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**FADE IN**

**EXT. LOS ANGELES - NIGHT**

**SUPER: FEBRUARY 23, 1933**

We float over the City of Angels as model-Ts, model-As and assorted 20s and 30s vehicles prowl the city streets below. Electric Red Car trolleys trundle down their tracks, CLANGING and RATTLING.

Threadbare men, women and children seek warmth around one of several fires spotted among rows of makeshift tents of one of a half-dozen Hovertowns in the county.

Drifting out of the downtown core, we descend into a cluster of unlit warehouses... .. where a battered jalopy CLANKS down the unlit dirt road between the warehouses. It shudders and violently

BACKFIRES...

**MATCHCUT:**

**INT. BOOTLEG WAREHOUSE - NIGHT**

The SHARP CRACK of a shotgun and corresponding flare of fire lights up the interior.

Barrels of whiskey fill the dilapidated building in the Tenderloin. A single, grimy sulfur light bulb provides the only illumination.

Uniformed CODY TEMPLE, (40s) iron-jawed, ill-tempered veteran cop armed with a rifle, kicks the door to the warehouse open. It slams against the wall and ricochets.

The ROAR of a second shotgun BLAST greets his entry. Shot peppers the surrounding walls, door and Temple's chest. Dust PUFFS out, but no blood.

Temple grunts and goes down on his ass.

His partner, BEN CARTER, (20s) also in uniform, rugged, looks like he knows his way around a bar fight or two, clears the door and drags a cursing Cody off the ground.

More shots RING out. Nearby barrels are pierced. Jets of golden whiskey pour out, splattering the dusty floor.

Splashes of whiskey darken Temple's uniform.

Ben drops into a crouch. He savagely gestures Temple down.

Shotgun BLASTS keeps them pinned.

Ben studies Temple's uniform. The outer material is shredded. A glimpse inside reveals the jacket is lined with heavy canvas.

Overhead, a barrel SHATTERS completely, sending a whiskey waterfall cascading over everything below.

Dark stains appear on Temple's uniform.

Ben speaks with a nasally midwestern accent.

BEN

We shoul'da brought Roach and his boys with us.

TEMPLE

This is my collar.

He raises his rifle and Ben knocks the barrel aside.

BEN

Don't shoot.

Temple grabs his shirt front and hauls Ben down until they're face to face. A shallow nick on Temple's forehead leaks blood.

TEMPLE

He's mine. I've been huntin' this prick for weeks.

Ben slaps his hands away.

BEN

Jaysus, Temple. You gonna bleed all over him?

Temple touches the stains on his jacket and scowls.

TEMPLE

That ain't blood, that's hootch.  
(sniffs himself)  
Good hootch, too.

Ben pulls out a revolver and crab-crawls across the filthy floor towards the first shooter.

**EXT. REAR OF THE WAREHOUSE - NIGHT**

A few barrels are discretely rushed out of the warehouse under the watchful gaze of several uniformed cops. They are stacked in trucks and driven away.

Among them is SERGEANT WILLIAMS, aka ROACH, (50s), cynical, hard as nails bull. He directs the cops loading the barrels.

A Red Car CLATTERS past on a distant track and a Model T BURPS and BACKFIRES.

**INT. WAREHOUSE - NIGHT**

A shot WHISTLES from Ben's right. He whips around and fires twice. There is a CRY of pain.

More shotgun BLASTS. Sparks fly. Flames erupt among the dripping barrels and race across the floor and climb the tinder dry walls.

BEN

Jeb! Give it up. There's cops everywhere.

Behind him, someone slides across the floor. Ben whirls to find Temple crawling towards him.

BEN (CONT'D)

Told you tuh stay put.

TEMPLE

Ain't never gonna convince that ass yer more than one person without me.

BEN

Stay low.

A BLAST of shot shreds the wooden strut over Ben's head. He empties his revolver at the shooter. Temple does the same.

Silence. They reload. The DRAGON ROAR of the growing conflagration drowns the GUNSHOTS. More bullets SPRAY the warehouse.

Ben creeps forward. He realizes Temple is not with him.

BEN (CONT'D)

Asshole, where are you--

A blazing barrel CRASHES down behind him, SPLASHING liquid flame everywhere.

BEN (CONT'D)  
 Shit. Jaysus, Jeb. Get oot. (sounds  
 like put)

The INFERNO of heat and flame roll across the tinder dry  
 pine wood floor. Through the fire, Ben spots a burning body  
 rolling on the floor.

BEN (CONT'D)  
 Cody!

Ben dives into the growing fire towards Temple whose whiskey  
 soaked clothes have BURST into flames.

**EXT. BOOTLEG WAREHOUSE - NIGHT**

Hearst Metrotone News cameramen film as the warehouse  
 succumbs to the blaze. A crowd has gathered to gawk.

Everybody steps back in alarm when a series of EXPLOSIONS  
 come from inside the warehouse. Fire BURSTS through the  
 boarded up windows and doors.

There are GASPS when a figure erupts from the inferno  
 carrying a smoldering body over his shoulder.

**INT. CENTRAL DIVISION - NIGHT**

LIEUTENANT STECKEL, (50s), stodgy, by-the-book cop looks up  
 when Ben knocks on his open door. Ben's hands are lightly  
 bandaged.

Still wearing his singed uniform, Ben enters the office.

**STECKEL'S OFFICE**

STECKEL  
 Your partner's going to be okay.

BEN  
 Guy's too stubborn to let an  
 asshole like Jeb get the best of  
 him.

Steckel taps a pencil on a stack of papers.

BEN (CONT'D)  
 Speaking of Jeb...

Steckel shakes his head.

STECKEL

Go home, Carter. Write up your report tomorrow.

BEN

Yes, sir.

**HALLWAY**

Ben stops outside the office when he sees a half dozen men being dragged into the station by three cops, including a uniformed cop Roach.

His two permanent sidekicks, BULLDOG and MULE, both alike in being over-muscled, underwhelming in brains, accept the laughing accolades of the other cops.

The prisoners have clearly been roughed up. Clothes ripped, noses bloody and terrified faces tear-streaked.

One battered man wears the remnants of lipstick and rouge.

An older cop, WADE, comes to stand beside Ben.

BEN

What's this?

WADE

One of Roach's Raids.

Ben gives him a puzzled look.

WADE (CONT'D)

Roach keeps his men sharp by raiding pansy bars.

(beat)

Says there's a special place in hell for perverts.

(beat)

The chief loves him so Steckel does too.

Ben's face goes blank as he stares at the men being shoved toward the holding cells.

**INT. BEN'S CAR - NIGHT**

Ben turns onto a side street. He's removed his uniform jacket and equipment belt.

He smooths down his short hair, slips a broad-rimmed black fedora on before leaving the car.

**EXT. JONNY'S - NIGHT**

Hurrying down the side street, Ben keeps his head down until he comes to a one-story adobe house. Bushes and palmettos conceal the side door he slips through.

**INT. JONNY'S - NIGHT**

From the foyer he hears the clink of glasses, the murmur of voices. Duke Ellington plays softly.

As Ben enters he scans the dark room carefully.

**LIVING ROOM**

Crowds of men fill the living room decorated with modern regionalist art. In sharp contrast, a traditional grand piano is elegantly topped by a silver and crystal candelabra.

Most of the men hold drinks and the room is filled with cigarette smoke.

Beyond them a hallway leads to stairs cloaked in shadow.

A dozen men cluster around a makeshift bar set up in one corner. Behind the bar, PEACHES, (30s) appears to be the only woman in the place.

Ben is recognized as he makes his way toward the bar. He nods tersely, acknowledging everyone.

Peaches looks him up and down, focusing on his bandaged hands.

She raises a painted eyebrow as she zeroes in on his crotch.

PEACHES

Haven't seen you in a while,  
bruiser. You here for somebody  
special?

Only when Peaches speaks is it clear she is a young man in drag, exquisitely made up.

PEACHES (CONT'D)

Moi, perhaps?

Ben makes a soft, ill at ease sound. Peaches pours a generous shot of whiskey and slides the glass over to Ben who raises it in salute and downs half.

She discretely hands him a key.

PEACHES (CONT'D)  
 Maybe next time.

Ben empties the glass and holds it out for a refill.

KEVIN (O.S.)  
 Not tonight, Peaches.

Ben turns.

BEN  
 Kevin?

KEVIN, (30s) a stocky, jovial man takes hold of Ben's shoulder and squeezes. His cheeks are rouged and his lips bright red. His mascaraed eyes give him a gamin look.

Ben leans into the touch.

KEVIN  
 You remembered.

Ben leaves his drink and turns in Kevin's arms, clearly in high spirits.

BEN  
 I'm hurt you think I'd forget.

Paul Whiteman comes on playing "Lover".

Kevin sees his injured hands.

KEVIN  
 Oh, baby. You're hurt. I'll fix it.

He swoops in and roughly kisses Ben. Breaking away, Ben turns to pick up his drink. Kevin nods at Peaches who brings him a glass of red wine.

Paul Whiteman on the Gramophone.

WHITEMAN (V.O.)  
 (singing)  
 Softly, in my ear you breathe A  
 flame. Lover, when we're dancing.

Kevin leads Ben onto the dance floor. Before they start dancing, Ben takes the neatly folded handkerchief out of Kevin's pocket and wipes the makeup off his face.

KEVIN  
 Sorry. Should have remembered.



Ben whirls them around the floor. Kevin leans his head on the other man's shoulder and sings softly.

KEVIN (CONT'D)  
 (singing)  
 Keep on glancing in my eyes, 'til  
 loves own entrancing music dies.

They join lips and kiss deeply.

WHITEMAN (V.O.)  
 (singing)  
 All my future is in you. Your every  
 plan I design Promise...

They break apart, clearly aroused.

KEVIN  
 (singing)  
 Promise you'll always continue To  
 be mine.

They linger over a heavy kiss.

BEN  
 Our room is ready.

KEVIN  
 And yet we're still down here.

Grinning, Kevin returns to the bar, picks up his drink and finishes it. Ben does the same.

KEVIN (CONT'D)  
 You have no idea how much I hoped I  
 would see you again.

Ben holds his hand out to Kevin and leads him toward the stairs.

BEN  
 I couldn't stay away.

#### **INT. JONNY'S UPSTAIRS - NIGHT**

Ben and Kevin lie in post-coital bliss. Ben brushes hair off Kevin's forehead. He is considerably more relaxed than he was earlier.

BEN  
 We need tuh be more careful.  
 They're cracking down more on  
 places like this.

Kevin's look is guileless.

KEVIN  
Will you be--

Ben squeezes his eyes shut.

BEN  
Jaysus, no! I wouldn't...

KEVIN  
I hate to see you like this.

BEN  
Maybe we should stop meeting.

Kevin gives him a look of acute longing.

Ben savagely shakes his head and pulls Kevin into his arms.

He rises over him and they begin to make love again.

**INT. BILTMORE HOTEL - DAY**

A flash hotel full of rich men and the women who cling to them and their money.

**INT. BILTMORE HOTEL ROOM - DAY**

On a luxurious bed a stunning, effete angel of a man, DYLAN DANIELS, (20) kohl-shadowed eyes closed, stretches languidly, lithe as a cat.

A second man in a gold-trimmed towel around his hips emerges from the bathroom. Dylan opens his eyes.

The second man could be Italian LATIN LOVER Ramon Novarro or his doppelganger.

He stops beside the bed. Dylan throws the covers back, revealing enough to know he is naked.

LATIN LOVER  
Ah, Dylan, my dulce cariño,  
disculpas. Our time has passed.

Latin Lover drops the towel and picks up a pair of trousers draped over a chair. He withdraws a bill from his pocket, then adds a second one to the first.

LATIN LOVER (CONT'D)  
For your beauty.

Deliberately flirtatious, Dylan pouts and takes the money.

DYLAN

You're almost too beautiful to  
charge.

He scrambles out of bed and grabs his own clothes.

DYLAN (CONT'D)

But we all have to make sacrifices,  
right?

### **GOLD ROOM**

Wearing a sable fur coat over a black pin-striped suit, Dylan passes through the Gold Room's lavish two-tiered rooms separated by a curved stone balustrade.

He scans the gilded room, catching the eye of more than one man.

One heavy-set man holds his eyes and smooths his left hand over his ear. A signal. Dylan nods.

With a smile at the doorman who accepts the bill he is handed, Dylan slips through the secret passage onto Olive Street.

### **EXT. BILTMORE HOTEL - DAY**

Dylan scurries across the street and climbs into a Mercedes Benz roadster.

In stark contrast, straggling knots of raggedly dressed men roam Pershing Square and sit around the fountain.

Dylan ignores their hostile eyes. The car pulls away from the curb and drives east.

### **EXT. MEN'S BOARDING HOUSE**

Dylan pulls in behind a five-story brick building. Painted on the side of the building is a ten-foot sign:

### **INSERT**

Roy's Men's Boarding House

100 Rooms

75¢ ROOMS 75¢  
\$1.00 Private Bath

**INT. BOARDING HOUSE - DAY**

Climbing CREAKY stairs to the second floor, he passes a wall phone and unlocks the door to room sixteen.

A middle-aged woman, CLAUDETTE, pokes her head out of room fifteen down the hall and waves at him.

DYLAN  
Any phone calls?

CLAUDETTE  
Nothin', hon.

He blows her a kiss and enters his room.

**DYLAN'S ROOM**

In sharp contrast to the posh Biltmore suite, the room is small, perhaps ten by ten. It is minimally furnished with a bed, a ladder back chair, and a dresser.

On the dresser a chamber pot and basin sit beside a brush, comb and shaving kit.

Dylan removes his fur coat and suit jacket and hangs them on a pole he has set up in one corner.

The clothes rod is filled with bespoke suits and jackets. Several pairs of Italian leather shoes peak out from under the suits.

A long-haired Calico cat leaps onto the bed. Half undressed, Dylan sits on the bed, the cat immediately rubs against him.

DYLAN  
Hello, Garbo. Miss me?

He rubs Garbo's head and scratches behind her ear.

Leaning over, he pulls a small lockbox out from under the bed. He removes a couple of bills from his pocket, puts them in the box and relocks it.

There's a sharp rap at the door. Dylan shoves the lockbox back under the bed and opens the door.

**HALLWAY**

Claudette stands in the hall smiling.

CLAUDETTE

It's him.

Dylan pulls a coin out of his pocket and hands it over.

DYLAN

Thanks.

Dylan shuts the door behind him and strolls down the hall in stocking feet to the phone. He picks up the receiver.

DYLAN (CONT'D)

Hello?

(beat)

George!

He smiles then laughs.

DYLAN (CONT'D)

Absolutely. Now?

(beat)

Give me thirty.

(beat)

With silver bells on.

He hangs up and hurries back to his room.

**EXT. AMBASSADOR HOTEL - NIGHT**

Dylan drives his roadster through the gates of the hotel up to the entrance. A valet takes his car and Dylan, in another custom-tailored suit, saunters through the front doors.

**EXT. POLICE ACADEMY - DAY**

On stage, in front of a large crowd of uniformed cops and press, a medal is pinned to Ben's chest. The Chief of Police shakes Ben's hand while camera light bulbs flash.

Beside the Chief of Police stands ex-Preacher HARRIS, a firebrand finishing up his speech to the assembly.

HARRIS

Men like this fine young officer  
have joined me in a pledge that he  
will never rest until this whole  
God hating, whiskey-soaked,  
bootlegging blaspheming sodomite  
loving, old world is bound to the  
cross of Jesus Christ by its own  
chains of love...

**PARKING LOT**

Ben heads towards his car. Roach stops him.

ROACH

Wanna talk to you.

Ben nods warily.

BEN

Sergeant Williams.

Roach leads him to his own car and gestures Ben to get in.  
The door shuts. Roach studies Ben from the passenger's seat.

ROACH

Call me Roach. Pastor Harris has a  
way with his words, don't he?  
Straight from God's mouth to his  
ears.

BEN

Thought he gave up preachin' to sit  
on the bench.

ROACH

He's just delivering a different  
kinda justice these days.

(beat)

Never mind that right now. Got a  
proposal for you.

Ben eyes him.

ROACH (CONT'D)

Want you to join the Red Squad.

Ben cocks his head, listening. His face is carefully neutral

ROACH (CONT'D)

We need men like you to keep the  
damn pinko commies and queers out.

(MORE)

ROACH (CONT'D)  
 You up to bustin' some commie  
 heads?  
 (beat)  
 And Oakie trash.

When Ben doesn't respond Roach lightly punches his shoulder. Ben imperceptibly shakes his head before he speaks. His eyes stay frozen on the steering wheel as he starts the car.

Roach exits and slaps his hand on the roof of the car.

ROACH (CONT'D)  
 I'll let you know when our next  
 call comes down.

BEN  
 I'll sleep on it.

**INT. CENTRAL POLICE DIVISION - DAY**

Lieutenant Steckel steps out of his office when Ben arrives.

STECKEL  
 My office, Carter.

**STECKEL'S OFFICE**

Steckel sits behind his desk smoking a cigarette. Ben stands in front of him.

STECKEL  
 You've talked to Roach?

BEN  
 Yes, sir, I'm thinking--

STECKEL  
 That wasn't a request, Officer.

Ben's eyebrows go up.

BEN  
 I think I'd be more useful  
 elsewhere--

STECKEL  
 Roach has been getting results. The  
 brass has been getting pressure  
 from City Hall so they like those  
 results, so what Roach wants, Roach  
 gets.

BEN

Yes, sir.

STECKEL

Good. You're now assigned to his  
squad fulltime. Dismissed.

Ben heads to roll call, his face expressionless. His eyes  
haunted.

**INT. CENTRAL POLICE DIVISION - NIGHT**

Ben, along with a couple of other uniformed cops, leave the  
squad room. Roach waits in the corridor.

Roach hands him a pair of brass knuckles. He points at Ben's  
equipment belt.

ROACH

Ditch the Sam Browne. You won't  
need that where we're goin'.

Ben follows Roach to a large black Buick where Mule and  
Bulldog wait.

They crowd Roach on either side, pushing Ben out of the way.

BULLDOG

Congrats, Sarge. Heard it's a boy.

Roach accepts the praise with a rare genuine smile of pride.

ROACH

Almost nine pounds. He's going to  
be a bruiser.

MULE

Surprised you didn't stay home wit'  
the missus. He got a name?

ROACH

Donald Jacob.

BULLDOG

Isn't that your--

ROACH

Brother?

Roach realizes Ben is watching them without a clue.



ROACH (CONT'D)  
Get in the car. Got some  
celebratin' to do.

**INT. ROACH'S BUICK - NIGHT**

They leave the downtown area and head west.

Ben stiffens when they pull up to JONNY'S, where he met  
Kevin.

BEN  
What's here?

ROACH  
Got us some pansies to clear out.

BEN  
What happened tuh bustin' commie  
heads?

ROACH  
What's the difference? Pansies?  
Commies? They all take it up the  
ass.

**EXT. JONNY'S - NIGHT**

As they approach the back door, a pair of men in drag exit.  
Spotting the cops, they try to run, but Roach and Bulldog put  
them down silently with their nightsticks.

**INT. JONNY'S - NIGHT**

The four cops storm the bar, Ben is last through the door. He  
scans the room and spots Peaches going under Roach's sap.

Ben ROARS and charges into the melee, thrusting aside anyone  
in his way.

Behind the bar, a heavily made up man screams when Bulldog's  
night stick slams into his nose. Blood erupts. Bulldog rips  
the wig off his head.

Ben comes face to face with a man with five o'clock shadow  
and painted cupid bow lips. The man spits in his face.

A red haze fills Ben's head. Fueled with incoherent rage, Ben  
slams the man down and plunges into the bedlam. He clubs a  
pair of large men to the ground.

A table with a lamp crashes to the floor. Its light flickers then goes out, throwing the room into surreal darkness, lit only by the candelabra atop the grand piano.

A stool flies over Ben's head, smashing into the back bar mirror.

Flying glass slices Ben's forehead. In his blind rage he doesn't feel the blood drip into his eyes.

**EXT. JONNY'S - NIGHT**

The cops herd a dozen men towards a waiting paddy wagon now parked behind the Buick.

The men crowd together, moaning, some weep. One man breaks free. A struggle ensues, drawing all the cops in.

Ben wades in to break it up. He grabs a CUFFED MAN and hauls him towards the paddy wagon.

CUFFED MAN

Please don't. My wife... kids.

In a burst of rage, Ben shoves the sniveling man into the wagon.

BEN

I hope it was worth it.

He turns away before the door slams shut and bolts away, not watching where he's going.

He shakes himself out of his fugue to find himself standing in front of Roach. His face shuts down into neutrality.

Roach slaps him on the back.

ROACH

You did alright, kid. You got bones. Lot of guys refrigerate their first time. Here--

He hands Ben a handkerchief.

ROACH (CONT'D)

Clean yourself up. You gotta be presentable for the dames.

Ben stares at him, hollow eyed.

ROACH (CONT'D)  
 You look like you could use a  
 drink.  
 (grins)  
 Or five.

**EXT. SAN FERNANDO VALLEY - NIGHT**

Groves of oranges, lemons and olive trees fly by, broken only occasionally by unlit farm houses.

**INT. ROACH'S BUICK - NIGHT**

Ben rides shotgun while Roach drives. Bulldog and Mule sit in the rear passing a flask back and forth.

He throws glances back at them through the rearview. Most of the time he finds Bulldog watching him.

BEN  
 What's out here?

ROACH  
 My folk's old homestead.

BEN  
 You grow up here? How'd you get tuh  
 be a cop?

ROACH  
 More fun busting heads than  
 farmin'.

Ben stares out the window at the twisted shapes of olive trees.

ROACH (CONT'D)  
 Admit it. Nothin' beats the sound  
 of some pansy's brain pan crackin'  
 like an egg.

Changing the subject, Ben glances over at Roach.

BEN  
 You gotta new son you named after  
 your brother?

Roach shrugs as he turns down a badly maintained dirt road that passes more olive groves until they reach a clearing and the car stops.

He cuts the engine and into the sudden silence speaks.

ROACH

Yah. Died in the war. Was only  
eighteen. Never had a chance to  
have his own kids.

A dilapidated one-story adobe is barely visible in the dark.  
Lit only by stars and a quarter moon, the place appears  
empty.

A pair of bedraggled palms are the only landscaping.

**INT. ROACH'S HOUSE - NIGHT**

Moonlight is replaced with Roach's flashlight which throws  
sharp shadows around as he moves through the house. Ben  
follows.

ROACH

Folks ranched here. I lease the  
land out but hung on to the house.  
Wasn't going to try to run it  
without Danny.

BEN

I was eleven when we lost Dad in  
the war. My brothers took it over.  
They didn't have much use for me so  
I left.

Roach lights a hurricane lamp and sets it on top of a crude  
pine table. Multiple bar stools line one wall under a boarded  
up window.

While the other men drag stools over to the table, Roach  
walks a whiskey barrel marked like the ones in the burned  
warehouse into view.

He fills four tin cups.

Bulldog downs the booze and slams the cup on the table.

BULLDOG

Where's the slick?

Roach ignores him.

Roach signals Ben to follow. He carries the flashlight. Roach  
shoves a door open to reveal a small room.

There's no furniture. An odd set of chains hang from the  
ceiling.

A black cast iron pot-belly stove crouches under a boarded up window.

Ben looks puzzled.

Bulldog saunters in with a whiskey.

BULLDOG (CONT'D)  
You show him the best part?

Bulldog pulls a metal rod out of the firebox. When he carries it over Ben sees it is a branding iron in the shape of a P.

ROACH  
Sometimes we run into someone who needs a little more persuadin'.

BEN  
Does Steckel know 'bout this?

ROACH  
The Lieutenant only cares about results.

Roach laughs and claps him on the back.

ROACH (CONT'D)  
Wait'll you get a taste of union busting. Chandler's reporters always cover those. You get your picture in the Times you get all the pussy you want.

Roach points at Bulldog.

ROACH (CONT'D)  
Even this ugly mug gets shagged.

BEN  
Can't wait.

BULLDOG  
Speakin' of shaggin', they're here.

They hear a commotion in the other room. Female VOICES.

BULLDOG (CONT'D)  
Selznick's gopher sent two of his best, couple of new fish.

Roach laughs and gestures Ben to return to the front room. There he finds two starlets, SALLY and ROSE, both late teens, dressed provocatively.

Sally is draped all over Mule, but leaves him the instant she spots Roach.

Rose replaces her and Bulldog joins them. Ben sees Roach and Sally disappear into another room at the very back of the house where he glimpses a bed before the door closes.

Catching Ben watching them, Bulldog grins at him.

BULLDOG (CONT'D)  
Don't worry, they're good at  
sharin'. Ain't you, Rosie, darlin'?

Rose giggles and lets Mule slobber over her. Ben forces a grin.

**EXT. GLENDALE BACK ALLEY - NIGHT**

Ben, in regular street clothes, furtively approaches the backyard of a small house. He knocks on the unlit rear door.

Kevin opens the door, letting Ben slip inside.

**INT. KEVIN'S HOUSE - NIGHT**

The living room is spacious but crowded with various chairs, settees and sofas. Several face an unlit fireplace.

Kevin and Ben stand near the small corner bar, each with a drink. A radio plays SWING SOFTLY in the corner.

Ben shifts from foot to foot uneasily. He has trouble meeting Kevin's eyes.

KEVIN  
I'm glad you could make it. I  
thought it would be safer here.

Ben sips his drink, scanning the softly lit room.

KEVIN (CONT'D)  
My wife's sister fell sick, so  
she's in Compton for a few days.

BEN  
Your children--

KEVIN  
We don't have any yet.  
(beat)  
I heard about what happened at  
Jonny's.

(MORE)

KEVIN (CONT'D)  
Poor Peaches is still in the  
hospital. No one dares go see her.

Ben stirs uneasily.

BEN  
Don't.

KEVIN  
We don't even know if she's under  
arrest..

Kevin overpours his own drink and downs it.

KEVIN (CONT'D)  
The paper printed her name.

He gulps another drink down.

BEN  
Kevin--

KEVIN  
They had the decency at least not  
to use her photo.

Ben still can't meet his eyes. He stares at a painting  
hanging over the unlit fireplace.

BEN  
You have to believe me I had no  
idea where we were goin' that--

Kevin grows increasingly inebriated. He stares open mouthed  
at Ben.

KEVIN  
You were there?

BEN  
I'm just a grunt in this war. I go  
where they point.

KEVIN  
So it's a war now? Didn't we get  
enough of that sixteen years ago?

Ben lowers his head and clutches his drink.

BEN  
I'm sorry--

KEVIN  
Am I your enemy now, Ben?

They face each other, close enough to touch, separated by an unbreachable wall.

BEN

It's not that kind of war.

KEVIN

What am I?  
(almost belligerent)  
What am I to you?

Ben can't find the words.

BEN

We're, uh, really... we--I like tuh  
think we're friends.

KEVIN

Are we? Friends wouldn't sweat if  
they sat down together at Coles  
having a coffee.

BEN

I wouldn't--

KEVIN

You're sweating now.

It was true. A sheen covers Ben's forehead.

KEVIN (CONT'D)

Don't. It's not just you.

He glances toward the heavily curtained window looking out onto the street. Nothing can be seen from outside, not even car lights.

The inner light is low, the room is mostly in shadow. The soft sounds of Gershwin fill their silence.

BEN

Should I go?

Now it's Kevin sweating. He begins to speak. Stops. Opens his mouth again.

He shakes his head.

They close the distance between them.

KEVIN'S BEDROOM



The small bedroom clearly has a woman's touch. Several framed photos of Kevin and a plain-faced woman his own age line the dresser and adorn the walls, including a wedding photo where Kevin looks impossibly young.

Ben and Kevin fall apart. Sated, Kevin lazily traces the contours of Ben's chest.

KEVIN

You ever think of quitting?

Ben sits up.

BEN

Quit? And do what? Stand in the breadlines?

KEVIN

Young, strong guy like you should be able to find work.

Ben reaches over and picks up the clothes he dumped on a chair earlier.

BEN

I gotta go.

KEVIN

Want a drink before you head out? Coffee?

Ben shakes his head. He stands to pull up his trousers.

BEN

I think the smart thing tuh do right now is stay clear of the L.A. joints. Things might ease up if Roosevelt gets everything open by summer.

KEVIN

Will I see you again?

Now that his lust is gone and his head's clear, Ben is antsy and needs to leave. He finishes dressing.

BEN

Sure, we'll talk.

KEVIN

(softly)

Maybe we can meet up for a legal drink.

Ben throws him a look as though gauging how serious he is.

Kevin smiles faintly.

On the ground floor, Ben furtively slips through the backyard to the alley where his car is parked. Nearby a dog BARKS.

Tires CRUNCH on the partially graveled alley.

**INT. CENTRAL POLICE DIVISION - DAY**

Roach approaches Ben.

ROACH

Got word there's gonna be an  
organized protest at the docks on  
Thursday. They want it shut down.

**EXT. SAN PEDRO HARBOR - DAY**

PROTESTERS gather by the hundreds at dock fifty-one. A number of freighters fill the harbor.

Signs with WORKERS UNITE, NO WAR BUT CLASS WAR, OUR LIVES, OUR RIGHTS, FAIR WAGES are yielded by boys as young as ten and men as old as sixty, all in work-roughened clothes.

Ben, Roach, Temple, Mule, Bulldog and several other cops with heavy nightsticks and BAR RIFLES, confront the protesters. Roach is on a BULLHORN.

Safely behind the police, several reporters and cameramen stand ready.

ROACH

This is an illegal assembly. Break  
it up.

PROTESTERS

We have rights. Workers unite.

The cops push against the protesters who link arms and push back.

Ben uses his nightstick to shove a BLOND-HAIRED BOY holding a sign that reads FAIR WAGES. The boy stumbles.

Clubs begin flailing. Protesters go down. Screams of rage and pain overwhelm the normal dockside sounds.

The FAIR WAGES sign whacks Ben on the head.

BLOND-HAIRED BOY  
 They don't teach you the  
 Constitution where you come from?  
 We got a right to assemble.

BEN  
 Don't do it, kid.

BLOND-HAIRED BOY  
 Fuck you, copper.

Roach steps up beside Ben holding his BAR RIFLE.

ROACH  
 Don't talk to me about rights, you  
 commie pansy.

Ben sees an image of Kevin superimposed over the boy. Before Ben reacts, Roach pulls the trigger. The boy/Kevin's face appears to dissolve into blood and bone.

Only when the smoke clears does Ben see the kid on the ground, writhing, blood pouring out where his ear used to be.

Rage and horror fill Ben. Then fury. In berserker mode he wades in and swings his nightclub indiscriminately. A pair of BURLY DOCK WORKERS drag the kid away.

BEN  
 Get outta here before someone else  
 gets hurt!

Screams erupt.

The protesters fall back.

More clubs come down.

Another shot is heard.

The protesters break and scatter.

**EXT. SAN PEDRO HARBOR - DAY**

Ben limps back to the police car. He seems unaware that blood soaks his left leg. Roach appears beside him. As though coming out of a trance, Ben blinks at him.

ROACH  
 You're a real bull, Carter. Glad  
 you're on our side.

He notices Ben's leg.

ROACH (CONT'D)  
 Better get that seen to. Don't want  
 to lose my best man.

Ben looks down.

ROACH (CONT'D)  
 Go home. We got another busy day  
 tomorrow.

**INT. BEN'S APARTMENT - DAY**

Ben limps through the door, locks it behind him. The apartment is an SRO (Single Room Occupancy) with a kitchenette and a bathroom.

Wearing nothing but long-johns, Ben falls into bed. He lies on his back, staring at the cracked ceiling.

He is empty.

**INT. CENTRAL POLICE DIVISION - DAY**

Roach strolls into the squad room carrying the L.A. Times. He holds it up for everyone to see, but speaks to Ben.

ROACH  
 Lookee.

Under the front page headline is a photograph of Roach in the forefront cracking heads. Ben's grim face can barely be made out.

**INSERT**

COMMIES OUSTED BY LAPD  
 The stalwart boys in blue foiled  
 another attempt by the Industrial  
 Workers of the World to supplant  
 capitalism...

Roach shakes the paper in excitement.

ROACH  
 They'll think twice before they try  
 that again.

A murmur of agreement goes around the room.

Roach directly addresses Ben.

ROACH (CONT'D)  
 We're going out again tonight.  
 Black Kat in Edendale. Got two  
 wagons coming with us.

Ben nods. When he turns away he grimaces as he walks out.

**INT. BLACK BUICK - NIGHT**

The sky bleeds red as the cops head west.

ROACH  
 Couple of photographers and  
 reporters from both the Times and  
 the Herald're taggin' along. We're  
 gettin' into the big times, boys.

**EXT. BLACK KAT - NIGHT**

Like the other speakeasy, this one is housed in a single  
 story cottage behind a thick screen of palmettos and bushes.

Reporters and cameramen meet the cops.

ROACH  
 Look pretty, boys, we're here to  
 ruin some lives.

He looks excited, like a kid on Christmas morning. Everyone  
 laughs.

**INT. BLACK KAT - NIGHT**

Six of them storm the guarded entrance. Roach takes down the  
 DOORMAN, a bruiser in a short sleeve shirt showing off his  
 muscles.

The first BOUNCER goes down under the surreal flashing lights  
 from two cameras held by L.A. Times cameramen.

Ben is in the middle. At first, most of his nightstick swings  
 miss their target. In the melee it's hard to see whose weapon  
 strikes who.

Under the frenzied flashes of the photographers light, Ben  
 comes across a heavily made up DRAG QUEEN and finds his fury  
 returning. The shrill cries of the battered man spur Ben on.  
 His brutality amps up. Like the previous rout, rage consumes  
 him.

ROACH

Get these pansies out of here.

Ben shoves some handcuffed men along. They stumble outside, ducking their heads against the glare of lights from the cameramen.

Grabbing the elbow of the last man in the bar, Ben encounters resistance. He meets the glaring, smokey eyes of a defiant young man.

It's Dylan. A small cut on his forehead leaves a smear of blood. He goes along when Ben pulls him outside.

He keeps his chin up, unbowed.

**EXT. BLACK KAT - NIGHT**

Now that things are settled, Ben's blind fury fades, leaving him drained. Too tired to deal with someone like Dylan.

DYLAN

You arresting me?

BEN

Jaysus, what the fuck d'ya think?

DYLAN

Why?

While Ben looks at him incredulously, Dylan looks around the peaceful neighborhood. He ignores the flashing bulbs of the photographers.

A REPORTER pushes between them, addressing Dylan.

REPORTER

Are you a client here?

DYLAN

I'm an American citizen enjoying an evening out in this fine city.

**OVER DYLAN'S SHOULDER**

Handcuffed men are being roughly shoved into paddy wagons. A reporter with a press badge hurries over to them.

REPORTER

Are you with these men?

Dylan glances at Ben and smiles.

DYLAN  
I don't know. Am I?

Ben yanks Dylan's hands behind his back and cuffs him. Dylan frowns at the sight of the club goers being stuffed in the paddy wagon.

BEN  
You're under arrest for the illegal consumption of alcohol--

DYLAN  
Blah, blah, blah, no person shall manufacture, sell, barter, transport...

BEN  
Then I don't hafta explain any of this to you.  
(to the reporter)  
Get out of here or I'll run you in too.

The reporter scribbles in his notepad and scurries away.

DYLAN  
Maybe I'll be arraigned in front of Judge Harris. Ex-Pastor Rory Rutherford Harris, that is.

Ben looks at him warily.

DYLAN (CONT'D)  
You know the man?

Ben doesn't know where this is going.

DYLAN (CONT'D)  
I do in the true Biblical sense. Do you think he should recuse himself... are you all right, Officer?

Ben skin is a sickly white.

BEN  
What are you talking about?

DYLAN  
Oh, the Judge and I are very good friends.

Dylan blinks coyly.

DYLAN (CONT'D)

I think our Pastor--excuse me, Judge, Harris has his twinkling little eyes on City Hall. Don't you think he'd make a dashing Councilman? Maybe Mayor. Goodness, imagine President Harris. I get goosebumps.

BEN

Who are you?

DYLAN

Dylan. Dylan Daniels. But the judge calls me his sugar bear. Hey, do you think that reporter would like to talk to me? He seemed nice--

Ben sees the reporter watching them. He grabs Dylan and drags him back into the empty, trashed house.

**INT. BLACK KAT - NIGHT**

BEN

You don't really know the judge, do you?

DYLAN

We meet up every couple of weeks. He has this cute little out-of-the-way motel we go to. For an old guy he's pretty athletic. He especially likes sucking my--

BEN

Jaysus, shut up!

Dylan looks closely at Ben who looks hot and agitated. He smiles.

BEN (CONT'D)

Who the hell are you?

DYLAN

You already asked me that.

BEN

That's not what I mean.

Dylan licks his lips. Ben stares at his mouth, shiny with pink lipstick.



DYLAN  
Do you believe character is  
destiny?

Ben tears his eyes away from Dylan's mouth.

BEN  
What?

DYLAN  
You ever feel bad? Beating some  
poor guy to a pulp because he's  
different than you?

He looks Ben up and down.

DYLAN (CONT'D)  
Or maybe not so different.

BEN  
(weakly)  
It's illegal.

DYLAN  
So's jaywalking. How many times you  
crack some keener's brain basket  
for that infraction?

BEN  
And that makes what you are okay?

Dylan leans toward Ben.

DYLAN  
What am I?

When Ben doesn't answer, Dylan takes a half step toward him.

DYLAN (CONT'D)  
Afraid to say it? Do you really  
think I'm a...  
(draws word out)  
Homosexual? They used to call us  
inverts. Did you know that?  
Inverted. Like I'm inside out.

BEN  
It's disgusting.

DYLAN  
It? What about me? Am I disgusting?

BEN  
Yes.

DYLAN  
Darling, we're just birds of a  
feather in the same flock.

CLUCK. CLUCK. Dylan mimics a chicken.

Ben plows his fist into Dylan's gut. Dylan folds over, but  
straightens immediately and smiles at the panting Ben.

DYLAN (CONT'D)  
That hit close to home, officer?  
Pretty gutsy, beating on a guy who  
can't fight back.

This time Ben catches his jaw. Daniels's head snaps sideways.  
He doesn't speak, only wipes a trickle of blood off the  
corner of his mouth with his tongue.

DYLAN (CONT'D)  
You want to beat me to death or  
fuck me?

Before Ben can hit Dylan again, there's noise at the front  
door.

ROACH (O.S.)  
Carter, we're headin' out. You  
comin'?

BEN  
(whispers)  
You don't know anything.

DYLAN  
I know I'm the face in your dreams.  
And the one in your nightmares.

ROACH (O.S.)  
Hey, Carter, fuck it or leave it.

DYLAN  
I'm in room sixteen at Roy's Men's  
Hotel on Main. Second floor in the  
front. I'm there most days. Can't  
guarantee nights, though.

Ben drags Dylan out of the house.

**EXT. BLACK KAT - NIGHT**

Roach looks from Ben to Dylan and smirks.

Dylan looks up at Roach and puts his nose in the air.

DYLAN  
Come on, big boy, I'm sure you can  
do better.

Roach's fury radiates off him. He closes his fist over his  
gun.

Ben shoves him past Roach so hard Dylan stumbles and goes  
down on one knee. Ben hauls him roughly to his feet and  
propels him toward the paddy wagon.

Dylan is loaded inside with the others. He holds Ben's gaze  
without blinking until the door slams shut.

Ben stares after the paddy wagon. Roach approaches him.

ROACH  
Let's go grab a pint.

**INT. CENTRAL POLICE DIVISION - DAY**

Bags underline Ben's exhaustion as he enters the squad room  
late the next afternoon.

Roach grins at him.

ROACH  
You look well used.

Ben gives him a fake grin in return.

BEN  
You bet.

ROACH  
You busy tonight?

BEN  
No.

ROACH  
Got some church ladies in Covina  
complaining about drunks disrupting  
their neighborhood.

BEN  
That's out of our jurisdiction.

ROACH  
We're just gonna talk to them.

BEN  
Sheriff won't be happy with that.

ROACH

Fuck 'em.

**INT. BUICK - NIGHT**

Ben rides with Roach. A second car follows them. Roach drives.

They pull up across the street from a Craftsman Cottage with a back door hidden from the neighbors by thick bushes.

**INT. CRAFTSMAN'S COTTAGE - NIGHT**

The living room has been turned into a speakeasy. A small stage is built into one corner.

The singers include exotic DOLORES DEL RIO, SALLY RAND and her Ostrich feather fans and wide-eyed LILLIAN GISH.

They stand under the spot lights singing and vamping along to the Masculine Women Feminine Men's song.

DOLORES DEL REY

(singing)

Masculine women, feminine men--  
Which is the rooster? Which is the  
hen?

Dolores Del Rey swishes across the stage, brushes the tip of her feather boa over the nearest patron.

DOLORES DEL REY (CONT'D)

(singing)

It's hard to tell 'em apart today.  
And, say, sister is busy.

Sally Rand and Lillian Gish sweep up on either side of Del Rey and grab their respective mics and join in the song.

ALL

(singing)

Learning to shave...

The room is filled with fashionably dressed men drinking cocktails and smoking. A few dance together on the small dance floor.

Their voices compete with the music.

Sally Rand slinks across the front of the stage, coyly covering and uncovering herself with her ostrich feathers.

DOLORES DEL REY  
(singing)  
... It's hard to Tell 'em apart  
today, hey, hey!

On a chaise lounge under the black-out curtain-covered window a pair of middle-aged men make out.

DOLORES DEL REY (CONT'D)  
(singing)  
... Those masculine women and  
feminine men...

Relaxed in a wingback chair beside them, Kevin sips a glass of wine. He is more heavily made up than he was at Jonny's.

**EXT. CRAFTSMAN'S COTTAGE - NIGHT**

Silently the four cops ooze through the darkness. Mule, the largest, kicks in the door.

Faint sound of music filters out.

**INT. CRAFTSMAN'S COTTAGE - NIGHT**

The door crashes open and the four uniformed cops storm the room.

The startled singers on the stage SCREAM in horror as the cops wade in, nightsticks swinging.

Roach jumps on the stage and smashes the Dolores Del Rio impersonator square in her carefully made up face.

She collapses in a flurry of feathers and silk, dragging the mic stand down with her.

**STAGE**

Mule pulls the mic away from her and swings it through the air at a pair of men rushing the stage in a futile effort to stop Roach.

Roach takes his sap to Lillian Gish.

As though possessed, Ben slams fists and saps around with equal abandon, not caring who he hits. Blind in his fury.

Too late Ben and Kevin spot each other. Kevin's face fills with anguish.

Roach attacks him as he stands frozen, staring at Ben. Roach grabs Kevin who fights back, scratching Roach's face.

With a roar heard over the fight, Roach drags Kevin into the bathroom.

Instantly sober, Ben yells and lunges toward them. Before he can get out of the living room, arms wrap around him in a bear hug.

His attacker knocks him to the floor and a drunken voice shouts in his ear.

DRUNK

Why don't you leave us the fuck  
alone!

Ben struggles to free himself. He can no longer see either Roach or Kevin. In desperation he uses his nightstick to club the drunk into releasing him.

Flinging another man aside, Ben finds Roach emerging from the bathroom, wiping his bloody nightstick off on a monogrammed towel before sliding it back into its holder.

Blood splatters are smeared on his sweating face. He wipes blood away from the scratches on his cheek.

ROACH

Round 'em up.

He pushes Ben back into the living room where six more cops have arrived to take the arrested men downtown and the injured ones to the hospital.

Ben waits for Roach to get caught up in directing the arrests before he slips away.

## HALL

With dread, Ben slips down the hall. Before he can reach the bathroom, three bedazzled drag queens rush toward him from the back of the house. They cluster around the door.

DRAG QUEEN ONE covers her mouth in horror.

DRAG QUEEN TWO looks sick and GASPS.

DRAG QUEEN THREE lets out a SHRIEK and flies at Ben.

DRAG QUEEN THREE

You bastard!

DRAG QUEEN TWO  
What did you do to him?

The three hysterical queens pound on Ben, hitting him with their bags, tearing his clothes, ripping his hat off and pulling out chunks of hair.

DRAG QUEEN THREE  
Monster!

Ben fights back blindly. He shoves one drag queen who stumbles back on her three inch heels and manages to take down the other two.

He staggers toward the bathroom door and leans drunkenly on the door jamb. He goes white and a look of horror fills his face.

He bends over and vomits in the doorway.

BEN  
(whispers)  
Kevin.

Before any of the drag queens can get back on their feet, Mule and Bulldog storm the hall, quickly subduing the three and dragging them out.

Ben remains rooted, staring. He's not even breathing.

ROACH (O.S.)  
Carter. Get the fuck out here.

Like a marionette on strings Ben turns toward the voice. He clenches his fists and stiffens.

### LIVING ROOM

Ben moves towards Roach, fury in his eyes, only to realize Roach, Bulldog and Mule are laughing at his approach. Roach slaps him on the back.

ROACH  
Hear you put three of them down.  
You're the duck soup.

Ben looks confused.

ROACH (CONT'D)  
You in tomorrow?

BEN  
I'm off the next two.

ROACH  
Be ready for Friday.

BEN  
Why?

ROACH  
You questioning my orders, officer?

BEN  
No, sir. Friday.

Ben avoids meeting Roach's eyes as he follows Bulldog and Mule out.

**EXT. CRAFTSMAN'S COTTAGE - NIGHT**

Even after they load up the battered men, Ben can't completely lose the tension that riddles his body.

**INT. BEN'S APARTMENT - DAY**

An empty whiskey bottle rolls around on the floor beside the rumpled bed.

Under a whiskey stain on the wall above a dresser, shards of glass from a shattered tumbler litter the dresser top. A nearly full bottle sits beside the broken glass.

Beside it, it appears someone punched the wall. Blood stains the cracked plaster.

Ben sits cross-legged on the bed, his service revolver held in his lap. He studies it, turns it over, spins the bullet-filled cylinder.

He pulls the hammer back. Testing it. His eyes are empty.

He opens his mouth.

Raises the gun off his lap.

He SHOUTS and flings the gun across the room. It CRASHES into a table holding a radio. Bloodshot eyes fly around the room. He GROANS and falls back into bed.

**EXT. PERSHING SQUARE - NIGHT**

The broad path through Pershing Square is lined with tropical bushes and palms. The fountain in the park's center is well lit.



Deep shadows fill the rest of the park.

Ben strides along the path as though pursued by demons. Halfway through the park he spots movement in a break in the bushes.

He freezes when he glimpses a blond head. With a roar of rage Ben darts through the heavy fronds to find a young BLOND MAN on his knees in front of a conservatively dressed SUITED MAN.

It's not Dylan though there is a resemblance.

The two break apart. Ben grabs the suited man and flings him out into the open. The man stumbles and sprawls on the paved path. He cries out in pain.

BEN  
You bastard.

SUITED MAN  
What the--

Ben hauls the man to his feet.

SUITED MAN (CONT'D)  
Who the devil are you?

BEN  
LAPD.

SUITED MAN  
Oh, fuck--

The Suited man turns to flee but Ben catches him.

SUITED MAN (CONT'D)  
It's not what you think--

BEN  
You married?

SUITED MAN  
Oh, god, you're not going to arrest me are you? My wife--

BEN  
Why do you assholes only think of your wives when you're about to get torched?

The Suited man is nearly blubbering.

By this time a crowd of rough looking men gathers.

Ben glances around and realizes it's just the two of them. The Dylan lookalike has skedaddled.

Ben shoves the man in the opposite direction.

BEN (CONT'D)  
Get out of here. Go home and fuck  
your wife.

Without a word, the Suited man bolts, swerving to avoid the crowd, he disappears into the bushes. The crowd watches Ben.

BEN (CONT'D)  
What the fuck are you looking at?  
Scram before I call vice down here.

The crowd slinks away.

Once they leave, Ben pulls out the half empty bottle of whiskey he brought from home.

#### **EXT. MAIN STREET - NIGHT**

Ben staggers down Main Street, very drunk.

Passing a Liberty Drugs, he stops when he spots the sign on the wall of the five-story brick structure for Roy's Men's Hotel.

Swaying, he stares at the sign, then staggers into the building.

#### **INT. BOARDING HOUSE - NIGHT**

The dimly lit hallway runs between ten rooms on each side. A set of narrow stairs lead to the second floor.

Ben lurches up the stairs, the steps CREAKING underfoot. As he walks down the hall he hears the steady DRIP of water and passes an open door into a tiled bathroom.

Room sixteen is across from the bathroom. He raises his hand, and lowers it, staring at the brass one and six while taking deep breathes.

Finally, he SLAMS his fist on the door once.

Dylan, wearing a purple Chinese silk kimono with a golden dragon emblazoned on the front, opens the door. His bare feet poke out of the floor-length garment.

He smiles in uneasy surprise.

DYLAN  
Officer...

BEN  
(mumbles)  
Carter... I mean Ben.

DYLAN  
Ben. Come on in.

Ben hesitates. Dylan leans against the door jamb.

DYLAN (CONT'D)  
If you want to be seen in front of  
my door, then by all means stay out  
here.

Ben slips past him. Dylan locks the door behind them.

#### **DYLAN'S ROOM**

Neon light flashes through the window. Ben sways.

DYLAN  
I think you should sit down.

He leads Ben over to the bed. Ben sits on the edge.

Dylan folds his arms over his chest.

DYLAN (CONT'D)  
Not very flattering.  
(at Ben's puzzled look)  
Having to get pie-eyed to come  
here.

Ben buries his head in his hands.

DYLAN (CONT'D)  
(alarmed)  
Hey.

The look Ben gives him is filled with rage and fear. Dylan watches him warily.

BEN  
I killed a man tonight.

Dylan pulls away. Ben isn't looking at him; he's not looking at anything in this dimension.

BEN (CONT'D)  
I couldn't keep him safe. I can't  
keep any of them...

DYLAN  
What are you talking about? Ben?

Dylan makes a move as though to touch him, but he can't. He  
draws away, in full fight or flight mode.

DYLAN (CONT'D)  
Who did you kill?

BEN  
It's my fault he's dead.

Ben abruptly stands and lurches to the only window in the  
room. He stares out at the empty street below.

BEN (CONT'D)  
That bastard beat him like a dog.  
And I couldn't stop him without  
letting him know--

Ben whirls around, eyes blazing.

BEN (CONT'D)  
I'm the real bastard.

Dylan cautiously approaches Ben, wraps his arms around him  
and guides him back to the bed. Ben compliantly goes.

On the way, Dylan removes Ben's coat and vest, Dylan gets him  
into bed and pulls the covers over him.

DYLAN  
Close your eyes.

He tucks the covers around Ben's shoulders. When it looks  
like Ben will resist, he adds:

DYLAN (CONT'D)  
Just for a second.

Ben obeys and passes out. Dylan lies down beside him.

After a beat, he gets up and fetches the wash basin off the  
dresser and sets it on the floor beside Ben's head.

He discards the kimono, puts on a pair of silk pajamas. He  
lies down, on top of the covers.

**DYLAN'S ROOM**

DYLAN

What kind of mess did you get into  
this time?

He leans over and sniffs the short hair on the back of Ben's neck. With a smile, he dozes off with his arm around Ben.

Dylan is dragged awake when Ben violently jerks away from him and vomits into the wash basin.

While Ben empties his stomach, Dylan hurries to the dresser, pours a small amount of whiskey into a glass and tops it off with water.

When Ben finally sits up, Dylan hands him the glass.

DYLAN (CONT'D)

Drink this.

He scoops the wash basin up and leaves the room, returning with an empty basin which he sets back on the floor.

He sits beside Ben, urging him to finish the drink.

DYLAN (CONT'D)

This will settle your stomach.

Ben grimaces and downs the drink. Dylan takes the glass away and Ben buries his head in his hands.

He throws his head back and glares at Dylan.

BEN

What the fuck did I do last night?

DYLAN

Don't know what you did before you  
got to my place but you came here  
drunk as a sump-pump, told me you  
killed somebody and passed out.

Ben looks at the bed.

Dylan snorts and looks disgusted.

DYLAN (CONT'D)

Don't worry. I don't need to take  
advantage of a lush to get fucked.  
Who did you kill, Ben?

BEN

Oh, god, I wasn't dreaming then.

He looks like he might be sick again.

BEN (CONT'D)

We raided another pansy bar last night. Kevin was there... He shouldn't have been there. Why did he go there tonight?

DYLAN

Right, so who is Kevin?

BEN

Kevin was my... We were....

DYLAN

Acquaintances? Friends? Lovers?

BEN

Roach beat him to death.

DYLAN

Who is Roach?

BEN

My sergeant.

DYLAN

You didn't kill him then?

Ben gets up and begins pacing, still unsteady on his feet. Dylan watches him warily.

BEN

I didn't stop the asshole.

DYLAN

What would this asshole have done if you had?

Ben glares at him.

Dylan goes to the dresser and pours two shots. He brings them back to the bed and hands one to Ben.

DYLAN (CONT'D)

What are you going to do about it?

BEN

There's nothing I can do.

DYLAN

So you admit you couldn't have stopped it from happening?

Ben throws the drink back. Dylan nods at the empty glass.

DYLAN (CONT'D)  
I'm not giving you any more.

BEN  
Fine. I'm leaving anyway.

DYLAN  
And what? Find some blind pig and  
drink yourself to death? For  
penance? Absolution? Forgiveness?

He sips his drink. Ben moves toward the door but stumbles and catches himself on the dresser.

BEN  
I don't need forgiveness.

DYLAN  
(mutter)  
Hypocrite.  
(beat)  
You are a fucking goddamn  
hypocrite. Just like the others.

Ben rears back at the venom in Dylan's voice.

DYLAN (CONT'D)  
Do you really think Judge Harris  
calls me endearing names when we're  
fucking? You obviously haven't  
listened to him in his pulpit.

Dylan sips his whiskey. He watches Ben with a blend of pity and scorn.

DYLAN (CONT'D)  
I went to one of his sermons once.  
I thought he was going to have a  
stroke. But it wasn't over me being  
there. That's what he's like all  
the time. He's going to rain fire  
and brimstone down on all of us.  
Then he takes me to some shabby  
little motel in the middle of  
nowhere and ploughs me until he's  
as limp as a dead cat. Safe for  
another week of Bible thumping.

Ben pushes past him to the bottle on the dresser.

DYLAN (CONT'D)

Touch it and I'll dump you on the sidewalk. You obviously came here for a reason.

(beat)

And there are easier ways to commit suicide.

Ben jerks in alarm.

BEN

I'm not suicidal.

DYLAN

That's just an unhappy side effect.

Dylan puts his arm around Ben and leads him toward the bed.

DYLAN (CONT'D)

Come on. You're in no shape to be out there making stupid choices. Come back to bed.

Ben lets himself be led.

This time they both get under the blanket. Ben is soon back to sleep.

**INT. BOARDING HOUSE, DYLAN'S ROOM - DAY**

Dawn light seeps through the thin curtains.

**DYLAN'S ROOM**

Full daylight floods the room.

A sharp rap at the door startles them both awake.

Ben panics and flies out of bed, stumbling over the empty wash basin still on the floor. Realizing he is half-dressed, he scoops his clothes off the chair.

And stands, frozen as he realizes there is nowhere to hide. Dylan pauses to pull on his kimono on the way to answer the door.

Ben shakes his head in horror as Dylan opens it.



**HALLWAY**

Dylan's neighbor stands in the hallway. He blocks the view of the apartment with his body.

CLAUDETTE

Telephone.

DYLAN

Thanks, hon. I'll be right there.

He shuts the door.

**DYLAN'S ROOM**

Dylan grabs a couple of coins from his dresser and returns to the door. He glances over at Ben, frantically getting dressed.

DYLAN

Be right back.

He leaves, firmly shutting the door behind him.

Ben stumbles over to the bed and clutches the blanket. His suspenders have slipped off his shoulders and he struggles to undo and redo his vest buttons.

Dylan returns.

Ben looks at him like he just realized the approaching light is a freight train.

DYLAN (CONT'D)

It might be easier to slip out if you wait for dark.

BEN

I have to be at work by then.

DYLAN

More heads to bash in?

BEN

Don't say that.

Dylan crosses to his dresser. From the bottom drawer he pulls out a towel and a bar of soap.

DYLAN

You know, you're going to have to choose a side one day.

Ben savagely shakes his head. Denial.

DYLAN (CONT'D)  
 I'm going to take a shower. I have  
 an engagement tonight.  
 (raises towel)  
 If you're here when I get back,  
 maybe we can go get some breakfast,  
 otherwise... good luck.

At the door he turns around.

DYLAN (CONT'D)  
 I'm sorry about your friend.

He slips out, leaving Ben on the bed, half-dressed.

**INT. CENTRAL POLICE DIVISION - NIGHT**

Ben and Temple leave the locker room and meet Roach in the hall.

ROACH  
 Be here at dawn tomorrow. We're  
 taking a trip.

Before Ben can speak, Roach strides away. Ben glances at Temple who shrugs.

**EXT. CENTRAL POLICE DIVISION - DAY**

Ben finds Roach standing beside his Buick holding a Tommy gun.

ROACH  
 Put it in the trunk for now.

Ben opens the trunk to find a second Tommy gun already there. He slams the trunk shut.

Ben and Roach pile into one Buick and behind them, Mule and Bulldog in another. They head east.

**INT. ROACH'S BUICK - DAY**

BEN  
 Where we heading?

ROACH  
 The border.

BEN  
Mexico?

ROACH  
Shit no. Nevada.

BEN  
That's way the hell out of our  
jurisdiction.

ROACH  
Word come from on high there's an  
Okie caravan heading our way. We're  
gonna turn 'em back.

BEN  
We closing the borders now?

ROACH  
Only to Okie trash and any other  
freeloaders who think they can come  
in and take jobs away from our own  
people.

Ben snorts. Roach frowns at him.

BEN  
Since you hate just about everyone,  
what's this crap about 'our own  
people'?

Roach ROARS LAUGHTER and hawks a loogie out the window.

ROACH  
It's an extra dime a month to go  
where they point me and not be  
nosy. Gonna send my kids to  
college.

He glances over at Ben, still grinning.

ROACH (CONT'D)  
Don't worry, you'll be gettin' it  
too now you're part of the squad.

**EXT. DESERT ROAD, NEVADA BORDER - DAY**

Ben clambers onto the roof of the Buick and takes the  
binoculars Roach hands him.

Bulldog and Mule stand in front of their car, smoking and  
talking together.

BEN

What am I looking for?

ROACH

A pack of cars on the road. Tents  
off in the desert.

Ben peers through the binoculars. Scanning the desert he at first thinks it's empty and is about to look away when he catches movement.

A pair of young children, dressed in rags, chase each other through the desert brush.

Then he notices a tattered tent half-hidden by creosote bushes.

Ben opens his mouth then shuts it abruptly and turns the binoculars to the other side of the road. Nothing.

Finally, he looks down the road. He spots a distant cloud of dust moving their way.

BEN

Something's coming.

Behind him, Bulldog throws his cigarette away and he and Mule go to the trunk to get their weapons.

ROACH

How far?

Ben checks again.

BEN

About a mile or so. Not moving very  
fast.

ROACH

They never do. Be here in about  
four or five minutes then.

Roach retrieves their guns from the trunk and hands one up to Ben.

ROACH (CONT'D)

Stay up there. Give me a count as  
soon as you can.

Ben slings the gun over his shoulder and picks up the binoculars again.

**EXT. DESERT ROAD, NEVADA BORDER - DAY**

Soon they can all see the dust cloud as it draws near them.

BEN

I make out three jitneys and four  
wagons.

(beat)

Are those goats?

Roach signals Bulldog and Mule to take their car to the other side of the road. Then he waves Ben off the roof.

They take up positions in front of their vehicles, waiting for the first car--a heavily laden ancient Ford pickup truck--to reach them.

A clean shaven, tanned OAKIE MAN, who could be anywhere from 30 to 60, leans out of the truck window and eyes Roach and Ben with resigned eyes.

In the bed of the truck a towheaded boy sits with his skinny arms around a goat. A milk cow, standing on matchstick legs, follows behind the truck.

ROACH

By order of the governor of  
California you are to turn around  
and go back where you came from.

OAKIE MAN

We come for the harvest.

ROACH

It's March, there ain't no fuckin'  
harvest.

OAKIE MAN

This is California. There's always  
a harvest.

Roach raises his Tommy gun off his chest.

ROACH

If you was smart, you'd turn back  
now before I insist.

A woman approaches from the rear of the caravan. ADELLE, (40s) a photojournalist, a tough, take no prisoners, woman. She carries a Speed Graphic press camera and an attitude.

She pats the cow's bony hips as she passes it.

Before anyone speaks, Adelle takes a photo of Roach, the Okie man and Ben. She then loads a new film sheet.

ADELLE

Did I just hear you officers tell Mr. Brody he couldn't enter your state?

ROACH

And who are you, ma'am?

Adelle holds out her hand.

ADELLE

Adelle MacPherson. Freelancing for the New York Times.

Roach ignores her hand.

ROACH

Well maybe you should go back to New Yawk and take this rabble with you. Get them jobs there, 'cause there ain't nothin' here.

Bulldog and Mule SNICKER.

With new film in her camera, Adelle shoots Bulldog and Mule in front of their car. Mule looks like he'd like to start shooting.

ADELLE

I don't think so, officer...?

When Roach glares at her silently she calmly reloads the camera.

ADELLE (CONT'D)

I believe we'll continue on our way. I'll be staying with these people until we reach their destination.

Several members of the caravan leave their vehicles or stand up in the back of them. A number of them have rifles or shotguns.

Roach nods reluctantly.

ROACH

Make sure they head north at Barstow. If they show up in L.A. it won't be to no parade.

ADELLE

Oh, we're very familiar with the  
LAPD's attitude toward the poor.

She signals to Brody to get back in his truck and she returns to the rear of the caravan. Along the way she turns and takes one more shot of both cars and the four cops.

ROACH

Damn commie bitch.

He waves at the others.

ROACH (CONT'D)

Come on. Back to Barstow. Let's  
make sure these scum do as they're  
told.

By the time they get their cars turned around, the caravan is a third of the way past them. They speed along the verge of the road.

**INT. ROACH'S BUICK - DAY**

The shocks don't handle the ride well. Both Ben and Roach bounce hard enough for their teeth to CLACK together and their heads to hit the car roof.

Both men CURSE through clenched teeth.

**EXT. BARSTOW - DAY**

By the time they see the caravan on its way to Bakersfield, Roach is fuming. He kicks the tires of the Buick as the last of the Oakies vanish in a cloud of dust.

Nearby the other three cops watch him warily.

ROACH

When we get back to L.A. I want the  
three of you to dust. Don't talk to  
nobody for the next two days.  
Especially reporters.

Roach slams his hat on the ground and glares at the fading dust cloud.

ROACH (CONT'D)

Fuck!

**EXT. DOWNTOWN STREET - NIGHT**

Wearing his trench and a Fedora, red-eyed Ben strides through the night. Unexpectedly, a drunk stumbles out of a pet store with a closed sign on its front door.

Ben barely avoids being knocked over.

After a moment's hesitation he enters the pet store.

**INT. PET STORE - NIGHT**

Somewhere in the dark a PARROT squawks. Some kittens cry.

PARROT  
Hello! Naughty girl!

Ben stops in front of a door behind the cash counter. He knocks. A peephole opens.

BEN  
Springtime is late this year.

The door opens and Ben slips past the DOORMAN, a uniformed cop, who nods at him.

DOORMAN  
Evening.

**INT. SPEAKEASY - NIGHT**

A small square room with sawdust on the floor, a stall-stamp-sized dance floor, and a jukebox blaring out big band music.

A dozen men sit at the scarred bar, sucking back bootleg. A couple of women sip cocktails.

One of them is Rose, the blonde from Roach's. She leaves her drink and slow dances with an older man. She looks bored.

Ben grabs an empty seat. He glances at Rose. Realizes who she is.

GREG, the bartender, brings over a half-empty bottle of whiskey.

BEN  
Leave it.

GREG  
Bad day?



Ben throws back a shot with his still bruised hand and pours another. A few new people enter, some leave. No one pays attention to Ben who tops his drink up again.

BEN  
(mutters to self)  
Be normal.

Ben looks up when Rose slips into the seat beside him. She reaches for his quarter full bottle.

ROSE  
Can I?

Ben feigns a smile and signals Greg to bring another glass. He studies the woman.

ROSE (CONT'D)  
I recognize you. You really a cop?  
Like Sergeant Williams?

BEN  
Ben Carter. You're an actress,  
aren't you? I saw you in that movie  
last year...

ROSE  
Thirteen Women?  
(squeals)  
That was my biggest role. I had two  
pages of lines. I even had a couple  
with Irene.

BEN  
Irene?

ROSE  
Dunne.

She pulls a cigarette out of her purse and inserts it into a long ivory holder.

Ben lights cigarette.

She inhales, then blows a gentle stream of smoke towards him.

ROSE (CONT'D)  
Poor Peg. None of us had any idea  
she'd do that. I can't imagine  
killing myself.

She leans so close their shoulders touch. Ben makes no effort to avoid the contact.

His eyes look hollow.

Desperate.

BEN  
A tragedy. Uh, Miss... ?

ROSE  
Call me Rose.

BEN  
Pleasure, Miss Rose.

Rose blushes and meets Ben's gaze.

ROSE  
You're different. You were nice to me at the Sergeant's place. Wasn't as pushy as them other gorillas.

Rose giggles and leans into him, nearly falling off her stool. Ben catches her.

GREG  
I think you've had enough for one night, Rosie.

Greg gives Ben a pointed look.

ROSE  
My place is just around the corner.

Ben drops some coins on the bar and offers his arm to Rose.

BEN  
Can I escort you home then, ma'am?

Rose giggles.

ROSE  
Oh, call me Rose, silly.

**EXT. STREET - NIGHT**

Rose links arms with Ben as soon as they are on the street.

ROSE  
Would you like to come up for a drink? It's the least I can do for seeing me home safely.

BEN  
Just doing my civic duty.

She presses against him while unlocking the street level door to an apartment building.

ROSE  
I sure hope it's more than that.

**INT. ROSE'S APARTMENT - NIGHT**

The door swings open and Rose enters ahead of Ben. She giggles a lot.

ROSE  
... We went all the way to Bakersfield to film that. Someone asked me for my autograph!... I had a role in Morocco with Gary and--

BEN  
I saw that. Is Marlene Dietrich really as cold as everyone says?

Rose dismisses this.

ROSE  
Oh, her. She wasn't very nice.

Ben takes his hat and coat off and hangs them on wall hooks.

ROSE (CONT'D)  
But Mr. Cooper was such a beautiful man. Much nicer than Clark. That's Clark Gable. George Raft was such a sweetheart. You'd never know it by all the terrible gangsters he played in those movies. He's really a gentleman. He took me dancing once at Cocoanut Grove.

Rose turns to Ben and hugs his arm against her breasts. She giggles.

ROSE (CONT'D)  
I'd be his gun moll any day. Maybe you and me can go dancing one night. Have you ever been to the Grove? It's like dancing under the stars with all those beautiful men and women.

Ben lets her talk, like an uncorked bottle.

ROSE (CONT'D)  
I'm sorry, I lied a teensy bit. I  
don't have anything to drink. Are  
you mad at me?

He shakes his head.

ROSE (CONT'D)  
Come on, baby. Kiss me.

Rose grabs his hair in both hands and draws his head down.

She eagerly kisses him. When they break apart she takes his  
hand and leads him into her bedroom.

### **BEDROOM**

The walls are covered with movie stars like Douglas  
Fairbanks, Cary Grant and Gilbert Roland and posters of their  
movies.

When Ben fumbles to get her bra off she takes over. He falls  
back on stripping his own clothes off while she undresses  
herself.

He lies back on the ruffled pillows and watches her skim off  
her hose and drape the wispy things over the back of a chair.

ROSE  
Anyone ever tell you you look like  
Cary?

Ben tries to focus on her nudity. He breaks away from  
studying her breasts.

BEN  
Who?

ROSE  
Cary Grant. I used to dream of  
being with him.

Ben switches his focus from her to the nearest poster. The  
image of a brooding Cary Grant peers down at him.

He shuts his eyes when she pulls his attention away from the  
sexy man.

Her efforts go unrewarded. After a short while they separate.

BEN  
I guess I had too much to drink.

She covers her eyes with one arm.

ROSE

Me too.

She scoots over to his side and caresses his bare chest.

ROSE (CONT'D)

You could stay. We can try again later.

He rolls out of bed and hastily starts pulling his clothes back on.

BEN

Can't. Work... early work. Maybe we can see each other again. Have dinner. I'll take you to a movie.

Puzzled, she sits up. Her bare breasts bob gently. She seems aware that he's not responding to her charms like she's expecting.

ROSE

Are you okay?

BEN

(snaps)

I'm fine.

He grabs his shoes and marches out of the bedroom, eager to leave her behind.

But she's not having it.

Throwing a diaphanous robe on over her nudity, she hurries after him.

At the door she stops him.

ROSE

I hope you don't think I'm like this normally. I used to have roommates, but they moved out. I get lonely sometimes, so I go to Greg's... I saw you tonight and thought I'd take a chance. You weren't like those other guys at Roach's. You're nice. I can tell.

He pauses in jamming his fedora on his head.

BEN

You know Roach and you thought I was a nice guy? Some advice? Stay away from guys like us. We're bad news all around.

ROSE

I don't believe that.

Rose grabs his arm.

ROSE (CONT'D)

I want to see you again.

Ben pulls free and puts his hat on.

BEN

Sure. I'll see you around, kid.

#### **HALLWAY**

He trots down the stairs, pauses at the bottom as though reconsidering, then with a deep breathe, steps outside.

#### **EXT. ROSE'S APARTMENT - NIGHT**

He pauses on the street and shuts his eyes.

#### **EXT. PARKING LOT - NIGHT**

It's early in the morning when Ben drunkenly pulls his car in behind Dylan's boarding house. He tips over a garbage can with his bumper with a CRASH.

Ignoring the mess, he staggers towards the rear door.

#### **INT. BOARDING HOUSE - NIGHT**

Ben trots up the stairs and knocks softly on the door. Dylan opens it. His smile is fleeting.

#### **DYLAN' ROOM - NIGHT**

Ben slips past him and Dylan shuts the door.

With a predatory look in his eyes, Ben shoves Dylan into the door and pins him there.

BEN  
It's your fault.

Dylan can't speak.

BEN (CONT'D)  
I've fucked women before.

Ben pushes Dylan up against the door and wraps one hand around his throat, not choking, but holding him in place.

BEN (CONT'D)  
So why couldn't I fuck her?

Ben stops Dylan's response with his mouth. This time he's clearly aroused.

BEN (CONT'D)  
It wasn't the booze. All I could think of was how much I wanted to fuck you.

DYLAN  
What--

BEN  
You're not that special.

Ben stares down at the man he's almost kissing.

BEN (CONT'D)  
He's getting crazier every day. He was all set to massacre fifty men, women and probably fucking kids, too.

DYLAN  
You're scaring me. Ben--

BEN  
You know what fucking stopped him? It wasn't me. No, it was this goddamned broad from New York who stood him down.

Ben laughs, a harsh, breathless sound.

BEN (CONT'D)  
Now he wants us to lay low so no one finds out that he screwed up.

DYLAN  
In that case, I have the perfect solution. Let's get out of here.

(MORE)

DYLAN (CONT'D)  
My car's in the car park, we can  
take it and leave town.

BEN  
That's insane.

DYLAN  
Yes, it is. I think we could both  
use some regular insanity right  
now.

BEN  
Where would we go that's any  
different than here?

DYLAN  
Who cares? Someplace nobody knows  
us. San Diego? San Juan Capistrano--  
see those damn swallows everyone's  
always talking about.  
(beat)  
Or Santa Barbara. I hear it cleaned  
up nice after the 'quake.

Ben looks stunned. He wasn't expecting this. He blinks  
owlishly at Dylan, then seems to crash in on himself.

As though anticipating this, Dylan catches his arm and leads  
him toward the unmade bed.

DYLAN (CONT'D)  
First you get some rest.

He practically trips Ben into bed.

DYLAN (CONT'D)  
Later, we can grab breakfast  
downstairs...

**EXT. BOARDING HOUSE - DAY**

The sun is barely up.

Ben, looking a little the worse for wear, looks around when  
they step out of the boarding house. They each carry small  
satchels.

They enter Liberty Drugs.



**INT. LIBERTY DRUGS - DAY**

Liberty Drugs is more diner than drug store. Of the six small tables at the rear two are occupied by an older couple. Another one holds a single man in a postman's uniform.

The small drug dispensary seems to contain mostly pint bottles of booze.

Ben and Dylan's entrance is ignored. They head to the last table. Dylan points to the first chair. Ben surprises him by taking the seat facing the door.

DYLAN

Sure you don't want to sit here? No one can see you.

BEN

Never sit with my back to the door. It's a copper thing.

The waitress, FLO, approaches them with a huge smile. She hands them menus. Dylan doesn't look at his.

Flo pours them both coffee.

DYLAN

The usual, Flo.

FLO

Sure thing, hon. So, when are you taking me to the movies like you promised.

Dylan affects a thick country-hick accent.

DYLAN

How 'bout right now, darlin'?

Dylan tosses Ben a playful look.

DYLAN (CONT'D)

I can get away if you can. If you're sure your husband won't mind. I don't need a jealous mister coming after me.

FLO

You're the one, ain't you, Jack?  
(to Ben)  
What'll you have, handsome?

BEN

Steak and eggs over easy.

When she leaves, he raises his eyebrow at Dylan.

BEN (CONT'D)

Jack?

Dylan shrugs.

BEN (CONT'D)

Don't want anyone to know who you are?

DYLAN

It's no one's business.

BEN

Law disagrees.

DYLAN

The law is an ass, to quote Dickens.

BEN

Dickens?

DYLAN

British author from the last century. Quite the commentator on human idiocy.

Flo brings their orders. Dylan immediately pours ketchup over everything. Ben winces before digging into his steak.

BEN

Where are you from?

DYLAN

Nebraska. You?

BEN

Wisconsin. Lincoln county.

DYLAN

I can hear it.

BEN

You don't sound like some mid-western hick.

DYLAN

Long story. I was a placed out kid from New York. My little brother and I were sent out west on one of those orphan trains.

(MORE)

DYLAN (CONT'D)

The rule was the folks that took us  
could work us like mules, but they  
had to educate us too.

BEN

Did they?

DYLAN

Educate us? Yeah--

BEN

No, work you like mules.

DYLAN

Oh yeah. Worked my little brother  
to death.

BEN

Sorry.

DYLAN

(shrugs)

You always want to be a cop?

BEN

That's the way it worked out.

DYLAN

Anything but a farmer, right?

BEN

What made you come to L.A.?

DYLAN

Rudolf Valentino.

BEN

He's dead.

DYLAN

That's okay. There were other  
beautiful men.

Ben scowls and looks away.

BEN

Being beautiful is important?

DYLAN

Why not?

(smiles)

You're beautiful.

While Ben sputters, Dylan takes out a bill and slides it under his plate.

DYLAN (CONT'D)  
Come on, my car's just around the corner.

**EXT. PARKING LOT - DAY**

Ben stares at the Mercedes Benz roadster as Dylan unlocks it.

DYLAN  
One of the perks.

Dylan holds out the keys.

DYLAN (CONT'D)  
You want to drive?

Like a kid given a wagon filled with candies, Ben jumps into the driver's seat. He handles the car deftly.

As they cruise out of town in the open-topped car, Dylan watches Ben out of the corner of his eye. Ben is clearly having the time of his life.

They race down Pacific Coast Highway, ocean on their left, scrub-covered hills on the right. The occasional oil pumping donkeys dot the landscape. Ships of varying sizes can be seen on the horizon.

Neither of them pay attention to their speed.

A CHP car passes them. Unseen by either of them the black and white pulls a U-turn and gets up on their bumper.

A BURST OF SIREN startles them.

BEN  
Shit.

Ben downshifts and eases the roadster over, coming to a stop on the dirt verge. The cop pulls in behind them. The CHP OFFICER, a short, blustery man swaggers toward them, carrying a ticket pad.

BEN (CONT'D)  
I'll do the talking.

The cop looks pointedly from Dylan to Ben and back.

CHP OFFICER  
Where are you two gentlemen going  
in such a hurry?

BEN  
Santa Barbara.

Again the cop's attention focuses on Dylan.

CHP OFFICER  
Are you carrying any contraband  
material?

DYLAN  
No.

Ben shoots him a sharp look.

The cop steps back from the door.

CHP OFFICER  
Step out of the vehicle.

Ben and Dylan share a look.

CHP OFFICER (CONT'D)  
Now.

They both exit the car. The cop motions Dylan to come around to his side. Keeping half an eye on Ben, the cop leans into the car and quickly finds the flask. He pockets it.

DYLAN  
Hey!

The cop spins Dylan around and slams him against the trunk of the car. He kicks Dylan's legs open, slaps a pair of cuffs on him and roughly pats him down, squeezing his crotch.

Dylan GRUNTS in pain. The cop is clearly enjoying himself. He straightens and pushes Dylan's face against the trunk.

Dylan turns pleading eyes on Ben. Blood smears his lips.

Ben ignores Dylan through this.

BEN  
Hey, buddy--

The cop turns on Ben. Hand on his gun, he steps away from Dylan but continues to hold him down.

CHP OFFICER  
Give me a reason, pansy.

A furious Ben backs off.

CHP OFFICER (CONT'D)  
Hands in front.

Ben obeys. The cop snaps on the handcuffs and searches him. He finds Ben's badge.

The CHP officer steps back, his gaze flicking between Ben and Dylan. He spins Ben around.

Grabbing him by the scruff of his neck he shoves Ben towards his car.

CHP OFFICER (CONT'D)  
You're under arrest for lewd and  
lascivious behavior. Sodomite!

He tries to push Ben into the back seat.

CHP OFFICER (CONT'D)  
And you a cop. Makes me--

In a blind fury, Ben swings around, the metal hinge of his handcuffs slams into the cop's throat.

The cop grabs his throat and buckles, falling to the ground. His face grows purple as he struggles to breath.

BEN  
Shit.

Dylan turns around and gapes at the fallen cop.

DYLAN  
Oh my god. What did you do?

Ben kneels beside the man and fumbles to open his shirt collar. He snatches his badge out of the dying cop's hand. The cop drums his feet on the ground and goes still.

Ben uses the handcuff key and flings the freed cuffs across the road into the rocks.

He quickly releases Dylan and grabs the cop under his arms.

BEN  
Get the front door open.

Dylan rushes to obey and Ben stuffs the body inside.

Slamming the door, he hurriedly looks around to make sure there is no traffic either way.

Dylan is close to hysteria. They both jump when a VOICE squawks over the radio.

VOICE  
Car Nineteen, disturbance reported  
at Oxnard Merchant Bank.

BEN  
Don't worry, it's one way. They  
can't hear us.

Ben glances back the way they came and stiffens. There's a car coming.

BEN (CONT'D)  
Get in the car.

DYLAN  
What are we going to do?

BEN  
Get in the fucking car.

Ben drags Dylan to the roadster and forces him into the passenger's seat.

BEN (CONT'D)  
Look the other way.

A panel truck rattles past them.

A beat later, Ben dashes back to the cop car. Dylan sees him pull out a handkerchief and wipe down the door and handle.

Then he crosses the road and spends a short time looking for the handcuffs.

Finding them, he trots back and throws the handkerchief and cuffs at Dylan as he scrambles behind the wheel.

Without another word Ben throws the car into gear and roars back onto the highway.

Immediately after they are on the road another car passes them going the other way.

They both turn to watch the car pass the CHP car without slowing.

DYLAN  
Where are we going?

Ben doesn't answer.

DYLAN (CONT'D)  
I want to go home.

Ben keeps ignoring him.

DYLAN (CONT'D)  
Oh, my god, he's dead. You killed  
him. What are we going to do--

Ben throttles the steering wheel and clenches his teeth.

BEN  
I don't know. But right now I need  
you to. PLEASE. SHUT. UP.

Dylan goes white.

DYLAN  
But, but--

BEN  
I'm thinking and I can't do it with  
you jabbering.

Dylan folds his arms and stares out the window. After a while  
he starts crying softly.

Ben looks disgusted.

Dylan's hands shake as he opens the glove box and takes out a  
flask.

He downs a deep swallow, followed by a second. Then he holds  
it out to. Ben who shakes his head.

BEN (CONT'D)  
Put it away.

Dylan hugs the flask to his chest. His hands still shake.

**EXT. PCH - DAY**

Dylan dozes in the car while Ben leaves the highway and takes  
an unpaved path toward the ocean.

He stirs long enough to see Ben exit the car, take out the  
handcuffs and disappear behind a massive boulder. The sound  
of surf against rocks is loud.

Ben returns and without speaking, gets back on the PCH  
heading north.



**EXT. SANTA BARBARA - DAY**

They cruise into Santa Barbara. Dylan remains passed out while Ben looks around diligently.

He pulls the car off the road when he spots a car lot across the street.

He slips the flask into his pocket and shakes Dylan awake.

Dylan rubs his eyes and looks around.

DYLAN

What--

BEN

(low to Dylan)

We need to lose the car. I already took care of the other stuff.

DYLAN

You killed him. You killed a cop.

Ben glares at him. You think?

**EXT. CAR LOT - DAY**

Ben stops the roadster near a row of Ford sedans.

Ben steps out of the car and signals Dylan to follow him.

A SALESMAN, upbeat and preppy, smiles when he sees the Mercedes.

Ben smiles brightly at the salesman.

SALESMAN

Can I help you gentlemen?

BEN

We'd like to trade this in for something newer. I've heard good things about the Victoria.

SALESMAN

An excellent choice, sir. You're no doubt aware the Victoria has the Lincoln chassis with a V8 engine--

He points to the row of cars, singling out a navy blue one.

BEN  
We're looking at a trade.  
(to Dylan)  
What's the mileage on this thing?

DYLAN  
It's two years old and just over  
nine thousand miles. It's well  
cared for.

The salesman approaches the car. He holds out his hand to Ben who hands him the key.

The salesman drives the roadster towards an open garage bay.

A MECHANIC trots out to talk to him.

The salesman returns to Ben and Dylan. He gestures them toward the car he had pointed out.

SALESMAN  
Take it for a test drive?

Ben nods at Dylan.

BEN  
Stay here. If the mechanic has any  
questions you can answer them.

Ben and the salesman get into the Ford and drive off the lot.

Dylan makes it over to the mechanic who is putting the roadster over a service pit to look at the undercarriage.

Dylan stands awkwardly near the door watching.

He's still standing there when Ben returns.

**INT. CAR LOT SALES OFFICE - DAY**

Dylan signs a document and hands it back to the salesman.

They shake hands.

SALESMAN  
Give us forty-five minutes and  
she'll be ready to go.

BEN  
Is there a men's clothing store  
close by?

SALESMAN

About three blocks north of here.  
David's Haberdashery.

**INT. FORD VICTORIA - DAY**

Ben and Dylan look for the clothing store.

DYLAN

Why are we doing this?

BEN

We need a new look.

DYLAN

Christ, how can you not be a bundle  
of nerves? Do you do this kind of  
thing a lot?

Ben throws him a cool look.

BEN

You realize what just happened is a  
hanging offense? For me at least.  
You could turn state's evidence and  
probably just get life...

Dylan makes a strangled sound.

BEN (CONT'D)

Though once they figure out what  
you are, they'll probably just hang  
both of us and be done with it.

DYLAN

Go to hell.

Ben brakes the car at the curb with a jerk. He climbs out and  
Dylan follows.

BEN

You have to come up with the  
scratch since I didn't bring any to  
this party.

**INT. DAVID'S HABERDASHERY - DAY**

Dylan sighs and pulls out a billfold. An approaching effete  
young man, PETER, lights up when he sees Dylan and his fat  
wallet.

PETER  
How might I help you, sirs?

BEN  
You David?

PETER  
His son. Peter.

Ben just stares at him. Dylan pulls out a pair of dark gray pinstripe trousers.

Peter nods.

**EXT. DAVID'S HABERDASHERY - DAY**

Both men squint at the bright sunlight that assaults them when they leave the store carrying bags.

Ben wears his new clothes, subdued pinstripe suit, pale blue shirt and silk tie. He's swapped his fedora for a homburg and looks more like a banker than a cop.

Dylan also wears a new outfit, far more the peacock than Ben.

**INT. FORD VICTORIA - DAY**

Dylan grows restless and uneasy. He spots an Orpheum movie theater.

DYLAN  
Can we get off the street?

The marquee reads Buster Keaton in SPEAK EASILY.

Ben passes the theater and pulls into a nearby parking lot.

BEN  
Guess you can't go wrong with  
Keaton.

**INT. ORPHEUM THEATER - DAY**

The two are alone in the balcony overlooking the screen. The Baroque-style theater has gilded ornamentation everywhere.

A Hearst Metrotone News newsreel lights up the screen. Images of gaunt looking men, and a few women, travel in caravans and on foot.

Under the film appears the words:

Okies storm California by the thousands. Governor of California, Republican James Rolph, calls a special council to deal with the problem.

One of the clips shows a camera toting woman, recording the fate of the Dust Bowl refugees.

A name flashes under her image:

**ADELLE T. JOHNSON**

New York Times Photojournalist

Ben reacts when he sees her.

BEN  
Atta girl.

DYLAN  
What?

BEN  
Nothing.

Dylan holds a popcorn bag in his lap, subdued.

Ben takes the popcorn, letting his hand linger on Dylan's thigh. He mouths: It will be okay.

Dylan looks at him with hope that fades when Ben seems engrossed in the movie.

Only when Dylan looks away does Ben look at him. His face is a mixture of confusion and longing.

**EXT. ORPHEUM THEATER - DAY**

Outside the theater, they walk down the street with the small crowd of movie goers. They make their way to their car.

**INT. FORD VICTORIA - DAY**

Ben puts the car in gear and leaves the parking lot.

BEN  
I don't know what you're hoping for, but you and I have nothing in common.

DYLAN

The only thing I'm hoping for is to go home and forget today.

Ben clearly isn't buying it.

BEN

Really?

DYLAN

Fuck, Ben. You killed a man. A cop!

BEN

An accident.

His eyes dart over to look at Dylan.

BEN (CONT'D)

You got that flask?

He takes it from Dylan and drinks deeply.

BEN (CONT'D)

He shouldn't have threatened us.

Ben avoids looking at him.

DYLAN

He wasn't threatening me.

Ben narrows his eyes.

BEN

Let's stay in town tonight.

(off Dylan's look)

I don't feel up to the drive.

It looks like Dylan's going to disagree, but abruptly he nods.

**EXT. UPHAM HOTEL - DAY**

The car idles in front of a white clapboard two-story hotel.

Ben eyes the hotel.

BEN

Not sure I can afford this.

DYLAN

Buy dinner and we're even.

**INT. UPHAM HOTEL, HIBISCUS COTTAGE - DAY**

A young BELLHOP carries both satchels up a flight of stairs to the second floor.

BELLHOP

This is the Hibiscus Cottage. Built in 1929. You have the entire upper floor. The two suites downstairs are currently empty.

The Bellhop opens the first door.

BELLHOP (CONT'D)

And each room has its own bath.

Dylan passes him into the room. He hands the Bellhop a bill and takes the key.

Dylan shuts the door as Ben is led across the hall to the second room.

**HIBISCUS COTTAGE DYLAN'S ROOM**

Dylan sets the satchel on the exquisite handmade quilt atop the wide bed. He hangs his clothes up, including his new jacket.

Removing his shoes and suspenders, he shoves the quilt back and falls onto the bed and sighs. He lies there a second then gets up and pads over to the door.

**HIBISCUS COTTAGE BEN'S ROOM**

Ben opens the door to Dylan's soft knock. A bottle of Canadian Club sits on the dresser.

BEN

The bellhop found it for me.

Dylan slumps onto the bed.

Ben sits beside him.

BEN (CONT'D)

Do you want to talk about it?

DYLAN

No. Yes... no, there's no use talking. It can't unhappen.

BEN  
You still think character is  
destiny?

DYLAN  
(confused)  
What? I--

BEN  
I hope it's not true.

When a puzzled Dylan opens his mouth, Ben adds--

BEN (CONT'D)  
What is there about me that says  
good character?

DYLAN  
You're not a bad person.

BEN  
You don't know half of the things  
I've done.

Dylan realizes Ben's holding the badge he took off the dead  
CHP officer. Ben rubs his fingers over the eagle-topped gold  
tone badge as though he's caressing it.

DYLAN  
I practically lived on the streets  
of New York for the first ten years  
of my life. There probably isn't  
anything I haven't seen or done. So  
was character my destiny?

BEN  
The only thing I know for sure  
anymore is how much I want to fuck  
you right now.

Dylan grins and pulls Ben down until their mouths are barely  
touching.

DYLAN  
Well, there you go. Something in  
common.

**INT. UPHAM HOTEL, BEN'S ROOM - NIGHT**

A nearby owl HOOTS.

They make slow, deliberate love.



**BEN'S DREAM SEQUENCE**

Dockyards at night. The lighting is off. The faces seem distorted, the rage wilder, the fear more intense.

Ben faces the blond-haired boy who now clearly morphs into Dylan.

Dylan stares at him with the same defiance he had at the Black Kat when they first met.

DYLAN

The Constitution is clear. We the  
People of the United States, in  
Order to form a more perfect Union,  
establish Justice--

The barrel of a rifle with a bore the size of a cannon appears out of the swirling darkness. It's held by the CHP officer.

BEN

No!

DYLAN

Why did you come here? You had to  
know what would happen.

Dylan's head disappears in an explosion of blood.

BEN

No!

Dissolve to the police car containing the grinning dead corpse of the CHP officer. A laughing Dylan sits beside him.

CHP OFFICER

Pansy cop.

**END DREAM**

Ben stiffens and SHOUTS, throwing his arm out, smacking Dylan's chin. Dylan GRUNTS in pain.

DYLAN

What the--

He scrambles off the bed, glaring at Ben just waking up.

DYLAN (CONT'D)

Watch where you're swinging that  
thing.

Ben looks at him in confusion. Dylan frowns.

DYLAN (CONT'D)  
What's wrong?

Ben shakes his head.

DYLAN (CONT'D)  
Tell me.

BEN  
Just a dream.

Dylan rubs his chin.

DYLAN  
Hell of a dream.

BEN  
Yeah, hell of a dream.

Dylan slides back into bed and strokes Ben's chest.

DYLAN  
I never said thank you for what you  
did for me.

Ben shakes his head while he climbs out of bed and begins dressing.

BEN  
I owe you dinner.

DYLAN  
Come back to bed.

BEN  
Maybe you're not hungry, but I am.

When Dylan makes no move to get dressed, Ben shrugs.

BEN (CONT'D)  
Suit yourself.

**INT. UPHAM HOTEL, DINING ROOM - DAY**

Ben and Dylan sit across from each other at a table tucked in the corner of the dimly lit dining room. A fire burns in a nearby fireplace.

Waiters move discreetly through the elegant room. One WAITER, a young man in a black livery, approaches their table.

WAITER  
May I acquaint you with our menu?

**INT. UPHAM HOTEL, DINING ROOM - NIGHT**

Dinner over, a silver coffee service sits between the two men.

They laugh over a shared joke. The waiter reappears holding out a wooden box.

WAITER  
Cigars, gentlemen?

Both of them accept one and the waiter clips the ends off and lights them. Dylan leans back in his chair and blows a cloud of smoke over the table.

DYLAN  
That's the way to end a dinner.

BEN  
I guess you're used to eating like this.

Dylan straightens and stops smiling.

DYLAN  
Don't ruin it.

Ben shakes his head. He puts the cigar out and stands.

BEN  
Let's head back.

**INT. UPHAM HOTEL, HIBISCUS COTTAGE - NIGHT**

They climb to the second floor. Ben unlocks his door. He seems tired when he meets Dylan's gaze.

BEN  
Give me a minute.

Dylan lets himself into his room.

**INT. UPHAM HOTEL, DYLAN'S ROOM - NIGHT**

Dylan steps out of the shower and pulls on his silk robe.

When he leaves the bathroom toweling his hair dry, he finds Ben standing over the dresser pouring a drink.

DYLAN

Shower?

Ben grabs the towel Dylan throws at him and enters the bathroom.

Dylan sits cross-legged on the bed when Ben comes out, a towel wrapped around his waist. He picks up his drink.

Dylan pats the bed. Instead, Ben throws back his drink and approaches the bed, carrying the bottle. He stops in front of Dylan.

DYLAN (CONT'D)

Say what you want, you're a beautiful man. Inside--

He removes Ben's towel.

Ben sets the bottle on the bedside table.

DYLAN (CONT'D)

-- And out.

He lies back and draws Ben down on top of him.

#### **UPHAM HOTEL, DYLAN'S ROOM**

Ben looks drained but sorrowful. He throws his arm over his eyes.

BEN

If I could kill this sickness inside me I would.

Ben sits up and reaches for the bottle. Dylan grabs the bottle away from him.

DYLAN

No.

BEN

You think this is okay? It's not natural.

DYLAN

So we're not animals.

Ben snorts.

BEN

That doesn't mean it's okay.

DYLAN

Why not?

BEN

It's illegal.

DYLAN

So's buying that shit.

He points to the half empty bottle of Canadian whiskey.

BEN

I don't make the laws, I just enforce them.

DYLAN

That's dodging the question.

Ben throws up his arms in disgust.

BEN

What the fuck should I do then?

DYLAN

Not be a bastard might be a good start.

BEN

Sometimes I think it's the only thing I know how to be.

DYLAN

You're not a bastard. A bastard would have used his badge to get out of...

Dylan pauses and blinks at Ben.

DYLAN (CONT'D)

You were going to, weren't you?

BEN

I killed that cop.

DYLAN

You were that afraid?

BEN

I'm not a coward.

DYLAN

Your words, not mine. But you're right, you're not a coward. You're a chameleon. Like me.

BEN  
Isn't that some kind of bug?

DYLAN  
I hide my true identity and fulfill  
fantasies. What do you want more  
than anything?

BEN  
NORMAL.

**INT. DYLAN'S CAR - DAY**

**SUPER: MARCH 10, 1933 3:46 PM**

It's mid afternoon by time they reach L.A. Dylan drives  
straight to Ben's car.

Ben drives off, never looking back.

**INT. OUTSIDE BEN'S APARTMENT - DAY**

A note is pinned to the door. Ben rips it off.

**NOTE:**

Meet us.

BEN  
What the fuck?

**INT. CENTRAL POLICE DIVISION - DAY**

Dusk settles over the city; a uniformed Ben strides into the  
station. The first person he encounters is Temple.

TEMPLE  
Yer a high n' mighty one these  
days. Roach was stompin' mad  
looking for you earlier.

BEN  
What happened to us laying low?

TEMPLE  
He's got some big pansy take-down  
tonight. Guess he wanted you there,  
says you're one of his best.

BEN  
Where'd he go?

TEMPLE  
Some joint called Jonny's.

**INT. BOARDING HOUSE - DAY**

Dylan wears a dressing gown. Carrying a glass of whiskey he wanders the room, followed by a distressed Garbo. He ignores the cat at first, finally scoops it up.

DYLAN  
What did I think was going to  
happen?  
(hugs cat)  
Really.

There's a knock at the door.

He opens it to find his neighbor, Claudette.

CLAUDETTE  
Phone call.

Dylan brightens.

DYLAN  
Thank you.

He's about to rush out but Claudette doesn't move out of his way.

He crosses to his dresser and removes some coins. Only when he hands them to the woman does she leave.

Dylan hurries after her and picks up the dangling handset.

DYLAN (CONT'D)  
Hello?

His face falls.

DYLAN (CONT'D)  
Hi, Rory.

He stares unfocused into the distance while a wordless voice can be heard. Dylan refocuses and his shoulders sag.

DYLAN (CONT'D)  
Definitely. I'll be there at six  
tomorrow. (beat) You know I do.

He hangs the phone up and leans his forehead against the wall. Then he resolutely straightens and heads back to his room.

**EXT. JONNY'S - DAY**

The sun is low as Ben screeches to a stop outside Jonny's.

**INT. JONNY'S - DAY**

Ben storms through the door.

The floor of the club is littered with broken chairs and pools of sticky drinks and blood. Low groans and the thwack of wood and leather on flesh fill the dimly lit room.

Roach spots him and grins.

ROACH  
'Bout time.

Ben steps over a fallen drag queen.

Roach swings his baton and connects with the flesh of a downed effeminate man.

Ben is locked on Roach. Everything moves in slow motion. The THWACK of wood on flesh, the CRIES of wounded men are louder-- a terrible assault on his over-hyped senses.

Something breaks.

With a scream of pure rage, Ben attacks.

Before Roach can react, Ben brings his nightstick down on Roach's back.

Roach stumbles.

ROACH (CONT'D)  
Fuck you doing--

Ben raises the nightstick to strike again. Roach brings his own up and the two weapons CRACK together. Ben tries to knee the other man's groin.

The other cops stop their assaults. Seem confused.

There's a rush of men to the exit, some helping the wounded. A few seem mesmerized by the spectacle.



Ben ignores everyone but Roach. He swings his nightstick to counter Roach's.

Roach punches Ben's cheek. Ben's fist connects with the other man's face.

Ben keeps swinging wildly, some blows connect.

SCREAMS and ANIMAL GRUNTS erupt as the two men POUND it out.

A blow to the back of his head sends Ben stumbling forward. He falls.

He tries to rise. Roach kicks him in the head, stumbles back and falls.

Everything goes black.

**INT. JONNY'S - NIGHT**

Ben wakes to near total blackness. He finds a broken chair leg and uses it to climb unsteadily to his feet.

He turns slowly, blinking against the dark.

Suddenly a light flares, blinding him. He raises his hand to shield his eyes.

ROACH (O.S.)

I came here tonight expecting to  
clean up some trash. Didn't expect  
it to be one of my own.

The light moves closer. Ben can't see behind it.

The beam travels up and down Ben's bloody body.

ROACH (CONT'D)

When did you go soft on pansies?  
Maybe you're a pansy too. That it?

Footsteps scrape on the floor.

ROACH (CONT'D)

Bulldog thinks you are. Thinks we  
shoulda put you in the hospital  
like the others. Me, I think it's a  
mercy to plant a bullet in you.

BEN

So why didn't you?

ROACH

Why did you come here? I don't get it. What did you think was gonna happen?

BEN

Stop you sending any more men to the morgue.

ROACH

Men?

Roach spits on the floor.

ROACH (CONT'D)

They're not men. They're fucking deviants.

BEN

I think a man who goes around shooting kids who never hurt anyone is the deviant.

ROACH

That commie pinko? He was probably a pansy too. They're the worst kind. Look what they done to us already. Look what they done to the whole fucking country!

Roach puts the flashlight down on the bar. Now Ben can see Roach holds the BAR rifle. Ben's nightstick is beside the flashlight.

BEN

Where are the others?

ROACH

Don't need an audience to put you down.

BEN

Don't need witnesses, you mean?

Roach raises the BAR.

Ben goes slack, dropping his gaze as though surrendering. He sinks to the floor. In the dark he gropes for the broken chair leg.

BEN (CONT'D)

Come on, man. We're both cops.

ROACH

Get up. You're not a fucking dog-

Ben throws himself forward, releasing the chair leg before Roach can react.

It clips the flashlight, knocking it askew, plunging them into darkness.

The BAR roars and the bullet slams into the floor where Ben crouches.

A second shot WHISTLES past his head.

Ben shoulder tackles Roach's center of gravity and they both go down.

The BAR CLATTERS across the floor.

Ben SLAMS his fist into Roach's gut. They wrestle for the rifle.

When Roach nearly reaches the weapon, Ben erupts in berserker fury.

He knees Roach in the groin and when the other man curls up he lands a solid punch on his chin, SNAPPING his head back.

Roach crumples.

Like the ROAR of an approaching train the building starts to rock. The flashlight gyrates across the floor, illuminating the growing violence of the earthquake.

Bottles of liquor tumble off shelves. Pipes burst and JETS of water shoot out.

The ground under them shifts. More falling glass TINKLES. There's an UNEARTHLY ANIMAL GROAN and the building bucks like a rodeo bull.

Both men are flung apart. The ground itself ROARS. Ben falls near the weapon.

SNAPPING wood is the only warning. With a look of alarm, Ben violently throws himself left as a massive timber SMASHES into the floor beside him.

Things overhead SQUEAK and RATTLE. Something big CRACKS. Distant glass BREAKS.

More of the ceiling CAVES in, partially burying the two men.

They lie unconscious on the floor.

The earthquake continues.

**INT. JONNY'S - NIGHT**

The ground no longer moves.

Dust hangs in the air.

COUGHING, Ben stumbles across the uneven floor. He scoops up the BAR.

He can barely make out Roach's legs sticking out from under a beam. Roach remains still.

**EXT. JONNY'S - NIGHT**

Ben staggers out into the night.

The streets are empty of people. Nothing moves.

Cars stand at odd angles. Bricks from a collapsed building litter the street. Power lines tilt at crazy angles sparking electricity.

Dust creates halos of light around the few lights still working.

He finds his car blocked and abandons it; wandering south through the streets carrying the rifle. The few people he sees shy away from him.

He's covered in dust and debris. Bloody nose, swelling eyes and clothing torn, he moves like an automaton.

**EXT. MAIN STREET - NIGHT**

Fire RAGES in a few buildings. Ben ignores the people around him.

Streetlights and neon signs everywhere are dead. An aftershock hits, people around him SCREAM and fall.

Ben barely manages to stay on his feet.

He spots Liberty Drugs. The front of the boarding house is a pile of collapsed rubble. Dust hangs in the air.

**EXT. BOARDING HOUSE - NIGHT**

Ben scrambles over the ruins. Still clutching the BAR he makes his way to the rear of the building and up the still intact backstairs.

Using the wall for support, he makes his way towards room sixteen. Thick clouds of dust obscure his vision. He coughs and covers his face with his free arm.

He reaches the door only to find the floor beyond it is gone. He can barely make out the street below.

When pounding on the door brings no response, he uses the butt of the rifle to smash the door knob. The door swings inward.

BEN

Dylan!

He half falls, half stumbles through the door. A screeching Garbo flies out of the room, vanishing down the hallway.

**INT. DYLAN'S ROOM - NIGHT**

The room is a shambles. The bed collapsed.

A FAINT CRY catches his attention. He spots a pile of bed clothes moving beside the remains of the bed.

BEN

Dylan!

Ben falls to his knees beside a barely conscious Dylan. He drops the rifle and cradles the limp body.

BEN (CONT'D)

Baby!

Dylan blinks his eyes open and groggily focuses on Ben.

DYLAN

B-Ben?

The floor quivers under them. Ben stands, hauling Dylan up with him.

BEN

We have to get out of here.

Ben scoops up the BAR and holds Dylan upright when he sways and nearly falls.

BEN (CONT'D)

Come on.

Half way to the door, Dylan pulls free.

BEN (CONT'D)

What?

Dylan darts back toward the bed. He pushes the broken bed aside.

DYLAN

Can't leave--

BEN

The fucking building's coming down  
on our heads.

Dylan ignores him. He searches frantically until he finds and hauls out the lockbox. Tucking it under one arm he rejoins Ben.

DYLAN

Where's Garbo?

Ben pushes him into the hall.

BEN

We'll come back for the cat.

**INT. BOARDING HOUSE - NIGHT**

They haul ass downstairs.

**EXT. BOARDING HOUSE - NIGHT**

They make their way to Dylan's car. It's intact.

**INT. DYLAN'S CAR - NIGHT**

Inside the car they look at each other.

Ben puts the rifle behind the seat. Dylan hands him the lockbox and starts the car.

Ben stares down at the lockbox.

Dylan reaches over, unlocks and flips the box open. It contains dozens of bills, none less than a ten spot.

DYLAN  
I saved everything I made since I  
got here.

BEN  
Can you get to my place?

DYLAN  
I can try.

**EXT. STREET - NIGHT**

The sky grows light. Dawn is near.

The streets are less chaotic as Dylan drives the less damaged streets.

The still burning fires are being fought and they encounter the occasional looter emerging from a battered structure.

The few cops they see ignore them.

Dylan finds parking outside of Ben's place. The Newspaper Seller hawks the latest news.

NEWSPAPER SELLER  
Extra! Extra! Hundreds dead in Long  
Beach earthquake.

BEN  
You coming up?

Dylan looks around.

DYLAN  
I think I'll stay with the car.

NEWSPAPER SELLER (O.S.)  
Long Beach burns!

BEN  
Try not to...

DYLAN  
Attract attention?

Ben frowns and hurries into the building.

Dylan watches the people passing by. They ignore him. A few stop and chat with the newspaper seller. He's doing a brisk business.

From the corner of his eye Dylan sees a police officer's uniform. He tenses. TAP. TAP. TAP of a wooden nightstick on the car door.

He turns and stares into Roach's bloodied face. Roach limps.

ROACH  
What might you be doing out here  
tonight, sir?

DYLAN  
What--

ROACH  
Will Officer Carter be joining you  
soon?

Dylan tries to dart across to the driver's side but Roach jerks the door open and lays the nightstick across his neck.

ROACH (CONT'D)  
Not so fast, Nancy.

**INT. BEN'S APARTMENT - DAY**

Ben changes out of his bloody clothes. He takes his gun and nightstick, stuffing the revolver in his belt.

He grabs a jacket and a cloth bag, which he stuffs in a pocket before heading out.

A beat later he returns to grab a flask.

**EXT. BEN'S APARTMENT - DAY**

Only when he reaches the Ford does he realize Dylan is gone.

The back seat is also empty.

He looks around in growing confusion, finally realizing the Newspaper Seller keeps looking his way.

Jerking the car door open, Ben leans in. He spots the money tin shoved under the car seat. He freezes, then leans closer to the driver's seat.

Several small spots of blood dot the leather seat.

He trots over to the news kiosk.



BEN

What happened? Where did the other man

NEWSPAPER SELLER

Copper took him.

BEN

What copper? What did he look like?

NEWSPAPER SELLER

Mean lookin' bastard. Looked like someone took a baseball bat to 'im.

The Newspaper Seller squints at Ben.

NEWSPAPER SELLER (CONT'D)

Kinda like you.

Ben races back to the car and dives into the driver's seat. He throws the vehicle in gear, reverses and shouts at the Newspaper Seller.

BEN

Which way did they go?

When the Newspaper Seller points north, Ben burns rubber, leaving a trail of smoke behind.

The Newspaper Seller shrugs and sells another paper.

**EXT. SAN FERNANDO VALLEY - DAY**

Damage is less extensive in the Valley than in Los Angeles. A few structures are cracked. Fire has scorched a few others.

The streets are nearly empty.

Ben tears through the deserted streets, ignoring traffic signals.

**EXT. SUNLAND - DAY**

Ben turns the lights off before the car turns down the unpaved road to Roach's house.

**INT. ROACH'S HOUSE - DAY**

Dylan hangs motionless by his hands in the boarded up torture room. His bare feet only just touch the floor. He's naked except for his underwear.

Old scars become visible on his back.

Shadows thrown by the fire now burning in the small stove dance on the walls. Within the shadows something moves.

Roach steps up to Dylan and jerks his head up by his hair. Dylan groans.

ROACH

Where's your boyfriend? He should have been here by now.

DYLAN

Told you, he's not--

Roach twists Dylan's head around. Dylan cries out.

ROACH

Fancy Nancy boy. Does he fuck you?

Roach looks like he's seriously curious.

ROACH (CONT'D)

How does that work? I've paid whores to suck me. Does Carter pay you to suck his dick? Does he suck yours?

DYLAN

Let me down and I'll show you.

ROACH

You must be something special. Carter fucked his whole life up for you.

(shoves Dylan)

Now he's just a dead man.

DYLAN

Fuck you.

ROACH

Your boyfriend doesn't come soon, you'll never fuck anything again.

DYLAN

Ben was right. You are an asshole.

Roach slams the butt of his nightstick into Dylan's gut then turns and leaves Dylan hanging, semi-conscious.

He stops by the stove to stir the burning wood with the branding iron. His smile is hard and cold.

Exiting the room, he shouts.

ROACH  
Carter!

**EXT. ROACH'S HOUSE - DAY**

The Ford appears, lights off.

A new crack splits the side of the adobe structure. One of the palm trees lists towards the house.

Ben drives around the house until he finds Roach's car behind the building. He puts his hand on the hood.

Stepping away he draws his revolver and moves toward the side door.

ROACH (V.O.)  
Carter!

**EXT. ROACH'S HOUSE - DAY**

Ben tries the door. Locked. He moves on to the rear of the house. A glass-paned, unboarded window appears. He tries to see inside but can't.

Roach yells again from the front of the house.

ROACH (O.S.)  
Carter! I got your boyfriend.

Ben tries the window. It's unlocked. He slips his gun into his waistband and slides the window open.

**INT. ROACH'S HOUSE BEDROOM - DAY**

Ben finds himself in a modestly furnished bedroom. A single unlit oil lamp sits on a dresser by the bed.

Ben jumps when the bed clothes move. He jerks his gun out, aiming at the bed.

BEN  
Don't move.

Ben hastily lights the lamp. Holds it up along with his gun,

Rose sits up, the blanket wrapped around her shoulders. They react to each other.

ROSE

You!

BEN

What in Jehovah's name are you doing here?

ROSE

I could ask you the same thing. What's with the iron?

He shoves the pistol into his waistband.

BEN

You need to leave.

ROSE

Sergeant Williams brought me here.

BEN

I don't think it was for what you think.

ROSE

A date, asshole.

Ben looks grim.

BEN

He was coming back here with his boys. Didn't you wonder why you were alone?

Rose goes white.

BEN (CONT'D)

Go wait in my car. The Ford.

There's a thump somewhere in the house.

ROACH (O.S.)

I'm losing my patience.

With a final glare at Rose, Ben slides along the wall, keeping low. When he reaches the torture room, he eases the door open.

**INT. TORTURE ROOM - DAY**

The room is in darkness, the only light comes from the fire in the pot belly stove.

Ben can make out Dylan hanging. He rushes up to him. By the weak light he can see how a pair of handcuffs secure Dylan's wrists and he's suspended by a large hook.

Grabbing Dylan's legs, Ben raises him up until the cuffs clear the hook and Dylan's arms drop forward. He utters a deep, pain-filled GROAN.

Without a word Ben slings the semi-conscious man over his shoulder and makes his way back to the other bedroom.

Rose remains. She gasps when she sees Dylan.

ROSE

My god, what did you do to him?

He lays Dylan out on the bed.

BEN

Give me your blanket.

She hesitates then hastens to obey. She wears only a skimpy bra and panties. She scrambles to reach her clothes.

Ben gently covers Dylan. He pulls out the flask and tips a mouthful into Dylan. Dylan sputters. Opens his eyes.

DYLAN

B-Ben?

BEN

Shhh.

He caps the flask and sets it beside Dylan.

ROSE (O.S.)

What did you do?

Ben looks at her in disgust.

BEN

(to Dylan)

Stay here.

Dylan tries to sit up and GROANS. He looks at Rose.

DYLAN

Who's she?

BEN

She can explain.

(beat)

Stay under the blanket.

Dylan shivers.

DYLAN  
You came for me.

BEN  
No more talking.

DYLAN  
(murmurs)  
Always telling me to shut up.

Ben leans down and kisses Dylan's forehead.

BEN  
Please?

Ben pulls out his revolver and leaves the room. Dylan stares at him as though he started spouting poetry.

ROSE  
Who the hell are you?

DYLAN  
Is that a rhetorical question or do you expect an answer?

#### **HALLWAY**

Ben barely clears the doorway when he is blinded by a flashlight. Instinctively, he drops into a crouch and fires at the light.

There is a cry and the light goes out.

Heavy boots thunder toward him. Ben rolls out of the way and finds himself in the doorway to the torture room. He throws himself through the door.

#### **TORTURE ROOM**

Ben scrambles to his feet but before he can shoot, Roach grapples him. They crash to the floor. Ben loses the gun.

Roach slaps him with the butt of his pistol. Ben tries to head butt him.

Roach knees him but only hits his leg.

Ben shoves his knee into Roach's chin, snapping his head back.

His grip loosens and Ben breaks free, rolling to his feet.

He kicks Roach's kidneys. Roach GRUNTS and rolls away, scrambling up.

They come together again.

ROACH

What the hell is this pansy to you?

Ben doesn't reply, driving his fists into Roach, pushing him back across the room. Toward the pot belly stove.

ROACH (CONT'D)

I thought you were a real man.

BEN

Dylan's more of a man than either of us.

Knocked off balance, Roach puts his arm back to catch himself and lays his hand on the stove. Roach SHOUTS.

Ben sweeps him off his feet. He kicks him, connecting with his hips. He kicks again.

He swings his fists, hitting flesh.

Movement behind him distracts him. He realizes it's Dylan, carrying the flask.

He misses Roach lunging and grabbing his legs, sending him CRASHING to the floor.

Ben kicks and breaks free.

Dylan rushes forward and empties the flask in Roach's face, blinding him.

Ben darts around Roach toward Dylan. Roach crab-crawls after him.

As he nears Dylan, Ben puts his foot on Roach's shoulder and shoves.

Roach flies back and CRASHES into the cast iron stove.

Sparks and a few burning embers fly out and land on his alcohol-soaked clothes.

Flames ERUPT around his upper body.

Roach SCREAMS.

Dylan rushes out of the room, with Ben on his heels. But instead of heading for the exit, Dylan heads for the back bedroom.

#### **BEDROOM**

Rose is gone.

BEN

What the hell are you doing?

Dylan grabs the blanket off the bed and rushes past Ben.

#### **TORTURE ROOM**

The ROARING flames have spread. Dylan tries to smother the fire around Roach with the blanket but to no avail.

Ben grabs him after a few desperate attempts and drags him out of the room.

#### **EXT. ROACH'S HOUSE - DAY**

Wrapping the singed blanket around Dylan, Ben hustles them to Dylan's car.

The flames break through the boarded up window, revealing the ROARING inferno within.

Ben hits the gas hard and they skid wildly down the dirt road to the paved streets of Sunland.

#### **INT. DYLAN'S CAR - DAY**

Dylan twists around in his seat to see flames engulf the small house. A couple of palm trees explode.

Tears pour down Dylan's bruised face. One of his eyes is almost swollen shut.

Ben gently circles Dylan's shoulder and draws him into his embrace.

BEN

Don't cry, baby. Everything's going to be okay.

He's half unconscious as Ben drives away from the burning structure.



They pass Rose who trudges down the dirt road.

Ben almost doesn't stop, then does. When Rose catches up to them, the two eye each other warily.

BEN (CONT'D)  
Get in if you want a ride back to

L.A..

She climbs in beside Dylan. She gingerly lets the wounded man lean on her.

She looks from Dylan to Ben.

ROSE  
My god, you're one of them fairies.

BEN  
You really going there?

He slows the car down.

ROSE  
It explains a lot.

BEN  
Good. Now shut up.

He drops her off several blocks from Dylan's place.

Ben pulls the car over behind the boarding house.

He wakes Dylan. Dylan tenses, then begins to weep, clinging to Ben.

BEN (CONT'D)  
Don't cry, sweetheart. It's over.

DYLAN  
They'll hang both of us.

Ben crushes him against his chest.

BEN  
No one can put us in that house.

DYLAN  
That woman--

BEN  
Doesn't want the attention anymore than we do. She's got a career to protect.

(MORE)

BEN (CONT'D)

(beat)

As far as the guy's at the station are concerned, I'm buried under all that rubble at Jonny's.

DYLAN

Wait a minute... does that mean--

BEN

I'm not going back. By the time they figure out I'm not at Jonny's you and I will be in New York.

DYLAN

New York?

BEN

Waiting for our ship to England.

A faint MEOW comes from outside the car.

Dylan opens the door and Garbo leaps into his lap. Dylan hugs her to his tear-stained face. Garbo purrs.

DYLAN

We're really going?

BEN

France or Germany after that. We'll see.

(beat)

One more thing.

DYLAN

Anything.

BEN

No more men. Even if they're beautiful or rich as Midas.

DYLAN

What about if I do it for us?

BEN

(exasperated)

Just don't screw around.

DYLAN

Are you going to be this bossy all the time?

BEN

Don't forget we're in this together.

Dylan presses his face into Garbo's fur.

DYLAN  
Till death do us part?

BEN  
Till then.

DYLAN  
You didn't answer my question.

BEN  
I'll always be what you need.

He grips the back of Dylan's head.

BEN (CONT'D)  
Not always what you want.

DYLAN  
I want you.  
(beat)  
I love you.

Ben smooths Dylan's hair off his bruised forehead. He leans over and kisses the top of his head.

BEN  
I know.

Dylan closes his eyes, sighs and nestles in the shelter of Ben's arms.

DYLAN  
Are we there yet?

Ben grins and puts the car in gear.

## **EPILOGUE**

**EXT. NEW YORK HARBOR - DAY**

**SUPER: RMS OLYMPIC JUNE 1933**

Sister ship to the ill-fated Titanic.

**EXT.RMS OLYMPIC - DAY**

Ben and Dylan stand shoulder to shoulder on the first class promenade. Ben dressed in the latest fashion; Dylan uncharacteristically looking like a manservant.

They watch as New York recedes before them.

Surreptitiously, their hands touch, fingers entwining as they both stare straight ahead.

A relaxed smile plays on Ben's lips.

**FADE OUT.**