"INSIDERS"

- SOMETHING MUST BREAK (PILOT) -

by Julien Favre & Ira Israel

After an original idea

by Julien Favre

FADE IN:

EXT. WALL STREET - DAY

While the FINANCIAL NEWS is read V.O., we see an establishing MONTAGE OF:

1. Lower Broadway

- 2. The Statue of Liberty
- 3. The Brooklyn Bridge
- 4. The World Trade Center
- 5. Battery Park
- 6. The Bull statue
- 7. The electric "New York Stock Exchange" sign

8. The "Wall Street" street sign

EXT. AXIS BUILDING - DAY - CONTINUE FINANCIAL NEWS V.O.

Just another shiny black mirror building on Wall Street.

INT. AXIS/HALLWAY - DAY

RACHEL HOLLANDER (26) walks down the hallway while reading the front page of The Wall Street Journal. The AXIS Hallway is lined with Peter Max type investment art. She enters the Associate's office.

INT. AXIS - ASSOCIATES' OFFICE - DAY

Already working in the Associates' office is SCYLLA SWERDLOW (25), also immersed in the Journal. Rachel enters - both Scylla and Rachel are wearing extremely fashionable business suits and are ready for the work week ahead of them.

RACHEL Good weekend?

SCYLLA Fabulous. And you?

RACHEL The usual: work work work, networking, meeting the Jones... you know.

SCYLLA Sounds rough - like the Sunset Beach Hotel on Shelter Island holding a cocktail with an umbrella.

RACHEL If that's what it takes. But no umbrellas - they're so out, so 80s.

Scylla holds up the paper.

SCYLLA See page 18 yet?

RACHEL You're always so far ahead of me, Scylla.

SCYLLA

Donald Kelian's article on the Maritime Bank - someone leaked the report on their hedge fund that went sour. The stock is sure to open 3 or 4 off. I wonder who leaked that report? Hey, you didn't see Donald out on Shelter Island by any chance this weekend - did you?

RACHEL Hmmm... as a matter of fact I do recall seeing them briefly...

SCYLLA Nice work. Now we can buy back some of those shares...

RACHEL I have no idea what you're talking about...

SCYLLA Right. Nice work...

Rachel installs herself at her computer and gets to work - proud that her handiwork has been recognized.

CUT TO:

EXT. AXIS - DAY

Outside the Axis Building four official undercover cars pull up and park.

INT. CAR - DAY

In the last car is CALEIGH ACKERMAN (24), who is waits nervously.

Her telephone rings. She answers it.

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CALEIGH
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Yes?
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(Beat)
Perfect.
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Caleigh signals to DANIEL DUVALL (25), who is waiting by the Axis door.

CALEIGH (continuing) Let's go.

She exits the car.

EXT. AXIS - DAY

Daniel talks into his walkie-talkie.

DUVALL (into his talkie) Let's do it.

Simultaneously, a dozen FBI agents head towards the Axis entry as inconspicuously as possible.

CUT BACK TO:

INT. AXIS - ASSOCIATES' OFFICE - DAY

Scylla and Rachel work at their computers. Scylla looks at her watch and turns to Rachel.

SCYLLA It's time for the meeting.

Rachel and Scylla get up and head for the door.

CUT TO:

INT. AXIS - CONFERENCE ROOM - DAY

ROBERT CHRISTENSON (60), CEO of Axis, and WALTER READE (54), Vice President of Mergers and Acquisitions, begin to conduct business as usual when Scylla and Rachel enter and take their seats.

> CHRISTENSON Good morning, Scylla. Good morning, Rachel.

RACHEL Good morning, sir.

SCYLLA Good morning, sir.

CHRISTENSON Scylla, I read your report on those three dot com companies and will meet with you later in the week to discuss them. Nice work on Maritime, Rachel.

Suddenly, Caleigh and Daniel followed by several FBI agents burst into the room. They head immediately towards Walter Reade.

Two AGENTS throw Reade up against the wall while Caleigh speaks to him.

CALEIGH

The Securities and Exchange Commission, the United States Attorney for the Southern District of New York and the Federal Bureau of Investigation are filing separate civil and criminal insider trading and securities fraud actions against you, Walter Reade, senior V.P. M&A at AXIS. You have the right to remain silent...

Reade turns back towards Christenson.

READE (TO CHRISTENSON) BOB, DO SOMETHING. FOR CHRIST'S SAKE!

Christenson doesn't respond.

Scylla grabs Caleigh by the arm.

SCYLLA Caleigh, what the hell is going on?

CALEIGH Not now, Scylla.

SCYLLA But why didn't you tell me?

CALEIGH I said, not now.

Caleigh follows Daniel and the rest of the agents as they escort Walter Reade out.

General This caleigh/scylla interaction is a set-up for a later conversation. If you want to keep it then bring back caleigh in act III or IV.

CUT TO:

EXT. 5TH AVENUE BUILDING - EVENING

Establishing shot of a beautiful 10-story building on the

Fifth Avenue facing Central Park.

INT. BRUCE ACKERMAN'S PENTHOUSE - EVENING

Charming Wall Street icon BRUCE ACKERMAN (52) ties a knot in his bowtie while looking in the mirror. His white shirt is hanging out of his tuxedo pants.

The intercom rings and Ackerman picks it up.

ACKERMAN

Yes?

DOORMAN (V.O. INTERPHONE) Sir, I have a Robert Christenson here to see you?

Ackerman looks at his watch and thinks for a beat. He sighs.

ACKERMAN Send him up.

INT. BEDROOM - NIGHT

Beautiful but sickly VANESSA ACKERMAN (45) lies in bed in her nightgown. Ackerman enters, while tucking his shirt into his pants.

VANESSA You should hurry up, dear. You're going to be late.

ACKERMAN It's just drinks.

VANESSA Who was it at the door? Hot date?

ACKERMAN Bob Christianson.

VANESSA I didn't know he was coming over.

ACKERMAN Neither did I.

VANESSA Must be important.

ACKERMAN

We'll find out in a minute. Are you sure you don't want to come to the alumni party? Janie and Irene are going - aren't they?

VANESSA I'm not really feeling up to it. I'm just going to read for a bit then go to sleep. Maybe next month.

Ackerman kisses her on the forehead.

ACKERMAN I won't be long.

Ackerman shuts off the light and exits.

CUT BACK TO:

INT. BRUCE ACKERMAN'S PENTHOUSE - NIGHT

There's a chime on the door and Ackerman answers it. Christenson enters.

CHRISTENSON Sorry for coming unannounced but you didn't return my calls...

ACKERMAN Actually, I'm on my way out...

CHRISTENSON Don't worry, I won't take long.

ACKERMAN Why don't we walk?

CHRISTENSON My driver's downstairs.

ACKERMAN My driver is downstairs too, Bob. The fresh air will do us good.

CUT TO:

EXT. PARK AVENUE - NIGHT

Ackerman and Christenson stroll down Park Avenue. Christenson's limousine follows them slowly inching down Park Avenue about 20 feet between them.

> CHRISTENSON The SEC arrested Walter Reade today.

ACKERMAN I saw it on the news. I'm sorry.

CHRISTENSON I need you to take his place as Senior Vice President of M&A.

Ackerman sighs.

ACKERMAN

We've been through this already, Bob. I...

CHRISTENSON

I don't have a short list, Bruce. You're the only one I want. And we are prepared to pay whatever you want. You're the only one I can trust for this position.

ACKERMAN

I'm sorry, Bob. I have to take care of Vanessa.

CHRISTENSON Bruce, the last time we spoke you said that she was almost out of the woods.

ACKERMAN

I'm retired. Did you try Geoffrey Snyder over at Webster, Riverdale? I can put in a call if you like.

CHRISTENSON Bob, the position is only open for you. And I'm not going to take no for an answer.

ACKERMAN I'm sorry to disappoint you.

CHRISTENSON

Just think it over.

They look up - they're in front of the University Club.

ACKERMAN This is my stop.

CHRISTENSON I'll call you tomorrow.

Ackerman sighs - it's not even worth the trouble of telling Christenson not to call.

They shake and Ackerman heads inside.

CUT TO:

INT. UNIVERSITY CLUB - BALLROOM - NIGHT

Under the golden chandeliers of the University Club's ballroom, an elite group of Ivy League alumni discuss business matters in small groups.

Ackerman does the typical performs several perfunctory grip 'n grins on his way towards the bar. While a BARTENDER serves him a flute of champagne, RICHARD VANDERBILT (42) comes up next to him.

VANDERBILT

I thought you were retired. Aren't you supposed to stay home in a wheelchair with a blanket on your lap?

ACKERMAN

I played six sets of tennis at the club before Vanessa even got up this morning.

VANDERBILT Yes, I heard she took ill.

ACKERMAN She's doing fine, thank you.

VANDERBILT Well, it was time for you to go anyway. You really haven't done much since the Telefonica deal.

ACKERMAN Pleasure speaking with you, Richard. Have a pleasant evening.

Ackerman turns to leave but Vanderbilt pulls him back with a gentle hand on his shoulder.

VANDERBILT

Take a look at column one of the Journal on wednesday. Tomorrow afternoon I'm closing a deal that'll make Telefonica look like the Edsol.

ACKERMAN

Who are you screwing now?

VANDERBILT

I'll give you a little tip: if I were you I would buy TransCorp when they open tomorrow morning. Because by four o'clock tomorrow Sir Jimmy Rosen will be the proud their new proud owner, thanks to me. It's the first 4 billion dollar deal since...

ACKERMAN

Telefonica.

VANDERBILT Exactly. Now, if you'll excuse me. It's been a pleasure.

Vanderbilt starts to turn away, and this time, Ackerman pulls

him back.

ACKERMAN Do you want to know why I fired you from JP Morgan, Richard?

VANDERBILT Because you were afraid of me?

ACKERMAN Because you talk too much.

Vanderbilt forces a smile and takes off. Ackerman heads towards a quiet corner, while pulling out his cell phone.

ACKERMAN (INTO PHONE) Christenson? Ackerman here. (beat) You don't have to call me tomorrow. I've reconsidered. I'm in. But on one condition.

CHRISTENSON (V.O.) What's that?

 $\begin{array}{l} \mbox{ACKERMAN} \\ \mbox{I want your M&A team back at AXIS} \\ \mbox{in one hour.} \end{array}$

CHRISTENSON (V.O.) It's that important?

ACKERMAN Maybe the opportunity of a lifetime.

CHRISTENSON (V.O.) 78th floor.

ACKERMAN

I remember.

CHRISTENSON (V.O.) Glad to have you aboard.

Ackerman closes his phone as we...

FADE OUT

END OF TEASER

ACT ONE

FADE IN:

EXT. SPA NIGHTCLUB - NIGHT

On the corner of 13th Street and 4th Avenue in lower Manhattan, a mob of young people wait to enter this club. A limousine pulls up, and out pops Rachel and five friends, all dressed to the nines. Rachel immediately heads towards the linebacker moonlighting as a doorman, HORACE.

Horace seems excited to see Rachel who slips one hundred dollars into his hand as she kisses him on the cheek perfunctorily.

RACHEL Hi, darling. It's just me and a few friends tonight.

HORACE

How many?

RACHEL

Six.

Rachel spots a great looking young male MODEL deep in the line.

RACHEL

(continuing) Make that seven.

Through the crowded sea of people, Rachel walks over to the model and extends her hand.

RACHEL

(continuing)
Coming with me? Or would you
rather wait in line?

He follows her in. All the surrounding people waiting in line wouldn't mind seeing Rachel - who just cut them off pinned under a Mac truck choking on her own blood.

Horace picks up the red rope to let Rachel and her six groovy friends in.

INT. SPA - NIGHT

On a platform that floats above the packed dance floor, two sexy GIRLS dance face to face.

Rachel drags her new beau and one of her girlfriends onto the dance floor and they start moving to the trance beat.

Suddenly, Rachel picks up her dress and pulls out a cell phone from her garter belt. It's vibrating. She looks at the number, grimaces, and takes the call.

RACHEL (INTO PHONE)

(beat)

Yes.

I'll be right there.

Rachel waves off her friends and heads for the door as we...

CUT TO:

INT. LE CIRQUE - NIGHT

SCYLLA is having dinner with her father, State Senator ALISTAIR SWERDLOW at this upscale restaurant.

SCYLLA

What is so important that we should have dinner together? Prostate cancer?

ALISTAIR

No, we're all in good health, thank you. I wanted to see you because your sister is getting engaged...

SCYLLA To a complete jerk...

ALISTAIR ...and we're going to have a little cocktail party...

SCYLLA

And you want to ask me to put on a prim and proper taffeta dress, get my hair done, and show up wearing my Miss America Ivy-League valedictorian smile - is that it?

ALISTAIR

Do we have to go through this every time?

SCYLLA

Every time that you want to use me as a puppet to show the voters that you're a decent family man? Then, yes, we have to go through it. I hate being on the news. Especially when it's not for my job.

ALISTAIR

I don't know what's going on between you and your sister but I want it to stop. Why can't you get along like you used to? She hasn't had such an easy time of it lately...

SCYLLA Dad, we were all sorry when her show got cancelled but that was five years ago. She can only ride the "Washed Up Actress" gravy train for so long.

As Alistair gets ready to reply, Scylla's cell phone vibrates. She checks the number and answers it.

SCYLLA (INTO PHONE)

Yes. (beat) I'll be right there. (to her father) I have to go back to work. Thanks for the dinner.

Scylla gets up from the table.

INT. AXIS - ANALYSTS' OFFICE - NIGHT

In the analysts', three young men scour annual reports looking for anything of note. One of them is ANTHONY BARROSO (23) who occasionally looks up at the TV monitor to catch Bloomberg's business report.

On the TV screen, Bloomberg is reporting about a catastrophic train crash in the Midwest. Anthony concentrates on the report.

REPORTER (on screen) ... two deaths have been reported so far. Both train conductors of each of the two trains were killed upon impact. MidwestRail spokesperson, Eric Wallace, announced that they will be investigating the cause of this terrible crash to determine its origins. Meanwhile, the unions are threatening to suspend work until proper safety measures have been put into place...

Suddenly, MICHAEL OLDSEN (39) peaks into the office.

OLDSEN Cancel your plans for tonight. We have a meeting in five minutes.

Anthony organizes some files and gets ready to attend the meeting.

INT. AXIS - CONFERENCE ROOM - NIGHT

The Mergers & Acquisitions meeting is led by Christenson. Seated around the table are: JESSICA FRIEDLAND (36), FRANK KOTKIN (56), JEREMY VANDENHEUVAL (34), Bruce Ackerman and Mike Oldsen as firm's associates Scylla and Rachel enter and take their seats. There are chairs placed against the wall away from the table and in them sit a few first year Analysts including Anthony Barroso.

Scylla checks out Rachel's dress.

SCYLLA Cute outfit... is that what you use to meet the jones...

RACHEL I wasn't exactly expecting to see anyone tonight for work this evening, darling.

Christenson clears his throat and gets everyone's attention.

CHRISTENSON Well, let's get started. You all know that Walter Reade was arrested this morning and charged with securities fraud and insider trading. I've asked Bruce Ackerman to replace him as head of M & A.

Frank Kotkin's face drops - he can't believe his ears.

KOTKIN Bob, I'm sure we'll get along just fine until Walter's return so...

CHRISTENSON

"Getting along" is not the same as "Moving Forward," which is what we should be doing. Needless to say that I already discussed this entire scenario with Winthrop Vandenheuval.

Frank knows that the fight is over, technical knockout.

CHRISTENSON

(continuing) Everybody in Wall Street knows Bruce so I don't need to introduce him. Bruce, Jessica Friedland in Private Equity you already know. This is Michael Oldsen from Trading. Frank Kotkin oversees our XXXXXXXXXXXXXX. Jeremy

General

What is Kotkin's job?

CHRISTENSON (continuing) Vandenheuval... Jeremy interrupts him.

JEREMY Bob, do we really have to go through the welcome ceremony now? I'd like to get out of here ASAP.

ACKERMAN I'm afraid I'm going to ask the

whole team to spend the night here.

KOTKIN

Doing what???

ACKERMAN

Finding a prey for Jimmy Rosen, who is planning on buying TransCorp tomorrow. As you know, Rosen already owns telecommunications properties in the west and in the east, his last acquisition being the 2.6 million subscribers of CaliforniaDirect. But to be able to offer national service, he needs to cover the Midwest. That's where we come in.

JEREMY And we have to do it tonight?

CHRISTENSON

Only if we don't want to lose a fifty million dollar commission.

ACKERMAN

If we don't come up with something before tomorrow morning, our good friends at GD Dranghel are going to get the board of TransCorp to ratify a 4 billion dollar merger with Rosen.

MICHAEL

Transcorp? Isn't that a trucking company?

ACKERMAN

Yes, road & river. But recently they've tried to get into data transport. And now they own the largest cable infrastructures from Wyoming to Missouri.

KOTKIN

I'm sorry, but this is utterly ridiculous. It certainly took GD Dranghel months to come up with Transcorp. And the deal is just about to close. There is nothing we can do. This is a total waste of time.

CHRISTENSON Frank, please, not now.

ACKERMAN

I want everybody to take a look at telecom properties in the Midwest. Two teams. One with Michael, the other with Jeremy. We reconvene in two hours to see what you've found.

MONTAGE of the Associates and Analysts researching companies while the clock ticks away:

1. Scylla scans the Internet for information

2. Rachel combs through her files of Wall Street Journal articles

3. Analysts read dusty reports

4. Anthony is looking through Nexus and Lexus on their computers

END MONTAGE

INT. AXIS - ANALYSTS' OFFICE - NIGHT

Analyst Anthony Barroso looks tired and disappointed. Obviously, he hasn't found anything valuable. He stands up and goes to the coffee machine. While the coffee cup is being filled, Anthony's attention is drawn to Bloomberg TV newsflash, which shows images from the train wreckage again. A close up shows wires hanging down from the electric poles that have been crushed by the trains.

Close up on Anthony, who has an idea.

INT. JEREMY'S OFFICE - NIGHT

Jeremy, feet up on the desk, talks on the phone while looking at his computer screen.

JEREMY (INTO PHONE) Wait, wait, are the Russian girls coming?

OFF we hear a shy knock on the door.

JEREMY (to the door) Come in! (to the phone) This is fantastic - you should get their real names and fly them into town for a few days... I'll call you tomorrow, man.

Jeremy hangs up.

JEREMY (continuing) Jesus, I said "Come in!"

The door opens and in walks Anthony Barroso.

JEREMY (continuing) What's up, what do y'have?

Anthony slides a file across Jeremy's desk.

ANTHONY I think this could be interesting.

Jeremy takes a look at it.

JEREMY It's an old railroad company. You were told to look for CABLE!

ANTHONY

I know, but...

JEREMY

Are you some kinda idiot? We have less than three hours and you bring me this crap? Get the hell out of here and don't come back unless you find something really good!

Anthony backsteps meekly out of the office.

INT. AXIS - CONFERENCE ROOM - NIGHT

Ackerman and Oldsen are already seated as the Analysts and Associates shuffle in.

OLDSEN Sit down everyone, we don't have much time.

Everyone picks up the pace a little and gets into their seats. They all look worse for the wear after spending the wee hours in front of their computers.

ACKERMAN Let's have it. Don't be shy.

Everyone looks around at each other. They're all anxious to be the first one to speak up.

RACHEL How about CDK? They are... ACKERMAN (INTERRUPTING) Too limited. They don't have much in Kansas, nothing in Oklahoma. Rosen is looking for something global.

OLDSEN

Okay, next.

SCYLLA ColbaltOptics?

ACKERMAN Interesting pick. But CO is MCI. And MCI is buying, not selling. Anything else?

Silence.

OLDSEN

Come on, guys. If these morons at GD Dranghel found something, we can do it.

Close up on Anthony, who is both yearning and terrified to speak. He clears his throat.

ANTHONY MidwestRail?

OLDSEN Sorry? What did you say?

Everyone looks at Anthony, surprised. Jeremy can't believe it. Anthony speaks louder, but his voice is shaking.

ANTHONY

MidwestRail.

JEREMY (TO ANTHONY) I told you already to forget about it.

ACKERMAN

(to Jeremy)
Let him speak.
 (to Anthony)
Go on, please. Why MidwestRail?

ANTHONY

Well, they don't own any cable assets but they have a huge train division. And like all railroad companies, the property they own is ideal to run high-speed fiberoptics lines. I mean, the infrastructure is already set up for the trains. And they've been slowly going under for the last three and a half years, falling from \$65 to \$31 a share.

RACHEL And they just had an accident.

Michael takes the file from Anthony.

OLDSEN

Let's take a look.

Ackerman and Oldsen peruse a few of the pages. They find a map.

ANTHONY

That's where the railroad runs; across all the midwest. That's where there are already lines. Then in the red I added the lines that would have to be added to get to all cities with a population of over fifty thousand. It's really not that many.

Cable companies usually have a thirty-five percent user rate in those areas so I calculated all of the break-even points, where it would be profitable to run lines - assuming that the numbers hold up.

Michael smiles.

MICHAEL That's interesting.

ACKERMAN

That's it.

Jeremy looks like he is going to throw up.

ACKERMAN

(continuing) We got it. Come on, let's go, everybody. We have less than six hours to make a decent-looking proposal on MidwestRail.

CUT TO:

EXT. WESTCHESTER AIRPORT - DAY

A private 727 sits on the runway. There's a Bentley with the steering wheel on the right, English style, sitting next to it.

JIMMY ROSEN, Richard Vanderbilt and Rosen's personal

assistant are standing near the Bentley as Ackerman and Oldsen's limo pulls up.

Oldsen can sense the urgency of the matter and rushes out of the car. He heads towards Rosen who is conducting business on his cell phone - in Arabic. Very impressive. He holds up his finger to Oldsen: one minute, please.

Vanderbilt doesn't understand what's going on until he spots Bruce Ackerman, who walks calmly toward Rosen as he signs off.

> VANDERBILT What the hell are you doing here?!

OLDSEN Jimmy, thank you so much for waiting.

ROSEN Well, you made it sound like a life or death situation on the phone. Got my attention.

Ackerman approaches.

ROSEN (continuing) Bruce. Long time. You've been well?

ACKERMAN Excellent, thank you.

ROSEN Good then, let's see what you've got...

VANDERBILT Jimmy, we really need to take off NOW.

Jimmy turns and looks Vanderbilt straight in the eyes.

ROSEN Why don't you wait for me inside the plane, Richard?

Oldsen hands the file to Rosen. Vanderbilt stays behind Rosen but doesn't dare to open his mouth anymore.

ROSEN (continuing) What makes you think I would be interested in a railroad company?

ACKERMAN

You aren't - not anymore than you're interested in TransCorp's trucks.

Rosen looks up at Ackerman.

OLDSEN

What we're bringing you is the opportunity to lay cables on 75% of the midwest without bothering with trucks. And it'll cost you half as much.

VANDERBILT

That's ridiculous, that's not possible.

ACKERMAN Now you can take ten minutes to look at this proposal, or you can get on the plane and we'll head over to MCI. The choice is yours.

Rosen thinks for a beat.

ROSEN (TO HIS ASSISTANT) Lizbeth, tell the pilots that there's a slight delay, would you please.

INT. AXIS MEN'S BATHROOM - DAY

Anthony puts water on his tired face. He looks at himself, happy, then goes to the urinal.

Jeremy enters. He shuts the door behind him, nonchalantly walks over to Anthony, and forcefully jams Anthony's face into the wall.

JEREMY

I'm only going to say this once so I'd like your undivided attention - OK?

Shocked, Anthony tries to remain composed.

ANTHONY

... what...?

JEREMY If you ever even think of going behind my back again, I will find you and I will squash you. Understood?

Anthony can't even speak because Jeremy is almost strangling him.

JEREMY (continuing) UNDERSTOOD???

ANTHONY

...yes...

JEREMY Now go change pants.

Jeremy releases Anthony and leaves, leaving Anthony kneeling on the floor as we...

FADE OUT

ACT TWO

FADE IN:

EXT. MIDWEST RAIL - EARLY MORNING

Midwest Rail's headquarters, built in the early 1850's and never freshened up, look a little decrepit.

INT. MIDWEST RAIL - MEETING ROOM - EARLY MORNING

A dozen of old EXECUTIVES are gathered around the table, looking worried. They are all sitting except stodgy old ROGER DAFT (65), the president of Midwest Rail, who nervously paces the back of the room.

BILL WALLACE hangs up his cell phone.

DAFT

So, what's the situation?

WALLACE

With the news reports we'll probably open at \$36.

General

Julien, I don't understand the numbers. Last scene the stock was at 31 now 36 after the accident. You have to make the stock fluctuations extremely clear to the audience throughout the show.

DAFT At \$36 even I would buy some shares!

WALLACE Well, fatal accidents tend to have an adverse affect on share prices.

DAFT Don't be a wise-acre, Wallace; I don't have time for it now. (beat) I can't believe it. What the hell are our lawyers doing?! I know it's early but weren't they supposed to send someone within the hour?

WALLACE It's not even 45 minutes, Roger. I'm sure they'll...

We hear a knock on the door. DAFT raises his eyebrows.

DAFT

Yes, come in.

The door opens. JAMES BEARDSLEY (24) enters the room. He seems so young that all the men in suits look at each other, wondering who he is. Daft is disappointed.

DAFT (continuing) I asked not to be disturbed! Out, kid.

JAMES I'm James Beardsley, sir, from Seeth, Solomon & Associates.

DAFT

Pardon me?

JAMES You asked George Selwyn to send someone urgently, so that's what he did. I'm your lead counsel, sir.

DAFT You must be joking.

JAMES (dead serious) Do I look like I'm joking, sir?

DAFT

I didn't ask Selwyn to send an intern, Goddamnit. Doesn't he realize that we are in serious trouble here?

Daft picks up the phone.

DAFT (continuing) Margaret, put me through to Seeth, Solomon, right now.

Daft holds, shaking his head in disbelief.

JAMES 4.5 millions shares have switched owners in the last forty eight hours. Since your stock has gone down 57% in two years, you have become terribly vulnerable to raiders. So if I were you, I wouldn't waste my time with Selwyn: I would hang up the phone and start working with me right now.

Daft ponders the situation. He looks at Wallace who nods his head.

DAFT Well, Mister Beardsley, what do you suggest?

INT. AXIS - ASSOCIATES' OFFICE - DAY

Rachel looks up from her computer and talks to Scylla.

RACHEL

I think I'm close to becoming a train accident expert. I'll save you the technical stuff about dysfunctional flashing beacons but in short, the unions claim that the trains crashed because they only had one driver each, which they consider dangerous. On the other hand, Midwest Rail - backed by some study they funded - claims that one driver is perfectly safe. According to Midwest, it was human error: one of the drivers may have been under the influence. What time do you guys make the phone call to Midwest?

SCYLLA At six, just before registering with the SEC. Rosen is coming in.

RACHEL I hope I'll get to meet him, if I don't get tied up in Newark.

SCYLLA

What's in Newark?

RACHEL Someone I think we should talk to, the in-house guy responsible for the one-driver expert study.

SCYLLA What's so special about him?

RACHEL Nothing. Except that he resigned from Midwest Rail right after the study came out.

They exchange glances as Rachel picks up her bag and starts to exit.

CUT TO:

INT. SEETH, SOLOMON & ASSOCIATES - DAY

James works in his office, scrutinizing some law books.

Selwyn enters.

SELWYN So what's it look like?

JAMES

I haven't found anything useful in the company's bylaws. I'm afraid there is just no way to prevent a raider from taking the company over.

SELWYN

That's what I was afraid of. (beat) Considering the situation, the board can't turn to the shareholders to amend the bylaws because Daft is too afraid to explain to them why the company's value is so far off.

JAMES

So the only way to change the bylaws would be to introduce a legal defences without referring to the shareholders.

SELWYN

Not possible. The state supreme court has been very clear on this.

JAMES

Previously.

SELWYN

What do you mean?

JAMES

That there's a bill before the Delaware State Senate regarding just this very aspect of corporate law. According to it, the board can be authorized to issue new stocks that they can distribute to selected shareholders, instead of dividends. It would be a possible way to block the raid by ...

SELWYN Diluting the raider...

They reflect for a beat.

General

I kinda don't understand this. What is the law regarding the shareholders currently? Which way does James want the vote to go? And Scylla screws up James by postponing the vote - is that how you want it?

SELWYN

(continuing) In theory, that could work. But not in this case, I'm afraid.

JAMES

Why not?

SELWYN

Because the stock is so cheap right now that a raider could buy twice the company. What we would need to render your poison pill efficient would be to make the stock goes up, possibly back above \$42. It's never going to happen...

JAMES

I have an idea...

Off Selwyn's raised eyebrows we...

CUT TO:

EXT. DEMOLITION SITE - NEWARK - DAY

Rachel approaches FRED OBERMAN (48), who is surveying the site and taking notes.

RACHEL

Fred Oberman?

Oberman doesn't look back.

OBERMAN Who's asking?

RACHEL I'd like to talk to you for a minute. Can we...

OBERMAN Can't you see that I'm busy?

RACHEL It's about Midwest Rail, Mister Oberman.

OBERMAN I thought I was clear on the phone. I have nothing to say about Midwest Rail. Now you'd better leave or I'll call the police. You are not authorized in this area.

RACHEL

Call the police, Mister Oberman. Two people died last night and somehow, I think, you knew it was going to happen. Isn't that what your report said?

INT. MEL'S DINER - NEWARK - DAY

Oberman and Rachel sit at a booth in this desolate old-school local diner.

OBERMAN

What we recommended was that either the company reduced the working day down to 6 hours or kept two drivers by engine.

RACHEL So the company doctored the report?

OBERMAN It was a government funded safety report - the company never touched it.

RACHEL But they paid off the other safety inspectors, maybe your boss, Leonard Brickell.

OBERMAN

But not me.

RACHEL

But you got a decent severance package when they let you go.

OBERMAN

Yeah but... (beat) I dunno, I guess it's time for me to be a stand-up guy...

RACHEL

If I could just see the original report... I could make things work out for you... I can guarantee that your name will never appear

anywhere.

Oberman thinks about it as we...

CUT TO:

EXT. RAILROAD WORKERS UNION HEADQUARTERS - DAY

The Railworkers Union Headquarters looks more like an old meatpacking plant than anything else. Burly men of all colors shuffle around trying to keep busy.

James pulls up in his Ford Escort and parks.

INT. BRIAN BOGOSIAN'S OFFICE - DAY

BRIAN BOGOSIAN (43) looks more as if he should be working on a construction site then in an office: unlit ragged cigar, jeans, denim shirt, gut hanging over his pants, work boots.

Young geeky James in his inexpensive tweed coat and chinos appears to be only asking for trouble by entering into this land of blatant machismo.

James knocks on the door and approaches Bogosian who is planted behind his desk.

BOGOSIAN What do you want, kid?

JAMES James Beardsley, sir, from Seeth, Solomon and Associates.

Handshake.

BOGOSIAN If it's about my ex-wife, you'd better go away right now or I'll try my new boots out on your ass.

JAMES I have nothing to do with your exwife, sir. I'm Midwest Rail's counsel.

Bogosian stares at him suspiciously.

James motions towards the seat.

JAMES (continuing) May I?

BOGOSIAN Bearsdley? Any relation to Vic Beardsley?

JAMES

My father.

BOGOSIAN

He was a good man. Always did right by us... we were sorry to see him go so early. (beat) So now what does Vic Beardsley's son want with the railroad union?

JAMES

All I'm trying to do is save the Midwest Rail.

Bogosian proceeds to sit, and so does James.

BOGOSIAN

If those bastards had cared a little more about their workers in the last fifteen years, the company wouldn't be in such bad shape.

JAMES

If the company falls apart, where will the workers go?

BOGOSIAN Sometimes things gotta get worse before they get better.

JAMES

If Midwest is sold - what makes you think that the railroad won't be sold off for parts?

BOGOSIAN

So what do we do, smart boy? Just shut up and stop bothering the board? Is that what you suggest?

JAMES

My suggestion, sir, is that you reopen dialogue. That you agree to meet with Daft and negotiate with him everything that you want: salaries, safety rules, health insurance, everything. And that you do it today.

BOGOSIAN

Why today?

JAMES

Because I can bring Daft to the table today. Tomorrow I can't guarantee anything.

Bogosian reflects for a BEAT as we...

CUT TO:

INT. AXIS - CONFERENCE ROOM - DAY

Ackerman, Oldsen, Scylla and Anthony wait for Jimmy Rosen who enters with two assistants.

ROSEN Gentlemen. (to Scylla) My lady. (to Ackerman) Is everything set?

ACKERMAN Just waiting for you.

Oldsen dials the speakerphone.

OLDSEN Jane, put us through Midwest Rail CEO Roger Daft, will you?

They wait. Anthony and Scylla are more visibly nervous than the others.

OLDSEN (continuing) Mister Daft? Michael Oldsen from AXIS. How are you?

START INTERCUT

DAFT Cut the small talk and get to the point.

ACKERMAN This is Bruce Ackerman, sir, we're terribly sorry about the accident that you're dealing with right now.

DAFT Bruce Ackerman? I remember reading that you retired.

ACKERMAN

Don't believe everything you read, Mister Daft. I'm here with Sir Jimmy Rosen who has developed an intense interest in Midwest Rail.

DAFT "Intense interest" - that sounds almost romantic.

ROSEN Well, we don't exactly want to take you to the prom, Mister Daft.

I'm about to officially inform the Securities & Exchange Commission that I own 19.8% of Midwest Rail.

A long pause. Daft obviously wasn't expecting such a high figure.

DAFT

I see. (beat) What are your intentions?

ROSEN Well, so far, it's a simple investment. But since this terrible accident... well, the numbers are starting to look very attractive...

DAFT Why don't you spare us the gory

details and tell us exactly what you want, Mister Rosen?

ROSEN Well, to be frank, Mister Daft, as a major shareholder - I disapprove the way you are managing the

DAFT

company, Mister Daft.

If you're not confident with the company, why don't sell your shares and go invest elsewhere?

ROSEN When you don't like the way the gardener mows the lawn, you don't sell the house, do you?

Muffled chuckles.

ROSEN

(continuing)
Now, I will tell you exactly what
I want, Mister Daft. I'm sure the
stock can go up to at least \$68,
maybe \$70.

But to achieve that, you have to refocus your core business - truck transport - and sell all of the diversified assets, especially your train division, which has been sending the stock into a tank for two years now. DAFT And if we refuse your plan, Mister Rosen?

ROSEN

Then, I'll have no other option than to take over the company and implement the changes myself.

DAFT

I don't think that's what you'll do, Mister Rosen and I tell you why. First, you shouldn't be worried about the social issues nor the price of the stock because both problems have been solved. We will soon come to an agreement with the Union that will allow our train division to resume working profitably. I can't guarantee that the shares will reach its historical peak of 1971, but I'm sure you'll be very happy with our profits. Now let me introduce you to our lead counsel, James Beardsley. He'll tell you what will happen if you keep buying Midwest.

JAMES

Hi, Mister Rosen. If you happen to go beyond 20% of Midwest Rail, the board will issue for select shareholders 900 million dollars of new preferred stocks, representing 12.8% of the capital and 20.5% of the vote rights.

DAFT In other words, we'll dilute the shares so much that you won't even get a seat in the board.

OLDSEN You can't do that without the shareholders' consent!

General

Can we relate this to James and the delaware senate more?

DAFT Yes, we can. And we will. (beat) So Mister Rosen, we thank you very much for your concern and suggestions, but we can respectfully do without both. When you are interested in selling your shares, just give me a ring. Have a nice day.

General Rosen should explodes here, insult Ackerman et al. Please write the end of the scene in.

INT. AXIS - ASSOCIATES' OFFICE - NIGHT

Scylla works on her computer when Rachel calls.

SCYLLA Rachel, where are you? Everybody has been looking for you.

INT. TOWNCAR - NEWARK - NIGHT

Rachel rides in the back of a towncar in Newark.

RACHEL How did the call go? Are they yielding?

START INTERCUT

SCYLLA They're threatening to trigger a poison pill if we keep buying.

RACHEL

I thought they weren't protected...

SCYLLA

Anthony and the others are checking out the whole thing. Actually, the poison pill isn't the our biggest problem.

RACHEL

What is it?

SCYLLA

There are good chances that MidWest will open tomorrow above \$45.

RACHEL \$45? How come?

SCYLLA

MidWest is negotiating with the railworkers union for the first time in over a year. The new terms will be officially announced tomorrow, right before the market opens.

RACHEL That's a damn shame. I'll check in later. SCYLLA OK. Rachel hangs up, disheartened. She dials a number. V.O. New York Times. RACHEL Neil Hunt, please. V.O. One moment, please. INT. NEW YORK TIMES/OFFICE - NIGHT Neil Hunt picks up the phone. NEIL HUNT

Neil Hunt here.

START INTERCUT

RACHEL

Darling, it's me. Want to meet for drinks? How's 8:30 sound?

NEIL HUNT

I have a 10:00 deadline on a story that's running tomorrow morning first page of the business section. Can I take a raincheck?

RACHEL Sure, no problem. I'll just call Donald at the Wall Street Journal.

NEIL HUNT OK, OK, what do you have?

RACHEL You're so suspicious. Can't I just be calling for drinks?

NEIL HUNT

Well, there's always a first, but for some reason I don't think it's tonight. Tonight I imagine being slipped a manila envelope with something incriminating in it.

RACHEL

You reporters have such active imaginations. I bet you watch alot of movies.

NEIL HUNT Prada, at the bar, 8:30. You'll have me for fifteen minutes.

RACHEL You'll be amazed what I can do in fifteen minutes, darling.

NEIL HUNT See you there.

She looks down at the manila envelope as we...

CUT TO:

INT. JAMES AND ERIN'S HOUSE - NIGHT

James' girlfriend ERIN CALLAHAN (23) has been busy preparing an expensive dinner to celebrate James' successful move with the union.

Erin hears the key in the lock and runs to shut off the lights - letting the many dinner candles give a warm glow to the room.

James enters, sees the table, and Erin and is surprised.

JAMES What's this all about?

ERIN

I heard on the news that the union has agreed to negotiate with Hexalocal. They said that - let me see if I remember - (IMITATING NEWSCASTER'S VOICE) "an agreement between the union and Hexalocal is imminent." Yeah, that's it. That was you - right? I saw that guy Bogosian on TV and... he mentioned your name - and your dad...

JAMES

Great...

James inspects the dinner table.

JAMES (continuing) Shrimp?

ERIN Scampi. Your favorite. It's been a long time. I think that the last time we had scampi...

JAMES

Well there's a reason that we haven't had shrimp scampi in a long time: it's called, "Student Loans." \$140,000 dollars worth. Jesus, Erin, we can't afford to eat like this. I've gotta pay the rent now - you haven't worked in months...

ERIN

I've been looking... they're just not doing many shoots here in Delaware anymore, there's no need for a stylist if they're not shooting anything...

JAMES

Which is exactly why we can't spend money on a dinner like this.

James turns on the lights immediately killing the atmosphere - if it was even still alive.

JAMES

(continuing) And who the hell knows if things are going to work out with Hexalocal. Yeah, it's great that Brian Bogosian was able to see the light this morning but that doesn't mean that tomorrow morning he won't call a full-on strike and bury HEXALOCAL.

Erin starts to whimper, cry.

ERIN I was just trying to do something nice...

He goes over to console her.

ERIN

(continuing) You've been working so hard.

JAMES

I know... I know...

They hug.

JAMES (continuing) It'll be alright. We just have to get out of this hole.

She calms down in his arms.
JAMES (continuing) C'mon, let's eat before it gets cold...

They start to eat as we...

FADE OUT

ACT THREE

EXT. RAILROAD WORKERS UNION HEADQUARTERS - DAY

A taxi parks in front of the union building and out bursts Rachel. She walks toward the entrance with a disapproving look on her face regarding the surroundings.

INT. RAILROAD WORKERS UNION HEADQUARTERS - DAY

Bogosian sits behind his desk, eating McDonalds. Rachel enters the office and heads for him.

RACHEL Mister Bogosian, I presume.

BOGOSIAN Depends who's asking.

RACHEL (SEXY) Call me Rachel.

Rachel takes out a bunch of papers and puts them down on Bogosian's desk.

BOGOSIAN What's that?

RACHEL The safety report commissioned by Midwest Rail. I mean, the original report.

BOGOSIAN What to do mean?

RACHEL Lemme see your copy and I'll show you what I mean.

Bogosian sighs, gets up and goes over to a bookcase filled with hundreds of dossiers and old books. He looks around for a moment then pulls out a report. He tosses the report on the desk in front of Rachel. OK, so???

RACHEL

The one you have is a forgery. This one is the original, which says it is dangerous to make a solo conductor drive more than four hours straight. In fact, they find that the risk of fatal accidents goes up exponentially after four hours - accidents like the one that occurs two days ago.

BOGOSIAN

What are you talking about?

RACHEL

The union got screwed. They lied to you And now they have manipulated you into negotiating a new agreement. But you can still back out - it's not too late.

Bogosian thumbs through the report.

RACHEL

(continuing) Just take a look.

BOGOSIAN

You think I'm gonna back out just because some tart in a fancy dress prances into my office and throws some papers on my desk?

RACHEL

I'm afraid it doesn't matter whether you believe me or not.

She puts the morning edition of the New York Times down on his desk.

RACHEL

(continuing) Just read the New York Times. Try to imagine what you'll say to your workers when they find out that Midwest Rail has been playing their leader for a fool. Two drivers died and you are shining Bob Daft's shoes. Get the picture?

Off Bogosian's face we...

CUT TO:

INT. NEW YORK STOCK EXCHANGE TRADING FLOOR - DAY The Stock Exchange is in its usual morning frenzy. A TRADER looks up at the big board; his eyes follow MIDWEST Rail over to see what it's trading at. But it's no longer trading. The sign reads SUSPENDED.

CUT TO:

INT. SEETH, SOLOMON & ASSOCIATES - CONFERENCE ROOM - DAY

Spread out on the table are all the morning tabloids detailing the doctored Midwest Rail safety report and the fact that the stock should rightfully go through the floor as soon as the market opens.

Wallace and Selwyn look like beaten mean while James is indignant, furious. They watch Daft who is on the telephone.

DAFT Alright. (beat) 10pm??? That's pretty short notice, but I... Alright. I understand. (beat) No, we would prefer to meet in a neutral place. I'm sure you understand. The Boardwalk Hotel. In Rehoboth.

He hangs up and turns towards the others.

SELWYN

So?

DAFT They're asking us to restructure the Midwest Rail according to Rosen's plan. We sell him the train division, buy his position on Midwest at \$40 a share, and put a certain sum in escrow to cover his expenses and any possible overtures. (beat) If we don't, tomorrow he launches a hostile takeover at \$40 a share. He's got us either way. We meet them at 10pm to give our answer.

Is \$40 the right number?

JAMES Is it true? DAFT Is what true? General

JAMES The safety report.

DAFT What are you talking about?

SELWYN James, please, this isn't...

JAMES (INTERRUPTING) What am I talking about? It's all over the headlines. Did you fake it? Did you know it was dangerous?

DAFT Listen kid, I think we have far more important problems than...

JAMES Oh yeah? Two drivers died. That's not important?

SELWYN James, stop it.

Selwyn grabs James and pulls him out of the room.

INT. SEETH, SOLOMON & ASSOCIATES - JAMES' OFFICE - DAY

Selwyn shoves James into the room.

SELWYN What's the matter with you?

JAMES They knew it was dangerous. They knew it was dangerous and they still did it.

SELWYN Are you from another planet? Can't you see that it's all crap?

JAMES It's in the New York Times for Christ's sake.

SELWYN

It's a war, James! Don't you realize, we are at war? They would say anything to kill us. So please, don't let them fool you. You have to be more intelligent than that. Be professional, James. Alright?

James calms down.

SELWYN

(continuing) Now, we have less than 12 hours to find a solution for Daft.

JAMES A solution? The Union is on strike and the stock has fallen under \$30. What can we do?

SELWYN

Allow Daft and the board to get something in case there is a takeover. This is what I want you to concentrate on.

General I really don't like this - can't we think of something smarter? James knows that daft faked the report and now Selwyn is asking James to do something for him. James should say no.

JAMES

Fine.

Selwyn leaves James' office. James sits on his chair and turns to the wall, where he has posted news articles about Rosen's former takeovers. His eyes are attracted to an article with the photograph of Richard Vanderbilt.

General

Here you should cut directly to Vanderbilt so that the audience makes the visual association.

INT. AXIS - ASSOCIATES' OFFICE - DAY

Scylla, Rachel and Anthony are discussing strategies with Ackerman.

ANTHONY Their pill will be legal because the Delaware corporate law is changing change. A new bill will pass next month.

ACKERMAN Find out who is behind the bill and find out how we can stop or at least postpone them.

Scylla leaves followed by Rachel. Anthony starts to get up and Michael throws a look at Ackerman who nods.

OLDSEN

Anthony?

Anthony stops..

ANTHONY

Yes?

OLDSEN Let's take a walk.

Anthony looks anxious and surprised.

EXT. BATTERY PARK - DAY

Oldsen and Anthony stroll through the park with the Statue of Liberty in the background.

General

This scene seems premature since they haven't closed the deal yet.

OLDSEN Listen, I've been watching you since the beginning of the year, and it is not the first time you come up with a bright idea. I think you deserve more than being an analyst.

Anthony stops and looks at Oldsen.

OLDSEN (continuing) You haven't finished your degree, have you?

ANTHONY No. Even if I had the money, I wouldn't have the time.

OLDSEN Obviously. I mean, a normal person wouldn't have time.

Oldsen reaches into his pocket and takes out an envelope.

OLDSEN

(continuing) But you're not a normal person: I know how motivated you are.

He hands him the envelope.

OLDSEN

(continuing) Which is why I'm giving you this check to cover all costs for you to finish up school. And I'll have someone from AXIS put in a call to Columbia so you can start taking night courses immediately.

ANTHONY You're going to pay for me to finish up my degree?

OLDSEN And we'll send you back for your MBA in two years if we think you need it. (BEAT). Anthony, I've decided to promote you to Associate.

Anthony can't believe his ears.

ANTHONY

Really? Wow...

OLDSEN But I want you to think about it very carefully.

It's not 100% because of the Midwest Rail deal but that's what the others will think, that you got lucky. I mean, you probably noticed already, it's somewhat of a shark tank in there.

The two of them walk towards the Statue of Liberty. Anthony stares at it - where his family came not so long ago.

OLDSEN

(continuing) Take the time to think about it. If you think you have the guts to stand the consequences, tell me. Let's say you have 24 hours to make up your mind.

ANTHONY

OK. Thank you.

A WIDE SHOT of Anthony dwarfed by the Statue of Liberty as he opens the envelope and even the distance his huge smile beams.

CUT TO:

EXT. CHINCHINOGGA PRIVATE GOLF COURSE - R.I. - DAY

A beautiful golf course that gives onto the Atlantic Ocean. Alistair Swerdlow prepares to put when Scylla pulls up in a golf cart driven by a caddy.

> SCYLLA Hi, Dad, how are you?

ALISTAIR

Wait.

Swerdlow takes his swing and sends the ball a few hundred feet. But it lands right in a sandtrap! Which pisses Swerdlow off. He turns to Scylla, upset.

ALISTAIR

(continuing)
It must be important if you came
all the way up here? Get fired?
Need help finding another job?
There's always room in my office...

SCYLLA Please Daddy, get real. Do you know Carmen McGill?

ALISTAIR Of course. But I haven't spoken to her since she became the Speaker of the House of the Delaware Senate.

Alistair puts another ball down.

SCYLLA I need a meeting with her.

ALISTAIR

So call her.

SCYLLA And I need you to be there.

ALISTAIR That's ridiculous. I'm booked for the rest of the day.

SCYLLA I have a plane waiting.

ALISTAIR What's it about?

SCYLLA

Delaware is about to change its corporate law and bill proposed violates the shareholders' rights. We have to block it before the vote.

Alistair turns to Scylla.

ALISTAIR

So you're asking for my help, Scylla? That's funny because when I asked for your help, on behalf of your sister, you weren't very... receptive.

Scylla understands what Alistair means.

SCYLLA Make this work and I'll do anything you want me to do. Throughout the entire election.

Right when he's about to swing, Alistair forgets about the ball. Scylla has gotten his attention.

ALISTAIR Must be very important.

SCYLLA I'll get you the details on the way. C'mon, let's go.

EXT. DRANGHEL BUILDING - MANHATTAN - DAY

The Dranghel Building is one of the more modern glass structures on Wall Street.

INT. DRANGHEL BUILDING - VANDERBILT'S OFFICE - DAY

Vanderbilt sinks into his plush leather sofa in his large office that gives onto Battery Park. He's smoking a cigar. On the wall is an array of stuffed animal heads that Vanderbilt obviously hunted himself.

He has a coffee table that has all of the headlines of his deals laminated on top of it.

Vanderbilt and James are in the middle of a conversation.

VANDERBILT

For Transcorp, Rosen was a white knight, a way to save them from any hostile takeover attempt. They would have become three times larger, you see. And they really believed that Rosen was interested in the truck business.

JAMES

So he isn't?

VANDERBILT

Not at all. All he is interested in is running high speed cables over their already existing train lines.

General

Doesn't James find all this out earlier? It seems like an unnecessary repeat of information. And also, HOW EXACTLY DO JAMES AND SELWYN FIND THIS OUT THIS OTHER THAN VANDERBILT?

JAMES And he was ready to buy the whole company?

VANDERBILT

He would have sold all the other divisions afterwards. Transcorp was very afraid of being raided and dismantled, that's the very reason they wanted to merge with Rosen, but they would never had agreed to sell him their cable assets, their most valuable property. He had to take control of the whole company.

JAMES

But why Midwest Rail now? They don't have any cable properties.

VANDERBILT The tracks that run across the Midwest. You can lay cable along it.

JAMES Rosen will wire the tracks and...

VANDERBILT Get rid of the trains, that's for sure.

JAMES What about the railroad workers?

VANDERBILT He won't need them anymore, obviously.

James gets up and thinks for a moment.

JAMES We have to stop them. (beat) If the idea is to get bigger, did Transcorp ever think of merging with MidWest Rail?

VANDERBILT They thought about it, of course, but we dissuaded them.

JAMES

Why?

VANDERBILT

Midwest Rail's workers are paid 15% more Transcorp's workers. Knowing Daft would never been able to get the Union to agree to cut the salaries at MidWest, Transcorp would have had to give its workforce a raise, which was impossible. JAMES

Hmmm...

James think for a beat as we...

CUT TO:

INT. AXIS - ACKERMAN'S OFFICE - DAY

Ackerman, Oldsen, Rachel and Anthony waits for Scylla who arrives.

General

I think you need to show the scene w/ SCYLLA, HER FATHER, AND carmen mcgill. It all happens too easily.

ACKERMAN So, how did it go?

SCYLLA My father and I met with Carmen McGill in Delaware this afternoon and she agreed to postpone the vote until after a hearing takes place. (beat)

Next summer.

OLDSEN

Great job.

ACKERMAN Perfect. Michael, let's go. We've got a company to raid.

Michael and Ackerman stand to leave as we...

CUT TO:

INT. MIDWEST Rail - EVENING

Daft, Wallace and Selwyn are waiting in front of Midwest Rail's headquarters. A limo is parked in front of them, waiting.

Wallace looks at his watch.

WALLACE What's the kid doing?

SELWYN I don't understand. He should be here.

DAFT Ok, we will do without him. Let's go. I don't need him to hold my pen.

They get into the limousine.

INT. BIG ROBOWSKY'S BOWLING - DELAWARE - NIGHT

Bogosian bowls with some of his PALS. He gets ready to roll a ball.

James comes up and stands behind him.

JAMES

Mister Bogosian?

Surprised to here James' voice, Bogosian lets the ball rip right into the gutter. He turns to James, upset.

BOGOSIAN What do you want?

JAMES I need to talk to you.

BOGOSIAN

You're wasting your time, kid. I don't want to hear any more about MidWest Rail. Now, if you don't mind, I'll get back to my game...

JAMES I don't want to talk about Midwest Rail, Mister Bogosian. I want to talk to you about Transcorp.

Behind James is Richard Vanderbilt; it's obviously his first - and last - time in a bowling alley or hanging out with working class people.

After a moment, James and Bogosian saddle up to the bar next to Vanderbilt.

JAMES

(continuing) I'm afraid you're not seeing the big picture. Jimmy Rosen doesn't give a damn about the trains.

BOGOSIAN Then why does he want to buy Transcorp?

VANDERBILT

For the railroad tracks, to turn them into fiber optic pipelines. And he'll get rid of everything else, starting with the workers.

JAMES I'm not asking you to help Daft keep his job; all I'm asking is to help me save the jobs of thousands of workers.

BOGOSIAN What's your plan?

James turns to Vanderbilt.

VANDERBILT Transcorp may be interested in merging with MidWest.

BOGOSIAN

Meaning?

JAMES

That MidWest would keep operating as a transport company. There would be no layoffs. None in the train division, none in the truck division.

VANDERBILT

The idea is that MidWest will benefit from the same conditions as Transcorp's workers: health insurance, vacations, safety measures, etc.

BOGOSIAN So what do you want from me?

VANDERBILT Well, MidWest salaries are 15% above Transcorp's.

JAMES Transcorp won't move unless you accept to cut your workers' salaries... I'm sorry.

Off Bogosian's disheartened look we...

CUT TO:

INT. BOARDWALK HOTEL - SUIT 4512 - REHOBOTH BEACH - NIGHT

The two teams face off in the luxurious suite of this old victorian palace. On one side of the table is Jimmy Rosen, Bruce Ackerman and Michael Oldsen - relaxed and confident. On the other side of the table is the beaten team from Midwest Rail: Daft, Wallace et Selwyn.

> OLDSEN I'm sure that within a year, you will acknowledge that this was a very good move for your company.

DAFT With your knowledge of the transportation business and a

token I can ride the bus all day.

General

THIS IS AN EXTREMELY FUNNY JOKE. I HOPE THAT YOU GET IT.

ROSEN We know about business, period.

ACKERMAN Here are the originals of the contracts...

SELWYN Do you mind if we read them in private, next-door?

OLDSEN They are the same you got by fax this afternoon...

ROSEN Actually, yes we mind. So you please remain seated and read the contracts here.

Daft and Selwyn look at each other. Selwyn nods to make Daft understand that they have little choice.

Selwyn's cell phone ring and he answers it while getting up to move to the other side of the room out of earshot.

SELWYN James, where the hell are you?

CUT TO:

EXT. HIGHWAY - NIGHT

James drives on the shore towards the Boardwalk Hotel trying to concentrate on the driving as well as talking on the phone.

General

What the hell are they doing in James' car? Why are they in vanderbilt's limo?

JAMES Did you sign yet?

START INTERCUT

SELWYN

No, but...

JAMES

Great. (to Vanderbilt) They haven't signed yet.

He starts swerving the car.

VANDERBILT Hey, watch where you're going.

Vanderbilt grabs the wheel and holds it straight.

JAMES This is very important: stop the meeting right now! Understand? Daft mustn't sign anything until we arrive.

SELWYN We - who's "we?"

JAMES Just trust me. Stall for five minutes.

SELWYN James, do you realize what you are asking me to do?

 $${\rm JAMES}$$ George, we still can beat them.

Selwyn looks back at the table. Jimmy Rosen is amidst signing the contracts. Daft is almost done looking over his copies.

JAMES

(continuing) 5 minutes, George. Trust me.

INT. BOARDWALK HOTEL - SUIT 4512 - REHOBOTH BEACH - NIGHT

Selwyn clicks off the phone and turns back to the table at the same time that Oldsen is putting the contracts down in front of Bob Daft to sign.

Daft takes out his pen and takes off the cap...

SELWYN Bob, can you take a phone call? In private.

Everyone turns towards Selwyn, surprised by the interruption. Even Daft looks at him like he's from outerspace.

General The phonecall from the mother is too cute, too adolescent. Can we think of anything smarter? DAFT

What???

OLDSEN Gentlemen, I really think that...

DAFT What phone call?

SELWYN It's... your mother.

It's a blatant and ridiculous lie, but it's the only thing that comes to his mind.

DAFT I beg your pardon?

SELWYN She really wants to talk to you, Bob. (to the others) It won't take more than two minutes, Gentlemen.

Daft looks dumbfounded. Wallace, Ackerman and Rosen can't believe that he's going to take a phone call right now

Daft gets up and leaves the room with Selwyn.

ROSEN Can someone explain to me what's the hell is going on? Is it milk and cookies time now? Or are we on Candid Camera?

INT. BOARDWALK HOTEL - MIDWEST DISCUSSION ROOM - NIGHT

Bob Daft enters the room and confronts Selwyn.

DAFT Are you nuts or what? Don't you think it is enough of a humiliation?

SELWYN Shut up, Bob. We have only two minutes. Let me introduce to you Richard Vanderbilt, from GD Dranghel.

Daft turns toward the other side of the room and sees Vanderbilt and James as we...

FADE OUT

FADE IN

INT. BOARDWALK HOTEL - SUIT 4512 - REHOBOTH BEACH - NIGHT

Rosen, Ackerman, Oldsen and Wallace wait around the table.

The door opens and the team enters: Daft, Selwyn, James and... Richard Vanderbilt.

ROSEN

What the hell is going on?! What is he doing here?

DAFT

Well Mister Rosen, after a very close look at your proposal and... after an in depth conversation with my mother, I have to say that... we do not agree to your terms. Sorry.

OLDSEN

I'm afraid you don't understand what's going to happen to you and your company, Mister Daft.

DAFT

James, do you mind explaining to our English friend what is going to happen to the company?

JAMES

Well, Mister Rosen, MidWest has decided to accept a merger offer of Transcorp Inc., represented here by Mister Vanderbilt.

ROSEN

Who the hell are you?

JAMES

James Beardsley. I work with George Selwyn at Seeth, Solomon and Associates. I'm Midwest Rail's counsel. (beat) Transcorp is ready to buy Mister Rosen's shares at \$31.

ROSEN 31\$! That's ridiculous.

DAFT That's market price.

JAMES

If you reject the offer, next Monday Transcorp will commence a cash tender offer for 30% of MidWest's outstanding stocks, at \$42, excluding Mister Rosen's shares.

ACKERMAN

You're not doing your company any favor, Mister Daft. Transcorp is a rotten apple.

VANDERBILT

YOU are the rotten apple, Ackerman. You're losing alot of money for your client and a great opportunity. It is time that Wall Street said goodbye to you forever.

DAFT Richard, please. We'll give you thirty minutes, gentlemen.

INT. BOARDWALK HOTEL - BATHROOM - NIGHT

Rosen talks angrily on his cell phone in Arabic while methodically flushing the toilets every minute. He eventually hangs up.

ROSEN

I'm out, gentlemen.

OLDSEN

Jimmy, we've definitely encountered a small bump in the road here...

Rosen flushes the toilets.

ROSEN

Yes, well that bump is so big that Evil Kneivel couldn't get over it today on his way back from the moon! My partners are no longer interested, understand?

OLDSEN

Maybe you were a little too pessimistic with them on the phone.

ROSEN

Pessimistic??? We bought at \$36 and our only way to get out is to sell at \$31. I should be optimistic?! Do you realize how much we are losing?

ACKERMAN

You're only losing if yo sell now.

Rosen flushes the toilets.

OLDSEN Could you please stop doing that?

ROSEN No, the place could be bugged. (to Ackerman) What do you mean, "unless I sell now"?

ACKERMAN With two fallen stars like MidWest and Transcorp, my bet is that Vanderbilt couldn't secure such a financing in that little time.

Rosen flushes the toilets.

ROSEN

You know, what troubles me is that it's your bet, but its my money. So I'm sorry gentlemen, but count me out.

Ackerman reflects intensively for a beat.

ACKERMAN What if we match you?

Oldsen looks at Ackerman. He doesn't have the authority to do this. He's really going out on a limb.

ROSEN

They were in for 200 mil. You mean that AXIS would put that sum of money in the deal?

ACKERMAN That's exactly what I mean.

OLDSEN Bruce, really we should talk to Winthrop first...

ACKERMAN Shut up, Michael.

There's silence as the two of them wait for Rosen's response.

Ackerman is confident - but Oldsen is sweating bullets.

ROSEN What's the strategy?

INT. BOARDWALK HOTEL - SUIT 4512 - REHOBOTH BEACH - DAWN

The two teams face each other again around the table.

ACKERMAN We accept your offer at \$31.

DAFT

Excellent.

Daft and Vanderbilt get up and shake each others' hands.

ACKERMAN

As soon as you show us that Transcorp is sufficiently leveraged to be able to finance the MidWest buy-out.

General

So what the hell did Scylla's big move with Carmen McGill have to do with any other this? Why can't you relate that here to make it work? The ending of the other banks calling is really convenient and it makes Scylla's work with her father totally immaterial. It is not clear at this point how Scylla's work helped the procedure.

VANDERBILT

Excuse me???

ROSEN You don't think that we would fold just because you tell me a fairytale about your two companies' wedding! I need to see the ring, gentlemen.

Vanderbilt, Daft and Selwyn exchange looks.

ACKERMAN

Fax the documents to AXIS before 9am. If it is convincing, Mister Rosen will drop out of MidWest at your conditions.

Ackerman, Oldsen and Rosen get up and head for the door.

Before leaving Ackerman turns towards James.

ACKERMAN

(continuing) Nice work, kid. Too bad you're on the wrong team.

CUT TO:

INT. AXIS - HELICOPTER LANDING GROUND - EXT - DAWN

As an early sun rises over Manhattan, AXIS' helicopter is landing at the top of the tower.

Scylla, Rachel and Anthony wait next to the landing pad.

Ackerman and Oldsen get out of the helicopter. Oldsen seems to be preoccupied and Ackerman has a poker face.

> ACKERMAN Good morning, everyone.

They proceed toward the elevators while talking.

SCYLLA

What happened?

OLDSEN Transcorp is going to buying MidWest.

ACKERMAN

We should receive a presentation of Transcorp's financing plan this morning. I want you guys to analyze it thoroughly and identify all the flaws.

ANTHONY

What kind of flaws?

ACKERMAN Anything. There must be something and we absolutely need to track it down. We'll meet in my office at 10:00.

They reach the elevators and get inside.

INT. AXIS - CORRIDOR - DAY

Scylla, Rachel and Anthony go straight to the Associates' office. Ackerman and Michael proceeds toward Ackerman's. As they reach the door, they stop. Oldsen is very preoccupied.

ACKERMAN Michael, do we have an in-house counsel?

OLDSEN

Not in M&A. We farm everything out. Why do you ask?

ACKERMAN We'd need it. I'd like you to do some research about MidWest's counsel.

OLDSEN

Selwyn?

ACKERMAN No, Beardsley. The kid. Find as much information as you can get: bio, resume, people he has worked with, etc. And his phone number.

INT. AXIS - ACKERMAN'S OFFICE - DAY

Ackerman enters his office. He is surprised to find Christenson there waiting by the window. Christenson doesn't look very happy.

> CHRISTENSON Are you out of your mind, Bruce?

Ackerman turns towards Oldsen who looks down.

OLDSEN I'm sorry, Bruce, but I had to inform Bob. I...

ACKERMAN

It's alright.

Oldsen turns to leave the men alone.

CHRISTENSON (to Oldsen) Michael, you stay here. (to Ackerman) Two hundred millions! Who do you think you are???

ACKERMAN

A banker.

CHRISTENSON A gambler! That's what you are.

ACKERMAN As investors, we will get ten times more than as counselors. (beat) Try to remember why you wanted me so much. Trust me.

Christenson reflects for a long beat.

CHRISTENSON If we lose even one dollar on this, Bruce, you are out. You understand?

Christenson heads for the exit. Before leaving he turns back towards Ackerman.

CHRISTENSON (continuing) And the same for Michael.

ACKERMAN He had nothing to do with it - it Christenson leaves closing the door firmly.

INT. AXIS - ACKERMAN'S OFFICE - DAY

Ackerman, Scylla, Rachel and Anthony are in the middle of their debriefing.

ANTHONY

I'm sorry, Bruce, but there is nothing wrong with their financing plan. It's solid.

ACKERMAN There must be something.

ANTHONY We checked everything.

RACHEL

Dranghel already did the work for Rosen so all they did was to call back their partners and change the company's name on the contracts.

ACKERMAN Come on, you know it doesn't work that way. It's never that easy.

ANTHONY

Except with small investors. They don't care that much about the target. The only thing they look at is the yield rate. And Dranghel was probably fairly generous when documenting the numbers: half of their partners are fund managers and local banks.

SCYLLA

Wait a minute: you said, local banks. Who are the primary investors?

ANTHONY Delta Corp., Kansas Credit, and Midwest Asset Management.

SCYLLA Anthony, do you have a brief on Jimmy Rosen's companies and partners?

ANTHONY

Here it is.

Scylla takes a look at the spread sheet then looks up and smiles.

SCYLLA That's it. Right here.

Scylla shows the team one of the boxes on the sheet.

RACHEL

What is it?

ACKERMAN

Ladies and gentleman, I think the game is over. Scylla and Rachel, why don't you pay a visit to our old friend Richard Vanderbilt? I'll make sure that everything is till fine with Jimmy Rosen.

EXT. DRANGHEL BUILDING - MANHATTAN - DAY

Establishing shot of GD Dranghel.

INT. DRANGHEL BUILDING - VANDERBILT'S OFFICE - DAY

Rachel and Scylla enter into Vanderbilt's office - both of them notice the stuffed animal heads on the wall.

Vanderbilt approaches them with a big smile and hands them both flutes of champagne. On the table are the contracts awaiting the final signatures.

> VANDERBILT Hello ladies, where is my friend Jimmy Rosen? And where is Bruce Ackerman?

SCYLLA Jimmy Rosen isn't coming. Neither is Bruce Ackerman. They don't have time to waste with you.

VANDERBILT What do you mean? What about the contracts?

Rachel heads for the table, grabs the contracts and rips them in two then throws the pieces into the air.

RACHEL I'm afraid they'll need a re-draft.

VANDERBILT What are you doing, are you crazy?

Vanderbilt's telephone rings.

SCYLLA You should take the call. It should be important. VANDERBILT Can someone tell me what is going on?

The telephone continues to ring. Rachel walks by Vanderbilt and picks up the telephone.

RACHEL Yes, put her through. (to Vanderbilt) It's Mandy Sorranson, from Kansas Banking Trust. She wants to tell you that her company doesn't wish to support you anymore in your buyout of Midwest Rail.

Scylla's cell phone rings. She picks it up.

Yes.

SCYLLA

(to Vanderbilt) Harmony Peters, from Delta. She wants to tell you the same thing.

Vanderbilt begins to visibly tremble. He is totally confused.

VANDERBILT What is this all about?

RACHEL

Rule #1 of corporate finance: when you raid someone, don't do it with their own money.

VANDERBILT What the hell are you talking about?

SCYLLA

Kansas Banking is a subsidiary of Panamerican Banking, which manages 1.2 billion dollars of assets on behalf of guess who? Jimmy Rosen. So they obviously don't want to piss him off.

RACHEL Do you understand or do you need a diagram?

VANDERBILT I... guess I'm starting to understand.

Vanderbilt falls back into his expensive sofa, dazed. He's still holding the two flutes of champagne which he tosses back in order to calm his nerves.

VANDERBILT (continuing)

What do you want?

SCYLLA MidWest Rail's train division.

EXT. SEETH, SOLOMON & ASSOCIATES - DAY

James pulls up to his office and parks in his space. He gets out of his car and heads for the front door.

Bogosian comes out of nowhere and blindsides James.

SLAM!!

He jacks James' scrawny body up against the wall.

BOGOSIAN You're a punk! And we don't take kindly to punks around here. Hear me, son???

JAMES

 \ldots yeah \ldots but

Bogosian slams James body up against the wall again this time completely knocking the wind out of him.

BOGOSIAN I didn't hear you. What did you say?

Bogosian lets James lifeless body crumple to the ground.

BOGOSIAN

(continuing)
That's what I thought: now you got
nothing to say. Punk.

Bogosian lets a huge hawker fly that lands right next to James head.

BOGOSIAN

(continuing) Don't you even think of playing the union again or you'll end up one unhappy young man.

Bogosian takes off.

James slowly regains his breath and starts to get up.

General

All these scenes seem rushed and just thrown in. The pacing is totally off here - way too fast and even jumpier than the earlier scenes.

INT. SEETH, SOLOMON & ASSOCIATES - DAY

James enters the office which is conspicuously silent and empty. Even Selwyn's office is empty. He heads for the conference room. He opens the door.

INT. SEETH, SOLOMON & ASSOCIATES - CONFERENCE ROOM - DAY

James enters and out of nowhere...

CLAP CLAP CLAP

The whole office is there to surprise him. Selwyn takes James by the shoulders.

SELWYN Ladies and gentlemen, let me introduce our new partner, James Beardsley, Esquire!

James takes out - to tend to his bloody nose. Selwyn follows him out.

SELWYN (continuing) What's going on?

INT. SEETH, SOLOMON & ASSOCIATES - JAMES' OFFICE - DAY

Selwyn follows James into his office.

JAMES

What happened?

SELWYN

What do you mean? You made partner; you deserve it.

JAMES I'm not talking about that. What happened with MidWest? What happened with the union?

SELWYN MidWest is merging with Transcorp, just as planned. Except...

JAMES

Except what?

SELWYN It's a three-party agreement: MidWest, Transcorp... and Rosen. Rosen gets MidWest's railroads.

JAMES That's a nightmare..

SELWYN It was the only way out, James.

Sometimes you have to give a little to get alot. Rosen had the power to crush us.

JAMES

Do you realize that you were able to come up with this deal only because I had given my word to the union that there would be not a single lay-off?

SELWYN

I didn't know that.

JAMES

So essentially, we screwed them, George. The Union, thousands of workers, will be out of jobs.

SELWYN

The union doesn't pay our bills, James. The workers don't pay us. Grow up, James: we aren't paid to make the world a better place; we're paid to win cases and make deals that are going to be profitable. If you can't take it, you should better find another line of work.

JAMES Well, then please accept this as my resignation.

James exits.

INT. WALL STREET BAR - NIGHT

The atmosphere is very different in the Wall Street bar where the AXIS team is celebrating the takeover. The music is loud and the place is filled with a trendy half-drunken crowd.

Oldsen, Scylla, Anthony, Jessica and Jessica are together around a table. Jeremy enters with a beautiful blond WOMAN looking very much like Scylla - except a little more vulgar and overtly sexual. CHARYBDIS (25), Scylla's twin sister, is obviously drunk.

> OLDSEN Hey there. So is everything ready for the party?

CHARYBDIS What party? What are you talking about?

OLDSEN Well, I have heard that Jeremy and you were getting officially engaged...

CHARYBDIS Oh, that party... I guess so. Darling, do we have some... you know?

JEREMY

I'm afraid you finished it off in the limo. But I'm sure there's some around. Just ask.

Charybdis is disappointed. She looks around then leaves.

OLDSEN Now that everybody is here, I want to take the opportunity to announce something... Firstly, the whole team is going to receive a special bonus to celebrate the success of the MidWest Rail takeover.

Applause and cheers.

OLDSEN

(continuing) Secondly, - get up, Anthony -Bruce Ackerman and myself have decided to promote that Anthony Barroso. We all know and appreciate his hard work and know that he will be a valuable asset to our team.

Everybody applauds, except Jeremy who looks at Anthony with disgust.

INT. AXIS - ACKERMAN'S OFFICE - NIGHT

Bruce Ackerman is still working at his desk. On top of a stack, there is a file entitled "Beardsley". His office, Walter Reade's former office, is fairly empty. A dozen of cardboard boxes are waiting to be taken to storage.

The door opens. Christenson enters.

CHRISTENSON What are you doing here? You should sipping a cocktail by the fireplace.

ACKERMAN I'm just finishing up and them I'm going home to Vanessa...

CHRISTENSON I understand. How is she? ACKERMAN

She's well, thanks.

CHRISTENSON

Bruce, I wanted you to know that I'm very proud of you. I'm sure that you'll be the best head of M&A that AXIS has ever had.

ACKERMAN What about that speech about me being a gambler?

CHRISTENSON As long as you win, then you can gamble all you want.

Christenson takes off.

Ackerman opens the dossier marked "Beardsley," takes out the resume, picks up the phone and dials it.

INT. JAMES & ERIN'S HOUSE - DELAWARE - NIGHT

Erin is sleeping on the sofa when the phone rings. She doesn't answer it, she just turns over.

After a few rings the answering machine kicks in.

ANSWER MACHINE (ERIN'S VOICE) Hi, you reached Erin and (James voice) James (back to Erin's) We are not home right now. Please leave a message and we'll call you back.

ACKERMAN (V.O.) This is a message for James Beardsley from Bruce Ackerman at AXIS. James, I was wondering if you would consider moving to New York and joining us. I thought that you were clever and creative; I liked your fair-play. I'd be honoured to have you in my team. Please, call me back on my mobile.

As we move away from the answer machine, we discover that James is standing in front of the answer machine, motionless as we...

FADE OUT