

**Lies About Love**

An original screenplay

by

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“Speech was given to man  
to disguise his thoughts.”

— Charles M. de Talleyrand

FADE IN:

EXT. CARTER HOUSE, SILICON VALLEY, 1970'S, NIGHT

The residential neighborhood seems like any other. Under the full moon, the trees lining the street cast shadows that oppose the light.

Through the front window of the Carter household, a television fills the living room with moving blue light.

INT. LIVING ROOM, CARTER HOUSE, NIGHT

SUPERIMPOSE: "Frank, 7 years old"

A standup piano complements an oriental chest in the corner. A flowery couch and arm chairs with huge zebra pillows surround the TV. A red lava lamp glows on the end table.

MARTHA CARTER, 30s, brunette, looks weary but content as she sits on the couch, mending with needle and thread.

FRANK CARTER, 7, cute and boyishly handsome, lies on the green carpet watching TV, chin propped up in his hands.

ON THE TV SCREEN

A pasty-looking HISTORIAN with bad teeth, dressed in a green sweater and ill-matching tie, stares into the camera.

HISTORIAN

(English accent)

In 1898, in the first weeks of the Spanish American War, William Randolph Hearst was so keen to sell newspapers, he printed lurid descriptions of imaginary battles - before American troops had even landed in Cuba.

BACK TO: LIVING ROOM

Martha shakes her head disapprovingly, and looks at Frank.

MARTHA

Lies always lead to trouble. I hope you'll remember that, Frank. I never lie. God never lies. Your father, well, that's another story.

Martha's eyes dart left and her lips pout.

Pipe smoke rises from behind the newspaper in a nearby arm chair. GEORGE CARTER, Frank's father, 30's with glasses and short curly brown hair, clears his throat.

George lowers the newspaper, removes the pipe from his mouth, and looks at her icily.

INT. LIVING ROOM - LATER

Frank sits on the couch watching TV, peering from behind a zebra pillow he clutches in his lap.

ON THE TV SCREEN - STAR TREK

In a cave, aliens with exposed brains peer at Captain Kirk through a force field as he gestures urgently to a scantily clad, primitive blonde.

CAPTAIN KIRK

We've got to escape!

BACK TO: LIVING ROOM

As Frank watches TV, his eyes grow wide and lips tremble.

A hand clutches Frank's shoulder; he screams and his face spasms with fear.

Martha smiles and caresses his hair with her hand.

MARTHA

It's okay, honey. It's time for bed.

He glances fearfully back at the TV set.

FRANK

Mom, they can read your brain!

INT. BEDROOM

A nightlight projects white stars onto the wall, plastered with posters for horror movies. A terrarium faces the bed.

Martha holds a book of fairy tales as she tucks Frank into bed. In Superhero pajamas, he looks at her earnestly.

FRANK

Mom, where do babies come from?

Martha smiles, sits on the bed, and tussles his hair.

MARTHA

Well, when a man and a woman are truly in love, the stork brings them a baby.

Frank's face distorts comically with doubt.

EXT. FRONT YARD, CARTER HOUSE, SILICON VALLEY, DAY

Frank and 7-year-old freckled PENELOPE, plain in overalls and blonde pigtails, huddle on the lawn, at the edge of the sidewalk. Flower terraces decorate the yard behind them. They lay side-by-side on their stomachs in the grass, heads resting on crossed arms.

Frank looks at her, smirking.

FRANK

A stork, hah hah! Jeez, Penny, can you believe that?!

PENELOPE

(lispng)

Humph! My mom said there's an election, and the man hijackulates with a spoon ... Then he insevenates an egg and ...

She scratches her head.

PENELOPE

I guess he squeezes the egg up her hoo-hoo.

Her face distorts comically.

Frank looks at her incredulously, laughs and rolls his eyes.

Penelope smirks.

FRANK

It's like that story about the Tooth Fairy!

Frank's face twists quizzically then his eyebrows arch.

FRANK

Why do grown-ups lie?

They frown at each other and shake their heads darkly.

EXT. BACK YARD, DAY

An oak tree crowned with a plywood tree-house shades the lawn.

In the garden, string stretches between corner stakes to fence the sections, posted with seed packets picturing carrots and tomatoes.

Another diagonal line of string quivers.

Penelope holds a Dixie cup to her ear. String leads from it across the garden.

She looks dreamily across the garden to where the string connects to another paper cup that Frank holds to his ear.

She smiles and presses the cup to her mouth.

PENELOPE

I promise I'll never lie to you,  
Frankie. Honest.

Frank makes an ugly face as he steps on a snail, CRUNCH. He smiles then frowns as he presses the cup to his mouth.

FRANK

Hello? This is agent X3. Can you  
hear me?

INT. HALLWAY, CARTER HOUSE, 1980's, NIGHT

SUPERIMPOSE: "Frank, 15 years old"

Multicolored pens pack a pocket protector in Frank's shirt pocket. Fifteen and pimply, he leans into the telephone alcove, and smiles nervously into the rotary phone.

FRANK (V.O.)

Life is hard enough without lies.  
And they really complicate some  
things, like learning about love.

FRANK (on phone)

So, Lisa -

His voice cracks. He clears his throat and grips the phone tightly.

FRANK (on phone)  
So, uh, would you like to go out  
Saturday night?

Frank's ear hugs the receiver, his eyes blink the seconds.

GIRL'S VOICE (O.S., on phone)  
Oh, sorry, I can't. I have to  
wash my hair that night.

Frank's face stretches down to his feet and his eyes shoot  
lasers into the phone.

INT. LIVING ROOM, CARTER HOUSE, DAY

SUPERIMPOSE: "Frank, 18 years old"

MARTHA, 40s, vigorously VACUUMS the carpet approaching the  
couch. She pauses to dust the end table. She wears short  
hair and a house dress, glasses and apron.

Frank, 18, with black square-framed glasses and a faint  
mustache, reads a magazine on the couch. He lifts his legs  
and she vacuums underneath.

MARTHA  
Thank you.

She glances out the picture window and across the street.

MARTHA  
There's Penelope. Looks like she  
has an admirer.

Frank turns and looks out, suddenly alert.

FRANK SEES:

Across the street, PENELOPE, 18, long-haired, tall and  
awkward, walks with an athletic young man in a Varsity  
jacket. She talks excitedly. He carries her books.

They smile and walk along the sidewalk toward the front door  
of her house.

BACK TO: LIVING ROOM

Martha pushes the vacuum out of the room.

Frank frowns and stares out the window. He jumps up and

sits in the arm chair nearest to the window. He stares out and his face darkens with jealousy.

He shifts position to reach the side window. He opens it, then sits with his ear pointed toward the window.

Outside, Penelope and the young man laugh.

EXT. DRIVEWAY, CARTER HOUSE, NIGHT

Frank dribbles a basketball and bounces it against the house's brick wall.

Penelope skips into the street then checks herself and slows to saunter over to him gracefully.

PENELOPE

Hi, Frank.

Frank looks at her warmly, starts to smile, then frowns and goes back to playing with the basketball.

She shuffles closer and puts her hands in her pockets.

PENELOPE

What's up?

FRANK

Same-o same-o.

She beams a smile at him and watches the basketball.

He dribbles with his back to her.

PENELOPE

So ... thought about who you'll ask to the Prom yet?

He catches the ball, turns and looks at her sourly.

FRANK

The Prom? Nah, I'm not goin'. Not my scene.

He turns back to dribbling and bouncing off the brickwork.

FRANK

Was that the captain of the football team I saw you with?



He catches the ball and pauses.

PENELOPE

Yeah, we're doing a project  
together for Social Studies.

Penelope watches Frank carefully.

FRANK

Hmmm.

He bounces the ball off the brick wall and catches it.

FRANK

Maybe I'll invite one of the  
cheerleaders. They're all so hot!

Penelope looks at him with growing disappointment.

He dribbles the basketball between his legs.

She turns to hide her face.

PENELOPE

Well ... I don't care!

She glares at him and a tear wells.

She runs across the street.

Frank stops dribbling and sadly watches her go.

She enters the front door of her house and SLAMS the door.

INT. BAR, SILICON VALLEY, NIGHT

SUPERIMPOSE: "Frank, 21 years old"

Frank perches on a tall stool, eyes fixed on his date. He is  
21, with blow-dried styled locks and smooth demeanor, wearing  
a blue pin-striped suit, power tie, and wire-frame glasses.

CINDY, attractive, mid-20s, wears a persistent smile as if  
she can't believe her luck.

They sip cocktails at a small dark table. Behind them a  
disco ball sparkles and an upscale crowd dances to pounding  
DISCO MUSIC.

CINDY  
 (Valley girlish)  
 Cruising the Riviera sounds  
 totally rad, Blake!

She sucks Pina Colada noisily through a STRAW.

Frank nods wisely, swirls and sniffs a brandy, and inserts his hand vertically into his jacket pocket.

FRANK  
 (stilted English accent)  
 Keeps the grass from growing  
 beneath one's feet, eh, what?

She giggles and eats him up with her eyes.

Frank sips from his brandy snifter.

CINDY  
 I would just die to see your  
 family's castle!

She leans close and smiles.

FRANK  
 Such fond memories ... swimming in  
 the moat, flying kites from the  
 ramparts.

From the bar, Penelope, 21, perky with short blonde hair and cute figure, steps confidently toward them staring at Frank.

PENELOPE  
 Frank?

She smiles at Frank.

Frank looks at her and smiles with gleeful recognition. Then fear spreads across his face.

PENELOPE  
 It's Penelope ...

Penelope grabs his arm and smiles warmly.

Frank looks at her nervously.

FRANK  
 Uh, hi ...

PENELOPE

How are you?

Frank looks wildly at Penelope, then at Cindy, then back at Penelope.

FRANK

Uh, I'm sure you mean Blake, Blake Rothschild. Remind me, did we meet in Monte Carlo?

He extends his hand in an awkward offer of a handshake.

Penelope looks quizzically from Frank to Cindy, then back.

Penelope steps up to the table and smiles mischievously at Frank. She turns to Cindy.

PENELOPE

Actually, we first met on the Riviera. Italian, of course.

Cindy's eyes shoot daggers at Penelope.

Penelope looks sharply at Frank.

PENELOPE

That's where our love child was conceived.

Penelope's voice throbs dramatically.

Cindy is floored.

Frank is perspiring.

PENELOPE

Blake, that's why I tracked you down. Our child needs your bone marrow!

Cindy CHOKES on her Pina Colada.

PENELOPE

It's Leukemia, Blake. The transplant is very painful, I'm told, but it's a matter of life and death.

Penelope gulps and wipes her forehead.

Frank blinks nervously.

Cindy's eyes roll.

Penelope looks at Cindy dramatically, raises her eyebrows, tilts her head, and looks up to the heavens.

FRANK  
(to Cindy, laughing)  
She's just kidding ...

Cindy looks at him soberly.

CINDY  
I'll just go powder my nose while  
you two sort this out.

She makes a thin smile, hops off her perch and heads away.

Penelope laughs and looks affectionately at Frank.

PENELOPE  
So, I'm home for the summer!

She smiles at him sideways.

PENELOPE  
Glad to see me?

INT. BEDROOM, FRANK'S APT., SILICON VALLEY, 1990's, NIGHT

SUPERIMPOSE: "Frank, 25 years old"

Lamplight reflects in the mirror above a blonde wood dresser. The matching bed table holds a coaster, box of Kleenex and a bottle of massage oil. Playboy and Scientific American litter the floor. A pinup and a well-marked calendar decorate the wall.

Frank, 25, with short hair, sits on the unmade bed looking unhappy and talking on a touchtone telephone.

FRANK (on phone)  
No! Cancer! Omigosh!... Treatments  
in Mexico? Kathy that's terrible!  
Oh. Yeah, thanks. I'll miss you,  
too. Well, good luck. Uh huh. Bye.

Frank hangs up, crosses his arms and looks suspiciously at the phone.

FRANK

Shit!

His face shows heartfelt pain.

FRANK

I'm never gonna get any action!

He jumps up, agitated, and paces over to a terrarium, taps on the glass and peers in, slowly searching.

FRANK

When will I find love, Hillary?  
Hillary?

Inside the terrarium, a pet chameleon FLICKS its tongue and stares back, but Frank doesn't see it.

Frank pulls up a chair to sit at his desk and turns to his Apple personal computer. He taps some keys, triggers a dial tone then the ululation of MODEM DIALING.

He stares into the computer screen and taps more keys on the keyboard.

He looks reflectively at the computer then nods wisely.

FRANK

Machines never lie.

Frank pats the keyboard as he watches the brightening computer screen.

On-screen, the word "Downloading" blinks as a picture sketches colorfully into full detail line-by-line – the alluring smile ... of a buxom model in a red bikini.

EXT. FRONT STAIRWAY, U.S. EMBASSY, LONDON, ENGLAND, NIGHT

SUPERIMPOSE:

"PRESENT DAY  
U.S. Embassy  
London"

Two white-helmeted UNIFORMED MARINES present arms in front of a colonnaded entryway, surrounded by wrought iron fencing.

A line of couples in formal dress, arm-in-arm, snakes inside.

INT. OFFICE, AMBASSADOR'S RESIDENTIAL SUITE, NIGHT

In the dark, ballroom DANCE MUSIC echoes from downstairs.

TICK ... TICK ... Latex-gloved fingers delicately twirl the combination lock on the door of a four-legged iron safe.

Each TICK registers graphically on the blue-lit, handheld display, connected by a black wire to the face of the vault.

Light reveals a feminine brow and intelligent eyes that flick between the computer display and combination lock.

Her skin glows - revealed by a skin-tight, deeply cut, little black dress - as she kneels in front of the vault, concentrating on the display.

The taught curves of her figure tense with concentration.

Her fingers turn the knob of the combination lock. TICK.

Red lights blink on the computer display; the graph spikes and glows brightly.

Curvaceous biceps turn the handle and muscle open the vault door as red lips and sparkling teeth GRUNT.

FEDERICA, 30s, tall and gorgeous with short red hair, beams as she crouches in front of the yawning safe and leans in to survey the sparkling contents of the safe:

Shelves of jewelry and stacks of documents and currency.

Her hands quickly grab at the nearest document and her fingers riffle paper to check the title page.

ON THE PAGE

N.A.T.O. - TOP SECRET

BACK TO SCENE

She smiles and helps herself to a ring and two bracelets. She hastily stuffs small bundles of cash into her shawl's lining.

She admires a diamond necklace, then fastens it to her neck.

She hefts a block of \$100 bills but frowns and tosses it back.

FEDERICA

(wistfully)

Too big.

She glances quickly at the watch on her wrist.

She lifts a fist-sized shiny metal box from the floor and places it level into the middle of the safe's lowest shelf.

She tosses in her handheld computer, then strips off her latex gloves - revealing exotically-decorated fingernails - and tosses them in.

She reaches in and activates the shiny metal box.

The metal box BEEPS and a tiny green LED blinks on.

she elbows the vault door closed and latches it, then spins the combination lock.

She turns and rises swiftly, takes a last look at the large black vault, crosses the room and hides behind a credenza.

She fingers a small black remote control. A green light glows on its face. She presses the button as she hugs the wall and lowers her head, facing away from the safe.

WOOMP! SOUNDS OF BURNING/HISSING come from inside the safe. The top of the vault begins to smoke and glow dull red.

Federica stands and looks at the safe with a grim smile. She tosses the remote control onto the top of the safe. It SIZZLES, bubbles and scorches into smoke, leaving only a black smear.

She runs to listen at the door, surveys the room with a smile, then slips the shawl over her bare shoulders. She quietly opens the door and backs out into the corridor.

INT. EMBASSY CORRIDOR, NIGHT

Federica turns to see a MARINE GUARD walk into the corridor.

She looks back into the room seductively and laughs.

FEDERICA

Okay, Tiger.

She backs into the hall and gives a sexy wink and smile.

She closes the door and turns to saunter down the corridor.

She smiles at the Marine Guard walking toward her.

The Marine Guard frowns at her, then smiles.

MARINE GUARD  
You aren't allowed here ma'am.

He points her way out.

She looks at him and smiles sexily as she rounds the corner.

INT. END OF CORRIDOR, NIGHT

Federica skids up to the window at the end of the hall.

She throws the window open then leans out with both arms.

A hand brake hangs on a rope outside the window.

She grips the hand brake with both hands and leaps into the darkness.

The ROPE SIZZLES and her black dress shines as she glides downward to land gracefully in the garden

Federica steps over a low garden fence and adjusts her dress.

On the brick walkway, just beyond a hedge, THREE MARINE GUARDS aim PISTOLS at her.

MARINE GUARD  
Don't move!

Surprise blanches Federica's face. Her eyes dart.

FEDERICA  
(American accent)  
Okay boys, let's take it easy.

Two German shepherd guard dogs strain at leash toward her.

She gestures appeasingly with open hands.

MARINE GUARD  
Hands up!

FEDERICA  
In this dress that could cost me  
my dignity!



The Three Marine Guards aim their pistols carefully.

Federica raises her hands and the shawl THUMPS to the ground.

INT. SECURITY DESK, CIA HEADQUARTERS, LANGLEY, VA, DAY

SUPERIMPOSE: "Deep Basement - CIA Headquarters"

Four men in suits stride toward a guard post at the end of a long concrete tunnel lined with fluorescent tubes.

SENATOR JOHN D. ROCKEFELLER, 65, walks quickly, confidently, trailed by his entourage. He is white-haired, expensively-suited. Glasses sharpen his severe look. A security ID card jerks wildly around his neck with each step.

The CIA PRESS COORDINATOR, a harried young man, desperate to please, keeps pace, smiling and talking fast.

PRESS COORDINATOR

How are you today, Senator?

The Senator looks like he's amused at the question.

SENATOR ROCKEFELLER

I'm fine, just fine.

PRESS COORDINATOR

We've arranged a facilities tour for you, Sir, ending with a look at our latest success, Project Diogenes.

TWO MALE AIDES, 20s, chase after the Senator, burdened with raincoats, briefcases and laptops.

At the security barricade, two white-helmeted UNIFORMED MARINES toe a black/yellow striped line on the floor. They slip their hands over their holstered sidearms.

The Senator's voice booms as he stops sharply at the checkpoint.

SENATOR ROCKEFELLER

No thank you! Straight to the machine, my man!

The MARINE IN CHARGE examines the Senator's security ID and barks into a telephone.

MARINE IN CHARGE (on phone)  
Senator Rockefeller has arrived.

A 2ND MARINE, stern-faced, gestures crisply with a white-gloved hand at the entourage.

2ND MARINE  
Please step back if you do not  
have clearance to enter.

The entourage steps back behind the yellow/black striped zone.

2ND MARINE waves the Senator in as if directing auto traffic.

The Press Coordinator sputters and toes the yellow/black line.

PRESS COORDINATOR  
But you're scheduled with the  
Director at noon ...

The Senator waves him off and steps through a metal detector.

SENATOR ROCKEFELLER  
I'll be there ...

The CIA PROJECT MANAGER opens the door and steps out to the security desk. He wears a pocket protector, pager on his belt, rolled up sleeves, and a security ID clipped to his shirt.

PROJECT MANAGER  
(to the Marine in Charge)  
Okay, I'll take him from here.

The two Marines glance and nod at him.

The Senator extends his right hand to the Project Manager and they shake hands.

PROJECT MANAGER  
Senator, I'm the Diogenes Project  
Manager. We weren't expecting you  
for another couple hours.

INT. OBSERVATION ROOM

The Project Manager guides the Senator into the small room.

PROJECT MANAGER  
Careful. Watch your head. Please  
don't touch anything - very fragile.

He takes the Senator's elbows and backs him into a small seat.

The Senator, Project Manager, and a young, eager-eyed TECHNICIAN wearing headphones fill the cramped space.

The Senator's eyes bob around the small room.

Dials and knobs line the walls along with computer displays and keyboards. An oscilloscope uncoils a sine wave endlessly on a green grid screen. The room HUMS.

SENATOR ROCKEFELLER

This all looks very high tech. So where is the actual machine?

The Project Manager chuckles.

PROJECT MANAGER

You're sitting in it. This prototype has very short range, so we actually have to bring the subject inside it.

He gestures toward a window which takes up half the wall.

PROJECT MANAGER

That's the Interview Room.

The Senator attentively shifts to look.

Through the glass window, a metal table and two folding chairs sit in the middle of a small drab conference room.

PROJECT MANAGER

The attenuation coils take up the two floors below. Now that we've proved our concept, our next step is to miniaturize.

The Senator scoffs.

SENATOR ROCKEFELLER

Proved your concept! Hah! I have to see it to believe it.

The Project Manager picks up a phone.

PROJECT MANAGER (on phone)

Bring in the subject.

He turns to the Technician and nods.

PROJECT MANAGER

Start 'er up.

The Project Manager looks at the Senator and grins.

PROJECT MANAGER

I think the oversight committee  
will find their money well-spent.

The Senator looks at him skeptically.

The room's HUM increases in pitch and volume.

INT. INTERVIEW ROOM

One wall is mirror, the others glass. A fluorescent tube  
flickers and BUZZES.

The door opens and two Marine guards slowly walk a prisoner  
into the room, holding her above the elbows and at the wrists.

Federica limps into the room blindfolded and hobbled. She is  
handcuffed, wearing an orange jump suit, hair in disarray.

A MARINE GUARD outside, white-helmeted with sidearm, closes  
the door behind them.

A TALL MARINE stands Federica in front of the table then  
pushes the chair into the back of her knees.

TALL MARINE

Sit.

Federica sits and places her hands on top of the table. The  
two Marines handcuff her to bolts in the table, take off her  
blindfold, and exit.

Federica squints with misery and rolls her eyes as she looks  
at herself in the mirror.

FEDERICA

Oh, shit.

The INTERVIEWER, 40s, opens the door and steps in. He is  
quick-eyed, acne-scarred, with close-cropped salt-and-pepper  
hair, civilian clothes, and military posture.

He smiles at Federica and stares at her from across the table.

INTERVIEWER

You cleanup nice, Federica. And  
you look good in orange!

Federica watches him impassively, assessing.

The Interviewer reaches into his pocket ...

Federica's eyes snap to follow the Interviewer's hands -  
her forehead creases; she cringes.

The Interviewer notes Federica's fear.

INTERVIEWER

Relax. No more rough stuff now  
that you're back in the states.

The Interviewer plops a PACK OF CIGARETTES down on the table.

INTERVIEWER

Smoke?

Federica looks at him inquisitively.

INT. OBSERVATION ROOM

The Senator, Project Manager, and Technician watch Federica  
and the Interviewer through the two-way mirrored wall.

SENATOR ROCKEFELLER

Now just a minute! That's a woman!

The Project Manager hands the Senator a pair of headphones.

PROJECT MANAGER

Yes, specially chosen, Senator.

The Senator puts them on and watches the Project Manager.

SENATOR ROCKEFELLER

It's political suicide if we get  
caught torturing a woman.

PROJECT MANAGER

Have no fear, sir. It's not  
torture; it's safe and humane. I  
chose a woman to emphasize that  
this is noninvasive and painless.

The Senator smiles.

SENATOR ROCKEFELLER  
Marvelous. Do proceed!

The Senator cups the headphones in both hands.

The Technician turns a knob on a wall-mounted control box, using one hand to hold the headphones to his ear.

A computer screen shows a top view of the Interview Room. Cross hairs move across the video image of a silhouetted head.

A FUZZY VOICE like a distant radio station pipes faintly through the headphones on the Technician's head.

The screen shows a back view of the Interview Room. Cross hairs float across the screen and center on the head.

The oscilloscope's green graph spikes; red indicators blink.

On screen, the cross hairs aim at Federica's left temple.

A wave of STATIC AND FLUID SOUNDS rises and fades.

FEDERICA'S THOUGHTS (V.O.)  
(Australian accent)  
Cigarettes!

Both the Technician's hands spring to press his headphones to his ears. He adjusts a knob on his desk console and writes in a notebook.

SENATOR ROCKEFELLER  
What did she say?  
(to the Technician)  
Can you boost my volume, sonny?

The Senator glances at the Technician's notes.

SENATOR ROCKEFELLER  
You mean to tell me ... !

An erratic green line squiggles across a computer monitor.

Through the glass, the Interviewer stares at Federica.

INTERVIEWER  
Keep the pack ... Look.

The Interviewer leans close and whispers.

INTERVIEWER

This is your last chance to talk.

INT. INTERVIEW ROOM

Federica's lips pucker as she watches herself in the mirror.

The Interviewer pulls up a chair, straddles it and leans in.

FEDERICA'S THOUGHTS (V.O.)

Your breath is torture.

INTERVIEWER

Who are you working for?

Federica's eyes narrow as she looks at the Interviewer.

FEDERICA'S THOUGHTS (V.O.)

Bloody fool. I'll tell you ...

INT. OBSERVATION ROOM

A green line draws a mountain across the computer screen.

FEDERICA'S THOUGHTS (V.O.)

... when I have a knife up your  
ass.

The Technician chuckles as he listens on the headphones and watches through the glass. He jots into his notebook.

The oscilloscope dances; numbers blink in red.

The Senator waves his arms, incredulous.

FEDERICA

You can't make me talk. Not even  
your breath will make me talk.

FEDERICA'S THOUGHTS (V.O.)

He'd kill me and everyone I've  
ever known.

The Technician leans forward, hands pressing headphones to his ears.

INT. INTERVIEW ROOM

The Interviewer leafs through a folder in his hands.

INTERVIEWER

I know we've already tried a lot  
of interesting ways to make you  
talk ...

Federica's face hardens.

FEDERICA'S THOUGHTS (V.O.)

Ooh ...

The Interviewer looks her in the eyes, long and hard.

INTERVIEWER

But I want to give you one more  
opportunity before you drive us to  
our last resort.

FEDERICA'S THOUGHTS (V.O.)

Not more!

Federica's face is inscrutable.

FEDERICA

What's next?

The Interviewer glares at Federica and leans in close.

INTERVIEWER

What's his name?

INT. OBSERVATION ROOM

The Senator, Project Manager, and Technician watch raptly.

Through the glass, in the Interview Room, Federica stares at  
the mirror, unflinching.

FEDERICA'S THOUGHTS (V.O.)

You'll never make me say it.

INTERVIEWER

Where is he now?

FEDERICA'S THOUGHTS (V.O.)

I'm stronger than you, weakling.

The Senator intensifies his interest. His mouth opens in a  
wide 'O'.

Federica shakes her head No.



INTERVIEWER

What were you after in the Embassy?

INT. INTERVIEW ROOM

FEDERICA

I won't talk without my lawyer  
present.

INT. OBSERVATION ROOM

FEDERICA

You'll get nothin' outa me.

The Technician concentrates and listens on his headphones.

FEDERICA'S THOUGHTS (V.O.)

... never betray Peter Mueller. I  
love him!

The Technician writes quickly on a notepad and smiles happily.

TECHNICIAN

Got it!

The Senator claps his hands and shouts with joy.

INT. INTERVIEW ROOM

TWO KNOCKS on the glass prompt the Interviewer to look at the  
mirror. He smiles at Federica, then hastily leaves the room.

In the mirror, Federica's eyebrows pinch together,  
perplexed, as her eyes follow the Interviewer's exit.

INT. OBSERVATION ROOM

The Interviewer pokes his head into the crowded room. The  
Technician takes off his headphones and turns to smile at  
him and give a thumbs up.

TECHNICIAN

Beautiful!

Senator Rockefeller claps his hands and stands up laughing.  
He stubs his toe and falls onto his butt.

SENATOR ROCKEFELLER

Ow!

INT. INTERVIEW ROOM

The Tall Marine stands at attention just inside the door.

Federica watches in the mirror as the Interviewer re-enters.

INTERVIEWER

This interview is over. Got what we wanted. Thanks.

The Interviewer smiles at Federica, pulls a cylinder from his pocket, opens his mouth wide, then uses a breath spray. Federica stares at him, unbelieving.

INT. OBSERVATION ROOM

Smiles decorate the faces of the Senator, Project Manager, Technician, and Interviewer; all laugh and shake hands.

SENATOR ROCKEFELLER

Incredible! Your funding is assured. Just incredible ... What happens next?

Senator Rockefeller's smile fades as he rubs his bruised butt.

PROJECT MANAGER

Shrink it, so we can hide it and make it portable.

The Senator looks at him guiltily.

SENATOR ROCKEFELLER

And what happens to this guy Peter Mueller?

EXT. ARLINGTON NATIONAL CEMETERY, VA, DAY

Green grassy lawns, sculptured hedges and funerary statues flank the wide asphalt path.

Federica walks determinedly toward the monument ahead, the hub of several paths that slice the graveyard geometrically.

A GARDENER approaches slowly in a GOLF CART and smiles at her. In the cart's bed, a black garbage bag tops a pile of leaves and a rake sticks out.

Federica hugs the side as the Gardener drives by.

Once past her, the GOLF CART RACES AWAY.

EXT. MARBLE PLAZA, ARLINGTON NATIONAL CEMETERY

Federica walks in and sits on a marble bench.

The marble Tomb of the Unknown Soldier rises impressively.

A woman on a far bench takes notice. Voluptuous with big hair, she nonchalantly stands and strolls over.

She admires the view while turning in a full circle in front of Federica, then sits beside her on the bench.

Federica looks at her with suspicion.

The woman glances at Federica coquettishly, then speaks.

NUMBER 3

(gruff male Germanic voice)

Ya got no idea it's me, do ya?

Federica looks at "her" in shock.

FEDERICA

Number Three?

Federica guffaws and looks at her in awe.

Number 3 smiles showing yellow teeth.

NUMBER 3

Yah. How do I look?

Federica laughs and smiles.

FEDERICA

Incredible!

NUMBER 3

Ain't it a laugh?

"She" swings her bosom side-to-side.

FEDERICA

Five years I've known you? This is your best disguise.

Number 3 fluffs 'her' skirt.

NUMBER 3

My finest work! Since they grabbed you, we decided a little more effort in security would be wise.

'She' looks around conspiratorially.

NUMBER 3

They killed Mueller.

Federica looks at 'her', shocked.

FEDERICA

Damn!

Federica looks down sadly, then grabs Number 3's arm and glares passionately at 'her'.

FEDERICA

I didn't talk!

NUMBER 3

No one doubts you, Fed.

Number 3 looks around carefully and slips a package from 'her' purse onto the bench between them.

NUMBER 3

Here's a new passport. Your instructions are to skip bail; leave the country. Disappear. We're shutting down for a while.

Federica pockets the package and looks disappointed.

FEDERICA

I understand. There's something I need to do first. Where's my money?

NUMBER 3

I brought your share. It's quite a brick of cash; too big to fit in this cute little purse.

Number 3 smiles pertly and points at a nearby marble garbage receptacle.

NUMBER 3

It's in the garbage bag.

Number 3 stands, wobbles on 'her' high heels. One heel breaks off the shoe; she sits back down hard onto the bench.

NUMBER 3

Sheisse!

'She' smirks at Federica and smiles.

NUMBER 3

Oh, that wasn't very lady-like.  
You know, I was afraid the  
panty hose would pinch ... but it's  
much more comfortable than I  
thought ... I feel ... free!

Number 3 takes off 'her' shoes and prances on the marble.

Federica stands and walks over to the garbage receptacle and pulls out a black garbage bag.

It's empty.

She looks quickly into the container, then looks at Number 3.

FEDERICA

Three! Where's the money!

Number 3 pads over, looks panicky into the garbage bag, then into the marble receptacle.

Number 3 looks desperately at Federica, then darts 'her' eyes suspiciously back down the path.

NUMBER 3

The gardener!

Number 3 throws down 'her' shoes and races off down the path.

MONTAGE: SHRINKING CIRCUIT BOARD SCHEMATICS

- Blue and white line diagrams fold and shrink
- Thin paths of gold weave between resistors and capacitors
- A wave of copper lines stretches across a circuit board
- Shapely drops of silver solder dot green silicon at precise intervals

EXT. HOTEL SAN CARLOS, CANCUN, MEXICO, NIGHT - A WEEK LATER

SUPERIMPOSE: "ONE WEEK LATER"

Below the red-tiled roof, overlooking the balcony, a palm tree CREAKS in the moonlight. Beyond, the SURF CRASHES against the white sand beach, never missing a beat.

INT. BATHROOM, HOTEL ROOM, NIGHT

KIM, cute, late 30s, wears a frilly red bra and a bath towel around a small, curvaceous figure. Her skin glows in the soft light. Black curls with red highlights encircle a pretty face with sharp eyes. She applies mascara, staring in the mirror.

FRANK (V.O.)

Eventually, I saw how common lies are. White lies, lies of omission, lies to avoid conflict. Some lies are even big business, like cosmetics ...

INT. BEDROOM, HOTEL ROOM

SUPERIMPOSE: "Frank now"

The purple drapes over the sliding glass doors swell in the tropical breeze. A tall white candle on the bed table lights a pair of half-unpacked suitcases spread over the furniture.

FRANK sits up in bed to reveal pink nipples and curly chest hair. Mid-40s, almost handsome, clean-shaven, pot belly in-the-making, he has a full head of neatly-combed hair.

In the bathroom, an O.S. BLOW DRYER stops.

Frank looks impatiently at the bathroom door.

FRANK

Babe, you gonna be much longer?

Light seeps under the bathroom door and a shadow moves.

KIM (O.S.)

(singsong)

Just another minute, sweetie.

From above, the bed sheet looks like a 3-legged plateau, a triangle stretched taught between Frank's feet and his penis.

SERIES OF SHOTS: KIM TOUCHES UP IN THE BATHROOM #1

- Kim gargles a colorful liquid over the sink.
- She applies deodorant to her underarms.

INT. BEDROOM

Frank sulkily kicks his feet up under the sheet and reaches to pick up the remote control from the bed table.

The TV flashes to life.

ON THE TV SCREEN

Former President Richard Nixon soberly addresses the nation.

RICHARD NIXON

I am not a crook.

The SOUND CUTS off and "MUTE" appears on the TV screen.

SERIES OF SHOTS: KIM TOUCHES UP IN THE BATHROOM #2

- In the mirror, lipstick shines on the curves of her lips.
- An atomizer spritzes her neck with perfume.

INT. BEDROOM

The white candle on the bed table has burned an inch shorter.

Light from the muted TV camouflages the room in moving shadows.

The bathroom door bursts open brightly. Kim smiles and strides seductively into the dark bedroom wearing a sexy red sequined miniskirt and a tight, skimpy top.

KIM

Ta-da!

She does a sexy stripper dance straight into the room, spotlighted by the bathroom light, and TAPS THE TV OFF.

Frank and the bed are plunged into darkness.

She steps toward the bed and sings a breathy, sexy tune. She strips off her top to reveal her racy red bra. With another step, she removes her skirt, black G-string underneath.

She strides up to the bed with a seductive wiggle, poses with a flourish, and smiles at Frank.

Frank SNORES softly in bed, head propped up on a pillow.

Kim's smile deflates. She approaches the bed, sits down gently next to Frank. She smiles at him, caresses his hair.

KIM  
(singsong)  
Frank.

He continues to SNORE, so she nudges him.

Impatient, she stands up then drops jarringly onto the bed.

KIM  
Frank!

Frank stops snoring and wakes with a start.

FRANK  
Sorry, hun, musta fallen asleep.

She pouts, looking irritated.

KIM  
Kinda spoiled my entrance.

He puts on his GLASSES from the night stand and smiles as he looks her up and down with lusty appreciation.

She smiles and wiggles in red bra and black G-string.

FRANK  
Honey, you look gorgeous!

Kim beams at him.

KIM  
I wanted to look special for you.

She looks disappointedly around the room and cocks her head.

KIM  
I was hoping you might have a little gift for me. You know, like something in a tiny jewelry box.

She touches his chest.



KIM

Since it's our last night in Cancun  
and we've had such a lovely time...

Frank looks downcast.

FRANK

Sorry sweetie, I should've thought  
ahead.

He snuggles up and kisses her.

She squirms away and speaks carefully.

KIM

We should talk, Frank. Like I said  
... about making decisions.

He pulls her closer and begins to kiss and caress her.

KIM

I need to feel our relationship is  
progressing.

Frank speaks closely into her ear.

FRANK

Darling, I'll love you forever.

Kim smiles, looks at him and holds her breath in anticipation.

Frank looks dreamily into her eyes.

FRANK

I just need more time ...

She shifts onto her side and faces away from him.

KIM

Then I've got a headache.

Frank's face transforms with disappointment.

She grabs the remote off the bed table, turns on the TV and  
pulls the bedding tightly around her body.

ON THE TV SCREEN

Former President Bill Clinton frowns at the camera.

BILL CLINTON

I did not have sex with that woman, Miss Lewinsky.

INT. FRANK'S OFFICE, MICROTEK, SILICON VALLEY, DAY

Outside the office window, the large room is a stacked lattice of glassed-in offices. Modern, brightly lit, uber office gray and black furniture, with a computer workstation at every desk. An inflatable KING KONG towers mid-room.

Behind the glass wall of Frank's side office, the RING of phones and CLACK of keystrokes is hushed.

Large color photos of integrated circuits decorate Frank's office wall above a mounted cut-in-half hard disk.

JONAH, 30s, dark-skinned with dreadlocks, smiles and knocks on the window of Frank's office.

Frank looks up from his desk and cheerfully waves Jonah to enter. Frank is sunburned, wearing a short-sleeved dress shirt and tie. In his shirt pocket, a pocket protector holds 4 pens and a mechanical pencil.

Jonah, enters and smiles at Frank. They shake hands warmly.

JONAH

Welcome back, man! You're looking tanned! How was the vacation?

Frank picks up an orange BOTTLE OF SUNBLOCK from his desk and playfully sprays it toward Jonah.

FRANK

That's the smell of paradise.

Frank laughs.

FRANK

Cancun was beautiful! We spent a lot of time on the beach.

On the desk, next to a muscular wind-up toy mouse, Frank turns around a photo in a heavy metal frame so Jonah can see it.

INSERT: photo of Kim in a red bikini on a white-sand beach.

Jonah looks closely, smiles and blushes then looks at Frank.

JONAH

Kim's hot in a bathing suit!

Frank leers.

FRANK

Yeah, we spent a lot of time in the room, too.

Jonah smiles nervously and takes a seat on the couch.

Frank edges out of his chair and smiles broadly at Jonah.

FRANK

But, it's good to get back in action. I came in early to catch up and ...

He fumbles on his desk to find a file folder with a red band.

FRANK

I was pretty surprised by this.

Frank plops it on the desk in front of Jonah. The folder bears bold red lettering: 'Level 5 Secret'.

Jonah picks it up and looks at the cover: "Project Diogenes".

FRANK

Read it. It's background on Project Diogenes.

JONAH

Oh, no, man, I'm only cleared to level 4.

Jonah hands the folder back to Frank, unopened.

JONAH

Schematics came in while you were gone. Super motherboard - never seen anything like it. Jim said scale-down was a bitch. My group assembled it, did phase one circuit tests - a lot of new stuff.

Jonah leans close, looks conspiratorial.

JONAH

Looks like it's supposed to fit in your ear, like a hearing aid!

Jonah stares at Frank and raises his eyebrows.

Frank looks quizzical.

JONAH

Had to wait for you to get back to finish final testing and sign off. Jim insisted on waiting for you.

Jonah looks expectantly at Frank.

FRANK

I've only skimmed it, but it looks like a mainframe smaller than the head of a pin! Measures electromagnetic activity in the prefrontal cortex. Calibrates to the frequency of pre-vocalized speech. I think it can tune-in to pickup ... thoughts!

They stare at each other and laugh. Frank looks amazed.

FRANK

Incredible!

JONAH

No way!

FRANK

Reminds me of that remote-control tank we did last year. Remember?

Jonah nods.

JONAH

We miniaturized the circuitry into a helmet that allowed them to drive it by thought-control. Never quite worked.

Frank starts to laugh.

FRANK

Tank kept firing its cannon when they ordered it to turn left!

They both bust up laughing.

Frank tosses the file onto his desk dismissively.

INT. FRANK'S OFFICE, NIGHT

Most of the offices are dark, except for the blue glow of computer monitors.

Blueprints and schematic drawings cover Frank's desk. He stares at his computer monitor, typing at the keyboard one-handed.

In Frank's other hand, he holds a small object between thumb and forefinger. His desk light is bent to illuminate it along with a magnifying panel on a frame.

Frank turns to scrutinize the THOUGHT TRANSLATOR.

It looks like a hearing aid - a bulbous, flesh-toned nugget. A closer look reveals, on one side, golden ribbons of wire, the beauty of integrated circuits, and a pulsing blue energy.

Frank's face frowns in disbelief. He shakes his head No.

Frank looks at the computer screen, a finger on the Enter key. He looks back at the device and taps the Enter key.

On its side, a tiny light blinks red, green, blue, then dims.

FRANK

Bingo.

He uses forefingers and thumbs to delicately SNAP an opaque flesh-colored sheath over the Thought Translator's innards. Now it looks like an ordinary hearing aid.

Joy glows on his face as he carefully sets the Thought Translator down on his desk and stares at it.

He minutely repositions the framed photo of Kim then leans back contemplatively in his chair and stares at the ceiling. TAP-TAP-TAP sounds on his glass door.

Frank jolts upright and looks toward his door anxiously.

JIM opens the door and leans in. He smiles but looks tired. He's 60s, white-haired, with stress lines carved deeply in his forehead. He carries a briefcase and wears suit and tie.

JIM

Frank, you're back!

FRANK

Hey, Jim. TGIF! Thought I'd ease in and tackle the pile on my desk today.

JIM

I'm gonna check e-mail then head home. You should too. Don't kill yourself on your first day back!

FRANK

Thanks, boss. Just running diags on this Diogenes project.

JIM

Great! Let's talk about that first thing next week. They've been clamoring to get it released. Make sure it's locked in secure storage over the weekend. Have a nice Independence Day!

Jim backs out and heads into his much larger corner office next door to Frank's.

Frank puts away the magnifying panel, straightens his desk lamp, and glances at the Thought Translator.

He looks at the picture of Kim and presses his lips together.

Frank types on the keyboard and looks into the monitor.

FRANK

(reading)

Aim carefully ... two meter range.

A smile creeps onto Frank's face. He pulls his chair up to his desk and takes the Thought Translator in his fingers.

He holds the device up to the light and marvels at it.

He presses his fingernail into a stud on the end. A tiny light makes a 3-tone CHIRP and blinks red, green, blue.

His smile flattens as he gently nests the Thought Translator into his left ear. It fits snugly, almost invisible.

Frank moves his head to see out his window.

He sees an empty corridor.

He frowns and glances sideways.

Slowly, Frank rotates in his chair 180° to look through the glass paneling and blinds into Jim's office next door.

Frank holds his hands at the sides of his head like blinders, aiming carefully at Jim's head.

As the Thought Translator homes in, STATIC AND FLUID SOUNDS subside in Frank's ear to reveal Jim's voice.

JIM'S THOUGHTS (V.O.)

Okay. Batman twelve. B-A-T-M-A-N-one-two.

Surprise prods Frank's eyebrows up.

Through the blinds, in his office, Jim sits at his desk hand poised on the keyboard.

Frank quickly wheels his chair back around to face his desk.

Frank looks around guiltily. He plucks the Thought Translator out of his ear.

Frank presses the stud. The Thought Translator answers with a 1-tone CHIRP and goes dark. He carefully places the Thought Translator into a small custom-shaped case and SNAPS it closed.

Frank looks up, pale, awed, and stares into space.

EXT. MICROTEK PARKING LOT, SILICON VALLEY, NIGHT

Red letters spell out "MICROTEK" atop the modern yellow three-story building in background. Freeway, a small lake, and shiny metallic-colored buildings surround it.

Inside a blue Toyota Prius, Frank fastens his seat belt and smiles.

He removes the Thought Translator from his ear, pulls its black case from his pocket and puts it away.

He smiles and bites his lip as he puts it in his jacket pocket.

He looks at himself in the mirror as he starts the IGNITION.

EXT./INT. FRANK'S CAR, SILICON VALLEY, NIGHT

Frank turns out of heavy traffic into the drive-through lane of a fast food restaurant. A brightly-lit sign proclaims, "Hannibal's Fried Chicken". A car waits in front of him.

A Hispanic man pushes a many-colored popsicle cart along the sidewalk, leaving a musical tune in its wake.

Frank pulls the black case from his pocket, opens it, and removes the Thought Translator.

He presses the stud and a tiny light CHIRPS three tones and emits a blink of red, green, then blue.

He delicately inserts it into his left ear.

Frank drives his car up to the drive-up window.

An ATTENDANT, cute, perky, and busty, pops her head out the drive-up window friskily.

Frank bobbles his head to fix his aim on her. As the Thought Translator targets, STATIC AND FLUID SOUNDS rise then fade.

ATTENDANT'S THOUGHTS (V.O.)

... smile, sell.

She smiles brightly.

ATTENDANT

Howdy, what would you like to order today?

FRANK

A bucket of spicy fried chicken and a giant side of red beans and rice.

ATTENDANT'S THOUGHTS (V.O.)

Bucket spicy, gi red ... He wants green beans ... no, cornbread!

She smiles and leans down on her elbows.

ATTENDANT'S THOUGHTS (V.O.)

Sell, sell, sell.

Her breasts bulge at Frank's eye level.



ATTENDANT

The cornbread is awfully good for  
only three bucks.

Staring, Frank's face perks up and he slowly smiles.

FRANK

Yeah, sure.

ATTENDANT'S THOUGHTS (V.O.)

Sucker!

ATTENDANT

That'll be seventeen dollars  
twenty-three cents please.

Frank extends a \$20 bill out of his window towards the woman.

She reaches for the money, exposing cleavage.

Frank's eyes dip to look lustfully at her chest.

ATTENDANT'S THOUGHTS (V.O.)

Another jerk ogling my tits!

Frank's elbow slips on the steering wheel and honks the HORN.

Frank looks horrified.

FRANK

Sorry!

The attendant smiles as she extends his change.

ATTENDANT

Thank you!

ATTENDANT'S THOUGHTS (V.O.)

Pig!

Frank looks chastened.

INT. DINING ROOM, KIM'S APARTMENT, NIGHT

A mirror and a sexy portrait of Kim dominate the room. The walls, carpet, and tablecloth conspire in pastel tones.

Kim leans across the hardwood table to adjust a rose in the centerpiece. Her skirt tightens to highlight her figure.

A DOOR CHIME sounds in the entryway.

She picks up matches from the table, strikes a flame, and lights the centerpiece candles. She blows out the match, primps in the mirror, then walks to the door.

She peers briefly through the peep hole, then opens the door.

Frank peers in smiling.

Kim's smile is measured.

KIM

Hi, sweetie!

FRANK

Hey, honey.

They kiss deeply until she pulls away and smooths her hair.

KIM

So, I thought you said a light day. It's past six.

FRANK

Sorry, sweetie. I got involved in a really amazing project.

Frank walks in and deposits a bucket and a bag on the table, emblazoned "Hannibal's Fried Chicken".

KIM

What's this? Aren't we going out?

She looks at him with a hint of displeasure.

FRANK

I thought it would be nice to spend as much quality time together as we can before we swing back into the routine.

She smiles and mouths "okay". They kiss.

FRANK

We should spend time getting to know each other so we can make decisions, as you said, about us.

KIM

Cancun was so nice.

Kim smiles brightly and squeezes Frank's hand.

She opens the bag then peers inside.

KIM  
No green beans?

INT. BEDROOM, NIGHT

Purple curtains and fabric wall hangings soften the room. The makeup table and chair compliment the wooden bed stand.

Kim's negligee has fallen aside in the bed. She and Frank roll around under a sheet, nude.

FRANK  
Baby, you look gorgeous.

She curls around him but he shifts to directly face her.

She lays her head back on the pillow, smiling.

KIM  
I'm glad you like.

Kim rubs Frank's belly with her hand and moves toward him, but he moves back to maintain his aim.

Kim smiles and laughs and lays back on the bed.

In Frank's ear, STATIC AND FLUID SOUNDS from the Thought Translator roar, then subside, to reveal Kim's voice.

KIM'S THOUGHTS (V.O.)  
... after the wedding, you diet.

Frank chuckles and moves close and kisses her. In his ear, STATIC rises and her voice fades.

Frank moves back and holds his head rigidly aimed at hers.

FRANK  
Baby, I just want to look at you  
for a minute.

Frank smiles and peels back the sheet to view her curves.

Kim smiles at Frank and wiggles seductively.

KIM  
All yours big guy.

FRANK  
I love you.

Frank caresses her hair and down her neck.

KIM'S THOUGHTS (V.O.)  
Don't mess my hair.

Frank's eyebrows pop up and his hand freezes mid-caress. He smiles, awkwardly gyrates his hand, then scratches his nose.

Kim smiles sweetly.

KIM  
I love you too, honey.

Frank kisses her deeply and caresses her body.

KIM'S THOUGHTS (V.O.)  
Not so much tongue please!

He kisses her neck, then rolls on top of her.

KIM'S THOUGHTS (V.O.)  
Ug.

FRANK  
Your skin is so soft.

Kim glances down as Frank hovers above her.

KIM'S THOUGHTS (V.O.)  
Doesn't it get any bigger?

Frank kisses her.

KIM'S THOUGHTS (V.O.)  
If only you were hung like Alberto.

Frank pulls back; his face ripples with shock.

FRANK  
Wha—

Frank rolls off her onto his back and gazes sadly at the ceiling.

KIM

Huh?

Frank's face roils.

KIM

What's the matter, sweetie?

Frank turns back, then rolls onto his elbow to aim at her.

FRANK

Kim, we had such a good time in Cancun. I just wanted to make sure we both meant what we said.

KIM

Of course, sweetie.

FRANK

I'm serious about you, babe. To me, that means monogamy.

KIM'S THOUGHTS (V.O.)

... just depends on how big a rock you give me.

Kim gives Frank a measured smile.

KIM

Uhuh.

Frank is stunned. He looks at her closely and his eyes narrow.

FRANK

Say, do you know the name of the pool attendant – the new guy?

Kim's eyebrows shoot up in surprise.

KIM'S THOUGHTS (V.O.)

Alberto!

KIM

Who? No. Why?

Frank's face drops as a ripple of doubt turns to conviction.

INT. KITCHEN, DAY

Morning light streams in the window. Kim sits quietly at the

kitchen table in a robe and reads the paper, sips coffee.

Frank stomps in, barefoot in pajama bottoms, and glares at her.

Kim peers over the top of the newspaper and eyes Frank.

Watching Kim suspiciously, he pulls a box of Cocoa Puffs from the cupboard and SLAMS it down on the counter.

She flashes a perplexed look at Frank and lets the paper drop.

Frank's eyes shoot daggers at her as he NOISILY grabs a spoon from a drawer, then SHOVES it closed.

Kim rests the paper on her lap and looks at Frank, concerned. He SPINS a bowl down onto the tabletop. It revolves loudly until Kim stops it with her hand.

Frank glares at Kim while he pours cereal into the bowl.

She watches him nervously and folds the newspaper onto her lap.

KIM

What's bugging you?

Kim's eyes follow Frank's movements to the refrigerator. He leaves the refrigerator door open while he pours milk into the bowl, then returns the milk and SLAMS the door closed.

He sits down gruffly and CRUNCHES a mouthful of cereal, glaring at Kim.

Kim narrows her eyes and tosses the newspaper onto the table.

She gestures with open palms and rising eyebrows.

KIM

Use your words, Frank!

He swallows and flushes. He leans very close to her.

FRANK

I know all about you and Alberto.

Kim's eyes widen in astonishment. Her mouth drops open.

KIM

Frank, whatever you're thinking,  
it's not true!

EXT. CARTER HOUSE, SILICON VALLEY, DAY

Shady trees line the wide street. A tall pine and a mailbox shaped like a clipper ship front a lush garden and green lawn.

INT. KITCHEN, CARTER HOUSE, DAY

MARTHA, Frank's mom, 60s, dyed brunette in glasses, walks in across yellowed Linoleum trailed by Frank. Flowery wallpaper lines the room, along with blue built-in cupboards.

Frank sulks leaning against the cluttered Formica counter.

FRANK

I almost broke it off with Kim  
this morning.

He clasps his hands over his face.

MARTHA

Oh, honey!

Martha looks away from Frank, raises her clasped hands and smiles, then looks at Frank with a somber expression.

MARTHA

I'm sorry it's not working out. Do  
you want to share the details?

Martha pushes him into a seat at the kitchen table.

FRANK

I think she's seeing somebody  
else!

She sits next to him and frowns.

MARTHA

I'm sorry Kim let you down.

Frank looks at her painfully and sighs.

Martha runs her fingers through his hair compassionately.

MARTHA

You don't need her anyway, honey.  
You deserve way better.

Frank's head droops to his chest.

FRANK

I don't know. I'm not having much luck finding the woman of my dreams.

Martha reaches over to tilt his chin up and smiles hugely.

MARTHA

You'll never guess who dropped by this morning.

Frank looks at her expectantly.

MARTHA

The girl next door, you remember Penny?

Frank's expression begins to glow.

FRANK

Lives in Dallas doesn't she?

She turns animated.

MARTHA

I remember during your Senior year you two were thick as thieves.

Frank's eyes twinkle wistfully.

FRANK

So, what's her story?

Martha smiles and leans toward him, speaking conspiratorially.

MARTHA

We chatted over coffee. Inherited her parents' place a couple years ago. Divorced last year. I think she's looking for a new start.

Frank smiles to himself, bobbing in his chair.

MARTHA

She was married for fifteen years. So according to Dr. Phil, she needs fifteen months to recover. Isn't that right?

Frank looks slightly disappointed.



FRANK

Suppose so.

MARTHA

I invited her to Sunday dinner.

A question forms on Frank's brow.

MARTHA

Can you pickup some groceries for me? I made a list.

EXT. GROCERY STORE, NEXT DAY

Hybrid cars and late model SUVs crowd the busy parking lot.

Frank pushes a cart along the blacktop into the store.

INT. CEREAL AISLE

Frank looks over the cereal shelves. At the far end of the aisle, a pretty, housewifely MOTHER with two kids approaches, rolling her cart. She stops mid-aisle and meditates on the array of boxes.

A TINY GIRL, 3, riding in the cart, whips her head around to make her pigtails fly. The BOY, 10, glides in a circle around the cart on shoes with built-in skates.

The Tiny Girl stands in the cart, leans over to the Boy, and socks him in the ear. Quickly, she sits back into the cart, assumes an innocent gaze. Both kids begin to WAIL.

The Mother looks down with concern at the Tiny Girl, who, CRYING, points at the Boy. The Mother darts a sharp puzzled glance at the Boy, spins him by the shoulder and yells at him.

MOTHER

Be nice to your sister!

The Boy shrugs and gestures his innocence.

BOY

I didn't do anything!

The Boy turns and skates away from her toward Frank.

STATIC AND FLUID SOUNDS fill Frank's ear as the Boy gives Frank a predatory stare.

## BOY'S THOUGHTS (V.O.)

Be fun to cut you with a razor  
blade.

Frank winces as STATIC AND FLUID SOUNDS again fill his ear.

The Mother watches the Boy. Emotions burst across her face.

## MOTHER'S THOUGHTS (V.O.)

It took a helluva fuck to produce  
you kid. I hope to God your Father  
never finds out!

Frank looks dismayed and tosses a box of Cocoa Puffs into  
his cart. He looks around, then rubs his ear.

Frank looks searchingly ahead and rolls his cart out the aisle.

## INT. BAKING SUPPLIES AISLE

Frank rolls his cart past an OLD WOMAN, 80s, who pushes her  
cart slowly with both hands.

Frank focuses on her and smiles, pretending to refer to his  
list. STATIC AND FLUID SOUNDS pump shrilly in his ear.

She takes a long pleasant look at Frank, smiling.

## OLD WOMAN'S THOUGHTS (V.O.)

I'd do him anytime.

Frank's face erupts with disgust. He jerks his head to look  
forward and makes a hasty exit down the aisle.

## INT. GARDENING AISLE

Under a sign that reads "Pesticides," Frank sidles up to an  
OLDER MAN, 50s, in a dark overcoat.

Older Man frowns as he reads a package of RAT POISON bearing  
the Skull and Crossbones.

Frank stills and stares at the back of the Older Man's head.

STATIC AND FLUID SOUNDS churn and fade in Frank's ear.

## OLDER MAN'S THOUGHTS (V.O.)

... wonder if she'll taste it in  
her coffee?

Frank's eyes grow big and his face shudders. His mouth drops open and he haltingly moves on, looking back with consternation.

INT. PRODUCE SECTION

Frank admires colorful displays of fruits and vegetables.

A YOUNG MAN AND WOMAN roll their cart slowly together. She steers toward a table of red, yellow and orange bell peppers.

The cart stops abruptly and the Young Man bumps his knee into it. He glances sharply at the Young Woman.

YOUNG MAN

Ow!

She smiles and glances back at him and laughs.

YOUNG WOMAN

Sorry.

STATIC AND FLUID SOUNDS shriek and fade in his ear as Frank steadies his head to fix his gaze on her.

The Young Man stares at her disbelievingly, picks up a pepper.

YOUNG MAN

How 'bout I make tortilla  
casserole tonight?

She smirks at the Young Man and stares at the peppers.

YOUNG WOMAN'S THOUGHTS (V.O.)

... not again ... How 'bout I  
fuck Robert tomorrow.

YOUNG WOMAN

Okay.

Frank watches them discretely as he slowly wheels toward them.

As Frank passes abreast of them, he looks at the Young Man.

FRANK

She's sleeping with Robert.

The Young Man and Young Woman stare at Frank incredulously.

Young Man looks suspiciously at Young Woman, then at Frank.

Frank looks at the Young Woman, then back at the Young Man.

FRANK

And she hates the tortilla  
casserole.

The two turn and watch Frank in awe as he wheels away.

INT. MAGAZINE SECTION

Frank picks a magazine from a large display and retreats to his cart. Pretending to read, he freezes to aim his head at an attractive blonde YOUNG LADY reading a magazine.

STATIC AND FLUID SOUNDS fill Frank's ear, then subside as the Thought Translator targets her.

YOUNG LADY'S THOUGHTS (V.O.)

... need panties ...

She turns the page and glances up at Frank watching her.

Frank smiles at her.

She smiles vaguely and looks down at the magazine.

YOUNG LADY'S THOUGHTS (V.O.)

What a hunk!

Frank smiles glowingly.

She turns the page.

YOUNG LADY'S THOUGHTS (V.O.)

... green looks good ...

Frank looks perplexed.

She flips the page to a muscleman photo spread.

YOUNG LADY'S THOUGHTS (V.O.)

Muscles!

Frank smiles again and puffs out his chest. He summons up his courage, and steps up to her.

FRANK

Hi! Do you, uh, shop here -

Frank nervously clears his throat.

FRANK

... often?

Frank smiles enthusiastically.

She looks up dully from the magazine to focus on Frank.

YOUNG LADY'S THOUGHTS (V.O.)

Creep!

She looks horrified, tosses the magazine into her cart, and wheels off.

Devastated, Frank's smile deflates.

INT. CHECKOUT COUNTER

Frank tosses a box of Cocoa Puffs, a gallon of milk, meat, and other groceries onto the counter. He looks glumly at the clerk.

The CLERK, teenaged with pimples, shaved head and nose stud, surveys him with a furtive glimpse and rings up the groceries. His eyes twitch and his lip curls into a smile at Frank.

CLERK

How are you?

Frank smiles and nods. As the Thought Translator calibrates, STATIC AND FLUID SOUNDS hum in Frank's head. He pretends to look around with his eyes as he finely orients his head.

The Clerk glances at Frank as he works the register.

CLERK

Find everything okay?

The Clerk looks curiously at Frank and smiles pleasantly.

CLERK'S THOUGHTS (V.O.)

Steal anything?

The Clerk's eyes gaze at Frank.

As the Clerk moves from the register to bagging, he notices how precisely Frank tracks his movements and frowns.

Frank smiles.

CLERK'S THOUGHTS (V.O.)

watching me ... don't like you.

The Clerk smiles benignly at Frank.

CLERK'S THOUGHTS (V.O.)  
Hope you're here the day I bring  
my Uzi.

Frank cringes.

The Clerk prepares to bag the groceries.

CLERK  
Paper or plastic?

EXT. POKER PARLOR, ARTICHOKE JOE'S, SAN JOSE, NIGHT

Frank's car pulls up into the parking lot, in front of a sign that spells out in lights "Artichoke Joe's" bracketed with an Ace of Clubs and a Queen of Hearts.

INT. POKER PARLOR

A deck of cards SHUFFLES through the skilled fingers of a MALE DEALER. Their red grid pattern contrasts against green felt.

Across the smokey room, decorated with mirrors and a neon sign of overflowing beer mugs, Frank plays poker at a circular table.

Frank smiles, black and red chips piled high in front of him.

Left of Frank sits the DEALER, a tall, beautiful, 40s Asian woman, with proud posture, long hair, and blazing fingers.

Five grim faces survey each other warily. Five men in a circle.

REBEL, 30s, wears a Harley-Davidson cap backwards and a black T-shirt; looks like he ate one too many bargain hot dogs.

GEEK, 40s, cleans his glasses and wears several pens in his shirt pocket. Occasionally, a tic convulses his chubby cheek.

EXEC, 50s, motionless, looks smooth in dress shirt and tie. His Monte Blanc pen matches his glasses and cuff links.

GULF VET's curly chest hair pokes through his unbuttoned camo shirt. He picks his nose, staring steadily at Frank.

Frank grins from ear to ear as he stacks and counts his chips.

A scantily clad COCKTAIL WAITRESS approaches the poker table and smiles at Frank. ICE CLINKS as she removes his empty glass.

WAITRESS

Another pineapple juice, honey?

Frank smiles at her, admiring her figure.

FRANK

No, thanks. Last hand.

Eyebrows rise on Rebel and Gulf Vet across the table.

A muted TV screen shows a boxing match in the background.

Rebel, left of the dealer, peeks at his hand, purses his lips and flips two black chips into the pot.

REBEL

Call.

The Dealer neatens up the pot and snaps out a round of cards.

She turns a card up in the center – the Queen of Clubs.

The seven of Clubs, Ace of Hearts, two of Diamonds, and ten of Hearts are also arrayed in the center of the table.

Each player now holds two cards.

Frank aims his head at Rebel.

Rebel glances over at Frank.

The Thought Translator whispers STATIC AND FLUID SOUNDS in Frank's ear as it focuses.

Rebel seethes subtly.

REBEL'S THOUGHTS (V.O.)

... rube comes in and takes the  
nuts every hand ... unstoppable.

Rebel tightly slides his two cards apart, covering with both hands, revealing a seven of diamonds and a three of clubs.

REBEL'S THOUGHTS (V.O.)

Seven an' a three, dang. That  
dog's gonna feel my boot tonight!

Frank moves his head minutely to focus on Geek.

The Thought Translator pumps STATIC AND FLUID SOUNDS through Frank's head as it acquires signal.

Geek eyes Frank's stack of chips. His eye spasms briefly.

GEEK'S THOUGHTS (V.O.)

How's he do it?

Geek peels up the corners of the two cards lying on the felt in front of him to show a Jack of Hearts and a Queen of Hearts.

A smile flickers warmly across Geek's face.

GEEK'S THOUGHTS (V.O.)

Brother and sister ... reminds me  
of that time - siss's skin was so  
smooth ...

Frank blinks and shifts to aim at Exec.

He edges his two cards apart, arm and cards resting on the felt: a Jack of Diamonds and a four of Hearts.

Sadness edges Exec's stony features.

The Thought Translator swishes STATIC AND FLUID SOUNDS through Frank's ear as it focuses.

EXEC'S THOUGHTS (V.O.)

... she's gonna kill me. That's  
two thousand flushed!

Frank lets his gaze wander to Gulf Vet.

Gulf Vet's eyes blaze angrily at Frank.

As Frank's head centers on Gulf Vet, the Thought Translator whispers STATIC AND FLUID SOUNDS in his ear.

Gulf Vet slides his cards vertically a half-inch, a seven of Spades and a ten of Clubs.

GULF VET'S THOUGHTS (V.O.)

Seven and ten. Come on baby!

Frank holds up his cards and spreads them widely in one hand, a Queen of Diamonds and an Ace of Spades.

Frank puts down his cards and pulls a digital camera out of his pocket and places it beside his chips on the table.

The dealer snaps at him.



DEALER

Please don't put anything on the table, Sir.

FRANK

I was hoping to take a picture of my hand and the chips.

Rebel and Gulf Vet snicker.

DEALER

Okay, but don't put it on the table.

Frank smiles apologetically and pockets the camera.

The dealer points to Rebel.

DEALER

Your bet.

Rebel glares at Frank and tosses in his last four red chips.

The dealer points at Geek.

DEALER

Twenty to you.

Geek scowls and tosses in four red chips.

GEEK

Call.

Exec nods at the pot and tosses in four red chips.

EXEC

I'm in.

Gulf Vet bites his lip and wordlessly tosses in four chips.

The Dealer looks intently at Frank.

FRANK

I'm good for that, and raise fifty.

Frank tosses in a pile of chips.

Each player looks at him hatefully in turn.

Rebel slaps the felt with his cards.

REBEL

Fold!

DEALER

(to Geek)

Fifty more to you.

A poker-faced Geek looks levelly at Frank and tosses in chips.

GEEK

I'm in.

Exec slides in his chips.

EXEC

Me too.

Gulf Vet looks darkly sideways at Frank and growls. He tosses in a short stack of black chips.

GULF VET

Raise one hundred.

Frank smiles at Gulf Vet and pushes in chips agreeably.

FRANK

Raise again, two hundred!

The Dealer looks to survey the other players.

Geek and Exec toss down their cards.

GEEK

Jeepers! Fold.

EXEC

Too rich for my blood.

The Dealer points to Gulf Vet who adds chips to the pot.

The Dealer turns over Frank's cards, revealing his Queen of Diamonds and Ace of Spades.

DEALER

That makes two pair, Aces and Queens.

The Dealer turns over Gulf Vet's hand - a seven of Spades and a ten of Clubs.

DEALER

That's two pair, sevens and tens.  
The man with the camera wins again.

Rebel HOOTS.

The Dealer gathers up the pot and scoots it toward Frank.

Frank stands, smiling, and aims his camera.

FRANK

Smile!

Gulf Vet snarls.

All the players turn to glare in Frank's direction.

The flash blinds them all as Frank snaps a photo.

INT./EXT. FRANK'S CAR, ARTICHOKE JOE'S PARKING LOT, NIGHT

Inside his Toyota Prius, Frank stuffs money into his jacket pocket. He smiles and laughs and straps on his seatbelt.

Loud tapping draws Frank's attention to the driver's window.

The chrome barrel of a 9mm pistol aims at Frank's head.

FRANK

Oh!

Frank looks scared and raises his hands.

Gulf Vet gestures angrily outside of Frank's car, standing in a shooting posture.

GULF VET

Open the window!

Frank pushes a button on the car door but nothing happens.

FRANK

Uh, electric windows. I have to  
turn the key to make 'em work.

Frank points at the ignition with one of his hands.

Gulf Vet growls and yanks open the car door.

GULF VET

Gimme the money!

Frank reluctantly pulls a stack of cash from his pocket.

Gulf Vet snatches it.

GULF VET

Now gimme your driver's license.

Frank pulls the card from his wallet and offers it to him.

Gulf Vet grabs it and angles it in the light to read it.

GULF VET

You just forget all about this -

He peers closely to read the name on the driver's license.

GULF VET

- Frank, or I'll be makin' a visit.

Gulf Vet SLAMS the door closed and backs away into the darkness.

Frank looks relieved. He glances over at the passenger car seat, chortles, and reaches to touch his camera.

Gulf Vet jerks open the car door.

GULF VET

And the damn camera!

Frank looks scared and hands it over.

Terror grips Frank; he holds his face in his hands.

EXT. OFFICE BUILDING, WASHINGTON, D.C., DAY

Federica in long blond hair and a charcoal pin-striped suit enters the BUSY SKYSCRAPER LOBBY through a revolving door.

INT. PAY PHONE BOOTH, OFFICE BUILDING

Federica looks urbane in cream shirt and power scarf. Her watch and cuff links flash as she listens on the phone.

Her eyes narrow as she spits words with an Australian accent.

FEDERICA (on phone)

Screw the Frenchman! Give it to me.

She fishes a matching pen out of her jacket.

FEDERICA (on phone)  
D-I-O-G-E-N-E-S - uh, okay.

She sits and writes the name into a notepad.

FEDERICA (on phone)  
Yeah I do, it's the name of some  
ancient guy ...

She mimics holding an oil lamp in front of her face.

FEDERICA (on phone)  
... always carrying a lamp,  
looking for an honest man.

She snickers.

FEDERICA (on phone)  
Yeah, ain't that a fool's errand  
... Especially in this town.

Her smile flattens and she puts pen to paper again.

FEDERICA (on phone)  
M-I-C-R-O-T-E-K. Uh huh. Frank ...

INT. DINING ROOM, CARTER HOUSE, NIGHT

The table is set with china and strewn with empty serving platters and plates showing the aftermath of a large meal.

Frank is slicked up, clean shaven, in an open-necked dress shirt with gold chain. He smiles at the woman beside him.

PENELOPE, 40s, is modestly attractive, attentive, vivacious. She wags her finger in the air, sparkles her eyes and flashes her teeth at Frank.

Frank presses the stud on the Thought Translator in his ear. STATIC AND FLUID SOUNDS fade as Frank cranes to aim his head at Penelope, who sits close next to him.

Penelope looks at him oddly then shrugs it off with a smile.

PENELOPE  
I remember that time you kissed me  
behind the garage.

PENELOPE'S THOUGHTS (V.O.)

Oh, Frank, you and me -

In Frank's ear, a low beep repeats twice.

MACHINE VOICE (V.O.)

Low battery.

Frank's face falls.

STATIC AND FLUID SOUNDS rise and fall in his ear.

FRANK

Oh.

Frank touches the stud in his ear and looks glum.

Penelope looks surprised and disappointed at Frank's reaction.

Frank recovers, laughs, and clasps her hand.

FRANK

I'll always remember.

Penelope flushes and eyes Frank appreciatively.

He beams back and relaxes his head.

Penelope's face sobers.

PENELOPE

So, your Mom told me about your vacation in Cancun, with your girlfriend. That must have been fun.

Frank looks across the table at his Mom and stifles irritation.

GEORGE, Frank's father, 60s, bespectacled, grey and dignified, smiles looking from Frank to Penelope.

GEORGE

So, are you here for good, Penny, or is this just a vacation.

PENELOPE

I'm taking a break from Texas to finish my book; it's about the abuses of legalese that led to the mortgage crisis. I'll be here a few months, maybe I'll stay, I'm not sure.

She smiles robustly.

Frank stares at his plate and nods politely.

MARTHA

I hope we see a lot more of you  
while you're here.

Penelope glances demurely and smiles curiously at Frank.

PENELOPE

I'd love to meet your girlfriend.

INT. LIVING ROOM, KIM'S APARTMENT, DAY

Frank stands, arms crossed, and glares at Kim who sits on the couch smoking a cigarette.

FRANK

Are you sleeping with Alberto?

Frank looks at her stiffly. STATIC AND FLUID SOUNDS fade.

She takes a quick drag. Her eyebrows pinch.

KIM'S THOUGHTS (V.O.)

Glorious, yes!

Kim blows out a stream of smoke and looks shocked.

KIM

Of course not, sweetie!

Frank looks puzzled.

FRANK

Don't I satisfy you?

She smiles at him sweetly then takes a long drag.

KIM'S THOUGHTS (V.O.)

You could never do for me what he  
does.

KIM

Of course, sweetie. Where is all  
this coming from?

KIM'S THOUGHTS (V.O.)

I've been so careful. How could he suspect?

Frank looks wounded, then his face pleads.

FRANK

Can you forget about this guy?

KIM'S THOUGHTS (V.O.)

Forget how he inhabits me?

She exhales deeply then coolly looks Frank in the eyes.

KIM

He's nothing to me, Frank.

Frank's face droops.

FRANK

I thought we were in love.

KIM'S THOUGHTS (V.O.)

You are ruining this, Frank!

Kim stubs out her cigarette and smiles cutely.

KIM

(in a childish voice)

I wuv you, Frank.

Frank looks grim.

FRANK

It's over between us.

Kim's jaw drops.

KIM

You're leaving me?

FRANK

Goodbye, Kim.

Frank backs away but maintains his aim.

Kim's eyes slay Frank.

KIM

I faked it so many times for you!



KIM'S THOUGHTS (V.O.)

No more online dating!

INT. KITCHEN, CARTER HOUSE, DAY

Frank and his Mom sit at the kitchen table. The grandfather clock in the hall chimes the hour with a deep BONG.

Frank rhythmically taps his fingers on the table.

FRANK

I told her straight out, it's over.

Martha smiles confidently and consoles him.

MARTHA

She's not good enough for you,  
Frank. You can do better.

Martha gazes at him comfortingly.

MARTHA

Let me get you some cereal.

Frank reaches to his ear and powers on the Thought Translator. It chirps.

Martha reaches a bowl down from a cabinet, pulls a box of Cocoa Puffs from a shelf, and deposits them on the table. She grabs milk out of the refrigerator and leaves the door open while she turns to look thoughtfully at Frank.

Frank looks directly at her. The Thought Translator fills his ear with STATIC AND FLUID SOUNDS.

MARTHA'S THOUGHTS (V.O.)

... wonder if I should tell him  
he's adopted?

Frank's mouth drops.

She pours milk in his bowl.

FRANK

Uh, Mom, did you ...

She looks at him distractedly.

MARTHA

Oh, nothing.

She turns away to return the milk to the refrigerator and closes it.

INT. BAR, NIGHT

Ferns and dark wood add ambience to the dimly lit room, crowded with business types and white collar workers.

Frank in jacket and tie sits atop a bar stool and sips a beer.

Next to him, HOLLY swirls her white wine and dips her nose into the glass. Cute, 40s, dyed-redhead wearing office casual, she smiles a little too long at Frank.

Frank twists to aim his head at her. STATIC AND FLUID SOUNDS fill his hearing as the Thought Translator fixes on Holly.

HOLLY'S THOUGHTS (V.O.)  
- 's cute ... sparkly eyes. Wonder  
how much he makes?

Holly smiles coquettishly at Frank.

HOLLY  
So, are you in the stock market?

Frank's eyes wander all over Holly.

FRANK  
Not really. Just through my  
pension plan.

Holly's eyes sparkle at his response.

In Frank's ear, STATIC AND FLUID SOUNDS fade to a male voice.

MAN'S THOUGHTS (V.O.)  
Yeah, she's okay.

Frank looks puzzled and pauses to refine his aim on Holly.

STATIC AND FLUID SOUNDS rise, reacquiring signal.

HOLLY'S THOUGHTS (V.O.)  
Pension, good!

HOLLY  
So how do you spend your daylight  
hours?

STATIC AND FLUID SOUNDS fill Frank's hearing.

He claps his hands to his ears and stares straight at Holly.

FRANK

Huh?

Holly smiles flirtatiously.

HOLLY

Is there a safe place you go to  
stay warm and dry during the day?

In Frank's ear, STATIC AND FLUID SOUNDS waver in and out.

FRANK

Pardon?

Holly laughs.

HOLLY

Where do you work?

Frank laughs, moving his head, and lets his aim drift left.

FRANK

I work at MicroTek. We miniaturize  
electronic devices.

The Thought Translator SHRIEKS STATIC AND FLUID SOUNDS in  
his ear as it acquires a new target.

MAN'S THOUGHTS (V.O.)

(growling and harsh)  
... tonight!

Frank cranes to try to see whose thoughts he's heard.

Holly smiles inquisitively. Her eyes adore him.

HOLLY

That must be challenging. What do  
you do there?

MAN'S THOUGHTS (V.O.)

I'm gonna do it!

Frank tenses, stands and strains to hastily look down the bar.

Holly catches his stare and glances down the bar.

HOLLY

Someone you know?

FRANK

Oh, thought I overheard something.

STATIC AND FLUID SOUNDS warble in Frank's skull.

He rubs his temples.

FRANK

Jeez, I am getting a headache.

He sits back down and gives her his attention, eyes distracted.

FRANK

Sorry. I'm in Quality Control:  
high level circuit-testing.

Frank relaxes and smiles at her proudly.

FRANK

The finished product doesn't leave  
the shop without my okay.

The Thought Translator's STATIC AND FLUID SOUNDS fill  
Frank's ear as it engages again.

MAN'S THOUGHTS (V.O.)

(cold and sinister)

Don't rush! She's in the toilet,  
plenty of time. Like I practiced.  
Stand and straighten my belt. Open  
it in my pocket ...

Holly looks at Frank with amorous eyes.

Frank returns her interest.

MAN'S THOUGHTS (V.O.)

Sit and calmly pour it in her  
drink ... sip my beer ...

Frank stands abruptly and looks behind Holly down the bar.

A young man stands and sips a beer at the bar six feet away.  
His other hand hovers near the top of a glass of wine  
positioned in front of the empty stool beside him and stirs.

MAN'S THOUGHTS (V.O.)

... and stir.

THE MAN, 30s, dark-haired with glasses, pale, boyish and thin, pokes his finger into the wine glass.

Shock and outrage rip across Frank's face. His mouth opens and closes like a fish. He closes his eyes and rubs them.

He touches the stud in his ear and the Thought Translator CHIRPS off. He removes and pockets it.

HOLLY

Hey, don't go away!

She reaches up and pulls Frank's tie playfully.

He abruptly sits down and glares at Holly, rubbing his ear.

She smiles at him alluringly.

Frank looks determinedly back toward the bar, downs his beer then smiles at her.

FRANK

I will return.

Frank gets up and circles a knot of people to approach the bar.

The Man leans against the bar sipping his beer.

Frank sits in the empty seat beside The Man.

The Man looks over irritably and waves him away.

THE MAN

Sorry, seat's taken. She's in the bathroom.

Frank hops off the stool and faces The Man.

FRANK

I saw you put something in her drink.

A tiny smile curls the edges of The Man's lips.

THE MAN

You saw what?

Frank looks flushed with Dutch courage.

FRANK

I saw you pour something in that glass.

The Man is taken aback.

THE MAN

You are mistaken.

The Man's Date, a cute attractively dressed young woman, returns and touches his shoulder, quizzical.

Frank puts himself between her and the glass, points at The Man.

FRANK

(to her)

I saw him drug your drink!

The Man postures as shocked and innocent.

THE MAN

I just dipped my finger into the wine to taste it.

He looks angrily at Frank.

The Man's Date looks at them both curiously.

FRANK

(to her)

I'm telling you I saw him pour something into the glass and stir.

Frank glares at The Man, who glares back.

THE MAN

No, you didn't!

Frank looks earnestly at The Man's Date.

The Man's Date looks uncertainly at The Man then at Frank.

She picks up the glass and looks in it, smells it.

She looks curiously at The Man and offers him the glass.

THE MAN'S DATE

If this is okay ...

She looks him in the face.

THE MAN  
I'm telling you it's fine.

THE MAN'S DATE  
... then you drink it!

She looks him in the face expectantly.

He flattens his lips in determination.

THE MAN  
Okay.

The Man reddens. He looks defiantly at her and at Frank, then takes the glass from her and takes a gulp.

INT. BAR - A FEW MINUTES LATER

The Man looks drowsy as Frank and The Man's Date watch him.

The Man yawns openly and leans heavily against the bar.

THE MAN  
This is getting boring, let's go.

The Man's Date shakes her head No.

FRANK  
Should we call the police?

She looks at The Man darkly.

THE MAN'S DATE  
No, I don't think so.

Frank watches her with concern.

She alights from her stool to pick the wine glass up from the bar and present it to The Man.

THE MAN'S DATE  
Go ahead and drink the rest, honey.

The Man groggily accepts the glass and sips it.

THE MAN'S DATE  
Now we'll see what that would've done to me. The bastard! This was our first date!

INT. BAR - TEN MINUTES LATER

Frank and The Man's Date watch The Man.

The Man SNORES volubly; his face rests on the bar.

The Man's Date looks sincerely at Frank.

THE MAN'S DATE

Look, it was really nice of you to keep a stranger out of harm's way. But you should go now. He's under control ... and I know what I want to do.

Frank looks at her; concern and curiosity cross his face.

She stands and puts out her hand.

Frank stands and shakes her hand.

THE MAN'S DATE

Thanks ... I'll wait a few more minutes. I'm sure the barkeep will help me get him in the car.

Seething fury burns across her face.

THE MAN'S DATE

I'll just make one stop before I dump him in front of his house.

Her face shifts from vulnerable to evilly gleeful.

THE MAN'S DATE

I'm gonna buy a banana and some Crisco.

Frank looks stunned as he waves goodbye and backs away.

EXT. BAR, SILICON VALLEY, NIGHT

Frank walks a bit drunkenly along the busy, tightly-parked sidewalk. He points his keys at his car and thumbs the remote.

The lights blink on Frank's Toyota Prius and the car CHIRPS.

Frank climbs into the driver's seat and SLAMS the door closed.

INT. FEDERICA'S PRIUS, PARKED ACROSS THE STREET, NIGHT



The driver of a black Toyota Prius sits up from the shadows and watches Frank climb into his car across the street.

Frank's Toyota Prius signals and pulls out into traffic.

Federica, wearing baseball cap and sunglasses, starts the near-silent ignition of her Toyota Prius.

Federica's Toyota Prius abruptly jumps into tight traffic.

FEDERICA  
(Australian accent)  
Bloody hell!

EXT. BUSY STREET, NIGHT

With one car between them, Federica follows Frank away from downtown. After two blocks, the streets thin out and darken.

EXT. RESIDENTIAL STREET, SILICON VALLEY, NIGHT

Federica pulls up behind Frank stopped at a red light.

Federica eyes Frank from behind.

FEDERICA  
Yeah, it's time we meet, old boy.

The traffic light CLICKS from red to green.

FEDERICA  
This is the fun part, what!

Federica stomps on the accelerator then looks down and frowns. She steps on the accelerator again and the motor REVS.

Federica's car PURRS forward and RAMS into Frank's car.

Federica smiles, both hands on the steering wheel.

Federica's foot releases the accelerator.

INT. FRANK'S CAR, NIGHT

The car's frame shakes, jolting Frank.

Frank grips the steering wheel and looks in his rearview mirror.

FRANK  
Oh, crap!

Frank grabs the Thought Translator's case from the car seat and stuffs it into a pocket in the car door.

EXT. RESIDENTIAL STREET, SILICON VALLEY, NIGHT

Frank's car pulls over to the side of the dark road followed by Federica's car.

INT./EXT. FEDERICA'S PRIUS

Through the windshield, Federica sees Frank's car lights turn off and Frank gets out of his car. She takes off her sunglasses and hat, then takes a small blue metal box from the glove box and slips it into her jacket pocket as she opens her car door.

EXT. FEDERICA'S PRIUS

Frank approaches as Federica femininely climbs out of her car. Federica looks him over, unimpressed.

FRANK

You okay?

FEDERICA

(California accent)

Yes, I think so.

Frank looks from the back of his car to Federica, incredulous.

FRANK

Jeez, you hit me!

FEDERICA

All my fault. So sorry.

Federica acts the part with a frank smile.

FEDERICA

Looks like no real damage. But I guess we'd best exchange details.

Frank kneels down and touches a small scar on his car's rear bumper.

FRANK

This is just a scratch. I think we can just forget it.

FEDERICA

That's so kind. But I'd feel  
better if we exchange information.  
Just in case.

Frank shrugs.

FRANK

Let me get my registration.

Federica's eyes narrow as she watches Frank walk back to his car. Federica crouches and removes papers from a pocket in her car door. She pulls a small case from her jacket pocket, withdraws a tiny black electronic bug and palms it.

Frank staggers slightly as he returns with his papers.

FRANK

Here's my insurance card.

Frank and Federica exchange papers and scribble notes.

FEDERICA

Two-five-six Cheshire – is this  
your home address?

FRANK

Uhuh.

Federica presses the tiny black electronic bug into her left palm, and it blinks red once.

Federica smiles genuinely at Frank.

Frank gives back Federica's papers and accepts hers.

Federica looks Frank in the eye as she shakes his hand.

FEDERICA

Frank, it's good to meet an honest  
man!

Federica sportively pats Frank's shoulder with her left hand.

The black electronic bug clings to the arm of Frank's jacket.

Federica waves her keys with her right hand at Frank's car. With her left hand, she feels around in Frank's right jacket pocket.

Frank watches Federica gesture, oblivious to being searched.

FEDERICA

I've always wondered if my remote  
would work on another Prius.

She points her remote at Frank's car and thumbs the button.

Federica's car lights CHIRP and blink.

Federica smiles at Frank.

FEDERICA

Try your remote key on mine.

Federica removes her left hand from Frank's right pocket and  
turns to position herself on Frank's left side.

Federica looks at Frank encouragingly.

FEDERICA

Come on.

Frank fishes his keys out of his pocket and points the  
remote at Federica's car.

Federica turns to watch his car and slips her hand into her  
pocket to pull out the blue metal box.

Her fingers squeeze the box; it lights up and runs timecode.

With her right hand, Federica pats Frank's left pants pocket.

Frank's car lights blink and CHIRP.

Federica smiles, laughs and shrugs.

EXT. FRANK'S HOUSE, SILICON VALLEY, NIGHT

The numerals '256' shine in the moonlight on the front of  
the garage beside a silent suburban bungalow. The houses are  
dark along the tree-lined street.

INT. FRANK'S GARAGE, NIGHT

Frank's Toyota Prius sits parked in the dark.

Federica unsuccessfully tries the driver-side door.

She reaches into her pocket and pulls out the small blue

metal box and squeezes it.

The display lights up and timecode begins to run.

Frank's car CHIRPS and the headlights flash.

Federica opens the driver-side door and climbs in.

INT./EXT. FRANK'S CAR

Federica extracts an electronic bug from her pocket and plants it under the driver's seat. She quickly paws through papers and junk in the glove box, carefully returning everything to its place.

She slips her hand into a pocket in the car door and pulls out the black Thought Translator case.

FEDERICA

Well, now, what's this?

She scrutinizes it carefully from all angles, then opens it.

The empty black case reveals the hearing aid shape impressed into the foam.

Federica's face darkens and her brows knit in deep scrutiny.

INT./EXT. FEDERICA'S PRIUS, DAY - INDEPENDENCE DAY

Frank's house is across the street a stone's throw away.

In the shade of a tree, Federica sits in the driver's seat listening to headphones and watching Frank's front door.

In her headset, Federica hears a telephone ring.

FRANK (O.S., on phone)

(muffled)

Hello.

Federica sits up and presses her hands to the headset.

FRANK (O.S., on phone)

Happy Fourth of July to you, too.

Federica shifts to watch Frank's front door.

FRANK (O.S., on phone)

I sure am. What time?

Federica's eyes narrow.

FRANK (O.S., on phone)  
Okay. I bought cherry pie.

EXT. FRANK'S GARAGE, DAY

Pink box beside him, Frank backs his Prius out the garage. The AUTOMATIC GARAGE DOOR CREAKS closed as he pulls out.

INT./EXT. FRANK'S CAR, DAY

Frank reverses the car out into the empty street. He notices a jogger approaching and stops.

FRANK  
Let's see if it works through glass.

Frank lowers his window, pokes out his head, smiles and waves.

FRANK  
Happy Independence Day!

A WOMAN JOGGER in sweats and T-shirt eyes him as she approaches.

Frank pulls in his head, closes the window, and continues frantically smiling and waving, tracking her with his head.

STATIC AND FLUID SOUNDS rise, fade as she passes, unsmiling.

WOMAN JOGGER'S THOUGHTS (V.O.)  
... won't be Independence Day 'til  
my husband drops dead!

Frank's face sours as he nods to himself.

FRANK  
It works through glass.

He cracks his neck, and drives off.

EXT. FRANK'S HOUSE, DAY

Across the street, down the block, Federica's Prius leisurely takes off after him.

EXT. CARTER HOUSE, DUSK

The sun sets as Federica watches the Carter house from her car, parked in the shadows across the street.

Penelope, wearing cowboy hat and boots and jeans, exits the house next door carrying a green tinfoil-covered bowl.

Federica's eyes narrow as she takes in Federica's movement.

Penelope walks up the walkway to the Carter's front door.

Federica stares at the house through binoculars.

FEDERICA'S POV: THROUGH BINOCULARS

With welcoming smiles, Frank opens the door and admits Penelope.

INT. FEDERICA'S PRIUS

Federica presses her lips together and nods a conclusion.

She starts the IGNITION and drives off.

INT. DINING ROOM, CARTER HOUSE, NIGHT

Depleted serving dishes of corn, chicken, and potato salad litter the table. Plates are piled with chicken bones.

GEORGE

Penny, that was fine potato salad.

Penelope crosses her hands across her stomach, crosses her cowboy boots, smiles and looks contentedly at Martha.

PENELOPE

And that chicken was fabulous!

MARTHA

Frank and Penny, you go sit in the living room and enjoy coffee. We'll handle the dishes.

INT. BEDROOM, FRANK'S HOUSE, NIGHT

A glass terrarium reflects moonlight in the darkness.

In the near dark, Federica finishes searching the pockets of Frank's suits then carefully closes the closet door.

She sits down on Frank's unmade bed in disgust. She wipes away perspiration as she uses a flashlight to examine ...

Frank's photo shines from the laminated MicroTek ID card.

FEDERICA

Time to squeeze Frank.

INT. LIVING ROOM, CARTER HOUSE, NIGHT

Martha smiles in the kitchen doorway, eavesdropping.

Frank and Penelope laugh on the couch and sip coffee.

Penelope smiles at Frank as her laughter dies away.

PENELOPE

Oh, you can always make me laugh.

Frank taps the Thought Translator in his ear; it chirps its 3-TONE WAKEUP.

PENELOPE

What was that sound?

FRANK

Huh? I didn't hear anything.

Penelope shrugs it off and smiles agreeably at Frank.

PENELOPE

Hmmm, that coffee is nice.

Frank looks relieved.

PENELOPE

Yeah, those were the good old days.

Frank shifts away in his seat as he fixes on Penelope.

STATIC AND FLUID SOUNDS fade in Frank's ear as the Thought Translator focuses on her.

PENELOPE'S THOUGHTS (V.O.)

... I loved you then, Frankie.

Penelope looks introspective as she eyes him.

Frank looks at her with a face of awe.

PENELOPE

We had such fun.

PENELOPE'S THOUGHTS (V.O.)

Why didn't we get together?



Frank clears his throat.

FRANK

I broke up with my girlfriend  
yesterday.

PENELOPE'S THOUGHTS (V.O.)

Because of me?

A brief smile flares rosy on her cheeks. She looks warmly at Frank, her face mature, mysterious, sexy.

PENELOPE

I'm ... sorry to hear that.

The DOORBELL sounds alarmingly, jarring the smile off Frank's face.

EXT. FRONT PORCH, CARTER HOUSE, NIGHT

The outdoor lighting spotlights Federica's red-white-and-blue miniskirt against the house's brickwork. Her tight, low-cut top emphasizes her figure.

Frank looks inquisitively at Federica.

She smiles at him and wiggles seductively.

FEDERICA

(California accent)

I'm sorry to intrude Frank. I'm  
sure this is unexpected.

Frank looks bewildered.

Federica looks deep into his eyes and flutters her eyelashes.

FRANK

Is this about your car?

Federica moves in close and squeezes Frank's shoulder.

FEDERICA

No, Frank, this is about something  
much more important.

Federica removes her hand, leaving a tiny black electronic bug stuck to Frank's sweater behind the shoulder.

FEDERICA

I need your help.

She clasps his hand to her bosom.

FEDERICA

Is there somewhere we could be  
alone?

She licks her lips and looks at him flirtatiously.

Frank's face transforms from rabid smile to frown.

He glances toward the dining room and steps back.

FRANK

Look, I'm flattered, of course,  
but ...

Federica's face hardens.

FEDERICA

Okay, Frank, I'll cut right to the  
sharp and bloody point. I know  
about Diogenes. My employer is  
prepared to offer you fifty grand  
just for an opportunity to snap  
photos of it.

Frank's mouth gapes as he levels his stare at Federica. In  
his ear, STATIC AND FLUID SOUNDS pump loudly then subside.

FEDERICA'S THOUGHTS (V.O.)

(Australian accent)

... and maybe borrow it for a while.

Frank recoils.

FRANK

Look, I can't have anything to do  
with this. I'd lose my job. You  
have to go.

FEDERICA'S THOUGHTS (V.O.)

This is worth a hundred million to  
me, fool. Don't screw it up!

Frank points toward the door and Federica grabs his arm.

She opens her jacket to show Frank her cleavage.

FEDERICA

We'd be able to spend some quality time together, Frank, you and me.

She smiles sexily and arches her torso.

Frank smiles back, but moves a step away.

FRANK

No, no ... please leave!

Federica opens her jacket more to reveal a holstered pistol.

FEDERICA

Deal with me or else, Frank!

Frank looks at Federica suspiciously and stammers angrily.

FRANK

Who are you? How did you find me?

Frank's eyes bulge in alarm and his hands fidget.

Federica shakes her head and glares at Frank.

FEDERICA

Nothing matters now except how surprised your ma and pa will be if I have to break in here tonight lookin' for you.

FEDERICA'S THOUGHTS (V.O.)

... blood all over, mate.

FEDERICA

Maybe I should demonstrate ...

She draws a stiletto knife from her pocket, leans in to switch open the blade so the tip stops just inside Frank's nostril.

Frank starts and his eyes widen.

FEDERICA

A few drops of blood might prove very motivational just now.

From inside, Penelope parts the blinds and knocks on the window and smiles.

PENELOPE

You're holding up dessert!

Penelope's face darkens with jealousy as she sees Federica.

Federica pockets the knife and smiles toward Penelope.

Penelope frowns and releases the blinds.

Federica lowers her voice and glares at Frank.

FEDERICA

So, what do you say, Frank?

Frank collects his thoughts and looks determined.

FRANK

I know you don't just want photos.  
I'll sell you the device ... for  
twenty million.

FEDERICA

What?

FRANK

No less.

FEDERICA'S THOUGHTS (V.O.)

Yankee prick!

Her manner turns seductive again.

FEDERICA

Now you're talkin' Frank! But cut  
it in half, hun.

FRANK

This has got to be worth a hundred  
million to you! Okay ... I'll  
settle for ten.

Frank looks determined.

FEDERICA'S THOUGHTS (V.O.)

Wiggling turd!

FEDERICA

Done, Frank, ten million - tonight  
- and all this is yours.

She smiles, presses against him and wiggles.

Frank leers and smiles.

FRANK

Okay. When and where?

FEDERICA'S THOUGHTS (V.O.)

See if you collect a penny!

FEDERICA

Where is the device now?

Frank cringes.

FRANK

Not here. At my house.

Frank stares at her with growing fear.

Federica's face turns ugly.

FEDERICA'S THOUGHTS (V.O.)

I just searched there!

Frank swallows.

FRANK

Hidden.

Federica calms down and backs off.

FEDERICA

How big is it?

Frank keeps a poker face.

FRANK

Small, tiny.

Federica relaxes, smiles widely and looks apologetic.

FEDERICA

Look, I don't want to spoil your party any further. I'll come to your house at midnight for ... fun and profit.

Federica's eyes shift from inviting to deadly.

FEDERICA

Otherwise, they'll all suffer  
horribly.

FEDERICA'S THOUGHTS (V.O.)

You first.

Frank swallows.

FRANK

Okay, midnight.

Smiling, Federica backs away from Frank, toward the door.

FEDERICA

I'll be watching.

Federica exits.

Frank's hands frame his face, trembling.

INT. KITCHEN, CARTER HOUSE, NIGHT

Pots, pans, and knives large and small hang from hooks along the wall. Martha wears an apron and scrubs dishes in the sink; George loads the dishwasher. Penelope and Frank sit at the kitchen table, look worriedly at each other, and sip coffee.

FRANK

Her name is Federica. She's some  
kind of criminal. She knows about  
my project - I don't know how.  
It's big. She wants to steal it.

Martha dries her hands on a towel and turns to Frank.

MARTHA

Let's call the police!

Frank guiltily looks down, grimacing.

FRANK

There's a problem. I brought it  
home to field test it. Well ...

Frank swallows with regret.

FRANK

to play with it. I broke the rules.  
If they find out I had it outside  
the office, I'll lose my job ...

Martha and George look concerned. Penelope looks thoughtful.

FRANK

I said I'd give it to her at midnight  
- just to get her off my back.  
She's dangerous.

George looks angry.

GEORGE

Did she threaten you? In my house!

Frank looks down, shame-faced.

FRANK

But I can't give it to her.

He looks searchingly at Penelope.

FRANK

She threatened to come back  
tonight. And she has a gun!

Penelope's eyes dart, assessing.

PENELOPE

Circle the wagons!

Frank brightens.

Penelope stands and addresses them all with a brave voice.

PENELOPE

Over at my place. I have a top  
notch security system, and she's  
never seen my place.

Frank and his parents look at her hopefully.

PENELOPE

We'll hunker down in my living  
room. Bring blankets and  
leftovers. I'll load my shotgun.

Martha stands up and touches George.

MARTHA

Get your pills, honey.

Frank sighs in relief, then slumps with his elbows on the

table and combs the fingers of both hands through his hair. Martha steps toward Frank, eyeing his shoulder.

MARTHA

Sweetie, is that dirt on your sweater? What is it?

Martha steps over and pulls the tiny black electronic device off Frank's shoulder and shows it to Frank.

FRANK

Good lord, it's an electronic bug!

He holds it out for them all to see under the lamp above the kitchen table. He drops it onto a magazine on the table's corner, takes off his shoe and smashes it down on the bug.

Broken bits of plastic and wire are all that's left of the bug on the cover of Better Homes & Gardens.

George looks scared.

GEORGE

This gal's a pro!

MARTHA

Now, don't get overexcited George.

George blanches.

GEORGE

We're in danger!

INT./EXT. FEDERICA'S PRIUS, NIGHT

Half a block away, across the street, lights blaze from the Carter's house.

Federica sits in the dark watching. Reclined way back in the driver's seat, she uses both hands to hold her headphones, listening intently. She jerks the headphones off angrily.

FEDERICA

Shit! A shotgun.

Her eyes narrow and her face hardens.

INT. LIVING ROOM, PENELOPE'S HOUSE, NIGHT

The rich feminine decor is accented with a western motif: crossed rifles top the mantelpiece, a mounted pair of bull



horns decorates the wall.

Martha and George sit on the couch, Frank in an easy chair.

Penelope walks in bearing sleeping bags and a SHOTGUN and dumps the sleeping bags on the love seat.

PENELOPE

I've set the alarm. Any tampering  
with doors or windows and the police  
will be here in three minutes.

Penelope pulls shells from her pocket and loads the shotgun.  
She looks at them with confidence.

PENELOPE

Don't worry, we're safe here.

Martha and George smile weakly and raise their eyebrows.

INT. DEN, PENELOPE'S HOUSE, NIGHT

Frank and Penelope lean against each other on a plaid fold-out couch.

PENELOPE

... and it could be a career-ender  
for you, Frank, if you get caught  
with it outside the office.

Frank swallows his pride and closes his hands over his face.

FRANK

I know. I was wrong to bring it  
home.

PENELOPE

Not just that. There's a moral  
issue about prying into other  
people's thoughts, don't you think?

He looks at her earnestly.

FRANK

Please forgive me! I guess I was  
just like a kid in a toy store.

She gives him a motherly smile.

PENELOPE

All right. That said, I'd really like a demonstration.

Frank smiles.

He taps the stud on the Thought Translator in his ear.

He cranes his neck to look Penelope warmly in the eyes as STATIC AND FLUID SOUNDS growl in his ear.

PENELOPE

Tell me when.

Frank nods at her.

PENELOPE

You can hear my thoughts?

PENELOPE'S THOUGHTS (V.O.)

My most fun time ever was playing records with you those summer nights.

FRANK

You said that you liked playing records for me that summer.

Frank and Penelope settle closer and smile warmly at each other.

Penelope's mouth opens wide. She smiles mischievously.

PENELOPE'S THOUGHTS (V.O.)

Kiss me, Frankie.

Frank smiles.

They inch together and close the distance between them.

INT. HALLWAY, PENELOPE'S HOUSE, NIGHT

Frank holds his car keys and stands facing Penelope, one hand on the doorknob of the front door.

FRANK

I need work clothes and my briefcase. And I need to feed Hillary, my pet chameleon. I won't be long.

Frank looks at Penelope longingly. His hand drops from the door knob.

Penelope's eyes burn at him.

PENELOPE

Not a good idea, Frank. We need to  
sit tight and hunker down.

She moves closer, presses the back of her hand to her  
forehead and poses dramatically.

PENELOPE

(southern drawl)

You can't leave us all alone!

She smiles and falls into his arms.

INT. HOTEL ROOM, NIGHT

The sparse furniture casts eerie shadows in blue TV light.

A janitor's uniform hangs on the closet door.

Federica thumbs bullets into a clip then SLAMS it into a  
black 9mm semi-automatic PISTOL and jams it into a baggie.

ON THE TV SCREEN

President George W. Bush fills the screen.

GEORGE BUSH

... weapons of mass destruction ...

BACK TO: HOTEL ROOM

Federica touches the remote control to turn off the TV.

A camera, laptop computer, mini-printer, laminator, the gun  
in a baggie, and a litter of cables crowd the table.

Federica turns off the printer and surveys her work under  
the desk lamp.

Frank's laminated MicroTek ID card now bears a picture of  
Federica, a new bar code, and the name "Fran Carter".

Federica takes a drag off a cigarette and looks at her watch.

Her digital watch reads 24:00, midnight.

She opens the laptop computer.

An image springs on-screen, a bright blinking dot on a Silicon Valley street map.

FEDERICA

Shit!

Federica shakes her head. Her face piques and she angrily stubs out her cigarette in an ashtray.

Federica picks up a cell phone and dials. It RINGS.

INT. LIVING ROOM, PENELOPE'S HOUSE, NIGHT

Frank's cell phone BEEPS. Frank and Penelope look at each other romantically, sitting close together on the couch. Frank's parents are sacked out in sleeping bags on the floor. BEEP. Frank digs his cell phone out of his pocket.

He answers with trepidation.

FRANK (on phone)

This is Frank.

FEDERICA (on phone, O.S.)

What about our meeting, lover?

Frank stands. He swallows, but bravery surfaces on his face.

FRANK

(whispering to Penelope)

It's her!

FRANK (on phone)

Police are here now! Stay away or we will use deadly force!

Penelope grabs the phone and glares into it fiercely.

PENELOPE (on phone)

You don't scare us! I've got a gun!

INT. HOTEL ROOM, NIGHT

Federica shuts the laptop, and powers off the laminator.

FEDERICA (on phone)

I'm coming for you, Frank! I'm coming for you!

She hangs up the phone and chuckles. She turns off the light.

Federica quickly strips to her underwear. She slips into bed, pulls up the covers and lays her head on the pillow.

She flips off the bed lamp. In the dark, she laughs deeply.

FEDERICA

I just love screwin' with 'em.

INT. LIVING ROOM, PENELOPE'S HOUSE, NIGHT

Frank turns off his cell phone.

His parents peer up from the floor, half sitting. Penelope eyes him from the couch.

FRANK

She says she's coming for me!

Frank looks scared.

George flushes. He rises to a squat then stands up out of his sleeping bag.

GEORGE

We can't let her— Oh!

SLOW MOTION: INT. LIVING ROOM, PENELOPE'S HOUSE

GEORGE'S POV

Frank looks at George with intense concern.

FRANK

(slow motion)

You okay, Dad?

BACK TO SCENE: NORMAL TIME

George slaps his hand to his heart and collapses.

INT. HOSPITAL ROOM, DAY

The BEEPS AND TONES of biosign monitors weave a steady rhythm with labored BREATHING. Fluorescent lights HUM. The IV DRIPS.

George lies unconscious and intubated in the bed in green hospital pajamas, covered by a sheet and an oxygen mask.

Martha sits beside the bed, collapsed.

A uniformed NURSE leaves the room as Frank walks in.

FRANK

Any change?

MARTHA

The doctor told me it was a heart attack. They think the damage was extensive.

She mops her eyes with a handkerchief.

FRANK

Oh, Mom!

MARTHA

He was a good man.

Martha sobs into the handkerchief.

FRANK

Mom, you look exhausted.

MARTHA

We've been here for hours.

FRANK

You should go home and sleep.

She kisses Frank's cheek.

MARTHA

No, but I'll walk over and get some coffee. You'll stay with him?

FRANK

Yes, Mother.

She gets her purse, moves to the bed and takes George's hand.

MARTHA

(to George)

I'll be right back, honey.

She turns to go.

MARTHA

(to Frank)

Say goodbye to your father, Frank.

She bursts into tears and rushes out the door.

A Nurse comes in and makes adjustments to the IV tube.

She looks at Frank and smiles comfortingly.

NURSE

He's drifting in and out. He may  
respond if you speak to him.

She bustles away.

Frank turns back to the bed and looks compassionately at  
George's face beneath the tubes and oxygen mask.

George's eyes are closed. His breath rattles in his  
breathing tubes which alternately fog and clear.

Frank tentatively takes George's hand.

FRANK

Dad, it's me, Frank.

Frank watches hopefully.

George's eyes flutter.

FRANK

I want you to know that I love you.

Frank smiles grimly and sheds a tear.

George's breathing deepens. He blinks. His eyes open  
without focusing. He tries to speak, moans briefly, then  
shifts in the bed and closes his eyes.

FRANK

Dad?

George's eyes open slowly.

Frank squeezes his father's hand, his father squeezes back.

Frank smiles.

FRANK

Did they tell you? You've had a  
heart attack. We're all very  
concerned.

George looks at him dreamily. His eyes focus on Frank.

Frank looks nervously towards the door.

Frank removes the case from his pocket, opens it and pulls out the Thought Translator.

He powers it on. It BEEPS 3 tones and blinks 3 colors.

Frank carefully inserts the Thought Translator into his ear.

Frank looks at his father's face.

FRANK  
Are you okay, Dad?

Frank's ear fills with rumbling STATIC AND FLUID SOUNDS as the Thought Translator calibrates.

FRANK  
It's me, Frank. Can you hear me, Dad?

George smiles feebly.

GEORGE'S THOUGHTS (V.O.)  
Frank ...

Frank smiles.

George's eyes look beyond him.

GEORGE'S THOUGHTS (V.O.)  
Martha!

FRANK  
Mom was here. I sent her away.  
She needed a break. She'll be back.

GEORGE'S THOUGHTS (V.O.)  
... love her so!

Frank leans closer to George and tenderly brushes hair out of George's face.

GEORGE'S THOUGHTS (V.O.)  
... your mother means so much to  
me. I never would have made it  
without her at my side.

FRANK  
I know how much you love Mom.

George's eyes shift to look at Frank.



GEORGE'S THOUGHTS (V.O.)

Frank ... I'm afraid ... to die.

Frank nods and reaches to squeeze his father's shoulder.

GEORGE'S THOUGHTS (V.O.)

Son, find someone to love. Then  
hold on tight – don't ever let go!

Frank's eyes brim.

GEORGE'S THOUGHTS (V.O.)

I know I never said it enough:  
want you to know I love y-

George collapses into the bed and closes his eyes.

Alarms sound from the monitors. Frank looks on, panicked.

The Nurse strides in and checks the patient's pupils. She  
adjusts the IV, then turns to Frank.

NURSE

You better let him rest.

The Nurse marks George's chart then leaves the room.

George's breathing becomes raw and uneven.

Frank looks concerned. His eyes dart to the call button on  
the wall and blink rapidly.

GEORGE'S THOUGHTS (V.O.)

... don't want to go.

George's features frown and struggle.

GEORGE'S THOUGHTS (V.O.)

I'm not ready!

His brow relaxes.

GEORGE'S THOUGHTS (V.O.)

Oh, yes ...

His features calm.

GEORGE'S THOUGHTS (V.O.)

... feel so light ...

He smiles thinly.

GEORGE'S THOUGHTS (V.O.)

So peaceful ... Now I see ... the  
truth.

His face brightens.

GEORGE'S THOUGHTS (V.O.)

I can help? Yes, I want to help!

His eyes pop open and show revelation.

GEORGE'S THOUGHTS (V.O.)

I can see I've got work to do. So  
many lies. If only we all weren't  
so afraid.

Understanding enlightens his face and his eyes focus on Frank.

GEORGE'S THOUGHTS (V.O.)

THERE IS NOTHING TO FEAR!

Perspiration drips from George's forehead.

He frowns and his eyes close.

The HEART MONITOR FLAT-LINES with a lifeless monotone.

George's eyes open briefly, then close.

Frank holds his father's hand and cries. After watching his  
father's face go pale, Frank steps closer, leans in, opens  
his father's eyelids, and looks intently inside.

Disappointment compounds the grief on Frank's face.

He lets go of his George's hand and backs away.

INT. ENTRYWAY, PENELOPE'S HOUSE, NIGHT

Beside the front door, the illuminated face of the wall-  
mounted security keypad reads "3:12 am - ACTIVE".

In the dark living room, Penelope in black & tan cowboy  
pajamas lays in a sleeping bag on the couch, shotgun beside  
her on the floor.

A moon shadow falls on the bottom of the front door.

In the living room, Penelope grabs the shotgun and sits up.

The front door CREAKS.

Penelope tenses in the dark.

She sits erect and aims the shotgun at the front door.

PENELOPE

Halt! I have a gun. Who's there?

She PUMPS THE SHOTGUN.

PENELOPE

Stop or I'll shoot!

Penelope props the shotgun on the arm of the couch and takes cover horizontally, laying flat on the couch.

PENELOPE

Show yourself or I'll shoot!

Penelope aims carefully at the door.

The front door CREAKS again, and WIND howls outside.

Penelope relaxes and puts down the gun. She sighs.

PENELOPE

I am listening way too hard!

INT. ENTRYWAY, PENELOPE'S HOUSE, DAWN

A car (O.S.) in the driveway honks three times.

Penelope approaches the front door and peers out the peephole, clutching her shotgun by the barrel.

She shoulders the weapon, punches buttons on the wall-mounted security keypad, and steps out the front door.

PENELOPE

I'm so glad you're back! Come on  
in - quick!

Frank and Martha slip in as Penelope covers them from the porch with the shotgun.

Penelope backs in then SLAMS and locks the door and punches buttons on the security keypad.

INT. LIVING ROOM

Frank and Martha, pale and depressed, sit in the living room.

Penelope props the shotgun in the corner and steps over to sit beside Frank on the couch and take his hand. She separates enough to look him in the eye with warm concern.

PENELOPE

I'm so sorry your Dad died. He led a good life. Are you okay?

Frank sighs and holds her tight.

FRANK

I am now ... with you.

Frank looks mature, thoughtful.

FRANK

And I've learned something by his passing.

Frank seems strangely wiser.

Penelope's lips press together in a meager smile and she hugs Frank tightly.

PENELOPE

I'll ride shotgun with you in the morning.

They exchange brave, earnest glances.

INT. LOBBY, MICROTEK, SILICON VALLEY, DAY

Early morning light glows on the marble floor as the swirling heads of the FLOOR CLEANING MACHINE polish at high speed.

Federica walks the machine noisily to the security desk and smiles at the SECURITY OFFICER. Federica wears blonde pig-tails, heavy makeup, and a janitor's uniform showing lots of cleavage. Her breast pockets are labeled "MicroTek" and "Fran".

She turns off the machine and parks it. She snatches up a mop out of a pail of water and swabs the corner industriously.

Federica throws the mop into the pail and hangs it from the side of the floor cleaning machine. She wheels it over to the security desk and through the metal detector.

An ALARM BEEPS and flashes. The Security Officer stands up challengingly. Federica waves a security badge at him.

Another ARMED GUARD looks over Federica's gear and figure.

Federica sets the pail and mop down just inside the metal detector and starts up the FLOOR CLEANING MACHINE. She loudly cleans the floor within the security area.

The Security Officer hands back Federica's security badge and frantically waves her on. He covers his ears, cringing.

Federica cleans her way to the end of the hall. She walks back to pickup the pail and mop then walks back up the hall and wheels the machine through the door.

INT. LIVING ROOM, PENELOPE'S HOUSE, DAWN

Martha speaks with panic into the phone. Frank watches in wonderment while Penelope hefts the shotgun.

MARTHA (on phone)

Yes, a scream! Please send an officer right away!

Martha hangs up the phone and looks pleased.

FRANK

Mom, I never knew you had such acting talent!

PENELOPE

Okay, backup's on the way. Remember the plan!

Penelope PUMPS A ROUND into her shotgun.

Frank zips his jacket and Penelope aims the shotgun toward the door.

Martha nods readiness and peers out the living room window.

Penelope peers through the peephole, then gives a thumbs up.

PENELOPE

We are a GO!

Penelope charges out the door, Frank on her tail.

Martha closes and bolts the door, then runs back to the front window and peeks out between the curtains.

EXT. FRONT YARD, PENELOPE'S HOUSE, DAWN

The blue stucco walls sparkle in the morning light, accented with white trim and lattice windows.

Waving the shotgun, Penelope runs by a pink flamingo stuck into the center of her front lawn.

Frank warily heads for his car, parked in the driveway.

He waves his remote at the Prius; it BEEPS and flashes.

Across a sideyard, the neighbor's front DOOR OPENS, drawing Penelope's attention; she swivels and aims.

The ELDERLY NEIGHBOR walks onto his porch pulled by TWO SCHNAUZERS who strain at their leash. His eyes bulge as he sees Penelope. He backs quickly into his house. The dogs YELP as they're tugged back inside and the DOOR SLAMS shut.

Frank opens his car door and checks the back seat. He climbs into the driver's seat, SLAMS and locks the door.

Crouching low beside a trash can, Penelope looks up and down the sidewalk, shotgun at the ready, and crosses the street.

Frank's CAR STARTS QUIETLY then backs silently out of the driveway, and halts opposite Penelope.

Penelope opens the car door, shoulders the shotgun, gets in.

Frank's car PURRS down the street.

INT./EXT. FRANK'S CAR, DAWN

Trees zip by as Frank quietly zooms down the residential block.

Frank grips the steering wheel nervously and looks grim.

Penelope warily scans in all directions.

PENELOPE

Okay! Strategy: Spring like a jackrabbit! Floor it!

Frank's foot presses down on the accelerator.

The car speeds up a tiny amount.

Frank shrugs at Penelope.

INT./EXT. FRANK'S CAR, 4-LANE RESIDENTIAL THOROUGHFARE, DAY

Frank turns onto a larger street and looks around fearfully.

As traffic thickens, Penelope peers into each vehicle.

Frank speeds around a curve and passes a fire truck in the right lane. He cuts off the fire truck as he speeds onto a freeway on-ramp signed "280 South".

INT./EXT. FRANK'S CAR, HIGHWAY 280, DAY

The pink concrete sound wall blurs past as Frank's Toyota Prius speeds down the freeway, thick with commute traffic.

PENELOPE

So far, so good.

Frank looks relieved.

PENELOPE

New strategy: Vigilance!

Penelope carefully scrutinizes each driver around them.

A Honda Civic driver, 20s male with long hair, steers steadily, picking his nose.

A truck driver, 30s male, argues angrily into his cell phone.

Frank turns his head to squint at a late model Audi.

A shadowy 40s female driver wearing a hat looks over and aims a shiny black gun shape at him!

FRANK

Gun!

Frank, terrified, hunches down and peeks over the dashboard to steer. Penelope crouches and shifts the shotgun to aim.

Frank steps on the accelerator.

He frowns at the slow response.

FRANK

Come on car!

Frank VEERS onto the shoulder and careens down an off-ramp.

INT./EXT. FRANK'S CAR, BUSY RESIDENTIAL STREET, DAY

Frank and Penelope look back intently.

The Audi follows behind them.

Frank looks down at the floored accelerator, disappointed, then looks up.

His face explodes in shock.

Ahead, a line of Montessori kindergartners wearing white turbans parades through a cross-walk across the tree-lined street. The children see Frank's car and scream. They scatter, racing across the street.

Frank screams.

Penelope screams.

Frank grimaces and stomps on the BRAKES.

One small GIRL freezes in the middle of the street. She stares at Frank's car with big eyes, paralyzed by fear.

Frank's face reddens as he puts all his weight on the brake.

The Girl's face widens in fear.

Frank's face widens in fear.

Penelope's face widens in fear.

Frank's foot bears down on the brakes, SCREECHING.

Frank and Penelope vault forward, restrained by their seatbelts.

The car stops, inches from the Girl, who drops a doll.

The doll's porcelain head CRACKS upon hitting the asphalt.

The car lurches and Frank falls back into his seat, relieved.

Penelope fearfully looks to the left side where the Audi has pulled up even with them.

Inside the Audi a MIDDLE-AGED WOMAN turns toward Frank.

A shiny tubular device aims at Frank.



Frank cringes and ducks then peers out over the dashboard.

Penelope aims her shotgun and ducks.

INT./EXT. AUDI, DAY

A LITTLE GIRL in the passenger seat waves a blow dryer at her hair. She brushes and pretends to cry.

MIDDLE-AGED WOMAN, driving with both hands on the wheel, looks over, motherly.

MOM

I can't, Honey, I'm driving. You  
have to do it yourself.

The Little Girl pulls the brush through her hair with difficulty.

INT. JANITOR'S CLOSET, MICROTEK, DAY

Mop and broom handles crowd shelves of cleaning supplies in the small dark closet.

Federica reaches into the pail of dirty water and pulls out a baggie containing the black 9mm pistol and silencer. She unwraps it, screws the silencer onto the barrel, CHAMBERS A ROUND, and hides the gun in her shirt.

She narrows her eyes and squints.

INT. FRANK'S OFFICE, MICROTEK, DAY

The door opens abruptly and Frank charges into the room. He looks stressed and sighs with relief.

Penelope follows politely.

FRANK

Whew! Have a seat, honey.

Frank waves her to the couch then walks toward his desk.

Frank sits in his chair and wheels over to his desk, then suddenly stops in his tracks.

From beneath the desk, Federica sneers and sticks the GUN with silencer into Frank's crotch.

Frank squawks and recoils.

FEDERICA

Hello, Frank!

Penelope looks alarmed.

Federica pushes Frank back with the gun and peeks out at her.

Frank wheels his chair back.

FEDERICA

You both just sit tight. Where is the Diogenes device, Frank?!

Frank stammers; fear distorts his face.

FRANK

It's ... in secure storage.

Penelope face intensifies.

FEDERICA

Okay, Frank. What's procedure to get it out?

In the corridor outside Frank's office, Jonah passes by and glances in through the glass paneling to wave at Frank.

Frank jerks his eyebrows and waves frantically and points under his desk.

Jonah nods and distances his hands as if measuring a big fish. He walks off laughing.

Frank sadly closes his eyes then looks cleverly at Federica.

FRANK

Send an e-mail, they deliver it by messenger. Takes a few minutes.

FEDERICA

Okay, do it! Send the e-mail.

Frank looks worriedly at Penelope as he powers up his desktop computer.

Penelope looks back, frightened, as STARTUP MUSIC trumpets cheerily.

Frank taps the stud on the Thought Translator in his ear. He coughs to cover its startup tones.

Frank opens a new e-mail message.

ON THE COMPUTER SCREEN

The title bar reads COMPOSE MESSAGE. In a text box:

Robbery in progress!  
Send security to room 206 asap.

The letters F-r-a-n-k PECK OUT one by one.

BACK TO: FRANK'S OFFICE

STATIC AND FLUID SOUNDS surge then fade in Frank's ear as he aims his head at Federica, still crowded under Frank's desk.

FEDERICA  
No funny business!

A CLICK and the computer screen clears.

FEDERICA  
What happens next?

Federica pokes the gun into Frank's groin.

Frank squawks, aiming his head to track Federica.

FRANK  
Travels in a briefcase. I have to sign for it.

FEDERICA  
Then we wait - silently - until it gets here. Nobody moves!

FEDERICA'S THOUGHTS (V.O.)  
Soon's I have it in my hand, slap a patch on his jugular. Then her. Knock 'em out fast. I'm gone.

Puzzlement distorts Frank's face. He picks up the sunblock from his desk and aims two quick SPRAYS onto his jugular vein.

FEDERICA'S THOUGHTS (V.O.)  
... suffered for this ... worth millions ... He better not screw this up!

Federica sticks the gun into Frank's knee.

FEDERICA'S THOUGHTS (V.O.)

Better kneecap him so he knows I'm serious.

Cowardice yellows Frank's face. He cringes and pulls away.

FEDERICA'S THOUGHTS (V.O.)

On second thought, better kneecap her.

Panic convulses Frank. Determination washes over his face.

FRANK

No! Wait, look ...

Frank removes the Thought Translator from his ear and puts it in his palm.

FRANK

I lied. Here it is!

Frank looks glum as he gives the Thought Translator to Federica. Frank extends his hand below the desk and rolls it onto the floor.

Federica's hand follows it as it rolls, reaches out from beneath the desk and snatches it.

Federica looks at it dubiously.

FEDERICA

Hell! It took up three floors when they used it on me!

FRANK

Yes! Damn it! That's what we do here! We miniaturize electronic devices!

Federica holds it to her eye, letting her gun droop.

Federica's smile stretches from cheek to cheek.

FEDERICA

What's the range?

Federica stretches her legs and struggles upright, glancing through the glass walls, keeps the gun hidden at desk level.

FRANK

Two meters.

Federica pockets the device and looks smilingly at Frank. In her pocket, her fingers strip the wrapper off a medicated patch.

Federica steps toward Frank and points to Frank's right.

FEDERICA

Look at that.

As Frank looks, Federica thumbs a patch onto his jugular vein.

FRANK

Wha-

Frank's mouth and eyebrows stretch humorously. His eyes close and his face falls flat. He teeters drowsily out of his chair and keels over onto the floor.

Frank SMACKS his eyebrow against the desk as he falls.

Federica's face expresses pain.

PENELOPE

Frank!

FEDERICA

Ow! Sorry about that, Frank!

Federica glances out the glass paneling, crouches to hide, and aims her gun at Penelope.

FEDERICA

Do not move!

Federica fumbles in her pocket and readies another patch.

FEDERICA

Just a fast-acting but harmless  
sedative.

Frank is out cold, collapsed in an awkward heap on the floor.

Federica steps over Frank's still body to Penelope. She aims her gun at Penelope's heart and points to the side.

FEDERICA

You see that?

Penelope looks to the side and Federica abruptly reaches toward her, patch in hand.

Suddenly, Frank is standing. He twists his torso to stretch and reach the framed photo of Kim on the desk.

Federica slaps the patch on Penelope's jugular vein.

The metal frame flashes as it SMASHES into Federica's skull.

Federica crashes to the carpet face first, head bloody.

As Penelope slumps over on the couch, out cold, Frank rips the patch from her neck.

Frank rips the patch off his neck and glares at Federica's still body.

Frank jerks his deskphone out of its cradle and punches 911.

He jams the phone to his ear and sits on his desk, facing with his back to Federica. He wipes his hand down his face.

FRANK

Man!

Blood streams down Federica's face as she struggles to stand.

Frank turns and fear spreads across his face.

Federica points her gun unsteadily at Frank.

FEDERICA

This is for Peter Mueller.

Federica thumbs back the hammer of her 9mm pistol and aims.

Frank throws the phone at Federica, hitting her shooting arm.

The GUN FIRES.

Shards spray across Frank's desk as the glass wall SHATTERS.

BLOOD SPURTS across Frank's chest.

Seen through the broken window, TWO UNIFORMED SECURITY OFFICERS approach with guns drawn.

Federica jams the gun into her shirt, mops the blood from her head, and runs out the door.

INT. OFFICE CORRIDOR, MICROTEK, DAY

Federica closes the door softly and turns down the corridor at a relaxed pace.

As two office workers pass, she counts the light bulbs out loud with her finger and walks, staggering, hugging the right side of the hallway.

INT. LIVING ROOM, PENELOPE'S HOUSE, NIGHT

Penelope and Frank hold hands on the couch. Frank has a black eye and bandaged arm, in a sling. He smiles at Penelope, sitting beside him.

FRANK

... and I'm getting a raise, too.

Penelope smirks at Frank.

PENELOPE

It sure was scary. I'm just glad it worked out so well. But ... never again, right Frank?

Frank looks enlightened. He puts his arm around her shoulders.

FRANK

Of course not.

On the couch behind Penelope, Frank's fingers are crossed.

PENELOPE

So what happened to Federica?

Frank shrugs and looks philosophical.

FRANK

Got away without a trace.

EXT. VICTORIA HARBOR, HONG KONG, DUSK

Boats CHUG nearby and masts CLANK. Harbor lights bob and gleam in the waning sunset.

Hong Kong's massive skyscrapers tower above, twinkling.

EXT. TOP DECK, STAR FERRY, VICTORIA HARBOR

The passenger ferry rocks with a wave and fitfully REVS ITS ENGINES.

A knot of PASSENGERS streams across the blue-canopied ramp; commuters head to the benches, tourists to the rails.

A man in a black coat stands near the rail. He takes a drag and flips the bright spark down through a graceful 30-foot arc scratched against the black water and ship's hull.

EXT. TOP DECK, CORNER

The scarred planks creak and roll. Three figures talk cautiously near the rail, mainland lights in the background.

JOE, 30s, muscular American thug, handsome in a suit with briefcase, watches suspiciously. His hand bulges in his pocket.

JOE'S THOUGHTS (V.O.)

What a woman!

Federica, sleek in short black hair and spandex, eyes him - head steady - as she reaches into her pocket.

Joe steps between her and the other man and raises the briefcase defensively; his hand strains in his pocket.

JOE

Please, keep your hands away from your pockets!

Federica smiles at him calmly.

FEDERICA

(Australian accent)

Down boy! Just getting out the case, okay?

Joe stares into her eyes; his intense face melts to a smile.

JOE'S THOUGHTS (V.O.)

I s'pose frisking you is out of the question. Hmmm ...

Federica scolds him with her eyes. She shows him the black case, then turns to aim her head at the other man.

The FRENCHMAN, 60s, grey, dapper, and debonair, studies her.

STATIC AND FLUID SOUNDS wash out the rhythms of the harbor.



FRENCHMAN'S THOUGHTS (V.O.)  
 (Parisian accent)  
*Tu es morte, mademoiselle.*

FRENCHMAN  
*Oh! Ca va, Joe.* Leave the pretty  
 girl alone.

The Frenchman smiles lecherously at Federica.

STATIC AND FLUID SOUNDS fade as Federica looks back to Joe.

Disgust flashes on Joe's face as he watches the Frenchman.

JOE'S THOUGHTS (V.O.)  
 Arrogant frog.

Joe turns to stare at Federica appreciatively. He sighs.

JOE'S THOUGHTS (V.O.)  
 I could do anything with a woman  
 like that at my side.

Federica blushes and turns her attention to the Frenchman.  
 STATIC AND FLUID SOUNDS fade as the signal is reacquired.

The Frenchman leers at her.

FRENCHMAN'S THOUGHTS (V.O.)  
*Ah, magnifique!* What a pity.

FRENCHMAN  
 Show her the money, Joe.

Joe sits on the bench and opens the briefcase on his lap.

Neat blocks of hundred dollar bills pack the briefcase.

Federica smiles appreciatively. Her eyes narrow as she looks  
 back at the Frenchman.

FEDERICA  
 So, time for a demonstration?

Federica smiles confidently at the Frenchman leaning against  
 the rail beside her. Joe closes the briefcase and joins him.

FRENCHMAN  
*Ah, mais oui, bien sur.*

He waves at the black case.

FRENCHMAN  
(commandingly)  
Open it.

Federica moves opposite him and opens the empty black case.

FEDERICA  
This is the empty case. You can  
see its size and shape. I'm  
wearing it now in my left ear.

The Frenchman looks down uncertainly and glances at Joe.

FRENCHMAN'S THOUGHTS (V.O.)  
*Oop-la!*

She pulls her hair back to show him the device in her ear.

Federica aims her head carefully at the Frenchman and smiles  
insincerely as STATIC AND FLUID SOUNDS fill her ear.

FRENCHMAN  
I am thinking of my favorite  
color.

FEDERICA  
Blue.

The Frenchman looks at Federica thoughtfully.

FRENCHMAN  
The name of my mistress?

Federica smiles, enjoying the game.

FEDERICA  
Dominique.

The Frenchman smiles brightly and looks happily at Joe.

FRENCHMAN  
*Incroyable!*

He steps close to Federica and uses a black-gloved hand to  
turn her head. He looks at her left ear; he smells her.

He steps back to the rail and turns around to look at her.

FRENCHMAN

I want a ...

Federica laughs.

FEDERICA

Toyota Prius.

The Frenchman smiles childishly and nods to Joe.

FRENCHMAN

*Oui.*

He waves for Joe to give the briefcase to Federica.

FRENCHMAN

Take it out. I want to try it.

Federica steps toward the Frenchman, smiling.

In a blink, she jabs him in the eye. As he jerks his head backwards over the rail, she leans down, grabs his knees, and hoists him over the rail.

Joe leaps to intervene, unsuccessfully grabbing at the Frenchman's legs as he falls to the water below.

Joe leans over the rail and watches him fall, then turns to Federica holding a shoe in one hand, his gun in the other.

Federica breaks out laughing and plops down on the bench, arms splayed. With open fingers, she waves surrender to Joe.

FEDERICA

He planned to kill me!

Joe's pistol aims at her head. The Frenchman SPLASHES into the water below.

Federica stares at Joe. STATIC AND FLUID SOUNDS swell.

JOE'S THOUGHTS (V.O.)

She is masterful! What a beauty.

JOE

Did you kill him?

FRENCHMAN

(from the water below)

*Secours!*

Disappointment splashes across Federica's face.

FEDERICA

Guess not.

Joe lowers his gun and looks down into the water.

Her hand fumbles with a black 9mm PISTOL taped to the back of the bench as Joe struggles with emotions in background.

Federica CHAMBERS A ROUND and aims her pistol at Joe.

Joe turns back at the sound, amazed.

Aiming at him carefully, Federica picks up the briefcase.

FEDERICA

This is a lot of money, Joe.

She aims the gun away, gesturing palm up, and smiles inquisitively. She works her eyebrows.

A bright smile grows on Joe's face.

Joe turns back to peer over the rail. He aims down carefully.

FRENCHMAN

(from the water below)

*Merde! Joe, aides-moi -*

Joe fires the PISTOL twice, and the voice halts abruptly.

Joe turns back to Federica. He tosses his gun overboard.

FEDERICA

Let's take the ferry back to Kowloon. The view of Hong Kong's lights is just so gorgeous.

He smiles broadly and offers her his arm.

Federica tosses her gun over the rail and sets down the briefcase. She takes his arm and smiles brilliantly at him.

FEDERICA

Sweetheart, would you mind?

She gestures at the briefcase.

Joe smiles and picks it up.

JOE

We can walk the Miracle Mile and talk over what to do with all this money.

They walk off beaming, arm-in-arm.

INT. LIVING ROOM, PENELOPE'S HOUSE, NIGHT

Penelope smiles sagely at Frank, beside her on the couch.

FRANK

If only the world could be a more honest place.

PENELOPE

Maybe there's a silver lining in all this, sweetie. Maybe a few politicians will be little more honest now.

Frank looks lovingly at Penelope.

FRANK

Me, too.

Penelope smiles slow and sexy as she takes Frank's GLASSES off.

PENELOPE

I've found an honest man, huh.

Frank looks reflective.

FRANK

Mom always said, "Lies always lead to trouble."

PENELOPE

Maybe you should make an honest woman out of me, Frankie.

Frank's face, at first confused, opens into a warm smile that broadens with courage.

FRANK

I love you.

Frank and Penelope smile into each others' eyes.

FADE OUT