

Andy Given

MAJOR PAYNE

BY

DEAN LOREY

&

DAMON WAYANS

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Revised Blue 6/10/94
Revised Pink 6/15/94**



"MAJOR PAYNE"



TO: All Those Concerned
FROM: Cindy Marcari
DATE: June 15, 1994
RE: Pink Revisions

Per our Script Supervisor's request, scene numbers that previously had a letter following them now have the letter preceding the scene number (i.e. 63A is now A63).

Also, please note scene number A1 was scene 2A and scene AA1 was scene 2B in the previous script. These are not new scenes.

A1 EXT. HORIZON - DUSK

A1

From out of the dusk silence, a helicopter rises into view, blades whirring.

*
*

AA1 INT. HELICOPTER - NIGHT

AA1*

The nervous PILOT keeps looking back to brief someone as he flies. We only get glimpses of his passenger -- a bald head, sunglasses, teeth working a toothpick (the front tooth is gold).

*
*
*
*

PILOT

The Salvadoran Rebels compromised our installation in the Honduras. Your objective is a covert one-man infiltration to liberate our weapons payload and free the U.S. hostages if Bravo company's main frontal assault should fail.

*
*
*
*
*
*

CUT TO:

1 EXT. JUNGLE - WAREHOUSE - NIGHT

1

KA-BLAM

Missiles, fired by SALVADORAN REBELS, rock the battalion of U.S. MARINES who are presently trying to take the grounds of this shantytown rebel jungle camp.

*
*
*

CAPTAIN

(screaming, running from the fire)

Pull out! Pull out!

The men in the battalion scramble, running back for protection through the trees.

Loud LATIN MUSIC, DRUNKEN SHOUTS and bursts of ARMS FIRE issue from the camp at the retreating U.S. soldiers as they desperately try to establish a new perimeter -- some distance away from the rebel camp.

2 EXT. ARMY PERIMETER - NIGHT

2*

The CORPORAL assigned to THE CAPTAIN pulls him into a safe area.

CORPORAL

We've got eight wounded, sir!

2 CONTINUED:

2

A LARGE EXPLOSION sends the men flying.

CAPTAIN

Jesus, their using our own ordinance
against us! We've got to retreat.

*
*

CORPORAL

But sir, the hostages --

CAPTAIN

-- They're as good as dead! No one can
help them now . . .

CUT TO:

3 OMIT

3

4 EXT. WAREHOUSE - NIGHT

4*

Suddenly the helicopter roars into view. The side door
opens, a rope ladder falls out and a man quickly descends the
ladder.

*
*
*

5 EXT. WAREHOUSE - NIGHT

5*

Stepping boldly into view, we get our first good look at
MAJOR BENSON WINIFRED PAYNE.

*
*

Bald, tall and sporting a gold front tooth with a diamond in
it, Payne looks down at a BLEEDING SOLDIER who lies on the
ground in front of him, clutching his arm.

*
*
*

BLEEDING SOLDIER

Oww, my arm! I've been shot!

*
*

PAYNE

Looks like you have a seven six-two
ChiCom round right through the left
bicep. Let me show you a little trick to
take your mind off the pain, son. Give
me your hand.

*
*
*
*
*
*

The man does. Payne breaks his middle finger.

*

BLEEDING SOLDIER

AHHH! My finger! My finger!

*
*

PAYNE

Took your mind off your arm, didn't it?

*
*

Payne gives him a wink -- this is a trick Payne uses for
himself -- and moves on to the main group of soldiers
cowering behind a low stone wall as explosions rock the area

*
*
*

5 CONTINUED:

5

and bullets whiz dangerously close to Payne's head. He is unfazed.

*
*

PAYNE

(continuing)

Good afternoon, turds. My name is Major Benson Winifred Payne. I'm gonna give you ladies a chance to redeem yourselves. You two -- take a position on that hill and take out those lights. The rest of you maggots will provide cover.

*
*
*
*
*
*

ON A SOLDIER

as he turns to the SMART-ASS PRIVATE beside him.

SMART-ASS SOLDIER

(whispered)

Who the hell is this guy, anyway?

SOLDIER

(whispered)

He's that mean, green fighting machine from the advisory team down in San Salvador. Name's Payne...

*
*
*

SMART-ASS SOLDIER

(whispered)

Well, he's a pain in my ass.

PAYNE

(turning to him)

That's very funny, very original. I never heard that before. Pain in the ass? That's a play on words. You a professional comedian, boy? You're a regular not ready for prime time player. What're you, Dana Carvey, boy?

SMART-ASS SOLDIER

No, sir.

PAYNE

You Joe Piscapo?

SMART-ASS SOLDIER

No, sir.

PAYNE

Then you must be John Belushi.

5 CONTINUED:

5

SMART-ASS SOLDIER

He's dead, sir.

PAYNE

That's my point.

(turns to the marksman)

You -- shoot this man in the head.

MARKSMAN

Sir?

PAYNE

There is no room for clowns in the
military. Let's move out, turds. You
wanna run with the big dogs you gotta
learn to piss on tall trees.

*
*
*
*

Payne strips off his fatigue jacket and shirt, revealing a
scarred, muscled torso. He turns and walks towards the
Salvadoran warehouse. The men watch him in stunned awe.

*
*
*

6 OMIT

6

7 EXT. SALVADORAN WAREHOUSE - NIGHT

7

Payne, moving like a panther, snakes his way through the
trees, dodging in and out of the shadows.

He scales the side of a warehouse, stealthily moves across a
rickety catwalk that leads to an adjoining warehouse.

*
*

Payne moves across the second warehouse, towards the stairs
leading inside, when he comes across a SALVADORAN SNIPER,
shooting back at the Marines who are laying down fire for
Payne.

*
*
*
*

Payne sneaks up on him. Suddenly, the camp lights are shot
out. The Sniper turns and Payne is on him.

*
*

PAYNE

*

Fourth vertebre neck dislocation...

(Payne cracks the Sniper in
the neck)

Third rib fracture...

(Payne punches the man in the
chest, breaking his third rib)

Cranial blood denial...

(Payne squeezes the man at the
top of the nose)

Internal bleeding and general synapse
failure causing unconsciousness in
three...two...

(CONTINUED)

7 CONTINUED:

7

Payne grabs the Sniper's hat as the Sniper passes out, collapsing on the floor. Payne puts on the Sniper's hat.

*

8 INT. SALVADORAN WAREHOUSE - NIGHT

8

Payne descends the staircase and finds himself in the midst of three unaware GUERRILLA REBELS. Using fierce martial arts techniques, he immediately dispatches all three rebels -- taking pieces of their clothing -- then walks through a doorway into a cavernous warehouse. Beside the door is a tarp. Payne lifts it up and sees the TOW missiles and other weapons with the USA stamp on them. Immediately, he targets the SALVADORAN LEADER standing with other REBELS.

*

Now completely dressed in Guerilla clothing, Payne marches directly toward the unaware Leader and shoves his gun against the Leader's sweaty forehead. All the other rebels immediately train the weapons on Payne, but he's got his gun on their Leader. It's a standoff.

PAYNE

Where are they?

The Guerilla Leader nods to an AMERICAN BODYBUILDING TEAM -- five enormously muscled guys, now huddling scared in a corner.

*

*

9 INT. WAREHOUSE

9

LEADER

You had better give up, Senor --
You cannot kill us all . . .

PAYNE

No . . .
(smiles grimly)
. . . Just you.
(shoves his gun against
Leader's ass)
Now surrender your men or you're gonna
get a enema you'll never forget.
(to bodybuilding team)
Queen team -- let's move out!

*

*

*

CUT TO:

10 EXT. ARMY PERIMETER - NIGHT

10*

Payne leads the Guerillas to the Marines, single file, their hands behind their heads. Payne also has the bodybuilders walking with their hands behind their heads.

*

*

*

10 CONTINUED:

10

PAYNE

Single file! Thirty inch steps! A
hundred twenty steps per minute!

A hostage falters in his steps. Payne is immediately in his
face.

PAYNE

(continuing)

Get in step! You ain't even fit to be a
hostage, you giant turd! Double time!

Payne starts calling out cadence.

11 EXT. WAREHOUSE

11*

ON THE CAPTAIN

CAPTAIN

Thank God he's on our side...

CUT TO:

12 OMIT

12

13 EXT. CAMP PENDLETON VIRGINIA - DAY - EST.

13

The base is in the middle of regular military life -- Marines
drilling, running the obstacle course, doing push-ups, etc.

14 OMIT

14

15 INT. GENERAL DECKER'S OFFICE - DAY

15

The room is large and imposing with a map of the world
continually updating military positions. GENERAL ELIAS
DECKER sits behind his desk and grimaces upon hearing Payne's
KNOCK -- he's not looking forward to the task ahead.

GENERAL DECKER

Come in.

Payne enters and walks stiffly up to the desk, standing at
attention.

PAYNE

Major Payne, reporting for duty, General.

GENERAL DECKER

At ease, Payne.

(Payne loosens his buttocks)

Relax.

(CONTINUED)

15 CONTINUED:

15

PAYNE

I am relaxed, sir.

GENERAL DECKER

(nods)

How long have you been serving, Major?

PAYNE

Seventeen years, six months, twelve days,
eight hours, nine minutes thirteen
seconds and counting, sir.

Decker nods.

GENERAL DECKER

Let's not make this any harder than it
is. You know why you're here?.

PAYNE

I failed selection again.

GENERAL DECKER

The promotion board reported out last
week.

(picks up a paper)

This is the new Lieutenant Colonel list.
Your name is not on it. You get two
chances to advance and then we gotta show
you the hatch. Base admin is cutting
your discharge orders right now.

PAYNE

Do you mean to say, sir, that in all this
man's military -- there's no more room
for a good combat soldier?

GENERAL DECKER

The fighting's no longer done on the
battlefields, Payne, now all the blood is
shed in halls of Congress. Good men like
us are becoming dinosaurs. Budget cuts,
bureaucrats, just not enough wars.

PAYNE

Must be something I can do, someone that
needs killing...

GENERAL DECKER

I'm sorry, Major. There's no one left.
You've killed them all. Good luck.

General Decker shakes Payne's hand.

CUT TO:

16 OMIT 16
17 OMIT 17
18 OMIT. 18
19 INT. HOTEL - DAY 19

Overhead shot, through fan blades on Payne laying down on his bed in this bleak hotel room. *

PAYNE'S POV *

Looking out his window on the city of Richmond, VA. *

PAYNE(V.O.)

Every day I'm in Virginia, Charlie grows stronger in the jungle... *

A rat walks out of a hole in the wall and looks up at Payne from the corner. Payne looks back at the rat...and smiles. *

CUT TO:

A19 INT. HOTEL - DAY A19

Payne squatting in the corner in his camoflage briefs, cooking the rat on a spit over a fire built from a chair in the room.

ON A CAT

leaping up on his windowsill. The cat HISSES. Payne HISSES BACK, hunching over his meal. The cat runs off.

CUT TO:

B19 INT. HOTEL - DAY B19

Payne looking at the Classifieds. He SIGHS. *

Suddenly, from outside he hears the WAIL OF A POLICE SIREN. Inspired, he tosses the paper away. *

CUT TO:

20 EXT. POLICE ACADEMY - DAY - EST. 20

A sign says: "Police Academy Test Today -- Room 212"

21 INT. ROOM 212 IN POLICE ACADEMY - DAY 21

Payne, sitting amidst a large group of people, takes a written examination. Payne flies through the exam, while all the other applicants ponder every question.

CUT TO:

A21 INT. ROOM 212 IN POLICE ACADEMY - DAY A21

ON PAYNE'S EXAM *

As Payne writes answers: "Kill him", "Shoot dead", Break neck". *

CUT TO:

22 INT. GYM IN POLICE ACADEMY - DAY 22

The recruit candidates run through a series of physical tests. There are six ropes, each being climbed with some difficulty by a candidate. *

ON PAYNE *

climbing up a rope in the L-position. Everyone APPLAUDS. *

CUT TO:

23 INT. REENACTMENT ROOM IN POLICE ACADEMY - DAY 23

A POLICE SERGEANT and REVIEW BOARD talk to Payne, who stands next to a WOMAN and a MAN. *

POLICE SERGEANT

Mr. Payne, this is a dramatization of a domestic violence dispute. You arrive on the scene to find a woman claiming to have been assaulted by her husband, who'll be played by Mr. Shipman.

Payne shakes the man's hand.

PAYNE

Nice to meet you.

MR. SHIPMAN

Same here.

POLICE SERGEANT

Your objective is to effectively neutralize the situation. Begin.

23 CONTINUED:

23

The woman starts pretending to cry.

WOMAN

He hit me! He hit me!

Payne steps up to the man and immediately starts slapping the shit out of him.

PAYNE

Don't ever . . . hit her . . . again.

MAN

Help! Jesus! Get him off me!

ON THE SERGEANT AND REVIEW BOARD

speechless.

CUT TO:

24 OMIT

24

25 INT. PAYNE'S HOTEL - DAY - LATER

25

ON PAYNE

sitting on the bed, eating an MRE. He holds the classified section, circling other possible jobs. *

He has transformed the room, making it as military as possible -- the bed tight enough to bounce a quarter off of, lockerbox at the foot of the bed, etc.

ON THE PAPER

as he circles an add that says: "Security -- High Pay!
People Person a must."

CUT TO:

26 OMIT

26

27 INT. MALL - DAY

27

ON PAYNE

now dressed in a security guard's uniform, walking through the mall, twirling a nightstick.

He passes by a PREGNANT WOMAN who's sitting on a bench with her feet on a planter. Payne taps the planter with the nightstick as he walks by.

(CONTINUED)

27 CONTINUED:

27

PAYNE

Feet down.

PREGNANT WOMAN

I'm pregnant.

PAYNE

Did you get pregnant in the mall?

PREGNANT WOMAN

No.

PAYNE

Then get your feet down.

CUT TO:

28 OMIT

28

29 INT. MALL

29

Payne approaching a KID wearing a Discman who's totally into the music. The MUSIC, though barely discernible in the mall, is obviously loud inside the headphones.

As Payne passes the kid, he grabs the Discman, throws it on the ground and stomps on it.

KID

You just broke my shit!

PAYNE

No loud music -- can't you read?

Payne points to a sign that says: "No Loud Music".

KID

But, but --

PAYNE

(holding up nightstick)

-- Keep moving . . .

The kid walks on. Payne looks around and unhappily observes the chaos in the mall.

CUT TO:

A29 OMIT

A29

B29 OMIT

B29

30 INT. MALL

30

WIDE SHOT OF THE MALL

Payne now has everyone moving in-step, single file, in an orderly fashion through the mall.

31 INT. MALL

31

ON A MAN

leaving a store. He starts going the wrong way. Payne whacks him.

PAYNE

Forty inches, breast to back! Swing your arms, nine inches to the front, six to the rear!

*
*
*
*

An ELDERLY WOMAN with a walker slows down the pace.

*

PAYNE

(continuing)

What's the matter with you, Grandma! You can either move that walker or wear it!

*
*
*
*

32 INT. MALL

32

ON THE MALL MANAGER

storming up to Payne -- he's furious.

MANAGER

You! You! What the hell are you doing, you crazy son-of-a-bitch! This is a mall, not a concentration camp. Get the hell out, you idiot! You moron!

Suddenly, Payne's fist darts forward and he grabs the Manager by the windpipe, choking him.

PAYNE

(quietly)

Ain't no need for name calling. We're all adults here. How would you like it if I called you something out of your character? Now how 'bout an apology?

(releases him)

Can't we get along?

*

(CONTINUED)

32 CONTINUED:

32

The Manager, with his trachea free, points to Payne and CRIES OUT --

MANAGER

Police!

CUT TO:

33-36 OMIT

33-36

37 INT. JAIL VISITOR'S ROOM - DAY

37

Payne, cuffed in hand and leg irons, is lead by TWO POLICEMAN into the visitor's room. General Decker sits on the other side of the thick plexiglass. He picks up his phone and gestures for Payne to pick up his. *

GENERAL DECKER

Jesus, Payne. You've only been out one week.

PAYNE

It's civilian life, sir. I had a minor set-back.

GENERAL DECKER

Jail is not a minor set-back. I made a few calls, Payne. I got an assignment for you --

(Payne's eyes light up)

-- it's not great, you understand, but it puts you back in the military in a small way.

Off Payne's look, we

CUT TO:

38 EXT. VIRGINIA COUNTRYSIDE - DAY

38

ON FOUR TROOP CARRIERS

driving down the highway as they veer off down a road marked "Camp Pendleton".

Directly behind the carriers, we see a Humvee. Instead of heading toward Pendleton, the Humvee continues on the road, winding gently up through remote, rolling hills. *

39 INT./EXT. HUMVEE - DAY 39*

Payne, in dress uniform, sits in the back of the Humvee, unhappily staring out of the window. *

A high endless brick wall looms in the distance.

40 OMIT 40

41 EXT. MADISON SCHOOL - DAY 41

The Humvee pulls into the school grounds. Payne gets out and walks towards the gothic, ivy covered building. It is a large place, impressive in its scale, but unusually QUIET now. *

42 INT. ADMINISTRATION BUILDING - DAY 42

Payne enters and starts down the hall, when, suddenly, the school BELL RINGS and all the doors burst open to let out hundreds of screaming anarchic schoolkids.

Payne, a little thrown, weaves through them, staring with some distaste at the kids YELLING and banging lockers. Among the kids we see various TEACHERS -- all of them well into their sixties. *

ON EMILY WALBURN *

Attractive, in her late twenties, she's yelling after PHILLIP DUNNE, a six-year old kid who's fleeing from her. *

EMILY *

Phillip. Phillip, I'm not going to chase you. *

Phillip runs like a madman until suddenly he slams into Payne -- it's like hitting a brick wall. He's flung backwards.

Payne picks him up and eyes him.

PAYNE *

Where's the rest of you, boy? What you running for? *

TIGER *

She's tryin' to give me a shot!

PAYNE *

Want me to show you a little trick to take your mind off the pain. Give me your hand, Tiger.

42 CONTINUED:

42

Payne takes Phillip's hand (Phillip will hereafter be referred to as Tiger), preparing to snap his finger when Emily appears, extending her own hand.

EMILY

Major Payne?! I'm Emily Walburn, the school counselor.

Payne is immediately taken by Emily. She shakes his hand -- her grip is like iron.

PAYNE

That's a mighty fine handshake you got. Wanna wrestle?

EMILY

No thanks, I wrestle with these kids all day.

(nods to Tiger)

This one's usually my big helper. C'mon, Phillip.

(takes Tiger's hand)

Nice meeting you, Major.

She and Tiger walk off. Suddenly Tiger bolts and runs down the hall.

EMILY

(continuing)

Phillip. Phillip, come back here. I'm not going to chase you.

She goes after him.

43 OMIT

43

44 INT. DR. PHILLIP'S OFFICE - DAY

44

Payne enters. No one sits at the desk, but on the desk is a bug terrarium, killing jar and bug mounting board. Payne looks around but sees no one.

PAYNE

Major Payne reporting for duty, sir.

From behind the desk we hear:

DR. PHILLIPS

Major Payne, I'm Dr. Phillips. Welcome to The Madison School. We've heard so many wonderful things about you.

44 CONTINUED:

44

Finally, poking his head around the desk, we get our first glance at DR. PHILLIPS. Looking a little like a mad scientist on a bad hair day, Phillips crawls around on the floor, chasing after a beetle.

*
*
*

DR. PHILLIPS
(continuing)
Please, Major. Relax.

Payne's buttock's loosen.

*

PAYNE
Thank you.

DR. PHILLIPS
I imagine General Decker has briefed you on the sad state of affairs here at the Madison School.

PAYNE
Yes, sir. You've placed last eight years running in the Virginia Junior Military games. My mission is to take first place this year by molding your boys into a deadly unit of life-takers and heart-breakers.

*
*
*
*
*
*

DR. PHILLIPS
You've certainly got more life than the previous commander.

*
*

PAYNE
What happened to him?

DR. PHILLIPS
Trampled by cows.
(catches beetle)
Gotcha, you little bastard! It was a horrible scene. What he was doing in a pasture at three in the morning has been a matter of intense speculation. I guess we all have our quirks.

*

PAYNE
Yeah, but my quirks don't moo.

DR. PHILLIPS
I like you already. Would you like to see your office?

(CONTINUED)

44 CONTINUED:

44

PAYNE
I'd like to see my men.

CUT TO:

45 OMIT

45

46 OMIT

46

A46 OMIT

A46

47 EXT. PARADE GROUND - DAY

47

ON CADET DOTSON

the militaristic Squad Leader as he sees Payne approach and immediately tries to form the squad. *

DOTSON
(yelling to the boys)
Fall in, everyone! Fall in! Let's go!

Slowly, various CADETS amble over from all around the parade ground and get into something that would only charitably be described as a formation. *

Dotson turns to Payne.

DOTSON
(continuing)
Sir, the squad is formed, sir!

PAYNE
Where are the other men? *

DOTSON
Sir, these are all the men, sir! *

PAYNE
Carry on.

Dotson runs back to join the squad.

48 EXT. MADISON OBSTACLE COURSE

48

PAYNE'S POV

on the boys as we PAN ACROSS THE LINE. Their uniforms are a mess -- dirty, unbuttoned, buttoned wrong. Some wear sneakers. They're completely pathetic.

48 CONTINUED:

48

PAYNE

My name is Major Benson Winifred Payne.
I'll be replacing Lieutenant Frankfurt as
your commanding officer.

*
*
*

ON THE CADETS

A couple begin to MOO LIKE COWS.

Suddenly we hear GUNSHOTS. The cadets, startled, immediately
shut up.

*
*

PAYNE

(continuing; replacing pistol
in holster)

Shut your slimy sewers, turds, or I will
rip out your spine and beat you with it!
I have eight weeks to turn you gaggle of
maggots into a well disciplined cadet
unit. From this day forward, your sorry
asses belong to me! You will not eat,
sleep, drink, blow your nose or scratch
your ass without my say so! Do you
understand me?

*
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*
*
*

CADETS

(halfhearted)

Yes, sir.

*

PAYNE

I can't hear you!

*

CADETS

Yes, sir!

Payne gazes down at the boys . . . but his eye is caught by
TIGER, who waves at him with a little smile.

PAYNE

(continuing)

Is your arm broke?

(Tiger shakes head no)

Is there a bee flying around you?

(Tiger shakes head again)

Then stop waving your hand, boy, or I'll
break it off and put it in your pocket.

Tiger's hand immediately goes down. He's a little hurt.

PAYNE

(continuing)

Do not attempt to challenge my authority!
I eat barbed wire and piss napalm! I can

(MORE)

(CONTINUED)

48 CONTINUED:

48

PAYNE (cont'd)
shoot a fly's nuts off at three hundred
yards! Killing is my business and
business is good! If you cross me, I'll
tear out your eyes and make you watch me
kick your ass! I am not a normal
individual!

*
*
*
*
*
*

49 EXT. MADISON OBSTACLE COURSE - DAY

49

ON TIGER

with his hand in the air.

PAYNE
(continuing)
What?

TIGER
I have to go to the bathroom.

PAYNE
Hold it!

TIGER
I can't.

PAYNE
I said hold it, private, or I'll break
that off and put it in your pocket!

Tiger tries to hold it as Payne continues.

PAYNE
(continuing)
Be advised we are going to win the
Virginia Military Games! I said win,
ladies -- Whiskey, India, November!

*
*
*

TIGER
Major Payne?

Exasperated, Payne turns to Tiger.

PAYNE
What?! What boy? WHAT?!

TIGER
I did something bad . . .

ANGLE ON TIGER'S PANTS

to see a wet stain.

49 CONTINUED:

49

Tiger begins to CRY. Payne, flustered, tries to maintain his command bearing.

PAYNE

You go change your Huggies, boy, and be back here pronto! And stop that crying, you won't get no pity from me, boy!

*
*

Tiger, horribly embarrassed, runs away off the parade field.

PAYNE

(continuing; yelling after him)

You think crying's gonna stop Charlie from sticking his big bad bayonet in your tiny, little heart!

DOTSON

Sir, Major Payne, sir!

50 EXT. MADISON OBSTACLE COURSE - DAY

50

Payne turns to see Cadet Dotson.

DOTSON

(continuing)

I just wanted to inform you, sir, that PFC Dunne has urinated in his trousers before, sir!

PAYNE

Boy, that's a real helpful bit of information. Are you a child psychologist, boy? Are you Mr. Spock?

*
*
*

DOTSON

(confused)

Sir, do you mean Dr. Spock, sir?!

PAYNE

What's your name, sweet legs?

DOTSON

Sir, Dotson, sir.

Payne pulls out his pistol and hands it to CADET FOX -- a large, muscular cadet -- who stands beside Dotson.

*
*

PAYNE

Shoot Dotson in the head.

*

Suddenly, CADET WULIGAR SNEEZES. Immediately, he winces, knowing it will draw attention.

50 CONTINUED:

50

PAYNE
(continuing)
What the hell was that?!

Payne storms down the line towards Wuligar. Sixteen and frail, Wuligar looks as if a good wind might knock him down.

PAYNE
(continuing)
Did I give you permission to sneeze,
Opie?

WULIGAR
No, sir. . .

PAYNE
Then you hold it, you big eared turd, or
I will kick your ass back to Mayberry
RFD!

Wuligar SNEEZES AGAIN.

PAYNE
(continuing)
I see you're sickly, ain't you boy?! We
gonna start bulding your immune system
right now! Drop down and give me twenty-
five pushups!

Wuligar drops down. As he does:

ON CADET HEATHCOAT

a chubby kid, about fourteen, as he SNORTS WITH LAUGHTER.

Payne's head snaps around to fix on Heathcoat. He flies toward him like an ICBM.

PAYNE
(continuing)
What're you smiling at, pigboy -- someone
show you a sandwich? What's your name,
tubby?

HEATHCOAT
Heathcoat, sir.

PAYNE
Heathcoat? That must be German for fat
pig! Tell you what, Baconboy, we gonna
make room for lunch! Drop down and give
me thirty situps!

50 CONTINUED:

50

WILLIAMS

Baconboy! Oh, that's funny!

*

Payne turns to CADET WILLIAMS.

PAYNE

What's your name, girlfriend?

WILLIAMS

Dwight Williams, but my friends call me
'D'.

PAYNE

(whispering)

You like the way I handle these white
boys, 'D'.?

WILLIAMS

Yeah, and you know that!

PAYNE

(whispering)

Makes you feel good to see a black man
running things...

WILLIAMS

Malcolm X, baby...

*

PAYNE

(whispered)

Let me tell you something . .

Payne beckons for Williams to move closer. He does.

WILLIAMS

What bro?

PAYNE

I AIN'T YOUR DAMN BROTHER!!

Now get down and give me

twenty five squat thrusts!

*

*

*

Williams does. Payne turns and walks down the line, stopping
at CADET BRYAN, who's looking up at him.

*

*

PAYNE

(continuing)

What you lookin' at, ass-eyes?

*

BRYAN

Nothing sir.

*

50 CONTINUED:

50

PAYNE

You plotting on me?!

*

BRYAN

No, sir!

PAYNE

What's your angle boy? You looking for a way to kill me?!

BRYAN

No, sir!

PAYNE

You don't like me, do you boy?!

BRYAN

(confused)

No, yes, no --

PAYNE

You wanna stick a knife in my head and suck out my brain, don't you, boy?!

*

*

BRYAN

No, sir!

*

PAYNE

Let me tell you all something -- war has made me extremely paranoid. When you look me in my eye, it makes my Agent Orange act up and I get the urge to kill! You got that, ass-eyes!

*

*

*

*

*

*

BRYAN

Yes, sir!

PAYNE

(to everyone)

Is that clear?!

CADETS

(all except cadet Fox)

Sir, yes, sir!

PAYNE

I can't hear you!

CADETS

(all except Fox)

Sir, yes, sir!

*

50 CONTINUED:

50

Payne storms up to Cadet Fox.

PAYNE

What's your damage, musclehead?! You
stupid?! You ignorant?! Or you just
deaf?

*
*
*

WULIGAR

(just finishing his push-ups)
Yes, sir. Actually, he is deaf, sir.

*
*

PAYNE

Thank you -- now get down and give me
twenty five more for speaking out of
line.

Wuligar GROANS and continues the push-ups. Payne turns to
Fox.

PAYNE

(continuing)

I'm sorry, Mr. Handicapped Man -- I
didn't mean to offend you. You read
lips? You know sign language?

*
*
*

Cadet Fox nods. Slowly, Payne uses his own version of sign
language.

*
*

PAYNE

(continuing)

If you don't answer when I ask you a
question, I will stick my foot in your
ass. You understand that, boy?

*
*
*
*
*

CADET FOX

Sir, yes, sir!

Suddenly, from OFFSCREEN, we hear LAUGHTER.

ON THE CADETS

looking past Payne at something behind him. Their eyes light
up at what they see -- a show's about to commence.

ON PAYNE

slowly, so very slowly, turning to see who in this world
could possibly be laughing at him.

51 EXT. MADISON OBSTACLE COURSE

51

HIS POV

(CONTINUED)

51 CONTINUED:

51

standing there we see ALEX STONE, a seventeen year old long-haired kid wearing fatigue pants, a leather jacket and an untucked T-shirt that says: "Who Farted?"

PAYNE

Hello, Sweetmouth. Welcome to the party.
Where's your uniform?

*

ALEX

I like this look better, General,
Admiral. . . whatever you are.

PAYNE

It's Major, boy.

ALEX

(broadly)

Whooooa! Major.

(to the boys)

We got a Major, guys!

PAYNE

What's your name, Rapunzel?

*

ALEX

Alex Stone, sir. Hey, ho, Sir! Yes,
sir!

Alex does a complicated salute and spin. The boys LAUGH.
Payne smiles.

PAYNE

Well, I'm glad you got a sense of humor,
boy, 'cause so do I.

Payne smiles -- it's a dark and scary smile.

CUT TO:

52 EXT. MADISON PARADE GROUNDS - DAY

52

ALL THE CADETS

staring into space in shock -- the boys are all now SHAVED
and COMPLETELY BALD.

PAYNE

From this moment on, ladies, you will
strive to be like me. You will eat like
me. Sleep like me. Piss like me. And
until you win the military games...

(to Alex)

...you will be bald like me.

*
*
*
*

52 CONTINUED:

52

WILLIAMS
(to Alex)
You're an asshole.

INTERCOM'
ANNOUNCEMENT
(over loudspeakers)
Major Payne, please report to Dr.
Phillip's office immediately!

PAYNE
(to Dotson)
Dotson -- take these men through two
hours of PT.

DOTSON
Company -- fall in! PT Formation!
Jumping Jacks -- and. . .

Dotson starts doing jumping jacks. The rest of the boys
follow suit. Payne walks off.

DOTSON
(continuing)
Keep moving! Let's go! Pick it up

ALEX
(doing jumping jacks)
Shut-up, Dotson. . .

CUT TO:

53 INT. PHILLIP'S OFFICE - DAY

53

CLOSE ON DESK

as the beetle Dr. Phillips was chasing trundles across it.
Suddenly a fist slams down on the desk, smashing the bug.
The fist belongs to LT. COLONEL XANDER STONE -- a lunatic,
brutal Lt. Colonel. He SCREAMS at Dr. Phillips, who shrinks
from him.

LT. COLONEL STONE
. . . I have been in Nam, I have been in
Iraq, I have been in places so secure if
I told you, I'd have to eat your liver,
but I have never been as surprised as I
was this morning when I opened my door to
see that boy escorted by two civvie cops!

Suddenly, Payne storms in.

53 CONTINUED:

53

PAYNE
(to Dr. Phillips)
You wanted to see me?

Phillips looks up, incredibly grateful to see Payne.

DR. PHILLIPS
Oh, here he is! Major Payne, please meet
Lt. Colonel Xander Stone -- Alex Stone's
father.

LT. COLONEL STONE
Step-father.

DR. PHILLIPS
(to Lt. Colonel Stone)
Major Payne is the new commandant.

Stone is immediately in Payne's face.

LT. COLONEL STONE
What kind of piece of shit squad are you
running here, Major?!

DR. PHILLIPS
(trying to placate him)
He just arrived this morning.

LT. COLONEL STONE
Well, let me tell you something, toy
soldier -- if that boy ever gets in my
face again, I'll hold you personally
responsible. You got that?!

PAYNE
I got it.

The Lt. Colonel storms out. Phillips SIGHS and collapses in
his chair.

DR. PHILLIPS
I apologize, Major. Mr. Stone has always
been something of a loose cannon, but
things have gotten much worse since they
retired him from Special Forces.

PAYNE
I wish you'd have told me that when he
was up in my face.

*

54 INT. DR. PHILLIPS OFFICE - EXT. PARKING LOT - DAY 54
THROUGH THE WINDOW

we see Stone drive off, SCREECHING HIS TIRES.

CUT TO:

A54 EXT. PAYNE'S OFFICE AND QUARTER'S - DAY A54
This small house overlooks the parade grounds. Emily and *
Tiger walk towards it. *

55 INT. PAYNE'S OFFICE - DAY 55
Payne reviews dossiers of his kids when there's a knock at
the door.

PAYNE

Come.

Emily enters.

PAYNE

(continuing)

What's up, Miss Walburn?

EMILY

Major Payne, can you please help me to *
understand what prompted you to shave the *
children bald? *

PAYNE

It's an incentive program. These boys *
have to earn their hair. *

EMILY

Do they have to earn bathroom privileges,
too?

Behind Emily, we see Tiger poking his little bald head around
the corner.

PAYNE

(looking at him)

What's your story, morning glory?

Tiger runs up and clings to Emily's dress. His face is puffy
from crying.

55 CONTINUED:

55

EMILY

He's upset about this morning.
Apparently, he had an accident.

PAYNE

I'd say he pissed all over himself.

EMILY

Maybe that's because he's seven.

PAYNE

When I was seven I was already shaving
twice a day.

(to Tiger)

You upset about this morning, private?

*
*
*
*

Tiger nods, clinging tighter to Emily's dress.

EMILY

I told him there was something you'd like
to say to him ...

PAYNE

Yeah, stop peeing on yourself.

EMILY

I mean an apology.

PAYNE

(stunned)

An apol. . . an apology! Allright--

(looks down)

Look turd -- I'm apologize you ain't man
enough to hold your water.

EMILY

Major!

PAYNE

Allright, allright. . .

(tries again)

Cadet Tiger, Next time, drain your snake
before you come out to the parade ground,
got it?

*

Tiger nods.

PAYNE

(continuing)

Allright. Dismissed.

Tiger continues to cling to Emily's dress.

55 CONTINUED:

55

PAYNE
(continuing)
I said dismissed, private.

Payne salutes. Tiger salutes back, then runs off. Emily, a school counselor to the core, quickly evaluates Payne and comes up with a plan of attack.

EMILY
Major Payne, we're all very impressed by the heroic stories of your courage leading men into battle, but now you're dealing with children and children have special needs. I'd like to suggest that you and I become partners in the emotional growth and development of these little ones.
(moves in, incredibly sweet)
Can you be my big helper and help me do that?

ON PAYNE

completely entranced by Emily. No one has ever spoken to him this way.

PAYNE
(weakly).
Yes.

EMILY
Good. I'll see you later.

Emily walks out.

ON PAYNE

as he suddenly realizes he gave in to a woman, that he's done something completely un-Payne-like. He looks down at the bulge in his pants.

PAYNE
(angrily)
At ease, soldier!

Then immediately drops and begins to do push-ups to work off his sexual frustration as we

CUT TO:

A55 EXT. CLOCKTOWER - NIGHT

A55*

The cadets walk back to their dorms, exhausted. All the regular students laugh at their bald heads.

*
*

56 INT. DORM ROOM - NIGHT

56

The room is set up for four students -- four desks and four bunk beds. The guys have gone to great pains to make their own spaces as separate from each other as possible -- sheets hung to separate living spaces, headphones instead of a general stereo, etc.

*
*
*
*

Wuligar, Heathcoat, Williams and Alex walk in and flop down on their bunkbeds. Heathcoat above Williams, Wuliger above Alex.

*
*

WILLIAMS

(rapping)

Floppin' on the bed, feeling almost dead,
can't get the sound, of Payne out of my
head.

HEATHCOAT

(eating candy)

Just shut up. . .

*

WILLIAMS

You telling me to shut up?! I'll punch
you so hard your mama fall down! And why
don't you take a break with that candy
before you fall through the bed!

*
*
*
*

Williams immediately puts on headphones to tune out the other guys in the room.

WULIGAR

(looking at bald head in
mirror)

I look like Curly from the Three Stooges!

ALEX

Excuse me, are you supposed to be
touching my bed?

*
*

WULIGER

No ...

ALEX

Then get off.

*

56 CONTINUED:

56

WULIGER

(climbing onto his bunk,
inhaling nasal spray)
He's gonna kill us, you know. I have a
heart condition -- I'm not sure he's
familiar with my medical history.

*
*
*
*
*

ALEX

Jesus, Wuliger, stop whining...

Suddenly, Dotson enters CLAPPING. The boys GROAN.

*

DOTSON

Let's go! Let's go!

*

ALEX

You ever heard of knocking, Dotson?!

DOTSON

You won't have to worry about that
anymore. I have good news for you,
assholes. Pack your bedding, your kit
and your clothes.

HEATHCOAT

Where're we going?

CUT TO:

A56 EXT. BARRACKS BY PARADE GROUND - NIGHT - EST.

A56

PAYNE (O.S.)

Hello Ladies...

57 INT. BARRACKS IN JROTC BUILDING - NIGHT

57

ON PAYNE

PAYNE

...Welcome to the House Payne!

*

ON THE BOYS

holding packed duffels as they stare with dismay at the
large, long room in front of them.

Beds run down each side. Beside each bed is a locker and a
desk -- slightly nicer than an actual military barracks but
still a far cry from the four person rooms they came from.

57 CONTINUED:

57

WILLIAMS

You gotta be jokin' me ...

PAYNE

A squad that lives together, wins
together! Unity gentlemen -- that's the
key word in unit, without the "Y".
Choose a bunk and settle in. Tiger and
Leland -- you'll come with me to the ROTC
building.

*
*

Tiger and Leland walk over to Payne as the rest of the boys,
GROANING, begin to amble about, looking for a bed.

*
*

WULIGAR

(whispered)

We can't stay here! It's very damp. And
the dust. What about my allergies...

*
*

HEATHCOAT

(whispered)

You gotta stop this! You know how far we
are from the kitchen?

*
*

ALEX

Shut up!

(to Payne)

Major Payne, sir?

Payne turns.

ALEX

(continuing)

Sir, I think I speak for everyone when I
say this place is unacceptable and we
will not tolerate this move.

*
*

PAYNE

Really?

CUT TO:

58 EXT. OBSTACLE COURSE - NIGHT

58

ON ALL THE BOYS

buried up to their necks in mud. Payne walks along the row
of them, spraying them with a hose.

PAYNE

Love my barracks night and day!

58 CONTINUED:

58

BOYS

Love my barracks night and day!

PAYNE

Won't complain -- that's where I'll stay!

BOYS

Won't complain -- that's where I'll stay!

PAYNE

All for one and one for all!

*

BOYS

All for one and one for all!

*

PAYNE

And I don't mind being bald!

*

BOYS

And I don't mind being bald!

*

Payne kneels down and gets right in Alex's face.

PAYNE

Bet those barracks are looking real good
right about now. . .

Payne stands and moves on. Williams buried in the mud next
to Alex, turns to him.

WILLIAMS

Good plan, Alex.

ALEX

Why don't you shut up!

WULIGER

I think I'm catching strep throat.

*

HEATHCOAT

(staring into space in shock)
Can he do this?

PAYNE

Okay my little brussel sprouts, uproot
yourselves, wash off and get some sleep -
- you're gonna need it.

*

*

*

DOTSON

(in the mud)
You heard him! Let's go! Move it!

*

58 CONTINUED:

58

PAYNE

(to Dotson)

That means you, too, Brown nose -- you
don't get any special favors around here.
Tomorrow morning, ladies, we start the
hard stuff.

*
*
*
*

Payne leaves. The boys watch him in awe and hate.

HEATHCOAT

The hard stuff?

Alex pulls himself out of the mud.

WULIGER

Alex, help me out.

ALEX

Help yourself.

CUT TO:

59 OMIT

59

A59 EXT. BARRACKS - NEXT MORNING

A59

It's raining ferociously. Payne, in rain gear, strides up
and enters.

60 INT. BARRACKS - MORNING

60

Payne storms in, BANGING A LOCKERBOX.

PAYNE

Reveille! Reveille! Rise and shine, my
little Vienna sausages. Hit the deck on
the bounce, people.

*
*
*

The boys blearily open their eyes. Alex looks out the window
at the rain and lightning -- it's a horrorshow.

ALEX

Major, we can't drill today -- it's
raining outside.

PAYNE

Oh, forgive me for not noticing. You
boys go on and get your beauty sleep.

*
*

Payne then takes out a lighter, holds it up to the safety
sprinklers on the ceiling and flicks it on.

60 CONTINUED:

60

Immediately water sprays onto all the kids in the barracks.
They SCREAM.

PAYNE

(continuing)

Whoops -- it's raining in here, too.
Move out, turds!

*
*

CUT TO:

61 EXT. OBSTACLE COURSE - DAY

61

The cadets are running through the obstacle course, but they're terrible -- falling off things, slipping in the mud, etc. Payne walks through, yelling at the cadets.

*

PAYNE

(to cadets)

Move it, turds! You won't get no sympathy from me! You'll find sympathy in my dictionary between shit and syphillis!

(to Wuligar)

C'mon, Dumbo, you should be able to fly across those tires!

(to Fox)

Pick it up, Mr. Handicapped Man! That's a rope, not a hearing test.

*
*
*
*
*
*
*
*
*

Everyone finishes but Heathcoat, who can't make it over the wall. Payne runs up to Heathcoat in a fury.

*
*

PAYNE

(continuing)

You've got to be kidding me, pigboy! Get your fat porkchop body over that wall! We're gonna run this course all night long until the average for this squad is one minute twenty seconds!

*
*
*
*
*

Alex runs up.

ALEX

Leave him alone! He can't make it, okay! I can barely do it! It's slippery out here!

*
*
*

PAYNE

Slippery? What would you do if this was a life or death situation?!

*
*

61 CONTINUED:

61

ALEX

But this isn't a life or death situation!

PAYNE

Oh, yeah?.

Payne takes a grenade from his fatigues.

The boys react.

Payne smiles, then pulls the pin with his teeth.

PAYNE

(continuing)

One Mississippi, Two Mississippi...

ON THE BOYS

as they all take off like a shot, running through the obstacles like gazelles.

ON HEATHCOAT

he leaps over the wall and runs the rest of the course.

PAYNE

(continuing)

Seven Sippies -- that's a world record.

ALEX

Guys, what are you crazy?! It's a dummy grenade!

Payne takes the grenade and tosses it across the parade ground, where it explodes!

JOHNSON

Cool!

CUT TO:

Alex diving to the ground as debris rains down around him.
He looks up at Payne.

PAYNE

Now who's the dummy?

62 EXT. OUTSIDE BARRACKS - DAY

62

ON THE BOYS

62 CONTINUED:

62

doing push ups in unison as Payne supervises. They're all trying now, but they're exhausted.

PAYNE

Eighteen, Nineteen, Seven, Eight, Five...

WILLIAMS

This guy can't count...

ON WULIGAR

He's had it. He can't raise himself to join the others on the next count. Payne walks up.

PAYNE

Get up, boy. You gonna make your whole squad hold their positions! No one's leaving till everyone gives me twenty-five.

WULIGAR

I can't, sir. I just can't..

PAYNE

Oh, never say can't .

CUT TO:

63 EXT. PASTURE - DAY

63

A COW, in a pasture full of cows, MOO'S LOUDLY.

ON A SHOVEL

collecting cow shit. We follow the shovel to Wuligar, where the shit is dumped directly beneath him as he does pushups in the middle of the herd.

WULIGAR

Twenty-two, twenty-three, twenty-four, twenty-five.

Wuligar rolls away from the shit and collapses.

PAYNE

See, Wuligar, it's just mind over matter. Fecal matter that is. Ain't that some shit?

Payne stands and turns to address all the other cadets, who stand around Wuligar.

63 CONTINUED:

63

PAYNE

(continuing)

Alright, turds, there's only one word to describe your performance -- pathetic, disgusting and unacceptable. Move out, by the numbers, as a unit -- showers, classes, chow. Remember, maggots, we move as a team.

*
*
*
*
*
*

He walks off. The boys watch him, full of hate.

ALEX

We gotta take this guy out of commission.

CUT TO:

A63 INT. CHEMISTRY CLASS - DAY

A63*

Regular school students, as well as the cadets (including Fox, Dotson and Johnson) are grouped around various lab tables, working on a variety of experiments.

*
*
*

ON ALEX, WILLIAMS, HEATHCOAT, WULIGER AND BRYAN

*

grouped around a lab table as Cadet Bryan pours a frothy, pink substance from a beaker onto a cupcake that has had the icing scraped off.

*
*
*

ALEX

So what is it exactly?

*

BRYAN

Concentrated Dithylomane -- it's like a super laxative. It packs enough power to take out an entire football team. Payne'll never get off the can -- he'll be making beef stool till graduation.

*
*
*
*
*

64-66 OMIT

64-66

67 INT. CAFETERIA - DAY

67

All the cadets watch in anticipation as their plan is put into action.

*
*

ON WULIGAR

waiting on the other side of the cafeteria, covertly watching Payne who eats alone at a table. Payne takes a can of V-8 and, using only his finger, punches two holes in the can. Alex gives Wuligar a nod. Wuligar walks up to Payne.

*
*

67 CONTINUED:

67

WULIGAR

Sir, Major Payne, sir -- there's a call
for you.

Payne gets up and walks out.

Alex motions to Bryan, who turns to a window and receives the
cupcake from a pair of hands. He walks across the cafeteria,
joined by all the cadets who shield him from the eyes of the
teachers and swaps the laxative cupcake for the one on
Payne's tray.

*
*
*
*
*

WULIGAR

(continuing)

He's coming!

*

The cadets bolt back to their table as Payne returns.

68 INT. CAFETERIA - DAY

68

Payne looks around suspiciously. We can tell from his
demeanor there was no one on the phone. He glances at the
cadets.

They quickly look away.

Payne sits down ... and eats the cupcake.

The boys watch enthusiastically.

69 INT. CAFETERIA - DAY

69

Suddenly, we see something building in Payne. Something
huge, monstrous -- we can tell by the look on his face.
Finally, after a tremendous build, Payne rocks on his seat
and emits a little, tiny fart.

ON WULIGAR

*

walking past Payne. He collapses in a dead faint.

*

Payne smiles.

*

CUT TO:

70 EXT. RIFLE RANGE - DAY

70*

The cadets practice riflery by shooting at distant targets --
they're terrible.

*
*

70 CONTINUED:

70

WILLIAMS

(to Wuligar)

He's unbelievable! He almost put you in
a coma!

*
*

HEATHCOAT

It can't be legal the way he's been
treating us -- let's just tell Phillips.

ALEX

That senile old man ain't gonna help us!
Phillips hired Payne because he's a
hardass -- he wants him to put us through
hell! I wish I had that bastard in my
sights right now.

*
*

Suddenly, Payne appears in Alex's rifle sight.

PAYNE

That would make me the safest bastard in
the world. Let's see what kinda balls
you got, maggot. Lock another round in
there, take up a good sight picture and
squeeze it off. Focus on what you want,
turd. Be that bullet.

*
*
*
*
*
*

Alex hunkers into a tight position and squints behind the
sights.

*
*

THROUGH THE PEEP-SIGHT

*

as it moves from the target...up to Payne's crotch...then
back down to the bullseye of the target. Alex shoots. He
misses.

*
*
*

PAYNE

(continuing)

Least you coulda done was shoot me in the
nuts.

Payne walks off.

ALEX

We gotta get rid of that son-of-a-bitch.
We're gonna have to prove he did
something so vile, so perverse, so
disgusting Phillips will have to fire
him.

HEATHCOAT

Like what?

CUT TO:

71 INT. BARRACKS - NIGHT

71

ON HEATHCOAT

now wearing a dress. All the other kids stand around him, trying to hold back laughter.

HEATHCOAT

(mortified)

Why me?

ALEX

You got the biggest tits.

HEATHCOAT

C'mon -- why not Wuligar?

ALEX

You want to get rid of Payne, you'll do what I tell you. Besides, Wuligar's gotta take the pictures!

CUT TO:

72 EXT. MADISON GROUNDS - NIGHT

72

All the cadets, except Dotson, creep across the grounds towards Payne's bedroom.

*

73 EXT. PAYNE'S WINDOW - NIGHT

73

They creep up to the window and peek inside.

THEIR POV

74 INT. PAYNE'S ROOM - NIGHT

74

Payne lays on his bed, asleep -- but his eyes are wide open.

The clock above Payne's bed reads 11:56.

75 EXT. MADISON GROUNDS - PAYNE'S WINDOW

75

WULIGAR

He's just laying there...

WILLIAMS

He's gotta be tired.

ALEX

Don't worry. He can't stay up all night.

DISSOLVE TO:

76 LATER

76

Payne is still asleep, eyes open. He hasn't moved position.
The clock above his bed now reads 4:12.

77 ON THE CADETS

77

watching from outside the window. Most of them have fallen asleep. Wuligar and Alex, exhausted, keep watching.

WULIGAR

He can't still be awake...

ALEX

Who is this guy, the Terminator?

FADE OUT

CUT TO:

78 EXT. INCREDIBLY STEEP HILL - DAY

78

Payne runs the cadets up this steep incline as they SING
JODIES.

PAYNE

Keep moving, Keep moving. I'm gonna
shoot anyone that falls behind.

ON WULIGAR, WILLIAMS, HEATHCOAT AND ALEX

as Payne jogs up to them.

PAYNE

(continuing)

No rest for the weary, huh, boys?

With a LAUGH, Payne jogs on.

CUT TO:

79 EXT. PAYNE'S HOUSE - NIGHT

79*

The cadets are gathered around Payne's window. Heathcoat runs
up wearing a new dress. *

ALEX

What happened to the other dress?

79 CONTINUED:

79

HEATHCOAT

This one's prettier.

*

ALEX

I'm starting to worry about you...

They look in the window. Payne sleeps in exactly the same position as the previous night -- eyes open.

*

*

WILLIAMS

He's awake again...

*

ALEX

(shakes his head)

I checked on that -- Marines are trained to sleep with their eyes open, combat ready. Let's go.

80 INT. PAYNE'S ROOM - NIGHT

80

The door opens and the boys enter. Payne doesn't stir. Wuligar prepares the camera as Alex directs Heathcoat to the bed.

ALEX

(continuing)

Climb in...

HEATHCOAT

Can't I just stand beside the bed?

ALEX

Get in.

Heathcoat reluctantly climbs under the covers with Payne.

ALEX

(continuing)

Put your head on his shoulder.

HEATHCOAT

Are you crazy?!

ALEX

Do it. Spoon position.

Heathcoat does.

ALEX

(continuing)

Good. Now look scared.

80 CONTINUED:

80

Heathcoat contorts his face.

ON PAYNE

PAYNE

What you boys doing in my bed, pigboy?

*

The kids SCREAM.

CUT TO:

81 EXT. QUAD - DAWN

81

All the boys run laps around the campus, SINGING JODIES.

PULL BACK TO REVEAL

That every single bald cadet (including Dotson) is now wearing a dress.

PAYNE

Pick it up, Girls. Let's go.

*

All the regular students watch this mortifying scene in hysterics. Emily walks up to Payne. Payne does not acknowledge her, still upset that he gave into her the last time they spoke.

*

*

*

EMILY

Major Payne -- what are the boys doing in those dresses?!

*

*

PAYNE

(not looking at her)

Puttin' on a fashion show.

EMILY

I thought we had a little talk about this kind of negative reinforcement. Weren't you going to be my big helper?

*

*

*

PAYNE

They started it.

*

EMILY

Well, I'm stopping it..

*

Emily reaches for the whistle around Payne's neck.

*

PAYNE

(pushing her hand away)

Don't touch my whistle.

*

*

81 CONTINUED:

81

EMILY
(reaches again)
But I just want to --

*
*

PAYNE
(stops her)
--Don't touch my whistle.

*

Payne than takes his whistle and blows it, getting the cadet's attention.

PAYNE
(continuing)
Allright you gaggle of maggots. Return
to your barracks, take off those dresses
and hang 'em up neatly! MOVE OUT!

The boys start walking towards their barracks.

*

ON PAYNE AND EMILY

*

EMILY
Why do you think I'm sensing so much
hostility towards you from the boys?

*
*

PAYNE
They may not like me, but they will
respect me.

*
*

EMILY
Let me be more direct -- they hate you.

*

PAYNE
Exactly. It brings them closer together.
Makes them a team. A family.

*
*

EMILY
That's a very cynical plan.

PAYNE
Yeah, but it can't backfire.

Emily hands him a book called "The ABC's of the Loving Male Role Model".

EMILY
Here. I want you to have this book.
Read it. Apply it.

*
*

PAYNE
I don't want your book.

*

81 CONTINUED:

81

EMILY

Take it.

*

She forces the book in his hand and walks off with a smile,
leaving Payne holding the book. Payne looks down at it as if
it was an alien artifact.

*

*

82 ON THE CADETS

82

Walking back to their barracks as the regular students LAUGH
at them.

ALEX

(to Heathcoat)

I know a surefire way to get this son-of-
a-bitch but it's gonna cost us. I need
two hundred bucks. How much you got?

*

HEATHCOAT

Twenty.

WULIGAR

I got twenty-five.

DOTSON

Put me down for forty.

The Cadets start shouting out dollar figures.

ALEX

Allright. We're taking out Payne
tomorrow. This is war.

83 OMIT

83

84 INT. PAYNE'S ROOM - NIGHT

84

Payne is reading the book "The ABC's of the Loving Male Role
Model". He's turned to a chapter called "The Three Bee's of
Loving". It's illustrated with cute flying Bee's.

RULE NO. ONE: Bee Sensitive.

*

RULE NO. TWO: Bee a good listener.

*

RULE NO. THREE: Bee a problem solver.

Payne mouths the three bees with complete disgust.

*

Suddenly, there's a KNOCK ON THE DOOR.

PAYNE

Come!

Emily walks in. Payne, seeing it's Emily, quickly lowers the book beneath the level of the desk so she can't see it.

PAYNE

(continuing)

What's up, Princess?

EMILY

I just came by to let you know that Wuligar's complaining of chest pains so you shouldn't bury him in the mud this evening.

*
*

PAYNE

(glancing down at the book)

I'll be sensitive to his needs.

EMILY

(seeing the book)

Have you been reading the book?

PAYNE

I mighta glanced at it a little.

EMILY

(genuinely impressed)

I'm very proud of you, Major...

PAYNE

(enjoying the positive
attention)

It ain't hard to be sensitive.

Suddenly, the door opens and Tiger bursts into the room.

*

TIGER

(yelling)

He's back! He's back!

PAYNE

Who's back?

TIGER

The man who lives in my closet.

PAYNE

Boy, get out of here!

*

EMILY

(sotto voce)

Sensitive...

*

*

PAYNE

(gives her a wink)

Look, turd -- you're just having a
nightmare, you know what a nightmare is?

*

*

(Tiger nods)

*

Well, this is a nightmare. Go back to
bed right now and maybe the man won't
jump out your closet and chop off your
head. Move!

*

*

*

*

*

Tiger, absolutely petrified runs out. Emily, upset, turns to
Payne.

*

*

EMILY

You call that sensitive? I want to give
you a little history on Phillip Dunne.
Both his parents are dead --

PAYNE

-- Car accident, 1989. Lived in Chelsea
orphanage until May '91 when the school
adopted him. I know all about it,
princess.

*

*

*

*

EMILY

Then you should also know that the last
thing he needs right now is a sadistic
father figure scaring the life out of
him!

PAYNE

Maybe what he needs is for you to pop
your titty out his mouth and let him grow
up!

EMILY

(stunned)

What did you say?!

*

PAYNE

I didn't stutter! Stop babying him!

EMILY

I don't call it babying, I call it
nurturing!

(CONTINUED)

84 CONTINUED:

84

PAYNE
I call it neutering!

*

EMILY
And I call you an overbearing, fascist,
psycopathic, perverted, insecure, wanna
be Montel Williams, dictatorial,
egomaniacal frigid lunatic, blueballs,
asshole!

*

*

*

*

*

They're in each other's face -- the tension is thick.
Suddenly, Tiger runs in again.

*

*

TIGER
He's still there!

Payne gives Emily an evil glance then turns and walks into
the hall.

A84 INT. HALLWAY - NIGHT

A84*

Payne walks down the hall as Tiger runs to keep up.

*

PAYNE
(mumbling to himself)
You wana see nurturing? You wanna see
sensitive? You want to see the ABC's of
a loving male role model...

85 OMIT

85

86 INT. TIGER'S ROOM - NIGHT

86

Payne strides into the room, followed by Tiger. He walks up
to the open closet.

PAYNE
He in there?

Tiger, fearfully looking into the closet while hiding behind
Payne, nods.

PAYNE
(continuing)
Okay.

Quick as a blink, Payne pulls his revolver from his holster.

BAM!-BAM!-BAM!-BAM!-BAM!

Payne unloads five shots into the closet.

86 CONTINUED:

86

Leland leaps out of the other bed, SCREAMING.

*

LELAND

Whas goin' on?!

PAYNE

Nothing. Go back to bed.

CUT TO:

87 INT. HALLWAY IN BARRACKS - NIGHT

87

Payne exits Tiger's room. Emily, shocked and furious, runs into the hall as well.

*

*

EMILY

What was that?!

PAYNE

Third Bee -- problem solved.

Suddenly, Tiger runs into the hall, excited.

*

TIGER

Miss Walburn! Miss Walburn! Major Payne just terminated the bad man with extreme prejudice!

*

*

*

PAYNE

(to Tiger)

You run off to bed, now. He won't bother you no more.

Tiger wraps his tiny arms around Payne and hugs him tight.

TIGER

Thank you, Major.

For a moment, Payne is very vulnerable. Emily sees this and is affected by it. Suddenly, Payne flips Tiger on his back and holds him in a military grip.

*

*

PAYNE

What's your angle, boy? You plottin' on me? Tryin' to lower my defenses so Charlie can sneak up and put a bullet in my head?

TIGER

No, sir.

87 CONTINUED:

87

EMILY

(as if talking to a
neanderthal)

Payne! It's okay! It's okay!!
(takes his hand, moves it
away)

He's just showing you some affection.

PAYNE

I don't like it. Make me feel
all funny.

(to Tiger)

You go on back to bed, boy.

Payne lets Tiger go. Tiger runs off.

Emily lets go of Payne's hand. Very close now, they have a
nice moment.

DISSOLVE TO:

88 EXT. QUAD - NEXT DAY

88

The kids get their drill rifles from the supply area. Payne
is nowhere in sight -- neither is Alex.

HEATHCOAT

Where is he?

WULIGAR

He better get here...

Suddenly, a pick-up truck swings into the campus. Alex
(looking like he's been up all night) leaps out of the back,
shouts thanks to the driver and runs to join the cadets who
gather around him excitedly.

DOTSON

You do it?

ALEX

I did it.

WILLIAMS

(rapping, elated)

Payne's not here, he's in our ass/Butt's
so tight, he can't pass gas/ Sound off!

88 CONTINUED:

88

CADETS

One, two...

WILLIAMS

Sound off!

CADETS

Three, four...

Suddenly, Payne walks up behind Williams. Williams can't see him.

*
*

WILLIAMS

Bring it on down.

(silence)

Bring it on down.

(silence)

Guys -- bring it on down.

Williams turns to see Payne standing there.

PAYNE

You like to rhyme, don't you, boy?

(to all cadets)

I bet you don't know what rhyme with a
hundred and fifty push-ups? I sure do.

Get on down.

Payne points to the ground. The boys drop and prepare for push ups.

PAYNE

(continuing)

One -- havin' fun. Two -- you ain't
through. Three -- bumblebee.
Four -- got a whole lot more.
Five -- you still alive?

The cadets nod sadly.

89 OMIT

89

90 EXT. FRONT OF SCHOOL - DAY

90

LOW ANGLE

as a motorcycle pulls up. A black, booted foot heels the
kickstand into place and the owner of that boot gets off the
bike.

91 EXT. QUAD - DAY

91

ANGLE BEHIND THE MAN

wearing the black boots. We haven't seen his face but we can tell one thing -- this guy isn't just big, he's huge. A monster. A tank of a man.

ON STUDENTS

in regular school uniforms as they part to make way for this behemoth, watching him with stunned expressions.

92 EXT. MADISON QUAD - DAY

92

POV OF THE MAN

looking down on Tiger, who's headed towards the parade ground.

MAN (O.S.)

Where's Payne?

Tiger points with a shaky finger. The man moves in that direction.

93 EXT. QUAD - DAY

93

PAYNE

(still calling rhymes)

Forty eight -- Ohh, gettin' late. Forty
nine -- Ohh, lookit the time. Fifty --
there now, don't you feel nifty?

*
*
*

They all collapse.

PAYNE

(continuing)

That effort is unacceptable. If I don't
see some real improvement before Parent's
Day tomorrow, you will all wish your
parents had never given you life. Let's
move out to the drill field! Dismissed!

*
*
*
*
*

Suddenly, rounding a corner behind Payne is the Man. He walks toward Payne with measured, even strides.

94 EXT. MADISON PARADE GROUND

94

ON THE SQUAD

immobile, stunned, as they see this guy approach Payne's back.

PAYNE

(continuing)

I said dismissed! What are you waiting
for -- you all wanna rhyme some sit-ups?

The squad still doesn't move. Payne realizes they're looking
at something behind him.

Slowly, Payne turns.

The behemoth strides up -- he's a killer.

HEATHCOAT

(whispering, in shock)

Jesus Christ...

WULIGAR

This guy's gonna kill him...

MAN

You Payne?

PAYNE

Fe-Fi-Fo-Fum, what beanstalk you fall
from?

MAN

I heard you been giving these boys a hard
time. I heard you couldn't even hack it
in the man's military. I heard it's
better you went somewhere else.

Payne turns, glares at the squad, turns back. He walks
towards the man.

PAYNE

You know what I heard? I heard your big,
biscuit ass like to spend the night with
sheep.

The Man hauls off and belts Payne in the face. Payne's head
snaps to the side.

Slowly, Payne turns back to the man.

MAN

Thinkin' about leavin' yet? I don't
wanna hurt you no more.

PAYNE

Well then why don't you take a rest --
let me inflict a little pain. Now what
I'm gonna do is take my right foot and

(MORE)

94 CONTINUED:

94

PAYNE (cont'd)

put it across the left side of your face
and there ain't nothing you can do about
it.

MAN

Don't give me that "Billy Jack" bullshit.

Payne fakes. The guy blocks the left side of his face. Then
Payne's fist darts forward, catches the man in the windpipe
and Payne makes a move so small and quick it seems like
nothing, but the result is that the man has dropped to the
ground, GROANING IN PAIN.

MAN

(continuing; looking up at
Payne)

I thought you said you was gonna use your
right foot.

PAYNE

You callin' me a liar?

Payne kicks him in the face with his right foot, knocking him
out cold.

ON THE SQUAD

Eyeing Payne fearfully -- they know they're in a world of
shit.

CUT TO:

95 INT. BARRACKS - DAY

95

Payne walks down the row of cadets, pointing to his bloody
nose.

PAYNE

Somebody has to answer for this. Who's
responsible? I want a name.

The cadets look at each other nervously.

PAYNE

(continuing)

I guess nobody's responsible. I just had
that one coming. And I guess you know
what you got coming...seven twenty-three
hour days filled with fun and adventure.
I'm gonna make you boys strong.

ON ALEX

95 CONTINUED:

95

stepping forward out of line.

ALEX

Sir.

PAYNE

Yeah, sunshine?

ALEX

It was me, sir -- I hired him.

PAYNE

Okay, that's one death warrant signed.
Who's next?

(turns to Dotson)

What about you? Ain't you responsible
for these men? You are the Cadet
Captain, aren't you?

ON DOTSON

Sweating, he's a complete wreck.

DOTSON

Sir, I uh...I had nothing to do with it,
sir.

PAYNE

You didn't, huh?

ALEX

I did this on my own, sir. The rest of
the squad was unaware of my activities.

PAYNE

That's a pretty bold move. What do you
think I should do with you, Cadet Stone?

ALEX

I don't know, sir.

PAYNE

You don't know? I would think someone as
creative as you should be able to come up
with a variety of punishments.

ALEX

I guess you should probably expel me,
sir.

95 CONTINUED:

95

PAYNE

Expel you? that's too easy -- that's like sending you on vacation!

(turns to Dotson)

Dotson!

DOTSON

Sir, yes sir!

PAYNE

You are no longer Squad Leader! These are your boys and whether you are guilty or not, you are responsible.

(to Alex)

Stone, this is now your squad. If they win the Military Games, it will be because you have led them to victory. If they fail, it will be because you have failed them.

ALEX

I don't accept that responsibility.

PAYNE

It's not negotiable.

Payne turns and leaves.

96 EXT. BARRACKS - DAY

96

Payne strides away as Alex runs out the door after him. All the cadets follow.

*
*

ALEX

(calling after him)

If I'm the Squad Leader, my first order is screw you, sir!

*

Payne stops and slowly turns to him.

PAYNE

What did you say? Don't you know without me you are nothing? No Payne, no gain!

ALEX

Why don't you go back to hell where you came from!

Payne rushes up to Alex's face, so close their noses almost touch.

96 CONTINUED:

96

PAYNE

Boy, I'm two seconds from being on you
like white on rice in a glass of milk on
a paper plate in a snow storm. I will
put my foot so far up your ass, the water
on my knee will quench your thirst!

*
*

ALEX

Try it.

Payne thinks a beat.

PAYNE

You really want me gone that bad?

ALEX

Yes, sir...

PAYNE

I said do you really want me gone,
soldier?

ALEX

Yes, sir!

PAYNE

Meet me outside the ROTC building at
twenty-one hundred hours. You men want
me gone, you'll get your chance.

CUT TO:

97 OMIT

97

98 EXT. ROTC BUILDING - LATER THAT NIGHT

98*

The cadets stand in formation. It's raining torrentially.
Payne turns to Alex.

*

PAYNE

Where is the first place trophy from the
Virginia Military Games?

ALEX

Wellington Academy, sir.

PAYNE

I came here to get that trophy and I'm
not leaving till I have it. If you bring
me that trophy by morning, I will resign
my command. This is a black op,
gentleman. This mission does not now

(MORE)

98 CONTINUED:

98

PAYNE (cont'd)
exist, nor will it ever exist. If you
are discovered, I will deny all knowledge
and you will pay the price. That is my
deal. Do you accept it?

ALEX
Sir, yes sir.

PAYNE
Then bring me my trophy.

CUT TO:

A98 INT. BARRACKS - NIGHT

A98*

MONTAGE

of the boys preparing for the black op. Putting on camo
paint. Getting on gear. Etc. Tiger prepares as well,
putting on his stuff secretly in a corner.

MONTAGE ENDS

99 INT. BARRACKS - NIGHT

99*

With the boys, now in full gear and camo paint, ready to
leave the barracks.

ALEX
(to Dotson)
You coming?

DOTSON
And help you make me look bad?

Alex shrugs and walks out.

TIGER
Wait! Wait!

Alex turns back to see Tiger, with all his gear on.

TIGER
(continuing; to Alex)
What about me?

ALEX
You're too little to go. Just stay back
here and guard the base, okay?

Alex walks out and shuts the door. Tiger is completely
dejected.

CUT TO:

100 INT. PAYNE'S OFFICE - NIGHT 100*

Payne is in his office, playing with his toy soldiers. *

Suddenly, he hears the front door of the building open and the sound of a child running up the stairs, CRYING. *

101 INT. TIGER'S ROOM - NIGHT 101

Tiger, wet from the rain, sits on his bed, CRYING. Payne walks in. *

PAYNE

What's the matter with you, boy? You pee on the bed again?

Tiger shakes his head no.

PAYNE

(continuing)

Monster back?

Tiger shakes his head no.

PAYNE

(continuing)

Then what's the problem, boy?

TIGER

They won't let me go on the black op. They said I'm too little...no one ever lets you do anything when you're little.

PAYNE

That ain't true -- Look at Hitler, or Napoleon or Michael J. Fox. Remember the story about the Little Engine That Could? *

Tiger shakes his head no. *

PAYNE

(continuing)

Let me tell it to you. Once upon a time, deep in the jungle, there was the Little Engine That Could. This engine's mission was to take AK-47's and a nuclear payload over the mountain to the 2063 battalion. Needless to say, there was a lot of opposition from the enemy. Do you think that stopped the Little Engine That Could?

101 CONTINUED:

101

Tiger shakes his head no. Unbeknownst to Payne, Emily walks up behind him, staring in through the open door. She see's him telling the story and smiles.

PAYNE
(continuing)

You're damn skippy. Even when Charlie snuck aboard the train and popped the eyes outta the head of the conductor and blood was drippin' from his nose and pouring out his eye sockets, he still kept going. And then Charlie rigged the bridge with C-4 explosive and just as the little engine chugged across the trestle -- BOOM -- an explosion! You think that stopped the Little Engine That Could?

Tiger shakes his head.

PAYNE
(continuing)

Of course it did, boy. What is you, stupid? But it didn't stop the conductor who, with his last breath of life and blood drippin' from his eyes, reached up and tooted the Little Engine's horn. And it went like this --toot, toot. The end. Now...you understand?

ON TIGER

utterly horrified.

EMILY
Major?

Payne turns to see Emily.

PAYNE
Hello, Princess. You just missed the bedtime story.

EMILY
No, I didn't actually. In fact, I'd love to talk to you about that story.
(hopeful)
Perhaps over dinner?

PAYNE
(considers)
Okay.

101 CONTINUED:

101

EMILY

Okay.

*

She walks out. Payne follows her.

TIGER

(calling after them)

How 'bout me? Can I come?

PAYNE

(leaning back in)

No, you too little.

He shuts the door.

CUT TO:

102 EXT. WALL OF WELLINGTON ACADEMY - NIGHT

102

The cadets climb over the high brick walls in the pouring rain and leap into Wellington Academy.

*

*

103 EXT. WELLINGTON QUAD - NIGHT

103

Alex gathers the cadets together by the wall.

ALEX

Wuligar -- you take two guys and fan out over the left flank of the school. Williams, take a couple guys and fan out on the right. You see anyone getting nosy, you take them out. I'll go in and get the trophy. Everyone got it?

*

*

BOYS

(ad lib)

Yeah, got it.

ALEX

Let's do it...

104 OMIT

104

A104 EXT. RESTAURANT/NIGHTCLUB - NIGHT

A104

It's a nice place. A COUPLE runs inside to get out of the rain.

*

*

105 INT. RESTAURANT/NIGHTCLUB - NIGHT

105

Payne and Emily are sitting down at a table. A WAITER sets down a nice meal in front of each of them.

105 CONTINUED:

105

Payne immediately launches into the food, eating in military fashion -- head down, feet at forty-five degree angle, left hand to the side, other hand shoveling food into his mouth as quickly as possible.

Emily watches in horror.

Within seconds, Payne finishes.

PAYNE

Ain't you gonna eat?

EMILY

I think I'll wait a moment -- my stomach's a little upset.

*
*

PAYNE

That's a shame. Them some mighty fine vittles.

EMILY

You know, I think you're making some really wonderful strides in the way you deal with the children. That was almost a really good thing that you tried to do for Tiger tonight. May I make a suggestion?

*
*
*
*
*

PAYNE

Proceed.

*

EMILY

Your story, while colorful, was a bit rough.

*
*

PAYNE

You mean the explosion?

EMILY

That and some of the eye gouging parts. You should loosen up. Not everything can be about war -- what do you do for fun?

*

PAYNE

Clean my gun. I like to take it apart and oil it and put it back together blindfolded.

EMILY

That sounds interesting.

*

105 CONTINUED:

105

PAYNE

I also got these toy soldiers I like to paint and pretend I'm having a war, trying to maximize enemy loss and minimize American casualties. Like this. Like this...

*

Payne takes the salt and paper shakers on the table and begins to stage a battle, using the uneaten food from Emily's plate -- parsley and broccoli as bushes, mashed potatoes as a hill, french fries as a TOW missile, etc. When he's done...

*

*

*

*

EMILY

That's great but is there anything you like to do that doesn't have to do with battle? Do you like movies?

*

*

*

PAYNE

Negative.

EMILY

Golf?

PAYNE

Negative.

Emily notices couples are dancing on the dance floor.

EMILY

I don't guess you dance...

*

Payne, unsure, nods slightly.

PAYNE

Well, I got one move.

CUT TO:

106 INT. RESTAURANT/NIGHTCLUB - NIGHT

106

Payne on the dance floor. He's doing the bunny hop.

Emily watches him -- a little amazed, a little embarrassed.

EMILY

The Bunny Hop? Benson, no one does the Bunny Hop anymore.

BENSON

Bet I can change that.

CUT TO:

107 INT. HALLWAY IN WELLINGTON ACADEMY - NIGHT

107

CLOSE ON A TROPHY

Not just a trophy -- the trophy. An enormous silver trophy. Underneath, the words: "Duty, Honor, Freedom -- Virginia JROTC Military Award of Excellence."

Beside it sits another smaller trophy for "Individual Cadet Achievement" which is given to the Cadet Captain of the winning squad.

ON ALEX

transfixed -- for a moment, he seems almost hypnotized.

Then he begins to work on the lock on the trophy case with two small lengths of wire.

Suddenly, the LIGHTS SNAP ON.

Alex turns to see a bunch of WELLINGTON CADETS at either end of the hall.

Standing with them is their uptight commander LIEUTENANT WISEMAN.

LIEUTENANT

Don't move.

Alex bolts.

CUT TO:

108 EXT. MAIN BUILDING - NIGHT

108

Alex runs out the front door onto the lawn into the driving rain, only to discover that the rest of the squad is presently getting the shit kicked out of them by the Wellington Cadets.

*
*

ALEX

We've been set up. Let's go! GO!

They all try to make a break for the wall when the front door of the main building bursts open and the Wellington Cadets that were inside run out and join the fray.

It's a free-for-all! Fists, screams, kicks, cries -- a major brawl that spills across the front lawn of the Academy as Alex and crew try to make their way to the wall and, past it, freedom.

108 CONTINUED:

108

Alex turns to give one last, desperate look back at the open doorway leading into Wellington and the trophy case when several Wellington boys suddenly leap into his field of vision and take him down.

WIPE DISSOLVE TO:

109 INT. RESTAURANT/NIGHTCLUB - NIGHT

109

ON A BUNNY HOP LINE

to see everyone in the place now doing the Bunny Hop, led by Payne. Emily holds onto Payne's waist. They're having a great time.

CUT TO:

110 EXT. MADISON QUAD - NIGHT

110*

Payne and Emily drive up in her car. He and Emily step out and walk towards the main building. The rain has stopped.

PAYNE

(in the middle of a story)

--chest cavity exploded. That was also the first time I ever drove a man's nose into his brain, causing instant death and simultaneous bowel evacuation. But enough about me. What's your story, woman?

A110 INT. MAIN BUILDING - NIGHT

A110

Payne and Emily enter.

PAY

I'm surprised you ain't dropped about seven puppies by now. Ain't you ever been married?

EMILY

(nods)

Yeah, I was. We had all these plans. We were gonna have a nice little house and two point three children. When we found out I couldn't have any, he took off and I came here. Looks like a white picket fence isn't in the cards for me.

PAYNE

Never say never. Any man let you go oughta be monkey stomped and his brains spread on toast.

A110 CONTINUED:

A110

EMILY

What about you? Was there ever a Mrs. Payne?

PAYNE

Negative. If the Marine Corps wanted me to have a wife they would have issued me one.

EMILY

(laughs)

You're a hard case, Benson.

PAYNE

I was just like these cadets here at Madison till Marines gave me a reason to be proud. That's what's happening here now. When I'm done, for the first time in their lives these boys will hold their heads high.

EMILY

(very impressed)

You know, I had a real nice time with you tonight.

PAYNE

Being with you is almost better than cleaning my gun.

Payne suddenly stops and turns to Emily with a great deal of seriousness. He reaches into his pocket and fishes around for a small, dented piece of metal. He gives it to her.

EMILY

What is this?

PAYNE

Something very special. A bullet. It's from my heart.

EMILY

Really? Where'd it come from?

PAYNE

My heart. Lodged in my left ventricle. I took it out myself with a field knife.
(sincere)
I want you to have it.

A110 CONTINUED:

A110

EMILY
(very touched)
Thank you, Benson.

*
*

She leans in and gives him a nice kiss.

*

EMILY
(continuing)
Goodnight.

*

Emily climbs up the stairs. Payne watches her go -- a song
in his heart.

*
*

CUT TO:

111 OMIT

111

112 INT. PAYNE'S ROOM - NIGHT

112

Payne opens the door to his room in a great mood, WHISTLING
THE MARINE BATTLE HYMN OF THE REPUBLIC. He flicks on the
light. Sitting there, in the dark, is Alex -- beaten to a
pulp. Payne STOPS WHISTLING ABRUPTLY.

*
*
*
*

PAYNE
What the hell you doing in my room?

ALEX
They were waiting for us. You set us up
you son-of-a-bitch. You told them we
were coming!

Payne shrugs.

PAYNE
Well, I mighta made a little anonymous
call. I didn't say it was gonna be easy.
I didn't say they were gonna hand it to
you.

*
*

ALEX
We got the crap kicked out of us because
of you!

PAYNE
Tonight wasn't about fair and unfair, it
was about achieving your objective. Did
you? Did you even get close enough to
see the trophy?

112 CONTINUED:

112

ALEX

I saw it.

Payne moves in...

PAYNE

When you saw it, did you want it?

ALEX

Yeah, to get rid of you.

PAYNE

That's not what I asked. Did you want it?

ALEX

I wanted it.

PAYNE

You wanted to own it?

ALEX

Yeah.

PAYNE

Deserve it...

ALEX

Yeah.

PAYNE

Win it?

Alex looks away...then, finally, he turns back to Payne, eyes full of fire.

ALEX

Yeah.

PAYNE

Then let's win it! If you really want it, I'll show you how to get it.

ALEX

Too late...

ON ALEX

as he raises into view the trophy.

112 CONTINUED:

112

ALEX
(continuing)
...I already got it.

*

Payne leans back, stunned.

*

ALEX
(continuing)
The fight with the Wellington cadets
created a diversion. During it, I went
back inside and liberated my objective,
sir.

Alex hands Payne the trophy.

PAYNE
You'll have my resignation in the
morning.

CUT TO:

113 INT. PAYNE'S BATHROOM - NIGHT - LATER

113

CLOSE UP PAYNE

shouting at something off screen.

PAYNE
How could you let that happen soldier?!
You call yourself a leader?! You're a
disgrace!! Kissin' Women! Bunny
hoppin'! You're slippin'! You're
slippin'!

*

PULL BACK TO REVEAL

Payne is yelling at his own reflection in his bathroom,
banging the bathroom door against his head, over and over,
purging himself, MUMBLING.

CUT TO:

114 OMIT

114

115 OMIT

115

CUT TO:

116 INT. PAYNE'S ROOM

116

Payne, laying on the floor on his back, lifting his bed up
and down with his feet, STILL MUMBLING.

CUT TO:

A116 EXT. PARKING LOT - MADISON - NIGHT

A116*

Payne is doing push-ups in a fever state, lifting Emily's car with his back, STILL MUMBLING.

*
*

CUT TO:

117 EXT. ROAD - NIGHT

117

Payne is running full out down the road, sweat streaming down his face, MUMBLING ANGRILY.

118 EXT. GENERAL DECKER'S HOUSE - NIGHT

118

Payne runs up to a house and begins POUNDING ON THE DOOR.

GENERAL DECKER O.S.

(from inside)

Hold on! Hold on!

*

After a second, an upstairs window opens to reveal a very tired, bleary-eyed General Decker standing in a bathrobe.

*
*

GENERAL DECKER

Payne? Did you run all the way here?
It's fifty miles!

PAYNE

I'm slipping, General. Those kids, that woman -- they're eating at my soul. You have to put me back in the trenches. Otherwise I'll lose my edge permanently.

GENERAL DECKER

Payne, it's four-thirty in the morning
...

PAYNE

And time is running out. Please General -- save me. I'm turning into a...a...

GENERAL DECKER

A civilian?

PAYNE

Worse. A Huxtable...

*

GENERAL DECKER

Payne, get a grip, man! This is a natural thing that's happening to you.

118 CONTINUED:

118

PAYNE

It don't feel natural. Give me an assignment. There's gotta be someone needs killing.

GENERAL DECKER

I'm sorry, Payne. There's nothing more I can do for you.

CUT TO:

119 EXT. MADISON QUAD - NEXT MORNING

119

ON A BANNER

that says "Madison Parent's Day -- Welcome Parents!".

TILT DOWN TO REVEAL

that the place is filled with regular students and their families. Everyone seems to be having a good time.

CUT TO:

A119 OMIT

A119

120 INT. BARRACKS - DAY

120

The boys stand at attention beside their bunks, bruised and beaten.

Payne walks in, carrying the trophy and his packed duffel bag.

PAYNE

At ease. You gentlemen achieved your objective under the fine leadership of Squad Leader, Cadet Stone. The mission was a success. Congratulations. I will honor our agreement -- you have my resignation. Now fall out and enjoy your time with your parents.

The cadets look around uncomfortably. No one moves.

PAYNE

(continuing)

I said fall out and see your folks.

Heathcoat looks up at Payne uneasily.

120 CONTINUED:

120

HEATHCOAT

Our folks sent us here to get rid of us,
Major...

Payne reacts. Suddenly, the door on the opposite side of the barracks opens and Lieutenant Wiseman enters with his CADET CAPTAIN.

CADET CAPTAIN

Lieutenant on deck!

*

LIEUTENANT

Major Payne, I'm Lieutenant Wiseman from Wellington Academy. Your boys took something of mine last night.

*

*

PAYNE

That's right.

Payne walks past his men to hand the trophy back to the Lieutenant.

LIEUTENANT

I just want to know one thing, Major...

*

*

The Lieutenant walks up to Alex and looks at him pointedly.

*

LIEUTENANT

(continuing)

... who is responsible?

ON THE BOYS

looking around nervously, unsure about what to say.

Alex steps forward.

ALEX

I --

PAYNE

(cutting him off)

-- I am. This was a mission of my design carried out with my full knowledge.

LIEUTENANT

You're a disgrace.

*

ON ALEX

registering Payne's willingness to take the blame -- and gaining some newfound measure of respect for him.

120 CONTINUED:

120

LIEUTENANT

(continuing)

There's another trophy missing -- the
award given for Individual Cadet
Excellence.

Payne, truly surprised, turns to the cadets.

PAYNE

Does anyone know anything about this?

The Cadets are SILENT.

LIEUTENANT

One of them took it. I want it back.

PAYNE

None of my men have it. *

LIEUTENANT

You haven't even looked. If you don't, I
will. *

Payne doesn't move. The Lieutenant takes a step towards the
first bunk. *

Payne steps in front of him, blocking his path.

PAYNE

You wanna get bitch-slapped?

Suddenly, Dotson steps forward.

DOTSON

Lieutenant, sir! The trophy is in his
locker, sir! *

Dotson points to Alex.

The Lieutenant pushes past Payne and walks up to Alex's
locker. He opens it and pulls out the trophy.

LIEUTENANT

(to Payne)

What are you teaching these boys?

(to Dotson)

What's your name, soldier?

DOTSON

Sir, Cadet Dotson, sir!

120 CONTINUED:

120

LIEUTENANT

Cadet Dotson, you deserve better than this. How would you like to finish the year and compete in the games as a Wellington man?

DOTSON

Really, sir?!

LIEUTENANT

If your parents approve, I'll welcome you.

DOTSON

Thank you, sir!

The Lieutenant glances at Alex with a satisfied sneer, then turns to the rest of the squad and holds up the trophies.

LIEUTENANT

Remember what this looks like, Gentlemen -- this is the closest you will ever get to honor like this. These trophies are for winners and you are losers.

ON THE BOYS

looking longingly at the trophies, hurt by the sting (and possible truth) of the Lieutenant's words -- Alex most of all.

As Dotson follows the Lieutenant out, he turns to Alex.

DOTSON

Speaking of losers, Alex...

Dotson points out the window. Alex looks.

His stepfather is out there.

SLAM! Dotson and the Lieutenant shut the door behind them, leaving Payne alone with the boys -- their last moment together.

PAYNE

Dismissed.

CUT TO:

121 EXT. PARADE FIELD - DAY

121

ON ALEX

121 CONTINUED:

121

walking across the quad towards his stepfather -- this is the last thing in the world he'd like to be doing.

122 EXT. PARADE GROUND

122

ON ALEX'S STEPDAD

He's drunk and filthy -- it looks like he's been on a bender for some time now.

ALEX

What the hell happened to you?

LT. COLONEL STONE

Nothing, I'm great! Look at you! A regular Marine! You a hardass now?

*

*

ALEX

What are you doing here?

LT. COLONEL STONE

It's Parent's day. I'm your legal guardian.

ALEX

You're drunk.

Alex turns to go. His stepfather grabs him.

LT. COLONEL STONE

Don't walk away from me. Give me a little salute.

ALEX

I'm not gonna salute you.

LT. COLONEL STONE

You salute your superiors or don't they teach you that here?

ALEX

What superior? They threw you out, remember?

WHACK!

Alex's stepdad lashes out and cracks Alex across the face with his hand. The sting brings tears to Alex's eyes, but Alex refuses to react or hit back.

122 CONTINUED:

122

LT. COLONEL STONE

Don't you sass me like your mother, boy.

ALEX

That how you hit her, too?

WHACK!

Alex's stepdad hits him again. More tears. The cadets begin to crowd around Alex and his stepfather.

LT. COLONEL STONE

You're my boy and you will respect me.
Salute me.

ALEX

No.

WHACK!

LT. COLONEL STONE

Salute me.

ALEX

No.

Alex's stepdad goes to give him another crack, but his hand is caught by Major Payne.

PAYNE

You hit him again and I'll do more than salute you.

LT. COLONEL STONE

Get off me. This is between me and my boy.

PAYNE

He's on my time, now.

The two men face off.

PAYNE

(continuing)

Now, I'm gonna ask you nicely -- please return to your vehicle.

LT. COLONEL STONE

I eat boys like you for breakfast.

PAYNE

When you sober up, come back and get yourself a bowl. Go on now...

Lt. Colonel Stone suddenly swings at Payne. Payne easily sidesteps it. Stone follows by throwing a series of drunken blows, all of which Payne eludes.

Finally, getting tired, Alex's stepdad throws one last big punch, misses, and collapses on the ground.

The kids LAUGH at him. Emily is impressed by Payne's restraint.

LT. COLONEL STONE

You and me, Alex -- we're getting together real soon.

Payne turns to Alex.

PAYNE

You go on back to your barracks, son.

Payne walks off.

ALEX

(calling after him)

Major Payne, sir.

Payne stops and looks back.

PAYNE

Yeah?

ALEX

I wanna get that trophy, sir.

PAYNE

What's that?

ALEX

I want that trophy back.

PAYNE

You want to steal it?

ALEX

No, sir.

PAYNE

You want to win it?

122 CONTINUED:

122

ALEX

I wanna earn it, sir.

Payne turns to all the Cadets around him.

PAYNE

You men feel the same way?

They all nod assent.

PAYNE

(continuing)

Then meet back here at seventeen hundred.

We got work to do.

*

ALEX

Company -- ten-hut!

The squad leaps to attention.

123 EXT. PARADE GROUNDS

123

ON ALEX

as he snaps off a salute to Payne, under the hateful gaze of his stepfather who's just now staggering to his feet.

Payne returns the salute.

CUT TO:

124 OMIT

124

125 OMIT.

125

126 OMIT

126

A126 INT. PAYNE'S OFFICE - DAY

A126

Payne shows all the cadets his painted army men. He's separated them into two groups -- the Madison Cadets and the Wellington Cadets. He gestures to Wellington.

*

*

*

PAYNE

Now, gentlemen, this is the so-called best competition squad in your division.

*

(counts off on his fingers)

They have the top shooter, the top PT man, top close-order drill man, top everything.

*

*

(holds up all ten fingers)

As individuals, they're the best, but we...

(MORE)

A126 CONTINUED:

A126

PAYNE (cont'd)
 (knits fingers together into
 one fist)
 ...will be the best team and there ain't
 nothing in the world can beat a high-
 speed, low-drag team of hard-charging,
 highly motivated hard asses like us. Now
 let's go -- I'm about to turn chicken
 shit into chicken salad.

*
*
*

CUT TO:

127 OMIT

127

128 OMIT

128

129 OMIT

129

130 OMIT

130

TRAINING MONTAGE

AA130 EXT. PARADE GROUND - DAY

AA130*

In SLO-MO, the kids run across the field in the rain, TOWARDS
 CAMERA, with their best screaming war faces.

*
*

A130 EXT. OBSTACLE COURSE - DAY

A130*

The cadets run the course as Alex gives Heathcoat
 encouragement to get over the wall, which he does.

*
*

B130 OMIT

B130

131 EXT. LAKE - DAY

131

Payne and Emily sit restfully in a boat. Payne reads
 "Psychology Today" magazine while Emily reads "Soldier of
 Fortune".

*
*
*

REVERSE TO SEE

all the cadets rowing hard.

*

A131 OMIT

A131

B131 OMIT

B131

C131 OMIT

C131

D131 OMIT

D131

132 EXT. PARADE GROUND - DAY 132

The cadets are engaged in a tug-o-war, with Heathcoat as the anchor. They're giving it all they have but they're still being dragged across the field. *

MOVE TO REVEAL THEIR OPPONENT *

It's Payne, driving a truck, with the end of the rope tied around the rear bumper. *

133 OMIT 133

134 OMIT 134

135 EXT. MADISON RIFLERY RANGE -DAY 135

The cadets all shoot at distant targets as Payne walks down the line, correcting their aim, showing them how to properly squeeze the trigger. Williams shoots his gun like a gangster.

A135 EXT. MUD PIT - NIGHT A135

The kids are in a mud pit, buried to their necks, SINGING JODIES enthusiastically.

B135 INT. PAYNE'S OFFICE - DAY B135

Payne and Emily play with Payne's soldiers. Payne plays violently, killing all the soldiers. Emily takes them away from Payne and makes them kiss. Payne is chastened. Through the window behind them, we see the cadets on the field doing jumping jacks.

136 EXT. MADISON PARADE GROUND - DAY 136

Payne guides the cadets as they practice twirling rifles. Cadet Bryan misses a twirl and his rifle goes flying, causing Payne to duck as the rifle sails across his head where it's caught by Cadet Fox, who immediately spins it in an intricate, showy way. *

Payne, surprised, is very impressed. *

CUT TO:

A136 EXT. MADISON PARADE GROUND - DAY A136

Payne marching the cadets through the early stages of an intricate drill of his design, with Cadet Fox displaying some of his showy moves. *

137 EXT. MADISON PARADE GROUND - MONTAGE 137
ON WILLIAMS

watching them, chanting a hip-hop drill in a different, funky cadence.

Payne sees this.

CUT TO:

138 EXT. MADISON PARADE GROUND - MONTAGE 138

Williams now leading the cadets in a new, funky drill. They're not great, but its early yet.

139 EXT. MADISON PARADE GROUND 139
ON TIGER

off to the side, not participating but silently counting off the drill to himself.

A139 OMIT A139

B139 INT. CAFETERIA - DAY B139

The cadets all sit together, eating with military speed and precision, just like Payne.

C139 EXT. FIELD - DAY C139*

The kids, wearing protective helmets, practice combat with padded sticks, one-on-one, as Payne instructs. *

140 INT. BARRACKS - NIGHT 140

Payne has all the kids doing the Bunny Hop -- in unison.

141 OMIT 141

142 OMIT 142

A142 EXT. PARADE GROUND - DAY A142

Payne marches the cadets. Cadet Fox is in front. Payne calls a command and the whole squad veers one direction while Fox, not hearing him, keeps going straight. Payne runs back and catches him, setting him on the right track. *

B142 EXT. PARADE GROUND - DAY

B142

CU on Payne barking out commands. CU on Alex barking out commands. CU on Payne's hands, knitting together finger by finger, showing the cadets improvement as a team. *

C142 EXT. PAYNE'S HOUSE - BACK PORCH - DUSK

C142

Payne and Emily stand on the back porch, taking in the dusk air. Suddenly, all the cadets rush past -- they're running laps around his house. Payne gestures for Emily to blow his whistle. She's shy at first, but finally she does as all the cadets collapse on the ground in front of them. *

143 INT. PAYNE'S ROOM - NIGHT

143

Payne and Emily sleep together. Emily's eyes are closed, deep in sleep. Payne lays there, sleeping, eyes open.

Then, slowly, they close.

MONTAGE ENDS

144 EXT. PARADE GROUND - NEXT DAY

144

The boys stand at ease in a line on the parade ground, dressed in their dress uniforms. Payne walks towards them.

ALEX

Ten-HUT!

The boys snap to attention with astonishing military precision.

Payne walks down the row, inspecting the boys, eyeing them like a cobra, searching intently for some small imperfection.

He can't find one. He steps back.

PAYNE

You're still a shit sandwich, but not a soggy one. I think we're ready. *

GENERAL DECKER

Major Payne!

Payne turns to see General Decker walking towards him. Payne salutes. Decker returns it.

GENERAL DECKER

(continuing)

Major, I have news so good I decided to deliver it personally. America needs

(MORE)

144 CONTINUED:

144

GENERAL DECKER (cont'd)
you. There's a situation in Bosnia that
could use your special services. As of
this moment, you are reinstated in the
United States Marines at the rank of
Lieutenant Colonel. Congratulations.

A single tear rolls down Payne's cheek. *

PAYNE
Thank you, General.

GENERAL DECKER
Your unit will be leaving out of
Washington -- you'll arrive tomorrow at
sixteen hundred for a briefing. Here are
your tickets.

Decker hands Payne train tickets. Payne checks the time on
the tickets, then glances at the cadets around him.

PAYNE
General, sir -- we have the military
games tomorrow...

GENERAL DECKER
Games? Payne, I fought to get you
reinstated. You wanted in, I got you in.
You don't take this, there won't be any
more chances.

ON PAYNE

considering this.

PAYNE
I'll be there.

GENERAL DECKER
(slight smile)
Good man. I'll see you in Washington.

Decker claps Payne on the shoulder, then walks off.

Payne turns to all the boys, tries to say something, then
walks off.

Alex steps in front of him, blocking his path.

ALEX
You can't just leave. What about the
games? What happened to unity and family
and all that other bullshit you taught
us?

144 CONTINUED:

144

PAYNE

I never said families don't break up.
Don't you watch Oprah?

Payne pushes past him, leaving the stunned cadets behind.

CUT TO:

145 OMIT

145

146 INT. PAYNE'S ROOM - NIGHT

146

Payne packs. Emily walks in and sees this.

EMILY

So, it's true.

Payne doesn't say anything.

EMILY

(continuing)

You know, when they're through with you,
they'll cut you loose again.

*
*

PAYNE

I'm going. These boys are making me
soft.

*
*

EMILY

They need you. All that hard work, they
did it for you.

PAYNE

They did it for themselves. I'm not cut
out for this pseudo-civilian detail. You
know how long it's been since I been shot
at? Stabbed? Held captive and tortured?

*
*
*
*

EMILY

I can do that!

*

PAYNE

Listen -- I toured in eleven separate
engagements. I didn't do all that to
come back and be conquered by some woman.
What did you really think I was gonna do?
Marry you? Put up a white picket fence?
Adopt Tiger and become a loving male role
model?

*
*
*
*
*
*
*
*
*
*

(he throws the ABC's book to
her)

Not me, sweetheart. Not Payne.

146 CONTINUED:

146

Emily, furious, storms out the door.

*

CUT TO:

147 EXT. MADISON GROUNDS - NEXT MORNING

147

Payne walks towards a waiting military jeep, carrying his packed duffel.

148 EXT. MADISON JROTC BARRACKS

148

ON THE CADETS

with the exception of Alex, staring from their barracks window, watching him go in disbelief -- he's really gonna do it.

149 EXT. MADISON ACADEMY

149

ON EMILY

watching from her window in disgust.

150 EXT. MADISON SCHOOL GROUNDS

150

ON PAYNE

as he turns towards the barracks. The boys scatter out of sight. Payne turns back, enters the jeep and is driven away.

151 INT. BARRACKS - DAY

151

The cadets all lean back from the windows and start lounging around on their beds.

TIGER

I can't believe he actually left.

Wuligar SNEEZES.

*

JOHNSON

Don't start blowin' snot on me!

*

WULIGAR

I think I'm coming down with something.

*

HEATHCOAT

I'm going to the kitchen.

*

WILLIAMS

Why don't you just strap the kitchen to your face, you fat pig.

*

*

151 CONTINUED:

151

HEATHCOAT

Why don't you shut-up before I break your head?

*
*

BRYAN

I can't wait to get a room away from you idiots.

*
*

WILLIAMS

So you can go for the Guinness Book jerk off record?

*
*

BRYAN

Alex do something about him!

*

152 INT. MADISON JROTC BARRACKS

152

ON ALEX

off in the corner getting dressed in his fatigues. He tucks in his shirt, adjusts his cover, shines his shoes, etc.

Slowly, one by one, the cadets take notice until they're all SILENT, watching him. Finally:

HEATHCOAT

What are you doing?

ALEX

Going to the games. You guys better start getting ready. We gotta be there in an hour.

WILLIAMS

We don't have to go to the games any more. Payne is gone.

ALEX

So?

WULIGAR

We don't have a chance in the games without Payne.

ALEX

(to Williams, a la Payne)

Don't have a chance? Is you a coward, boy? You afraid of your own shadow? You're a chicken, ain't you, boy?

(turns to Heathcoat)

Heathcoat -- shoot this man in the head.

152 CONTINUED:

152

The cadets LAUGH.

ALEX

(continuing)

Look, this isn't for Payne -- we busted
our asses for five weeks getting ready.
We were shaved bald, buried in mud, put
through hell! After all that, I'm not
leaving empty handed. Payne or no Payne,
I'm going out there and I'm gonna win
that trophy. But I can't do it alone.
Who's with me?

*
*
*
*
*
*
*

CUT TO:

A152 EXT. WELLINGTON ACADEMY GROUNDS - DAY

A152

CLOSE ON A COLOR GUARD

*

Drumming a military beat.

*

153 EXT. WELLINGTON ACADEMY GROUNDS - DAY

153

ON A BANNER

that says "WELCOME TO THE VIRGINIA JROTC MILITARY GAMES!"

154 EXT. WELLINGTON PARADE GROUND

154

WIDE ON THE PARADE GROUND

it's packed with squads -- there are five in competition.
Each squad, including Wellington and Madison, stands in
formation.

155 OMIT

155

156 EXT. WELLINGTON PARADE GROUND

156

In front of the cadets are grandstands filled with PARENTS
In front of them is a raised platform with a podium and
several chairs. Standing at the podium is COLONEL BRAGGART.

COLONEL BRAGGART

Welcome, men, to Wellington Academy for
the 58th annual Junior ROTC Virginia
Military Games. This morning, you are
all equal -- but by the end of the day
today, we will honor the finest of you
with a trophy, the trophy of a champion!
Let the games begin!

CUT TO:

157 OMIT

157

MONTAGE OF COMPETITION EVENTS

*

A157 EXT. WELLINGTON ACADEMY - RIFLE RANGE - DAY

A157*

The five cadets chosen from each squad form a unit that continuously feeds the shooter weapons. Of the five men in a squad -- one, the shooter, fires at the target; one loads the weapon; one cleans the barrel; one hands the weapon to the shooter and one hands the ammo to the loader. Each squad has the drill down to military precision, but Madison does it with flair -- tossing the rifles overhand.

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CROSS CUT WITH:

B157 EXT. WELLINGTON ACADEMY - PARADE GROUND - DAY

B157*

A tug of war competition is underway. We see various squads competing against various other squads, culminating in Wellington vs. Madison. Heathcoat is the anchor of the Madison team and the Wellington Cadet Captain is the anchor of theirs. It's a tough battle, but Wellington wins it.

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CROSS CUT WITH:

C157 EXT. WELLINGTON ACADEMY - HILL - DAY

C157*

It's capture the flag competition with all the schools fighting it out at the same time to see who's first to capture the flag at the top of the hill, which is defended by each school in turn. The cadets all wear face masks and use padded sticks to attack and defend.

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CROSS CUT WITH:

D157 OMIT

D157*

E157 EXT. WELLINGTON ACADEMY - PARADE GROUND - DAY

E157*

ON THE SCOREBOARD

*

As it tallies up the scores for each team. Every time we cut to it, we should see Madison, Wellington and Stapleton Academy all fighting it out for the top spot.

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*

MONTAGE ENDS

*

CUT TO:

158 EXT. TRAIN PLATFORM - DAY

158

Payne stands on the platform waiting for the train. He checks his duffel for his ticket. Inside is a note that says: "To: Majer Pain From: Tiger" taped to the note is a rock childishly painted with Payne's face.

This affects Payne. He looks up and, through the station window, sees a pretty house with a family in the front yard. Payne glances down at the rock again.

EMILY (O.S.)

Benson...

Payne looks up again, but this time the house and family through the station window has turned into the Payne dream house...

CUT TO:

A158 EXT. PAYNE'S IMAGINARY DREAM HOUSE - DAY

A158*

It's a picture perfect clapboard house with a white-picket fence out front and a mailbox in the shape of the house that says "The Payne's". Emily, in a fifties housedress, brings a pitcher of lemonade to Payne, who wears a "Kiss the Cook!" apron as he stands in front of a barbeque, flipping burgers.

Tiger, in a cub scout uniform, plays ball with the Payne's golden retriever, Brandy. Tiger throws the ball to Payne who, with a happy grin, catches it and tosses it to Brandy as Emily pours Payne a lemonade and gazes at him lovingly.

Everyone moves in SLO-MO.

Suddenly, a VIETCONG ASSASSIN brandishing a bayonet, leaps from the oak tree above them, intent on killing Payne. Without so much as a blink, Payne stabs the assassin with his spatula, presses the assassin's face on the barbeque grill then shoves him into the family's wading pool, where he floats face down. Emily, with a loving smile, gives Payne an "Oh, you silly man, you'll never change..." look as Payne returns to flipping burgers.

Suddenly, a TRAIN roars into view, shattering this pastoral scene.

B158 INT. TRAIN STATION - DAY

B158*

ON PAYNE

startled by the train out of his reverie. Surprised at the power of his own vision, Payne walks toward the train and boards it.

CUT TO:

C158 EXT. PARADE GROUND - DAY

C158*

ON COLONEL BRAGGART

*

Addressing the assembled squads.

*

COLONEL BRAGGART

*

Our final competition, the obstacle
course, will decide which two teams move
on to the parade drill. Good luck to all
of you.

*

*

*

*

*

CUT TO:

159 OMIT

159

160 OMIT

160

161 EXT. MADISON SCHOOL - DAY

161

Alex addresses all the cadets.

ALEX

Allright, good job guys. It looks like
if we can at least place on the course
we'll be in the finals. Williams, Fox,
Wuligar, myself and Heathcoat will
represent us.

*

*

BOYS

Sir, yes sir!

HEATHCOAT

(knowing he's a poor choice
for the competition)
Alex, do you really think --

ALEX

-- you're gonna get over that wall,
soldier. Now let's move out.

CUT TO:

162 EXT. WELLINGTON PARADE GROUNDS

162

THE WELLINGTON CADETS

Lieutenant Wiseman pulls Dotson aside.

LIEUTENANT WISEMAN

What's going on with your buddies,
Dotson?

162 CONTINUED:

162

DOTSON

I don't know, sir.

LIEUTENANT WISEMAN

You beat them. I don't care how, but you beat them. You understand me? *

DOTSON

Yes, sir.

CUT TO:

163 EXT. OBSTACLE COURSE - DAY

163

Each squad is composed of five guys who run part of the course in relay.

ON VARIOUS CADETS

as we follow different squads through the course. As each cadet arrives at the next cadet's position, he tags him and that cadet takes off through the next leg of the course.

The fourth cadet in the Madison line is Heathcoat. He's running against the Wellington CADET CAPTAIN -- the guy is a model of physical perfection. As Heathcoat waits for the previous Madison cadet to run up and tag him, he turns to the Wellington Cadet Captain and smiles.

HEATHCOAT

Hi.

CADET CAPTAIN

Shut up, fat boy!

The Madison cadet runs up and tags Heathcoat's hand. He takes off at the same time as the Wellington Cadet Captain.

Heathcoat navigates a couple obstacles and finally gets to the wall. He starts to climb. *

ALEX

C'mon, you can do it! Get over that wall, Heathcoat! Climb! CLIMB! *

Heathcoat doubles his efforts and manages to fling himself over the wall and onwards toward Alex, who will run the final leg.

Unfortunately, Heathcoat has dragged down the Madison cadets -- they're a substantial second behind Wellington.

CUT TO:

164 EXT. WELLINGTON OBSTACLE COURSE

164

ON ALEX

waiting for Heathcoat to tag him. He looks over to see Dotson -- they'll be running against each other.

The Wellington Cadet Captain runs up and tags Dotson. Dotson takes off, getting a substantial lead on Alex. Heathcoat runs up.

ALEX

C'mon! C'MON!

Heathcoat tags him and collapses. Alex takes off after Dotson.

IN SLO-MO

We follow the two of them through the final leg of the course as their respective squads CHEER THEM ON.

Alex slowly gains ground, closing the gap between them. Finally, they're neck and neck. The finish line is straight in front of them and they both give it all they have.

Alex starts to pull ahead. Suddenly, Dotson subtly trips him from behind. Alex goes flying, slamming into the dirt. Hard. He grabs his leg, writhing in extreme pain.

Dotson wins.

The Madison cadets rush up to help Alex as Dotson enthusiastically celebrates.

WILLIAMS

He cheated! The son-of-a-bitch cheated!

Furious, Williams launches himself at Dotson and starts to beat the living shit out of him.

Immediately, all the Wellington and Madison cadets wade into each other, launching into an all-out brawl! When the brawl is at it's peak we

CUT TO:

165 EXT. WELLINGTON PARADE GROUND

165

ALL THE CADETS

Standing at attention, bloody and beaten. Lieutenant Wiseman is fuming, SCREAMING at Colonel Braggart.

165 CONTINUED:

165

LIEUTENANT WISEMAN

This is unsatisfactory! I demand that the entire Madison squad be disqualified from the final competition!

COLONEL BRAGGART

I can only disqualify the cadet who started the whole thing.

ON WILLIAMS

fuming, off to the side.

WILLIAMS

This is bullshit, man...

LIEUTENANT WISEMAN

That's not enough!

(gestures to Madison)

Look at em! These animals are so pathetic, their own commander didn't even bother to show up!

ON PAYNE

stepping in from behind the grandstand, carrying his duffel. He has returned.

PAYNE

They ain't no need for name calling, Lieutenant.

Everyone turns. The Madison cadets are shocked. Alex, in pain, looks up, stunned.

COLONEL BRAGGART

Major Payne, what are you doing here? I was told you were on an important assignment.

PAYNE

What could be more important than my boys winning these here games? I suggest we get this party started. That okay with you, Colonel?

Colonel Braggart thinks a second, then turns to his microphone to address the assembled squads.

COLONEL BRAGGART

Cadets, I'm pleased to announce the two top rated squads that will compete for first and second place in the parade

(MORE)

165 CONTINUED:

165

COLONEL BRAGGART (cont'd)
drill competition -- Wellington Academy
and Madison Academy. First up is
Wellington.

166 INT, MADISON TENT - WELLINGTON PARADE GROUND

166

ON PAYNE

turning towards his boys. Emily is there, tending to Alex's
leg. Payne immediately tries to rally them. They stare back
with disdain.

As they talk, the Wellington squad begins their parade drill
in the background, heavy with DRUMBEATS.

PAYNE

Allright, gentlemen, let's look alive.
You know that old saying, no crying over
spilt blood.

(to Emily)

You -- take that boy to the first aid
tent, get that foot taken care of.

(to the other cadets)

The rest of you -- get cleaned up, get in
your dress uniforms, get your drill
rifles.

ALEX

Hello? Mr. Denial? While you were on
vacation we've been having some real
problems here!

PAYNE

I don't see no problems. You made it to
the finals, didn't you?

ALEX

No thanks to you. Why'd you come back?
We don't need you.

PAYNE

Maybe I didn't come back for you.

ALEX

Then why did you?

PAYNE

'Cause I got a job to finish. I said I
was gonna bring you in first place and
I'm not leaving till I do.

Payne turns away from Emily and the cadets. She moves up to
him.

*
*

EMILY

So that's it? It's all about the trophy?

PAYNE

(quietly)

Maybe I like you all, too...

EMILY

Just "like"?

PAYNE

(grudgingly)

Okay. Like a lot.

EMILY

That's it?

PAYNE

Don't push it, princess.

(to the cadets)

Now what do you all say we win this thing?

ALEX

We don't have a chance. With me out and Williams disqualified, we don't even have anyone to call out the drill.

PAYNE

Oh, yes you do...

HEATHCOAT

Who?

PAYNE

Tiger.

ON ALL THE CADETS

eyes wide.

HEATHCOAT

Tiger?!

WULIGAR

Are you crazy!

WILLIAMS

He's six!

166 CONTINUED:

166

PAYNE

He knows that drill backwards and forwards.

ON TIGER

He's in shock, petrified.

TIGER

I can't do it! I'm too little!

PAYNE

You want me to tell you that story about the Little Engine That Could?

Tiger, fear in his eyes, vigorously shakes his head.

PAYNE

(continuing)

Then get out there and toot that horn, boy!

CUT TO:

167 EXT. WELLINGTON PARADE GROUND

167

THE MADISON CADETS

as the whole squad marches into formation with Tiger in the lead.

168 EXT. WELLINGTON PARADE GROUND

168

ON THE WELLINGTON CADETS

they LAUGH at Madison as they take their position.

169 EXT. WELLINGTON PARADE GROUND

169

ON TIGER

standing at the head of the squad. Staring at all the stands and the laughing cadets, he freezes -- the pressure has gotten to him. *

170 EXT. WELLINGTON PARADE STANDS

170

TIGER'S POV ON THE STANDS

Suddenly, walking through the crowd and taking a front row seat on the stands, we see Payne.

170 CONTINUED:

170

He mimes tooting an engineers horn.

171 EXT. WELLINGTON PARADE GROUND

171

Tiger, confidence returning, smiles and waves back.

TIGER
COMPANY...

The entire company (standing behind Tiger) snaps into position with astonishing precision. They march in place, then begin moving forward.

CADETS
NOW HERE WE ARE TOGETHER AND WE'RE READY
TO DO WHATEVER/ WE STARTED OUT AS BOYS,
NOW WE'RE MEN AND WE'RE MAKING NOISE/
STAND BACK AND STEP CLEAR, MADISON CADETS
ARE THE ONE'S TO FEAR/ AND IF YOU DON'T
BELIEVE, BATTLE US AND YOU WILL SEE!

TIGER
Hip, hop, hip, hop, hip, hop, ho!

CADETS
HIP, HOP, HIP, HOP, HIP, HOP, HO!

TIGER
We can get down 'cause it's in our souls.

CADETS
WE CAN GET DOWN 'CAUSE IT'S IN OUR SOULS.

TIGER
Hit me with a one! Two!

CADETS
ONE! TWO!

TIGER
Hit me with a three! Four!

CADETS
THREE! FOUR!

ENTIRE SQUAD
ONE! TWO! THREE! FOUR! ONE! TWO! --
THREE, FOUR!

The cadets do an intricate, coordinated rifle snap with a big showy finale.

171 CONTINUED:

171

172 WELLINGTON PARADE STANDS

172

ON THE CROWD

Payne, Williams and the rest of the crowd leap to their feet, wildly enthusiastic.

CUT TO:

173 INT. FIRST AID TENT - DAY

173

ON ALEX AND EMILY

They hear the CROWD CHEERING. Alex, having just finished getting his leg tended to, is going crazy straining to see his troops who are hidden behind the grandstands.

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*
*

ALEX

I can't see anything! I gotta see !

He gets up and, grabbing a cane, hobbles around the back of the grandstands to get a better look at the parade ground.

Suddenly, rounding the corner directly in front of him, is his stepfather. Lt. Colonel Stone looks like something from a nightmare -- scarred, dressed in grisly fatigues.

Alex stops short. His stepdad smiles psychotically.

LT. COLONEL STONE

Hello, Alex.

ALEX

What the hell happened to you?

*

LT. COLONEL STONE

We're leaving. I'm gonna teach you the respect you're not learning here.

*

ALEX

I'm not going anywhere with you.

Alex's stepdad grabs Alex in a military hold and starts to drag him towards his car. Alex struggles to break free. His stepfather holds him tight.

174 EXT. WELLINGTON ARMORY

174

ON EMILY

174 CONTINUED:

174

seeing this. She immediately alerts the TWO MP'S who have accompanied the Colonel. They run over to Alex and his father.

MP1
(drawing his gun)
That's enough, sir.

Instantly, Lt. Colonel Stone spins around in a flying kick, knocking the gun from the MP's hand into the air. He quickly elbows the other MP in the neck, knocking him down, then catches the first MP's gun as it falls down from the air.

The second MP, on the ground, reaches for his gun.

Stone FIRES RAPIDLY, causing the MP to leap for cover behind a wall.

The MP RETURNS FIRE at Stone.

Immediately, Alex's stepdad backs he and Alex into the Wellington armory -- taking the FOUR KIDS stationed there, as well as Emily, hostage.

175 EXT. PARADE GROUND - DAY

175

Everyone on the parade ground, including Payne, hears the GUNSHOTS and starts running.

176 INT. WELLINGTON ACADEMY - ARMORY - DAY

176

Alex's stepdad locks the door then turns to the wall behind him.

There are fifteen M-16's there. He smiles and takes one down.

EMILY
Mr. Stone, let's just stop this -- you go back to your life and let us go back to ours.

Alex's stepdad snaps the chamber shut.

LT. COLONEL STONE
What life?

He stands, shoulders his rifle and fires out the window.

CUT TO:

177 EXT. WELLINGTON ACADEMY - ARMORY - DAY

177

People dive for cover as soon as the shots ring out.
Everyone except Payne. Through the window, Payne sees Stone.
He starts walking towards the building.

LIEUTENANT WISEMAN

Where do you think you're going, Payne?!
You're gonna get yourself shot! You get
back here, let the police handle this!

PAYNE

By the time the police get here, those
kids will be dead.

CUT TO:

178 INT. ARMORY - DAY

178

Payne walks in through the back door. He quickly surveys the
situation, then walks toward Alex's stepfather.

PAYNE

Evening soldier. Looks like you got a
roomful of POW's. I've come to negotiate
the terms of their release.

Alex's stepdad walks up to Payne, gun outstretched.

LT. COLONEL STONE

Okay, tough guy. I'll let them go --
but it's gonna cost you.

Suddenly, he takes the gun butt and cracks Payne across the
head.

LT. COLONEL STONE

(continuing; to a kid)

You -- get out.

The kid runs for it. Alex's stepdad cracks Payne again.

LT. COLONEL STONE

(continuing; to another kid)

You -- get out.

CUT TO:

179 EXT. ARMORY - DAY

179

The four kids held hostage run out.

CUT TO:

180 INT. ARMORY - DAY

180

Payne's now on the ground -- bloody and battered. Alex's stepdad gestures to Alex and Emily.

LT. COLONEL STONE

How 'bout them? You want them to go?

Payne nods weakly.

LT. COLONEL STONE

(continuing)

You sure?

Payne nods. Alex's stepdad gives him two swift, powerful kicks to the ribs.

LT. COLONEL STONE

(continuing; to Alex and Emily)

Leave.

Alex hesitates.

ALEX

Major...

EMILY

Benson...

PAYNE

You go on now, you hear...

They leave.

PAYNE

(continuing)

Now it's just me and you.

Suddenly another kid pops out from his hiding place inside a chest.

Seeing this, Payne GROANS.

LT. COLONEL STONE

What about him?

Payne nods. Stone kidney punches him. The kid runs out.

Suddenly, we hear a CABINET CREAK OPEN and a kid scurries out.

180 CONTINUED:

180

PAYNE
(under breath)
Shit.

Stone gives Payne another punch.

The kid leaves.

PAYNE
(continuing)
Anybody else around here? Speak now or
forever hold your peace.

Silence for a beat. Then one last kid drops out of the
rafters and runs out.

LT. COLONEL STONE
Where you want this one?

PAYNE
Don't matter. You hit like a fetus
anyway.

LT. COLONEL STONE
Those are some pitiful last words.

Stone reaches down and lifts Payne into the air. Payne,
badly beaten, is held up only by Stone's strength.

LT. COLONEL STONE
(continuing)
Goodbye, piss-head.

Stone leans back and hauls off at Payne's head with a mighty
blow. At the last second, Payne's hand snakes up with the
speed of a bullet and catches Stone's fist, stopping it
dead.

Payne smiles.

PAYNE
Ain't no need for name callin'. The name
is Payne. Let me break it down for you.

Payne belts Stone with a hammer blow. Stone flies backwards.

PAYNE
(continuing)
P is for the power I possess. The Pain I
can take and the pain I can give.

Payne slugs Stone again.

180 CONTINUED:

180

PAYNE

(continuing)

A is for the ass I can kick and the ass
that you are.

Payne kicks Stone through a table.

PAYNE

(continuing)

Y is for why you come here thinking you
can take these boys hostage and get away
with it...

(realizing that doesn't quite
work)

Bear with me -- I'm just making this up
as I go along.

Payne body slams Stone through a wall.

PAYNE

(continuing)

N is for you'll never do this again.

Payne beats Stone down with a chair.

PAYNE

(continuing)

And E is for the ambulance that's gonna
take you to the hospital.

LT. COLONEL STONE

(almost unconscious)

That ain't E, that's A.

PAYNE

You callin' me a liar?

Payne gives Stone the mother of all punches, knocking Stone
out cold.

CUT TO:

181 EXT. WELLINGTON ACADEMY - DAY

181

CLOSE ON the letter E

PULL BACK TO REVEAL

the words "Emergency Vehicle" on the side of an ambulance.
Stone is loaded into the ambulance, the doors are slammed
shut and the ambulance pulls away.

CUT TO:

182 EXT. WELLINGTON ACADEMY

182

Payne watching it drive off.

PAYNE

He lucky I didn't spell my middle name.

*

Emily and the kids run over to Payne as we

DISSOLVE TO:

A182 EXT. MADISON SCHOOL - DAY - EST.

A182*

School is back to normal.. Regular students scurry to their classes.

*

*

SUPER THE WORDS: "Three Months Later".

*

183 INT. MADISON SCHOOL - DAY

183

ON TWO TROPHIES

The All-Squad Trophy made out to the Madison School and, beside it, the Individual Cadet Achievement trophy made out to Alex Stone.

ANGLE TO INCLUDE

various kids going about their day in the school.

184 EXT. PARADE GROUND - DAY

184*

The new recruits mill around.

ON ALEX

as he sees Major Payne.

*

ALEX

Ten-Hut!

The cadets slowly amble into a line. Payne walks down the row of cadets. He smiles.

*

*

PAYNE

Good morning, Gentlemen. I'd like to be the first to welcome you to Madison School -- winners of the nineteen ninety four military games. What we've tried to develop here is a family environment, one of trust and understanding. I'd like you to think of me not just as your commanding officer, but as your friend.

184 CONTINUED:

184

ON A NEW CADET WISEASS

whispering to another cadet.

NEW CADET

All my friends have hair.

The kids try to contain their laughter.

ON PAYNE

stopping, turning, walking back towards the kid.

PAYNE

You a comedian boy? What's your name,
Robin Williams? No, let me guess --
Jerry Seinfeld?

NEW CADET

No, sir.

PAYNE

Can't be Bugs Bunny cause he just a
cartoon. You like jokes? I got one for
you.

(turns to Tiger)

Go tell your mama to bring Daddy his gun.

The kid goes white, Payne smiles.

THE END