

CARNIVAL

by

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FADE IN:

A CIRCUS FPLIER

Floating in the night air like a falling Autumn leaf.

"Shiv" is the name of the KNIFE THROWER, written in sharp, gleaming font. A stylish illustration depicts a hooded man hurling knives at us, blades reflecting a cheering crowd.

A sharp WHISTLE - the poster TEARS as:

A REAL KNIFE

Cuts right THROUGH it...

Time slowing down as we follow it FLY...

WHOOSH! WHOOSH! - twisting and turning...

WHOOSH! WHOOSH! - the blade reflecting fleeting GLIMPSES of its surroundings:

Circus tents BURNING in the night...

SHIV (V.O.)

I hear them talk. They all talk so much. About the war.

Shadows outlined against crackling flames... GANGBANGERS firing semiautomatics...

SHIV (V.O.)

I hear them say it was about revenge.

Carnival PERFORMERS defending their territory... a LION TAMER cracks her WHIP at a chain-wielding THUG arching in pain...

SHIV (V.O.)

That it was about betrayal.

A FIRE BREATHER blows a plume of FIRE... torching two THUGS alive...

SHIV (V.O.)

About money.

The KNIFE keeps flying... STABS into a THUG's neck...

SHIV (V.O.)

But that's just part of it.

Blood SPURTS against the side of a trailer, and the CIRCUS FPLIER glued to it: "Zodiac" is the name of the FORTUNE TELLER, written in sensual red font.

SHIV (V.O.)
It was also about fate...

The poster depicts a gypsy beauty holding a fan of tarot cards. Wild eyes reflect flickering flames. A jewel-encrusted circlet adorns her head.

SHIV (V.O.)
And about love.

CUT TO:

EXT. THE CARNIVAL - NIGHT

CIRCUS TENTS clustered together like a mountain range, surrounded by trailers and rides. An oasis of color nested in a high DESERT AREA.

MIDWAY

Bright. Loud. Sword swallowers and beds of nails. Music and laughter. Rigged game stands with stuffed animal prizes. Carnies conning money out of townies.

CLACK!

A knife THRUSTS between two fingers spread on a table. We're now at...

INT. BACKSTAGE TENT - NIGHT

A hooded man sits in darkness playing five-finger fillet.

CLACK! CLACK! CLACK! - he stabs back and forth - faster and faster while *muttering* something to himself.

It's the knife thrower from the flier. SHIV (20). One of the carnival's star performers. We will never see him smile.

The knife CHANGES hands - now he stabs with his left - his blade a BLUR of speed as he effortlessly repeats tongue twisters:

SHIV

I thought a thought. But the thought I thought wasn't the thought I thought I thought. If the thought I thought I thought had been the thought I thought --

AYLEEN (O.S.)

-- then I wouldn't have thought so much.

AYLEEN (22), his ever-cheerful sister and assistant, walks in and places her hand by his --

The knife now flies over TEN FINGERS as:

AYLEEN

We're up, bro. Crowd is huge. Crowd is hungry. How about we give them something special tonight?

SHIV

We do that every night.

AYLEEN

Not talking about your knives. I'm talking about...

She pushes the corners of his mouth up with her fingers, forcing a smile.

AYLEEN

There we go.

But the smile doesn't last long.

She pulls his hood back.

AYLEEN

And stop hiding that pretty face of yours.

INT. BIG TOP - PERFORMANCE RING - LATER

A spotlight slices the darkened ring with white light. It follows Ayleen as she enters alone, speaking through a wireless MIC.

AYLEEN

Howdy!

CHEERS from the public, an eclectic mix of scum:

Gangsta types too young to afford the gold they wear. Chronic drunks holding hipflasks. Rich assholes with silicone trophy wives seated on their laps.

Ayleen's mood suddenly darkens as...

AYLEEN
I'm afraid I got some bad news for
you. My bro isn't feeling too well.

Cheers dwindle into silence.

AYLEEN
So he ain't doing any throwing
tonight.

Silence turns into antsy murmurs.

AYLEEN
Instead you'll see a dancing number
or some shit.

Antsy murmurs build to angry BOOS.

AYLEEN
Yeah I know, it sucks donkey balls.
But look at the bright side... I'm
just fucking with ya!!!

Enter Shiv as he pulls his hood back up - all SPOTLIGHTS on him - CHEERS! - the public gives him a rockstar welcome.

AYLEEN
Damn right he's throwing!
(dramatic voice)
And heee's... in a baaaad...
mooooood...

A light DAZZLES Shiv - he whips out a KNIFE and HURLS it towards the SPOTLIGHT bothering him --

CRASH! - problem solved.

AYLEEN
See?! That's what I'm talking
about!

The crowd ROARS in celebration.

LATER

Ayleen SPINS, strapped to a spinning wheel. Holds an ORCHID between her teeth.

Twenty meters away from her, Shiv readies a knife, its sharp edge GLINTING like a deadly weapon, not a circus prop.

ACROBATS enter the stage, combining dance techniques with cartwheels, flip-flops, handwalking, and other moves --

Doing their performance right between Shiv and his target.

He zeroes in on the flower stem, takes aim... despite the dancing sea of flesh that now stands in his way...

Crowd goes SILENT. *Is he nuts?*

He is. He THROWS --

His KNIFE flies with a razored whistle...

Whizzing OVER an acrobat's head...

Flying right BETWEEN a handwalker's legs...

Jockeying through a web of limbs and flesh until...

CLACK! - the knife CHOPS OFF the tip of Ayleen's orchid!

CROWD GOES NUTS.

LATER

Ayleen now stands before a 20-foot tall pile of WOODEN CRATES.

She JUMPS - hand reaching up - like a climber trying to find a crevice to hold on to --

CLACK! - a knife comes flying and STICKS into the wood --

Her hand grasps the handle.

CLACK! - another blade STABS right under her shoe as she STEPS on the butt --

She HOISTS herself up - her other hand reaching --

CLACK! - another knife STICKS into a crate - she grabs the butt --

Shiv keeps throwing knives as she CLIMBS up the pile.

It's seamless. Fluid. Precise. Knives stab into crates milliseconds before she reaches for them. Each throw celebrated with ROARING cheers.

But something seems to be bothering Shiv. As he keeps throwing, he shoots fleeting glances at the crowd.

Discomfort quickly builds into anger until:

He TURNS and HURLS a knife right at the public!

WE follow it FLY...

The dazzling glint of spotlights on its blade...

It sails towards a blurry crowd of cheering faces...

Towards a smoking OLD WOMAN...

We notice a PICKPOCKET seated behind her... his hand reaching over towards her purse...

CLACK! - the blade PINS the pickpocket's sleeve to the back of her chair --

She whips her head - notices the thief.

PSSS! - burns his face with her cigarette --

INSTANT BRAWL.

INT. BIG TOP'S ENTRANCE TENT - LATER

Number over, Shiv and Ayleen exit the ring.

AYLEEN

Is it me, or did you do something nice back in there?

SHIV

He was distracting me.

AYLEEN

Oh shut up "Mr. I Hate The World".

You did do something nice.

(then)

Don't worry, I won't tell anyone.

CUT TO:

EXT. THE CARNIVAL - NIGHT

CARS leave the parking lot. The fair's lights start to die.

EXT. TRAILER AREA - LATER

A beacon of fiery light GLOWS in the surrounding blackness.

A BONFIRE burns, silhouetting shadows dancing to a mesmerizing gypsy beat.

Townies are gone, drunken carnies have some fun. Ayleen among them, dancing with MIRAGE (30s) the handsome Illusionist:

Quick SLEIGHT of hand - a flower appears - a gift to her.

She puts it behind her ear and KISSES him.

Shiv sits alone on a log, holding a BEER MUG. His stare focused with absorbed concentration.

HIS EYES

Reflect the shadow of a woman outlined against the fire's glow. She dances alone. Carefree. Sensual.

SHIV (V.O.)
I see her dance and wonder once
again how did I get infected with
the idea of her.

We PUSH INTO his eyes until her reflection becomes reality:

BY THE BONFIRE

The woman smokes a joint as she dances, lost in her own world. This is ZODIAC (25). The fortune teller from the flier. A feline brunette of mystic beauty.

SHIV (V.O.)
I watch every inch of her and can't
help but think of the midway's game
booths.

She now dances with Mirage, he holds her hand and makes her SPIN.

SHIV (V.O.)
Nice and shiny, they encourage
suckers to play.

She now dances with a young TRAPEZIST.

SHIV (V.O.)
And they're rigged to screw them
over.

Shiv puts his beer down, eyes on the prize.

SHIV (V.O.)
Yet the stubborn sons of bitches
can't stop playing.

He's about to get up when --

Zodiac TURNS to him first, as if she sensed what he was about to do. Her stare fixed on him.

Then she APPROACHES. Kneels in front of him.

ZODIAC
I just had a vision. A vision about
you. You stand up and ask me for a
dance.

SHIV
And what do you say?

ZODIAC
I ignore you.

SHIV
Did I happen to ask why you despise
me like I killed your mother?

ZODIAC
I don't despise you. You're just
not my type.

SHIV
And what's your type?

ZODIAC
Asking doesn't help. My type would
know that.

She walks away and soon she's dancing with someone else.

EXT. MENAGERIE - NIGHT

PANTHERS pace inside CAGE TRAILERS. Moonlight paints their restless shadows on the floor as Shiv walks by.

SHIV (V.O.)
She's like a puzzle without the
picture on the box...

He stops when he sees:

Shrouded in darkness, Zodiac is having sex with a CIRCUS PERFORMER against a trailer.

SHIV (V.O.)
And pieces are rigged to give an electric shock each time you try to fit them where they don't belong.

SLING!

A hand UNSHEATHES a knife - the blade reflecting the full moon - we are now at:

INT. SHIV'S TRAILER - NIGHT

Moonlight seeps in through a window, painting a square of silver light in the dark. Shiv sits on his cot --

Cutting his arm with the knife.

Previous scars reveal this self-punishment is a common practice for him.

Wild-eyed. SWEATING hard. BREATHING harder.

BAM! - door flies open - Ayleen bursts in - sees him.

AYLEEN
Oh hell no.

She RUSHES over to him - STOPS his hand - struggling to take his knife --

AYLEEN
Gimme that!

SHIV
I'm fine --

AYLEEN
Fine my ass. You're having one of your anxiety attacks --

SHIV
I'm taking care of it --

AYLEEN
Not this way --

She manages to PRY the knife out of his hand.

AYLEEN

Good, now lie down.

She pushes his head down so he lies down on the cot.

AYLEEN

Take a good deep breath through
your nose.

He keeps hyperventilating.

AYLEEN

C'mon, I know you can. We've done
it before.

He tries to take a deep breath.

AYLEEN

Nice and deep. Deeper.

He follows her lead.

AYLEEN

Now gently blow the air out.
Slowly. Very slowly.

He does.

AYLEEN

That's it. Clear your mind. Focus
on the breathing. Nothing else.

LATER

Shiv is still on edge, but his breathing is steadyng.

AYLEEN

Again.

Another deep breath.

LATER

She caresses his forehead.

AYLEEN

And slowly let the air out.

He does, feeling much better now.

AYLEEN

Wish I could open that head of
yours and take all the crap away.
Starting with her.

SHIV

I had this thing long before I met
her.

AYLEEN

But she surely doesn't help. She's
poison. You need to let go.

Shiv touches the flower behind her ear - Mirage's gift.

SHIV

Could you let go?

AYLEEN

It's different. We're in love.

SHIV

Maybe I'm in love as well.

AYLEEN

Love takes two.

SHIV

Says who?

AYLEEN

Ever saw Marion and Dante kiss?
Have a good look next time you see
them. Notice how she takes his mask
off, how she doesn't care about the
charred skin on his face. Notice
how he doesn't let anyone see his
mug... except her. That's love. A
two-way street. The one-way street?
That one's named "obsession".

Shiv takes this in as she stands up to go.

AYLEEN

Now get some sleep, handsome.

CUT TO:

EXT. THE CARNIVAL - DAWN

A fiery SUNBALL rises behind the heat-wave distorted circus
tents.

INT. BACKSTAGE TENT - DAY

CLACK! - a knife THRUSTS between two fingers.

Shiv, alone, plays five-finger fillet. Warm-up for the show.

SHIV

I thought a thought. But the
thought I thought wasn't the
thought I thought I thought. If the
thought I thought I thought had
been the thought I thought --

Something breaks his focus - he STOPS.

SHIV (V.O.)

Where is she?

He looks around. No Ayleen.

SHIV (V.O.)

She's never late.

EXT. MIDWAY - DAY

Townies test their skill and chance amid a cacophony of lights, sounds and drunken laughter. A feel of heightened joy all around except...

Shiv paces along, head down. A hooded figure weaving solemnly through the crowd like a cursed ghost.

SHIV (V.O.)

The desert sun makes the carnival grounds swelter in a triple digit hell, yet I have this cold feeling in my chest as I head for Tigra's tent.

A CIRCUS FLIER

"Tigra" is the name of the LION TAMER, written in font made of sharp canine teeth. A woman clad in leather, cracks a whip while holding two fierce PANTHERS on a leash.

SHIV (V.O.)

Her father used to be the ringmaster but died when she was seventeen. She started barking orders even before the funeral was over. And since that day her word is law.

The flier is glued to:

EXT. TIGRA'S TENT - DAY

Shiv TOLLS a bell.

TIGRA (O.S.)
I'm busy!

He enters nonetheless --

INT. TIGRA'S TENT

Shiv paces over the Persian rug to find...

TIGRA (40s) in bed, having sex with a circus ROUSTABOUT and smoking at the same time. She doesn't stop riding him as she turns to Shiv.

TIGRA
Someone better be dead.

SHIV
My sister is missing.

TIGRA
Ask her boyfriend.

SHIV
He's missing too.

TIGRA
Sent him to town to get some supplies. I think she tagged along. They should be back by now.

EXT. THE CARNIVAL - TIME LAPSE

The SUN plummets behind the horizon - circus tents' shadows stretch across the arid soil like reaching fingers.

SHIV (V.O.)
Time crawls by like a dying man in the desert.

EXT. THE CARNIVAL - ROAD - NIGHT

Shiv stands in the middle of a misty DIRT ROAD, circus lights glowing behind his back.

SHIV (V.O.)
 The wait kills my hope bit by bit,
 feeding a growing thirst to go out
 and find her.

His stare, fixed on the sinful glow of distant CITY LIGHTS:

EXT. BABYLON - NIGHT

A mini Vegas - what it lacks in size, it makes up for in bustling energy. Casinos, hotels, and strip joints PULSE with a kaleidoscope of NEON LIGHTS.

SHIV (V.O.)
 But Babylon is a cesspool of crime
 and sin.

Top class HOOKERS on display. GANGBANGERS work their corners, selling dope like candy.

SHIV (V.O.)
 Nasty enough to keep me searching
 for three lifetimes.

PRE-LAP: the sound of KNOCKING on a door --

EXT. ZODIAC'S TRAILER - NIGHT

Zodiac opens her door, not very pleased to find:

SHIV
 I need your eyes.

ZODIAC
 Can't see the lottery numbers or
 cheat in any game of chance.
 Believe me, I tried.

SHIV
 My sister's missing.

ZODIAC
 Go see Tigra.

SHIV
 She's busy getting laid.

ZODIAC
 Bet your sister is too.

She steps back inside and CLOSES the door in his face.

Yet he stands there. Stoic. Unflinching.
He's not going anywhere.
No, sir.

ZODIAC (O.S.)
I can *feel* you standing outside.

He doesn't move.

The door opens, she comes out again.

ZODIAC
So what's the plan? Keep standing
there until I help you?

SHIV
Correct.

Off Zodiac, considering giving in to his demands...

CUT TO:

EXT. THE CARNIVAL - ROAD - NIGHT

Shiv watches as Zodiac feels various sets of tire tracks on the dirt with her hands.

She moves from one to another. Until she finds the one she was looking for.

ZODIAC
Found them.

Her eyes roll back into her head.

ZODIAC
She left with Mirage earlier today... but they never made it to Babylon.

SHIV
What happened?

ZODIAC
It's blurry. I need to get closer.

EXT. DIRT ROAD - NIGHT

Twin headlights SHINE through the MIST.

A CARNIE TRUCK cruises a lonely road cutting through a sprawling desertscape.

INT. CARNIE TRUCK

Shiv drives. Zodiac rides shotgun, staring out the window, looking bored.

He shoots quick glances at her, as if she was a puzzle he's trying to figure out.

She catches him staring.

ZODIAC

What?

SHIV

Just wondering.

ZODIAC

What?

SHIV

Same thing everyone else is wondering. What are you hiding?

ZODIAC

Hiding?

SHIV

You joined us two years ago. Yet nobody knows a thing about you.

ZODIAC

Good.

EXT. DIRT ROAD - LATER

The truck has pulled over. Shiv and Zodiac silhouetted against the headlights as she feels the road with her hands.

ZODIAC

I see... a tree.

EXT. DESERT - NIGHT

The shadow of a DEAD TREE outlined against a massive silver moon. Its gnarled limbs seem to be twisting in pain.

Shiv approaches the tree, overflowed by VULTURES. Pulls his hood back as he notices...

Two BODIES dangle from one of its branches, hanging from their ankles. They sway in the desert wind to the tune of creaking rope. The bodies SPIN to reveal their faces:

Mirage and Ayleen.

Eyes glassy like dolls. Bullet holes in their heads.

Shiv drops to his knees and PUKES as...

SHIV (V.O.)

Two bullets. Two corpses. Pro work.
He didn't bother to hide the
bodies. Hanged them on display like
Christmas ornaments. Someone hired
him to send a message.

He spots two thorny BLACK ROSES lying on the ground under the corpses.

SHIV (V.O.)

And he left his employer's card:
The Black Rose.

He picks one of the flowers as it MORPHS into:

A BLACK ROSE TATTOO

On a woman's neck.

SHIV (V.O.)

They control everything.

We are inside a...

BROTHEL

High-class HOOKERS marked like cattle with the rose tat.

SHIV (V.O.)

Girls...

UNDERGROUND CASINO

A cigar-chomping GAMBLER makes his bet, chips painted with a black rose.

SHIV (V.O.)

...illegal gambling...

DARKENED WAREHOUSE

A DEALER stuffs HEROIN BRICKS into a bag, all of them labeled with the black rose logo.

SHIV (V.O.)
...dope...

POLICE STATION HOLDING CELLS

A police OFFICER opens a cell door, letting out two THUGS wearing Black Rose tats on their arms.

SHIV (V.O.)
...cops... judges...

BABYLON'S CITY HALL

A weathered building - "City Hall" chiseled on its front. Vandalized with a GRAFFITI depicting a thorny BLACK ROSE.

SHIV (V.O.)
...politicians...

DESERT MOUNTAIN RETREAT

A BLACK ROSE BOUQUET inside a vase, sitting on a table by a U.S. MAP.

SHIV (V.O.)
And it's not just Babylon.

Through a window of this lavish home study, we see the sun drop - the flowers' shadows stretch - reaching the map - spreading blackness over the Western half of the U.S. as...

SHIV (V.O.)
The Black Rose is a cancer
spreading across the country...

A suited OLD MAN - his back to us - tends to the roses with a pair of ROSE CLIPPERS.

SHIV (V.O.)
Nobody knows the name of the guy in charge.

A Black Rose engraved on his GOLD TIE CLIP.

SHIV (V.O.)
They call him "The Thorn" and he's
untouchable like a king.

The flower design of the tie clip MORPHS into --

DESERT - NIGHT

-- the ROSE in Shiv's hand. He SQUEEZES it hard, thorns dig
into his flesh and draw out BLOOD as...

SHIV (V.O.)
Hell will freeze over before
someone does time for this hit.

CUT TO:

EXT. THE CARNIVAL - NIGHT

Lights out. Townies have left.

EXT. TRAILER AREA

Onlooking ROUSTABOUTS and PERFORMERS split to let Shiv pass,
carrying AYLEEN'S BODY in his arms.

Zodiac watches too. Maybe there's a hint of sadness in her
face. Maybe.

CUT TO:

A SHOVEL

Digs into the dirt.

EXT. THE CARNIVAL - OUTSKIRTS - NIGHT

Ayleen's body rests on the ground as Shiv DIGS a grave.

Odd: he already dug two other graves.

Zodiac approaches, wondering...

ZODIAC
Why three graves?

SHIV
One for her. One for the shooter.
One for whoever hired the hit.

She smiles an emasculating smile as...

ZODIAC

Might wanna dig a fourth grave for
yourself while you're at it.

SHIV

That a prediction?

ZODIAC

That's common sense.

SHIV

I need your eyes, not your common
sense.

ZODIAC

I'd rather stab my eyes out than
use them to go against the Black
Rose.

Shiv keeps digging. HARDER.

ZODIAC

If you go out to play with the big
boys, you're gonna get yourself
killed.

And HARDER.

EXT. MIDWAY - NIGHT

From the back of a WHITE VAN, ROUSTABOUTS unload boxes filled
with STUFFED ANIMALS. Prizes for the game stands.

Tigra oversees them. Smoking. Always smoking.

Shiv approaches.

SHIV

What was he up to?

TIGRA

Who?

SHIV

The Illusionist.

TIGRA

Who cares?

SHIV

I care. He was the target.

TIGRA
Says who?

SHIV
My sister didn't have any dealings
with the Black Rose.

TIGRA
Now neither does he. Whatever it
was, it's settled.

He turns and walks away with a purpose.

She watches him go, not liking it one bit.

INT. BACKSTAGE TENT - LATER

Shiv fixes KNIFE SHEATHS around his arms.

His torso.

His legs.

He's now carrying at least twenty blades.

And that's how Tigra finds him when she walks in.

TIGRA
You said you weren't throwing
tonight.

SHIV
Correct.

TIGRA
Then what's with the blades?

SHIV
I'm off to Babylon. Need to loosen
some tongues. Probably cut some.

TIGRA
You poke the hornet's nest, we all
get stung. I won't let you start a
war with the Black Rose.

SHIV
War has already started. And they
fired first.

TIGRA
She's gone, brat. And there's
nothing you can do about it.

SHIV

Then you got nothing to worry
about.

TIGRA

Remember what I told you the day I
took you in?

SHIV

No.

He leaves as...

SHIV (V.O.)

Of course I remember.

EXT. COOKHOUSE - NIGHT

Circus staff has early dinner, seated at long tables set
under a PRECARIOUS AWNING stretched tight with rope.

SHIV (V.O.)

When we were kids, my sister and I
used to sneak out of the orphanage
to gatecrash into the new Carnival
in town.

Shiv hurries along, his knives now concealed under his HOODED
CLOAK.

SHIV (V.O.)

It cheered up our pathetic lives so
much that when they packed and
left, we decided to go with them.

He doesn't know that Tigra follows him. Slowly catching up
with him. Carrying her WHIP.

SHIV (V.O.)

Tigra was pissed when she found the
two little stowaways, but decided
to take us in. She had one warning
though: "You mess with my business,
I whip your ass".

Tigra SWINGS her WHIP!

WHOOSH! - Shiv hears the deadly whistle - DUCKS his head --

CRACK! - the whip HITS a wooden post - SPLINTERS fly!

Every head turns.

Tigra SWINGS again - Shiv dives under a TABLE --

WHOOSH-CRACK! - the whip SHATTERS a glass jar to FLYING PIECES!

Shiv raises an empty CHAIR as a shield --

WHOOSH-CRACK! - the whip SPLITS it in half --

He HURLS a knife - it FLIES and CUTS a cord --

The AWNING comes down!

The fabric BLOCKING Tigra's view --

By the time she manages to PULL the canvas out of her way --

She finds one of Shiv's knives PRESSED against her neck.

She stares deep into his eyes. Unfazed.

The rest of the circus staff watches the tense standoff in silence.

Zodiac among them.

TIGRA

Alright. Go. But you'll take a team
with you. You need help.

SHIV

Not from your snitches.

She WHISPERS into his ear:

TIGRA

I'll put her on the team.

Shiv shoots a quick glance at Zodiac.

TIGRA

Don't you think her eyes could help
your quest?

Off Shiv, more and more interested in her offer...

CUT TO:

A CIRCUS FLIER

"Dante" is the name of the FIRE BREATHER and the letters are formed by lava streams spewing out from a volcano. Under raining ash, the performer blows a hellish plume of FIRE.

The illustration MORPHS into:

INT. BIG TOP - PERFORMANCE RING - NIGHT

WHOOSH! - the real DANTE (30s) blows a huge FIREBALL for his audience's delight --

Half his face hidden by a stylish VENETIAN MASK.

He performs inside a circle of fire along with his sexy wife MARION (30s).

Their hellish breaths MELT an ICE ANGEL's wings.

INT. BACKSTAGE TENT - LATER

Dante and Marion stand side by side, facing Tigra.

DANTE

What's your angle?

TIGRA

This could be a scuffle or a full blown war. Need eyes and ears on the team to keep me in the loop and help me minimize the damage.

DANTE

You're lying.

TIGRA

How do you know?

DANTE

Your lips are moving.

TIGRA

That brat is about to party way too hard and he needs a designated driver. That's it.

MARION

What makes you think he'll sign up for this?

TIGRA

He liked Ayleen.

MARION

Everyone liked Ayleen.

Tigra takes a puff of smoke. Lets it roll off her lips as she stares at Dante with her probing eyes.

TIGRA

Why did you walk into that building?

DANTE

What building?

TIGRA

The burning building. The night of the accident.

DANTE

It was my job.

TIGRA

It was also the other firemen's job. Why weren't they inside when the roof collapsed?

She caresses Dante's mask as...

TIGRA

Why didn't they suffer burns on 55% of their bodies to save that girl?

DANTE

You could say they made a better judgement call.

TIGRA

You could also say you're a sucker for doing the right thing.

(to Marion)

That's why I think he'll sign up for this.

(back to Dante)

Because, annoying as the brat may be, he deserves some answers. His sister was murdered. He's on a righteous path --

MARION

A dangerous path. Please don't go against the Black Rose --

TIGRA

Listen to your wife. Bet she sounds like your coworkers that night right before going in.

(MORE)

TIGRA (CONT'D)
 I wonder what would have happened
 to that girl you saved if you
 listened to them.

Dante takes this in. Gives it some thought. Doesn't like it.
 But he can't help himself...

DANTE
 I want Goliath on the team.

TIGRA
 Done.

CUT TO:

A CIRCUS FLIER

"Goliath" is the name of the STRONGMAN and it's written in font that looks made of solid granite.

A hulk of a man pulls a tow chain hooked up to the bumper of a CARNIE TRUCK. A tug of war between man and machine.

The illustration MORPHS into...

INT. BIG TOP - PERFORMANCE RING - NIGHT

The real GOLIATH (30's). Tanned ladies man. Tight tank top exposing rippling muscles inked with TATS. He YANKS the tow chain, testing his strength against a crappy CARNIE TRUCK --

Its tires SKID on dirt - can't take off - engine SMOKING --

The audience going NUTS.

INT. BACKSTAGE TENT - LATER

Goliath CHEWS tobacco as he signs an autograph on a female's fan AMPLE CLEAVAGE.

TIGRA
 You liked Ayleen --

GOLIATH
 Everyone liked Ayleen. What's in it for me?

TIGRA
 The opportunity to let it out.

GOLIATH

Let out what?

TIGRA

Whatever it is that makes you wanna wrestle with my panthers each time you're drunk. Whatever it is that makes you like a good brawl more than I like a good lay.

GOLIATH

This ain't no brawl or some stupid kitty in a cage. This is big, lady.

TIGRA

That's why you won't miss it.

Goliath considers. Spits tobacco.

GOLIATH

I want a bigger trailer. With AC.

TIGRA

No.

GOLIATH

I'm in.

CUT TO:

EXT. ZODIAC'S TRAILER - NIGHT

Tigra is about to knock on the door when --

Zodiac yanks it open first.

ZODIAC

Hell, no.

Tigra smiles a maternal smile, takes Zodiac's face in her hands and kisses her forehead.

TIGRA

You like it here, sugar?

ZODIAC

Yes.

TIGRA

Then you better do what I tell you.

Off Zodiac, visibly intimidated by Tigra's authority...

CUT TO:

EXT. CARNIVAL - PARKING LOT - NIGHT

Circus lights shine in the distance as Goliath, Dante and Zodiac march past parked cars. They reach a CARNIE TRUCK where Shiv awaits, seated on its bed.

He inspects the trio, like a general assessing his troops.

SHIV

Just to be clear. I'm calling the shots. Not Tigra.

GOLIATH

(smirks)

Whatever you say, knife boy.

Shiv hands Zodiac the BLACK ROSE he found with the bodies.

She smells it. For a fleeting moment, it seems like just a boy giving a flower to a girl, but then her eyes turn WHITE as she has a --

VISION

SNIP - sharp SCISSORS cut a flower's stem --

The hand wears a GARDENING GLOVE embroidered with a flower shop's name: "Elysian Fields".

PARKING LOT

Zodiac comes out of her trance.

ZODIAC

Flowers were bought in a flower shop downtown. "Elysian Fields".

SHIV

I'm driving.

As they climb into the truck...

A hand GRABS Dante's hand --

He turns, finds Marion standing right in front of him.

Shiv notices how she takes off his mask... how he turns his back so nobody but her can see his face... how she kisses him without caring about his charred facial skin...

Shiv keeps staring, mesmerized, as we --

CUT TO:

EXT. BABYLON STREET - NIGHT

The CARNIE TRUCK weaves along traffic, speeding past shinny SPORTS CARS, BUZZING CASINOS and loud TITTY BARS.

The ugly and rusted vehicle contrasting with vibrant surroundings that ooze luxury and sensuality.

TRUCK'S BED

Dante and Goliath sit side by side.

Dante's eyes take in his surroundings with careful scrutiny. City lights reflect off his polished mask, caressing the white porcelain ceramic with a multicolored splash.

Goliath chews tobacco. Turns to the sound of THUMPING MUSIC booming from:

Two spoiled PARTY GIRLS in a shiny CONVERTIBLE, driving by the truck's side. They notice Goliath and shamelessly check out his muscled body.

He stares back with a smile, CONTRACTING and RELAXING his right bicep rhythmically, "dancing" to the beat of the music.

The driver turns down the volume - Goliath's bicep FREEZES.

She turns up the volume - the bicep resumes its "dance".

Girls GIGGLE and drive off.

Still smiling, Goliath turns to Dante, taking in his somber expression.

GOLIATH

Something wrong, friend?

DANTE

Just a feeling.

GOLIATH

What feeling?

DANTE

That there's something the Fortune
Teller isn't telling us.

(then)

Or is it just me?

GOLIATH

Doesn't matter. If you're worried,
I'm worried.

DANTE

(smiles)

That's why I got you on the team.

TRUCK'S CABIN

Shiv drives. Zodiac rides shotgun, still holding the BLACK ROSE.

SHIV

(re: the flower)

Give it another try. Maybe you can
pick up something else.

ZODIAC

Doesn't work like that. I can't
push it so much.

SHIV

How does it work?

ZODIAC

Sometimes I see too little.
Sometimes, too much. Sometimes
visions come to me in dreams.
Sometimes, when I'm awake. It can
be triggered by touching something
or someone, by reading palm lines,
or for no reason at all.

(bottom line:)

I've no idea how it works.

She hands the flower back to him. But he doesn't take it.

SHIV

Keep it. It's for you.

ZODIAC

(chuckles)

You're giving me a flower?

She casually throws the flower out the window --

THE ROSE

Falls to the pavement... rolls to a stop by a GUTTER.

TRUCK'S CABIN

She lights a JOINT.

Off Shiv's look:

ZODIAC
What? Want me to smile? Tell you
you're sweet? Get your hopes up in
vain? That would be cruel.

Off Shiv, trying to process her twisted logic...

CUT TO:

EXT. "ELYSIAN FIELDS" - NIGHT

Flowers on display are a spatter of color against the dull greys of this grimy block.

A FLOWER SHOP in a quiet part of town.

The CARNIE TRUCK pulls up into view. Shiv's circus flier glued to its side.

INT. ELYSIAN FIELDS - LATER

Shiv stands before the OWNER (60s), a man with a glass eye and a charming smile. He inspects the black rose Shiv just gave him.

OWNER
Of course it's ours. Our *baccaras*
are a very dark shade of red,
actually. But we deepen their color
with a unique burning method --

SHIV
I need to know who bought it.

OWNER
Many customers buy these.

SHIV
Let's start with the last batch you
sold.

OWNER

Oh, he's a regular. He's supposed to pick an order tonight. Wait a second.

The sweet old man reaches under the counter, looking for something. He keeps smiling his charming smile as:

He takes out a SHOTGUN and aims it right at Shiv's face.

OWNER

I'm sure he'll be most pleased to meet you.

INT. GREENHOUSE - NIGHT

Moonbeams slice through the dark. Shiv, at gunpoint, enters the greenhouse located in the shop's BACKYARD.

The owner's HELPER (30s) watches in silence while operating a PULLEY that opens the GLASS SKYLIGHTS in the ceiling.

EXT. "ELYSIAN FIELDS" - NIGHT

Goliath and Dante sit on the truck's bed, waiting for Shiv to come out. But instead they see:

Two BLACK HUMMER TRUCKS pull up in front of the shop.

DANTE

Not good.

INT. GREENHOUSE - NIGHT

Shiv watches as ten THUGS enter the greenhouse. Piercings on their skin. GLOCKS in their pants.

Their leader, DOUG (50s) is the one with most piercings of the group - even the ROTTWEILER he's got on a CHAIN LEASH has fucking piercings.

Drool hangs from deadly canine teeth - the dog lets out a deep guttural GROWL, hungry for some Shiv.

DOUG

Damn, it's just a kid. How'd you find this place, boy?

SHIV

You the hitman?

DOUG

We hold the guns. We ask the questions.

SHIV

I need to know who did the magician and his girl.

DOUG

Alright. Let's start again.
(to one of the thugs)
Shoot him in the knee.

The THUG takes out his gun, about to fire when --

Shiv HURLS a KNIFE.

It flies - CUTS the pulley's rope - SKYLIGHTS close too fast:
CRASH! - SHOWER OF GLASS!

Shiv DIVES under a table for cover as --

Deadly GLASS SHARDS rain over the goons.

Stabbing.

Screaming.

Doug hits the floor with a sharp SHARD OF GLASS stuck into his back - his hand LETS GO of the leash --

The ROTTWEILER starts after Shiv - BARKING - flashing teeth sharp like knives - its CHAIN LEASH thrashing behind its back like an angry snake --

Shiv sees it coming - no time to run - raises the table as a SHIELD --

THUD! - the rottweiler SLAMS against the wood - knocks Shiv down as --

In a FLASH - Shiv grabs the leash - STABS a knife through a chain link - PINS the chain against the wooden floor - ROLLS out of the way - the ROTTWEILER going after him again but --

The leash goes TAUT - stops the dog - its POWERFUL JAW snaps shut millimeters away from Shiv's face as --

Injured SURVIVORS turn their guns to Shiv --

But he melts into the shadows. Gone.

They SPLIT. Prowl the darkened aisles. Moonlight glinting off polished silencers. *Where is he?*

WHOOSH! WHOOSH! - a knife comes flying from the darkness --

SWASH! - stabs into a thug's neck --

A fleeting GLIMPSE of Shiv - melting back into the shadows like a ghost.

WHOOSH! WHOOSH! - there comes another one - SWASH! - another thug goes down --

PANIC! - everyone FIRES blindly into the dark - flower POTS blown to FLYING PIECES --

Muzzle FLASHES create a STROBE EFFECT as we get glimpses of:

Flower petals floating in the air.

Shiv THROWS blade after blade after blade --

Flying knives SLICE flowers on their way to their targets...

Stabbing backs... throats... chests...

Foes falling one by one... victory is close...

But then the shop's OWNER spots Shiv --

BOOM! - fires his shotgun - Shiv DIVES out of the way --

KACHUNK-BOOM! - he reloads and FIRES - Shiv DUCKS --

KACHUNK-BOOM! - flower pots EXPLODING --

KACHUNK-BOOM! - Shiv running for his life --

Enter GOLIATH - SWINGING his tow chain --

The HOOK flies in a wide arc...

CRASHING through a flower pot... two flower pots... three flower pots... broken PIECES FLYING as...

SWASH! - the hook BURIES into the owner's skull --

Enter the HELPER - CHARGING at Goliath with a pair of sharp gardener's SCISSORS --

A torch FIRES UP in the dark - Dante is REVEALED:

WHOOSH! - he blows a lethal plume of FIRE at the helper --

He BURNS, SCREAMS and ROLLS on the floor.

The carnie team watches him burn until he finally goes STILL.

The greenhouse now littered with BODIES, broken pots and pieces of jagged glass. No more foes left.

Shiv approaches Doug, still lying on the floor with the SHARD stuck into his back. His breath now a wheeze.

SHIV

Alright. Let's start again.

DOUG

I didn't --

(cough)

Pull the trigger...

SHIV

You bought the flowers.

DOUG

I'm just the hitman's handler. A middle man. I book his gigs...

His voice trails off, his eyes glazing over.

Shiv SLAPS him back into consciousness.

SHIV

Don't die on me, asshole.

DOUG

I book his gigs with the Black Rose.

SHIV

Where can I find him?

DOUG

We've never met. We use a dead drop. Lockers --

He COUGHS, fading. Hands Shiv a KEY.

DOUG

Train station.

SHIV

Who hired the hit?

DOUG

Heard he had some beef with a stash house manager.

SHIV

The Black Rose has stash houses all over town. Which one?

Doug's cough gets worse... and worse...

Until he lets out a final wheeze... taking the rest of the answers to his grave.

Shiv searches the body. Finds an ENVELOPE. He's about to check what's inside when...

Zodiac enters the greenhouse, spots the thugs butchered by Shiv's blades.

SHIV (V.O.)

As she takes in the bloodbath and turns to me, I notice something's changed in her eyes.

A KNIFE

Stuck into a thug's chest reflects her face.

SHIV (V.O.)

She no longer looks at me like I'm some kind of joke.

EXT. CARNIE TRUCK - NIGHT

Racing along with a purpose as neon lights dance across its WINDSHIELD. Shiv drives, blood smeared on his face like war paint. Steely stare fixed dead ahead.

SHIV (V.O.)

I hear Ayleen's voice warning me it shouldn't take mayhem and murder to earn a girl's attention. That this isn't some kind of goddess I must please with blood sacrifices.

Zodiac rides shotgun, shoots a quick glance at him.

SHIV (V.O.)

But the other voices are legion and they scream louder, telling me to keep the blood flowing.

INT. CARNIE TRUCK

SHIV
Tell me something about yourself.

Her eyes bore into him for a beat.

ZODIAC
You can ask one thing.

SHIV
Where are you from?

ZODIAC
Many places.

SHIV
Where did you spend the most time?

ZODIAC
Prison.

Off Shiv, taking in the answer he didn't expect...

CUT TO:

EXT. TRAIN STATION - PARKING LOT - NIGHT

The CARNIE TRUCK parked by a lamp post, bathed in a white circle of light.

The team in mid-debate:

DANTE
If we watch the dead drop, sooner or later the shooter will show up.

SHIV
I'm not here to watch a stupid locker.

DANTE
That stupid locker is our only lead.

SHIV
He's a pro. We stay there too long, he might see us. And if we spook him, he'll vanish.

DANTE
If you have a better idea...

Shiv produces the ENVELOPE he got from the Handler and empties its contents over the truck's hood:

A stack of bills.

A black rose.

A picture of an OLD MAN - the TARGET.

SHIV

We don't know how to find him. But we know how to hire him.

He throws the target's picture away.

Then RIPS his own CIRCUS FLIER from the truck's side.

And puts it in the envelope along with the flower and the cash.

SHIV

I can make him come to me.

DANTE

By hiring a hit on yourself?

SHIV

Correct.

Everyone seems taken aback by his suicidal stupidity, except:

GOLIATH

You're an ass, knife boy. But I think I'm starting to like you.

INT. TRAIN STATION - LUGGAGE LOCKERS - NIGHT

Shiv and Zodiac hurry along the corridor and stop at one of the lockers.

He produces the key he got from the handler - opens the locker - it's EMPTY.

Zodiac feels the cabinet with her hands, eyes GOING WHITE as she's hit by a --

VISION

A lone FIGURE stands in a dark alley, holding a silenced handgun --

Wait - it's actually TWO FIGURES standing in tandem - the illusion of one from the previous perspective.

TWIN HITMEN. Elegantly dressed, yet eerily menacing. Standing amid a DOZEN BODIES on the murky floor.

ZODIAC

Snaps out from her trance.

ZODIAC
I saw two gunmen. Probably partners. Definitely pros.

SHIV
Anything I can use?

ZODIAC
You could use what I just told you and think better of this --

He THROWS the envelope into the locker - SLAMS the door shut as we --

CUT TO:

EXT. DIRT ROAD - NIGHT

The CARNIE TRUCK speeds through the desert on its way back to the carnival.

TRUCK'S BED

Zodiac and Goliath sit in silence. He catches her staring at him. Smiles his playboy smile.

GOLIATH
Do I owe you money, gypsy queen?

ZODIAC
Rumor has it you screwed three burlesque dancers. Two trapezists. The snake charmer. Tigra. One of the juggler's assistants --

GOLIATH
I'm blushing already.

ZODIAC
How come you never even made a move on me?

GOLIATH
You're trouble, of the bad kind.

ZODIAC
Says who?

GOLIATH
I know your type.

ZODIAC
From experience, I take it.

GOLIATH
Get out of my head.

ZODIAC
Who's Cindy?

The name hits a nerve with Goliath.

GOLIATH
Stop using your sight on me.

ZODIAC
Didn't have to. I can read your tat.

Her probing gaze is fixed on the TRIBAL TATTOO covering his right shoulder:

As we see what she sees, for a moment, part of the design fades away to REVEAL the name "Cindy" cleverly camouflaged inside the tribal design.

ZODIAC
Nice cover up.
(off his silence)
But you still love her, don't you?
(off his silence)
How sad.

GOLIATH
Gonna let this one pass. But next time... next time I'll hit you back.

TRUCK'S CABIN

Shiv drives while chatting with:

DANTE
Two shooters?

SHIV
That's what she saw.

DANTE
And you went ahead with it, without giving it the slightest thought --

SHIV
I thought about it.

DANTE
Didn't see you hesitate.

SHIV
I think fast.

DANTE
I think you are trying to impress that girl.

SHIV
Think she's impressed?

DANTE
I'm impressed. You just hired a hit on yourself and look where your head is at.

SHIV
Funny it's you telling me not to play with fire.

DANTE
Didn't burn my mug "playing".

SHIV
Then how?

DANTE
I used to be a fireman. I used to "think fast".

Shiv digests this in silence.

SHIV
Think the hitmen will smell the trap?

DANTE
Probably. But at least now your head is in the right place.

CUT TO:

EXT. MIDWAY - DAY

THRONGS of townies pace back and forth.

Shiv among the crowd. Walking alone. His bleak stare contrasting with the music and the cacophony of joy.

SHIV (V.O.)

I scan the crowd every day,
wondering if the shooters are
already here doing reconnaissance
for the job...

His hand fiddles with a knife - twisting and turning in his fingers - the blade reflecting RANDOM FACES in the crowd as:

SHIV (V.O.)

Wondering if I just walked past my
sister's murderer.

As he keeps walking, he turns to see:

BETWEEN TWO TENTS

Tigra oversees the ROUSTABOUTS unloading boxes with STUFFED ANIMALS from a VAN.

She spots Shiv passing by.

SHIV (V.O.)

I turned myself into bait and her
turf into the fishing pond. She
doesn't say a thing. Lets her eyes
do the talking.

Her GLARE burns hotter than the tip of the cigarette dangling from her lips.

INT. SHIV'S TRAILER - NIGHT

Shiv lies on his cot by the window, the moon bleeding silver into the darkened room.

SHIV (V.O.)

The wait takes away the thrill of
the kill. And my mind bounces back
to the usual places. Dark places.

Cold sweat and hard breathing. Another ANXIETY ATTACK.

He tries to calm down, wishing his sister was here, but all he's got are memories that come to him as DISTANT ECHOES:

AYLEEN (V.O.)
 Take a good deep breath through
 your nose.

He does.

AYLEEN (V.O.)
 Nice and deep. Deeper.

He closes his eyes, focusing.

AYLEEN (V.O.)
 Now gently blow the air out.
 Slowly. Very slowly.

He's trying. He's really trying.

AYLEEN (V.O.)
 That's it. Clear your mind. Focus
 on the breathing. Nothing else --

Her soothing voice suddenly interrupted by a CHAOTIC string
 of other voices:

TIGRA (V.O.)
 She's gone, brat. And there's
 nothing you can do about it --

ZODIAC (V.O.)
 You stand up and ask me for a
 dance.

His hands CLUTCH the sheets, his breath QUICKENS.

DOUG (V.O.)
 Damn, it's just a kid --

ZODIAC (V.O.)
 I ignore you.

His heart now about to explode inside his chest.

AYLEEN (V.O.)
 Love takes two.

He CLOSES his eyes, but the voices won't go away.

ZODIAC (V.O.)
 I don't despise you. You're just
 not my type.

Fuck it - he sits on the bed --

SLING! - unsheathes a KNIFE - cuts his arm - a wave of RELIEF washing over his face as the pain makes the voices slowly FADE AWAY.

CUT TO:

EXT. COOKHOUSE - DAY

A lone DUST DEVIL sweeps across the carnival grounds.

Shiv and Zodiac sit at a table while she gives him a PALM READING. Her lips move but we don't hear what she says.

SHIV (V.O.)
She tells me the hitmen are coming
for me this very night...

She traces a finger across his palm.

SHIV (V.O.)
But all I can think about is the
softness of her touch, and a part
of myself wonders how the hell
could I get this dumb.
(then)
I need to focus.

INT. BIG TOP - PERFORMANCE RING - NIGHT

EMPTY and dark. A SPOTLIGHT casts a circle of light in the middle of the ring: Shiv sits at a table, playing FIVE-FINGER FILLET as...

SHIV
I thought a thought. But the
thought I thought wasn't the
thought I thought I thought --

He keeps repeating his routine as...

IN A FAR CORNER

A switchblade CUTS AN OPENING into the tent from outside.

Two men crawl in through the gap. The TWIN HITMEN carrying silenced handguns.

They split and prowl towards...

PERFORMANCE RING

Shiv suddenly STOPS stabbing, as if alerted by a sixth sense.

He HURLS the knife - it FLIES towards the spotlight --

CRASH! - instant DARKNESS.

He readies another knife - can't see a thing but:

Zodiac joins him, her EYES ROLLED BACK, her finger pointing somewhere into the surrounding BLACKNESS.

He THROWS in the pointed direction - the knife flies away - swallowed in shadow - a SCREAM rings out!

One of the hitmen gets STABBED in his leg as:

Shiv and Zodiac stand CLOSE - he uses her pointing finger as his crosshairs - HURLS another blade - another SCREAM!

The other hitman gets a KNIFE in his shoulder. Both try to flee while:

Zodiac keeps marking targets. Shiv keeps throwing blades into the darkness, using her eyes.

Time seems to slow down as they keep close to each other...

Moving and turning together as she points...

As he throws...

SHIV (V.O.)
I get to dance with her after all.

Their choreography is deadly... yet almost sensual...

Her gypsy dress flowing like waves in the breeze...

SHIV (V.O.)
We don't miss a step.

Flying knives disappear into the surrounding darkness... drawing out distant screams...

SHIV (V.O.)
She's the Reaper's eyes tonight and
I am his Scythe.

His arm around her waist as they turn...

SHIV (V.O.)
I want this dance to last forever.

LATER

The HITMEN now both lie DEAD on the floor, stabbed with a DOZEN KNIVES each.

CUT TO:

EXT. THE CARNIVAL - MIDWAY - NIGHT

The CIRCUS CROWD watches as Shiv pushes a WHEELBARROW, carrying the TWIN HITMEN'S bodies.

Tigra clocks him in silence --

Calculating eyes behind WISPS of cigarette smoke.

EXT. THE CARNIVAL - OUTSKIRTS - NIGHT

Shiv dumps the bodies into an empty grave.

Checks them. Gets their Wallets.

Then starts shoveling dirt.

One of the graves he dug is still EMPTY...

CUT TO:

EXT. ZODIAC'S TRAILER - NIGHT

Shiv KNOCKS on her door.

It creaks open - Zodiac's figure outlined against the white glow coming from inside.

He offers her the hitmen's Wallets.

SHIV

Tell me what you see.

ZODIAC

I see the hitmen are dead. Don't you?

SHIV

Hitmen were pawns. I need to find out who's moving the pieces.

ZODIAC

And I need a drink.

INT. ZODIAC'S TRAILER - LATER

He sits on her cot, watching as she pours herself a glass of SCOTCH.

He spots a deck of TAROT CARDS on the bed. Picks one:

It depicts three gleaming swords piercing a human heart. It's disturbingly beautiful.

ZODIAC
(re: the card)
Three of Swords: Heartbreak.
Loneliness. Betrayal.

He tries bending the card, but it's plated and hard - he accidentally CUTS his thumb with its keen edge.

ZODIAC
Used that deck in prison. Doing readings in exchange for favors.

SHIV
These can kill.

ZODIAC
They did a few times. Tuned them up for self defense.

SHIV
You were allowed to carry these?

ZODIAC
Had to pay the Chief prison guard.

SHIV
With readings?

ZODIAC
(smirks)
She was a dyke.

SHIV
So you were her bitch.

ZODIAC
We're all someone's bitch. Sooner or later we all have to make a deal.

SHIV
That's why you do everything Tigra says?

She downs the drink, catches her reflection at the bottom of the empty glass. Doesn't like what she sees.

SHIV
You're not in prison anymore.

ZODIAC
Rules are the same.

SHIV
You can leave.

ZODIAC
Wouldn't get far with my rap sheet.
Don't wanna end up in a brothel
with a black rose painted on my
cheek.

SHIV
What did you do time for?

ZODIAC
You ask too many questions.

SHIV
You invited me in.

ZODIAC
Not to chit chat.

SHIV
Then what for?

She puts down the glass, then sits by his side.

ZODIAC
Take a guess.

SHIV
To make a deal.

ZODIAC
You learn fast.

SHIV
What deal?

ZODIAC
You tell Tigra I couldn't find any
clues in those wallets. You tell
her you hit a dead end and that you
don't need me anymore.

SHIV

Why?

ZODIAC

We keep climbing up the ladder,
it's gonna get really nasty and I
don't want to be part of it. I want
you to let me off the hook.

SHIV

You want me to betray my sister.

ZODIAC

We all want something.

She grabs his thumb, still bleeding from the cut. Sticks out her tongue to LICK the blood.

ZODIAC

What do you want?

SHIV

You're asking me to choose between you and Ayleen?

ZODIAC

Short answer: yes. Long answer --

He gets up and LEAVES.

INT. CHANGING ROOM - SHOWERS - NIGHT

A LIGHT BULB hangs from the ceiling, casting someone's SHADOW on a cracked tile wall.

Shiv stands naked under the shower, water hitting his face. He hears someone coming, opens his eyes to see --

Zodiac joins him, the STEAM enveloping their bodies.

ZODIAC

Checked the wallets. Found some contract money in them. Was able to see the money trail when I touched the bills. Hitmen got them from their handler, the guy at the greenhouse. And the handler got them from the man who hired the hit. I saw flashes of a meeting.

FLASH: a white patch of light in the pitch blackness - Doug and two other MEN sit at a table engulfed in a cloud of cigar smoke.

ZODIAC

Heard of the place. Very exclusive.

FLASH: a hand flicks cigarette ash into an ASHTRAY painted with a black swan logo.

ZODIAC

An opium den named "The Dream Pond". Handler was meeting with two men. The older one was definitely Black Rose. Wore a ring that screamed of rank.

FLASH: KAYNE (50s). A bear of a man. Face rugged like tree bark. Expensive suit. Piercings. A RING engraved with a black rose on his index finger. He's missing a pinky.

ZODIAC

The younger one was probably just an underling.

FLASH: ACE (30s). Foxy sleekness. Razor thin smile. Face covered in tats.

ZODIAC

I saw the older one pulling out the money to hire the hit. I think he owns the place.

FLASH: Kayne's fingerless HAND digs into a wall safe to take a WAD OF CASH.

Shiv, in deep thought, takes in the new intel.

ZODIAC

So what's next? Wanna hit "The Dream Pond"? Wanna get ourselves killed?

Now she stands cruelly close to him.

ZODIAC

Or maybe we should forget all about this nonsense? And have some real fun?

SHIV

Has a man ever turned you down?

ZODIAC

Yes.

SHIV

Twice?

ZODIAC
No.

On the wall: his shadow walks away from her shadow.

EXT. GOLIATH'S TRAILER - NIGHT

Rocking HARD - some serious fucking going on inside.

Zodiac KNOCKS on the door. The rocking STOPS.

The door opens, Goliath steps out from the dark, his hulking shape filling the frame.

GOLIATH
Better be important. Better be good.

Four FEMALE HANDS come out from the blackness behind him to caress his chest, trying to pull him back inside.

GOLIATH
Better be fast.

ZODIAC
A Black Rose's big wig is now in the idiot's crosshairs. He thinks he's throwing knives when he's actually throwing boomerangs that will soon come back to hit us. It's getting dangerous. It's getting foolish. It's getting out of hand.

GOLIATH
Good.

ZODIAC
Help me stop this madness --

GOLIATH
And miss all the fun? Speaking of which... I've got better things to do right now.

He's about to close the door when Zodiac holds it, PISSED.

ZODIAC
Do what? Fill with women that gaping hole in your soul that Cindy left? Why bother? It's not working.

GOLIATH
Says who?

ZODIAC

Bet that's where all the anger is coming from. Some girl broke your heart, so now you want to break some bones in return --

GOLIATH

And where's *your* anger coming from, gypsy queen? Why are you even talking to me to begin with? Knife boy turned you down?

She grits her teeth.

GOLIATH

Oohh, so that's what happened. Pretty lady bangs her way through life, using her body as a weapon, but she just fired blanks, hasn't she? Must be driving you nuts.

His con man's smile pisses her even more. She storms away.

GOLIATH

(spits tobacco)

Told ya' I'd hit you back.

He CLOSES the door as we --

CUT TO:

A BLACK SWAN LOGO

Embroidered on a silk handkerchief sticking out from a suit's POCKET.

Two dark-suited BOUNCERS man an OAK DOOR.

We are at...

EXT. "THE DREAM POND" - NIGHT

A three-story ANTIQUE BUILDING squeezed into a row of grimy brownstones in a residential part of town.

A BLACK HUMMER pulls up by the entrance. Kayne gets down from the back, followed by Ace.

A bouncer opens the door for them to get in, giving them a respectful NOD.

BOUNCER
Ace. Kayne.

Ace and Kayne nod back.

INT. "THE DREAM POND" - CORRIDOR - LATER

Ace and Kayne pace along, crossing paths with another THUG who gives them a nod.

Ace and Kayne nod back again.

KAYNE
My men used to ignore you. Now they like you.
(off Ace's look)
You've come a long way since I pulled you out of the gutter.

ACE
They don't like me. They fear me.
That's what an underling is supposed to do.

Kayne smiles patronizingly. *Oh really?*

KAYNE
And how about you...? Do you like me or fear me?

ACE
Neither.
(smiles)
I love you.

CUT TO:

EXT. "THE DREAM POND" - NIGHT

Shiv, alone, approaches the door. Stops in front of the BOUNCERS blocking his way.

SHIV
I need to speak to the owner.

BOUNCER
Who does?

SHIV
A friend.

The bouncer traces his finger down a GUEST LIST.

BOUNCER
Friend... friend... friend...

He finishes his "search".

BOUNCER
Nope. No "friend". Sorry, pal.
Can't come in.

SHIV
Then tell him to come out.

BOUNCER
Sure. I'll text him.

The bouncer takes out his phone and pretends, very badly, to punch some keys.

BOUNCER
There you go. I'll let you know
when he answers back.

Shiv. Unfazed. He turns and walks away. Over his shoulder we can see the bouncers flashing shit-eating grins.

BACK OF THE BUILDING

A vandalized LAMP POST flickers ON and OFF.

ON: a glimpse of a grimy alley.

And OFF - pitch BLACKNESS.

ON: Shiv and the rest of the team now in the alley --

And OFF.

ON: Shiv unleashes a hail of KNIVES against the wooden wall.

And OFF.

ON: Shiv CLIMBS up the wall grabbing the knives' handles like Ayleen during her number - SLINKS in through a window --

And OFF.

ON: the rest of the team now waits in front of a rusted STEEL DOOR --

And OFF.

ON: the sound of locks unlatching behind the door - Shiv opens it for them to enter --

And OFF.

FADE IN:

A WOMAN'S LIPS

Painted cherry red - blowing a twirling WISP of smoke.

INT. "THE DREAM POND" - FIRST FLOOR - NIGHT

The WOMAN, in a cocktail dress, lies over a mound of tapestry cushions, smoking an OPIUM PIPE.

Clusters of GUESTS strewn around the gloomy place, getting high. Night dresses and suits. Flowing satin curtains.

High-class kind of joint.

Our heroes march along, amid GHOSTLY STRANDS of smoke that hang in the air.

Guests shoot awkward glances at the carnie scum intruding into their turf.

Meanwhile...

KAYNE'S OFFICE

A BLACK HORSE charges across a CHESSBOARD --

Ace plays a CHESS MATCH against Kayne.

STAIRWELL

The carnie team climbs up the SPIRAL STAIRS.

Zodiac's eyes go WHITE as she points at a CLOSED DOOR.

Shiv HURLS a knife at the door - nobody there but --

Door opens right on time to reveal a GUARD - he gets STABBED.

ACE

Takes one of Kayne's pawns.

SHIV

Takes down another guard.

OFFICE

Ace takes a rook with his queen --

ACE
Check mate.

Kayne flicks his king down in surrender... the piece is about to hit the board when --

BAM! - door flies open - the carnie team STORMS in --

A GUARD standing by the door whips out his GUN --

BLAM!

HE SHOOTS ZODIAC IN THE HEAD!

Time slows down as her body falls...

Her dead eyes staring into the void...

But then this image TURNS TO:

A REFLECTION IN AN EYE

A woman's eye.

This is the eye of:

ZODIAC

Alive, BURSTS into the office AGAIN, just like in her vision.

But this time she SLAPS the GUARD's wrist - BLAM! - shot goes wide --

Her TAROT DECK springs out from her sleeve like magic - cards wedged into a holding contraption that SPREADS open like a FAN - she SWINGS --

SWASH! - slashes open the Guard's neck - he HITS the floor --

Two GUARDS level their guns --

Shiv HURLS a knife - wait - it's actually TWO that SPREAD in flight --

Both guards GO DOWN.

Zodiac sees Kayne - notices the MISSING FINGER - points at him.

ZODIAC
(to Shiv)
That's him.

Shiv readies a KNIFE --

But Kayne is already RUSHING out through a side door.

The team hauls ass in hot pursuit, running past Ace who sits frozen on his chair.

THIRD FLOOR - GUEST AREA

The CHASE is on - our heroes RUNNING after Kayne - jumping over stoned GUESTS --

GUARDS coming at them from everywhere.

Zodiac SLASHES her fan across a SUITED GUARD's chest - half a tie goes flying into the air --

Dante TORCHES two guards alive - flowing curtains catching fire --

Goliath swings his TOW CHAIN - the HOOK smashes a face - teeth FLY --

Shiv SLINGS a knife --

It flies through the air...

Cutting across thick strands of smoke...

Disrupting their mesmerizing flow... leaving a trail like a bullet in the water...

Headed right towards Kayne's back...

But a HULKING GOON appears - heaves a TABLE just in time --

CLACK! - the knife sticks into the wood of the improvised shield.

Kayne disappears into the STAIRWELL.

The hulking goon now CHARGES towards Shiv, who unleashes a flurry of flying knives --

But the goon holds up the table --

CLACK! CLACK! CLACK! - blades keep stabbing into the wood as he charges forward and --

CRASH! - slams the table against Shiv's body!

The rest of the team keeps kicking ass in the background while:

Shiv struggles to his feet - groggy - tries to draw a knife --

WHAM! - but the goon PUNCHES him first --

WHAM! - Shiv stumbling back --

WHAM! - no time to counter --

WHAM! - he falls out the window!

But manages to HOLD ONTO the window sill.

His body hanging - a three-story fall!

The goon STOMPS on Shiv's hands with his foot!

Shiv takes the pain as much as he can but --

He lets go and drops!

Time SLOWS DOWN as:

OUTSIDE

Shiv hangs in mid-air...

A deadly fall he won't survive...

Unless...

SLING! - he UNSHEATHES two knives --

CLACK! - stabs them both into the wooden wall - holds to the handles - STOPPING his fall --

He lets go - FALLS a few feet - then --

CLACK! - stabs another pair of knives - stops his fall again.

He keeps stabbing his way down the building.

Then SLIPS back inside through an open window as:

STAIRWELL

Kayne scoots down the stairs, his frantic steps echoing across the empty SHAFT as --

BAM! - a side door flies open --

Shiv POUNCES on Kayne and sticks a knife into his chest.

Shiv kneels by his side, watches his prey slowly die.

KAYNE
(dumbfounded)
The hell are you?

SHIV
When your hitmen took out The Illusionist, they also did his girlfriend. She was my sister.

Kayne chuckles bitterly.

KAYNE
I didn't greenlight The Illusionist.

SHIV
Bullshit.

KAYNE
Dead men don't lie, boy.

Kayne keeps talking as...

SHIV (V.O.)
Bastard knows his last words are about to mess up my world big time. So he lets it all out with a smile that gets wider even as his lungs fill up with blood.

OUTSIDE THE DREAM POND

Ace hops into a BLACK HUMMER.

SHIV (V.O.)
He says "Ace" is his second in command. And greedier than a herd of swine.

The HUMMER races the hell away from there, swiftly disappearing into the night.

SHIV (V.O.)

Kayne heard rumors his underling
might make a move to take him out
and climb up the ladder. And he
thinks it's no coincidence I showed
up at his joint thirsty for blood.
He's sure that --

STAIRWELL

KAYNE

Someone's playing you like a
violin.

KAYNE'S OFFICE

Kayne grabs a chunk of cash from a wall safe, just like in
Zodiac's vision.

SHIV (V.O.)

He admits he bankrolled the kill,
but it was Ace, the one who ordered
and hired the hit.

He gives the wad of cash to Ace.

SHIV (V.O.)

Ace runs a net of stash houses and
it turns out that Mirage was
interfering with his business.

A CIRCUS FLIER

"Mirage" is the name of the ILLUSIONIST, handwritten in
elegant font. Four crystal balls containing fire, earth, air,
and water float over the hands of the mystic performer.

SHIV (V.O.)

Turns out... Mirage was an
undercover cop.

MIDWAY

Tigra watches as her boys unload boxes with STUFFED ANIMALS
from the WHITE VAN.

SHIV (V.O.)

When I ask what was a cop doing in
our turf, Kayne drops the nuke:

STAIRWELL

Kayne COUGHS, wincing.

KAYNE

The lion tamer has been running a distribution center right under your wet noses.

STORAGE TRAILER

Shiv, alone, picks a STUFFED ANIMAL from a box - CUTS it open with his knife to find:

A BRICK of heroin labeled with a black rose.

SHIV (V.O.)

He says Mirage infiltrated us as part of a sting operation, spearheaded by some hot shot D.A. now rotting in a ditch. He spits blood on my face and says that --

STAIRWELL

KAYNE

You know nothing, boy. You're just a pawn. You --

Shiv PULLS OUT the knife - Kayne wheezes his last breath as his eyes stare far away and we --

CUT TO:

EXT. BABYLON STREET - NIGHT

The CARNIE TRUCK speeds along, weaving through traffic.

INT. CARNIE TRUCK

Shiv drives in deep thought.

Zodiac rides shotgun, smoking an OPIUM PIPE, a souvenir she brought from the den.

Shadow and light dances across their faces as city lights whip by.

SHIV

You sure Kayne hired the hit?

ZODIAC

I'm sure I saw him pulling the
money from that safe. Why?

(off his silence)

Did he say anything?

(off his silence)

What'd he say?

SHIV

He didn't say nothing.

ZODIAC

You a virgin?

SHIV

What does that have to do with
anything?

ZODIAC

I'll take that as a "yes".

Insulted, he extends his hand.

She does a palm reading. After a few seconds...

ZODIAC

So he *did* say something.

He pulls out his hand.

ZODIAC

And whores don't count, by the way.

SHIV

Hell they don't.

ZODIAC

They don't do it for love. Or even
attraction. They just want
something from you.

SHIV

Like you did back in the showers?

ZODIAC

(amused)

You just called me a "whore"?

She laughs, coughs as she CHOKES with the smoke.

ZODIAC

Alright. Had that coming. But for
the record, I'm actually a good
girl.

SHIV
Who did time.

ZODIAC
Ever told you why?

SHIV
No, and I'm done asking.

ZODIAC
I had this vision when I was thirteen. Saw my stepfather coming back from work and then raping my younger sister. I had tried to stop premonitions from happening before, but it never worked. You can change little things here and there, but fate has a way of *correcting* itself.

She looks out the window in deep thought.

ZODIAC
Didn't want to take chances this time, so I cracked his skull with a fire poker. Fate couldn't correct that. My sister went on with her life. I think she's now a doctor or something. I ran away, got caught and was tried as an adult.

SHIV
Didn't you see you'd end up in prison?

ZODIAC
I did.

SHIV
Then why go ahead with the murder?

ZODIAC
Told you. I'm a good girl.

CUT TO:

EXT. THE CARNIVAL - DAWN

The DESERT SUN rises once again to bake the carnival grounds.

INT. CARNIVAL STORAGE TRAILER - DAY

Fluffs of cotton float in the air like snow. Tigra HURLS boxes across the room, getting more PISSED by the second because:

Every single stuffed toy has been cut open. Butchered by the thief that stole her product.

SHIV (V.O.)

There's only one place where I can stick my knife to hurt her enough to make her spill everything she knows. Her pocket.

She freezes when she notices a teddy bear pinned to the wall with a KNIFE. Shiv's calling card.

INT. BACKSTAGE TENT - DAY

Shiv plays five-finger fillet as Tigra takes a seat in front of him. He keeps stabbing as:

TIGRA

You took my stash.

SHIV

Correct.

TIGRA

You have no idea what you're getting yourself into --

SHIV

I know you're in business with The Black Rose. When you figured out Mirage was a mole, you ratted him out to Ace, who hired the hitmen to do him in.

His knife keeps STABBING back and forth between his fingers.

SHIV

Problem was my sister went down as well. You didn't want me to go after your business partner. But you couldn't stop me. So instead you decided to use me.

The knife stabs FASTER.

SHIV

Ace had been scheming to make a move on Kayne for some time, so you partnered with him to make it happen.

The stabbing BLADE now a blur of speed.

SHIV

You bullied Zodiac into betraying me. And she guided my knives towards Kayne instead of Ace. So I killed the wrong guy, Ace got a promotion and now he likely gave you a better deal in return. And now my sister's murderer is still on the loose while she rots underground.

Shiv STOPS doing the finger fillet.

SHIV

What did I miss?

She glares. Not much apparently.

TIGRA

It's a big stash, brat. Much bigger than the amount Ace usually moves. I need it back.

SHIV

And I want Ace.

TIGRA

Ace is protecting us!

SHIV

From what?

TIGRA

From the Black rose burning this circus to the ground to show Babylon what happens when you mess with them.

SHIV

Why would he protect us?

TIGRA

We travel all over the west and he wants to use us to expand his heroin trade.

(MORE)

TIGRA (CONT'D)

(then)

That's what you missed.

SHIV

Kayne is on you. You deal with the fallout.

TIGRA

I don't want a war.

SHIV

And what do you think will happen once the Black Rose finds out you lost their product?

TIGRA

What do you think will happen when they find out you *stole* their product?

SHIV

I'm a target already. I don't give a damn.

TIGRA

Ace's gone dark. After the raid on the Dream Pond, he moved his headquarters somewhere else. I can't find him.

SHIV

Just like your stash.

Tigra seethes in silence. Weighing her options. Until finally:

TIGRA

I'll see what I can dig up.

CUT TO:

EXT. TRAILER AREA - NIGHT

Shiv walks alone, a shadow in the mist. He shoots a glance at Zodiac's trailer as he walks past.

SHIV (V.O.)

I hear the song of a hundred Sirens telling me to knock on her door and believe all the lies she'll tell to cover up the previous ones. But I do the smart thing for once and I don't listen.

INT. SHIV'S TRAILER - NIGHT

A BLADE cuts across a forearm.

SHIV (V.O.)
I don't even bother with the
breathing tonight. I go straight to
the cutting.

Shiv's eyes are lost in deep thought as...

SHIV (V.O.)
The pain washes everything away. I
cut her out of my mind until
nothing of her remains.

He closes his eyes, lies back in bliss.

SHIV (V.O.)
Until I'm free.

The door SQUEAKS open. Zodiac steps in without knocking.

He turns to her. *Fuck.*

She takes in his cuts.

ZODIAC
I used to cut myself too. Back in
prison.

She lifts her dress a bit to show him some cutting scars on
her (sexy) thigh.

ZODIAC
Good times.

SHIV
You played me.

ZODIAC
Thank you.

SHIV
For what?

ZODIAC
For pointing your finger at me
like I was the genius mastermind,
when I'm actually just another pawn
like you.

SHIV

But you knew you were a pawn and
you went along with it.

ZODIAC

We're all someone's bitch.

SHIV

Why are you here?

She takes a seat on the bed by his side.

ZODIAC

To tell you about the vision.

SHIV

What vision?

ZODIAC

The vision I've been having every
goddamn day since Tigra took me in.

SHIV

Why should I care?

ZODIAC

Because you're in it.

FLASH TO:

ZODIAC'S VISION

Silhouetted against roaring flames: Shiv and Zodiac's shadow
embracing each other lovingly.

ZODIAC (V.O.)

I see ourselves in each other's
arms. I'm wounded. Dying.

Shiv keeps holding her, caressing her hair, but her arms now
hang loose at her side and her head tilts back.

ZODIAC (V.O.)

You hold me tight until my body
goes cold.

He kisses her.

ZODIAC (V.O.)

And then you kiss my dead lips
goodbye.

BACK TO:

SHIV'S TRAILER

Shiv's head is spinning.

ZODIAC
I die in your arms.

SHIV
Why? How?

ZODIAC
I can't see that... yet.

SHIV
But can you stop it?

ZODIAC
Maybe... if I make sure I don't end up in your arms in the first place.

SHIV
So that's why you've been such a cruel bitch to me.

ZODIAC
"Cruel bitch". That's what I get for opening up and telling the truth for once.

She takes out a handkerchief, dabs his cuts.

SHIV
You don't have to do that.

ZODIAC
I know. I just feel like relieving some of the pain that I caused.

She looks up, their faces close.

She moves in closer. And closer.

SHIV
What do you want in return this time?

ZODIAC
Nothing.

SHIV
Why now? What's changed?

ZODIAC
Nothing's changed.

SHIV
Then what's this, pity sex?

ZODIAC
Take it or leave it sex.

He TAKES it. They ROLL on the bed, tearing at each other's clothes as...

SHIV (V.O.)
This is wrong. This is sad.

LATER

Moonlight spills over bodies in motion.

SHIV (V.O.)
This is shameful and pathetic.

Her head tilts back in ecstasy as he kisses her neck.

SHIV (V.O.)
This is my happiest moment in years.

INT. SHIV'S TRAILER - DAY

A shaft of SUNLIGHT spills over Shiv as he wakes up. He turns to face the empty spot where Zodiac should be.

SHIV (V.O.)
I wake up to see her gone and start to feel like she was never even there. Probably she never was. Probably it was one of those stupid dreams again.

CUT TO:

EXT. MENAGERIE - DAY

Shiv approaches Tigra, who's INSIDE one of the cages, petting a PANTHER like it was just a kitty.

SHIV
Where's Ace?

TIGRA
Wanna know what I'm thinking?

SHIV

Money and dick. That's all you ever think about.

TIGRA

I think you're stretching out this quest for revenge because you're afraid of grieving. I think that behind those deadly knives there's a pathetic little brat who's too scared to face the fact that his sister is gone.

SHIV

Correct.

(then)

Where's Ace?

Tigra sighs, hating this brat more and more.

TIGRA

Tried to set up a meet but no dice. His men told me to talk to the Black Rose accountant instead.

SHIV

And you think he knows where Ace might be?

TIGRA

Don't know. But I'd shake that tree if I were you. He's a regular at a crappy bar downtown owned by Ace.

She hands him a written piece of paper through the bars.

TIGRA

You didn't get this from me.

Shiv walks away.

TIGRA

I want my stash back.

SHIV

(re: paper)

Then this better be solid.

CUT TO:

EXT. BABYLON STREET - NIGHT

The CARNIE TRUCK weaves through traffic. Fast. The driving style of an impatient driver:

TRUCK'S CABIN

Shiv drives. Hands clutching the wheel. Eyes beaming intense focus.

Dante rides shotgun, looking at Shiv. Wondering:

DANTE
When does this end, boy?

SHIV
When I fill the last grave.

DANTE
Will you ever run out of graves to fill?

SHIV
Sadly, yes.

DANTE
You need to bury this.

SHIV
I will, along with the asshole that hired the hit.

DANTE
You did the shooters already. Why not call it a day? Why keep going?

Shiv takes a beat to think about it.

SHIV
Why did you decide to become a fire breather?

DANTE
You're changing the subject.

SHIV
I'm not.

Dante looks away, remembering painful thoughts.

DANTE
The accident scarred both my body and my mind.
(MORE)

DANTE (CONT'D)

I left my job and my fiancee left me. I had hit rock bottom. But one night, as irony would have it, I fell for a fire breather while watching her perform. So I decided to join the circus, to follow Marion, and to leave my previous life behind. At first I was just a roustabout, but soon I realized that to feel whole again, I needed to conquer what I feared the most. Fire.

SHIV

So basically, it was a big "suck it" to that fateful night when you lost everything.

DANTE

Pretty much.

SHIV

My sister was everything to me. And this is my big "suck it".

CUT TO:

A DART BOARD ON A WALL

CLACK! - a DART hits close to the center --

CLACK! - then another - and then:

CLACK! - a KNIFE stabs into the bulls-eye - FRACTURING the board - sending splinters and pieces of broken darts FLYING --

INT. SHADY BAR - NIGHT

DART PLAYERS turn --

Their hostile stares scan the poorly lit shithole, looking for the asshole responsible.

They spot Shiv at the entrance. Dante, Goliath and Zodiac standing right behind him.

Shiv's eyes scan the place, setting on THE ACCOUNTANT (30s), a scum in a cheap suit, getting hammered at the bar.

SHIV

I'm looking for Ace.

The Accountant smiles a fuck you smile.

ACCOUNTANT
He's not here. May I take a
message?

SHIV
You may.

He gets rid of his cloak to SHOW OFF the insane amount of
KNIVES he's carrying.

SHIV
But I don't want to trouble you.

SHADY PATRONS grab bottles.

Chairs.

More bottles.

And more chairs.

ACCOUNTANT
No trouble at all.

A tense beat... and then...

PANDEMONIUM! - bottles, knives and chairs FLY!

Goliath SWINGS his chain - Dante BLOWS plumes of FIRE -
Zodiac SLASHES throats open with her TAROT FAN --

Shiv HURLS knives lightning fast - we STAY with him as:

A chair HITS a rusty HANGING LIGHT - it SQUEAKS as it SWINGS
back and forth --

BACK - it leaves the battlefield in DARKNESS --

AND FORTH: Shiv revealed hurling KNIVES --

BACK --

AND FORTH: Shiv slides across the floor - his knife SLASHING
two Achilles' tendons with ONE SWIPE as patrons go down --

BACK --

AND FORTH: Shiv THROWS - three patrons left --

BACK --

AND FORTH: Shiv STABS - one patron left --

BACK --

AND FORTH: the accountant makes a RUN for the exit.

But finds himself CUT OFF by Goliath, Dante and Zodiac.

LATER

The accountant now sits at a table, a BABYLON MAP spread in front of him.

SHIV
Where is he?

ACCOUNTANT
I don't know.

SHIV
Zodiac.

Zodiac takes the accountant's hand for a palm reading. But he closes it in a TIGHT FIST.

SLING! - Shiv unsheathes a knife.

SHIV
Does the hand need to be attached
to the rest of the body?

ZODIAC
No.

SHIV
Good.

He brings the knife close to the accountant's wrist --

But the accountant opens his hand in defeat.

Zodiac's eyes go WHITE as she reads his palm.

ZODIAC
I see Kayne's funeral...

EXT. CEMETERY - DAY (VISION)

Crosses and tombstones under a foreboding overcast sky. The Accountant and a crowd of THUGS throw black roses at a COFFIN being lowered into the ground.

ZODIAC (V.O.)
 I see pain. Anger. A thirst for
 retribution.

Knotted jaws. Clenched fists.

ZODIAC (V.O.)
 Rippling all the way up to the top
 of the syndicate.

The crowd splits as a newcomer makes his way through the mourners: THE THORN (60s). Gaunt and pale. Eyes glassy like a cat's. We recognize the Black Rose engraved on his gold tie clip.

ZODIAC (V.O.)
 The Thorn is in town.

No one dares to look at him in the eye as he lays a BLACK ROSE into the grave.

ZODIAC (V.O.)
 He's come to say goodbye to Kayne.

LATER

Funeral over, The Thorn's BLACK CHOPPER sits on the cemetery lawn, surrounded by The Accountant and SIX Black Rose LIEUTENANTS.

ZODIAC (V.O.)
 And to anoint Ace to replace him.

Inside the chopper's OPEN BAY, Ace gives The Thorn a WOODEN BOX with a Black Rose painted on its lid.

He opens it, finding a SEVERED FINGER inside along with some ROSE CLIPPERS.

Ace is now missing a pinky just like Kayne.

INSIDE ACE'S NEW HEADQUARTERS (VISION)

A heated discussion takes place between Ace, SIX Black Rose LIEUTENANTS and The Accountant.

ZODIAC (V.O.)
 Many lieutenants are thirsty for blood. But Ace needs to remain in business with Tigra and find the missing stash. So he's holding them off.

Enough chit chat - Ace whips out a GLOCK and blows a lieutenant's brains out - discussion over.

BACK TO:

SHADY BAR

Zodiac BREATHES hard, eyes still white.

Frowns, doesn't like what she sees next. Not one bit.

SHIV

What is it? What else do you see?

She comes out from his trance, still on edge.

ZODIAC

You take him out... we go to war.

Dante doesn't like the sound of that.

SHIV

Where is Ace?

DANTE

Let's take a minute to think about
this --

SHIV

(to Zodiac)

Where is he?

ZODIAC

I don't know. Couldn't see
anything.

SHIV

Look again.

ZODIAC

He doesn't know. He's telling the
truth.

SHIV

No, he's not.

He puts a knife to her throat.

SHIV

And neither are you.

ZODIAC

I told you --

SHIV

Why are you lying to me --

ZODIAC

I couldn't see --

SHIV

What's your angle --

ZODIAC

There's no angle --

SHIV

Tell me what you saw!

ZODIAC

I --

SHIV

Tell me!

ZODIAC

I die in the war!

Shiv processes this in silence.

ZODIAC

Just like I told you. The vision
it's getting clearer.

GOLIATH

What vision?

SHIV

Screw this.

CLACK! - Shiv STABS the accountant's hand - PINS it to the
table - makes him SCREAM in pain as:

SHIV

Where is he?!

ACCOUNTANT

I don't know!

SLING! - Shiv unsheathes another knife --

ACCOUNTANT

Alright! Alright!

His trembling finger points to an area on the map.

CUT TO:

EXT. BABYLON STREET - NIGHT

The CARNIE TRUCK cruises through a sea of neon.

TRUCK'S CABIN

Shiv drives, soaked in a dozen different blood types.

SHIV
I won't let you die.

ZODIAC
Then don't kill Ace.

SHIV
You're asking me to choose between
you and my sister?

ZODIAC
This time is different.

SHIV
What's changed?

She rests her head on his shoulder.

ZODIAC
Everything's changed.

SHIV
How convenient for you.

ZODIAC
I didn't plan this.

SHIV
The other night was a mistake.

ZODIAC
I know.

He caresses her hair.

SHIV
A nice mistake.

ZODIAC
I know.

SHIV
I need to think.

CUT TO:

EXT. THE CARNIVAL - NIGHT

Glittering lights surrounded by inky darkness.

EXT. MIDWAY - NIGHT

Marion (Dante's wife) strides along, PISSED. She weaves through the crowd, against the tide of flowing townies.

INT. DANTE'S TRAILER - LATER

Marion enters, finds Dante in mid-deliberation with Goliath.

MARION
(to Goliath)
Please, we need a minute.

Goliath nods and leaves them alone.

Once he closes the door...

MARION
The fortune teller told me
everything.

DANTE
Everything? I doubt that. She
always has a hidden angle.

MARION
We're going to war with the Black
Rose. Nothing hidden about that.

DANTE
I tried talking the kid out of it.
I really tried, Marion. But he just
won't quit...

MARION
Doesn't matter. You'll quit.

DANTE
He can't storm Ace's headquarters
on his own.

MARION
That's why you'll quit. We can't
let him start a war. Many lives are
at stake, not just his.

Off Dante, giving some serious thought to this...

INT. BACKSTAGE TENT - NIGHT

Dante enters to find Shiv SHARPENING his knives with a whetstone.

SHIV

Saw Zodiac talking to your wife. I can imagine what she told her. And what your wife told you. And what you're about to tell me. Don't bother. I'm going after Ace.

DANTE

I'm out.

SHIV

You're free to do whatever you want.

DANTE

But you're not. I won't let you do this.

Shiv packs his sharpened knives as...

SHIV

Don't make me dig another grave.

He heads for the exit. About to leave when --

Goliath appears at the entrance, blocking his way.

GOLIATH

If he's not going, I'm not going. Speaking of which, you're not going either.

Shiv turns back to Dante.

SHIV

I want you to picture your wife with a bullet in her head, her body hanging from a tree while vultures feast on her flesh. What would you do?

Dante thinks hard about it.

SHIV

What would you do, Dante?

DANTE

(sighs in defeat)

The right thing.

SHIV
 Not asking you to come. Just to let
 me go.

Dante nods at Goliath... who steps out of the way, letting
 Shiv through. He's about to leave when --

GOLIATH
 Knife boy.

Shiv stops.

GOLIATH
 Watch out for Tigra. She's a
 cornered beast, and she ain't
 stopping till she gets that stash
 back.

SHIV
 She'll never find it.

GOLIATH
 What makes you so sure?

SHIV
 I burned it.

GOLIATH & DANTE
 (oh shit)
 Why?

SHIV
 Because fuck her. That's why.

CUT TO:

EXT. MIDWAY - NIGHT

Shiv and Zodiac standing close - the flowing throngs of
 people behind them are just a BLUR.

ZODIAC
 You can't go alone.

SHIV
 That's why you knocked my team down
 piece by piece like a set of
 dominos?

ZODIAC
 You really expected me to do
 nothing while you start a war and I
 get crushed by the ripple effect?

SHIV
No.

He hands her an ENVELOPE in which she finds:

ZODIAC
Train ticket?

SHIV
Don't come back until I call you.

ZODIAC
Why...?

SHIV
So the fallout won't touch you.

ZODIAC
It's not that easy --

SHIV
It is if you board that train and
get the hell away from this.

ZODIAC
Fate has a way of correcting
itself.

SHIV
You stopped your stepfather.

ZODIAC
Somebody had to die.

SHIV
Not this time.

ZODIAC
Tigra won't like this --

SHIV
You're out of this, even if I have
to slaughter Tigra and an army of
her goddamn minions.

ZODIAC
(means it)
You're so sweet.

He KISSES her.

SHIV
Cross me again and I won't be.

CUT TO:

INT. ZODIAC'S TRAILER - NIGHT

With her BAGS PACKED, Zodiac sits alone on her cot, staring at Shiv's TRAIN TICKET.

She stares at it hard, as if it was a puzzle to be solved.

Her chest heaves as she gets more and more tense. Her eyes start welling up with tears.

EXT. DARK DIRT ROAD - NIGHT

The CARNIE TRUCK speeds along on a mission, headlights cutting across the misty blackness.

Shiv behind the windshield, eyes beaming focus.

Just a long stretch of empty road ahead until...

A BLOCKADE - two black CHEVY PICKUP TRUCKS parked across.

He hits the brakes --

Ten THUGS step down from the CHEVYS - wielding UZIs.

Shiv tries to back away in REVERSE but --

Two more CHEVYS skid to a halt behind him and CUT him off.

And then --

RATATATATAT!! - muzzle FLASHES - thugs unleash a shitstorm of GUNFIRE --

The TRUCK's tires BURST --

IN THE TRUCK

Hell - windows CRASHING - bullets PINGING --

Shiv lays low as the RELENTLESS FIRE continues and glass keeps raining down on him.

Then the firing STOPS.

And then, oddly, he hears an engine starting.

And another.

And then another.

It may appear the thugs are taking off. He risks a peek to confirm --

Yes, they're leaving.

Huh?

LATER

Shiv, alone, surveys what's left of his ride. Someone left an envelope on the hood. He opens it and finds:

Zodiac's train ticket.

With a scribbled message on it.

SHIV (V.O.)
I recognize Tigra's handwriting on
Zodiac's ticket. She turned her
over to Ace and now they want to
trade her for the dope.

He lets go off the ticket in deep thought... the wind carries it away as...

SHIV (V.O.)
Zodiac's words come back to hit me
like a punch in the face... "Fate
has a way of correcting itself".

CUT TO:

EXT. ACE'S NEW HEADQUARTERS - NIGHT

A luxurious RESIDENTIAL COMPOUND in Babylon's outskirts. Window lights glow in the mist - bright yellow halos in the darkness of night.

A few GUARDS patrol the inside perimeter of a PICKET FENCE.

SHIV (V.O.)
I'm supposed to get the product and
be at Ace's place by midnight to
make the exchange.

Shiv's shadowy FIGURE slinks toward the house, approaching its surrounding fence.

SHIV (V.O.)

But instead I show up two hours early with nothing on me but the nagging feeling that this is the night she dies in my arms, just like in her vision.

He watches the PICKET FENCE from a distance.

Focuses on the light spilling through the cracks. A passing shadow betrays the position of a sentinel patrolling the other side.

His eyes follow that shadow as he readies a knife.

Then THROWS --

The blade flies with a furtive whistle --

Slips through a crack in the fence with surgical precision.

And TAKES DOWN the guard on the other side.

LATER

Shiv jumps over the fence unnoticed, lands without a sound.

Approaches the HOUSE, knives ready.

Spots a GUARD turning from around the corner - DROPS him.

Spots TWO GUARDS on the roof - DROPS them.

KITCHEN

Three GUARDS playing cards. They hear a noise - turn - spot Shiv at the door:

One THROW - three KNIVES fly at once - spreading in flight --

Guards go down.

LIVING AREA

A GUARD watches TV - the light of the tube spilling his stretched shadow across a fur rug.

A DESK FAN whirs some cool air at him.

Looking THROUGH its spinning BLADES we get intermittent glimpses of an intruder:

Shiv sneaks along behind the guard's back. Silent as the night until --

CREAK! - fucking floorboard --

The guard turns - reaches for his gun --

Shiv takes aim - no time for a better angle - THROWS --

HIS KNIFE

Whooshes across the darkened room...

Towards the guard...

Slipping THROUGH the spinning fan blades with perfect timing.

And STABBING into the guard's chest...

CORRIDOR

Shiv reaches an elbow, presses his back against the wall.

Holds a KNIFE out, using the blade's reflection so he can see around the corner.

Spots an armed GUARD coming his way.

Approaching in 3... 2... 1...

Shiv breaks cover and SLASHES open the guard's throat.

As he watches him fall to his knees and die...

A GUST of wind blows through an open window - a CURTAIN flows into view - OBSCURING our sight of Shiv for just one second --

When the curtain retreats, Shiv is GONE.

BASEMENT

Dark. Dank. Rat-infested.

A high window spills moonlight over ZODIAC, tied by her wrists to a RUSTED PIPE above her head.

The door WHINES open. Shiv sneaks inside.

She turns, a tad embarrassed. Her face caked with dirt.

ZODIAC

Tried to leave, but they snatched
me at the train station.

He CUTS her loose. Her knees falter, he CATCHES her.

SHIV

Don't worry. You'll be alright.

ZODIAC

I know.

SHE TAKES ONE OF HIS KNIVES AND STABS HIM IN THE BACK!

Shiv GASPS for air - takes a few steps back - wide eyed.

He trips and FALLS - bleeding fast - getting weaker.

Unable to read her poker face.

SHIV

Why did you...?

Ace emerges from the shadows with a victorious grin.

Shiv's eyelids grow heavy.

His view of them distorts to a BLUR.

Until his mind finally slips into a thick --

BLACKNESS.

FADE IN:

A RAT

Scurrying along a RUSTED PIPE. Stops. Grinds its SHARP TEETH together.

INT. BASEMENT - NIGHT

Now it's Shiv the one tied and hanging from the PIPE.

His torn clothes reveal fresh stitches on the cut on his back. Probably infected. Lousy job.

His eyes flutter open to see:

TIGRA
Where's the stash?

SHIV
I burned it.

She SWINGS her WHIP - it coils in the air like a snake --
WHOOSH-CRACK! - cuts a GASH across Shiv's chest.

LATER

Shiv now answers to Ace and his THUGS.

SHIV
I burned it.

WHAM! - a flying fist SMACKS Shiv's face hard.

LATER

Interlude.

Shiv, alone, opens his eyes. Takes in every inch of the room.
Spots TWO RATS darting along the pipe just ABOVE his head.

He SWINGS his body back and forth - back and forth - raises
his legs - tries to CATCH one of the rats between his feet --

But it scurries free at the last second.

LATER

WHAM! - Ace and his thugs are at it again.

SHIV
Bring in the fortune teller. She'll
tell you --

WHAM!

ACE
Where's the fun in that?

LATER

A THUG tries another approach, goes to a corner where Shiv's
sheathes lie on a chair. Picks a knife.

Then CUTS Shiv's chest --

But, to his surprise, this seems to relax Shiv.

SHIV (V.O.)
Oh, how I needed that.

WHAM! - back to the punching.

LATER

Interlude. Shiv SWINGS his body. For some reason, he wants really badly to catch a rat between his feet.

Misses again.

LATER

Shiv opens his swollen eyes, finds Zodiac standing in front of him.

ZODIAC
Where's the dope?

He just looks at her, his stare cutting like his knives.

She nods to a couple of THUGS.

They cut Shiv down - he drops to the floor - a bloody mess.

Zodiac takes Shiv's hands and does a palm reading.

Her eyes go white.

She concentrates really hard. She clenches her teeth. Doesn't like what she sees.

She looks up to meet his gaze.

That glare. It's getting on her nerves.

ZODIAC
Stop looking at me like that.
You've no idea what's going on or
why I had to do what I did --

SHIV
You were the one who figured out
Mirage was a mole.

FLASH TO:

THE BONFIRE

Mirage holds Zodiac's hand as they dance - as she SPINS away from him, her eyes turn white and her smile suddenly DIES.

SHIV (V.O.)
He had everyone fooled but wasn't
counting on your gift.

TIGRA'S TENT

Tigra GRIPS her whip TIGHTER as she listens to Zodiac talk.

SHIV (V.O.)
So you ratted him out to Tigra who
then ratted him out to the Black
Rose.

CARNIVAL - PARKING LOT

Mirage starts a TRUCK.

SHIV (V.O.)
She sent him on an errand knowing
pretty well he'd never come back.

From the distance, Tigra watches the truck about to take off when... Brake lights. The truck stops. Ayleen comes running over and hops into the passenger's side.

She frowns. This wasn't in the plans but:

SHIV (V.O.)
She didn't give a damn if something
happened to my sister as well.

Zodiac joins Tigra, sees the parting truck. Trades an uneasy glance with Tigra. They watch the truck leave as...

SHIV (V.O.)
And neither did you.

ROAD TO BABYLON

Zodiac's hands feel the tire tracks on the dirt.

SHIV (V.O.)
You helped me find the body to get
me off your back and go back to
ignoring me as soon as possible.

ZODIAC'S TRAILER

Tigra takes Zodiac's face in her hands.

SHIV (V.O.)
But then Tigra bullied you into
helping her take down Kayne.

CARNIE TRUCK

Zodiac rides shotgun as Shiv drives.

SHIV (V.O.)
And you found yourself by my side
once again. Getting closer.

SHOWERS

Zodiac joins Shiv at the shower.

SHIV (V.O.)
And closer.

SHIV'S TRAILER

Zodiac and Shiv in bed.

SHIV (V.O.)
And closer.

MIDWAY

Shiv listens to Zodiac.

SHIV (V.O.)
You tried to talk me out of going
after Ace in order to stop the war.
To stop your vision from happening.
I didn't budge, true --

He hands her the train ticket.

SHIV (V.O.)
But I gave you a ticket out. Yet
doubt was eating you alive because
of what you had told me before:

CARNIE TRUCK

Zodiac talks MOS, mouthing exactly:

SHIV (V.O.)
"Fate has a way of *correcting*
itself."

TIGRA'S TENT

Zodiac hands the train ticket to Tigra.

SHIV (V.O.)
You're the scorpion on the frog and
you had to sting. You helped them
weave the web I'm now caught in.

BACK TO:

BASEMENT

Zodiac listens to every word.

SHIV
All to make sure I don't kill Ace,
that there won't be a war, and that
you won't get killed in it. But
when you just read my hands you
couldn't find the stash, because
there was one vision blocking out
everything else: you still die. And
now that you betrayed me, you
figured out who's the killer: me.
(then)
What did I miss?

ZODIAC
What we had... it was real.

SHIV
Whores don't count.

ZODIAC
(to the thugs)
Make sure those ropes are tight.

LATER

Ropes are tight.

WHAM!

LATER

Interlude. Shiv is alone once again.

His eyes fixed on a RAT scurrying along the PIPE.

He SWINGS his body - raises his legs - and this time:

Success!

His legs swing back down - a squirming RAT now trapped between his feet.

He brings his legs up again so his tied HANDS take the rat.

CRACK! - he SNAPS the rodent's neck.

And then uses the rat's sharp incisors to SCRAPE the rope binding his wrists.

LATER

Bare feet hit the ground --

Shiv is FREE.

He goes to get his knife sheaths.

CUT TO:

EXT. ACE'S NEW HEADQUARTERS - NIGHT

Ace RUNS for his life - thugs dropping dead all around him - a SHITSTORM of flying knives coming hard at them --

Thugs FIRE blindly behind their backs - but they keep getting hit - blades WHIZ out from the blackness - as if thrown by the night itself --

Ace blasts through the PICKET FENCE's gate.

A thug CLOSES it and makes a stand.

But Shiv HURLS knives at the thug's legs - brings him down screaming to his knees as --

Shiv LEAPS onto the goon's back...

Hurtling himself into the air...

Flying over the fence...

On course to pounce on the fleeing Ace...

Unsheathing TWO KNIVES in mid-flight... like a falcon readying its claws to dive for prey...

Ace turns... spots Shiv... realizing this is the last thing he'll ever see --

SWASH! - Shiv STABS Ace in the back with BOTH BLADES.

Ace GASPS.

And then, with his last breath:

ACE
You've no idea who you're messing
with. The Thorn will --

Shiv yanks the knives out - shutting him up as we --

CUT TO:

ZODIAC

Breathing hard with her eyes milk white. Bad vision.

EXT. THE CARNIVAL - ROAD - NIGHT

She stands in the middle of the road, facing the distant CITY LIGHTS. The moon hangs low in the sky, rising BLOOD RED.

Tigra joins her, growing concerned as well.

TIGRA
What is it? What's wrong?

ZODIAC
Everything.

DESERT MOUNTAIN RETREAT (VISION)

In his study, The Thorn hands out WOODEN BOXES to FIVE Black Rose LIEUTENANTS.

ZODIAC (V.O.)
The Thorn put a bounty on our
heads. The reward is Ace's
position.

Lieutenants open the boxes, finding ROSE CLIPPERS inside.

ZODIAC (V.O.)
Shiv merely cut one rose...

They all take the clippers without hesitation.

ZODIAC (V.O.)
There are many others in the bush.

CUT TO:

EXT. TRAILER AREA - NIGHT

A circus CROWD gathers in awe to watch Shiv's return.

He paces along without a word, dragging Ace's DEAD BODY.

Zodiac and Tigra can't believe their eyes.

Tigra steps in his way, making him stop. They trade hard stares.

TIGRA
You brought war upon us --

SHIV
You started this mess. Take some responsibility --

TIGRA
I don't answer to you, brat --

SLING! - Shiv unsheathes a KNIFE --

Tigra UNFURLS her WHIP --

Zodiac opens her deck of cards in a FAN --

Shit about to get ugly when:

DANTE (O.S.)
ENOUGH!

Dante steps between them to prevent the fight.

DANTE
The Black Rose is coming! You think we can survive a full scale attack if we don't stand together?

Goliath steps in as well.

GOLIATH
He's right.
(spits tobacco)
Group hug. Now.

Shiv SHEATHES his knife. Shoots one last look at Tigra and Zodiac. And then continues on his way.

EXT. THE CARNIVAL - OUTSKIRTS - NIGHT

Shiv drops Ace's body into the remaining empty grave.
Starts shoveling dirt.
The three graves he dug are now filled.

LATER

Shiv has just finished digging a NEW GRAVE.
He throws the shovel and walks away.

ZODIAC AND TIGRA

Watch from the distance with a chill running down their spines. They look at each other. *Which one will it be?*

CUT TO:

EXT. THE CARNIVAL - ROAD - NIGHT

Shiv stands just outside the carnival grounds, checking on Zodiac as she feels the road with her hands.
Her eyes are rolled back. She's *seeing* something. Something disturbing.

ZODIAC
They're coming.

SHIV
How many?

ZODIAC
An army.

POLICE STATION (VISION)

SCUMBAGS pour out the front door and jump onto a couple of CHEVY PICKUP trucks waiting for them.

ZODIAC (V.O.)
They emptied the jails.

As they do, a Black Rose LIEUTENANT with a MISSING FINGER hands them MOLOTOV COCKTAILS.

SLUMS (VISION)

TWO LIEUTENANTS with missing fingers distribute KNIVES and GUNS to the HOODLUMS jumping onto the bed of two CHEVY PICKUPS.

ZODIAC (V.O.)
Gutters.

DINGY DRUG DEN (VISION)

Another LIEUTENANT with a missing finger hands BATS and CHAINS to the METH HEADS hopping onto two more CHEVYS.

ZODIAC (V.O.)
Crack houses.

CARNIVAL ROAD

Shiv turns to go --

SHIV
I'll warn the rest.

ZODIAC
Shiv.

He stops.

ZODIAC
I'm sorry.

SHIV
No, you're not. But you will be.

ZODIAC
Tigra won't wait for you make the first move. She'll try to kill you first.

SHIV

I know.

ZODIAC

I could be your eyes again. I could help you.

He LEAVES without another word.

Off Zodiac, sensing the walls of Fate closing in on her...

CUT TO:

EXT. THE CARNIVAL - NIGHT

Closed to the public. Lights out. The night is quiet as the calm before the storm.

BACKSTAGE TENT

Shiv gets ready, sheathing knives. We've never seen him carrying so many.

ZODIAC'S TRAILER

Zodiac downs a glass of scotch and then picks her TAROT CARDS.

MIDWAY

Tigra marches along, whip in hand, followed by a squad of burly ROUSTABOUTS carrying WOOD PLANKS and TIRE IRONS.

A general leading the troops.

PERFORMANCE RING

Goliath unhooks a nasty TOW CHAIN from a TRUCK.

BACKSTAGE TENT

Dante and Marion grab their TORCHES and FUEL BOTTLES.

ROAD TO BABYLON

Headlights glow in the distance. The Black Rose is coming.

THE CARNIVAL - BIRD'S EYE VIEW

Circus tents poke through a thick FOG BANK, like mountain peaks through clouds.

The road, shrouded in mist, is aglow with twenty pairs of headlights moving in line along the winding path.

From above, the Black Rose's convoy looks like a SNAKE OF LIGHT slithering closer to its prey.

DOWN BELOW

Twenty CHEVY PICKUP TRUCKS approach the CARNIVAL GATES, carrying a small ARMY on their beds.

Thugs armed with handguns. Bottles. Chains. Knives.

WHAM! - gates FLY OPEN as the first chevy SMASHES through --

And then it's on.

THUGS throw Molotov cocktails --

WHOOSH! - tents BURST into flames.

TIGRA

Now!

Carnies counter - ROUSTABOUTS hiding behind a trailer pull from a rope.

Dragging a BED OF NAILS right in front of a CHEVY's path.

Tires BURST - the ride useless.

Instant AMBUSH - Tigra's boys are onto that truck like flies to shit --

A GOON levels his HANDGUN --

WHOOSH-CRACK! - Tigra's WHIP sends the weapon flying out of his hand.

Roustabouts SWING iron tires - CRUSHING skulls --

MIDWAY

A CHEVY speeds along wreaking havoc. Chock full of THUGS on its bed, throwing Molotovs.

The DRIVER frowns as he sees:

Goliath up ahead, tow chain in hand, RUNNING right towards the oncoming vehicle.

The driver pushes the pedal to the mat to meet him head on.

Engine ROARS as the CHEVY picks up speed.

Odd... Goliath keeps running straight.

Seems like he's playing chicken against a frickin' TRUCK.

A head-on collision between man and machine is imminent.

The driver smiles. He's going to enjoy this.

The CHEVY will crush Goliath like a bug in 3... 2... 1...

Goliath dives head-on

UNDER THE CHEVY

turning to fall on his back - HOOKS the tow chain to the FRONT AXLE - lies flat to let the truck pass over him and YANKS the chain with all his might, causing

THE CHEVY

to LOSE its front wheels - its front BURROWS into the ground - the ride TOPPLES over - catapulting THUGS into the air:

Birds without wings...

Shiv appears - unleashing a hail of WHIZZING KNIVES - his arms a BLUR --

He stabs foes in mid-air before they even fall.

They're all dead meat by the time they THUD to the ground.

ROUSTABOUTS

Drag another BED OF NAILS across the ground --

Tires BURST - another CHEVY is ambushed.

A THUG on its bed jumps down - lit Molotov in hand - about to throw it when:

Tigra CRACKS her whip - the bottle BURSTS in his hand - the cocktail EXPLODES in his face.

Knife-wielding GOONS hop down to engage the Roustabouts.

Zodiac fights among them...

SLASHING throats open with her TAROT FAN...

Twisting and turning to duck their knife swings...

Her dress flowing like the cape of a Spartan warrior...

Mouth open in a powerful battlecry as she SLASHES open a fingerless LIEUTENANT's neck...

TRAILER AREA

Goliath SWINGS the tow chain above his head - big fucking smile on his face - like a cowboy readying to rope some cattle - he THROWS --

The HOOK goes flying - CLANK! - buries into the side of a passing Chevy --

He YANKS the chain - RIPS an opening in the fuel tank - now leaking gas --

The Chevy keeps going as:

WHOOSH! - Dante blows a FIREBALL as he does a 360 spin - incinerating the THUGS surrounding him --

Then KICKS a BURNING FOE's chest who hits the ground - a line of fuel IGNITES under him --

Fire SPREADS along the line - chasing after the Chevy - catching up with the leaking fuel tank as --

BOOOOM! - the roaring FIREBALL lights up the night.

Outlining clusters of battling shadows all around.

A CARNIE TRUCK

Speeds across carnival grounds - Shiv on its bed - slingng knives at everything that moves --

Including a fingerless LIEUTENANT who gets a KNIFE in his throat - he THUDS to the ground...

TIGRA

Has TANGLED her whip around two GOONS' necks - she STRANGLES them both at the same time --

GOLIATH

Pins another LIEUTENANT against a trailer - PUNCHES his face again and again - wrecking ball force - the wood behind the goon's head SPLINTERS and CRACKS --

DANTE AND MARION

Incinerate foes with their DRAGON BREATHS.

BIRD'S EYE VIEW

Burning tents. Gunfire FLASHES in the mist, like lightning in storm clouds. A war zone.

DOWN BELOW

Overturned and burning CHEVY PICKUPS. Goons' bodies strewn all around.

The Black Rose is taking heavy casualties.

TRAILER AREA

Shiv retrieves some KNIVES stuck into fallen foes.

Climbs onto the CARNIE TRUCK's bed. Taps the cabin's window.

SHIV

Let's go!

The DRIVER guns it - steers the TRUCK back into battle - Shiv resumes taking down goons as:

MIDWAY

The Black Rose is now clearly outnumbered. Thugs start to FLEE.

Tigra stands proud amid the carnage with a victorious smile on her face.

She spots the TRUCK carrying Shiv.

Nods to the truck's DRIVER. *Do it.*

The Driver TURNS, now headed towards Tigra.

Shiv doesn't notice - he's too busy slinging knives.

The Driver SLAMS the brakes HARD - catches Shiv off guard --

Newton's first law sends him FLYING over the cabin - dumbstruck - splayed out in the air --

He HITS the ground hard - rolling amid a CLOUD OF DIRT - finally scraping to a painful halt.

He COUGHS - the dust clears - the first thing he sees is:

Tigra appears and STRANGLES him with her whip.

His hand reaches for a KNIFE but --

Two burly ROUSTABOUTS hold him down.

Tigra TIGHTENS her grip to the tune of SQUEAKING leather and GARGLING chokes --

Shiv's face REDDENS - eyes BULGING out - he's pinned down - can't move - tries to GASP for air --

Twitching desperately.

But losing strength fast.

The twitching slows down.

Until there's no more fight left in him.

And he lies still.

His empty stare now fixed somewhere far away.

SHIV IS DEAD.

Tigra releases her grip.

But then this image TURNS TO:

A REFLECTION IN AN EYE

A woman's eye.

This is the eye of:

ZODIAC

She puts a hand on Shiv's shoulder. We are...

BEHIND A TRAILER

Shiv and Zodiac face to face.

ZODIAC

That's how she'll do it. Trust me
on this.

SHIV

We'll see.

He RUNS off --

TRAILER AREA

Shiv retrieves some KNIVES from fallen foes, just like in
Zodiac's vision.

Climbs onto the TRUCK waiting for him. Taps the cabin's
window.

SHIV

Let's go!

The DRIVER guns it --

MIDWAY - LATER

Tigra spots the TRUCK.

Nods her treacherous nod. *Do it.*

The Driver SLAMS the brakes --

But now Shiv is ready.

He goes FLYING...

But this time he does a SOMERSAULT... sailing through the air
with the grace of an Olympic diver...

His body unfurls...

He starts hurling KNIVES in mid-air...

Taking down Tigra's minions...

He LANDS... does a ROLL amid a cloud of dirt...

Stands up in one fluid motion and --

THRUSTS a knife forth.

The dust CLEARS to reveal...

Tigra GARGLING with his knife stuck into her throat.

He TWISTS the blade.

THE BIG TOP - PERFORMANCE RING

Zodiac CUTS foes down - takes them down without mercy.

She's about to slay the last one standing when --

SWASH! - a KNIFE takes him down first - he hits the floor to reveal:

Shiv has entered the arena.

His eyes bore into her.

She swallows hard.

They stare at each other for a moment.

Like gunslingers about to draw.

The tent is starting to BURN - ash flakes float in the air like apocalyptic snow.

SLING! - he unsheathes another knife.

ZODIAC

I helped you.

SHIV

You did what you did to save your ass. Like you always do.

She takes this in. Considers her next move very carefully.

And then...

She throws her TAROT CARDS away, like a soldier laying down his weapon.

ZODIAC

I won't fight you. You want a piece
of me? You'll have to murder me in
cold blood.

This wasn't in his plans.

ZODIAC

The question is, can you do it?

His hand GRIPS the handle tighter.

ZODIAC

I don't think you can.

She walks towards him.

ZODIAC

Wanna know why?

She now stands right in front of him.

ZODIAC

Because despite all the stupid
mistakes I made... I'm still the
same girl you fell in love with.

He doesn't notice that:

She's still got a TAROT CARD up her sleeve.

And it slowly SLIDES OUT into her hand, like a snake coming
out its hole --

It's the THREE OF SWORDS.

ZODIAC

Deep down inside you still love me,
don't you?

It happens in less than a second - her jaw tightens - she
makes a move to swipe his throat --

BUT HE STABS HER FIRST.

She gasps in pain and surprise.

SHIV

Love takes two.

She drops like a puppet cuts off its strings - he catches
her.

He's CRUSHED by this. Can't help himself, he hugs her tight as she breathes her last breaths.

SHIV (V.O.)
I can think of a hundred cruel things she could say to punish me for what I did. But she does something worse.

She HUGS him back.

Silhouetted against roaring flames: Shiv and Zodiac's shadow embracing each other lovingly, just like in her vision.

LATER

Shiv keeps holding her, caressing her hair, but her arms now hang loose at her side and her head tilts back.

SHIV (V.O.)
I hold her tight until her body goes cold.

One last kiss.

SHIV (V.O.)
And then I kiss her dead lips goodbye.

CUT TO:

A BLACK ROSE

Lying by a gutter. It's the one that Zodiac threw out the window. Hours go by in seconds as the flower WITHERS and DIES...

SHIV (V.O.)
News of our victory spread throughout Babylon.

POLICE STATION HOLDING CELLS

A POLICE OFFICER opens a cell door - SHOVES inside two GOONS wearing Black Rose tats on their necks.

SHIV (V.O.)
Cops and judges grow some balls.

CITY HALL

A BURLY CITIZEN rolls up his sleeves and starts scrubbing off the Black Rose graffiti. A SUITED CITIZEN puts down his briefcase and joins him. Then another one. Make that two.

SHIV (V.O.)
The Black Rose took a big hit.

THE CARNIVAL

Shiv BURIES Zodiac along with Tigra.

SHIV (V.O.)
We all did.

Zodiac's body gradually disappears under shovels of dirt. Her skin, eerily pale. Death gifted her with a doll-like beauty.

SHIV'S TRAILER

Shiv stirs on his cot, sweating and hyperventilating. Bad anxiety attack.

SHIV (V.O.)
I sheath my knives and finally face
the fact that Ayleen's gone.

ZODIAC'S CIRCUS FLIER

Grimy and half-burned.

SHIV (V.O.)
Zodiac's ghost still haunts my
thoughts now and then.

SHIV'S TRAILER

Shiv battles the anxiety rush. Tries to breathe like Ayleen taught him.

In and out. In... and out...

SHIV (V.O.)
And it probably will for a long
time.

ZODIAC'S GRAVE

Her face DISAPPEARS under a shovel of dirt.

SHIV'S TRAILER

Shiv now breathes steadily, his eyes closing in peaceful sleep.

SHIV (V.O.)
But at least I don't dream of her
anymore.

EXT. DESERT ROAD - DAY

A caravan of CARNIE TRUCKS kicks up dust, speeding along a dirt road that cuts through the middle of nowhere.

SHIV (V.O.)
We hit a new town, always on the
move.

EXT. CARNIVAL - DAY

ROUSTABOUTS unpack and set up tents.

SHIV (V.O.)
We lose some performers...

A hand RIPS Zodiac's poster from the side of a TRAILER.

SHIV (V.O.)
But we gain some too.

Another POSTER is glued in its place:

"MALIKA" is the name of the VOODOO PRIESTESS, written with letters made of interweaving thorny vines. A feral AFRICAN WOMAN stirs a caldron, its swirling steam forms ghostly claws that caress her body, making her arch in ECSTASY.

INT. THE THORN'S BLACK CHOPPER - NIGHT (FLYING)

The Thorn holds Shiv's poster in his hand, staring at it with his cold, catlike eyes.

SHIV (V.O.)
I know the Black Rose is coming for
me.

INT. BIG TOP - PERFORMANCE RING - NIGHT

The stands are PACKED, the public watching as...

ACROBATS enter the stage, combining dance techniques and various other moves, doing their performance right between Shiv and an ASSISTANT strapped to a spinning wheel.

Shiv is BLINDFOLDED. He can't see the ACROBATS, but he can HEAR them because they wear RATTLES strapped to their arms and legs.

Shiv THROWS a knife --

It flies across the ring...

Slipping through the flowing mass of acrobats...

Flying inches above an acrobat's head who just crouched to do a ROLL...

Slicing a lock of another acrobat's hair, who's doing a cartwheel...

Jockeying through a web of limbs and flesh until...

CLACK! - the knife SEVERS the tip of a flower caught between the assistant's teeth - it's a BLACK ROSE --

The severed BUD flies like a chopped off head in battle, hanging in the air as...

SHIV (V.O.)

Bring it.

SMASH TO BLACK.