

THE TOURIST

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Based on "Anthony Zimmer"

by
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EXT. PARIS - DAY

CRANE DOWN from a view of Paris on a misty day. Cool, gray and beautiful.

A taxi stops by the curb of a wide, cobbled street. All around there is bustle and activity, with cars and people hurrying about their business.

The door opens and a pair of exquisitely shaped female legs in Christian Louboutin high heels swing out.

INT. GARE DE L'EST, PARIS - DAY

WE FOLLOW the legs up the steps, across the concourse, through the station. Men turn and stare.

CARA MASON (30, stunning) shows no sign of noticing. She wears dark glasses and carries a traveling bag in one hand, a copy of the International Herald Tribune in the other.

INT. BRASSERIE, GARE DE L'EST - DAY

A YOUNG WAITER wiping down the bar stops to watch Cara enter and take a seat at a table slightly set apart.

An OLDER WAITER approaches her. They exchange a few words and he walks toward the bar.

WAITER

She's waiting for someone.

YOUNGER WAITER

Probably waiting for me.

WAITER

The door's waiting for you if you don't get back to work.

A MESSENGER clad in leather, wearing a motorcycle helmet, enters the cafe and looks around. He consults a photograph.

His eyes land on Cara. He walks over and holds out a document-sized envelope.

MESSENGER

C'est vous, Mademoiselle?

2.

CARA

Oui.

As the messenger walks away she opens the folder and shakes out the contents. There is a ticket for the Orient Express and a handwritten letter...

She spreads it out on the table like a precious treasure map. Her beautiful forehead creases with concentration as she reads...

ALEXANDER'S VOICE (V.O.)

(English accent)

They are following you Cara.

She looks up. Takes out a small makeup mirror and holds it in front of her face to glance around behind her...

ALEXANDER'S VOICE (V.O.) (CONT'D)

They think you'll lead them to me.
But if you follow my instructions closely, there is a way for us to get away...

Cara scans the rest of the letter.

CAMERA glides down to see the signature at the bottom:
"Love, Alexander."

We barely have time to read this before Cara's perfectly manicured hand crumples the letter, places it in a saucer and sets fire to it.

The YOUNG WAITER hurries over, alarmed.

YOUNGER WAITER

Mademoiselle! Je vous en prie--

Cara is already gathering her things and walking away.

INT. GARE DE L'EST STATION - MOMENTS LATER

As Cara walks toward the platform...

ALEXANDER'S VOICE (V.O.)

Take the 4:25 Orient Express to Venice. En route select a man my approximate height and weight...

Her eyes scan the platform.

3.

ALEXANDER'S VOICE (V.O.) (CONT'D)

Have faith Cara. I'll be with you soon.

CARA'S POV

Men of various shapes and sizes are boarding "The Orient Express." She pauses only long enough to assess and discard: too old, too young, too thin, too overweight...

Her gaze comes to rest on a WELL-DRESSED FRENCH MAN. Medium height, medium build. Standing alone. Examining his ticket.

Cara glances at her reflection critically in the polished glass window of the train. Adjusts her hair and dress.

Satisfied with what she sees, she turns and starts toward the WELL-DRESSED FRENCH MAN like a cat stalking prey.

The CAMERA admiringly FOLLOWS her silky approach.

The FRENCH MAN hears the click of her heels and looks up. His mouth falls open...

HIS WIFE arrives and shuts it for him.

WIFE

What are you doing Vincent? Our
train car is over here!

With a regretful backward glance at Cara, he allows
himself to be dragged away.

Frustrated, Cara turns and casts about for another
possibility.

She spots a TOUSLE HAired MAN seated on a bench.

CONDUCTER (V.O.)

All aboard! All aboard the 4:25
is departing!

Tousle Hair gathers his bags to get on the train.
Encouraged, Cara moves to cut him off.

As Tousle Hair stands up REVEAL... he's six foot seven.

Cara stops short, irritated. The MAN behind her boarding
the train is fumbling with his suitcase and doesn't
notice. BAM he walks straight into her.

4.

CARA

Ow!

FRANK

Sorry! Excuse me. Pardone moi.

FRANK TAYLOR (30's, amiable) is a cheerful American
tourist. Open face, completely lacking in guile.

Frank continues to mutter apologies as he walks gingerly
around Cara and boards the train.

Cara watches him with thinly veiled contempt. Frank is a
man of average size, average build... she peers over her
glasses at him. And her expression slowly changes. She
follows him onto the train.

ANGLE ON

A GOOD-LOOKING ENGLISHMAN loitering further down the
platform, reading the Herald Tribune. Or rather, not
reading it. He's been watching Cara. He lowers the

paper and climbs onto the train through a different door.

EXT. PARIS - DAY

The gleaming Orient Express pulls out of the station and gets underway.

INT. ORIENT EXPRESS - AFTERNOON

The train is moving.

The thick carpet, the mellow wood of the inlaid panels, the subtlety of the Lalique mirrors and the softly lit lamps all inspire a feeling of great luxury.

Frank looks vaguely out of place, sitting by the window in his casual jeans and pullover sweater. He's wrapped up in a dog-eared paperback spy novel. So wrapped up that he barely notices Cara sit down opposite him.

She crosses her legs. He glances up.

Slowly, nonchalantly, she takes her coat off. Then the headscarf tied around her neck.

FOLLOW her sensual movements in TIGHT CLOSE UP. The effect is as if she's performing a tantalizing strip tease.

5.

Frank is captivated to the point of being unsettled.

She takes off her glasses to reveal stunning eyes.

She goes to remove her mock-turtleneck sweater. The zipper seems to give her trouble.

Without bothering to struggle she sits up in her seat and leans toward Frank.

CARA

I think I'm going to need your help.

Frank is barely able to respond.

FRANK

Hmm?

CARA

My zipper...
(off his blank look)
It's stuck.

Frank finally moves into action. He sets his book down and leans closer.

Awkwardly he reaches towards Cara's beautiful neck. He attempts to unwind the trapped thread of fabric. But the zipper resists.

FRANK

I'm afraid of hurting you.

She slides forward on her seat, to get even closer.

CARA

Don't be afraid.

The train car sways slightly and throws Frank off balance. He tugs sharply and the zipper suddenly gives-- with a tearing sound.

Frank freezes, looking down at the zipper still in his fingers.

FRANK

I'm... sorry.

Cara's eyes flash fury for a brief moment.

CARA

It doesn't matter.

6.

FRANK

Maybe I should let you do this--

CARA

Don't give up so quickly.

Reluctantly, Frank continues with the zipper. The tearing sound continues as he lowers the zipper, inch by inch.

First her neck, then her throat, then her cleavage are gradually uncovered. The zipper keeps going downward. No sign of anything underneath.

Frank is practically sweating.

Finally he uncovers fabric. He finishes unzipping the sweater and sits back into his seat.

Cara slides it off her shoulders, sensuous as ever.

CARA (CONT'D)

Thanks.

And settles back into her seat, cat-like. He stares at her for several moments, at a loss for words.

FRANK

My name is Frank.

CARA

Cara.

A white-jacketed STEWARD arrives.

STEWARD

(to Frank)

Will you and your wife take dinner here or in the dining car this evening, monsieur?

FRANK

Pardon me? Oh, no. We're not actually--

CARA

The dining car would be lovely, thank you.

The steward nods and disappears. Frank just stares.

**CUT TO:
7.**

EXT. MOUNTAINOUS COUNTRYSIDE - SUNSET

The Orient Express plows through the Alps. PUSH IN ON a window where we see Frank and Cara sitting at a romantic, candlelit table eating dinner.

INT. DINING CAR - EVENING

Linen tablecloths. Fine china. Frank is one of the only men in the dining car not in a dinner jacket.

Frank takes out a bottle of pills from his pocket, then another and another...

He takes one or two pills from each and swallows them methodically. She watches him.

CARA

Are you ill?

FRANK

What? No.

She looks at all the pills spread out beside his plate.

FRANK (CONT'D)

Just nervous. I don't like travelling.

CARA

(gently mocking)
So you decided to take a holiday on the Orient Express?

He hesitates.

FRANK

I'm on my honeymoon.

CARA

Your honeymoon?

Cara is annoyed at this revelation.

CARA (CONT'D)

Should we ask the waiter to set another place?

FRANK

She's in Pennsylvania.

Off her questioning look...

8.

FRANK (CONT'D)

You're sure you want to hear this?

CARA

If you'd like to tell me.

FRANK

Two weeks ago she left me. For

the owner of a pizza parlor.

CARA

That's awful.

Frank nods, matter-of-fact.

FRANK

No travel insurance. No refund on the tickets. So... here I am. On my honeymoon.

CARA

I'm sorry, Frank.

FRANK

I really loved that pizza too. "Bala Pizza" if you're ever in Rosemont.

CARA

I wouldn't touch it. I'm loyal to you.

A waiter delivers their drinks.

WAITER

A Cointreau for Mademoiselle. And for Monsieur... a "Miller Light."

FRANK

Thanks.

The waiter rolls his eyes and leaves them. Cara seems amused by Frank's obliviousness.

FRANK (CONT'D)

What takes you to Venice?

She nods toward his well-thumbed paperback.

CARA

You read spy novels.
(playful)

(MORE)

9.

CARA (CONT'D)

I'm a mysterious woman on a train. You tell me what my story is.

FRANK

Okay... you'd be a diplomatic attaché or... let's see... a girl from East Germany whose father's been kidnapped by Soviet agents. They're blackmailing you into stealing... probably a microchip. There's usually a microchip involved.

CARA

What awaits me?

FRANK

Trouble, certainly.

CARA

Danger?

FRANK

No doubt. You'll probably be shot at in less than two chapters.

CARA

Is there a man in my life?

Beat.

CARA (CONT'D)

Or a candidate for the job?

He gazes at her with a glimmer of hope. She's insanely out of his league. But she's the one flirting with him.

FRANK

Maybe.

CUT TO:

EXT. PARIS, ILE DE LA CITÉ - EVENING

The magnificent Prefecture de Police on the Ile de la Cité. A convoy of black Mercedes arrives.

INT. INTERPOL OFFICES, PARIS - EVENING

Footsteps echo in the grand marble hallways.

10.

JOHN ACKERMAN moves down the hall with purpose. British,

Interpol chief inspector. He's the kind of man who commands respect (think Tommy Lee Jones in The Fugitive.)

MELISSA JONES, his American counterpart matches him step for step.

JONES

We're putting a lot resources into this investigation, John. Tell me you're going to get him this time.

ACKERMAN

(dry)

We're going to get him this time, Ms. Jones.

GOYAL, (Ackerman's Deputy) closes his cell phone.

GOYAL

She's on the train. They'll be in Venice in the morning.

INT. INTERPOL CENTRAL BRIEFING ROOM, PARIS - EVENING

Behind the ornate, 17th century doors is a high-tech amphitheater style briefing room. All glass and steel.

Suited bureaucrats and officers from all over Europe listen to Ackerman as he leads the meeting from the podium.

ACKERMAN

Our target's name is Alexander Pearce. British citizen, born in London into an ordinary middle class family. The only thing remarkable about his childhood was a preternatural gift for numbers.

Ackerman clicks a slide projected on a large screen behind him: a fuzzy photo of a British schoolboy with a shy grin.

ACKERMAN (CONT'D)

Which he used to hack into a computer and fix the test results his final year at school.

JEAN LUC (French Interpol liaison) looks up skeptically.

JEAN LUC

Your mastermind couldn't pass his exams on his own?

ACKERMAN

He didn't fix his test scores; he fixed the scores for all the girls in the class. It made him very popular.

A ripple of laughter through the group.

ACKERMAN (CONT'D)

(severely)

What started as school pranks eventually became something much more serious. After a year in the training program at Goldman Sachs, he decided that gambling suited him better than working for a living. That, in turn, involved him with some rather unsavory people and ultimately led him to put his financial genius to work in his true calling: money laundering.

QUINN is the Swiss Interpol liaison. He speaks with the crisp accent of a man who is fluent in several languages.

QUINN

You've assembled quite a task force to catch a common money launderer, Mr. Ackerman.

ACKERMAN

There is nothing common about Alexander Pearce. Quiet simply, he has turned money laundering into an art form. His greatest innovation: The False Lawsuit.

He clicks through a series of flashy Powerpoint slides illustrating Pearce's financial dealings.

ACKERMAN (CONT'D)

Pearce sets up two companies: one is a Casino in Arizona for example and the other is a shell company in the Cayman Islands.

(MORE)

ACKERMAN (CONT'D)

The Cayman Islands company files a lawsuit against the casino, claiming copyright infringement or some other complaint. They "succeed" in winning the case and the casino pays the shell company an enormous settlement.

QUINN

(understanding)

The money travels from America to the Cayman Islands...

ACKERMAN

Yes, but now the money is legal.

JONES

Not quite legal. The I.R.S. has been cheated out of the revenue.

(beat)

We calculate that Mr. Pearce's tax bill currently stands at \$743.7 million dollars.

Jean Luc leans toward his colleague.

JEAN LUC

(whispers in French)

That explains what the American harridan is doing here.

Ms. Jones gives him a glacial stare.

JONES

Exactement, monsieur.

Jean Luc reddens. Oops. Apparently not every American fits the stereotype.

ACKERMAN

Mr. Pearce has some other debts as well. Most of you will recognize Ivan Demidov...

Click: A PHOTO of a balding RUSSIAN OLIGARCH emerging from a limo.

ACKERMAN (CONT'D)

...Pearce laundered over a billion

dollars for Demidov. At some point Pearce decided he'd rather steal from Demidov than help him steal.

(MORE)

13.

ACKERMAN (CONT'D)

(beat)

Given Demidov's ties to organized crime, I'd say that was a mistake.

JONES

(clears her throat)

The U.S. Government is not participating in an investigation of a member of the Russian parliament; our target is Alexander Pearce.

Ackerman smiles coolly at her.

ACKERMAN

Of course.

An INTERPOL OFFICER from Germany raises his hand.

GERMAN INTERPOL

Has Mr. Pearce ever been in custody?

Ackerman looks down for a moment, as if it pains him to answer.

ACKERMAN

Almost.

CUT TO:

EXT. ALEXANDER'S SEA SIDE VILLA, VENICE - NIGHT

SUPER: ONE YEAR AGO

Fog covers the skyline, exposing only the slate rooftops of buildings that haven't changed in centuries. We hear the sound of water gently lapping the shore.

From out of the mist emerges...

A GUARDACOSTE -- a patrol boat, lights dimmed. It gently

touches the beach. A CARABINIERI officer lowers a ramp.

An INTERPOL TACTICS TEAM in Kevlar and headgear pours out of the patrol boat.

Ackerman steps off, pulling on a vest. He nods to Goyal.

ACKERMAN

Finally. Let's go.

14.

They follow the team.

EXT. MAIN GATE OF THE VILLA - MOMENTS LATER

ANGLE ON A SPECIALIST who kneels to open an electric panel. REVEAL a glass plate with a fingertip shape in the center. The SPECIALIST places his hand against the glass: a red light beeps on -- it's a bio-metric lock.

He turns to Ackerman.

SPECIALIST

This is gonna take a few minutes.

Ackerman betrays no impatience. He knows better than to rush the professionals. He simply nods.

The Specialist opens a tool box filled with sophisticated gear and gets to work...

INT. ALEXANDER'S VILLA, PENTHOUSE - NIGHT

Wrapping a towel around herself, CARA MASON, the girl from the train, stares at herself in the bathroom mirror for a beat. So do we.

She steps out into the lofty master bedroom suite.

In the dressing room, Cara calls out to someone in the next room.

CARA

I'll be ready in fifteen minutes.

Cara sits on the bed, drying her hair. On a night table beside her are keys, a wallet and an expensive MAN'S **WATCH.**

Cara pauses; she's heard something.

She walks across the tiled floor to the balcony overlooking the elevator entrance.

She freezes; six tactics OFFICERS face her with guns drawn.

ACKERMAN steps up the stairs, pistol in hand. He gestures at Cara to be quiet and come towards him...

Cara stands stock still for a long instant. Then...

15.

SLAMS the oaken door of the master bedroom suite in Ackerman's face, locking it.

She calls out...

CARA (CONT'D)

Alexander!

ON THE STAIRS

Ackerman shakes the doorknob, cursing; a Tall Commander calls for the BATTERING RAM which is rushed up the stairs...

The tactics team CRACKS the door.

Ackerman charges into...

THE BEDROOM

Cara stands frozen beside the man's effects on the night table. The wallet. The keys. The watch.

ACKERMAN

Where is he?

On the other side of the room, Ackerman sees an OPEN WINDOW, which the ocean breeze swings.

Rushing forward he sticks his head out the window.

Hanging outside the window is the rigging for a WINDOW WASHER'S PLATFORM - a platform that seconds before was lowered to the sand below.

In the distance, a recently boarded water taxi pulls away

from the dock and sails out into the lagoon.

IN THE BEDROOM

Ackerman turns to face the study.

On the desk is a cup of coffee with steam gently rising from its surface. A cigarette sits lit in an ashtray, the smoke curling toward the ceiling.

Ackerman stares at the empty, slowly revolving, chair.

He walks toward CARA, now in custody. He holds her defiant gaze for a moment.

16.

ACKERMAN

You have nothing to say?

Cara looks at him for a moment, then lowers her eyes.

ACKERMAN (CONT'D)

Get her out of my sight.

The Tall Commander shepherds the handcuffed Cara down the stairs and into the elevator.

She wears Alexander's WATCH....

QUINN (V.O.)

What does this Alexander Pearce look like?

CUT TO:

INT. INTERPOL CENTRAL BRIEFING ROOM - RESUME

Ackerman closes the file in front of him on the podium.

ACKERMAN

Nobody knows. He disappeared after his escape. He's had extensive plastic surgery to alter his appearance since then. Drug lord Amado Carillo did the same thing in the 90s to successfully elude authorities.

QUINN

How do you know about it?

ACKERMAN

Pearce worked with no more than a few accomplices at one time. He treated them so well that they're virtually all completely loyal. None of them would cooperate. We've questioned the ones we could find, and the only thing we learned is that Pearce apparently arranged it so even his own people have never seen him after the surgery.

JEAN LUC

So nobody knows what he looks like?

17.

ACKERMAN

Correct.

JEAN LUC

Forgive me for saying so Mr. Ackerman, but he slipped away from you when you knew his whereabouts and his appearance... What makes you think you can catch him now?

Ackerman regards him with aplomb.

ACKERMAN

His girlfriend was recently released from custody. He'll come for her. We'll be waiting.

QUINN

What makes you so certain?

Ackerman clicks on a slide.

Cara's face fills the screen behind him. A murmur runs through the room. Every man stares.

ACKERMAN

He'll come for her.

Ackerman himself glances up at her face with a look of longing.

HOLD ON CARA'S IMAGE for a moment before we...

MATCH CUT TO:

EXT. VENICE TRAIN STATION - MORNING

CARA stands alone on the platform amid the bustle of the station. The gleaming train stretches out behind her.

INT. TRAIN CAR - SAME

Frank's eyes drift open. He glances out the window and as his vision comes into focus he sees that the train is stopped. He sits bolt upright.

A CONDUCTOR'S VOICE over the loudspeaker is saying something in Italian.

Frank stumbles over himself to collect his things: book,
sweater, pills, etc.

18.

INT. TRAIN AISLE - MOMENTS LATER

Frank struggles down the aisle, bumping into fellow passengers and apologizing as he goes. All the while looking around for a sign of Cara...

EXT. VENICE TRAIN STATION - MORNING

Frank steps off the train and glances about at the hive of activity.

Frank brushes past the GOOD-LOOKING ENGLISHMAN from the Paris station. Finally he spots her...

FRANK'S POV - Cara with her back turned.

Frank hurries over.

FRANK

I was afraid I'd missed you. I wanted to ask where you're staying in Venice... I'm supposed to catch a shuttle to my hotel but I thought maybe--

CARA

(without turning)
I've got a better idea.

She holds out her valise for him.

He takes it hesitantly. She peers at him over the rims of her sunglasses with a very slight smile...

HARD CUT TO:

EXT. VENICE, GRAND CANAL - DAY

A beauty shot of the Grand Canal: magnificent palaces and churches soar upwards on either side in all their glory.

PUSH IN ON A launch labelled Danieli, travelling fast over the water. Cara shakes her head to let the wind ruffle her hair.

CAMERA CONTINUES PAST HER TO REVEAL Frank, clutching the railing beside her, afraid to wake up.

19.

INT. DANIELI HOTEL, ENTRANCE HALL - DAY

Frank leads us through the distinctive, revolving glass door into the low-ceilinged entrance lobby.

DISCOVER Cara at the desk talking to the receptionist.

CARA

You have a booking in the name of Mason.

RECEPTIONIST

Si, Signorina.

CARA

Signora. That's my husband.

She nods at Frank. For a second, the receptionist cannot keep the surprise out of his eyes. This glamorous, superbly dressed creature is married to a dull, American tourist in a T-shirt?

He recovers his composure and alters his manner at once.

RECEPTIONIST

Very good, Senora Mason. Welcome to the Danieli. You are in the

Doge's-- our premiere suite.
(pause)
Is there anything special you
require?

CARA

Have a copy of today's Herald
Tribune sent up to the room
please.

RECEPTIONIST

My pleasure, Signora.

He gives her a large gold key and nods to a porter to
take the luggage. Frank hurries to catch up with her.

THE RECEPTIONIST he watches them go.

RECEPTIONIST (CONT'D)

(in Italian)

Mother of God, what a waste.

20.

INT. STAIRCASE HALL, DANIELI - DAY

Together, they follow the porter into the ravishing, open
central hall of the hotel, with the great, ornate
staircase soaring up and up, past Gothic galleries and
finely carved balustrades, beckoning.

Frank and Cara trail the porter across the marble floor.

Frank glances about, dazed with delight and amazement.

INT. DOGE'S SUITE - DAY

Under a gilded and coffered ceiling, portraits of the
Doges flank a vast, hooded fireplace. The porter is
showing them round the huge apartment, opening and
closing doors.

PORTER

The bedroom is through here. You
have two bathrooms, here and here.
There is a small kitchen which...

He glances at Cara; she doesn't look like a woman who
spends a lot of time in the kitchen.

PORTER (CONT'D)

...you may not need. There are two televisions, video, DVD, radio, hi fi sound system. And...

The porter throws open a pair of French windows. He lets the view speak for itself.

They step forward. The whole of St. Mark's Basin and the Venetian lagoon are laid out below them.

PORTER (CONT'D)

Is everything satisfactory?

CARA

Yes. Thank you.

PORTER

Then I will leave you.

The Porter looks expectantly to the "husband" for a tip. Frank doesn't get it.

An awkward beat. Cara takes a few Euros from her purse and tips him. The Porter exits.

21.

EXT. BALCONY, DANIELI HOTEL - DAY

Frank stands on the balcony in a daze. He stares down at the Molo and across St. Mark's Basin to San Giorgio Maggiore. Cara joins him.

CARA

You like it?

Frank opens his mouth to answer. Then laughs.

FRANK

What's not to like?

CARA

I'd have been bored here on my own. There's more than enough room for two.

FRANK

I can see that.

CARA

I didn't ask for an extra bed...

Frank looks at her for a beat, barely able to breathe.

CARA (CONT'D)

Are you all right with the sofa?
If you like, I can have them bring
one up?

His face falls. He tries to cover up his reaction.

FRANK

No, no, no. The sofa's fine.
Perfect in fact.

Before he can say more, the buzzer sounds.

CARA

The luggage.

FRANK

I'll get it.

He goes back inside to answer the door.

Cara remains alone on the balcony, immobile, as if
holding her breath. She's waiting... listening.

22.

INT. DOGE'S SUITE - DAY

Frank walks across to the door. There is a small spyhole
and he looks through it. The porter stands there with a
trolley. Frank opens the door.

The porter wheels the trolley in and starts to carry the
bags into the bedroom.

EXT. BALCONY - MOMENTS LATER

Cara relaxes again as she hears Frank approach. He steps
outside on the balcony.

FRANK

I've put my things in the other
bathroom.

She turns to face him.

CARA

Have you ever been to Venice
before?

He shakes his head.

CARA (CONT'D)

Then we need to go out.

CUT TO:

INT. INTERPOL FIELD HQ, VENICE - DAY

CAMERA TRACKS WITH GOYAL as he weaves through a sprawling mess of personnel and equipment, cell phones, computers and cables from various national agencies. The United Nations-aspect of the Task Force gives it impressive scope but also results in a Tower-of-Babel effect.

The calm eye of the storm is Ackerman.

GOYAL

She's checked into the Danieli...
she's not alone.

ACKERMAN

Good.

(to the room)

Maintain surveillance but keep
your distance.

(MORE)

23.

ACKERMAN (CONT'D)

Don't try to get clever:
remember that Pearce is smarter
than most of you put together.

ANGLE ON QUINN who quietly slips out of the room.

EXT. PRIVATE LANDING STRIP, VENICE - DAY

A Gulfstream G550 executive jet banks over the Venetian coast and comes in for a landing...

Wheels down. Stairway unfolds. The man who steps off the plane is dressed in a hand-tailored Italian suit and shoes that cost more than some cars. He's flanked by two bodyguards.

IVAN DEMIDOV. In the flesh.

EXT. VENICE - DAY

CAMERA floats over the rooftops toward the penthouse of a ultra-high end business hotel.

INT. DEMIDOV'S HOTEL ROOM - DAY

Demidov sips a glass of red wine. The view from his room rivals the one at the Danieli but Demidov pays no attention. He's busy scanning his emails on his Blackberry.

Knock, knock. A thick-necked BODYGUARD in the background goes to answer the door. A moment later...

He ushers in Quinn, the Swiss Interpol agent.

DEMIDOV

Take a seat, Mr. Quinn. Can I offer you a glass of Brunello? It's a '97...

QUINN

No thank you, Mr. Demidov.

Demidov swirls his glass.

DEMIDOV

You know I'd never admit this at home, but Vodka is for peasants. There's much we could learn from the Italians.

24.

He smiles pleasantly at Quinn, then, on a dime, he turns back to business.

DEMIDOV (CONT'D)

Tell me I'm not going to be disappointed.

Quinn takes out an envelope and passes it over.

QUINN

I don't think so.

He flips it open and examines the contents. WE GLIMPSE a photo of CARA and some text.

DEMIDOV

(to himself)
He always had good taste...

Demidov makes a gesture and a second BODYGUARD with a SCAR on his face gives Quinn an envelope filled with cash.

Quinn tucks it away discreetly, as if embarrassed by the directness of the pay off.

QUINN

Mr. Demidov... if I may ask you a question... Why do you care so much about Alexander Pearce? I mean, you've come here yourself... as if it were personal.

Demidov looks at Quinn thoughtfully.

DEMIDOV

It may be difficult for you to understand, Mr. Quinn; you Swiss are mercenary by nature. But for some of us, there are things more important than money. I put my trust in Alexander Pearce. He betrayed that trust.

Quinn smiles tightly. He's ready to get out of there.

DEMIDOV (CONT'D)

And it's bad business to let somebody make a fool of you. If Pearce gets away with it, what does that say about me?

**CUT TO:
25.**

EXT. THE LIDO, VENICE - DAY

A clear, bright winter day at the beach. Devoid of tourists, the famous stretch is a completely different Venice from the one we're used to seeing.

Sandbanks stretch out into the dark green sea.

Cara and Frank walk on a deserted patch of sand. The wind wraps her light sun dress around her body, intermittently hugging her perfect curves.

CARA

So... when you're not on a Grand European Tour, what do you do in Rosemont, Pennsylvania?

FRANK

I'm a teacher. High school math. And you? What do you do?

She glances at him slyly over her movie star shades.

CARA

This is what I do, Frank.

FRANK

You're good at it.

A sound of voices and laughter drift toward them. Up ahead on the beach they see a group of Italians in formal clothes. A woman wears a white bridal dress.

CARA

Oh look... a wedding. How lovely.

FRANK

I'm not really into weddings at this particular moment in my life...

CARA

Oh yes. I forgot.

She takes his arm and steers him toward a bistro with sidewalk tables.

CUT TO:

EXT. BISTRO - AFTERNOON

Cara and Frank are seated. A bottle of Orvieto rests on the table.

26.

CARA

Do you think it's really over?

FRANK

Hmm?

CARA

Maybe she'll change her mind.

Women do. She might give you a second chance.

FRANK

I suppose that's a possibility.
(hesitates)

That's what I tell my statistics class anyway; life is a game of chance. Endless possibilities and permutations. You just have to calculate the odds.

CARA

You haven't answered the question.

FRANK

Well...

(quietly)

I'd like to think that love is a question of destiny, not chance...

Cara looks at him curiously.

CARA

For a moment there you just reminded me of somebody.

She shakes her head and takes a sip of wine.

CARA (CONT'D)

He had a way of dancing around a question so eloquently that you never noticed until later that he'd completely avoided the truth. His entire life was wrapped up in deception.

(lost in thought)

He told so many lies, I wouldn't believe him even if he finally did tell the truth.

FRANK

He doesn't sound like much of a friend.

27.

CARA

He wasn't.

Frank glances at her wrist.

FRANK

So why are you wearing his watch?

She looks up at him.

CARA

You're smarter than you look,
Frank.

She runs her fingertip over the face of the watch. Then,
impulsively unclasps it and reaches for Frank's hand.

CARA (CONT'D)

And you're right. Here, take it.

She puts it on Frank's wrist, over his protests.

FRANK

What? No, I can't. This thing
must be worth a fortune--

CARA

I insist. You're doing me a
favor.

(firm)

Take it or I'll toss it in the
ocean.

He hesitates. She means it. He closes the clasp.

FRANK

I'll wear it until you regain your
senses.

He feels the heft of it on his wrist. Admires it for a
moment. It really is a beautiful watch. She settles
back in her chair, pleased with herself.

He looks up and sees her smiling at him.

FRANK (CONT'D)

What?

CARA

It suits you.

28.

LONG SHOT of Frank and Cara framed by the sunset. A
romantic dinner for two. They could easily be lovers or
honeymooners...

In the foreground REVEAL somebody watching them. The good-looking Englishman is there, hovering...

INT. DOGE'S SUITE - NIGHT

The key sounds in the lock and the door swings open. Frank and Cara tumble in together, laughing, a little tipsy.

He glances at the sofa and that sobers him up, reminding him where he's going to sleep. However...

He watches Cara drop her wrap over a chair and kicks off her shoes. She throws open the French doors to the balcony.

Frank bypasses the sofa-bed and follows her outside.

EXT. BALCONY - NIGHT

Cara looks out across the lagoon.

Frank appears beside her.

FRANK

I could get used to this.

A movement in the street down below catches her eye. She studies the Ponte del Vin intently, seeing something.

Cara turns abruptly to Frank and presses her body against his. He's taken by surprise but willingly responds to her advance, wrapping his arms around her back.

They exchange a long, passionate kiss.

VIDEO POV OF THE SAME

REVEAL the lens of a PALM-SIZED VIDEO CAMERA peering out from behind a vendor's cart in the street below.

Frank, his face slightly obscured, kisses Cara.

WE HEAR the WHIRRING of the video camera.

29.

I/E. DOGE'S SUITE/BALCONY - RESUME

Still kissing, Cara leads Frank back into the hotel room...

EXT. VIDEO POV FROM THE STREET - CONTINUOUS

The silhouettes of Cara and Frank disappear into the hotel room as...

INT. DOGE'S SUITE - CONTINUOUS

Cara closes the curtains. She pulls away from him.

Her composure changes; the passion is gone. The expression on her face is matter-of-fact.

CARA

You should leave Venice tomorrow.
(softer)
It's a city for lovers Frank; no place to recover from a failed engagement.

She turns and walks toward her bedroom...

Frank stares after her in stunned disappointment.

FRANK

What... what did I do?

She pauses at the door. Her expression softens slightly.

CARA

Nothing. I'm sorry.

Then she disappears into her bedroom. The door closes behind her and we hear the click of the lock.

Frank remains standing alone, immobile.

After several moments he sits on the sofa. There are two folded blankets and a pillow.

From within Cara's bedroom we can hear her voice, muffled but still audible...

CARA (CONT'D)

...that's exactly what I'm doing,
but now I want him to go...

He approaches the door, straining to hear more but her words fade out.

CUT TO:

INT. BATHROOM - NIGHT

Frank gets ready for bed. He takes off the watch Cara gave him and something on the back of it catches his eye. It's engraved with a name:

ALEXANDER PEARCE

He stares at the name for a moment, then unzips his travel bag. Takes out his pills. Pops a bunch. Brushes his teeth.

He pauses and stares at himself in the mirror as if wondering how in the world he ended up here. It's like he's staring into the face of stranger.

He puts his tooth brush down and pads off to sleep on the sofa.

INT. DOGE'S SUITE - MORNING

The sound of the SHOWER reaches Frank in his sleep. He blinks his eyes.

The morning is misty. He closes the balcony doors.

Cara's bedroom door is ajar. Frank struggles not to notice. He turns to his bed and begins folding sheets.

Then he hears the sound of water running in the shower.

He glances over at the door ajar, the sound of the shower... it's too much.

Frank walks to the bedroom door. He pushes it open.

The door to Cara's bathroom is open. The outline of her naked body is visible in the shower. She lifts her wet hair and soaps the back of her neck.

She sees him. Cara is so stunned she simply stands there.

Frank walks to the shower and opens the glass door.

Walking in, he LIFTS Cara against the glass, clutching at her slithery body, kissing her frantically...she kisses him back with ardor, wrapping her dripping legs around his back...

**CUT BACK TO
REALITY:**

INT. DOGE'S SUITE - MORNING

Frank is sleeping. A smile on his face. A shadow passes over him as somebody walks past.

A man's trouser leg is visible in the foreground, moving slowly toward Frank. Then...

CLANG! Frank wakes with a start to see.....

A WAITER is setting up breakfast on a cart.

WAITER

Pardone Signore. Good morning.

Frank stares in surprise at the food spread out before him.

WAITER (CONT'D)

La Signora ordered this for you when she left.

FRANK

When she...?

He looks around the suite. He is alone. He nods.

FRANK (CONT'D)

Thank you.

The waiter has finished. He hovers for a moment...

Finally Frank takes the hint and gives the man a one Euro tip. He takes it with disdain and leaves.

Frank throws off his blanket and sits up.

INT. CARA'S BEDROOM - MOMENTS LATER

Frank strolls into the room, barefoot, in his boxers.

The bed is unmade.

32.

Cara has left a shirt over a chair... he picks it up and holds it to his face for a moment to enjoy her lingering scent.

He notices a newspaper... a copy of The International Herald Tribune is open on her bedside table. He lifts it to see what Cara had been reading.

There is a personal ad that has been lightly dotted with a ball point pen. The message is just a list of words:

"TOM CORRY NOW IN A MICA CAN IF FEELING PEST STILL AROUND."

The dots single out letters in a code... Frank picks up the pen and puts a faint line through the groups of unselected letters to reveal the message:

"Tomorrow 11 Caffè Pesaro"

Frank studies this for a moment.

THE BUZZER SOUNDS

Laying the paper on the table, Frank walks to the door.

MAN'S VOICE (O.S.)

Breakfast.

Frank reaches for the doorknob... then pauses. Breakfast again?

He quietly slides the chain on. Peers through the spyhole.

SPYHOLE POV -- Two tough-looking men in suits stand there: most definitely not hotel staff. One has a scar on his face... Demidov's BODYGUARDS.

Frank is frozen.

Scarface takes out a silenced PISTOL and mutters something in Russian to his partner. He produces a LOCK PICK SET and crouches out of frame.

Frank hears the sound of scratching metal and clicking

tumblers inside the lock. He looks around wildly. Sees the KEY on the entryway table and reaches for it...

Ch-chunk. The Russian picks the lock and slowly starts to open the door. The chain stops it. A pause.

33.

A moment later a KNIFE comes through the crack and starts to slide the chain...

Frank stares at the knife; he has to act fast...

Frank throws his shoulder against the door. The knife clatters to the floor as the door slams shut. Frank jams his KEY into the lock and turns the bolt into place.

There's angry confusion on the other side of the door.

Frank grabs a heavy glass ashtray and swings it at the back of the key-- breaking it off in the lock.

Frank scrambles out of the way...

The sound of metal scraping in the lock. Russian CURSING can be heard just outside. A heavy blow as they try to shoulder the door open...

Frank looks around desperately for an escape.

The bathroom? The sitting room? Adjoining doors? None.

There's nowhere to go.

Frank bolts for the balcony in his bare feet.

He scrambles outside as...

POP! POP! POP! Bullets rip through the wood and metal, blasting the lock assembly apart. The door bursts open.

EXT. BALCONY - DAY

Frank looks down and stares at the

DIZZYING SIX STORY DROP

to the cobblestones of the Ponte del Vin below.

Guests sit on their balconies with their morning coffee.

Three balconies over, Frank sees the rooftop of the modern wing of the hotel.

IN THE SUITE

The two TOUGHS rapidly move through the room, searching. Nyet, Nyet.

34.

The one place they haven't checked...

THE BALCONY

Frank puts one bare foot on the stonework. He grimaces as he HEAVES himself onto the railing of the balcony adjacent to his.

He hangs desperately, flailing, 100 feet over the street below. He gets a tentative hold...

A PALLID FRENCH WOMAN drops her coffee and screams.

The Russians sprint out to the balcony. They spot Frank...

Who shoves the Pallid Woman inside, struggles past her breakfast table, and prepares to leap again-- but slips on the spilled coffee.

Bullets shatter China around him. He cuts his foot on a broken plate. He grabs his bleeding foot.

FRANK

Goddamn it! I'm a fucking
tourist!

Another round of shots ring out. They don't seem to care.

Frank goes over the railing with another awkward HEAVE.

His pursuers scale the adjoining stone work and step onto the Pallid Woman's balcony.

This time Frank lands in the lap of a BURLY WELSHMAN.

BURLY WELSHMAN

Are ya bloody mad?

The Burly Welshman PUNCHES Frank in the stomach, which drops him out of the way of...

TWO SHOTS

Which explode into the Welshman's shoulder. He cries out and falls down on top of Frank.

The Russians stand on the Pallid Woman's balcony and prepare to JUMP...

as Frank crawls out from under the wounded Welshman and peers over the next balcony...

35.

Which is at least TWENTY FEET from the roof.

He misjudged the distance.

FRANK

Shit...

INT. THE WELSHMAN'S ROOM - SECONDS LATER

Frank runs through the hotel room, past the Welshman's wife to the door.

A SHOT behind him and pounding feet send him out into the corridor past a room service steward to an...

ELEVATOR

Which will not do but the--

INT. SERVICE STAIRCASE - SECONDS LATER

STAIRS will and Frank flies down the steps, three at a time, hearing his pursuers above him, running harder than he's run in his entire life...

But he's slow and they gain on him enough to aim weapons through the railing...

P-CHING, several bullets ricochet like pinballs in the metal stairwell.

Frank pants as he pushes out a side door...

EXT. RIO DEL VIN CANAL, VENICE - DAY

Frank sprints along the edge of the canal, dodging tourists and children, vendors and locals. He spots a VENDOR'S three wheel BICYCLE and jumps on.

As he pedals, he realizes it's too slow so he JUMPS OFF...

and FALLS - a painful spill, he cuts his hand - but clambers to his feet as the Russians bear down. Running up hidden stairs he finds the roof of a shop on the Riva Degli Schiavoni...

36.

EXT. RIVA DEGLI SCHIAVONI, VENICE - DAY

Frank runs down the ridge of the roof. A silenced shot hits roof tile nearby and throws him off balance. He FALLS...

...bumping down the other side of the roof until, as he topples over the edge, he thrusts a hand at the gutter, smashing his head against the wall. He drops onto the pavement along the edge of the small canal.

He doubles back towards the lagoon. Looking back, he sees the men still in pursuit.

He turns into the Campo San Zaccaria, scattering the flapping and fluttering PIGEONS. The Gondolieri and their passengers watch the half-naked man run past and cheer.

A GONDOLIER

(in Italian)

Run faster, man!

The Russians force their way past the pedestrians. They have almost caught him when...

INT. LEATHER SHOP - DAY

Ducking inside a leather shop, Frank heads straight for the back entrance and finds it.

He stands on the cobblestones. Blood streams from his forehead as well as his hand. He has

SECONDS

to decide which way to go. The alley is long and narrow on either side. An awning above. Clear sight lines.

The back of the shop upends the Grand Canal.

EXT. ALLEY - MOMENTS LATER

The Russians burst out the back.

There is no sign of Frank.

Scarface looks at the Canal. He walks to the edge of the water and SPRAYS gun fire atop it. Nothing.

**CUT TO:
37.**

HIGH ANGLE OF SCENE

Frank lies huddled on his back IN THE AWNING behind the leather shop, barely able to control his frantic breathing. He's mere feet away from the men who are trying to kill him...

He looks up and sees: the scowling face of an Italian WOMAN peering out over her window box.

Frank raises a desperate finger to his lips. A prayer that she won't give him away.

She looks at him disapprovingly. Then disappears back inside.

CLOSE ON FRANK as he waits, his heart pounding.

Seconds tick past... is he safe?

Rrrrrrip! A black cylinder, like the barrel of a gun, tears through the awning fabric inches from his Frank's head.

He cries out. The awning rips and dumps him down hard onto the cobblestones below...

A MOMENTARY BLACKOUT

Frank opens his eyes and sees two pairs of black boots that belong to... A PAIR OF CARBINIERI who stand over him.

One of them holds a nightstick.

They stare down at the bloodied tourist in his underpants lying at their feet. They've seen stranger things.

CUT TO:

INT. POLIZIA "QUESTURA" (POLICE STATION) - DAY

Frank sits alone with a blanket over his shoulders. Most of the blood has been wiped from his wound and he has a rough bandage on his head.

From down the hallway a cheery stubble-faced POLICE OFFICER, DOMENICO (30's, animated), walks into the room where Frank is waiting.

Domenico laughs, talking on his cell phone as he enters.

38.

DOMENICO

(in Italian)

You can't let them stay over, man.
You start cuddling and then she
wants to borrow your car. Stop
cuddling, Tomaso!

Frank stands.

FRANK

Excuse me...

DOMENICO

(suddenly noticing
him)

Hey, what are you doing in here?

FRANK

The officers told me to wait here.
I've been sitting here for over
two hours...

Domenico glances over his shoulder.

DOMENICO

I think they forgot about you.

Frank sits back down heavily. Domenico sits on the edge of a desk.

DOMENICO (CONT'D)

What happened to you, anyway?

FRANK

Somebody tried to kill me.

Domenico picks up Frank's statement and glances at it.

DOMENICO

Mr. Taylor, wow, you had quite a day. Eh? We got chasing, we got shooting.

Domenico looks at mild-mannered Frank sitting there in his boxers. The story seems unlikely.

FRANK

You think I'm crazy but it's all true.

DOMENICO

Maybe you crazy AND it's true, my friend.

39.

Domenico looks at Frank a little harder.
guy is not making all this up.

Decides this

DOMENICO (CONT'D)

Okay, so who are these guys? Why they mad at you?

FRANK

I have absolutely no idea.

DOMENICO

They followed you from the Danieli?

FRANK

They came to the room. They pretended to be room service.

DOMENICO

You don't scopata one of their girlfriends or something?

FRANK

I didn't "scopata" anybody!

DOMENICO

Who is...

He consults a piece of paper.

DOMENICO (CONT'D)

Cara Mason?

Frank is quiet. Domenico playfully points at him.

DOMENICO (CONT'D)

I catch you, right?

FRANK

(irritated)

In America the cops catch the crooks, not the victim.

DOMENICO

Ha ha, we do that sometimes here, too.

Domenico considers for a moment.

DOMENICO (CONT'D)

Is no domestic, then?

40.

FRANK

No.

DOMENICO

How long you know Cara Mason?

FRANK

I met her yesterday.

DOMENICO

And you take her to the Danieli?
That must have been good meeting,
yes?

FRANK

I didn't take her. She took me.

The infectious grin again lights up Domenico's face.

DOMENICO

You lead an exciting life, Mr.
Taylor.

FRANK

Not usually.

Domenico picks up the phone and dials a number. He talks in brisk Italian, listens again and replaces the receiver.

DOMENICO

Signora Mason was staying with "her husband" last night. You marry her, Mr. Taylor?

FRANK

No.

DOMENICO

I think maybe Signora Mason might know why these guys behave badly. What do you think?

Pause.

FRANK

I think that's possible.

DOMENICO

You got a phone number, mobile?

FRANK

She didn't give me one.

41.

Domenico looks him over.

DOMENICO

You need some clothes. I'll be right back.

He leaves Frank alone again.

Frank stands and half-heartedly follows him to the doorway.

He spots something in the adjoining room; a computer that has been left on. He wanders over and looks at the screen.

An idea comes into Frank's head... he looks around. Nobody is watching him. He glances at the inscription on the **WATCH...**

Then quickly sits down. He does a search for "WANTED

INTERNATIONAL CRIMINALS" and types in the name:

ALEXANDER PEARCE.

An immediate hit in the data base. Alexander Pearce's page fills the screen. The caption reads:

#6 on INTERPOL'S MOST WANTED LIST.

In place of a photograph there is just a black outline of a man's head.

Frank is about to scan for more information when he hears Domenico returning. He quickly steps back into the room where he was left...

DOMENICO enters carrying a garish SWEAT SUIT. He hands it to Frank.

DOMENICO (CONT'D)

Here. Put these on. Time to go.

Frank looks at the clothes.

FRANK

Um... thanks. Where are we going?

DOMENICO

I'm taking you to the hospital, Mr. Taylor. A doctor should take a look at you.

42.

FRANK

I'd really rather just go--

DOMENICO

Don't worry. I put you in Padua, away from Venice. You'll be safe.

(scribbles his number)

Any worry, you call me. I give you my home number.

CUT TO:

INT. HOSPITAL SCANNING ROOM, PADUA - EVENING

Frank lies flat on his back.

A NURSE leans over him with a kindly expression.

NURSE

Relax signore. We're just going
to make sure everything is all
right inside your head.

She slides him slowly into the mouth of an MRI scanning
machine head first. It hums to life.

INT. HOTEL CORRIDOR, DANIELI - EVENING

Domenico whistles as a hotel clerk escorts him to to the
Doge's suite.

CLERK

(in Italian)
Unfortunately we've already re-let
the room.
(nervous)
We'd rather the guests didn't know
about the incident.

DOMENICO

Don't worry. I'll be discreet.

CLERK

Grazie.

The Clerk knocks. The door is opened by Ivan Demidov.
43.

CLERK (CONT'D)

I beg your pardon, Signore, but
this is a police officer. He needs
to briefly examine the room.

DEMIDOV

Of course.

Demidov steps back, holding the door open.

INT. DOGE'S SUITE, DANIELI - EVENING

Demidov watches Domenico, who sniffs around.

DEMIDOV

(casually)
What happened, officer?

DOMENICO

That's what I'm trying to find
out, Signore.

Domenico gets down on his hands and knees and looks
around. He spots something under the sofa and fishes it
out with his penknife... a spent bullet casing.

He puts it in a plastic bag, pleased with himself.
Demidov catches his eye. He smiles at him.

DEMIDOV

You are a good detective.

DOMENICO

I do my best.

Domenico stands and takes his leave.

DOMENICO (CONT'D)

Sorry for the inconvenience.
Enjoy your stay.

As he and the clerk exit, Scarface steps out from the
other room. Off Demidov's look, he leaves the suite to
follow...

INT. HOSPITAL ROOM, PADUA - NIGHT

Frank lies on the bed. There are clean bandages on his
injuries.

44.

The television drones on the wall: an Italian reality
show. A WOMAN holds her hands over her eyes. The HOST
taunts her:

THE HOST (V.O.)

(in Italian)

Now remember, I said you were in
for a surprise... a big surprise.

Frank waits for the surprise.

INT. INTERPOL FIELD HQ, VENICE - NIGHT

Ackerman is tilted back with his eyes closed like he has
a headache.

Jones enters with a file labelled: "Frank Taylor".

ACKERMAN

What did we find on the American?

JONES

He's a tourist. Member of the teacher's union. Pays his taxes. Has bad luck.

ACKERMAN

Evidently. He had a pair of Russian hit men after him. Are you still going to tell me Demidov is clean?

JONES

I never said he is clean. I just said he isn't our target.

GOYAL

I'm just wondering how they tracked them down at the hotel...

ACKERMAN

(under his breath)

Just so long as they don't beat us to Pearce when the real one arrives.

He looks up at Goyal.

ACKERMAN (CONT'D)

Where's the teacher now?

45.

GOYAL

The local police picked him up.

ACKERMAN

Then he's safely out of the way.

CUT TO:

INT. HOSPITAL ROOM - NIGHT

Frank sits up in his bed, reading.

The PHONE RINGS.

FRANK

Hello?

INT. TERRACE FLAT, PADUA - EVENING

INTERCUT: Domenico - in his terrace flat. He wears a T-shirt and holds a glass of wine. Loud Italian pop music plays in the background.

DOMENICO

Well it's official Mr. Taylor.
You're not mad.

FRANK

That's a relief.

DOMENICO

I went to the hotel. Somebody
shot at somebody. I found a shell
casing. I'll have it analyzed in
the morning.

Frank glances around uncomfortably.

FRANK

I'd like to be on a flight home
tomorrow morning.

DOMENICO

Relax, you're perfectly safe where
you are.

(pause)

You have any visits from your
Signora Mason?

46.

FRANK

(quiet)

I wish.

DOMENICO

Never let them cuddle, Mr. Taylor.
One cuddle and it all turns to
merda. Good night. If you need
anything, you have my number.

Frank hangs up, shaking his head.

In the restful silence he hears a DISTANT BANG. A

gunshot? A door slam? Nervous, he gets up and goes to the door...

INT. HOSPITAL CORRIDOR - NIGHT

Frank looks right and left. The corridor is empty and silent, lit by strip lights set on low.

Just as he's about to close the door again, Frank notices that there is a label stuck there with his name on it, just above the room number.

He struggles with the label for a few seconds, tearing it off.

He sticks the label on the door to an empty room opposite.

INT. HOSPITAL ROOM - NIGHT

Frank goes to the sink and splashes water on his face. Stares at himself for several moments, as he did in the bathroom at the Danieli. He's lost in thought.

Then...

He hears the clang of a metal pushcart being wheeled along. Some footsteps approach. There are voices speaking an unfamiliar language, maybe Russian...

Russian?

Frank scrambles for his clothes. He fishes out Domenico's phone number from a pocket and races to the phone. Then freezes, listening:

The footsteps move away slightly... there is the sound of a door opening. The door across the hall.

47.

Seconds pass. The door is closed again. The footsteps move down the hall, slowly fading away.

Frank punches in the policeman's number and grips the receiver. It rings.

INT. DOMENICO'S TERRACE FLAT - NIGHT

A saucepot simmers on the stove. The phone RINGS.
Behind it is a WINDOW - pierced by one circular bullet
hole.

The music still plays.

As our gaze drifts downwards we see Domenico's bare feet,
prone behind the kitchen island.

The phone RINGS and RINGS...

INT. HOSPITAL ROOM - NIGHT

Frank is struggling into his clothes. Everything seems to
stick and take forever.

He opens the door a crack and looks down the ward.
Nothing. He moves along the passage, slipping into
doorways and out of the light.

He finds the elevator and jabs at the button.

The light shows it is approaching the floor. It stops.
The doors open. Frank is about to enter it, when
suddenly SOMEBODY STEPS OUT...

An ORDERLY exits and brushes past.

Frank breaths a sigh of relief and steps in.

INT. HOSPITAL ELEVATOR, PADUA - NIGHT

Frank presses the button for Receptione et Terre and
waits an interminable four seconds for the doors to
close.

Slowly the elevator descends... and stops.

The doors open. A big MAN stands with his back to us,
blocking the exit. Frank shrinks away, with nowhere to
hide. The man turns.

48.

He's a MALE NURSE, waiting to get into the lift. He
stands aside to allow Frank to leave. Frank takes a step
out...

...and sees SCARFACE talking to the receptionist.
Hurriedly, Frank reverses back into the elevator.

FRANK

(to the Nurse)

Wrong floor.

Then, just before the doors close, Scarface turns... his eyes meet Frank's. He starts towards the elevator... but the doors shut first.

The lift stops again. The doors open on the first tier of the subterranean car park.

Frank leaps off.

INT. UNDERGROUND CAR PARK, PADUA HOSPITAL - NIGHT

Limping and terrified, Frank jogs towards the ramp marked Uscita in the far corner.

An ENGINE ROAR splits the silence. The lights blind Frank in the darkness as the car careers towards him.

He falls to his knees.

The car skids to a stop.

The door flies open. He squints. Sitting behind the wheel, calm and beautiful as ever, is CARA. He stares.

CARA

What are you waiting for? Get in.

INT. CARA'S CAR - NIGHT

He climbs into the car. She turns to him as she pulls out.

CARA

Did you miss me?

FRANK

A little.

He glances anxiously over her shoulder.

49.

FRANK (CONT'D)

Um... you may not believe this but there are some people trying to

kill me--

CARA

(calm)

I know.

Cara drives toward the ramp. He looks at her.

FRANK

Do you know why?

CARA

It's because I kissed you.

She stops the car and waits for the metal gate at the top of the ramp to open. It rises with a loud creaking to
REVEAL...

A BLACK CAR with two men inside. One of them steps out and ducks under the gate as it rises up.

While he's briefly silhouetted by the car's headlights we glimpse the outline of an AUTOMATIC WEAPON.

CARA (CONT'D)

Shit.

With remarkable sangfroid she cuts the engine and lets her car roll backwards, gliding silently and perfectly into a parking spot.

Silence.

They watch the BLACK CAR slowly descend the ramp. The Russian with the gun in his hand walks carefully alongside.

Frank watches, holding his breath.

The sound of another engine cuts through the silence. A pair of headlights come up from the level below.

CLOSE ON THE CAR. The MALE NURSE from the elevator is driving up toward the exit ramp, toward the exit where the Russians are waiting.

CLOSE ON THE GUNMAN slipping back into the shadows and readying his gun to fire.

50.

FRANK sees what is about to happen. His face betrays his

concern.

He reaches for the door.

CLICK. Cara presses the central door lock. Frank's door doesn't budge. He looks over at her.

FRANK

(re: the Nurse)

That guy has nothing to do with this.

CARA

Neither do you.

He looks her straight in the eye. She relents.

CARA (CONT'D)

Okay. If you want to play hero...

She turns over the ignition.

CARA (CONT'D)

Hold on.

Cara revs the car and pulls out fast, cutting off the Nurse's car. He leans on the horn.

At the top of the exit ramp, the metal parking gate is slowly being lowered.

She weaves around the black car, deliberately heading for the gunman. He opens fire.

BRRRRRAAAP!! Bullets spray wildly, ricocheting off the walls, shattering windshields... Frank covers his face as a side-window pops, showering him with glass.

The GUNMAN is forced to jump out of the way as Cara scrapes the side of her car along the wall. Sparks fly.

The black car burns rubber as it U-turns to follow her.

She guns it up the ramp towards the closing door.

FRANK

There's not enough room!

CARA

There's enough room.

The fence whirs at head height and keeps lowering. The black car is closing in behind them.

FRANK

We won't make it!

CARA

I thought Americans were optimists.

At the last second he ducks instinctively and closes his eyes. The gate clips the top of Cara's car with a tremendous CLANG! Traps it.

Cara presses her foot all the way down on the accelerator. Smoke pours from the tires.

CRASH!

The black car RAMS them from behind.

A Russian leans out the window and fires at the outlines of Cara and Frank's HEADS. Bullets shatter the back window.

Cara pushes Frank's head down. The sound of burning gears as the engine hits its limit.

Suddenly, scraping paint, Cara's car SPRINGS forward, jetting out onto the street.

The fence drops further and shudders to a halt. The black car is trapped. The Russians can only watch as Cara speeds away.

CUT TO:

INT. CARA'S CAR - NIGHT

The quiet hum of the autostrade is the only sound in the car.

Frank sits in a daze. He turns to her.

FRANK

Do I look that much like Alexander Pearce?

Cara turns sharply.

CARA

How do you know--?

Frank holds up his wrist.

FRANK

The watch.

She hesitates. A pause.

CARA

I don't know. You're about his size. That's all.

FRANK

(incredulous)

You don't know what your own boyfriend looks like?

CARA

Alexander crossed a very dangerous man. He changed his appearance in order to vanish.

FRANK

Great.

CARA

Don't worry. I'm taking you somewhere you'll be safe.

FRANK

We should go to the police.

CARA

Because they did such a good job protecting you before?

Frank doesn't respond.

CARA (CONT'D)

Trust me.

Frank looks at her. Then relents, leaning his head back against the support and closing his eyes.

FADE TO BLACK:

EXT. OUTSKIRTS OF VENICE - MORNING

The car is parked along a muddy canal. Beside it runs a small disconnected set of palazzos. Cara shakes Frank. He won't wake up.

CARA

Frank... Frank.

He's snoring. She pinches his nose closed...

He startles awake. She smiles mischievously.

ON A SIDE STREET

He follows her past abandoned tricycles and very old men sitting on stone steps.

FRANK

And I thought I wouldn't get to do any sight-seeing.

Frank steps over a greenish puddle.

CARA

Here we are.

She pauses before a run-down palazzo.

INT. RUN DOWN PALAZZO, HALL - NIGHT

The narrow hall is dark and shabby.

Cara walks up the stairs to a door on the landing. She opens it with a key.

INT. PEARCE'S "SAFE HOUSE" - NIGHT

It is completely dark inside. The two of them maneuver in the darkness. The sound of a hand bumping against a wall.

Finally somebody finds the light switch and--

CARA holds a .38 Taurus PISTOL in front of her.

Frank happens to be right in her line of sight. He flinches.

FRANK

Whoa!

CARA

Sorry.

She quickly directs the gun away from him. Frank leans over, catching his breath.

Cara starts to giggle. Frank starts to laugh too.

INT. KITCHEN, PEARCE'S "SAFE HOUSE" - NIGHT

The apartment appears as if it was leased, stocked and then never set foot in again. Brand new appliances that have never been used.

Frank walks over to a flat screen TV and curiously peels off the protective clear film... He looks up and sees:

Cara has her head inside the OVEN.

FRANK

What are you doing?

She pulls out, a flashlight in her mouth.

CARA

Making sure no one sabotaged the gas lines.

Frank watches her walk over to the FUSE BOXES.

MINUTES LATER

Frank pokes through the cupboards. Stocked with fine olives, tins of expensive smoked fish, viands, stewed fruit from orchards in France.

He opens the icebox. Inside is frozen meat and fish. He pulls out one package of frozen orange steaks - it is labelled "BARRACUDA, CAUGHT ANTIGUA, 8/07".

FRANK

He goes Barracuda fishing?

Cara has poured herself a glass of wine.

CARA

He goes Marlin fishing. You catch
the Barracudas by accident.

55.

Frank looks at the steak...

INT. DINING AREA, PEARCE'S "SAFE HOUSE" - LATER

CLOSE ON THE FISH -- now seasoned, grilled and surrounded
by whipped sweet potatoes, beets and almonds.

Frank places a plate before Cara who sits with her wine
at Pearce's oak table. She looks appreciatively at her
plate.

CARA

And she left you for a cook?

Frank smiles and pours himself a glass of wine. Cara
takes a bite.

CARA (CONT'D)

Mmmmm! That's decadent.

FRANK

With these ingredients, it's not
hard.

Frank savors a bite of his meal.

FRANK (CONT'D)

You know something? Food tastes
better after you've been shot at.

Cara laughs. She clinks his glass.

CARA

I'm glad I decided to come back
for you, Frank Taylor.

They watch one another eat for several moments.

FRANK

Can I ask you a question.

She sets down her fork. Leans back.

FRANK (CONT'D)

What's it like? Being a criminal?

CARA

(scoffs)
I'm not a criminal.

56.

FRANK

You carry a gun, you consort with people being chased by killers... I hate to break it to you, but--

CARA

Okay, I'm a criminal.

She takes a big gulp of wine. Moves over to the sofa.

CARA (CONT'D)

I didn't mean for things to turn out like this. I always lived by a certain code. But then... I broke it.

She lapses into silence. Frank comes and sits beside her.

FRANK

For Alexander Pearce?

She doesn't answer. Which is an answer.

FRANK (CONT'D)

What's he like?

A beat.

CARA

He's the most interesting man I've ever known. When I first met him, I wasn't expecting that. He took me by surprise.

She shifts deeper into the leather cushions as if reliving a memory of sensual pleasure.

CARA (CONT'D)

If I'd been prepared, I might not have loved him. But I wasn't. So I did.

She frowns into her empty wine glass. Frank slides a little closer.

FRANK

(soft)
I don't regret it, you know.

CARA

Regret what?

57.

FRANK

Kissing you.

He looks into her eyes. They are sitting very close on the sofa. The lights are low. The mood is romantic...

Frank puts an arm over her shoulders and leans in for a kiss--

Cara stands abruptly.

CARA

What are you doing?

He looks up at her, questioningly.

FRANK

I thought...

CARA

You thought what? That I saw you on the train and my heart stopped? That all my life I've been waiting for a math teacher from the Midwest to sweep me off my feet?

Frank doesn't respond.

CARA (CONT'D)

I picked you because of your height. Do you understand?

He does. His humiliation complete, he rises with as much dignity as he can muster and carries the plates into the kitchen.

Cara looks after him... exasperated yet already sorry for being so blunt. She is about to say something when...

Her CELL PHONE RINGS. A special ring.

She answers right away.

EXT. PIAZZA SAN MARCO - EVENING

The ENGLISHMAN strolls the Piazza San Marco. FOLLOW HIM
from behind as he speaks into his phone.

THE ENGLISHMAN

Have you been reading the
newspaper?

58.

IN THE SAFE HOUSE

Cara narrows her focus. She walks away from Frank,
stealing away into the bedroom. Her heart is beating.

CARA

Yes... there was nothing there
today. Is... is it you? Alexa--

THE ENGLISHMAN

No names. Not on the phone.

INT. INTERPOL FIELD HQ, VENICE - EVENING

The WAVE PATTERNS of the man's voice shimmer on a
computer monitor. Goyal and Ackerman stand watching,
hanging on every word.

THE ENGLISHMAN (V.O.)

(from the speakers)
It's been a busier weekend than I
expected.

ACKERMAN

Place him. Place him!

A HORN-RIMMED AIDE zeroes in on a MAP screen.

The screen gives him a map of VENICE. Then zooms into a
map of the SAN MARCO district...

INT. BEDROOM, "SAFE HOUSE" - CONTINUOUS

Cara holds one finger in her ear, listening intently.

THE ENGLISHMAN (V.O.)

There's a recipe in a Tuscan

cookbook there I need. Would you look it up for me?

CARA

Do we really need another "recipe?"

THE ENGLISHMAN

I want to make sure our guests are surprised.

59.

EXT. PIAZZA SAN MARCO - EVENING

The Englishman passes the Lagoon to his left, and enters an enormous courtyard, the Arco Foscari. He looks down at his watch...

THE ENGLISHMAN

You're a brave and loyal girl. I'm in awe of you.

INT. INTERPOL FIELD HQ, VENICE - EVENING

The computer map hones in on the PIAZZA SAN MARCO...

ACKERMAN

Go! Go! Go!

Goyal is already out the door and Ackerman grabs his Kevlar vest and follows, racing down the steps...

INT. BEDROOM, "SAFE HOUSE" - CONTINUOUS

Cara folds her arms as she listens.

CARA

That's because you leave everything up to me.

She pouts, only partially joking.

CARA (CONT'D)

I'm fine by the way, in case you were concerned about me.

THE ENGLISHMAN

(playful)
My only concern is for those who

cross you, my love.

EXT. PIAZZA SAN MARCO - EVENING

At last The Englishman arrives before the lower colonnade of the DOGE'S PALACE, the seat of medieval Venetian civic government. It is a wonder of Gothic architecture with spires piercing the blue sky.

He gazes up at it for a moment.

60.

THE ENGLISHMAN

You may not believe it, but every step of this miserable game is taken in the hope of earning your trust and ever-lasting regard. I mean that.

The Englishman is at the Ponte del Suspiri-- the "Bridge of Sighs."

INT. BEDROOM, "SAFE HOUSE" - EVENING

Cara's expression softens.

CARA

You have a talent for saying the right thing.
(to herself)
You always did.

OUTSIDE THE BEDROOM DOOR

Frank listens to the end of Cara's conversation, his forehead creased with concern.

EXT. PIAZZA SAN MARCO, CAFE - NIGHT

The Englishman closes his phone and disappears into the crowd.

INT. BEDROOM, "SAFE HOUSE" - NIGHT

Cara speaks urgently.

CARA

Wait--

The line is dead.

EXT. PONTE DEL SUSPIRI - SECONDS LATER

A silent caravan of three black SUV's - a strange sight in Venice - pull up in perimeter around the Bridge of Sighs and skids to a stop.

Ackerman and the others leap out, looking around. Then Ackerman sees it:

The Englishman's CELL PHONE, sitting on the cobblestones. **61.**

They approach. Goyal kneels to pick it up with a plastic bag.

GOYAL

We should check for prints. Maybe
he forgot to wipe it down...

ACKERMAN

I doubt it.

Ackerman looks around.

INT. BEDROOM, "SAFE HOUSE" - NIGHT

Holding her now unimportant phone in her hand, Cara draws herself up and walks into the

SITTING AREA

Frank lies asleep on the couch.

Cara walks to the kitchen and retrieves the Tuscan Cookbook. Thinking herself unobserved, she opens it.

A PAGE has been turned down. A recipe for LAMB.

Cara pulls out her red, felt-tipped pen. She finds a sentence in the recipe with a single pen dot beside it.

Tapping her pen under letters on the page, Cara works out the code, memorizes the contents of the message and closes the book.

ON FRANK

His eyes are open.

EXT. VENICE - MORNING

Establishing shots of the city as it comes to life in the winter time.

Boats are pushed out into the canals...

Trash is hosed from the cobblestone streets...

Tables and chairs are set out at sidewalk cafes, waiting for the tourists to come...

62.

INT. SITTING ROOM, "SAFE HOUSE" - MORNING

With an unfamiliar gentleness, Cara approaches Frank sleeping on the sofa and touches his shoulder.

CARA

Frank... I have to go.

He opens his eyes and looks at her.

CARA (CONT'D)

Don't go out. All you need is here. In four or five days everything will be resolved...

FRANK

Resolved?

CARA

It will all be over. I'll give you the all clear and you can go back to your life. This will be a great adventure you can look back on.

FRANK

When will I see you again?

CARA

Never.

She looks at him evenly; one last glance between two people from two completely different worlds.

CARA (CONT'D)

Good-bye, Frank.

She leaves.

INT. RUN DOWN PALAZZO, HALL - DAY

She has started down the stairs when Frank appears on the landing. He leans over the balustrade.

FRANK

Is he worth it?

CARA

Get back inside.

She has stopped mid-flight.

63.

FRANK

You're going to risk everything
for him. Would he do the same for
you?

She is quite straightforward in her response.

CARA

It doesn't matter. I love him.

FRANK

He doesn't deserve it.

She shakes her head.

CARA

None of this is your business
anymore. Now get back inside
Frank!

Just as she raises her voice a door opens below them in the hall, and an old man comes out. He looks up at Cara.

OLD MAN

Signorina.

This is exactly what she did not want. But she controls her annoyance, nods in greeting and continues towards the front door.

CARA

(to the neighbor)
Mi dispiace, Signor.

The Old Neighbor nods as Cara walks out the door.

He admires Cara's shapely form as she crosses the cobblestone streets and disappears into the alley.

He glances back up at Frank and whistles appreciatively. Frank turns and goes back inside.

INT. INTERPOL FIELD HQ, VENICE - DAY

Ackerman sits in an office chair, gently revolving. Jones, Goyal and Jean Luc are there as well.

ACKERMAN

Why do women find these con men so appealing?

Jones is the only woman nearby...

64.

JONES

Don't look at me. I married my personal trainer.
(sotto Jean Luc)
She's twenty-six.

Jean Luc can't tell if she's serious.

ACKERMAN

How did Pearce seduce that beautiful woman? Was it his charm? His looks?

GOYAL

Looks change.

Ackerman sips from his ten thousandth cup of espresso.

ACKERMAN

Maybe it's because if he adores himself and spends every moment gratifying his desires, so then can she.

He looks around to see if the others like this theory.

ACKERMAN (CONT'D)

She can become a child again. Who wouldn't want that?

There is a bitterness in Ackerman's tone that reveals he is personally hurt by this.

Goyal's Blackberry makes a beep.

GOYAL

She's on the move. Time to go.

Ackerman pushes himself wearily to his feet.

ACKERMAN

By all means. Let's follow the children.

INT. KITCHEN, "SAFE HOUSE" - DAY

Paging through the cookbook, Frank locates the page. He smiles in recognition at the familiar CODE pattern of red dots. He pulls out a PEN...

65.

INT. BATHROOM, "SAFE HOUSE" - DAY

Frank examines a sleek, tiny electric razor that resembles a lollipop. Turning it on, he applies it. Pleased, he keeps shaving.

Getting out of the shower, Frank enjoys the soft Frette towels.

INT. MASTER BEDROOM, "SAFE HOUSE" - DAY

In the closets are dozens of flawless, custom-tailored suits.

Flipping through the rack like a discerning shopper, Frank arrives at a suit that catches his fancy. Elegant and simple.

IN THE MIRROR

Frank struggles to close Alexander Pearce's pants around his lightly padded mid-section... a little too tight.

Frank is irritated to discover he's not quite as trim as Pearce.

ON THE BEDROOM FLOOR

Frank engages himself in a spontaneous program of CALISTHENICS. He struggles through a batch of push-ups, then sit ups.

IN THE MIRROR

Frank flosses his teeth. Then he backs up, taking in his outfit. The lines of the suit highlight his frame.

He likes what he sees.

INT. DEMIDOV'S HOTEL ROOM - DAY

Demidov is getting dressed. It's an elaborate ritual: carefully pressed pants, ironed shirt, starched collar, etc.

His two BODYGUARDS stand nervously at attention, watching him.

66.

DEMIDOV

When I was a young man, times were very hard. When an opportunity presented itself, you took it.

He pats talcum powder on himself. The men remain stone-faced.

DEMIDOV (CONT'D)

I was twelve years old when Gregor asked me if I was ready for a man's job. He was the top chelovek in our housing block. So I said yes. He gave me a crowbar and told me to go bash in the skull of another boy who had stolen something from him.

He points at his platinum cufflinks on a bedside table and snaps his fingers. Scarface hands them to him.

DEMIDOV (CONT'D)

Now it just so happened this boy was a friend of mine. I did not want to do this terrible thing. But when you come from the streets, you have no choice.

He carefully knots his tie in the mirror.

DEMIDOV (CONT'D)

I worked very hard for years to get past that life. So I would not have to do these terrible things. So I would have a choice...

He turns and smiles at his THICK-NECKED bodyguard. He gestures toward the man's holstered pistol --

DEMIDOV (CONT'D)

I have people like you to do these things for me...

He holds out his hand; THICK NECK hands him the pistol.

DEMIDOV (CONT'D)

Except that you don't!

Suddenly Demidov pistol whips the man across the face!

Blood explodes from THICK NECK's nose. He falls down to one knee, clutching his face in pain.

67.

Scarface looks on in fear. Demidov calms himself almost as quickly as he lost his temper. He drops the gun on the carpet and steps back in disgust.

DEMIDOV (CONT'D)

If you did your job properly, I wouldn't have to get my hands dirty, you piece of shit.

He turns and walks into the bathroom to wash his hands.

CUT TO:

EXT. CIPRIANI HOTEL - DAY

Heels clicking on the cobblestones, Cara strides quickly along the Palazzo Vendramin en route to the Cipriani. She checks her watch. Then walks faster.

She passes a smallish transporto via cargo (supply boat) floating in the lagoon beside the Palazzo.

Cara approaches the poolside hotel restaurant.

INT. CIPRIANI HOTEL - DAY

From a second story SUITE of rooms, The ENGLISHMAN peers through the curtains. He sees Cara seat herself at a TABLE between the pool and the lagoon.

His eyes settle on the transporto. Workers step on and off, carrying fresh linens into the hotel.

He leaves the window.

INT. TRANSPORTO - DAY

There is a small cabin on the deck.

Inside the cabin, Ackerman, Goyal, a videographer, a signals surveillance officer and a coordinating tactics officer huddle.

Ackerman stares out the tinted window.

ACKERMAN'S POV - he can just see Cara sitting at the table.

68.

EXT. CIPRIANI HOTEL, POOLSIDE RESTAURANT - DAY

Fanning herself with a newspaper, Cara discreetly evaluates the men in her sight lines. Venetian civic leaders chatting by the bar, tourists reading maps...

Over her sunglasses she catches sight of a pair of YOUNG LOVERS drunk in each other's grasp in the pool.

She turns away.

INT. TRANSPORTO - DAY

Squinting, Ackerman evaluates his placements.

- A WAITER, idling at his bussing station, his eyes roaming the palazzo.

- A VAPORETTO CAPTAIN, who quietly turns away requests for a ride into St. Marks Square, his finger to his ear.

- An OLDER COUPLE sitting a few seats away from Cara.

And an AGENTE DI POLIZIA (police patrolman) loud and jovial, joking with passersby, while quietly checking his earpiece.

He speaks into the air.

AGENTE DI POLIZIA (V.O.)

(from the speakers)

Eh, we do not know any further...characteristics?

ACKERMAN

(pressing a button)

You know what we know.

EXT. CIPRIANI HOTEL, POOLSIDE RESTAURANT - DAY

The VIDEO CAMERA swivels to follow a MAN, elegantly dressed, with trim hair who swiftly approaches Cara's table...

IN THE TRANSPORTO

Standing up, Ackerman holds his hand up.

69.

ACKERMAN

(into the speaker)

Hold...wait for my signal...

AT THE RESTAURANT

Cara glances up from her menu as she senses the elegant man approaching.

The WAITER walks quickly toward Cara's table...

The elegant man is FRANK.

IN THE TRANSPORTO

Ackerman stares at the monitor with Frank's face on it.
He's quietly furious.

ACKERMAN

What is that fool doing in the
middle of my operation?

AT THE RESTAURANT

Cara stares slack-jawed at Frank.

He has given himself a complete make-over. New haircut.
Pearce's suit fits him well.

He looks terrific. Cara notices before quickly recovering
her composure.

FRANK

Time for Alexander and me to meet
face to face.

CARA

(quietly)
I don't know what you're talking
about. Please go, I'd like to
have a quiet coffee.

Frank sits at the table with Cara and eats a CASHEW.

IN THE TRANSPORTO

Ackerman barks whispered orders into the speaker:

70.

ACKERMAN

(frustrated)
Move off. Move off.

The UNDERCOVER WAITER quickly moves away from Cara's
table.

Ackerman stares at the monitor which captures Cara's
angry expression.

ACKERMAN (CONT'D)

(talking to the
screen)
Get rid of him!

AT THE POOLSIDE RESTAURANT

Defiantly, Frank pulls his chair in closer to Cara. He signals to a different THIN WAITER.

FRANK

(to the waiter)
Caffe, per favore?

Frank turns back to Cara, who calls out--

CARA

Cameriere! No caffe for signor!

FRANK

(contradicting her)
With milk!

She stares at him.

CARA

Do you want to be dead?

FRANK

Not particularly, but I'm tired of being afraid. I've been running around like a frightened mouse long enough and I've decided I'm finished.

Frank pulls out a Gitane cigarette. He lights it, smoking while he talks.

71.

FRANK (CONT'D)

When I first saw the name I got scared: "Alexander Pearce." He even sounds like some super cool master criminal with Russian enemies and the beautiful girlfriend... he probably works out. He might own a pizza shop on the side for all I know.

Frank frowns at the cigarette.

FRANK (CONT'D)

These are disgusting.

INT. TRANSPORTO - DAY

Goyal is seated at the communication station.

ON THE MONITOR - Frank is settled in opposite Cara.

GOYAL

He's not going anywhere.

Ackerman peers directly out the window, as if he's going to see something different.

ACKERMAN

Put Lipetti in. Tell him to play it like he's dealing with a rowdy guest-- escort him out.

EXT. CIPRIANI HOTEL, POOLSIDE RESTAURANT - DAY

Cara looks all around. No sign of any suitor approaching.

CLOSE ON: the hands of the THIN WAITER, who sprinkles pepper carefully, presumably onto a dish. He then platters the dish and lifts it over his shoulder.

CARA

Frank, you have no idea what you're sticking your nose into.

FRANK

Probably not. But I'm doing it anyway. Alexander Pearce nearly got me killed. It was his idea, right?

(MORE)

72.

FRANK (CONT'D)

He told you to pick out some random sap on the train to take a bullet for him, didn't he?

Frank works himself up, drawing courage from his anger.

FRANK (CONT'D)

Well I'm not playing the role anymore. I'm going to confront him. He's supposed to meet you here, isn't he? I'm going to tell him exactly what I think of him.

CARA

Wonderful. Another macho idiot.
(to the waiter)
Conto, per favore!

Frank leans in.

FRANK

What's the lure, Cara? Obviously not his character. Is it the money? The luxury? What's any of that worth if you're getting shot at and you could go to jail?

CARA

I'm leaving Frank.

FRANK

He's smooth, right? He probably has mistresses in every European city, too.

CARA

It's really a shame you've scared him off--

She tosses some Euros on the table.

CARA (CONT'D)

The two of you make a nice couple.

The THIN WAITER arrives with a PLATTER. He sets it down in front of Cara.

The UNDERCOVER WAITER now moves toward the table with a grim expression...

The THIN WAITER removes the platter. Cara looks down.

73.

Spelled out in SALT and PEPPER on the plate is the following:

"MY VILLA. TONIGHT. 8PM."

Cara no sooner reads it than the Thin Waiter, who we now see is THE ENGLISHMAN...

...BLOWS on the platter, scattering the salt and pepper granules to the wind.

FRANK

What the hell?

As Frank looks up.

The Englishman has already turned away, but the Undercover Waiter is moving quickly toward Cara's table.

The Undercover Waiter picks up speed, changing course slightly. WE SEE he's after The Englishman who is about to enter the restaurant kitchen...

Then FRANK steps in front of The Undercover Waiter, mistaking him for Pearce.

FRANK (CONT'D)

Is this him?

CARA

Frank!

INT. TRANSPORTO - DAY

Ackerman slaps the cabin table.

ACKERMAN

Abort! Abort, goddammit!

THE POOLSIDE RESTAURANT

The Undercover Waiter tries to move past Frank.

FRANK

You hide out poolside and send your girlfriend and a total stranger to face the murderers who are after you? Not much of a tough guy, are you?

Frank SHOVES him back.

74.

FRANK (CONT'D)

Where I come from, we don't treat women like that!

Frank grabs the Undercover Waiter's collar with unaccustomed strength.

Cara quietly picks up her bag and leaves the restaurant. She walks as fast as she can without being noticed toward the Palazzo Vendramin.

In the midst of his scuffle, Frank looks around and realizes she's gone.

The Undercover Waiter's earpiece falls out in the melee... Frank sees it and hesitates. Maybe this guy isn't Pearce.

INT. TRANSPORTO - DAY

Getting up from his seat in the cabin, Ackerman gestures for the captain of the transporto to leave the dock.

ON THE MONITOR: Frank looks around and sees Cara: fifty feet away. Walking with purpose.

ACKERMAN

That goddamn fool.

Ackerman rubs his face and squats down, frustrated beyond measure.

GOYAL

What do we do with him?

ACKERMAN

Throw him in the lagoon.

CUT TO:

EXT. PALAZZO VENDRAMIN - DAY

Frank brushes past tables, hits the street and RUNS down the Palazzo, toward Cara.

FRANK

Cara!

Cara says nothing. She just shoots Frank an angry glance and climbs onto A VAPORETTO (water taxi).

75.

Frank runs to the edge of the water as it motors away.

Suddenly he feels the presence of somebody behind him.

TWO of ACKERMAN'S MEN are right there.

They pin his arms forcefully.

AGENT

Ok Signor... you can come with us
now.

Frank looks at the two big men on either side of him.
Then at Cara disappearing over the water. The fight
drains out of him and he doesn't resist.

CUT TO:

INT. INTERROGATION ROOM - DAY

Frank sits alone in the sparsely furnished, windowless
room. A table, two chairs. A large mirror on the wall.

Frank straightens his slightly disheveled suit, as if
he's been dumped here without ceremony.

He glances in the mirror periodically, suspicious.

The door opens and Ackerman enters. He pulls up one of
the chairs and gestures for Frank to do the same.

ACKERMAN

Please...

He looks Frank up and down.

ACKERMAN (CONT'D)

Nice suit.

FRANK

It's borrowed.

ACKERMAN

It's a good fit.

FRANK

Unfortunately.

Ackerman reaches into his breast pocket and takes out his
INTERPOL credentials. Tosses them on the table for Frank
to see.

76.

FRANK (CONT'D)

Police... better than the
alternative I suppose.

Ackerman smiles. Frank remains defiant. He jerks his
head toward the mirror confidently.

FRANK (CONT'D)

Who's watching from behind there?

Ackerman looks over at the mirror, taken off guard by the
question. He stands and goes to the mirror -- lifts it
off its hooks and sets it on the floor.

Nothing but plain wall underneath. Ackerman sits back
down. Frank is a little bit chastened.

ACKERMAN

You have a vivid imagination.

FRANK

I haven't needed it lately.

Ackerman smiles.

FRANK (CONT'D)

You're in for a disappointment.
I'm not Alexander Pearce.

ACKERMAN

I know that.

Frank looks up.

FRANK

Since when?

ACKERMAN

Since the beginning.

Frank stares at him blankly...

FRANK

How...?

ACKERMAN

Come. I want to show you
something Frank.

CUT TO:
77.

INT. INTERPOL FIELD HQ, VENICE - DAY

Ackerman leads Frank through the maze of desks and police. Various members of the task force follow their progress... Jean Luc, Jones, etc.

They arrive at a central INTEL area where Goyal sits in front of several computer monitors.

He looks up as Ackerman and Frank arrive.

ACKERMAN

(to Goyal)

Pull up the CID Academy graduating class for 2002.

Goyal raises an eyebrow, but does as he's told. A few moments later a photo of POLICE RECRUITS in uniform comes up on screen.

ACKERMAN (CONT'D)

Take a good look.

Frank peers at the screen. He spots the instructor-- Ackerman seven years younger.

FRANK

You?

ACKERMAN

Take a look at the second row.

INSERT CLOSE UP on the screen.

Frank examines the second row. One of the young women is... CARA MASON. Her hair is pulled back. She looks more the determined police cadet than the sexy siren... but it's definitely her.

FRANK

Cara...

He is dumbfounded.

ACKERMAN

We've been watching you this entire time.

FRANK

(dawning)

You saw those men try to kill me and you didn't intervene?

ACKERMAN

I'm trying to apprehend a major criminal. I'm not a babysitter.

Frank grows angry.

FRANK

I want to speak with somebody at the American Embassy. I'm going to tell them that you and your undercover officer knowingly and recklessly endangered the life of an American citizen! Let's see what my government has to say about that!

Jones clears her throat from a chair across the room.

JONES

We're aware of the situation, Mr. Taylor. But we take a long view of these things... fortunately you are unhurt...

Frank is incredulous.

FRANK

Then I'll go to the press. I'll tell the entire story to the New York Times.

ACKERMAN

(quietly)
No. I don't think you'll do that.

FRANK

Why not?

ACKERMAN

Because I don't think you want to see Cara's entire career destroyed.

Frank falls silent. Ackerman puts an arm around his shoulder and leads him away from the others.

ACKERMAN (CONT'D)

Espresso?

CUT TO:
79.

EXT. INTERPOL FIELD HQ, VENICE - DAY

Frank stands on a balcony overlooking a waterway. Ackerman emerges with two cups of espresso. Hands one to Frank.

ACKERMAN

Women like Cara don't come along very often.

FRANK

In my case, they don't come along at all.

ACKERMAN

She's the worst combination: stunning looks and a brilliant mind.

FRANK

If she's so smart, how did she get caught up with Pearce?

ACKERMAN

It started out as a straightforward placement...

INT. DOGE'S PALACE - DAY [FLASHBACK]

Cara (younger) poses as an art student, sketching a SCULPTURE in the Anticollegio.

ACKERMAN (V.O.)

...we ran her deep cover to build a case against Pearce. It took. He hired her as an assistant.

She turns her face and smiles at an UNSEEN MAN.

EXT. YACHT - DAY [FLASHBACK]

The wind blows in Cara's hair. She sits on the top deck. A MAN'S HAND passes her a drink as he walks by. She smiles at him (again we do not see his face).

ACKERMAN (V.O.)

Then she began missing drops.
Omitting important details.

80.

EXT. BALCONY - RESUME SCENE

Ackerman turns to Frank.

ACKERMAN

She was no longer with us. She
was with him.

Ackerman finishes his espresso.

ACKERMAN (CONT'D)

She explains it now as the
confusion of her new life outside
the academy. That I misread her
capacity for this kind of work.

FRANK

Then why are you still using her?

ACKERMAN

She's all I have, Mr. Taylor.

Beat.

FRANK

You think she'll turn him in this
time?

ACKERMAN

I don't know.

Goyal walks up behind Ackerman waiting patiently for a
moment to interrupt him.

ACKERMAN (CONT'D)

I do know however, that you are
very smitten with her.

Frank looks back at him evenly.

FRANK

It's not just me, is it?

Ackerman acknowledges the point with the barest of nods.

Goyal signals that Ackerman has a phone call.

CUT TO:
81.

EXT. GRAND SALONE, VENICE - DAY

The principal apartment of a Venetian palazzo, looking out over the Grand Canal.

Cara holds her cell phone to her ear as she walks.

ACKERMAN (V.O.)

Cara? Where have you been?

INTERCUT WITH

ACKERMAN on the phone at his office.

CARA

Have you got him?

ACKERMAN

You mean the idiot who ruined our operation?

CARA

Have you got him?

Ackerman glances out the window at Frank.

ACKERMAN

Yes.

Cara is relieved.

CARA

It's your own fault. We never should have endangered a civilian. You should have put an agent into place.

ACKERMAN

There was no time. Besides Pearce is too smart for that; he would have spotted the agent a mile away.

CARA

He didn't spot me.

Ackerman smiles bitterly.

ACKERMAN

Apparently he didn't have to.

Cara doesn't answer. Ackerman regrets the jibe. He steps into a HALLWAY where it's quiet.

82.

ACKERMAN (CONT'D)

I'm sorry Cara. That was uncalled for.

ON HER FACE as she listens to him.

ACKERMAN (CONT'D)

I'm on edge because of our failure today. If only the American hadn't messed everything up... I felt sure Pearce would show up today.

CARA

What makes you think he didn't?

Ackerman's face lights up...

CUT TO:

INT. INTERPOL FIELD HQ, VENICE - DAY

Ackerman strides into the room, calling for attention.

ACKERMAN

Okay everybody, listen up.

Jones, Quinn, Jean Luc and the rest of the team assemble. Goyal has Frank with him, dragging him around like a lost puppy dog...

ACKERMAN (CONT'D)

We have a location and time for the next meet. Pearce's villa. Eight o'clock. We have to move fast--

JONES

Pearce's own villa? Why would he risk going back there? He must know we'd be watching.

JEAN LUC

Perhaps he's nostalgic.

ACKERMAN

I doubt that. Maybe there's something of value still there. He left in a hurry after all.

JONES

Call in a search team.

83.

ACKERMAN

We searched the place after the raid last year. If there's anything hidden there, only Pearce knows where it is.

He picks up his coat.

ACKERMAN (CONT'D)

We need to get agents in place all around the villa.

Frank speaks up unexpectedly.

FRANK

If you're all around his house, will he show up?

A dozen heads turn to look at him.

ACKERMAN

If I needed your advice Mr. Taylor, I'd ask.

Frank shrinks down in his chair.

A beat. Ackerman turns back to the rest of the room.

ACKERMAN (CONT'D)

Establish a wide perimeter. We'll keep our distance and wire the entire villa for video surveillance.

The meeting breaks up. Everybody jumps into action.

ON QUINN as he slips out a side door.

CUT TO:

INT. CIPRIANI HOTEL - DAY

A standard hotel room-- no lavish suite this time.

Cara stands in front of the mirror. Her shirt is unbuttoned as she works to attach a TINY MICROPHONE to her bra.

The tape gets stuck to itself and she has to start over...

A KNOCK on her hotel room door.

84.

CARA

Come in.

Frank enters the room. Sees her half-dressed--

FRANK

I'm sorry.

CARA

It's okay. Come over here. I need your help.

In an echo of their first meeting on the train (but without the false flirtation) she turns to him and hands him a piece of tape.

Their eyes meet. A flicker of a smile passes between them.

Frank's fingers are perfectly steady this time as he helps her secure the microphone and do up her shirt.

FRANK

Ackerman told me everything.

She takes a deep breath.

CARA

I'm sorry Frank.

FRANK

There's no apology necessary.

He steps back from her. She smooths her blouse. Turns to him.

CARA

(re: the wire)
How do I look?

FRANK

Like the most beautiful woman on
earth.

The complete honesty and directness of his compliment
takes her by surprise. She's strangely moved by it.

She brushes her hand affectionately over his cheek.

CARA

When will you go home?

85.

FRANK

Ackerman asked me to stay with the
surveillance team in case the
thugs who came after me at the
Danieli show up. I'm the only one
who can identify them.

Something occurs to Frank.

FRANK (CONT'D)

Did you tell him to keep an eye on
me?

CARA

(busted)

I told him to make sure you were
safe until this was over.

He nods. A little pleased at her concern.

FRANK

You shouldn't worry about me.
What about you?

CARA

What about me?

FRANK

What are you going to do?

She takes a beat, then puts her game face on.

CARA

My job.

CUT TO:

EXT. ALEXANDER'S VILLA - NIGHT

A light mist. The sound of water lapping against the shore. The scene is familiar... almost identical to the night of the raid just over a year ago.

Then a wind picks up and blows the mist clear.

REVEAL an undercover POLICEMAN with an earpiece walking a dog a block away...

ON A ROOFTOP three blocks away - A SNIPER with a scope.

INSIDE AN APARTMENT - a FEMALE AGENT with binoculars scans the empty street below.

86.

ON THE CORNER - two blocks down is a village CHURCH.

INT. CHURCH - CONTINUOUS

Ackerman and his team have set up a make-shift surveillance outpost here. The high-tech equipment looks incongruous with the thousand year-old stone walls and worn oak pews.

A bank of monitors reveals various views of the inside and outside of Alexander's villa.

Frank hovers in the background behind Ackerman. He notices Ackerman has a copy of the International Herald Tribune.

FRANK

You all read the same newspaper.

ACKERMAN

It's a good paper. And sold throughout the world. Makes the classified ads especially useful...

Frank nods. Ackerman sits down next to Frank as if he were an old pal instead of a quasi-captive.

ACKERMAN (CONT'D)

Since the internet came about, hardly anybody uses old school

methods like that to communicate
anymore. Except Alexander Pearce.
No lines to tap. No signals to
intercept.

(admiringly)

He's a very clever man, your
double.

FRANK

I look forward to meeting him.

ACKERMAN

So do I.

EXT. WATERWAY - NIGHT

A PATROL BOAT circles in the canal behind the villa. One
of Ackerman's ITALIAN AGENTS is at the wheel.

He sees a flat-bottomed black BOAT motoring toward him.
A light from the boat shines in his eyes.

87.

AGENT

(in Italian)

You'll have to turn around, sir.
There's been a chemical spill in
this area--

FWWWAP! A silenced bullet strikes him in the forehead.
The agent topples into the water with a gentle splash.

The black boat steers around the rudderless patrol boat
and heads toward the villa...

INT. ALEXANDER'S VILLA - NIGHT

BINOCULAR POV - a lone female figure walks down the
cobblestone streets toward the villa.

CARA.

SURVEILLANCE AGENT (V.O.)

She's approaching the destination
now.

EXT. BACK OF THE VILLA - NIGHT

The black boat slips underneath some moorings.

A gloved hand tosses a grappling hook up to a beam ten feet overhead. It catches. The boat is tied off.

Silently, a masked figure begins to climb from the boat up into the bottom floor of the villa in the semi-darkness.

INT. SURVEILLANCE OUTPOST IN CHURCH

ON THE MONITOR WE SEE

PEARCE'S ENTRY HALL. Cara unlocks the front door with a key and walks inside.

INT. ALEXANDER'S VILLA/VIDEO MONITORS - CONTINUOUS

TRACK from screen to screen as WE FOLLOW Cara moving through the deserted rooms.

Everything is cold and lifeless. Like a palace that has been turned into a museum.

88.

INT. CHURCH - CONTINUOUS

While everyone is focused on the monitors showing Cara's progress, Frank notices some movement in a monitor far off to one side...

It shows the lower floor of the house.

FRANK

(points)
Who's that?

They all turn to look. A male figure, his face masked, approaches the lens of the surveillance camera...

BLINK! The FEED shuts off.

Ackerman barks at a technician.

ACKERMAN

What happened? Get it back on line!

The surveillance techs begin madly punching buttons, etc.

JONES

Was that Pearce?

GOYAL

How did he know there would be a camera?

BLINK! Another monitor goes dark. Then another.

JONES

He's taking out the entire surveillance system--

ACKERMAN

Stop him.

TECHNICIAN

I can't! He's cutting the feed at the source.

Frank looks anxiously at Cara on the monitor climbing the stairs...

Blink! She disappears from view as well. Everybody starts talking.

89.

JEAN LUC

How can one man move through the house that fast?

GOYAL

(overlapping)
What should we do?

ACKERMAN

Shut up! Everyone.

They quiet down. Ackerman turns to the tech.

ACKERMAN (CONT'D)

Do we still have audio?

The tech nods.

ACKERMAN (CONT'D)

Turn it up.

Everybody in the Church stands stock still. Staring at the dark monitors. Listening.

Cara's footsteps click up the stairs and then slow...

They move tentatively across the floor.

WE HEAR A THUMP. A door or a heavy footstep?

Cara's breathing gets louder. There's somebody else in the building.

CARA (V.O.)

Alexander?

No response. Click, clack, click... She takes a few steps.

ON FRANK -- concerned.

ON ACKERMAN -- calm.

INT. ALEXANDER'S VILLA, PENTHOUSE - NIGHT

Cara stands in the center of the large room. She catches sight of her reflection in the large floor-to-ceiling window. There's a movement in the doorway behind her...

She spins around to face...

DEMIDOV. He and his two men have removed their masks.

90.

DEMIDOV

Sorry to disappoint you, my dear.

He steps toward her.

Cara pales.

INT. CHURCH - NIGHT

Everybody strains to hear what is happening.

JONES

(whispers)

Who is that?

DEMIDOV (V.O.)

How are you this evening?

CARA (V.O.)

(a tremor in her
voice)
Fine, thank you.

JEAN LUC

The accent is Russ--

ACKERMAN

Shh!
(quietly)
It's Ivan Demidov.

Jones looks at him.

JONES

(uncertainly)
Not possible.

INTERCUT WITH THE VILLA

Cara takes a step back toward the window. Demidov
follows.

DEMIDOV

You're waiting for someone, Ms.
Mason?

Cara doesn't reply.

DEMIDOV (CONT'D)

You haven't seen Alexander Pearce
in a long time, yes? I'm sure it
will be a touching reunion.

(MORE)

91.

DEMIDOV (CONT'D)

If you don't mind, we'll keep you
company while you wait.

GOYAL

(anxious)
What are we going to do?

ACKERMAN

We're going to wait for Alexander
Pearce. Just like them.

EXT. ROOFTOP - NIGHT

SNIPER'S POV - CARA has maneuvered close enough to the

window that she is visible. As they approach, Demidov and his two men come into range as well.

SNIPER

(into his radio mic)
She's brought them to the window...

INT. CHURCH - CONTINUOUS

Everybody is listening.

SNIPER (V.O.)

...there are three of them.

ON FRANK'S FACE - he looks around at the cops desperately hoping somebody will do something. They all look to Ackerman.

INT. ALEXANDER'S VILLA, PENTHOUSE - NIGHT

Demidov circles Cara dangerously close.

DEMIDOV

Not very polite of your boyfriend to keep you waiting.

CARA

He loses track of time easily.

DEMIDOV

I have a hard time believing that.
(pause)
Perhaps he's already here somewhere... hiding... even watching us.

92.

INSIDE THE CHURCH

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

What do you think?

A long silence. The tension grows. Then we hear...

A LOUD SLAP.

Everyone in the room flinches.

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

You know... I have a feeling he is around here somewhere. And if he cares about you... if he wants to see your lovely face again... he should show up before it's too late.

ANOTHER SLAP - MORE VICIOUS THAN THE FIRST. This time
Cara cries out in pain.

Goyal turns to Ackerman.

GOYAL

Sir?

ACKERMAN

Demidov's right. He's here somewhere...

Another SLAP. Another scream.

Jean Luc looks to his colleagues-- Jones, Quinn... then turns to Ackerman. Every one of them is about to burst.

JEAN LUC

We have to do something--

ACKERMAN

We have to wait.

JEAN LUC

Yes but--

ACKERMAN

(harsh)
She's my agent. She's my responsibility.

A muffled THUD. Cara groans and WE HEAR her body hit the floor. That wasn't a slap.

93.

Every cop in the room is clenching his weapon. Desperate for the order to move. To jump in and stop this.

They are all looking to Ackerman to give the order.

As the silence wears on, even Jones starts to waver. She speaks quietly to Ackerman.

JONES

What if he doesn't come?

Ackerman doesn't respond.

The lack of sound in the church is even more disturbing than before.

Suddenly Goyal notices...

GOYAL

Where's Taylor?

SMASH CUT TO:

EXT. STREET - NIGHT

Frank runs for all he's worth. Panting for breath.

INT. ALEXANDER'S VILLA - NIGHT

Frank bursts through the front door. Races to the steps without hesitating...

INT. ALEXANDER'S VILLA, PENTHOUSE - NIGHT

Cara lies on her side at Demidov's feet. Blood trickles from the side of her mouth.

Her eyes are clouded with fear and pain as she views the room half-askew. Then they suddenly come into focus as she sees...

A figure walks into the room. FRANK.

He stand motionless in the doorway, surprisingly calm.

Demidov turns.

DEMIDOV

(leans down to Cara)

Good news. He loves you.

94.

Demidov's men take Frank by either arm and roughly drag him forward.

Cara lifts her head with an effort.

CARA

That's not Alexander Pearce.

Demidov ignores her and walks up to Frank.

DEMIDOV

You know, Mr. Pearce, I thought I was finished with this sort of thing. But in your case, I've been forced to make an exception.

He holds out his hand and one of his THUGS gives him a PISTOL and a SILENCER.

CARA

He is NOT Alexander Pearce!

Demidov begins screwing the silencer onto the barrel.

The thugs push Frank to his knees.

But he's barely paying attention to them. His eyes are locked on Cara.

She meets his gaze. For a moment, it's as if nothing else in the world exists but the two of them.

He may only be a hapless tourist, but he loves her. He's the one here, willing to give up his life to save hers.

CARA (CONT'D)

Oh Frank... I'm so sorry.

FRANK

Nothing to be sorry for.

Demidov finishes attaching the silencer. He points the gun at the back of Frank's head.

DEMIDOV

Good bye Mr. Pearce.

At this moment, Cara fills her lungs and screams:

CARA

Ackerman!

95.

She bends her head toward her cleavage, yelling into the tiny microphone.

CARA (CONT'D)

(furious)
Ackerman!!

Demidov is taken off guard.

INT. CHURCH - CONTINUOUS

Her scream echoes through the arched church.

Ackerman gives the order.

ACKERMAN

Do it.

EXT. ROOFTOP - NIGHT

SNIPER'S POV - Demidov and his gun-wielding henchmen standing over Frank and Cara.

INT. ALEXANDER'S VILLA, PENTHOUSE - CONTINUOUS

The huge, plate glass window shatters as the high powered bullet slams through it!

Everything explodes in a mass of blood and glass. SCARFACE is blown off his feet. His body hits the ground next to Frank... his gun skitters across the floor.

Demidov looks from the window to Cara with cold fury in his eyes-- she's the one who has called in the artillery. He raises his pistol toward her, point blank.

BANG! The gunshot takes him by surprise. He turns to see...

FRANK holds Scarface's smoking pistol in his hand. Demidov just has time to process the fact that Frank is the one who shot him before the life drains from his eyes and he topples...

Demidov's other bodyguard fires out the windows wildly and makes a run for it. Glass flies everywhere.

Frank throws his body over Cara to protect her.

A short and furious exchange of gunfire as the other plate glass windows explode. Wood splinters fill the air as furniture is torn apart. Finally...

One of the sniper's bullets finds its target and the BODYGUARD goes down.

Frank remains on top of Cara, shielding her until long after everything has fallen silent.

EXT. ALEXANDER'S VILLA - NIGHT

Ackerman and his team approach, guns drawn.

Undercover agents converge as well, closing the perimeter.

INT. ALEXANDER'S VILLA, PENTHOUSE - NIGHT

Frank and Cara sit in the middle of the room amongst a sea of broken glass. Just getting over the shock of being alive.

FRANK

Are you all right?

Cara nods. She looks at him for a long moment, then breaks out into a smile.

CARA

I did well to choose you on the train...

Frank's turn to smile. He looks around the room at the carnage.

FRANK

You didn't get to arrest Alexander Pearce...

CARA

He never showed up.

Frank slides closer to her. Gently, carefully, he slips his hands into Cara's cleavage.

Surprised, Cara starts to pull back-- but he puts a finger to her lips.

She hesitates... looks at him questioningly. But she

doesn't protest as his fingers move toward her bra...

97.

...and grasp the tiny MICROPHONE. With a sharp tug, he rips it free. He tosses it across the room.

Then he leans a little closer and whispers in her ear:

FRANK

(a British accent)

You're wrong. I'm here.

She straightens up. Her heart skips a beat.

FRANK (CONT'D)

It's me. I'm here.

She covers her mouth. Her eyes mist over with tears.

She runs her fingers over his face with loving amazement. Like a blind person trying to recognize a familiar face.

Her mind reels...

Then their lips meet. They kiss. And kiss. Like drinking from a fresh spring in the desert.

Finally she pulls away and looks at him.

CARA

Why?

FRANK

You said I'd told so many lies, you wouldn't believe me even if I did tell the truth... This was the only way to convince you.

(pause)

The truth is that I love you. All that matters is that you believe me.

She stares into his eyes for a beat. Finally looking at her without a trace of deception. She believes.

They hear voices on the stairs below.

Frank holds up a finger to her-- wait.

Frank crawls across the room and presses a hidden latch on a built-in bookshelf. It swings out of the way to

reveal a hidden safe built into the floor.

Frank removes the fitted floor boards. There is a sophisticated BIO-METRIC LOCK -- just like the one at the gate in the beginning of the movie.

98.

Frank places his finger on the spot and the lock clicks open.

CUT TO:

INT. ALEXANDER'S VILLA - NIGHT

TRACK WITH ACKERMAN up the stairs.

He leads the team into the PENTHOUSE.

He looks around at the mess as the agents fan out.

Cara leans on Frank's arm as she heads for the exit.

ACKERMAN

Cara... I want the paramedics to make sure you're all right--

She blows right past him. Ackerman calls out after her.

ACKERMAN (CONT'D)

Cara...

She pauses. Turns to face him.

Ackerman looks down for a moment, ashamed.

ACKERMAN (CONT'D)

I'm sorry... I... we'll talk about this later.

CARA

No we won't. There's nothing to talk about. I don't work for you anymore.

She walks past him. For a moment Ackerman and Frank look at one another.

ACKERMAN

Mr. Taylor... you're free to go.

He looks at Frank with a measure of begrudging respect.

ACKERMAN (CONT'D)

It seems I underestimated you.

FRANK

(American accent)

It seems you did, Mr. Ackerman.

99.

With that, Frank steps out of the room. Ackerman's attention is distracted by--

GOYAL

Sir... over here. Take a look at this!

Goyal has found the safe. Ackerman comes over and looks.

INSERT CLOSE UP - the only thing in the safe is a single **FLASH DRIVE**.

Goyal signals to one of the TECHS. He opens a laptop on the desk and they plug in the FLASH DRIVE to check the contents.

While they are doing this, Ackerman bends to inspect the **BIO-METRIC LOCK**.

ACKERMAN

He was here.

Jones looks on eagerly as numbers fill the screen.

GOYAL

Account numbers... access codes... unless I'm mistaken... he left the money behind.

JEAN LUC

A mistake perhaps?

JONES

How much is there?

Goyal scans down to a total...

GOYAL

Looks like 744 million.

JONES

That's no mistake...
(walks over)
That's his tax bill.

She holds out her hand to the TECH who has just removed the FLASH DRIVE.

JONES (CONT'D)

I'll take that.

She slips it into her pocket, then turns to Ackerman.

100.

Ackerman has moved away. He's staring down at the ground -- from behind he looks like a man defeated.

JONES (CONT'D)

Well John... with the funds recovered, I don't think there's going to be any appetite from our side to continue this investigation.

Ackerman's shoulders are slumped, staring at Demidov's dead body on the ground. Jones puts a hand on his back, consoling him.

JONES (CONT'D)

I'm sorry you didn't get your man.

Then Ackerman turns... a big smile on his face.

ACKERMAN

Oh but I did get my man, Ms. Jones.

She realizes; he was after Demidov all along.

Ackerman nods to Goyal, a twinkle in his eye.

ACKERMAN (CONT'D)

Mr. Goyal, you may place Mr. Quinn under arrest now.

Quinn is taken completely off guard. Before he can move, Goyal and another agent have placed him in handcuffs.

ACKERMAN (CONT'D)

(to Quinn)

What? You thought I didn't know?
You were unwittingly quite

helpful; without you Mr. Demidov
might have escaped justice.

He turns to Jones with a smile.

ACKERMAN (CONT'D)

After all, Demidov wasn't a target
of this investigation, was he?

Ackerman walks over to the window as Quinn is led away.

ACKERMAN'S POV - Cara and Frank walk toward the canal in
the street below.

A WATER TAXI approaches.

101.

JONES

There's something I don't
understand... how did Pearce manage
to get here and open that safe
without anybody noticing? And
where did he go?

Ackerman stands at the window with his hands behind his
back. For the briefest of moments, Frank looks back up
at him and their eyes connect.

Frank gives him a little smile. Cara takes his arm to
climb onto the boat.

CLOSE ON ACKERMAN: his eyes narrow. He knows.

For a moment he doesn't move. Then, in spite of himself,
a small smile creeps over his face too.

ACKERMAN

Because Pearce was cleverer than
all of us.

CUT TO:

EXT. WATER TAXI - NIGHT

Cara and Frank step on board.

The DRIVER starts the engine.

He turns to REVEAL... that he is the "ENGLISHMAN" we've
seen throughout the movie. He and Frank look at one

another for a moment.

THE ENGLISHMAN

\$20 million dollars worth of surgery and that's the face you chose?

FRANK

(English accent)

It's good to see you too.

They embrace warmly. Cara is in disbelief, realizing just how completely Frank/Alexander has planned things out.

She casts one last glance backwards.

102.

CARA

You really think they'll just give up?

FRANK

The Americans have their money. I left it all for them.

CARA

What about Demidov's money?

FRANK

Well...

(smiles)

You have to save something for your pension.

The Englishman opens the door to the cabin for them.

A bottle of Crystal Champagne and two glasses are set out for them. Frank leads Cara in and offers her a glass.

Instead, she slips into his arms and presses against him. They begin to kiss...

CAMERA STAYS discreetly behind as they pull away from us, the water taxi swinging out into the Grand Canal.

As it recedes from view, the vaporetto's tail lamps shimmer and blend into the beautiful lights of Venice... a city for lovers.

THE END