

OCEAN'S 11

screenplay by

Ted Griffin

based on a screenplay by

Harry Brown and Charles Lederer

and

a story by

George Clayton Johnson & Jack Golden Russell

LATE PRODUCTION DRAFT

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2

CONTINUED:

2

BOARD MEMBER #3

If released, is it likely you would fall back into a similar pattern?

DANNY

She already left me once. I don't think she'll do it again just for kicks.

Glances dart between the Board Members.

BOARD MEMBER #1

Mr. Ocean, what do you think you would do if released?

Danny considers.

DANNY

(deadpan)

I don't know. How much do you guys make a year?

3

INT. MINIMUM-SECURITY PRISON - CHECK-OUT STATION - DAY

3

GUARD #2

Ocean, Daniel.

Danny steps forth, and GUARD #1 doles out his possessions and a form certifying their return to Danny.

GUARD #2

Sign.

(adding a piece of mail to the pile)

This came today for you. Rest'll be forwarded to your parole officer.

GUARD #1

(reading its return address over Danny's shoulder)

Those your lawyers?

DANNY

My wife's.

He opens the letter, and as his eyes gaze over the papers within, he smirks just a little.

GUARD #1

What's it say?

(CONTINUED)

3 CONTINUED:

3

DANNY

I'm a free man.

4 INT. CHANGING CUBICLE

4

Danny pulls on civilian clothes and there's not a bare thread among them. He tugs his cuffs and smiles: The old skin feels good. One last item to don: a silver wedding band. Danny considers it. Will he put it on?

5 EXT. MINIMUM-SECURITY PRISON - FRONT GATE - AFTERNOON

5

A sign reads: "NEW JERSEY STATE MINIMUM-SECURITY CORRECTIONAL FACILITY." Someone has graffitied below it: "If you were in prison, you'd be home now."

The great metal door opens, and Danny stands within its frame, ready for release. (If it matters -- and if you notice -- he's wearing his wedding ring.)

He hovers there for a moment, on the precipice of freedom. The WIND WHISTLES a little on the other side of the gate, and the view ahead is not pleasant (New Jersey): Life is hard out there.

But Danny musters his courage, then takes his first step into free America...

A6 EXT. ATLANTIC CITY BOARDWALK - DUSK

A6

Any empty wintery boardwalk.

6 INT. CASINO (ATLANTIC CITY) - NIGHT

6

... And his wingtip lands squarely on plush red carpeting.

As we PULL UP TO Danny's face and SPIN AROUND him, we hear, then see the BUZZ of a CASINO floor: the HUM of CONVERSATION, the DING-DING-DING and THUNK-THUNK-THUNK from the SLOTS, the brisk WHIR of SHUFFLED CARDS.

And to Danny, it's a hearth and fire and a comfy chair and a snifter of brandy. He's home.

ON DANNY'S WALLET

As he pulls out several crisp one hundreds, sets them on green felt, then sees them replaced by a neat pile of chips.

7 AT BLACKJACK TABLE

7

Danny cranes his neck about the casino, looking for someone -- a friend, somebody who should be here -- but without success. He turns his attention back to his cards, and the cards of the dealer.

Nine-ten. Stay. Dealer -- seventeen. Danny wins.
King-four. Dealer shows a six. Stick. Dealer busts.
Queen-ace. Twenty-one. Danny wins again.

A second dealer relieves the first, and Danny recognizes him with a smile -- this wasn't the friend he was scouting for, but two hours out of the joint any familiar face is welcome.

DANNY

Hello, Frank.

The new dealer (FRANK CATTON) glances up at Danny, and his eyes go wide, like a priest who's discovered he's dealing communion wafers to the pontiff himself. He quickly hides his astonishment.

FRANK

I beg your pardon, sir. You must have me confused with someone else. My name is Ramon. See?

He taps the name embroidered on his vest, although he is the most African-looking Ramon you've ever seen. A pit boss circles close by and glares at them both.

DANNY

My mistake...
(collecting his chips,
doubled)
Table's cold anyway.

FRANK

You might try the lounge at the Grand, sir. It gets busy around one.

DANNY

(as he goes)
Thanks.

8 INT. LOUNGE AT GRAND

8

Danny checks his watch -- 12:58 -- then the lounge around him: prison had more nightlife. He nurses a bourbon, folds back the New York Times and scans.

(CONTINUED)

8

CONTINUED:

8

His eyes move down the page and stop at a header --
 "Vegas' Paradiso to be Razed; Former Owner Denounces
 Plans" -- accompanied by two photographs...

The first: Tan, well-coiffed developer and new owner of
 the Paradiso, Terry Benedict, with a beautiful (if barely
 visible) woman on his arm. The second: scowling former
 owner, Reuben Tishkoff.

FRANK (O.S.)

Catching up on current events?

Danny lowers the paper; Frank is sitting across from him,
 changed out of his dealer's threads.

DANNY

Ramon?

FRANK

Glad to meet you. Frank Catton
 wouldn't get by the gaming board.

(beat)

You just out?

DANNY

This afternoon.

FRANK

(re: Danny's drink
 and whereabouts)

And already turning over a new
 leaf.

Frank signals a passing waitress; she ignores him.

DANNY

(directly, this is
 why he's here)

You seen him?

FRANK

Last I heard he was in L.A.
 Teaching movie stars how to
 play cards.

(beat)

Why? You don't have something
 planned already?

DANNY

You kidding? I just became a
 citizen again.

Frank stares at Danny a moment, finally catches his eye,
 and Danny can't help but grin: of course he has.

(CONTINUED)

8 CONTINUED: (2)

8

Frank turns his eyes to heaven...

FRANK

Jesus...

9 INT. SUB SHOP - NIGHT

9

MOVING WITH Danny and Frank.

FRANK

It's tough now, our line of work. Everybody so serious. Too many guns, too many computers. Whadda you gonna do? Steal from ordinary people?

DANNY

That would be criminal.

FRANK

So what's left? Banks? Hah. Banks got no money. It's all electronic. Only place that still takes cash is...

DANNY

Casinos.

FRANK

(realizing)

Oh, no...

DANNY

Oh, yes...

FRANK

When?

DANNY

Soon. Interested?

Frank smiles. Danny has his answer.

10 INT. SUB SHOP - FOYER - NIGHT

10

Danny pulls a business card from his jacket, picks up the phone again, and dials the card's number.

(CONTINUED)

10

CONTINUED:

10

DANNY

Yes, Officer Brooks? My name is Danny Ocean. I'm just out, I'm supposed to check in with you within twenty-four hours.

(listens)

No, sir, I haven't gotten into any trouble. No drinking, no sir.

(listens, finishes his bourbon)

No, sir, I wouldn't even think of leaving the state.

OFF the sound of a JET fly-over we...

CUT TO:

A11

EXT. HOLLYWOOD CLUB (DEEP) - REAR ENTRANCE - NIGHT

A11

PULLING OFF the Capitol Building, we PICK UP Rusty (tall, angular, ebony) leaning against his Ford Falcon.

TOPHER (O.S.)

Hey! Hey, Rusty!

Rusty turns to the voice and --

CUT TO:

ANOTHER ANGLE

MOVING WITH him and Topher Grace, the actor, as they push down a back alley.

TOPHER

Hey, I don't know if you're, uh, you know, incorporated or anything, like Rusty Ryan. And, I don't know, incorporated, but you should think about it, really, 'cause I was talking to my manager yesterday --

RUSTY

Bernie?

(CONTINUED)

A11 CONTINUED:

A11

TOPHER

No, not Bernie, I mean not, not that Bernie, my business manager, he's also Bernie, he was telling me that since this, what we do, could be considered research for, you know, a future gig, that I should be able to write it off as a business expense. So he suggested that it'd be better if I wrote you a check, and thereby --

Rusty looks at him: are you stoned?

TOPHER

Or, or we could keep it cash.

By this time, they should have entered --

11 OMITTED

11

A12 INT. HOLLYWOOD CLUB (DEEP) - NIGHT

A12

-- where they must weave through hordes of young Hollywood nightclubbers.

RUSTY

Alright. Who's here?

TOPHER

Josh is here. Seth is here. David couldn't make it. He's got two weeks of reshoots on Lusitania because somebody just figured out forty percent of the budget is coming from Germany.

RUSTY

That's a problem.

TOPHER

Barry is here.

RUSTY

I thought they let him out to do that H.B.O. thing in Vancouver.

TOPHER

Couldn't work the dates. Oh, and he brought his girlfriend.

(CONTINUED)

A12 CONTINUED:

A12

RUSTY
Not the one from --

TOPHER
Uh-huh.

RUSTY
(beat)
I quit watching when Kate left Don
after his accident.

They pass on, and into --

12 OMITTED

12

A13 INT. BACK ROOM - NIGHT

A13

Small but stylish. Rusty enters, Topher in tow.

RUSTY
Good evening, guys. Let's play
some cards...

A glance at the table reveals: the three waiting players
are all young TV stars (Josh Jackson, Seth Green, Barry
Watson) here for a group poker lesson with Rusty. (One
star, indeed, has brought his girlfriend, Katie, also
a known actress, to observe.)

A glance back at Rusty reveals: he's in for a long
night.

RUSTY
... and let's play some cards.

AT TABLE - LATER

The group lesson has begun.

TOPHER
A hundred bucks to me...
(mulling it
over)
Ah, what the hell. Pocket
change. Call.

Rusty leans into Topher's ear, whispering:

(CONTINUED)

A13

CONTINUED:

A13

RUSTY

Why you bet a certain way is your business. But you have to make them think you're betting for a reason. Understand?

SAME SCENE - LATER

To another player:

RUSTY

Seth. You know what you have. Looking at them doesn't change them. Leave 'em where they are and make your bet.

SAME SCENE - LATER

To another player:

RUSTY

You're showing. Yeah, I know she's your girlfriend, Barry, but you can't... Thank you.

SAME SCENE - LATER

To another:

RUSTY

Josh. Deal to your left.

SAME SCENE - LATER

A WAITRESS enters from the club, and DANCE MUSIC with her. As she distributes a fresh round:

WAITRESS

One McCallum neat. And four bottled waters.

Rusty takes in the sight -- bottled fucking water on a poker table.

SETH

(triumphantly)

Two pair -- nines and twos.

Rusty checks his hand: a full-house full of face cards.

(CONTINUED)

A13 CONTINUED: (2) A13

RUSTY
(folding)
You got me.
(as Seth rakes in
his winnings)
Let's take a little break.

13 OMITTED 13

A14 INT. HOLLYWOOD CLUB (DEEP) - NIGHT A14

At the bar, Rusty orders a double. He needs it.

BARTENDER
(shouting over music)
How's the game going?!!

RUSTY
It's been the longest hour of
my life.

BARTENDER
What?!

RUSTY
(at the same volume)
I'm running away with your wife.

The Bartender, not able to hear him, smiles and flashes a thumbs-up before moving away.

BARTENDER
Cool, man!

Behind the bar two go-go dancers writhe behind red-light-district windows, and Rusty catches his own fatigued expression in their reflection. Then, out the corner of his eye, he catches sight of a man passing through the pulsating crowd. Someone familiar to him. He follows.

14 OMITTED 14

A15 INT. HOLLYWOOD CLUB (DEEP) - BACK ROOM A15

Rusty returns.

TOPHER
Hey, Rusty, we got another player,
if that's alright.

(CONTINUED)

A15

CONTINUED:

A15

Topher indicates the new arrival: Danny. Rusty looks as if there's a bad smell in the room.

RUSTY

What's this?

DANNY

The bouncer mentioned there was a game in progress. I hope I'm not intruding.

TOPHER

No intrusion at all --

RUSTY

What was his name, the bouncer's?

DANNY

I don't remember.

RUSTY

A card player with amnesia. This should be fun.

AT TABLE - MOMENTS LATER

Rusty deals the next hand.

TOPHER

What do you do for a living, Mr. Ocean? If you don't mind my asking.

DANNY

Why should I mind? Two cards, please...

(long beat)

I just got out of prison.

TOPHER

Really?

(a glance among the other players)

Really...

RUSTY

(half to divert attention)

Barry, you're showing again.

BARRY (O.S.)

Sorry.

(CONTINUED)

A15 CONTINUED: (2)

A15

JOSH

What'd you, uh, go to prison for?

DANNY

I stole things.

JOSH

What, like jewels? Diamonds?

A beat, then:

RUSTY

Incan matrimonial headmasks.

Looks are exchanged. Everyone digests that.

JOSH

From a museum?

DANNY

Gallery.

SETH

There a lot of money in those?
Incan matrimonial...

DANNY

Headmasks. Some.

RUSTY

Don't let him fool you, Seth.
There's boatloads. If you can
move the things...

(finishing his deal)

One card to me.

(to Danny, pointedly)

... but you can't.

DANNY

My fence seemed confident enough.

RUSTY

If you're dealing with cash, you
don't need a fence.

DANNY

Some people just lack vision.

RUSTY

Probably everybody in cell block E.

(CONTINUED)

A15 CONTINUED: (3)

A15

Now the other players realize. These guys have a relationship. In fact, a criminal one. And, judging from their steely glares across the table, not a happy one.

DANNY

Well, that's all behind us now.

RUSTY

I should hope so.

Danny smiles, icily -- of course, it's not -- then pulls out his wallet.

DANNY

I raise you five hundred dollars.

A hush in the room. Danny has thrown down the gauntlet. He and Rusty hold each other's stares.

RUSTY

Guys: Day One: what's the first rule of poker?

BARRY

Um, never bet on, uh, on a --

TOPHER

'Leave emotion at the door.'

RUSTY

That's right. My friend here just raised me out of pique.

(beat)

Today's lesson. How to draw out a bluff. This early in the game, that much money, I'm thinking he's holding nothing better than a pair of face cards.

(beat)

Seth, raise him.

SETH

Okay. Uh, your five hundred and... another two?

Rusty nods, and Seth pushes in his chips.

RUSTY

Tophe...

TOPHER

Seven to me. Plus three. What the hell.

(CONTINUED)

A15 CONTINUED: (4)

A15

RUSTY

Indeed. But be careful you don't push him too high too fast. Want to keep him on the leash. I call.

It's Josh's turn. He hesitates...

JOSH

What's that to me? A thousand?

RUSTY

All you have to do is call.

DANNY

(off Josh's further hesitation)

What? Your girlfriend holding your purse?

That does it. Josh is in. The bet's to Danny. He checks his hand, and Seth starts to whisper to Topher.

DANNY

Contrary to what Mr. Ryan may say, Seth, I always check my cards before I make a bet. But be careful. I could tell from your face you're holding three of a kind or better.

(digging his wallet out)

Five hundred to call. And two grand more.

Danny stares Rusty down. The others look a little pale.

RUSTY

Guys, you're free to do what you like. It's a lot of money. But I'm staying in. He's trying to buy his way out of his bluff.

Nobody looks too eager to call, but nobody wants to leave a grand on the table, either. Finally, Seth ponies up, and the others -- not be outdone -- do, too.

RUSTY

We call.

Danny sets down his hand. Four nines. It's a winner. The others, jaws dropped, throw in their cards. For the first time tonight, Rusty blanches.

(CONTINUED)

A15 CONTINUED: (5)

A15

RUSTY

Shit. Sorry, guys. I -- I was
sure he was bluffing.

As Rusty plummets in the estimation of all the guys
around him, Danny rakes in his pot.

DANNY

Thanks for the game, fellas.

(then)

Hey, I hate to ask this, but
could you sign something for me?
It's for the guys in the joint.
They just love all your shows.

15 OMITTED

15

A16 EXT. HOLLYWOOD CLUB (DEEP) - NIGHT

A16

A queue of clubgoers erupt in a frenzy as Topher and
company exit, and they begin signing autographs. Danny
and Rusty exit, too, but of course nobody gives a shit
about them.

16 INT. RUSTY'S FALCON - MOVING - NIGHT

16

Danny and Rusty ride silently, staring out opposite
windows at Sunset Boulevard.

RUSTY

That was, that was just...

DANNY

Unprofessional.

Rusty agrees.

RUSTY

How was the clink? You get the
cookies I sent you?

DANNY

Why do you think I came to see you
first?

Danny pulls out a wad of bills from his jacket, peels off
half, and hands it to Rusty.

DANNY

Ten grand. Half of it's yours.

(CONTINUED)

16 CONTINUED:

16

RUSTY

You barge into my new workplace,
ruin my professional reputation,
least you could do is tell me
you've got something better for
me.

DANNY

I've got something better for
you.

17 INT. CANTER'S DELI - NIGHT

17

They're sitting in a booth over coffee.

RUSTY

How's Tess?

Danny stares at him: next subject, please.

RUSTY

Alright. Tell me.

DANNY

It's tricky. No one's ever done
it before. Needs planning, a
large crew.

RUSTY

Guns?

DANNY

Not loaded ones. It has to be
very precise. There's a lot of
security. But the take...

RUSTY

What's the target?

DANNY

Eight figures each.

RUSTY

What's. The. Target.

(CONTINUED)

17 CONTINUED:

17

DANNY
 (deep breath, then)
 When's the last time you were in
 Vegas?

RUSTY
 What? You wanna knock over a
 casino?

Danny puts down his coffee. And shakes his head. And lifts three fingers: three casinos. Rusty must put down his coffee, too.

18 EXT. DOWNTOWN L.A. - NIGHT

18

It's after hours downtown. Dark, empty, dead...

19 INT. LIBRARY TOWER - 40TH FLOOR CORRIDOR - NIGHT

19

Lights out on the 40th. Engraved brass announces: J.A. KUEHN & ASSOCIATES, ARCHITECTS.

Two flashlight beams strafe wood-paneled, elegant offices: Danny and Rusty on late-night reconnaissance. As Danny prowls a cabinet full of blueprints, Rusty passes the time switching papers from a desk's in box to its out box.

At last, Danny finds the right set of blueprints and drapes it across the desk; we, however, never see it.

DANNY
 The vault at the Bellagio.

A beat as Rusty scans the document, then another underneath it.

RUSTY
 If I'm reading these right -- and I think that I am -- this is probably the least accessible vault ever designed.

(beat)
 Oops. Actually, you know what, I'm wrong. It's definitely the least accessible vault ever designed.

DANNY
 Yep.

Rusty's brow furrows just a little.

(CONTINUED)

19

CONTINUED:

19

RUSTY

You said three casinos...

DANNY

(flips to next
blueprint)

These feed into the cages at both
the Mirage and the M.G.M. Grand.

(tapping vault)

But every dime ends up here.

RUSTY

The Bellagio, Mirage, and... These
are Terry Benedict's places.

DANNY

Yes, they are. Think he'll mind?

RUSTY

More than somewhat.

20

AT 40TH FLOOR ELEVATOR BAY

20

No ding. The elevator just arrives. Its doors part to
reveal a SECURITY GUARD within, here to make his tour; a
large fellow, he has to duck to exit.

21

BACK WITH DANNY AND RUSTY

21

As Danny rolls up the set of blueprints, Rusty considers
the plan (which, in our absence, Danny has pitched him).

RUSTY

You'd need at least a dozen guys,
doing a combination of cons.

DANNY

Like what, you think?

RUSTY

Well, off the top of my head, I'd
say you're looking at a Boesky, a
Jim Brown, a Miss Daisy, two
Jethros, and a Leon Spinks. Oh,
and the biggest Ella Fitzgerald
ever.

(beat)

Where do you think you're gonna get
the money to back this?

(CONTINUED)

21

CONTINUED:

21

DANNY

As long as we're hitting these three casinos, we'll get our bankroll. Terry Benedict has a list of enemies.

RUSTY

But does he have enemies with loose cash and nothing to lose...
(smiles, realizing)

Aha.

DANNY

(smiles, too)

Aha.

RUSTY

Reuben.

22

MOVING WITH SECURITY GUARD

22

as he approaches Danny's and Rusty's voices...

23

BACK WITH DANNY AND RUSTY

23

DANNY

So...

RUSTY

So, here's what I think: You should take this plan, kick it around for a week or two. Sleep on it. Turn it over in your head. Then: never bring it up to me again.

DANNY

Uh-huh. So what are you saying?

RUSTY

I'm saying: this is like trying to build a house of cards on the deck of a speeding boat.

DANNY

Really? I thought it was much harder than that --

Suddenly the Security Guard's flashlight beam hits them square in the eyes. Danny and Rusty put their hands up to block the light.

DANNY

Jesus, Oscar, lower it a little, will ya?

(CONTINUED)

23

CONTINUED:

23

SECURITY GUARD

Sorry.

(lowers beam)

You two done up here? Find what
you wanted?

DANNY

Yeah, thanks. You mind if we
borrow a couple drawings for the
night? Make some copies.

SECURITY GUARD

Whatever you need.

Danny withdraws his money clip, peels off a couple
hundreds, and buries them in the Security Guard's hand.

DANNY

'Preciate it.

24

AT 40TH FLOOR ELEVATOR BAY

24

Danny and Rusty wait for an elevator. When its doors
open, Rusty stops Danny from boarding.

RUSTY

I need a reason. And don't say
money.

(beat)

Why do this?

DANNY

Why not do it?

Rusty stares at him: enough bullshitting around.

DANNY

Because yesterday I walked out of
the joint wearing my entire
wardrobe and you're colddecking
TeenBeat coverboys.

(beat)

Because the house always wins.
You play long enough, never
changing stakes, the house takes
you. Unless, when that special
hand comes around, you bet big.
And then you take the house.

A beat. Rusty smiles.

(CONTINUED)

24 CONTINUED:

24

RUSTY

You're been practicing that speech, haven't you?

DANNY

A little. Did I rush it? It felt like I rushed it.

RUSTY

No, it was good.

They step aboard the elevator. As the door closes:

RUSTY

I wonder what Reuben will say?

Danny and Rusty look at each other.

TISHKOFF (V.O.)

You're out of your goddamn minds.

25 EXT. TISHKOFF'S OPULENT BACK YARD (LAS VEGAS) - DAY

25

REUBEN TISHKOFF, the grimace of a man in mid-movement, forever cemented on his face, scrutinizes his two lunch guests (Danny and Rusty) at his poolside.

TISHKOFF

Are you listening to me? You are, both of you, nuts. I know more about casino security than any man alive. I invented it, and it cannot be beaten. They got cameras, they got watchers, they got locks, they got timers, they got vaults. They got enough armed personnel to occupy Paris. Okay, bad example...

DANNY

It's never been tried.

TISHKOFF

Oh, it's been tried. A few guys even came close. You know the three most successful robberies in Vegas history?

26 FLASHBACK - INT. SANDS CASINO FLOOR (1965)

26

An Adlai Stevenson-lookalike approaches a lockbox carrier from behind and snatches the box.

(CONTINUED)

26 CONTINUED:

26

He takes almost three steps before five security men leap at him and -- FREEZE FRAME on his wide-eyed expression of horror...

TISHKOFF (V.O.)

Number three. The bronze medal.
Pencilneck grabs a lockbox at the
Sands. He got two steps closer to
the door than any living soul
before him.

RESUME ACTION: Adlai Stevenson gets a taste of what NFL
quarterbacks experience every Sunday... five fold.

27 INT. FLAMINGO CASINO FLOOR (1971)

27

A hippie races toward the electronic sliding doors,
clutching a tray full of chips, and as the doors begin to
part for him -- FREEZE FRAME: A billy club appears out
of nowhere...

TISHKOFF (V.O.)

Second most successful robbery.
The Flamingo '71. This guy
actually smelled fresh oxygen
before they got him.

RESUME ACTION: The billy club comes down -- whap! --
across the hippie's skull and it's Chicago '68 all over
again.

TISHKOFF (V.O.)

Course, he was breathing out of a
hose the next three weeks, goddamn
hippie.

28 EXT. REUBEN TISHKOFF'S BACK YARD - DAY (PRESENT)

28

TISHKOFF

And the closest any man has gotten
to robbing a Las Vegas casino...

29 FLASHBACK - EXT. CAESAR'S PALACE ENTRANCE (1987)

29

Tourists and valets scatter as a Euro-thief (pastel
T-shirt beneath a white linen suit) bursts from the
casino and takes five steps before -- FREEZE FRAME:
GLASS EXPLODES from three different doors behind him and
he arches his back in agony...

(CONTINUED)

29 CONTINUED:

29

TISHKOFF

Outside of Caesar's in '87. He came, he grabbed, he got conquered.

RESUME ACTION: BULLETS rip the man to shreds and he collapses on Caesar's steps a bloody pulp.

30 EXT. REUBEN TISHKOFF'S BACK YARD - DAY (PRESENT)

30

TISHKOFF

But what am I saying? You guys are pros, the best. I'm sure you can make it out of the casino. Of course, lest we forget, once you're out the front door, you're still in the middle of the fucking desert!

Both Danny and Rusty look chastened.

RUSTY

You're right.
(to Danny)
He's right.

DANNY

Reuben, you're right. Our eyes are bigger than our stomachs.

RUSTY

That's exactly it. Pure ego.

TISHKOFF

Yeah yeah blah blah.

DANNY

Thank you so much for setting us straight. Sorry we bothered you.

They both rise to go.

TISHKOFF

Look, we all go way back. I owe you from that thing with the guy in the place, and I'll never forget it.

DANNY

It was our pleasure.

RUSTY

I'd never been to Belize.

(CONTINUED)

TISHKOFF

Give Dominic your addresses, I got some remaindered furniture I wanna send you.

Danny and Rusty begin to circle the pool to leave. Tishkoff, of course, won't let them go that easily.

TISHKOFF

Just out of curiosity, which casinos did you geniuses pick to rob?

Danny stops, almost as if he's been waiting for this question, which of course he has.

DANNY

The Bellagio, Mirage, and the M.G.M. Grand.

TISHKOFF

(nostrils flared,
smelling a rat)

Those are Terry Benedict's casinos.

RUSTY

Say, you know, he's right.

Tishkoff waves them back, sipping on his umbrellaed cocktail.

TISHKOFF

You guys... Whadda you got against Terry Benedict?

DANNY

What do you have against him? That's the real question.

TISHKOFF

He torpedoed my casino, muscled me out, now he's gonna blow it up next month to make way for another fuckin' eyesore. Don't think I don't see what you're doin'.

RUSTY

What are we doing, Reuben?

(CONTINUED)

30

CONTINUED: (2)

30

TISHKOFF

You gonna steal from Terry Benedict, you better goddamn know. This sorta thing used to be civilized. You'd hit a guy, he'd whack you. Done. But Benedict...

(bristles)

At the end of this he better not know you're involved, not know your names, or think you're dead. Because he'll kill you, and then he'll go to work on you.

DANNY

That's why we've got to be very careful. We have to be precise. We have to be well-funded.

TISHKOFF

Yeah, you gotta be nuts, too. And you're gonna need a crew as nuts as you are.

(pregnant silence)

Who do you have in mind?

Danny and Rusty both smile; they've hooked their fish. And so it begins...

RUSTY (V.O.)

Alright. Who's in?

DANNY (V.O.)

Frank C. is in.

31

INT. CASINO OFFICE (ATLANTIC CITY)

31

Frank Catton coughs mightily into a handkerchief. Across a desk, his boss fills out paperwork.

DANNY (V.O.)

Frank C. has developed a bad case of bronchitis and is putting in for a transfer to warmer climates.

32

EXT. LAS VEGAS AIRPORT - DAY

32

Frank carries his bag toward the taxi bay. He stops to light a cigarette, inhales with deep satisfaction before a banner: "WELCOME TO LAS VEGAS."

DANNY (V.O.)

What about drivers?

33

EXT. VACANT, WEEDY DRAG RACETRACK - DAY

33

CLOSE ON a souped-up tractor-wheeled monster truck, its ENGINE ROARING before a starting line, itching to cross it. Now take a step back...

That souped-up monster truck stands a foot-and-a-half off the ground and sprouts an antenna from its back bumper. It's a remote-controlled toy.

The ROARING ENGINE comes from the vehicle next to it: an actual monster truck. Both vehicles peer down the track at a finish line a hundred yards away. This is a race.

The drivers stare each other down: TURK (behind the wheel of the truck) and VIRGIL (track-side, remote control in hand) MALLOY. They're nice boys. Really. Peckerwoods, sure, but nice.

RUSTY (V.O.)

I talked to the Malloys yesterday.

DANNY (V.O.)

The Mormon twins?

RUSTY (V.O.)

They're both in Salt Lake City, six months off the job. I got the sense they're having trouble filling the hours.

Lights flash red-to-yellow-to-green and while the TRUCK COATS RUBBER on the track, Virgil's toy zips to a lead. It's looking to be an embarrassment for Turk until he jerks his wheel a little and -- ka-thunk -- flattens his brother's vehicle.

Virgil pouts as he plucks up the wreckage of his entry.

DANNY (V.O.)

Electronics?

RUSTY (V.O.)

Livingston Dell.

34

INT. SURVEILLANCE VAN - DAY

34

On a black and white monitor: Two mobsters, on a meet in a public park, peer over their shoulders, making certain no one is watching them. Little do they know...

... LIVINGSTON DELL, audio-visual junkie, and victim of a continual flop sweat, crouches before their image, masterfully controlling his surveillance camera with a joystick in his left hand. He is flanked by FBI MEN.

(CONTINUED)

34

CONTINUED:

34

RUSTY (V.O.)

Livingston's been doing freelance surveillance work of late for the F.B.I. Mob Squad.

DANNY (V.O.)

How are his nerves?

RUSTY (V.O.)

Okay.

(beat)

Not so bad you'd notice.

As a FBI Man reaches to adjust a monitor...

LIVINGSTON

D-don't, don't-don't... touch... it.

FBI MAN #1

What?

LIVINGSTON

Do you see me pulling the gun out of your holster and firing it?

FBI MAN #2

Hey, Radio Shack: relax.

35

EXT. SANTA MONICA BOARDWALK - LATER

35

Livingston walks down the boardwalk. A rollerblader with a dog on a leash approaches and Livingston gets caught between the two. As he struggles to untangle himself from the leash...

36

INT. CAFE

36

With a view of Livingston on the boardwalk... Danny and Rusty wait for him over espressos.

RUSTY

(next item on his list)

Munitions.

DANNY

Phil Turentine.

RUSTY

Dead.

(CONTINUED)

36

CONTINUED:

36

DANNY
No shit? On the job?

RUSTY
Sun cancer.

DANNY
You send flowers?

RUSTY
Dated his wife a while.

DANNY
(onto next candidate)
Basher...

(CONTINUED)

36 CONTINUED: (2) 36

RUSTY
(checks his watch)
We may be too late.

37 INT. BANK - CLOSE ON BASHER TARR - NIGHT 37

the explosives expert. A pair of goggles over his eyes reflects a match being struck, then touched to a fuse.

BASHER
Sweet...

BANG! Wood shards and SPLINTERS of GLASS fly all around; Basher merely ducks his head and whistles. As the dust settles, three men move quickly past Basher and into (what the settling fog now reveals to be) a dynamited bank vault. ALARMS begin to sound: this is bad news.

BASHER
(to the rest of his
gang, his temper
flaring)
You know, you guys had one job to
do.

38 EXT. BANK - ONE MINUTE LATER 38

The men exit through the front doors, their hands over their heads, Basher trailing them. Policemen and SWAT members encircle the group, weapons trained on them, chock full of instructions.

39 EXT. POLICE CAR - LATER 39

Basher sits in the rear, handcuffed behind his back, feet on the pavement. An explosives COP kneels in front of him.

(CONTINUED)

39

CONTINUED:

39

COP

And that's all you used during the event? Nothing else?

BASHER

Are you accusing me of booby-trapping?

COP

Well, how 'bout it?

VOICE (O.S.)

Booby traps aren't Mr. Tarr's style.

The Cop turns; standing behind him, stone-faced, is Rusty, in a dark suit and shades.

RUSTY

Isn't that right, Basher?

BASHER

That's right.

RUSTY

(flashing badge,
briefly)

Peck, A.T.F. Let me venture a guess. A simple G4 mainliner, double-coil, backwound, quick fuse with a drag under 20 feet.

(off Cop's reaction)

That's our man. Tell me something else. Have you checked him for booby traps on his person? I mean really checked, not just for weapons...

The Cop looks bewildered. Rusty steps forward, yanks Basher onto his feet, spins him around. He moves his hands up and down Basher's legs, around his waist, under his arms.

RUSTY

Will you go find Griggs and tell him I need to see him?

COP

Who?

(CONTINUED)

39

CONTINUED: (2)

39

RUSTY

(loud)

Just go find him, will you?

(as Cop stalks off;
under his breath)How fast can you put something
together with what I passed you?

BASHER

Done. Thirty seconds all right?

RUSTY

From when?

BASHER

(as we hear something
SNAP from behind his
back)

Now.

40

MOVING WITH RUSTY AND BASHER

40

They're hurrying; ahead of them is a wall of squad cars,
a police cordon, and a crowd of onlookers.

RUSTY

Ten seconds?

BASHER

Not quite. Is Danny here?

RUSTY

Around the corner.

BASHER

Be good working with professionals
again.

(beat)

Okay: go.

And they both start running.

RUSTY

Everyone down! Get down! There's
a bomb in the...

And behind them the SQUAD CAR ERUPTS with a BANG! A
collective SCREAM rises from the crowd, everyone ducks,
cops hit the ground and cover their heads. Rusty and
Basher move briskly past them, dodging their splayed legs
like tires on an obstacle course. By the time the
Explosives Cop thinks to look around for Basher, they've
both disappeared.

41 OMITTED 41

42 INT. UNDER BIG TOP - DAY 42

The Chinese National Circus, currently on tour in the Western United States. Trapeze artists, gymnastic teams, and trampoline daredevils fly, somersault, spin, and swing through the air.

A full house applauds every feat. Danny and Rusty sit in the bleachers, surrounded by parents and kids munching on spindles of cotton candy. Tough guys in toyland.

ANNOUNCER (V.O.)
(in Chinese, then
English)
Ladies and gentlemen: the amazing
Yen.

A funambulist (YEN) begins his high-wire act...

DANNY
So he can walk on a rope.

RUSTY
More than that.

DANNY
So he can juggle. We need a
grease man, not an acrobat. Who
else is on the list?

RUSTY
He is the list.

(CONTINUED)

42

CONTINUED:

42

DANNY

Who else?

RUSTY

Watch.

Halfway across the wire, the funambulist sits. And very slowly, but without hesitation, he contorts himself into a ball, never losing his balance. Even Danny is impressed.

RUSTY

There's your grease man.

43

EXT. SANTA MONICA PIER PARKING LOT - DAY

43

Danny and Rusty exit the circus tent, head for their car.

DANNY

We need Saul.

RUSTY

He won't come. He swore off the game a year ago.

DANNY

He get religion?

RUSTY

Ulcers.

DANNY

You can ask him.

Rusty stops, stares at Danny, sighs.

(CONTINUED)

43 CONTINUED: 43

RUSTY

I can ask.

44 EXT. DOG TRACK/BETTING WINDOW (MIAMI, FLA) - DAY 44

SAUL BLOOM, 50s, befuddled, wearing a corduroy jacket patched at the elbows and a duffer's hat, counts out money through the window, lists his bets. He checks his tickets, plunges them into his pants pocket, and moves off...

45 THROUGH TRACK LOBBY 45

Rusty appears in the f.g. behind a pillar, as dapper as Saul is down-at-heel, watching him go. When Saul disappears into the tunnel, he moves.

46 IN INFIELD 46

Saul sits on one of the long, general admission steps under the box seats. He produces an orange from his pocket, starts to peel it. A pair of well-shined shoes appears behind him. Saul senses their presence, but doesn't turn around.

SAUL

I saw you in the paddock before the second race, outside the men's room, when I placed my bet. I saw you before you even got up this morning.

RUSTY

How ya been, Saul?

SAUL

Never better.

RUSTY

What's with the orange?

SAUL

My doctor says I need vitamins.

RUSTY

So why don't you take vitamins?

For the first time, Saul cranes his neck and shoots a look up at Rusty.

(CONTINUED)

46 CONTINUED:

46

SAUL
You come here to give me a
physical?

RUSTY
I got a box seat. Come on.

47 EXT. BOX SEATS - LATER

47

A waiter serves coffee to Rusty and Saul.

RUSTY
I thought you drank bloody Mary's
at the track, Saul.

SAUL
A man shouldn't drink on the job.

RUSTY
(re: race)
Who we rooting for here?

SAUL
Number four.

There's the BELL; the electronic rabbit is released and
the dogs break out of the gate. From this point on
Saul's eyes never leave the race.

SAUL
You gonna ask me? Or should I
just say no and get it over with?

RUSTY
Saul, you're the best there is.
You're in Cooperstown. What do
you want?

SAUL
Nothin'. I got a duplex now, I
got wall-to-wall and a goldfish,
I'm seeing a nice lady, she works
the unmentionables counter at
Macy's. I've changed.

RUSTY
Guys like us don't change, Saul.
We stay sharp or we get sloppy,
but we don't change.

SAUL
Quit connin' me.

(CONTINUED)

47 CONTINUED:

47

They watch the race.

RUSTY

That your hound way in the back there?

SAUL

He breaks late. Everyone knows this.

On the track: The dogs are now coming around the back stretch, and the crowd on the bleachers rises, cheering.

SAUL

You gonna treat me like a grownup at least? Tell me what the scam is?

Under the noise: Rusty leans in and whispers in Saul's ear. Saul's eyes widen, then glaze over as all around him people are standing and shouting.

Rusty places an envelope in Saul's lap, then gets up and walks out as, on the track, the #4 dog crosses the finish line... last by several lengths.

Saul considers his options. In one hand: a fan of losing tickets. In the other (courtesy of Rusty): a ticket to Las Vegas.

DANNY (V.O.)

And Saul makes ten.

48 INT. BAR - NIGHT

48

Danny and Rusty look weary from all this recruitment. A nearby TV with the sound off plays a promo for an upcoming Tyson fight.

DANNY

Ten should do it, don't you think?

(as Rusty shrugs)

You think we need one more?

(as Rusty shrugs)

You think we need one more.

(as Rusty shrugs)

Okay. We'll get one more.

49 INT. CROWDED SUBWAY CAR (CHICAGO)

49

Native Chicagoans demonstrate their indigenous sixth sense -- L-car balance -- as the TRAIN bends and SHAKES at a corner.

(CONTINUED)

49 CONTINUED:

49

One passenger in particular keeps his footing, a young man in a frayed jacket: LINUS.

Two overgroomed STOCKBROKERS stand with their backs to the young man, yammering about high interest yields, and consequently they don't notice (and neither do we, not at first) that Linus is slowly picking one of their pockets.

The thievery is glacier-paced: Linus, his face always forward and inscrutable, gingerly raises one tail of his target's Brooks Brothers jacket and then, with incomparable dexterity, unbuttons his wallet pocket with a flick of his thumb and forefinger.

From halfway down the train car, nothing appears amiss, and no passenger looks the wiser. Or so it seems...

A copy of the Chicago Sun-Times, opened and upheld, lowers just enough to allow its reader a peek at Linus. It is Danny, smirk on his lips: He (and he alone) is aware of the ongoing heist.

Back to Linus, his spoils (a Gucci wallet) now in sight, but he waits for just the right moment, and then, when the train hits another curve...

... he stumbles forward, his left hand finding support on the Stockbroker's shoulder as his right relieves the man of his wallet.

LINUS

Sorry 'bout that.

STOCKBROKER

No problem, guy.

The Stockbroker resumes his yacketing, oblivious, as Linus tucks his prize into his own jacket pocket, face betraying nothing. Only Danny appreciates the artistry performed here today. He folds the Sun-Times under his arm as...

50 INT. UNION STATION - SUBWAY STATION

50

... The SUBWAY SQUEALS to a stop. Linus jumps out, leaving his prey aboard, and a few moments later, Danny steps off, too.

51 INT. UNION STATION - EVENING

51

The hurly-burly of rush hour in Union Station.

(CONTINUED)

51 CONTINUED:

51

Commuters zig and zag, this way and that, all on furious schedules, and Linus slips blithely through them, in no hurry, a man who's pulled this job a thousand times before.

He dodges and sidesteps crazed commuters, and except for a brief brush with one well-dressed man (the Sun-Times tucked under his arm), he escapes the station without incident.

52 EXT. UNION STATION - EVENING

52

Linus exits, casually reaching into his jacket to count his winnings. And his face falls.

All he finds where the stolen wallet once resided is a calling card. On one side, in engraved printing: "DANIEL OCEAN." On the flip side, in handwriting: "Nice pull. Murphy's Bar, Rush & Division."

53 INT. MURPHY'S BAR - FIVE MINUTES LATER

53

On a tabletop: the Gucci wallet beside a half-drunk Guinness. Linus enters the front door, cases the joint, spots the wallet on the table, and Danny behind it.

DANNY

Hi, Linus. Sit down.

LINUS

Who are you?

DANNY

A friend of Bobby Caldwell's. Sit down.

Linus balks, prideful, but sense finds a way, and he sits.

DANNY

Bobby told me about you. Said you were the best set of hands he ever saw. Didn't expect to find you working wallets on the subway.

LINUS

That wasn't work, that was practice.

Danny reaches into his jacket and sets a plane ticket on the table. He keeps his hand over it.

(CONTINUED)

DANNY

You're either in or out, right now.

LINUS

What is it?

DANNY

A plane ticket. A job offer.

LINUS

You're pretty trusting pretty fast.

DANNY

Bobby has every faith in you.

LINUS

Fathers are like that.

(off Danny's reaction)

He didn't tell you?

(as Danny shakes his head)

He doesn't like me trading on his name.

DANNY

You do this job, he'll be trading on yours.

LINUS

What if I say no?

DANNY

We'll get someone else who won't be quite as good. You can go back to feeling up stockbrokers.

Linus considers. He looks down at the ticket, then at the wallet. It's one or the other.

A waitress passes, and Danny signals her for his bill. When his attention returns to Linus, the wallet remains... but the ticket beneath his hand is gone. Linus is reading it.

DANNY

That's the best lift I've seen you make yet.

LINUS

Las Vegas, huh?

(CONTINUED)

53 CONTINUED: (2)

53

DANNY
America's playground.

And our MAIN THEME KICKS IN as we...

CUT TO:

54 LAS VEGAS - AERIAL VIEW - ESTABLISHING - DUSK

54

The city looms out of the desert like an infernal machine, lights flashing, skyline pulsing, a neon fortress.

One thing in particular catches our eye: an enormous billboard with an ad for the upcoming boxing match between Mike Tyson and Lennox Lewis. Below it, a promoter hands out fliers for strip joints and call girls.

55 OMITTED

55

56 INT. REUBEN TISHKOFF'S MANSION (LAS VEGAS) - NIGHT

56

Frank Catton is already here, mixing a drink, when -- DING DONG -- the DOORBELL CHIMES. Tishkoff shuffles toward the front (he's given the help the night off) and opens his door to find...

LIVINGSTON

Trick or treat.

... Livingston, Basher, Yen, the Malloys, Saul and Linus crowding his doormat. A taxi-van pulls away behind them.

TISHKOFF

What, you guys get a group rate or something?

57 INT. TISHKOFF'S LIVING ROOM - LATER

57

Along one wall, a buffet table has been set up, and while Virgil and Turk pile shrimp onto plates, Saul pockets an orange for later.

TURK

You make it out to Utah much, Saul?

(CONTINUED)

57

CONTINUED:

57

SAUL

(last man you'd see
in the Tabernacle)

Not as much as I'd like.

TURK

You should. You'd like it. You'd
like Provo.

VIRGIL

(scarfing a jumbo
shrimp)

Anybody see the salsa goes with
this?

At the wet bar, Basher mixes a drink for Livingston; on a couch, Yen balances coffee-table ornaments into a skyscraper, to Frank's astonishment. In a corner, off on his own, Linus watches the company, his eyes narrowing, wary. Until...

DANNY (O.S.)

Gentlemen: welcome to Las Vegas.

Danny stands at the top of the stairs leading into the room, flanked by Rusty and Tishkoff. He starts down...

DANNY

Everybody eaten? Good. Everybody sober? Close enough. Most of you know each other already. You probably haven't met Linus Caldwell before, he's Bobby's kid outta Chicago.

Linus trades nods around the room.

DANNY

Okay. Before we start, nobody's on the line here yet. What I'm about to propose to you happens to be both highly lucrative and highly dangerous. If that doesn't sound like your particular brand of vodka, help yourself to as much food as you like and safe journey. No hard feelings.

(pauses, soberly)

Otherwise, come with me.

He turns and walks out of the living room, into another. Rusty is close behind; he turns briefly, casts an eye over the assembled and keeps going. The guys look each other over, sizing things up.

(CONTINUED)

57 CONTINUED: (2)

57

BASHER

What the hell.

And he follows, along with Frank and Livingston. Then Virgil, Turk and Yen. Then Saul. That leaves Linus, watching the line of men disappear. He turns to find Tishkoff by his side, staring at him.

LINUS

Hi.

TISHKOFF

You're Bobby Caldwell's kid, huh?

LINUS

Yeah.

TISHKOFF

From Chicago?

LINUS

Yeah.

TISHKOFF

It's nice there. You like it?

LINUS

Yeah.

TISHKOFF

That's wonderful. Get in the goddamn room.

58 INT. GAME ROOM

58

A tournament-level pool table holds center stage here. Atop its green felt sits a raised, elaborate miniature of Terry Benedict's Las Vegas: three casinos and hotels with the Strip running between them.

As the eleven surround the table and the model...

DANNY

Gentlemen: the 14000 block of Las Vegas Boulevard. Otherwise known as the Bellagio, the Mirage, the M.G.M. Grand. Together, they're the three most profitable casinos in Las Vegas...

(CONTINUED)

58

CONTINUED:

58

Danny removes the Strip from the model. Revealed beneath is a complex substructure, featuring three tunnels, each leading from a casino to a single freight-sized elevator shaft which descends into an enormous vault.

DANNY

Gentlemen: the Bellagio vault.
Located below the Strip, beneath
two hundred feet of solid earth.
It safeguards every dime that
comes through each of the three
casinos above it.

(beat)

And we're going to rob it.

Everyone takes a breath, awed.

LINUS

Smash-and-grab job, huh?

RUSTY

It's a little more complicated
than that.

Danny picks up a remote control and flips on a panel of
Tvs.

DANNY

Courtesy of Frank Catton, new
blackjack dealer at the Bellagio,
security tapes from the three
casinos.

On the monitors: three montages of black-and-white
security tapes, starting within the three casinos' cages,
moving into the tunnels, then (as the TVs unite in their
images) pushing into the elevator and eventually the
vault.

As the group's glances shoot back and forth from the TV
to the corresponding section of the model, i.e. from a
POV of the tunnel to the miniature tunnel itself...

(CONTINUED)

DANNY

Okay. Bad news first. This place houses a security system which rivals most nuclear missile silos. First: we have to get within the casino cages --

RUSTY

(indicating)

-- here, here, and here --

DANNY

-- which anyone knows takes more than a smile. Next: through these doors, each of which requires a different six-digit code changed every twelve hours. Past those lies the elevator, and this is where it gets tricky: the elevator won't move without authorized fingerprint identifications --

RUSTY

-- which we can't fake --

DANNY

-- and vocal confirmations from both the security center within the Bellagio and the vault below - -

RUSTY

-- which we won't get.

DANNY

Furthermore, the elevator shaft is rigged with motion detectors --

RUSTY

-- meaning if we manually override the lift, the shaft's exit will lock down automatically and we'll be trapped.

DANNY

Once we've gotten down the shaft, though, then it's a walk in the park: just three more guards with Uzis and predilections toward not being robbed, and the most elaborate vault door conceived by man. Any questions?

(CONTINUED)

58

CONTINUED: (3)

58

Silence. For a moment, each man keeps his two dozen questions or more to himself. At last, one speaks up...

The Amazing Yen. In Cantonese. Of course, no one understands him. Except Rusty.

RUSTY

(in response)

No. Tunneling is out. There are Richter scales monitoring the ground for one hundred yards in every direction. If a groundhog tried to nest there, they'd know about it. Anyone else?

Another silence. Either the guys are too dumbfounded by that bilingual exchange or too numbed by the task ahead of them to speak.

TURK

You said something about good news...

DANNY

(smiles, happy
someone asked)

The Nevada Gaming Commission stipulates: a casino must hold in reserve enough cash to cover every chip at play on its floor. As I mentioned, this vault services each of the three casinos above it. That means: during the week, by law, it must hold anywhere from sixty to seventy million dollars in cash and coin. On a weekend, between eighty and ninety million. On a fight night, like the one two weeks from tonight, the night we're going to rob it, at least a hundred and fifty million. Without breaking a sweat.

(gazing about room)

Now there are eleven of us. Each with an equal share. You do the math.

MOVING AROUND the table ON ten faces, as everyone does precisely that, in their heads, except for Virgil who does it on his fingers. He whistles.

RUSTY

That's what I said.

(CONTINUED)

58 CONTINUED: (4)

58

Everyone seems suitably impressed by their share.

SAUL

I have a question.

(as Danny turns
to him)

Say we do get into the cage, and
through the security doors there,
and down the elevator we can't
move, and past the guards with
guns, and into the vault we can't
open...

RUSTY

Without being seen by the cameras.

DANNY

(off everyone's
astonishment)

Oh, right. Sorry. I forgot to
mention that.

SAUL

Say we do all that. We're just
supposed to walk outta there with
a hundred million dollars in cash
on us without getting stopped?

Danny smiles, his broad, sure-of-himself grin, the one
Rusty couldn't deny earlier and these guys won't deny
now.

DANNY

Yeah.

Saul looks panic-stricken; like that, his ulcer has
flared up, and he pops a Rolaid in his mouth.

DANNY

Alright. Here's how we'll begin.

59 OMITTED

59

60 INT. MGM GRAND CASINO - DAY

60

MOVING WITH a cash cart as security guards push it past
tourists, past cocktail waitresses, past Linus sitting at
a blackjack table.

(CONTINUED)

60 CONTINUED:

60

DANNY (V.O.)

First task: reconnaissance. I want to know everything that's going on in all three casinos. From the rotation of the dealers to the path of every cash cart...

61 INT. BELLAGIO - BREAK ROOM - DAY

61

Two security TECHNICIANS on a smoke break grumble about their sex lives. Across the room, Frank sits innocently doing a crossword.

DANNY (V.O.)

I wanna know everything about every guard, every watcher, anyone with a security pass. I wanna know where they're from, what their nicknames are, how they take their coffee...

BETTER VIEW

REVEALS: On his crossword, Frank has scribbled a transcript of the Technicians' conversation. As he glances up at an electronic keycard clipped to one Technician's belt...

62 INT. MIRAGE CASINO - DAY

62

... an identical keycard is swiped through a keypad, its light flashing red to green, admitting a guard into an "Employees Only" doorway.

The Malloys, who've shadowed the guard here, note a sentry standing watch by the door as well as a security camera embedded in the ceiling above: No one walks through that portal unchecked.

DANNY (V.O.)

Most of all, I want you guys to know these casinos. They were built as labyrinths, to keep people in. I want you guys to know the quick routes out.

Their job done, the Malloys start toward the casino's exit... in different directions. They begin to argue: The exit's that way -- no, it's that way.

63 EXT. LAS VEGAS BOULEVARD - OUTSIDE THREE CASINOS - DAY 63

With two dozen other tourists, Basher crosses the street and when he meets a manhole cover he stops and, extracting a small metal hook from his jacket, removes it from its perch, so casual about the action that no passerby looks twice at him.

DANNY (V.O.)

Second task: power. On the night of the fight, we're gonna throw the switch on sin city. Basher, it's your show.

Basher drops into the hole, pulling the cover over him, as we PULL UP OVER the Bellagio and...

DISSOLVE TO:

64 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY 64

Dozens of monitors manned by dozens of watchers canvas dozens of casino tables; only NASA's control rooms house more technology.

Apart from the fray, another bank of monitors manned by two watchers (let's call them, for no particular reason, FAT and SLIM) oversee a different section of the casino: the cage, its tunnels, the elevator, and the vault it leads to; everything, in fact, which our team saw in the game room.

DANNY (V.O.)

Third task: surveillance. Casino security has an eye and ear on everything, so we'll want an eye and ear on them. Livingston...

65 INT. BELLAGIO - LIVINGSTON'S ROOM - CLOSE ON SET OF SCHEMATICS OF BELLAGIO - NIGHT 65

A page of the set Danny and Rusty "borrowed" from Kuehn & Associates. Danny and Livingston study it.

WIDER

LIVINGSTON

Well, it's not the least accessible system I've seen, but it's close. I don't suppose they have a closed-circuit feed I could tap into?

(CONTINUED)

65 CONTINUED:

65

Danny shakes his head: no such luck.

LIVINGSTON

Then this is definitely a black bag job. Do they employ an in-house technician?

Danny looks to Rusty who, behind them, tampers with Livingston's audio-video setup: several portable monitors, a laptop and modem, telephone headset, etc.

RUSTY

Two. And one of them is lonely.

DANCE MUSIC overwhelms the SOUNDTRACK...

66 INT. OLYMPIC GARDENS STRIP CLUB - NIGHT

66

... as we join a lap dance already in progress. A security Technician (one of the two Frank eavesdropped on in the break room) shells out twenty bucks every three minutes for a DANCER to grind her pelvis against his chest...

... and while the Technician grins not-very-soberly and ogles her perfect breasts and paws at her midriff, the Dancer secretly removes the keycard from his belt.

DANCER

I'll be right back, honey. Don't move a muscle.

TECHNICIAN

(drunk and in love)

Depends on the muscle.

She pouts, flirtingly, as she does for every idiot who drops a line like that, then makes her way to...

67 EXT. OLYMPIC GARDENS STRIP CLUB - NIGHT

67

... where Rusty waits for her, and when she slips him the keycard, he slips her a c-note.

RUSTY

Thanks, Charmaine. I'll have it back within the hour.

(as he goes)

Say hello to your mom for me.

DANCER

Say it yourself. She'll be onstage in five minutes.

68 INT. BELLAGIO CASINO - NIGHT

68

FOLLOWING a bunch of balloons -- all congratulating "Happy Anniversary!" -- as a delivery boy carries them through the casino, and just as he's passing an "Employees Only" door (complete with sentry and embedded ceiling camera)...

... he bumps into a TOURIST, and the balloons drift out of his hand and into the camera...

TOURIST

Hey, watch it, bud...

69 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY

69

As the balloons fill the frame of one monitor...

SLIM

433, we have visual impairment on the east door camera.

70 INT. BELLAGIO CASINO - BY CAGE DOOR - NIGHT

70

The SENTRY (#433) hears this and spots the balloons covering the embedded camera and approaches the delivery boy (who by freak accident happens to be Virgil Malloy)...

SENTRY

Excuse me, sir: You're going to have to move your balloons.

... but Virgil's too busy picking a fight with the Tourist (surprise, surprise: Turk Malloy) to listen.

VIRGIL

Who you calling 'bud,' pal?

TURK (TOURIST)

Who you calling 'pal,' friend?

VIRGIL

Who you calling 'friend'...
(can't think of
another)

... bud...

And with the Sentry out of position...

... Livingston (dressed now in a technician's uniform, don't worry about how he got it) goes quickly to the door and swipes the newly-acquired keycard and when it flashes red-to-green, he enters...

71 INT. CAGE - HALLWAY 71

He's in. Livingston takes a moment, his brow perspiring (he's in the lions' den now), then checks his palm: drawn there in ballpoint is a diagram of the cage corridors.

72 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY - ON MONITOR NEXT TO BALLOON-CLOUDED ONE 72

Livingston appears and, as nonchalantly as he can, he ambles down a hallway, then another, until he reaches...

73 INT. CAGE - HALLWAY 73

... an unmarked door next to the entrance to the security center. Livingston swipes his keycard to enter...

74 INT. CIRCUITRY ROOM 74

A giant walk-in closet/switchboard full of wires, plugs, lights, etc. Livingston goes to work:

FLURRY OF SHOTS

He splices into all sorts of wires and lines and cables. Meanwhile...

75 INT. BELLAGIO CASINO - BY CAGE DOOR - NIGHT 75

... Virgil and Turk argue, nose-to-nose, "accidentally" blocking the Sentry from the balloons...

VIRGIL

You hear about this new medical discovery they made? It's called a 'sense of direction.' Apparently we're all supposed to have one...

TURK

Yeah yeah yeah, whatever, balloon boy.

SENTRY

Gentlemen, gentlemen...

- 76 INT. CIRCUITRY ROOM 76
- Livingston's work here is almost done: he clips a small mechanism (known in his industry as a "spider" -- it's small, black, antenna-less and hides in dark places) to a main conduit, then verifies a tiny receiver he holds is picking up the spider's feed.
- One last click into place...
- 77 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY 77
- ... causes a brief, unnoticed blip on Slim's monitors...
- 78 INT. BELLAGIO - LIVINGSTON'S ROOM - NIGHT 78
- ... and transmits all the views of the cages onto the monitors upstairs. Danny and Rusty witness their appearance.
- DANNY
- Why do they paint hallways that color?
- RUSTY
- They say taupe is very soothing.
- 79 INT. CAGE - HALLWAY 79
- Livingston steps outside. His job done, he exhales and wipes the sweat from his brow and checks his palm for directions and...
- Whoops. His sweat just smeared the ballpoint. He's flying blind. He looks left down a corridor, then right, trying to remember which way he came from. No idea.
- 80 INT. BELLAGIO - LIVINGSTON'S ROOM 80
- DANNY
- Uh-oh.
- 81 INT. CAGE - HALLWAY 81
- MOVING WITH Livingston as he tries to find his way out. He takes a left...
- Whoops again: here comes Fat, dead ahead. Livingston has no recourse but to march right by him.

(CONTINUED)

81 CONTINUED: 81

FAT

Hiya.

LIVINGSTON

Fine, thanks.

Livingston continues on, and maybe for a second he thinks he's in the clear, especially when he sees the exit looming ahead, but then Fat turns behind him and hails him back...

FAT

Hey...

82 INT. BELLAGIO CASINO - BY CAGE DOOR - NIGHT 82

At last, the Sentry outmaneuvers Virgil and Turk and grabs the balloons himself. Virgil quickly snatches them back...

VIRGIL

Hey... get your own balloons.

83 INT. CAGE - HALLWAY 83

Livingston approaches the exit's keypad and swipes his keycard: the light does not flash red-to-green.

FAT

(on his tail)

Hey...

Livingston looks: he swiped the wrong side of his keycard. He tries again. Red flashes to green. He pulls the door...

... but Fat blocks it. Livingston peers up, certain he's had it.

84 INT. BELLAGIO - LIVINGSTON'S ROOM 84

Danny and Rusty simultaneously lean forward.

85 INT. CAGE - HALLWAY 85

FAT

You dropped this.

Fat holds out Livingston's receiver and drops it in his hand.

(CONTINUED)

85 CONTINUED:

85

LIVINGSTON

Thanks.

And he's out.

86 INT. BELLAGIO - LIVINGSTON'S SUITE - NIGHT

86

Danny and Rusty exhale.

DANNY

Well...

RUSTY

Yeah...

DANNY

Fourth task: construction...

87 INT. WAREHOUSE - DAY

87

The gang hauls building materials -- lumber, tools, paint, etc. -- and Yen hauls three times his share, carrying objects on his head/shoulders/arms, a circus act in a hardware store.

DANNY (V.O.)

We need to build an exact, working replica of the Bellagio vault.

RUSTY (V.O.)

For practice.

DANNY (V.O.)

Something like that.

As Linus hauls in materials, Danny takes him aside.

DANNY

Fifth task: intelligence. We need those codes, Linus. From the only man who has all three.

LINUS

Benedict.

DANNY

Learn to love his shadow.
(back to the team)
Sixth task: transport...

(CONTINUED)

87 CONTINUED:

87

LINUS

(young and eager)

Wait, wait, wait. All I get to do
is watch him?

DANNY

For now. You gotta walk before
you crawl.

RUSTY

(to Linus, correcting Danny)

Reverse that.

DANNY

(toward the Malloys)

Sixth task: transport...

88 EXT. BILLY TIM'S VAN AND TRUCK DEALERSHIP - OFFICE - DAY

88

Outside a window: Turk and Virgil jump up and down on
opposite bumpers of a van, testing its durability.

Inside, Frank negotiates with BILLY TIM, a Cal-
Worthingtonesque redneck car dealer, who half-pays
attention to him, half-frets over the Malloys outside.

BILLY TIM

I'm sorry: eighteen-five each is
the best offer I can make you.

FRANK

(playing a bit of
a dandy)

Oh, I understand perfectly. They
are beautiful vans. Well, I thank
you for your time, Mister...?

BILLY TIM

Denham. Billy Tim Denham.

FRANK

Yes, Denham, like a jean.

(they shake)

You know: you have lovely hands
-- do you moisturize?

BILLY TIM

I'm sorry?

(CONTINUED)

88

CONTINUED:

88

Frank's not letting go of the man's hand, the object now is to force Billy Tim into lowering his price just to get Frank out of his office.

FRANK

I swear by it. I try all sorts of lotions. I went through a fragrance-free period last year, but now I'm liking this new brand fortified with rose hip. My sister, you know, she uses the aloe vera with the sun screen built in...

BILLY TIM

(just can't get
his hand back)
Uh-huh. You said you'd be willing to pay in cash?

FRANK

I did. You know: they say cinnamon is wonderful for your pores. Read that on the internet. And that ideally you should be wearing gloves to bed, but I find that would interfere with my social agenda. Problem is: I get a reaction to camphor so I can't use traditional remedies...

BILLY TIM

If you could pay cash, I could probably drop the price a little. To, say, seventeen...
(as Frank squeezes
a little)
... sixteen each.

FRANK

(big smile)
That would be lovely.

89

INT. WAREHOUSE - BACK TO DANNY - DAY

89

overseeing the construction, reviewing his list of tasks on his fingers, suspecting he's missed one.

DANNY

... Power, surveillance,
transport...

(CONTINUED)

89 CONTINUED:

89

TISHKOFF

Anything I can do?

Danny's eyes flash from Tishkoff to Saul, behind him, dressed in his usual frumpy attire: that's what he missed.

DANNY

Get your wallet.

90 INT. HABERDASHERY

90

A tailor fits Saul for the finest suits Tishkoff's money can buy. As Saul smoothes out a coat sleeve...

SAUL

This is nice material.

DANNY

It's Armani, Saul.

SAUL

It's very nice.

Saul's not fooling anyone: he's scared, right down to his Florsheims. Danny nods to the tailor: "Give us a moment."

DANNY

Saul, you sure you're ready to do this?

Saul turns away, and when he faces Danny again, his entire aspect has changed: His features stone, his eyes icicles.

SAUL

If you ever question me again, Daniel, you won't wake up the following morning.

They exchange a long, fierce glance; Saul's eyes never waver.

DANNY

You're ready.

Danny signals Tishkoff: let's pay, and Saul immediately slumps into his old self. To a mirror, he practices...

SAUL

Hello. My name is Lyman Zerga...
(this time a little deeper)
My name is Lyman Zerga...

91 INT. LIMOUSINE - DAY

91

Saul's dressed completely (and immaculately) now in Armani, with his hair slicked back, a brief moustache on his lip, and impenetrably dark glasses riding the bridge of his nose. He continues to practice, his accent even deeper now and specifying no geographic origin -- could be Scottish, could be Israeli...

SAUL

My name is Lyman Zerga... My name
is Lyman Zerga...

Danny passes him an envelope full of \$100 bills.

DANNY

There's a little over twenty grand
there, Saul. Try to make it last.

Saul pats down his pockets for something he can't find...

SAUL

You seen my...

DANNY

(handing him Roloids)
Bought you a fresh roll.

The limo pulls to a stop, and outside there is a flurry of FOOTSTEPS before Saul's door swings open, and Turk and Virgil (both costumed as bodyguards) stand waiting for him.

VIRGIL

Mr. Zerga, we're here.

DANNY

Good luck, Lyman.

SAUL

(hesitates, then gets
out)
Luck is for losers.

92 INT. BELLAGIO CASINO - DAY

92

Saul, as Lyman Zerga, makes as low-profile an entrance into the Bellagio as he can with bodyguards preceding and trailing him. He approaches a V.I.P CONCIERGE...

V.I.P. CONCIERGE

Good afternoon, sir. How can I be
of service?

(CONTINUED)

92 CONTINUED:

92

SAUL

My name is Lyman Zerga. I'd like
a suite, please.

V.I.P. CONCIERGE

Do you have a reservation with us?

SAUL

(long glare at him)

I don't make reservations.

A longer glance at Lyman's bodyguards tells the Concierge
this is not a man to be denied. As he jumps to it...

A93 INT. OUTSIDE RESTAURANT'S ENTRANCE - DAY

A93

Outside a restaurant's entrance, Rusty and Linus sit
before two slot machines, idly dropping in quarters as
they watch Saul receive the royal treatment.

RUSTY

Okay. Tell me about Benedict.

LINUS

The guy is a machine.

93 EXT. BELLAGIO CASINO - DAY (SUPER SLOW MOTION)

93

TERRY BENEDICT emerges from a Town Car and, from his
haircut to his smile to his pant-cuffs, he is effortless
perfection. He is Vegas royalty, yet he denies eye
contact to no man. He strides into his casino and,
appearing behind a pillar, Linus follows him in.

LINUS (V.O.)

He arrives at the Bellagio every
day at two p.m. Same Town Car,
same driver. Remembers every
valet's name on the way in. Not
bad for a guy worth three-quarters
of a billion.

94 INT. BELLAGIO - ELEVATOR BAY (SUPER SLOW MOTION)

94

The doors open, and Terry Benedict steps out. Linus
watches from a craps table.

LINUS (V.O.)

Offices are upstairs. He works
hard, hits the lobby floor at
seven on the nose.

95 INT. BELLAGIO CASINO - NIGHT (SUPER SLOW MOTION) 95

From a balcony, Benedict stands overlooking the casino floor. His CASINO MANAGER approaches and they confer.

LINUS (V.O.)

Spends three minutes on the floor with his casino manager.

RUSTY (V.O.)

What do they talk about?

LINUS (V.O.)

All business. Benedict likes to know what's going on in his casinos. There's rarely an incident he doesn't know about or handle personally.

96 INT. HIGH ROLLERS' ROOM (SUPER SLOW MOTION) 96

Benedict works the room. He speaks to a Japanese High Roller in Japanese, to a Swiss in German, etc.

LINUS (V.O.)

He spends a few minutes gladhanding the high rollers. He's fluent in Spanish, German and Italian, and he's taking Japanese lessons, getting pretty good at it. He's out by seven-thirty, when an assistant hands him a black portfolio. Contents: the day's take and new security codes. Then he heads to the restaurant.

Indeed, as Benedict makes his exit, an assistant hands him a black portfolio.

97 INT. BELLAGIO CASINO - OUTSIDE RESTAURANT 97

Rusty and Linus watch the entrance: No one enters.

LINUS

Give him another ten seconds.

Around the corner comes Benedict, carrying his black portfolio.

LINUS

As I said: a machine.

RUSTY

And that portfolio contains the codes to all the cage doors?

(CONTINUED)

LINUS

Two minutes after they've been changed, he's got 'em in hand.

(beat)

I'll tell you: you guys picked a helluva target. He is as smart and ruthless as they come. The last guy caught cheating here, Benedict not only sent him up for ten years, he got the bank to seize the guy's home and bankrupted --

RUSTY

-- his brother-in-law's tractor dealership, I heard.

LINUS

He doesn't just go after your knees, he goes after your livelihood. And everyone-you-ever-met's livelihood.

RUSTY

You scared?

LINUS

You suicidal?

RUSTY

Only in the morning.

(beat)

Now what?

LINUS

Now comes the girl... if she comes in after he does, that means they're in a snit.

RUSTY

Where's she come from?

LINUS

The museum downstairs. She's the curator there. Wait... here she is. You'll like this.

Rusty looks up as...

... a beautiful woman (the one Danny saw on Benedict's arm in the New York Times photo) appears. Elegantly dressed, a knockout, she moves very much in her own private space. And Rusty's face just about drops at the sight of her.

(CONTINUED)

LINUS

I don't know if we can use her
yet. I haven't even caught her
name.

RUSTY

Tess.

LINUS

What?

RUSTY

(looks very certain
about this, very
certain and very
upset)

Her name is Tess.

98 EXT. WAREHOUSE - NIGHT 98

Construction continues into the wee hours.

99 INT. WAREHOUSE - NIGHT 99

A facsimile of the Bellagio vault sprouts into shape. Livingston fixes a security camera in a corner, then matches its image (of Frank staple-gunning floorboard into place) to a security tape of the real McCoy.

On the other side of the garage, Turk and Virgil go to work on their newly-purchased vans, with wrenches and blow torches. Tishkoff recognizes a gasket Virgil handles.

TISHKOFF

This looks familiar. Where'd you get this?

VIRGIL

Off your Rolls.

TISHKOFF

Danny! Tell 'em not to touch the Rolls!

Overlooking the whole enterprise is Danny, grinning from ear to ear, happy in his work. He checks a stopwatch in his hand as...

... the false top to the cash cart before him flies open, revealing Yen within, his arms, legs and torso folded into a three-by-four foot space. He whips an air hose from his mouth and inhales deeply. Danny checks his watch.

DANNY

29:47. Everything okay in there?

Yen responds. Of course, Danny doesn't understand him. But Rusty does, appearing behind him.

RUSTY

But what doesn't beat the shit out of being a circus performer?

Danny turns to Rusty: he looks very, very serious.

100 EXT. WAREHOUSE - NIGHT 100

Danny and Rusty adjourn from the warehouse.

(CONTINUED)

DANNY

What is it?

RUSTY

Tell me this isn't about her. Or I'll walk off the job right now.

(off Danny's reaction)

Tess. She's with Terry Benedict now. Tell me this isn't about screwing the guy who's screwing your wife.

DANNY

Ex-wife.

RUSTY

Tell me.

DANNY

It's not. About that. Entirely.

A beat.

DANNY

You said you needed a reason.

Well, this is mine.

(beat)

When we started in this business, we had three rules. We weren't gonna hurt anybody. We weren't gonna steal from anybody didn't have it coming. And we were gonna play the game like we had nothing to lose. Well, I lost something. Someone. That's why I'm here.

A beat.

RUSTY

Here's the problem: we're stealing two things now. And when push comes to shove, if you can't have both, which are you gonna choose? And remember: Tess doesn't divide eleven ways.

A beat.

DANNY

If things go to plan, I won't be the one who has to make that choice.

The two men stand quietly for a moment.

(CONTINUED)

100 CONTINUED: (2)

100

DANNY
How'd she look by the way?
Tess...

RUSTY
I've seen her happier.

CLOSE ON PICASSO'S WOMAN WITH GUITAR

TESS (V.O.)
'Radiant' is the word. Absolutely
radiant.

101 INT. BELLAGIO ART GALLERY - DAY

101

The painting hangs under a portrait lamp on a wall
between a van Gogh and a Monet.

At a distance, admiring it, are Tess, the SELLER and the
seller's AIDE-DE-CAMP. A staff photographer and other
personnel mill nearby.

Off to the side, in a sharp blazer, Tess stands
transfixed by the painting.

TESS
He painted it in the summer of
1912, after the break-up with
Fernande Olivier.

SELLER
She must have put him through
hell.

TESS
You can see the conflict. He
makes her both erotic and
grotesque. He's hopelessly drawn
to her, and yet she drives him
crazy.

AIDE-DE-CAMP
(checking his watch)
Mr. Santaniello has an early
flight. Do you think Mr. Benedict
will be late?

TESS
Mr. Benedict is never late.

Just then the double doors to the gallery swing open, and
Terry Benedict enters, right on time.

(CONTINUED)

101

CONTINUED:

101

He is elegant, beaming, commanding. All that's missing is a blare of trumpets.

BENEDICT

Am I late?

TESS

Not at all, Mr. Benedict.

(greeting him)

Allow me to introduce to you Mr. Jean Santaniello.

BENEDICT

(to Seller)

Mr. Santaniello, I apologize if I kept you. I had to iron out a few issues with my fight promoter. I gave him an unlimited budget, and he exceeded it.

SELLER

I understand it's going to be a hell of a fight.

BENEDICT

We hope.

Tess angles Benedict toward the painting.

TESS

Here it is.

Benedict moves toward the painting, and as he does he catches Tess in his glance, and his smile deepens. Then:

BENEDICT

Magnificent! I've been following her for fifteen years now. At last I've made her a home.

(to Tess)

All the arrangements and so forth...

SELLER

Done. She's yours.

BENEDICT

Not mine. She belongs to everyone who comes into my hotel. Isn't that right, Ms. Ocean?

(CONTINUED)

101 CONTINUED: (2)

101

TESS

Yes, Mr. Benedict.

BENEDICT

She's lovely, isn't she?
 (as the Seller is
 confused; Benedict
 specifies painting)
 I can't be the only one who was
 after her.

SELLER

You're the only one who met my
 price.

BENEDICT

Ah, but this... You can't put a
 price on beauty. But I shouldn't
 philosophize. I own casinos,
 after all.

AIDE-DE-CAMP

Can we get a quick shot? Mr.
 Santaniello has a plane to catch.

BENEDICT

Of course, of course.

Tess understands: she is not to be part of the photo.
 Benedict and the Seller pose together and...

Flash!

102 INT. BELLAGIO ART GALLERY - LATER

102

The Seller exits with the Aide-De-Camp in tow. Benedict
 remains, enthralled by the painting. Tess appears beside
 him.

TESS

You like it?

BENEDICT

I like that you like it.
 (beat)
 I have some bad news from the
 world of high fashion. It seems
 Mike Tyson will be wearing red on
 Saturday night. Red trunks with a
 white stripe.

TESS

Oh?

(CONTINUED)

BENEDICT

And you, as I recall, will be wearing a red Donna Karan? And when the TV cameras pick us up in the front row, that red dress...

TESS

I see.

BENEDICT

He's a charming man, but no one's going to be watching him when they can make a study of you. I've asked Paolo to find three or four things for you to try. I hope you're not too disappointed.

She is, but she buries it.

BENEDICT

Are you sure?

She nods, smiles faintly.

BENEDICT

I'll see you tonight.

Instinctively she leans in to kiss him. He recoils ever so slightly.

TESS

What? We're alone.

He lets his eyes wander along the length of the ceiling, over all the eye-in-the-sky cameras hidden there. She follows his look.

BENEDICT

In my hotels, there's always someone watching.

But he kisses her anyway.

TESS

I'll see you tonight.

He glances once more on the Picasso as he moves away.

BENEDICT

Actually, I do like it.

And Tess remains, thinking: he's rich, he's handsome and wooing, but is she happy?

103
thru
105

OMITTED

103
thru
105

106

INT. HIGH ROLLERS' ROOM - NIGHT

106

Quiet, elegant, tense. One table is operating only, in the corner, and at it Saul, as Lyman Zerga, furtively peels at the roll of Roloids and slips one in his mouth.

HIGH ROLLER #1

Weak stomach, Mr. Zerga?

SAUL

I don't believe in weakness. It costs too much. I don't believe in questions, either.

(CONTINUED)

This shuts the High Roller up fast. Saul looks up from the table, just perceptibly, to spot Terry Benedict, on his way in, right on schedule. He approaches the PIT BOSS by the entrance.

BENEDICT

Eddie. Anything for me?

PIT BOSS

Mr. Zerga, sir. Lyman Zerga. In the third position. Wishes to speak with you privately.

BENEDICT

Who is he?

PIT BOSS

Businessman of some kind, working mostly in Europe. He's very vague, but I asked around. Word is he deals primarily in arms. One of the biggest.

BENEDICT

Zerga? Never heard of him.

PIT BOSS

Yessir. That's why I don't doubt it.

BENEDICT

He's staying here?

PIT BOSS

Checked in two nights ago, sir. He's in the Mirador suite.

BENEDICT

How's he doing?

PIT BOSS

Up. Almost forty grand.

BENEDICT

(knowing he can't
duck this)

Good for him...

Tess Ocean sits in a booth and sips at a glass of wine and checks her watch: Benedict is late or very close to being so...

(CONTINUED)

107 CONTINUED:

107

... when a pair of hands slips over her shoulders and starts to caress her arms.

TESS
(without looking
at him)
You're thirty seconds late. I was
about to send out a search
party...
(recognizing the hands,
she turns, stunned)
Danny...

DANNY
(standing over her,
grinning)
Hello, Tess.

TESS
(thrilled and petrified
and stunned to see
him, but outraged
mostly)
What are you doing here?

DANNY
I'm out.

TESS
You're out.

DANNY
Of prison. You remember. The day
I went for cigarettes and never
came back. You must have noticed.

TESS
I don't smoke.
(as he sits)
Don't sit --

DANNY
(but he does)
They said I'd paid my debt to
society.

TESS
Funny, I never got a check.

Danny smiles. Tess stares daggers.

TESS
You can't stay.

DANNY
It's good to see you.

(CONTINUED)

DANNY

You're not wearing your ring.

A beat.

TESS

I sold it. And I don't have a husband. Or didn't you get the papers?

DANNY

My last day inside.

TESS

I told you I'd write.

Danny reaches his hand (ringed) for hers (ringless), but she removes it from the table.

TESS

Danny. Go. Now. Before...

DANNY

Benedict?

She freezes: Danny knows. He smiles: it's okay. Then, to a passing waiter:

DANNY

(his fingers two
inches apart)
Whiskey and --
(then one inch
apart)
-- whiskey.

TESS

Danny...

DANNY

You're doing a great job curating the museum.

She sighs, exasperated.

DANNY

The Vermeer is quite good. Simple but vibrant. Although his work definitely fell off as he got older.

TESS

Remind you of anyone?

(CONTINUED)

107 CONTINUED: (3)

107

DANNY

And I still get Monet and Manet confused. Which one married his mistress?

TESS

Monet.

DANNY

Right. Manet had syphilis.

TESS

They also painted occasionally.

A beat.

DANNY

You don't know how many times I played this conversation out in my head the last two years.

TESS

Did it always go this poorly?

DANNY

Yes.

TESS

Sounds frustrating.

DANNY

You were never easy.

(as she shrugs)

Okay. I'll make this quick. I came here for you. I'm gonna get on with my life, and I want you with me.

TESS

You're a thief and a liar.

DANNY

I only lied about being a thief. But I don't do that anymore.

TESS

Steal?

DANNY

Lie.

TESS

I'm with someone now who doesn't have to make that kind of distinction.

(CONTINUED)

107 CONTINUED: (4)

107

DANNY

No, he's very clear on both.

TESS

Nice. Work on that for two years, too?

DANNY

Year and a half.

A light smile from Tess.

TESS

Do you know what your problem is?

DANNY

I only have one?

TESS

You've met too many people like you.

(then)

I'm with Terry now.

DANNY

Does he make you laugh?

TESS

He doesn't make me cry.

108 INT. HIGH ROLLERS' ROOM - SAME TIME

108

At the table, Saul bets heavily for the bank. Benedict approaches, stands off to the right, watching.

HIGH ROLLER

(to Saul, noticing his heavy bet)

You don't want to get in the hole too heavy to this Benedict. A friend of mine once borrowed a hundred g's from the guy. Two months went by, Benedict hadn't heard from him, he calls my friend up, asks 'Where's my money?' I'll get to it when I get to it,' my friend says. Half hour later Benedict's in my friend's hotel room, dangling him off his 10th floor balcony by his feet. 'You gonna get to it now?'

High Roller turns over a nine. Saul wins.

(CONTINUED)

FRANK

Bank wins -- natural nine.

Benedict steps forward.

HIGH ROLLER

Hiya, Terry.

BENEDICT

Mr. Weintraub. How's everything?

HIGH ROLLER

Eh. They put too much grenadine
in my Shirley Temple.

BENEDICT

And here I thought you were
drinking vodka.

(turning attention to
Saul)

Mr. Zerga.

SAUL

Mr. Benedict. I recognize you
from the TV. You know, nine
casinos out of ten, owner comes
up in the middle of the hand to
ask me what I want. I respect
your waiting.

(CONTINUED)

108

CONTINUED:

108

BENEDICT

You're the guest, sir.

SAUL

And I have to impose on your hospitality. Can you sit in for a hand?

BENEDICT

I'd love to, Mr. Zerga, but the gaming board would feed me to my white tigers.

SAUL

That's a shame. You're the king of Vegas and you have to play craps in the alley.

BENEDICT

No shame at all. Reminds me of my youth.

CORNER - MOMENT LATER

Benedict and Saul are huddled in a corner.

SAUL

The fight is Saturday, is it not?

BENEDICT

Yes. I can get you seats...

SAUL

No, no. Hand-to-hand combat doesn't interest me. I have a package arriving here Saturday evening. A black briefcase, standard size, the contents of which are very valuable to me.

BENEDICT

I'd be happy to put it in the house safe for you.

SAUL

The house safe is for brandy and grandmother's pearls. I'm afraid I need something more secure.

BENEDICT

I can assure you, the house safe is utterly...

(CONTINUED)

108 CONTINUED: (2)

108

SAUL
(his looks stops
Benedict)

I can assure you, Mr. Benedict,
your generosity in this matter
will not go overlooked. Now:
what can you offer me besides the
safe?

Saul's eyes are pure steel: he is not a man familiar
with being denied. And Benedict recognizes that fact.

109 INT. BELLAGIO - RESTAURANT - SAME TIME

109

TESS

See, the kind of people you steal
things from, they have insurance
to compensate them. They get made
whole again. I had to leave New
York to get away from what
happened. How do I get my five
years back, Danny?

DANNY

You can't. But what you can do is
not throw away another five years.

TESS

You don't know anything about --

DANNY

(leaning in)

Listen, you don't love me anymore,
you want to make a life with
someone else? Fine, I'll have to
live with that. But not him.

TESS

Spoken like a true ex-husband.

DANNY

I'm not joking, Tess.

TESS

I'm not laughing.

(beat)

You have to admit there's a
conflict of interest when you give
me advice about my love life.

Danny exhales and leans back.

(CONTINUED)

109

CONTINUED:

109

DANNY

Yes. But that doesn't mean I'm wrong.

She looks at him, and maybe part of her knows that he isn't. She looks down at his ring, somewhat wistful. He sees her looking at it.

TESS

Do you remember what I said to you when we first met?

DANNY

You said: you better know what you're doing.

TESS

Do you? Now? Because -- truly -- you should walk out the door if you don't.

DANNY

I know what I'm doing.

BENEDICT

What are you doing?

Terry Benedict is hovering over them, fresh from his meeting with Saul.

DANNY

Catching up.

TESS

Terry, meet my ex-husband...

DANNY

(extending his hand)

Danny Ocean.

BENEDICT

(taking it)

Mr. Ocean.

(to Tess)

Forgive me for being late. A guest required my attention.

TESS

Danny was just walking through the restaurant and spotted me.

BENEDICT

Is that right?

(CONTINUED)

109 CONTINUED: (2)

109

DANNY

I was shocked myself. Imagine the odds.

BENEDICT

'Of all the gin joints in all the world...'

(beat)

You've been in prison until recently, isn't that right? How does it feel to be out?

DANNY

About the same. Everything you want is still on the other side.

BENEDICT

There's the human condition for you.

TESS

Terry, Danny was just about to...

DANNY

I just wanted to say hello. For old time's sake.

BENEDICT

Stay for a drink, if you like.

TESS

He can't --

DANNY

(simultaneously)

-- I can't.

An awkward silence. Benedict takes Tess's hand in his.

BENEDICT

Well, then I don't imagine we'll be seeing you again, Mr. Ocean.

DANNY

You never know.

BENEDICT

I know everything that happens in my hotels.

DANNY

So I should put those towels back.

BENEDICT

The towels you can keep.

(CONTINUED)

109 CONTINUED: (3)

109

DANNY
 (smiles, rises)
 Good seeing you, Tess.

TESS
 Take care, Danny.

Danny goes. When he's out the door...

TESS
 I'm sorry --

BENEDICT
 (like lightning)
 Don't be.

110 OUTSIDE RESTAURANT

110

MOVING WITH Danny as he exits, his fingers snapping, he saw the mist in Tess's eyes just now, he knows he's got a fighting chance with her, but what he does not know is...

... Linus is tailing him, ten steps back. He stops, glances back at the restaurant quizzically, then continues following Danny.

111 INT. BASHER TARR'S HOTEL ROOM - DAY

111

Nobody lights a match, this place is a powder keg. Basher sits on his bed, surrounded by combustibles, whittling and polishing a plastic explosive into an emerald shape. There's a KNOCK at the door...

MAID (O.S.)
 House cleaning.

BASHER
 (eyes never leave
 his work)
 Just jumping into the shower, can
 you come back later?

The maid moves on, on TV: A Reporter broadcasts live...

REPORTER (V.O.)
 We're here at the historic
 Paradiso Hotel and Casino, once
 the prize resort of Las Vegas, now
 seconds away from demolition...

112 EXT. PARADISO HOTEL (ON STRIP) - DAY

112

Just down the block from the Terry Benedict Trinity stands (for a few remaining moments) the edifice of the Paradiso, Reuben Tishkoff's bankrupted hotel-casino.

A crowd has gathered to witness its destruction: Terry Benedict, for one, his finger on the button and his face in the spotlight; Tess another, standing (near)by her man; Danny, too, hidden within the masses, eyes fixed on his ex; and Linus, who keeps a steady bead on Danny.

REPORTER

... and here's Reuben Tishkoff, former owner of the Paradiso, come to bid farewell to his fabled resort and wish Terry Benedict all the best with his future plans for the property...

Terry greets Reuben before the TV cameras and newspaper reporters, and everyone's smiling and shaking hands, but behind those smiles and under their breaths...

BENEDICT

Good to see you.

REUBEN

Go shit in your mouth.

Tess, her eyes roaming the crowd, finds a pair staring back at her: Danny's. She holds his glance a moment -- long enough for both Linus and Benedict to notice -- before turning away, to...

... Benedict, who puts his public smile back on and steps up to a podium alongside MIKE TYSON and LENNOX LEWIS, and together they all put their hands on "the plunger" and Benedict leans into a microphone...

BENEDICT

I hope there's as much dynamite in the Paradiso as there will be in this Saturday's fight.

... and -- WHOOMP -- the PLUNGER comes down and -- write your own onomatopoeia here -- the PARADISO IMPLODES. Reuben wipes a tear from his eye.

REUBEN

G'bye, honey...

113 INT. BASHER TARR'S HOTEL ROOM - SAME TIME

113

As the Paradiso crumbles outside his window, the lights and TV in his room flicker and go out.

(CONTINUED)

113 CONTINUED:

113

BASHER

Shit.

As he scrambles out the door, making sure to post a "Do Not Disturb" sign...

RUSTY (V.O.)

Saturday day is yours. Do whatever you like with it.

114 INT. TISHKOFF'S - GAME ROOM - NIGHT

114

FROM ABOVE, SLOWLY DESCENDING: Ten of our eleven (Basher is missing) surround the model of the three casinos. Rusty leads everyone in a run-down of the heist...

RUSTY

Call is at five-thirty. Makeup and costume. Saul's package arrives at seven-fifteen, and Linus grabs our codes. All goes well there and we're a go. Seven-thirty Virgil and Turk deliver Yen and we're committed. From that point, we have thirty minutes to blow the power or he suffocates.

We DESCEND ONTO the miniature of the vault, then --

DISSOLVE TO:

115 INT. BELLAGIO VAULT - NIGHT

115

FROM ABOVE, DESCENDING STILL: This is the Real Deal. The Bellagio vault. A clock reads: 8:03.

RUSTY (V.O.)

Once the electricity goes, all entry points to the vault and its elevator will automatically lock down for two minutes. That's when we make our move...

Two guards wheel in a cash cart and leave it in the vault's center and march out again, closing the thick metal door behind them. When the vault LOCKS CLICK...

... We STOP DESCENDING, just above the cash cart. There is silence for a spell, the lights flicker out, then...

... the false top of the cart springs open, revealing Yen within, folded neatly.

(CONTINUED)

115 CONTINUED:

115

He inhales deeply, then slowly unspools himself from the cash cart until, at last, he crouches atop it. He takes in the room: vacant and silent.

Except for Rusty, who walks right by him, incongruously.

RUSTY

Okay: they've put you in the middle of the room, far from everything. You have to get from here to the door without touching the floor. What do you do?

A WIDER ANGLE reveals we're...

116 INT. WAREHOUSE - NIGHT

116

The Bellagio vault has been fully reproduced here, and what we've been watching has been a trial run. Ten of the eleven (Turk and Virgil in guard costumes, Basher is still missing) watch from offstage, like a film crew watching a dress rehearsal.

FRANK

Fin says he shorts it.

LIVINGSTON

Make it a sawbuck.

From a dead squat, Yen leaps, hands first, from the cash cart to a ledge five yards away, and grips it safely with both hands without touching the floor. From this position, he'll inch his way to a counter, then, to the door...

Frank pays up. Behind him, a DOOR SLAMS, and he turns to see Basher, at last. Sniffing the air, he double-takes -- Basher's covered head-to-toe in sewage.

BASHER

(and he's not happy)
We're in deep shit.

117 EXT. WAREHOUSE - NIGHT

117

Linus hoses Basher off, his accent angry and thick as he spits out water and the story of his afternoon and if nobody understands a word he's saying, that's okay...

(CONTINUED)

117 CONTINUED:

117

BASHER

The damn demo crew didn't use a coaxial lynch to back the mainline! Onioned the mainframe couplet!

Reuben leans into Livingston...

REUBEN

You understand any of this?

LIVINGSTON

I'll explain later.

BASHER

Blew the backup grid one by one!
Like dominoes!

DANNY

(as he hardly
understands
this either)

Basher. What happened?

118 FLASHBACK - INT. VEGAS SEWERS - THAT AFTERNOON

118

A cabal of city engineers investigates subterranean fuse boxes, and Basher tails them, hiding near a waterfall of effluent.

BASHER (V.O.)

They did exactly what I planned to do. Only they did it by accident. Now they know their weakness. And they're fixing it.

An ECHOING FOOTSTEP draws the attention of the city engineers, and Basher retreats into the waterfall.

119 INT. TISHKOFF'S LIVING ROOM - NIGHT (PRESENT)

119

Basher towels off his hair...

DANNY

So...

BASHER

So unless we decide to do this job in Reno, we're screwed.

Danny rises and paces, frustrated. He's come too far for things to go awry now.

(CONTINUED)

119 CONTINUED:

119

RUSTY

We could --

DANNY

By tomorrow?

Danny keeps pacing; Rusty hangs his head and thinks;
Basher dries his hair.

BASHER

(an idea occurs
to him)

We could use a pinch.

Danny stops; Rusty looks up.

DANNY

What -- is a pinch?

120 INT. LAB - DAY

120

Scientists demonstrate the pinch, a lithium wire in a
glass vacuum tube the size of a small refrigerator.

BASHER (V.O.)

A pinch is the equivalent of a
cardiac arrest for any broad-band
electrical circuitry. Or better
yet: A pinch is a bomb... but
without the bomb. Every time a
nuclear weapon detonates, it
unleashes an electromagnetic pulse
which shuts down any power source
within its vicinity. That tends
not to matter in most cases
because the nuclear weapon
destroys everything you might need
power for anyway. Now a pinch
creates a similar electromagnetic
pulse, but without the headache of
mass destruction and death. So
instead of Hiroshima, you get the
Seventeenth Century.

A121 INT. TISHKOFF'S LIVING ROOM - NIGHT

A121

RUSTY

For how long?

BASHER

About ten seconds.

(CONTINUED)

A121 CONTINUED:

A121

DANNY

Could a pinch take out the power
of an entire city? Like, I
don't...

BASHER

Las Vegas?

(beat)

But there's only one pinch in the
world big enough to handle it.

Danny and Rusty trade a look: They have their answer.

DANNY

Where?

BASHER

(a beat, then balefully)

Pasadena.

B121 EXT. CAL TECH CAMPUS - NIGHT

B121

Headlights hit a sign: "Cal Tech. HIGH-SECURITY AREA.
KEEP OUT." A white VAN SHOOTS PAST it.

121 OMITTED

121

122 INT. WHITE VAN - NIGHT

122

Turk and Virgil man the front seats as Danny, Basher, Yen
and Linus huddle in the back. Basher and Yen both
prepare equipment for their raid: hooks and a rope for
Yen, a small blowtorch and a drill for Basher.

DANNY

(to Basher and Yen)

You two ready?

They nod and, with Danny, start out the van's rear door.
Linus starts to follow but...

DANNY

What are you doing?

LINUS

Coming with you.

Danny smiles and shakes his head.

LINUS

(furious)

But...

(CONTINUED)

122 CONTINUED: 122

The van door slams in his face.

123 EXT. LABORATORY - AT PERIMETER DOOR - NIGHT 123

Danny picks a lock, then he, Yen, and Basher disappear into the lab's interior.

124 INT. WHITE VAN 124

Linus twiddles his thumbs, tired of being seated at the kids' table. Meanwhile, up front, another Mensa meeting has been called to order...

VIRGIL

Are you a man?

TURK

Yes. Nineteen.

VIRGIL

Are you alive?

TURK

Yes. Eighteen.

VIRGIL

Evel Knievel.

TURK

Shit! Okay, your turn...

SAME SCENE - LATER

VIRGIL

Co-sign squared over .0455.

TURK

No. Co-sign squared over .0415.

VIRGIL

.04-five-five.

TURK

One-five.

VIRGIL

You're so wrong.

TURK

You don't know your string theory, bitch.

(CONTINUED)

124

CONTINUED:

124

SAME SCENE - LATER

After a spell of silence...

VIRGIL

Mom told me she loves me more.

TURK

She told me she was going to tell
you that.

ON LINUS

TURK (O.S.)

Stop it.

VIRGIL (O.S.)

Make me.

TURK (O.S.)

Stop it.

VIRGIL (O.S.)

Make me.

They can be heard WRESTLING. Linus has had enough. He sneaks out the van's back door without the Malloys hearing him.

125

AT PERIMETER DOOR

125

Linus sulks along the laboratory's perimeter, finds the door Danny pick-locked, and disappears inside.

A moment passes.

A moment passes.

And the next door opens, and Danny, Basher, and Yen appear, pinch in hand -- they've succeeded. They weave a path to the van...

126

INT. VAN

126

Turk and Virgil are still wrestling as the trio appears. Danny, Basher and Yen pile in the back...

DANNY

We got it. Let's go.

Turk floors it, and they're off.

(CONTINUED)

126

CONTINUED:

126

DANNY

Wait a minute.

Turk brakes, and they're not.

DANNY

Where's Linus?

Everyone realizes: he's not here. Just then:

SIRENS and ALARMS and lights come to life. Uh-oh.

Danny spins to look out the back of the van, Basher by his side. His eyes scan the compound, then:

DANNY

There he is.

DANNY'S POV

of the lab, and its beveled-glass stairwell. Linus scrambles up its steps, a flight ahead of a duo of chasing guards. As he ascends out of sight...

Danny shifts his focus to -

DANNY'S POV

The other side of the building, and two more guards arriving on the roof and moving toward the staircase: Linus will be trapped.

BACK TO SCENE

Danny, Basher, and Yen squat side-by-side-by-side, watching all this. Yen makes a colorful observation about Linus's predicament; of course, no one understands it.

VIRGIL (O.S.)

One of us should help him.

BASHER

(who speaks Danny's mind)

Then there'll be two of us who need saving.

DANNY

He knows where we are.

(CONTINUED)

126 CONTINUED: (2)

126

DANNY'S POV

Both sets of guards appear on the rooftop, and find no Linus between them -- he's disappeared.

TURK (O.S.)

Where'd he go?

BACK TO SCENE

Danny and Basher slowly turn: Turk and Virgil crouch inches behind them, wanting to spectate as well.

TURK

(off Danny's look)

What?

(then, realizing their goof, to his brother, remonstratively)

Would you -- shouldn't someone be behind the wheel?

CRASH!

127 OMITTED

127

&

&

128

128

129 EXT. LABORATORY - NIGHT

129

A second-story WINDOW EXPLODES as a desk chair flies through it, followed shortly by Linus who leaps onto a steel-mesh overhang running alongside the building.

130 OMITTED

130

A131 INT. VAN

A131

DANNY

Alright, back it up, back it up!

Virgil leaps into the driver's seat, shifts into reverse.

B131 EXT. VAN

B131

Linus runs along the overhang, then leaps down, onto the reversing van, and rolls along its roof and down its windshield.

(CONTINUED)

B131 CONTINUED:

B131

THROUGH the windshield: Virgil jabs his thumb over his shoulder: get in the back.

DANNY
(appearing from
the rear doors)
C'mon, c'mon...

Linus scrambles back over the van, and Danny and Yen pull him in. Virgil hits the gas for a quick getaway, but he does so before the rear doors are closed, and one of them slams shut right on Yen's hand -- CRUNCH!

YEN
Ahhh!

131 INT. WHITE VAN

131

as it hurtles away. Basher tends to Yen, cradling his hand, and Danny stares down Linus, breathless.

DANNY
I say stay in the van, you stay in the van, got it? 'Cause you lose focus for one second in this game, and someone gets hurt.

LINUS
(he's had just
about enough of
Danny's shit)
I got it.

They continue staring daggers at one another as...

A132 EXT. VAN

A132

The van pulls away into the night...

JIM LAMPLEY (V.O.)
It's fight night in Las Vegas...

132 EXT. LAS VEGAS - DAY

132

Incoming lanes of the I-15 reflect bumper-to-bumper steel; planes in the air are stacked for five miles over the desert; even Gila monsters below seem Vegas-bound.

(CONTINUED)

132 CONTINUED: 132

JIM LAMPLEY (V.O.)
... people are flooding in from
all over the country to see what
has been dubbed the 'Fight to End
All Fights'...

133 EXT. LAS VEGAS - DAY 133

JIM LAMPLEY broadcasts live from a mobbed Strip.

JIM LAMPLEY
... and even though it's still
five hours 'til the opening bell,
the energy here is fever-pitched.

134 INT. BELLAGIO CASINO 134

Every table is in play, every seat filled.

135 INT. BELLAGIO SECURITY CENTER - THE EYE IN THE SKY 135

The Bellagio's CASINO MANAGER (the one Linus spied with Benedict before) checks in with his watchers.

MANAGER

How we doing?

136 INT. MIRADOR SUITE - DAY 136

Livingston has moved A/V operations into Lyman Zerga's suite. As he scours the same images the watchers downstairs do, he eavesdrops on their communications through his headset.

WATCHER (V.O.)

(over Livingston's
headset)

Cotton couldn't be taller.

137 IN MIRADOR SUITE BATHROOM 137

Lost in the luxury his role dictates, Saul floats in a full-sized Jacuzzi and chews on a hundred dollar cigar; Reuben, meanwhile, paces the floor, nervously.

TISHKOFF

Where are they? That's what I
want to know. Where are they?

SAUL

(as Lyman)

They'll be here.

TISHKOFF

(to himself, mocking
"Lyman")

'They'll be here.' Thanks a lot,
Fidel.

138 AT LIVINGSTON'S CONSOLE 138

Punching up a new set of views from the Eye In The Sky, Livingston thrusts forward, alarmed by one.

LIVINGSTON

Yikes.

139 INT. BELLAGIO CASINO - LOBBY - DAY 139

Rusty keeps watch on the hotel's side entrance.

(CONTINUED)

139 CONTINUED:

139

He glances at his watch, then outside again as the white van arrives, dropping off only Linus and Danny, who slaps the van's roof before it pulls away.

As Danny and Linus enter the lobby, Rusty falls into step with them, exchanging a smile with Danny but not Linus, he still looks chastised from the car-trailer.

140 INT. ELEVATOR

140

Riding up...

RUSTY

You boys have a nice trip?

Rusty, smiling, looks to Linus, glowering, then to Danny. Before Danny can explain the doors part at the Mirador Suite, where Livingston greets them urgently.

LIVINGSTON

We have a problem.

141 INT. MIRADOR SUITE - ON LIVINGSTON'S LAPTOP - DAY

141

A mug-shot of Danny, complete with vital information: height, weight, criminal history.

LIVINGSTON

You've been red-flagged. It means the moment you step on the casino floor, they'll be watching you. Like hawks. Hawks with video cameras.

DANNY

This is a problem.

A pall falls over the room: this is more than a problem, this is disastrous. Only SAUL dares make a noise, HUMMING and SPLASHING in the next room.

RUSTY

Saul: time to get out.

SAUL (O.S.)

(as Lyman)

It's time when I say it is.

RUSTY

Now!

We hear HIM JUMP-TO-IT out of the tub...

(CONTINUED)

141 CONTINUED:

141

SAUL (O.S.)
 (himself again)
 I'm out.

RUSTY
 (back to Danny)
 You have any idea how this
 happened?

Before Danny can answer...

LINUS
 I do. He's been chasing
 Benedict's woman. Got into a real
 snarl with him two nights ago.
 (off Danny's look)
 I was tailing you.

DANNY
 Who told you to do that?

Before Linus can answer...

RUSTY
 I did.
 (he and Danny
 hold a stare)
 I knew you couldn't leave Tess
 alone.

TISHKOFF
 Who's Tess?

DANNY
 My wife.

RUSTY
 Ex-wife.

SAUL
 (appearing in a
 bathrobe)
 Tess is here?

RUSTY
 (eyes still on
 Danny)
 I'm sorry. I didn't know if it
 would sting you, but it did.
 (the most difficult
 words he's ever
 had to say)
 You're out, Danny.

(CONTINUED)

141 CONTINUED: (2)

141

TISHKOFF

He's out?!

RUSTY

It's that or we shut down right now. His involvement puts us all at risk.

Danny and Rusty face off, furious with each other.

DANNY

This isn't your call.

RUSTY

You made it my call. When you put her ahead of us. You made it mine.

DANNY

This is my job.

RUSTY

Not anymore.

Danny stares daggers at Rusty. But he can see: everyone in the room is on Rusty's side. Defeated, he stalks out of the room, onto a balcony, but not without staring down Linus.

TISHKOFF

But, but... he can't just be out. Who's gonna take his place?

Rusty turns to Linus.

RUSTY

Kid, you up for it?

Linus's eyes drift to Danny outside -- whatever acrimony he felt before, he never meant to kick Danny off the job. He nods, half-cocksure/half-scared-pissless: he's up for it.

RUSTY

(to Livingston)

Find everyone else. Let 'em know the change in plan. Curtain goes up at seven.

Livingston exits. Everyone else in the room staggers about, like witnesses after an execution. Rusty steps out onto the balcony, perhaps to console Danny, but (as Linus watches them from inside) their words cannot be heard.

(CONTINUED)

141 CONTINUED: (3) 141

SAUL
Tess is with Benedict now?
(as nobody responds)
She's too tall for him.

142 OMITTED 142
& &
143 143

144 INT. BENEDICT'S SUITE - DRESSING ROOM - NIGHT 144

Tess, readying herself for the big evening, meets her own glance in a dressing mirror, then spots Benedict in its reflection, pacing the bedroom behind her.

BENEDICT
(on phone)
Yes. Yes. No. Very much no.
(beat)
Then inform Mr. Levin he'll find a better view of the fight in front of his television. Surely he must have H.B.O.

Hanging up, Benedict approaches her, puts his hands on her shoulders...

BENEDICT
What are you thinking about?

TESS
You.

She smiles at him in the mirror. His glance in it, turns from her to himself.

145 INT. EXECUTIVE ELEVATOR 145

Riding down, Terry Benedict checks his watch. The elevator doors open and...

146 INT. BELLAGIO CASINO - ELEVATOR BAY 146

... he steps onto his casino's floor, the king of Las Vegas.

The time is 7:00.

147 ON BALCONY OVERLOOKING CASINO FLOOR

147

Benedict meets his casino Manager, according to schedule.

BENEDICT

Any sign of Ocean?

MANAGER (WALSH)

Not in a couple hours. You want him out? I can bounce him from the state for parole violation if you like.

BENEDICT

(shakes his head)

Put a guy on him. He's here for a reason. I'd like to know what it is. But if he comes anywhere near Tess, take it to the next level.

MANAGER

Bruiser?

Benedict nods, goes on his way.

148 AT CASINO ENTRANCE

148

Saul, as Lyman Zerga, stands ramrod straight, looking through sliding glass doors out at the valet station.

From behind, Terry Benedict approaches, two security guards walking half a pace behind him. Saul spots him in the glass's reflection; he does not turn.

SAUL

Mr. Benedict.

BENEDICT

Mr. Zerga. It's a very busy night for me. Are we on schedule?

SAUL

I have no reason to suspect otherwise. My couriers should be here momentarily.

A beat as Benedict studies Saul.

BENEDICT

It's a nice evening. Shall we wait outside?

149 POV THROUGH BINOCULARS - ON BELLAGIO VALET AREA 149

Benedict and Saul emerge, guards positioned around them.

TURK (V.O.)

They're in position.

LIVINGSTON (V.O.)

(over STATIC)

Okay. We're a go.

150 EXT. BELLAGIO CASINO - VALET AREA - SUNSET 150

A white, unmarked van pulls in from the street and races up to the curb where Saul and Benedict wait.

Turk Malloy gets out the passenger's side, a briefcase handcuffed to his wrist, as Virgil comes around from the driver's side, both of them dressed in their bodyguard suits.

TURK

Mr. Zerga. A gift from Mr. Hesse.

Turk extends the briefcase to Saul, so that they both clasp the handle, as Virgil produces a key, unlocks the cuff on Turk's wrist, transfers it to Saul's, clamps it shut, and hands Saul the key.

SAUL

Thank you, Friedrich, Gunther.

He turns, nods to Benedict, and they retreat into the hotel, the security guards and Malloys flanking them.

151 INT. BELLAGIO CASINO 151

Frank deals blackjack to a full table. His eyes gaze past his players to Saul, the guards and Benedict passing by.

FRANK

(as he busts)

Lookin' like a bad night for the house.

MOVING WITH Benedict as he spies out of the corner of his eye Danny, lurking at a slot machine. To one of his guards...

BENEDICT

Find Mr. Walsh. Tell him Mr. Ocean's in the west slots.

(CONTINUED)

151 CONTINUED:

151

The guard goes, and Benedict continues with Saul...

BENEDICT

I'm afraid I can't allow my
private security personnel
inside the casino cages. I hope
you don't mind...

SAUL

Of course not.

Saul turns to dismiss Virgil and Turk when...

... passing by, on his way to a sports betting window, an
old RACETRACK DENIZEN happens past this cabal and, worse
yet, happens to recognize Saul.

RACETRACK DENIZEN

Saul? Saul Bloom, is that you?

Saul does his best to ignore the man. But even Benedict
notices: this guy seems to know Lyman Zerga.

RACETRACK DENIZEN

Saul, it's me. Bucky Buchanan,
remember? From Saratoga.

At last Saul turns to face this man, with shark's eyes.

SAUL

Friedrich, Gunther.

An order: dispose of this man. Virgil and Turk pick up
the Denizen by his elbows and haul him away.

SAUL

Mr. Benedict...
(gesturing to the
cage; re: his
briefcase-cuff)
Please: I have never enjoyed the
touch of steel to my skin.

They proceed.

152 AT SLOTS

152

Danny sits in a row of octogenarians, all vacantly
dropping \$1 coins and pulling levers. As he watches Saul
and Benedict disappear into the cage...

(CONTINUED)

152 CONTINUED:

152

DING! DING! DING! DING! Four cherries. Danny smiles, a big winner, but he's got bigger pots to win tonight. He steers a neighboring senior citizen (blind as a bat) to his slot machine...

DANNY

Pops, you won.

... then slips away.

A153 INT. MIRADOR SUITE

A153

Linus stands dressed in a sharp, conservative suit -- a far cry from the threadbare thief in Chicago. Rusty circles him, inspecting.

RUSTY

Where you gonna put your hands?

Linus clasps them.

RUSTY

No...

Linus goes for his pockets.

RUSTY

Not the pockets, either. And don't touch your tie. Look at me...

Linus does.

RUSTY

That how you gonna stand?

Linus shifts his balance.

RUSTY

Wrong again. I ask you a question, you have to think of the answer, where you gonna look?

Linus looks down.

RUSTY

Death. You look down, they know you're lying --

Linus looks up.

(CONTINUED)

A153 CONTINUED:

A153

RUSTY

-- and up they know you don't know the truth. Don't use three words when one will do, don't shift your eyes, look always at your mark but don't stare, be specific but not memorable, funny but don't make him laugh, he's gotta like you then forget you the moment you've left his sight, and for God's sakes whatever you do, don't under any circumstances --

LIVINGSTON (O.S.)

Rust, can you come here a sec?

RUSTY

(wandering off)

Sure thing.

Linus is left utterly bewildered, a thousand commandments to remember and fifteen minutes to remember them in.

153 EXT. ALLEY - DUSK

153

Turk and Virgil's white van whips around a corner and shoots inside...

154 INT. WAREHOUSE - SECOND VAN POV

154

Of which, importantly, we never see the exterior, just an air freshener hanging from the rearview mirror...

The white VAN SCREECHES to a halt inches from Basher who stands ready beside the pinch (and the now-gutted and dismantled mockup of the Bellagio vault) and faster than a NASCAR pit crew Basher, Turk and Virgil load the pinch into the white van's rear and before you can say "electromagnetic pulse" the VAN SCREECHES back out of the warehouse fully loaded.

The time is 7:16.

155 INT. BELLAGIO CAGES - EMPTY COUNT ROOM

155

The room is empty save for a large table. Saul places his briefcase on it, adjusts its numbered combination locks, and opens it.

Inside the case: five rows of glittering emeralds.

(CONTINUED)

155

CONTINUED:

155

BENEDICT

They're very beautiful. A gift.

Saul stares at him: none of your fucking business.

BENEDICT

Can you lift them out, please?

Saul lifts the velvet tray out of the case, and Benedict pats down the case's interior. Saul replaces the tray.

BENEDICT

Alright, Mr. Zerga. I acknowledge that the case does not contain any dangerous or illicit material. I further agree to take custody of your case for a twenty-four hour period to store in our secured vault. While I cannot permit you to accompany the case to the vault...

SAUL

Why not?

BENEDICT

Insurance, for one. Security, another. And I don't trust you.

There is a KNOCK at the door, and Walsh the casino manager enters. He speaks low in Benedict's ear.

WALSH (MANAGER)

I put two plainclothes on Ocean. He's at the keno bar now.

Walsh nods, and Benedict turns back to Saul.

BENEDICT

Mr. Zerga, this is Mr. Walsh, my casino manager. If you will allow, he will arrange for your briefcase to be stored inside our vault while you watch on a security monitor.

(beat)

Those are my terms. Yes or no?

Saul and Benedict eyeball each other.

SAUL

You leave me no choice.

Saul unlocks the cuff from his wrist.

156 EXT. BELLAGIO CASINO - KITCHEN ENTRANCE - NIGHT 156

The white van slows enough to unload Virgil and Turk, changed into waiter uniforms, and they hurry a table-clothed room service cart inside as Basher pulls away.

157 INT. BELLAGIO CASINO - BY CAGE DOOR - NIGHT 157

RISING FROM a spotless pair of wingtips shifting side-to-side, OVER hands flexing and stretching, UP TO Linus Caldwell. He keeps an eye on the cage door, waiting for Benedict to appear, as he tries anything to shake out his nerves. Then, from a discreet earpiece he wears, comes:

LIVINGSTON (V.O.)

Deep breaths. You'll do fine.

LINUS

(breathes deep)

Thanks.

LIVINGSTON (V.O.)

No sweat, kid. You're a rock.

(as Linus smiles,
feeling good about
himself)

Now don't fuck up.

158 INT. MIRADOR SUITE - ON LIVINGSTON'S MONITOR - NIGHT 158

Linus's smile disappears as he continues to bounce. There's a KNOCK at the door.

(CONTINUED)

158 CONTINUED:

158

VOICE (O.S.)

Room service.

Rusty checks through the peephole, then ushers in Turk and Virgil in costume with their room service cart.

TURK

Who ordered the penne?

Livingston raises a hand, and as Turk serves him his plate, Virgil whips off the cart's tablecloth: underneath it's the false-lid cash cart. Rusty turns to a corner.

RUSTY

You ready?

In it, Yen finishes bandaging his busted hand and nods.

159 INT. BELLAGIO SECURITY CENTER - THE EYE IN THE SKY

159

Fat and Slim sit before their monitors, feet kicked up, as behind them Walsh, Benedict, and Saul enter.

WALSH

This is our security center, where we oversee all gaming in the casino as well as our vault. You'll be able to monitor your briefcase from here.

Walsh, finding Fat and Slim as they are, coughs; the two watchers leap immediately to their feet. Benedict checks his watch.

SAUL

Don't let me keep you.

BENEDICT

Mr. Zerga...

And Benedict takes his leave...

160 INT. MIRADOR SUITE - NIGHT

160

RUSTY

Linus... you're up.

161 INT. BELLAGIO CASINO - BY CAGE DOOR - NIGHT

161

Linus nods, shakes out his hands some more...

(CONTINUED)

161 CONTINUED:

161

LINUS

Deep breaths, deep breaths.

... and here comes Benedict, exiting the cage just as his assistant arrives with his portfolio. As he turns toward the restaurant...

LINUS

Mr. Benedict...

BENEDICT

Yes?

LINUS

(presents proper
identification)

Sheldon Wills. Nevada Gaming
Commission. Could I have two
minutes of your time?

Benedict sighs -- his evening's been sidetracked enough
already -- but...

BENEDICT

Of course. Anything for the
N.G.C.

162 AT KENO BAR

162

Danny watches Benedict escort Linus toward the blackjack tables, unaware that TWO PLAINCLOTHES SECURITY GOONS watch him from across the bar, and when he turns in their direction, they look away, acting incognito, but it's not them he's turning toward...

... it's Tess, rounding a corner toward the restaurant. Danny jumps to his feet, throws a tip on the bar, and goes.

163 INT. MIRADOR SUITE - NIGHT

163

The time is 7:27.

Yen tucks himself into the cash cart's hidden compartment with a slim oxygen tank for company. Meanwhile, Rusty drills Virgil and Turk...

RUSTY

Okay: when do you make the
deposit?

(CONTINUED)

163

CONTINUED:

163

TURK

Not until we get your signal.

VIRGIL

Hey. What do we look like: a couple of peckerwood jackasses or something?

No one responds.

RUSTY

(turning his attention to Yen, squeezed into the cart)

Amazing: how's it feel? You alright?

(as Yen nods)

Want something to read? Magazine?

From the tangle of limbs, a middle finger protrudes to show Rusty what he can do with a magazine.

RUSTY

Okay. I'm counting down. Thirty minutes of breathing time starts... now.

On "now" a RUNNING CLOCK APPEARS ON-SCREEN, descending from 29:59. It will REMAIN there for the duration of the pre-pinch heist, jumping at times BETWEEN SCENES.

Rusty seals Yen inside the cash cart, then gives the top a tug: it's shut tight. As Virgil redresses it with the tablecloth, Turk snatches back Livingston's penne on the way to the door.

LIVINGSTON

You get no tip.

164

INT. CASINO FLOOR - 28:37

164

and counting. MOVING WITH Benedict and Linus into the Pit Boss's station.

LINUS

It only came to our attention this morning, Mr. Benedict. Apparently he has a record longer than my arm.

BENEDICT

If he is who you say he is.
(hailing a PIT BOSS)
Charlie. Call over Ramon Escalante.

(CONTINUED)

164 CONTINUED:

164

PIT BOSS
Certainly, Mr. Benedict.

Benedict and Linus wait, side-by-side. While Linus does his best to play it cool, Benedict dips into his portfolio.

165 INT. MIRADOR SUITE - ON LIVINGSTON'S MONITOR - NIGHT

165

An overhead view of Benedict as he pulls out the combination to the vault, reads it, then buries it in his jacket pocket.

RUSTY
Did you make it out?

LIVINGSTON
His head blocked the last two numbers.
(into his microphone)
We missed it, Linus. You gotta grab the combination yourself.

166 INT. BELLAGIO CASINO - NIGHT

166

Linus half-nods in response, and Benedict notices. Suspicious of the young man, he decides to test him.

BENEDICT
You new at the commission?

LINUS
Been there about two years.

BENEDICT
I know Hal Lindley over there.
You work with him at all?

LINUS
(a pause; will he
pass?)
Not since he died last year.

He passes. The Pit Boss returns with Frank in tow.

BENEDICT
Mr. Escalante. Would you come with us, please?

FRANK
What's this about?

(CONTINUED)

166 CONTINUED:

166

BENEDICT

I think it's better if we talked
off the floor.

Linus and Benedict lead Frank away. As they pass an
elevator...

... its doors open, revealing Turk and Virgil, dressed
now as security guards, pushing out the false-lid cash
cart. They leave behind a pile of dishes, waiter
uniforms, a tablecloth.

167 INT. RESTAURANT - 24:26

167

and counting. A MAITRE D' scours his reservations list,
then peers up to find Reuben Tishkoff approaching, on
either side of him two gorgeous young women, all blonde
hair and breasts and legs, women who wouldn't give Hefner
the time of day.

MAITRE D'

Good evening, Mr. Tishkoff.

TISHKOFF

Good evening, Marcel. My nieces
and I would like a table.
Something quiet before the fight.

MAITRE D'

I can put you at 19 in just a
couple minutes.

TISHKOFF

Quick as you can.
(re: the girls)
The meter's running here.

The Maitre d' turns to his next customer: Tess. She, of
course, merits a table instantly.

MAITRE D'

Good evening, Miss Ocean. Right
this way...

Reuben can't help but stare as Tess passes by. His eyes
linger a little too long and a little too low...

VOICE (O.S.)

Hey...

Reuben pivots; it's Danny, and he strolls past Reuben and
his lady friends and into the restaurant...

(CONTINUED)

167 CONTINUED:

167

DANNY

Try to keep your tongue in your mouth.

TISHKOFF

(shocked to see Danny;
thinks he's off the
job, but covering)

Yeah, pal, well only if you take your thumb out of your...

... Reuben gets brushed from behind by the two Plainclothes Goons following Danny.

TISHKOFF

(outraged)

Hey: you have any idea who I think I am?

168 AT TESS'S USUAL TABLE

168

Just as she's sitting, Danny approaches. She goes straight at him, apoplectic.

TESS

Danny: No.

DANNY

I'll just be a moment.

TESS

I'm having you thrown out of here.

She starts past him; he grabs her arm to keep her, and she wheels on him.

TESS

You're up to something, Danny. What? And don't say you came here for me. You're pulling a job, aren't you?

DANNY

Tess...

TESS

Well, know this: no matter what it is, you won't win me back. I can't afford it.

DANNY

I just came to say good-bye.

(CONTINUED)

168 CONTINUED:

168

This surprises Tess, and, truth be told, saddens her; she studies him a moment, unsure of what to say.

TESS

Oh... then... good-bye.

DANNY

Good-bye.

Danny starts for her cheek, stops to see if it's alright with her -- she, sad-eyed, does not recoil -- and then gently kisses it...

DANNY

Be good.

Danny leaves her. Tess watches him go.

TESS

(already missing him)

Good-bye, Danny.

169 AT RESTAURANT'S ENTRANCE

169

Danny runs smack into the Plainclothes Goons.

PLAINCLOTHES GOON #1

Mr. Ocean. Mr. Benedict would like to see you.

DANNY

(resignedly, these men are much too big to tangle with)

I thought he might.

The Plainclothes Goons escort Danny away, right past Reuben who frowns, concerned.

170 INT. BELLAGIO CASINO MANAGER'S OFFICE - 18:25

170

Frank stands at attention before Linus and Benedict. Linus, straddling a desk, takes a beeper off his belt when it pinches him. Benedict checks his watch: the fight's opening bell is growing closer and closer.

LINUS

Thank you for your cooperation, Mr. Escalante.

(as Frank nods, not at all)

Or should I call you Mr. Catton?

(CONTINUED)

170

CONTINUED:

170

Frank bristles, tries not to let it show. Linus pulls out a Xeroxed mug shot and bio of him.

LINUS

You are Frank Catton? Formerly of the Tropicana, the Desert Inn and the New York State penitentiary system?

(MORE)

(CONTINUED)

LINUS (CONT'D)

(as Frank remains
quiet)

Your silence suggests you don't
refute that.

(to Benedict)

Mr. Benedict, I'm afraid you've
been employing an ex-convict. As
you know, the N.G.C. strictly
forbids...

FRANK

(under his breath)

Goddamn cracker...

LINUS

(a pause; he can't
believe he just
heard that)

Pardon me.

FRANK

(leering at Linus,
simmering)

You heard me. Just 'cause a black
man tries to earn a decent wage in
this state...

LINUS

That has nothing to do with...

FRANK

(over him, ranting)

... some cracker cowboy like you's
gotta kick him out on the street.
Want me to jump down, turn around,
pick a bale of cotton, won't let
me deal cards, might as well call
it whitejack.

LINUS

(a beat, then)

I resent your implication that
race has anything to do with this.

(to Benedict)

Now, as I was saying, the Nevada
Gaming Commission strictly forbids
the employment of the colored...

(whoops)

... I mean...

That does it: Frank attacks Linus, lunging at the man,
and as Benedict steps in to separate the two...

(CONTINUED)

170 CONTINUED: (2)

170

... Linus's hand dips into his tuxedo jacket and withdraws the vault combination.

FRANK

Okay, okay, I'm cool.

BENEDICT

(to Linus)

You alright?

LINUS

(a beat, then)

Yeah.

171 INT. MIRADOR SUITE - NIGHT

171

RUSTY

(hearing this)

He's got it.

(into his mike)

Virgil, Turk: deliver your package.

172 INT. BELLAGIO CASINO - BY CAGE DOOR - 14:05

172

Two guards stand sentry outside the cage door. Virgil and Turk move up with their cash cart, and when Virgil reaches for his keycard... it's gone.

VIRGIL

Aw, I think... Jesus. I lost my card.

The guards frown at him. A SECURITY OFFICER approaches.

SECURITY OFFICER

What's going on here?

VIRGIL

I think... Jesus! I lost my keycard.

SECURITY OFFICER

(and this, he knows, will get this guard fired)

Okay. Leave the cart. Go find it.

(to one of the sentries)

Take this cart inside.

The sentry nods, swipes his keycard, and enters with the cash cart. Turk and Virgil hesitate a moment to watch it enter, then hurry off.

173 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY

173

On a monitor: The sentry pushes the cart down a cage corridor. On another: Saul's briefcase is escorted by another guard to the vault elevator. On another: Danny is escorted inside the cage by the Plainclothes Goons.

WALSH

There it is now.

SAUL

(beginning to sweat
this a bit, nerves
overtaking him)

Wonderful.

ON MONITORS

The yen-filled cash cart joins Saul's briefcase on the elevator. PULL OUT to...

174 INT. MIRADOR SUITE - 11:19

174

RUSTY

That's my cue.
(as he exits)
Give Basher the go.

LIVINGSTON

(into mike)
Bash, what's your status?

175 EXT. BELLAGIO PARKING LOT - MOVING WITH BASHER - NIGHT

175

driving the white van, listening to a books-on-tape of Jane Eyre.

LIVINGSTON (V.O.)

Bash!

BASHER

(turning Bronte down)
No need to yell.

LIVINGSTON (V.O.)

What's your status?

BASHER

I'm there.

And he SCREECHES to a halt on the parking structure's top level. Vegas can be seen in every direction.

176 INT. CAGE/HALLWAY - 08:36

176

and counting. Benedict exits the casino Manager's office with Linus and Frank. Benedict hails two GUARDS...

BENEDICT

Please show this man off the premises.

(to Frank)

Don't step foot in my casino again.

FRANK

(as he's led away,
over his shoulder,
to Linus)

Cracker.

Benedict checks his watch again: he's really running late.

BENEDICT

Mr. Wills, if you don't mind...

(as Linus forgets
to respond)

Mr. Wills?

LINUS

Of course.

They start toward the exit. But halfway there...

LINUS

My beeper. I'm sorry. I forgot it.

Benedict hesitates: He's in an enormous hurry now, he's behind schedule -- he hates being behind schedule -- but leaving even a member of the Gaming Commission alone in his cage is a security risk. One glance at the cameras all about and he decides to risk it.

BENEDICT

You know how to get back out?

LINUS

Of course. Enjoy the fight.

BENEDICT

(shaking his hand,
then hurrying away)

Thank you.

Linus smiles after him, withdrawing the page of combinations he lifted off the man.

177 EXT. BELLAGIO CASINO - 06:47 177

and counting. The Guards show Frank out. Frank tries to tip them...

FRANK

Thanks, fellas.

... but they snarl at him before returning inside. Frank smiles and goes on his way, his job complete.

178 INT. INTERROGATION ROOM - 06:36 178

Danny sits opposite two Plainclothes Goons in absolute silence, waiting.

DANNY

How much longer do you think Mr. Benedict will be?

GOON #1

Just a few minutes more.

He scans the room.

DANNY

No cameras in this room, huh?
Don't want anyone seeing what happens here?

The Goons say nothing. Danny checks his watch.

DANNY

He's not coming, is he?

The Goons look at each other; Danny has called their bluff.

DANNY

Who is?

There's a KNOCK at the door, and the Goons smile: Danny's about to find out who. One Goon rises to usher in...

... the BRUISER, come to beat the shit out of Danny Ocean. The guy's at least six-six, three hundred pounds, but it's not his size that draws attention, it's his teeth...

(CONTINUED)

178 CONTINUED:

178

... or the lack thereof; the Bruiser doesn't hold a single incisor, molar or bicuspid in his mouth. Gum city. And there's something really terrifying about the sight.

DANNY

I guess Mr. Benedict didn't like me talking to his girl.

The Goons shake their heads. Danny smiles at the Bruiser, and the Bruiser snarls back, showing off those gums. He rolls up his shirtsleeves, itching to tear a hole in this man. The Goons head for the door.

GOON #1

We're gonna step outside now. Leave you two alone to talk things over.

The Goons exit. Danny and the Bruiser face off. And as Danny opens his mouth to speak, Bruiser's fist flashes out and knocks him down. Danny rises, wiping a little blood from his lip.

DANNY

Jesus, Bruiser, not 'til later.

BRUISER

Sorry, Danny. I -- I forgot.

DANNY

S'okay.
(shaking it off)
How's the wife?

BRUISER

Pregnant again.

DANNY

Then we better get to work.

179 OUTSIDE INTERROGATION ROOM

179

Standing guard outside, the Goons hear PUNCHES and GROANS from inside as...

180 INT. INTERROGATION ROOM

180

... Danny climbs onto Bruiser's shoulders and pushes through the ceiling rafters, groaning every time Bruiser slaps his fist into his hand.

A181 INT. VAULT A181

A guard wheels in the Yen-filled cash cart, parks it in a station next to its twin, then -- as an afterthought -- plants Saul's briefcase right on top of it -- clunk -- an unforeseen obstacle to Yen's escape.

B181 INT. MIRADOR SUITE B181

LIVINGSTON
Oh shit...

181 INT. BELLAGIO SECURITY CENTER - 04:30 181

Saul witnesses this, too, and stifles a reaction.

WALSH
Does that satisfy you, Mr. Zerga?

SAUL
Yes, I'm very satisfied.

WALSH
(to Slim)
Close it up.

On the monitor, the vault door closes, but Saul looks anything but satisfied. He's sweaty, his mouth's so dry he can't swallow, and he keeps patting down his pockets for his Roloids, without finding them.

FAT
You alright, sir?

182 INT. CAGE/HALLWAY - MOVING WITH LINUS - 04:02 182

as he circumspectly approaches the vault-elevator door, checking up and down hallways for guards.

183 INT. MIRADOR SUITE - NIGHT 183

On a monitor, Linus comes into view...

LIVINGSTON
Almost there, kid.

184 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY 184

... and Saul spots him, but so does Fat...

(CONTINUED)

184 CONTINUED:

184

FAT

Who's that?

... and Saul can't handle the suspense: He grips his arm and groans and this is no ulcer problem, this is a full-fledged cardiac, and Walsh, Fat, and Slim all attend to him, their backs turned as...

185 INT. CAGE/HALLWAY - 03:42

185

... Linus hurries to the elevator, punching Benedict's combination into a keypad. The elevator doors open for him.

186 INT. MIRADOR SUITE - NIGHT 186

Livingston punches a few keys...

LIVINGSTON

Going to video now.

187 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY 187

As Saul and his heart attack hold the spotlight, a security monitor flips from a shot of Linus entering the elevator to a Livingston-fed videotape of an empty lift.

WALSH

(as Saul passes out)

Call for a doctor.

188 INT. ELEVATOR - 03:15 188

Linus immediately reaches up to the elevator's ceiling, rips down its panel to reveal a trap door. As he starts to push it open...

... a hand yanks it free from above. It's Danny.

DANNY

You didn't really think I was gonna sit this one out, did you?

LINUS

What, didn't you trust me?

DANNY

I do now.

He reaches down and pulls Linus, wide-eyed, up to the roof of the elevator.

189 INT. MGM GRAND GARDEN ARENA - 3:00 189

The boxers enter the ring before a full, cheering house.

Benedict and Tess find their ringside seats, a row in front of Reuben and his "nieces."

RING ANNOUNCER

Ladies and gentlemen!!

190 INT. BELLAGIO CASINO - BY CAGE DOOR - 02:56 190

Rusty approaches the sentry on duty at the cage door.

RUSTY

Someone called for a doctor?

191 INT. ELEVATOR SHAFT - ABOVE ELEVATOR - 02:21

191

Danny rips off his jacket and shirt to expose a rappelling line wrapped around his torso. Linus does the same.

LINUS

How'd you get here?

DANNY

Crawlspace. And I had to give away a couple mil.

LINUS

But what about -- I mean, that whole thing with Rusty...

Danny just smiles at him.

A192 FLASHBACK - EXT. MIRADOR SUITE - BALCONY

A192

Earlier that night, just after Rusty kicked Danny off the job. As Linus watches from inside, deaf to their conversation, blind to their expressions, Danny and Rusty confer.

DANNY

You think the kid bought it?

RUSTY

Hell, I think Reuben bought it, and he knew we were screwing around.

(beat)

You sure about this?

DANNY

(nods)

Bobby Caldwell threw me into the pool first time. Least I could do is give his kid a push.

B192 INT. ELEVATOR SHAFT - ABOVE ELEVATOR (PRESENT)

B192

LINUS

Why'd you make me go through all this? Why not just tell me?

DANNY

Well, where's the fun in that?

(starting toward
elevator shaft
ladder)

C'mon: Yen's got about three minutes of air left.

(CONTINUED)

B192 CONTINUED:

B192

Danny leads Linus down and around the elevator and side-by-side they crawl onto the bottom of the elevator, gripping the undercarriage of the lift to keep from falling. Meanwhile, we DESCEND QUICKLY DOWN the shaft, just to illustrate how very high up they are.

192 INT. BELLAGIO SECURITY CENTER - 00:53

192

Rusty, playing doctor, inspects Saul. At the same time, he inspects a monitor: the vault door closing with the Yen-filled cash cart and Saul's briefcase inside.

Rusty stops, listens to Saul's chest, then drops his head...

RUSTY

He's gone.

Walsh, Fat and Slim all bow their heads. At the door, two paramedics arrive with a stretcher.

WALSH

You're too late, guys. He's dead.

The first paramedic turns to his partner and admonishes him:

VIRGIL

(to Turk)

I told you to hurry.

193 INT. ELEVATOR SHAFT - BELOW ELEVATOR - 00:42

193

As Danny and Linus work, affixing suction-cupped anchors to their rappelling lines...

DANNY

Who do you like tonight?

LINUS

Huh?

DANNY

Tyson or Lewis.

(CONTINUED)

193 CONTINUED:

193

LINUS

The fight...?

(as Danny nods)

Lewis.

(as Danny shoots him
a look)

You like Tyson?

(as Danny nods)

How strongly do you feel about it?

DANNY

You looking for action?

LINUS

(shrugs)

I'd go in for a buck.

DANNY

A buck it is.

And they're ready, poised at the top, looking into the abyss of an elevator shaft scattered with infrared sensors.

DANNY

(into his mike)

Livingston, we're set.

A194 INT. CASINO FLOOR - OUTSIDE CAGES

A194

Rusty leads the "paramedics" out, with "dead" Saul on their gurney.

RUSTY

(into his mike)

Livingston, we're set.

194 INT. MIRADOR SUITE - 00:21

194

LIVINGSTON

(hearing this, into
his mike)

Basher, we're set.

195 EXT. BELLAGIO PARKING LOT - TOP LEVEL - 00:17

195

BASHER

(fixing the pinch atop
his van)

Just give me a minute.

(CONTINUED)

195 CONTINUED:

195

LIVINGSTON (V.O.)

We don't have a minute. Yen's gonna pass out in thirteen seconds.

BASHER

Then give me thirteen seconds.

And Basher leaps down to hook up the pinch's wires to his van's engine.

196 INT. MGM GRAND GARDEN ARENA - 00:10

196

The opening BELL RINGS -- round one. The fighters break from their corners, feinting, jabbing...

Sitting ringside: Benedict looks at Tess and smiles as she winces at the first sharp blow.

197 INT. ELEVATOR SHAFT - BELOW ELEVATOR - 00:05

197

Peering down into blackness, Danny and Linus prepare to let go any moment...

LINUS

You ever rappelled before?

DANNY

Never. You?

LINUS

Nope.

198 EXT. BELLAGIO PARKING LOT - TOP LEVEL - 00:01

198

Basher finishes preparations.

BASHER

(into his mike)

Ready.

LIVINGSTON (V.O.)

(over earpiece)

Then hit it.

Basher flips the switch. BOOM! A quick TREMOR, then stillness. He picks a point on the horizon, like Babe Ruth, and suddenly...

BASHER

... One...

199 HIGH ABOVE LAS VEGAS 199

whole blocks of lights disappear. Casinos vanishing one-by-one.

FLAMINGO

Every pink light vanishes.

BELLAGIO

The fountain goes flaccid.

BASHER (V.O.)

... two, three...

NEW YORK, NEW YORK

The roller coaster stops dead; its passengers keep their arms raised, not sure what to do.

200 MGM GRAND GARDEN ARENA 200

Both fighters move in simultaneously, sweat flying, both reach back, both going for the lights-out power cut to the jaw, when... lights out.

BASHER (V.O.)

... four, five...

201 OMITTED 201

202 INT. ELEVATOR SHAFT 202

Blip -- out go the infrared sensors.

DANNY

Now!

And he and Linus lean forward and fall...

203 HURTLING WITH DANNY AND LINUS 203

DOWN the elevator shaft.

Upside down, heads curled, and all we hear is the WHOOSH of their bodies in motion and the WHIRL of their CORDS UNCOILING.

(CONTINUED)

203 CONTINUED:

203

BASHER (V.O.)

... six, seven.....

And now, looking STRAIGHT DOWN, the ground is rising up fast to meet them, a flat slab of gray concrete -- fifty feet, forty feet, thirty feet, twenty...

BASHER

... eight, nine...

And SNAP -- the CORDS reach their full extension, and Danny and Linus bounce up, watching the floor recede.

LINUS

Aaaaahhhhh!

204 EXT. BELLAGIO PARKING LOT - TOP LEVEL - NIGHT

204

BASHER

... ten...

In the distance, lights come up again, first at the Mirage, then the MGM, gradually approaching...

205 INT. ELEVATOR SHAFT - BOTTOM

205

Coming to a rest about ten feet from the floor, Danny quickly pulls a slim blade and slashes the two coils straight across. He and Linus go tumbling to the floor as their drop lines recoil lightning fast to their elevator anchors, just before...

... the infrared lights go back on-line.

206 INT. MGM GRAND GARDEN ARENA

206

The lights suddenly flash back on, revealing...

... both fighters standing, and Tyson takes advantage of Lewis's disorientation and throws a sucker punch to his jaw. Down goes Lewis, and up goes the crowd, roaring.

REF

... One, two, three...

Benedict makes a quick survey; the arena is apoplectic from the blackout-knockout.

BENEDICT

What the hell was that?

(CONTINUED)

206 CONTINUED: 206

He cranes his neck, looking around the room, surveying his empire: he smells a rat. His eyes fall on Reuben behind him, but Reuben just shrugs: "I didn't pull the plug."

BENEDICT
(to himself)
The first goddamn round.

207 EXT. BELLAGIO PARKING LOT - TOP LEVEL - NIGHT 207

All the lights are back on, and Basher observes his achievement with great pride, his job complete.

BASHER
Viva Las Vegas.

208 INT. ELEVATOR SHAFT - BOTTOM 208

Linus and Danny arise from where they've fallen, clutching their heads and rubbing bruises. Danny doesn't recover as quickly.

LINUS
You alright?

DANNY
No, but you're sweet to ask.

209 INT. BELLAGIO VAULT 209

Lights are just flickering on here when...

... the false lid of the cash cart thrust upward slightly. It's Yen trying to get out, out of air and only now alert to Saul's heavy case resting atop him.

210 INT. MIRADOR SUITE - NIGHT 210

Livingston watches this on his monitors, just coming back on, his finger poised on a play button, as Frank comes in the door.

FRANK
Are they in?

LIVINGSTON
One second.
(a look at him)
I thought you got kicked out?

(CONTINUED)

210

CONTINUED:

210

Frank shrugs. Suddenly one of the monitors aligns itself, and Livingston presses play.

ON MONITOR A

Overhead security-cam view of the vault corridor: the three Uzi guards stand idly, on duty. And of the vault itself: Yen trying to get out of the cash cart.

ON MONITOR B

Overhead security-cam view of the vault corridor: the three Uzi guards stand idly, on duty... and in totally different positions. Of the vault: no cash cart, but no Zerga briefcase, no Yen.

LIVINGSTON

LIVINGSTON

This tape's from last night. Same guards, same...

His eyes fixing on Saul's briefcase pushing closer to the edge of the cash cart as Yen tries to free himself.

LIVINGSTON

... shift.

211

INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY

211

The room is abuzz with activity. The monitors here flicker back on, too, displaying the images from monitor B, but every watcher in the place is watching a table because...

212

INT. BELLAGIO CASINO - NIGHT

212

... the floor is going nuts. After the ten seconds of darkness, all bets are off. Some players doubled-down during the blackout, others miraculously halved their bets. Consequently, Livingston's video feed switch goes unnoticed.

213

OMITTED

213

214 INT. CORRIDOR/OUTSIDE VAULT 214

Danny and Linus pry open the elevator doors and squeeze out. Just beyond the next doorway stand...

... three UZI-CARRYING GUARDS, hovering outside the vault door and wondering what the hell just happened to the lights.

A215 INT. VAULT A215

Yen continues to push up on the cash cart lid, and the more he pushes, the more Saul's briefcase slides off. Yen stretches his hand out to grab it, but it's slid beyond his reach, to the edge of falling.

B215 INT. CORRIDOR/OUTSIDE VAULT B215

The Uzi-Carrying Guards turn their backs to the elevator shaft...

... and Linus and Danny appear in the doorway; they both snap gas pellets and slide them into the corridor.

UZI-CARRYING GUARD #1
(sniffing something)
Jesus, Ron, was that you?

215 OUTSIDE VAULT CORRIDOR 215

Linus and Danny wait, Danny silently mouthing a three-count before... THUD, THUD, THUD. They peer around the corridor to find...

All three Uzi-carrying guards lie unconscious on the ground. Linus starts in, Danny holds him back...

DANNY
Not yet.
(a beat; another
beat; then)
Okay.

216 INT. VAULT CORRIDOR 216

Danny and Linus enter, waving the faint remnants of the gas from their noses, tiptoeing past the guards' bodies.

LINUS
You think Yen made it out okay?

DANNY
I'm sure he's fine.

A217 INT. VAULT

A217

Saul's briefcase inches closer to falling off the cash cart, which of course would trigger the floor sensor and terminate this heist here and now. Yen's hand stretches farther out to grab it, pushing up just a little more on the false lid until...

... the briefcase tumbles toward the floor...

... but not before Yen snags the handcuff chain attached to it and swings it round. He's got it. That threat over, he throws open the cash cart lid and takes the biggest breath of his life.

B217 INT. VAULT CORRIDOR

B217

Linus punches in the code for the door to the vault anteroom (the one he stole from Benedict). He steps back as it slides open, revealing --

-- the vault door: it is sleek and immense and impregnable.

LINUS
(jaw dropping)
Jesus...

DANNY
There's a Chinese man with a
hundred sixty million dollars
behind that door. Let's get him
out.

Danny takes a flat hand and slaps the door hard.

217 INT. VAULT

217

Yen now sits perched atop the cash cart, Saul's briefcase opened beside him (he has removed half of Lyman's "emeralds"). He hears the muffled Danny's slaps and he knows: it's time for his leap. It's the same distance as the leap he made in the practice session, but this time he's only got one good hand.

218 INT. MIRADOR SUITE

218

Frank and Livingston watch nervously.

FRANK
Fin says he shorts it.

LIVINGSTON
No bet.

219 INT. VAULT 219

Yen prepares for his leap, then springs...

... across the room, to the ledge he must grab...

... and he grabs it, but with only one hand he's slipping right away, and in a second he'll hit the sensored floor...

... but, in a flash, he spins and splits his legs, propping himself up between two walls, inches above the floor. An acrobatic wonder.

220 INT. MIRADOR SUITE 220

Frank and Livingston exhale.

LIVINGSTON
(wishing he had bet)

Shit.

221 OUTSIDE VAULT 221

Danny, oblivious to this close call, slaps the door again. A moment passes, then: Yen responds with a slap, too.

DANNY

Okay.

222 INT. MIRADOR SUITE - NIGHT 222

As Basher enters, Livingston and Frank watch on a monitor Linus punching in the combination he stole from Benedict as Danny unravels a thin electrical wire connected to a detonator.

FRANK

That's it?

LIVINGSTON

There's still the five pins and the floor sensor. Not much we can do about that from this side of the door. But from this side...

He punches up the image of Yen in the vault.

BASHER

... a little bit of Semtex should do the trick.

- 223 INT. VAULT 223
- Yen sets the last of Lyman's emeralds against the vault door like a plastic explosive... which, of course, it is. He affixes a detonator receiver (the size of a golf ball pencil) to it, then slaps the door twice: all set.
- A224 OUTSIDE VAULT A224
- Danny responds with two slaps of his own. He steps back, detonator in hand, its wires attached to the vault door.
- DANNY
Counting down from twenty --
(checking watch)
-- now.
- B224 INT. VAULT B224
- Yen starts his retreat from the door, but gets yanked back.
- His hand's bandage is caught on the door.
- C224 OUTSIDE VAULT C224
- DANNY
-- seventeen, sixteen, fifteen --
- D224 INT. VAULT D224
- Yen tries to free himself, but he can't use his other hand lest he drop to the floor. He tries gnawing at his bandage, which brings his face within inches of a plastic explosive.
- E224 OUTSIDE VAULT E224
- DANNY
-- eleven, ten, nine --
- F224 INT. MIRADOR SUITE F224
- Livingston et al. are alert to the danger.
- LIVINGSTON
(into his mike)
Linus, can you read me? Linus,
do not blow the door, you're
about to kill Yen.

224 INT. MIRADOR SUITE - NIGHT 224

Livingston, Frank, and Basher watch the monitors in disbelief...

Saul enters, alive and dressed as himself again. His job is complete.

SAUL
Everything going okay?

225 INT. VAULT CORRIDOR - OUTSIDE VAULT 225

As Danny checks his batteries (the types with built-in power meters: both at zero percent), Linus ransacks the Uzi-carrying Guards' gear for replacements. He finds AA's in their flashlights.

LINUS
You know, you lose focus for one second in this game --

DANNY
-- and someone gets hurt, yeah yeah. I don't hear Yen complaining.

He takes the batteries, inserts them in his detonator, then slaps the door twice more.

A226 INT. VAULT A226

Yen catches his breath on the far end of the room. He hears the slap, rolls his eyes, and ducks out of the line of fire.

B226 OUTSIDE VAULT B226

Danny presses the detonator.

C226 INT. VAULT C226

The "EMERALDS" EXPLODE.

D226 OUTSIDE VAULT D226

Several MUTED but powerful BLASTS.

Linus inches forward, almost dreading this moment, pauses...

(CONTINUED)

D226 CONTINUED:

D226

DANNY

Do it.

Linus pulls... and the door opens.

226 INT. VAULT

226

Danny and Linus enter. Silence. The cash carts have crumpled, and the vault gratings, blackened, have held.

DANNY

Amazing?

Linus goes to one of the racks and tentatively opens it...

Yen pops up from within, his hair on end, looking like he just dropped out of a cyclone.

YEN

(his only English)

Where the fuck you been?

227 INT. MIRADOR SUITE - NIGHT

227

Livingston, Frank, Saul, and Basher watch as the first wave of bills gets tossed onto the vault floor. Smiles all around.

SAUL

Ever been in love?

FRANK

(considers it for a moment)

No, I guess not. Not really.

SAUL

This is better.

228 INT. CASINO - OUTSIDE FIGHT ARENA 228

Rusty steps forward as people stream past him out of the fight arena. He dials his cell phone, listens...

229 INT. MGM GRAND GARDEN ARENA 229

MOVING WITH Benedict and Tess, pushing their way out through the crowd. A PHONE is RINGING nearby... again and again...

BENEDICT

You gonna answer it?

TESS

I don't have a cell phone.

They keep moving, but the RING pursues them. Finally, Benedict stops, pulls Tess's purse from her shoulder and opens it: inside, he finds a CELL PHONE, RINGING.

TESS

It isn't mine.

BENEDICT

See who's on the other end.

She takes the phone, activates it.

TESS

Hello?

RUSTY (V.O.)

May I have a word with Mr. Benedict, please?

Tess looks up, confused.

TESS

It's for you.

Benedict takes the phone.

BENEDICT

Who the hell is this?

ON RUSTY

in the distance, at the arena's exit, unseen by Benedict or Tess, on the phone...

RUSTY

The man who's robbing you.

230 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY 230

Benedict enters, and fear enters with him. And, of course, Tess. As the room buzzes with activity, he keeps the cell phone pressed to his ear.

BENEDICT

What the hell is going on down there in the vault?

FAT

Nothing, sir. All normal.

BENEDICT

Show me.

Fat points to the security-cam view of the vault corridor and vault -- Livingston's tape.

FAT

All quiet.

BENEDICT

(on phone,
venomously)

I'm afraid you're mistaken.

231 INT. MIRADOR SUITE - NIGHT 231

Frank, Basher and Saul watch over Livingston's shoulder as this phone conversation is broadcast over a small speaker.

RUSTY (V.O.)

You're watching your monitor?
Okay, keep watching.

Livingston punches in numbers...

232 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY - ON FAT'S MONITOR 232

New images suddenly appear. Three masked men in the vault throw stacks of money onto the floor; the three Uzi Guards lie bound and unconscious in the corridor.

The security center, understandably, erupts in activity.

BENEDICT

Jesus Christ...

233 INT. BELLAGIO CASINO - NIGHT 233

Rusty strolls so casually there's no reason anyone passing would suspect he was doing more than ordering a pizza.

RUSTY (V.O.)

In this town, your luck can change just that quickly.

234 INT. BELLAGIO SECURITY CENTER 234

BENEDICT

(close to apoplectic,
takes a breath and
cups the phone, then
barks at Walsh)

Find out how much money we have down there.

Tess, amid all this chaos, is still curious: how did that cell phone get into her handbag? And suddenly it hits her...

A235 FLASHBACK - INT. RESTAURANT - EARLIER THAT EVENING A235

DANNY

Good-bye.

Danny starts for her cheek, stops to see if it's alright with her -- she, sad-eyed, does not recoil -- and then gently kisses it...

... as he slips the cell phone into her handbag, unnoticed.

BENEDICT

(on phone)

Alright. You've proved your point. You've broken into my vault. Congratulations: you're a dead man.

Tess leaves.

RUSTY (V.O.)

Maybe.

BENEDICT

May I ask: how do you expect to leave here, hmm?

INTERCUT WITH:

235 INT. CASINO FLOOR 235

BENEDICT

Do you believe I'll simply allow
you to parade bags full of my
money out my casino doors?

A distance beyond Rusty, Tess exits the cages. She
stops, puzzling over what to do, happens to spot him.

RUSTY

No. You're gonna carry it out for
us.

BENEDICT

(has to laugh)

And why would I do that?

RUSTY

Take a closer look at your
monitor...

236 INT. SECURITY CENTER

236

Benedict does. As the three masked men stuff money into large canvas bags and mark the bags with X's, another portion of cash remains untouched, booby-trapped.

RUSTY (V.O.)

As your manager's probably reporting to you by now, you have a little over a hundred sixty million in your vault tonight.

And, as if Rusty was in the room watching, Walsh approaches with the night's cash count: \$163,156,759.

RUSTY (V.O.)

You may notice: we're only packing up about half that. The other half we're leaving in your vault, booby-trapped, as a hostage.

237 INT. CASINO FLOOR

237

RUSTY

You let our eighty million go, and you get to keep your eighty. That's the deal. You try and stop us, we'll blow both cash loads.

(CONTINUED)

237 CONTINUED:

237

He spins and -- gasp -- comes face-to-face with Tess.
She stares at him directly: she knows.

RUSTY
(holding her glance)
Mr. Benedict: you can lose eighty
million dollars secretly tonight
or you can lose a hundred sixty
million dollars publicly. It's
your decision.

He cups the phone.

RUSTY
Hi.

238 INT. SECURITY CENTER

238

Benedict cups his phone, too, and vents his rage. He
knows what he should do -- let the money go -- and he
knows what he wants to do -- stop these sonsabitches. He
makes his choice...

BENEDICT
(to Walsh)
Make the call.

Walsh grabs a phone, punches numbers...

VOICE (V.O.)
911. Emergency response...

239 INT. MIRADOR SUITE - NIGHT

239

Livingston listens in on the call...

WALSH (V.O.)
Hello, this is Mr. Walsh at the
Bellagio.

240 INT. SECURITY CENTER

240

WALSH
We have an incident here...

BENEDICT
(uncupping his
phone)
Okay. You have a deal.

241

INT. CASINO FLOOR

241

Tess and Rusty hold a stare as Rusty holds the phone.

TESS

Where's Danny?

RUSTY

He's fine. He wants you to go upstairs, and watch TV.

TESS

(a little pissed)

He does?

BENEDICT (V.O.)

You have a deal.

RUSTY

It's alright, Tess. I promise.

(back on phone)

Good. Here's what you do. Five minutes from now, the men in the vault are going to deposit six bags in the vault elevator.

Tess isn't sure what to do. As Rusty continues on the phone, she backs off, debating: can she blow the whistle on her ex?

242

INT. VAULT ELEVATOR - CLOSE ON SIX CANVAS BAGS

242

each sealed tight, each marked with an X, loaded onto the vault elevator.

RUSTY (V.O.)

If they meet anyone, we'll blow the money in the bags and the money in the vault.

243

INT. CAGE - OUTSIDE VAULT ELEVATOR

243

A small cadre of guards await the arrival of the vault elevator. Its doors open to reveal the six large canvas bags, each sealed tight, marked with an X.

RUSTY (V.O.)

One minute after that, the elevator will rise to your cages. Six of your guards will pick up the bags and carry them out into the casino.

Six guards do precisely that.

244 INT. CASINO - NIGHT 244

MOVING WITH Rusty PAST slot machines...

RUSTY

If they take more than twenty seconds to reach the casino floor or if there's any indication a switch has been made, we'll blow the money in the vault and the money in the bags.

A SLOT MACHINE RINGS behind him...

245 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY 245

... and Benedict hears it.

BENEDICT

(to Walsh)

He's in the casino right now.

RUSTY (V.O.)

Of course, I'm in the casino. In fact, I'm staying in your hotel. And I have two words for you: mini-bar.

(back to business)

Now as soon as your guards hit the casino floor...

246 INT. BELLAGIO CASINO - NIGHT 246

The six guards appear from the cage door, carrying six canvas bags marked with X's; Bellagio security escorts them from the building.

RUSTY (V.O.)

... a white unmarked van is going to pull up in your valet station.

247 EXT. BELLAGIO CASINO - NIGHT 247

The white VAN (now clean of the "Nevada Telecom" sign) IDLES before the Bellagio, its windows tinted, the driver's identity inscrutable. It is swarmed by security, but they maintain a wide perimeter.

RUSTY (V.O.)

Your guards will load the bags into the van's rear. If anyone so much as approaches the driver's door, we blow everything.

(CONTINUED)

247 CONTINUED:

247

The guards carry out the money and load it into the van's rear. There, they find a video camera mounted within the back seat of the van monitoring them. Still they cannot catch a glimpse of the driver. They close the van doors.

248 BELLAGIO - FROM HIGH ABOVE

248

The white van departs the valet station in front, clandestinely shadowed by five sedans. Meanwhile, behind the casino, a SWAT van arrives and unloads its squad.

BENEDICT (V.O.)

Now what?

RUSTY (V.O.)

Now, when I get word that the van hasn't been followed, that the money is secure, my men will exit the building, and once their safety is confirmed, you'll get your vault back.

249 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY

249

Walsh mouths to Benedict: "SWAT team is here." Benedict nods and throws him a thumbs-up.

BENEDICT

Sir, I have complied with your every request, would you agree?

RUSTY (V.O.)

I would.

BENEDICT

Good. Now I have one of my own.

RUSTY (V.O.)

Yes?

BENEDICT

(at last, his venom released)

Run and hide. If you get picked up next week buying a \$100,000 sports car in Newport Beach, I'll be supremely disappointed. Because I want my people to find you. And rest assured: when they do, they won't hand you over to the police.

(beat)

Run and hide. That's all I ask.

And during the above rant by Benedict, we view...

- 250 MIRADOR SUITE 250
- now empty, Livingston's monitors still displaying the masked men in the vault.
- 251 WHITE VAN 251
- navigating the streets of Las Vegas.
- 252 FIVE SEDANS 252
- tailing the van, security goons piled into each, and maybe we NOTICE (or maybe not) the Rolls-Royce tailing them.
- 253 TESS 253
- pacing in Benedict's suite, biting her nails, debating whether to blow the whistle on Danny. ON TV: a newscast of the contentious aftermath of the prize fight.
- A254 UZI GUARDS, A254
- bound and unarmed, unconscious to the activity within the vault.
- 254 RUSTY'S CELL PHONE 254
- opened and unmanned.
- A255 BENEDICT A255
- listens -- the line has gone dead. He hangs up.
- WALSH
- Our guys say the van is headed toward McCarren Airport.
- BENEDICT
- Get everyone in position. I want my vault back before that van hits the tarmac.
- LONGER MONTAGE now, CUTTING BETWEEN:
- 255 SWAT TEAM 255
- (six in all) hustling through the cage corridors, armed to the teeth, with body armor and helmets and vision guards: they're as faceless as storm troopers.

256 WHITE VAN CONVOY 256

as it approaches McCarren Airport.

257 MONITORS OF THE VAULT 257

The three masked men pace beside the booby-trapped money.

A258 INT. SECURITY CENTER A258

BENEDICT

(on second
inspection)

Where's Zerga?

(off Walsh's sheepish
look)

Mr. Zerga? With the briefcase?

WALSH

He's -- he died.

Benedict shoots him a slow, sideways glance.

258 SWAT TEAM 258

rappelling down the elevator shaft -- its ultraviolet sensors turned off by Walsh -- then moving into position...

259 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY 259

SWAT LEADER (V.O.)

(over radio, on
monitor)

Night goggles on. Prepare to cut power.

Fat mans the power switch.

FAT

Ready when you are.

Benedict scours the monitors: The masked men continue to pace on one screen. The SWAT team prepares to invade on another.

BENEDICT

Do it.

SWAT LEADER (V.O.)

(over radio)

Cut it.

Fat flips the power switch.

260 INT. MIRADOR SUITE 260

Livingston's monitors all go black.

261 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY 261

The monitors here go black as well. Benedict listens closely to the SWAT frequency.

SWAT FREQUENCY (V.O.)

(Leader's voice)

First wave, in! Second wave, now!

(there is RUNNING,
PANTING, then Linus's
voice, distant and
panicked)

Guys, someone's here!

(Leader's voice)

Take him down! Now!

A brief SPURT of GUNFIRE, then... BARRROOOOOOM!

Dead silence in the Eye in the Sky. Slim stares deep into a monitor's dark pitch. Then...

SWAT FREQUENCY (V.O.)

(Leader's voice)

Lights! We need power now!

Fat flips the power back on, and on the monitors...

... visions of destruction down below... smoke fills the vault as two SWAT members push through it... other SWAT members help evacuate the unconscious guards...

BENEDICT

(into intercom)

What's the situation down there?

SWAT LEADER (V.O.)

They blew it. They blew the...

Oh, Jesus... If there was anyone
in there, they're not in one piece
anymore.

BENEDICT

(to Walsh, soberly)

Tell them to take the van. I'm
going down there.

(as an afterthought,
to Slim)

Find out how they fiddled with our
cameras.

262 EXT. McCARREN AIRPORT - NIGHT

262

As the white van arrives at a charter airline's entrance, the five sedans converge upon it, TIRES SCREECHING, Goons emerging, weapons drawn.

HEAD GOON

Get out of the van, now! Now!

No response within the van. The Head Goon signals and the others SHOOT the van's tires.

263 INT. CIRCUITRY ROOM 263

Slim investigates the Eye in the Sky's wiring. Reaching deep into a mesh, he finds a foreign object: Livingston's "spider."

264 INT. VAULT CORRIDOR 264

The vault elevator doors open and Terry Benedict makes his way into his smoke-filled vault corridor. He passes the Uzi Guards, awake now and stumbling to the elevator with SWAT members' assistance, then arrives before his decimated vault: Anything within -- people, money, Lyman Zerga's emeralds -- could only have been destroyed.

OVER SWAT LEADER'S SHOULDER

as he approaches Benedict.

SWAT LEADER

Mr. Benedict...

BENEDICT

Yes.

SWAT LEADER

We couldn't find any survivors.
Or, I'm afraid, any of your money.
I'm sorry, sir.

BENEDICT

(doesn't want to hear
anymore; the SWAT
team failed him)

Take your men out now.

HOLD ON Benedict, seething, as the SWAT Leader steps away...

SWAT LEADER

Okay, guys, grab your gear and
clear out.

BENEDICT

(into walkie-talkie he
has with him)

Walsh: How are we with the van?

265 EXT. MCCARREN AIRPORT - NIGHT 265

The stalemate with the van continues. Still no movement from inside.

(CONTINUED)

265 CONTINUED:

265

HEAD GOON

Out of the van now! Hands up!

An EMPLOYEE from the charter airline sticks his head out of his office door.

EMPLOYEE

(innocently)

Hey, what's going on here?

Half-a-dozen firearms turn and point in his direction. The Employee disappears back inside his office.

The Head Goon cautiously approaches the van, reaches for the driver's door, and yanks it open...

Inside: There is no driver. Just a video camera mounted at eye-level. The Head Goon cranes back his head, befuddled, when he notices for the first time (and maybe we do, too) an enormous antenna sprouting from the van's rear bumper.

The van suddenly lurches.

266 SHORT DISTANCE AWAY - CLOSE ON REMOTE CONTROL

266

complete with a tiny video monitor (displaying the van driver's POV) and a steering mechanism -- it's a near-replica of the one Virgil Malloy used in the monster truck drag race against his brother.

And Virgil's using it now, too, as he sits next to Reuben Tishkoff in one of Reuben's Rolls and watches the Goons scramble back from the flat-tired van.

TISHKOFF

Enough monkey business.

Virgil brings the van to a stop, then readies a distinctive red button on his remote.

267 BACK WITH VAN

267

As the Head Goon reaches for the rear door, his hand inches away when...

... BARROOOOM! The door EXPLODES open!

Knocked on his ass, the Head Goon watches as the canvas "X" bags within burn to cinders. He does, however, happen to notice one burning shred of paper dislodged from a bag: It's a promotional flier for a call girl service.

268 INT. BELLAGIO VAULT - NIGHT

268

Benedict steps over the scattered remains of his vault. He picks up a fragment of a cash cart, burnt to a crisp, then lets it drop.

WALSH (V.O.)
(over walkie-talkie)
Mr. Benedict...

BENEDICT
Yes?

WALSH (V.O.)
They took the van.

BENEDICT
And?

WALSH (V.O.)
(hesitantly, this is
bad news)
And they blew up the bags, sir.

BENEDICT
(dropping his walkie-
talkie to his side)
Shit.

WALSH (V.O.)
Sir... sir...

BENEDICT
What, Walsh?

WALSH (V.O.)
They say it doesn't look like
there was any money in the bags,
sir.

BENEDICT
What?!

WALSH (V.O.)
They say the bags were filled with
fliers. For hookers.

BENEDICT
What do you mean there was no
money in the bags?

WALSH (V.O.)
That's what they said, sir. I
don't understand it: we both saw
them putting money inside those
bags.

(CONTINUED)

268 CONTINUED: 268

Benedict stops cold. He stares up at a wall where an engraved sign reading "Bellagio" has been smoke-stained.

BENEDICT
Walsh, cue up the tape of the robbery.

269 INT. BELLAGIO SECURITY CENTER - EYE IN THE SKY 269

Walsh stands before several monitors as Slim cues up the "masked men robbing the vault" image of a few minutes ago beside the present image of Benedict staring at the vault wall.

BENEDICT (V.O.)
Does it say 'Bellagio' on the south wall of the vault?

In the masked-men image it does not, in fact, say "Bellagio" there.

WALSH
(on walkie-talkie)
No, sir. It doesn't. I -- I don't understand...

270 INT. VAULT 270

Benedict exhales.

BENEDICT
We had that installed on Tuesday. The image we saw of the men robbing us was a tape.

WALSH (V.O.)
What?

BENEDICT
Someone built a double of my vault, then made a tape of them robbing it. When we saw them putting money in those bags, that wasn't actually happening.

271 INT. SECURITY CENTER 271

Walsh's jaw drops as he watches the tape again.

WALSH
Then, sir...

- 272 INT. BELLAGIO VAULT - NIGHT 272
- Benedict is absolutely fucking furious.
- WALSH (V.O.)
... what happened to all the
money?
- 273 INT. BELLAGIO CASINO - CLOSE ON SWAT DUFFEL BAG - NIGHT 273
- carried through the Bellagio casino, held by the SWAT Leader leading his men out (now eight in all), and at last we PULL UP to see his face for the first time...
- It's Rusty, in full regalia, leading Livingston, Turk, Saul, Frank, Basher, Yen and Linus out of the casino, each dressed as a SWAT member, each carrying a duffel bag with nearly \$20 million dollars inside.
- As we PASS each man, under the HUM OF the CASINO, we see:
- 274 FLASHBACK - INT. MIRADOR SUITE - LIVINGSTON 274
- takes the call from Walsh in the Mirador suite as Basher, Saul, and Frank dress behind him.
- LIVINGSTON
9-1-1. Emergency response.
- 275 TURK 275
- dressed as a SWAT member, hustles down a cage corridor.
- 276 SAUL 276
- has trouble rappelling with the rest.
- 277 BASHER 277
- takes position next to Rusty at the elevator shaft's bottom. They're on-camera, but just a few feet away and (off-camera) Danny sits smiling.
- RUSTY
(hiding his voice)
Prepare to cut power!
- 278 YEN 278
- lights a short fuse leading into the vault...

279 LINUS 279

feigns hysteria...

LINUS
Guys, someone's here!

280 RUSTY 280

FIRES a SPURT of BLANKS.

BARRROOOOM! No one is hurt. Nor is the money, stacked neatly in a corridor, ready to be packed into the phony SWAT team bags, body armor, etc.

281 EXT. BELLAGIO CASINO - NIGHT (PRESENT) 281

The SWAT team exits and boards the second vehicle Turk and Virgil have been working on all this time, the one in the warehouse with an air freshener hanging from its rearview mirror: it's a replica of a SWAT van.

Turk takes the wheel as the others jump in the back. Rusty flips open another cell phone...

RUSTY
Las Vegas P.D. This is Officer Brooks, New Jersey Probation Division. I have a violator in your jurisdiction...
(cupping phone)
Hit it.

Turk hits the gas and the VEHICLE PEELS away, carrying its cadre of new multi-millionaires far away from the Bellagio Hotel and Casino.

282 INT. BELLAGIO VAULT 282

Benedict squats down to inspect a burnt scrap of paper on the vault floor. It's a flier for a strip joint.

BENEDICT
(and it finally occurs to him)
Ocean...

283 INT. CAGE/HALLWAY - MOVING WITH BENEDICT 283

Heated, he approaches the interrogation room, where his Plainclothes Goons keep watch.

(CONTINUED)

283 CONTINUED: (A1)

283

BENEDICT

Where's Ocean?

PLAINCLOTHES GOON #1

Still inside, sir. With Bruiser.

(CONTINUED)

283 CONTINUED: 283

Benedict straightens his cuffs, cools himself, then:

BENEDICT

Open that door.

284 INT. INTERROGATION ROOM 284

Bruiser throws a mean left hook across Danny's face as the door swings open and Benedict steps in. Bruiser sees him and steps away, toweling off his bloodied knuckles.

Benedict studies Danny: the man is a bloody mess, head rolling, eyes puffed up.

BENEDICT

Wake him up.

The Goons step in, slap Danny alert. At last, Danny recognizes Benedict in the room.

DANNY

(a little punchy)

Heya, Benedict... How's the other fight going?

Benedict keeps his cool.

BENEDICT

Did you have a hand in this?

(beat)

Did you?

DANNY

Did I have a hand in what?

Benedict scrutinizes Danny: Is he bluffing? He looks at Bruiser, then Danny again, and decides: no.

BENEDICT

Get him out of here.

As the Goons scoop him up and drag him out, Danny catches Bruiser's eye for just a moment. And barely winks.

285 INT. BENEDICT'S SUITE 285

The PHONE RINGS. Tess plucks it up.

TESS

Hello?

(CONTINUED)

285 CONTINUED:

285

VOICE (V.O.)
(if you must know,
it's Livingston's)
Turn to Channel 88.

CLICK. Tess does so.

On her TV: A security-angle of the cage hallway. The Goons appear, escorting bloodied Danny out.

As Tess gasps, we go live to...

286 INT. CAGE/HALLWAY

286

Where Benedict follows the Goons and Danny out, brooding: what's his next step? Walsh approaches.

DANNY
You get robbed or something,
Benedict? Geez, that's a shame.

Benedict looks up, suspicious.

BENEDICT
Stop there.

The Goons stop, spin Danny around to face Benedict.

BENEDICT
Where. Is. My. Money.

They hold each other's eye.

DANNY
What would you say if I told you
you could get your money back...
(beat)
... if you gave up Tess?
(beat)
What would you say?

BENEDICT
I would say yes.

287 INT. BENEDICT'S SUITE

287

She's crestfallen.

288 INT. CAGE/HALLWAY 288

DANNY

Well, that's very interesting...

(beat)

... but I didn't have anything to do with it.

He grins. Benedict sinks.

BENEDICT

(to his Goons)

Escort Mr. Ocean to the exit. And contact the police. I would imagine Mr. Ocean is in violation of his parole.

289 INT. BENEDICT'S SUITE - ON TV 289

The Goons haul Danny out. Tess has left, heartbeats ago: the room's door is just closing.

A290 INT. CAGE/HALLWAY A290

WALSH

Maybe we should have held him.

BENEDICT

No. Follow him. Everywhere.

290 INT. CASINO FLOOR - OUTSIDE CAGES 290

Benedict exits. Takes in his casino. It's been a bad night: he's down a hundred fifty million. He starts for...

291 INT. CASINO FLOOR - ELEVATOR BAY 291

As he arrives, the elevator doors open and Tess steps out. She breezes right past him.

BENEDICT

Tess...

(as she doesn't stop)

Tess?

TESS

You of all people should know, Terry: in your hotel, there's always someone watching.

(CONTINUED)

291 CONTINUED: 291

She keeps going. Benedict, now down a hundred fifty million and one woman, boards the elevator. Its doors close on him.

292 EXT. ALLEY/VACANT WAREHOUSE - EARLY MORNING 292

The SWAT van rounds a corner and ducks inside the warehouse.

Three-and-a-half seconds pass.

And the eight SWAT members reappear, now all in suits, perfectly pressed, and with grins on their faces and change in their pockets, they begin their victory stroll, single-file and sloppy... right down the...

293 STRIP - MOVING WITH THEM 293

Turk, Livingston, Frank, Basher, Yen, Saul, Linus and Rusty march down the strip single-file, and when they come to an intersection...

... Virgil and Reuben, also in suits, fall into stride for a victory lap in front of the Bellagio fountains.

Then, one-by-one, the group splinters off, strolling into different hotels or grabbing cabs, until there are only two left: Rusty and Linus.

They take each other in, shake hands, and part.

294 EXT. BELLAGIO CASINO - NIGHT 294

Tess exits, searching for Danny. She rounds the building to...

295 EXT. SERVICE ENTRANCE 295

Where a LVPD squad car has just arrived to take goon-held Danny away. She runs toward it.

TESS

Wait!

They do. As Danny is handcuffed and prepared for loading in the back, he and Tess hold each other's glance.

(CONTINUED)

295

CONTINUED:

295

TESS

Danny...

(beat)

I'm sorry.

DANNY

I knew what I was doing.

A beat.

TESS

I didn't.

(CONTINUED)

295 CONTINUED:

295

A cop lowers Danny's head as he directs him into his seat.

TESS
How long will you be?

DANNY
(shrug)
Three to six months, I should think.

The squad car door closes him in and Tess stands vigil as it pulls away.

296 ACROSS STREET

296

Rusty watches Danny being driven back to prison, too.

DISSOLVE TO:

297 EXT. FRONT GATE - MINIMUM-SECURITY PRISON - DAY

297

SUPERIMPOSE: THREE TO SIX MONTHS LATER.

The great metal gate opens once more, revealing Danny Ocean in its frame again, ready for release.

He looks forward -- no one's there to greet him, and the view of New Jersey looks no brighter than it did before. He takes his first step into free America...

... to discover Rusty leaning against the prison wall. Beyond him sits his second-hand Mercedes from L.A.

RUSTY
Looking for someone?

DANNY
Thirteen million and you drive that piece of shit cross country to pick me up?

RUSTY
Hello to you, too.

They shake hands. Rusty looks Danny over.

RUSTY
Your hair's grayer.

(CONTINUED)

DANNY
Your eyes got closer together.
(beat)
How's life?

RUSTY
Life... is a roomful of pillows.
(beat)
C'mon...

MOVING WITH Danny and Rusty toward the Mercedes, together again.

RUSTY
Where do you want to go first?

DANNY
To a phone.

Rusty had anticipated this.

RUSTY
I stopped and picked up your
personal effects, put them in the
back seat.

DANNY
My what?

Danny gets to the passenger door and looks in to see Tess sitting in the back. She smiles at him.

DANNY
(smiling back,
then)
I'm not sure these belong to me.

TESS
Sure they do.

Danny and Rusty get in. Danny kisses Tess. Rusty STARTS the CAR.

DANNY
We need to find Rusty a girl.

RUSTY
There's a women's prison just down
the road...

(CONTINUED)

297 CONTINUED: (2)

297

He drives off. In the back, Danny takes Tess's hand in his. Notices a silver wedding band on it.

DANNY

You said you sold this.

TESS

That's what I said.

DANNY

Liar.

TESS

Thief.

As they drive away...

... another car STARTS its ENGINE begins to follow. At the wheel: Benedict's goons.

THE END