

BOARDWALK EMPIRE

"Pilot"

Written by
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FIRST DRAFT
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HBO

EXT. ATLANTIC OCEAN - NIGHT

With a buoy softly clanging in the distance, a 90-foot fishing schooner, the *Tomoka*, rocks lazily on the open ocean, waves gently lapping at its hull.

ON DECK

BILL MCCOY, pensive, 40, checks his pocket watch, then spits tobacco juice as he peers into the darkness. In the distance, WE SEE flickering lights, then HEAR the rumble of motorboats approaching, twenty in all. Their engines idle as the first pulls up and moors alongside.

BILL MCCOY

(calling down)

Sittin' goddamn duck out here.

DANNY MURDOCH, tough, 30s, looks up from the motorboat, where he's accompanied by a YOUNG HOOD, 18.

MURDOCH

So move it then, c'mon.

ON DECK

McCoy yanks a canvas tarp off a mountainous stack of netted cargo -- hundreds of crates marked "Canadian Club Whiskey". With workmanlike precision, he and three CREWMAN hoist the first load of two dozen crates up and over the side, lowering it down on a pulley. As the net reaches the motorboat:

MURDOCH (CONT'D)

(to the Young Hood)

Liquid gold, boyo.

They finish setting the load in place, then Murdoch guns the motorboat and heads off. Another boat putters in to take his slot as the next cargo net is lowered.

TRACK WITH MURDOCH'S MOTORBOAT

as it heads inland through the darkness over the water. Slowly, a

KINGDOM OF LIGHTS

appears on the horizon, with grand hotels, massive neon signs, carnival rides and giant lighted piers lining its shore. As we draw closer, WE HEAR faint music which grows louder and LOUDER -- circus calliope mixed with raucous Dixieland jazz. On screen appears...

(CONTINUED)

CONTINUED:

ATLANTIC CITY, NEW JERSEY

January, 1920

EXT. MARGATE DOCKS - NIGHT

Late. Thompson sub-machine gun at the ready, Murdoch stands guard as four HOODS load the last crates of whiskey into a large truck marked "Frazin's Laundry."

MURDOCH

(checks watch)

We're straight through to New York, so anybody needs a piss, make it snappy.

No takers. The Hoods split up -- one to drive the truck and the others in Model-T escort cars, front and back. From the lead car passenger seat, Murdoch gives the signal and the convoy heads off.

EXT. DESERTED WOODED ROAD - (LATER) NIGHT

With the eyes of deer reflecting out from the woods, the truck rumbles along, headlamps jerking, the light playing eerily on the trees. From the lead Model-T, Murdoch spots something:

MURDOCH

Son of a bitch. Slow down.

The Model-T comes to a stop, as does the convoy behind it. Up ahead, blocking the road,

A 1920 CONVERTIBLE CORD SPEEDSTER

lays on its side, windscreen smashed. Its driver, a COLLEGE KID, is unconscious and bleeding from a nasty head wound. Murdoch and the Young Hood approach warily.

YOUNG HOOD

(kneels down)

He's still breathin'.

As the other Hoods emerge from their car and approach, Murdoch looks around. Finally:

MURDOCH

Fuck him, get him off the road.

(CONTINUED)

CONTINUED:

The Hoods do as instructed, one dragging the College Kid to the side as the others tip the Speedster back on its tires. And suddenly, as they roll the car off:

GUNMAN #1 (O.S.)

Get 'em up! Up!

Murdoch and Co. turn to see they're surrounded by

TWO MASKED GUNMEN

who emerge from the nearby woods, armed with Tommy Guns.

GUNMAN #1 (CONT'D)

Drop the heaters! Now!

MURDOCH

Cocksuckers.

As Murdoch and the Hoods comply, the "unconscious" COLLEGE KID comes alive, scooping up their guns while Gunman #2 pulls the Driver from the laundry truck.

MURDOCH (CONT'D)

You boys know whose load this is?

GUNMAN #2

Pretty fuckin' obvious now, ain't it?

CRACK!! Gunman #2 slams Murdoch in the face with the butt of his Tommy Gun.

MRS. MCGARRY (V.O.)

Coward, monster, vicious brute/
Friend to thief and prostitute.

On screen we see:

THREE NIGHTS EARLIER

INT. WOMEN'S TEMPERANCE LEAGUE MEETING HALL - NIGHT

Two dozen WOMEN, mostly spinsters in high collars and long skirts, listen intently as MRS. MCGARRY, 50s, addresses them from a podium.

MRS. MCGARRY

Heartless, Godless, hell's
delight/ Crude by day and lewd by
night/ Conscience dulled by demon
rum/ Liquor, thy name's delirium!

(CONTINUED)

CONTINUED:

As the Women applaud, the camera finds

NUCKY JOHNSON,

40s, nattily-dressed and handsome, seated off to the side. He glances up at a sign -- "Lips That Touch Liquor Shall Never Touch Mine". He scans the Crowd to see what he's missing, inadvertently making eye contact with MARGARET SCHROEDER, pretty, obviously pregnant, about 30. Nucky smiles politely; she looks away, self-conscious.

MRS. MCGARRY (CONT'D)

Tomorrow we awaken to a new dawn -- an era of clear thinking and clean living! And on the eve of this momentous occasion, it is my pleasure to introduce Atlantic City's esteemed treasurer, the honorable Enoch Johnson!

The women applaud as Nucky takes the podium.

NUCKY

Ladies, Mrs. McGarry. Thank you for that stirring poem. Will you send me a copy?

Mrs. McGarry smiles proudly, nods. Nucky looks out at the Crowd. Several beats, then:

NUCKY (CONT'D)

Years ago there was a young boy who lived in this very city. He, his mother, young sister and a brother, in a room by the Ventnor docks. The father, a stevedore, took to drink and what little money he earned went straight into the saloon keeper's till.

EXT. WOMEN'S TEMPERANCE LEAGUE MEETING HALL - CONTINUOUS

A 1920 Rolls-Royce Silver Ghost touring car sits parked outside. Leaning on its hood smoking is JIMMY DARMODY, 22, intense and handsome. From inside the hall, we hear:

NUCKY (O.S.)

The winter of '88, some of you remember, a blizzard of biblical proportions.

INT. WOMEN'S TEMPERANCE LEAGUE MEETING HALL - CONTINUOUS

The Women sit rapt as Nucky continues:

NUCKY

The family was snowbound, freezing without food or heat, the father vanished, laid to waste by alcohol. So it was left to this boy, this little man of nine tender years, to fend for himself and his family. Off in the cold he went, worn shoes wrapped in rags, newspaper lining his thin wool coat as he trudged chest deep in snow to the railyard, foraging on hands and bloody knees for scraps of coal. He filled his pockets with what little he could find, then set out for the docks, hoping for some potatoes spilled from a ruptured sack. Finding none, he took a broom handle and in desperation killed his family's dinner -- three wharf rats hiding in the hold of a ship.

Horrified gasps; Margaret Schroeder dabs away a tear.

NUCKY (CONT'D)

Terrible yes, but the family survived. And the little boy?

He pauses for effect, shakes his head somberly.

NUCKY (CONT'D)

Well the little boy speaks to you tonight from this very podium.

EXT. WOMEN'S TEMPERANCE LEAGUE MEETING HALL - CONTINUOUS

Thunderous applause emanates from inside. Jimmy Darmody checks his watch, then tosses the cig.

INT. WOMEN'S TEMPERANCE LEAGUE MEETING HALL - CONTINUOUS

The applause continues. Modest, Nucky raises a hand for quiet.

(CONTINUED)

CONTINUED:

NUCKY

Later this evening, as midnight
rings throughout our great nation,
we will mourn the passing of
intoxicating liquor -- and what
a swift mourning it will be!

More applause. Jimmy enters, stands in the back.

NUCKY (CONT'D)

Prohibition means progress!
Prosperity! An end to the slums
and a shining new beginning!
Never again will families be
robbed of their fathers, held
hostage by alcohol!

(a few beats; then)

How proud I am to live in a nation
whose leaders have the courage of
their convictions!

Nucky nods to a campaign poster -- "Warren G. Harding:
A Return to Normalcy."

NUCKY (CONT'D)

A nation of morals, a forward-
thinking nation which has finally
seen fit to give its women the
right to vote!

More applause. Jimmy limps slightly as he approaches the
podium, whispers in Nucky's ear. Nucky nods resignedly
as he listens, then quiets the Crowd:

NUCKY (CONT'D)

Ladies, I regret to inform you
I've been called away on urgent
county business and therefore
will be unable to stay for the
pot-luck.

Murmurs of disappointment; Mrs. McGarry hushes them.

NUCKY (CONT'D)

In closing, however, let me say
this. Without the continued
support of the people of Atlantic
City -- of good, decent women
like you -- men like me would be
nowhere. Thank you and God bless.

Nucky smiles sincerely; they practically swoon. And
through their applause, he heads out with Jimmy.

EXT. WOMEN'S TEMPERANCE LEAGUE MEETING HALL - NIGHT

As they exit the hall, Nucky lights a cigarette. As Jimmy opens the back door to the Rolls:

JIMMY

At the front once we ate dog meat.
Rats, though...

Jimmy makes a face. Nucky smiles, removes a silver flask from his jacket pocket.

NUCKY

First rule of politics, kiddo.
Never let the truth get in the
way of a good story.

With that, Nucky takes a swig and gets inside the car. And as Jimmy gets behind the wheel and pulls off...

BARKER (V.O.)

Step right up, friends, watcha
waitin' for? Lovely ladies,
bathing beauties, direct from
Par-ee!

EXT. ATLANTIC CITY BOARDWALK - NIGHT

Magical, massive, Times Square on the ocean, an adult playground with lush hotels, theaters, arcades, side shows, restaurants and neon signs as far as the eye can see. Now in fedora and topcoat over a tuxedo,

NUCKY

steps from the Rolls, which is parked at the curb on Pennsylvania Avenue. Jimmy limps along as they head off down the Boardwalk, Nucky glad-handing his way through the CROWD, many of whom swig liquor straight from bottles on this last night of legal drinking. Up ahead, we see a

FUNERAL PROCESSION,

a JAZZ QUARTET playing a dirge as they accompany a black-draped coffin. Nucky doffs his hat in mock sadness as it passes -- then WE SEE the coffin is filled with liquor, champagne and beer, a sign reading:

"JOHN BARLEYCORN -- WE'LL MISS YOU, PAL".

They come to Babette's Supper Club, where the tuxedoed BOUNCER opens the door. Nucky slips him ten bucks.

(CONTINUED)

CONTINUED:

NUCKY

Thanks, Ace.

INT. BABETTE'S SUPPER CLUB - NIGHT - CONTINUOUS

Opulent, grand, packed tables throughout. From the bandstand, the orchestra plays "The St. Louis Blues", the dance floor crowded with SWELLS in evening clothes. Nucky enters, gives his hat and coat to the MAITRE'D.

NUCKY

My brother here?

MAITRE'D

(nods)

They all are.

Nucky slips him a ten, heads to the back with Jimmy.

INT. BABETTE'S SUPPER CLUB - BACK ROOM - NIGHT

Thick with cigar smoke, a dozen MEN are seated around a huge banquet table. Guests include Atlantic City MAYOR EDWARD BADER, 40s; Nucky's brother SHERIFF ELI JOHNSON, 30s, (in uniform); various WARD BOSSES, 30s; and assistant clerk PADDY DOYLE, 27. Nucky enters with Jimmy; the room comes to attention. He takes his place at the head of the table, pours himself a whiskey.

NUCKY

Mr. Mayor, friends, fellow members of the city council. As you well know, in less than two hours liquor will be declared illegal by decree of the distinguished gentlemen of our nation's congress.

Nucky raises his glass:

NUCKY (CONT'D)

To those beautiful, ignorant bastards!

Laughter, a few "Hear-Hear's".

NUCKY (CONT'D)

Rest assured that dry though the country may be, I am in the midst of arrangements to keep Atlantic City wet as a mermaid's twat.

(CONTINUED)

CONTINUED:

MAYOR BADER

Jesus, Nucky! You're fuckin' mermaids now?!

NUCKY

Every vote counts, Mr. Mayor.

They all laugh. Nucky paces the room as he speaks:

NUCKY (CONT'D)

The opportunity that is the Volstead Act has not merely knocked, my friends, it has kicked our fucking doors in! The product we'll have access to by virtue of that ocean? Cuban rum, Canadian whiskey, West Indian... whatever the fuck it is they make...

SHERIFF JOHNSON

Not to mention the hooch we'll cook up local.

NUCKY

It'll be like Prohibition never happened, but for one thing -- prices will increase twenty-fold.

General disbelief throughout the Crowd.

WARD BOSS #1

What kinda sucker'll pay three clams for a drink worth fifteen cents?

WARD BOSS #2

You been to Moggie's. They'll pay twelve clams for a piece of cooze ain't worth nothing!

SHERIFF JOHNSON

Now you're on the trolley!

Laughter; general agreement all around.

NUCKY

Number one, we got a product a fella's gotta have. Even better's we got a product he ain't allowed to have!

WARD BOSS #3

They might as well outlaw smoking.

(CONTINUED)

CONTINUED: (2)

MAYOR BADER

Man's on holiday, believe me he wants a drink, he'll pay the price.

WARD BOSS #2

How about the law?

SHERIFF JOHNSON

I am the law, Frank, or are you so fuckin' soused you thought I'm Bill Hickok?

Over the laughter:

WARD BOSS #2

The Feds, the fuckin' Pro-hees.

Nucky waves his hand in dismissal.

NUCKY

Dog catchers with badges -- with all due deference to dog catchers. Now as ward bosses, you'll each be responsible for taking the orders from your constituents -- hotels, restaurants, what have you.

Nucky motions to Sheriff Johnson.

NUCKY (CONT'D)

Those orders will be processed by my brother and his men for delivery, which brings me to a few personnel changes. You all remember Jimmy Darmody?

Nucky motions to Jimmy, seated nearby.

MAYOR BADER

Welcome back, kid.

WARD BOSS #1

Gave them Huns hell I heard.

JIMMY

I'll say I did.

NUCKY

Now that he's made the world safe for democracy, Jimmy's back to lend us a hand, too.

(re: Ward Boss #3)

(MORE)

(CONTINUED)

CONTINUED: (3)

NUCKY (CONT'D)

In three weeks when Georgie-boy retires, Paddy Doyle's taking over as chief clerk of the fifth ward. Jimmy here'll be Pat's man Friday.

As the Men congratulate Paddy Doyle, the camera PUSHES IN on Jimmy, clearly unhappy.

BANDLEADER (V.O.)

Ten! Nine! Eight! Seven!...

INT. BABETTE'S SUPPER CLUB - FRONT ROOM - LATER

CLOSE ON a clock - 11:59 p.m. The club is packed, all of the Men from the back room now up front cavorting with TARTS. The BANDLEADER counts down with the Crowd:

BANDLEADER/CROWD

Six! Five! Four! Three! Two!
One! Prohibition!

Black balloons and confetti rain down from the ceiling as the band kicks in; the Crowd goes nuts, dancing, spraying each other with champagne, some actually crying. With LUCY, a blonde flapper about 25 hanging on him, Nucky surveys the insanity, then spots Jimmy standing alone.

NUCKY

(loud; over music)
What's eatin' you?

JIMMY

Nothing. I dunno. My stomach.

NUCKY

Well go have a Brioski.

Nucky heads to the dance floor with his girl. Jimmy stands there, watching the Crowd.

INT. JIMMY DARMODY'S APARTMENT - KITCHEN - DAY

A small, simply furnished flat, bathtub in the kitchen. Jimmy sits at the table reading the paper while at the stove, his wife ANGELA, 20, Italian-American, makes "eggs in purgatory". In a chair propped up with phone books is their 3-year-old son, TOMMY, who eats oatmeal.

JIMMY

(re: paper)
Will you look at this shit?

(CONTINUED)

CONTINUED:

ANGELA

James.

Jimmy looks at Tommy, who stares at him.

JIMMY

Get to work on that mush.

(then; to Angela)

Dempsey.

(reads paper)

"Champ Was No Draft Dodger.

Explains Status During War."

Jimmy keeps reading. A few beats, then:

ANGELA

What'd he say?

JIMMY

He supported his mother, I don't know. Bunch of baloney.

ANGELA

They couldn't write it if it wasn't true.

JIMMY

Wise up, Ange, it's a bill of goods. You think a fella'd give up that kinda opportunity to go fight for his country?

(off her look)

Princeton wasn't exactly the heavyweight championship.

She turns back to the stove, cooks in silence, then:

ANGELA

Have you given it any more thought?

JIMMY

I'd be 25 time I graduated. Almost 26.

ANGELA

I could go to work.

JIMMY

(nods to Tommy)

What about Skeezix here?

She nods, resigned. A long time, then:

(CONTINUED)

CONTINUED: (2)

ANGELA
(rationalizing)
You could learn a lot working for
Paddy, maybe.

JIMMY
(slightly annoyed)
The eggs ready yet?

ANGELA
Hold your horses.

Jimmy smiles at Tommy, tousles his hair.

JIMMY
Your mom's screwy she thinks
I'm taking orders from a sap
like Doyle.

As she plates the eggs and serves:

ANGELA
Then what are you gonna do?

JIMMY
I'll talk to Nucky, I dunno.
(a few beats; then)
Two years killing Jerries doesn't
exactly prepare you for a whole
lot else.

EXT. TREASURY DEPARTMENT HEADQUARTERS - DAY

CLOSE ON -- a paper target of a MAN being ripped apart
by a spray of Thompson sub machine gun fire. PULL BACK
to REVEAL a group of YOUNG FEDS taking target practice as
an INSTRUCTOR looks on.

SUPERVISOR ELLIOT (V.O.)
As Prohibition Agents, you
represent the finest America
has to offer.

The CAMERA PANS the yard, where several other groups of
YOUNG FEDS are drilled in various exercises; one group
does jiu-jitsu maneuvers; nearby another does deep-knee
bends; still a third group tosses medicine balls.

SUPERVISOR ELLIOT (V.O.) (CONT'D)
The first line of defense in the
war against illegal liquor.

INT. TREASURY DEPARTMENT HEADQUARTERS - AUDITORIUM - DAY

Three hundred YOUNG FEDS, most in their 20s and all in business suits, stand at attention as their FAMILIES look on proudly from the cheap seats. Flanked by SENIOR AGENTS seated nearby on the stage, Internal Revenue SUPERVISOR FREDERICK ELLIOT, 50s, speaks from a podium.

SUPERVISOR ELLIOT

Stout-hearted men, centurions for the modern age, unswerving in duty and incorruptible in character! Raise your right hands.

They do. From his seat on stage, SENIOR PROHIBITION AGENT NELSON VAN ALDEN, 30s, surveys the new recruits.

SUPERVISOR ELLIOT (CONT'D)

I, state your name.

YOUNG FEDS

I, John Smith, etc...

SUPERVISOR ELLIOT

Do so solemnly swear to uphold the laws of the Constitution of the United States...

INT. RITZ-CARLTON HOTEL - NUCKY'S SUITE - BEDROOM - DAY

Huge, lavish, decorated with modernist furniture. We PAN ACROSS an old photo of a WOMAN we'll come to know as MABEL JEFFRIES, 20s, finally finding Nucky asleep next to Lucy. After a few beats, EDDIE KESSEL, stocky, 40, approaches softly.

EDDIE KESSEL

(whispering)

Nuck. Nucky.

Nucky stirs, turns over.

NUCKY

Time is it?

EDDIE KESSEL

Two thirty.

NUCKY

(sits up)

Fuck's the matter?

(CONTINUED)

CONTINUED:

EDDIE KESSEL

Broad lookin' to see you, she's
been waitin' over an hour, says
it's urgent. She's pregnant.

Nucky shoots a quick glance at Lucy, still asleep.

NUCKY

(hushed)

What?!

EDDIE KESSEL

You met her last night, she saw
you talk or somethin', the
Temprence League.

NUCKY

Well why didn't you say so?

EDDIE KESSEL

(at a loss)

I just did.

As Nucky lights a cigarette, Kessel pulls back the
curtains. Nucky squints from the light, heads to the
bathroom:

NUCKY

Pregnant woman here to see you.
Give me a fuckin' nosebleed.

On Kessel, confused.

INT. BRIGHTON HOTEL - LOBBY - DAY

Elegant, grand. At the front desk, well-dressed
gangsters BIG JIM COLOSIMO and JOHNNY TORRIO, both 40s,
finish checking in as their driver AL, a stocky kid about
20, waits nearby. As they start to follow a BELLHOP who
wheels their luggage on a cart,

TWO OTHER MEN

enter from outside. They are dapper New York gambling
czar ARNOLD ROTHSTEIN, 40s, and his young associate,
CHARLES "LUCKY" LUCIANO, 22. As the group greets each
other cordially, we PAN ACROSS the lobby, where

PROHIBITION AGENT VAN ALDEN

observes the scene with great interest from behind the
gift shop's magazine rack.

INT. RITZ-CARLTON HOTEL - NUCKY'S ANTEROOM - DAY

CLOSE ON -- a copy of "Smart Set" magazine. PULL BACK to REVEAL Margaret Schroeder, the pretty, pregnant woman from the Temperance League, who sits on a chair looking at an ad for fashionable women's dresses.

After a few beats, WE HEAR footsteps from behind the door. Margaret quickly puts the magazine down on the coffee table. Eddie Kessel pokes his head out.

EDDIE KESSEL

This way, please.

INT. RITZ-CARLTON HOTEL - NUCKY'S OFFICE - DAY

Now impeccably dressed with a red carnation in his boutonniere, Nucky sits at his massive desk in the well-appointed office. He finishes his coffee as Kessel shows Margaret in.

EDDIE KESSEL

Mrs. Schroeder to see you.

Nucky smiles, crosses around to greet her.

NUCKY

Of course. Please. Have a seat.

Margaret looks around nervously as she takes a seat on the couch in front of the fireplace. Nucky sits nearby.

NUCKY (CONT'D)

May I offer you tea?

MARGARET

(slight Irish lilt)

Thank you, I'm fine.

NUCKY

It's no trouble. Have you eaten lunch?

MARGARET

Thank you, no. I mean I have, yes. I've eaten, but...

NUCKY

Relax, please.

Margaret nods, smiles, tries to compose herself. Nucky nods to Kessel, who exits. A few beats, then playfully:

(CONTINUED)

CONTINUED:

NUCKY (CONT'D)
 (affecting a brogue)
 Is that a bit of the old country
 I hear in your voice?

MARGARET
 (smiles)
 My husband says I sound like an
 immigrant.

NUCKY
 Ah, but we're all immigrants, are
 we not?

She nods, smiles. Nucky notices a bruise under her left
 eye, poorly concealed by make-up. A few beats, then:

NUCKY (CONT'D)
 Tell me how I can help you.

MARGARET
 First of all, sir, I would
 never... but when I heard you
 speak, I...

Her eyes well up.

NUCKY
 There-there now.

MARGARET
 My apologies...
 (a long time, then:)
 It's my husband. He's a weakness
 for the dice games... he's a
 drinker as well on occasion.

Nucky nods. A few beats, then:

NUCKY
 Is this your first child?

MARGARET
 Our third. We've two girls.
 Do you have children of your own,
 Mr. Johnson?
 (off his look)
 I'm sorry, that was quite forward.

NUCKY
 Not at all.
 (several beats, then)
 I do not.

(CONTINUED)

CONTINUED: (2)

Nucky motions toward a picture of Mabel on the desk.

NUCKY (CONT'D)

I lost my wife to consumption.

MARGARET

I'm sorry. She was very pretty.

NUCKY

She was.

An awkward silence, then:

NUCKY (CONT'D)

Does your husband work?

MARGARET

He's a baker's helper, but till tourist season... And with winter and the girls without boots, I... Your story moved me so... If you could see your way to give him a job, sir, I...

Margaret trails off. A few beats, then:

NUCKY

As you say, until tourist season jobs are scarce.

Nucky reaches into his pocket, pulls out a wad of cash.

NUCKY (CONT'D)

However this should see you through the winter.

He goes to press three hundred dollars into her hand.

MARGARET

I couldn't, no. I'm not here looking for charity.

NUCKY

I insist.

She looks at the money in disbelief, grasps his hand.

MARGARET

I... I don't know what to say, how to thank you.

NUCKY

There's no need.

(CONTINUED)

CONTINUED: (3)

MARGARET

I'd be honored to name my child
after you.

NUCKY

Enoch? You couldn't possibly be
so cruel.

Margaret laughs; they look into each others' eyes.
Finally:

NUCKY (CONT'D)

I'll see you out.

EXT. RITZ-CARLTON HOTEL - ATLANTIC CITY BOARDWALK - DAY

Now wearing his topcoat and hat, Nucky escorts Margaret
from the Ritz-Carlton's rear lobby. Outside, parked in
the rotunda, Jimmy leans on the Rolls.

NUCKY

See that Mrs. Schroeder gets home.

Jimmy opens the car door for Margaret. She hesitates.

NUCKY (CONT'D)

You're in no condition to walk.

MARGARET

Thank you, Mr. Johnson.

Nucky nods, helps her in, closes the door. Jimmy turns
to Nucky.

JIMMY

Your friend from Chicago checked
in, the New York eggs too.

NUCKY

We're set for tonight?

JIMMY

Eight o'clock, the Breakers.
(then)

Say Nuck, I was hoping to bend
your ear a little.

NUCKY

Later.

(checks his watch)
Drop her off, then meet me at
Young's.

(CONTINUED)

CONTINUED:

Jimmy nods, gets in the Rolls and pulls away. Nucky heads off down

THE BOARDWALK,

where in the background WE SEE massive neon signs, testaments to 1920s commerce -- Elgin Watches; Gillette Safety Razors; Egyptienne Cigarettes. As he walks, he passes various shops, including a building whose sign reads "Incubated Babies Exhibit". In the window, WE SEE

A DOZEN PREMATURE INFANTS

under heat lamps inside their incubators. Nucky stops, briefly looks at the babies, then crosses to the Boardwalk's railing. He lights a cigarette, stares out at the vast ocean. We PUSH IN on

NUCKY'S EYES,

where for the first time we detect his loneliness. After a while, he heads off down the Boardwalk.

EXT. SEWELL AVENUE - DAY

Tenement buildings, unpaved streets. As Jimmy pulls the Rolls around the corner, a few KIDS abandon their game of sandlot football to chase the car.

INT. NUCKY'S ROLLS-ROYCE - CONTINUOUS

MARGARET

It's best you leave me on the corner here.

Jimmy pulls over.

JIMMY

You sure? Can I help you inside?

MARGARET

I'm fine. Thank you.

Jimmy nods, watches as Margaret gets out of the car and heads off down the street. And as she reaches the steps of her tenement, her stocky, ruddy-faced husband

(CONTINUED)

CONTINUED:

HANS SCHROEDER, 30s,

emerges. Jimmy watches from the Rolls as they have a tense discussion, then Margaret heads inside. Hans shoots Jimmy a look, then heads inside himself as we:

CUT TO:

SPLAT! -- a huge fishing net dumps tons of cod, haddock and mackerel onto a dock as we PULL BACK to reveal...

EXT. ATLANTIC CITY BOARDWALK - MILLION DOLLAR PIER - DAY

Two dozen TOURISTS look on in awe at the "deep sea net haul", a twice-daily spectacle on John Young's "Million Dollar Pier". In the crowd the camera finds

NUCKY,

watching as the FISHERMEN sort their catch. After a few beats, Bill McCoy (the schooner captain from the opening) approaches.

BILL MCCOY

Nucky.

NUCKY

Bill McCoy, as I live and breathe.

They shake hands, launch into a well-rehearsed vaudeville joke:

BILL MCCOY

Nothin' like the smell of a fresh catch, eh?

NUCKY

Well you've obviously never met my sister.

They share a laugh, head back toward the Boardwalk, passing "Number 1 Atlantic Ocean", millionaire John Young's ornate Venetian palace built right on the pier.

NUCKY (CONT'D)

So how goes it, how's tricks?

BILL MCCOY

Jake with me.

NUCKY

Up north lately?

(CONTINUED)

CONTINUED:

BILL MCCOY

Funny you should ask. I happen to set sail tonight, little souvenir shopping.

NUCKY

There are things you just can't get back home anymore.

They come to a stop before John Young's sculpture garden:

BILL MCCOY

Canadian Club, straight from the distillery. Five hundred crates at a hundred clams per.

NUCKY

(sarcastic)

That's a nice even number.

BILL MCCOY

Keeps the arithmetic easy. I am a simple fisherman, after all.

NUCKY

Not anymore you're not.

BILL MCCOY

(smiles)

And he took the loaves and fishes, looked at his disciples and said "Fuck it. We're goin' into the whiskey business."

Nucky chuckles. A few beats, then:

NUCKY

How much for the whole kaboodle?

McCoy lets out a low whistle.

NUCKY (CONT'D)

It's a big city, Billy boy.

McCoy nods, thinks it over. In the background, we see Jimmy pull up in the Rolls.

BILL MCCOY

Forty grand.

NUCKY

Thirty-five and we'll do it once a week.

(CONTINUED)

CONTINUED: (2)

BILL MCCOY

What's that come to a crate?

NUCKY

Fuck of a lot more than you're
paying for it, that's for sure.
We have a deal or no?

McCoy looks at him, finally smiles.

BILL MCCOY

Dirty chiseler.

They shake hands..

NUCKY

You'll hear from my brother with
the particulars.

McCoy nods. Nucky starts to head toward the Rolls.

BILL MCCOY

I thought we were havin' a drink.

Nucky turns and smiles.

NUCKY

I already got what I wanted. What
the fuck would we talk about?

EXT. BYRNES' FUNERAL HOME - DUSK - TO ESTABLISH

A Victorian funeral home in a wooded area off Absecon
Road. Jimmy pulls the Rolls into the dirt lot, where he
parks among the other cars.

INT. BYRNES' FUNERAL HOME - DAY

CLOSE ON the corpse of a MAN, 50s, who lies in an open
casket, heavy rouge and thick pancake makeup covering
his taut skin. PULL BACK to reveal a wake in progress,
a dozen MOURNERS seated in chairs. As Nucky enters with
Jimmy, WE HEAR surprised whispers: "Nucky Johnson's
here", etc. The WIDOW, 50s, rises to greet him.

WIDOW

Mr. Johnson... why I'm honored.

NUCKY

He was a good man, your husband.
My deepest condolences.

(CONTINUED)

CONTINUED:

WIDOW

Why I hadn't even realized you
knew him.

From across the room, the FUNERAL DIRECTOR, 40s, catches
Nucky's eye, gives him a subtle nod.

NUCKY

(distracted)

Of course, fine fellow. Just last
month we spoke.

The Widow looks confused. As Nucky crosses off, she
turns to another Mourner.

WIDOW

(confused)

But the laryngectomy.

INT. BYRNES' FUNERAL HOME - CELLAR - DAY

MICKEY DUFFY (nee Cusick), blond, 30s, wearing a derby,
sips coffee, peering over a MORTICIAN's shoulder as he
embalms a female CADAVER. After a beat, the elevator
descends behind them; Nucky emerges with Jimmy. The
Funeral Director stays aboard, heads back upstairs.

MICKEY DUFFY

(re: cadaver)

Fellas, meet the missus. She
ain't much on personality, but
she don't talk back none neither.

Only Mickey laughs at his own stupid joke. Jimmy says
nothing, just crosses away out of respect for the dead.

MICKEY DUFFY (CONT'D)

What's the matter kid, never seen
a stiff before?

JIMMY

Yeah, I've seen a couple.

NUCKY

I'm short on time, Mickey. What'd
you want to show me?

MICKEY DUFFY

So much for the niceties.

They follow Mickey as he crosses toward a doorway, then
pulls back a curtain leading to

(CONTINUED)

CONTINUED:

A MINI-DISTILLERY

where six MOONSHINERS are at work making bootleg whiskey. All around WE SEE mixing vats, casks, barrels and bottles of all shapes and sizes. On a table there is a selection of counterfeit revenue stamps and a vast array of phony labels: Jim Beam, Old Crow, Gordon's Gin, etc.

MICKEY DUFFY (CONT'D)

My factory, gentlemen.

NUCKY

(looking around)

Quite a layout.

MICKEY DUFFY

(re: Moonshiners)

Six shiners, two shifts, twenty four hours a day. Gotta figure we'll be puttin' out close to three thousand crates a week. And that's just for starters.

Jimmy watches a Moonshiner fill bottles with bootleg rye.

JIMMY

None of this stuff is legit?

MICKEY DUFFY

Not when they get through with it.

Mickey crosses with them to a large vat, into which a MOONSHINER empties several bottles of genuine Old Crow.

MICKEY DUFFY (CONT'D)

One part real, eight parts water. You heat it, let it cool, then add your alcohol to bring up your proof.

NUCKY

Where do you get the alcohol?

MICKEY DUFFY

Potatoes, you let 'em ferment. Smell's rough, but compared to a stiff, it's fuckin' lilacs. Once you add the alcohol, you throw in some caramel coloring, then oil of rye or bourbon dependin' what you want.

JIMMY

You can make scotch, too?

(CONTINUED)

CONTINUED: (2)

MICKEY DUFFY

Naturally, you just gotta add some
carbonyl though for the bead.

JIMMY

What's that?

NUCKY

The bubbles.

MICKEY DUFFY

Higher the proof, more bead it's
supposed to have.

Mickey pours Jimmy a shot of bootleg scotch. As he holds
it up to the light, WE SEE some bubbles on top.

MICKEY DUFFY (CONT'D)

Go on, bottoms up.

Jimmy downs the shot, then immediately starts coughing
violently. Mickey laughs.

JIMMY

Fuck's in this shit?

MICKEY DUFFY

Carbonyl, like I said.

(smiles)

Formaldehyde.

Jimmy grabs Mickey by the throat, knocking the derby off
his head. In a flash, Mickey draws a revolver, which
Nucky grabs as he separates them.

NUCKY

Whoa, whoa! Easy!

As Nucky pushes them apart:

NUCKY (CONT'D)

(to Jimmy)

Hell's wrong with you?!

MICKEY DUFFY

(to Jimmy)

Tough guy, eh? Cocksucker.

NUCKY (CONT'D)

(to Jimmy)

Beat it. Now. Outside.

Jimmy gives Mickey one last look, then heads out. Nucky
picks up Mickey's derby, hands it to him.

NUCKY (CONT'D)

Stupid fuckin' bohunk.

(CONTINUED)

CONTINUED: (3)

MICKEY DUFFY

It was a gag, okay?

NUCKY

Sure, you're a real pistol.

MICKEY DUFFY

And enough with the bohunk cracks.
Name's Duffy now.

NUCKY

What?

MICKEY DUFFY

I changed it. I ain't Mickey
Cusick no more.

NUCKY

Who's after you?

MICKEY DUFFY

Nobody.

NUCKY

Then why Duffy?

MICKEY DUFFY

Sounds better is all.

NUCKY

A rose by any other name.

MICKEY DUFFY

What's that supposed to mean?

Nucky gives him a look.

NUCKY

Read a fuckin' book.

EXT. BYRNES' FUNERAL HOME - PARKING LOT - NIGHT

Jimmy smokes, still red-faced with anger. Nucky emerges
from the funeral home and approaches.

NUCKY

What are you off your nut?

JIMMY

You didn't drink that piss,
I did.

(CONTINUED)

CONTINUED:

NUCKY

You're still breathing, aren't you?

JIMMY

So's he, that's the problem.

NUCKY

He's a major part of my operation, kid.

JIMMY

(waving him off)

You don't need him.

NUCKY

(in his face)

Oh yeah? What do you know about it?

A few beats, then Jimmy backs down. Nucky looks at him.

NUCKY (CONT'D)

What's with you? And don't tell me it's your goddamn stomach.

JIMMY

Honestly?

(several beats; then)

Paddy Doyle. You really expect me to go work for that Mick?

NUCKY

You'd rather be my driver?

JIMMY

Of course not, it's just-- You make Doyle clerk? I could run rings around that chump.

Nucky can't believe Jimmy's arrogance.

NUCKY

Well listen to Bonnie Prince Charlie.

JIMMY

C'mon, Nuck, you were assistant sheriff at my age.

NUCKY

And for eight years prior I spent night and day kissing the Commodore's ass.

(CONTINUED)

CONTINUED: (2)

JIMMY

I've been kissing yours since
I'm twelve.

NUCKY

And the last three years?

JIMMY

I was drafted, Nucky.

NUCKY

I recall offering to fix that
problem.

JIMMY

I know you did. I wanted to serve
my country.

NUCKY

And nearly get yourself killed.
Did it ever occur how your wife
might feel about that? Your
little boy?

JIMMY

If that was my fate, so be it.

Nucky laughs derisively.

NUCKY

And he wants to be in politics!
You know who dies for their
country, kid? Fucking rubes,
that's who.

JIMMY

Well I'm home now, so how about
that?

NUCKY

Had you stayed where you belonged
it'd be you in that job, not
Doyle.

JIMMY

So you're punishing me, is that
it?

NUCKY

I'm telling you to slow down, get
the lay of the land. You been
home out of the hospital what, a
month now?

(CONTINUED)

CONTINUED: (3)

Jimmy sighs. A few beats, then:

JIMMY

I'm not the same kid who left here, Nucky. I've seen things, done things.

NUCKY

(mocking)
Well how we gonna keep you down on the farm?

JIMMY

I can help you. I'm serious.

Nucky shakes his head. Pulls out a wad of cash.

NUCKY

That's a thousand bucks. Go buy a decent suit of clothes.

JIMMY

I don't want your money!

NUCKY

Fella hands you a grand, you tell him to go fuck himself? You're a pip, kid, I gotta say.

JIMMY

All I want is an opportunity.

NUCKY

It's America, ain't it? Who the fuck's stopping you?

INT. TENEMENT - MARGARET SCHROEDER'S KITCHEN - NIGHT

Threadbare, sparsely furnished. Margaret Schroeder sets the table as her two GIRLS, ages 5 and 3, play nearby.

MARGARET

Come girls, sit. Quit your lollygagging.

Margaret's husband Hans enters the room, stands in the doorway for a few beats. Finally:

HANS SCHROEDER

The automobile. Tell me again how you came to find yourself gettin' chauffeured around town.

(CONTINUED)