

Beauty and the Beast

'Ozymandias'

Starring

Linda Hamilton
Ron Perlman as "Vincent"
Roy Dotrice
Jay Acovone
Ren Woods

Guest Starring

Julie Carmen
David Greenlee
Bill Marcus
Linda Porter
and
Edward Albert as Elliott Burch

Director of Photography - Stevan Lerner A.S.C.
Production Designer - John Mansbridge
Editor - Howard Kunin A.C.E.
Theme by - Lee Holdridge
Music by - Don Davis
Supervising Producer - Ron Koslow
Co-Supervising Producer - Stephen Kurzfeld
Producer - David Peckinpah
Producer: George R.R. Martin
Produced by - Kenneth R. Koch
Created by -
Ron Koslow
Written by - George R.R. Martin
Directed by - Frank Beascoechea

ACT ONE

INT. - PAINTED TUNNELS - DAY

From the regular tubular concrete tunnels, we open onto a tunnel whose curved walls are covered by paintings, or rather with one continuous painting, a vast mural, a concrete tapestry of interwoven images and scenes from the world Below and the world Above that stretches away as far as the eye can see.

FADE IN:

EXT. CONSTRUCTION SITE - DAY (STOCK)

EXT.

A construction sign posted that reads: Burch Towers Worlds' Tallest Building Under New Construction. The foundation for the new skyscraper is being dug in the heart of midtown Manhattan. We see a hardhat leaning on a jackhammer, earth-moving machine rumbling up to dump dirt.

BELOW we see CLOSE SHOTS of pieces of the mural, specific scones, faces, etc.
ABOVE we see the excavator clawing dirt from the side of the dug foundation.
BELOW more scenes of the murals covering the tunnel, with the shadow of the painter projected on the wall. We pull back to see the painter, an old woman.
ABOVE we watch a foreman push the plunger on a dynamite explosion and see plumes of dirt and dust spire upwards from the ground while
BELOW the tunnel shakes, causing the painter to look away from her work.

DISSOLVE TO:
INT. - DA'S CONFERENCE ROOM - DAY

District Attorney MORENO sits at the head of the long table in the conference room. JOE MAXWELL is seated on one side of him, CATHY on the other. At the other end of the table is ELLIOT BURCH, accompanied by his lawyer, ROTH, a tall, gaunt man in his fifties.

ROTH

(standing)

You would never have been able to indict Max Avery without his testimony.

(sits down at conference table)

JOE

If he wants a key to the city I suggest he talks to the mayor.

ELLIOT

Mr. Maxwell, I already have the key to the city and you'd be amazed at how few doors it unlocks.

ROTH

All we're asking is that something be done about Luz Corrales.

CATHERINE

(dryly)

I wasn't aware it was against the law to oppose Elliot Burch.

MORENO

Miss Chandler's right. I sympathize with your frustration, Mr. Burch, but it's not the province of this office to embroil itself in politics.

ROTH

Do you know how much Elliot Burch pays this city every year in taxes? Do you?

ELLIOT

I don't think that's the issue here at all. Look, we're getting nowhere. Mr. Roth, do you mind stepping outside just for a minute?

ROTH

(leans toward Elliot)

Elliot, I don't think that's wise. This d...

ELLIOT

I do. Please.

The lawyer hears the steel in Burch's tone, gathers up his papers, and stalks out. Joe looks over toward Burch skeptically.

ELLIOT

Look, I recognize the Burch Tower's controversial. I'm not asking you to silence my critics.

JOE

You coulda fooled me.

CATHERINE

Let him say his piece, Joe.

Burch smiles gratefully; Joe looks annoyed.

ELLIOT

Thank you Ms. Chandler. Lawsuits, pickets, newspaper editors, we can deal with. But when the opposition resorts to sabotage, to theft of equipment, harassment...

CATHERINE

I can't believe Luz would condone that sort of thing.

ELLIOT

Max Avery has far fewer scruples. I took him down and he's returning the favor.

MORENO

All right, Mr. Burch, we'll look into it. If we find that Avery's the cause of your troubles, we'll see what we can do.

ELLIOT

That's all I ask. Thank you.

The meeting breaks up. As Cathy exits, Elliot falls in beside her. We TRACK with them as they leave the conference room and CROSS to Cathy's desk

ELLIOT

Thanks for the help in there.

CATHERINE

It's our job. You have the same rights as anyone else.

ELLIOT

Still I appreciate it. I mean, you know, especially since uh... you agree with Luz.

CATHERINE

I'm not your enemy, Elliot, I just think your tower is a bad idea.

Cathy reaches her desk, remains standing.

ELLIOT

Well I'd love an opportunity to change your mind.

CATHERINE

Why? The work is started; you already have your permit. It's going up with or without my approval.

ELLIOT

That's true enough. But I would like your approval regardless.

Cathy searches his face; he seems sincere.

CATHERINE

Ok. I'll listen. I owe you that much.

Cathy turns her attention to her desk as Elliot and Roth, who joined him, turn and walk away.

FADE TO:

INT. - TUNNELS

A shot of the painted tunnel, where we see the old woman painting. Sounds of blasting pull her attention away from her work. She looks annoyed, and concerned.

FADE TO:

Vincent on the bridge across the Abyss; he stops when he hears an explosion, then creaking from the bridge. He continues on.

INT. - ELLIOT BURCH'S OFFICE – NIGHT

A huge, stylish, modern office high atop some Manhattan skyscraper. The hour is late, the lights dim, but Elliot is still behind his desk, his tie loosened, signing a tall stack of legal documents. He looks up and smiles as Cathy opens the door.

CATHERINE

I wasn't sure you'd still be here at this hour.

ELLIOT

This is early. Most nights I don't go home at all. I hate to sleep, it's such a waste of precious time.

CATHERINE

We all need to sleep, Elliot. We need to dream.

ELLIOT

I know about dreams. Here.

Elliot gets up from his desk, walks around to a wall where the stylized "pyramid" logo of the Burch Corporation hangs, aside a framed rendition of the Burch Tower.

ELLIOT

What do you see?

CATHERINE:

(wryly)

Three billion dollars.

ELLIOT:

(laughs)

No. This is the stuff that dreams are made of.

CATHERINE:

You've built skyscrapers before.

ELLIOT:

They were just... buildings. This... I've waited my whole life to build this tower. Look at it! It's a hundred and fifty two stories, offices and apartments and shops, theaters, botanical gardens... Nine restaurants, a six-story waterfall in the atrium... It's a city within a city, Cathy.

CATHERINE:

Restaurants and a waterfall won't make it any less... less...

ELLIOT

Large?

CATHERINE

It's gonna impact on the lives of thousands of people. It'll change the neighborhood, the city!

ELLIOT

Change isn't always bad, Cathy. Let me show you something. He goes back to his desk, touches a control. A screen descends from the ceiling. Elliot touches another switch, the room lights go out and the screen lights up. We see an aerial view of Manhattan, shining and magic. We're close enough to pick out individual buildings, Chrysler Building, Empire State...

ELLIOT

There're three of my buildings in that shot. Can you point them out?

Cathy hesitates. She can't.

ELLIOT

(wryly)

Don't worry, neither can I. *(beat)* I remember the first time I saw the skyline of New York. Empire State, Chrysler Building... I looked at them and I knew that this was where I belonged. This was a town where anything was possible. This town made me what I am, Cathy. And now I'm gonna give something back.

Elliot clicks the button again, and now the Tower is magically put into the New York City skyline. He looks at it, a triumphant smile on his face.

DISSOLVE TO:
INT. - PAINTED TUNNELS – NIGHT

Vincent and Catherine are walking through the painted tunnels, where see imagery from the 50s, and stopping before a painting of Vincent as an infant, held in the arms of a much younger Father. The style of the art is striking, the work of an artist blessed with considerable raw talent but little or no formal art training. Catherine grins broadly at Vincent, seeing him as an infant. She reaches out to touch the infant Vincent's face.

VINCENT holds a lantern up to give Cathy a better view of the paintings.

VINCENT

Your world and mine. She tells our stories on these walls, reminds us that we are all a part of one great city.

CATHERINE

It's lovely, Vincent.

(they turn to each other and begin walking arm-in-arm.)

She must be an extraordinary woman, to take bare grey walls and fill them with so much color and beauty.

VINCENT

Elizabeth is a mystery even to us. No one knows when she left the world Above or why. She refuses to speak of such things.

They continue through the tunnels, turning into one when an explosion occurs.

CATHERINE

What was that?

VINCENT

For weeks now these explosions are growing louder and closer. Most excavations stop well above our level but this new tower... sinks its roots deep into the earth, deeper than any building has ever gone before.

CATHERINE

The Burch Tower?

VINCENT

Mouse estimates that they'll break through in less than a week. We're helpless to stop this tower but if it's not stopped... Father thinks it could be the end of our world.

Off Catherine's REACTION, we

FADE OUT

END OF ACT ONE

ACT TWO

DISSOLVE TO:
INT. - PAINTED TUNNELS – DAY

Open TIGHT on the wall as a slim brush deftly applies paint to a half-completed rendering of the epic struggle between Vincent and Erlik in “To Reign in Hell”, then PULL BACK to establish the painter, Elizabeth. She hears the sound of paper crinkling, a footstep on the paint-spattered newspapers scattered on the tunnel floor as Vincent steps out of the shadows. Elizabeth pauses, turns.

ELIZABETH

Who’s there?

(peering around)

Vincent! Well come closer child, come see what I’m doing.

VINCENT

It’s as if you saw it with your own eyes.

ELIZABETH

I did, in a way. You’re not my only visitor, you know. Mouse brings me my paints, sometimes Mary comes, or Sara. They tell me stories and I put the stories on the wall, so it’s not magic after all. I leave that kind of thing to Narcissa.

VINCENT

I think you have your own magic, Elizabeth.

ELIZABETH

So, have you come to tell me a new story or did Father tell you to carry me off?

VINCENT

No one will take you anywhere you don’t wish to go, but the lower chambers are safer and full of empty walls calling out for your art.

ELIZABETH

Rock walls?

No, those walls are no good, child, not smooth like these.

VINCENT

The blasting...

ELIZABETH

I know all about the blasting. It makes no never mind. I’m not finished! You have to finish what you start.

VINCENT

Father believes these tunnels could collapse any day now.

(Vincent touches her arm.)

You could be killed.

ELIZABETH

This is my life, Vincent, here, on these walls.

(Elizabeth reaches up to cup Vincent’s left cheek.)

You didn’t think I was going to live forever, did you child?

Off Vincent's look of understanding and concern, we
FADE IN:
INT. - VINCENT'S CHAMBER – NIGHT

Vincent, Father, and SARA have gathered to discuss the problem. Sara is very upset. Father has his maps of the underground spread out before him, seated at Vincent's desk; Sara stands to Father's rights and Vincent stands to Father's left.

FATHER

The excavations will reveal at least... four levels, possibly five or six. And even if we start sealing up all the surrounding tunnels today, there's no way to minimize the exposure. No.
(Father removes his eyeglasses, and sits back)
Relocation is the only answer.

SARA

You know as well as I do that Elizabeth will never agree to relocate. We can't just wash our hands of her.

FATHER

Well Sara, what would you have us do?

SARA

Take her to some place safe. It's for her own good.

VINCENT

She does not wish to go.

SARA

The painted tunnels aren't safe. She could be crushed, buried alive.

VINCENT

She knows that, but she will not leave her work.

SARA

Then she must be made to leave. The paintings are beautiful, yes, but they're not worth her life.

VINCENT

Elizabeth says they are her life. Who are we to tell her that she's wrong?

FATHER

Yes but we cannot stand by idly and let the woman die.

MOUSE (V.O.)

No one dies.

They turn. MOUSE has appeared silently in the doorway, grinning.

MOUSE

Figured it out.

VINCENT

Do you have a plan, Mouse?

MOUSE

Good plan. Better than good. Better than better! Can't build where there's water. Flood the foundation, that's all. Make them stop.

Mouse comes into the chamber with his papers, unrolls some of them in front of Father, excited and proud. Vincent looks over Father's shoulder. Mouse starts pointing out things on the paper. Sara looks on to Mouse's right.

FATHER

And how do you propose to do that?

MOUSE

Underground river runs, here.

FATHER

Mmhm.

MOUSE

Break through the wall, dig a channel, move the water here, here and here. Water won't run uphill, have to make it.

Father closes his eyes hopelessly for a moment, then opens them again and sighs.

FATHER

Mouse, have you any conception how many man hours it would take to divert an underground river?

MOUSE

Better start right now.

Vincent begins moving to his right, behind Father and over to Mouse.

FATHER

(laughs as he puts his arm on Mouse's left shoulder)

No, I'm sorry Mouse, but I'm afraid your plan is impossible.

Vincent puts a hand on Mouse's shoulder.

VINCENT

Your heart does you credit, but Father's right.

Mouse grabs up his paper, and stalks off.

CUT TO:

INT. – DA'S OFFICE - DAY

RONNI is at her computer station, intent on the screen, as Cathy comes up behind her and

puts a hand on her shoulder. Startled, Ronni hits the wrong key, scowls, turns to face her.

RONNI

Oh, look what you've made me do! I had just broken into the Pentagon computer! I was gonna disarm all the war heads. Now I'm back to square one.

CATHERINE

I could swear that looked like a home shopping program.

RONNI

If nuclear war breaks out this afternoon, it's all your fault. I suppose you want to know about the Luz Corrales?

CATHERINE

Yeah. I went to law school with Luz. We weren't exactly friends, but I can't picture her getting involved with scum like Max Avery.

RONNI

The machine says Luz is so clean she squeaks. Lives modestly, takes care of her aged mother, rides the subway, not so much as a parking ticket.

CATHERINE

Why do I get the feeling you're about to drop the other shoe?

RONNI

Her group. Had maybe three hundred and fifty dues-paying members six months ago, now they've got nearly a thousand. And how does 50,000 dollars in recent anonymous donations strike you?

CATHERINE

I haven't seen her since we took the Bar. Maybe it's time for a reunion.

RONNI

Yeah.

Catherine turns and walks away.

FADE TO:

INT. - CATHY'S APARTMENT - NIGHT

Cathy sits on her couch, one leg stretched out on the couch, the other on the floor, papers in hand, a glass of white wine on the coffee table. She hears a knock at her door and get up to open the door.

CATHERINE

Luz?

LUZ

Yeah.

LUZ CORRALES stands in the hall. Luz is the same age as Cathy, dark-haired, dark-eyed, dressed casually. Both women look a little uncertain.

CATHERINE

Hi. I appreciate your coming on such short notice.

LUZ

Yeah, well you got me curious. It's been a long time since law school. Nice place you got here.

CATHERINE

Thank you. Come in. Can I get you something to drink? A glass of wine?

LUZ

A beer would be nice.

CATHERINE

Beer it is.

The conversation continues as Cathy goes to the kitchen.

CATHERINE

You've been doing good work. Seems like every week I see your name in the paper.

Luz remains standing, but enters into the apartment, looking around as she waits.

LUZ

Yeah well you gotta keep the headlines coming, otherwise the contributions dry up.

Catherine walks out from her kitchen with a glass in one hand and a bottle of beer in the other.

LUZ

So Catherine, how are things at your daddy's law firm?

CATHERINE

I left my father's firm a year ago. I'm with the D.A. now.

Cathy sits and picks up her glass of wine from the coffee table. Luz remains standing.

CATHERINE

I wanted to talk to you about Burch tower.

LUZ

(smiles)

I didn't think this was just for old time's sake. We don't call it the tower, you know.

Luz finally sits on the couch across from Catherine and opens her beer. She appears to pour some beer into the glass.

LUZ

To us it's the monster. It's gonna devour that whole neighborhood.

CATHERINE

You know Burch's people have studies to prove the whole area will be revitalized.

LUZ

Sure. All the sidewalk hustlers and bag ladies will be revitalized to another part of the city. All the discount stores will be revitalized into boutiques. The rent for five blocks around will be revitalized right through the roof, and all the old people and black people and brown people will be revitalized into yuppies.

(sarcastically)

Never mind though, there's gonna be a waterfall in the lobby. It'll make everything ok.

CATHERINE

Well the excavation is already under way. I mean, how can you hope to stop it now?

LUZ

We're gonna take Elliot Burch to court. Class action suit on behalf of the whole neighborhood. We could use a donation.

CATHERINE

You've been getting a lot of donations lately. Aren't you concerned about where they're coming from?

LUZ

Money's money. Pays for the legal fees, buys the ads. Our landlord gets a bit testy if we don't pay the rent on the storefront.

CATHERINE

Our office is concerned that this money is coming from Max Avery.

LUZ

What do you think? That we're taking dirty money?

Gets up angrily, and begins to walk toward the door. Cathy follows.

LUZ

Look, I think I've heard enough.

CATHERINE

Luz, Luz, all I'm saying is be careful. Sometimes our-our commitment can blind us.

LUZ

Since when did you know anything about commitment? Did you buy some with your daddy's credit card? She turns, looks back at Cathy, reconsidering.

LUZ

(grudging)

Maybe you didn't deserve that. I don't know.

(conciliatory)

We'll look into it. I don't like being used. Thanks for the beer.

She exits, shuts the door. Cathy sighs, shakes her head.

CATHERINE

You're welcome.

CUTS TO:

INT. - VINCENT'S CHAMBER

Vincent is packing books into a large wooden crate lingering fondly over them, as Father enters.

FATHER

Vincent, Jamie has just returned. She tells me she's found a whole series of chambers six hundred feet down, near the Whispering Gallery. Maybe we should go and take a look.

VINCENT

I know those chambers. When the rains are heavy they're likely to flood.

Father sits down and gives a hearty sigh.

FATHER

Oh my God. Then of course if we get below the level of the pipes we'll have no communication. It's all being taken away from us, Vincent. It's a work of lifetimes, everything we've built... lost.

Vincent rises from packing, walks over and sits next to Father.

VINCENT

What's lost can be found again, built again. As long as we have each other, our world will survive.

FATHER

I wish I could believe that.

INT. PAINTED TUNNELS – DAY

Mouse is rummaging around in a canvas bag slung over his shoulder, removing various small cans of paint and handing them to a grateful Elizabeth.

MOUSE

Three kinds of green, yellow, lots of orange.

ELIZABETH

Oh good! I was almost out of orange. Thank you Mouse, you're a dear child.

She's interrupted when a new EXPLOSION shakes the painted tunnels. This blast is much louder and closer than any before. The tunnel shakes, networks of fresh cracks appear in a

portrait of Vincent, and paint cans shake on the grocery cart where they hang. Elizabeth crouches down, and cries out in alarm. Mouse pulls her aside. They fall to the floor as the tunnel shakes, Mouse shielding the old woman with his body. When the dust settles, they climb unsteadily to their feet. Elizabeth looks around in horror.

ELIZABETH

Look what they've done! It's not fair, they have no right.

MOUSE

Going to stop it.

Mouse scrabbles around in discarded newspapers, finds a magazine with an article on Burch Tower, shows it to her.

MOUSE

Look, it's just another stupid tower. Got plenty up top, don't need this one. I'll fix it.

ELIZABETH

(looking down at the picture doubtfully)

But it's so big! How can you stop it?

MOUSE

Vincent's not the only one who can do things. You'll see. Good as done.

Mouse hurries down the tunnel, as he exits, calls back to her.

MOUSE

Don't worry!

FADE IN:

INT. VINCENT'S CHAMBER

Elizabeth enters the chamber where Father and Vincent are talking. Vincent sees her, rises, his face full of surprise.

VINCENT

Elizabeth!

ELIZABETH

Hello child. So this is where you live. Looking around curiously, she lifts Vincent's bronze model of the Empire State Building, inspects it.

ELIZABETH

Oh, it's very sweet. I had one of these once... Oh it was a long time ago, but I remember... only mine was silver.

FATHER

Elizabeth, we're both delighted to see you,
*(Father walks over and cupping her face in his hands,
gives her a kiss)*

but...

ELIZABETH

But...I never leave my paintings, do I?

FATHER

Mhmm.

ELIZABETH

...and you can't imagine why I'm here. But I'm not so old as all that, you know.

(Father laughs in response)

And I get around better than some when I have the mind to.

FATHER

So tell me, why are you here now?

ELIZABETH

Mouse, the dear child, he went off to help me, and I tried to go back to work, but I can't stop fretting about him. He's a rather odd boy, have you noticed? And it's such a large tower... I'm just not sure that he's gonna be...

VINCENT

(very concerned)

Do you have any idea where he's gone?

ELIZABETH

Up, up, you know, to stop that damn blasting.

Vincent and Father exchange sharp, worried looks, and then Vincent is off, dashing for the exit.

FATHER

Elizabeth, thank you.

They hug.

CUT TO:

EXT. - CONSTRUCT/ON SITE• NIGHT- (ESTABLISHING)

Work has stopped for the night. The rubble-strewn landscape is silent and still.

CLOSE ON DRAINAGE PIPE

A thick, man-sized pipe juts out of the ground, closed by a chain link fence, and we see Mouse peering out warily.

CUT TO:

INT. - TUNNELS

Vincent dashes through a section of tunnels.

RESUME MOUSE

as he cuts the chain link fence

CUT TO:

INT. - TUNNELS

Vincent continues his run through the tunnels.

RESUME MOUSE

as he removes the fence, grabs his bag and moves across the construction site toward some of the heavy machinery. He reaches the base of a monstrosly large crane, opens the engine compartment, and enters the cabin.

CUT TO:

INT. - TUNNELS

Vincent continues his run through the tunnels.

RESUME MOUSE

Some guards in dark uniforms leave the guard trailer. Mouse leaves the crane cabin and hides underneath a heavy machinery. A guard searches with a flashlight.

CUT TO:

INT. - TUNNELS

Vincent climbs up the spiral staircase.

RESUME MOUSE

As the guard walks past, Mouse crawls out from under the crane in front, then backs out to the side where a guard finds him.

GUARD

Hold it.

The guards move in on him, spin him around, make him assume the position against the side of the crane. One of them starts poking through his bag, another begins to frisk him down.

GUARD

Spread 'em.

Vincent is seen peering behind the crane, watching Mouse being frisked by the guards.

GUARD

This way.

CLOSE ON VINCENT'S FACE

Helpless, he can only watch as the security men bundle Mouse up, and shove him toward a trailer nearby. Off his fear and concern, we

FADE OUT

END OF ACT TWO

ACT THREE

FADE IN:

INT. - CATHY'S BEDROOM- NIGHT

Cathy sleeps when we hear tapping on the glass. At once she's up, gathers her robe, putting it on as she moves toward the doors and meets Vincent.

VINCENT

Burch's men are holding Mouse. They caught him at the excavation, he was trying to help stop the tower.

CATHERINE

Was he arrested?

VINCENT

There were no police.

CATHERINE

Well, that's something anyway. I'll see what I can do.
(she grips her hands to his arms to reassure Vincent.)
Don't worry, Vincent.

CUT TO:

INT. SECURITY TRAILER - NIGHT

A very frightened Mouse sits in the trailer, all around him are the guards and SIMONS, the security chief, conducts the interrogation.

GUARD

Let me take the little puke outside, I'll get the truth out of him.

SIMONS

There's no need. I'm sure our friend is going to be reasonable. So your name is Mouse. Who sent you?

MOUSE

Nobody.

SIMONS

What's this for? Holds up a bag of sugar.

MOUSE

Makes things sweet.

SIMONS

Is that so? And I suppose this is for making pottery.

Holds up a block of plastic explosive.

SIMONS

Mister, you're not fooling anybody. You think we don't know plastic explosives? You were gonna sugar a few gas tanks, set off an explosion or two. Do you have any idea how much trouble you're in?

MOUSE

Wanna go.

Moves to get up, Guard behind him shoves him back down.

SIMONS

You're not going anywhere. Maybe we need to start all over again. What is your real name?

Mouse looks up, scared and uncertain.

INT. BURCH'S OFFICE • NIGHT

Elliot sits at his desk and talks on the phone.

ELLIOT

Do you have any idea how much that equipment costs, Simons? Listen, if he's done any serious damage we... He what? Wait wait wait a minute, wait a minute: first you're telling me he's some dimwit dressed as if he's just escaped from Ruritania, now you're telling me he wants to talk to his attorney?

We hear knocking, Elliot looks up as the door to his office opens, and Cathy steps through.

ELLIOT

(into phone)

... Catherine Chandler. I'll get back to you.

Elliot hangs up the phone, frowns.

ELLIOT

Would you mind telling me what the hell is going on?

CATHERINE

Your security people are exceeding their authority, that's what's going on.

ELLIOT

They apprehended a trespasser.

CATHERINE

(aggressive)

Fine. Then call the police and have him charged with trespassing. Then you better cross your fingers he doesn't sue you for false imprisonment.

Elliot looks at her thoughtfully, a half smile on his face. He turns the phone it around.

ELLIOT

Here,

(pushing the phone forward)

you call the police.

CATHERINE

(losing her bluster, she sighs)

Let him go, Elliot. He won't bother you again, I promise.

ELLIOT

He asked for you. He doesn't know the name of the president of the United States but he knows your name, now I find that just a little curious.

CATHERINE

Please just let him go. No harm was done. What good would it do you'd have him arrested?

ELLIOT

I might get a few answers!

(he rises from his chair and leans on his desktop with both hands.)

A few months ago you came to me. You needed my help but you couldn't explain why. "Trust me" you said. Well trust is a two-way street. If you want me to let this person go, then trust me enough to answer some of my questions.

CATHERINE

You can't barter for trust, Elliot...

Elliot groans and sits back down, sighing.

CATHERINE

...and I can't tell you what you want to know. I made a promise.

ELLIOT

Well then why should I let him go?

CATHERINE

Because I'm asking you to.

We move in CLOSE on Elliot as he considers the dilemma, and off his look of puzzled indecision we

DISSOLVE TO:

INT. – TUNNELS – NIGHT

Vincent and Father are worrying over Mouse, walking together.

FATHER

Well the first thing we have to do is take whatever steps are necessary to raise the bail money. We all have items of some value which we can exchange for money in the world Above, and we can call upon our helpers... Yes.

VINCENT

Catherine will not fail us.

FATHER

You know, I blame myself for this, Vincent. I should have been stricter. Mouse is such a wild spirit. There's no telling how much damage will occur to him in one of their jails.

VINCENT

Whatever happens, Mouse will survive. He survived for years by himself, a shadow moving

among us, taking bits of food, watching us...

FATHER

Until you caught him. I remember the way he kicked and screamed.

Both men look up hopefully as they see Cathy entering.

FATHER

Catherine! What's happened to Mouse?

Mouse steps timidly out from the shadows behind Cathy. He looks sheepish, afraid of what Father will say.

MOUSE

Here.

Father and Vincent smile. Father looks hugely relieved, and very happy, but quickly gets control of himself and tries to be stern again.

FATHER

Cathy, we have to thank you. Mouse, well I hope this experience has taught you a lesson?

MOUSE

Yes.

FATHER

Good.

MOUSE

Shouldn't get caught.

Father looks away and Vincent lowers his head, both to hide their amused responses.

FATHER

Come here a minute will you?

(gestures with his hand toward him.)

Come here, come with me. It is time you and I had a long, long talk.

Father throws a hand around Mouse's shoulder and they exit together from his chamber.

FATHER

Now, I'm not annoyed that you got caught, I am just annoyed that you were at a place where you could get caught. Now what I mean to say, it's totally unacceptable to me that you should be in such a vulnerable position.

VINCENT

(turns to Catherine, takes her hand)

Your heart is full of turmoil.

CATHERINE

(sighs as they begin walking)

It's Elliot. It was so easy when I thought I was falling in love, and even easier when I was certain he was evil. But now...

VINCENT

Now you see him as he truly is: Good and bad, strong and weak, capable of great deeds and great wrongs. A human being.

CATHERINE

Yes, with human feelings. I feel like I'm trading on his feelings.

CUT TO:

INT. - CATHY'S HALLWAY – NIGHT

We see Cathy as she steps out of the elevator, fumbling for key in her jacket pocket, and STOPS suddenly when she finds Elliot Burch in her hallway. He's slumped in a chair, and it's obvious he's been waiting some time.

CATHERINE

(surprised)

Elliot. What are you doing here? Do you know what time it is?

ELLIOT

Uh, almost dawn? It's ok, I mean, as long as it's not too late. Um, I couldn't sleep. I need to talk.

CATHERINE

Come on in.

ELLIOT

Thanks.

She unlocks the door. Elliot follows her inside.

INT. CATHY'S APARTMENT – NIGHT

Cathy and Elliot enter, she removes her coat.

CATHERINE

It's been a long night for both of us. I have to be at work in a few hours. I can make us some coffee.

ELLIOT

I could use some.

CATHERINE

Instant ok?

ELLIOT

Anything's fine, I don't care.

Catherine walks away to her kitchen. Elliot looks around the living room. He drifts over to her terrace, glances through the window, then opens the door and steps outside.

EXT. - CATHY'S TERRACE - NIGHT

Elliot stands looking out over the city. It's still dark outside, but there's a faint light on the horizon, the first hint of dawn. Cathy emerges carrying two steaming mugs of coffee. She hands one to Elliot.

ELLIOT

I can never get enough of this city. Thanks. God, how beautiful she looks. You know, you oughta be able to see the tower way to the south, about in there.

CATHERINE

Elliot, you're not here to talk about the tower. What is it?

ELLIOT

I've never quite felt like this before. After I released your friend, my security chief called me up and very politely asked me if I'd lost my mind.

CATHERINE

You did the right thing.

ELLIOT

Yeah, I seem to be making a habit of that because of you.

(pauses)

Cathy, I'm in love with you. I've had other relationships, but from the very first moment that I set eyes on you, I knew you were different. Then when you walked out of my life that was really different and...and I wanted you twice as much.

CATHERINE

Because you couldn't have me. That's obsession, Elliot. That's not love.

ELLIOT

At first yes. But then when you came to me, you needed my help, right then I knew that I could make you mine. I know desperation when I see it.

Cathy, wary, says nothing, but her face shows that Elliot is hitting close to home.

ELLIOT

When somebody has something I want, I take it. I mean I go for the win, it's what I do, it's what I am. No, it's what I've become. But not that day. Why?

CATHERINE

Because you're a decent man who couldn't turn his back on a friend.

ELLIOT

I don't have any friends, Cathy. Somewhere on the way up friends became inconvenient.

CATHERINE

Love can be pretty inconvenient too.

ELLIOT

You don't have to tell me that. Do you think I wanted to be this out of control? I feel like a 14-year-old boy, confused and awkward and... and scared... I'm never scared, Cathy, I don't allow myself to be scared. You know, despite everything, I'd rather be here with you now than any place else on earth.

(pauses)

There's nothing I can do about the past, but there's plenty that we can do about the future together. Cathy, I'm asking you to marry me.

Cathy is stunned for a moment in the aftermath of Elliot's proposal.

CATHERINE

Elliot...

ELLIOT

Don't say anything, not now. All I ask is that you think about it seriously, after you've had a little sleep.

CATHERINE

Sleep won't change anything.

ELLIOT

It might. Give me that much at least. I didn't ask for this, Cathy, but it is real, and I do love you, and I'd do anything in the world to make you happy if you give me the chance.

Cathy stays silent, looking at Elliot. Elliot smiles.

FADE OUT

END OF ACT THREE

ACT FOUR

DISSOLVE TO:

INT. - DA'S OFFICE • DAY

CLOSE ON CATHY as she sits at her desk, as we hear a MONTAGE of voices she hears in her thoughts:

CUT TO:

ELLIOT (V.O.)

I've waited my whole life to build this tower...

VINCENT (V.O.)

We're helpless to stop this tower...

ELLIOT (V.O.)

And I do love you...

VINCENT (V.O.)

Father thinks it could be the end of our world...

ELLIOT (V.O.)

And I'd do anything in the world to make you happy...

VINCENT (V.O.)

Could be the end of our world...

ELLIOT (V.O.)

Cathy, I'm asking you to marry me...

Her reverie is rudely interrupted as an angry Luz Corrales SLAMS a newspaper down in front of her. Cathy looks up, startled.

CATHERINE

Luz, what's wrong?

LUZ

You know damn well. I hope you're proud.

Cathy picks up the newspaper Luz threw on her desk. One of the front page headlines under the fold reads: D.A. PROBES CORRALES GROUP. A photo of Luz accompanies the story. Cathy quickly scans the column of print, looks up baffled.

CATHERINE

I don't know anything about this.

LUZ

The hell you don't! You set us up, launched some bogus investigation, then leaked it to the press! I know how the game's played!

Other office workers are looking at them curiously. As Luz raises her voice in angry accusation, more and more of them turn to see what's going on, Joe Maxwell among them.

CATHERINE

Well it doesn't say that you're guilty of anything, only that we're investigating.

LUZ

Well that's enough. Who's gonna give money to a community group that's being investigated by the District Attorney? Even our attorneys are backing off! We're gonna have to drop the class action. Congratulations, you just gave Elliot Burch his monster!

Joe Maxwell drifts over as Luz is finishing her tirade, and interrupts before Cathy can answer.

JOE

I wouldn't be quite so self-righteous if I were you, Ms Corrales. We've been running background checks on some of your new members. So far we've found about 70 with ties to Max Avery, and there are still a lot of names on that list.

Luz is shocked and speechless for a moment.

LUZ

I should have known. Your kind all sticks together, right? The old boys network? Only now they let a few little girls play too.

Luz turns and walks away. Joe looks at Cathy, raises an eyebrow.

JOE

Next time they need a name for a hurricane I know what I'm gonna suggest.

Joe turns and walks away. Cathy is left alone with her thoughts.

CUT TO:

INT. - TUNNEL JUNCTION – DAY

Vincent's voice is full of pain as he faces Cathy in the dimness of the junction, propped against a wall.

VINCENT

Catherine, no!

CATHERINE

I have to, it's the only way. With Luz discredited, nothing stands in the way of the tower. Elliot leaked the story, I'm sure of it. Luz stood in his way so he removed her and used me to do it.

VINCENT

But how can you even consider a union with such a man?

CATHERINE

He's a human being. Strong and weak, good and bad, you said so yourself, Vincent. And he loves me - as much as a man like Elliot can love.

VINCENT

But you do not love this man.

CATHERINE

No, but there is more at stake than just me here: The Painted Tunnels, Elizabeth, Father and Mouse, all the children who have found safety Below, and you, you most of all... Vincent you have risked your life for me a hundred times. How can I stand by and watch your world be destroyed when I have the power to save it?

Catherine's eyes fill with tears.

VINCENT

I cannot allow you to sacrifice yourself in such a way.

CATHERINE

I'm sorry Vincent, but it's not your decision. I'm going to marry him. *(pauses)* I have to.

She turns and rushes away, toward her threshold. Before stepping up, she turns back, with tears streaming down her face, to see Vincent as he leans his head back against the tunnel

wall, falls to a seated position against the tunnel wall, throws back his head, and ROARS out all his pain. Catherine, crying, backs further away toward the ladder, disappearing in the shadow. Vincent remains seated, breathing heavily.

CUT TO:

INT. - BURCH'S OFFICE - DAY

Elliot is standing in his office, chewing out a SUBCONTRACTOR.

ELLIOT

I don't care what we did on the last project! Listen, code isn't good enough, I want this building to stand for hundreds of years!

He's interrupted by the ringing of his phone. He picks it up, irritated at the interruption.

ELLIOT

Yeah? Well... send her in.

(to subcontractor)

Ah, I'll deal with you later.

The office door opens. Cathy enters and the subcontractor exits. Cathy is stiff and determined.

ELLIOT

Catherine, you didn't take very long. I didn't expect you to co...

CATHERINE

(plunges ahead)

Yes, Elliot, I'll marry you.

ELLIOT

(almost speechless)

Ah... that's wonderful! Oh you won't be sorry.

Elliot kisses her. Cathy does not resist, but neither does she kiss back. Finally Elliot breaks off the embrace.

ELLIOT

Listen, we'll go anywhere in the world you want for the honeymoon. Once I finish the tower...

CATHERINE

(overriding)

I want you to halt construction on the tower.

Elliot looks at her for a long beat. He can't believe what he's just heard.

ELLIOT

Stop the to... Is this a joke?

CATHERINE

No joke. You say you love me, you'll do anything for me.

ELLIOT

Y...Cathy...No no no, you don't understand... The tower is the most important thing in my life besides you. I mean the two of us up on top watching dawn break over Manhattan, together with you beside me...

CATHERINE

No! It can't be...

ELLIOT

Yes!

CATHERINE

It's just a building, Elliot. People are more important than buildings, more important than dreams even, and if you pick up that phone and stop the tower right now, then I'll know you believe that too, and then I'll marry you and trust you.

Elliot moves away from Cathy in disbelief. He struggles with his decision. Finally, he faces her.

ELLIOT

I can't.

Catherine is both relieved and grim with defeat. In her eyes and her voice we see some sadness and compassion for Elliot Burch. He walks close to her, and she hugs him. She ends the embrace.

CATHERINE

I understand.

She turns and exits, and Elliot, standing by himself in the middle of this huge, empty office

DISSOLVE TO:

INT. - DA'S OFFICE - DAY

Cathy sits at her desk, as Ronni approaches.

RONNI

Oh, you look rotten. Someone just ran over your puppy?

CATHERINE

Something like that.

RONNI

Thought you'd wanna look at this Corrales stuff.

(hands her a printout)

Almost 200 ringers, who'd have believed it? I've been sniffing at the paper trail to see who signs the checks, but looks like Avery knows how to cover his tracks.

CATHERINE

(scanning data)

They were drawing paychecks?

(suspicious)

We've got a court order freezing Avery's assets. Where's he getting the money?

RONNI

Cayman Islands, some kinda holding company.

CATHERINE

Max Avery wouldn't know the Cayman Islands from Staten Island.

And suddenly it all falls into place for Cathy. She grabs the printouts, rises, and rushes across the room to Joe's office. We track with her as she barges inside and find Joe at his desk.

CATHERINE

Joe, we've been conned. It's not Max Avery who's been paying people to sign up with Luz!

JOE

What are you talking about, Radcliffe? Who else could it be?

CATHERINE

Someone who has an interest in making sure Luz looks tainted! Someone who could put Max Avery's old goons on his payroll and not even blink! Someone subtle enough to launder his money through numbered accounts in the Cayman Islands so he can't be traced back!

About halfway through, Joe realizes where she's going, and looks sick as the truth of it comes home.

JOE

I knew we shouldn't have trusted Burch!

(stands and grabs phone)

Put me through to Moreno. No I can't wait! We're going for an injunction against Burch Tower.

INT. - PAINTED TUNNELS - NIGHT

We see Elizabeth putting the finishing touches on her painted of Burch Tower.

Next we see Vincent talking with Catherine in the tunnels.

VINCENT

I thought I would never see your face again. When you walked away from me, there was such resolve in your heart.

CATHERINE

It was the hardest thing I've done in my life.

VINCENT

And the noblest.

CATHERINE

Every step was like a knife inside me. All my love for you was calling me back.

VINCENT

But a greater love drew you onward. Your strength saved us all. *(pauses)* Yet I feel your

melancholy.

CATHERINE

I was just thinking of Elliot. Vincent, you helped me find the best part of who I am, but Elliot, he's lost more than his tower: He's lost himself.

We ZOOM DOWN, on a recent addition to the litter of newspapers and magazines on the tunnel floor.

CLOSE ON NEWSPAPER

"The New York Examiner". The headline reads COURT BLOCKS BURCH TOWER. There's an artist's rendering of the building, and a photo of Elliot Burch.

As we hear VINCENT'S VOICE OVER, RECITING, we
FADE TO
INT. - BURCH'S OFFICE - NIGHT

Elliot, sitting alone in his darkened office. The projection of the Manhattan skyline is spread across his office wall, with the majestic Burch Tower. The same newspaper we've seen on the tunnel floor is spread on his desk. CLOSE on Elliot's face, as he closes his eyes, pain and sadness etched on his face.

VINCENT V.O

*"I met a traveler from an antique land
Who said: "Two vast and trunkless legs of stone
Stand in the desert. Near them on the sand,
Half sunk, a shattered visage lies, whose frown
And wrinkled lip and sneer of cold command
Tell that its sculptor well those passions read
Which yet survive, stamped on these lifeless things,
The hand that mocked them and the heart that fed.
And on the pedestal these words appear:
'My name is Ozymandias, King of Kings:
Look on my works, ye mighty, and despair!
Nothing beside remains. Round the decay
Of that colossal wreck, boundless and bare,
The lone and level sands stretch far away".*

FADE TO:

The painted tunnels, a mirage of images seen of the tunnel residents, ending with Elizabeth at work finishing the tower.

FADE TO:

Vincent and Catherine holding their hands closely between them, finally moving into an embrace.

THE END

Executive Producers - Paul Junger Witt and Tony Thomas
Executive Story Editors - Alex Gansa & Howard Gordon

Associate Producer - Christopher Toyne
Associate Producer - Anthony Mazzei

Co-starring

Rutanya Alda – Sarah
Sue Giosa – Ronni
Gerald Castillo – Simons
Alexander Folk – Guard
Carl Strano – Roth

Unit Production Manager - Tony Brown

1st Assistant Director - Mary Ellen Canniff

2nd Assistant Director - Debra DuVal

Set Decorator - Peg Cummings

Property Master - Bill Dietz

Assistant Producer - David F. Schwartz

Special Effects Coordinator - Gary Bentley

Stunt Coordinator - Fred Lerner

Script Supervisor - Kathy Barrett

Beast Make-up - Margaret Beserra

Make-up Supervisor - Fred Blau Jr.

Hair Stylist - Josephine McCarthy

Costumers - Mary Taylor, Ron Hodge

Sound Mixers - Pat Mitchell. Rick Ash

Sound Editing - David Hankins

Music Editor - Don Sanders

Main Titles - Robert Farina, Chris Arnold

Costume Designer - Judy Evans

Casting by - Joyce Robinson C.S.A. & Penny Eilers C.S.A.

Beast designed & created by Rick Baker

Executive in Charge of Production - Harry Waterson

Special thanks to Patricia Livingston

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