

"ALMOST FAMOUS"

by

Cameron Crowe

December, 1998

FADE IN:

A close-shot of a yellow legal tablet. A young hand comes into frame, holding a pencil. For a few moments, we hear only the soft scratching of pencil on paper, as credits are written in a series of dissolves. The hand carefully erases and corrects an error or two along the way. And then the sound of an old friend... the warm crackle of a vinyl record... as we now hear Alvin and the Chipmunks' "Christmas Song."

EXT. PACIFIC OCEAN - DAY

A lone palm tree rises up into a yellow afternoon sky. Behind it, the sparkling blue of the Pacific Ocean and the city of San Diego. A dry, hot Southern California day. Even the wind is lazy, and a little bored.

EXT. NEIGHBORHOOD SHOPPING CENTER - DAY

Santa Claus wears shorts and sandals, ringing a bell as he collects for the Salvation Army. This is Christmas in the Southland. No snow, no winter wonderland. Just a pleasantly thick heat and an unchanging season, as music continues.

Turning the corner, walking into frame is ELAINE MILLER, 35. She is a tall woman, consumed by the fevered conversation she's having with her pale young son WILLIAM, late pre-teens. They stand apart from the other shoppers.

All around them is the highly-charged salesmanship of the season... silver glittering fake Christmas trees. She hurries her son through the commercial juggernaut, continuing their lively intellectual conversation, when something stops her.

A Workman is affixing letters to a store-front. He has already placed the MERRY... now he's finishing the XMAS. Elaine is strong, but always pleasant, always clear about her purpose in this life.

ELAINE

Excuse me, I'm a teacher. There is
no word in The English Language--
"Xmas." It's either Merry Christmas...
or Happy Holidays.

The Workman nods thanks, with faux appreciation, as Mom turns away. The Workman shares a look with William, who shrugs-- that's my Mom.

TITLE: 1969

EXT. MINI-TRACT CONDO COMPLEX - DAY

This is the new professional-class. It's a mini-condo community. Rows of Spanish-styled three-bedroom houses with common walls. Move in on one of these homes, the one without Christmas lights. At the door is a furtive 15 year-old Girl. She checks her cheek, straightens her hair. She hides something under her coat, and gathers the proper nonchalance to enter. Music fades.

INT. KITCHEN - DAY

We now hear the dialogue between this lively Mother and her son, as she cooks a pan full of soy-based health-food cutlets. The meal simmers unappetizingly in the pan. Across the kitchen we see William. He's a great listener, with a calm and curious face that takes everything in.

WILLIAM

So Livia--

ELAINE

--killed everyone off so her son
Tiberius could inherit the throne.
(thoughtful pause)
Just like Nixon.

William nods, intrigued. He has a good disposition. The world of knowledge engages him, and he loves what it brings out in his Mom. There is a small clatter at the front door, as the girl we've just seen enters, barely brushing some chimes. She silently curses herself.

ELAINE

Anita, is that you?

ANITA'S VOICE

Hey Mom! I already ate.

Mom moves to the living room to greet William's sister. William peers into the next room.

INT. LIVING ROOM - DAY

She's almost to her bedroom down the hall when mom catches her. We now discover ANITA, 16, up-close. She is an alluring young Natalie Wood, with a suspicious and sunny smile.

ELAINE

You sure? I'm making soy cutlets.

The words "soy cutlets" sends a small shiver through the girl.

ANITA

I'm fine. Already ate.

William stands in the doorway now, watching, monitoring, as Mom moves closer to his sister. She sees something curious about her daughter.

ELAINE

Wait. You've been kissing.

ANITA

(too quickly)

No I haven't.

ELAINE

(peering at her lips)

Yes... yes, you have...

ANITA

No I haven't.

ELAINE

Yes you have. I can tell.

ANITA

(boldly)

You can't tell.

Mom steps closer and examines the lips even more carefully. To her, everything is a quest for knowledge.

ELAINE

Not only can I tell, I know who it is. It's Darryl.

Anita is stunned silent. She turns slightly to look at herself in a hall mirror, searching for clues, implicating herself immediately.

ELAINE

And what have you got under your coat?

This is the booty Anita didn't want to give up. Mom picks at the corner of an album cover now visible under her jacket. She withdraws the album. It's Simon and Garfunkel's Bookends.

ANITA

(busted)

It's unfair that we can't listen to our music!

ELAINE

(weary of the issue)

Honey, it's all about drugs and promiscuous sex.

ANITA

Simon and Garfunkel is poetry!

ELAINE

Yes it's poetry. It's the poetry of
drugs and promiscuous sex. Look at
the picture on the cover...

CLOSE ON BOOKENDS ALBUM COVER

Mom's fingers at the edges. We examine the insolent faces on
Richard Avedon's classic album cover. Even Simon and Garfunkle
look guilty under her scholarly inspection.

ELAINE

...honey, they're on pot.

ANITA

First it was butter, then sugar and
white flour.

(beat)

Bacon. Eggs, bologna, rock and roll,
motorcycles.

Nearby, William squirms as he watches the gently escalating
conversation. Anita glances at her brother. He silently urges
her to downshift. She can't.

ANITA

Then it was celebrating Christmas on
a day in September When you knew it
wouldn't be "commercialized."

ELAINE

That was an experiment. But I
understand--

ANITA

What else are you going to ban?

ELAINE

Honey, you want to rebel against
knowledge.

ELAINE

I'm trying to give you the Cliff's
Notes on how to live in this world.

ANITA

(simple and direct)

We're like nobody else I know.

These are the words that sting Mom most.

ELAINE

I'm a teacher. Why can't I teach my
own kids?

(pats chest)

Use me.

ANITA

Darryl says you use knowledge to
keep me down. He says I'm a "yes"

person and you're trying to raise us
in a "no" environment!

ELAINE
(immediately, can't
help it)
Well, clearly, "no" is a word Darryl
doesn't hear much.

Anita gasps. Ever the peacemaker, William weighs in. Nearby
is a poster--"No More War."

WILLIAM
Mom--

ELAINE
Everything I say is wrong.

ANITA
I can't live here! I hate you! Even
William hates you!

WILLIAM
I don't hate her.

ANITA
(to William)
You don't even know the truth!

William looks vaguely confused.

ELAINE
Sweetheart, don't be a drama queen.

Anita takes a breath and then out of her mouth comes the
strangled-sounding words of a kid swearing at her parent for
the first time.

ANITA
Feck you! All of you!

ELAINE
Hey!

Anita runs down the hall to her room. Elaine turns to William,
relating to him more as a fellow parent than a child.

ELAINE
Well, there it is. Your sister using
the "f" word.

WILLIAM
I think she said "feck."

ELAINE
(sputtering)
What's the difference?

WILLIAM

(encouraging)
Well. The letter "u"...

Shot moves in on the kid, as we hear the opening strains of
The Moody Blues' "Nights in White Satin."

INT. SCHOOL DANCE/GYMNASIUM BATHROOM - NIGHT

Music continues. Shot moves along a row of very mature-looking male teenagers, examining themselves in the bathroom mirror. There's the kid with a very mature-looking moustache, the kid proudly sporting full-blown hormonal acne (he slaps on some Hai Karate), the guy to whom puberty has already delivered the face of an adult, complete with long jutting sideburns... and then a blank space at the mirror, as the shot moves down, down, down to find William. He is so much younger, without a zit in sight. Puberty is so very distant on his horizon.

INT. DANCE - NIGHT - UNDER-CRANKED

Song continues as we see William's perspective of these much-older looking kids. Girls now are visible, and they are even more mature than the boys we've just seen. They flirt and glow, arms trailing across the shoulders of the boys. Whispering in each other's ears, none of them looking down. It's a troubling experience, to be this close to the alluring world of older teenagers... and to be so invisible to them.

VOICE (O.S.)
Are you really in our grade?

INT. JUNIOR HIGH LOCKER ROOM - DAY

VOICE
(louder)
Are you really in our grade?

William turns to see tall, adenoidal TIM TOBIN. The most mature looking kid we've seen yet, he challenges William in a loud theatrical tone. It is a voice right out of Guys and Dolls, which incidentally is the school play in which Tobin had just starred. William answers in a respectful voice. He is desperate for acceptance.

WILLIAM
Yeah.

TOBIN
Hey guys! Check it out! William
doesn't have any pubes!

Others now begin to gather around, examining William. He has never been more naked.

GUY # 1
How old are you man?

TOBIN

He's not a man, he's a little baby
kid. He doesn't even get zits yet.

GUY # 2
How come you don't have any hair
down there?

TOBIN
(in loud, funny voice)
Where are your pubes????!!

Their voices echo off the tiled walls. Now everyone is
watching the hairless William. He is confused by their
meanness.

GUY # 2
Yeah. Where are your pubes?

All eyes are on him, waiting for a response. The kid's mental
wheels turn frantically. And from somewhere comes an attitude,
a swagger, and somehow the perfect line arrives from what
could only be a merciful deity.

WILLIAM
(cool, dismissive)
I had 'em. I shaved 'em off.

It is a new persona for the kid--the witty guy. And it works.
Guy #2 cracks up, then others. William's new accuser is
suddenly surrounded by the impressed gales of laughter of
these older boys. Others turn away, on to other things.
Tobin stares at William, and then also turns away.

INT. FAMILY CAR - DAY

William jumps into the backseat of the white Ford Country
Sedan station wagon, carrying books. ("See ya pubes!") Mom
continues driving William and Anita home from school.

ELAINE
(cheerfully, by rote,
to William in back)
Put on your seatbelt. I don't want
you flying through the windshield.

Anita examines her own un-fastened seatbelt, which Mom hasn't
noticed.

WILLIAM
We got our annuals today--

ELAINE
(cheerful, automatic)
"Received" your annual.

WILLIAM
(looking at his photo)
I look so much younger than everyone
else.

ELAINE

Enjoy it while you can.

Camera drifts from Mom to Anita, who can take it no longer.

ANITA

Mom. It's time.

ELAINE

(pleasant, pointed)

Can this wait until we get home?

ANITA

Mom, pull over. Tell him the truth.

Tell him how old he is.

Mom pulls over, and stares straight ahead with deep irritation.

ELAINE

(as in "be quiet")

He knows how old he is.

ANITA

The other kids make fun of him because of how young he looks. Nobody includes him. They call him "The Narc" behind his back...

WILLIAM

They do?

ELAINE

What's a "Narc?"

ANITA

(bleeding for her brother)

A Narcotics Officer!

ELAINE

Well what's wrong with that?

WILLIAM

(ever the peacemaker)

Come on you guys. It's no big deal. I'm 12. It's okay. She skipped me a grade, it's okay. Big deal. I'm a year younger. They're 13, I'm 12--

(beat)

Aren't I?

Their silence is eloquent.

ELAINE

(confessing, in a rush)

I also put you in first grade when

you were five and never told you.

WILLIAM

(trembling)

So... I'm... how old?

A heavy quiet. She and his sister ignore him, as they now debate the subject with each other.

ANITA

You lied to him! You make such a big deal about the truth and you lied!

ELAINE

(that one hurts)

He never asked.

ANITA

What--like he's going to ask if he's as old as he thinks he is? Don't you realize, this is going to scar him forever?

ELAINE

Honey... sweetheart... don't be Cleopatra. We have to be his mother and his Dad.

ANITA

You put too much pressure on him!

WILLIAM

(apprehensive)

How... old...

ANITA

And when he rebels in some strange and odd way, don't blame me.

WILLIAM

...am I?

ELAINE

(matter of fact)

I skipped you an extra grade. You're eleven.

WILLIAM

(horrified, voice crackling)

ELEVEN?

He looks at his body, the information affects him physically. New sounds come from way down deep inside. Mom now begins speed-rapping, trying to stem the leak. She starts the car.

ELAINE

So you skipped fifth grade. There's too much padding in the grades. I

taught elementary school. 5th grade-- unnecessary. Nothing happens in the 5th grade. All Teachers know it, no one talks about it.

WILLIAM
(still in shock)
E--leven.

ELAINE
And you skipped kindergarten because I taught it to you when you were four.

WILLIAM
(still horrified,
looking at his body)
This explains... so much...

ANITA
You've robbed him of an adolescence!

ELAINE
Adolescence is a marketing tool.

ANITA
He's got no "crowd"... no friends...

WILLIAM
Okay!

Anita reaches out to her brother. With the compassion of a saint, she offers this:

ANITA
Honey, I know you were expecting puberty. You're just going to have to shine it on for a while.

Deeply embarrassed, William shrinks down in the seat. Mom monitors his face constantly. She is raw and sincere... and yes, inspiring:

ELAINE
Who needs a "crowd?" You're unique. You're two years ahead of everybody. Take those extra years and do what you want. Go to Europe for a year! Take a look around, see what you like! Follow your dream! You'll still be the youngest lawyer in the country. Your own great grandfather practiced law until he was 93. Your dad was so proud of you. He knew you were a pronominally accelerated child.

ANITA
What about me?

ELAINE
(heartbroken, can't
help herself)
You're rebellious and ungrateful of
my love.

ANITA
Well, somebody's gotta be normal
around here!

WILLIAM
(blinking, still can't
believe it)
Eleven.

INT. WILLIAM'S BEDROOM - DAY

William finishes the last of many candy bars. A mound of
wrappers sit just below the mirror. He examines his face
hopefully for zits. Nothing coming. We begin to hear Simon
and Garfunkel's "America."

INT. LIVING ROOM - DAY

Anita stands in the living room. The song continues playing
on the stereo.

ANITA
I want to play you a song that
explains why I'm leaving, and try to
listen.

ELAINE
We can't talk? We have to listen to
rock music?

EXT. FRONT LAWN - DAY

William watches sadly. Anita's good-looking boyfriend DARRYL,
a dead ringer for young Stephen Stills, loads her suitcases
into a large turquoise Chevy. The suitcases are adorned with
plastic stick-on flowers. All coolness is leaving William's
life. Mom watches nearby, worried and helpless. (Their house
is more austere, less "fun" than the other front lawns.)

WILLIAM
Take good care of her in San
Francisco, man.

Darryl gives the kid a sub-human look. He's invisible, too
young to converse with.

ELAINE
How can she leave such a loving
family?

Anita turns and heads towards them. She focuses on William,
placing her hands on his young shoulders. Her face is very
close to him now, as she delivers this sage prediction of

the future.

ANITA

One day you'll be cool.

He nods stoically, hopefully. He is utterly lost. She leans forward and whispers in his ear.

ANITA

Look under your bed. It'll set you free.

Anita shakes hands with Mom, and exits. As the car takes off:

ELAINE

She'll be back.

In the distance we hear the whoop of her daughter.

ANITA

YEAHHHHH-HOOOOOOOOO.

ELAINE

Maybe not soon...

William watches wistfully. He moves away from his mother. She pulls him closer. Shot moves in on his slightly fearful face.

INT. DARRYL'S CAR - DAY

Anita looks back at the receding American Gothic-image of her mother and brother. Sister waves to brother. She feels for him. Music now shifts to The Who's "Sparks."

INT. BEDROOM - NIGHT

William locks the door. He reaches under his bed. It's a black leatherette travel bag, with tartan design. He unzips the bag--it's filled with albums. He flips through the amazing, subversive cache of music. Cream's Wheels of Fire... the seminal Bob Dylan bootleg Great White Wonder... the Rolling Stones' Get Yer Ya Ya's Out... The Beach Boys' Pet Sounds... Abraxas by Santana... Jethro Tull's Stand Up... The Mother's of Invention's We're Only In It For The Money... Led Zeppelin... Crosby, Stills and Nash... Miles Davis' Bitches Brew... and The Who's Tommy... with a note taped to it.

ANITA (V.O.)

"Listen to Tommy with a candle burning and you will see your entire future..."

The heady effect of all these albums registers, as we see him lighting a candle.

TITLE: 1973

DETAIL SHOT OF NOTEBOOK

A blue school notebook, with ballpoint pen renderings of the names of groups like the Who and Led Zeppelin, complete with carefully drawn thunderbolts. Also, the name LESTER BANGS.

INT. JOURNALISM CLASS - DAY

William, now 15, sits in class with book, Adventures in Journalism. His hair is shoulder-length. A dedicated teacher, PATRICIA DEEGAN, walks the aisles. Music continues.

EXT. FOOD MACHINES - DAY

William presses the food machine button, pulls an orange from a vending container. He still looks younger than most of the students... and these days, especially the girls.

EXT. LUNCH COURT - DAY

William sits apart from all the others, under a tree. He reads intently, happily, as he eats the orange. It's a copy of Creem Magazine. Music continues.

CLOSE ON PHOTOS IN MAGAZINE

Camera moves across the photos, catching the expressions and fashions of the rock heroes of the day. Ian Anderson of Jethro Tull, eyes wide and hair flying as he plays flute. Neil Young, enigmatic with perfectly patched Levis. The Southern Rock Royalty of The Allman Brothers Band, posing and laughing in front of massive stacks of amps. Marc Bolan of T. Rex, his ringlet-hair backlit by stage lights. David Bowie in skin-tight Japanese one-piece attire, onstage with The Spiders From Mars. Pete Townsend of the Who, slashing windmill-style at his guitar.

Drift down to a by-line--by Lester Bangs.

EXT. PARKING LOT - DAY

William walks through the parking lot after school. Everybody now congregates around the new arrival of their lives--their own cars. Arms suddenly clap William on the back, friendly faces smile strangely, laughing. He takes a few steps and looks up to see... a school official is hurriedly removing something from the high-school marquee.

HIGH-SCHOOL MARQUEE

which reads: WILLIAM MILLER IS TOO YOUNG TO DRIVE (OR FUCK)

All are laughing. He laughs with them, and turns as his face goes slack. He shrugs, marches on.

EXT. DOWNTOWN SAN DIEGO RADIO STATION - DAY

The song we've been listening to is ripped off the turntable

by a highly-active man in a red promotional t-shirt proclaiming the greatness of The Guess Who. He is a ferocious, lumbering, music-driven presence, and he fills this small radio studio to the very brim. This is LESTER BANGS, 25, the rarely-seen God of a then new art-form--Rock Journalism. A Disc-jockey with long-long hair watches helplessly. William views all this through a glass window. He stands on the corner of a downtown side street, halfway up a steep incline. He is the only person on the streets this early Saturday morning. Reveal that he is watching a live radio show, audible to us through the small p.a. speaker overhead.

DISC-JOCKEY

Quite an honor to have the World's
Greatest Rock Critic... and editor
of Creem Magazine, back Home in San
Diego for a few days--Lester Bangs.

LESTER BANGS

What is this hippie station?! Where's
Iggy Pop? Don't you have a copy of
Raw Power?!

DISC-JOCKEY

Lester, isn't it a little early for
this?

Bangs searches for the album--vinyl flying everywhere now,
with no regard for album jackets.

BANGS

Found it!!

EXT. RADIO STATION - DAY

William watches intently. Bangs thuds the needle onto a copy of Raw Power. We're rewarded with a blast of Iggy and the Stooges' "Search and Destroy." A closer shot on William now watching the whirlwind of anarchy inside. Lester does an Iggy Pop impression, acting out a story for the d.j. that we cannot hear, never noticing the kid soaking in everything from the other side of this double-glass window.

EXT. RADIO STATION - DAY - LATER

Bangs walks with William on this sharply inclined San Diego street. It's early, the streets are silent. Bangs is about fifteen beer pounds overweight. His jeans are loose, his paleness and messy moustache an emblem of the long days and nights spent writing. In there somewhere is a good-looking guy. His hands are thrust deeply into his pockets, and he takes big sweeping steps.

BANGS

So you're the one who's been sending
me those articles from your school
newspaper--

WILLIAM

I've been doing some stuff for a local underground paper, too.

BANGS
What are you like the star of your school?

WILLIAM
They hate me.

BANGS
You'll meet them all again on their long journey to the middle.

The kid nods, they walk.

BANGS
Well, your writing is damn good. It's just a shame you missed out on rock and roll.

WILLIAM
I did?

BANGS
Oh yeah. It's over.

WILLIAM
Over?

BANGS
Over. You got here just in time for the death rattle, the last gasp, the last grope.

WILLIAM
Well. At least I'm here for that.

Bangs looks at the much smaller kid, shaking his head. It's too late for newcomers. But if the kid's age is an issue, he doesn't mention it. Like a machine-gun:

BANGS
What do you type on?

WILLIAM
Smith-Corona Galaxis Deluxe.

BANGS
You like the new Lou Reed?

WILLIAM
(automatic)
The early stuff. The new stuff, he's trying to be Bowie, he should be himself. I'm not a big Lou man.

BANGS
Yeah, but if Bowie's doing Lou, and

Lou's Doing Bowie, Lou's still doing Lou.

WILLIAM
(standing his ground)
If you like Lou.

BANGS
Take drugs?

WILLIAM
No.

BANGS
Smart kid. I used to do speed and sometimes Nyquil and stay up all night writing and writing, like 25 pages of dribble about, you know, the Guess Who, or Coltrane, just to write, you know, with the music blasting...

WILLIAM
Me too. The writing part...

For a moment, the serious demeanor dissolves and the oddest thing happens. Bangs laughs. It's an odd and charming laugh, the kind a tough guy keeps well-hidden. It surprised the kid, who smiles back. Bangs stops at the corner, and offers a pleasant but very final nod of the head.

BANGS
Well, alright. It's been nice to meet you. I'll see you around. Keep sending me your stuff.

WILLIAM
Okay. See you.

BANGS
I can't stand here all day talking to my many fans.

WIDE SHOT - SOLITUDE

But neither have anywhere to go on this early downtown morning. They stand for a beat, hands in pockets, on this deserted street. They are alone together, there's nobody else in sight.

INT. DINER - DAY

William listens intently as Lester eat a sandwich. His face is an open book filling with words.

BANGS
--so anyway, you're from San Diego and that's good. Because once you go to L.A., you're gonna have friends

like crazy but they'll be fake
friends, they're gonna try to corrupt
you. The publicists! The bands! You
got an honest face, they're gonna
tell you everything. But you CANNOT
make friends with the rock stars.

The kid takes out a green collegiate notebook and gestures--
can I make a note? Bangs nods.

BANGS

Cannot make friends with the rock
stars.

(savage bite)

That's what's important. If you're a
rock journalist, a true journalist--
first you will never get paid much.
But you will get free records from
the record company.

The kid's eyes widen. Bangs, in direct conflict with his
brutal writing style, is looking suspiciously like a
compassionate softie.

BANGS

And they'll buy you drinks, you'll
meet girls... they'll try to fly you
places for free... offer you drugs...
I know. It sounds great. But they
are not your friends. These are people
who want you to write sanctimonious
stories about the genius of the rock
stars and they will ruin rock and
roll and strangle everything we love
about it.

Privately, William thrills. We. Our. It all sounds great to
him. He listens to the grouping of the words, every one of
them. He madly scribbles.

BANGS

They are trying to buy respectability
for a form that is gloriously and
righteously--

The kid leans forward as Lester finds the right word.

BANGS

dumb! And you're smart enough to
know that. And the day it ceases to
be dumb is the day it ceases to be
real. Right? And then it will just
Become an Industry of Cool.

WILLIAM

...Industry... of... cool...

BANGS

And that's what they want! And it's

happening right now. I'm telling you, you're coming along at a very dangerous time for rock and roll. The war is over. They won. 99% of what passes for rock now... SILENCE is much more compelling. It's over. I think you should turn around and go back and be... a lawyer or something... but I can see from your face that you won't. I can pay you thirty-five bucks. Gimme a thousand words on Black Sabbath.

WILLIAM
(attempting cool)
An assignment.

LESTER
Yeah. And you should build your reputation on being honest... and unmerciful.

WILLIAM
(writing in notebook)
Honest... unmerciful...

BANGS
And if you get into a jam--call me.
I stay up late.

Bangs reaches across the table, and William watches as he scribbles his number on the back of the kid's green collegiate notebook. The notebook has just become valuable. They sit together, listening to the beautiful and compelling silence.

INT. FAMILY CAR - NIGHT

Mom drives William to the San Diego Sports Arena. She looks out the window at the adrenalized concert-goers. She feels protective not just of her son, but an entire generation. William goes over his questions for Black Sabbath.

ELAINE
Look at this. An entire generation of Cinderellas and there's no slipper coming.

William looks out the window at the sign: TONIGHT - SOLD OUT - BLACK SABBATH with special guest Stillwater.

WILLIAM
You can drop me off here.

ELAINE
Black. Sabbath. Just remember--you wanted to be Atticus Finch in To Kill a Mockingbird.

The kid doesn't answer. He silently goes over his questions.

ELAINE

As long as I know this is just a hobby, I'll go along with it.

WILLIAM

All I have to do is listen. That's what Lester Bangs said.

ELAINE

(dryly)

I'll be waiting right here at eleven 'o clock sharp. If you get lost, use the family whistle.

He unhooks his seatbelt, stuffs his questions into an orange canvas shoulder-bag and exits.

Elaine watches her son disappearing into the stony rock-concert crowd. It's a windy night. Everything about this image troubles her. She fights with herself, and then uses the family whistle immediately. He turns.

ELAINE

(sweetly, too loud)

Don't take drugs!!

Fifteen concert-goers turn around instinctively, at the sound of a Mother, and then identify William as the object of her concern. All around him, we hear:

HAPPY CONCERT GOERS

Don't take drugs!!

He winces, nods and moves forward. Music echoes from the open windows of many other cars.

EXT. SAN DIEGO SPORTS ARENA BACKSTAGE RAMP - NIGHT

The kid tromps down the steep incline leading to a small steel backstage arena door. He rings the buzzer. The door wheezes open to reveal the keeper of the San Diego Sports Arena's backstage list. Famous to all those who attempt to enter, this is SCOTTY. He is a wiry, humorless man for whom powerlessness is the theme of his life--except for those few hours he controls the list. Scotty is only forty but everything about him screams that he's an angry sixty.

WILLIAM

Hi. I'm William Miller and I'm here from Creem Magazine to interview the band Black Sabbath.

Scotty, immediately suspicious, moves to a nearby podium and snaps through three clipboard pages. He moves back to the door and grabs the handle.

SCOTTY

Not on the list.

He shuts the door with finality. The kid stands silently for a moment. He looks over his shoulder, at two chattering Groupies watching his dilemma from the top of the ramp. They look at him sympathetically, but he turns away. William rings the buzzer again, withdrawing a copy of Creem from his bag. The door opens.

WILLIAM

Sir, I'm a journalist, and here's a copy of the magazine.

The magazine hangs in mid-air.

SCOTTY

You're not on the list. Go to the top of the ramp with the girls!

Slam. William stands there for a moment. Unsure of what to do next, he looks back to the top of the ramp. Rejected by him just moments earlier, the groupies now feign disinterest. Bracing himself, William rings again. The door opens slowly this time. Scotty stands peering at him.

WILLIAM

(in a rush)

What-happens-after-I-go-to-the-top-of- the-ramp with-the-gi-

Slam. Lock.

EXT. TOP OF SPORTS ARENA RAMP - NIGHT

William inches into the realm of the girls at the top of the ramp. The wind whips. It's just him, and two Groupies in their evening best. They now pretend to barely notice the young journalist who has been banished to stand with them. Chattering excitedly, with sophistication far beyond her 17 years, is ESTRELLA. She sports long unruly black hair. Her partner hangs in the shadows, adjusting shoes. Estrella turns to the kid with great disinterest.

ESTRELLA

Who are you with?

WILLIAM

(embarrassed to be alive)

Me? I'm with myself.

ESTRELLA

No, who are you with? What band?

WILLIAM

I'm here to interview Black Sabbath.

(beat)

I'm a journalist. I'm not a... you know...

Estrella stares at him. Moving into the parking lot light, introducing herself, is a luminous girl in a green faux-fur trimmed coat. This is PENNY LANE. There is an inviting warmth and real interest in the way she asks:

PENNY LANE
...you're not a what?

WILLIAM
(enthralled)
Oh... I'm just... not a... you know.

PENNY LANE
Not a "what"?

WILLIAM
(charmed)
You know. A "groupie."

The two girls are deeply insulted by the word.

ESTRELLA
Ohhh!

WILLIAM
Sorry, I--

PENNY LANE
We. Are not. "Groupies."

Estrella indicates Penny with great reverence.

ESTRELLA
This is Penny Lane, man. Show some respect.

WILLIAM
--sorry.

Penny steps closer, focusing completely on the kid. Behind her, concert-goers throw a few woo-woos their way. She seems not to hear them.

PENNY LANE
"Groupies" sleep with rock stars because they want to be near someone famous. We are here because of the music. We are Band Aids.

ESTRELLA
She used to run a school for Band Aids.

PENNY LANE
We don't have intercourse with these guys. We support the music. We inspire the music. We are here because of the music.

William is nodding like a doll in a dashboard window.
Listening.

ESTRELLA

Marc Bolan broke her heart, man.
It's famous.

PENNY LANE

It's a long story. I'm retired now.
I'm just visiting friends.

ESTRELLA

She was the one who changed
everything. She said "no more sex,
no more exploiting our bodies and
hearts... "

WILLIAM

Right. Right.

ESTRELLA

"...just blow-jobs, and that's it."

WILLIAM

Okay. Well, see, now I get the
difference.

Shot drifts off him and picks up, out of the darkness, another
breathless girl teetering on tall shoes. She is in the
vicinity of 16. Her black hair is cropped short and died
red, just like the cover of Bowie's Aladdin Sane. She is
POLEXIA, the voluptuous one, from Riverside.

POLEXIA

(the usual greeting)

It's all happening. It's all
happening.

ESTRELLA

Polexia!! Did you tell Sabbath we
were going to be here?

POLEXIA

I talked to Dick with Stillwater, I
talked with Sabbath. They're all
dying to see us. It's all happening.

PENNY LANE

This is our journalist friend.
Journalist Friend, meet Estrella
Starr, and Polexia Aphrodisia. And
you are--

WILLIAM

William.

Silent beat. His name lands like a thud.

POLEXIA

Here comes Sabbath!

ESTRELLA

Ozzy!!! Tony!!! It's us!!

A long black limo with darkened windows swishes past, beeps twice. The metal backstage gate rises and the limo rolls inside. And then silence again. The girls do not discuss being rebuffed.

ESTRELLA

I think I saw Sapphire in there.

POLEXIA

(can't hold it in any
longer)

Okay. I was with Ian Hunter all night
at Rodney's Last night. Wanna see
his spoo? I saved it in a baggie.

She opens her purse and shows the girls something inside.
William edges away.

ESTRELLA

(peering into purse)

I'm really happy he's doing so well.

PENNY

(regarding what's in
purse)

Yeah. I know he's such a talented
guy. I mean, look at him. Who deserves
it more?

POLEXIA

(looking in purse)

Nobody--he's so sweet.

ESTRELLA

(with compassion)

Don't you just root for him, you
know. To go that little distance
between good and great?

PENNY

Wait. That's not his. I would know
his.

A very odd look on his face, William now cranes for a discreet
look. What's in that purse?

BAM - THE BACKSTAGE DOOR OPENS

Out steps SAPPHIRE, 19, a tall girl with taller platforms.
Heavy eye-makeup. Her accent is Texan, with odd traces of
English. In one hand is a half-drained bottle of champagne.
In the other, a fistful of backstage passes.

SAPPHIRE

Does anybody remember laugh-tah?
(as they turn)
Come and GET 'EM!

The girls scream and happily head down the ramp to Sapphire. Penny looks back and grabs William with a well-placed arm hooked around his. He joins the clacking sea of legs moving down the ramp. Sapphire slaps passes on the girls. As Scotty (The Keeper of the Backstage List) watches, Penny now slips William forward for a pass.

SCOTTY
Oh no. Not this one--

SAPPHIRE
(off William)
Who brought Opie?

The kid looks over his shoulder. Who's Opie?

PENNY
He's with us.

SCOTTY
(hand blocking William)
He wasn't with you.

SAPPHIRE
(to Scotty)
Are you going to turn this into a
Thing?

SCOTTY
All of you can wait outside! Top of
the ramp!

WILLIAM
I don't want to cause a Thing. I'll
wait.

PENNY
(privately, to William)
I'll go take care of this.

Sadly, they leave him behind. The thundering arena sound of the collecting crowd, the p.a. system blasting Yes' "Roundabout"... purposeful roadies carrying guitar cases... the glimpse of backstage rock and roll... everything he wants to be a part of is on the other side of this door. And then it shuts. He stands alone.

At the top of the ramp, a tour bus unloads. It reads-- STILLWATER TOUR 73. Moving loudly out of the bus is the opening band. This is Stillwater. Four road-weary band members, and their road manager. Voices booming.

RUSSELL HAMMOND, 27, presses the buzzer with the nose of his guitar-case. It's obvious from moment one. This is the star of the band, the charismatic one. He's tired. They're late.

William recognizes him instantly, as the guitarist stretches. The buzzer goes unanswered. The kid is invisible to him, as the others now arrive behind Russell.

Tour/band manager DICK ROSWELL, 27, follows, loudly banging on the steel door. He has the flaxen-haired look of a former hippie, but he carries the emblem of a real pro--the newest silver Halliburton briefcase covered with backstage passes. His direction is always - forward.

DICK

Let us in, we're Stillwater! We're
on the show!!

William is surrounded by them now. They stand together under the single lightbulb, familiar faces, a live-action album cover. JEFF BEBE the singer, his shiny black hair hanging in sheets around his head. ED VALLENCOURT the quiet drummer, his long arms hanging limply at his sides. His is a face made for the background. LARRY TURNER the compact bass-player. Dick now kicks at the door with his foot, as William produces a copy of Creem Magazine.

WILLIAM

(to Dick)

Hi, I'm a journalist. I write for
Creem Magazine.

Once again, the magazine hangs there. He can't give it away.

JEFF

The enemy! A rock writer!

WILLIAM

(struggling forward)

I'd like to interview you or someone
from the band.

DICK

(busy, running behind)

I'm sorry but could you please fuck
off?

William blinks a little, takes it in stride. Russell sizes him up, moving in the background.

WILLIAM

Okay. Okay. I could do that.

JEFF

You guys never listened to our
records. You're all just frustrated
musicians. Do you know what your
magazine SAID about us? What was it--
"the singer's incessant cater walling
distracts from an assault with no
clear purpose."

LARRY

(in background)
That was Rolling Stone.

RUSSELL
Yeah. Okay. Fuck off anyway. We play
for fans, not critics.

Stung, William shrugs. It's been a terrible night, but at
least thrillingly so.

WILLIAM
Russell. Jeff. Ed. Larry.
(can't help it)
I really love your band. I think the
song "Fever Dog" is a big step forward
for you guys. I think you guys
producing it yourselves, instead of
Glyn Johns, was the right thing to
do. And the guitar sound was
incendiary.
(gestures with fist)
Way to go.

He turns and leaves, beginning his long trek back up the
ramp. Russell looks at the others. That kind of love is hard
to give up.

RUSSELL
(good humored, yelling)
Well don't stop there.

JEFF
Yeah, come back here!! Keep going!

They wave him back, as the backstage door opens again. The
kid moves back down the ramp. They herd him in with them,
through the door. Scotty quickly spots the kid and squares
off.

Russell notes the kid's swirling emotional state, shoves him
forward.

SCOTTY
Not this one.

RUSSELL
He's with us.

SCOTTY
He's not with you. He's not with
them. He's not on the list. He's not
coming in. And this is my arena.
And furthermore--

Russel craves the confrontation and moves forward closer to
Scotty.

SCOTTY
Have a good time tonight. Welcome to

San Diego.

INT. BACKSTAGE HALLWAY - NIGHT

The band moves quickly down the hallway, with William moving to keep up. A young and grizzled red-haired roadie, RED DOG, catches them on the way. The band swarms around him.

RUSSELL

Red Dog!

RED DOG

We're playing here tomorrow night.

JEFF

(aside, to the kid)

This is Red Dog, the Allman Brothers
Band's number one roadie.

Russel clamps an arm around Red Dog's neck.

RUSSELL

How're the guys?

RED DOG

Havin a ball, man. When we have a
party, we have an Allman Brothers
Band party. Everybody boogies.
Everybody gets off. It's family,
man. We all got These now.

(flashes new mushroom
tattoo on forearm)

We'll see you guys in Boston, right?
(specifically to
Russell)

Dicky and Gregg send you their love.

Camera catches flash of envy on the face of Jeff Bebe, as
Stillwater sweeps forward into a small dressing room.

INT. DRESSING ROOM - NIGHT

Dressing room activity swirls around him, as William simply
listens. He holds a small microphone. His stoic look gives
away little of the full body rush he's experiencing. As the
other band members drift across frame, Russell Hammond, a
true rock and roll believer, speaks as he straps on his guitar
and gets ready for the show. To the kid, every word is
reckless gem.

RUSSELL

...and it's okay, because rock and
roll is a LIFESTYLE... and a way of
thinking and it's not about money
and "popularity!"

JEFF

Some money would be nice.

Jeff sprays some shaving cream into his palm, and rubs it into his scalp -- poor man's mousse.

RUSSELL

But it's a voice that says here I am... and FUCK YOU if you can't understand me.

Russell smooths the strings of his guitar with a small cloth from his guitar case. The kid notices all these close-up details of rock.

RUSSELL

And one of those people is gonna save the world and that means that ROCK AND ROLL CAN SAVE THE WORLD-- all of us together.

The kid's eyes dance. He checks to make sure he's getting the recording. He listens intently.

JEFF

And the chicks are great.

RUSSELL

But we didn't do it for that! We are here because we needed to fuckin' be here, not just 'cause we needed to away from Troy, Michigan, WHICH WE DID... but what it all comes down to is that thing. The Indefinable Thing, when people catch something from your music, the thing you put into it. I'm talking about... what am I talking about?

WILLIAM

(elegantly)

The buzz?

RUSSELL

THE BUZZ! And the chicks, the whatever, is an off-shoot of THE BUZZ. And like--you saying you liked "Fever Dog?" That is the fucking buzz, man. All we get are these fucking old-ass interviewers who don't understand, don't LISTEN, don't appreciate why we are here, which is the fuckin' BUZZ.

William nods, holds his microphone steady. Russell tunes his guitar, ripping through unamplified guitar licks as he speaks. Jeff hustles to reclaim his own connection to the interviewer.

JEFF

The next album will be even better. More texture.

RUSSELL

But... it's not what you put in, is it? It's what you leave out. Listen to... listen to Marvin Gaye...

Russell's face grows rapturous as he discusses this piece of music.

RUSSELL

A song like "What's Going On." That single "woo" at the end of the second verse--you know that woo--that single "woo."

WILLIAM

(proudly)

I know that, "woo."

RUSSELL

(he does it)

That's what you remember. The silly things, the little things... there's only one, and it makes the song. It's what you leave out. That's rock and roll.

William nods, says nothing, keeps the microphone pointed. Activity surrounds him.

JEFF

(impressed)

We used to talk more about this stuff.

RUSSELL

Okay. See, this is maybe the most honest we've ever been in an interview because you know our music. You're the first press guy we've made friends with. We don't normally talk like this to them. And you're supposed to be The Enemy! What are you--18?

WILLIAM

Yeah.

RUSSELL

There you go. Still young enough to be honest.

DICK

(walkie talkie
crackling)

Ten minutes 'till showtime, anyone who isn't in the band--out!

Russell takes a last swig of beer. A roadie whisks his guitar away.

DICK

All this luggage is going to L.A.!

William is swept out in the chaos of the pre-show ritual, past the pile of luggage by the door. It's a colorful heap of suitcases, featuring colorful laminated band tags, each with a number.

INT. BACKSTAGE STEPS - NIGHT - MINUTES LATER

William sits on the backstage steps, writing feverishly in his notebook. Behind him, two steps higher, Penny Lane scoots into place.

PENNY LANE

I found you a pass.

WILLIAM

(amped, distracted)

Thanks. I got in with Stillwater.

(as he writes)

The guitarist, Russel Hammond, he just thoroughly opened up. He is by far the best and most honest interview I've ever done.

(she nods)

I've only done two, but you know. He's number one.

PENNY LANE

You're learning. They're much more fun on the way up.

William nods, still scribbling. She eases down into place on the step next to him. Her proximity cause him to look at her, his eyebrows rising. She smooths them down with two single fingers.

PENNY LANE

How old are you?

WILLIAM

Eighteen.

PENNY LANE

Me too.

(beat)

How old are we really?

WILLIAM

Seventeen.

PENNY LANE

Me too.

WILLIAM

Actually I'm 16.

PENNY LANE

Me too. Isn't it funny? The truth

just sounds different.

WILLIAM
(confesses)
I'm 15.

PENNY LANE
You want to know how old I really
am?

WILLIAM
(immediately)
No.

She looks upstairs, soaking in the sound of another band
tuning up. Music is her religion.

WILLIAM
How did you get started in all this?

PENNY LANE
It's a long story.

WILLIAM
(quick study)
Right. Right.

PENNY LANE
We live in the same city. We should
be friends.

She takes his backstage pass from his shirt and puts it on
his thigh - the cooler location. Nearby, the dressing room
door opens, and the Stillwater exits. Excitement level rises
as they mass in the hallway with instruments. We hear the
amped voice of Russell growing nearer.

RUSSELL
The Enemy!

He approaches, as William stands. Penny watches, hanging out
of Russell's eyesight.

Standing in the supercharged hallway, the kid is anxious to
introduce his new friends.

WILLIAM
Russell, this is Penny Lane.

PENNY LANE
(stepping into view)
Pleasure.

RUSSELL
Penny Lane? Like the song, right?

PENNY LANE
Have we met?

They shake.

And do not let go, for too long. There is history in their shake. Their eyes tell all. Shot takes us to William, who puts two and two together. It isn't hard. They clearly know each other. Well.

WILLIAM

Well, I guess you've... you've met.

DICK

Penny Lane! God's gift to rock and
roll!! You're back!

(privately)

Marc Bolan. Please.

Other band members pass, adjusting clothes for show time, waiting in the hallway... and now singing the Beatles song "Penny Lane."

RUSSELL

Come on, let's go.

(noting kid's shyness)

Both of you.

INT. BACKSTAGE - NIGHT

House lights go down. Cheers rise. Dick's flashlight dances on the ground just in front of them, guiding their way in the dark to the stage steps.

RUSSELL

Get in the huddle.

Russell pulls William into the band's huddle.

SHOT LOOKING UP AT THEM

Their band ritual, psyching together, arms on each other's shoulders in a circle. They sing a few lines of the classic "Train Kept A-Rollin'" (or "Go See Cal" from the Cal Worthington ad) They all touch feet, and then break, heading for the stage. Russell directs Penny to his side of the stage. The kid follows. Plugging in, still in darkness, Russell hits a practice chord--thwack. He steps on effects pedal. Applause. (Adlib onstage private patter, between members, goading each other--the stuff no audience ever hears) Twenty feet away, Dick prepares to address the crowd from the darkened stage. It is his favorite moment of the evening, the highlight of his job.

DICK

From Troy, Michigan. Please welcome--
(importantly)

Stillwater.

Light hits the stage, and the band launches into their opening song, "If You Say Nothing." Audience response is strong. Shot lingers on the face of William as he soaks in the most

undeniably exciting moment of any concert, the first thirty seconds.

Jeff the singer grabs the microphone and launches into some vocal pyrotechnics. Russell looks over to Penny and William, at stage right, grinning, pretending to trip on his cord, an elegant show-off move of a musician who is now where he belongs... before seriously stepping forward for the first guitar lead of the night. The kid looks over to see Penny watching Russell.

EXT. BACKSTAGE - NIGHT - LATER

Cases are shut and rolled toward the trucks. Stillwater heads for their bus. Jeff the singer says goodbye to Estrella Starr, like a sailor leaving port. Russell lingers behind, saying goodbye to William, loading his own equipment. Black Sabbath passes with entourage, heading to the stage.

RUSSELL

(privately)

So. You want to come up to L.A.,
we'll be at the "Riot House" all
week.

WILLIAM

"The Riot House?"

RUSSELL

The Continental Hyatt House! It's on
Sunset Strip.

WILLIAM

(attempting cool)

Right. Right.

All the while, just over the kid's shoulder, Russell scans the backstage crowd of hangers-on. Looking perhaps for Penny Lane.

DICK

Let's blow this burg!

RUSSELL

(exiting)

Well tell your friend Miss Penny
Lane to call me. Tell her "It ain't
California without her. We want her
around like last summer." Say it
like that.

WILLIAM

Got it.

RUSSELL

(returns, whispers)

Oh, I'm under the name - Harry
Houdini.

JEFF
(exiting, to William)
The Enemy!! Yeah!! Come to L.A.,
we'll talk some more.

Russell joins Jeff, exiting and laughing. A good show is
still in the air.

WILLIAM
Later Jeff! See you, Dick. Larry.
Ed.
(and now the roadies)
Mick, Gregg, Red Dog, Scully, Frosty,
Estrella, The Wheel!

ROADIES
Laterrrrr!

DICK
We'll see you down the line.

William is deliriously happy, hands upraised. He turns to
see Penny.

WILLIAM
PENNY!

PENNY
(calming him)
Hey. Hey. Be cool.

WILLIAM
You just missed Russell! He says
he's at the "Riot House" all week
and to call him. He's under the name
Harry Houdini. Do you know about the
"Riot House?"

PENNY LANE
I think I've heard of it.

WILLIAM
He had a message for you! He said,
"It's not California without you.
We want you around like last summer."
(consults notebook)
Actually he said "ain't." "It ain't
California - "

PENNY LANE
I get the gist.

WILLIAM
How well do you guys know each other?

She smiles privately.

WILLIAM
I got it. No problem. Long story.

Alright! I gotta go.

Elsewhere in the arena, Black Sabbath is performing "Sweet Leaf." The kid could care less. He has bonded with Stillwater. He heads for the door. Penny walks with him. He's loving it. They pass a still-scowling Scotty, flashing passes, as they exit out into the ramp area.

EXT. SPORTS ARENA - NIGHT

Penny takes out an eyeliner pencil, writes her number on the back of his green notebook.

PENNY LANE

Call me if you need a rescue. We
live in the same city.

WILLIAM

I think I live in a different world.

They stand in the night air. The parking lot is largely silent now, save for the thudding bass sounds of Black Sabbath. In the distance, we hear Elaine's insistent whistle.

PENNY

Speaking of the world. I've made a
decision.

(a very serious secret)

I'm going to live in Morocco for one
year. I need a new crowd.

He nods. He is a rapt audience for this flashy girl.

PENNY

Do you want to come?

WILLIAM

Yes.

In the distance, we hear the family whistle growing louder.

PENNY

It's a plan. You've got to call me.

WILLIAM

Okay.

PENNY

It's all happening.

WILLIAM

It's all happening.

He nods coolly. He waits until she turns, and the sprints through the parking lot, to the distant family whistle.

FADE OUT:

FADE IN:

ON TAPE RECORDER

William's fingers work the clunky keys, pressing rewind. We hear a snippet of the intense and lively Stillwater interview, full of overlapping and barely discernible voices. Meticulously, he untangles the voices, especially Russell's, as he transcribes.

INT. WILLIAM'S BEDROOM - DAY

The work of a journalist, as William sits at his Smith-Corona Galaxis. There is a knock at the window, and William scoots back in his chair to see a familiar face. It is Darryl, his sister's old boyfriend. William opens the window.

WILLIAM

Hey Darryl.

DARRYL

Hey.

Darryl climbs in the window, looks around the room that was once the site of his previous glory.

DARRYL

So she's a stewardess now.

WILLIAM

Yeah. She and Mom are still sorta...
I'd say "not speaking," but I don't
know if they ever did.

DARRYL

Your sister. A stewardess.
(nods to himself)
The things your sister and I did
inside these four walls...

WILLIAM

That's okay. I don't want to know.
It's my room now.

DARRYL

We flew the friendly skies--

WILLIAM

Okay--

DARRYL

I don't want to put you in the middle
of anything. We don't have to talk
about it.

WILLIAM

No.

DARRYL

You seem cooler.

WILLIAM

Yeah. I'm thinking about going to Morocco.

DARRYL

Lemme know if you need a little help with your Mom.

WILLIAM

A little might not be enough.

DARRYL

She still freaks me out.

WILLIAM

(nods, an old issue)
Yeah--

DARRYL

She's famous.

WILLIAM

Listen--

DARRYL

Go ahead and do what you were doing.
I just wanna hang in here for a moment.

WILLIAM

Cool. Alright.

William nods and continues his work, self-consciously, as Darryl sits on his bed and soaks in the memories of the room. A long moment passes. Darryl pats his thighs, and rises.

DARRYL

Okay, man.

WILLIAM

Okay, man.

INT. LIVING ROOM - EVENING

William slips on corduroy jacket, over a tie-dyed shirt. Well, it's definitely a look. Mom appears more nervous than her son.

ELAINE

I worry about the drunk drivers.

WILLIAM

Mom. I'm 15.
(beat, vague panic)
Right?

ELAINE

Yes, you're 15. "And here's that

money I owed you."

She reaches in a small box near the door, gives him twenty bucks. It's their routine.

ELAINE

Your dad's favorite joke. I don't do it as well.

WILLIAM

I thought it was pretty good.

ELAINE

Keep the small bills on the outside. And call me if anyone gets drunk.

WILLIAM

I will call you if anyone anywhere gets drunk.

ELAINE

Good.

WILLIAM

(anticipating her,
like a parent)
And don't take drugs.

ELAINE

(stoic)
Ha ha. Very funny. See--sense of humor. Have fun at the dance. I'm glad you're making friends.

They move to the door, and he steadies her, as if to remind her she's not going. He opens the door. She's a wreck, and she knows it.

WILLIAM

Mom?

ELAINE

Yeah--

WILLIAM

(loving but firm, as
if to a dog.)
Stay.

ELAINE

Oh... okay.

WILLIAM

I-love-you-bye.

He opens the door. Neil Young. "Sugar Mountain." Watching him leave is always a killer. She's not getting any better at it either. She folds her arms tightly across her chest.

EXT. WILLIAM'S HOUSE - NIGHT

Penny waits by her car, down the hill, sporting a different more elegant look. She cups her hands and yells up to him. He hikes down the hill, squishing down the water plants, almost falling, the first time we've seen him happy in his own skin.

EXT. SUNSET BOULEVARD - LATER NIGHT

Miss Penny Lane's yellow Vega makes the big swing onto Sunset Boulevard. She sings along to the obscure words of Led Zeppelin's "Dancing Days." William takes it all in from the passenger seat. Huge billboards advertise not cigarettes or beer, but albums. It's a wondrous piece of geography for any rock fan. Shot moves in as William, watches, takes it all in. He moves his head outside the window to see fully. Her windshield is cracked along the side.

PENNY LANE

The Continental Hyatt House. Also known as The Riot House.

(does tour guide voice)

Every band stays here, all the ones that matter. The Who. Zeppelin. Alice. Bowie. English bands. American bands. We all know each other. Twenty-four hour room service. Like us, they were outsiders. They were so outside, they're inside, and insiders never even knew it, because they're outsiders and they are inside a place outsiders will never be. And why are we even talking about it? If you're really an insider, you're never gonna say it. You know what I mean?

WILLIAM

(beat, working it out)

Yeah. Yes.

She makes a swift turn into a secret parking spot near the hotel.

PENNY

And we're not gonna hang out with Russell. You can, but not me.

WILLIAM

What is it with you and Russell?

EXT. SUNSET BOULEVARD - NIGHT

Neil Young and Crazy Horse's "Cinnamon Girl" ricochets across the Strip. It's blasting from cars tuned into KMET. Penny now wears her green faux-fur trimmed coat. She grabs William's hand, steadying her hat at the same time. They dart across the busy street. She stumbles a little on her platforms. He steadies his taller date. They are a good team as they pass

one of several humming tour busses parked out front.

INT. HYATT HOUSE LOBBY - NIGHT

Penny blasts into the Continental Hyatt House, William on her arm. The lobby of this bastion of seventies rock is more alive than most clubs. It's a swirling mass of Roadies carrying Halliburton briefcases plastered with tour stickers, mingling Rockers, and more than a few Groupies with lower-ambitions and taller-platforms than Penny Lane. The feeling is communal, illicit, intoxicating. The secret community of rock. Penny attracts a hailstorm of friends and comrades.

PENNY LANE

It's all happening.
(grabbing him like a
shield)
And I'm about to use you as
protection.

ROADIE # 1

Penny Lane!!

PENNY LANE

(aside)
These guys are with Alice Cooper.
I'm going to pretend I don't know
them.

ENGLISH ROADIE # 3

Penny!! Does Alice know you're here?

PENNY LANE

I'm just showing my very dear, very
wonderful friend around. He's a very
important writer--he knows Lester
Bangs.
(English accent)
I'm responsible for his moral conduct
while he's abroad.

ROADIE # 3

(arriving, mock drama)
Penny Lane!! God's gift to rock and
roll!!

PENNY LANE

I'm retired.
(uses English accent)
And don't argue with me!

ROADIE # 3

Again?

PENNY LANE

(moving, English accent)
Have we met?

Effortlessly touching an arm here and there, charming all--

she had four men suddenly circling her.

PENNY LANE

I've made a decision. I'm going to
go traveling in India. Then I'm going
to learn how to play the violin.
Then I'm going to go to college for
one year.

William looks at her, perplexed and a little hurt. What about
Morocco?

ROADIE # 2

(exiting, not buying
it)

There's nothing they could teach you
in college, darling.

(whispers)

Call Alice. He's under the name Bob
Hope.

ROADIE # 1

I heard you were with Russell from
Stillwater.

PENNY

Please. I throw the little ones back.

Lusty laughs circle William. Overlapping this dialogue is
the appearance of our friend Polexia.

POLEXIA

(in tears, in pieces,
emotional)

Ian Hunter is a fucking asshole!

WILLIAM

Polexia!

POLEXIA

Opie!!!

She hugs him like a long-lost friend, knocking the air out
of him. And now overlapping this action, appears Superfan
RIC NUNEZ, 14. His eyes are forever moist, but he's oddly
formal and never feels worthy of the rockers he idolizes.
Tonight he wears a custom homemade t-shirt with iron-on block
letters. It features the four Led Zeppelin symbols and the
words: "TO BE A ROCK AND NOT TO ROLL." A felt-tip pen is
still in his quivering hand. Nunez walks with them,
backpedaling as he says:

RIC

It's all happening. I just saw them
on the seventh floor! Mr. Jimmy
Page... Mr. John Paul Jones...

(displays squiggle on
shirt)

Mr. Robert Plant signed my shirt in

the elevator!! Five minutes ago, he touched this pen. Please don't smear it. And Bonzo's gotta new motorcycle in the hotel!

PENNY

Ric is a Zeppelin fan.

WILLIAM

Yeah, I picked that up.

PENNY

He tours with them, but not "with" them.

RIC

They're on the 12th floor, but there's guards there! So you gotta go to the tenth floor and go up the back steps.

PENNY LANE

This is my very dear, very close, very wonderful friend William Miller, he is very close with Lester Bangs.

RIC

It's all happening!! See you in Cleveland!

Ric rushes back to the elevators.

PENNY LANE

I'm retired! Doesn't anybody believe me!?

INT. HYATT HOUSE LOBBY PHONE - NIGHT - MINUTES LATER

Penny nearby as William picks up the house phone. He shouts over the din.

WILLIAM

Harry Houdini, please.

As he waits, he discreetly pockets the matches, hotel pad and pencil next to the housephone.

INT. HALLWAY/RUSSELL'S HOTEL ROOM - NIGHT

William, Poxia and an ambivalent Penny walk the hallway, looking for the room. William looks in the passing open doors, each one a different window into another world.

PENNY LANE

Okay. Time to put on the lampshade.

Up ahead, the door to their smallish hotel room is open. Inside, a band party in full swing. A clunky early-model boom box segues from James Brown's "Make It Funky" to Led Zeppelin's "Gallows Pole." Russell Hammond is the center of

this party, jabbing out the chords, playing along on guitar. Much singing echoes all around. It's a hotel-room Hootenanny, and all members of the band are present. Penny Lane takes a breath and enters, with arms extended and pointing in opposite directions. She does a flawless stewardess imitation, with proper hand gestures, to a loud party ovation.

PENNY LANE

"Ladies and Gentlemen. Please extinguish all smoking materials and notice that the captain has turned on The No Smoking sign. Your seat and tray tables should be locked in their full and upright positions."

RUSSELL/OTHERS

PENNY!! PENNY LANE!!

She is instantly and overwhelmingly, the life of this party. Russell joins William.

RUSSELL

(impressed to see him)
Alright.

WILLIAM

(happy to be there)
Alright.

Russell places a beer in William's hands, and exits.

PENNY LANE

(continuing)
"In the unlikely event of a water landing, the seat below you will serve as a--"
(give up)
Oh, the hell with it.

They all applaud her, laughing. William watches her with wonder, as she turns his way and winks. Jeff approaches the alluring Polexia, and goes to get her a beer. Meanwhile, Polexia sidles up to William. She sees him watching Penny at the other side of the room.

POLEXIA

(privately)
Act One, in which she pretends she doesn't care about him.

POV shot travels to Russell, strumming the guitar that is always a part of his body. Russell is watching Penny Lane surreptitiously.

POLEXIA

Act Two, in which he pretends he doesn't care... and goes right for her.

Russell moves towards Penny.

POLEXIA

Act Three, in which it all plays out
the way she planned it. She'll eat
him alive.

WILLIAM

(worried)

We've got to stop them.

POLEXIA

Stop them? You were her excuse for
coming here.

ON PENNY

PENNY

I need ice!

Penny disappears out the door, across the hallway. Russell
follows a moment later. The kid's eyebrows rise. Polexia
regards the kid with affection, adjusting his collar and
peeling a hair off his jacket.

POLEXIA

I just worry about people using her.
You know? 'Cause she brings out the
good side in everybody else, but
what do they do for her? Life kills
me. Do you have any pot?

WILLIAM

Not on me.

POLEXIA

Do you smoke?

WILLIAM

No.

(attempting to fit in)

But I... I grow it. I grow it.

Polexia looks at the kid, laughing at his poor job of lying.

POLEXIA

You're funny. You know, if you were
only taller, English, rich, a guitar-
player and older...

WILLIAM

I'd be someone else.

POLEXIA

Yeah. Good point.

Jeff appears with her beer, and she whispers in the kid's
ear before she exits with Jeff Bebe.

POLEXIA

Bless me father for I may sin tonight.

The kid watches, as the boom box plays an obscure favorite of Russell's, Eddie Giles' "Losin' Boy." There is the sound of a motorcycle somewhere down the hallway.

INT. ICE ROOM - NIGHT

The ice machine makes new cubes with a grinding noise. Penny puts ice in her glass. Behind her, Russell moves into frame, hands delicately riding the sides of her body. A motorcycle roars by, just outside the door, as Penny moves away from Russell's exploring hands.

PENNY

(with real indignation)

How does it end?

RUSSELL

What?

PENNY

You know--the story about the girl who dumps the guy who has an ex-ex wife--the one we don't talk about--and gets a hundred... okay, five letters from him, and then doesn't even leave a pass in San Diego. Wake up! I'm retired and I never believed you anyway. You're too talented and too good-looking to be trusted and everybody knows it.

RUSSELL

(smiling, loves it)

You're retired like Frank Sinatra is retired.

She makes a scoffing noise. He moves to the ice machine, with a glass of his own.

RUSSELL

Miss Penny Lane. Let me tell you what rock and roll will miss the day you truly retire.

He tosses cubes in his glass, one by one. After the first cube:

RUSSELL

The way you turn a hotel room into a home.

(cube)

The way you pick up strays wherever you go. Like Pied Piper.

(cube)

The way you know the words to every song. Every song. Especially the bad

ones. Mostly the bad ones.
(cube)
That green coat in the middle of
summer.
(cube)
The real name you won't reveal.
(cube)
And. I'd keep going, but my glass is
full.

PENNY
(quietly)
Damn.

He kisses her powerfully, hands at his sides. She fights to
keep her hands off him. Bonham's motorcycle rips by, just
outside the door.

RUSSELL
Come to Arizona.

PENNY
Never.

RUSSELL
We leave Thursday morning. 9 AM.
And pack light this time. Jesus.

They kiss. The motorcycle speeds by again, just outside.

INT. HALLWAY - NIGHT

The hallways are crowded, as William looks at the closed
door of the ice room. He leans against the wall, alone now.
Trying to look like he belongs. Behind him, most of the band
has disappeared into other rooms, leaving only hangers-on in
their places.

INT. ROLLING STONE MAGAZINE - DAY

Music. We pan across cubicles bustling with laid-back fervor.
These are the San Francisco-based main offices of Rolling
Stone Magazine. We have arrived for the waning days that
this magazine could still be called, with a straight-face,
an "underground" publication. Their mounting success crowds
the edges of every frame. Camera catches the Annie Leibowitz
portraits that hang on the walls--Lennon, Jagger, Rod Stewart,
James Taylor.

We find editor BEN FONG-TORRES, 29, in his cramped cubicle.
Sitting nearby is curly-haired and mustachioed Star Staff
writer, DAVID FELTON, 32, who smokes his cigarettes with a
long holder. Felton reads one of William's articles,
chuckling.

BEN FONG-TORRES
William Miller?

INTERCUT:

INT. WILLIAM'S BEDROOM - DAY

William is on the phone in his own small room.

WILLIAM

This is he.

BEN

Crazy. William, this is Ben Fong-Torres. I'm the music editor at Rolling Stone Magazine. We've got a copy of your stories from the San Diego Door. This is the same William Miller?

William instantly, nervously alters his voice to sound older.

WILLIAM

Yes it is.

BEN

(rifling through
tearsheets)

Voice of God, howling dogs, the spirit
of rock And roll... this is good
solid stuff.

WILLIAM

(immediately, suddenly
deeper)

Thanks... thanks.

BEN

You should be writing for us. Any
ideas?

WILLIAM

(voice now to deep)

How about Stillwater?

BEN

Crazy. New album... their third...
starting to do something.

Ben shuffles through papers, looking for a tour itinerary on his promotional-material laden-desk, automatically plotting the piece aloud.

BEN

(pleasant, terse)

Stillwater. Hard-working band makes
good. Get 'em to respond to the
critics who dismissed the first two
albums as workmanlike. Guitarist is
the clear star of the band. Crazy.
Let's do three-thousand words. You'll
catch up to them on the road. We'll
set up billing--don't let the band

pay for anything.

WILLIAM
(affecting casualness)
Sounds good.

BEN
We can only pay--lemme see, three-
thousand words--seven hundred dollars.

The kid's eyes widen.

BEN
Alright, a grand. What's your
background? You a journalism major?

WILLIAM
(deeply)
Yes.

BEN
What college--

INT. ELAINE'S HOUSE - CONTINUOUS

Elaine now gets on the extension.

ELAINE
Honey, I need you to do that thing
that fixes the garbage disposal--

She hangs up.

INT. WILLIAM'S BEDROOM - CONTINUOUS

The kid is paralyzed.

BEN
Well, I know how my lady gets when I
don't snap to it--

WILLIAM
Crazy.

BEN
Crazy! I'll let you go. Call me at
the San Francisco office tomorrow.

INT. LESTER BANGS HOME - LATE NIGHT

The great Lester Bangs stands in the promotional album-clogged
bedroom of his Birmingham, Michigan, home/office at Creem
Magazine. There is nothing in frame that does not deal with
music. In the background, a scratchy and chaotic Coltrane
record.

LESTER BANGS
Beware Rolling Stone Magazine. They
will change your story, they'll re-

write it and turn it into swill.
Beware!!

WILLIAM
But besides that, what would be wrong
with it?

LESTER BANGS
(laughs, entertained)
You have starry eyes, my friend.
(beat)
Look. Do the story. It's a good break
for ya. But remember this--

The kid listens intently, and makes notes.

LESTER BANGS
...don't do it to make friends with
people who are trying to use you to
further the big business desire to
glorify worthless rock stars like
Stillwater. And don't let those swill
merchants re-write you.

WILLIAM
(still copying)
...swill merchants...

LESTER BANGS
Now. What are you listening to?

EXT. TEACHER'S LOUNGE - DAY

William knocks on the teacher's lounge door. A Teacher
answers, protective of their sanctuary.

WILLIAM
(urgently)
I need to talk to Mrs. Deegan, from
Journalism.

Mrs. Deegan appears in the doorway.

EXT. WILLIAM'S HOME - LATE AFTERNOON

The sun is still shining. It's late afternoon, as Elaine
Miller exits her car and arrives home. She sees a few extra
cars in the driveway, is immediately suspicious.

INT. LIVING ROOM - LATE AFTERNOON

Elaine arrives to find William, Mrs. Deegan and Darryl
awaiting her in the living room. It's a 1973-style
intervention. They wear sunny, compassionate smiles.

ELAINE
Whatever it is, the answer is no.

MRS. DEEGAN

Elaine, we need to talk to you.
Nothing is wrong. I am a teacher.
You're a teacher. We speak the same
language.

Mom sits down. She is fully engaged and worried, her natural
state.

MRS. DEEGAN

Now I'm not a jump-up-and-down person,
but something wondrous has happened
to William. And you have every reason
to be happy...
(knows her)
...and calm.

Carefully gauging Elaine's face, the teacher continues.

MRS. DEEGAN

William has been gifted with a shining
opportunity in the world of
journalism. Through a love of music,
and at an oddly-young age, he has
received a major assignment from a
national publication called Rolling
Stone Magazine.

Mrs. Deegan produces a copy, and places it on Elaine's lap.
It sits there like the plague.

MRS. DEEGAN

Now you are rather famously not a
fan of rock music, but such are the
ironies of life, that happens to be
the very topic of William's assignment--
(cheerfully)
rock music. A band.

ELAINE

(warily, to Darryl)
Honey, what are you doing here?

DARRYL

Moral support.

Mom looks evenly at her son, seated opposite her in this
small living room.

ELAINE

What's involved?

MRS. DEEGAN

Well. It's a great opportunity.
He'll be well-paid, and published
nationally--
(quickly)
--and he'll go on tour with a rock
band for four days. No small planes...
he travels on a bus.

ELAINE

Is it time for me to say something?

MRS. DEEGAN

Sure.

ELAINE

No.

MRS. DEEGAN

And in anticipation of that response--

ELAINE

No.

MRS. DEEGAN

--William has prepared--

ELAINE

(rueful)

"Lo, that which I have feared has
come upon me."

WILLIAM

(lightening fast)

"He who jealously guards his fears,
quietly yearns to bring them about!"

Mrs. Deegan admires their high-strung intellectual parrying,
makes an impressed noise.

ELAINE

(with compassion)

No. I have raised him to be an honor
student, which he is. We have agreed
on all our goals. We raised him to
be a lawyer, we moved here to be
near the finest law school in the
West. Plus, he has finals coming up,
and in one week he graduates with
all his friends--

DARRYL

He's got no friends!!

WILLIAM

Darryl. Please.

Nearby, having anticipated all of the above, William nods to
Mrs. Deegan, and stands.

MRS. DEEGAN

Elaine, may I present to you... your
own son.

William takes a lawyerly stroll, turns to face his mom.

WILLIAM

Lady of the Jury.

(beat)

I wish to disprove the prevailing false belief that rock music is based on drugs and sex. True, perhaps at one time... but rock music is different now. It is now performed by hard-working intellectuals, with... with blazing intellectual pursuits, and I am going to play for you a piece of music designed to show you that my thesis is correct.

ELAINE

This is going to be hell.

Across the room, Darryl takes his position near the stereo.

WILLIAM

The song is based on the literature of Tolkien... and it's mystical attempt to elevate humanity has been successful throughout the world... this song will change your life.

Mom stifles a cough. William nods to Darryl, who reverentially drops the needle with a thud. Mom is trapped, as we listen to silent static... and then... the opening notes of Led Zeppelin's "Stairway to Heaven." William gives his Mother the album cover's inner-sleeve with lyrics.

WILLIAM

We ask you only to listen.

Camera passes across their serious and expectant faces. The intro is not short. We listen, just watching their faces, as Elaine becomes increasingly impatient.

ELAINE

When is it going to start--

WILLIAM

Soon.

Immediately, overlapping, the vocal begins. ("There's a lady who's sure all that glitters is gold.")

DISSOLVE TO:

SUN MOVING SLOWLY ACROSS THE SKY

Sprinklers click across the lawns. ("...and it makes me wonder...")

INT. LIVING ROOM - AFTERNOON

Mom adjust herself in the chair, listens politely, checks her watch. She looks at William.

EXT. HOME - AFTERNOON

Sprinklers continue. ("If there's a bustle in your
hedgerow...")

INT. LIVING ROOM - AFTERNOON

Mom listens fitfully. The song continues.

DISSOLVE TO:

EXT. HOUSE - STILL LATER AFTERNOON

Sprinklers shut off. Music is now blasting. ("To be a rock,
and not to roll...")

INT. LIVING ROOM - LATER AFTERNOON

Mom's face remains stoic to the bitter end. ("...and she's
buying the Stairway to Heaven.") The song ends. Silence.
All look to Elaine. They wait on her response. We hear the
turntable arm return to its cradle.

ELAINE

What am I supposed to say? You say
it's Tolkien, fine. They sound like
nice kids. Is it meant to elevate
humanity? "Sure, let's elevate
humanity. After we sell you drugs
and sex." All I have is my honesty.
That's what I believe, and that's
what I know.

(flipping through
magazine)

Oh. Here's a nice ad.

She holds up the magazine. And ad reads, in large bold type:
BUY THIS FUCKING ALBUM.

ELAINE

You've clearly ganged up on me, and
I still say no. No no no no no no
no.

She shuts her eyes, and blurts out something against her
better judgment.

ELAINE

No more than four days and I want a
phone number for where you are every
minute and I want you to call me
twice a day and you'd better not
miss one test--and no drugs.

William nods gratefully, and exits frame. Hold on the empty
chair, as drums herald the beginning of the Allman Brothers
Band's "Trouble No More" from Live at Fillmore East.

SHOT MOVES IN ON ELAINE

who feels a very particular kind of loneliness. It's the loneliness she got married, and then raised a family, to escape.

INT. STILLWATER TOUR BUS - DAY

An empty Heineken beer bottle rolls up and down the aisle, taking us to William. William picks up the bottle and places it in the seat back pocket in front of him. He has joined the circus, and the feeling of being here is a lot more lonely and forbidding than he expected. The bus struggles to make it up the hill, back rows shuddering loudly, as music continues.

DICK

C'mon, Doris! Darling Bus. You can make it!

EXT. NEVADA DESERT HIGHWAY - DAY

The Stillwater Tour Bus rumbles down the desert highway. The destination banner reads - ALMOST FAMOUS--TOUR 73. Music continues.

INT. BUS - DAY

William strains for a look at Russell five rows up. He plays slide guitar, working out a part. Next to Russell is Penny Lane. Penny raises an early-model Polaroid camera and--flash--takes a picture of a nearby sleeping Jeff Bebe.

PENNY

Gotcha.

Jeff grumbles from the depths of a hangover. Penny stuffs the shot in her pocket. William watches, his private heart pounds. Polexia appears and sits next to him, noticing his shyness.

POLEXIA

Do you have any pot?

WILLIAM

No. I'm a journalist.

POLEXIA

Well, go do your job then. You're on the road, man. It's all happening! Get in there. Go talk to 'em!

Challenged, William rises and approaches Russell. He fixes the charismatic guitarist in his sights. Shot takes him down the aisle to the jamming star guitarist. He crouches in the aisle and talks to Russell who immediately seems moody. His mood is in the air.

WILLIAM

(very professional)

Russell. Do you think we might be able to find some time to talk when we get to Phoenix? I want to interview everyone separately... and I felt we'd start with you and me.

Nearby, Jeff now listens in, feeling immediately jealous.

RUSSELL

Absolutely.

Russell turns away. The kid squats uncomfortably in the aisle, babbling on.

WILLIAM

Because I've got a thing in a couple days.

RUSSELL

What.

WILLIAM

(self-conscious)

It's a... thing where... uhm... you go there to graduate. School.

RUSSELL

(sharply)

I never graduated. And look what happened. You're here interviewing me.

Good point. Laughs from everybody listening nearby. It's a good line. William makes a quick jot in his notebook.

RUSSELL

No no no. Don't put that in Rolling Stone. My bio says I graduated. We'll come up with something better later. Just enjoy the ride.

Russell eyes the notebook suspiciously before turning away. Penny notices William's discomfort, laughing warmly, all while grabbing a Coke and giving one to nearby bassist Larry.

LARRY

How did you know I was thirsty?

He didn't even realize he was thirsty, but he is. He nods thanks to Penny, the perfect road companion for all. And then Penny gives the other Coke, her Coke, to William. He accepts it too, and starts back to his seat. He's been blown off, and he knows it, but before he exits Penny grabs his arm and whispers in his ear:

PENNY

I may need to stay in your room tonight. Russell's in a bad mood. He's very Bob Dylan in Don't Look

Back today. He's trying to write.

William nods coolly--they are comrades--and returns to his seat. A large joint passes in front of him, across him, to Polexia, as everyone cheers Doris the Bus rumbling up another hill.

POLEXIA
(inhaling deeply)
Want some?

WILLIAM
No thanks.

A wall of pot smoke is exhaled, right into his face. It surrounds him like a cloud. The bus shudders, as Russell continues playing slide up ahead.

INT. WILLIAM'S LIVING ROOM - NIGHT

Elaine sits in her living room, filled with her books. Large Department store photos of her children on the wall. She feels her own loneliness, and his too, as she dials a phone number.

ELAINE
Has William Miller arrived yet? He
hasn't. Could you give him a message
as soon as you see him?--

INT. BUS - NIGHT

Several hours later on this ride. Outside, night and desert. Inside, a few cigarettes, a joint of two glow in the darkness of the bus. The end of the Led Zeppelin classic "Whole Lotta Love" plays from the bus stereo, full blast. Everybody is free and anonymous in the dark. They sing at full-volume. William looks out the window in wonder.

ZEPPELIN/ALL
"Way down inside... (woman) woman...
you need... "

The ten-ton guitar chord of Jimmy Page.

ZEPPELIN/ALL
"Looooooooooooooooooooooooooooovve... "

John Bonham's drums thunder through the bus, everybody still singing as they dip down into the city ahead, Phoenix. William watches the living documentary around him. He writes furiously in the green notebook, scribbling in the dark, trying to steady his writing on the bumpy bus. Behind him, someone is beating along to the song on his seat. He never wants to leave this world.

INT. ARIZONA RAMADA INN LOBBY - NIGHT

All enter the lobby like warriors, in a pack. The hotel chairs

are spotted with curious hangers-on, decked out and lounging. Dick is already stationed, as always, at the front desk. The sad state of hotel service grates on a road dog like Dick. He is forever teaching others their jobs.

DICK

Jeff, Tony... Keys... keys... keys...
room list...

(re: luggage, to hotel
bellman)

If it doesn't have a number on it,
it ain't ours!

He gives key and a stack of messages to Russell, and turns to William who he makes feel more important. Penny is nearby with her suitcase and tackle box purse. William watches Russell's guitars whisked away--they are luggage-numbered 1, 3, and 4.

DICK

The Enemy! Here you go, here's the
key to your palatial suite, room
list, plus let me give you a luggage
tag. You're Number 42.

CLERK

Is this Mr. Miller? You have a message
from Elaine.

WILLIAM

Thanks.

CLERK

(confidentially)
She's a handful.

WILLIAM

I know.

William coolly takes the folded message, doesn't look at it, and tries to pretend this embarrassing moment didn't happen. Jeff exchanges a look with Russell. Nearby, the walking commotion arrives, clacking through the lobby. It's Sapphire. Last night's clothes are now today's. She holds a travel case, and hanger with some odd blouses.

SAPPHIRE

Finally, you're here!! They kicked
me out of my room! Fuck Ozzy!

She hugs Penny Lane. Estrella appears, happy to have help with Sapphire.

ON RUSSELL

who approaches William.

RUSSELL

Come by in a few minutes. We'll do

the interview.

The kid exits and goes to join Penny, who is still comforting Sapphire. Russell looks through his messages. The guitar, now in a case, never leaves his hand. Jeff Bebe approaches, regarding William standing with Penny and the girls. Intrigue is swirling in the lobby.

JEFF

I'm worried, man.

RUSSELL

Naw, we can trust him. He's a fan.

JEFF

But it's Rolling Stone. He looks harmless, but he does represent the magazine that trashed Eric Clapton, broke up Cream, ripped Led Zeppelin, and wrote that lame story about the Allman Brothers Band that bummed Duane out before he died. Don't forget the Rules. This little shit is the Enemy. He writes what he sees.

(beat)

But it would be cool to be on the cover.

RUSSELL

Leave it to me. We'll get a good story.

JEFF

Plus our girlfriends read this magazine and--

(looking at Band-aids)

--you know.

RUSSELL

You made your point. I'll take to him.

ON WILLIAM BY ELEVATOR

Penny speaks confidentially to him. If she is slightly bossy, it is only because she's good at logistics, emotional and otherwise.

PENNY

Can Sapphire stay in your room tonight? She had a big fight with Ozzy, and Polexia's not working out with Jeff Bebe.

(to Sapphire and

Polexia)

You just have to remember... these guys are jealous, insecure, talented, egocentric, and manipulative geniuses... they're lead-singers.

They can say "I love you" to 20,000 people... but any fewer is a real problem.

(girls nod, comforted,
she continues to the
kid)

Jeff Bebe has so much jealousy over Russell that he can't express. Plus, he never slept last night. You keep Sapphire and I'll stay with Russell.

William covers his disappointment over losing Penny as a roommate. Cooly:

WILLIAM

Sure. I'll take her.

POLEXIA

Me too?

WILLIAM

Sure.

Estrella arrives with travel bag, equally homeless, looking hopeful.

WILLIAM

If there's room--

Penny squeezes him. He feels cool... but the girl he really wanted to stay in his room now joins Russell, disappearing into the elevator. He looks down at the message in his hand, and opens it.

It reads: DON'T TAKE DRUGS! He snaps it closed quickly, before anyone can see.

INT. RUSSELL'S ROOM - NIGHT

Russell plays acoustic guitar, a notebook cradled on his lap. Trying to write. It's coming slowly. Shot moves off him, past a flickering television, onto Penny who silently and intently watches Russell as if he's a rare and beautiful bird. He looks over at her--she turns away quickly. He goes back to work. Tries to catch her watching him again. She turns away just in time.

INT. WILLIAM'S HOTEL ROOM - NIGHT

Stillwater's "Fever Dog" plays from the t.v. radio. William on the bed, a thick local phone book on his lap. His hotel room. He watches self-consciously as the girls go about the ritual of inhabiting a room on the road. Sapphire flutters a paisley scarf over the room lamp. Polexia puts a towel along the crack of the door, blows out the glowing embers on too-many sticks of incense, and moves to the phone. Estrella has joined them as well, complete with a bag full of shoes. Instantly, we have atmosphere and not much room left in this, the smallest room in the hotel. William thumbs through the

phone book with fascination.

WILLIAM

All these people.
(wondrous, off phone
book)
And they all live in Phoenix.

POLEXIA

(on phone)
Hi Dad!! I can't talk long! I'm here
in Paris. I'm staying in another
Youth Hostel with no phone and no
address for mail!!

WILLIAM

(still wondrous, from
phone book)
Alex. Lowbatz.

SAPPHIRE

(emerging from bathroom)
I was the one who told him what to
tattoo on his fingers, I was the one
who made his shirts... I was there
when his wife left him.

WILLIAM

Charles. C. Swoop.

POLEXIA

(on phone)
I CAN SEE THE EIFFELL TOWER. DO YOU
KNOW THERE ARE 578 STEPS TO THE TOP?

She's reading from a European tour book.

WILLIAM

Paul and Debbie Finger.

ESTRELLA

(looking out window)
Oh my God. Simon Kirke of Bad Company
is by the pool.

The girls mobilize by the window. William is increasingly
aware that he is an outsider in his own tiny room. He tries
to organize his stuff in the corner.

POLEXIA

I GOTTA GO! I'LL CALL FROM ROME!

ESTRELLA

Is anybody here as worried about
Penny and Russell as I am?

POLEXIA

(the perfect daughter)
AND HAPPY BIRTHDAY TO MAGGIE!! I

LOVE YOU!!

She winks at William, who looks away.

SAPPHIRE

(to Poxia and William)

Ooo, watch out--whoever you look at
when you say that--that's who you
really mean.

Poxia hands up and throws a pillow at Sapphire, the kid
watches these girls like a tennis match.

INT. PENNY AND RUSSELL'S ROOM - SAME TIME

Russell puts down his guitar.

RUSSELL

You know. We should talk about what
we don't talk about.

PENNY

We don't have to.

RUSSELL

No, I--I went to Catholic school. I
believe in guilt and... you know, if
there's any to be had, I pretty much
want to roll around in it.

PENNY

I don't believe in attachments. No
boundaries. Just the music.

RUSSELL

I'm just saying, it's okay to talk
about it.

Penny stands and turns. She speaks the word.

PENNY

Leslie.

Russell nods. The name is out in the open.

PENNY

Leslie. Leslie. Leslie. Leslie.
Leslie. Leslie. Leslie. Leslie.

RUSSELL

(somehow satisfied)

Alright--now we're talking.

But she continues, saying the name in a multitude of different
ways, in different accents, and with different degrees of
indifference and passion and lust and play-acting and mock-
drama.

PUSH IN ON HIS FACE

As he listens and studies this ethereal creature for meaning. Is she mocking him? In love with him? Taunting him? Seducing him?

PENNY

Leslie. Leslie. Leslie. Lesssssslie.
Leslie. Leslie. Leslie. Leslie.
Leslie. Leslie. Leslie. Leslie.
LESlie. Leslie...

She continues saying it until it no longer has meaning. And finally she sits next to him.

PENNY

(beat)

Now. Have I helped you get that off
your chest?

They kiss.

INT. WILLIAM'S HOTEL ROOM - SAME TIME

The girls continue their settling-in process.

SAPPHIRE

Opie, can I order room service?

The nickname "Opie" re-opens a nagging wound. Polexia hangs up, and begins to dial again.

WILLIAM

Okay. You guys. Wait. Put down the
phone, Polexia.

(she does, sadly)

First, this is my room...

SAPPHIRE

Come on, you're a fan like us. You're
on our side of the line.

WILLIAM

Second. I'm not Opie. Alright? Opie
is a little boy. I'm here to do a
job. I am a professional.

ESTRELLA

(flipping luggage tag)

Ooooooooo, sorry, Mr. 42.

WILLIAM

Third!

(has their attention
now)

...this phone is a big, big deal.
In a minute, I have to go interview
Russell. Do not answer this phone if
it rings. I have family members with
severe anxiety problems. She will

not understand.

POLEXIA

(wounded)

But what if Ozzy calls Sapphire?
And I gave Jimmy Page this number.

ESTRELLA

Or a guy who looked like Jimmy Page.

William looks at their troubled faces, full of too much-longing and too much make-up.

WILLIAM

Okay. I have a solution. Answer the
phone. But if anyone without an
English accent is on the phone...
(winging it)
Just hang up. Or say it's the wrong
room.

They nod. It's a good plan.

EXT. HALLWAY - NIGHT

The hanging sign on the door reads: DO NOT DISTURB. William
knocks on Russell's door. A maid pushes up against him with
her cart, which now blocks the hallway.

WILLIAM

SHOULD I COME BY LATER?

A group of golf conventioners are now trapped behind the
maid cart. They ease past William as he negotiates with
Russell through the door.

RUSSELL (O.S.)

YES, I'M IN TOO TRUTHFUL A MOOD!

WILLIAM

MAYBE THAT'S A GOOD THING!!

RUSSELL (O.S.)

I'LL SEE YOU AT THE RADIO INTERVIEW
LATER!! TEN-THIRTY IN THE LOBBY.

WILLIAM

OKAY!

RUSSELL

GO AWAY!

WILLIAM

OKAY!

We hear Penny's giggle. Then the door opens, and it's Penny
looking ravishing. In the background, Russell sits shirtless
at the table. He playfully pelts the kid with crumpled up
wads of hotel stationery.

PENNY

Don't worry. Come to the radio interview.

WILLIAM

No, I'm fine. I'll just interview Jeff Bebe some more.

RUSSELL

(as in "you're on of us")

GO AWAY!

She shuts the door quickly. It hurts a little. He picks up the wadded pieces of paper, stuffs them in his pocket. He leaves the door and helps himself to some soap and pencils and matches from the nearby maid's cart. Then he returns to Russell's door. He can't help but listen to the muffled sounds of laughter, just for a moment, escalating. He flips the sign over: HOUSEKEEPING PLEASE ENTER--CLEAN ROOM.

INT. OUTER RADIO STATION - NIGHT

Humble Pie. "Thirty Days in the Hole." Russell and band enter the radio station, passing through the now-empty front office. As always, Russell sets the tone. He's feeling good. Stillwater takes over--they feel mighty, like the Beatles, as they climb across chairs, rearrange wall hangings and gold records and head down the small hallway to the control room interview. Rolling with the flow are William and Penny in her green coat. He tries to distance himself from her--still a little stung by the earlier hallway rebuff--but she will have none of it. She privately shares every great passing moment with him. He tries not to succumb to these charms. It's hard. Music segues to Stillwater's own "Fever Dog."

INT. RADIO CONTROL ROOM - NIGHT

Stillwater's own record spins, and it sounds good to everyone in this room. Russell takes a seat near the open mike. Jeff Bebe is quick to take the other seat, arranging himself to be just as close to the microphone as Russell. William watches all as he sits at the dark back of this control booth. Stillwater sits with late-night progressive disc-jockey QUINCE ALLEN, 25.

Quince takes a long hit from a joint and does not pass it. The entire Stillwater band is now collected in the studio and ready for the interview. William can't avoid looking at Penny Lane, who looks great tonight. She catches him, and he barely looks away in time. Poxia, newly reconciled with Jeff, notices. The very mellow disc-jockey eases up to the microphone, as the finale of "Fever Dog" is just ending.

QUINCE ALLEN

The guitar of Russell Hammond.
"Fever Dog"... The band is Stillwater.
(beat)

Watch with your mind as they
materialize.

Band members gets closer to the microphone, preparing to speak. Quince lowers his head, shutting his eyes and getting into the music as the song plays out.

INT. HOTEL ROOM - NIGHT

The phone rings. Estrella answers.

ESTRELLA
William's room.

INT. ROLLING STONE OFFICE - NIGHT

Ben Fong-Torres is calling from Rolling Stone.

BEN
Can I please speak to him? This is
Ben Fong-Torres at Rolling Stone.

Estrella panics, hangs up quickly, as if the phone has just caught fire.

ESTRELLA
I think I just messed up!

INT. RADIO STATION - NIGHT - SAME TIME

Quince raises his head and continues on-the-air. The same song is still ending.

QUINCE
Look at the dogs, wearing the funny
hats. Juggling just for you. Freaks
and family...

Penny shoots William a look. Do you believe this guy?

QUINCE
It's Quince, with Stillwater. Here.
Live. It's the Night Circus.

The band scoots closer to the microphone, ready to talk. Quince continues, looking meaningfully at the band. They are waiting... eager for a chance to speak.

QUINCE
Every minute a baby is born
somewhere... Life. Death.
Hermetically sealed bags of human
emotion. Bags of love... bags of
kindness?
(suddenly, turns)
How'd you get together?

As Jeff eagerly speaks, Quince lowers his head and listens... feels... the words of his guests.

JEFF

Well... not to get into a "me" thing... this is Jeff talking... but I did start the band, some time, actually, ago. This is back when we were the Jeff Bebe band, and I placed an ad in a magazine called Peaches looking for a guitarist and Russell Hammond answered.

Quince nods, head bowed, swaying slowly.

QUINCE

(with deep understanding)

Peaches.

Jeff watches Quince's head lower. It's hard to know when to talk with Quince. The depth of his mellowness is tough to get in rhythm with.

JEFF

I think he was a gift from God, actually. Nobody plays like Russell Hammond.

RUSSELL

(sorta moved)

Well, shit. Thank you.

He instantly realizes he's slipped, on the air.

RUSSELL

Ooops. Better hit the delay button.

All eyes turn to Quince, whose head stays down, grooving to some inner beat. He says nothing. The band looks at each other. We become increasingly aware that Quince may now be asleep. Long silence. William shares an amazed look with Penny. Quince is definitely asleep. Russell leans forward and continues talking quietly, with hilarious sincerity.

RUSSELL

Okay--we're talking now, right? Why the fuck do you wait until and interview in Arizona to say something nice about me. Why don't you say it to my fucking face sometime? Because I tell you every time I think you nailed something.

JEFF

Everybody pays you compliments. It's not my fucking job to kiss your fucking ass all the time.

RUSSELL

Well then who's fucking job is it?

Because my ass is dying for a kiss.
And I know yours is too.

DICK
It's my fucking job. You're all
geniuses. And let me just add this
thought--smegma.

Penny covers her mouth as offers a look of absurdity to William. He offers one back, as laughs are stifled throughout the room. William shares a look. Quince is still deeply asleep, as the usually quiet tony leans forward to speak.

TONY
Feces.

He cracks himself up, silently. Quince snaps awake, fully in-stride.

QUINCE
The dong is called "Love Thing."
Your mind is starting to take effect.
They're all here to see you swallow
fire. You scream soundlessly... on
the Night Circus. It's Quince, with
Stillwater.

"Love Thing" takes over, as Quince swivels in the chair.

QUINCE
I thought that went well.

INT. RENTAL CAR - NIGHT

Adrenalized laughter. The whole band is crammed into a medium-sized rental car. Penny half on William's lap, half on Russell's.

RUSSELL
(to William)
See, this is what nobody writes about!
The in-between times! This! Us! Right
now!!

INT. WILLIAM'S HOTEL ROOM

The phone is ringing. Estrella emerges from the bathroom with no make-up and a t-shirt. She picks up the phone. Across the room, Sapphire signs for room service. Now she is far too made-up. The t.v. radio plays Free's "Fire and Water" in the b.g.

ESTRELLA
(suspiciously)
Hello?

INTERCUT:

INT. WILLIAM'S HOUSE - NIGHT

It's Mom on the phone.

ELAINE
(measured, very proper)
May I speak with William please?

ESTRELLA
(cheerfully)
He's not here. I think he's in the
bar with the Band. They just got
back from the radio station. Is this
Maryann with the pot?

Silence.

ESTRELLA
Hello?

ELAINE
No, this isn't Maryann with the pot.
This is Elaine... his Mother.

Estrella physically recoils.

ESTRELLA
(cringing)
I thought you were English.

ELAINE
Could you please give him a message?
Could you tell him to call home
immediately? And could you also tell
him--
(at full power)
I know what's going on.

ESTRELLA
Alright. Okay. But I'm just going to
say this, and I'm going to stand by
it.
(can't help herself)
You should be really proud of him.
'Cause I know guys... and I'll bet
you do too. And he respects women,
and he likes women, and let's just
pause and appreciate a man like that.
You created him out of thin air, and
you raised him right, and we're all
looking out for him. And that's more
than I've ever said to my own parents,
so there you go.
(silence)
This is the maid speaking, by the
way.

INT. HOTEL LOBBY - NIGHT

Russell and William sit in two large red-leatherette seats

in the hotel lobby. William shuffles through many pages of questions written in small script. His tape recorder microphone sits balanced on the chair.

WILLIAM

(very professional)

Now that you're starting to be successful, you had twenty-six years to write your first album... and you'll have maybe four months for the second. Do you worry that the pressure of the business will get in the way of the original joy of making your music? Or--

Russell blinks. The all-consuming issues of his life are right in front of him.

RUSSELL

Whoa!

(laughing)

I need three more beers and my guitar before I can answer that question. Let's take a walk.

EXT. HOTEL POOL AREA - NIGHT

Russell walks the outskirts of the pool area with William. William follows him through the sliding glass door to his room, facing the pool. Russell grabs his guitar. They stand for a moment, unheard by the others, and regard the living portrait twenty yards in front of them. The off-limits after-hours pool area has been overtaken by the Stillwater tour members. Jeff Bebe sits in a chair nearby. Dick laughs at a joke. Always the life of the party, Penny Lane dispenses stolen towels from a maid cart. And she is the first to slip into the pool for some after-hours, against-the-rules swimming. Effortlessly, she turns a collection of people into a party. They regard her, well out of earshot of the others.

RUSSELL

For a minute I thought you were actually a real journalist... which is... you know, it's great.

(beat)

Shut that thing off, and I'll tell you the truth.

William shuts his tape recorder off.

WILLIAM

It's off.

RUSSELL

Look. I trust you. I'm going to lay this right on you. Just make us look cool.

WILLIAM

I will quote you warmly and accurately.

RUSSELL

That's what I'm worried about. See-- some of us have girlfriends back home. Some of us have wives. And... some of the people you meet on the road are really amazing people...

They both watch Penny Lane, sparkling, fresh from the pool. She places hotel furniture into the shallow end and inviting all, even other curious hotel guests, to join them in the pool.

RUSSELL

Like you. And some of the things that happen are good for just a few people to know about--as opposed to, say, a million people.

Dawn is breaking for William.

WILLIAM

Ohhhh. Oh. Yeah.

RUSSELL

You know what I mean?

WILLIAM

Right. Yeah.

RUSSELL

See, you're dangerous. Most people are just waiting to talk, but you listen.

WILLIAM

Right. Right.

RUSSELL

So your question you asked me. I think about it every fucking night. The "business." I hate it!

(quietly)

I grew up with these guys, okay? I can't play all that I can play, I'm past these musicians, do you understand?

WILLIAM

I do.

RUSSELL

The more popular we get, the more I can't walk on them, the bigger their houses get, the more pressure... you forget, man. You forget what it was

like to be real, to be a fan. You can hear it in a lot of bands who've been successful--it doesn't sound like music anymore. It sounds like... like lifestyle maintenance.

(suddenly confessional)

I used to be able to hear the sounds of the world. Everything, to me, used to sound like music. Everything. Now I don't hear it. You know what I'm trying to say?

WILLIAM

(ruefully)

Yeah.

RUSSELL

Man, it feels good to say this stuff out loud. But what am I doing? I'm telling secrets to the one guy you don't tell secrets to.

WILLIAM

(feeling included)

No, that's okay. We'll do the interview tomorrow.

RUSSELL

This is good. So there's the "friend" and then there's the "interview guy."

WILLIAM

Yeah.

RUSSELL

So tonight it's "friend".... and when we wake up tomorrow--"interview guy." We'll figure it out as we go, buddy.

WILLIAM

Hey--for whatever it's worth--you guys are really good.

Russell laughs at the kid's easy naivete. He hands his guitar to the kid, and joins the party. William watches, part of the crowd... somehow feeling a little compromised. He doesn't care. Penny gestures for him to join them.

EXT. SUN STADIUM - AFTERNOON

William interviews Larry in the seats of the empty arena. On stage, Ed soundchecks his drums.

WILLIAM

How would you describe your role in Stillwater? What is the chemical that you add to the chemistry?

LARRY
I'm the bass-player.

WILLIAM
(pressing for some
poetry)
Right. And when you take that away...
what would be missing? Stylistically?
What chemical?

LARRY
(not getting it)
The bass?

Larry doesn't give him much.

EXT. SUN STADIUM - NIGHT

It's raining. The pre-show huddle breaks up, William a part of them. Penny Lane adjusts Larry's look. She takes the scarf from around his neck and ties it around his leg. He looks instantly better. William watches in the darkness as Dick takes the microphone. The best part of his day has arrived. In his important voice:

DICK
Good evening Phoenix.
(applause)
From Troy, Michigan. Please welcome,
Stillwater.

Lights come up, as the band launches into "Fever Dog." Jeff begins singing. Russell reaches to adjust the microphone for a back-up vocal and is hit with something unexpected.

A sharp electrical shock.

It's just a slight pop in the loud din of music, but within a moment something is clearly wrong. Russell holds onto the microphone stand with a surprised look, conducting high-voltage for two seconds and then he snaps his hand off the metal. His face is white, he takes off his guitar and walks off-stage, collapsing a couple steps later.

EXT. BACKSTAGE - NIGHT

Dick is waving wildly for the band to board the bus, which has been pulled up into the backstage area. He guides a sagging Russell, assisted by Penny Lane, into the bus.

DICK
Get in, get in!!

William boards the bus, as the extremely agitated PROMOTER arrives to confront Dick.

PROMOTER
Are you the manager of this band?

DICK

That, and more. Get in!

PROMOTER

You didn't even play a full set!

Dick whirls and unleashes an anger we've not yet seen, gesturing with the silver briefcase that does not leave his hand.

DICK

Your shoddy stage set-up almost killed our guitarist!

PROMOTER

You trashed the dressing room--you didn't play your thirty-five minutes. You didn't fulfill your contract--

DICK

Everybody in! Get in the bus!

PROMOTER

I'll report you to every promoter in the country! I'm gonna talk to Frank Barcelona!

DICK

YOU DON'T FUCK WITH MY BAND'S SAFETY!

PROMOTER

I hope you have a good lawyer.

DICK

I AM A LAWYER!

He swings into the bus, as the bus revs.

PROMOTER

LOCK THE GATE ON 'EM!

INT. BUS - NIGHT

Russell sits, pale, next to Penny at the front of the bus. He examines his singed hand, shaking it a little to emphasize the positivity of her words.

PENNY

Don't worry. It's happened to all the greats. Thank God you didn't hold the mike stand with both hands, you'd still be holding it. This is a good thing. It's a good, good, good thing.

William sits nearby, watching Russell, making notes out of eye-sight of others. The ever-wary Jeff, unseen by William, cranes to see that he's writing in his notebook.

Dick swings into the seat across from Russell. The bus door shuts, as the promoter is still yelling.

Doris is slow to gain speed, as Estrella appears, running alongside. She knocks on the window next to William.

ESTRELLA

I forgot to tell you! Your mom says
to call home immediately. She says
she knows what's going on!

(receding)

See you guys in Topeka! I'll catch a
ride with Sabbath!

William nods with embarrassment, waves to her, as the bus races toward the now closing gate.

DICK

(casually, to Russell)

Wanna buy a gate?

Before Russell can answer--BASH. Doris barrels through the steel-gate, snapping it like a chopstick to great cheers inside this bus.

DICK

You just bought a gate.

(to the bus)

C'mon Doris!! Get us out of town!!

The bus struggles up a slight incline, everybody rooting for Doris, as she eases out of the parking lot and onto a thoroughfare.

WILLIAM

What did it feel like to be
electrocuted?

RUSSELL

It burns. It feels like a dose of
lead shooting through your body...
and then you see God, and he says,
"How bad do you want to be legendary?"
And god damnit. I let go.
(shaky grin as all
laugh warmly)
Rock and roll.

Jeff watches this charisma with thinly veiled envy. The kid scribbles in his notebook. We hear Led Zeppelin's "That's the Way."

INT. BUS - EARLY MORNING

Song continues. Almost everybody is asleep. William takes the camera and snaps a Polaroid of a sleeping Penny. She wakes up.

PENNY

Give that to me.

She grabs for it, they have a brief play-fight. He grabs some other Polaroids from her pocket. He hustles to the back of the bus, pockets the photo, and settles down to watch the passing landscapes. She chases him down the aisle. Music continues as she sits down next to him. Out the window, a long-distance running team of Girls keeps pace with the bus for a bit. They wave. Penny watches them over sunglasses, waves briefly to the real world.

PENNY

(breathing heavy,
owning the world)

When we go to Morocco, I think we
should wear completely different
clothes, and be completely different
people.

WILLIAM

What will our names be?

She snaps a Polaroid of a nearby sleeping Silent Ed, pockets the Polaroid. She regards Russell up ahead, also sleeping. Her attention has already wandered from Morocco.

PENNY

What do you think of Russell?

WILLIAM

I like him.

PENNY

You're coming to Cleveland, right?

WILLIAM

Cleveland, Ohio? Oh no no no. I gotta
get my interview with Russell before
Greenville. And you've got to help
me. Okay? Friends... remember?

Penny is still watching Russell.

PENNY

You should give him a break. There
are real problems in the band. Off
the record.

Gravely noting the word "problems", the kid joins Penny in watching Russell, who is splayed haphazardly, sleeping restlessly up ahead.

WILLIAM

What problems?

PENNY

Okay. I got it. I think your name
should be Spencer, and mine will be
Jane.

WILLIAM

I can't keep up with you.

PENNY

No one can.

WILLIAM

What's your real name?

She looks at him briefly. She puts her arm around him. It's intoxicating, but he doesn't quite know how to act. With her free hand, she gestures with a hanger. As they regard Russell sleeping nearby:

PENNY

Here's the thing about Russell.
He's my last project. I only do this
for a very few people. And I think
we should do it together--he is almost
great. We've got to take him there.
You and me--we can do it. Deal?
Because the other guys are good--but
he could be great. He's my last
project.

He looks at her. She imitates his face back to him.

PENNY

It's all happening.

INT. TOPEKA ARENA BACKSTAGE - NIGHT

William sits interviewing Silent Ed by some equipment cases.

WILLIAM

What do you love about music?

Ed looks at him thoughtfully. It is an eloquent moment. He thinks. He shrugs. The kid tumbles with more questions. These interviews are not going well.

INT. BATHROOM - NIGHT

William, looking concerned over the state of his interviews, walks into the backstage bathroom. He makes a few surreptitious notes in his notebook before noticing that Jeff is standing there, clearly just finishing a quick hit of cocaine offered by a Local Hanger-On. Seeing the kid, he immediately hides the coke spoon.

JEFF

Hey.

WILLIAM

Hey.

William pretends he sees nothing as he turns to the urinal, and shot stays on Jeff, who looks a little high and a little

worried.

INT. BACKSTAGE PAY PHONE - NIGHT

William is on the pay phone with his Mother. The show booms in the background.

WILLIAM

I know. I know. I know.

(beat)

I know. Mom. Mom... Mom.

INT. STAGE - NIGHT

Stillwater on-stage. A great show. Russell on fire.

INT. BACKSTAGE PAY PHONE - NIGHT

William on the phone. Estrella leans on him, fixing her shoe.

WILLIAM

Right now--Topeka. Then Greenville.

Then home.

He winces slightly, holds the phone away from his ear for a moment.

WILLIAM

I'm sorry I didn't call yesterday!

It's not like you can just carry a phone around with you.

INT. ELAINE'S SCHOOL OFFICE - AFTERNOON

Mom sits in her school office, a miniature version of her home--a fortress in which she is surrounded by books. The sun is going down. She can't resist a sentimental moment.

ELAINE

I guess I just miss you, and I don't understand why I've driven both my kids so far away from me. By all practical rules don't I get you for three more years?

He is touched by her vulnerability, more visible now than ever, as music continues in b.g.

ELAINE

Was I not fun?

INT. BACKSTAGE PAY PHONE - NIGHT

William has his finger in his ear. The din of Stillwater's set now blots out all other noise. It is not the time to answer this question.

WILLIAM

I missed the last thing you said.

Mom takes a pause.

ELAINE
I LOVE YOU.

Penny now enters, watching.

WILLIAM
WHAT?

ELAINE
(angry, louder)
I MISS YOU AND I LOVE YOU!

William now notices Penny standing nearby, picking at a salad from a paper dish. Looking at her, he lets loose with what he believes is a private confession.

WILLIAM
I LOVE YOU!!

Penny smiles knowingly, collecting his affection like another backstage pass, and turns away. Camera stays on William. He is suddenly and deeply embarrassed. He's just told her that he loves her and she knows it. He hangs up, traumatized.

INT. TOPEKA DRESSING ROOM - NIGHT

Russell's hair is slicked with sweat from a show just finished. He is shirtless with a towel around his shoulders. Luggage for the next city is stacked by the door.

RUSSELL
Fire away. I'm ready. I'm on the
"You" Train. Take me there.

The kid plugs in his microphone. Russell listens as he springs his first question.

WILLIAM
Do you have to be depressed to write
a sad song? Do you have to be in
love to write a love song? Is a song
better if it really happened to you?
Like, "If You Say Nothing"... where
did you write that and how did it
come about?

Russell admires the many questions. Says nothing. He looks at his hand, thinks.

RUSSELL
When did you get so professional?

In the background, Penny Lane irons Silent Ed's shirt. Grinning, she cuffs his shoulder. To the shirtless silent drummer, waiting for his shirt.

PENNY

I'm almost done with my shirt.

Ed watches her appreciatively, drumming silently on a rubber pad. Penny kisses Russell, who swings her onto his lap. In the corner, Jeff watches them all with a vague feeling of being underappreciated. And now Dick enters with a large cardboard box.

DICK

Russell, your dad showed up again.

And on a lighter note.

(importantly)

Gentlemen. Your first t-shirts have arrived.

There is an immediate buzz in the room, as Dick yanks open the box filled with new white t-shirts. He untangles the first fresh shirt, and displays it proudly. A silent beat as all examine it--their first t-shirt. Faces fall. Ed stops drumming. There has been a mistake. It is a fuzzy band photo with the group name emblazoned below. Only Russell, who stand out front, is colored-in and emphasized on the shirt. He turns away, making a noise. Jeff stares at the t-shirt. He's just about in tears. There is a long silence and then... Ed resumes drumming on the rubber pad.

DICK

It's the record company's mistake.

And they will pay. Shirts gone, band happy.

He drops the offending shirt into the trash, as if it were contaminated, and exits with the box. William watches as the two men, Russell and Jeff, move to opposite sides of the room. Russell puts on a shirt, so does Jeff. The vibe is thick. Russel turns to see Jeff staring at him.

RUSSELL

Can we just skip the vibe and go straight to us laughing about this?

JEFF

(bitterly)

Yeah. Okay.

RUSSELL

(trying for a joke)

Because I can see by your face--you want to get into this--

JEFF

How can you tell? I'm just one of the out-of-focus guys.

RUSSELL

Here we go.

William watches as Russell fishes the t-shirt out of the

trash.

RUSSELL

Here. Take it. You LOVE this shirt--
it lets you say everything you want
to say.

JEFF

Well, it speaks pretty loudly to me.

RUSSELL

It's a t-shirt.

Russell turns away.

JEFF

I'm always gonna tell you the truth.

RUSSELL

Are you doing coke again?

JEFF

Oh yeah. All the time.

The kid looks down.

JEFF

This is big stuff, man. From the
very beginning--we said--I'm the
front man and you're the guitarist
with mystique. That's the dynamic we
agreed on--Page, Plant... Mick, Keith.
But somehow it's all turning around.
We have got to control what's
happening to us. There's a
responsibility here--

RUSSELL

Excuse me, but didn't we all get
into this to avoid responsibility?

JEFF

Forgive me.

(continuing, on shirt)

But this is the slow-moving train of
compromise that will kill us.

Russell makes a disgusted noise. Penny Lane exits discreetly,
looking back at William.

JEFF

I can't say anymore with a writer
here.

RUSSELL

You can trust him, you can say
whatever you want.

JEFF

(eyes suddenly moist)
I works as hard or harder than anybody
on that stage. You know what I do--I
connect. I get people off. I look
for the guy who isn't getting off,
and I make him get off.

(beat)
Actually, that you can print.
(continues to Russell)
And yet, why do I always end up
feeling like I'm a joke to you? I
feel nothing but love for you. We're
a family.

He looks at the t-shirt and starts to cry. Embarrassed, he
grows angrier.

JEFF
You want to pretend this isn't going
to be a very big band. Well it is.
You call yourself a leader of this
band, but your direction allowed the
t-shirt, when you allowed Dick to
manage us, 'cause he's your friend...
don't you see? The t-shirt is
everything. It's everything.

RUSSELL
Is it my turn? Because I think we
should, for once, say what we really
mean.

JEFF
Oh, this is the part where you quit--

RUSSELL
(stiffening)
Right. I'm so predictable.

JEFF
No I gotta tell the truth--I want
you to like me. But sometimes I feel
like you collect people who love you
and then very skillfully... you make
them feel bad that they're not good
enough for you.

RUSSELL
Stick to singing, brother, 'cause
you ain't gonna make it as a shrink.

JEFF
Deal with it! And let me just say
what nobody else wants to say to you--

RUSSELL
What?

JEFF

Your looks have become a problem.

EXT. BACKSTAGE - NIGHT

Russell walks swiftly past a happy silver-haired man, who holds court with beer in hand. He dresses too young for his age, late fifties. He is DAD.

DAD

Son!

RUSSELL

(dutifully)

Hello Harry.

Dad introduces a woman much younger, who eyes Russell hungrily.

DAD

He got all the good genes, huh? Meet
Deirdre. We're getting married in
July.

EXT. ARENA - NIGHT

Russell walks fast outside the arena. William hustles to catch up. The two men walk in long silent strides in the cold night air, beyond the backstage area. Fans begin to recognize and follow at a discreet distance.

WILLIAM

You okay? You alright?

Russell doesn't answer.

RUSSELL

(resolute, wound up)

From here on out, I'm only interested
in what's real.

The kid nods. They walk.

RUSSELL

Real feelings. Real people. That's
all I'm interested in... From here
on out. What is REAL? You're real.

WILLIAM

Thanks.

A wave of warmth comes over Russell.

RUSSELL

You know, you know all about us and
I don't know shit about you.

(struggling to be
personal)

What's your... your family like?
Tell me.

WILLIAM

Well, my dad died of a heart attack
and my sister believes that my Mom
is so intense that she might have
contributed to it. Plus--

RUSSELL

(immediately)

Okay, that's good. That's enough.

WILLIAM

It's good to talk about it. Really
good.

Russell now sees some hero worship in the kid's face, and it
makes him nervous.

WILLIAM

Hey, man, maybe we should go back.

RUSSELL

If they want me, they can find me.

William turns and sees nobody following but fans.

WILLIAM

So listen. I have to go home tomorrow.
I know this is a bad time to finish
our interview.

RUSSELL

Hey, man, you know what? Write
whatever you want. I trust you.

A big square Chevy van slows down. A CONCERT-GOER hands his
head out the window.

CONCERT-GOER

(battle-cry)

Wooooooooooo!!! You're Russel from
Stillwater!!

RUSSELL

On my better days, yes. I am "Wooooooo,
Russell from Stillwater!"

CONCERT-GOER

Wanna go to a party at my friend
Aaron's house?! I know you're a big
rock star, but do you want to hang
with some people looking to have a
good time?

Russell regards the van full of kids. More fans crowding
around. The kid behind the wheel unknowingly says the magic
words.

CONCERT-GOER

We're just real Topeka people, man.

He has said the magic word.

EXT. AARON'S PARTY - NIGHT

Russell arrives at the party in the rural outskirts of Topeka.
William nearby.

INT. AARON'S HOUSE - NIGHT

William watches as Russell slugs from a Jack Daniels bottle.
They sit in the bedroom of a mindblown fan, 17 year-old AARON.
He has long frizzy brown hair, tied in a spray behind him.
Many from the neighborhood are now pouring into the home.

RUSSELL

(eyes glowing)

You. Aaron. Are what it's all about.
You are real. Your room is real.
Your friends are real. You are more
important than... than... all the
silly machinery. And you know it!
In eleven years it's gonna be 1984,
man. Think about that!

AARON

Wanna see me feed a mouse to my snake?

RUSSELL

Yes.

KID # 1

Can I have your belt?

RUSSELL

Take it!

Russel whips off his belt, gives it to the fan. A joint goes
by, headed for Russell. William intercepts it and passes it
on.

RUSSELL

Aaron? Where's your bathroom? I want
to live here. I want to eat your
food, and live in your city and
fuckin' rock like I used to. I want
to learn everything there is to know
about your city and your town. And
your way of being real.

(stunning realization)

I used to be you.

AARON

Down the hall by the washing machine.

RUSSELL

What?

AARON
The bathroom.

RUSSELL
Okay. Good to know.

Russell rises and squeezes past fans and heads down the hall.

INT. AARON'S HALLWAY - NIGHT

William follows Russell protectively.

PASSING FAN # 1
WOOOOOOO!!

A QUIET GIRL, 14, turns and watches Russell pass. We linger on her face for just a moment, full of wonder.

WILLIAM
We should probably head back sometime.

Russell ignores him.

PASSING FAN # 2
(holding red cup)
Watch out, there's acid in the beer
that's in the red cups.

Russell looks at the cup in his own hand. It's white. Then, with his other hand, he grabs the red cup and drains it. William winces. They move on.

RUSSELL
Topeka. Check it out.

Russell enters the bathroom. William stands guard. With a finger outstretched from each hand, he lectures the fans massing in the hallway.

WILLIAM
Please don't give him any more acid.

INT. LIVING ROOM - NIGHT - TWENTY MINUTES LATER

William watches as a wobbly Russell Hammond, in sunglasses now, goes through Aaron's record collection. He places the albums over his face, like masks.

RUSSELL
Faces. Stones. Sa-weet Baby James!!
None of these people are gonna be
around in twenty years! Plastic begets
plastic!! Black plastic.

Partygoers are strangely fascinated by the rock star in their living room.

INTERCUT:

INT. BACK BEDROOM - NIGHT

William waits anxiously to use the phone, keeping an eye on Russell. Russell is now strangely twisting/dancing with four girls in the living room, as more cars arrive outside.

KID ON PHONE

He's here right now! Go ahead and
put it out over the radio, tell people
to bring food and beer and chicks.
We're at Rural Route # 4--

WILLIAM

No no. Nope. No.

William takes the phone and hangs up. Keeping an eye on Russell in the next room, he dials from a tour itinerary sheet.

WILLIAM

Dick Roswell, please?
(beat)
Dick!! I got him!! He's okay... I've
been looking after him. He's on acid,
though. I can't really tell. How do
you know when it's "kicked in?"

EXT. AARON'S BACKYARD - NIGHT

Russel stands on the jutting corner of the house rooftop.
The unlit, unheated greenish family pool beckons to him below.
It's kicked in.

RUSSELL

(bellowing to the
heavens)

I AM A GOLDEN GOD!!

Russell cackles at the joke of it all. William yells up from down below.

WILLIAM

Hey Russell--

RUSSELL

I AM A GOLDEN GOD!!

WILLIAM

Don't jump, okay?

RUSSELL

And you can tell Rolling Stone
Magazine my last words were--

He spreads his arms, and tries to think of last words.

RUSSELL

--I'm on drugs!!

The kids cheer. William looks around, remains cool. Yells upward in the cold night air.

WILLIAM
I think we should work on those last words.

RUSSELL
Critic!!

WILLIAM
No, I'm not--

RUSSELL
Okay I got it. I got it. I got it. I got it. This is better. Last words--
(spreads his arms,
his greatest
realization)
I DIG MUSIC!!

It gets a skimpy reaction from the partygoers.

RUSSELL
(immediately)
I'm on drugs!!

They applaud again.

WILLIAM
Just come on down!!

RUSSELL
(matter-of-fact)
Okay.

He jumps from the roof into the cold, algae water below. He sinks immediately. One kid jumps in, then another, then more.

Everybody wants to save Russell.

EXT. AARON'S NEIGHBORHOOD - EARLY MORNING

It's getting lighter. Cars line the street. And now, finally turning the corner, is Doris the Bus.

INT. KITCHEN - MORNING

William watches the effects of personal charisma. Wet partygoers surround Russell, bottle of Jack Daniels still in hand, wrapped in towels. Now a bond has passed between them, all of them. Algae drips from the corner of Russell's face and neck.

RUSSELL
Thanks for saving my life. I won't hold it against you.

Twenty different kids thank him for the opportunity. ("Glad to do it," "Right on," "Damn straight.")

INT. LIVING ROOM/KITCHEN - MORNING

Door opens. Dick enters. Finding the guitarist in the kitchen, he clicks into time-tested road-managerial maintenance. Easing Russell out of his towel, slipping his own jacket around him, from Russell's hands.

DICK
(privately)
They've been crying for you like a
bunch of whimpering pussies--

RUSSELL
(woozy)
The band is over. This is my family
now.

OTHERS
Right on. He's staying with us.

DICK
(soothing)
Definitely. It's all over. We'll
just ride on to Greenville, listen
to some great music, finish the tour,
and leave those ungrateful fools
behind. And then we'll come back
here, where you'll live.

RUSSELL
I know what you're doing... and I
like it.
(noticing William)
Look at him. He's taking notes with
his eyes.
(beat, to Dick)
How do we know he's not a cop?

William laughs painfully, as Russell moves in, eyes flaring with sudden paranoia.

RUSSELL
He could be selling information!

DICK
(to Russell)
Easy. He's your Guardian Angel.

Russell turns away. William shrugs with style, but his lingering look is filled with hurt. Dick guides Russell to the door, grabbing the kid and talking very directly to him as they move.

DICK
Don't worry. He only means half of
what he says.

WILLIAM

Which half?

DICK

Good question.

WILLIAM

(very direct)

I have a lot more. Just help me get my interview so I can go home from Greenville. I have to go home.

(pulls him back)

I have to go home.

DICK

Hey. You saved the tour. That's good enough for now.

Frustrated but feeling important, William hands him some of Russell's wet clothes. William deftly retrieves Russell's shoes and smoothly plucks the guitarist's sunglasses from the partygoer who also wears his belt. They move to the door in a pack. We hear the beginning of Elton John's "Tiny Dancer." Dick faces the crowd and addresses them in his "important" stage voice.

DICK

Ladies and Gentlemen, the evening is over! We hope you've enjoyed yourselves, and we'll see you again in 1974!! Good evening!!

William gives Russell his sunglasses to face the sunlight. Russell stumbles out of the house to great cheers. The Quiet Girl breaks free to catch Russell on the way out.

QUIET GIRL

I'll never forget you.

Dick pats William's arm one more time--good work. They leave Aaron's house as legends.

INT. TOUR BUS - MORNING - 5 AM

"Tiny Dancer" continues on the bus stereo. Russell sits up front, swathed in a large robe, alone and silent. The others have given him a wide berth. He feels silly, and they know it, and he hates that they know it, which makes him feel foolish. He sits silently. William watches him from four rows back, next to Penny. She kisses the top of his forehead, a hero's welcome. He yawns. The song's vocal begins. There is only more silence. Then, after a beat, we hear a voice or two, fighting the quiet and singing along. Then others... waking up... joining in. Then Jeff. Russell hears them and starts to sing along too, louder now, without turning around. It's a voice everyone wants to hear. Like it or not, this is his family.

FADE OUT:

FADE IN:

EXT. HIGHWAY - DAY

Passing signs announce Greenville, North Carolina.

INT. LESTER BANGS BEDROOM - DAY

Lester on the phone. He is paler than ever, in a room clogged with vinyl, happily listening to the MC5 in the background.

LESTER

How's it going?

INTERCUT:

INT. WILLIAM'S HOTEL ROOM - DAY

It's a small wooden-walled hotel room in Greenville. Polexia tries on clothes. William barely notices as he talks to Lester on the phone.

WILLIAM

Rolling Stone is calling me. I don't have my key interview. I don't know what to say.

LESTER BANGS

(pacing, assembling thoughts with his hands)

You're flipping out. That's good. Alright. This is how you blow their minds. He'll ask you--this is Ben Fong-Torres, right?--he'll ask you how the story's going. Here's what you do--let's fry his mind. Tell him "it's a think piece about a mid-level band struggling with their own limitations in the harsh face of stardom." Ha ha!! This is fun!

William scrambles to make notes.

WILLIAM

(madly copying)
...think... piece...

CLOSE ON WRITING

Longhand small script on yellow legal tablets.

INT. HOTEL BATHROOM - NIGHT

William sits in the tub, without water. It's his makeshift office, he's surrounded with scraps of notepaper. He writes savagely, and now, savagely throws it away.

INT. HOTEL BEDROOM - NIGHT

In the bedroom, Sapphire, Polexia and Penny watch The Midnight Special. Sapphire looks at a room service menu.

SAPPHIRE

It says the food is hearty and adventurous.

POLEXIA

(yawns)

Greenville. I'm bored.

Penny yawns too, it's catchy, and rises to visit the bathroom.

POLEXIA

Hey let's deflower the kid.

Now Sapphire yawns, looks in her purse.

SAPPHIRE

Who hid the quaaludes from me?

INT. HOTEL BATHROOM - NIGHT

Penny enters to see William writing in the tub. She sits on the toilet to pee. Flustered:

WILLIAM

Wait. I'll leave.

He gets up, knocking his carefully organized notes onto the floor. He is brimming with things to say. More than he is even able to communicate.

WILLIAM

You know, I think this is going backwards for me.

PENNY

Backwards?

WILLIAM

(flustered)

I don't know. I just thought we could hang out, maybe do some stuff back home, regular stuff, get to know each other better... and then I'd see you pee. I mean, that's the way I usually do it.

PENNY

You're one of us. It's no big deal.

WILLIAM

I'm not one of you.

PENNY

Oh! If you go to Cleveland, Bowie's going to be there at Swingo's, the greatest hotel in America. I'll introduce you to him, and his security guy Dennis.

William stops at the door.

WILLIAM

Don't you have any regular friends?

PENNY

Famous people are just more interesting.

He looks at her. Even sitting on the can, she's elegant and totally focused on him.

WILLIAM

(carefully)

Well, I would be worried that they were using me. And not that anybody's using you, but--

She swoons a little, touched and moved.

PENNY

Boy, if this was the real world and some guy talked to me like that--

WILLIAM

Let me finish. I'm not famous... but you could always use me. If anything happens. And I would never use you. Even if I got famous. So you know, you always have that from me... in the real world. If you ever have to go back there, for anything.

She looks at him curiously, as the door blasts open. Sapphire and Poxia head for William.

SAPPHIRE

Your time has come.

WILLIAM

Did he call?

(realizes their intention)

What are you--stop it--we're talking here.

SAPPHIRE

Pants him. Opie must die.

They swarm him, dragging him kicking into the bedroom.

INT. HOTEL BEDROOM - NIGHT

Steely Dan, looking pale and somehow snappy, perform "Do It Again" on The Midnight Special. The girls force William onto the bed, and envelope him. Their sexuality is fun, untroubled. Shot moves past bodies crossing frame, onto William's face.

ANGLE ON PENNY

Across room, sitting and watching.

SAPPHIRE

Just relax. Take a vacation from
yourself. Leave this to professionals.

Estrella and Polexia kiss each other playfully. William looks confused. Across the room, Penny laughs, turns up the TV, blows him a kiss.

Penny's eyes. Across the room.

His eyes.

His sexual awakening may be downtime amusement for them, but to him it's an embarrassingly intense moment he shares only with Penny Lane--across the room. She turns away, smiling, disappears into the next room.

ON STEELY DAN

On the television.

DISSOLVE TO:

INT. BEDROOM - NIGHT - TWENTY MINUTES LATER - HANDHELD

Post-sex pajama party. Sapphire, Estrella, and Polexia girltalk about their first rock and roll conquests. Penny is conspicuous by her absence. William is under the sheets, listening, feeling different, now a man and somehow one of the girls too.

DISSOLVE TO:

INT. BEDROOM - NEXT MORNING

William is awake. Sunlight floods in from the corners of the window-shades. He is surrounded by the fallen cavalry of the night before... Sapphire and Polexia. The phone rings, and Sapphire instantly snaps it up, still asleep. Lost in her dreams, she offers the sexiest hello ever.

SAPPHIRE

(half-English accent)

Hello. Hi, Ben-Fong-Torres from
Rolling Stone.

William snatches the phone.

WILLIAM

(lowers voice)

Hello.

INT. BEN FONG-TORRES' KITCHEN - SATURDAY MORNING

Ben Fong-Torres is up bright and early.

BEN

Hello William, this is your editor
at--

He offers the name of the magazine with a swirl that implies
high-level importance.

BEN

Rolling Stone. How's the story?

INT. GREENVILLE HOTEL ROOM - CONTINUOUS

William snaps into his very professional tone of equally
grave importance.

WILLIAM

I'm getting good stuff out here.

BEN

Sounds like it.

Next to him, Polexia yawns herself awake.

POLEXIA

Man, I need some--

He clamps a hand over her mouth.

BEN

(jocular but tough)

Now listen. Get it together. We're
both professionals, I don't have to
tell you this. You're not out there
to join the party--we already have
one Hunter Thompson. You're out there
to interview and report. You got me?
This isn't Creem Magazine, it's
Rolling Stone. We need this story in
four days. Now I want to know how
it's shaping up.

WILLIAM

It's a think-piece about a mid-level
band grappling with their limitations
in the face of the harsh glare of
success.

BEN

(pause)

I like what we're saying. Let me try
and get you a thousand more words.
It's in consideration for the cover,
but don't tell the band.

WILLIAM
(conflicted)
Crazy.

The kid hangs up, now shouldering even more pressure. He unclamps Polexia's mouth.

POLEXIA
coffee.

SAPPHIRE
Me too. Greenville is so boring.
(to William)
Any other city in the world and you'd still be a virgin.

WILLIAM
I'm going out to find Russell.

SAPPHIRE
Will you take the laundry?

WILLIAM
(to the girls)
What am I to you? Tell me right now!
What. Am. I. To. You.

INT. HOTEL HALLWAY - DAY

Circles have sprouted up under William's eyes. The orange bag strapped over his shoulder, he lugs a huge bag of laundry. He consults room list. A variety of noises and smells drift from the band rooms. He sees Room Service arrive at Dick's door, and it's Estrella who opens the door. (Dick in the background.) She smiles sweetly to William--good morning--as the door shuts.

WILLIAM
Houdini... Houdini...

He arrives at Russell's door. Two exclamation points have been Sharpie-markered to the words Do Not Disturb on the sign is gaffer-taped to his door. He looks through the crack, at the bottom of the door. Carefully and politely, he knocks. Instantly:

RUSSELL (O.S.)
GO AWAY!

Pissed, the kid flips off the door. He sits down on a chair directly across from the room. Push in on William, who is more pent-up than ever. He tries hard not to cry, taking gulps of air as a maid cart swishes past, revealing... he's failed. He cries.

FADE UP FROM DARKNESS

A super-energized Russell Hammond looks into William's sleepy

face. William's eyes open. His own sleepy face is evident in Russell's sunglasses. The bag of laundry is still at his feet.

RUSSELL

We'll do the interview in Cleveland!

WILLIAM

No. I can't. You've got to help me.
I have to go home.

RUSSELL

Come on man, we'll have more time
there. Don't be tense!!

He begins rubbing the kid's shoulders. He's waking up. There's Penny, also rubbing his shoulders. It is degrading... and somehow cool too.

WILLIAM

(to Penny)

You said you'd help me.

PENNY

(massaging)

Come to Cleveland.

RUSSELL

(massaging,
hypnotically)

Come to Cleveland... Come to
Cleveland...

WILLIAM

I can't!!

RUSSELL

Can we help it if we like having you
around!

William is a bundle of nerves and exhaustion now. Embarrassed and frustrated.

RUSSELL

Cleveland, my man. You can't miss
out on the Rock Mecca of the midwest--
you're with us. It's all happening!

PENNY

Rock and roll!

WILLIAM

(weary)

Rock and roll.

We hear David Bowie's live version of "Waiting for the Man."

INT. HOTEL ROOM - DAY

They sit together, hair askew, in sunglasses, resting against the headboard. Carefully, Russell identifies his thoughts.

RUSSELL

I feel... like his parents.

Penny runs a worried hand through her hair.

PENNY

I know.

RUSSELL

I wonder how that happened.

PENNY

You ever notice that all our sentences begin with "I?"

RUSSELL

I hadn't, no.

PENNY

'Cause we should work on that.

He looks at her, plays the guitar a little.

EXT. HIGHWAY - NIGHT

Night. Doris rocks toward Cleveland on a muggy summer night. The windows of passing houses offer rich Edward Hopper glimpses of lives and people William will never meet.

INT. WILLIAM'S BUS BUNK - NIGHT

William watches from his bus bunk at the back, head on elbow. Looking up, he sees the rhythmic motion of bodies on the mattress above him, as music continues.

William gets up, nods hello to the Roadie and his Date on the bunk above. He moves down the aisle... to the seats near the front. A sleeping Russell sits upright, hugging his guitar. Penny asleep next to him, Polaroid in her hand of... Russell sleeping. The kid moves on. He sits with the Bus Driver, whose CB crackles with chatter from other tour buses headed to Cleveland.

ON THE FIRST SIGN - LATE NIGHT

Cleveland signs. Music rises. Heads pop awake.

RUSSELL

Cleveland!

EXT. DOWNTOWN CLEVELAND - LATE NIGHT

Like a slow-moving shark, Doris pulls into empty downtown Cleveland. The streets are empty. They pass the Agoura Ballroom, where a man with a long stick arranges the letters Stillwater on the marquee. Applause in the bus.

INT. SWINGO'S CELEBRITY INN - LATE NIGHT/EARLY MORNING

Russell and band enter like warriors, in a pack. William sags with the heavy bags in hand and over his shoulder. Here, in the middle of the midwest, is an explosive rock mecca, just as promised. The feeling of belonging invades all those in this lobby. Fans and other touring rockers mingle together. Outside in the real world, everyone else is going to work.

FAN

It's Bowie!

The lobby ignites, as William stands near Penny and Russell. Bowie races from a limousine through the lobby and into the elevators. He is shrouded by a jacket. Just the top of his electric red hair travels the lobby, as he's hustled by security man Dennis in the elevator. And out of the chaos comes...

INT. HOTEL ROOM - DAY

Jeff Bebe and Poxlexia smash against the wall of the Swingo's hotel room, making love.

INT. HOTEL ROOM - DAY

Russell and Penny Lane smash against their own wall.

INT. ARENA - NIGHT

Dick squats at the front of the stage, and talks to a few fans in the front row of this crowd.

INT. BACKSTAGE CLEVELAND PAY PHONE - NIGHT

A wild Cleveland crowd in the building. The cities on this tour are getting bigger, and so are the audiences. And there is a whiff of business now too. Men in satin tour jackets and some Disc-jockey types cruise the backstage. A Hysterical Fan is led screaming to the nearby medic room. Few even react-- it's Cleveland--as the shot finds William, tired and yawning, on the backstage pay phone. He is absolutely ready for the worst.

WILLIAM

Hi Mom. I'm in Cleveland.

He listens stoically. Larry and Ed watch nearby.

INTERCUT:

INT. LIVING ROOM - NIGHT

Moms sits in silence.

WILLIAM

(rehearsed)

I'm fine! I'm fine! I'm flying back
on Monday Morning. I'll only miss
one test. I'll make it up.

Russell listens in, holding his guitar, laughing.

RUSSELL

Tell her you're a slave to the groove--
you can't help it!

WILLIAM

(covers phone)

No.

Russell grabs the phone, talks to the silent mother on the
other end.

RUSSELL

Hi Mom! It's Russell Hammond, I play
guitar in Stillwater! It's my fault.
How does it feel to be the mother of
the future of rock journalism?

(beat)

Hello?

Silence. Penny passes and stands near William, smoothing her
pass. They watch a new pack of groupies prowl the road-crew.
They are more glam, more trashy and less selective. They
glare insolently at Penny Lane. This is the future.

RUSSELL

You've got a great kid--nothing to
worry about! We're taking care of
him! And you should come to a show
sometime! Join the Circus!

ELAINE

Listen to me. Your charm does not
work on me. I'm onto you. Of course
you like him.

RUSSELL

Yes.

ELAINE

He worships you people and that's
fine with you, as long as he helps
make you rich.

RUSSELL

(a nerve is struck)

Rich? I don't think so--

ELAINE

Listen to me. He's a smart, good-
hearted, 15 year-old kid, with
infinite potential.

Russel looks over at the kid, eyes narrowing as he processes

the truth. He's 15?

ELAINE

This is not some apron-wearing mother you're talking to. I know about your Valhalla of Decadence, and I shouldn't have let him go. He is not ready for your world of compromised values, and diminished brain cells that you throw away like confetti. Am I speaking clearly to you?

RUSSELL

Yes, ma'am.

ELAINE

If you break his spirit, harm him in any way, keep him from his chosen profession--which is law, something you may not value but I do--you will meet the voice on the other end of this telephone. And it will not be pretty. Do we understand each other?

RUSSELL

Yes... yes...

ELAINE

(always the teacher)

I didn't ask for this role, but I'll play it. Now go do your best. "Be bold and mighty forces will come to your aide!" Goethe said that. It's not too late for you to be a person of substance. Get my son home safely, I'm glad we spoke.

She hangs up. Russell hangs up, oddly affected and shook up.

WILLIAM

Some people get her. Some don't.

Russell is still recovering. William feels embarrassed by his mother, once again.

ON THE HUDDLE

William with the band. He yawns, as the band breaks. Cleveland awaits. We follow Dick, who guides the band onto the stage platform, still in darkness. Already, stomping and applause is mounting. Russell turns to William before taking the stage:

RUSSELL

Your Mom kind of freaked me out.

WILLIAM

She means well.

Still rattled, he takes the stage. We see the unbridled

enthusiasm of the faces on the front row. A wave of cigarette lighters stretch out before them.

DICK
(importantly)
From Troy, Michigan...

Russell thwacks a couple chords. Audience thunders. He turns to other members, feeling chills. It's in these moments that everything else disappears. They bow and wave, still in darkness... each member seems to have his own fans. Dick lets all this play out before finally adding...

DICK
Would you please welcome to
Cleveland...

More applause. This is very very very very fun.

DICK
Stillwater.

Lights come up. A full blast of audience love hits them right in the face, as they begin "Fever Dog." The band charges headlong into their set, as various fans are squeezed up out of the crowd and onto the stage.

HANDHELD ON RUSSELL

Who is in the middle of playing, as he smoothly whips off his guitar, and uses the instrument to send a Frenetic fan back into the crowd. He slips back under the strap, laughing. More stage climbers spring up where that fan came from, and Russell now watches as Jeff Bebe dodges a fan and comes over to Russell to lean on him. Russell turns to share the moment with Penny, dancing with arms in the air at the side of the stage.

INT. DRESSING ROOM - NIGHT

William in the dressing room, eyes red with exhaustion, finally interviewing Russell. He holds the mike stoically.

WILLIAM
So when you play a great show like
tonight...

Dick enters with great urgency.

DICK
Okay. I need everybody's attention.

The kid shuts his eyes. He knew this would happen.

DICK
Alright, well, the rumors are true.
The record company has sent a big-
time manager here to try and talk
you into replacing me. His name is

Dennis Hope. I know you've all heard of him. He's got all the big bands. He's right outside. He wants five minutes with you right now. I think we gotta do it.

RUSSELL
(pissed)
Then bring him in.

William shuts off his tape recorder.

JEFF
(arrogant)
Bring him in! We'll send him out on a rail!

RUSSELL
(to William)
We'll finish on the way to Boston.
You can fly home from Boston.

William nods, exhausted, as Dick opens the door. In walks a small general of a man in a baseball t-shirt, well-trimmed beard and bowl cut. He holds the super-new Halliburton briefcase. He is DENNIS HOPE, 25. A man from the midwest, with a vision of the future of rock and roll. Already in his head are all the things that will come to pass. Higher ticket prices. Merchandising deals. Greater distribution and accounting of album sales. He shrugs hello to the band.

DENNIS HOPE
(completely
unthreatening)
Hi.

RUSSELL
We already have a manager. He's been with us from the beginning.

Hope appreciates the lack of small talk. He strides the room with the joyful enthusiasm of a kid who wants to build a fort. Russell watches, dismissive, holding his guitar.

DENNIS HOPE
Respectfully. We all have our roots. I believe in bands holding onto their roots. But those roots need to be augmented. I'm gonna tell you the truth--I may enrage some and enthrall others. I don't really give a fuck. Your manager here needs a manager. Example. If you hadn't run out on the contract in Phoenix, you could have sued over Russell's hand... but you left, negating the contract, forfeiting the deposit, and you effectively traveled a long way to pay that promoter... to electrocute

you.

Russell looks at his hand.

DENNIS HOPE

We can all work together. Your damages have put you way into the hole for this tour. Right now you owe the record company more than you've got. But your record's selling, there's money to be made. So I've brought a plane in, we can add more shows to make-up the difference. Respectfully.

RUSSELL

(immediately)

We travel by bus.

JEFF

Doris is the soul of this band!
That bus has been our home since we were the Jeff Bebe Band.

Dick watches his loyal band with admiration.

DENNIS

Hey man--it's travel on a pogo stick
if I thought we'd make more money.
You can play more dates with a
plane...

INT. CLEVELAND ARENA - NIGHT - SAME TIME

Penny Lane stands on stage facing the empty arena. The roadies have packed up and moved on. She is alone in the poetic and trash filled structure that was just hours ago filled with people. (Behavior to come)

INTERCUT WITH:

INT. DRESSING ROOM - NIGHT

The band meeting continues.

RUSSELL

(passionate)

Hey man, it's not about the money!
It's about playing music, and turning
people on!

The band agrees.

DENNIS HOPE

(delicately)

Yes, of course. Clearly. Respectfully.
But on the distasteful subject of
money. Just know. You're making it--
right now--and it's all--

He gestures to infinity.

DENNIS HOPE

--out there. I'm just talking about
bringing it--

Bringing his hand together in a fist, he returns it, close
to his heart.

DENNIS HOPE

--back here.

The band looks at Dick, who manages not to be speechless.

DICK

But why should we pay you for
something we can do ourselves?

DENNIS HOPE

(immediately)

Do you know how to keep from getting
charged for the ice below the
floorboards of Chicago Stadium? Do
you know how to do a headlining tour,
do you Claire Rothman at the L.A.
Forum? Do you know Bobbi Cowan, Lisa
Robinson, Jim Ladd, Frank Barcelona?

(look around, amazed)

This is Cleveland. Where's Kid Leo??

(basics)

Do you know how you get a record not
pressed but played? Do you know? I
didn't invent the rainy day, man. I
just own the best umbrella.

He laughs. It's fun. Band members are now listening, curiously
spellbound.

DENNIS HOPE

Because as much as you may believe
that it will last forever, it does
not last forever... your biggest fan
right now soon they're going to go
to college, gonna wanna buy clothes,
spend that money some other way, and
you know what?

(the final insult)

They'll tape your record from a
friend's copy.

Russell stops fingering his guitar. Shot moves across the
faces of the band members. Pain.

DENNIS HOPE

You've got to take what you can,
when you can, while you can. And
you've got to do it now. That's what
the big boys do.

The band squirms, but listens.

DENNIS HOPE

Because if you think Mick Jagger
will still be out there trying to be
a rock star at age fifty, you're
sadly sadly mistaken.

Now he's reaching them. Their slackened roar-weary faces
stare back at the young dynamo.

DICK

(flustered)

Yeah, well... we'll think about what
you said.

DENNIS HOPE

(casually)

No no. You don't understand. I'll
think about it. I'm not auditioning.
I came here to decide whether I want
to represent you. So I'll stand
outside for a moment, and think about
whether I want to stay.

He leaves the room with a pleasant shrug. Stunned silence.
William watches their body language. No one wants to talk
first. Their faces read as--who was that guy, and how can we
talk him into staying?

INT. PLANE - DAY

William watches as the band stands inside the new plane.
Dennis Hope looks on.

RUSSELL

This is not us. This is too much.

He looks around for support. Grim nodding faces.

RUSSELL

(impressed at seat)

This is too much.

William watches as Russell reclines. Russell grabs Penny,
and she falls into the seat next to him. We hear the loud
oncoming sound of the plane in flight, as Dennis coolly asks
for Penny's seat.

DENNIS HOPE

Do you mind?

EXT. PRIVATE AIRPORT - DAY

Doris the bus stays behind in the parking lot, abandoned
near a field. The new plane lifts off in the background, as
the bus sits alone, as if crying steel tears. Bus Banner
reads simply: CLEVELAND. Reprise ending of Whole Lotta Love.

INT. PLANE - NIGHT

The girls sit on the jumper seats at the back of the plane, with William.

INT. BOSTON HOTEL ROOM HALLWAY - DAY

William trudges the hallway with tape-recorder and notebook, trolling for Russell. He passes Boston travelogue posters on the walls. A few room doors are open, he looks for any sign of the guitarist. William veers into Dick's room, where a poker game full of Roadies is in progress. The room is thick with exotic smoke. They are a bunch of road-hardened snobs, smoking cigars and other items, famous to themselves, listening not to rock and roll... but Sarah Vaughn.

WILLIAM

Anyone seen Russell?

DICK

The Enemy!

Door widens to reveal Russell.

RUSSELL

Hey! Welcome to the Road Crew Poker Party. This game's been going of for two years.

DICK

That's Mick--he's with The Who. That's John--with J. Geils. And that's Richard with the Eagles... and you know The Wheel.

THE WHEEL

Hey.

Grumbling roadies continue playing. Like an old pro, the kid turns down a Cola-can hash-pipe. This hand is down to Dick, and a roadie named REG from Humble Pie.

DICK

Side proposition. For fifty dollars and a case of Heineken, I will put into the pot... three Lovely Ladies, including the famous Penny Lane... the Band-Aids, who need to exit our tour before New York...

REG

It's a deal. Show 'em.

Dick lays down three tens. Reg lays down three Kings. Dick loses.

DICK

Three Lovely Ladies... now in the custody of Humble Pie.

REG

Alright, so we owe you fifty dollars
and a case of Heineken.

Embarrassed, Russell notices the kids face. He leans over,
and speaks confidentially to him.

RUSSELL

Look. Nobody's feelings are getting
hurt here. She already knows Leslie's
coming To New York tomorrow. They
all understand. This is the Circus.
Everybody's trying not to go home.
Nobody's saying goodbye.

WILLIAM

No, I got it.

RUSSELL

These are the Rules that come with
every electric guitar and every
amplifier. They're not just written
anywhere. Rock and roll, brother.
No attachments. No boundaries.

But the kid feels bad, and Russell knows it.

RUSSELL

Quit looking at me like that.

INT. HALLWAY - AFTERNOON

The kid is still stuck on the road. He is in hell now.
Wearily, with deep circles under his eyes, he shuts his eyes
for a moment. Another band is moving through.

SABBATH ROADIE

Keep this hallway clear!

INT. BACKSTAGE TRAILER/DRESSING ROOM - AFTERNOON

William and Penny sit on opposite ends of a blue locker-room
bench. It's a small dressing room, crowded with roadies,
guitars and men in stages of half-dress. Piles of luggage
headed for New York sit by the door. The door suddenly opens
and Dick arrives with champagne and a cake decorated with a
sparkler. It is placed in Penny's lap. It reads:
Unforgettable Penny... Age Unknown. Boston, 1973. They gather
now as the cake sits before a surprised and enchanted Penny
Lane.

DICK

Happy Birthday from us.

William watches her face as she reads the message on the
cake. It hasn't sunk in yet.

Russell produces a piece of hotel stationery. He reads a

poem.

RUSSELL

So Penny our friend has gained another
year. But long ago, she threw it in
gear. She rocked the south The East
and West. Could you please get off
this endless tour where we're Black
Sabbath's fucking special guest?

Laughter.

RUSSELL

She says she's retired Though we've
heard that before. She chose us...
And in Penny Lane we trust She is a
fan of this band. Much more so than
us.

William watches her face. Still enchanted, she hands out
slices of the cake.

DENNIS HOPE

(to the point)

Sorry the plane isn't bigger.

It hits her. She looks at William for a clue. His truthful
face does not look away. Now she knows. She turns to the
others--the plane isn't bigger? Shot moves in on Penny as
she blinks just a little, cutting into the cake, still mugging
for everybody, covering it all with a layer of sweet giddy
laughter. Shot comes to rest behind her, her head turning to
connect with band members. Each of them look away, nobody
maintaining eye contact with her except the one she now
doesn't look at. William. She blows out the candles, vamping
Marilyn Monroe-style, and sucks off the frosting seductively,
to cheers. Russell watches, as we push in on Penny. She
notices all the luggage is gone, only her two cases remain
by the door.

EXT. CONCORD PAVILION BACKSTAGE - EARLY MORNING

William exits a backstage Portosan. Penny catches him by the
grilling area where catering is preparing for the outdoor
event. Their laminated passes swing from around their necks.
Thuding in the distance, Stillwater plays for a cheering
outdoor crowd. The sound of summer insects in the air.

PENNY

So it wasn't a birthday party, it
was a farewell.

William doesn't answer. He looks at her, blowing some hair
out of her face.

PENNY

You think you can fool me. I read
you. I know what you're thinking.

WILLIAM

What's that?

PENNY

(touched)

You're worried about me and Russell.

WILLIAM

Yeah. I gotta work on that.

PENNY

You're so sweet. God--if there was more of you in him...

WILLIAM

Don't tell me this stuff. I want to like him.

PENNY

(concerned for him)

Did you miss your test or something?

He shakes his head. It's so beyond a test.

PENNY

I know I'm not on the plane, and I'm not going on some other band's bus. I mean, I could go with the Sabbath road crew, but that would be pathetic. The girls are all going with Humble Pie. If you could find out from Russell--

WILLIAM

(quietly)

Penny--

PENNY

(a decision)

Forget it. I'm flying to New York myself. I have a bunch of partial tickets. I know his ex-wife, current girlfriend's going to be there--

William's eyebrows rise. She examines his face for clues.

WILLIAM

--I'm not sure that's a good idea.

PENNY

(overlapping)

What? What are you saying? What do you know? Did Russell say something?

WILLIAM

I don't know anything.

PENNY

I know he wants me there. He gave me

a cake. He wrote me that sweet poem.

WILLIAM

(loud)

Wake up! Don't go to New York!

PENNY

What are you telling me?

She looks so achingly beautiful to him.

WILLIAM

Because you're not who you said you were! I thought you were retired!

PENNY

You're right. I'm not who I said I was. I'm just like you. I love music, so this is my family. Some people like tractors, and they hang out with tractor people. What's the worst that could happen if I go to New York?

(little girl)

"I get my little heart broken?"

WILLIAM

Oh no. Never you! You eat people alive!

She tears some leaves off a tree. He looks at her, unable to formulate a response.

PENNY

(accusatory)

I'm sorry I told you so much. You have some way of making everybody tell you all their secrets.

WILLIAM

That's a good one. Tell me too much and make it my fault.

He continues walking, she follows. They have ventured outside the backstage area, onto adjoining Boston farmland. The show booms in the background.

PENNY

Come on. You've seen what's happened. Russell and I fell in love. How much, I don't know... but this is the first time I've fallen for someone, really fallen... since Iggy, and I'm not happy about it.

WILLIAM

(beat)

You slept with Iggy Pop!?

She says nothing.

WILLIAM

(sputtering)

Why don't you just tell me now, who else--so when I go to the record store, I know who to be jealous of. Because right now, it's looking like the whole store!

He's upset. She stares at him.

PENNY

(teasing, defiant)

You'll remember me forever. I was there when you lost your virginity.

WILLIAM

(upset at the memory)

So was Steely Dan! It was a crowded room.

She laughs, can't help it. Then:

PENNY

You make me laugh. I think I'm gonna cry.

WILLIAM

(continuing)

I thought we were going to Morocco! There's no Morocco. There's never been a Morocco. There's not even a Penny Lane. I don't even know your real name.

PENNY

If I ever met a guy in the real world, who looked at me the way you just looked at me...

WILLIAM

When and where does the real world occur? I am really... confused here. Fuck! All these rules and all these sayings... and nicknames...

PENNY

You know--you're too sweet for rock and roll.

WILLIAM

Where do you get off... where do you get "sweet?" I'm not sweet. I'm dark and mysterious and pissed-off and I could be very dangerous to all of you... I'm not sweet, and you should know that about me! I am The Enemy.

PENNY

You're not any of those things and
that's what I love about you.

William stands there in disbelief, unable to look at her.

WILLIAM

You fall in love to keep from falling
in love.

PENNY

I don't want to go home!

WILLIAM

Well, I have to go home. And you
never helped me.

PENNY

Yes I did.

WILLIAM

That disc-jockey in Arizona got a
better interview than me... and he
was asleep.

He starts walking back to the stage. She follows. They are
two very young kids thrashed by the seas of rock and roll.
His frustration increases. She just doesn't get it. Applause
in b.g. She grabs his shirt.

PENNY

Look. You should be happy for me.
You don't know what he says to me in
private. Maybe it is love. As much
as it can be with someone who--

WILLIAM

(blurts)

--sold you to Humble Pie for fifty
dollars and a case of beer? I was
there!

He is instantly sorry. Her world privately crumbles, but she
tries to remain stoic and carefree.

PENNY

What kind of beer?

INT. HUMBLE PIE CREW TRUCK - DAY

Sapphire, Polexia, and Estrella bump along to the music and
the road. They strain to maintain dignity in these decidedly
third-class surroundings. There's only one small blurry
window.

POLEXIA

Who did this to us?

INT. WILLIAM'S LIVING ROOM - NIGHT

Mom on the phone.

ELAINE

Then don't come home. Don't do this
to me. If you're going to miss
graduation, don't come home.

She hangs up.

INT. PRODUCTION OFFICE - NIGHT

William on the phone. Speechless.

INT. COLLEGE CLASSROOM - DAY

Elaine faces her Humanities class. She stands in an
amphitheater-style, inner-city college classroom, decorated
with colorful unorthodox artifacts from her home. These
earnest city college students listen to her. But she cannot
continue. There is a thundering upset inside her.

ELAINE

I'm sorry. I can't concentrate.
(beat, confesses,
unhinged)
Rock stars kidnaped my son.

INT. BAND PLANE - DAY

Music. Russell and band bounces down in NYC. Russell listens
to music on headphones plugged into large boom box.

INT. LIMOUSINE - DAY

William watches, facing the band from the jump seat of their
limousine, heading into New York. Up ahead, Manhattan looms,
beautiful and scary.

RUSSELL

"New York. Just like I pictured it..."

JEFF

"...skyscrapers and everything."

RUSSELL

(to William)

We showed you America. We did
everything but get you laid.

Beat. They look at each other curiously. How much does the
other guy know?

EXT. ST. REGIS - DAY

Russell and band spill out of limo. The New York cluster of
hardcore Stillwater fans wait outside. They hold collector's
sleeves covering albums to be autographed, and fresh magic
markers in hand. William in tow crawls out of the limo last.

Dick goes to work, pulling luggage from the trunk. A serious-looking Fan (LENNY) approaches Russell with an autograph card.

FAN

I'm from the Church of Lenny. We bow
to his will and all that it represents--
The King of the King of Kings.

RUSSELL

Make it out to--?

FAN

To Lenny.

Russell nods--of course. He signs, as Dick approaches with a well-placed word in his right ear.

DICK

She's here.

William turns, expecting to see Penny. Instead we see the long-limbed, athletic, pretty and collegiate LESLIE. She holds a Nikon camera, and snaps their picture.

JEFF

Leslie!

DICK

Your room is completely stocked, far
away from any noisy ice machines,
elevators or maid quarters. The air-
conditioning is already on. And here
is your security key--by the way,
you look stunning.

LESLIE

(taking treatment for
granted)

Thanks I'll see you later.

Nearby, the young journalist studies the tour's subtle shift in welcoming Leslie. Dick's New York side is almost military.

DICK

Bags in five! Cars leave for the
party at six!

William studies Leslie, everyone saying hello to her, everyone knowing the subtext. Nobody saying a word. William pulls his heavy bag out of the back of the limousine. The bag breaks, and the contents spill out onto the New York sidewalk. Bars of soap, ashtrays, hotel keys, crumpled paper, the contraband t-shirt, "Do Not Disturb" signs, notes, towels and thick telephone books from every city.

DICK

You know. There are lighter souvenirs.

WILLIAM
(embarrassed)
Well--I kept thinking I was going
home the next day--

DICK
I did too. Fifteen years ago.

All help him with his spilled souvenirs. Russell shares a
private look with the kid. Nearby Leslie greets other band
members.

WILLIAM
Ric!

It's Super Zeppelin fan Ric Nunez.

RIC
(whispers)
It's all happening. Zeppelin is at
the Plaza. So's four other bands.
They're partying up there right now.
Sapphire, and Miss Penny Lane too...
She wants you to call her.
(William reacts)
They're all staying under the name
Emily Rugburn.

William takes in the information, while regarding Ric's new
custom shirt, which features the words to Zeppelin's "The
Rain Song."

RUSSELL
(exiting with Leslie)
After the party. I'll come to your
room--I promise. We'll talk. This is
Leslie, by the way. Leslie, this is
our wayward friend from Rolling Stone.
The Enemy.

They shake, she smiles randomly.

INT. ST. REGIS FRONT DESK - NIGHT

William checks in.

CLERK
William Miller? Sir, you have an
urgent call from a Mr. "Ben Fong-
Torres." He's holding for you, right
now.

William takes the phone. The Clerk watches curiously as the
kid adopts a new persona.

WILLIAM
(deep voice)
Hello.

INTERCUT:

INT. JANN'S OFFICE - SAN FRANCISCO - AFTERNOON

On a rainy day in San Francisco, Ben Fong-Torres stands in the copy-strewn office of the young editor/publisher JANN WENNER. Several other editors are also present in the background, including David Felton with cigarette-holder in mouth, and a prep-school Fact-Checker named ALLISON.

BEN

Congratulations. It's gonna be a cover. Neal Preston will shoot 'em next week in L.A. we need you back in San Francisco tomorrow. We'll finish the story here.

William is overwhelmed with many emotions, fear topping the list.

BEN

You can tell the band. Allison, our fact checker, needs you to transmit whatever you have of the story, tonight, now, along with your notes. There is a mojo at the Daily News they'll let us use--

WILLIAM

Mojo?

BEN

A mojo. It's a very modern machine that transmits pages over the telephone. It only takes eighteen minutes a page...

EXT. NEW YORK STREETS - NIGHT

The sound of feet on pavement. William looks at addresses, hustling to the Daily News office.

INT. DAILY NEWS COPY STATION - NIGHT

William tears pages from his notebook and feeds them into the large and clunky earliest model fax machine--"The Mojo." We hear David Bowie. "The Jean Genie."

EXT. MAX'S KANSAS CITY - NIGHT

William weaves, exhausted, into the Stillwater press party at this legendary New York nightspot. The Doorman, who checks i.d.s, sees the kid and expresses great doubt.

DENNIS HOPE

He's okay, he's with us--

Hope shoves him past the Guard, and sends him into a very mature new world.

INT. MAX'S KANSAS CITY - NIGHT

The famous hub of New York rock and roll. A strong whiff of decadence mixes with youthful naivete. Not a hippie in sight. William walks through, looking for familiar faces. Overhead we hear Stillwater. "If You Say Nothing." The party is filled with scenesters, long silver-haired glamsters, some British journalists, and many hunched young skinny bodies in leather jackets. Russell grabs him by the arm.

RUSSELL

Ah ha! There you are, ya little fucker. Come on--

WILLIAM

I have some good news.

RUSSELL

--I'll piss to that. Follow me.

INT. MAX'S BATHROOM

They enter the small bathroom. Russell bolts the door, faces the urinal and pees. His own music throbs in the next room.

RUSSELL

Dennis Hope took me aside, and wants to manage me solo. Says to lose the band by February. Should I do it? I have no perspective anymore.

William pees in silence.

RUSSELL

At what point do I just take the hint? Nobody loves this band. People like us, do they love us?

WILLIAM

I do.

RUSSELL

(then pissed)

Oh--get this--somebody told Penny Lane I sold her for beer. The network of these chicks! Like I would do that. It's Jeff who told her, right? Not you, right? None of these guys can just calm down and be a fuckin' adult. Now she's here, freaking out. Leslie can smell it.

WILLIAM

(exiting)

Wait. I've got something to tell--

But he finds himself trailing Russell to the back room bar.

INT. GIRL'S BATHROOM - NIGHT - SAME TIME

Leslie in the bathroom. Penny enters and watches her discreetly. They stand together, side-by-side at the mirror. Leslie looks once, turns and then turns back at Penny. She knows.

INT. BACKROOM - NIGHT

William sits with the band. Over Jeff's head, Penny hangs nearby, at the outskirts, drinking and dancing. They share a look, feigning casualty.

WILLIAM

You guys--you guys--

(beat)

You're gonna be on the cover of
Rolling Stone.

Stunned and overwhelmed, the band waits a beat, lets it sink in... and goes wild. Russell, stunned too, looks at the kid. It's big news. Jeff stands immediately, eyes moist, glass raised.

JEFF

(tears welling,
instantly)

The cover of Rolling Stone. And we
made it together. They don't just
put somebody with one little hit on
the cover of Rolling Stone Fucking
Magazine, man. We made it.

The band nods solemnly, importantly.

JEFF

Damn it--I'm gonna enjoy this. The
first time I bought that magazine
The Beatles were on the cover. Four
of them. Four of us. Together.
TOGETHER!

They begin singing the then-current Dr. Hook and the Medicine
Show hit, "The Cover of the Rolling Stone" to William.

LESLIE

Who is that girl? She's creeping me
out. She's not with any of you, is
she?

WILLIAM/DICK

She's with me.

And now Leslie has confirmation. A symphony of looks, as
Dick gets to his feet and moves to confront Penny. Penny
Lane's eyes fill and she runs out. Russell stands... and
sees William also stand. William turns and follows her.
Russell stands watching, and does not leave. We hear Elton
John's "Mona Lisas and Mad Hatters."

EXT. MAX'S KANSAS CITY - NIGHT

William exits as a crush of Partygoers arrives. He doesn't know where she is. He takes off to examine the cabs stuck in traffic. Song continues.

POV WILLIAM

He looks in the backs of cabs. None of them her.

Music continues. He runs down the streets, looking for her. Alone in New York City.

INT. PLAZA HOTEL - NIGHT

William on the house phone.

WILLIAM

Emily Rugburn, please.

INT. HOTEL HALLWAY - NIGHT

William approaches Suite 702. The door is open. He hears new band voices, and sees new faces. MUSICIAN # 1 intercepts him.

WILLIAM

Hi. I'm a friend of Penny Lane's.

MUSICIAN # 1

Aren't we all--

Musician types are leaving.

WILLIAM

Where is she?

Room Service arrives. Some appetizers and a large expensive bottle of champagne on ice.

ROOM SERVICE GUY

Can somebody sign for this?

William does.

ROOM SERVICE GUY

Thank you Mr. Rugburn.

Two more Musicians (English) exit the back room party. The room is clearing out.

ENGLISH MUSICIAN

She's sick. Let's get out of here.

ENGLISH MUSICIAN # 2

She used to be so much more together.

William watches all, champagne in hand, and finds her in the

backroom. She's addled and nearly passed out.

WILLIAM

What happened?

PENNY LANE

I'm not good at goodbyes.

She sags. He grabs the phone.

PENNY LANE

You're the last of my old-time friends. Poxia went to England with Deep Purple... can you believe that? Even Sapphire's out someplace else. All she left was her quaaludes.

WILLIAM

Oh--wonderful.

(into phone)

Front desk? Please send a doctor. Room... what room? 703. 702. Both rooms, either room. This is Mr. Rugburn, Yes. My wife's had an accident with some quaaludes. Yes-- I'll do that.

The room has emptied out. Just them, and the remnants of a movable party that has moved elsewhere.

WILLIAM

Wake up!

He struggles to get her on her feet. She tips over on her strappy platform shoes. He struggles to untie them.

EXT. GRADUATION - DAY

The School band plays "Colour My World." School PRINCIPAL at the podium.

PRINCIPAL

And now... out graduating class!
Jane Abbott!

A peppy student bounds up and grabs her diploma. Elaine Miller watches dolefully in the audience.

INT. HOTEL ROOM - NIGHT

William holds Penny in his arms. Finally she is close to him.

EXT. GRADUATION CEREMONY - DAY

PRINCIPAL

Victor Sanchez!

Warm applause for another student who grabs his diploma. He

takes off his mortar board to flash an American flag bandana.
He raises his diploma in victory.

INT. HOTEL ROOM - NIGHT

William holds Penny Lane, and keeps her moving. It's a
sagging, messy slow dance.

WILLIAM

"In the unlikely event of a water
landing... "

PENNY

"...you will be required to wear a
safety vest."

WILLIAM

Keep going.

PENNY

"Please place all stowable luggage
in the overhead compartments... out
in the seat in front of you."

WILLIAM

(prompting)

"Seat and tray tables."

PENNY

"And seat-backs and tray-tables should
be in their full and upright and
locked positions... "

EXT. GRADUATION CEREMONY - DAY

PRINCIPAL

And now... out "Pending" Graduates!

(pause)

William Miller... not present.

Elaine applauds her son, stoically. It is a dagger through
her heart. A sympathetic look from a nearby Mother continues
the pain.

INT. HOTEL - NIGHT

They move slowly, she's fading.

WILLIAM

"In the tragic event of a water
landing..."

EXT. GRADUATION - DAY

The Principal shares a few thoughts:

PRINCIPAL

And to the class of 1973, we say--
(beat)

Don't forget to remember yourself as you are today... Full of hope... and the dream that everything is possible... Remember this, twenty years from now, when we all own home computers and we all travel in shiny electrical cars that move swiftly, high above the city...

(beat)

They key to the future is keeping today alive forever.

Elaine's head lowers slowly in a sea of happy parents. The day will never end. Mrs. Deegan slips into the seat next to her.

MRS. DEEGAN

First. Release the guilt.

(Elaine nods)

Second--

ELAINE

Please let there be only two, because I can't get past Number One.

MRS. DEEGAN

Second. Leave a little room for the other teachers in this world. He's out there looking for mentors.

ELAINE

He's got twelve of them. They're lined up. He's just tired of me.

INT. HOTEL ROOM - NIGHT

William holds Penny. She is very woozy.

PENNY

"...you will be required to..."

(gives up)

I'm tired.

She is very groggy, as he holds her.

WILLIAM

Well. Now that I have your attention. And you may not remember this later, I just want to make it clear that... Hey!

(she blinks, barely awake again)

I know you've heard this before. And I have never said this to anybody, not really - well, nobody who didn't legally have to say it back to me, but--

(tries to be casual)

I love you. And I have a hard time

sharing you with all of rock and
roll because I--why am I nervous?--
You'll never remember this--HEY!--
 (she blinks)
I love you, and I'm about to boldly
go where... Many men have gone
before...

He kisses her. A doctor and nurse come crashing into the
room. They push past William and pull Penny into the bathroom.
He sits on the edge of the bed, looking into the bathroom,
as they work on her. We hear Stevie Wonder. "My Cherie Amor."

INT. BATHROOM - NIGHT

Doctor places a tube down Penny Lane's throat. A bored nurse
holds a water-bag, lowering it to ground level.

WILLIAM'S POV INTO BATHROOM

Her feet sticking out, wriggling. He watches, as music
continues.

ON THE BATHTUB

Her amber-colored stomach contents look like a Jackson Pollack
portrait of the era, with three partially dissolved pills.
Doctor hands enter frame and remove them. Music continues.

INT. HOTEL ROOM - LATER NIGHT

The Doctor re-appears, and sits down next to William, as the
Nurse exits. The Doctor withdraws a three-page report form.

DOCTOR
Your wife will be okay for now--

WILLIAM
Thank you Doctor.

DOCTOR
However, she says you're her brother.

WILLIAM
 (eyes report)
She's a little confused.

The ice shifts in the champagne bucket nearby. The Doctor
sizes up the situation.

DOCTOR
Nice champagne.

WILLIAM
I don't have a driver's license.
With me.

DOCTOR
Tomorrow's my wedding anniversary.

I'd prefer to take care of this
without facing the dawn at the police
station. So if you can find a way to
get this girl--your wife--back home
to her parents, I'd let you pay me
anything you can afford. Because you
don't appear to be related to the
famous Rugburns of Rhode Island.

His eyes flick to the champagne. The kid takes a hint, reaches
over to the champagne.

WILLIAM
Happy Anniversary.

The Doctor puts the champagne in his bag.

DOCTOR
She won't be good company, but keep
her awake for another four hours.

INT. AIRPORT TICKET COUNTER - MORNING

Song continues. William and Penny drag themselves through
the airport. He guides her to the ticket counter. Penny wears
her green coat, large sunglasses. He sorts through her many
partial tickets. They are both so tired. She shakes off her
coat--she's suddenly very hot--and he grabs it and loops it
through her bags. She's irritable, and ready to go home.

INT. AIRPORT GATE - MORNING

PENNY
(baring her soul)
When I was 14, my Mom and her
boyfriend took me to a Rolling Stones
concert--and I freaked out and I
rushed up to the front of the stage
and then a thousand people had the
same idea at the same time and I was
getting crushed. And I couldn't
breathe and that thought flashed
through me--almost like a car accident--
I thought I might die. And it was in
the middle of "Midnight Rambler" and
Keith Richards saw me. And he came
over, and came to the front of the
stage, and he pulled me out. And
they took me backstage and they gave
me coke with ice and a--and a lemon.
And I never went home.

WILLIAM
What about your Mom?

PENNY
She always said--"Marry Up." Marry
someone grand. That's why she named
me Lady.

WILLIAM
(horrified)
She named you Lady?

PENNY
Lady Goodman.

WILLIAM
No.

PENNY
You never really get used to it,
either.

WILLIAM
Well--this--this just explains
everything.

He wishes it did. She rubs her stomach. It's a rocky morning.

WILLIAM
See you back in the real world.

PENNY
See you back there.

She kisses his forehead, and takes off down the accordion
leading to her plane. She drops her coat again, bending down
to retrieve it.

WILLIAM
Hey Lady!

Four Women turn, but not Penny. She disappears.

INT. AIRPLANE - DAY

Penny Lane settles into her seat on the airplane. She notices
William watching from the terminal window, and waves.

STEWARDESS
Please extinguish all flammable items,
and return all seats and tray tables
to their full and upright locked
positions.

She mouths along with the words. There is no one to share
the joke with. And then a few blurry memories come back to
her. She gestures to him... understanding him more fully...
as he disappears.

INT. AIRPORT TERMINAL - DAY

William walks alongside her plane, moving from terminal window
to terminal window. Catching her glance again, he's picking
up steam. What's she saying?

INT. PLANE - DAY

She keeps watching as he runs alongside, still keeping up with her plane. She now fully remembers, and places her outstretched fingers on the window. She mouths the words: I'll see you back home!

ON WINDOW

He us running through her fingers.

CLOSE ON WILLIAM

Who can run no further.

FADE OUT:

FADE UP:

INT. BAND PLANE - DAY

Russell and William are in mid-interview. The kid's microphone is out. It's a little bit of a rough flight. William wears the same clothes.

RUSSELL

Why didn't you come back to the party?
Bob Dylan showed up. He was sitting
at our table for... had to be an
hour, right? Just rapping. Bob Dylan!
I kept looking for you. I was going
to introduce you.

The kid feels pain.

JEFF

What happened to you last night?

WILLIAM

It's a long story.

A sharp jolt of turbulence. Russell begins pounding on the card table in rhythm.

RUSSELL

(singing Buddy Holly)

"Peggy Sure... Peggy Sue... "

DICK

Please.

RUSSELL

"Pretty pretty pretty pretty Peggy
Sue... "

A moment of laughter, and then bam. Jeff's drink rises and suspends briefly in mid-air. The plane takes another mighty knock.

JEFF

We shouldn't be here.

RUSSELL

Doris, we miss you!

Fear is creeping in around the edges. William, already an uneasy flier, looks down.

PILOT'S VOICE

This is Craig, your pilot. It appears we've caught the edge of that electrical storm we were trying to outrun. Buckle up tight now. We're gonna do our best to getcha out of this.

The rocking of the plane worsens, as all buckle up.

JEFF

"Electrical storm?"

RUSSELL

(strapping in for a
roller coaster)

Rock and roll.

The sky darkens abruptly. William looks up, increasingly nervous, stares straight ahead. The plane suddenly drops and stabilizes. Everyone is silent but Russell.

RUSSELL

Wooooooooo Baby!

A moment later, an ashen-faced CO-PILOT emerges, balancing himself with hands on the ceiling of the shuddering plane.

CO-PILOT

We're gonna try to land in Tupelo.
We're going to have to cut the inside
lighting for the next several minutes.
We found a field to land in.

The kid notices Silent Ed is rubbing a small crucifix.

DENNIS HOPE

A field?

JEFF

I can't breathe.

Push in on Russell. We hear a series of unfamiliar electrical sounds. The plane screwballs through the sky.

CO-PILOT

It might be a rough set-down. We
should be fine.
(cracking at the edges)
But what we do say in a situation
like this is--We would pass but before

the plane... disassembled. However,
God help us, if there's anything you
want to say to each other, any
secrets, anything like that, now
would be a good time. But just hang
in there. We'll get you out of this.

He returns to the cockpit. The weather worsens, as the hail
suddenly pelts the plane, and it comes down hard. Inside
lights shut off. William stares straight ahead, as the cockpit
door swings open--total chaos visible inside--and then shuts
again.

DICK

And everyone thinks it's so glamorous
out here.

LARRY

(oddly detached)
He just told us we're gonna die.

JEFF

(insecurities running
wild)
We're gonna crash in Elvis' hometown--

RUSSELL

Shut up.

JEFF

--we can't even die in an original
city!

RUSSELL

C'mon Dennis, get us a better city.

Nervous laughter. Another sheet of hail hits the plane.

LESLIE

Oh my God.

PUSH IN ON WILLIAM

Just shaking. Nearly in tears. Hyperventilating.

RUSSELL

If something should happen. I love
all of you. I don't think we have to
do the secrets thing.

The plane shakes. Now lightening strikes very close. A
flashing wall of electricity rolls through the plane and
evaporates with a burning smell still in the air. In the
darkness:

DENNIS HOPE

I once hit a man in Dearborn,
Michigan. A hit-and-run. I hit him
and kept on going. I don't know if

he's alive or dead, but I'm sorry.

LESLIE
(gripped with fear)
Oh my God.

The plane wildly rises, and falls. It stops for a moment. A strange smooth patch.

DICK
I love you all too, and you're my family. Especially since Marna left me. But if I ever took an extra dollar or two, here and there, it was because I knew I'd earned it.

RUSSELL
I slept with Marna, Dick.

JEFF
I did too.

LARRY
I waited until you broke up with her. But me too.

JEFF
I also slept with Leslie, when you were fighting.

RUSSELL
You... slept with Jeff?

LESLIE
Yes, but it didn't count. It was the summer we decided to be free of all rules.

RUSSELL
(to Jeff)
And you say you "love me."

JEFF
(the truth)
I don't love you, man. I never did.

RUSSELL
Please. Enough.

JEFF
NONE of us love you. You act above us. You ALWAYS HAVE!!

LARRY
Finally. The truth.

JEFF
You just held it over us, like you light leave... like we're lucky to

be with you. And we had to live with
it. I had to live with you, and now
I might die with you and it's not
fucking fair.

William watches, catatonic.

RUSSELL
(to Larry and Ed)
You hate me? You too?

Larry stares at him. Ed says nothing.

RUSSELL
All this love. All this loyalty.
(incredulous, giddy)
And you don't even like me.

JEFF
And I'm still in love with you Leslie.

Bam. The plane is pulling sideways, and dropping altitude.

LESLIE
I don't want to hear anymore.
Shut up! Shut up! Shut up!

RUSSELL
(to Jeff)
Whatever happens, you're dead.

JEFF
Don't be self-righteous, Russell,
not now. You were sleeping with Penny,
that groupie. Last summer, and up
until yesterday. Why don't you tell
Leslie THAT?

Russell tries to get up and attack him. The force keeps him
in his seat. He yells. Loud.

DENNIS
(freaking out)
I quit.

The turbulence worsens. William finds his mouth saying
emotional words he cannot control.

WILLIAM
"That groupie?" She was a Band-Aid.
All she did was love your band. And
you all--you used her, all of you.
You used her and threw her away.
She almost died last night, while
you were with Bob Dylan. You're always
talking about the fans, the fans,
the fans. She was your biggest fan
and you threw her away. And if you
can't see that, that's your biggest

problem.

Russell and Jeff stare at each other. The plane is rocking very very hard. Leslie is crying.

ED

I'm gay.

They all turn to the silent drummer. (It's his first spoken dialogue of the movie.)

Then.

The plane pops out from below the clouds. Sunshine spikes through the embattled windows of the plane, as they float downwards to the city of Tupelo, Mississippi. A very very uneasy silence fills the plane. No one can look at each other. Out bursts the Co-Pilot, giddy with victory.

CO-PILOT

Thank God above, WE'RE ALIVE!!
WE'RE ALIVE!! WE'RE GONNA MAKE IT!!

Shot of all the occupants, ending with Russell. Suddenly, the alternative seems far more attractive. We hear Rod Stewart's "Jo's Lament" as music plays over their still-shocked faces.

INT. TUPELO AIRPORT CORRIDOR - DAY

Music continues, as they walk together like ghosts in a long and very pregnant silence, ignoring the kid. Everything is different now. The kid peels off and throws up in a dumpster. We continue with the band, unhappily moving forward. William hustles back to catch up. They ignore him. There are much bigger thoughts in play. No one wants to speak.

JEFF

Well, I think we can build on this
new honesty.

Boom. Russell attacks him, and they're pulled apart. The band continues moving forward, arriving at a fork in the airport terminals. William stops. This is where he must part company. He stands at the mouth of the next terminal, as the band continues, unaware he's split off. He watches their backs, they've forgotten him.

Then Russell turns, sensing something missing. William. All now stop and turn. Still shell-shocked, they summon a pre-occupied but heartfelt goodbye. William waves. Music continues.

ON AIRPLANE DEPARTURE SCHEDULE

William's finger finds San Francisco.

INT. CAB - SAN FRANCISCO - DAY

The kid checks the address as he arrives at the MJB Building, and its next-door neighbor, the San Francisco headquarters of Rolling Stone Magazine. He still wears the same clothes from last night in New York.

INT. ROLLING STONE MAGAZINE - DAY

William arrives at the front desk, gets the once-over from a friendly RECEPTIONIST, a paragon of new cool.

RECEPTIONIST

Leave your package at the desk.

WILLIAM

I'm not a messenger. I'm one of your writers. William Miller.

He is zombie-tired, with heavy duffel case and his orange bag.

INT. ROLLING STONE OFFICES - DAY

William walks down the center aisle. Editors and writers look at him, standing at the front of their cubicles to see this exhausted 15 year-old writer. At the end of the aisle, like a human finish line, stand Ben Fong-Torres.

BEN

You're William Miller?

The secret emerges not with a bang but with a slight and tired nod of the head.

WILLIAM

Yep.

BEN

(putting it all together)

Oh baby.

Ben leads him into the office of Jann Wenner, the editor-publisher.

INT. JANN WENNER'S OFFICE - DAY

William sits. Editors are feverishly discussing the next issue. The big concerns of a national magazine are in the air. Everyone is focused and quick. The conversation is machine-gun like. Jann Werner turns to the kid.

JANN

We can't run this piece.

The kid's eyes travel to his story--a stack of fuzzy-looking sheets on the table.

BEN

You obviously saw more than you wrote

about. After eight days on the road
with these guys.

DAVID FELTON
Didn't anything happen?

JANN
And where are you in this piece?
What did you want to write? Because
this reads like what they wanted you
to write.

BEN
What happened to your highly-touted
think piece on limitations of a middle-
level Band in the face of success?

William sits speechless. It's sinking in. Failure.
Conversation continues at a fast pace:

JANN
We can push up Chet's Who cover--

FACT CHECKER
Good 'cause it's going to take me
three days to get through this
research. It's all handwritten, on
little slips. Plus, they all refer
to woman as "chicks." I mean, as a
woman I have a problem with that. I
know it's a side issue.

DAVID FELTON
(sympathetic,
loquacious)
It's a "puff piece." You fell for
'em. It happens. A relationship forms.
You want them to like you.
(wistful, chewing
cigarette holder)
Happened with me and Charlie Manson.
He was a very charming... lively...
charismatic...

Felton catches himself swooning. The other are staring at
him. He snaps out of it.

DAVID FELTON
...mass-murderer.

WILLIAM
Please let me finish it. Give me
tonight to work on it.

FACT CHECKER
Chet's piece is all fact-checked and
ready.

JANN

(to William)
Get some sleep. We'll do another
story sometime. We'll get you a kill
fee.

FACT CHECKER
His research is all on little bits
of paper. Did I say that?

WILLIAM
Ben. You told me to send what I had.
It's not finished.

FACT CHECKER
That's being charitable.

Ben looks at the kid, then at Jann. Jann scans the kid's
face for a beat, nods.

JANN
Let him use the big office. It's
where Hunter used to write.

William rises, gratefully. He shakes Jann's hand.

FACT CHECKER
(pointed re: his age)
You can type.

WILLIAM
Yes. It took it in grade school.

INT. BIG OFFICE - NIGHT

William sits in the "big" office. It's a small white tank.
After all the sound and fury, there is only the hum of a
large electric typewriter. His research, transcripts and
some band photos sit nearby. He takes a bite of a candy bar,
a sip of coffee. He looks at the phone.

INT. LESTER BANGS' BEDROOM - NIGHT

Crazy jazz is playing. Lester Bangs on the phone.

LESTER BANGS
Aw, man. You made friends with them!
See, friendship is the booze they
feed you. They want you to get drunk
on feeling like you belong.

INTERCUT:

INT. ROLLING STONE - NIGHT

William in the empty Rolling Stone office.

WILLIAM
(ruefully)
Well, it was fun.

LESTER BANGS

They make you feel cool. And hey. I met you. You are not "cool."

WILLIAM

I know. Even when I thought I was, I knew I wasn't.

LESTER BANGS

That's because we are uncool! And while women will always be a problem for guys like us, most of the great art in the world is about that very problem. Good-looking people have no spine! Their art never lasts! They get the girls, but we're smarter.

WILLIAM

I can really see that now.

LESTER BANGS

Yeah, great art is about conflict and pain and guilt and longing and love disguised as sex, and sex disguised as love... and let's face it, you got a big head start.

WILLIAM

I'm glad you were home.

LESTER BANGS

I'm always home! I'm uncool!

WILLIAM

Me too!

LESTER BANGS

(leveling)

The only true currency in this bankrupt world is what we share with someone else when we're uncool.

WILLIAM

(distracted)

I feel better.

LESTER

My advice to you. I know you think those guys are your friends. You want to be a true friend to them?

William takes a deep breath. Looks at the research cassettes and notebooks. The empty page.

LESTER BANGS

Be honest and unmerciful.

(beat)

You're doing great. Call me later is

you want. I'm always up.

INT. ROLLING STONE OUTER OFFICE - MORNING

Ben Fong-Torres and David Felton look at William's new manuscript with great interest.

FELTON

Read me the opening line.

BEN

(reads aloud)

"I am flying high over Tupelo,
Mississippi, with America's hottest
band, and we are all about to die."

FELTON

Mmmmm.

(as if sampling wine)

Dark. Lively.

BEN

Yeah, and it gets better.

(impressed)

Did this all really happen?

William sleeps restlessly nearby, mouth agape, sitting upright in a plastic chair.

FACT CHECKER

(jealously reaches

for manuscript)

Give it to me. I'll call and check
the quotes.

INT. NEW TOUR BUS - DAY

The band rides in a new tour bus. The palpable tone in the air is--PANIC.

JEFF

Look. Let's just piece together our
information... because the fact-
checker asked us all about different
parts of the story.

TONY

What did he write about? What's he
using?

JEFF

It. All. He's using it all.

RUSSELL

So what?

JEFF

So what?

(beat)

We come off like amateurs... some average band... trying to come to grips, jealous and fighting and breaking up--we're buffoons!

RUSSELL

Maybe we just don't see ourselves the way we really are.

JEFF

He was supposed to be our friend.

RUSSELL

(ruefully, remembering)

I told him to write what he wanted.

All eyes look to Russell.

TONY

(to Russell)

By the way, he has you on acid, screaming "I Am A Golden God" from a fan's rooftop.

RUSSELL

(immediately remembering)

Oh my God.

JEFF

They used him to fuck us.

RUSSELL

(still back at "Golden God")

I didn't say "Golden God." Or did I?

DICK

We never took him seriously, and now it's serious.

RUSSELL

I liked him as a person.

JEFF

He was never a "person!" He was a journalist!

Russell nods. He looks at Silent Ed, drumming soundlessly on a rubber pad.

RUSSELL

You. You had the right idea all along.

Ed silently nods thanks.

DENNIS HOPE

(nervously)

How about the plane flight?

DICK

It's all in there. But don't worry,
it's all unspecific who says what.
No names are mentioned in the more
embarrassing sequences, it's just
completely obvious who's who! We're
fucked!

Silence.

RUSSELL

I forgot he was there.

DENNIS HOPE

Well, they haven't talked to Russell--
he can always deny the key stuff to
the fact checker. Then they can't
print it.

JEFF

(brightening)

Is that true?

DENNIS HOPE

It's war, my friend. If you'd met me
earlier, he would have never been on
the around.

Dennis hands Russell the phone.

DENNIS HOPE

He'll live.

INT. ROLLING STONE OFFICES - DAY

William is still being congratulated by his new peers. We
see him woozy but beaming, as Allison the Fact Checker comes
out of her office, waving the manuscript. She works her way
through the cluster of editors.

FACT CHECKER

The band just denied 90% of the story.
It's a fabrication.

Everyone looks at William, who is speechless and confused.
Their congratulations stop on a dime. The fact checker can't
resist twisting the knife a little.

FACT CHECKER

You weren't honest. And worse, you
wasted our time.

WILLIAM

Did you talk to Russell?

FACT CHECKER

Russell Hammond is the one who denied
it.

BEN
(darkly)
Crazy.

FACT CHECKER
(one last shot, to
William)
We're going with the Who--!

The kid has been sandbagged. The machine of a big-time magazine whirs into action on another story, as the cluster moves down the hall.

SOMEONE'S VOICE
He's just some fan... what did you expect?

William sits there, as only David Felton stay behind, brandishing his cigarette-holder. He sits down next to the kid.

FELTON
Well, I believe you.

He looks at the kid, decides to offer a personal parable.

FELTON
Jim Morrison once came to my house and drank a beer. The beer is still on my mantle. I'm 35 years old with Jim Morrison's beer as a shrine. I wanted to be Earnest Hemingway. Instead I have Jim Morrison's beer.
(shrugs, he's learned to live with it)
If you didn't make your story up, good for you. If you did make it up... good for you.

The kid looks at him, too tired and still in shock.

FELTON
Say something, so I know you're alive.

WILLIAM
Goodbye.

He exits.

FELTON
Powerful word. Strong. Final.

INT. BACKSTAGE CREW MEAL - NIGHT

Russell Hammond sits down on a plastic chair with a paper-plate filled with buffet-style food--steak and baked potato. Preoccupied, and several seats away from other crew members. He drinks a glass of milk. Out old friend Sapphire takes the

seat next to him, holding a skimpy paper plate of vegetables.

RUSSELL

I feel bad.

SAPPHIRE

Well, at least you feel. That puts
you in a higher class of asshole.

They eat in silence. Sapphire looks around. The new breed of
groupies eye her, as they cruise Russell on the periphery.
They're bolder, flashier. She eyes them back with seniority.

RUSSELL

What did I do?

SAPPHIRE

Well--you can do what the big boys
do.

(he looks at her)

Nothing.

RUSSELL

Yeah.

The girls still circle Russell nearby. He's unaware.

SAPPHIRE

You believe these new girls? None of
'em take birth control, and they eat
all the steak.

She looks sadly at her plate of vegetables. An ever-sharp
mind in last night's clothes, she commands Russell's respect.

SAPPHIRE

They don't even know what it is to
be a fan! To blindly love some silly
piece of music... or some band so
much that it hurts... please, they're
all just after the money. Shoo--

(in their direction)

Go rob a bank! It's more honest!

RUSSELL

Is Penny okay?

SAPPHIRE

The Quaalude Incident. Yeah, it wasn't
pretty. She could have died. I always
warned her about letting too many
guys fall in love with her. I guess
I was wrong.

(shrugs)

One of 'em saved her life.

Russell nods.

RUSSELL

Well, it's finally over with Leslie.
I'm going to call her.

SAPPHIRE

Let her retire.

(he doesn't respond)

You want to lock her up in a house
in Michigan? Please.

(he doesn't respond)

Write her a song someday. She deserves
it. Something about that girl brought
out the best in a lot of...

(looks around backstage)

...pretty average people. She deserves
it...

Russell stares into his crew meal, nodding a little.

SAPPHIRE

(forward thinking)

...because something tells me twenty
years from now, we'll remember her...
and not much else.

Russell smiles to himself, knows it's true. Dick passes,
placing hands on Russell's shoulders, massaging a little.

DICK

Have a good vacation. I hope the
band stays together. Before it all
went down the shitter, it was starting
to get really good.

Dick claps Russell on the back, and moves on. He turns to
Sapphire.

RUSSELL

I'm not going to blame myself. I do
make people happy. They just shouldn't
get to know me... 'cause it appears
to spoil everything.

SAPPHIRE

Don't be so easy on yourself.

RUSSELL

What gives you the right to get this
personal with me.

SAPPHIRE

Let's not reminisce.

INT. SAN FRANCISCO AIRPORT - NIGHT

William moves like a zombie through the airport, and collapses
in a seat. He sits still in the crowded flow of human traffic.
A cluster of Flight Attendants pass. One stops, a stylish
young woman wearing a tall bubble-shaped PSA hat with swirling
colors.

ANITA

William?

He looks at her. He feels like he's on Mars, and she looks like a Martian.

ANITA

You guys this is my brother!

MALE FLIGHT ATTENDANT

(as if meeting a
celebrity)

"The Narc?!"

William looks woefully at them, like a dog who's been hit by a car.

ANITA

You guys, I'll deadhead back later.
I think I'm needed.

MALE FLIGHT ATTENDANT

Nice to finally meet you.

FEMALE ATTENDANT

You have a good day!

Anita looks in her brother's face.

ANITA

You look awful, but that's great.
You're living your life! You're
finally free of... her.

WILLIAM

Yeah.

ANITA

Hey. I'll take off work. Let's have
an adventure together. You and me,
finally. Anywhere you want to go.
Anywhere in the world.

EXT. WILLIAM'S HOME - DAY

William whistles the family whistle. Sister and brother trudge up the steps.

ANITA

This is not my idea of a good time.

WILLIAM

Just get me to my bed.

ANITA

(resigned)
I'll deal with her.

William whistles again. Mom meets them at the door. She looks at her trashed son who has finally come home. For the first time, she hugs Anita first, and it's not lost on Anita.

It's a clumsy neck-hug, neither wanting to commit. The kid passes to his Mother's left, with suitcase, intentionally nudging her into his sister. Anita takes this as an aggressive act of love, and hugs her mother back. Tears stream down Mom's face. Their cheeks touch. Mom pulls away, and sees her own tears on Anita's face. Thinking that she's also crying, she grabs a tissue for them both.

INT. ELAINE'S HOUSE - CONTINUOUS

The kid stands in the hallway listening, shaking his head, poised to enter his room, unseen by them.

ANITA

(so worried)

What are we going to do about him?

ELAINE

I don't know. Whatever happened to him, I just wish it could have happened to me.

ANITA

The magazine killed his story.

Now they really hug, Anita gulping back real tears. William watches them bonding over the oddest thing--his failure. William goes into the bedroom, the final three feet to sleep, and shuts the door. A hand places a hotel sign on the door--DO NOT DISTURB. Slight push in.

ON BED

He collapses with all his clothes on, almost instantly asleep. His walls, just as he left them, boast a pantheon of rock heroes... with a very lonely Abraham Lincoln (or Atticus Finch) in the center.

INT. ROLLING STONE OFFICES - DAY

The elevator doors ding open, and out walks Russell Hammond. The Secretary has just finished answering the phone, "Straight Arrow Publishers." She puts the caller on hold.

RUSSELL

Hi, I'm Russel Hammond.

SECRETARY

You're here regarding?

RUSSELL

My life.

INT. EDITORIAL OFFICE - DAY

Russell stands with the editors, observing the fine portraits on the walls. He's behind enemy lines, and he knows it. Everything in the room fascinates him.

RUSSELL

I don't care what happens. I don't care if you put us on the cover. But you sent us a kid and... and he was a fan. And we all made friends with him--absolutely, to get a good story. But then we actually liked him. We thought he's... show us our lives in some mythic way and I guess... we're not mythic. We panicked.

JANN

You denied most of the story.

RUSSELL

Yeah, well, here's the problem with the truth. It's too true--

BEN

Well, we appreciate the visit. The last time an artist came here, it was Buddy Miles and he punched me.

RUSSELL

I'm not punching anybody. I am personally, as of 2 pm yesterday, on a voyage of self-reinvention. This is about William Miller.

(counting off fingers)

He lives with us, he lost his virginity, he saw us at our worst, appreciated our best, he saved two lives, including mine... he smuggled about a half-pound of pot into Boston, and we never even told him--

Nearby, David Felton looks at another editor, raising an eyebrow.

RUSSELL

--we told him too much, we told him everything... He almost died with us over Tupelo... if the band survives him, it'll be a miracle... but you know, he tried to keep up, and that's a journalist to me.

JANN

It's too late. We're going with a different cover.

RUSSELL

(immediately)

Thank God.

But Russell looks around at the numerous portraits of dead legendary rock stars, fixing on the one photo closest to all of them, a very vulnerable-looking Janis Joplin. A second thought.

RUSSELL

You tell me it's too late. But I could go back to my hotel room and... and O.D. tonight and something tells me you'd find a way to put me on the cover of the next issue. Am I right?

He looks at their faces. They cannot disagree.

RUSSELL

I'm learning the game.
(beat, shrug)
We fucked up. We made friends with him.

BEN

Next time we'll all be more professional.

RUSSELL

Maybe so.
(beat, an odd thought)
But God forbid, the day comes when selling yourself is as important as the music you make.
(rueful, to Hendrix on the wall)
You might have died at the right time, my friend.

JANN

Thank you for visiting. Good luck.

RUSSELL

Do what you want, but the story is true.

LONG SHOT RUSSELL

at the entrance. Raises his hand.

RUSSELL

Good evening!

EXT. SAN FRANCISCO - DAY

Russell stands outside, a traveling man with no where to go. Oddly, and in a way that surprises him, the world begins to speak to him again... little noises everywhere, turning into a music of its own. It's a beautiful and compelling "silence." He thrusts his hands deep in his pockets, and takes a breath of life. His head filling again with the music of the world, he begins to walk down the street. Very naturally, and quite randomly, he is noticed by young passersby. They can't help

it. He looks like a star. They can't quite figure out who it is, but it's someone, and they begin to follow him down the street. Unbeknownst to him as he walks along, deep in thought, a small crowd begins to form... following him.

INT. BREAKFAST TABLE - DAY

A quiet kitchen. Anita has been cooking. A substantial breakfast has been placed on the table. Sausage, orange juice... and now Anita sets down a plate of pancakes, with syrup and butter, in front of her mother. William watches his mother facing an old enemy--white sugar.

ANITA

They're called pancakes. Who knows
when we'll be together again. Splurge.
It's what most people call breakfast.

Mom looks at her children, and takes a breath.

ELAINE

I went through your records. And I
found a song to play for you.

She goes to the stereo and puts on a record. The two children eye each other--what's coming next? (Song to be chosen) The two kids eye each other again. Self-consciously avoiding their gaze, Mom sits and toys with her breakfast. It's a song she clearly wants them to hear. It's a song from the heart. They look at her, amazed. Elaine looks up, regards her family. Somehow they're back at this table. They continue eating breakfast.

ON SIDEWALK

Bam. A bundle of bound Rolling Stone Magazines lands on the newsstand pavement with a thud. Someone reaches in to cut the cord, as the magazines puff up into view. It's the new issue, with Russell Hammond on the cover. The title: Stillwater Runs Deep. Just another stack of magazines waiting to be places in the racks.

FADE OUT:

Music segues to Led Zeppelin's "Four Sticks." Penny Lane's sleeping Polaroid shots of our characters, featuring a few self-portraits.

THE END