





UNIVERSAL CABLE PRODUCTIONS

HAPPY!

PILOT

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EXT. BROOKLYN - NIGHT

Snow falls over the city. Covering dirt and soot and grime with fluffy white sugar. Almost beautiful if you don't look too close. A homeless man raises his head to the night and puts out his tongue, catching snowflakes. As nearby:

A moth-eaten, ragged man in a Santa Claus costume rings a bell outside a MALL - *we will know him as*

VERY BAD SANTA.

The mall bleeds garish colored light. Soulless Christmas music echoes from inside.

And now a little girl -

HAILEY HANSEN (8)

- is drawn like a moth to the flame of the cheap and glittering facade -

She attempts to make eye contact with SANTA as her mom drags her toward the entrance. But SANTA does not turn to watch her - with bad intent - until she's already past.

INT. THE MALL

HAILEY'S eyes go wide as she is swept into the throbbing pulsing pop music-driven flashing capitalist sideshow inside!

For the first time we see MOM:

AMANDA HANSEN (30)

The crowd crushes in - signs and video are hyping up a personal appearance by

SONNY SHINE - 40s, a Willy Wonka-style, grinning TV personality. Surrounded by a colorful menagerie of costumed furry friends known as the WISHEES.

CROWD

So-nny Shine! So-nny Shine!

AMANDA is impatient, irritated; people are bumping them, pushing past.

HAILEY

I can't see!

AMANDA

Don't worry sweetheart...

She lifts HAILEY and tries to hold her up as over the PA:

M.C.

*They call him the man who MADE
Christmas for thousands of
underprivileged young Americans.*

Music rises, a roar from the crowd.

M.C.

*He's America's best pal! The man
who makes the sun shine!*

The crowd surges forward. AMANDA is forced to put HAILEY down. She clutches her hand tightly in the chaos - AS:

SONNY SHINE makes his entrance -

- descending on a giant golden cartoon sun on cables, "radiating" shimmering tassles... A pale, sickly child sits in his lap, grinning wildly. SHINE is lowered to the stage -

- where bizarre costumed creatures - think Barney the Teletubby - romp and play, tossing glitter and brandishing giant candy canes. These "Wishees" seem as much the rock stars as Sonny himself in the eyes of the screaming kids.

M.C.

SONNY SHINE!

The crowd goes wild. Sonny throws out gifts.

SONNY

Not just ONE! Not just TWO!

Everyone yells, joins in the catch phrase.

SONNY

It's THREE WISHES!

HAILEY

(joining in)

THREE WISHES!

They are being crushed from all sides.

AMANDA

Screw this.

She drags HAILEY back, away from the surge.

AMANDA

I'm sorry, sweetheart but -

Looks down: she is holding a different child's hand. A little boy looks up at her, confused.

AMANDA

Oh my God ... Hailey?

Another MOM appears, yanks the little boy away from her.

MOM

Get your hands off my son!

AMANDA

(searching the crowd)

I'm sorry, I -

MOM

Don't you know children are being snatched left and right these days? I ought to report this -

AMANDA shoves the outraged woman aside.

AMANDA

HAILEY!

AS:

HAILEY moves forward, through the crowd, almost hypnotised. Then she STOPS - she seems to be speaking to an invisible playmate.

HAILEY

We'll go back. As soon as I see Sonny.

(reacts to a voice only she can hear)

But I only want one wish -

(frowns)

That's not true. Don't be mean.

Just then - the SONNY spots her in the crowd. He smiles and waves.

HAILEY

Mr. Sunshine! I only need -

But she's swept away in the crowd.

The sick kid pulls a lever and the Christmas display comes to life - the crowd pushes in; HAILEY is shoved farther and farther out -

She pops out at the side of the stage, behind a wall of speakers.

HAILEY

(to no one)

What do you mean, run away?

She backs up, trying to get a better view - and bumps right into

VERY BAD SANTA. He grins. He's wearing a GRILLE w/ MERRY XMAS spelled out, one letter per tooth.

He holds out his hand. While, on the other side of the crowd -

AMANDA

Somebody must have seen her!

MALL COP

You're frightening people, lady.

MOM

HAILEYYYY!

AMANDA pushes past the Mall Cop, desperately searching the crowd. SONNY SHINE tosses glitter and gifts. It's a madhouse.

No one notices as

SANTA passes by, ringing his bell, heading out of the mall. Big Santa sack over his shoulder. Something inside weakly kicks.

END TEASER

EXT. THE CITY - NIGHT

A VESPA zips through city traffic, blasting through updrafts, zagging across curbs. Driven by

A COURIER (20s), hoodie under a parka, backpack loaded up.

He passes Christmas trees, lights, happy families - a winter wonderland of holiday cheer.

MUSIC: A chorus of children sing JINGLE BELLS -

Jingle Bells, Jingle Bells, Jingle all the way! Oh, what fun it is to--

SMASH CUT TO:

INT. BATHROOM - NIGHT

NICK SAX is projectile vomiting into a urinal. Oh, what fun!

He steadies himself, wipes his mouth with a sleeve. Look at this guy: 40s. A 6'2" locomotive wreck in a worn out trenchcoat --

He steadies himself in the mirror... this is the face of a man who's lost it all. Skin flaking with eczema; dead-eyed - but with something volcanic smoldering down deep behind them -

SAX

Well ain't I just a peach.

He belches. Stumbles out into--

INT. DOWNTOWN DIVE BAR - NIGHT

-- a mostly empty bar. Dive does not begin to describe this place. He leans on the bar, motions to the bartender.

SAX

Cleansing my palette. Where were we?

The bartender grimaces at the smell, pours SAX another shot.

SAX

Right. How could I forget?
 (making eye contact with
 an unfortunate patron)
 The hell you looking at?

SAX focuses - outside the window, the VESPA has pulled up to the curb. It idles there, puffing exhaust.

EXT. CITY STREET - NIGHT

SAX kicks the door open, lurches out onto the street to the VESPA.

SAX

Well ho, ho, ho. What's Santa got
 for me tonight?

The COURIER regards him flatly - digs into his backpack and hands SAX a BIG YELLOW ENVELOPE.

COURIER

Cheers.

SAX opens the envelope, takes a peek. Three photos. We don't see them. But they raise SAX'S eyebrows.

SAX

Interesting. Verrry interesting.

He claps the COURIER on the back, too hard.

SAX

Gonna be a busy holiday season for
 you and me both by the looks of it.

COURIER

Don't know nothin' about it, Satan.

He zips away.

SAX

Hey, Merry X... ah fuck it.

PRELAP over SAX'S ravaged face:

PAL (O.S.)

Nick Sax... is a CUNT.

CUT TO:

INT. BACK ROOM - NIGHT

The 3 FRATELLI BROTHERS - PAL (28), BEPPO (25) and PAULIE (32) - gathered around a table. Archetypal Jersey boy punks.

A noisy, steamy CHINESE KITCHEN bustles through a half open door.

A YELLOW ENVELOPE sits in the middle of the table - *just like the one we just saw SAX receive*. A photo sits next to it: SAX. Black and white. Not so flattering.

PAL

See, some guys are pussies. Then you got your dicks, your assholes - but Sax? Nick Sax is a professional, stone-cold, cast-iron cunt.

BEPPO

I heard he used to be a cop.

PAL

(nods)

Eight, nine years ago. I'm not talking some ass jockey on the beat. I'm talking Dirty Harry/ Steve McQueen/ TJ fuckin Hooker--

BEPPO

So what happened?

PAL

Usual. Trouble with some cooze. Got his ass thrown off the force and ended up down here in the dirt with rest of us. These days he'll pull a trigger for anyone who's got the lettuce.

(collective shrug)

Dude lost it all. You feel me? He don't got nothing else to lose. And you better believe - a son of a bitch with jack shit to live for is the toughest son of a bitch to kill.

BEPPO

It's ironic when you put it that way. So why ice him?

MIKEY (O.S.)
 Maybe he knows too much.

MIKEY FRATELLI (21) - the 4th FRATELLI brother - enters the room.

MIKEY is slicker than the others. Gucci scarf, designer pea coat; shiny shirt/skinny tie underneath.

Eyes way too haunted for a guy that young. He hangs his coat on a hook.

PAL
 Mikey?

ALL TOGETHER
 MIKEY!

They are on their feet, giving him kisses and back slaps.

PAL
 Welcome home, Mikey. Back from the old country. We missed ya, bro.

PAULIE
 No one knew you was back.

MIKEY
 (nervous)
 I left straight from the funeral.

Uncomfortable beat. The brothers raise glasses.

BEPPPO
 A moment of silence for Don Columbo, God rest his soul. And to think:
 (claps his back, too hard)
our little Mikey, sittin right by the bedside as the Great Man passed on to his just reward.

They drink - slam the glasses down on the table.

PAULIE
 Looks like the four Fratelli Bros are gonna kick some ass tonight. Just like old times.

PAULIE slides the yellow envelope across the table. MIKEY glances at it - loosens his tie; looks a little sick. He knows what it means.

MIKEY

Count me out. I got something for Uncle Blue. Straight from the Don. It can't wait.

BEPPPO

Bro. Priorities. A little ballistic therapy first. Then you go kiss the ring. Uncle Freaky ain't goin' noplac.

MIKEY

(uncomfortable)

For Christ sake, I ain't even unpacked yet.

PAULIE

S'a matta, baby bro? Afraid of gettin blood on your Dolce and GafuckinBana?

INT. THIRD FLOOR APARTMENT - NIGHT

A run down room. Radiator clanking out a losing battle.

A man dressed in a full sized PRAWN COSTUME - pink legs, antennae - leans back in a chair, getting blown by

ANGEL - 20s, strung out - a hooker in a cheap Halloween ANGEL COSTUME. HALO on a spring over her head, rocking to and fro.

This is every kind of wrong, and getting worse by the second.

PRAWN MAN

So it turns out they used -
research - statistical shit -

ANGEL

Listen pal, could ya hurry it up? I got an 11 o'clock, supposed to be here any minute-

He gently directs her back to business. Raises a hammer in his hand - there's a smoldering spliff wedged in the claw end. Takes a loooong drag.

PRAWN MAN

(continuing on)

They proved that hookers, see -
hookers like you - working peak
holiday periods - you actually
occupy the same economic *niche* as a
department store Santa Claus -

He takes a last drag and raises the hammer - he is about to
smash it down onto her head. But not... until...

PRAWN MAN

(eyes rolling back)

A time of giving... That's it.
Empty em. Empty my big shiny
Christmas balls -

He never gets a chance to take that killing swing -

The door opens. SAX is standing in the doorway.

SAX

Now here's something you don't see
every day.

PRAWN MAN *throws the hammer at him like a tomahawk* - the claw
lodges in the door frame an inch from NICK'S face. NICK whips
out his gun in the blink of an eye and

BOOM! - a single perfect shot to the dome. PRAWN MAN is
thrown backwards onto the floor. ANGEL screams. She scoots
across the floor, away from the body.

SAX

I'm your 11 o'clock. Sorry, am I
early?

ANGEL

Oh shit. Oh shit -

SAX removes the still-burning joint from the hammer claw -
takes a deep drag. Blows out the smoke and walks through it.
He kicks at the prawn costume.

SAX

That's novel.

ANGEL

Please... please don't...

SAX

Relax. If I'd showed up on time
that hammer would be halfway
through your skull. By the looks of
things.

She looks from PRAWN MAN to the hammer; does the math.

ANGEL

That's the last weirdo, I swear to
God.

(focuses on SAX)

Hey. I know you.

SAX

Doubtful.

He sits his beat ass down.

ANGEL

Yeah. You're a cop, right? You
busted me back in the day. Didn't
make a pass or anything. A real
gentleman. Told me to get on a bus
and go home. Get my shit
straightened out. You inspired me.

SAX

I can see that.

ANGEL

Well. You know.

He hands her the joint. She takes it with trembling fingers,
has a tentative puff.

ANGEL

You don't look like a cop no more.
What happened?

SAX

It's a conversation I'd love to
have with a blood-drenched hooker
right now, but unfortunately we're
running up against it -

(looks her over)

Let's talk about how you're going
to pay me back.

(off her look)

For saving your life, hello?

ANGEL

Please, mister-

He looks at PRAWN MAN, then at the chair, calculating -

SAX

Here's what I need you to do.

EXT. CITY STREET - NIGHT

The FRATELLI BROS walk and talk. BEPPO and PAULIE up front, catcalling and carousing. MIKEY and PAL hanging back.

PAL

What's eatin you, bro? Talk to me.

MIKEY says nothing. Smokes. Brooding.

PAL

I KNOW you. This ain't Disco Mikey.
I saw your Snapchat. The chicks,
the wine. You must'a had the time
of your life over there.

*SHOCK MONTAGE: A white room... an OLD MAN in a hospital bed
clutches him by the neck with bony fingers... whispers in his
ear, serpent-like... we don't hear the words - just a
rattlesnake hiss... strobe flashes of blood streaked faces...
THRASHING -- SCREAMING --*

MIKEY

(bitter)

Sure. Best ever.

A shudder runs down his spine. He shakes it off. Nods toward BEPPO and PAULIE.

MIKEY

They think I got some kind of big
inheritance lined up. They think
the Old Don hooked me up real good
before he kicked it. Suddenly I'm
everybody's favorite baby brother.

PAL shrugs, a little guilty.

PAL

You saying it ain't true? I mean,
Don Columbo loved you like a son.

(MORE)

PAL (cont'd)
He picked you, out of everybody in
the family -

MIKEY
He left me something alright. But
not money.

PAL is looking at his brother, spooked. BEPPO and PAULIE walk
back, pull them in.

BEPPO
This is the place.

They look up at a seriously sketchy brownstone.

PAULIE
(to PAL)
So what's the play, bro?

An uneasy glance toward MIKEY.

PAL
Easy money. I got high specificity
intel.
(checks his watch)
We're gonna catch this rat bastard -
literally - with his pants down.

INT. BROWNSTONE - NIGHT

The FRATELLIS creep down the hall, guns drawn - toward the
last room on the right. They move past the adjacent room -
door slightly ajar. A TV plays:

ELTON DOBBS - the CHIEF OF POLICE - is addressing the media.
He looks tired.

DOBBS (TV)
*Of course we're doing everything we
can to locate the girl, like we do
every missing person that comes
across the desk.*

The FRATELLIS gather outside the last door. Sounds of sexual
moans from inside. Exchange nods. *It's killing time...*

INT. THIRD FLOOR APARTMENT - NIGHT

The door SLAMS OPEN and the brothers burst into the room -

Their target has his back to them. Shirtless, in a chair - legs straddling ANGEL, who is kneeling in front of him. She SCREAMS.

They OPEN FIRE, unloading into the man in the chair until he's reduced to jam and splinters - in all the gunfire MIKEY doesn't realize that he's screaming loudest of all.

And then it's over. Most of what's left of CHAIR MAN is splattered all over ANGEL, who is curled up on the floor in shock.

PAL

What'd I tell you?

The rotary phone on the dresser rings. The FRATELLIS look at one another. Finally, PAL picks it up.

PAL

Yeah?

PHONE

Pal "Chop Chop" Fratelli. They told me you were the smart one -

PAL

Who the hell is this?

PHONE

Well, you see - I was hired to kill the Fratelli Brothers. And let's face it, I'm one lazy bastard.

His brothers stare at PAL - something wrong?

PHONE

My problem is: how do I get all of you assholes in one place?
Solution: I call in a hit on that son of a bitch Nick Sax. Bring you right to me.

PAL'S face drains, white.

PAL

Aw, shit.

PHONE

Now I got you all lined up in one room... You know -

SAX steps through the doorway,

PHONE IN ONE HAND - GUN in the other. *We realize SAX was the voice on the other end of the phone!*

SAX
- like a turkey shoot.

He BLOWS AWAY PAULIE, BEPPO, PAL.

MIKEY stands in the corner, holding his gun at SAX with shaky hands. Dumbstruck. SAX hadn't even noticed him.

Sax
That's funny. I contracted for
three.
(stepping forward)
Wait a minute. You're the baby
brother, right? Look at you. All
grown up. Hands shaking. Asshole
flapping.

MIKEY
You -

SAX
- killed your brothers, that's
right. This is awkward.

MIKEY shoots SAX in the torso, snapping him back. Not what you or I would consider survivable but this is NICK MOTHERFUCKING SAX.

MIKEY tries a second shot but he's used up his bullets on CHAIR MAN. The gun clicks uselessly.

SAX
Well, that sucked.

SAX brings up his gun, points it between MIKEY'S eyes. MIKEY'S arm goes rubber -- his empty gun hits the floor.

SAX
Say bye bye.

MIKEY
Wait - whatever you're getting paid
- I've got something that's worth
more.

SAX
 (chuckles)
 I'm listening.

MIKEY
A password.

SAX
 I just stopped listening.

MIKEY
 -- from the Old Don... in Sicily.
 Before he died... he gave me a
 password.

ANGEL looks on from the shadows, playing invisible.

MIKEY
 -- to an encrypted file. It's...
 (swallows thickly)
 A *list of names*. All the clients,
 all their dirty secrets. It goes up
high, man... all the way to the
 top. It's priceless.

SAX considers this.

SAX
 Yeah, see - I don't do "priceless".
 I'm more strictly cash, know what I
 mean?

(SAX winces; his left side
 is going numb)
 Besides, this list of names of
 yours - I'm pretty sure I'd be
 tortured and killed for it six ways
 to Sunday by any number of
 interested parties. Shit, why not
 give me AIDS while you're at it?

MIKEY
Please--

SAX
 You in a sharing mood? Tell it to
 your brothers.

SAX shoots MIKEY square in the chest. MIKEY is thrown back--
 slips in blood and crashes through the third story window.

He lands - THUD! in the snow on the sidewalk.

As SAX fires, a jolt runs up his arm to his heart -

SAX

Ow.

- He's having a HEART ATTACK. SAX stumbles to the window, clutching his chest.

ANGEL

You're shot.

SAX

Yeah. It's the myocardial infarction that concerns me more.

(off her confusion)

Pretty sure I'm having a heart attack.

He digs in his coat pocket, produces a bottle of aspirin - flicks off the top with his thumb and DOWNS IT.

SAX pokes his head through the window - MIKEY is groaning, struggling to move.

SAX

Oh, perfect.

INT. TENEMENT STAIRS - NIGHT

SAX struggles down the stairs on rubber legs to finish the job. The pain in his heart slams into him like an icepick.

ANGEL appears on top of the stairs.

ANGEL

Hey mister, what about my money?

EXT. SIDEWALK - NIGHT

MIKEY lies broken. Delirious, in shock. SAX drags his ass over to him. Falls to his knees. MIKEY grabs SAX'S coat.

MIKEY

Mama, please, I been good as I can - forgive me, Mama -

SAX

The hell are you on about, kid?

SAX produces a flask from his coat and takes a hit.

MIKEY

*- if you just hear my confession -
I can move on, Mama.*

SAX

Let me get this straight. You want
to confess... to ME? You look at me
and see your mom.

SAX starts to go through MIKEY'S coat, bemused. Pulls out
MIKEY'S money clip - C notes rolled with a broccoli band.

ANGEL appears in the doorway of the building, watching as:

MIKEY'S eyes are streaming tears; he's pouring his heart out.

MIKEY

*Mama, the world - it's run by
DEVILS! They look like people but
they're devils... Grandpa - the
Old Roman - he showed me things...
things I wish I never saw--*

MIKEY pulls SAX'S face close to his. ANGEL sees MIKEY whisper
in his ear -

MIKEY

(whisper)

*I gotta tell it to you, Mama - so
then I won't have it in me any
more... and then I'll be free...*

SAX, wincing in pain, yanks his head away from MIKEY'S
clutching fingers.

SAX

I told you: thanks --

BANG! SAX puts another slug in MIKEY'S gut.

SAX

-- but no thanks.

SAX drains his flask, tries to catch his breath. He's pale
and clammy.

Then: POLICE SIRENS.

SAX

Oh, of course.

SAX tries to get to his feet - pain kicks up his left arm - clutches his chest.

He tries to crawl, snarling, enraged - a wounded animal. Sirens getting closer.

SAX lets out a death howl that rattles the tenement windows -
And collapses face down in the snow.

ANGEL looks both ways - hustles out onto the sidewalk. MIKEY'S eyes flicker open one last time - he looks up to see ANGEL, a luminous vision with the street lights behind her.

MIKEY

I see the angels, mama... I see...

And he's gone.

ANGEL grabs MIKEY'S money clip as a CHERRY TOP rounds the corner - nowhere to run but back inside.

BLACK.

EXT. SIDEWALK - NIGHT

SAX lies face-down in the street. Cherry top lights strafe the frosty asphalt. A COP'S BOOT kicks SAX'S carcass.

COP 1

Looks dead to me.

Two COPS are standing over him. Nick grunts.

COP

Less paperwork if he's dead.

The cop unlatches his holster, glances around for witnesses as:

an unmarked sedan pulls up.

DETECTIVE MEREDITH MCCARTHY steps out. Late 30s - a hardass in a world of bad men. Tough - and yeah, sexy. You get the feeling she'd really be something outside of all this. She parks and walks up.

MCCARTHY

Put your guns back in your pants,
boys.

She speaks to the men with emasculating authority. Maybe they've got a problem with that but they'd never say it to her face.

MCCARTHY kneels by SAX'S body. Turns his head to see the battered face. Something in her eyes - something the men don't see - tells us she knows him.

MCCARTHY

Jesus.

She listens for breath; takes his pulse. Ambulances approach.

MCCARTHY

He's breathing.
(re: MIKEY)
What about this one?

COP 1

Couple of .45 exit wounds and a
base jump from the third floor -
(points to the broken
window)
Muchas muertas.

She checks the body.

MCCARTHY

Disco Mikey Fratelli. Haven't seen
him around for awhile. Any
witnesses?

As she looks around the street people are ducking behind curtains, shutting off their lights. The cops look at each other, then up toward the third floor.

INT. THIRD FLOOR APARTMENT - NIGHT

The dead brothers are scattered around the room, tarps over them.

ANGEL is sitting on a couch in the corner, knees drawn up; traumatized, covered in Fratelli, etc.

MCCARTHY

Must have been one hell of a
Christmas party.

(re: the bodies)

The big guy down there - Sax. He
did this?

She nods.

MCCARTHY

I got bits and pieces of a guy in a
lobster suit-

ANGEL

Shrimp.

MCCARTHY

Excuse me?

ANGEL

Like, a jumbo shrimp - I think.

MCCARTHY

Let's call it a shrimp suit. Three
dead assholes here - and another
who tried to flee the scene - by
air - down on the sidewalk.

ANGEL

I don't know what the guy said to
him. I didn't hear anything.

MCCARTHY lasers in on this.

MCCARTHY

What exactly is it you didn't hear?

ANGEL

The guy on the sidewalk - he
started spilling his guts to your
friend. Saying all kinds of crazy
things. Something about a password-

MCCARTHY

Password. You're sure about that.

(ANGEL nods)

And I'm guessing you didn't happen
to hear what it was...

ANGEL

Like I said, he sort of whispered something - then BOOM! Listen, I'm traumatized. Don't I get counselling?

MCCARTHY

He didn't tell this password to anyone else, right? As far as you saw. Just the big guy.

ANGEL

Like I told you.
(impatient)
Lady, I got every kind of thing that can come out of a guy all over me, can I please get outta here?

EXT. SIDEWALK - NIGHT

SAX is being strapped onto a gurney by paramedics. He shows no signs of life.

MCCARTHY

He goes to General. And make sure you keep him alive or I promise you it's your balls.

She watches as SAX is loaded into the ambulance.

ANGEL

Can I go home? I've been violated.

MCCARTHY nods to the cops.

MCCARTHY

Take her home.
(to the COPS, who are looking ANGEL over like she was a prime steak)
And no stops along the way.

COP

Yes, ma'am.

A PARAMEDIC is standing by, clueless.

MCCARTHY

What do you want?

PARAMEDIC

I mean, Detective - ma'am... the
guy's had a heart attack. Maybe two
heart attacks. He's shot and
bleeding out. I don't think-

MCCARTHY

He'll live.
(to herself)
He always does.

EXT. CITY - NIGHT

MUSIC: the delightful strains of Gershwin's American In Paris. The peppy, optimistic music plays w/ ridiculous irony over -

POV: high above the city. We drop down-

Suddenly we're flying through the city at high speed,
swooping between buildings, gliding over the tops of cars.

We dart through the traffic - faces yelling angrily,
hammering on their horns in the holiday gridlock.

Along the sidewalk, stopping in front of blank faces - people
on phones, people alone, crazy, alienated.

They don't see us.

Through windows, down alleyways. A drug deal is underway - a
man comes out of a doorway slipping cash into his jacket. He
stares at us - as if he can see us -

We TURN - there are two men behind us. That's what he was
looking at. A bottle is smashed across the first man's face.
He falls to his knees.

VOICE (O.S.)

*Yerks! Must be an easier way to
order a drink!*

We zip away as the other two commence to kick the shit out of
him.

Out into the street where -

The COURIER whizzes by on his Vespa, backpack full of
envelopes - setting us dizzily spinning -

VOICE (O.S.)
 Wuh-wuh-watch it, pal!

The COURIER weaves through traffic, disappearing into the night.

VOICE (O.S.)
 (sentimental)
 Awww, looks like somebody has a
 bunch of Christmas cards to
 deliver...!

We shake off the dizzies - behind us, A SOUND is getting louder - a SIREN.

We spin around to see:

An AMBULANCE - the ambulance with Nick Sax inside - is hurtling toward us!

INT. AMBULANCE - NIGHT

INSIDE the ambulance. Chaos.

SAX is dying on the gurney. The PARAMEDICS tear away his shirt to find a bulletproof vest with a crater hit above the heart.

PARAMEDIC
 This guy's got a dent in his chest
 like a baseball into a car hood.
 How is he still breathing?

The other PARAMEDIC leans over, puts his ear to SAX'S mouth. Gags.

PARAMEDIC 2
 Probably so wasted he didn't even
 feel it.

They crank up defibrillator pads, lube him up and

PARAMEDIC
Three - two - one -

THUMP! SAX'S body jerks. No response from the EKG.

PARAMEDIC 2
 Like cooking a steak. Give him
 another.

THUMP! Flatline: *beeeeeeeeeeeep* -

PARAMEDIC

Shit! We lose this guy it's our balls...

PARAMEDIC 2

We're not losing him.

He's holding a nauseously big SYRINGE.

PARAMEDIC 2

Pure adrenaline. I gotta confess, dude - I've always wanted to do this.

He rears back with the syringe like Jason Voorhees -

PARAMEDIC 2

Aw, f-

But SAX wakes up first. His hand shoots out - he grabs the MEDIC by the wrist and JAMS THE NEEDLE INTO HIS NECK.

The PARAMEDIC goes hyper - trashing the ambulance - SAX'S intravenous drip is flying around like an angry snake, splashing everywhere -

The PARAMEDIC throws open the back door and hangs out of the ambulance - yelling at cars -

SAX

Gimme that thing.

SAX grabs the intravenous tube - stabs himself with drip line.

SAX

Morphine, asshole.

The PARAMEDIC somehow locates the morphine and hooks it onto the drip stand. It rushes SAX'S system. He roars his way back from a flatline blip, the baddest of badasses.

SAX

Nitroglycerine.

(beat)

I said Nitro God damn it!

The MEDICS are tearing the ambulance apart; they find the NITRO - SAX pops a few tabs under his tongue, eyes blazing -

He COLLAPSES - his consciousness drifts -

HAPPY (O.S.)
*Looks like someone went a little
 overboard on the Silly Syrup.*

A cartoon-ish, faraway voice. The voice we heard as we flew through the city.

HAPPY (O.S.)
 Hey Mister! *Come on, snap out of
 it!*

SAX opens his eyes.

There's a little CARTOON HORSE on his chest.

A BLUE CARTOON HORSE. Horse? More like a miniature donkey with a unicorn horn - and stubby little wings. We can't forget the wings.

HAPPY
 You CAN see me!

SAX
 What... the fuck.

HAPPY (SINGS)
*IIIIIIII'M Happy the Happy the
 Happy the Happy the HORRRRRSE! Of
 course, of course! I'm Happy the
 Horse -*

SAX starts to laugh, tears streaming. He finds himself singing along with the annoying jingle. Then:

SAX
 Ok, stop. Shut up.
 (to the PARAMEDIC)
 I'm hallucinating. More Nitro.

The paramedics oblige, exchanging a look: *dude has lost it.*
It's apparent that only SAX can see HAPPY.

SAX
 Go away.

HAPPY
 But Nick - I got stuff to tell you!
Super duper important stuff-

SAX

That's too bad because you see I
DON'T TALK TO PINK ELEPHANTS.

HAPPY

What are ya, color blind? I ain't
pink, Nick - and elephants have
trunks. You see any luggage?

He waits for the cymbal crash that fails to come.

SAX

(to PARAMEDIC)

Kill this thing any way you can.

HAPPY

They can't see me, Nick - only YOU
can see me-

The PARAMEDICS are dialing up the morphine drip.

SAX

Yeah. That's good...

(to HAPPY)

You. Asshole. I'm going to go to
sleep now. When I wake up - don't
exist.

HAPPY

Wait just a minute, Mister! Don't
go! Not yet!

(NICK'S eyelids flicker,
fall like anvils)

Hailey needs us!

SAX'S world fades to

BLACK.

INT. BLUE'S TOWN CAR - NIGHT

A black town car threads traffic. In the back seat,

BLUE - 50s, is on the phone. Well dressed - and sporting an
immaculately groomed if somewhat eccentric mustache.

He takes a long drag off a CIGAR - then presses the hot tip
into his palm: *SSSSSSSSSSSSSS* -

He closes his eyes, breathing calmly, as his skin burns.
Closes his fist as he carefully taps out the stick. Then
puts the phone to his ear.

BLUE

I'm sorry. I don't think I
understand.

CUT WITH:

INT. RETIREMENT HOME - NIGHT, SIMULTANEOUS

MCCARTHY is in a small, cheap RETIREMENT HOME APARTMENT,
fitted with various hospital-style fixtures. She is washing
out a bedpan in the bathroom sink.

Visible through the open door behind her:

JESSICA MCCARTHY (MERRY'S MOTHER) - 70s - is watching TV in a
shabby nightgown,

but the TV is switched OFF.

JESSICA

YOUR FATHER'S ON THE TV AGAIN!
SHIT! That evil bastard was so
handsome! He deserved to die.

(sings)

*A cigarette that bears a lipstick
traces -*

MERRY tries to tune her mom out, concentrate on the phone -
on BLUE.

MCCARTHY

Where did I lose you?

BLUE

Mikey. Mikey is in Italy.

MCCARTHY

Maybe yesterday. Right now he's in
the county morgue.

BLUE

And... Nick Sax has my password.

JESSICA (O.S.)

Where's my cigarette?

MERRY kicks the door closed behind her but the latch is broken. It just won't stay shut.

MCCARTHY

(ironic)

I can tell you're real broken up over losing four nephews in one night, Blue. Maybe I should let you have some time to process.

BLUE

(equally ironic)

That's very considerate of you, Detective McCarthy.

(to the DRIVER)

Right here.

They pull up to the AIRPORT. Passengers arriving, meeting waiting cars and taxis. BLUE steps out of the car, continuing the conversation.

MCCARTHY

Sax is on his way to General now. I'll talk to him.

BLUE

Oh yes you will. And so help me - if that bastard dies before I get what I need out of him - well, I'm sure you understand: it won't be you I come after.

Illustrating BLUE'S point: MERRY glances through the doorway at her mother. MOM spits at the TV, raving.

JESSICA

My daughter doesn't CARE. She doesn't GIVE A GOD DAMN ABOUT ME!

MERRY closes her eyes, migraine building.

MCCARTHY

(iced)

He'll talk.

JESSICA (O.S.)

(sings)

A cigarette that bears a lipstick traces, an airplane ticket to romantic places -

MERRY cups her hand over the receiver.

MCCARTHY

There's something you're not telling me, Blue. The Old Don dies on the other side of the world. 24 hours later there's four dead Fratellis in Brooklyn. What the hell is going on out there?

BLUE

You know everything you need to know. Give my regards to your lovely mother.

A faded Kodachrome photo hangs over the counter - JESSICA in her younger days with a little girl on her lap. MERRY?

MCCARTHY reaches out and touches her mom's faded smile; eyes misty, just for a moment.

MCCARTHY

Damn it, Blue -- *who ordered that hit?*

BLUE just smiles, CLICKS OFF as -

his WIFE, GALA - 30s, attractive, dressed to the nines - and his son GERRY - 6, adorable - appear. The little boy runs up and into daddy's arms.

GERRY

Daddy!

BLUE

How's my little devil?

CUT TO:

EXT. POLICE STATION - NIGHT

AMANDA HANSEN is being escorted out the front of a major metro POLICE STATION - concrete, intimidating - by a single uniformed officer.

Distraught doesn't begin to describe her. Catatonic is closer. She grips a paper cup of coffee like it's life or death.

AMANDA

I can't understand. There has to be something...

OFFICER

(unconvincing)

We're on it, ma'am. Got your coffee there. Do you need someone to give you a ride home?

She shakes her head no, eyes tear-streaked wells of panic.

AMANDA

The... detectives said... that the first few hours...

OFFICER

We have your information, if there's any other questions we'll call you.

He stands there, lamely - unsure of how to respond to her pain.

OFFICER

If you want to... you know, see someone, I'm sure they can refer you - maybe get you a prescription or something?

That's the last straw. Her trauma is boiling over to anger.

AMANDA

I don't need a prescription. I need you people to find my little girl.

OFFICER

(giving up)

We're gonna do everything we can.

He leaves her there.

She stands for a moment, trembling in shock. Then throws the cup of coffee at the glass doors with an animal shriek.

A few passing officers notice and advance on her, threatening.

She bottles up her anger and turns away, walks quickly to the street.

Looks behind her to make sure no one is following - crouches by a light post and begins to break down, shaking uncontrollably.

A GUST OF WIND blows a snow flurry into the night sky - we are BLOWN WITH IT, across town, to -

EXT. HOSPITAL - NIGHT.

Establish: city hospital, run down. EMERGENCY entrance. In a series of cuts we push past exhaust-puffing ambulances, through the main sliding doors -

INT. HOSPITAL - NIGHT, CONTINUOUS.

- through a busy first floor.

- down the elevator shaft to the BASEMENT LEVEL. Key card access only.

We move along a fluorescent-lit corridor. The level feels empty, off limits - QUIET in contrast to the bustling floors above. *The only sound comes from behind a frosted glass window:*

INT. HOSPITAL OPERATING THEATER - NIGHT

... the mooring, lowing sound of majestic whale-songs echoes and reverberates through

a tile, concrete and linoleum OPERATING ROOM.

VOICE (O.S.)

Don't you love the song of the
Humpback Whale?

A BUZZ interrupts the eerie music.

The "surgeon" - blood spattered O.R. scrubs, plastic gloves and a GAS MASK pulled away from his face - picks up the buzzing phone, annoyed.

He is tall and thin, hollow-cheeked. His movements are dapper and precise. A young William Burroughs comes to mind.

This is SMOOTHIE.

He checks the caller ID - pretends to wipe his ass with the phone before answering.

SMOOTHIE

Just a moment.

(clicks an iPod - turning
down the whale sounds)

At your service, Mr. Blue.

Behind him, out of focus on the operating table, a "patient" whimpers in agony.

BLUE (O.C.)

Smoothie.

CUT WITH:

INT. BLUE'S TOWN CAR - NIGHT, SIMULTANEOUS

BLUE bounces GERRY on his knee; GALA fixes her makeup.

BLUE

We have a situation. There's a familiar face headed your way as we speak.

(toward GALA - she smiles)

And what a *lovely* face it is.

SMOOTHIE

(darkens)

Sax.

BLUE

You can thank me later.

SMOOTHIE

I've heard so much about this one.

(pinches his arm)

Look at me, I'm tingling.

BLUE

It's one thing to say that now.
He's a hard son of a bitch,
Smoothie. You've got your work cut
out for you.

GALA gives him a sidelong glance, disapproving.

SMOOTHIE

I've never met one I couldn't break.

(background moans)

I'm almost insulted, Mr. Blue.

BLUE

That's the spirit. But remember - I need the words. I don't want you to get too enthusiastic and let him

(sarcastic)

... slip gently away before you've got what I need.

GERRY looks up, curious; BLUE winks at him, tousles his hair playfully.

SMOOTHIE

I'll get the words. I'd stake my reputation on it.

BLUE

Oh, you're staking a lot more than that.

BLUE clicks off.

SMOOTHIE turns his attention back to his "patient".

PATIENT

Please... I've told you... everything...

SMOOTHIE

Oh, I know. Priests don't get confessions like this. You told me what I needed four hours ago.

PATIENT

Then... why...?

SMOOTHIE just smiles.

A janitor walks through the corridor outside, whistling an irritatingly catchy tune. The PATIENT starts to call out, weakly.

PATIENT

Help! Please...!

SMOOTHIE stuffs a wad of gauze into his mouth, silencing him.
Produces an ICE PICK.

He starts to hum the tune that the janitor was whistling and -

SMOOTHIE

You ever just get something
annoying stuck in your head?

- jams the ice pick into the patient's skull.

CUT TO:

INT. ICU ROOM - NIGHT

BLACK.

A TV theme jingle drifts distantly through the void. It's the same tune SMOOTHIE was humming.

NICK blinks slowly awake. IV drip. Vital signs monitor beeping. The music is coming from a TV mounted to the wall -

The tune, as it turns out, is the THEME TO THE SONNY SHINE SHOW. NICK eyeballs the screen with disdain.

NICK

I died and this is Hell.

TV SONNNY

*Ladles and jellymen - we've
shattered the springs on the Wish-O-
Meter! Not just 1! Not just 2...!*

The TV switches off. Reveal:

MCCARTHY is sitting by his bedside. She sets down the remote, lights up a cigarette.

MCCARTHY

Well, we'll all end up there sooner
or later.

SAX tries to sit up. *Ouch*. He closes his eyes, head rushing.

MCCARTHY

Bet that feels good. Massive
cardiac arrest. Point blank bullet
impact to the upper torso.

SAX

Had... hangovers worse than this...

She taps ash into NICK'S face; he coughs. Each one a haymaker.

MCCARTHY

Oops.

SAX

Jesus Christ, at least open a window. I'm a God damn invalid.

MCCARTHY

Yeah yeah.

She walks across the room toward the window. SAX attempts to focus but his vision is phasing in and out - *is there something bumping against the window...?*

Something blue?

SAX

Wait - don't-

Too late. She cracks it; cold wind and snowflakes drift in, along with

HAPPY the HORSE, who flutters across the room to land on the TV, shivering.

HAPPY

Brrrrrrrr- lucky for me she opened that window, I was about to turn into a blueberry Horse-sicle!

SAX

Oh, perfect.

MCCARTHY

(bitter)

Never could make up your mind, could you?

SAX

(to HAPPY)

Pretty sure I told you to fuck off.

MCCARTHY

Oh, you did. More than once.

SAX

Not you.

She walks over to the bed. SAX is staring at the TV.

MCCARTHY

The TV's off, Nick.

SAX turns to MCCARTHY with mock politeness.

SAX

I'm sorry, Meredith. Why exactly are you here?

She looks him over, shakes her head.

MCCARTHY (to cops)

Nick Sax. Hard to believe this pile of shit in front of me used to be the best detective in the whole department.

SAX gives her the finger.

MCCARTHY

That wife of yours was smart to get out when she did.

SAX

Don't go there.

HAPPY

Boy, she's a regular Good Time Pam.

SAX

(to HAPPY)

You. Shut up.

MCCARTHY

There's something wrong with you.

HAPPY "zips" his lip.

SAX

You have no idea.

MCCARTHY

And that mess flaking off your face like snow. That's new.

SAX

My eczema flares up in the presence of sanctimonious assholes. Why couldn't you leave me in the street to die? Some things are just meant to be, you know.

MCCARTHY

We need to talk, Nick.

HAPPY mimics her, close mouthed: *MM MM MM Mmmmm, Mm.*

SAX picks up a cup of water, throws it across the room at HAPPY, who dodges.

HAPPY

I'm sorry, pal, but what I gotta tell you can't wait! SOMEHOW, SOME WAY, there's only ONE OTHER PERSON in the whole world who can see me and that's YOU, Nick!

SAX tries to ignore him, conscious of MERRY'S scrutiny. Sneaks a JACK-OFF gesture in HAPPY'S direction.

MCCARTHY

Why do you think you're here, Nick?

He looks around. Something clicks.

MCCARTHY

Yeah. That's right. General.

SAX

Damn Obamacare, shot in the line of duty and the best I can get is a mob hospital.

MCCARTHY

Very funny. Listen to me - I know what Disco Mikey told you. You're in deep shit, Nick.

HAPPY

"You're in deep Bandini, Nick."

SAX

I have no idea what you're talking about.

(MORE)

SAX (cont'd)

Last thing I remember from that kid he was crying to me like I was his mother. Must've been a real piece of ass, that one.

MCCARTHY

Mikey gave you a password. Meant for Blue - the dumb kid ran into you before he had a chance to deliver it. I think you know what they'll do to get it out of you. Unless you tell ME first.

SAX

(clueless)

Password.

HAPPY

(raising his hoof)

Ooooooo I bet I know! "OPEN SESAME!"

SAX

(to HAPPY)

Seriously?

MERRY has had about enough of this bullshit. She glances toward the door - COPS waiting outside. Moves in close - she speaks quietly but with an intensity that could curl paint.

MCCARTHY

Listen to me, Sax: I think it was Blue that hired you to kill his nephews. Mikey ended up in the wrong place at the wrong time. I think there's a God damn underworld civil war brewing and you've managed to land your sorry ass right in the middle of it. Now there's still a chance I can get you out of here but you've got to tell me what you know.

SAX considers this, shines it on.

SAX

Merry, I don't know Jack shit about any password. And if I did, why would I tell you?

(MORE)

SAX (cont'd)

Sounds like anyone who knows it is as good as dead. Or worse. You're a royal pain in the ass but I guess I owe you better than that.

SAX looks her dead in the eye for the first time.

SAX

I'm saying get the hell out of here, Merry. Comprendo?

She meets his glare: ice cold. Nods.

MCCARTHY

Alright, then. It is what it is.

HAPPY

(rolling his eyes)
It sure ain't what it ain't.

She turns and walks out of the room. SAX spots a pair of armed SECURITY COPS waiting by the door.

When the door swings shut SAX forces himself up. Pulls out the IV and tapes up his arm.

HAPPY

About time she left. What a charmer.

(flutters over to Nick's ear, stage whisper)
I don't wanna speak outta school but I think she might have a "thing" for you, Nick.

Nick glares at him.

HAPPY

(wide eyes)
Wait a minnut-- were you two....?
(turns GREEN)
Oy, I'm gonna lose my lunch--

SAX

(quietly, to himself)
OK, Sax - pull it together. You're hallucinating - that's bad. The Oxycontin, maybe. Some kind of interaction-

HAPPY

Who you talking to, Nick? I knew a
guy that used to talk to himself,
ended up in the funny farm!

SAX turns to him, deadpan. HAPPY crosses his eyes; makes
crazy-face.

HAPPY

Like, koo koo, ya know?

SAX

So, yeah - you're some kind of
manifestation of my subconscious,
right?

HAPPY

You lost me at "so". Somethin'
about a submarine sandwich?

He listens at the door. Voices down the hall.

SAX

I gotta get outta here.

HAPPY

Now you're making sense! We got
work to do, and our first job is
keepin you alive--

SAX

Then stop fucking distracting me!

SAX realizes he is talking to a blue cartoon horse. Closes
his eyes.

SAX

Gotta get this thing out of my
head. Breathe. Ten... nine...
eight... seven...

He opens his eyes a sliver. HAPPY is hovering in front of
him.

HAPPY

This is no time for hide and seek,
Nick. Besides, peeking is cheating.

SAX grabs for him; HAPPY darts away, leaving feathers. SAX
tries again, nearly passes out - he's seeing double.

SAX

Great, now there's two of you.

The TWO HAPPIES split up - one flies over SAX'S left shoulder, turns red and sprouts the cutest little devil horns. The other flies over SAX'S right shoulder, turns white; a golden halo pops up over his head, spinning.

DEVIL HAPPY

*That's right, Mr. Stink-O-Farts.
Grrrrrrr, Arrrrrr, check me out, I'm
Old Nick. I hate everyone,
especially the meanest man in the
world - ME. My hobbies are getting
drunk and shooting people!*

ANGEL HAPPY

*Don't listen to that spawn of sin
with his stinkin' thinkin' Nick!
You're a GOOD APPLE deep down, no
doubt about it!*

The HAPPIES fly back together and pop into blue one-ness again.

SAX loses it; he starts to pound his head against the floor.

HAPPY

I bet you were one of those kids
that ate the paste.

NICK looks up at this lovable, hateful creature, eyes full of murder.

HAPPY

Nick, stare into my eyes and trust
me...

SAX

You're not real.

HAPPY

Of course not. I'm an Imaginary
Friend.

SAX stares blankly.

SAX

An imaginary...

HAPPY nods, way too enthusiastic.

SAX

... friend.

(shakes his head,
dismissive)

Right, see: my imagination is fairly limited. It usually involves inflicting pain in ways that may not have occurred to most. So-

HAPPY

Ugh. *Ew.* Hey, no offense, but I ain't your imaginary friend. I don't even want to think about what that would look like. I'm *HAILEY'S imaginary friend.*

SAX

Right.

HAPPY

Hailey's a little girl, Nick. The sweetest, most adorable little girl in the whole world. But she's in real bad trouble - and you're the only one that can help me save her.

CUT TO:

INT. HOSPITAL - NIGHT, SIMULTANEOUS

SMOOTHIE rounds a hospital corridor, followed by a gang of "orderlies" that no how, no way ever went to any kind of medical school. They are pushing a cart full of SMOOTHIE'S specialized equipment.

They reach the elevator - *ding!* - the doors slide open and they are face to face with

McCARTHY. SMOOTHIE smiles politely - she pushes past them as they board the elevator, eyeballing the cart as the doors shut.

INT. ICU ROOM - NIGHT, SIMULTANEOUS

HAPPY flutters outside the window.

HAPPY

No exit this way, that's for sure -
it's a looooooong way down.

He zips back inside. SAX is rifling through the cabinets.

HAPPY

Whatcha doin, Nick?

SAX seems to be auditioning every item in the room as a
weapon.

SAX

You know. Using my imagination.

HAPPY flutters up to the transom window to get a look down
the hall. His eyes bug out.

HAPPY

Well crank it up cause there's a
whole banana bunch of creepazoids
headed our way!

INTERCUT: SMOOTHIE and the boys get off the elevator, head
down the hall toward the ICU.

The two SECURITY COPS take one look at SMOOTHIE - avert eye
contact and walk the opposite direction, down the hall.

HAPPY

I don't know what it is but I'm
starting to get a stinky feeling
about this place, Nick.

SAX

(sarcastic)
Oh. Really?

HAPPY

I don't think this is the kind of
hospital that makes you better. I
think this is the kind of hospital
that makes you worse!

SAX holds up the IV stand, takes a practice swing. Better
than nothing. Just barely.

SAX

Maybe you wanna make yourself
useful and tell me how many I'm
dealing with.

HAPPY flutters back up to the transom as SAX slumps against
the wall by the door.

HAPPY

One two three four - I don't know,
Nick, lots! And they don't look
very friendly.

SAX

Lots. Well, alright. I've done lots
before.

He grips the stand over his shoulder, bracing for a fight.
Shadows on the other side of the door.

HAPPY'S wings are fluttering at hummingbird speed; he's
chewing his little hooves compulsively.

HAPPY

(whispering)

Get ready, Nick! Here they come!

The door begins to open. SAX grinds his teeth, sweat dripping
down his brow...

HAPPY

Three... two...!

THUD.

HAPPY looks around. SAX has passed out. HAPPY slaps his
forehead with a hoof.

HAPPY

Uh-oh.

FADE TO BLACK.

INT. HOSPITAL WARD - NIGHT

SAX blinks; bony fingers snapping in his face.

SMOOTHIE

Tick tock. Time to rock.

Groggy, SAX attempts to focus. He is surrounded by SMOOTHIE'S goons, strapped upright to a table locked at 90 degrees. SAX mumbles something incoherent but still somehow obscene.

SMOOTHIE

Oh no, that won't do.

He nods to one of the goons, who holds SAX'S head back, forcing open one eye -

SMOOTHIE targets a single drop of clear fluid into the eye from a dropper. SAX screams, snaps completely awake - one eye streaming tears.

SMOOTHIE

Ahhhh, that's better.

SAX takes it all in - SMOOTHIE, the goons, his restraints - and HAPPY, who is peeking over SMOOTHIE'S shoulder.

SAX

(to HAPPY)

Some help you turned out to be.

HAPPY

(whispering)

No offense buddy, but I don't see how we're going to save Hailey if you keep fainting at the first sign of trouble!

SAX

(whispering)

Why are you whispering?

SMOOTHIE slaps SAX across the face.

SMOOTHIE

That's enough of that. Drug-induced dementia is a luxury you will no longer enjoy. I am going to require your complete focus and attention. Do you understand me?

SAX

Let me guess. Smoothie?

SMOOTHIE

Clearly my reputation proceeds me.

SAX

Well, I've heard you like to get pee-peed on, if that's what you mean.

One of the goons coughs, desperately choking down a belly laugh.

SAX

It's no big deal, I hear a lot of guys are into that sort of thing-

HAPPY

Oh boy, you are really askin for it, Nick-

SMOOTHIE jams a nine inch steel needle into SAX'S thigh. SAX clamps his eyes shut - pure agony.

HAPPY

YeeeeeeeOWWWWCH!

SMOOTHIE

I beg your pardon? No? Nothing?

He slips on rubber gloves, casting a withering glare at the goon who laughed: *later*. SAX grits his teeth, refusing to give SMOOTHIE the satisfaction of seeing him suffer.

SAX

Look, asshole - let's get this over with... you want Disco Mikey's password...

SMOOTHIE

Oh, I'll have that. Don't worry.

SAX

Sure you will. I'm a tough nut but you'll crack it, alright. It's only a matter of time for a man of your... expertise. And then I'm as good as dead.

SMOOTHIE

A remarkably cogent analysis.

SAX

So I'll save you the trouble and spit it out now.

(MORE)

SAX (cont'd)

I've got no illusions it'll buy me a quick death but may as well just, you know, get on with it, right?

SMOOTHIE

Couldn't have said it better myself.

SAX

Right. So the kid's dying in my arms. He puts his cold lips right up to my ear and whispers it, just before he chokes out -

SMOOTHIE leans in. You can hear a pin drop.

SAX

He says... "tinkle tinkle."

The goon loses it. SMOOTHIE snaps, slapping SAX in the face a dozen times before gathering his composure.

HAPPY claps a hoof over his face: *you gotta be kidding me.*

SMOOTHIE grabs the end of the needle and twists it, shutting SAX up.

SMOOTHIE

I'll get the words. As you say, for a man of my expertise even a beast like you poses no great challenge. But I'm going to take my time. I'm going to set an example with you. Do you want to know why?

(beat)

Because I'm a professional. I take pride in my work. A rare quality in this day and age. I approach each assignment with precision. Discipline. And respect for my employer. Not like you. You see, your reputation proceeds you as well, Sax. You're paid to kill people - a noble calling. But you seem to look at each new job as an opportunity to fulfill some half acknowledged death wish.

SAX

That's just the thing, Smoothie. My
life is a toilet that won't flush.
Pretty sure I can't die.

SMOOTHIE

Hm. We'll see. Music, Please.

One of the goons switches on the iPod - the eerie, soothing
Songs Of The Humpback Whale echo through the ward.

SMOOTHIE

I'm going to show you how a master
approaches his craft.

He lets go of the needle. SAX slumps, sweating bullets.

SMOOTHIE selects a handheld circular saw from the cart. Gives
it a few pulses - high dental drill nastiness.

SMOOTHIE

I'm going to remove your penis. In
thin slices. Salami style. Just for
starters.

SAX

Just warning you - that could take
a loooooong time.

The goons hold SAX'S legs, wrestle his pants down.

HAPPY

I don't think I can watch!

SAX'S face hardens. He's done. He accepts it.

HAPPY

The suspense is killin me! *Do
something!*

SAX shrugs.

SAX

(quietly)

Well, you know - after a while it
gets harder and harder to find a
reason to keep on going.

SMOOTHIE comes forward. Holds the spinning blade to SAX'S
face. Then, grinning - slowly lowers it...

HAPPY

Nick! I'm waving the reason like a flag! How can you give up when there's a sweet innocent little girl out there that needs your help?

Something clicks behind SAX'S dead eyes. A light goes on. Just a flicker. But something.

HAPPY is flapping his little wings an inch from SAX'S nose. He puffs out his chest and starts bellowing in Nick's face, his little voice dropping two octaves, DRILL SARGEANT-style.

DRILL SARGEANT HAPPY

THERE'S TWO KINDS OF PEOPLE IN THIS GOD FORSAKEN WORLD, YOU WORTHLESS LITTLE MAGGOT! WHICH KIND DO YOU WANNA BE? A GOOD APPLE? OR A ROAD APPLE?

Pop! HAPPY yells so hard that a little blue road apple POPS out of his butt and bounces into a cup on the bedstand.

HAPPY

(embarrassed)

Oops.

SAX

(fed up with HAPPY'S yammering)

Oh for Christ sake.

SMOOTHIE hesitates - who is SAX talking to?

And in that split second -

SAX wrenches the entire table forward. He pushes his arm straight into the spinning blade -

- which cuts through the leather restraints - along with an inch of flesh -

His arm is free. He grabs the cutter out of SMOOTHIE'S hand and drives it straight into the neck of the nearest goon -

- and then cuts his other arm free.

It's NICK SAX time.

HAPPY darts and zips through the melee, providing commentary and encouragement. *BAM! POW! SLAMMO! Go get 'em, Nick! Woo HOO!*

Within seconds he has ripped through the lot of them. Maimed, mangled bodies strewn everywhere.

SMOOTHIE cowers on the floor. SAX advances on him, holding a shard of broken glass. SMOOTHIE is whimpering, speechless.

SAX

Now, now. This is only going to hurt a lot...

SIRENS from outside - lots of them. HAPPY darts out the window and back.

HAPPY

Nick! Come on, buddy! We gotta get outta here! Like, *nowzers!*

SAX

Yeah, yeah. In a minute. I gotta show Twinkle Toes here how a master approaches his craft-

The door bangs open. The two SECURITY COPS rush in, guns pointed. One look at the scene and they go pale.

SAX turns on them. The first SECURITY COP takes aim at SAX'S face, hands shaking.

SAX

Well?

SECURITY COP

(to his partner)

Shoot to wound, man - Blue wants him alive...

SAX

Now that's interesting.

SAX snatches the gun out of the COP'S hand and uses it to bash the other cop to unconsciousness.

HAPPY zips in from the corridor.

HAPPY
*Reinforcements, Nick! A whole bunch
 more!*

COPS are swarming into the building.

SAX
 Bummer.

He points the gun at SMOOTHIE, who releases his bladder - a puddle forms under him. SAX winks.

SAX
 (to SMOOTHIE)
 We'll pick up where we left off
 later.

INT. HOSPITAL - NIGHT, CONTINUOUS

Sax charges out into the hallway, HAPPY zipping along behind him as -

Bullets disintegrate the nearest wall, barely missing them.

HAPPY
Yerks!

SAX
 Guess these guys didn't get the
 memo.

He lunges around a corner - spots a guy in a wheelchair - dumps him out -

- tosses the wheelchair, skittering down the corridor - cops pile into it, crashing over one another.

SAX bashes through a doorway, down a flight of stairs.

At the bottom of the stairs a DOCTOR freezes, a deer in the headlights. SAX grins -

CUT TO:

SAX slams out the door, next level down, wearing the DOCTOR'S CLOTHES. White coat, stethoscope, the works.

He bursts into -

INT. HOSPITAL KITCHEN - NIGHT, CONTINUOUS

- the hospital kitchen, waving his gun.

SAX

What the hell are you people
looking at? I have to perform an
emergency surgery in five minutes
and I'm dead drunk!

(grabs a worker by the
lapels)

*It's a colon resection, God damn
you!*

HAPPY

They ain't buying it, Nick.

NICK

I need coffee, you bastards! Now!

A worker hands SAX a coffee pot - SAX snatches it away -

HAPPY

Careful, Nick! *Hot! Hot! Caliente!*

SAX slams the burning coffee - his eyes widen into circles.
HAPPY cringes.

SAX collapses against a counter, coughing and spitting steam.

HAPPY

(hopeful)
Better?

SAX

Actually, yeah.

COPS bust in as SAX busts out.

INT. HOSPITAL - NIGHT, CONTINUOUS

SAX is hauling ass down a corridor. HAPPY goes zipping out in
the lead, rounding the far corner ahead of him -

- then zips back, eyes wide.

HAPPY

More bad guys, Nick!

SAX
Well shit then.

Cops ahead, cops behind.

HAPPY
We're in a family-size jar of
pickles, Nick!

SAX glances over, sees that they are right in front of the
ELEVATORS.

He works his fingers between the doors and - with a primal
roar - FORCES THEM OPEN.

Black. Straight down.

HAPPY
What the heck, Nick! There's no
elevator and YOU CAN'T FLY!

SAX notes the 3 on the side of the doorway.

SAX
Third floor.

HAPPY
Ok. You got that loco light in your
eyes, buddy. Whatever you think
you're up to, *you can't help me
save Hailey if you're DEAD-ZO-RONI!*

SAX
Right. About this "Hailey" you keep
yammering about.
(dead in the eye)
To hell with her. And to hell with
you too. Got it?

HAPPY looks back at him with the most heartbreaking eyes
ever, quivering with emotion.

Sniff. Sniff. A big TEAR wells up and drops.

HAPPY is crying! Everyone, collective: *AWWWWWWWWWWWW.*

SAX
Oh for Christ sake.

The THUGS round the corner, guns blazing - TIME'S UP -

SAX snarls -

Snatches HAPPY out of the air and JUMPS INTO THE BLACK --
leaving blue feathers fluttering.

EXT. HOSPITAL - NIGHT

From inside, GUNSHOTS. Then:

The glass front doors of the EMERGENCY ENTRANCE *explode*
outwards -

SAX face-plants in a heap on the icy concrete, broken glass
and blue feathers falling all around him.

He struggles to his feet as HAPPY flutters up --

HAPPY

*Woo-hoooooooooo! Are we the best
team ever or--?*

They charge toward the parking area together, then stop
short.

HAPPY

Uh oh.

MERRY is standing in front of them. Gun trained on NICK'S
face.

SAX

Merry.

MCCARTHY

Nick.

She is standing next to her car. Engine idling, puffing white
exhaust in the cold night. Door ajar.

SAX

I'm gonna need to borrow your car.

Sergio Leone moment. *Who will blink first?* Finally:

MCCARTHY

You son of a bitch.

SMASH CUT TO:

EXT. HOSPITAL - NIGHT, MOMENTS LATER

COPS rush out the front entrance, guns blazing.

They empty hot lead into the fleeing car as it burns rubber out of the parking area -- the back window shatters. As --

MERRY stands by, soberly. Smoking a cigarette.

SMOOTHIE appears, shoves the guards out of the way. Glares molten needles of rage at the disappearing car,

then at MERRY.

MERRY

(shrugs)

He got past me.

She glances down at SMOOTHIE'S piss-stained trousers.

MERRY

Little accident?

CUT TO:

INT. MCCARTHY'S CAR - NIGHT

SAX takes a hot turn, scattering pedestrians, street carts.

HAPPY sits on the dashboard like a PLASTIC JESUS.

HAPPY

Hoo boy! That was a close one!
Where we goin, Nick?

SAX dead eyes him.

SAX

"We" are going nowhere. You heard what the nice lady said. I signed my own death warrant when I iced Disco Mikey. Every scumbag in the city will be looking for me by dawn, if they're not already.

HAPPY

Yeah, but-

SAX

But, but, but nothing. I'm getting
the hell out of town.

HAPPY is a ball of fidgety anxiety -- he taps a rapid-fire
beat on the dash with his little hooves. Seems to be
wrestling with a decision.

SAX

Can you knock that the fuck off
please?

HAPPY

I didn't wanna tell ya, Nick...

SAX

Tell me what?

HAPPY

(forlorn)

I was 'fraid of scarin' you away.
After all, you left her once
before. Maybe you just don't want
to be a daddy.

SAX

The hell are you yammering about?

HAPPY

Why do you think I picked you,
Nick?

SAX

Lucky I guess?

HAPPY

You can say that again. Hailey's
your daughter, Nick.

BOMB DROP.

MONTAGE:

EXT. CITY STREET - NIGHT

BLUE'S town car is pulled over in front of a row of STREET
VENDORS. Souvenirs, toys, knock-offs. The DRIVER/BODYGUARD
stands by.

BLUE stands behind GERRY, watching his phone ring: MCCARTHY.
As --

GERRY browses a stand full of colorful PLUSH TOYS. He pokes fluffy stomachs, tweaks button noses - looking for that special one that cries out BUY ME...

No answer. BLUE swears under his breath. Clicks off, irritated.

GERRY
This one, daddy.

Of all the toys there, GERRY has picked the weirdest:

A 12" plush WISHIE - one of SONNY SHINE'S colorful sidekicks. Purple, floppy eared. Tongue wagging. Pinwheel eyes that spin in it's head. Something twisted about it.

Uncomfortable, BLUE picks out a different toy.

BLUE
What about this little guy?

GERRY
No, daddy - I want a *WISHIE*.
Please?

Somewhere, the SONNY SHINE MUSICAL THEME is playing. The snow FLURRIES around BLUE - AS:

EXT. CITY STREET - NIGHT

AMANDA - eyes streaked with tears - tries without success to hail a cab. The SONNY SHINE THEME plays over outdoor speakers, a warped imitation of holiday cheer.

The COURIER zips up to the sidewalk on his Vespa. He goes through his backpack, pulls out a plain envelope.

COURIER
Ms. Hansen?

She nods, mystified.

COURIER
This is for you.

She takes it; he's gone.

From a VOYEUR'S POV we see her look around. She is being watched.

She tears open the envelope. It's a Christmas card. Angels circling over Santa's head.

Only these angels have their eyes cigarette-burned out. She gasps. Hand-scrawled across the front:

SANTA GOTs A TOY

And with an expression that tells us she knows this is the worst thing she can do, she opens it -

A clipped lock of golden hair falls out, blows away in the wind -

- she can't stop herself from reading what's inside. She turns ghost white. A long, moaning cry escapes from deep inside her -

We watch from a distance as she crumples to the ground. The snow flurries as we FADE TO BLACK - until swirling snowflakes on black is all we see.

PUSH INTO BLACK:

The SONNY SHINE THEME continues - only now a soft, distant music box version.

Emerging from the shadows... an oversized wooden TOY CHEST. In an undefined void.

Somehow, in the pit of our stomach - pushing closer - we *know* we will hear

Scratching, from inside. And a tiny voice, whispering.

HAILEY

Happy?

SLAM TO END
TITLES.

