



# ECHO LAKE

ENTERTAINMENT

**BLUE EYED DAY**

**A piece of historical fiction**

Written by

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BLUE EYED DAY is a historical fairytale based on a real event. She was a superstar of Jazz with no clue her star was about to Supernova. He was an up and coming artist with no idea his big break was just around the corner. But, on one fall night in Chicago, 1939 - the stars aligned and their paths crossed.

EXT. NEW YORK APARTMENT BUILDING - MORNING - 1959

Early morning rays peek across a perfect New York sky. Over the glistening concrete and steel of posh Upper East Side dwellings. Columbus Circle. Central Park.

The city that never sleeps is bustling with EARLY BIRDS walking their dogs, sipping their coffee and hurrying to work.

We come up on the back of a MAN in a well-tailored suit, hat sitting just so, and strolling through the streets carrying coffee for two, breakfast, and groceries without a care in the world.

BILLIE (V.O.)  
*Autumn in New York, why does it  
seem so inviting?*

The DOORMAN pulls open the glass double doors as the man nears...

BILLIE (V.O.)  
*Autumn in New York, it spells the  
thrill of first knighting.*

INT. NEW YORK APARTMENT BUILDING - ELEVATOR - MORNING

As we come up full on the man, we find GEORGE, Black, sharply dressed with a slick smile and oozing charm.

BILLIE (V.O.)  
*Glittering crowds and shimmering  
clouds in canyons of steel.*

George is carefree. Humming to himself. He hits the PENTHOUSE button on the ELEVATOR.

INT. NEW YORK APARTMENT BUILDING - HALLWAY - MORNING

George struts down the hall.

BILLIE (V.O.)  
*They're making me feel, I'm home...*

He's all smiles as he walks into...

INT. PENTHOUSE APARTMENT - LIVING ROOM - EARLY MORNING

But, once inside the apartment... George's face falls! He stands at the door, slack-jawed and dismayed. Nearly dropping his coffee and groceries everywhere.

GEORGE

What the...

We track George's well-polished wing-tipped shoes across expensive plush carpet as he steps tentatively over clothes strewn absentmindedly.

Empty alcohol bottles.

Broken lamp.

Billie Holiday plays softly from somewhere off camera.

BILLIE (V.O.)

*It's autumn in New York that brings  
the promise of new love.*

As we come up full on the scene to find a completely trashed penthouse apartment.

Broken dishes.

Overturned furniture.

BILLIE (V.O.)

*Autumn in New York is often mingled  
with pain.*

Deep concern washes over George as he notices several shattered mirrors...

... and BLOOD trailing across the floor...

GEORGE

Mr. S?!!

... George finally drops his bags and breakfast on the nearest surface.

No answer.

BILLIE (V.O.)

*Dreamers with empty hands may sigh  
for exotic lands.*

GEORGE

Mr. S?!!!

George races into...

INT. PENTHOUSE APARTMENT - BEDROOM - EARLY MORNING

GEORGE

Mr. S?!!

Still NO answer and NO Mr. S!

The bloody trail leads to a door at the far end of the room.

BILLIE (V.O.)

*It's autumn in New York, it's good  
to live it again.*

George knocks at the door, panicked!

GEORGE

Mr. S! You okay?!!

As George pounds harder we go UNDERNEATH the door to...

INT. PENTHOUSE APARTMENT - BATHROOM - CONTINUOUS

BILLIE (V.O.)

*Autumn in New York, the gleaming  
rooftops at sundown.*

We follow the bloody trail past a RECORD PLAYER spinning a '78 vinyl of Billie Holiday...

BILLIE (V.O.)

*Autumn in New York, it lifts you up  
when you're rundown.*

... Past a ripped up \$1,000 SHIRT that's covered in blood and been unceremoniously discarded on the floor.

... The trail ends in front of a large sunken bathtub...

... A motionless and bloody HAND rests on the side of the tub wrapped around a bottle of JACK DANIELS...

FRANK (V.O.)

Somebody once said - we never know  
what "enough" is until we know  
what's more than enough.

... A puddle of fresh crimson pools on the floor below, despite the blood-caked piece of cloth serving as a sad tourniquet on the man's hand...

Boom! Boom! Boom!

GEORGE

Mr. S!!!

... George's pounding feels as if it might shatter the door...

But, the hand doesn't move.

The person doesn't respond.

FRANK (V.O.)

Regret - it kills you. The long,  
slow, hard way.

We move closer... into the dry bathtub...

Boom! Boom! Boom! We can hear George's panic rise with each pound of his fist on the door.

We move over the man's crumpled, expensive Italian suit and shining winged-tip shoes. If he weren't covered in blood and in a bathtub, he'd look like a million bucks.

... We hold on a PIECE OF WEATHERED PAPER in his HAND.

FRANK (V.O.)

As you futilely search the corners  
of your mind, hoping beyond hope to  
turn back the hands of time...

... Bloodstains smudge many of the words, but we clearly make out that what Frank's currently saying is on this sheet.

FRANK (V.O.)

... for that one moment you wish  
you could unwind...

We pan up the body to land on a pair of stark BLUE EYES, wide open, not moving, staring up at the ceiling for what feels like eternity.

Dead? Alive? In a trance? We can't tell.

BILLIE (V.O.)

*This autumn in New York transforms  
the slums into Mayfair.*

Billie continues to sing as GEORGE POUNDS ON THE DOOR!

Then we cut to...

INT. THREE DEUCES JAZZ CLUB - NIGHT - 1939

A dark, smoke-filled night club. Packed to the rafters. Not an inch of space is left empty.

All eyes on the stage. Our lively crowd's here to see BILLIE HOLIDAY, 24, a caramel-skinned goddess of soul and sound, who enraptures them with song.

**CHYRON: CHICAGO, SEPTEMBER 1939**

BILLIE

*Autumn in New York, you'll need no  
castle in Spain. Lovers that bless  
the dark on benches in Central  
Park. Greet autumn in New York,  
it's good to live it again.*

As the final notes escape her lips, the crowd hoots and hollers in approval.

This crowd LOVES this woman, and in this moment their love reaches her heart.

Then with a WAVE OF HER HAND...

... all the lights go out,

... except for a single spotlight.

... Billie steps into it, glowing, effervescent.

... The crowd hollers in excitement. Then...

... Billie stares out into the crowd. Wordless. Motionless.

A unnaturally LONG and uncomfortable silence passes as she stands there... STARK STILL in a way that pulls the audience in and silences them completely.

A pin could drop in this room and make everyone deaf.

The piano begins to play a song -- A NEW SONG.

... The trumpet joins in with a solemn refrain.

... The crowd waits in breathless anticipation.

... Finally, she open her mouth.

BILLIE (CONT'D)  
*Southern trees bear a strange  
 fruit.*

With each word she utters, it's as if all the oxygen gets sucked out of the room.

BILLIE (CONT'D)  
*Blood on the leaves and blood at  
 the root. Black bodies swinging in  
 the southern breeze.*

No one dares move.

BILLIE (CONT'D)  
*Strange fruit hanging from the  
 poplar trees.*

NOTE: this is a dangerous moment, the first time these people have EVER listened to this provocative, rebellious song.

BILLIE (CONT'D)  
*Pastoral scene of the gallant  
 South. The bulging eyes and the  
 twisted mouth.*

We pull back as she sings and notice a man with BRIGHT BLUE EYES, sitting enraptured feet away from Billie at a table. TEARS well in these beautiful eyes.

BILLIE (CONT'D)  
*Scent of magnolias, sweet and  
 fresh. Then the sudden smell of  
 burning flesh.*

The sparkling blue eyes belong to FRANK, 23, thin, pale, ethereally handsome, and broody. He doesn't fully realize it yet, but he's a superstar in the making. For now he's just a young and hungry crooner on the rise.

BILLIE (CONT'D)  
*Here is fruit for the crows to  
 pluck. For the rain to gather, for  
 the wind to suck. For the sun to  
 rot. For the trees to drop.*

As the final notes escape her beautiful mouth, Billie tosses back her head with dramatic effect, making the notes twist into a tortured, almost-strangled sound...

... like the last gasps before dying. Beautiful. Painful.

BILLIE (CONT'D)  
*Here is a strange and bitter crop.*

The spotlight goes out.

The audience is left in complete darkness.

No one moves.

No one speaks.

No one breathes for what feels like eternity...

As the house lights come up to full, the crowd erupts in thunderous applause and wild screams.

... which is quickly replaced by confusion.

BILLIE IS NO WHERE TO BE FOUND.

... Only her band is there to receive the adoration.

What happened to the lady of the hour?!!

INT. THREE DEUCES JAZZ CLUB - DRESSING ROOM - NIGHT

We find Billie sitting stark-still in front of a mirror.

Thunderous applause booms above her head.

Her face is inscrutable.

There is no joy there.

No excitement.

No peace.

Just a flush of raw energy trying to settle back into human form, as the applause continues without her.

Billie takes out a piece of paper, begins to write.

We don't stay with her long enough to read it, but we'll worry about what she has to say later.

INT. THREE DEUCES JAZZ CLUB - LATER

The club is still buzzing, but 80% of the crowd has left. The band plays instrumental tunes for the remaining patrons as they drink and carouse the night away.

Frank sits at the edge of the bar finishing a drink. He starts to signal for another one, but stops cold.

We follow his eye-line across the room as...

... Billie emerges from around a corner.

No one else notices her yet. Frank happens to be standing at just the right angle to catch Billie's private moment. His face fills with excitement and adoration.

Off the stage, Billie seems smaller, more vulnerable, even perhaps a little shy. She's changed out of her fancy dress into something simple, but she still looks regal.

Billie fidgets uncomfortably. Then she takes out the piece of PAPER from her pocket. Reads it. Folds it up and puts it back again...

... She stands watching the crowd surreptitiously, in her own world. Debating with herself, whether to go out or turn back. Then...

Thunderous applause explodes around her! It's too late! She's already been spotted...

And just like that Billie Holiday is back to being the dazzling performer. Shaking hands. All smiles. Vivacious.

Billie makes her way toward the bar...

Frank checks his shirt. Smooths his hair. Practices his smile. Stands up straight.

FRANK  
(to himself)  
Hey. Hello. Hiya. I'm Frank. Crap.

Billie tries to move quickly through the crowd, but every few feet someone stops to congratulate her.

FRANK (CONT'D)  
(to himself)  
I'm a singer, like you. No. I umm  
sing. A little. Damn.

Billie is nearly 100 feet away from him now.

Frank tries to relax. Look cool.

FRANK (CONT'D)  
I'm gonna be a star. I am a star!  
Like you. I'm -- shit.

She's nearly 20 feet away.

FRANK (CONT'D)

I have show. Tonight. At the  
Sherman. You should come... You  
should swing by my show. Ugh.

Frank starts walking toward her, ready to introduce himself.  
He extends his hand. He nearly grasps hers...

But, someone steps in. Blocking his path to Billie.

**CU ON BILLIE:**

A drunk wealthy WHITE MAN has invaded her space. He's handsy  
to the max. Whispering something we can't hear into her ear.

Billie pushes him away, but this guy won't take no for an  
answer.

WHITE MAN

Come on, just take one second.

BILLIE

I said no.

The man grabs Billie's arm HARD.

Billie tries to wrench herself from his grip, but he pulls  
her into him roughly and nearly drags her toward a group of  
smiling WHITE PEOPLE at a table.

WHITE MAN

We came all the way down here. It's  
the least you can do!

Billie resists again, which causes the man to stop.

He looks at her, menacing. Leans in close, threatening.

BILLIE

(deathly calm)

Motherfucker, if you don't cut me  
loose!

This stops the drunken man dead in his tracks. His shock  
quickly gives way to anger, and he pulls Billie in  
violently... readying to strike her.

ECU on Billie's free hand... SLOWLY BALLING INTO A FIST.  
She's not going out without a fight.

Out of nowhere another HAND appears ON TOP of the White Man's, which wrenches Billie free from the man's clutches. The hand belongs to Frank!

Frank cuts between the pair, talking directly to Billie.

FRANK  
Miss Billie, there you are.

WHITE MAN	FRANK (CONT'D)
Beat it buddy. We're talking here.	(over his shoulder to the man)
	Sorry mister.

FRANK (CONT'D)  
(to Billie)  
There's an urgent telegram for ya at the bar.

Billie heads toward the bar.

Frank starts to follow, but the drunk guy grabs his shirt.

WHITE MAN  
As soon as she's done, make sure she comes to our table. Ya hear? There are some important people she needs to meet.

**ON BILLIE:**

Billie strolls up to the bar, composing herself as she goes.

BILLIE  
Hey pops, you got a tele for me?

BARTENDER  
Naw baby, ain't no yellagram come here for ya.

BILLIE  
But--

Billie turns to see Frank strolling over with a shit-eating grin. Putting two and two together, Billie smiles for the first time all night.

FRANK  
You alright?

BILLIE  
Good one, Blue Eyes.

FRANK

The names Sinatra. Frank Sinatra.

BILLIE

Let me buy you a taste Frankie,  
seein' as you just saved me from  
laying that motherfucker clean out.  
What you sippin'?

FRANK

Whatever.

BILLIE

(to the bartender)

Pops. Two.

She motions for drinks. The bartender gets to work.

FRANK

(re: the white guy)

Does that happen a lot?

She sizes him up.

BILLIE

I know how to handle me. But that  
was fairly stupid. You ain't but  
what, 50 pounds soakin' wet.

FRANK

Couldn't let that fella bruise the  
most beautiful flower in the room.

BILLIE

Laying the bricks thick, ain't ya.

FRANK

I just mean, he's an asshole.

BILLIE

That he is. So what's your story?

FRANK

Me?

BILLIE

Naw, your brother. Whaddy do?

FRANK

(chickens out)

I-- I'm a [singer]... a big fan.  
Loved your new song.

BILLIE  
Not too sad?

FRANK  
Never.

BILLIE  
Not too raw?

FRANK  
Definitely, but in a good way. Like  
ripping out your guts, setting it  
ablaze kinda way. But a phoenix  
always rises from the ashes.

BILLIE  
You're a poet.

FRANK  
Naw. Not my thing. I sing... a bit.

Frank could kick himself. This isn't going the way he hoped.

The bartender drops off two drinks.

Billie hands one to her new companion. Raising her glass.

BILLIE  
(re: the drink)  
Hope you like it dark and stormy.

She takes the drink to the head like a champ.

Sinatra watches her revelry, then does the same. He sputters,  
nearly spitting the drink everywhere.

FRANK  
What the hell is that?!!

BILLIE  
(can't help laughing)  
A Stinger! It will get ya every  
time!

Despite his embarrassment, Frank's enraptured.

Billie's laugh is infectious.

With a wave of her hand, the bartender brings two more.

Frank eyes the drink, wary. But takes it anyway.

And one, two, three, they're downing round two.

**WHITE MAN'S POV:**

He watches Billie and Frank carousing at the bar with contempt. WTF?

**ON BILLIE AND FRANK:**

FRANK

(Tipsy. Trying to be cool,  
failing miserably)  
You are. I mean the way you just...  
You're like an angel blazing bright  
in a darkened world. I wish I could  
do that. Hold the crowd hostage  
with only my voice.

BILLIE

(re: the drinks)  
Maybe you should slow down.

FRANK

No, I mean it. I saw you a few  
times, in New York, 52nd street.

BILLIE

(joking)  
You following me?

FRANK

(more forceful than  
intended)  
No, no! Nothing like that. I'm a  
singer. Not as famous as you, yet --

BILLIE

(heard it all before)  
But you're gonna take over the  
world, right?

FRANK

That's the plan. I like your style.  
The way you make a song yours. Get  
underneath the sound. Make the  
audience eat out of your hands. I  
can't get enough of it.

BILLIE

Well, thank you.

She smiles at him, something about this kid warms her.

FRANK

(mustering every inch of  
courage)

FRANK (CONT'D)  
 Say, what are you doing tonight? I  
 mean, after this...

BILLIE  
 Why?

FRANK  
 Well... I'm doing a... [show]--

Before Frank can get out his thought, Billie's yanked  
 violently out of frame.

... Dragged clear across the club by the drunken idiot from  
 earlier!!!

BILLIE  
 Let me go!

The man wraps his hand violently around her FACE AND NECK,  
 leaning in menacingly.

WHITE MAN  
 I can have five of you a night, so  
 don't think you're special. My wife  
 dragged me down to this damn club,  
 and if she wants you to say hello.  
 YOU. WILL. SAY. HELLO!

FRANK  
 We got a problem here?

WHITE MAN  
 Sit down, pipsqueak.

FRANK  
 (going full Hoboken)  
 Or what?

The man laughs violently. He lets Billie go and gets directly  
 in Franks's face.

... They square off, ready to fight.

Suddenly, a FIST connects with the White Man's JAW/TEMPLE.

SLOW MOTION: The man's head twists sideways violently.

... Spittle from his mouth splashes across Sinatra's face.

... Like a sack of potatoes, the man goes down, bouncing his  
 head off the floor in the process.

Sinatra looks at his hands; he didn't throw that punch. He  
 looks up to find...

... Billie stepping over the man's lifeless body, wringing out her own reddening hand.

SCREAM! The man's WIFE rushes over.

WIFE  
Kerry, baby? Wake up!!!!

Sinatra wipes the spit from his face as...

... Billie grabs her fur coat from behind the bar and heads toward the door.

WIFE (CONT'D)  
(to Billie)  
You bitch!! I'm gonna call the cops! You bitch!!!!!!

Billie doesn't even turn around.

BILLIE  
(over her shoulder)  
Blue Eyes, you coming?

With that, Billie's out the front door.

Off Sinatra, shocked.

EXT. CHICAGO STREET - NIGHT

It's a cool fall night in Chicago.

The slick cars.

The leaves have just started to change.

The breeze blowing.

Sinatra emerges from the club. He looks left. Looks right.

No Billie in sight. THEN BEEEP!!!!

Billie's crossing right through the middle a busy intersection. Cars honk at her, but she doesn't care.

**ON BILLIE:**

Her body language is pure calm and confidence in her ermine and pearls, but underneath...

BILLIE  
(under her breath)  
Shit, shit, shit.

BILLIE (CONT'D)  
You shouldn't've done that, Billie.  
You shouldn't have fucking done  
that. Damn it.

Billie walks toward a parked car.

CHARLIE, 60s, Black, a hulking man who has clearly run afoul of the law more times than he can count, hops out of the waiting car. He opens the car door for Billie.

BILLIE (CONT'D)  
We got to step on it.

CHARLIE  
You got static?

BILLIE  
The ofay variety.

CHARLIE  
Damn it, Billie!

Frank runs up to Billie.

Charlie pulls out a PISTOL.

Sinatra stops in his tracks.

Billie shoots Charlie a look. He puts away the gun.

BILLIE  
(to Freddie)  
He's with me.  
(to Frank)  
Get in.

Frank goes to the other side of the car.

Charlie gives Billie her a WTF look re: Frank.

BILLIE (CONT'D)  
Don't worry, Charlie.

CHARLIE  
(admonishing)  
You keep picking up all these stray  
cats, one day you gonna get bit.

BILLIE  
(sarcastic)  
Tain't nobody's business if I do.

Charlie laughs despite himself, as Billie hops into the back.

INT. CHARLIE'S CAR - MOMENTS LATER

Billie stares out the window at the moon sparkling in the night sky, as the car whips through the streets of the Windy City. Her energy is buzzing, but annoyed. She rolls her eyes as...

Frank and Charlie are hitting it off.

FRANK

Boom! Hot like a rock, he went. She hit him right in the sweet spot. Temple, jaw, ear. Wham!

CHARLIE

Sounds about right.

FRANK

Just BAM, and good night asshole.

BILLIE

So what are you a boxer now?

FRANK

My dad was a champ in his day, learnt me up a thing or two.

BILLIE

Well clearly not enough! You were about to get creamed back there.

FRANK

I was just trying to--

BILLIE

Get yourself killed! That was my fight. I can handle that shitbag.

CHARLIE

And ya did, by the sounds of it.

BILLIE

I got my protection. You... you're twisting in the wind. So next time, stay the fuck out of it.

CHARLIE

Don't mind her and her colorful language.

BILLIE

Fuck you, Charlie.

CHARLIE  
She's no damsel in distress.

FRANK  
Clearly.

A thick silence falls over them.

CHARLIE  
(to Billie)  
Get fine and mellow, Lady.

BILLIE  
Fuck mellow.

Charlie gives her a fatherly look from the rearview mirror. She softens a bit.

CHARLIE  
On the floor, under the seat.

Billie pulls out a cigarette case from under the seat. She opens it. Hand-rolled cigarettes are inside. Her mood shifts.

CHARLIE (CONT'D)  
Rolled them myself, just the way  
you like them: high and tight.

BILLIE  
You're a life raft, Charlie.

Sinatra pulls out a LIGHTER.

Billie eyes him for a moment, deciding if she's ready to let go of her anger. She relents.

Frank lights the cigarette. But with one puff, it's clear...

FRANK  
Jazz cigarettes?

BILLIE  
You want some?

FRANK  
(flummoxed)  
I don't --

BILLIE  
I'm no pusher. Just being polite.

Billie rolls down the window. Blows her smoke out.

Frank tries to play it cool.

BILLIE (CONT'D)

Folks thank cause they like ya  
singing that they own you, can  
twist up your soul in tiny bits  
whenever they get good and goddamn  
ready. But don't nobody own me.

CHARLIE

That's for damn sure.

BILLIE

Nobody, but me. Sometimes you gotta  
remind folks not to play with you.

FRANK

Well, he won't be doing that again.

BILLIE

Damn straight he won't.

Billie smiles at Frank. It's genuine. Her anger has passed.

CHARLIE

You won't believe who I saw.

BILLIE

Who?

CHARLIE

Prez. He was scoring when I was  
rolling those for you.

BILLIE

That nigga rollin' through town  
without seeing my show?

CHARLIE

Ain't in town but tonight, he say.  
On the bus to Kansas tomorrow. He's  
sitting in for Nicky at the Avalon.

BILLIE

Well, let's see round that fool, fo  
I lay him on the floor too.

(to Frank)

Unless'n you got some place else  
you need to be tonight.

FRANK

(lying)

Nope... free as a bird.

Charlie clocks Frank's hesitation; Billie doesn't notice.

BILLIE  
Then let's do this, Charlie.

CHARLIE  
Anythang you say, slugger.

Charlie and Billie laugh wildly.

BILLIE  
Blue Eyes, get ready, tonight  
you're gonna spy the darker side.

Sinatra smiles meekly, pretending he could decipher this coded talk, but it's clear he didn't.

Billie and Charlie just laugh harder.

As Billie takes another drag, we fade to...

EXT. AVALON JAZZ CLUB - NIGHT

The music is jumping so hard you can hear it outside.

... Trumpet blowing. Tenor Sax singing. Piano on fire!

A line of eager HOPEFULS winds around the corner.

Charlie pulls up out front. Gets out. Opens Billie's door.

CHARLIE  
You want me to wait for ya?

BILLIE  
Naw, I thank we be okay.

CHARLIE  
Well, iffing ya need me again  
tonight, I will be at Laverne's.  
Give a holler and I come swoop ya.

BILLIE  
Thank ya, Charlie.  
(re: cigarette/joint case)  
I'mma hold on to these though.

CHARLIE  
Don't get into no more static now.

BILLIE  
I promise.

Billie walks toward the club. She's still puffing her jazz cigarette, the smoke trailing behind her, as she makes her way out of the car. She smooths her dress and hair. Even high this woman is a supernova.

A few people in the crowd notice her, start to point. The news spread like wildfire...

RANDOM VOICE  
We love you, BILLIE!!!!

And that's all it takes for the clapping, screaming, love fest to erupt.

Billie waves to her fans and sashays up to the BOUNCER.

**ON FRANK:**

Charlie appears next to him. They watch Billie from the car.

For Frank, this is something he's never witnessed before. This type of adoration goes beyond just polite clapping and into icon status.

CHARLIE  
(re: Billie)  
Be careful, young buck. Lady's a  
tornado - Once she sucks you in,  
ain't no comin' back.

Frank contemplates for a moment, but then he notices Billie is already moving past the bouncer and into the club.

FRANK  
Good thing I like tornados.

Frank bolts from the car, chasing after her.

We stay with Charlie for a moment. Charlie shakes his head at the neophyte.

**BACK TO FRANK:**

He races to the entrance, but the bouncer gets in his way.

So many FANS congratulate Billie that she falls out of view.

FRANK (CONT'D)  
Billie!

Billie turns. Sees Frank's situation but doesn't walk back. She simply cuts her eyes and waves her hand at the bouncer, and like that, Frank is in the building.

INT. AVALON JAZZ CLUB - MOMENTS LATER

This place is twice the size of the Three Deuces, with its dance space, private booths, floor tables, as well as an upper balcony. And it IS PACKED to the rafters. So much so you can't even SEE the band that's playing on the stage. You can only listen to the smooth sounds of the Jazz Quartet.

The crowd parts like a Red Sea as Billie walks by.

Out of nowhere a WOMAN runs up to her and plants a passionate kiss on Billie's lips. It's hot and seductive. This is Cora, 20s, svelte, with curves in all the right places. Curves that Billie can't keep her hands off of.

CORA

Hiya William, how ya doing tonight?

BILLIE

Better now that I've seen you.

CORA

I thought you was playing over at the Deuces.

BILLIE

I am, I am. Just wanted to see your smiling face. Why haven't you come to see me?

CORA

You know Pops will beat me on sight after what we did last time.

BILLIE

(seductive)

Oh, but what we did last time had me smiling like a cat for weeks.

Cora kisses Billie again, this time slipping a little tongue.

CORA

There's a back room, if you wanna--

Cora finally realizes Frank is standing behind them, mouth agape.

Frank manages to cover with a dazzling smile.

BILLIE

No worries baby, he's with me.

Cora pulls herself together.

CORA

I'll show you to your table.

Cora leads them through the crowd, to a VIP booth with a great eye-line to the stage.

CORA (CONT'D)

I hope this is to your liking,  
William.

Billie rubs Cora's back suggestively and whispers something in her ear, making Cora's knees get a little weak.

Billie kisses Cora softly on the cheek and then sits across the table from Frank.

As Cora sashays away from them, they both watch. Billie clocks Frank's gaze.

BILLIE

Do you always stare that long at a  
Colored girl?

FRANK

No, I just -- Well, I didn't know.

BILLIE

Know what?

FRANK

That you... were... you liked to...

BILLIE

Mind my own damn business?

FRANK

I just meant, she's pretty.

BILLIE

She is. But, don't worry Blue Eyes,  
you're still pretty too.

FRANK

Funny.

BILLIE

I see you. You've got this smooth  
Nancy-boy thing going. Play under  
the radar. Look innocent as can be,  
but something tells me you're  
pullin' down dames to fill every  
night of the week two times over.

FRANK  
I do alright.

BILLIE  
Does your wife feel the same?

FRANK  
My...?

BILLIE  
(indicating the obvious  
tan line where his ring  
should be)  
You golden circle clubbers always  
forget to fully cover ya tracks.

Sinatra plays with his empty ring finger.

FRANK  
The missus is back in New Jersey.

BILLIE  
(guessing)  
Newly wed?

FRANK  
Earlier in the year. But I love  
her. I do.

BILLIE  
Yet the road is long and hard. I  
get it. I have had my fair share of  
Mister and Missus right nows to  
last a lifetime... or two.

FRANK  
You got a fella... or a missus.

BILLIE  
A fella. Well, he's sort of my  
mister anyway.

FRANK  
So is that why I'm here tonight? As  
mister right now?

BILLIE  
You gettin' fresh with me?

FRANK  
I'm just wondering what your  
intentions are, Lady.

BILLIE

I am not quite sure what to do with  
you, Blue Eyes. You're a penny I  
can't seem to shake tonight.

They share an honest laugh.

FRANK

(re: drinks)

What you got a taste for?

BILLIE

I got it.

Billie gets up and heads for the bar, but before she can take one step, a MAN has WRAPPED HIS ARMS around her from behind, forcefully.

Frank jumps up to come to her aid, just as Billie turns around to face her attacker...

... Then Billie smiles a Kool-aid smile and pulls the man into a warm embrace.

He's LESTER 'PREZ' YOUNG, 30, Black, cool as a cucumber, dapper as can be, and the best damn tenor sax to ever live.

BILLIE (CONT'D)

Motherfucker!

PREZ

Lady Day. Lady! DAY!

Prez swings her around like a doll. She giggles like a school girl in his embrace. He finally puts her back down.

BILLIE

Frankie, I want you to meet Prez.  
Prez this is...

FRANK

Frank. Sinatra.

As the pair shake hands, Prez realizes...

PREZ

You're Harry's boy?

FRANK

(surprised)

Yeah.

BILLIE  
You know him?

PREZ  
He's the new singer in the Harry  
James' band.

BILLIE  
How in the fuck you know that?

PREZ  
A cat's gotta know who else is  
tryin' to move in and steal they  
milk, that's why. I know everybody  
playing where I'm jammin'.

BILLIE  
So you KNEW I was at the Deuces and  
didn't come by, is what you sayin'?

If looks could kill, Prez would be dead right now.

PREZ  
Waita waita now. I ain't trying to  
melt your cheddar, girl; you know I  
wudda come by.

BILLIE  
Uh huh. You'd better had!

Billie sits.

PREZ  
(to Frank)  
Wait a minute now. Don't ya'll play  
at the Sherman tonight?

FRANK  
(shocked)  
We do. But, got another four hours  
to kill, before the next set.

Prez gives Billie a quizzical look. She shrugs.

PREZ  
Well be careful with this one here.  
She'll drink you underneath the  
table, then steal your set.

BILLIE  
Shut up.

PREZ

One time, she got me so smashed, I  
couldn't feel my face.

BILLIE

Don't listen to a word he say,  
Frankie. Shoo fly shoo.

Billie feigns shooin' Prez away, a game these two play. Then:

PREZ

What ya'll tastin' on?

FRANK

Jack Daniels.

BILLIE

The usual.

BILLIE AND PREZ

Stinger.

Frank watches the pair, questioning.

PREZ

I dunno how you drank that nasty  
shit, Billie, but I'll make it do  
what it do, baby.

And with that Prez is gone in a flash.

BILLIE

Hot damn Frankie, you're a real  
singer!

FRANK

You thought I was lying?

BILLIE

Do you know how many cats come up  
to me, mouth flapping like "Hey  
Billie, I sang, I write, I play.  
Put me on, Billie." Folks just be  
searching for a crack in the road  
to climb into. Not many cats got  
they own boats to stay afloat.  
Always trying to sail on mine. But,  
Harry fucking James? I love that  
man!

FRANK

You know him?

BILLIE

Hawk?! Hell yes. We go way way way back. First seen him when he was playing with my man Benny.

FRANK

Benny Goodman?

BILLIE

Is there another? Yeah, I got ole' Hawk to jam on a song or two over the years. That man can blow! Hot and hard! But if you got a show, I ain't trying to keep you out, none.

He covers like a champ.

FRANK

I'm not in a rush. We had our first two sets at six and eight. My last show ain't until two.

BILLIE

Clear-folk dinner and dance crowd, I see. Where you say ya'll jammin'?

FRANK

(playing it cool)  
At the Sherman.

BILLIE

(whistling)  
Ooh... high cotton.

FRANK

(reticent)  
You wanna come by?

Frank's heart could burst out of his chest any second.

BILLIE

You're joshing me, right?

FRANK

Why would I?

BILLIE

That's on the ofay side of town.

FRANK

The who?

BILLIE

Look, I ain't never been in before,  
but I don't go nowheres I ain't  
certain iff'n I can walk in the  
front door.

FRANK

Of course you can walk in the front  
door... this is Chicago.

Billie gives him an incredulous look.

BILLIE

Uh-huh.

She gets up, grabbing her coat.

BILLIE (CONT'D)

Come'on, Blue Eyes. I need a toke.

FRANK

What about Prez?

BILLIE

He'll find us.

Billie heads for a side exit. Frank follows.

EXT. AVALON JAZZ CLUB - SIDE ALLEYWAY - NIGHT

Billie SMOKES a JOINT as Frank puffs on a CIGARETTE on the  
side of the building.

FRANK

How'd you do it?

BILLIE

What?

FRANK

You're what, my age, a little  
older, and you're so ahead of the  
game.

BILLIE

You don't never ask a lady to spill  
her time around the sun.

FRANK

I just mean. I've been slaving and  
scraping for years, just now  
getting my feet wet.

FRANK (CONT'D)

But I've been seeing you on stage since I was 17. And you've played with everybody who is anybody - Dizzy, Shaw, Bassie, Goodman, hell even Harry. What's your secret?

BILLIE

Thangs come when they come, Frankie. In this business one day you hot. The next you're forgot. I just do what I do, see where it take me.

FRANK

I'm just trying to catch a break.

BILLIE

If you with Harry, you doing alright for yourself.

FRANK

He promised me \$75 a week, but some weeks we don't make more than \$350 and that split 17 different ways from Sunday.

BILLIE

Welcome to life as a singer, baby. The land of feast or famine. Always the same ole, same ole shit. One day you're in the money, and the next you countin' the lint in yo pocket.

FRANK

Yeah, but you're a star. If you're struggling, ain't no hope for me.

BILLIE

That's the life we live. But something always come through. You'll get your shot.

FRANK

I can only hope.

BILLIE

Don't hope. Make it happen.

FRANK

Just will it into being, huh?

BILLIE

No fool. SING IT! Swing it. Do what-some-ever ya got to keep it going. That and grow skin thicker than an elephant. This here business will tear you upside down if you let it. Just remember: can't nobody do you but you, so why the hell not do it the best you can, huh?

FRANK

Why the hell not indeed!

PREZ

Here ya'll are!

Prez enters with a round of drinks.

PREZ (CONT'D)

Been wandering around like a chicken with my head cut off.

Billie and Frank grab their drinks.

Prez uses the windowsill for his own.

Then, as if by magic, he produces a GARDENIA.

BILLIE

You sentimental motherfucker.

PREZ

Can't have you walking around here naked-headed. Folks might not recognize ya, Lady.

BILLIE

Shut up and pin me man.

Billie turns her head to allow him to place the flower.

Prez starts to but then begins fussing with her hair.

Frank looks uncomfortable, suddenly being the third wheel.

BILLIE (CONT'D)

Boy what'cha doing?

PREZ

Making sure ain't no burnt scalp befo' I put this flower in.

BILLIE

Don't make me hurt you!

PREZ

She tell ya how she get this here  
flower craze going?

Sinatra shakes his head no.

PREZ (CONT'D)

She's doing a show see, and the  
bird she got fixing her hair burnt  
her shit clean OFF.

BILLIE

Smelt like burnt pork. Had a big-  
ass spot out the side, right before  
a show too. Can you imagine?

PREZ

But Billie being Billie ain't  
walking on no damn stage lookin'  
like she half hit her head. So they  
got that bird to run next door,  
find a coat check gal selling  
flowers. Next thang you know this  
bitch done started a revolution.  
Now all the chickadees want to put  
flowers in they hair.

BILLIE

Can't help it if this here gal  
shine like fine wine.

FRANK

And that you do.

PREZ

Yeah, that's my Billie. Turning  
shit into diamonds.

Prez pulls her into a hug. Frank clocks their chemistry.

BILLIE

I'll drink to that. Let's keep  
turning shit into diamonds!!!

They all grab their drinks and lift in a toast.

PREZ (PRELAP)

You lyin' like I'm flying!

INT. AVALON JAZZ CLUB - TABLE - LATER

The table's littered with drinks.

We drop in media res, as Prez and Frank are in the midst of a drunken pissing contest.

Billie is slumped over drunk, off-her-gourd in the corner.

FRANK

You can go, fuck yourself. I ain't never had it easy a day in my life.

PREZ

Billie, will you look at this ofay motherfucker... fancy shoes, watch, and suit. Walking around like an Italian playboy.

FRANK

They were gifts.

PREZ

(snide)  
Gifts he says.

FRANK

What's your problem with me?

PREZ

My problem, is you sitting here slumming it with the Colored folks, talkin' some catterwall about your hard-up life, when you're wearing more than five months of my rent.

BILLIE

Would you two shut the fuck up.  
Giving me a headache.

PREZ

Not until he admits he ain't never had to suffer.

BILLIE

Who gives a fuck?!

PREZ

I do! Me and you had to suffer through them shit-stained clubs, eating head cheese on the side of road, sleeping on the bus cause ain't nobody taking in Coloreds. But this ofay motherfucker want to stroll in on the wind, talkin' like he's the one got the short end of the stick or some shit.

Billie waves him off and closes her eyes, but there is no tuning these two out.

FRANK

I'm a Dago from Jersey; it ain't like they was rolling out no red carpets for me.

PREZ

Bullshit.

FRANK

I had to fight my way up like the rest of ya. No handouts. Just hard work. That's for damn sure.

PREZ

Fine, gimme your worst gig you done ever had.

FRANK

The worst gig? Ummm well, that'd have to be the Rustic Cabin. I was this singing waiter.

Prez busts out laughing.

PREZ

Go on mutherfucker, tell it.

FRANK

I'm carting out beef and gravy for a few pennies. Going home every night smelling like roadkill and sweat. One minute I'd be busting tables and the next singing with the band, sauce on my tie and all.

PREZ

Sounds like fuckin' heaven to me. See Billie these here Clear folk got troubles you and me wishin' we could have. Hell I'd love that gig right now.

Frank gets a little red with embarrassment.

PREZ (CONT'D)

You wanna know what a shit job looks like, Blue Eyes? Try singing in a tobaccah roadhouse. Where was we at, Billie? Alabama? Kansas?

BILLIE  
 (without opening her eyes)  
 North Carolina.

PREZ  
 Frankie, let me tell ya what hard  
 work looks like. This place smell  
 of ass, manure, and brand new  
 tobacco. Got all in ya hair, ya  
 clothes, down to ya bones. And when  
 folks was dancing and carrying on,  
 you got flecks of foul-smelling  
 dust all in ya eyes, in ya mouth.  
 Was a stank I thought I'd never  
 wash clean. Try blowing a horn when  
 every breathe you take is filled  
 with shit-stained tobacco and you'd  
 have WISHED to run to that cabin.

Frank realizing there is no winning this argument, so he...

FRANK  
 What about you, Lady?

BILLIE  
 Ya'll can both kiss my entire black  
 ass. I'm worse off of both you  
 motherfuckers.

PREZ  
 Bullshit.

BILLIE  
 I'm a Colored woman on the road  
 with simple-ass men. Working three  
 times as hard and getting less at  
 every turn. Listening ya'll  
 catterwalling about what ya'll  
 don't got. Just try being me for  
 one day, ya'll shrivel up and die.

Frank and Prez both shut up, as Billie takes the floor.  
 Billie takes a few sips of her drink.

BILLIE (CONT'D)  
 Like when I was working with Art.

PREZ  
 You lying like you flying Lady, you  
 ain't made money like you made with  
 ole Shaw.

BILLIE

What-in-the-shit money got to do  
with it, Prez?

PREZ

Money buy all you need: food, booze  
and lovin'. What else you want?

BILLIE

Respect for one. A peace of joy.  
When me, you, Count, and the boys  
was on the road, we was hoofing it  
together. When we had static from  
them crackers, we had it together.  
But even then Billie gotta be one  
of the boys. But ya'll don't know  
what it like to be BILLIE! Ya'll  
ain't had the same static from the  
ofays. Men putting they hands on  
ya. Naw, ya'll piss and carouse.  
All fine and dandy.

Prez sits back in his seat; he can't dispute what she says.

BILLIE (CONT'D)

But being the one and only bathtub  
running for yourself always be a  
problem. Especially when the cats  
who got your back ain't Colored.  
This one time, we was in some shit  
little town...

CUT TO:

INT. TEXAS BALLROOM - NIGHT

An opulent hotel ballroom filled with a sea of well-dressed  
WHITE FACES.

Billie looks like a million bucks standing on the bandstand  
next to ART SHAW and his ORCHESTRA jamming an instrumental  
song.

REDNECK

Enough already. I want to hear the  
nigger wench sing.

The orchestra stops playing.

The audience laughs.

Hot shame pours over Billie, as her White bandmates stand there unsure of what to do next. Billie's shame turns to anger.

REDNECK (CONT'D)

Come on now, sing nigger, sing.

In a blink of an eye she whips off her shoe and chucks it at the man with the accuracy of a ball player, SMACKING HIM CLEAN BETWEEN THE EYES.

Then the laughing White faces stop.

You could hear a pin could drop in that room.

The entire crowd focuses their seething anger at a defiant Billie. Men get out of their seats. The women twist their mouths into angry fits of rage.

As the mob of WHITE FACES advances toward the stage, Billie's tough exterior melts away, as actual fear flashes across her face as we...

CUT BACK TO:

INT. AVALON JAZZ CLUB - CONTINUOUS

Billie slams down her drink so hard it spills everywhere.

Frank tries to clean it up, but it's a mess.

Billie riffles through the errant drinks, chugging them indiscriminately, as she talks.

BILLIE

Every damn day was a fight, sun up to sun down. With Art. I couldn't sit on the bandstand. Gotta take the freight elevator so customers don't think I'm staying in the hotel. Every meal and night sleep was a federal case. And after that shit I said never again. Iffin' I can't walk in the front, don't call me to yo bandstand. So fuck you both and ya'll pity party. I'm a Colored woman in this world, and don't nobody catch static like me.

Cora enters carrying a tray of drinks.

... Billie grabs two before she even puts them down.

Frank shoots Prez a concerned look as Billie "double fists" her sorrows away.

... Neither Cora nor Prez seem fazed by Billie.

Prez just gingerly takes one the drinks from Billie's hand and sips it himself, allowing Billie to weep softly on his shoulder instead.

All eyes are on Billie...

CORA

Prez, the boys want ya back on the stand soon.

PREZ

Tell'em I'll be there in five.

CORA

You said that 20 minutes ago.

BILLIE

Daddy, you better go on up there and blow befo' you loose your greens.

PREZ

Come with me.

BILLIE

This is yo cheddar man, not mine.

PREZ

(cajoling)

You know there ain't a stage you ain't dying to be on.

Prez flashes her a million-dollar smile. Billie smiles despite herself. This is a little dance these two play...

PREZ (CONT'D)

You gonna make me beg, Lady Day? Please, Billie please!

BILLIE

Alright, alright! But I ain't singing Yesterdays.

PREZ

You know I love that song.

BILLIE

That's the problem. Folks can't hear me at all fo' competing with you! Blowing all off-key.

PREZ

You know that's a lie.

BILLIE

Jumping all around.

Billie wipes away her tears and pulls herself together. They drunkenly get up from the table...

Frank watches as Billie and Prez make their way through the crowd, his eyes wondering: is Prez Billie's "Sort of Mister"?

INT. AVALON JAZZ CLUB - STAGE - MOMENTS LATER

BILLIE

Good evening, ladies and gentlemen. My name is Billie. My good friend Prez here, he asked me if I'd sing ya'll a tune or two. Do you mind?

The crowd goes crazy with excitement. Screaming her name. Calling out song requests. Their love for her bolsters Billie's spirits, and we see her transform back into a star.

Billie nods at Prez and he starts to play that horn like there is no tomorrow.

The band picks up on what Prez is throwing down and they join in for a long intro of THE WAY YOU LOOK TONIGHT.

BILLIE (CONT'D)

*Someday when I'm awfully low. When the world is cold. I will feel a glow. Just thinking of you. And the way you look tonight.*

**ON SINATRA:**

His eyes are bright blue saucers as he watches Billie sing. It's like the words she's singing fit exactly his thinking.

BILLIE (CONT'D)

*Oh, but you're lovely. With your smile so warm. And your cheeks so soft. There is nothing for me, But to love you. Just the way you look tonight.*

Frank drinks in Billie's performance, as if he's trying to memorize or cannibalize her essence.

**MONTAGE - ON STAGE:**

One song melts into another as we cut back and forth between Billie singing, the crowd going wild, and Frank watching the show from afar.

Prez blows hard on his horn on a counter melody, but it's more like an elaborate dance between him and Billie, as she sings: *A Sailboat in the Moonlight*.

BILLIE (CONT'D)

*A sailboat in the moonlight, and you. Wouldn't that be heaven. A heaven just for two. A soft breeze on a June night and you. What a perfect setting. For letting dreams come true.*

**ON FRANK:**

He watches in awe as Billie slides in and out of melody, ahead and behind it, and yet always ends right on time.

The song changes to *YESTERDAYS*. The sophisticated dance between Billie and Prez is palpable. It's less like accompaniment and more like a duet.

BILLIE (CONT'D)

*Yesterdays, yesterdays. Days I knew as happy sweet. Sequestered days. Olden days, golden days. Days of mad romance and love.*

Out of the corner of his eye Frank spots...

... TWO WHITE COPS walking into the club.

Frank's eyes go wide. Oh shit!

BILLIE (CONT'D)

*Then gay youth was mine, truth was mine. Joyous free in flame and life. Then sooth was mine. Sad am I, glad am I. For today I'm dreamin' of yesterdays.*

Frank hides in the booth a little as he watches the cops. Why are they here? Are they looking for Billie?

... The COPS stares intently at the stage. One COP points up at Billie. The other nods his head. The pair scan the room, looking for a way to the backstage.

BILLIE (CONT'D)

*Yesterdays, yesterdays. Days I knew  
as happy sweet. Sequestered days.  
Olden days, golden days. Days of  
mad romance and love.*

Thinking quickly on his feet, Frank snatches their things and mingles in with the crowd.

Frank beelines toward the backstage, snatching glimpses of the befuddled cops as he goes.

BILLIE (CONT'D)

*For then gay youth was mine, truth  
was mine. Joyous free in flame and  
life. Then sooth was mine.*

We follow Frank as he rushes past tables, dancers, etc., making his way through the throng of people toward Billie.

**ON BILLIE:**

BILLIE (CONT'D)

*Sad am I, glad am I. For today I'm  
dreamin' of yesterdays.*

As she sings the final notes, the crowd goes bananas. The cheers are deafening.

Billie bows and takes in their love.

**ON FRANK:**

He tries to go backstage, but a bouncer won't let him past.

INT. AVALON JAZZ CLUB - BACKSTAGE - MOMENTS LATER

Prez spins Billie in his arms as if she were a child. The love and adoration between these two is palpable.

PREZ

That was HOT Lady H. O. T.!!!!!!

Prez finally puts her down and the two part like the red sea.

There is chemistry here, that they both clearly want to keep as far at bay as humanly possible.

PREZ (CONT'D)  
 (covering, the tension)  
 I hear you marrying that ole' hat  
 of yours, the piano player, Sonny.

Billie smiles meekly.

BILLIE  
 Yeah, something like that.

PREZ  
 I played with him a few times; he's  
 good cat, real nice. He'll treat ya  
 right sure enough.

BILLIE  
 Mmm hmm.

PREZ  
 Well let's see it then. What kind  
 of rock stopped my Lady's heart?

Billie looks embarrassed and then defiantly shows an empty  
 ring finger.

BILLIE  
 We um, we called the whole thing  
 off. Right before I left New York.

PREZ  
 Called it off?

Prez's face is inscrutable. Is he happy? Sad?

INT. AVALON JAZZ CLUB - BACKSTAGE HALLWAY - NIGHT

Frank's managed to slide further down the hallway toward the  
 backstage, but he's still blocked/arguing with the bouncer.

FRANK  
 I need to talk to Lady Day.

BOUNCER  
 Ain't nobody 'llowed back here but  
 the band.

Just then Billie and Prez come barreling downstairs...

PREZ  
 What'd ya do to that man?

BILLIE  
Why it always gotta be me did  
something wrong?

PREZ  
Cause it's always you --

BILLIE  
Fuck you.

PREZ  
You just can't stand being happy.

BILLIE  
Don't need no man to make me happy.

PREZ  
You'd rather have somebody breaking  
your ribs and stealing your money?

She reels around to face him.

BILLIE  
Go to hell, Prez.

PREZ  
Don't call me the next time some  
fool blackens ya face!

BILLIE  
Ain't your business what I do!

PREZ  
You ain't gonna be happy until some  
fool-ass man kill you.

WHAM! Billie slaps Prez hard across the face.

BAP! Prez slaps Billie right back. Not hard. But, a hit.

Frank can't believe his eyes.

Billie stands there in shock too. So does Prez.

Prez is instantly sorry for hitting her.

Prez and Billie stare blankly at one another not sure of what  
to do next.

FRANK  
Billie!

The moment of conflict is shattered as Billie stomps away  
from Prez toward Frank and the bouncer.

BILLIE  
Blue Eyes, let's go.

FRANK  
Can't go that way. Cops are here.

Billie looks out into the crowd, frightened.

Frank points to the two cops he saw earlier. They're headed right for them.

BILLIE  
(to the bouncer)  
Shit. There a back way out of here?

The bouncer points back down the hallway, past Prez.

Frank hands Billie her coat and purse, and they race back the way she came.

As Billie passes Prez, he stops her.

PREZ  
Billie, I'm... [sorry]

Frank steps between Billie and Prez, protective.

FRANK  
We gotta go.

Billie heads away but stops and turns to Prez.

Before she can say anything, the two cops start talking to the bouncer.

PREZ  
(re: the cops)  
I got them. Go.

A million silent emotions pass between the two. Finally...

BILLIE  
(flat)  
It's like you said, I ain't happy  
till some man put his hands on me.

These words strike Prez to the core. He leans back against the wall and lets her pass.

Billie and Frank race into the night air.

Off Prez, heartbroken.

EXT. CHICAGO STREET - NIGHT

A drunken Billie barrels down the street as fast as her legs can carry her.

Frank practically has to run to keep up.

FRANK

You're burning holes in my shoes.

Billie fumbles with the "Jazz Cigarette" case, but her hands are shaking too hard. She finally stops to open it.

BILLIE

Gimme a light.

Frank takes out his lighter and then thinks better of it.

FRANK

No.

BILLIE

Gimme the damn lighter, Frankie.

She tries to snatch it away.

FRANK

(gathering confidence as  
he goes)

No! You didn't need that shit. All this drinking, the drugs... numbing yourself, for what? It's gonna kill ya, if you let it.

BILLIE

You got no fucking clue what I need. Or about my life.

Billie starts to walk away.

FRANK

You may be right, but I know this... if a man puts his hands on you once, he won't stop till he breaks your face or your soul. No matter how much you love Prez.

Billie rails around. Charges toward him like a bull in a china shop. She gets right in his face, ready for a fight...

... Frank holds his own.

CU ON Billie's eyes narrowing. FIST BALLING.

Frank eyes betray his shock that they're really at this point. Is she really gonna go there? Well, Frank's not backing down on this one. Even if he's on the losing end. Then suddenly...

... Billie laughs. A drunken, vicious type of laugh.

Confusion spreads across Frank's face.

BILLIE

You think you fucking know me after two hours in my life? You don't know shit! Fuck you. I don't need advice from the likes of you. I've FORGOTTEN people more important than you, Frankie.

The last blow lands on Frank, hurt and anger swelling up inside him. But the words of a solid rebuff don't come.

FRANK

Fuck you, Billie!!

BILLIE

Have a good life, Blue Eyes.

Billie turns on a dime and walks away, leaving Frank to decide what to do next.

Frank heads off in the opposite direction, in a huff. Then...

A POLICE CAR turns a corner. Headed directly toward Frank! It's driving really slow. Flashlight scanning the area. Are they looking for them? SHIT!

Frank freezes. He turns... Billie is still walking down the street, oblivious to the cops. Frank's pissed at her, but what will he do?...

FRANK

Billie!

Billie turns, sees the cops and Frank's desperate glare.

Thinking on her feet, Billie ducks down a small path before the cops spot her. But it's too late for Frank. The cops car stops next to him.

As the window rolls down, Frank recognizes that these are the same two White Cops from the club. He tries to mask his concern.

Intercut as needed between Frank with cops and Billie in the bushes.

POLICEMAN

Evening.

FRANK

Evening.

POLICEMAN

We're looking for a drunken nigger wench running around. Goes by the name Holiday. You seen her?

ON FRANK... he takes a moment to decide what to say...

CU on Billie, worried.

FRANK

Nope. Sorry.

POLICEMAN

Well if you do, steer clear. She's dangerous. Hit a fella over the head with a bottle this evening.

FRANK

A bottle? Hmm, well haven't seen anyone like that.

The cop shifts his focus, notices Frank is drunk.

POLICEMAN

You ain't from around here, are you?

FRANK

New Jersey.

POLICEMAN

You out here all by yourself?

FRANK

Yeah. Just catching some air.

POLICEMAN

Well, you're on the wrong side of town son. Let us give you a ride.

FRANK

(lying)

Was just leaving. My car's right down there.

The officers share a look as they decide...

POLICEMAN  
Well, get home safe.

As the cop car fades in the distance...

... Billie steps out of the bushes.

... Frank and Billie share a look of relief. That was close.

EXT. LAKE FRONT - NIGHT

Billie and Frank stroll by the water front, coats hanging over their arms. They've clearly been walking a while, in a post-fight awkwardness. Neither speaks. Both stealing glances at the other to check their emotional temperature. Then...

FRANK  
I know I got no right to step into  
your and Prez's love affair...

BILLIE  
(laughing)  
Prez ain't my man. Never has been,  
never will be.

FRANK  
I assumed--

BILLIE  
Assumption makes an ass out of you  
and umption.

Awkward fucking silence.

BILLIE (CONT'D)  
That's the problem. Everybody think  
they know what's best for me.  
Especially Prez. Always quick to  
say: He's a good one, Billie. He's  
the worst kind, Billie. Like I  
can't see one from the other. Like  
I'm too blind to know; I keep  
lovin' on the wrong kind. He's  
always pushing, blaming, trying to  
"fix" me. But I don't need fixing!

FRANK  
Sounds like a real head shrinker.

BILLIE  
Exactly! He's always trying to get  
in here, in my head, twistin' me  
around with his "reasons".

BILLIE (CONT'D)

Like I can't never love nobody  
right cause Ma and Pa didn't stay  
together.

FRANK

What's my excuse then? Oh Dolly and  
Pop are thicker than thieves.  
Married over 25 years.

She stops, stares at him for a moment; it's a little playful.

BILLIE

Naw he's always got something.  
(imitating Prez)  
Ya see now Frankie, what you got  
yo'self is probably a case of not  
enough attention. See now, folks  
that stays together, they stays to-  
gether! They ain't studyin' you. So  
you go after these here gals cause  
you need more lovin' than they  
could give ya.

The pair share a laugh at Prez's expense.

FRANK

Then he'd been wrong. My mother  
doted on me. Anything I needed,  
wanted, or stared at too long.  
Dolly would make it happen. I even  
have to thank her for all this. She  
threatened, bribed, and pushed my  
way into everything I ever wanted  
in life.

BILLIE

So all them fancy "gifts" you was  
talking about earlier?

FRANK

But I remember the first gig I ever  
got for myself.

CUT TO:

INT. DIVE BAR - NIGHT

We drop in media res to a tiny smokey little place up the  
Jersey Shore.

A few tables, full bar, a piano, and bandstand.

Frank sings his little heart out as the distracted LOCALS laugh and carouse.

FRANK (V.O.)  
It was at this little dive bar down  
the Jersey Shore.

A few of the local ladies are totally swooning for the kid, but most people ignore him.

But Frank isn't bothered. He finishes his song with a flourish, and most people cheer and throw money on the stage. Frank picks it up happily.

FRANK (V.O.)  
Owned by this fat little pollock  
named guy Manny Lazslo. He'd let me  
sing all night if I wanted...

Then MANNY LAZSLO, a paunchy little man with a constant cigar in his mouth, saunters over to Sinatra.

MANNY  
Good job, kid.

Manny gives Frank a slow clap then throws him a dish towel.

FRANK (V.O.)  
As long as I washed dishes after.

Off Frank, giving one of his million-dollar smiles.

MATCH CUT TO:

EXT. LAKE FRONT - NIGHT

Frank smiles ear to ear.

FRANK  
It was the first time I got my own  
money. It felt good.

BILLIE  
Bet it did.

FRANK  
Felt like my own man for the first  
time. I'm thankful to ole Dolly,  
but ain't nothing like making your  
own money.

BILLIE

That's for damn sure.

FRANK

From then on, I'd wake up singing, looking for my own gigs, working on my skills. Couldn't just sit by and wait for opportunity to strike no more. I was snatching it by the collar and shaking it loose. Dolly gave me my start, but I did that with Manny, and even booked this gig with Harry, all on my own. Me!! But I'm sure Prez wouldn't agree.

BILLIE

That's the problem with Prez and his thinkin'. Always trying to find some way to twist your life into making sense to him. But you just gotta live yo life for you.

FRANK

Clearly you're close. You and Prez.

BILLIE

He's like a brother. In all the good and bad ways. But I already feel rotten being on the outs with Sonny.

(off Frank's questioning  
look)

My "sort of mister". Sonny White.

FRANK

Ah.

BILLIE

Meanest man on the piano keys I done met in a while. We was suppose to get married, but as always I fucked that one up. Wandering hands don't stop just cause you in love.

FRANK

Don't I know that feeling.

BILLIE

Mama say I got an eye for trouble.

FRANK

I wouldn't give up on Sonny if you love him. Nancy and me.

FRANK (CONT'D)

Last year this time, I was seeing another gal, just as regularly as I was seeing her. Not to mention the one-and-done ladies. I was torn between the two.

BILLIE

I knew you was a tomcat.

Frank blushes, tries to cover.

FRANK

Nancy... she surprised the hell out of me. She heard about the other gal and blew a fuse. She drew a line in the sand so hard and fast, I couldn't help but get right or get off the boat.

BILLIE

But does the eye still wander?

Frank takes her in, eyes snaking over her body for a moment.

FRANK

Yeah, can't say that it hasn't.

BILLIE

So why do it? Marry her when you know you're only gonna be a disappointment in the end.

FRANK

Better to have loved and lost...

BILLIE

Said the idiot to the fool.

FRANK

But that smile of hers. That little laugh. How can I break her heart by walking away?

BILLIE

Break their heart now or break it later, do it really matter?

FRANK

It don't have to be that way.

BILLIE

Lie to yourself if you want to. Better to leave them early.

BILLIE (CONT'D)  
That's what I always do. Walk away  
from the one that love me, right  
into the arms of the ones who  
won't.

FRANK  
There's a name for that...

BILLIE  
Damn fool.

FRANK  
Human.

Billie smiles a sad smile. They continue to walk by the lake.  
Then...

... police sirens echo into the night. Frank and Billie stop,  
listen...

... The sirens keep going.

BILLIE  
Down here.

Billie leads Frank toward the water's edge.

PRELAP: The soft waves lapping on Lake Michigan.

EXT. LAKE FRONT - ON THE SHORELINE - NIGHT

Billie skips pebbles across the water as the moon glistens  
down on them. It glides, BLOP, BLOP, BLOP. Skimming the  
surface five or six times with ease.

Frank tries to do it as well, but he's total shit at it.

Billie laughs at his expense.

FRANK  
Baseball's more my speed.

BILLIE  
I ain't laughing. Much.

She laughs again. Skips another rock. Farther this time.

BILLIE (CONT'D)  
*I cover the waterfront. I'm  
watching the sea. Will the one I  
love, be coming back to me?*

FRANK  
How do you manage that?

BILLIE  
What?

FRANK  
You sound like you're singing,  
crying, and flying all at the same  
time. It's like magic.

BILLIE  
Ain't nothing we do magic, Frankie.

FRANK  
But ya get underneath the words,  
bending, twisting them to your  
will. Ain't nothing like it.

BILLIE  
How the hell do I know. I just do.  
I mean I ain't got the biggest  
voice. I don't have no training. I  
just feel it. In here.

FRANK  
Show me.

BILLIE  
No.

FRANK  
Come on.

BILLIE  
(relenting)  
I let the sound glide off my  
tongue. Bending in my mind... like  
a note from a trombone... sliding  
up and down the beat.

FRANK  
(trying it)  
*Will the one I love. Be coming back  
to me?*

BILLIE  
Let it float over the melody, like  
this rock on the water.

Billie tosses a rock across the water. It skips a few times.

BILLIE (CONT'D)

Think of your voice like this here rock. If you throw it too hard at the water it will just sink. But now if you let it slide out of your hand sideways, so it slip clean, it will sail across the water.

She tosses another rock; it skips farther this time. Billie hands him a rock. Then steps behind him. It's sexy, but not seductive.

Billie closes her hand around his to show him how to rake back and slide the rock out of his hand.

Frank does it. It works, somewhat.

She hands him another.

BILLIE (CONT'D)

Try it with the song. Think of the words slipping out your mouth, the way the rock slips outta your hand.

Sinatra sings while skipping the rock.

FRANK

*Will the one I love. Be  
coming back to me?*

BILLIE (CONT'D)

*Will the one I love. Be  
coming back to me?*

BILLIE (CONT'D)

You gripping too tight.

She hands him another rock.

FRANK

(skipping the rock)  
*Coming back to me...*

It's better, but not quite.

BILLIE

That last note. Let it catch in the back of your throat, right in the end; makes um think you feeling it even when you ain't.

Frank picks up a new rock, hurls back, and sings.

FRANK

*Will the one I love. Be coming back  
to me?*

The rock skips one time, but Frank's voice is so good it melts her heart.

BILLIE  
Keep practicing. You'll get it.

FRANK  
What about that other thing you do.

BILLIE  
What other thing?

FRANK  
Tonight. Before that last song, you just stared the audience into silence with a pause so heavy you could cut it with a knife.

BILLIE  
That ain't nothing but a lil good ole fashion charming.

FRANK  
Charming?

BILLIE  
Like with a lover.

FRANK  
So seduction.

BILLIE  
Call it what you may.

Billie gets deathly quiet and just stares at Frank, enrapturing him with her eyes. He gets uncomfortable.

FRANK  
So what is it?

BILLIE  
Shh...

FRANK  
Mind control?

She steps closer to him, forcing him into silence.

BILLIE  
Just breathe. Take in the moment. Focus on nothing else. And they can't help but to listen for it...

FRANK  
Listen for what?

BILLIE  
The whisper from your soul.

They share a moment under the moonlight. Staring in each other's eyes.

... The world stops for a second.

... Then it's Billie who can't handle his stare, and she breaks eye contact.

FRANK  
Who's the poet now?

Billie glides a rock expertly over the waves, as we FADE TO:

EXT. CHICAGO STREET - NIGHT

Billie and Frank look for a taxi cab.

Annoyed, Frank checks his watch.

FRANK  
Where are all the damn cabbies?

BILLIE  
New York, this ain't.

FRANK  
Is it really 1:15?

BILLIE  
Don't worry, you'll get there.

FRANK  
Come with me!

BILLIE  
Not gonna happen --

FRANK  
Come on! You said it yourself, you ain't never even been to the Sherman.

BILLIE  
That's your cheddar--

FRANK  
I really want you to hear me.

BILLIE  
(tempted)  
I can't.

A cab stops. Frank opens the door.

FRANK  
At least let me drop you first.

Billie hesitates, but then gets in. He follows.

INT. CAB - NIGHT

CAB DRIVER  
Where to?

BILLIE  
The corner of Erie and--

Frank hands the guy a wad of cash.

FRANK  
The Sherman Ballroom, and nowhere  
else.

BILLIE  
I told you --

FRANK  
(serious as a heart  
attack)  
And I'm telling you! You're Billie  
fucking Holiday, the grand dame of  
Jazz. You've played with everybody  
who is anybody. They'll know you.  
And tonight you're gonna walk into  
the Sherman. With me. End of story.

Frank's look dares her to challenge him. His forcefulness catches Billie off guard, and she surprisingly relents.

BILLIE  
Okay, Blue Eyes. Okay.

Off her coquettish smile we....

EXT. HOTEL SHERMAN - NIGHT

The cab pulls up out front a theater.

There is a huge line of finely dressed WHITE PEOPLE.

Billie and Frank head toward the front door, when an USHER in a tuxedo steps in the way.

FRANK  
Eddie, my man. Sorry I'm late.

USHER  
Mr. James is in the green room.

FRANK  
Great.

Frank smiles at Billie as they walk past the usher.

USHER  
Sorry, your quest can't come in.

Billie watches as a group of WHITE FACES take note of the situation. She wraps herself further into her fur coat.

FRANK  
Don't you know who this is--

USHER  
(cutting him off)  
It's the rule.

FRANK  
This is Billie Holiday. The singer.

The Usher registers the name with surprise and awe.

USHER  
My sincere apologies, Ms. Day. Are you singing with the band tonight?

FRANK  
Our special guest.

USHER  
Sublime! The Colored entrance is--

Frank's face falls.

FRANK  
Now wait a damn minute!

Billie knows the deal. She's stoic in the face of racism. Franks has his chuff up.

USHER  
It's the rules, Mr. Sinatra.

FRANK

But she's --

Frank goes to point at Billie, but she's already halfway down the street, heading to a taxi stand.

Frank chases after her.

BILLIE

I knew this would happen, but I let myself believe it anyway.

FRANK

I'm sorry. Don't leave.

BILLIE

You're late. Go.

FRANK

Not without you. Please. We can still walk in together.

Billie looks between the waiting taxi and Frank, deciding.

INT. HOTEL SHERMAN - COLORED ENTRANCE - NIGHT

Billie and Frank walk through a filthy alley to a tiny back door.

Frank is livid.

Billie looks vexed and humiliated at having to walk in through the alley, but is trying to keep her dignity.

KNOCK. KNOCK.

Rapping at the back door catches the attention of a STAGEHAND, 70s, Black, a bespeckled Uncle Remus type. He opens the door for them.

FRANK

Thank you!

On her way inside, Billie locks eyes with the stagehand, his stare/glare catches her off guard. No words are spoken between the pair, but his judgment of her is profound.

HARRY (O.S.)

Where the fuck have you been, Sinatra?! Was gonna send out a search party.

HARRY JAMES, 23, White, energetic, a hepcat trumpeter and playboy.

BILLIE

Don't be mad at the kid, Hawk.

Harry turns to find Billie behind him. He beams with joy as he swings her around.

HARRY

Lady damn DAY, whatcha doing here?

BILLIE

Playin' the Deuces, and I found this one at my show.

HARRY

So that's where you run off to.

BILLIE

Iffin' I'd known he was yours, I would have brought him back straight away.

HARRY

I'm sure you showed the kid a good time on the town.

BILLIE

You know how we do. Besides, Prez is here playing at the Avalon.

HARRY

Hot damn! Last time I hung out with you and Prez was at Daisy Chain.

BILLIE

Husha-husha man! Don't be putting all our business in the streets.

HARRY

You staying for the show?

BILLIE

If these ofays let me.

HARRY

(w/o missing a beat)  
There's a balcony, next to the green room. Raymond'll show you.

Harry motions at the stagehand AKA RAYMOND, who looks Billie up and down before giving a placid smile of silent judgement.

RAYMOND

Yes, sir.

BILLIE

Thank you.

Billie starts up the stairs when James yells after her.

HARRY

(to both Billie and Frank)  
Wait! I forgot to tell the best  
part! We're going to California!

FRANK

California. Where?

HARRY

The Palomar Ballroom!

BILLIE

(whistling)  
That's high cotton, Hawk!

Frank explodes with happiness. He and Harry hug the life out of each other.

Billie watches, a mixture of jealousy and happiness.

HARRY

We should all go out and celebrate  
after the show!

BILLIE

Come by my place. We got all the  
records, thangs to taste on...

HARRY

And the best reefer I've even had.

The stagehand clears his throat loudly, killing the moment.

Billie fidgets self-consciously.

BILLIE

We're over by Chesterfields.

HARRY

Off Erie.

BILLIE

The one and only. See you boys  
after the show.

Frank and Harry go off toward the stage, while Billie continues up the stairs, her heart sinking with envy.

INT. SHERMAN BALLROOM - VARIOUS - CONTINUOUS

We track Billie and the stagehand through the elaborate and beautifully decorated back hall.

There are a line of plush tables on the balcony, overlooking the massive and magnificent ballroom below.

White couples drink, mingle and laugh.

Billie watches covetously.

The stagehand walks Billie past all these people and up another small flight of stairs.

... Here we find a TINY one person booth. Normally used for a lighting person.

Lady goes and sits down in the one moth-eaten chair in the corner. She tries to keep a brave face.

BILLIE  
 (to herself mostly)  
 It ain't the nicest digs, but it  
 sure gotta killer view.

We look down over the exquisite ballroom. Billie inspects this beautiful space. She's so taken aback by the poshness.

Right below Billie is the BAND. She has a great view of Frank as he walks out on stage.

BILLIE (CONT'D)  
 High cotton indeed.

INT. SHERMAN BALLROOM - STAGE - NIGHT

Furs fall off the shoulders of bejeweled and bedazzled fair-haired and skinned WOMEN, as they sit next to their smiling and deep pocketed COMPANIONS.

The band strikes up the music, and Frank glides to the mic in what will soon become his signature Sinatra flair, but is strikingly similar to the ease Billie carries onstage.

FRANK  
 Ladies and gentleman, welcome to  
 the show.

FRANK (CONT'D)

This is Harry James and his orchestra. I'm Frank Sinatra, and I will be your singer for the evening. Tonight we shall start with a brand new tune, you may have heard it on your radio dial. It's called: Here Comes the Night. I hope you like it.

Harry's trumpet starts blowing and the room grows silent in anticipation.

... And then it happens, Sinatra opens his mouth...

FRANK (CONT'D)

*Here comes the night, my cloak of blue. Here comes the night with dreams of you.*

Frank looks up and meets eyes with Billie for this next line.

FRANK (CONT'D)

*Somewhere up there I'll see your face. The breeze will be your warm embrace.*

The final words catch in his throat, just a little, as he bends the notes just the way Billie was teaching him to. Frank beams up at her in triumph.

INT. SHERMAN BALLROOM - ATTIC SPACE - NIGHT

Billie can't help herself from smiling right back at him.

BILLIE

(mostly to herself)  
The kid actually has something.

FRANK

*Here comes the night to thrill my heart. My one delight while we're apart.*

Frank looks up at her with that golden boy smile. He's less experienced than her, but he's already living higher on the hog than she is.

Billie smiles back at Frank meekly.

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

*And now I'll keep that rendezvous, Here comes the night, holding me tight for you!*

RAYMOND

You need anythang else, Miss Day?

Billie was so taken by the performance that she'd forgotten Raymond was still there.

BILLIE

I'm good; thank you, Raymond.

But he doesn't leave. Raymond just stands there for a moment. It's awkward and a little bit frightening.

RAYMOND

You know. A woman with your talent deserves to be on that stage, not hidden in the attic like trash.

We hold on her face, filled with a million emotions.

... As Raymond starts to leave...

BILLIE

Hey Pops, wait up. You got a phone?

The Raymond motions for her to follow him.

INT. SHERMAN BALLROOM - STAGE - MOMENTS LATER

Several soon-to-be BOBBYSOXER GIRLS swoon near the stage. If these girls could melt, the floor would be a river of estrogen.

FRANK

*All or nothin' at all. Half a love  
never appealed to me. If your  
heart, it never could yield to me.*

Frank has the audience eating out of his hand.

FRANK (CONT'D)

*Then I'd rather, rather have  
nothin' at all. I said all, nothin'  
at all. If it's love, there ain't  
no in-between.*

**MONTAGE:**

We cut back and forth between Frank singing on stage in the ballroom to Billie, wherever she is (which I will denote).

**ON FRANK - ON STAGE:**

FRANK (CONT'D)  
*Why begin then cry for somethin'  
 that might have been. No I'd  
 rather, rather have nothin' at all.*

**ON BILLIE - SHERMAN BASEMENT:**

Billie stands on the phone in a filthy basement; it pales in comparison the grandeur upstairs.

BILLIE  
 The Sherman Ballroom. I know. I  
 know. I KNOW, Charlie! Just get  
 your ass over here, will ya.

Billie slams the phone down so hard it startles Raymond. He looks at her with a knowing glance.

RAYMOND  
 Need anything else?

BILLIE  
 Toilets?

The stagehand gives her a weary look...

**ON FRANK -- ON STAGE:**

The sighing of the BOBBYSOXER GIRLS makes Frank give ALL his attention to them. He's in his element now.

FRANK  
*Hey, please don't bring your lips  
 close to my cheek. Don't you smile  
 or I'll be lost beyond recall.*

**ON BILLIE - SHERMAN BATHROOM:**

BUZZ.

BILLIE'S POV: A humming light dangles from the ceiling, catches her attention.

ICK. This bathroom is a storage closet with a toilet.

Dingy. Dank.

FRANK (O.S.) (CONT'D)  
*The kiss in your eyes, the touch of  
 your hand makes me weak.*

FRANK (O.S.) (CONT'D)  
*And my heart, it may grow very  
 dizzy and fall.*

But what this washroom lacks in ambience it makes up for with cases of liquor stacked up high in the corner.

FRANK (O.S.) (CONT'D)  
*And if I fell under the spell of  
 your call. I would be, be caught in  
 the undertow.*

Billie grabs a BOTTLE out of the box. Rips off top and takes it straight to the head like she was drinking water.

Gulping ravenously. Billie sits on the closed toilet, crying softly to herself and drinking her sorrows away.

FRANK (O.S) (CONT'D)  
*Well, you see, I've got to say "No,  
 no, no". All or nothin' at all.*

**ON FRANK -- ON STAGE:**

The girls are still fawning over Frank, and he's eating it up with a spoon.

FRANK (CONT'D)  
*And if I fell, fell under the spell  
 of your call. Don't you know I  
 would be caught in the undertow?  
 So, you see, I just got to say "No,  
 no." All or nothin' at all. All or  
 nothin' at all.*

Something tells him to look up. His heart sinks. Billie's not there. As his eyes wonder where she's gone, we cut to...

**EXT. ALLEY- NIGHT**

Billie gives the STAGEHAND a WAD OF CASH. Then she walks out into the alley with a BAG filled with vodka.

Drinking as she goes, Billie heads toward the street where CHARLIE is waiting for her with excitement on his face.

CHARLIE  
 Lady! You on the radio!!!!

As Billie comes closer, we hear FINE AND MELLOW wafting out of the car radio. Charlie turns it up, so she can hear it.

BILLIE  
 Turn that shit off.

CHARLIE  
But, Billie--

BILLIE  
NOW!

Charlie turns off the radio and opens Billie's door. She gets in and slams it after her.

Off Charlie, confused.

INT. CHARLIE'S CAR - NIGHT

Billie looks bluer than we've seen her all night. As they drive away, Billie finishes the first bottle of vodka and unceremoniously throws it out the window.

Billie takes one final look back at the posh Sherman ballroom, a mixture of envy and sorrow fills her eyes. Why can't that be her?

BILLIE  
You think I can fill a place like that, Charlie?

CHARLIE  
(sincere)  
In your sleep Lady, in your sleep.

BILLIE  
(not sure she believes it,  
but wishing it were true)  
Yeah.

CHARLIE  
You okay, Billie?

BILLIE  
My soul's just tired baby, let's go back to the hotel.

CHARLIE  
I brought you so more smokes.  
They're under the seat. They might give you a pick-me-up.

Billie reaches down and finds a bigger cigarette case there. This time there must be at least 20 joints.

CHARLIE (CONT'D)

Me and Elle are gonna take off for a day up the lake tomorrow, so figured you might want to be squared away until I come back.

BILLIE

Thank ya, sweetie. I do appreciate you. I'll pay ya when we get to the hotel.

CHARLIE

Don't worry about it, Lady. I've got your back.

Billie smiles at Charlie. It's nice to be taken care of.

As Billie opens the second bottle of vodka we cut to...

INT. BILLIE'S HOTEL - HALLWAY - NIGHT

Billie and Charlie come up the stairs smoking a joint, carrying the bag of liquor. They're all laughs, until Billie sees Prez standing by her door.

PREZ

Charlie.

CHARLIE

(sensing something between  
Prez and Billie)

Looking good, Prez. Hey Lady, gimme yo key; I got to drain the lizard.

Billie hands Charlie the key and the bag of vodka, sans one she keeps for herself.

Charlie lets himself in the room leaving Billie and Prez in the hallway.

PREZ

Lady.

Lady refuses to look at Prez. Instead she makes a meal out of opening the bottle of vodka and taking a healthy swing.

PREZ (CONT'D)

Billie, please.

Billie drinks and drinks.

Prez finally takes the bottle from her altogether.

Billie tries to take the bottle back, but he refuses to give it to her.

PREZ (CONT'D)  
(soothing)  
Eleanora. I'm sorry.

BILLIE  
(smiling despite herself)  
You the only mothefucker can get away with calling me that.

PREZ  
And I knows it. Look, I just came to say I'm sorry. On my life and yours, you know I am.

BILLIE  
I know.

PREZ  
I didn't mean to--

BILLIE  
Whatever. Bygones.

A loaded silence passes between them. Finally.

BILLIE (CONT'D)  
You gonna gimme back my bottle?

Prez refuses to give it back.

Billie gives him a look that would kill a man.

He finally relents.

PREZ  
You know you don't need this shit, Billie.

She takes another defiant pull from the bottle.

BILLIE  
Yeah well, I don't need a lot of fucking things!

Prez looks like he wants to say something but bites his tongue.

BILLIE (CONT'D)  
Look, we playing some spades. You in or out?

A lifetime of emotions race between them without words.

Finally Prez throws her his million-dollar smile and heads for the stairs.

PREZ

Nah. Headin' out to Kansas come morning.

BILLIE

What that got to do with a hill of beans? Cut loose, bygones and all.

PREZ

(fighting himself)  
Next time.

BILLIE

(a little too desperate)  
Don't be like that now.

He keeps walking.

BILLIE (CONT'D)

Prez!

Prez nods his head, smiles a sad smile, and disappears down the stairs anyway.

BILLIE (CONT'D)

Don't walk away from me!! PREZ!  
Lester!!!

Off Billie, devastated.

INT. BILLIE'S HOTEL ROOM - NIGHT

Billie walks into her room to find Charlie sitting at a table, shuffling cards.

CHARLIE

Where Prez?

Billie THROWS the vodka bottle across the room, shattering it just above Charlie's head.

Charlie doesn't even flinch; this clearly isn't his first rodeo. He simply, calmly goes over to the sobbing Billie and hands her a new drink. Then starts cleaning up the vodka mess.

Billie grabs another vodka bottle from the bag, tops off her glass.

KNOCK! Billie lights up. Fixes her face. Smooths her clothes.  
Billie swings the door open, excited--

BILLIE

I knew you couldn't stay away.

Her face falls.

It's not Prez.

It's Harry and Frank at the door.

Billie's hearts sinks a little. Harry clocks it.

HARRY

Damn Billie, don't look so happy to see me.

BILLIE

Get ya'll asses in here fo' you get arrested.

She didn't have to tell Harry twice. He swaggers in and gives Charlie a big hug.

CHARLIE

Ya'll playing spades or what?

HARRY

Deal me in.

Billie and Frank share a moment as he walks by her. Guilt wells in Billie.

BILLIE

Sorry I had to dip out so fast. The dust --

FRANK

It's okay.

Billie closes the door, and we cut to...

INT. BILLIE'S HOTEL ROOM - LATER

The air is thick with weed smoke and the yelps of the room's occupants as they play SPADES.

Charlie/Harry on one team and Billie/Frank on the other.

Billie is in her element, happier and more relaxed than we've seen her all night.

Billie's personal record player sits on the coffee table, surrounded by stacks of RECORDS. CAB CALLOWAY'S "MINNIE THE MOOCHER" plays.

Bam. Bam. Harry and Billie each throw down cards, one on top of the other.

Charlie throws down a KING!

Then BAM! Frank throws down his card, a spade!!

CHARLIE

Did you just cut me, motherfucker?!

FRANK

Like a butcher to a cow.

Harry and Billie bust out laughing.

BILLIE

You the one decided to teach him the ropes... ha ha. Pick'em up, Blue Eyes.

Frank picks up the set.

CHARLIE

Billie, you better tell him, who he's talking to for I cut him.

BILLIE

Ain't my fault you playing weak-ass hands. And leave my little poet alone.

Bam. Bam. Bam. Bam! More cards throwing down.

Billie and Frank win the book, again. Frank picks them up.

HARRY

You and Prez still on that Throat, Note, Poet line, I see.

FRANK

What's a Throat, Note, Poet?

BILLIE

Another one of Prez's wild notions. One of the few I can actually get behind.

Frank looks confused.

Bam. Bam. Bam. Bam! More cards throwing down. Charlie and Harry win the book.

HARRY

Types of singers. The Poets, they get up underneath the words.

BILLIE

Get underneath the song; they get the meaning in their bones, their heart, their minds. They can move the audience with a thought. And you sir, are a Poet.

HARRY

I can contest to that one.

Frank still looks confused.

Bam. Bam. Bam. Bam! More cards throwing down. Billie and Frank win the book.

BILLIE

Throats are singers who just play-act the feelings of a song. They can do some tricks, make it sound nice and pretty. Do a little ditty. But they are the pretty faces of singers. All throat, no soul.

CHARLIE

Throw down and shut up.

Bam. Bam. Bam. Bam! More cards throwing down. Charlie and Harry win the book.

BILLIE

Damn!

FRANK

So what's a Note?

HARRY

Oh now, Notes are like instruments - they can lead, follow, bend, repeat, and they know how to play it all. And Billie here, she's a Note down to her pretty little bones. A horn to be exact. The siren of sound.

BILLIE

Like I said, one of his wild notions.

Bam. Bam. Bam. Bam! More cards throwing down. Charlie and Harry win the book.

Bam. Bam. Bam. Bam! More cards throwing down. Billie and Frank win the next book.

Everyone is out of cards. Frank and Harry count their teams decks.

HARRY

FRANK

CHARLIE

Damn!

BILLIE

Come to mama!!!

Off Billie, racking in their winnings.

TIME CUT:

As the night and the game wears on, the music switches to DUKE ELLINGTON'S "IT DON'T MEAN A THING," which melts into "SOPHISTICATED LADY", etc.

As each song switches into another one, we see how the drinking and smoking takes its toll on this crew as slowly but surely, people start dropping like flies.

... Charlie's asleep in a CHAIR in the corner.

... Harry's sprawled on the BED.

We find a very drunk Billie and Frank, together on the couch, laughing. They both have a STACK OF RECORDS by their side.

Frank holds up a record like it's a Rorschach test; it's Louis Armstrong.

BILLIE (CONT'D)

You're joshing me, right? He plays the damn trumpet!

FRANK

Note.

BILLIE

Okay my turn.

Billie picks up Bessie Smith. Frank stares blankly at it, without recognition.

FRANK  
(sheepish)  
Ugh... throat?

BILLIE  
The Empress of Sound?

FRANK  
Note?

BILLIE  
You dunno who this is, do you?

FRANK  
(lying)  
Of course I do. She sings that song...

BILLIE  
You can't call yo'self no singer  
and not know this here woman!

FRANK  
I do. She sings that song... ugh...  
fine. I don't have a clue.

BILLIE  
Well you sho' about to learn.

Billie puts on "GIMMIE A PIGFOOT" on the record player.

She sways to the music. Frank watches enraptured.

BILLIE (CONT'D)  
*Gimme a pigfoot and a bottle of  
beer! Send me again, I don't care.*

FRANK  
Poet!

BILLIE  
BOLT!

FRANK  
(lost)  
I thought there were only three  
options!

BILLIE  
Well I'm adding one of my own.

Frank laughs and shakes his head. This girl. Always full of surprises.

FRANK

What the hell is a bolt?

BILLIE

As in lightning bolt... They're the rarest of rare. The Best of the Best. They can do all the skills of three singers. Get under the words, curve the notes, and play-act with the best of the throats. Singing so good it just... shocks you.

FRANK

Why are they so rare?

BILLIE

Cause they don't last long.

FRANK

They burn out?

BILLIE

More like burn up. A match with kindling. They set the world and themselves on fire. Poof.

FRANK

Live hard and die young.

BILLIE

And this here lady shined high and bright, until wasn't nothing left to shine! Damn shame.

Billie continues dancing.

FRANK

Fine... I got one for you. Bing.

BILLIE

What?

FRANK

Bing Crosby.

BILLIE

That ole' cat.

FRANK

Is the greatest to ever sing.

BILLIE  
Laying it on thick, ain't ya.

FRANK  
You heard of him, right?

BILLIE  
Of course. He's on every radio  
dial.

FRANK  
So?

BILLIE  
Throat.

Aghast, Frank bolts over to her full of passion. Sparks fly between them as they go at it like two bulls in heat.

FRANK  
No way!

BILLIE  
He got pipes. No soul.

FRANK  
You're off your rocker! He's at  
least a Note.

BILLIE  
He's a stiff lip.

FRANK  
You mean a genius!

BILLIE  
Snooze fest.

FRANK  
You're crazy! He's the best!

Frank and Billie are close enough for their passions to ignite them. And for a moment, time stops between them...

... Their faces inches away from each other, so close they can smell the other's breath. They hold the moment, then...

... both burst into uncontrolled laughter.

BILLIE  
We can agree to disagree?

FRANK  
I can handle that.

Billie starts dancing again.

Frank joins in.

He spins her, and suddenly it's as if they are floating above the dingy hotel room, caught up in the music. We fade to...

INT. BILLIE'S HOTEL ROOM - DAWN

The player has been moved off the table and underneath the window and is now playing LOUIS ARMSTRONG.

.... Louis's smooth voice begins to skip and repeat, like the record needle is stuck in a groove. Suddenly...

... a hand comes into view. Sets it back on its groove and the song plays on.

We follow the arm as it goes back out the window and find ...

EXT. FIRE ESCAPE - DAWN

Billie and Frank sit on the fire escape, drinking straight out of the bottle, with no sign of slowing.

Frank is shit-faced, but Billie's so drunk that she's sober.

They'll both be sporting nasty hangovers later, but for now they stare off into the wee hours of the morning.

Billie takes another hard pull as Louis's voice echoes into the early morning sky.

We drop in mid-conversation...

FRANK

The Sherman's been swell. But I just wanna get a good write up.

BILLIE

Fuck write ups. Fuck critics. They don't know their asses from their elbows.

FRANK

You sound like Harry.

BILLIE

And he's right. It's all just bullshit. One minute you're the greatest; the next you're a chump.

BILLIE (CONT'D)

These reporters will burn you alive just to sell more papers. And don't let them hear no gossip; it'll be the only thang they'll write from then on. They'll forget all the good you've ever done. The hard work. Hell, even the music won't matter no mo'.

FRANK

That's fucking dark, Billie.

BILLIE

That's life, Frankie. They'll hail ya then they'll nail ya. Trust me.

The record switches to "ALL OF ME". She takes another hard pull.

BILLIE (CONT'D)

I love this song.

LOUIS (V.O.)

*All of me.*

BILLIE

(singing along)

*Why not take all of me. Can't you see. I'm no good without*

LOUIS (V.O.)

*Why not take all of me. Can't you see. I'm no good without you.*

FRANK

(joining in)

*Take my lips. I want to lose them.*

BILLIE

*Take my arms. I'll never use them.*

FRANK

*Your goodbye. Left me with eyes that cry.*

BILLIE

*How can I go on dear without you.*

They laugh, as the song continues to play softly beneath.

FRANK

We sound good together.

BILLIE

Ain't hard to do.

FRANK

Maybe we do it again. You. Me. Prez  
and Harry could make a record.

BILLIE

Right.

FRANK

I'm serious.

BILLIE

Me and you, do a record?

FRANK

With the right sound, right songs,  
and band. We can swing to the  
stars!!!

BILLIE

Don't hurt yourself dreaming out  
loud over there.

FRANK

We'll be on every radio station  
from here to France.

She rolls her eyes and continues drinking.

BILLIE

That's not how it will go, Frankie.

FRANK

You don't know that.

BILLIE

(wry)

You're new to this game, Blue Eyes,  
with your dreams of big bands and  
the glamorous life. But that ain't  
never worked out right for me. I'm  
just a Colored gal from Baltimore.

FRANK

Don't say that.

BILLIE

I was wide-eyed, ready to burn up  
the night too. But all I ever did  
was light myself on fire instead.

FRANK

Lady Day wants the simple life?

BILLIE

Just sick of fighting from sun up  
to can't see at night. Naw... I  
just wanna play my songs, my way,  
my clubs. Don't need all the flim  
flam... gimme me the easy way home.

FRAN

Well, I want it all.

BILLIE

(genuine)

And I hope you get it.

Billie takes a solemn pull from the bottle, hands it to Frank.

FRANK

So you write your own songs?

BILLIE

I try here and there. I got a new  
one...

Billie pulls out a small piece of paper, unfolds it. Hands it to Frank.

FRANK

Somebody once said - we never know  
what "enough" is until we know  
what's more than enough. Regret -  
it kills you. The long, slow, hard  
way.

BILLIE

As you futilely search the corners  
of your mind, hoping beyond hope to  
turn back the hands of time for  
that one moment you wish you could  
unwind...

FRANK

You're wading into deep waters with  
this one. What's the melody for it?

BILLIE

Dunno. It ain't finished yet.

Frank studies the paper for a moment, hums to himself, and then improvises a melodic and upbeat version of the first line.

FRANK  
 (singing)  
*Somebody once said - we never know  
 what "enough" is until we know  
 what's more than enough.*

Billie looks at him, impressed.

BILLIE  
 Well damn, maybe you should sing  
 it. If I ever finish it that is.

FRANK  
 Or WE can. Finish it together.

He looks at her, hopeful. She looks at him, deciding.

BILLIE  
 Maybe.

Frank smiles, encouraged. Billie can't help but smile back.

FRANK  
 So what's the next line...

We push in on the lyrics of the song, their banter fades out  
 as we match cut to...

INT. PENTHOUSE APARTMENT - BATHROOM - PRESENT

We're back to where we began the movie...

In the bathroom. In the tub. Close ON...

... The same blood-stained, weathered PIECE OF PAPER.

... And if you didn't realize it before, it's an older Frank  
 in the bathtub. Drunk. Bleeding, and staring at the ceiling.

BAM! BAM! BAM!

Wood splinters.

CRASH! SMASH!

THE DOOR FLIES FROM ITS HINGES...

... As George crashes through the bathroom door. Falling on  
 the floor and upending the record player.

George dusts himself off and races to his boss's side.

GEORGE

Mr. S, You okay? Can you hear me?

Frank doesn't blink. Doesn't move.

GEORGE (CONT'D)

Mr. S!!!

George shakes Frank violently.

NOTHING!

George throws water in Frank's face.

Finally, Frank snaps out of his daze!

FRANK

(drunk)

Can't a man rest in peace.

GEORGE

Oh no you don't!

George drags the drunken Sinatra from the tub. He's fully dressed, his expensive suit ruined by blood.

INT. PENTHOUSE APARTMENT - LIVING ROOM - LATER

Frank sits catatonic in a chair as George sits next to him, taking shards of GLASS out of Frank's hand.

CLINK. The sound of glass falling into the metal tray below.

Frank swigs out of his bloody bottle of Jack Daniels.

FRANK

(drunkenly singing)

*We may never, never meet again, on  
the bump road to love. But I'll  
always, always keep the memory of.*

GEORGE

You sound good, boss.

FRANK

I sound like a dying cow.

GEORGE

(empathic)

You ain't dying.

FRANK  
(inscrutable)  
We're all dying George, a little at  
a time.

GEORGE  
Look at me! You ain't dying no time  
soon... ya hear? You're shooting a  
picture with McQueen this week. You  
got concerts lined up. Too much to  
kill yourself over.

FRANK  
What are you yammering about?

GEORGE  
I saw... your note...

FRANK  
What note?

Realizing, Frank searches his personage for Billie's note.

GEORGE  
Don't worry, I got rid of it.

Frank grabs George by the collar with his good hand.

FRANK  
Where is it?

GEORGE  
Boss.

FRANK  
Where, damn it?

George points to a bag of TRASH.

Frank thrusts George clear across the room and makes his  
drunken way toward the bag.

Frank rips the bag open and wades through the trash as George  
stands nearby, bewildered.

Finally, Frank finds the bloody note, caressing it with care.

Frank gets lost in it for a moment, until he realizes George  
is still standing there.

GEORGE  
You sure you don't want a doctor?

FRANK  
What I want is for you to get out!

GEORGE  
Boss.

FRANK  
Before I break your face!

GEORGE  
(hurt)  
I'll just pull the car around.

George leaves.

Disheveled and drunk, Frank pries his ass off the floor.

... Stumbling over the broken items in his apartment, but then he stops. Catches a glimpse of himself in a mirror.

A million thoughts pass through Frank's eyes. Time maybe even stops for a moment.

Then, Frank lumbers into the bedroom, slamming the door behind him.

TIME CUT:

Frank walks out of his bedroom looking as fresh as a daisy, carrying the record player (from the bathroom).

He puts it gently on a table.

Plugs it in and

... puts on a RECORD from "Lady in Satin" (Billie's last album before she died)...

BILLIE (V.O.)  
*I'm a fool to want you.*

As Billie's sultry voice fills the apartment, Frank continues getting dressed.

He puts on his coat.

Cufflinks.

Combs his jet black hair into the perfect coif.

Throws on his signature Fedora hat.

Frank looks the part of the confident man ready to face the world.

BILLIE (V.O.)

*I'm a fool to want you. To want a love that can't be true. A love that's there for others too.*

George enters.

GEORGE

The car's ready boss.

INT. CAR - DAY

Frank sits in the back seat, lost in his own thoughts, as New York City passes him by out the window.

Frank turns on the radio to find Billie's music is on EVERY STATION.

He stops on one that's playing the song he was listening to at home...

BILLIE (V.O.)

*Time and time again I said I'd leave you. Time and time again I went away. But then would come the time when I would need you. And once again these words I'll have to say.*

Frank's misty-eyed.

BILLIE (V.O.)

*I'm a fool to want you. Pity me, I need you. I know it's wrong, it must be wrong. But right or wrong I can't get along without you. I can't get along without you...*

As the song ends, a RADIO DJ comes on...

RADIO DJ (V.O.)

Billie Holiday, once a shining star of Jazz, died Friday, handcuffed to her New York Metropolitan hospital bed. A shell of her former glory, the chanteuse died alone, no friends. No fans. Penniless...

CLICK! Frank shuts the radio off. Then...

... Frank KICKS the console for good measure.

... Then PUNCHES the damn thing until it lies in a broken heap on the floor!

George pretends not to notice.

After Frank's fit of rage subsides, he goes deathly quiet and stares out the window. Then...

GEORGE  
(cautious)  
They're gassing up the plane now;  
we take off in two hours.

Frank's barely listening.

FRANK  
I want to make a pitstop first.

George looks like he wants to protest, but

GEORGE  
Sure thing boss.

We follow the pair...

... driving in silence

... They head over the George Washington Bridge, over the Hudson River...

... As the New York City skyline fades in the rearview mirror, we cut to...

INT. DIVE BAR - DAY

We're back at the tiny dive bar in New Jersey where Frank got his start.

It looks exactly the same. Only a handful of PATRONS sit in this smoke-filled bar.

Frank strides in here like he owns the place anyway.

George follows tenuously behind him.

Frank walks up to a man old enough to be his grandfather, it's Manny. Older. Paunchier. Still chomping his cigars.

FRANK  
Manny!

MANNY

Well if it ain't the Chairman himself; what you doing in the old neighborhood?

FRANK

Figured I swing by, see how you were doing.

MANNY

If that ain't the biggest bunch of bullshit I done heard today.

FRANK

You mind if I do a quick set?

MANNY

Stage is always yours, Frank.

FRANK

Gotta piano man?

MANNY

Hey Tommy...

TOMMY, the bartender, turns around.

Manny nods to the kid, and he follows Frank to the stage.

Frank whispers something Tommy, who nods, then goes behind the piano... and begins playing.

FRANK

This is dedicated to one of the best singers the world will ever know. She was a Lady. She was my friend. She was a lightning bolt if there ever was one. Rest easy, Billie.

All the LOCALS look up from their drinks like WTF, is that really him?

George stands in a back corner watching his boss.

FRANK (CONT'D)

*Somebody once said - we never know what "enough" is until...*

Frank's voice cracks a moment, then he pauses and stares out...

A flash of concern sweeps over George. Is Frank choking up there? George leans forward, all ears.

CU ON: Frank's mesmerizing eyes, as he sucks the audience into his orbit.

A pin could drop and this room would explode. Everyone is on the edge of their seat waiting to see what happens next.

FRANK (CONT'D)  
*... we know what's more than  
 enough.*

Out of nowhere, a woman's voice floats in from the darkness.

BILLIE (O.S.)  
*Regret - it kills you.*

FRANK  
*The long, slow, hard way.*

Then, from behind George comes a dazzlingly and ethereal young Lady Day...

... Fresh as a daisy, she floats through the bar like the dream that she is and joins Frank onstage.

They stare into each other's eyes, lost in this impossible moment.

Frank smiles at her with tears welling in his beautiful blue eyes.

Billie takes his hand in hers, as they continue...

BILLIE AND FRANK  
*As you futilely search the corners  
 of your mind, hoping beyond hope to  
 turn back the hands of time for  
 that one moment you wish you could  
 unwind...*

We push in on the pair, in their own dream world.

Billie smiles her million-dollar smile.

Frank looks at her with love and adoration...

... And they finally sing together... their way... full out.

We slowly FADE TO BLACK.

**THE END**

CRAWL...

# ONE NIGHT. TWO LEGENDS



**“Once, while she was singing in Chicago and Frank was there with Harry James band, she and Frank went out on the town...” John Szwed**





**“It is Billie Holiday,  
whom I first heard on  
52nd Street... who was  
and still remains the  
greatest single musical  
influence on me. It has  
been a warm and  
wonderful influence  
and I am very proud to  
acknowledge it... every  
major pop singer in the  
U.S. during her  
generation has been  
touched in some way  
by her genius.”**

**Frank Sinatra.**

**“I told him that he didn’t phrase right. He should bend certain notes...  
certain notes at the end. And later he said I inspired him. Bending  
notes - That’s all I helped Frankie with”**

**Billie Holiday**



