

DOWNHILL

original screenplay by

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FADE IN:

EXT. SKATEBOARD PARK - DAY - UNDER TITLES

We SWIRL AROUND a state-of-the-art skateboard park. It has all the latest accouterments: steep and shallow ramps, railings, jumps, harrowing half-pipes, and grindable curbs.

The park is full of skate rats of every age and ability, from tentative beginners to advanced thrashers jamming on five hundred dollar decks.

They are all united, though, by their uniform: unlaced Dekline skate shoes, baggy, oversized shorts, battered T-shirts, bizarre, colorful, and purposely shocking haircuts, multiple ear, lip, and nose piercings, numerous crude tattoos.

And bruises, road rashes, and scabs. Lots of them.

We ZERO IN on a group of teens who seem to be the most competent boarders.

They take their turns performing manuals, nollies, 360 aerials, impossibles, backside feeble grinds, Bertleman cutbacks, and stale fish grabs.

KEY ON one kid in particular, JAKE HILL (15), a good looking dark-haired boy, the undisputed king of the skatepark.

Jake is also the best skater, a fact not lost on his buddies, who shout their appreciation.

Jake rolls through his impressive repertoire of radical blunts, boneless maneuvers, harrowing disasters, and K-grinds.

Though the park is full of kids, it isn't long before everyone is watching Jake.

Jake concentrates on his advanced routine, which ends in a spectacular kick turn after a sweet darkslide.

Jake comes to a stop at the top of a steep ramp, winded.

Applause and hoots all around.

He barely seems to notice, he's so focused on his craft.

TITLES OUT.

SUPER:

SALT LAKE CITY, UTAH

EXT. SKATEBOARD PARK - HANDHELD P.O.V. - CONTINUOUS

From behind some bushes a distance away, the CAMERA ADJUSTS to get a clearer view of the kids, SEARCHING, then FINDING Jake as he stands with his friends on the ramp lip.

Jake takes off, speeds down the slope, pops clear of the opposite lip, and performs a flawless 360 shove-it, landing doing a fakie, then hops off, executing a casual no-comply, grabbing the board. He tosses his hair back.

A MAN

is watching Jake. He is dirty and disheveled, with long, graying hair and a hard, angular face, which reveals a grim fascination with the boy.

HIS P.O.V. - JAKE

laughs and snakes a KID. Though the boy is angry at Jake for cutting him off, he says nothing.

When Jake completes another astonishing maneuver, the Kid reluctantly claps with the others. This is Jake's park and he knows it.

THE MAN

frowns and takes a drag off a cigarette, squinting through the smoke. Suddenly, he coughs, a wet, racking cough that hints at something darker at work.

JAKE AND FRIENDS,

hearing the COUGHING, look toward the bushes.

THEIR P.O.V. - THERE'S COMMOTION

in the bushes. A plaid shirt is seen.

JAKE'S FACE

registers a glimmer of recognition. He turns away, angrily shoves another kid aside, and roars decisively down the ramp.

The other kids watch him, perplexed.

THE MAN IN BUSHES

suppresses another coughing fit. His eyes water and foam appears at the corners of his mouth. He stumbles back and falls at someone's feet.

HIS P.O.V. - THE SHOES

TILT UP TO REVEAL LOU, a burly bouncer type, who stands next to an even larger guy, MANNY. They smile down at CAMERA.

THE MAN

is hauled roughly to his feet.

LOU
Whatcha doin'?

MANNY
He's a pre-vert, Lou. Y'can see it
in his eyes.

LOU
How's about it? You a pre-vert?

The man shakes his head. He looks terrible, and terrified.

LOU (CONT'D)
Then what you doin' here? Sellin'
dope to kids?

The Man shakes his head furiously.

MANNY
Yep. He's sellin' it all right.

LOU
Naw. Look at him. He's using.

MANNY
Yeah. He's using all right.

LOU
So which is it? Selling or using?

THE MAN
Neither! You gotta believe me!

LOU
I don't gotta do nothin', except
haul your tired ass to see Frank.

MANNY
Uh-oh. You know what that means.

The Man looks at him with an uncomprehending expression.

MANNY (CONT'D)
You. Just. Hit. The. Fan.

He roughly shoves the man toward Lou, who whirls him around and shoves him back, laughing.

They push him between them, herding him out of the bushes and toward a dark sedan waiting at the curb.

JAKE

completes his furious ride. He looks toward the bushes.

JAKE'S P.O.V. - THE ENFORCERS

guide a disheveled, stumbling man toward the car.

JAKE AND THE OTHERS

A FRIEND

Hey, Jake, isn't that your dad?

THE CAR - LOU AND MANNY

shove the Man into the back seat and get in. Doors slam shut.

CLOSER ANGLE - THE CAR

From the back window, the Man looks at Jake, an anguished, embarrassed, and pitiful look on his face.

The car pulls slowly from the curb.

JAKE'S FACE

hardens as he turns away.

JAKE

No, he's not my dad.

CUT TO:

EXT. WAREHOUSE - ESTABLISHING - DAY

A run-down part of town, with small, low-rent enterprises filling aging concrete boxes.

INT. WAREHOUSE - CONTINUOUS

DON HILL (late 40s) sits in a chair in a room as disheveled as he is. He's been beaten and blood trickles from his nose. One eye is already starting to swell shut.

Lou is turning away. He drops a phone book on the floor.

FRANK BRISTOL (early 40s), dark and feral, leans against a desk opposite Don, shaking his head sadly.

BRISTOL

I don't know about you, but I can't take much more of this.

DON

I said I'd pay you back. What more
can I say?

MANNY

You could say when, smart ass.

He smacks Don across the back of the head for his insolence.

Bristol raises his hand to calm things.

Manny steps back, still glaring at Don.

Bristol leans forward.

BRISTOL

Don, look at me.

Don looks up. One eye is now swollen shut; the other is
bloodshot, but he still has some spunk left in him.

DON

It's getting harder, Frank.

BRISTOL

It's gonna get even harder if you
can't make the vig next week. Tell
me you understand that.

Don meets Bristol's eyes levelly. There is something buried
deep inside him, something hard and maybe even dangerous.

Bristol sees it and smiles.

BRISTOL (CONT'D)

Good. Now focus some of that anger
on coming up with my twenty grand.

He nods at the enforcers. They reach for Don.

EXT. WAREHOUSE - MOMENTS LATER

Lou and Manny haul Don out the back door and drop him into a
pile of garbage near a dumpster.

LOU

Will there be anything more, Mr.
Hill?

Laughter from Manny as he ostentatiously wipes his hands.

MANNY

That's Downhill to you, Lou.

Don slowly rolls over and looks heavenward out of the eye
that is not yet swelled shut.

LOU

Get used to that view, 'cause if you see us again, you'll be looking at it from a hospital window. Got it?

Don is still looking at the sky.

HIS P.O.V. - THE SKY

is a clear, deep blue, with a few scuttling clouds far above.

LOU

kicks Don viciously, causing him to ball up in agony.

MANNY

The man's talking to you, Hill!

Don clutches at his stomach and nods weakly.

LOU

That's Downhill to you, Manny.

They turn away. The warehouse door slams behind them.

Don slowly rolls over and gets to his hands and knees. He looks like he's going to puke.

His hand shakes as he digs in his jacket and pulls out a flask. He takes a swig, then falls back into the garbage.

HIS P.O.V. - THE SKY

is more beautiful than ever.

CUT TO:

EXT. DOWNTOWN STREET - AFTERNOON (LATER)

Don stumbles along, looking every bit the drug-addled bum: dirty clothes, matted, greasy hair, bloodshot eyes.

People on the sidewalk give him room, watching him with disgust or pity.

DON'S P.O.V. - IN THE DISTANCE,

Jake and his buddies roll down the sidewalk toward him, returning from sessioning at the skate park.

DON

stops, stunned to see Jake. He frantically looks around for a place to hide, but there's nothing close by.

JAKE

looks up.

HIS P.O.V. - DON

looks a sight.

JAKE'S FACE

darkens with embarrassment and anger. He suddenly angles off the sidewalk and crosses the street, causing a car to brake suddenly. The driver curses and HONKS.

Jake ignores the guy, keeping his eyes on the far curb.

The other kids follow him out into traffic.

DON

watches as Jake and his pals cross the street. Despair and humiliation register on his face.

DON'S P.O.V. - JAKE

reaches the far side of the street. He ollies onto the curb, grinding for a bit, then pops up, cutting a bus bench, showing off for Don and ignoring him at the same time.

DON,

still riveted to the spot, raises his hand and waves at Jake.

JAKE

ignores Don, but another kid makes staggering motions, his tongue hanging out and his eyes crossed.

They all laugh, except Jake, who has moved on ahead.

The kids all cruise away on their boards.

DON

stands mute, his hand still raised, looking pathetic.

He turns and finds himself before a red-faced store CLERK, who is glaring down at him.

CLERK
Get lost, lowlife!

Don brightens, recognizing the Clerk.

DON
Hey! Mike Larson? Remember me? Don?

Larson squints at him, trying to see a familiar face beneath the years of self-abuse.

Don sighs heavily.

DON (CONT'D)

Don Hill?

Recognition finally dawns on Larson's face. His mouth opens to say something, but Don has already turned away.

DON (CONT'D)

You know. Downhill.

CUT TO:

EXT. DON'S HOUSE - ESTABLISHING - DAY

The run-down old house looks fit for the wrecking ball.

INT. DON'S HOUSE - CONTINUOUS

The interior is no better than the exterior. A tornado could have touched down in here and left it in a better state, but it matches Don's current condition perfectly.

FOLLOW HIM as he stumbles into the kitchen, groping toward the refrigerator.

He opens the door, pulls out an open can of beer, takes a long swig, then gingerly places it against his swollen eye.

He drops into a metal folding chair, reaches for a pack of cigarettes on the table, then reconsiders.

THE CIGARETTES

look inviting.

DON

studies the cigarettes, debating.

Suddenly, a KNOCK comes on the door.

Don drops to the floor, spilling his beer all over himself.

The KNOCKING continues.

VOICE (O.S.)

Open up! I know you're in there!

Don stumbles to his feet, searching for a weapon. All he can find is an old broom in the corner. He grabs it and cocks it over his shoulder like a bat, fuzzy size up.

FOLLOW DON as he slowly moves toward the front door. The KNOCKING is growing more insistent and LOUDER.

Don is reaching for the doorknob when the door EXPLODES inward, hurling him backwards. He quickly gets to his knees, the broom still cocked.

DON'S P.O.V. - IN THE DOORWAY

is the silhouette of a huge, burly man, hands on his hips.

DON

is petrified, but he can't find his feet.

THE SILHOUETTED MAN

laughs.

CARRIER

No wonder this place is such a pig sty...

He strides into the house, yanking the broom away from Don.

CARRIER (CONT'D)

... You got the wrong end up.

He hauls Don to his feet. The man towers over him.

DON

Carrier? Is that you, Harlan?

Carrier shoves the broom back into Don's hands, right side down, and walks past him to the kitchen.

CARRIER

That a new aftershave, Don? *Eau de Shitface?*

Don warily follows Carrier into the kitchen. Carrier is bent over, his head inside the fridge.

Don steps behind Carrier, raises the broom, and hesitates a moment. Then he sighs, shaking his head, beaten. Again.

He turns the broom business-side down.

CARRIER (CONT'D)

That's usin' your noggin.

We're not sure if he was taking to himself or to Don standing behind him when he straightens with a beer and opens it, taking a long pull.

He smacks his lips appreciatively and turns to Don. He is a heavy-jowled man, but still rock-hard where it counts.

CARRIER (CONT'D)
You're a hard man to find.

DON
What do you want?

Carrier sweeps the overflowing dining table clean and sits down at it, motioning for Don to do likewise.

CARRIER
Took me almost a week. And this is a small burg, Downhi...

He trails off, aware of the name gaffe. Covering himself, he looks around, sizing up the surroundings.

CARRIER (CONT'D)
Found this place three days ago. Thought it was abandoned.

DON
And I just had it re-done. Retro-demo. You like it?

Carrier glares at Don. His voice turns icy and hard.

CARRIER
What I'd like is for you to get your shit together for one minute. Think you can you manage that, Don?

He slowly reaches into his suitcoat.

Don, fearing the worst, jumps up, tipping his chair over.

DON
Gerald sent you?

Carrier nods gravely.

Don backs away. The moment of truth has finally arrived.

CARRIER'S SUITCOAT

is opened and a black object is removed. A cell phone.

DON

is visibly relieved.

CARRIER
He wants to talk to you.

He presses a speed dial key and holds the phone out.

Don looks at it like it might bite him. We HEAR the ring.

GERALD (O.S.)
 (filtered)
 Hello? Carrier? Is that you?

Carrier holds the phone out, but Don backs away.

Carrier speaks into the phone.

CARRIER
 Got him. Just a sec.

He shakes the phone at Don, frowning.

Don refuses.

CARRIER (CONT'D)
 Shit, man, it's just your brother.

The look on Don's face says everything you need to know about how he feels about his brother.

Carrier shoves the phone in Don's hand and turns away.

Don raises it to his ear.

GERALD (O.S.)
 Don? Don? You there? Say something!

DON
 What do you want?

GERALD (O.S.)
 Listen, Dad's gone. He died. We've been looking for you for weeks!

Don says nothing. His mind is racing and though it's hard to tell, he might be feeling something akin to grief.

GERALD (O.S.) (CONT'D)
 Dad's dead! Do you hear me?

DON
 I hear.

GERALD (O.S.)
 We already had the burial. Couldn't find you in time.

At the table, Carrier nurses his beer, looking around. He's not impressed, that's for sure.

DON
 It's okay.

GERALD (O.S.)
 He left you something in his will.
 (MORE)

GERALD (O.S.) (CONT'D)
(long beat)
A million dollars.

DON
I thought he wanted to be cremated.

GERALD (O.S.)
Are you listening? I said, he left
you a million dollars!

Don actually shrugs. He can't process the info this fast.

DON
Okay.

He pushes the OFF button and hands the phone back to Carrier.

It RINGS again immediately.

Carrier holds it out to Don, but Don has turned away. Carrier holds the phone up to his ear.

CARRIER
Yeah. Yeah, he heard. No. Don't think
so. Maybe a little. Okay. I'll tell
him. Yeah, yeah, don't worry.

He shoves the phone in his pocket.

Don has wandered out of the room.

FOLLOW Carrier as he follows Don into the living room.

Don is standing before the dirty front window, looking out into the street, his face vacant.

CARRIER (CONT'D)
A million bucks. What do you think?

DON
I didn't hate him.

CARRIER
Wouldn't surprise me if you did.
Gerald's easy to hate.

DON
My dad. I didn't hate him. I just
didn't want to be him.

He turns and faces Carrier, but there's nothing more to say.

CARRIER
Well, now you are. Rich as God. Showed
that old son of a bitch.

Don turns away, facing the window. A long silence ensues.

CARRIER (CONT'D)

There's a catch, though. You gotta go to Vegas to get the money.

DON

Don't want it.

CARRIER

You got a kid, don't you?

DON

Gloria remarried. A plastic surgeon. Haven't spoken to Jake or his mother in almost five years.

CARRIER

Well, now you got something to say. Rub it in their Botox-ed faces.

He reaches into his suitcoat, this time removing an envelope. He taps Don on the shoulder with it.

CARRIER (CONT'D)

Traveling money. Couple grand.

He places the envelope in Don's hand and turns to the door.

CARRIER (CONT'D)

Or give it to the kid. Whatever. Gerald's settling the estate next Friday. If you want your money, you'd better be there.

He waits for Don to answer. When he doesn't, Carrier shrugs and heads out the door.

THE ENVELOPE

is slowly opened, revealing a brace of twenty dollar bills.

DON

turns toward the window, a dozen emotions crossing his face.

DISSOLVE TO:

EXT. FARNSWORTH ESTATE - ESTABLISHING - MORNING

Now this is living. The Tudor mansion is surrounded by manicured lawns and stately evergreens. A black Hummer gleams on the red brick driveway.

INT. FARNSWORTH ESTATE - CONTINUOUS

ROLAND FARNSWORTH (mid 40s) stands at the marble kitchen counter, drinking his coffee, looking over the newspaper.

GLORIA FARNSWORTH (early 40s) enters, slender and beautiful, due partly to Rollie's surgical skills.

ROLAND

That kid!

This is nothing new, Gloria busies herself with her breakfast.

In the b.g. a Hispanic MAID scurries around, warily avoiding what is clearly a morning ritual around here.

GLORIA

What now, Roland?

Roland slams the paper down and walks over to Gloria.

ROLAND

He's been joyriding in the Hummer.

GLORIA

He's not old enough to drive.

ROLAND

Yes! Yes! He's not old enough to drive and he's been driving my car!

For the first time Gloria gives him her complete attention. She is beautiful, but has had maybe one or two too many procedures; she looks a bit stretched around the cheekbones.

GLORIA

How do you know?

ROLAND

Between last night when I came home and this morning when I went out to warm it up there are thirty seven more miles on it!

The Maid stifles a laugh, as does Gloria.

GLORIA

You keep track?

ROLAND

Yes, Gloria, I keep track. He's broken my golf clubs, I can't find the keys to the liquor cabinet, and he plugged up the pool filter.

GLORIA

You don't know that. About the filter,
I mean.

ROLAND

I think he's on drugs.

Gloria laughs, as does the Maid.

GLORIA

Darling, everyone is on drugs. Here,
take yours.

She scoops a handful of vitamins out of a dispenser.

He angrily grabs them, downing them with his coffee, then
turns back to her.

ROLAND

Illegal drugs, Gloria. How else do
you explain that kid? All he does is
play video games and destroy every
railing and curb on the property
with that damned skateboard of his.
He wants me to drain the pool, for
crying out loud!

GLORIA

Just for the winter, Roland.

ROLAND

It's an indoor pool, Gloria!

He slams his cup down and storms out of the kitchen.

As he leaves, Jake enters, his smug look a hint that he heard
the exchange. He walks past Gloria without speaking and busies
himself at with his own breakfast, which is laid out on the
sideboard like the brunch buffet in a four-star hotel.

GLORIA

Honey, are you driving Dad's car?

JAKE

He's not my dad. And no, I'm not
driving Rollie's car. It's a total
dickmobile.

Gloria can't help but smile.

GLORIA

I told you you could drive my car if
you wanted to practice. Here on the
property.

JAKE

I don't drive, Mom. I board. Driving's
for the dead and near-dead.

GLORIA

And which am I?

JAKE

Well-preserved.

He grabs a sweet roll and heads out.

CUT TO:

EXT. DOWNTOWN STREET - MORNING

A late model cream Crown Victoria sedan slowly turns a corner.

INT. BRISTOL'S CAR - TRAVELING - CONTINUOUS

Frank Bristol tools along, obviously looking for someone.

Suddenly, his attention is pulled elsewhere.

HIS P.O.V. - THE HARLEY-DAVIDSON DEALERSHIP

across the street. Don Hill is standing next to a brand-new
cobalt blue V-Rod, with solid rims and a ton of chrome,
talking to the SALESMAN.

BRISTOL

pulls over and watches in disbelief.

HIS P.O.V. - THE SALESMAN

hands Don the keys, receiving an envelope from him in return.

Don straddles the bike, reaches down, and suddenly that
unmistakable Harley GROWL fills the still morning air.

BRISTOL

is dumbfounded.

HIS P.O.V. - THE HARLEY

is almost too big for Don. He tentatively pulls out into
street and drives right past Bristol, who watches, stunned.

BRISTOL

No way. No fu --

He slams his car into gear and pulls out into traffic.

INT. BRISTOL'S CAR - TRAVELING - MOMENTS LATER

A few cars ahead, Don struggles to manage the large bike.

EXT. DOWNTOWN INTERSECTION - MINUTES LATER

Don stops at an intersection for a red light.

INT. BRISTOL'S CAR - CONTINUOUS

Bristol sits a few cars back, watching.

HIS P.O.V. - DON

sits on the RUMBLING bike, obviously proud, yet unsure of himself.

When the light turns green, he fumbles with the gear shift, trying to find first, but kills the engine instead.

The car behind him HONKS, as does the one behind it.

BRISTOL

shakes his head.

BRISTOL

Downhill.

HIS P.O.V. - DON

finally gets the bike going.

BRISTOL

steps on the gas.

CUT TO:

EXT. WALKER LANE - LATER

A wealthy residential neighborhood. Don appears on the Harley and turns into a driveway under an arch labeled "FARNSWORTH."

Bristol ENTERS FRAME, pulling to a stop across the street. We hear the Harley BELLOW as Don accelerates up the drive.

EXT. FARNSWORTH ESTATE - MOMENTS LATER

The black Hummer is present, as is a silver Lexus sedan. Jake and a couple of friends are sessioning on a wooden half-pipe ramp they've built in the driveway.

The boys look up when they hear the deep-throated HARLEY.

Jake is at the top of the ramp, just about to drop-in when the Harley comes into view.

A BUDDY

Hey, Jake! That's your --

Jake, startled at seeing Don on a motorcycle, tumbles down the ramp, landing in a heap at the bottom.

His board comes down, slamming into the back of his head. He rubs his head and gets to his feet just as Don rolls up on the Harley.

The other boys are drawn to the chrome and deep blue machine.

Jake hangs back.

JAKE

Shit.

THE FRONT DOOR OPENS

and Gloria and Roland appear. They are stunned at the sight.

DON

straddles the bike proudly. It idles, GRUMBLING powerfully.

Jake's friends crowd around, eager to check it out.

Jake stands on the ramp, his arms folded, noncommittal.

GLORIA

Don, what is this?

ROLAND

That thing doesn't leak oil, does it?

DON

Hello, Gloria. Roland.

(to Jake)

Hi, Jacob.

Jake doesn't acknowledge his dad.

DON (CONT'D)

Can I talk to you?

Jake warily folds his arms across his chest.

JAKE

About what?

GLORIA
Why are you here, Don?

ROLAND
Can you turn that thing off?

Don gives the gas one last twist, and the exhaust billows black smoke, then dies. Suddenly, it's very quiet.

DON
It's private.

He gets off the bike and walks over to Jake.

Jake takes a step back.

Wounded by his son's reaction, Don lowers his voice.

DON (CONT'D)
I have something I need to talk to you about.

ROLAND
Now, see here, Hill, he doesn't want to talk to you.

JAKE
Shut up, Rollie.

Roland is outraged. He turns to Gloria, who shrugs.

Don turns and looks up at Gloria on the steps.

DON
My father died a few weeks ago.

GLORIA
Oh, Don. I'm so sorry.

JAKE
I thought you hated him.

DON
Who told you that?

Jake nods toward Gloria, who turns away, convicted.

DON (CONT'D)
Like you hate me?

Jake shrugs, but doesn't deny it.

Don turns toward the ramp, approaching Jake. He gingerly takes Jake's arm.

Jake shrugs it off and gestures toward the far end of the ramp, where there is some privacy.

ANOTHER ANGLE

Don and Jake stand on the wooden ramp in the f.g. Everyone else is in the b.g. Gloria and Roland are up on the steps, and the boys ogle the Harley.

Don, finally face-to-face with Jake, is now speechless.

Jake is also uncomfortable, but can't stand the silence.

JAKE
Is that your bike?

DON
No.

JAKE
So you stole it.

The remark cuts Don deeply. He shakes his head.

DON
My dad left me money. I bought the bike with some of it.

JAKE
How much money?

Again, pained at the kind of person Jake is turning out to be, Don shakes his head.

DON
I bought it for you.

JAKE
So what's the catch?

DON
I have to go to Las Vegas to get the rest of the money. If you go with me, the bike is yours.

JAKE
You're stoned. You did steal it. I'll bet the cops are looking for you right now.

UP ON THE STEPS,

Gloria and Roland watch. Roland leans in and says quietly:

ROLAND
I'll bet he stole it.

GLORIA
Don's a lot of things, Roland, but he's not a thief.

ROLAND

Right. He's a dooper, an alcoholic,
and a deadbeat dad, but he's not a
thief.

PREVIOUS ANGLE

Don and Jake continue their uncomfortable conversation.

JAKE

... Mom won't let me go anyhow.

DON

We'll see.

He turns away and walks toward Gloria and Roland on the steps.

UP ON THE STEPS,

as Don approaches, Roland stiffens. Gloria is also nervous.

Don raises his hands to calm them.

DON (CONT'D)

And no, Roland, I didn't steal it.

(to Gloria)

I have to talk to you. Please.

Gloria doesn't trust Don. Roland puts his arm around her.

ROLAND

We're a team, Don. You can talk to
both of us.

DON

Gloria, please.

Roland starts to reply, but Gloria shushes him.

She walks down the steps and heads toward an empty part of
the driveway, followed by Don.

As they go, Jake has wandered toward the front door.

Roland walks down the steps and joins Jake at the bottom.

ROLAND

Is he drunk?

Jake shrugs.

Roland watches as Don and Gloria engage in an intense
discussion in the far b.g.

We can't hear, but it's clear that Gloria is against whatever
Don is saying.

In the f.g., Roland turns to Jake and surveys him carefully.

ROLAND (CONT'D)

Have you been driving the Hummer?

Jake rolls his eyes.

In the b.g., it suddenly gets quiet and WE SEE Gloria reach out to Don, touching him on the arm.

Suddenly, she puts her arms around him, hugging him tightly.

Jake turns away, embarrassed.

Roland, still intent upon the boy, leans in.

ROLAND (CONT'D)

I know it's you. I checked the
odometer.

Jake ignores him, turning back to Gloria and Don.

They are separated now and Gloria is wiping her eyes. Don is speaking to her, obviously pleading.

Finally, Gloria nods and turns TOWARD CAMERA.

Jake looks up at Roland for the first time.

JAKE

You know something, Rollie? That
Hummer is the perfect car for you.

He turns and faces Gloria, who is walking toward them, composing herself. She stops before them and says, looking directly at Roland:

GLORIA

Jake, go pack your stuff.

HOLD ON her steely resolve as Jake whoops and EXITS FRAME.

DISSOLVE TO:

EXT. FARNSWORTH ESTATE - LATER

Gloria gives Jake a tight hug, embarrassing him.

The other boys are gone, but Roland is there, standing mutely at the top of the steps.

Jake has a backpack slung over his shoulder, with his skateboard tucked between his spine and the pack.

Gloria turns to Don, tenderness in her eyes.

GLORIA
You two be careful.

Jake rolls his eyes, but Don is visibly touched. He nods, again at a loss for words.

She reaches and kisses him on the cheek.

TIGHT TWO-SHOT OF DON AND GLORIA

as she whispers:

GLORIA (CONT'D)
Take care of our son.

She pulls back, eyes glistening.

Again, Don nods silently, also moved. He turns. Jake is on the bike, gripping the handlebars, ready to go. Don gestures and the boy reluctantly slides to the rear.

Don swings onto the bike. He fusses with the keys for a moment, then looks up at Gloria.

DON
He'll be back soon.

The engine ROARS to life.

EXT. FARNSWORTH ESTATE - CONTINUOUS

From behind a tree, a hand moves a branch to CLEAR THE VIEW as Don and Jake turn down the drive TOWARD CAMERA.

EXT. WALKER LANE - CONTINUOUS

Don and Jake appear, coming down the tree-shaded drive. When they reach the street, they turn left.

CAMERA PANS to follow them, TRACKING to include Bristol's Crown Vic parked at the curb.

Moments later, Bristol himself tumbles out of the bushes, dashing toward his car.

CUT TO:

EXT. I-15 ON-RAMP - AFTERNOON

Don and Jake enter the southbound freeway lanes. The jagged Wasatch Front peaks march southward in the east.

A couple of cars back is Bristol's Crown Vic, also taking the on-ramp.

INT. BRISTOL'S CAR - TRAVELING - CONTINUOUS

Bristol punches a speed dial key on his cell. It RINGS.

LOU (O.S.)

Lou here.

BRISTOL

Listen, Lou, I need you to hold the fort for a couple of days.

LOU (O.S.)

What's up, boss?

BRISTOL

I think maybe Downhill is gonna come through for us.

On the line, Lou is LAUGHING.

Bristol can't help but smile.

BRISTOL (CONT'D)

Hard to believe, I know, but he's on a brand new Harley, headed south. I'm gonna follow and see what he's up to.

LOU

Okay, boss. Stay in touch.

Bristol ends the call, then reaches into his suitcoat pocket and removes a snub-nosed S&W .45. He checks the cylinder.

Satisfied, he shoves it back into his coat. He looks up at the looming mountains and shivers.

BRISTOL

Road trip, huh?

CUT TO:

EXT. MT. NEBO LOOP - AERIAL - CONTINUOUS

Bristol's Crown Vic cruises up Payson canyon, ascending between rising mountains covered with evergreen forests.

PAN TO FIND the Harley a few car lengths ahead.

The sun bathes the peaks in slanting golden light.

DISSOLVE TO:

EXT. MT. NEBO LOOP - AFTERNOON

SERIES OF SHOTS:

A) FOLLOW Don and Jake as they cruise up the canyon, dense with aspen and evergreen forests.

B) Above them, Mt. Nebo juts heavenward, its lofty peaks still white with snow.

C) Behind them, the steep, narrow canyon pours out into broad, green Utah valley.

D) They pass a number of pristine, crystal blue lakes.

E) Traffic is light, and the views are breathtaking.

DISSOLVE TO:

EXT. MT. NEBO LOOP SUMMIT - EVENING

Don and Jake are standing at an overlook, taking in the hundred mile view in every direction.

DON

Pretty spectacular, right?

JAKE

Why'd we come this way? It's the long way around.

DON

I thought you'd like to see it.

JAKE

I seen it dozens of times. Rollie has a cabin at Deer Valley, overlooking Jordanelle Reservoir. A ski boat, too. And ATVs.

Don is understandably wounded by this revelation.

Jake feels him stiffen and go silent.

JAKE (CONT'D)

But, hey, lots of people have cabins on Jordanelle. Big deal.

But it is a big deal to Don. A long moment passes as he struggles to think of something to say. Finally:

DON

So you waterski?

Jake shrugs.

DON (CONT'D)
I guess you snow ski, too.

JAKE
Snowboard. I board, man.
(he laughs ruefully)
Surfboard, snowboard, skateboard.
Even now, I'm bored.

He turns and trudges off.

Don watches as he goes.

DISSOLVE TO:

EXT. ROLLIE'S CABIN - NIGHT

The Harley rolls to a stop in front of what can only loosely be called a cabin. It's three stories tall, with towering windows, an immense stone fireplace, and a wide porch. Jordanelle Reservoir shimmers in the b.g. under a full moon.

Jake jumps off the bike.

DON
I'm not so sure about this, Jake.

JAKE
It's as much mine as his.

He trots around the side of the house and disappears.

A few moments later, he reappears with a set of keys, heading for the front door.

JAKE (CONT'D)
At least it's gonna be when he croaks.

Don reacts, then slowly gets off the bike.

INT. ROLLIE'S CABIN - MOMENTS LATER

A twenty-foot ceiling, a walk-in fireplace, numerous comfortable seating areas, plush rugs: the place is a mansion.

Jake tosses the house keys on the coffee table and disappears into the kitchen.

JAKE (O.S.)
The caretaker keeps the fridge
stocked. You want something to drink?

Don has turned away and pulled out the tin pill container.

He palms a couple of pills and chases them with a shot from the whiskey flask.

Just then Jake comes out of the kitchen with two sodas.

Don quickly hides the flask.

Jake sets the sodas on the table. He saw the flask.

JAKE (CONT'D)

I guess you're not thirsty.

He turns away in disgust, going back into the kitchen.

Don wants to say something, but, as is so often the case, can't find the words.

Silence stretches out as we hear Jake RUMMAGING in cabinets.

He finally reappears, his face inscrutable.

He plops down in front of the TV, picks up the remote, puts his feet on the coffee table, and starts munching Doritos, ignoring Don.

Don walks around the room perimeter. Everything is expensive and perfect. He reaches to touch a glass sculpture.

JAKE (CONT'D)

Don't. It cost two thousand dollars.

Don pulls back and turns to Jake, who's watching TV.

Don turns to another sculpture, this one a bronze of a cowboy being tossed off a bronco. He puts his hands behind him and leans in.

JAKE (CONT'D)

That one's fifty. Thousand.

Don's jaw drops. He is about to say something when Jake says:

JAKE (CONT'D)

The sculpture in the entry cost fifteen, but it's worth twenty five now 'cause the artist is dead. Those dream catcher things up there above the fireplace are worth even more 'cause they were made by some famous shaman or something. The braided rug you're standing on is early American. Mom says it cost Rollie almost thirty thousand. The cabin is worth two point three million. What the hell are we doing here?

He has gotten to his feet and is glaring at Don, who's caught completely off guard.

DON

We don't have to stay here, son.

JAKE

What are we doing on this trip? And don't call me "son" -- you haven't earned the right.

Don nods. He is suddenly very tired, and sits down on a plush chair arm, but not before silently asking Jake for permission.

Jake is seething, glowering at Don.

DON

What do you want to know?

JAKE

How much?

DON

A million dollars.

JAKE

No way. All yours?

Don shrugs. Jake laughs.

JAKE (CONT'D)

Typical. You get a million and I get a lousy motorcycle.

He turns and heads out of the room.

JAKE (CONT'D)

See you in the morning, Downhill.

Don is left standing alone in the immense living room.

FADE OUT.

FADE IN:

EXT. ROLLIE'S CABIN - MORNING

The Crown Victoria is parked off the road, behind some trees.

INT. BRISTOL'S CAR - ANGLE FROM BACK SEAT - CONTINUOUS

It's cold and Bristol is scrunched down in front, having spent a chilly night in the car. When the Harley ROARS to life, he is awakened.

Moments later, WE SEE Don and Jake roll past.

BRISTOL

tries to focus his tired eyes on his watch.

BRISTOL

Oh, you gotta be kidding.

He turns the ignition key and shoves the car into gear.

DISSOLVE TO:

EXT. NEPHI DINER - MORNING

The quaint little town sits at the foot of the mountains.
The Harley sits in front of the diner.

INT. NEPHI DINER - CONTINUOUS

Jake and Don sit opposite each other in a booth. Jake is eating a big breakfast; Don sips coffee.

Neither speaks; last night is still a brittle memory.

The WAITRESS arrives and places the bill by Don's left hand.

WAITRESS

Will there be anything else?

Don shakes his head.

Jake concentrates on his food.

The Waitress leaves and Don starts fishing in his pocket.

Jake watches him out of the corner of his eye.

When Don puts the money down, Jake cranes his neck, makes a quick calculation, then looks away, disgusted.

JAKE

She deserves more.

DON

I guess Rollie's a big tipper.

JAKE

Compared to you, everyone is.

(beat)

You know, you're a millionaire now.

You should be a little more generous.

Don angrily slams his coffee down and gets to his feet.

DON
So should you.

He stomps away.

HOLD ON Jake's startled expression.

INT. BRISTOL'S CAR - ACROSS THE STREET - CONTINUOUS

Frank Bristol sits in his car, munching on a McMuffin and sipping coffee from a styrofoam cup. He looks hammered.

When he hears the by now familiar GRUMBLE of the Harley starting, he looks up.

HIS P.O.V. - THE DINER

Don is backing up the bike. Jake jumps on and they head away.

BRISTOL,

in a hurry, fumbles his coffee trying to start the car, spilling it onto his lap.

EXT. BRISTOL'S CAR - CONTINUOUS

We HEAR a muffled scream.

CUT TO:

EXT. FAIRVIEW CANYON - DAY

SERIES OF SHOTS:

A) The Harley travels along a gorgeous stretch of scenic highway, amidst towering mountains.

B) They wind through spectacular forested slopes high above wide green valleys where ribbons of blue rivers meander.

C) Above, jagged mountaintops carve the sky and glaciers glint on their upper slopes.

D) As they roll along, Don points out various things: A herd of bighorn sheep, a browsing deer, a waterfall bursting from the mountainside.

E) The vista has its effect: We can almost see Jake and Don warming toward each other.

F) On the rear of the bike, Jake holds onto his dad's waist for the first time, caught up in the splendor.

EXT. BRISTOL'S CAR - TRAVELING - CONTINUOUS

Bristol, on the other hand, is angry and uncomfortable. No bath, no decent meals. He smokes, gets disgusted with the taste, and throws the cigarette out the window.

He glares at the Harley a mile or so ahead.

BRISTOL

Where you guys going? Disneyland?

He shakes his head, then remembers the cabin:

BEGIN FLASHBACK:

EXT. ROLLIE'S CABIN - NIGHT

The cabin sits quietly, its windows darkened, except one, upstairs. The Harley TICKS quietly in the driveway.

Bristol appears IN FRAME, hiding behind some pines.

ANGLE ON BRISTOL

He begins to smile.

END FLASHBACK AND MATCH DISSOLVE TO:

EXT. BRISTOL'S CAR - DAY

Bristol is smiling fully now.

BRISTOL

Been holdin' out on me, haven't ya,
Downhill?

CUT TO:

EXT. EPHRIAM FAST FOOD JOINT - AFTERNOON

Don comes out of the building carrying a tray of food. The bruise around one eye is a vivid purplish yellow.

Jake is skating the parking lot, ollieing onto curbs, cutting benches, and generally making a nuisance of himself.

A WOMAN grabs her child as he whizzes by a little too closely.

Jake sees Don with the food and does a quick 180. He zips past Don, grabs a burger off the tray, shells it, and drops the wrapper on the ground, all without a word.

Don bends to pick up the trash as the Woman passes.

WOMAN
 (sotto voce)
 Good-for-nothing... ill-mannered...
 low-life trash!

Don heard her remark and bristles.

DON
 That's my kid you're talking about.

The Woman turns and sizes Don up, sniffing at his appearance.

WOMAN
 You must be so proud.

She turns, her nose in the air, and bustles inside.

Don turns and sees Jake watching him, smiling. He obviously likes bugging the citizens.

Jake stomps on the tail of his board. It pops up and he nudges it with his other foot, causing it to spin in the air.

Then he catches it with his foot and does an "impossible," twirling it around his raised foot, all the while casually eating the burger and looking at Don.

The board lands on its wheels, and Jake kicks it toward Don, who barely snags it before it careens into a curb.

Jake smiles a challenge but Don shakes his head.

DON
 No way.

JAKE
 Mom said you used to be into sports.

DON
 This is not a sport.

Jake, intrigued, walks over to Don.

JAKE
 How do you figure?

DON
 In sports you keep score.

Jake rolls his eyes. He stomps on the tail of the board and it pops up and nestles comfortably under his arm. He laughs.

JAKE
 I keep score. So far it's you, one million, me, zip.

He turns away.

Suddenly, Don's face goes white. He fumbles for a nearby table, sitting down.

Jake turns, sees Don's ashen face, and approaches.

JAKE (CONT'D)

You okay?

Don nods, but he looks ragged. He takes a drink of soda.

JAKE (CONT'D)

Told you not to eat here. Pure poison.

Jake tosses the remains of his burger on the ground.

Don reaches for it, then recoils, agony on his face.

DON

You shouldn't do that.

JAKE

What? You guys total the planet and you're gettin' on me for sixing a death burger?

DON

What do you mean, "you guys"? I didn't "total the planet."

Jake is about to say something like, "No, you just totaled yourself," but doesn't.

Don reads it on his face anyway.

JAKE

Go ahead, take your "medicine." I'm going to the can.

He goes inside the restaurant.

Don looks around, then digs out the tin, takes another pill, and chases it with the soda, grimacing.

INT. BRISTOL'S CAR - BRISTOL'S P.O.V. -- CONTINUOUS

Across the parking lot, Don sits at the table, looking poorly.

BRISTOL

eats his burger, watching. He belches and runs his sleeve across his mouth. A real slob.

BRISTOL

All rightee. We're having fun now.

He takes another big bite of his burger, smiling.

DISSOLVE TO:

EXT. MONUMENT VALLEY - AERIAL - AFTERNOON

We start at a great height, HOVERING over the barren flatlands where immense red mesas and spires shoulder into the sky. Shadows stretch out toward the east.

KEY ON a black thread of road winding between the mesas.

WE MOVE CLOSER and SPOT the Harley cruising along. There are few other cars on the road.

CLOSER STILL, ANGLING BEHIND THEM as they wind between the gigantic mesas and sky-scraping formations.

EXT. MONUMENT VALLEY - TRAVELING - CONTINUOUS

Don and Jake watch the passing desert scenery, powerfully affected by its austere, timeless beauty.

THEIR P.O.V. - THE DESERT

out here, so large and impressive, fills their vision.

DISSOLVE TO:

EXT. HITE BRIDGE - LATER

The Harley slowly crosses a steel bridge spanning a finger of Lake Powell. It's a simple composition: gray steel, barren brown rock faces, and deep blue water below.

DON AND JAKE

squint into the sun's glare as they cross the bridge. Beyond them is the glittering jewel of Lake Powell.

They pull ahead and leave us TRAILING BEHIND. A few moments later, they disappear up the road on the far side.

SLOW and PAN BACK to FIND the Crown Vic appearing around a curve in the road, creeping toward the bridge.

DISSOLVE TO:

EXT. HIGHWAY 95 CLIFFS - AFTERNOON

The two-laned asphalt road north of Lake Powell has turned to gravel as it switchbacks up a steep, barren cliff.

The Harley slows to negotiate a hair-pin turn.

EXT. HIGHWAY 95 - FLATLANDS - CONTINUOUS

Bristol's car comes to a stop, raising dust.

INT. BRISTOL'S CAR - CONTINUOUS

Bristol raises field glasses.

HIS BINOCULAR P.O.V. - THE SHEER CLIFF

negates his following any closer.

SEARCH and FIND the Harley moving slowly up the dirt road.

EXT. HIGHWAY 95 CLIFFS - CONTINUOUS

High on the cliff at a turn in the road, Don parks the bike. He and Jake get off. Without a word they both head in opposite directions, fumbling with their flies, LEAVING FRAME.

We are left to admire the incredible vista stretching far away to the south. Far below, out on the flat, a tiny dust plume is seen. Bristol's car.

When Don and Jake ENTER FRAME again, they stand silently by the bike, gazing out across the blasted desert, orange in the lowering sun and shimmering in the heat.

DON

lights a cigarette, taking a satisfying puff.

Suddenly, he keys on something, squinting into the distance.

HIS P.O.V. - ON THE FLATLANDS BELOW

is a parked car, too far away to make out clearly, a dust plume billowing behind it.

DON

nods to Jake and gets on the bike. They pull OUT OF FRAME.

INT. BRISTOL'S CAR - CONTINUOUS

Bristol lowers his binoculars and puts the car into gear.

DISSOLVE TO:

EXT. TORREY - EVENING

Don and Jake roar past a fork in the road. They are heading for a large, round-topped mountain in the distance, going blue in the lowering light.

DISSOLVE TO:

EXT. BOULDER MOUNTAIN OVERLOOK - NIGHT

It is just after sunset and the eastern sky is a deep blue. The Harley pulls into the overlook and Don and Jake get off.

Jake reaches into the saddlebags, pulling out blankets and provisions.

Don stretches his tired back.

Without a word, they set to work building a camp.

DISSOLVE TO:

EXT. BOULDER MOUNTAIN OVERLOOK - NIGHT

Don stirs a small campfire with a stick. He's smoking.

Jake is finishing off a piece of Kentucky Fried Chicken, the container between his feet. He is reveling in it, grease on his chin.

JAKE

Mom never makes fried chicken. Only baked or broiled. And skinless. Yuck.

DON

Gloria cooks?

JAKE

Sometimes. She didn't cook for you?

DON

Well, it was a long time ago.

JAKE

Yep. Ten years, almost eleven.

Don looks up.

HIS P.O.V. - THE NIGHT SKY

is ablaze with a billion stars. A star falls, trailing light.

DON

sighs, suddenly overcome with melancholy. He glares at his cigarette for a moment, then stubs it out.

Jake looks from the falling star in the sky to Don.

JAKE (CONT'D)

Did you make a wish?

DON

No.

JAKE

Don't think you deserve one, right?

Don shrugs.

JAKE (CONT'D)

Well, you're getting one anyway,
with the inheritance and all.

DON

Money isn't always a wish come true.

JAKE

Right. So why'd he give you a million
bucks? I thought you and your dad
were mortal enemies.

Don shrugs again.

JAKE (CONT'D)

What was he like, anyway?

DON

What did your mother tell you?

JAKE

Big-time land developer in Vegas.
Tough guy. Mean. Scary.

DON

That's him, all right.

JAKE

That why you didn't go to work for
him? Mom said he offered you the
whole company.

DON

I wanted other things.

JAKE

Like what?

Don looks at Jake and then at the ground. He pokes the dirt with the stick, saying nothing.

JAKE (CONT'D)
Were you always a dooper?

DON
I'm not a dooper. I'm just... battling.
(long beat)
Your mom. My dad. My brother. Myself.

A long pause as Jake scrutinizes Don. Then:

JAKE
Am I supposed to feel sorry for you?

Don looks away, surprised at the directness of the question.

JAKE (CONT'D)
You made your choices. Dad.

Don looks back suddenly at hearing Jake call him "Dad," even though Jake meant it as a curse.

Seeing Don's hurt look, Jake quickly covers:

JAKE (CONT'D)
I mean, we all do, don't we? Rollie says I'm choosing to be a selfish asshole. Coming from him, that's a supreme compliment.

He laughs. Don smiles.

DON
Like father, like son?

JAKE
Man, I hope not.

That slipped out, but before Jake can speak, Don says:

DON
Me, too.

He gets to his feet and skirts the fire, passing Jake.

DON (CONT'D)
'Night, Jake.

He slaps Jake on the shoulder, making him wince.

Don stops, looking down at him.

DON (CONT'D)
What's wrong?

Jake rolls his shoulder, shaking it off. He looks up at Don, a crooked smile on his face. Proudly:

JAKE

I got a tattoo.

Don nods for him to show him.

Jake slowly pulls his jacket off and rolls up his sleeve.

JAKE'S UPPER ARM - THE TATTOO

is an involved gothic design with skulls and thorns and twisting barbed wire, still scabby and an angry red.

JAKE

looks up at Don defensively.

JAKE (CONT'D)

And don't you give me any shit about it.

Don simply shucks his own jacket and hunkers down. He rolls up his sleeve, revealing a vague, purplish blob on his bicep.

JAKE (CONT'D)

What's that?

DON

Well, a long time ago it was your mother's name on a banner.

JAKE

You had it removed?

Don rolls down his sleeve and straightens.

DON

No. Tattoos just do that over time: they get blurry and ugly.

He looks up at the stars and takes a deep breath.

DON (CONT'D)

Don't let anyone brand you, Jake. Not even you.

He walks from the circle of firelight.

Jake looks down at his arm, touches the inflamed tattoo, winces, then rolls down his sleeve.

HOLD ON him as he stares into the fire.

FADE OUT.

FADE IN:

EXT. I-15 NORTH OF LAS VEGAS - NIGHT

Don and Jake cruise along in the desert under a starry sky. Beyond them Las Vegas glows yellow on the dark horizon.

CUT TO:

EXT. LAS VEGAS STRIP - TRAVELING - LATER

Don and Jake roll down the Strip, overwhelmed with the incredible surroundings.

Suddenly, after days on quiet, empty roads, they are thrust into an immense oasis of neon lights, tourists, vehicles, glaring casinos, and outrageous and ridiculous architecture.

A black stretch limo pulls up next to them. The mirrored rear window slides down and two gorgeous women in their twenties lean out, calling out to Jake.

Jake waves back, nudging Don to pull over.

Don glances at the girls and gives them a tight smile.

DON

We're not here for that, Jake.

Jake is still gawking at the girls in the limo.

JAKE

Maybe you're not. And you're not my mom, you know.

Don, wounded again, sets his mouth in a straight line and focuses his attention on the road.

DISSOLVE TO:

EXT. BELLAGIO HOTEL - ESTABLISHING - LATER

The Harley is parked in the lot facing the immense, columned entrance breezeway. Jake stands nearby, gawking at the façade.

HIS P.O.V. - TILT UP

past giant, fluted marble columns bathed in garish yellow light. Tall palm trees sway in the warm breeze.

JAKE

is impressed.

JAKE

Now, this is more like it!

Don nods, unloading the saddlebags.

They head to the entrance.

EXT. BELLAGIO HOTEL - MOMENTS LATER

Bristol's Crown Vic pulls into the same parking lot.

INT. BRISTOL'S CAR - CONTINUOUS

Bristol cranes his neck, looking up at the overblown entrance, his face lit by the colored lights.

BRISTOL

Now, this is more like it!

EXT. BELLAGIO HOTEL - CONTINUOUS

Bristol pulls into a parking space near the Harley. He gets out of his car wearing a parka, which he quickly takes off.

Bristol signals to a BELLHOP, who trots over.

We remain SOME DISTANCE away, so we don't hear their conversation.

Bristol points at the Harley, then makes a phone gesture, handing the Bellhop a card. Finally, he peels off a number of bills from a roll.

The Bellhop nods, understanding.

Bristol then grabs a small overnight bag and enters the hotel.

FADE OUT.

FADE IN:

EXT. BELLAGIO HOTEL - MORNING

Bristol comes trotting out of the hotel, looking a bit harried, looking around. He keys on something and stops.

HIS P.O.V. - ACROSS THE PARKING LOT,

the Bellhop stands by the Harley. He's speaking to Jake, obviously asking him about the Harley. Jake is eagerly pointing out the bike's finer features.

To one side, Don is fussing with the saddlebags.

BRISTOL

ducks behind a large column and waits, then looks back again.

HIS P.O.V. - THE BELLHOP,

having delayed Don and Jake, now turns toward the entrance. He scans, FINDS CAMERA, and nods imperceptibly.

Behind him, Don backs the Harley out and Jake gets on. They pull out of the lot.

BRISTOL

waves the Bellhop over.

The Bellhop approaches, holding his hand out.

Bristol angrily peels off another couple of bills from the roll and hands them to the Bellhop, who finally smiles.

BELLHOP

The Hill Building. On Fremont.

Bristol turns and heads for his car.

INT. BRISTOL'S CAR - MOMENTS LATER

Bristol adjusts the mirror.

BRISTOL

The Hill Building?

CUT TO:

EXT. HILL BUILDING - ESTABLISHING - MORNING

A typical glass-walled highrise. It's not the Bellagio, but it's still plenty ritzy.

Out front, a laser-etched polished granite slab nestled among blooming flowers proclaims: HILL DEVELOPMENT CORPORATION.

INT. HILL BUILDING LOBBY - CONTINUOUS

Don and Jake wait for the elevator.

All around them are the appointments of luxury: marble floors and statuary, intricately-carved wood moldings, gilded mirrors, and bubbling fountains.

Don looks up, awaiting the elevator with a sense of dread.

It arrives, signaled by a CHIME. They enter, along with a number of serious-looking men in dark business suits.

INT. HILL BUILDING HALLWAY - MOMENTS LATER

Don and Jake stand before two frosted glass doors etched with the Hill Development logo.

Jake reaches for the handle, but Don shakes his head.

DON

Not yet.

He turns and heads down the hall. Jake watches him go.

INT. HILL BUILDING BATHROOM - MOMENTS LATER

Don is at the sink, looking at his wet face in the mirror. When Jake enters, Don quickly stows the pill tin. He gets busy drying his face with a paper towel.

Jake is not fooled.

JAKE

Got your fix? Can we go in now?

Don still looks in the mirror. He doesn't like what he sees. He touches his cheekbone, which is now merely a sickly yellow, the swelling almost gone.

In the b.g., Jake shakes his head.

JAKE (CONT'D)

He's your younger brother, right?

CUT TO:

INT. HILL DEVELOPMENT CORP. LOBBY - MOMENTS LATER

Don and Jake are sitting in two cherry Queen Anne chairs. Don sits bolt upright, nervous as hell. Jake sprawls on his chair as only a teenager can.

CARRIER (O.S.)

Don?

They look up.

HARLAN CARRIER

stands there, wearing a tan western-style suit.

DON AND JAKE

jump to their feet.

CARRIER (CONT'D)

He'll see you now.

He turns and starts walking.

Don and Jake exchange a look, then follow.

INT. GERALD HILL'S OFFICE - MOMENTS LATER

As Carrier holds the door open, Don and Jake enter the sumptuous corner office.

An immense desk sits in the corner. Behind it is a painting of a somber Harold Hill. A spectacular downtown view is visible through the windows. There are a number of men in the room, but conversation stops when Don and Jake enter.

Behind the desk stands, GERALD HILL (45), muscular, tan, and almost wolf-like in intensity. He sees Don and frowns.

GERALD

My god, Don, you look like hell.

DON

Hello, Gerald.

Gerald motions for them to take their seats. Two chairs await them in front of the desk.

Gerald cocks his head at Jake.

GERALD

Is this little Jacob?

For the first time he smiles, coming around the desk. He grabs Jake's hand and pumps it fiercely.

GERALD (CONT'D)

How's your mom? You looking after her?

He gives Don a cutting, sidelong look.

Don suppresses a reaction.

JAKE

She's okay, I guess.

Gerald releases Jake's hand and turns to the other men.

GERALD

Gentlemen, I think we're done here.

The men get up and leave, all eyeing Don. They obviously know who he is and why he's here.

Soon there's only the four of them left in the room: Gerald, Carrier, Don, and Jake.

Gerald sits back down behind the burnished desk.

GERALD (CONT'D)

I don't think you've been here before, have you, Don?

Don shakes his head.

GERALD (CONT'D)

I own twenty seven buildings in Vegas now. And two casinos. One's just up the street, and the other's under construction down on the Strip.

DON

You're a real P.T. Barnum.

Jake looks up, unfamiliar with the name.

Gerald smiles.

GERALD

Takes a con man to know one.

DON

Can we get this over with?

Gerald purses his lips and takes a deep breath. He dons reading glasses and examines a sheaf of legal-sized papers.

DON (CONT'D)

Funny, I still don't need glasses.

Gerald peers at Don over the top of his glasses.

GERALD

Not surprised. I imagine they usually read you your rights.

He goes back to perusing the will, then pulls off his glasses and leans back, steepling his fingers, looking at Don.

GERALD (CONT'D)

Dad left an addendum to his will in a secret safe deposit box. It says you get a million dollars.

(beat)

I didn't know about it until after he died.

DON

I'm sure that's true.

GERALD

He didn't dictate, however, the form the payment had to take. That was left up to the executor. Me.

He nods at Carrier, who picks up a Hefty garbage bag. He lugs it over to the desk and dumps it out. Dozens of bundles of bills spill out onto the desk.

Jake gasps audibly.

Gerald picks up a bundle and tosses it to Don.

GERALD (CONT'D)

I just thought you'd like to start blowing it right away. The Flamingo's down the street. I have a stake in it, so you'll just be paying me back for doing your job for the past twenty-five years.

DON

You wanted to be the Godfather, not me.

GERALD

So you don't want the money?

Don shrugs, but Jake practically comes out of his chair.

JAKE

Yes, he does!

Gerald smiles, nodding.

DON

Of course he does, no matter what act he puts on: the non-conformist rebel, the rugged individualist... the stoned loser.

CARRIER

Mr. Down Hill.

Gerald and Carrier laugh.

Jake, seeing them mock his father, realizes for the first time how painful it must be to be called that. He looks at Don for a reaction.

Don just sits there, hands clasped on his lap, face impassive.

JAKE

His name is Don. Don Hill.

Jake glares at Gerald, who smiles benevolently at him.

GERALD
Of course it is, Skippy.

JAKE
My name's not --

Don raises his hand, silencing Jake. He gets up and walks to the desk. Gerald pulls back warily.

Carrier takes a step forward.

But Don simply starts scooping the money back into the garbage bag, saying nothing.

After a moment, Jake joins him and the two of them stuff the bundles of cash into the trash bag.

Gerald leans back in his chair, arms folded, glaring at them.

In the b.g., Carrier puts his hands on his hips.

Finally, the bag is full and Don looks up.

DON
Do I have to sign anything?

Gerald pushes a piece of paper toward him.

Don removes a pen from the holder and signs. Then he straightens, hauling the heavy bag over his shoulder.

DON (CONT'D)
Ho, ho, ho.

He turns away, followed by Jake. They head toward the door, which is blocked by Carrier.

GERALD
Let them go, Harlan.

Carrier steps aside.

At the door, Don turns.

DON
Believe it or not, I miss him.

GERALD
Miss who?

Don shakes his head and exits.

Jake is left behind, looking at Gerald, disgust on his face.

JAKE
Your dad. Skippy.

He follows Don out the door, which closes behind them.

EXT. HILL BUILDING PARKING LOT - MOMENTS LATER

Don and Jake emerge from the building, Don still carrying the Hefty bag over his shoulder. They head toward the Harley. Jake is obviously excited, but Don is downcast.

At the bike, Don lowers the heavy bag and opens the saddlebags, removing items as Jake watches. Don opens the Hefty sack and starts putting the money in the saddlebags.

INT. BRISTOL'S CAR - CONTINUOUS

From a discreet location across the parking lot, Bristol has a good angle on what is going on.

HIS P.O.V. - KEY ON THE MONEY

bring transferred to the saddlebags.

BRISTOL

smiles.

BRISTOL

Pay day.

INT. GERALD HILL'S OFFICE - VIEW THROUGH WINDOW - CONTINUOUS

Gerald and Carrier stand at the full-length window, looking down at the parking lot below.

INT. GERALD HILL'S OFFICE - THEIR P.O.V. - CONTINUOUS

In the parking lot below, Don and Jake are stuffing the money into the Harley's black leather saddlebags.

AT A CORNER OF THE FRAME, we see Bristol's Crown Vic.

GERALD AND CARRIER

watch the action below. Gerald's lips are pursed thoughtfully.

Carrier shakes his head and puts his hands on his hips. As he does, he pulls his suitcoat back to reveal a shoulder holster and a pistol, a black 9mm Beretta Px4 Storm.

EXT. HILL BUILDING PARKING LOT - CONTINUOUS

Don and Jake are still transferring the money.

JAKE

... Why not? Banks are safe.

DON

Let's just get out of here.

Don looks up at the building as Jake stuffs their things into the Hefty bag.

DON'S P.O.V. - AT A WINDOW HIGH ABOVE,

Gerald and Carrier are looking down, INTO CAMERA.

DON

looks up at Gerald and Carrier, high above.

INT. BRISTOL'S CAR - CONTINUOUS

Bristol watches Don and Jake intently.

HIS P.O.V. - DON

is turned, looking up at the building.

PAN AND TILT to follow his gaze.

ZOOM IN on two men standing at a window several floors above. They are looking down at Don with grave expressions.

PAN AND TILT DOWN TO FIND Don, who has turned back to his task, his face dark. He nudges the boy to work faster.

PAN AND TILT to the window again. The man in the suit says something to the man in the western suit.

The Cowboy nods and exits, leaving the Suit to watch the action below.

BRISTOL

raises his eyebrows. The plot thickens. He turns his attention to Don and Jake again.

HIS P.O.V. - DON AND JAKE

are now on the bike, the money stuffed in the saddlebags, their belongings in the Hefty sack slung over Jake's shoulder.

Don STARTS the bike. As they pull out, he looks back.

PAN AND TILT to follow his look. The window above is empty.

A loud RUMBLE PULLS THE CAMERA BACK to the Harley. Don nudges the bike into gear and starts moving TOWARD CAMERA.

BRISTOL

scrunches down in his seat as the Harley passes. When it does, he turns.

HIS P.O.V. - THE HARLEY

exits the parking lot.

BRISTOL

starts the car and pulls out of his space, following the Harley. He reaches the curb, waiting for traffic to clear.

EXT. HILL BUILDING - CONTINUOUS

Carrier comes out of the front doors. He stops, looking around. BAR-RAP! Carrier's head turns.

HIS P.O.V. - THE HARLEY

can be seen ROARING down the street.

CARRIER

reaches into his pocket and pulls out his keys, then trots across the parking lot toward a black pickup truck.

EXT. HILL BUILDING PARKING LOT - CONTINUOUS

The Crown Victoria pulls out of the lot into the street.

In the far b.g., the Harley can be seen, cruising away.

DISSOLVE TO:

EXT. HOOVER DAM - ESTABLISHING - MORNING

The dam is an incredible sight, millions of square yards of curving concrete nestled in a narrow, black stone canyon.

The blue of Lake Mead sparkles behind it. Powerful jets of water arc out of the spillways at the bottom of the dam.

EXT. HOOVER DAM - CONTINUOUS

The road winds down the canyon wall toward the dam. The cars begin slowing due to the pedestrian traffic. Soon, the Harley is at a stand-still.

ON THE HARLEY,

Don adjusts his mirror.

HIS MIRROR P.O.V. - THE CARS BEHIND

are numerous, and we RACK FOCUS past each one in turn.

DON

doesn't recognize any cars, but worry still lines his face.

INT. BRISTOL'S CAR - CONTINUOUS

Bristol is sitting a few cars back, caught in the traffic. Impatient, he cranes his neck out the window.

HIS P.O.V. - THE HARLEY

is a few cars ahead. Don is adjusting the mirror.

BRISTOL

pulls his head back into the car to avoid being seen.

EXT. HOOVER DAM - THE HARLEY - CONTINUOUS

Don fidgets on the bike. Jake interprets it as discomfort.

JAKE

You said I could drive.

DON

Not now.

JAKE

We shoulda put the money in the bank.

DON

I can't.

JAKE

Why not?

A long moment passes as Don considers. Then:

DON

Because I'm a convicted felon, Jake. They'd be suspicious -- ask all kinds of questions.

JAKE

So just tell 'em you got the money from your big shot brother.

DON

Right. Gerald would vouch for me.
Hell, he's probably on the phone to
the cops right now, telling them I
stole it.

JAKE

You're crazy. And why couldn't we
stay in Vegas a little longer?

DON

We need to get home. I promised your
mom.

JAKE

Since when do you keep your promises?

DON

Shut up, Jake.

Jake frowns at the reprimand. A moment later, he jumps off
the bike and shoves the Hefty bag at Don.

Jake drops his board on the street and jumps on it, threading
through the traffic in front of them.

DON (CONT'D)

Jake!

INT. BRISTOL'S CAR - CONTINUOUS

Bristol watches as the kid weaves through the traffic.

BRISTOL

Now what?

HIS P.O.V. - JUST THEN,

Don looks back TOWARD CAMERA.

BRISTOL

pulls his head back inside his car and scrunches down. After
a moment, he hazards another look.

HIS P.O.V. - DON

is still looking back, between glances to the front. Jake is
several car lengths ahead now, skating away.

BRISTOL

suddenly realizes something. He turns around in his seat.

HIS P.O.V. - TO THE REAR,

a few cars back, is a black pickup truck. Inside is a large man in a western suit and a cowboy hat.

BRISTOL

nods, understanding.

BRISTOL (CONT'D)

Hell-o.

He thinks a moment, then puts his car into gear.

He waits until three cars pass going the other direction, then creeps out, making a U-turn, following them.

He slows as he passes Carrier's car, raising his hand to shield his face. He steals a furtive look.

HIS SLO-MO P.O.V. - TRAVELING - CARRIER

is intent upon the drama playing out up ahead. He doesn't notice Bristol moving past.

BRISTOL

turns into the parking garage built into the side of the cliff. Just inside, he makes another U-turn and exits.

Back at the entrance, he joins the westbound traffic again. He's now a half dozen cars behind Carrier.

INT. CARRIER'S PICKUP - CONTINUOUS

Carrier, oblivious to Bristol's maneuver, is still intent on what's happening up ahead.

CARRIER'S P.O.V. - JAKE

is almost to the bridge, still weaving through traffic on his skateboard.

Don has edged out of traffic to follow him.

CARRIER

bangs the wheel in frustration. He's locked in traffic.

CARRIER

Shit.

EXT. HOOVER DAM - THE HARLEY - TRAVELING - MOMENTS LATER

Don slowly passes a number of cars on the right, receiving angry SHOUTS and HONKS for his trouble.

Jake has jumped the curb and is now rolling on the sidewalk across the dam itself.

Don pulls even with him.

DON
C'mon, Jake, quit it.

Jake ignores him, just continues skating along.

DON (CONT'D)
I'm sorry, okay? You can drive, just not right now.

Jake doesn't turn, his eyes remain locked ahead.

JAKE
When?

DON
Soon. Now, come on.

Jake finally gives him a sidelong look.

JAKE
You'll show me the gears?

Don nods wearily, then glances behind him.

HIS P.O.V. - THE CARS BEHIND

betray nothing.

JAKE (CONT'D)
Well, will you?

DON
Get on, Jake. Yes. Everything.

Jake hops off the board and jumps back onto the bike.

They flow back into traffic, which is moving now.

INT. CARRIER'S PICKUP - CONTINUOUS

Carrier heaves a sigh of relief as his vehicle starts moving.

CARRIER
Finally.

INT. BRISTOL'S CAR - CONTINUOUS

Bristol smiles as his car starts to move with the traffic.

BRISTOL

Finally.

EXT. HOOVER DAM - CONTINUOUS

The stream of cars rolls slowly across the dam and snakes up the switchbacks on the far canyon wall.

HOLD as the Harley passes, followed by a few cars, then Carrier's black pickup, then a few more cars. Finally, the Crown Vic passes.

The stream of vehicles move slowly up the hillside.

DISSOLVE TO:

EXT. ZION'S NATIONAL PARK MAIN ROAD - AERIAL - LATER

The Harley cruises slowly along a narrow canyon road far below. The road curves between towering bare rock faces soaring thousands of feet into the sky.

PAN BACK to REVEAL a number of cars behind them, including the black pickup truck.

PAN FURTHER. Bringing up the rear is the Crown Vic.

EXT. ZION'S NATIONAL PARK TUNNEL - TRAVELING - CONTINUOUS

Jake is driving the Harley, having the time of his life. They are about to enter a long, dark tunnel. Jake hoots, GUNNING the engine.

Don holds on in back, looking a little worried, but still enjoying watching Jake get the hang of the motorcycle.

Jake shouts his delight.

Don smiles -- it's the first time we've seen him do that.

They cruise into the tunnel. We hear the Harley's HORN blaring.

EXT. ZION'S NATIONAL PARK TUNNEL - TRAVELING - MOMENTS LATER

When Don and Jake emerge from the tunnel, Don takes a furtive look behind him.

HIS P.O.V. - THE CARS

emerging from the tunnel behind them are nondescript.

DON'S

reaction indicates that he's finally relaxing. Perhaps they're not being followed after all.

DISSOLVE TO:

EXT. SPRINGDALE FAST FOOD JOINT - AFTERNOON

Jake and Don are sitting at a picnic table. Jake is wired.

JAKE
That was so sick!

DON
What?

JAKE
Sick. What you'd call "bitchen."

Don smiles. He's beginning to like this kid.

DON
You handle the bike pretty good,
considering it's not a board.

JAKE
You ride a board; you ride a bike.
They're both twisted and sly.

DON
Sly?

JAKE
Sick. You know: bitchen.

He laughs and so does Don.

EXT. SPRINGDALE MCDONALD'S - CONTINUOUS

The Crown Vic pulls into a parking space. Bristol gets out.

There is a black pickup parked a couple of spaces away.

Bristol looks across the street.

HIS P.O.V. - DON AND JAKE

sit at a table outside the diner, eating.

PAN TO FIND the Harley nearby.

BRISTOL

turns and goes inside the fast food joint.

INT. SPRINGDALE MCDONALD'S - CONTINUOUS

It's lunch time, so it's busy. Bristol scans the place. He sees something.

HIS P.O.V. - CARRIER

is just getting his order. Carrier turns and looks RIGHT PAST CAMERA, obviously trying to see Don and Jake across the street through the window.

His look says he sees them, so he relaxes and takes his food to an empty booth near the front window.

EXT. SPRINGDALE FAST FOOD JOINT - CONTINUOUS

Don is smoking, laughing at something Jake said, but then he begins to cough.

At first Jake ignores it, but the fit continues and Don's face goes white.

Jake jumps up and starts pounding Don on the back, but Don pushes him away -- he isn't helping.

After a long moment, the fit passes and Don gasps for breath.

Jake sits down again, a worried look on his face.

JAKE

You're sick. And not in a good way.

Don glances at the napkin he was shielding his mouth with.

HIS P.O.V. - THERE IS BLOOD

on the napkin.

DON

quickly wads the napkin up before Jake can see it.

JAKE (CONT'D)

It's the drugs, isn't it?

Don ignores the question and gets to his feet.

DON

I gotta use the john.

He walks off.

Jake is left behind, shaking his head, sad and angry at his father for abusing himself that way.

INT. SPRINGDALE MCDONALD'S - CONTINUOUS

Carrier digs into his burger, keeping an eye out the window.

BRISTOL (O.S.)
Mind if I join you?

Carrier looks up.

HIS P.O.V. - IT'S BRISTOL,
smiling like it's his birthday. He has a tray in his hands.

BRISTOL (CONT'D)
No where else to sit.

Carrier glances around and determines that's true. He nods.
Bristol sits down opposite him.

BRISTOL (CONT'D)
I thought maybe you recognized me.

CARRIER
What?

BRISTOL
When I came in the door, you looked
my way. I thought you were looking
at me.

CARRIER
Oh. I was just looking outside, to
see if my car was okay.

BRISTOL
What do you drive?

Carrier looks warily at Bristol.

Bristol ignores the scrutiny.

CARRIER
You been in the park?

BRISTOL
Yeah. I've driven past here lots of
times, but never checked it out.
That's something, seeing as I'm from
Vegas.

CARRIER
Where you headed?

BRISTOL
New Mexico. Vacation.

CARRIER
Gonna get your kicks.

BRISTOL
"On Route 66!"

They both laugh, sharing the joke. Carrier relaxes a little. Bristol pushes his advantage a bit.

BRISTOL (CONT'D)
And you? You on vacation?

CARRIER
I'm working.

He reaches for a napkin from the dispenser. As he does, his coat opens, revealing the strap of his shoulder holster.

Bristol points innocently at Carrier.

BRISTOL
You're a cop!

Carrier wipes his mouth and looks evenly at Bristol.

CARRIER
A little louder, why don't you?

BRISTOL
Sorry! Sorry.
(sotto voce)
You on a case?

He winks at Carrier.

Carrier puts his burger down and gets up.

CARRIER
Yes. And you're blowing my cover.

He gives Bristol a pained smile and turns to leave.

Bristol watches him exit the restaurant, then reaches for a handful of fries Carrier left behind. He munches them happily.

BRISTOL
Oh, it's blown, pal. Ka-boom.

EXT. SPRINGDALE FAST FOOD JOINT - MOMENTS LATER

Don appears from around the side of the building, looking flushed, but a little better. He approaches Jake, who is already on the bike, waiting.

Without a word, Don gets on and they roll onto the street.

PAN to FOLLOW THEM, then HOLD ON the fast food joint across the street as a black truck slowly pulls out into traffic.

INT. BRISTOL'S CAR - ANGLE ON GLOVE BOX - CONTINUOUS

A hand reaches and opens the box, removing a revolver.

PULL BACK to reveal Bristol placing the gun on the seat, putting the car into gear, and turning onto the street.

DISSOLVE TO:

INT. CEDAR CITY MOTEL - ANGLE THROUGH WINDOW - NIGHT

Don pulls the saddlebags off the Harley and lugs them into the nearby room as Jake holds the door open for him. The door shuts behind them.

PULL BACK to reveal someone standing at the window in a room across the parking lot, his BACK TO CAMERA.

The hand holding the curtain aside also holds a gun. It lets the curtain fall into place and the man turns. It's Carrier.

He sits on the bed and begins stripping his Beretta, grim determination on his face.

DISSOLVE TO:

INT. CEDAR CITY MOTEL - DON AND JAKE'S ROOM - LATER

Jake is lounging on one of the beds, reading a copy of BIG BROTHER skateboarding magazine. We hear the sound of RUNNING WATER coming from the bathroom.

The water stops and soon Don comes out of the bathroom with a towel around his waist. His banged-up body shows his age.

Jake looks away, disgusted.

Don catches his look as he sits on his bed, turned away from Jake, toweling his hair dry.

DON

I was young once, too, you know.

Jake snorts in derision.

DON (CONT'D)

I had a future. Like you.

He twists around, facing Jake.

DON (CONT'D)
They're pain pills. That's all.

JAKE
None of my business.

Don goes back to drying his hair.

DON
That's right, it's not.
(beat)
So, what are you gonna do with the money?

JAKE
You mean if I sell the bike?

DON
No. The rest of it.

JAKE
What "rest of it"?

Don turns and looks at Jake solemnly.

A long moment passes. Jake finally understands.

JAKE (CONT'D)
You never said I'd get it all.

DON
Did I have to?

JAKE
Small detail. Me being a millionaire and all.

DON
So, what will you do with it?

JAKE
I won't let it ruin my life, that's for sure. But I'll have fun.

DON
That's all you want?

Jake gets up on his elbow, looking fully at Don.

JAKE
I might be a little smarter than you were.

DON
I hope so.

HOLD on his serious expression.

FADE OUT:

FADE IN:

EXT. CEDAR CITY MOTEL - NIGHT

It's well after midnight and all room lights are off. Only a BUZZING green "Vacancy" light still flickers.

The Harley, a scrim of frost on the tank and seats, sits in front of the darkened windows of Don and Jake's room.

There is movement, and someone ENTERS FRAME, crouching low, moving toward the bike. The moonlight catches his face. It's Carrier.

He kneels by the rear tire. Momentarily, we hear the HISS of escaping air.

INT. BRISTOL'S CAR - ACROSS THE STREET - CONTINUOUS

Bristol watches from across the street through binoculars.

BRISTOL

What the hell?

HIS BINOCULAR P.O.V. - CARRIER

kneels next to the Harley. A car turns into the parking lot and Carrier flattens himself inside a shadow.

The car passes and pulls into a parking space near the rear of the "U" shaped motel.

A man gets out and enters a room. The door shuts behind him. All is still once again.

Carrier bends over the bike for a moment, then moves quickly back across the lot, disappearing into his own room.

BRISTOL

lowers the binoculars, pulls up the collar of his parka, and lights a cigarette.

The smoke, BACKLIT by the flickering green neon across the street, curls around his head.

Suddenly, he chuckles and gets out of his car.

EXT. BRISTOL'S CAR - CONTINUOUS

Bristol drops his cigarette and stubs it out. He walks casually across the street toward the motel.

EXT. CEDAR CITY MOTEL - CONTINUOUS

Bristol stops near the darkened motel office, lit only by the flickering vacancy sign. He looks to his right.

HIS P.O.V. - CARRIER'S ROOM

is dark and the curtains are drawn.

PAN ACROSS the parking lot to Don's room. It is also dark.

BRISTOL

makes his way past the parked cars to the Harley. He stops and looks toward Carrier's room again.

HIS P.O.V. - CARRIER'S ROOM

is still dark.

BRISTOL

moves toward the Harley. The rear tire is flat. He looks up.

HIS P.O.V. - SCAN THE PARKING LOT,

FIND, and HOLD on Carrier's black pickup truck.

BRISTOL

smiles.

FADE OUT.

FADE IN:

INT. CEDAR CITY MOTEL - CARRIER'S ROOM - MORNING

Carrier sleeps on top of the covers, still in his clothes. We hear a sudden BAR-RAP! Carrier is jolted awake. The Harley!

He jumps off the bed, grabs his gun and shoves it into his holster (which he's still wearing). He rushes to the closed curtains.

THE CURTAINS

are parted. PUSH into the gap to REVEAL Don on the Harley across the parking lot, in front of his room.

Jake is standing by the bike, pointing down at the rear tire. Don turns off the Harley. All is quiet.

CARRIER

looks at his watch.

CARRIER

Okay. I got a couple of minutes.

He turns and heads toward the bathroom.

EXT. CEDAR CITY MOTEL - CONTINUOUS

Jake is kneeling, checking out the flat tire. Don is looking around suspiciously.

HIS P.O.V. - HE SCANS THE PARKING LOT,

moving past Carrier's black truck without pausing.

DON AND JAKE

JAKE

What now?

DON

There's a gas station across the street.

Together, they back the bike out of the stall and begin pushing it toward the street.

EXT. CEDAR CITY MOTEL - CARRIER'S ROOM - MOMENTS LATER

A door opens and Carrier pokes his head out, looking around.

HIS P.O.V. - THE HARLEY

is gone.

CARRIER

slips out the door. Using his truck as a blind, he steps behind it and looks across the truck bed toward the street.

HIS P.O.V. - THE GAS STATION ACROSS THE STREET.

Don is bent over the rear Harley tire, filling it with air.

Jake is skating in the driveway, doing donuts between cars and grinding on the pump island curbs. As usual, he's irritating the other drivers there, who are getting gas.

CARRIER

reaches to open the driver's side door. Something catches his eye and he stops.

HIS P.O.V. - THE REAR TRUCK TIRE

is flat.

CARRIER'S HAND

reaches in his jacket. He crouches, looking around furtively.

CLERK (O.S.)

There a problem?

Carrier whirls, pulling his gun fluidly.

THE MOTEL CLERK (20s) jumps back, raising his hands.

CLERK (CONT'D)

Don't shoot!

INT. BRISTOL'S CAR - CONTINUOUS

At the motel across the street, a young man stands on the far side of a black pickup, his hands raised like a stick-up victim. The gunman cannot be seen.

BRISTOL

shakes his head.

BRISTOL

(gravel-voiced)

Go ahead, make his day.

EXT. CEDAR CITY GAS STATION - CONTINUOUS

Don finishes inflating the tire and gets on the bike. He motions to Jake, who kicks up his board, grabbing it, glowering at Don. He wants to drive.

Don doesn't budge from his place on the bike.

Jake reluctantly gets on the back. Don FIRES the bike up.

EXT. CEDAR CITY MOTEL - CONTINUOUS

Carrier looks up, hearing the Harley's ENGINE. He straightens in time to see the bike pull into the street, heading east.

He waves the Clerk away and shoves his gun back into his holster. The Clerk bolts for the office.

Carrier turns and kicks the flat tire.

CARRIER

Shit!

INT. BRISTOL'S CAR - CONTINUOUS

Bristol puts his car in drive and edges forward. We hear the RUMBLE of the Harley's exhaust, headed away.

As the Crown Vic turns into the street, PAN to the driver's side window, where, in the b.g. at the motel across the street, WE SEE the Clerk high-tailing it toward the office.

Carrier is bending down, disappearing behind the truck bed.

As Bristol completes his turn onto the street, RACK FOCUS to him with his face in PROFILE.

He's smiling.

DISSOLVE TO:

EXT. HIGHWAY 14 - AERIAL - LATER

SERIES OF SHOTS:

A) The Harley winds along a ribbon of road.

B) It passes through a glorious wilderness of green pines, blue, bounding streams, and red rock escarpments.

C) The road climbs steadily along a forested mountainside.

D) The earth exposed at the roadside is an iron-rich red.

E) It's a typical southern Utah day in high summer: vibrant colors, warm, dry breezes, with fluffy cumulus clouds crossing a cerulean blue sky.

EXT. CEDAR BREAKS OVERLOOK - MORNING

Don and Jake pull into the empty gravel parking lot, which fronts a viewpoint of a giant cirque of hoodoos and eroded red and white sandstone canyon walls, like layered Neapolitan ice cream.

They get off the Harley and stretch their legs. Don tosses the keys to Jake and they walk the few paces to the viewpoint.

EXT. CEDAR BREAKS OVERLOOK ENTRANCE - CONTINUOUS

The Crown Vic appears at the entrance, then stops suddenly.

It slowly backs away, disappearing behind some trees.

EXT. CEDAR BREAKS OVERLOOK - CONTINUOUS

Don and Jake stand at the overlook, the wind whipping their hair. Their faces are flushed from the ride.

DON

Sick.

JAKE

Bitchen.

THEIR P.O.V. - THE CIRQUE

is an incredible wonder, awe-inspiring and stunning.

EXT. CEDAR BREAKS OVERLOOK ROAD - CONTINUOUS

Bristol gets out of the car and shoves his gun into his parka pocket. He eases the door quietly shut and trots up the road.

EXT. CEDAR BREAKS OVERLOOK - MOMENTS LATER

FOLLOW Bristol as he scales a wooded incline.

As he crests the hill, PUSH PAST HIM to FIND Don and Jake standing at the viewpoint, leaning on the railing, taking in the view. They are alone at this secluded spot.

PAN to the Harley, KEYING on the bulging saddlebags.

BRISTOL

pulls his pistol and takes a step forward.

Just then, a LOW RUMBLING sound pulls his attention to the right.

HIS P.O.V. - THE OVERLOOK ENTRANCE

A tour bus pulls into the gravel parking area and stops with a SQUEAL of air brakes. Don and Jake turn at the sound.

In short order, a gaggle of Japanese tourists disembark.

A moment later, Don and Jake are surrounded by chattering Asian shutterbugs.

BRISTOL

frowns and shoves his gun back in his pocket.

DISSOLVE TO:

EXT. PANGUITCH GAS STATION - LATER

Jake trots inside the convenience store.

Don, a hand on the pump handle, scans the area warily.

PULL BACK SLOWLY to INCLUDE Bristol, scrunched down in his Crown Vic some distance away, watching.

BRISTOL

BRISTOL

Just because you're paranoid...

He pops the cylinder on his gun and spins it.

BRISTOL (CONT'D)

Doesn't mean I'm not out to get you.

DISSOLVE TO:

EXT. WINDING MOUNTAIN ROAD - TRAVELING - AFTERNOON

The Harley comes INTO FRAME. Jake is driving and Don is on the back. They're enjoying the scenery as they wind up the steep road, which is hemmed in on the left by thick evergreen forest and a sheer drop-off on the right.

THEY LEAVE FRAME and another car ENTERS.

It LEAVES FRAME and a semi ENTERS.

Finally, when the semi passes OUT OF FRAME, Bristol's Crown Vic ENTERS.

INT. BRISTOL'S CAR - TRAVELING - CONTINUOUS

Bristol cranes his neck, trying to see around the truck beyond the windshield. It FILLS THE SCREEN.

HIS P.O.V. - AHEAD OF THE SEMI,

barely visible, the Harley is pulling away.

BRISTOL

is frustrated.

BRISTOL

Come on. Come on!

BRISTOL

starts to pull out to pass the truck. Suddenly, a car appears in the oncoming lane, headed DIRECTLY FOR US.

Bristol brakes and swerves back behind the semi.

The other car whips by, BLARING its horn.

BRISTOL'S FACE

shows relief at the narrow escape. A moment passes as he gets his bearings again.

He is about to pull out into the oncoming lane again, when suddenly a HORN blares.

An instant later a black pickup roars past, passing both Bristol and the semi. Harlan Carrier is driving the truck.

BRISTOL'S FACE

goes from surprise to anger.

BRISTOL (CONT'D)

Can't take a hint, huh?

EXT. WINDING MOUNTAIN ROAD - AERIAL - CONTINUOUS

The vehicles are stretched out along the road. The Harley leads the procession, well out in front.

Behind the Harley is a nondescript car, then the black truck, the semi, and finally, the Crown Vic trailing.

The Crown Vic makes its move, pulling out into the oncoming lane to pass the semi.

INT. BRISTOL'S CAR - TRAVELING - CONTINUOUS

Bristol passes the semi, then pulls back into his lane, narrowly missing an oncoming car, its horn BLARING.

BRISTOL

is sweating bullets.

HIS P.O.V. - THE HARLEY

has pulled far ahead, along with the other vehicles. They disappear around a distant curve, leaving only the black pickup visible.

BRISTOL

stomps on the gas.

HIS P.O.V. - THE PICKUP TRUCK

comes closer as Bristol closes the distance.

INT. CARRIER'S PICKUP - TRAVELING - MOMENTS LATER

Carrier is peering ahead.

HIS P.O.V. - THE HARLEY

disappears over a distant rise, along with the nondescript car following it.

Suddenly, a bone-jarring impact SHAKES CAMERA.

CARRIER

turns around in his seat.

HIS P.O.V. - A CROWN VICTORIA SEDAN

is rear-ending him. The sun's glare on the windshield hides the driver's identity.

EXT. CARRIER'S PICKUP - TRAVELING - CONTINUOUS

The truck's rear fender has been bashed in by the Crown Vic. The rear passenger side tire is SMOKING, rubbing on the mangled fender.

The Crown Vic has backed off, preparing to slam into the truck again.

Carrier rolls down his window and shakes his fist.

Suddenly, a SHOT rings out and Carrier's rear cab window EXPLODES in a shower of glass.

He ducks, stunned, and reaches into his jacket.

INT. BRISTOL'S CAR - TRAVELING - CONTINUOUS

Bristol is pulling closer, preparing to ram the truck again.

Just then, the driver of the pickup turns around and points something rearward.

EXT. BRISTOL'S CAR - TRAVELING - CONTINUOUS

Bristol takes evasive action just as his driver's side mirror EXPLODES in a burst of gunfire.

INT. CARRIER'S PICKUP - CONTINUOUS

REAR VIEW MIRROR P.O.V. - THE CROWN VIC

swerves wildly. The driver's side mirror dangles by a piece of wire. There's a bullet hole in the door next to it.

CARRIER

takes aim again. Suddenly, a HORN sounds. Carrier looks at the road ahead.

HIS P.O.V. - THERE'S A CAR

coming STRAIGHT AT US. He's drifted into oncoming traffic!

CARRIER

drops his gun and grabs the wheel with both hands, swerving, tires SQUEALING, yanking the truck back into his own lane.

The oncoming traffic whips by, horn BLARING.

Carrier once again looks in his side rear view mirror.

HIS P.O.V. - THE ONCOMING CAR

is now disappearing down the road behind him.

CARRIER

is surprised.

HIS P.O.V. - THE CROWN VIC

is nowhere to be seen back there. At that moment, CAMERA SHAKES as the truck is HIT again.

The steering wheel whips suddenly to the right.

EXT. CARRIER'S PICKUP - TRAVELING - CONTINUOUS

Bristol has rammed the truck again.

Smoke pours from the truck's right rear wheel. Tearing metal SCREECHES. Bristol's powerful V-8 engine SCREAMS.

INT. CARRIER'S PICKUP - TRAVELING - CONTINUOUS

Carrier wrestles with the wheel, but it's too late.

HIS P.O.V. - THE TRUCK

veers harder to the right. The road is now gone, replaced by nothing but blue sky.

CARRIER'S FACE

shows shock and horror.

HIS P.O.V. - THE EMPTY SKY

is broken only by the tops of evergreen trees. Dust envelopes the truck as it skids into the breakdown lane.

EXT. WINDING MOUNTAIN ROAD CRASH SITE - CONTINUOUS

We're LOOKING UP into the empty blue sky above the road edge.

Suddenly, the black pickup appears AT THE TOP OF FRAME, churning gravel and smoke, wheels spinning.

It roars off the edge, arcing OVER CAMERA.

EXT. WINDING MOUNTAIN ROAD CRASH SITE - CONTINUOUS

The truck cartwheels end over end, down the rocky bank.

EXT. WINDING MOUNTAIN ROAD CRASH SITE - CONTINUOUS

Bristol roars to a stop where the truck went over the edge. Dust billows up where Carrier braked the truck.

Bristol jumps out of his car with his gun. He races to the steep drop-off.

As he reaches it, something below EXPLODES. A massive red fireball rises, FILLING THE FRAME. Bristol falls back, shielding his face from the heat.

When the fireball dissipates, he stumbles to his feet. He is about to approach the drop-off when HE HEARS something. He turns back to the road.

HIS P.O.V. - THE SEMI

is just now appearing around a curve a few bends back. The sound is the GRATING of downshifting gears.

BRISTOL

turns and looks at road's edge. A mushroom cloud of black smoke rises before him, following the fireball.

He turns and looks at the road behind him again.

HIS P.O.V. - THE SEMI

has disappeared around a bend, but promises to reappear again momentarily. Its loud ENGINE splits the quiet air.

BRISTOL

hesitates a moment, then curses and turns from the edge. He runs back to his car, jumps in, and drops it into gear.

The Crown Vic peels out, raising gravel and dust.

INT. BRISTOL'S CAR - TRAVELING - CONTINUOUS

Bristol looks into the rear view mirror.

HIS P.O.V. - THE SEMI

rounds the final bend and is approaching the wreckage site.

In another moment, however, it disappears as Bristol's car goes around a curve further up the road.

BRISTOL

angrily slams his fist down on the steering wheel.

BRISTOL

Dammit!

EXT. WINDING MOUNTAIN ROAD - FURTHER ALONG - TRAVELING - CONTINUOUS

Don and Jake both turn as they hear an EXPLOSION so distant it merely sounds like an engine backfire.

They exchange a look, then go back to looking at the scenery.

EXT. WINDING MOUNTAIN ROAD CRASH SITE - MOMENTS LATER

The semi pulls to a stop where the truck went over, BRAKES hissing. The Driver jumps out.

FOLLOW him as he runs toward the drop-off. Rising before him is a column of oily black smoke.

THE DRIVER'S FACE

reflects the horror of what he sees.

DISSOLVE TO:

EXT. HIGHWAY 12 - BRYCE CANYON - AFTERNOON

Don and Jake are traveling eastbound.

They turn right at the next road after a sign that reads: BRYCE CANYON NATIONAL PARK.

INT. BRISTOL'S CAR - TRAVELING - CONTINUOUS

Through the windshield, WE SEE the Harley taking the turn-off to the park.

BRISTOL
What is this? The grand tour?

EXT. HIGHWAY 12 - BRYCE CANYON - CONTINUOUS

The Crown Vic turns toward the park, following the Harley.

EXT. BRYCE CANYON PARK ENTRANCE - MOMENTS LATER

Don pays the Ranger and the Harley cruises away from the booth, into the park.

INT. BRISTOL'S CAR - CONTINUOUS

Bristol is several cars back, hemmed in by RVs, tourist buses, and cars full of sunglass-clad sightseers.

He shakes his head wearily.

BRISTOL
Tourists.

DISSOLVE TO:

EXT. SUNSET POINT - AFTERNOON

Don and Jake stand at the overlook, the saddlebags draped over Don's shoulder. They're admiring the view, along with a score of other tourists.

THEIR P.O.V. - SILENT CITY

is truly a stunning formation. Spires of eroded sandstone reach heavenward like red and white alien skyscrapers.

JAKE

is stunned to silence. Don looks over at him.

DON
Told you.

Jake nods, speechless.

DISTANT P.O.V. - DON AND JAKE

stand at the overlook, their backs TO CAMERA.

BRISTOL

leans against a tree, smoking. His arms are folded as he impatiently waits.

DISSOLVE TO:

EXT. BRYCE CANYON MAIN ROAD - AERIAL - AFTERNOON

SERIES OF SHOTS:

A) Don and Jake cruise the road that snakes along the edge of the sandstone cliffs.

B) The deep green of the lodgepole pines contrasts sharply with the brown asphalt and the red and white sandstone escarpments.

C) Above, the sun moves across the cloudless, deep blue sky.

DISSOLVE TO:

EXT. AGUA CANYON OVERLOOK - AFTERNOON

Don and Jake are admiring the amphitheater full of vertical cliffs of red, ochre, and white.

THEIR P.O.V. - AGUA CANYON

is the park in miniature, combining all the best features: hoodoos, sheer red cliffs, towering arches, rich green pines, and a hundred mile eastward view.

DON AND JAKE,

quietly thoughtful, turn away.

Something catches Don's eye.

HIS P.O.V. - A FEW STALLS AWAY,

behind several other cars, a Crown Victoria sits quietly. Glare on the windshield prevent us from seeing who's in it.

DON

nudges Jake back on the seat.

DON

Let me drive awhile.

JAKE

But you drove all morning!

Don just gets on in front of him anyway.

Jake is angry, but doesn't say anything. He gets on.

The Harley ROARS to life and Don backs out of the space, pulling out of the semi-circular turn-out.

EXT. AGUA CANYON - TRAVELING - CONTINUOUS

Don looks in the rear view mirror.

HIS P.O.V. - THE CROWN VIC

slowly backs out of its space and turns onto the road, heading in their direction.

DON

gives it the gas. Surprised, Jake has to hang on tightly.

EXT. BRYCE CANYON MAIN ROAD - CONTINUOUS

The Harley speeds past. HOLD as it disappears around a corner.

After a couple of long beats, the Crown Vic appears and also disappears around the corner.

EXT. BRYCE CANYON MAIN ROAD - TRAVELING - MOMENTS LATER

Don is leaning forward, increasing the distance between them and the car behind.

Hanging on the back, Jake looks perplexed. He points at the Ponderosa Canyon viewpoint as they pass.

JAKE

Hey! I wanted to see that!

Don ignores him, focusing on the road ahead.

CUT TO:

EXT. BRYCE CANYON SERVICE ROAD - TRAVELING - MOMENTS LATER

Don turns onto a service road nestled among the pines.

He turns around and points the bike back toward the main road, which is visible through a wall of pine trees.

JAKE

What's going on?

Don ignores him and focuses on the road.

HIS P.O.V. - THROUGH THE TREES,

the empty park road can be seen. After a moment, a Crown Victoria passes.

CLOSER ANGLE - SLO-MO - BRISTOL

is driving the sedan, looking straight ahead. The car does not slow as it passes, but continues on, LEAVING FRAME.

DON'S FACE

shows surprise. He expected it to be Carrier. He shakes his head to clear it and puts the bike into gear.

DON

Well, that's basically it. Let's go.

Don steers the bike back toward the main road.

JAKE

But you said Rainbow Point was awesome!

Don shrugs and turns onto the road, towards the park entrance.

DON

Just more of the same.

They speed away in the opposite direction of the Crown Vic.

CUT TO:

EXT. RAINBOW POINT - LATER

Bristol's Crown Vic pulls into the parking loop at the road terminus.

INT. BRISTOL'S CAR - TRAVELING - CONTINUOUS

Bristol rolls along slowly. The loop is nearly full of cars, RVs, buses, and people.

He sees the rear of a black motorcycle with saddlebags, just beyond a big white RV. He slows. As he passes, two leather-clad bikers, a husband and wife, standing next to the bike, COME INTO VIEW. They are putting on their helmets, chatting.

Bristol continues on, passing more cars and people. While there are several bikes scattered around, the Harley is nowhere to be seen.

BRISTOL

completes the loop and suddenly has a revelation. He pounds the steering wheel in frustration.

BRISTOL

They made me!

EXT. RAINBOW POINT - CONTINUOUS

The Crown Vic PEELS out of the parking lot.

DISSOLVE TO:

EXT. BRYCE CANYON PARK ENTRANCE - LATER

Don and Jake ROAR past the toll booths at full speed, heading out of the park.

DISSOLVE TO:

EXT. HIGHWAY 12 - LATER

SERIES OF SHOTS:

A) CAPITAL REEF: Steep, sheer cliffs rising majestically above flat sandy canyon floors.

B) BOOK CLIFFS: Blasted, sun-drenched flatlands, ending abruptly in sheer, multi-hued cliffs.

C) ESCALANTE: They pass through the tiny, sleepy town.

D) CALF CREEK: They cruise past a verdant oasis hidden in a steep, rocky canyon.

E) THE HOGSBACK: The Harley winds along a barren spine of shale and dusty sandstone.

In each shot, Don drives. He looks back over his shoulder a time or two. Toward the end, Jake is looking back, too.

DISSOLVE TO:

EXT. GOBLIN VALLEY PARK ENTRANCE - EVENING

The Harley, now on a narrow road, passes a sign that reads: GOBLIN VALLEY STATE PARK.

The narrow brown asphalt road in either direction is empty. The bike throws a long shadow to the left. It is nearing sunset.

EXT. GOBLIN VALLEY OVERLOOK - MOMENTS LATER

Don and Jake stand at the overlook near the brown metal picnic pavilions, looking out across the small, strange amphitheater.

Its barren, red, moon-like surface is dotted with what look like globs of wet beach sand dripped from giant cupped hands, now bathed in rich golden light cast by the setting sun. Their shadow reaches down the gentle slope before them.

Don is trying to look interested at the vista, but is failing.

JAKE

Who's following us?

DON

No one.

JAKE

Then why were you looking behind us every two minutes? Was it that car we saw in Bryce?

DON

Let's set up camp before it gets dark.

He turns to the load on the rear of the bike.

Jake watches, unsatisfied with the non-answer.

After a moment more, Jake drops his backpack to the ground. He mounts his skateboard and starts doing maneuvers in the empty parking lot, ignoring Don.

Don looks up from what he is doing, watching Jake out of the corner of his eye. Then he looks back over his shoulder.

HIS P.O.V. - THE ROAD

leading toward the parking lot is empty. No tell-tale dust rises above it as far as the eye can see. They are completely alone out here.

DON

sighs with relief and turns back to his task.

DISSOLVE TO:

EXT. GOBLIN VALLEY - GOLDEN HOUR

The sun has slipped behind the western hills. Don and Jake are walking among the man-sized mushroom-shaped pinnacles in the small bowl-shaped valley.

The low cliffs ringing the bowl are deeply eroded, their fins glowing red in the fading light.

Overhead, the first stars in the east are beginning to glimmer in the cobalt sky.

A crescent moon reclines just above the tops of the cliffs.
It's a strange, alien view.

Jake, however, is not easily distracted.

JAKE

I saw your face when that car went
by us at Bryce. Who was it?

Don turns. It's no use lying now.

DON

My shylock.

JAKE

What's a shylock?

Don laughs, in spite of himself.

DON

You got a tattoo and you don't even
know what a shylock is?

JAKE

A loan shark?

Don nods.

JAKE (CONT'D)

He followed us clear to Vegas? Jeez,
how much do you owe him?

DON

A lot. Forget it. I'll pay him off
when we get back home.

Now it's Jake's turn to laugh, surprised at Don's naivete.

JAKE

He wouldn't be following us for a
thousand miles if he just wanted his
share. He means to get all of it.

Don looks back toward the overlook.

HIS P.O.V. - THE OVERLOOK

sits on a low rise to the west, a couple hundred yards away.
The Harley's chrome glints between the brown corrugated metal
picnic pavilions.

DON

We better get back. I don't have a
flashlight.

Jake pulls his out and flicks it on, aiming it at Don's face.

JAKE

I do.

DON

So lead the way.

He makes a sweeping gesture, inviting Jake to go first.

Jake stands his ground.

Don shrugs and heads back.

Jake shines his light on Don's back. It flickers; the battery's weak.

JAKE

Is that your only response? Clam up
and walk away?

Don just keeps walking.

DISSOLVE TO:

EXT. GOBLIN VALLEY OVERLOOK - NIGHT

Don and Jake are sitting around a fire CRACKLING inside a low concrete ring. Jake is eating jerky and drinking soda. Don is smoking. Silence is heavy in the air. It's clear nothing has been said for some time.

Suddenly, Don throws his cigarette into the fire. He gets up and walks toward the overlook.

Jake watches him go, then goes back to tightening the trucks on his skateboard.

AT THE OVERLOOK,

Don pulls out the pill tin and opens it. Empty. The look on his face reveals he's in great pain. He shoves it back into his pocket and pulls out the metal whiskey flask, tipping it to his lips. It, too, is empty.

DON

Good time to quit anyway.

He stows the flask and turns back toward the fire.

HIS P.O.V. - JAKE

is working on his board, deeply focused on his task.

DON'S FACE

is filled with frustration, regret, and longing. Each feeling crosses his face for a moment and then is replaced by another painful emotion. Finally, resolve steels his nerves.

DON (CONT'D)

(sotto voce)

Okay, Downhill, you can do it. The truth, now. Nothing but.

He heads back toward the fire pit.

EXT. GOBLIN VALLEY OVERLOOK - MOMENTS LATER

Don sits down opposite Jake, across the fire ring. He looks haggard and old, his weathered face deeply etched. The saddlebags sit next to his feet.

Jake ignores him, still working on his board.

JAKE

You get your fix?

DON

I told you, they're pain pills.

JAKE

For what?

A long moment passes as Don wonders how to phrase the truth. He's about to speak when Jake interrupts:

JAKE (CONT'D)

You know, only liars have to think about what they're going to say.

DON

You would know.

JAKE

What's that supposed to mean?

DON

I know you use drugs, Jake.

JAKE

Do not.

DON

I saw it on your face when I saw you on Main Street back home.

JAKE

Ha. You were the one who was stoned.

DON

I'd just gotten the shit kicked out of me. But I knew: you're using.

JAKE

Takes one to know one, huh?

DON

Yeah. That's right.

JAKE

I sip some of Rollie's hard stuff now and then. And maybe puff a joint or two. But that's nothing compared to what you do.

DON

Not yet, but you're right on track.

Jake slams his board down and gets to his feet, livid.

JAKE

Quit trying to play "Dad." I don't need one and you're no good at it.

(beat)

Are you really gonna give me all that money or are you just jerking me around, like you did Mom?

DON

Leave your mom out of this.

JAKE

Like you did?

Jake is shaking with rage. Years of pent-up anger at a non-existent father crackles in his eyes and balls up his fists.

Don can't look at him, so he stands and turns away.

His father turning his back on him again is more than Jake can take. He lunges across the fire, tackling Don.

They roll on the hard dirt. Jake pummels his father. His anger and frustration, combined with Don's weakened condition, make it no contest. Finally, Jake punches Don in the stomach. Don doubles up, gasping.

With Don incapacitated, Jake rifles through his jacket, pulling out the pill box and the flask. Grimly triumphant, he opens the box. It's empty. He opens the flask and tilts it. A single drop falls from the lip.

He jumps up and hurls both items at Don, who's still bent over in pain.

JAKE (CONT'D)

No wonder they call you "Downhill."

He stomps back toward the fire and sits back down, seething.

DON

slowly gets to his feet and hobbles back to the fire. He sits down. His nose is bleeding and he draws his arm across his face, leaving a red streak on the jacket sleeve.

Jake is glaring at him, daring him to say something.

For a long moment Don doesn't look up, but he can feel Jake's hateful stare. Finally:

DON

You're right. That's what they call me.

(beat)

I'm an expert on ruining lives -- so I know it when I see it.

Jake rolls his eyes and spits on the ground.

DON (CONT'D)

I was a lot like you. I had a great future. Wasn't anything I couldn't do if I put my mind to it.

He waits for a comment from Jake. None is forthcoming.

DON (CONT'D)

You wanna know what happened to me?

JAKE

Whatever.

DON

I saw my father have a man killed.

Jake finally looks up.

DON (CONT'D)

That's right. I wasn't much older than you are when I came home late one night, well past curfew. I took off my shoes and was tiptoeing down the hall, trying not to wake anyone. He was in his den, talking on the phone, telling someone to "get rid" of a guy.

JAKE

Maybe he was firing him.

DON

At least. A few days later, my mom came downstairs wearing a black dress. She was going to a funeral for a man who died in a construction accident on one of Dad's projects. Fell into a trench where there was a bunch of rebar sticking up for a retaining wall.

JAKE

Might have been a coincidence.

DON

It happened at two o'clock in the morning. He was the shop steward.

JAKE

The what?

DON

The union representative.

Jake has no response to this, so Don goes on:

DON (CONT'D)

You can't imagine what it was like, because this man -- my dad -- was everything to me. To me and everybody else. Civic leader, Kiwanis president, church elder, you name it. When I saw the dead guy's picture in the paper, I remembered him: Dad had had him and his wife over to the house for dinner.

Don buries his head in his hands, shaking his head.

DON (CONT'D)

For dinner, for Christ's sake.

JAKE

So that's when you started taking drugs?

DON

No, that's when I started taking drugs seriously. Every time I saw my dad I wanted to shout his guilt to the whole world. But I didn't.

JAKE

So instead of confronting him, you decided to ruin your own life?

Don looks up. That's about it, all right.

JAKE (CONT'D)
That's still a shitty excuse.

DON
It was the only one I had.

JAKE
Well... at least you had a dad.

DON
(taken aback)
You really think it's better to have
someone to hate than to have no one
at all?

Jake shrugs. That, too, is about right.

BRISTOL (O.S.)
You two oughta go on Oprah.

Jake and Don turn.

THEIR P.O.V. - FRANK BRISTOL

steps into the light, his gun leveled at them.

DON AND JAKE

jump to their feet, surprised.

BRISTOL (CONT'D)
That's a pretty good story -- doesn't
even sound rehearsed.

Jake looks at Don. Could he have been lying?

DON
I thought we lost you.

BRISTOL
Hey, you know me. I'm the monkey on
your back.
(beat)
One of them, at least.

He looks at the saddlebags at Don's feet, shaking his head.

BRISTOL (CONT'D)
Unbelievable. Most people lose money
in Vegas, but you manage to beat the
house.

DON
We were... I was headed back to pay
you, Frank.

BRISTOL

The vig alone is over fifteen kay now. You got that much?

Don nods.

BRISTOL (CONT'D)

Not that I don't believe you, but why don't you just toss those saddlebags over here so I can check?

DON

I'll pay you whatever I owe you.

BRISTOL

I'm sure you will. But seeing how full those bags are, I'm guessing you owe me more now. A lot more.

DON

Fine. Just take it. All of it.

JAKE

(to Don)

No! You can't!

(to Bristol)

It's not his, it's mine!

Bristol laughs and turns the gun on Jake.

BRISTOL

Okay. So you give it to me.

Jake shakes his head furiously.

Bristol looks around. They are completely alone, miles from anywhere, and everyone present knows it.

BRISTOL (CONT'D)

Then I'll just take it. And who's gonna gonna stop me? A wasted old doper? A kid with a stupid haircut? Please.

Don steps forward, hands raised.

DON

I gave it to you. Take it and leave us alone.

BRISTOL

(to Jake)

Your old man catches on quick. How about you?

JAKE

Bastard!

BRISTOL

Hmm. You know he left some important parts out of the sob story he just told you.

DON

Leave him alone, Frank. He's just a kid.

BRISTOL

Yeah, but whose kid is he?

Jake is stunned. He glances at Don, who is shaking his head at Bristol's pointless cruelty.

DON

Just take the money and go. We won't follow.

BRISTOL

First true thing you've said tonight.

Suddenly, Don knows that Bristol intends to kill them both.

DON

Don't do it, Frank. We won't say anything. Won't tell anyone.

(to Jake)

Will we, Jake?

JAKE

You can't take it. It isn't yours.

Bristol cocks his head, a little surprised at Jake's nerve.

Don picks up the saddlebags, holding them out to Bristol.

Jake reaches for them but Don jerks them away.

JAKE (CONT'D)

You said it was mine.

BRISTOL

(laughing)

How long have you actually known your dad, kid?

DON

Take the money and leave. Please.

BRISTOL

And you won't tell a soul.

DON

That's right.

Bristol glances at Jake, who's glaring daggers at him.

Don notices Jake's demeanor and takes a step toward Bristol.

DON (CONT'D)

If you don't believe us, then take me with you. Just leave the boy alone.

BRISTOL

You wouldn't make a very good hostage. You don't think you'd even make it back to Salt Lake.

Don doesn't say anything, but his face reveals that this is the worst possible thing Bristol could have said.

JAKE

What?

BRISTOL

(to Jake)

You mean he didn't tell you?

(to Don)

I can't believe you didn't use that one on him. It's a real tear-jerker.

(to Jake)

Hey, kid, your old man's hanging up his spurs. He's got the big "C."

(to Don)

After all the drugs you've done, you go and die of cigarettes. That is so... you.

JAKE

(to Don)

So that's how you got Mom to let me go with you. When were you gonna tell me?

Don looks at him miserably. The look on his face says he wasn't sure he was ever going to tell him.

BRISTOL

That was probably on a "need to know basis," kid. When he needed something from you, you'd know.

Don tosses the saddlebags at Bristol's feet.

DON

There's a million dollars in there. Take me with you as security. Just leave the boy here.

Bristol looks at the black bags at his feet.

BRISTOL

A million dollars?

(MORE)

BRISTOL (CONT'D)

Man, when your ship comes in, it's
the friggin' Queen Mary!

(beat)

But I'm not taking you, Hill -- you
got nothin' to lose.

He points his gun at Jake.

BRISTOL (CONT'D)

But the kid. He's a different story.

JAKE

I'm not going anywhere with you.

Bristol cocks the gun.

BRISTOL

Suit yourself.

He squeezes the trigger.

At that instant, Don jumps in front of Jake, taking the
bullet. He collapses in a heap on the ground.

Jake stands frozen, stunned.

Bristol crosses to Don, bending to him.

BRISTOL (CONT'D)

Shit, Hill, why'd you go do a stupid
thing like that?

JAKE (O.S.)

Hey, mister.

Bristol turns toward Jake, who's behind him.

Jake swings his skateboard like a Louisville Slugger, a
roundhouse that connects with Bristol's jaw with bone-
crunching accuracy. As he goes down, his gun flies from his
hand.

Jake's skateboard, now in pieces, drops to the ground. He
rushes to Don and tears at Don's jacket. Don's hands clutch
at his stomach, which is crimson with blood.

JAKE (CONT'D)

Oh, God.

DON

Wish I had those Vicodin about now.

JAKE

I gotta get you to a hospital!

DON
Wouldn't make it. Too far.

Jake's eyes are glazed with fear. He looks around wildly.

Don grabs his hand and clutches it tightly.

DON (CONT'D)
Listen to me. Jake? Jake?

Jake's attention is pulled back to Don.

DON (CONT'D)
What he said back there? About you
not being my son? He was lying.

JAKE
I know.

DON
You believe me?

JAKE
Yeah. I believe you, Dad.

Gratitude fills Don's eyes.

DON
Thanks.

JAKE
For what?

DON
For calling me "Dad."

Jake is overcome. He clutches Don, who is white as a sheet.

JAKE
You can't die. You can't!
(beat; tearfully)
I just met you.

He is crying now, and his tears make Don mist up as well.

DON
Jake, promise me something.

JAKE
What?

DON
Promise you won't be like me, okay?

JAKE
Okay, but only the bad parts.

DON

So there are some good ones?

JAKE

Lots.

He struggles to say more, but can't because he's choked up.

Don coughs, turning away. When he turns back, there's blood on his mouth. He takes a deep breath, exhausted.

DON

Been a hell of a ride.

JAKE

Dad? Dad?

Don's eyes have closed. Jake shakes him and Don opens his eyes. They are hazy; the light inside is flickering.

JAKE (CONT'D)

It was my fault! If I had just let him have the money!

DON

Wouldn't matter -- he was going to kill us anyway.

(beat)

I love you, Son.

Jake stops and looks at Don.

JAKE

I love you, too, Dad.

Jake hugs Don tightly.

Don smiles. A great burden has been lifted.

DON

It's all downhill from here.

He smiles wanly, then closes his eyes.

Jake holds him tightly, tears coursing down his cheeks.

We PULL BACK across the fire ring, PASSING the saddlebags lying in the dirt. Hidden behind them, the barrel of Bristol's gun is VISIBLE.

A long beat.

Then, in the b.g., Jake's eyes suddenly open wide. He stares DIRECTLY INTO CAMERA.

HIS P.O.V. - BRISTOL'S BODY

is gone. Only the saddlebags remain.

JAKE

gently lays Don down and gets up slowly, nerves jangling. He looks around.

HIS P.O.V. - PAN THE AREA.

Bristol is nowhere in sight. Beyond the small circle of firelight, complete darkness prevails.

JAKE

looks around for something to use for a weapon. He picks up a log from the fire and holds it like a torch. He slowly turns around in a circle, scanning the darkness.

BEHIND A BOULDER

a few yards away, Bristol pulls back. His chin is gashed and his nose is bleeding, obviously broken. He's in a great deal of pain, but his mind is still working. He hazards another look toward the fire.

HIS DOUBLE-VISION P.O.V. - JAKE

is holding the torch high, peering into the darkness, turning slowly around in a circle.

PAN TO the saddlebags at the edge of the firelight. Behind the bags, hidden from Jake's view, is the .45 revolver.

PAN QUICKLY to Jake, then BACK to the gun. Slowly, the VIEW RESOLVES as Bristol's vision clears.

BRISTOL

wipes blood from his eyes. He gets up slowly, clutching the rock. He peeks over the top.

HIS P.O.V. - JAKE

is now standing with the torch, looking down at Don's body, his back to CAMERA.

BRISTOL

quietly LEAVES FRAME.

ANOTHER ANGLE - JAKE

looks down at Don, tears in his eyes. His expression speaks volumes about love and loss.

BRISTOL

has moved closer. He is crouching down behind a picnic table.

HIS P.O.V. - A DIFFERENT ANGLE - JAKE

has put the torch down and is fussing with his flashlight. It obviously isn't working. He shakes it in frustration, still looking up now and then and scanning the darkness. Unfortunately, he's looking mostly in the opposite direction from our P.O.V.

JAKE

turns and spies the saddlebags beyond the fire ring. He goes over to them. Suddenly, he stops.

HIS P.O.V. - THE GUN

lies behind the bags, almost hidden from view.

JAKE

reaches for it.

Suddenly, he is clipped from behind. His flashlight flies out of his hand and he goes sprawling into the dirt.

BRISTOL,

his face covered with blood, stands over Jake.

BRISTOL
You little shit.

Suddenly, he freezes.

HIS P.O.V. - JAKE

rolls over onto his back, holding the revolver in both hands.

BRISTOL

backs away, his hands raised.

BRISTOL (CONT'D)
Now, wait a minute, kid.

Jake gets to his feet. The gun shakes in his trembling hands.

BRISTOL (CONT'D)
It was an accident! You saw it.

JAKE
This won't be.

BRISTOL

All I wanted was the money he owed me. I wasn't going to hurt anyone, kid.

JAKE

My name's not "kid." It's Jake. Jake Hill.

Jake pulls back the hammer with both thumbs. CLICK!

JAKE (CONT'D)

And you shot my dad, you son of a bitch.

Bristol falls to his knees, all hope lost.

VOICE (O.S.)

Don't do it.

Jake looks around.

Bristol looks up, surprised.

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

Put it down, Jake.

Jake glares at Bristol, wondering if he has an accomplice.

JAKE

Who are you?

VOICE (O.S.)

Put it down. Do it now.

There's an audible CLICK as a pistol slide is racked.

JAKE

No. You put it down!

VOICE (O.S.)

(laughing)

You don't even know where I am.

Jake whirls around, waving the gun, unsure.

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

Come on, Jake. Lower the gun and I'll show myself.

Jake lowers the gun a little. Something about the voice...

A SOUND, and Jake whirls, raising his gun again.

HIS P.O.V. - A SHADOW

in the darkness takes shape. A man steps into the firelight. It's Harlan Carrier. His head is bandaged and one arm is in a sling. He's holding a Beretta. It's pointing at Jake.

Bristol hangs his head, disappointed.

JAKE

Who are you?

CARRIER

Your uncle's office? Vegas?

Jake recognizes him, but he keeps his gun raised anyway.

JAKE

What do you want?

Carrier moves forward, sidling past Jake toward Bristol, who sits on the ground, his face coursing blood, defeated.

Carrier picks up the saddlebags. He turns to Jake.

CARRIER

To tie up a loose end.

He suddenly whirls and backhands Bristol across the kisser with the heavy saddlebags. Bristol goes down, out cold.

Carrier turns back, slinging the bags over his shoulder.

CARRIER (CONT'D)

That's for trying to kill me.

Carrier shoves his pistol into his shoulder holster.

Jake still has his gun trained on Carrier.

JAKE

I guess you want the money, too.

Carrier drops a shoulder. The saddlebags fall to the ground. He puts his hands on his hips, revealing his holstered Beretta, a hint for Jake to remember who he's dealing with.

CARRIER

Listen. I got pulled out of a car wreck this afternoon, so you'll forgive me if I'm a little irritable, all right? So just put the gun down and let's have a talk.

JAKE

We can talk just fine like this.

Suddenly, Carrier is hit from behind, and he stumbles forward, narrowly missing the firepit, Bristol on top of him.

Jake jumps back, the gun in his hand forgotten.

Bristol raises his hand over Bristol. He holds a large knife.

Carrier grabs Bristol's knife hand. They wrestle, Bristol trying to get Carrier's gun at the same time he's trying to stab him.

Bristol finally manages to get the gun free. He points it at Carrier.

Carrier knocks it from his hand.

They roll on the ground, grappling.

Jake doesn't know who should prevail.

JAKE (CONT'D)

Stop it!

When they ignore him, he FIRES into the air.

At the sound of the gunshot, Carrier and Bristol both freeze, wondering if the other one just got shot.

A moment later, Bristol stiffens, eyes opening wide. He falls back.

Carrier rolls off him.

A KNIFE

protrudes from Bristol's chest.

CARRIER

looks around.

HIS P.O.V. - HIS GUN

lies in the dirt a few feet away.

CARRIER

wearily begins crawling toward it.

THE BERETTA

jumps as Jake FIRES a round into the dirt by it.

CARRIER

stops, his hand only inches from the gun.

JAKE

is pointing his gun at Carrier.

JAKE (CONT'D)

I mean it.

CARRIER

looks up at Jake.

HIS P.O.V. - JAKE

is shaking, the gun clutched in both hands.

CARRIER

slowly reaches for the gun.

CARRIER

No. You don't.

He gets to his feet. He's covered with Bristol's blood and some of his own. His bandages are torn and dirty and his hair is a wild mess. He points his gun at Jake.

CARRIER (CONT'D)

But I do. Now drop it.

Jake holds his ground.

TWO SHOT - JAKE AND CARRIER

face each other on opposite sides of the fire ring, each one with his arm outstretched, pointing his gun at the other.

CARRIER (CONT'D)

I said, drop it!

Jake jumps at the command. He's terrified, but he knows if he lowers his gun, his life is forfeit.

CARRIER (CONT'D)

I could have shot both of you from the darkness and saved myself another trip to the hospital.

He chuckles darkly and feels for blood above his eye. He lowers his hand and examines it. He's bleeding, all right.

JAKE

Take the money and go, then.

CARRIER

You want me to take the money?

JAKE

Two people are dead! I just want this to be over. So take the money and go!

(MORE)

JAKE (CONT'D)

(beat)

But leave your gun. I'm not stupid.

Carrier's face shows wonder at the kid's pluck.

CARRIER

No. I guess you're not.

He slowly bends and places his gun on the ground. Then he straightens and starts toward Jake.

Jake backs away, his gun still leveled at Carrier.

Carrier passes Jake and kneels down by Don's body. He puts his hand on Don's brow, studying his lined, weathered face.

JAKE

Get away from my dad!

Carrier looks up at him, his eyes glistening. Softly:

CARRIER

Who?

JAKE

Downhill! Leave him alone!

CARRIER

His name is Don. Don Hill.

Carrier stands and passes Jake again, stopping to pick up the saddlebags.

Then he continues on toward the Harley, where he gently places them over the rear fender and turns.

Jake is still pointing the gun at him.

CARRIER (CONT'D)

Your uncle Gerald sent me to look after you two -- see to it that you got home safely.

(beat; looks around)

Guess I botched that one.

He turns to leave.

JAKE

You don't want the money?

CARRIER

Of course I want it. But it's not mine -- it was his.

(beat)

I guess now it's yours.

He takes a step out of the light, then turns.

CARRIER (CONT'D)

Years ago, your dad turned down millions because he didn't want to be the kind of man that much money might have turned him into.

(beat)

Now that you're rich, I guess we'll see what kind of man you become.

He turns and walks into the darkness.

Jake stands alone in the circle of firelight, the gun slowly dropping to his side, his shoulders slumped.

Behind him, Don's body lies motionless on the ground.

PULL SLOWLY BACK to reveal a summer sky, full of stars.

FADE OUT.

FADE IN:

EXT. DOWNTOWN MAIN STREET - DAY

CLOSE-UP of a pair of battered Dekline shoes on a sidewalk.

Slowly CRANE UP to reveal a pair of bare legs covered with bruises, road rash, scars, and scabs.

CONTINUE CRANING UP to reveal a pair of oversized, baggy black jeans shorts and the obligatory exposed boxer shorts peeking out above them.

A black T-shirt now DESCENDS INTO FRAME, adorned with a skateboard logo. Of course, the shirt is strategically torn.

As we REACH chest height, we see two arms crossed, holding a battered but well-made custom skateboard. One hand moves and a logo of some sort on the T-shirt is revealed. We can't read it clearly, except for the first letter ("D") and the last ("L").

On one bicep is a familiar gothic tattoo, with crosses and thorns and gaping, empty-eyed skulls. BEGIN TILTING UP to REVEAL Jake's face. He's a little older, with a bit of stubble now on his chin.

CONTINUE TILTING UP, keeping Jake IN FRAME, and PULL BACK.

He's standing in front of a storefront with display windows filled with skateboard paraphernalia: shirts, shoes, boards, replacement parts, decals, the whole nine yards.

There are several KIDS his age and younger surrounding Jake. One of them is engaged in the animated retelling of a gnarly skateboard incident. The others, including Jake, listen.

The POSTMAN passes by, handing Jake a stack of mail.

INSERT - THE MAIL

as Jake sorts through it. Key on a letter and its postmark:
LAS VEGAS.

JAKE

opens the envelope and unfolds the letter.

CARRIER (V.O.)

"Dear Jake: Your dad's been gone almost a year now and something's been bugging me that I think you should know. He never would have told you; it wasn't his style. He only told me in a moment of weakness years ago. At that time he was still with your mom.

(beat)

He wouldn't speak to his father, so the old man asked me to keep tabs on him. Don didn't know that was why I was hanging around; he only knew I bought the drinks. Anyway, we were in a bar one night, gettin' sloshed. He pulled out a picture of you and your mom. You were just three or four then. As he looked at the picture, he told me this story:

(beat)

When he and your mom were first married, she got really sick and he had to rush her to the hospital. It was a long time before the doc came out of the OR, covered with blood. He said she was hemorrhaging inside and if they didn't remove her female parts, she would probably die. This was before you were born, of course. Well, Don knew how bad Gloria wanted kids, but she was unconscious and he couldn't ask her what to do. The doc said the answer was obvious: take 'em out. But Don knew if they did, she'd kill 'em both. Couldn't they just take out the most damaged parts, but leave her enough so she could still have kids? The doc thought he was crazy, but he did like Don asked.

(MORE)

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

(beat)

Your mom almost died that night. She was in the hospital a long time, recuperating. Your dad only left her side once, to go get a tattoo. You might have seen it: it's your mom's name.

(beat)

Anyway, when he finished the story he just sat there looking at that picture of you and your mom. I realized then how much he really loved her -- loved her enough to do what she wanted, even if it meant losing her forever.

(beat)

I don't think Gloria ever knew what a hard decision that was for him. He usually ran away from tough choices, but not that night. And not the night he died. I know how much he loved your mom. I wanted you to know how much he loved you, too. He saved your life, Jake. Saved it twice.

(long thoughtful beat)

He did the best he could, son -- that's all any of us can ever do.

(beat)

Thought you should know. Be good.
Harlan Carrier."

During this, we have been slowly PUSHING IN on Jake's face, one emotion eclipsing another: casual interest overcome by curiosity, curiosity replaced by rapt attention, rapt attention pushed aside by dawning revelation, dawning revelation finally subdued by profound understanding.

Jake blinks back a tear as he folds the letter, tucking it inside the envelope. Then he turns and looks behind him.

FOLLOW HIS LOOK: TILT UP and PULL BACK. The store name is coming INTO VIEW.

Above the windows, WE SEE the name of the skateboard shop -- his shop -- in black and chrome lettering:

DOWNHILL

CONTINUE PULLING BACK as we CRANE UP, revealing the entire shop, the skate rats out front, and the street, a busy thoroughfare, where Jake is making his mark in the world.

FADE OUT.

THE END