

THE DEPARTED

By

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Based on Infernal Affairs

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FADE UP ON

THE SOUTH BOSTON HOUSING PROJECTS. A MAZE OF BUILDINGS
AGAINST THE HARBOR.

COSTELLO (V.O.)

I don't want to be a product of my
environment. I want my environment
to be a product...of me.

YELLOW RIPPLES PAST THE CAMERA AND WHEN IT CLEARS WE SEE
THROUGH DIESEL SMOKE: A BUSING PROTEST IN PROGRESS. THE
SCHOOL-BUS, FULL OF BLACK KIDS, IS HIT WITH BRICKS, ROCKS.
N.B.: (THIS IS NOT SETTING THE *LIVE ACTION* IN 1974; IT IS A
HISTORICAL MONTAGE, THE BACKGROUND FOR COSTELLO'S V.O.).

INT. THE AUTOBODY SHOP. DAY.

COSTELLO's profile passes in a dark room.

COSTELLO (V.O.)

Years ago, we had the Church. That
was only a way of saying we had
each other. The Knights of Columbus
were head-breakers. They took over
their piece of the city.

EXT. SOUTHIE. VARIOUS

The neighborhood. 1980's. We won't be here long. This isn't
where Costello ends up. It's where he began. Liquor stores
with shamrocked signs. MEN FISHING near Castle Island.
Catholic SCHOOLKIDS playing in an asphalted schoolyard.

COSTELLO (V.O.)

Twenty years after an Irishman
couldn't get a job, we had the
presidency. That's what the niggers
don't realize. If I got one thing
against the black chaps it's this.
No one gives it to you. You have to
take it.

INT. LUNCH COUNTER. DAY

COSTELLO comes in. The shop is one that sells papers,
sundries, fountain drinks...and fronts a bookie operation.

YOUNG COSTELLO

(leaning over cluttered
counter)

Don't make me have to come down
here again.

(CONTINUED)

CONTINUED:

PROPRIETOR
Won't happen again, Mr. C.

The frightened proprietor hands over money. Fifty bucks, a hundred, doesn't matter. COSTELLO is never the threatener. His demeanor is gentle, philosophical. Almost a shrink's probing bedside manner. He has great interest in the world as he moves through it. As if he originally came from a different world and his survival in this one depends on close continual observation and analysis.

YOUNG COLIN looks up. CLOSE ON his eyes. He is fourteen or fifteen, but small for his age. Bookish.

COSTELLO eyes the proprietor's TEENAGE DAUGHTER, working behind the counter. He takes a propane lighter, and, strangely, pays for it (the proprietor startled) and waits for change. He lights a MORE cigarette with the lighter.

YOUNG COSTELLO
Carmen's developing into a fine
young lady. You should be proud.
You get your period yet, Carmen?

The PROPRIETOR is uneasy. COSTELLO turns to YOUNG COLIN (about 14) staring at the local hero. Costello reaches up above and behind the counter and takes down some cigarettes.

YOUNG COSTELLO (CONT'D)
You Johnny Sullivan's kid?

COLIN nods.

YOUNG COSTELLO (CONT'D)
You live with your grandmother?

COLIN nods.

YOUNG COLIN
Yeah.

COSTELLO tells the Proprietor to take three loaves of bread and some soup off the shelves and puts them in Colin's bag.

COSTELLO
Get him three loaves of bread. And
a couple of half gallons of milk.
And some soup.

He goes over to the fridge and puts two half gallons of milk in the bag. Some soup. Costello turns to Colin.

(CONTINUED)

CONTINUED: (2)

COSTELLO (CONT'D)
Do you like comic books?

Colin nods. He adds a couple of comic books.

When the PROPRIETOR looks at him, he takes out the money he put in his pocket and gives back half.

YOUNG COSTELLO
You do good in school?

YOUNG COLIN nods, holding the big bag of loot.

COLIN
Yes.

YOUNG COSTELLO
That's good. I did good in school.
They call that a paradox.

He gives some money to Carmen.

YOUNG COSTELLO (CONT'D)
Buy yourself some makeup. Keep the change.

Looks intently at COLIN to see if he gets it. Colin does.

YOUNG COSTELLO (CONT'D)
You ever want to earn a little extra money, you come by L street. You know where I am on L street.

COLIN nods: everybody does.

YOUNG COLIN
Thank you.

He pushes out with the bags of groceries.

The PROPRIETOR can do shit about it.

YOUNG COSTELLO watches YOUNG COLIN go off down a slummy street.

INT. A CHURCH. MORNING. 1985-ISH

YOUNG COLIN, the good boy, the very good boy, is serving at a funeral Mass. Various views of the church. Stained-glass light. The altar is still wreathed in the smoke of incense.

(CONTINUED)

CONTINUED:

PRIEST (V.O.)

To you, O Lord we commend the soul
of Alphonsus, your Servant; in the
sight of this world he is now dead;
in your sight may he live forever.
Forgive whatever sins he committed
through human weakness and in your
goodness grant him everlasting
peace.

ALL

Amen.

CLOSE on COLIN'S face.

PRIEST (VO)

May the angels lead you into
paradise; May the martyrs come to
welcome you and take you to the
holy city, The new and eternal
Jerusalem.

A liturgical bell tings.

INT. THE AUTOBODY SHOP. DAY

COSTELLO is talking informally (we realize that this is a
continuation of the philosophical talk, the shadowy pacing).
YOUNG KIDS. Useful young men. YOUNG COLIN, three years older,
is among them.

YOUNG COSTELLO

Church wants you in your place.
What sort of man wants to be kept
in his place? Do this don't do
that, kneel, stand, kneel,
stand...I mean if you go for that
sort of thing...

YOUNG COLIN, the recent altar boy, visibly *doesn't* go for
that sort of thing.

YOUNG COSTELLO (CONT'D)

I don't know what to do for you. A
man makes his own way. No one gives
it to you. You have to take it.

(a beat)

Non serviam.

YOUNG COLIN

James Joyce.

(CONTINUED)

CONTINUED:

YOUNG COSTELLO
Him and Lucifer. And me.
(to the room)
Guineas from the North End and down
Providence, tried to tell me what
to do...And something maybe
happened to them.

EXT. A REMOTE BEACH. DAWN

Rose-colored dawn. YOUNG COSTELLO, with a pistol, executes a
MAN kneeling in the surf. She falls on the body of a man who
has just been executed.

COSTELLO
Jeez, she fell funny.

FRENCH moves forward with an axe in his hand.

FRENCH
Frank, you gotta see somebody.

They go about their business.

INT. THE AUTOBODY SHOP. DAY

YOUNG COSTELLO walking, talking...Not continuous with the
above. We see that only YOUNG COLIN is present.

YOUNG COSTELLO
You decide to be something, you can
be it. That's what they don't tell
you, the Church.

MISTER FRENCH is doing books off behind a window of dirty
glass.

YOUNG COSTELLO (CONT'D)
When I was your age, they would
say, we become cops or criminals.
Today, what I'm saying to you is
this: When you are facing a loaded
gun...

very close on COSTELLO, holding Colin's shoulder.

YOUNG COSTELLO (CONT'D)
What's the difference?

ECU: COLIN'S EYES swerve up. We are now on (MATURE) COLIN'S
EYES eyes. This is how the character transits the "age
leap"...on the unchanging eyes.

THE SAME EYES.

Pull back to reveal:

POLICE TRAINEES. (INCLUDING BARRIGAN, who is included in all Colin's trainee scenes). COLIN is in the class, wearing a trainee's uniform. He has a notebook, a pen. Writing.

INSTRUCTOR

The slug enters the skull by
forming a small entrance hole.
Blood and brain matter is ejected
backwards from this hole. The
bullet, which may expand, fragment
or tumble, then passes through the
brain...

COLIN writes.

INT. FIRING RANGE. DAY

POLICE TRAINEES ON A FIRING RANGE. As we go along the line we see COLIN, firing dry and then speed-changing a clip in a BERETTA 92F. He is a perfect trainee.

EXT. A TRAINING FIELD. DAY

STATE POLICE TRAINEES standing in a pissing rain, a DI yelling at them OS. COLIN is staring forward. RAIN streaming down his face. His opinion on the experience is not decipherable. Ad libs: "Sir, yes, sir."

EXT. THE BOSTON COMMON. DAY

Guys we recognize from the previous shots at the State Police Academy (wearing Statie t-shirts), including COLIN and BARRIGAN, are playing rugby against some FIREFIGHTERS. Very rough game. The game breaks up with each group giving each other the finger. FIREFIGHTERS are moving away triumphantly.

COLIN

Fucking firemen are getting pussy
for the first time in the history
of fire. Or pussy.

COLIN sits on a bench looking at THE GOLD DOME OF BEACON HILL. The terraces of fine townhouses. Aqueous golden light behind. Misty golden beauty.

(CONTINUED)

CONTINUED:

BARRIGAN

What are you looking at? Forget it. Your father was a janitor, and his son's only a cop.

COLIN

(not vainglorious, but
innocently stretching for
the idea)

You're in trouble if you're "only" anything.

BARRIGAN

Don't tell me I'm looking at the first dickhead-American president of the United States.

COLIN doesn't have a great sense of humor but he knows how to pretend that he does. He smiles.

EXT. STATE POLICE GRADUATION CEREMONY. DAY

Bagpipes and bullshit. Flags cracking. Line after line of paramilitary-looking graduates, among them COLIN.

SPEAKER (V.O.)

The Massachusetts State Police has a long tradition of excellence. Your graduation today solidifies your acceptance into one of the finest law enforcement agencies in our nation. As the Governor of the Commonwealth of Massachusetts, I am confident each and every one of you will serve with distinction, honor and integrity.

CAMERA swirls around COLIN as he moves, a lone person, through the breaking up crowd. Other graduates are hugged by family. COLIN, alone, comes to the gates of the yard.

THE MAYOR VO

Congratulations. You are dismissed.

The bagpipe band plays "Minstrel Boy."

COLIN'S POV:

AN OLDSMOBILE. COSTELLO and MISTER FRENCH standing by the car.

(CONTINUED)

CONTINUED:

COLIN walks over to the car. COSTELLO gives COLIN a BOX. COLIN flips open the top and then quickly closes it. NOTE: The box could contain an eyeball, money, drugs, a picture of Colin fucking his school teacher...we will never know.

COSTELLO
School's out. You earned it. Yeah,
no more teachers, no more books.

INT. AN EXAMINATION ROOM. DAY

TITLE: FOUR YEARS LATER

A test is reversed on a desk lit with fluorescents. BILLY takes up a Number Two pencil. He is in a room full of trainees, far enough along in their traineeship that their hair has grown in.

A CLOCK TICKS, sweep hand coming around.

BILLY'S EYES on it.

INSTRUCTOR (O.S.)
Begin.

BILLY takes the test, marking multiple choice answers swiftly while all around him trainees are sweating and still trying to read the questions.

EXT. A TRACK. DAY

BILLY, wearing a State Police sweatshirt is running, alongside BROWN a black trainee with specs.

BROWN
She tells me, you never finish
anything.
(puff puff)
You finish the police course you
get taken care of again baby.
(puff puff)
So after graduation
(puff puff)
I get a blowjob again.

BILLY
That's great. Your mom must be a
wonderful woman.

BROWN
Fuck yourself.

(CONTINUED)

CONTINUED:

BILLY

Look at it this way, you're a black guy in Boston. You don't need any help from me to be completely fucked.

BROWN

Ways to get ahead, though, man, ways to get ahead.

BILLY

(exasperated by this)
To *where*. (Yeah)

BROWN is left thinking about this.

EXT. TRAINING FIELD. DAY

BILLY with other trainees is being braced by a DI.

DRILL INSTRUCTOR

This is not the regular police.
This is the state police. Your training will illustrate the difference. What's the difference?

BILLY

(sotto voce to BROWN)
Rage issues and lower median IQ.

DRILL INSTRUCTOR

You say something?

BILLY

Sir, I was agreeing with you about our obvious superiority to other forms of police, sir.

DRILL INSTRUCTOR

We're not superior, we're the best.

BILLY

Sir, yes sir.

INT. FIRING RANGE. DAY

BILLY, in glasses and ear-protectors, waiting for the target.
Go from the GUN to

INT. A CRACKHOUSE. DAY.

COLIN, four years a veteran of the gang unit, is on the job, on a raid, clearing rooms, part of a team working with massive aggression. He moves through a door. A SAD SACK OF SHIT is throwing drugs out a window.

COLIN
(calling to other cops)
Douchebag!

COPS enter past Colin and pigpile the man. COLIN is chewing gum, all testosterone and aggression, glad to be a cop. The smartest guy in the room.

EXT. FIRING RANGE. DAY

BILLY fires, and changes clips.

EXT. A STREET IN BOSTON. DAY

A BLACK-WINDOWED, MODERN, POLICE BUILDING, beetling over a plaza. Older Boston reflected in the featureless glass. The Boston of this film is almost futuristic. COLIN looks up at the building with great intensity. He puts on his sunglasses and walks towards the door.

INT. QUEENAN'S OFFICE. DAY

COLIN, in civvies (a very good suit), stands at suave attention before CAPTAIN QUEENAN, a mild and scholarly man who might as well be a Jesuit history-teacher.

QUEENAN
Congratulations on passing the
detective exam, and welcome to the
Special Investigation Unit.

DIGNAM
(tonelessly)
Whoop-di fuckin' do.

QUEENAN
We won't be working directly
together, you'll be working for
Captain Ellerby, but I like to see
everybody.
(contemplating him)
You're a worker, you rise fast.

(CONTINUED)

CONTINUED:

DIGNAM

Like a twelve year old's dick.
(Alt: Like a turd in the pool.)

COLIN

Thank you, Sergeant.

DIGNAM

My pleasure.

COLIN

(to Queenan)

Thank you, sir.

He turns to go.

INT. QUEENAN'S OFFICE WAITING ROOM. DAY

As COLIN leaves the office, looking very satisfied and not a little saturnine (it's not as if he isn't pleased by recognition and it's not as if he won't get revenge on Dignam), he barely glances--and does not actually see--the TRAINEE sitting off to one side. He sees polished brogues, and walks on.

QUEENAN'S SECRETARY

(whispering, joyful, in
love with COLIN)

Congratulations.

COLIN

Thanks, hon.

As COLIN leaves she moderates her expression and:

QUEENAN'S SECRETARY

(coldly)

You can go in there now.

BILLY looks up. He has not seen COLIN, and COLIN has not seen him. He has his interview on his mind.

INT. QUEENAN'S OFFICE. MOMENTS LATER

BILLY stands at attention. The picture of a spit-and-polish trainee.

QUEENAN

You can sit.

BILLY does.

(CONTINUED)

CONTINUED:

QUEENAN (CONT'D)

So.

BILLY has no idea why he is in this room with the brass. Sgt. Dignam is staring at him aggressively, with contempt, stirring his coffee. DIGNAM is more intelligent than he seems.

QUEENAN (CONT'D)

Do you know what we do here? My section?

BILLY doesn't want to answer unless he can answer correctly.

BILLY

Sir, yes, sir, I have an idea...

SGT. DIGNAM

Whoa, let's say you have no idea and leave it there. No idea. Zip, none. If you had an idea about what we do we would not be good at what we do. We would be cunts. Are you calling us cunts?

BILLY wouldn't normally take crap from this guy; but he does. He's openly intrigued by the situation. Dignam is staring at him. BILLY looks evenly at QUEENAN.

QUEENAN

(not looking up from papers)

Staff Sergeant Dignam has a style of his own. I'm afraid we all have to deal with it.

SGT. DIGNAM

(getting to business, hard)

You have family connections down in Southie. Through your father. Tell us about your uncle Jackie.

BILLY

Uncle Jackie was a carpet layer for Jordan Marsh.

SGT. DIGNAM

Uncle Jackie was a small-time bookie who tended bar at the Vets in Somerville.

(MORE)

(CONTINUED)

CONTINUED: (2)

SGT. DIGNAM (CONT'D)
He got popped by Nicastro in '95.
They found his body out by the
airport.

BILLY says slowly:

BILLY
That's right.
(tightly)
I remember his funeral.

SGT. DIGNAM
(cruelly)
Closed casket?

BILLY
That's right.

SGT. DIGNAM
You tell anybody at Deerfield -
that is, before you got kicked out
for whaling on a gym teacher with a
folding chair - you had an uncle
met his demise like that?

BILLY says nothing. Eyes luminous.

SGT. DIGNAM (CONT'D)
I got a question. How fucked up are
you?

INT. CORRIDOR POLICE BUILDING. DAY

COLIN, in his good suit, moves along the hall. He owns the building. He looks into offices. He is looking at his future. From one room BARRIGAN (still working in uniform) gives him the thumbs up. COLIN gets a coffee. He looks at a secretary's ass. Caught at it, he smiles beautifully. She smiles back.

BARRIGAN
What you got?
(with admiration and envy)
"Staff Sergeant". In four years
you're a sergeant.

COLIN
SIU. What a country.

BARRIGAN
(after a beat)
Perfect.

(CONTINUED)

CONTINUED:

Meaning to some extent "Perfect for a dick like you". This is how friends come apart. BARRIGAN is unable to continue his pose of congratulation. COLIN (close on Colin) is on to him.

COLIN

I don't mind going it alone. If you could go it alone you might get somewhere yourself.

BARRIGAN

We're cops. This isn't "somewhere".

COLIN

I know you're a worker. I might be able to do something for you. You got any suits at home or you like coming to work looking like you're gonna invade Poland.

INT. QUEENAN'S OFFICE. DAY

BILLY is still at attention. DIGNAM going with wet thumb through papers.

SGT. DIGNAM

Let's look at the rest of the family tree. Your maggot uncle Tommy Costigan--he's another goof--got busted selling guns to federal officers. Among many, many, *many* other departures from, ah, "normative behavior".

QUEENAN is inspecting Billy, watching his reactions. Specs catching light.

BILLY

What's this got to do with me?

SGT. DIGNAM

Why are you pretending to be a cop?

INT. OCS CONFERENCE ROOM. CONTINUOUS

COLIN is eyeing a woman COP across the table. She smiles at him and lowers her eyes. At the end of the table:

ELLERBY

This unit is new, and you are the newest members of it. You have been selected for it on the basis of intelligence and aptitude.

(MORE)

(CONTINUED)

CONTINUED:

ELLERBY (CONT'D)

This is an elite unit. Our job is to smash--or at least marginally disrupt--

(he gets the laugh he expected)

--organized crime in this city by our own efforts and by enhanced cooperation with the FBI, represented here by Agent Frank Lazio--

(show the deeply unreliable dandy LAZIO)

and we will do it. And by organized crime in this city...you know who we mean.

SURVEILLANCE PHOTOS come up. COSTELLO in sunglasses standing in front of the Autobody shop. COSTELLO standing with UNCLE JACKIE COSTIGAN.

ELLERBY (CONT'D)

(clicking the button)

That's Jackie Costigan...that's an old picture. Jackie met his demise.

PHOTO OF JACKIE'S DEMISE: PHOTO OF JACKIE, DEAD.

ELLERBY (CONT'D)

Last known photograph.

MORE RECENT PHOTOS. FITZY, DELAHUNT, FRENCH, all photographed with COSTELLO. Coming out of buildings, talking on the street, getting into cars.

ELLERBY (CONT'D)

Costello uses three key guys. There's Fitzzy...off the boat psycho...lives in Brockton with his mother who looks like she's straight out of "Going My Way"... There's Delahunt, muscle, and here's French...the number one. But of course the rock star is...[you know who]

A picture of COSTELLO comes up. COLIN looks at it. In the MUG SHOT Costello is serene, untouchable legally, untouchable at the heart. He's like a hilarious devil.

ELLERBY (CONT'D)

We've done a briefing book. Read up.

(MORE)

(CONTINUED)

CONTINUED: (2)

ELLERBY (CONT'D)

I want to have any and all ideas,
so I can pass them off as my own.

(laughter, a long beat)

Do your jobs and you will rise
fast. You're in the best position
in the department. Let's go to
work.

The recruits disperse into a glittering modern office. COLIN,
in his flash suit, gets a cup of coffee. He looks at the
BRIEFING BOOK. He opens to a picture of COSTELLO.

INT. QUEENAN'S OFFICE. DAY

DIGNAM still working Billy.

DIGNAM

Your old man was a hump from
Southie. Baggage-handler at the
airport. Family's all criminals
except your old man.

BILLY

And one priest. Since you seem to
know everything.

DIGNAM

I ain't sure about him, either.
(ALT: Last I heard he was happily
married to a 12 year old boy and
living on a beach in Thailand.)
Family's dug into the Southie
projects like ticks. Lifers down
there. Three decker men at best.
You grew up, however, up the North
shore. La di (fuckin') da.

Dignam leans over Billy.

DIGNAM (CONT'D)

You were kind of a double kid, I
bet, right? One kid with your old
man. One kid with your mother.
Upper middle class in the week, and
then dropping your 'r's and hanging
in the Southie projects with daddy
the donkey on the weekends. I got
that right?

BILLY, opened up expertly and crudely, stares with contained
hatred.

(CONTINUED)

CONTINUED:

SGT. DIGNAM

You have different accents? You did, didn't you. (You little fuckin' snake.) You were different fuckin' *people*.

BILLY

You a psychiatrist?

SGT. DIGNAM

If I was I'd ask you why you're a Statie making thirty grand a year. And I think if I were Sigmund fucking Freud himself I wouldn't get an answer. So tell me, what's a lace curtain motherfucker like you doing in the Staties?

BILLY

Well. Families are always rising or falling in America. Am I right?

QUEENAN

(appreciative, kindly,
looking up from his
papers)

Who said that?

BILLY

Hawthorne.

SGT. DIGNAM (although he knows perfectly well who Hawthorne is) makes a fart-noise with his mouth. BILLY looks at him with an "I'm going to kill you" expression which is not without wit and which Dignam seems to admire.

DIGNAM

What's the matter, smartass? You don't know any fuckin' Shakespeare?

QUEENAN

We have a question. You want to be a cop, or do you want to appear to be a cop. It's an honest question. Lot of guys want to *appear* to be cops. Gun. Badge. Pretend they're on TV...

SGT. DIGNAM

A lot of em just want to slam a nigger's head through a plate glass window.

(CONTINUED)

CONTINUED: (2)

BILLY

I'm all set without your personal
job application, Sergeant.

DIGNAM

(after a "we got a live
one" glance at Queenan)
What the fuck did you say to me,
trainee?

BILLY looks at him, and then looks forward.

BILLY

Sir, with all due respect, sir,
what is it you want from me?

DIGNAM

Hey asshole, he can't help you. I
know what you are, and what you
aren't. I'm the best friend you
ever had on the face of the earth.
I'm gonna help you understand
something: You're no fuckin' cop.

QUEENAN

He's right.

(Billy looks at Queenan)
We deal in deceptions here. But
what we don't deal with is self-
deception. In five years, you might
be anything else in the world, but
you won't be a Massachusetts State
trooper.

BILLY

You sure of that?

QUEENAN

I'm sure of that.

DIGNAM

Guaranteed.

QUEENAN

(looking up from his
papers)
You don't have much family.

CLOSE ON BILLY.

(CONTINUED)

CONTINUED: (3)

BILLY
(deciding this on the
spot)
I don't have any family.

EXT. HUNTINGTON AVENUE. LATE DAY

A TROLLEY goes past. HOSPITAL HILL, above the trolley line, is sinister, quiet. HOSPITAL at the top like a malign fortress, above rows of endlessly repeated condominiums. BILLY CROSSES from the Trolley stop, desperately, an angry young man at his life's turning point.

INT. A HOSPITAL ROOM. LATER

BILLY'S MOTHER lies as if floating in her bed. Tubes, lights. A bald head on a barely-dented pillow. She is a cancer patient in a coma, weighing possibly 80 lbs. Gasping for air. Her airways are cleared with a suction tube. BILLY sits watching as the tube goes in. BILLY sits looking at her.

EXT. THE HOSPITAL CORRIDOR. LATER

BILLY is leaning against a wall. A maternal WASP UNCLE, a not-bright guy (pretensions, rather than status), speaks briefly to a DOCTOR further along the hall, then approaches BILLY, hands in the pocket of a good suit.

WASP UNCLE
What's this I hear from Stephanie
about you becoming a policeman?

BILLY
You mean Stephanie who was the only
one who came to my father's
funeral? That Stephanie?

UNCLE
That Stephanie.

BILLY
Nothing much to it Uncle Edward.

UNCLE
Are you trying to prove something
to the family?

BILLY
When you say "family", what do you
mean? You?

(CONTINUED)

CONTINUED:

UNCLE

You always question everything,
don't you?

BILLY

Yeah, well, maybe it would have
done you some good to have a
question from time to time. "Am I
an asshole?" "Are my kids a mess?"
"Is my wife a money-grubbing
whore?" Those are questions.

(the UNCLE starts to
leave)

"Have I been good to my dying
sister or am I just pretending to
be?"

(he's stung THE UNCLE)
Too late now, right?

UNCLE

Do you need some money for the
funeral?

THE UNCLE moves away, bends to get his overcoat.

BILLY

When my mother dies we don't have
any connection. You got it?

EXT. BOSTON. TWILIGHT

AERIAL. FLY FROM the HOSPITAL TO:

THE GOLD DOME ON BEACON HILL

INT. AN APARTMENT ON BEACON HILL. TWILIGHT

A REALTOR switches on lights. An empty, flash apartment above
the Parisian rooftops of Beacon Hill. A view of the Dome.
More than you'd think a cop could afford. We see, as COLIN
does, beyond his reflection in the glass, the STATE HOUSE
DOME.

REALTOR

This is it. Nice. You've got high
ceilings, parquet floors. There's a
lock on the fridge in case you have
eating issues.... Joke...not a very
good one.

(uneasy)

So, you're a policeman?

(CONTINUED)

CONTINUED:

COLIN
(like something he is used
to reciting)
I'm a State Police detective.

REALTOR
(wondering where he gets
his money from)
State Police Detective. You a
married State Police Detective?

COLIN
(coming out of his reverie
and coldly:)
...No.

REALTOR
Oh, cuz it's big and I wondered if
a cop...

COLIN
I have a cosigner.

REALTOR
You intend to have a *housemate*.
That's cool.

COLIN
Give me the fuckin' papers.

EXT. HOSPITAL HILL OVERLOOK. NIGHT

BILLY sits on a bench looking out over the whole city. (It is
the best view of Boston, never seen in a film). He's smoking
a cigarette, making his decision.

INT. QUEENAN'S OFFICE. DAY

Continuation of the interview.

BILLY
So what do I do?

QUEENAN
During the war, Churchill used
river mines. He'd float them down
the rivers into Germany. They'd
either hit something, or not.
That's what we'll use you for. I'll
float you down the river. The rest
will happen. Or it won't...

(a beat)

(MORE)

(CONTINUED)

CONTINUED:

QUEENAN (CONT'D)

By the way, this isn't police work for peanuts. There's money behind this operation. You won't be paid as a cop, but there is a bonus involved. Tax free.

QUEENAN writes on a slip of paper and hands it to BILLY. BILLY looks up from the paper, impressed.

DIGNAM

Luck of the Irish. All that and you're still young enough to fuck undergraduates.

QUEENAN

We can't conceal that you've been a trainee. You'll be convicted of a crime. We're thinking that a guilty plea to assault and battery might make sense.

DIGNAM

Given your nature.

QUEENAN

You'll serve enough jail time to convince anyone that it's no set-up. You'll be on probation. The whole nine yards.

DIGNAM

I need you, pal. You've already pretended to be a Costigan from South Boston.

BILLY looks up with a glazed insolence. In one beat he is not a scared trainee but a smart criminal.

BILLY

Every weekend...Sergeant.

DIGNAM

Perfect.

QUEENAN

Do it again. For me.

EXT. HOSPITAL HILL OVERLOOK. NIGHT

BILLY throws down his cigarette. He has decided.

FILM TITLE: THE DEPARTED

EXT. CEMETERY. DAY

Priest's cassock whipping in the wind. A few mourners (shabby genteel ladies, contemporaries of his mother), but Billy seems to have no real connection with any of them.

LATER

BILLY is alone at the grave. He looks at the tags on wind-blown wreaths. One gives him pause. Under a picture of The Virgin it reads: "Heaven holds the Faithful Departed" and is signed: "F. Costello".

INT. JAIL HOLDING TANK. DAY

A CELL DOOR CLOSSES. On Billy. Looking like a real criminal. Not a pretend one. Frightened and resolute at once. BILLY is in a holding tank.

EXT. THE BALCONY OF COLIN'S APARTMENT. MORNING

COLIN, in a bathrobe, leans on the rail and looks at Boston. THE GOLD DOME visible. Colin drinks coffee. Not satisfied: worried.

INT. A PROCESSING FACILITY. DAY

BILLY, naked, holds his clothes in a bundle. Being processed out of jail. Beside him another guy, furtive, gruff, not trying to be friendly.

OTHER PRISONER
You're Bill Costigan?

BILLY
Who wants to know?

OTHER PRISONER
Nothin.' I know a Sean Costigan. L Street.

BILLY
My cousin.

OTHER PRISONER
Connected but not too bright--
(BILLY looks at him with
an only-I-can-insult-my-
cousin look)
No offense.

Billy gets his clothes.

INT. CONFERENCE ROOM. DAY

On the wall is a rogues gallery of COSTELLO and all his primary guys...MISTER FRENCH, DELAHUNT, FITZY. COLIN and others sitting listening. COLIN, reading a paper (Boston Herald) which may or may not have the headline, CASE DROPPED AGAINST DRUGS CADET (featuring a picture of Billy), looks up as SGT. DIGNAM comes in.

SGT. DIGNAM

Sorry I'm late.

ELLERBY

Staff Sergeant Dignam is our liaison with the undercover section. Their undercover work is extensive. He's here to give us his report. Sgt. Dignam.

SGT. DIGNAM

OK. They're out there, my people. They're like the fuckin' Indians. You're not gonna see them. You're not gonna hear about them except through me or Captain Queenan. You will not, ever, know the identity of undercover people. This shit hole, unfortunately, has more fuckin' leaks than the Iraqi navy.

ELLERBY

Fuck yourself.

SGT. DIGNAM

I'm tired from fucking your wife.

ELLERBY

How's your mother?

SGT. DIGNAM

Good. She's tired from fucking my father.

(opens a FILE)

OK, today, girls, what I got for you is microprocessors.

LAZIO, the Fed, comes in and sits down. With folders, pencil.

(CONTINUED)

CONTINUED:

SGT. DIGNAM (CONT'D)

Somebody, as you may already know, stole one hundred microprocessors from the Mass Processor Corp out Route 128. They're the kind of processors they put into computers that can put a cruise missile up the ass of a camel from the other side of the planet. That's what they do out there on "America's Technology Highway". Worth a hundred grand apiece. Guy worked for the company two months walked out the door with a box of processors on Tuesday, has a ticket booked for Florida on Wednesday, but on Thursday he gets found in a dumpster. You know where this dirt ball started his life? Southie projects.

COLIN

What was his name? The, ah, departed.

SGT. DIGNAM

Myles Kennefick. Got the job with a forged UMass transcript. UMass Boston, which incidentally happens to be in...

LAZIO

South Boston?

SGT. DIGNAM

Who forged your transcript, dickhead?

COLIN

I know that guy. His father runs the Hibernian Liquor Mart. Kennefick's.

ELLERBY

We are not here to solve the "Case of the Dead Scumbag". We are here to nail Costello.

COLIN stands down, embarrassed.

(CONTINUED)

CONTINUED: (2)

SGT. DIGNAM

We got a guy says that he hears
Costello is moving the processors
to China...that he set up the whole
fuckin' job and popped Kennefick.

(LAZIO is writing,
lawyerish.)

You don't want to miss it if
Costello takes a dump.

ELLERBY

We'd miss less if your informants
were available to us, and of course
to the FBI (Bureau)...

LAZIO

Without asking for details, do you
have anyone in with Costello
presently?

SGT. DIGNAM

Maybe. Maybe not. Maybe fuck
yourself. My theory on Feds is
they're like mushrooms. Feed 'em
shit and keep in the dark. You
girls have a nice day.

EXT. A STREET OF TENEMENTS IN SOUTHIE. DAY

BILLY steps off a bus at a corner. He goes up to a house, and
knocks on the door. A Southie hag answers. On an oxygen
cylinder, smoking.

BILLY'S AUNT

Billy?

BILLY nods.

BILLY

Aunt Cathy?

His aunt takes her cigarette out of her mouth and then
embraces him fiercely. BILLY takes it like the imposter he
is. But he might well love his aunt.

BILLY'S AUNT

Good to see you. Good to see you.

INT. BILLY'S AUNT'S KITCHEN. DAY

BILLY is eating soup.

(CONTINUED)

CONTINUED:

BILLY'S AUNT

They said you were in the States,
I couldn't believe it.

BILLY

I got kicked out about four months
ago.

SEAN

It was in the papers.

Sean is a villain leaning in a doorway. Bad tie: he takes it
off. He has been at a funeral.

BILLY

Well. So you know.

SEAN

And why are we graced with your
presence?

BILLY

I brought your mother some pictures
of my father.

It's true. They are on the table.

BILLY (CONT'D)

My mother had them. My mother's
dead.

SEAN

(reflexively)

I'm sorry. I'm sorry for your
troubles.

Sean opens the fridge, opens a beer, and hands it to BILLY.
He opens one for himself.

SEAN (CONT'D)

I was at a funeral myself. Myles
Kennefick, knew him in school. Beat
the fuck out of him seven or eight
times as a matter of fact.

(affably to Billy)

You workin'?

BILLY

No.

EXT. THE PORCH OF THE THREE-DECKER. LATER

Sean and BILLY are still drinking beer.

SEAN

When did I see you after that?

BILLY

Not for a long time. Down the cape after Rose's wedding. I think.

SEAN

Fuck, oh shit. I remember that, dude. I had that fuckin' buck knife, right, and I cut all the brass numbas off the doors at the hotel. I was trippin'...All of them. That was a *night*.

Sean looks deflated.

BILLY

Listen, I got twenty thousand dollars when my mother died. Insurance.

SEAN

Yeah?

BILLY

In your line of work, if I gave you ten thousand dollars what could you give me back?

SEAN

My line of work... I'm not in that line of work just presently because I don't have ten thousand dollars. As a matter of fact I have never had ten thousand dollars.

BILLY

That's what *I'm* saying.

Sean nods, and nods.

SEAN

You know what we usually say at these moments.

(CONTINUED)

CONTINUED:

BILLY

You fuckin' moron. What are you talking about? I'm not a cop. I'm your cousin.

INT. BILLY'S CAR. NIGHT

BILLY is waiting. Sean comes out of a squalid looking house and gets into a car. Fast. Billy puts the car in gear.

SEAN

Fuckin' Ricans think they know everything. If they knew shit they wouldn't be Puerto Ricans.

He has a paper bag full of money. He opens a beer.

SEAN (CONT'D)

(high as a kite)

Double the money, double the fun.

(confusing his TV jingles)

Cinnamon toasty apple bun... R is for Ricans...P is for pigs...

They drive past a BPD cruiser. Sean hides his beer.

SEAN (CONT'D)

I can't stop drinkin.

BILLY laughs.

BILLY

Why would you even think of stopping drinking?

SEAN

He don't like it. He don't like drinkin...he don't like fightin...

(Sean looks sad)

...he says stay out of the bars... You know, we're not even supposed to do this on this side of fuckin' Worcester.

BILLY

Who says?

SEAN

He says. Costello says. God says, as far as you're concerned.

INT. A HORRIBLE BAR IN SOUTHIE. NIGHT

Sean, beyond wasted, is talking to some people, including MISTER FRENCH. A table wet with spilled beer.

SEAN

Not a cop. He got out of the joint three weeks ago. Dead up. He talks like his shit don't stink but he's good people.

VILLAIN

Cunt cop.

MISTER FRENCH

I knew his father. I liked his uncle Jackie better.

SEAN

Uncle Jackie was excellent.

AN IRISH VILLAIN

Fucking guineas.

They solemnly toast uncle Jackie and his fate among the fucking guineas. Across the crowded room, BILLY is ordering at the bar.

BILLY

A cranberry juice.

WELL-DRESSED SCUMBAG AT BAR

It's a natural diuretic. My girlfriend drinks it when she got her period.

(to BILLY)

You got your period?

BILLY glances over at the table where MISTER FRENCH sits with SEAN, and then smashes his glass into the face of the WELL DRESSED SCUMBAG. He stands waiting for the SCUMBAG to get up he is grabbed and shoved against the wall by MISTER FRENCH. Popped into a pay phone hard. The pay phone comes off the hook.

BILLY

Get your hands off me.

MISTER FRENCH

Do you know me?

(CONTINUED)

CONTINUED:

BILLY

No.

BILLY shakes his head no.

MISTER FRENCH

I'm the guy who tells you there are guys you hit and there are guys you don't. That's not *quite* a guy you can't hit, but it's *almost* a guy you can't hit, so I'm fucking ruling on it right now that you don't hit him, understand?

BILLY

Yeah. Excellent. Fine.

MISTER FRENCH

I know you. I know your family. Also I know you do another drug deal with your idiot fucking cop-magnet cousin I'll forget your grandmother was very nice to me and cut your fucking nuts off. You understand that?

BILLY

Yeah.

MISTER FRENCH

Now you know me.

BILLY

Yeah.

A beat: they stare at each other.

MISTER FRENCH

What are you drinking?

BILLY

Cranberry juice.

A beat.

MISTER FRENCH

What is it, your period?

BILLY laughs.

MISTER FRENCH (CONT'D)

Get him a cranberry juice.

(CONTINUED)

CONTINUED: (2)

The WELL-DRESSED SCUMBAG is bleeding, incredulous. MISTER FRENCH takes him by the shoulder.

MISTER FRENCH (CONT'D)
(sotto voce to WELL-DRESSED SCUMBAG)
That's Jackie's nephew.

WELL-DRESSED SCUMBAG
Oh...

MISTER FRENCH
Oh, what?

FRENCH demolishes him with body blows.

FRENCH
Get the fuck out of here.

EXT. A HOUSING PROJECT IN SOUTHIE. DAY

COLIN and BARRIGAN (who Colin has moved to plain clothes) stand at the door, talking, or trying to talk, with a fearful MRS KENNEFICK. MRS KENNEFICK looks like she starts drinking whiskey at 9 in the morning.

COLIN
Mrs. Kennefick, Myles and I were in school together. Myles was behind me in school but I knew him. I will get those responsible. Don't you want to see us catch whoever used him to do a robbery and then killed him?

MRS KENNEFICK
Allegedly.

COLIN
(grimaces)
"Allegedly".

MRS KENNEFICK
If he was killed he probably did something wrong.

COLIN
You don't mean robbery do you, Mrs Kennefick? That's not what you think he did wrong.

MRS. KENNEFICK notices COSTELLO driving by.

INT. COSTELLO'S CAR. DAY.

Costello and Gwen are in the car. Gwen is dressed like Jackie O.

COSTELLO
Wave to your girlfriend.

EXT. A HOUSING PROJECT IN SOUTHIE. DAY.

MRS KENNEFICK
I mean fuck yourself.

She slams the door. As COLIN walks away from the door he notices the TAIL: a maroon sedan and a damaged white delivery van.

COLIN
You get that?

BARRIGAN
"Allegedly" or "fuck yourself?"

COLIN
Welcome to the neighborhood.

EXT. AN INTERSECTION. MOMENTS LATER

FRENCH pulls up to a light.

[COSTELLO blows a red light and leaves the tail (including the Surveillance Van which we will see again) behind him in a snarl of traffic.]

COSTELLO
Cut 'em here.

French steps on it and blows through the light, leaving the follow cars behind.

COSTELLO (CONT'D)
Bye, bye.

INT. THE ELEVATOR AT POLICE HEADQUARTERS. DAY

COLIN boards with a bunch of other cops and workers. On board, directly beside him, is MADOLYN. COLIN's age, beautiful, wearing a business suit. She has a thick stack of medical-looking files. She's a psychiatrist on contract to the Commonwealth of Massachusetts. She does probation counselling work with "violent offenders" and also sees policemen.

(CONTINUED)

CONTINUED:

COLIN
Making a house call?

MADOLYN
Have I seen you professionally?

COLIN
No, no. I know what you do. I know
who you are.

MADOLYN nods, and then because this is a (relatively)
sensitive subject ignores COLIN, but she is visibly attracted
by him.

COLIN (CONT'D)
When guys have to "use their
"service revolvers" in the "course
of duty" they get to talk to you
about their "feelings" and whatnot.

MADOLYN laughs.

COLIN (CONT'D)
No. Oh, I know how it goes. You're
a mental health professional.

MADOLYN
(laughing)
I have an appointment on this
floor.

The door opens.

COLIN
That's good. They're all fuckin'
crazy on that floor.
(points up)
I'm one floor up.

MADOLYN
Oh, fancy policeman.

COLIN
That's right. Fancy.

MADOLYN
Are you a Statie?

After she steps out he prevents the door from closing.

(CONTINUED)

CONTINUED: (2)

COLIN

Yeah, I'm also getting my law degree.

MADOLYN

Suffolk, nights?

COLIN

They don't run Harvard Law at night, last time I checked.

MADOLYN

When was the last time you checked?

COLIN

Before I went to fucking Suffolk.

MADOLYN

I went to U Mass. I wasn't insulting you.

COLIN

Well I thought you were, and for that you have to take me to dinner.

MADOLYN

Maybe you could shoot someone and I'd have to see you professionally.

COLIN

Whatever it takes. I'll stab someone in the heart with an icepick right now if it gets me dinner with you.

MADOLYN hands him a card.

COLIN (CONT'D)

I don't need a card, I'm a detective.

She hesitates. He takes the card.

COLIN (CONT'D)

I'm only joking. Nice to meet you... "Madolyn".

The doors close. The elevator takes him up. He takes out his cellphone as if he's forgotten something. As the doors open, the signal bars light up, and the phone rings.

(CONTINUED)

CONTINUED: (3)

COLIN (CONT'D)
 (walking, voice low)
 I didn't know about your tail until
 I saw it myself. I couldn't call, I
 had the other guy with me. Blue
 sedan and a white delivery van,
 fucked up with graffiti on the
 side. The van is audio
 surveillance. OK, have a nice day.

INT. A COFFEE SHOP IN SOUTHIE. MORNING

The same shop in which YOUNG COSTELLO talked to YOUNG COLIN, all those years ago. Two ITALIANS are in the shop, talking hard to the Pakistani PROPRIETOR (SINGH). These are hard guys but they're not being threatening, just persistent: the guy DOES owe them money. BILLY is finishing his breakfast. Watching. He goes over. The two GUINEAS are amazed. [Dialog on separate document].

Billy is finishing his breakfast. Watching. He goes over....

BILLY
 You guys from Providence?

The GUINEAS look at him. The younger one moves to intervene. BILLY smiles and destroys them both. Maniacal violence. The biggest beatdown in gangster movie history--and obviously that's saying something. In the course of the beat-down Billy breaks his left hand--a "boxer's fracture". BILLY stands over his victims, breathing hard, holding his broken hand.

PROPRIETOR
 What have you done to my place! Get
 out of here.

BILLY goes.

INT. EMERGENCY ROOM. NIGHT

BILLY, unlit cigarette in his mouth, is having his hand wrapped in plaster by a lady doctor. In another life he might have dated her. Not in this one.

INT. FRENCH RESTAURANT. NIGHT

A romantic restaurant. The best Boston has (which isn't saying much, but whatever). COLIN, looking great, a man on the rise. MADOLYN in pearls, also looking great. But maybe the conversation has lapsed and the date gone south.

(CONTINUED)

CONTINUED:

COLIN

You also do probation work, right?

MADOLYN

That's right. I see "violent offenders".

COLIN

Bad guys.

MADOLYN

That's one way to look at it. Not necessarily.

COLIN wonders if she's breaking his balls. A DESSERT arrives: some towering Japanesey concoction with a fan of sugar candy spines, sitting in a pool of sauce. COLIN looks at it, fork poised. MADOLYN looks at it. He looks up at her.

COLIN

That have *this* and they don't have duck l'orange.

MADOLYN smiles: she likes him. Even with the dinner-long bitterness over the duck l'orange.

MADOLYN

Was your dinner OK?

COLIN

(holding balloon of
inappropriate wine)
Oh, the lobster was excellent. I
just thought, French restaurant...

The look at the dessert.

MADOLYN

I'm waiting for you to make your
move.

COLIN

I don't know what you're gonna do,
but if it moves I'm going to arrest
it (shoot it).

MADOLYN laughs. COLIN sees his shot: he's got her laughing.

(CONTINUED)

CONTINUED: (2)

COLIN (CONT'D)

What's it like having people "find themselves?" All day long people "finding themselves." Does it get messy with all those feelings flying around the room?

MADOLYN

Why, does that make you uncomfortable?

Colin stares at her. Water glass nearly goes over.

MADOLYN (CONT'D)

You know what Freud said about the Irish?

COLIN

Yes I do.

MADOLYN

If you *actually do* I'll see you again.

COLIN

Who says I want to see *you* again?

MADOLYN

(concerned, perhaps
unexpectedly)
Don't you?

COLIN

Yes, course I do.

(a beat)

What Freud said about the Irish is
We're the only people impervious to
psychoanalysis.

MADOLYN is impressed.

COLIN (CONT'D)

Tough luck for you with a client
list of Mick cops, isn't it.
"Opening up"? Good luck to you.

COLIN laughs but looks nervous about the concept of "opening up".

COLIN (CONT'D)

Why do you do it?

(CONTINUED)

CONTINUED: (3)

MADOLYN
Some people do get better.

COLIN takes it seriously; admires it.

COLIN
Fair enough.

MADOLYN
Sometimes, though, I want people to
forget about their personal
bullshit and do their jobs.

Unsaid: *Like I do.*

COLIN
Including the criminals?

MADOLYN
If they don't do their jobs you
don't have one.

COLIN
Me? I'd just arrest innocent
people. I'll arrest you right now.

MADOLYN
You're trouble.

COLIN
You don't know the half of it.

INT. A HORRIBLE BAR IN SOUTHIE. NIGHT

A slow night. BILLY IS AT THE BAR bent over a glass of cranberry juice. The women available are two CRONES. [Dialog on separate document]. Stark contrast to COLIN'S EVENING. A BOOKMAKER on the phone. BILLY, by the glances of people looking at him, has made his bones. He's treated with respect. His hand and wrist in a cast. Out of nowhere (though Billy is aware conversation has stopped he does not look around)...

COSTELLO sits down beside him AT THE BAR.

BILLY observes:

MISTER FRENCH sitting down at a far table. Watching. Covering the room.

COSTELLO is brought a glass of water by the silent bartender. No sound whatsoever in the bar.

(CONTINUED)

CONTINUED:

They say nothing, look at each other. BILLY notices DELAHUNT and FITZY, entering. They stand by MISTER FRENCH.

BILLY sits motionless.

COSTELLO
Do you know who I am?

BILLY does: but shakes his head.

BILLY
No.

COSTELLO
You met my friend, Mister French
the other night.

BILLY
Is his *real* name Mister French?

COSTELLO
No.
(a beat)
Come with me.
(As BILLY hesitates)
I'm not the cops. I'm not *askin'*
you.

BILLY stands up. MISTER FRENCH stands up. BILLY, COSTELLO,
and MISTER FRENCH move towards the back room. As they walk to
the back room of the bar, we hear COSTELLO:

COSTELLO (CONT'D)
You know something, they just do
not stop having the Mafia in
Providence, and this can cause
problems for me.

INT. BACK ROOM OF THE BAR. CONTINUOUS.

COSTELLO
Those guys you tuned up are
connected down Providence. What
they're going to do is come back up
with some guys and kill you.
Which, sure as you're born, they
will do unless I stop them. Do you
want me to stop them?

BILLY
Is it something I can't do
personally?

(CONTINUED)

CONTINUED:

COSTELLO appreciates the balls of this. He looks at Mister French. Then back at Billy, smiling.

COSTELLO
I'm going to have my associate
search you.

BILLY tenses. Exactly as he might if he were wearing a wire.

BILLY
Search me? Search me for what?

MISTER FRENCH and COSTELLO look at each other.

MISTER FRENCH
C'm here.

COSTELLO
Contra-fucking-band. Take your
fuckin' shoes off.

MISTER FRENCH
Shoes off.

BILLY slips out of them. MISTER FRENCH inspects the shoes. COSTELLO'S cold eyes are on BILLY. MISTER FRENCH searches BILLY. Looks into his wallet. The wallet is emptied onto a table.

COSTELLO
I knew your father.

BILLY
Yeah. He's dead.

COSTELLO
I'm sorry. How did he go?

BILLY
He didn't complain.

COSTELLO
That was his problem.

BILLY
Who said he had a fuckin' problem.

COSTELLO
I just said he had a fuckin'
problem. There's a man could have
been anything.

(CONTINUED)

CONTINUED: (2)

BILLY

Are you saying he was nothing?

COSTELLO

I'm saying he worked at the airport.

COSTELLO turns to MISTER FRENCH.

MISTER FRENCH

He's clean.

COSTELLO

The arm.

With amazing violence MISTER FRENCH smashes the cast on the corner of a table. Billy drops to his knees in tears of pain. MISTER FRENCH sorts through the pieces of the cast. Ad libs: "such a fuckin' pussy."

COSTELLO (CONT'D)

(holding Billy by the collar)

It makes me curious to see you in this neighborhood. Regressing. And, if I can slander my own formative environment, it makes me sad, this regressing. Plus, I don't know if it's beyond some cop prick like fucking Queenan to pull you out of the Staties, and send you after me. I just can't know. I don't know what they do in...that department, anyway.

He grabs Billy's broken right hand.

COSTELLO (CONT'D)

Are you still a cop?

BILLY

No.

COSTELLO twists Billy's broken hand.

COSTELLO

You swear on your mother's grave that you're not a cop.

BILLY

I am not a cop.

(CONTINUED)

CONTINUED: (3)

COSTELLO
You stop doing coke deals with your
jerk-off cousin?

BILLY
Yes!

COSTELLO lets go of Billy's hand. Billy is weeping on the floor. COSTELLO straightens his suit.

COSTELLO
Take it easy. Get your hand taken
care of. I'm sorry. It was
necessary. As for our problem with
Providence...let's not cry over
spilled guineas.

INT. THE MAIN PART OF THE BAR. MOMENTS LATER

COSTELLO, the visiting king, points at a group of drinkers, including a BLOND WOMAN (1st), GWEN.

COSTELLO
What's this IRA motherfucker doing
in my bar?

The IRA MOTHERFUCKER is terrified.

COSTELLO (CONT'D)
(slapping him on the back)
Only kidding. How's your mother?

JIMMY
Ah, she's on her way out.

COSTELLO
We all are.
(straightens suit and tie)
Act accordingly.

Costello exits.

INT. COSTELLO'S APARTMENT. NIGHT

MISTER FRENCH is methodically shelling and eating peanuts.

COSTELLO
Do you trust him?

MISTER FRENCH
These days, who's reliable?

(CONTINUED)

CONTINUED:

COSTELLO
His Uncle Jackie was.

MISTER FRENCH
The Costigans are talented in
general.

COSTELLO
You don't trust a guy behaves like
he's got nothin' to lose.

MISTER FRENCH
I'm reliable.

And he is.

COSTELLO
Well, you're one in a million.

MISTER FRENCH
Ten million.

COSTELLO
What about your wife?

MISTER FRENCH
I thought she was.

COSTELLO
She wasn't.

SILENT FLASH of MISTER FRENCH strangling his wife with a wire
in a 70's bathroom.

MISTER FRENCH
She got reliable.

GWEN looks up:

GWEN
Don't you people ever shut the fuck
up?

COSTELLO
"Another county heard from."

MISTER FRENCH
One too many.

EXT. LYNN MARSHLAND. DAWN

SEAGULLS squabble over unusual food. POWER PLANT IN THE DISTANCE, the MTA-train going by. TWO BODIES lie in a tidal ditch in the salt-marsh. They are the Italians who Billy fought in the restaurant. Hands taped together behind their backs. Two in the head each. COLIN is with the LYNN POLICE and the State Police forensics people. COLIN gets down and lifts a soaking lapel. Revealed is the tag of a men's shop in Providence.

COLIN

The principles of detection tell me
that these men came from
Providence.

LYNN DETECTIVE

I'd appreciate it if you got out of
my crime scene.

COLIN

This is my crime scene, but knock
yourself out.

COLIN gets up. He walks back across the marsh. Opens his cell phone.

COLIN (CONT'D)

(walking)

I saw a dead guy. I think I have
post traumatic stress. You
available for lunch? See you then.

At a PAY PHONE he dials another number.

INT. COSTELLO'S CONDOMINIUM ON THE HARBOR. MORNING

One of Costello's homes.

COSTELLO

Who's the lead detective?...Good,
he's a moron.

BILLY cannot hear what COSTELLO is saying. He has an aluminum brace taped on his wrist and hand.

COSTELLO (CONT'D)

I want you to get the cops to look
at Jimmy Pappas for the hit. Of
course he had nothing to do with it
and will say so. You look in

(MORE)

(CONTINUED)

CONTINUED:

COSTELLO (CONT'D)
his car...and find...the gun that
did it.

COLIN
In the trunk or the glove box?...
All right.

EXT. LYNN MARSHLAND. CONTINUOUS

COLIN deadpan, appreciative, hangs up the phone. BARRIGAN
walks in the middle distance, giving the man his privacy.

COLIN
Wanna see some dead guys?

INT. COSTELLO'S CONDOMINIUM ON THE HARBOR. MORNING

COSTELLO sits down in the breakfast area in his bathrobe. He
has a bowl of cornflakes.

COSTELLO
Have a seat, Billy.

BILLY
Thank you.

COSTELLO
(he looks up)
You know John Lennon?

BILLY sits. MISTER FRENCH are nearby.

BILLY
Yeah, he was president before
Lincoln.

COSTELLO
(smiles)
Lennon said 'I'm an artist. You
give me a fuckin' tuba and I'll get
you something out of it'.

BILLY
I'd like to squeeze some fuckin'
money out of it.

COSTELLO and MISTER FRENCH look at each other.

COSTELLO
Smart mouth. Too bad.

COSTELLO lifts a piece of plastic on the table revealing a
severed human hand. BILLY tries to conceal his shock.

INT. SURVEILLANCE OFFICE. CONTINUOUS

QUEENAN and STAFF SGT. DIGNAM are listening to the live broadcast. QUEENAN is benign. Lights of equipment in his specs.

INT. A CONDOMINIUM ON THE HARBOR. CONTINUOUS.

COSTELLO takes the ring off the finger of the severed hand. Partial exchange with MISTER FRENCH. BILLY watches.

COSTELLO

The point with John Lennon is a man
can look at anything and make
something out of it. For instance,
I look at you and I think what can
I use you for?

COSTELLO (CONT'D)

(giving the hand to Mister
French)

Get rid of this.

(back to Billy)

Maybe we can work something out.
Let me get dressed.

He gets up.

INT. COSTELLO'S BATHROOM. DAY

BILLY runs the water in the sink. He starts to leave the bathroom and then impulsively takes off his wire and chucks it out the window as far as he can.

EXT. THE BUILDING. DAY

The wire falls into the water.

INT. SURVEILLANCE OFFICE. CONTINUOUS.

Queenan reacts mildly to the loss of the signal. He removes his headphones.

DIGNAM

That was quick. He dead already?

EXT. "ACROPOLIS RESTAURANT". DAY

A GREEK GUY (JIMMY PAPPAS) in chef's whites is cuffed and stuffed by TACTICAL OFFICERS. He has no idea what is going on. COLIN and BARRIGAN follow.

(CONTINUED)

CONTINUED:

COLIN

This will get Captain Ellerby on
the six o'clock news.

BARRIGAN

No wonder you get ahead.

EXT. A STREET BY THE HARBOR. DAY

BILLY walking and talking on the phone.

BILLY

I won't do it if I have to wear a
wire. No wires. Ever, ever, you
understand me? You don't know what
this is like.

(listens)

Micro *what?*

INT. SURVEILLANCE OFFICE - CONTINUOUS

Queenan on the phone.

QUEENAN

Microprocessors. We'll probably be
at war with the Chinese in twenty-
odd years and Costello is selling
them military technology.

Microprocessors, chips, computer
parts. Anybody says anything about
anything like that, you let us
know.

EXT. POLICE BUILDING. DAY. TELEVISION IMAGE.

ELLERBY is before a thicket of microphones.

REPORTER

Did you have a tip from an
informant?

ELLERBY

No, it was tireless police activity
that ah effected ah the arrest of
the ah alleged perpetrator.

INT. COLIN'S OFFICE #1. DAY

COLIN is rolling a quarter across the backs of his fingers.
BROWN (last seen as Billy's friend) and BARRIGAN, new
plainclothes recruits to Colin's special squad, sit across
from him.

(CONTINUED)

CONTINUED:

COLIN

I've been put in charge of this unit. It is a small surveillance sub-unit but it is mine. And I didn't take this job in order to fuck it up, or to let anyone else fuck it up, whosoever they may be. I hand picked this group. You are my A-team so I want you to conduct yourselves accordingly.

Through glass we see ELLERBY, preening. ELLERBY gives the thumbs up.

COLIN (CONT'D)

Hi, Captain. And our primary target is obviously Frank Costello. But we don't communicate with anyone else in this shop. Queenan is compartmentalizing everything in SIU. It's the right thing to do, personally I don't trust these fucking troopers either. We think we might have a problem. We think Costello's got a rat in the State Police.

BROWN

Really?

COLIN

Yeah. Really.

BROWN

Do we have direct access to Queenan's undercovers?

COLIN

(not happy about this)
No. Ah...not presently. Not presently. But I'm hoping to get things...reorganized. That's it. Congratulations. Don't disappoint me.

BROWN and BARRIGAN leave. Colin leaves as well.

BARRIGAN

(to Brown)

I know why I'm here. I made him feel guilty. Why are you here?

(CONTINUED)

CONTINUED: (2)

BROWN
Intelligence and aptitude.

BARRIGAN
That's new.

COLIN opens his cell phone.

COLIN
Hello Dad. I have a new job.
(ALT: I got a promotion.)

INT. A BOOKIE SHOP. DAY

MISTER FRENCH backhands a guy into a table of betting slips.

MISTER FRENCH
Where's your fucking license? I
don't see no fucking license.

BOOKIE
What license.

BILLY, who is not wearing a cast anymore, watches.

MISTER FRENCH
There's no such thing as a license,
of course, but you definitely have
to have one.
(grabs the bookie by the
ear)
If you are not being run by us you
will be run by someone else, which
means you will have let undesirable
elements into Mr. Costello's area.

A HARD GUY sitting reaches inside his coat. BILLY in a flash
breaks his jaw with a pistol barrel and then covers the
sprawled HARD GUY with the gun.

HARD GUY
(spitting teeth)
I was going for my fucking
cigarettes...

He was. They fall from his fingers.

MISTER FRENCH
Hey, that's Jimmy Bags. What the
fuck you doin'?

(CONTINUED)

CONTINUED:

BILLY

What the fuck. I didn't know....

BOOKIE

There's no profit if I pay him two grand a week. I'm in the hole if I pay him two grand a week.

MISTER FRENCH

Then make more money or go out of business. This is America. If you don't make money you're a fucking douchebag. What are you going to do?

BOOKIE

Make more money.

MISTER FRENCH

That's the spirit.

EXT. THE STREET OUTSIDE THE BOOKIE SHOP. LATER

BILLY and MISTER FRENCH emerge.

MISTER FRENCH

Very interesting.

BILLY

Yeah, well. Fuck.

MISTER FRENCH

Don't worry about it. Guy didn't need need his teeth anyway. Maybe if he was an Eskimo. But in this country we eat a variety of items.

They get into COSTELLO'S CAR. Billy in the front seat. Mister French in the back.

MISTER FRENCH (CONT'D)

He knocked Jimmy Bags teeth out.

COSTELLO does an Edgar Kennedy.

COSTELLO

So?

BILLY

He was...

(CONTINUED)

CONTINUED:

MISTER FRENCH
Reaching for his cigarettes.

BILLY
Okay! You gonna give me shit, it
wasn't no reason—he put his hand
in his coat! I don't know if he's a
bookie or what the fuck he's
doing...

COSTELLO
(interrupting)
Well, you know what the fuck a
bookie *does*?

BILLY
(to Costello)
Pays *you*.

COSTELLO
Bingo. Anyway, I like a guy who
goes around knocking guys teeth out
for no reason.

He takes out a cell phone and hands it to BILLY.

COSTELLO (CONT'D)
Here. From now on call the bar and
ask for Mikey. Just Mikey. You ask
for Mikey because there's no Mikey.
Wait. We'll call.

MISTER FRENCH
Forty-eight hours from the time
this phone first rings, you take
the fucking chip out - like so -
and you fucking destroy it. After
three days a phone ain't clean. If
you use a phone which is not clean,
you will have a accident. You never
call us. We call you. You got that?

BILLY
I got it.

MISTER FRENCH
I can't fuckin' hear you.

BILLY
I got it.

INT. A HARBOR RESTAURANT. BOSTON. DAY

A lobster-bib kind of place. DAYTIME DRINKERS, MICKS in bad boat shoes, hyper-aware of... COSTELLO and BILLY in a back table. COSTELLO, having finished his lunch, is drawing. Billy is unused to being the subject of so many stares. He has sort of a coked-out nervousness, dirty hair.

BILLY

Don't look. There's a white van
across the parking lot?

WE see it through the smeared glass: the WHITE VAN we always see. This time with a different magnetic business sign.

COSTELLO

(lifting and looking at
his sketch)
They don't have directional
microphones.

BILLY

What, do you got x-ray vision?

COSTELLO

(not taking his eyes off
his sketch)
They don't have directional
microphones.

BILLY registers what seems to be inside information. COSTELLO looks over his half-glasses at Billy's untouched food. COSTELLO is sizing Billy up: has been thinking about him.

COSTELLO (CONT'D)

People looking at you make you self-
conscious?

BILLY shrugs. Indicating: Yeah, well, who the fuck wouldn't be.

BILLY

I don't know.

COSTELLO

Why? They're minuses. They can't
tell the difference between a rock
star and a career criminal.

BILLY

Anyone not a criminal is a minus?

(CONTINUED)

CONTINUED:

COSTELLO

What are you soft? That's not what I said. Eat something, Jesus Christ, we got a nice day by the water. Sun's shining, gulls are up...Nice smell of ozone...

TWO PRIESTS and a NUN are sitting two tables over. An older priest and a younger one. COSTELLO notices. THE NUN gets up and leaves.

COSTELLO (CONT'D)

You know if your father were alive and saw you, sitting here with me, let's say he would have a word with me about this, in fact, he'd kill seven guys just to cut my throat. And he could do it, which is something you may not know about William Costigan, Sr.

BILLY

He never, ah, I mean *never*?

COSTELLO

He kept his own counsel. He never wanted money. You can't do a thing with a man like that. Your uncle Jackie needed a lot of money. But even though he got his money from me, he also would kill my entire fucking family if he saw me here with you. And I think about this.

BILLY

So what are talking about here?

COSTELLO

Fact is you're not a guy fresh from the zoo who wants to run a spring water distributor and I don't see you up the dog track as a general manager.

BILLY

Look at it this way. It's like a tuba. I want to see if I can get something out of it.

COSTELLO smiles at this, then looks at his sketch.

(CONTINUED)

CONTINUED: (2)

COSTELLO

You ever think of going back to school?

BILLY

With all due respect, Mr. Costello, school's out.

COSTELLO

Well that's your problem. Maybe someday you'll wake the fuck up.

He gets up and leaves the table, leaving BILLY sitting there. COSTELLO stops to speak to the priests.

COSTELLO (CONT'D)

Good day, Fathers.

PRIESTS

(terrified and simultaneously)

Good morning [day], Francis, good morning.

The OLDER PRIEST is very nervous, looking around. The YOUNGER PRIEST concerned for his elder but personally not implicated. COSTELLO leans over the OLDER PRIEST, a pathetic man.

COSTELLO

You recall our chat?

(the OLDER PRIEST nods, terrified)

"I am as God made me", was that what you said? May I remind you, God don't run the bingo in this archdiocese.

YOUNG PRIEST

May I remind you, Mr. Costello, that pride comes before the fall.

COSTELLO

What comes before the Fall is the Summertime.

COSTELLO notices that THE NUN is heading back to the table.

COSTELLO (CONT'D)

How is Sister Mary Theresa doing? We had a tasty relationship before she took her vows. Enjoy your clams, cocksuckers.

INT. BASEMENT - NIGHT

FITZY beats up a guy with a pipe. Billy watches from the background.

EXT. WATERFRONT - NIGHT

FITZY and the Costello gang blow up a car as Billy watches. Laughing, they hop in their vehicles and drive off.

INT. ELLERBY'S OFFICE. MORNING

OFFICE decorated with golf implements. ELLERBY has a hangover. Sunglasses. Eating baby aspirin by the small fistful.

COLIN

I'm not making enough progress with Costello?

ELLERBY

"Progress" is hard to define. I make progress every day. In fact, I'm making progress now. There are guys in this department make excellent progress for twenty years without ever getting anything you could definitively call a result. It's like any American industry. Nobody minds if you don't succeed as long as you don't fuck up.

He has a bowl of ice water on his desk.

ELLERBY (CONT'D)

Objectives get lost sight of: fair enough. Who did the two guys from Providence?

COLIN

Jimmy Pappas.

ELLERBY

And what happened to Jimmy Pappas?

COLIN

He had a heart attack in jail and got knifed in his bed at Boston City Hospital. I believe it's been in the papers.

ELLERBY stares at COLIN.

(CONTINUED)

CONTINUED:

ELLERBY

Are you happy with this result?

COLIN

It's a result.

ELLERBY

Yeah, but cui bono? Who benefits.

COLIN

Cui gives a shit. It's got a bow on it.

ELLERBY

(with true appreciation)

I think you are a cop, my son.

He drops his face into the bowl of ice water.

INT. BILLY'S MOTHER'S APARTMENT. MORNING

A stripped HOSPITAL BED stands in a fall of light. This is the apartment where his mother became ill. Billy has packed half of his mother's things into boxes--and then stopped. Billy doesn't use the bedroom. He sleeps on the couch among boxes of pictures, papers, teacups wrapped in newspaper. BILLY is sitting on the couch. He reaches into a box and lays out photographs like cards. Scenes from his life. His former life. His family life, his life as a child, his romantic life. He sits and stares at the pictures. He rearranges the photographs in different ways.

NOTE: THIS IS A MEMORY BILLY HAS AS HE IS LOOKING AT PHOTOGRAPHS ON HIS MOTHER'S APARTMENT.

FRENCH and BILLY break in, surprising the MAN (BRIAN), seated at his dining room table. He throws a child's toy at them. FRENCH ducks out of the way and the toy hits BILLY in the cheek.

FRENCH draws his pistol and approaches the table. BRIAN rises and starts to flee. Cut off, he retreats the other way.

BRIAN

No, please...

FRENCH

Brian, stop it, I ain't gonna hurt you.

(CONTINUED)

CONTINUED:

He fires, using a soda bottle as a silencer. BRIAN drops to the floor. FRENCH approaches him assessing his victim.

He turns to leave, passing BILLY. He give him a slap.

FRENCH (CONT'D)
Wake the fuck up.

They leave.

EXT. A BEACH NEAR A POWERPLANT. DAY

BILLY leans against the wall of a concession stand. His knuckles are cut. A cut over his eye. He is agitated. Smoking. A car pulls up and Queenan and Dignam get out of it. In appearance, if anybody's watching, they're bracing Billy.

QUEENAN
Hey. Let's go through the routine.

DIGNAM
You think you can pop someone.
There's no special card to play.
The guy whose jaw you broke was
Boston Police Department.

BILLY
I'm going fuckin' nuts. I can't be
someone else every day.

DIGNAM
Most of the people in the world do
it every day. What's the big deal?

Dignam is drinking coffee.

BILLY
I'm not them.

DIGNAM
You're nobody. You signed the
paper. We're the only people in
the world who know that you're a
cop. Maybe we'll just erase your
file.

This is Billy's deepest fear.

(CONTINUED)

CONTINUED:

DIGNAM (CONT'D)
And zip, you're a soldier for
Costello, open to arrest for how
many felonies? Maybe we'll do
that.

BILLY
Maybe I'll fucking kill you.

He gets free of DIGNAM and punches him.

QUEENAN
Easy now. That was a joke, Billy.

DIGNAM
Just because you play a fucking
tough guy doesn't mean you are one,
you lace curtain fucking pussy.

The fight. QUEENAN grabs Billy and holds him against the
wall.

QUEENAN
(gently, like a man
calming a wild animal)
Be smart. If someone was watching
how are we supposed to not arrest
you?

BILLY looks desperately inland.

REVERE BEACH condominium buildings. A thousand empty
terraces, five thousand empty windows. BILLY is desperate.

QUEENAN (CONT'D)
Get in the car.

They do.

QUEENAN (CONT'D)
Keep your act together. It's just a
little while longer.

BILLY nods, out of it. DIGNAM is looking at blood on his
hands in disbelief.

BILLY
When are you going to take
Costello? What's wrong with taking
'em on any one of the million
felonies you've seen him do. Get
him for pissing in the street.
(MORE)

(CONTINUED)

CONTINUED: (2)

BILLY (CONT'D)

What, are you waiting for him to chop me up and feed me to the poor?

DIGNAM

Well. That would stick...

QUEENAN

You shut up. We're building a case. It takes time. You know that.

BILLY

There's something wrong.

QUEENAN

Maybe. Maybe.

DIGNAM

Keep your ears opened. No bullshit.

QUEENAN

I want you to listen for any chatter about a spy in the Special Investigation Unit.

(BILLY looks at him)

You hear anything like that?

BILLY shakes his head.

BILLY

Are you serious?

QUEENAN

I'm afraid so.

BILLY

Jesus H. Christ.

QUEENAN

Hang tight for me. Just a little longer. We're this close.

BILLY nods reluctantly.

BILLY

Okay.

QUEENAN

Thank you, Billy

INT. OBSERVATION OFFICE. DAY

COLIN walks into the office. BROWN and other team members are watching a closed-circuit monitor. The MONITOR shows FITZY sitting in an interrogation room. COLIN is spooked.

COLIN
(to Brown)
What have you got?

BROWN
Uniform clipped him on the Pike for
a suspended licence. However, as
he's the subject of an open
investigation—

COLIN
At least one. He's one of
Costello's crew.

BROWN
—we're entitled to get a warrant.
We can't get an address off him.
He paged his lawyer but the lawyer
hasn't called back yet.

COLIN
Who's the lawyer?

BROWN
He didn't know the name. He just
had the number on a card. Beeper
number.

COLIN
Did he beep him?

BROWN
Twice.

COLIN
All right.

COLIN glances around and sees: a briefcase lying on a desk.
He picks it up. He takes off his ID badge and tosses it on a
desk.

COLIN (CONT'D)
Give me your phone.
(to Barrigan)
Turn the camera off. Turn it off.

(CONTINUED)

CONTINUED:

He takes Brown's cellphone out of Brown's pocket goes into the interrogation room.

BROWN

What?

COLIN

Give my your phone and turn the
fucking camera off. Who's is this?
I'm gonna take this.

He picks up a BRIEFCASE. BARRIGAN touches two buttons and switches off the sound recorder and video feed. COLIN goes into the interrogation room.

BROWN

He can't do that, can he?

BARRIGAN

He just did.

INT. INTERROGATION ROOM. CONTINUOUS

FITZY looks up at COLIN hopefully. COLIN says nothing. He sits down, opens his case, takes out a yellow pad.

COLIN

Mr. Fitzgibbon, afternoon.

FITZY

You my attorney?

COLIN

What do you think? Did you make
any statements or phone calls I
need to be aware of?

FITZY

I beeped you. The card they gave
me...that's it.

COLIN

That's it? Don't you have to call
your mother and tell her you're not
gonna be home for supper?

ON FITZY. He looks up at the CCTV camera.

(CONTINUED)

CONTINUED:

COLIN (CONT'D)
The cameras are off.
(gently puts phone on the
table)
Call your mother.

Fitzzy hesitates.

COLIN (CONT'D)
Lookit. They're in there suiting
up for a raid. I don't know where
they are going, but they do. And
so do you. Call your mum.

COLIN puts a cellphone on the table. FITZY takes up the phone
and punches in a number. It is answered.

FITZY
Mum, I'm not gonna make it for
supper. I got held up. Yeah, talk
to you later.

INT. A HOUSE WHERE DRUGS ARE BEING HANDLED. CONTINUOUS

BILLY looks up at MISTER FRENCH, who is on the phone. Other
men are frozen, holding bags of Ex.

INT. INTERROGATION ROOM. CONTINUOUS.

FITZY closes the cellphone. He puts it into COLIN'S hand.

INT. A HOUSE WHERE DRUGS ARE BEING HANDLED. CONTINUOUS

MISTER FRENCH
Everybody out. Move.

The DRUGS are swept up instantly, in sheets laid over the
tables. MISTER FRENCH lights a cigarette with his ZIPPO, and
then reaches out and lights the curtains on fire as BILLY
watches.

INT. INTERROGATION ROOM. CONTINUOUS.

COLIN takes the cellphone and puts it in his pocket.

FITZY
Who are you? When do I get out of
here?

(CONTINUED)

CONTINUED:

COLIN

I think you need another attorney,
after all, Mr. Fitzgibbon. Have a
nice day.

INT. OBSERVATION OFFICE. CONTINUOUS

COLIN comes out and hands BROWN the CELLPHONE.

COLIN

Run the last number called. That'll
be his house. Whatever the location
is I'll swear I surveilled him at
it. Abracafuckindabra.

BROWN

Why'd you use my phone?

COLIN

Because you didn't go in there.

INT. COLIN'S APARTMENT - DAY

COLIN, hung-over, sits at the breakfast table. Madolyn looks
at him.

MADOLYN

The light's nice here in the
morning.

COLIN doesn't respond.

MADOLYN (CONT'D)

It's all right. Guys tend to make
a big deal out of it. It's
actually quite common.

COLIN

I gotta go to work.

COLIN simply gets up and walks away.

INT. MADOLYN'S OFFICE. DAY

A clock ticking. Madolyn is looking across at ...Billy.
Madolyn is very much a guarded shrink. But no one's more
guarded than Billy.

BILLY

It's like confession. Isn't it.
This sort of thing.

(CONTINUED)

CONTINUED:

A beat.

BILLY (CONT'D)
People make things up in
confession. You know that?

MADOLYN
I know they do.

BILLY
People are liars. They want to be
stars of their little films.

MADOLYN
That's an interesting observation.

BILLY
Do you lie?

MADOLYN
Why do you?

BILLY
I'm asking if you lie.

MADOLYN
Honesty isn't synonymous with
truth.

BILLY
You lie. So, is it to do some good,
to get somewhere personally, or
just for the fuck of it?

MADOLYN
I expect sometimes...people...do it
to keep things...on an even keel.

BILLY
So, you had a parent who was a
drunk?

MADOLYN looks up at him, transpierced. Tables turned on the
psychiatrist. BILLY smiles at her.

MADOLYN
(flustered)
Did *you*?

BILLY
(simply)
No.

(CONTINUED)

CONTINUED: (2)

MADOLYN

Let's keep this with you.

BILLY

(abruptly)

There was a cop leaving when I came in.

MADOLYN

How do you know he was a cop?

BILLY

Bad haircut, no dress sense and a slight air of scumbag entitlement. You see cops?

MADOLYN

That's part of what I do. Although, I don't normally see cadets who were kicked out of the Academy.

BILLY

You should get a better job...

BILLY (CONT'D)

Do they all come in and cry...your cops?

MADOLYN

Sometimes they cry if they had trouble at home or if they've had to...use their weapons.

BILLY

Let me tell you something. They signed up to use their fuckin' weapons. Most of them. But they watch enough TV so they know they have to "weep" after they use their weapons. No one's more full of shit than a cop. Except a cop on TV.

MADOLYN

I looked through your file and I see you have a record of assault. What was it like for you in jail?

BILLY

You want to hear about the showers?

MADOLYN

Did something happen to you?

(CONTINUED)

CONTINUED: (3)

BILLY

No.

(a beat)

You sit there with a mass murderer,
your heart-rate jacked, your
hand...steady. That's one thing I
found out about myself in prison.
My hand doesn't shake, ever.

MADOLYN

What do you expect from coming
here?

BILLY

I have to come here.

MADOLYN

I know it's not elective...on your
part...but, now that you're here,
what do you want?

BILLY

You want the truth?
(a beat)
Valium.

MADOLYN

If you lied, you'd have an easier
time getting what you wanted.

BILLY

What's that say about what you do
for a living?

Madolyn is taken aback. She closes her file.

MADOLYN

Look, I think we better have a few
more meetings before we can even
talk about prescriptions.

She closes his file and puts it in the rack behind her.

BILLY

I'm having panic attacks. You
didn't even ask about that. Last
night I thought I was having a
fucking heart attack. I puked in a
trash barrel on the way in here, I
haven't slept for weeks.

(CONTINUED)

CONTINUED: (4)

MADOLYN

Is this true?

BILLY

Yes. I said something true. I want some fucking pills and you close my file? I thought I was supposed to tell the truth here.

MADOLYN

Yes, you are.

BILLY

If only fuckin' here.

She retrieves his folder.

BILLY (CONT'D)

(giving into stress)

Guy comes in in pain, against every instinct of ...privacy, of, of, *self reliance*... that he has, and you don't help him? You send him off to score smack on the fucking street?! (Is that what you do, Mrs. Fuckin' Doctor?)

MADOLYN stares at him, then lowers her eyes, takes out a small packet of two pills. She hands it over to him. BILLY looks at it.

BILLY (CONT'D)

Two pills.

She nods. BILLY reaches out and deliberately places the pills on the desk.

BILLY (CONT'D)

Why don't you just give me a bottle of scotch and a handgun to blow my fucking head off. Are we done here with this psychiatry bullshit?

MADOLYN is taken aback, guilty, astonished.

MADOLYN

You can leave!

BILLY

What if that was a legitimate threat? (Hot shot).

(CONTINUED)

CONTINUED: (5)

BILLY leaves. MADOLYN stares after him.

MADOLYN

Fuck...

EXT. PLAZA OUTSIDE THE OFFICE BUILDING. DAY

Very windy. Papers blowing. Billy is walking. Madolyn catches up to him.

MADOLYN

Why is the hardest patient of the day always the last one?

BILLY

Because you're bored and tired and don't give a shit. It's not supernatural.

MADOLYN

Look, I'm not just...somebody you have to see or they put you in jail. If you are in distress I will help you.

Madolyn holds out a paper and a business card.

BILLY

What's this?

MADOLYN

My card. And a prescription for twenty Lorazepam.

BILLY stands holding the prescription.

BILLY

Is it enough to kill myself?

MADOLYN

(she fixes him with a stare)

Maybe it is. All right? Have I done my job up to your goddamned standards? Because by my standards you fit the model of drug-seeking behavior, and fuck you if you don't like my initial clinical reaction.

BILLY

(re: prescription)

Thank you.

(CONTINUED)

CONTINUED:

MADOLYN

I'm transferring you to another counselor.

She starts to go back inside.

BILLY

You wanna get a cup of coffee?

INT. COMMAND CENTER (UPSTAIRS). NIGHT. A WEEK LATER

It's an otherwise disused floor of a new luxury office building. Cables and monitors and computers everywhere. It's crawling with State Cops as well as FBI (LAZIO is present, very nattily dressed). COLIN comes in with BROWN and BARRIGAN. This operation is all new to Colin.

ELLERBY

All right, let's bring it in, please. Come in please.

(addressing room)

Our target is a major transaction of microprocessors. Yes, those. I don't know what they are. You don't know what they are. Who gives a fuck? Cash will be handed over in a building which we have under AV surveillance. Staff Sergeant Sullivan's team...

(he nods at COLIN)

Will ID the bad guys and listen in on the phones.

COLIN

(to his guys)

Did you guys know anything about this?

No.

ELLERBY

(to LAZIO)

How long have we been tapped on this building?

ELLERBY (CONT'D)

Our unit will not take action until a man Captain Queenan has inside the operation has verified the transaction. Questions? Anyone? This is who we're after.

(taps picture of Costello)

(MORE)

(CONTINUED)

CONTINUED:

ELLERBY (CONT'D)

We've been after this cocksucker
for a long time, and tonight we're
gonna get him. Get to work.

ON COLIN as he reflexively touches his cell phone and thinks
about the best way out of this.

ELLERBY (CONT'D)

We've been after this son of a
bitch for a long time, and we're
getting him tonight. Get to work.

COLIN

(to team)

Go find out what we're doing and
get on it.

COLIN wanders off in the mill of officers. He is taking out
his cell phone when ELLERBY comes up to him.

ELLERBY

Sorry to get you at the last
minute. But things leak. This lead
came from Queenan's undercover guy.

ELLERBY walks on to a COFFEE STATION, a yard away.

COLIN

(into cell)

Dad?

COSTELLO (O.S.)

(on phone)

Yes?

COLIN is completely normal on the phone.

COLIN

I'm not going to make dinner.
Something big has come up.

INT. COSTELLO'S APARTMENT. CONTINUOUS

COSTELLO is on the phone.

COSTELLO

Too bad. Your mother worked all
goddamned day. We'll just have to
sit down without you and your
friends.

INT. COMMAND CENTER. CONTINUOUS

COLIN turns away from the activity.

COLIN
Oh, my *friends* are still *coming*.

COLIN sees QUEENAN staring at him.

COLIN (CONT'D)
We'll just say lunch tomorrow. All
right, bye.

COLIN ends the call. QUEENAN is there.

QUEENAN
The readiness is all. You know the
players, call the game.

COLIN
Thank you, Captain.

He gives him the clipboard, Colin goes to the work area.

LATER

COLIN joins his team (BROWN AND BARRIGAN), who are seated in a U shaped work-area. COLIN, still stunned by the fact of this operations center, swallows as he notices on video three angles of a building he seems to know very well. He sits down and puts a headset on. A GEEK COP leans over and shakes his hand.

GEEK COP
Piece of cake. I'll operate the
cameras. You ID the guys and log
them.

COLIN nods. QUEENAN comes up.

QUEENAN
All cellphone signals are under
surveillance through the courtesy
of our Federal friends over
there...

COLIN looks: sees LAZIO and two others.

ELLERBY
(as if on coke and he
probably is)
Patriot Act. Love it. Love it.

(CONTINUED)

CONTINUED:

COLIN, using his left hand, not looking, opens his cellphone, autodialers, and then taps an instant message into it, pushes "Send."

DETAIL OF IM: "No Phones"

ONSCREEN, CARS PULL UP IN FRONT OF THE TARGET BUILDING.

COLIN

All right. That's Costello right there. Costello, Mister French, Fitzzy, Delahunt, Billy Costigan the new guy...Time is 10.46.

BROWN

Who are they meeting?

ELLERBY

(leaning over screens)

I don't know. Some Chinamen from points unknown. They're already inside.

DETAIL OF COLIN'S PHONE. COLIN hits "send", sending the message "No phones". THE SCREEN then reads "Erasing Sent Message".

EXT. TARGET BUILDING. NIGHT

COSTELLO and the boys go into the building, moving past TWO IDLING CARS. We see Costello look casually at his phone.

INT. COMMAND CENTER. CONTINUOUS

Watching images. COSTELLO'S GUYS move through pillars and disappear.

CAMERA GEEK COP

We have a blind spot.

ELLERBY

Why do you have a blind spot?

CAMERA GEEK COP

We had two hour's notice. Two hours. What the fuck you think this is, NASA?

ELLERBY

It never crossed my mind. You get a camera in the back?

(CONTINUED)

CONTINUED:

TECH COP IN DOWN VEST
What back?

Ellerby blows his nose. He is on coke. COLIN sends another
TEXT MESSAGE: "Blind spot inside door."

INT. TARGET BUILDING. CONTINUOUS - REVISED 6/8-9/05

COSTELLO looks at his IM screen and turns to his guys.

COSTELLO
Turn off your cell phones.

FITZY and some others mutter.

COSTELLO (CONT'D)
Check your weapons...Fitzy has the
chicken...

Everyone turns off their phones, including BILLY (but we know
Billy has TWO phones).

BILLY looks around at the pillared distances. He sees:

A GROUP OF THREE MEN waiting and FIVE OTHER MEN spreading out
through the pillars. Armed.

INT. COMMAND CENTER. CONTINUOUS

CAMERA COP
(to no one, and maybe OS)
Maybe if we had some Homeland
security money like some other
fucking douchebags I could
mention...

Both Brown and Colin have their headsets on.

QUEENAN
Any calls?

PHONE TECH COP
They turned off their phones.

COLIN looks utterly innocent.

ELLERBY
Search randomly for calls made from
the area.

(CONTINUED)

CONTINUED:

PHONE TECH COP

Eight hundred seven phones are live
in this area.

ELLERBY

Narrow the area.

LAZIO

What you see for coverage is what
you get.

DIGNAM

(like Queenan, an observer
of Ellerby's operation)
Why the fuck did they turn off
their phones?

PHONE TECH COP

Wait, there's still one phone up.

DIGNAM

Where?

A single light on the screen. QUEENAN looks at an IM (from
Billy) on his phone.

DETAIL: "buyers here". ("\$")

QUEENAN

The buyers are there.

COLIN wonders how Queenan knew this. The single light winks
out on the screen. ELLERBY looks at Queenan, impressed.

ELLERBY

You know, direct access to your
fucking guys would have certain
fuckin' advantages.

QUEENAN

(mildly)
Not to my guy.

ELLERBY stares at him.

DIGNAM

This is unbelievable.
(looking at screens)
Fuck it, who put the cameras in the
fucking place?

(CONTINUED)

CONTINUED: (2)

CAMERA TECH COP

Who the fuck are you.

DIGNAM

I'm the guy who does his job. You must be the other guy.

QUEENAN

Hey, hey, hey...

INT. AN OPEN AREA IN THE RUINED BUILDING. NIGHT

COSTELLO'S BOYS spread out. Across the open, lumber-strewn area, CHINESE GANG MEMBERS are waiting.

A LOCAL CHINESE-AMERICAN MAN acting as the interpreter and fixer stands waiting near a SUITCASE on the floor. With the CHINESE GANGSTERS is a more official looking MAN IN A BAD SUIT - terrified. FITZY carries a case containing the processors.

COSTELLO

(to translator)

How you going, Robert?

CHINESE TRANSLATOR

Tops, Mr. Costello. I want to tell you that at least two of these gents have machine guns.

COSTELLO takes it all in. The CHINESE GANGSTER looks like a Malay pirate. Costello's gunmen are perched above, automatic weapons trained on the Triad.

BILLY sneaks a message to Queenan via Text Message, "\$" to indicate "buyers here."

CHINESE GANGSTER

(in Cantonese, not subtitled)

Waiting, waiting. We almost departed! This man is from the Embassy. He will have to blow his brains out if he is captured. His entire family will be killed.

CHINESE TRANSLATOR

He's a little upset.

COSTELLO

Tell him light on the starch.

(CONTINUED)

CONTINUED:

BILLY is watching carefully. [As (INSERT) ONSCREEN in the OPERATIONS ROOM the last lights wink off...] He removes his hand from his pocket, having just switched off his phone.

CHINESE TRANSLATOR
(roughly translating)
He's fronting the Chinese
government and he's just scared
shitless.

COSTELLO
Government man.
(loudly, to Chinese)
I'm concerned about Chinamen who
think it's wise to bring automatic
weapons to a business transaction.

The CHINESE GANGSTER interjects --

CHINESE GANGSTER
Ngup, Ngup, Ngup. Ngaw um ming.
Kay ngup mutt. [Yap, yap, yap. I
don't understand. What is he
saying?]

The CHINESE TRANSLATOR translates Costello's statement about
"concern."

SEVERAL OF THE TRIAD, hearing a "automatic weapon," stupidly
raise their MACHINE GUNS. They don't aim them.

COSTELLO
For his own good, tell Bruce Lee
and the Karate Kids none of us are
carrying automatic weapons because
here, in this country, it don't add
inches to your dick. You get a
life sentence for it.

We (but no one else) hear a double click as MISTER FRENCH
cocks a pistol behind his back.

CHINESE GANGSTER
(in Cantonese)
Put away that machine gun.

The MACHINE GUN is put away.

(CONTINUED)

CONTINUED: (2)

COSTELLO

If these chinks want to nuke Taiwan
any time in this century, you tell
them they better shape up fast and
show me one million dollars.

The CHINESE TRANSLATOR translates.

COSTELLO (CONT'D)

What we generally do in this
country is one guy shows up with
the items, and the other guy pays
him. No tickee...no laundry.

COSTELLO gestures and a BOX of PROCESSORS is put on the
floor. Opened. The CHINESE GANGSTER gestures and a case of
money is put on the floor. Opened. FITZY looks at it, nods.

CHINESE GANGSTER

Nay tiey ching chaw yut bok mon.
[Make sure it's real. It's a
million dollars.]. ALTERNATE/ALSO
(insult): Ne dei yeeche ling ngnaw
dong maw gok nay chun. [Next time
you make me wait, I'm going to cut
your dick off.

COSTELLO

In English, thank you, also.

CHINESE GANGSTER

Du ne. [Fuck you.]

The deal is done.

COSTELLO

The expedition continues this way.

To Billy's surprise both Costello's men and the Chinese head
out through the back industrial windows onto a canal-side
pier.

INT. COMMAND CENTER. CONTINUOUS

The CARS of the CHINESE GUYS are driven away, passing a van
full of...

Startled TACTICAL COPS. TWO TACTICAL UNITS are hidden
outside.

INT. COMMAND CENTER. CONTINUOUS

ELLERBY is staring at the screens.

ELLERBY

Don't tell me those cars were empty. Please don't tell me those Chinamen's cars were empty.

(to Camera Tech Cop)

Do you have a camera in the back.

An IMAGE comes up. Nothing.

ELLERBY (CONT'D)

Can I talk to you a minute?

As the Camera Technician gets up, Ellerby pounces on him.

EXT. BEHIND THE BUILDING. CONTINUOUS

Tied to the pier there are two boats, a NOVI LOBSTER BOAT and a BOSTON WHALER with a guys we've never seen at the wheel (random getaway hires). The TRIAD members get into the NOVI, and chug away. Fitzzy carries the SUITCASES OF MONEY onto a BOSTON WHALER and it takes off. COSTELLO turns to Billy.

COSTELLO

See, no surveillance here. They didn't figure we had a navy. Always figure an exit for your business partners. What with everything all dug up, you can't trust a slant to find the Mass Pike and, with or without Staties out front, frankly I don't approve of orientals driving to begin with.

BILLY

What about us, Frank? What're we gonna do?

COSTELLO

We depart. We didn't commit no illegalities.

BILLY is stunned. Admiring.

MISTER FRENCH

Except sell the ching chongs a bunch of fuckin' plastic.

(CONTINUED)

CONTINUED:

The CHINESE GUYS, staring back, chug away down the canal in the lobster boat. BILLY watches COSTELLO go, admiringly, and then follows him.

EXT. STREET NEAR TARGET BUILDING - NIGHT 103A

A few blocks from the target building, a Police Tactical unit stops the departing Triad cars with a roadblock. As officers approach the cars they realize they are empty except for hired Caucasian drivers. An officer reports this to the command center.

INT. COLIN'S APARTMENT. DAY

Colin is asleep on the couch, in a bachelor disaster of Chinese food boxes. Something on TV: "Audition." A key in the door: He wakes as MADOLYN comes in carrying a bag of coffees and a BOX OF EFFECTS.

MADOLYN

Good Morning.

MADOLYN smiles at him, also shy.

COLIN

Good morning.

MADOLYN

I beat the movers.

COLIN

How was the last night in the, ah, old establishment?

MADOLYN

(putting the box on the kitchen counter)
Lonely.

COLIN

I'm glad to hear that. It sucked here, too.

They kiss. MADOLYN takes in the apartment.

MADOLYN

I'm gonna thank your Uncle Alphonsus for the square footage.

COLIN

Uncle Alphonsus is in heaven. So am I.

(CONTINUED)

CONTINUED:

MADOLYN unpacks food. Coffee. Croissants.

MADOLYN
French donut?

COLIN
(re: box of stuff)
Yeah. Hey, can I...

MADOLYN
Sure yeah.

He sorts through the box. It's all Madolyn's key stuff - a mug, a few critical books...framed family pictures, breakables...and comes up with: A PHOTOGRAPH of a young Madolyn standing in front of a North East rust belt slum.

COLIN
Well, we're not having this out.

MADOLYN
What?

MADOLYN isn't prepared to be at cross-purposes. But she is taken aback. She puts the photo quietly away. Contaminated.

COLIN
You don't see any pictures of where I came from. Look, I respect who you are, but not in the living room. We might have company.

MADOLYN
Company?

She laughs. COLIN looks at a diploma. Veritas.

COLIN
Why work for the state?

MADOLYN
Why not? You do.

COLIN
Not forever, and you don't have to. You've got degrees...you're a hot shit... I mean, what you do, why make as much as a guidance counselor?

(CONTINUED)

CONTINUED: (2)

MADOLYN
(deadpan, over her coffee
cup)
I believe in public service.

COLIN stares at her.

COLIN
Now you're just being ridiculous.

MADOLYN
(kissing him, and
intently:)
You like me living here?

COLIN
(hands down her shorts)
Yes I do.

THE PHONE (landline with mobile handset) rings.

COLIN (CONT'D)
Answer it. You live here.

MADOLYN, not 100% confused by his seizing on the interruption, gets the phone.

MADOLYN
Mayor Sullivan's Office.

After a moment she holds the receiver out to COLIN.

MADOLYN (CONT'D)
(whispering)
I'm sorry!

COLIN
Who is it?

MADOLYN
I think it's a guy with a, ah,
(She touches her throat,
and whispers)
A cancer guy.

COLIN reaches in his pocket and looks at his cellphone: dead.
A bad mistake in his situation. He crams the phone into a
table charger beside the landline and takes the handset.

COLIN
Hello?

(CONTINUED)

CONTINUED: (3)

COLIN exits the kitchen.

COLIN (CONT'D)
(to Madolyn)
Something for work.

MADOLYN looks after him. She doesn't start eating again, she watches Colin. She is seen staring at him through the following scene.

COSTELLO (V.O.)
What the fuck is it with your
phone?

EXT. THE CHELSEA YACHT CLUB. CONTINUOUS

COSTELLO, with his collar turned up, is walking along the floats. Wearing a headset.

INTERCUT TERRACE OF COLIN'S APARTMENT/CHELSEA YACHT CLUB.
CONTINUOUS

COLIN hunches, closing the glass door, and glancing in at Madolyn.

COLIN
Nothin', nothin'. It doesn't have
any power, that's all. It just
happened once.

COSTELLO
Was that that shrink cunt answered
the phone?

COLIN
Yes. Yes. As I said, she was gonna
move in, so she moved in.

COSTELLO
You better get organized, quick.

COLIN
Last time I checked, I tipped you
off and you're not in jail.

COSTELLO
Are you listening to me?

COLIN
Yes.

(CONTINUED)

CONTINUED:

COSTELLO

Are listening to me, son? Do you like Little Miss Thing sucking your cock?

COLIN looks in at MADOLYN.

COLIN

Yes. Yes I do.

COLIN is frustrated.

COSTELLO

So earn it.

(a beat)

I'm gettin' the feeling we got a cop in my crew.

COLIN

I been gettin' that same feeling.

COSTELLO

He's one of yours. Inside. Have you seen anything?

COLIN

Look, I have no access to undercover files in Queenan's department. It's locked up. Queenan and Dignam run the snitches. They don't give anybody a peep. I'm doing the best...

COSTELLO

(interrupting)

Your best? What do you think we're in, the fuckin' haberdashery business?

COLIN takes a breath, tries to reason and mind his place.

COLIN

Please Frank, if you don't relax I can't relax. Let's start with this...get me all the information on the people around you last night. Everyone that works for you. Get me real first names. Get me...

(CONTINUED)

CONTINUED: (2)

COSTELLO
(interrupting Colin)
Get you? Give you? Who the fuck
do you work for?

COLIN
Okay, Frank...I'm sorry...could you
please get me social security
numbers, ah, I need drivers license
numbers, full names, dates of
birth, anything like that. Bank
account numbers, everything that
you don't get from a criminal
record or, or a wrap sheet or a...

COSTELLO
(relenting a little)
Collie, calm down or you'll shoot
in your pants. I'll get you the
records and whatnot. You'll have
'em but listen to me son, don't
disappoint me on this, or some
other guy will be putting their
cock up Little Miss Freud's ass.

EXT. DOCK/WATERFRONT - CONTINUOUS

Costello hangs up and walks along and sees QUEENAN and DIGNAM
step out.

QUEENAN
How are you, Francis?

COSTELLO
My mother called me Francis.

QUEENAN
I know she did. And your father
called you the tumor.

COSTELLO, not liking that:

COSTELLO
Oh, what did your father call you,
Charlie? Oh yeah, I forgot, he
wasn't around.

QUEENAN
Where are the real microprocessors,
Frank?

(CONTINUED)

CONTINUED:

COSTELLO

Microprocessors...oh yeah, I heard that story. You arrested some Chinese government guy at the border carrying some light sockets or somethin'.

DIGNAM

I can't wait to wipe that fuckin' smirk off your face.

COSTELLO

(to Dignam)

Wouldn't you rather wipe my ass for me?

QUEENAN

I will get you, Frank.

COSTELLO

If you could've you would've but I guess you like to go at your own pace.

From off-stage we hear a young, angelic GIRLS CHOIR begin to sing.

COSTELLO (CONT'D)

Excuse me, I've got a date with some angels.

As Costello walks away:

QUEENAN

Sooner than you think, Francis.

INT. COLIN'S APARTMENT. CONTINUOUS

COLIN, looking worried, folding his phone away, comes into the apartment. MADOLYN is staring at him.

COLIN

What?

MADOLYN

You have a boss that has a laryngectomy?

COLIN

No, no, no. That was a guy who works for me.

(CONTINUED)

CONTINUED:

MADOLYN

You're lying to me.

COLIN

Not exactly.

(the charming Colin:)

There are certain things I will not be able to talk to you about. *I cannot allow you to jeopardize an ongoing investigation.* (Or your own life.)

(more seriously, after a long beat)

There really are things connected to my job that you can't ask about. That you don't want to know about.

MADOLYN

(after a beat)

Okay, then say that.

COLIN looks at her steadily: if she's serious, she's pure gold.

COLIN

I will. Thank you.

He kisses her. The DOORBELL RINGS.

MADOLYN

That's the movers.

COLIN

You still wanna stay?

MADOLYN

I do.

The doorbell safely ringing, Colin kisses Madolyn.

COLIN

(re: doorbell)

All right. All right. I'm coming.

INT. QUEENAN'S OFFICE. CONTINUOUS

DIGNAM is alone. We see Queenan's empty desk in a fall of light. We see Dignam's arm, wrist, phone, an expensive heavy watch.

(CONTINUED)

CONTINUED:

BILLY (O.S.)
I'm gonna get on a plane unless you
put Queenan on the phone.

DIGNAM
Queenan had a funeral to go to.
This is my shift. Calm down.

INT. IM PEI TYPE FOOTBRIDGE WITH A PEDESTRIAN CONVEYOR. DAY
(INTERCUT)

BILLY is talking on the phone, in a fury.

BILLY
Why shouldn't I get on a fucking
plane? Meet up? Do you actually
want me dead? There's a rat in
your unit. That's a fact. You just
don't know it. Where's Queenan?

DIGNAM
He's not here.

BILLY
They knew you had cameras in the
building. You have a leak from the
inside. It's real. Smoke him out.

DIGNAM
And how do we do that Mr... fucking
genius who didn't even graduate the
academy?

BILLY
Disinform. Let it slip to SIU that
you're getting a sealed wiretap
warrant for Costello's apartment.
Don't tell anyone in our department
but *tell SIU*. Flush it and see if
it comes out of the pipe on my end.
That's first. Narrow it down.
Where's Queenan.

DIGNAM
Are you deaf? He's not here. Call
me when you get something real.

BILLY is in a full-on panic attack. He takes a pill, leans
back against a wall, closes his eyes. The second phone rings.
He stares at it: opens it.

(CONTINUED)

CONTINUED:

BILLY

It's me.

INT. DESERTED CAFE - DAY

Madolyn and Billy sit at a table. Talking like friends now, emphatically non-clinical. Billy is zoned out, preoccupied, nervous.

MADOLYN

I'm assuming you want to change things, you know, change the people you know, change the people you meet, change everything, anything. Too many choices can see like no choice at all...

BILLY

Confucius say that?

MADOLYN

So you do...something radical.

BILLY

"Something radical," huh?

MADOLYN

...yeah, you do... Sometimes it's just a matter of picking a thing and doing it...

BILLY

So how long you been with this guy?

MADOLYN

Oh, four months. About four months.

BILLY

You love this guy?

MADOLYN

It's pretty serious, yeah, it is.

BILLY

A head case or anything? I'm just curious...

MADOLYN

No more than I am.

(CONTINUED)

CONTINUED:

BILLY

Then you're lucky. Considering the odds, right?

He lifts his cup to drink.

BILLY (CONT'D)

Good, give him a shot.

This may not be exactly what Madolyn wants to hear. But she nods.

MADOLYN

Doctors aren't supposed to have illusions.

BILLY

Yeah, that's because of vastly superior intelligence. Godlike, really.

Smiles, called on her shit.

MADOLYN

OK, I'm in a serious, newly serious, relationship...there are...ups and downs...everybody has doubts, problems -- I mean doubts.

She realizes she may have glazed and gone a little too far on "problems".

BILLY

What would you do if he was standing right there and saw us?

MADOLYN

I'd lie. To keep things on an even keel. You know all about it.

INT./EXT. BANKROBBER'S APARTMENT. CHARLESTOWN. DAY

The BANKROBBER, a junkie, wakes up to a vision: JESUS, indicating the sacred heart.

BILLY smashes the glass and the frame over the guy's head.

CUT TO OUTSIDE:

MISTER FRENCH has lit a cherry-bomb. He throws it. He hands out fireworks to KIDS.

(CONTINUED)

CONTINUED:

BACK INSIDE:

BILLY shoves him down on the couch and crams the gun to his head.

BILLY

You take off an armored car at the Dedham Mall and what do you do. Do you pay guineas in Providence?

BANKROBBER

Fucking now I do.

BILLY

What the fuck do you do.

BANKROBBER

What, I pay Costello and wait for him to trade me to the FBI? Cause that's what he does.

BILLY

FBI? What the fuck are you talking about.

{Firecrackers off}

BANKROBBER

Oh my God, is that French out there?

BILLY

(grabbing him by the shirt)

What the fuck did you just say about the FBI?

BANKROBBER

Forget what I said. I'm fucking high, I'm high.

Firecrackers continue to go off outside. The BANKROBBER knows what this means.

BILLY

Whatever's going through your very poor, very limited, brain...I'm not going to hurt you. Just tell me what you just fucking said.

(CONTINUED)

CONTINUED: (2)

BANKROBBER

Forget it, I'm high, I must be
high, I would never say what you
thought I said.

As the firecracker sounds increase outside (Maybe French's
"Do what you have to do"), BILLY, no way out of what he has
to do, glances at the window, shoots the guy through the
kneecap. BLOOD sprays everywhere. The bankrobber screams.

BILLY

Tell me what the fuck you said.

BANKROBBER

(covered with blood)

Why do you *think* he's not arrested?
Costello's a protected FBI
informant. He'll trade you out.

(a beat)

I thought I was supposed to go into
shock. I'm not in shock. It fucking
hurts. It fucking *hurts*.

BILLY gets out of the house.

OUTSIDE

MISTER FRENCH is benignly watching kids light cherry bombs.

BILLY

Let's go.

ON SOUND: Sextet from LUCIA di LAMMAMOOR.

INT. A THEATER. NIGHT

From behind COSTELLO'S HEAD, which almost fills the frame, we
see a blur of beautiful color. ON STAGE, an opera is in
progress—LUCIA DI LAMMAMOOR done with masks. CUT TO
COSTELLO, revealing Costello's rapt face and PAN to reveal on
his Left a beautiful WHITE PROSTITUTE. PAN back over
COSTELLO'S face to reveal a beautiful BLACK PROSTITUTE.
PERFORMERS with MASKS sing on stage. As the music soars,
COSTELLO moves crinolines up the women's legs.

INT. A BEDROOM. NIGHT.

COSTELLO fucks...and fucks weird.

EXT. QUEENAN'S HOUSE IN WEST ROXBURY. NIGHT

A street of three-deckers. QUEENAN gets out of his unmarked cruiser. As he does: BILLY steps out into the light. The two men stare at each other, each lit by their own streetlight.

BILLY
Hey, it's me.

QUEENAN
What do you want? What are you
doing here?

BILLY
Come here.

QUEENAN approaches him.

BILLY (CONT'D)
Costello is giving people up to the
FBI.

QUEENAN stares.

QUEENAN
The FBI?

BILLY
He gives information to the FBI.
He's a protected informant. Aren't
they trying to make it a Federal
case? And it never gets made?

QUEENAN
(realizing he has to be
very careful)
Go around the back. Go around the
back.

INT. QUEENAN'S HOUSE. MOMENTS LATER

BILLY sits on a bench in a hallway, exhausted, staring. THE SACRED HEART and JFK are on the walls. QUEENAN comes along the hall.

QUEENAN
My wife's asleep. She left supper
out. Come and have something to
eat.

BILLY shakes his head.

(CONTINUED)

CONTINUED:

BILLY

No, I...

QUEENAN

We'll talk in the kitchen. Come and have something to eat.

BILLY follows him towards the lighted kitchen door.

EXT. DRIVING RANGE. DAY (WINDY)

COLIN is watching ELLERBY hit golf balls. Well.

ELLERBY

Congratulations. Haven't seen a guy like you since me. You'll be transferred to Internal Investigations but you will continue to work right where you are in the Special Investigation Unit.

COLIN

I don't get it.

ELLERBY

We are all convinced that Costello has at least one mole in the Special Investigation Unit.

COLIN

Right.

ELLERBY

You'll investigate. Everybody. Anybody.

COLIN

Well, that's just a dream job for a cop.

ELLERBY

We have considered all possible candidates. You have an immaculate record. Some people never trust a guy with an immaculate record. I do.

(a beat)

I have an immaculate record.

ELLERBY hits a drive.

(CONTINUED)

CONTINUED:

ELLERBY (CONT'D)

Play golf?

COLIN

No.

ELLERBY

That's a pity. Pretty much sucks as a game but you get to form relationships.

(a beat)

How's the wedding coming along?

COLIN

Everything's great. On schedule. She's a doctor.

ELLERBY

Outstanding. That's good. Marriage is an important part of getting ahead. You don't want anyone thinking you're a homo. Married guy seems stable. People look at a wedding ring and think: *someone* can stand the son of a bitch. Ladies see the wedding ring and know immediately that you must have *some* cash and that your cock works.

COLIN

Oh, it's working. Overtime.

ELLERBY

I'm glad to hear that.

Hits a drive. Ponk.

EXT. CONSTRUCTION AREA. DAY

HEAVY EQUIPMENT stands on the thrashed earth. Hoardings. BILLY crosses the road under what remains of the Expressway, and after hiding in an angle of the building and cocking the gun in his pocket bangs on the door of a dead bar. The door is unlocked by: DELAHUNT.

INT. THE DEAD BAR. DAY

It's another of COSTELLO'S "locations". BILLY looks around. Every man from the previous night is there--but no COSTELLO. DELAHUNT closes the door behind him and bars it. Men are oddly enough filling out forms. These are not men used to pencil and paper. Billy is nodded at.

(CONTINUED)

CONTINUED:

MISTER FRENCH

Boss wants your real name, your social, your license number, all your bank account numbers.

BILLY

I don't have a bank account.

MISTER FRENCH

I'm a cash business myself.

BILLY

What's he doing, setting up IRAs?

MISTER FRENCH

You fill in the papers, real name, all your numbers, no fucking around, and then we all wait here.

MISTER FRENCH (CONT'D)

No, I ain't.

MISTER FRENCH goes off into a separate room. BILLY takes a paper and, sitting at the bar beside FITZY, writes down his information. The other men are mostly finished and DELAHUNT is collecting the papers. DELAHUNT tosses the brown envelope on the bar.

DELAHUNT

Put the forms in there.

FITZY

I don't know if this is how you spell Citizens'.

BILLY glances at what FITZY is crawling: CITTIZINS TRUST.

BILLY

No, no, no. Jesus Christ.

He takes the brown envelope, and writes on it CITIZENS.

FITZY

What are you, retarded? That ain't right.

BILLY gives up. Both of their forms are stuffed in an envelope. BILLY gets up.

DELAHUNT

Billy, he said to stay here.

(CONTINUED)

CONTINUED: (2)

BILLY

I'm not sitting in this room
without a tetanus shot. I'm not
staying.

MISTER FRENCH

Where you going?

BILLY goes out. DELAHUNT puts his coat on. He picks up the
brown envelope on which CITIZENS TRUST is written.

EXT. THE WATERFRONT. DAY

BILLY is holding his bottle of tranqs. He traces with his
finger the doctor's name...MADOLYN MADDEN. His "police" phone
vibrates and he takes it out.

ONSCREEN

Follow the envelope.

BILLY deletes the IM and dials Queenan directly.

BILLY

Why can't Ellerby's guys? SIU.

INT. QUEENAN'S OFFICE. DAY

QUEENAN closes his door.

QUEENAN

They can't. They are compromised.

EXT. COSTELLO'S APARTMENT. NIGHT

Costello emerges, in an overcoat. Carrying the envelope. He
gets into his Oldsmobile. BILLY starts his car and follows.

INT. CINEMA. NIGHT REVISED ON SET 5/31/05

Dark theater, movie in progress. Wobbly porno music. A thin
audience of raincoat artists. The door opens and COSTELLO
enters. He moves slowly down the aisle and sees: COLIN
sitting alone. He sits down in front of COLIN.

Costello is wearing the dildo. He watches the movie,
moaning.

COSTELLO

Oh yeah, be dirty.

Colin goes for his gun. Costello gets up, shows him the
dildo.

(CONTINUED)

CONTINUED:

COSTELLO (CONT'D)
See anything you like?

COLIN unnerved, recognizing COSTELLO now.

COLIN
Jesus Christ, Frank, I almost shot
you.

Frank sits, closer to Colin.

COSTELLO
You're not indulging in self abuse
are you?

COLIN
Frank, we got problems.

COSTELLO
I hope you're not turning into one
of those sob sisters, who wants to
get caught. You're not crackin' up
are you?

COLIN
I don't crack up.

COSTELLO
Pick a place where any cop could
see you...

COLIN
Why did you show up then?

COSTELLO
I own the place.

COLIN
Why am I not fuckin' surprised.
Look...

COSTELLO
You're gettin' reassigned.

COLIN
How the fuck did you know that?

COSTELLO
Where'd they put you?

COLIN
I have to find myself.

(CONTINUED)

CONTINUED: (2)

COSTELLO chuckles, truly enjoying this.

COSTELLO
You're telling me, sonny boy.

COLIN
I have to find the guy you have in
the department.

COSTELLO
With everybody looking up their own
ass and you looking for yourself, I
put my money on nobody finding
nothing.

We see in Colin's face hurt and hatred for Costello. His
idol doesn't like him.

COLIN
Frank, for me, you've got to lay
low.

COSTELLO
Laying low is not what I do.

~~COLIN~~
Yeah, big fuckin' daddy Frank.
Lookit, Frank, what good am I to
you if you don't listen to me?
Queenan's compartmentalizing. He's
fuckin' smart, you know that. I
will find this rat if you let me do
it my way. If you let me do my job.

COSTELLO
Okay.
(gives him the envelope)
But Colin, I hope I won't have to
remind you, that if you don't find
that cheese eating rat bastard in
your department so we can give him
a halo, most likely it won't be me
who pays for it.

COLIN nods, sweat on his lip.

COLIN
Why would you need to remind me of
that? I didn't know that would I
be any good at what I do? Trust
me, I know how to do this.

(MORE)

(CONTINUED)

CONTINUED: (3)

COLIN (CONT'D)

It involves lying, and I'm pretty
fucking good at that, right?

COSTELLO

(looking at the screen)

Maybe it's because it's always been
so easy for me to get cunt that I
never understood jerking off in a
theatre.

Costello gets up to go.

COSTELLO (CONT'D)

Who knows what's easy? Collie,
take care of business.

The door opens again at the back of the theater and we see:
BILLY in a dark back seat. COSTELLO, after hesitating as
Colin sweats, shoves the brown envelope to COLIN, and goes.

BILLY receives a text message: "Get visual ID suspect." He
slumps in his seat as Costello marches up the aisle and out
of the theater. He has barely recovered from this when:

The dark shape of COLIN is moving rapidly towards and through
the emergency exit beside the screen.

Billy follows.

INT. CINEMA BACK STAIRCASE AND ALLEY. NIGHT

It's open, and gives on to what Boston keeps trying to call
the Theater District and what keeps being The Combat Zone.
COLIN vanishes around a corner. BILLY follows, looks left and
right, then goes after

EXT. A STREET OF CHINESE SHOPS. CONTINUOUS

COLIN, who is walking along, putting the envelope into his
coat.

BILLY is speeding up, moving through pedestrians, desperate
to see Colin's face.

COLIN will be caught up to within seconds. He turns down
another street. BILLY starts into a half-run. He turns the
corner.

ANOTHER STREET painted with neon light (quiet).

BILLY'S POV:

COLIN is halfway down the street.

(CONTINUED)

CONTINUED:

BILLY follows.

BILLY is nearly up to COLIN on this quieter street

(And COLIN is aware of the tail)

when...

BILLY'S cellphone rings. His phone has fucked up, as they do. Instead of turning around, COLIN accelerates. The only thing on his agenda is to not have his face seen.

BILLY spins into a door-opening and silences the ringer.

TEXT MESSAGE DETAIL

Make arrest.

COLIN takes a right at the end of the street, into an alley.

EXT. AROUND THE NEXT CORNER. MOMENTS LATER

COLIN is waiting, in a doorway of his own. He has a knife open in his hand. He waits, listening to (faltering) footsteps: a MAN, face invisible in shadow, turns the corner. COLIN pulls him into the doorway and rips upwards with a knife.

As the body falls we see: it isn't Billy. It's a CHINESE MAN. COLIN backs away in horror, and hurries off down the street.

EXT. ANOTHER STREET. MOMENTS LATER

COLIN, sweating, staggering, hurries along. No sign of Billy, no sign of a follower. But he does notice: CCTV cameras at the intersection. He spins and gets out of there, heading off through. CHINATOWN. Colin, holding his envelope, walks, sweating, fast, then faster, past repeated ideograms in neon (the ideograms say--flash--"Departed").

EXT. CHINATOWN. MOMENTS LATER

BILLY has lost Colin. He hears a hubbub from the corner where a small crowd of Chinese speakers is gathering and pushes through the crowd to see: blood running on the pavement. BILLY backs away, gets out of there.

INT. CCTV ROOM. NIGHT

COLIN is looking at CCTV tapes. We see COLIN, unrecognizable on cheap video. Then we see a blurred image of BILLY. Crossing the street in beats. No more use as ID than the Shroud of Turin.

EXT. MADOLYN'S CELLAR APARTMENT. NIGHT (RAINING)

Through grated windows we can see Madolyn finishing up her packing. BILLY KNOCKS on the door, which leads only into Madolyn's basement apartment. A long beat and she opens the door. The chain on.

BILLY

Your name's on the pill label. I thought you weren't supposed to be in the book, in case of obsessive patients.

MADOLYN

How obsessive are you?

BILLY

Medium.

MADOLYN

Are you okay? Why are you here?

BILLY

I really liked our conversations. I've been...regretting that we didn't continue...our conversations.

MADOLYN

I'm glad you want to see me...it's nice to see you...I enjoyed talking...I enjoyed having coffee with you, very much...but I don't see people...I don't see people in my home.

Billy gets soaked.

INT. MADOLYN'S CELLAR APARTMENT. CONTINUOUS

BILLY looks around and sees: boxes, transition. The furniture already gone. An air-mattress on the floor. There are still tea things on the counter. A basic life is still possible here. Madolyn has been making tea here, sleeping here, reading in bed. Billy, soaked, a drowned rat, is looking vulnerable and honest.

BILLY

Thanks. If this is inappropriate... I can leave.

MADOLYN takes a moment to react.

(CONTINUED)

CONTINUED:

MADOLYN

No, it's, it's, it's not
inappropriate...you're not a
patient...

BILLY

You moving in or out?

MADOLYN

I still have three weeks on the
lease...

BILLY is looking at THE PICTURE to which Colin objected. A
young girl in front of a rust belt slum, tilted in a box of
effects.

MADOLYN (CONT'D)

That's me.

BILLY

Yeah, I know.

He hangs the picture on a nail.

MADOLYN

(the kettle whistles OS)
Would you like a cup of tea?

BILLY nods.

BILLY

Yeah. Yeah I would. Thank you.

Madolyn leaves him looking vaguely around the apartment. In
the kitchen, it appears that Madolyn has forgotten how to
make a cup of tea. She perseveres, comes out holding two
cups. Billy is looking at the handful of books still in the
apartment.

MADOLYN

Do you want some...

BILLY

Sugar? No...

She hands him the cup of tea. Strung out, he spills his tea,
slightly, unobserved by Madolyn. Madolyn looks over at the
bed, the book, the lamp, the incontrovertible evidence that
she's probably really, in fact, not that into Colin..

MADOLYN

I've always needed my own place.

(CONTINUED)

CONTINUED: (2)

BILLY
Hedging your bets?

MADOLYN
No. I'm not "hedging my best"...I
told you when we had
coffee...There's a choice. You
choose...you have to make a...

BILLY
Decision.

MADOLYN
...decision...and stick by
what...you choose...you have to...

BILLY
Move in with your boyfriend?

MADOLYN
Yes. Stick by what you...otherwise
it's... I have to say that your
vulnerability is really freaking me
out right now. Is it real?

BILLY
Yeah, I think so.

Tick...tick...tick.

BILLY (CONT'D)
You don't have cats.

MADOLYN
No.

BILLY
I like that. That's good.

INT. CCTV ROOM. NIGHT

Colin is still studying the blurry image of Billy.

INT. MADOLYN'S BASEMENT APARTMENT. NIGHT

In the tiny kitchen BILLY is kissing MADOLYN and unbuttoning
her shirt. Her hands start to move to push him away. He
continues.

INT. CCTV ROOM. NIGHT

Still studying the blurry image of Billy, COLIN tenses as someone comes into the office and switches off the tape. He glances at his coat. The envelope is visible folded into the breast pocket. He takes his coat and goes.

EXT. CHARLES STREET. NIGHT

Wet empty streets. The "gaslights" are on. About midnight.

INT. CHARLES STREET BRASSERIE. NIGHT

A Costello business. The restaurant is closed for the night. One bartender is sweeping up and the other is counting the takings. In a darker alcove of the bar COSTELLO sits alone at a broad table, drinking brandy. On sound, classical music. As a knocking is heard Costello looks up. A BARTENDER lets Billy in. COSTELLO watches Billy approach. We hear him sit down.

COSTELLO
You got a girlfriend?

BILLY
No. No. What does that matter?

COSTELLO
Depends. I'm sure you know by now
there's an informer in my crew.
Cop. Staties or Boston Police
department, I'm not sure.

He pours Billy some brandy. Then starts to draw a sketch.

BILLY
What about the FBI.

COSTELLO
It ain't. Trust me. The ex-wife,
an old friend or stupid...that's
what brings you down in this
business.

BILLY
Stupid...Well, that leaves me out.

COSTELLO
Past days, case like this...I
killed everybody who works for me.

BILLY
Better safe than sorry, I suppose.

(CONTINUED)

CONTINUED:

COSTELLO

On the other hand, back then, it
was only five...or six...and
French.

But COSTELLO, maybe, is sorry.

BILLY

I look around at your guys.
They're all murderers right? I
think "could I do murder?" And all
I can answer myself is, "what's the
difference".

COSTELLO

Give em up to the Almighty. Like
that.

BILLY

Yeah, that's my point. You accuse
me once, I put up with it. You
accuse me twice, I quit. If you
make me fear for my life, I put a
fucking bullet in your head as if
you were anybody else.

COSTELLO looks up. This is new: but he's impassive. And
impressed.

COSTELLO

(to Billy)

You got something you want to say
to me, William?

BILLY

You're seventy fucking years old.
One of these guys is going to pop
you. As for running drugs, what the
fuck. You don't need the pain in
the ass, and they're going to *catch*
you. And you don't need the money.

COSTELLO smiles, and continues with the sketch. Later he
will light up the paper.

COSTELLO

I haven't needed "the money" since
I took Archie's milk money in the
third grade. Tell the truth, I
don't *need* pussy any more, but I
still *like* it.

(MORE)

(CONTINUED)

CONTINUED: (2)

COSTELLO (CONT'D)

Point I'm making...you see...I got this rat...gnawing, cheese eating fucking rat...questions come up...questions...see, Bill, you're the new guy...and the girlfriend. Why don't you stay in the bar when I get the numbers. Your numbers. Everybody's numbers.

BILLY

Is there something you want to ask me, Frank?

COSTELLO

Start with, you agree there is a rat?

BILLY

You said there is one. I base most of what I do on the idea that you're pretty fucking good at what you do.

COSTELLO

Sure, sure, all that aside...but you Bill, what would you do?

COSTELLO sketching.

BILLY

How many of these guys been with you long enough to be disgruntled? Who needs more money than you pay them? You don't pay much, you know. It's almost a feudal fuckin' enterprise.

(COSTELLO nods, accepting this)

The question is, who thinks that they would do what you do better than you?

COSTELLO

Only one that can do what I do is me. You want to be me?

BILLY stares over a precipice: he knows this as well.

BILLY

I probably could be you. I know that much. But I don't want to be you.

(CONTINUED)

CONTINUED: (3)

COSTELLO
Heavy lies the crown...sort of
thing.

FRENCH comes in from the kitchen.

MISTER FRENCH
Francis.

BARTENDER
We're out of here, Mister Costello.
You'll have to set the alarm.

COSTELLO
(eyes on Billy)
Thank you, Jimmy. See you tomorrow.

ON SOUND the door closes and locks.

COSTELLO (CONT'D)
There's a boat coming in, up in
Gloucester. French will give you
all the details.

COSTELLO leaves.

INT. COSTELLO'S KITCHEN. DAY/INTERCUT: INT. COLIN'S OFFICE

COSTELLO is on the phone. MISTER FRENCH is sitting on a
stool, smoking. OPERA playing on sound.

COSTELLO
You heard nothing?

COLIN
No.

COSTELLO
Nothing about drugs. Nothing about
new guys, nothing about Gloucester?

COLIN
No, Frank, not a thing. And I
promise you I would have heard
about it.

COSTELLO hangs up and turns to MISTER FRENCH.

COSTELLO
You're sure. No other departments,
no codes, like that...

(CONTINUED)

CONTINUED:

COLIN'S VOICE

Frank. You can relax on this one.

COSTELLO

Okay, Collie. I will.

Costello hangs up and turns to Mr. French.

COSTELLO (CONT'D)

(emotionally)

It ain't Bill. No way, he says.

Thank God for Billy.

INT. POLICE HEADQUARTERS. DAY

Everybody is busy in the office. It's COLIN's first day of Internal Investigations. COLIN'S moving through the bullpen. COPS stare at him with resentment.

COLIN

Morning.

He comes up to Queenan's door just as Dignam comes out. DIGNAM faces COLIN down.

COLIN (CONT'D)

A problem?

DIGNAM

Yeah, I run rat fucks like you. I don't like them.

COLIN

The day you wouldn't take a promotion, you let me know. And I wouldn't even have a job if you did yours.

DIGNAM

Fuck yourself.

COLIN

I need to know the identity of your undercovers.

DIGNAM

Blow me. Not literally, there's no promotion in it for ya.

He walks away.

COLIN goes into Queenan's office.

INT. QUEENAN'S OFFICE. MOMENTS LATER

QUEENAN puts the cig into a cup of water, and throws it into the trash.

COLIN
Morning, Captain.

QUEENAN
Look who's here. The Queen of the prom.

COLIN
They are not happy with me.
Especially Staff Sergeant Dignam.

QUEENAN
What do you expect? Everybody knows you're assigned here to find Costello's rat. They want to find the leak as much as you do. What they do not want is to be accused of being the rat.

COLIN sits uneasily.

COLIN
Fair enough. Well one of them has to be dirty, We know that, right?

QUEENAN
Two days ago, my undercover guy in Costello's organization—

COLIN
Who is that?

QUEENAN
Lots of luck. (Not a chance.) You can go over my head, high as you like. You still won't get an answer.

COLIN
Fair enough.

QUEENAN
As I said, two days ago, my guy nearly found out who Costello's rat is. He lost him in the street.

(CONTINUED)

CONTINUED:

COLIN
Really? Did he get a look at him?

QUEENAN
...No.

COLIN
Nothing that could help us?

QUEENAN
Nah.

COLIN
(swallows)
(Too bad.) Any advice? Generally?

QUEENAN
Costello can't do (much) business
without coordinating with his
source...
(gestures out window)
Who is here. In SIU. Follow
Costello and you'll find his rat.

COLIN realizes: Just follow Queenan and you'll find *his* rat.

QUEENAN (CONT'D)
(turns away)
You're going to be looking at my
people. Going through their bank
statements, phone bills, medical
records. Don't expect them to get
you a coffee or invite you to their
houses. Let me get you a coffee.

INT. COLIN'S OFFICE #2. DAY

COLIN is sitting in his office alone, remembering what
Queenan has just told him:

QUEENAN (V.O.)
Follow Costello and you'll find his
informant.

In the fishbowl of his glass office, COLIN is being stared at
by pissed-off cops. COLIN calms down. He opens the gray
envelope. He takes out the forms that he was given by
Costello, opens up POLICE PERSONNEL DATABASE and starts
searching. He types in SS numbers. One, then another, then
another. The result is always: "Person not found". He types
in Costigan, William M, hits return. It comes up: "Person not
found". COLIN keeps working.

INT. COLIN'S OFFICE #2. LATER

MUGSHOTS of all of Costello's guys. He looks at them desperately...no one squares up with the blurred, impossible, images he saw on the CCTV screen (which he has printed out).COLIN closes the curtains on his fishbowl office (not fast enough to avoid seeing Dignam give him the finger), locks his door. He picks up the phone.

VOICE ON PHONE (V.O.)
Internal Investigations.

COLIN
This is Sullivan. I need constant surveillance on Captain Queenan, starting right now.

INT. COLIN AND MADOLYN'S NEW BEDROOM. SAME NIGHT

COLIN is lying in bed, his back to MADOLYN.

COLIN
If I wasn't with the Mass State Police. If I did it full time, law school, I'd be through in a year. I'm thinking that. If I wasn't a trooper.

MADOLYN
What's going on?

COLIN
Nothing. Nothing. There's nothing going on. Just thinking.

MADOLYN
Okay, all right.
(thinking about it; blows a breath)
And what about money?

COLIN
I got some money. Another city...I'm thinking that.

Another city doesn't seem unattractive to Madolyn, who's in her own cut-and-run crisis -- but maybe she can't believe that Colin is thinking about it. She blows a breath.

MADOLYN
Another city? It'd be a clean slate.

(CONTINUED)

CONTINUED:

COLIN is in hell. He looks at her intensely.

COLIN

I want you to know you don't gotta stay. If we're not going to make it, it's got to be you that gets out. I'm not capable

(a beat)

I'm fuckin' Irish, so I'll deal with something being wrong for the rest of my life.

Long pause.

MADOLYN

Not a bad idea, another city.

EXT. THE CHARLES STREET BRASSERIE. DAY

FITZY and DELAHUNT are smoking on the sidewalk outside the restaurant.

DELAHUNT

Of course I know how to spot a cop.

FITZY

Oh yeah, how's that?

DELAHUNT

If he's not paying attention to us, he's a cop.

THEIR POV:

A MAN across the street is looking into the window of an antique shop.

DELAHUNT (CONT'D)

See that guy over there, he's a cop. He's not paying attention to us. He's a cop.

FITZY

Lot of fucking cops.

A WOMAN walks by definitely ignoring both men, dragging a lapdog.

FITZY (CONT'D)

What kind of dog is that?

No response.

(CONTINUED)

CONTINUED:

FITZY (CONT'D)

She's a cop.

DELAHUNT

She's probably the fucking Police
Commissioner.

INT. CHARLES STREET BRASSERIE. CONTINUOUS

Too early to be opened for business. COSTELLO and NEW GUYS, six hard customers, come in through the fire door. At the BAR, BILLY is drinking coffee. He notices the NEW GUYS. Off the boat Dublin toughs. COSTELLO and FRENCH come in from the kitchen. FRENCH tells the NEW GUYS to move to the back. COSTELLO HAS BLOOD ON HIS SLEEVES. He comes over to the bar and looks at BILLY.

COSTELLO

You can get out of here. This is
the crew for tonight.

BILLY

I thought I was on for that.

COSTELLO

I changed my mind. Take the night
off.

(to Bartender)

Jimmy, get the mop.

COSTELLO heads to the back of the restaurant. MISTER FRENCH, grabs the BAR KNIFE from behind the bar. BILLY looks up at him.

MISTER FRENCH

Go out the back. Some guys answer
the questions right. Some don't.

MISTER FRENCH goes towards the back of the restaurant, holding the big knife. BILLY closes his paper.

EXT. THE CHARLES STREET BRASSERIE. MOMENTS LATER

BILLY steps out, ignoring DELAHUNT and FITZY.

DELAHUNT

You're a cop.

BILLY

Huh?

(CONTINUED)

CONTINUED:

DELAHUNT

You're ignoring us. You're a cop.
We're guessing who cops are. Most
good looking women are cops.

BILLY

Right. I'm going home. He's playing
with his new boys.

DELAHUNT

See you later.

BILLY

Later.

BILLY walks down the street and heads into an alley. Around
the corner, he opens his phone.

BILLY (CONT'D)

He's moving something with all new
guys. (A whole new crew.) I don't
want to tell you what or where. It
might be disinformation. It
probably is. Just keep following
him. I need to see you today.

(a beat...reacting to
Queenan, Billy continues)

No. Today.

EXT. POLICE STATION/COLIN'S OFFICE. DAY

A DETECTIVE (DETECTIVE 1) is leading the team to trail after
Queenan. On foot. A plug in his ear. Two other DETECTIVES sit
in a sedan nearby. (These three detectives are new guys,
never seen before, the I.I. surveillance team working for
Colin).

DETECTIVE 1

Can I ask a question, Sergeant?

COLIN

Yes, go ahead.

DETECTIVE 2

Why the fuck are we following
Captain Queenan? To find out about
the good Catholic life?

(CONTINUED)

CONTINUED:

COLIN

(angrily)

I have to follow every lead,
however unlikely, however fucking
painful it might be to your
delicate fucking sensibilities.

DETECTIVE 1

Who says I have delicate
sensibilities?

COLIN

I have reason to believe that
Queenan is Costello's informer.
Follow him, and don't get made.

DETECTIVE 1

Copy that, Sarge

The detectives in the car get alert and start their car as
QUEENAN comes out of the building.

DETECTIVE 1 (CONT'D)

We got him.

DETECTIVE 2

Sarge, we got the target.

EXT. TREMONT STREET/FINANCIAL DISTRICT. DAY

DETECTIVE 1 trails Captain Queenan through the crowds of
people heading towards work.

INT. PARK ST. SUBWAY STATION. MORNING

QUEENAN begins to light a cigarette and then gives it up. A
TRAIN comes in, and Queenan boards. DETECTIVE 1 boards the
next car.

INT. DETECTIVE 1'S SUBWAY CAR. MOMENTS LATER

Looking through smeared glass into the next car as the train
begins to move DETECTIVE 1 sees QUEENAN answer a cell call.

INT. QUEENAN'S SUBWAY CAR. CONTINUOUS

QUEENAN is on his cell.

QUEENAN

Where are you now?

(CONTINUED)

CONTINUED:

BILLY
Look down the car.

QUEENAN looks up mildly as the car rocks.

BILLY (CONT'D)
Got me?

QUEENAN'S POV:

BILLY is slumped in a seat at the far end, not looking towards QUEENAN.

BILLY (CONT'D)
Any reason you'd have a tail?

QUEENAN
No...Of course not.

BILLY
(on the verge of
hyperventilating)
I'm watching a guy...

QUEENAN
I don't have a tail, Billy.

Through the glass we see DETECTIVE 1 watching Queenan.

BILLY
Okay. Get off at South Station. You
wait there for ten minutes. After I
leave I'll text message you the
address where we'll meet. I'll make
sure you don't have a tail.

QUEENAN
South Station. Wait ten minutes.

As the train stops BILLY vaults off of it. On the platform he walks along, texting.

EXT. SOUTH STATION SUBWAY EXIT. LATE MORNING

QUEENAN, mild in his specs, chewing gum with his dentures, comes out of the station, and looks at the TEXT MESSAGE on his phone.

EXT. A STREET SOUTH OF FT. POINT CHANNEL. MOMENTS LATER

A building under rehab, covered with scaffolding, but still functioning as a corporate building. QUEENAN goes along to the entrance, and in.

DETECTIVE 1 comes along after him. We see the Internal Investigations car up the street. DETECTIVE 1 dials his cellphone.

DETECTIVE 1
He went into a building on the
waterfront. Address is 344 Wash...

INT. THE LOBBY. MOMENTS LATER

DETECTIVE 1 looks at the elevator-indicator, and the building directory.

DETECTIVE 1
He went to the top floor. It's
empty. No tenants.

INT. COLIN'S OFFICE #2. CONTINUOUS

COLIN, listening, playing with a COIN.

EXT. COMMERCIAL BUILDING. MOMENTS LATER

DETECTIVE 1 emerges from the building and joins other detectives in the car.

DETECTIVE 1
I don't know what we're doing here.

INT. COLIN'S OFFICE #2/BRASSERIE. CONTINUOUS

COLIN, after fumbling between cell phones, dials the correct one.

COLIN
(to COSTELLO)
I think I've got him. I think
Queenan is meeting with him right
now.

EXT. CHARLES STREET BRASSERIE. MOMENTS LATER

FITZY and DELAHUNT'S phones ring simultaneously.

DELAHUNT
Get the van. Get the boys.

EXT. COMMERCIAL BUILDING ROOFTOP. CONTINUOUS

BILLY is waiting on the roof as QUEENAN finally arrives.

QUEENAN

I assume these premises do not have
an anti-smoking ordinance. So,
what's going on?

BILLY

I told you, he's got dope coming
in, I don't know where. He's
getting spooky, Captain...

QUEENAN

What do you mean?

BILLY

He's crazy. I just saw the man.
He had blood all over him. I can't
get any more information for you.
I can't trust it. He's not
including his regular guys... I'm
telling you, he's gonna find out
who I am. He's gonna fuckin' kill
me, I know it.

QUEENAN

All right, all right. I hear you.
I'm sorry for you trouble. Look,
I'm not gonna jeopardize your
safety any longer. I'll get you
out. I can't do it overnight but
I'll do it. We can bust him for
what we have. At least I think we
can...I hope. You're out of there
ASAP.

BILLY nods, and nods.

BILLY

Yeah? What about the FBI?

QUEENAN

They're compromised.

BILLY

What?

QUEENAN

They're fucked, just like this
lighter.

(CONTINUED)

CONTINUED:

BILLY'S phone rings.

INT. FITZY'S VAN. CONTINUOUS

DELAHUNT is calling Billy from a van crowded with Costello's usual bad guys as it scorches through traffic.

DELAHUNT

Billy, where the fuck are you? We been trying to reach you. We found the rat. Top man says we're gonna take care of him. The address is 314 Washington Street. You got it? All right. See you there.

EXT. COMMERCIAL BUILDING ROOFTOP. CONTINUOUS

BILLY listens in horror, staring at the oblivious QUEENAN.

QUEENAN

What?

BILLY

You were fucking followed.

QUEENAN

By who?

BILLY

Costello's people.

QUEENAN

Impossible.

BILLY

No. One of the cops he's got inside tipped him.

QUEENAN realizes that his enemy might be...

INT. COLIN'S OFFICE #2. CONTINUOUS

COLIN raises his eyes. Diabolical.

EXT. COMMERCIAL BUILDING. MOMENTS LATER

FITZY'S VAN stops outside the building. COSTELLO'S MEN get out of the van, and head into the lobby.

INT. INTERNAL INVESTIGATIONS CAR. CONTINUOUS

The DETECTIVES are watching.

(CONTINUED)

CONTINUED:

DETECTIVE 1
What the fuck is going on?

DETECTIVE 2
Holy fucking shit. Looks like
Queenan's meeting with all of them.

INT. COLIN'S OFFICE #2. CONTINUOUS

COLIN listens.

COLIN
Yes.

INT. STAIRCASE. DAY

Billy and Queenan are running downstairs when they hear footsteps coming up from below. They immediately go back up to the elevator lobby. Pushing through plastic sheeting.

INT. LOBBY ON THE TOP FLOOR. CONTINUOUS

Billy is slamming elevator buttons. The indicator shows both elevators coming up.

BILLY
They'll be on the elevators, too.

QUEENAN
Take the back fire escape.

BILLY
What'll you do?

QUEENAN
I'll be fine. If you get made I
can't protect you. Go down the fire
escape. Now. That's an order. I'll
be fine.

BILLY goes. Queenan waits. Watching the elevator indicator. QUEENAN, in his specs, very mild, takes out his gun and breaks the cylinder, checking that it is loaded, and putting a shell into the empty sixth chamber.

EXT. FIRE ESCAPE. MOMENTS LATER

BILLY climbs out onto the fire escape at the back of the building and starts dropping down, fast.

INT. THE TOP FLOOR LOBBY. DAY

The elevator door opens, revealing DELAHUNT and BOYS. QUEENAN looks right as the door to the staircase opens revealing FITZY and boys.

QUEENAN
Can I help you gentlemen?

FITZY
I guess we've had enough of this
shit. Where's your boy?

QUEENAN doesn't answer, and never will. He draws his gun and is tackled.

EXT. BACK ALLEY, COMMERCIAL BUILDING. DAY

BILLY drops off the fire escape and runs down the alley.

EXT. COMMERCIAL BUILDING. MOMENTS LATER

BILLY towards the front doors just as--

QUEENAN'S BODY bounces off the scaffolding, smashes into the pavement and explodes. BLOOD splashes all over BILLY.

INT. INTERNAL INVESTIGATIONS CAR. CONTINUOUS

DETECTIVE 1 screams into his headset.

DETECTIVE 1
Fuck! Something came off the roof.

COLIN
What came off the roof? What do
you mean something came off the
roof? Go again with that
information.

EXT. THE COMMERCIAL BUILDING. CONTINUOUS

FITZY, DELAHUNT and boys come out. The crew has seen the UNMARKED COP CAR. FITZY grabs BILLY.

FITZY
You're fuckin' late. Where the
fuck were you? Get in the fuckin'
van.

(CONTINUED)

CONTINUED:

BILLY

What the fuck happened? I came to
meet you.

They start piling into a van.

INT. THE INTERNAL INVESTIGATIONS CAR. CONTINUOUS

DETECTIVE 2 is yelling both at his partner and into the mic.

DETECTIVE 1

Stay in the fucking car. Stay in
the fucking car. This is a
surveillance unit.
(into mic to Colin)
Do I pursue.

INT. COLIN'S OFFICE #2. CONTINUOUS

COLIN is sitting very calmly.

COLIN

No. Stay where you are. I need
some fucking information here.
What came off the building?

DETECTIVE 1

I'm not sure.

INT./EXT. INTERNAL INVESTIGATIONS CAR/ THE STREET. CONTINUOUS

DETECTIVE 1

No pursuit. No pursuit.

DETECTIVE 1 (CONT'D)

Fuck that.

DETECTIVE 1 gets out of the car and runs towards the fleeing
men, gun drawn.

FITZY turns on DETECTIVE 1 with a pistol drawn. DETECTIVE 1
fires and DELAHUNT is hit in the stomach. FITZY shoots the
detective (he is wounded in the hand, not killed). The VAN
takes off.

DETECTIVE 4

Thirty-two X to CP. Thirty-two X
to CP. We're being fired upon. I
repeat.

INT. COLIN'S OFFICE #2. CONTINUOUS

ON RADIO. "Officer down", etc. COLIN has never felt more guilty in his life.

DETECTIVE 4 (V.O.)
We have an officer down. An
officer has been shot. Request
immediate assistance.

He switches off the light and sits in the dark as the
afternoon gathers.

INT. THE DEAD BAR. NIGHT

FITZY, BILLY, and the BOYS are drinking. Dirty, paranoid,
guilty, frightened, smoking. DELAHUNT has been shot, is
dying, on a dirty couch.

FITZY sits down and looks at Billy.

FITZY
And where the fuck were you?

BILLY
Boss told me to go home.

FITZY
Maybe he did and maybe he didn't.
At any rate you weren't fuckin'
home.

BILLY
I was in a fucking grocery store
with no signal. When I got a signal
I got the call. What the fuck do
you want. Was I there or was I not
there? Huh?

FITZY walks away.

DELAHUNT (OS)
Billy. Billy
(Billy goes over to him)

BILLY
(re: his wounds)
Jesus Christ.

(CONTINUED)

CONTINUED:

DELAHUNT

Two days...two days ago the Boss says to me, it's been ten years already, and you've never done me wrong. He asked me, if one of the other guys is a rat, would I take him out. I told him I would but I don't know if I would. Now I know I can't. I've done a lot of bad things but I've never been a murderer.

BILLY realizes that DELAHUNT is dying.

DELAHUNT (CONT'D)

Hey Billy, I don't want no one to put me in a dumpster. Just don't put me in a dumpster.

BILLY

When you're dead it makes no difference where they put you.

BILLY lights him a cigarette.

DELAHUNT

You know what I thought today?

BILLY

What's that?

DELAHUNT

Who didn't show up today is the rat.

BILLY

Yeah, so?

DELAHUNT

You never been late in your life. And when I called you... I made a mistake. I gave you the wrong address. But you showed up at the right one.

DELAHUNT grips his arm. BILLY is terrified.

DELAHUNT (CONT'D)

Tell me why I didn't say anything. Tell me why.

(CONTINUED)

CONTINUED: (2)

He waits for DELAHUNT to continue. But DELAHUNT after an odd smile of complicity, finally dies. BILLY, the only one who knows that DELAHUNT is dead, stares down at him.

FITZY
(drinking)
That cop was tough. We were
excessive with the cop.

BILLY walks past the table.

BILLY
He's dead. I'm going home.

BILLY leaves by the front door.

INT. CONFERENCE ROOM. NIGHT

All hands present. Dignam is in a black silent rage.

ELLERBY
Do you know why Queenan went to
that building?

COLIN
No.

DIGNAM
A better question is why your
fuckers were following him.

COLIN
I told Internal Investigations to
follow him.

DIGNAM
Why?

COLIN
That's internal Investigations
business.

DIGNAM grabs COLIN by the neck and runs him into a wall. COLIN gets a palm under Dignam's chin and comes close to breaking his neck. The men at length are separated. COLIN straightens his good clothes.

COLIN (CONT'D)
I have to investigate everybody and
anybody. I don't have to justify
anything. Nor does anyone have to
like it. I now have information...
(MORE)

(CONTINUED)

CONTINUED:

COLIN (CONT'D)
from a very good source...that
Queenan may have been killed by his
own undercover.

COLIN is trying this on.

DIGNAM
That's a fucking lie.

COLIN
Captain Queenan and Staff Sergeant
Dignam here have information on
this undercover, and other
informants, in a locked file. I
need those files unlocked.

DIGNAM
I don't have the password. Why
don't you come down to the
garage...

COLIN
That's a lie.

DIGNAM hits COLIN in the face. COLIN goes down hard, into the
crook of a file cabinet and the wall. Blood from his mouth.

DIGNAM
No one calls me a liar. Especially
when I'm lying.

ELLERBY
Everybody shut up.
(to BROWN)
Work with the tech guys to unlock
the files. Dignam. You take a leave
of absence.

DIGNAM
Leave of *what*?

ELLERBY
Queenan's dead. That makes me your
boss.

DIGNAM
I'll hand in my papers first.

COLIN
What?

(CONTINUED)

CONTINUED: (2)

ELLERBY

Hey, world needs plenty of
bartenders. Two weeks with pay.

DIGNAM

Good.

COLIN

I need those codes.

ELLERBY

No, you want those codes.

EXT. MADOLYN'S OFFICE BUILDING. NIGHT

When she comes out: BILLY is waiting.

BILLY

I tried to call you a few times.

MADOLYN

I know. (I know.). I can't...

He leans close to her. She strokes his head.

MADOLYN (CONT'D)

I can't be a friend to you. I
can't. I'm sorry.

BILLY

It's okay, okay, I know.

MADOLYN walks away.

INTERCUT COLIN'S OFFICE #2/COSTELLO'S CONDOMINIUM. NIGHT

COLIN needs a shower and is gun-shy as people move past the
glass windows. He is still rinsing blood out of his mouth.

COSTELLO is listening to LUCIA di LAMMAMOOR. GWEN sits nearby
in attractive lingerie, reading a book.

COSTELLO

Now, when I hear *Lucia*, I can't
stop thinking about the cocaine
curtsy you did on that nigger
broad's face.

(the phone rings. Costello
answers:)

What?

(CONTINUED)

CONTINUED:

COLIN
(into phone)
Your shouldn't have killed Queenan.

COSTELLO
One of us was going to have to die.
With me it tends to be the other
guy.

COLIN
(agitated)
You're crazy, Frank. You killed the
guy who has all the information.
And Dignam's not in the office,
he's gone. He resigned.

COSTELLO
I don't give a fuck about Dignam.

COLIN
He's *fucking* gone. They took his
papers in. He's not talking. I
don't know where he is.

COSTELLO
Don't get your balls in an uproar,
Collie. That Irish piss-ant won't
be a problem. He's so hot for me,
we give him a whiff of my ass,
he'll crawl right in it. Let's give
him a whiff.

COLIN
I will.

COSTELLO
Don't worry. I'll take care of it.

COSTELLO turns to the GWEN.

COSTELLO (CONT'D)
Sweetheart, you're giving me a hard-
on.

He starts to dial the phone.

GWEN
Are you sure it's me or all that
talk about whiffin' and crawlin' up
asses?

(CONTINUED)

CONTINUED: (2)

COSTELLO

Hey, watch your fucking mouth.

GWEN

You watch it.

She rises and as she crosses:

GWEN (CONT'D)

Let me straighten you out.

COLIN looks out into the bullpen. People working. On a table he sees PLASTIC BAGS which contains Queenan's bloodstained effects-- broken glasses, smashed wristwatch, and CELLPHONE. He glances around, and picks up the CELLPHONE. Blood gets on his fingers. He moves into the office, and seen through the glass, he seizes the phone and with trembling fingers punches up the last incoming number.

INT. BILLY'S MOTHER'S APARTMENT KITCHEN. NIGHT

BILLY is looking at a chipped SANTA MUG from his childhood and is eating something--sheer maintenance, and drinking wine from the bottle. His phone rings. He looks at the ID and is stunned. Queenan's number! He picks up the call but remains silent. The caller is also doing the same.

INT. COLIN'S OFFICE #2. CONTINUOUS

COLIN hears that the other side has hung up the phone. He sees: ELLERBY looking at him through the glass. But Ellerby hasn't seen the phone.

INTERCUT BILLY'S MOTHER'S APARTMENT/COLIN'S OFFICE #2.
CONTINUOUS

BILLY is agitated. Exhausted. Frightened. He paces, and looks at the phone. He begins to pack, assembling clothes, money. Finally, like a man committing suicide--it's that intense--he dials the number. INTERCUT.

COLIN

Yeah.

BILLY

You called this number on a dead
guy's phone. Who are you?

COLIN

So it is you. Thank God you're all
right. We were very worried.

(CONTINUED)

CONTINUED:

BILLY

Who are you?

COLIN

You're talking to Sergeant
Sullivan. I'm taking over
Queenan's unit.

BILLY

Let me talk to Dignam to confirm
it.

COLIN

Staff Sgt. Dignam has... taken a
leave of absence. He's very upset.
We're all very upset. The best
thing would be for you to come in.
We need you to come in.

BILLY listens to Colin go on. Then shuts off the phone. His
other phone rings.

COLIN dumps out the box of Queenan's belongings. In the
diary he sees an entry showing undercover suspects Costello
is FBI informant.

BILLY listens to Colin go on. Then shuts off the phone. His
other phone rings.

INT. THE CHARLES STREET BRASSERIE. DAY

COSTELLO is sitting with his key guys, including FRENCH and
FITZY. A TV station plays above the zinc bar. BILLY is
drinking, hitting it heavily.

NEWS ANCHOR

State Police have confirmed that
the body of the man found dead in
the Fenway marshes yesterday
afternoon is that of Timothy
Delahunt, an undercover policeman
for the City of Boston.. This was
the scene today.... If you have
any information about this murder,
you are urged to call the Boston
Police.

The TV shows DELAHUNT'S BODY being loaded into an ambulance.
A crime scene. COSTELLO's eyes have widened slightly. But he
is strangely undisturbed.

(CONTINUED)

CONTINUED:

FITZY

Fuck. I can't believe it.

MISTER FRENCH

Don't believe what?

FITZY

I'm embarrassed. How the fuck did they find him so fast? I spent all fuckin' night out there, dragged the poor bastard.... I must have been there seven hours. In three feet of mud. What the fuck is a marsh? And who walks their dog in a fuckin' marsh? In three feet of water? I don't believe it. I still don't believe he's a fuckin' cop.

COSTELLO

The cops are saying he's a cop so I won't look for the cop.

(to FITZY)

Are you soft? The next time I tell you to dump a body in the marshes, put it *in* the fuckin' marshes, not where some guy from John Hancock goes every Thursday to get a blowjob!

He makes a move for the door.

COSTELLO (CONT'D)

Proceed.

They get up to leave, following him.

EXT. SOUTHEAST EXPRESSWAY. NIGHT

Two cars carrying Costello and his men are speeding down the highway. Behind them, two SIU CARS are trailing.

INT. COLIN'S OFFICE #2/COSTELLO'S CAR. CONTINUOUS

COLIN closes his door and punches in a number.

IN COSTELLO'S CAR, his cell phone rings.

COSTELLO

Jesus Christ.

He answers it.

(CONTINUED)

CONTINUED:

COSTELLO (CONT'D)

What?

COLIN

Don't go. You've got a tail. Two cars. Not very subtle. They won't be subtle from now on. That's what I've been trying to tell you.

COSTELLO

Get rid of them.

COLIN

There's no need to go yourself, Frank.

COSTELLO

Get rid of the fuckin' tail!

CLOSE on COLIN as what he has to do crystallizes.

COLIN

I will. All right.

A cold look in his eye, Colin leaves his office and goes down the hall.

IN THE CAR

Costello remarks to French --

COSTELLO

Tails. Fuckin' rats. This rat shit is wearing me thin.

FRENCH

Francis, they're all rats. Women are rats... cunts...Yeah, we're becoming a nation of rats.

INT. SURVEILLANCE OFFICE. MOMENTS LATER

BROWN is there. BARRIGAN. ELLERBY. Others.

COLIN

Stop. Stop. Pull these guys off. Tell your team to stop following Costello. We don't need to surveil him.

COLIN stands in the door like a gunfighter. Everyone looks at him.

(CONTINUED)

CONTINUED:

ELLERBY

What the fuck are you talking about?

COLIN

I have it from an undercover:
Costello knows he's being followed.
Let our UC take him in.

ELLERBY

What informant?

COLIN

Queenan's guy. He called me when he
found out Queenan was dead. I'm
running him.

Everyone is impressed.

ELLERBY

No. You give him to me.

COLIN

No. But I can give you Costello's
destination.

ELLERBY

You know where he's going?

COLIN

Yes. And what he's about to do.
Call off the tail, and get Special
Ops. Get them on standby. We meet
him where he's going. Suit up.
We're gonna take this prick
tonight.

BROWN

(to crew on the road)
All units fall back.

Everyone moves at once.

EXT. SOUTHEAST EXPRESSWAY. NIGHT

COSTELLO is checking the rearview mirror. He sees: The TWO
SIU CARS exit the highway onto Atlantic Avenue. COSTELLO
smiles.

The cars exit the highway. The cars pass through a maze of
industrial streets.

(CONTINUED)

CONTINUED:

BILLY, riding in the back seat, is trying desperately to see where they are. He sees a STREET SIGN and taps out a text message on his phone.

INT. COMMAND VAN. NIGHT (MOVING)

COLIN, in vest, observed by Brown, reads the message.

COLIN
It's the heavy equipment warehouse
Costello owns on Sheffield. He must
have a container or a truck in
there.
(his big moment of
decision)
Go.

EXT. PARKING GARAGE. NIGHT

It is an unfinished structure, the lower parts used, the upper parts accessible but still under construction. It is built on a pier, the harbor lights beyond it. The COMMAND VAN and POLICE CARS pull up with lights off. A TACTICAL VAN disgorges TACTICAL OFFICERS who spread out through the dark.

INT. COMMAND VAN. CONTINUOUS.

COLIN
(into mic)
There's an exit on the other side.
Cover it. We'll take him when he
comes out.

COLIN checks the load on his pistol.

INT. AN UPPER FLOOR OF THE PARKING GARAGE. CONTINUOUS

COSTELLO unlocks a CONTAINER with a construction company logo on it, opens the doors, and steps back. BILLY looks into the container. It's cocaine or heroin in kilo bricks. Men stand around with MP5s under their coats.

COSTELLO
Load it.

BILLY, trying to save Costello...

BILLY
How do you know you don't have a
tail?

COSTELLO looks at him.

(CONTINUED)

CONTINUED:

COSTELLO
Were you in the fuckin' car?

BILLY
What if they took one off and put
another one on, Frank?

COSTELLO
Load.

The drugs having been loaded fast by the crew, including
FNG's, the container is hosed out. BILLY turns from FITZY'S
CAR as everyone gets it.

BILLY
Frank told me to check out the
back. You guys go ahead.

FNG DENNIS
Watch your ass.

Instead of getting into COSTELLO'S CAR on the other side of
the container, he steps back into shadows as both cars leave.

INT. COSTELLO'S CAR. NIGHT

FOUR CARS with no headlights bracket the vehicles as soon as
they come out of the garage. COSTELLO realizes that something
has gone wrong.

COSTELLO
Cocksucker.

LIGHTS come on, and Policemen are everywhere, guns in their
hands. COLIN is not visible among them.

POLICE open fire at Costello's car. THE CAR reverses back
into the garage. MISTER FRENCH (the driver) is shot in the
arm, and the car crashes into a wall. A gunfight opens up.
FNG's exchange fire with brutally efficient tactical cops and
are shot down expertly. COSTELLO, limping, gets out of the
action, fast. He runs into the parking garage. French drives
away (alternately is shot, or commits suicide).

INT. PARKING GARAGE. NIGHT

COSTELLO, shot through the stomach, is moving through the
dark. All that's stored in this garage is heavy equipment for
the big dig. Plenty of places to hide. We hear gunfire in the
distance. COSTELLO hides between two pieces of heavy
equipment and dials his telephone. To his surprise the phone
rings quite nearby. And keeps ringing.

(CONTINUED)

CONTINUED:

COSTELLO moves out into the open, and sees, at a near distance, COLIN, his shadow long on the concrete. He has a gun in his hand. Costello moves out to face him.

COLIN
You're an FBI informant.

COSTELLO comes out of the shadows.

COSTELLO
Jesus Colin, grow up. Course I'm talking to the FBI.

COLIN
Do they know who I am?

COSTELLO says nothing for a moment.

COSTELLO
I never gave up anybody who wasn't goin' down anyway.

COLIN instantly raises the pistol to shoot him.

COLIN
Did you give me up?

COLIN'S PISTOL wavers.

COSTELLO
Nobody knows nothin'.

COLIN shakes his head and cocks the gun.

COLIN
Frank, Frank, do they know about me?

COSTELLO
I know you, Colin. You know I'd never give you up. You're like...

COLIN
A son...to you? Is that what it is about, all that murderin' and fuckin' and no sons? What are you, shooting blanks?

COSTELLO tries to raise his gun which is inside his sleeve. He's sitting on his coat so that the shot goes off sideways as COLIN shoots him.

(CONTINUED)

CONTINUED: (2)

COSTELLO topples backward into the bucket of the bucket loader.

ANGLE ON COLIN.

Then from the bucket loader, a post death tremor sets off one last shot from COSTELLO'S gun. Ricochet. COLIN fires into the dead body again and again. He backs away.

COLIN (CONT'D)
I got Costello! I got Costello
here!

INT. POLICE HQ/CONFERENCE ROOM - NIGHT

Colin is debriefed concerning the shooting of Costello.
[Dialog separate document].

INT. BULLPEN AREA. DAY

COLIN enters, tired from a debriefing. Applause from everyone in the office--the full crew. COLIN is embarrassed by the attention. BROWN is leading the whole team to a standing ovation. COLIN looks past the heads of the crowd and sees: Dignam, staring at him evenly.

COLIN
(to crowd)
It's not any reason for, ah...

QUEENAN'S SECRETARY brings him some wine.

COLIN (CONT'D)
Thank you.

QUEENAN'S SECRETARY
No, thank you.

He takes a glass of wine. Then guiltily, almost in tears, he drinks. BROWN jerks a thumb towards Colin's office #2.

BROWN
He's waited a long time for you.
(COLIN looks up and sees
BILLY)
How'd you get him without the
files?

COLIN
Caller ID. On Queenan's phone. You
know that guy?

(CONTINUED)

CONTINUED:

BROWN

Yeah, we were classmates together.

COLIN

I'm gonna go talk to him.

COLIN goes off.

INT. COLIN'S OFFICE #2. NIGHT

In Colin's office BILLY sits with his ankle on his knee. He looks very tired, dirty. Wearing a VISITOR badge.

COLIN

Good to see you Trooper.

BILLY

Yeah. "Trooper".

COLIN

Colin Sullivan. We spoke on the phone. How long have you been undercover?

BILLY

Long time. Long fuckin' time.

COLIN

I can't begin to tell you what a debt we owe you. I want you to know I'll be recommending you for the Medal of Merit.

BILL

Medal of Merit. Oh, yeah. That's kinda like a gold star around here, right?

COLIN

It's the highest honor we got.

BILLY

I just want my identity back.

COLIN

You want to be a cop again?

BILLY

No, being a cop's not an identity. I want my identity back.

COLIN takes it.

(CONTINUED)

CONTINUED:

BILLY (CONT'D)

You'll have to excuse me. My only contact has been with a police shrink.

COLIN

(throat clicks)

A police shrink.

(instead of asking the obvious)

Was that... helpful for you?

BILLY

What are you gonna do about the rat in this building?

COLIN

I'm gonna find him. Don't you worry about that. You got anything? Did Frank, ah, say anything...

BILLY

I'm all done being a cop. I just want to get my money and go home.

COLIN

Fair enough. You've given a lot. I can get you your file. I just need your password.

BILLY

The password's my name, William Costigan, Jr. They gave it to me in case something happened to them and I had to explain myself to someone like you.

He writes it. Colin takes the paper and hides his astonishment.

COLIN

All right, Bill. Just give me a minute. I'm gonna go in the other room. This computer's gone blooey on me.

Billy nods. He goes.

INT. COMPUTER ROOM. NIGHT

COLIN accesses the personal database, enters the password. Billy's confidential file opens up. Every fact about the man. Photos.

INT. COLIN'S OFFICE #2. CONTINUOUS

Billy takes a drink from the bottle COLIN has put on the desk. As he puts the bottle down he sees, sticking out of a box, a BROWN ENVELOPE. On it is written "CITIZENS." BILLY picks up the envelope...and knows everything.

INT. COMPUTER ROOM. CONTINUOUS

COLIN is reviewing it Billy's file. Outside the glass wall we see BILLY, staring at COLIN's back...and then moving on.

INT. COLIN'S OFFICE #2. LATER

COLIN enters, holding a printout of Billy's personnel file. He looks around the empty room. He sees the BROWN ENVELOPE lying on the desk, and understands everything. He sits down at his own computer--which does in fact work, and opens the personnel file.

COLIN clicks DELETE. "Do You Really Want to Delete?" COLIN clicks "Yes" and Billy's picture, file, life, disappear.

EXT. POLICE BUILDING. NIGHT

BILLY exits the police building and moves across the plaza.

INT. HALLWAY OUTSIDE MADOLYN'S OFFICE - DAY

BILLY waits outside Madolyn's office.

MADOLYN, carrying work, breakfast, rounds the corner and sees him standing and waiting for her. She's a little spooked, opens her mouth to speak...

BILLY

I know. I'm not here to...I'm not here for that. I've got something to...to give to you...something I need you to keep. For me.

MADOLYN

What is it?

(CONTINUED)

CONTINUED:

BILLY
(stopping her from
speaking)
I need you to be my friend here and
not ask any questions. That's for
you to hold.

He gives her a manila envelope.

BILLY (CONT'D)
Only you. Open this if I'm dead or
if I call you and tell you to open
it. Please do exactly what it
says. Exactly what it says,
please.

Madolyn is a friend. She's not going to ask questions. She
accepts the envelope.

MADOLYN
All right.

BILLY
I'm sorry to show up here like
this. There was no one else I
could give it to. I'm sorry.
There was no one else.

He backs away, and then turns to go.

MADOLYN
I...we...
(he turns)
I've, it's, been so confused... I
just want to say...

He turns and looks at her. She doesn't speak: can't.

BILLY
Whatever you have to say, really
think about it, and if you still
want to tell me, tell me in two
weeks, all right?

She moves her head slightly, watches him go.

INT. MADOLYN'S OFFICE. MOMENTS LATER.

MADOLYN sits at her desk, devastated, looking at a fall of
light. The envelope lies on her blotter. She sits on ...
then straightens up, takes a marker and writes "COSTIGAN" on
the envelope and puts it in her desk drawer.

(CONTINUED)

CONTINUED:

We DISSOLVE to a SONOGRAM.

INT. COLIN'S APARTMENT. MORNING

A SONOGRAM picture of a fetus. It looks to him at first like a CCTV picture blown up. COLIN stares as if at something in a horror film.

COLIN
I was dreaming...

MADOLYN
What?

COLIN
I was dreaming I was dead.

MADOLYN
Death is hard. Life is much easier.

Referring to the envelope

COLIN
What's this?

MADOLYN
Open it

He does.

COLIN
Really?

MADOLYN
Yeah.

COLIN
Really?

MADOLYN
Yeah.

COLIN
You're joking...

MADOLYN
It's not a joke, it's a human being.

Colin belatedly thinks of what a human being might do in these circumstances and kisses her.

(CONTINUED)

CONTINUED:

INT COLIN'S APARTMENT - LATER

COLIN is in the shower. MADOLYN moves into the kitchen and puts the kettle on. She checks the mail, lying there on the counter. It's tied with a string. She undoes the string and sorts through the mail. Suddenly, she freezes looking at:

AN OVERSIZED ENVELOPE addressed to COLIN: [COLIN SULLIVAN, 20 Pickering Street, Apt TK, Boston, MA, zip TK], with a return address of Wm. Costigan, 13 Conant St., Boston, etc., etc.]

MADOLYN stares at the envelope, listening to the shower going. Billy has written to her fiance. She starts to put the envelope down, and then realizes...she has to hide it...she has to open it.

Inside the envelope is a jewel case: EXILE ON MAIN STREET. And a note: PLAY ME NOW. MADOLYN puts the CD into the machine. She puts on the headset and listens...and listens.

COLIN comes out of the bathroom, dressed in jeans and t-shirt, barefoot, his hair wet. He looks at Madolyn, realizing that something is wrong.

COLIN

What?

MADOLYN pulls the headphone jack out of the stereo and roughly the following booms out of the speakers. [NOTE: THIS RECORDING WAS DONE IN POST -- I THINK FROM THE PORN THEATRE DIALOGUE.]

COLIN (CONT'D)

Your guys shouldn't have done that.

COSTELLO

*One of us was going to have to die.
It tends to be the other guy.*

COLIN stares at her and we ought to think murder is a possibility.

COLIN

*I'm now in charge of everything
here. Including Queenan's
informers. Theoretically. I can't
unlock the files until after the
brass squeezes Dignam. If the brass
squeezes Dignam.*

(CONTINUED)

CONTINUED: (2)

COSTELLO

*So Dignam's the only one with the
keys to the kingdom.*

COLIN

*He's fucking resigning. He put his
papers in. He's not talking.*

COSTELLO

Give me his location. Tonight.

COLIN and MADOLYN stare at each other.

MADOLYN

I thought I was the liar.

COLIN

I can explain.

She goes into the bedroom. COLIN'S PHONE RINGS. He answers it.

EXT. COMMERCIAL BUILDING ROOFTOP. DAY

BILLY is walking, on the phone, happy, and twisting the knife.

BILLY

*Costello recorded everything. He
put all the tapes in a little box
and kept them with his lawyer. That
was his insurance. His lawyer came
to me. Costello trusted me the
most. Imagine that you rat fuck.
Sound quality good enough? I was a
little worried.*

INT. MADOLYN AND COLIN'S APARTMENT. CONTINUOUS

COLIN closes a door to speak privately.

COLIN

What do you want?

BILLY

*I want my identity, you two-faced
rat prick.*

COLIN

Where are you?

(CONTINUED)

CONTINUED:

BILLY

Three o'clock. Where Queenan died.
You keep your cell on.

COLIN goes to the bedroom door and tries it. Locked. He
knocks. No answer.

COLIN

Did we not talk about this? This
is my job.

It's over. He starts to punch the door, and then does not.

EXT. COMMERCIAL BUILDING. DAY

COLIN comes along and walks into the lobby. He is not looking
for a tail...

EXT. COMMERCIAL BUILDING ROOFTOP. DAY

COLIN looks out through the door, no gun drawn, but very much
a cop clearing his corners. He steps out and--BILLY takes him
from behind the door, his only blind side, and grabs the back
of his collar and crams a pistol into the bottom of his
skull.

BILLY

Get your hands up. Hands. Hands.

COLIN

Put the fuckin' gun down.

BILLY turns Colin around and puts the pistol to Colin's
forehead, hard enough to break the skin. He takes out Colin's
belt gun and puts it in his pocket. (Billy screams "hands!"
at Colin every time he makes a move).

COLIN (CONT'D)

I came here to talk some fucking
sense to you. You get a hold of
yourself and put down the fuckin'
firearm and act professional and I
can get you your money.

BILLY

(turning him around)
What did you say?

COLIN

I can get you your...

(CONTINUED)

CONTINUED:

BILLY cracks him across the jaw with the gun. COLIN goes down. COLIN is drooling blood, his bell rung, one eye open. Billy throws away Colin's ankle gun.

COLIN (CONT'D)
(spitting teeth)
Fuck, shit...

BILLY
(going for Colin's cuffs)
You didn't come here to talk, you fuckin' maggot, you came here to get arrested.

COLIN
Arrested? Arrested for what.
(as BILLY cuffs him)
So you got tapes of what? Costello was my informant. I was his rat? Fuck you. Prove it. I say he was my informant.

BILLY
Get up and shut your fuckin' mouth.

COLIN
What is this, a citizen's arrest? Blow me, prick. Only one of us is a cop, here, Bill. Nobody knows who you are. *Nobody knows who you are.*

BILLY
Would you shut the fuck up.

COLIN
I'm a sergeant in the Mass. State Police. Who the fuck are *you*? Nobody. I ERASED YOU.

BILLY puts the gun to Colin's head.

BILLY
You erased me?

COLIN
Go ahead. Shoot a cop, Einstein. See what happens.

BILLY
What would happen is the bullet would go right through your fuckin' head.

(CONTINUED)

CONTINUED: (2)

COLIN

Watch what happens.

BILLY

What, you think you're gonna get
the parade? The bagpipes and
bullshit? Fuck you.

(safeties the gun)

I'm arresting you.

COLIN

That's the stupidest thing you
could do.

BILLY

Shut up, shut up, shut the fuck up.

(hits him)

I don't give a fuck if these
charges don't stick.

(whaling him in the beats)

But I'm still fucking arresting
you.

COLIN is hammered to his knees. Head down, blood in his
hair, drooling blood, thinking (impossibly) about his next
move. He seems to realize he's fucked.

BILLY (CONT'D)

[You are what you do.] Get up.

(COLIN doesn't move.)

I said get the fuck up.

BILLY grabs the back of Colin's collar and puts the gun to
Colin's head. A crunch of gravel, off. BILLY and COLIN both
hear it.

BROWN

Put down the weapon and step away
from Sergeant Sullivan.

BILLY drags COLIN to his feet and using Colin as a shield
aims the pistol at: BROWN. Brown is aiming his weapon.

BILLY

I called you. You specifically.
You know who I am. I'm not gonna
shoot. I told you to meet me
downstairs.

COLIN

Help me.

(CONTINUED)

CONTINUED: (3)

Billy realizes he's in a truly shitty situation: appearances are everything.

BROWN

Put the weapon on the deck and step away from Sergeant Sullivan.

COLIN

(a mess, bloody-mouthed)
Shoot the fuckin' prick.

BILLY

(desperate)
Where's Dignam? I told you to bring Dignam!

COLIN

Shoot the motherfucker!

BROWN

Put the weapon on the ground and we'll discuss it.

BILLY

He was Costello's rat. I got evidence. Tapes. Other documents.

BROWN

Maybe you do, but right now I need you to drop the weapon.

BILLY

I told you I've got the evidence cold linking this prick to Costello...

(BROWN wavers)

You fuckin' know who I am. I'm taking him downstairs now.

BROWN, weapon ready, follows into the elevator lobby.

INT. ELEVATOR LOBBY/ELEVATOR. DAY

BILLY moves COLIN into the elevator and as the doors close looks back at BROWN, still in a Mexican stand-off.

COLIN, nose broken, blood masking his face.

COLIN

I can't wait for you to try to explain this to a Suffolk County grand jury. This is gonna be *fun*.

(CONTINUED)

CONTINUED:

The indicator ticks. Down, down, down. Colin sobs.

COLIN (CONT'D)
Just fucking kill me.

BILLY
I am killing you.

The doors open and for a frozen moment BILLY, holding the gun on COLIN, stares out of the car. A LOUD BANG. BILLY is shot through the head. BLOOD sprays the walls, and COLIN is hit by flying blood and matter. BILLY falls, crumpled, on his face, half in and half out of the elevator. The doors try to close...open...COLIN, covered with blood, looks up.

BARRIGAN lowers his pistol.

COLIN slumps, covered with blood. BARRIGAN uncuffs him. COLIN feels his wrists. BARRIGAN picks up BILLY'S gun. The other elevator doors open and BROWN emerges. He looks into the bloody elevator and down at the dead man.

BROWN
(holstering his gun)
Shit...

BARRIGAN raises BILLY'S GUN and shoots BROWN in the head. COLIN stares at him.

BARRIGAN
Did you think you were the only one
he had? Costello was going to sell
us to the FBI. It's you and me now.
We have to take care of each other.
You understand?

COLIN
All right. Give me that.

BARRIGAN casually hands COLIN BILLY'S GUN. COLIN presses the gun against BARRIGAN's forehead and fires.

EXT. THE COMMERCIAL BUILDING. DAY

POLICE TAPE, plenty of cars. Three corpses being loaded onto ambulances. COLIN, hands free, is drinking coffee from a paper cup, being checked out by a doctor.

INT. POLICE HQ/CONFERENCE ROOM - NOT MUCH LATER

(CONTINUED)

CONTINUED:

COLIN has been cleaned up a little by paramedics. He's maybe had his lip stitched, but he's still wearing his bloody clothes.

COLIN

At that time, Trooper Barrigan, who I now understand to have been Francis Costello's informer in SIU, intercepted us in the lobby and shot Trooper William Costigan once in the head.

(drinks water)

At that time Barrigan retrieved Trooper Costigan's undercover weapon and shot Trooper Brown as he was approaching our location. I attempted to subdue Trooper Barrigan and in the ensuing struggle was struck several times with the Walther pistol. I was able to wrestle the weapon away, at which time Barrigan drew his own weapon and took aim at me. I was able to get off a single shot, striking Barrigan in the head. I then checked for vital signs of Troopers Brown and Costigan and discovered that they had expired.

COLIN looks up, eyes clear, perfectly believable. As we transition to the FUNERAL...bagpipes coming up.

COLIN (CONT'D)

I'd like to go on record that I am recommending Trooper William Costigan for the Medal of Merit.

ON SOUND

BAGPIPES (Something like "Cross of Fire") as we DISSOLVE TO:

EXT. CEMETERY. DAY

BILLY'S GRAVESITE. The same cemetery as his mother is buried in. UNIFORMED POLICEMEN (not only State, but MDC, the way they do it, for "brother officers"), saluting.

MADOLYN is at the gravesite, dry-eyed though in, distinctly apart from COLIN. He looks at her. She looks away from him, apparently forever.

(CONTINUED)

CONTINUED:

COLIN squares off: his job in the world is to get ahead. A salute is fired with rifles. But later...

COLIN and MADOLYN are walking through the graves.

COLIN

What about the baby?

She moves away from him without answering. MADOLYN walks out through the cemetery gates. COLIN hesitates.

INT. THE STAIRWAY OF COLIN'S APARTMENT. EVENING

COLIN has a bag of expensive groceries and wine. Living the Beacon Hill dream. He climbs the steps slowly. He nods to a neighbor, an old lady coming down with her dog (who incidentally will never accept him as a neighbor, and COLIN briefly seems aware of this). (Don't be afraid to get a bit French here). He gets to his door, and starts to cry, and nearly crumples. But he gets the door open. He looks up and sees a gun. Behind it, stepping fast out of the shadows, DIGNAM. Avenging a guy he didn't even like, because it's the right thing to do. COLIN looks down and sees that Dignam has plastic hospital boots on his feet.

COLIN

(accepting it, sort of,
but only in a COLIN way)

OK.

DIGNAM fires. Flash groceries fall all over the floor. DIGNAM'S FEET step over COLIN's body, crushing one of a half dozen croissants, and DIGNAM goes down the expensive staircase, leaving the door to the apartment open. The strangest thing happens: a rat emerges and begins to eat the dead man's croissants. The rat hears something and runs so it's not in the shot when it

FREEZES.