhead seen through the Kaleidoscope FLOPS onto the backseat of the station wagon, her eyes wide with terror, her body trembling, paralyzed by a STUN GUN.

MAX STERN, 79, looms over her. A sweet old man with a winter cap, decades of sadness in his eyes. Also, insanity.

MAX

What did you think? That I
couldn't see you?

He takes Redhead's hand. Feeling for her.

MAX (CONT'D)

You can hurt these young women...

He raises her hand to his mouth. Tears pour from her eyes.

MAX (CONT'D)

But I won't let you hurt me.

We see she has large, freshly painted nails. Max draws them into his mouth and BITES DOWN, sound of nails CRUNCHING takes us to...

END OF ACT ONE

(CONTINUED)

CONTINUED:

ACT TWO

CLOSE ON AN AUTOPSY PHOTO OF THE REDHEAD

a pair of kaleidoscope lenses pinned into her eyes.

PAUL (V.O.)

Her name's Francis Hayes.

WIDEN TO REVEAL:

22 INT. V.C.U. - BULLPEN - DAY

22

Paul briefs Rebecca, who's been doing kaleidoscope research on her computer (see patterns/diagram on the monitor).

PAUL

Found in the wash near Elysian Park
this morning. Same M.O.

REBECCA

He's accelerating.

Paul nods darkly. Mel appears.

PAUL

You reach Danny?

MEL

Still combing the canals for tire
treads. Told him we'd keep him
posted.

REBECCA

Tire treads?

PAUL

Trace ID'd those car seat fibers.
Looks like they lost their lives in
the backseat of a 1959 AMC Rambler
Rebel.

MEL

I lost something in the backseat of
a car once. Not quite the same
thing, **but** I did break a nail. *

PAUL

Terry thinks we're looking for a
car collector--

(CONTINUED)

CONTINUED:

REBECCA
Terry's wrong.

23 INT. V.C.U. - TECH ROOM - MOMENTS LATER

23

Carter runs a digital search of Los Angeles County's DMV records. Paul, Rebecca and Mel observe.

CARTER
1959 AMC Rambler Rebel...

As Carter types this into a search field:

REBECCA
...and limit the search to original owners. The older the better.

PAUL
Suppose I shouldn't remind you the age of the teeth are unconfirmed.
(off Rebecca's look)
Just sayin' it before Terry does.

MEL
Even if it is a mean old man, you really think he'd keep his tags up to date?

REBECCA
This car's the temple where he performs his rituals; he should keep it pristine.
(to Carter)
Got a name yet?

CARTER
Got ten. Ten AMC Ramblers owned by seniors. Guess it's a...
(sees something)
That's odd.

(CONTINUED)

CONTINUED:

REBECCA

What? Odd is good.

CARTER

This registration for a Max Stern.

*

Listed address is a business.

"Vinyl Fetish."

REBECCA

Sounds like a sex shop.

Mel shakes her head no...

24 EXT. VINYL FETISH - DAY

24

MEL (V.O.)

Record store.

On a typical grimy Hollywood street.

25 INT. VINYL FETISH - DAY

25

Dark, well-worn record store. Whatever the cool kids are listening to plays over the speakers. ONE CUSTOMER, a Melrosian Hottie in her 20's, browses through vinyl albums.

BRIAN PINES, late 20's, tall, gawkward owner of the store, peers at her over his graphic novel. The door opens, and Max shuffles in, looking tired.

BRIAN

Max.

MAX

Good morning, Brian.

His voice is soft spoken and gentle.

BRIAN

Didja get coffee?

MAX

(freezes)

Oh. I'm sorry. I forgot. I can go now if you'd like...

(CONTINUED)

CONTINUED:

BRIAN

It's cool. Here. We got some sell backs...

Uses his boss voice, pats a stack of records. Max walks over. Brian glances at Hottie. She hasn't looked up.

MAX

I just need to put some things in my room, okay?

His hand drifts to his coat pocket...

BRIAN

After this.

Max dutifully takes an armful, moves to file them away. Hottie has moved around the rack to where he is. She steps near him as he drops albums in their slots.

Silence as Brian watches him, and her.

Stacking records, Max can't help but look over at-

MAX'S POV - CLOSE ON HOTTIE'S FINGERNAILS

Thumbing records. They are trimmed, unpainted, no nonsense. This seems to put him at ease. She feels his eyes on her, gives him a nice smile.

Brian sees her smiling at Max now. He smirks.

BRIAN (CONT'D)

See any demons today, Max?

MAX

(still filing albums)

Oh, sure. Always a few out there.

Hottie shoots a confused look to Brian. He returns a flirtatious "oh he's harmless" smile.

MAX (CONT'D)

Though as Faulkner would say, "an artist is a creature driven by demons. He doesn't know why they choose him and he's usually too busy to wonder why."

BRIAN

Well, you are a busy man.

(CONTINUED)

CONTINUED: (2)

Hottie approaches Brian with two records to buy.

HOTTIE MCRECORDBUYER
(whispers)
He's so cool...

BRIAN
Watch this.
(calling out)
Hey, Max, what about the
government?

Max's fingers stop mid-file.

MAX
Say again?

BRIAN
Spot any spies this morning? I saw
some chem-trails on my way in.

MAX
(chuckling, embarrassed)
I'm sure I don't know what you're
talking about...

Hottie averts her eyes. Having fun just became making fun.
She doesn't dig it. Finishes paying for the records.

BRIAN
Thanks very much...

Prompting for her name. She leaves without giving it. Brian
stares after her. Then turns, he starts: Max is right there
in his face.

MAX
Why did you mention the government?

BRIAN
Dude, remember what we said about
personal space...

MAX
Brian, you're a nice man, but
you're naive. Have you ever heard
of an undercover agent?

BRIAN
Max, you seriously think "the
government" has young, hot chicks
working for 'em?

(CONTINUED)

[THE INSIDE] "DECLAWED" (2nd BLUE) 04/20/05 23A.

CONTINUED: (3)

MAX

Anyone can be anything. Clothes
are just a costume, and skin is
just a mask. You can't see inside
a person by just looking at them.

Brian nods. OFF Max, earnestly believing this...

26 INT. WEB'S APARTMENT - DAY

26

Web pulls one of the shades down across his large window, sending a row of shadow across his apartment. Holly walks past his bookcase, running her finger along the bindings.

HOLLY

You read a lot?

WEB

I like to look at the pictures.

HOLLY

(laughs)

Right.

(reading, butchering word)

Nietzsche. What the hell is that?

WEB

Philosopher. Ever hear the saying about looking into the abyss, and having it look back into you?

HOLLY

I don't get it...

WEB

You will.

He pulls the next shade down. The shadow falls over Holly.

HOLLY

You're a little dark, you know that? But in a sexy way. Dark and mysterious.

WEB

Let's talk about you. Holly's not your real name, is it?

*
*

She looks at him, suspicious.

*

HOLLY

Maybe.

*

WEB

I want you to tell me the truth about yourself, starting with your name.

*

(CONTINUED)

CONTINUED:

HOLLY
(teasing)
That's not part of the arrangement.

WEB
I'm making it part of the
arrangement.

Web peels off a couple hundreds. Holds it up. Holly
approaches, unsure. Reaches for it. He holds it back.

HOLLY
Okay. My name's Jill. Jill Lynn
Krandall. I'm 25, five foot
four... what else do you want to
know?

WEB
You're not from here, are you Jill?

HOLLY
That obvious, huh?

No answer from Web. Holly sighs, chagrined.

HOLLY (CONT'D)
Metamora, Utah. Born and raised.
Capital of Nowhere. Moved out five
years ago, never looked back.
L.A.'s the place to be.

WEB
But not quite the place you hoped
for.

Delivered like a verdict. Holly feels judged. Web goes
cold, begins to dissect her.

WEB (CONT'D)
Felt like a dream at first, didn't
it? Filled with fantasy and
excitement and the promise of more.
Until that promise became a lie,
and turned you into one as well.

(beat)
The fantasy isn't even yours
anymore. It belongs to the men who
pay for it. They pay well, and at
25, you've already spent more than
you ever dreamt you'd make. And
yet... after five years...

(MORE)

(CONTINUED)

[THE INSIDE] "DECLAWED" (2nd BLUE) 04/20/05 25A.

CONTINUED: (2) WEB (CONT'D)

the only thing you own, the only
thing that's truly yours, is a
memory. Of Metamora, Utah.

Holly feels vulnerable, penetrated. Web offers her the
money. She does not take it.

HOLLY

And what about you? What's the
truth about you?

WEB

That's not part of the arrangement.

HOLLY

I'm making it part of the
arrangement.

WEB

I'm just an old man.

(smiles)

Lonely. And a little dark.

HOLLY

What's your name?

WEB

Paul.

Holly nods. Now she takes the money. Steps to him. Taking
control. She puts her hands on him.

HOLLY

So, Paul, is that a gun in your
pocket, or are you just happy to
see me?

WEB

That's a gun in my pocket.

OFF Holly, suddenly not in control...

27 EXT. VINYL FETISH - DAY

27

An FBI BUCAR pulls up to the curb down the street. Down the other way is parked a COMMAND VAN...

TERRY (V.O.)
Alright folks...

28 INT. COMMAND VAN - CONTINUOUS

28

Terry, adrenaline pumping through his white-collar-crime veins, barks into his headset; Mel and Paul, off to one side, observe with horror.

(CONTINUED)

CONTINUED:

TERRY

I want this to go smooth, and by
the numbers. Tactical, you're
standing by?

DANNY (V.O.)

Roger, sir. Locked and loaded.

Mel and Paul share a smile. Danny's fucking with him. Terry
doesn't seem to pick up on it.

TERRY

Rebecca. What do you see? *

INTERCUT WITH:

29 INT. VINYL FETISH - CONTINUOUS

29

Rebecca, dressed in civvies and wearing an earpiece, pushes
through the glass doors into the store. No other customers.
Behind the counter, Brian looks up from a comic, sees Rebecca
and smiles. Rebecca smiles back, then makes her way slowly
down an aisle of records, as:

TERRY (V.O.)

Locke?

REBECCA

(muttering to earpiece)
Got a male behind the counter, late
20's. Probably the owner.

INTERCUT WITH COMMAND VAN.

Terry brings up a FILE on screen - Photo of BRIAN.

TERRY

Probably Brian Pines. Assault and
Battery charge, '91. Can you take
him?

REBECCA

Doesn't match the suspect
description...

TERRY

Doesn't match your suspect
description. I never signed off.

REBECCA

I'm telling you, we're looking for
a much older man.

(CONTINUED)

CONTINUED:

ANGLE ON REBECCA from BRIAN'S POV, muttering to herself, looking like a crazy person.

BRIAN

Somethin' I can help you find?

REBECCA

Just looking, thanks.

Brian puts down his comic, starts from behind the counter, curious... Rebecca, feeling the heat, glances at the back of the store; sees a curtained door leading to a back room.

REBECCA (CONT'D)

We need to abort.

TERRY (V.O.)

Locke, I gave you an order.

BRIAN

Are you alright?

Brian is right next to her. Rebecca smiles.

TERRY (V.O.)

Locke?

Flustered, Terry turns to Paul and Mel.

TERRY (CONT'D)

She's compromised. Tactical, move in now, now, now.

Hearing this over the radio, Rebecca sighs in frustration. She takes out her badge, and shows it to Brian. He stops.

REBECCA

FBI. You might want to get down.

BRIAN

What?

BOOM! AGENTS storm the store, led by Danny. Brian, dumbfounded, gets pushed to the ground. Looking up at the hottie FBI chick:

BRIAN (CONT'D)

Oh my god -- he was right?!

CUT TO:

30 EXT. VINYL FETISH - SHORT TIME LATER

30

Down the street, Max ambles with two coffees, stopping short when he sees THE GOVERNMENT surrounding the store. AGENTS moving in and out. Eyes full of terror, Max backs away, dumps the coffees, and disappears around a corner...

31 INT. VINYL FETISH - DAY

31

The place is now crawling with FBI WIND-BREAKERED AGENTS. FORENSICS GUYS. Paul and Terry are with a shaken Brian. Paul sets down PHOTOS of the victims, one by one.

(CONTINUED)

CONTINUED:

BRIAN

No. No way he did that. I've known Max Stern for ten years. He's off his rocker, sure, but he's not a serial killer.

(beat, off Paul's glare)

Do you even know who he is?

CAMERA HINGES off a moving FORENSIC GUY, taking us into --

32 INT. VINYL FETISH - BACK ROOM - CONTINUOUS

32

A small living space consisting of a COT and stacks of BOXES. Danny, Rebecca and Mel back here. This is Max's lair. They missed him.

DANNY

Least he labeled everything.
Convenient.

MEL

Guys, check this out...

She's pawing through a box labeled I.B.D.

33 INT. VINYL FETISH - FRONT COUNTER - BRIAN AND PAUL

33

BRIAN

The man is a legend. You know Jed Bear? From Itty Bitty Ditties?

TERRY

He did the voice of Jed Bear?

BRIAN

No, he didn't do the voice. Al Hoff did the voices. Max drew him.

34 INT. VINYL FETISH - BACK ROOM - CONTINUOUS

34

Inside the box: animation cells, storyboards, sketches. Mel holds a sketch of JED BEAR, 60's cartoon bear wearing an overall, for he is very country.

BRIAN (V.O.)

He was part of the original animation team.

TERRY (V.O.)

So you're a fan of his...

35 INT. VINYL FETISH - PAUL, TERRY AND BRIAN - CONTINUOUS 35

BRIAN

Well, yeah, but not of his early stuff. I mean, it's cute and all, but his real genius came later...

36 INT. VINYL FETISH - BACK ROOM - CONTINUOUS 36

BRIAN (V.O.)

When he got into comics...

As they go through another box or two filled with comics, graphic novels, splash pages signed by Max. More adult, more violent, erotic, Frank Miller stuff. CLOSE ON MULTIPLE CREDITS: "Pencils: Max Stern." "Created by Max Stern." Images of demonic creatures. Claws. Dragons.

BRIAN (V.O.) (CONT'D)

The stuff from the 70's and 80's. He had a contract with Ellory Press, which is where he did Dragunov, and freelanced for all the majors. But his best stuff was his originals. That's where he got all dark, and badass.

DANNY

What do you make of this stuff?

MEL

Guy definitely had a nail fetish.

REBECCA

He also had a life.
(looking around)
These are scraps from a prolific career. Four decades worth, and now just these boxes. How does that happen?

37 INT. VINYL FETISH - FRONT COUNTER - CONTINUOUS 37

BRIAN

Arthritis, for one. Also, people stopped hiring him when they found out how old he was. Total discrimination. When we met he was drawing ad flyers for businesses around here. That was '95...

38 EXT. STREET - CONTINUOUS

38

Max walks quickly, muttering to himself, paranoid, looking over his shoulder to make sure he's not being followed.

BRIAN (V.O.)

Two years later he stopped drawing.
Period. Livin' in his car, I said
he could crash here, there was room
in the back...

PAUL (V.O.)

He had no family to call on?

39 INT. VINYL FETISH - BACK ROOM - ON REBECCA

39

She's holding a framed PHOTO of Max in 1960s, working at his drafting desk. Smiling. Virile. Holding a pipe.

BRIAN (V.O.)

No family. And he got so paranoid
he totally alienated all his
friends in the biz. Accused them
of being government spies.

PUSHING IN on the photo of Max, to his bright eyes...

BRIAN (V.O.) (CONT'D)

Doesn't mean he's a killer.

A NEW BOX IS OPENED - filled with KALEIDOSCOPES.

Brian and Paul appear in the doorway.

BRIAN (CONT'D)

Max made those himself. He loves
kaleidoscopes.

DANNY

(looking through one)
He love to jam 'em through girl's
eyes?

Mel feels something odd in one of them. Shakes it. Rattle.

BRIAN

I'm telling you, you got the wrong
guy. Max is a kook, yeah, but he's
an artist. He wouldn't hurt a fly.

(CONTINUED)

CONTINUED:

Mel dislodges the aperture on the kaleidoscope. 30
FINGERNAIL ENDS spill out in a clump, hit the floor and
SCATTER. The sound is sickening, and silences the room.
Brian stares in pale horror. They all turn to him.

BRIAN (CONT'D)

Maybe I should tell you about the
demons...

CUT TO:

40 INT. VINYL FETISH - (LATER THAT) DAY

40

Terry's looking at a HEADSHOT OF A WOMAN FROM THE 40'S.
Rebecca and Paul confer with him.

PAUL

This was his mother. Esther. Shop
owner says she was a make-up girl
for RKO, and an alcoholic. She
raised Max on her own, and would
sometimes "wild out" and scratch
him all over his face.

REBECCA

Later, she'd apologize, and tell
him the demon made her do it...

TERRY

Are we going somewhere
psychological again?

REBECCA

Sir, Max Stern is going to
accelerate. His entire life is in
those boxes. Now that we've taken
that from him -- his demons will be
all he has left. We need to
understand them...

TERRY

We know who we're looking for now.
We have his picture, know the car
he drives. We'll get him.

Terry walks off to talk to his own guys.

REBECCA

He's not going to take
responsibility for screwing this
up. If we waited, we could have
had Stern.

(CONTINUED)

CONTINUED:

PAUL

So what do you want to do?

REBECCA

We need help. You know who could help us.

PAUL

No. Web is off-limits. We can't bring him a case, and he can't go near one. Not until Terry's witch hunt is over.

Rebecca takes a deep breath. Nods in reluctant agreement.
PRE-LAP the sound of KNOCKING...

41 INT. HALLWAY OUTSIDE WEB'S APARTMENT - DAY

41

Rebecca knocks on the door. She waits in the hall, nervous, carrying a large amount of evidence/case files in her arms.

The door opens a crack. Web peers out.

*

REBECCA

Hi. We need your... help.

*

She falters when she sees Web in a white T-shirt, with rubber kitchen gloves.

*

*

WEB

You can't be here.

REBECCA

I know. Can I come in? These are heavy.

WEB

No.

She feels he's hiding something, tries to peer around him. He fills the gap with his body.

WEB (CONT'D)

If someone sees us talking, it could cost both of us our jobs.

REBECCA

If we don't talk it could cost someone else their life.

He doesn't budge. Doesn't shut the door, either. She takes that as a brief invitation. Fumbles papers in her hand.

*

(CONTINUED)

CONTINUED:

REBECCA (CONT'D)
Our suspect is Max Stern, 78,
already killed three women.
Suffocates them, desecrates the
bodies. Bites off the fingernails
and sticks kaleidoscope wheels...

WEB
Into their eyes. I read the
papers, Rebecca.

REBECCA
Right. So, we raided his lair,
found stuff like this...
(shows a comic book)
The hero in this one uses a device
called a "demonscope" to spot
monsters in disguise. Max believes
his victims are demons. By
removing their nails, he's taking
their power away. De-clawing them.
We believe this ties back to his
mother, who used to scratch him...

WEB
Sounds like a solid profile. What
do you need me for?

REBECCA
I need you to tell me how to use
it. To stop him.

Web, conflicted between wanting to help her, and wanting her *
to get the hell out of here. Finally, he can't help it. *

WEB
Remember your training. Where we *
stop is determined by... *

REBECCA
(struggling to remember)
Where we start. *

WEB
You say this man sees demons... We
all have them, **Rebecca.** They **take**
us when we're young. *

Rebecca looks down, away from his eyes.

WEB (CONT'D)
And next time? Call first. *

(CONTINUED)

[THE INSIDE] "DECLAWED" (2nd BLUE) 04/20/05 34A.
CONTINUED: (2)

He closes the door in her face.

42 INT. WEB'S APARTMENT - DAY 42

Shades still drawn. No one here but him. Web walks into...

43

INT. WEB'S APARTMENT - BEDROOM/BATHROOM - CONTINUOUS

43

Bed made. No one here. We hear WATER RUNNING. Web approaches the bathroom door, opens it...

A young woman, facing away from us. This one is BLONDE, a towel wrapped around her body. She turns. It's HOLLY. She's DYED HER HAIR. It falls down around her shoulders.

HOLLY

I get the color right, Paul?

It's the same as Rebecca's. Web nods. We shiver.

44

EXT. WEB'S BUILDING - DAY

44

Rebecca walks out, feeling a little dazed. Suddenly the image FREEZES and UNFREEZES three times.

ANGLE ON - RUSS, one of Terry's agents, across the street. Taking pictures of Rebecca leaving Web's...

END OF ACT TWO

(CONTINUED)

CONTINUED:

ACT THREE

45 INT. V.C.U. - BASEMENT - ELEVATOR/CORRIDOR - DAY 45

The elevator doors open revealing Paul. He walks down the grey corridors of this sub-section, moves into --

46 INT. V.C.U. - HOLDING CELL/MEETING ROOM - CONTINUOUS 46

-- Glenn Terry sits alone at the metal table in the holding cell. We may notice a manila envelope there.

PAUL

Well. This is all very cloak and dagger, isn't it?

TERRY

I thought it'd be more comfortable if we met down here, rather than asking you to see me in my office.

PAUL

You mean Web's office.

TERRY

Or yours.

(then)

When this is over, I'll be asked to make a recommendation. Not just on Virgil Webster's future, but the future of the team. One scenario is that it's dissolved, the individual members reintegrated. Or... it could continue... maybe with a new leader at the helm.

PAUL

(can't help but laugh)

Are you offering me Web's job if I help you get him?

TERRY

I'm not in a position to offer anything. And in this context it would be improper. But it's no secret you two have butted heads in the past. This is your chance to do the *right thing*.

Paul smirks at that petty manipulation. Shakes his head.

(CONTINUED)

CONTINUED:

PAUL

Much as I don't feel the need to save Web's career... I don't feel the need to destroy it, either.

(standing up)

Sorry.

Paul heads for the door.

TERRY

What about Rebecca? Feel the need to save her?

Paul stops, turns back. Terry has opened the envelope, starts laying out blow-ups of the surveillance photos of Rebecca entering and exiting Web's apartment building.

TERRY (CONT'D)

"Web's" apartment, case you don't recognize. Took Locke less than 18 hours to violate the OPR no-contact directive.

As Paul sifts through the photos:

TERRY (CONT'D)

Not that I'm surprised. Given her personal history, I don't think she should've been allowed anywhere near this unit in the first place.

PAUL

You'd really go after her?

Terry smiles, knows he's hit one of Paul's buttons.

TERRY

Web's closer to the end of his career. She's just starting out. Question you wanna ask is who's worth more?

Paul now sees Terry for what he really is: a rat bastard.

PAUL

You know, when Web would try to play me... he was a lot more subtle.

TERRY

Sorry I'm not as gifted.

(CONTINUED)

CONTINUED: (2)

PAUL

What'd he do to you, anyway? Knock over your water dish? Steal your lollipop? 'Cause this feels personal.

TERRY

Virgil Webster and his kind sully the good name of this institution -- spit on its traditions, its codes. You're damn right it's personal.

PAUL

Sure it's not 'cause you're afraid he's smarter than you?

TERRY

Oh, I know he's smarter than me. But that's not why I'm afraid of him. Not why you are, either.
(leans forward)
We both know the man is dangerous.

Off Paul, not sure he even disagrees --

47

INT. WEB'S APARTMENT - DAY

47

Web is sitting in his chair, looking out the window. LIGHT unfolds on him from a door opening. He looks over --

-- HOLLY appears from the bedroom door, TRANSFORMED. She looks like someone out of another era. A more glamorous, yet equally slutty era. A cream lace top, black skirt, garter hose, and black high heels. She does not look anything like Rebecca. She does, however, look frustrated.

*

HOLLY

Better?

*

He rises from his chair, moves to her, staring, probing...

WEB

The color is good. The style is wrong.

*

He reaches out, runs his fingers through her hair.

WEB (CONT'D)

We'll fix that.

(CONTINUED)

[THE INSIDE]

"DECLAWED"

(2nd BLUE)

04/20/05

38A.

CONTINUED:

HOLLY

You're not like my other clients,
you know that?

She's trying to make a connection, intrigued with him. He
doesn't allow it.

WEB

Give me your leg.

She puts it up on a chair. Web takes an ANKLET out of his
pocket, clips it around her ankle. She watches.

HOLLY

Paul. What do you want?

*

*

*

*

*

*

*

(CONTINUED)

CONTINUED: (2)

WEB

I want to see how you move. *

HOLLY

That's not what I meant. *

WEB

It's what I meant. Walk. *

She does, walks across the room for him. He watches.

WEB (CONT'D)

Take it slower. You've got no place to be. No place to go. I want to see you wander.

She does, stiffly at first, then relaxing into it. Moving around the room. He shadows her.

WEB (CONT'D)

You know you're being watched. You enjoy it. It makes you feel as though you have power. You have no idea how quickly that power can be taken from you. Good. That's good.

She looks at him.

HOLLY

Anything else?

WEB

Yes. How are your lungs?

HOLLY

My lungs?

WEB

I want to hear you scream.

Just how he's going to accomplish that is left to the imagination as we GO TO:

48 INT. V.C.U. - BULLPEN - DAY

48

Rebecca is at her desk, lost in thought, working out her musings on a legal pad. Mel, jotting on a pad, hangs up the phone as Danny enters the bullpen.

DANNY

LAPD eyeballs are still roving for our Rambler Rebel. Nothing so far. Ditto on the cars of the three vics.

MEL

Might have something on those bits of fingernails. Traces of methyl methacrylate. Glue used for acrylic nail tips. Our girls may have visited a nail parlor.

Danny looks to the map on their board, which shows a triangular investigation area stretching from downtown to the Tujunga and Verdugo washes, enclosing everything in between.

DANNY

Okay... so downtown to the Tujunga and Verdugo washes... we could start hitting all the nail parlors in between.

MEL

And considering it's L.A., I'd say every other corner is about right.

Paul blows into the bullpen, makes a beeline for Rebecca.

PAUL

What the hell do you think you're playing at?

REBECCA

What?

PAUL

You went to see Web.

Danny and Mel both react to that. Rebecca hesitates. Then:

(CONTINUED)

CONTINUED:

REBECCA
How'd you know?

PAUL
I know because they know. Terry
had you followed. I warned you...

MEL
Hold on a second. You went to
Web's place? How was it? Did he
have like, furniture and... cereal
and stuff? Or was it like the
Batcave?

REBECCA
I never actually got inside. I
kinda had the feeling I was...
(as she realizes)
*I*nterrupting something...

MEL
Eww. Like what?

REBECCA
(to herself)
Where we start...

And then, suddenly, something clicks in Rebecca's mind. And now she's up and heading out --

That was abrupt. They all look at each other.

MEL
She's not going back, is she?

Off Paul, concern and exasperation --

*
*
*

49 EXT. HOLLYWOOD BOULEVARD - DAY

49

Max, alone, clutches his kaleidoscope. We're MOVING with him as he's buffeted by the crowds. QUICK CUTS, over cranked, of WOMEN. WOMEN with MEN. WOMEN alone, WOMEN with each other... Their hands with PAINTED NAILS caressing the shoulders of their boyfriends, running through their own hair, grasping bags and packages, scratching an itch.

Max moves through this, not able to scratch his own itch. "Demons" everywhere. He ducks into a side alley or alcove, leans against the wall to catch his breath.

From inside his coat, he slowly takes out his DEMONSCOPE, an ornate kaleidoscope. He begins to wind the musical crank. OFF the WINDING...

50 INT. BASEMENT ARCHIVES - DAY

50

DEMONS AND CRIME -- close random shots of creepifying images. Old and dusty. Black and white. Shock cuts of ancient FBI crime photos and files. Way before DNA or digital storage. Words like "ritual slaying" and "satanic cult" flash across the screen.

CLOSE - REBECCA as she sits among the shelves and stacks at a small table, pouring over old yellowed files and large creaky books. Paul appears, looking for her.

PAUL

We need to talk.

REBECCA

Look, I'm sorry I went to Web.
Terry wants us to go by the book --
but there is no book for this.
That's the problem. And if there
were --

PAUL

-- Web wrote it.

This stops her, she looks at him.

REBECCA

Yeah. Or at least he's read it. I
think Max Stern may have crossed
paths with the FBI before. And Web
knows it.

PAUL

How?

(off where they are)

These files are thirty... fifty
years old.

*

(CONTINUED)

CONTINUED:

REBECCA

I have no idea. Maybe he spends
his weekends down here --

PAUL

(glances around)

Sounds about right...

(pulling a file)

And he *does* have a photographic
memory. Hate to see that album...*
*
*
*

REBECCA

He's challenging our assumptions.
We're tracking a senior citizen,
but maybe we shouldn't be.

*

(flipping through files)

Web talked about how our demons
grab us when we're young. If the
Max Stern that's acting out now is
a much younger version of himself,
it could help explain why his
signature is so fully developed,
but his technique is so immature...

PAUL

(looking up from his file)

You lost me.

*

REBECCA

Think about it. Serial offenders
are prone to interruptions in their
patterns. Maybe they're
institutionalized, *imprisoned*...
whatever. But once that
interruption is over, they pick up
exactly where they left off.

*

PAUL

Max Stern was never incarcerated.

REBECCA

No. But he was interrupted. You
saw his work. For fifty years he
was able to channel his darkest
impulses into a benign outlet; *His
career*. Once that outlet was taken
away from him...

*

*

*

PAUL

...he started to kill.

(CONTINUED)

CONTINUED: (2)

REBECCA

Started to kill again. I think
that's what Web was trying to tell
me. We stop where we start.

*

*

Something catches Paul's eye as she continues.

*

REBECCA (CONT'D)

Most serial offenders start in
their late twenties. So if there
was an original crime, it might
have happened anywhere from...

PAUL
1947...

She looks up. He shows her the file.

*

PAUL (CONT'D)

July, 1947. A prostitute named
Jeanette Dilly was found strangled
off Hollywood Boulevard. FBI was
called in because of what they
didn't find at the scene... her
fingernails and top of her left
index finger. Chewed off. They
thought maybe they were dealing
with Satanic cultists...

*

He turns the file toward her, displaying a black and white
CRIME SCENE PHOTO. Rebecca takes it, looks at it...

REBECCA

Just the opposite... Max Stern
wasn't working for the devil... he
thought he was slaying a demon...

REBECCA'S POV: Jeanette Dilly, dead, lying in an alley.

*

Also, a photo of her IN LIFE. A full body glamour shot. She
looks a lot like Holly as Web has remade her... WE PUSH IN on
a detail of Jeanette's outfit, and pull out on --

*

51

EXT. HOLLYWOOD BOULEVARD - NIGHT

51

-- that same OUTFIT. Holly walks down the street, hairstyle
now changed, looking like a 40's hooker. Looking like
Jeanette Dilly. The past has become present.

MOVING WITH HOLLY -- As she walks the streets. Feeling
nervous, a little weird. In the deep background, WE SEE...

(CONTINUED)

CONTINUED:

A SEDAN CREEPING along the curb. It rolls to a stop, the headlights go dark. We POP CLOSER TO:

52 INT. WEB'S CAR - SAME TIME

52

Web is shadowing her from his car, about a block and a half behind. Web has been working the case all along, creating an irresistible piece of bait for the killer... a perfect recreation of his first victim.

We linger a beat or two. Web raises a pair of binoculars to his eyes.

WEB'S BINOC VISION POV

Looking from Holly to other people on the street: a COUPLE, SLEAZIER HOOKERS of the street walking variety, checking out the "new girl" with disdain. A potential JOHN. The POV swings to a CAR that slows down near Holly... she looks back toward us, not sure what we want... the car moves off. Web's POV starts to slide again -- but this time --

A HUGE FACE -- Magnified by many times, GLARING right at us --

WEB -- Pulls down the binocs. Russ is there, along with two more of Terry's guys. He raps on the window with his badge.

RUSS

Virgil Webster? Please step out of
the car.

*
*

WEB

What?

*
*

RUSS

Mr. Terry would like to invite you
downtown. Now.

*
*
*

Web keeps his hand on the wheel.

*

WEB

No.

*
*

RUSS

I have my orders, sir. You've
violated an investigation area. I
suggest you cooperate.

*
*
*
*

OFF Web, between a rock and a hard place, worrying about... *

53 EXT. HOLLYWOOD BOULEVARD - NIGHT

53 *

Holly as Jeannette Dilly continues to walk, now alone. She cranes behind her, looking for any sign of Web. What the fuck is all this about anyway? As she starts to grow more and more frightened MATCH CUT TO:

KALEIDOSCOPE P.O.V.

Where Holly's fear is multiplied by the fractured images.

REVERSE ON MAX

lowering the kaleidoscope, his eyes wide with recognition and terror and awe.

MAX

Demon...

Off that pronouncement --

END OF ACT THREE

(CONTINUED)

CONTINUED:

ACT FOUR

54 INT. V.C.U. - BULLPEN - NIGHT

54

Buzzing with activity as our guys go through old police reports, crime photos, etc. Mel enters the bullpen, has been off checking on:

MEL

Well, LAPD archives confirm it.
There were never any arrests made
in the Jeanette Dilly murder.

Danny's pinning a picture of Jeanette Dilly in life (she's hot) next to the one of her in death.

DANNY

Working girl hadda be cut in two,
like The Dahlia, to rate much
trouble back then.

MEL

You think things are so different
now?

(then)

Anyway, technically, her case is
still open.

Paul and Rebecca going though old police reports --

REBECCA

(she's found something)
And we're about to close it.

She hands the file to Paul, who scans it as she continues:

REBECCA (CONT'D)

In 1947 Max Stern lived in the same
motel as Jeanette Dilly. They knew
each other. After her murder, the
police questioned Jeanette's
neighbors... Max Stern was one of
them. He gave a statement.

DANNY

And they never liked him as the
killer?

PAUL

(shakes her head no)
It was a sex crime.
(MORE)

(CONTINUED)

CONTINUED:

PAUL (CONT'D)

Regarding "interviewee Maxwell Isaiah Stern," the investigating detective uses the word "pansy" three times.

DANNY

Seems Max was working the same streets as Jeanette.

*

*

REBECCA

The police were calling Jeanette's murder an aborted rape... but I don't think it was a rape.

MEL

(it's getting clearer)

It was his first time...

REBECCA

Maybe his only time...

We're PUSHING IN on Rebecca, subtle FLASHES OF IMAGES during the following...

REBECCA (CONT'D)

He's unstable, pathological, sexually confused. Jeanette Dilly takes pity on him.

DANNY

Offers him a free tumble.

LIMBO FLASH IMAGES: JEANETTE DILLY (the real one) and a young, AWKWARD MAX STERN fumbling with her clothing. She laughs. Urges him to slow down...

MEL

And while they're making the beast with two backs...

LIMBO FLASH IMAGE: Their now-naked bodies entwined.

REBECCA

She digs her nails into his.

LIMBO FLASH IMAGE: Jeanette's long, lacquered fingernails digging into Young Max's back --

DANNY

Max remembers mama. He snaps.

(CONTINUED)

CONTINUED: (2)

LIMBO FLASH IMAGES: Strong fingers on a white throat. Eyes bulging. Limbs flailing.

PAUL

The demon presents itself.

MEL

Only he thinks the demon is
Jeanette Dilly...

REBECCA

...but it's really him.

LIMBO FLASH IMAGE: Young Max rearing back into shot, sweaty, wild eyed. He raises a limp pale female hand toward his mouth...

REBECCA (CONT'D)

Homicidal rage that's been building
for years.

LIMBO FLASH IMAGE: Young Max gnawing...

MEL

Boy, Terry's gonna love this
theory. Who gets to tell him?

CARTER

(appearing)

Maybe Web can.

They all look at him.

CARTER (CONT'D)

Don't wanna say I've been
monitoring semi-private
communications, but Terry's
bulldogs just picked him up.

PAUL

Picked him up?

CARTER

Yeah. And the part that takes me
to a disturbing visual place?
Looks like maybe the boss was out
lookin' for a girl.

(CONTINUED)

[THE INSIDE] "DECLAWED" (2nd BLUE) 04/20/05 51-51A.
CONTINUED: (3)

Rebecca senses it all instantly. Not without some urgency:

REBECCA
Where?

55 EXT. HOLLYWOOD BOULEVARD - NIGHT

55

Holly continues her stroll down the boulevard. She's starting to get bored, and sensing now that her benefactor has lost interest and left her here alone. Now a RATTLING in the distance... up ahead...

...what looks like a HOMELESS MAN pushes a shopping cart in her direction. It's MAX. She doesn't think much of it...

WITH MAX and his RATTLING shopping cart. He's going right at Holly. She's not looking at him. He's almost to her... Seems like he might simply pass her by... but as he gets up beside her... up comes the STUN GUN - ZAP to her gut!

Holly doubles over, tips to the ground. Max kneels with her descent, then JABS THE STUN GUN INTO HER NECK! OFF CRACKLE-

56 INT. V.C.U. - BULLPEN - NIGHT

56

ANGLE - WEB'S OFFICE DOOR as it opens and Terry emerges holding a file.

TERRY
(eyes on file)
Based on these lab results, it
looks like our victims may all have
visited a nail sal...

But he's talking to air. The bullpen is empty.

Terry looks over, sees Russ and the boys entering with Web. (He's not cuffed or being manhandled.)

TERRY (CONT'D) *
Virgil. Glad you could make it.

WEB
Did I have a choice?

(CONTINUED)

CONTINUED:

TERRY
Not really.

WEB
We can end this thing tonight,
Glenn. I'll answer all your
questions. Whatever you want to
hear -- but first you send your
boys and an LAPD unit to Hollywood
and Cherokee --

TERRY
This about your prostitute? 'Cause
that's another thing we need to
discuss.

Web seems to have drifted suddenly, not paying attention to Terry.

TERRY (CONT'D)
Virgil?
(nothing)
Web?

The reason he's distracted... he's looking at the photos
Danny pinned to the death board: Jeanette Dilly, in life and
in death. Web turns, hits Terry with a look.

WEB
It's midnight, Glenn. Do you know
where your team is?

*
*

Off Glenn Terry, not knowing the answer to that --

57 EXT. HOLLYWOOD BOULEVARD - NIGHT

57

HEADLIGHTS

As a BUCAR approaches. Pulls up. The team pours out. On the move...

MEL

What exactly are we looking for?

REBECCA

Max Stern.

MEL

Right. But we think he's in the vicinity why?

REBECCA

This is where it happened. Fifty years ago. And this is where Web was tonight.

Danny notes the streetwalkers nearby.

DANNY

Yeah. But what if he really was just looking for, you know, a little action?

(CONTINUED)

CONTINUED:

PAUL

I'm sure he was -- but we're talking about Web. What kind of action do you think really gets him off?

DANNY

We're in the right place.

MEL

Uh, guys -- ?

They look to her, follow her gaze to see what she's looking at --

THEIR POV

Across the street, in the near distance, DRAGON NAILS nail salon. With a large GRAPHIC of LURID LONG FINGERNAILS.

RESUME - THE GROUP

MEL (CONT'D)

That look familiar to anyone else?

Rebecca is already sifting through a folder, produces one of Max's SKETCHES... she holds it up in front of the view of the salon. The drawing is of a "demon factory," the maw of a dragon out of which is spitting DEMONS. And it looks a lot like the Dragon Nails salon.

PAUL

He's close...

58 INT. MULTI-LEVEL PARKING GARAGE - NIGHT

58

THE SHOPPING CART rolls into a post, empty, as...

...Max is just finishing pouring the MOANING Holly into the back of his Rambler. He climbs in behind her, pulls the back shut. The windows are blacked out with curtains.

59 INT. RAMBLER REBEL - CONTINUOUS

59

CLICK... he pulls on the dome light. Looks down in awe at this, his most prized catch.

MAX

Knew you'd come back. All these years... I knew you wouldn't be slayed that easy.

*
*
*

(CONTINUED)

CONTINUED:

He's running his hands along her form. She starts to stir. Her eyes widen in horror at the gibbering lunatic looming over her. She manages to croak out the start of a scream. He clamps a hand over her mouth.

MAX (CONT'D)

No. You took my life. My work.
And my mother... she couldn't fight
you.

*
*
*

He raises her hand, admires the long, lacquered nails.

MAX (CONT'D)

But I can.

*
*
*

Bites into one, as --

60 EXT. HOLLYWOOD BOULEVARD - DRAGON NAILS - NIGHT

60

The team at the storefront. The place is closed. Rebecca peers inside. Paul and Mel come around a corner. Danny approaches, clicking off his cell phone.

PAUL

Place is empty.

DANNY

LAPD's rousting the owner. She's gonna come down, see if she can ID Max.

Rebecca's in the zone.

REBECCA

He watches them go in...

She looks to the door of the shop...

...FLASH IMAGE of a WOMAN entering the shop in DAYLIGHT.

REBECCA (CONT'D)

...from some safe place. It's not until they come out that he chooses them.

She's roaming a little...

REBECCA (CONT'D)

But he can't take them here. It'd be daylight. Too risky... where does he grab them?

(CONTINUED)

CONTINUED:

MEL

We haven't found any of their cars
yet -- maybe he breaks into them,
waits in the backseat --

PAUL

Or maybe they never made it to
their cars...

They all look at him. He's now looking at a sign on the building that reads "FREE PARKING VALIDATION, 1197 CHEROKEE." As a group they all look to --

THEIR POV

Of the top of a MULTI-LEVEL PARKING GARAGE a block away.

UPCUT TO:

61 INT. MULTI-LEVEL PARKING GARAGE - NIGHT

61

Danny and Mel, and Paul and Rebecca variously moving along rows of parked cars (sparse with cars, it's after hours, after all). They have walkies (or Nextels?).

DANNY
(into Nextel)
Blue Acura.

MEL
(refers to note pad)
Plates match. Sarah [Renna](#). The
second victim.

PAUL
(a visible level above)
I got a silver VW. Expired tags.

MEL
Rhona Larrabie. Victim number one.

MOVING WITH REBECCA

As she climbs to another level... spots something... slowly raises her Nextel to her mouth... whispers into it...

*

(CONTINUED)

CONTINUED:

REBECCA

I've got a '59 Rambler Rebel...
good condition. And it's moving...

HER POV -- The Rambler. Rocking would be a better description...

REBECCA

Approaches carefully, drawing her gun.

MOVING - ONTO THE RAMBLER, faint NOISES heard from within.
The ROCKING is subtle, almost gentle, hypnotic...

She looks over her shoulder. Where are they?

Moving to the passenger side and those black out curtains... she gets close and suddenly -- a CURTAIN is TORN AWAY by a bloody hand, then, WHUMP!, Holly's terrified face smashes up against the glass. The girl is fighting back now.

REBECCA (CONT'D)

FREEZE!

Said that to Max, who peers up at her, some blood staining his mouth.

REBECCA (CONT'D)

Max Stern! Stop or I'll shoot!

Max reaches down into the wheel well, rooting for stun gun. Rebecca hears feet pounding up behind her. Doesn't turn...

REBECCA (CONT'D)

He's going for his weapon...

Danny runs up, snapping out his ASP baton as he nears... *

DANNY

MOVE!

Rebecca steps back, Danny rears back and SHATTERS the window with the baton. Rebecca keeps Max covered as... *

Max stabs out with his STUN GUN. Danny grabs his wrist. The contact probes crackle with electricity. Danny WRENCHES Max's wrist, and he cries out, drops the gun.

DANNY (CONT'D)

C'mere.

*

*

*

*

(CONTINUED)

[THE INSIDE] "DECLAWED" (2nd BLUE) 04/20/05 57A.

CONTINUED: (2)

Danny DRAGS Max out through the open window and dumps him to the concrete. Paul and Mel run up. Rebecca reaches in, unlocks the back door, and opens it. Paul helps her pull out a shaking Holly as Danny CUFFS Max.

Holly is hysterical. Max is crying, too.

(CONTINUED)

CONTINUED: (3)

MAX
I want my job back...

PAUL AND HOLLY

As he comforts the dazed woman.

HOLLY
That's it, I quit... *

Something catches Rebecca's eye. Max's kaleidoscope, rolling across the floor, settling against the wheel, it's music winding down to one final note...

62 INT. V.C.U. - BASEMENT - ELEVATOR/CORRIDOR - DAY 62

The elevator doors open revealing Terry. He walks down the grey corridor to...

63 INT. V.C.U. - HOLDING CELL/MEETING ROOM - CONTINUOUS 63

Paul sits alone at the metal table in the holding cell. A manila envelope in front of him.

TERRY
I take it you've made a decision.

Paul pushes the file toward him.

PAUL
My full statement. Every infraction I've witnessed. Bribery, coercion, abuse of the SA position...

Terry smiles, picks it up. As he flips through, his face changes. Smile drops. Paul picks it up.

PAUL (CONT'D)
You may want to consider these incidents of misconduct when you submit your review.

TERRY
What the hell are you trying to pull?

PAUL
Think I covered everything. Though I did leave out the part where you preferred McCartney to Lennon.
(MORE)

(CONTINUED)

[THE INSIDE] "DECLAWED" (2nd BLUE) 04/20/05 58A.

CONTINUED: PAUL (CONT'D)

Didn't see any need to humiliate
you.

(drops the smile, direct)
Shouldn't have threatened her.

(CONTINUED)

CONTINUED: (2)

TERRY

No one was in this room except us.
That means my word against yours.
Think you stand a chance?

PAUL

Well, I checked with the assistant
director's office, he has a ten
o'clock opening tomorrow. Wanna
find out?

64 INT. V.C.U. - BULLPEN - NIGHT

64

Terry walks out of Web's office, Russ following with some of his stuff. He doesn't look at the TEAM as Web enters from the hallway. The two old rivals pass each other.

TERRY

Key's in the drawer.

Terry exits. Web continues into his office, closes the door.

MEL

Okay, don't get me wrong. I'm
impressed. But I don't get it.
Why'd you stick your neck out for
Web?

DANNY

Yeah. Thought you guys were
still...

Danny knocks his fists together. Paul shrugs.

PAUL

Let's just say I felt the world'd
be a safer place with Web here.

REBECCA

Here. As in "not out there?"

Paul, working on his computer, doesn't deny it. Off our
group, back with Web, but in a way, not so much...

65 INT. V.C.U. - WEB'S OFFICE - NIGHT

65

Web, alone. He turns in his chair, and stares out into the glittering abyss of downtown Los Angeles at night. HOLD on this...

END OF SHOW