

BABYLON

by

Damien Chazelle

03/31/21	(white)
05/20/21	(blue)
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07/06/21	(green)

Producers:

Olivia Hamilton
Marc Platt
Matthew Plouffe

A TITLE over darkness:

Bel Air, CA 1926

1

EXT. RURAL ROAD - DAY

1

An empty country road. Just sunbaked dirt and a couple freshly planted palm trees. Nothing else in sight.

A truck pulls over. The DRIVER gets out, walks up to a YOUNG MAN in a tux -- 20's, Mexican, accented, name's MANUEL (MANNY) TORRES.

TRUCK DRIVER

Ok. Manuel, right? That's for you.
Twenty-five for the vehicle, thirty
for transport of the livestock. Just
put down "one horse". And your
signature there.

MANNY

Did you say "one horse"?

TRUCK DRIVER

Yeah. It's only one, right?

MANNY

Uh, no. It's an elephant.

TRUCK DRIVER

You mean -- like a really big horse?
Do you speak English?

MANNY

No, I mean an elephant.

TRUCK DRIVER

...The call said "one horse", not a --
woah, what the *fuck* is that?

WE PAN 180 degrees -- to a giant ELEPHANT at the corner of the road, a WRANGLER (SAMI, also Mexican) tending to it.

TRUCK DRIVER (CONT'D)

Holy shit, that's a fucking elephant.

MANNY

Look -- maybe there was a bad
communication --

TRUCK DRIVER (CONT'D)

It's *beyond* a "bad comm-
unication", this is a vehicle
for *horses*, do I look like a
fucking Maharajah to you??

MANNY

Couldn't you just pop the roof off?
He's small for his age.

TRUCK DRIVER
He's a fucking elephant. You know
what's small? A horse.

The elephant starts shitting. It's overwhelming. Huge, alien and gross. Steam rises.

TRUCK DRIVER (CONT'D)
Oh my God.

MANNY
He won't do that in your truck.

TRUCK DRIVER
You're goddamned right he won't.

MANNY
Sir -- if he's not at Don Wallach's
by nine the party won't have an
elephant and I won't have a job.

TRUCK DRIVER
What the fuck does Wallach need an
elephant at his party for??

MANNY
He doesn't. That's the point.

TRUCK DRIVER
...What?

MANNY
He doesn't need it. No one *needs* an
elephant. It's the fact of having it.
That's the point.
(realizing he's not getting through)
Do you know how intelligent elephants
are, sir? They mourn their dead.

The elephant bellows as it continues shitting.

TRUCK DRIVER
I don't care if it recites the
Gettysburg fucking Address, that thing
is not going in my goddamn truck.

But before he can walk off -- Manny, desperate, whips out a wad of cash. Flashes it in the Driver's face.

MANNY
And you're invited to the party.

The Driver takes a moment. Can't believe he's considering.

2

EXT. RURAL ROAD - AN HOUR LATER

2

The truck inches its way up the road, led by a smaller car. The elephant's back sticks out where the truck's roof used to be. A rope connects the lead car to the truck's fender. The Driver is back at the truck's wheel, pissed off -- more so every time the elephant's trunk swipes him.

The procession reaches a hill. Starts to climb up. Immediately the weight of the elephant is *too great* -- the truck starts SLIDING BACKWARD. Oh fuck. Manny, at the wheel of the lead car, SLAMS on the gas. The rope goes taut. Crying out to the Driver --

MANNY (CONT'D)
More gas!!!!

TRUCK DRIVER
I'm TRYING!!!

The SLIDE grows worse. Now the elephant is SCREAMING. Really losing its shit. Manny and the Wrangler leap out of the car, rush the truck, start PUSHING with all their might to halt its slide. The elephant's trunk WHACKS the Truck Driver in the head --

TRUCK DRIVER (CONT'D)
Motherfucker!!!

MANNY
¡EMPUJAR, Sami!

The Wrangler starts throwing hay at the elephant. Seeing this --

MANNY (IN SPANISH) (CONT'D)
What the fuck are you doing???

The elephant starts shitting. The men, straining against the truck's load, push and push, ALL SWEAT AND SCREAMS, until --

3

EXT. RURAL ROAD - ANOTHER HOUR LATER

3

Quiet. The exhausted duo of vehicles crests the hill. Then --

MANNY (CONT'D)
Chingá...

A COP has exited his car up ahead. Manny brakes, tries to quickly slick his hair back, rushes over --

MANNY (CONT'D)
(muffling his accent)
Good afternoon...

COP
(looks at Manny suspiciously)
Uh...what exactly is going on here?

MANNY
Well, I work for Don Wallach, and we're transporting the entertainment for a party at his house.

COP
Uh-huh. That's an elephant.

MANNY
Yes, sir, that is correct.

COP
Uh-huh. You got a permit?

MANNY
I didn't know we needed one.

COP
Can't drive an elephant without a permit.

MANNY
It's a gift from the Griffith Park Zoo.
Could we make an exception?

A beat. The Cop considers. He's calm, jaded.

COP
You work for Wallach?
(Manny nods "Yes")
How's the guest-list for tonight?

MANNY
Uh... it's impressive.

COP
What kind of stars we talking about?

MANNY
I'm not sure. Someone said Garbo.

COP
Oh yeah?

MANNY
That's what I heard, I don't know.

The Cop thinks.

COP
My cousin Benny jerks off to Garbo.

MANNY
Yeah, she's beautiful --

COP (CONT'D)
I prefer opera singers.

The Cop looks again at the elephant. Ponders the combo.

COP (CONT'D)
So we're talking an elephant, plus
Garbo, plus others, at Don Wallach's
house tonight. That right?

MANNY
That's right.

The Cop nods. A beat.

COP
Benny lives with his wife and kids in
Reseda. I'll see if they're free.

4 **EXT. DON WALLACH'S HOUSE - NIGHT**

4

A massive hilltop mansion. An entire CARAVAN of vehicles arrives now: the Cop (now wearing a tux), an assortment of HILLBILLIES (must be the Cop's cousin Benny & co), the Truck Driver, the Wrangler, Manny -- and the elephant. Seeing this --

SECURITY GUARD MANNY (IN SPANISH)
Who the *fuck* are all *these* -- Don't ask.

BANDLEADER (V.O.)
One-two-three-four --

5 **INT. BEDROOM - DON WALLACH'S HOUSE - NIGHT**

5

MUSIC blasts from a Victrola. We're now in an opulent bedroom, where a YOUNG WOMAN in high heels and purple satin cocktail dress dances for a moment, then SQUATS -- and starts PEEING onto the bare chest of a hugely obese MAN lying on the carpet. He GIGGLES.

YOUNG WOMAN OBESE MAN
Does Piggy like that? Ha ha ha it tickles!!!

He SQUEALS as URINE flows through the rolls of fat on his belly. The Young Woman -- we'll know her as JANE -- leans forward to SNORT COKE from the nearest tabletop -- causing her PEE to hit the Obese Man's FACE. He SHRIEKS with laughter, helium-high voice. We'll know him as ORVILLE PICKWICK.

ORVILLE PICKWICK
Playtime with potty-time!!!

Jane finishes peeing. Orville wipes his face, grabs a bathrobe --

ORVILLE PICKWICK
Piggy's gonna get more *King Bubbly*...

-- and, an empty bottle in hand, heads out. We FOLLOW him --

6

INT. HALLWAY - DON WALLACH'S HOUSE - CONTINUOUS

6

-- as he COLLIDES into a tall Chinese-American WOMAN.

ORVILLE PICKWICK

Mmm mmm...

The Woman SLAPS Orville so fast he doesn't know what hit him. As he holds his hand to his reddened cheek, we FOLLOW her, continuing her walk as though nothing had happened. She's in her early 40's. She's wearing a dress of embroidered silk, her hair studded with plum blossoms. Her name is LADY FAY ZHU. You do not fuck with her.

As Lady Fay slips behind one door -- we see MANNY exit another.

ORVILLE PICKWICK

José! José!!!

(Manny realizes he means him)

Get us some more.

Orville hands Manny the bottle -- scurries back into his ROOM -- swings that door shut just as, out of a *third* door -- BOB LEVINE, 50's, Don Wallach's fixer, emerges.

MANNY

He wants more --

LEVINE

No. Avoid him. If he spots you again tell him we ran out.

MANNY

...It's only ten o'clock.

LEVINE

That fucktard doesn't know what day it is.

(points to a lower level)

Got another animal task for you. One of the guests brought a chicken as their plus-one and now it's causing a scene. Can you handle?

MANNY

Sure.

LEVINE

Careful, I think someone fed it mescaline.

Manny processes. Jesus. We follow him to a GIANT CURVED STAIRCASE. As he descends, we get our first wide view of --

7

INT. BALLROOM - DON WALLACH'S HOUSE - CONTINUOUS

7

Bedlam. Underneath cathedral ceilings we see --

YELLOW BALLOONS -- towers of CHAMPAGNE -- overturned CHAIRS -- tux-clad MEN with their pants off -- topless WOMEN on tables. The whole place looks like a Gothic castle-meets-Gilded Age palace descended into chaos and filled with 200 DRUNKS and COKE FIENDS.

In the middle of it all -- a 15-piece JAZZ BAND, all black. We land on a trumpeter -- 20's, handsome, his playing as feverish as the crowd. This is SIDNEY PALMER. A few feet away, a 500-POUND WOMAN is wrestling and beating the shit out of two MALE GUESTS. She BULLDOZES them into the bandstand, wood-chips flying and blood spewing -- but Sidney just keeps playing, unfazed, nonchalantly stepping to the left to avoid the BRAWL, casually ducking while a CHAIR sails through the air. Never misses a beat.

WE WHIP PAN BACK -- to Manny, eyes peeled for a CHICKEN, passing a WOMAN walking a MAN in a HORSE'S MASK on a leash, a GUEST Peter-Panning into a table, a DRUNK WOMAN tumbling down the stairs as --

LADY

Oh I'm so sorry.

A LADY in her 70's has just cut off his path. Half-hidden behind a purple chiffon veil, a world apart from the crowd, she stares at Manny like an eagle -- swallowing him whole in her gaze. For him this sudden apparition is almost too much to take in at once. Her name is ELINOR ST. JOHN, and with her milk-pale skin, fire-red hair, and blue eyes so sharp and cutting they could slice through glass, she's some strange, inimitable mix of majesty and madness.

ELINOR ST. JOHN

Would you mind showing me to the
upstairs powder room, my boy?

MANNY

Uh -- sure -- it's -- down the hall --

ELINOR ST. JOHN

No. Upstairs.

MANNY

The stairs are pretty steep --

ELINOR ST. JOHN

I can be carried.

Manny looks at her. And then, suddenly intervening --

EMPLOYEE

Evening, Madame, lovely to see you,
I have to steal him I'm afraid --

The EMPLOYEE -- his name's JIMMY -- HURRIES Manny off --

JIMMY
What did you say to Elinor?

MANNY
Who?

JIMMY
Elinor St. John.
(then, seeing something else
he needs to run off to --)
Look -- never speak to her. If she
ever tries to talk to you again
pretend you don't understand English.

Jimmy rushes off. Manny takes a second to process, when --

FRANTIC GUEST
That chicken stole my fucking coke!!!

Manny turns -- sees the CHICKEN, now covered in white powder, running around like crazy. It races past a TUX-CLAD MAN with blood on his face. Manny DIVES for it -- manages to GRAB it. But it's PISSED. Starts PECKING and CLAWING at him --

MANNY
AUUUGGGHHH -- PUTA -- !

Manny holds onto it, struggling in pain as he staggers back into --
-- ELINOR ST. JOHN -- now armed with a pen and notepad:

ELINOR ST. JOHN
So I should assume upstairs is where
Don keeps his underage girls then?

Manny HURRIES away from Elinor -- makes it to the DOOR with the drug-crazed chicken still in his grip (barely) and slips out -- just missing a flying CHAMPAGNE BOTTLE as it CRASHES against the wall behind him and as the band's song comes to a roaring CLOSE.

8

EXT. DON WALLACH'S HOUSE - CONTINUOUS

8

Quiet. Manny lowers the angry chicken to the ground. It runs away. He breathes out, spent. Finally has a moment. Lights a cigarette. Notices a little blood on his hand where he got clawed. Sighs.

A new song begins inside -- a ballad. Manny looks back at the house -- the rich guests. The world he's not a part of...

BAM! A car SMASHES into statuary behind Manny. He SPINS around. The statue topples and SHATTERS -- and the driver EXITS.

Short, mid-20's, crazily mussed hair, Jersey accent -- and spitfire energy. A dynamo with a chip on her shoulder the size of Gibraltar and a hunger that will never let up. Moving through the wreckage of a 500-year-old statue, she's the only thing worth watching. This is NELLIE LaROY, and she demands your full attention.

NELLIE

Well *that* came out of fuckin nowhere.

SECURITY GUARD

You'll have to pay for that, ma'am.

NELLIE

Oh yeah? And who the fuck are *you*?

SECURITY GUARD

I'm security.

NELLIE

Well you suck at your job. Statues comin outta nowhere everywhere you fuckin turn. You're lucky I don't report you.

She marches on ahead, has a party to get to. Naturally.

SECURITY GUARD

Where do you think you're going, ma'am?

NELLIE

Inside. I'm Nellie LaRoy, dummy.

SECURITY GUARD

There's no "Nellie LaRoy" on the list.

NELLIE

Then obviously my assistant put me under my stage name. Billie Dove.

SECURITY GUARD

You are not Billie Dove.

NELLIE

(fed up)

That's it -- what's your name and precinct?

SECURITY GUARD

Security guards don't have precincts, ma'am.

NELLIE

You're about to not have a *job*, fucko.

SECURITY GUARD
Ma'am, you might wish you
were Billie Dove --

NELLIE (CONT'D)
And you might wish you were
eatin my asshole when you're
out beggin for employment --

MANNY (O.S.)
Nellie LaRoy?

Nellie and the Guard turn, surprised. Manny is standing there.

MANNY (CONT'D)
They're waiting for you.
(then, to the Guard)
She's with the dwarf act.

A beat. The Guard looks Nellie up and down. Thinks. Then --

SECURITY GUARD
That I can buy.

9 **CUT TO: MOMENTS LATER.** Manny and Nellie walk around the side of 9
the house. Less people here. Manny looks at Nellie. A beat.

MANNY
I'm Manuel.

No response. A beat.

MANNY
...I'm Manuel.

NELLIE
I heard you.

On Manny: Huh. Ok.

NELLIE
I didn't need your help, you know.

MANNY
...Billie Dove?

NELLIE
Why not?

MANNY
She's kind of a big star.

NELLIE
I did her a favor. In thirty years
she won't be a big star and she can
tell her grandkids Nellie LaRoy
once used her name.

Manny takes it in. Nellie grazes her hand on a lamp.

NELLIE (CONT'D)
Besides. I'm already a star.

MANNY
Oh really? What've you been
in? Please don't touch that. NELLIE
Nothin yet.

MANNY
Who's your contract with?

NELLIE
I don't have a contract.

MANNY
Uh-huh. So you want to *become* a star.

NELLIE
You don't *become* a star, honey. You
either are one or you aren't. And I am.

They reach a tucked-away BACK DOOR. Manny opens it. Stepping in --

NELLIE (CONT'D)
Thanks. Now d'you know where I can find
some drugs?

10

INT. BALLROOM - DON WALLACH'S HOUSE - CONTINUOUS

10

A MAN IN DRAG pulls a DWARF with a DILDO out of a BOX onstage. The Dwarf starts BOUNCING on the dildo as the crowd CHEERS.

SIDNEY (O.S.)
And we just keep playing?

Sidney's offstage with the BANDLEADER and the SAXOPHONIST, who seems agitated.

BANDLEADER (JOE HOLIDAY)
That's the idea. It's gonna come in
through the front and just sort of
stomp around.

SAXOPHONIST
Are you serious?

BANDLEADER (CONT'D)
Just stay out of its way.

SAXOPHONIST
You know I can't afford to
get injured, Joe.

SIDNEY
(rolling his eyes)
Man, shut the fuck up.

SAXOPHONIST
What?

SIDNEY (CONT'D)
You heard me you whiny bitch.

SAXOPHONIST
Excuse me?? Joe, you see how
 he talks to me?

SIDNEY
 You play flat every night, if
 an elephant sat on your face
 it'd keep you home for a
 month and you could use the
 time to practice.

SAXOPHONIST
 I practice nine hours a day,
 you fuck.

SIDNEY (CONT'D)
 Right but I mean practicing
 saxophone, not cocksucking.

BANDLEADER (JOE HOLIDAY)
 Goddamnit, can't you guys knock it
 off? Reginald, get tuned. Sid, once
 the dwarf pulls the wand from his ass
 you're back on.

He leaves. The Saxophonist starts to tune his horn. Plays a note.

SIDNEY
 Flat.

SAXOPHONIST
Fuck you.

LEVINE (PRELAP)
 Conrad's car just entered the gates, I
 don't have fucking time for this --

11 INT. BEDROOM - DON WALLACH'S HOUSE - CONTINUOUS

11

SMASH CUT TO THE BEDROOM from before -- the young woman we saw
 peeing earlier -- Jane -- is now unconscious, blood streaming from
 her nose.

ORVILLE PICKWICK
 We were just having fun!!!

Orville weeps and shakes Jane, hoping she'll wake. Levine and
 Jimmy stand there, surveying the pee-strewn room.

LEVINE
 What a goddamn mess. That's right,
 shake her a few more times you fat
 fucking dirigible.

JIMMY
 (turns to Levine)
 Where's the Mexican?

Levine looks at Jimmy. Thinks for a second. *Good question.*

12 INT. BACK ROOM - DON WALLACH'S HOUSE - CONTINUOUS

12

Manny busts Nellie into a darkened room -- full of punch-bowls of
 drugs, plus the occasional priceless antique.

MANNY

Morphine, opium, ether, heroin and
coke. And Louis XIV sat on that.

Nellie nods and goes straight for the coke.

13

EXT. DON WALLACH'S HOUSE - NIGHT

13

Levine exits, looking for Manny. We PAN -- to a car we recognize. The CONVERTIBLE. In it are a WOMAN -- INA -- and her HUSBAND, who leans back in the driver's seat, sunglasses hiding his eyes, a martini in one hand and a cigarette in the other.

This is JACK CONRAD. 50, but ageless. Think 70's Nicholson crossed with Mastroianni at peak cool, plus a dash of Willy Wonka. Despite an air of wry bemusement at the circus around him, he makes sure to treat that circus with grace -- like a gentleman would. Yet at every instant he seems to know there's somewhere else -- if only in a dream -- that's far more magical...

INA

I won't do it anymore! I
won't pretend everything is
fine when I feel this void --

JACK

(clearly tipsy)
*Hai ragione, principessa. Da
ora in poi, la verità.*

INA

I'm always on the giving
side, and where are you?

JACK (CONT'D)

*È una bella domanda. Gli
spaghetti sono troppo cotti --*

INA

Stop fucking speaking Italian!!!

Jack looks at her as though dumbfounded. Innocently --

JACK

Ma, cara mia -- è la mia lingua.

INA

No it is not!! I'm trying to have a
serious conversation with you, damnit!
Our marriage is in trouble! I'm
unhappy! Do you understand???

JACK

*Mi dispiace di no, perché parlo
italiano --*

INA

STOP IT!!! YOU'RE NOT ITALIAN!!!

JACK

*Cara mia, la tortellini con
pesto --*

INA (CONT'D)

One more word of Italian and
I divorce you. One more word.

Jack pauses. A hint of sadness. She won't play along anymore.

JACK	INA (CONT'D)
<i>Ok... Ich muss dann Deutsch</i>	(reaches for the door)
<i>sprechen --</i>	Get the fuck out!!!

Ina starts KICKING at him --

JACK
Ahhh il cappotto! Delicatamente!

Jack slides out of the car. Ina MOVES to the driver's seat --

INA
I want a divorce!!!

-- and SPEEDS away in a cloud of dust. Jack waves to her:

JACK
Allora -- buona notte, amore mia...

He takes a drag, watching the car drive away. Wistful for a beat. Another one gone. Oh well. The show goes on. Heads to the house --

SECURITY GUARD	JACK (CONT'D)
Evening, Mr. Conrad.	Evening, Dale.

-- slips CASH into the Guard's pocket -- then hears a NOISE.

A little way's away -- by the hill's edge -- a SILHOUETTED FIGURE IS CRAWLING OUT OF A BUSH. It's a WOMAN. She EMERGES from the foliage, covered in twigs and leaves and dust and scratches -- has obviously CLIMBED OVER A MILE and then HIDDEN for her moment -- and is now RUNNING LIKE THE WIND ITSELF STRAIGHT TOWARD JACK.

CRAZED FAN
JAAAAAACK!!!!!!!!!!!!!!!!!!!!!!!!!!!!

The GUARD TACKLES HER LIKE A LINEBACKER -- T-boning her to the ground. The woman WAILS IN PAIN, shrieking as she reaches out --

CRAZED FAN (CONT'D)	JACK
<u>I LOVE YOU JAAAAAACK!!!!!!!!!!</u>	Love you too.

Unfazed, accustomed to life at its maddest, Jack drops his cigarette into his martini glass, sets it on the railing outside --

-- and ENTERS. This is the biggest moment of the party. The atoms in the room freeze. Gravity shifts. A hush over the crowd and a NEW SONG immediately beginning as all eyes turn at once...

...to the king of the circus.

GORGEOUS FEMALE GUEST
Jack!

JACK (CONT'D)
Nathalie...

MALE GUEST
Oh my God, J.C., it's been
forever!

JACK (CONT'D)
(has no idea who this
person is)
Wow, you're right...

One GUEST after another approaches. This is Jack's GAUNTLET -- and he's done it a hundred times. Calm, polite, he NODS to everyone, grabs a MARTINI floating by, SIPS as he walks.

ELINOR ST. JOHN
I've been saying it since
Wally Reid -- who needs
royalty anymore?

JACK (CONT'D)
(smiles, likes Elinor,
kisses her hand)
Madame...

ELINOR ST. JOHN
Now, my dearest Jacky-boy,
you know we need to talk --

JACK (CONT'D)
I know, I know -- I have a
good story for you on --

FEMALE GUEST
Jack I got your face tattooed
onto my back!!!!

JACK (CONT'D)
(seeing the tattoo --
it's very lifelike)
Ah, that's -- great...

WOMAN IN OSTRICH FEATHER HAT
Mio caro!

JACK (CONT'D)
(as she kisses him)
Ciao, bella...

PRODUCER (WILBUR)
(shirt open, a COCK
drawn on his chest)
Come here you moolah-minting
machine motherfucker --

JACK (CONT'D)
I can't talk to you when you
look like this, Wilbur.

PHOTOGRAPHER
Jack can I grab one?

JACK (CONT'D)
Sure, Charlie, how're the
kids?

PHOTOGRAPHER (CONT'D)
(snapping a photo)
Tim just turned ten.

PUBLICITY EXEC
Mr. Conrad, are you ok with
March 13th for the premiere?

JACK
14th. Thursdays are always classier.
Also send a trainset to Tim Schmidt
and get a hold of Charlie's negative
before it runs to make sure I don't
look too shiny.

Jack may be drunk, but you've never seen the dexterity with which he handles the crowd.

He reaches his own TABLE at last -- reserved just for him -- and --

SERVER	JACK (CONT'D)
No Mrs. Conrad tonight?	You're right, where'd she go?

The SERVER, 20's, smiles. Sets two champagne bottles on the table. Strategically ensures her breast pokes out as she does.

SERVER	JACK (CONT'D)
Oh, I'm sorry...	I think we have a problem.

SERVER
(Did I just fuck up?)
 ...We do?

JACK
 Yep. This table has two bottles on it. That's a problem. We need eight. We also need two Gin Rickeys, an orange blossom with brandy, three French 75's -- and can you do a Corpse Reviver? Gin, lemon, triple sec and Kina Lillet with a dash of absinthe. Two of those.

SERVER	JACK (CONT'D)
<i>(trying to keep up)</i>	<i>(cutting in)</i>
Ok, perfect, um, eight bo--	You know you didn't need to do what you did to get my attention.

The Server stops. Unmoored, scared --

SERVER	JACK (CONT'D)
Oh -- I -- I'm sorry, Mr. Co--	What's your name?

SERVER	JACK (CONT'D)
Jen... I didn't think you'd look that way, I was just --	Darling. I'd always look your way.

He looks right at her. She's taken aback. His movie star act is gone: This is genuine. A moment...

DRIVER (O.S.)
 Sir... George won't come out of the car. He's insisting I drive him off the nearest cliff.

A DRIVER has just arrived. Jack sighs. Doesn't look shocked.

15

EXT. DON WALLACH'S HOUSE - MOMENTS LATER

15

GEORGE MUNN -- teary, drunk, 40's -- is locked inside a car. Jack ambles over, passing a GUEST strip-dancing to a GUITARIST outside, and calmly knocks on the car window --

JACK
She said no, huh?

GEORGE
After all we've been through!

JACK
Well to be fair, you only met
her a week ago, Georgie.

GEORGE (CONT'D)
What we had was special,
goddamnit!!!

JACK
I know, buddy, but you're not going
to kill yourself over it, ok? Save
the ring and come inside -- a girl's
asking after you.

GEORGE
(a beat; surprised)
...Yeah?

JACK (CONT'D)
(nods)
That's right.

George exits. Jack turns to the Driver, nods "thanks". Sotto --

DRIVER
Who's the girl?

JACK (CONT'D)
I'll figure it out.

16

INT. BACK ROOM - DON WALLACH'S HOUSE - CONTINUOUS

16

SMASH TO: Nellie animalistically snorting COKE. Manny watches her. She turns, offers to him. He shakes his head.

NELLIE
Ah. Never done cocaine?

MANNY
What? I do cocaine all the time.
(Nellie keeps just looking at him)
I'll do a little. Whatever.

He does a line. It's clearly his first time.

NELLIE
No Paris for me. The French are dumb
clucks. You know LaRoy means "the
king" in French? I added the "La".
Maybe Niagara Falls. You?

Manny takes a moment to recover. Thinks for a second.

MANNY
I've always wanted to go on a movie set.

NELLIE
Yeah?

MANNY
Yeah...

NELLIE
Why?

A beat. Manny thinks. The coke getting to him more...

MANNY
I don't know. I want to be a part
of something...bigger... You know?

NELLIE
Bigger? Than what?

MANNY
I don't know... I don't know...

NELLIE
You never been on one?

MANNY
A movie set? No. You?

NELLIE
Not yet.

Beat. Nellie looks at him again. A moment. A connection.

NELLIE (CONT'D)
You know you're not bad-lookin.

MANNY
...Thanks.

NELLIE (CONT'D)
Take your clothes off.

Manny looks at her. Did he hear that right? He couldn't have.
But she just keeps looking right at him.

BANDLEADER (JOE HOLIDAY) (PRE-LAP)
*And now, ladies and gents -- your
star musical attraction of the night!*

17

INT. BALLROOM - DON WALLACH'S HOUSE - CONTINUOUS

17

BANDLEADER (JOE HOLIDAY)
All the way from Old Shanghai -- the
Exotic Sexation -- that Emerald of
the East -- that Ornament of the
Orient -- the Rose Petal of the
Rising Sun -- Miss Lady Fay Zhu!!!

From behind the bandstand emerges LADY FAY ZHU -- now in FULL
TUXEDO AND TOP HAT. A hush falls over the crowd. Fay takes a drag
from a cigarette, coyly eyes the audience -- then starts to SING
in a come-hither Chinese accent:

LADY FAY ZHU
*There's one pet I like to pet
Ev'ry evening we get set
I stroke it ev'ry chance I get
It's my girl's pussy...*

The audience ERUPTS. Fay's voice stays soft, calm, teasing:

LADY FAY ZHU (CONT'D)
*Seldom plays and never purrs
And I love the thoughts it stirs
But I don't mind because it's hers
It's my girl's pussy...*
(more cheers)
*And while often it goes out at night
It's always back before the light
No matter what the weather's like
We always have a ball...*
(MORE)

LADY FAY ZHU (CONT'D)
*It's never dirty, always clean
 In giving thrills, it's never mean
 But it's the best I've seen, and I've
 seen 'em all...*

She SLINKS off the stage. She moves like WATER -- ebbing and flowing past the tables, her eyes slowly roving. She stops at a COUPLE on a couch. Leans over, fondles the MAN's tie -- then turns to face the WOMAN -- slowly bends toward her face --

-- and gives her a long, sensuous KISS. A rest in the music. The crowd holds its breath. Fay leans back -- the Woman she kissed is in a daze -- and EXHALES cigarette smoke.

The MUSIC returns. The crowd CHEERS. Fay smiles, tips her hat, starts heading back to the stage as the Woman, blushing, holds her face in her hands.

LADY FAY ZHU (CONT'D)
*'Cause I'll do anything for this sweet
 pet
 I'll lend a hand if it gets wet,
 It works me to a sweat -- and that's
 hard to do...
 (regains the stage)
 I bring tidbits that it loves
 And we spoon like turtle doves
 I must first remove my gloves...
 (removes her gloves)
 ...When stroking my girl's pussy.*

A WINK, and she's done. Big APPLAUSE.

Sidney and Fay share a look. She leans over to him and whispers:

LADY FAY ZHU (CONT'D)
 Did I sound ok?

SIDNEY
 Just like a lady.

They go way back. We notice -- Fay's accent is gone.

18 **CUT TO:** Fay, now HIGH as a kite, leaning back in an armchair with18 a BANDAGE on her arm.

Jack sashays over to her, drunker than before --

JACK
Lady Fay, Lady Fay, *come stai...*?

LADY FAY ZHU
Fine, sweetie. Didn't get the part,
but writing the titles on it.

JACK
Well. I'm stuck doing another god-
damned costume picture. And my wife's
divorcing me.

LADY FAY ZHU
Sorry to hear that. Want
some?

JACK (CONT'D)
God no, you know I don't
touch that. That's for crazy
people.

Jack's eyes drift -- to Sidney, returning onstage -- and then to
JEN, the server from before...

JACK (CONT'D)
That girl's something, you know. She
was completely honest with me...

LADY FAY ZHU
Your wife?

JACK
No -- Jen, the --
(snapping back to why he came here)
Listen, I need a favor -- you see
my friend George? Was wondering if
you could talk to him. Tell him you
were asking after him.

LADY FAY ZHU
The sad one over there? Don't they
call him "Micro-Penis"?

JACK
Well I'm not asking you to fuck the
guy. Just make him feel special.

LADY FAY ZHU
...Ok, sweetie.

JACK
Dòjeh nei fan lai mat--

LADY FAY ZHU (CONT'D)
Don't speak Cantonese to me.

He shuts up -- as WE SEE MANNY AND NELLIE RUN BY -- sweating,
laughing, totally red-faced. You can tell they've just fucked.

NELLIE
I love this song!!!

It's a new TUNE. Nellie rushes onto the dance floor, flings off her jacket, starts moving WILDLY. Grabs Manny's hand, dances with him, is all over him, seems ravenous for him -- but soon her thoughts and eyes start racing elsewhere. She's got work to do...

She PULLS AWAY. Dances over to another MAN. Drapes her arms around him. The Man gets excited, leans in for a KISS -- but Nellie skirts away from him. Dances over to the COP from the road -- now drunk off his mind. Gets him salivating -- then moves on. Makes out with an ELEVEN-YEAR-OLD BOY (the Cop's cousin's son, can't believe his luck). Then a MAN IN DRAG. Then, a procession forming behind her, she returns to Manny -- beckoning him to join the parade. But Manny RESISTS now...

Nellie moves on -- and one reveler after another follows or swarms her. A scantily-clad WOMAN tries to dance with Manny -- but he's not interested. Watches Nellie as she mounts a TABLETOP. Watches as PEOPLE at other tables start grabbing at each other and tearing at outfits. A COUPLE, their faces smeared with coke, start fucking in the open. Another COUPLE collapses atop a CAKE as they go at it. The music BUILDS in intensity as the whole place starts to look like an ORGY -- with Nellie a mad conductor presiding over it all, and Manny and a sea of drunkards *utterly mesmerized by her...*

LEVINE (O.S.)

You! I've been looking all over for you!

Manny turns around, startled. It's Levine -- and he's pissed.

LEVINE (CONT'D)

We've got a serious fucking situation!!

19

INT. BEDROOM - DON WALLACH'S HOUSE - MOMENTS LATER

19

Manny, Levine and Jimmy huddle around the blood-streaked and unconscious Jane. She occasionally TREMORS.

LEVINE (CONT'D)

There's no exit except down the main staircase.

MANNY

Nothing in the back?

LEVINE

No, you gotta go through the ballroom. Everyone will see her.

MANNY

Is there a doctor?

LEVINE

One, but he's so stoned he thinks he's a fucking leprechaun.

MANNY

Well they're all high down
there, maybe they won't care?
If we get her out now there's
a hospital a mile aw--

LEVINE

Someone will care. She's a
fucking teenager and she
looks like she's dead.

Manny thinks. Then gets an idea.

MANNY

We use the elephant.
(off the others' confused looks --)
We bring him through the front.
Everyone will look at him. No one
will look at her.

Levine considers. Checks his watch.

LEVINE

It's only two. Don wanted to save the
elephant.

Manny looks at him. A beat.

LEVINE (CONT'D)

Fine. Get the wrangler. Jimmy, you
carry the girl with me, then you
drive her to the hospital.

Jimmy nods. Manny hurriedly EXITS. Then --

JIMMY

Doubt she'll be able to work
tomorrow --

LEVINE

That's her fucking problem.

JIMMY

Uh, no, she's in the bar scene in
"Maid's Off".

Levine turns to him. Suddenly pale. A beat.

LEVINE

...Are you sure?

JIMMY

(opens Jane's purse)
Yeah, Jane Thornton. That's her.
(then,)
Bar shoots tomorrow, doesn't it?

Levine lowers his head into his hand. A beat. Softly --

LEVINE

Yes.

A moment of silence. Then, everything exploding now --

LEVINE (CONT'D)
WHO THE FUCK INVITED HER??!!?

Beat. We see a FAT ARM slowly rise up behind Levine and Jimmy.

ORVILLE PICKWICK
 Um... I did.

Orville is seated on the floor. Now Levine really loses it.

LEVINE
**You fucking blimp
 motherfucker piece of fat
 fucking shit --**

ORVILLE PICKWICK (CONT'D)
 I'm sorry, Bob!! It was her
 first movie role, she wanted
 to celebrate!!

Levine starts BEATING THE SHIT out of Orville now --

LEVINE
**I'll fucking kill you you dough-boy
 fuck! I'll sell you to fucking
 Goodyear so they can add you to their
 fucking zeppelin fleet!!**

Jimmy finally manages to PULL Levine off Orville -- now a
 whimpering pile of tears. Levine, red-faced, EXITS the room --

-- BUSTS out into the HALLWAY -- toward the RAILING -- LOOKS at
 the MELEE down below -- THE CAMERA SWIRLS THROUGH THE MAELSTROM,
 RUSHING US PAST -- a MAN going down on a WOMAN on the floor --
 another WOMAN shoving a champagne bottle up a MAN's ass -- another
 MAN hopping around and shouting in a bad Irish accent --

MAN SHOUTING IN BAD IRISH ACCENT
Oy where is me pot of gold???

-- AND FINALLY LANDING -- on Nellie. Still perched atop a table,
 her dancing as crazed and sexed as ever.

LEVINE
 Her.
 (points, as Jimmy hurries over)
 Whoever she is. We go with her tomorrow.

That's that. WE SMASH TO --

The front doors BURST open -- and the ELEPHANT stomps on in. All
 eyes turn. It's a sight to behold -- its giant frame barely
 fitting through the faux-medieval doorway, its trunk reaching the
 ceiling as the Wrangler -- holding hay and stained in shit --
 guides it into the BALLROOM.

We SPOT Jack and Jen fucking in an alcove above -- in their own world, the elephant parading in the background, the band playing CIRCUS MUSIC now -- while Levine and Jimmy CARRY the unconscious Jane down the staircase and out the back. No one notices.

21

INT. BALLROOM - DON WALLACH'S HOUSE - A FEW HOURS LATER

21

The party has wound down. Confetti and streamers on the floor. The musicians play a languid, bittersweet tune. We see:

-- George Munn and Lady Fay dancing. Fay holding George sweetly, tenderly. George in a state of absolute bliss.

-- Orville, now painted up as a clown, drinking and crying.

-- Elinor St. John, in the corner, watching as a HOSTESS wheels a snack tray past. On it: needles and heroin. A few GUESTS partake.

-- Jack, slumped in his seat, almost comatose now, a dozen empty bottles in front of him. He gazes at the BAR, no longer manned. A look of wild ambition seizes him, as, slurring to himself --

JACK

Alright, Captain... Just one more
drink...for old time's sake...?

(hoists himself up -- then
falls back against his seat)

Aye... Ok, ok... *Puedes hacerlo...*

One last stand... Like Clemenceau...

(another try -- almost falls again
but steadies himself -- clicks
into position and, one step at a
time --)

That's it... Caesar at Carthage,
Napoleon at Austerlitz, and...you at
this bar... Once more unto the breach,
pendejos. Uno. Dos. Tres...

He moves at a GLACIAL PACE -- like a not-great tightrope walker -- yet somehow, despite his stupor, he's the image of a gentleman. Hand to waist, posture perfectly upright, an air of old nobility and weathered grace as he inches his way to the bar, straightening his tie as he converses with himself in snippets of gibberish...

JACK (CONT'D)

MANNY (O.S.)

All the balloons say hello... Sir?

WE'RE ON Levine now, finally calm. Manny has approached.

MANNY (CONT'D)

(while Jack continues in the b.g.)

Thank you for the work, sir. I wondered
if perhaps next time you or Mr. Wallach
might have something for me...on a set?

(MORE)

MANNY (CONT'D)
 I'll do anything. Rigging, painting,
 coffee, props, gags, speed, condoms --
 you name it. I'm ready.

Levine thinks. Sees a PARTYGOER peeing in the corner.

LEVINE
 No. You're where you belong.

That line hits Manny in the gut. He keeps it in. Turns -- and
 SPOTS Nellie. At a POKER TABLE with FIVE HANDSOME MEN. Jimmy's
 just arrived, hands Nellie some paper.

JIMMY
 Call time's in three hours. You'd better
 get some sleep.

Nellie BEAMS. Drops her chips, blows a KISS to the MEN --

NELLIE	HANDSOME MEN
Bye, boys.	Night, Nellie.

-- turns around and sees Manny. Her face bursts into a GIANT GRIN.

NELLIE
Manny!!! Isn't life wonderful???

MANNY	NELLIE (CONT'D)
Nellie --	Shhh! She's sleepin...

The ELEPHANT's eyes are now closed. Nellie approaches it, taken by
 the sight. Caresses it, then tenderly whispers to it:

NELLIE (CONT'D)
 ...You poor angel. They shouldn't do
 this to you. It's a crime.

Nellie kisses its trunk -- then runs out through a side door --

22

EXT. DON WALLACH'S HOUSE - DAWN

22

NELLIE (CONT'D)
 Just think what they'd say now, Manny!
 All the cunts in Lafayette. They called
 me the ugliest little mutt in the
 neighborhood. Ha! Let 'em see me now!

She CACKLES with laughter as Manny, exiting after her, approaches,
 slowly now. It's dawn outside -- a cool blue light settling in...

MANNY	NELLIE (CONT'D)
Nellie...	Hey Josie! Hey Nana! Why don't you kiss my royal Angeleno <u>hooch</u> , huh??

MANNY (IN SPANISH)
 ...I think I'm in love with
 you.

NELLIE (CONT'D)
 Remember to wash your mouths
 afterwards, you prissy cunts!

With that, she LEAPS into her dented CAR, REVS the engine --

NELLIE (CONT'D)
 Night, honey!

-- and SURGES backward, CRASHING into the house. Metal *CRUNCHES*.

NELLIE (CONT'D)
 Don't worry, the car's not mine!

She TURNS and SPEEDS off. You've never seen *anyone* drive so fast
 or so violently. Manny watches. Is left alone. Again.

JIMMY
 Chico.
 (Manny turns; Jimmy's here)
 Jack Conrad's passed out. Use one
 of Wallach's cars to take him home.

On Manny: Snapped back to reality, reminded of his status. He
 nods.

24 EXT. ROAD - EARLY MORNING 24

Manny drives. Jack's next to him, passed out.

25 EXT. JACK CONRAD'S HOUSE - EARLY MORNING 25

The car pulls into a Mediterranean-Revival-style ESTATE. Manny parks, turns to Jack. No choice but to carry. Hoisting him up --

MANNY (CONT'D)
Do you have keys, sir?

JACK
My wife...is at her mother's.

Manny nods. *Ok...* Suddenly -- Jack BREAKS FREE AND INTO A RUN.

26 INT./EXT. JACK CONRAD'S HOUSE - CONTINUOUS 26

A cavernous, marble-floored interior. BOLTING IN, wide awake --

JACK (CONT'D)
How 'bout some music?

-- Jack SPEEDS past Manny to a Victrola. LOUD OPERA SWELLS.

JACK (CONT'D)
(singing along and conducting)
"Guarda il mare come è beeellooooo!
Spira tanto sentimeeeeeeeento!" You
'magine me at the opera? That
would've made Ina's folks happy, huh?

Within seconds Jack has removed his jacket and shirt.

JACK (CONT'D)
Now if you'll excuse me -- I'm gonna
go take a piss.

He disappears. The opera can be heard everywhere -- one speaker
per room. Manny takes it in. Hears Jack urinate while BELTING --

JACK (O.S.) (CONT'D)
"Senti come lieve saaaaaaaaale!"
(then,)
Ina's mom always told her, "I don't
see how you can marry a man who paints
his face -- period." See my point?

A pair of shoes FLIES from the doorway. Jack then re-emerges, now
shoeless, slipping off his pants. Dramatically tosses them as
well. Manny wonders for a second if Jack's going to fully undress.

JACK (CONT'D)
Want some almonds?

MANNY	JACK (CONT'D)
...I think I should take you	(wolfing down almonds)
to bed, Mr. Conrad --	Back off, I'm not <u>that</u> easy.

Jack lights a cigarette, opens a drawer -- pulls out a GUN.

JACK (CONT'D)
Watch this! Buffalo Bill gave it to me!!

He puts one arm over both his eyes, unsteadily aims the gun --
Manny goes wide-eyed, *holy shit* -- Jack FIRES. **BAM!** We hear glass
shatter off-screen. Jack uncovers his eyes.

JACK (CONT'D)
Yep, still got it.

Slams the gun down on the table. Devours more almonds, then PUSHES
OPEN a pair of doors -- revealing a BALCONY overlooking the hills.

JACK
They'd've preferred me as a "legit",
you know. "Legits" have class.

Then -- suddenly seized with inspiration, a fire in his eyes --
Jack turns around and GRABS Manny by the collar:

JACK (CONT'D)
But you know what we have to do, right?

He steps atop a wobbly table and, in boxers, gesticulating with
the almonds and a cigarette, half to the hills and half to Manny --

JACK (CONT'D)

We have to redefine the form! The man who fills your gasoline tank goes to the movies 'cause he feels less *alone* there. Don't we owe him more than the same old *shit*? You got the guys in Europe with the twelve-tone, you got Bauhaus architecture -- know what I mean, fucking Bauhaus -- and we're still doing *costume pictures*??? It's the *dinosaurs*, kid -- the ones who get together for fucking meatballs and margaritas in Beverly Hills to reminisce about the good ol' days when they can't see there is *SO MUCH MORE TO BE DONE*...

(stomping with emphasis now)

We need to innovate! We need to inspire! We need to dream beyond these pesky shells of flesh and bone -- map those dreams onto celluloid -- imprint them into history -- turn today into tomorrow so that tomorrow's lonely man might look up at that flickering screen and say, for the very first time -- "Eureka! I am not alone."

At that point the table BUCKLES violently CHUCKING him left, causing him to SOMERSAULT BACKWARDS over the balcony railing and PLUMMET through a tree and INTO THE ABYSS.

MANNY (IN SPANISH)

OH MY GOD!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!

Manny -- apoplectic, he's just witnessed the death of Jack fucking Conrad -- RACES down an outside staircase to the body --

-- to find Jack emerging from a SWIMMING POOL, totally unfazed.

JACK

I'm going to bed.

A few cuts on his back, Jack marches into a BEDROOM by the deck. PLOPS into bed, immediately PASSING OUT. Manny catches his breath. *Jesus Christ.*

A beat. Manny gazes at his surroundings... A vast lawn stretching from the house. Horse stables. A garden with a Roman fountain. The OPERA audible everywhere, speakers on poles dotting the terrain...

JACK (O.S.) (CONT'D)

Hey! Where'd you go???

Manny hears -- RUSHES to the BEDROOM. Jack points to him.

JACK (CONT'D)
I like you. You'll take me to set
tomorrow. Want you by my side there.

Manny is speechless. *Does that mean what he thinks it means?*

JACK (CONT'D)
...That ok with you?
(Manny nods "yes")
You ever been on a movie set?

Manny nods "no." Looks suddenly emotional. Slowly sits down in the
nearest chair. Jack closes his eyes, drifts back to sleep as --

JACK
You'll see. It's the most magical
place in the world...

Manny is left with that. On his face, almost tearing up now --

MANNY (IN SPANISH)
I've heard.

-- we FADE OUT...to a TITLE CARD over black:

"BABYLON"

FADE IN:

27 **INT. BEDROOM - NELLIE'S APARTMENT - DAY** 27

Nellie SPRINGS awake. Has only slept an hour. Looks like shit.
Leans up, her bed croaks -- and we see where we are. It's the
polar opposite of the houses we've just seen. A tiny cramped two-
bedroom apartment that looks like squalor. Nellie grabs her
things, passes by -- ROBERT, her dad, 50's, in a bathrobe, drunk
and passed out -- and heads out the door, SHUTTING it behind her
just as --

28 **OMITTED** 28

29 **INT./EXT. LADY FAY ZHU'S BUNGALOW - CHINATOWN - MORNING** 29

-- another door OPENS. In steps GHO ZHU, mid-60's.

GHO ZHU (IN MANDARIN)
Liu. We could use your help.

We see Lady Fay Zhu -- seated at a desk in a small bedroom,
wearing a modest skirt and shawl and writing in a NOTEBOOK.

LADY FAY ZHU
Coming, Mom.

We spot a snippet: *"The Girl: Sweet Sixteen and never -- well, once or twice."* Fay finishes, rises, switches to Mandarin:

LADY FAY (IN MANDARIN) GHU ZHU (IN MANDARIN)
Dad got last week's check? Yes. It was more this time.

Fay smiles. She and her mom walk together out through an ALLEY --

30

INT. SAM WONG LAUNDRY - CHINATOWN - CONTINUOUS

30

-- and into a LAUNDRY, where a CUSTOMER is pissed:

CUSTOMER SAM WONG ZHU
I want you to pay for the Is not possible! Hole in
goddamn shirt you ruined -- shirt before!

CUSTOMER SAM WONG ZHU
No, hole not in shirt before We fix with discount!
you fucking coolie --

SAM WONG ZHU, mid-60's, Fay's dad, stands behind the counter --

CUSTOMER
I don't want a fucking discou--

Suddenly the Customer sees Fay. He stops mid-sentence. Fay looks right at the Customer -- and smiles. A moment of silence.

CUSTOMER (CONT'D) LADY FAY ZHU
...Are you -- ? I am.

She's using her Chinese accent now. She pulls out a HEADSHOT -- a glamorous photograph of herself in full Chinese regalia.

LADY FAY ZHU (CONT'D)
Would gentleman like autograph?

The Customer hesitates. Seems suddenly embarrassed. Nods. Eyes Sam Wong. Hands CASH to Sam while Fay grabs a fountain pen --

LADY FAY ZHU (CONT'D)
Who I make out to?

CUSTOMER
Um... Ralph. Please.

Fay writes: *"To Ralph -- Orientally yours, Miss Lady Fay Zhu"*.

CUSTOMER (CONT'D) LADY FAY ZHU
...Thank you. *Bu ke qi*, Mister Ralph.

31

INT. TENEMENT APARTMENT - BOYLE HEIGHTS - MORNING

31

A decrepit tenement apartment. Sidney enters. Done with work.

Nods to TWO GUYS in the kitchen, another THREE GUYS crossing the hall -- seem like squatters, all sharing the space. Sets the cash in his pocket on a table, takes two chairs, reclines on one, feet on the other, lays his horn case down by his side, drapes his coat over himself like a blanket -- and closes his eyes to sleep...

32 OMIT 32

33 INT. JACK CONRAD'S HOUSE - MORNING 33

And we're on Manny -- asleep where we left him -- on an armchair by Jack Conrad's bed, surrounded by luxury.

JACK (O.S.)
Morning!!!

A HARD SHOULDER SLAP. Manny SPRINGS awake, gasping. Jack is standing in front of him -- fresh-faced and ready for action.

JACK (CONT'D)
Time to make a movie.

34 EXT. KINOSCOPE PICTURES LOT - DAY 34

A rusting hand-painted entrance sign: "KINOSCOPE PICTURES".

8:00 AM

Nellie steps out of her car. The place is a mess. She walks past a flood of WANNABE'S, past crying STAGE MOMS proffering their KIDS, BEGGARS with rotting teeth, ZEALOTS out to save souls, PROTESTORS with signs like "PARENTS FOR MORAL ENTERTAINMENT" and "CATHOLICS AGAINST PORNOGRAPHY" -- and into a CORDONED-OFF AREA where we see, atop the sunburnt dirt --

-- A JUNGLE MOVIE being shot -- an EXPLORER fighting WARRIORS in
blackface, a HAND DRUMMER providing mood music -- next to that --

-- A SLAPSTICK COMEDY -- ORVILLE PICKWICK in a cook's costume with
a dish that's caught fire, RAGTIME PIANO playing -- next to that --

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-- OLD SHANGHAI -- a WHITE ACTRESS in a qipao applying yellowface
makeup as ERHU mood music plays -- next to that --
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-- A DIVE BAR set -- a BAND tuning while a pill-popping DIRECTOR SCREAMS and CREW blow in fake snow from a bag labeled "ASBESTOS" --

All these MOVIES shooting at once -- one set next to the other, back-to-back, out in the sun, the music and noises forming one giant cacophony. A.D.'s CURSING, P.A.'s RUNNING for their lives. It's like Barnum & Bailey on coke and with hand-cranked cameras -- utter insanity sprouting full-fledged out of an open field.

THE COUNT

Peanuts!! Good for hangovers!!

Meet "THE COUNT". 30's, pudgy, wearing a cape, selling "peanuts".

THE COUNT (CONT'D)

You new here? Your first bag is free.

He drops a bag in Nellie's hand. She looks at it, cracks open a peanut shell -- and, instead of the nut inside, finds a PILL. The Count starts selling to a CHILD ACTOR, then --

THE COUNT (CONT'D)

Bob!! You watch my screen test yet???

Levine, escorting a PERSIAN PRINCESS, pretends not to hear while, by his side, DON WALLACH introduces a YOUNG GIRL to a DIRECTOR --

LEVINE

DON WALLACH

And here's where we shoot all our Carlos Morado pictures.

Meet Machla Lieberman. We're going to call her Milly June.

MACHLA LIEBERMAN looks thirteen, and Wallach's hand is on her ass.

P.A. (O.S.)

Hurry the fuck up!!!

Nellie SNAPS to, is pulled up to a DIRECTOR -- RUTH ADLER, 30's.

RUTH ADLER

Who is this? I asked for the girl with the tits.

P.A.

This is who they found.

RUTH ADLER

What happened to the tits part??

P.A.

She OD'ed.

RUTH ADLER

Fuck!!! Well get her made up.

The P.A. nods -- DRAGS Nellie off the stage -- turns to her --

P.A.

Dressing Room Six.

-- hands her an outfit and leaves her there.

35 **OMITTED**

35

36 **OMITTED**

36

 OTTO VON STRASSBERGER (V.O.)
Das ist Scheisse!!!!!!!!!!

37

EXT. BATTLEFIELD - OUTSKIRTS OF LOS ANGELES - DAY

37

Director OTTO VON STRASSBERGER is losing his shit. We're in a deep VALLEY outside L.A. proper -- pure wilderness. A card: **9:00 AM.**

OTTO VON STRASSBERGER
Dees Sheisse fucks!!!!!!!

GEORGE
Please -- Jack's arriving...

We HEAR the ROAR of an engine, a car SPEEDING toward us, and we --

SMASH TO: Jack's CAR SURGING to a VIOLENT STOP. Jack at the wheel. He pulls his handbrake and turns to a shaken, sweating Manny --

JACK
What about pancakes? Should you heat the syrup or let the pancakes do the warming?

MANNY
(recovering from what seems to have been an insane drive)
Uh -- I -- I don't -- maybe -- heat the syrup...?

JACK
I agree!
(then, seeing George run up,)
Ah ha! Meet George Munn. Best producer in the business and my oldest pal. We were one step from jail or dead when we met and now look at us -- not bad for a couple of street rats, huh?
(smacks Manny in the chest)
Set patrol's Jim Kidd, by the way -- legend of the Wild West. Made his name killing Apaches. Lives in Brentwood now. What's up von Cheeseburger's ass today, Georgie?

GEORGE
Extras want to renegotiate their pay.

OTTO VON STRASSBERGER
Zee Kaiser vood ahv IMPALED dem!!!!

JACK
(hopping out of the car)
Huh. Well -- put the kid on it.

GEORGE
...The kid?

JACK (CONT'D)
The kid. The Mexican I brought. He's great. What's your name?

MANNY
Me? Uh -- Manuel.

JACK
Right, Manuel. Manuel's great. Put Manuel on it.

Jack barrels ahead, on to the next thing. George looks at Manny. Confused. Manny is still struggling just to keep up.

GEORGE ...You have experience with strikes?	MANNY (lying) Uh, I... Yes. Lots.
---	--

GEORGE

Ok, good. These are all junkies from Skid Row so they're pretty violent.

With that, George hurries after Jack, leaving Manny on his own to face -- the scariest group of EXTRAS you've ever seen.

EXTRA #1 Who're you?	EXTRA #2 That's the cocksucker they sent to screw us!!!
------------------------------------	---

All the EXTRAS -- sunken eyes, rotting teeth -- TURN to Manny.

MANNY Uh... Well, gentlemen -- I believe you all agreed to a day's work --	EXTRA #3 And <u>I</u> believe I agreed to ram this knife up the ass of the first faggot they sent over --
--	---

CUT TO: Jack atop a hill with Strassberger and George. Behind them we see Manny below, getting SWARMED by the MOB.

OTTO VON STRASSBERGER And zees is where you kiss ze apparition. She has guided you to your destiny... (aside, to a GRIP) I asked for sticks and you brought a dolly. Why?	JACK Yeah, good, I like it. I'm gonna play it <i>adagio</i> -- we want poetry after all. Poetry and music. All art aspires to music. Sandwich!!! (immediately a SANDWICH is placed in his hands by a P.A.) Thank you. Speaking of music, I'd like Wagner for the love scene.
---	--

MANNY: Fleeing the army of bloodthirsty EXTRAS, frantically reaches a bored-looking 60-year-old COWBOY on HORSEBACK. It's JIM KIDD. The "patrol" Jack mentioned.

MANNY

Sir -- can I borrow that???

BACK TO JACK: In his element --

JACK Best light is 5:30 to sunset. You got any boards?	OTTO VON STRASSBERGER I never storyboard, it is ze instrument of ze coward.
--	---

They TEAR into each other, let their inner animals loose. Five CAMERAS capture the melee -- one HANDHELD, one on VEHICLE, others on STICKS -- while an ORCHESTRA plays Mussorgsky's "Night on Bald Mountain". Strassberger sends CAVALRY in, BELLOWS via megaphone --

OTTO VON STRASSBERGER (CONT'D)
Gehen!!! Schneller!!!!

Horses DASH into the fray. Manny, stationed behind a HANDHELD-CAMERA CREW, takes in the sight. The EXTRAS are taking the scene way too far. It's a medieval "Apocalypse Now" -- STRINGS soaring and CYMBALS crashing as SPEARS sail and DAGGERS plunge.

OTTO VON STRASSBERGER (CONT'D)
Du kämpfe you pussies!!!!!!

We PAN to a FIRST-AID TENT -- it's flooded. INJURIES piling up -- bloody faces, gaping gashes. One MEDIC rushes to funnel PILLS to the CREW -- another supplies lines of COKE for EXTRAS to snort and return to battle. A pair of P.A.'s drag a DEAD HORSE.

Beyond, perched on a hill, is a WOMAN we recognize: ELINOR ST. JOHN. Dressed as if for a day at the races, she DICTATES while a GIRL by her side types:

ELINOR ST. JOHN
 "Marbled meadows metamorphose into the medieval plains of Iberia -- soldiers swarm the field like flecks of paint from a madman's brush -- as your humble servant bears witness to the latest of the moving picture's magic tricks."
 (pauses, sighs)
 Why do I bother? Look at these idiots.

One more glimpse of EXTRAS beating the shit out of each other.

ELINOR ST. JOHN (CONT'D)
 I knew Proust, you know.

40

TIME CUT TO:

40

Card: **Lunch**. While CREW and EXTRAS eat gruel and STUDIO EXECS eat salmon -- Strassberger, George, an A.D. and Manny gather around a BODY in the field. It's a GRIP who's been impaled by a FLAG POLE.

GEORGE
 Right. Huh. He's dead.

OTTO VON STRASSBERGER
 I zink so. Ya.

A.D.
 He did have a drinking problem.

GEORGE
True. He probably ran through it
himself.

OTTO VON STRASSBERGER
Ya. Vas bound to happen.

GEORGE
It's a disease.

It is. A.D.

41 **TIME CUT TO:**

41

Card: **2:55 PM.** Back to SHOOTING. The battle has RESUMED. WHIP PAN TO -- a CAR pulling up at the edge of the field. Out of it steps --

MANNY
Your coffee, Mr. Thalberg?

IRVING THALBERG
Gracias.

IRVING THALBERG, late 20's, looks 15, exits the chauffeured car and takes the cup. He runs MGM production. A boy wonder. Enters --

42 INT. JACK CONRAD'S TENT - CONTINUOUS

42

-- Jack's makeup tent. Jack, drink in hand, is being fitted into a MEDIEVAL COSTUME as he pitches to a terrified-looking WRITER and to WILBUR (the FAT PRODUCER from Wallach's party) while SPEARS sail by the entrance and MORTAR DUST spills in. The battle has veered very close to the tent -- but Jack's in the zone:

JACK
...and you close with Swanson and the
fireworks! The End!!
(sees Thalberg)
Irv! For the Clayton movie!

He puts a PROSTHETIC NOSE to his face. Looks truly grotesque.

WRITER	JACK (CONT'D)
Sir, I -- I think your tent's in the line of fire!	That's ok, we'll edit it out in post.

WRITER

No, I mean we could get
hurt!!

IRVING THALBERG

Jack, you're family, but
every time you wear a
prosthetic we lose money.

A nearby CANNON BLAST shakes the poles, a new cloud of DUST
spilling in. The Writer DUCKS for cover as, shouting over it --

WILBUR
The fireworks shot is too expensive, Jack, and you know we can't get Gloria Swanson!

JACK
The *audience* is our family, Irv, we owe them invention! Why no Swanson?

WILBUR
Because it's not a lead and she only does leads!

JACK'S ASSISTANT
She's on the phone now, Mr. Conrad.

Who? WILBUR

JACK'S ASSISTANT (CONT'D)
Gloria Swanson.

What? WILBUR

JACK
Thanks, Abby.

JACK (CONT'D)
(takes phone while inspecting his prosthetic nose in a mirror as Wilbur ducks from more debris --)
Gloria -- Jack Conrad. Listen, I need some advice. You know all the young up-and-comers, well I need a real *discovery* for the part in my movie. Who do you suggest? ... Why discovery? Well because the role requires *real range*, Gloria -- a range I just don't think any of today's stars is capable of, sadly.
(a SPEAR BURSTS through the tent within inches of his head)

Excuse me.

(yelling out through the opening)
PROPS NEED BETTER AGING, GODDAMNIT!! WE TALKED ABOUT THIS!!!

(back to phone)
Oh, no, I didn't mean your range is -- you've got a lot of charm. But this is real drama we're talking about, Gloria, Shakespeare-level stuff, not a light breezy comedy. ... No of course you can do Shakespeare-level stuff, I didn't mean that. You'd be great in one of his fluffier plays. ... Gloria, you're taking it the wrong way -- this role requires *youth* -- someone who has their whole *life* ahead of them! ... Well. Geez, this is a bit awkward. Oh well, I'm glad you'd like to work with me, I'll let you know when a role that suits your range comes my way... No, impossible, as I said, it's gotta be a *discovery*, we couldn't pay star fees even if we wanted to. ... Oh. Really? Well let me think on it and talk to the studio. I'm not making any promises but I'll try my best. Bye now.

(MORE)

JACK (CONT'D)
 (hangs up, turns to Producer)
 She'll do it for cheap. Take the money
 I just saved you and put it toward the
 fireworks shot.

43 **EXT. BATTLEFIELD - CONTINUOUS**

43

OTTO VON STRASSBERGER (O.S.)
CUT!!!!!!!!!!!!!!!!!!!!

CLOSE on Manny -- sees a frenzy building around a CRUSHED CAMERA.

A.D.
 Was that our last one???

STRASSBERGER
Dees fucking HORSES!!!!!!

IRVING THALBERG
 (heading over)
 What happened?

A.D.
 (apoplectic)
 We've lost all five cameras!

GEORGE
 What about Jack's scene???

STRASSBERGER
 Ve make camera run.

GEORGE
 It's a three-hour round trip.
 The sun sets in three hours!

A.D.
 Send Joey now, have him
 speed, meantime we'll prep.

GEORGE
 Joey has a flag sticking
 through his chest, Harold.

IRVING THALBERG
 A flag?

GEORGE
 He ran into it himself.

A.D.
 Ah, right. Send Miguel, then.

All eyes turn to Manny. George, nervous, looks right at him and --

GEORGE
 1312 Cahuenga. Show them this card and
 tell them you work for Munn. And hurry.

44 **EXT. SHOOTING STAGE - KINOSCOPE PICTURES - DAY**

44

Card: **3:30 PM.** We're on Adler's DIVE BAR SET. Adler RUSHES Nellie,
 now properly made up, through:

RUTH ADLER
 Here's the shot. You flirt with the men,
 dance, get up on a table, we'll go 'til
 Ms. Moore's entrance. Got it? And don't
 look at the fucking camera. **PLACES!!!**

45 **EXT. COUNTRY ROAD - DAY**

45

Manny FLOORS a CAMERA CAR toward town, honking at other DRIVERS --

MANNY
Fuero de mi chinga camino, PENDEJOS!!!

46 **BACK TO JACK:** Opens another BOTTLE as he works with the Writer --46

JACK
 (starting to slur)
 You see what I mean by
 Bauhaus, don't you??

WRITER
 (exhausted)
 Not as it relates to this,
 sir, no...

47 **AND BACK TO NELLIE:** The JAZZ BAND plays behind camera. Nellie -- 47
 circled by MALE EXTRAS, LIGHTS and CAMERA pointed right at her,
 all eyes fixed her way -- takes a long, deep breath -- this is her
 big moment, her one chance, make it count --

RUTH ADLER (O.S.)
AND ACTION!!!!!!!!!!

NELLIE
 Hi, boys.

Nellie talks to the EXTRAS like she did the men at Don Wallach's
 party. Confidently. Eyes a plump, white-bearded BARTENDER, and --

NELLIE (CONT'D)
 Santa. Get me wet.

He looks at her. *What?* She taps a glass. He pours her a shot. She
 DOWNS it. SLAPS the table for another. Empties the second shot --
 into an EXTRA's mouth. Whispers into ANOTHER EXTRA's ear. Plants a
 KISS on a THIRD EXTRA's lips -- and SLIDES A HAND DOWN HIS PANTS.

RUTH ADLER
 ...Uh -- ok. Start dancing please.

48 **BACK TO MANNY:** SPEEDING as fast as he can -- the clock ticking --48

49 **BACK TO JACK:** Yet another BOTTLE -- the Writer transcribing -- 49

50 **BACK TO NELLIE:** DANCING now -- moving to the music as if POSSESSED
 -- the men WATCHING her, wide-eyed -- she JUMPS onto a table --

51 **MANNY:** SWERVING from one lane to the next -- nearing downtown -- 51

52 **JACK:** Thrust into a new costume, the Writer and Producer both 52
 DRINKING as well now, trying to keep up with Jack --

53 **NELLIE:** Dancing hungrily, pure carnality -- the EXTRAS below no 53
 longer acting, their eyes glued to Nellie, their blood racing as
 she leans back, closes her eyes, raises her arms, flashes them --

54 **MANNY:** Speeding up. **JACK:** Drinking more. **NELLIE:** Losing herself --54

55 **ALL:** Sweat falling, heat building, ecstasy swelling until -- 55

RUTH ADLER (CONT'D)
 CUT!!! Man #3, I can see your erection.

56 **MANNY:** Nearly collides into an AMBULANCE! SCREECHES to a halt just
before it zooms by. Holy shit. Sees the ambulance pull up to a
HOSPITAL. Across the road -- is 1312 CAHUENGA BLVD. **BACK TO --**

56A RUTH ADLER 56A
Going again! AND ACTION!!!!

And we're --

57 **INT. CAMERA RENTAL HOUSE - MOMENTS LATER** 57

MANNY
(racing up to a bored EMPLOYEE)
Hi, I work for George Munn, we need a
camera for Strassberger's show.

EMPLOYEE
Oh yeah? What kind of camera?

MANNY
A Bell & Howell 35mm.

EMPLOYEE
Uh-huh. Is it a 2708 model or a 2709?

MANNY
...I -- uh -- I'm not sure... Is
there a big difference?

EMPLOYEE
(starts laughing)
Um -- yeah. *Is there a bi--* Hey Donny!

What?	DONNY (O.S.)	EMPLOYEE (CONT'D)
		Guy here wants to know if there's a "big difference" between a 2708 and a 2709.

A BURST of laughter from the back room.

Do you have either?	MANNY	EMPLOYEE (CONT'D)
		Nope. Every camera's been loaned out.

...Ok, well, um --	MANNY	EMPLOYEE (CONT'D)
		One's coming back in half an hour though.

<u>Oh</u> . Half an hour? Are you sure it --	MANNY	EMPLOYEE
		But it's a 2709.

Right -- that's ok -- just -- it's <u>just</u> half an hour, yeah?	MANNY	(CONT'D) EMPLOYEE)
		Half-hour. For the 2709.

Manny nods. *Ok.*

MANNY
(muttering to himself)
Half an hour...

EMPLOYEE
...For the 2709.

SMASH TO --

58 **INT. CAMERA RENTAL HOUSE - LATE AFTERNOON**

58

Card: **One hour later.**

Manny's still in the camera shop. Still waiting. Checks his watch.
Cannot believe this.

59 **EXT. BATTLEFIELD - LATE AFTERNOON**

59

Card: **5:08 PM.** Work here has come to a standstill. CREW MEMBERS
bite their nails. The sun has started to SET. Elinor St. John has
decided to engage one of the Skid Row EXTRAS in conversation.

ELINOR ST. JOHN
And who's your favorite film star?

EXTRA #2
Uh... Uh... I -- I dunno. Betty Compson?

ELINOR ST. JOHN
Ah, yes. Betty Compson. Such pretty
eyes. And so close together, too.

60 **EXT. SHOOTING STAGE - KINOSCOPE PICTURES - LATE AFTERNOON**

60

SMASH TO -- Adler's just finished an HOUR of shooting. Approaches
Nellie, who's chewing gum, her nervousness gone --

RUTH ADLER (CONT'D)
Ok, next part. Ms. Moore'll come in.
She saved you from prostitution back
in the day. When you see her, you cry
in shame. I need big tears. Big. Got
it? And no gum on set -- what's wrong
with you?
(calls out to P.A.'s)
Five-minute warning for Ms. Moore!

Adler walks off. Nellie removes her gum. Sticks it under a chair.

RUTH ADLER (CONT'D)
(to Max)
Get the glycerine. We'll need a lot.

61

INT. CAMERA RENTAL HOUSE - LATE AFTERNOON

61

Card: **5:27 PM.** Manny is still waiting. He glances out the window -- as the setting sun slips behind the HOSPITAL, casting his face in SHADOW... He processes. Traffic is at a standstill outside, horns angrily honking. Manny's about to give up any last hope -- when --
-- the shop door OPENS. In steps an A.C. -- with a CAMERA.

MANNY

That's mine.

(LEAPS up, GRABS the camera --)
 I have twenty minutes to be in Simi
 Valley. Which road do I take?

A.C.

Uh -- you're in for at least
 ninety with this traffic...

EMPLOYEE

We've got an eight-part sign-
 out process, let me go get a
 pen.

Manny looks over at the window -- the rush-hour GRIDLOCK outside --
 the HOSPITAL -- the AMBULANCE. He has an idea.

62

OMIT

62

RUTH ADLER (PRELAP)

ACTION!!!!!!!!!!!!

63

EXT. SHOOTING STAGE - KINOSCOPE PICTURES - LATE AFTERNOON

63

Card: **5:33 PM.** Nellie's back to dancing --

RUTH ADLER (CONT'D)

Ok, good... And -- action Ms. Moore!

CONSTANCE MOORE, 30's, delicately pretty, ENTERS. Proper-voiced --

CONSTANCE MOORE

Goodness, what is going on here??

Nellie freezes. Locks eyes on Constance. Adler whispers to Max --

RUTH ADLER

Ok, glycerine.

MAX

Um... We seem to be out.

RUTH ADLER

What? We haven't used any!

MAX (CONT'D)

Porky thought it was lube...

Adler's about to EXPLODE when -- Nellie BURSTS into tears.

Adler spins around. Nellie -- who a second ago was beaming -- now
 looks like a genuine wreck. Shaking with shame and fear -- almost
 choking with the force of her sobs -- and literally GUSHING water.

RUTH ADLER

(wowed; after a moment --)

...Cut.

And just like that -- Nellie LAUGHS and dries her eyes as though
 nothing happened. Smiles at Constance --

NELLIE
 Hiya. I'm Nellie LaRoy.
 (then turns to Adler)
 So -- we goin again?

Off Adler's wide-eyed stare, we HEAR SIRENS --

64

EXT. BATTLEFIELD - LATE AFTERNOON

64

5:48 PM. An AMBULANCE barreling toward the set. Strassberger and George, seated in defeat, hear it, look up, see it -- as --

GEORGE
 Holy shit...

OTTO VON STRASSBERGER
Heilige Scheisse...

-- Manny JUMPS out with the camera! A.C.'s GRAB it from him and RUSH it up the hill. The last rays of sun are shooting out...

65

BACK TO NELLIE: Take 2. Sees Constance, TEARS STREAM OUT again. 65

RUTH ADLER
 Cut!

Adler, now giddily excited, RUNS up to Nellie, breathless --

RUTH ADLER (CONT'D)
 I wanna try something. Do you think you could hold two beats for the tears gushing? Eyes water for two, then on the third beat I'm gonna do a light effect and that's when you gush?

NELLIE
 (shrugs; casually --)
 Water for two, gush on three. Gotcha.

CONSTANCE MOORE
 Ruth -- any notes on my entrance?

RUTH ADLER
 (disinterested)
 Yeah yeah, you're fine.

A.D. (PRELAP)
READY FOR MR. CONRAD!!!

66

BACK TO THE BATTLEFIELD: Card: **5:55 PM.** Only five minutes of sun remain. Manny waits outside Jack's tent with bated breath...

67 **BACK TO NELLIE:** Take 3. She dances -- stops -- her eyes start to 67
WATER -- she holds for two seconds -- then, as the stage-lamp
SHIFTS and casts her in RIM LIGHT -- TEARS GUSH like crazy.

RUTH ADLER

Cut!! Print! Now this is nuts, forgive
the ask -- but could you by any chance
try the same thing...with less tears?

NELLIE

Sure. Ya want one tear or two?

68 **BACK TO THE BATTLEFIELD:** Manny's still waiting. Four minutes of 68
sun left. Finally Jack steps out of his tent --
-- and nearly falls on his face. He's drunk off his ass.

JACK

(massively slurring)

Okaaaay. Let's...doooooooooooooo this...

Manny's heart sinks. He arrived too late. Fuck.

Jack zips up the fly of his PRINCE costume, staggers forward --
revealing five empty bottles on the ground and the Writer and
Producer both PASSED OUT. Starts TEETERING to his mark on the
hilltop while, in a thick Dubliner brogue --

JACK (CONT'D)

'Twas brillig...and the slithy toves...

Atop the hill is a MEXICAN ACTRESS dressed in white. She watches
Jack approach, spots Manny arriving as well -- looks at him for a
moment -- as Jack sways, tries not to BURP, can barely stand, is
YANKED by Strassberger into frame as the CAMERA begins to ROLL --

OTTO VON STRASSBERGER

ACTION!!!

Suddenly Jack's face changes. The stupor is gone. It's like he's
in a spell. The EXTRAS below resume BATTLE, the ORCHESTRA begins
the love theme from Wagner's "Tristan and Isolde" and Manny stands
beside George and Thalberg to watch -- as Jack plays the scene.
He's incandescent. Sublime. Makes his way into frame as, softly --

JACK

(no accent, no slurring)

My angel...

The Actress looks at him. Jack slowly sinks to one knee before her
-- takes her hand -- tenderly KISSES it -- the Actress's breathing
heavier now...

69 **BACK TO NELLIE:** Take 4. Her eyes WATER on cue yet again, when -- 69

WE HEAR SCREAMS. Adler TURNS -- a FIRE has broken out on Orville's set and is racing for Nellie's! CREW SCURRY to douse it -- but Nellie is 100% in the moment, oblivious -- and sure enough, timed with the light, a single tear runs down her cheek...

70 **BACK TO JACK:** He rises back to his feet -- takes the Actress in 70 his arms -- about to KISS her lips -- we PUSH toward the CAMERA -- hear its motor running, and --

SOUND DROPS OUT: WE SEE THE CELLULOID ITSELF -- LIGHT HITTING IT -- THE BLACK-AND-WHITE IMAGE RUNNING -- AND THEN WE SEE THE KISS...

It's the most charged, sensual, swoonworthy kiss we've ever seen.
The final rays of the sun hitting Jack's brow as his eyes close, a
CANNON BLAST from the battle below striking just as lips lock...

71 **BACK TO NELLIE:** Panicked WORKERS struggling to put out the fire, 71
emptying the bag of ASBESTOS onto it as --

RUTH ADLER

Now laugh in embarrassment!

(Nellie does: it's magic)

Now look at Ms. Moore like you don't
care!

(Nellie does: it's magic)

But you can't hold back one last tear!

72 **BACK TO JACK:** The last gasp of daylight, the most exquisite magic72
hour aura as Jack and his costar keep kissing -- Strassberger and
his camera taking it all in, Manny watching -- transfixed -- as --
out of nowhere -- a BUTTERFLY flies right into the shot.

73 **BACK TO NELLIE:** One more TEAR welling up just as requested -- yet73
looking so natural, so unforced, so organic and magically
spontaneous and *un-acted* -- and we SEE that, despite the FIRE, a
CROWD has formed around the set -- DON WALLACH is here, LEVINE is
here -- even LADY FAY has come by, and she's looking at Nellie
with real fascination -- and WE SEE THE BLACK-AND-WHITE IMAGE: A
SILENT CLOSE-UP, THE TEAR RUNNING DOWN THE CHEEK. NELLIE SUDDENLY
LOOKS SPELLBINDINGLY BEAUTIFUL.

74 **BACK TO JACK:** The BUTTERFLY landing on Jack's shoulder -- a momen74
suspended -- everyone behind the camera frozen, spellbound -- the
sun disappearing -- the roll of film running out --

OTTO VON STRASSBERGER

Cut.

75 **BACK TO NELLIE:** The roll of film running out -- 75

RUTH ADLER

Cut.

76 **BACK TO JACK:** We hear the magic hoped-for words: 76

OTTO VON STRASSBERGER

Ve got it.

77 **INTERCUT:** WILD APPLAUSE! People on both sets giddily CHEER. It's 77
the most euphoric feeling you can imagine. Pure, utter elation.
Manny, Jack, Nellie -- all are just glowing with JOY.

78 **NELLIE'S SET:** Wallach turns to Levine, points at Nellie -- 78

DON WALLACH

Who the fuck is that???

79 **JACK'S SET:** Jack THROWS his hands into the air, looks at Manny --79

JACK
Did you see that fucking butterfly???

80 **NELLIE'S SET:** Fay, eyes on Nellie, sidles up to Wallach, angling 80

LADY FAY ZHU
Who's writing the titles on this?

81 **JACK'S SET:** Jack and George hug -- two old pals basking in the 81
moment. And Manny, sweating, takes it all in. He's intoxicated.

82 **NELLIE'S SET:** Adler approaches Nellie: 82

RUTH ADLER
I need to ask you a question...

NELLIE
Yeah? Was it ok?

RUTH ADLER
It was incredible -- I just -- I --
(then,)
How do you do that? Just tear up at the
snap of a finger, over and over, like
it's nothing at all?

Nellie looks at her. Takes the question in. Thinks. Then shrugs.
And, as though it's truly no big deal -- right as the FIRE on the
adjacent set is finally EXTINGUISHED and calm is restored --

NELLIE
I just think of home.

A beat.

CUE MUSIC. FAST JAZZ PLAYS THROUGH THE FOLLOWING SCENES:

83 **INT. RESTAURANT - NIGHT** 83

CHAMPAGNE POPPING. We're at the WRAP PARTY for Jack's movie --

ELINOR ST. JOHN
And so, my Jacky-boy -- how would you
say it turned out?

JACK
Folks want the kiss, we give 'em the
kiss, but honestly, Madame, sometimes I
wonder: don't we have a higher calling?
(turns to Manny, who's looking at
a GORGEOUS MODEL at the bar)
You like her?

Manny turns to Jack. Jack waves to the MODEL. She sees -- and her façade instantly CRUMBLES. Dazed to even be *addressed* by Jack --

JACK (CONT'D)
What's your name?

MODEL
Uh -- D-D-Delphine...

JACK
Delphine. Good to meet you. I'm Jack,
this is my good friend Manuel. Join
us. Ward Eights on the house.

We PUSH INTO Manny and DELPHINE as Jack resumes talking to Elinor. Delphine looks at Manny, Manny looks at Delphine.

DELPHINE
So how do you know Mr. Conrad...?

84 **INT. BACK ROOM OF THE PARTY - AN HOUR LATER** 84

Manny and Delphine fucking. Manny's in disbelief.

85 **INT. SMALLER RESTAURANT - NIGHT** 85

CLOSE on COKE and STRIPPERS -- the WRAP PARTY for Nellie's movie. Lower-rent and seedier than Jack's party. Don Wallach's here --

DON WALLACH	
We're <u>so</u> excited about it --	REPORTER
plus our <u>new</u> discovery Nellie LaRoy --	Is she here tonight? Can you point her out to me?

Wallach looks -- sees Nellie atop an ICE SCULPTURE, HUMPING it. He hesitates. Wants to pretend he doesn't see her. Finally --

DON WALLACH
She's the one having sex with the ice
sculpture. Yeah...
(beat)
We're all very fond of her.

86 **OMIT** 86

87	OMIT	87
88	OMIT	88
89	INT. CUTTING ROOM - DAY	89

SILENT B&W FOOTAGE of the battlefield. Jack, an EDITOR and Manny --

JACK (CONT'D)

Needs more punch. Trim two frames off the tail, three off the head. I want the audience to feel like they're there.

(turns to Manny)

Manuel. I just saw Olga Putti singing a song to herself in Hungarian. I'm in love. I want you to send two dozen roses to her house every day for the next week.

MANNY

Uh...you know she doesn't speak English?

JACK

Neither does love.

90	INT. SMALLER CUTTING ROOM - DAY	90
----	--	----

Another CUTTING ROOM, Fay screening FOOTAGE of Nellie --

LADY FAY ZHU

Let's do a title here. *"I've been in fashion shows too. They voted me 'Least-Dressed Woman' in Paris."* And when she's dancing it looks like the guy asks her something. Have him ask her name. And have her reply: *"No names. Just call me the wild child."*

The Editor jots notes. Fay looks at Nellie's close-up. Wonders...

LADY FAY ZHU (CONT'D)

Do you think she swings both ways?

91 **SMASH TO SERIES:** The etching-by-hand of a TITLE CARD... A camera 91
shooting the CARD... Film dipped into a "TINTING" BATH in a rustic
OUTHOUSE, going BLUE and RED as chemicals swirl... The REEL canned
and hauled out of a TRUCK... Threaded into a PROJECTOR... And...

92 **OMIT** 92

93 **OMIT** 93

94 **EXT. MOVIE THEATER - NIGHT** 94

We're at a movie PREMIERE. Nellie's outside the theater with her
dad ROBERT, who's bored and hitting on the LADY AT THE DOOR --

LADY AT DOOR
You're not on the list.

NELLIE
But -- I'm in the movie --
"Nellie LaRoy" --

ROBERT
They clearly cut you, and
stop tellin people your
name's Nellie LaRoy. It's
Roy. Nellie Roy.

(to Lady at Door)
Is that snakeskin, Miss? You
know, funny enough, I once
fought a rattlesnake --

YOUNG MAN
Oh my God, Nellie LaRoy!!!
Can I get an autograph???

Nellie and the LADY AT THE DOOR both turn -- to a giddy YOUNG MAN
who's just appeared. Rolling her eyes, Nellie gives him an auto-
graph. The Lady at the Door suddenly worries she's made a mistake.

LADY AT DOOR
Um -- ok, you can go in...

NELLIE
Why thank you.

Nellie heads to the entrance, head held high. Just before stepping
in, out of the Lady's sight -- she slips the Young Man a dollar.

95 **INT. MOVIE THEATER - NIGHT** 95

An audience watches as, in red-tinted footage, Nellie FLIRTS and
DRINKS. The CARD pops: "*They voted me 'Least-Dressed Woman' in
Paris.*" A burst of LAUGHTER. We see Lady Fay -- pleased, proud. We
see Elinor St. John -- leaning up from her prior boredom.

We see Nellie DANCE. We see the audience's FACES: they've never seen anything like her -- such raw heedlessness... A new CARD: "*Call me the wild child*" -- and the theater ERUPTS INTO CHEERS. We PUSH IN on Nellie watching -- voraciously devouring the applause...

96

EXT. MOVIE THEATER - NIGHT

96

Nellie exits -- and is instantly surrounded by NEW (REAL) FANS. We SWISH PAN to Robert -- now holding court for a fleet of REPORTERS:

ROBERT

Well, nat'rally I always knew my daughter had it in her. We're gonna do great things together, she and I.
(beat)
That's "Robert Roy". Like the Scottish hero. She added the "La".

RADIO ANNOUNCER (V.O.)

Jack Conrad and the vixen from Budapest Olga Putti tied the knot today! Conrad's epic "Blood and Gold" has confirmed Jack as the highest-grossing leading man in the world...

97

WE CUT TO PHOTOGRAPHS -- of Jack and Olga in wedding attire. George is here, as are Elinor, Thalberg, Fay -- and Manny...

97

RADIO ANNOUNCER (V.O.)

One unlucky girl who did not attend the ceremony --

98

-- WE CUT TO GRISLY CRIME SCENE PHOTOGRAPHS --

98

RADIO ANNOUNCER (V.O.)

-- a Kansas teenager who, overcome by the combined effect of Valentino's death and Conrad's fifth betrothal, slit her wrists at home.

-- of a GIRL lying DEAD in a puddle of blood in front of a SHRINE of Valentino and Conrad stills and candles.

RADIO ANNOUNCER (V.O.)

How sad! Meanwhile -- that new favorite Nellie LaRoy is making other girls with California dreams royyyy-ally jealous! Kinoscope's re-teaming the firecracker from Jersey with Constance Moore, and you know what that means: "Moore" delightful chemistry with "Constance & Nellie"!!!

99

INT. SHOOTING STAGE - KINOSCOPE PICTURES - DAY

99

CONSTANCE MOORE

This goddamned bitch is stealing the scene right out from under me!!!

We're midway through Nellie's new SHOOT, and Constance is pissed.

CONSTANCE MOORE (CONT'D)

She's changing the blocking with every take -- she's icing her nipples so they perk up through her dress --

NELLIE

Fuck you, I ain't icin my nipples, these are natural. You're just sore 'cause yours look like fuckin latkes.

CONSTANCE MOORE

-- and she placed this in my dressing room!

Constance pulls out a GIANT DILDO. The CREW gapes at it.

RUTH ADLER

I doubt Nellie meant anything by it. Can we try the scene?

NELLIE

I don't even know what that is.

CAMERA's up -- Nellie DUCKS out -- ICES her nipples -- does the SCENE: TRAIPSES in, LIGHTS a cig, FLOPS onto a couch. Effortless.

CONSTANCE MOORE

Stop! She changed the blocking again!

D.P. (JAMES WONG HOWE)

It's ok, we can keep up --

CONSTANCE MOORE (CONT'D)

Well I can't!

RUTH ADLER

Fine, grab her close-up --

CONSTANCE MOORE (CONT'D)

No. No close-up.

RUTH ADLER

...Well to match-cut with yours --

CONSTANCE MOORE (CONT'D)

I'm the star. I get the close-up. Not her. This is my money, my company's writing the checks -- I decide!!!

A beat. Adler hesitates, but has no choice but to acquiesce. Nods "Ok", starts moving on. We PUSH IN on Nellie -- incensed...

100

INT. PHONE BOOTH - THAT EVENING

100

NELLIE

Yeah, Dr. Lubin? I wanna do the operation we discussed. Tonight.

101

EXT. SHOOTING STAGE - KINOSCOPE PICTURES - THE NEXT MORNING

101

Nellie waltzes onto set -- her face completely covered in bandage.

RUTH ADLER

Oh my God... How long will that take
to *heal*???

ON CONSTANCE, seeing this. Realizing what Nellie's done...

102 **SMASH TO VARIETY HEADLINES:** 102

"Constance Moore pic shuts down due to runaway sked. Moore to eat costs." "Moore production shingle folds." "New Nellie LaRoy pic starts lensing."

103 **EXT. NEW MOVIE SET - DAY** 103

A new movie set. Nellie has just shot a medium, turns to the CREW:

NELLIE

Whaddaya say we try a close-up?

No one -- not the DIRECTOR, not anybody -- dares say no.

ELINOR ST. JOHN (V.O.)

"She has killed our grandmothers --"

104 **INT. ELINOR ST. JOHN'S OFFICE - DAY** 104

Elinor St. John is DICTATING to her LACKEY in her OFFICE --

ELINOR ST. JOHN

"-- and we thank her for it. For common and uncouth though she may be, something about her speaks to us in a language as bracing and vital as life..."

105 **EXT./INT. NELLIE'S HOUSE - DAY** 105

Nellie excitedly USHERS a notes-taking Elinor into her NEW HOME --

ELINOR ST. JOHN (V.O.)

"I was lucky enough to visit her home on a weekend. A greater maelstrom of bad taste I have never seen..."

NELLIE

...That's from the Spanish somethin, I won it playin craps. And this is my teddy bear, I call him Gary Cooper. This here's the livin room, but I call it the "lovin room".

The house is INSANE. French next to Navajo next to Greek next to Japanese -- a weird doll in a skirt with one red eye and one green. Nellie spritzes herself with perfume as she declaims --

NELLIE (CONT'D)

That's my boyfriend Cole -- say hi.
(COLE, a burly boxer, waves)
(MORE)

NELLIE (CONT'D)

And here's my "Chinese room". That's a god they worship there. And that's a painting of my favorite cowboy, Tom Mix. That's me at the Eiffel Tower. Here's my poker table. Oh and in this room's my cousin Ron who's come to stay with us. Say hi, Ron. He's had some law troubles lately.

(RON waves; Nellie moves to --)
That's my bed, I put a mirror on the canopy. And over there's my dad -- he's my cook and my bus'ness manager.

(Robert cooks macaroni, nods;
another GUY waves)
And that's my second cousin Gerry, he's also come to stay with us. He's fine long as he stays away from playgrounds.

Just then, the DOORBELL RINGS. Nellie hurries to answer it -- and a GORGEOUS MAN steps in. GRABS Nellie in his arms and KISSES her.

GORGEOUS MAN
Missed ya, darling.

COLE
Who the fuck is that???

Elinor turns -- to find COLE, holding a bowl of Robert's macaroni.

NELLIE
Ah... Uh -- Cole, this is
Carl, my --

GORGEOUS MAN
-- her boyfriend. Nell, who
is this?

COLE
Boyfriend???

NELLIE
Uh... Hey, Dad made macaron--

COLE
Get your fucking hands off her!!!

Cole CHUCKS the tomato-sauced macaroni AT THE GORGEOUS MAN'S FACE. Nellie screams. The Gorgeous Man stands there. Then GRABS Cole's bowl and PLANTS it on Cole's head. Sauce streams. Nellie, laughing now, throws macaroni on the Man's back -- he SPINS -- sees RON --

GORGEOUS MAN
Who are you?? Another boyfriend???

-- and HURLS macaroni at him. Before you know it the whole place has descended into a full-fledged macaroni war -- all of it climaxing with a stunned Elinor GETTING PELTED RIGHT IN THE FACE WITH SAUCE AS WE SMASH CUT OFF HER SHOCK -- TO NELLIE, LOOKING NOW LIKE SHE EXPECTED THIS, ORCHESTRATED THE WHOLE THING, SHOOTING OUT A SLY, SATISFIED GRIN AS WE --

FREEZE-FRAME: NELLIE ON THE COVER OF PHOTOPLAY WITH A HEADING IN BIG LETTERS: "THE WILD CHILD, BY ELINOR ST. JOHN". **END MUSIC CUE.**

106 **WE'RE AT A NEWS STAND:** Manny's eyeing the Photoplay. He's well- 106
dressed. Hair slicked back. Looks sharp. Also looks slightly
lighter-skinned than last we saw him... He picks up the magazine.

MANNY

How much?

A card on-screen:

1927

107 **INT. PUBLIC BATHROOM - NIGHT**

107

A FAT MAN in a tux sits in a TOILET STALL, jerking off to the
photos of Nellie in Photoplay. OUTSIDE THE STALL, a STUDIO EXEC,
also tux-clad, pees at a URINAL. Jack ENTERS. Takes a leak as --

EXEC

Hey. Jack. Billy, remember?

JACK

(has zero recollection)

Right... Billy. Hi, how are you.

EXEC

Eh. Pretty lame event.

JACK

Uh-huh.

EXEC

You should come by the Warners lot.

Haven't seen you there in a while.

JACK

Yeah...

EXEC (CONT'D)

Jolson sound picture's real
good.

Jack turns to the Exec. Suddenly interested.

JACK

Sound picture?

EXEC

Yeah.

JACK

Like "Don Juan"?

EXEC

No, no, singing, talking. Like you're
there. And not like the shorts.

JACK
...Really?

EXEC
Oh yeah. It's wild. Did a screening
on the lot last week. People went
nuts.

Jack takes this in.

JACK
You...you think people want that
though? Sound in their movies?

At that moment WE HEAR the loud NOISE of someone in a nearby stall
taking a MASSIVE SHIT.

EXEC
Sure. Why wouldn't they?

Off that, we SMASH TO --

108 INT. JACK CONRAD'S HOUSE - DAY

108

JACK
This is what we've been looking for!!!

We're in Jack's LIVING ROOM -- Jack passionately pacing in front
of George and Manny while devouring almonds as Olga Putti SCREAMS
from the KITCHEN in Hungarian and throws DISHES against the walls.

JACK (CONT'D)
Sound is how we redefine the form!
Sweetie, I don't know what you're
upset about, I don't speak Hungarian --

GEORGE	OLGA
I heard Warners' screening	<i>Hogy bassza meg egy talicska</i>
last week was a train-wreck --	<i>apro majom!!!</i>

JACK	MANNY
What's she saying, Manuel?	Uh...
(back to George)	(off a dictionary)
I've got him learning	Something about...getting
Hungarian 'cause he's good	fucked...by a wheel-
with languages. Anyway,	barrow...of monkeys.
hiccups are normal, Geor--	

JACK
What?? Olga, does that mean you don't
like the rain machine I made for you?
(to Manny and George)
She missed the rain in Budapest so I
built her a rain machine in the garden.

OLGA
Kutyafasza! Lofasz a seggedbe!!!

JACK
 Manuel?
 GEORGE
 Hiccups that last ten years?

JACK
 It took ten years for the
 Wrights' airplane to work.
 MANNY
 Something about...a horse's
 cock...and your anus...

GEORGE
 (as the PHONE RINGS)
 It's not the same thing --
 JACK
 Why not? Progress comes in
 fits.

MANNY
 Hello?... Jack, it's Mr. Tha--
 JACK (CONT'D)
 Coming!!

Jack RUNS toward Manny, ducking from a plate Olga has THROWN as he
parkours over the sofa and grabs the phone --

JACK (CONT'D)
 Irv! I want to know about the
 Jolson movie. Send Manuel to
 New York, have him visit
 Western Electric, see the
 premiere, report back --
 OLGA
*A kurva isten bassza meg!
 Kevés vagy, mint mackósajtnban
 a brummogás, faszszopó!!!
FASZSZOPO!!!!!!*

IRVING THALBERG (O.S.)
Wait -- why? Who's that screaming?

JACK
 That's just Olga. Listen -- don't stand
 in the way of progress, Irv! Sound's
 how we push the medium forward! No more
 pussy-footing -- I want Manuel in New
 York -- make it happen!!!

Suddenly -- Jack sees that Olga has pulled out Jack's GUN.

GEORGE
HOLY SHIT -- !!!
 IRVING THALBERG (O.S.)
I just don't see the point --

JACK
 Sweetie, is this about Greta?
 You know she's just a friend--
 MANNY
Jack get down!!!!!!!!!!!!

JACK
 (starts serenading Olga)
*For the longest while, I'd forget to
 smile, then I met you --*

BLAM! Olga FIRES. George and Manny SCREAM as Jack COLLAPSES, shot.

IRVING THALBERG (O.S.)
What the fuck was that? Hello? Jack???

109 **OMITTED** 109

110 INT. ELEVATOR - OFFICE BUILDING - NEW YORK - DAY 110

SMASH TO -- a headline: "CONRAD AND PUTTI DIVORCE." A photo of a bandaged Jack in court, looking pissed. We PULL OUT to reveal the full tabloid in the hands of a bored ELEVATOR OPERATOR. PAN TO -- Manny, looking up at illuminated FLOOR NUMBERS as he ascends: 42, 43, 44... He's nervous. Has never been anywhere near this high. The elevator BELL pings -- 45 -- doors open -- and --

111 INT. ELEVATOR LOBBY - OFFICE BUILDING - NEW YORK - DAY 111

TECHNICIAN
Hey! Raul, right?

MANNY
Uh, no -- it's Manu--

TECHNICIAN

Welcome to New York! Let me tell you something. What you're about to see is going to Change. The. World. You're in movies, right? Well welcome to the future. This here is patented technology, top-secret, only five other companies are working on it...

Manny follows, words and heights swirling together as he steps past a DOOR stenciled "WESTERN ELECTRIC" and we SMASH TO --

112 INT. WESTERN ELECTRIC OFFICES - NEW YORK - DAY 112

"Gus Visser and His Singing Duck."

Manny's seated in front of a sound-rigged Moviola watching a short in which a MAN sings "Ma He's Making Eyes At Me" and a DUCK quacks each time the word "Ma" is sung. Seconds in -- the SYNC goes off.

TECHNICIAN (CONT'D)
Oh, uh...let me do a quick
reset here...

MANNY
...So this is the future.

TECHNICIAN
Well, yeah... But we don't
just have ducks.

TECHNICIAN #2
Yeah. We got one with a horse
that makes a funny sound.

MANNY	TECHNICIAN
...Uh-huh. And how do you project it?	There's a bit of a learning curve, but we made a manual.

TECHNICIAN #2 pulls out a 400-PAGE MANUAL.

MANNY

I see.

113 **INT. WARNER THEATRE - NEW YORK - DAY**

113

EAR-PIERCING DISTORTION from wall-mounted SPEAKERS. We're in the Warner Theatre during a SOUND CHECK. EMPLOYEES yell out, PAINED --

THEATER EMPLOYEE

I'm gonna get FUCKING EAR DAMAGE!!!!

We spot Manny, standing off in the back with THEATER EMPLOYEE #2.

MANNY

And the premiere is still tonight?

(EMPLOYEE #2 gives him a
look; nods)

Ok... Thank you for your help, sir.

THEATER EMPLOYEE #2

MANNY (CONT'D)

Who'd you say you were with? Janitors' Union.

114 **EXT. WARNER THEATRE - NEW YORK - LATE AFTERNOON**

114

Manny exits. Dials a PAYPHONE. It's pouring rain.

MANNY (CONT'D)

Beverly Hills, Oxford 7244... Jack?...

It doesn't work. It's not ready.

(pauses; then,)

I'm sorry...

Then -- we HEAR commotion -- a CHORUS of VOICES...

MANNY (CONT'D)

...I'll still go to the premiere...

And then Manny hears it:

VOICES

Nellie!!! Nellie!!! Nellie!!!

He turns -- and sees her. NELLIE. Surrounded by CRAZED FANS.

MANNY

I -- ok... Bye.

He hangs up -- looks at Nellie in SHOCK.

MANNY (CONT'D)

Nellie!

NELLIE

(turning, sees him --)

MANNY!!!

Manny REACHES her -- but it's INSANITY -- FANS SCREAMING, CLAWING:

NELLIE (CONT'D)
My car --

FAN
Gimme an autograph, Nellie!!!

Manny SHIELDS her, PUSHES at the crowd, has to PUNCH one of the FANS to BACK him off -- HELPS Nellie into her CAR, DOORS SHUT -- a FAN grabs the car's REAR BUMPER, hangs on as the car HAULS OFF, his body DRAGGED across the asphalt before he finally lets go.

115

INT. NELLIE'S CAR / EXT. SANATORIUM - LATE AFTERNOON

115

NELLIE
Ok, Tony -- next stop!!

The DRIVER speeds. Nellie and Manny BREATHE OUT, spent. Then --

MANNY
It's -- it's --

NELLIE (CONT'D)
How ya been, honey???

MANNY
I -- good...
(then,)
You remember me...

NELLIE
'Course I remember you!!

MANNY (CONT'D)
You're a star now...

NELLIE
I was always a star, honey.

MANNY (CONT'D)
Are -- you here for a movie?

NELLIE
Nah, just escapin L.A. for a few days. This dickwad sayin I owed him a hundred bucks at craps. Wallach straightened him out. But it pissed me off so I went on a gamblin spree. Then Wallach got pissed. Anytime I'm pissed I just gamble. Wallach says that's a problem. Why're you here?

MANNY
I -- Jack Conrad sent m--

NELLIE (CONT'D)
Jack Conrad! I'd fuck him.

MANNY
Ok. I'll -- let him know --

NELLIE (CONT'D)
I met Ramon Novarro last week. I'd fuck him too.

MANNY
Right --

NELLIE (CONT'D)
Shame Conrad sends you here though. I moved outta this place first chance I got. Brought nothin but my dad with me. He's my bus'ness manager now. He's really bad at it.

MANNY

Oh yeah?

NELLIE

Yeah, he can't add or spell.

MANNY

Huh. Why not hire someone else?

NELLIE

'Cause he's my dad, what else is he gonna do? D'you think I should shave my pussy?

MANNY

What?

NELLIE

I been thinkin 'bout it lately. Do you remember what it looks like?

She moves to show him, but he quickly stops her --

MANNY

It's ok -- I remember it.

NELLIE

Well I been wond'rin if I should trim it. I hear Lillian Gish is completely shaved. Then again Garbo's still got her armpit hair so who knows what's right?

MANNY

Yeah -- it's a -- difficult question --

NELLIE

We're here.

Car's stopped. Nellie exits. They've pulled into an ALLEY.

NELLIE

I'll just be a minute.

(then, thinking,)

Actually...d'you mind goin in with me?

MANNY

(surprised)

Oh -- uh -- ok...

Manny gets out.

Nellie's cheeriness fades as a NURSE greets them inside --

NURSE
May I help you?

NELLIE
Yeah, I'm Nellie LaRoy...

The Nurse nods, heads, leaving Nellie and Manny standing in the hall. Nellie does not enter further. Does not remove her coat.

Then, the Nurse returns -- with a thin, frail WOMAN in her 40's.

NELLIE (CONT'D)
Hi...

A beat. The Woman just looks at Nellie. Nellie hesitates, then --

NELLIE (CONT'D)
I'm Nell.

The Woman seems baffled. She and Nellie stare at one another.

NELLIE (CONT'D)
Seems okay in here... This is Manny.

MANNY
Hi...

NELLIE
He works in movies too.

The Woman looks even more baffled now. It's clear she has no idea who Nellie is. She turns to the Nurse. Nellie does as well --

NELLIE (CONT'D)
Alright... Thanks.

The Nurse ushers the Woman (who hasn't said a single word) away.

117 **INT./ EXT. NELLIE'S CAR - NIGHT**

117

Nellie and Manny sit in the car as it drives. She's quiet now. A total change from before. Manny looks at her, wondering...

Finally, after a moment --

NELLIE (CONT'D)
I hate it when people put jimmies on
their fuckin ice cream.

Manny turns to her. Even more confused now.

NELLIE (CONT'D)
They just mess up a good thing. You
know what I mean?

MANNY

Uh...

NELLIE

I never done nothin 'cept
disappoint people. Teachers told me
I was no good. Boys told me I was
no good. Ev'ry castin director in
New York told me I was too short or
too fat. Usually I was too fat. My
mama had a few fat years too.
Wouldn't know it by lookin at her
now. I been payin for her to stay
in that place and she don't even
know me no more.

(then, before Manny can respond --)
They fucked up with me, you know. I
make 'em squirm too much. I like
makin 'em squirm. Let 'em know I
made it on my terms, not theirs.
When I'm done I'll pack my bag and
I'll dance my fat ass off into the
night and they'll know they were
never able to control one goddamn
fuckin thing.

She's talking fast, emotional. Seems on the brim. Manny looks at
her. Thinks.

NELLIE (CONT'D)

You like ice cream?

MANNY

Yes, of course...

A beat. After a moment --

MANNY (CONT'D)

My family lives in L.A., you know.

NELLIE

In L.A.?

MANNY

In L.A., yeah. Same as us.

NELLIE

I thought you were Mexican.

MANNY

I am. We crossed the border when I
was...eleven...? We were running from
La Revolucion. Same as Novarro.

(a beat)

In Mexico my dad was a doctor. And as
soon as we came here...*pues*...he works
in the fields now.

NELLIE
Why isn't he a doctor here?

MANNY
Because he never learned English.

NELLIE
Oh.
MANNY
Because he never learned English and...

NELLIE
But you speak English.
MANNY
I try to. Yeah.

A beat.

MANNY
You know what's kind of funny? I never go and see them. It's been ...six years.

NELLIE
Six years?
MANNY
Six years. My brother, my sister...

NELLIE
Shit.

MANNY
Yeah. "*Shit*". "*Shit*"...
(a beat)
And it's not far. I could take a car and it's a half-hour drive to go and see them...

NELLIE
But you never do.
MANNY
Never.

NELLIE
I get it.

MANNY
Si, pues...
(beat; guilt on his face)
I send money. That's what I do. I send money...
(another beat)
It's easier to be on my own.

NELLIE

I've always been on my own.

Manny looks at her. A silent beat.

MANNY

Tu también?

She nods. The car pulls over. They've arrived at GRAND CENTRAL STATION.

Nellie squeezes Manny's hand -- then slides on SUNGLASSES and a SHAWL to hide her face. Steps out.

NELLIE (CONT'D)

Tony, you take Manny wherever he needs.

MANNY

No, that's ok --

NELLIE (CONT'D)

I insist.

Then she looks at Manny. Leans in -- and gently KISSES his cheek.

NELLIE (CONT'D)

I'll see ya in L.A., sweetie. Ok?

Manny nods. He's feeling more love than he's ever felt.

MANNY

Ok.

Then -- Nellie's off. Manny watches her go as the car pulls away.

TONY (O.S.)

Where to?

MANNY

Warner Theatre...

And slowly WE DISSOLVE TO...

118

INT. WARNER THEATRE - NIGHT

118

The MOVIE has already begun. We don't see what's onscreen. Manny enters. Finds a seat. Someone is SINGING, but Manny barely notices... He smiles. He's in love. We can make out some of the lyrics he isn't listening to: "...He's an angel / Of joy..." Playing back the conversation he and Nellie just had in his head, Manny leans back...then hears LOUD APPLAUSE.

He shifts in his seat. Notices -- the WOMAN next to him is CHEERING. The MAN next to her as well. A WAVE OF HOSANNAS rolls over from behind. Manny turns around. Follows the applause with his ears and eyes. CLAMOR sweeps in from the front of the theater now too -- hands CLAPPING everywhere, a CHORUS of "Bravo"s.

Finally Manny rises from his seat. The entire theater, packed, is ROARING. A thunderous OVATION. He's never seen anything like it. He looks ahead -- and WE PAN to finally SEE what's on the SCREEN:

It's FOOTAGE of a PACKED CLUB. It's like a mirror of the Warner Theatre, full of PEOPLE APPLAUDING. And in the center -- AL JOLSON as a SINGER, waving his hands at the FANS -- and then exclaiming out loud:

AL JOLSON (ONSCREEN)
*Wait a minute. Wait a minute. You
ain't heard nothin yet.*

We PAN BACK to the AUDIENCE -- even more amazed now. And to Manny -- eyes on the screen, then eyes on the audience, then back on the screen -- taking in the spell that's being cast.

AL JOLSON (ONSCREEN) (CONT'D)
*Wait a minute, I tell ya. You ain't
heard nothin! You wanna hear "Toot
Toot Tootsie"? Alright, hold on!*

Jolson launches into "Toot Toot Tootsie". The audience bob their heads, tap their feet. Manny can feel it -- the electricity in the theater...

...and the ground permanently shifting beneath him.

He turns and HURRIES for the exit. We FOLLOW him as his FAST WALK gradually builds into a RUN -- out through the LOBBY...

119 **EXT. WARNER THEATRE - NIGHT**

119

...and right to the PAYPHONE. He speedily dials -- as our SHOT reveals a BILLBOARD just above -- and the film's title, visible for the first time: "THE JAZZ SINGER".

MANNY
Jack? It's me again...

WE SMASH CUT TO:

120 **INT. SOUND BOOTH - DAY**

120

BLACK. Then a MICROPHONE is dipped into frame. It's big and odd.

May 1928

We PAN to a trembling ACTRESS holding a sheet of paper. She looks up, as though for a signal. Then begins reading into the mike:

ACTRESS (BOBBIE HART)
*"Little Bo Peep has lost her sheep
And doesn't know where to find them..."*

DON WALLACH (PRELAP)
Here's what we've decided to do.

121

EXT. FIELD - KINOSCOPE PICTURES - DAY

121

Don Wallach is addressing a field full of CONTRACT PLAYERS:

DON WALLACH (CONT'D)
I know you're busy right now. A lot of shows shooting. I get it. I know sitting here discussing sound might not seem top of the agenda. But with "Lion and the Mouse" about to open I think it's important to address, on the off chance the "talker" proves more than just a fad. Which I doubt it will. So here goes...

INTERCUT W/ SOUND BOOTH: MORE ACTORS READING "LITTLE BO PEEP" --

ORVILLE PICKWICK
*Leave them alone and they'll come home,
Bringing their tails behind them...*

DON WALLACH
Every contract player here will record a sound test. This is pure formality.

ACTRESS (LUPE MORALES)
(thick Spanish accent)
*Little Bo Peep fell fast asleep
And dreamt she heard them bleating...*

DON WALLACH
Over the next week, we'll announce a few films with speaking interludes. Not too many. We don't want to overdo this or it'll cease to be a novelty.

ACTOR (OLAF LUDVIGSEN)
(thick Danish accent)
*But ven zee avoke, zee found it a joke,
For zey vere still a-fleeting...*

DON WALLACH
To be clear -- none of this affects anything we are currently shooting. All current movies continue as scheduled. This is just precaution, and just while the talking fad lasts.

And now we're ON NELLIE, in the SOUND BOOTH, the paper in hand.

NELLIE

*She...heaved a sigh and...wiped --
wiped her eye...*

Her speech is hesitant, halting. She's not the best reader.

NELLIE (CONT'D)

*And over the hills...over the hill-
ocks went ramblin...*

She hears PENCILS scratching. Looks up -- to a group of SOUND ENGINEERS, listening to her and taking notes... She feels instantly self-conscious. Feels them judging her. Nerves start spiking. She begins to STAMMER:

NELLIE (CONT'D)

*And...tr--tried what she c--could...
as a...shep-herd-ess...should...
To tack each again to its l-lamb-kin.*

She's done. Scrunches her eyes. "Lambkin". Then looks back up:

NELLIE (CONT'D)

Alright, we through? Yeah? Good.
(tosses the paper)
And "lambkin" is a retarded word.

Off that --

122	OMIT	122
123	EXT. BACKYARD/POOL - JACK CONRAD'S HOUSE - NIGHT	123

A BLAST of HORNS. We're on a BAND we recognize -- Sidney in the center. And we're somewhere we've been before -- Jack's house.

It's a POOL PARTY. Energetic crowd, REVELERS dancing, others swigging CHAMPAGNE from the water. Irving Thalberg, already plastered, plays with a bouncing ball in the pool like an infant. WE SEE Manny, has just arrived --

JACK (CONT'D)

Manuel. Meet Estelle. She's from Broadway. A real actor. We got engaged yesterday. Now she's trying to explain to me that movies are a low art.

Manny shakes ESTELLE's hand. She's prim and proper, mid-Atlantic accent. Jack, a bit drunk, suppresses a burp.

MANNY

Drinks?

JACK

Double shot of tequila.

ESTELLE

Water.

Jack shares a look with Manny. Manny heads off -- as a WOMAN with bananas and pineapple in her hair passes by.

TOPLESS WOMAN

Hola Jacky!!

JACK

Hola Carmelita!!

(then, to Estelle,)

No idea who that is.

BACK TO SIDNEY: Capping his solo with a virtuosic flurry as --

JACK (CONT'D)

Point is, I think movies are *just* as profound. And with sync sound -- which, who knows, could be what the discovery of perspective was to painting -- what I think we have here in Hollywood is a *high* art. It's --

NELLIE (O.S.)

PARTY TIME SPARKLE-COCKS!!!!!!

GATE DOORS FLY OPEN and in STRUTS Nellie -- in an absurdly skimpy outfit and with FIFTEEN GORGEOUS, SHIRTLESS YOUNG MEN on her arms. Estelle and Jack turn and gape -- in shock.

NELLIE (CONT'D)

Hello Jack Conrad!!! Hot damn, you're even more fuckable in person!

JACK

...Why, thank you. This is --

ESTELLE

His fiancée.

NELLIE

Nice to meet you, fiancée. Don't worry, I won't actually fuck him.

(MORE)

NELLIE (CONT'D)
 I beat the whole U.S.C. football team
 at craps and now they gotta be my
 slaves all night.

Estelle looks at the SHIRTLESS YOUNG MEN. Even more appalled now.

FOOTBALLER #1
 Are you, like, really Jack
 Conrad?

NELLIE (CONT'D)
 And Jack, my dad wanted to
 meet you, he's my manager --

ROBERT
 Rob Roy. I also sing.

JACK
 Jack. Movie star. I also act.

ROBERT
 It's a good thing we met, Jack. Got a
 hot bus'ness proposition just for you --
 a Nellie-themed diner. I'm callin it
 "The Wild Child Grill." Gonna sell
 sandwiches shaped like her face. Got
 some pretty important folks beggin to
 invest. Ever heard of...*Chaplin*?

Robert whips out a PHOTO -- of himself giving a thumb's up while
 posing with a very-uncomfortable-looking Charlie Chaplin.

MANNY (O.S.)
 Nellie!

Nellie turns -- and SEES Manny, just arrived with the drinks.

NELLIE
 Hi... Oh -- Craig, did Spee get in?

Manny's caught off guard. A beat. Jack sees the drinks --

JACK
Grazie mille!

NELLIE (CONT'D)
 Oh, can I get a beer?

Nellie's addressing Manny now. Manny looks at her. Feels Jack's
 eyes on him. Another beat.

MANNY
 ...Ok.

NELLIE (CONT'D)
Gracias.

Manny turns. Confused. Hurt. Pissed. Spots a half-drunk GLASS OF
 BEER on a table. Grabs it. Hands it to Nellie. Walks back off. As
 he goes, we spot Lady Fay. Her eyes on Nellie. Thinking...

SIDNEY

It's not a threat, it's just how it is. You keep playing flat I'm gonna head-butt you in the face.

SIDNEY

You ever heard of Alexander Scriabin? Russian piano player, broke his own hand so his fingers could stretch wider across the keys.

SAXOPHONIST

Joe, did you hear what he just said? Listen to this psychopath! When are you going to do something??

SAXOPHONIST

The fuck do I care about Alexander Scriabin?

SIDNEY

I'm just saying, if I head-butt you it might change the shape of your face and give you a better sound.

SAXOPHONIST

You are fucking deranged, Sidney. Deranged. That's why none of these guys is ever gonna hire you.

SIDNEY

I'm just talking about being committed to the music.

SAXOPHONIST

We'll see who Irving Thalberg hires. We'll just see.

SIDNEY

Irving who?

SAXOPHONIST

Thalberg.

SIDNEY

What do you have a lisp?

SAXOPHONIST (CONT'D)

Fuck you.

PAN TO -- Nellie, now with ELINOR ST. JOHN, whose wild hair's been freshly DYED in flaming orange-red. Robert's here too --

NELLIE

Elinor's tryin to "civilize" me, ain't that nice?

ELINOR ST. JOHN

"Isn't that nice?", remember? And more attire next time.

NELLIE

She thinks she's an expert 'cause her hair looks like a carrot fucked a tornado.

ROBERT

Let her dress how she wants, Elinor -- Nellie dresses low 'cause she *is* low. Now lemme tell you all 'bout the time I fought a rattlesnake.

Off Nellie, stung, we PAN TO -- Manny, eyes on her, likewise still stinging, heading over to Jack, seated with Estelle and Thalberg:

MANNY

Jack. It's George. He was rejected again and he's trying to drown himself in the toilet.

ESTELLE

What???

JACK

(to Estelle, *don't worry*)

That's just George. Which bathroom?

As Jack rises, unfazed, the calypso cue ends --

BANDLEADER (O.S.)

And now, Miss Lady Fay Zhu will choose a partner!

-- and a new cue begins. An ERHU starts playing. Sidney and the Saxophonist regain the stage.

125 OMIT

125

126 The erhu now gives way to a TANGO as Fay, looking like a goddess,¹²⁶
glides through the crowd, eyeing the guests... We PAN OFF to find
-- Nellie again, now on her own, eyeing someone -- her dad, who's
sidling up to a GIRL even younger than she and making a move he's
clearly practiced a lot:

ROBERT BOW

Hi. I'm Nellie LaRoy's dad. Rob Roy.
She added the "La". What's your name?

Off Nellie, her anger and disgust building, we return to -- Fay,
slinking like a hunter past a few MEN, a few WOMEN, before finally
landing on...

...Nellie.

Fay looks at her. Nellie turns and looks at Fay: *What?* A beat.
Then -- Fay TAKES Nellie's hand and -- to Nellie's shock -- PULLS
her onto the DANCE FLOOR. As the entire crowd GAPES --

-- Nellie and Lady Fay DANCE.

Nellie doesn't know what's happening. For the first time, we see
her in the grip of *someone else's* eroticism. Fay is in control.
Holds Nellie tight. Moves her across the floor. Runs her hand down
Nellie's BARE BACK, brings her in CLOSE -- 'til the two can taste
each other's BREATHS -- while, outside the nearest DOOR --

-- Manny watches it all. Still pissed at how Nellie treated him --
yet all the same wishing he were Lady Fay.

Jack pops out of the door behind Manny -- now drenched:

JACK

I need your help. He's getting aggressive.

BACK TO NELLIE AND FAY: Their DANCE growing more and more heated, more and more charged... Hands CLASPED, eyes LOCKED -- Fay unwavering, Nellie still nervous -- pulses rising, sweat trickling -- an electric current between them...

Fay PULLS Nellie even CLOSER -- their faces now TOUCHING...

Fay CLOSES her eyes -- LEANS in -- lips NEARING Nellie's...

Nellie's BREATHING so fast -- *what is happening???*

She closes her eyes as well -- the moment is here, we can feel it -- hearts pounding, nerves firing, they're about to KISS, when --

FOOTBALLER #2

CANNONBALL!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!

-- ONE OF THE FOOTBALLERS CHARGES RIGHT INTO THEM, DRUNK.

Tries to do a cannonball into the pool but crash-lands onto the curb instead. Starts writhing in pain.

Nellie, STARTLED out of her reverie, blinks. Then -- as if having abruptly awoken from a spell -- she DASHES away.

We TURN to Fay -- visibly disappointed...

- | | | |
|-----|--|-----|
| 127 | OMIT | 127 |
| 128 | OMIT | 128 |
| 129 | ON NELLIE: Finds a ROOM with a sink. Ducks in, locks the door. Tries to breathe. Seems seized with fear, completely overcome. And then -- bursts into LAUGHTER. | 129 |
| 130 | BACK OUTSIDE: Fay, standing alone outside, processes... The cue ends. She bows to applause. Walks off -- just as Thalberg, somehow even more plastered than before, approaches the bandstand: | 130 |

IRVING THALBERG

Maaannn... You're *grrrrrreat!* Call my office -- we need *moozish* -- *musicians*...

He teeters, then plops a card in Sidney's hand. The Saxophonist, seeing the exchange, hurries in, EXCITED --

SAXOPHONIST
It's an honor to meet you,
Mr. Tha--

IRVING THALBERG (CONT'D)
Yeah I'm gonna go throw up
now...

Thalberg STAGGERS away. The Saxophonist, annoyed, looks at Sidney. Looks at the business card in Sidney's hand. Sidney looks at him.

SIDNEY
That's Mr. Salberg?

SAXOPHONIST
Thalber-- Fuck you.

131 **BACK TO NELLIE:** She's rinsed her face, ready to go back out. Heads to the door to unlock it -- when she hears MALE VOICES outside...

MALE VOICE #1
...heard how awful her sound test was?

MALE VOICE #2
LaRoy's? I heard. But what
d'you expect?

MALE VOICE #1 (CONT'D)
She can't act. She can fuck
but she can't act.

MALE VOICE #2
Well you gotta take shots
after fucking her...

MALE VOICE #1 (CONT'D)
Maybe sound takes off and
Wallach'll have an excuse to
finally dump her...

The VOICES drift away. We linger on Nellie. The viciousness has shocked her. She finds herself trembling. And for a moment, TEARY.

No. Fuck that. She wipes the tears away. But they keep coming. She goes to the sink. Rinses her face again -- washing the tears off.

NELLIE
Don't be a baby... Don't be a baby...
(then, looking in the
mirror, the rage building)
You motherfuckers...

132 **BACK OUTSIDE:** Jack and Manny emerge, both soaked, with George, ah32 UNSCREWED TOILET SEAT STUCK AROUND HIS NECK. NELLIE MARCHES out of the house past them -- and BEELINES straight for her dad.

ROBERT
...and *that's* when I g-g-
grabbed the snake with my h--

NELLIE (CONT'D)
(cutting right in)
Big fuckin man, right?

Robert looks up at her, drunk. Still hitting on the same GIRL (her name's LIZ).

ROBERT
...Whaaat?

NELLIE

Still with the fuckin rattlesnake story
you always tell? I got an idea: how
'bout you fight a real one right now.

ROBERT

Uh... Ok. No prrrrrroblem.

LIZ

Um, what?

NELLIE

Good.

Nellie then turns, CLAPS her hands and SHOUTS OUT TO THE CROWD --

NELLIE (CONT'D)

Alright all you big-dick Mister Men!
Wanna watch my dad fight a snake??!?

Silence. Everyone just looks at Nellie like she's crazy.

Until --

JACK

FUCK YEAH!!!!!!!!!!!!!!

Nellie looks at Jack. Alright. Now people start RALLYING. Nellie
SWEEPS up Footballers, Jack GRABS Fay and Estelle, and Manny --
torn -- joins the train as well.

FOOTBALLER #3

Uh, where are we gonna find a
snake?

JACK (CONT'D)

I've played trackers, I know
where to look.

Jack then ZEROES IN on Robert and, dead-serious --

JACK (CONT'D)

Have you actually fought a snake before?
Because if we're going to do this a snake
has to get fought. I'm happy to jump in
and do the fighting but I don't want to
get in the way of whatever's going on
with you and your daughter.

ROBERT

(slurring massively)
A ssssnake is gettin fought!

LIZ

Uh, Rob, I'm really not
comfortable with this.

Jack SNATCHES a BATON -- LEADS the CROWD toward the door like an
intoxicated Pied Piper as Nellie zooms to Elinor --

NELLIE

Wanna watch a snake-fight?

ELINOR ST. JOHN

"Would you like to?" And yes.

-- and the MASS EXODUS floods toward the exit, passing by Sidney --
as he gazes at Thalberg's BUSINESS CARD in his hand, and thinks...

JACK (O.S.)
*Andi-fucking-amo, everyone! **LET'S FIGHT***
SOME SNAKES!!!!!!

133 **EXT. DESERT - NIGHT** 133

A vast expanse of desert just outside Los Angeles. A caravan of
 CARS has been driving for a long time. We POP into --

134 **INT. FIRST CAR - DESERT - CONTINUOUS** 134

Nellie's next to a mortified Estelle, as, angry, on a mission --

NELLIE
 Chaplin's hung, sure, but Gary Cooper's
 a fuckin *horse*. Unfortunately he's also
 a *pussy*. All that cock and no balls.
 (snorts some coke from a spoon)
 What're the schlongs like on Broadway?

PAN to Jack at the wheel, gunning 100MPH while Manny and a sad-
 looking, toilet-seat-jiggling George sit beside him.

JACK
 (using a Western drawl now)
 You gotta look fer holes 'tween the
 rocks, the li'l fuckers like to *burrow*!
 (almost SKIDS off the road but
 doesn't notice; turns to George)
 It doesn't look that bad, buddy. Really.

135 **INT. SECOND CAR - DESERT - CONTINUOUS** 135

Elinor is squeezed in between a handful of the FOOTBALLERS --

ELINOR ST. JOHN
 Has any of you strapping young men read
 my novel "The Arabian Prince of Pleasure"?

-- while up front, Robert, trashed, lectures the very-uneasy Liz:

ROBERT
 Now, Liz, there are *sev'ral...steps* to --
rattlesnake combat, you see... Fffirst --
 you want to *stun* the snake by *slap*...
ping it...with the back of your hand...

136 **EXT. DESERT - MOMENTS LATER** 136

NELLIE (O.S.)
I FOUND ONE!!!!!!

He tries to continue -- but all that comes out is inarticulate NOISE. His tongue starts to FLAP, his eyes ROLL backward and stay there this time, he makes a strange GURGLING SOUND -- and finally he COLLAPSES face-first in the sand. He's PASSED OUT.

NELLIE

Mother-FUCKER!!!!!!!!!!!!!!

Nellie's PISSED. Turns to the MEN around her with vindictive RAGE:

NELLIE (CONT'D)

I wanted to see someone fight a rattlesnake!! Who'll fight it???

A moment of silence. The MEN -- Manny, George, the Footballers, even Jack -- all look at one another. We then hear a CHORUS of:

MEN

I'm good.

OTHER MEN

Yeah, no thanks.

Now Nellie is really furious:

NELLIE

GODDAMNIT YOU FUCKIN PUSSIES!!!!

She starts pacing around, DESPERATE now --

NELLIE (CONT'D)

The night's almost over, I got a 10am call in the mornin and I wanna see a motherfuckin **SNAKE FIGHT!!!**

FOOTBALLER #1

Nellie-babe, maybe we should go --

NELLIE (CONT'D)

Don't "Nellie-babe" me you six-foot vagina!

The Snake HISSES again. People start RETREATING... Finally --

NELLIE (CONT'D)

Fine! I'll do it!!!

A VOLLEY of SCREAMS in response --

VOICES

NO!!!!!! DON'T!!!!!!

Manny -- resentment gone, gut reaction taking over now -- RUNS OUT to STOP her -- but she's already STANDING right over the hissing Snake --

NELLIE

I'm more man than *all* of you!
I ain't a fuckin pussy!

ELINOR ST. JOHN

"Am not".

Nellie pauses for a moment -- takes a breath -- bends down --

MANNY

-- NELLIE -- !!!

-- and GRABS THE SNAKE WITH HER HANDS.

It starts WRITHING like CRAZY -- but Nellie miraculously seems to HAVE CONTROL. Manny holds his breath. Nellie turns to the crowd --

NELLIE

See??? All you chicken-shit fuckwa--

-- and the Snake SURGES at her NECK like a bolt of lightning and CLAMPS ITS FANGS right into her flesh.

NELLIE (CONT'D)

AAAAUUUUUGGGGHHHHH!!!!!!

The revelers go APESHIT. Even *more* so when -- THE SNAKE WON'T LET GO. Its fangs STAY in Nellie's neck, its TAIL GYRATING as Nellie SCREAMS like a banshee and RUNS in circles.

NELLIE (CONT'D)

IT'S NOT LETTING GOOOOOOOOO!!!!!!!!!!!!

Her arms FLAIL and GRASP in vain at the won't-let-go Snake as --

MANNY SPRINGS INTO ACTION -- pure instinct, *must save the day* -- RUNS forward, faster than he's ever run, charging like a soldier into the fray -- LUNGES at the Snake with all his energy, GRABS its tail with all his strength --

MANNY

I got i--

-- but the tail SLIPS out of his grasp and WHIPS him across the face with what feels like the force of a truck. He immediately DOUBLES backward and HITS the ground, knocked out.

ELINOR ST. JOHN

FOOTBALLER #3

Good God, someone get help!!! We're miles from *anything*!!!!

Nellie starts running FASTER -- it's as though the snake bite has injected ADRENALINE into her veins -- she's a fucking hurricane now -- BARRELING right for --

-- George, who starts FLEEING and SCREAMING, the toilet seat gyrating around his neck -- he TRIPS and violently FALLS -- as, from the car, freaking the fuck out --

ESTELLE

Jack, do something!!!!!!!!

But Jack doesn't seem to hear Estelle at all. He just STANDS IN PLACE, watching the insanity as if from a remove -- as if an audience member at a movie. All the folks around him lose their shit -- but all he does is break into a faint, wistful smile...

The cacophony FADES OUT, replaced by the SOFT SOUND of a portable Victrola in one of the cars... An oboe soloing over a BITTERSWEET JAZZ TUNE... Jack -- completely zoned out, his eyes staring off into the vast distance -- stays still, and takes it all in...

We SEE what he SEES -- the herd of revelers running and screaming -- but without sound, just the music scoring them. They look somehow disembodied now -- like spirits acting out some *danse macabre* in the dawn desert light...

Jack casts his gaze downward, as if thinking of something -- as if experiencing a moment of sublime clarity...

The smile fades. Melancholy takes hold. And, finally -- at last breaking through the quiet and REACHING HIM --

ESTELLE (O.S.) (CONT'D)
...JAAAACK!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!

A beat. JACK SUDDENLY SNAPS OUT OF IT. LOCKS eyes on Nellie, still grasping at the Snake -- and -- CLICKING HIS BACK INTO POSITION --

JACK
Once more unto the breach, dear friends
-- once more!!!!!!!!!!

-- he RUNS toward Nellie without hesitation -- eyes on the Snake, he's going to take it down --

JACK (CONT'D)
¡MUERE, HIJO DE PUTA!

-- WHEN HE'S SUDDENLY SIDESWIPE BY ONE OF THE CARS. A frantically FLEEING Footballer's at the wheel. Jack's BODY SLAMS AGAINST THE WINDSHIELD -- ROLLS ACROSS THE TOP -- BOUNCES OFF LIKE A RAG DOLL -- LANDS WITH A VIOLENT THUD ON THE GROUND. He's out cold.

ESTELLE
OH MY GOD -- !!!!!

Nellie starts FOAMING AT THE MOUTH while Estelle runs to Jack. The pissed-off Snake just RATTLES more and more feverishly -- Nellie's eyes ROLL BACK, her face going pink and purple, she's on death's door now -- one Footballer starts WEEPING -- another just starts VOMITING -- it's the most hopeless of shitshows -- until finally --

LADY FAY ZHU
 For fuck's sake...

-- FED UP with everything, Fay -- who has somehow remained cool through all of this -- reaches into one of the cars, leans back out with a SMALL KNIFE, calmly walks up to Nellie --

-- and SLICES the Snake in HALF in one fell swoop.

MEN

HOLY SHIT!!!!!!!!!!!!!!

Blood GUSHES like a geyser. The Snake's still-gyrating TAIL falls to the sand -- the HEAD still attached to Nellie's neck.

Nellie COLLAPSES to the ground, PASSED OUT. Fay SPRINGS atop her and GRABS, with her bare hands, the top and bottom of the Snake's MOUTH -- PULLS with all her might -- PRIES open the Snake's JAW -- RAMS it open til it SNAPS -- CHUCKS the Snake's DECAPITATED HEAD and leans into the BITE MARKS. They're puss-filled, bubbling...

Fay PRESSES her mouth to the bite marks -- and SUCKS. The others watch all of this in awe -- their eyes going wider and wider as Fay sucks and spits, sucks and spits -- sucking all the venom out.

Finally Fay stops. Pulls back. Takes a breath. A beat.

It's done.

She procures a small flask of whiskey from under her dress. Takes a swig to swish out her mouth -- then DOUSES the rest of the bottle right onto Nellie's wound as disinfectant.

Nellie SPRINGS AWAKE -- the pain from the alcohol's sting SURGING through her. CATAPULTS up to a seated position, GASPING for air and in a total DAZE.

A long beat. Fay looks at Nellie. Nellie's eyes shake -- then slowly settle onto Fay.

Another beat.

And then -- without blinking -- as if on autopilot -- Nellie LUNGES FORWARD at lightning speed -- GRABS Fay's face --

-- and DECKS her with a full hot-and-heavy FRENCH KISS.

This is the answer to their dance -- the kiss Fay never got. With that, Nellie FALLS back against the ground -- and passes back out.

Silence.

137 **OMIT**

137

138 **OMIT**

138

139 INT. CAR - OUTSKIRTS OF LOS ANGELES - DAY

139

Fay's at the wheel. Nellie's by her side -- red-eyed, a giant makeshift BANDAGE over her neck. Both of them look beyond dazed. For a while, neither of them says a word. Finally --

LADY FAY ZHU
You said your call-time's ten, right?

Yeah... NELLIE

140 EXT. KINOSCOPE PICTURES LOT - DAY

140

Fay's car drives onto the LOT. It's 10 AM. Fay and Nellie hurry out, but they soon notice -- the lot's empty. It's eerily quiet... They reach a DRESSING ROOM -- it's LOCKED. Fay knocks --

LADY FAY ZHU
Hello? Is anyone in there?

A beat later -- the door OPENS. A young STAGEHAND looks SHOCKED to see Lady Fay Zhu and Nellie LaRoy standing here.

STAGEHAND LADY FAY ZHU (CONT'D)
Uh -- hi -- can I -- help -- Yeah we're here for work.

STAGEHAND
Oh... But -- studio's closed...

Fay looks at him. *What?*

LADY FAY ZHU STAGEHAND (CONT'D)
...Closed? 'Til when? 'Til they...build the
 soundstage...

A beat. Fay and Nellie look at each other. Truly bewildered now.

STAGEHAND (CONT'D)
Geez, I... Did you...not
hear? Can I get you two a
sandwich or...something?

LADY FAY ZHU
...Hear *what*?

STAGEHAND
That -- uh -- Wallach...changed his
mind when the..."Lion and the Mouse"
numbers came in this weekend...
(he pauses; then,)
It's all talkies from here on out.

And off that --

WE SMASH CUT TO BLACK.

141

INT. SOUNDSTAGE - KINOSCOPE PICTURES - DAY

141

WE FADE IN on an interior shooting stage -- or "SOUNDSTAGE", as it's now called. The first thing we notice is the silence. A card:

July 1928

This is the polar opposite of the shooting environments we've seen before. Gone is the hustle and bustle. Gone are the movies shooting simultaneously. A few CREW MEMBERS sit and wait quietly -- already hot and sweaty. The rest of the stage is completely empty.

Another thing we notice -- the darkness. The only light here is artificial. No open air, no sunlight. The walls are thick and imposing, the doors black slabs. A red lamp hangs over each of the doors, and "SILENCE!" signs are everywhere.

The single movie set is of a COLLEGE DORM ROOM. Hanging over it, from the rafters above -- is a GIANT MICROPHONE. In front of the set is a BIG WOODEN BOX with a sheet of GLASS. Inside, pointed through the glass, is the CAMERA. Finally, looming above, also enclosed in glass -- is the SOUND BOOTH, where a sound engineer, LLOYD (from New York) sits at the ready, hands on dials. Something about the whole set-up fills us with dread...

NELLIE appears -- in costume as a new college freshman. RUTH approaches her, MAX by her side. In Nellie's hands is something else we haven't seen before: a SCRIPT.

RUTH ADLER

Alright, Nell -- how do you feel?

NELLIE

I'm ready...

RUTH ADLER

Yeah? You ok to try a take?

NELLIE

Yep.

RUTH ADLER

Ok, great. We're going to pre-roll first so I'll cue your entrance. First mark is where you say the line "Hello, college". Then you head to the phone and we do the rest of the dialogue.

NELLIE

Sounds easy.

RUTH ADLER
I think it will be. Lloyd -- any
directions on voice?

LLOYD
No, we're good up here, Ruth!

RUTH ADLER
Great! Mark, can we fix her makeup?

A MAKEUP ARTIST hurries over to hide Nellie's sweat.

NELLIE
...No air conditioning?

RUTH ADLER
Too loud.

A beat. The Makeup Artist finishes. Ruth looks at Nellie. Smiles.

RUTH ADLER (CONT'D)	MAX
Be natural. You'll do fine.	Alright, places everyone!

Nellie manages a smile to Ruth. Nods. Is handed LUGGAGE. Heads
behind the DOOR to the SET. A D.P. enters the soundproof CAMERA
BOX and CLOSES a door behind him. Other CREW MEMBERS scurry into
place -- we hear heavy FOOTSTEPS --

LLOYD
Woah, what is that?

Silence. Max turns -- sees one of the GRIPS, frozen mid-walk.

MAX
Harry, what kind of shoes are those?

GRIP	MAX (CONT'D)
I... Uh...	Come on, guys, rubber soles.
	(shouting out)
	Everyone, a reminder --
	rubber soles <u>only</u> from now
	on. Ok, camera and sound!

The CLAPPER brings the SLATE into position for camera --

CLAPPER	D.P. (BILL) (O.S.)
Scene 17, Take 1 --	Mark --

Just then -- one of the soundstage doors OPENS -- it's a P.A. --

MAX
CLOSE THAT!
(the scared P.A. does so)
(MORE)

MAX (CONT'D)
For fuck's sake, don't you know
what the red light means?

WE CUT TO Nellie. Alone behind the set door, running lines *sotto* --

NELLIE
Hello, college... Hiya, this is
Joanne from 31 Grimes Hall...
(stops, looks down at her script)
...31 Grays Hall...
(starts again)
Hiya, this is Joanne from 31 Grays
Hall, I jus wanted to...to...
(looks again)
...to see if the phone worked...

She's nervous. Starts trembling a bit. The script is stained with SWEAT, splotted with MAKEUP. The INK on some words runs free.

	CLAPPER (O.S.)	D.P. (BILL) (O.S.)
Scene 17, Take 1 --		Mark --

Nellie puts the script away. We hear the SLATE.

RUTH ADLER (O.S.)
And action!

The SILENCE that follows is so thick you could cut it with a knife. No mood music. No anything. Finally, gradually, we hear certain sounds emerging. A soft, shallow current of air. Nellie's BREATHING... A barely audible, low *thump-thump*. Her HEARTBEAT...

Nellie places her hand on the door -- looks off, past the edge of the set -- to Ruth, eyes locked on her. Ruth waits -- then WAVES for Nellie to enter. The BREATHING and HEARTBEAT speed up as --

-- Nellie TURNS the handle. We hear the wood MOAN loudly, the door WHINE as it slides open. Nellie steps in. Feels the burning lights above her. Hears her heels CLACK against the floorboards of the set -- high, piercing. Every noise sounds *so loud...*

After several steps, Nellie comes to a stop. Sets down her luggage -- it lands with a sickening *THUD* on the floor -- and --

NELLIE
Hello, college!!!

142 **SMASH CUT TO SOUND BOOTH:** Lloyd GRIPS his ears in pain as a 142
SHARP, PIERCING DISTORTION FILLS HIS BOOTH --

LLOYD
Jesus -- fuck!! --

He RACES to turn down the dials -- the distortion ends, and --

LLOYD (CONT'D)
Cut!!! No good for sound!

143 **BACK TO SET:** Nellie stops. Noise resumes.

143

She goes back to running lines. Lloyd hurries down from his booth.

LLOYD (CONT'D)
She blew the valves. I need a minute.

MAX
Hurry.

Lloyd rushes to it. The D.P. exits his BOX -- DRIPPING WITH SWEAT.

D.P. (BILL) NELLIE
Christ, it's hot in there... ...*Hiya, this is Joanne...*

Ruth checks her watch. Starting to get nervous...

LLOYD
Ok, all set here. Miss LaRoy, what
would help us would be if you said
the line a *little* more quietly...

Nellie looks at Ruth. Then back at Lloyd. Nods.

MAX
Ok, going again! Camera and sound!

CLAPPER D.P. (BILL) (O.S.)
Scene 17, Take 2 -- Mark --

RUTH ADLER
Action!

Nellie waits again behind the door. Ruth waves to her. Nellie
steps in, sets her luggage down, about to say her line when --

RUTH ADLER (CONT'D)
Cut! Missed your mark, Nell.

Nellie looks down at her feet. A taped "X" is two feet away.

NELLIE
But I felt a li'l lighter on my feet
that time. I think I should wind up
further into the room.

RUTH ADLER
Right, but the problem is... I -- let
me -- Lloyd!

LLOYD

Yeah?

RUTH ADLER

Can we move the mike deeper?

LLOYD

(a beat)

Why?

RUTH ADLER

Because I -- because Nell was lighter
on her feet that time.

LLOYD

Ok... I mean, sure, if you have half
an hour to spare.

RUTH ADLER

Half an hour?

LLOYD

Well I can't just "move the mike",
I've got to redo all the wires, we'll
have to reset the rafters, then find
the new position, recalibrate the
room --

RUTH ADLER

Ok. I get it. Nell -- is it ok if
we keep the mark as is?

NELLIE

(takes it in; a beat)

...Ok.

RUTH ADLER

Ok, let's go again!!

MAX

Places!! Camera and sound!!

CLAPPER

Scene 17, Take 3 --

D.P. (BILL) (O.S.)

Mark --

RUTH ADLER

Action!!

Nellie looks, gets the wave, enters, makes her mark this time --

NELLIE

Hello, college --

LLOYD

Cut! No good for sound!

RUTH ADLER

Well fucking hell, Lloyd, let
us get through a take!

LLOYD (CONT'D)

Why would I do that if you
won't be able to use it??

NELLIE
You fuckin *told* me to do it
quiet!

LLOYD (CONT'D)
Quiet, not inarticulate. You
can't mumble.

NELLIE
This is bullshit.

D.P. (BILL) (O.S.)
Are we going again or what? I
can't breathe in here.

CLAPPER
Scene 17, Take 4 --

D.P. (BILL) (O.S.) (CONT'D)
Mark --

RUTH ADLER
Action!!!

NELLIE
(reaches her mark --)
Hello, college!

A STAGE DOOR loudly OPENS.

MAX
MOTHERFUCKER!!!!

RUTH ADLER
Close the fucking door!!!!

CREW MEMBERS rush over, Max zeroes in on the P.A. who opened it --

MAX
Any other faggots who ignore
the red light, I will
personally spear-fuck every
cocksucking one of you!!!

LLOYD
Miss LaRoy, I'm sorry, you're
alternating the pitch of your
voice too much, the ideal
speaking voice is a --

NELLIE
FUCK OFF LLOYD, I listen to my fuckin
director, why don't you go back to
your little booth and your fuckin toys
and STOP FUCKIN BOTHERIN US!

Suddenly -- the STAGE DOOR OPENS YET AGAIN. Max seems about to
explode -- then sees who it is: DON WALLACH, entering, looking
displeased. Nellie feels Wallach's EYES on her. Goes quiet.

RUTH ADLER
...Maybe try staying more monotone.

Nellie takes it in. And -- as she struggles to suppress her RAGE --

CLAPPER
Scene 17, Take 5 --

D.P. (BILL) (O.S.)
Mark --

RUTH ADLER
Action!!!

Nellie reaches her mark, says her line, extra-conscious of level --

NELLIE
Hello, college!

Seems good. She keeps going, hasn't been cut yet, looks around, heads to a TELEPHONE near her, dials, waits, and then --

NELLIE (CONT'D) LLOYD (O.S.)
Hiya, this is Joanne fr-- CUT!!!

NELLIE
MOTHERFUCKIN COCKSUCKIN SHITBAG!!!

LLOYD
I'm hearing a high-pitched noise.

CREW MEMBER
Yeah, it's her voice...

LLOYD (CONT'D)
Hear that? Do you hear it?

Then -- barely creeping out from the quiet -- we hear a faint *squeak-squeak*. A second of silence. Then another *squeak-squeak*.

LLOYD (CONT'D)
That squeak. Does anyone have a watch?

CREW MEMBERS look around, shake their heads. None of them does.

LLOYD (CONT'D)
Ok, everyone stay quiet...

He and a TECHNICIAN start prowling, trying to follow the sound.
The D.P. re-exits the CAMERA BOX, now utterly drenched in sweat.

D.P. (BILL)
I'm telling you, I can't stay
in there that long, it's a
fucking hot-box --

MAX
We get it Bill, no one's
comfortable here --

LLOYD
Quiet! What is that fucking sound??

DON WALLACH	MAX
(whispering to Max)	Sorry Mr. Wallach, we'll get
You guys gotta hurry up...	it under control, I promise.

Nellie, also sweating, looks up at the lights above -- glaring, hotter than anything she's used to. Feels her makeup dripping...

NELLIE
Hiya this is Joanne from 31 Grimes
Hall. Who is this? You -- I'm --
(forgets, looks at script)
Fuck. Grays Hall. I jus wanted to see
if the phone worked. Who is this? Ya
don't say. The...Dean? The Dean...?

She flips a page -- the dialogue goes on and on and on. PANICKY --

NELLIE (CONT'D)
I need a red one...

THE COUNT appears. Hands her a RED PILL. She speedily takes it.

LLOYD
Found it! It's a pin in Ruth's
ankle. Ruth -- be sure to keep your
right leg absolutely still.

Ruth nods, embarrassed. Sits down. Looks at her leg. *Must keep it still*. Wallach, watching -- increasingly pissed -- makes a note...

CLAPPER	D.P. (BILL) (O.S.)
Scene 17, Take 6 --	Mark --

RUTH ADLER
Action!

Nellie reaches her mark, opens her mouth -- and someone SNEEZES.

MAX
**Kyke-nose Hymie-hole piece of
Mongoloid SHIT!!!!**
(sees a terrified P.A. wipe his nose)
I see you, you Shylock dick-face!
Why don't you wipe your nose again
you Menorah motherfucker you!?
(shouting out to everyone)
Anyone else need to sneeze? Anyone
else need to **FUCK THIS UP????**

CLAPPER	D.P. (BILL) (O.S.)
Scene 17, Take 7 --	Mark --

NELLIE	RUTH ADLER
Hello, college --	Nell, your mark!

NELLIE
AUGGGGHHH!!!!!!!!!! FUCK THIS!

RUTH ADLER	LLOYD
Lloyd, we <u>gotta</u> move the mike --	Or you could fucking direct her to hit her <u>fucking mark</u> --

NELLIE	RUTH ADLER
This fuckin heat is <u>killin</u> me --	Why does it have to be such a big fucking deal, Lloyd -- ??

LLOYD
You're right, I didn't realize we were
making "Ben-Hur" --
(MORE)

LLOYD (CONT'D)

-- I can move the mike for every
fucking take, wherever the fuck those
feet of hers wanna go, my year's
open, we could shoot through fucking
New Year's --

More and more people are shuffling onto the STAGE now -- Levine,
joining Wallach and whispering with him. Even LADY FAY is here...

D.P. (BILL)

Can we go?? I'm gonna have a
fucking heart attack in here!

MAX

Get back in your box, Bill --

LLOYD

-- I mean if there's one
thing we've got an unlimited
fucking supply of it's time
and money --

MAX

**Everyone shut up!!! SHUT THE
FUCK UP!!! SHUT -- THE --
FUCK -- UP!!!!!! GOING
AGAIN!!! CAMERA AND MOTHER-
FUCKING SOUND!!!**

Nellie resumes her position -- makeup-drizzled, armpit-sweat-
marked, shaking and jittering and nerves absolutely fucking fried.
Sees everyone watching her. Wallach, Levine -- and Fay. Fay shoots
her a smile of encouragement, but it doesn't make Nellie feel any
better. She looks down at her script one last time -- the clutter
of lines is now officially illegible from the sweat and wet ink.
She's so done with this, *this is fucking torture* --

CLAPPER (O.S.)

Scene 17, Take 8 --

D.P. (BILL) (O.S.)

Mark --

RUTH ADLER (O.S.)

AND ACTION!!!!

Feeling all the eyes (and ears) on her, Nellie heads to her mark --

NELLIE

Hello, college!

Waits a beat. Looks around the set. Heads to the phone. Dials.

NELLIE (CONT'D)

Hiya, this is Joanne from 31 Grays
Hall. I jus wanted to see if the phone
worked. Who is this? ...Ya don't say!
The Dean? Well how d'ya do? Nice campus
ya got. So what's a girl s'posed to do
once she's here? ...Oh, sure, classes --
but ain't ya got any parties goin on?
...Not til evenin, huh? Well, alright,
I can handle that. I'm from Granville,
Ohio, so I know quiet... Okay, well,
thanks a bunch, Dean. See ya later!

(MORE)

NELLIE (CONT'D)
 (hangs up, then a beat; *has she
 forgotten the line?*)
 Nice fella. I wonder if he's single.

ON RUTH: Wide-eyed with shocked joy. She turns to Lloyd -- who, surprised as well, gives a thumb's up -- then BOLTS to her FEET --

RUTH ADLER
 CUT!!!!

They just completed a full take! The entire stage ERUPTS:

ALL
WOOOOOO-HOOOOOOOOOOO!!!!!!!!!!!!!!!!!!!!

Delirious APPLAUSE. Fay CHEERS from the back. Max WEEPS. Even Wallach SMILES. Dodged a bullet. Nellie lets out a DEEP BREATH -- so thankful she too could CRY -- as Ruth yells in triumph:

RUTH ADLER
 Check the gate!!!

A beat. Nothing happens. The applause dies down. Ruth looks at the CAMERA BOX -- its door closed...

RUTH ADLER (CONT'D)
 Bill...?

Another beat. A GRIP approaches the box, knocks on the door. Nothing. The Grip tries to open it -- but it won't budge. He POUNDS on the wood now -- more GRIPS race over -- start PULLING with all their might, all frantic energy. A CROWBAR swings into view, the GRIPS use it, finally manage to PRY THE DOOR OPEN -- and the D.P. COLLAPSES out and to the floor, UNCONSCIOUS.

RUTH ADLER / GRIPS
BILL!!!

Everyone RUSHES around him -- a SET MEDIC swoops in -- hands slapping the D.P.'s face, fingers to his pulse, until finally --

SET MEDIC
 ...He's dead.

ON Nellie's and Ruth's and Wallach's reactions -- WE SMASH CUT TO:

144

INT. SOUNDSTAGE / CUTTING ROOM - MGM STUDIOS - DAY

144

MASTER OF CEREMONIES
 Welcome to the wonderful world of sound!!!

We're on MGM's new SOUNDSTAGE -- an M.C. REHEARSING while MUSIC BLASTS.

FIND Manny -- hurrying to a CUTTING ROOM -- opening the DOOR -- to FIND Jack inside, seated in the dark, hunched over a Moviola, watching a movie of a WOMAN in prayer, his eyes trembling.

MANNY JACK
Jack they're ready for you. Come look at this.

Manny sees a CANISTER on the floor: "THE PASSION OF JOAN OF ARC."

JACK (CONT'D)
The entire movie is close-ups.
Never been done before. This is
what I'm talking about. Real
innovation. Poetry. Why couldn't we
get *this* guy to direct?

MANNY
Dreyer? He was unavailable. He's
making a movie about God.

JACK MANNY (CONT'D)
Of course he is. Here's your outfit.

It's a RIDICULOUS-LOOKING PINK SEE-THROUGH RAIN SLICKER AND HAT WITH STRAPS. Jack takes it but keeps his gaze on the Moviola -- so moved by the footage that he's teary-eyed.

JACK
It's just so goddamn beautiful...

Manny looks as well. A tear rolls down Joan of Arc's face. And off Dreyer's sublime image, WE SMASH TO --

145

INT. SOUNDSTAGE - MGM STUDIOS - MOMENTS LATER

145

-- A MASS of ACTORS in SLICKERS smiling like idiots and SINGING:

ACTORS
*I'm singin' in the rain,
Just singin' in the rain!*

PAN to Jack -- watching in horror. The ACTORS twirl UMBRELLAS under a RAIN MACHINE in front of a painted backdrop of NOAH'S ARK while BOBBING their heads back and forth with DEMENTED GRINS.

JACK
Do I have to do this...?

GEORGE
What do you mean? It's gonna be
great.

JACK
We just stand there...and sing?

GEORGE
Exactly.

JACK
While it rains?

GEORGE
Yeah.

JACK
And...that's Noah's Ark?

GEORGE
Um, I believe so.

JACK
...because it's raining so much?

GEORGE
To be honest, I'm not really sure why
Noah's Ark is there.

JACK	GEORGE (CONT'D)
George... This is not what I	Norma's here, Buster Keaton's
had in mind when I said push	here, it's -- publicity. And
the medium forward.	the song's a hit.

Jack takes it in. Finally, as if for his friend --

JACK
Just make sure Olga doesn't shoot me.

-- he JOINS the ACTORS IN SLICKERS on-set:

ACTORS
...and I'm happy again!

They stand in formation under the RAIN MACHINE as a CAMERA shoots the whole bizarre spectacle. (Among them, we spot Olga Putti -- GLARING at Jack.)

We PAN off set --

-- toward an ORCHESTRA, behind camera, accompanying the song. At its center -- is Sidney, on trumpet.

WE CUT TO -- Manny. Standing at the crafts table at the back of the soundstage. Silently processing everything he's seeing... He glances over at the SOUND TECHNICIANS to his side. All New York accents. Then back to the set -- as the rehearsal take ends.

Thirty-second break. CLOSE ON Sidney as he sets down his horn. He lets his eyes roam. The lights, the cameras. Takes it in. It's new to him.... Heads to pour a coffee while the ACTORS on set practice their HEAD-BOBBING. He watches them. Grimaces. Manny, standing nearby, looks at him. Notices.

MANNY

What do you think?

Sidney turns. Looks at Manny. Surprised to have been asked.

SIDNEY

You're asking what *I* think?

MANNY (CONT'D)

Yeah.

A beat. And then --

SIDNEY

I think you got the camera pointed in the wrong direction.

With that, Sidney returns to his horn -- and a new take BEGINS:

A.D. (SAME AS STRASSBERGER'S)
Action -- !

ACTORS

I'm singin' in the rain...

We STAY with Manny this time -- considering... We SEE what he sees -- the Noah's Ark set, the ACTORS singing and bobbing -- and, behind CAMERA, the ORCHESTRA, swinging away.

It's hard to deny: The actors look absurd. The orchestra doesn't.

Manny thinks. Turns his attention solely to the orchestra... An IDEA crystallizing in his mind... We PUSH IN on the musicians... and on Sidney, looking (and sounding) like an absolute star...

Manny's eyes LOCK on Sidney and only Sidney -- and we're --

146

INT. NEW MOVIE SET - MGM SOUNDSTAGE - DAY

146

-- on a NEW SET now. PULL BACK -- to see Sidney playing in an ALL-BLACK BAND and taking a FIERY SOLO. PULL BACK some more -- to find a MOVIE CAMERA pointed right at him.

CUT TO -- MANNY WATCHING, behind the camera. It's a NIGHT CLUB set. Next to Manny is Thalberg. Sidney hits a dazzling high "C", at which point Thalberg looks at Manny -- and smiles in approval.

MGM A.D. #2 (O.S.)

Cut!

CHEERS all around. Thalberg turns to Manny. And shakes his hand.

IRVING THALBERG

Well done.

147

EXT. MGM SOUNDSTAGE - DAY

147

Manny exits, lights a cigarette. A FEMALE EMPLOYEE, walking by, looks at him and smiles. Manny takes it in. That hasn't happened before. He takes a drag from his cigarette, and we can see it -- he's got a swagger to him now. Like he belongs.

LEVINE (O.S.)

Manuel Torres.

Manny turns as though caught. A few yards away -- is LEVINE.

LEVINE (CONT'D)

How've you been?

MANNY

...Uh -- well, sir. You?

Levine doesn't answer. Just looks at the new Manny. A beat. Then --

MANNY (CONT'D)

Would you like to see Mr.
Thal-- ?

LEVINE (CONT'D)

Were these Sid Palmer shorts
your idea?

MANNY

Um -- well, actually, they --

LEVINE (CONT'D)

How'd you like to be Kinoscope's
sound chief?

Manny looks at Levine. Dumbfounded. A beat.

MANNY

...What?

LEVINE (CONT'D)

We need to shake things up.
We need Spanish-language
pictures and we need to do
something about --

MANNY

I'm -- honored, sir, but --
MGM has been good to me and
I'm running the shorts now --

LEVINE

-- Nellie LaRoy.

That stops Manny. Another beat.

LEVINE

You know her, don't you?

(Manny isn't sure how to respond)

Her Jersey thing doesn't work anymore.

Today's audiences find her pornographic.

She owes gambling debts all over town.

And she sounds like a donkey.

Manny takes it in. Levine looks at him.

LEVINE (CONT'D)

Anyway. Think about it.

And with that, he walks off.

We linger on Manny. Thinking... He turns -- sees Thalberg poke his head out of the soundstage and greet Levine. At Thalberg's side is a BEAUTIFUL STARLET. Manny keys in on the STARLET as Thalberg introduces her to Levine -- her coiffed hair, her elegant clothes, her regal poise. He processes. WE PUSH IN ON HIM -- and --

148 **OMIT**

148

MANNY (PRELAP)

Here's the plan.

149 **INT. CONFERENCE ROOM - KINOSCOPE PICTURES - DAY**

149

Manny, in a NEW SUIT, is now pitching to Levine, Wallach -- and ALL OF KINOSCOPE'S TOP BRASS. He gestures to MOCK POSTERS that show Nellie as a duchess, a princess, a queen...

MANNY (CONT'D)

We turn Nellie LaRoy into a lady. No more drugs. No more gambling. We change her parts. We fix her voice. Elinor St. John writes a story about her amazing transformation. We get Nellie in front of tastemakers like Hearst. We get her invited to San Simeon. With the right endorsements, and with Elinor as an ally, we can remake Miss LaRoy into an actress of sophistication, like the ladies of MGM, and re-endorse her to the public.

(unveils a new set of posters)

Next. Sidney Palmer. Today's white audiences want Negroes in their pictures, so we bring him to Kinoscope, whatever he costs. He's under con--

Manny stops. Has just seen, outside the OPENED DOOR --

-- Nellie. She's looking at him. Seems to have heard everything.

MANNY (CONT'D)

Uh -- one moment, gentlemen...

150

INT. HALLWAY - KINOSCOPE PICTURES - CONTINUOUS

150

Manny hurries out toward Nellie. Came out to say something -- but he seems suddenly tongue-tied. Nellie looks tired, worn. A part of her looks pained. A part of her looks insulted. And yet another part of her looks simply relieved to see a friendly face...

DON WALLACH

Ah! I was hoping I'd get to introduce
you two! Miss LaRoy -- meet Mr. Torres.
He's joining Kinoscope.

Nelly looks at Wallach. Behind him -- Levine. Behind them, a bunch of other old white men in suits. And then she looks again at Manny. So different from the rest of them. A misfit like herself.

NELLIE

Hi, Mr. Torres...
(shakes his hand; it feels formal)
I jus wanna tell ya I'm ready to
change. I'll do whatever you need.

Manny looks at Nellie. Surprised. A beat. And then -- he smiles.

MANNY

Call me Manny.

CUE MUSIC. FAST JAZZ SCORES THE FOLLOWING SCENES AND IMAGES:

151

INT. 18TH-CENTURY SET - SOUNDSTAGE - KINOSCOPE PICTURES - DAY

151

A movie set -- of an ORNATE COURTYARD. Nellie's playing an 18th-century MARQUISE. Manny is RUNNING THE SHOW. He's in his element.

MANNY

Nellie, softer. "*But why, my dear
Pierre, why?*" Walt -- move the
microphone 45 degrees.

We see Wallach watching. Pleased. Elinor confers with Nellie as another ACTRESS preps to read the Spanish-language version. On the door of the SOUND BOOTH, WORKERS are stenciling: "MANUEL TORRES".

MANNY (CONT'D)

It's Manny! Manny Torres!

ASSISTANT

Phone for you, sir --

MANNY
Thanks...
(taking the phone)
Manny Torres.

THE COUNT
(hands Manny pills,
Manny hands him cash)
Red chills her out, blue
keeps her skinny. You watch
my screen test yet?

JACK (O.S.)
Manuel.

SPANISH-LANGUAGE ACTRESS
*¿Por qué, mi querido Pierro,
por qué?*

MANNY
(taken aback, stammers)
Jack. I'm -- I meant to talk
to you -- did Irving expl-- ?

JACK (O.S.)
*Nothing to talk about. Just
calling to say I'm proud of
you.*

A beat. Manny takes it in. Wasn't expecting that.

JACK (O.S.) (CONT'D)
Go get 'em.

CLICK. Another beat. Manny feels his spirits SWELL... Hands the
phone back to his Assistant and, grinning, CLAPS to the crew --

MANNY
Okay, people, let's go! Take two!!!

152 INT. NELLIE'S BEDROOM - NIGHT

152

Nellie works to nail her mid-Atlantic accent. Serious, dedicated --

NELLIE
*Pi-ehh-rrr, who is the fella to whom
you were speakin-g...?*

We PAN LEFT -- to find FAY, sitting across from her, helping --

LADY FAY ZHU
Who is the fell-ow...

We TILT DOWN -- to a Variety on the floor, featuring a PHOTO of
SIDNEY and a headline: "SID PALMER INKS PLUM KINOSCOPE DEAL"...

153 INT. SIDNEY'S NEW HOUSE - CENTRAL ALAMEDA - DAY

153

We're on Sidney now -- stepping into a STUNNING, EMPTY HOUSE.

STUDIO EMPLOYEE
Welcome to your new home, Mr. Palmer.

Sidney is wide-eyed. A beat. This is *his*?

STUDIO EMPLOYEE (CONT'D)
And your car. A gift from Mr. Wallach.

Plops KEYS into Sidney's hand. Sidney, dazed, looks back at the street -- at a GLEAMING ROLLS ROYCE PHANTOM. Cannot believe it.

154 **INT. MANNY'S OFFICE - KINOSCOPE PICTURES - DAY** 154

Manny, in a BEAUTIFUL OFFICE, in a FANCIER SUIT than we last saw, his ASSISTANT walking him through his schedule while an EMPLOYEE hangs a painting onto the wall --

MANNY'S ASSISTANT	KINOSCOPE EXEC
...leaving you enough time to	...and a Hearst invite for
make the gala...	Ms. LaRoy in the works...

The EXEC in front of Manny pulls out a copy of a TABLOID --

KINOSCOPE EXEC (CONT'D)
Only question is what to do about Fay Zhu.

Manny looks confused. The EXEC slides the TABLOID toward him. On its cover, a STOLEN SHOT of TWO WOMEN cheek to cheek. The headline: "NELLIE AND FAY: GAL PALS?" Manny looks at it. Looks back up at the Exec. A beat. And we're --

155 **INT. SIDNEY'S NEW HOUSE - CENTRAL ALAMEDA - DAY** 155

-- BACK ON Sidney. Alone now in his new home... He peers into one room -- then another. Each bigger than the last. Airy, gorgeous. We linger on him. Processing what it feels like...

156 **INT. JACK CONRAD'S HOUSE - DAY** 156

JACK
*Listen to me, Catherine. I don't care if
they find us. They could strip me of my
rank and it wouldn't change how I feel...*

We're on Jack now -- cocktail in hand, running lines from a SCRIPT. We spot Estelle, reading on a nearby couch -- and we're --

157 **INT. IRVING THALBERG'S OFFICE - MGM STUDIOS - DAY** 157

-- on Thalberg, dictating NOTES to a STENOGRAPHER at his desk:

IRVING THALBERG
Conrad Nagel -- good voice, rich tone...
William Haines -- good consonants...

MANNY (PRELAP)
You're messing with Nellie's career...

158 **INT. SOUNDSTAGE - KINOSCOPE PICTURES - DAY** 158

We're on a SOUNDSTAGE, on the back of a set. Manny's holding the TABLOID up to Lady Fay, who's dressed as elegantly as ever.

MANNY (CONT'D)

...and we're trying so hard to get it
back on track. There's a new
sensibility now. People care about
morals.

159 **BACK TO JACK:** Still running lines, really acting them out now: 159

JACK

*I've known loss. I've known
pain. You're what gives me
life --*

ESTELLE

Try accenting "you" a little
more, darling. "You are what
gives me life."

(Jack looks at her)
Just a suggestion.

160 **BACK TO THALBERG:** Reading more notes aloud to the STENOGRAPHER: 160

IRVING THALBERG

Marion Davies -- um...stutters a bit...
(pauses; then, hesitantly,)
Maybe...supporting roles from now on...?

161 **BACK TO MANNY AND FAY:** Manny hands Fay the tabloid, continues: 161

MANNY

This sort of thing is no longer
acceptable.

162 **BACK TO JACK:** 162

JACK

You are what gives me life --

ESTELLE

Maybe try slower?

163 **BACK TO THALBERG:** 163

IRVING THALBERG

Ramon Novarro -- can play guitar, but,
uh...south-of-the-border accent...

164 **BACK TO MANNY AND FAY:** 164

MANNY

What I'm trying to say is...Kinoscope can
no longer employ you. Your image is not
helpful, and we don't need titles
anymore. That's it. I'm sorry.

Fay looks at Manny. Takes it in. The hurt in her eyes. We PUSH IN
on Manny -- PUSH IN on his face -- THE FAST JAZZ STILL GOING --

IRVING THALBERG (PRELAP)

Jack Conrad...

165 **BACK TO THALBERG:** 165

IRVING THALBERG (CONT'D)
 ...has a good voice... Currently prepping
 his first talkie... Is our biggest
 asset...

(a beat)

Also our most expensive... Some question
 about profit margins... But --

(a KNOCK on his door interrupts him)
 Yeah?

166 And, finally, **BACK TO JACK:**

166

JACK
...me life. I love you --

ESTELLE
 And what I'd suggest there --

The phone RINGS. Jack -- deflated by Estelle's comments, something
 about her suggestions eating at him and he's not even sure why --

JACK
 Hello?

IRVING THALBERG (O.S.)
Jack? It's Irv... I...
 (a beat; then,)
*George committed suicide. They found
 him in his home this morning.*

Silence. The MUSIC has come to a halt. We linger on Jack.

THALBERG (O.S.)
Jack...?

JACK
 Thank you.

Jack hangs up. He stares into space for a beat. Then --

ESTELLE
 So what I'd suggest there would be to
 play *subtext* rather than -- honey...?

Jack has turned and started to walk off.

ESTELLE (CONT'D)
 Are you ok?

JACK
 ...No. I'm not.

ESTELLE
 What's wrong?

JACK
 ...He's the first one who said I had
 talent. Did you know that?
 (a beat)
 It saved my life...

ESTELLE

Who?

Jack turns back to face her -- and, getting emotional now --

JACK

It's not a low art, you know. I want you to know that. What I do means something to millions of people. My parents didn't have the money or the education to go to the theater so they went to the vaudeville houses and then they went to the nickelodeon, and you know what? There's beauty there. What happens on the screen *means* something -- maybe not for you up in your ivory tower, but down on the ground where real people live, it *means* something.

ESTELLE

Jack, I -- I have no idea wha--

JACK

Of course you have no idea. A hundred thousand people seeing you on Broadway is the "Smash of the Century", right? Here it's called a flop. So do me a favor, sweetie: save the subtext recommendations for your pretentious Eugene O'Neill-Henrik Ibsen *jerk-offs* that only a couple rich geriatrics give *two fucks* about, and I'll do what I do -- *without* your help.

Beat. Estelle just stares. Appalled. Then, mellowing back down --

JACK (CONT'D)

I'm -- I -- I didn't me--

But it's too late. She STORMS OFF. DOOR SLAMS. Jack is left alone.

FAINT REPRISE OF MUSIC CARRIES US VIA DISSOLVE TO...

167

INT. SOUNDSTAGE - KINOSCOPE PICTURES - DAY

167

...the fired Lady Fay. We FOLLOW her, as, holding her pain deep within, she walks to the soundstage's EXIT. The CAMERA MOVE echoes the first time we saw her and trailed her down a hall at Don Wallach's house. Just as then, the move ends with her slipping through a door and the door closing in our face.

The now-ubiquitous sign on that door: "SILENCE PLEASE".

END OF MUSIC CUE.

168

INT. CUTTING ROOM - MGM STUDIOS - DAY

168

BLACK-AND-WHITE FOOTAGE: A static shot of a garden. A CAPTAIN, played by Jack, holds his lover in his arms. A card:

April 1929

JACK (CONT'D)

Listen, Catherine. I don't care if they find us. They could strip me of my rank and it wouldn't change how I feel. I've known loss. I've known pain. You're what gives me life. I love you.

CUT TO -- Jack seated, watching the FOOTAGE play. We're in a CUTTING ROOM, and Jack's eyes are razor-focused on the screen.

JACK (ONSCREEN)

I love you...

The onscreen Jack then KISSES his costar -- and it's just like the kiss we saw on the battlefield years ago. Intimate, swoonworthy...

JACK

Trim four frames off the tail.

The Editor makes a quick note. Jack turns to the DIRECTOR. A beat.

JACK (CONT'D)

You think it works?

DIRECTOR (WALLACH'S PARTY)

I think it's great.

Jack nods. Nervous.

DIRECTOR (WALLACH'S PARTY)

It's a winner, Jack.

JACK

Wish George could've seen it.

A quiet beat. Then -- Jack rises. His work here is done.

JACK

Alright. Off to repair my marriage. See you bastards in three weeks.

AND WE SMASH TO --

169

EXT./INT. HEARST BUNGALOW - BEVERLY HILLS - LATE AFTERNOON/EARLY169
EVENING

Three weeks later

Nellie and Elinor are hurriedly walking up to a HOUSE together --

ELINOR ST. JOHN

Ok. Remember. I pulled a lot of strings to get you in here. If you impress these people you get a San Simeon invitation and you're back on top. So what did we discuss?

NELLIE

...*Ing* not *in*, *isn't* not *ain't*, and when in doubt say something French.

ELINOR ST. JOHN

Perfection.

They reach a BOUNCER. The house is the epitome of the new, reined-in, "tasteful" aesthetic. Nellie, in an unusually (for her) demure dress, looks uneasy again, nervous -- but focused. She has a mission. In the mid-Atlantic accent she's obsessively practiced --

NELLIE

Evenin-g, *sir*. I *ahm* Miss La-Roy.

The Bouncer looks at her. Then -- steps aside.

BOUNCER

Careful with the rug. It's a Klikó.

It's said with attitude. Nellie looks down. At a RUG. Steps around it. The house is filled with Turner paintings and Rodin statues. GUESTS nibble on the fanciest finger food you can imagine while classical piano plays. The party is sedate -- and very "proper".

ELINOR ST. JOHN

Billy! Marion!

WILLIAM RANDOLPH HEARST (late 60's), his mistress MARION DAVIES (early 30's but looks younger), and other GUESTS turn.

ELINOR ST. JOHN (CONT'D)

May I introduce -- Miss Nellie LaRoy?

MARION DAVIES

NELLIE

Oh --

Enchantée.

Nellie KISSES their hands. Hearst and Marion look surprised.

WILLIAM RANDOLPH HEARST

ELINOR ST. JOHN

Uh -- I -- good evening, Miss LaRoy...

And Nell, I'd like you also to meet -- Sir Delmer Lunney. Mildred Yates. Jonathan and Harriet Rothschild.

Nellie kisses their hands as well. Careful to do it right. The GUESTS are all über-upper-crust. One of them (MILDRED) wears a RABBIT FUR SHAWL. Nellie notices HARRIET looks about a third of JONATHAN's age. Ditto Marion and Hearst.

MILDRED YATES

Miss LaRoy, you're in pictures, correct?

NELLIE
*Oui, Madame. But, truth be
 told, I am...considering a
 move to the the-a-ter.*

WAITER
 (appearing with a tray
 of hors d'oeuvres)
 And here we have a *pâté de
 campagne* designed by Krümt
 with a Takagei bubble.

The Guests nod knowingly. Nellie looks at the dish. Bewildered.

JONATHAN ROTHSCHILD
 I hear it's Strindberg season in New
 York. Do you like "Miss Julie"?

NELLIE
 Oh yes, she is lovely and very talented.

The Guests read this as a joke. LAUGHTER. Elinor's relieved.
 Nellie, hungry from nerves, takes an hors d'oeuvre and tries to
 elegantly eat it. Notices Hearst's hand cradle Marion's ass...

170 **CUT TO:** MANNY -- stepping inside. Looks like a million bucks, like a
 a power player, a pretty STARLET on his arm -- but he's late and
 he seems worried. His eyes scan the room -- until they land on
 Nellie, Hearst & co. All laughter and smiles. *She's doing well.*

He hears something, turns around -- sees, entering the front door
 at that same moment -- SIDNEY.

MANNY
 Sid.

SIDNEY
 Manny.

They shake hands. They know each other well by now.

Sidney looks around the place. Takes in the quiet. The decorum.
 Everyone's in a tux, everyone's sober and everyone (save he and
 Manny) is white.

He processes. Then goes to get himself a drink.

171 **BACK TO NELLIE:** Trying to keep up with overlapping chatter -- 171

MILDRED YATES
Billy, is your new rug really
a Klikó?

WILLIAM RANDOLPH HEARST
Got it last spring. One of a
kind.

HARRIET ROTHSCHILD
The Albertina had a lovely
exhibit last year. Nell, have
you been to Vienna?

WAITER
...and here we have an Omi
beef marmalade topped with an
oyster *coulis*...

NELLIE
Uh -- twice, my dear. Once to Vienna,
Missouri. Once to Vienna, Illinois.

More laughter. Elinor grins. Yes. Nellie's a hit!!!

HARRIET ROTHSCHILD
Ha ha! Oh Elinor, she's so
much fun!

JONATHAN ROTHSCHILD
Nell, the rumors about you
are *totally* unjustified...

We see Manny -- keeping eyes on Nellie, excitedly rooting her on.
She just might pull this off...

171A And, a few yards off, Sidney, seated alone, sipping a drink -- 171A

RICH WHITE MAN
Mr. Palmer -- it's truly an
honor to meet you --

RICH WHITE WOMAN
Teddy and I saw "Cottage
Blues" last week. Genius.

Sidney's taken aback. Not used to treatment like this from upper-
crust society. He nods. Grateful.

SIDNEY
Thanks...

172 CUT TO: Nellie, trying to eat an hors d'oeuvre that looks like a172
leaf. Notices Hearst's wrinkled hand grip Marion's ass tighter...

MARION DAVIES
Nellie we have to bring you
up to San Simeon -- can we,
Pops?

WILLIAM RANDOLPH HEARST
Oh well, I -- I'll certainly
see what I can do -- do you
play bridge, Miss LaRoy?

NELLIE
(unsure what to say)
*...Le pain parle anglais avec le
chien jeune. [SUBTITLES: The bread
speaks English with the dog young.]*

Elinor looks at her. The Guests seem mystified. An awkward beat.
Some feigned smiles and nods -- as Nellie takes a glass of
champagne from a passing tray and downs it like a shot.

Manny -- stuck in conversation with a YOUNG EXEC across the room --
CLOCKS this.

YOUNG STUDIO EXEC	MANNY
So you're from Mexico then?	Spain. Madrid.

CUT TO MANNY'S POV OF NELLIE: She plucks a second champagne glass from another tray. This time Elinor snatches it from her. Nellie looks displeased. Fidgety. Tired. Is eating more and more of the dishes. Manny's jaw tightens. *Come on, Nellie. You're so close...*

173 **OMIT**

173

173A CUT BACK TO: Sidney, MORE GUESTS now eagerly surrounding him --173A

RICH WHITE MAN SIDNEY

And how'd you get into music, Well, I...taught myself
Mr. Palmer? mostly.

RICH WHITE MAN
Incredible. Who are your
influences?

SIDNEY
Uh... Scriabin. Rachmaninoff.

The Guests look mystified. Not who they expected. They grin and nod.

174 Nellie anxiously WOLFS down the WAITER's latest offering -- Elinor
shooting a nervous look at her as --

MILDRED YATES
Do you think George Eliot was better
as a novelist or as a poet, Nell?

NELLIE

Oh -- I -- I think he was marvelous at both. Now I *do* apologize, but I must *resign* briefly to the *powder* room.
(Elinor shoots her another look)
I *shalln't* be long. Ta-ta!

Manny watches -- worried -- as Nellie heads to the BATHROOM...

YOUNG STUDIO EXEC MANNY
'Course now you can't gamble (seeing Nellie walk off)
in L.A. You been to Cal-Neva? I -- excuse me...

Manny HURRIES after Nellie -- MISSING by less than a second --

-- the front-door entrance of a tanned and vibrant-looking JACK CONRAD. Jack -- with Estelle by his side -- looks REJUVENATED.

GUEST
Jack! Didn't think you'd get JACK
in in time! How was Europe??? Inspiring!

GUEST

And congrats on the new film!
Opens tonight, right?

JACK

Correct, but did you know
Michelangelo painted the
Sistine Chapel on his fucking
back?

175 CUT TO: Manny, slipping down a HALLWAY, worried. BUMPS into -- 175

DON WALLACH

Manny! How's our girl doing?

MANNY

She's doing great.

-- keeps hurrying. Finds a BATHROOM door, quickly steps INSIDE --

176 -- and sees Nellie SNORTING COKE on the sink. She JUMPS. 176

NELLIE

Oh -- it's you. Thank God.

MANNY (CONT'D)

What the fuck???

Manny RACES up to her, YANKS her away from the coke --

MANNY (CONT'D)

Elinor worked so hard to get you int--

NELLIE

I'm dyin out there, Manny! They're so
goddamn awful. That shithead Mildred
with the fuckin rabbit on her shoulders
that's prob'ly still alive, and Hearst
the ass-pincher. They're such a bunch
of goddamn creeps!!!

MANNY

But they can save your
career! They like you and we
get the right publicity --
the right directors --

NELLIE

I miss Ruth, what happened to
Ruth -- ?

MANNY

Ruth doesn't cut it anymore -- Why not?

NELLIE

MANNY

I -- we have directors who do, ok?
You could be a star again, Nellie,
don't fu--

But just then Nellie leans in -- AND KISSES HIM. Locks her lips
onto his with all the passion in the world. He's totally THROWN.
Pulls back, out of her grasp, has to keep the bigger goal alive --

MANNY (CONT'D)

Nellie you have to go back out there --

-- but the mere sound of those words sends her into a PANIC:

NELLIE
No!!! I can't, I can't -- !

MANNY (CONT'D)
Sí tu puedes --

NELLIE
Please don't make me go back
 out there -- please --

MANNY (CONT'D)
 It's just a little longer, I
 promise you can d--

NELLIE
 Let's fuck.

MANNY (CONT'D)
 I -- ¿qué?

NELLIE
 I want to fuck you.

MANNY (CONT'D)
Nellie --

But she's desperate, pleading, her hands all over him -- and every
 fiber of Manny's being is screaming at him to give in, *this is*
what he's been dreaming of for three fucking years -- AND YET --

MANNY (CONT'D)
 Nellie. Stop.

He grabs a GLASS. Fills it with WATER and hands it to her.

MANNY (CONT'D)
 Drink.

A moment. Nellie stares at him. He stares at her. Dying inside.
 Finally -- she starts drinking the water.

177 WE CUT TO: Jack, ordering at the bar --

177

GUEST #2
 (approaching)
 Jack -- great to see you!

JACK (CONT'D)
 (no idea who this is)
 You too. *Salud!*

GUEST #2
 Are you holding up...?

JACK (CONT'D)
 Oh -- yeah, I miss him but --

GUEST #2
 Miss him?

JACK
 Yeah -- George...
 (looks at the Guest; is
 confused now)
 What were you referring to?

The GUEST hesitates -- then seems about to reply when --

GUEST #3
 Jack! How was Europe?

JACK (CONT'D)
 Great. And good to be home.

GUEST #3

That's the attitude. Staying strong.

Glasses clink. Jack sips. Smiles. But a seed's been planted...

177A OMIT 177A

178 CUT TO: Nellie and Manny emerge from the BATHROOM. Elinor appears 178

MANNY

She's ok.

Elinor looks at Manny. Looks at Nellie. Can tell she did coke.

NELLIE

I ahm *f-i-ne*.

Back to the mid-Atlantic voice. Elinor considers. Then takes Nellie's hand.

178A OMIT 178A

178B OMIT 178B

178C CUT TO -- Sidney, growing more irritated as -- 178C

RICH WHITE WOMAN

And what do you think of the
new wave of race films, Mr.
Palmer?

RICH WHITE WOMAN #2

I find the studios'
committees for the casting of
Negroes inspiring, don't you?

CUT TO --

WILLIAM RANDOLPH HEARST

178D ...and he replies: "Do they
need an electrician?"

MILDRED YATES

Ha that's a good one! Do you
know any good jokes, Nellie? 178D

NELLIE

(coke-rattled)
Well, I --

ELINOR ST. JOHN

(panicked, intervenes)
Oh Nell prefers *listening* to
jokes to telling them!

179 CUT BACK TO: Jack, quieter now, has already finished three drinks 179

GUEST #4

Hey. You holding up?

JACK

You too? I guess the movie isn't a
hit. I don't care.

GUEST #4

Oh -- I'm sorry... I just -- meant --
I'm sure you'll get another chance...

That last bit gets to Jack. He looks at this GUEST -- now puzzled.

JACK	GUEST #4 (CONT'D)
...Why wouldn't I get another	(no idea what to say)
chance?	Uh -- no, what I mea--

JACK
(stands up)
Will someone please tell me what the
fuck is going on?

People look at him. No one seems eager to reply. That's it. Jack turns and heads off -- toward the door -- passes Estelle -- before almost colliding into -- Manny.

The two men look at each other. A million things that could be said. But before Manny can get a word out -- JACK IS GONE.

MARION DAVIES (O.S.)
...is worth a lot more than a mime!

179A	OMIT	179A
179B	OMIT	179B
179C	OMIT	179C
179D	Laughter. Marion's just told a joke. Nellie grinds her teeth.	179D

MILDRED YATES	JONATHAN ROTHSCHILD
Nellie, you <u>must</u> know some	Yes, isn't comedy your
good ones!	specialty?
NELLIE	JONATHAN ROTHSCHILD
Well, I -- I ain't the bes--	Come on!
(catches Elinor glaring)	(then,)
Am <u>not</u> the best joke-teller--	<u>We'll</u> be the judges of that!

More laughs. Nellie looks at Manny. Can't keep this up for much longer... And we're BACK TO --

180	Sidney --	180
RICH WHITE MAN	SIDNEY	
I think what your films can	(fed up, off his watch,)	
offer are olive branches to	Ah, that's my cue, I'm	
help heal th--	afraid. It's been a pleas--	

RICH WHITE WOMAN
But you have to play for us!

181	AND BACK TO: Nellie -- Elinor cutting in, trying to save things	181
-----	---	-----

ELINOR ST. JOHN
I know a good one. Two fish
are --

NELLIE
No actually I got one, I got
one --

Manny eyes Nellie -- No, don't -- crosses his fingers -- BACK TO --

181A RICH WHITE WOMAN
Ed has a trumpet you can use --

181A

SIDNEY
I apologize, but I would need my
own mouthpiece and --

182 And then -- WE HEAR -- slowly taking over the entire party -- IN182
HER NORMAL LOUD, SHARP, GRATING, UNMISTAKABLE VOICE:

NELLIE

So a bear and a rabbit are shittin in
the woods one day. The bear asks the
rabbit, "Hey, d'you ever have problems
with the shit stickin to your fur?" The
rabbit finishes shittin and says, "Nope,
I never do. Why?" And the bear says:
"Fan-fuckin-tastic!" And he grabs the
rabbit by the ears and --

Nellie GRABS the RABBIT FUR SHAWL off Mildred, puts it between her
own legs -- and makes as though wiping her ass with it.

Silence. Everyone -- Hearst, Mildred, Elinor, every single upper-
crust guest here -- stares at Nellie. Appalled. No more piano. You
could hear a pin drop. ON MANNY: All he can do is close his eyes.

ELINOR ST. JOHN

I can't believe you...

NELLIE

Why not? Haven't you heard what they say
about me? I'm a degenerate fuckin animal.
"Oh, Nellie, well you know Nellie -- I
mean who knows what she might do? She's
from *Jersey*, you know..."
(then, eyeing another food platter,)
Well here's what a degenerate fuckin
animal from *Jersey* does.

She grabs a MOUNTAIN of BEEF TARTARE with her BARE HANDS and CHOWS
DOWN ON IT. SHOVELS PLATEFULS right into her mouth. An AVALANCHE
of RAW RED MEAT smears her face and slides down her throat. People
stare in horror. She SWALLOWS the last remnant.

NELLIE (CONT'D)

That's what the degenerate fuckin animal
from *Jersey* does. In the meantime, y'all
can keep on fuckin your cousins and
polishin your guest lists while you ply
your underaged fuckin mistresses with
Beaujolais, 'cause you know what -- I
know all of you. And all you are is a
bunch of moralizin hypocrites who've done
worse than I have but won't ever be
honest about it.

(MORE)

NELLIE (CONT'D)

So I'm gonna go home and stick some coke up my pussy, while all you fuckers can stick your champagne flutes up your rose-smellin candy-tastin Snow-White fuckin assholes.

With that, she MARCHES off. Manny takes it in. Heartbroken. It's over.

Fleetingly he catches a look across the room -- from DON WALLACH. Standing there, looking right at him. Pissed.

WE FOLLOW NELLIE TO THE DOOR. Past the Bouncer, down the outside steps -- when suddenly she STOPS. We see -- she's gone green. She grabs her stomach -- then her mouth. Then makes a decision... MARCHES back up the steps -- through the door, clenching everything in until she's inside --

-- AND PROJECTILE VOMITS ALL OVER THE ROOM.

It's the most intense, spewing geyser of vomit we have ever seen. A piece of every hors d'oeuvre we clocked earlier now sails across the foyer. The Klikó rug is drenched in a mudslide of puke. Nellie keeps chucking -- Hearst, out-of-body, rushes forward -- and so Nellie projectile-vomits on him. Douses his tux and his face in the remnants of the tartare. After that -- SHE'S FINALLY DONE.

A beat. Then -- Nellie TAKES A BOW. And walks out for good.

One more glimpse of Manny -- silent -- and we're --

183

EXT./INT. MOVIE THEATER - NIGHT

183

A MOVIE THEATER. Jack, hiding his face with a hat and up-turned coat, enters. Makes his way through the LOBBY and toward the AUDITORIUM. Peers in. There, on the giant screen, he sees himself. The theater is full.

JACK (ON-SCREEN)

Listen, Catherine. I don't care if they find us. They could strip me of my rank and it wouldn't change how I feel...

It's the scene we saw being edited. The frame is beautiful -- like the one we saw Jack shoot years ago on the hilltop.

This time there's no score. Instead, we HEAR the lines, the fabric rustling, the hands moving. Jack looks every bit the star...

JACK (ON-SCREEN) (CONT'D)

I've known loss. I've known pain. You're what gives me life. I love you...

A SNICKER now in the AUDIENCE.

JACK (ON-SCREEN) (CONT'D)
I love you...

Then ANOTHER...

And -- as Jack leans in for the swoonworthy KISS and he and his co-star LOCK LIPS -- an embrace exactly like the one that so entranced earlier crowds, only now with sound --

-- THE AUDIENCE ERUPTS WITH HYSTERICAL LAUGHTER.

ON JACK: **Stunned.**

He looks back up at the screen -- at himself, completely laid bare, professing his love, passionately kissing his leading lady -- as he has done for years. And then again at the audience -- convulsing with laughs.

We linger, in WIDE SHOT, on Jack. Bewildered -- and CRUSHED.

He hovers in place. Then -- slowly -- he turns and walks away from us. Heads out the door...as WE FADE TO BLACK.

1930

184 **EXT. GAZEBO - JACK'S HOUSE - DAY**

184

Jack is seated on a couch with a cigarette, giving an interview.

ELINOR ST. JOHN
 What're your thoughts on the future, Jack?

JACK
 Well... My last two movies didn't work. But I learned from them. There were things I'd taken for granted that maybe I shouldn't have.

ELINOR ST. JOHN
 You're still MGM's biggest asset. You still command the biggest paycheck.

JACK
 Well, I'd like to earn it. I made mistakes on those two movies. I'm still learning this new language.

ELINOR ST. JOHN
 Is it true you've quit drinking?

JACK

Yep. It was getting in the way. I'm not letting that happen anymore.

ELINOR ST. JOHN

A lot of acting talent is coming in from the theater now. Might you go to the stage to get more experience?

JACK

I'll master the talking film. On film.

ELINOR ST. JOHN

Do you miss the silents?

A beat. Elinor and Jack both fully aware what the question means.

JACK

No. We shouldn't stand in the way of progress.

ELINOR ST. JOHN

Ok... Thanks, Jack. You're still the kid I met twenty years ago, you know. You haven't changed a bit.

JACK

Thanks, Elinor. Neither have you.

185

INT. IRVING THALBERG'S OFFICE - MGM STUDIOS - DAY

185

A HEADLINE: *"IS JACK CONRAD THROUGH? by ELINOR ST. JOHN"*.

IRVING THALBERG (O.S.)

She's a cunt, Jack.

Jack leafs through the new edition of PHOTOPLAY while Thalberg sits at his desk. Thalberg's livid, but Jack doesn't seem fazed.

IRVING THALBERG (CONT'D)

No one listens to her. No one. Her last pet was Nellie LaRoy and look how that turned out!

JACK

(shrugs)

She's got papers to sell.

IRVING THALBERG

Sure. Trying to convince Kansas housewives Clark Gable's a star.

(hands Jack a script)

Read this instead. They're begging for you.

JACK
 "A Stranger Calls"...

IRVING THALBERG
 Tell me what you think.

JACK
 For after "Red Dust"? I've some thoughts on that one -- I love the scene where Carson's up on the tree and he realizes, you know, he can still write his own ending... Lotta poetry there.

IRVING THALBERG
 Uh -- no. Instead of. Plug got pulled on "Red Dust". Too expensive.

JACK
 ...Oh. Pity. I liked that one.

IRVING THALBERG
 This is better. It's what you've been looking for. Intimate. Pared down. And no period costumes.

Jack looks. Thinks. And off that --

186

INT. SIDNEY'S DRESSING ROOM - KINOSCOPE PICTURES - DAY

186

We're in Sidney's DRESSING ROOM. He holds his horn. A card:

**May 14th, 1932
 8:00 AM**

We linger here for a beat. Sidney stares into space. Seems to be thinking. There's an uncertainty in his eyes. The room is filled with trumpet mutes, sheet music for Rachmaninoff concertos, a handful of candles and spoons. We hear a knock on the door:

P.A. #2
 Ready for you on set, Mr. Palmer.

Sidney nods. Looks at his reflection in the mirror. A deep breath.

187

EXT. KINOSCOPE PICTURES / INT. NELLIE'S DRESSING ROOM - CONTINUOUS

Sidney steps outside -- as Manny, stressed, enters --

MANNY
 You gonna be in makeup soon?

NELLIE
 God, don't you ever knock???

-- Nellie's DRESSING ROOM. A Victrola plays as -- puffy, drugged up, counting a stack of CASH -- Nellie GLARES at Manny with SCORN.

MANNY
What the fuck is this???

NELLIE
I'm goin to Cal-Neva to play cards...

MANNY
Are you fucking crazy? You have to be in makeup, you should be learning your li--

NELLIE
This is my process --

MANNY
Nobody cares about your fucking *process*, Nellie --

NELLIE
Go eat a burrito and leave me alone --

MANNY
-- I'll fire you. Entiendes?
I'm the only reason you got another movie --

NELLIE (CONT'D)
Fire me??? Where do you get off, you fuckin fan -- you couldn't fire a fuckin P.A., pussy, don't make me la--

MANNY
Why don't you ask Lady Fay about that?
A beat. Nellie looks at him. Suddenly quiet. Lucid.

NELLIE
You told me she quit...

Another beat. Manny averts his gaze. So Nellie EXPLODES --

NELLIE (CONT'D)
You fuckin ASSHOLE!!!
(LUNGES at Manny with her fists)
How fuckin DARE you??!?

MANNY
Calm down!! Hey --
(violently pushes her off him)
Escuchame, pinche pendeja --

NELLIE (CONT'D)
She was family!!!! FUCK you, you piece of sh--
(even louder,)
-- stop fucking speaking Mexican!!!!

MANNY
-- SHUT THE FUCK UP AND LEARN YOUR LINES!

He STORMS OUT. We PUSH IN ON Nellie. The last remnants of her druggy haze falling away entirely now -- replaced by PURE RAGE...

She eyes the CASH and CHIPS on her table -- AND GRABS THEM.

Jack sits in his kitchen. A martini in his hand. Card: 10:00 AM.

JACK

(on the phone)

Hi, yeah, this is Jack calling for
Irving. ... Jack Conrad. ... Oh he
is?...

(MORE)

DISTRIBUTION EXEC
So -- in your wide -- next to
 them Sidney looks white.

(CONT'D)
 MANNY
 But he's not.

DISTRIBUTION EXEC
 They don't know that in the
 South. To them, this'll look
 like a mixed band.

MANNY
 (shaking his head,
 confused)
 Ok...?

DISTRIBUTION EXEC
 That means we won't be able
 to book the movie there.
 That's half the revenue los--

MANNY (CONT'D)
 No no no that's not possible,
 this movie has to work,
 Nellie needs this movie to --

DISTRIBUTION EXEC
 Forget *working*, it's not even
 worth *finishing* at that rate.
 Wallach'll just pull the plu--

MANNY (CONT'D)
 (screaming now)
**NOBODY'S PULLING THE FUCKING
 PLUG!!!!!!!!**

Manny's nerves are about to explode. He NEEDS this to work.

After a beat --

MANNY (CONT'D)
 What do you suggest?

190 **INT. JACK CONRAD'S HOUSE - DAY**

190

Jack, a new drink in hand, is back on the phone. Card: **1:00 PM.**

JACK
 Oh, he did? ... Ok, I'll try back at
 four. Thanks.

He's looking at something as he talks. We TILT DOWN to see what it
 is... A Variety. The headline reads: "'A STRANGER' MISSES: THIRD
 STRAIGHT FLOP FOR JACK CONRAD".

191 **INT. SOUNDSTAGE - KINOSCOPE PICTURES - DAY**

191

Manny walks up to Sidney on set. Card: **1:15 PM.**

MANNY
 Hey -- I need you to use this.

He hands Sidney a piece of BURNT CORK, trying to be casual about
 it. Sidney looks confused.

SIDNEY
 ...Why?

MANNY
 It's -- for the lighting. To match
 the other players.

Sidney looks at the CORK. Takes it in his hand. Looks at Manny. Then at the DISTRIBUTION EXEC -- off to the side -- watching...

SIDNEY
The lighting.

Beat. Manny looks at Sidney. Realizes he needs to pivot.

MANNY
Yes, I know I know I know, it's
stupid... But it's just thirty seconds,
it's just for the wide, then you take it
off and you're wrapped. Ok?

Another beat. Sidney doesn't respond.

MANNY
Sidney, it'll be a good thing. If we get
this shot, the movie will play
everywhere. The more these movies make
money, the easier it'll be for us to do
it our way on the next ones...

Sidney just looks at him. Feels the cork in his hand, turns it over. A few seconds pass.

DISTRIBUTION EXEC
What's taking so long, Manny?

MANNY
Ok. *Mira, Sidney...*

DISTRIBUTION EXEC
Is there a problem --

MANNY
No no, *un momento*. One moment, please.
(looks back at Sidney; a beat)
Look. Sidney. I'm going to be honest. I
have a lot of problems right now. I'm
not worried about you and I'm not
worried about me. But these guys... If
we don't get the shot, the studio will
shut the picture down, and these guys
won't get paid. Ok? Why? Because of a
little makeup? No. No. You're an actor
now. Actors change their appearance for
roles. Ok? It's normal. It's -- normal.

Sidney turns. Looks at his BANDMATES. Then back again at Manny.

MANNY

It's going to be on you, Sidney. You want
to risk these guys' ability to feed their
families -- over makeup?

And then -- finally -- poker-faced --

SIDNEY

Ok... Ok, Manuel.

MANNY

(relieved)
...Thank you.

A beat. Manny turns back to the Distribution Exec. Nods. The Exec
smiles...

Sidney looks at the cork.

Thinks.

We linger here -- AND WE'RE --

192 **INT. JACK CONRAD'S HOUSE - DAY**

192

Jack on the phone again, another drink in hand. Card: **4:00 PM.**

JACK

Oh really? Gone for the day? *O-kay...*
You know, I think I'll go see for
myself. ... No, I think I'll do just
that. Thank you.

He hangs up.

193 **EXT. ROAD - DAY**

193

He DRIVES at 100MPH.

194 **INT. SOUNDSTAGE - KINOSCOPE PICTURES - DAY**

194

CLOSE ON -- Sidney playing his horn -- face coated in cork,
gleaming under the klieg lights. He's ripping through the take,
fingers flying, eyes locked ahead. We PUSH IN on him...

Then -- time seems to slow down -- and Sidney lowers his horn...
Looks at it. Has he stopped playing? Is he *going* to stop? Seconds
pass -- the music still churning around us... Sidney raises the
horn back to his lips -- holds it just a few inches away for one
more beat, as if still weighing the decision to go on -- and then
-- resumes playing -- buries any and all emotions, sublimates them
into the music, spits out the furious final cadenza and --

KINOSCOPE A.D.

Great -- *cut!* That's a wrap on Sid!

Hearty APPLAUSE. We STAY CLOSE on Sidney -- receiving cheers,
various pats on the back. He nods, manages a polite smile -- then
grabs a handkerchief and wipes the cork off his face.

P.A. #2

Uh, Mr. Torres, we can't find Ms. LaRoy.

CUT TO Manny -- turns to the P.A., WHAT? -- AND THEN BACK TO
Sidney -- the cork removed, taking a moment as he looks down at
his horn. We linger on his eyes. Something in them has changed...

DISTRIBUTION EXEC
Terrific work, Sid. While I have you,
 let's talk about your next pictur--

But Sidney just walks away and out the door.

195 **EXT. NELLIE'S DRESSING ROOM - KINOSCOPE PICTURES - DAY** 195

A parking spot labeled "NELLIE LaROY". Empty. Skid marks slice the asphalt leading away. Running toward us with the P.A., frantic --

MANNY
Where the fuck did she go????

-- as, across the alley, we find -- Sidney, horn case in one hand, car keys in the other. He heads to his parked Rolls Royce. Looks like he's about to get in -- but instead, he just places the keys on the car's windshield and keeps walking.

196 **OMIT** 196

197 **OMIT** 197

198 **INT. IRVING THALBERG'S OFFICE - MGM STUDIOS - DAY** 198

Doors BURST open -- and Jack enters Thalberg's office -- seems calm, collected --

SECRETARY
 (coming from behind him)
 Mr. Conrad -- Mr. Thalberg's
 not --

JACK
 That's ok, thank you. I know
 my way around, I picked the
 architect.

Jack closes the door behind him. Then looks ahead. Thalberg's office is EMPTY. Jack takes a moment. Walks toward the desk. To his left is a whole line-up of MOCKUPS for POSTERS. A romance. A costume epic. A gangster film. A Western.

And a big POSTER for "RED DUST" -- starring CLARK GABLE...

Jack takes it in. Lets his eyes drift down to a pile of SCRIPTS. Picks one up as a magazine falls to the floor. He looks. It's the Photoplay article. "IS JACK CONRAD THROUGH? by ELINOR ST. JOHN".

And we PUSH IN ON him now -- his thoughts crystallizing...

199 **EXT. ROAD - DAY** 199

He DRIVES at 150MPH. An eerie calm now in his eyes...

200 **OMIT** 200

201 **BACK TO MANNY:** The P.A. is hanging up the phone in NELLIE'S DRESSING ROOM, turning to Manny and shaking his head -- 201

 P.A. MANNY
Maybe she went to Cal-Neva? **FUCK!!!!!!!!**

Manny GRABS the phone and CHUCKS IT -- overflowing with RAGE -- then sees DON WALLACH has just arrived, Levine by his side...
Suddenly Manny's eyes fill with fear...

201A **BACK TO SIDNEY:** Lights a cigarette. Reaches a GUARD GATE. Hands the Guard there his EMPLOYEE PASS -- 201A

 GUARD SIDNEY
You'll need that to come back, sir. It's ok, I'm not coming back.

-- and walks off the Kinoscope lot.

202 **OMIT** 202

203 **OMIT** 203

204 **OMIT** 204

205

INT. ELINOR ST. JOHN'S OFFICE - EARLY EVENING

205

Quiet. We're in Elinor's office. She's at her desk. Card: 5:00 PM.

JACK (O.S.)

Hi, Madame.

Elinor looks up. Jack has entered. He looks at her. She looks at him. Beat. He steps forward. Pulls up a chair beside her desk.

JACK (CONT'D)

Let's have a talk.

ELINOR ST. JOHN

I'm on a deadline, darling...

But Jack doesn't reply. Just sits down across from Elinor. She looks at him again. Stops typing. Jack leans back. In control.

JACK (CONT'D)

When I moved to L.A., you know what the signs on all the doors said? "No actors or dogs allowed." I changed that. I helped build this place. The place you call home.

(he pauses)

See -- I've been thinking about the past lately... Maybe I'm just getting old. But I've never had any illusions about us. I've never pretended we're friends. You use me, I use you. Fine. That's our work. But this...

(he holds up the PHOTOPLAY)

...was something else.

Elinor looks at the Photoplay. A beat. Then --

ELINOR ST. JOHN

What do you want, Jack?

JACK

I want to know why you wrote it.

ELINOR ST. JOHN

No, you want to know why they laughed.

Jack looks at Elinor. Caught off-guard.

ELINOR ST. JOHN (CONT'D)

Would you like me to tell you?

JACK
Why they laughed? Sure. Enlighten me.

ELINOR ST. JOHN
There *is* no why.
(a beat; then,)
It wasn't your voice. It wasn't a
conspiracy and it certainly wasn't
anything I wrote. There's nothing you
could have done differently and
nothing you can *do*. Your time is up.
There is no why. Stop questioning it.

JACK
...I've had a dry spell.

ELINOR ST. JOHN
No. It's over. It's been over for a
while. I'm sorry.

A beat. Silence. Jack doesn't have a readymade comeback. Something about Elinor's cool, calm and brutal bluntness has made him pause.

ELINOR ST. JOHN
Come on, Jack. You knew this already.
You knew it the minute they laughed.

Jack looks back at Elinor -- a true contempt for her now curdling.

JACK
You're a cockroach, Elinor.

ELINOR ST. JOHN
Maybe.

Then -- Jack rises to his feet. Flush with anger, regaining control now --

JACK
Let me explain something. This isn't
new to me. I've been counted out befo--

ELINOR ST. JOHN
Have you ever wondered why, when a
house catches fire, the people die and
the cockroaches survive?

Jack stops. Looks at Elinor. His attention in her hands, she now rises as well. Meets Jack's gaze head-on. If he's going to be on his feet -- so will she.

ELINOR ST. JOHN

What happened is you thought the house needed you. But it doesn't. It doesn't need you any more than it needs the roaches. So the roaches, knowing this, crawl into the dark, lay low and make it through. See, you held the spotlight, but it's those of us in the dark -- the ones who just watched -- who *survive*...

A moment. Silence. Jack stands there. Then --

JACK

...A house fire...

ELINOR ST. JOHN

There'll be a hundred more like it, too. An earthquake could wipe this town off the map and it wouldn't make a difference. It's the *idea* that sticks. There'll be a hundred more Jack Conrads, a hundred more me's, a hundred more conversations just like this one -- over and over again until God knows when.

(a beat; and then, the sinker --)
Because it's bigger than you.

We hold on Jack. He remains stoic. The same composed exterior. But Elinor keeps her gaze trained on him like a hawk as she slowly steps closer to him, zeroing in... Looks him in the eyes -- can suss out the pain... And then, in an almost tender tone of voice --

ELINOR ST. JOHN (CONT'D)

I know it hurts. No one asks to be left behind... But in a hundred years, when you and I are long gone, anytime someone threads a frame of yours through a sprocket, *you will be alive again*. You see what that means...? One day every person in every film shot this year will be dead. And one day those films will be pulled out of vaults and all their ghosts will dine together, adventure together, go to the jungle or to war together.

(MORE)

ELINOR ST. JOHN (CONT'D)

A child born in fifty years will
stumble upon your image flickering on
a screen and feel he knows you like a
friend, though you breathed your last
before he breathed his first. You've
been given a gift. Be grateful. Your
time today is through, but you'll
spend eternity with angels and ghosts.

Another moment. Jack processes it all.

A few seconds of silence.

Elinor looks at Jack. Jack looks at her. A swirl of emotions on
his face. Seems to weigh whether he has something to say...

Another beat.

Then -- he nods.

Buttons his jacket. Eyes Elinor once more --

JACK
Thank you for your time.

-- and silently walks away.

That's that. We linger here on Elinor, alone now in the room.
After a moment, she returns to her desk, sits back down...

...and resumes typing.

206

INT./EXT. MANNY'S HOUSE - NIGHT

206

BLACK. We're on just DARKNESS for a beat. Then we hear POUNDING.
A DOOR OPENS -- revealing Manny in pajamas. He's barely slept.

NELLIE
Manny... Baby... I need your help...

Nellie looks like a fucking wreck. Manny looks at her. Zero pity.

MANNY
Tienes cojones venir acá...

And immediately -- Nellie BURSTS into tears -- shaking, weeping --

NELLIE
I'm in so much trouble, Manny, I don't
know what to do, I don't know what to
do, I don't know what to do...

MANNY
What is it?

NELLIE	MANNY (CONT'D)
I fucked up so much. I know I	(stepping aside to let
fucked up and you've tried to	her in)
help me and I've kept fuckin	<i>Calma te, calma te</i> , tell me
up but you gotta help me --	what happened --

NELLIE
I'm in so much trouble. I was in Cal-
Neva and -- I was playin cards, and
I thought the chips were worth --

MANNY
(trying to hold the anger in)
Ok. It's ok... How much do you owe?

NELLIE
I -- I -- eighty-five grand...

MANNY
...*Put a madre...*

NELLIE (CONT'D)
And if I -- this guy McKay runs the place and he says if I don't pay it by end of week they're gonna -- they said they're gonna pour acid on --

MANNY
Ok --

NELLIE (CONT'D)
-- on my pussy...

She dissolves into more tears. Manny processes what she's said.

MANNY
Ok... You just pay them. That's it. You don't mess with those people, they're not like you and me, you pay them.

NELLIE
...I can't.

MANNY
What do you mean?

NELLIE (CONT'D)
I don't have the money.

MANNY
You're Nellie LaRoy, of course you have the money --

NELLIE (CONT'D)
I -- it's been spent, it's gone, my dad's diner and -- and we don't own the house and -- I don't have it...

Beat. Manny is silent. Too stunned for words. Then, erupting --

MANNY
WHAT?!!!!?

Nellie is startled. Even more scared than before.

MANNY (CONT'D)
Fucking *pinche perra ESTÚPIDA* what is **WRONG with you?!? Why are you such a FUCKING CHILD?!? WHY???????**

Nellie starts sobbing now, collapses to her knees, pleading --

MANNY (CONT'D)
NO -- NO LLORES, NO LLORES -- YOU FUCKED MY LIFE!!!

NELLIE
Please Manny... Please be nice to me...

Manny stops. And then, a puddle of tears --

NELLIE (CONT'D)
I love you...

Manny goes still. Looks at her. His own eyes brimming now.

MANNY
No you don't.

NELLIE
I do.

MANNY
No...

NELLIE (CONT'D)
I do, Manny. You're the only
one who's ever been nice to
me... You're the only one
who's ever cared...

She sinks further to the floor, weeping. Manny looks at her -- her words cutting through in a way that surprises even him.

NELLIE (CONT'D)
You're the only one...

Manny tries not to let it get to him --

MANNY
...*Te odio, te odio...*

-- but he can't help himself... *He loves her too much.*

A beat. He goes silent. Thinking it through. Finally, he kneels.

MANNY
Don't go home. Stay here for a couple
days. I'll find a way to fix it. Ok?

Tear-streaked, Nellie looks at Manny. Silently nods.

MANNY (IN SPANISH) (CONT'D)
It's going to be ok. I'll fix it...

Beat. She KISSES him. They hold each other tight -- Manny weighing what the hell he's getting himself into as we PRELAP OPERA...

207

INT. STUDY - JACK CONRAD'S HOUSE - NIGHT

207

...and find Jack in his home, in a bathrobe, gazing into space. He's in a small wood-paneled room -- his STUDY. A Victrola is playing Verdi, loud and booming. Next to the Victrola is a framed PHOTOGRAPH -- of a younger Jack and GEORGE MUNN. Giddy. Grinning.

A phone STARTS TO RING -- cutting through the music. But Jack doesn't seem to notice. Focuses his attention on something else... Out the nearest window, a BRUSH LIZARD has appeared, creeping through the garden foliage. Jack sees it, watches it -- zeroing in on just this creature and zoning out all the rest. The lizard pauses. Turns. Jack almost smiles. A moment of true calm...

Then, the lizard scurries away. Jack seems to hear the phone now.

CUT TO: Jack picks up --

IRVING THALBERG (O.S.)
Jack? It's Irv... Jack?
 (waits for an answer; decides
 to keep going regardless --)
Sorry we haven't talked in a while.
It's been crazy. But listen -- I've
got some great news... I've got a
movie for you. A prestige one. Lead
got sick mid-shoot. You'd start
right away, quick wrap...
 (then,)
Jack...? I need you back.

We PUSH IN on Jack. We can't read his reaction. He just sits in silence. Takes it in.

IRVING THALBERG (O.S.)
Jack?

JACK
 Yeah?

IRVING THALBERG (O.S.)
Did you hear what I said?

JACK
 Yeah. I heard.

IRVING THALBERG (O.S.)
Ok... So... What do you think?

A beat. And then --

JACK
 Yeah. I just have one question...

IRVING THALBERG (O.S.)
Yeah? Sure...

JACK
 It's a piece of shit, isn't it?

A moment of silence.

IRVING THALBERG (O.S.)
...What?
 (another beat)
No -- of course not Ja--

JACK	IRVING THALBERG (O.S.)
And I'd be bailing you out,	<i>No -- that's not -- that's</i>
right?	<i>not what this --</i>

JACK

Let's just call it what it is, Irv.
That's all I ask. I'll do your
movie, I'll bail you out -- all I
want in return is a little honesty.
Can you do that, Irv? Can you be
honest with me for ten seconds?

A beat. Silence.

JACK

I'd be bailing you out, yeah?

More silence. Then, finally --

IRVING THALBERG (O.S.)

...Yeah.

JACK

And it's a piece of shit, isn't it?

IRVING THALBERG (O.S.)

It's terrible. Yes.

JACK

(grins)

Therrrrre we go. That wasn't so hard,
was it?

He takes a swig from his glass. Lets the ice cubes clink inside
his mouth. And then --

JACK

I'll see you on set.

He hangs up.

208 **OMIT** 208

209 **INT. LIVING ROOM - MANNY'S HOUSE - DAY** 209

CLOSE on another Victrola -- this one BLASTING CUBAN DANCE MUSIC.

WHIP PAN TO Nellie -- she's been rummaging through Manny's things,
has found his COKE, is high as a kite now and dancing -- MANIC
ENERGY as Manny ENTERS the room --

NELLIE

Manny!!! I got it all figured out, I'm tellin ya, I'm gonna make it all worth it for you, 'cause I know you been tryin to get my career goin, so once we get outta this what d'ya say I do somethin on the stage? I can dance, you know, I was just sittin here thinkin, "Well shit, I can dance", and if I can dance I bet I can sing, and if I sing then I can be on the stage, 'cause -- you can do anythin if you put your mind to it --

MANNY

(seeing the coke strewn everywhere)
You have to stop this Nellie, I mean it, you have to stop -- (trying to stash all the drugs away from her but feeding off her energy)
-- you really have to stop, this is not a sustainable living situation, you know -- the economics -- the economics of this are not sustainable --

NELLIE

Whaddaya mean "dee
ehcohnnohmeeks"? I'm talkin
about the stage, you're
talkin I-don't-know-what and
it's like, I don't know,
sometimes I say somethin and
I feel like you're not really
listenin, you know?

MANNY

I mean -- the economics of
living. Ok? The economics of
living. But it's ok, we're
going to finish the movie, I
have a plan, I'm going to
tell Wallach that you were
discovering your character.
You were immersing yourself
for your comeback. And then
we'll put you on the stage --

NELLIE

Yeah and we can do concerts
too and -- it'll just be like
nothin anyone's ever seen --

MANNY

You're right, it will be like
nothing anyone's ever seen --

The PHONE RINGS. Manny RUNS to it -- INTERCUT W/ THE COUNT --

MANNY

Hello??

THE COUNT (O.S.)

*It's done. I got the money, I
know a guy who'll set a meet.*

MANNY

Ok, and you'll be there? I
don't know what I'm doing --

THE COUNT (O.S.) (CONT'D)

*Don't worry, I'll be there
the whole time.*

MANNY

How did you get the money --

THE COUNT (O.S.) (CONT'D)

I'll see you Friday.

The Count HANGS up -- Manny turns back to Nellie -- and SMILES --
looking at her and remembering how in love with her he is --

MANNY

It's going to be like nothing anyone
has ever seen.

-- AND NELLIE GRINS BACK AT HIM, AS INFECTIOUS AS EVER, AS THE
WILD MUSIC SWERVES AND SCREECHES TO --

210

EXT. BEACH MOVIE SET - SANTA BARBARA - DAY

210

Calm. A tucked-away cove on a secluded beach. Blinking in the sun
-- is Jack. Not wearing his customary sunglasses. Not smoking a
cigarette. Just taking a moment to himself. Gazing out at the sea.

NEW MGM A.D.

Mr. Conrad...

Jack turns. Nods.

MOMENTS LATER: A MAKEUP ARTIST (60s, grizzled) gets Jack ready.

JACK

How you doing, Harold?

HAROLD
I'm good, Jack, how 'bout you?

JACK
I'm ok.
(then, thinking,)
How many movies we done together?

HAROLD
This'll be number 82.

Jack takes it in.

Wow. 82...

HAROLD JACK (CONT'D)
That's right. Wow.

A beat.

NEW MGM A.D.
Jack, we gotta swap the dolly, it's
gonna be another thirty.

Jack nods. No problem. Another beat.

AN HOUR LATER: Jack arriving on the set itself. A camera set up, free from any box. Sound movies have learned how to shoot outside.

NEW MGM A.D. (CONT'D)
Ok, let's do a quick line-up please...

Jack gets into position. A handsome YOUNG ACTOR joins.

JACK
Hi. Jack Conrad.

Hi. YOUNG ACTOR

They do the line-up. Jack laughs to himself. Amused.

MOMENTS LATER: Jack and the Young Actor shoot a take, standing on the rocks by the water. The Young Actor is trying to really shine.

YOUNG ACTOR (CONT'D)
Beautiful, isn't she? The
great wide ocean, always
beckoning! You remember your
first time at sea?

JACK
Kid... I'll never forget it.

DIRECTOR (O.S.)
Cut! Fantastic!

The DIRECTOR -- we'll call him LEWIS -- runs up to them.

LEWIS

Ok, we're going to go again, what I
want to see on the next take is...

But as Jack watches him, Lewis's voice just gradually fades away -- buried by the sound of the waves, the wind, the air... Then those noises gradually fading as well... Everything dissolving into silence -- a moment suspended...

We're reminded of Jack at the snake fight -- drifting into a kind of reverie once again. Lewis approaches him now, seems to give him notes for the next take. But Jack can't hear a thing. He just stares ahead. Nods, manages a smile. Is on a different plane...

He gazes backward -- toward and past the camera, at the various sights of the film set... The GRIPS laying track... The SCRIPT SUPERVISOR jotting down notes... The P.A.'s running coffees... The EXECS in the back, one flirting with an EXTRA, the other asleep... The banal machine of it all... Jack observes as if from an impossible distance -- as if able to see it clearly only now...

LEWIS (O.S.)

Jack...?

Did we hear Jack's name? Faint, muffled... Jack turns --

LEWIS

Jack?

-- then finally comes to.

JACK

Yeah...

LEWIS (CONT'D)

You good to go again?

JACK

Sure.

Lewis nods, gets back beside the camera. We return to Jack.

But something in his eyes has changed...

211

EXT. THE GARDEN OF ALLAH - LAUREL CANYON - NIGHT

211

Nighttime. A hotel nestled at the foot of Laurel Canyon. A car pulls up. Manny looks more nervous than we've ever seen him. The Count's at the wheel, a BAG by his side.

MANNY
He's here now?

THE COUNT
Wilson? Yep. Don't worry.

MANNY
And it's all in there?

THE COUNT (CONT'D)
Yep.

MANNY
And how do you know him -- ?

THE COUNT
I sold him keys a while back. He works for McKay. We hand him the bag, he calls McKay and the threat's off.

MANNY
I'm -- not used to these kinds of people, you know --

THE COUNT (CONT'D)
They're no worse than movie people.

Manny nods. Wants to believe that. Trying to stay calm.

THE COUNT
You good?

MANNY
Yeah. Let's go.

The Count exits the car, BAG in hand. Manny, scared, follows.

THE COUNT
Remember. A monologue on the next picture.

212

OMIT

212

213

EXT. COURTYARD - THE GARDEN OF ALLAH - MOMENTS LATER

213

We're in a courtyard modeled on the Alhambra. GUESTS recline on sofas. Middle Eastern MUSIC plays.

THE COUNT
Wilson!

A tough, big-bodied man approaches. WILSON.

WILSON
Been a while.

THE COUNT (CONT'D)
Good to see you. Meet Manny.

Wilson shakes Manny's hand. Towers over him. Spits on the floor.

WILSON
Nice to meet you, Manny.

MANNY
Nice to meet you.

The Count hands Wilson the BAG. It's full of WADS OF MONEY. \$100 and \$20 bills. Wilson checks the number of wads. Seems pleased.

WILSON

K. Lemme talk to Jim.

He heads off. The Count shoots Manny a look. Nods confidently.

A few seconds later, Wilson returns, still carrying the bag, his eyes on Manny.

WILSON

You're a producer?

MANNY

Um -- studio executive...

MANNY

Sir, I'm -- I want to say how sorry I am that -- things got out of hand...

JAMES McKAY

Nonsense! I own four casinos in Cal-Neva, if things never got out of hand I'd have nothing to do. You came through. That's what counts.

Manny manages a smile. Nods. A beat. Not sure what to say next. McKay pats the bag.

JAMES McKAY (CONT'D)

So you boys friends with Nellie LaRoy? Too bad what happened to her career, huh?

MANNY

Oh... Her new movie'll work.

JAMES McKAY

So you're the movie producer?

MANNY

Um -- well -- studio executive.

JAMES McKAY

Essentially the same thing, right?

MANNY

Similar. Yeah.

JAMES McKAY

I got some movie ideas myself. Would you like to hear them?

MANNY

I -- ok. Of course. Yes.

McKay pulls out a small journal. Opens it and starts reading.

JAMES McKAY

Ok. So there's a 10 year-old kid and he's a prodigy at all these adult things. He's super smart with words and he can play the piano and recite Lincoln and all this stuff. Here's the twist: turns out he's a 50 year-old midget. He only *looks* like he's ten. Joke's on us.

Manny waits to hear if there's any more to the idea. There isn't.

MANNY

Oh. That's great.

JAMES McKAY

Yeah... The question is whether you'd cast a kid or a midget.

MANNY

Yeah... Right.

JAMES McKAY

Here's another one. Stripper nuns. They're naked underneath their habits. Could be a crime movie. Cops have to investigate a convent and then -- Woah! Stripper nuns! Fun.

MANNY

Ah, yeah. Haha, that's great. Oh man --

JAMES McKAY

I'm sorry, I'm gonna check on the drinks, I don't know where Wilson went --

He gets up and walks off. Manny takes a moment.

Then -- his smile now gone, his near-panic revealed -- he turns to the Count and whispers --

MANNY

After this we leave.

THE COUNT

Calm down --

MANNY (CONT'D)

I *am* calm.

THE COUNT

You're not. You're very nervous. You've been chewing your nails.

MANNY (CONT'D)

I'm -- what? I'm not here to have drinks and fun, I'm in your debt, I'm not --

THE COUNT

You're not in my debt --

MANNY (CONT'D)

I mean -- whose money it is --

THE COUNT

The guy makes it by the kilo, it's not a big deal --

MANNY (CONT'D)

What guy? You never told me how you got it.

THE COUNT

Tony. The prop guy. I thought I told you.

MANNY

It's the prop guy's money?

THE COUNT

No, it's the money he *makes*.

Manny's about to go on, when he stops. Did he hear that right?

MANNY

...What do you mean? Like his income?

THE COUNT

No. His prop money. Didn't I tell you?

MANNY

...You told me you got the money.

THE COUNT

Well, yeah, it's really realistic.

Manny goes silent. He *can't* be hearing this right.

MANNY

I don't -- I don't understand.

THE COUNT

It's from your bank heist picture. It's movie money. *Prop* money.

MANNY

The money -- in the bag -- is prop money?

THE COUNT

Well where was I gonna get eighty-five grand in two days?

MANNY

Oh. My. God. This can't -- ARE YOU FUCKI--

JAMES McKAY

Sorry about that, guys.

WILSON

Bar's slow tonight.

McKay and Wilson have just returned with the drinks. Manny SPINS --

THE COUNT

No worries --

WILSON (CONT'D)

Here you go --

Manny STARES at the BAG as Wilson moves it to his side. His heart is RACING now. What has he gotten himself into? Fuck fuck FUCK... The Middle Eastern music gives way to a Victrola blasting "Queen of the Night"...

JAMES McKAY

Try the brandy, it's special.

Manny, shaking, takes a sip. Gags. McKay reopens his notebook. Wilson spits on the floor yet again.

JAMES McKAY (CONT'D)

Don't worry about Wilson, he's got a gland problem. I got more ideas. Ever heard of Wyatt Earp? He died a couple years ago. I met him once. Little-known fact: the greatest hero of the Wild West couldn't count.

MANNY

Oh yeah...?

JAMES McKAY

So I was thinking, you make a movie about him --

MANNY (CONT'D)

(as Wilson spits again)
Ok...

JAMES MCKAY

-- and in it, you make him a full-fledged retard.

MANNY

Ah.

JAMES McKAY

Ups the stakes at the O.K. Corral, doesn't it?

MANNY

Yeah. Right. That's great...

JAMES McKAY

You ok?

MANNY

What?

JAMES McKAY

You're sweating.

MANNY

Oh -- no, I'm just -- it's the drink.

JAMES McKAY

Ah. Thought you were just excited about the idea.

McKay laughs. Manny laughs along -- and finds he can't stop. Keeps laughing.

McKay quiets, watches as Manny's laughter GROWS. Wilson stops spitting, watches as well. *Still* Manny can't stop. He's having a nerve-fueled LAUGH ATTACK...

JAMES McKAY (CONT'D)

You sure you're ok?

MANNY

Yeah -- I'm -- I'm sorry -- I'm ok --

He calms down at last, as --

JAMES McKAY

My next idea is my best. I'm only
telling it to you because I trust you.
(leaning in as Wilson spits again,)
The world's greatest warrior. I know
just the guy to play him. You build the
movie around him. He's sensational.

MANNY

Yeah. Wow. Sounds great.

JAMES McKAY

Do you want to meet him?

MANNY

Uh -- yeah, I'll have the studio set a --

JAMES McKAY

No, I'm going to see him now. He's at
the Blockhouse.

MANNY

Oh -- now...? I... Where is that?

Wilson hawks up a ton of phlegm as McKay starts APPLYING MAKEUP
for no apparent reason.

JAMES McKAY

Over the hill. Few minutes' drive.
Wilson and I can take you there, then
back. I gotta look the part but you
guys already look fine.

Manny starts thinking fast. Fuck. Has to get out of this.

MANNY

Oh, well, maybe I --
(looks at his watch)
-- oh dear, it's pretty late. I don't --

JAMES McKAY

This'll add ten minutes to your night,
tops. It's worth it, I promise you.

MANNY

Yeah, it's just that -- I --

JAMES McKAY (CONT'D)

Trust me. You'll never forget
it.

Beat. Manny looks at him. Looks at the Count. And --

214 **INT. WILSON'S CAR - NIGHT**

214

Manny and the Count are seated in the back of Wilson's car. Wilson and McKay are in the front, McKay's face now lathered in makeup, the BAG on McKay's lap. Manny turns backward -- sees the lights of the city recede into the distance as the car winds its way up the hill and into dark forest...

JAMES MCKAY (CONT'D)

I had some ideas for Negro pictures
too 'cause those seemed hot, but I
just read the Negro vogue is over.

Manny nods. Can't even listen. Too filled with terror. Eyes the BAG on McKay's lap -- THE BAG FILLED WITH PROP MONEY... Wilson drives further and further outside L.A. proper, deeper and deeper into wilderness. Soon all you see out the window is PITCH BLACK. Manny eyes the Count. This is so bad...

215 **EXT. THE BLOCKHOUSE - OUTSKIRTS OF LOS ANGELES - NIGHT**

215

Wilson's car pulls into a lot -- outside an unadorned hole in a hill in the middle of fucking nowhere. This is THE BLOCKHOUSE.

THE COUNT

Um... What's this...?

JAMES MCKAY

You've never been? It's great for a
night-cap. They do all the stuff
here I can't get away with even in
Cal-Neva anymore.

Manny and the Count take this in. Not reassuring. Wishing they did not have to, they follow McKay and Wilson (who holds the BAG).

JAMES MCKAY (CONT'D)

Welcome to the asshole of Los Angeles!

We ENTER. Inside...

216 **INT. THE BLOCKHOUSE - OUTSKIRTS OF LOS ANGELES - CONTINUOUS**

216

...is even worse. Dark-red lighting, MEN banging on thudding DRUMS while two barely-clothed WOMEN viciously FIGHT each other inside a CAGE and drug-addled SPECTATORS cheer. A sign: "WILD CAT COMBAT!" The WOMEN aren't play-fighting: they're biting and tearing at each other with CLAWS on their nails. Blood SPEWS. The SPECTATORS look terrifying as well: dope addicts, junkies, drugged and crazed.

JAMES MCKAY (CONT'D)

He's two floors down! Follow me!

Shouting over the drums, McKay gestures to a CRYPT-LIKE STAIRWELL.

MANNY
We can wait here!

THE COUNT
Yeah, we're good up here!

JAMES McKAY
Trust me, you got to see him perform!

Every instinct in their bodies screaming at them to run, Manny and the Count instead follow McKay. The STAIRWELL feels medieval: cold stone steps, heavy walls, moisture in the cracks. They reach...

...the FIRST BASEMENT FLOOR. The walls to the right are lined with CHAINS and what look like medieval INSTRUMENTS OF TORTURE: an IRON MAIDEN, a RACK, a SPIKED WHEEL. On the other side, behind BARS, are NAKED PEOPLE, a few in GIMP MASKS, some with bruises and bleeding backs. They clutch at the bars. Some laugh, others whimper. The walls here seem to be lined with EXCREMENT...

JAMES McKAY (CONT'D)
One more floor.

Manny and the Count share a look. The Count's just as terrified as Manny at this point. McKay walks ahead, heading further down the stairs. Wilson follows him. Manny and the Count follow Wilson. The deep *thump-thump* of the drums above recedes as our characters descend. We start to hear frenzied SHOUTS and CRIES. We reach...

...the SECOND BASEMENT FLOOR. Here, CIRCUS "FREAKS" (a BEARDED LADY, an ELEPHANT MAN and others) sit in cages or on leashes as NAKED WOMEN take them out and FUCK them in front of ONLOOKERS.

JAMES McKAY (CONT'D)
Hm. Not this floor either. Wilson,
isn't he on tonight?

WILSON
I thought he was...

Manny watches as McKay and Wilson discuss -- while behind them, the crazed CROWD chucks dollar bills at a pair of SIAMESE TWINS, who are getting fucked by two WOMEN at the same time.

MANNY
Um -- sir -- we're -- we're running
low on time, actually, so perhaps --

JAMES McKAY
Bullshit, you came all the way out
here! I promised you a sight, you're
getting a sight. Let's try one more --

He heads back down the stairs. Wilson looks at Manny and the Count and nods for them to follow. They do... Down another flight of stairs we go, until the group reaches -- a DOOR. It's closed shut. McKay OPENS it -- it's heavy -- and ushers the others through.

Then lets the door slowly slide shut behind them. Manny looks at the door, hoping to God it's not locked. As he and the Count step out onto this BOTTOM BASEMENT FLOOR --

-- AN ALLIGATOR LUNGES RIGHT AT THEM.

THE COUNT

Holy shit!!!

Manny and the Count SPRING BACK. McKay bursts into LAUGHTER.

JAMES McKAY

Oh man. Your faces...

The ALLIGATOR is chained to the wall. It settles down. Glares at Manny and the Count -- who clutch their chests, feel their hearts.

JAMES McKAY (CONT'D)

Come on, boys, I think he's on the other side. It's worth it, I promise.

He starts walking down a long HALLWAY. Manny and the Count, beyond shaken now, follow. We stay CLOSE on Manny -- red-eyed, breathing heavy. Looks at his surroundings. There are no windows at all. The ceiling is LEAKING in multiple spots, dirty WATER dripping to the floor, which is dotted with PUDDLES. He looks back at the DOOR to the STAIRS. Closed, and growing smaller and smaller in his view...

JAMES McKAY (CONT'D)

Ah, I hear them. This way.

McKay turns right. The walls are now lined with MEDIEVAL WEAPONS -- SPEARS and SWORDS and SCYTHES. Manny looks at them as he follows, until the few lamps are replaced by -- CANDLES. Ink-black shadows, flickers of ochre light, more leaks -- as NOISES become audible... The sounds of RATS scurrying... And human sounds as well -- WHOOPS and HOLLERS... Louder and louder, as we turn another corner...

...and find ourselves at the EDGE OF A CROWD. The people here are holding out CASH -- and look like the most fucked-up, drugged-out, wasted-beyond-belief folks we've yet seen. What's more -- several of them are packing GUNS.

JAMES McKAY (CONT'D)

Yes! This is it.

Manny's eyes wander. *What the fuck is this place...?* McKay cuts through the crowd, clearing a path for Manny and the Count to follow. Manny makes his way past more weapons on the walls, notices all the people are craning to see something -- but what?

McKay and his group reach an open spot, closer to the front. Here Manny can see what everyone's trying to look at...

Standing at the end of the hall, side-lit by candles, is a GIGANTIC, HUGELY BUILT MASKED MAN. His skin is lathered in oil. His muscles bulge, his veins pop. He wears only a G-STRING and a GREEK MASK. His bare chest is dotted with flecks of BLOOD...

JAMES McKAY (CONT'D)
That's him. Incredible, isn't he?

The Masked Man flexes his biceps. They're huge. The crowd cheers.

JAMES McKAY (CONT'D)
Watch what he does. It has to be seen
to be believed.

At that moment, the Masked Man leans to his side -- and reaches into a MEDIUM-SIZED BOX. The crowd start throwing cash at him, as out of the box the Man slowly pulls...

...a live, squirming RAT by its tail.

JAMES McKAY (CONT'D)
(beyond excited)
Watch this.

The Man LIFTS his mask -- at which point we see BLOOD on both his chin and his lips. Manny's eyes widen as the Man lifts the RAT up, opens his jaw wide and starts to lower the animal into his mouth. Manny quickly LOOKS AWAY, nauseous -- as the crowd ROARS.

JAMES McKAY (CONT'D)
Holy shit, this guy! Isn't he amazing??

A beat. Manny tries not to vomit. Turns back to see the Man lick his freshly blood-streaked teeth and put the mask back on.

JAMES McKAY (CONT'D)
They found him living in a forest in Oregon. He'll do anything for cash. Wilson -- quick, gimme a twenty.

WILSON
I don't have any on me.

JAMES McKAY
The *bag*.

Wilson opens the BAG -- takes out one of the WADS OF FAKE CASH. Manny holds his breath as Wilson pulls off the rubber band and slips a FAKE \$20 BILL out. Hands it to McKay. McKay takes it, rolls it up, is about to chuck it at the Masked Man. Hesitates --

-- then chucks it. He fell for it. Manny exhales. Almost had a heart attack. He looks back at the Count. The Count nods. Manny nods back. *Maybe they'll make it after all...*

JAMES McKAY (CONT'D)
Gimme another.

Wilson slips out another \$20 BILL, hands it to McKay. McKay is about to roll this one up as well -- when a DROP OF WATER from one of the ceiling leaks HITS it.

Beat. Manny looks at the Count. The Count looks scared...

McKay wipes the bill dry -- *ok, nothing has happened* -- then seems to notice something ODD. Manny watches, heart-rate rising, as McKay angles the bill to catch the nearest light. The wet area of the bill -- is turning MAGENTA...

Manny's blood freezes -- as McKay's eyes drop. Like a scientist conducting an experiment, McKay watches the hue change, then turns the bill upward, lets the water run sideward.

JAMES McKAY (CONT'D)
It's fake.
(turns to Manny and the Count)
...I thought we were friends.

He seems genuinely hurt. Manny, panicking, tries to protest --

MANNY
No, no, wait -- espere --

-- but Wilson is already reaching to pull out his GUN...

Manny LUNGES at the nearest weapon -- one of the MEDIEVAL SPEARS hanging on the wall -- YANKS the spear off --

-- and SWINGS it as hard as he can against Wilson's head. Blood SPRAYS. It's messy as fuck. SCREAMS ricochet, FACES turn. McKay WHIPS out his own GUN now -- as do a bunch of the other ONLOOKERS. The Count starts wildly KICKING at them -- Manny WIELDS the spear high, SWINGING it back and forth like an insane person --

MANNY (CONT'D)
Back away!!! BACK THE FUCK AWAY!!!!

-- keeps SWINGING -- CARVING his and the Count's way through the CROWD -- and then, soon as he can -- he starts RUNNING LIKE MAD. Guns FIRE -- bullets PINGING off walls, out of control -- Manny and the Count FLEEING, stone chips FLYING -- they RACE down the hallway -- puddles SPLASHING -- almost at the DOOR -- nearly TRIP over --

-- the ALLIGATOR. Manny swerves, reaches the DOOR -- then thinks.

TURNES around -- SWINGS his spear against the latch connecting the ALLIGATOR's chains to the wall.

Once, twice -- THE LATCH BREAKS -- Manny and the Count OPEN the door and RACE up the stairwell while the now-free ALLIGATOR LUNGES at the PURSUING CROWD --

CROWD

Woah -- FUCK!!!!!!

Manny and the Count DART up one flight after another, using the few seconds of grace they've bought themselves --

-- PAST the CIRCUS FLOOR -- PAST the TORTURE FLOOR -- finally REACHING the GROUND FLOOR, the "WILD CAT COMBAT" area -- CHARGING ahead, Manny whipping the SPEAR through the air, SCREAMING --

MANNY

¡VUELVE HIJOS DE PUTA!

They RACE past the CAGED FIGHTERS and the DRUMMERS and the JUNKIES toward the ENTRY TUNNEL -- RUN into the darkness --

217 **EXT. THE BLOCKHOUSE - OUTSKIRTS OF LOS ANGELES - CONTINUOUS** 217

-- and RUSH to Wilson's car -- DIVE in -- KEYS are inside -- we hear more GUNSHOTS -- the back WINDSHIELD shatters -- the car starts, we PEEL OFF -- CLOSE on Manny and the Count, screaming, sweating, Manny DRIVING as fast as possible into the night, as, finally, on this moment of pure adrenalized insanity, WE SMASH TO:

218 **INT. HOTEL LOBBY - SANTA BARBARA - NIGHT** 218

A quiet gathering in a hotel lobby. Jack's seated with a BEAUTIFUL WOMAN on his arm -- a new girlfriend. Her name's REBECCA. LEWIS is here as well, plus a few other FRIENDS. MUSIC plays.

REBECCA

...in August. And then Jack said he'd take me to Greece.

LEWIS

Greece?

REBECCA (CONT'D)

Isn't that right, honey?

JACK

That's right...

LEWIS

You'll love it. Santorini...

Then -- Jack spots someone he recognizes. His eyes light up:

JACK

Fay!

She turns. Dressed to the nines, the very picture of elegance --

LADY FAY ZHU

Jack...

JACK (CONT'D)
One more giant swing at mediocrity.

LADY FAY ZHU
Well. The girl seems nice.

JACK
Eh... That'll go the same as all the others.

A beat. Then, looking at Fay --

JACK (CONT'D)
We have fun. We fuck like banshees, stay up all night but... I don't know...
(then,)
You want her?

LADY FAY ZHU
(blushes, laughs)
I'm ok, thanks.

A shared laugh. A moment.

Then -- quiet again. Fay looks at Jack. Seems to wonder.

LADY FAY ZHU (CONT'D)
...You ok, sweetie?

Jack looks at Fay. Seems almost surprised by the question.
Hesitates before responding.

Then --

JACK
It was the most magical place in the world... Wasn't it?

A beat. Fay, surprised by the reply, takes this in. Nods.

LADY FAY ZHU
It was.

Jack nods back. His thoughts drifting...

JACK
I've been thinking on what to do. I was on set the other day and I started to wonder. I started to take some stock... I thought -- well, I could go on another set after this. And if I'm lucky, another set after that. But...
(MORE)

JACK (CONT'D)
 (a beat)
 I don't know...

He pauses. Another beat. Then he looks at Fay.

JACK (CONT'D)
 I'm tired...

A moment passes. Silence. Then, shrugging --

JACK (CONT'D)
 The thing is, it's ok... I was the
 luckiest bastard in the world. And I
 had a good run.

LADY FAY ZHU
 You sure did.

Jack smiles. Nods.

JACK
 Yeah. I enjoyed that.

His thoughts drift some more. Slipping into memory...

Fay checks the time.

LADY FAY ZHU
 I gotta run, sweetie...

JACK
 It was good seeing you, Fay. You're
 gonna do great things in Europe.

LADY FAY ZHU
 Thanks, Jack...

JACK (CONT'D)
 I'm rooting for you. You're
 one of the good ones. I've
 met enough of 'em to know.

A beat. They blow each other kisses.

LADY FAY ZHU
 Ciao...

JACK (CONT'D)
 See you in Venice. See you in
 Prague...

Fay heads off. Nears the hotel's revolving door to go outside -- but glances backward before she exits. Sees, through the fronds of a potted palm, Jack seated alone, lost in thought. Takes in the sight -- then turns her coat collar upward and steps out into the night.

We return to Jack. His thoughts seem to slowly resolve. As if something were dawning inside...

He rises. Ambles back toward his group. Leans in and gives Rebecca a tender kiss.

JACK (CONT'D)
I'm gonna go get those cigars...

She barely registers him -- stays glued to a story Lewis is busy telling. We FOLLOW Jack up the nearest flight of stairs...

Reaching the second floor, he sees a YOUNG BELL HOP. Stops him.

JACK (CONT'D)
You're doing a great job, kid!

The Bell Hop looks at Jack. Startled. Jack grabs all the cash from his pocket and plops it right into the Bell Hop's hand.

JACK (CONT'D)
It's on you now. The future's yours!

Then he pats the kid on the back and continues on. We FOLLOW -- keeping our distance, watching Jack head to toe, as he slowly strolls down the hallway, swaying a bit to the music from down below, whistling here and there. The MUSIC seems for a moment to swell, to take on symphonic colors -- like an old silent-movie orchestral score. Jack hums some more, conducts a bit as he walks. He seems content. At ease. A little Mastroianni, a little Wonka -- like the Jack we first saw all those years ago...

He reaches a door. Unlocks it, steps in. We stay outside the doorway -- peering in at an angle. We can see a small sliver of the room. Jack exits frame. The music continues -- lyrical, romantic...

Jack crosses back into view. We see him pull a small piece of luggage from near his bed. Out of it he procures a PISTOL -- the same gun he showed Manny back in '26 -- the same one Olga used on him in '27. We remain at a distance...

Jack takes a moment. Serene. Then points the gun to his temple and SHOTS HIMSELF IN THE HEAD. Collapses dead on the floor.

We linger for a moment here -- still at a distance, still outside the doorway, the music still playing.

A few seconds pass, the music keeps playing, and on that --

-- WE CUT TO BLACK.

219 **INT. MANNY'S HOUSE - MORNING**

219

Manny BUSTS inside. It's morning. He's frenzied, follows a trail of coke to the couch -- where Nellie's passed out. GRABS her, SHAKES her awake. She's even higher than when we last saw her.

MANNY
Levántate, levántate --

NELLIE
...the fuck?

Manny opens one drawer after another, grabs any CASH he can find -- digs through a mess of clothes, finds a PASSPORT, grabs it --

MANNY
Get dressed --

NELLIE (CONT'D)
What's goin on...?

MANNY
We're going to Mexico.

NELLIE (CONT'D)
Mexico?

MANNY
Yes -- now get fucking dressed!

NELLIE (CONT'D)
Are you crazy, I'm not goin to Mexico with you, go hit a piñata if you're homesick.

Manny THROWS a jacket on her and just PUSHES her out the door --

NELLIE (CONT'D)
Hey I gotta brush my teeth --

MANNY
No you don't.

220 **EXT. MANNY'S HOUSE - CONTINUOUS**

220

Manny gets Nellie into the car, the Count's already inside --

NELLIE
Oh, hi --

THE COUNT
Hi, Nellie.

NELLIE
You got any heroin?

MANNY
Don't give her anything.

-- SLAMS on the gas and TEARS out the driveway.

221 **OMIT**

221

222

OMIT

222

224

EXT. THE COUNT'S APARTMENT BUILDING - LATE AFTERNOON

224

The car SCREECHES to a stop in front of a shitty-looking apartment building. We're back in L.A. proper. Tenements and empty lots.

MANNY (CONT'D)

Ok. You pack what you need, Nell
and I get gas, we meet back here in
ten minutes and we drive to the
border.

The Count NODS. HURRIES out -- and Manny and Nellie DRIVE off.

MANNY
Nellie!!!!!!!

Then he sees her. Crossing the road -- nearing a corner CAFE...

MANNY (CONT'D)

Where the fuck are you going????!?

Nellie turns to Manny. Points excitedly to a sign by the door:
"KING TITO'S SIX vs. THE JUAN BONILLA ORCHESTRA!"

MANNY (CONT'D)

ESTAS LOCA, PENDEJA!!!!!!!!!!!!!!!!!!!!

But of course it's no use -- Nellie casually saunters inside --
Manny, apoplectic, cannot fucking believe this, RUNS AFTER HER --

226

INT./EXT. CAFE/COURTYARD - CONTINUOUS

226

Inside -- FAST MUSIC. Manny hurries through -- reaches an open-air
COURTYARD where a BANDSTAND has been set up -- a CUBAN BAND is in
the middle of a hot and heavy TUNE -- CUSTOMERS are dancing, L.A.
TOURISM OFFICIALS are filming the event with a second-hand B&H
EYEMO CAMERA -- and Nellie's right there, in front of the
bandstand, whirling like a dervish to the music. She sees Manny:

NELLIE

I love this song!!!

Manny looks at her. Is about to PULL HIS FUCKING HAIR OUT. And yet
-- for a moment -- SOMETHING HOLDS HIM BACK from stopping her. WE
PUSH IN ON NELLIE -- surrendering completely to the music. Time
seems to freeze. It's just her and the song now -- like it was at
Wallach's party years ago. She gives Manny that SMILE of hers --
at once sly and blissed-out, scheming and sincere, the SMILE that
makes him putty in her hands -- he stays still, until -- finally
SNAPPING OUT OF IT and GRABBING hold of her, THIS HAS TO STOP --

MANNY

NELLIE (CONT'D)

Nellie! We have to leave now! I'm stayin, I wanna stay --

MANNY

NELLIE. Why are you doing this?!???

He lets the question ring. His voice has broken. He seems near
tears.

Nellie looks at him. Taken aback. Something has registered.

MANNY (CONT'D)

Why??? You know what happens if they
find us. I know you know...

This seems to affect Nellie. She stops moving. Quieter now --

NELLIE

I shouldn't've asked you to help...

MANNY

I want to help. Let me help, please. I love you, Nellie, I love you so much, we can go to Mexico, we can live there, w--

NELLIE

Manny. Sweetheart.

She's calm. Lucid. And then, taking Manny's face in her hands --

NELLIE (CONT'D)

You know it's the end of the road for me.

She says it with total awareness. As though the drug-induced haze has lifted. *Was it ever even there...?* Refusing to accept it --

MANNY

No. It's NOT --

NELLIE (CONT'D)

You go to Mexico without me --

MANNY

I'm not going anywhere without you. Nellie, please -- we can be happy, I promise, I will make you happy, you'll see, *seremos felices, lo prometo...*

He can't hold it in any longer. Nellie looks at him. Seems to see him anew. The desperate, lovesick boy beneath the man's exterior. The SONG ends... Silence. Finally, her thoughts crystallizing --

NELLIE

Ok... One more song.

Manny looks at Nellie. Processing.

NELLIE (CONT'D)

One more song, and then we'll drive to the border, we'll live down south, we'll have kids, we'll have a life together -- you and me... Ok?

Manny SWELLS. Hearing these words from Nellie moves him beyond all reason. Hope lighting the dark, victory snatched from the jaws of defeat, he NODS, HEART about to BURST --

MANNY

Ok. Ok.

-- as the BAND launches into a NEW TUNE. Nellie turns, CALLS OUT --

NELLIE

Hey! You two with the camera!!
(the TOURISM OFFICIALS turn)
(MORE)

NELLIE (CONT'D)
 You know who I am? I'M NELLIE LaROY,
BITCHES!

A beat. The Tourism Officials gape.

TOURISM OFFICIAL
 Holy shit, that's Nellie LaRoy...

They point their camera at Nellie -- she turns to Manny, and --

NELLIE
 Dance with me, Manny.

He does. Nellie puts her arms around him. Looks into his eyes. He starts moving with her. She bends her head back, closes her eyes once more -- and the two of them DANCE TOGETHER...

Awash in sweat, holding each other close -- feeling each other's heat, tasting each other's breath -- letting everything else go... WE LINGER here -- the Tourism Officials grinning 'cause they've hit the jackpot, Manny and Nellie sharing the blur of music and dance and waning sunlight. Soon Manny closes his eyes as well: he's living inside a DREAM, his entire being overflowing with LOVE -- and with it, for at least this instant, PEACE...

WE CUT BACK TO the Tourism Officials -- their hand-cranked camera pointed at our heroes. WE CUT BACK TO NELLIE AND MANNY -- leaning in, their lips about to lock. WE PUSH IN -- and, all of a sudden -- SOUND DROPS OUT -- AND WE SEE THE BLACK-AND-WHITE IMAGE CAPTURED BY THE TOURISM OFFICIALS' CAMERA:

NELLIE AND MANNY KISSING. It's a kiss for the ages. The final rays of sunlight refracting behind their faces, the lustrous black-and-white frame capturing the two of them like a pair of incandescent movie stars. Like a shot from one of Jack Conrad or Nellie's greatest silent productions, it's the PUREST KIND OF MOVIE MAGIC. And Nellie and Manny both look as blissfully happy as can be...

227

EXT. THE COUNT'S APARTMENT BUILDING - NIGHT

227

An hour later. It's night now. Manny's car pulls back up at the Count's building. Manny turns to Nellie --

MANNY
 Do you need anything?

NELLIE
 No. You grab him, I'll wait here.

Manny looks at her for a moment. She looks at him. A smile.

MANNY
Te amo, Nellie.

NELLIE (CONT'D)
 I love you, Manny.

They KISS again. Then, Manny RUNS off. Nellie watches him. Waits for him to disappear inside the building. Waits a beat more --

-- then exits the car. Looks back inside -- at her HANDBAG and a DUFFEL. Takes just the handbag. Checks to make sure the KEYS are still in the car for Manny -- then steps out into the street...

It's empty. Dark except for a single lamp's pool of green light on the asphalt. Nellie saunters toward the lamp, then past it. Starts softly HUMMING. Then doing DANCE MOVES -- as if to keep the party going, even if only in her head... WE STAY HERE, watching her dance off into the night -- further and further from the lamplight, further and further away from us...

...before at last she disappears completely into the pitch black.

228

INT. THE COUNT'S APARTMENT - CONTINUOUS

228

POUNDING on a door. The Count opens. It's Manny.

MANNY

Sorry we're late -- are you ready?

THE COUNT

MANNY (CONT'D)

Yeah, I got everything, I It was hard to find gas --
didn't know where you were -- can we go?

THE COUNT

Yeah lemme just fill this up, KYLE
this is my roommate, Kyle -- Hey.

Manny nods to KYLE -- 40's, in PJ's, eating cereal. Closes the door behind him as the Count fills a JUG with water from the tap --

THE COUNT

MANNY

You want anything? No, I'm ok...

Notices a stack of HEAD SHOTS: the Count's and Kyle's. And in the corner, a STASH of DISCARDED MOVIE POSTERS. Manny PICKS one up...

Suddenly -- THE DOOR BURSTS BACK OPEN -- and a MAN we recognize steps in. McKay's ASSOCIATE from the Garden of Allah. Manny and the Count SPIN around. The Associate RAISES a GUN --

-- and FIRES seven rounds in the span of a second, KILLING both the Count and Kyle.

Manny's on his knees, spattered with their blood. But somehow he's still alive. The bullets just missed him. The Associate RELOADS --
-- RE-AIMS, lightning-fast, about to FIRE -- when he hesitates.

Manny's crouched there in shock -- knees shaking, body trembling, pants now DRIPPING with URINE. He begins to PLEAD:

MANNY (CONT'D)
 Please... Please don't kill me... I'm
 sorry... I'm sorry... Please...

The Associate looks at him. Looks at this convulsing, terrified, sweat-and-pee-soaked WRECK -- kneeling in a pool of his own urine, hands clutched as though in prayer, helpless as an infant, with no clear idea just how he wound up here, pleading, beseeching...

MANNY (CONT'D)
Por favor... Lo siento.. Lo siento...
Por favor...

He's almost choking on his pleas. The Associate stands still for a moment. Taking in the sight. Processing. Thinking.

Then, finally --

ASSOCIATE
 Give me all the cash you have.

Eyes widening, Manny, still trembling, RACES to unload his pockets -- PULLS out any and all CASH -- RUMMAGES through the Count's and Kyle's pockets -- HANDS it all over. The Associate thinks. Then --

ASSOCIATE (CONT'D)
 Now get the fuck out of here and don't
 come back.

Manny NODS. In disbelief. Gets up -- and BOLTS out...

229

EXT. THE COUNT'S APARTMENT BUILDING - CONTINUOUS

229

Running to it, Manny sees his car is EMPTY -- no sign of Nellie --

MANNY
 Nellie!!!!

No response. But this time -- he doesn't chase after her. He gets into his car -- and just speeds the hell away...

We linger here for a moment. Just this empty, dilapidated lower-rungs-of-L.A. street. And the silence...

And then we hear a sound we recognize -- a trumpet... It plays for a moment -- before we find ourselves --

230

INT. NIGHT CLUB - CENTRAL AVENUE - NIGHT

230

-- inside an understated little BAR AND CLUB. In the corner -- the EMPLOYEE we saw answer the door for Sidney. And on a small stage -- a 10-piece BAND.

A small crowd fills the club, all black. We're a long way from the Hollywood parties we've seen: the vibe here is of a neighborhood spot, working-class, no ostentation. On the stage, a CONDUCTOR speaks over the music --

CONDUCTOR

And introducing tonight -- a new addition to the Hart Café Band -- fresh from pictures -- Mr. Sidney Palmer on the trumpet...

(applause)

Sid, you want to say a few words?

-- and we PAN -- to SIDNEY. Suit-clad, standing with the band. He looks polished. Quietly confident. He steps to the mike. Softly --

SIDNEY

Thanks, Tom. I just want to say to everyone how happy I am to be here. You all look like a lovely audience...

(a beat; understated, sincere)

I'm going to play you a little something I used to play, and I do hope you enjoy it...

He and the band begin to play. It's a medium-tempo number -- both bouncy and melancholy. The band has a warm, full sound, Sidney's trumpet harmonizing beautifully with his fellow players.

WE PUSH IN ON HIM, as he begins a SOLO... It's soft at first -- gentler than we're used to from him. A sweetness to the notes... But then -- a few measures in -- the sound starts to grow bigger. Bolder. Starts to round out -- amplifying as it fills the entire room. And then the notes pour out like water...

Sidney's impressed us before -- but this is the most beautiful thing we've heard from him yet. There's an ease to his playing now, a tenderness and a power. It's a sound full of hope and regret and love and even joy -- rich and wide and magnificent -- and it seems effortless. Sidney opens his eyes -- commands the stage like a deity -- and plays with pure, sublime emotion...

THE NOTES CARRY US THROUGH THE FOLLOWING IMAGES...

231 **INT. LADY FAY ZHU'S BUNGALOW - DAY**

231

Lady Fay packing her things. Slides the NOTEPAD she writes in into a suitcase. Packs a small family PHOTO as well -- of a little girl in costume in a homemade play. Must be a young Fay...

232 **INT./EXT. SAM WONG LAUNDRY - MOMENTS LATER**

232

Lady Fay, tickets in hand, kisses her PARENTS bye. Signs one last HEAD SHOT for a CUSTOMER: "*Orientally yours, Miss Lady Fay Zhu.*"

233 OMIT 233

233A ELINOR ST. JOHN (V.O.) 233A

"The screen lost its moonlit lover yesterday morning. Jack Conrad slipped this mortal coil at the height of his gifts, thus closing one of the sterling careers of Hollywood and throwing the world entire into mourning -- for this was a man beloved by all who knew him..."

CLOSE ON A PHOTOPLAY COVER. An image of a smiling, dashing JACK CONRAD in his prime. The word "STAR" visible in the headline...

234 EXT. CEMETERY - DAY 234

A BURIAL CEREMONY. We pan past a wreath of flowers and across the faces of the gathered MOURNERS. Among them -- Estelle, Ina, Olga, Don Wallach, Thalberg and -- observing everyone else -- Elinor...

ELINOR ST. JOHN (V.O.)
*"He will live on in the frames he
 forever bequeathed to our firmament..."*

Elinor gazes across her row -- to the YOUNG ACTOR from Jack's last movie. He's whispering to Thalberg. Elinor watches. Makes a note.

235 EXT. LOS ANGELES (STOCK FOOTAGE) 235

A series of images of old Los Angeles giving way to a new city: The old CHINATOWN around Sam Wong Laundry getting torn down and demolished... MEXICAN MIGRANTS getting warded off streets in VANS... Construction starting on UNION STATION... New buildings and studios and stages rising -- the last lingering relics of the old era bulldozed away -- the L.A. skyline morphing before our eyes as the MUSIC CARRIES US BACK...

236 INT. NIGHT CLUB - CENTRAL AVENUE - NIGHT 236

...TO SIDNEY. Plays a solo outro. A dazzling cadenza -- then a final, triumphant high "C" as the band rejoins for the fermata...

237 OMIT 237

238 OMIT 238

239 EXT. LOS ANGELES - DAY 239

...and we find ourselves on a quiet, nondescript street.

A BUS pulls into frame. Its doors open. A few people get out.

Among them -- a seven-year-old GIRL and her PARENTS. The girl's dad holds her aloft on his shoulders and waves back at the bus, his back to camera, as the mom -- SILVIA, 40s -- smiles. Then the dad sets his daughter down and turns to face us.

It's Manny. In his 40s. A card appears on-screen:

1952

We see what he's looking at: the GUARD GATE to a STUDIO LOT. It's the old KINOSCOPE PICTURES.

MANNY (IN SPANISH)
This is it.

He and his family approach. A GUARD walks up to them.

NEW GUARD
Passes, sir?

MANNY (CONT'D)
No, we're just looking.

Manny kneels down by his Daughter's side, points to the gate --

MANNY (IN SPANISH) (CONT'D)
That's where I came in every morning.

His Daughter looks. Manny turns to the Guard. Smiles.

MANNY (IN SPANISH) (CONT'D)
I used to work here...

NEW GUARD (IN SPANISH)
Yeah?

MANNY (IN SPANISH)
A while ago.

GUARD (IN SPANISH)
Huh. ...I started here last year.

MANNY
You like it?

GUARD (IN SPANISH)
It's ok.

MANNY (IN SPANISH)
They make anything good?

GUARD (IN SPANISH)
You don't go to the movies?

MANNY (IN SPANISH)
...Not much. Not anymore.

NEW GUARD (IN SPANISH)
Hm. I don't know. I prefer TV.

A beat. Manny nods.

NEW GUARD (IN SPANISH) (CONT'D)
What do you do?

MANNY (IN SPANISH)
I own an audio shop in New York. Radios,
record players. That kind of thing.

NEW GUARD (IN SPANISH)
New York...

MANNY (IN SPANISH)
(nods, looks at his Daughter,)
It's her first time in L.A...

NEW GUARD (IN SPANISH)
(turning to her)
Oh yeah? Are you having a good trip?

Manny's Daughter nods. Shy. The Guard notices a car pulling in --

GUARD (IN SPANISH)	MANNY (IN SPANISH)
Nice talking to you...	You too...

-- and heads to deal with it. Manny lingers. Eyes the activity beyond the gate. EXECs walking and talking, HURRYING from one bungalow to the next. The hustle and bustle. Just like it was...

DAUGHTER
I'm bored.

Manny turns. Then -- notices Silvia looking at him, smiling.

SILVIA (IN SPANISH)
...You want to stay?

MANNY (IN SPANISH)	SILVIA (IN SPANISH) (CONT'D)
Oh -- no. I was gonna walk	I'll take her. You join us
around, but we can just --	later.

A beat. Manny looks at Silvia. Considering. And touched.

MANNY (IN SPANISH)
Ok.
(a smile, and they KISS)
I'll see you guys later...

Manny lifts his Daughter into the air, gives her a big kiss --

MANNY (IN SPANISH) (CONT'D)
You behave!

-- and waves bye. Blows another kiss to Silvia. Heads off.

240 **EXT. KINOSCOPE PICTURES - DAY** 240

An hour later. Manny slowly walks the studio lot perimeter...

241 **OMITTED** 241

242 **EXT. CITY STREET - DAY** 242

Late afternoon now. Manny passes an APPLIANCE STORE selling TELEVISION SETS. Next to it, a PIN-UP SHOP. Images of Marilyn Monroe. Then, further down the block -- a MOVIE THEATER.

He stops. Looks at it. An Art Deco entrance. A fleet of Technicolor posters beckoning. He takes it in. Then continues on. We continue with him. He stops at the end of the block. Waits at a crosswalk. Seems hesitant. Behind him we can still see -- the theater. Finally -- he turns back. Looks at it again.

He walks back toward it. Wavers in front of it. Uncertain again.

TICKET CLERK

You coming in?

Manny's surprised to be addressed. Then -- as though he no longer has a choice -- he heads to the booth, and buys a ticket.

243 **INT. MOVIE THEATER AUDITORIUM - CONTINUOUS** 243

Manny enters the darkened theater. We hear a CHORUS singing.

CHORUS

*All I do is dream of you
The whole night through,
With the dawn I still go on
Dreamin' of you...*

Manny looks around. Hasn't been in a theater for some time. Finds a seat. Leans back. Turns his attention to the SCREEN -- a bright, lush Technicolor image, CHORINES in pink outfits, singing and dancing. We may recognize a few faces -- Debbie Reynolds, Gene Kelly. At this point, we may even know which movie it is. Manny does not...

His eyes drift -- from the screen to what else is around him. It's a fairly packed house. He's one of the older people here. A mostly young audience -- and one that seems to be enjoying itself very much. Then he hears something --

CHARACTER IN MOVIE

"The Jazz Singer", that's what's the matter, "The Jazz Singer"...

Manny turns back to the screen. Did he just hear that right?

CHARACTER IN MOVIE (CONT'D)

No no, this is no joke, Cosmo, it's a sensation, the public's screaming for more: talking pictures, talking pictures!

Manny is taken aback. The movie's about the birth of the talkies. He takes it in, struck by the sheer surreal déjà vu of it all as --

A MONTAGE flits by on the screen -- newspaper headlines like "REVOLUTION IN HOLLYWOOD" and "STUDIOS CONVERT" -- and then, the movie's CHARACTERS scrambling to shoot their first talkie...

Manny sits there, amazed. It's as though he's wandered into a screening of his own life. He sees a SOUND CHIEF in a SOUND BOOTH, shaking his head. A DIRECTOR, growing more and more frantic. An 18TH-CENTURY SET just like the one Manny worked with Nellie on. He keeps watching as the scene descends into TOTAL COMEDY -- cables getting tangled up, the director losing his sanity. There seems to be a little of Jack Conrad in Gene Kelly's character...

GENE KELLY

"I love you, I love you, I love you..."

...and a lot of Nellie in his costar, played by Jean Hagen...

DICTION COACH

(speaking like Elinor)

"Pierre, you shouldn't have come..."

JEAN HAGEN

(nasal, screeching)

"Pierre, you shouldn't have come!!!"

The characters flail around -- as the audience in Manny's theater LAUGHS HYSTERICALLY. Manny turns, watches the people around him convulsing, eating it all up -- having the time of their lives.

Manny can't believe it. *How can they laugh so callously?* He glares -- pissed now. Looks back at the screen -- furious to see events he feels so close to be so glibly mocked. Keeps watching, the images becoming even more personal now -- the scene of a MOVIE PREMIERE, where Jean Hagen's character, dolled up like an 18th-century MARQUISE just like Nellie was, butchers lines with her nasal screech --

JEAN HAGEN (CONT'D)

"My father has me betrothed to the Baron de Landsfield, and I can't stan' 'im."

The SPECTATORS on-screen roar with laughter -- as do those around Manny. Tears start to well in his eyes, until, finally -- he begins to CRY. It's all too much. The shock of recognition. Looking into the mirror. He sits there, weeps -- yet keeps hearing the laughter. Finally turns again -- watches these AUDIENCE MEMBERS watching...

Their delight hits him. There's something simply inescapable about their joy. They look giddy, transported -- on cloud nine...

On the screen, a quieter scene begins: Gene Kelly and Debbie Reynolds, kissing on a front stoop in the rain. Sweet symphonic MUSIC plays. Manny watches for a beat, then gazes again to his side. Off his look, we PAN AWAY from him -- and start taking in those other VIEWERS' FACES. People of different ages, different backgrounds and classes, all looking up with delight at the silver screen, bathed in the Technicolor-hued glow of the projector...

The MUSIC swirls as our CAMERA HOPS from one SPECTATOR to another -- a mass of humanity -- the camera picking up speed as the music picks up volume, faster and faster, the violins skipping and flitting by until they resolve into a scatted tune we might know:

GENE KELLY

Doo-dloo-doo-doo-doo...

Doo-dloo-doo-doo-doo...

The CAMERA RISES up high, as though lifted by the music, taking in the sight of this packed theater of RAPT EVERYDAY MOVIEGOERS caught in a spell -- and then, as though completing a perfect circle, it settles back down right where it started...

...on Manny. His still-watery eyes turning from the audience around him and locking once again onto the screen. The anger has gone now, has turned into something else... Glistening now through the residual moisture in those eyes is some strange alchemy -- of heartbreak, joy, regret, pride -- and sheer incredulity at the madness of it all...

We hear Gene Kelly begin to SING that familiar refrain...

GENE KELLY (CONT'D)

I'm singin' in the rain,

Just singin' in the rain,

What a glorious feelin',

I'm happy again...

...and, off Manny, watching, now the proverbial moviegoer...

WE CUT TO BLACK.

THE END