FADE IN:

EXT. RUIDOSO DOWNS - DAY

AN ANGLE establishing the race track, Ruidoso Downs (pronounced Ree-oh-do-so), set among the beautiful mountains of New Mexico's Lincoln National Forest, as a white Chrysler turns in with a stream of cars moving toward the parking area.

AN ANGLE through the open driver-side window of the Chrysler at LILLY DILLON, 39 but looking younger, beautiful but cold and watchful.

WIDE SHOT, track in b.g. as Lilly parks the Chrysler, gets out, locks the car. As she walks toward the track, WIPE RIGHT, as SCENE TWO WIPES IN from the left. SCENE ONE CAMERA FOLLOWS Lilly as she walks across the large parking area.

SPLIT SCREEN.

SCENE TWO:

EXT. SIDE STREET - DAY

Downtown Los Angeles, near the courts and the business section. ROY DILLON, 25, handsome and charming but self indulgent, parks his orange Honda convertible, gets out, picks up a large ledger book from the back seat, goes around to open the trunk.

AN ANGLE on the trunk, establishing the tools of the salesman's trade: catalogs, samples, ledgers full of manuals and product sheets. Roy adds the ledger from the back seat, shuts the trunk, walks away.

EXT. 6TH STREET - DAY

Roy walks around the corner near a bar/restaurant. As he approaches it, WIPE LEFT, the two half-width scenes contracting to one-third each as SCENE THREE WIPES IN from the right.

SCENE ONE: Lilly approaches the track's entrance doors.

SCENE TWO: Roy approaches the bar.

SCENE THREE:
A baby blue Cadillac parks in front of a jeweler.

AN ANGLE on the driver's door as MYRA LANGTRY, 36, beautiful in an impersonal calculating way, gets out, carrying a small jewelry case, and locks the car. At first glance, Myra looks rather like Lilly. (Myra always wears large dangly earrings, and usually wears big-lensed dark sunglasses.)

SIMULTANEOUSLY:

SCENE ONE: Lilly enters the track.

SCENE TWO: Roy enters the bar.

SCENE THREE: Myra enters the jeweler's.

WIPE RIGHT AND LEFT, as SCENE TWO takes FULL SCREEN.

INT. BAR - DAY

AN ANGLE on a hurried bartender in a full bar, crowded with a NOISY lunchtime crowd. In b.g., Roy slithers his way to the bar, waving a bill in the air to attract the bartender's attention.

AN ANGLE on Roy as the bartender comes to him. Roy puts the bill on the bar, holding it down with one finger, as he SHOUTS his order. The bartender looks down.

BARTENDER'S POV: Roy's finger holds down a twenty dollar bill.

AN ANGLE steep over Roy's shoulder, the twenty visible, as the bartender hurries away to get the drink. Roy's hand makes a fist, swallowing the twenty, opens, pushing a ten out onto the bar, holding it there with one finger.

AN ANGLE on the bartender returning with a draft beer, nodding to other ORDERS shouted to him along the way, putting the beer down, grabbing the bill without looking at it, hurrying away.

AN ANGLE on Roy, content, smiling, sipping his beer.

AN ANGLE on the bartender, hurrying by, slapping Roy's change down, moving on, Roy nodding acknowledgement, reaching out.

CU, the change, a ten dollar bill on top. Roy's hand closes over it.

EXT. TOTE BOARD - DAY

WIDE SHOT, the tote board at the track, showing the shifting odds on the horses for the next race, the amounts bet.
CLOSE SHOT, number 3. Not much bet, odds 70-1.

EXT. RUIDOSO DOWNS - DAY

AN ANGLE on Lilly, frowning at the tote board. She carries a large heavy shoulder-bag, which she opens, looking in it as though it were a file drawer.

AN ANGLE on Lilly studying the contents of her bag, the track beyond her, the mountains visible out beyond the track wall. Lilly moves.

AN ANGLE on a high-dollar betting window, as Lilly approaches, taking bank-banded wads of bills from her bag.

EXT. TOTE BOARD - DAY

A change of numbers sweeps across the board.

EXT. RUIDOSO DOWNS - DAY

Lilly moves away from the betting window, tucking betting tickets into her bag.

ECU, Lilly's bag, compartmented, with stacks of money, small envelopes and notes on notepaper in each compartment. Lilly carefully files the betting slips.

AN ANGLE on Lilly looking out at the tote board.

EXT. TOTE BOARD - DAY

CU, number 3. Odds 32-1.

EXT. RUIDOSO DOWNS - DAY

AN ANGLE on Lilly, not satisfied. She turns and goes back.

AN ANGLE at the betting window as Lilly arrives and makes more bets.

EXT. TOTE BOARD - DAY

CU, number 3. Odds 32-1. CROWD NOISE INCREASES. The numbers shift: odds 26-1.

CALLER (O.S.)

And they're off!

INT. JEWELER'S OFFICE - DAY

Very quiet, stately; abrupt contrast with the track. A slow ticking clock. Myra sits in the client's chair, while at the desk sits the JEWELER, a pleasant but overweight man of 40, who studies a jeweled bracelet through a loupe. He sighs, drops the loupe, shakes his head regretfully.
JEWELER
Mrs. Langtry, I'm sorry.

MYRA
Why? What's wrong?

JEWELER
(personal emotion mixed in)
You are a valued customer, as you know.

MYRA
But what's wrong?

JEWELER
I can't understand a thing like this. It's something you almost never see.

MYRA
What is?

JEWELER
(holding up bracelet)
This is some of the finest filigreed platinum I've ever seen.
But the stones, no. They're not diamonds, Mrs. Langtry.

MYRA
But they must be! They cut glass!

JEWELER
(wry)
Glass will cut glass, Mrs. Langtry.
Do you know where it was purchased?

INT. HOTEL ROOM - DAY

An expensive hotel room, with a sunstruck day beyond the windows. Myra, naked, a few years younger, sits cross-legged on the bed and laughs at COLE "FARMER" LANGLEY, 55, stringy bodied, who stands naked, his back to us, hands on hips, presenting himself to Myra. She reaches forward, hand hidden by his body as she lifts something that was hanging on something at the front of him. She brings back the bracelet, looks at it, is delighted, puts it on, and then leans forward again toward the unmoving Cole, her head hidden by his body.

INT. JEWELER'S OFFICE - DAY

MYRA
It was a gift. It isn't worth anything at all?
JEWELER
(warm, encouraging)
Why, of course it is. I can offer
you -- well, five hundred dollars.

Myra expected -- and needed -- a lot more. She's worried,
tense, but stuck. She nods.

MYRA
All right.

JEWELER
(rising)
I'll get you a check.

He leaves the room. Myra grimaces, in almost physical pain.

INT. SECOND BAR - DAY

Another crowded lunchtime bar. A big beefy BARTENDER moves
quickly, carrying a draft beer.

AN ANGLE on Roy, in position, finger holding bill down, as
the bartender arrives, puts down the beer, reaches for the
bill, stops, stares at the bill.

TWO SHOT, the bartender and Roy, as the bartender gives Roy a
very cold look. He knows, and Roy knows he knows. Roy tries
an innocent smile, which doesn't work. Roy moves.

CU, the ten dollar bill, as Roy grabs it, but the bartender
simultaneously grabs Roy's wrist.

AN ANGLE on Roy and the bartender as Roy tries to pull away
and the bartender holds him with his left hand while reaching
under the bar with his right. He comes up with a sawed-off
baseball bat. Roy, seeing it, throws his free arm up to
protect his head, but the bartender pushes the blunt end of
the bat straight across the bar at a downward angle and hard
into Roy's solar plexus, driving the air out of him and
propelling him back away from the bar, leaving the ten. The
nearest CUSTOMERS on both sides become aware that something
happened, but nothing follows and they're already involved in
conversations. The bartender scoops up the ten as he puts the
bat away under the bar.

AN ANGLE on Roy, arms folded across his torso, staring in
shock toward the bar, where the space he filled has already
been closed in by other bodies. Nearly retching, he stumbles
toward the door.

EXT. RUIDOSO DOWNS - DAY

AN ANGLE on four PEOPLE at a table, CHEERING a race,
switching to disgust and despair when they lose, moving away
from the table, leaving their betting tickets behind. Lilly
passes by, smoothly and casually scoops up the tickets, moves
on along a row of tables, and there finding more tickets.

**INT. JEWELER'S OFFICE - DAY**

Myra sits as before. The jeweler enters with a check, which he hands her. She looks up at him, making no move to leave.

**JEWELER**
I hope you're not too badly disappointed with us, Mrs. Langtry.

**MYRA**
It's not your fault.

**JEWELER**
You'll give us an opportunity to serve you again, I hope. If there's anything you think we might be interested in...

**MYRA**
I have only one thing now. Are you interested?

**JEWELER**
Well, I'd have to see it, of course.

**MYRA**
You are seeing it. You're looking right at it.

The jeweler is puzzled, then startled.

**JEWELER**
I see.

He turns away, goes behind his desk, sits down, looks at Myra.

**JEWELER**
You know something, Mrs. Langtry? A bracelet like that very rarely happens. A fine setting and workmanship usually mean precious stones. It always hurts me when I find they're not. I always hope -- (faint sad friendly smile) -- I'm mistaken.

Myra likes him better now, even though he hasn't solved her problem. She rises.

**MYRA**
Thank you. For everything you felt you could do.
Roy has been throwing up but is finished now. He's sprawled like a shot deer across the hood of his Honda, still clutching his stomach. A police car stops, the passenger COP gets out. He's suspicious at first.

**COP**
Sir? Everything all right?

The sight of the uniform forces Roy into gear. He straightens, smiling through his pain.

**ROY**
Getting better. A bad shrimp, I think.

The con's suspicion changes to concern.

**COP**
Want us to take you to a doctor?

**ROY**
No no, I'm fine now, thanks, anyway. Still got a lot of clients to see.

**COP**
Take it easy, now.

**ROY**
Oh, I will.

Late afternoon. AN ANGLE on the parking area, where almost all the cars are gone and the few remaining are widely separated. The white Chrysler is one of these. Lilly walks to it from the track entrance.

AN ANGLE on the Chrysler as Lilly opens the trunk, puts her bag inside.

CLOSE UP, Lilly and the trunk. She takes betting tickets from her bag, sorts them, files them in envelopes in different compartments, puts some to one side, then sorts through these separated tickets, throwing some away, keeping some. She takes money from the bag, puts tickets in, closes the bag with the money on the trunk floor. Reaching farther in, she lifts the pad deep inside the trunk, lifts the metal floor panel, and reveals a cache mostly filled with money. She adds today's skim, puts everything away, puts the bag back on her shoulder, closes the trunk.

**EXT. MADERO APARTMENTS - DAY**
A shabby apartment hotel on Wilshire. An exterior hall
balcony on each floor has the entrance doors to the front apartments. Roy's Honda makes the turn and enters the basement garage.

**INT. MADERO LOBBY - DAY**

Modest but clean. The owner, SIMMS, a sloppy garrulous old bore, talks with a potential RENTER.

**SIMMS**

Put it this way, now. Say I rent to a woman, well, she has to have a room with a bath. I insist on it, because otherwise she's got the hall bath tied up all the time, washing her goddamn hair and her clothes and everything she can think of.

In b.g., Roy, still in pain, comes out of the elevator, waves to Simms, who waves back without pausing in his monologue, and crosses to the mailboxes.

**SIMMS**

Now, your minimum for a room with bath is three hundred a month, just for a place to sleep and no cooking allowed. And just how many of these tootsies make that kind of money and have to eat in restaurants and buy clothes and --

Roy, carrying his junk mail and pretending not to be in pain, crosses to Simms.

**ROY**

Mr. Simms.

**SIMMS**

(fawning)

Why yes, Mr. Dillon. Here's a potential new neighbor, looking at--

**ROY**

(uninterested)

Uh-huh. Mrs. Langtry may drop by.

Simms doesn't like Mrs. Langtry, but can't say so.

**SIMMS**

I'll send her right up.

Roy goes back to the elevator. Simms continues his monologue.

**SIMMS**

I had my first hotel thirty-seven
years ago in Wichita Falls, Texas, and that's where I began to learn about women. They just don't make the money, you see, not regular they don't, and there's only one way they can get it.

Roy enters the elevator.

SIMMS
Now, that Mr. Dillon there, that's the fine type of person I have in mind for here. Like yourself, I have no doubt. He's a salesman, regular as clockwork, has a suite here. Fine man. Now, about these women. At first, you know, they just go out and do it now and then, just enough to make ends meet. But pretty soon they got that bank open twenty-four hours a day, and then you've got trouble. Hookers and hotellin' just don't mix. You'd think the cops'd be too busy catching real criminals, not snooping around after working girls, but that's the way the gravy stains, as the saying is, and I don't fight it. An ounce of prevention is my motto.

Myra enters from the front, looks across at Simms, points upward. Simms calls to her.

SIMMS
Oh, yes, Mrs. Langtry, he's up there, he's expecting you.

Myra crosses to the elevator. Simms speaks more softly.

SIMMS
If you keep out the women in the first place, see, you keep out the hookers, and then you keep out the cops, and that's how you have a clean place.

EXT. ROY'S APARTMENT - DAY

AN ANGLE along the balcony, with Roy's apartment door in f.g. and Los Angeles in b.g. Myra crosses to the door, opens it with her key, enters.

INT. BATHROOM - DAY

A small crowded old-fashioned bathroom. Roy, shirt open and trousers pushed down almost to his crotch, looks in the
mirror at purplish greenish bruises on his stomach. He touches his stomach, winces.

   MYRA (O.S.)
   Roy?

He looks at the door, then grins at his reflection.

   ROY
   Your medicine is here.

He leaves the bathroom.

INT. LIVING ROOM - DAY

Hotel furniture, shabby and anonymous. On the walls, contrasting with everything else, are two crying-clown pictures on black velvet, mounted in big boxy frames. Myra stands in the middle of the room, and Roy enters, shirt and trousers still disarranged.

   MYRA
   (amused by clothing)
   Well, well. In a real hurry, are we?

   ROY
   Always, for you, baby.

He reaches for her, but she playfully holds him off.

   MYRA
   You aren't taking me for granted, are you?

   ROY
   Taking you for granite?

He grins, as his fingertip prods her breast.

   ROY
   That isn't granite. If that fell on me, it wouldn't hurt at all.

   MYRA
   (playing along)
   Are you sure?

   ROY
   (pulling her close)
   Let's find out.

EXT. HIGHWAY PHONE BOOTH - DAY

Lilly's white Chrysler is parked next to an open-air phone. Traffic whizzes by. Lilly talks on the phone, with pen and notebook at the ready. The racetrack is visible in the b.g.
LILLY
I'm done here. Do I come back to Baltimore?

INT. OFFICE - DAY

It could be an expensive, if gaudy, lawyer's office. Baltimore harbor is visible past the windows. IRV, the accountant, sits at a desk covered -- but neatly covered -- with ledgers, computer printouts, etc. He speaks on the phone.

IRV
Bobo wants you to go on to Delmar.

INTERCUT PHONE BOOTH AND OFFICE

LILLY
Delmar? I never go out to California. That's a thousand miles from here.

IRV
Nine hundred. Bobo needs somebody to handle playback this time. Come on, Lilly, you don't argue with Bobo.

LILLY
(fatalistic)
I know.

IRV
Take two, three days. Call when you get there.

LILLY
Maybe I'll swing around Los Angeles on the way.

This is Lilly making the best of the situation. She listens a bit more, GRUNTS a farewell, hangs up, moves to her car.

INT. BEDROOM - DAY

Again, anonymous hotel furniture. Roy and Myra naked in bed, he on his back, she straddling him, both moving gently. He's half feeling pleasure, half unconscious.

MYRA
Roy?

ROY
Mm?

MYRA
Look at me.

ROY
Oh, I am, baby, believe me.

MYRA
Roy? Is this all we have?

ROY
All? It ain't bad.

MYRA
No more than this?

He tries to concentrate on her.

ROY
What are you talking abut, Myra? Marriage?

MYRA
I didn't say that. You aren't marriage material.

He keeps watching her, ironic, hips moving. Looking for a distraction, she notices the bruise on his stomach.

MYRA
What's that?

She touches it; he flinches back, in real pain.

ROY
Ow! Hey, what are you trying to do, throw me off my game?

MYRA
(laughing)
No, baby. Come to Mama.

She folds forward onto him. He puts his arms around her. They rock together slowly.

EXT. MOTEL - DAY

The same mountains in b.g. as at the track. Lilly carries two small bags from her motel room, puts them on the back seat of the Cadillac, gets behind the wheel, drives away.

INT. BATHROOM - DAY

Myra, dressed, primp at the mirror, surveys herself critically, is reasonably satisfied, leaves.

INT. BEDROOM - DAY

Roy lies supine on the bed, semi-conscious, half-covered by a
Myra, casual, not noticing his condition, leans her head in through the doorway.

MYRA
Wore you out, did I? It's a good woman you can't keep down, baby.

He moves fitfully, CROAKS an attempt at speech.

MYRA
Have a good sleep, baby. Call you tomorrow.

He sits up, trying to grin and be easy.

ROY
Wait'll next year.

AN ANGLE across Roy's profile, with open bedroom door beyond him. Through it, the living room and outer door can be seen. Myra crosses the living room, opens the door. Bright sunlight pours in, emphasizing the sweat on his face. She closes the door, and he gives up trying to smile. Gingerly, he touches his bruised stomach, winces.

ROY
Damn that guy.

He's going to get out of bed, but movement creates pain. He sits back against the headboard, looks around, reaches painfully to the bedside table drawer, takes a quarter from it, studies the quarter, feels it with fingertips, places it on the back of his left hand, slowly moves the soft pads of his right palm over it, then turns the quarter over and repeats. Then he takes the quarter in his right hand, flips it, slaps it down onto the back of his left hand, SPEAKS simultaneously with the hands coming together.

ROY
Smack.

He looks away, right hand moving minimally on left hand.

ROY
Heads.

He lifts the right hand, nods, then flips the coin again, looks away, moves the right hand slightly.

ROY
Heads.

Again he's right. Again he repeats.

ROY
Tails.
He's about to repeat when a wave of weakness comes over him. He sits back, gasping, but won't acknowledge the problem. He forces himself to flip the coin, misses catching it, finds it on the blanket, flips it again, slaps it onto the back of the other hand, looks away.

ROY
Tails.

Right again. He prepares to flip the coin, but then his hand sags onto the covers, his chin drops, his eyes glaze.

ROY
(whispered)
How much can I bet?

INT. PASSENGER TRAIN - DAY

The train runs through a forest, tree shadows making a light and-dark pattern. Roy, four or five years younger, sits with a three-core-monte gang, consisting of a DEALER, a spectacled SHILL beside him, Roy facing the dealer, a ROPER next to Roy. On a briefcase on the dealer's lap are three cards, face up: An ace and two deuces. Across the aisle, alone in the seats, sits MINTZ, a conman in his fifties, pretending not to watch, but watching with amusement.

DEALER
That's between you two. I got nothing at stake here, I'm just dealing.

SHILL
What if we both guess wrong? You aren't gonna take...

The dealer turns aside, allowing himself to be distracted. He and the shill ARGUE nonsensically. The roper nudges Roy, then reaches out and crimps the ace. Roy's doing a wide-eyed bumpkin kid; he stares at the roper in delight and amazement.

AN ANGLE on the shill, arguing with the dealer but looking toward Roy and the roper, then increasing the force of his argument.

AN ANGLE across the amused Mintz at the roper whispering to Roy.

TWO SHOT, Roy and the roper.

ROPER
We got him now! Put down that big bill you got.

ROY
(whispered)
The fifty or the hundred?
ROPER
The hundred! Hurry!

ROY
(doubtful)
The ace is what I want?

The roper's having trouble keeping his patience.

ROPER
Sure it is!

TWO SHOT, the dealer and the shill, fake-squabbling, Roy and the roper seen in b.g. between their faces, Roy finally bringing out his wallet, withdrawing a bill. Relieved, the dealer and the shill cut the crap.

AN ANGLE on the group as Roy puts his hundred dollar bill on the briefcase.

ROY
Is that okay?

The shill pulls a messy wad of bills from his inner pocket, uses most of it to cover the bet.

SHILL
You're damn right that's okay.

DEALER
(picks up the cards)
Whoever finds the ace, wins.

ECU, the dealer's hands, shuffling the cards at lightning speed. He deals the cards out face down.

INT. BEDROOM - DAY

CU, Roy's sweat-covered face, eyelids fluttering.

ROY
(whispered)
Dark in here.

INT. PASSENGER TRAIN - DAY

AN ANGLE on the group. Roy squints at the cards, light and dark playing on his face.

ROY
Too dark. I just can't see.

Casually, but too quickly to be stopped, he reaches across and plucks the shill's glasses off.

ROY
Let me borrow these, will you?

AN ANGLE across Mintz, surprised and amused, at the group in b.g., in consternation as Roy puts on the glasses and looks down at the cards.

ROY
Now, that's better.

ROY'S POV: The glasses are 'readers.' Through them, a large gray 'A' can be seen on the back of one of the non-crimped cards. Roy's hand reaches out and flips it over. It's the ace of spades.

INT. BEDROOM - DAY

AN ANGLE across Roy toward the doorway. Roy, eyes closed, smiles in triumph, then winces in pain. Mintz partially appears, hovering beside the bed, grinning at Roy.

MINTZ
I didn't teach you that.

ROY
(whispered)
You taught me a lot. Then I invented.

INT. AIRPORT DEPARTURE LOUNGE - DAY

Weary bored people sit around waiting. Roy, 17, lugging a big suitcase, walks through, takes a seat near Mintz, who's doing card tricks for his own pleasure. Roy watches, then moves closer.

ROY
Let me see how you did that one.

MINTZ
Scram. Go home.

ROY
I can't. I just left home.

MINTZ
You're too young. You should be in school.

ROY
I am in school.

Mintz peers at him, taking an interest. Then he holds up the five of spades, shows it to Roy, puts it back in the deck, shuffles, shows Roy the deck.

MINTZ
Where's the five?
In your other hand.

Mintz grins slowly, turns his hand over with the palmed card showing.

**INT. BEDROOM NIGHT**

Roy slumps, eyes closed, half-smiling, with the fever Mintz hovering. Roy's smile fades, his fluttering eyelids grow still, his face slack. The fever Mintz fades and disappears.

**EXT. HIGHWAY - DAY**

AN ANGLE on a large sign indicating "Los Angeles" straight ahead. CAMERA PANS DOWN and around 180 degrees to face the several lanes of heavy Los Angeles-bound traffic. LONG BEAT. Hundreds of cars rush by. CAMERA PANS with Lilly's white Chrysler as it comes along in the stream.

AN ANGLE through the Chrysler's left side window at Lilly, driving, concentrating, biting her left thumbnail. She becomes aware that's what she's doing, shakes her head in irritation: She's trying to break herself of this habit. Ostentatiously she tucks the thumb into her fist, rests the fist on top of the steering wheel, where she can keep an eye on it.

HIGH ANGLE on the westbound lanes. The Chrysler passes. Soon it's out of sight among all the other cars. LONG BEAT.

**INT. BEDROOM - DAY**

AN ANGLE across the unmoving unconscious Roy toward the doorway. The apartment door beyond the living room opens, throwing light on Roy, who doesn't react. Lilly enters, in silhouette, closes the door, crosses toward the bedroom. (Until she speaks, we can't be quite sure who this is. With the similarity between herself and Myra, this could be Myra.)

**LILLY**

(hesitant)
Roy?

No reaction. Lilly, getting worried, moves closer, through the bedroom doorway.

**LILLY**
Roy? You asleep?

His head moves slightly. He barely has strength to speak.

**ROY**
Myra?

She moves forward to the side of the bed, only her torso IN
FRAME. She touches a hand to his forehead.

**LILLY**

(startled)

My God!

She turns, hurries back to the living room, looks around for the phone, crosses to it, dials, SPEAKS. Roy's eyes open, he frowns.

**ROY**

Lilly?

**INT. LIVING ROOM - DAY**

Lilly, hard and fast and urgent, on the phone.

**LILLY**

Tell the doctor I work for Bobo Justus, and this is an emergency. Don't worry, he knows who Bobo is.

**INT. BEDROOM - DAY**

AN ANGLE down toward Roy, from above, he's weak but troubled. Eyes closed, frowning, whispering.

**ROY**

Go away, Lilly. Go away.

Roy's eyes close. He looks dead. SLOW FADE.

**INT. LIVING ROOM - DAY**

The DOCTOR, a nervous heavyset man in his fifties, a drinker from the look of him, is on the phone in b.g., while Lilly prowls the room, looking at everything with distaste, then stopping to frown at the box-framed clown pictures. She doesn't get it. She touches one of the pictures, trying to understand. The doctor hangs up, turns to Lilly.

**DOCTOR**

(lugubrious)

The ambulance is on the way, for what good it will do.

**LILLY**

What? He's going to be all right!

**DOCTOR**

Mrs. Dillon, your son was in some sort of accident. He's had an internal hemorrhage, he's bleeding to death inside.

**LILLY**

Well, make it stop!
DOCTOR
His blood pressure is under a hundred. I don't think he'll live to get to the hospital.

LILLY
(icy, stern)
You know who I work for.

He's uncomfortable, wants to dismiss that part of his life.

DOCTOR
Yes, yes, but that's --

LILLY
My son will be all right. If he isn't, I'll have you killed.

The doctor stares at her in astonishment, then in belief.
SOUND of ambulance siren. To break the moment, he crosses to the door, opens it. Light bathes Lilly. The doctor steps back across the threshold, waiting for the ambulance. He looks back at Lilly, who stares at him.

INT. AMBULANCE - DAY

ECU, Roy, skin pallid, eyes closed and sunken, lips white.
SOUND of siren LOUDER. SOUND SEGUES to CHILD CRYING. CRYING FADES.

INT. HOTEL LOBBY - DAY

A clumsy slum hotel fifteen years ago, with a tiny lobby, the DESK CLERK at a half-door in one wall. Lilly, at 24, enters from the street. This is a definite hooker, with bright maroon hair and a black-and-white miniskirt. She stops wordlessly at the desk for her key.

CLERK
(handing key)
Your kid's in the back here. He's crying.

LILLY
Roy? He's always crying.

CLERK
(sympathetic to Roy)
The kids beat him up, because his home life is, uh, different.

LILLY
(ironic)
I like you, too.

The clerk shrugs. He doesn't like this tough broad. He turns
and calls back into his office.

CLERK
Roy, your mother's here.

Roy, 10, comes reluctantly out to Lilly, sniffling and rubbing his arm.

LILLY
So what's your story today?

ROY
They twisted my arm.

LILLY
(laughing lightly)
Only one arm?

He tries not to cry, and shows her a space between his teeth.

ROY
They knocked out my tooth!

LILLY
Only one tooth?

Roy's frustrated, unhappy, having nowhere else to turn.

ROY
You always say that!

Lilly won't take him seriously, but she relents enough to stop teasing him, and to pat his head, ignoring how he flinches away.

LILLY
Come on, kid, let's see if there's any food in the house.

CLERK
(there's no food)
Hah.

Lilly gives him a jaundiced look, walks Roy to the stairs and up. The clerk, scornful but sexually interested, watches her go.

INT. HOSPITAL ROOM - DAY

ECU, Roy in a hospital bed, with more color in his face, breathing more normally. He begins to react to the sound of people speaking.

MYRA (O.S.)
No, really, you're Roy's mother? That's impossible!
LILLY (O.S.)
Not quite. But I'm not sure who you are, Mrs... Langtry, was it?

Roy's eyes open, he looks toward the voices.

MYRA (O.S.)
I'm Roy's friend.

WIDE SHOT, Lilly and Myra facing one another across the foot of Roy's bed, in a two-bed hospital room. (The OLD MAN in the other bed sleeps through the scene.) Neither woman is yet aware that Roy's awake. Lilly looks Myra up and down, with obvious contempt.

LILLY
Yes. I imagine you're lots of people's friend.

Myra moves one pace to the side, studying Lilly's face.

MYRA
Oh, of course, now that I see you in the light, you're plenty old enough to be Roy's mother.

LILLY
(sweet smile)
Aren't we all?

ROY
(very weak, but amused)
Play nice. Don't fight.

The women, startled, both move toward Roy, one on each side of the bed.

THREE SHOT, Myra and Lilly both leaning over to look down at Roy's sleepy face.

MYRA
Darling!

LILLY
Roy. You're going to be all right.

ROY
Sure I am. What made you turn up, after all these years?

LILLY
I'm working down in San Diego. Just for a few weeks.
(awkward laugh)
Thought I'd drop in on my long-lost son.
ROY
(cold)
Nice to see you.
(turns to Myra)
What am I doing in here?

MYRA
You were bleeding inside, honey.
Remember that bruise you had?

ROY
You called the doctor, huh?

MYRA
(reluctant)
Well, no, Roy. Your mother found you.

ROY
(tossing It away)
Oh, yeah?
(very casual, to Lilly)
Thanks.
(back to Myra)
How long do they say I'm in here?

Myra's willing to fight with Lilly, but Roy's attitude toward his mother makes her uncomfortable.

MYRA
Roy... Your mom saved your life.

Roy turns his head, gives Lilly an ironic smile. Lilly waits, holding herself in.

ROY
Yeah? Only one life?

She nods, accepting that, but then responds.

LILLY
Second time I gave it to you.

Roy gives her a cold smile, then turns to Myra for the ironic explanation.

ROY
I was kind of... inconvenient...
for Lilly.

Lilly has nothing but contempt for Myra. To be humiliated in front of Myra -- and by her son -- is the worst thing that could happen to her. She makes as dignified an exit as she can.

LILLY
Well... You're all right now, I
guess. I have to get down to the track.

ROY
(reluctant, but it's necessary)
Thanks, uh, Lilly.

LILLY
(awkward laugh)
Don't mention it.

ROY
I guess I owe you my life.

LILLY
(faint smile)
You always did.

Lilly exits. Myra looks after her, curious.

MYRA
"Down to the track?"

Roy will not talk about this, with anyone. His response is cold, closing the subject.

ROY
Her job.

MYRA
(bright smile)
I want to know everything about you.

ROY
(easy grin)
You do. And once I'm out of here, I'll remind you of the best parts.

They smile flirtatiously at one another, both with their minds on other things.

INT. BATHROOM - DAY

Very messy, small. Myra showers. She finishes, emerges, wraps herself in a towel, opens the crowded messy medicine cabinet, removes cosmetics and other items, starts to tweeze her eyebrows. Doorbell RINGS. She looks irritated, ignores it. Long doorbell RING. Exasperated, she slaps the tweezers down, exits.

INT. LIVING ROOM - DAY

Another furnished apartment, this one with Myra's clothing and dishes and glasses and other junk all over it. She crosses to the door, pulls it open. The APARTMENT MANAGER
enters; a sullen, nervous, heavyset man.

**MYRA**
(angry, but defensive)
You heard the shower, didn't you?

**MANAGER**
I don't care about that. This time, I gotta have the rent.

Myra forces herself to be more pleasant.

**MYRA**
Joe, I thought I was gonna be all right by now, I just need a little more --

**MANAGER**
It isn't the owner, Myra, it's my wife. She knows what's going on. This time, I gotta have the money.

**MYRA**
Joe, you know you'll --

In gesturing, Myra "accidentally" loses the towel, then wraps it around herself again as the manager stares nervously away. She smiles, knowing she's got him.

**MYRA**
Joe, could we talk it over? Do you want a drink?

**MANAGER**
My wife sent me here, Myra. For the money. She's waiting.

**MYRA**
I'll have it tonight. Nine o'clock? Ten?

**MANAGER**
(trying to be determined)
This time...

**MYRA**
We'll work something out, Joe.

She strokes his arm, smiling. He flees. She smiles till he's gone, then looks worried, leans her head against the door.

**INT. HOSPITAL ROOM - DAY**

Roy, very comfortable in pajamas and robe, sits in a wheelchair beside the bed, with magazines lying handy on the bed. Myra, irritable, paces beside him.
MYRA
I don't see why you're still here. You look healthy to me.

ROY
I just do what the doctor says, babe.

MYRA
You're just comfortable, that's all. You don't even ask to go home. You just lie around, let your mama take care of you.

ROY
(truely astonished)
Mama!

MYRA
Who else is paying for all this? You badmouth the woman all the time, but you sure do take the payoffs she gives you.

ROY
(insulted)
I'll pay Lilly back, don't you worry about that.

MYRA
I don't like to come here, Roy. Every time I do, your mother comes in and makes remarks.

ROY
That's just Lilly's way.

MYRA
And you never defend me. You're afraid of her.

ROY
Oh, don't be stupid.

MYRA
You're a mama's boy, if you want the truth.

This is so absurd, Roy doesn't know how to respond.

ROY
Are you kid --? I hadn't even seen her in seven years!

Lilly enters, smiling in self-confidence. A large ugly burn is on the back of her right hand.
**LILLY**

Should my ears be burning?

**MYRA**

(surly)

They might as well.

Lilly gives her a mock-admiring look.

**LILLY**

I heard those skirts were coming back.

Myra's not quite up to direct confrontation with Lilly. She glowers at Roy instead.

**MYRA**

Get well soon.

**ROY**

(easy)

Every day in every way.

**MYRA**

I'll see you when you get home.

Myra stalks out. Acting as though Myra hadn't existed, Lilly puts her bag on the bed, takes mail from it.

**ROY**

What happened to your hand?

**LILLY**

(casually dismissive)

Just a little accident. I went by your place, picked up your mall. Just bills, I'll take care of them.

**ROY**

I can take care of my own bills, Lilly.

**LILLY**

(indifferent shrug)

Whatever you say. The manager says your boss called.  
(crooked grin)

Really pulled the wool over everybody's eyes, huh?

**ROY**

What are you talking about? So I've got a job. So what?

**LILLY**

Stop kidding me! Four years in a town like Los Ang-gleez, and a
peanut selling job is the best you can do? You expect me to believe that?

ROY
(spreads hands; it's obvious)
It's there. The boss called, you said so yourself.

LILLY
And that dump you live in! Those clown pictures on the walls!

This reference alerts and worries Roy, which he tries to hide.

ROY
I like those.

LILLY
You do not! Roy Dillon? Cornball clown pictures? Commission salesman? It's all a front, isn't it? You're on the grift, I know you are. You're working some angle, and don't tell me you're not because I wrote the book!

ROY
(defensive)
You're one to talk. Still running playback money for the mob.

LILLY
That's me. That's who I am. You were never cut out for the rackets, Roy, and if you --

ROY
How come?

She considers him. His expression is jaunty, daring her. She gives him a somber answer.

LILLY
You aren't tough enough.

He's afraid she's right. He covers the doubt with a display of self-assurance.

ROY
Not as tough as you, huh?

LILLY
(dead serious)
No. And you have to be.
She holds up her burned hand, showing it to him.

**LILLY**
You asked me about this. You really want to know what happened?

He isn't sure he does; but what choice does he have?

**ROY**
Up to you.

**LILLY**
My boss is a guy named Bobo Justus, back in Baltimore. When a long shot gets too much action, I have to put money on that horse at the track, because it's the only way to get the odds down.

**ROY**
Sure.

**LILLY**
The first day of the Delmar meet, there was a nag called Bluebell. I should have been on it. But that was the day after you came in here, so I stuck around to see how you were gonna be.

He would speak protest, deny, explain, but she cuts him off.

**LILLY**
That was my choice, nothing to do with you. I took a chance, and it didn't work out.

**ROY**
Bluebell came in?

**LILLY**
I sent Bobo ten grand of my own money, like it was the winnings from my bets. I hoped that would cover me.

(shrug)
It didn't.

**EXT. DELMAR DAY**

AN ANGLE on the exit doors toward the parking lot. Lilly comes out, self-absorbed, then sees something ahead of her, falters briefly, keeps walking, tries a very shaky smile.

REVERSE ANGLE, as Lilly approaches her car. BOBO JUSTUS, 50, a blunt hoodlum in a good suit and a civilized veneer, stands
leaning against the car, arms folded, squinting behind sunglasses.

   **LILLY**
   
   Hi, Bobo.

   **BOBO**
   
   Did I buy you that dress, you piece of shit?

Lilly's scared, startled, but trying to figure out how to play this.

   **LILLY**
   
   Well, I guess so. You're the guy I work for.

   **BOBO**
   
   You work for me, huh? Then I just may flush you down the toilet.
   Drive me to the Durando.

Bobo gets into the passenger seat, while Lilly nods convulsive agreement and hurries around to get behind the wheel. The car jolts forward, then smooths, and heads for the gate.

**INT. CHRYSLER – DAY**

Driving along the highway. Lilly concentrates on traffic. Bobo heavily watches her profile, finally speaks.

   **BOBO**
   
   Bluebell.

Lilly's eyes briefly close, her shoulders sag. Then she goes back to the silent alert person she'd been. Bobo nods.

   **BOBO**
   
   How'd you figure you were gonna get away with that?

   **LILLY**
   
   I'm not getting away with anything, Bobo.

   **BOBO**
   
   You're fuckin right you're not. How much did your pals cut you in for on that nag, huh? Or did they give you the same kind of screwing you gave me?

   **LILLY**
   
   I was down on that horse, Bobo. Not as much as I should have been, but there was a lot of action on those--
Bobo taps a fingertip against the side of her head to shut her up. She shuts up.

**BOBO**
One question. Do you want to stick to that story, or do you want to keep your teeth?

**LILLY**
I want to keep my teeth.

**BOBO**
Now I'll ask you another. You think I got no contacts out here? That nag paid off at just the opening price. There wasn't hardly a flutter on the tote board from the time the odds were posted. There ain't enough action to tickle the tote, but you claim a ten grand win! You send me ten thousand dollars, like I'm some mark you can blow off!

**LILLY**
(terrified, broken)
Bobo, no, I --

**BOBO**
You wanna talk to me straight up?

**LILLY**
My son --

**BOBO**
Your what?

**LILLY**
My son was in the hospital --

**BOBO**
What the fuck are you doin with a son?

**LILLY**
He left home a long time ago. He was in the hospital, up in Los Ang gleez, real sick.

**BOBO**
(utter scorn)
Motherhood.

**LILLY**
I never fucked up before, Bobo.
BOBO
You expect me to buy this?

It's time for Lilly to show tough, and she knows it.

LILLY
You do buy it, Bobo. I cost you, and I'm sorry.

Bobo thinks this over.

BOBO
I got a lot of people work for me, Lilly. I can't have shit like this.

LILLY
(begging)
It'll never happen again. I swear.

BOBO
It happened once. With me, that's making a habit of it.

Lilly drops back to her final position; fatalism.

LILLY
You're calling the shots.

BOBO
You got any kind of long coat in the car? Anything you can wear home over your clothes?

LILLY
(deadened with fear)
No.

BOBO
doesn't matter)
I'll loan you a raincoat.

Lilly drives, holding herself together.

EXT. HOTEL DURANDO - DAY

A tall expensive hotel on the coast north of San Diego. CAMERA PANS with the Chrysler pulling in and stopping at the entrance, then PANS UP the balconied facade.

INT. HOTEL SUITE - DAY

Living room of a high-floor suite. CAMERA FACES across the room to the balcony and the view of the ocean. Entrance door to one side. A supermarket shopping bag is on the coffee table. Two THUGS sit on the sofa, watching TV.
The door opens and Lilly enters, followed by Bobo. The thugs immediately rise and switch off the TV.

**BOBO**
(to the thugs)
Take a walk.

The thugs leave the room as Lilly crosses to stand between US and the view, followed by Bobo, neither looking out. Lilly turns to Bobo, who abruptly punches her hard in the stomach. She falls to the floor.

**ANOTHER ANGLE** as Bobo steps across her and goes over to close the drapes over the view. Lilly sits up, watching him, waiting obediently. Bobo looks at her.

**BOBO (CONT'D)**
Get me a bath towel.

She gets up, hurting, and hurries to the bathroom. Bobo sits on the sofa, crosses his ankles on the coffee table next to the supermarket bag. He takes out and lights a cigar. Lilly comes back with a large white bath towel.

**BOBO (CONT'D)**
You ever hear about the oranges?

**LILLY**
You mean, the insurance frammis?

**BOBO**
Tell me about the oranges, Lilly.

He kicks over the supermarket bag. Oranges roll on the floor.

**BOBO (CONT'D)**
While you put those in the towel.

Lilly's very scared. She drops to her knees, spreads the towel, crawls around gathering oranges while she talks.

**LILLY**
You hit a person with the oranges in the towel, they get big, awful looking bruises, but they don't really get hurt, not if you do it right. It's for working scams against insurance companies.

**BOBO**
And if you do it wrong?

**LILLY**
It can louse up your insides. You can get puh, puh, puh...

**BOBO**
(impatient)
What's that, Lilly?

Lilly pauses, bent over, tightly holding an orange.

**LILLY**
Permanent damage.

**BOBO**
You'll never shit right again.

He gets to his feet, leaving his cigar in an ashtray.

**BOBO (CONT'D)**
(hard, impatient)
Bring me the towel.

Fumbling slightly, she folds the towel edges together to make a bag, then stands, brings the towel to Bobo. He makes a production out of getting his grip on the edges just right. She stands as limp as she can, just wanting to get through this. He looks at her without expression, rears back with the towel, swings it forward, lets it drop open. Oranges roll on the floor. Lilly stares, wide-eyed, recognizing reprieve. Bobo tosses the towel behind him onto the sofa, then gestures contemptuously for her to pick up the oranges again.

TWO SHOT, closer, as Lilly turns, bending toward the oranges, and Bobo picks up his cigar, then lifts a foot and kicks her flatfooted, hard, in the back. She sprawls on the floor. He follows and drops to his knees on her back.

AN ANGLE close on Lilly on the floor, Bobo's knees grinding back and forth into her back.

AN ANGLE on Bobo, grimacing as he bears down, pressing his weight onto her back. He leans forward, left hand bracing himself on the floor beside her head as he reaches down with the cigar held in his right hand and presses the ember against the back of her splayed-out right hand.

ECU, Lilly, clenching her teeth, tears squeezing from her eyes, simply bearing it.

AN ANGLE on Bobo, catching a bad smell, looking back down behind himself at Lilly's body. This is the result he wanted, but it disgusts him. He straightens up, still kneeling on her, puts the cigar in his mouth, doesn't like its taste, removes it, braces his left hand against her back while he lifts off her, getting back up onto his feet.

WIDE SHOT, Bobo stepping over her, expression repulsed.

**BOBO (CONT'D)**
Go clean yourself up.

He puts the cigar back in the ashtray as she rises, cradling
her burnt hand. Not looking toward Bobo, hobbling with knees together, she starts from the room.

**BOBO (CONT'D)**

The raincoat's on the bed.

She leaves. He opens the drapes, then picks up an orange from the floor and steps out onto the balcony.

**EXT. BALCONY - DAY**

Bobo stands looking out at the ocean. He enjoys breathing the sea air. He slowly peels the orange, dropping pieces of peel over the side.

Lilly appears in the doorway, wearing a too-large man's raincoat. Bobo doesn't seem to notice her at first, then nods to her.

**BOBO**

Almost forgot. That ten grand of yours. It's in the envelope by the door.

**LILLY**

(tries for animation)

Oh, thanks, Bobo.

**BOBO**

You want a drink?

**LILLY**

Gee, I better not, if it's okay. I still gotta drive back up to Los Ang-gleez.

**BOBO**

See your son, huh? Well, that's nice. A side of you I didn't know, Lilly.

Lilly chances taking a step out onto the balcony. It's vital that she encourage this forgive-and-forget dialogue.

**LILLY**

He's a good kid. A salesman.

**BOBO**

On the square, huh? And how are you making out these days? Stealing much?

Bobo's being jolly now. Lilly's scared, but has to be jolly, too.

**LILLY**

From you? My folks didn't raise any
stupid kids.

Bobo's joshing now. He raises a humorous eyebrow.

BOBO
Not skimming a thing, Lilly?

LILLY
Oh, well, you know. I just clip a buck here and a buck there. Not enough to notice.

BOBO
(honest approval)
That's right. Take a little, leave a little.

LILLY
A person that don't look out for himself is too dumb to look out for anybody else. He's a liability, right, Bobo?

BOBO
(this is his creed)
You're a thousand percent right!

LILLY
Or else he's working an angle. If he doesn't steal a little, he's steeling big.

BOBO
You know it, Lilly.

LILLY
You know, I like that suit, Bobo. I don't know what there is about it, but it somehow makes you look taller.

BOBO
(delighted)
Yeah? You really think so? A lot of people been telling me the same thing.

LILLY
Well, you can tell them I said they're right.
   (looks at sky)
I better get going. Roy'll wonder where I am.

BOBO
Worries about his mother, eh? Give him a hug for me.
LILLY
I will. So long, Bobo.

Lilly leaves the balcony. Bobo eats more orange, looking out at the ocean. His expression is stern but calm.

INT. CHRYSLER - DAY

Lilly drives along the highway, weeping, shaking, teeth chattering. Her hands are both high on the wheel, the back of the right hand developing a large red burn.

LILLY
Lucky! Lucky! Oh, am I lucky! Am I lucky!

INT. HOSPITAL ROOM - DAY

Roy's appalled and embarrassed and ashamed by this story; the surface result is, he's mad at Lilly.

ROY
Lucky? You call that lucky?

LILLY
(simply)
He let me live. He let me be his friend.

Roy in his agitation wheels himself back and forth in the wheelchair, bumping into things.

ROY
You don't put up with that! Nobody has to put up with that!

LILLY
You do if you're where I am. Where you want to be. How'd you get that punch in the stomach, Roy?

He closes down, sullen, not caring if she believes him or not.

ROY
I tripped over a chair.

LILLY
(calm maternal advice)
Get off the grift, Roy.

ROY
Why?

LILLY (CONT'D)
(faint smile)
You don't have the stomach for it.

He stares at her, hurt and angry. She stares back, unflinching. Angrily, he spins the wheelchair around, his back to her.

Now she's hurt. She shrugs, speaks indifferently to his back.

LILLY
I just give you your life. What you do with it is up to you.

ROY
(his back turned)
That's right.

She hesitates, then stalks out, shutting the door.

Hearing the door close, Roy spins around in the wheelchair to face where she'd been. He starts to get up, pauses midway.

INT. HOSPITAL CORRIDOR - DAY

Angry, Lilly takes a step away from the closed door, then stops, looks uncertainly back.

INT. HOSPITAL ROOM - DAY

Roy, on his feet now, stands still, indecisive.

INT. HOSPITAL CORRIDOR - DAY

Lilly shakes her head, turns firmly away, marches down the corridor.

INT. HOSPITAL ROOM - DAY

Roy makes an angry gesture, drops back into the wheelchair, spins it around and wheels over to the phone. Quick and angry, he makes a call. SOUND of ring; SOUND of click.

MYRA (V.O.)
(filtered; little-girl flirtatious)
Myra here. Sorry you missed me. Tell me how to reach you and I will, just as soon as I can.

SOUND of answering machine beep.

ROY
Babe, I'm gettin out of here, and that's it. Let's take some time out this weekend, go down to LaJolla, hit the beach, have some fun. Forget all this other stuff, huh?
Roy hangs up, sits in the wheelchair looking determined.

**INT. MADERO LOBBY - DAY**

Simms talks with a MAID.

**SIMMS**
Your difference between your folded towel and your clean towel is a trip to the laundry. When you're cleaning those bathrooms, what you do, you pick up the towel, you give it a good shake and a good look, and you say to yourself, 'Would I dry myself on this towel?' If the answer's yes, fold it.

Roy comes out of the elevator, crossing toward Simms.

**MAID**
What if it's wet?

**SIMMS**
Mr. Dillon! Welcome back! You look fine, just fine.

**ROY**
Thanks, Mr. Simms, I'm feeling fine.

**MAID**
(shy)
I'm glad you're better.

Simms hands Roy a stack of mail.

**SIMMS**
You're well liked around here, Mr. Dillon. The entire staff will be pleased to see you're back.

Roy's touched and embarrassed by this reaction.

**ROY**
Well, thank you. And thank them.

**SIMMS**
Sickness comes to us all, Mister Dillon.

**ROY**
That's true, Mr. Simms.

**SIMMS**
We never know when and we never know why. We never know how. The only blessed thing we know is,
it'll be at the most inconvenient and unexpected time. Just when you've got tickets to the World Series. And that's the way the permanent waves.

ROY
Well, I'm back now. I just wanted you to know. Gotta rush.

SIMMS
Happy to see you looking so good.

Roy crosses back to the elevator, enters it. Elevator door closes. Simms looks after him, avuncular.

SIMMS (CONT'D)
That fellow could be a congressman.
(turns to maid)
If it's wet, you don't fold it. You shake it, and hang it neatly on the rod provided.

MAID
Yes, sir.

EXT. SARBER & WEBB - DAY

A long low stucco building in an industrial section of Los Angeles. The company name is on the glass of the main door. KAGGS, a humorless hotshot of 28, dressed in short-sleeved white shirt and narrow dark tie, prowls the cracked sidewalk in front of the place, MAKING REMARKS into a small cassette recorder. Roy's Honda arrives and drives into the company lot at the end of the building. Kaggs watches, then goes on patrolling and TALKING into the recorder. Roy comes out to the sidewalk and heads for the entrance. Kaggs stops and watches him approach.

ROY
(cheerful, confident)
Whadaya say?

KAGGS
(upright, minimal)
Hello.

Roy continues on and enters the building.

INT. SARBER & WEBB - DAY

A low rail separates the visitors from an area of desks with CLERKS typing or adding up figures or TALKING on the phone. Beyond them are floor-to-ceiling bins and shelves with narrow aisles between, in which more CLERKS move busily, filling orders or doing inventory. A great sense of activity and hubbub. Roy enters, looks around in surprise. A clerk at a
front desk sees him, stands happily.

CLERK
Roy! Welcome back.

ROY
(approaching him)
What's going on? This is usually coffee break time.

CLERK
Not since Kaggs showed up.

Other clerks, aware of Roy, come over with AD LIB GREETINGS.

ROY
(happily basking)
Hey, yeah, I'm fine, everything's great. What's this Kaggs? Sounds like a disease.

2ND CLERK
It is.

CLERK
Troubleshooter from the main office. Came out here right after you went into the hospital, and he ain't had a kind word for anybody yet.

3RD CLERK
Nobody knows anything but him.

CLERK
He chopped off half a dozen salesmen; won't wholesale to them any more.

2ND CLERK
What kind of sense does that make? They're all on commission.

ROY
(unworried)
You think he'll chop me?

CLERK
If he does, he's crazy.

2ND CLERK
Here he comes!

The clerks all hurry back to their desks as Kaggs enters. He crosses to Roy, hand stuck out.

KAGGS
Kaggs. Home office.

ROY
(taking his hand)
Roy Dillon.

KAGGS
(keeping Roy's hand)
I know that. Knew it when I saw you
out there. The best salesman here,
which isn't saying much. Want to
talk to you, Dillon.

Kaggs moves toward the gate in the rail, still holding Roy's hand, to move him along. Roy stands still, which yanks Kaggs back. Kaggs frowns at him, releases his hand.

KAGGS (CONT'D)
What's up?

ROY
That was a pretty backhanded
compliment. If I let people get
away with things like that, I
wouldn't be a good salesman.

KAGGS
(brisk)
You're right. I apologize. But I
still want to talk to you.

ROY
Lead on.

Kaggs leads the way through the rail.

INT. KAGGS' OFFICE - DAY

Small, crowded, efficient, with interior windows showing the
aisles of bins. Kaggs leads Roy in, shuts the door, gestures
at the second chair as he goes behind the desk.

KAGGS
Take a seat.

They both sit, Roy amused and observant.

KAGGS
When I said you being the best
salesman here didn't say much, I
meant for us. I know your record
with Sarber and Webb, and I'd say
you're a top-flight man, but you've
had no incentive. No one walking on
your heels. Just a lot of half
asses, so the tendency's been not
to stretch yourself. I'm bouncing
the slobs, incidentally.

ROY
(dry)
So I heard.

KAGGS
Makes no difference to me if they're only on commission. If they don't make good money, they're not giving us good representation, and we can't afford to have them around. Ever supervise salesmen?

ROY
Just myself.

KAGGS
That's right, you've had to supervise yourself. This place needs a sales manager. Somebody who's proved he's a salesman and can handle other salesmen. He'd have a lot of deadwood to clear out, new men to hire. What do you think?

Roy doesn't yet know he's being offered the job.

ROY
Sounds like a good idea.

KAGGS
I don't know offhand what your best year's been, we can look it up. The idea is, we'll top it by fifteen percent.

Now Roy gets it. He's startled, almost scared, thinks automatically of escape.

ROY
What? Me?

KAGGS
That's just the first year. If you aren't worth a lot more than that the second year, I'll kick you out. What do you say?

ROY
Well, uh... No.

KAGGS
(astonished)
No?
ROY
I can't take that job! I mean, I mean, I can't take it right away. I'm still recuperating, I just dropped in to say hello, see everybody --

KAGGS
I didn't realize. Yeah, you do look a little pale. How soon will you be ready? A week?

ROY
But you need a man right now. It wouldn't be fair to you to --

KAGGS
I take care of the being-fair-to-me department. Things've gone to hell this long, they can go a little longer.

ROY
(trapped)
Well...

Kaggs gets to his feet, terminating the meeting.

KAGGS
See you in a week, Roy. I can call you Roy?

ROY
(rising)
Oh, sure. Fine.

Kaggs sticks his hand out for another shake. Roy obliges.

KAGGS
And I'm Perk. Short for Percy, I'm afraid.

ROY
(distracted)
Perk.

INT. LIVING ROOM - DAY

Roy's place. Roy enters from the bedroom, carrying a suitcase, which he drops on the sofa. He goes to one of the box-framed clown pictures, takes it off the wall, puts it face down on the coffee table, removes two wing nuts holding the back, lifts off the back, and reveals stacks of money hidden inside. He takes two wads of money out, counting them, putting them on the coffee table, then fits the back in place, reattaches the wing nuts, and hangs the picture on the wall. Stuffing the wads of money into the suitcase, he
leaves.

EXT. UNION STATION - DAY

A cab pulls up to discharge passengers. Roy and the DRIVER get out. Roy pays the driver, who opens the trunk to take out several pieces of luggage. Myra leans hesitantly out, as though afraid it's raining out there.

ROY
This really is it. Union Station.

Myra comes out of the cab. She's feeling testy. Roy's in a good mood and ignores her bad temper.

MYRA
I don't see why we have to take the train.

ROY
Because it's comfortable.

Myra and Roy burden themselves with the luggage.

MYRA
What if we want to drive somewhere while we're there?

ROY
We'll rent a car.

They start for the station.

MYRA
Big spender.

ROY
You ain't seen nothin.

INT. TRAIN DAY

AN ANGLE from outside the passenger car through the window at Myra, mulish, watching the scenery go by. Beyond her Roy's easy, content. He moves to get up.

TWO SHOT, within the train. Myra looks questioningly at Roy as he stands.

ROY
Stretch my legs. Come along?

She's not ready to relent and enjoy herself.

MYRA
No.

ROY
He walks down the aisle behind Myra, who sighs and looks out the window again.

**INT. BAR CAR – DAY**

Four young SOLDIERS sit at a table in a rudimentary bar car. They're drinking bloody Marys out of plastic glasses and having a good time together. In b.g., several customers are clustered at the small service bar, waiting for drinks.

AN ANGLE on Roy, at the service bar, looking back past other people at the soldiers. He gets his mixed drink, in a plastic glass, and turns away.

AN ANGLE on the soldiers as Roy starts by. The train lurches, and Roy falls heavily against their table, slopping their drinks and spilling some of his own on the table.

**ROY**

Oh! Ow, I'm sorry! Oh, look, I spilled your drinks!

**SOLDIER**

That's okay, don't worry about it.

**SOLDIER 2**

You okay, pal?

**ROY**

Let me buy you a new round.

**SOLDIER**

Hey, no, no problem.

**SOLDIER 3**

You didn't like spill much at all.

Roy firmly places his own glass on their table.

**ROY**

What are those, bloody Marys? Watch this, I'll be back.

He leaves, while the soldiers are still PROTESTING.

**INT. TRAIN – DAY**

Myra applies makeup, watching herself in her compact mirror. She becomes aware of eyes, and looks around.

**TWO SHOT,** Myra and a BUSINESSMAN, sitting across the way, grinning at her. Myra registers him.

**CU, Myra, considering the possibilities. Then she shrugs,**
shakes her head at the businessman almost reluctantly, and goes back to applying makeup.

**INT. BAR CAR - DAY**

Roy now sits with the soldiers, eagerly listening to them talk. There are plastic glasses enough on the table for three rounds of drinks.

**SOLDIER 3**
(to Soldier 2)
Yeah, but it was you like told the sergeant your grandmother was dead.

**SOLDIER**
(laughing)
Again!

**SOLDIER 2**
(to Soldier 3)
And you jumped right in.
(broad imitation)
I'll drive him, Sarge, he's too distraught.

**SOLDIER 4**
(astonished)
Distraught? You said distraught?

They all laugh, Roy laughing with them.

**ROY**
Boy! You guys could've got in a lot of trouble.

**SOLDIER 3**
Nah. Old Sarge, he's slowing down.

**ROY**
I don't know. I wouldn't take a chance like that.
(looks at floor)
What's that?

They watch as he bends, picks up one die from the floor, holds it where they can all see it, his manner open, guileless.

**ROY (CONT'D)**
One of you fellows drop this?

**INT. TRAIN - DAY**

Myra walks down the aisle, demurely looking at no one.

**INT. BAR CAR - DAY**
Roy's getting to his feet, the soldiers protesting.

SOLDIER 2
You can't buy every round!

SOLDIER 3
Like our turn!

ROY
Tell you what. We'll roll for it.
Low number buys.

He hands the die to Soldier 2.

ROY
Go ahead. You roll for the four of you.

The soldiers are confused but agreeable, seeing this as some kind of fun.

SOLDIER 2
Here goes.

He tosses the die on the table.

SOLDIER 3
That's a four!

Roy picks up the die.

AN ANGLE close on Roy, his eyes glittering, his fist with the die shaking beside his head.

WIDE SHOT. Roy throws. They all look at the die. Roy spreads his hands; the good sport.

ROY
Told you I'd buy.

SOLDIER
It just doesn't seem fair, Tom.

ROY
Tell you what. Give me a chance to get even when I come back.

INT. TRAIN - DAY

Myra reaches the end of one car, starts through.

INT. BAR CAR - DAY

AN ANGLE on Myra about to enter. She stops, looking through the glass in the door.

Myra's POV: Roy and the soldiers rolling the die for money.
ECU, Myra, absorbed, watching.

Myra's POV: MOS through the glass. ECU, Roy's hand with the die. ECU, Roy's profile, his smile, his innocent distress when he wins. ECU, Roy's hand scoops money.

ECU, Myra, smiling, pleased.

**INT. DINER - NIGHT**

A brightly lit Hopperish place. Lilly sits alone in a booth eating a bowl of chili and reading a newspaper folded beside the bowl. A DRUNK with a great deal of faith in his own charm sits with a male FRIEND at the counter, drinking coffee. The drunk keeps looking toward Lilly, grinning, COMMENTING playfully to his friend, who's bored by it all. Lilly doesn't seem to be aware of him.

The drunk rises from his stool, turning toward Lilly, staggering slightly. His friend makes a small move to stop him, then shrugs and lets him go. The drunk makes his way to Lilly's table, leans on it.

**DRUNK**

Pretty woman like you shouldn't eat alone. Whadaya wanna eat alone for?

Lilly gives him a flat look.

**LILLY**

Go away.

She looks past him toward the WAITRESS behind the counter.

**LILLY (CONT'D)**

(calling)

Could I have some coffee, please?

**WAITRESS**

Right away.

**DRUNK**

We could have coffee together. My name's Kenny.

Lilly looks over at the drunk's friend, who pointedly ignores the situation.

**LILLY**

Your pal wants you.

The drunk could turn mean; his gesture brushing away the idea of his friend is stronger than necessary.

**DRUNK**

Let him find his own pretty woman.
The waitress arrives, with the coffee pot and a mug. She puts the mug on the table, pours coffee.

WAITRESS
This fellow bothering you, Ma'am?

LILLY
Yes.

WAITRESS
(to the drunk)
Why don't you go sit down?

DRUNK
I'll sit here. Move over.

The drunk wants to sit beside Lilly, who looks to the waitress to solve the problem, but the waitress stands there with the coffee pot, looking helpless. The drunk bends to slide onto the seat. Lilly, exasperated, rabbit punches him in the throat.

The drunk, astounded and in pain (and not breathing), staggers back, flailing, hitting the waitress's arm so that she slops coffee on him as his feet tangle and he falls heavily onto the floor.

Lilly, suddenly concerned, slides out of the booth.

LILLY
Oh! Are you all right?

She goes to one knee beside the drunk, who clutches his own throat with both hands, retching as he tries to inhale. Lilly looks up at the astonished waitress.

LILLY (CONT'D)
I shouldn't have hit him that hard.
I guess I don't know my own strength.

The drunk's friend arrives and helps Lilly get the drunk to his feet. The drunk is breathing now, but shaken. He looks at Lilly with reproachful eyes. His friend transfers his annoyance at the drunk to Lilly.

FRIEND
You didn't have to do that.

LILLY
(matter of fact)
I thought I did. You should take better care of your friend.

DRUNK
(mumbled)
Outta here.

The drunk and his friend head for the exit, as Lilly turns to the waitress.

**LILLY**
I'm sorry a lady can't eat in here without being bothered.

The waitress is apologetic, and also in awe of Lilly.

**WAITRESS**
It won't happen again, Ma'am, I promise. Dinner's on the house. More chili? Dessert? We have lovely pecan pie, my husband makes it himself.

**LILLY**
That sounds nice. Pecan pie. Thank you.

Lilly sits down as the waitress goes back behind the counter.

AN ANGLE on the waitress, as she puts down the coffee pot, brings out the pecan pie, prepares to slice it, pauses, looks with wonder toward Lilly.

**EXT. RESTAURANT - NIGHT**

The setting is a wide porch or lanai pretending to be a 19th century locale; a mix of western and antebellum south; the usual tourist confusion of histories. The effect is both romantic and false. Roy and Myra linger over wine, near the end of their meal. Roy's relaxed, happy, expansive. Myra's pleased but watchful, the bird watching the worm.

**ROY**
You were right, I had to get out of that hospital. Nothing wrong with me any more.

**MYRA**
(purring)
I'll sign that affidavit.

**ROY**
Great to get away, take it easy. Next week, I'll get back to work.

**MYRA**
You already went back to work.

**ROY**
(confused)
What?
MYRA
(indulgent smile)
I watched you. Working the tap on those soldier boys.

ROY
(elaborate innocence)
Working the what?

MYRA
Oh, come on, Roy.

She mimes rolling the die, slowly, showing how it will roll out of her hand just so, then speaks to him as though to a bright child.

MYRA
The tap. What you do for a living.

ROY
I'm a salesman.

MYRA
You're on the grift. Same as me.

ROY
(demonstrating patience)
Myra, I'm not following this.

MYRA
(demonstrating exasperation)
Roy, you're a short-con operator. And a good one, I think. Don't talk to me like I'm another square.

Roy leans back, studying her, thinking it over, makes up his mind.

ROY
You talk the lingo. What's your pitch?

MYRA
The long end. Big con.

ROY
(shaking his head)
Nobody does that single-o.

MYRA
I was teamed ten years with the best in the business. Cole Langley.

ROY
I've heard the name.
MYRA
It was beautiful. And getting better all the time.

ROY
(skeptical)
Is that right?

MYRA
(enthusiasm building)
It is, Roy! And now, right now, it's the perfect time, the best time since I've been in the game.

EXT. DESERTED DOWNTOWN - DAY
New skyscrapers are separated by blank fields or small older buildings. Almost no traffic. A white limo drives alone down the street.

MYRA (V.O.)
All over the southwest, you've got these businessmen, they were making money when everybody was making money, they think that means they're smart.

INT. LIMO - DAY
Myra, dressed expensively and fashionably, sits with GLOUCESTER HEBBING, a stocky businessman, sixtyish. Their manner suggests intimacy.

MYRA (V.O.)
And now they're hurting. Everything they had was because of oil.

EXT. NEW BUILDING - DAY
Glossy, but no people around. The limo stops, the mustached CHAUFFEUR hops out and holds the door as Myra and Hebbing emerge and cross to enter the building, Myra carrying an attache case.

MYRA (V.O.)
They still got money, but they need more money, and that's just the kind of guy Cole and me like.

INT. LIMO - DAY
The chauffeur gets back behind the wheel, adjusts the interior mirror so he can see himself, peels off his moustache, scratches his upper lip, refits the moustache more to his liking.

INT. ATRIUM - DAY
This building has a central atrium with corridors circling it, waist-high walls on the atrium side, glass-walled elevators rising up through the atrium. Myra and Hebbing are visible in an elevator coming up to a high floor. It stops and they exit, moving down the corridor.

**MYRA (V.O.)**
When the oil money was good, they put up all these office buildings, and now they're half empty.

**INT. OFFICE - DAY**

ECU, translucent glass in door with company name: COE, STARK, FELLOWES & ASSOCIATES, STOCK BROKERAGE - London - New York - Dallas - Los Angeles - Tokyo. CAMERA PANS to follow Myra and Hebbing as they enter the office.

AN ANGLE showing the well-furnished outer office, the attractive and competent RECEPTIONIST welcoming Myra as someone she knows, gesturing her through, Myra graciously accepting, moving on. Hebbing's impressed by everything, trying not to show it.

**MYRA (V.O.)**
They'll give you anything to move in; first two months free, redecoration, whatever you want.

AN ANGLE in a clerical office, four CLERKS at well-equipped desks with computer terminals, hard at work. Maps and clocks on the walls indicate the world. Myra and Hebbing pass through.

**MYRA (V.O.)**
They help you set up the store!

AN ANGLE in the PRIVATE SECRETARY'S office, she on the phone, nodding and smiling at Myra and waving her through. Myra leads the way, opening a door marked HENRY FELLOWES, Partner.

**MYRA (V.O.)**
I'm the roper, I go out and find them and bring them in. Cole ran the store, and he was the best.

**INT. COLE'S OFFICE - DAY**

Myra and Hebbing enter an office decorated with sleekly understated opulence; the view through large windows is of apparently-prosperous skyscrapers. Cole, a plausible rich businessman, happily greets Myra.

**COLE**
Mary Beth! As beautiful as ever.
He lifts a dubious eyebrow toward Hebbing.

**COLE**
(gentle disapproval)
I see you brought a friend.

As Mary Beth, Myra has a faint southern-belle accent and a clinging flirtatiousness.

**MYRA**
Mister Hebbing is my bodyguard, my strong right arm. Gloucester Hebbing, may I present my fine stockbroker, Henry Fellowes.

The men shake hands, Hebbing open and pleased and dignified, Cole clearly holding something back.

**COLE**
to Myra; gentle warning
Mary Beth, what we have here, uh...

**MYRA**
gaily innocent
Oh, I told Mister Hebbing all about it, how brilliant you are at making money for your special clients!

**COLE**
armed
Mary Beth, I hope you aren't spreading this good news too widely.

**MYRA**
Well, of course not! I know how dangerous this is. But I would trust Mister Hebbing with anything.
(to Hebbing; suggestive)
Wouldn't I, darling?

While Hebbing looks manly and flustered and pleased, Cole brings from under his desk a partially full gray canvas sack marked Federal Reserve Bank.

**COLE**
Well, I'll have to take your word for it, Mary Beth. Here's your money.

**MYRA**
ingnent avarice
Goody!

Myra opens her attache case on the desk. Cole takes banded stacks of bills from the sack, packs them neatly in the case. Hebbing tries not to look envious and impressed.
HEBBING'S POV: The top bill in each stack is a hundred.

PREVIOUS SHOT. Myra takes a stack, riffles it for Hebbing's benefit.

**MYRA**
Isn't that just beautiful?

**HEBBING**
Yes, it is.

Myra returns the stack to the case, talks to Cole.

**MYRA**
Henry, next time, couldn't Mister Hebbing --

**COLE**
(shocked)
Mary Beth! This has never been anything but --

**MYRA**
Oh, I know, I know, and you've been wonderful since I was widowed. But Mister Hebbing has--

(to Hebbing)
-- you don't mind my telling him, darling --

(to Cole)
-- suffered reverses. If he could...

She gestures vaguely, unable to describe the situation accurately. Hebbing fills in, bluff and hearty.

**HEBBING**
Top up the tanks, as it were. Until this little glitch in the oil economy comes to an end.

(man to man laugh)
Not that I understand exactly what you do, not from Mary Beth's explanation.

Cole broods, studying Hebbing, deciding at last to trust him.

**COLE**
Well. If Mary Beth vouches for you, and if she told you the story already...

**MYRA**
(girlish laugh)
So here we are!
COLE
(solemn)
Mister Hebbing, we are talking about breaking the law here, I want to be sure you understand that. No one gets hurt, but the law does get broken.

HEBBING
(a real sport; laughing)
Well, that's what the law's for, isn't it?

COLE
 stil serious)
And I don't just mean the SEC. We could have the FBI breathing down our necks.

HEBBING
(suddenly serious)
I certainly hope not.

COLE
Loose talk is the one thing I worry about.

HEBBING
I can keep my mouth shut, Mister Fellowes.

Describing the scheme, Cole becomes increasingly enthusiastic.

COLE
Okay, then. Sit down, sit down.

Hebbing sits on the sofa, Myra beside him, holding his arm in both of hers. Cole paces, describing.

COLE
The Tokyo Exchange is nine hours ahead of us, New York one hour behind. There isn't one hour of the day when both are open. Information moves, but it has to wait. Now, we have a young fellow working here -- Do you know what a hacker is, Mister Hebbing?

HEBBING
One of those computer geniuses, isn't it?

COLE
You're right! And this boy tapped into that main link between Tokyo
and the New York Stock Exchange. He can give us, when it's really useful, a seven second delay in that movement of information. Do you know what that means?

Hebbing doesn't want to admit ignorance.

**HEBBING**
Well, you've got your information ahead of New York, I see that.

**COLE**
Every once in a while, a major change comes through. We have seven seconds to take advantage, put our buy order, our sell order, into the computer in New York before the Tokyo data comes in.

**HEBBING**
Not much time.

**COLE**
We have to be ready. We have to have the money, and we have to know what the information means, and we have to move immediately.

**HEBBING**
(impressed)
Seven seconds. I don't see how you do it.

**COLE**
These machines -- They're in here.

Cole crosses to an inner door, pushes it partway open, looks back grinning with his hand on the knob.

**COLE**
Want a look?

**MYRA**
Oh, Henry, no, that's just boring.

**INT. BARE ROOM - DAY**

A bare dusty room. A ladder leans against a wall, a paint can on the floor beside it. Only Cole is visible in the open doorway. He speaks back into the main office.

**COLE**
Come take a look. An entire-suite of main-frame computer.
MYRA (O.S.)
We're not really interested, Henry.

INT. COLE'S OFFICE - DAY
Cole remains in the doorway, luring Hebbing with a smile.

COLE
It's quite a sight. You sure?

Cole's pushing this too far. Hebbing's thinking politeness requires him to look. Myra's nervous, her smile with an edge to it.

MYRA
Henry, don't try Mister Hebbing's patience. He knows what machines look like.

INT. BARE ROOM - DAY
Cole smiles at the empty room again, looks back.

COLE
Well, if you're sure.

He shuts the door.

ROY (V.O.)
Cole liked to take risks, huh?

EXT. RESTAURANT - NIGHT
Roy and Myra at the table.

MYRA
He didn't think they were risks. He was so good, Roy, he could just play with the mark.

ROY
And when he got serious?

MYRA
He'd explain he had to have cash, so there wouldn't be any paper trail for the SEC. And a lot of cash, or it wasn't worth while. The least we ever took was forty thousand, and the most was one hundred eighty-five thousand dollars! From one sucker!

ROY
I thought these people were broke.

MYRA
No, no, Roy, just cash poor. They had savings accounts, stocks to sell, houses to mortgage. Sell their wife's jewelry. Oh, they had a lot of money, when they put their minds to it. Or when I put their minds to it. I stayed with them, that's the roper's job, made them get up every penny they could raise, turn it all over to Cole.

ROY
And a month later, the sucker calls the cops and you're on the run.

MYRA
No no! He never calls the cops, not after we give him the blow-off.

ROY
Yeah? How?

INT. HOTEL ROOM - DAY

Myra puts a blood-filled four-inch-square plastic package into her bra on the left side, then puts on a white blouse.

MYRA (V.O.)
Three or four days after Cole got the money, he'd phone the sucker, tell him he'd made the move.

EXT. NEW BUILDING - DAY

Myra and Hebbing hurry across the sidewalk from the limo, each carrying an attache case.

MYRA (V.O.)
Our buy was in the computer, we were rich, he should come collect.

INT. COLE’S OFFICE - DAY

Myra and Hebbing enter, Cole meets them, all happy.

COLE
Here you are! Two rich people!

HEBBING
I must admit, Mister Fellowes, I had moments I was worried.

COLE
You brought a case? Good.

Cole brings out the canvas sack from under the desk, reaches
in, brings out a stack of bills. The door opens and two men in suits and topcoats and hats enter, one of them flashing a badge. (These are, altered, two of the clerks from before.)

MAN
Hold it right there!

COLE
(cool outrage)
What? This is a private office!

MAN
FBI! Stock fraud, tampering with Exchange communications --

Cole suddenly loses all control, becomes a gibbering wreck.

COLE
Oh, my God! No! The scandal!

The second man approaches Hebbing, pencil and notebook at the ready, manner cold and tough.

SECOND MAN
Your name?

HEBBING
My --? I don't I only --

COLE
(screams at Myra)
You! You and your goddamn big mouth!

KYRA
(terrified)
Henry, no, I --

COLE
Who did you tell? Who?

MYRA
Just one or two of the girls, just, they wouldn't --

Cole pulls a pistol from his desk drawer.

COLE
Don't move!

MAN
Mister Fellowes, that isn't going to do you any good. Put that down, and --

Cole ignores him, staring in frantic hatred at Myra.
COLE
You ruined me! You destroyed me!

MYRA
Henry, no!

Cole shoots her, the SOUND very loud, the men flinching away. Myra slaps her hand to her breast; blood spurts between her fingers. In terror, she turns toward Hebbing, who stares at the blood seeping down her white blouse. She tries to speak, can't. She reaches out, her bloody hand sliding down Hebbing's front without getting any purchase, leaving a swath of blood diagonally across his jacket, shirt and tie. She topples forward. Hebbing tries to hold her, but she slips to the floor.

Cole runs around the desk toward the door, waving the gun.

COLE
Get back! Get back!

The men warily move away from the door.

COLE
I'll kill the first one that follows me!

Cole runs from the room. The two men pull guns from hip holsters under their coat-tails. Hebbing, kneeling beside Myra, watches them approach the door, crouch, run through. Hebbing rises, looks around, runs to the inner door, finds it locked. He crosses to the main door, looks out, cautiously creeps from the room.

Myra sits up.

INT. OFFICE - DAY

Hebbing hurries through the empty secretary's office and out the other door. The two men enter from a different door and cross to re-enter Cole's office.

INT. ATRIUM - DAY

Cole stands behind a pillar, watching. Across the way, Hebbing comes out of the office, staring around, trying to wipe the blood from his clothes. In obvious panic, he runs to the elevator, presses the button.

AN ANGLE through the glass wall into the elevator as it stops. The doors open, Hebbing hurries in, frantically jabs the button. The elevator descends. CAMERA PANS to Cole coming around the corridor, entering the office.

INT. COLE'S OFFICE - DAY

General hilarity. The secretary, two men, other two clerks,
chauffeur and receptionist are all present, opening champagne, Hebbing's money now out of the sack and spread on the desk. Myra, stripped to the waist (unconcerned about the others present) cleans blood from her breasts with damp towels. He and Myra look at one another across the room, broadly smile.

**EXT. RESTAURANT - NIGHT**

Myra's very up, from reliving this story.

**MYRA**

Oh, Roy, it was great! We were rolling in dough, lived wherever we wanted, only pulled two or three scams a year.

**ROY**

What happened to Cole?

**MYRA**

(suddenly evasive)

He retired.

**ROY**

Where?

**MYRA**

Upstate.

**ROY**

Upstate where?

**MYRA**

Atascadero.

**ROY**

That's where they keep the criminally insane, isn't it?

Myra turns her face away.

**INT. HOTEL ROOM - DAY**

Expensive room. Cole, naked, expression haunted and crazed, sits cross-legged on the bed. Myra enters, happy, carrying dress shop boxes. She stops, shocked, when she sees Cole.

**MYRA**

No, baby. Not again.

He stares at the floor over the edge of the bed, like a shipwreck victim in a raft looking at the sea.

**COLE**

It's hollow. You'll fall through.
Myra drops the packages on a chair.

**MYRA**
Cole, it'll be all right. Honey?

**COLE**
(frightened but determined)
Can't move.

**MYRA**
It's just the strain again, the stress. We'll take a vacation.

**COLE**
It's all hollow. Nothing behind it.

She approaches him, scared but needing him.

**MYRA**
Cole, you scare me when this happens. One of these times...

She touches him. He suddenly lashes out, knocking her backward, glaring at her.

**COLE**
Demon! Demon! That's why you can walk on it! Demon!

**MYRA**
(heartbroken)
Oh, Cole, please. Please come out of it. What would I do without you?

Distracted, gone, unaware of her existence, he gazes around, hugs himself, sits staring at demons. She watches him, mournful, knowing he's gone.

**EXT. RESTAURANT - NIGHT**

Myra looks back at Roy. Her expression makes it clear she isn't going to tell him any more than she already has.

**MYRA**
He retired, and that's it. But I didn't. I'm still the best long-con roper you'll ever see.

Roy laughs, genuinely pleased by her and also tacitly letting his questions drop.

**ROY**
I just bet you are, too. And now you're trying to rope me.

**MYRA**
(pushing enthusiasm)
Join up with you! I watched you, Roy, I've been watching you, wondering if I should talk about this at all, or maybe just...
(shrug)

ROY
Take a hike, you mean?

MYRA
I need a partner, Roy. I need an inside man, and you're it. You could be as wonderful as Cole.

ROY
(dubious)
I don't know, Myra, I never had partners. I never needed them.

MYRA
Not to take soldiers for a hundred bucks. But how about taking a bank president for a hundred grand?

Roy doesn't like this; he's feeling pressured. Myra sees it, but believes she's got him anyway, so she can let up. She pats his hand.

MYRA
Think about it. Okay?

ROY
(easy to promise)
Sure.

INT. HOTEL CORRIDOR - NIGHT

A little drunk and happy, Roy and Myra come down the corridor together, then make it obvious they're going into separate rooms, across the corridor from one another.

MYRA
(coy, sexy)
See you later.

Roy complains, but half-heartedly, half humorously; this argument has already taken place.

ROY
I still don't see why we have to have separate rooms. You expect your father to come through?

MYRA
Separate bathrooms, darling. I will not lay out all my cosmetics for
you to knock over.

ROY
(nevertheless grumpy)
Things a man isn't supposed to know.

MYRA
(soothing)
You don't mind, really, do you, Roy? It's been such a wonderful evening, I guess I just wore myself out.

ROY
Sure. I'm pretty tired myself.

They unlock the opposing doors, look back at one another. Myra's smile and good-night wave are consciously cute. Roy's response is a little forced. They go into their rooms.

INT. HOTEL ROOM - NIGHT

Once he's alone, Roy stops trying to look like a good sport. Disgusted, he tosses the room key onto the dresser, then crosses to sliding glass doors closed in front of a balcony. He's about to close the drapes when he looks out, changes his mind, unlocks and opens the door. He steps outside.

EXT. BALCONY - NIGHT

A high floor, with a wide view of ocean and starry sky. Roy leans on the rail, looking out, thinking. He mutters to himself.

ROY
Long con. I'm the one's been conned. Who needs this?

He continues to stand there, taking some solace from the night. BEAT. Phone RINGS. Confused, irritated, he turns to look into the room. Phone RINGS. At last, he goes back into the room.

INT. HOTEL ROOM - NIGHT

Roy crosses to pick up the phone, grumpy and suspicious.

ROY
Yeah?

MYRA (V.O.)
(filtered)
Open your door.

ROY
What?
(grins; gets it)

What for?

MYRA (V.O.)
(filtered)
Open it and find out.

Roy hangs up and crosses to the door.

AN ANGLE directly at the door as Roy opens it, showing Myra's door open across the way, Myra standing in her doorway naked. She waves at him to move over.

MYRA (CONT'D)
Gangway!

Roy steps back, holding his door open.

INT. HOTEL CORRIDOR - NIGHT

AN ANGLE down the hall as Myra skips across from her room to Roy's, her door slamming behind her.

INT. HOTEL ROOM - NIGHT

Myra runs in, giggling. Roy shuts the door, laughing at her.

MYRA
(coquettish)
I hope you don't mind, sir. I just washed my clothes, and I couldn't do a thing with them.

Roy's pleased, but at a loss.

ROY
You -- I don't know.

MYRA
(sudden burst of laughter)
)
If you could have seen your face when I told you good night! You looked so, so... Ah!

ROY
Oh, come here.

They embrace.

INT. MOTEL ROOM - DAY

A clean anonymous Holiday Inn. Lilly, dressed for the track, sits at the round table under the swag light, sorting through her business purse. There's a folded newspaper on the table. KNOCK on the door. She's startled. For just a second, she's like a trapped animal. Then she's calm again. She turns the
purse around, opens another zipper section, removes a pistol and a silencer, quickly screws the silencer onto the pistol, lays the pistol on the table and covers it with the newspaper. Then she crosses to open the door.

AN ANGLE to include Roy in the doorway, grinning, easy. Lilly's surprised, pleased, but wary.

LILLY
Roy! What are you doing in San Diego?

ROY
(entering)
Myra and me come down to LaJolla for the weekend.

Lilly makes a face, but no comment, at Myra's name, as she closes the door.

LILLY
If you come out to the track, don't know me.

ROY
We won't hit the track. The beach. Couple a nice restaurants.

He takes from his pockets the wads of money held removed from the clown pictures, extends them toward her.

LILLY
What's that?

ROY
Four grand. For the hospital. Is that enough?

LILLY
(distressed)
Roy, I don't want money from you.

ROY
I pay my debts.

LILLY
(level skeptical look)
You do?

Since she won't take the money, he turns to put it on the table beside her purse, pushing the newspaper out of the way, revealing the gun. He gives it a surprised smile.

ROY
Expecting visitors?

LILLY
No. That was the point.

She crosses to unscrew the silencer and put both pieces back in her purse. Roy, watching, points at the still angry burn on her hand.

ROY

You ought to put a bandage on that.

LILLY

No can do. Have to dip in and out of my bag too much. Besides, it'll heal in the air.

Disdainful and hurt, she pushes at the wads of money.

LILLY (CONT'D)

Roy, take that back.

His own hostility shows through.

ROY

No.

She's not used to being vulnerable, can neither hide it nor really express it; can't use it as a tactic.

LILLY

I thought... I was hoping we could play it straight with one another.

ROY

I guess not. You'll be heading east from here, huh?

LILLY

(dull)

After the meet. Back to Baltimore.

ROY

Well... nice to see you again, Lilly.

LILLY

You, too, Roy.

Roy finds this parting unsatisfactory, but has nothing to add. With a shrug, he leaves. Lilly looks after him, her expression becoming resentful, dully angry.

LILLY

Prick.

EXT. HOLIDAY INN - DAY

Myra sits in the back seat of a taxi parked across the street from the motel. The door to Lilly's room is visible in b.g.
Roy walks toward the street from Lilly's room.

**DRIVER**
Here he comes.

**MYRA**
I see him.

Reaching the sidewalk, Roy turns to an empty cab parked on that side of the street, in front of the motel. Myra's driver shifts into gear.

**MYRA (CONT'D)**
Wait. Hold it.

**DRIVER**
That's the guy we're following.

**MYRA**
Just wait.

Roy enters the other cab, which drives away, as Lilly comes out of her room in b.g.

**MYRA (CONT'D)**
Ah.

Lilly gets into her Chrysler, backs away from the slot, drives to the street.

**MYRA (CONT'D)**
Now we follow her.

**DRIVER**
You're the boss.

AN ANGLE on the two vehicles, as they leave the motel.

**EXT. DELMAR - DAY**

Where the surf meets the turf. Over the punters' heads, out beyond the track, spreads the Pacific Ocean, unnoticed, ignored. In every shot in this sequence, the ocean is visible but not looked at.

AN ANGLE on Lilly, with her heavy shoulderbag, moving along empty tables, here and there picking up used tickets.

AN ANGLE on Myra, on a different level, watching Lilly.

AN ANGLE on Lilly at the betting windows.

AN ANGLE on Myra, on a high vantage point in the stands. A MAN near her watches the field through binoculars. Myra ASKS if she can borrow them for a minute. Men are always happy to do Myra favors; the man gives her the binoculars. She looks at the field briefly, then turns and looks through the
binoculars the other way, outside the track. The man, surprised, looks the same way.

MAN'S POV: The parking area.

PREVIOUS SHOT. The man looks in curiosity at Myra, who concentrates, adjusting the focus.

MYRA'S POV: Foreshortened through the binoculars, Lilly opens the Chrysler's trunk, stashes money.

PREVIOUS SHOT. Myra smiles, turns it into a sweet thank-you smile as she returns the binoculars to their owner.

EXT. HOTEL POOL - DAY

Roy dives into the pool, swims underwater to the ladder, climbs out near a YOUNG BLONDE on a chaise longue, who's been admiring him.

BLONDE
You stay down real good.

ROY
One of my talents.

BLONDE
(pointing upward)
Your mother's calling.

Roy looks up.

AN ANGLE to show Myra waving from her balcony, four flights up.

PREVIOUS SHOT. Roy's at first surprised, then amused by the blonde.

ROY
Naughty.

He gathers up his towel and heads for the building.

INT. BATHROOM - DAY

Roy stands in heavy spray in the shower, half asleep, gently touching his stomach where the bruise used to be. KNOCK on door. He ignores it.

MYRA (O.S.)
Roy! You drown in there?

He rouses himself.

ROY
Be right out!
INT. HOTEL ROOM - DAY

Myra moves away from the bathroom door. She's in a bad mood. She paces back and forth, out onto the balcony, then back into the room as Roy comes out of the bathroom wearing a towel.

ROY
You were gone for a while.

MYRA
(casual)
I went out to Delmar.

ROY
(suddenly wary)
The track? Did you run into Lilly?

MYRA
I saw her.

ROY
She didn't see you, in other words.

MYRA
I'm not trying to make trouble, Roy. It's just, she's always so nasty to me, I thought, who is she to be so high and mighty. I saw her out there, and I called a friend of mine in Baltimore, so now I know who she is.

ROY
(dry)
You must have some very knowledgeable friends.

MYRA
I'm well connected, Roy, Cole introduced me to a lot of people. Very valuable. Valuable for us.

ROY
Running your broker scam, you mean.

MYRA
(enthusiastic)
You and me, Roy. What a team we'll make. We think alike; we get along together. Once or twice a year we take some slob, the rest of the time we live like this. You won't regret this, Roy.

ROY
Regret what? I didn't say I was coming aboard.

MYRA
But why not? I thought it was settled. What's holding you back?

ROY
Come on, Myra, don't talk business here. This is time out.

She considers him.

MYRA
You mean, it would be too tough to give me a turndown here. Easier on home grounds.

ROY
(shrug)
Yes or no. They're both easier at home. Okay?

Myra makes a visible effort to be accommodating.

MYRA
Whatever you say, darling.

INT. KAGGS' OFFICE - DAY

Kaggs sits at his computer terminal, bringing up data, not pleased by what he sees. Buzzer SOUNDS. He swivels to the desk, presses the intercom button.

KAGGS
Yeah?

RECEPTIONIST (V.O.)
Roy Dillon, Mr. Kaggs.

KAGGS
Good! Send him in.

With a now-we're-getting-somewhere manner, Kaggs turns back to the VDT, punches up a different set of data, sits looking at it in gloomy satisfaction. Roy enters, and Kaggs rises, extending his hand across the desk. They shake hands.

KAGGS
Good to have you back, Roy. I was just looking at --

ROY
Mr. Kaggs, I'm sorry.

KAGGS
(keen)
You're turning me down? Makes no sense, Roy.

ROY
I guess I'm just not a leader of men.

KAGGS
Oh, come on, Roy.

ROY
The truth is, Mr. Kaggs --

KAGGS
Perk, remember?

ROY
Okay, fine. Perk, the truth is, I like things the way they are now. Pick my own hours, have time for, uh, other activities...

KAGGS
A well-rounded life. I respect that. But it has to have a center, Roy, something you care about, something you can think about.

ROY
Maybe I'm just not ready for that yet.

KAGGS
(deep sigh)
Well, Roy, if that's the way you feel, I won't badger you.
(forced laugh)
Don't want to lose you as a salesman, too.

ROY
Oh, I'd like to stay on. Just keep everything the way it was.

KAGGS
That's what we'll do, then. But I tell you what, Roy. Before I hire anybody else, I'll ask you one last time. Fair enough?

ROY
Fair enough.

They shake hands.

INT. LIVING ROOM - DAY
Roy's room. He has one of the clown pictures face down on the coffee table. He takes money from his jacket pockets, crams it into the space, which is now just about full. As he's tightening the wing nuts closing the back, doorbell RINGS. He hurries, finishing the job, hanging the picture on the wall, then crossing to open the door. Myra enters, ebullient.

**MYRA**
Darling, guess what? I had to tell you right away.

She gives him an enthusiastic kiss, then marches into the living room.

**ROY**
(grinning)
And hello to you, too.

**MYRA**
I called a fellow I know in Tulsa, the one who plays my chauffeur. There's a sucker there he says is made for us. And a boroker that just shut down, we can use their office, not change a thing! Now, I can scrape up ten grand without much trouble. That leaves fifteen or twenty for your end. We could start this weekend, get the sucker into position --

**ROY**
Wait a minute! When did this happen, that we're partners?

**MYRA**
(bewildered)
What?

**ROY**
The last I looked, we were just talking things over.

**MYRA**
But the setup's there. It's there now.

**ROY**
I don't think I need it.

**MYRA**
You're too good for the small-time, Roy. Move up to where there's big dough to be made, and you don't have to stick your neck out every day.
ROY
Maybe I like it where I am.

Myra's need breaks through her good sense.

MYRA
Well, maybe I don't! I had ten good years with Cole, and I want them back! I gotta have a partner! I looked and I looked and believe me, brother, I kissed a lot of fucking frogs, and you're my prince!

Roy tries to treat this lightly.

ROY
Don't I get any say in this?

MYRA
No! Because I --

ROY
(pointing at her)
That's what I say.

MYRA
(thrown off course)
What?

ROY
What I say is, no. We don't do partners.

MYRA (CONT'D)
(raging)
For Christ's sake, why not?

ROY
Mostly, because you scare the shit out of me. I've seen people like you before, baby. Double-tough and sharp as they come, and you get what you want or else. But you don't make it work forever.

MYRA
Bullshit!

ROY
No; history. Sooner or later, the lightning hits. I don't want to be around when it hits you.

She stares at him, trying to find a chink in the armor, trying to find a reason, trying to find something.

MYRA
What is it? What's going on?

ROY
I'm happy the way I am.

MYRA
By God, it's your mother. It's Lilly.

ROY
(doesn't get it)
What?

MYRA
Sure it is. That's why you act so funny around each other.

He frowns at her, not believing he understands her right.

ROY
What's that?

MYRA
Don't act so goddamned innocent! You and your own mother, gah! You like to go back where you been, huh?

He takes a step toward her, rising toward fury.

ROY
You watch that mouth.

MYRA
I'm wise to you, I should have seen it before, you rotten son of a bitch. How is it, huh? How do you like --

He slaps her openhanded but hard, and she staggers back. He pursues her.

ROY
How do you like this?

He slaps her as hard with the other hand. Astonished, frightened, befuddled, she backpedals, bringing her forearms up to protect her face. He grabs her two wrists in one hand, holds them out of the way, slaps herforehand and backhand, forehand and backhand.

MYRA
STOP!!

He suddenly gets control of himself, releases her, steps back into the middle of the room. He's angry, but also remorseful, sorry he lost control but still enraged at the enormity of
her suggestion.

ROY
That's not like me. I don't do violence.

She cowers against the wall, peering in terror at him through her raised arms. He settles down, becomes heavily calm.

ROY
That's why we wouldn't work together. You're disgusting. Your mind's so filthy, it's hard even to look at you.

He crosses to the apartment door, pulls it open. Sunlight pours in.

ROY
Goodbye, Myra.

She lowers her arms slowly, as though her whole body aches. She's still scared, but angry now, too. She'd like to tell him off, but discretion tells her not to. She moves across the room toward the open door, but stops, not wanting to be that close to him. Understanding, he backs away from the doorway, gestures with cold irony for her to proceed. She moves to the threshold, looks back at him.

MYRA
And you don't even know it.

Angry again, Roy steps forward. She hastily steps outside, and he slams the door.

EXT. ROY'S APARTMENT - DAY

Myra moves slowly along the balcony, muttering to herself.

MYRA
Mama. It's Mama. She's the one.

She stops, holding the balcony rail, looking out at the city.

MYRA
You'll get yours, Mama. Oh, yes.

INT. MOTEL ROOM - DAY

Lilly's room; empty. Phone RINGS. Lilly enters, tired, with her shoulderbag; the end of her work day. Phone RINGS. She frowns at it, expecting nothing good, then drops the shoulderbag on the bed, crosses, answers.

LILLY
Yes?
A sudden smile doesn't entirely hide the wariness.

**LILLY**
Roy! An unexpected pleasure.

**INT. LIVING ROOM - DAY**

Roy, troubled, paces while talking on the phone.

**ROY**
Lilly, I've got a couple things to think about. Well, kind of job offers, kind of. Different ways to go. I'd kind of like to talk them out, you know? Maybe just hear myself talk.

**INT. MOTEL ROOM - DAY**

Lilly's delighted, but can't trust this moment more than any other.

**LILLY**
Well, sure, Roy. You want me to drive up --? Okay, fine, come on down.

(kidding)
It won't be a home-cooked meal, you know.

**TNT. LIVING ROOM, DAY**

**ROY**
(kidding)
Well, that's good news.

He hangs up, but he's nervous, still uncertain, pacing.

**ROY**
Well? Who's a boy gonna talk to, if not his mother?

The sound of the question makes him laugh.

**EXT. MOTEL - DAY**

Myra's Cadillac eases to a stop across the street, where she earlier waited in the cab.

AN ANGLE through the windshield at Myra, settling down to wait, looking at the motel.

**INT. MOTEL ROOM - NIGHT**

Lilly comes out of the bathroom, putting her lipstick away in a small purse. She's dressed carefully for tonight; upscale
and respectable, without being stodgy. She crosses to the window -- night view outside -- and as she pulls the drapes shut the phone RINGS. She looks at it in disappointment, crosses to answer.

LILLY
(expectating rejection)
Roy?

INT. OFFICE - NIGHT

Irv the accountant's office in Baltimore. He looks secretive and scared, talks in a hush.

IRV
Lilly, listen, it's Irv. You were always decent with me, I'm taking a hell of a chance here. Somebody blew you out with Bobo. The car full of money. He's -- Lilly?

INT. MOTEL ROOM - NIGHT

Empty. The phone receiver dangles off the table on its cord. The door finishes closing.

EXT. MOTEL - NIGHT

Lilly's Chrysler jounces out to the street, moving too fast, making the turn, racing away. CAMERA PANS to Myra's Cadillac, pulling away from the curb, following. CAMERA HOLDS with the two cars receding in b.g.

INT. HONDA - NIGHT

Roy drives down a San Diego street, is stopped by a red light, looks at his watch. He's late.

ROY
Damn.

INT. MOTEL ROOM - NIGHT

Empty; as before. The door opens and the two thugs we saw earlier with Bobo enter, one putting a thick ring of keys away in his jacket pocket. They close the door, look around the room. One goes to the closet, opens it, looks at the clothing inside, while the other goes into the bathroom. The first crosses to the dresser, pulls open a drawer full of clothing. The second comes out of the bathroom. They look at one another. The guy from the bathroom shakes his head. The other one points at the dangling phone, speaks.

THUG
Somebody spooked her.
SECOND THUG
White Chrysler.

THUG
Full of cash.

They leave the room.

EXT. MOTEL - NIGHT

Roy walks toward Lilly's room as the two thugs pass him, on their way out. Roy knocks on Lilly's door, waits, knocks again. He tries to look through a crack in the drapes into the room, then turns to look at the empty place where Lilly's Chrysler had been. He shakes his head, knocks once more, looks at his watch, turns away.

ROY
(disgusted)
Thanks a lot, Lilly.

He walks off.

EXT. ARIZONA MOTEL - NIGHT

Lilly's white Chrysler pulls off the road into the front parking area of a new small motel. The car brakes to a stop.

AN ANGLE from the road as Myra's blue Cadillac drives slowly by, while, in b.g., Lilly gets out of the Chrysler, moving as though she's stiff and tired. Lilly enters the motel office.

INT. MOTEL OFFICE - NIGHT

The CLERK, an elderly woman, turns away from a small TV set when Lilly enters.

CLERK
Evening. Welcome to Phoenix.

LILLY
Good evening. I'd like a single for tonight.

CLERK
Oh, everything's the same size, same price.

The clerk extends a registration card and pen to Lilly, who takes them but doesn't yet start to write.

LILLY
I'm a very light sleeper, traffic noise keeps me wide awake all night.
CLERK
(sympathetic)
Those trucks. I know exactly what you mean.

LILLY
Do you have something around back, facing away from the road?

The clerk turns to consider the key rack.

CLERK
I'll put you in one thirty-one. Very quiet. Faces the desert.

LILLY
Sounds perfect. I can park my car back there?

CLERK
Right in front of the room.

LILLY
Fine.

She starts to fill in the registration card.

LILLY
And I'll want to leave an early wake-up call.

CLERK
No problem. My husband gets up the crack of dawn.
   (confidential)
   It's his kidneys.

EXT. ROAD - NIGHT

Motel in b.g. The blue Cadillac, having turned around and come back, pulls off onto the shoulder of the road about fifty yards short of the motel.

INT. CADILLAC - NIGHT

Over Myra's shoulder as she watches, through the windshield, the Chrysler parked in front of the motel. Lilly comes out of the office over there, gets into the Chrysler, backs it up, drives it out of sight past the motel. Myra puts the Cadillac in gear.

INT. ROOM 131 - NIGHT

A clean anonymous motel room, with two beds. Lilly enters, very weary, puts her shoulderbag on one of the beds, goes back outside and leaves the door open. She has backed the Chrysler into its spot just outside her room, so its trunk is
visible through the open doorway.

**EXT. ARIZONA MOTEL - NIGHT**

AN ANGLE on Lilly as she opens the rear door of the Chrysler and leans in.

**INT. CHRYSLER - NIGHT**

Lilly wrestles the rear seat out of position, reaches down into the space under and behind it, and brings out a soft cloth overnight bag. It seems not too full but fairly heavy. She puts the bag on the ground outside the car and then pushes and prods the seat back into position.

**EXT. ARIZONA MOTEL - NIGHT**

Lilly shuts the car door, picks up the bag, and enters her room, shutting the door behind her.

**INT. MOTEL OFFICE - NIGHT**

Myra enters. The clerk looks at her in surprise.

**CLERK**

Something wrong?

(embarrassed)

I'm sorry. I thought you were the other lady.

**MYRA**

No. I'm me.

**INT. ROOM 231 - NIGHT**

Lilly puts the bag on the bed with her shoulderbag. She opens the overnight bag, takes from it a blond wig, a pair of horn rim glasses and a passport. From her shoulderbag she takes the pistol and silencer. She attaches the silencer to the pistol and puts the pistol under the pillow of the other bed.

**INT. MOTEL OFFICE - NIGHT**

Myra's checking in. She fills in the registration card while the clerk considers her key rack.

**CLERK**

I'll give you one oh seven. That's a very nice room, very handy, in the front, right by the pool.

**MYRA**

Oh, don't you have something around back, where it's quieter?

The clerk sighs, looks at the key she'd taken from the rack, reluctantly goes back to consider the situation again.
CLERK
Everybody wants the back tonight.

MYRA
I guess everybody wants privacy.

INT. ROOM 131 - NIGHT

Lilly, in nightgown, yawning, comes out of the bathroom, switching off its light. The shoulderbag and overnight bag and overnight bag's contents are still on one bed. Lilly gets into the other, switches off the light.

INT. ROOM 119 - NIGHT

Virtually identical to Room 131. Myra enters, lugging a suitcase, and shuts the door behind herself. She puts the suitcase on one of the beds, opens it, paws through it, and brings out slippers, nightgown and robe. Briskly, she strips and puts on the nightgown, the slippers and the robe.

Back into the suitcase, she brings out a small snubnose pistol which she puts in the pocket of her robe. Next out of the suitcase is a large ring of keys.

Sitting on the other bed, she compares her room key with keys on the ring, takes three keys from the ring, and puts them in her robe pocket along with the room key.

Getting to her feet, she crosses to the dresser, picks up the ice bucket, and leaves the room, closing the door behind herself.

EXT. ROOM 131 - NIGHT

CU, the door, with its number. CAMERA PANS to pick up Myra approaching. She stops at room 132, looks at the Chrysler, smiles at it in proprietary fashion, and pats the Chrysler on the trunk.

Then she turns to the room. She takes the keys from her pocket, looks around to be sure she's alone, and bends over the lock.

INT. ROOM 131 - NIGHT

In very dim light, Myra enters the room, closes the door, moves toward the beds. CAMERA PANS with her. Keeping her eyes on the sleeping form of Lilly, she puts the empty ice bucket on the empty bed, then moves closer to Lilly. CAMERA PANS in, moving forward as Myra's arms move forward, moving to CU on Lilly as Myra's hands (remaining IN FRAME) move forward and down. Her hands abruptly clamp on Lilly's throat. QUICK CUT.

EXT. PHOENIX AIRPORT - DAY
ESTABLISHING SHOT. A plane lands.

INT. PHOENIX AIRPORT - DAY

Roy, looking stunned, is among the deplaning passengers spreading out across the terminal. He's met by PIERSON, a plainclothes detective, and a uniformed COP.

PIERSON
Roy Dillon?

ROY
Yes?

PIERSON
Lieutenant Pierson, Phoenix police. I have a car here.

ROY
Thank you.

INT. POLICE CAR - DAY


PIERSON
I realize this is a shock.

ROY
Well, mostly, I don't believe it.

PIERSON
That's natural.

ROY
No. I mean, I don't believe it. Lilly is not a suicide. I know my mother, nothing would make her check out.

PIERSON
I'm sorry, it was her all right. Her gun, even.

ROY
Gun?

PIERSON
I grant you, it's a little odd, shoot yourself with a gun with a silencer on it, but it was hers, all right. It really is your mother, Mister Dillon.

ROY
It may be Lilly, but it isn't suicide.
PIERSON
(interested)
Do you have any particular reason to say that?

ROY
My mother... Well, I guess it doesn't matter now. She worked for gamblers. She always knew they might turn on her some day.

PIERSON
(thoughtful)
A hit, you mean. Honestly, it doesn't have that feel to it, but I'll certainly consider the possibility. Thank you for telling me.

The car stops.

ROY
Not that it matters.
(looks out)
This is the morgue?

PIERSON
You up to it now?

ROY
Sure. Let's get it over.

PIERSON
One thing I have to caution you about. A gunshot wound...

ROY
(impatient)
Yes, I know, I know.

PIERSON
(reluctant)
Well, uh, you know, she ate the gun.

ROY
(not understanding)
What?

PIERSON
I'm sorry, that's an unfortunate phrase, it slipped out, I'm, to tell you the truth, Mr. Dillon, this isn't an everyday occurrence around here.
ROY
(low; getting it)
Ate the gun. Oh.

PIERSON
Someone who knows her well could still identify her, that's not the problem. It's just there's, uh, it's likely to be a shock.

ROY
(opening the door)
Well, let's get the shock over with.

INT. MORGUE VIEWING ROOM - DAY
A bare bright room with tiled walls, a few plastic chairs, an ordinary office door on one side and wide hospital swinging doors on the other. Pierson and Roy stand watching.

ROY
Not many laughs in this room, eh?

PIERSON
Not many.

The swinging doors open and an ATTENDANT wheels in a gurney containing a body covered by a sheet. Roy braces himself. The attendant pulls the sheet away from the face.

PIERSON (CONT'D)
(to the attendant)
Remove that. We'll want a full, uh, identification.

The attendant removes the sheet. The body wears a nightgown.

AN ANGLE on Roy, swallowing bile, as he forces himself to move forward and look down at the face. He immediately looks away again.

ROY
Oh, Jesus.

PIERSON
No question, huh?

ROY
No, its -- Why did she--?

He forces himself to look at the body again, his own face full of the unanswerable question. He looks her up and down, then his eyes stop. He focuses on something, a look of surprise coming into his eyes.

Roy's POV: CU, the body's hands, crossed over the stomach,
the wrists crossed, the palms down, the clear backs of both hands visible.

CU, Roy. He knows. Sharpness comes back into his expression.

PIERSON (O.S.)
That's that, then.

ROY
(starting to grin)
Oh, yeah. That's that.

TWO SHOT, Roy and Pierson. Pierson wants to leave, but Roy stands over the gurney. He chuckles. Pierson looks at him, surprised and appalled. Roy ignores him.

ROY (CONT'D)
(laughing quietly)
Mom.

QUICK CUT.

EXT. DESERT HIGHWAY - DAY

MONTAGE. Myra's baby blue Cadillac drives, at extreme high speed, alone on the highway.

EXT. MADERO APARTMENTS - NIGHT

Myra's Cadillac drives slowly past, comes to a stop at the curb half a block away.

INT. CADILLAC - NIGHT

AN ANGLE through the windshield at the driver, a woman, deeply weary. Her forearms are crossed on top of the steering wheel, her brow resting on the forearms. The burn on the back of her right hand is visible in illumination from a nearby streetlight. Traffic goes by. BEAT. Lilly lifts her head, looking out at the night. She's very tired, but determined.

AN ANGLE beside Lilly, inside the car. From the seat beside her she picks up Myra's large dangly earrings and fixes them in place. Then she puts on Myra's big-lensed dark sunglasses. (She's wearing the clothes Myra wore when checking into the motel.) Lilly checks her appearance in the rearview mirror, then gets out of the car.

INT. MADERO LOBBY - NIGHT

AN ANGLE on Simms at the desk, talking to a TELEPHONE REPAIRMAN steadily at work fixing the switchboard.

SIMMS
The last modern thing I liked was
the miniskirt. Your technology, now, nobody understands it, and
that's the simple fact of the situation.

Lilly enters in b.g., crosses to the elevator, presses the button. Simms waves to her.

**SIMMS**
(calling)
Evening, Mizz Langley!

The elevator door opens, Lilly boards and presses the button. The elevator door closes.

**SIMMS**
New things come in here all the time, how do they work? You can ask your Ph.Ds, your highly educated, intelligent, professional people, you can say to them, how does that work, and you know what they'll tell you? You plug it in. And that's the way the donut dunks.

**EXT. MADERO APARTMENTS BALCONY - NIGHT**

The balcony leading to Roy's apartment. It's illuminated by a light next to the public door from the interior hall. AN ANGLE on that door as Lilly cautiously opens it, looks out and around while remaining mostly behind the door, then focuses on the light. She reaches out and unscrews the bulb. **GO TO BLACK.**

**INT. LIVING ROOM - NIGHT**

Roy's place. Dark. SOUNDS of lock being picked. The door opens, showing only blackness outside, Lilly enters and shuts the door, then switches on the main light.

Ah ANGLE on Lilly, in the middle of the room, distractedly biting her thumbnail as she looks around, calculating. She looks directly at something.

Lilly's **POV**: One of the box-framed pictures hanging on the wall.

PREVIOUS SHOT. Lilly, making up her mind, crosses to the picture and takes it off the wall. She finds it surprisingly heavy. She carries it to the coffee table, puts it down there on its back, sits on the sofa.

AN ANGLE on Lilly studying the picture. She raps her knuckle against the sides, looks to see if the front or sides open someway, and finally turns the picture over, laying it face down on the coffee table. She sees how to remove the back, lifts it off, and looks at the stacks of money lying in there.
CU, Lilly, almost fainting with relief.

WIDE SHOT. Lilly looks at the other picture, looks again at the money, comes to a conclusion. She rises and leaves the room, deeper into the apartment.

INT. BEDROOM - NIGHT

Lilly switches on the light as she enters the room. She looks around, crosses to the closet, goes through the stuff in there, finds an old attaché case on the shelf. She brings it out, puts it on the bed, opens it. Inside are a few decks of cards and a paperback book. She tosses them onto the bed, checks the case, finds that one of the clasps works but the other doesn't. One is good enough. She carries the attaché case out of the room, leaving the light on.

INT. LIVING ROOM - NIGHT

Lilly enters, puts the case on the coffee table beside the picture, scoops the money out of the picture and puts it in the case. Then she unceremoniously dumps the picture on the floor.

Lilly takes the second picture from the wall, puts it face down on the coffee table, opens the back, transfers the money to the case. She closes the case, attaches the one clasp that works, picks up the case.

ROY (O.S.)
Hello, Lilly.

TWO SHOT, as Lilly whirls around, terrified and then relieved. Roy stands in the open apartment doorway, blackness behind him.

LILLY
Oh! Roy! You scared me.

Roy enters the room and shuts the door.

ROY
Going somewhere?

LILLY
Somewhere else, that's for sure.

ROY
I just came back from Phoenix.

LILLY
(anxious)
Oh, yeah? Is the frame holding?

ROY
Looks very solid, Lilly. Sit down. Take a minute, tell me about it.
LILLY
I've really got to --

ROY
You're dead, Lilly, it worked.

LILLY
Not for long. Not when they do a fingerprint check.

ROY
Why should they? The cops are satisfied.

LILLY
Bobo won't be. He'll spend the money to make sure.

ROY
Even so. You still got time. Relax a minute, tell me what happened. Sit down.

He gestures at the sofa. Lilly's holding the attache case. The gutted pictures are lying around, one on the coffee table and one on the floor. She looks around at everything, awkward and embarrassed. But Roy hasn't said anything. And he's between her and the door.

LILLY
Just for a minute.

She backs up, sits on the sofa, puts the case on her lap. Roy pulls a chair over so it's directly between Lilly and the door. He sits, looking at her with polite interest.

ROY
Myra followed you, huh?

LILLY
She must have been the one that blew me off with Bobo. I guess to get me running. Did you tell her about my stash?

ROY
(isn't worth discussing)
No.

LILLY
No, you wouldn't. That's what she was after, though. But why hit on me?

ROY
I wouldn't go in on a deal with
her. She blamed you for it.

LILLY
(a shaky laugh)
As though you do what I say.

ROY
(cold grin)
That's pretty funny, all right.
What happened in Phoenix?

Remembered emotion makes Lilly talk in little fast clusters of words.

LILLY
Roy, it was terrible. You read about people killing people and all that, but when it happens, my God.

EXT. ARIZONA MOTEL - NIGHT

Myra, in nightgown, carrying the ice bucket, approaches Room 131.

LILLY
She was in her nightgown, you know, the old grifter's dodge, nightgown and the Ice bucket and she just got into the wrong room by mistake.

INT. ROOM 131 - NIGHT

CU, Lilly asleep. Very dim light. The shadows shift on her face as Myra OUT OF FRAME approaches. Myra's hands ENTER FRAME, abruptly clamp on Lilly's throat. Lilly's eyes pop open wide, staring, her mouth stretches open. Myra's arms are locked straight, pressing her weight down onto her hands squeezing Lilly's throat. Lilly clutches at Myra's fingers, tries to reach Myra's face, twists and squirms, then suddenly lifts her arm up and behind her head, hand dipping under the pillow, coming out with the silenced gun, pushing the gun upward, straight-arm, the gun moving up OUT OF FRAME. SOUND of shot. Blood sprays Lilly's face. Myra's body drops down onto her, at an angle, so we can still see Lilly's horrified face over Myra's shoulder as Lilly gasps for breath.

INT. LIVING ROOM - NIGHT

Lilly stares across the room, breathing hard, reliving the experience.

LILLY
I sat in there with her, I thought, what do I do now? Run and I've got Bobo and the law after me. Stay, and how do I explain?
ROY
This way's perfect.

Lilly sits back, showing that relief again.

LILLY
It is, isn't it? And maybe it's a
break for me after all.
I've been wanting out of the racket
for years, and now I'm out. I can
make a clean start, and --

ROY
You've already made a start.
Doesn't look that clean, though.

Here's the awkwardness. Lilly looks guilty and embarrassed.

LILLY
I'm sorry. I hated to take your
money, but --

ROY
Don't be sorry. You're not taking
it.

Lilly reacts as though he's slapped her. But then she gets
her determination back. She splays out both hands, palm down,
on the attache case on her lap.

LILLY
I need this, Roy. I can't run
without money, and if I can't run
I'm dead.

ROY
You must have some money.

LILLY
Just a few bucks.

ROY
And Myra's stuff?

LILLY
(scornful)
Her credit cards. How far am I
gonna get with that?

ROY
Far enough. Maybe up to San
Francisco. Or St. Louis, someplace
new. Start over.

LILLY
At what?
ROY
You're smart, Lilly, and you're good-looking. You won't have any trouble finding a job.

LILLY
(appalled)
A job? I've never had a legit job in my life!

ROY
Well, you're gonna start, if you hope to live through this. A square job and a quiet life. You start showing up at the track or the hot spots and Bobo's boys will be all over you.

LILLY
(exasperated)
Roy, I know what to do with myself! It's a big world out there.

ROY
Not any more. Lilly, listen, I'm giving you good advice. I'm following it myself.

LILLY
(doesn't get it)
What?

ROY
I thought it over, and you were right. You wanted me out of the rackets, and now --

LILLY
(bedeviled, aggravated)
Roy, that's fine, but I don't have time for this. Bobo --

ROY
I thought you'd be happy for me. After all, you --

LILLY
Bobo isn't after you! Bobo's after me, and he's goddamn good! But so am I. I'm a survivor, Roy. I survive.

ROY
I know you do, so that's why --

LILLY
And to survive, my way, I need
money.
Bobo knows about the stash in the
car, so I didn't dare touch it, not
if Lilly Dillon's dead. So that
leaves this.

ROY
No.

Lilly sits back again, brooding at Roy, trying to think how
to get to him, how to get through him or around him. She
sighs, licks her lips.

LILLY
You want a drink?

ROY
I don't think so. You probably
shouldn't either.

LILLY
No, but I'm goddamn thirsty. Ice
water?

ROY
Yeah, sure, that sounds nice.

LILLY
I'll get it.

She stands, putting the attache case on the sofa next to
where she was sitting. Roy, with a faint smile, watches her
leave the room.

INT. KITCHEN - NIGHT

Very small, little used. Dark. Lilly switches on the light
when she enters, then leans against the counter, fists
clenched and trembling on the counter in front of her. She
grits her teeth, hyperventilates, stares around the room in
search of escape, an answer, something.

CU, Lilly's face, desperate, grim, but not giving up.

WIDE SHOT. Lilly opens cabinets, finds two glasses, opens the
nearly-empty refrigerator, gets ice cubes from a tray, puts
them in the glasses, puts the partial tray back in the
freezer compartment, fills the glasses from the cold water
tap, puts the glasses on the counter, stares at them briefly.
She then shakes her head, searches the kitchen some more, and
finds a cookie sheet she can use as a tray. She puts the
glasses on the tray, carries the tray from the room, leaving
the light on.

INT. LIVING ROOM - NIGHT

Lilly enters with the tray, crosses to Roy, presents the
glasses, speaks as he reaches for one.

**LILLY**
Take whichever one you want.

He hesitates. It hadn't occurred to him Lilly might try to poison him or knock him out. He grins at her and takes a glass.

**ROY**
You wouldn't do that.

Lilly takes the other glass, puts the cookie sheet on a table, looks down at Roy.

**LILLY**
You don't know what I'd do, Roy.
You have no idea. To live.

**ROY**
(easy)
Oh, you'll live, Lilly.

Lilly crosses back to the sofa, sits beside the attache case, pats it absently as though it is a pet and she's glad it didn't move, waited for her. She sips water, puts the glass on the end table.

**LILLY**
I know what's bugging you, of course.

**ROY**
Oh? I didn't know anything was.

**LILLY**
(twisted grin)
Oh, really? You've got a legitimate complaint, Roy, I don't deny that. I wasn't a very good mother when you were a kid.

**ROY**
(full laugh)
Not very good!

She nods, accepting the correction.

**LILLY**
A bad mother. By any standards.
I've thought about it, you know, from your side, since then. I know just how bad I was.

**ROY**
(closed against her)
Uh-huh.
LILLY
I wonder did you ever think about it from my side.

ROY
(not worth discussing)
Never.

LILLY
No, I guess not. It was pretty lousy of me, I guess, to be a child at the same time you were. Not to stop being a child just because I had a child. I guess I was a real stinker not to be a grown-up when you needed a grown-up.

Roy didn't expect to be made uncomfortable and defensive, and he resents it.

ROY
What do you want me to do? Pin a halo on you? You're doing a pretty good job of that yourself.

LILLY
And making you feel bad at the same time, huh? But that's the way I am, you know, the way I've always been. Always picking on poor little Roy.

ROY
For God's sake, Lilly!

LILLY
(intense)
I gave you your life twice. I'm asking you to give me mine once. I need the money.

ROY
(not worth discussing)
No.

Lilly subsides back onto the sofa. One hand rests on the attache case. With the other, she sips water, puts the glass back down. Roy watches her, unmoving, expressionless. Lilly frowns, not quite looking at him.

LILLY
You're getting off the grift?

ROY
That's right.

LILLY
That's good. You don't really belong on this side of the fence, you know.

**ROY**

(amused)
I don't?

**LILLY**

If you stayed a crook, do you think you'd live to be my ripe age?

**ROY**

I don't see why not.

**LILLY**

Well, I guess I got it wrong, then. Seems to me I heard about a guy just your age that got hit so hard in the guts it almost killed him.

Roy's again unexpectedly uncomfortable. He shifts uneasily in his chair, trying to think of a response.

**ROY**

Well, uh...

**LILLY**

Sure, sure, that doesn't count. That's different.

**ROY**

Well, it doesn't matter, does it? I'm getting out.

**LILLY**

(intense)
And that's why you've got to get rid of this money. If you keep it around, it'll just make you think how clever you are. It'll be a temptation to get back into the game.

**ROY**

(full laugh)
Oh, that's it! You're stealing my money for my own good! How very motherly of you, Lilly.

Once again, Lilly drops back against the sofa back. Another round in the fight is over. Roy watches her, patient, waiting for her to give up, seeing no other outcome.

AN ANGLE on Lilly, frustrated, feeling the need to move, the pressure of pursuit. Her head turns back and forth, her body starts false gestures. Finally, abruptly, she gets to her
feet, looks at Roy, looks away, picks up the attache case.

CU, Roy, alert. He won't let her reach the door.

AN ANGLE PANNING with Lilly as she prowls the room, pacing back and forth, the attache case swinging at her side. Finally, she stops, standing the attache case on the coffee table, her hand still on its handle.

ROY
Lilly.

She looks at him, attentive without hope.

ROY
If I should get out of the racket, that goes double for you. That's why you've got to change your life completely, go to some town, get a square job, live like a john yourself. If you try to do it your way, what future is in it?

LILLY
A future. The only future I've got.

ROY
That money wouldn't last forever. And then what? You'd be back in some other part of the rackets. Another Bobo Justus to slap you around and burn holes in your hands. This way, you've got to go the square route. You could send me a card when you're settled, I could maybe help out sometimes...

LILLY
(bitter laugh)
That's what it is, isn't it? Keep me down. Your turn to be in charge, have the power.

ROY
(stonewalling)
Just trying to help, Lilly.

She sits on the sofa again, this time leaving the attache case to stand on the coffee table. She studies Roy, calculating.

LILLY
Roy... What if I told you I wasn't really your mother? That we weren't related?

ROY
What?

Lilly leans back again, but this time her manner is different; languorous, sexy. She crosses her legs, the upper leg swinging gently. She smiles gently, encouragingly, at Roy.

**LILLY**
You'd like that, wouldn't you? Sure you would. You don't need to tell me. Now, why would you like it, Roy?

AN ANGLE on Roy, understanding and not wanting to understand.

**ROY**
(hoarse)
What's that all about? Of course you're my mother. Of course you are.

TWO SHOT. Lilly leans forward toward Roy, inviting him.

**LILLY**
(very soft)
Roy... Roy

Roy will not let anything complicated come to the surface.

**ROY**
There's nothing more to talk about.

**LILLY**
(very soft)
I have to have that money, Roy. What do I have to do to get it?

AN ANGLE on Roy, his face bruised-looking, eyes scared. He will not know what's going on. He shakes his head, not trusting himself to speak.

AN ANGLE on Lilly, leaning forward, tension showing through the seductive manner.

**LILLY**
No? Won't you give me the money, Roy? Can't I change your mind? What can I do to change your mind?

TWO SHOT, as Lilly gets to her feet and takes a step toward him. Roy's pressed back into his chair, trying to maintain a cold facade.

**ROY**
Lilly, Jesus, what are you doing?
LILLY
Is there nothing I can do, Roy,
nothing at --

ROY
NO!

They both turn away at the same instant. Roy turns to the side to pick up the glass of water, to break the spell and the tension. Lilly turns back toward the coffee table and picks up the attache case. Roy, lifting the glass to drink, turns forward again as Lilly spins forward, swinging the attache case at his head with all her might. The case crashes into the glass and into his face. Roy SCREAMS and topples off the chair, as the one remaining clasp on the case lets go and money goes flying, filling the air.

AN ANGLE DOWN at Roy, face up, expression horrified, hands to his throat. A large triangle of glass is in his throat. Blood pumps thickly, fountaining up.

CU, Lilly, staring down in horror. She lurches forward, but there's nothing to do. She stares around.

ECU, wads of bills on the floor, getting bloody.

CU, Lilly, in agony, but looking down, kicking.

ECU, Lilly's feet kicking the bills away from the blood.

TWO SHOT, as Lilly drops to her knees beside Roy, who's already dying. Blood spurts less forcefully. His hands fall to his sides, eyes stare upward, mouth still moves slightly. Lilly, shoving money away with her hands now, stares at him, willing it not to happen. He stops moving. His eyes dull. Lilly clasps her arms around herself. She knows she doesn't dare scream. Lips drawn back in a snarl, teeth clenched, she HISSES her agony through her teeth. She HISSES; she HISSES; she HISSES. Then, slowly, she regains control.

WIDE SHOT as Lilly gets to her feet. She seems dazed now, like someone who's just been in a traffic accident. She blunders around the room, kicks the attache case, bends to pick it up. She studies the clasp, sees it still works, goes back to her knees.

LOW ANGLE, Lilly in f.g., Roy in b.g., as Lilly repacks the money into the case, wiping the blood from some wads onto the carpet. Finishing, she closes the case, then remains on her knees, bending over the case. She WEEPS grindingly.

WIDE SHOT, entrance door in b.g. Lilly's weeping subsides. She gets wearily to her feet, and leaves the room. CAMERA HOLDS. SOUND of water running in sink. SOUND STOPS. Lilly reappears. She does not again look toward Roy. She picks up the attache case, crosses to the door, opens it, steps across the threshold, reaches back to switch off the light. GO TO
BLACK.

THE END