

THE COOLER

by

Frank Hannah & Wayne Kramer

1 EXT. STYGIAN DARKNESS - NIGHT

1

STYGIAN DARKNESS

The suggestion of traveling through space. Suddenly a star sparkles to life in the distance. Gives rise to another... and another... until we're looking at a whole galaxy of stars. No, not stars. LIGHTS. NEON LIGHTS. A throbbing skyline of neon. LAS VEGAS, NEVADA. As seen from a descending aerial shot. We PLUNGE down into her shimmering embrace... DISSOLVING TO:

2 EXT. LAS VEGAS STRIP - NIGHT

2

Cruising the Strip, taking in modern day Las Vegas. Sin City gone theme park. Gigantic behemoths of pulsating neon: THE MGM GRAND... EXCALIBUR... LUXOR... TREASURE ISLAND;... passing revamped faithfuls like CAESARS and THE DESERT INN...

... then heading DOWNTOWN to Fremont Street, where "old school" Vegas makes its last stand. BINION'S HORSESHOE, THE FOUR QUEENS. THE LAS VEGAS CLUB arid...

THE SHANGRI-LA HOTEL AND CASINO

One thing's for sure. This place ain't no bastard child of Epcott Center. At least, not yet. Sure there's some flash going on, but it's more class than overkill.

This is where the pro's come to savor a time forgotten. A joint where every dealer knows your name. Where part of the allure is the smell of moldy paneling and the tactile whisper of worn felt. Where "funny business" doesn't just get you blacklisted. It gets you dead.

Lets us enter.

3 INT. SHANGRI-LA HOTEL AND CASINO - NIGHT

3

CREDITS SEQUENCE

TRACKING through the casino floor; highlighting SLOT MACHINE PAY-OFFS and pockets of rowdy players winning at BLACKJACK, CRAPS and ROULETTE. It's just one of those nights. The tables are on fire.

A FLOOR MANAGER nods as a hefty bet is paid out to a shooter at a craps table: He checks out his watch, anxious for the arrival of...

4 INT. ELEVATOR - NIGHT

4

From behind a FIGURE in a suit. All we see is a murky reflection in gold elevator doors. The floor numbers descending rapidly. . .

5 INT. CASINO FLOOR - NIGHT

5

STICKMEN, CROUPIERS, DEALERS

all anticipating the arrival of...

6-1 INT. ELEVATOR - NIGHT

6-1

The elevator doors open. . . and we PAN DOWN to the figure's feet. He steps out onto the casino floor... and right away we notice he has a pronounced limp.

Following behind the figure. We haven't seen his features yet... (and won't for a while.)

TRACKING SERIES -

--the figure (seen in soft focus) passes a ROULETTE TABLE, the wheel already in mid-spin. His hand casually brushes the side of the table... and we PAN ACROSS to the wheel - just in time to see the ball landing on 00. The players HOWL defeat. The croupier rakes in all the losing checks with a slight nod of respect to the passing wraith...

--TRACKING PAST SOME BLACKJACK TABLES... RACKING from the passing figure (still in soft focus) to a DEALER calling out:

DEALER
Insurance?

At the next table, ANOTHER DEALER pulls a six card 21. Off the players' stunned reactions. No way! One of the players instinctively glances behind him.. but the figure has moved on. The dealer stifles a grin, her eyes following the figure as he heads toward...

- A HOT CRAPS TABLE. The CROWD APPLAUDS as the shooter lands a hard eight. The dice are fished back to the player. He shakes them up with double ought bravado. We RACK from his hand LARGE in the f.g. to our murky figure passing in the background. The player throws. . . (we keep tracking with the j figure) as the stickman calls it: SEVEN OUT! to a thundering chorus of disappointment.

•- Our figure passes by in the foreground, while in the background, we see a growing line of shame at one of the ATM MACHINES.

- Following behind our figure as he turns into a corridor of SLOT MACHINES. CUT TO REVERSE ANGLE from the far end of the corridor. As the murky figure approaches, a player in the f.g. hits a jackpot.

Another player in mid-ground is also in the midst of a payout.

Suddenly – with the approach of the figure – both payouts trickle to a stop.

PLAYER IN F.G.
(kicks the slot
machine)

Don't you hold back, baby. Spit
it out, darlin'. C'mon... Hey!
Hey, this ain't right.
S'posed to be eight hundred
dollars. Where's the goddamn
manager? Who's in charge of these
rip-off slots? Yo, ma'am...
change lady...

6-2 CASINO BAR FLOOR - BAR AREA - NIGHT

6-2

FOLLOWING BEHIND the figure as he turns but of the slot
corridor and heads over to the bar. He pours himself a cup
of coffee.

FIGURE/BERNIE
Hey Doris, you got any cream?

DORIS THE BARTENDER wanders over with a small container. She
starts to pour... Empty. We quickly STEADICAM AROUND to
reveal BERNIE LOOTZ's features for the first time. His sad
sack eyes register scant surprise at the empty cream
container.

BERNIE
Forget it.

He's just about to leave, when an attractive COCKTAIL
WAITRESS cruises up. NATALIE BELISARIO – late 20's-mid-
30's. Everything about her sparkles, except her eyes.
They're post-mortem. She appears frazzled. Sifts through
some coin tips.

NATALIE
(sotto)
Shit.
(to Doris)
Dewars and a Diet Coke. Please.

A sheepish look comes over Bernie. He tries to catch her
eye. She doesn't even glance at him.

BERNIE
Hi, Natalie.

She looks at him. Only the faintest hint of recognition.

NATALIE
Hi. Uh...

BERNIE

Bernie.

NATALIE

Yeah, Bernie.

(to Doris)

Hey, you seen Shelly around? He promised to position me at the tables tonight. I've been on skid row all week.

DORIS

(chilly)

You didn't settle me from last night.

NATALIE

No? You sure? Fuck... And I was way under. It's been, like, an A. A. convention the whole week. I'll make up for it tonight. Promise.

Doris mutters something under her breath – heard that one before – and dumps Natalie's drinks on her tray.

BERNIE

If I see Shelly, I'll let him know. That you're looking for him

Natalie grabs up her tray. Doesn't even look at Bernie.

NATALIE

Thanks.

She takes off.

DORIS

Bitch. That's the third time this month . . .

(to Bernie)

Let me get you that cream

BERNIE

(staring after Natalie)

Nah, it's okay.

DORIS

Don't get sweet on that, Bernie. Not unless you're looking to get short-changed.

She raises the empty cream container for effect, turns it over. A few drops dribble out.

6-3 INT. CASINO FLOOR - NIGHT

6-3

Bernie limps away from the bar. We hear another spike of sound from the gaming area. As he approaches, a FLOORMAN stops him

FLOORMAN

Hey, Bernie, Shelly needs you on eleven.

BERNIE

(nods)

Urn. . . Let's do the Chivas Regal. Have that... Natalie bring it over. The one working nickel slots next to the Paradise. I spoke to Shelly earlier, he wants her at the tables.

The floorman nods, walks off. Bernie makes for the rowdy gaming tables. Takes his time about it. His approach brings an ill-wind to the area. The players appear to sense it. It's in their reactions. A slight hesitation of the dice. Fingers tensing over a pile of chips. A hand tugging at a tie.

The Cooler has arrived.

As he reaches table eleven, Natalie intercepts him with a short glass of Chivas Regal.

NATALIE

This is you, right?

BERNIE

(takes it from her)

Thanks.

NATALIE

Joe said I should stick around. You say something to Shelly?

Bernie just smiles at her.

NATALIE

(continuing)

Wow. That was fast. Hey, thanks.

She offers up a smile. It jump-starts those dormant eyes. Her whole face comes alive. Notches her up from an eight to a ten. Bernie immediately glances away. He's afraid what she might read in his gaze.

BERNIE

Don't mention it.

Bernie gestures her over to table eleven. Immediately makes the HIGH ROLLER in question. A good old boy named BULLDOG. He's the one boasting loudly as he shakes the dice with one hand.

BULLDOG

I'11 make you a fortune on five and nine. C'mon forty-five-sixty-three-fifty-four!

Bernie grabs the drink from Natalie's tray, intentionally bumps Bulldog...

BERNIE

Hey, buddy, is this your drink?

BULLDOG

Back off, pal. I'm on a roll here.

Another man gladly accepts the drink. Meanwhile, Bulldog sends the dice high up into the air. They drop perfectly on the table. The stickman calls it.

STICKMAN

Seven out!

BULLDOG

Mother-fucker!

STICKMAN

Thank you for those bets, folks.

The croupiers hungrily devour the chips from the table. Bernie moves on quietly before anyone notices.

But he's been noticed all right. By Natalie. Not quite sure what she's just witnessed. Who is this guy?

We hear a VOICE over the intercom.

VOICE (V.O.)

Conway, party of twelve, please check your reservation at the Paradise Lounge.

Bernie reacts immediately to the code words over the speaker.

BERNIE

(to himself)

Yeah, yeah, I'm comin'...

CUT TO:

- A – a player makes a hard six at a craps table. The players howl... A
- B – from the same angle we PAN UP from losing dice to the same guy. Bernie looming large in the background. B
- 8 INT. CASINO FLOOR - BLACKJACK TABLES - NIGHT 8
- A – Bernie taking a seat at another blackjack table. Next to him, a full table of players on a good run of cards. A
- B – The same table with less players as the dealer appears to be gaining an edge over the players. The only thing filling up are ashtrays. B
- C – Same again, with one player. This time with Natalie watching in the background. Intrigued. QUICK JUMP CUTS show the player's mountain of chips going down until there is only one. C
- D -- The dealer taps: -the felt for the man to bet his last chip. After a moment of indecision he flips the chip into the air... D

BRIDGE CUT TO:

- 9 INT. SHELLY'S OFFICE - OVERLOOKING THE CASINO FLOOR - NIGHT 9

. . . the chip becoming an Alka-Seltzer dropping into a glass.

The glass is in SHELLY KAPLOW's hand. Director of Casino Operations for the Shangri-la. Late 40's-early 50's. Distinguished, slick, oozing charm. But lose the Gartier, Armani and Paco Raban and you're looking at pure street.

He's watching Bernie through the two-way glass. Shakes his head in admiration.

Suddenly the office door swings open. THREE MEN stride in. Shelly projects immediate deference to NICKY "FINGERS" BONNATTO. Mid-50's. Former Geovassi family underboss from "back east." The guy's a relic from the days before MBAs became the weapon of choice in the "family" business. He wears his corporate makeover like a bad coat of paint with traces of Mulberry Street primer showing through.

Nicky's accompanied by a pair of CORPORATE TYPES in Hugo Boss threads. Shelly glances their way with a look that suggests he's working himself into a full-on sphincter wind-up. Bad news x2. Shelly's muscle, LOU stands off to one side with an apologetic expression.

SHELLY

Nicky, how the hell are you? I didn't know you were coming in. . .

Nicky reaches out to shake Shelly's hand. Gets nothing back, then remembers.

NICKY

(shakes his head)

Whassimater? You think I don't wash up after goin' to the John? Forget about it.

Nicky grabs Shelly, embraces him

SHELLY

(uncomfortably)

You shoulda called ahead. I woulda sent a car...

NICKY

Ehh. We thought we'd surprise you.

SHELLY

Well, anytime, Nicky. Anytime.

Shelly sizes up the corporate types.

NICKY

Shelly, I want you to meet one of our smartest VPs, Larry Sokolov. And his numbers guy, Marty Goldfarb.

Shelly sees where this is going. Larry extends his hand...

LARRY

How do you do, Shelly?

... then catches himself. Quickly pulls it back. Shelly stares him down for a tense beat.

SHELLY

What can I get you boys to drink?

Off their uncomfortable expressions. . .

10 INT. SHELLY'S OFFICE - A SHORT WHILE LATER - NIGHT

10

Shelly seated across from Nicky, Larry and Marty.

SHELLY

So... what brings you to town, Nicky?

Nicky looks cautiously across the table.

NICKY

Look, Shelly, this is your joint, you run it the way you see fit. But we got a smart kid here and he's got some good ideas on how to revitalize the Shangri-la.

SHELLY

Revitalize? What are you talking about? We did thirty-five million last year.

Nicky shoots a look over at Larry and Marty. Larry takes this as his cue.

LARRY

First off, Shelly, I want you to know, I have nothing but respect for you. You've done a fantastic job with the Shangri-la for the last sixteen years. No one would dispute that.

NICKY

Yeah, no one doubts that, Shelly.

Shelly nods carefully. But...

LARRY
But, the business has changed out here. You just have to take a look at the Strip to see what I'm talking about.

SHELLY

You mean, that amusement park mook fest out there? You know what that is? That's a fucking violation. Of something that used to be beautiful. That used to have class. Like a gorgeous high priced hooker with an exclusive clientele. And; then that Steve Wynn cocksucker knocks her up and puts her in a family way.

Nicky and Larry exchange looks. Marty drops his gaze into his lap.

SHELLY

(continuing)

Now she's nothing but a cheap, fat whore hiding behind too much make-up. I look at her and see all those ugly stretch marks and I want to cry. 'Cause I remember her as she was.

LARRY

Yes, well... there's no denying the bottom line. Those eyesores are raking it in. And we can't compete against that.

SHELLY

What? You think I'm trying to compete with that? You think this joint's about bringing in the stroller crowd? Fresh off some fucking E-ticket ride, looking to break the house on red and black. Fremont's never been about that bullshit. This is where old time and real money comes to play.

LARRY

The numbers, they don't back you up, Shelly. Nostalgia's grand. We all love nostalgia - but it belongs in a museum. I think it's time to decide whether you're running a museum or a casino.

Shelly is close to losing it. He catches himself, takes a breath.

NICKY

Hey, forget about it. We'll talk later. Over dinner.

MARTY

(rubs his hands together)

So, how's the action?

Larry shoots him a disapproving look. Off Shelly's disturbed expression. He's already calculating serious damage control.

11 INT. CASINO FLOOR - NIGHT

11

Bernie makes his way across the casino floor, when he's intercepted by Shelly.

SHELLY
Bernie. Mr. Cool. Got a moment?

BERNIE
I was just heading over to -

SHELLY
It can wait.

Shelly escorts Bernie over to a nearby bar area. The BARTENDER zips over with some drinks.

SHELLY
(continuing)
How's the knee?

Bernie shrugs. Natalie steps up to the bar a few feet away. Puts in a drink order. She catches Bernie's eye. Nods. Bernie smiles.

SHELLY
(continuing)
I was speaking to this orthopedic surgeon over at Vegas Memorial. He tells me they can replace a man's entire kneecap with titanium. It's the kinda thing that costs a shitload, but since the man's into us for five hundred large, I'm sure we could-

BERNIE
(stealing glances at Natalie)
I told you, I'm not gonna be around after Sunday.

SHELLY
(sighs)
Where you gonna go, Bernie? Where the fuck are you gonna go that's better'n here? I got you covered in this town. People, they know you work for me, that's currency in your pocket. That's fuckin' respect when you walk the floor. Where you gonna get that anyplace else?

BERNIE
(sighs)
Seven days, Shelly. Seven days and I'm out from under.

A beautiful WOMAN in a low cut dress, sashays her way past them, heading for a high rollers craps table. Shelly reaches out, napkin in hand, grabs her arm. Hands her his card. She snatches it, looks it over. Immediately loses all attitude. Oh shit.

SHELLY

That's right. I like to know who's shopping it in my neighborhood. You wanna keep working the Shangri-la, you come see me tomorrow morning in my office. We'll go over the rules together. And before you come, you bring me a clean bill of health. OK?

The hooker just nods.

SHELLY

(continuing)

All right, get outta here.

She takes off. At the same time Natalie leaves with her drink order. They walk in the same direction. Shelly mistakes Bernie's wandering look for interest in the hooker.

SHELLY

(continuing)

You want that, Bernie? She's yours. Anytime. I'll keep a tab running for you.

(Bernie shakes his head)

What's a matter? Not your type?

Bernie just stares after Natalie, Shelly finally picking up on it.

BERNIE

Things are getting hot on fourteen. I gotta go.

He limps off. Shelly stares after him. A predator seizing up his prey. Calculating.

12 EXT. LUCKY STAR MOTEL - NIGHT

12

Bernie's 1958 Buick Electra pulls into the parking lot of a flea-bag motel. Next door to the motel, we see a convenience store with the name, THE EZ MARK in pink glowing neon. It's actually supposed to read: The EZ MARKET, but the last two letters of "Market" have burned out.

13 INT. LUCKY STAR MOTEL - COURTYARD - NIGHT

13

One of those center pool style motels. A hard luck oasis, if ever there was one.

As Bernie limps toward his room, his neighbor, a low rent HOOKER, approaches from the opposite end of the courtyard with a huge-ass JOHN in tow.

They converge at their doors at the same time. There's a weariness about the hooker that's endemic to this town. She winks at Bernie. He nods at her. Then casts a furtive glance over at the John. The man flips him off. The hooker mouths, "Sorry." Bernie hastily enters his apartment.

14 INT. BERNIE'S MOTEL ROOM - NIGHT

14

Bernie flips on the light. A dim overhead bulb hardly makes a dent in the gloomy surroundings. Typical drab motel furnishings.

We notice a couple of dead plants on the radiator next to the window. A single place setting on the counter. Something odd: an empty cat food bowl on the kitchenette floor. No sign of a cat. Go figure.

Bernie heads over to the dresser. A half-filled bottle of gin rests next to a lone glass with a crack down the side. He pours himself a shot. Turns on the TV. A religious channel. Shitty reception.

ON SCREEN:

an Appalachian Pentecostal service. The members of the congregation taking up snakes and writhing around in religious hysteria, while a number at the bottom of the screen solicits viewer donations.

Bernie doesn't even try to change the channel. He takes a seat on his bed, props himself up against a pair of pillows, stretches out.

From next door, the sounds of wild humping.

HOOVER (O.S.)

... Oh yeah, baby, give it to me.
Oh yeah, that's the spot... Do it
to me harder, you big stud..
Ooooh . .

Bernie closes his eyes, tries to ignore the X-rated soundtrack coming at him through the carpaccio thin walls.

The hooker's moans are starting to get to him. He raises his fist to the wall, then stops himself. He's just not the confrontational type.

Instead, he heads over to the TV, cranks the volume up. The hysterical moaning from the snake ritual now blends in with the grunting and groaning from next door, making for a bizarre remix that could only exist in the world of Bernie Lootz. Bernie emits a deep sigh, closes his eyes.

15 INT. CASINO FLOOR - CRAPS TABLES - NIGHT

15

Big action at the craps tables tonight. The players cheer as MR. PINKERTON makes another pass. He exudes USED CAR SALESMAN.

Natalie arrives with his drink.

NATALIE
Seven and Seven?

Pinkerton reaches for the drink without taking his eyes off the table. He throws a hard six. The crowd cheers again.

He turns around, stuffs a hundred dollar chip down her shirt and slyly cops a feel.

PINKERTON
Thanks, dollface.

Natalie shudders in disgust. She spins around to leave... runs smack into Bernie, spilling her tray of drinks on him

NATALIE
Oh shit... Sorry... I'm such a klutz.

Bernie wipes himself off, helps her pick up the pieces.

BERNIE
It's all right. Happens.

Natalie tries to wipe him down a bit more.

NATALIE
Sorry, this guy... fuckin' hands, you know . . .

BERNIE
S'okay. You might want to stick around.

Bernie wiggles his way next to Pinkerton. He gives the stickman a certain look.

STICKMAN
Excuse me, Mr. Pinkerton. You
have no hard eight.

PINKERTON
(throwing in a chip)
Gimme a hundred dollar hard eight.

Bernie just watches as Pinkerton throws the dice.

STICKMAN
Eight the hard way!

The players go nuts. The stickman taps the felt in front of
the shooter.

STICKMAN
(continuing)
Nine hundred dollars to Mr.
Pinkerton.

PINKERTON
Parlay! Parlay!

The Boxman seated at the center looks up at him.

PINKERTON
(continuing)
C' mon. You can take that action.

The Boxman feigns concern, then nods in approval.

PINKERTON
(continuing)
That's what I'm talking about.
None of this low limit bullshit.

Just as the stickman feeds Pinkerton the dice, Bernie flips
a dollar chip over toward the center of the table. Natalie
peers between them to catch a glimpse.

BERNIE
Dollar hard eight.

The chip lands on Pinkerton's parlayed bet. He releases the
dice from his stubby little fingers.

STICKMAN
Eight easy! Easy eight! Hard
eight comes down.

The players cry out in defeat. Pinkerton grumbles to
himself. He fingers his rail of chips.

PINKERTON

Five hundred dollar hard eight.
And press my nine up two units.

He throws in the chips. The croupier places his bets. The dice are fed back to him. He throws.

STICKMAN

Easy way eight! Eight easy!

Pinkerton is fit to be tied. After a passing moment of clarity he empties his entire rail.

PINKERTON

Hard eight.

The entire table stops down for a second.

PLAYER (O.S.)

Way to go, Pinkie! Bet the farm.

Pinkerton sets his dice carefully and lets them fly.

STICKMAN

Seven out!

Pinkerton slams his fist down on the table. He turns to leave the table to find Natalie smiling at him.

PINKERTON

What the fuck you smiling at,
bitch?

Pinkerton starts to lose it. Security moves in, right on time. Natalie shoots Bernie a satisfied look. He averts his eyes shyly and limps away. She stares after him for a moment.

16 INT. PARADISE LOUNGE - NIGHT

16

BUDDY STAFFORD, the Paradise Lounge's star attraction, is performing on stage. He's a poor man's Tony Bennett. Mid to late 60's. A staple at the Paradise for the last 20 years. The singer sluggishly descends the stage to the lounge floor, almost tripping over his microphone cable.

Buddy works the room, leaning in real close to the ladies, delivering the requisite eye contact. When their companions react with mock outrage, Buddy raises his fists playfully in a boxer's defensive stance. It's classic Buddy Stafford schtick.

From somewhere across the lounge, an ATTRACTIVE WOMAN jumps up and throws her panties at Buddy. Buddy catches them and waves them in the air... just as another pair whizzes by...

We PAN ACROSS to Shelly seated at his corner booth, in the company of Nicky Fingers, Larry and Marty.

TIGHT OH SHELLY as he focuses on Buddy. A smile threatens his patented stoicism. He's flashing back on the old days.

While Nicky and Marty are clearly enjoying Buddy's performance, Larry fixates on the singer with joyless eyes. We take on LARRY'S POV of Buddy -

SLOW MOTION CLOSE-UPS of BUDDY SINGING. The MUSIC SLOWED DOWN with the action, emphasizing Buddy's lack of energy. Sweat dripping off Buddy's forehead, splattering into tiny jewels against his microphone. Buddy's tired eyes. Shaking hands around the mic.

SMASH CUT to real time APPLAUSE as Buddy reaches the end of the song. Larry is the only one not clapping. RACK ACROSS to Shelly as he picks up on this.

17 INT. PARADISE LOUNGE - BACK STAGE - NIGHT 17

Shelly approaches Buddy's dressing room. He enters without knocking...

18 INT. BUDDY STAFFORD'S DRESSING ROOM - NIGHT 18

... to find a trembling Buddy hunched over on a sofa, hugging himself. Buddy immediately sits up...

BUDDY

Shelly. I was a goddamn embarrassment tonight. I shouldn't let you talk me into going on.

(massages his throat)

It's definitely strep.

SHELLY

You were velvet out there, pops.
Silk

Shelly throws a pair of red silk panties to Buddy. We see a room number scribbled on the crotch area.

SHELLY

(continuing)

They were hanging on the door outside. Forget your tonsils. When the muff confetti stops coming, that's when you got yourself a problem

BUDDY
(dangling the panties
on his finger)
You get a receipt?

SHELLY
Excuse me?

BUDDY
Charmayne's in the lobby. They
got these on sale in the window.
Victoria Secret's Valentine's
Collection. And the broad waiting
in the room, what she set you
back? Always Grade-A for Ol'
Buddy.

SHELLY
Are you kidding me? Gimme that.
(snatches the panties
away from Buddy)
You don't fucking deserve this.
All those ladies going home with
a sweet breeze between their legs
because you still do it for them
and you're fingering me for some
kinda Buddy Stafford ego pimp.
Hey, fuck you, old man.

Shelly feigns as if he's leaving.

BUDDY
(affectionately)
Get back here, you prick. Hand it
over.

Shelly throws the panties back at Buddy. Buddy just stares
at him with pained eyes, waiting for something else. Sweat
mirror balls his wrinkled forehead.

Shelly nods. Removes a foil package from his pocket. Hands
it to Buddy. The singer rushes over to his dressing table.
Unwraps his works. Rubber tubes his forearm. Trembling
hands juggle lighter and hypodermic.

Shelly takes a seat on the sofa. Buddy, euphoric as the dope
hits the spot. Tears in his eyes. He picks up on Shelly's
somber expression in the mirror.

BUDDY
(continuing)
Whassimatter, kid? You got that
Nostradamus look.

Shelly shakes his head.

BUDDY
(continuing)
You ever watch those nature shows
on TV?

Shelly shakes his head.

BUDDY
(continuing)
I've seen this one a dozen times.
It's about lions. Cycle of life
thing. The leader of the pack...

SHELLY
Pride. It's called a pride.

BUDDY
Yeah, pride. The leader of the
pride... when he gets on in years.
It's just a matter of time before
some young male arrives on the
scene to challenge him. They go
at it and the old cat gets the
crap beaten outta him. It's
humiliating. In front of all the
females, this goes down. And
after he's defeated, he's cast out
of the pride, to scavenge and die
alone in the bush.

SHELLY
Yeah, nature's got a real sick
sense of humor.

BUDDY
No shit. It's fucking tragic
because the old lion can't figure
it out on his own. That he's past
it. It'd be so much easier for
him to just walk away and save
himself all that pain and
humiliation.

SHELLY
That's like admitting to yourself
that you're already dead. I
prefer nature's way.

BUDDY
(a beat)
Yeah. Me, too.

Shelly holds Buddy's gaze in the mirror.

19 INT. PARADISE LOUNGE - BACK STAGE - NIGHT

19

Shelly exits the dressing room, to find Larry waiting on him. He's accompanied by a good looking YOUNG MAN.

LARRY
Shelly, got a minute...

Shelly's expression: no. But he heads over anyway.

LARRY
(continuing)
Shelly, this is Johnny Capella.

JOHNNY
How ya doin¹, Shelly?

Johnny extends his hand. Shelly ignores the gesture.

SHELLY
I know you from somewhere, right?

LARRY
Johnny's been opening for Danny Ganz at the Mirage. Sony's talking about signing him to a three album deal. They're positioning him as the new Ricki Martin.

SHELLY
And I should be interested in this, why?

LARRY
Johnny's looking to headline. I told him we might be interested.

SHELLY
(icy)
We?

JOHNNY
Hey, if this is a bad time...

SHELLY
Even if I were interested, Buddy's got ink with us through 2003. I just renegotiated his contract last year.

JOHNNY
Sounds like the two of you need to get on the same page.
(more)

JOHNNY (cont' d)
(to Larry)
If I don't hear from you by
Thursday, I'm taking the
Stardust's offer.

Johnny nods at Shelly, takes off. Shelly and Larry eyeball each other for a long, cold beat. Shelly's about to say something, when Nicky and Marty approach. Larry shrugs, flashes a chilling smile.

NICKY
Where's Buddy? I wanna buy the
old fart a drink.

SHELLY
Buddy asked me to send you his
regards, Nicky. He's not feeling
so great. I think he's got that
stomach flu that's going around.

NICKY.
Oh yeah? That's too bad.
(Shelly isn't fooling
him)
Well, another time then.

MARTY
Hey, Shelly, Nicky says you might
be able to hook us up with some
showgirls. Something with class;.

Shelly eyeballs Marty for a tense, extended beat. What do I look like, some fuckin' pimp, college boy? Just as Marty's starting to get real uncomfortable, Shelly cracks a smile.

SHELLY
Sure, no problem. You got any
preferences?

NICKY
(jumps in)
Yeah. Something with big
headlights, nice rims and low
mileage.

MARTY
You got any Asian babes?

Shelly looks to Larry.

LARRY
I think I'll just stick with the
tables.

We linger on Shelly's unsettled look. This guy is bad news.

20 EXT. SHANGRI-LA PARKING LOT - NIGHT 20

Bernie weaves his way through the lot to his car. Arriving at his Buick, he's startled to find Natalie leaning against it. She holds up the \$100 chip the drunk tipped her.

NATALIE
Buy you a drink?

Off of Bernie's surprised expression...

CUT TO:

21 INT. THE MAKAWAO BAR AND GRILL - NIGHT 21

Cheesy Polynesian decor. Mood lighting = an excuse to keep the electric down. Basically, a joint where people come to lose themselves.

Natalie and Bernie are seated in a booth near the back. She sips on an umbrella drink; he's nursing his usual gin. Natalie has an astrological chart in front of her. In between sips, she makes annotations to the chart.

NATALIE
(almost to herself)
Your Progressed Venus is Gemini,
12.5 Degrees, and is in Direct
motion. Which tells me that
you're a slow starter when it
comes to romance.
(off Bernie's taken
aback expression)
You know what? This is real
unprofessional of me. I shouldn't
discuss your chart with you until
I'm all done. I can tell by that
look, you think this is all a lot
of B.S.

BERNIE
No... I just know what the
outcome's going to be.

NATALIE
The outcome? There's not, like,
one particular outcome. A lot of
things enter into it. The
planets, moon phases...

BERNIE
The outcome won't change with me.
It'll be all bad.

NATALIE

God, I have never met anyone who was so down on themselves. I used to be down on myself, OK? I don't go there anymore. I've got just three more correspondence classes with this stuff, then I'll have my certificate and everything. And you know how I got OK?

BERNIE

(deadpan)

You had your chart done.

NATALIE

Yes, as a matter of fact that is perfectly correct.

BERNIE

Do you know what I do at the Shangri-la?

NATALIE

I asked around. You're a "cooler." You turn winners into losers.

BERNIE

And do you know how I do that?

NATALIE

I know there's stuff that goes on in casinos all the time --

BERNIE

I do it by being myself. People get next to me and their luck turns. It's always been that way.

NATALIE

That sounds to me like a self fulfilling prophecy. There's a whole chapter on that in my course. Anyways, I can see a big factor in your life is that you're lacking companionship. There's nobody to deflect off. If you've got, as you put it, bad karma, then you need someone with good karma to neutralize it. Well, that's my take on it anyway.

Bernie maintains eye contact with Natalie for an extended beat. Then drops his head, gazes at his glass.

BERNIE

I don't know about you, but I'm
real tired.

Natalie nods. Bernie motions to stand. Natalie just remains
seated. Keeps talking.

NATALIE

I have this recurring dream where
I'm on some beautiful island in
the Bahamas. I'm sitting on the
beach, taking in this amazing
sunset with one of these in my hand
(gestures to her
drink)

... and then it starts to rain.
And I wake up and it's my roof
leaking on me. Yeah, I'm also
real tired, Bernie.

BERNIE

(not even sure why
he's telling her
this)

I only got six more days. Well,
almost five really. Then I'll be
leaving town.

NATALIE

Only five more days?
(a beat)

Then we shouldn't waste any more
time.

Natalie covers Bernie's hand with hers.

NATALIE

(continuing)
Why don't we go back to your place?

BERNIE

(completely caught
off-guard)
I, uh... If this is... I don't
know... I don't know if I can
afford...

Natalie flinches slightly. Then swiftly regains her
composure. It's Vegas. An honest mistake.

BERNIE

(continuing)
Oh god... I'm so sorry... I didn't
mean...

(more)

BERNIE (cont'd)
You see - that's exactly what I'm
talking about. I've gone and
"cooled" the damn table.

NATALIE
Ah, just shut up, Bernie. You
haven't gone and cooled anything.
Not by a long shot.

22 INT. BERNIE'S MOTEL ROOM - NIGHT

22

Natalie's hand flips on the television. Another bizarre
religious service. We pull back from the screen as she tries
to change the channel. Just gets a whole lot of static.
Bernie's standing uncomfortably in the middle of the room

NATALIE
You should complain about this.

BERNIE
I'm not here that much. Drink?
Sorry, all I got's gin.

NATALIE
Nah. I've had my fill. Go ahead.

Bernie walks over to the dresser, pours himself a shot.
Natalie glances around. She notices Bernie's dead plants...

NATALIE
(continuing)
You know, once they're dead, they
don't really grow back. In case,
that's what you're waiting for.

Her eyes land on the empty cat bowl. She's about to say
something, when she picks up on Bernie's expression. Let's
not even go there. She gestures to an old record player in
the corner.

NATALIE
(continuing)
So... got any music?

Bernie opens one of the kitchenette cupboards. Bare
shelves... except for a lone RECORD up on top. He brings it
down. It's a Sinatra album. Never been opened.

Natalie looks on as Bernie meticulously removes the record
from its sleeve. He blows a few particles of dust from its
surface. Then delicately lays it on the turntable. The way
he goes about this is incredibly ceremonious. With as much
care as given to disarming a nuclear weapon.

Natalie can't help but smile.

Bernie lowers the needle to the first cut of the record. Everything seems to be going so well, until...

SKREEEEEE! The needle skids across the surface of the record with a sound worse than chalk on a blackboard.

Bernie opens his mouth in a silent grimace... and a delicious laugh comes out.

It's Natalie's laugh. Talk about a tension breaker. Bernie turns to her, shrugs. He tries again. This time the needle catches... and Sinatra takes command of the room. He's singing "This Town," a finger snapping upbeat Valentine to Vegas. Marred only by a slight clicking caused by the scratch.

Natalie summons Bernie over with her wagging forefinger. He picks up his glass, shuffles over.

NATALIE
(continuing)

Sit. Relax. I promise you, at least one of us has done this before.

BERNIE

This is not my first-

NATALIE

Sssh. Surprise me.

She starts massaging his shoulders, eliciting involuntary moans from him. Bernie is almost in tears. Nobody's touched him like this in years. And it shows.

Natalie takes Bernie's glass, gulps down the remains herself, then sets it on the floor. She drops down next to Bernie. Starts kissing him. Takes it slow.

NATALIE
(continuing)

You're doing real good.

They fall back onto the mattress. Natalie taking the reigns, maneuvering her hips, kicking off her panties. . .

Bernie gets an eyeful of a tattoo on her butt. A pair of dice. Both twos.

In seconds, Natalie has separated Bernie from his pants and underwear, taking him inside of her, Ol' Blue Eyes keeping the rhythm . .

Natalie moans uninhibitedly. Surprise: she's a real screamer. Moments later, we hear banging from the hooker's side of the wall. Some John telling them to keep it down.

Bernie, with tears of elation in his eyes, thrusts away at Natalie... for all of thirty seconds, before he explodes, convulsing in her arms with a stifled gasp.

Frank winds down "This Town" a few seconds later. Poor Bernie, he didn't even make it through the song.

BERNIE

Sorry...

Natalie wraps her arms around him.

NATALIE

Don't worry, Bernie. I've had worse. We'll try again later.

Bernie rests his head on her breasts. Closes his eyes. We hold on him. A few seconds pass... and he breaks into a smile.

Fade to black.

23 INT. BERNIE'S MOTEL ROOM - DAY

23

TIGHT on Bernie sleeping. He still has that goofy smile on his lips. A beat or two later, he opens his eyes. We PULL BACK to reveal that he's alone in the bed. No sign of Natalie.

Bernie turns to the pillow next to him, buries his face in it. Takes a deep breath. Moans at her scent. Ambrosia. He still has his face in the pillow, sucking in deep breaths, when Natalie steps out of the bathroom. Big smile.

NATALIE

Hey, so, you wanna get some breakfast?

Bernie just looks up at her; replay on the goofy smile. Heaven.

BERNIE (V.O.)

- I did six months at Rikers for running numbers. It was Shelly's thing, but I took the rap for it.

24 INT. MOONLIGHTER COFFEE SHOP - DAY

24

Bernie and Natalie sit eating breakfast.

BERNIE

After I get out, I call up Shelly and he tells me to come out here. I figure he's going to set me up good at the Shangri-la. But he tells me they got all these rules about casinos employing felons. So he gets me this gig doing telemarketing for one of their fronts - trying to scam pensioners out of their retirement money. I lasted two weeks.

As Bernie talks, Natalie spies a very PREGNANT GIRL (20' s) coming out of the restroom. Her eyes follow the girl back to a table where a YOUNG MAN (20' s) waits on her.

BERNIE

(continuing)

Already, I was getting in deep. Finally it got so bad, I had to beg Shelly to take on my markers around town. That just bought me more time to keep losing. I put Shelly in an awkward position. I understand why he did what he did.
(taps his knee)

NATALIE

He did that to you? What, he shot you?

BERNIE

Baseball bat.
(off her cringing expression)
I got off easy.

NATALIE

That's getting off easy?

BERNIE

I was out of control.

NATALIE

But he maimed you...

BERNIE

Let me tell you something. I'm grateful for what he did.
(more)

BERNIE (eont' d)
(off her stunned look)
No kidding. Everytime I get an
urge to play off the clock -- to
so much as drop a quarter in a
slot -- I reach down and squeeze
what's left of my cartilage. It's
one helluva reminder.

NATALIE
Jesus... I thought stuff like that
didn't happen no more. Like that
was just in the movies or
something.

Bernie holds her gaze her for a moment.

BERNIE
Anyway, Shelly and I worked out a
payment plan. Two years off the
books at the Shangri-la, cooling
tables. Five more days and I walk.

Before Natalie can respond, we hear the pregnant girl start
to moan out loud. The waitress rushes over.

PREGNANT GIRL
(clutching her belly)
Oh shit, I think I'm going into
labor!

The young man at the table rushes her to her feet, escorts
her toward the exit in a dramatic fashion. All this without
paying the bill.

As they pass by Bernie and Natalie's table, the girl trips
over Natalie's purse. Bernie quickly helps her up. That's
when he notices the young man...

BERNIE
(shocked)
Mikey?

MIKEY
Bernie...

There's a quick moment of confusion. Bernie feels a bit
thrown by it all.

25 EXT. MOONLIGHTER COFFEE SHOP - PARKING LOT - DAY

25

Bernie accompanies them out to their car at a quick step.
Once out the door, the girl's contractions appear to have
subsided. Natalie walks with the girl to try and help.

PREGNANT GIRL
I ' m OK now. False alarm Thanks.

Bernie pulls Mikey aside.

BERNIE
Mikey? Is that...? You're not
the...

MIKEY
(nods)
Bull's eye. One time. Obviously
runs in the family. I guess
you're gonna be a grandfather,
Bernie.

They reach the couple's car. A rusted out 1955 Ford
Fairlane. By the looks of it, they've been living out of it.

BERNIE
This you?

MIKEY
Hey, what the fuck, it runs.
Anyways, we gotta be somewhere...

BERNIE
How's your mom doing?

MIKEY
I ' m gonna pretend like you give a
shit and tell you, she's getting
by. As long as she's wasted.

Bernie nods. He gazes past Mikey to the girl.

MIKEY
(continuing)
Name's Charlene, in case you were
wondering. Looks like she's
carrying a whole litter in there,
don't it?

NATALIE
When was the last time you saw a
doctor?

Charlene sidles up alongside Mikey.

CHARLENE
This clinic in Jersey. Maybe six
months ago. I wasn't about to go
back after they treated me like
cattle.

(more)

CHARLENE (cont'd)
Just because I didn't have no insurance. And those places, they're crawling with T.B. from all 'em spies.

BERNIE
So, you're in town...?

MIKEY
Maybe a week or so. Got some business to take care of.

BERNIE
If you want, stop by the Lucky Star Motel. Give us a chance to catch up. I'm on three to eleven shift at the Shangri-la. I work the floor.

MIKEY
No shit. Well, how 'bout that? Yeah, maybe I'll do that. We can play catch up. For the kid's sake. Gotta split.

NATALIE
(to Charlene)
Take care.

MIKEY helps Charlene into the front passenger seat. They drive off. Natalie looks to Bernie. She's curious, but doesn't ask. He appears thankful for that.

26 INT. CASINO - BLACKJACK TABLES - NIGHT

26

CLOSE on a skyline of black chips neatly positioned on the felt. We see the owner of the chips strike a match. His last one. It fizzles out quickly. TILT UP to the PLAYER'S FACE with an unlit cigarette hanging from his lips.

A hand quickly reaches in, lights the cigarette with a Zippo. PULL BACK to reveal Bernie.

PLAYER
Thanks . .

BERNIE
Don't mention it.

Bernie sits at the table.

DEALER
(he knows the routine)
Hundred dollar minimum here, sir.

Bernie peels off a hundred from his billfold. Lays it on the felt.

DEALER
(continuing)
Money plays one hundred.

PLAYER
(to Bernie)
No offense, pal, but there's
twenty other tables. What do you
wanna come sit on my head for?

BERNIE
Just wanna play one hand. Feeling
lucky tonight. I got this voice
in my head, says this is the
table . .

PLAYER
I know this is the table. I'm
already doing good here. It's my
fucking table-

BERNIE
(touching him)
Hey, heard the one about the fella
walks into a bar and says, "Hey,
who owns that big great dane
outside?" A man at the end of the
bar raises his hand. "I do." The
fella says, "Yeah? Well, my dog
just killed it."

The dealer finishes shuffling, begins to deal.

BERNIE
(continuing)
"Whaddya mean your dog just killed
my great dane? What kinda dog you
have?" The fella just shrugs and
says, "A chihuahua." "You tellin'
me your chihuahua just killed my
great dane? How?"
(a beat)
"I dunno," the fella says, "I
think he got stuck in his throat."

Bernie starts laughing. The player is less than tickled.
Just then the dealer interrupts them

DEALER
Insurance?

We see the dealer's got an ace showing.

PLAYER

God damnit!

The player waves off the insurance, as does Bernie. The dealer checks. Nothing. As the hand plays through the dealer busts out. Bernie glances over at the dealer. What the hell? Bernie places his chips again.

PLAYER

(continuing)

You said, one hand.

BERNIE

(agitated; to dealer)

Keep going.

The dealer plays. Bernie and the high roller win again. Bernie glances around him uncomfortably. We see Shelly

approaching. Shelly just has a nose for when things aren't running smoothly. Larry is lurking behind him

The dealer turns up some cards. And again, Bernie and the high roller win. Bernie looks absolutely perturbed. Shelly gestures something with his head. Bernie cashes out.

PLAYER

Hey, stick around, pal. You and me, we make a great team

Bernie strolls over to Shelly. Shelly guides him away from the table under Larry's watchful eye.

SHELLY

What was that?

Bernie shrugs, still confused.

SHELLY

.. (continuing)

Well, what fucking gives? Is it McGann? He's been with us twelve years. The man's as standup as my dick.

(thinking to himself)

Maybe he's got money problems. I'm gonna pull him. He wasn't counting 'em, was he? the mook with the streak?

Bernie shakes his head. Larry sidles over.

LARRY

Is there a problem?

SHELLY

(zero tolerance)

No, there's no problem Fella's on a streak, is all.

LARRY

(re: Bernie)

Let me guess? This is one of your "coolers?"

SHELLY

Why don't you announce it to the whole fucking joint?

LARRY

(lowers his voice)

Man, they told me you were a stickler for the old ways. But coolers? What is this guy, some kind of degenerate gambler? Reformed card shark? He doesn't look too effective to me.

SHELLY

He's the best. Take it from me.

LARRY

Sure. Whatever. But there ways - subtle ways - to keep things in our favor. I'm talking more forward thinking methods.

SHELLY

That right? I suppose you got a whole fucking prospectus on the subject.

LARRY

As a matter of fact I do. Like, right off the bat, I can tell you this wallpaper isn't going to cut it. It's too uplifting. I would go with more muted tones.

SHELLY

Yeah? Wallpaper?

LARRY

And personally, I think the waitresses can all pop another button or two. Myself, I wouldn't hire anything less than a C cup.

Shelly looks to Bernie. You believe this mook? Larry extracts a CD from his jacket...

LARRY

(continuing)

Know what this is? Music to be sure. Pleasant, non-intrusive. But blended in at a subsonic level is a mantra. "Lose... lose... lose." And that's just skimming the surface. We really need to talk, Shelly.

Shelly is close to losing it. When MORRIE, the manager of the Paradise, comes running up...

MORRIE

Shelly, you better come quick.

27 INT. HOTEL CORRIDOR - NIGHT

27

Shelly, Larry and Bernie following behind Morrie as he hastily leads them down a hallway of the Shangri-la's best suites. They arrive at an open door, the sound of a TELEVISION beckoning them inside...

28 INT. BUDDY STAFFORD'S SUITE - NIGHT :

28

Starting on the TV set: "Lost Horizon" (1937) is playing. It's the scene where Robert Conway (Ronald Coleman), his brother and Maria are leaving the lost city in the end. Conway looks back for one last tearful view of paradise.

PANNING OFF THE SCREEN to a pair of naked feet on the floor next to the bed... revealing Buddy slumped against the side of the mattress... a hypodermic needle protruding from his arm. Death glaze fixated on the screen.

Bernie slumps back against the wall. Catches his breath. Shelly just stares at Buddy, a slight tremor of grief threatening his granite features; He glances over at Larry, who takes in Buddy's deathly repose without a hint of emotion. Larry meets Shelly's eye with a subtle smirk of one-upmanship. An incendiary beat passes between them. Then...

SHELLY

(to Morrie)

Get a hold of his daughter. Assist her with the arrangements. The Shangri-la will take care of everything.

MORRIE

What about the Paradise?

SHELLY

She goes dark tonight.

LARRY

That won't be necessary.

Shelly and Larry exchange looks again. Bernie picks up on it. The tension in the room threatens nuclear fission. A loud ANIMAL ROAR reverberates on the soundtrack... accompanied by jungle-like percussion... as we CUT TO:

29 INT. THE PARADISE LOUNGE - NIGHT

29

A *now performing* poster on a metal stand: JOHNNY CAPPELLA live at the Paradise Lounge!

PANNING off the sign and following a COUPLE through the doors into the theater.

... our eye drawn to the stage. A troupe of gorgeous FEMALE DANCERS in leopard print G-strings, grinding their hips to the muscular rhythm.

Flanking them are a pair of strutting LIONS in elevated cages.

An EXPLOSION OF LIGHT and SMOKE... and JOHNNY CAPPELLA makes his entrance. Decked out in a reflective suit that picks up every light in the house and throws it back at the audience.

Johnny's got the style of a Harry Connick Jr. and the moves of Ricki Martin. The energy this guy brings to the stage makes the last twenty years of Buddy Stafford's reign seem like suspended animation. The women in the audience start fanning themselves with delight.

It's a new dawn in Paradise. And the panties are coming fast and furious.

We see Shelly watching from the back of the room. He shifts his attention to Nicky, Larry and Marty at a primo table. They're having a grand time. Nicky pats Larry on the back of the head. "Good work, kid."

Larry turns and raises his drink to Shelly. Shelly stares right through him. A declaration of war.

30 INT. CASINO MIDWAY - NIGHT

30

Bernie and Natalie wander around the midway. A middle-aged WORKER at the ring toss booth gets her attention.

RING TOSS WORKER

Over here, young lady! C'mon, give it a try. Eight for a dollar.

Natalie drags Bernie over. She pays her money and the worker hands her the rings. Natalie throws, and misses all eight. The man pats her on the shoulder.

RING TOSS WORKER

(continuing)

Sorry there, sweetheart. Better luck next time. Wanna try again?

Natalie is about to take him up on it, when she catches Bernie's eye. His look suggests she's being played for a sucker. She decides against it.

They walk off down the midway. Bernie chuckles to himself.

NATALIE

What?

BERNIE

Nothing.

NATALIE

What?

BERNIE

Nothing. You're just an easy mark, is all.

NATALIE

An easy mark?

BERNIE

Yeah. Easy mark. You never heard that term?

Natalie shakes her head.

BERNIE

(continuing) . . . • . .

When we were kids, Shelly and me, we used to work Coney Island during the summer. When a guy would walk up and seemed eager to open his wallet, we would always mark him with chalk. We'd pat him on the back or arm with the chalk. Like, 'Hey buddy, good job!'

(pats Natalie)

Meanwhile, he had no clue the other guys saw him coming a mile away. Easy mark.

Natalie looks down at her shoulder where the man patted her. She brushes it for effect. Bernie smiles. They take a seat at the end of the midway.

Natalie locks onto a little toe-headed BOY being dragged around by his OLDER BROTHER and the brother's FRIEND. The kid has a glazed look in his eyes.

Natalie fixates on the boy with a haunted expression. Bernie picks up on it.

BERNIE

You OK?

NATALIE

You notice last night, that tattoo on my butt?

BERNIE

(are you kidding?!)

Little Joe.

NATALIE

Yeah, two twos. Little Joe.

Natalie hides her face behind her soda cup. Looks off in the distance.

NATALIE

(continuing)

I had a son. His name was Joe. I was his mother for a year.

BERNIE

You know, you don't have to tell me this.

NATALIE

I want to, Bernie. Better you know the worst of me up front. Later, when I'm already invested in you, it'll be too hard to come clean. After I tell you this, you'll probably. . . I mean, I'll understand.

She tears her eyes away from Bernie. Bernie can't believe what he's hearing. That she wants to be invested in him. What could be so bad?

NATALIE

(continuing)

I gave my son up for adoption. I just wanted my life back. I was seventeen going on eighteen and I was selfish. My family, they didn't want to have nothing to do with me after that.

(more)

NATALIE (cont' d)
 So I hitched a ride out here.
 Figured I could make it as a
 showgirl. Ten years later...
 (shrugs; starts to
 break up)

I like to think that if it
 happened when I was older - with
 some guy I cared about - maybe
 things would have been different.
 I think about my Little Joe. And,
 I do know he's better off. I'm
 convinced of that.

She lowers her soda. Turns to Bernie. He studies her for a
 lengthy beat, stoic features. She wipes away her tears. Oh
 well, that's that. Bernie stands up. Looks around...
 focuses on the arcade clock. It reads 1:40 a.m. He turns to
 her...

BERNIE
 So, you wanna go try your hand at
 the dime pitch? It's early still.

Off Natalie's tear-filled features. She breaks into a laugh-
 ay...

CUT TO:

31 INT. BERNIE'S MOTEL ROOM - NIGHT

31

Bernie and Natalie making love. Slow, tender. Natalie
 doesn't make with the "Oh yeah, baby, you're doing great"
 encouragement. Just some low key moans. Bernie doesn't come
 too soon either. He outlasts Sinatra through several cuts.

In contrast, we hear the hooker and her John howling away
 through the walls. An escalating ostinato of "Oh Baby's."
 Until Natalie reaches behind her and raps her fist against
 the wall. Big smile from both of them.

3.2 EXT. LUCKY STAR MOTEL - DAY

32

Bernie and Natalie returning from breakfast in Bernie's
 Buick. Bernie can't find a parking spot. Natalie climbs
 out, heads for the room.

Natalie arrives at the room. She's about to stab the key in
 the lock, when she realizes the door is ajar. She hesitates
 for a moment, then pushes it open...

33 INT. BERNIE'S MOTEL ROOM - DAY

33

. . . to find Mikey and Charlene waiting on them. Charlene is puffing away on a Marlboro when Natalie enters. She immediately stubs it out. Rises, heads for the bathroom.

CHARLENE

I gotta go pee. I'm always peeing.

She closes the door after her.

NATALIE

(to Mikey)

How did you get in here?

MIKEY

I told the desk clerk Bernie was my old man. He let us wait inside. That a problem?

NATALIE

Bernie's looking for a parking space.

MIKEY

(chuckles)

Shit. I musta taken the last one.

Mikey steps up to Natalie. She hasn't moved from the doorway. Her dislike for Mikey is evident.

MIKEY

(continuing)

Tell me something, Natalie? Is he paying you?

NATALIE

Excuse me?

MIKEY

My old man, is he renting your ass? 'Cause otherwise I just don't get it. A loser like my pops in the company of some primo T & A. It dori't compute.

Natalie doesn't dignify Mikey with an answer. She stares him down unflinchingly. Mikey reaches out to Natalie's ear, "pulls" out a \$20 dollar chip.

MIKEY

(continuing)

This enough to get me a taste?
Family discount?

He drops the chip down Natalie's cleavage. Natalie still doesn't react. Mikey reaches up, starts caressing her face. She flinches. Right then, the door swings open. Bernie enters. Mikey snaps his fingers and a rose appears in his hand. He extends it to Natalie. She ignores the gesture, steps aside.

BERNIE

Mikey. . .

MIKEY

Hey, Bernie. I told you I was gonna stop by.

BERNIE

Yeah... I figured you'd call ahead. We were out at breakfast.

Charlene emerges from the bathroom. Natalie heads over. She doesn't want to be around Mikey.

She stops in front of Charlene, points to a sprinkling of white powder on the side of her nose.

NATALIE

You missed some.

Charlene immediately swats the coke off. Natalie enters the bathroom. Closes the door.

MIKEY

You see, the thing is, Bernie, we're kinda strapped. I mean, Charly here's expecting like yesterday, and we don't have the dough to make with the right nutrition for her an' all. So, I was wondering if you would care to invest a little in your grandchild's future... his well being.

Bernie scratches his head, thinks on it for a moment or two. Then heads over to the kitchenette cupboard. Pulls down a coffee can. Extracts a thick wad of bills. Hands them over to Mikey.

BERNIE

There's about three grand there. That's all I got.

CHARLENE
Bless you, Bernie.
(pats her belly)
You know, Michael, I - think we
should name her Bernadette. After
your father.

MIKEY
You mean, Bernie. Trust me, it's
a boy.

Bernie seems quite moved by it all.

CHARLENE
(to Bernie)
Wanna feel her?

BERNIE
I don't think... I don't want
anything to hap.

CHARLENE
Ooh, I just felt her kick. C' mon,
Bernie, gimme your hand...

She places Bernie's hand over her stomach.

CHARLENE
(continuing)
Feel that?

BERNIE
(not sure)
I don't know... I think so...

MIKEY takes Charlene by the arm..

MIKEY
We'll catch you later, Bernie. I
think I'm gonna take Charly over
to the hospital right now. Get
her checked up real good.

Charlene kisses Bernie on the cheek. He blushes.

CHARLENE
Take care, Pop.

BERNIE
Mikey...

MIKEY turns in the doorway, eyebrows raised. Yeah?

BERNIE
(continuing)
You're not going to try anything
stupid while you're in town?

Mikey plays it dumb. Huh?

BERNIE
(continuing)
You mess up and they'll cut you no
slack. That's all I'm saying.
You got a kid to think about.

Mikey nods, backs out of the room. Charlene giggles. They disappear into the parking lot. Natalie emerges from the bathroom. She lights up a cigarette, just stares at him as if to say: sucker. Bernie shrugs.

34 INT. SHELLY'S OFFICE - NIGHT

34

Shelly enters to find Larry seated behind his desk. Larry immediately leaps to his feet, phony apologetic grin.

Nicky and Marty are lounging on Shelly's sofa. Shelly's gaze is drawn to a table in the middle of the room. There's something on it, covered in a plastic sheet. He raises a "what gives?" eyebrow.

NICKY
Shelly, I hope you don't mind...

SHELLY
What's going on, Nicky?

NICKY
I'm sorry we didn't say nothing
about this earlier... but the deal
wasn't closed yet.

MARTY
Don't worry, Shelly, you're gonna
love it.

Nicky gestures to Larry. ; Larry whisks the plastic sheet off the table...

... to reveal an impressive SCALE MODEL of a redesigned SHANGRI-LA HOTEL AND CASINO.

The model boasts huge snow-capped Himalayan peaks a la "Lost Horizon," surrounding a completely overhauled hotel and casino. A Matahorn-like rollercoaster traverses the mountain top. Gold and marbled pillars, terraces and floors promise to raise the bar on Las Vegas opulence. We're looking at a hundred million dollar investment easy.

NICKY
The new Shangri-la Hotel and
Casino. We break ground on her in
six months.

Off Shelly's startled expression –

NICKY
(continuing)
I know what you're thinking?
Where's she gonna go? You need
space to expand, right? Well,
that's been taken care of. We're
now the proud owners of The Golden
Frontier next door.

LARRY
(gesturing to the
model)
She's perfect. Three floors of
gaming, IMAX theater,
entertainment center, boutiques,
restaurants, rollercoaster, you
name it. She'll pay for herself
in three years, and then it's easy
money.

NICKY
Isn't she great, Shell?

Shelly slowly approaches the model like a condemned prisoner
mounting the scaffolding.

We see his stoic features reflected in her sparkling swimming
pool.

SHELLY
In "Lost Horizon," these people,
their plane crashes in the
Himalayas – and they get rescued
and taken to this Utopia in the
mountains. Shangri-la. It's
beautiful. The place is
completely isolated. Untouched by
the outside world. There's no
war, no greed, no bullshit... Time
is slowed down. People, they
don't age. It's... paradise.
That's what Shangri-la is.
Paradise.

LARRY
Yeah, we've all seen the movie.
And your point is?

Shelly whirls around, yells:

SHELLY

You don't: fuck with paradise!
All'a ya!

NICKY

Hey, Jesus, c'mon, Shelly. We're not trying to fuck with it. We're trying to make it better.

SHELLY

How... how, Nicky, could it be any better? Right now it's perfect. It's the last of its kind. It's pure... and this.

(points to the model;
weary)

... this is just... it's a mockery. An insult. Trying to make something of it that it isn't.

LARRY

What are you talking about? It's right outta the movie?

SHELLY

Whose talking about a fuckin' movie? This ain't a fuckin' movie. This is my life. This is my house of worship. You people are shittin' on all that's sacred to me.

A tense silence ensues. Nicky, Larry and Marty exchange looks.

SHELLY

(continuing; tired
laugh)

I got just one question? Where you gonna be when they decide to change it back? When the people, they come looking for the real Vegas, from before all this Epcott Center bullshit. Who's gonna it give it to them? You guys? I don't think so. You know who? The same fucks who started this shit in the first place. It's all gonna come full circle and bite you in the ass. Mark my words.

Shelly falls silent. Massages his forehead. Shit, that wasn't the way to handle it.

Nicky gets up from the sofa, walks over to Shelly, places a hand on his shoulder. Shelly flinches, but doesn't pull away.

NICKY

You make some good points, Shelly. Maybe it'll swing back the other way, who knows? But the smart money suggests we roll the dice. I'm not gonna bullshit you; naturally there's gonna be a lot of restructuring in the months to come, but I want you to know, you'll always have a place with us.

SHELLY

Where's that? Behind the bar?

MARTY

(laughs)

Behind the bar, that's a good one.

NICKY

I think you should take some time and think things through. All this, it's a lot to digest, y'know.

MARTY

Speaking of things to digest, I'm starving. How's that buffet they got in the Valley of the Blue Moon? You recommend their prime rib, Shell?

Shelly stares right through Marty. Choke and die on it, motherfucker.

SHELLY

It's food.

NICKY

Hey, my arteries can use a . workout. Lead us to the trough, Shell,

Shelly nods at Nicky, then shifts his gaze to Larry. Larry's all smiles. He steps forward to join them, his hand dropping down and caressing the surface of Shelly's desk behind him. A subtle gesture not lost on Shelly. Shelly mentally unloads a full chamber into Larry's chest. Returns the smile.

35A INT. CASINO - CRAPS TABLES - NIGHT

35A

As Shelly and the group pass a hot craps table, Nicky is drawn to it.

NICKY

Wait up a second . . .

MARTY

I thought we were gonna eat?

Only now do we see Bernie has arrived to cool the table of its hot shooter – A LOUD, pudgy, overdressed SUBURBANITE.

Shelly eyes Bernie.

SHELLY

Maybe we wanna play over there.
Less crowded.

NICKY

Nah, let's play here. This is my
lucky table. I always play here.
(to the others)

Go on ahead. I know where to find
you guys.

Shelly signals Bernie to back off. Bernie steps back.
Shelly, Larry and Marty head for the restaurant. Nicky
quickly slaps down some green.

The stickman slides the dice over to the suburbanite who is
shooting. He scuttles the dice. They bounce up over the
rail and spike Nicky on the forehead before dropping back on
the felt. The players chuckle.

STICKMAN

Out! Seven, line away seven. . . ,

Nicky rubs his forehead, glares at the suburbanite. He fires
back.

SUBURBANITE

C"mon, pops! What the hell? I
coulda paid my mortgage with the
money I just lost.

Nicky says nothing. The table is quickly cleared by the
dealers. The stickman skips the next shooter and feeds the
dice to Nicky.

SHOOTER

Hey? I'm supposed to be next. . .

NICKY

File a grievance, shithead.

Suburbanite is still fuming over his loss. Nicky places a
couple hundred on the passline.

STICKMAN
We're coming out. Crap Eleven,
any seven.

Nicky throws in some chips to the center.

NICKY
Hundred dollar big red.

Suburbanite watches as Nicky runs through a lengthy pre-shot routine. Lots of hand jive and cuff shooting.

SUBURBANITE
Hurry it up, gramps. Your soup's
getting cold.

Nicky throws.

STICKMAN
Crap, Ace Deuce. Line down.

The croupiers takes down the pass line.

SUBURBANITE
Hey, Busketti, maybe you should
try shuffleboard.

Nicky is fed the dice again. Same routine. Nicky just fires
an incendiary look back at the suburbanite.

SUBURBANITE
(continuing)
Uncle Palsy? Shake' em this
direction.

Nicky throws.

STICKMAN
Four, hard four. The point is
four.

The players make their bets.

SUBURBANITE
Good now throw it before you
fucking keel over and die, old
man.

Nicky slowly starts his routine defiantly.

SUBURBANITE
(continuing)
Happy birthday to me. Happy
Birthday to me.. Jesus, fuck, I'm
another year older already.

Nicky throws.

STICKMAN
OUT! Seven! Line away.

Nicky claps his hands dealer style -- for effect -- and with a gentlemanly smile steps back from the table. Nicky's chips are quickly swept up by the croupier.

SUBURBANITE
Don't take it so hard, pops.
Everybody craps out.

Nicky locks eyes with the suburbanite. Then flashes a smile that suggests he's going to brush it off. He turns away from the table. . .

SUBURBANITE
(continuing)
Now go change your fucking Depends.

Nicky makes like it's all in good jest. Yeah, that's real cute. He heads around the table to the suburbanite, holds out his hand as if to say: Hey, no hard feelings. The suburbanite shrugs. What the fuck? I was just playing with you, pops. He reaches for Nicky's hand... when Nicky suddenly headbutts him. Before anyone can react, Nicky starts laying into the suburbanite. The man goes down and Nicky continues pummeling him..

NICKY
Who's laughing now, huh? ya fuckin! prick! C^mon, crack wise again... Ya fuckin' smooth as a Ken doll, no-dick, suburbanite scum. How's that for a game?!

Shelly alerted to the fracas, rushes back to the table. He takes immediate control of the situation. Snaps his fingers at security. The suburbanite is whisked away with a pocketful of comps and a bruised ego. Shelly takes Nicky aside, attempts to calm him. Nicky keeps railing at Shelly:

NICKY
(continuing)
That ain't right, Shelly! Guy fucks up my game like that. Who the fuck does he think he is?

SHELLY
You're right. He's just a piece of shit. Forget about him

NICKY

I thought this joint had more class. Used to be, we wouldn't even let bums like that in...

Nicky catches himself. He looks at Shelly for a beat. There's an unspoken understanding between them. "The good old days." We see Bernie in the b.g. , looking more than a bit shocked.

36 INT. THE MAKAWAO BAR AND GRILL - NIGHT

36

Bernie seated with Natalie.

BERNIE

This town... You know, Natalie, all I want to do is go some place where I can tell day from night. Where they got clocks on the wall. I can't breathe around here no more. Four days and I'm gone. Urn not even sure I can hold out that long.

NATALIE

(a beat)

So where does that leave us?

BERNIE

A week ago, I didn't remember what it was like to have a woman's hands on me. I'm still pinching myself, expecting to wake-up from...

(just blurts it out)

Come with me, Natalie. I want you to come with me.

NATALIE

God, Bernie, that's.

BERNIE

I'm sorry. I didn't mean to spring that on you.

NATALIE

Bernie... I want to be with you. I do. But I don't know if I can leave with you.

Bernie's look: Why?

NATALIE
(continuing)

I was working on a compatibility chart for the two of us. And it looks good, really, it does.

BERNIE
So, what's the problem?

NATALIE
That's with us here. In Vegas.

Bernie's expression: Oh.

NATALIE
(continuing)

Maybe I was being presumptuous, 'cause I knew you were leaving... and I tried working it in different ways... It wasn't good, Bernie. I got scared. But that's just for now, for the immediate future. Once the planets realign, maybe a year from now. . .

BERNIE
Natalie... I can't... Not another year. Not another week.

A somber mood falls on the table. Bernie reaches for Natalie's hand. Instead, he knocks the salt over. It spills out in front of them.

BERNIE
(continuing)

I think. . . we probably shouldn't see each other anymore.

NATALIE
Why, Bernie? We only got a couple days left together. Why not make the most of them?

BERNIE
(a long beat)
Because if I spend one more night in your arms, I'm not going anywhere.

NATALIE
And that's so bad?

Bernie just stares at her, shrouded in sadness. Natalie stubs out her cigarette, rises.

NATALIE
(continuing)
Take care, Bernie.

Bernie casts his eyes to the mound of spilled salt in front of him. Nods. A few beats later he raises his head...

BERNIE
Natalie, don't...

Gone. A WAITRESS appears.

WAITRESS (O.S.)
Get you another?

BERNIE
(nods)
I think you better bring me the
bottle. Please.

37 INT. SHANGRI-LA HOTEL AND CASINO/BAR - NIGHT

37

Once again, we see Bernie's feet limp across the casino floor. He walks up to the bar, asks for a cup of coffee. Doris brings it over. Short on the cream again.

He just sips it black. Gloom and doom features. Life sucks. His master's VOICE sounds over the intercom

VOICE (V.O.)
Chang, party of fifteen, your
table is ready, Chang party of
fifteen.

Bernie looks to Doris. Sighs. Only three more days.

38 INT. CASINO FLOOR - CRAPS TABLES - NIGHT

38

He heads for the crap tables, the sound of raucous CHEERING becomes audible. A large crowd starting to gather.

Bernie nudges his way to the front of the crowd. As soon as he gets a look at the heavy hitter at the table, he tenses up.

Oh shit.

It's MIKEY. With Charlene. Charlene is making one hell of a racket. Playing up her extremely maternal state.

Just then Natalie sidles up to Bernie with the Chivas Regal. Without thinking about it, he grabs the glass off the tray, downs it in a single gulp.

CHARLENE
(clutching her tummy)
Come on, Mikey. This is our
future. Don't blow it.

Mikey throws down a bet for the dealer.

MIKEY
Put this on the line for the boys.

The stickman thanks him as they place the bet. Mikey throws
down more money. We can see Mikey has bets all over the
table.

MIKEY
(continuing)
With shoes!

STICKMAN
Dealer's got shoes. Hands high,
the dice are out! The point is
nine.

CHARLENE
Come on all you's. Put a good
thought in for our baby!

As everyone dotes over Charlene, Mikey quickly swaps the dice
before anyone can see. He throws.

STICKMAN
Six the hard way!

Mikey is paid nine thousand by the croupier, as is Charlene.
Bernie stands frozen. He doesn't bother trying to get any
closer to the table. He knows it'll do no good.

CHARLENE
Oh my god, I just felt him kick!
He knows. He knows you're all
pulling for him. God bless you
all.

Natalie looks over at Charlene. Their eyes meet for a
second. It's as though Natalie knows it's a scam and
Charlene's acknowledging it.

Mikey throws again.

STICKMAN
Six the hard way! Look out, we
got a shooter!

Another nine grand. Mikey's rail is nearly full. Charlene
hops around awkwardly causing more distraction.

Bernie is really sweating it out now. Then Shelly arrives. Larry is hot on his tail.

SHELLY

How much?

BERNIE

Eighteen thousand since I stepped up. I'm sorry, Shelly, I guess I've been hit and miss lately.

Shelly's expression tells us he isn't so sure. Something definitely isn't kosher.

As Charlene chatters on, Mikey switches the dice back. Shelly makes him

SHELLY

(sotto)

Fucking amateurs. . .

Mikey throws . . .

STICKMAN

Seven out! Line away.

The players and crowd, though disappointed, applaud Mikey's achievement.

MIKEY

(bowing)

I thank you. My wife thanks you. My unborn child thanks you.

Mikey moves his rail of chips to the felt.

MIKEY

(continuing)

Color me up will ya?

Larry notices Shelly slipping on a pair of leather gloves.

LARRY

You've gotta be kidding me.
(off Shelly's steely glare)

That's not how I propose we handle it. We'll turn the matter over to the authorities. They'll be blacklisted, their credit ruined..

SHELLY
(gets in Larry's face)
And then we'll give 'em both a
lollipop for the ride home. Come
watch and learn, Harvard. A
little lesson on how to protect
your investment - the old school
way.

Shelly walks over to Mikey and Charlene, Larry lingering
behind him

SHELLY
(continuing)
Hey, that was some run you had
back there.

MIKEY
Uh, thanks. Just lucky I guess.

Mikey steals a tense glance at Charlene. She starts to
fidget nervously.

SHELLY
Why don't we go do this in my
office? I don't like to hand out
all this amount of cash on the
floor.

Security (Tony and Lou) corrals the couple. Leads them away.
Bernie watches as they pass by. Mikey looks into Bernie's
eyes. They both know he's been made. Natalie doesn't say
anything, just looks at Bernie.

40 INT. CASINO RECEIVING AREA - NIGHT

40

Slot machines everywhere - some on the way out, some on the
way in. Crates of casino supplies.

Bernie rushes in with Natalie behind him. Heading for an
aural beacon of BLOWS landing on flesh... GRUNTING,
PLEADING...

... arriving to find Tony and Lou kicking the shit out of
Mikey on the floor. Charlene lies clutching her belly a few
feet away. Shelly swings a baseball bat, warming up for some
blood sport. Larry watches from the sidelines -- at once
appalled and enthralled.

CHARLENE
Oh my God. . . I can feel the
contractions coming on...

Bernie rushes over to Shelly...

BERNIE
Shelly, stop them! Don't do this!

SHELLY
Get lost, Bernie, this got nothing
to do with you.

BERNIE
It's got everything to do with me.
He's my son.

Everyone stops dead. Freeze frame. Shelly gets a weird look
in his eye. A fuse has just been lit...

SHELLY
What did you say?

BERNIE
I said, he's my-

SHELLY
Who? This little prick?

Shelly smashes Mikey across the shoulder with the bat.
AARRRGGGGHHH!!! Shelly raises the bat to cream Mikey
again... Bernie grabs Shelly's arm. Shelly shoves him back.
Raises the bat again. . .

MIKEY
Pop, help me. . .

BERNIE
Shelly, don't you fucking do it!

Shelly freezes. He lowers the bat, throws it aside. Grabs
Bernie by his collar...

SHELLY
Were you in on this? Jesus, you
better come clean with me.

BERNIE
NO! God, no! I didn't know
nothing about it.

Shelly releases Bernie. There's a strange look in Shelly's
eye. We see the wheels turning...

SHELLY
How much you think their lives are
worth, Bernie? Myself, I don't
think they're worth piss. But,
hey, it ain't my kid...

Bernie sees where Shelly's going with this. We can almost hear the cell door slamming in his head.

SHELLY

(continuing)

Let me see: they were up almost a hundred and fifty grand. That's 150 G's someone's gonna have to account for. What do you say, Bernie, seventy-five grand a piece?

Bernie glances over at Natalie. She has tears in her eyes. He looks to Shelly pleadingly. Please don't do this...

SHELLY

..... (continuing)

Hey, I know you don't have that kind of cash. But, since you're a friend of the house, I'm willing to front you.

BERNIE

Shelly, they didn't get away with the money... You didn't lose anything...

Shelly glances over at Lou, nods. Lou kicks Mikey in the face. His nose snaps like a twig.

BERNIE

(continuing)

Oh Jesus... Yes! All right. It's on me. 150 G's.

Charlene clutches her belly, moans. . .

CHARLENE

Oh god, oh god... you gotta get me to the hospital... contractions...

BERNIE

Shelly, please help her. That's my grandson. . .

SHELLY

Hey, why don't we all break out the champagne? Lootz is about to become a granddaddy.

(walks over to her)

How you doin' there, sweetheart? Must hurt like crap, huh?

CHARLENE

(nods)

Hurts so bad...

SHELLY

Yeah?

Suddenly Shelly kicks Charlene in the belly! WHAM! She screeches out.

NATALIE

Oh God...

BERNIE

Jesus NOOOOO!!!

Even Shelly's goons can't believe what they've just witnessed. Larry is aghast. Bernie rushes Shelly, starts raining blows on him. Shelly swats him off. He drops down next to the squirming girl, rips her sweater and blouse up over her stomach. . .

. . . to reveal a mound of fake padding. He tears the padding away from her, throws it at Bernie.

SHELLY

Here! It's a fuckin' boy. Anyone got a cigar?

The muscle start laughing it up. Relief. Larry emits a nervous giggle. Natalie's jaw hits the floor. Bernie takes a step back. He's about to go into serious shock. Charlene curls over, sobbing.

SHELLY

(continuing; to Bernie)

You sure you still want to be good for it? Because if you want to change your mind, I don't blame you.

Bernie looks over at Mikey. He stares up at his father, trembling.

MIKEY

I'll make it up to you, Pop, I swear...

Bernie holds his son's gaze for a beat. He's almost tempted to... He just shrugs and nods at Shelly.

BERNIE

It's on me.

SHELLY

(shakes his head)

That's the worst fucking call you ever made in your life.

On Natalie at that moment. We can tell she agrees with Shelly. . . but thinks all the more of Bernie for it. That might even be love in her eyes.

Shelly snatches his baseball bat up off the floor . Walks over to Mikey, and brings it down full force, pulverizing Mikey's left kneecap. Oh man, the scream..

BERNIE

What are you doing?! I thought we had-

SHELLY

150 G's buys their lives. This is just a little slap on the wrist to remember me by.

Natalie turns her head. She's about to throw up. Larry watches, unflinchingly., Charlene is making with some serious pleading now.

CHARLENE

Oh god. . . it wasn't my idea.

Shelly steps up to Charlene, tapping the base of the bat in the palm of his hand. He smiles reassuringly at her.

SHELLY

You know, motherhood is a beautiful thing. This... you made a mockery out of it. Maybe you'll get to experience it for real one day.

CHARLENE

(nods, sobbing)

I want... to be a mother... please don't hurt me. . .

SHELLY

I'm not going to hurt you.

Shelly turns his back on her. Charlene starts sobbing relief. They're not going to hurt her. It's going to be all right. Wrong. Shelly throws the bat to Lou. The heavy steps up to the plate (as we RACK FOCUS to Shelly walking away) - CRUNCH!!! followed by the girl's SHRIEKS. Natalie buries her head in Bernie's shoulder.

SHELLY

(continuing; to Tony and Lou)

Get 'em outta here. You ever see them in this joint again, kill 'em
(more)

SHELLY (cont'd)
(to Bernie and
Natalie)

You two, you're still on shift.

Shelly catches Larry's eye: I hope you were taking notes.

41 INT. BERNIE'S MOTEL ROOM - NIGHT

41

Bernie's seated on the edge of his bed, drowning his sorrows with a bottle of gin. Moonlight paints him in jail bars of shadow. Natalie lingers in the b.g.

BERNIE

I did this to myself. I planted the seed. When Angela took off with Mikey, I didn't... I never made an effort to get back in his life. I figured, the kid don't need a loser for a father. Now it's all come full circle. I give him the money, I open the door to all this... I musta had it coming. Payback.

Natalie's hand lowers the needle onto the Sinatra record. "Nice 'n' Easy" starts up.

She walks over to Bernie, takes the bottle away. Helps him to his feet.

He gives himself over to her reassuring embrace. Natalie raises Bernie's face to her's.

NATALIE

Bernie, it's a big world out there. If you just took off - if we took off.

Bernie shakes his head. It's too late for that now.

DISSOLVE TO:

42 INT. BERNIE'S MOTEL ROOM - LATER - NIGHT

42

Natalie staring up at the ceiling, Bernie nuzzled against her. Her features appear softer than ever. Luminous in the moonlight. Realization moist in her eyes.

NATALIE

You awake, Bernie?

He grunts something inaudible.

NATALIE
(continuing)
I -think I love you.

Bernie tenses up. Huh?

NATALIE
(continuing)
No, I don't think. I'm pretty
certain of it.

Bernie raises his head, not quite sure he heard her right.
Natalie sits up, hugs her knees. Bernie finds himself
staring at her back.

NATALIE
(continuing)
You blind-sided me, Bernie Lootz.
I never saw this coming. You
shouldn't do that to a girl.

Bernie reaches out, caresses her back. She emits a shiver...

NATALIE
(continuing)
There's still things you don't
know... should know. . . I don't
want to ruin it...

Bernie pulls Natalie back toward him.

BERNIE
It won't make any difference,
Natalie. Whatever you come clean
about, I'm not gonna feel any
different about you. I'd say the
words, but with my luck...

NATALIE
Say 'em anyway. To hell with
rotten luck. That's overs.

BERNIE
(a beat)
I love you, Natalie.

Natalie smothers her lips against Bernie's. He enshrouds her
in his arms. Fade out...

43 INT. BERNIE'S MOTEL ROOM - DAY

43

Fade into SOFT FOCUS. Slowing taking form.. A CAT'S FACE
seen in extreme close-up.

WIDER – to reveal the cat resting on Bernie's chest. She MEOWS as he stirs awake. He's stunned to see her there.

BERNIE

Trixie?

The cat jumps off his chest and slinks over to her empty food bowl. Meows again. Bernie breaks into a wide smile.

BERNIE

(continuing)

Trix. You came back.

Bernie shields his eyes from the bright sunlight streaming in through the blinds. Huh? This is a first for him. He's never gotten direct sunlight in his room before. What's the deal? Did the world just turn on its axis?

He glances over his shoulder... No Natalie. Just her impression in the sheets. And a note on her pillow. For a moment his heart stops. He conjures up the worst. Grabs up the note, unfolds it.

We see a lipstick kiss and the words: HAVE A SPECTACULAR DAY! Bernie lets out a joyful whoop! Leaps out of bed..

SMASH CUT TO:

44 INT. BERNIE'S MOTEL ROOM - CONTINUOUS - DAY 44

CLOSE-UP: Trixie eating some tuna out of her bowl. We hear the record player needle drop on "Luck Be A Lady." Cut to: Bernie's feet gliding around the room.. PAN UP to Bernie dancing with himself. He's positively aglow. He snatches up a salt shaker and sings along with Sinatra. It's true – love makes the world go around. It obviously also gives life to dead plants, as evidenced by the small bulb that has sprung up overnight above his radiator. But we won't dwell on that.

45 INT. SHANGRI-LA HOTEL AND CASINO - DAY 45

Bernie struts into the casino a changed man (still to the tune of "Luck Be a Lady). Even his limp seems less pronounced as he greets fellow workers as they pass.

He catches a glimpse of himself in a wall mirror. Maybe for the first time, he likes what he sees. In the reflection he notices Natalie smiling at him. He meets her eyes. She averts them quickly, keeps walking.

46 INT. SHELLY'S OFFICE - THAT MOMENT 46

Shelly watches Bernie from the video monitor. He appears less than delighted over Bernie's sunny disposition. He picks up the phone, dials.

SHELLY
(into phone)
Yeah, it's me. Get Bernie over to
crap table six.

47 INT. CASINO FLOOR - NIGHT 47

Per usual, Bernie walks up to the bar, asks for a cup of coffee. Doris slides it over.

BERNIE
(looking around)
Got any ere-

Before he can answer, Doris hands him a container of cream. A full container. Taken aback, he starts pouring it into his cup, when he hears a VOICE over the intercom

VOICE (V. O.)
Lovett, party of six, your table
is ready, Lovett, party of six.

Bernie looks to Doris.

BERNIE
Dty calls.

48 INT. CASINO - MONTAGE - MOMENTS LATER 48

A - Bernie arrives at a hundred dollar blackjack table A
just in time for the dealer to bust out. The crowd goes
crazy!

B - Bernie takes a break by leaning up against the side of B
a slot machine. Suddenly, the woman playing it hits a
jackpot.

C - Everywhere he seems to go, people continue to win. C

D - Bernie, despite the spooky irony, can't help but smile D
as mountains of chips pile up on the tables. Shelly
appears behind him. Not a happy camper. He gestures
Bernie to follow him

49 INT. CASINO SLOTS AREA - NIGHT 49

They head over to a section of slots. As they pass one of those huge million dollar slots, the FLOOR MANAGER cuts in front of them

FLOOR MANAGER

Hey, Shelly, check it out. The new Mega-Million. I call her Marnie, 'cause she's one frigid broad. Sure, once in a while she'll flash you a bit of tit, but your chances of hitting a home run - one in twenty million. Here, give her a shot...

He hands Shelly a cup of quarters, takes off. Shelly looks to Bernie. He's trying to keep a lid on his anger.

SHELLY

(feeding Marnie quarters)

You wanna tell me what's going on out there?

BERNIE

I don't know. . .

Shelly pulls the lever.

SHELLY

What do you mean...

Marnie immediately spits out a small jackpot.

SHELLY

(continuing; reacts with surprise)

What do you mean, you don't know? We're down almost a mil out there. Doesn't seem strange to you?

BERNIE

(shrugs)

Guess I'm having an off day.

SHELLY

You don't have off days, Lootz. You're shitty luck incarnate. What's wrong? You coming down with something? You've got this look about you. . .

Shelly starts feeding Marnie again.

BERNIE

Nothing's wrong. Fact is, I've never felt better.

SHELLY

What's that supposed to mean?

BERNIE

She loves me, Shelly. She -told me
last night. Natalie.

On the mention of Natalie's name, we hear a shrieking SIREN, followed by a deafening toll of slot bells. Shelly's just landed the million dollar jackpot. Shelly stares at the slot in surprise -- then looks over at Bernie. Realization hits hard. Fuck! The floor manager staggers over. His expression is priceless.

FLOOR MANAGER

Sweet Jesus... you popped her
cherries.

SEVERAL CASINO WORKERS have gathered to witness the deflowering of Marnie. They gaze reverently upon her, as if witnessing the "Close Encounters" mothership for the first time. Shelly drags Bernie out of earshot.

SHELLY

Natalie? She told you, she loves
you?

Bernie nods, a huge grin wrenching his cheeks apart. He's about to go helium on us.

50 INT. CASINO FLOOR - NIGHT

50

Natalie's serving drinks to a table of high rollers, when Tony and Lou appear behind her...

51 INT. SHELLY'S OFFICE - NIGHT

51

The door to Shelly's office slams behind Natalie. Shelly glares at her from behind his desk. We see him thumbing his steel abacus. The beads drifting toward the center. Natalie shakily lights up a cigarette.

SHELLY

Put that fucking thing out!

Natalie, startled, drops her cigarettes. She kneels to gather them up.

NATALIE

Sorry.

SHELLY

You should be. You've gone and
fucked it up big time. I paid you
to be his cooze companion, not his
fucking true love.

(more)

SHELLY (cont'd)

But, no, you had to go and get all profound on the poor schmuck.

(mimics female voice)

"I love you, Bernie." You know what you've gone and done, sweetheart? Those four little words of endearment have already cost this casino a million and counting today.

NATALIE

I don't understand...

SHELLY

(jumps to his feet)

Lady luck. You never heard a lady luck?! Eat's what's goin' on out there. Lootz is Kryptonite on a stick. He should have 'em throwing ice cubes out there, but instead I got a fuckin' meltdown on my hands.

Shelly walks around his desk to Natalie.

SHELLY

(continuing)

OK, here's what's gonna happen. You're outta his life by the time he gets home. Don't even tell him to his face, just leave a note. I'll make some calls, situate you at another joint.

NATALIE

I can't do that.

SHELLY

(right in her face)

Excuse me?

NATALIE

It wasn't an act. I meant it. I love him.

SHELLY

(close to losing it)

What's there to fuckin' love? He's a loser. Always has been, always will be.

NATALIE

I thought you were his friend...

SHELLY

And I thought you were a smart
cookie when I picked you out.
You do not want to fuck me over,
darlin'.
I'll see to it that your next
John's a rattlesnake out in the
desert. Now get the fuck outta
here.

Natalie rushes from the office in tears. Shelly closes his
eyes for a moment - gotta keep it together.

52 INT. SHANGRI-LA CASINO - NIGHT

52

Bernie approaches some cocktail waitresses about to go off
duty.

BERNIE

Hi. Any of you seen Natalie
around? I'm supposed to give her
a ride home.

COCKTAIL WAITRESS #1

I think she left already. She
wasn't feelin' too good. We been
covering for her.

Off Bernie's expression: Oh...

53 EXT. LUCKY STAR MOTEL - NIGHT

53

Bernie's Buick pulls into the lot. He parks, heads for his
room.

54 INT. BERNIE'S MOTEL ROOM - NIGHT

54

Bernie enters. Flips on the light. No Natalie.

BERNIE

(calls to the
bathroom)

Natalie? You in there?

No answer. He heads over. Finds it empty. Concern spreads
across his features. He glances around the room. Notices
the closet wide open. Natalie's clothes missing.

BERNIE

(continuing; sotto)

Natalie.

That's when he catches sight of the note taped to the dresser
mirror. He rushes over, rips it off.

I ' M SORRY BERNIE. I GUESS IT JUST
WASN'T IN THE CARDS FOR US. TAKE CARE,
NATALIE.

Bernie slumps to the floor in disbelief. Starts to tremble. Then rocks back and forth, wracked by stifled sobs. Christ, make it stop hurting...

DISSOLVE TO:

55 INT. BERNIE'S MOTEL ROOM - LATER 55

Bernie seated at the foot of the bed, drinking bourbon from a solitary glass. He's almost gone through an entire bottle. He glances down, notices a pair of Natalie's stockings sticking out from under the bed. He brings them up to his face. Breathes her in, only to exhale a sorry breath.

56 INT. SHANGRI-LA CASINO - BAR - NIGHT 56

Bernie stops at the bar for a cup of coffee. Doris starts to pour the cream... whoops... empty. Bernie shrugs. Par for the course. Time to go to work.

57 INT. CASINO FLOOR - NIGHT 57

We see Bernie back in top form. Forget Mr. Cool, he's turned into Mr. Freeze with a vengeance. The high rollers are facing a nuclear winter on the floor thanks to Bernie.

SERIES

A - A man with a fresh bankroll sits at a card table full of hubris. Bernie pulls up a chair next to him A

B - We see a crowd of players hovering over a busy craps table. The cheerful congregation turns sour as the dice are flung. Players groan as they jettison the table, leaving just Bernie... B

C - We see a dealer pull a six card twenty one as players sit with twelves and thirteens. They sit stunned as their money is swept away. C

- The same man with the hefty bankroll unclips the last of his green. He throws it over to the dealer to change in.

D Larry, roaming the floor, is visibly disturbed by Bernie's cooling ability. It's something he can't quantify and it unsettles him. He glances up toward Shelly's observation window, knows the man is gloating. Good call. From behind the glass, Shelly lights up a stogey. Hint of a smile. You go, Bernie. D

58 INT. PARADISE LOUNGE - NIGHT

58

Johnny Cappella rocks the house. PAN ACROSS to Shelly and Bernie seated in Shelly's booth. Shelly is in a jovial mood, while Bernie is a portrait of misery.

BERNIE

I want you to tell me the truth, Shelly. Did you say something to Natalie? Did you muscle her-

SHELLY

Jesus, Bernie, is that what you think of me? That I would fuck with your happiness? That hurts.

Bernie shrugs an apology, shifts his gaze to Johnny Cappella.

BERNIE

This guy's all flash. No soul. I miss Buddy. Place isn't the same without him

SHELLY

Buddy was tired. I gave him an easy out. It coulda been a lot worse...

BERNIE

(confused)

You gave him an easy out? What are you talkin' about? I thought le..

Shelly looks almost... tortured. Something he needs to get off his chest.

SHELLY

He woulda never taken the buy-out offer. Buddy woulda stuck to his guns, no matter what. And they woulda ended up hurting him. I couldn't let that happen.

BERNIE

Jesus... you... How can you sit here and justify it? Like you were Dr. Kevorkian or something?

SHELLY

Listen to me, you dumb fuck - I loved that sonofabitch. But his time was up.

(more)

SHELLY (cont' d)
 What I was supposed to do, leave
 him to those corporate wolves?
 What I did, it was the
 humanitarian thing. That I have
 no doubt about. Afterwards, I
 held him in my arms and I cried
 like a fucking baby. What? You
 got this look - what's this
 fucking look?

Off Bernie's shocked expression -

59 INT. BERNIE'S MOTEL ROOM - NIGHT

59

Bernie sits watching TV, a bottle of Ten High next to him on the bed. Same religious channel. This time it's a mass baptism taking place on some river bank. He's about to doze off, when he hears a light rapping on the door. He cocks his head, not sure if it's the booze talking.

Bernie throws open the door --

Natalie standing there. A lonely angel framed in the doorway. Suitcase at her feet. 24 carat tears glistening in the dark.

They just stare at each other for an extended beat. Then Natalie stumbles into Bernie's arms. Clingwraps herself to him. Bernie squeezes his eyes closed. Holds on for dear life. It's a different kind of pain now; one that hurts so good.

ANGLE ON NATALIE

from over Bernie's shoulder. There's a bittersweet look about her. Nothing good can come of this. But that's tomorrow. A long ways off.

60 INT. BERNIE'S BEDROOM - IATER

60

Bernie and Natalie lie in each other's arms. Bernie seems at ease. Natalie eyeballs the ceiling, smoke wisping up from a cigarette.

NATALIE
 Bernie? You awake?

BERNIE
 Yeah.

NATALIE
 Let's just take off.

Bernie looks over at her.

NATALIE
(continuing)
I mean it. Let's just pack up and go. Tonight.

BERNIE
(closes his eyes)
I can't do that. I've got an obligation to Shelly. There's no-

NATALIE
~~Fuck Shelly.~~ He doesn't give a shit about you. Let's just climb into your car and get the hell out of here.

Bernie cuts her off.

BERNIE
I can't do that, Natalie. They'd come after me. And because you were with me... I wouldn't want that on me.

Natalie finishes her cigarette. Well, she's made her bed. Bernie starts nuzzling her. She turns away.

NATALIE
Just hold me.

61 INT. CASINO FLOOR - DAY

61

Shelly looking on as a high roller cleans up at craps. With Bernie standing right there next to the guy.

Which only seems to make it worse, as Bernie's presence spurs the player on to an even bigger win.

Bernie has that goofy "my heart is full" look about him which can mean only one thing in Shelly's book. The man looks about ready to split an atom. We see Larry hovering nearby with a smug grin. Off of Shelly's enraged expression ...

62 EXT. LUCKY STAR MOTEL - DAY

62

Lou's black Oldsmobile pulls into the parking lot. Shelly and the boys climb out, head for...

63 EXT. THE MOTEL COURTYARD - DAY

63

Natalie's sunning herself at the pool. The only other people around are a middle-aged couple and a young boy.

Shelly (slipping on his leather gloves), followed by Lou and Tony, strides purposefully up to Natalie -- no hellos, nothing -- just grabs her by the hair...

NATALIE
Hey! Ouch! What are you . . . ?

He drags Natalie over to Bernie's room, kicks the door open, shoves Natalie inside...

64 INT. BERNIE'S MOTEL ROOM - DAY

64

Shelly throws Natalie onto the bed. Lou closes the door and draws the blinds.

NATALIE
You grot no *fuckin*g right. . . !

SHELLY
What did I tell you?! What did I fuckin' tell you?!

NATALIE
I tried... I couldn't...

SHELLY
I don't give a fuck!

Shelly heads over to the closet, rips it open, pulls out a suitcase. He starts throwing Natalie's clothes into the case.

SHELLY
: (continuing)
You're gone, sweetheart. History.
Kiss paradise goodbye.

NATALIE
(hysterical)
I can't leave! I won't! I love him. Doesn't that mean anything to you, you heartless fuck?

Shelly stops packing. He grabs Natalie up off the bed, starts smacking her around.

SHELLY
Who the fuck do you think you are?
You ain't nobody! I could make you disappear like this...
(snaps his fingers)
And nobody would ever notice you were gone. Nobody!

NATALIE

(yells)

Bernie would! I got friends! You don't fuckin' own me. You got no right-

Shelly lifts Natalie up, throws her across the room into the dresser mirror. SMASH! She crumbles to the floor, glass showering her. Natalie grabs up a shard, rushes Shelly with it . .

NATALIE

(continuing)

Fuck you! I/

She slashes Shelly across the arm. Ouch, fuck! Before Tony and Lou can make a move, Shelly ensnares her wrist - snaps it backwards - AARRRRGGHHH!!! Shelly snatches up the shard, shoves her back on the bed. We see her terror reflected in the jagged glass against her cheek...

SHELLY

You fuckin' cunt...

He slices her cheek open.

Tony and Lou look on with mutual expressions: Shelly's getting a little carried away here.

Shelly staggers to his feet...

SHELLY

(continuing)

You think that's bad? That's just a taste, bitch. You're still here when Bernie gets home and I'll finish the job. I'll cut you into so many fuckin' pieces, the vultures' 11 be trading on you for a month.

Shelly reaches into his jacket, pulls out a wad of bills. Throws them at Natalie.

SHELLY

(continuing)

Here. . . go get yourself some cosmetic surgery.

Shelly gestures to Tony and Lou. They exit the room, leaving Natalie sobbing into one of Bernie's pillows.

65 EXT. LUCKY STAR MOTEL - NIGHT

65

Bernie parks. Heads for his room. He's about to reach for his key, when he realizes the door is slightly ajar. He pushes his way into...

66 INT. BERNIE'S MOTEL ROOM - NIGHT

66

... darkness.

BERNIE

Natalie.

Bernie fumbles for the light switch...

NATALIE (O. S.)

No, don't. I've got a headache.

BERNIE

(closing the door)

Did you take something? I got some aspirin in the-

NATALIE

Yeah. I already took something.

There's just enough moonlight in the room for Bernie to make out Natalie curled over on the bed. As he approaches, he trips over Natalie's suitcase on the floor.

BERNIE

Ouch!

He cuts himself on a splinter of shattered glass as he staggers to his feet. Which draws his attention to the mirror. Moonlight glows off the edges. That's all there is - edges. On the dresser: his bottle of Ten High. Empty.

Confused, Bernie fumbles his way over to Natalie on the bed.

BERNIE

(continuing)

Natalie, what happened? The mirror...

He reaches out to touch her face... instead his hand makes contact with a lump.

BERNIE

(continuing)

Natalie.

He jerks back, flips on the nightstand lamp.

NATALIE

Bernie, no! Shi t...

Bernie chokes at the sight of her. She clutches a bloody rag to her cheek. Blood on the pillow... blood on the sheets... And tears.

BERNIE

Oh Jesus... Natalie, who did this to you? We need to call the police...

NATALIE

I love you, Bernie. I just want you to know that. I fell in love with you. That wasn't part of the plan. I thought... easy money...

BERNIE

What are you saying?

NATALIE

Shelly. He paid me to get next to you. To keep you around. Whatever it took...

BERNIE

(a whisper)

Shelly?

NATALIE

You got it right the first night. I was for sale. Bought and paid for. You were the easy mark, Bernie.

Bernie slumps down on the edge of the bed. Sucker-punched. Trying to make sense of it.

NATALIE

(continuing)

At first you were just another John. But then I started to take a closer look. For the first time, here was someone who wasn't trying to hustle me. Wasn't pretending to be somebody he wasn't. Just a decent guy trying to get back on track. And it didn't hurt any that you put me up on a pedestal. It sure puts the gutter into perspective...

BERNIE
(still in disbelief)
Shelly...

NATALIE
Shelly wants me gone. He says I
bring you luck. Lady luck. I
stayed... to tell you to your
face . . .
and then you wouldn't want me no
more... and I could just go...

Bernie stands shakily.

BERNIE
We gotta get you to the hospital.
We'll talk about this later.

NATALIE
Just tell me one thing, Bernie.
Tell me there's gonna be a later.

Bernie doesn't answer her.

67 INT. HOSPITAL - EMERGENCY ROOM WAITING AREA - NIGHT 67

FADE IN on Bernie's hunched over figure, waiting on Natalie.
He tugs at his car keys as he wrestles with his emotions.
Natalie's betrayal has finally sunken in. The man's in pain.
His natural instinct is to just take off. Run. Fuck
Natalie. Fuck Shelly. Fuck this whole goddamn town.

Suddenly he looks up. A couple of people pass by in front of
him.. and then there she is. Standing a few feet away, face
patched-up, arms clutching herself, not sure whether to
approach him or not.

The sight of her just breaks Bernie's heart. He stands
slowly, legs like jelly - and in that instant it's all so
clear to him. He walks over, forgiveness in his eyes,
contrition in hers.

She tries to say something. He shakes his head.

BERNIE
Sssh.

They embrace with an intensity that threatens to merge their
atoms into a single being.

69 INT. BERNIE'S CAR - MOVING - NIGHT 69

Bernie drives down a quiet Vegas street. It's spooky.
Almost too quiet. All the lights are green as they cruise
into the night.

NATALIE
Tell me again, Bernie. Tell me
it's all gonna be okay.

BERNIE
Everything's gonna be fine. This
is our time. This is you and me
and we're going for it.

Natalie leans over and kisses him. As she does so, she catches sight of her face in the mirror. Starts to tear up.

BERNIE
(continuing)
You look in the mirror, you don't
like what you see, don't believe
it. You look in my eyes. That's
the only mirror you gonna need.
Look in my eyes, Natalie.

She looks into Bernie's eyes. Sees the most beautiful girl in the world. Tears roll down her cheeks.

BERNIE
(continuing)
I love you. Marry me?

Off Natalie's startled reaction...

CUT TO:

70 EXT. HOLY ROLLER WEDDING CHAPEL - NIGHT 70

A NEON SIGN READS: "HOLY ROLLER WEDDING CHAPEL. OPEN 24 HOURS."

BOOM DOWN as Bernie carries Natalie out of the chapel, their lips fused together.

71 INT. BERNIE'S CAR - MOVING - NIGHT 71

Bernie and Natalie burn down the highway. The lights of the big city just a glimmer in the rearview.

Up ahead, a billboard reads: THE SHANGRI-LA HOTEL AND CASINO. TAKE A GAMBLE ON PARADISE.

TIGHT on Bernie. His expression turns grim. Natalie picks up on it. She shakes her head. Silently pleading: Bernie, no.

Bernie tries to shrug it off. But the spectre of Shelly sits firmly on his shoulder. There's no escaping him. We see Bernie fighting it. Losing. SHIT!

In the next instant, Bernie pulls a quick U-turn across the middle shoulder, starts back toward Vegas.

72 EXT. CASINO PARKING LOT - NIGHT 72

Bernie pulls into the parking lot. Kills his lights.

73 INT. BERNIE'S BUICK - NIGHT 73

Bernie reaches for the door. Natalie grabs his arm

NATALIE

You don't have to do this, Bernie.

BERNIE

Yeah, I do. I have to tell him right to his face. I will not look over my shoulder for the rest of my life -- our lives.

NATALIE

Bernie, your chart;... that first night. I wasn't being straight with you. It's the worst chart I've ever seen. There's nothing in the cards for you. I'm scared..

BERNIE

Don't you see, that was before you opened your heart to me. Everything's different now. I got lady luck on my side. Ain't nothing gonna happen to me.

Natalie shakily opens her purse, pulls out a handful of hundreds. Pushes the money at Bernie...

NATALIE

It's three thousand dollars. Take it. Maybe Shelly'll accept it as a down payment. We can send him the rest in installments... after we get settled.

BERNIE

I don't think-

NATALIE

Take it.

Bernie stuffs the cash in his jacket. Climbs out.

BERNIE

Whatever happens, I-

NATALIE
(abrupt)
I know, Bernie.

She turns away. Stares out the window, tears streaming down her cheeks.

NATALIE
(continuing; sotto;
gentle)
I know.

74 INT. CASINO FLOOR - NIGHT

74

Bernie makes for the Paradise Lounge. SPLIT SECOND FLASHBACK as he imagines Shelly laying into Natalie. Fast cuts. Reverberating sound echoes. Just the fuel Bernie needs to make his stand. By the time he arrives at

75 INT. PARADISE LOUNGE - NIGHT

75

he's practically foaming at the mouth with rage. He barges in to find Shelly at a table in agitated conversation with Nicky, Larry and Marty. They fall silent, realizing something is wrong.

SHELLY
Bernie, what's the matter? You look a little fucking spooked.

Bernie throws something in Shelly's face. It's that bloody rag Natalie was holding to her cheek. It lands on the table in front of everyone.

Shelly swats it away with disgust. Jumps to his feet. WHAM! Bernie slugs him one. As Shelly doubles over, Bernie gets in his face.

BERNIE
You lay another finger on her, I swear to God I'll kill you. You hear me? I'll fuckin' kill you!

Shelly's goons quickly move in, grab Bernie. Drag him away. Shelly composes himself, turns to his guests.

SHELLY
Will you excuse me for a moment?

He rushes off. Nicky shoots Larry a resigned look.

76 INT. SHELLY'S OFFICE - NIGHT

76

Lou shoves Bernie inside. Bernie kisses floor. Shelly strides past, leans against his desk. Bernie slowly drags himself to his feet.

BERNIE
(a hoarse whisper)
Why? Why, Shelly?

SHELLY
Because you never give up a good thing, Bernie. You are a good thing. The best fuckin' cooler there ever was. And I need him back.

BERNIE
He ain't never comin' back.

SHELLY
That's a dead man talking.

BERNIE
I'm through with this joint, Shelly. Natalie and me, we just got married. We're outta here. I'll get a job out there in the world. Send you half my paycheck every month. Make good on my obligations.

SHELLY
(gets in Bernie's face)
You try to walk on me, Bernie, and I'll fuckin' bury you. The both of you.

BERNIE
I don't think so.

Shelly's expression: Oh yeah?

BERNIE
(continuing)
You whack me, then Bernie Lootz ain't the world's biggest loser no more. That honor's gonna fall upon you, Shelly. And maybe you had it all along.

SHELLY
What the fuck? Me? I'm the loser?

BERNIE

What you got? What do you got in your life besides this joint?

SHELLY

What the fuck more do I need?

BERNIE

You got nothin', Shelly. This place - your legacy - it's a mirage. You turn your back and it don't even exist. There's no day, there's no night, it's all just one big fuckin' blur and it don't count for nothin'!

Shelly looks to Tony and Lou:

SHELLY

You believe this fuckin' guy?

Bernie gets eye-to-eye with Shelly. A first.

BERNIE

I feel real sorry for you. Yeah, you got this fear of germs thing. But it goes deeper than that. You can't get close to no one. On an emotional level. You're the worst kind of gambler there ever was: too scared to put his chips on the table. Too scared to open his heart... to extend any real kinda friendship. Always afraid it's gonna end out in the desert. Well, sweet fuckin' dreams, pal, 'cause I'm out and if that's where it ends, that's where it ends.

Bernie turns his back on Shelly, strides over to the door.

SHELLY

That's a real heartfelt speech, Lootz. All that Jimmy Stewart in ya face intensity. You almost sold me.

(massages his throat)

Man, I've got a fucking lump in my throat.

(a beat)

But it still don't change things. You bail on me without making good on my 150 G's and I'm gonna be forced to close the books on you.

(more)

SHELLY (cont'd)
You and the broad. You leave me
 no choice.

Bernie turns, looks at Shelly. Shelly's dead serious. They hard stare each other for a beat. Bernie doesn't say anything. At least, not out loud. His eyes do all the talking: "I guess you leave me no choice either." HOLD on Bernie's steely resolve.

77 INT. ELEVATOR - NIGHT

77

This could be the opening of the film -Bernie standing with his back to us, facing the gold elevator doors. Murky reflection. The floor lights ascending fast...

The doors open and the soundtrack goes SILENT. SLOW PUSH IN on him as he takes in the action - a gladiator about to enter the Coliseum. Something comes alive in his eyes. A spark of determination. This is not the expression of a loser. CLOSE-UP as his foot steps onto the casino floor -

An explosion of amplified CASINO WALLA shatters the previous silence.

78 INT. CASINO FLOOR - NIGHT

78

We follow Bernie as he wanders through the casino like he's done a thousand times -- but this time with conviction.

79 INT. CASINO FLOOR - CRAPS TABLES - NIGHT

79

Bernie steps up to an empty table, throws down the whole three grand onto the felt.

BERNIE
 Change only...

The CREW working the table stop down as they realize who it is. The table is dead. Bernie couldn't be needed. The croupier slowly gathers up the green, hands it to the boxman.

CROUPIER
 Check change three thousand.

The boxman counts the cash.

BOXMAN
 This a pleasure cruise, Bernie?

BERNIE
 You could say that.

BOXMAN

Well, it'll be a short one.
Table's dead.

CROUPIER

It is now, anyway.

The others chuckle. The boxman counts out the chips; they're given to Bernie. He places them all on the passline.

The stickman pushes over the dice. Bernie picks a couple. He throws...

STICKMAN

Yo Eleven! Pay the line.

Bernie picks up his three thousand dollars in winnings. He lets it ride. The table quickly fills up with hungry players.

Bernie throws the dice again...

STICKMAN

(continuing)

Winner seven!

Bernie is now paid six thousand dollars on his pass line bet. The other players also collect their winnings. They can feel something in the air.

Bernie, forehead beaded with sweat, rubs the felt a little before he picks up the dice. He throws...

STICKMAN

(continuing)

Six easy. Easy way six!

Bernie takes double odds on his bet. The boxman isn't sure what to do. Does he stop him? Does he dare?

In the b.g., people gather to watch the action. Whatever it is, it's catching. The table next to them bursts into applause.

80 INT. CASINO FLOOR- MONTAGE - NIGHT

80

A - Close on a slot machine as it pays out. The woman grabs the payout feverishly. A

B - A group at the blackjack table cheers as the dealer busts out. B

C - The line at the cashier cage gets longer and longer. C
- CHIPS. Stacks and stacks of chips, being meticulously counted.

D – A quick shot of a roulette ball dropping into number D twenty-one. The dealer slowly puts the marker atop a large stack of chips in the twenty-one square.

81 INT. CASINO FLOOR - CRAPS TABLES - NIGHT 81

A shot of the faces of frenzied dice players waiting for the outcome of the throw. Followed by a thunderous release as the point is made.

In the center of it all. Bernie Lootz. His rail is nearly full of chips. The other players pat him on the back and shake his hand as the croupiers busily pay the line.

He's a winner. And it's infectious. He's gone and "contaminated" the entire casino. The slots are ringing out of control. CHEERING. WHOOPING. MOANS of delight. This much excitement threatens to take the fucking roof off.

Bernie just gazes around in amazement. If only Natalie could see him now...

BERNIE
(sotto)
Natalie... this is you...

Bernie takes a thousand dollars in chips, tosses it gently to the croupier.

BERNIE
(continuing)
For the boys.

The entire crew stop for a moment out of respect. Bernie notices. They all nod as the boxman locks up the tip money.

STICKMAN
Okay, we're coming out. Get your
YO bets, C&E, any seven...

82 INT. SHELLY'S OFFICE - THAT MOMENT - NIGHT 82

Shelly sits alone in his office, nursing a glass of Scotch, listening to some scratchy Chet Baker on the turntable. He looks pre-occupied. Almost melancholic. Bernie's assessment of his life having hit home.

Suddenly the door is thrown open. It's Tony...

TONY
Shelly, take a look at number 4.

83 INT. CASINO - CRAPS TABLES - MOMENTS LATER

83

Shelly wanders up slowly to find Bernie at the center of the crowd. He steps behind the table into the casino pit to get a closer look.

SHELLY
(to the boxman)
How much is he up?

The boxman looks up nervously.

BOXMAN
Around three hundred thousand.

Shelly mouths the words under his breath.

SHELLY
Why didn't one of you fucking
geniuses call me?

BOXMAN
We tried. You weren't picking up.
Besides, it was Bernie.

The game resumes.

STICKMAN
Alright. We're coming out folks,
hands high . . .

Bernie stops.

BERNIE
Wait!

Everybody quiets down to listen.

BERNIE
(continuing) . . . : . . .
Color me up a hundred fifty
thousand.
(beat)
And give it to him

Bernie points to Shelly standing in the pit. The crowd watches the drama play out.

BERNIE
(continuing)
That's what I owe you, Shelly.
There it is. We're square.
(to the table)
Let it be known, Bernie Lootz
lives up to his obligations.

The boxman colors up a hundred fifty thousand in chips, lays them out on the table. He counts it and claps his hands together for the cameras.

BOXMAN

One hundred fifty thousand, coming in.

Shelly stands motionless. Staring into Bernie's eyes. The whole crowd watches. After what seems like an eternity, Shelly nods. Then the Boxman feeds the chips in with the others. A moment later, we can nary tell they were ever gone.

Larry appears next to Shelly. Nicky and Marty watching from the sidelines – dour expressions.

LARRY

What's the matter with you? He's one of ours and he's taking us to the fucking cleaners.

SHELLY

Lootz's off the clock. As long as he's off the clock, he's free to play. Just like every other schmuck in this joint.

LARRY

It smells wrong. I'm shutting him down. He's not leaving here with a dime—

Shelly suddenly jabs Larry in the throat with the tips of his fingers. Larry gasps, starts to cave. Shelly keeps him upright, escorts him to a nearby men's room. Nicky and Marty looking on in amazement.

84 INT. MEN'S ROOM - NIGHT

84

The door flies open, Larry catapults into frame. OOF! Bounces off the wall. Shelly's right behind him. He drags Larry to his feet. Slams him into the wall again – gets right up in his face.

SHELLY

Now you listen real good, you Harvard turd. Lootz is on the up-and-up. He leaves here tonight with whatever he comes out with. You so much as touch a hair on his head and I'll fucking wallpaper this joint with your ass. Muted tones, right?

(more)

SHELLY (cont'd)
(slams him hard)
What's that? I don't hear
nothing. Wait a minute --yeah,
now I hear it.
Blended in at a subsonic level.
Some kinda mantra: pain, pain,
pain.

Shelly headbutts Larry. It's like the sound of a walnut cracking. Larry slumps to the floor. Shelly takes a deep breath. Control, control, control. He heads over to the sink, washes his hands -- over and over. Larry moaning in the b.g. Shelly adjusts his tie in the mirror. Control.

85 INT. CASINO FLOOR - CRAPS TABLES - NIGHT

85

Shelly exits the men's room, makes his way back to the craps table where Bernie is. Just in time to see Bernie lay twenty five grand on the pass line. A waitress hands a drink off to Bernie. He takes a healthy swig. Then picks up the dice. Throws.

STICKMAN
Crap ace deuce! Line down!

The crowd gasps in horror as Bernie's twenty five grand is quickly raked in. He replaces it with another stack of chips.

The dice are pushed over to him. He rubs the felt real gently before throwing. Then lets loose the dice.

All eyes follow the dice. They hit the felt and bounce around behind a stack of chips. The stickman can't spot them

STICKMAN
(continuing)
Call it.

A croupier makes the call as anxious players rubberneck to get a look.

CROUPIER
Twelve crap.

The crowd groans again. It appears the streak is over.

Bernie looks out over the felt. This is his moment of truth. He unloads his entire rail and puts it on the field.

He yells out.

BERNIE
Fifty thousand dollars!

The crowd chimes in with every opinion under the sun.

MAN (O. S.)
On the field? What're you fucking
nuts?

WOMAN (O. S.)
Don't do it!

MAN 2 (O. S.)
Shake it, don't break it, baby!

The dice are slowly pushed over to Bernie. The crowd is feeling it. The entire casino is feeling it. Bernie lets out a long soulful sigh. His whole life depends on the next throw and everyone knows it.

Bernie rubs the felt as usual and lines up the dice to show a six and a six. He picks them up.

BERNIE
Come on sixty-six!

Locks eyes with Shelly - then lets loose. The dice fly from his hand. Slowly, ever so slowly we watch them sail across the table. The entire table holds their breath in anticipation...

CUT TO:

86 EXT. SHANGRI-LA HOTEL AND CASINO - MOMENTS LATER - NIGHT 86

Bernie throws open the doors, stumbles out. His limp seems more pronounced. He wears a miserable expression.

At the car

Bernie steps up. Opens the door, slides in behind the wheel.

87 INT. BERNIE'S CAR - NIGHT 87

Natalie throws her arms around him...

NATALIE
Thank God... I thought for sure...

Bernie just looks at her. Pale, mournful features.

NATALIE
(continuing)
It's okay, right? You guys worked
it out. He took the three grand?
Tell me it's okay, Bernie?

He doesn't answer. Just starts up the car...

88 INT. SHELLY'S OFFICE - NIGHT

88

On the surveillance monitors: the epidemic continues - players winning at every table. The Shangri-la's been wiped out. There's no way they can cover this amount of winning action.

PANNING ACROSS to Shelly. Defeated. The phone rings incessantly in the b.g. Shelly ignores it.

Lou pokes his head into the office:

LOU

Want me to get that, Shelly?

Shelly doesn't respond. He reaches into his desk drawer for that bottle and a glass. Is about to pour himself a shot...

Fuck it. Pushes the glass aside. Takes it straight from the bottle. The phone keeps ringing...

On the scale model of the newly proposed Shangri-la. Hold on it.

WHAM! A chair enters frame, shatters "paradise." WIDER: Shelly trashing the model with a vengeance. Kicking the debris around the office.

Drenched in sweat, Shelly staggers over to his desk. Swats the empty gin bottle to the floor. Picks up his disinfectant spray, gives his desk one last wipedown. Immaculate. Stands, walks out...

89 INT. BERNIE'S CAR - MOVING - NIGHT

89

We see the lights of the city receding in Bernie's rearview mirror. Once outside of the city limits Bernie pulls the car over.

NATALIE

What are you stopping for?

Bernie throws open his door...

BERNIE

I think I'm gonna.

Throw up. And he does. It's as if he's choking up the entire city. Everything that's bad about it. Finally, he pulls himself back into the car. Slams the door.

Natalie touches his cheek, a reassuring look in her eyes. Suddenly, he's smiling. He opens his coat and a huge wad of cash tumbles out. He throws it up into the air. Natalie almost chokes with surprise.

BERNIE
(continuing)
Bahamas, here we come, baby.

She throws her arms around him . .

Suddenly an EXPLOSION OF LIGHT! A flashlight. In the hand of a MOTORCYCLE COP. He raps on the window . .

COP
Step out of the car please.

BERNIE
(lowers the window)
What's the problem, officer?

The cop runs the flashlight over the bundles of cash littering the car interior.

COP
Just step out of the car, please.
Both of you.

Bernie and Natalie exchange unsettled looks. The cop lowers his hand to his gun. Bernie nods at Natalie. They climb out. He directs them off to the side. Shines his light in their faces.

BERNIE
If my driving . . if I was going a little fast -- I was just over excited, officer. See, we just had a big win at the Shangri-la-

COP
You didn't win nothing.

The cop pulls out his revolver, trains it on them.

INTERCUT WITH:

90 INT. SHANGRI-LA UNDERGROUND PARKING GARAGE - NIGHT 90

Shelly opens the door to his Cadillac. Climbs behind the wheel. His keys are already waiting in the ignition. Who's gonna steal Shelly Kaplow's car, right?

Shelly doesn't start her up. He just leans back in his seat, emits a deep sigh. He glances up at the rearview mirror. Catches sight of a SILHOUETTE in the back.

INTERCUT WITH:

91 EXT. VEGAS HIGHWAY - NIGHT

91

Bernie and Natalie staring into the barrel of the cop's revolver. Natalie clutches Bernie's arm. Bernie nods. So there you have it.

NATALIE

Oh Jesus, Bernie, I knew it. It was too good to be true. Who were we kidding?

COP

Get down on your knees. Both of you.

They look at him in shock. He gestures them to the ground behind Bernie's car. We CUT TO a shot from the highway: just the cop standing at the tail-end of Bernie's car, Natalie and Bernie hidden from view.

ON BERNIE AND NATALIE

down on their knees. Bernie places his arm around Natalie, pulls her close to him. Paralyzed with terror, she still manages a bittersweet smile.

Bernie should be projecting fear, but there's nothing but his overwhelming love for Natalie in his eyes. It's a two way current.

This is their last moment together; everything that needs to be said is being transmitted through a look. A look that says: no regrets.

INTERCUT WITH:

92 INT. SHELLY'S CADILLAC - NIGHT

92

Nicky leans forward out of the shadows. Shelly holds his gaze in the mirror. Nicky just shrugs.

NICKY

The kid wants you should know, Shelly, he's just protecting our investment -- the old school way. See you around.

Shelly nods. He knows the score... A flash of steel appears against his head. Muzzle strobe-THUP! So long, Shelly Kaplow.

93 EXT. VEGAS HIGHWAY - NIGHT

93

The cop looms over Bernie and Natalie. Cocks his pistol. Lowers the gun to the back of Bernie's head.

They appear oblivious to it. They're already in another place. Sunning themselves in the Bahamas.

The cop squeezes back the trigger.

ON BERNIE AND NATALIE

still looking at each other. Suddenly the piercing shriek of SCREECHING TIRES... followed by a reverberating, bone-crunching-WHAM! – and a GUNSHOT.

Bernie and Natalie still staring into each other's eyes, not quite sure what's just transpired. Only that they're still breathing. They look around, startled to see the tail lights of a PICK-UP TRUCK about ten yards away. The cop, their would-be assassin, rendered road kill beneath the wheels.

All this in the blink of an eye.

Natalie clutches Bernie's arm. Suppresses a hysterical, shock-induced giggle. Bernie just looks dumbfounded. He staggers to his feet, rushes over to the pick-up truck. The driver's head is protruding through the shattered windshield. Death-glazed eyes.

Bernie feels for the man's pulse just to be sure. Shakes his head. We see a dozen Coors empties on the seat and floor of the truck.

Natalie checks the cop. Likewise. Bernie comes over. They regard each other breathlessly.

BERNIE

He was drunk. It was just freak luck...

(catches himself...)

NATALIE

Don't give it a name, Bernie. It scares me. All I know is, you're still running hot and that's a good thing. But we're only winners if we keep going. No looking back.

BERNIE

Lady luck, Natalie. I'm calling it. Lady luck. And we got it as long as we're together. They can't touch us now.

He kisses her furiously. Then drags her over to his car. They climb in. Drive off.

94 EXT. VEGAS HIGHWAY/INT. BERNIE' S BUICK - DAWN 94

Bernie's Buick racing into the sunrise. Racing toward the dream. Bernie, eyes fixed on the road ahead, with the contented smile of a man who has gambled on love – and won. His prize, resting her head against his shoulder.

The money, well, that ain't half bad as well. A smoky, trumpet driven Chet Baker-like piece accentuates the triumphant mood on the soundtrack, as we SUPERIMPOSE...

95 INT. PARADISE LOUNGE - NIGHT 95

. . . a little flash-forward into the future. Larry sits with a group of CORPORATE TYPES.

LARRY

Gentlemen. . .

(beat)

I thank you for your vote of confidence. As the Shangri-la's new Director of Casino Operations, I'm gonna make a personal guarantee to each and every one of you. Your investment in this casino will be well looked after. The future looks bright, gentlemen. Very, very bright.

They raise their glasses to him. Congenial smiles, one and all. Smiles that don't transcend to their eyes. Promises, promises. We'll see... DISSOLVING BACK INTO...

96 INT. BERNIE' S CAR - MOVING - DAWN 96

STARTING TIGHT on BERNIE and NATALIE speeding away from Sin City, PULLING OUT and RISING above them (helicopter shot) as we SUPERIMPOSE stock footage of all the old school casinos being demolished. As we leave Vegas in the past... a Shangri-la lost forever. Eulogized by Sinatra's LUCK BE A LADY.

FADE OUT.