

MEGALOPOLIS

by

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Unspecified Draft

FADE IN:

1

EXT. NEW YORK - DAY

1

AERIAL VIEW - THE CITY

Gateway to modern America. Seven bridges and four tunnels, millions of automobiles jammed solid as the sun is breaking out of the clouds, revealing a city ablaze with light, world center of culture, economics and power.

MUSIC UP:

"M E G A L O P O L I S"

CREDIT TITLES PLAY over:

MONTAGE of the gigantic island city, great towers of steel and glass reach upwards as trails of ants move through its canyons, eventually recognizable as human life. PEOPLE of all classes, patricians, citizens, and a vast proletariat consisting of workers from the distant corners of the empire. This is ROME of modern time, replete with the tragic confusions and uncertainties of the world of today, so full of fear and yet so full of promises and opportunity.

NEW VIEWS

Tolls being collected; bills counted, the traffic makes its way through a huge marble archway toward the city beyond.

NEW VIEWS

People moving through the avenues and byways encompassing every activity, labor, diversion, perversion and expression of wealth and impoverishment imaginable. Crossing the streets; going up escalators, we begin to HEAR the buzz of the city, its gossip.

PEOPLE (O.S.)

Talented, yes -- a genius,
possibly.

OTHERS (O.S.)

The man's a lecher and a womanizer
-- he's the moral cancer of this
city.

VIEWS ON NEWSPAPER PRESSES

Gossip rolls out.

(CONTINUED)

1 CONTINUED:

1

ANOTHER

Who ever elected Catiline?

CLOSE VIEW ON MANICURIST HANDS

WOMAN (O.S.)

He's very attractive -- so, so
magnetic, charming.

KNOWING WOMAN (O.S.)

I think he's evil.

2 EXT. THE CHRYSLER BLDG. TOWER - DAY

2

The radiant aluminum crown flames in the morning light, a
symbol of hope.

STUDENT (O.S.)

What is the Design Authority,
anyway? It seems to control
everything.

3 INT. ELEVATOR - DAY

3

Filling with people going to work this morning.

MAN

I can't believe he'd do something
like that?

WOMAN

Something like what?

ANOTHER

Serge Catiline.

Elevator stops; people get out and in. One new man
overhears the name.

NEW MAN

You heard?

MAN

Serge Catiline fired his entire
office in a rage. Threw a box of
drafting pencils at them. One man
was injured in the eye!

NEW MAN

It's true -- twenty people let go.

(CONTINUED)

NEW WOMAN

You know he once tried to kill his
wife -- with an overdose --

Elevator stops once again, more people come in and go out.
A new man enters, his arms filled with document folders.

NEW WOMAN

They say she's still in a coma
somewhere.

DOCUMENT MAN

And got away with it! Acquitted!

Elevator door opens again with people getting in and out,
including a stylishly-groomed MAN in his forties, whose
presence causes a change in the conversation.

WOMAN

-- the new copy machine is a
lemon.

NEW MAN

It's not reliable and it's
overpriced.

WOMAN

Those copiers aren't
(awkwardly)
... what they used to be...

VIEW ON THE MAN

Eyes you can't tell about -- features well-suited to the
look of indifferent dignity. We remain on the immaculately
dressed and groomed SERGE CATILINE as he moves out of the
elevator, and passes through the lobby. A group of art
students look up at the murals and displays depicting many
great Design Authority projects -- bridges, parkways and
buildings -- while a uniformed PAGE declares:

PAGE

... artist and scientist, Serge
Catiline was appointed as sole
director of the Design Authority
in 1967, with jurisdiction over
all bridges, parks, tunnels and
fairgrounds --

3 CONTINUED:

3

MOVING VIEW ON MURALS AND PHOTO DISPLAYS

Showing Catiline working with his design team; photos of him white-coated in a laboratory; bare-chested working along with steel crews at a building site.

VIEW ON THE TOUR GROUP

The young women cannot help but exhale a noticeable 'ahh,' not realizing that the man himself passes behind them and up the staircase leading to his offices.

PAGE

In 1992, Dr. Catiline was awarded the Nobel Prize for his work on molecular-modulated polymers -- known under the trade-name 'Megalon.'

4 INT. CLOUD TOWER - DAY

4

High atop the Chrysler Building is the 'Cloud Tower,' an atelier Catiline designed for himself. He moves to the triangular-shaped windows and looks across the skyline of the city.

PAGE (O.S.)

His projects are always distinguished by a sense of innovation and beauty that changes the way we see.

CLOSE ON SERGE

Taking a breath of both yearning and satisfaction. Then he exhales.

5 EXT. RIVERSIDE HOUSING PROJECTS - DAY

5

Rows of project buildings implode and collapse amid clouds of dust, smoke and rubble.

MOVING VIEW

The former tenants of these buildings watch helplessly through the cyclone fencing and police barriers, coming upon the shreds of the eviction notice "Tenant Relocation Operations Are Planned. (signed) Serge Catiline, Design Authority Construction Coordinator."

6 INT. CLOUD TOWER - WINDOWS - DAY 6

Serge moves to the large triangular window of the top of the Chrysler Bldg. He opens it and steps outside, anticipating something, an upcoming moment that shows in his eyes, fearful.

7 EXT. CLOUD TOWER - DAY 7

Looking upward for a sign. Clouds are moving more rapidly across the sky, creating a strobe effect of light and shadow on him as the sun appears across the horizon. We wonder if he's suicidal or just trying to prove his courage.

VIEW DOWN

His gleaming Italian shoes step closer to the edge. There's the great fall to the busy streets below. It seems as though natural events are hurrying by, speeding.

NEW VIEW

Serge lets go of the railing, first one hand and then the other. He's on his own now against the elements, against nature, against time. His eyes close in deep concentration.

CLOSE SHOT - SERGE

His eyes open, now blazing with power.

MEDIUM VIEW - CHRYSLER BLDG. TOWER

Serge standing in the wind on the narrow edge, his hands extended to the sky. Clouds race wildly by him.

SERGE

Stop!

He looks up. It appears to him that the CLOUDS are frozen still. He looks down.

VIEW TO THE STREETS

The throngs of automobiles and trails of people appear FROZEN.

LOW ANGLE ON SERGE

He looks up and laughs triumphantly.

(CONTINUED)

7 CONTINUED:

7

SERGE

See? See?

He waves at the clouds and they MOVE away. Another laugh, then suddenly frightened, he steps inside the tower to safety.

SERGE

(whispered)

Who am I, to conquer time?

8 INT. EXHIBITION HALL - DAY

8

VIEW ON ESCALATORS

People moving up. The gossip continues:

MAN

Do you believe this Mayor they've come up with?

OTHERS (O.S.)

Did the bosses pick his name out of a hat?

ANOTHER

He was a piss-poor District Attorney.

VIEWS ON THE GOSSIP

Of the city; opinions, slander, rumors.

MAN

Mayor Cicero's inherited a mountain of DEBT and the banks are pulling the plug.

WOMAN

How can a city go bankrupt?

9 EXT. FULL VIEW - ENORMOUS MODEL OF THE CITY - DAY

9

MOVING VIEW ON MAYOR FRANK CICERO

Stocky and powerfully built but gentle, a man of humble origins. He worked his way through law school in his family's delicatessen. He is honest but ambitious -- capable of great conviction and feeling. He seems impatient on this important day, keeps rubbing his hands together.

(CONTINUED)

Bankers, union leaders, developers, and worried city officials are gathered around walkway catwalks suspended over a large model of the city.

VIEW DOWN THE CATWALKS

Revealing a banker, patrician, the richest man in the city and patriarch of the Hamilton family, EUGENE "GENE" HAMILTON, in his seventies.

GENE (O.S.)

May we now begin, I have another meeting in an hour.

His nephew CLAUDE HAMILTON is one of the city's notorious 'wild rich youth' being leashed-in by his powerful Uncle. The bank is represented by DAVY CATO, his protege and CEO of HAMILTON NATIONAL. Also representing the banks are TIM and TOM BONI, monozygotic twins who own the Boni Budget Bank, grown large enough to almost rival Hamilton National. They owe their beginnings to NUSH BERMAN the old party boss, a shuffling relic of the good old days. He's accompanied by MEADE MILO, an affluent, raffish black ward boss with a strikingly handsome face. Suddenly the catwalks they're on over the huge model of the city begin swinging.

NEW VIEW

Gene's nephew Claude is enjoying skipping from catwalk to catwalk, swaying them with exclamations of "Whee!" and "Whoo." Everyone hangs on to the railings in terror.

GENE

(annoyed)
Claude.

NEW VIEW

A stir at the entrance caused by the arrival of MIRIAM HAMILTON CARTERET, the Governor of New York and Gene's cousin. Her security people are concerned that the catwalks sway as she enters and is greeted.

FRANK

Welcome, Madame Governor. Follow me, ladies and gentlemen.

They cluster above a huge vacant space in the city model below. It borders the Hudson river, from 44th St. down about 15 blocks.

FRANK

Here it is! A hundred acres of land, fronting the river; soon to be vacant. A hundred acres for which all of us have had plans, but I have great news -- Bangkok and Madrid have dropped out, so we can move ahead with our World's Olympic Fair for 2012. CITYWORLD, the way of the future. Look for yourself, folks, there it is.

VIEW TO THE MODEL

As city staff roll in the model of the Mayor's 'World's Olympic Fair Park.'

FRANK

New high rises for those low-income people we've shifted temporarily to the Bronx; note the pavilions housing the end-all of shopping malls, a Mega-mall; the three-dimensional theater complexes and stadiums, all to be sponsored by the countries and corporations represented. We'll rent them out, and look -- the little parks and squares, note the size of the parking lots -- a monorail system! And this, Madam Governor, an electronic state-of-the-art gaming casino. Wins and losses go on your final hotel bill which, thank you Madam Governor, our city will both own and operate.

GOVERNOR CARTERET

Don't thank me, as you well know -- I opposed the legislation bitterly.

GENE

How much?

FRANK

It's been meticulously costed, Mr. Hamilton, to pay for itself within a decade if not sooner. It's money in the bank.

(CONTINUED)

GENE

But first you need the banks to raise the money to build it. Planning on floating a bond issue?

FRANK

Yes, sir. Naturally.

GENE

There's already too much city paper out there.

FRANK

The city is aware of that, Mr. Hamilton -- and no one more aware than I. But Cityworld represents a way out of debt. Apart from the casino takings, the rent, the percentage of profit from utilities --- think of the jobs Cityworld means. After those immigrants we've relocated to the Bronx return, there'll be jobs for all of them.

NUSH

Like the Mayor says, Cityworld is money in the bank. It's the biggest project the city's taken on in God knows how many years, and it's overdue. Which is why --
(smoothly)

I intend to use all my influence to make sure there will be no construction delays or trouble from the unions. Cityworld will come in under budget.

CLAUDE

*Labor Boss says
no labor loss!*

GENE

Cut the witticisms, Claude.
(to Frank)

Debt is debt, whether the debtor is a family or a city. Fat is fat and lean is lean. Now I've been around a long time --

TIM BONI

(whispered)

Far too long.

GENE

-- and I've never known a mayor
who didn't have grand schemes to
haul the city out of debt. Look
at this white elephant --

(sweeping his hand
over the model of
Manhattan)

The only time the city ever did
get out of debt was when the banks
took over and ran it.

TIM BONI

True.

TOM BONI

Very true.

CLAUDE

*Mr. Tim and Mr. Tom,
Bankers with aplomb!*

GENE

Will you keep your mouth shut,
Claude. You're hear to observe,
not talk.

CLAUDE

*It's really neat,
when you run concrete.*

GENE

I warned you, Claude, you're out
of here!

MOVING VIEW

Claude is glad to leave; dancing lightly across the
catwalks, he wiggles his brows at someone in the shadows
when he reaches the perimeter ledge.

CLAUDE

Sock it to 'em, Cousin Serge!

THE VIEW REMAINS ON SERGE CATILINE

Having been there listening to Mayor Cicero's pitch.

(CONTINUED)

VIEW ON THE MAYOR

Anxious not to lose their attention.

FRANK

(desperately)

Mr. Hamilton, Mr. Boni, Mr. Boni --
CITYWORLD is the way of the
future, I do assure you!

MOVING VIEW ON SERGE

Striding toward the assembled group, pushing the Boni twins
aside.

SERGE

What a charlatan you are, Frank.
Cityworld is a way of the past.
The same gasping fish in the same
high rise apartment boxes by the
same inept architects; the same
absence of good design. A casino
for God's sake! A place where
paychecks are lost and kids go
hungry.

GOVERNOR CARTERET

Hear, hear.

FRANK

When have you ever thought about
people, Catiline? I'm not the
charlatan, you are. Sitting on a
mountain of toll revenues this
city could use. I haven't seen
you worried about our growing
debt, Mr. Chairman of the Design
Authority!

SERGE

Oh, I'm worried Mayor Cicero,
though my solution to what ails
our city isn't a frantic grab at
revenue by fair means or foul.
What I'm planning to do with that
site won't milk paychecks or
contribute to vices we should have
outgrown by now.

(MORE)

SERGE (cont'd)

And it won't cost New York City a cent to build, because I already have the funds in hand, and I'll bring MEGALOPOLIS in at a fraction of the cost of your pathetic CITYWORLD.

They all are staring wide-eyed, for only one man knows what Serge intends to do.

VIEW ON GENE HAMILTON

He is also staring wide-eyed as the rest because he loves to see Serge in action.

GENE

Won't cost the city a cent, huh?

FRANK

This is an outrage. What do you mean, Catiline, what the hell is Megalopolis?

VIEW ON SERGE

SERGE

Megalopolis -- the city of tomorrow. On this site! As Chairman of the Design Authority, under its charter I have jurisdiction and I intend to build a dream city. A dream of a city.

FRANK

People can't live on dreams. People need jobs, housing, schools, hospitals. Cityworld will provide the income we need, the jobs we need.

SERGE

All Cityworld will do is grow old in a hurry and crumble. I'm going to initiate change, Frank, to create something new, something that won't be able to crumble.

Gene turns to the Governor.

GENE

He's got a point, Governor.

GOVERNOR CARTERET

That he does.

SERGE

Megalopolis will be built out of Megalon, which is imperishable. That's right, entirely out of Megalon. Maintenance? An occasional wash.

NUSH

Megalon is unsafe! Steel and concrete are safe, safe, safe!

GENE

I may not be able to win a Nobel Prize, but I can see potential when it's pushed under my nose. Like my nephew, who has won a Nobel Prize -- it's time we utilized the materials of the moment, and keep on improving them because research doesn't stop and I don't stop funding research.

TIM BONI

That you don't. But what's the price tag, Gene? I heard you hold the patents for everything coming out of Hamilton Research Laboratories.

GENE

What's wrong with that; it was good enough for Edison -- the guys who dream it up get to play with their toys, get top salaries and tenure, get whatever they ask for without waiting a year for an answer. And Megalon's made out of what there's plenty of -- garbage.

VIEW ON FRANK

Reeling from shock, Frank Cicero stands with Cityworld tumbling about his ears.

NUSH

Garbage, yet. I got no confidence from something made from garbage.

(MORE)

(CONTINUED)

NUSH (cont'd)

Steel and concrete are tried and true, steel and concrete won't let you down.

(turning on Gene
fiercely)

Well, if your Megalon is made out of garbage, Mr. Hamilton, you'll get none of New York's. New York garbage goes for landfill, my contract says so.

Gene roars with laughter.

GENE

There's never a shortage of that particular commodity!

FRANK

(using his authority
as Mayor)

Please, please! Catiline hasn't got the say here, I do! I am the elected official here! And I want to see Cityworld become an income-earning, prosperous reality!

SERGE

A stain on what the future should be.

FRANK

The future, the future! It's the present we live in and the present we should concern ourselves with.

SERGE

If we don't care about the future, there won't be one.

CLOSE VIEW ON FRANK AND SERGE

The former D.A. comes out in Frank. He almost seethes from hatred and envy of Catiline.

FRANK

Listen to him! Listen to Design Czar Catiline! Were you so cool and collected when you murdered your wife?

SERGE

As the former D.A., Cicero, you should know that's actionable.

(MORE)

(CONTINUED)

SERGE (cont'd)

I was acquitted in your courtroom,
remember?

FRANK

How can I forget? You made a
travesty out of justice.

SERGE

You mean you couldn't scare up a
shred of evidence.

FRANK

Did you make Megalon out of her
body, Serge?

(trembling with anger)

Is Lily a plastic girder? A wall
panel? X

Serge rolls up his plans and flashes a big grin.

SERGE

You're out of the race, Mayor.
I'm building it my way. As
Chairman of the Design Authority I
have jurisdiction over parks and
fairs and I already have the money
to develop the site.

FRANK

You're a fraud, Catiline, and so
is this... this Megalopolis of
yours. I promise you I will use
all the power of my office to stop
it.

REBECCA SILVER, the city's PR officer, tries to draw Frank
out of the room before he says too much.

REBECCA

Mayor, you're expected in the city
in less than an hour.

FRANK

Okay, okay. Okay, Rebecca.
(fuming)

It's a siren song to lure the city
onto the rocks!

REBECCA

Come on, let's go out the back
way. I can't face running into
that bunch in the foyer -- and the
parade can't start without you.

9 CONTINUED:

9

She hustles the Mayor out. Gene looks at Serge.

GENE

Well, Nephew -- I guess it's settled then. Megalopolis goes up on the site, not Cityworld.

MOVING VIEW ON GENE HAMILTON AND SERGE

They leave together, looking like father and son, Davy Cato on their heels, his face curiously disappointed.

VIEW ON NUSH AND MEADE

MEADE

(to Nush)

Nepotism reigns. How many Hamiltons are there, for God's sake?

NUSH

Too many.

(warmly)

You're like a son to me, Meade.

Meade's large greenish eyes betray no emotion save when they gaze upon the old man with complete love.

10 EXT. EXHIBITION HALL - DAY

10

Gene's vintage limousine is there, its door open. Gene steps in, followed by Davy. He peeks out the window.

GENE

You can build casinos with Megalon too if you have to, you know how that old saying goes?

A black Citroen pulls up.

SERGE

'You can't fight city hall?'
We'll see.

Serge's driver, an ex-linebacker named FUNDI with gorilla arms, is able to open the rear door without getting out. Serge steps in and the Citroen drives off.

11 EXT. TRIBOUROUGH BRIDGE TOLLS - DAY 11

Automobiles stop and go as they make their way into the immense city. Design Authority troopers halt cars and wave the Citroen across the lanes, toward the far side V.I.P lane.

MOVING SHOT

As the Citroen turns into a private lane marked "Design Authority Only" leading past the toll gates unhindered. A trooper salutes the Chairman.

12 INT. CITROEN - DAY 12

Serge turns on the TV in the Citroen.

VIEW ON THE TV

Stock market coverage by a financial newscaster, beautiful and sexy, 'WOW' BALTIMORE. She is the brilliant financial commentator and probably the most desired single woman in the city. Her nickname is based on the gasp everyone makes when they first see her. She stands in the middle of the trading floor; stock prices roll across the bottom of the screen.

WOW

(on TV)

...Chairman Gene Hamilton's departure isn't imminent, but corporate succession at Hamilton National affects the future of a financial-services company so vast, with 270,000 employees in 10-plus countries, as to challenge any individual to run it effectively.

Serge's phone RINGS. The divider glass goes up as he answers it.

SERGE

(on phone)

Wow, I'm watching you now.

WOW

(angry)

That was two hours ago -- I came home to meet you.

(CONTINUED)

12 CONTINUED:

12

SERGE

I tried to call you.

WOW

I don't understand you, Serge; do you understand yourself? Your needs? Your women? Do you even want to?

Serge notices the woman in the car alongside him, driving out of his VIEW.

SERGE

Yes, Wow I do --
(click, she hangs up)
I want to understand myself.

He waves his hand to stop time and reverses the traffic, so that the woman is back in his VIEW. She smiles.

13 EXT. THE CITY - DAY

13

The Citroen moves deeper into the crowded streets approaching a parade. Children in strange uniforms with their band instruments and flags, scouts, soldiers, cadets and policemen are congregating. A cop approaches the car as it is stopped by a blockade.

14 EXT. FIFTH AVENUE PARADE - DAY

14

Mayor Frank Cicero is marching with his wife TERRY. Rebecca Silver keeps shuffling them to different parts of the parade to avoid hecklers. Crowds boo; "Cicero you hack!"

REBECCA

They'll be no shortage of 'boos' out there, your honor. Maybe you want to leave the wife out of this.

FRANK

A parade isn't a parade without the Mayor marching.

TERRY

Let's march with the fire department, Frank. Who'd want to boo the fire department?

(CONTINUED)

CROWD

When will our garbage get picked
up, Cicero?

Crowds boo and jeer, some throw garbage before the cops can
stop them.

FRANK

My opposition's got ringers out
there. They'll probably follow me
all the way up 5th Avenue booing.
Who cares?

HECKLER

What about the shit in the
subways!!!

TERRY

You do, Frank.

Rebecca hurries them next to the marching firemen. Frank
moves even closer to Terry, almost wishing he could lean on
her.

FRANK

How am I going to go down in
history as the best Mayor since
Fiorello La Guardia if I can't
haul the place out of its
financial mire?

TERRY

Stand up straight, Frank -- and
for heaven's sake wave!

REBECCA

Where's Julia?

Frank scowls, waving.

TERRY

Don't bring up Julia to him now.

FRANK

They hardly know me yet. Think
I'm some nobody tagged to replace
the old mayor because he dropped
dead.

(throwing kisses)

They would love me if they knew
me.

14 CONTINUED:

14

TERRY

They will know you. It's in the cards.

15 EXT. CROSS STREET - DAY

15

VIEW ON THE CITROEN

Crowds are deep behind the police barriers. A Lieutenant notices the distinctive car stopping and steps up to the driver.

FUNDI

I got the Chairman of the Design Authority.

LIEUT.

Sorry, go ahead Dr. Catiline.

Serge gives a half-hearted wave and the Lieutenant snaps to attention, signaling his men to move the barricades and move out to stop the parade and let the Citroen through.

HIGH VIEW ON THE CITROEN

Moving through the crowds. Some recognize Serge's car and applaud his great public work.

VIEW ON FIFTH AVENUE

A whistle BLOWS as the police stop the parade just as the Mayor's party was about the cross.

FRANK

Applause? Who the hell is that for?

REBECCA

That's Dr. Catiline's limo.

THEIR POV

Serge's car being escorted across as the crowds part for it, applauding and cheering 'Bravo, Catiline!'

CLOSE ON FRANK

Watching enviously.

(CONTINUED)

15 CONTINUED:

15

FRANK

Stop the Mayor's parade for
Catiline?

NEW VIEW

The Citroen has moved through, but a few reporters with TV
cameras have cornered the Mayor.

NEWSMAN

Mayor, what about the casino?

FRANK

The casino will go ahead as soon
as funds can be found and
allocated.

NEWSMAN

Is it moral and ethical that a
government should profit from what
Serge Catiline says is a kind of
addiction?

FRANK

Are we of this city's
administration to cower and cringe
before a man who wasn't elected?
Who talks about the future to
people who haven't got a present!

Rebecca is signaling to the police to blow the whistle,
start the parade moving and get her boss out of the hot
seat. The whistle BLOWS -- the parade continues on.

FRANK

(waving
Thank you, everyone.

16 EXT. UPPER EAST SIDE APARTMENT - DAY

16

Serge emerges from his Citroen, and moves quickly into the
apartment building.

17 INT. WOW'S APARTMENT - AFTERNOON

17

MEDIUM VIEW ON WOW BALTIMORE

She stands before Serge naked except for the diamond
wristwatch which she taps with a polished fingernail. She
is very angry.

(CONTINUED)

17 CONTINUED:

17

In nature she's brilliant but narrow, conceited, arrogant, well aware that she is seductive heaven on a platter. She loves Serge because she can't bend him to her will.

SERGE

Aren't you going to catch cold standing there in only your jewelry?

WOW

Have you no concept of time?

SERGE

Actually, Wow, I don't.

She stalks into the bedroom. He follows.

18 INT. BEDROOM - AFTERNOON

18

Wow has slipped into the large bed covered with trays, magazines, Coke bottles, etc. A TV is playing a tape of her latest "MoneyWeek" show.

WOW

(on TV)

"Before we get to MoneyWeek's guest, Mr. Eugene Hamilton -- Chairman of Hamilton National Bank...

SERGE

For God's sake Wow, turn yourself off.

She turns the television off with a remote.

WOW

How can I when you turn me on like Times Square at dusk? How can I when you make me wait? I'm not one of your shop girls.

SERGE

Not at all, you're a high class bitch, Miss Baltimore. That's why I love you.

WOW

Hah!

(CONTINUED)

SERGE

The meeting with the city fathers took place and I won. I'm going to build Megalopolis!

WOW

Fuck Megalopolis. It means more to you than I do.

SERGE

Rejoice with me Wow, I won. I won!

He smiles to her; reaches out for her. She's still playing hard to get. His eyes roam the bedroom, offended as always by its slatternly appearance.

SERGE

I can't tolerate slobbery.

He walks around compelled to gather the wreckage up using one hand to shove her bottom aside impatiently while the other rescues a Chinese food carton and an empty candy bag from the bed. He tosses the stuff into the trash.

WOW

You're an obsessive-compulsive wacko, Serge. Anal as hell. I
(growl in her voice)
-- am oral.

SERGE

That's what I like best about you, my beauty.

He starts to move toward her but Wow throws herself into an easy chair and glowers at him.

WOW

Sit down, Serge. Is it too much to ask to have a little conversation?

His eyes closed, he shakes his head.

SERGE

No, Wow, of course it isn't. I'm sorry, go ahead. Look, I'm sitting.

WOW

Truly, Serge, the longer I know you the less I know you. What a way to start a conversation. But--all right, if the direct approach is the only one, here goes. It's time you and I got married.

That opens his eyes.

SERGE

Why?

WOW

Because you and I have been lovers for five years, and I am not getting any younger. I'll be thirty-five in November.

SERGE

I don't see what the one has got to do with the other.

WOW

It's this way, lover. I want to get married. I need to get married. The career is beginning to pall, I've gotten what I want out of it.

SERGE

The general description is that you're the most desired woman in New York City.

WOW

(flattered)

I believe I am. But yours and yours alone, my darling. No one else can get to first base, though there are many who try to steal it, including your dear Uncle Eugene. I want you to marry me.

SERGE

Having tried it, I can't recommend the institution.

WOW

Lily was a tragic mistake, that's all.

(MORE)

WOW (cont'd)

It's time you left Lily's death behind you. I love you with all my heart, Serge.

SERGE

(dreamy detachment)

Everyone always assumes she's dead, but she might not be.

Wow doesn't understand, but he passes by that quickly.

SERGE

I keep wondering if she's going to walk through my door. Hi Serge, I'm back. Just a little bout of amnesia, is all.

(his mouth tightens)

Wow, don't marry for love. It's too hard on the soul.

WOW

It's wrong not to marry for love. Marry me, please.

SERGE

No.

WOW

Why? Why?

SERGE

Because, my Wall Street Witch, you're too discreet. We've been together for all these years, but no one knows. That means you treasure secrets. If you have other men, I'd never know. If ever I do acquire another wife, she will need to be as flawless and transparent as Baccarat glass.

WOW

I don't have other men!

SERGE

So you say. But every day of your life, on the TV, Wow, you lie. I see you doing it. With such belief.

NEW VIEW

He joins her on the bed and props himself on an elbow to contemplate exactly where to start. He decides on her mouth, and kisses it forever. From there it's a gradual slide down.

CLOSE ON WOW

Her expression moves through a range of emotions starting with a tiny smile.

WOW

Why, Serge, why?

SERGE

Because sometimes, you can be a plastic bag over my face.

That hurts, but her body responds to him even without her consent.

WOW

-- you think you have mental chains binding me to you --

SERGE

Yes, but as frail as tissue.

He kisses and licks her waist adoringly.

WOW

(gasping)

I don't know -- Serge -- but even that first time -- and always when we're making love -- it's as though I'm getting transfusions of your greatness through my vagina.

Her pleasure eclipses all else. But then reality gets the upper hand.

WOW

But -- I'm not going to stay on Wall Street until I become one of its grand old institutions and the pigeons shit on my memorial. I can't wait for time to ruin me!

Her knees go; she collapses to the floor and howls in a frenzy. Serge sighs and leaves. When she senses he is gone, she recovers and clicks on the TV.

18 CONTINUED:

18

WOW

(on TV)

Mr. Hamilton, your departure from the bank isn't imminent, you're in good health and don't appear to be in a hurry to name a successor -- you have everything in life a man could want.

(looking at him
alluringly)

What's next?

19 EXT. GRACIE MANSION - DAY

19

Many city cars are gathered by the guard booth; their drivers chatting with the police stationed there.

20 INT. DINING ROOM - DAY

20

Frank Cicero sits around the dining table with his staff, including Rebecca Silver, comptroller AL MORGENTHAU, and police commissioner STANLEY HART. A distance away, Frank's wife Terry sits by herself with scissors and a stack of newspapers, clipping out articles.

FRANK

We've lost ten thousand jobs in the last five years, and at the same time new immigrants have arrived looking for jobs and requiring services, putting even more drain on city resources --

MORGENTHAU

Previous administrations simply went into debt.

FRANK

Debt is the plague of our times.

MORGENTHAU

More immigrants -- more city employees -- more pensions and benefits. It's an impossible situation.

JULIA (O.S.)

Impossible? My father doesn't know the meaning of the word impossible!

(CONTINUED)

JULIA CICERO appears, barefoot and in a white halter evening gown with bustle, trying to sneak up the staircase. She is in her early 20s, exquisite. She has been a photographic model, photographer, detective, toying with any number of professional options. She shows the diction, elocution and poise resulting from years of excellent finishing schools. Her entrance breaks the tension, everybody looks at her and just smiles. They know she's Frank's favorite and his problem child, obviously just coming home from a wild night. Commissioner Hart is her slave.

JULIA

Could I get some scrambled eggs --
I'm suddenly starving.

FRANK

Good afternoon, Julia, I feel I
haven't seen you in a month.

JULIA

Not true at all; I saw you the
night before last for dinner. Can
I help with your problems?

FRANK

Sure, the city's in debt; the
banks won't pony over any more
until we balance our budgets -- we
have three more weeks of cash
reserve to write checks for our
payroll.

JULIA

(thinking)
What about the Feds?

HART

They told us to drop dead.

FRANK

We didn't even get thirty pieces
of silver.

JULIA

Well, my Daddy always says --
'look to history.'

MORGENTHAU

We should start a war?

Morgenthau and Hart start to laugh but Frank stares them
down.

FRANK

(proudly)

Do I see the glimmer of an idea?
Julia's my *summa cum laude* history
student.

The scrambled eggs are rushed in.

FRANK

Good, bring her food.

JULIA

Bread and circuses.

(eating and thinking)

Our city is the greatest city in
the world; the center of the
world. Everyone wants to visit
it, come here stay in our hotels,
go to our fashion shows, eat at
our restaurants and catch a
glimpse of what's coming next. We
need bread and circuses. We need
a show, a big show that they'd all
have to buy tickets for.

FRANK

That's Cityworld; an Olympic
World's Fair!

REBECCA

Try to pry that away from
Catiline, that's the problem.

JULIA

(looking up from her
plate)

The way I see it, DEBT represents
the past, money you've already
spent. CASH is the future,
because it's money you have the
potential to spend...

FRANK

And the present? What is the
present, Julia?

JULIA

(going back to her
eggs)

Well, SEX is the present because
it's the 'here and now.'

(dropping her napkin)

(MORE)

JULIA (cont'd)

Well, thanks for breakfast -- I've got to get some sleep.

They all look at their watches -- it's late afternoon. Frank rises to his fatherly duties.

FRANK

Julia, I want to talk to you.
(to the others)
Would you excuse us please.

The city officials scoop up their documents and take their leave, causing Julia to turn around mid-way in her exit from the room. Terry picks up her clippings and rises.

TERRY

(leaving)
Frank, you're in for a hard time. Mars is retrograde in Sagittarius, opposing your Venus and squaring your sun.

Left alone with her father, Julia's smile fades.

FRANK

Where were you all night?

JULIA

Who can remember. The city's a great big toy.

FRANK

(hopefully)
Does that rhyme with 'boy'?

JULIA

How about the city's a great big 'pearl' then.

FRANK

Julia, Julia, Julia.

JULIA

Daddy, Daddy, Daddy.

FRANK

I've told Commissioner Hart I don't want you running around with the police anymore, going out at night with the detectives...

JULIA

But Dad --

FRANK

And I don't care if Commissioner Hart gave you that little badge, I don't want you in the vicinity of gunfights, and drug hustlers and --

JULIA

What's really up? Dad?

FRANK

Every night, out all hours. Every morning in the papers -- photographed half naked in the fountain of the Plaza Hotel; dancing wildly with lesbians in the Village.

JULIA

They are my friends.

FRANK

Models and photographers in nightclubs, drinking and doing God knows what.

JULIA

I'm well over twenty one.

FRANK

And worse than anything, with that scandalous group of rich kids -- Claude Hamilton is a blot on his family's name, and as for those sisters of his -- they sleep with each other!

JULIA

Were things any different in your day, or ever?

FRANK

In my day all I knew was study and work; my family was poor and we all tried to help.

JULIA

(hurt)

I try to help you, Daddy. I do, but in my own way.

Frank indicates a tabloid newspaper on the table.

FRANK

It hurts me when they describe you preferring -- women. And with pictures, yet.

Julia takes the papers.

JULIA

Dad, like it or not, this city today is in the age of the female, *La Donna*; it's the young women with the ideas, the talent and the daring that are making things happen. The men are all rock guitarists or wimps obsessed with job security; terrified of responsibility and too timid to start families, much less found a dynasty that will last 300 years, for God's sake. The girls have left them in the dust. It's a political issue, not a personal one.

FRANK

Politics is the personal made public.

JULIA

If truth be known, you'd have a hard time finding a woman under 24 who isn't vaguely bisexual.

FRANK

But you're a Cicero -- we prefer the old values.

JULIA

I love you very much Dad, but I'm grown up and I have to discover my own soul in my own way.

Frank puts his arm around her and walks her over to the French doors leading to the patio overlooking the river. She clutches the incriminating tabloids behind her.

FRANK

Why not get out of the city, go back to college. Earn your degree.

20 CONTINUED:

20

JULIA
You've already educated me.

FRANK
So you'd rather be Servillia...

JULIA
(finishing his
sentence)
-- The Medea of the Palatine.

FRANK
-- than Cornelia --

JULIA
-- the 'mother of the Gracchi.'
See, Dad? You have rubbed off.
The nut doesn't fall far from the
tree. You never give up; never
settle for less; never lie, steal
and never cheat, and neither do I.
When I find my own soul, I'll make
you proud -- Daddy.

He reaches out for her and hugs her tightly, passionately.
Nothing means more to Frank than his daughter Julia, and
only after that perhaps, his honor.

CLOSE VIEW

On Julia's hands behind her back, holding the tabloids. She
flicks them away, out of the house.

DISSOLVE TO:

21 EXT. THE YARD - DAY

21

The papers blow in the wind, opening, and showing the
pictures of Julia dancing with models and the scandalous
Clodia Hamilton. The wind blows them away. A gardener,
picking one up, puts it in his sack.

DISSOLVE TO:

22 EXT. AVENUE - DAY

22

Time is passing as crocuses turn to tulips and dogwood
flowers.

(CONTINUED)

22 CONTINUED:

22

Bags are collected, some papers falling out. We see pictures of Gene Hamilton with Wow Baltimore on his arm caught going into the "21" Club.

DISSOLVE TO:

23 EXT. GENE HAMILTON'S HOUSE - DAY

23

The season has changed, we see one classical tower with a prominent peristyle terrace adorned with classical statues.

24 INSERT

24

A wedding invitation, magnificently engraved: "Lavender "Wow" Baltimore and Eugene Hamilton..."

DISSOLVE TO:

25 EXT. HAMILTON'S TERRACE - DAY

25

Gene Hamilton's terrace garden. It looks out over an incredible view. An archery target and workout equipment stand at the far end. His nephew Claude has come to see him, in white tie -- Gene motions him over.

GENE

Come here, Claude -- come here.

Gene is dressed in white tuxedo, he seems most vibrant. He's trying to fix his bow tie, wants Claude to help him.

CLAUDE

Congratulations, Uncle Gene.
Wowie Wow!

GENE

Great turn of events, eh?

CLAUDE

*A partridge in the house,
sure beats shooting grouse.*

GENE

Cut that rhyming crap, Claude!
You're my heir, behave like it.

CLAUDE

Okay, Unc.

(CONTINUED)

GENE

I wanted to explain why I asked your cousin Serge to be my best man. He's mature.

CLAUDE

Is she already pregnant?

GENE

No chance of that, my plumbing's been disconnected.

CLAUDE

So she got the bank without the grind of motherhood. Did you get a prenuptial agreement?

GENE

I may be old but I'm not stupid.

CLAUDE

Just asking. Why are you marrying her?

GENE

Because I'm nuts about her. She's my present to myself. I'll stay young. I might even live forever.

CLAUDE

Whoopee-doo for the heir.

GENE

You ought to spend time at the bank with me.

CLAUDE

No thanks, Unc. I like my life the way it is. Claude Hamilton the third; bad boy, hip boy, playboy.

GENE

Gay boy?

CLAUDE

That's my sisters you're thinking of.

GENE

Rumor says you sleep with them.

CLAUDE

Rumor, rumor! What do you say?

GENE

I don't give a rat's ass so long as you turn into someone who'll guard the Hamilton empire better than a Doberman its bone.

CLAUDE

Why isn't the family genius your heir? He's mature.

GENE

Geniuses, nephew, regard money as a tainted tool. Serge'd give it away.

CLAUDE

So you're stuck with wild boy Claude. Did you hire the city's pet virgin to sing at your reception?

GENE

Sure did -- thanks for the tip. Not cheap.

CLAUDE

Good.

Gene puts his arm around Claude, and walks him out. Claude holds a small video camera in his hands.

GENE

Be nice to Wow once she's in the family, hear me?

CLAUDE

I'll be so nice I'll even call her my Auntie Wow.

GENE

Got your little camera charged up for the wedding?

Claude leans to kiss him on the cheek.

CLAUDE

Sure have, you'll get the Claude version of your wedding -- all the dirt, all the snide remarks.

(MORE)

25 CONTINUED:

25

CLAUDE (cont'd)
*Watch and you'll know,
 friend from foe.*

26 INT. GENE AND WOW'S WEDDING RECEPTION - NIGHT

26

(As seen through the tiny video CAMERA of Claude Hamilton.)

IMAGE -- Serge giving the toast as Best Man.

Camera keeps PANNING from Serge's crotch to Wow's breathtaking cleavage.

IMAGE -- Claude's sisters -- CLODIA, CLAUDINE, AND CLODINA. Known as the 'Claudettes' to the many who have enjoyed them. Totally lascivious coverage of Maids of Honor misbehaving.

IMAGE OF DAVY CATO

With his wife, clearly not listening to her and gazing at Wow's legs and shoes.

IMAGE OF GROOMSMEN

All over seventy, still talking about young girls. One is getting a oxygen fix.

IMAGE OF WOW

Can't keep her eyes off of Serge.

IMAGE OF SERGE

Trying to be indifferent to Wow, but steals a glance. He is totally preoccupied by the teenage singing sensation.

IMAGE: TEEN STAR

VESTA SWEETWATER has been hired to sing for the Hamilton young people at the request of Claude. She's photographed as she poses with Gene and Wow, and is especially flustered with the dapper Serge Catiline.

VIEW ON VESTA

Camera is handed off, so Claude, smitten and jealous, is in the picture with her.

CLAUDE (O.S.)
 Fuck Serge.

(CONTINUED)

26

CONTINUED:

26

CLOSE SHOT

Vesta kisses Serge on the cheek, and then blushes and fans herself.

CLAUDE

Are no virgins sacred?

CLOSE ON SERGE

Someone introduces Julia to him. Claude takes her by the hand and jealously leads her away.

IMAGE OF THE CLAUDETTES

Offering drugs and seducing some unsuspecting other bridesmaid in the ladies room. THE CAMERA tilts up and is a grotesque IMAGE of Claude leering into it. Claude is with his old boarding school pal, ANTON SMITH -- dense, muscular; a former West Point Cadet recently kicked out. He pulls his pants down and the bridesmaids are amazed at what they see.

27

INT. LIMO - NIGHT

27

Claude's camera points at himself.

CLAUDE

(video sound)

What am I up to? Change. Kick the old to death, piss on their beliefs so the new can be born.

28

INT. CLOUD TOWER - NIGHT

28

CLAUDE'S CAMERA -- Serge has made the mistake of having them all back to party in the Cloud Tower. Both Serge and Julia try to outdo each other with their behavior -- Julia with Clodia and Serge with Vesta, who has disappeared with Serge. Claude's camera is on a drunken, drugged Julia.

ANTON (O.S.)

What about her?

CLAUDE (O.S.)

(to his sisters)

Examine her. Is she really a virgin?

CLODIA (O.S.)

Claude?

(CONTINUED)

28

CONTINUED:

28

CLAUDE (O.S.)

I like virgins, only virgins.

A hand pulls the CAMERA and we are in an EXTREME CLOSE shot of Clodina pushing her face into the camera.

CLODINA

Don't mess with Claude and his women. The last thing you need.

The CAMERA swings to Julia, clearly high -- recently part of the Claude Club and being fondled by Clodia.

CLODIA (O.S.)

Cousin Serge? He's first on the revenge list.

Julia is smiling until she hits bottom and passes out.

CLOSE ON JULIA

Dreaming.

DISSOLVE TO:

29

EXT. STREETS - HIGH ANGLE - DAY

29

JULIA'S BAZAAR DREAM:

Julia walks by the sidewalk where a street artist draws a huge question mark ending his colored chalk question with: "THINGS ARE CHANGING, BUT TO WHAT?"

MOVING VIEW JULIA

Making her way down the immigrant streets, among the carts and street vendors, bazaar of spices, nuts of all types. Steam rises from cooking Middle Eastern delicacies -- there are trinkets, ornaments and clothing. Arab vendors cry out "I got Bulgari watches -- Armani shirts -- Gucci belts!"

VIEWS

Glimpsing life, beads and books, belts and merchandise from the four corners of the empire.

MOVING CLOSE VIEW ON JULIA

Had a hard night, but seems intent on going to give a warning. "...Genuine Rolex watches!"

(CONTINUED)

29 CONTINUED:

29

FULL VIEW -- THE CHRYSLER BLDG

Its tower rising up from behind a block of the city.

30 INT. LOBBY OF DESIGN AUTHORITY - DAY

30

Julia Cicero moves past the awards and displays to a secretary, SARA, slouched in her swivel chair faking Serge's signature.

JULIA

I'm here to see Dr. Catiline.

SARA

(not looking up)

Are you the press?

JULIA

No, I'm Miss Julia Cicero.

SARA

May I ask what it's about?

JULIA

About Miss Julia Cicero.

Sara punches a button on the intercom.

SARA

Just go right up those steps, Miss
Julia Cicero --

(smiling)

--as thousands have gone before
you.

31 INT. CLOUD TOWER - DAY

31

Serge is by the window. When he sees Julia it's as if for the first time, stunned admiration.

SERGE

I was in a state of shock when I
learned your identity, hadn't
registered how beautiful you are.

JULIA

Save your blandishments for your
women.

(CONTINUED)

SERGE

A vocabulary and all. How could I have been so blind -- it's just that one candlepower has turned into megawatts.

Their eyes meet. Both draw a breath, experience a moment in which time, now elastic -- seems suspended. Flustered, they break the glance and move away from each other.

SERGE

(breaking the spell)
What's urgent enough to compel Frank Cicero's daughter to see his old enemy?

JULIA

His new enemy, since your Cityworld veto.
(quickly)
But this has nothing to do with my father. I've come to warn you about Claude Hamilton.

SERGE

(half-laughing)
Claude? That's ridiculous.

JULIA

No it isn't. Claude is plotting revenge against you.

SERGE

That's a joke.

JULIA

Dr. Catiline, it isn't a joke.

SERGE

He's harmless.

JULIA

Don't take him lightly. He's very dangerous. He said a lot last night.

SERGE

I must remember to tell Claude that he's managed to convince one person he's dangerous and not an idle fool.

JULIA

Maybe Claude doesn't do any useful work, but he works at getting back at people. Truly, he's dangerous - especially to you.

SERGE

Because I used to kick his ass when he was sixteen. He was an apprentice in my studio one summer. One summer was enough. I asked him what field he wanted to study with me and he said, "Genius."

JULIA

I heard it was over a girl.

SERGE

He quit, bygones are bygones.

JULIA

Not where Claude's concerned. He has a book he calls his revenge book and your name is the first in it.

SERGE

Oh, very serious. And my name is in it, you say?

JULIA

In purple ink. The worst.

He catches her eyes; her breath leaves her again. He is totally charmed by her.

SERGE

You look -- oh, five years old. In fact I wish you were just a little chubbier.

He laughs but she doesn't find it funny.

JULIA

I'm not chubby, and I'm not five. I can see I wasted my time. Goodbye.

SERGE

Don't go -- not yet, please.

31 CONTINUED:

31

Their eyes catch once again. Time seems frozen to her; flustered, she tears her eyes away to look at her watch.

JULIA

I'm afraid I must. As surreal as it sounds, the President and First Lady are coming to dinner tonight and if I'm one second late, my head will be displayed on a spike outside Gracie Mansion.

SERGE

I want to show you what I am doing.

JULIA

I would love that -- in fact -- but I can't now.

He is right next to her, and that is dizzying. Julia sways a little. He takes her wrist lightly in his fingers -- not only a caress but a command.

SERGE

You won't be late. I'll stop time for you while you look at Megalopolis. Then Fundi will get you home in time.

She glances at her watch, her resolve crumples.

JULIA

Okay, it's five fifteen -- just a minute or two.

32 INT. DESIGN STUDIO - DAY

32

Serge leads her down into his Authority studio, where the plans for Megalopolis are being hatched.

There are drafting tables and various members of the design team at work. The windows overlook the entire city. In the center of the area is a ping-pong table on which is spread a blueprint of the entire Megalopolis as it is envisioned (which changes daily).

SERGE

This is it.

(CONTINUED)

VIEW ON PING-PONG TABLE

Cardboard boxes, various chunks of styrofoam placed around, balsa wood crudely carved into shapes -- several volleyballs and a basketball; a section of bonsai trees. Julia gazes, awed, understanding what they are doing. She begins to SEE the various members of Serge's design team.

JULIA

It's -- beautiful, isn't it?

SERGE

Sorry, this is Julia Cicero. This is Charles Eddington, my chief engineer and architect. The redhead over there is Balin of the fractals, my physicist. And Vera Constantine, my electrical engineer -- Don Parsons, social engineer, Jeannette Papadopoulos, my biochemist -- Kara Kazanian, my mathematician.

JULIA

And this team is all you need to build a whole city?

SERGE

There are many others, just not here inside the womb, if I may be excused the metaphor.

JULIA

Are you trying to needle me?

They all look around to others for confirmation chuckling to themselves. Serge points to the cluster of basketballs.

SERGE

That's the center. The city of the future for the man of the future --

JULIA

The person of the future.

SERGE

Yes.

(pause)

(MORE)

SERGE (cont'd)

We started by asking what the people of the future would be like in -- say, one hundred years forward in time. Had to know what their world will be like; how the person of the future would want to live?

JULIA

Okay, and?

SERGE

We realized that technology would eliminate the need for human labor.

JULIA

Technology, you mean, like Megalon?

CHARLES

Well, we have to assume Megalon is a beginning -- there will be many more developments.

JULIA

But 'exactly' how? And when? And what exactly is Megalon?

Different members of Serge's team are working on the project, men and women, young and older.

SERGE

It's a plastic, in that it's organic and non-metallic. But the arrangement of its molecules and chains can be varied to suit a particular need. It's moldable, rollable, stampable, knotable, twistable. And it has built-in memories you can trigger with a specific kind of modulated current.

JULIA

Have you got a piece I can see?

They lead her to a table with some plastic sheets.

Balin is star-struck over meeting Julia and has a collection of all her pictures when she was a model --

SERGE

So, here's a piece of Megalon --

Serge picks up a sheet of a soft, almost pliable material.

SERGE

You can make it from anything organic, but the one thing we have to excess is garbage, so at the moment it's made from garbage.

JULIA

What about toxic waste?

SERGE

Things like cyanides, arsenides, acid, ammonia? They contain radicals we need, and can incorporate.

JULIA

Sewage?

SERGE

(smiling)
The best of all.

Balin types into his laptop and the Megalon responds.

BALIN

I'm giving it various wireless instructions. Nano-technology in action, Miss Cicero.

(he points to the "NT"
patch on his jacket)
I'll get you a patch.

SERGE

We're looking for a compass heading so we know how to design Megalopolis. We've concluded that people will no longer have to labor -- work.

JULIA

(accepting it)
So what you're saying is that you're going to design a city for what you imagine the people of the future will be like. How do you know what they'll want?

SERGE

By projecting time forward. We selected an empirical point a hundred years from now and asked ourselves, given the direction things are taking, what the person a hundred years from now will need. Not expect -- need.

→ 'Wrong use of words.' 32

JULIA

But what will they do if they don't have to work? Work is -- is liberating. Though I admit you have to like what you work at.

Serge walks over to where Balin has been working out lists of priorities, and priority groups on a chalkboard. He's reduced it to these headlines:

"Priorities -- LEARNING, CREATING, PERFECTING, CELEBRATING, then each has a subheading which includes teaching, enjoying art, sport, privacy, worship, ritual, family, celebration, festival, etc.

BALIN

These will be the priorities of the person of the future.

JULIA

Learning, creating, perfecting, celebrating -- sounds like the Nazi Party.

BALIN

Only the best parts.

SERGE

All human activity is work, Julia. But in the world of the future, a person will be able to choose what work he prefers. There won't be any other jobs, really --

CHARLES

What he's best suited for, what he really wants to do because the basics of life will be provided for. Gratis.

JULIA

But there'd still have to be money.

SERGE

Why?

JULIA

(smiling)

Because it makes the world go round.

SERGE

Not necessarily, anymore. What is money really, other than plastic and computer sheets. The only reality is DEBT. That is my revolution. In my world of the future, debt won't exist. Ever since it was invented, debt is the shadow that blights every mind. Human beings endure debt in the hope that tomorrow they'll pay it off -- they won't owe. They'll be free.

JULIA

To work at what they want.

SERGE

And the four priorities we're going to design this city around are --

JULIA

Creating, learning, perfecting and celebrating.

Balin knows of Julia through the tabloids' coverage of her and the Claudettes.

BALIN

Partying, yeah!

JULIA

Partying can't fill a life.

CHARLES

But the four together can.

JULIA

There'll be too many people --

SERGE

Not in a hundred years. By then we'll have learned that children are precious gifts.

JULIA

You're a dreamer.

SERGE

Then look at my dream, Julia.

Serge leads Julia forward to the pieces of balsa wood, shapes of styrofoam and sketches and reference pictures pinned on the walls.

JULIA

Manufacture will still cost.

BALIN

Hardly anything if it's done on a molecule by molecule basis in factories no bigger than germs.

SERGE

Megalon's only the beginning of miracle breakthroughs in nanotechnology and quantum machines.

CONSTANTINE

All communications are like threads on a loom; everything is connected; trigger the raw material and it proliferates.

We SEE the city rising into the site that Serge has just laid bare. The existing streets of New York's grid pass through undisturbed, but levels on top and below them provide new possibilities -- hence, the city coexists with contemporary Manhattan.

BALIN

Quantum mechanics and computing -- puff! Everything is everywhere.

(confidentially)

Eventually people and things, too -
- teleportation.

CHARLES

Easy Balin. 'Balin the Fractal' is your biggest fan, Julia.

Balin smacks his baseball cap down on the table.

BALIN

Sign my hat. Sign my arm.

JULIA

(signing)

But it's so long off -- Why are you trying to build the future now? It's too advanced.

SERGE

There speaks Frank Cicero's daughter.

A fierce glare turns Julia's eyes yellow.

BALIN

Bingo; it's cool.

(can't contain himself)

"Wings over the world" H.G. Wells,
"Intelligence, Creativity and
Friendliness" A. Huxley --

JULIA

But people have to work.

SERGE

Julia, think about it. Two hundred years ago, manpower was vital. But slowly, slowly, slowly, automation has reduced the labor element in almost everything. Do you think that trend is going to backslide? No, it's accelerating. The time is inevitably coming when it will be a rare privilege and honor to have a job.

VIEWS ON THE MEGALOPOLIS CITY MODEL

The basketballs have become a cluster of stadiums and auditoriums as well as a huge urban machine -- rings move pedestrians gently throughout, and small 'mono' cars are picked up, used -- left anywhere, or move up on high-speed groups of them. The entire city comes to life; Julia not only sees it, she walks into it.

JULIA

You guys are crazy -- wonderfully crazy.

(CONTINUED)

SERGE

A city that has the ability to modify itself, that can grow intertwined with the people living in it and changing it --

(enthusiastically)

I've been waiting for this chance my whole life and I swear I'm not going to blow it.

Julia's face registers a terrible thought.

JULIA

What about the others?

SERGE

Others?

JULIA

Banks. Multinationals, the -- the engineers of debt. They'd kill you first. What's power for, but to use? And they have the power. They can manipulate governments.

A chill falls over the room; Julia is reminding them of fallibility.

NEW ANGLE

The illusion dies. Suddenly the table is once again covered with pieces of plastic, balsawood, styrofoam, and basketballs.

JULIA

But there's so much more I want to know. Oh, I wish I could help.

SERGE

Why can't you help? The one vacancy here belongs to you, Julia. You're what we've needed, someone young who can ask all the questions we assume we know the answers to, then discover that we don't. You're the fresh eye, you're the critic, you're the devil's advocate. Come and work with us.

She shivers.

(CONTINUED)

JULIA

Oh my god, I couldn't. My father would kill me.

SERGE

(shrugs)

It's your choice. But don't forget that you're grown enough to be your own person. If your true inclination leans toward Frank Cicero's world, then I'm mistaken in you, you wouldn't fit.

CLOSE ON JULIA

Up goes her chin.

JULIA

No, you're not mistaken in me. I want to do this. I have to do this.

SERGE

(briskly)

Then be here at eight next Monday. And don't be late, because we're off to the site.

Julia remembers the time.

JULIA

I must go. My head's going to be on that spike.

Gazing up into Serge's face, smiling.

JULIA

But it's been worth it. Thank you, Serge.

She rushes into the elevator.

SERGE

Look for the Citroen outside, you won't be late.

Julia looks at her watch. It is 5:18.

33 CONTINUED:

33

JULIA

Impossible.

Her heart is racing and she jumps for joy -- an unsettling thing to do in an elevator.

34 INT. DESIGN STUDIOS - NIGHT

34

The design group resumes work, THE CAMERA MOVES CLOSE TO SERGE. Distracted, working but thinking of this new force in his life, Julia Cicero. His mind is racing, "She is a universe all her own, she's my fate, my nemesis, my own private galaxy." Everywhere he looks he sees her face.

35 EXT. GRACIE MANSION - NIGHT

35

TRUCKING VIEW ON JULIA

Returning home as if in a dream. She walks barefoot holding her shoes, skipping past the President's secret service cars, limos and agents posted around the mansion. She stops, puts her shoes on, freshens her hair, puts on some lipstick and makes her entrance as the respectable daughter.

AGENT

She's okay -- she's the mayor's daughter.

THE VIEW LOOKS IN THROUGH THE WINDOW

We see Julia cruise into her home, being introduced to Governor Carteret and then the President and the First lady by a proud Frank Cicero. We notice her whisper something into his ear.

36 INT. GRACIE MANSION - NIGHT

36

CLOSE ON FRANK

He is aghast.

FRANK

What! You're going to work for him? Catiline? That murderer?

The President, First Lady and entire cocktail party stand there, mouths open at his outburst. Governor Carteret suppresses a chuckle at the Mayor's peasant-like behavior. Rebecca Silver rushes across to calm him.

(CONTINUED)

REBECCA

Your honor! Defamation!

JULIA

Dr. Catiline is my friend. He's a genius.

FRANK

Your family is the best friend you'll ever have!

Frank becomes embarrassed in this grand company, collects himself.

FRANK

Well, Mr. President, I hope you've worked up an appetite. Home cooking here -- my wife is a wonder in the kitchen.

He hugs Terry and they all smile, the tension broken as he leads them toward the dining room. The President escorts Terry, Frank follows escorting the First Lady and the others follow. Julia lingers by herself for a moment, but at Rebecca's signal, follows into the room, as the door is closed.

FADE OUT:

FADE IN:

37

EXT. THE CITY - DAY

37

The leaves are changing to fall colors. The city is stately. Formal. Classical.

38

EXT. CITY HALL - DAY

38

THE VIEW MOVES CLOSER

The city is alive with the history of the founding of the Republic conceived on the model of Rome. This building was once the seat of the Federal Government.

FRANK (O.S.)

My daughter, a traitor? Julia, the man is evil!

39 INT. MAYOR'S LOBBY - DAY

39

Secretaries work and assistants follow instructions of Rebecca Silver but there's an air of tension and awareness of the conflict going on inside. Every once in a while the Mayor's voice can be heard shouting -- everyone stops, only to continue when it abates.

FRANK (O.S.)

Why do you think he calls it Megalopolis? Because that's the closest he could get to Megalomania!

40 INT. MAYOR'S OFFICE - DAY

40

Julia stands before the desk that Mayor Fiorello La Guardia once used, while her father shouts at her.

FRANK

How could you even contemplate working for the man who's out to ruin me?

JULIA

You're wrong about him, Dad. Serge is a good man. The fact that you don't see eye to eye doesn't mean he's what you just called him -- I happen to feel he's right! Megalopolis is the way we have to go -- we can't keep living in the past when everything around us keep changing faster than we can take in!

FRANK

The past is set in concrete. It's happened, we know about it, we're not postulating crazy ideas like some new hot gospel when we look to the past as our guide! This nation was founded on the vision and foresight of a brilliant group of men, they laid down the rules, and I for one believe in following those rules. Catiline preaches sedition!

(CONTINUED)

JULIA

Hasn't it occurred to you that when that brilliant group of men laid down the rules, they were called crazy? Dad, each age has its visionaries, and the past isn't always the right way. To make mistakes is human, but to repeat them is stupid!

FRANK

What would know you, at your age? You're a fool of a girl, you're an infant.

Frank is caught in a rage beyond his capability to control. His own flesh and blood, the daughter he loved beyond any other is defying him.

JULIA

What hogwash! Dad, you know it's hogwash. It's also bigotry. How much do you know about the man to make accusations like 'sedition'? How can you know what he stands for when you won't stop to listen to anything he says? It isn't logical! No, worse -- there's no sense in it. Why do you hate him so much?

FRANK

(convinced)

Because he's the Devil in a winning disguise. He seduces. He corrupts. He murders and gets away with it. He can't be touched. He's above the rule of law. He waves a wand and conjures things up out of nowhere. He blinds beautiful young women, he destroys innocence -- he is evil incarnate! Incarnate!

JULIA

(whispering dully)

Dear God, you're on a crusade. You're living in the middle ages. You don't reason, you simply believe. Heart and soul, you believe. You're possessed.

FRANK

Possessed to bring Catiline down --
that much is true!

She moves to him, grasps his right hand in both of hers.

JULIA

Daddy, I beg of you, be happy for
me! No matter what you think of
him, be happy for me, please,
please!

FRANK

(snatching away his
hand)

How can I be happy when you're
ruining yourself?

JULIA

I am going to work for him, and
nothing you can say or do will
stop me!

FRANK

Then you're lost to me. You're
lost Julia, you're lost.

DISSOLVE TO:

A self-drive trailer is parked by the Mayor's residence. Balin is waiting in the car. The cops by the guard gate and staff watch sadly as Julia and the housekeeper carry out her few boxes of books, stereo system and a few suitcases. The housekeeping staff and guards bid Julia a tearful goodbye. Julia jumps in the van, and Balin drives it away, his radio blaring.

THE VIEW MOVES

To a window on the second floor of the residence, from which Terry watches her daughter leave home. She turns away.

CLOSE UP ON TERRY

She looks down, as she turns the tarot deck, THE VIEW SHOWS the fateful card -- "The Devil." We HEAR the hooting of an owl.

42 EXT. TIMES SQUARE - NIGHT 42

The Citroen makes its way through the night.

43 INT. THE CITROEN - NIGHT 43

Serge prowls the city, driven by Fundi.

FUNDI

Any particular destination, Mr. Serge -- uptown, downtown -- heaven, hell?

SERGE

If a man lives in hell, does he have the right to pull an angel down with him?

FUNDI

Well, maybe the angel will yank him up to heaven. Maybe it's his only chance.

SERGE

Wait.

Suddenly, he opens the door and is at a flower section of a market on the corner. He buys a bouquet of flowers and returns to the car. This worries Fundi.

FUNDI

Hey, Mr. Serge. You want to go to Atlantic City? I could make it in a few hours.

SERGE

That ugly place -- you lose as soon as you set foot in there, design-wise.

FUNDI

Cheer up, Mr. Serge. Get in the correct half of the half-empty glass.

SERGE

Pull over, Fundi -- over there.

(CONTINUED)

43

CONTINUED:

43

FUNDI

I'm not going to let you get out
and disappear.

SERGE

It's not up to you.

FUNDI

I'm not supposed to let you out of
my sight. The insurance company --

SERGE

(very firm)
Pull over, Fundi.

FUNDI

OK, Mr. Serge --

The Citroen pulls to the side. Serge steps out of the car,
and disappears into the shadows.

FUNDI (O.S.)

I'll be right here.

Fundi is exasperated -- Catiline disappears like this every
few months.

44

EXT. GRACIE MANSION - NIGHT

44

The moon is dark and foreboding; we HEAR an owl hooting.
CAMERA MOVES CLOSER to Frank's bedroom window as a light
comes on.

45

INT. BEDROOM - NIGHT

45

Frank sits up in his bed, obviously troubled through the
night, gasping. Terry rouses, turns on her elbow.

TERRY

Hon?

FRANK

I don't like that owl.

TERRY

Go to sleep.

(CONTINUED)

FRANK

A dream. A terrible dream. I was looking at the full moon, when a cloud that looked like a hand reached out and swallowed it.

TERRY

I'll turn the Tarot tomorrow.

FRANK

That owl is bad, bad luck.

TERRY

I told you, Frank; you have to see this psychic -- Ablo. An expert on dreams, they say.

FRANK

What am I, Agamemnon asking the oracle why the winds won't blow? Lose your daughter, O great king!

He remains up, eyes wide open. Terry is already asleep.

FRANK

(quietly)
Lose your daughter --

He sits there in the shadows, trembling as we HEAR the sound of the owl.

DISSOLVE TO:

NEW VIEW

Fundi is asleep in the Citroen, the small TV he was watching still running. Serge slinks out of the labyrinth of streets and into the Citroen.

Fundi wakes up. Serge is there, patiently sitting in the rear, letting Fundi get his sleep.

FUNDI

Okay, Mr. Serge?

Serge sits quietly. Fundi starts the car, then looks back.

FUNDI

Everything OK?

(CONTINUED)

46 CONTINUED:

46

SERGE

Yes.

Fundi hesitates, wanting to ask where more.

SERGE

Just go, Fundi.

The Citroen starts up and drives off.

FADE OUT:

FADE IN:

47 EXT. THE CITY - MORNING

47

Early morning over Manhattan. It is summer, and the city has become sultry. The city, surrounded by ethnics of all corners of the empire, the bazaar that haunted Julia.

MONTAGE: THE BAZAAR

Feminine forces running through the city like rivers.

48 EXT. MEGALOPOLIS SITE - DAY

48

The river boundary of the vacant acres. Partly a wasteland of disused railroad tracks, ancient sheds, tangled heaps of iron and concrete, illicitly dumped household machines, stripped cars. In the distance looms what's left of the immigrant projects, not very old in years; brick high rises wherein nothing had really worked from the day the official ribbon had been cut.

NEW VIEW

The Design Authority team has taken occupancy of the site with their survey equipment and cluster of Airstream trailers.

49 EXT. CLAUDE'S CAR - DAY

49

Claude has driven by the crowds in an ostentatious \$500,000 automobile. He sits up and takes notice of the building group of immigrants behind the lightweight police barricades. He steps out of the car and hands his tiny camera to Anton, who reluctantly follows.

(CONTINUED)

ANTON

Why are we here, Claude?

CLAUDE

You see that sign up there in the sky, "City for Sale" -- let's have a look, kick some tires...

Anton doesn't see it of course. Claude watches the people speaking in Arabic and Pakistani; Spanish and Haitian.

CLAUDE

Get this shot, Anton.

VIEW ON CLAUDE

Posing in front of the rabble, one foot forward, his left arm cuddling his chest, his right arm at his side. Regal, arrogant. Indifferent to any danger.

CLAUDE

You know, Anton old chum, one thing about immigrants, when they get the vote, they exercise it. Think it's their patriotic duty to their new country. They value American citizenship.

ANTON

I'm a citizen, you're a citizen. They're un-American trash.

CLAUDE

Tsk, tsk! That's probably the kind of remark Pocahontas made to your illustrious ancestor, John Smith. At one time, epoch or era, we all arrived as immigrants on these fabled shores flowing with milk and honey.

ANTON

Jesus, I hate it when you go upmarket, Claude!

CLAUDE

Sometimes I wonder why I hang with you, Anton. It must be because of your one party trick.

He walks into the center of the mob -- a placard they carry reads, "Give us back our homes," and "Who elected Catiline"?

One says in Arabic:

SHARIF
(in Arabic)
Rich American dogs.

Claude catches the eye of this bearded young man, KHALID SHARIF, as though he understands. Then, in a surprise:

CLAUDE
(Arabic)
Absolutely true, my friend.

The protestors are thrown off balance as he sticks out a manicured hand.

CLAUDE
(Arabic)
Claude Hamilton the Third, at your service.

SHARIF
(Arabic)
Where did you learn to speak Arabic?

CLAUDE
(Arabic)
I've studied here and there, my family is in oil, I have studied Ibn Khaldun for my history.

These people are taken aback. Some Haitians step forward, with no true link to the Arabs other than the destruction of their homes.

HAITIAN
Design Authority bastards, they evicted us from our old projects, sent us to live in the Bronx. You can help us?

CLAUDE
(in Haitian patois)
Would the neighborhood in the Bronx tear my head off if I dropped in to have a little talk?

Truly amazing -- even Anton is impressed.

ANTON

I knew you could speak French --
but?

CLAUDE

One small talent, a natural
ability launched by the many
schools I was kicked out of.
(to the Arab)
Where can I visit you?

SHARIF

The Arab bookstore in Brooklyn;
the owner's name is Jemal Sayeed.

Fizzing with delight and ideas, Claude gives the bewildered group a cheery wave and steps back into the ostentatious car, followed by a nervous Anton. He looks toward the construction site through the zoom lens of his camera:

VIEW FROM A DISTANCE - LONG LENS

Julia approaches Serge. They look utterly natural together, bonded even though they are not touching.

CLAUDE

Fuck! All my life, anytime I
visit a woman in this city, my
cousin Serge is just leaving.

NEW VIEW

Claude and Anton sit in the exotic high-end sports car.

ANTON

He is older.

CLAUDE

No matter what I do. If I were
president, he'd be king. If I
were king, he'd be emperor. If I
were emperor, he'd be the ruler of
the universe! I so much as see
him and I taste hatred on my
tongue!

Deliberately biting it and tasting blood, very powerful and eerie. Then he swallows with relish.

CLAUDE

Tastes good.

(CONTINUED)

49 CONTINUED:

49

He revs the sixteen cylinders noisily and ROARS off. The mixture of immigrants, bearded and turbaned look on in confusion.

50 EXT. MEGALOPOLIS SITE - DAY

50

VIEW ON SERGE

Giving orders to his team. Charles is worried about the growing numbers of protesting people

SERGE

Who are they, Charles?

CHARLES

Protestors -- someone tipped them off that their buildings were coming down.

SERGE

Well, tell them to push the button before the crowd gets any bigger.

He gazes over the site. Julia can see what he does. He is blind to the project buildings and sees only what he plans to replace them with.

CLOSE ON JULIA

Focused on Serge. Sharing her secret thoughts with Balin, who loves to be near her.

JULIA

I never realized it could happen in the thinnest flake of time, but it has.

BALIN

What has?

JULIA

I can never be the same again.

HER VIEW

Serge among his team. Suddenly the outer row of buildings COLLAPSE to the ground.

BALIN

Wow. Did you see that?

(CONTINUED)

JULIA

How could I not? That's what it felt like I never would have thought it.

BALIN

Me neither -- no matter what, when things fall, they just fall.

JULIA

Yes. Could I fascinate someone as elderly, as formidable as the Director of the Design Authority, the world's leading chemist? The world's best man?

CLODIA (O.S.)

You've been in Club Claude long enough sweetie, to know it doesn't pay to mess with Claude.

She turns, and there are the sisters in a huge white limousine, a leg dangling, Clodia's leg.

JULIA

Good grief, The Claudettes, or is this a scene from 'the Scottish play.'

CLODIA

The last thing you need is to go down in Claude's revenge book.

JULIA

He's raving.

CLODIA

We're all mad, we Hamiltons. Too much intermarriage.

CLAUDINE

Serge is a Hamilton too -- don't ever forget that.

They slip back in the limousine, and it cruises off.

BALIN

So those are the famous Claude sisters in the flesh. My, my.

Julia isn't paying attention to Balin, or the ominous warning of the Claudettes -- her heart is beating because Serge is coming toward her.

SERGE

Julia, you're here.

JULIA

You showed me the future. Now I'm here to help you build it. Tell me everything -- so I know what to do.

SERGE

Well, as you see -- demolition and cleaning the site. Laying the substructure with channels.

His attention is diverted by several large container trucks pulling up.

SERGE

Look, the first monocars are here.

Balin is beside himself -- rushes over to the trucks as they are opened and ramps are put up.

JULIA

What's that?

SERGE

A monocar -- There are also duocars, tricars and quadricars. They're electric, silent and pollution free. I plan to issue millions of them and just leave them laying around for anybody to use.

VIEW ON THE TRUCKS

The ramps, in place, strong ball-like vehicles begin rolling down. The two hemispheres of the ball are its wheels which cushion the ride over any terrain, and of course can move in any direction.

NEW VIEW

Serge and Julia move closer.

SERGE

We'll start out using them on the site; the Megalon embellishers adapt themselves easily to any terrain.

VIEW ON THE MONOCARS

The hatch of one opens and Balin leaps in.

SERGE (O.S.)

When they run out of juice, they suggest that you get another one, and then run on autopilot to recharge themselves automatically.

Members of the team revel in the flexible little vehicles.

VIEW ON SERGE AND JULIA

SERGE

At night, that same autopilot redistributes them throughout the city, so that there's always one available for whoever needs one.

JULIA

Wow.

SERGE

There's more -- in Megalopolis, you can also drive them up to the high-speed maglev, and they gang up together like a string of pearls and can go fast as hell to a distant location; then you can drive the individual car back down and use it for local use.

JULIA

What do they cost?

SERGE

Next to nothing, because they're grown like eggs out of Megalon.

BALIN

Nano-tech in action.

JULIA

Where's my patch, you promised, Balin?

All the staff is out there having fun with the monocars.

SERGE

(shouting out)

Come on, quit fooling around. All we need is a scandal about wasting the authority's money on toys for you guys!

Serge helps Julia climb onto a scaffold with the ability to rise safely, so they can peer down onto the vast hole underlying Megalopolis.

TWO SHOT

As they rise.

JULIA

What happened to the people who lived in those projects you just blew up?

SERGE

Ask your father, he relocated them to the Bronx when he thought Cityworld was going here.

JULIA

Don't you care?

SERGE

About Cityworld?

JULIA

About the people.

SERGE

(frowning)

I do. But I can't let myself think about it.

JULIA

But will they come back?

SERGE

My concern is to put my hands on change and mold it for the good of generations yet to come. Change is chaotic -- it stalks the present like a shark, you hardly feel its bite.

(MORE)

(CONTINUED)

SERGE (cont'd)

My concern is to make people aware that change is as inevitable as glaciers grinding mountains down to hills. To show them that they can manipulate change, not simply endure it.

Julia sees the flaw in her ideal man.

JULIA

What you're saying is that you look at the forest, never at the trees.

Her mild needling has piqued Serge a little, but Julia's last remark startles him. He turns and their eyes meet. They are quite high up now, and the wind is blowing on them - the light golden.

SERGE

Tell me where I'm going wrong?

JULIA

The forest is made of leaves, and the leaves are so frail that every time fall comes around, they wither away. Like people.

SERGE

I can't love people. There are too many of them. If I love them I couldn't create for them.

JULIA

How can you say that?

SERGE

I refuse to build an ant heap. So far that's all we've managed to do, build ever taller ant heaps for ever more ants.

JULIA

Once they're here on this earth, you can just wish them away. Build for the ants, Serge. Love the ants.

SERGE

No, I won't, I can't.

JULIA

Do you want one person on a gauzy
escalator to the stars -- just
yourself? Put as much of yourself
into homes as you do into
monuments, and you'll be loved
forever.

SERGE

I don't think about love. I'm not
-- easy with it.

They don't speak for a while after this. Julia looks out
over the vast site, the people becoming ants, the monocars
probing the terrain.

JULIA

(she points to the
center)
What's going there?

SERGE

A small stadium. You remember?
(can't take his eyes
off her)
With a roof like gold tissue
paper.

51 EXT. GRACIE MANSION - NIGHT 51

THE VIEW MOVES

Through the trees, the garden. We HEAR the owl. A LIGHT
goes on in the corridor.

52 INT. GRACIE MANSION HALLWAY - NIGHT 52

Terry is carrying some chamomile tea to help Frank sleep.

53 INT. BEDROOM - NIGHT 53

Frank is up in his bed, he has been terribly worried and so
exhausted he can't sleep. She gives him the tea.

FRANK

My most beloved child is deserting
me for an alluringly wrapped
package of evil. My world is
falling apart.

(MORE)

(CONTINUED)

FRANK (cont'd)

My administration is tottering.
No one will take the time to
listen to me.

TERRY

Hon.

FRANK

How does he do it? What weakness
in them does he find, that he can
slither inside, gnaw them away to
rotten fruit --

TERRY

Sleep, hon --

FRANK

(drowsy)

I had such dreams. But how can I
wrestle Antaeus when I can't lift
him off the ground? How can I
battle the hydra-headed beast of
the city's debts? They sit back
in their swanky, deathly quiet
chairman's offices and laugh at
me. Look down at me.

TERRY

(falling asleep)

Sleep, hon --

FRANK

Thousands upon thousands -- rent
control, and then -- no landlords -
- no money for projects, whole
structures going to fall. On me.
(horrified)

On me.

CUT TO:

MUSIC UP. SEARCHLIGHTS screaming across the sky; pastel-
colored tents fluttering. The area is bubbling with excited
crowds, parades of nattily dressed citizens; paparazzi
photographing everyone as they leave their taxis and limos.
The occasion is a huge promotion by the debt-laden city to
raise money to meet its payroll -- games sponsored by Gene
Hamilton in honor of his new bride called "WRESTLERAMA."

(CONTINUED)

NEW VIEW

A Maybach limousine pulls up and Gene Hamilton steps out -- the first view of him since his marriage. The spring in his step makes him appear ten years younger as he presents his dazzling new wife Wow to the crowds. She is a dresser, an over-dresser covered in diamonds. But it is the figure that dramatizes the clothing, not the other way around. Great cheers and applause rise up, as well as some inevitable obscene remarks. Banners fly up, "HAMILTON NATIONAL PRESENTS -- 'WRESTLERAMA,' HELPING A CITY IN DEBT!"

Gene is led to a covered statue in front of the entrance, followed by eager paparazzi getting every view of Wow possible. Some aide hands him a velvet cord, which he pulls with vigor, revealing a large bronze statue of himself. Gene is delighted and the crowd is impressed.

GENE

I look every inch the robber baron. Wow, come read the inscription.

Wow stoops to read the placque, affording the crowd a privileged view of her cleavage.

WOW

"Make money, money by fair means if you can, but if not, by any means, money. Eugene Hamilton."

There is a new excitement in the crowd, and the paparazzi dash to it.

NEW VIEW

The Citroen pulls up, and out steps the singing rage of the city, 15-year-old Vesta Sweetwater, her MOTHER and then Serge, beautifully dressed in a white suit. The crowd emits a shrieking scream and cheer: this is the city's own virgin and they love her. A news team immediately has their camera going and a microphone pointed.

INTERVIEWER

Is it true, Vesta -- is your dress made of Megalon?

VESTA

The first one ever.

INTERVIEWER

So it looks like you're going ahead, Dr. Catiline -- and Vesta's your poster girl?

SERGE

Young people have to know that Megalopolis is their city -- and Vesta will spread the word.

VESTA

Look -- I can be invisible.

She lifts her arms, twirling around and suddenly, the dress becomes transparent -- we see the crowds and flashbulbs right through her.

SERGE

(explaining)

Tiny cameras embedded behind the dress transmit what they see -- through to the other side.

VIEW ON WOW

Those big, mascara-ringed eyes zone in on the man of her lost dreams and then feign indifference. But their eyes show a meaningful connection. Not pleased, she accepts Gene's arm around her, as they are led up the purple carpet into the arena, just as the Claudettes' limo pulls up and discharges the girls who gave the word 'pulchritude' its meaning, step out holding champagne bottles by their necks. They are accompanied by a more demure Julia Cicero. This is a big item for the journalists and photographers.

Julia seems disgusted to see Serge there with the city's virgin. Though a child, Vesta has an unsettling concupiscence about her and Serge seems to be susceptible to it.

CLOSE ON JULIA

Almost stopped in her tracks as the Claudettes try to cuddle provocatively with her and photographers keep calling her name so she'll look their way. "Julia, over here!"

PHOTOGRAPHER (O.S.)

Pose with the girls, pose with the girls, Julia!

NEW VIEW

Surrounded by paparazzi, Julia cannot believe that Serge is accompanied by this teenage phoney.

NEWSMAN

Is the city bankrupt, Julia?

ANOTHER

Does this mean we're out of the closet, Julia?

Clodia gives them the finger. They hurry up to where men are checking VIP names, to Claude, now wearing dreadlocks and beginning to be accompanied by a contingent of 'clients,' men whom Anton Smith's expression clearly labels as mongrels; Arabs, Indians, Cubans and Haitians. Club Claude, now united, gets the cordon lifted and enters the VIP way, Claude spreading his signature \$100 bills in his wake.

Massive crowds surround three rings of wrestling. Every conceivable kind of match, in costumes, etc.

VIEW OF THE SPECTACLE

Big sweaty wrestler is slammed on his back. The crowd ROARS in approval. News photographers are everywhere, and hundreds of TV interviews are going on. Men dressed in crimson tunics with brass-studded belts carrying the Roman fasces: bundles of rods with an axe in them.

MOVING VIEW

Meade Milo enters with his exquisite wife FOSTER on his arm, blazing jewels. Nush Berman trails in their wake, looking dapper, wearing a red carnation. He looks up at Gene Hamilton who's just stepping into his box, obviously crazy about his new wife.

NUSH

They say the only thing on earth bigger than Gene Hamilton's bank account is his cock.

MEADE

I'm impressed, Nush.

55 CONTINUED:

55

THEIR POV

Club Claude making its ostentatious entrance.

VIEW ON MEADE AND NUSH

As Nush shakes his head disapprovingly.

NUSH

Bad kids.

VIEW ON THE HUGE JUMBOTRON SCREENS

Projecting the games to all. The crowds love them, gorging on sausages and drinking deep from their 'Hamilton National' paper cups.

56 INT. THE FASHION TENTS - NIGHT

56

TRUCKING SHOTS

As rows of lifeless mannequins parade the newest fashions to thousands of FLASHES and LOUD ROCK MUSIC BLARES.

57 INT. MADISON SQUARE GARDEN - NIGHT

57

MOVING VIEW

Rushing to the next important entrance. The running crowds, paparazzi and cameras move to the main double doors, and then SWISHES to a large electric sign: 'WELCOME MAYOR FRANK CICERO!' The doors swing open and Frank, Terry and her elderly mother come shyly in, followed by Al Morgenthau and his wife, and Commissioner Hart and his wife. Cheers and boos follow them as they are led to the official city box, somewhat less ostentatious than Gene Hamilton's.

VIEW ON GENE HAMILTON'S BOX

Wow rests back like the Empress Messalina, Gene makes a big show of leaping up to applaud the Mayor.

CLOSE ON WOW

Her big, lustrous eyes are always on Serge.

(CONTINUED)

MOVING VIEW ON SERGE

It's clear that Serge is mainly there to promote his ideas for young people, and is hawking them with young Vesta in a PR tie-up. Some PR handlers take Vesta and her mother away somewhere, and Serge is able to be cut loose, and steals away on his typical hedonistic binge.

SERGE

(popping a pill)
Here goes.

He guzzles whiskey, snorts cocaine, hobnobs with celebrity athletes and up-market call girls. Men and women of all classes approach him, greet him, compliment him, want to know him and get his signature on anything they can find.

MOVING VIEW

Club Claude is based on outrageous behavior in public. Claude loves mixing pleasure with politics, and his gorgeous sisters and their friends are always a big attraction, helping him draw more supporters. He glances over to Serge, hoping he's impressed.

VIEW ON CLAUDE

With Anton moving with various ethnics; a Sikh in a turban, an African in dashiki, some West Indians. The Sikh is being offered a cigar by Claude.

CLAUDE

Political clout, Mr. Singh, that's
what we have to acquire!
(few words of Hindi)
Political and economic clout.

Mr. Singh bows his way out, happy.

ANTON

What exactly are you doing?

CLAUDE

Field research, Anton old chum.
I'm finding out fascinating stuff,
like ethnic distribution across
our seething city. The immigrants
are mucho scattered. Big numbers
everywhere! Enough to swing city
elections.

(his eyes light up)

(MORE)

(CONTINUED)

CLAUDE (cont'd)

Ah, Sharif -- you came. I have something for you.

He slips an envelope into his hand. Then in Arabic:

CLAUDE

The donation to your mosque we spoke of.

SHARIF

It will go for charity, my friend. -- for many good purposes, God willing.

ANTON

Huh?

Sharif bleeds into the group of clients and supplicants.

CLAUDE

I'm gonna run this city.

ANTON

Sounds to me as if you're giving the city to a bunch of mongrels.

VIEW ON THE WRESTLING

Three rings of spectacle -- six wrestlers having it out in the center. A lithe woman wrestler runs in and flips one of them.

WIDE FULL ON THE STANDS

The crowd HOWLS.

UP ANGLE ON GENE'S BOX

Gene is in top form these days, cheering the games on. He slides his hand up Wow's stylish slit dress while his face remains serene. Wow responds as a good wife should, but is frustrated that her quarry moves out of range.

MOVING VIEW ON SERGE

Through the fashion tents, we SEE Serge wander through the beautiful fabrics that are displayed. He seems a man in conflict, who keeps his life in separate compartments, trying to avoid the essential fact that he is incapable of intimacy with any person -- only with pattern, shape, color and texture. A WOMAN moves through.

WOMAN

Hi, handsome. Love your work.

VIEW ON JULIA AND CLODIA

Abandoned in an erotic dance. Claudine and another woman join them, taking delight in tantalizing the men watching. Serge is always within Fundi's view.

SERGE (O.S.)

(sighing)

They're so perfectly beautiful.
What is it Fundi, when they get
stuck in your mind?

(to Fundi)

When you can't stop thinking about
them?

FUNDI

Slavery, Mr. Serge.

Despondent tonight, Serge exhales, feeling the liquor and drugs.

SERGE (O.S.)

I am Cortez looking for cunt. I
won a Nobel Prize, you know, but
the only prize that's worth
anything is tremendous pussy.

CLOSE ON JULIA

Julia leaves the other women still going at it on the dance floor and returns to the table, out of breath. She sees Serge watching at her.

JULIA

What is that look? You
disapprove?

SERGE

Me?

JULIA

Why are you using Vesta Sweetwater
for your PR? She's tacky.

SERGE

But useful. Millions of kids want
anything she wants.

JULIA

She seems to want a father figure.

SERGE

Doesn't everyone?

Julia's red lips draw back from the perfect teeth in a snarl.

JULIA

I have a father. A wonderful father -- who doesn't have huge feet of clay.

She starts to leave in a huff. Serge stops her, holding her shoulder.

SERGE

(softly)

I know you're going to be in my life Julia.

Then she breaks away.

JULIA

What is this prowling around? You only do that when your demons gnaw at you.

SERGE

You can't know that.

JULIA

I do know that. I know all about you like an instinct.

SERGE

Instincts are overrated.

(softening)

Forgive me Julia, I can't say it.

JULIA

You don't have to. I understand.

SERGE

How can you when I don't myself.

JULIA

Because you're in my life, Serge. Because you've become my life. You don't have to say or do anything. Just accept me.

They gaze at each other, their inner emotions shining forth and time stops.

FRANK (O.S.)

They're together. I can see them.

VIEW ON THE MAYOR'S BOX

Frank is next to Terry, speaking sotto voce. The box is full; Al and Sylvia Morgenthau, Rebecca Silver and her date, plus the person they're all attentive to, Terry's mother. Deaf as a tent post, determined to see everything, screaming a thousand questions and refusing to hear a single answer shouted to her.

TERRY

(watching)

They're not touching, Frank, and now she's left him. Look, she's coming up here.

(sighing, smiling)

Isn't she beautiful, honey? Far more beautiful than she used to be. Having a purpose suits her.

Frank scowls, but when Julia enters he summons up the effort to greet her pleasantly. Julia kisses her grandmother.

JULIA

Hi, Grandma. Having a good time?

GRANDMA

I SURE AM!

Julia kisses her mother and father.

TERRY

It must be time for the concert. Look, the wrestling's finished.

Below we can see little tractors pulling the separate rings into a unified stage. The LIGHTS lower and excitement fills the arena.

TERRY

(shouting to her mother)

Vesta Sweetwater is next, Mama!

GRANDMA

WHO?

JULIA

Vesta Sweetwater.
(under her breath)
Slut. Bitch.

GRANDMA

SOUNDS INDIAN.

JULIA

Native American, Grandma, but she
isn't. It's a stage name.

MUSIC brings Vesta on in her Megalon outfit, her hair sparkling with gold dust, to thunderous applause. She works the audience brilliantly, up and down, back and forth, her spiked heeled golden boots glittering, one hand holding out the little gold cross and chain around her neck.

FRANK

Now there's a youngster with real
values.

Julia rolls her eyes.

GRANDMA

IS SHE A MARCHING GIRL? A
MAJORETTE?

TERRY

No Mama, she's New York's own
special virgin, she made the 'Pure
Love Pledge'! She's the Christian
ideal, a heroine to young people
everywhere!

GRANDMA

EH, WHAT?

JULIA

Just sit back and enjoy, Grandma,
don't worry about it

A policeman comes to the box, whispers something into Commissioner Hart's ear; he rises and excusing himself, leaves.

Julia slumps down in her chair and tries to find a spot where there isn't a Jumbotron showing Vesta's face ten feet high as she breaks into her original hit "MY PLEDGE."

(CONTINUED)

JULIA

(muttering)

Bitch. Cow. Slut. Porkpig.

VIEW ON VIDEO DISPLAY

The Vesta cult: photos, gold and platinum discs, various Christian icons and memorabilia.

VIEW ON THE BONI BANK SECTION

The Boni twins have invited Meade and Foster Milo to join them with their wives, and included Nush Berman with them and rather oddly, Davy Cato and his wife, what's-her-name.

VESTA

(singing)

*"...the keeper of the flame,
I'll never be to blame,
My pure love pledge is true,
Pure, so pure for yooouuu.."*

Foster Milo is always smothered in jewels; her superb body sheathed in an opalescent ice-green satin tube. Tonight's gems are emeralds surrounded by diamonds.

TIM BONI

(to Nush)

We're trying to persuade Davy to join us at Boni Budget.

NUSH

Good idea.

MEADE

It would be handier to have a spy in Gene Hamilton's camp.

DAVY

(blanches)

I couldn't do that! While I take a salary from Hamilton National, my loyalty is with him.

MEADE

Oh, come now. Loyalty is as loyalty does. You know perfectly well, as soon as it suits Gene, you're going to get chopped. You're almost forty, Davy.

57 CONTINUED:

57

DAVY

(struggling)

Which is why I am interested in
the offer from Tim and Tom.
Though I haven't said yes yet. I
may not say yes.

NUSH

I would be very pleased if you
transferred to the place where I
bank, Davy. But Meade has a
point. I hope, Davy pal, that
you're not stupid enough to refuse
to spit out what you know about
Hamilton National before you
change horses.

(conspiratorially)

You know the bank's going to that
nephew Claude -- who never obeys
orders or shows up for work.

DAVY

I hope he never does, he'd pull
the wings off a butterfly.

58 INT. BACKSTAGE OF THE GARDEN - NIGHT

58

Claude and his cohorts are moving toward the main control
room, carrying a package.

CLAUDE

(muttering)

A little something from my purple
files.

Sneering, he pulls a glistening disc out, and using his
infinite supply of \$100 bills to bribe his way through,
disappears into the control room.

59 INT. MADISON SQUARE GARDEN - NIGHT

59

THE JUMBOTRON SCREEN

Vesta, holding her mike, prances and grinds waving to the
crowds amid the frenzy of flashbulbs.

WIDE VIEW

Hundreds of thousands of spectators focused on the prurient
dance which belies the lyrics she bellows out.

(CONTINUED)

CLOSE VIEW

Bathed in follow-spots, she leaps up and turns her dress of Megalon into its transparency mode and becomes almost transparent. The crowd SCREAMS its adulation.

VIEW ON FRANK

Listening, oozing approval. Suddenly, he lurches forward, unable to believe his eyes.

FRANK

Terry!

VIEW ON THE JUMBOTRON

The IMAGE of Vesta on stage is replaced by Claude's amateur video footage of a huge glass bowl filled with Tootsie Rolls in which Vesta is gamboling, then to Serge Catiline, removing the teen star's blouse.

VIEW ON GENE HAMILTON'S BOX

Wow is suddenly attentive; it takes Gene a moment to catch on.

VIEW ON VESTA

Blissfully turning her transparency on and off, unaware of what's on the Jumbotron screen, singing her song about virginity and saving oneself for marriage.

FULL VIEW

Showing the performance and the many huge screens with another message, that of Serge and Vesta cavorting in his Cloud Tower.

VIEW ON THE MAYOR'S BOX

Now the crowd is beginning to understand. The screens show Serge having gotten all her clothes off, now beginning to remove his own.

FRANK

How did this -- filth get on that screen?

TRUCKING VIEW

A group of detectives led by Commissioner Hart and some uniformed officers making their way to the Mayor's box -- Hart holds an official envelope in his hand. We HEAR the outraged CRY from the crowd and their booing and hissing of Vesta.

VIEW ON VESTA

Doesn't understand the sudden change.

VIEW ON THE JUMBOTRON

The glass bowl of Tootsie Rolls in which a naked Vesta is frolicking, then to Serge Catiline, moving in on top of her.

VIEW ON THE MAYOR'S BOX

The Mayor, looking stunned, rises to receive the detectives.

FRANK

What is this?

HART

I don't know, Frank, but Vesta's mother called my office an hour ago, and gave my deputy a video disc to back up her complaint of unlawful intercourse with a minor, probably the same one we've just had the privilege of watching.

This seeps into Frank's mind, he understands what has been delivered to him. A rush of blood fires his eyes, flooded through him in wave upon wave of heat, ecstasy, final vindication.

FRANK

I want him ruined.

(rising)

Arrest him. Throw the book at the bastard!

VIEW ON VESTA

Standing on the stage looking terrified, shielding her eyes from the lights, trying to understand the colossal boos, catcalls.

VIEW ON THE SCREENS

IMAGES of Serge and FILE FOOTAGE of Vesta reciting the Pure Love pledge.

VIEW ON THE MAYOR'S BOX

TV cameras and press reporters rush the box, assault the Mayor.

VIEW ON HAMILTON'S BOX

Gene stands looking grim, signaling to whomever can see to cut the projection. Finally it goes off, and is replaced by on-the-spot recording of the Mayor.

Wow is furious, jealous and vengeful, then pleased.

VIEW ON MAYOR'S BOX

Frank seizes the opportunity and begins an impromptu speech to the crowd.

FRANK

...within this city today, Serge Catiline, there is nothing that can give you satisfaction any more.

SCREENS ALL AROUND THE COLOSSAL ARENA show different views of Mayor Frank Cicero, his voice ECHOING throughout.

FRANK

Apart from your own degraded group of hangers-on, no man exists who does not hold you in detestation...

VIEW ON JULIA

Transfixed by what is happening around her as her father's resounding oratory dominates the crowd.

FRANK

Your life is marked with every sort of scandalous blot....

VIEW ON SERGE

Wasted, wandering in the seedy collection of sports world types and their women, bottle in hand deeply mired in oblivion, self-hate, self-pity. Unaware of why all except Fundi are repelled from him.

FUNDI

Please Mr. Serge, we gotta get out of here.

Serge falls into a chair outside the fashion tent and takes another swig.

FRANK (O.S.)

There is no imaginable form of dishonor which does not stain your private affairs.

Tabloid newspaper headlines, photos of Vesta with the caption "She's no VIRGIN!"; "Design Czar accused of unlawful intercourse, and on the 'Daily News' simply "SEX FRAUD".

Julia steps up to her seething, but satisfied father, her mouth opens about to make a passionate appeal, but Frank holds his hand up.

FRANK

Not a word. Not -- one -- word.
Make yourself useful, take care of Grandma.

And he leads his women out through the crowds. Julia vanishes from the entourage.

NEW VIEW

Fundi tries to coax his boss from his curled up position on the floor.

FUNDI

I can't get him moving, he's hopeless!

Serge's eyes blur. He looks up to where he senses a woman.

SERGE

(muttering)
...tremendous pussy. It's all that matters. I am Cortez!

A hand takes the bottle out of his hand.

JULIA (O.S.)
Tomorrow Serge, what you need now
is caffeine and bed.

SERGE
Julia? Is that Julia?

He tries to crawl under the chair.

SERGE
Julia! Can't let Julia see me
like this. Hide, gotta hide.

VOICE (O.S.)
Serge Catiline?

LIEUTENANT LORETTA CLARK and her men hover over Serge, still
under the chair, Julia cradling his head against her side.

LIEUT.
Serge Catiline?

He does move, eyes closed in a peaceful sleep.

JULIA
He's asleep.

LIEUT.
Pick him up.

The two uniformed cops go under Julia's protecting arms, fix
their hands on his shoulders and haul him upright to hang
between them.

SERGE
(groaning)
No, no.

LIEUT.
Cuff him.

JULIA
You can't do that, Loretta!
What's happening?

LIEUT.
Mr. Catiline is under arrest.

JULIA
On what charge? He hasn't done
anything!

59

CONTINUED:

59

LIEUT.

Unlawful intercourse with a minor.

JULIA

(begging)

Serge, Serge, wake up!

Hand cuffed behind his back, they lead Serge off.

LIEUT.

(friendly warning)

If you're smart Julia, you'll stay out of this.

Julia follows after, pleading, beseeching.

60

EXT. MADISON SQUARE GARDEN - NIGHT

60

They march him down the packed street to a squad car and shove him into the rear with a cop on either side.

JULIA

You haven't read him his rights.

LIEUT.

He'll be read his rights the moment he indicates he's capable of understanding what he hears. Until then, Miss Cicero, we'll call this protective custody.

JULIA

(trying to get in)

I'm going.

LIEUT.

Those days are over, Julia. Word from the top.

The squad car and several others speed off, leaving Julia standing watching their flashing lights dwindle away. Fundi finds her there.

FUNDI

Never got him that coffee. Come on Miss Julia, I'll take you home.

One arm around her waist to support her faltering footsteps, Fundi leads her tenderly away.

61 INT. CLAUDE'S LOFT - NIGHT

61

Claude bounces in, whooping with laughter. He moves to a safe, holds his finger against it and the door pops open. Out comes the 'Revenge' book in leather and gilt and a purple pen. He opens it, flips a couple of pages.

CLAUDE

Bye bye, cousin Serge. You're finished. And who did this to you? Me!

CLOSE ON CLAUDE'S FACE

His eyes gleam maliciously.

INSERT --

The name "Serge Catiline" is crossed out in purple ink.

FADE OUT.

ACT II

FADE IN:

62 EXT. FULL VIEWS OF THE CITY - DAY

62

It's fall, beautiful colors, patterns of leaves. The great city shows its spectacle of skyscrapers.

63 EXT. MEGALOPOLIS SITE - DAY

63

An open wound in the city; preparations are evident. The strange markings and structures growing out of the trenches and strange concentric circle earthworks. The monocars are ganged up and stilled.

64 EXT. GENE HAMILTON'S TERRACE - DAY

64

Atop one of the most beautiful classical buildings is Gene Hamilton's garden, looking over an incredible view of the city.

MEDIUM VIEW

Gene is dressed in workout clothes. Serge is there, standing by like a boy called into the principal's office.

(CONTINUED)

Gene's holding a beautifully crafted modern aluminum crossbow, loaded. He lifts it casually. THUNK! The arrow hits the exact center of the target.

GENE (O.S.)

Bad timing, bad, bad timing. My wife doesn't like it, and I like my wife.

He puts the bow down and crosses to sit with his nephew who is calm and steely, unabashed.

THE VIEW MOVES CLOSER

SERGE

I can see why she'd be offended.

GENE

A fifteen year old; for God's sake! Were your brains in your ass?

SERGE

I don't know where my brains were, and that's the truth. I believe the phrase is "I'm amnesic for the event."

Wow steps into the garden clad in a beautiful negligee. She purposefully ignores Serge.

WOW

Gene darling, Davy Cato needs to see you urgently. You have to save the city today.

GENE

I'm warning you Serge, you're not sowing your wild oats like Claude -
- you're a man!

(to Wow)

Tell Davy I'll be with him in five.

Wow, seeing Serge chastened, smiles as she returns to Davy Cato.

GENE

Romans ruled the world, but their wives ruled at home.

65 INT. HAMILTON'S LIBRARY - DAY

65

Davy Cato's been waiting with a briefcase full of city documents. She makes him sweaty and uncomfortable, especially in a negligee.

WOW

Five minutes and you can go out.

DAVY

Thanks, Mrs. Hamilton.

WOW

Davy -- what did I tell you?

DAVY

Excuse me -- Wow.

66 EXT. HAMILTON'S TERRACE - DAY

66

GENE

This Vesta business makes it very difficult for me to stay on board your Megalopolis project, you know.

SERGE

Need I remind you that you own the Megalon patents? You and your bank stand to lose hundreds of millions if you don't back me.

GENE

I'll give you this, Nephew, you're not a wimp. I just wish my wife liked you more.

Davy Cato comes out lugging his briefcase.

SERGE

Rather too little than too much.

GENE

Now get back to the task, man. Make the family proud of you. Like when you won that prize.

(turning)

Wow, where are you? I have a little surprise for you, my little foxy!

67 INT. CITY HALL - DAY

67

HIGH MOVING ANGLE

A large doughnut-shaped table with business chairs around the edge, and side tables with literally thousands of papers, sorted in racks. It resembles an operating room, with the city staff, bankers, lawyers and assistants the doctors and nurses. The city itself is the patient. The Mayor, as he believes it, is the saviour and protector, the hero who was prophesied as the first man of the city -- the only way Frank can accept the power which he craves so deeply.

The meeting begins: coffee is passed around, bagels and pastries.

Al Morgenthau lays documents on the table, the compromise they are offering.

MORGENTHAU

We're almost there.

FRANK

We're bleeding the city to death, Mr. Cato.

DAVY

Then default.

FRANK

Default? Not in my administration. Admit that I can't govern? No, no and no!

DAVY

I draw your attention to the fact, Mr. Mayor, that the entire system is in jeopardy.

FRANK

You are forcing me to implement the most stringent economies in New York's history, Mr. Cato.

DAVY

Let's not call them actualities yet, sir.

(CONTINUED)

FRANK

You're raping the city and
charging us with prostitution!

REBECCA

Mayor --

FRANK

(capitulating)
All right, give us the loans and
I'll push the button.

DAVY

Push the button first.
(nondescript)
Then we'll give you the loans.

Frank sits down, takes out his pen. Aides on either side
ready the paperwork and feed it to him. Signatures.

Sips coffee. Stacks of paper are moved. Signature.

Remove document. Firehouses fly away. Assistant brings him
coffee and smiles at him

Another signature. As schools and libraries fly away. The
aides carry a new stack of papers into the circular room.

A five-man fire crew becomes a four-man crew.

Some of the lawyers are on the phone. Some joking with
aides. Signature. A school for design arts disappears. A
brigade of police is reduced by half.

Stacks of papers moved, etc.

Sequence out of these elements until the final document.

Frank must sign it after writing "fair and reasonable" on
it. He puts down the pen.

FRANK

No.

DAVY

Then, it's a stalemate, Mr. Mayor.
You must understand that Eugene
Hamilton is deeply committed to
the Megalopolis program.

FRANK

Eugene Hamilton is a desert, toxic waste, an empty void -- he's Pluto hanging on to Prosperpina while the earth withers!

THE VIEW TIGHTENS CONSPIRATORIALLY

DAVY

I couldn't have said it better myself. Let's have a walk, Mr. Mayor.

The two walk to a more private area.

TRUCKING TWO SHOT

DAVY

If Hamilton National drops out, Boni Budget would consider becoming the lead underwriters.

FRANK

You speak for the Boni twins?

DAVY

Put it this way, your honor. If the city should agree to give its business as a monopoly to the Boni Budget, I would accept its offer to become CEO and chairman. Thus personally guiding the city out of its -- ah-- present slough of despond.

FRANK

Holy Moses!

DAVY

(dispassionately)
Holiness was highly valued in those days. Unfortunately, it counts for little in our time.

(he turns)

If you're interested, we'll meet again soon. Privately.

68

INT. CLOUD TOWER - DAY

68

HIGH ANGLE

Julia and Serge are having a picnic in the middle of the floor, surrounded by plans and renderings. Julia picks up one of them.

JULIA

I never got this. What is this ball?

SERGE

The center of the city, the main public gathering area.

JULIA

Isn't a huge ball sort of passe?

SERGE

It's a sphere, not a ball. Saturnus, Kronos, Tane Mahuta, the Grip Reaper, the Lord of Misrule -- no beginning and no end: it's time, Julia. Time, the eater of his own children.

JULIA

Oh Serge, no wonder I love you so much. More!

SERGE

I deal in little ideas, little inventions really -- and then they grow on their own. Taking things off the pedestal; shunning the perpendicular with its wasted corners and embracing the curve. Curves like the sun, our mothers, our earth.

Without thinking Serge hugs Julia. Then he becomes embarrassed with that and drops his arms.

JULIA

You didn't need to do that.

SERGE

I'm sorry, it won't happen again.

(CONTINUED)

JULIA

Sometimes Serge, you are a total idiot. I didn't mean the hug, I meant stopping the hug.

SERGE

(muttering)

I don't feel right about touching you.

JULIA

Because of Vesta? All the others? They don't matter to me, so why should they matter to you?

SERGE

The old word was -- unclean.

JULIA

(scornfully)

Oh, garbage! Or if you prefer, Megalon!

SERGE

A lot of the things your father has called me are true, Julia. I am a profligate libertine, I am a hedonist. Vesta? She was --

JULIA

"Tremendous pussy. That's all that matters."

His face blanches, he shudders and stands up.

SERGE

My words.

JULIA

Sometimes I hear your thoughts. I swim through your mind.

SERGE

I'm embarrassed.

JULIA

Vesta's no virgin, I knew that the first time I saw her, at a concert. She's an advertising con job about as chaste as Wow Baltimore, your new aunt.

(MORE)

JULIA (cont'd)

And that one -- she's as dangerous as Claude, who, incidentally set you up, Serge.

SERGE

Claude?

JULIA

I warned you. But did you listen? No! He was here at your party with his tiny video camera. Somehow he had hidden it in your bedroom. He left the party for five minutes and it wasn't to go to the bathroom. They'll argue figurative rape through drugs and alcohol. I know you weren't feeding them to her, I knew she was higher than a kite before we left the wedding. I'd testify to that, but if they cross-examine and push, I'd have to admit that I adore you. A prejudiced witness.

SERGE

It's my own fault, no one else is to blame. And if you, with all your joy and optimism can't see a way out, how can I?

JULIA

I honestly don't know. However, I am going to try. You know, I'm a talented detective.

She throws her arms around him and hugs him tightly just as Charles steps in.

CHARLES

I'm sorry Serge, maybe you ought to come downstairs.

Serge sees something is wrong from his face, immediately starts down the stairs, Julia following.

MOVING VIEW

Down the stairs, into the design studio.

VIEW ON JULIA

Astonished.

WHAT THEY SEE:

Everything has been destroyed. The carefully crafted model buildings are broken up, plans ransacked; all the file drawers opened, the contents ripped up and tossed everywhere.

Julia moves to the swinging door of the safe. The cash drawers have been opened.

JULIA

It's supposed to look like a robbery.

SERGE

It is a robbery.

CHARLES

They're been to the site also; looked liked paid hoods. One of our guards was hurt.

JULIA

Listen, I have friends in the detectives; don't touch anything, don't report it yet.

SERGE

Detectives -- the city's detectives?

JULIA

(knows what he's thinking)

My father had nothing to do with this.

SERGE

I can play dirty too.

JULIA

Don't stoop to their level. They're going to attack you every way they can, hoping you'll respond and get you in more trouble.

SERGE

You, my Joan of Arc of a new age,
afraid of trouble?

JULIA

I mean -- for you. I'm not afraid
for myself, but --

SERGE

What are you saying, Julia?

JULIA

I feel it's my job to -- protect
you.

(awkwardly)

I care for you.

SERGE

(smiling)

I'm going to start building full
swing before they find a way to
stop me.

A70

EXT. POLICE YARD - DAY

A70

Julia enters the yard where many squad cars are parked. She passes by officers who say hello, and goes right up to MAC, her friend. Other officers are hanging out, having lunch, etc. They all brighten up when they see her.

JULIA

Whattaya say, Mac. Give me my
badge back.

MAC

I can't. And Actually you can't
even hang around with the police
anymore, badge or no badge. There
are spies everywhere -- it came
from the Commissioner.

JULIA

What'd I do? What am I guilty of?

MAC

You're a sharp girl, Julia, you
can figure it out. Not you --
they need Catiline to be guilty.

Julia gives him a look that can't fail.

(CONTINUED)

A70

CONTINUED:

A70

JULIA

Ah, Mac, my best buddy -- won't you help me? We could have made great partners.

MAC

In a movie maybe.

Mac feels through his car's glove compartment. Takes out a little detective badge and flips it to Julia.

MAC

I've got drawers full of them. They're worthless.

70

INT. CITY HALL - DAY

70

Al Morgenthau hurries up to Frank, and leans over his ear.

MORGENTHAU

Could I speak with you a minute, Mayor?

He walks off with him.

MORGENTHAU

Frank, the team of bloodhounds we put to work on the Design Authority charter have come up with something.

FRANK

Oh fantastic. What? Where?

MORGENTHAU

Just a little hitch in the wording about the designated uses of toll income -- it's abstruse in two places.

FRANK

Open to legal interpretation, you mean?

MORGENTHAU

Exactly. The conclusion's arguable, but we can at least put a temporary freeze on Megalopolis.

(CONTINUED)

FRANK

Al, I love your homely face
forever! Is Judge DeFalco willing
to issue an injunction?

MORGENTHAU

You'll have to request it
yourself, but I think so.

Al hands the Mayor the phone.

Sheets of Megalon everywhere, massive forklifts, parts of
cranes and booms, huge trucks and tractors loaded up ready
to go. The Design Authority flag flies everywhere. The
place is lit by high-powered searchlights.

MOVING VIEW ON SERGE

His team follows. A Design Authority car pulls up; ARAM
KAVAKIAN, finance director, steps out and moves to Serge
quickly.

ARAM

I filed the papers with the state;
the bonds are liquid, so all you
have to do is direct me to move
the funds.

SERGE

I so instruct you, Aram.

CLOSE SHOT

Hands collecting tolls, etc.

ARAM (O.S.)

These are Authority funds, signed
by its chairman -- you. Just
think, all those toll booths
collecting just to pay off our
bonds.

Serge signs and then steps up to a simple platform where a
microphone is waiting. He looks through his team for Julia,
smiles broadly. This is the great moment -- Megalopolis is
about to rise. There is a tremendous air of excitement.

A simple gesture of Serge's hand and twenty bulldozers move
forward.

SERGE

Megalopolis isn't a utopian dream,
it's a reality! A vision showing
what can be done today, and what
will be routine tomorrow!

NEW VIEW

A row of searchlights spill upward to the sky. The press go
mad with FLASH photography. Serge acknowledges his team.
Suddenly squad cars arrive, sirens wailing. An aggressive
slew of police and detectives march up to Serge.

LIEUT.

Serge Catiline, director of the
Design Authority?

SERGE

I am he.

LIEUT.

(barking)

I have here an injunction
terminating all construction on
this site pending investigation of
the Design Authority's charter.

SERGE

It would be nice, if just once I
could hear you speak in a pleasant
voice.

He takes the papers and glances at them.

SERGE

This won't hold up, Lieutenant.

LIEUT.

Until that is fact and not
opinion, Mr. Catiline, all work on
this site ceases as of this
moment.

SERGE

I'm sorry, I can't do that. Work
continues.

LIEUT.

Issue the order to stop work or
I'll arrest you on charges of
contempt.

SERGE

Arrest away, Lieutenant -- work continues.

The Lieut. nods, and proceeds to put cuffs on Serge. Charles's eyes are swimming with tears. They take Serge to a waiting patrol car; jam him in and drive off.

CHARLES

Oh, Jesus!
(turns to Vera)
We close down completely in compliance with the injunction. Everybody home -- including us.

JULIA

Don't.

ARAM

Julia, we have to.

JULIA

You heard what Serge said, work continues! He knows what's happening, what they can do to him. So if he says we build, we build!

CHARLES

Julia...

JULIA

What are you, Charles. Overwhelmed by a few sheets of paper? Serge said to build so we build.

CHARLES

There will be cops everywhere. They'll shut us down anyway. I can't condone violence, and that's what's going to happen.

JULIA

The city doesn't have enough cops to shut us down, they've fired them all. They'll concentrate on Serge. Build Charles, build, damn you.

CHARLES

Do you all agree?

71 CONTINUED:

71

He asks the others.

BALIN

Bet your ass!

ALL

(ad lib)

Agreed. Julia speaks for us.

Julia steps up to the microphone.

JULIA

You're here to build the future.
Build it!

MUSIC UP. Work begins in full force as forklifts drop their loads of Megalon primary fabric and huge boring machines move into position to begin to drill the 100-foot casements that will provide the structure of above-ground MEGALOPOLIS.

72 INT. SQUAD CAR - NIGHT

72

Serge being driven away into the shadows. He clicks his gold watch and the second hand begins its sweep:

WIPE TO:

73 LEAP FORWARD IMAGES MONTAGE

73

Individual clips of the team; Vera, Balin, Charles all directing their projects. STILL PHOTOS, TV CLIPS, SOUND BITES. We witness the future being constructed.

74 EXT. GARBAGE BARGE DEPOT - DAY

74

Nush Berman and Meade Milo approach the foreman. Meade shakes his head, Nush signs an order, and the Design Authority garbage barges are stopped.

75 INT. NEW YORK GRAND JURY - DAY

75

Preliminary hearing -- receiving testimony of Vesta's mother.

76 EXT. TOLL GATES - DAY 76

Millions of cars keep passing through, hands reaching out to pay.

77 INT. MAYOR'S OFFICE - DAY 77

Frank sits at his desk reading the newspapers about Serge and Megalopolis. He is infuriated.

FRANK

What do you mean we can't stop the building, Al?

MORGENTHAU

They're Design Authority bonds and we have no power to intercede. They're paid back by tolls all over this city. It would take a congressional act, and even that might not break the covenant of the Authority's bonds.

FRANK

This is my city, not this maniac's. Have the police stop them, Stan.

HART

Your judge's injunction didn't stand up. I can't stop this and I don't have the police to do it.

FRANK

(bitterly)

Who can you trust, when you can't trust your friends?

(then gleefully)

But we've got him in prison, that's something.

78 INT. POLICE STATION - DAY 78

MOVE CLOSER TO Serge, being detained and questioned by detectives.

- 79 INT. DESIGN STUDIO - DAY/NIGHT 79
- INSERT - COUNTLESS DRAWINGS begin to define each part of Megalopolis. Huge sheets of designs pinned to the walls, details of the project.
- 80 EXT. MEGALOPOLIS SITE - DAY/NIGHT 80
- Vast machines dig and bore and lay foundations. Huge trucks turn out sheets of plastic from molds and looms.
- 81 INT. MODEL STUDIOS - DAY/NIGHT 81
- Model makers cutting cardboard, balsa wood, plastic.
- 82 INT. FACTORY - DAY 82
- Basic new 'weave' plastic pours down a chute and onto a grid.
- 83 EXT. GARBAGE BARGES FROM NEW JERSEY - EVENING 83
- Charles arranges for the shipments to begin. The barges carrying garbage move out.
- 84 EXT. MEGALOPOLIS SITE - DAY 84
- Space-age materials being spun into feather-light structures that are cheap, insulating and have great acoustics. MEGALON shapes grow out of webs controlled by software, making things structurally stronger than steel, but free as liquid glass.
- CANDID STILL PHOTOS of the mushrooming Megalopolis. Earth-moving equipment sculpt the basic checkerboard of twelve parks.
- 85 INT. DESIGN STUDIO - DAY 85
- VIEW ON JULIA
- Now an essential part of the team; directing the progress in Serge's absence.

(CONTINUED)

85 CONTINUED:

85

The model of the Saturn globe splits apart. Inside we SEE auditoriums, stadiums, plazas, fountains, gardens.

86 EXT. TOLL GATES - DAY

86

CLOSE SHOTS -- Many hands, much cash. Toll gate after toll gate.

87 INT. HAMILTON'S LIBRARY - DAY

87

VIEW ON WOW

So sexy as she brings Gene's medicine to him. He's trying to concentrate on reports he's reading.

GENE

Damn, damn, my pills multiply like rabbits.

WOW

Don't worry, I'll read this for you, honey -- then I'll give you a summary.

A MOVIE SCREEN shows IMAGES of Serge and progress of Megalopolis, then Wow's SHADOW as she undresses.

Wow moves next to Gene, distracting him -- until he is no longer watching. She closes in on him, pressing a button shutting the projection off.

88 INT. JAIL - VISITING ROOM - DAY

88

Aram joins Serge.

ARAM

Hamilton National cut off our local accounts.

SERGE

Don't you have the upstate ones?

ARAM

Yes, but it's so maddening, like someone's playing with us. Is it your Uncle?

- 89 INT. ELECTRONICS FACTORY - DAY/NIGHT 89
 Workers in dust-proof suits work spinning yokes of fiber-optics to go into the information hub deep below the city.
 VIEW THROUGH ELECTRON MICROSCOPE -- the nano-circuitry.
- 90 EXT. MEGALOPOLIS SITE - NIGHT 90
 CLOSE ON HANDS -- building, joining, creating.
 Workers grow and affix the skeleton of a vast globe.
- 91 EXT. DESIGN AUTHORITY BLDG. - DAY 91
 Its distinctive flag flying proudly in the wind.
- 92 EXT. CLOSE ON HANDS 92
 Paying tolls, cash changing hands.
- 93 EXT. THE CHRYSLER BLDG. - MORNING 93
 MOVING CLOSER TO THE TOWER, and into the great triangular windows.
- 94 INT. MAYOR'S OFFICE - AFTERNOON 94
 Frank sits near his phone, listening to Gene's voice booming through the room.

GENE (O.S.)

I don't care what the city's objection to double bail for double offenses is, Frank! I want my nephew released and I will not lie down under this order that construction of Megalopolis cease!

FRANK

Listen, Mr. Hamilton, you may own this city's largest bank and the patents on Megalon. But you do not own me or this city's administration.

(MORE)

(CONTINUED)

FRANK (cont'd)

Dr. Catiline's in a cell where he should be, and there he stays!

A pause; everyone in the office, Al, Rebecca, Hart look at each other.

GENE (O.S.)

(softly)

I don't own you and this city's administration? I rather thought I did, actually. Don't oblige me to issue a public statement that the Hamilton National Bank has no faith in the city's credit because said credit is a figment of the Mayor's imagination. Your paper's not worth diddlysquat, your honor, the city's broke.

Frank breaks the connection with a fictitious stab.

FRANK

Damn and blast him!

MORGENTHAU

Your honor, be reasonable. Let the guy out, don't make it worse for us.

(to Hart)

Stan, back me!

HART

Al's right, your honor. If DeFalco's court refuses bail, old man Hamilton will not only issue his statement, he'll also accuse you of mounting a vendetta against his nephew.

Rebecca moves to look Frank in the face sternly.

REBECCA

Boss, in the last week you've shot off your mouth about the Vesta case to any reporter who'd listen, and Catiline's attorneys are suggesting bias.

FRANK

Bias smias, the man copulated with a fifteen year old!

REBECCA

But you're smearing him, denying him bail, you've made it personal, as though it was your daughter --

LAWYER

You see, your honor, our contentions about those two clauses in the charter aren't watertight, so it might be smart to ease up.

FRANK

(through his teeth)
That wasn't your opinion yesterday.

LAWYER

Well, I commissioned an external opinion too, and it's just back. One of my jobs is to keep the public informed about the city's affairs, including legal ones, and I wanted us to look impartial.

FRANK

I take it you're attempting to tell me that the external opinion doesn't agree with our own experts?

LAWYER

Correct. Sorry.

Frank slumps into his chair.

FRANK

Therefore, you are all advising me to turn a blind eye to continued building on the Cityworld site, and content myself with that poor little soul, Vesta Sweetwater?

MORGENTHAU

We are.

Frank shrugs.

FRANK

Very well, then we turn a blind eye to the matter of holding a legally binding injunction in contempt. However, Walter, tell Norm O'Brien from me that he'd better get the Grand Jury moving, I want Catiline convicted as soon as possible. Hear me?

MORGENTHAU

I hear you.

They all scuttle out except for Rebecca, who stands behind the Mayor and massages his neck with strong fingers. He relaxes and breaths.

FRANK

Oh, that feels good.

She finishes, grins at him putting her thumbs up.

FRANK

You know Rebecca, in all the years we've worked together, no one has ever been more loyal. I prize that. But you think I'm going too far with Serge the Scourge, don't you?

REBECCA

I do.

FRANK

He's got my Julia in his snare.

REBECCA

I realize that, Frank.

FRANK

How else can I set her free, than to jail him?

REBECCA

He'll get a stiff sentence for Vesta Sweetwater.

FRANK

And good riddance, I hope it's life.

REBECCA

Boss, why don't you take the rest
of the day off?

He reaches out and picks up the two legal opinions
concerning the Design Authority charter.

FRANK

Good idea. I want to arrive at
'my' opinion and it's quieter at
Gracie Mansion. Thanks, Rebecca.

He lumbers out, but stops to make a call on his cell phone.

INSERT

Scramble mode.

CLOSE ON FRANK

FRANK

Cato? This is Frank Cicero. Just
to let you know I'm in favor of
our suggestion about the Boni
Budget... I should add that the
city has had an offer of a gratis
block of midtown land on which to
build a casino. Yes, there will
certainly be future collateral --
No matter what the fate of the
Cityworld site, the casino is
assured.

Frank gets out of his car, waves to the cops in the security
booth on his way to the house.

Frank enters, and hearing Julia's laughter, eavesdrops as
she talks to her mother.

Terry and Julia eating together, both laughing.

TERRY

I don't know why we're laughing,
it isn't funny.

JULIA

No Mom, it isn't funny.

TERRY

You're going to stick by him.

JULIA

Through thick and thin, to the
death.

TERRY

You love him that much, honey?

JULIA

That much and more. I don't think
God made a device to measure my
kind of love.

TERRY

How long has this affair been
going on?

JULIA

Oh, there is no affair! The time
for that isn't right.

TERRY

Why?

JULIA

There are a lot of negative things
working on Serge. Things that eat
at him, things I don't always
understand. His mind doesn't work
like other minds.

TERRY

Is he unbalanced?

JULIA

(laughing)

Totally! But not crazily. He has
such visions, such passions.
Megalopolis obsesses him.

TERRY

Well honey, the cards say the pair
of you will get there.

Suddenly Frank roars into the room.

FRANK

Oh, do they?
 (heart pounding,
 trembling)
 You and your cards, woman! You
 and your delusions, girl!

JULIA

I'd better go.

She scrambles to her feet, kisses her mother, and tries to get around her crimson-faced father.

FRANK

After listening to that mawkish sentimentality, I don't know why you ever came, you serpent's tooth. God didn't make a measuring device, huh? Oh yes he did, but not for deviates like your lover-boy! Visions and passions indeed!

JULIA

Daddy, you're wrong about Serge -- so wrong!

FRANK

Seducing a fifteen-year old girl?

JULIA

(wringing her hands)
 It wasn't the way it looked and if it had been, it's irrelevant. What matters are his ideas, the children of his mind -- they're so fantastic, so worthwhile! Serge the person is just a vessel filled with ideas. Don't you see, Daddy? He's a tragedy because his mind and spirit are some place his body doesn't know, can't follow.

FRANK

(fury dying down)
 You are lost.

Tears pour down Julia's face.

JULIA

Whatever happened to your dreams?

She slips past him and is gone.

Frank slouches down, exhausted. Terry picks up her cards.

TERRY

If she's lost, Frank, accept it.

FRANK

How dare you ask her here.

TERRY

God would say, how dare I not.
She is my child. Motherhood is
unconditional.

She starts to clear the dishes away.

TERRY

Go and do some work, I don't want
to see you until you can at least
be civil.

Frank drags his heavy briefcase to his study.

FRANK

(muttering)

Why did she have to fall in love
with the one man I cannot condone?
And why is she so blind to the
evil in him?

He sits down.

FRANK

I haven't forgotten my dreams. I
was going to be another father of
my country, to have a thousand
statues in a thousand squares. I
was going to be *primus inter*
pares, the first among my equals.
I had dreams --

(falling asleep)

But they weren't dreams --- they
were fantasies.

The HOOTING of owls in the Gracie Mansion gardens.

DISSOLVE TO:

98

INT. BEDROOM - NIGHT

98

Frank sleeps restlessly, almost screaming.

TERRY

Frank. You're having that same nightmare again.

FRANK

I'm fine -- I'm fine.

TERRY

The same dream?

FRANK

A cloud swallows the moon.

TERRY

The moon. The feminine principle, the left hand, imagination, intuition. Ruled by Pisces, rules Cancer. Hmmm.

She sits up in the bed, puzzling.

TERRY

I'll spread the tarot, but it's hard to interpret dreams from either the tarot or the stars. I think you need to see a psychic.

FRANK

Pah.

TERRY

Truly, honey, psychics can be very helpful. You're soaked! Lord be, Frank, you're not telling me everything. There's a Psychic named Ablo in the Brooklyn tunnels, and she's an expert on dreams. Why not see her, huh? For me?

FRANK

What's her name, Gobble?

TERRY

Ablo.

(CONTINUED)

98 CONTINUED:

98

FRANK

And she occupies a palace in the
Brooklyn tunnels.

(rolling to one side)

Go to sleep, Terry -- and no more
Ablo.

99 INT. CITY HALL BOARDROOM - DAY

99

Al Morgenthau hangs up the phone.

MORGENTHAU

The panel of judge ruled in favor
of the Design Authority.

Those in the room are disappointed but not surprised.

FRANK

If we had those tolls, Al, we'd be
on easy street.

MORGENTHAU

There's no denying that having the
toll revenues would help, but we
don't have them and I can't see
that we ever will have them.

FRANK

(leaning back in
chair)

Actually, the city will shortly be
enjoying its rightful toll
revenues.

MORGENTHAU

(gaping)
Impossible.

FRANK

No, no, no, not impossible --
actual. There's an old saying
that the best job is one you do
yourself, and I've just been going
through the Design Authority
charter with a microscope.

MORGENTHAU

And found?

(CONTINUED)

FRANK

That in the event of death, incapacitation or conviction on a felony of the Director -- Serge Catiline -- the Authority and its funds fall into control of a caretaker panel.

MORGENTHAU

Jeeee-sus! How did we miss that one?

FRANK

When the charter was ratified, we hadn't moved into City Hall. Nobody's bothered with it until recently and then we gave our bloodhounds the wrong scent.

MORGENTHAU

Who appoints the caretaker panel, Frank?

FRANK

The Mayor, the Public Advocate and your good self, Al.

(complacently)

What's more, in the fullness of time we appoint the new Director. That means when Dr. Serge Catiline hears the guilty verdict we've got him in every way. His funds will be our funds. Nor will Uncle Gene kick -- if we agree to build Cityworld out of Megalon. He's as hard nosed as they come.

MORGENTHAU

(dubious)

That won't please Nush Berman.

FRANK

I have a feeling I can reach an accommodation with Nush. There are the Brooklyn tunnels, and he's begun to lobby for a new airport.

He turns, conspiratorially.

99 CONTINUED:

99

FRANK

I'll just take the Design Authority over and use it to build my Cityworld. I have dreams. I don't have to set up new foundations -- I could just use Catiline's and redesign on top of it. Rebecca, see if you can arrange a meeting with Charles Eddington.

100 EXT. GRAND JURY - DAY 100

Crowds, some carrying crosses, have come to chant for Catiline's head on a platter

101 INT. NEW YORK GRAND JURY - DAY 101

Wealthy matrons, media and citizens are among the spectators who sit in judgment on the Serge Catiline case.

MED. VIEW MOVING

Vesta's mother is weeping and shredding Kleenex in the witness box. She's clearly an alcoholic cleaned up for her appearance. Serge sits next to his lawyers.

VERDICT CHORUS

We, the Grand Jury, indict the defendant, Serge Catiline on charges of unlawful intercourse with a minor, rape, child molestation, oral copulation, sodomy, and providing drugs to a minor.

VIEW ON SERGE

Sitting quietly. He holds an antique pocket watch, turns it over.

INSERT:

The inscription, "Col. Alexander Hamilton, 1781."

When the verdict is delivered, he bows his head. Then he stops the chronometer button. CLICK.

CUT TO BLACK

(CONTINUED)

101 CONTINUED: 101

FADE IN:

102 EXT. THE CITY - DAY 102

New York in the RAIN.

103 INT. CLOUD TOWER - DAY 103

Serge sits in a cloud of despondent gloom; Charles Eddington enters tentatively under Fundi's watchful eyes.

CHARLES

May I?

Serge nods to his old colleague.

CHARLES

Serge, I think we must stop work on Megalopolis.

SERGE

(bewildered)

Why?

CHARLES

Sabotage, among other things. According to the cops it's a constant potential riot situation and Commissioner Hart told me flatly he doesn't have the manpower to contain that number of people should you appear.

SERGE

The commissioner? Did you see the Mayor as well?

CHARLES

The Mayor -- he was there for a moment.

SERGE

But you didn't speak with him?

CHARLES

I said, for a moment. They insist there are already too many police tied up guarding you.

Serge's shoulders heave with sudden laughter.

(CONTINUED)

SERGE

All this over a bowl of Tootsie
Rolls! Why do we have senses of
humor?

CHARLES

(almost begging)
Serge, please. Issue an order to
stop work. I have it here, all I
need is your signature.

SERGE

Who prepared the document?

CHARLES

Aram did.

SERGE

When the trial is over, I'll be in
jail anyway.

(standing up)

God, I'm so tired of walking this
room! Give me the order, I'll
sign it.

Fundi lets Julia in.

JULIA

You won't go to jail.
(kissing Charles on
cheek)
What's up?

CHARLES

We're closing Megalopolis down,
temporarily.

JULIA

Oh, no!

CHARLES

We have no choice.

He takes papers out of his briefcase, puts them on table.

CHARLES

Well, I'm off. When you feel like
it Serge, the team is down below.
We may not be building but there's
plenty to do.

CLOSE ON JULIA

Observing how badly Serge looks.

JULIA

Let's watch TV or something.

A talk show comes on -- and there sits Vesta Sweetwater at right angles to the host.

JULIA

Oops.

About to change it; Serge stays her hand.

VESTA (O.S.)

I go on -- I know I let a lot of people down, but I must go on.

HOST

Oh, Vesta, you poor child. No one blames you!

Gets up and gives the teenager a hug while the studio audience signals their approval with applause. The TV SCREEN goes blank.

SERGE

What a bitch you are, Julia!

He grabs the control and blanks the big wall screen.

JULIA

At least I got a reaction.

SERGE

Go away -- just go away.

JULIA

And leave you like this? I can't.

She crouches on the carpet at his feet and looks up into his face.

JULIA

Serge, you'll never go to jail. Will you?

SERGE

No.

JULIA

You'll kill yourself first.

SERGE

Yes.

JULIA

I couldn't live without you.

SERGE

You think that now, but I'm not who you believe I am. I got myself into this and no one knows better than I do. It's not that silly girl's fault, it's mine. You can't get around these particular charges, Julia. I am guilty. I admit I'm guilty. That's how I'm going to plead.

JULIA

You'll be all right now. Go to work downstairs, and don't think about tomorrow or any other day. You don't need to, Serge.

SERGE

Where are you going?

And she is gone, her perfume lingering.

EXT. CLAUDE'S LOFT - DAY

The loft is in a clock tower at the base of the Brooklyn Bridge. The great hand moves steadily, showing the hour.

INT. CLAUDE'S LOFT - DAY

Two young girls are lying on an overstuffed couch reading a magazine, while Clodina sits, looking bored. The girls are doing a jigsaw puzzle; a large bowl of jelly beans stands near the table's edge, and both girls absently dip into it as they study the pieces. Julia enters, seemingly with her own key.

CLODINA

My goodness. Thrown Sergie boy to the wolves, Julia?

JULIA

The wolves are right here in Club Claude!

CLODINA

You don't sound in a good mood, darling.

JULIA

That's because I'm not. How much do you know about this plot to frame Serge, Clodina?

CLODINA

(her blue eyes
widening)
Plot? What plot?

JULIA

Where's Claude?

CLODINA

In the conference room, which is verboten to all females.

JULIA

Then get him out. I'm not leaving until I see him.

CLAUDINE

I'll tell him.

A working office, more like a magnate's office; leather chairs, expensive antique tables and cabinets, Persian rugs, windows shuttered in maple.

NEW VIEW

Claude sits in Arctic fluorescent austerity before a computer; the walls are covered with maps and charts of New York City's five boroughs, lists of statistics, all dominated by one very large outline map of the city's electoral districts.

ANTON

For the hundredth time, Claude -- what the fuck are you up to?

Claude parks his mouse, and marks a quarter of the electoral district map with a crayon from the box of many colors on his plain steel desk.

CLAUDE

Turks. Time to let you into the new enterprise as a - ah - junior partner. See that?

ANTON

There's not much else to see.

CLAUDE

(dreamily)

At first, I wondered if it would be possible to gerrymander the electoral districts. But then, after I met Mohammed Aziz, a much easier alternative popped into my mind. So I sat down at my computer and did some research.

Anton sits there with his eyelids drooping.

ANTON

Huh.

CLAUDE

It began with my unparalleled genius for language. What if, I asked myself, Anton old chum, there's no need to gerrymander? The immigrants are spread far and wide! They just move into an area, and slowly take it over. Since the dawn of the new millennium, the steady trickle has become a full torrent and a great many have been here now long enough to become American citizens. By fair means or, I suspect, foul.

ANTON

Jesus Christ, Claude -- is all this shit necessary?

CLAUDE

(looking shocked)

Necessary? Not necessary, Anton - mandatory! I've found a way to become King of New York City!

ANTON

Oh, sure. How? Tell me how?

CLAUDE

By controlling the immigrant vote in every one of the five boroughs, you dodo!

ANTON

Absolutely fucking shit, Claude! Even I know that the immigrants hate each other -- I mean, didn't you listen to Josaphat the Haitian on the subject of the Dominicans? Or the Russians about the Arabs. The Rumanians hate the Bulgarians, the Biafrans hate the Nigerians, The Turks hate the Greeks and the Arabs, the Greeks hate the Turks and the Macedonians, the Chinese hate the Vietnamese, the Korean hate them both, the Indians hate the Pakistanis -- it goes on and on!

CLAUDE

My good Anton, you conceived a thought!

ANTON

Yeah, well. They're all un-American trash, Claude baby, but you'll never get them to agree with each other.

CLAUDE

Oh yes, I will. I promise you, I will. I'm going to go among them, I'll speak their tongues, I'll lay my hands upon them as of little sheep. I am going to become their messiah.

ANTON

(gaping)

Even you don't have that many languages.

CLAUDE

Give me a week, and I'll speak any language you can name. In fact, I've already begun.

(MORE)

CLAUDE (cont'd)

I've added Hindi, Urdu, Cantonese and Korean to the list. I shall unite the immigrants in a common cause. Do you think they don't know they're despised, looked down upon? To Mayor Cicero they're the main cause of our bankruptcy, so does he love them? Does he comfort them? Only like a politician, Anton, and that's as shallow as a hasty grave. Whereas I will love them, I will comfort them, I will contribute to their causes and give them a proper sense of their own power.

ANTON

Do that, and you'll be stomped to death in the revolution. They'll get away on you.

CLAUDE

Why should they? They'll look to me as to their savior, as their guiding light. Revolution is my prerogative, not theirs.

ANTON

(stubbornly)

They are a bunch of un-Americans.

There is a KNOCK on the door.

CLODINA (O.S.)

Claude, Julia's here and she insists on seeing you.

CLAUDE

Ah. I was wondering when she'd come begging. On your feet, Anton. Let's go see how we can make her life even unhappier.

JULIA

Hi. Doing anything constructive?

ANTON

(grinning)

Un-American activities.

CLAUDE

(yawning)

Are you here as a Club Claude member or as ambassador extraordinary for the Empire of Serge?

Julia nods in the direction of the two young girls.

JULIA

How come you're not up on charges of unlawful intercourse with minors?

CLAUDE

Unworthy, Julia. Because I'm the one owns the camera. And the tapes.

JULIA

You are so disgustingly low.

CLAUDE

Thank you.

(angrily)

What's gotten into you, Julia? Don't you remember Club Claude's mission statement?

JULIA

That was a thousand years ago. You are cursed.

CLAUDE

(slight laugh)

No one can curse me.

JULIA

And to think you were once a hero to me, giving the finger to a stodgy old world!

CLAUDE

What until you see the new world. New Claude City. Claudington, D.C. The United States of Claude.

Even Clodina and Claudine are puzzled and afraid. The two young girls avert their eyes, grabbing handful of jellybeans.

JULIA

I came to ask you to help free Serge.

CLAUDE

Help free Serge? Oh no, Serge is going to die. He's flying to the sky. Now, not by and bye.

JULIA

Somehow, I'm going to clear Serge.

She realizes she sounds pathetic.

CLAUDE

You?

JULIA

You made several bad mistakes, Claude. First, you chose Serge as your victim. And another, showing your real face to me. I have power, I have ~~power~~. And you will fall like Lucifer.

CLAUDE

(unimpressed)

What a load of shit. I have the power, you sappy little ignoramus. You don't remember my production of Sleeping Beauty, with you starring as the prince, do you? I have that tape, I think.

JULIA

Claude, just try to pull something like that on me. I will have you in court in two seconds and Uncle Gene will bounce you so hard you might land on Mars!

She walks out.

She sags against a wall, shivering, trembling, horrified.

108 EXT. BROOKLYN/BRONX - DAY 108

MONTAGE:

Claude has come to a neighborhood Haitian grocery store; takes Mohammed Aziz to the lobby of a Hamilton Bank and arranges a line of credit for the mosque's charitable programs; enjoys a band concert from a Dominican band whose instruments were donated by Claude.

Soon all the groups are calling him "Monsieur," "Bey," "Sayyed," "Effendi," etc.

109 EXT. NEIGHBORHOOD GROCERY STORE - DAY 109

A fluttering banner announces its grand opening. Claude beams as he speaks Creole to the proprietors and throng.

CLAUDE

Congratulations and good luck on your business, my friends.

OWNER

Thank you for helping arrange all this, Monseigneur.

110 EXT. DISTRICT POLITICAL OFFICE - DAY 110

This is the Haitian political action office for their present Bronx district. Claude meets the old populist leader, revered Papa Boneme. Josaphat embraces him.

JOSAPHAT

Dear Uncle -- this is Claude, the one you heard about.

BONEME

Welcome, welcome! The family is waiting for you, Claude.

111 INT. HAITIAN BASEMENT - DAY 111

A tiny room where there are huge stacks of cardboard boxes containing goods being sent back to Haiti. Several people are waiting, all Haitians. The Haitians have crammed some old kitchen chairs into a ring, in the midst of the clutter.

(CONTINUED)

Some men open large plastic bottles of Pepsi Cola, pour it into plastic glasses which are passed around as if they were champagne. An old woman, TANTE MOMO, steps forward.

MOMO

He is your chosen?

JOSAPHAT

Yes, Tante Momo. He can do what we cannot.

There is a small ALTAR with a statue of the Virgin Mary, a snake under her feet, \$5 bills, crucifixes, cuff-links, decorated beer bottles and candles. Tante Momo speaks in Creole, apparently blessing the proceedings. She puts a bottle decorated with pink and blue glass beads in a prominent place -- and removes the cork.

JOSAPHAT

I bring you my brother Claude. He was born from a family of lords.

Papa Boneme beckons Claude to him, takes his hand.

BONEME

I am here with my son, Tante Momo. He will help our people.

MOMO

We present to you, Erzulie, our brother Papa Boneme, who takes this young man Claude Hamilton as his son, to be known as Claude Boneme.

BONEME

So be it. Erzulie, bless my son Claude.

The assembled group chant something in patois that includes the name Claude several times, and conclude with "Baron Samedi." Something overtakes them all as though the presence of a powerful spirit, which leaves Tante Momo exhausted. They help her to her feet. She pops the cork on the bottle and puts it in its place of honor on the altar. From behind it comes a multicolored SNAKE.

VIEW ON CLAUDE

Watching the snake fixedly. Its tongue flickers at him.

112 INT. DESIGN STUDIO - DAY

112

Julia finds herself working with Charles Eddington.

JULIA

I've seen Serge's attorneys.

CHARLES

What did they say?

JULIA

That they doubt my testimony will sway the jury much. It turns out that Claude and his sisters have already been to see the D.A., and are prepared to swear on a stack of bibles that Serge fed her speed in her dessert and spiked her orange juice with vodka.

CHARLES

(under his breath)

May they rot.

JULIA

I had a sudden wild hope, that maybe our dear darling Vesta was thirty-five years old, but Serge's legal team shot that down. All I could find out was that there was an older sister who died.

CHARLES

It's her mother ought to go to jail. Anyone with a particle of sense could see that she's a lush, but the D.A.'s bunch cleaned her up superbly.

JULIA

I couldn't face going to the trial.

CHARLES

A wise decision.

JULIA

(whispered)

I can't live without him.

Charles laughs, and kisses her on the lips.

(CONTINUED)

112 CONTINUED:

112

CHARLES

It doesn't matter, Julia, it really doesn't. Serge will survive. And it's all because of you. Now go talk to him, will you? He's on the site. Balin thinks he's suicidal. He lives with a lot of ghosts, Julia.

113 EXT. MEGALOPOLIS 'COLOSSOS' SATURN TOWER - DAY

113

JULIA

Where is he?

Charles and Aram just look upwards.

JULIA

How is he?

They shake their heads. Julia heads over to a site elevator.

114 EXT. SITE ELEVATOR AT TOP - DAY

114

Julia arrives at the top, looks out.

WHAT SHE SEES:

Serge sitting despondently on the emerging Megalon girder structure. Julia walks along the unfinished structure. He senses her there, looking at him, but doesn't turn.

SERGE

It's all my own fault. How could I blame anybody else?

JULIA

Lighten up, Chief.

SERGE

No, I didn't murder my wife, but my moods, my mania, my indiscretions drove her to try to kill herself...

JULIA

Look at it this way: your appetites are part of the creative fire.

(MORE)

(CONTINUED)

JULIA (cont'd)

You are the incarnation of
creativity and that uses the same
stuff as hedonism.

SERGE

Your theory?

JULIA

I just made it up.

He has turned to stare at her. He points to the site below.

SERGE

What could be worse than seeing an
ersatz Cityworld go up here
instead of Megalopolis? See the
drama never fulfilled? All
because of my own base instincts?

JULIA

You're avoiding the issue, Serge.
Tell me.

SERGE

I've lost my power over time. I
can't control it anymore.

JULIA

All creative artists have the gift
of controlling time, you told me
that. You can't lose it.

SERGE

I have lost it. Look.
(to the sky)
Stop!

The clouds keep rushing by. Serge turns away from her.

JULIA

Serge?

CLOSE ON JULIA

Clouds raging behind her.

JULIA

Stop it for me.

SERGE

What?

JULIA

Stop time for me.

He turns toward her.

WHAT HE SEES:

Julia standing, wind-beaten, the incarnation of a good goddess.

JULIA

Stop time for me. For me!

Serge stares wide-eyed, his stature visibly growing, then he grabs her arm with one hand, points the other upward, where the clouds now scud in a racing stream, boiling.

SERGE

Stop!

The clouds STOP. Julia peers down, sees everything on the site FROZEN. In the distance, traffic FROZEN.

CLOSE ON JULIA

Enchantingly beautiful.

JULIA

You see? You're everything you always were, everything you'll always be.

SERGE

I wouldn't mind, being frozen in time as long as I could see you, look into your eyes for all eternity.

JULIA

You're describing heaven.

Slowly he leans to her, and they kiss for the first time.
MUSIC UP.

SERGE

One thing I regret, is that I've come between you and your father.

JULIA

I regret it too, but he forced me to choose.

SERGE

That's the measure of his love, Julia. Nothing but the best for you could have satisfied him. Instead, you picked a notorious... well, for what it's worth, I agree with your father. I don't approve of your choice either. That's why I'm waiting for you to come to your senses, dearest Julia.

JULIA

Serge, that will never happen. I've forever lost my senses, I have a bad case of runaway heart -- No, what I pray for is that one day my Daddy will see that he's wrong about you. You, are the best man I've ever met. In a different way, so is Dad. Which means that somehow I have to make him see what I see in you. Make you see what I see in him.

SERGE

I see a posturing political animal with delusions of grandeur and an outmoded philosophy.

JULIA

A lot of that's true. But you're not giving him his full measure. Under the posing and the vaingloriousness is a decent, scrupulously honest idealist who has never compromised his beliefs, his honor.

SERGE

I concede it.

JULIA

Then there's hope. I'll think of a place you two can meet.

Suddenly alive, Serge moves into another compartment of his personality.

SERGE

I'm so excited -- I want to institute a new holiday.

(MORE)

(CONTINUED)

SERGE (cont'd)

For everything to stop and celebrate the progress of Megalopolis. Actually it's a very old one -- we'll call it Saturnalia.

JULIA

The winter solstice.

SERGE

Yes, Saturnalia. City wide. Times Square redecorated, an effigy of Kronos in Herald Square, the whole of Central Park filled with marquees and entertainment shells, a great costume ball in the Metropolitan Museum of Art -- All the people of the city will go among each other and celebrate the lengthening of the days, the coming of spring.

The images are in his head, not hers.

JULIA

It sounds marvelous. But don't you want to focus on Megalopolis --
(sarcastically)
I mean you've already got a lot cut out for yourself.

DISSOLVE TO:

Frank and Serge walk together along the hanging catwalks over the great model of the city.

MEDIUM VIEW - MOVING TWO SHOT

Walking, speaking quietly, trying to work out some sort of agreement. They are tailed by Rebecca and Julia.

FRANK

I can forbid it.

SERGE

You can't, Mr. Mayor. All the festivities will take place in my purlieu, the parks and squares of the city.

FRANK

The Metropolitan Museum of Art may intrude into a park, sir, but it is not in your purlieu!

SERGE

Eugene Hamilton chairs its board, and my mother also is a member of the board, which intends to hold a costume ball by invitation only, proceeds to the museum.

FRANK

Saturnalia, for heaven's sake! A pagan festival revived in our new millennium -- it's an offense to Christians of all denominations! Muslims too, I'll warrant.

SERGE

The Church in desperation turned it into a feast day of the Virgin Mary, called it Christmas, and thus finally managed to snuff it out.

FRANK

By New Year's, Catiline, you won't have the power to throw any pagan festivals. The Director of the Design Authority will be appointed by me and my colleagues, and you'll be rotting in a cell in a maximum security prison. Preferably located near Buffalo. By all means proclaim your Saturnalia! But the moment you're convicted, I will announce its cancellation on the grounds that it offends Christian and Islamic morality. People can visit Times Square, that's a city tradition.

SERGE

I will go ahead and proclaim it, have no doubt on that.

Serge walks to the exit.

FRANK

Wait.

THE VIEW MOVES CLOSER

Serge turns back, brows raised.

SERGE

Yes?

We see that Frank is trembling.

FRANK

My daughter. Do me one favor, and I won't oppose Saturnalia. She's such a little fish, Catiline, and the ocean's full of fish. Throw her back, let her swim away! Please!

SERGE

Do you think I wouldn't if I could, Frank? But a fish isn't the right metaphor for Julia. She's a bird and she flies free, following her own path. I've tossed her into the sky a dozen times, but she always comes back to me. I find no joy in that, yet it's the greatest joy of my life. And if it's any comfort, Julia is sacred. I'm powerless to harm her.

FRANK

You've ruined her already!

SERGE

No.

(seriously)

But if you're not careful, Frank, it's you who'll ruin her. All it takes is one projectile to the heart to bring down a bird. She idolizes you for your honesty, your integrity. But I've watched you change since you've sat behind this desk. It's a hard row for an honest man to hoe, isn't it. And aren't you tempted, Frank? If you love her as much as you think you do, remain the man she believes you are.

He leaves. Rebecca and Julia follow, leaving Frank alone.

115 CONTINUED:

115

FRANK
 (whispers)
 It's already too late.

He leans against the railing and weeps.

DISSOLVE TO:

116 INT. CITY HALL - DAY

116

MONTAGE OF SECURITY CAMERA RECOLLECTIONS:

Tim and Tom Boni, brought by Nush Berman. Davy Cato signs a document.

INSERT - THE DEAL

Giving the BONI BUDGET BANK the monopoly of city business, with Cato a traitor to Hamilton in order to gain power for himself.

117 EXT. MEGALOPOLIS SITE - DAY

117

VIEW ON MEGALOPOLIS PROGRESS

Growing out of the existing city.

118 EXT. GRANT'S TOMB - DAY

118

MOVING VIEW

Frank and the two Boni twins.

FRANK
 Megalopolis, damn it to hell, it will be completed. Become one of the wonders of the modern world -- if Gaudi and the rest of those poseurs, why not?

(turning)
 I've decided, Mr. Boni, to accept the Concord foundation's offer on that midtown block for our city's casino.

The Boni twins break into smiles.

TIM BONI
 Splendid, Mr. Mayor, splendid.

(CONTINUED)

Shaking him warmly by the hand, a gesture repeated by Tom.

FRANK

Naturally, the project will require underwriters.

TOM BONI

There can be no doubt that if the bond issue were to be in the entire care of the Boni Budget bank, underwriting would be greatly facilitated.

TIM BONI

Hamilton National would be difficult for us to work with.

FRANK

Not the Cityworld design, something different, better. An arcade and mall in classical Corinthian style, with the casino itself centered in a gardened temple precinct like Jupiter Optimus Maximus on the Capitol of Rome. Marble facades and pillars - the Concord Casino Complex. What better perpetuation of the Foundation than to put its name upon such a magnificent undertaking?

TOM BONI

Perfect, perfect.

VIEW ON TIM BONI

Steeple his fingers, lifts an eyebrow like a hairy caterpillar.

TIM BONI

There remains the question of endowing the Concord Foundation with an income in perpetuity.

Frank's shoulders sag.

FRANK

That's implicit in my asking for the land, Tim. It shall be as you wish, but strictly entre nous.

118 CONTINUED:

118

TOM BONI

Naturally.

TIM BONI

The details do not need to be worked out until the moment comes for calling management tenders.

FRANK

That's understood. Some time ago I spoke to Davy Cato, who indicated that he might be transferring to the Boni Budget as CEO and Chairman -- is that, uh --

TOM BONI

Definitely in the pipeline, Frank, but not yet a done deal. It depends on whether or not Boni Budget could obtain the city's business as a monopoly. You might say that this decision rests on your own administration's decision.

119 INT. ST. PATRICK'S CATHEDRAL - EVENING

119

CLOSE UP IN THE CONFESSIONAL

FRANK

Dear Lord, dear, sweet Jesus, never let her find out. Please, I beg! Mass and communion every morning of my life, if you keep my Julia from finding out that I am not what she believes. And confession every afternoon. I'll be shriven of my sins. I do most sincerely repent, I have the comfort of knowing that, in sinning, I have saved my city from the ignominy of default.

120 EXT. ST. PATRICK'S CATHEDRAL - EVENING

120

(CONTINUED)

120 CONTINUED:

120

LONG SHOT

Frank steps out of the Cathedral, his bodyguards join him, escort him to his waiting car, preceded by unmarked police cars.

CUT TO:

121 INT. BEDROOM - NIGHT

121

DREAM MONTAGE - FRANK'S DREAM

He stands upright in his bed, the chill wind blows in the hooting of the owl and cause him to shiver. He pulls the sheets up around his shoulders, and looks out toward silver pastures looking at the wonderful moon.

122 EXT. SKY - NIGHT

122

FRANK'S POV:

The hand forms out of clouds and engulfs his moon.

123 INT. BEDROOM - NIGHT

123

He wakes up. Terry has started to take on the tones of a martyr.

TERRY

You are going to consult Ablo in the Brooklyn tunnels, and that's that.

FRANK

(whispered)

Go back to sleep. Just go back to sleep. I am still my own man.

ORACLE'S VOICE

Liar, Frank Cicero, liar! The Boni twins have bought you as a present for Nush Berman and Meade Milo.

FADE OUT:

FADE IN:

124 INT. CLUB CLAUDE - DAY

124

The foyer is now a waiting room with a dozen comfortable chairs, filled with immigrants of all origins.

Anton Smith opens the Club Claude door like a dental nurse.

ANTON

Mr. Singh?

125 INT. CLAUDE'S OFFICE - DAY

125

The Sikh is ushered into Claude's presence, to a big leather chair in front of Claude's imposing desk and offered an expensive cigar.

CLAUDE

You must bury your differences with those other peoples who at home in your own lands are traditional enemies. Here, in America, in New York City, they cannot be your enemies! They must become your allies, you and they must think like one people -- the immigrants. My aunt is the governor of this state, my uncle is richer and more powerful than a thousand maharajahs, my family's connections in this nation's capital are legion. I can help the Sikhs attain their objectives - easier credit lines for business loans, better and cheaper housing, the finest medical treatment and facilities, safe and excellent schools, a life free of persecution, racial and religious wars and profound unrest. But I cannot help you achieve these things without a joining of all the immigrant peoples under one banner. Mine.

Mr Singh, who does not smoke cigars, puts his head down and rises to bow.

CLAUDE

Economic clout is a consequence of political clout.

(CONTINUED)

MR. SINGH

Sahib Claude, what you say is common sense. We will cooperate with all our hearts.

Claude puts his arm around the massive Sikh's shoulder and escorts him to the door, opens it.

CLAUDE

Thank you, Mr. Singh. How's the spice store going?

MR. SINGH

Very well, Sahib Claude, very well.

He leaves, Claude shuts the door.

ANTON

Another one?

CLAUDE

In a minute. I'm on a coffee break.

He makes himself an espresso.

CLAUDE

It's going like a dream. Tarik, I have a job for you.

TARIK

Sure, anything.

Claude pulls two small packets out of a safe.

CLAUDE

A gift for Mullah Ahmed, and for Papa Boneme, the Haitian. Take my car and run them to the Bronx, would you.

Delighted, Tarik takes the keys and the two packets (no doubt of cash) and bounds out of the room thrilled to drive the expensive car.

ANTON

What did you do that for?

CLAUDE

Because my next client is one I've been angling for since I realized just how many Egyptians there are around Astoria, and I don't want Tarik to know that I'm building a secret regime of Egyptian hoods. So you don't say a word, okay?

ANTON

I'm dumb.

CLAUDE

That's true. Bring in Mr. Mohammed Aziz, junior partner.

MOHAMMED AZIZ is ideal for Claude's purpose. As feral as he is handsome, as ruthless as he is passionate, he burns to make his mark, if possible with Egyptians, but if that's not possible, for himself alone.

CLAUDE

I will need a cadre of thirty men to accompany me and Colonel Smith here, on my roads. And I've decided that the cadre should be Wahbey Muslims, because you are such fierce street warriors.

AZIZ

The Haitians won't like that.

CLAUDE

The Haitians won't know. Not all the immigrant leaders quite trust me, Aziz, which is such a pity! They seem to prefer an old man named Nush Berman and his Negro compadre, Meade Milo.

AZIZ

I understand completely, Ya Sayyed.

CLAUDE

Can you ride a Harley Davidson?

AZIZ

I wish.

CLAUDE

Then your wish will come true,
Major Aziz. Purple Harleys,
purple leather jackets. Purple...
(dreamily)

Is the prerogative of royalty.
And of course, big purple helmets.
The kind you can't see a face
through. Not all of Ya Sayyed's
outings can be -- ah -- public.

ANTON

(eagerly)
With a death's head on the
jackets!

CLAUDE

Absolutely not, Anton. Our color
will proclaim us a cadre, but we
ride unmarked.

Nush and Meade sit in the cool, airy breezeway Nush had built onto his prosperous but not ostentatious house, its walls black-tinted insect screening which permit the full glory of the view across Jamaica Bay. In the far distance, the winking lights of aircraft rising higher or sinking lower, the red flash of beacons, the faint thunder of jet engines.

NUSH

It's worked out just great. We get the casino building contracts, later on we get the casino. Did the Mayor send his ferrets to rat through the Concord Foundation records?

MEADE

Very industrious ferrets too, but the burrows were empty. Not even a whiff of prey.

(pause)

How does the appointment of Davy Cato affect us?

NUSH

It won't. Yeah, Tim and Tom are stepping down from joint CEOs and joint chairmen, but they've uh...

(MORE)

NUSH (cont'd)

gotta get the lingo right...
reserved the right to administer
certain accounts and activities
personally. One big, happy
family.

MEADE

Indeed.

NUSH

Something on your mind, Meade?

MEADE

You remember old man Hamilton's
other nephew, Claude?

NUSH

Yeah, from the model room and the
wedding. Rhyming, yet! He was
nastier at the wedding.

MEADE

It was Claude Hamilton took that
video of Serge Catiline with the
girl.

NUSH

(sits up straight)

No!

MEADE

Yes, I heard it from Foster, who
pumped old man Hamilton's new wife
over lunch. Well, why else would
Foster bother?

NUSH

You mean Gene Hamilton knows. And
okays it?

MEADE

No, It's Wow Hamilton's private
theory. She'd love to see the guy
in jail. And according to her,
Claude wants the guy in jail too.
His own first cousin. Makes what
we do look purer than the driven
snow, huh?

NUSH

Then there's more to kid Claude
than meets the eye.

MEADE

That's my point, Nush. Until recently I had him down as a fruitcake plain and simple, but now I've changed my mind. Claude is very, very dangerous.

NUSH

Because of what Foster told you.

MEADE

No, that was just confirmation. Claude Hamilton is taking control of the city's foreigners. The immigrants.

NUSH

(stammering)

But he - he's a-- kid! Oh sure, a nasty one, but -- no, I don't believe it. I can't believe it.

MEADE

The nasty kid is a bomb going off in our faces, Nush. I tell you, he's wooing the immigrant vote wholesale! He lends them money, he speaks their languages, he doles out sympathy and cigars. He's sure sold himself to them -- they worship him like a god.

NUSH

What do you mean, Meade, he talks their lingos?

MEADE

He's some kind of weird genius, he can talk everything. Also, he's gotten himself adopted as a son by your friend Papa Boneme of the Haitians. You've lost them.

NUSH

A Hamilton playing kissy-face with Haitians?

MEADE

And Jamaicans, Turks, Hispanics, Pakistanis, Kurds...

Nush Berman clutches his chest.

NUSH

Meade! My medicine.

Meade ministers to Nush tenderly, waiting until the grey skin turns pink again.

NUSH

Is Claude Hamilton totally nuts?

MEADE

Not certifiable, you can bet on that. He is one brilliant operator, Nush -- brilliant! He's stealing over votes by the tens of thousands, and if it continues, we'll never get Frank Cicero back as mayor.

NUSH

We've gotta, Meade! Otherwise we lose the casino.

MEADE

Indeed.

Nush struggles to his feet.

NUSH

I think we'd better arrange a meet with Mr. Claude Hamilton and see how good he speaks Yiddish.

MEADE

I'll set it up, but where?

NUSH

In Brooklyn. In the old Tammany Temple.

MEADE

Oh, excellent. Very quiet after dark. No one to hear the gunshots.

Meade takes Nush's hand.

MEADE

How about we take the pickup and try out those new night glasses at Baywater Point Park?

126 CONTINUED:

126

NUSH

Great!

(then he signed,
drooped)A rich kid, already! Just when I
was thinking our troubles were
over.

MEADE

Our troubles are over. That's a
promise.

Meade helps Nush into a jacket, and fits a cap on his head.

127 INT. GRACIE MANSION LIVING ROOM - NIGHT

127

Al Morgenthau stands behind Mayor Cicero, flipping pages of
the municipal budget.

FRANK

Damn that Catiline, resisting the
better interests of the city. We
need things now! Not to dream
about a world we'll never live to
see.Rebecca Silver enters with a grave expression on her face,
whispers to the Mayor.

REBECCA

Mr. Nush Berman would like a
minute of your time.

128 INT. BANQUET ROOM - NIGHT

128

Large and empty. Nush understands that Frank didn't want
them in the private part of the residence. He deferentially
takes a seat by an uncovered banquet table. Meade remains
standing.

NUSH

Claude Hamilton is taking control
of the foreigners. I know he's a
friend of your daughter so I
wanted to come to you first --

FRANK

What?

(CONTINUED)

NUSH

Just what I said.

MEADE

He's going around every ethnic party group from Haitian to Chinese to Greek, wooing their votes -- and he's succeeding.

FRANK

He's no friend of Julia's, merely an acquaintance, a bad influence. But nothing to fear politically.

(cautiously)

Is she involved? Is that why you're here?

(pause)

You know how to handle it, Nush -- talk to him, make a deal -- politics as usual, I don't need to know.

NUSH

Okay. Just wanted to check with you first because... You know... Julia.

He smiles like a Grandpa to Frank -- it is chilling.

A convoy of Cadillacs, Lincolns, luxury Jeeps and limos arrive at the old exchange building, a crumbling, round stone structure that looks like the Pantheon. Meade Milo's limo is already there, parked; the area appears deserted.

Nush gets out of his Cadillac as several old party machine bosses also disembark, along with their bodyguards.

The building is abandoned. Light filters through the big round hole in the center of the dome high above. There is rubble on the stone floor, dead leaves. It is utterly silent. Nush is frowning, edgy, annoyed.

NUSH

Where is he?

130 CONTINUED:

130

Suddenly, there is a huge NOISE: the bolt on the bronze doors being shot. Someone laughs insanely from upwards. The men on the floor stare up to the dome and its open center.

VIEW UP TO THE DOME

A ring of men in silhouette peer down. Claude and his cohorts. Then the dome starts to cave in, great chunks of concrete scream down on the old party bosses.

NEW VIEW

Meade pulls his gun, runs to the locked door. The old bosses scattering, to find no shelter from the great pieces of stone, brick and mortar crashing down on them. Meade looks up.

WHAT HE SEES:

Claude and his immigrants wielding sledgehammers, breaking the dome apart.

Meade scrambles to a wall, where he huddles as the air rains missiles. He tries to get a shot at Claude, but the masonry stops falling, and slowly amid clinks and clunks, the air full of dust, the noise stops. Meade fights his way through a collapsed wall as the sound of many Harley Davidsons thunder away down the deserted street.

131 EXT. STREET - NIGHT

131

Newspaper abandoned on pavement, the headline: "LABOR BOSSES CRUSHED TO DEATH IN COLLAPSED BUILDING." Some boots walk on it, a hand reaches down, picks it up to read. We HEAR the insane laugh and REVEAL a delighted Claude.

DISSOLVE TO:

132 EXT. CITY HALL - DAY

132

Julia hops out of a squad car, and runs into City Hall.

133 INT. CITY HALL RECEPTION AREA - DAY

133

Julia breezes through, face alight, a piece of paper in one hand. Everybody greets her affectionately, and she blows them kisses as she goes into her father's office.

134 INT. MAYOR'S OFFICE - DAY

134

He is alone, working at his desk stacked with piles of paper. When he sees her, his eyes light up; she stands before him, hopping excitedly from one foot to the other.

JULIA

Dad! Look, I have proof!

Frank moves to her, kissing her affectionately. She looks so wonderful his day has improved.

FRANK

What is it, Julia?

JULIA

Proof that little Vesta Sweetwater's actually 27 years old!

Frank's face changes dramatically.

FRANK

(pause)

Sit down, Julia.

JULIA

I figured it out, I researched it, and I discovered the evidence. You said I had no future as a detective, but you were actually wrong. You can't call Serge a pervert or child rapist, he isn't.

FRANK

Stop hopping and sit down.

She does. He manages a smile.

JULIA

(calmly)

The older sister wasn't who died, the younger sister died. Vesta is really Anne Marie; her mother switched their identities so she'd get younger parts. Look, here they both are in The Sound of Music.

She spreads the playbill for him. Frank doesn't look.

(CONTINUED)

FRANK

It makes me very happy that you came to me ahead of Catiline. A father matters, huh?

JULIA

Always Daddy, always.

FRANK

Exactly who else knows?

JULIA

No one, yet. Except Vesta and her Mom.

FRANK

You're in a spot, I must say. Exonerate your boss and you ruin the career of a wonderful symbol to half this entire country.

JULIA

Oh, come on, Dad! Vesta's a fraud. Serge is innocent.

FRANK

(unable to restrain himself)

Catiline is the guiltiest man unchanged. The enemy of tradition, of the old ways, of decent people.

JULIA

But this is the real birth certificate. It exonerates him!

He snatches it and tears it up. Julia, aghast, backs up and stares.

JULIA

I can get another one.

FRANK

Don't.

He is asking her to choose between them. She leaves without a word. He calls after her.

FRANK

Julia? Julia!

134 CONTINUED:

134

VIEW OUTSIDE THE MAYOR'S OFFICE

She stands outside, tears streaming down her face.

JULIA

Oh, Daddy.

FADE OUT:

FADE IN:

135 EXT. CITY - MORNING

135

MUSIC UP. Winter. A light snow is beginning to fall.

WIDE VIEWS -- the great towers of glass and steel; the financial institutes, the palaces of power and influence. The city is turning into ICE.

136 EXT. BERMAN SQUARE - DAY

136

The sky is grey, the wind chill. Dead leaves swirl and eddy. A bronze statue of Nush Berman has just been unveiled by Mayor Cicero to APPLAUSE. Birds are already shitting on it.

Meade and his wife, Foster, are there; Meade is deeply moved by the honor afforded his mentor by the city. Claude is also present, with Anton, Josaphat Boneme, and Mohammed Aziz. Those who killed Nush.

As the assemblage, including the press, depart, Frank moves to Meade, Nush's heir.

FRANK

My heart goes out to you, Meade.
I know what Nush meant to you -- a
father.

(nodding respectfully)

Mrs. Milo.

MEADE

Thank you, Mayor Cicero.

The two of them are beginning to get along well together.

FRANK

Please, call me Frank. A terrible
accident -- terrible!

(MORE)

(CONTINUED)

FRANK (cont'd)

That building had been condemned forever, it should've already come down.

MEADE

(eyeing Claude)

I don't disagree.

FRANK

I want to work with you, Meade. Together we can make our city a better, safer place.

Incensed at the Mayor talking intimately to Meade, Claude begins to circle around them, trying to hear. Frank whispers to Meade:

FRANK

The time has come to clean up the boroughs -- dead men on snow removal payrolls, parking ticket fixes, the kickbacks -- padded contracts --

Suddenly, Claude yells and jumps onto the Nush statue plinth.

CLAUDE

Why are you talking to that has-been? I'm the boss of bosses!

Meade is enraged, but has only a couple of bodyguards. Claude has his thirty bully boys with him.

CLAUDE

You've got a year to run, Cicero, then I'm in the catbird seat because I've got the voters to call the tune at City Hall.

(pointing to himself)

I, Claude Hamilton Boneme.

Those not belonging to Claude back away as from a maniac.

TRUCKING SHOT

Frank can't believe this display.

FRANK

My God.

136 CONTINUED:

136

MEADE

(grimly)

You're looking at the rising sun.
No star, our Claude. No moon.
The sun. He's got the immigrants
pissing in each other's pockets
and the goods on everyone.

Troubled, Frank gets into his car, and is driven away.

CLOSE ON MEADE

Glaring at Claude.

137 EXT. ABANDONED BROOKLYN SUBWAY STATION - NIGHT 137

Several squad cars are there, along with the Mayor's
towncar. Some police bodyguards waiting.

138 INT. ABANDONED SUBWAY TUNNEL - NIGHT 138

MUSIC UP. MOVING VIEW as city security officers move in
front of Frank and Terry Cicero. There are some security
lights glowing.

FRANK

I feel like an idiot. In a subway
cave? This is unreal.

TERRY

All my friends swear by Ablo.
She's a mystic psychic.

FRANK

Well, in ancient times I'd have
gone to an oracle. Imagine
consulting the Pythoness at
Delphi! Maybe Ablo is the modern
Pythoness.

TERRY

Frank! Ablo's not a snake!

FRANK

Forget it, Terry.

They arrive at a niche in the tunnel wall, so dim Frank can
see nothing inside it.

(CONTINUED)

TERRY

Kneel.

The VOICE when it comes is disembodied.

ABLO (O.S.)

A malign influence is swallowing
your world. Your entitlements.

FRANK

Is the malign influence from one
of the very old families?

He strains to hear the very faint voice of Ablo, whom we
cannot see. The oracle cave of his nightmare.

ABLO (O.S.)

Yes.

(faintly)

Claude.

FRANK

(mishearing, to Terry)
Catiline, I told you.

ABLO (O.S.)

I see a great man, first among
equals.

FRANK

Me? Is it me?

ABLO (O.S.)

You will know the answer when
Saturn eats his children.

FRANK

The New Year?

ABLO (O.S.)

When Saturn eats time.

TERRY

(whispered)

What does that mean?

Frank is shocked and excited by the prophecy.

FRANK

First among equals. Me?

139 EXT. STREETS - NIGHT 139

The black Citroen goes to that neighborhood. It stops. Serge gets out, and buys the flowers. Then returns to the Citroen.

A DISTANCE AWAY:

Another car. Inside are Balin and Julia, tailing them. The Citroen drives off and they follow stealthily.

140 EXT. LOFT BLDG. - NIGHT 140

Serge enters with the flowers, goes up the steps. A moment elapses and we SEE Julia follow.

141 INT. CITROEN - NIGHT 141

Fundi makes himself comfortable in the Citroen, watching TV, settling in for the night.

142 EXT. LOFT BLDG. - NIGHT 142

There's a black cat whose spot is by the door. It looks into Julia's eyes.

JULIA

Easy, Kitty.

She slips into the bldg.

143 INT. LOFT BLDG. - NIGHT 143

Serge moving down the hallway; a man guards a door. He rises and steps aside. Serge takes a key out of his pocket, opens it and lets himself in. The door closes, the guard waits standing.

PAN TO JULIA

Watching.

JULIA

(whispers)

Holy shit.

She quietly backs up.

144 EXT. LOFT BLDG. - NIGHT 144

A HAND reaches out, picks up the cat, and brings it inside.

VIEW ON THE GUARD

The cat walks by.

GUARD

How'd you get in here.

He carries it out -- Julia stealthily moves to the door, picks the lock and steps in silently.

145 INT. ROOM - NIGHT 145

VIEW ON SERGE

Steps out of the shadows and beholds:

MOVING VIEW

The floor with some scenic paint, brushes, tools, stage flats into a perfect room. A WOMAN is sleeping, in a coma -- dressed in beautiful clothes that Serge has designed. Her eyes are closed.

She has good shoes, her nails are perfect. She is sitting in a chair with a beverage next to her. He approaches her.

The people who attend her back away as Serge approaches -- doing their last minute touch up. They remove the plastic tubes to her nose. She is in a coma.

VIEW ON THE WOMAN

Beautiful in her perpetual sleep. Her eyes are closed; his hands reach out for the lovely hair, and he begins to braid it.

SERGE

I learned to braid hair when I was little. It was my way of being close to those little girls that I admired.

CLOSE ON THE BLOND BRAIDS

His fingers are nimble, expert at the task.

(CONTINUED)

145 CONTINUED:

145

SERGE

... those girls, beautiful like
you. If you never die, Lily, you
can never be reborn.

VIEW ON JULIA

JULIA

Oh, my God -- you've brought her
to life. You're an artist --
you're a creator --

She is so moved, she covers her face, and runs away. Serge
turns, horrified to see her there.

146 EXT. STREET - NIGHT

146

FULL SHOT

Julia hurries back to the car where Balin is waiting.

FADE OUT:

FADE IN:

147 EXT. CITY - MORNING

147

MUSIC UP. Winter. A light snow is beginning to fall.

WIDE VIEWS -- the great towers of glass and steel; the
financial institutes, the palaces of power and influence.
The city is turning into ICE.

148 EXT. MEGALOPOLIS SITE - MORNING

148

The beautiful emerging structures covered in snow. Frost
and white powder everywhere. Serge Catiline walks
despondently, making his morning tour, striding along his
customary route. He stops, looks up.

WHAT HE SEES:

Wow is waiting, her Rolls nearby, exhaust producing white
vapor. She's standing in the cold with nothing over her
shoulders. She waits patiently, smoking a cigarette. She
obviously has been waiting for him.

WOW

Serge.

(CONTINUED)

SERGE

Where's your coat? You'll freeze.
Here.

He moves to her, taking off his coat, puts it over her shoulders.

WOW

That's why I waited with no coat.
I knew you'd give me yours. And
it would be warm.

(snuggling in it)

It smells of you, sandalwood and
citrus, sweet, male memories.

She looks at him, clearly offering herself. Serge holds her. Wow looks up into his eyes.

WOW (CONT'D)

Can't you see, I've lost to you, I
love you Serge, I've done what
I've done only because I love you,
and couldn't find any way to win
you. I love you as an artist, I
worship you as a genius, I want
you as a man.

VIEW INTO HER EYES, tears, passion for Serge.

WOW (CONT'D)

Take me, Serge, take my love, take
everything. I've done it for you.

Serge takes his arms from her. Looks directly into her eyes, shakes his head sadly.

SERGE

Wow.

Then he walks past her without a word, leaving the coat with her. She lets it drop down into the snow, and weeping gets into her Rolls, which drives over it.

Serge stands looking at Julia. They don't speak for a while. The phone RINGS, but he doesn't answer it.

JULIA

I understand now -- you keep all
the parts of your life separate.

SERGE

No one must know. I can't help it.

He turns and answers the phone.

SERGE

(on phone)

Yes. No, the television is not turned on. Why? All right.

He moves to the television set and turns it on; Julia steps forward; their eyes widen at what they see.

SERGE

When did this happen?

They turn, and move toward the great triangular windows. They see huge clouds of SMOKE surrounding the tower.

A platform lowered by a crane down the face of the twisted remnants of the Twin Towers.

MONTAGE: AFTERMATH OF THE DEVASTATION

Police and National Guard patrol the city; firehouses are laden with flowers. Journalists from all over the world are covering this historic event.

FADE OUT.

FADE IN:

TIME FORWARD MONTAGE: SIX YEARS FLY AWAY

151 EXT. MEGALOPOLIS - DAY 151

Time study sequence, they have been photographing the progress of Megalopolis as a time-exposure, taking a few frames each day, with "slates" showing the advancing dates.

Megalopolis has emerged miraculously; it will be done in a few years, in time for the 2012 World's Olympic Fair. We get a sense of it as a real place. We follow Serge working, bringing it to its next stages. It is exhilarating work.

152 INT. MODEL DWELLING - DAY 152

Julia and Serge walk through, the first citizens of a new kind of home -- it's a beautiful, highly customizable, imaginative use of space, with every convenience. Views, suites, apartments, villas, pavilions, gardens, thousands of them.

153 INT. CITY HALL - DAY 153

Some of Frank's staff cut a cake, congratulating him on his years of service about to be ended. He has all but been swallowed up in a series of defending his long administration from corruption charges. He is in the last year of his extended term, and has held on tenaciously to his role as the city's saviour, the first man. Only Catiline's spectacular Megalopolis growing in front of everyone's eyes tarnishes his place in history.

154 EXT. THE CITY - NIGHT 154

Beautiful at night. A million lit windows we can SEE into.

155 EXT. MEGALOPOLIS SITE - NIGHT 155

EXTREME FULL VIEW

The progress of the City of Tomorrow is astounding. The new methods of construction combined with the magic of Megalon have produced structures previously inconceivable.

(CONTINUED)

155

CONTINUED:

155

The city of the future is emerging, covered in scaffolding, veiled with dust curtains, but its radiance and desirability are showing through.

FULL VIEW

Julia and Serge walk apart, like a couple surveying their new dream house, only it is an entire city. Wandering among the unfinished streets and plazas of the dream city, covered in snow.

MOVING VIEW ON SERGE as he looks over the new city, peeking down to the busy underpass below:

WHAT HE SEES: the existing New York streets pass one level below.

MOVING VIEW ON JULIA stepping on and off the moving sidewalks, like a little girl. She looks up:

WHAT SHE SEES: the skyway connecting the futuristic buildings.

JULIA

It's more wonderful than I could
have ever hoped for.

Hundreds of feet up, a gigantic system of transparent spheres are suspended by a few threadlike strings of Megalon, masked by scaffolding. A group of familiar people have been summoned and are assembled on a platform inside this vast, empty space, some of them nervous at so much insubstantiality.

156

INT. GREAT SATURN GLOBE STRUCTURE - NIGHT

156

Serge stands there, wind whipping through the structure, the only one completely at ease. Through the transparent walls we SEE GREAT VIEWS of the city. Present are Mayor Cicero, Gene Hamilton and Wow, Davy Cato with Tim and Tom Boni, and Meade Milo, now the major political power in the city and in a life or death struggle with Claude and his legions of immigrants.

GENE

Well, having gotten us here Serge,
say whatever it is you want to
say. I don't like it up here.

SERGE

I want to say that I've had it up
to here with all of you.

(MORE)

(CONTINUED)

SERGE (cont'd)

The opposition, the rumors, the fair means or foul you've resorted to, trying to stop Megalopolis from going up, to crush me like some ignominious beetle.

(walks around them)

You're all little men. Even you, Uncle Gene. How do you like hanging by a string? Even you, cousin-by-marriage Wow. You're here with the men, I call you a man. You share the same values...

MOVING VIEW ON WOW

Defiant, but frightened -- is he going to spill the beans about their old affair in front of her husband?

SERGE

... vainglorious notions of your importance, greed, unscrupulous, a cold heart.

MOVING VIEW ON FRANK

SERGE

I don't suffer nightmares, don't flinch and tremble at the sight of bankers, labor bosses...

VIEW ON MEADE

SERGE

I don't profit from human misery, I don't count the corpses I bulldozed under landfill garbage, I don't buy my wife jewels made of tears and blood.

MOVING VIEW ON DAVY CATO, THE BONI BROTHERS AT HIS SIDE

SERGE

I am at ease with my morality, I am not eaten by ambition. I don't use debt as the secret to profits.

(walks past Gene)

I don't want power over every man and woman and child on the face of the earth, I don't give a damn about the blueness of my blood, I don't need to advertise the size of my bank account -- or my prick.

MOVING VIEW ON GENE HAMILTON

GENE

(laughs)

Pretty colorful, Serge -- but you should mind your mouth.

SERGE

Shut yours.

(contemptuously)

Banker. Debt-merchant.

WOW

Serge.

MOVING VIEW ON WOW, galvanized by this different Serge.

SERGE

I haven't needed to sell my body, let alone my soul. I am not mired down in numbers, statistics, the most wretched and despicable elements of my sexuality.

He steps back and looks at them all.

SERGE

You're here to witness the creative artist build a world. To understand the slenderness of the threads that prop you up, hold you together. For what is life, except mortality? What is time except a finite series of moments? What is consciousness, except a sense of the soul inside?

Charles Eddington emerges from the elevator. Serge nods to him.

SERGE

Take away the illusions that suspend us here.

Horrified, the group members look down through the transparent floor, look out through the transparent walls.

WHAT THEY SEE:

The scaffolding falling away with small dynamite charges so that nothing at all holds the massive structure up. The platform and globe shake and falter.

(CONTINUED)

Meade moves in fear, Davy and the Boni brothers fall to the floor, the Mayor drops to his knees, Gene totters, Claude and Wow hold their ground. Then the globe rights itself, stabilizes.

NEW VIEW

The entire massive structure is suspended by a delicate line of the miraculous Megalon.

SERGE

Go now, the play is ended. We are faded into air, into thin air. Go now, and understand that the world is changed forever.

FRANK

You're a poseur, Catiline.

VIEW ON JULIA

Ashamed of her father.

Gene regains his balance, looks utterly delighted.

GENE

This Megalon is a marvel! Good boy, Serge. There are worse fates than to own the world.

SERGE

Take this as a warning from all artists and scientists. Leave the future alone, leave Megalopolis and me alone. No more tricks to stop my funds and my work. Without creative artists and scientists, you're utterly impotent.

The group, shaken, begins to walk a bridge to an opening in the globe wall giving access to the moving rings outside.

NEW ANGLE

As they leave, stepping onto the moving sidewalk rings, we SEE Julia hidden in a corner by the elevator, her eyes always on her father, grouped with the villains of society. She bows her head in shame.

MOVING VIEW

Serge crosses to the fastest moving outer ring, where he looks at his creation, ecstatic. Claude appears at his side.

CLAUDE

I'm disappointed, Cousin Serge.
That was great, I loved what you
said. But none of it to me.

SERGE

You weren't invited.

CLAUDE

Which pisses me off. Why can't
you understand that alongside me,
Uncle Gene, his floozy bride and
all the rest don't matter? I'm
your real enemy.

SERGE

You're your own enemy, Claude.

CLAUDE

I'm going to destroy you on your
precious Saturnalia festival. It
used to be New Year's Eve, I
remember.

SERGE

I'm shaking in my shoes.

CLAUDE

Don't take me so lightly.

SERGE

You're a simple pain in the ass.

CLAUDE

I'm the razor in your bed.

SERGE

Go do whatever it is you do,
Claude.

CLAUDE

When I rise to power in the city --
and I mean political power, which
is the only kind to have --

157 CONTINUED:

157

SERGE
 (leaving him)
 Claude, you're still what you've
 always been -- the family fool.

Serge disappears. Josaphat watches Claude, not Serge, from
 a little distance.

CLAUDE
 (shouting after Serge)
 I'm Godzilla, I'm Machiavelli, I'm
 Che Guevara, I'm Jesus Christ
 leading the multitudes!

FADE OUT:

FADE IN:

158 INT. TIM BONI TOWER - DAY

158

CLOSE UP - DAVY CATO'S youthful yet austere face gazes out a
 window up to the sky. He turns.

DAVY
 Mrs. Hamilton!

Wow is standing there. She's dressed beautifully in a
 business suit, and today Mrs. Hamilton is all business.

WOW
 Congratulations -- so now you're
 the new CEO of Boni Budget. I'm
 impressed, Davy.

Cato is still intimidated by his former boss and mentor's
 wife.

DAVY
 Thank you, Mrs. Hamilton.

WOW
 Wow. It's Wow, Davy.

Cato is staring at her as she strolls to the window to look
 at the city. He follows. They stand together in
 silhouette.

DAVY
 The old city is falling apart.

(CONTINUED)

WOW

I'm afraid Gene's not paying attention to his bank these days. He's... how shall I say? Distracted. I guess by me. He doesn't realize how weak he is at this moment -- a perfect target.

A pause. She is even more haughty than she is loose in morals, and she knows how to make a man dance to her tune.

WOW

Shall we just go to bed and talk later, or should we talk now and then go to bed?

She takes his hands and inserts them up her skirt under the garter belt that holds her seamed stocking and kisses him.

DAVY

(nervously)

You see things before they happen, Wow. I always watched your business analysis on TV.

WOW

He insisted on a prenuptial agreement so I couldn't inherit his bank. Therefore I'll just -- take it.

He kisses and worships her ever-revealed alluring body.

DAVY

I love you, my baby, I've always loved you, down to the deepest part of me.

He kisses the hem of her skirt.

WOW

You and I are a team, Davy.

DAVY

You know how much I appreciate your strategic thinking. I do.

He lavishly kisses her breasts, her belly.

WOW

Very nice, yes, so very nice. But don't stop unless I tell you to.

(MORE)

WOW (cont'd)
 (affectionately
 petting his head)

You suggest to Gene that you do a friendly takeover of his bank. He'll expect to be Chairman and CEO, and will offer you Vice-Chairman. You will refuse. Then the friendly talks will fall apart.

DAVY

What is it, in the end it's the soul, the personality, not the body that strikes that great resounding GONG in my mind. I WANT you. I want you. I WANT YOU.

WOW

When Gene refuses, you will execute a superbly planned hostile takeover bid of Hamilton National.

DAVY

Give me everything and I will worship you...

WOW

You were his 'Davy,' his little protege; so he'll naturally lash back with an ill-conceived, badly prepared counter-tender.

DAVY

You own me, my cock my balls my everything.

WOW

(near to coming)
 And our strategy, being better planned, will prevail, and you will absorb Hamilton National and you will be hailed as...

(coming)

...the first man in the city.

(pause)

You can come now, Davy.

DAVY

I'll rule with the Boni and
 (coming)
 ...you'll rule me!

158 CONTINUED:

158

STEAM rises, obscuring them.

159 EXT. HAMILTON'S STEAM BATH - DAY

159

Gene is wrapped in towels, alongside some of his friends, the groomsmen from his wedding. Davy Cato is welcomed to their number.

GENE

How's the view from the Tim Boni Tower, Davy?

DAVY

Better if I could look at a friend, Gene, not an enemy.

GENE

Aha! Snake oil, is it?

DAVY

I'm here to ask if you'd consider a friendly tender from Boni Budget.

Gene's eyes light up. He stands, is pleased to show how fit he is, his physique.

GENE

Our two banks together would be a powerhouse.

DAVY

Biggest in the world.

GENE

Name me Chairman and CEO, Davy. Think that would fly? You can be a vice chairman.

DAVY

(firmly)

My offer says I'd become CEO and Chairman and you would retire.

GENE

Holy mackerel, are you serious?

DAVY

Is that an answer? Are you turning down my friendly offer?

(CONTINUED)

GENE

Put your mouth where your loyalties are, Davy! This is hostile, not friendly! Van Nordland! Courtney!

Gene is furious, yelling. The two young AIDES run in.

GENE

We'll buy you, DAVY! Tender for Boni Budget at market, boys.

ASSOCIATE

Sir, we'll have to prepare...

GENE

I, Eugene Hamilton, need to prepare? I was banking when...

DAVY

Calm down, Gene -- please. You'll have a stroke.

GENE

I, Eugene Hamilton, calm down?

He starts walking and raving -- his assistants try to calm him down. They hustle him out through the steam, but he tries to hang on.

In his library, Gene thinks it's all a hilarious joke. Laughs, the others are relieved and laugh along. Gene's butler DONALD comes in. He straps a blood pressure gauge on Gene's arm and starts pumping.

GENE

So? You're going to find it sky high, so what?

DONALD

It puts you in danger.

GENE

Of what? Death? I laugh at death.

DONALD

Worse.

GENE

What is worse than death, I ask
you. Death is you're not rich
anymore, what is worse?

He rips the equipment from his arm. The aides are standing, terrified of Gene in a trembling rage. Davy takes Gene's arm, tries to calm him.

GENE

Stay away from me, you Benedict
Arnold!

DAVY

Gene, please!

Davy gives in and exits. The VIEW RISES to reveal WOW watching at the door. She smiles.

GENE

(to his team)
What are you standing there for?
Start buying!
(his speech is
slurred)
Damn, I can't talk right.

MOVE IN CLOSE on Gene. He looks at Wow -- touches the paralyzed part of his face.

GENE

(slurred)
Yes, buy Boni at market!

He slips to the floor. Wow rushes in, kneels by him, knocked off-balance by this development, unsure what to do.

WOW

I'll call an ambulance.

VIEW ON GENE

A wicked, conspiratorial smile crosses his face.

GENE

No! Get me to bed and call my own
doctor. I'll have no idiots
fiddling with me! Buy Boni stock,
buy!

FADE OUT:

(CONTINUED)

160 CONTINUED: 160

FADE IN:

161 EXTREME VIEW OF THE STARS AND OF THE COSMOS 161

past a dilapidated Soviet Space Station, beeping its last. We move CLOSER to the planet SATURN. A beautiful electric sign reads: "SATURNALIA."

162 EXT. THE CITY - DAY 162

A news truck backs in to make its delivery, big posters of the day's headline: 'ABANDONED SOVIET SPACE STATION FALLING TO EARTH!'

MUSIC UP. The Christmas decorations blur, are transformed into Saturnalia decorations, as the VIEW suddenly reveals a huge papier-mache figure of KING SATURN, or CHRONOS as he is sometimes known, the god of time. He and his throne are made of gold gilt and there are sundials and clocks of all kinds.

FULL SHOT -- THE CITY IN SNOW

The excitement knifes through the winter air. Parades, parties, black tie, evening gowns, dominoes, people in vivid, outlandish costumes.

163 INT. TIM BONI TOWER - DAY 163

Davy Cato in the costume of 'Marc Antony' has called an emergency meeting with his team of investment bankers and lawyers. Many are wearing black tie and masks in preparation for the formal masked parties they will be attending. Some are in costumes.

LAWYER IN MASK

A lash-back tender.

DAVY

OK gentlemen, deliver.

The rooms springs into action, everyone knows what to do.

164 EXT. WALL STREET - DAY 164

The crowds have thickened and we SEE many costumes depicting famous figures, lovers, characters as well as the basic black "domino." The streets are already clogged with taxis.

(CONTINUED)

164 CONTINUED:

164

LOW ANGLE ON PHONE BOOTH - A gray-haired takeover specialist arrives with a portfolio of papers.

LAWYER

It's OK. I'm hard-wired. The offer is final as of --

(checks his watch)

11:00 A.M., Eastern Standard Time.

Call the Exchange, the lobbying firms in Washington.

VIEW on electric signs and huge screens: "BONI BUDGET HOSTILE TAKEOVER OF HAMILTON NATIONAL" "HAPPY SATURNALIA ONE AND ALL."

165 EXT. THE CLOCK TOWER - DAY

165

The hands always moving.

166 EXT. STREETS UNDER THE GREAT BRIDGE - DAY

166

Claude is exhorting his legions. All Claude's field officers, including Anton, the mysterious Egyptian Aziz; Josaphat, Fernando, Mr. Singh, are gathered around him as he appears for his supporters.

CLAUDE

A huge march on Megalopolis on Catiline's so-called Saturnalia -- New Year's Eve. I want at least a quarter million, understand?

AZIZ

Even more's possible, chief.

CLAUDE

You and your Egyptians will lead, Mohammed -- we need numbers and fierceness in front, and the Haitians can't deliver those.

VIEW ON JOSAPHAT

Taken aback, angry.

CLAUDE

(in Spanish)

The march is a numbers game, so I'll back Mohammed with the Puerto Ricans, Dominicans, Cubans...

(MORE)

(CONTINUED)

166 CONTINUED:

166

CLAUDE (cont'd)
 (in French)
 Josaphat, your people will bring
 up the rear behind Asia, Africa,
 Eastern Europe and the Middle
 East.

Fernando is leering triumphantly at Josaphat -- there is no love lost between the Haitians and the Dominicans. Josaphat backs away slowly.

167 INT. HAITIAN BASEMENT - DAY

167

Josaphat and Papa Boneme. A picture of Claude is put on the voodoo altar.

168 EXT. BRONX STREET - DUSK

168

Supporters gather from everywhere for Claude's great triumphal march. Claude's goons kick-start their Harleys. Josaphat approaches Claude -- hands him a map.

JOSAPHAT

We hear there might be some
 trouble. I've changed the route.

Claude looks, suspiciously at first, then he hands it to Anton.

CLAUDE

OK, this is better. Takes us
 right to his Megalopolis.

In the lead, Claude and Anton pull out, the goons roaring in their wake as the party heads for Manhattan. The VIEW settles on Josaphat.

VIEW UPWARD to KING CHRONOS, winking and blinking as the many clocks tick away.

CUT TO:

169 INT. HAITIAN BASEMENT - DUSK

169

We HEAR chanting, as the VIEW moves across the altar, the tins and the bead-painted bottles, a mannequin's hand, religious paintings, lit candles, and the photo of Claude, into a CLOSE SHOT of Papa Boneme, and Tante Momo.

BONEME

His string is cut.

170 EXT. STREETS DECORATED FOR HOLIDAYS - DUSK 170

Crowds everywhere, holiday shopping frantically. Groups of store employees singing Christmas carols.

171 INT. TIM BONI TOWER - DUSK 171

LONG LENS

Davy Cato at his desk, on his private hard-wired phone. We cannot HEAR what he is saying.

172 INT. ROLLS LIMO - DAY 172

Wow on her car cell phone, glass partition up. She is speaking but we cannot HEAR her.

CUT TO:

173 INT. VAN - DAY 173

A MAN in the back of a van loaded with all sorts of electronic apparatus. He is listening on headphones.

CUT TO:

174 INT. HAMILTON'S LIBRARY - DUSK 174

Gene is propped in an easy chair. A discarded meal tray says he's eaten a good dinner. A white-clad nurse sits on a chair reading a magazine. The butler, Donald, knocks and enters, bearing a small tape recorder.

DONALD

The tape you commissioned, sir.

GENE

(slurred)

Take a break, Nurse.

The nurse smiles and leaves. Donald stays.

GENE

(less slurred)

Put it there, Donald, press the button and leave me alone.

(CONTINUED)

174 CONTINUED:

174

Donald does as he's told. Gene listens, face twisting, but not from the stroke.

DAVY (O.S.)
Your breasts -- your legs in that
fantastic silk --

WOW (O.S.)
Your strong hands -- God, Davy, I
want you. You and Gene's bank.

MOVE IN on Gene listening.

GENE
(clearly)
There's no fool like an old, very
rich fool...

175 EXT. MEADE MILO'S HOUSE - DUSK

175

Meade's entire army is with him. A convoy of SUVs, a Hummer in the middle, is parked on the street. Foster Milo comes out carrying a small box. She approaches her husband. Some maids bring coolers of refreshments for a lengthy trip. The group is ready to pull out. Before Foster steps into the Hummer, she looks at Meade.

FOSTER
Why all these bodyguards, Meade?

MEADE
To protect your jewelry and your
lovely person, my dear. The
police won't have time for people
like us tonight.

Meade puts on his traveling hat, takes his shooting stick and steps into the limo like a squire going hunting.

176 EXT. THE BRONX - DUSK

176

Claude's triumph of Harleys are moving, but not fast.

CLOSE ON ANTON squinting ahead at the formerly deserted street.

ANTON
Big party coming!

(CONTINUED)

CLAUDE

Huh?

He signals his goons; the group tightens and moves to the curb.

VIEW ON CLAUDE looking ahead.

WHAT HE SEES: a group of vehicles approaching quickly.

ANTON

(using field glasses)

It's Meade Milo!

CLAUDE

What?

ANTON

Meade Milo and a big group of SUVs. How strange.

CLAUDE

C'mon, what's that?

VIEW AHEAD - MEGALOPOLIS

There's some sort of a blockage up ahead, not far from the futurist city looming over them. Several huge construction vehicles have pulled in, forcing any traffic to slow. The Hummer containing Meade and his wife is in the exact middle of the procession, not letting any opposing traffic get through. Claude scowls as they come by, then turns his head to watch them pass.

NEW MOVING SHOT

Meade is craning his head out the window, staring back at Claude fiercely.

MOVING SHOT

Claude turns his bike, rides back to the limo, passing the cars in the rear filled with armed bodyguards. Claude's biker goons swing around to follow his lead, but the cars in the rear suddenly swing right across the whole road and the sidewalk, cutting them off.

VIEW ON ANTON

Seeing the trap.

ANTON

Keep going, Claude! Keep going!

CLAUDE

They've cut off my boys!

He comes to a stop, turns his bike back to Anton's direction, where his boys are waiting on their bikes.

VIEW ON MEADE'S ENTOURAGE - The men in the last car are his most trusted muscle, ex-button men.

As Claude now faces them, about to go back to his boys, one produces a gun and fires at him casually.

VIEW ON CLAUDE

The bullet hits him high in the shoulder with such force that he flies into the air and crashes, knees first, to the ground. He lies on his back, blinking, hands clutching his wound. His goons are huddled together, still on their bikes, under the assault rifles of two dozen of Meade's men.

CLAUDE

(in pain)

Shit. Imagine running into Meade Milo like that.

MEADE

Yes, imagine running into Meade Milo.

SHADOWS loom. Meade is there with several men, looking at him.

CLAUDE

You can't kill me, Meade, it's in cold blood and out in the open.

MEADE

There won't be any witnesses. I acted in self-defense. A total freak accident I ran into you -- with my wife and all.

Meade rips off Claude's jacket and shirt to look at the wound, obviously not serious. He sneers.

MEADE

Well, you won't die of that. Stand him up.

They stand Claude up, pulling his pants down and exposing him.

CLAUDE

Meade! I'll split things with you. Share power, split down the middle.

MEADE

I'll give you a chance, more than you gave Nush. Run for it.

Claude tries to run with his pants down. Meade takes his time and uses his hunting rifle to shoot him.

His men open fire on Claude's goons, who die. Only Anton manages to get his bike past a SUV, and takes off down the road, bullets flying after him.

VIEW ON CLAUDE

Naked except for his boots, lying on the ground in the snow. But his eyes are not fixed on Meade or his men, but on a small roadside altar opposite the road.

WHAT HE SEES:

A small voodoo altar, its base littered with bunches of flowers, candles, a saucer of milk, a few eggs, a snake.

The sacred snake's tongue flicks in and out; its eyes never blink.

VIEW ON CLAUDE

Dying, still staring.

VIEW ON THE ALTAR

The snake staring back.

VIEW ON CLAUDE

Trying to get up.

CLAUDE

Fuck everything.

He falls to the ground, dead.

177 EXT. RIVERSIDE DRIVE - NIGHT 177

The elements of a West Indian carnival celebration coupled with the outrage of having their hero slain have built the crowd to extraordinary proportions. Thousands of immigrants, many of them in costumes, some with improvised black armbands are shaking their fists and chanting Claude's name.

178 INT. CITY HALL MEETING ROOM - NIGHT 178

An emergency meeting is being held. Mayor Cicero, in black tie minus his jacket, is wearing a bullet-proof vest and a riot helmet, visor up.

FRANK

(to Hart)

Call out the guard, militia. Men have been murdered on the streets, restless crowds are everywhere. What more do you need?

HART

The rule of law, your honor.

179 INT. LILY'S ROOM - NIGHT 179

SLOW MOVING VIEW TO LILY

Peaceful and beautiful in her eternal coma. She looks forever young. Lily takes a breath, gasps one last word before she dies.

LILY

... Serge.

The life monitors are stilled, the heartbeat stopped. She is dead -- her care-givers weep. MUSIC BEGINS.

180 EXT. METROPOLITAN MUSEUM - NIGHT 180

The figure of SATURN is carried closer to the museum, its final destination. It is snowing harder now. The people in this part of the city are still in a fun-loving Saturnalia mood -- the more savage elements having not yet arrived.

(CONTINUED)

180 CONTINUED:

180

FRANK (V.O.)
Then Saturn, from whose throne
time fell....

VIEW ON SERGE

He is dressed in black, with a mask. He carries his gold pocket watch, stopping and starting THE PROCESS of his own consciousness.

FRANK (V.O.)
... passing thereafter into
oblivion and forgetfulness.

People in their various costumes pass through security at the doors, showing their invitations.

181 INT. MUSEUM LOBBY - NIGHT

181

Hundreds of well-to-do congregate in the lobby approaching the sumptuous FEAST of cracked crab, lobster and every sort of seafood delicacy. Their behavior is heightened by the anonymity of the traditional masks and costumes. This is a Hamilton National company party. Some look up at the beeping sound coming from above.

WHAT THEY SEE:

A beautifully flowered rendition of the SOVIET SPACE STATION that threatens the city, having become a symbol of this year's Saturnalia.

VIEW ON EGYPTIAN TOMBS

Everyone is making a fuss over Gene Hamilton in a masked 'Robin Hood' outfit coming to the party, albeit in a wheelchair, even after his now well-publicized stroke. He is with Wow, looking ravishing as 'Cleopatra.' Gene is trying to be his old jovial self, but is clearly incapacitated by the stroke.

She wheels the wheelchair in front of a mirror. He likes the way he looks, likes the bow and arrow.

GENE
(slurred)
Alright, bring those people over.

She gestures, and a group of terrified Hamilton National executives and lawyers approach, also dressed appropriately for the carnival.

(CONTINUED)

181 CONTINUED:

181

GENE

Happy Holidays. You're all fired.

They are horrified.

GENE

Can't you take a joke?

They relax, but only slightly.

LAWYER

They've delivered; notified the SEC, and have advance people already in Delaware.

BANKER

They're bidding up our stock.

Gene lets out a guffaw, and weakly tries to shoot an arrow. It's a real arrow and sticks in the wall.

182 INT. SATURNALIA PARTY - NIGHT

182

Serge feels ill and tries to make his way out of a party, going down the back stairs with a red-haired girl who promised him, what? He doesn't remember, soon she has disappeared and he re-emerges from a janitorial entrance amid the snow-covered garbage cans of the building. He opens the door.

SERGE

Never before did it occur to me that the ground I was standing on, the ground... could give way...

183 EXT. CITY IN SNOW - NIGHT

183

Hosts of snow flakes fly against Serge's face, against his eyelids, overflow his eyes and make seeing as difficult as it is now impossible for the dazzling effect of all that whiteness, and the veiling of his field of vision, so that his sense of sight is almost put out of action.

SERGE

... Could literally break down, creating a chaos that would last as long as it took before something new came along and saved it.

(CONTINUED)

183 CONTINUED:

183

He edges uncertainly on this Harlem street. It is nothingness into which he looks when he forces himself to do so. Only at intervals do ghostly-seeming forms from the world of reality loom up before him -- a stranger, a group of boys, even the pale silhouette of the building he had lately passed. He is near 147th Street and Broadway, but can't be sure.

184 EXT. HAMILTON GRANGE - NIGHT

184

Serge stops, knocks the snow off a plaque affixed to the dirty clapboards of a dilapidated two-and-a-half story house. The snow removed, the plaque reads: "Hamilton Grange. The home of Alexander Hamilton, 1757 AB AM LLM 1804. Statesman. Soldier administrator lawyer. Captain. Lt. Col. Staff of General Washington. Major General..." He removes more snow. "He built this house in 1802."

Serge rings the bell, as the cold wind howls. Looks up at the now squalid memento of one of the most illustrious of our nation's founders. A light goes out inside and a black man wearing butler's apron named RAWLEIGH, with a well-worn overcoat peeks out from the locked door.

RAWLEIGH

The Grange is closed; what are you doing here this time of night and in this weather?

SERGE

This is the home of Alexander Hamilton here in Harlem?

RAWLEIGH

This is the General's home.

SERGE

Can't find my way in this snow, May I come in?

185 INT. HAMILTON GRANGE - NIGHT

185

The Grange is a wreck, too little funds, certainly compared to Monticello or Mount Vernon. Rawleigh leads Serge carefully with his lantern, as the electricity has gone out.

RAWLEIGH

Be careful walking around here. Sign the register.

(CONTINUED)

Rawleigh lights a candle and leaves it near the register, which has very few signatures.

RAWLEIGH

The loose boards pop up as fast as I nail them down. The old wood don't hold the nails like it used to.

Rawleigh points out the snow-covered window.

RAWLEIGH

In the spring I throw a bit of seed around. The General likes laurel. And honeysuckle. It was the honeysuckle that started all the trouble with Aaron Burr, you know.

VIEW MOVES CLOSER

The room is bare of furniture, and dominated by the marble portrait of the General done from life by Giuseppe Ceracchi. The head has a classical character that suggests one of the Caesars.

Serge running through the snow. Dazed and intemperate, giddy, trembling with excitement.

Serge falling, rolling in the snow. He feels for his watch; his numbed fingers can scarcely draw it from his pocket.

INSERT ON THE WATCH

His gold watch, with the monogram on the lid, ticking faithfully away in this lonely waste, Serge Catiline's own heart. Serge's reflection in it as it ticks.

WHAT HE SEES:

Things begin to speed up; hours become seconds, clouds rush by as day become hours; months become weeks.

Time accelerates, completing the construction, and clouds part to reveal the finished Megalopolis shining through the snowstorm. Towers grown from Megalon into vertical greenhouses arranged around the neighborhoods; three grand festival areas, and one large area with the enormous Saturn sphere.

187 INT. MUSEUM HALLS - NIGHT

187

Serge moves through the crowds at the party, stopping, starting and reversing TIME at will -- past halls of the bones of great dinosaurs; and finds himself in the Egyptian room of the GREAT TEMPLE.

VIEW ON SERGE

Lost in the insides of a pyramid. He turns. A YOUNG WOMAN sees him, and then disappears. He follows.

WHAT HE SEES:

The girl. Standing in the temple.

SERGE

Who are you? Are you a vision?

She steps back into the shadows, and moves her hand that he should follow. Serge moves deeper into the pyramid.

SERGE

Is it... Lily? Have you died?

LILY

For a moment.

He loses her and finds himself lost in the pyramid.

SERGE

Where are we?

The girl moves closer to THE VIEW, looking back to a bewildered Serge. It is Lily, having come back.

SERGE

Where are we going?

LILY

I am an image born of your own soul.

She moves CLOSER to him. He presses the stop and reset button of his watch, but it doesn't stop her. He falls to his knees, and clasps her around her legs, kissing the hem of her dress passionately, weeping.

(CONTINUED)

SERGE

No, the ache in my heart is too painful. Can I never stop this -- thinking...

Now into another room, it is Serge's POV as he moves through, acknowledging the maskers. A little, well-turned one seems to be flirting.

Serge takes a drink and sits down. No one talks to him, but there is a solitary domino, sitting by herself. Serge offers his drink to her and she raises one to him. They drink. His hand reaches over to her, clasps her perfect hand, tapered and graceful and small. She looks up at him, and then turns, reaches out and puts her arm around his neck.

She tilts her head. We MOVE CLOSER, kiss her. Her hand brushes away her mask.

It is Julia. She smiles and comes back for another kiss. Their hands feel for each other's as if to see if they were real. He kisses her neck, her throat, her ears, the insides of her lips. Not simply sensational, but like an explosion. Her arms thrown up in the air.

SERGE paralyzed; in a SURGE.

CHANTERS

Baron Samedi. Baron Samedi.

JULIA'S body intertwined with Serge's, her legs finding their way into the shape of his legs. Like a serpent.

JULIA

Rest, baby.

SERGE

(struggling against
paralysis)

I... I... seeee.

JULIA

I love your skin. It smells like
cinnamon.

SERGE

I... I... seee.

JULIA

What do you see?

(CONTINUED)

187 CONTINUED:

187

WHAT HE SEES:

A city in the clouds. A momentary illusion of the living Megalopolis. It drifts by and disappears, but cannot be forgotten.

188 EXT. THE STREETS - NIGHT

188

Restless crowds prowl through the night, breaking windows, challenging police and threatening the peace.

MOMO

Baron Samedi. Baron Samedi.

189 INT. CITY HALL MEETING ROOM - NIGHT

189

City Hall is now an emergency riot headquarters. On either side of Frank Cicero is a special police officer; others ring the perimeter of the room, which contains Commissioner Hart, attorneys, etc. Frank holds a book of city regulations. Rebecca Silver enters the office excited and out of breath.

REBECCA

Your honor. You are not going to believe this, but that Soviet space station is not coming down over Labrador.

FRANK

It's not?

REBECCA

Right now, it's going to hit somewhere just off Montauk Point, so help me God.

FRANK

(opens the book;
reads)

"At such time as the well-being and order of the city is threatened by unusual and dire circumstances, the Mayor may call upon the provisions..."

REBECCA

(interrupting)

What are the "unusual and dire circumstances?"

(CONTINUED)

FRANK

You ask me what's 'unusual and dire?' Catiline is overthrowing the government, inciting people to riot! A nuclear space station is falling out of the sky! What more do you need?

MORGENTHAU

If Catiline can be caught on camera inciting riot, or gives an inflammatory speech to the mob, Frank, you've got him.

HART

We have to be real steady now, Frank. This is no time to start making history.

FRANK

(delusional)

Yes, history.

HART

Oh Frank, really. We don't have enough police officers, we've just fired them.

The press are waiting, many cameras and microphones. The Mayor enters looking confident and mounts the podium, his team behind him. Rebecca hurries to him and speaks confidentially.

REBECCA

Postpone it, your honor. We'd better all watch what's going on at Megalopolis first. The marchers are there, and Catiline's going to speak.

Serge, in black tie and cape, is running like one possessed toward a gleaming watchtower on the site perimeter. Julia, in a beautiful gown, is following him.

VIEW ON THE MOB

There is an angry Creole cry of support, joined by Spanish and many tongues. At the front but in their midst is Anton, carrying Claude's body.

NEW ANGLE

Someone produces a sheet of Megalon, and Anton transfers Claude's body to it, then it is raised high for everyone to see. Screams, cries, shouting voices.

Suddenly a vast SCREEN of Megalon slides down. It brightens, and there upon it is the IMAGE of Serge Catiline. He appears also on TV van monitors.

SERGE

That's your future you're looking at! Look at it!

He throws a switch, and the lights of Megalopolis come on -- a dream of luminescent loveliness. The mob, intent on pushing the transparent Megalon fence over, stops to look in awe.

SERGE

You've come to destroy this? To tear down your own futures? To sentence yourself to squalor and poverty forever? Do you want another city project that will be a slum before you can blink? Destroy Megalopolis and you destroy the future!

The VIEW moves from the screen to Serge in the tower, Julia out of camera range watching him in adoration.

SERGE

If you have the choice, tear down the past, not the future! Tear down debt, tear down the world of ready-made slums, the ant heaps the men who run the world shove you into!

The mob ROARS; in the lights of Megalopolis, Serge looks.

WHAT HE SEES: the body of his cousin Claude held high, the faces of Anton Smith and Mohammed Aziz, and behind them, faces of thousands.

191 CONTINUED:

191

SERGE

The future is our shining hope!
 Destroy the past, the old ways --

192 INT. CITY HALL MEETING ROOM - NIGHT

192

VIEW ON Frank watching, smiling as Serge incriminates himself on TV.

SERGE

(on TV)

-- old and stale governments,
 banking institutions that fasten
 on you like leeches, suck you dry
 to feed empires of no use to
 anyone, even to those who run
 them. Don't you see -- debt
 equals easy profits. Rescind all
 debt!

193 VIEWS ON ALL THE TELEVISIONS OF THE CITY

193

The great Jumbotron at Times Square, the other giant screens and smaller televisions, all showing the IMAGE of Serge, as people are stopped, watching and listening.

SERGE

You have but one choice -- the
 future! You have but one enemy --
 the past! Don't let it hold you
 back!

194 EXT. FULL VIEW - MEGALOPOLIS - NIGHT

194

People looking upwards.

WHAT THEY SEE:

There in the night sky, are what appear to be six shooting stars, their glorious tails following, as though they commemorate the end of something. A moment later, there is a blinding light, coming from somewhere out at sea. Some burning fragments fall to the city, like an impressive fireworks show. People are awed in admiration.

(CONTINUED)

VIEW ON SKYSCRAPERS

Enormous Linnenbach shadows of millions of people silhouetted against the buildings. The great city is not destroyed, it is ILLUMINATED.

VIEW ON THE CROWDS

Hushed, witnessing this sacred, frozen moment. Then they erupt. Anton Smith has a microphone and yells to the mob that they have to destroy governmental authority. The people swarm over the police cars, overturn them. The TV units can't pick up what Anton is saying because of the huge NOISE.

ANTON

City Hall! Let's burn him in City Hall, brothers!

VIEW ON SERGE AND JULIA

Julia is terrified. She's down from the watchtower and running to her car, parked inside Megalopolis.

INT. CITY HALL MEETING ROOM - NIGHT

Frank is with his team, now augmented by a National Guard GENERAL. Frank is explaining to him:

FRANK

Those trapped partying in the open have been escorted to shelter -- Central Park's been evacuated to the east side --all west side transit's been frozen temporarily - - a curfew for those at home.

GENERAL

The on-duty troops are here, but it's going to take hours to call the rest up, Mr. Mayor.

REBECCA

The radio and TV stations are broadcasting your orders non-stop, your honor.

Frank is clearly dazed as he acts out his role in history. Meade Milo comes in, immaculate, enjoying the new confidence Frank has shown in him. He joins Commissioner Hart, reporting to the Mayor.

MEADE

Crazy Claude Hamilton attacked my wife and I as we were leaving for the country. His goons opened fire on me, and Claude's dead. I thought you ought to know, Frank, that Claude was one of the mob's leaders.

This news makes Frank look even more jubilant.

FRANK

That doesn't surprise me. His cousin Serge is the mob's mastermind. This time he's publicly damned himself out of his own mouth. Arrest Serge Catiline now, please, gentlemen.

HART

The charge, Frank?

FRANK

For the moment, inciting mob violence. In the end, treason, I trust.

HART

Don't get your hopes up. Catiline's a greased pig -- he's wriggled out of murder, rape, injunctions.

FRANK

He won't wiggle out of this.
(pauses, looks
suddenly uncertain)
He can't.

Meade motions to Frank to step outside into the hallway.

Meade lights a cigarette.

MEADE

Catiline's like one of those clowns you can't knock over, Frank.

FRANK

No, he's a phoenix rising from its own ashes. Burn him, he rises. I wish someone would scatter his ashes so far and wide he'd never be able to collect them to rise.

MEADE

(smiles quietly)
Scattering ashes is easy.
Provided there's no one around to complain about the mess.

Frank is horrified. His eyes dwell on Meade's face, then his gaze drops to the bulge in Meade's elegant tweed jacket.

FRANK

But... I...

There's some kind of disturbance inside, Frank turns and goes. Meade puts out his cigarette.

Julia rushes to her father, followed by the various commissioners.

FRANK

Julia! What is it?

JULIA

You have to leave now, all of you. Hundreds of thousands of people are coming to City Hall to burn Claude Hamilton's body.

HART

Our police couldn't control the mob at Megalopolis, here it will be worse. The National Guard --

GENERAL

Oh, why the hell is Manhattan an island? The few units I've scraped up so far will just have to do what they can.

JULIA

Please, Daddy -- go!

Everyone is evacuated down to the basement.

198 EXT. CITY HALL - NIGHT 198

The mob has organized itself and marches to its destination. They are chanting "Claude, Claude..." They sway back and forth until the security guards are unable to hold them, and they burst out as a major popular movement, literally snatching the sheet of Megalon holding Claude out of the pallbearers' arms. In one great assertive wave, the chanting proletariat masses BREAK THROUGH the understaffed police and crush into the seat of government, carrying the body of Claude inside.

199 INT. CITY HALL BASEMENT - NIGHT 199

Frank and his entire government wait to be evacuated from the building. The moment comes, and they are led out by police with powerful flashlights.

200 INT. CITY HALL SUBWAY - NIGHT 200

The Mayor, Julia, and his team are taken into a eerie secret underground subway station, abandoned for many years, but still pristine. It is lit only by the portable lights.

201 INT. CITY HALL - THE MAIN STAIRCASE - NIGHT 201

Anton leads the people carrying Claude's body into City Hall and up to the grand staircase, up to the cantilevered landing, the very spot where the body of Abraham Lincoln lay in state. They put down the sheet of Megalon. A few of the mob, having pillaged florists' shops along the way, toss flowers onto Claude's body.

202 INT. CITY HALL SUBWAY - NIGHT 202

A single train car comes, stops. Frank and his group get on.

203 INT. SUBWAY CAR - NIGHT 203

Frank is sitting at the front of the car when Julia boards. He beckons her to sit with him. The car moves uptown.

204 INT. CITY HALL - NIGHT 204

The crowd is starting to work itself into a rhythmic frenzy. Some begin breaking up the furniture, chairs, aisles, desks and construct the basis of a great bonfire, right under the body of Claude. Someone douses it with gasoline, and the staircase with Claude's body BURSTS into flame.

VIEW ON THE STAIRCASE

Engulfed in fire, the body of Claude is surreal in illumination.

205 EXT. CITY HALL - NIGHT 205

In flames. A mob surrounds it.

206 INT. SUBWAY TUNNEL - NIGHT 206

The ghostly subway car makes it alone through the subways.

207 INT. SUBWAY CAR - NIGHT 207

MUSIC UP. Frank sits alone with Julia, saying nothing as the others wait at the extreme side of the car.

FRANK

Shouldn't we be like before?
Can't we? Can't we, Julia?

(he kisses her)

You were right about Serge. I
don't know what's come over me.
All I cared about was how much I
hated him. I was wrong. Hard to
say to you, but wrong.

Julia's head turns, she stares at him.

FRANK

He's the way to the future. I
know that now. For the good of
all. We're not so very far apart.
I need to talk to him --

CLOSE ON JULIA

What she's been hoping for and despaired of.

(CONTINUED)

FRANK

-- Yet I'm sure he's washed his hands of me. Probably would refuse to see me.

JULIA

He would see you if I asked him.

FRANK

Julia! You'd do that for me, even after what I did to you?

Julia's answer is to hug him convulsively.

JULIA

I'd do anything for you, Daddy.

VIEW ON THE HUGGING JULIA AND FRANK

She kisses her father's brow, his hand on her cheek. Frank kisses her hand then breaks the hug, looks at her, his eyes glittering tears. A pause, then:

FRANK

I'll meet with Serge. Will you go tell your mother everything's all right? You know her -- the phone's not enough.

JULIA

As soon as I've found Serge, I'll go to Mom.

FRANK

Ask him to meet me at the great model of the city. An appropriate venue, don't you think?

JULIA

(smiles wanly)

Yes. I've always wanted to be the daughter you would be proud of.

FRANK

Julia -- you're my jewel.

He kisses her. Then he turns his head and looks to where Meade Milo sits at the far end of the car.

VIEW ON MEADE

Acknowledging.

208 EXT. TIMES SQUARE - NIGHT 208

Julia rushes up the subway exit, is met by two patrolmen who escort her to a squad car. Julia jumps in, and the car drives off, lights flashing.

209 EXT. HAMILTON'S HOME - NIGHT 209

A limousine pulls up; Davy gets out. The door opens, and 'Wow,' still in her Cleopatra costume, has been waiting.

WOW

He's been asking to see you. I don't think he has much time.

DAVY

It's not like him to give in so easily.

Suddenly, she kisses Davy full on the lips.

210 INT. HAMILTON'S HALLWAY - NIGHT 210

Donald ushers them through. The house is hushed, the mood is somber.

WOW

How is Gene, Donald?

DONALD

Very low, Madam. A sudden turn for the worse. He's been asking constantly to see you and Mr. Cato.

211 INT. HAMILTON'S LIBRARY - NIGHT 211

They are quietly led into the private library. We HEAR the sound of a TV broadcast about the frozen merger of their banks.

VIEW ON GENE HAMILTON

The old man is propped up upon several pillows; frail and helpless-looking. Some sort of hospital apparatus holds him in position, causing a bulge under the covers from his waist down. He's wearing his Robin Hood hat with feather. He is looking at the TV.

(CONTINUED)

VIEW ON THE TV

The burning City Hall and rioting.

GENE

Well, our dear old town, master of
the known world, is kaput.

Gene tries to turn his head to look at his former protege.
Davy bows his head; his old mentor is clearly dying.

GENE

(glances at the bulge
under his sheets)
What do you think of this boner
I've got? One look at her and I'm
up.

DAVY

(laughs respectfully)
Quite something, sir.

GENE

(weakly; nostalgic)
They used to say of me that the
only thing bigger than my bank
account was my prick.

WOW

A family trait.

Gene's eyes do a slight take, as do Davy's.

GENE

(dying)
And now you're taking it all away
from me.

DAVY

I plan to carry on in your
example, fight for your ideals.

GENE

I never had ideals, Davy -- ideals
are for debtors. If not for...
this...

(his paralysis)

I could have out-spent you in the
end. I just wasn't able to--

They cluster closer to hear his last words, like heirs at
the reading of a will.

The Hamilton fortune is immense, and now combined with control of Boni Budget, Wow and Davy are powerful beyond their dreams.

GENE

-- outlive you.

He flips the covers off, revealing the bulge to be a small arrow. He reaches over to a bedside table and takes his little bow. At first they think he's going to shoot the TV, but he puts the arrow right through Davy's throat. Wow is stunned, then realizes what is happening and rushes toward the old man.

GENE

And Wow, you Wall Street slut --
this is your closing bell.

One arrow hits perfectly at her chest right between the jeweled golden cups of her Cleopatra bra.

GENE

(calling out)
Donald!

Donald appears immediately. Gene turns back on the TV as he pumps up the volume with his remote. It's perfectly clear that he faked the stroke, and had no intention of dying, or losing in a corporate takeover battle.

GENE

(tossing the bow)
Get rid of them. There'll be
plenty of dead on the streets
tonight. I'm going to leave my
entire fortune to the Megalopolis
Foundation! I'll be loved for
eternity.

The TV shows the rioting and crowds on the streets. The bodies of Davy and Wow as Antony and Cleopatra lie on the floor, slain by Gene's arrows.

Empty of revelers, but filling up with the wilder components of the mob. They rush past the bodies of Antony and Cleopatra.

213 EXT. CITROEN - NIGHT 213

It's snowing heavily now. Fundi expertly weaves his way through the crowds, a portable flashing light on his roof. The Citroen arrives at the exhibition hall where the meeting with Julia's father is to take place. Serge steps out, Julia stays in the car. He kisses her hand. Then turns to Fundi.

SERGE

Take Julia home, Fundi. Then come back for me.

Julia watches as Serge's tall, graceful figure walks away from the car. Then there is nothing more to be seen for swimming snowflakes.

JULIA

Fundi, wait. Don't go.

214 INT. ENORMOUS MODEL OF THE CITY - NIGHT 214

The area of catwalks over the model of the city is dark. No one seems to be there. We HEAR Serge's footsteps as he moves around the perimeter edge, walks out on a catwalk, and stops, looking down.

WHAT HE SEES:

THE MODEL -- It is beautiful, the entire Megalopolis project completed in miniature. Elevated roadways linking all sections of the city, with speeding monocars and moving walkways, elevators -- the city of the future!

SERGE

All my life has led to this.
Megalopolis! Megalopolis...

215 EXT. MEGALOPOLIS - NIGHT 215

The vision is realized. The actual Megalopolis lives, shining radiantly into the night.

216 INT. CITROEN - NIGHT 216

The Citroen starts to go into the white nothingness, then Julia SEES something.

(CONTINUED)

216 CONTINUED:

216

WHAT SHE SEES:

A ghostly-seeming form from the world of reality; a Hummer, other SUVs arriving.

FUNDI

Those aren't city cars. They're --

But Julia has gone, running into the snow. When Fundi tries to follow, he is prevented by an ambush of Meade's goons.

217 INT. ENORMOUS MODEL OF THE CITY - NIGHT

217

Gazing at the miniature Megalopolis, Serge is lost in his dreams. Then the perimeter lights come on, but not those below in the model.

JULIA

Serge!

He turns, and he sees:

VIEW ON MEADE'S MEN

Approaching on the catwalks.

VIEW ON JULIA

Running toward him, crying out.

VIEW ON SERGE

He starts to run. SHOTS ring out. He is hit, falls from the catwalk onto the model of New York. But he continues crawling, knocking down some of the buildings when he is shot again.

VIEW ON JULIA

coming to him.

VIEW ON MEADE

moving closer.

VIEW ON SERGE

Crawling to safety in the shadows of the model city. Another SHOT, and he sprawls in a spreading pool of his own blood on top of the Megalopolis area. Julia is almost there. She turns and sees Meade.

(CONTINUED)

217 CONTINUED:

217

VIEW ON THE CATWALKS

The gunmen look to Meade, who is at the edge of the perimeter.

GUNMAN

What should we do? She saw us.

VIEW ON JULIA

Looking up, straight at Meade.

VIEW ON MEADE

A practical decision; he signals to kill her.

More SHOTS ring out. Julia is hit and falls by Serge in the model city. We HEAR the assailants' footsteps running away.

218 EXT. TIMES SQUARE - NIGHT

218

The enormous crowds are gathered for the changing of the New Year. We HEAR gunfire and laughter in the distance. All eyes are on the top of the tower where the glass ball is about to descend.

CROWD

TEN -- NINE -- EIGHT --

219 EXT. STREET NEAR EXHIBITION HALL - NIGHT

219

VIEW UPWARD - The body of Fundi, nailed spread-eagle to a telephone pole, crucified. The Citroen abandoned nearby.

220 EXT. EXHIBITION HALL - NIGHT

220

By now, all is whiteness. Frank arrives in his car. The environs are seething with police -- no National Guardsman -- this is city business. Hart is standing looking utterly stunned, bereft. Frank runs out of his car to Hart.

FRANK

Thank God, thank God! The conspiracy is ended, the crisis is over, the city will be safe forever.

(CONTINUED)

Hart cannot speak. An officer near him is speaking into a radio. We HEAR the distant SOUND of an approaching helicopter.

RADIO VOICE

Rescue, rescue, confirm two victims, one Caucasian male, one Caucasian female...

OFFICER

(into radio)

Confirm. No panic, too late for them.

Frank stares at Hart's face agonizingly.

FRANK

Two -- victims?

Hart makes a huge effort and manages to speak.

HART

Julia. Julia was with him.

FRANK

(shocked)

Is there hope?

Hart shakes his head gravely; begins weeping.

CLOSE ON FRANK'S FACE

The death of a soul. The SOUND of the helicopter grows louder as he recedes into the darkness until he is gone.

EXT. TIMES SQUARE - NIGHT

FULL SHOT -- as the glass ball falls. Snow almost obliterates everything. The city is slowly freezing.

CROWD

SEVEN -- SIX --

EXT. CHRONOS AND CLOCKS - NIGHT

FULL SHOT -- the clocks chime on. Millions of people move through the streets.

223 EXT. EXHIBITION HALL - NIGHT 223

We SEE the Mayor's car, his figure in the back seat, alone with his head bowed. The VIEW MOVES CLOSER:

VIEW ON FRANK IN HIS CAR

His wrists slit, bleeding to death.

224 INT. ENORMOUS MODEL OF THE CITY - NIGHT 224

Julia and Serge are reaching for each other's hands across the bloodied model city, looking into each other's eyes, smiling, fainting. Police respectfully keep a distance from them.

CROWD

FIVE -- FOUR --

JULIA

Yes. Take me to heaven.

SERGE

Stop!

225 EXT. TIMES SQUARE - NIGHT 225

The ball stops three feet from the bottom. The CROWD'S counting STOPS. No clocks chime.

226 EXT. ENORMOUS MODEL OF THE CITY - NIGHT 226

Serge and Julia join hands and look into each others eyes as TIME FREEZES.

THE END