

1 A MULTI-COLORED SCREEN

1

After a few introductory credits, we pull back to reveal the source of this kaleidoscopic backdrop: A SINGLE, STRIPED TULIP, planted in a long row of other tulips. A HAND reaches in and pulls the tulip from the ground. We then cut to:

1A A BASKET of tulips, carried by hand to a truck, where it is loaded with hundreds of other baskets. The door of the truck is SHUT and we cut to:

1A

1B The door of the truck OPENING to reveal that the tulips are now boxed and crated. A forklift moves the crates onto a wagon, which is driven by a MANNED CART across the biggest warehouse on the planet, the Bloenen Markt (CHECK THIS-- steven) in Amsterdam, Netherlands. The cart and wagons we were following disappear into a maze of synchronized activity.

1B

1C The cart arrives in the AUCTION ROOM, which is constructed like an amphitheater: the buyers sit in a steeply raked semi-circle, facing two giant, clock-shaped scoreboards that display the bids on the flowers being viewed. The striped tulips fetch a very high price.

1C

1D The carts of striped tulips are delivered to an automated sorting apparatus of enormous size and complexity. They end up on a truck heading for the airport.

1D

1E The tulips are loaded onto a plane. During the transatlantic flight, they sit nestled in the cargo hold.

1F The tulips are unloaded from the plane, driven across an airport tarmac and loaded onto another plane.

1F

1G The tulips are unloaded from the plane and loaded onto a truck. The truck drives through a small town and pulls into the back of a

1G

2 EXT./INT. FLOWER SHOP -- DAY

2

A YOUNG MAN takes delivery of the flowers and carries them through the rear of the store to the display area up front. We stay on the tulips as we hear the following conversation:

CUSTOMER

Wow. How do they do that?

(CONTINUED)

OWNER  
It's an accident. It means the  
flower developed a virus early  
in the bulb stage. The flaws  
create the unusual coloring.

CUSTOMER  
Can you arrange something for me  
with those?

OWNER  
Of course. What kind of price range  
are you looking for?

Now we SEE the customer: TESS.

TESS  
Well, it's for my parent's  
anniversary. They don't know I'm  
coming. I just want it to be  
beautiful. Can you just do whatever  
you think looks best?

OWNER  
I'll need a few minutes.

TESS  
Take your time, please. And thank  
you.

The Owner moves toward a corner of the store where the  
flowers are arranged. Tess walks around, looking at the rest  
of the store.

Tess looks out the window. A black sedan is pulling up at the  
curb.

OWNER  
That should be some surprise.

TESS  
Which?

OWNER  
For your parents.

TESS  
Oh. Yes. I hope so.

One of the POWER TWINS gets out of the driver's side door and  
crosses in front of the car. Tess starts moving away from the  
window.

(CONTINUED)

2 "Clowns Can't Sleep" 3.  
CONTINUED: (2) 2

OWNER  
Which one is it?

TESS  
I'm sorry?

OWNER  
Anniversary.

TESS  
Oh. Fortieth

OWNER  
Wow. Okay. I think I have an idea.  
Something classic.

The Power Twin opens the rear passenger side door, revealing  
TERRY BENEDICT.

Tess turns away from the window.

TESS  
Do you have a bathroom?

OWNER  
Straight back, on the left. It's  
unisex.

TESS  
Thank you.

Tess scurries to the back.

OWNER  
(to Tess, a caveat)  
It's unisex!

Tess flies past the bathroom and heads for the back door. She  
pushes through it and runs right into Power Twin No. 2.

CUT TO:

3 EXT. HOUSE -- DAY 3

A nice place on the eastern seaboard. We hear the faint sound  
of a phone ring.

4 INT. HOUSE -- DAY

4

Danny Ocean picks up the receiver, checks the caller ID. He smiles and answers:

DANNY  
Miguel Diaz speaking.

Almost immediately, his expression clouds. He looks at his watch.

DANNY (cont'd)  
Tess, Tess. It's okay. You remember what we talked about, if this happened? All right. Call me in twenty-four hours on that number.

He hangs up the phone and runs out of the house. He doesn't take anything with him.

5 EXT. HOUSE -- DAY

5

Danny runs out of the house and down the street, leaving his car in the driveway.

6 INT. CAR -- DAY

6

Tess, floral arrangement in her lap, sits in the car with Benedict.

BENEDICT  
The Baldwins.

TESS  
What about them?

BENEDICT  
We had dinner with them three years ago. You talked about your parent's anniversary.

She says nothing.

BENEDICT (cont'd)  
I'm getting married next month.

TESS  
So am I.

(CONTINUED)

6 "Clowns Can't Sleep" 5.  
CONTINUED: 6

A beat.

BENEDICT  
Well, I hope Danny is as good as he  
thinks he is. A bouquet toss in  
prison can get pretty ugly.

7 INT. BANK VAULT -- DAY 7  
Danny takes a safe deposit box out of a wall, He opens the  
box, revealing a CELL PHONE and some CASH.

8 EXT. TRAIN STATION (NOT A BIG ONE) -- DAY 8  
Danny boards a train.

9 INT. AMTRAK TRAIN -- DAY 9  
The landscape hurtles by. We pan over to find Danny sitting  
next to the window. We continue to pan and find REUBEN  
TISHKOFF seated next to a group of male commuters.

REUBEN  
(over)  
I really think you're being too  
sensitive. She's crazy about you. I  
can tell.

10 INT. SPA -- DAY 10  
REUBEN lies in a mud bath, his face covered with a dried  
exfoliating "mask" treatment. There is a cigar in one hand  
and a cellphone in the other. His eyes are closed to the sun.

REUBEN  
Joyce, she's ninety-two. I'm all  
she has left.  
(beat)  
The wheelchair thing was an  
accident, she's having some trouble  
with the joystick. I'll adjust it.  
(beat)  
I told you, when her mouth hangs  
open like that, that means she's  
happy.  
(beat)  
I am. When are you coming over?  
(beat)  
(MORE)

(CONTINUED)

REUBEN (cont'd)  
You're tired because you work too much. You don't have to work all the time. Don't you want to take a break? Those trays look so heavy.  
(beat)  
Of course. How could you ask that?  
(beat)  
Because when I heard you laugh, all my problems disappeared.

A SHADOW crosses over Reuben's face, and Reuben squints open one eye. There, with the sun like an aura behind his head, is TERRY BENEDICT.

11           INT. AMTRAK TRAIN -- DAY                    11

Reuben is handed a bloody mary by the porter, who then continues on, bringing a glass of white wine to THE AMAZING YEN.

12           INT. POOL -- DAY                    12

Yen swims a strong, steady freestyle. Pull back to reveal that he is swimming in a 9' by 5' "Endless Pool" in his 15th floor Shanghai apartment.

A HAND MOVES INTO FRAME and turns off the water current. Yen immediately slams into the end of his jacuzzi-sized pool. He lifts his head out of the water to SEE the POWER TWINS standing "poolside."

He spits out a stream of invective, in Chinese. The Power Twins look at each other.

13           INT. AMTRAK TRAIN -- DAY                    13

Yen sets his magazine down and heads for the bathroom, where TURK and VIRGIL MALLOY are waiting in line.

TURK  
The opening doesn't work.

VIRGIL  
Duh.

TURK  
She shouldn't have the same dream as Franklin. He's the antagonist.

(CONTINUED)

VIRGIL  
It was your idea.

TURK  
No it wasn't.

VIRGIL  
Well, it wasn't mine. It couldn't  
be; it's too stupid.

TURK  
Why do you do that? why do you have  
to get personal?

VIRGIL  
It's not personal, it's a fact.

14 INT. YOGA STUDIO -- DAY 14

VIRGIL and TURK MALLOY, in GTX lycra yoga gear lead a class  
(mostly female) through the vinyassa. The studio is mirrored  
on three sides.

TURK  
It's personal. You don't argue  
logically. You attack.  
(to the class)  
Bring the right foot back even with  
the left, buttocks raised high....  
(to Virgil)  
...you have to have reasons, to  
support your argument...  
(to the class)  
...flattening the back so the body  
forms a triangle.

VIRGIL  
I can't listen to you anymore. It  
makes me physically sick.

Turk looks to him, but also sees a GUY in the class staring  
at all of the women "raising their buttocks high". He  
indicates this to Virgil, who goes over to the guy.

TURK  
Relax the crown of the head toward  
the floor. Draw the hips away from  
the hands, lengthening the spine.  
And press the heels toward the floor.

(CONTINUED)

14 "Clowns Can't Sleep" 8.  
CONTINUED: 14

Virgil steps on the guy's back and leans down to whisper in his ear.

VIRGIL  
This a serious class. No pigs  
allowed. Okay?

GUY  
Sorry.

TURK  
Virge.

Virgil stands up. Benedict and the Power Twins are standing right behind him. His expression changes as he sees them in the mirror.

15 INT. AMTRAK TRAIN -- DAY 15

The Malloys and Yen are still waiting for the bathroom.

TURK  
You're hallucinating.

VIRGIL  
Yeah, whatever, OJ.

Finally, the lock OPENS and RUSTY RYAN exits. We follow him to his seat, where he puts on a pair of headphones.

16 TIGHT SHOT 16

Of molten metal bubbling in a small iron cask, a jeweler's cask. MOVE to REVEAL a GARAGE filled mostly with cars in some state of restoration

FIND RUSTY as he painstakingly works on a new piece that is just BELOW FRAME. Whatever it is, it is clearly getting to him. He shakes his head; it's not right. It's just not good enough. Rusty glances at the digital thermometer attached to the cask of molten metal. It reads: 736.18 degrees.

RUSTY  
You are kidding me.



17 INT. RUSTY'S CAR -- DAY

17

Rusty glances in his rearview as he drives through the city talking on his cell phone. He's keeping an eye on a white Cadillac that seem to be following him.

RUSTY  
736.18 degrees Fahrenheit, Felix.  
I watched it.

FELIX (TELEPHONE V.O.)  
Rusty. What do you want from me?

Rusty turns a corner, then glances in his rearview again.

RUSTY  
I want what I paid for.

FELIX  
And that's what I sent.

RUSTY  
No, Felix, no. I paid for pure. And if my workshop were on top of Mount Everest it would be pure. But I'm at sea level, Felix, and at sea level it should liquefy at 736.95. If it's pure, that is. Which this isn't.

Rusty makes another turn. A few seconds later, the Cadillac turns behind him.

FELIX (TELEPHONE V.O.)  
Well, I didn't know you were going to liquefy it.

Rusty pulls to a stop light. The Cadillac pulls up three cars behind him.

RUSTY  
Let me ask you something: When Christo calls his cotton supplier and asks for 100% cotton cloth, do you think his supplier sends him 98% cotton and 2% polyester and when that doesn't work, says to Christo, "Well, you should have told me you were going to wrap the coast of Australia"?

(CONTINUED)

17 "Clowns Can't Sleep" 10.  
CONTINUED: 17

FELIX  
Who's Christo?

Rusty looks to the heavens.

RUSTY  
Felix, you're in a shame spiral.  
Have your assistant lose my number.

Rusty snaps his phone shut.

RUSTY (cont'd)  
My god.

Rusty looks into the rear view mirror and then slows the car to a stop. He gets out of his car and slams the door shut. He walks back to the Cadillac and knocks on the window. It rolls down electronically to reveal Benedict.

RUSTY (contd)  
How long you gonna give us?

18 INT. AMTRAK TRAIN -- DAY 18

Rusty continues to listen to his headset. We pan over to see FRANK CATTON seated opposite him.

19 INT. RITZ CARLTON HOTEL, NEW YORK -- DAY 19

The penthouse apartment. It takes the entire floor and has a 360 degree view. Right now, all of the furniture inside of it is being taken away by movers. Frank enters frame.

BENEDICT  
Four weeks.

FRANK  
We stole that money fair and square. You bought people off to find me. You took advantage during an economic downturn, and made them say some shit they shouldn't have said. It's not fair, it's not just, and it aint' cool.

A long beat. Benedict stares back at him.

FRANK (cont'd)  
Did you hear what I just said?

(CONTINUED)

19                    "Clowns Can't Sleep"                    11.  
CONTINUED:                    19

BENEDICT  
I heard what you said, Frank. Did  
you hear what I said?

Frank looks at Benedict and the Power Twins.

20.    INT. AMTRAK TRAIN -- DAY                    20

Frank takes us to Livingston.

21    INT. STAGE -- NIGHT                    21

Livingston performs a stand-up routine.

LIVINGSTON  
How many people here tonight were  
stupid enough to have children?

A few people raise their hands.

LIVINGSTON (cont'd)  
Wow. No, seriously, that's great. I  
have a child. A daughter. She's  
five. They get to you, right? Am I  
right? Like emotionally. I mean,  
sometimes she'll turn to me with  
her little face and her little  
shiny eyes, and she'll say, "Daddy,  
please stop hitting me," and it  
just breaks my heart.'

People aren't sure what to make of this.

LIVINGSTON (cont'd)  
I'm Livingston Dell. Thanks for  
listening. See you at ten.

Livingston strides off stage as we see that he is at the  
Bellagio, in the lounge. Benedict and the Power Twins are  
waiting for him. Somehow he isn't surprised.

LIVINGSTON (cont'd)  
(to Benedict)  
I appreciate you letting me finish  
my run. You've been very patient.

BENEDICT  
What can I say? You're a funny guy.

22 INT. AMTRAK TRAIN -- DAY 22

Livingston takes us to Saul Bloom, reading the Racing Form.

23 INT. THE WASPIEST IMAGINABLE MEN'S CLUB -- DAY 23

All dark wood and oriental rugs. MOVE across a row of oil paintings that flatter stodgy club members from the 1800s to the present. Land on Saul, sitting in window light that mimics the aforementioned portraits.

SAUL

What it is about horses? I ask you.  
Is it the strength? The beauty? The  
fearlessness? The grace? Of course.  
But there's something else.  
Something in the eyes.

The person with him nods.

SAUL (cont'd)

Yes. When I look into a horse's  
eyes, I can tell: This one's a  
winner.

A jacketed WAITER appears, holding a tray.

WAITER

Excuse me, Mr. Bloom?

SAUL

Yes?

WAITER

There appears to be a problem with  
your card.

The waiter tips the tray to reveal Saul's credit card, which has been CUT INTO TINY PIECES. Without missing a beat, he reaches for his wallet.

SAUL

You take Visa?

WAITER

I was acting on instructions from  
your business manager.

SAUL

My business manager?

(CONTINUED)

13.  
23

23      "Clowns Can't Sleep"  
CONTINUED:

WAITER  
Mr. Benedict.

24      INT. AMTRAK TRAIN -- DAY  
  
Saul leads us to Basher.

25      INT. RECORDING STUDIO -- NIGHT  
  
Basher is putting the finishing touches on a song. A producer and engineer sit behind a huge mixing console. It's good-- Basher's really got something going here.

26      INT. RECORDING BOOTH -- MOMENTS LATER  
  
Basher is leaning over a thick legal document, and Benedict is leaning over him. The music has been turned off.

BENEDICT  
Look at it this way...Eugene....if  
the album goes platinum it'll cover  
what you owe. And if the second one  
goes gold, that should cover the  
interest.

27      INT. AMTRAK TRAIN -- DAY  
  
Basher takes us to Linus.

28      INT. CAR -- DAY  
  
Linus looking from the front seat to the back, talking to Benedict.

LINUS  
I'm responsible for myself. I have  
my own life and my own plans. I've  
never asked for anything but a fair  
shake. We make a deal, I stick to  
the deal.

He turns forward, thinking. Then after a beat, he turns back to Benedict.

28                    "Clowns Can't Sleep"                    14.  
CONTINUED:                    28

                  LINUS (cont'd)  
I just need to be absolutely clear  
that we have an understanding: If  
you contact my father, I'll kill  
myself, and you'll never get the  
rest of your money.

Benedict nods. Linus turns forward and exhales, relieved.

29            INT. AMTRAK TRAIN -- DAY                    29

Linus takes us back to Danny. The train hurtles onward.

CUT TO:

30            ABSOLUTE BEDLAM                    30

Reuben, Yen, the Malloys, Frank, Livingston, Saul, Basher,  
and Linus are all talking at once -- right at us. Right at  
Danny. And they are not happy.

The group is in an abandoned WAREHOUSE somewhere near NYC.

Danny is overwhelmed, like a deer caught in the headlights.  
He throws a desperate glance at Rusty, who's looking out the  
window serenely, letting Danny flounder.

31            MOMENTS LATER                    31

Total silence. Everyone just stares at Danny, waiting for an  
answer.

                  DANNY  
How many can't make the deadline?

Everyone raises their hands except Reuben.

                  REUBEN  
(off their looks)  
So I'm smarter than those schmucks  
on Wall Street. Whose fault is that?

Fair enough.

                  DANNY  
How many think if they run, they'll  
be found?

(CONTINUED)

Everyone raises their hands. Including Reuben. Danny gets up, walks over to Rusty.

The rest of the guys shrug and begin talking amongst themselves.

After a long beat.

DANNY (cont'd)  
Well, the only other--

RUSTY  
We're on the five o'clock.

DANNY  
Good.

A beat.

DANNY (cont'd)  
Where?

RUSTY  
Amsterdam.

Danny steps back.

DANNY  
AMSTERDAM!?

Danny's tone draws everyone's attention. Noticing this, Danny and Rusty move into a nearby dilapidated office doorway.

The guys go back to talking, mostly about what they were doing when they were found. This rises steadily in volume until the din is obliterated by a LOUD VOICE:

DANNY (cont'd)  
I'M TELLING YOU THIS IS A DEATH  
SENTENCE!

RUSTY  
FINE, THEN STAY HERE!

The guys exchange glances. Danny walks over to them and sighs.

CUT TO:

32 INT. AIRPORT TERMINAL -- TICKETING AREA

32

Livingston hands his passport to a KLM AGENT.

LIVINGSTON  
Flight 144 to Amsterdam.

JUMP CUT TO the agent handing Livingston his boarding pass.

KLM AGENT  
You're in seat 43J. Enjoy your  
flight.

LIVINGSTON  
Uh...there must be some mistake. I  
mean...unless...is your first class  
section in the back of the plane?

The agent looks back at him, confused.

KLM AGENT  
No.

JUMP CUT TO the agent handing Linus his boarding pass:

KLM AGENT (cont'd)  
32E.

CUT TO the agent handing Virgil and Turk their tickets.

KLM AGENT (contd)  
41C and D.

JUMP CUT TO the agent handing Saul his boarding pass:

KLM AGENT (cont'd)  
55K.

SAUL  
Fifty-five K? There's a fifty-five  
K?

KLM AGENT  
We've increased capacity by  
employing advanced design  
technology.

SAUL  
You made the seats smaller. Can you  
just say that? You made the seats  
smaller.

(CONTINUED)



JUMP CUT to show Frank:

FRANK

See, you're not hearing me. What I'm trying to tell you is the reservations agent made a mistake when she issued the ticket, because on the rare occasions that I fly commercially, I always book a first-class ticket with no restrictions--

The desk agent looks back at him skeptically.

KLM AGENT

She may have, air, but this is the only ticket available to you on this flight. I need you to step aside so I can take care of the next customer.

FRANK

Now, listen: Don't make me get black.

33 INT. SECURITY AREA

33

Frank stands with his arm outstretched, shoes and belt off. Two TSA officers run metal detecting wands over every inch of his body. Three more guys pick through his luggage: they squeeze toothpaste from his Sensodyne tube, sniff his hair products, unroll his "tighty-whitey" briefs....

PAN to REVEAL that Basher is getting the exact same treatment, right next to him. They exchange looks.

REVERSE ANGLE: the rest of the group stands sipping iced lattes from Starbucks and watching the show. Reuben walks up.

DANNY

Reuben.

REUBEN

I wanted to wish you luck. And listen: I want to do something for you.

Reuben hands Danny an envelope.

DANNY

What's this?

(CONTINUED)

REUBEN  
Take it. Take it. This is the  
least I can do. I've got a friend  
who owns the Bellagio of Amsterdam  
and I've made reservations for all  
of you there. It's all taken care  
of.

RUSTY  
That's very touching, Reuben.

REUBEN  
It's the least I could do. I love  
you guys. Enjoy.

Yen says something in Chinese.

REUBEN (cont'd)  
No, thank you.

34 INT. 747 -- NIGHT

34

Yen sits in First Class, playing an in-seat video. Virgil and  
Turk kneel on either side, watching his progress.

VIRGIL  
Nice.

TURK  
Great anticipation.

FLIGHT ATTENDANT  
Gentlemen, you'll have to go back  
to your seats now.

Reluctantly, they do. We follow them back to coach, where  
they pass Linus, talking to himself.

LINUS  
Ground level. First floor. Day one.  
Planning stages.  
(beat)  
Planning stages.

We move on to find Livingston, who grabs Turk by the arm.

LIVINGSTON  
How'd he get that seat?

TURK  
What seat?

(CONTINUED)

Turk moves on, taking us past a sleeping Saul and landing on Danny and Rusty, who watch a movie with fixed expressions. A reverse angle shows us that the video screen is twenty rows away--it is impossible to discern any detail at all. Rusty takes his headphones off and exhales. Danny notices this and does the same. After a beat:

RUSTY  
Call me an elitist asshole, call me  
a bourgeois clown, call me anything  
you want, but 'economy' is  
bullshit.

DANNY  
Oh, I don't know...it's not that ba-

The guy in front of Danny moves his seat back suddenly and spills Danny's drink all over Danny's lap.

Linus approaches Danny and Rusty.

LINUS  
Hey. You guys have a minute?

DANNY  
Sure, Linus.

RUSTY  
What's on your mind?

LINUS  
Well, I know this may not be the  
exact right time to bring this up,  
but I've been thinking  
about...well, about where I want to  
be in five years, career-wise, and  
I've decided I really want to be  
more than just a role-player. I  
really see myself as kind of an  
idea man, like you guys. I mean, I  
know you do your part and you're in  
the trenches with us and all, but  
it's really your show, and like I  
said, five years from now, I want  
to be running my own show....

Danny and Rusty exchange a look...then look back at Linus.

DANNY  
Uh-huh.

RUSTY  
Right.

(CONTINUED)

LINUS

So if there's any opportunity for me to be involved in the, you know, planning stages of things, I would really appreciate it. I really feel like I'm ready for more responsibility and that I could really make a contribution.

Rusty turns to Danny.

RUSTY

Are you thinking what I'm thinking?

DANNY

Evelyn.

RUSTY

(to Linus)

We're negotiating the terms with her tomorrow. You feel up to taking the lead?

LINUS

Are you serious?

DANNY

Absolutely.

LINUS

This isn't some gag?

RUSTY

No gag.

LINUS

Wow. Yeah. That would be awesome.

DANNY

Okay, then.

LINUS

Man. I wasn't sure if I should say anything. Now I'm glad I did.

DANNY

So are we.

RUSTY

We're here to listen.

(CONTINUED)

LINUS  
Great. Thanks. Really. You won't  
regret this.

Linus leaves. Danny and Rusty put their headphones back on.  
Now they look content.

Basher and Frank watch Linus go.

BASHER  
Tom.

SAUL  
He can be a Tom?

BASHER  
Anybody can be a Tom.

SAUL  
You gotta make your own  
opportunities. This ain't a  
rehearsal.

BASHER  
Tom.

Saul chews his economy class trail mix.

SAUL  
Boy, you're tough.

BASHER  
Stop calling me "boy".

Saul stops chewing. They look at each other.

CUT TO:

35 EXT. AMSTERDAM -- DAY 35

Establishing shots of the city.

36 EXT. RED LIGHT DISTRICT -- DAY 36

The group makes their way down a damp cobblestone street.  
They stop in front of a window and look up.

REVERSE ANGLE

(CONTINUED)

36 "Clowns Can't Sleep" 22.  
CONTINUED: 36

They have stopped in front of a narrow townhouse that has been converted to a hotel. The sign says "Bellagio of Amsterdam."

37 INT. BELLAGIO OF AMSTERDAM -- DAY 37

A single room with 12 bunks in it. Their noses are wrinkled up because the place stinks.

LIVINGSTON  
How could he lie to us like that?

RUSTY  
The sign said 'the Bellagio of Amsterdam'.

Everyone looks at each other and turns to leave.

LINUS (?)  
Wait a minute. That's it?

DANNY  
Yeah.

LINUS  
Look, you guys no frills, no perks, run-and-gun, all that stuff, and I said no problem because I believed you were right that we shouldn't go deeper into debt and spend money we don't have. I mean, am I the only one who thinks this might actually be a good thing? That we could use a little humility? That maybe we were a little too pleased and impressed with ourselves after the Benedict job? Okay, I grant you that maybe this isn't what we deserve, but maybe it's what we need. We can do this. No, I take it back: We have to do this.

A long beat.

CUT TO:

38 EXT. AMSTERDAM'S FINEST FIVE-STAR HOTEL 38

Four black mercedes skid to a stop outside Amsterdam's finest five-star hotel.

(CONTINUED)

Everyone emerges with big smiles on their faces. Everyone except Linus. He scowls, yanks his bag back from the hotel doorman who rushed over to take it for him.

39 EXT. CONVENIENCE STORE, UNITED STATES -- DAY 39

Tess enters and buys a phone card.

40 EXT. PHONE BOOTH -- DAY 40

Tess talks to Danny. Across the street, a BLACK SEDAN is parked.

TESS  
What are you doing in Amsterdam?

DANNY (PHONE V.O)  
Only what I have to do to get  
Benedict off our backs.

TESS  
Be careful, Danny. Please.

DANNY  
How's work?

TESS  
It's the same. I'm distracted.

DANNY  
I'm sorry.

TESS  
It's not your fault.

DANNY (TELEPHONE V.O.)  
I keep trying to figure out what I  
did wrong. How did he find us?

Tess can't bring herself to tell Danny the truth, that it was entirely her fault.

TESS  
Danny, don't keep thinking about  
it.

DANNY (TELEPHONE V.O.)  
I did something wrong. He should  
never have found us.

( CONTINUED )

40 "Clowns Can't Sleep" 24.  
CONTINUED: 40

TESS  
I'll call you tomorrow. I love you.

DANNY  
I love you.

41 INT. AMSTERDAM HOTEL SUITE -- NIGHT 41  
Danny hangs up the phone and site.

CUT TO:

42 INT. HOTEL -- NIGHT 42  
In other rooms, the guys get themselves settled in. Each takes a step toward personalizing their suite.

43 EXT. AMSTERDAM COFFEE HOUSE -- DAY 43  
Danny and Rusty lead an obviously eager Linus towards a coffee house.

RUSTY  
She'll try and use her looks to distract you. Don't let her.

DANNY  
Be polite, but firm.

LINUS  
Right.

RUSTY  
Don't get soft on us. Don't make too many concessions.

LINUS  
I won't.

Danny and Rusty nod. Okay.

44 INT. COFFEE HOUSE -- CLOSE ON EVELYN. 44  
Who is obviously a MAN IN DRAG.  
Linus looks to Danny and Rusty but they give him nothing.

(CONTINUED)



EVELYN

The onset of summer is like a woman  
who owns too many shoes.

She/He looks to Linus, who looks to Danny and Rusty.

DANNY

(bailing Linus out)

If animals were capable of  
flattery, the World Bank would be  
open until 8pm.

EVELYN

When I was four years old, I saw my  
mother kill a spider with a tea cozy.

Again, the Evelyn looks to Linus, who has nothing to say.

RUSTY

A doctor who specializes in skin  
diseases will dream that he has  
fallen asleep in front of the  
television. Later he will wake up  
in front of the television but not  
remember his dream.

Evelyn nods and looks to Linus, as do Danny and Rusty. He  
furrows his brow, then speaks:

LINUS

O let the sun beat down upon my  
face, stars to fill my dreams. I  
am a traveler of both time and  
space, to be where I have been.

Danny and Rusty stare at Linus like he's nuts, like he's just  
cracked. Evelyn's entire expression changes.

EVELYN

Your young friend has a great deal  
to learn about respect.

She/He puts his/her drink down and walks to another part of  
the establishment.

DANNY

Linus...why don't you wait outside.

Rusty and Danny follow Evelyn and quietly console him/her.

45 EXT. COFFEE HOUSE -- AFTERWARD -- DAY

45

Linus cools his heels. Danny and Rusty emerge from inside.

DANNY  
Is that your idea of making a  
contribution?

RUSTY  
Her terms were scandalous. And we  
were lucky to get them after what  
you said.

DANNY  
The deal was this close to being  
blown.

LINUS  
"Deal?" What "deal?"

Danny and Rusty just look at him.

LINUS (cont'd)  
I know what you guys are doing.

Danny and Rusty exchange looks. What?

LINUS (cont'd)  
Look. That...person had too many  
cupcakes.

They just keep staring at him.

LINUS (cont'd)  
I was playing along.

RUSTY  
"Playing along!"

DANNY  
You called her mother a whore.

RUSTY  
A really cheap one.

LINUS  
Guys, I'm not falling for this.  
I'm not....

But Danny and Rusty aren't laughing. They look pissed.  
Seriously pissed.

(CONTINUED)

45 "Clowns Can't Sleep" 27.  
CONTINUED: 45

LINUS (cont'd)  
I mean...

Danny and Rusty just look at him. Linus squirms.

LINUS (cont'd)  
I called her mother a whore?

46 INT. AMSTERDAM HOTEL SUITE -- NIGHT 46

Danny and Rusty explain the job to the group.

RUSTY  
It's a privately owned home. But  
don't let that fool you. It's  
extremely well-protected.

A photo of a four-story canal house is displayed on a flat  
screen connected to Livingston's computer.

SAUL  
What are we after?

DANNY  
A document. A very old, very  
valuable document.

A photo labeled "The Vanderspeigle Getuigschrift" is  
displayed on screen.

VIRGIL  
What is it?

RUSTY  
A stock certificate.

DANNY  
The first one ever issued, from the  
first corporation on the planet.  
The Dutch East India Trading  
Company. It's the only one of it's  
kind and it's worth a boat-load.

TURK  
What's our cut?

RUSTY  
2.7 million after expenses.

A beat. Turk seems confused...

(CONTINUED)

TURK  
Each?

VIRGIL  
Who negotiated this?

Danny and Rusty look at Linus,

LINUS  
Thanks.

LIVINGSTON  
What do we know so far?

DANNY  
There's a dummy key pad by the  
front door.  
(points to a diagram)  
But the alarm is really controlled  
by the keypad in Mr.  
Vanderspeigle's second floor  
office. Now, here's good news: we  
already know the system's master  
code. Evelyn gave it to us.

FRANK  
That's not good news, that's really  
good news.

VIRGIL  
We just wait until he leaves.

DANNY  
Yeah, well...that's the bad news.

RUSTY  
He doesn't.

Frank flinches. Doesn't like what he's hearing.

DANNY  
He's agoraphobic.

Shots of their mark, Vanderspeigle, being an agoraphobic  
weirdo.

LIVINGSTON  
So he's never been out of his  
house? Ever?

RUSTY (V.O.)  
Not once since he moved in ten  
years ago.

SAUL (V.O.)  
Doesn't this guy believe in fresh  
air?

RUSTY (V.O.)  
Cracks his windows at  
night...that's about it.

When Vanderspeigle cracks his window we see that locking pins  
fall into place to prevent the window from opening more than  
a few inches.

LIVINGSTON (V.O.)  
Can we tap into the system from the  
outside through the phone lines?

RUSTY (V.O.)  
Negative. It's a closed-loop  
system with two redundant servers  
locked into titanium cases in the  
guy's bedroom.

47A We SEE the servers in Vanderspeigle's bedroom.

47A

BASHER (V.O.)  
Could we use a remote device to  
trigger the panel?

DANNY (V.O.)  
It's hard-wired and shielded.

48 INT. HOTEL SUITE -- THE PLANNING SESSION (CONTINUOUS)

48

TURK  
Guys, am I missing something here?  
We know his damn code, right?  
You're telling me with that much  
information we can't find a way  
into this freak's house?

Frank flinches again. He seem to be reacting to the term  
"freak."

TURK  
Can't we just get a telephone  
repair truck...

49 AMSTERDAM PLANNING MONTAGE (CONTINUOUS)

49

TURK (V.O.)  
...put the basket up and use a  
telescoping rod through the open  
window to tap out the guy's code?

Turk's idea plays out as it is in his MIND'S EYE, until:

RUSTY (V.O.)  
The street in front of the house is  
blocked off to vehicles.

DANNY (V.O.)  
And it's covered by five  
independently-wired surveillance  
cameras....

RUSTY (V.O.)  
Monitored 24-hours a day by a  
security company.

We SEE the security arrangements they describe.

50 INT. HOTEL SUITE -- THE PLANNING SESSION (CONTINUOUS)

50

SAUL  
God, this guy really is a freak.

BASHER  
Crazy freak.

Frank reacts again to the term "freak." It really bothers  
him. Danny notices.

DANNY  
Something wrong?

FRANK  
Just...don't call the guy a freak,  
okay?

Everyone turns and looks at Frank like he's a freak.

FRANK (cont'd)  
What?

The entire room is staring at him.

(CONTINUED)

FRANK (cont'd)  
What?! I mean, am I the only one  
here who feels funny about stealing  
from a...a...handicapped guy?

Danny looks to one side of the room...then the other.

DANNY  
Yeah.

The rest of the room agrees. Matter closed. Everyone just  
turns back to what they're doing.

DANNY (cont'd)  
Okay, so we know what we can't  
do...

Frank stews.

DANNY (cont'd)  
Time to think outside the box,  
guys.

A beat. Everyone thinks. Then:

LINUS  
Okay, here's something...I've got  
an idea...suppose we--

RUSTY  
No.

LINUS  
Well, but how--

RUSTY  
There's a Goldmann Grid over the  
entire surface.

Linus looks at him.

RUSTY (cont'd)  
Is that what you were thinking  
about?

Linus nods.

DANNY  
(sudden idea)  
But....

RUSTY  
--Well, that's different.  
Especially if we--

Rusty makes a circular motion with his finger and then stops it with his other hand.

DANNY  
Right.

LINUS  
What?

RUSTY  
(quick aside to Linus)  
A Schuman Special.  
(then to Livingston)  
Livingston--

LIVINGSTON  
Absolutely. I mean, I'd need a day  
to--

RUSTY  
You'll have three. Basher?

BASHER  
No worries.

RUSTY  
Virgil, Turk.

VIRGIL.  
Just gotta get the gear.

TURK  
Sweden.

RUSTY  
Yen?

Yen says something in Chinese.

RUSTY (cont'd)  
What, and give up show business?  
Saul--

SAUL  
I know, I know. I'll be bored.  
You'll be fine.

(CONTINUED)



50                   "Clowns Can't Sleep"                   33.  
CONTINUED: (3)   50

                  RUSTY  
                  Clock's running.

Everyone gets up and leaves. Within seconds, Linus is alone, standing in the middle of the room.

                  LINUS  
                  What's a Schuman Special?

51    INT. HOTEL SUITE -- THE PLANNING SESSION -- NIGHT                   51

Livingston uses a mock up of the alarm panel as a visual aid.

                  LIVINGSTON  
                  (to Basher)  
                  Your shot has to hit directly above  
                  the keypad.

52    AMSTERDAM PLANNING MONTAGE (CONTINUOUS)                   52

We see Basher rehearsing the shot. He can't get a clear shot of the target. In fact, he can't see it. He turns to Saul.

                  BASHER  
                  Let me see the specs.

Saul pulls a well-worn copy of the alarm system blueprint. Basher goes to the height of the alarm keypad in the bedroom. It's 4' 10".

                  BASHER  
                  How tall is the surface of this  
                  roof?

                  SAUL  
                  About 87 feet.

                  BASHER  
                  How tall exactly?

53    INT. HOTEL SUITE -- DAY                   53

Danny looks at a diagram of the safe they'll have to crack when they get inside Vanderspeigle's house, the safe that contains the "Vanderspeigle Getuigschrift". Everyone but Linus and Rusty are here.

But then Rusty comes in.

(CONTINUED)

RUSTY  
You're not going to believe this.

DANNY  
Try me.

RUSTY  
We don't have line-of-sight.

DANNY  
What?

RUSTY  
We tried everywhere. Some places  
we're only three or four inches  
off...but...there's no straight  
shot. Even with Basher. It's  
literally impossible.

Linus enters, out of breath. Seeing everyone, he goes to  
Danny and Rusty.

LINUS  
Can I talk to you guys for a second?

They nod and allow Linus to pull them into the corner. Linus  
looks over at the group and then turns to 'them.

LINUS  
Listen, I've done a little research  
on the Schuman Special, and uh...we  
don't have line of sight for the  
shot.

DANNY  
What?

RUSTY  
Jesus. This'll kill us.

DANNY  
(to Linus)  
Listen: Don't say anything. If  
you're ever going to run your own  
crew, you've got to remember to  
never show weakness.

RUSTY  
It's like blood in the water for  
these guys.

(CONTINUED)

DANNY  
If they think you're slipping, you  
won't even see it coming.

Linus swallows.

RUSTY  
But hey--thanks.

Linus nods and goes back to the group.

RUSTY  
(to Danny)  
I need some air.

Rusty and Danny walk along the adjacent road.

DANNY  
The Swinging Priest?

RUSTY  
Not enough time.

DANNY  
Crazy Larry.

RUSTY  
Too many variables.

DANNY  
Robinov's Revenge?

RUSTY  
Too many obstacles.

DANNY  
The Soft Shoulder.

RUSTY  
Not enough people.

DANNY  
Baker's Dozen.

RUSTY  
We'd need a woman.

DANNY  
Hell in a Handbasket.

RUSTY  
Can't train the cat that quickly.

DANNY  
I can't have my wife watch me  
hailed off in handcuffs again.

RUSTY  
It's always about you, isn't it?

DANNY  
This like running toward a cliff.  
Speaking of which, how's Isabel?

RUSTY  
I have no idea what you're talking  
about.

DANNY  
You get the tattoo removed?

RUSTY  
Given its location, my doctor  
advised against it.

Rusty stops walking. Danny continues, then notices he is  
alone. He turns back to Rusty.

DANNY  
What are you doing?

RUSTY  
We're here.

DANNY  
Oh.

As Danny and Rusty enter the hotel, Rusty trips on the steps.

DANNY  
Nice.

Rusty bends down to look at the step. He notices that one  
tile on the edge of the step has lost some mortar. He touches  
the tile and watches the lip rise up and down, up and down,  
as though it's cantilevered.

SAUL  
You want to do what?

REVERSE to REVEAL Rusty and Danny.

RUSTY  
Tilt it. Raise it slightly.

SAUL  
The whole house?

RUSTY  
It's only a few inches.

BASHER  
Then I'll have line-of-sight.

FRANK  
We can't tilt a whole house.

VIRGIL  
They did it with the Leaning Tower  
of Pisa.

RUSTY  
Exactly.

SAUL  
It took three hundred guys two  
years to do that. You're crazy.  
Nobody's ever done anything like  
this.

RUSTY  
Not true. Palowski did it in '64  
in Venice and '73 in Istanbul.

SAUL  
Really?

LIVINGSTON  
And he only had a crew of six.

RUSTY  
There are thirty pylons. We cut  
them, insert the jacks, and crank.

BASHER  
For nineteen hours. Here's the  
order in which they have to be  
done.

56 EXT. VANDERSPEIGLE'S HOUSE -- NIGHT 56

It is pouring rain. From across the canal, we MOVE towards Vanderspeigle's house, favoring a barge moored just out front. Then, instead of moving over the barge, we PUSH THROUGH its hull to--

57 INT. BARGE HULL 57

FIND Frank and Livingston inside manning a series of industrial water pumps. They're grimy and covered in sweat. Rain drips through the deck above them.

LIVINGSTON

So, Basher approached me about being on a crew.

FRANK

When?

LIVINGSTON

Yesterday.

Frank thinks about that.

Yen pops his head out from a small tube and says something in Chinese.

Frank shrugs...doesn't understand. Yen tries again.... This time he enunciates very clearly and talks very loudly (like Americans do when foreigners don't understand English).

Frank nods, starts turning the handle of the water pump in the opposite direction. Yen climbs down out of the tube. Then he climbs back up the tube. He picks up a jack in the corner. Climbs back in the tube.

58 INT. UNDER VANDERSPEIGLE'S HOUSE - NIGHT 58

We FOLLOW him as he climbs through the tube and emerges underneath Vanderspeigle's house, inside its foundation.

The thirty pylons extend from the base of the house into the swamp it sits atop of. There is little space between the swamp level and the house. Runoff from the rain outside drips everywhere.

(CONTINUED)

FIND Danny and Rusty struggling to place a hand-cranked jack into a freshly cut space in one of the timber pylons. They are covered in muck and grime

RUSTY  
The good news is, after the first twelve hours, I stopped being able to smell anything.

DANNY  
Took a few more for me.

RUSTY  
This water was stagnant six hundred years ago.

FIND the Malloys, thirty feet away, using a fancy underwater saw to cut a space in another pylon. Because the cutting is taking place underwater it is extremely quiet.

VIRGIL  
There's no reason for him not to. He would go to the cops.

TURK  
Okay, so he goes to the cops.

VIRGIL  
Then they arrest Dominique.

TURK.  
Right.

VIRGIL  
Then we have no story.

TURK  
Right.

LINUS  
She steals the money from Mr. Mulroney.

They turn to look at Linus, sawing nearby.

TURK  
What?

VIRGIL  
Why would she?

(CONTINUED)

LINUS  
To pay Franklin to keep quiet.

Turk and Virgil think about that. Linus keeps sawing.

TURK  
That's good.

59 INT. APARTMENT ACROSS FROM VANDERSPEIGLE'S HOUSE -- NIGHT 59

Basher and Saul sit in big cushiony chairs.

SAUL  
Counterfeiting? Me?  
(beat)  
I have to tell you, it's not  
something I condone. It's cheating.

BASHER  
It is cheating.

SAUL  
There's no subtlety to it.

BASHER  
It's kind of embarrassing.

SAUL  
No one I know...

BASHER  
I can't imagine anything like that.

A long beat. Then each of them reach into their jackets and produce \$20 bills. They exchange and examine the bills closely by eye. Satisfied, they trade them again and return them to their coat pockets.

SAUL  
Not bad.

BASHER  
Bolivia.

SAUL  
Diego's people?

BASHER  
Yeah.

(CONTINUED)



SAUL  
Well. Congratulations.

BASHER  
I told him about you.

SAUL  
I'm too old. That's dangerous. My  
stuff is cheap compared to that.  
It's just me and my gal, you know.  
What you're talking about is  
organized. But thanks, anyway.

60 INT. APARTMENT -- NIGHT

60

Frank sits watching TV. Livingston enters with groceries.

FRANK  
Jay Leno called.

LIVINGSTON

When are you gonna stop with that tired "white people can't be funny stuff"? It's so old, Frank, really. Do you want some orange juice? I got the good kind.

Just then they are interrupted by Danny's voice on a walkie-talkie.

DANNY (V.O.)  
Augie One, this is Condor.

61 UNDER VANDERSPEIGLE'S HOUSE

61

Rusty turns to Danny.

LIVINGSTON (V.O.)  
This is Augie One; Go Condor.

62 INT. APARTMENT -- NIGHT

62

DANNY (V.O.)  
We're fully cranked here. Let's go  
to phase two.

Livingston and Frank look at each other.

( CONTINUED )

62 "Clowns Can't Sleep" 42.  
CONTINUED: 62

FRANK  
Bring that orange juice.

63 EXT. ROOF -- NIGHT 63

Basher sets up his gear again. This time, when he raises the crossbow to check his shot, HE CAN SEE THE KEYPAD. Just barely.

He steadies himself. Saul knows that he's ready to take the shot. He speaks into a walkie talkie.

SAUL  
This is Gatsby. We're green here.  
Basher aims. The INSTANT he fires the shot we

CUT TO:

64 INT. EUROPOL HEADQUARTERS -- THE HAGUE -- DAY 64

A MALE SECRETARY (HESS) rushes through Europol's extraordinary Richard Meier-designed headquarters.

65 INT. AUDITORIUM -- DAY 65

Europol Agent ISABEL LAHIRI gives a presentation to seventy-five of her colleagues. With her on stage are a couple of seated HIGHER-UP TYPES. She's nervous.

ISABEL  
Let's discuss, briefly and to begin, with the category of "thieves", as distinguished from the larger category of what might be termed "hardened" criminals. The highest level, "master thieves," if you will, is a very small world. Between six and ten high-level crews are operating in Europe at any given time. Worldwide, no more than twenty. The most famous, Gaspar LeMarc, is either dead or retired, and the expectation is that no one will replace him. The good news is the trend is toward their extinction.

(CONTINUED)

The secretary enters the auditorium and walks toward the podium.

ISABEL  
For example: Anecdotal evidence  
suggest these people are personally  
insufferable.

The Higher-Ups look at each other; what did she just say?

ISABEL  
Their egos demand constant praise,  
and they embellish their exploits  
to anyone who will listen. They  
tell their own stories endlessly,  
provided of course, they are  
talking to a fellow thief or an  
intimate.

Many in the audience are now looking to each other, wondering  
if this is appropriate.

ISABEL  
Those who interact with them on a  
personal level are relegated to  
positions of total servitude, with  
no chance for growth or freedom.  
Their lives are treated as  
secondary. Many of them suffer from  
depression. It's a crime for which  
there is no law, and yet causes  
untold damage.

One of the Higher-Ups convinces the other to say something,  
but by now Hess the Male Secretary has reached Isabel and  
interrupts her by whispering into her ear. She balances.

ISABEL (cont'd)  
(amplified by the lectern  
mic)  
WHAT?

Isabel and Hess walk briskly through the ultra-modern  
hallway. He briefs her as they walk in a hushed voice. Then  
something he says stops her in her tracks.

Hess continues to explain something we can't hear. Then he  
pulls out some PHOTOS. Isabel leafs through them.

66 "Clowns Can't Sleep" 44.  
CONTINUED: 66

ISABEL  
That's impossible!

67 EXT. VANDERSPEIGLE HOUSE -- CRIME SCENE -- DAY 67

Isabel arrives and is greeted by PAUL, a lead detective working the Vanderspeigle theft for the Amsterdam police department.

PAUL  
Thanks for coming. We can really  
use your help on this one.

His partner looks over at Isabel, who is wearing a skirt and pretty damn good shoes. The guy checks out her legs and looks away.

ISABEL  
I hope the scene hasn't been  
contaminated.

Isabel walks away. Moments later, she enters the house with the lead detective.

68 INT. VANDERSPEIGLE HOUSE - DAY 68

As soon as she's inside she's all business.

ISABEL  
No forced entry.

PAUL  
Not that we can find.

69 UPSTAIRS -- VANDERSPEIGLE'S HOME OFFICE 69

Isabel looks around Vanderspeigle's home office. Behind a fake bookcase is a small room which contains the safe. In the other direction is Vanderspeigle's bedroom.

PAUL  
(nods)  
We can't figure out how they  
disabled the alarm. We thought  
maybe they tried to short it out  
somehow.

(CONTINUED)

ISABEL  
No, that would have triggered the  
system.

Isabel goes to the alarm pad. Pulls the face plate off,  
examines the inside.

ISABEL (cont'd)  
And damaged the circuits.

PAM  
Well, then I don't know how they  
got in.

ISABEL  
They had to have known the code.

She moves on to look in the mark's BEDROOM.

PAUL  
(calls to her)  
We considered that, but the mark  
swears that nobody in the world  
knew the code except him. He  
programmed the last seven steps of  
the system himself. He set it and  
never left the house again. When he  
dies, we'll probably have to  
physically cut all the power lines  
to the house to get it off line.

Isabel examines the computer brain of the alarm system which  
was locked inside a titanium case in Vanderspeigle's bedroom  
closet. She answers the detective almost as an afterthought.

ISABEL  
There are other ways to get the  
code.  
(to herself)  
Closed loop. Redundant servers.  
Titanium encasement. Not bad.

The lead detective enters the bedroom.

PAUL  
Like what?

Again, Isabel is inside her own mind. She's really just  
answering the detective's questions out of courtesy.

(CONTINUED)

ISABEL  
Uh...well, they probably set up in  
a house across the canal and  
watched him type the code in  
through a pair of binoculars.

We GO WITH HIM as he walks back into the office. He stands  
at the alarm panel and pretends to type in the code. He  
twists around and looks out the window behind him.

PAUL  
(calling to Isabel in the  
bedroom)  
Actually, I don't know about that.

Isabel re-enters the office.

PAUL (cont'd)  
Unless he had a habit of typing in  
the code like this--

He stands to the side of the panel and reaches over to type  
in the numbers. It's an obviously unnatural position. Then  
he moves in front of the panel and types in the code as one  
normally would.

PAUL (cont'd)  
--then his body would block the  
view from across the canal.

ISABEL  
That's why they probably set up  
over there--

She points out an adjacent window on another wall.

ISABEL (cont'd)  
--And used the mirror.

She points at a small mirror on the opposite wall. The  
detective bends down so his eye is at the level of the  
keypad, then he looks in the mirror. He can see directly  
across the canal into another house.

ISABEL (cont'd)  
I'm guessing they'd need a fifteen  
hundred millimeter lens to get a  
clear shot but--

But Isabel's already moved on. Something has caught her  
attention just above the alarm panel: a patch of paint that  
is shinier than the paint that surrounds it.

(CONTINUED)

"Clowns Can't Sleep" 47.

69 CONTINUED: (3) 69

Isabel puts her finger to her tongue to wet it, then touches the shiny area. When she pulls her finger away there is paint on it.

Isabel cocks her head.

70 MIND'S EYE (ISABEL) -- THE NIGHT BEFORE 70

A black-clad thief (LINUS) uses a paint brush to touch up the wall above the alarm keypad.

71 BACK TO SCENE -- THE CRIME SCENE 71

The lead detective watches Isabel intently.

PAUL

What is it?

Isabel uses the blunt end of a letter opener from Vanderspeigle's desk to gently dig at the wall under the paint. The plaster there is soft and wet. In fact it isn't plaster at all. It's spackle.

PAUL (cont'd)

What is that?

Isabel cooks her head again.

72 MIND'S EYE (ISABEL) -- THE NIGHT BEFORE 72

THUNK! A crossbow bolt hits the wall above the alarm panel.

73 BACK TO SCENE -- THE CRIME SCENE 73

ISABEL

It's where the crossbow bolt hit.

PAUL

A crossbow bolt?

ISABEL

Ever heard of Franz Schuman?

PAUL

No.

(CONTINUED)

Isabel is at the window. The one that Vanderspeigle leaves cracked open every night. Isabel looks across the canal at the apartment where Basher and Saul were playing cards.

ISABEL  
They would have fired from that roof. Through this open window.

Isabel kneels down, checks the line-of-sight to make sure she's correct.

PAUL  
From that roof, through this window? Nobody could make a shot like that.

ISABEL  
Not a cop, anyway.

PAUL  
What's that supposed to mean?

ISABEL  
Sorry. Your friend downstairs put me in a bad mood.

PAUL  
He's an idiot. You shouldn't let him bother you.

ISABEL  
Yes. You're right.

Isabel pulls out a notepad and writes the name: "Eugene 'Basher' Tarr." There are two names above Basher's in her little book: "Robert Ryan" and "Danny Ocean."

ISABEL (cont'd)  
But these man are exceptionally good. Even when they make mistakes.

A bolt flies through Vanderspeigle's open window and hits the wall above the alarm pad. Two thin wires are attached to a tiny wheel, which is attached to the back of the bolt. The wires run back to the window of the apartment across the canal.

Inside that apartment: the wires end in another tiny wheel which is mounted on a large tripod for stability.



74 "Clowns Can't Sleep" 49.  
CONTINUED: 74

In effect the group now has a mini-clothesline running between the alarm pad and the apartment across the canal.

Livingston attaches a device designed to fit directly over the number pad of Vanderspeigle's keypad to the "clothesline" that runs across the canal.

75 BACK TO SCENE -- THE CRIME SCENE 75

Isabel writes: "Livingston Dell?" Underneath Basher's name in her notebook.

76 MIND'S EYE (ISABEL) -- THE NIGHT BEFORE 76

Livingston's device is shuttled across the canal, through Vanderspeigle's cracked window and right to the alarm panel. Magnets on the side of the device cause it to snap into place over the top of the keypad. Livingston then types a six-digit code into a remote keypad. His keypunches are mimicked by the remote device. Vanderspeigle's alarm shuts off.

Downstairs: From inside we see the front door lock picked. The door swings open.

77 BACK TO SCENE -- THE CRIME SCENE 77

Isabel nods her head. There's a slight smile on her face. The smile of admiration, respect in another's skills.

ISABEL  
When did he get up and notice the  
certificate was gone?

PAUL  
The alarm woke him at 4:20 am.

ISABEL  
But the alarm would have been--

She stops. And smiles to herself.

ISABEL (cont'd)  
Oh... Oh, I know what happened.

PAUL  
What?

Isabel quickly glances around the room. Her eye lands on the floor near the false bookcase.

(CONTINUED)

"Clowns Can't Sleep" 50.  
77 CONTINUED: 77

On some dark lines in the crevices where the floor boards meet. She kneels down for a closer look.

ISABEL  
There was someone else.

PAUL  
Someone else.

78 MIND'S EYE (ISABEL) -- THE NIGHT BEFORE 78

Danny and Rusty come through the front door. They are followed by Linus. All of them are soaking wet from 24 hours in the swamp under the house, and the last few minutes in the pouring rain outside the front door. The group silently slips up the stairs.

ISABEL (V.O.)  
Oh, I wish I could've have seen that.

79 INT. VANDERSPEIGLE OFFICE - NIGHT 79

They enter Vanderspeigle's office. You can hear him snoring in the other room. Danny and Rusty quickly, carefully remove the crossbow bolt from the wall and take it to the window. They drop it (and the attached wires) to the Malloys, who are waiting on the street below.

Meanwhile Linus spackles the hole in the wall and paints over the spackle.

Danny and Rusty turn to see that Linus is finished. They hand-signal each other like Special Forces guys do, then move towards the bookcase on the adjacent wall.

ISABEL (V.O.)  
That must have really been something.

Suddenly:

DANNY  
Wait! Wait! Shhhh!

Everyone freezes. Danny puts his hand up to his ear to try to listen for the sound he thought he heard. We hear the faint sound of somebody singing to themselves.

Danny and Rusty quickly realize it's coming from behind the bookcase. What the hell?

(CONTINUED)

They yank open the false bookcase to reveal a handsome Frenchman who has just finished cleaning out the contents of Vanderspeigle's safe.

Danny and Rusty stare at him. He turns around and sees them, but if he's bothered in the slightest he sure isn't showing it. Danny approaches him. This exchange is whispered with a great amount of drama at very close range.

DINNER JACKET  
Can I help you?

DANNY  
Yeah. What the hell are you doing?

DINNER JACKET  
I am getting here first.

Just then, Frank and Yen arrive. The Frenchman looks them over.

RUSTY  
This is our score.

DINNER JACKET  
I am here before you.

FRANK  
(joining)  
We let you in the house! Somehow you got in after we hit the code but before we got to the door.

DINNER JACKET  
That's thirty seconds. How could I know which exact thirty seconds I had? Unless I knew you plan. Could I have known your plan? Do you have a snitch in your group?

DANNY  
No.

RUSTY  
We don't.

DINNER JACKET  
Yes, I know you don't. Because I saw, the whole thing from that chair. I knew you were around, but I had my own plan.

Yen says something in Chinese.

(CONTINUED)

DINNER JACKET  
There's really no need for that.

Danny wants to raise his voice, but he can't. Vanderspeigle is snoring twenty feet away.

DANNY  
Listen, we have to come to some arrangement.

LINUS  
We've incurred some very serious costs here.

Danny and Rusty look at him.

LINUS  
Well, we have.

The Malloys arrive.

DINNER JACKET  
Every second I am becoming more outnumbered.

VIRGIL  
(whispering, re: Dinner Jacket)  
Who's this?

FRANK  
He said he got here first.

VIRGIL  
That's bullshit.

RUSTY  
Hey. Mouth.

VIRGIL  
This is our goddamned job!

He sounds as angry as a guy who's whispering can sound.

LIVINGSTON  
If the situation were reversed--

DINNER JACKET  
But the situation is not reversed. The situation is that I am here first, without any help from you.

(CONTINUED)

Livingston arrives, soaking wet like everyone else.

DINNER JACKET  
So as much as I would--

Basher and Saul arrive.

DINNER JACKET  
Jesus, how many of you are there?

DANNY  
Just give us the stock certificate.  
Whatever else you took out of that  
safe...it's yours.

Dinner Jacket stops. Thinks for a moment. Then:

DINNER JACKET  
No. But: I leave you with  
something.

He hands Danny a business card.

DINNER JACKET  
My attorney. In case Evelyn's  
employer tries anything...well,  
anything.

Dinner Jacket smiles, then pulls a tiny electronic device out  
of his shirt pocket. He presses a button.

And the alarm blares to life.

Paul stares at Isabel.

PAUL  
Are you sure?

ISABEL  
I'm sure there's another scenario  
that would fit these physical  
details, but I don't know what it  
is.

PAUL  
Where should we start?

Isabel takes out her PDA, writes something on her keypad, and  
hits a few buttons. A second later, Paul's BEEPER goes off.

80 "Clowns Can't Sleep" 54.  
CONTINUED: 80

ISABEL  
You can start by picking that guy  
up.

81 INT. AMSTERDAM HOTEL SUITE -- DAY 81

The group sits around looking depressed.

VIRGIL  
Who the hell was that guy?

FRANK  
It's going to get out, you know.  
People are going to find out.

BASHER  
Somebody must know this bloke's  
name.

LIVINGSTON  
The question is who trained him. He  
got into that place alone.

DANNY  
He says.

FRANK  
I believed him.

SAUL  
(unsettled)  
You think he's better than us?

FRANK  
I'm not saying anything, but the  
man was sitting there, waiting for  
us.

LINUS  
Do you think the cops even know who  
this guys is?

RUSTY  
Please. That guy's never even seen  
a cop.

TURK  
Maybe he works with the cops.

(CONTINUED)

	"Clowns Can't Sleep"	55.
81	CONTINUED:	81

  

	SAUL	
	You don't work with the cops unless you absolutely have to. And not even then.	
	BASHER	
	Either way, he's got to have a name.	
	LIVINGSTON	
	It can't be that hard to find out who this guy is. Like I said, somebody trained him. Who trains the best?	
	DANNY	
	LeMarc. (to Rusty) Right?	
	RUSTY	
	If he's not dead.	
	LINUS	
	Who's LeMarc?	
	Stunned silence from the guys. They won't even respond. Yen says something.	

  

82	EXT. POLICE HEADQUARTERS -- DAY	82
	Isabel arrives.	
83	INT. POLICE HEADQUARTERS -- DAY	83
	Isabel is waiting to be processed. Eventually, she is directed down a hallway.	
84	INT. INTERROGATION ANTEROOM -- DAY	84
	We LOOK through a one-way mirror into the interrogation room where detectives Onderdonk and Devenpeck are trying the bad cop / bad cop routine on Evelyn.	
	Isabel walks INTO FRAME and watches: Onderdonk slams his fist on the table. Davenpeck shouts in Evelyn's face. Evelyn just laughs.	

(CONTINUED)

Isabel shakes her head.

Frustrated and more exhausted than their detainee, the two detectives leave the interrogation room for the ante-room where Isabel is.

ONDERDONK  
Fucking stone.

DAVENPECK  
I'm not quitting.

ONDERDONK  
Who said quitting. I'm tired.

ISABEL  
Can I speak to him?

The two detectives look at each other.

DAVENPECK  
Who are you?

Isabel produces a signed document. They look at it, shrug, and give it back.

DAVENPECK  
Apparently, you can do whatever you want with him.

ONDERDONK  
Are you moving him?

ISABEL  
Oh no. I just need to speak with him. To get some information.

DAVENPECK  
We've been on him for six hours.

ONDERDONK  
With our best stuff.

DAVENPECK  
Our best stuff. In mind terms, we've been torturing this guy.

ISABEL  
I'm sure. I only need a moment, then I'll be out of your way.

(CONTINUED)



They shrug. Isabel goes into the room with Evelyn. We STAY WITH Onderdonk and Davenpeck, who watch her through the two-way mirror.

THROUGH THE MIRROR: Isabel walks right up to Evelyn, smiles, and whispers one word to him/her.

Evelyn's face freezes. He/she looks at Isabel, scared. Then he/she starts to weep. Uncontrollably.... Tears stream down his/her face.

Isabel hands Evelyn a sheet of paper and he/she begins to write.

Onderdonk and Davenpeck are dumbfounded. Isabel turns around so she's facing them.

85 INT. AMSTERDAM HOTEL SUITE -- NIGHT

85

The entire group, minus Danny, sits around glumly watching CNN International on the flat screen.

Danny is on his cell phone on the other side of the room.

DANNY (INTO PHONE)  
It's not a problem, it's a hiccup.  
It won't affect our schedule that  
much. I want to talk about you, not  
the job. How are you doing?

KNOCK-KNOCK-KNOCK. Something about it doesn't sound familiar. Danny moves into the big room.

Rusty is at the door, looking through the peep-hole. Rusty puts his head down. Clearly it isn't a stranger.

DANNY  
Tess, I've got to call you back.

He hangs up. KNOCK-KNOCK-KNOCK. Rusty indicates for Danny to get it.

DANNY  
Coming.

Danny opens the door to reveal ISABEL. She looks at Danny. He looks back at her. They don't say a word. Danny motions for her to come in.

(CONTINUED)

RUSTY  
(still glued to the TV)  
Who is it?

ISABEL  
(to Rusty)  
Hello, Robert.

Rusty spins to see Isabel.

RUSTY  
Isabel.

He crosses to her. STAY with the group for a moment.

LINUS  
"Robert?" Is that his real name?  
Virgil and Turk shrug.

LINUS  
How does she know that?

LIVINGSTON  
Ex-girlfriend.

BASHER & SAUL  
Fiancee.

86 ANGLE ON RUSTY AND ISABEL

86

The entire group is watching them.

RUSTY  
It's great to see you.

ISABEL  
Is it? Because you've been seeing a  
lot of me lately.

She hands a surveillance photo to Rusty.

ISABEL  
You were sitting in a Mercedes  
outside my apartment on Wednesday  
night.

She hands Rusty another photo. (These are the photos Hess the  
male secretary showed her at Europol HQ that we couldn't  
see.)

(CONTINUED)

ISABEL  
You were hiding in the bushes when  
I had lunch yesterday at Trattoria  
Bella.

She hands him a third photo. Looks at the fourth.

ISABEL  
This one...I'm not even sure where  
this one was taken, but I like it a  
lot. Very Ron Gallela.

She hands this photo to Danny. It's a picture of Rusty, with  
a dorky look on his face, peering out from behind a mailbox  
he's using as cover while he spies on Isabel.

ISABEL  
I mean, if I didn't know better I'd  
think you all came here to steal  
the Vanderspeigle Getuigschrift,  
also known as the world's first  
stock certificate.  
(to the group as a whole)  
You must have been so proud of  
yourselves. A Schuman Special. It's  
been awhile.  
(smiles at Basher)  
That was a very handsome crossbow  
shot, Eugene.

Basher winces at the sound of his real name. The group  
stares back at her. Can't believe this is happening.

ISABEL  
And the Palowski...whose idea was that?

She knows it was Rusty.

RUSTY  
We didn't steal anything.

ISABEL  
Oh...I know you didn't. Somebody  
beat you to it. One man. No crew.  
No back up. Tell me something --  
just so I can get the full picture  
in my head -- was he wearing a  
tuxedo? A white dinner jacket?

(CONTINUED)

BASHER  
(to Isabel)  
At least we saw him in the flesh.  
You'll never see this guy your  
whole life.

ISABEL  
So you know who he is?

DANNY  
Of course we know who he is.

ISABEL  
Well, then. I'll see you when you  
see him. To get your certificate  
back.

She takes the photo of Rusty peeking from behind the mailbox  
from Danny's hand.

She walks out. The group is frozen. Livingston is still  
looking at the pictures of Rusty following Isabel.

LIVINGSTON  
(to Rusty, re: the photo)  
Who's hat is that?

SAUL  
How did she-- That was--

DANNY  
(to Rusty)  
This is what I was talking about.  
This is exactly what I was talking--

RUSTY  
--I was just checking up on her. I  
knew she didn't want to see me. I  
was being polite.

TURK  
Where did she learn all that stuff?  
The Palowski stuff.

DANNY  
Her father.

VIRGIL  
He was a cop?

RUSTY  
Thief.

(CONTINUED)

LINUS  
Was he good?

DANNY  
Very.

FRANK  
Great.

VIRGIL  
What's the big deal? She's just  
some brilliant, pissed-off ex-  
girlfriend who's dad taught her  
every trick in the book.

SAUL & BASHER  
Fiancee.

TURK  
But did you see that display of  
emotion, handing out those  
pictures?

VIRGIL  
Totally unprofessional.

RUSTY  
She's passionate.

VIRGIL  
She's unbalanced.

RUSTY  
Her job is very stressful.

SAUL  
She could reduce her stress by  
leaving us alone.

DANNY  
We've got to slow her down.

Everyone agrees.

DANNY  
But first: We find our French  
friend and introduce ourselves.

FUNKY TRANSITION  
TO:

87 INT. EUROPOL HEADQUARTERS -- DAY

87

Isabel is talking to her superior.

ISABEL'S BOSS  
Twenty-four hours. You know that.

ISABEL  
I don't have twenty-four hours.  
They're there now. They'll lead me  
to him.

ISABEL'S BOSS  
You also know that you can go now,  
if you don't take your secretary.  
When there's liability, I need a  
document.

She nods.

88 INT. EUROPOL HEADQUARTERS HALLWAY -- DAY

88

Isabel exits.

HESS  
He said we can't leave until  
tomorrow because of liability  
issues and he needs a document.

ISABEL  
Yes.

HESS  
Thanks for trying.

ISABEL  
Let's share a car.

HESS  
That would be nice. Thank you.

ISABEL  
I can't believe they won't make an  
exception.  
(beat)  
I've got to find out who this other  
guy is.

CUT TO:

89 INT. MONTE CARLO CASINO -- NIGHT 89

Dinner Jacket (AKA FRANCOIS TOULOUR) wins a huge blackjack bet. The crowd reacts enthusiastically. A beautiful woman stands near him.

90 INT. MONTE CARLO CASINO -- NIGHT 90

The crowd around the blackjack table erupts as Toulour wins another massive bet. Note: The same dealer pays him off. The same crowd is watching. But Toulour is dressed in a different tuxedo, and a different woman is standing by his side.

ANOTHER BEAUTIFUL WOMAN  
Fantastic.

BASHER (V.O.)  
He did his first big job in 1989.  
Bundesbank, Berlin.

DANNY (V.O.)  
The fifteen million dollar one the  
day the Berlin wall fell?

BASHER (V.O.)  
He was nineteen years old.

91 INTERCUT -- INT./EXT. MONTE CARLO CASINO -- NIGHT 91

FOLLOW Toulour (in a different tuxedo, with a different beautiful woman) as he exits the casino.

92 EXT. MONTE CARLO CASINO -- NIGHT 92

When we PICK HIM UP on the exterior he is in another tuxedo with another woman.

ANOTHER BEAUTIFUL WOMAN  
Where do you want to go this  
weekend?

BASHER (V.O.)  
Bank Faltier, Paris 190 and again  
in '91.... Total take twenty-one  
million euros. Bank of Italy '92.  
Eighteen million. Danish Treasury,  
also 192. Twenty-two million.  
(MORE)

(CONTINUED)

"Clowns Can't Sleep" 64.  
 92 CONTINUED: 92  
     BASHER (V.O.) (cont'd)  
     Prado museum. Madrid '93.... The  
     Picasso. Estimated value--  
     SAUL (V.O.)  
     Hang on a second! He-- All of  
     them?!  
     LIVINGSTON (V.O.)  
     He's not done.  
     DANNY (V.O.)  
     Wait -- Prado Museum, the Picasso --  
     that was Moretti.  
 93 INTERCUT -- EXT. MONTE CARLO -- NIGHT 93  
     Toulour rockets his turbocharged Bentley into a tunnel.  
 94 EXT. MONTE CARLO TUNNEL - NIGHT 94  
     PICK HIM UP as he exits the tunnel in a new car, wearing a  
     new tux, with a new woman.  
     BASHER (V.O.)  
     He in Moretti. It's one of his  
     aliases.  
     RUSTY (V.O.)  
     Anything else?  
     BASHER (V.O.)  
     UDC bank in Geneva, '94. Nineteen  
     million in bearer bonds. The  
     Louvre --'95 and twice in '96.  
     Yen (in V.O.) says something in Chinese.  
     BASHER (V.O.)  
     He left a Post-It note on the Mona  
     Lisa that said "Bitch set me up."  
     LIVINGSTON (V.O.)  
     Tell them about Saint Tropez.  
     BASHER (V.O.)  
     In 2000, he stole the King of  
     Morocco's 230 foot yacht.  
     Vanished into thin air. Crew  
     surfaced a few days later in a life  
     raft. Couldn't remember a thing.

(CONTINUED)



94 "Clowns Can't Sleep" 65.  
CONTINUED: 94

SAUL (V.O.)  
How do you hide a two hundred foot  
yacht?!

BASHER (V.O.)  
If the King knows, he's not  
telling. He received it back a  
month later.

95 INTERCUT -- EXT. COTE D'AZURE -- NIGHT 95

Toulour. Another car. Another tux. Another beautiful  
woman. He pilots his convertible Maserati at high speed  
along the windy road.

ANOTHER BEAUTIFUL WOMAN  
How far is your house, Baron?

TOULOUR  
Twenty minutes by helicopter.

TURK (V.O.)  
One guy did all those jobs?

VIRGIL (V.O.)  
How'd he get all those aliases?

BASHER (V.O.)  
Until a month ago Interpol were  
convinced that the heists were the  
work of twelve different people.  
But not any more.

LIVINGSTON (V.O.)  
The French national police just  
gave him a nickname. "Le Renard  
Nuit" -- The Night Fox.

96 INT. HOTEL SUITE -- DAY 96

Danny rolls his eyes.

BASHER  
Scotland Yard said he's the new  
LeMarc.

RUSTY  
Scotland Yard never saw LeMarc.

97      INTERCUT -- EXT. PRIVATE HELIPORT -- NIGHT

97

A helicopter lands on a massive Lake Como estate. Toulour gets out. New clothes. New woman.

DANNY (V.O.)  
Personal information?

LINUS (V.O.)  
Some say he's one of these guys that thinks because he was born in a penthouse, he controls the elevator business. Others say he turned out okay when you consider how rich his parents were.

SAUL (V.O.)  
Taxes over here are brutal. People don't realize.

LINUS (V.O.)  
Father was a big-time industrialist, got into the cellphone market on the ground floor. Mother inherited. Had maids as a child. He's a public figure, people know who he is. He's been rumored to run for office in Spain, even though he doesn't appear to live there.

98      INTERCUT -- EXT. / INT. TOULOUR'S HOUSE -- NIGHT

98

Toulour, in new clothes, with yet another woman, unlocks several locks and disarms two alarms. The woman can't believe all the security he has.

ANOTHER BEAUTIFUL WOMAN  
What do you have in there, the Mona Lisa?

TOULOUR  
(as if)  
Please.

ANOTHER BEAUTIFUL WOMAN  
(doesn't miss a beat)  
You know what? I don't like that painting either. I don't like anything Van Gogh did.

(CONTINUED)

98 "Clowns Can't Sleep" 67.  
CONTINUED: 98

Toulour smiles and lets her in.

LINUS (V.O.)  
He's an avid golfer, pro-level  
tennis player, and inveterate  
gambler. But apparently his  
favorite pastime is....

Linus trails off.

99 BACK TO THE HOTEL 99

DANNY  
What?

RUSTY  
Spit it out, Linus.

100 INTERCUT -- INT. TOULOUR'S VILLA -- NIGHT 100

A tableau shot looking into the bedroom. ANOTHER BEAUTIFUL  
WOMAN joins Toulour in his bedroom.

101 INT. AMSTERDAM HOTEL SUITE -- DAY 101

LINUS  
He's rarely alone. I think it's a  
compulsion. I have a list of names  
here...it was just the first week.

DANNY  
All right, moving on, is there  
anything else we need to know about  
this guy before we--

BASHER  
Did we forget to mention he's a  
Viscount?

DANNY  
A what?

LIVINGSTON  
Viscount. As in nobility.

(CONTINUED)

101 "Clowns Can't Sleep" 68.  
CONTINUED: 101

DANNY  
(cannot take it anymore)  
Last time I checked titles like  
that went out with a little number  
I like to call the French  
Revolution--

BASHER  
Spain.

DANNY  
What?

BASHER  
His title. It's Spanish. Mother's  
cousin.

102 INTERCUT -- INT. TOULOUR'S BEDROOM -- DAWN 102  
Toulour crawls out of bed. Wonders who the woman next to him  
is.

103 BACK TO SCENE -- INT. AMSTERDAM HOTEL SUITE -- DAY 103

DANNY  
He may be the greatest thief in  
Europe. He may have slept with  
half of the EU. He may be a  
Casanova with the soul of a  
starving artist. It doesn't matter.

104 INTERCUT -- INT. TOULOUR'S HALLWAY -- DAWN 104  
Toulour comes downstairs in his bathrobe.

105 BACK TO SCENE -- INT. AMSTERDAM HOTEL SUITE -- DAWN 105

DANNY  
There's something he cares about.  
There's something he can't live  
without.

106 INTERCUT -- INT. TOULOUR'S HOUSE -- DAWN 106  
Toulour reaches the base of the stairs and stops dead in his  
tracks. He looks ahead of him to a wall covered with  
paintings. One painting is clearly missing.

(CONTINUED)

106 "Clowns Can't Sleep" 69.  
CONTINUED: 106

All that remains are the dust/fade marks on the wall to indicate that it had been there.

He walks up to the wall and smiles -- certainly this will be an interesting day. He's actually been cheered up by this.

107 EXT. TOULOUR'S VILLA -- DAY 107

Toulour in playing a hard-fought game of tennis. His opponent (EDMUND) bangs a great shot. Toulour gets there and smacks it back. Edmund dives for the ball, just gets it back over the net. But Toulour is waiting and hits a kill shot.

EDMUNDS  
Are you on steroids?

Toulour laughs.

EDMUND  
Let's try again. Give me five games this time.

TOULOUR  
You are worse than Sampras. You should be paying me.

A BUTLER arrives.

BUTLER  
(in French)  
Pardon me, sir.

He hands Toulour two business cards. One says "Daniel Ocean," the other "Rusty Ryan."

BUTLER  
(in French)  
Two gentlemen. They say they met you in Amsterdam last week.

TOULOUR  
(in French)  
Put them on the veranda and get them a drink. I'll be right up.

108 EXT. VERANDA -- DAY 108

Danny and Rusty look out over Lake Como. Toulour arrives.

TOULOUR  
(to Danny)  
Rusty.  
(MORE)

(CONTINUED)



109 "Clowns Can't Sleep"  
CONTINUED:

71.  
109

TOULOUR  
Please. Call me Baron.

DANNY  
We came here for the Vanderspeigle  
certificate--

TOULOUR  
That's not for sale.

DANNY  
Your Degas is worth three times  
that. You want your painting back,  
you're going to have to trade.

TOULOUR  
You actually expect me to believe  
that you are in possession of my  
Degas? You are living in a...in a  
bubble.

Toulour looks at them and walks away.

CUT TO:

110 INT. LAKE COMO HOTEL SUITE -- DAY

110

Rusty and Danny stand with the rest of the group.

BASHER  
He used the word "amateur"?

Rusty and Danny nod reluctantly.

VIRGIL  
You said we could show him the  
painting right, to prove that we  
had it.

DANNY  
Yes.

RUSTY  
He still wouldn't trade.

Yen says something.

FRANK  
We need to teach him a lesson.

(CONTINUED)

TURK  
Absolutely.

DANNY  
All right, let's stay calm.  
We don't need to over-react here.  
He said some disrespectful things,  
that's true. But why antagonize  
this guy? Why get into something  
with him? He's young and he's  
filthy rich, and he's got time on  
his hands. We don't want to become  
his Betty noir. We can just fence  
his painting and earn a lot more  
than we would have from the  
certificate.

BASHER  
It's about reputation. You said so  
yourself. We have to get that  
certificate to Evelyn's buyer or--

DANNY  
We'll make enough selling the Degas  
to pay off her buyer--

FRANK  
Then why did you make that trip  
down there in the first place, if  
you didn't want to get into  
something?

DANNY  
Saul?

SAUL  
Turn his name over to Isabel. In  
exchange for getting off our backs.

Tough one to swallow.

SAUL  
Short of that...the only  
appropriate response is to steal  
his next job right out from under  
him. Just like he did to us.

TURK  
We don't even know our next job.

DANNY  
We got ten million in that closet.

(CONTINUED)



110 "Clowns Can't Sleep" 73.  
CONTINUED: (2) 110

Danny points at the closet in the room.

DANNY  
I cash in the Degas, take a moment  
to think about our next move.  
Toulour isn't going anywhere. You  
guys are hyping him too much,  
you're letting him get inside your  
head.

Everyone agrees.

Danny opens the closet.

There's a picture frame in there, but NO PICTURE. It's been  
stolen by Toulour.

We hear the SOUND OF A CASE BEING SHUT AND LOCKED.

111 INT. PARIS BUILDING -- DAY 111

We see a SMALL, SECURE BOX being transported to a heavily  
secured truck.

112 EXT. PARIS BUILDING -- DAY 112

The truck exits the building and drives down a street with  
security MOTORCYCLES surrounding it.

113 EXT. PARIS FREEWAY -- DAY 113

The motorcade heads for the private airport.

The secure box is loaded onto a plane as Isabel and her male  
secretary Hess exit a plane nearby.

114 INT. CAR -- DAY 114

Isabel and Hess heading into Paris.

ISABEL  
Why do I need to see all these  
guys? When I tracked the Munch  
down in Sweden I got all the  
approvals I needed with one phone  
call.

(MORE)

(CONTINUED)

114 "Clowns Can't Sleep" 74.  
CONTINUED: 114

ISABEL (cont'd)  
With Lenin's shaving kit the  
Russians brought me in and it took  
a single signature and I got it at  
the airport a minute after I  
arrived. What's so goddamned  
special about the French?

Hess gives her a look as though she should know better.

HESS  
Without their signatures, you can't  
do anything. You can't pull the  
suspects over, you can't do  
surveillance on them, you're not  
even allowed to contact them.  
They're real sticklers about  
sovereignty issues here.

115 INT. PARIS BUREAUCRAT'S OFFICE -- DAY 115

The Bureaucrat looks at Isabel. All of her.

INSPECTOR  
Isabel, I couldn't possibly sign  
those documents in good conscience  
without talking to you about the  
case in detail. I realize you're in  
a hurry and my schedule for the  
rest of the day is quite full, so  
perhaps, if you're interested in  
being expedient, we could discuss  
the case...over dinner.

116 INT. SEDAN -- DAY 116

Isabel sits in the back with Hess.

HESS  
Foucquet's at eight-thirty.  
Apparently their's a private room.  
Better bring your kevlar.  
(to the driver)  
Don't stop for that.

117 EXT. PARIS STREET--DAY 117

The driver accelerates through a yellow/red light, almost  
hitting DANNY AND TOULOUR

Who deftly avoid getting crushed.

(CONTINUED)

DANNY  
That's not how I want to go.

TOULOUR  
No.

They walk on.

TOULOUR  
Very theatrical of you...asking to  
meet here. Like we're spies  
meeting to do an exchange.

DANNY  
Why are you doing this to us?

TOULOUR  
Doing what?

DANNY  
This is a game for you. For us it's  
survival. Are you that bored? I  
mean...

TOULOUR  
No. I wouldn't do that. No... The  
truth is...I made a bet. Or maybe a  
better word is a "wager".

DANNY  
What kind of wager?

118 EXT. PARIS CAPE -- DAY

118

Danny and Toulour sit across from each other. The bottom  
quarter of the Eifel tower is visible in the background.

TOULOUR  
A gentlemen's wager with a friend  
of mine -- my mentor. A few months  
ago we were at his winter place in  
Nicaragua and another guest  
referred to me as "the greatest  
thief in the world." I didn't  
object, obviously, but my mentor  
fell silent. Later I asked him  
about it. He said if I really  
wanted to say I was the best  
thief...I'd have to prove I was  
better than the eleven of you.

(beat)

(MORE)

(CONTINUED)

118                   "Clowns Can't Sleep"                   76.  
118   CONTINUED:                   118

                  TOULOUR (cont'd)  
          You know, the Benedict job made  
          waves, even all the way over here.  
          16.3 million dollars. That's a lot  
          of money.

                  DANNY  
163.

                  TOULOUR  
          Sorry. 163. Before you were found.

119   INT. ARAB MUSEUM ROOFTOP FUNCTION ROOM -- DAY                   119

                  TOULOUR  
          Yes, 163 million is a lot of money.  
          It attracts attention. So, in a  
          way, you brought this problem with  
          me on yourselves. You're victims  
          of your own success.

                  DANNY  
          Here's what I'm going to do. You  
          tell me the name of your mentor.  
          I'll call him up and I'll tell him  
          that you're the greatest thief in  
          the world...that I accept that to  
          be true.... And in return...you  
          leave us alone, let us go about our  
          business. How about that?

                  TOULOUR  
          He said you'd probably say  
          something like that -- but he said  
          you'd probably have your fingers  
          crossed when you said it.

Danny frowns, pulls his hand out of his pocket.

                  TOULOUR (CONT'D)  
          So in this situation -- for the  
          purposes of my wager -- words  
          aren't good enough. I have to  
          prove this on the ground.

                  DANNY  
          This mentor of yours...was he a  
          good thief in his day?

                  TOULOUR  
          Who, LeMarc?

(CONTINUED)

119 "Clowns Can't Sleep" 77.  
CONTINUED: 119

Danny swallows.

DANNY  
Yeah. Him.

120 INT. PARIS HOTEL ROOM -- DAY 120

Angle on the group -- they're slack-jawed.

LIVINGSTON  
Who?

Yen says something.

RUSTY  
I thought so too.

SAUL  
LeMarc. The LeMarc.

Danny nods.

SAUL  
God hates me. He hates all of us.

FRANK  
Hell, this could go on forever.

DANNY  
No. It's going to be settled by one more job. A single object.

SAUL  
Whatever it is, let's just let him have it.

DANNY  
We can't.

LIVINGSTON  
Because of pride?

DANNY  
Because we beat him, he'll pay  
Benedict off.

A stunned beat.

FRANK  
(new lease on life)  
Now we're talking.

(CONTINUED)

BASHER  
One score, for the whole thing?

LIVINGSTON  
What do we have to do? I mean, is  
it a fair bet or is it like...the  
Coronation Egg or something?

Danny points. That's it. That's the one.

SAUL  
He wants us to steal the Coronation  
Egg!

BASHER  
That's just... that's...what is  
that?

SAUL  
The Holy Grail.

RUSTY  
Carl Faberge, the greatest  
goldsmith in history, constructed  
the Coronation Egg in 1896 for the  
wedding of Czar Nicholas and  
Alexandra. Every world class thief  
in the last 108 years has tried to  
steal it. No one has even come  
close.

SAUL  
That's because it's cursed.

LINUS  
What?

SAUL  
It's un-stealable.

DANNY  
It's the only thing in LeMarc's  
entire career that he went after  
but failed to get. He tried three  
times.

A long beat of silence....

DANNY  
We get the egg and we're free.

(CONTINUED)

BASHER

That's great, except we can't get it.

SAUL

It's not possible.

DANNY

Then we go to jail.

A beat...

VIRGIL

Well...where is it now?

121 EXT. ROME, ITALY PRIVATE AIRPORT -- DAY

121

The SMALL, SECURE BOX is being taken off a plane. Another motorcade forms and escorts the vehicle into the city.

122 EXT. STREETS OF ROME -- DAY

122

The motorcade is completely stopped in traffic.

In a nearby sedan, Isabel sits next to an Italian CARABINIERI LIAISON of same sort. Hess is in the front seat.

ISABEL

I'm going to need surveillance on both hotels, phone taps, room bugs, people in the lobby and by every exit.

CARABINIERI OFFICER

Yes, absolutely.

ISABEL

If I had to guess I'd say I'll need at least 25 people, a dozen vehicles...and an on-call air unit.

CARABINIERI OFFICER

Yes, absolutely.

ISABEL

Okay, one more thing, and this is crucial: these guys are extremely, sophisticated at avoiding electronic surveillance, so we'll need real state of the art stuff.

(MORE)

(CONTINUED)

ISABEL (cont'd)

I'm talking synthetic aperture  
pinhole cameras, wave reformation  
mics with a high Plank coefficient  
and a passive input structure--  
You're not writing anything down;  
are you sure you're getting all  
this?

CARABINIERI OFFICER

Yes, absolutely.

ISABEL

Okay. Good. Now what time am I  
meeting Captain Giordano?

A beat...

CARABINIERI OFFICER

(tentative)

Yes...

ISABEL

No, what time?

Another beat...

CARABINIERI OFFICER

Yes...absolutely...

Isabel looks right at him.

ISABEL

I see...so...you've spoken with the  
Pope and he's okay with  
autographing my breasts?

Hess turns around.

CARABINIERI OFFICER

Yes, absolutely.

Isabel sighs loudly and sinks back into her seat.

The motorcade arrives at the Museum of Modern Art.

We follow armored car and continue on to find Danny walking  
up the front steps.



124 INT. MUSEUM OF MODERN ART -- DAY

124

Angle on Livingston as he subtly nods at something in the distance. Danny is standing next to him.

DANNY

What am I looking at?

LIVINGSTON

A TR354 infra red motion detection system. It's the gold standard.

DANNY

Saul and Linus back yet?

LIVINGSTON

No.

DANNY

No?

LIVINGSTON

And I can't find Rusty.

125 INT. MUSEUM -- ELSEWHERE

125

Frank and Yen look at an "authorized-entry only" door as a member of the museum staff goes through it. The door has a complex double-locking mechanism that would make it impossible to pick.

Yen says something in Chinese.

FRANK

What?

Yen says something in Chinese, again.

FRANK

Well, I don't know, but that's one nasty lock.

Danny approaches.

DANNY

Seen Rusty?

FRANK

We thought he was with you.

(CONTINUED)

125 "Clowns Can't Sleep" 82.  
CONTINUED: 125

Danny moves off.

126 INT. MUSEUM -- ELSEWHERE 126

Basher is being questioned by Danny.

BASHER  
Not since we first got here. About  
an hour ago.

Danny moves away.

BASHER (cont'd)  
(to Danny's back)  
And where's Saul and Linus?

127 INT. ROME HOTEL ROOM -- DAY 127

Isabel enters her room. Suddenly she spins and draws her  
pistol. Her gun ends up in Rusty's face.

ISABEL  
Jesus, Robert. I could've killed  
you.

He shrugs. A long beat as she takes a look at him.

RUSTY  
I'm older.

ISABEL  
I hope so. What are you doing in my  
room?

RUSTY  
I thought maybe we could get some  
coffee.

ISABEL  
No, thanks.

RUSTY  
Okay, how about a two week trip to  
Zanzibar?

ISABEL  
Please don't.

(CONTINUED)

RUSTY  
Fine, coffee then. Whatever you  
say.

Isabel gives an exasperated sigh.

ISABEL  
Why do I want to have coffee with  
you?

RUSTY  
How should I know? sorry about your  
mom.

Isabel nods.

RUSTY (cont'd)  
She was a real...

ISABEL  
She hated you.

RUSTY  
Well, she was nice enough to hide  
it from me. Some people can't even  
do that.

ISABEL  
She hated everybody.

Rusty nods. He remembers.

ISABEL  
You'll never get it by the way.

RUSTY  
Get what?

ISABEL  
You'll think you've got it, you'll  
be so close that you'll be able to  
taste it and then this guy, the  
Night Fox or whoever he is, will  
just take it -- right out of your  
hand -- just like he did in  
Amsterdam. He's as good as LeMarc.

RUSTY  
It's not possible.

ISABEL  
You're in a bubble.

(CONTINUED)

	"Clowns Can't Sleep"	84.
127	CONTINUED: (2)	127

Rusty looks at her.

128 INT. ROME WAREHOUSE -- DAY 128

A mock up of the room the egg will be displayed in. A dummy egg sits on a cradle in the center of the room. Infra-red motion detectors cover the room. Motion sensitive lasers shine directly onto the egg.

Danny, Basher, Yen, Frank, and Livingston try to figure out how to get around the security systems.

LIVINGSTON (IN THE BACKGROUND)  
No, that won't work either. The IR  
will pick it up before you even get  
close.

This is depressing to everyone.

FRANK  
Look, if we're having this much  
trouble, and we've got ten guys  
Toulour must be pulling his hair  
out.

129    INTERCUT -- EXT. POOLSIDE -- DAY                                         129

Toulour lies in a lounge chair.

130 BACK TO SCENE -- INT. ROME WAREHOUSE -- DAY 130

The group agrees Toulour must be suffering like them.

Rusty strides in. Everyone looks at him. He looks at the mock up of the egg.

RUSTY  
Would you call that bubble-shaped?

DANNY  
What?

Rusty shrugs it off.

RUSTY  
She pulled a gun on me.

He sits.

( CONTINUED )

130 "Clowns Can't Sleep"  
CONTINUED:

85.  
130

RUSTY (cont'd)  
She won't back off.

FRANK  
Are you back on?

RUSTY  
I'm selling. She ain't buying.

DANNY  
More importantly, what kind of  
reception is the Italian Police  
giving her?

131 INT. ROME POLICE HEADQUARTERS -- DAY

131

A SUBORDINATE OFFICER leads Isabel down a hallway.

SUBORDINATE OFFICER  
Captain Giordano is handling an  
urgent interrogation. He'll be up  
as soon as it is completed. Please  
wait in here.

He leads Isabel and Hess into the Captain's office. A large  
clock on the wall reads 11:45 am.

The open windows in the office look out onto one of Rome's  
famous courtyards. Captain Giordano stands with three other  
officers. They are having a loud, tense conversation in  
Italian.

Isabel watches as Giordano's temper really flares. He jabs  
his finger at one of the other cops.

CAPTAIN GIORDANO (SUBTITLED)  
*Naples sucks! They're a joke! The  
only decent player they have is  
Pasqualli -- and he's a pussy.*

ITALIAN COP 1 (SUBTITLED)  
*Pasqualli runs circles around  
Bologna's backfield every time.*

ITALIAN COP 2 (SUBTITLED)  
*Pasqualli could single-handedly--*

Isabel turns to the officer who escorted her in.

ISABEL  
What are they talking about?

(CONTINUED)

131 "Clowns Can't Sleep" 86.  
CONTINUED: 131

SUBORDINATE OFFICER  
It's an internal matter, Madame.

Isabel and Hess look at each other.

132 EXT. COURTYARD -- DAY 132

The Captain continues to argue. Those involved in the discussion are being brought lunch.

133 INT. CAPTAIN GIORDANO'S OFFICE -- DAY 133

Isabel's sitting on the couch now, her eye lids drooping.

Hess checks his PDA.

ITALIAN COP 3 (O.S., SUBTITLED)  
*--and her friends could trounce  
Naples!*

The clock on the wall reads 2:20 PM. Isabel's been here two  
and a half hours.

134 INT. ROME WAREHOUSE -- DAY 134

Livingston, Yen, Danny, and Rusty are experimenting with a way for Yen to drop from the ceiling so that he's hanging right over the egg.

Their mock-up alarm rings. A red light flashes.

LIVINGSTON  
Damn-it.

Danny rubs his face. This is feeling impossible. He goes into the corner and clicks a walkie-talkie.

in the background we see Rusty trying to keep everybody's spirits high.

RUSTY  
All right, okay. Let's not be defeatists.... What about that mirror trick that Akimbo tried at the--

LIVINGSTON  
--There's no mirror thin enough to avoid tripping the lasers.

(CONTINUED)

In the foreground, Danny on the walkie-talkie.

DANNY  
What's he doing now?

VIRGIL (RADIO V.O.)  
Nothing. Just reading the papers  
at a cafe. Oh, no, wait. A woman  
just sat down next to him.... He's  
getting her phone number.

TURK (RADIO V.O.)  
Wow. What are those?

VIRGIL (RADIO V.O.)  
Jimmy Chu.

TURK (RADIO V.O.)  
I've never seen that color.

DANNY  
(into walkie)  
Okay, take it easy over there.

Saul and Linus enter.

DANNY  
What happened?

Linus puts his BACKPACK down.

LINUS  
We thought someone was following  
us.

SAUL  
We gave 'em the shake. Caught 'em  
napping.

Isabel is asleep on the couch. It's 5:30 PM. A hand taps  
her shoulder. She wakes up and is shocked to see Captain  
Giordano, finally, standing above her.

SUBORDINATE OFFICER  
(doing the introductions)  
Captain Giordano, Rome Police  
Special Investigations. Isabel  
Lahiri, Europol, Major Theft Task  
Force.

135 "Clowns Can't Sleep" 88.  
CONTINUED: 135

The Captain nods. Isabel looks over at Hess, who is still asleep.

136 MOMENTS LATER 136

Isabel and the Captain are alone now. Giordano is looking right into her eyes, with laser focus. There isn't even a hint of lasciviousness about him. He's all business.

ISABEL  
...reason to believe these men...  
(lays out photos of Danny,  
Rusty, and Toulour)  
...are going to try to steal the  
Coronation Egg when it is actually  
put on display next week. I need  
official authorization to surveil  
and pursue these suspected  
criminals on Italian soil.

CAPTAIN GIORDANO  
Yes, absolutely.

ISABEL  
And I'll need substantial resources  
from your department. Can I count  
on that?

CAPTAIN GIORDANO  
Yes, absolutely.

Isabel stops. Starts to wonder.

ISABEL  
So, Captain, what do you think of  
my skirt?

He smiles and looks at her.

CAPTAIN GIORDANO  
I think it's very beautiful. Why,  
don't you like it?

137 EXT. ROME CAFE -- DAY 137

Danny and Toulour. A waiter brings them coffee, Danny SPOONS  
in a lot of sugar, then stirs.

(CONTINUED)



TOULOUR  
I don't usually call for a second  
date. For you I make an exception.

DANNY  
Thanks.

TOULOUR  
I think it's good that we talk. You  
see, you should stop following me.  
You're wasting your time. I'm going  
to let you go first and get caught.  
Then they will increase the  
security even more, and then I will  
steal the Egg. Then Lemarc can make  
his decision.

DANNY  
You sound confident.

TOULOUR  
Confident? This is a very American  
word. I am arrogant. There's a  
difference.

DANNY  
Doesn't matter if you're that good.  
Are you that good?

TOULOUR  
I can move objects with my mind.

Danny just looks at him.

TOULOUR  
You don't believe it?

DANNY  
Do you?

TOULOUR  
Are you done stirring your sugar?

Danny stops, lifts the spoon. It's completely BENT.

DANNY  
That's fantastic.  
(starts to go)  
Listen, I appreciate the call, and,  
best of luck.

(CONTINUED)

TOULOUR  
Danny. I'm serious. Sit down,  
please.

Danny sits down and looks at him.

DANNY  
You're telekinetic, is that what  
you're telling me?

TOULOUR  
Yes. But...it's a curse. A  
nightmare. Everything is too easy.  
But then LeMarc says I'm still not  
the best. So I take his challenge.  
And you will fail, and I will win,  
and so what? What does it prove?  
What is he trying to show me?

Danny just looks at him.

CAPTAIN GIORDANO  
Ms. Lahiri, you're in Italy now.  
We are a sovereign nation. We're  
not some adjunct, some  
administrative district of the EU.  
When Europol calls we don't jump up  
and tap dance for you. If you want  
to work in Italy, then you have to  
do it under Italian authority...and  
that means you have to talk to  
Commander Andriotti...who, I'm  
sure, will be happy to meet with  
you some time next week--

ISABEL  
Next week!

CAPTAIN GIORDANO  
--when he returns from vacation.

Isabel slumps back into her chair. Stares up to the heavens.

Isabel and Hess walk.

139 "Clowns Can't Sleep" 91.  
CONTINUED: 139

HESS  
He said he has to get approval from  
someone else and they're on sick  
leave.

ISABEL  
Vacation.

HESS  
Sorry I fell asleep.

ISABEL  
We both did. I'm exhausted.

140 EXT. CAFE JUST OFF PIAZZA NAVONA -- DAY 140

An exasperated Isabel tries to regain her equilibrium with a cappuccino. A piece of music comes over the cafe loudspeaker that catches Isabel's attention. A CHEESY WAVY SCREEN  
TRANSITION TO:

141 ISABEL'S FLASHBACK 141

*Years ago. Isabel's sitting at the very same cafe reading the newspaper when she hears frantic police whistles. She looks up to see a man running down the street at full bore. As he gets closer we realize it's Rusty. Eight cops are chasing him.*

*Rusty rushes past the cafe. As he does he notices Isabel, they make eye contact. Then he's gone. Sprints around the corner. The cops rush past her. She hears sirens converging from all directions.*

142 INT. POLICE HEADQUARTERS (STILL IN FLASHBACK) 142

*Isabel shows her Europol identification to a detective.*

ISABEL  
*Hi, this isn't official business.  
Actually, I'm here on vacation. But  
I was sitting in a cafe this  
afternoon, near the Piazza Navona  
and...the police were chasing  
someone on foot. I was just  
wondering if you caught him or...do  
you know anything about that case?*

(CONTINUED)

ITALIAN DETECTIVE  
*I know the case, yes.  
Unfortunately, we didn't catch him.*

ISABEL  
*Oh...*

143 EXT. CAFE JUST OFF PIAZZA NAVONA - DAY (STILL FLASHBACK) 143

*Isabel sits in the same seat the next day, reading the newspaper, enjoying her vacation. She looks up and stops cold.*

*Rusty, all cleaned up now, dressed in a perfectly-tailored suit, sits down three tables away from her.*

*She stares at him. Can't believe it. The brazenness. The audacity of this guy. Rusty doesn't seem to have a care in the world as he chats easily with the waiter, in Italian.*

*Finally, Isabel just can't help herself. She gets up and walks over to Rusty's table.*

ISABEL  
*Excuse me...*

RUSTY  
*Yes.*

ISABEL  
*Um...Did I...? I think I saw you...yesterday.*

RUSTY  
*Oh yeah?*

ISABEL  
*The police were chasing you.*

RUSTY  
*You sure your eyes aren't broken?*

ISABEL  
*I'm quite sure it was you.*

RUSTY  
*Well, then I'm not gonna argue. Can I buy you a coffee?*

144 EXT. CAFE JUST OFF PIAZZA NAVOLA -- DAY 144

We transition back to the cafe. Isabel's phone rings.

ISABEL

Hello.

RUSTY

We've got to stop meeting like  
this.

She turns. He's sitting at the table behind her.

145 EXT. CAFE JUST OFF PIAZZA NAVOLA -- DAY - LATER 145

Isabel and Rusty are being quiet for the moment.

The waiter's in the midst of an animated discussion in  
Italian with one of the customers.

ISABEL

What are they talking about all the  
time?!

RUSTY

Soccer.

(translating)

He doesn't like Naples....thinks  
they're a bunch of...sissies.

(turns to Isabel)

Can I ask you a question?

(off Isabel's nod)

Will you come to Zanzibar with me  
on Friday?

ISABEL

Stop it.

146 INT. ROME WAREHOUSE -- DAY 146

Danny sleeps, sitting up, in a chair as the rest of the group  
tries to figure out how to defeat the security systems around  
their mock-up egg.

The group breaks into applause startling Danny awake.

LIVINGSTON

We did it! It works!

(CONTINUED)

146 CONTINUED:

146

DANNY

What, what happened?

147 INT. ORNATE HALLWAY -- DAY

147

TIGHT MEDIUM shot on uniformed National Police officer as he strides down the hallway. His bearing is disciplined, stern, formal. He is clearly handling a matter of utmost importance. Tilt down to reveal he is carrying a tiny cup of CAPPUCCINO.

148 INT. ORNATE OFFICE OUTER OFFICE -- DAY

148

The National Police Officer blows through, passing Hess.

149 INT. ORNATE OFFICE -- DAY

149

Isabel sits with Commander Andriotti. The office door swings open and the National Police officer walks in. He places the cappuccino on Andriotti's desk and leaves.

150 INT. CAPTAIN GIORDANO'S OFFICE -- DAY

150

Giordano sits with his feet up on his desk, smoking a cigar.

The door swings open and Isabel strides in, catching him completely off guard. She thrusts a piece of paper in his face.

CAPTAIN GIORDANO

What's that?

ISABEL

An order signed by Commander Andriotti instructing you to "provide any and all support that Agent Lahiri requests, whenever she requests it."

He looks at it.

CAPTAIN GIORDANO

It's good, yes. Okay.

He looks at her.

CAPTAIN GIORDANO

That's a very nice blouse you wear today.

151 INT. MUSEUM --DAY

151

Linus and the Malloys walk through the museum.

LINUS

When Dominique goes back with Thomas to check the trunk, the money shouldn't be in the briefcase. Franklin should have double-crossed them.

VIRGIL

That could be a great moment, when he's on the ground.

TURK

And you think Thomas is going to get blown up.

VIRGIL

Hey.

They look. A large group of Security people are talking to some NEW TECHNICIANS and ISABEL.

ISABEL

Another camera here and here. And have a guard here at all times so any attempt to disable the system will be detected. All your IR devices need to be fitted with reflective faces otherwise a UV later can be used to burn the sensors out.

152 INT. ROME WAREHOUSE -- DAY

152

The guys look glum.

LINUS

She just walked in there like Patton or something. She's changing...everything and-- There were so many cops with her. I've never seen so--

Danny plats up his hand to stop him.

(CONTINUED)

LINUS  
I don't understand. If her father  
was a thief...why's she such a  
hardass? I mean you'd think she'd  
have a little sympathy for us.

RUSTY  
When she was twelve her mother told  
her that her dad got arrested doing  
a job in Russia and died in jail.  
(beat)  
So I wouldn't count on much  
sympathy.

BASHER  
"This time it's personal".

Danny looks to Rusty, who nods.

153 EXT. MUSEUM OF MODERN ART -- DAY

153

Fourteen police cars parked in front of it.

Isabel stands at a police checkpoint on the road in front of  
the museum chatting with Captain Giordano, who's clearly  
brown-nosing her big-time since receiving Andriotti's order.

Her phone rings. She looks at the number and answers it.

ISABEL  
What do you want?

RUSTY (V.O.)  
Ever heard of overkill?

ISABEL  
I don't even think Toulour can get  
it now.

RUSTY  
If he gets it, we'll let you arrest  
us. If we get it, you come away  
with me to Zanzibar--

ISABEL  
What is your obsession with  
Zanzibar?!

RUSTY  
Do you want to make the bet or not?

(CONTINUED)





"Clowns Can't Sleep" 98.  
156 CONTINUED: 156

DANNY  
She might. It's not going to be  
easy getting her over here.

157 EXT. DEPARTMENT STORE -- DAY 157

Tess walks down the street. She passes an alley, where a  
utilities truck is raising a MAN IN A BUCKET.

She enters the department store.

158 INT. DEPARTMENT STORE -- DAY 158

Tess shops for perfume. The Power twins watch her from a  
discreet distance.

She smiles at them. Then makes her way to the ladies room.

159 INT. LADIES ROOM -- DAY 159

She walks in and goes right for the window. She's about to  
open it when it opens from outside. She jumps a mile until  
she sees that BRUISER is there, standing in the bucket from  
the utilities company.

BRUISER  
Hiya, Tess. Just climb on through.  
Try not to look down too much.

160 EXT. DEPARTMENT STORE -- DAY 160

Four stories above an alleyway. Tess climbs out the ladies  
room window into the cherry picker basket, with Bruiser's  
help.

161 EXT. STREET LEVEL -- A MINUTE LATER 161

Tess climbs into a taxi cab. Reuben -- in an anachronistic  
taxi driver's uniform -- is driving.

REUBEN  
There's make-up in the bag there.  
And some photos. Do the best you  
can.

162 INT. THE POSHEST ROME HOTEL -- DAY

162

The HOTEL MANAGER comes to the front desk to answer a call.

HOTEL MANAGER

Bonjourno. Yes. Yes. Oh...oh,  
really. Well, absolutely. We can  
have...I can make our presidential  
suite available. No, no, no. No  
trouble at all. We'd love... We're  
honored that she'd think of us...

He hangs up. Turns, elated, to his front desk staff.

HOTEL MANAGER (SUBTITLED)

*Julia Roberts is coming to stay with  
us!*

163 EXT. POSHEST ROME HOTEL -- DAY

163

Tess, as Julia Roberts, steps out of a Mercedes limo wearing  
sunglasses and carrying a puppy. Frank and Basher, as Nation  
of Islam bodyguards, clear a place in front of her. Reuben  
trails, dressed in the latest hip-hop clothes.

A throng of fans and paparazzi rush toward her. Strobos  
blind us. Fans scream out her name, thrust paper and pen at  
her for autographs. It's a frigging madhouse.

PRESS

Ms. Roberts! Ms. Roberts! Why did  
you come back to Rome so soon!!

TESS

I...uh...

PRESS

Was it to see Topher?

TESS

To see what?

PRESS

Topher Grace!! Your co-star!! Is  
that why you're here?!

TESS

Oh. No. I came to -- to see the--

(CONTINUED)

PRESS  
Where's Danny?

TESS  
What?

PRESS  
Danny, your husband!!

TESS  
(looks to Reuben)  
Well, he's not really--

REUBEN  
Ms. Roberts is very tired!! Please  
let her through! Please!

164 INT. PRESIDENTIAL SUITE -- DAY 164

Tess enters and shuts the door behind her. She takes a deep breath and exhales. She looks up at Danny, who's there waiting for her.

TESS  
I can't do this.

Danny goes to her. Kisses her. Hugs her. When he steps back he answers:

DANNY  
Yes, you can.

TESS  
I'm not an actress, Danny! And I  
don't look like her!

DANNY  
You do, Tess. You really do. I  
never told you that before, but  
it's true.

TESS  
Come on: my...

She motions at her body, but we can't tell what part.

TESS  
And my...

She motions at her body again; again it's totally ambiguous what part.

(CONTINUED)

TESS  
And my ears. Anybody who sees my  
ears is going to know instantly.

DANNY  
Nobody's looking at your ears.

TESS  
Yes, Danny, they are. They're  
going to know.

165 INT. DISPLAY ROOM FOR EGG -- MUSEUM OF MODERN ART -- DAY 165  
Isabel stands with the MUSEUM DIRECTOR.

ISABEL  
When did that happen?

MUSEUM DIRECTOR  
We just found out. I arranged a  
private showing for tomorrow  
morning before we open the show to  
the public.

ISABEL  
I don't understand, why do you have  
to disable any of the systems--

MUSEUM DIRECTOR  
Because she might want to get close  
to the egg, got right up here and  
look at it. And I'm not going to  
embarrass myself or this  
institution by telling her she  
can't.

ISABEL  
She's an actress, Giovanni, not the  
Pope.

MUSEUM DIRECTOR  
Do you realize how much free  
publicity we'll get for this  
museum, just because she because  
she decided to come by and look at  
the egg? She's even agreed to do a  
photo shoot for us promoting the  
museum.

Isabel gives an exasperated sigh.

(CONTINUED)

165 "Clowns Can't Sleep" 102.  
CONTINUED: 165

ISABEL  
That's exactly the sort of thing...

166 INTERCUT -- INT. WAREHOUSE -- DAY 166

Saul, Frank, and Rusty sit on plush couches and watch Isabel's conversation with the museum director from six different angles. Clearly, Livingston has tapped into the museum's closed circuit system.

ISABEL (TELEVISION V.O.)  
...that the people I'm after will exploit.  
(thinks)  
Okay, fine. You want to shut down half the electronic system, let me post eight cops in the room...

Saul, Frank, and Rusty clench teeth and fists... On pins and needles for a moment. If the museum director agrees they're in big trouble.

MUSEUM DIRECTOR (TELEVISION V.O.)  
Are you crazy? That's worse than....you want me to treat her like a criminal?

The guys relax back into the couches, their plan narrowly having escaped disaster.

167 ANOTHER ANGLE 167

On Saul, Frank, and Rusty relaxing. Only this angle has a digital quality to it -- because we are watching them now through a hi-def TV screen.

PULL BACK to REVEAL Toulour, sitting in a warehouse of his own, watching his own surveillance footage of both our guys' warehouse and the museum's closed circuit system.

MUSEUM DIRECTOR (TELEVISION V.O.)  
Look, if you need to do something to reinforce security during her visit, fine. But it's got to be out of sight. And it can't effect Julia in any way. Are we clear?

168 INT. ROME BISTRO -- DAY

168

Toulour eats with a beautiful woman. Virgil sits six tables away, keeping an eye on him.

Turk strolls in and sits with his brother.

TURK

Where is he?

VIRGIL

(points at Toulour)

There. I took a look at the interrogation scene.

TURK

Why?

VIRGIL

'Cause Linus said it was repetitive.

TURK

It clarifies everything.

VIRGIL

He said it's too on the nose.

TURK

What's he, the head of the studio?  
What's he ever written?

VIRGIL

He's just saying -- Oh, no--

TURK

What?

VIRGIL

It's not him!

Turk spine to see "Toulour" get up at the other table. Only it's not Toulour. It's somebody who looks like Toulour from behind.

TURK

What! How did you-- You moron!  
You said you were watching him the whole time!

(CONTINUED)

VIRGIL  
I was! I mean, I used the bathroom  
once, but it was quick. You lost  
him yesterday!

They sit for a minute.

TURK  
Livingston said Frank said that  
Rusty said that Danny said Toulour  
said don't ever bother following  
him.

169    INT. RUSTY'S HOTEL ROOM -- NIGHT        169

ON Rusty -- the blue light of an unseen television reflecting  
off his face. He walks onto the balcony.

170    WAVY TRANSITION TO FLASHBACK:        170

*We follow Rusty down a hallway. He enters a dark apartment.  
Slips silently through the dining room. Two places are set.  
A candle on the table is burned down to almost nothing.*

171    INT. BEDROOM -- NIGHT        171

*The lights are out here too. But Isabel's still awake.  
Rusty enters the room. She doesn't look at him*

RUSTY  
*I'm sorry.*

ISABEL  
*What happened?*

RUSTY  
*I have to go. Right now. I have  
to leave the country. It could  
be a while. A month. Maybe more.*

*Isabel turns to look at Rusty. She can barely see the  
outline of his face in the darkness.*

ISABEL  
*What are you saying? What the hell  
are you saying? Where are you  
going?*

(CONTINUED)



*RUSTY*  
*I can't tell you.*

*Isabel stares at his dark face.*

*ISABEL*  
*When people start talking the way*  
*you're talking there are only two*  
*possibilities: you're either in*  
*intelligence or you're a criminal.*  
*And no one I work with has ever*  
*worked with you...or even knows*  
*your name.*

*RUSTY*  
*You knew what I was the day you met*  
*me, Isabel.*

*ISABEL*  
*Robert...*

*RUSTY*  
*We can talk about it when I get*  
*back.*

*ISABEL*  
*No, Robert. I have to tell you*  
*something.*

*RUSTY*  
*What is it?*

*ISABEL*  
*I'm taking the job. I'm moving to*  
*Amsterdam.*

*He doesn't respond for a moment.*

*RUSTY*  
*I can't have this conversation*  
*right now. Please, Isabel. I have*  
*to get out of here. I love you.*

*He kisses her then leaves.*

*Outside the front of the apartment, he shuts the door and*  
*turns toward us. We see his face in the light for the first*  
*time: His left eye is swollen shut. Blood is caked into his*  
*hair and on his cheek. Somebody beat the shit out of him.*

173 BACK IN THE PRESENT DAY

173

Rusty is still on the balcony.

There's a knock at the door. He opens it to see Isabel.

ISABEL

You want to walk?

174 EXT. ROME -- NIGHT

174

Rusty and Isabel sit on the steps of the Campidoglio.

ISABEL

I know how you're planning to do it. I know Julia's visit is the key.

RUSTY

Who's Julia?

ISABEL

(after a beat)

LeMarc knew when to get out. He just quit...with his perfect record intact. Now he's a legend.

(exhorting)

Don't do this.

RUSTY

LeMarc quit because he was 75 years old, Isabel. He was tired. His doctor told him if he didn't start taking it easy he was going to have another heart attack. You're dramatizing it.

ISABEL

You don't know why LeMarc retired, any better than I do. You have no idea.

RUSTY

Actually, I do. I know exactly why.

ISABEL

Really? How's that?

(CONTINUED)

RUSTY  
He told me.

ISABEL  
(skeptical as hell)  
You know LeMarc?

RUSTY  
A little.

ISABEL  
Since when?

RUSTY  
Ten years ago.

ISABEL  
For how long?

RUSTY  
For six months.

ISABEL  
You--

She's so mad she can hardly speak.

ISABEL  
You knew LeMarc? You knew LeMarc  
and never told me? That's the worst  
thing you've ever done to me.  
Nobody knows more about LeMarc than  
me. How could you do that?

RUSTY  
I couldn't tell you, then.

ISABEL  
Really awful.

Isabel thinks.

ISABEL  
Then why aren't you as good as  
Toulour?

Rusty shrugs.

A beat.

(CONTINUED)

ISABEL  
I don't want to arrest you, Robert.  
I really don't. But I will if you  
make me. I will if you go for that  
egg.

Rusty goes silent, looks out at the lights of the city.

ISABEL  
So many times, I waited. You can't  
do that to a person.

RUSTY  
Isabel--

ISABEL  
I have to go.

Isabel gets up...walks away fast. She's barely holding  
herself together.

Rusty watches her go. Several seconds, then:

175 FLASHBACK -- INT. APARTMENT BUILDING -- ROME -- DAY 175

*Rusty carries a huge bouquet of flowers up the stairs to the  
front door of his apartment with Isabel. It's a perfect  
sunny day outside.*

*He unlocks the door quietly and swings it open to see the  
apartment is bare. The furniture is still there. But  
nothing else. Nothing on the walls or the shelves. Isabel  
has clearly moved out.*

*Rusty's whole body reacts.... He slowly looks around him, as  
if in a dream. His eye goes to the dining room table.*

*Isabel's engagement ring is there.*

176 BACK TO SCENE -- EXT. ROME -- CAMPIDOGGIO -- NIGHT 176

Rusty is still watching Isabel, small now in the distance.  
She turns the corner out of sight.

177 EXT. MUSEUM OF MODERN ART -- DAWN 177

Isabel pulls up in her car.

178 INT. MUSEUM OF MODERN ART -- DAWN 178

The Egg is being put into position. Isabel watches.

179 INT. HOTEL SUITE -- DAWN 179

Reuben is talking to Yen. Frank and Livingston get ready in the background.

REUBEN

You're a photographer. Very exacting. You want things a certain way, but you never raise your voice. You're uncompromising. Strong.

FRANK

Reuben, what are you doing?

REUBEN

Oh, we understand each other. I'm mean, the actual words are gibberish to me, but I know what he means. There's a tone, you know. We communicate. I'm sure he'd tell you the same thing.

(to Yen)

Am I right?

Yen says something in Chinese.

180 INT. HOTEL SUITE -- DAWN 180

Danny and the Malloys are looking at Tess's hair.

TURK

I say we do a Joey Heatherton, 1971.

VIRGIL

It's the wrong color.

Turk looks at his watch.

TURK

Damn.

There's a knock at the door. They let Tess check on it. She looks out the keyhole;

(CONTINUED)

It's TOPHER GRACE.

Tess looks back to the group and shrugs.

TOPHER  
(off)  
Hello?

He knocks again.

The group scrambles and hides. Tess opens the door.

TOPHER  
Hey! I got your room number from  
McCormick, I hope you don't mind.

He walks in and hugs her. She looks terrified. Topher disengages and looks around.

TOPHER  
This is great. Do you have the  
adjoining room?

TESS  
Uh, no.

TOPHER  
Oh. Hey. I saw the rough cut of YOU  
ALWAYS, YOU NEVER. It's so awesome.  
Congratulations.

TESS  
Oh. Thank you.

TOPHER  
It was just like a dub of a lo-rez  
output, but I could totally see  
what you were doing. I think you  
might win again. Seriously.

TESS  
Oh.

TOPHER  
It really actually looked like you  
were blind. How did you do that?  
What is it like, an on-set thing,  
or was it digital?

TESS  
It was, uh...

(CONTINUED)

TOPHER

You can tell me, I won't tell a soul. Because if you say it's instinctual, I'm quitting right now. Seriously. The way you parted your hair? That was so connected. And that scene with the matches? And when you find out who your real grandmother is and run through the rain and find her on the porch and touch her face? Man, that was...you gotta tell Steven how much I loved it.

TESS

Okay.

TOPHER

So what are you doing?

TESS

I'm, uh, getting ready to go out...

TOPHER

(laughs)

I mean next. What movie are you doing next?

TESS

I...I'm having trouble deciding what to do next.

TOPHER

Is Danny working?

TESS

Danny...Danny is...Danny is...

TOPHER

Oh, no. Is something wrong? Have you two...

TESS

No, no...

TOPHER

I'm so sorry. I'm so sorry.

TESS

No. we're absolutely fine, he's just--

(CONTINUED)

TOPHER  
I've got to stop asking people  
about their spouses, it's like  
always a mistake--

TESS  
No, really--

TOPHER  
Listen, I won't say a word.  
Seriously. I'm rooting for you  
guys, you know that. This is your  
private business and I totally  
respect that. No more Danny  
questions from me.

TESS  
Thank you. He's fine. Danny's fine.  
He's working.

TOPHER  
Hey, cool, whatever. That's what  
I'll say.

A beat.

TOPHER  
So can I come look at that Egg with  
you?

181 INT. MUSEUM -- ENTRY HALL -- DAY

181

Reuben (dressed in a hip-hop outfit) and Linus (dressed like  
an agent) stand in front of some paparazzi. A crowd of  
museum employees also rubberneck.

REUBEN  
My name is Stuart Feldman,  
Worldwide Executive Senior Vice-  
President of Marketing, Corporate  
Senior Vice-President of Publicity  
and Corporate International  
Executive Worldwide President of  
Promotion for the Warner Brothers  
Motion Picture company.

(indicating)  
My colleague, Grant Wells, who is  
responsible for Ms. Roberts  
itinerary, has graciously set aside  
time for Ms. Roberts to view the  
Coronation Egg privately.



182 INT. SECURITY ROOM 182

Isabel, the Security Director, and Captain Giordano sit with four cops watching a bank of closed circuit screens.

ISABEL  
I want to be on record as saying  
that you should have shut the  
entire museum down.

Isabel keeps her eye on the tourists who circulate through the other wings of the museum.

183 INT. MUSEUM -- ENTRY HALL -- DAY 183

"Julia" arrives flanked by her "Nation of Islam" guards, Frank and Basher. The assembled employees clap and call her name. She waves as they take her picture.

Topher throws his arm around Julia to make sure he gets in all the shots. The Museum Director comes up to greet "Julia".

184 INT. SECURITY ROOM 184

Isabel watches the security camera feeds.

ISABEL  
There! Right there!

Isabel points at a screen showing the museum's other entrance. Rusty nonchalantly slips into the museum.

185 INT. GALLERY CONTAINING THE CORONATION EGG -- DAY 185

"Julia" enters and walks up to the egg. Her entourage follows.

TESS  
It's so beautiful. My God.

Topher looks at the egg--

TOPHER  
Kinda small.

He turns away to look a cute girl on the museum staff.

(CONTINUED)

185 "Clowns Can't Sleep" 114.  
CONTINUED: 185

TOPHER

Hi.

BACK ON "JULIA"

She leans in close to the egg.

TESS

I'm not going to set off any  
alarms?

MUSEUM DIRECTOR

No. No. Get as close as you like.

Reuben pops his head in between them.

REUBEN

(obsequious)

Julia -- unless you have any  
objections -- Wen and his crew set  
up for the publicity stills.

186 INT. ANOTHER PART OF THE MUSEUM -- DAY 186

Rusty ponders a painting like college student trying to  
impress his art history professor. Finally he moves on, into  
another gallery.

PAN to REVEAL nine uniformed cops trailing behind him.

187 INT. GALLERY CONTAINING THE CORONATION EGG -- DAY 187

Yen ENTERS FRAME -- dressed like a pretentious grunge rocker.

He whispers Chinese into a bullhorn.

Theoretically he's speaking to his crew (Danny, Saul, and  
Livingston in lame disguises) telling them where to set up  
the camera, lights, and flags.

Each "crew member" carries an odd-looking oversized "light  
meter". Upon closer examination we can see that each device  
has a small TV screen on it -- which is tapped into the  
museum's closed circuit system. The guys are carefully  
placing their flags and lights so as to block the view of the  
egg from each of the eight cameras on the ceiling of the  
gallery.

"Studio Execs," Reuben and Linus go to "Julia."

(CONTINUED)

REUBEN  
I was thinking maybe we could get  
you and Topher into some "You  
Always You Never" hats and t-shirts  
for the shoot--

TESS  
That's stupid.

REUBEN  
(instant reversal)  
So stupid!  
(turns to Linus as if it's  
his idea)  
Idiot.  
(gingerly)  
Maybe we could put some posters in  
the background--

TESS  
I don't think we want to be so  
obvious--

REUBEN  
I completely agree!  
(to Linus)  
Stop trying to turn this into some  
sort of stunt.

188      INT. OTHER PART OF MUSEUM      188

Isabel struts up to Rusty.

ISABEL  
This isn't going to work.

RUSTY  
I don't know what you're talking  
about.

189      INT. GALLERY CONTAINING THE CORONATION EGG -- DAY      189

Yen stands on two apple boxes to shoot photos of "Julia" and  
Topher. "Julia" looks ridiculously stiff and keeps putting  
her hands up to block her ears.

Topher keeps shooting glances at Danny, who is moving around  
flags and lights, ostensibly in accordance with Yen's Chinese  
language orders.

(CONTINUED)

189 "Clowns Can't Sleep" 116.  
CONTINUED: 189

Julia sees Topher's expression -- he recognizes Danny from somewhere...

JULIA  
Okay, thanks everybody. Thank you  
so much.

She starts to walk out. Topher shrugs and follows her.

190 INT. MUSEUM HALLWAY -- DAY 190

Julia and her entourage barrel down the hallway. Topher catches up.

TOPHER  
Hey, J Ro, why the quick exit?

TESS  
I...uh, I have to take some pills.  
Aspirin. I get headaches.

TOPHER  
Yeah, well, with everything thing  
you've been going through I can see  
how you'd need something.

TESS  
They're just aspirin.

TOPHER  
Right. I've never taken aspirin in  
my life, ever. Can you believe  
that?

TESS  
That's amazing.

TOPHER  
For me, it's like a control thing.

TESS  
Well, with aspirin...it's very  
beneficial.

TOPHER  
Oh, yeah. I'm sure.

They are interrupted by the sound of PIERCING SIRENS and CLANGING BELLS -- all manner of alarms coming from the gallery containing the egg.

(CONTINUED)

117.  
190 "Clowns Can't Sleep" CONTINUED: 190

Tess rushes back to the gallery just in time to see police officers pin Danny and his entire crew on the floor and against walls and start handcuffing them. She freezes. Can't move.... Her bodyguards (Frank and Basher ) grab her and move her quickly out of the area.

191 EXT. ROME POLICE HEADQUARTERS -- DAY 191

Three massive Ford Excursion SUV's with diplomatic plates double park out front, completely blocking the flow of traffic on the narrow street.

Eight FBI agents climb out of their behemoths and walk inside like they own the place. The boss is a 55 year-old agent named MOLLY STARR.

192 INT. LOBBY -- DAY 192

Molly Starr steps inside with her posse. She pulls out her badge and hangs it around her neck.

AGENT MOLLY STARR  
Who's in charge?

Isabel and Captain Giordano look at her and her team with obvious trepidation.

ISABEL  
(tentative)  
I am.

CAPTAIN GIORDANO  
(smelling trouble)  
She is.

Molly gives a slight nod to one of her lackeys. He thrusts an official-looking paper at Isabel.

193 INT. "OBSERVATION "HALLWAY -- DAY 193

Molly swaggers down a hallway, followed by Isabel and Giordano. She stops at an observation window and looks through it to see Danny, who is handcuffed to a chair, awaiting interrogation. His expression is impassive.

She moves on to the next window: Yen. Same impassive expression. She continues down the line, Reuben, Livingston, and Saul. Each has the same impassive expression. Through the final window she sees Linus...

(CONTINUED)

He's nervously tapping his foot. Molly smiles sadistically.

AGENT MOLLY STARR  
Oh, yeah... I'll start with him.

194 INT. INTERROGATION ROOM -- DAY 194

Molly sits face-to-face with Linus. Isabel and Captain Giordano stand in the corner and observe.

AGENT MOLLY STARR  
When people think of Italy they think of food, wine, the Renaissance. They don't realize Italy has the scariest prisons in the civilized world. You know why? They're all leftover from the Middle Ages. They're worse than dirty; they're damp. They're like caves.

Linus can't look her in the eye.

AGENT MOLLY STARR (cont'd)  
I'm the only hope you've got.

LINUS  
What do you want?

AGENT MOLLY STARR  
Testify against the others in the Benedict case.

LINUS  
I can't do that.

AGENT MOLLY STARR  
Sure you can. You'll get a year, maybe two. The Italian charges will be dropped. You and the others will be extradited to the US this afternoon.

A long beat.

AGENT MOLLY STARR  
Think about those prisons. Think about living there for twenty years, getting out when you're fifty. What a catch you'll be.

195 EXT. / INT. FBI SUV -- DAY 195

Linus is bundled into the back of the SUV. Agent Starr gets in next to him. She motions to the driver. They pull out.

196 EXT. POLICE STATION -- DAY 196

Agent Starr's SUV is followed by three other SUV's and escorted by two Rome Police cars.

197 INT. FBI SUV -- DAY 197

Linus stares morosely at the headrest in front of him.

A long, long beat...then he turns to Agent Starr:

LINUS  
Did you tell Dad?

Before "Agent Starr" answers the agent in the passenger seat turns around.

It's Clint Eastwood.

CLINT  
Of course she did. We're married,  
for God's sake.

198 INT. HOTEL SUITE -- DAY 198

Tess waits. A key sounds in the door, and she is on her feet. She reaches Danny before he's all the way in the room. She kisses him, then remembers she's mad at him.

TESS  
Why didn't you tell me?

DANNY  
I couldn't.

TESS  
Why not?

DANNY  
Because you're not an actress. You  
wouldn't have been so real.

(CONTINUED)

TESS  
I thought you were going to jail.

DANNY  
I'm not going to jail.

A beat.

TESS  
So you don't think I'm a good actress.

DANNY  
You're a terrible liar.

TESS  
I'm a good liar.

DANNY  
Where did Benedict find you?

TESS  
He...

DANNY  
At your parent's house.

TESS  
That was...okay, so I'm not a good liar. So what. You're good enough for both of us.

DANNY  
Exactly.

199 EXT. CIAMPINO AIRPORT -- DAY

199

The motorcade of FBI SUV's pulls through the security gate and drives toward a US government Gulfstream parked on the flight line.

Isabel watches with Captain Giordino and Commander Andriotti.

Linus, Saul, Yen, Livingston and Reuben get out of the SUVs, all of them beaming. They hug Linus's mom and dad and mount the steps to the plane. Then Rusty gets out, says goodbye to everyone, and heads for Isabel.

ISABEL  
(eyes go wide)  
What the-- Oh my God!  
(MORE)

(CONTINUED)



199 CONTINUED:

199

ISABEL (cont'd)  
(spins to Giordano)  
Call the tower! Don't let that  
plane take off!

Giordano stares blankly at her. But he doesn't move.

ISABEL (cont'd)  
Do something! Do you realize  
what's happening?! Do you  
understand what's going on?!

CAPTAIN GIORDANO  
(deadpan)  
Yes, absolutely.

Isabel blinks. It takes a second to hit her. Rusty  
approaches.

RUSTY  
Guys. Get on there before they  
leave without you. Thanks.

CAPTAIN GIORDANO  
(speaking like an  
American)  
Hey, no problem. Good seeing you,  
man.

ANDRIOTTI  
Take care. See you back home.

RUSTY  
Thanks, Scooter.

Isabel is dumbstruck.

200 EXT. TOULOUR'S VILLA -- DAY

200

Toulour pulls up in a Ferrari. His butler gets the door for  
him.

BUTLER  
How was Rome, air?

Toulour answers by handing a small velvet bag to his butler  
(a bag just big enough to hold the coronation egg).

TOULOUR  
Put this in the safe, would you?

(CONTINUED)

200 "Clowns Can't Sleep" 122.  
CONTINUED: 200

BUTLER  
Of course, sir. Your guests are on  
the veranda.

TOULOUR  
Guests?

201 EXT. CIAMPINO AIRPORT -- DAY 201

Isabel watches as the "US Government" Gulfstream containing  
all the members of Rusty's crew that she arrested at the  
museum taxis down the runway and becomes airborne. She turns  
to Rusty.

ISABEL  
I hate you.

RUSTY  
I love you.

ISABEL  
This will ruin me.

RUSTY  
No, it won't. Not if you come to  
Zanzibar.

ISABEL  
What is it with Zanzibar?

RUSTY  
It's where LeMarc is.

Rusty points nearby at another private plane. The pilot has  
just opened the door and put the stairs down.

RUSTY  
That one's ours. We can be there  
in three hours.

A beat.

RUSTY  
Don't you want to meet him? He  
wants to meet you.

ISABEL  
You're asking me to turn my back on  
my whole life.

(CONTINUED)

RUSTY  
Would you miss it?

ISABEL  
I'm a cop. That's who I am.

RUSTY  
You're only a cop because your  
father was a thief.

ISABEL  
Who died in a Russian jail.

RUSTY  
According to you mother.

ISABEL  
What does that mean?

RUSTY  
It means you should meet LeMarc.

202 EXT. VERANDA -- DAY

202

Toulour walks out to find Danny and Tess chomping on gourmet  
nuts and sipping his special reserve brandy.

TOULOUR  
(to Danny)  
Let me guess, you decided you did  
want to give my lawyer a call. But  
you lost his card.

Toulour holds out another card to Danny.

DANNY  
No, nothing like that. We just  
came to collect our money.

TOULOUR  
Not only did you fail, half of your  
crew got pinched! Your plan was  
not good.  
(to Tess)  
And you don't look anything like  
Julia Roberts! I mean your...  
(motions ambiguously to  
her body)  
...and your...  
(another ambiguous motion)  
...and your ears.

(CONTINUED)

"Clowns Can't Sleep" 124.

202 CONTINUED: 202

Toulour stops. Danny and Tess just look at him. Something about their demeanor is troubling. Namely, that they look completely untroubled.

TOULOUR

Oh, no. You stole it on the way to Rome didn't you? I stole a replica.

203 EXT. PARIS BUILDING -- DAY 203

A repeat of the shot of the SMALL, SECURE BOX being taken to a truck.

The truck moves out of the garage and on to the street as before. This time the shot continues over to a door on the side of the building. A YOUNG KID emerges with a backpack over his shoulder.

204 EXT. PARIS STREET -- DAY 204

The BACKPACK KID passes another guy, a NORMAL-LOOKING GUY, who, after a beat, follows Backpack Kid.

205 INT. PARIS TRAIN STATION -- DAY 205

The Backpack Kid, followed by Normal-Looking Guy, walk through the terminal and get in line. We swing over to see Normal Looking Guy #2 looking at them.

206 INT. TRAIN -- DAY 206

In motion. We start on the Backpack Kid, who is reading a book. The Backpack is beneath his legs. Next to him sits LINUS. Across from him is one of the Normal-Looking Guys. The other Normal-Looking Guy is a row away, facing him.

Linus looks at the door of the car.

SAUL

Is making his way through the door. He looks drunk.

LINUS

Looks down at his copy of the French FHM.

SAUL

(CONTINUED)

"Clowns Can't Sleep" 125.

206 CONTINUED: 206

Gets close and closer to Linus and the Backpack Kid.

LINUS

Puts his magazine away.

SAUL

Is almost to Linus's row, he stumbles a little, almost falls.

Then, with a loud WHOOSH the train goes completely dark. It's gone into a tunnel. We hear Saul's voice CRY OUT.

In a few seconds, the train exits the tunnel and the lights come back on.

SAUL

Has fallen into the lap of the Backpack kid. Linus and the Normal-Looking Guy try to help him up.

He stumbles onward and collapses into a vacant seat.

LINUS  
(in French)  
*He's completely drunk.*

The Backpack Kid nods his head. Linus goes back to his book. We drop down to see HIS BACKPACK also beneath his feet.

207 INT. TRAIN STATION ROME, ITALY -- DAY 207

Linus walks through the terminal, backpack over his shoulder. Suddenly he stops and kneels to tie his shoelace.

Saul, seeing this and reacting, splits off into another direction.

208 INT. WAREHOUSE -- DAY 208

Linus and Saul approach the group.

DANNY  
What happened?

Linus puts his BACKPACK down.

LINUS  
We thought someone was following us.

209 BACK TO TOULOUR ON VERANDA - DAY

209

TOULOUR  
But that means you knew what to  
steal before LeMarc proposed that I  
challenge you for it. That means...

210 INT. RUSTY'S GARAGE -- DAY

210

The image from the beginning of the film, with Rusty watching  
the boiling cask. He's talking on the phone.

RUSTY  
Gaspar, it's Rusty. How are you?

And this time we see what he is working on:

A PERFECT REPLICA OF THE CORONATION EGG.

In the warehouse in NYC, we see Danny and Rusty "arguing",  
but from a different angle. They are smiling as they yell:

DANNY  
I'M TELLING YOU IT'S A DEATH  
SENTENCE!

RUSTY  
FINE, THEN STAY HERE!

211 BACK TO TOULOUR ON VERANDA - DAY

211

TOULOUR  
LeMarc told you. Of course.

He looks deflated. It's probably just occurring to him that  
he's never lost before.

He sits down.

TOULOUR  
To teach me.

He is silent.

Tess indicates to Danny that they should leave. Danny nods,  
and they rise.

(CONTINUED)

"Clowns Can't Sleep" 127.  
 211 CONTINUED: 211

DANNY  
 Well, we'll be in touch to make all  
 the arrangements.

TOULOUR  
 No. Don't go. Please.

Toulour gets up.

TOULOUR  
 You are my guests. I will celebrate  
 your victory. Besides, you may have  
 noticed, I don't like to be alone.

212 EXT. VERANDA -- LATER 212

They are toasting champagne.

TOULOUR  
 I am feeling more French by the  
 minute. To my first depression.

213 INT. TAXI -- DAY 213

Saul and Basher ride to the airport.

BASHER  
 So I think if you really analyze  
 it, you can see that it's  
 inevitable. It's time for us to  
 evolve, en masse. I have to help  
 bring that about whatever way I  
 can, you know. Otherwise, the  
 trajectory is fixed. You know what  
 I'm saying?

SAUL  
 Mmm. Yes. But I'm through evolving,  
 I think. It's too tiring. I feel  
 pretty evolved. You know,  
 considering.

214 INT. AIRPORT -- DAY 214

Frank and Yen buy magazines. Yen has a copy of an ITALIAN  
 TABLOID. The headline screams CO-STAR SAYS JULIA MARRIAGE IN  
 TROUBLE. A sub-headline reads HER ADDICTION TO PAINKILLERS IS  
 RIPPING THEM APART.

215 INT. AIRPLANE -- NIGHT

215

In First Class. Basher and Saul tip champagne glasses.

Virgil, Turk, and Linus all crack open copies of their story to read.

TURK

I've got an idea for another  
Dominique story.

VIRGIL

Can we finish this one first?

TURK

Just let me tell it to you.

VIRGIL

No.

TURK

It's like three sentences.

VIRGIL

I'm serious; you're asking too  
much.

Virgil puts on his headset. Turk leans over to Linus and begins to speak. Linus, reading, holds his finger up.

Yen reads a magazine. Reuben glances at it.

REUBEN

May I look at that when you're  
through with it?

Yen says something. It would seem he is okay with that.

Livingston speaks into his VOICE RECORDER.

LIVINGSTON

(trying to be  
dispassionate)

All in all, it was depressingly  
familiar. The forced camaraderie,  
the hollow smiles. Scared to take a  
moment's reflection. Scared to  
imagine a different life. We  
behaved like boys.

(beat, he chokes)

But...

(CONTINUED)



215 "Clowns Can't Sleep" 129.  
CONTINUED: 215

He begins to weep, quietly, but very quickly regains his composure.

LIVINGSTON  
I'm Livingston Dell. Thanks for listening.

216 EXT. VILLA -- NIGHT 216

Tess and Danny enjoy the sunrise.

TESS  
When do you want to go back?

DANNY  
Feel like traveling?

TESS  
Yeah. Don't you?

DANNY  
Yeah.

Toulour enters with THE LAST BEAUTIFUL WOMAN in tow.

TOULOUR  
Tess. Danny. This is Monica Bellucci.

And indeed it is.

MONICA  
Hello.

TESS & DANNY  
Hello.

TOULOUR  
We're thinking of taking a trip to the states. Take a look around. We'd love to meet some of your friends while we're there. Actually, one friend in particular.

217 EXT. SKY OVER ZANZIBAR -- DAY 217

We follow the Gulfstream jet.

218 INT. JET -- DAY 218

Isabel looks out the window. Rusty watches her, She looks over at him, then back out the window.

219 EXT. BEACH HOUSE -- DAY 219

Stunning. Classic. Rusty and Isabel pull up.

He takes her hand and leads her inside.

220 INT. BEACH HOUSE -- DAY 220

Rusty and Isabel walk through the house.

RUSTY

There he is.

Rusty indicates the back porch. A figure sits in a lounge chair, reading a book. This is LEMARC.

RUSTY (cont'd)

Gaspar!

ISABEL

Gaspar? That was my fa--

Isabel looks to the porch just as LE MARC, her father, turns to face her. She goes to him and they embrace.

ISABEL (cont'd)

Daddy.

LeMarc looks to Rusty.

Rusty salutes, makes a drinking gesture and heads for the kitchen.

The sound of a jet takes us to

221 A GLOBE 221

As we rotate from Toulour's villa to LAS VEGAS, NEVADA

CUT TO:

222 ESTABLISHING SHOTS 222

Of the Bellagio hotel.

CUT TO

223 A RECEIPT 223

For a wire transfer of \$ 191,507,067.37 into the account of  
TB ENTERPRISES. Description: "Repayment of personal loan".

224 TERRY BENEDICT 224

Staring at this receipt. He looks up.

REUBEN

Is opposite him. They are both being served for lunch by a  
JACKETED WAITER, whose face is continually obscured.

REUBEN

That's the exact figure, I'm pretty sure.

BENEDICT

Yes.

REUBEN

So we're clean?

BENEDICT

You want it in writing?

REUBEN

I'll take your word.

BENEDICT

You're clean.

REUBEN

These grudges, they're awful.  
Nobody wine.

BENEDICT

As soon as someone retaliates, the  
situation is out of control.

(CONTINUED)

REUBEN  
This way, there's no need for  
retaliation. Why would there be?

BENEDICT  
There's plenty for everyone.

REUBEN  
More than plenty. It's just a  
matter of sharing.

BENEDICT  
Sharing is good.

REUBEN  
It is. Waiter? Can I get sparkling  
water? It's good for my acid  
reflux.

WAITER  
(off)  
Of course.

The waiter turns toward the bar and we see now that he is  
FRANCOIS TOULOUR. He's wearing a STRIPED TULIP in his  
WAITER'S JACKET.

CUT TO BLACK

THE END