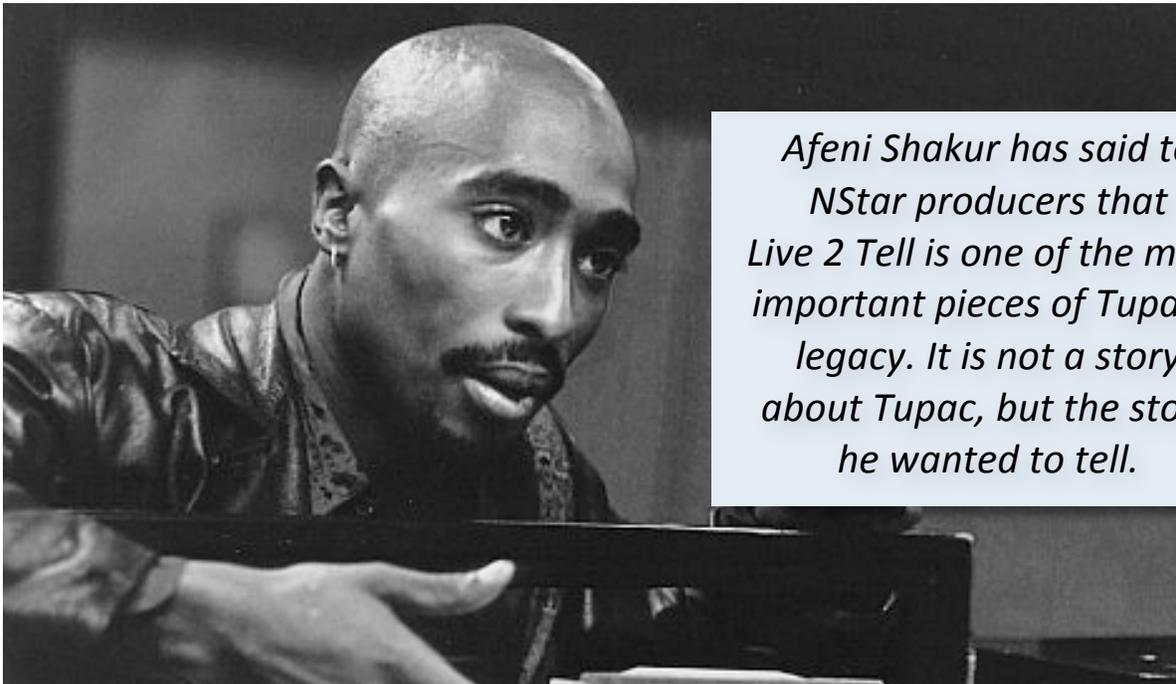




# TUPAC: LIVE TO TELL

## A Film Written By Tupac Shakur



*Afeni Shakur has said to NStar producers that Live 2 Tell is one of the most important pieces of Tupac's legacy. It is not a story about Tupac, but the story he wanted to tell.*

From the Producers of  
“Hustle & Flow”, “Tupac: Resurrection” and “Panther”

In Association with:



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# **NStar Entertainment's Movie Marketing Strategy**

# NStar Entertainment's Movie Marketing Strategy

## Overview

At the core of the NStar Entertainment's business model is a research-informed process that is designed to influence every stage of content creation, distribution and marketing. Simply put, by intimately understanding the core consumer constituencies, NStar will be uniquely positioned to develop targeted connection strategies for content it creates and on behalf of the sponsors that affiliate with them.

## The Process

The advantage of NStar Life is its deep, holistic understanding of the Urban Millennial audience. This includes the core pillars of interest that bind the community together, as well as its media usage habits of the community. These behaviors are understood across the classic marketing spectrum of the awareness-building, information, engagement and conversion components. This structural framework provides a context for the qualitative insights that guide the creative development process. Not only does NStar understand where to reach the audience, it has the voice of the community, to know how to engage them as well.

The operational system that drives this process is the Constituency Alignment Process (CAP6). The following six steps are applied to each property being brought to market.

1. **Define the Audience's Worldview.** The urban millennial point of view is understood deeply and broadly through the historical work done in the market. The program (content) being launched is typically then researched to understand how it fits into that worldview.
2. **Map Media Usage Patterns.** The specific media usage preferences of the audience are mapped and defined specifically for the project at hand. This includes, for example, defining the best platforms for awareness-building within this group, as well as the types of collateral that would be most effective.
3. **Establish the Narrative.** To operationalize the insights above, a specific narrative is created that provides granular examples of how the target will come in contact with and engage the content being launched. This narrative is often expressed in multiple versions, to cover the spectrum of launch scenarios.
4. **Map the Narrative.** The use narrative is then mapped across all relevant media platforms. These custom expressions of the narrative are integrated into a blueprint map of the process.

5. **Design Collateral**. Once the process is mapped, the actual collateral and advertising components are designed for each platform and special use.
6. **Measure**. Objective measures of success are built into each expression of this process. These measures are monitored during each campaign and incorporated into the review and assessment phase.

While each version of the CAP6 process is unique, one advantage that the NStar Life marketing approach and processes bring to bear is the ability to build marketing thematics and efficiencies across multiple titles. Thus, instead of activating the marketing infrastructure each time a title is brought to market, NStar Life will maintain a presence in the market and will be able to activate the audience more efficiently for these products (movies). Each launch is a reaffirmation of the relationship, instead of a cold start of a new one.

***NStar Life provides Insights and Access to Urban America.***

# Synopsis

Afeni Shakur has said to NStar producers that ***Live 2 Tell*** is one of the most important pieces of Tupac's legacy. It is not a story about Tupac, but the story he wanted to tell.

## Synopsis

### Live 2 Tell

**Live 2 Tell** is not Tupac's story. It's the only screenplay written by Tupac **Live 2 Tell** is a coming of age drama that is set against the gritty background of the big city underworld.

At eight years old it all went wrong for Scott. The suicide of his father and the family's slow motion disintegration helped propel him into the higher realms of organized crime. Young Scott is taken under the protective wing of one of the last gentlemen gangsters, Dee. He is being groomed for the top spot when Dee is ambushed and killed by the mysterious Nickedemus gang. Scott takes over even though older hands feel he's too inexperienced. Scott proves equal to the task and takes the business into legitimate and community minded directions.

His big advantage over his contemporaries is that he can think his way through to a life past crime. After a while Scott's fellow cartel heads - one-by-one – start coming up murdered. Scott realizes that it is only a matter of time before Nickedemus reappears and the blood will start flowing. He makes a decision to get out of the game, reconcile with his family and escape to a new life with his school years sweetheart, Carla.

Events overtake him and Scott is forced to deal with the consequences of his life as a major drug dealer. Scott makes it through to the other side but not before he sheds his share of blood, toil and pain.

# Script

## Is the script final?

- First, we want to preserve the integrity of the original screenplay, written by Tupac while in prison. We want to keep the story true to his vision and be able to say that it reflects his words only.
- In addition, the original script was highly rated by the target audience (urban young adults) in MEE focus groups.
- With that said, we only intend to “polish” the script by trimming the voiceover narration and cutting the script by roughly 20 pages, while again NOT adding anything not actually written by Tupac.

**Live**

**2**

**Tell**

Original Story  
&  
Screenplay

Written

by

**Tupac Shakur**

January 10, 1995

Screenplay Consultant Peter J. Allen - Final Draft: January 30, 2004

FADE IN -

INT. TWO STORY ROW HOUSE - DAY

Grainy, black and white dreamtime footage -

A young, black male - sixteen - runs frantically through a dim hallway. An adult male - stocky, out of shape and very angry - chases after him. He curses with every step.

The boy stops and faces the man at the opposite end of the hall. The man stares at the kid with contempt. Suddenly he lunges forward. The boy, SCOTT SOLOMON, dodges and drops the aluminum bat he was brandishing. Scott jumps down the stairs.

The man stumbles over a pair of curling dumbbells. Scott sees the fall and stops to taunt. Angrily, he snatches up one of the three pound weights and hurls it down the steps.

Scott ducks as the weight flies past and crashes through the porch window. Still laughing and taunting he exits onto the front porch. Everything suddenly SLOWS DOWN --

THE FRONT PORCH -

The out of tune notes of the Mr. Frosty ICE CREAM TRUCK theme song jangle in the background. Nine year old LUCAS SOLOMON, Scott's younger brother, lays motionless on the porch. Blood flows from a wound on his head. The three pound weight lies nearby. The ice cream Lucas just purchased melts away in the afternoon heat. Scott tries to scream -

CUT TO:

INT. SCOTT'S WEST HOLLYWOOD APARTMENT - NIGHT

The present day Scott Solomon, about to hit thirty, awakens from another nightmare. He is drenched in sweat. The bad dreams have been plaguing him a lot lately. Louis Armstrong's "What A Wonderful World" plays unnoticed on the radio.

Still groggy, Scott's eyes focus on the invitation on the night table.

INSERT - GRADUATION INVITATION

An invitation to the University of California Los Angeles commencement activities. He concentrates on the handwritten post script:

"P.S. Scott, please come see me graduate. It would mean the world to me."

## RESUME - SCOTT

Still hanging on to the invitation, he walks through a tastefully furnished apartment. He steps out onto the terrace and inhales a fresh hit of southern California night. A couple of deep breathes later he glances back at his workspace. On the desk is a small cassette recorder and a fresh pack of mini cassettes. It's time.

Scott places the invitation beside the recorder. He grabs a cup of coffee and takes a moment to peer out across the city. Tonight you can see forever.

## CLOSER -

Scott turns on the recorder. He hesitates for several moments. Maybe this time it will all come out. Maybe this time the demons will take a break this time. Maybe.

Slowly he begins to speak the pictures that are still vivid in his mind.

SCOTT (V.O.)

I guess I don't dream in Technicolor. (Pause) My father died. He died three months before Lucas was born. Lucas and I didn't have the same fathers. My memories are very clear on this.

DISSOLVE TO:

EXT. BALTIMORE - SUBURBAN HOUSE - EVENING

ON SCREEN TITLE: TWENTY YEARS AGO

A perfect Autumn evening. The perfect little house on the corner sits squarely in the middle of the suburbs. Inside the perfect, little house desperation and high drama take center stage.

The screen door opens and eight year old Scott Solomon walks out and takes a seat on the steps. This is his momentary escape from the yelling and screaming going on inside. He distracts himself counting the cars that pass.

INT. BEDROOM - EVENING

CHARLES SOLOMON, Scott's father, is a heavysset man in his forties. He still has on his sanitation worker uniform on. His wife, CHERYL - Scott's mother, is younger, beautiful and obviously pregnant. He paces. She watches.

(CONTINUED)

CONTINUED:

SCOTT (V.O.)

My father was one of those old fashioned country boys. My mother, on the other hand, was a straight up city girl. He tried everything in his power to make her happy. It just didn't work.

He brought a house he couldn't afford and worked three jobs. Nothing he did worked. She was just too much for my father. Her city upbringing just left a simple man like my dad in the dark. I'm sure they were happy at one time. But that time had passed. My mother was far too young and energetic to wait for my workaholic father to give her the attention she thought she needed. My father thought everything was cool. He couldn't see that everything had gone to hell right under his nose. He couldn't see that --- at least not until it was too late.

Charles' anger boils over.

CHARLES SOLOMON

You just gonna up and leave? You just gonna take little Scottie and our baby (pointing to her belly) and leave me? Well I ain't gonna let you Cheryl. I ain't gonna let you do that to us.

Cheryl's defiant expression hardens. A long silence. Charles's tone changes. Now the begging and pleading begins.

CHARLES SOLOMON (CONT'D)

Why can't we just work this out, baby? Look, I'll get someone to cover for me and Bill can do my shift at the dock. I'll work it out. Just give us a chance. You and Scottie are all I got. What's a man without his family? Don't take my kids from me. (softly) Please, Cheryl don't take my babies!

(CONTINUED)

CONTINUED: (2)

CHERYL

Charles, this marriage has been over for a while now. You expect me to just waste away while you off doing God knows what. All I asked for was some company -- some attention....and well...Jerry showed me that attention. Jerry was there for me when you weren't.

Crushed, Charles sinks down on the bed.

CHERYL (CONT'D)

I don't know how it all happened, Charles, but it did...I guess we were both just lonely. Jerry just lost his wife and well --- He showed me I was a woman. He showed me life again. (She indicates her swollen belly).

He looks hard at her. The fuse is lit.

CHARLES

What are you telling me woman? What the hell are you saying? Whose baby you carrying, woman?!?

CHERYL

(fearful)

Charles don't ask me that --- I --- I think I should leave --- until you calm down.

She turns to leave. He intercepts her.

CHARLES

Whose baby is this?

CHERYL

Charles, calm down. Please don't be upset. This marriage been over a long time ago. We've just been faking it for Scottie's sake. We don't have ---

CHARLES

Answer me!!

In the silence that follows a VAN can be heard pulling up outside. Cheryl tries to ease out of the room. Her husband catches her and flings her around.

(CONTINUED)

CONTINUED: (3)

CHERYL

I never meant to hurt you, Charles  
It just happened!

Charles smacks the taste out of Cheryl's mouth. She recovers quickly. Now her eyes are as hard and cold as stone. She backs out of the room.

CHERYL (CONT'D)

That's why I'm leaving your punk  
ass. You don't know shit about  
loving no woman. You ain't shit  
Charles. This is Jerry's baby!!  
Do you hear me? It's Jerry's! I'm  
taking Scottie and we're going to  
stay with Jerry!

Charles flops back on the bed, defeated. He begins to cry. And then he starts mumbling to himself - over and over ---

CHARLES SOLOMON

Man ain't' nothing without his  
family. Man ain't nothing without -  
---

EXT. HOUSE -

JERRY - strapping, muscle man, thirties - steps out of the van. Scott runs and jumps into his arms.

SCOTT

Uncle Jerry! What did you bring me  
today?

JERRY

Where ya mamma?

SCOTT

Her and my daddy upstairs fighting.  
So, what did you bring me?

Jerry fishes out a one dollar bill and hands it over. He starts toward the door. Scott runs ahead.

INT. BEDROOM - NIGHT

Charles opens the nightstand and extracts a box of knick-knacks and memorabilia. He tosses aside the military medals and grabs out a .45 automatic.

INT. SCOTT'S BEDROOM - NIGHT

The walls are decorated with posters of Doctor J., Spiderman, X-men, etc. Cheryl jams Scott's things into a suitcase. She's crying the entire time.

INT. HALLWAY - NIGHT

Excited, Scott runs down the hall into his parent's bedroom.

SCOTT  
Daddy, Uncle Jerry is here and he  
gave me --- Daddy?

Scott watches helplessly as his father places the gun into his mouth and pulls the trigger. The BLAST is deafening. Charles' brains hit the wall. Scott is shocked beyond silence.

Jerry and Cheryl run in. She screams hysterically. He dials 911. Scott never moves. He just stares at his father's brains oozing down the wall.

SCOTT (V.O.) (CONT'D)  
That was it. My childhood was over  
at eight. I will never, ever be  
able to erase the sight of my  
father's brains sliding down the  
wall.

EXT. HOUSE -

The paramedics wheel the dead body away. Cheryl and Jerry pack the belongings into the van.

SCOTT  
From that moment on I hated my  
mother. I despised "Uncle" Jerry  
and with every ounce of my young,  
selfish and undeveloped mind I  
wished death to that unborn child  
inside my mother. The child that,  
in my mind, murdered not only my  
father, family and childhood but  
also my small grip on sanity.

INT. VAN - MOVING

Scott sits in the back seat clutching one of his father's medals. He stares straight ahead and doesn't cry. "WHAT YOU WON'T DO FOR LOVE", by Bobby Caldwell, plays OVER.

FADE TO BLACK -

FADE UP -

EXT. UPTOWN, HARLEM N.Y.C. - DAY - ESTABLISHING

The Morningside Projects dominate the cityscape. Morningside is a grouping of high rise apartment buildings. Rat infested, beat up and worn out - the sun may be shining elsewhere but not at Morningside. The deep shadows cast by the buildings' set the tone - no sunshine, no happiness, no mercy.

ON SCREEN TITLE: THREE YEARS LATER

INT. APARTMENT 3-A - MORNING

Breakfast time. Half asleep, Cheryl shuffles into the kitchen. The past few years have been hard on her.

CHERYL

Scott, don't make me come in there!  
Get yo butt up and get ready!

LIVING ROOM -

Scott sits sleepily on the couch. His younger brother, Lucas, sleeps on the sofa across from him. This room, like the rest of the apartment, is threadbare. On his way to the bathroom Scott tosses a dirty sock at his brother.

BATHROOM -

Scott looks at the cracked plaster and the exposed pipes. He looks at himself in the mirror and shakes his head. Good morning.

SCOTT SOLOMON (V.O.)

Jerry didn't work out at all. Him and my moms argued and fought from day one. Six months after we moved in we were out and on our own.

As Scott is urinating a rat scurries across his bare feet and into a hole in the wall. Scott runs out of the bathroom.

KITCHEN -

SCOTT

Mama, there's a big rat in the bathroom and it bit my foot!

CHERYL

Boy, if you wake up Lucas I'm gonna tear your ass up. You act like you've never seen a rat before. He lives here too. (Hands him a frying pan) Here, bang 'em in the head next time he comes out.

SCOTT

Yes ma'am.

Scott isn't feeling this. He summons up the courage and reenters the bathroom. He stands in the safety of the bath tub and washes up. "WAKE UP EVERYBODY", by Harold Melvin & The Blue Notes, plays on a small radio in the kitchen.

EXT. MORNINGSIDE PROJECTS - DAY

On the way to school Scott passes through a bad day in Harlem. Junkies nod on the stoops of abandoned buildings. Drunks wait anxiously for the corner liquor stores to reopen. The pimps and hustlers are in full operational mode. Just another day.

Scott turns the corner and slams into his running buddies - JAHMEL and RAHEEM. His pals are much like Scott. Jahmel plays the straight man to Raheem's would-be comedian. The BELL rings as they walk the last block to P.S. 28.

SCOTT

What's up, Ra? We still on for today?

RAHEEM

Hell yeah, nigga. After homeroom we're ghost. Meet us at the pizza shop. Hey, you ain't getting scared, are you?

SCOTT

I'm not scared.

JAHMEL

Scottie, you see the Knick game last night?

(CONTINUED)

CONTINUED:

SCOTT

Nah. My moms was watching Dynasty.

RAHEEM

Dynasty? What was that? Die nasty? Niggas love watching white folks living' good. If it ain't "Good Times" or "The Jeffersons" I ain't fucking with it!

JAHMEL

Back to the Knicks ----

RAHEEM

Ah nigga, fuck the Knicks. Them niggas is sorry. And what do you know? You're a no basketball playing, motherfucker. See y'all in a minute.

INT. CLASSROOM - DAY

Scott enters a rowdy seventh grade class room. He takes his seat in the back. The smart kid in the next row, ERIC, looks over his notes.

SCOTT

Yo, you got my homework?

ERIC

Yeah, I got it. But this is the last time, Scott. You better start doing this shit yourself.

He hands over the homework. Scott looks it over.

SCOTT

Yo, tomorrow I'll look out for you. Honest. Something real special.

ERIC

What could you possibly have that I would want?

SCOTT

Tyisha Jones' home number!

VOICE (O.S.)

Why don't you do your own homework?

Scott turns to see CARLA, the cute girl that sits behind Eric.

(CONTINUED)

CONTINUED:

SCOTT

What?

CARLA

You heard me. Ain't nobody supposed to be doing your homework. Do your own.

SCOTT

Mind your business.

CARLA

You mind yours.

Scott looks her over

CARLA (CONT'D)

What are you looking at?

SCOTT

You'll do. How about you bring me in tomorrow's homework?

She ignores him.

SCOTT (CONT'D)

Girl, I think you like me.

CARLA

(rolling her eyes)

You wish.

The teacher, the middle age MRS. KILLIGAN, enters.

MRS. KILLIGAN

Settle down, class. When I call your name please respond by saying "present". Mark Alpert. Sheila Butler.

After his name is called Scott edges toward the back door. Carla watches him. In the hall Scott throws up the "peace out" sign. Despite herself she shoots back a smile. He's off.

EXT. PIZZERIA -

Scott runs into the local pizza joint. Jahmel and Raheem are waiting. They stash their books behind the video games.

INT. SUBWAY -

The truants wait for the opportunity to hop the turn- stiles. At the right moment they leap over and run down aboard an A-Train that is about to pull off. The cashier in the booth screams obscenities at them over the INTERCOM.

INT. A-TRAIN - DAY

Scott, Ra, and Jahmel move from car to car heading for their favorite - the infamous last car. Once they settled in they check out the work weary strap hangers riding to work.

RAHEEM

Y'all ready?

SCOTT

(nervous)

I'll look out while y'all do ya thing.

RAHEEM

Nigga, we don't need no look out. We just gon' snatch the pocketbook and run. Fuck a lookout. You scared?

SCOTT

Nigga, come on. I ain't tripping, but if we get caught don't look at me.

ANGLES -

An old lady dozes by the door. Her unprotected purse dangles from her arm. The train stops at 42nd Street and the boys make their move. Ra snatches the purse and they run off the train. The woman wakes up and screams as the doors shut.

The boys run through the station. A Port Authority cop spots them and gives chase.

EXT. 42nd ST. -

Scott, Ra and Jahmel quickly lose themselves in the Times Square crowds. In an alley Ra extracts twenty-three dollars and some food stamps. He dumps the purse in a trash bin. Triumphantly he splits the take.

INT. 42ND STREET THEATER -

A badly dubbed kung fu flick is playing. Scott and his crew sit in the balcony loading up on candy and soda as they goof on the movie. Ra fires up a joint. After hitting it all three boys go into violent coughing spells. They recover quickly and hit it again. They laugh all over themselves. The SHOT SLOWLY CREEPS in on Scott as he gets absorbed in the film.

SCOTT (V.O.)

This came to be our routine.  
Ditching school, snatching purses  
and watching kung fu flicks.  
Somewhere along the line we  
graduated to 40's. I would sit  
there in a daze, zonked out off  
weed and malt liquor, and just  
stare at the screen.

I would hang in school long enough to keep up but I wasn't really interested in school and education. I was learning more about life on the streets with my homies.

DISSOLVE TO:

EXT. MORNINGSIDE PROJECTS - NIGHT

Another night - several months later, Scott, Ra and Jahmel walk toward their respective buildings. They sidestep a knifing on the way. The other boys peel off leaving Scott alone in front of his building. He stares up at the dark giant and shakes his head.

SCOTT (V.O.)

Surviving Morningside was a trip.  
Every day was something new and  
crazy to worry about. What was  
going on in my home didn't make it  
any easier.

As far as I was concerned my mother stopped loving me long ago. I guess I reminded her of my pops and all the fucked up shit she had done in her life. We were hardly speaking. I just came and went as I pleased. I wasn't worried, though. I was getting all the love I needed -- out here on the streets.

INT. HALLWAY - NIGHT

The elevator is busted again. Scott hits the stairs. On a dimly lit landing a derelict masturbates.

(CONTINUED)

CONTINUED:

The man pays no attention to Scott as he passes. The next flight up Scott picks up a discarded bottle and tosses it at the man. It shatters next to him.

SCOTT

Get a room, you fucking pervert!

MAN (O.S.)

Hey! You messed up my rhythm!

INT. APARTMENT 3A - NIGHT

Scott enters a dark apartment. The kitchen light is flicked on and the roaches scatter. Not much in the fridge except a large block of government cheese. Scott sets about making the major staple of the household - a grilled cheese sandwich. A glass of Kool-Aid and he's set. Right now this is as good as it gets.

Unfamiliar FOOTSTEPS head this way. A balding man in his fifties comes into the kitchen wearing his drawers and nothing else. Whistling to himself the man goes to the fridge and starts to make his own cheese sandwich. Scott stares at MR. WALKER incredulously. After a few moments Mr. Walker notices him.

MR. WALKER

(jovial)

Hey, you must be Scottie. Your mama told me a lot about you. I'm Mr. Walker. I'm your mama's boyfriend. And I guess I'm going to be your stepfather. Me and Cheryl are gonna get married as soon as my divorce ---

SCOTT

Look, mister, if you fucking my mamma that's fine. But just cuz she opened her legs for you don't mean I'm going to open my heart for you. So save the bullshit for her.

They hold each others gaze for several beats. Mr. Walker smiles, finishes his Kool-Aid and slips back into the bedroom. The sight of this guy causes Scott to lose the rest of his appetite. He goes into the living room. Lucas is already asleep. Scott slumps into the couch and stares out into the street.

(CONTINUED)

CONTINUED:

SCOTT (CONT'D)  
 (to self)  
 Like things weren't fucked up  
 enough.

DISSOLVE TO:

INT. APARTMENT - DAY

Another day - more truancy. Scott, Raheem and Jahmel watch porno and smoke reefer. A key turns in the lock. The kids scramble to clean things up. They relax when they see that it is Raheem's older brother - DEE. This is their mother's apartment. Dee does a quick look-see.

DEE  
 Little gangsters in the house.  
 (sniffing) And I see you've been in  
 my weed stash. (Laughing) That's  
 cool. Have yourself a good time.

SCOTT (V.O.)  
 Dee was Raheem's older brother. At  
 eighteen he had become what every  
 youngsta in the projects aspired to  
 be - a money making drug dealer.

Now at twenty-eight he had it made.

He drove a clean ass Jeep and he wore gold rings and a fat herringbone. He kept cash and his attitude told motherfuckers he was not to be stepped to. Most importantly - he never got caught. He was that slick.

We all looked up to Dee like a hero -- or a god. He was that raw. He was our role model. But what did we know?

Dee pulls Raheem up.

DEE  
 Make sure the place is straight  
 when mamma gets home. We don't  
 want her coming in bitching.

Dee moves off into a back bedroom. Raheem stares after him.

RAHEEM  
 I hate that nigga. Always telling  
 me what to do.

(CONTINUED)

CONTINUED:

SCOTT

Come on, man. We watch the guy's pornos, smoke his dope and you still hate him? All he asked us to do was clean up a little.

RAHEEM

He don't even stay here anymore.

Dee comes in from the back.

DEE

Y'all finished yet? I want to ---

RAHEEM

Yeah, we're finished. Stop sweating us!

DEE

Ra, you're a fucking knucklehead. One of these days I'm going to put my foot in your little ass. I want to show you all something.

Eyes locked on the porno flick Jahmel and Raheem pass the joint back and forth. They fold themselves into the couch. They are in the zone and are not moving for a while.

DEE (CONT'D)

Oh, so y'all would rather watch skin flicks than make money? What about you, Scott?

Scott looks over at his friends.

SCOTT

Sure. What do you need?

DEE

At least one of you wants to see some paper. Come on, shorty.

BACK BEDROOM -

Scott's curiosity leads him into the back. Dee doesn't say anything for a bit. He seems to be studying Scott.

DEE (CONT'D)

Yeah - you're old enough now. I need some good foot soldiers who can think. Interested?

(CONTINUED)

CONTINUED: (2)

Dee steps aside and reveals a set of scales and a large plastic bag of raw cocaine. Scott's eyes grow wide.

DEE (CONT'D)

Yeah, I'm talking about dope. I'm talking about turning what's in this bag into money. That's what it's all about. Dope is a business - plain and simple. You ready to make some cash?

SCOTT

I'm ready.

They sit at the table. Dee explains the dope game from the ground up. Weight, cut, distribution, and caution. He lays it all out. The SHOT CREEPS in on Scott's face. He's eagerly taking it all in. The song on the radio, "Rebel Music", by Bob Marley plays OVER.

DEE

I like you, shorty. You pay attention. You've got some intelligence, Scott. I think you're smart enough to learn that you can work this game or it can work you.

Your partners out there (indicating the front room)- I know that Raheem is my brother and all of that shit but - they some weak niggas. Nothing's wrong with that - there's a lot of weak niggas out there - but I see you as being a lot sharper. And you've got to stay around sharp people to remain sharp. You know what I'm saying?

SCOTT

I've got you.

Raheem and Jahmel stick their heads in the room.

JAHMEL

Yo, Scott. We're going to the store. Let's roll.

SCOTT

I'm gonna chill here for a minute.

Raheem shoots Scott a dirty look.

(CONTINUED)

CONTINUED: (3)

RAHEEM

Aw, nigga, get off Dee's dick.  
Let's go fuck with some hoes.

SCOTT

I'll be here for a while.

Raheem slams the door. Dee shakes his head. Class is back in session.

DISSOLVE TO:

INT. APARTMENT 3A - DAY

Scott is in the bathroom peeking through a crack in the door.

INSERT - SCOTT'S POV

Scott's mother, Cheryl, is talking to an officious looking white woman in the front room. After a few moments of back and forth, Cheryl shows the woman to the door.

RESUME ANGLE - SCOTT

He comes out of the bathroom and moves to where his mother is still standing. Before he can say anything she launches. Little Lucas watches from the corner.

CHERYL

That was the fuckin' social worker, Scott. She's giving me trouble because you ain't been going to school.

SCOTT

I go to school.

CHERYL

Boy, don't lie to me. You've been out of school a lot. If it ain't bad enough that they're hassling me on g.p. you've got to come in and make matters worse.

SCOTT

Maybe they're hassling you because you've got that no working Walker living up in here with us. Maybe that's what the fuck is happening.

(CONTINUED)

CONTINUED:

CHERYL

Watch your mouth, Scott. This ain't about me. This ain't about Mr. Walker. This is about you and why you're not going to school. Where do you go when you skip?

SCOTT

I'm in the streets --- doing shit.

CHERYL

I'm sure that's what it amounts to - shit. Well this shit stops today!

He's had enough. Scott starts for the door.

CHERYL (CONT'D)

Where are you going?

SCOTT

Out!

CHERYL

No you're not.

She steps in front of him. Scott ducks around her and is out of the door.

CHERYL (CONT'D)

You come back here, Scott!

Scott is turning down the stairwell. She screams after him -

CHERYL (CONT'D)

Keep running then! Don't come beggin' to me when your dumb ass gets in trouble! You hear me?!? Don't come begging! I'm not havin' it!

Cheryl breaks down in tears. Lucas comes over to comfort his mother.

DISSOLVE TO:

EXT. MORNINGSIDE PROJECTS - NIGHT

Scott, Raheem and Jahmel are perched on a bench near the street. Dee has "put them on" as entry-level, street dealers. Now they are in the process of gaining some valuable on the job training.

(CONTINUED)

CONTINUED:

A steady stream of cars cruise by. The boys flag down the cars that look safe and make the sales. "WELCOME TO THE GHETTO", by Spice 1, plays OVER a MONTAGE of Scott, Jahmel and Raheem working their new territory.

LATER -

It's been a good night. Business was steady. The money feels good in their pockets. Raheem counts his take. He joins Scott and Jahmel as they head in.

A black sedan cruises by. The white guy in the passenger's seat waves them over. Scott keeps walking.

RAHEEM

Mo' money. Mo' money.

JAHMEL

My turn, Ra. You got the last one.

SCOTT

Hold up, y'all. This shit ain't right.

JAHMEL

It's alright with me. Just one more.

SCOTT

We just can't be rushing up on every car. Dee said if it don't look or feel right then ----

RAHEEM

Yo, dead all of that "Dee said" shit. You act like he's your brother. Go 'head, Jahmel, this one's yours.

SCOTT

I'm telling you, man, they look shady. Let 'em pass!

JAHMEL

Nigga, you crazy. I'm here to get paid. Fuck what Dee's talking about. He's got his. To me all money is good money.

Jahmel starts toward the car. He exchanges some words with the guys inside the sedan.

(CONTINUED)

CONTINUED:

SCOTT

Something ain't right, yo. Let's be ghosts.

ANGLES -

The man closest to Jahmel snatches him. A badge is flashed and suddenly three more cops emerge from the trunk. Ra and Scott take off running. The cops give chase.

SCOTT (V.O.)

From that day forward I promised myself to always trust my instincts. Fuck what everybody else thinks. Go with the instinct.

Scott and Ra give the cops a good run. Ra trips and falls. Scott goes back to help him.

SCOTT (CONT'D)

We ran those cops all over the projects. Ra fell and --- call me stupid - I went back for him. Well, at the time I felt like it was that Three Musketeers shit: all for one and one for all.

The cops run them down and place them under arrest.

DISSOLVE TO:

INT. JUVENILE COURT - DAY

The three youths - Scott, Jahmel and Raheem - have been found guilty of possession with intent to sell and are now before the court awaiting sentencing. We find the presiding judge at the end of a stern pre-sentencing lecture.

JUDGE

---- and quiet frankly -- I'm tired of it. I'm tired of giving young boys like you hard time. Day after day I see kids much like you. They fill my courtroom up every day. They sell drugs, get caught, do some time, get out, sell more drugs, get caught ---- it's an endless cycle. There is no end. And I'm tired of it. I think that our system is failing you. I know it has. Today I feel conflicted. Lucky for you.

(MORE)

(CONTINUED)

CONTINUED:

JUDGE (CONT'D)

Since this is your first offense  
I'll give you each heavily  
supervised probation and release  
you into the care of your parents.  
Don't waste this gift. You're  
unlikely to receive another.

The boys look relieved. The judge calls Jahmel's parents forward. He releases him into their custody. Raheem's mother and aunt come forward. He is released to them.

The Judge calls Cheryl Solomon to the bench. Both he and Scott look around the courtroom for her. The bailiff calls her name out again. Scott's hopes sink. The Judge takes a quick, sidebar conference with the juvenile probation officer and the public defender.

JUDGE (CONT'D)

Scott Solomon, since no parent or guardian has come forward to sponsor your release I find it my unfortunate duty to place you under the custody of the state of New York. You are hereby sentenced to one year in the juvenile detention center. I'm truly sorry, son.

The GAVEL comes down hard. Scott is stoic as he is led away. He tries not to cry.

SCOTT (V.O.)

I almost cried --- I'm not going to lie - that day I did cry. Jahmel and Raheem walked out with their peoples and I was heading upstate for a long unpleasant time. Nobody came for me. I guess she meant what she said. But then again, what did I expect? It was the story of my life.

DISSOLVE TO:

INT. BUS - DAY

Scott is riding to the detention center with a bus load of other teenage kids. Most are black or Puerto Rican.

SCOTT (V.O.)

Things just kept getting worse.  
When I saw the detention hall I  
knew that this was not going to be  
any kind of a picnic.

(MORE)

(CONTINUED)

CONTINUED:

SCOTT (V.O.) (CONT'D)  
I had no idea how crazy things  
could really get.

The bus pulls through the outer gates and into the courtyard of an ominous looking black stone structure. The guards - all curses and intimidation - herd the boys off of the bus.

INT. DETENTION HALL -

The new boys are led into the reception area and lined up. They are issued uniforms and led into the barracks. Some of the older inmates leer at the new kids as they pass through. One big guy in particular fixes his gaze on Scott. The leer is unsettling.

CUT TO:

INT. DETENTION HALL BARRACKS - NIGHT

Lights out. The big guy who had Scott in his sights rises out of his bunk. He looks around to make sure that he is unobserved. He moves noiselessly pass rows of bunks until he comes to his target.

Scott appears to be asleep as the big guy eases down his covers. Suddenly Scott leaps up and catches the big guy squarely in the face with a sock full of soap bars and batteries.

The big guy staggers back and Scott hits him again and again. Now the barracks wakes up to the sound of the struggle. The other boys cheer Scott on. The sock breaks. The contents spill out. Scott continues the pounding with his hands and feet. He drives the big guy back to his bunk and continues to pour on the blows. The guards come in and finally pull him off. The big guy is a thoroughly whipped, bloody mess. Scott breaks away from the guards and lands one last blow.

DISSOLVE TO:

INT. WARDEN'S OFFICE - DAY

Flanked by two guards Scott stands before the warden's desk. The WARDEN closes Scott's file.

WARDEN  
I don't think you're planning on  
going home any time soon, are you?

SCOTT  
I had to pro----

(CONTINUED)

CONTINUED:

WARDEN

Shut your fucking mouth! You don't talk unless I tell you to.

SCOTT

I was defending my-----

WARDEN

Let's see how you enjoy another couple of months tacked on to your sentence. (To guards) Get this piece of shit out of here.

CUT TO:

INT. DARK ROOM -

The cell door opens and Scott is shoved inside. The door slams behind him. Near total darkness now. We hear Scott CRYING. He lets it all out for a few moments and then he pulls himself together.

His eyes are adjusting to the dark. He locates a thin sliver of sunlight coming through a crack in the wall. He sits down next to the faint light. He surveys a bleak eight by ten foot room. One door. A toilet. A sink. A mat on the floor.

Scott's hand touches something. He holds it up. A small, very worn Bible. Scott smiles ruefully. He opens up to page one and moves the book into the light. "Some- day We'll All Be Free", by Donny Hathaway, plays OVER.

DISSOLVE TO:

MONTAGE -

INT. SOLITARY CONFINEMENT CELL -

Scott's VOICE plays OVER -

He curls up on the mat trying to keep warm. A panel slides up and a plate of food is tossed through. Scott hungrily wolfs down the meal.

Another time finds Scott completing a reading of the Bible. He stars back again on page one.

SCOTT (V.O.)

I was running head on into a pre-arranged fate and it didn't look promising.

(MORE)

(CONTINUED)

CONTINUED:

SCOTT (V.O.) (CONT'D)  
 Everything I did just seemed to get me more in trouble. Damn, I just turned fifteen and already it seemed like I was programed to fail. Everything I had experienced just drove me closer and closer to the edge. Closer and closer to losing my mind. It was rough but I tried to keep it together.

EXT. DETENTION YARD - DAY

The other boys play basketball and hang out. Scott is off to himself reading.

SCOTT (V.O.)  
 When they let me out of the bling I tried to play it cool. I mostly stayed to myself. After that ass kicking I put on the big guy nobody messed with me. It worked out.

INT. CELL - NIGHT

Scott is illuminated by candlelight. The pushups come nonstop. His cell mate just checks him out.

DREAM SEQUENCE - EXT. HOUSE - DAY

Scott turns the corner and enters the gate of a white picket fence. Beyond is a neat cottage in the suburbs. His mother - Cheryl- is working in the garden. She hugs her son tightly. From the house a VOICE calls out Scott's name.

He takes the stairs two at a time and runs down the hall into his father's room.

The door pushes open and Scott sees Charles waiting for him. The boy runs and embraces his father.

Now everything SLOWS DOWN. Something's wrong --- Scott breaks the embrace. His hands are covered with blood. In horror Scott looks up and sees the gaping, bloody wound in his father's head. The walls are awash with blood and brains. Scott screams ---

DREAM OVER -

Scott wakes up in a holding cell. He shakes the dream off. Scott has civilian clothes on. A GUARD enters.

GUARD  
 You ready, tough guy?

(CONTINUED)

CONTINUED:

Scott doesn't answer. He gathers up his things and walks out of the door.

EXT. JUVENILE HALL - DAY

The large doors swing shut behind him. Scott stands outside the walls for several moments unsure of what to do. He goes through the paper bag containing his possessions. He starts to retrieve a couple of items then changes his mind and tosses the entire bag into the trash.

Scott recognizes the car parked across the lot. He approaches. It's Dee behind the wheel. He exits the car and gives Scott a big hug.

DISSOLVE TO:

INT. CAR - MOVING - DAY

Dee and Scott are catching up. Scott's voice plays OVER -

SCOTT (V.O.)

Dee was waiting for me when I got out. He remembered. He told me that he was proud of me for not snitching on him and everything. He really appreciated the fact that I went back to help his brother. I asked him about Raheem and Jahmel. He said that they got spooked and quit the business. It was for the better. Them niggas wasn't cut out for it. Dee gave me two hundred bucks and said he was going to take me under his wing. I told him that I was going to take a pass. I just wanted to play it straight for a minute. All I really wanted to do at the moment was get fucked up and mess with some hoochies. I asked him about my mom and Lucas ---

Scott's VOICE OVER ends. Dee picks up the dialogue.

DEE

She moved out to Staten Island with your new stepfather. She only came out to see you once, right? I can't believe that.

SCOTT

It's true.

(CONTINUED)

CONTINUED:

DEE

That's some cold shit. Don't dwell on it, though. It'll just fuck your mind up. And who needs that shit? Wow, I can't get over how mature you look.

SCOTT

Ain't nothing like some time away to put some years on you.

DEE

Whenever you're ready, I've got a job for you. Remember that.

SCOTT

I will.

DISSOLVE TO:

INT. STATEN ISLAND APARTMENT - NIGHT

Scott stands in the hall listening. Behind the door Cheryl and his "new" stepfather MR. ROBERTS argue.

MR. ROBERTS

(through the door)

Look baby, I can't do shit for that boy - he's just plain evil. Did you see how he glared at me tonight? Lucas I can deal with. But not him.

CHERYL

Shhh. Be quiet before he hears you. He ain't gonna be out long. He'll be in jail by Christmas. Let him stay for a minute.

A few moments later the sound of loud SEX penetrates the door. Scott shakes his head and exits the apartment.

DISSOLVE TO:

INT. SUBWAY - NIGHT

Scott is on the train riding aimlessly through the city. Nowhere to go and all of the time in the world to get there. He's alone in the car. At one stop he looks out at the station clock, 1:30 A.M.

(CONTINUED)

CONTINUED:

A MAN, kind of mysterious in appearance, boards Scott's car and takes a seat at the other end. After a few more blocks Scott notices the white man staring at him. He stares back until the man breaks it off. The guy writes something down in a book.

Scott loses himself out of the window and is startled when he notice the white guy in the aisle next to him. He hands Scott a piece of paper.

SCOTT  
Hey --- !

MAN  
Check this out. It's Robert Frost.

SCOTT  
Look, back off man. I ain't trippin' off Robert Frost or nobody else, so ---

MAN  
I'll give you ten bucks to read it.

The man holds out a ten dollar bill. Scott just stares at him. The train slows down. The door opens. Scott grabs the money just as the man exits the car. From the platform -

MAN (CONT'D)  
You'll understand.

Scott watches the mysterious figure recede as the train pulls away. He unfolds the paper. It's a hand written version of a poem by Robert Frost. Scott checks it out --- then reads it aloud.

SCOTT  
Nature's first green is gold. Her  
hardest hue to hold. Her early  
leaf's a flower. But only so an  
hour. Then leaf subsides to leaf.  
So Eden sank to grief. Dawn goes  
down today. Nothing gold can stay.  
By Robert Frost.

Now we hear him in VOICE OVER

SCOTT (V.O.) (CONT'D)  
I read the poem over and over until  
I figured out where to get off at.

CUT TO:

INT. BEDROOM - NIGHT

A pebble taps against the window pane. She stumbles out of bed and goes to the window. Two floors below Scott is on the street.

SCOTT  
(loud whisper)  
Carla, I need a place to crash.  
Can I come up?

Carla, the cute little girl we saw in grade school, is now a teenager. She thinks it over.

CARLA  
Scott, I haven't seen you in like  
two years and you want to come back  
here and crash?

SCOTT  
I'm good.

CARLA  
(motioning him up)  
Be extra quiet. My dad is back.  
He's drunk and pissed.

SCOTT  
Just like always.

He scales up the fire escape and slips into the room.

SCOTT (CONT'D)  
Thanks, Carla. I appreciate this.

Arms folded she checks him out.

CARLA  
Where you been, Scott? Nobody's  
seen you forever.

SCOTT  
I know. I had to leave the city  
for a minute.

CARLA  
I heard you went into juvenile  
detention.

SCOTT  
Yeah --- I heard that too.

(CONTINUED)

CONTINUED:

CARLA  
Are you always going to come here  
to crash when things go bad at  
home?

SCOTT  
I might.

She hugs him.

CARLA  
You like being in trouble, don't  
you? Look, you gotta be out of here  
by seven.

SCOTT  
I know.

Carla tosses him a blanket.

SCOTT (CONT'D)  
Can't I sleep with you? I used to.

CARLA  
That was back in the fourth grade.

She points to the floor. Scott smiles and complies. Carla settles into her bed. After several moments Scott reaches out and squeezes her hand.

SCOTT  
Carla --- thanks. Again.

DISSOLVE TO:

INT. BEDROOM - MORNING

Carla wakes up and sees that Scott has pulled out. She picks up the folded paper she finds on her dresser. It's the Robert Frost poem, hand written by Scott. Carla starts to read aloud -

CARLA  
Nothing gold can stay ---

DISSOLVE TO:

EXT. STATEN ISLAND PARK - DAY

Lucas and Scott toss the football around. This is a good moment for the brothers. After a few more throws they pack it in and start heading home.

(CONTINUED)

CONTINUED:

SCOTT (V.O.)

One good thing that came out of the home situation was Lucas. I loved Lucas. He was a good kid. I must've been too consumed with my own program to notice that before but he had a good heart. And he thought his older brother was cool. I was his idol. Although he looked like Jerry he reminded me of myself at his age - carefree and trusting. We became real tight. Also, he'd run and tell me every time that my new "stepfather", Mr. Roberts, would bad mouth me. The fat bastard.

Roberts would be all in my face smiling and talking "family" shit. But behind my back he'd be calling me a criminal and swearing that I was halfway to hell already. But I didn't let that faze me because I had Lucas. It felt good to be somebody's hero. As they walk -

LUCAS

Why do we have to knock off so early?

SCOTT

I gotta do something in a few minutes. I've got to get back. Besides, you're too good for me any way.

LUCAS

(laughing)

Don't try to soup me up, Scott. You're just tired.

SCOTT

Oh yeah? I'm tired? Race me back to the house. I'll give you five dollars in you win, Mr. Big Mouth. I'll give you a head start.

LUCAS

Five dollars! Let's do it.

Lucas takes off. Scott laughs and walks the two blocks to the house.

EXT. THE HOUSE -

Lucas is waiting for him at the house. Out of breath, the boy sticks out his hand.

LUCAS  
Pay up.

SCOTT  
I didn't say: mark, get set, go.  
Bet's off, chump.

LUCAS  
Aw, man ----

The kid starts laughing. Scott got him again. On the way inside Scott tosses his brother a dollar.

DISSOLVE TO:

INT. HOUSE - EVENING

Saturday evening. Scott is in the kitchen listening to his walkman. He works hard to ignore the muffled sounds of an argument going on in another part of the apartment. Lucas enters the room.

LUCAS  
Scott, mama called Mr. Roberts a  
minute man. What's that mean?

SCOTT  
(chuckling)  
That means that fat boy's program  
is lame. What are you doing being  
nosey, anyway?

LUCAS  
You told me to ----

SCOTT  
Yeah, yeah. I know.

Lucas tunes in on the sound of an approaching Mr. Softee truck. He bolts for the door. On the way out -

LUCAS  
You want something?

SCOTT  
Nah. You go ahead.

(CONTINUED)

CONTINUED:

Lucas exits.

ANGLES -

Scott walks out into the hall and listens to the heated words coming through the closed door. He starts back toward the kitchen. Suddenly the door flies open and Cheryl stumbles out into the hall. She is wearing a fresh welt under her eye. She's in tears and in terror. Roberts explodes out of the door after her. He pins her against the wall, yelling in her face the entire time.

Roberts feels something coming and reacts. He sees Scott charging in with an aluminum bat. The bat comes down hard on Mr. Roberts' back. The older man manages to deflect most of the blow and recovers quickly. He goes after the boy. Scott escapes down the hall. Roberts keeps after him.

EXT. STATEN ISLAND HOUSE -

Lucas steps onto the porch with two different kinds of ice cream bars. He sits down and is about to dive in when the window above him shatters.

Lucas is not quick enough to dodge the three pounds of descending iron that catches him at the base of the skull.

Scott runs outside and stops dead in his tracks when he sees Lucas injured and bleeding.

INT. AMBULANCE - MOVING

The SIREN is blaring as the wagon speeds to the emergency room. Scott is riding with Lucas and the paramedics. They are working hard trying to stem the flow of blood. Scott holds his brother's hand. He focuses through his tears.

SCOTT

You're gonna make it through this, Lucas. You hear me? You're gonna make it. It ain't over. Not yet. You're not going to leave me. You can't leave! That's not gonna happen. Lucas, stay with me!

INT. HOSPITAL EMERGENCY ROOM WAITING AREA - NIGHT

Cheryl finds Scott. Dark glasses and makeup hide her injuries.

CHERYL

Where's Lucas?

(CONTINUED)

CONTINUED:

SCOTT  
They're taking him up to surgery.

CHERYL  
How bad --- ?

SCOTT  
They say he's hurt bad but he'll  
recover.

She collapses into the chair next to him. They sit there in  
silence for several beats. Eventually Scott rises.

SCOTT (CONT'D)  
Where is he?

She can't even look at him.

CHERYL  
Scott --- don't.

SCOTT  
Where is he?

CHERYL  
He's parking the car. He'll be  
right in.

Scott starts off in that direction. Cheryl goes after him.

SEVERAL ANGLES -

With each step Scott grows more determined. His face  
hardens. From behind him -

CHERYL  
Scott --- No! Don't do it!

Scott pushes open the door that leads to the parking lot.  
Mr. Roberts is coming toward him. The youth rushes forward  
and tags Roberts hard enough to knock him backward through  
the outer doors.

Roberts hits the pavement and Scott is suddenly all over him.  
The flurry of punches dazes the big man.

CHERYL (CONT'D)  
Stop it now! Leave him alone.

Scott eases back. He looks over to his mother and is  
surprised to see her pointing a .38 revolver at him.

(CONTINUED)

CONTINUED:

SCOTT  
Mama ---- I ----

CHERYL  
(dead serious)  
Leave my house tonight. I don't  
care what you do or where you go.  
Leave Lucas and me alone. You've  
done enough already. You hurt  
Lucas.

SCOTT  
Mama, you don't mean that ----

He moves toward her. She cocks back the hammer.

CHERYL  
I said - leave now! Don't make me  
hurt you, Scott. Leave and never  
come back. Go, now!

Unbelieving, Scott backs away. She never takes her eye or  
the gun off of him. Scott runs off into the darkness. For  
the second time this day Scott's tears flow.

DISSOLVE TO:

EXT. STREETS - NIGHT

MONTAGE - Scott runs through the city. "Tonight" by Xscape  
plays OVER. He keeps running. On and on until he finally  
stumbles and collapses. Too tired to rise he lays sprawled  
halfway between the sidewalk and the gutter.

SCOTT (V.O.)  
I must've run for three or four  
hours straight. I think I cried  
most of the way. I didn't care. I  
had to run my anger out. I had to  
get it out and running was the only  
way that was going to work.  
Otherwise ---

I thought that I had bad nights  
before but this was close to the  
fucking worst. The hand had been  
dealt and I was determined to go  
with it - where- ever it would take  
me. She was going to get what she  
asked for - I was going to stay  
away. And that was that.

(MORE)

(CONTINUED)

CONTINUED:

SCOTT (V.O.) (CONT'D)  
I was hoping and praying that Lucas  
would recover but right now ---  
there was nothing I could do for  
him.

Scott pulls himself up and makes his way to the pay phone.

SCOTT (V.O.) (CONT'D)  
I had one number left that I could  
call. Even if it would change my  
life forever I knew that it was the  
only call I could make.

After making the call Scott goes to wait on the corner. It  
begins to rain. Later, Scott is wet, alone and standing in  
the same spot.

A jeep pulls up. Dee, sympathetic yet tough, opens the door  
and Scott climbs inside. They pull off.

OFF SCREEN - a loud, metallic CLICK!

CUT TO BLACK -

FADE IN:

PRESENT TENSE - INT. SCOTT'S APARTMENT - DAY

CLOSE SHOT - mini tape recorder. Scott has run through  
another tape and the machine has shut off. He puts in a  
fresh tape and steps away from the table.

He has been talking and taking notes for several hours now.  
The sun is up and he has gotten a lot done. Scott stretches,  
pours another cup of coffee and gets back into it.

CLOSE SHOT - mini tape recorder. Scott CLICKS <RECORD>.

CUT TO:

EXT. NEW YORK CITY - DAY - ESTABLISHING

The SHOT CLOSES IN on the Brooklyn Bridge. In the thick  
traffic a jeep is singled out. Scott is driving. Dee is in  
the passenger seat.

SCOTT (V.O.)  
The next three years passed  
quickly. In that time a lot  
happened. I mean - a lot. On that  
night that Lucas got hurt Dee took  
me under his wing.

(MORE)

(CONTINUED)

CONTINUED:

SCOTT (V.O.) (CONT'D)  
 I became the brother he would soon lose because Raheem got iced in some dumb crap game. Dee half expected that to happen so he focused his attention on me. Dee taught me the game - the drug game and the game of life - and I was a more than willing pupil.

Off of the bridge the jeep pulls curb side. A gym bag is handed through the window. Scott tosses this one in the basket seat with the others. Looking like they are on top of the world they pull back into traffic.

SCOTT (V.O.) (CONT'D)  
 He taught me the business inside and out. He showed me the ropes and made sure I approached every situation with caution. Dee was one of the most cautious niggas I've ever known. Maybe that's why he never spent a day in jail. I loved him. He was the closest thing to a father I had in a long time. He was a class act.

DISSOLVE TO:

INT. DEE'S APARTMENT - DAY

The layout of this pad is slick. Dee lives here with his girlfriend - TWYLA. Scott grabs a nylon bag from the pile in the living room. On the way through the big and beautiful Twyla hands him a tray of soft drinks and snacks.

SCOTT (V.O.)  
 I became Dee's right hand man. Dee was a class act. We became like family. His girl, Twyla, was like an older sister to me.

OFFICE -

Scott enters. Dee is working three money stacking machines simultaneously. Stacks of money take up the shelf space. Scott empties the cash in the nylon bag onto the table. He joins Dee in sorting through the loose piles of money.

They small talk sports as they work. At one point Scott focuses on the public service spot playing on the TV.

CLOSE ON TV -

A drug rehabilitation clinic is featured. A good looking black woman - DR. KATHERINE HOWARD, mid-thirties - makes the plea for generous donations. Call this number -

RESUME ANGLES -

SCOTT

Damn, she's fine. I'd like to meet her.

DEE

You want to meet her, send her clinic some money. You'll meet her, alright.

Twyla sticks her head into the room.

TWYLA

Remember, Dee, we're supposed to be at Danna's at six.

DEE

Yeah --- yeah, Danna's --- yeah.

TWYLA

Dee, did you forget?

DEE

No, of course not.

Twyla steps out. Dee turns to Scott. It's obvious that he did forget. Scott cracks up.

IN THE BATHROOM -

Twyla checks for the results of her home pregnancy test. Oh shit! Positive. Her energy shifts significantly.

THE OFFICE -

Scott and Dee wrap up the money sorting operation. They prepare to go out. Dee sighs heavily.

DEE

She's not going to like hearing that I can't make it.

SCOTT

Go ahead and take your ass whipping like a man.

THE LIVING ROOM -

Twyla is on the sofa nursing a cup of tea.

DEE  
I'm sorry, baby. I did forget.  
I'm sorry. I promise that we'll ---

TWYLA  
It's okay, Dee. We can go another  
time. It's all right.

DEE  
You sure, baby?

TWYLA  
Yeah. It's fine. I've got some  
things to do too.

Dee kisses her.

DEE  
See you later.

On the way out she calls to Scott -

TWYLA  
Scott --- happy birthday.

SCOTT  
(surprised)  
Thanks, Twyla. Thanks for  
remembering.

They exit.

THE GARAGE -

The elevator deposits them in the garage. Scott leads the  
way to the jeep.

SCOTT  
You dodged that bullet pretty good.

DEE  
Let's not take the jeep this time.  
Let's take this one.

Scott turns and is surprised to see Dee standing by a brand  
new black 850 BMW.

(CONTINUED)

CONTINUED:

SCOTT

This is you? This is your new ride?

DEE

Brand new. How do you like it?

Scott inspects the new car.

SCOTT

Like it? This shit is the bomb. How much did it run?

DEE

A gentleman never tells.

Dee tosses Scott the keys. They climb in and Scott fires the engine up.

DEE (CONT'D)

You hold on to the jeep.

SCOTT

Really? You're giving me the jeep? But I already have a car.

DEE

Now you have two. Besides, you've earned it. However you figure it, happy birthday. Let's go make some money.

They drive out of the underground garage.

EXT. THE STREET -

Scott pulls up to a corner in Harlem. FOXX - a big, imposing man and a lieutenant in Dee's organization talks to them at the car.

DEE

Scott, call Gustav and tell him we're going to be running a little late.

Scott starts to punch in a number on the cell phone. Dee interrupts -

DEE (CONT'D)

Scott, not the cell. Use a land line. A pay phone.

(CONTINUED)

CONTINUED:

SCOTT

Oh yeah, sorry. Forgot.

DEE

You're not supposed to forget anything that crucial.

SCOTT

You're right.

Scott rethinks and goes to a nearby pay phone.

INTERCUT - PHONE CONVERSATION - SCOTT AND GUSTAV.

At his apartment, GUSTAV, a behind the scenes, Russian drug supplier, is bagging up some dope when the PHONE rings. Some noisy kids are in the next room.

GUSTAV

Hey, Scottie. What's happening, comrade?

SCOTT

Comrade? Isn't that some of that old communist rap?

GUSTAV

You and Dee would have flourished under the old communist system.

SCOTT

What do you know about communism? You ready for us?

Gustav moves to the door and shouts out into the hall.

GUSTAV

You kids stop fooling around and get ready for church. Don't make me put my foot in your behinds. (back to Scott) Yeah, man. I'm ready when you are. Come on through. The wife and kids will be at church.

They disconnect. Scott returns to where Foxx and Dee are wrapping up their business. He slips behind the wheel.

SCOTT

He's ready.

(CONTINUED)

CONTINUED:

DEE  
Let's roll.

INT. GUSTAV'S APARTMENT -

The place has finally quieted down as Gustav puts the finishing touches on his packaging. A KNOCK on the door. On the way through Gustav kicks some of his kid's toys out of the way.

GUSTAV  
(to himself)  
Damn kids. They could at least --

Expecting to see Dee and Scott he opens the door. Three men in ski masks bum rush the door and overpower Gustav. He struggles but is quickly pistol whipped into submission.

The marauders are efficient. They grab the dope, trash the apartment, tie up Gustav and slit his throat. In under a minute they are gone.

INT. CAR - MOVING

Scott and Dee turn onto Gustav's street. They take notice of the police cars, the ambulance and the crowd stationed in front of Gustav's apartment building. They proceed with caution.

A cop is directing traffic up ahead. As they drive by the front they see the paramedics taking out the blood soaked corpse. They know who it is immediately.

DEE  
(in disbelief)  
Gustav ---- they got fucking  
Gustav. Keep driving, Scott.

SCOTT  
Where?

DEE  
Away.

DISSOLVE TO:

EXT. GEORGE WASHINGTON BRIDGE - NIGHT

"Inner City Blues", by Marvin Gaye plays OVER -

(CONTINUED)

CONTINUED:

On the pedestrian portion, Scott and Dee alternately talk, drink and check out the New York skyline. The bottle of Hennessey is nearly done and they are both a little buzzed.

DEE

The game has changed, li'l brother. It used to be whoever made the most loot was the man. Now it's whoever drops the most bodies. I can't do that shit no more. I ain't into gunplay or beating niggas down any more. I'm just not there. I've got too much good shit to live for.

Scott takes a big swig and passes the bottle to Dee.

SCOTT

Gustav was a good dude.

DEE

Damn right! Think about it - Tony Kay, Big Peanut, Knuckles and now Gustav - all dead. Murdered. Every one of them was sharp and careful. And they still got took out.

SCOTT

That's fucked up.

DEE

Fucked up doesn't begin to cover it. Here's to you players. Rest in peace.

Dee pours some liquor into the river and then tosses the bottle in. They stand in silence for several moments.

DEE (CONT'D)

There's a definite pattern to all of these murders. Someone is targeting the independent dealers in the New York area. The fucked up thing is that they're just getting started.

SCOTT

I thought that too.

(CONTINUED)

CONTINUED: (2)

DEE

There's word on the street that an import from Jamaica named Nickedemus has set up shop somewhere in Brooklyn. Nobody knows this guy. Nobody's seen this guy. But all my sources point to him as being behind the killings. He wants the independent territories and he doesn't negotiate.

SCOTT

I've heard of Nickedemus. I didn't think he was real. He sounded like a fairy tale. An invisible man.

DEE

Nickedemus - or whoever is behind all of this - is slick, resourceful and patient. He lets things cool down between assassinations. He takes his time. There's nothing more dangerous as a patient man.

SCOTT

If he's real he can be found.

DEE

Maybe. Scott - this scares me. Nothing good can come out of an all out drug war. They're wasteful and destructive. Nobody wins anything. But I understand fully that this shit happens from time to time. It's hard wired into this lifestyle we've chosen. Beefs come up. Territory gets disputed. People try to bitch you and take your shit. It's all a part of the game. But this wholesale murder ---- it's --- it's beyond me.

SCOTT

So, what's the answer?

DEE

I'm getting out of the game, Scott. I think it's that time. The stakes have gotten too high. Besides, Twyla's been after me to retire for a while now.

(MORE)

(CONTINUED)

CONTINUED: (3)

DEE (CONT'D)

Maybe we'll move away to Florida or something. She'd love that.

SCOTT

That's an understatement. She really loves you, you know.

DEE

Hell - I really love her. That's why getting out makes sense. How about you?

SCOTT

If you're out - I'm out.

DEE

Good choice.

SCOTT

So what's next?

DEE

After this run to Virginia we can close up shop, split the profits and ride off into the sunset.

Scott stares pensively off into the distance.

DEE (CONT'D)

Let me guess. Carla? You're thinking about Carla and where she fits in.

SCOTT

You could tell, huh? I still can't figure out why she moved to D.C. without saying anything. Haven't heard from her in over three years.

DEE

She'll resurface. The good ones always do. C'mon. Let's go home. We've got a lot of shit to do.

Supporting each other they start home.

DISSOLVE TO:

EXT. STREET - NIGHT

Scott sits in his car across the street from his mother's house. He has a clear view through their window.

(CONTINUED)

CONTINUED:

He watches Lucas, Cheryl and another woman - ELLA - open the package of money that was left in their mail box. They look like one big happy family.

SCOTT (V.O.)

Every now and then I would drop off an anonymous surprise package. They seemed to enjoy it. I wasn't sure who the other lady was. It was obvious, though, that she was close. My mother seemed a lot happier these days. Lucas had to walk with a cane but other than that he looked all right.

I'd come and check them out every couple of weeks. I always watched from a distance. I was torn apart by seeing Lucas struggling with that cane. Yet he kept smiling. That's Lucas. Always positive.

Scott's cell PHONE rings.

SCOTT (CONT'D)

(Into phone) Yeah --- got it. Be there in fifteen minutes.

He starts the car and pulls away.

SCOTT (V.O.) (CONT'D)

So much for my family moment. The Virginia trip and the count down to getting out was in play.

DISSOLVE TO:

EXT. PORT AUTHORITY BUS STATION, N.Y.C. - DAYBREAK

Scott is waiting inside the BMW. Dee comes out of the station and climbs in. They point the car toward Virginia and go. Neither notices the black van falling in behind them.

SCOTT (V.O.)

Ever since Gustav died Dee had been showing the strain. Maybe it was the murder. Maybe it was quitting the game. Or maybe he was just tired. I guess everybody gets tired eventually.

Scott notices something.

(CONTINUED)

CONTINUED:

SCOTT (CONT'D)  
Where's that bag you had?

DEE  
(snapping)  
Mind your business, Scott. I'll  
tell you what I want to tell you.

SCOTT  
(hurt)  
Damn, man -- just asking.

DEE  
Just drive the car and shut up!

The next few miles are silent. Dee pulls it together.

DEE (CONT'D)  
I'm sorry I snapped out on you,  
man. You wouldn't believe the  
pressure I've been under.

SCOTT  
I know what's happening. It's no  
big thing. We're still one love.

DEE  
Still, I'm not supposed to be  
barking at you. This whole move  
we're trying to make has got me  
paranoid. I'm trying to pull  
together a lot in a little bit of  
time.

"Chill Out, Things Are Going To Change", by John Lee Hooker  
plays on the tape deck.

DEE (CONT'D)  
Tell me again why you're getting  
out of the business.

SCOTT  
Because you are. You know that.

DEE  
That's not a good enough answer.  
Look, man, you gotta start making  
your own decisions. Not for me,  
but for you. Follow your own  
destiny, not mine.

(CONTINUED)

CONTINUED: (2)

SCOTT

Just the other day you said that  
the game has changed.

DEE

It has. For me. Maybe not you.  
Let me ask you this - You ever been  
in love? Not fucking - I'm talking  
real love.

SCOTT

I guess Carla was the closest  
thing. Why you asking?

DEE

Because I'm in love.

SCOTT

Twyla?

DEE

Of course. I love her more than  
anything in the world. Once you  
love somebody like that all of this  
other shit becomes unimportant.  
The money, the cars, the lifestyle.  
Nothing compares to being loved. I  
think that she would stick by me  
even if I was penniless. She's  
that kind of a woman. I don't want  
to lose it. I want to live to  
enjoy this.

SCOTT

But I can't do this without you,  
Dee. You laced me. You put me on.

DEE

You scared, little brother? Trust  
me when I tell you the power is  
yours. You control where you go.  
And you're right. I hand picked  
you.

SCOTT

But why are you suggesting that I  
stick around a while longer?

(CONTINUED)

CONTINUED: (3)

DEE

In figuring out my exit strategy I came to the conclusion that there are things that need to be implemented and some loose ends to tie up. You're the man to do it.

Scott thinks it over.

SCOTT

Okay, Dee. What have you got in mind?

DEE

I'll lay it out for you when we get back to the city.

SCOTT

Looking forward.

Their car crosses the Maryland state line into Virginia. Unknown to the travelers another black van falls in behind them.

DISSOLVE TO:

INT. CAR - LATER - MOVING

Now driving, Dee checks his watch as they turn off the main highway.

DEE

We'll be good in another fifteen minutes.

SCOTT

Cool, I'm getting hungry.

DEE

You still sneaking money to your mom and Lucas?

SCOTT

When I can.

DEE

Still scared to knock on the door?

SCOTT

I'm not scared. I'm just not wanted. But sooner or later ----

(CONTINUED)

CONTINUED:

Dee is suddenly alert. He turns off the music and checks out the rear view mirror.

SCOTT (CONT'D)

What's up?

DEE

Fuck! Those two vans have been behind us since Baltimore.

SCOTT

Maybe they've got business in Virginia too.

DEE

Shit! I must be slipping. It's them niggas from Brooklyn. I can feel it. Scott, hand me the Mack.

SEVERAL ANGLES -

Scott reaches under the seat and brings out the Mack-10. He loads a clip into the automatic weapon and places it on the seat between them. Dee speeds up. The vans keep pace. One moves ahead to intercept.

SCOTT

What the ---

DEE

Scott, no time for talk now. Do exactly as I tell you. I want you to take the wheel and burn rubber out of here until you can get to a safe location. Got that?

SCOTT

But Dee, wait a minute. We can ---

DEE

There's no "we" this time. If you've ever felt anything for me then do exactly as I say. Go it?

Scott nods. Dee directs him to turn down a dark road. The two vans follow closely.

DEE (CONT'D)

This is the game. I know what I've gotta do - but it just ain't your time yet.

(MORE)

(CONTINUED)

CONTINUED:

DEE (CONT'D)  
 (He hands Scott a key) This is to  
 a Port Authority storage locker.  
 Everything that you need is in  
 there. It's self explanatory. Try  
 to lay low and let this thing play  
 out. Most importantly - protect  
 Twyla. Get her out! Tell her I  
 love her. You too, bro.

One of the vans pulls ahead and moves to cut them off.

DEE (CONT'D)  
 When I give you the word take the  
 wheel ----

SCOTT  
 Dee ---

DEE  
 It's on you now. Stay smart,  
 Scott. Okay --- now!

Dee slams on the brakes. He grabs the Mack-10 and dives out  
 of the car - in what seems like one motion. Scott slides  
 over and grabs the wheel.

Dee hits the ground and rolls upright. He lets go with the  
 Mack and blasts the glass out of the first van. He catches  
 the driver full. The van flips over and crashes.

Scott skids around the wreck and takes off. Several rounds  
 hit the BMW. In the mirror he sees a full blown fire fight  
 erupt between Dee and the men in the vans. Dee's weapon  
 lights up the night. He takes a few with him but a shotgun  
 blast finishes him.

Scott hits the accelerator and is gone.

DISSOLVE TO:

INT. PARKING GARAGE - DAY

Scott pulls the BMW into it's assigned spot. He turns off  
 the engine and for the first time in several hours he powers  
 down. He looks at the locker key in his hand and the duffle  
 bag that the key led to.

SCOTT (V.O.)  
 I drove for six hours straight. I  
 took every back road I could find  
 but I finally made it back into the  
 city.

(CONTINUED)

CONTINUED:

He catches his breath, exits the car and locks the duffle bag in the trunk. Scott sits on the trunk of the car for a moment to collect his thoughts. Then it hits him. He completely loses it and breaks down in tears.

SCOTT (CONT'D)

I had been locked into survival mode - working on pure adrenaline for the past several hours. Now that I had a little breathing space it all caught up to me at once. I couldn't get Dee's voice out of my head. The only person to show me some real love was dead. Fuck!

He composes himself and moves off to the elevators.

INT. APARTMENT BUILDING HALL -

Scott takes a deep breath and rings the bell. A few moments later Twyla answers the door.

TWYLA

(surprised)

Scott? I wasn't expecting you guys until tomorrow. That's good because I was cooking and this dish is the bomb.

He follows her inside.

TWYLA (CONT'D)

How did it go? (Reading his expression) What's going on? Where's Dee?

SCOTT

Dee's dead. We got ambushed in Virginia. I'm sorry. I couldn't think of any other way to tell you.

TWYLA

What? Dee's ---- What? What did you say?

SCOTT

Dee's dead, Twyla. He saved my life and he told me to get you out.

(CONTINUED)

CONTINUED:

TWYLA

(breaking down)

Don't say that, Scott! Don't say that! Dee is not dead. He's not --

Twyla falls into hysterics. Scott grabs her.

SCOTT

Listen to me, Twyla. We've got to move quick. Dee is dead. Believe that. I would give my life up right now if he could be here. But it ain't gonna happen. So get some stuff and let's get out of here now. Neither one of us is safe.

She is not responding to his pleas. He shakes her.

SCOTT (CONT'D)

You've got to do this, Twyla. You've got to do this for Dee. He wanted you to be safe. That's why you've got to move now. C'mon, baby, do this for Dee. Let's go.

Twyla starts to snap out of it. He walks her back to the bedroom.

SCOTT (CONT'D)

Just put some things in an overnight bag. We'll go to the Long Island place. We'll be safe there.

Moving in a daze she complies. Scott starts looking for something. She knows what it is.

TWYLA

In the front room. The bookcase.

There gazes lock for a moment.

SCOTT

Thanks.

He goes into the next room and looks behind the books on the shelf. He pulls out a 9mm and several clips of ammo. Twyla is packed and ready. As they are about to leave she breaks down again. His tone is urgent and comforting at the same time.

(CONTINUED)

CONTINUED: (2)

SCOTT (CONT'D)  
Come on. Let's go. Let's do this  
for Dee. Let's keep moving.

She pulls it together and they exit.

DISSOLVE TO:

INT. LIVING ROOM - LONG ISLAND HOUSE - NIGHT

This is Dee's unfinished and barely furnished "dream" house. A fire - the sole source of light - is going in the fireplace. Scott and Twyla sit on the floor among a slew of unopened boxes. The rain is coming down hard outside. Her eyes are red from crying but she has managed to pull herself together. He is wrapping up a long and sad tale -

SCOTT  
Then he rolled out of the car and  
shot it out with those mother-  
fuckers. The last thing he said to  
me was to tell you that he loved  
you and to get you out of the city.  
And now ---

TWYLA  
--- and now --- here we are. I  
knew that this could happen. I  
always prayed that it wouldn't.  
Who do you think was behind it,  
Scott?

SCOTT  
I don't know yet -- but I will find  
out.

TWYLA  
And then.

SCOTT  
And then I'm going to kill him or  
how many others is behind it.  
That's my word to Dee.

TWYLA  
You going to try to "keep it real"?  
That's not going to bring Dee back.

SCOTT  
That's not the point.

(CONTINUED)

CONTINUED:

TWYLA

I forget what the point is sometimes. I do know that "keeping it real" is what got him killed. You know, Dee used to talk about you often. He said that you had the brains to really make something of yourself.

SCOTT

You mean other than a drug dealer.

Twyla lets that one go. She gets up and wanders around the large room.

TWYLA

This was going to be the house that me and Dee would retire to once he was out. He drew out the plans himself.

SCOTT

Dee decided to get out. That's what that trip to Virginia was all about.

TWYLA

(pointing)

Over here was where we were going to put the nursery. And here's where ---

The memories hit her hard. The tears start flowing again and she falls to her knees. Scott goes over and puts his arms around her. She responds to his embrace.

SCOTT

It's going to be all right, Twyla. I'm not going to let anything happen to you. I swear it.

For several moments they stay locked in the embrace. Her tears have subsided.

SCOTT (CONT'D)

I going to ride back to town and check things out. The other guys will want to know what happened.

Twyla clings to him.

(CONTINUED)

CONTINUED: (2)

TWYLA

Not yet, Scott. Please don't leave me. Not yet.

They look deeply into each other's eyes. The uneasy moment hangs in the air. Twyla pulls Scott close and kisses him. Scott goes along - reluctantly at first - and kisses her back. A moment later and raw passion overtakes them. The driving rain and the firelight contribute.

DISSOLVE TO:

INT. LONG ISLAND HOUSE - MORNING

Twyla and Scott are sitting side by side on the floor. He is trying hard to find the right words.

SCOTT

I'm sorry -- I disrespected the memory of my homeboy and I took ad--

TWYLA

Listen to me, Scott. I needed you last night and you needed me. Don't take it any further than that. We both experienced a tremendous loss and we were there for each other. You did not disrespect Dee or his memory. And neither did I.

SCOTT

Yeah --- I guess. But ---

TWYLA

No buts. It happened. It's over.

SCOTT

I'm going back into town in a few. Will you be okay?

TWYLA

I may never be okay. But don't worry - I'm not going to commit suicide or anything crazy like that. I'll be all right. Do what you've got to do.

They embrace at the door.

TWYLA (CONT'D)

Scott --- I'm pregnant.

(CONTINUED)

CONTINUED:

SCOTT  
What?!?!? We ---

TWYLA  
It's Dee's baby. I didn't have a chance to tell him. I was saving the announcement as a surprise. Now --- (wiping the tears away) Go. Get going before I start crying again.

SCOTT  
I'll call you later. Okay?

TWYLA  
Be careful. I mean it.

DISSOLVE TO:

INT. SCOTT'S APARTMENT - DAY

Scott has the contents of Dee's duffle bag spread out on the floor. Stacks and stacks of money, several folders and a set of computer disks. Scott loads a disk into his computer.

SCOTT (V.O.)  
Dee's body was never recovered. Despite that - it was all here - Dee's master plan. He was a forward looking cat and what I was seeing only reinforced that. He had hidden a bunch of cash away in several bank accounts - some offshore. He had more than a few set up in Twyla's name. She was going to be well taken care of.

Something else - Dee had devised a plan that would have benefitted us and the community. He wanted to unify all the major dealers into one strong foundation. He wanted to build stores and develop businesses in the hood. He was talking about subsidizing some housing and actually making the streets safe again. It was a wild plan but I could see how it could work. He had talked to the Soto brothers and some of the Spanish cats uptown. They were ready to get down with it.

(MORE)

(CONTINUED)

CONTINUED:

SCOTT (V.O.) (CONT'D)  
It was a bold plan. Maybe that's  
what made him a target. (Beat) And  
then this --- a letter from the  
grave. Damn!

He retrieves an envelope from the bottom of the duffle bag.  
It is addressed to him. The letter is handwritten.

SCOTT (CONT'D)  
(Reads aloud)  
"Scott, If you're reading this then  
things didn't work out like I  
planned. The contents of this bag  
represents everything that we've  
worked for. The disks will tell  
you the location of everything that  
is important.

Dee's VOICE takes over -

DEE (V.O.)  
Whatever you do don't try to avenge  
my death. This is a rough game we  
play and this is all a part of it.  
Live by the gun die by the gun. You  
we're lucky enough to come up in  
the business when things were  
relatively peaceful. You have  
never had to deal with what is  
about to go down. This is only the  
beginning. It can only get uglier.  
If you decide to stay in my advice  
to you is to play it hard and play  
it for keeps. When things settle  
down try to work my plan into the  
scheme of things. If anybody can  
pull that off it's you. One last  
word - don't stay in too long. And  
when you get out - get out clean.

The only thing I ask of you is to  
look out for Twyla until she's on  
her feet. She's a good woman. I  
wish I was going to be there to see  
the future with her. Be that as it  
may - I love her and I may have  
never said it but I love you too,  
my little brother. All you need to  
survive in this world is heart,  
luck and what you've got between  
your ears. You've got it all.  
Don't waste it.

(MORE)

(CONTINUED)

CONTINUED: (2)

DEE (V.O.) (CONT'D)  
 Watch your back always. Take care  
 of yourself. Your man - Dee.

Scott folds the letter away.

SCOTT (V.O.)  
 Now I knew what I had to do.

DISSOLVE TO:

MONTAGE -

Scott's VOICE continues OVER -

Scott is talking to Foxx on a Harlem street corner. The older man is visibly upset.

SCOTT (V.O.)  
 Big Foxx wanted to strike back  
 immediately. He just wanted to  
 take some niggas down. But take  
 who down? We were operating in the  
 dark. We didn't know who was  
 behind Dee's death. We ran with  
 the Nickedemus angle but we hit a  
 dead end. Nobody knew nothing. He  
 was like a phantom hanging over  
 everything we said and did.

Scott, Foxx and some of the other crew organize the troops at the Morningside Projects. The reorganization has a military feel to it. KYLO, Foxx's partner, slides open a hidden closet. Automatic weapons are racked on the inside. They pass out a few weapons to the worthy soldiers. A woman soldier - DEZ - stands out in the group.

SCOTT (CONT'D)  
 We got ready for the other shoe to  
 fall and it didn't happen.  
 Everything got quiet again. Real  
 quiet. In the absence of an enemy  
 to fight we concentrated on  
 consolidating our various  
 operations.

Scott is seated at a conference table with Foxx and Kylo. They are soon joined by the young, hip, Cuban SOTO BROTHERS, the older, wiser, Puerto Rican SANTOS and the slippery, veteran SINCLAIRE. New York's independent dealers are in session. Scott is taking charge.

(CONTINUED)

CONTINUED:

SCOTT (CONT'D)

I was able to get across Dee's plan for consolidating. They dug on the community outreach part too. I had to explain the profit sharing five times to the Santos brothers. But they finally got it. I was getting much respect. One thing led to another and before long I was running things. We were starting to make some headway. Dee always told me to "act like you know" - and I did.

Twyla sits alone in the near darkness. She stares at her favorite picture of Dee and cries.

SCOTT (CONT'D)

Twyla was in to mourning and impending motherhood at the same time. What a fucking combination. We never made love again after that first night - but that was all right too. She cried a lot. It was sad. I tried but I couldn't get her to snap out of it.

Decked out in a three piece Scott discusses some matters with some attorneys. Papers are signed. Scott checks out a contractor's bid and plans for refurbishing an old warehouse into a recreation center.

SCOTT (CONT'D)

Things were coming together and it was starting to feel good ---

Night time. Scott's car is parked across the street from his mother's house. He watches as Cheryl, Lucas and what he surmises to be his mother's female companion open another surprise delivery. He drives away unnoticed.

SCOTT (CONT'D)

I kept an eye on them but I also kept my distance from my family.

Scott is at home working the cash machines and his computers.

SCOTT (CONT'D)

Everything was rolling fast. The last few months felt like I was on a roller coaster.

(MORE)

(CONTINUED)

CONTINUED: (2)

SCOTT (CONT'D)

Things were moving so quickly that sometimes it seemed like I was reacting to events that were beyond my control. Maybe they were. I didn't see it that way at the time. I thought I was handling it. I had to stay sharp and alert just to keep up. I liked the challenge and things kept rolling. And then --- surprise, surprise ---

The SHOT PUSHES IN to a CLOSE UP of the fax machine. A transmission is coming through. Scott reads it as it comes out. The first page is a typewritten version of the Robert Frost poem - "Nature's first green is gold".

The second page reads: COMING TO NEW YORK. WILL SEE YOU SOON. LOVE, CARLA.

SCOTT (CONT'D)

Now how the hell did she get this number?

DISSOLVE TO:

INT. UPSCALE RESTAURANT - NIGHT

Scott and an all grown up Carla sit across from each other in an upscale eatery. They are locked into a seductive stare down.

SCOTT

Now what?

CARLA

You invite me to hang out with you in New York. That's what.

SCOTT

I see. So how do you know I ain't macking out. What makes you think I don't have a whole stable of women?

CARLA

I know you. That's not your style. You care too much.

SCOTT

You could be wrong.

CARLA

You think?

(CONTINUED)

CONTINUED:

SCOTT

I don't get it. Why now? What's up?

CARLA

I slipped off to Washington and went to Georgetown because I had to get away. You couldn't help me. You were running the streets and fighting with your mother. My dad - - well, he hit me one time too many. I was out. I threw myself into the books. I did well. But at the end of the day I couldn't get past us and how we've been connected - forever. Ever since that night you left me that poem I've known in my heart that it was all about us. Us. You know what I'm talking about.

SCOTT

I feel you. And I missed you. You don't know how much.

CARLA

Maybe I do.

SCOTT

My life is pretty upside down these days. It's a mess. Dee's dead. My mama hates me. My brother's crippled. Niggas are trying to kill me ---

CARLA

Someone's trying to kill you?

SCOTT

Long story.

CARLA

I'm here now, Scott, and I want to be here for you. Can we do this?

SCOTT

I want to be with you, Carla, but I'm not going to get you involved in my shit. You made it out of this hell hole and I'm not going to let my lifestyle drag you right back into it.

(MORE)

(CONTINUED)

CONTINUED: (2)

SCOTT (CONT'D)

I'm not going to be responsible for  
ruining another life.

CARLA

That's not your choice to make.  
(Looking around) Besides, this  
doesn't look too much like a hell  
hole.

SCOTT

Well, you know I can hang with the  
best.

CARLA

I know.

A bottle of champagne arrives. They toast. Carla changes  
gears.

CARLA (CONT'D)

I've been in touch with your  
mother.

SCOTT

How is she?

CARLA

Good. A lot has changed with her.  
(Pause) I think she wants to see  
you.

Scott looks away.

CARLA (CONT'D)

That's how I found you. Through  
Lucas. He's quite a scientist. He  
was able to track you down through  
your computer.

SCOTT

Really? Lucas did that? And I  
thought I was being slick.

CARLA

He misses you too. But he  
understands.

Scott takes a cell phone call. He frowns.

SCOTT

Damn! I've got to roll, Carla.  
This is important. Where are you  
staying?

(CONTINUED)

CONTINUED: (3)

CARLA

With you - if you let me.

A skeptical Scott checks her out for several moments. Then he slides her the key.

SCOTT

It might be messy - but it's home.  
I'll be there in a couple of hours.  
Okay?

CARLA

I'll be there waiting.

Scott pays the bill in cash and exits.

DISSOLVE TO:

INT. MORNINGSIDE PROJECTS HEADQUARTERS - NIGHT

Scott walks into the inner office. A bank of computers lines a wall. Kylo approaches with a handful of print outs.

SCOTT

I walked out on a real winner. I  
know this has got to be some life  
or death shit you called me about.

KYLO

You tell me.

He points out a series of entries on the sheets. Scott sees it immediately. He gets real serious real fast.

SCOTT

That's almost fifty grand short.

KYLO

There's two more just like it  
dating back to last October.

SCOTT

That's like one hundred fifty G's.

KYLO

Yeah. It's a good thing we caught  
it.

Scott studies the sheets.

(CONTINUED)

CONTINUED:

SCOTT  
This can only be one person, right?  
Sinclair!

CUT TO:

EXT. LION'S DEN - NIGHT - ESTABLISHING

A small neon sign reading "LION'S DEN" is the only thing that distinguishes this private club on a dark, nondescript Brooklyn street.

INT. LION'S DEN -

Loud reggae MUSIC echoes throughout the club. It's a rowdy scene but the crowd of regulars is into it. The door to the rear, inner sanctum opens up and someone is ushered through to the basement.

NICKEDEMUS, the powerful and mysterious Jamaican kingpin sits at the head of the table. Beside him is his powerful and deadly lieutenant, MUSSILINI. The two gangsters stare a hole in the man now before them. A REVERSE ANGLE REVEALS the man to be Sinclair.

NICKEDEMUS  
My old friend. You've come back to see us.

Clearly uneasy, Sinclair tries to appear calm and in control.

SINCLAIRE  
You get respect, Mr. Nick---

NICKEDEMUS  
Shut up! Two things: you owe me money and you're nothing but a worthless informer. I despise you. You're lucky I don't murder you where you stand.

SINCLAIRE  
But --- I been straight with you. I gave you Gustav. I gave you Dee.

NICKEDEMUS  
I took them. You gave me nothing but information.

(CONTINUED)

CONTINUED:

SINCLAIRE

I was thinking that maybe you could cut me a piece of Dee's old territory when this is finished.

NICKEDEMUS

You get what I fucking give you. Now it's time for you to do your informing thing again.

MUSSILINI

Who's the youth whose been handling Dee's operation?

SINCLAIRE

You're talking about Scotty. He ain't no threat to you. He's just another snotty nose, young buck trying to make some moves. He ain't no Dee. He ain't shit.

NICKEDEMUS

Don't underestimate the youth, man. He may be capable of more than you suspect. You may wake up with your throat cut and it will be a toddler with the blade in his hand.

The hulking Mussilini walks over and grabs Sinclair up in the collar.

MUSSILINI

We need to know everything about this boy. Where he lives. Where his family lives. When he goes. When he comes back. Everything.

NICKEDEMUS

When we make our next move it's going to be the big one. This kid is high up on the list. So do what you do best, Sinclair, inform! (Laughing) And maybe I'll let you keep some of the money you owe me. Go!

Mussilini shoves him away. Sinclair scurries out of the club. Their LAUGHTER follows him out.

DISSOLVE TO:

INT. APARTMENT BUILDING - NIGHT

Scott is on the elevator up. Big Foxx on the cell phone.

SCOTT  
 (into phone)  
 No! Let's do it this way: we don't move on him until we find out all we can. Sinclaire ain't that smart. Somebody else is behind him. Jackin' his ass now won't tell us what we need to know. --- That's right --- yeah --- Let's keep him close - real close. Talk to you.

He disconnects and heads to his door.

INT. SCOTT'S APARTMENT -

Scott stops short when he sees the low lights and the trail of candles that lead into the bathroom. He hears Carla singing in the shower.

BATHROOM - ANGLES

The door to the shower is open. Carla is inside - nude, seductive and inviting. She motions him in.

Scott and Carla defy gravity with their sex in the shower moment. Memories are made of this.

LIVING ROOM -

Carla and Scott relax in front of the fire. They are completely relaxed in each others company. A KNOCK on the door. Scott is on his feet immediately. A gun is in his hand as he wraps himself in a towel. Mystified, Carla is motioned into the next room.

Scott slips over to the door and peeks through the eye hole.

SCOTT  
 (whispering)  
 A white boy ---

CARLA  
 It's probably the pizza guy. I ordered a pizza.

SCOTT  
 You what??

(CONTINUED)

CONTINUED:

CARLA

A pizza.

SCOTT

How did he get up here? We didn't buzz him in.

He motions for Carla to hug the wall. Scott snatches the door open and pulls the man in. His pistol is ready. The PIZZA BOY sees it and freaks.

PIZZA BOY

Hey, man, don't shoot! Don't shoot! I'm just the delivery guy --

SCOTT

How did you get in? We didn't buzz.

PIZZA BOY

A woman in the lobby let me in. That's all. That's all.

Scott checks out the pizza and relaxes. He hands over a generous tip.

SCOTT

Sorry, dude. I was expecting something else.

PIZZA BOY

Sure, man. Whatever you say.

The delivery guy exits. A slightly embarrassed Scott locks the door behind him. Carla has been checking the whole thing out.

CARLA

Scott --- What was that?

SCOTT

I've never ordered a pizza from this address.

CARLA

That's what normal people do. That's how they live.

SCOTT

It's not how I live. No one knows I stay here. I've never had a visitor here.

(CONTINUED)

CONTINUED: (2)

CARLA

You really live dangerously, don't you?

SCOTT

I told you that. Being with me is not the safest bet in the world. I don't want anything to happen to you.

CARLA

Are you trying to get rid of me, Scott? You said it yourself - not ten minutes ago - you needed me.

SCOTT

I do. But you see how I'm playing it. This ain't no joke, Carla. This just ain't our time. Not yet. Shit won't always be this crazy. I want you, baby, but --- you'd better go back to D.C. That's the best way --- at least for right now. That's the best way to make this work.

The evening hits the rocks hard.

FADE TO BLACK -

FADE UP -

INT. CAR - MOVING - DAY

Scott is driving fast and thinking. He finds some music that he can groove to.

SCOTT (V.O.)

The next few months flew by in a blur. Everything was happening fast - real fast.

MONTAGE -

A very pregnant Twyla serves Scott a home cooked meal at the Long Island home.

SCOTT (V.O.)

Twyla put all of her attention into giving birth to a healthy baby. I helped her out as much as I could.

(MORE)

(CONTINUED)

CONTINUED:

SCOTT (V.O.) (CONT'D)  
 I even went to a few parenting  
 classes with her. She was  
 adjusting but it was obvious that  
 she still missed Dee.

On the streets there are ribbon cutting ceremonies being held  
 for the grand openings of a new black owned and operated  
 Laundromat and the refurbished rec center. Deep in the  
 background of each public event Scott, Foxx and Santos take  
 it all in and smile.

SCOTT (V.O.) (CONT'D)  
 Some of the community projects that  
 we planned were starting to take  
 shape. Things were looking good.

In Washington D.C. Scott visits Carla. It has the look of a  
 long, romantic weekend.

SCOTT (CONT'D)  
 I went to see Carla a couple of  
 times down in D.C. She was a  
 special lady and we hung tough. I  
 didn't want her anywhere New York --  
 - at least until things worked  
 themselves out.

Night - Scott, followed closely by Sinclair, carries a  
 duffle bag of money from the Morningside Projects HQ to the  
 waiting cars. Two triggermen walk in front - two guard the  
 rear.

SCOTT (CONT'D)  
 Business was booming. Within six  
 months the organization had  
 expanded beyond anybody's  
 expectations. Things stayed quiet  
 and running smoothly but we kept  
 our guard up any way. With a  
 traitor in our midst anything could  
 happen at any time. More  
 information was coming at us every  
 day about Nickedemus and his  
 operation. Still nobody knew what  
 the nigga looked like. He was  
 still a phantom.

END MONTAGE - RESUME ANGLES

INT. CAR - MOVING

Scott drives through the gates of a cemetery.

EXT. GRAVE YARD - DAY

Scott catches up with Twyla at the grave site. She is alone there with her three month old daughter - SCOTLAND. The three are there to see the newly erected headstone display honoring Dee.

SCOTT  
Sorry I'm late. I ---

TWYLA  
I know you're busy.

They check out the headstone. Twyla lays flowers. Scott pours some Dom Perignon on the grave.

SCOTT  
We miss you, soldier. One love.

Twyla and Scott embrace tightly.

TWYLA  
I miss him, Scott.

SCOTT  
I know. Me too.

They move back toward the cars. The baby squirms and Scott takes her. She calms down in his arms.

TWYLA  
See the effect you have on women,  
Scott.

SCOTT  
She's my little superstar. She  
knows whose boss. (To baby) Right?

TWYLA  
Look at her laughing.

SCOTT  
You still calling her Scotland  
Yard?

TWYLA  
It seems to fit. Right now, at  
least.

AT THE CARS -

Twyla blurts it out -

(CONTINUED)

CONTINUED:

TWYLA

Scott --- Scotland and I are going to be moving to Los Angeles.

SCOTT

Los Angeles? When did you think this up?

TWYLA

I've been thinking on it for a while and I've made up my mind. This is the city that took Dee's life from him. I don't want to see the same thing happen to you.

SCOTT

That ain't gonna hap---

TWYLA

You're still in the game, Scott. You know as well as I do - anything can happen. Somebody is always after your shit. The cops. Rival dealers. Your own boys. It could come from anywhere. I've made up my mind.

SCOTT

When?

TWYLA

Soon. Very soon. As soon as I can pull it together.

SCOTT

I mean -- L.A.? Damn!

TWYLA

It's going to work out.. We're moving to the other side of the country not out of your life.

SCOTT

Well --- if you need anything ---

TWYLA

I know. I'll call you.

Twyla loads Scotland in and drives away. The exchange has knocked Scott off of balance.

(CONTINUED)

CONTINUED: (2)

SCOTT SOLOMON (V.0)  
At that moment things made a jump  
to light speed.

CUT TO:

INT. CAR - MOVING - LATER

Driving back through the city Scott is lost in deep thought. He makes a turn near the Morningside Projects. Suddenly, from out of the darkness, a figure comes hurling toward the car.

A MAN jumps on the hood of Scott's car. Scott's pistol is already in his hand and pressed against the windshield.

MAN  
Please, mister, they're after ----

SCOTT  
Get the fuck off of my car!! I'll  
bust a cap in your junkie ass!!

MAN  
Please --- they're trying to hurt  
me!

From a nearby alley a group of street junkies closes in. Scott drives off with the man on the hood and the pistol pressed against the windshield.

A couple of blocks later and the street junkies have given up the chase. Scott stops the car. The man is still clinging onto the hood. Scott gets out and snatches the man off of the car.

SCOTT  
I said get you monkey ass off ---  
(sudden recognition) --- Jahmel??

A closer look REVEALS that it is Jahmel. The years have been downright hostile to him. He's wasted on cheap street drugs and is battered from life on the streets. Jahmel finally recognizes his rescuer.

JAHMEL  
Scott -- it's you!

SCOTT  
What happened to you, Jahmel. You  
were married with a kid the last I  
heard.

(CONTINUED)

CONTINUED:

JAHMEL

Fire got 'em. The fire got 'em all. (Starts crying.) I wish I could just die sometimes.

SCOTT

I'm gonna get you off of the street, Jahmel.

JAHMEL

Take me home, Scottie --- home.

Scott reads an address off of Jahmel's medical bracelet.

CUT TO:

INT. CLINIC - NIGHT

The conversation is getting heated between Scott and the female ATTENDANT behind the glass partition. Jahmel is sprawled against the wall - out of it. Several people - the walking wounded - mill about the waiting room.

SCOTT

No, I don't know his insurance situation! Look at him. Does he look like he's covered?

ATTENDANT

I'm going to need more information than what you're giving me, sir.

SCOTT

Look, I found my friend wandering around in the street. I brought him here because he was recently a patient here. (Holding up Jahmel's arm with the wrist identification) See.

The attendant reads the name and feeds it into the computer. A few moments later Jahmel's info comes up on the monitor.

ATTENDANT

Mr. Kurow left the program voluntarily three weeks ago. His place has been filled. There won't be an opening until ---

(CONTINUED)

CONTINUED:

SCOTT

Hey, lady, he needs help now! What do I have to do? Is it money? Here!

He tosses a stack of bills onto the counter. Unmoved she stares back at him.

SCOTT (CONT'D)

Come on. You're wasting time. What's it going to take to make this happen?

ATTENDANT

(icily)

Your attitude isn't helping any. Wait here.

She goes into the back. Scott tries to remain cool but after a short period he loses it.

SCOTT

(shouting)

This is bullshit! I want to see a supervisor. Somebody is going to look at this man tonight! I'm not leaving outta here until you find a place for him!

The attendant returns.

ATTENDANT

Sir, you're going to have to lower your voice or I'll call security.

SCOTT

Call them. Please! I don't give a fuck. I came here to get my boy some treatment. Not to argue with your dumb ass. I ---

A calm VOICE behind him -

VOICE

What seems to be the problem?

Scott turns and looks into the big, beautiful eyes of DR. KATHERINE HOWARD. He recognizes her from the television show. She looks even better in person. Scott calms down.

(CONTINUED)

CONTINUED: (2)

SCOTT

I'm trying to get my friend here some treatment and I'm getting a fucking runaround.

KATHERINE

Where's your friend?

Scott points to Jahmel. She conducts a flash exam.

KATHERINE (CONT'D)

It's Mr. Kurow. I know him. He was doing so well. (To attendant) Put him in 304.

ATTENDANT

But we have to ---

KATHERINE

It's okay. We'll take care of it.

Some more attendants come in and take Jahmel away in a wheel chair. Scott has eased down considerably.

SCOTT

Thank you. I appreciate what you did.

Katherine hands him back his money.

KATHERINE

Mister -- ?

SCOTT

Solomon. Scott Solomon.

KATHERINE

Mr. Solomon, please take your money. If we keep him in the program we can discuss payment then. Is there a number where I can reach you?

He hands her the number.

SCOTT

I apologize for my behavior. But, like I said, he's a friend.

KATHERINE

I understand your anger, Mr. Solomon.

(MORE)

(CONTINUED)

CONTINUED: (3)

KATHERINE (CONT'D)

You are concerned about your friend. But none of that excuses bad manners. This job is hard enough without having to put up with that crap twenty times a day.

SCOTT

Again, my apologies.

KATHERINE

Accepted.

SCOTT

I thought you were great on the TV program. Your passion for your work came across big time.

KATHERINE

(smiling warmly)

Thank you, Mr. Solomon. I just wish that the needs had come across just as big time.

SCOTT

Money tight?

KATHERINE

Always. The fact is that nobody really wants to deal with the problems of addiction. Everybody talks a good game but ---- I'll be in touch, Mr. Solomon.

Scott is compelled to watch her as she walks away. She is more than an eyeful.

DISSOLVE TO:

INT. MORNINGSIDE PROJECTS, HQ - DAY

A high level planning session at headquarters. The wagons are drawing into a circle. Sinclair is conspicuous by his absence.

FOXX

One of our wholesalers washed up in the East River. That's two in the last month. That ain't no coincidence.

KYLO

It seems like someone is trying to cut our product off at the source.

(CONTINUED)

CONTINUED:

SANTOS

Let's guess who.

JESUS SOTO

The question is: what do we do about it now?

SCOTT

We go to our back up sources. It'll be a little bit more expensive but it will keep the flow going.

FOXX

That's a temporary fix.

SCOTT

Look, we've got a small army of people on the streets trying to find this Nickedemus motherfucker. We haven't been able to find out a damn thing that we didn't already know. That's the source of our problems. The man stays invisible. Something's about to pop off. It's in the air.

SANTOS

(indicating Sinclaire's empty chair)

Is it time to lean on our friend here?

SCOTT

Soon. Very soon.

Sinclair enters the room and the tone and subject of the exchange shifts.

SINCLAIRE

Sorry I'm late.

SCOTT

No thing. We're just getting started. Santos, you first.

Santos reads off some figures from a sheet of paper.

SANTOS

Looking good. My territory cleared \$1.2 million in profit.

(MORE)

(CONTINUED)

CONTINUED: (2)

SANTOS (CONT'D)  
 \$200 G's went into the La Raza  
 Community Center. Another hundred  
 G's went to the creation of a food  
 co-op on ----

Scott's cell phone rings. Santos continues.

SCOTT  
 (into phone)  
 Yeah, this is him --- He did what?  
 Okay. Tomorrow at nine.

He disconnects. The meeting continues. Scott checks out  
 Sinclaire on the sly. If Sinclaire has a clue he's cloaking  
 it well.

CUT TO:

INT. COFFEE SHOP - DAY

Scott sits across from Dr. Howard over coffee. He's  
 perplexed.

SCOTT  
 I don't get it. I tried to help.

KATHERINE  
 Some people don't want to be  
 helped, Mr. Solomon. That's the  
 nature of addiction.

SCOTT  
 Please, call me Scott. Nobody but  
 the police calls me Mr. Solomon.  
 You're not a cop, are you?

KATHERINE  
 Hardly. Anyway, since he left the  
 program twice we can't accept him  
 back again. Mr. Kurow had some  
 potential I think he could be  
 saved. He just needs something to  
 believe in. I don't know if you  
 can provide that or not - but I  
 thought that I would lay that on  
 you.

SCOTT  
 Thanks for the heads up. Are you  
 married, Dr. Howard?

(CONTINUED)

CONTINUED:

KATHERINE

Not any more. I have a son,  
twelve. You?

SCOTT

No.

KATHERINE

I must say - you're much more  
charming now than you were the  
other night.

SCOTT

My screaming and yelling wasn't a  
good first impression, was it?

KATHERINE

You got that right.

SCOTT

I hope you don't mind the question,  
but why did you ask me here? We  
could've covered this on the phone.

KATHERINE

Curiosity, that's all. I'm curious  
about the line of work that you're  
in. What do you do that would allow  
you to throw a couple of thousand  
dollars around without even asking  
for a receipt.

SCOTT

I was a little crazy a couple of  
nights ago.

KATHERINE

What line of work are you in,  
Scott?

SCOTT

I'm --- self employed.

KATHERINE

(noticing his discomfort)  
As what?

SCOTT

Let's just say I'm an entrepreneur.

She gets the picture. She shakes her head, pays her bill and  
rises from the table. Scott looks on confused.

EXT. COFFEE SHOP -

He catches up to her walking back to the clinic. She doesn't break stride.

SCOTT

What happened? We were having a nice conversation and ---

KATHERINE

I know the code words, Mr. Solomon. You're a drug dealer. How original.

SCOTT

I'm one of the good ones. Let me take you out to dinner some time.

She stops and looks him dead in his eyes.

KATHERINE

You've got to be fucking kidding me. Okay, let's pick a good date. Hmmm -- How about never? Never works for me. Does never work for you?

SCOTT

Whoa, lady! I thought I was charming.

KATHERINE

That's before I found out what you do. Look, I take what I do seriously. Or hadn't you noticed? I'm about healing the community not dating the people who fuck it up. Don't even think of calling me. Good luck, Mr. Solomon.

She leaves an embarrassed Scott alone on the sidewalk.

DISSOLVE TO:

INT. CAR - MOVING - DAY

Scott drives through Harlem thinking hard.

SCOTT (V.O.)

You talk about a nigga's reality check bouncing. Damn! She was right.

(MORE)

(CONTINUED)

CONTINUED:

SCOTT (V.O.) (CONT'D)

I was nothing to Dr. Katherine Howard but a jive ass drug dealer. Anyway you cut it - it came out the same. A drug dealer is a drug dealer.

I had fooled myself into believing the harm I was dealing the community was offset by the good things we were trying. This shit didn't balance up.

I didn't like this new perspective. I started to get a sick feeling. Like I was outside of myself looking in. Shit all of a sudden didn't feel right. It was like being a passenger on a runaway train. I could feel things tightening up around me. And at that moment I knew that I was no longer playing the game. It was playing me.

INT. APARTMENT - DAY

Scott is doing furious paper and computer work. A lot of documents are shredded.

SCOTT (V.O.)

Maybe it was time to start working on my exit.

CLOSE ON COMPUTER MONITOR SCREEN -

He types in the name of Dr. Howard's clinic and presses ENTER.

I just needed to put a few things into place first.

CUT TO:

EXT. ROOFTOP - MORNINGSIDE PROJECTS - EVENING

Scott inspects the Morningside's defenses. At crucial points along the towers the snipers and lookouts signal in. Scott approves the layout of their positioning.

SCOTT (V.O.)

In the meantime we were trying to get ready for anything.

CUT TO:

INT. SCOTT'S APARTMENT - DAY

Things are being boxed up and shifted. Jahmel - looking healthier than we last saw him - enters and removes a stack of boxes. Scott supervises closely.

SCOTT (V.O.)

Jahmel showed up at Morningside. He looked 200% better and seemed serious about his recovery so I put him on. Low impact shit. I was hoping that it would help him maintain. I kept my eye on him though.

DISSOLVE TO:

EXT. LONG ISLAND HOUSE - DAY

Scott pulls up at Twyla's home. The doors of the moving van are closing. Twyla is buckling Scotland into the car seat as Scott rushes in.

SCOTT

I thought we'd have some time to talk about this.

TWYLA

What's the point? You weren't going to change my mind.

SCOTT

But I --- we ---

TWYLA

I'm not mad at you, Scott. I need to do this. It's something I've got to do for me and my baby. I need a fresh start. (Pause) And so do you.

SCOTT

Me?

TWYLA

Why don't you hook up with that girl, Carla, and get out of the game a rich man? Get out before it's too late. Don't wait too long like Dee.

(CONTINUED)

CONTINUED:

SCOTT  
I've been thinking about it.

TWYLA  
Don't think. Act. Time is running  
out, Scott. We'll miss you.

She embraces him. The moving van pulls away.

TWYLA (CONT'D)  
I'll call you when we get settled.

Twyla puts the car in motion. The baby waves. Stunned, he  
and looks at the empty house. The CELL PHONE rings.

FOXX  
(over phone)  
They hit Santos last night. They  
fucked him up bad before they  
killed him. The Soto brothers have  
disappeared. Nobody's seen them.

SCOTT  
Shit!

FOXX  
It's busting out. You need to come  
back, man. Shit is critical!

SCOTT  
I'm on my way.

Scott leaps in his ride and pulls off. He places the 9mm on  
the seat next to him.

CUT TO:

INT. THE LION'S DEN BASEMENT - DAY

Paulie Soto lies dead. His brother, Jesus, is tied to a chair  
nearby. He's been through a severe beating. Several gang  
members watch from the shadows. Mussilini brandishes a  
gasoline can.

MUSSILINI  
This is your last chance, punk.  
Where does your homeboy, Scott,  
live?

JESUS  
(defiant)  
Fuck you! You banana boat bastard -

(CONTINUED)

CONTINUED:

MUSSILINI

No. Fuck you.

He steps up and cuts Soto's throat. Nickedemus enters from the next room. He sees the dead Soto brothers and shakes his head.

NICKEDEMUS

They make it so fucking hard.

He beckons Mussilini into the next room. He indicates the man at the table.

NICKEDEMUS (CONT'D)

See how much easier this is.

At the table sits Jahmel flanked by two hoodlums. They feed his crack pipe and he freely spills his guts. Nickedemus laughs.

NICKEDEMUS (CONT'D)

I love crack heads.

INT. MORNINGSIDE PROJECTS HEADQUARTERS - DAY

Kylo, Foxx and Scott are in an impromptu strategy session.

FOXX

We can't expect to hold this shit together if motherfuckers can just murder our people like it ain't nothing.

SCOTT

What do you think, Kylo?

KYLO

We can't afford to lose a man like Santos. Ever.

FOXX

I just know that they are in our ass and we've got to do something about it.

SCOTT

It always comes down to people dying, doesn't it?

FOXX

People dying is all part of it.

(CONTINUED)

CONTINUED:

Dez enters.

DEZ  
This just came.

She hands over an envelope and exits. Scott opens the envelope and is sickened by the polaroids inside. He hands them to Foxx and Kylo.

INSERT - CLOSE ON POLAROIDS

Three separate shots of the Soto brothers lying dead in a pool of blood. Written across the back of one of the pictures is the word: CHECKMATE.

RESUME ANGLES -

Stunned SILENCE.

KYLO  
(whispered)  
Those were two good soldiers.

FOXX  
The best.

SCOTT  
Checkmate, huh? We've lost two thirds of our strength. They're expecting us to run and that's what we should do. That would be the logical thing.

FOXX  
What are you saying?

SCOTT  
They've got us outmanned and now outgunned. So let's do the least logical thing. I'm saying let's take it to them - with the quickness. Let's go after these motherfuckers.

KYLO  
Swift and final.

Foxx agrees. Scott summons in two soldiers.

SCOTT  
I want Sinclair here - now! Find him and get his ass here.

(CONTINUED)

CONTINUED:

The men jump to it. Scott's CELL PHONE goes off.

INTERCUT PHONE CONVERSATION -

Carla is lounging at Scott's apartment. She's laid out in her Victoria's Secret best.

CARLA  
Surprise, baby?

SCOTT  
Carla? You --- Baby, I've got to call you back. This is not a good time. Where are you?

CARLA  
I'm closer than you think.

SCOTT  
You're in town?

CARLA  
I'm at your place, silly. I'm sitting here naked and I want to see you. Is that all right?

SCOTT  
At my place? You should've called.

CARLA  
I missed you down in D.C. So - surprise. When are you coming ---  
(reacting to an OFF SCREEN NOISE)  
Who's there?!!?

She screams and the phone goes dead. Scott knows it immediately. The worse thing possible -

SCOTT  
They're at my place! They got Carla!

CUT TO:

INT. SCOTT'S APARTMENT - MINUTES LATER

The front door flies open. Scott, Foxx and Kylo pour in with their guns drawn. They cover each other as they work toward the back rooms.

(CONTINUED)

CONTINUED:

They find her tied to the bed - bloody, naked and clinging to the last moments of life. Scott throws a blanket over her and pulls her close. Foxx dials 911.

SCOTT  
Carla --- it's okay. I'm here.  
I'm gonna take care of you. I'm  
gonna ---

CARLA  
(weakly)  
Scott -- they kept asking me about  
you --- I wouldn't tell them  
anything --- Scott --- Scott!!

SCOTT  
Stay with me, Carla. Stay with me!

Carla dies in his arms. SIRENS are approaching.

SCOTT (CONT'D)  
God, no! Please, no! Carla!

Foxx tries to gently pry her away. Scott holds on.

FOXX  
(calmly)  
Scott, we've got to get out of  
here. This is a murder scene now.  
You can't be caught here. Let her  
go now.

Scott lets her go. Then unreasoning anger erupts -

SCOTT  
I told you to stay away! I told  
you! But you fucking wouldn't  
listen! Fuck! I told you not to  
come! I told you to stay away from  
me! Now look at you! Look at  
you!!!

Scott breaks down. Kylo pulls him to his feet. Foxx covers their exit. The SIRENS pull up outside.

CUT TO:

INT. MORNINGSIDE PROJECTS HEADQUARTERS - NIGHT

Foxx and Kylo confer quietly and desperately behind closed doors.

(CONTINUED)

CONTINUED:

KYLO

Can shit get more fucked up than this?

FOXX

Our choices have gotten a lot slimmer. We need to get the fuck out here. They got us. We lost.

KYLO

(shakes head)

Scott's finished, man. They --- they killed Carla and -- well, you saw him. He cried the whole time coming here. He's ---

FOXX

He's fucked up. We need to get him -

The door at the far end opens. Scott enters. His manner has transformed now to calm, cold, calculating. Scott changes into a fresh shirt. He gives a final, sad appraisal to his bloody jacket and then tosses it aside. He approaches Foxx and Kylo.

SCOTT

When this is over I'm out. (Pause)  
But this ain't over yet.

FOXX

You ready to do this?

SCOTT

Let's bring the gun smoke.

CUT TO:

MORNINGSIDE H.Q. BASEMENT - MINUTES LATER

Sinclair is in the grasp of Syke and another soldier. A single naked light bulb swings overhead. Foxx and Kylo silently watch as Sinclair starts to melt. His bluff is sliding quickly into desperation.

SINCLAIRE

What's up, Foxx? Why you playing me like this, man? I ain't done nothing? Why you jacking me like this? Kylo, Syke - what's happening? Who told y'all to do this to me? Answer me! What's up with you niggas?

(CONTINUED)

CONTINUED:

Foxx moves in closer. He goes eye to eye with Sinclair.

FOXX

You've been stealing from us for the past nine months. Now tonight - we need some answers.

SINCLAIRE

I don't know what you're talking about. Let me go, motherfucker! Turn me lose. Don't you know who I am?

A butterfly knife appears in Foxx's hand. A moment later Sinclair's little finger is missing. Sinclair screams are drowned out by the radio.

SINCLAIRE (CONT'D)

You touch me again and you'll all pay. You hear me. Who do you think you are? Don Corleone? You ain't shit! That punk, Scott, ain't shit! Dee wasn't shit either!

FOXX

Now that we have your attention ---

He tosses the knife over his shoulder. Scott steps out of the darkness and snags it out of the air without looking. He slowly advances on Sinclair.

SCOTT

(calmly)

You will talk to me, motherfucker. It's been a bad day for me and I've got nothing left to lose. I won't be stopping with your fingers.

He moves closer. Sinclair suddenly realizes what time it is. He cracks. The begging, pleading and bargaining gush.

CUT TO:

EXT. LION'S DEN ENTRANCE - NIGHT

A CLOSE UP of a digital wrist watch reads 2:30 A.M. Two burly guards stand in front of the club entrance. A few people arrive, are checked out and go inside.

(CONTINUED)

CONTINUED:

Sinclair (hand bandaged) approaches with one of the soldiers, DEZ, from the Morningside projects. She has a small automatic discreetly trained on Sinclair's back.

DEZ  
(whispered)  
You walk straight, tall and proud,  
Mr. Sinclair, or you will catch a  
hot one.

One of the guards pats Sinclair down.

GUARD  
You're late. The boss is pissed.

The guard moves to search her next. She steps back and gets the quick drop on both guards with the automatic.

Before either man can react Scott, Kylo and Foxx have slipped out of the darkness and are on them. Foxx slices through the wires running to the exterior security cameras.

INT. LION'S DEN - BACK ROOM

The victory celebration has started early. Nickedemus, Mussilini and a handful of lieutenants are uncorking the champagne. Some wild ass hottie freaks join them.

NICKEDEMUS  
It's all ours now, man. All ours.

Nobody notices the security camera blinking out behind them.

INT. LION'S DEN ENTRANCE -

The two inside bouncers are taken off guard when their exterior counterparts come crashing into the club. The permanent disconnect comes a second later when Scott, Kylo and Foxx rush in. The guards go for their guns and are cut down in mid-motion.

Scott, armed with a pump shotgun and a 9mm turns to Sinclair.

SCOTT  
Trick!

A single shot to the head closes the book on Sinclair.

CONTINUOUS ACTION -

A fast paced shoot out breaks. Chaos ensues. People flee. People scream. Tables overturn. People hit the floor. Nickedemus' soldiers rush in and are met head-on by Scott, Kylo and Foxx shooting their way through the club. Dez covers their rear.

Sudden panic slams the men in the rear areas. Security cameras catch snatches of the action on the main floor.

The Morningside assault unit stands back-to-back in the center of the room and blast everything that moves or doesn't look right. An unlucky civilian gets caught up in the crossfire. The place fills with gun smoke. Now they fan out toward the back rooms.

Mussilini charges out of a side door firing an AK. Scott dives for cover behind the bar.

Now they are locked into a fierce, close range gunfight. Kylo gets an AK spray full in the chest. Foxx grabs Mussilini and blasts him repeatedly with an automatic.

Scott shotguns in the door of a back room. Nickedemus turns to face him. He has a human shield in front of him a gun planted to her head. For a brief moment the men lock gazes from across the room.

The lights go out. They both fire. The woman is unharmed but Nickedemus has disappeared from the room. Scott kicks in the next door down. The room is empty.

SCOTT

Come out, motherfucker! Don't hide. Come and get some of this!

The sound of POLICE SIRENS grows louder. Scott kicks in another door. Nickedemus has left the building.

Back in the main room Foxx and Dez stand amid the carnage. Foxx is wounded badly. Dez holds him up. Scott runs in.

FOXX

Give me the gun! You guys roll!

SCOTT

I'm not leaving you ---

FOXX

The police are here! You stay to help me and nobody gets away.

(MORE)

(CONTINUED)



## EXT. MORNINGSIDE PROJECTS - MORNING

Scott exits his former headquarters. He turns and gives it one last look - then he walks away. A few beats later and he notices the helicopters circling overhead. Cops start pouring into the projects from every direction. This is a major raid. Squad cars, lockup wagons and tactical vehicles block all of the entrances.

Scott tries to lose himself in the crowd. He is singled out and ordered to lay on the ground. A moment later Syke hits the ground beside him. Their hands are cuffed behind them. As they and the remainder of the crew are hauled off Syke manages to get off a whisper --

SYKE

They've got the dope.

CUT TO:

## INT. PRISON CELL - DAY

The cell door clangs shut behind him. The sound ECHOES. Scott looks around his new environs.

SCOTT (V.O.)

Fuck prison! The spirits of a lot of good brothers have been crushed behind walls like these. Anybody who tells you that prison is a good thing is a liar and can suck my dick. And anybody who believes that bullshit deserves what they get. Consider this: Nelson Mandela was the only person who ever came out of prison and became president. The rest of us? Shit.

Scenes of prison life play under Scott's VOICE OVER. He surveys the bleak, maximum security landscape. Small cells. Bars. Overcrowding. Razor wire. Long phone lines. Abuse - given and taken. Trigger happy guards. Ominous, dark buildings that make the Morningside Projects look like Disneyland.

SCOTT (CONT'D)

I'm not fooling myself. I belonged in prison. We were so consumed with our costly gang war with Nickedemus that we got sloppy on the other end.

(MORE)

(CONTINUED)

CONTINUED:

SCOTT (CONT'D)

The cops planted undercover agents in and took us down. I thought I was slick -- but I guess not that slick. The Morning- side operation was over. Busted beyond repair. And it was none of that bullshit about running it from prison. That shit was over. I was officially out of the drug business.

I guess I got lucky - if you call it that. I was still in prison but the only thing they could nail me for was conspiracy. The trafficking and possession with intent to distribute charges were both dropped for lack of evidence. I got four years but it could've easily have been fifty. Now the trick was staying alive.

I learned that Jahmel was the one that fingered Carla. He got sent up too. That was his misfortune. We had unfinished business and I was determined to finish it. I managed to stay to myself for the first two or three months. Then that shit changed up.

INT. SCOTT'S CELL - NIGHT

Scott is at his tiny desk writing. Suddenly he becomes aware of three other men - all black - in the cell with him. Scott grabs up a stool. Two of the men rush him and pin his arms. Scott prepares for the worse.

The third man - MUMIA, the obvious leader - scouts around Scott's cell. He's late forties and tough as rusty nails. Mumia stops when he sees the handwritten Frost poem taped over Scott's bunk. He reads the first lines out loud and then laughs.

MUMIA

This fucking guy's a poetry lover. What's your name?

SCOTT

Scott.

MUMIA

I'm Mumia Shakur. Look, some shit is going to be hitting soon.

(MORE)

(CONTINUED)

CONTINUED:

MUMIA (CONT'D)

Your best chance of staying healthy is to stick with us. The Spanish Kings and the Aryans got some beef brewing and it's sure to draw us all into it sooner or later. We always get drawn into it. There's safety in numbers. We're watching each other's backs. We'll talk later, poetry lover. And --- stay gold.

The three men exit as quietly as they appeared. Scott is left wondering what had just happened.

DISSOLVE TO:

EXT. PRISON YARD - DAY

Scott is seated on the bleachers finishing the last few pages of "The Art Of War". Mumia is holding court not far away.

SCOTT (V.O.)

Mumia was quite a character. He was inside for a list of offenses so long hat you could ski down it. Despite the lawlessness in his life he was really a wise man. Some of the stuff he schooled me about sounded like it came directly out of Dee's mouth. It was that deep. I've learned a lot from him in a short period of time. And for whatever reason he's been watching out for me. I think it has to do something with that poem. That's okay. He carries weight around here.

Scott finishes the last page and closes the book. He looks over at Mumia.

SCOTT (CONT'D)

This dude, Sun Tzu, had the game all figured out. Thanks for hiping me to him.

MUMIA

Any soldier from any battlefield can relate to him. I thought you'd go for it.

SCOTT

What else you got?

(CONTINUED)

CONTINUED:

Mumia hands him a copy of "Soledad Brother" by George Jackson.

MUMIA

This one's a little different but it still has a few jewels. Brother Jackson was sharp on revolution and the unification of Black people.

SCOTT

I'll read it and we'll rap.

A WHISTLE sounds. The inmates in the yard line up and start inside. On the way across the yard -

SCOTT (CONT'D)

That night when you came into my cell. You recognized the poem I had on the wall. Like you'd seen it before.

MUMIA

And?

SCOTT

Does it mean anything to you?

Mumia smiles mysteriously.

MUMIA

I'll tell you about it one day, young blood. One day.

As they are entering the building another line of inmates is heading in the opposite direction. Scott recognizes a familiar face and reacts immediately.

ANGLES -

Scott bolts from his line and attacks an inmate in the next. He knocks Jahmel to the ground and starts punching him. Mumia leaps in and separates them just as the guards swoop in.

Jahmel, who we now see is wearing Muslim headgear, is led away by one of his people. Mumia and Scott continue on to their cell block.

MUMIA

What the fuck was that all about?

(CONTINUED)

CONTINUED:

SCOTT

That's that crack head motherfucker  
I told you about. He dined me out  
and cost me the life of my girl.

MUMIA

You know he's a Muslim now?

SCOTT

So? He's still a deadman to me.

MUMIA

It don't work that way in here.  
Not among the brothers. I'm going  
to arrange a face-to-face with him  
and his people. We'll see what we  
can work out.

SCOTT

We ain't gonna work shit out. He's  
a statistic already.

MUMIA

That might be -- but we're going to  
do things the way they should be  
done. Got it?

SCOTT

Cool. I can wait. The verdict is  
the same. He's one dead mother-  
fucker.

DISSOLVE TO:

INT. PRISON AUDITORIUM - NIGHT

In one corner of the large room two groups of men - six  
apiece - face each other. Everyone at this meeting is black.  
Jahmel and Scott sit on either side of a table. Mumia and  
his people stand behind him. Some Muslim brothers stand with  
Jahmel. A lookout keeps watch. Mumia is moderating the  
exchange.

JAHMEL

(humbly)

I apologize from the bottom of my  
heart for the pain I have caused  
you. I realize that there are no  
words -- there is nothing I can say  
that can erase the poison and  
hatred that you feel towards me. I  
can only ask for your forgiveness.

(MORE)

(CONTINUED)

CONTINUED:

JAHMEL (CONT'D)

I was a zombie addicted to evil in the form of crack cocaine. Once I came here I got my life together through the teachings of Islam. I pray that we will be able to work through this.

Scott tries to remain calm when he replies.

SCOTT

Wasn't I good to you, Jahmel? Didn't I dig deep to help you? You --- you --pay me back by getting Carla killed.

JAHMEL

I can only say ----

SCOTT

Fuck that! Be ready, because it's coming.

JAHMEL

I am taught that only Allah can ---

SCOTT

That's all I'm saying.

JAHMEL

I will defend myself if I have to but please believe me, brother Scott, this is not the way.

The meeting has run it's course.

MUMIA

(to Scott)  
Final words?

SCOTT

Have your shit ready!

MUMIA

(to Jahmel)  
Final words?

Jahmel shakes his head "no".

MUMIA (CONT'D)

Then it's all about when and where.

(CONTINUED)

CONTINUED: (2)

Sadly Mumia adjourns the face-to-face.

DISSOLVE TO:

INT. PRISON GYM - DAY

Scott is working out - monster push ups, heavy bag, fighting stances - a warrior prepping for battle. He takes a break and notices Mumia standing nearby. The older man throws him a towel.

MUMIA  
Getting ready?

SCOTT  
You damn right.

MUMIA  
I've got a question for you, young-  
blood. Do you really know what  
you're getting ready for?

SCOTT  
Of course I do. What are you  
saying?

MUMIA  
This: Your boy Sun Tzu said -  
"Above all else, know your enemy".

SCOTT  
Yeah?

MUMIA  
That man, Jahmel, betrayed you.  
That's true. But I read him as  
having changed. I think he is  
truly sorry for what he has done.

SCOTT  
Why are you worried about it?

MUMIA  
Because, even if this is prison, we  
don't need one more black man  
killing another. And what you're  
talking about is not an ass  
whipping. It's a fight to the  
death. A challenge and a duel.

SCOTT  
I ain't afraid to die.

(CONTINUED)

CONTINUED:

MUMIA

Have you really thought it through?

SCOTT

Yes. But if you're going to tell me that the real enemy here is the white man don't waste your time. White people didn't kill Carla, Dee, Sanchez and the Sotos. Niggas did. It's time for somebody to pay up.

MUMIA

If you want to find the real enemy you might want to look a little closer. Think about your own actions for a moment. How responsible are you for what happened? The man was strung out on crack. Distributing crack to the community was your business. You were a major supplier. It could've easily been some of your product that set him out on that road to hell. And make no mistake about it - he was living in hell. Think about how many lives that were ruined with the poison that you were pouring into the community. Who pays up for that? What's the answer, Scott? Where does one's responsibility end and the next man's begin?

This is precisely the view point that Scott would rather not think about - but he does anyway.

SCOTT

Why are you hitting me with all of this noise?

MUMIA

I've heard you say more than once that you were tired of death. Tired of the endless cycle of death and retaliation. Prove it. Let this one go.

SCOTT

I can't.

(CONTINUED)

CONTINUED: (2)

MUMIA

You won't. Look, Scott, I see something in you that I never saw in myself or anybody else. I see a chance. You've got a chance to work through this and leave this part of your life behind. You've got the chance to leave all of this killing and revenge shit behind you. You've got a chance to live and make something of yourself. So take it. Some day the killing has got to stop. If you fight with Jahmel and don't get killed in the process you are going to spend the rest of your life behind these bars. You won't get away with it so don't even entertain that notion. You'll die inside of these walls --- just like me. Scott, you're a good nigga with a good heart. You don't deserve to die in here. Look, man, you've got time. Use it. Don't let it use you.

The words are having an effect. Mumia sits down beside Scott.

MUMIA (CONT'D)

I ran into that Robert Frost poem - the one in your cell - about twenty-five years ago. I was on a bus and this white guy came up and gave it to me.

SCOTT

(incredulous)

You're shittin' me. That happened to me.

MUMIA

I wish I was shittin' you. No, I'm being straight. I could never figure out what it meant or why it was given to me -- but I always held onto the thought that it would mean something one day. I never saw that guy before or after. When I saw the poem in your cell I felt an immediate connect. I've got no idea what it means. But you must admit - that's some freaky shit.

(CONTINUED)

CONTINUED: (3)

SCOTT

A white guy on a bus, huh? What are the odds of that?

MUMIA

There ain't no odds to cover that bet. The point is to "stay gold". You can do that. You can put this death and misery behind you - if you give your- self that chance. You're a smart young man. You can get beyond this and do something with your life. Think about it. Think about it hard.

Mumia exits the weight room. Scott thinks. He thinks hard.

DISSOLVE TO:

INT. SCOTT'S CELL - DAY

Books are piling up in Scott's cell.

SCOTT (V.O.)

I put a stay on my duel with Jahmel. It wasn't called off completely but for the time being that worked for everybody. Maybe I would be able to forgive him one day. One day.

Things settled down into a routine. I got a job in the prison library and ended up reading everything I could get my hands on. Mumia was always close by and giving up the knowledge.

EXT. THE YARD - DAY

A spirited basketball game is in progress. The whistle blows and the inmates head back into the cell blocks. At the other end of the yard a fight breaks out. It quickly escalates and before long twenty Aryans and Spanish Kings are slugging it out. The guards descend and try to restore order. Mumia looks on and shakes his head.

MUMIA

Oh shit --- it's begun.

(CONTINUED)

CONTINUED:

Scott is in the group of inmates that are herded back into the buildings. He glances over his shoulder at the melee in the yard

SCOTT (V.O.)

What Mumia had long been predicting had finally popped off. I'm not sure how the brothers were going to be drawn into a war between the Hispanics and the Aryans but I was assured that it was only a matter of time. Mumia had us walking in groups and watching each others back. It was an ugly atmosphere.

INT. THE SHOWER - DAY

The showers are emptying out. Scott is one of the last men in. Lathering up he notices that the guard is not at his post.

Through the steam, he sees the surprise attack coming. Scott ducks under the blade and lays the Aryan attacker on his back. Two more appear and, weapons in hand, start toward him. Scott backs into a corner. He grabs a trash can as a shield.

From out of nowhere Mumia and another brother - MUSTAFA - appear. They mix it up with the Aryans and now the guards rush in. Weapons are ditched as the inmates are swarmed. As they are being led away -

MUMIA

Welcome to the war, junior.

DISSOLVE TO:

INT. PRISON LIBRARY - DAY

On the surface things appear peaceful. Scott stacks books. Mumia reads with one eye open to trouble.

SCOTT

It's been real quiet lately.

MUMIA

Silence can be deceptive.

SCOTT

You've got a cool answer for everything. Do you think it's over?

(CONTINUED)

CONTINUED:

MUMIA

It's almost run it's course. But not yet. How's that book going?

SCOTT

I never thought that I'd enjoy a biography about Einstein.

A GUARD approaches Scott.

GUARD

You've got a visitor, Solomon.

SCOTT

(suspiciously)  
I'm not expecting any visitors.

GUARD

You got a visitor. Okay?

He hands Scott a pass and exits. Scott and Mumia follow him.

SCOTT

Maybe it's my lawyer. But she would call first.

MUMIA

Just stay alert. Things don't usually go down in the visiting area. But watch your back anyway.

They pause at the point where they'll separate. Mumia's handshake lingers.

MUMIA (CONT'D)

I'll meet you on the yard later.

SCOTT

(smiling)  
Stay black till then.

MUMIA

You stay gold.

They move away in opposite directions. Before entering the visiting area Scott takes a backward glance. He sees Mumia disappearing around a corner.

INT. PRISON VISITOR'S ROOM - DAY

Scott finds his booth. Facing him on the other side of the glass is a shock - his mother - Cheryl Solomon.

(CONTINUED)

CONTINUED:

She looks radiant. Scott slowly approaches their first face to face exposure in over eight years.

SCOTT  
Momma --- I ---

CHERYL  
Son --- Scott --- I'm sorry. I'm  
sorry ---

Words fail them. The raw emotion of the moment impacts. Hands are pressed against the glass and the tears are flowing. Several moments pass before they can speak.

SCOTT  
You don't have nothing to --- to  
apologize for. You did what you  
had to do.

CHERYL  
I've missed you, baby. I couldn't  
take it any longer. I had to see  
you.

SCOTT  
It's good to see you too.

CHERYL  
I need to get this out. I so sorry  
--- and ashamed of what I did to  
you. You must understand that ---  
that ---

SCOTT  
Momma - you don't have to explain  
it. That's not necessary. I've  
waited an eternity to hear you say  
those words. But now I just want  
to know that you're doing good.

CHERYL  
I'm good. Life has really  
improved. I appreciate those  
periodic gifts you sent our way.  
Most of it was used for Lucas'  
school -- and his medical bills.

Scott casts his eyes down.

SCOTT  
How's Lucas?

(CONTINUED)

CONTINUED: (2)

CHERYL

It's okay, baby. He's getting along fine. Just fine.

SCOTT

He looks good - from a distance. I hear he's smart.

CHERYL

He's real smart. I'm so proud of him. He's in U.C.L.A. now. He's doing good.

Cheryl turns and a woman steps up behind her. She is the woman Scott saw with his mother earlier.

CHERYL (CONT'D)

Scott, this is Ella. She's my friend and --- and --- she's the person in my life. I needed to tell you that.

Scott's reaction is warmer than expected.

SCOTT

I understand. Hello, Ella. I'm Scott. Pleased to meet you.

ELLA

Good morning, Scott. I've heard a lot about you. It's good to finally meet you.

SCOTT

I'm glad that you're happy, Mamma.

CHERYL

How about you, son. How are you doing in here?

SCOTT

Well --- it's prison.

A series of loud, shrill WHISTLES sounds. Scott becomes alert. Activity intensifies around them.

CHERYL

What's that?

(CONTINUED)

CONTINUED: (3)

SCOTT

Sounds like lockdown. Look, mamma - thanks for coming but please don't come to see me anymore. I'm glad to see you --- but please don't come back. I ain't mad at you. I don't want you to see me like this.

A voice over the INTERCOM proclaims visiting hours to be over. Guards enter the area wrangling out prisoners and visitors. One indicates to Scott that his visit is over - now.

SCOTT (CONT'D)

Don't come see me no more, Mamma. I'll find you. I love you.

Scott is hustled away. Cheryl looks on tearfully.

EXT. PRISON YARD - SEVERAL ANGLES

A heavy rain has started up. Under heavy guard the inmates are herded back to their cell blocks. The prisoners are made to halt as two hospital gurneys are hustled by. Scott's eyes widen in shock. The second gurney carries the body of Mumia under a blood spattered sheet. He is dead.

SCOTT

Mumia!

GUARD

Back in line. No talking.

Scott puts his anger and despair in check. The prisoners are ordered to double time it across the yard. As they run Mustafa leans in close.

MUSTAFA

Don't worry, my brother. Retaliation will be swift and merciless. Patience.

DISSOLVE TO:

INT. SCOTT'S CELL - NIGHT

Scott lays awake in his bunk. "CHILL OUT, THINGS GONNA CHANGE", by John Lee Hooker, plays softly on the radio.

(CONTINUED)

CONTINUED:

SCOTT (V.O.)

That night I laid awake thinking. Death was like an eternal factor in my life. Carla, Sanchez, the Soto brothers, Dee and, now, Mumia. I was all cried out. No more tears would fall from these weary eyes. There was only an empty aching feeling in my heart. A long painful absence that never went away. I was tired of death and retaliation but I couldn't stop now. I had to avenge a fallen comrade. I had to even the score. Mumia deserved that much.

Scott's cell door silently slides open. He retrieves a homemade shank from a hiding place under the bed. Shadows of silently moving men approach.

SCOTT (CONT'D)

Payback was happening tonight and I was ready to take down as many Aryans and Kings as I could.

A group of armed and determined looking black inmates pass by the cell. Scott prepares to join them. Mustafa and another brother step into his cell and head him off. Mustafa takes the shank away from him.

SCOTT (CONT'D)

What's up? Get out of my way.

MUSTAFA

Not this time.

SCOTT

What?!?!? Move out of my way!

MUSTAFA

Mumia left specific instructions. You are to be kept out of this fight. He didn't want this for you.

Scott tries to brush pass. Mustafa pushes him back.

MUSTAFA (CONT'D)

Sorry, brother. It's the way it is.

(CONTINUED)

CONTINUED: (2)

The cell door slams behind Mustafa and the other man as they exit. The second man positions himself outside of Scott's cell.

SCOTT

Let me out! Move out of my way!  
I've got to do this. Let me out!

The man guarding his cell doesn't respond. He looks straight ahead. Scott screams himself hoarse.

DISSOLVE TO:

EXT. PRISON YARD - DAY

Scott looks out over the yard.

SCOTT (V.O.)

That was the last bad night of action. Just as suddenly as it had began it was over. I don't think that anybody even remembered what started it. But it was over. Maybe it didn't really happen -- but you'd have to ask Mumia and a whole bunch of other dead and injured guys if it was real or not.

I thought about Mumia every day. I'd repeat a lot of the stuff he used to say to me. He was full of wisdom and now he's dead over some prison bullshit. What a waste. Jahmel got hurt in the gang wars and got transferred to another facility. So much for my personal revenge.

DISSOLVE TO:

EXT. PRISON ENTRANCE - DAY

Scott walks out of prison a free man.

SCOTT (V.O.)

I bided my time and stayed out of trouble. I got time off for good behavior and was out in three. Some of that time off was for not taking part in the riot. I considered that a gift from Mumia. Thank you, my brother.

(MORE)

(CONTINUED)

CONTINUED:

SCOTT (V.O.) (CONT'D)  
Thank you for seeing that which I  
couldn't see.

DISSOLVE TO:

MONTAGE -

Scott is driving down a highway. The road sign reads: LOS  
ANGLES 100 MILES.

SCOTT (V.O.)  
Unlike the last time I was incarce-  
rated I knew exactly where I was  
going when I got out. My mother  
and Ella moved out to L.A. to be  
close to Lucas. Twyla and Scotland  
were out there too. And that's  
where I set my sights.

Scott is seen moving into his West Hollywood apartment.  
Right now there are empty rooms, bare walls and two  
suitcases. One is filled with money.

SCOTT (CONT'D)  
That nest egg I put away for a  
rainy day was waiting for me when I  
got out. There's something to be  
said for thinking and planning  
ahead.

In a warehouse, Scott is driving a fork lift around.

SCOTT (CONT'D)  
I even got a nine-to-five gig.  
Just to stabilize myself and my  
time. I had a couple of small  
businesses that I was going to  
involve myself in - but that was  
all in good time.

I was flipping through the paper  
one day and saw a familiar name.  
It was a fund raising affair.  
Well, why not? Nothing ventured ---

DISSOLVE TO:

INT. HOTEL BALLROOM - NIGHT

A charity / fund raising event is underway. The speakers  
have spoken and now the drinking and dancing have gotten  
underway.

(CONTINUED)

CONTINUED:

Scott is laying back and keeping his eye on one of the keynote speakers - Dr. Katherine Howard. Gathering his courage he advances.

SCOTT

May I have this dance, Dr. Howard?

Katherine turns and a hint of recognition crosses her face. She accepts. After a few moments -

SCOTT (CONT'D)

You may not remember me but my ---

KATHERINE

--- name is Scott Solomon.

SCOTT

You remembered.

KATHERINE

You leave quite an impression.  
You're a long way from New York.

SCOTT

I stay mobile. It's hard to hit a moving target.

The song ends.

SCOTT (CONT'D)

Can I buy you a drink?

KATHERINE

Why not?

They grab some drinks and drift off to a side table.

SCOTT

I read in the paper that you'd be here and decided to come and say hello.

KATHERINE

Hello, Scott.

SCOTT

The last time we saw each other in New York ---

KATHERINE

Excuse me, Scott. I need to say something --- Thanks.

(CONTINUED)

CONTINUED: (2)

SCOTT

Thanks?

KATHERINE

Yes. Thanks.

SCOTT

For what?

KATHERINE

For the generous gifts that kept my clinic running for the past four years. I appreciate that. From the bottom of my heart.

Scott is caught off guard.

SCOTT

That was supposed to be anonymous. Or at least secret.

KATHERINE

It was for a while. I finally hired a detective.

SCOTT

There have been several times throughout my life when I thought I was doing something in secret - and each time I've been uncovered.

She holds his hand tenderly.

KATHERINE

In this case - it's a good thing. Your contributions were a godsend. I couldn't have continued without your support. Thank you again.

The SHOT PULLS BACK on Katherine and Scott having an earnest chat.

DISSOLVE TO:

INT. SCOTT'S LIVING ROOM - PRESENT DAY

Scott loads up a final tape into the mini cassette. He checks the time.

(CONTINUED)

CONTINUED:

SCOTT

Well - I was surprised to learn that she had been keeping tabs on me. She knew about my quick exit from the drug business. I guess there are no more secrets. So, she agreed to go with me to Lucas' graduation and then to take me up on my long, lost dinner invitation. Life is strange, huh?

He pauses the machine gathering his thoughts. He switches it on again.

SCOTT (CONT'D)

Well, that's the story up until this point. My life has been a trip. One strange thing after another. There's been a lot of pain but right now - I wouldn't trade anything.

It's not over. Not by a long shot. I don't know what is awaiting me but I feel that there is some kind of a sign, a marker or a beacon out there that will guide me in the right direction. I hope I recognize it when it comes.

As for right now - I'm a happy guy (checking the time) with a beautiful woman picking him up in a half hour. Story to be continued.

Scott switches off the tape recorder.

CUT TO:

EXT. U.C.L.A. CAMPUS - LATE AFTERNOON

SEVERAL ANGLES -

The graduation is a gala, happy affair. Katherine and Scott listen as Lucas gives the valedictorian address. Scott tries to hide the tear that is sneaking down his cheek.

The ceremony is over and now the family has gathered around Lucas. When the younger brother sees Scott approaching he drops everything and runs to hug his brother. They embrace and the tears start again.

(CONTINUED)

CONTINUED:

Cheryl, Ella, Twyla and Scotland join in the group hug. No one wants to let go. This is the ultimate Kodak moment and everyone is into it. Katherine is introduced and she is warmly welcomed. She gets to take the family group photo. Several are taken of her and Scott together.

DISSOLVE TO:

INT. RESTAURANT - NIGHT

The graduation / reunion behind them, Scott and Katherine have settled into a cozy, romantic dinner. Things are going well. She reaches out and strokes his hand.

KATHERINE

I'm so glad that you've reconciled with your mother and brother. Those kind of things are so important.

SCOTT

I know. I missed them. I really didn't know how much until today.

KATHERINE

Twyla and her daughter are very nice also.

SCOTT

Yeah. She's a cool lady. Her husband, the guy with all of the cameras, is supposed to be a big time Hollywood producer.

KATHERINE

So -- how are you doing, Scott?

SCOTT

To tell you the truth, I've never been better. I've got to say - and this is no b.s. - that this is the happiest day of my life. I'm not shitting you either.

KATHERINE

I don't think you are.

SCOTT

And being with you here, right now, just makes it all the more special.

(CONTINUED)

CONTINUED:

KATHERINE  
You're making me blush.

He kisses her hand - and then the world freezes. A man stands up several tables away. He walks pass their table. In mid-stride the SHOT ramps down into SLOW MOTION.

The man passes and then the memory kicks in. Without a word to Katherine, Scott grabs a steak knife off of the table and slips out of the booth.

KATHERINE (CONT'D)  
Scott? What is it?

SEVERAL ANGLES -

Just as the man is about to enter the men's room Scott steps in behind him and places the knife at his back.

MAN  
What?!?!?

SCOTT  
Shut up and keep walking!

MAN  
But wait --- you've got the wrong --

SCOTT  
I said walk!

Discreetly hiding the knife Scott marches the man ahead of him and out of a side door.

EXT. RESTAURANT -

Scott guides the man into a dark area behind the eatery.

SCOTT  
Turn around and face me, deadman.

The man turns slowly and is revealed to be Nickedemus.

SCOTT (CONT'D)  
Recognize me?

NICKEDEMUS  
No, man. I've never seen you.

Scott backhands him.

(CONTINUED)

CONTINUED:

SCOTT

It's too late for lying. What do the names Dee, Santos and the Soto brothers mean to you?

Nickedemus recognizes. He stammers. He chokes.

NICKEDEMUS

Man, don't do it. I --- I've got a wife and kids now. I'm not in that business any more. Don't ---

SCOTT

It's time to pay up, bitch.

Scott moves in and Nickedemus surprises him by knocking the knife out of his hand. Scott and Nickedemus lock up in a brutal fist fight. They are evenly matched and it could go either way.

The expensive suits rip and tear as they hit the asphalt. Nickedemus pins Scott against a trash dumpster and pulls a small pistol from an ankle holster. Scott freezes. Nickedemus hesitates.

NICKEDEMUS

I always knew that one day my enemies would catch up with me. I never showed mercy so I don't expect you to. I don't want to kill you but ---

From somewhere behind them Katherine screams out Scott's name. He takes advantage of the distraction and snatches the gun from Nickedemus. Scott punches him to the ground.

Nickedemus is beaten. He is on his knees and bows his head like he is ready to accept the inevitable bullet to the brain. Scott stands over him and takes aim. The moment SLOWS down. His HEARTBEAT echoes. A flood of micro-fast images plays out in Scott's head:

- His father sliding dead down the wall.
- Lucas laying wounded on the porch.
- Scott and his young cronies on the subway.
- Scott emerging from juvenile detention.
- Scott's heart to heart talk with Dee on the bridge.

(CONTINUED)

CONTINUED: (2)

- Dee rolling out of the car and coming up firing.
- Scott and Twyla making love after Dee's death.
- Scott, Foxx and Santos applauding in the background at the opening of their community rec center.
- Carla and Scott sharing an intimate laugh.
- Scott carrying Jahmel into the clinic.
- Scott holding on to a dying Carla.
- Scott, Foxx and Kylo bringing the gunsmoke to The Lion's Den.
- Scott getting busted in front of Mornigside Projects.
- At the prison Mumia leans in close and says "The killing's got to stop someday".
- Katherine takes a happy group photo at the graduation.
- Scott's father's brains slide down the wall.

Scott screams and pulls the trigger. He fires off the entire clip at close range. The SOUND stays in the air. When the smoke clears -

SCOTT  
(calmly)  
Look at me.

CLOSE -

Whimpering and surprised to still be alive Nickedemus opens one eye. Scott places the gun next to his head and pulls the trigger. <CLICK!> The chamber is empty. His victim flinches.

SCOTT  
Bang!

He places the gun between the eyes and pulls the trigger again. <CLICK!>

SCOTT (CONT'D)  
Bang!

He puts the gun under Nickedemus' chin and pulls the trigger a third time. <CLICK!>

(CONTINUED)

CONTINUED:

SCOTT (CONT'D)

Bang! You are dead. And you will stay dead. I will never see you again because you are dead to me. Stay dead. Forever.

His words have impacted. Nickedemus "gets it". Scott slowly rises and tosses the gun aside. He looks back at the sobbing mess that once was his most bitter enemy. He turns and looks into the startled face of Katherine Graham. She had followed him out and saw and heard everything. An uneasy moment between them. Then -

SCOTT (CONT'D)

Let's go.

He starts off down the alley. She follows him out.

CUT TO:

INT. CAR - NIGHT - MOVING

Katherine is behind the wheel. Neither speaks.

KATHERINE

Where to?

SCOTT

The beach ---- please.

THE BEACH - NIGHT

Katherine and Scott sit on the hood of her car watching the moonlight on the waves. Finally he speaks.

SCOTT

That man back there was directly responsible for some terrible things in my life. I'm talking about death to people who were very close to me. I swore that when I saw him again I was going to kill him. (beat) I guess --- I don't know. I could've pulled the trigger but ---

KATHERINE

But you didn't.

SCOTT

I'm sorry things had to turn out like this, Katherine. I really am.  
(MORE)

(CONTINUED)

CONTINUED:

SCOTT (CONT'D)

It was such a great day. And ---  
Look, I need to hang by myself for  
a minute. Sort it all out. I'll  
get back into town.

KATHERINE

You sure?

SCOTT

Yeah.

She gets into the car.

SCOTT (CONT'D)

I'd like to see you again,  
Katherine. But --- I understand if  
my past is a little too heavy to  
handle.

She gives him a long, thoughtful look.

KATHERINE

I'll call you, Scott. I will.

Scott watches as she drives away. Who knows? Maybe she  
will. He starts to walk along the beach. The full moon is  
high and bright on the water.

DISSOLVE TO:

EXT. STREET - LATER

It's late. Sunrise is not too far off. Scott has put in a  
lot of miles and a lot of thought. Tired, he steps aboard  
the light rail leading back into the city.

INT. LIGHT RAIL CAR -

Scott settles in. After a while he becomes aware of the only  
other person riding in the car with him. Scott attention  
drifts out of the window. Suddenly he notices the other  
PASSENGER standing in the aisle next to him. The white guy -  
now vaguely familiar - leans in.

PASSENGER

I've got a poem I want you to check  
out. It's Langston Hughes (Beat)  
This time I'll make it a twenty.

The man holds out a twenty dollar bill. Slowly a smile  
creeps across Scott's face.

FADE OUT -

# Chain of Title

## Chain of Title

**Live 2 Tell** is based on an original story and screenplay written by Tupac Shakur.

Shakur wrote this screenplay while incarcerated in Upstate New York. Documentation of this event includes the rapper's own words, in the feature documentary, *Tupac: Resurrection*, and the biography, *Tupac Shakur Legacy*, by U.S. writer, director, producer, poet, activist, and educator Jamal Joseph (p.45).

NStar owns the Option to all motion picture and allied rights of every kind and character in and to the original and revised screenplay written by Tupac Shakur, tentatively entitled "Live 2 Tell." The Option Agreement includes "Representations, Warranties and Indemnification." and "Ownership" clauses.

In addition, we have obtained (below) verification from the U.S. Library of Congress of Afeni Shakur having Copyright registration of the original and revised screenplays.

Even with the above statement, information to establish the Chain of Title has been requested from Afeni Shakur's attorneys. Once NStar receives the information, it will be reviewed and verified by our General Counsel.



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Copyright Catalog (1978 to present)  
 Search Request: Left Anchored Title = Live 2 Tell  
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*Live 2 tell original.*

**Type of Work:** Dramatic Work and Music; or Choreography

**Registration Number / Date:** PAu003011668 / 2006-04-20

**Title:** Live 2 tell original.

**Notes:** Screenplay.

**Copyright Claimant:** Afeni Shakur

**Date of Creation:** 1995

**Copyright Note:** Cataloged from appl. only.

**Names:** Shakur, Afeni

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# Production Budget & Schedule

## **Schedule/Timing of Production?**

- We are projecting pre-production beginning mid January 2013 and shooting beginning March 11 for 7 weeks.
- We are projecting 20 weeks for post production.

## Production Budget & Schedule

A detailed production schedule has already been completed. The production budget for *Live 2 Tell* follows.

**LIVE 2 TELL  
PRODUCTION BUDGET**

Prep: 8 Weeks  
 Rehearsal: 1 Week  
 Shoot Days: 35  
 Post Weeks: 20  
 Locations: Detroit, MI  
 35mm

Director:  
 Producers: Preston Holmes, Dwight Williams  
 Unions: WGA, SAG, DGA Lobud 4c, IATSE Lobud Level 3, Local 600, Teamsters  
 Budget Date: 032812

Acct#	Category Description	Page	Total
11-00	STORY & OTHER RIGHTS	1	669,874
12-00	PRODUCERS UNIT	1	1,402,600
13-00	DIRECTION	2	257,404
14-00	CAST	3	819,755
15-00	CAST TRAVEL & LIVING	7	120,566
<b>19-99</b>	<b>Total Fringes</b>		<b>374,886</b>
<b>TOTAL ABOVE-THE-LINE</b>			<b>3,645,085</b>
20-00	EXTRAS & CROWDS	9	241,575
21-00	PRODUCTION STAFF	13	490,237
22-00	ART DIRECTION	15	144,285
23-00	SET CONSTRUCTION	16	210,288
24-00	SET OPERATIONS	20	301,301
25-00	SPECIAL EFFECTS	22	86,579
26-00	SET DRESSING	23	283,354
27-00	PROPERTY	26	113,199
28-00	PICTURE VEHICLES / ANIMALS	27	6,753
29-00	WARDROBE	27	298,971
30-00	MAKEUP & HAIR	29	170,176
32-00	LIGHTING	30	290,633
33-00	CAMERA	31	534,134
34-00	PRODUCTION SOUND	33	130,663
35-00	TRANSPORTATION	34	837,727
36-00	LOCATION	38	954,276
38-00	PRODUCTION FILM & LAB	50	56,000
40-00	TESTS	50	10,500
<b>44-99</b>	<b>Total Fringes</b>		<b>1,041,122</b>
<b>TOTAL PRODUCTION</b>			<b>6,201,773</b>
45-00	EDITORIAL	51	341,375
46-00	MUSIC	52	325,000
47-00	POST PRODUCTION SOUND	52	189,340
48-00	POST-FILM/VIDEO	52	128,235
49-00	TITLES	53	15,000
50-00	SPECIAL PHOTO EFFECTS	53	15,000
<b>64-99</b>	<b>Total Fringes</b>		<b>99,771</b>
<b>TOTAL POST PRODUCTION</b>			<b>1,113,721</b>
65-00	PUBLICITY	54	13,250
66-00	LEGAL & ACCOUNTING	54	79,850
67-00	INSURANCE	54	2,000
68-00	PRODUCTION OFFICE	55	80,083
<b>79-99</b>	<b>Total Fringes</b>		<b>7,320</b>
<b>TOTAL OTHER</b>			<b>182,503</b>
	Insurance : 1.2%		133,717
	Completion Bond : 2.5%		278,577

<b>Acct#</b>	<b>Category Description</b>	<b>Page</b>	<b>Total</b>
	CONTINGENCY : 10.0%		1,114,308
	<b>Total Above-The-Line</b>		<b>3,645,085</b>
	<b>Total Below-The-Line</b>		<b>7,497,997</b>
	<b>Total Above and Below-The-Line</b>		<b>11,143,082</b>
	<b>Grand Total</b>		<b>12,669,684</b>

# Proposed Shooting Location

## Shooting Location and Production Tax Incentive

- We have assessed three potential shooting locations; all have some beneficial tax incentives (credits): New York, Detroit and Atlanta.
- New York because that's where Tupac sets the story.
- Detroit because it has a 27%-32% tax incentive.
- Atlanta because it has a 25% tax incentive, plus a wealth of local resources – equipment, vendors, experienced crew and talent.
- Producers have selected Detroit, MI because of the 27%-32% tax incentive and because of its visually-creative fit as a viable alternative for the look-and-feel of the city where the story is based, as envisioned by Tupac.

## Proposed Shooting Location



### POTENTIAL LOCATIONS UNDER CONSIDERATION FOR “LIVE 2 TELL”

#### New York City, NY

**Pros:**

- 2nd most extensive pool of acting talent in America lives in this city.
- Extremely strong pool of experienced film crews live in the NYC area.
- Major locations required for the film are in this city or vicinity.
- State and City has strong Tax Incentive Plan available for film productions.
- Extensive network of local film vendors that can provide equipment & supplies.
- Extremely large pool of talented background actors live in this city.
- Extensive network of small, medium and large stages available for filming.
- Well established, highly professional, film commissions available to assist film productions.

**Cons:**

- Recent surge in filming activity in NYC has driven up demand for the most experienced crews. This has created an “artificial wage increase,” making it difficult to hire the most capable crew members to

work on lower budgeted productions which pay reduced wages.

- Some of the NYC crafts unions are difficult to deal with on low budget productions. Their work rules create conditions that make it extremely challenging to cost effectively produce low budget films under their labor agreements.
- Recent surge in filming activity in NYC has driven up costs of location site rentals.
- Recent surge in filming activity in NYC has driven up prices for film supplies & equipment.
- Frequent filming in NYC has jaded most of the residents. This has resulted in creating conditions that make it very expensive to shoot in many desirable areas of the city due to constant use by film companies.
- Because NYC is a year round, world class, tourist destination, the costs of facilities, supplies, accommodations, vehicles, transportation, etc., are inflated due to this constant demand from tourists. This demand keeps prices higher than in similar cities. Thus operating in New York costs more and it is harder to negotiate reduced rates.
- Extensive filming in NYC has set precedents where many municipal services are not offered for free as they are in cities with less frequent filming experiences.
- Extensive filming in NYC has created precedents where hiring non-speaking actors, (i.e., Extras) are bound by extensive union work rules, which often are very costly for low budget film productions, attempting to stretch their dollars.
- Frequent filming over the years in NYC has removed the novelty of filmmaking and replaced it with a mercenary attitude in most interactions with the public. This results in many activities, supplies and services costing the film company money that would normally be provided for free or at reduced rates in communities which have less filmmaking activity.
- Weather is severe during winter months and makes filming problematic.

## Detroit, Michigan

### Pros:

- Film crew base lives mainly in the Detroit area.
- Major locations required for the film are in this city or in vicinity.
- State has a 25% to 32% Tax Incentives Program available for qualified film productions.
- Detroit has a network of local film vendors that can provide equipment & supplies.
- Some small and medium stages are available for filming in the Detroit area.
- State & local film commissions available to assist film productions.
- Costs of filming not inflated as this city has much less film work than NYC.
- Lack of frequent feature filming usually results in film friendly communities that welcome the jobs films bring, are curious about the filming process and don't attempt to gouge the production as happens in
- cities, such as NYC where filmmaking is frequent and many citizens and vendors have turned mercenary.
- Local crews are more appreciative of the jobs and are more flexible about work rules, rates and conditions.
- All background actors are non union in Detroit and therefore much cheaper to employ.
- Detroit is not a year-round world class tourist destination like NYC, therefore, the costs of facilities, supplies, accommodations, vehicles, transportation, etc., are not inflated year-round due to the

constant demand from tourists. This lack of demand keeps prices lower and allows the production to negotiate favorable deals with vendors during slow periods of the year.

- Location site rentals are normally cheaper than cities with frequent filming.

**Cons:**

- Most principal and supporting cast members will need to be flown in, with housing and per diem expenses paid during their stay.
- Strong possibility that some key film crew department heads may be flown in, with housing and per diem expenses paid during their stay.
- Weather is severe during winter months and makes filming problematic.
- Specialized filmmaking equipment may need to be imported.

## Atlanta, Georgia

**Pros**

- 5,440 film crew members state wide.
- State and City has a strong Tax Incentives Plan available for film productions.
- Atlanta has an extensive network of local film vendors that can provide equipment & supplies.
- Some small, medium and large stages are available for filming in Atlanta area.
- State & local film commissions available to assist film productions.
- Cost of filming is not as inflated as NYC.
- Lack of frequent feature filming usually results in film friendly communities that welcome the jobs films bring, are curious about the filming process and don't attempt to gouge the production as happens in cities such as NYC where filmmaking is frequent and many citizens and vendors have turned mercenary.
- Georgia is a "right to work state" so this permits hiring of union crew members and non union crew members on the same crew. There is no financial saving, as we must still pay the full union payroll agreements, but this does allow for more diverse crew hiring than states restricted to only union members in good standing.
- Atlanta has a broad and diverse community of African American filmmakers.
- Local crews are more appreciative of the jobs and are more flexible about work rules, rates and conditions.
- All background actors are non union in Atlanta and therefore much cheaper to employ.
- Atlanta is not a year round, world class, tourist destination like NYC. Therefore, the cost of facilities, supplies, accommodations, vehicles, transportation, etc., is not inflated due to this constant demand from tourists. This lack of demand keeps prices lower and allows the production to negotiate favorable deals with vendors during slow periods of the year.
- Location site rentals are normally cheaper than cities with frequent filming.
- Atlanta has recently had very successful relationships with African American Film Producers from Tyler Perry's company. This recent success has positioned the city and the government to be especially supportive of another group of African American Producers looking to set up filming in their town.
- The Tupac Shakur Memorial & Garden is located in Atlanta Georgia. His mother, Afeni Shakur lives in Atlanta. If we film in Atlanta, this will multiply the possibilities to cross connect and cross market the Live 2 Tell film in numerous publicity situations with The Tupac Memorial and Afeni Shakur.

**Cons:**

- Most principal and some supporting cast members may need to be flown in, with housing and per diem

expenses paid during their stay.

- Strong possibility that some key film crew department heads may be flown in, with housing and per diem expenses paid during their stay.
- Some of the locations described in the script, (i.e. high rise housing projects) do not exist in Atlanta in the style as described in the screenplay. The script will need some adjustments to accommodate what does exist in Atlanta.

# Tax Incentive Plan

## Tax Incentive Plan

We believe that any financial gains from tax incentives for shooting **Live 2 Tell** in another state or city will be outweighed by the net costs associated with shooting **Live 2 Tell** outside of New York City, NY.

### PRODUCTION INCENTIVES

	Georgia
<b>Type of Incentive:</b>	Transferable tax credit (one transfer to one or more transferees, 5-year carry forward)
<b>Maximum Benefit:</b>	20% of the "base investment" in the state, plus 10% if the qualified production activities include a "qualified Georgia promotion"

	Michigan
<b>Type of Incentive:</b>	Michigan film production assistance program (refer to footnote)
<b>Maximum Benefit:</b>	The parameters and processes for the film production assistance program have yet to be defined

### JURISDICTION COMPARISON

	New York
<b>Type of Incentive:</b>	Refundable film production credit (if the credit is $\geq$ \$1,000,000, but $<$ \$5,000,000, it is payable in equal amounts over 2 years; if the credit is $\geq$ \$5 million, the refund is payable over 3 years from the date it can be claimed; Pool 2 funds cannot be claimed until the later of completion or the year following the "allocation year"); refundable post-production tax credit (payable over 2 years); there is also an investment tax credit for qualified film production facilities
<b>Maximum Benefit:</b>	30% of qualifying production local spend (facility, location, and post-production costs); 10% of the qualifying post-production spend (if 30% credit not claimed); 4% to 5% of the eligible investment credit base

	<b>Georgia</b>	<b>Michigan</b>	<b>New York</b>
<b>Compensation and Project Caps/ Funding Per Year:</b>	\$500,000 cap per salaried employee paid by W-2; no salary cap if production company pays an individual subject to 1099 reporting (e.g., personal services contract, loan-out company payments)	\$25,000,000 funding for the fiscal year beginning October 1, 2011; the parameters and processes for the film production assistance program have yet to be defined	\$420,000,000 a year through the 2014 calendar year, with up to \$7,000,000 a year of that amount allocated to the post-production credit
<b>Project Criteria:</b>	Minimum local spend = \$500,000	The parameters and processes for the film production assistance program have yet to be defined	Two categories of eligible productions: Level 1 and Level 2
<b>Application Considerations:</b>	Submit initial applications no sooner than 90 days before production commences (response = 3-5 days)	Fee = \$100 per registration and .5% of each credit is deducted as an application and redemption fee payable to the "Michigan Film Promotion Fund," reducing the benefit to 31.5%, 26.5%, and 24.5% respectively for production and personnel, 49.5% for qualified job training, and 24.5% for infrastructure investment; submit initial application before production commences; application approval required before production can start claiming Michigan spend (approval response = 4 - 8 weeks)	Submit initial application at least 10-180 days prior to principal photography (response = meeting following application submission to determine approval - note meeting approximately 5-7 days before principal photography); submit final application within 60 days of completing production

	<b>Georgia</b>	<b>Michigan</b>	<b>New York</b>
<b>Hotel Occupancy Tax Relief:</b>		Hotel Occupancy Tax Relief Available	
<b>Sales Tax Relief for Productions:</b>	<p>Sales &amp; Use Tax Relief for Productions Available</p> <p>For details, refer to Georgia Sales &amp; Use Tax Exemption Rules.</p>		<p>Sales &amp; Use Tax Relief for Productions Available</p> <p>For details, refer to the New York State Department of Taxation and Finance.</p>

**Qualified Production Expenditures Equipment/Supplies**

<b>In-State Vendors:</b>	YES	POSSIBLE (contact Film Office, qualified production costs yet to be defined)	YES
<b>Out-of-State Vendors:</b>	NO (confirm with local Film Office)	POSSIBLE (contact Film Office, qualified production costs yet to be defined)	YES
<b>Fringes Paid for Qualified Payroll:</b>	YES	POSSIBLE (contact Film Office, qualified production costs yet to be defined)	YES (see qualified expenditures listing for more details -- contact local Film Office)
<b>Taxes Paid for Qualified Payroll:</b>	YES	POSSIBLE (contact Film Office, qualified production costs yet to be defined)	YES (see qualified expenditures listing for more details -- contact local Film Office)

	Georgia	Michigan	New York
<b>Qualified Compensation Expenditures Above-the-Line</b>			
<b>Residents:</b>	YES	POSSIBLE (see Loan-Out Company Considerations above; withholding requirements must be met for payments to qualify; contact Film Office, qualified payroll costs yet to be defined)	NO
<b>Non-Residents:</b>	YES	POSSIBLE (see Loan-Out Company Considerations above; withholding requirements must be met for payments to qualify; contact Film Office, qualified payroll costs yet to be defined)	NO
<b>Qualified Compensation Expenditures Below-the-Line</b>			
<b>Residents:</b>	YES	POSSIBLE (see Loan-Out Company Considerations above; withholding requirements must be met for payments to qualify; contact Film Office, qualified payroll costs yet to be defined)	YES
<b>Non-Residents:</b>	YES	POSSIBLE (see Loan-Out Company Considerations above; withholding requirements must be met for payments to qualify; contact Film Office, qualified payroll costs yet to be defined)	YES

**Georgia**

**Michigan**

**New York**

**Additional Information**

**Application Information:**

Submit initial applications no sooner than 90 days before production commences (response = 3-5 days)

Fee = \$100 per registration and .5% of each credit is deducted as an application and redemption fee payable to the "Michigan Film Promotion Fund," reducing the benefit to 31.5%, 26.5%, and 24.5% respectively for production and personnel, 49.5% for qualified job training, and 24.5% for infrastructure investment; submit initial application before production commences; application approval required before production can start claiming Michigan spend (approval response = 4 - 8 weeks)

Submit initial application at least 10-180 days prior to principal photography (response = meeting following application submission to determine approval - note meeting approximately 5-7 days before principal photography); submit final application within 60 days of completing production

# Market Analysis and Positioning

NStar Entertainment controls all distribution rights for *Live 2 Tell*. As of today, all cable-window rights are available for discussion. We (NStar) have not made any post-theatrical commitments for *Live 2 Tell* and we are open to further discussions.

# Market Analysis and Positioning

## 1. Market Analysis on Black Urban Action Films

Black urban action films have proven to be a profitable genre. Due to their reality-based plots, they tend to have less need for stunts and special effects than their mainstream counterparts. And therefore can be made with a fraction of the budget, allowing for greater returns.

For example, *Boys n the Hood* had an estimated budget of \$6 million but grossed over \$57 million, while *Menace II Society's* budget was an estimated \$3.5 million and grossed nearly \$28 million. Another popular urban action film, *New Jack City*, had a budget of roughly \$8.5 million and grossed over \$47 million. Even a movie like *Set It Off* with its car chases and crashes had a relatively low budget of \$9 million and grossed over \$36 million.

In fact only one of the thirteen urban action films MEE has worked on, failed to make a profit in the box office.

## 2. Positioning Urban Action Films

When it comes to action films targeting the urban youth audience, they demand a reality-based script that is fast paced and has plenty of conflict and suspense. The addition of male/female relationships that contain romance and sexuality is secondary but adds to the appeal for urban youth.

The appeal is less dependent on the elaborate special effects or stunts of mainstream action movies like the *Mission Impossible* series in order to be captivate the target audience.. Action movies for this audience equal reality-based scenarios centered on intense conflicts, guns, shootings and police conflicts. Music intertwined into the film is also critical with urban action films. Successful urban action films that followed this formula include *Menace II Society*, *Boyz n the Hood*, *New Jack City* and *Set It Off*.

Overall, for action films, conflict is king first and foremost. Next is talent, and not necessarily big name stars, but rather actors that can create characters the audience can relate to and credibly reflect that reality sentiment. Tyrin Turner and Larenz Tate from *Menace II Society*

are two examples of relatively unknown actors at the time that galvanized audiences with their realism. If a big time star is used, then it must be a star that the audience can see in the image of the role and isn't stereotypically considered an actor of another genre.

### 3. Marketing Consideration for Advertising Components based on MEE's Market Research on Urban Comedies

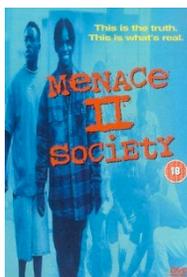
#### Marketing Considerations (Titles)

Titles for movies targeting urban markets should relate to the plot of the movie and not be misleading. Urban youth interpret titles literally; therefore simple and straightforward titles help avoid multiple interpretations, many of which can be potentially confusing to the audience.

The power of a simple title is reinforced when looking at the successful urban action films mentioned earlier: *Menace II Society*, *Boyz in the Hood*, *New Jack City* and *Set It Off*. These titles contained urban vernacular and when combined with the marketing materials gave the potential viewers a clear idea of where the film was going. Of course it is also essential that the movie pay off on the promise of the title. Failure to do so can trigger the word of mouth dynamics in a negative way. Wry, ironic or ambiguous titles are potential pitfalls for this sector.

#### Marketing Considerations (Posters)

When creating a poster for action films targeting urban audiences, the poster should be simple and highlight the main characters in their element portraying the demeanor they possess in the film. The tagline should be short and to the point and provide a glimpse of the plot of the film. Examples of posters from successful action films are below:



### **Marketing Considerations (Trailer)**

Trailers for urban action films should be fast-paced clips, highlight the characters and contain music that sets the tone of the film. The trailer must provide a good representation of the plot using clips with relevant character dialogue, while showcasing some of the action in the film (guns, conflict, male/female relationships, etc.).

Also with action film trailers, the last thing the audience hears and sees will leave a powerful impression. Like the line, "The Hunt is On, and You're the Pray" from *Menace II Society* when Kane's teacher is talking to him or the exchange between Frankie and Stonie in *Set It Off* when they were counting money after a robbery, "'Is it ours?' 'Yes!'"

### **Marketing Considerations (Television Spots)**

Television spots for action films should have the same formula as trailers, but with only 30 or 60 seconds to work with, it is important to have voiceover narration to present the film plot. Narration is often the best way to outline the storyline for the viewer and can tie together the quick edits of the clips.

# Go-To-Market Strategy

# Go-To-Market Strategy

## OVERVIEW

*Live 2 Tell* is a unique property in the world of multicultural features. Different than the unauthorized biopic about Tupac being produced by Morgan Creek, *Live 2 Tell* is the only screenplay authored by the man himself. Written during his incarceration, *Live 2 Tell*, reflects many of the traits that have gone on to characterize his legacy. It is prescient as to his ultimate fate and, as a result, cements his status as a martyred prophet intertwined with his virtuoso musical acclaim. These elements create a one-of-a-kind opportunity to engage all of the disparate elements of the Tupac legion.

To begin with, our initial research shows that his legion is comprised of:

1. **Original Cohorts.** These 30 to 45 year-olds experienced Tupac's career in person, are still fans of his music and comprise a critical audience for this launch. They have a special communal relationship and are often the ones that insist on holding true to the original experience. This audience will be drawn to this film by their fandom for Tupac and their curiosity to explore his creative abilities as a scriptwriter.
2. **Youthful Devotees.** These 15 to 25 year-olds are the focal point of the launch strategy, since they attend movies at the highest rates of any audience and will connect to the film on multiple levels. This audience has been drawn to Tupac by the realness of the messages in his music, view him in a prophetic light and embrace his authenticity as both a rebel and a poet. It was members of this audience to whom Tupac referenced with his quote, *"I'm not saying I'm gonna change the world, but I guarantee that I will spark the brain that will change the world."* This audience remains enormous fans of his music and urban-themed films.
3. **Pure Music Fans.** There is a rabid fan base that is fueled primarily by the music of Tupac. It is the reason why he still ranks as one of the all-time favorite rap artist, even 15 years after his death. This community will get a large, straightforward appeal to the film through the 13 unreleased Tupac tracks that are available to be licensed and linked to the launch strategy.

With such a broad-based appeal, it is our plan to begin the marketing outreach well before the traditional marketing of feature films usually begins.

## THE STRATEGIC PLAN (TO FOLLOW THE OUTLINE OF DISTRIBUTION PLAN...)

While our full research into the execution of the plan has not been completed, the overall strategic direction has been articulated. Within the context of the general considerations for marketing urban-themed titles, we have specific executions anticipated for this title.

### Early-Stage Viral Marketing

Having sampled the market demand for “all things Tupac,” we know that the anticipation for a new creative project from his hand will be the perfect tool to stir the imagination and passions of the Original Cohorts and Youthful Devotees. The Pure Music Fans will be added in a more traditional timeframe. The first element of planning is to capture the process of making the film. A “Behind-the-Scenes Making of Tupac’s *Live 2 Tell*” will be mapped and filmed throughout the process. This is not just for the distribution of a special to be aired in a traditional launch sequence, but also to create the elements to seed social networks and a viral word-of-mouth campaign that is still being fully articulated.

The story arcs for the Original Cohorts will be a more linear reveal that is themed to tap into the notion that finally Tupac’s screenplay has been protected, preserved and shepherded to the big screen by those that knew him then like Preston Holmes (and who introduced him to the film industry). With respect, authenticity and care...his voice will be heard again. Elements will be delivered to all the locations and media preferences of those aging Gen X-ers that remember him in the first person. The reveals will tap into the evolving sense of “Could it be true” to “It is true” to “I *must* see it.”

The younger Youthful Devotees are typically more aggressive and adventuresome in their technology pursuits and habits. For this group, the earlier reveals will be more challenging to find and ambiguous. However, with the Tupac association and the ability to tie reveals into contest, the motivation to uncover “what it all means” will certainly engage these early adopters in this pursuit. Again, a detailed reveal strategy will tap into their specific media-usage profiles.

### Traditional Rollout

Once the project gets to the pre-launch phase a traditional rollout is anticipated. Here, the three sub-groups will continue to get customized attention. A central web repository will capture the essence of the *Live 2 Tell* experience. His legacy, prophecy and music will all be present, with direct appeals to the story taking center stage.

The individual fan segments will have elements of the *Live 2 Tell* experience published to all relevant components of their unique media landscape. This will be segmented by awareness-

building elements, information components, engagement platforms and finally, conversion strategies. Each will be invited through a micro-site that speaks to their unique POV as it relates to Tupac and this movie. The large, core experience will speak to everyone.

Tupac's music will be essential to this effort, including a number of unreleased tracks that will be brought to market in conjunction with *Live 2 Tell*. Tupac-inspired merchandise, contests and concerts will engage the audience in the *Live 2 Tell* experience by allowing them to express their own creativity and connect to artists that were close to Tupac and still resonate today.

The "Making of Tupac Special" will be offered to the broadcast community at this point with the potential of bringing category sponsors to the market as well. Regarding the sponsorship component, a separate plan is anticipated to reintroduce Tupac to the broader corporate community. This plan could include radio and television advertising, along with a PR tour with cast members. It is critical that the corporate community contextualize Tupac's importance to the urban community (marketplace) in order to understand the impact an association with this movie might be able to supply to their goods, services and products. The audience for this film is important, not just for its voracious consumption of popular culture, but also its trendsetting ability to catapult products to general-market adoption. Thus, an authentic and engaging affiliation with such an iconic figure's story could prove very useful to corporate sponsors.

## SUMMARY

The essential strategy for bringing *Live 2 Tell* to market is the execution of our research-informed core beliefs. We understand the audience better than anyone else. We will bring them a story packaged to reflect how they see themselves in the world and bring it to them through the media channels they prefer. This respect for the market has been proven successful countless times by the NStar Team. The marketplace has evolved to the place where consumers can make these demands and those who embrace this dynamic will increase their odds of success significantly.

# **Outline of Distribution and Release Strategy**

**including P&A Estimation**

# Outline of Distribution and Release Strategy including P&A Estimation

## Exhibitors/Theatrical Distribution Strategy

After studying the theatrical distribution of a large number of films with urban/African American themes, the Company has concluded that it will gain the optimum financial return by targeting its initial releases to the Top 10 urban markets with the largest African American audiences. On average, 35%-45% of NStar's theatrical distribution revenues will be achieved from the initial ten target markets:

If warranted, distribution will be expanded to cover carefully selected theaters in the Top 25 metropolitan areas and the South (where more than 54% of African Americans still live). Sixty five to seventy percent of the company's theatrical revenues are earned when carefully selected theaters in expansion markets are added.

NStar's distribution strategies will be managed day-to-day by CEO Ivan Juzang with guidance and consultation from Russell Schwartz and Robert Raleigh, both who are extremely successful and highly-regarded executives in the field of film and TV distribution and marketing. As the former President of Domestic Marketing for New Line Cinema, Focus Features and an executive with other highly successful Hollywood film studios, Russell Schwartz is well-known to the theater chains across the country that serve urban/African American moviegoers. The consummate professional, he has long-standing relationships with the key exhibitors that NStar will target for its releases and with the top distribution organizations in the business—those that consistently deliver for their clients.

**P&A Estimation**

# of Limited Release Markets for P&A

**Top 50 Urban Markets**

Prints (2,000 Prints for a Total of 2,000 Screens for Top 50 Markets)	\$3,750,000
Other Releasing Costs (Renting Distribution Company) Markets)	\$1,000,000
Domestic Advertising	
Basic	\$5,000,000
Support Media	\$6,500,000
Total Domestic Advertising	\$11,500,000
Additional Website/Social Media/Texting Expenses	\$ 500,000
<b>TOTAL P&amp;A ESTIMATION</b>	<b>\$16,750,000</b>

# Director Options

## Is there an attached Director?

- Ernest Dickerson directed Juice, Tupac's most iconic film.

## Director Options

### Ernest R. Dickerson

<http://www.imdb.com/name/nm0225416/>

#### Filmography:

*The Walking Dead* – (TV Series) – 2010-2011

*Treme* – (TV Series) – 2010-2011

*Last Man Standing* – 2011

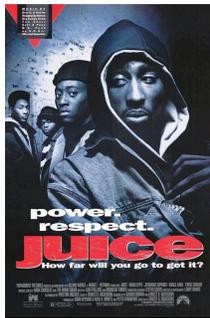
*The Cape* – 2011

*Dexter* – (TV Series) – 2008-2010

*SGU Stargate Universe* – (TV Series) – 2009

*Juice* – 1992

#### Bio:



Ernest R. Dickerson attended Howard University, where he majored in architecture and photography. In the latter capacity, Dickerson filmed student operations for Howard's medical school. He went on to New York University, where he manned the cameras for fellow student [Spike Lee](#)'s first directorial project, [Joe's Bed-Stuy Barbershop: We Cut Heads](#). He matriculated to professional director of photography for the 1984 [John Sayles](#) feature [Brother From Another Planet](#). Two years later, he renewed his association with [Spike Lee](#), photographing such efforts as [She's Gotta Have It](#) (1986), [School Daze](#) (1988), [Do the Right Thing](#) (1989), [Mo' Better Blues](#) (1990), [Jungle Fever](#) (1991), and [Malcolm X](#) (1992). He also added a welcome dash of cinematic know-how to "monologue" films like [Robert Townsend](#)'s [Eddie Murphy Raw](#) and Eric Bogosian's [Sex, Drugs, Rock & Roll](#). Dickerson made his directorial debut with [Juice](#) (1992), a [Lee](#)-like dissection of a black street gang. Ernest Dickerson has since directed several episodes of the 1992 TV revival of [The Untouchables](#) (1993), as well as the feature-length [Surviving the Game](#) (1994), and [Tales From the Crypt Presents: Demon Knights](#) (1995). ~ Hal Erickson, Rovi

(Bio from: Fandango.com)

Link: <http://www.fandango.com/ernestr.dickerson/biography/p87756>

# Proposed Cast

(Pending Testing Research by MEE)

## Is there attached talent/cast?

- NStar is focused on securing top talent for the principal role/main character of “Scott.” Based on a number of focus groups with urban youth, Scott was the “most liked” and “relatable” character.
- There are a number of terrific actors who could play Scott (i.e., Michael Ealy, Columbus Short or Nate Parker)
- To increase the film’s international box office numbers, NStar is pursuing talent with proven global appeal and recognition for several of the other key roles.
- For the role of “Dr. Katherine,” for example, NStar will seek actresses Halle Berry and Thandie Newton.
- Pursuing actors such as Idris Elba or Chewitel Ejiofor to play the mentor role as the character “Dee” will also expand Live2Tell’s international appeal.
- Casting name actors such as Tyrese Gibson or Ice Cube as “Dee,” would broaden the film’s appeal to the hip-hop generation, one of our primary target audiences.

## Proposed Cast

### Proposed Cast: "Scott"

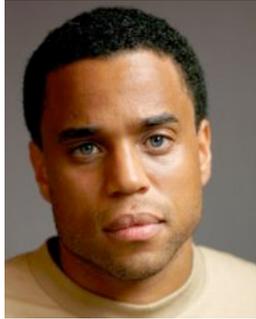
Nate Parker

[IMDB](#)



Michael Ealy

[IMDB](#)



Columbus Short

[IMDB](#)



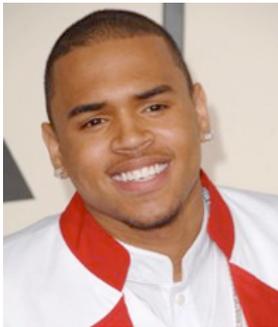
T.I.

[IMDB](#)



Chris Brown

[IMDB](#)



### Proposed Cast: "Cheryl"

Thandi Newton

[IMDB](#)



Tasha Smith

[IMDB](#)



Viola Davis

[IMDB](#)



Elise Neal

[IMDB](#)



## Proposed Cast

### Proposed Cast: "Jahmel"

Omar Epps

[IMDB](#)



Wood Harris

[IMDB](#)



Common

[IMDB](#)



Mos Def

[IMDB](#)



### Proposed Cast: "Carla"

Rihanna

[IMDB](#)



Taraji P. Henson

[IMDB](#)



Keke Palmer

[IMDB](#)



Meagan Good

[IMDB](#)



Janelle Monae

[IMDB](#)



Alicia Keys

[IMDB](#)



## Proposed Cast

### Proposed Cast: "Dee"

Idris Elba

[IMDB](#)



Jeffrey Wright

[IMDB](#)



Ice Cube

[IMDB](#)



Tyrese Gibson

[IMDB](#)



Tyler Perry

[IMDB](#)



Ice T

[IMDB](#)



Chewitel Ejiofor

[IMDB](#)



## Proposed Cast

### Proposed Cast: “Dr. Katherine”

Halle Berry

[IMDB](#)



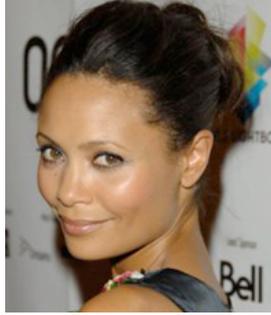
Jada Pinkett

[IMDB](#)



Thandi Newton

[IMDB](#)



Carmen Ejogo

[IMDB](#)



Alicia Keys

[IMDB](#)

