

ROCKY

(Puncher's Chance)

By

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INT. - RING - SLOW MOTION (LAS VEGAS) - BLACK AND WHITE

The scene arises on a STARK GRACEFUL VISUAL of TWO BOXERS engaged in combat...the dominant fighter, known as MASON 'THE LINE' DIXON moves in for the kill. His body language is fluid, and boxing skills are pure precision savagery.

In EXTREME SLOW motion Dixon feints and throws A THUNDEROUS BLOW that crashes with devastating results against his opponent's chin. A surrendering towel is tossed into the air as the challenger begins an UNCONSCIOUS DESCENT TO THE CANVAS. Dixon strides to his corner, ONE VICTORIOUS FIST held high. The haunting scene begins to melt away as an ascending chorus of boos fills the arena.

COMMENTATOR #1 (V.O.)

...This crowd is not holding back its anger over this latest debacle.

The SCREEN now transforms from BLACK AND WHITE INTO SUBTLE COLOR.

COMMENTATOR #2

...In what has become an all too regular occurrence - Another inferior opponent rendered unconscious.

A LARGE CUP OF ICE is heaved from several rows back SPRAYING Mason and his entourage. Another CUP OF ICE descends into the ring nearly hitting a member of Dixon's corner who stands behind the champion brazenly holding the CHAMPIONSHIP BELT high over his head. The camera work grows increasingly aggressive, matching the flustered crowd's attitude.

COMMENTATOR #2 (CONT'D)

Objects are being thrown into the ring!

Cubes of ice hit DIXON!

COMMENTATOR #1

...Another disappointing title defense - Something hit Dixon!

An EMPTY BEER BOTTLE descends from high up in the bleachers and crashes with lethal impact on the canvas. The twenty or so people in the ring panic, shielding their heads while frantically scanning the crowd. The booing increases.

Dixon climbs through the ropes. Then he pauses. He glares defiantly at the crowd.

COMMENTATOR #1 (CONT'D)

The champ Mason Dixon is leaving - This is a horrible scene. Dixon wants no more! The crowd is growing more aggressive at this lackluster event. It was just a matter of time before all Hell broke loose!

As the CREDITS ROLL we follow DIXON and his entourage out of the arena followed by RABID JEERING.

Over the chorus of insults, the simple scene DISSOLVES TO PHILADELPHIA'S WATERFRONT.

EXT. - CITY-SCAPE - PHILADELPHIA - DUSK

Wide view ACROSS THE DELAWARE RIVER, settling on the working side of the Philadelphia waterfront.

We see LARGE FREIGHTERS laden with cargo while other ships are being towed to moorings.

CUT TO:

EXT. - GRAVE YARD - DUSK

Traveling inland, the camera comes to rest on an elevated shot of a LARGE HISTORICAL GRAVEYARD that overlooks the river.

TOMBSTONES rise and fall in ever-undulating GRAVE sites. Seated on an old folding chair is ROCKY BALBOA. Several yards away, staring in the opposite direction is PAULIE. His eyes are heavy with grief as he glances back at ROCKY, who appears to be speaking, but not loud enough to be audible.

CUT TO:

ROCKY

The ex-fighter stares at the headstone that reads:

ADRIAN BALBOA

BORN MARCH 10, 1950 -

DIED JUNE 11, 2002

A FRESH DISPLAY OF FLOWERS has been placed upon the headstone.

CUT TO:

PAULIE

Obviously uncomfortable being there, faces his brother-in-law.

PAULIE
...It's soon gettin' dark.

ROCKY gestures he is not done; a moment later, he rises, kisses the headstone and with a sense of emotional weariness, folds his chair and crosses to PAULIE.

ROCKY
...Time goes by too fast.

PAULIE
...Not fast enough.

They begin to move off among the growing evening shadows.

PAULIE (CONT'D)
Where's the kid? He shoulda been here.

ROCKY
(low)
- It's all right.

PAULIE
It ain't all right.

ROCKY
...He gets busy.

PAULIE
He don't get that 'busy'

ROCKY
...Let's not talk about it here, Paulie.

They walk a short distance - A distant ship horn is heard.

ROCKY (CONT'D)
Ya goin' tonight?

PAULIE
 (defensively)
 I'm workin' - I took 'the tour' the last
 three years.

ROCKY
 C'mon.

PAULIE
 I got responsibilities.

ROCKY
 Just a few hours.

PAULIE
 ...Lemme think about it.

The two men move away in strained silence as ROCKY takes a fleeting glance at Adrian's burial site.

EXT. - ROCKY'S NEIGHBORHOOD - NIGHTFALL

Several quick cuts of THE NEIGHBORHOOD. MIXED GROUPS of youths play basketball under a simple streetlight... Random shots of street activity.

EXT. - HOAGIE SHOP - DUSK

In front of a window that spells out in neon "Atomic Hoagie Shop," we see several tough Asian youths clustered together.

CUT TO:

EXT. - THE "ROCKY'S" RESTAURANT - NIGHT

It's located on a FAIRLY COMMERCIAL STREET in South Philadelphia - A signature RED NEON SIGN hangs over a simple entrance.

WE FOLLOW A PAIR OF DINERS AS THEY ENTER.

The diners are greeted by a Latina hostess/waitress, ISABEL, approximately thirty years of age. She is seven months pregnant. The camera reveals twenty tables. Near the door is a MODEST BAR, decorated with SPORTS MEMORABILIA.

Painted over the room's LARGEST WALL is a bold but aging MURAL of ROCKY'S MEMORABLE BATTLE WITH APOLLO CREED.

The SEPIA-TONED MURAL is reminiscent of THE FAMOUS MURAL IN JACK DEMPSEY'S RESTAURANT ONCE LOCATED IN TIME SQUARE.

ISABEL the PREGNANT hostess seats the new arrivals. The CAMERA follows her as she enters the kitchen. Four men of LATIN HERITAGE work to service the orders. ROCKY is helping cook A PAIR OF TENDERLOINS.

ROCKY's at a WALL PHONE. He dials.

ROCKY

How we doin'?

ISABEL

Okay - Except for the freebees.

ISABEL nods towards a couple of well-worn ex-fighters seated near the kitchen, having a free dinner.

The phone rings and an ANSWERING MACHINE clicks on.

ROBERT BALBOA - ANSWERING MACHINE

ROBERT JR.

(not confident)

Hi, no one's home - Please leave your number and I'll call you back...thanks

MACHINE VOICE

The mailbox for this number is full.
Please try again later.

ROCKY exhales, disappointed. Hangs up.

The hostess approaches.

ISABEL

Table six is askin' for you - They wanna hear a 'story.'

ROCKY

(dully)

Ain't they heard 'em all?

HOSTESS

(shrugs)

Keeps 'em coming back.

ROCKY removes his worn blazer from a hook. The blazer is the industrial quality.

ROCKY

Listen, keep takin' that olive oil - The kid'll be born very strong.

(exits)

CUT TO:

DINING ROOM

ROCKY sits at a TABLE OF SIX WELL-INTENTIONED GUIDOS FROM NEW JERSEY.

ROCKY

...I went in like an animal, an' pushed him into the corner an unloaded everything I had - Hook, hook, an' three rights, an' Creed kept bustin' me back pretty good - Then I heard the best sound I had heard in my life - the bell...

The diners laugh.

ROCKY (CONT'D)

Y'know, I ain't never been so tired an' I was tryin' to figure out how to survive the last round, then, yeah, then I heard Mickey's voice come into my ear "You can do this - Get out there and fight this guy hard ya bum!

(laughs)

CUT TO:

EXT. - MODERN HOME (LAS VEGAS) - NIGHT

It is the residence of WORLD CHAMPION, MASON DIXON...lights emanate from the large windows... Downstairs 7 MEMBERS OF HIS POSSE party hard. The MUSIC tears a hole in the night.

CUT TO:

INT. - HOME THEATER

Alone in the dark room, we see MASON DIXON seated in a modern armchair looking at a LARGE SCREEN. On the screen are the final moments of his LAST TITLE DEFENSE.

CUT TO:

CLOSE UP - PLASMA SCREEN

The AUDIENCE REACTS WITH DISDAIN.

COMMENTATOR #1 (V.O.)

There's just no decent competition - Fans are not going to pay good money to see these one-sided affairs anymore! - It's a virtual wasteland with Dixon, who I believe is a solid fighter, surrounded by an ocean of nobodies!

Multiple shots of the audience heaving cups of ice into the ring. DIXON appears incensed, yet troubled.

COMMENTATOR #2

- There's an old saying in boxing. The fortunes of the sport ride on the shoulders of the heavyweight champion - The way things are going, this sport's facing slow and agonizing demise.

MASON DIXON cannot mask his dejection.

INT./EXT. ROCKY'S RESTAURANT - (ALLEY) - NIGHT

ROCKY has one foot in the door and the other in the alley as he turns out all the INTERIOR LIGHTS. Finally the small NEON SIGN reading "ROCKY'S" clicks off. Locking up, he departs.

EXT. - SHAMROCK MEAT PACKING COMPANY - NIGHT

The LOADING DOCK area is completely deserted. WOODEN PALLETS are stacked obtusely against the BRICK FACADE. Pools of light emanate from bare bulbs peeking beneath rusted metal shades directly above each LOADING BAY.

A light colored THREE YEAR OLD FORD van is parked near the entrance.

PAULIE (V.O.)

I told ya I can't - I got responsibilities.

ROCKY (V.O.)

C'mon, we do it every year.

INT. - SHAMROCK MEAT HOUSE - OLD GYM.

ROCKY and PAULIE walk beneath a conveyer belt of hooks. Paulie is garbed in a gray industrial suit. His NAME IS INSCRIBED above his pocket. In the background is a fit, diligent 30 year old, East Indian employee named RAVI.

PAULIE
...I can't, Rocko.

ROCKY
Sure ya can.

PAULIE
I can't -
(turns)
Hey, Ravi,
(unfriendly)
Who's watchin' the East Side?

RAVI
I checked it 15 minutes ago.

PAULIE
(annoyed)
Ya like movin' around fast, don't ya?

RAVI moves off.

PAULIE (CONT'D)
(towards Ravi)
Wise guy -
(to Rocky).
Didn't I say last year was it?

ROCKY
Ya did, but I want ya with me.

PAULIE
If this place gets robbed, who's blamed?
Me.

ROCKY
Coupla hours - It's good talkin' about
the old days.

PAULIE
Sometimes talkin' the 'old day's stuff'
ain't so good -
(glances back at Ravi)
Y'know, it's gettin' depressin'.

ROCKY

What is?

PAULIE

(gestures toward Ravi)

I'm here almost thirty friggin' years an' they're groomin' a goofy guy who grew up scrubbin' elephants to take my job.

(Rocky begins to object)

So what's the problem? Ya don't like bein' alone?

ROCKY

What?

PAULIE

You heard...

ROCKY

See ya around.

ROCKY shakes his head in disappointment and starts to move off. PAULIE feels a slight pang of guilt.

PAULIE

Yo...A couple hours, that's it.

EXT./INT. - OLD GYM - NIGHT - (LAS VEGAS)

DIXON'S BLACK S.U.V. WITH 22 INCH RIMS pulls up. He enters. It's fairly late and a few hopeless OLD TIMERS listlessly train.

MASON walks up to an old Black trainer named MARTIN. He is holding a cane.

MASON

You're always here, aren't ya?

OLD MARTIN stiffly faces DIXON.

MARTIN

...How you doin' young man?

INT. - GYM

The two men sit alone on a well-worn set of wooden BLEACHERS...In the background an older fighter hits a heavy bag.

MARTIN

If money's not doin' it for ya, what is? - 'Cause ya know all them people around you is there 'cause of the money, when that's gone, they gone too - You knowin' what ya need since you was ten, since ya walked yourself in here alone.

MASON

Just wanna feel good - Be proud about somethin'.

MARTIN

...You go along with other people's thinkin' - Who's fault is it? Reapin' what you sow. Once people made up their minds about what a man is, usually ain't never change that, no, but changin' the way ya thinkin' about yaself - Ain't never too late for that.

MASON

(confused)

But why I gotta care? - I got everythin' Why I gotta care?

MARTIN

Cause ya got everythin' money can buy - 'cept what it can't - why the hell you care? Man without pride what ya got? - That's what got your ass outta here, losin' it brung it on back. Them people 'round you done too good a job protectin' their meal ticket, know what I'm sayin'? Livin' "easy", for some men who don't give a damn, that's good, that be okay, people like you, they gotta pull themselves wide open an' see what's livin' inside.

MASON

That ain't never happenin' - There's no one out there.

MARTIN

Maybe not, but if that damn time do come, ya find somethin' standin' in front of you, somethin' that ain't runnin', ain't backin' up, hittin' on you when you're too damn tired to breathe, you find that situation comin' on ya, that's good, 'cause that's the only time people gonna know what they really made of is when they gettin' hurt, when they scared - They get through it, then they gonna get the only kinda respect that matters in this damn world, self respect.

They embrace and MASON leaves.

EXT. - CHURCH - NIGHT

The well-worn NEIGHBORHOOD CHURCH where ROCKY was married to ADRIAN. ROCKY'S car sits ACROSS THE STREET from the structure.

INT. - ROCKY'S VAN - NIGHT

ROCKY STARES at the building. PAULIE stares straight ahead.

ROCKY

Whatta day.

(after a pause)

I was more nervous that day than any day that I ever had.

This is torturous for PAULIE.

PAULIE

What's next?

EXT. - PET SHOP - NIGHT

ROCKY is parked in front of the DEFUNCT PET SHOP. PAULIE sits in THE CAR.

ROCKY

Place ain't changed from last year.

PAULIE

What is that? A good thing?

ROCKY looks through the filthy and boarded-up windows. He steps back. He eyes the familiar structure with an AIR OF SENTIMENTALITY.

FLASHBACK: Through ROCKY'S eyes we see him flirting with ADRIAN who stands shyly behind a bird cage.

ROCKY

Everyday I used to try to find her
somethin' interestin' like a joke I heard
somewhere - They weren't so funny, but I
talk louder, so they sounded funny.

PAULIE

...We done?

Lost in thought - ROCKY looks ACROSS THE STREET. He gazes at the terribly weathered sign above "Mickey's Gym."

ROCKY

(softly)
...How ya doin', Mick?

THE DOOR AND THE WINDOWS are sealed up with sheets of PAINTED ALUMINUM.

ROCKY (CONT'D)

That sign's fallin' apart.

PAULIE

World's fallin' apart - Look at us -

ROCKY

(taps his temple)
C'mon - Don't talk crazy - ya know, ya
live some place long enough, you are that
place.

PAULIE

I ain't no chunky buildin' - C'mon, it's
gettin' late.

ROCKY

...One more stop.

Exasperated, PAULIE sighs heavily and follows his friend.

EXT. - ICE SKATING RINK - NIGHT

The camera settles on ROCKY and PAULIE standing in front of a leveled pile of rubble nearly half a block long.

PAULIE
Ice is stupid. People standin' on ice are
more stupid.

ROCKY
...C'mon

PAULIE
(almost to himself)
I'm glad they tore this place down.

ROCKY
(stepping on to the rubble)
Y'know, the first time I walked ya sister
over this ice, we was over here
(points)
- She was nervous - I weren't so great on
the blades neither.

CUT TO:

FLASHBACK:

ROCKY and ADRIAN are seen skating on their first date -
ADRIAN slips and ROCKY keeps her upright.

ROCKY (V.O.)
(points)
Over there, when she was fallin' I caught
her over there - When my hand grabbed her
arm when she was fallin' there was this
kinda buzz - Even through her coat I
felt that.

PAULIE
...Ya said that last year.

Phone rings - PAULIE answers. He self-consciously turns
away from ROCKY.

PAULIE (CONT'D)
Yeah - Fine - I was gonna call ya in an
hour - Yeah, call ya back.
(hangs up)
My sweetie gave me a phone - nice?

ROCKY
(still lost in thought)
...Yeah.

PAULIE
C'mon, Rocko.

ROCKY
In a minute.

PAULIE
Why another minute?

ROCKY
Just a minute, alright?

PAULIE
We're done -
(gestures)
There's no place to sit down around here.

ROCKY
It's all right.

PAULIE
(louder)
It's not all right! - It's depressin' an'
friggin' cold!

ROCKY
What's the matter with you?

PAULIE
Me? It's you! Ya backwards! Change the
channel from yesterday! Yesterday wasn't
so great!

ROCKY
To me it was.

PAULIE
Yeah, maybe not to me! I don't need to be
thinkin' about all this no more.

ROCKY
It's alright, Paulie.

PAULIE
No, it ain't alright! You treated her
good! You had the good times. I treated
her bad! Ya can't change this!

ROCKY
...She loved you.

PAULIE

(choked)

I can't do this no more.

PAULIE moves off in the OPPOSITE direction - ROCKY watches him shrink in the distance - ROCKY lowers his eyes and stares wistfully over the rubble.

EXT. - ROCKY'S HOUSE - PRE-DAWN - BACK YARD (SCORED - MONTAGE)

Garbed in an old sweat suit, ROCKY is seen exercising in a MAKESHIFT MAZE of pipes and poles that resemble a giant JUNGLE GYM. His tiny backyard is quite a contrast to the mundane yards that surround him.

INT. - PAULIE'S ROOM - MORNING

Exiting the kitchen, he passes PAULIE'S room. PAULIE is asleep with A DARK SCARF tied around his eyes. The television is still on. ROCKY quietly enters and turns it off. A bottle of Four Roses whiskey sits on the table.

CUT TO:

INT. - ROCKY'S KITCHEN - MORNING

ROCKY finishes cooking OATMEAL for PAULIE which he covers and places on the table next to a GLASS OF ORANGE JUICE. As an afterthought he punches idly in the air. He opens the refrigerator and removes a pair of eggs that he cracks into a coffee cup. He tries unsuccessfully to down them. He pours the remainder down the sink and exits.

CUT TO:

EXT. - PRODUCE MARKET - EARLY MORNING

The same MARKET that was once part of ROCKY'S glory days has changed. Drastically.

The ITALIANS have been replaced with nearly all ASIANS. ROCKY stands with his READING GLASSES on, placing an order with A VIETNAMESE VENDOR who deals in cheeses.

CUT TO:

EXT. - VEGETABLE SECTION - EARLY MORNING

ROCKY has placed an order with a Korean vendor and is presently loading his van with several crates of lettuce, celery and eggplant.

CUT TO:

EXT. - FISH VENDOR

ROCKY is seen loading several crates of ice-packed fish into his van.

CUT TO:

INT. - FRUIT SECTION

ROCKY stands with one of the last remaining Italian vendors, who is somewhere between 75 and 150 years old. The stooped old man tosses ROCKY an orange and it falls short. The old man's embarrassed.

ROCKY
(in Italian)
Ya throwin' in to a wind.

OLD ITALIAN
(in Italian)
...must be.

The old man smiles as ROCKY moves away.

EXT. - TOMILSON CORP. - MORNING

We gaze upon the modern exterior of a towering building jutting out against the Philadelphia skyline.

INT. - TOMILSON CORP. - MORNING

We are in the lobby as we see an upscale young EXECUTIVES and SECRETARIES entering through the large doors preparing to begin another workday. ROCKY stands off to the side politely signing autographs for a heavysset Black woman and a middle aged white man. Through the glass facade, ROBERT JR. is seen entering the building. He is the complete contrast to his father. Slightly smaller than his father, his body language does not convey a sense of confidence.

His clothing is business attire, but simple, like someone who accepts just blending in. His face is attractive, not stunning. He is somewhat low in spirits, but tries to constantly mask it...

ROBERT JR is confronted by a senior executive (30's) who appears to be verbally berating him. ROBERT JR's gestures make it evident he is attempting to protest, but is bested by the executive, who points an angry finger in the young man's face and exits. ROCKY has taken all this in.

ROCKY

Yo, Robert -

At first, ROBERT JR. appears embarrassed then composes himself. ROCKY approaches.

ROBERT JR.

You've kinda caught me off guard.

ROCKY

I wanted to catch you before you got busy

ROBERT JR.

Yeah - Gets busy up there.

ROCKY

All that stuff goin' on up there - I'd get a headache. How ya doin'?

(studying him)

ROBERT JR.

....Real Good.

ROCKY

...Yeah?

ROBERT JR.

Yeah, real good.

ROCKY

Hopin' to see ya yesterday.

ROBERT JR.

(sincerely)

I'm sorry about yesterday - I went in early this morning. We had an issue come up. Mid-cap merger, they kept us late.

People wave as they walk by. ROCKY politely ACKNOWLEDGES. This is not lost on ROBERT JR

ROCKY
Got time for a coffee or somethin'?

ROBERT JR.
I'm kinda behind. Maybe later.

ROCKY
(ill at ease)
Yeah, wanna come by the restaurant tonight.

ROBERT JR.
I would, but I've made some plans - A few of the guys get together - Y'know

ROCKY
Yeah, friends are good -
(sheepishly)
...Did I do something?

ROBERT JR.
What do you mean?

ROCKY
When I come around you don't look so comfortable.

Several people pass by and wave to the local celebrity as they head to the elevators. ROCKY returns the gesture.

ROBERT JR.
Y'know, you throw a big shadow.

ROCKY
What's that mean?

ROBERT JR.
It's nothing - I better get moving. Call ya later?

MR. TOMILSON (60s) The head C.E.O. and FOUNDER appears, heading towards ROCKY and his son. ROBERT GETS RED-FACED.

TOMILSON
(teasingly)
You'll get nothing done down here, Robert - If you won't introduce me, I will -
(extends his hand)
Hi I'm William Tomilson. Your son has the misfortune of working for me.

ROCKY
How ya doin'? Nice building.

ROBERT JR.

He's kidding it's a great job.

TOMILSON

I've told your Robert I've wanted to meet you 20 times but I guess you've been too busy, which isn't a bad thing, is it? So we finally we meet - Great memories. Good fights.

ROCKY

Thanks.

TOMILSON

Your son's doing a pretty good job. Hangin' in there - Nice finally meeting you face to face.

They shake hands and TOMILSON moves off.

ROCKY

Good grip -

ROBERT JR.

(ill at ease)

I better take off - I'll try to change some things and we can have dinner tonight - That all right?

ROCKY

Absolutely - See ya tonight.

ROBERT JR. smiles and starts to move off in the direction of his boss. ROCKY'S about to leave when we see from ROBERT'S P.O.V. A pair of young business executives ask ROCKY for a photo. One of the men take ROCKY'S fist and holds it under his chin as the picture is taken.

CUT TO:

INT RESTAURANT - NIGHT

Outside the MODEST RESTAURANT a light rain begins to fall. The door opens up and a pair of customers exit.

INT. - ROCKY'S RESTAURANT - NIGHT

ROCKY is seen in the distance telling a table of four tourists a 'story'. The pregnant hostess comes up to him as he completes the story.

ISABEL

...Your son said he can't make it. Said he'll take a 'rain check'

ROCKY is crestfallen

ROCKY

...Yeah, it is rainin', right?.
(he moves off).

EXT. ROCKY'S RESTAURANT. NIGHT.

It is drizzling. The small neon sign "ROCKY'S" goes out.

CUT TO:

EXT. ROCKY'S RESTAURANT. NIGHT. (ALLEY)

ROCKY exits and locks up. He crosses to the van and pauses as his hand grabs the handle. He's lost in thought.

CUT TO:

EXT. - RADIO STATION - NIGHT

MASON DIXON is situated in the guest's chair. The BLACK RADIO TALK show host is BESPECTACLED and URBANE. L.C., MASON'S manager closely observes. Four homeboys pace and hang out in view of the host.

HOST

Most people think you have the perfect life, fame, wealth, health and obviously your pick of female companionship. Do you have the perfect life?

MASON

...Some ways 'yes,' some ways 'no.'

HOST

What do you need to make it 'perfect?'

MASON
Not sure that could ever be.

HOST
(nervous)
Since you're at the top of your game
things must be looking 'up' right now.

MASON
From where I'm sittin', guess that's what
it looks like.

Off to the side we see L.C., MASON'S manager, stiffen.

HOST
You've been criticized about not living
up to your potential, takin' the road
less travelled - Easy fights. Your
comment?

MASON
...Only that its true.

The host shifts uncomfortably under MASON'S gaze.

CUT TO:

EXT. - LUCKY'S BAR - NIGHT

The streets SHINE with a dampness and indifference. ROCKY
is parked near the entrance of the familiar bar. He exits
the vehicle. See's a person (50s) exiting.

ROCKY
Andy still here?

INT. - LUCKY'S BAR - NIGHT

The CHEAPLY ANTIQUATED BARROOM is sparsely inhabited with
no more than 12 world-weary patrons. ROCKY is shaking
hands with a pair of GRIZZLED blue-collar workers in
their early fifties.

As he TRAVERSES THE ROOM MOST of the inhabitants now are
AWARE of the neighborhood hero's arrival and shake his
hand. A booth of the four LATE-TWENTIES STREET TRASH
drinkers eye ROCKY and exchange demeaning expressions.

ROCKY approaches at the bar and sees ANDY seated in a
wheelchair. He is missing a leg.

ROCKY

Yo, Andy -

ANDY

Thought I was seein' things - Maybe I am
seein' things - How ya doin' champ?
what're you, lost or somethin'?

ROCKY

Can't I miss ya? -

ANDY

Never thought I'd see you around here -

ROCKY

Yeah...What happened?

ANDY

Lost it to diabetes - I roll around
alright - Slide over here.

ANDY wheels himself to the far edge of the bar and
appears from around the corner.

ANDY (CONT'D)

I usually stay back there, 'cause I don't
want nobody feelin' bad for me or crap
like that.

ROCKY

I feel bad for ya.

ANDY

Hey, it's one way of losin' weight,
right?
(uncomfortable, Rocky shrugs)
Nothin' changed around here, same
everythin'.

The STREET TRASH now gesture towards ROCKY. A stoned 20s
woman rises from the booth.

ANDY (CONT'D)

Same comfortable junk. Listen, read about
ya wife's passin' a while back.

ROCKY

...Yeah, 'woman's cancer.'

ANDY

Nice girl -

ROCKY

...Best.

HIGH WOMAN

(taps Rocky's shoulder)

...That really him? That's you, right?

ANDY

Sweetheart we're havin' a drink here -

HIGH WOMAN

(hugs him)

- C'mon - My father said you were pretty good. Ya from here, right?

She awkwardly squeezes his arm. The woman makes A COMICAL FACE towards her friend. ROCKY CATCHES THIS.

HIGH WOMAN (CONT'D)

(squeezing)

Pretty good.

ROCKY

(uncomfortable)

Nice meetin' ya.

HIGH WOMAN

Why ya back here?

ANDY

Hey, we're talkin'

HIGH WOMAN

(overriding)

Sorry, listen, could ya buy me an' my friends a round, okay? We're over there. One round.

The woman gestures towards the booth of LOW LIFES and squeezes ROCKY's arm again. He removes her hand.

HIGH WOMAN (CONT'D)

Why ya doin' that? - Why ya pushin' my hand?

ANDY

Young lush, take it over there or get out.

HIGH WOMAN

(to Rocky)

Yeah... Hey, you're just a person too - No better -

(MORE)

HIGH WOMAN (CONT'D)

(backs up)
No better

She coldly eyes him, returns to the booth.

ROCKY

One second they like ya, next second
you're a bum. Guess that's gravity
workin'.

ANDY

Ain't ya glad ya dropped in?.

From out of the BACK ROOM A WOMAN APPEARS. She is
heavyset and not overly attractive. Her hair has seen one
TOO MANY PERMS. There's a SAD SWEETNESS about her, like
someone who's made too many wrong choices, and has to
live with them. She approaches.

MARIE

If ya don't need me anymore, Andy, I'm
takin' off.

ANDY

I got it from here - See ya tomorrow,
Marie.

ROCKY studies her face, trying to place it.

ROCKY

She local?

ANDY

Yeah - Local. Marie's her name.

ROCKY

Do I know her?

ANDY

Talkin' to me or yourself?

ROCKY

...Me - I hate forgettin' things.

ANDY

My brain's mush too.
(Andy waves her over)
- Marie

MARIE removes a coat from a wall hook and approaches.

ANDY (CONT'D)

You know this bum?

ROCKY

How ya doin'?

MARIE

Yeah. You sorta knew my brother, Joey.
(no response)
Ya walked me home once - Long time ago
Hundred years.

ROCKY

Wait - Wait - Are you Lil' Marie from the
Atomic Hoagie Shop?

From behind the bar, ANDY starts rolling forward.

MARIE

Yeah - Ya told me to stop smokin'.

ROCKY

Did I?

MARIE

(nods)

Yeah, long time ago.

ROCKY

Oh, yeah, an' after I was tellin' ya good
things, ya said "Screw you creepo."

MARIE

You remember that?

ROCKY

Good insults last a long time.

ANDY

If she knew you were gonna be famous she
woulda listened better.

MARIE

(distracted)

Probably, yeah, listen, I gotta go -
Really good seein' ya.

MARIE starts towards the exit.

ROCKY

Live far from here?

MARIE
About eight blocks from here.

ROCKY
It's still kinda a rough neighborhood.
Let me give ya a lift.

MARIE
(low)
Y'know, I still smoke

ROCKY
...Yeah?

MARIE
No...Just kiddin'.

EXT. - LUCKY'S BAR - NIGHT

ROCKY approaches his van with MARIE.

ROCKY
Ya workin' here long?

MARIE
(shyly
'Bout a year.

ROCKY
...Where was ya residin' before?

MARIE
Atlantic City.

ROCKY
Nice - You married?

MARIE
Sorta.

ROCKY
Sorta.

MARIE
He took off.

ROCKY
Poof - Just like that?

MARIE
Just like that.

ROCKY
Sorta have any kids?

MARIE
...One.

ROCKY
Me too.

The STREET TRASH GROUP comes out of the bar. Three of the group are men. One drops a BEER BOTTLE and they loudly joke about it.

The leader of the group is not OVERLY TALL, BUT THICK, menacing.

LEADER
(spotting Rocky)
Yo, why didn't ya buy us a drink. She was being nice to your ass. What's up with that?

HIGH WOMAN
He wants to talk to that ugly bitch. You blind?

ROCKY
(to Marie)
You should get in.

Embarrassed, MARIE lowers herself into the van.

LEADER
Yeah, go on, get in. Get that pig outta here!

ROCKY enters the van. The group laughs among themselves...

ROCKY places the key in the ignition. Out of the corner of his eye, he sees MARIE tearing up.

ROCKY
You alright?

MARIE
...Yeah.

ROCKY
Some people got big mouths -

MARIE remains silent.

ROCKY (CONT'D)
 Words don't mean nothin' unless they're
 true - Right?

MARIE nods.

ROCKY (CONT'D)
 People called me stuff my whole life - I
 ignore it.

HIS GUTS TIGHTEN.

ROCKY turns the engine off.

MARIE
 Don't get out - It's alright.

ROCKY
 No, Lil' Marie - It ain't alright.

In one energized moment, ROCKY gets out, AND CHARGES at
 the leader with unexpected FORCE.

LEADER
 Yo, what's up!? What's up!

The leader is slammed with a forearm to the chest and
 pinned against a parked car. A SECOND MAN attempts to
 intercede and is leveled with an elbow. THE REST BACK
 OFF. We see the alteration from MARIE'S P.O.V.

ROCKY walks back to the van and enters. MARIE is stunned.

ROCKY
 ...They apologized.

CUT TO:

EXT. - MIDSCALE SPORTS BAR - NIGHT

ROBERT JR. exits and waves good-bye to several office
 buddies while speed dialing his cell phone.

CUT TO:

INT. - ROCKY'S RESTAURANT - NIGHT

A ringing phone is heard in the darkened restaurant.

CUT TO:

EXT. - STREET - NIGHT

ROBERT JR. flips his cell phone shut and ambles away.

EXT. - MARIE'S ROW HOUSE - NIGHT

Still in FISHTOWN, ROCKY'S van pulls towards the curb in front of an old Row House. Across the street is a medium sized 16 YEAR OLD WHITE KID of Irish decent and a taller HALF-BLACK KID. They are playing street BASKETBALL under a SAGGING HOOP attached to a LAMPPOST.

CUT TO:

INT. - VAN - NIGHT

ROCKY pulls to the curb.

MARIE

Thanks for the ride - Sorry 'bout everythin' back there.

ROCKY

Hey, some people got their heads on backwards.

(points)

That ya kid?

She looks across the narrow street at the young men playing ball.

MARIE

...Yeah - Wish he wouldn't stay out so late.

ROCKY

The last I seen ya, ya were a kid, it's hard to believe ya officially got one of ya own.

MARIE

Good kid.

ROCKY observes her sandy-haired son through the WINDSHIELD.

ROCKY
He looks like you. Similar hair.

MARIE
It's the other one.

ROCKY
(awkward)
...Yeah?

MARIE
Yeah.

ROCKY
(at a loss)
...Looks like he's gonna be tall.

MARIE
His father was from Jamaica.

ROCKY
Yeah?

MARIE
...Yeah

ROCKY
Good beaches.

ROCKY (CONT'D)
(eyes the kid)
- Is he lookin' like he's mad at me or is it maybe the angle I'm sittin' at?

MARIE
No, he's a good kid.

ROCKY
What's his name?

MARIE
'Steps' - Short for Stevenson. Wanna meet him?

ROCKY
(uncomfortable)
It's kinda late - Got some things to do.

MARIE

Sure - Thanks again for the ride an'
everythin' else.

ROCKY

Yeah -

ROCKY puts the van in GEAR, then PAUSES.

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

...Yo.

ROCKY gets out of the VAN and steps to the curb.

ROCKY (CONT'D)

I didn't meet ya kid. How ya doin'?

MARIE pauses for a second to study ROCKY.

STEPS

(low)

...What's up?

MARIE

Know who this is?

STEPS shrugs.

ROCKY

I look unfamiliar - Don't worry about it.
Listen, Lil' Marie,

(he fumbles around his jacket
and gives her a card)

I got this little place, y'know,
restaurant - Maybe if ya in the
neighborhood...Who knows?

MARIE

Sure - thanks again.

ROCKY settles back in his van and drives off.

EXT. - ROCKY'S HOUSE - NIGHT

ROCKY'S car TURNS THE CORNER and approaches his
residence. Through the windshield he catches a glimpse of
PAULIE'S 50-ish girlfriend, BETTY, exiting his front door
with SEVERAL CARDBOARD BOXES.

She awkwardly places the BOX OF CLOTHES near the car.

BETTY
How ya doin'?

ROCKY
Good - How ya doin', Betty?

BETTY
Good - Paulie gave me the key an' asked me to come over an' get his stuff.

ROCKY
...Why?

BETTY
He wants to move in with me. He didn't tell ya?

ROCKY
(at a loss)
Yeah, he said that.

ROCKY lifts a box and places it in her trunk.

BETTY
You're not mad?

ROCKY
(brave front)
No - I was waitin' to getta dog - Y'know some people can't handle fur.

BETTY
Good - So I think I've got everythin' - If not, I'll be back in the morning - Nice seein' you again.

ROCKY nods and she departs. He is crestfallen.

EXT. - SHAMROCK MEAT PACKING COMPANY - NIGHT

Rocky's van is PARKED NEXT TO A LOADING BAY.

PAULIE (O.S.)
Can I be honest with ya?

ROCKY (O.S.)
Ya know ya can -

We cut into the INTERIOR OF THE SLAUGHTER HOUSE. ROCKY and PAULIE walk along an endless row of MEAT HOOKS that line the ceiling like GRUESOME CHANDELIERS... RAVI is seen sweeping in the backyard.

PAULIE

Your house is nice -

ROCKY

- It ain't just my house, it's your's too.

PAULIE

I din't pay nuthin' - Lately the house has gotten uncomfotable, Rocko.

ROCKY

How's that?

PAULIE

Lately it's not a 'happy' place - Lately the place is dark.

ROCKY

Dark?

PAULIE

Dark.

ROCKY

Whatta ya mean 'dark?' Like personality 'dark,' 'paint' dark; what?

PAULIE

(soft)

It ain't about the 'paint,' Rocko.

(to Ravi)

We need privacy here! Can ya hear that?

(Ravi takes off)

ROCKY

Yo, why ya breakin' this guys chops?

PAULIE

He's used to it - Y'know, I haven't had a 'close' woman, ever. So I'm takin' the advantage. What, I'm not allowed to have a relationship before I'm dead? Anybody try to stop you?

ROCKY

Ya happy Paulie?

PAULIE

(gestures at the beef)

Happiness comes in different cuts.

PAULIE (CONT'D)
Choice, flank, rump...Yo, we'll visit a lot.

ROCKY
Yeah, give me a call.

PAULIE
...What's the number again?

ROCKY
It's the same number for years.

PAULIE
Hey, I don't call myself.

ROCKY takes a pen out of PAULIE'S top pocket.

ROCKY
Got some paper?

PAULIE extends his hand and turns it over.

PAULIE
Top side's dryer.
(Rocky writes)
Y'know, I'm there for ya - We're always like brothers.

PAULIE pats ROCKY'S shoulder.

ROCKY
(moves off)
...Appreciate it.

PAULIE
Dinners at my place for a change - No charge.

The ex-fighter weakly smiles and disappears from view.

EXT. - ROCKY'S RESTAURANT - NIGHT

The RAIN beats ceaselessly on the PAVEMENT in front of the establishment.

INT. - ROCKY'S RESTAURANT - NIGHT

In the subdued light we see only SIX CUSTOMERS. Two are boxers. One is SPIDER RICO, one of ROCKY'S old opponents. The kitchen employees stand nearly motionless.

TWO WAITERS make small talk near the bar. FOUR CUSTOMERS sit with ROCKY who is telling a well-worn story in his well-worn blazer. One of the listeners is a dark haired boy of 18 who sits beside his heavysset father.

ROCKY

I don't think I won a point for five rounds - He punched the you-know-what outta me - I'm grabin', duckin', blockin', but he kept comin' - Everything he threw landed some place in the face area. He was hammerin' me up pretty good every time. An' when I nailed him, he nailed me. But truthfully you couldn't miss me, you could throw a punch under both ya legs an' around ya back an' hit me square between the lamps

(points to his eyes)

So me goin' the distance was a miracle of sorts. Yeah, Creed's gotta go down in my book as one of the all-time greats.

(rises)

FATHER

Picture with the kid, Rock? That alright?

ROCKY smiles at the young man who somewhat resembles his son. ROCKY grabs his fist and places it under his chin.

ROCKY

...Makes ya look more hazardous.

They both smile and ROCKY rises.

ISABEL comes over and gestures towards kitchen.

HOSTESS

Spider's in the kitchen.

ROCKY walks over to him. He's washing dishes.

ROCKY

Yo, Spider -

SPIDER

Lemme do some dishes - I'll feel better.

ROCKY

(takes the dish rag)

C'mon, you're my guest.

SPIDER

Then let me do somethin'.

ROCKY

Keep chewin', do that.

He leads SPIDER out. The piped-in MUSIC is drowned out by the sound of cascading rain. MARIE AND HER SON ENTER. MARIE RETRACTS A SMALL UMBRELLA.

ROCKY appears completely caught off guard by the new arrivals.

ROCKY (CONT'D)

Hey - Ya kept the card.

MARIE

Yeah - I kept the card -

ROCKY

Good, how ya doin', Steps?

STEPS

...Alright.

ROCKY

Picked a bad night to show up, Lil' Marie.

MARIE

It's my only night off -

(eyes the mural)

Nice paintin' - Nice place.

Nice isn't it?

STEPS sullenly nods - ROCKY smiles.

ROCKY

It's too ol' fashioned for him - Here, sit wherever ya want - Hungry?

MARIE

A little - You cook?

ROCKY

(shrugs)

No, I don't mess with the pans.

Whatta ya feel like eatin', Steps?

STEPS

Got what I need.

STEPS reaches into his jacket and pulls out bottled water and a McDONALD'S BURGER.

MARIE

Sorry...

ROCKY

...Tough competition.

CUT TO:

EXT. - MASON'S VEGAS HOUSE - NIGHT

On a lit COURT we see the solitary figure of MASON DIXON shooting a basketball alone - In the background, his well-lit home is seen and MUSIC is heard emanating from within.

INT. - E.S.P.N. SET - NIGHT

Two regular commentators are flanked by THREE WRITERS. Behind them is a large curved screen. The overhead lights beat down on the congregation.

COMMENTATOR #1

Welcome once again to "E.S.P.N.'s Man vs. Machine." Who was really the 'best?' If two athletes from two different eras were to actually compete against one another? Given the same rules, placed together at the same age, using the same equipment, who would truly triumph?

INT. - MASON'S MODERN HOME (VEGAS) - NIGHT

Five of DIXON'S POSSE are listening to Hip Hop while shooting pool. The room is full of many arcade video games. Behind the men is a large plasma television that one of the posse is channel-surfing through. He stops at an E.S.P.N. show. MASON DIXON'S still image is on the screen.

POSSE MEMBER

...Check it out.

CUT TO:

INT. - SPORTS BAR - NIGHT

ROBERT JR. sits with a group of three friends. These guys are not "players" or 'studs', just average white collar men. Most of the bar's TVs are showing ASSORTED BALL GAMES.

FRIEND #1

...Look at this.

The group's attention is drawn to the E.S.P.N. broadcast. They see a picture of ROCKY and MASON DIXON on the screen. ROBERT IS CAUGHT OFF GUARD.

FRIEND #2

(to bartender)

Could you turn that up, please.

COMMENTATOR #2

This week we will feed our facts into "the machine" while fielding the comments of our illustrious panel of sports writers about who they think would reign supreme.

CUT TO:

EXT. - MASON DIXON HOME - NIGHT

MASON'S manager, L.C., steps out into the patio and gestures to DIXON who's still shooting baskets.

L.C.

Yo, man -

CUT TO:

INT. - MASON'S HOME - NIGHT

All present are viewing E.S.P.N. on the LARGE PLASMA SCREEN. We see an old film version of Rocky Marciano, well past his prime, and a young Muhammad Ali boxing in a dark make-shift ring.

COMMENTATOR #1 (V.O.)

Originally conceived in 1969, then suspended, Ali was asked to box against the long-retired "Brockton Block Buster" Marciano.

(MORE)

COMMENTATOR #1 (V.O.)

After all the data was fed into the computer a decision would be reached - Well, folks, following along those lines, and with the added plus of vastly improved technology, we will attempt to follow along the same lines...

On the screen are MANY COMPUTER GENERATED RECREATIONS OF FORMER GREAT ATHLETES.

COMMENTATOR #1 (CONT'D)

This evening, Boxing once again - two contrasting styles in every conceivable way. The champion and undisputed holder of the heavyweight crown for nearly three and a half years.

CUT TO:

EXT. - BASKETBALL COURT - NIGHT

MASON and L.C. view the show on a flat screen located in a LOUNGE AREA. The house is seen in the background.

The computer-generated and shockingly life-like images of ROCKY and MASON flash across the screen.

COMMENTATOR #1

The controversial Mason "The Line" Dixon will be pitted against the straight-ahead style of southpaw Philly slugger, Rocky Balboa. Now let's go to our virtual arena and the opening bell!!

As the bell rings, the screen SWITCHES TO A SIMULATED BOXING RING.

The VISUAL OF MASON "THE LINE" DIXON and a much YOUNGER ROCKY charge across the ring! MASON CRASHES A HUGE RIGHT AGAINST ROCKY'S JAW...

EXT. - MARIA'S HOUSE - NIGHT

ROCKY's car swings to the curb, MARIE exits with her arms laden with food-to-go. STEPS exits also cradling boxes of food. He prepares to enter the house.

MARIE

Thanks again.

ROCKY

Sure - Listen, think Steps wants a job?
Make a few extra bucks weekends - It's
good makin' ya own money - My kid stashed
a few bucks.

MARIE leans closer to the car.

MARIE

Why're you being so nice?

ROCKY

Y'know, I - ah - don't want ya to think
nothin's off, y'know? My wife - She's
gone, but she isn't, know what I mean?

MARIE

I wasn't thinkin' that.

ROCKY

What were ya thinkin'?

MARIE

- That you don't owe us nothin'.

ROCKY

Why d'you gotta be owin' somethin' to
get somethin'? ...Spendin' time with ya
kid would be nice. Whatta ya think?

MARIE

That'd be good.

ROCKY

...Appreciate it.

CUT TO:

INT. - MASON'S HOUSE - NIGHT

DIXON, looking melancholy, watches the computer fight
wrapping up.

It is the LAST ROUND. The PIXILATED version of ROCKY
BALBOA attacking his counterpart. The BATTLE CONTINUES
for another fifteen seconds. The BELL rings. BOTH GRAPHIC
IMAGES FREEZE.

FULL-SCREEN: Beneath frozen images of the fighter are
instant COMPUTER GRAPHICS of the BALBOA/MASON DIXON
COMPUTER BATTLE, such a POWER PUNCHES THROWN, JABS, KNOCK
DOWNS, ETC.

COMMENTATOR #1

Well, gentlemen that was a lot of give and take - Now let's hear it from our 'live' experts. Bernie Hernandez, Philadelphia Daily News.

BERNIE

Given the power punches landed and the fact Dixon's never been in deep, never faced real adversity - Balboa wins!

INT. - SPORTS BAR - NIGHT

ROBERT and his group sit transfixed. ROBERT is very ill at ease.

FRIEND #1

Your ol' man's the man!

CLOSE-UP OF SCREEN

COMMENTATOR #1

What say you, Michael Katz - Reuters?

MICHAEL

Balboa's had the much harder competition. Dixon's got fantastic skills! Super fast! But fed easy opponents by his management team, so I call it Balboa hands down!

ROBERT'S friends applaud.

FRIEND #2

(good natured)

What happened to you?

ROBERT JR tries to look amused but is sick at heart.

CUT TO:

EXT. - MASON'S HOUSE - LOUNGE AREA - NIGHT

DIXON is deeply wounded by the lack of respect. His eyes are pained.

COMMENTATOR #1

Now what say you, Burt Sugar, of Ring Magazine?

BURT

I agree Dixon fights pushovers, so who knows what he's made of? - But each in their prime, factoring Dixon's unbelievable speed and slashing offense, he cuts Balboa to bits. Dixon all the way.

COMMENTATOR #1

Well, let's see what the computer has to say. So let's have it.

A PICTURE OF ROCKY BALBOA IN HIS FIGHTING PRIME bursts on one half of the screen with statistics on the other.

COMMENTATOR #1 (CONT'D)

Taking the human factor out of it, the computer says, the "Philly Slugger," Rocky Balboa would be triumphant over reigning champion Mason Dixon in a 15 round decision - There you have it folks!

DIXON shakes his head in dismay.

DIXON

You believe that?

L.C.

Hell with what strangers think. Who's got the money?

(points to the house)

Those are your people, they love you.

INT. - SPORTS BAR - NIGHT

ROBERT'S group applaud and comically point to ROBERT. It is all done in good fun, but ROBERT is very uncomfortable with the attention. One friend holds up his fist.

FRIEND

I'm never messing with you!

COMMENTATOR #1 (O.S.)

...Well that's it for this evening - Next week's challenge, basketball - we will pit Wilt 'The Stilt' Chamberlain against 'The Big Diesel' Shaquille O'Neal - Hope to see you then.

CUT TO:

EXT. - GRAVEYARD - PRE-DAWN

Seated on his portable folding chair, ROCKY sits in front of his wife's grave.

ROCKY

(to headstone)

Y'know, the thing is, I know ya gone, I go and I visit ya grave but I still expect ya to be waitin' at home - I never knew I could have these kinda thoughts - I think it's some kind of crazy joke like God is playin' an' I'm gonna go home an' the lights'll come on an' I'll hear these people yellin' "Surprise" an' out steps you. That's never gonna happen but I keep thinkin' it will... I try talkin' to the kid; we're I think, goin' in different directions - See, I know I ain't done nothin' right since you left...

EXT. - PRODUCE MARKET - DAY

ROCKY and STEPS load stacked crates of produce into ROCKY'S van. Both are damp with sweat.

STEPS

Why ain't somebody else doin' the loadin' - You paid for it, why we doin' it?"

ROCKY

Makes ya head stronger.

STEPS

What?

ROCKY

Makes ya head stronger - Sometimes I used to stare at this far away street light for nearly half an hour without blinkin' - Or I'd be squeezin' a ball until my hands felt like they was gonna explode -
(lifts several more crates)

STEPS

Why?

ROCKY

I was trainin' myself to do things that were uncomfortable, because I knew gettin' used to being uncomfortable might come in handy some day - Like when some sledgemhammer pug is tryin' to flatten parts of ya head an' body.

STEPS

So, why you tellin' me this?

ROCKY

Jus' makin' conversation.

STEPS

Don't need to.

ROCKY

Then who should I be talkin' to, seagulls?

(looks up)

I'm talkin' to ya 'cause I think ya a nice kid an' ya got a nice mother.

STEPS

Why you call her Lil' Marie?

ROCKY

'Cause that's how I know her.

STEPS

She ain't Lil'.

ROCKY

Whatta ya want me to call her, "Huge?"

STEPS

Why not?

ROCKY

Yo - Don't be goofin' on ya mother.

STEPS

She's my mother.

ROCKY

You argue pretty good, don't ya? - Hey, ya ever hear from ya father?

STEPS

Why?

ROCKY
Curious. Him being gone bother ya?

STEPS
No.

ROCKY
Sure it does.

STEPS
...No it doesn't.

ROCKY
My 'ol man took it on the arches, an' it bothered me. Mother took off too - In a different direction.

STEPS
What ya do?

ROCKY
It bothers me a lot. Still does - But whatta ya gonna do? - Cry every day? Ya take ya lumps.

STEPS actually seems taken by the man's candor.

ROCKY (CONT'D)
Ya very lucky. Ya gotta a mother who loves ya and ain't quittin' ya. So listen to what she says, 'cause if ya listen to what them dumb bell idiots on the street say - You'll end up doin' a lotta wrong, like me.

STEPS
What're you sayin'. Man, you went all the way.

ROCKY
It was freak luck.

STEPS
Then gimme freak luck.

ROCKY
Freak luck's for suckers.

STEPS
Worked for you.

ROCKY

Hey - Forget me! - Waitin' for freak luck is for dunces, ya gotta go get what ya want an' if ya get knocked down, so what, ya got legs, ya get up an' if ya don't get up, so what. It's alright 'cause ya tried. Who do you wanna be? The guy on the ground who tried somethin' or the bum standin' up who did nothin'? Personally I'd like to be the guy on the ground.

STEPS

Think you got it all together?

ROCKY

I din't say that.

STEPS

Then why're you wastin' my time?

ROCKY laughs and throws a mock punch at STEPS who smiles. He wipes the sweat away on his sleeve.

ROCKY

...Wiseguy.

CUT TO:

EXT. - ANIMAL SHELTER - DAY

The bland building stands alone. Barking can be heard over the exterior.

INT. - ANIMAL SHELTER - DAY

ROCKY and STEPS walk along a multitude of cages.

STEPS

(points at a Pit Bull)
That's a good one.

ROCKY

He don't look friendly - How 'bout him?

He points to an ugly flat-headed mutt.

STEPS

Him?

ROCKY

Why not?

STEPS

He's ugly.

ROCKY

(bends down)

Yeah, but it's a nice ugly. Yo - C'mere,
Boy, come on.

STEPS

How 'bout a young one.

The dog looks barely alive.

ROCKY

See, he ain't wastin' energy.

STEPS

'Cause he's dead.

ROCKY

There's mileage left on this animal - A
little good food, bingo - watch out -
Give 'im a name?

STEPS

...No.

ROCKY

Yo, what's a good name?

STEPS

It's your dog.

ROCKY

No - It's a community animal.

STEPS

I don't know nothin' 'bout no dogs.

ROCKY

C'mon - Think.

STEPS

Flea bag

ROCKY

That's probably taken - Somethin' else

STEPS

(stares at Rocky)

Punchy.

ROCKY dryly eyes STEPS. STEPS does not know if he's crossed the line.

ROCKY
"Punchy."

STEPS
(repentant)
I was just playin'

ROCKY
Were ya?

STEPS
...yeah.

ROCKY
...I like it.

ROCKY eyes the mangy animal and laughs.

STEPS
For real?

ROCKY
Yeah - Very classy, different. Yo, Punchy
- Time to hit the road.

INT. - ROCKY'S RESTAURANT - NIGHT

We see STEPS near the stove. 'Punchy' sits in the corner. Rocky is feeding him pieces of cheese as he slips into his old sport blazer.

ROCKY
That's good, kid - Keep the spoon movin'.

STEPS continues to churn the risotto as instructed.

CUT TO:

DINING ROOM

Half the room is occupied - PAULIE enters through the front door and heads to the kitchen. He is wearing his NIGHT WATCHMAN'S UNIFORM.

PAULIE
Rocko!

ROCKY

Yeah?

PAULIE

They're gonna be talkin' about the fake
'Loony Tune' fight.

ROCKY

What fight?

PAULIE

(points)

The 'Fake' one on television.

PAULIE crosses to the small bar and turns on the television. ROCKY gestures to the 14 people who are dining. Also present are two ex-fighters who are also eating.

ROCKY

People are eatin' -

PAULIE

(towards the ex-fighters)

Helps 'em digest - I come as a favor.

The SCREEN BRIGHTENS and STEPS approaches the bar.

PAULIE (CONT'D)

(faces Rocky)

Who's the criminal?

ROCKY

(gestures)

He's a nice kid.

PAULIE

He dresses like a bum.

ROCKY

What're you, a work of art?

PAULIE

Hide the silverware.

They all face the TELEVISION. Several customers drift over.

An E.S.P.N. BROADCAST appears. On screen is AN ACTUAL 1970 FILM featuring the REAL ROCKY MARCIANO who is nearly 50 years old. He is about to engage in a SIMULATED FIGHT with MOHAMMED ALI who is 27 YEARS OLD.

COMMENTATOR

...In the late Sixties a simulated fight took place between two legends - Rocky Marciano and Mohammed Ali - Ali, unable to fight legitimately for three years for having refused induction into the Armed Forces, was in need of money and agreed to the so-called 'Dream Match' whose outcome would be decided by a computer.

On screen we see ALI and MARCIANO battling.

COMMENTATOR (CONT'D)

...It's almost thirty-five years since Rocky Marciano won the much-disputed computer decision. Well, guess what? Not much has changed!

Now the MODERN FIGHT between a PIXILATED VERSION of Dixon and Balboa appears...The super realistic battle has ROCKY TRANSFIXED... The two ex-pugs drift over. One is SPIDER RICO.

PAULIE

The owner's fightin'.

CLOSE-UP: Television

COMMENTATOR

Last week, Rocky Balboa, won a decisive "computer decision" over present-day Champion Mason Dixon.

More of the restaurant crowd comes over.

COMMENTATOR (CONT'D)

...But what started out as a simple form of entertainment has become a lightning rod for many who feel that the "old school" athlete like Balboa was better, while Dixon's manager says, like the Ali-Marciano computer decision in 1970, which Marciano won, the Balboa decision, could be nothing more than thinly disguised racism -

PAULIE

(to screen)

Get therapy.

MASON DIXON COMES ON THE SCREEN.

MASON

It's unfortunate man, but people're in the habit of tryin' to destroy other people. It's the way the world is - Stick ya head above the crowd, people try to cut it off. Ain't got nothin' against the man, he's being used, like I'm being used.

SPIDER

Ya woulda murdered him.

ROCKY

This ain't real, Spider.

TV cuts back to pair of IRREVERENT ANCHORMEN.

ANCHOR #1

(comically)

So, how do you think Balboa would've done against Dixon?

ANCHOR #2

Easy Win - Personally I think Balboa was overrated.

ANCHOR #2 (CONT'D)

You know that Rocky owns a little restaurant in South Philly. What do you think the speciality is?

ANCHOR #2 (CONT'D)

Pounded chicken.

ANCHOR #1

Very good! I was gonna say cauliflower ears.

ANCHOR #2

(a pix of The Eagles comes on screen)

Early today Eagles coach...

PAULIE

That's it? That was a waste of my time.

Rocky reddens as everyone feels his discomfort. PAULIE turns the TV off.

ROCKY

That was good advertisin"

PAULIE

Yeah -
 (takes a bottle of booze)
 Pay later. The meathouse calls
 (exits)

EXT. - APARTMENT BUILDING - NIGHT

ROCKY is parked across the street from the mid-income building. A doorman paces inside. Several moments later, ROBERT JR. approaches.

ROCKY exits and approaches.

ROCKY

Yo, Robert

ROBERT JR.

(startled)
 What is this? What're you doin' out so late?

ROCKY

I tried callin' - Nothin' was pickin' up.

ROBERT JR.

Somethin' wrong?

ROCKY

No - I just wanted to see ya in person.

ROBERT JR.

Wanna come inside?

ROCKY

(shrugs)
 Nah - Y'know ya mother had good opinions on things. I'm sure you do too.

ROBERT JR.

Sure...Opinion on what?

ROCKY

Y'know, the rumor is we only live once.

ROBERT JR.

Yeah, I've heard that.

ROCKY

I wanna do somethin' -

ROBERT JR.

- Like what ?

ROCKY

Fight.

ROBERT JR.

(thunderstruck)

...You're serious

ROCKY

Yeah - I thought maybe ya wanna get involved.

ROBERT JR.

Involved? How?

ROCKY

Y'know- Help me, hang out for support. Ain't many of us left.

ROBERT JR.

People will think you've lost it.

ROCKY

I don't mind.

ROBERT JR.

You should mind -

ROCKY

- Why? They ain't blood.

ROBERT JR.

Don't you think you're to - old?

ROCKY

Yeah, on the outside - But the insides work pretty good.

ROBERT JR. takes a moment and shakes his head in disbelief.

ROCKY (CONT'D)

- Think ya should ever stop 'trying things' 'cause ya had a few too many birthdays? I don't.

ROBERT JR.

This isn't about just 'trying things.' When you're done you're done. You know that?

ROCKY

Maybe ya stronger some place else.

ROBERT JR.

Please use some "common sense."

ROCKY

Let's try. You an' me.

ROBERT JR.

Why? It's wrong. People will think your crazy.

ROCKY

What's crazy with standin' toe to toe sayin' "I AM."

ROBERT JR.

That's just ego talkin'. Time catches up to everybody.

ROCKY

Especially if you're standin' still.

ROBERT JR.

What are you tryin' to prove to other people?

ROCKY

Nuthin' - Except for ya mother, I stopped thinkin, what other people think a long time ago. Yo, think what you think.

ROBERT JR.

I do!

ROCKY

Do ya?

ROBERT JR.

You've got to face reality. It's a different world now.

ROCKY

Only the clothes is different - Same world.

ROBERT JR.

What do you want from me? Really?

ROCKY
 Nothin' - I thought you might - forget
 it, it's alright

ROBERT JR.
 (touched)
 ...Whatever it is, whatever you're goin'
 through, it'll pass - maybe too much time
 alone is not good.

ROCKY awkwardly glances around.

ROBERT hugs his father.

ROCKY
 ...I know

ROBERT JR.
 Call you in the morning.

ROCKY
 ...Sure.

Disheartened, ROCKY moves off towards his van, and his son
 shakes his head in frustration and enters the apartment
 building.

INT. - MEATHOUSE - NIGHT

ROCKY is walking along the HANGING BEEF, then exits the
 freezer with PAULIE. RAVI is seen in the background
 picking up odd bits of trash.

PAULIE
 Than ya brain's tellin' ya a bad joke -
 Nobody's givin' you no title shot.

ROCKY
 I know that.

PAULIE
 So there's no mental disturbance?

ROCKY
 None I see.

PAULIE
 Ya miss people yellin' ya name, don't ya?
One time around's all we get.

ROCKY
Maybe yeah, maybe no.

PAULIE
Ya mad they took down ya statue?

ROCKY
That don't matter.

PAULIE
Listen, if this is about money, hang a
sign around ya neck that says "Punch me!
Five Dollars! You'll make big money
(sips whiskey)

ROCKY
C'mon, Paulie. I got somethin, I wanna
do.

PAULIE
What? Ya ain't 'peaked' yet?

ROCKY
I dunno - There's stuff in the basement.

PAULIE
"Basement"?

ROCKY
(touches his stomach)
In here, there's stuff that's gotta get
out.

PAULIE
What stuff?

ROCKY
Just stuff.

PAULIE
My basement's empty.

ROCKY
Maybe ya lucky - You with me?

PAULIE
I gotta job here.

ROCKY
Ya hate it.

PAULIE
So? - I hate everythin'.

ROCKY
You're stayin' here?

PAULIE
(sips from a flask)
Yeah, among the beef. Tell your kid this?

ROCKY
Yeah.

PAULIE
Thought you were nuts, Right?

ROCKY turns away.

PAULIE (CONT'D)
Hey. Nobody believes in ya - Welcome to
my friggin' life.

ROCKY starts to exit

Yo, I got some more things to say.

ROCKY
...That's okay.

PAULIE
Its free

ROCKY
- That's okay

He disappears around the corner.

CUT TO:

EXT. - LUCKY'S BAR - NIGHT

ROCKY is seen on the desolate streets with MARIE. The
mangy dog, PUNCHY is with him.

MARIE
Don't you wanna come inside?

ROCKY
The dog needs exercise. Ya kid did real
good today.

MARIE
That's good - So everything's alright?

ROCKY

Listen, whatta ya think 'bout comin'
over to the restaurant -

MARIE

Why?

ROCKY

For work - The hostess is havin' a kid.
You'd do good.

MARIE

I don't know -

ROCKY

Really, you'd do good. You'd do real good

MARIE

I appreciate what you're doin' for my
kid. But I can't...I gotta get back.

ROCKY

Y'know, it's a nicer neighborhood over
there - Pleasant.

MARIE

Can we drop it?

ROCKY

What's botherin' ya?

MARIE

It's alright - I gotta get back

ROCKY

It's not alright.

MARIE

C'mon -

ROCKY

What?

MARIE

I'm suppose to be the first person people
see when they walk in?

ROCKY

Yeah, ya give 'em menu's, y'know. It's
not that complicated

MARIE

Look at me?

ROCKY

I am.

MARIE

You could walk two blocks from here an' find ten better people - One block!

ROCKY

That's wrong thinkin'.

MARIE

I just won't feel comfortable - I can't.

ROCKY

Give it a try - Two weeks.

MARIE

I don't wanna try.

ROCKY

Yo who put this stuff in ya head?

MARIE

Nobody -

ROCKY

C'mon, it don't get in there itself.

MARIE remains silent and starts to head back to the bar.

ROCKY (CONT'D)

Y'know, this way you're thinkin' now, ya gotta forget all that!. So ya don't think ya look good, so what, who's perfect? - Maybe a couple of freaks of nature? But did ya ever really notice the mugs on the people that really do the great things, the important things? - It ain't never the pretty ones, Lil' Marie, It's the real ones.

MARIE

Really, I can't -

ROCKY

An' if you say "screw you creepo" again, I'm gonna whack myself so hard, I'm gonna go flyin' over this bridge an' you'll be responsible!

MARIE finally breaks a smile and hugs him.

ROCKY (CONT'D)

Yo, get inside before ya catch somethin'.

Marie re-enters the bar.

ROCKY pats the OLD DOG and moves away, as he pumps his fist skyward.

CUT TO:

EXT. - STATE BOXING COMMISSION'S OFFICE BUILDING - SUNSET

The classical building is located in the center of the city.

INT. - STATE BOXING COMMISSIONER'S OFFICE - DAY

FIVE MEN sit along the length of an elevated row table like you would see at a senate hearing. ROCKY sits below them. On the front of the dais is the Pennsylvania State Boxing Commissions seal.

COMMISSIONER #1 (V.O.)

The tests administered were much more sophisticated than when you were recommended to retire and so you've passed the mandatory state exam. But frankly, your age is still a big concern - And weighing in all the different factors and unpredictable elements that go along with this sport, we cannot in good conscience, recommend re-licensing at this time.

ROCKY

Didn't I do what ya asked.

COMMISSIONER #1

Yes, but you understand, it's your best interest we're thinking of.

ROCKY

But I did what ya asked, right?

COMMISSIONER #2

No one wants to be held accountable for a serious injury, or even a fatality.

ROCKY

I appreciate that but, I passed them tests

COMMISSIONER #3

If we're wavering on this he should at least redo all the testing.

COMMISSIONER #4

How will that indemnify us?

COMMISSIONER #1

I think we have to stand by our decision. It's about moral accountability.

ROCKY

Ain't' followin' this.

COMMISSIONER #2

Your request for a license at this time is denied.

ROCKY-

(at a loss)

Yo...don't I got some kind of rights?

COMMISSIONER #2

Some "rights" may be open to interpretation. Which rights?

ROCKY

'Rights' like in the thing they wrote down the street.

COMMISSIONER #2

The Bill of Rights?

ROCKY

Yeah, them rights!

COMMISSIONER #2

What about them?

ROCKY

They say somethin' 'bout pursuin' happiness, right?

COMMISSIONER #1

Your point is?

ROCKY

I'm pursuin' somethin' an' nobody looks too happy about it.

COMMISSIONER #1

We're only looking out for your interests.

ROCKY

(hotter)

Yeah, I appreciate it but I did what ya wanted me to do an' more an' that should do it, right? I know ya doin' ya job very well, an' that's good, but why ya gotta stop me from doin' mine. It ain't right, 'cause if somebody goes through all the junk ya gotta go through to get where they wanna get, let 'em - Ain't nobody got the right to stop 'em 'cause, maybe someday, some of you guys are gonna wake up 'an wanna finish somethin' ya never finished, 'an ya paid ya dues. But ya told 'no, forget it' so ya never finished it. So who's got the right to tell ya that, after ya done what ya was asked to do'?! Nobody! None of you guys know what's in the next guys heart!! Only that guy knows!! Ya gotta do what ya guts tell ya to do, if ya don't, ya just takin' up a seat until the next bums come along! Who's supposed to live like that. So if I ain't gettin' my license, then gimme more of them tests. 'Cause I ain't leavin' here without somethin' that resembles what's right!

The commissioners pause to consider.

CUT TO:

LUCKY BAR

ANDY and several dried-up regulars crane their necks to the suspended TV.

REPORTER

As promised earlier, a true classic from the 'Truth is Stranger Than Fiction File' - Former Champion Rocky Balboa has reapplied to a license and believe it or not passed the test. The former slugger said he'll participate in small local contests -

The STREET-TRASH GROUP that had the altercation with ROCKY, sit at the bar and hurl derisive comments.

INT. - SHAMROCK MEAT HOUSE - NIGHT

LONG SHOT. PAULIE SITS IN THE FOREMAN'S OFFICE reading a paper.

A forty year-old Black foreman approaches PAULIE and they converse. RAVI is in the distant background. We can see from PAULIE'S body language, he has just received devastating news. He steps out and throws his helmet against the wall.

INT. - PROMOTER'S OFFICE

A mature high-powered promoter sits with four high-powered executives. Also present is DIXON and L.C.

PROMOTER

- The last two pay-per-views lost, and the gate is off 40 percent -

L.C.

- 'Cause all they got is nobody's out there.

PROMOTER

But we've got "human interest" going if we want to run with it.

MASON

Like what?

PROMOTER

Rocky Balboa applied and got a license.

MASON

Don't even think about it!

PROMOTER

- Hear me out -

MASON

- Man, I don't wanna hear it out -

PROMOTER

It's an event and it'll sell - I've got about a couple thousand e-mails attesting to that -

MASON is stunned.

L.C.

- Hear him out! -

PROMOTER

- Everyone knows what the outcome will be
- You can't lose, but we can capitalize
on the novelty -

L.C.

- That computer fight got people
thinkin'.

MASON

(eyes L.C. and promoter)
You two been talkin'? When were you gonna
tell me?

L.C.

Ain't nobody beatin' that door down for
what's out there! There's no match-ups
out there that people are gonna pay real
money for.

MASON

We got guaranteed fights -

L.C.

We can't give those damn fights away -
Pay-per-view rejected all of them. With
no names, there's no marquee an' no money
- Think we're lyin' here!

PROMOTER

(to Mason)

It's nostalgic man. It's mostly a has-
been, never-gonna-be' world, so people
will relate to this match up. And as a
public relations kicker, you'll offer a
piece of the gate to some charity.

ASSISTANT

- Children's Charity -

PROMOTER

'Children's Charity'. You'll tap your way
to a ten round decision, and the hook is
people will see your compassion, while
you put on a good show, and don't destroy
this guy. With this new fan base, next
fight down the line we'll double your
biggest gate -

(to L.C.)

If you want a new image, this is the way
to get it.

MASON just stares hard at L.C. whose anger is rising.

L.C.

What! What'd I do? I made your world
"green" an' kept you healthy man, that's
what I do and we do.

The fighter becomes rigid, MASON looks like he's about to exit.

L.C. (CONT'D)

What? I'm lyin'?
(to group)
Let's talk this out.

MASON coldly eyes the room and exits.

EXT. - ROCKY'S RESTAURANT - NIGHT

About TWENTY PEOPLE are lined up outside. There is a new energy.

INT. - ROCKY'S RESTAURANT - NIGHT

The small room is filled to capacity...LIL' MARIE is hostessing...In the kitchen STEPS is helping prepare food as ROCKY'S in the kitchen.

PAULIE knocks on the window and gestures to a worker who taps ROCKY. He steps out into the alley.

EXT. - ALLEY - NIGHT

The door opens and ROCKY stands beneath a single rusted lamp fixture that casts sharp shadows in the dark narrow alley. Beside PAULIE is a ONE HUNDRED AND FIFTY POUND SIDE OF BEEF wrapped in a gauze cloth. One of PAULIE'S eyes is badly bruised.

PAULIE

(slightly intoxicated)

Yo, Rocko -

ROCKY

Yo, what happened to ya face?

PAULIE

I punched it.

ROCKY

Why?

PAULIE

I needed to.

ROCKY

Are you crazy?

PAULIE

(calm)

Yeah, I'm crazy - Hey, I'm bringin' ya over an old friend - Know what this is, Rocko?

ROCKY

A piece of large meat.

PAULIE

Corn fed steer.

ROCKY

Why's it here now?

PAULIE

It's a gift.

ROCKY

What's the occasion?

PAULIE

I'm celebrating! I retired.

ROCKY

Retired?

PAULIE

Why not?

ROCKY

When they start givin' retirin' people meat instead of watches?

PAULIE

Cause I gotta watch! You gimme a watch - I don't need another Goddamn watch!

ROCKY

Yo, Paulie - Calm down -

PAULIE

Why calm down! Calm this down!!

PAULIE suddenly grabs an empty TRASH CAN and flings it against the alley wall then kicks it several yards down the alley.

PAULIE (CONT'D)

Thirty-one friggin' years, I give 'em 31 friggin' years!! My life, freezin'! For what!? My friggin' life stinks! The more I stir it, more it stinks! Why didn't I die instead of my sister! I'm the one who oughta be gone!! Me! I'm a liar! I'm the bum!

Several people in the kitchen stick their heads out, including MARIE and STEPS. ROCKY waves them back in.

PAULIE (CONT'D)

(winded)

Y'know - Ya complicate my life - always did.

ROCKY

Hey, you're my friend, Paulie.

PAULIE

Yeah?

ROCKY

Yeah, my nutty-as-a-fruitcake-friend.

PAULIE

Whatta my gonna do now?

ROCKY

Whatta ya wanna do.

PAULIE

Can I move back in the house?

ROCKY

...What about ya girlfriend?

PAULIE

She wanted rent.

ROCKY

Yeah, ya better move back in.

PAULIE

I appreciate this, Rocko.

ROCKY nods. PAULIE moves off down the alley.

PAULIE (CONT'D)

(calling back)

Y'know, it takes guts to climb in that ring knowin' ya gonna take a beatin'.

ROCKY

...Thanks.

PAULIE

Yo, Rocko...Can I manage ya?

ROCKY

There's nothin' to really manage.

PAULIE

Stuffin' in the basement, remember?

PAULIE waves and disappears from view. ROCKY grabs the beef and hauls it inside.

INT. - ROCKY'S RESTAURANT (KITCHEN)

ROCKY enters and drops the massive piece of MEAT on a smaller table. STEPS and the three Hispanic workers are taken aback.

ROCKY BALBOA

You guys wanna split it up - Have what ya want.

Lil' MARIE approaches.

MARIE

Those men over there wanna talk to ya.

ROCKY sighs and puts on his blazer. He approaches the table. The three diners are the PROMOTER, L.C. and an executive assistant from his organization.

The men rise.

ROCKY

How ya doin'? Thanks for comin' by.

PROMOTER

Our pleasure.

ROCKY

So wanna hear some fight stories?

PROMOTER

(smiles)

Fight stories?

ROCKY

(embarrassed)

Sometimes people like hearin' old fight stories.

PROMOTER

Maybe later - I'm Robert Brown - These are my associates Carl Davis and L.C. - We'd like to talk to you a minute. Join us?

ROCKY

(sits)

Sure.

PROMOTER

We've heard you've gotten your licence back.

ROCKY

Yeah, that happened.

PROMOTER

Congratulations...We have the promotional contract for Mason Dixon - Dixon's a fan, and when he heard you're interested in fighting again, he thought why not try to work something out.

ROCKY

A fight - A title fight, c'mon.

L.C.

No, a Special Event - like an exhibition fight.

ROCKY

Thanks, but I was thinkin' less large - Smaller.

PROMOTER

Y'know, nothin' you do is going to be small-time - The press'll always be around. Technically, you never lost the belt in the ring. You retired, so in a sense you're both Champions, and you're both at a point in your lives where you want to do interesting things and this would be very interesting.

ROCKY

Gettin' killed ain't that interestin'.

PROMOTER

It's an exhibition - A glorified sparring session - With a portion of the gate going to charity.

ROCKY

So is this thing ain't a joke.

PROMOTER

It's as real as you want to make it.

ROCKY

I'm very rusty -

L.C.

Put it this way, you'll have some new stories to tell.

ROCKY ponders this as the scene fades.

INT. - BOARD ROOM - PRESS CONFERENCE

The impressive elevated dais is backed by FLOOR-TO-CEILING POSTERS proclaiming the theme of the CHAMPIONSHIP EVENT. Behind the fighters the BANNERS read LIVE PAY PER VIEW - THE DATE - And the HOTEL FIGHT SITE.

MASON DIXON

VERSUS

ROCKY BALBOA

SKILL VS. WILL

ROCKY is seated on the dais looking quite uncomfortable. He is flanked by DUKE, PAULIE and STEPS. Steps cannot believe he's in such a surrounding. In front of him appears to be an ocean of reporters and glaring video cameras.

On the OPPOSITE SIDE of the dais is MASON and COMPANY.

With their MATCHING HARD-CORE TEAM APPAREL, they present a unified and intimidating image.

In front of the fighters is a very large grouping of REPORTERS backed by a wall of mini-cams.

Seated in the center of the dais is the PROMOTER.

CUT TO:

INT. LUCKY'S BAR. NIGHT.

ANDY and several of the drinking patrons watch the television over the bar.

REPORTER #1

A few great fighters have fought in their fifties, often with disastrous results - why risk the danger and embarrassment? The smart money says you virtually have no chance.

DUKE

A puncher always has a chance - when Rocky asked me to come on board I did because I believe this can be competitive otherwise I wouldn't be here.

REPORTER #4

With such a long layoff do you still feel competitive? Energetic?

ROCKY

Yeah, I believe so.

ANDY

(to patrons)
...He used to sit on that stool.

CUT TO:

INT. SPORTS BAR. NIGHT.

ROBERT JR sits with all his friends as they observed the interview on a large screen...The small establishment has 30 patrons present. ROBERT JR is visibly upset.

REPORTER #5

You fought a lot of serious fighters. Who do you rate the best?

ROCKY

To me Creed was the best that ever breathed.

REPORTER #5

Rocky - With all the 'ring rust,' how do you think you'll hold up against Dixon?

ROCKY

Well, ya really don't know a person's personality 'til ya punch 'em.

REPORTER #2

Rocky, the press has labeled you a "Balboasaurus" who should be in a museum - Your thoughts?

ROCKY

I always liked museums.

REPORTER #1

Mason, let's say the following happens - You win, we'll say you beat an old guy, you lose, say a thumb in the eye, you'll be the joke of the decade.

MASON

That's science fiction. No chance of that!

(to Rocky)

You were someone once, a good example for the sport - But I've never been cut, never been shook up, never waivered - Nobody really touched me on the face hard, so it 's going to be kinda hard to convince anyone in America, or the world, that a man like you could present any problems -

ROCKY

Anything is possible -

The patrons cheer. Robert Jr cringes.

MASON

Again that's science fiction type thinking.

(to Rocky)

Let me say this, I'm not a fan of guys comin' back when their glory's gone, but you want it you got it. What you're doin' ain't my business, but people better be careful what they wish for.

ROBERT JR rises and quickly exits the establishment

CUT TO:

INT. ROCKY'S RESTAURANT.

ROBERT enters and sees PAULIE at the bar.

PAULIE
Oh, look who's here?

ROBERT JR.
How you doin' Uncle Paulie - Is he here?

PAULIE
(points to the kitchen)
In there somewhere.

ROBERT moves across the half filled room and enters the kitchen where he sees his father staring at a pot.

ROCKY
Hey, How ya doin'? Great ya come by.

ROBERT JR.
Can I talk with you?

ROCKY
Sure.

ROBERT JR.
Can we do it outside?

EXT. ALLEY. NIGHT

ROBERT JR and ROCKY step into the cold night air...ROBERT trys, collects himself, it's not working.

ROBERT JR.
You're going though with this?

ROCKY
Start training tomorrow.

ROBERT JR.
Nervous about it?

ROCKY
Yeah - Sure

ROBERT JR.
Then why do it?

ROCKY

I dunno - Feelin' somethin' is better than feelin' nothin'.

ROBERT JR.

Y'know livin' with you hasn't been easy. People see me, but they think of you. Now with this thing going on, it's going to be worse than ever.

ROCKY

Don't have to be

ROBERT JR.

Sure it does!

ROCKY

No, it don't, you got a lot going.

ROBERT JR.

What? My last name? That's why I got a decent job, why people even deal with me - Now I start to get a little ahead, a little something for myself, and this happens - I'm asking you as a favor not to go through with this. It can only end up bad for both of us.

ROCKY

I'm hurtin' you?

ROBERT JR.

In a way, yes!

ROCKY

Never wanted to do that.

ROBERT JR.

Maybe, but you are. Don't you care what other people think? Doesn't it bother you when they're making you out to be a joke and I'll be included. Think that's right?

ROCKY

Y'know, ya won't believe this - You used to fit in one of my hands, ya did. I'd hold you up and say to your mother, "This kid is gonna be better than any kid in the world. This kid's gonna be somebody better than anybody I ever knew.

(MORE)

ROCKY (CONT'D)

He's gonna grow up an' be smart and tough and never have nobody make'im feel small - An' you grew up good and wonderful, made us proud everyday just lookin' at ya - It was great - An' the time come for you to be ya own man an' take on the world. Your world, an' you did, but somewhere along the line ya changed. Ya stop being you, ya quit fightin', ya rolled over an' became a punchin' bag, not a puncher. Ya let ya world get to ya! Ya started makin' excuses when things got hard. Ya got afraid to get in there and mix it up with the competition, and ya looked for somethin' to blame. Like, what'd ya call it? - My shadow - let me tell ya somethin', its a rough very mean world, it punches hard an ya gotta punch back or roll over. You got no choice how you come in, but its your choice how you go out. If ya know what your worth, then go out and get what your worth, but don't be pointin' fingers an' say ya ain't where ya wanna be 'cause of him or her. Cowards do that, not men. I love ya no matter what. Ya the best part of my life, but you gotta believe in yaself or you ain't gonna have no life!...Don't forget to visit your mother.

ROCKY pats his sons arm and goes back in the restaurant.

CUT TO:

INT. - BOXING GYM - DAY

ROCKY is in the ring sparring with an opponent who resembles MASON DIXON. PAULIE is there, likewise STEPS who stands alongside DUKE.

DUKE

Throw that hook off the pivot! Transfer!
Go through him - That's it! Leave nothing on the table.

ROCKY throws again and is caught with a sizzling combination and Rocky is stung - Duke and Paulie become alerted.

DUKE (CONT'D)

Too much distance - I want you closer
than his skin...

ROCKY drives forward and is caught with a four punch
combo sets him back on his heels.

DUKE (CONT'D)

Time - That's it - Good.

ROCKY exhaustedly steps out of the ring.

DUKE (CONT'D)

Look, its your first day back an your
rusty. Tomorrow we're gonna change
strategies - we gonna approach this
training a whole different way.

ROCKY

What way?

DUKE

Real different - We'll talk about it
tomorrow. Shower up.

ROCKY moves off and PAULIE slides next to DUKE. MARIE
watches from the bench.

PAULIE

What's the problem?

DUKE

He's thinkin' instead of doin' -

PAULIE

Whatta ya gonna do?

DUKE

He's got to deal with it.

ROCKY wearily moves off towards the locker room. PAULIE
is lost in thought.

CUT TO:

EXT. - CEMETERY - DAY

ROBERT JR. walks towards the grave site. Up ahead he sees the familiar outline of his father. He places the flowers in his hand on his mother's grave.

ROBERT JR.
I really miss her.

ROCKY
(softly)
Yeah. Get off work early?

ROBERT JR.
I quit

ROCKY
Why?

ROBERT JR.
Right now I'd rather be with you - That alright?

ROCKY
(touched)
...Yeah, thanks.

They hug with affection.

ROBERT JR.
...Been a long time since I've seen a fight.

ROCKY
I know where one's takin' place.

Father and son hug and the scene fades.

CUT TO:

INT - OLD GYM - DAY

ROCKY stands with DUKE, PAULIE, ROBERT and STEPS.

The small power-lifting gym is dark and crammed with power lifting equipment. Off to the side stands a muscular power lifter of thirty-five.

DUKE

You know all there is to know about fightin' - So there's no sense us going down that road again! - To beat this guy you'll need speed - You don't have it. Won't be feints you'll call on, or footwork or any of that stuff, what we'll be callin' on is good old fashioned BLUNT FORCE TRAUMA. Why? 'Cause the law of physics says so. In other words, whatever you hit has got to rattle this man's bones. Whenever you punch him, his ancestors have to be yelling for mercy. Whenever you land a shot, it will cause unnatural disaster - Let's start buildin' some bombs!

TRAINING MONTAGE:

AS THE MUSIC BEGINS TO SWELL; IN A THEMATIC FASHION, WE SEE ROCKY GOING THROUGH AN EXTRAORDINARILY GRUELING AND DIFFERENT WORK MONTAGE.

IN THE GYM HE IS PUT THROUGH DIFFICULT MANEUVERS DESIGNED TO INCREASE EXPLOSIVE POWER IN STRENGTH. IT'S GRUELING AND BRUTAL TO WATCH. This training is CROSS-CUT with MASON DIXON'S gym workout which consists of Standard ROPE, HEAVY BAG, SPEED BAG, SPARRING, SHADOW BOXING and MITTS.

ROCKY is running at night down the Ben Franklin Parkway. DIXON'S workout increases in tempo and aggressiveness, so does ROCKY'S runs towards the MUSEUM STEPS until finally arriving at the top and jutting his fist triumphantly in the air.

AT THE TOP OF THE HISTORICAL STADIUM ROCKY GASPS FOR BREATH AS HE LOOKS OUT OVER A SEA OF ROOFTOPS THAT PROVIDE A PATCHWORK QUILT OF THE CITY OF PHILADELPHIA. HE IS READY.

EXT. - LAS VEGAS - NIGHT

The HUGE MARQUEE LETTERS advertising the grand event are being put in place.

INT. - ARENA - NIGHT

The STAGING CREW is hard at work arranging the lighting. ROCKY enters with ROBERT from the rear of the arena.

ROCKY eyes four men sitting in the bleachers together...He approaches. Mason Dixon steps forward to meet him.

ROCKY
You wanted to see me?

MASON
Yeah - This place is gonna be full tomorrow.

ROCKY
That's good.

MASON
Whatever insults were thrown in your way - that was business.

ROCKY
Business is business.

MASON
That's not me. Know what I'm sayin'? We both know this ain't no real fight an' I don't want nobody gettin' hurt - I want you to know that.

ROCKY
So ya not gonna be tryin' hard?

MASON
I'll do enough to get ya through it. Nobody has to lose face, you'll be goin' home in one piece, and that'll be it - But if you try to unload on me, I'm gonna fire hard on you, an' don't wanna that.

ROBERT JR is awed by the headgame being played.

ROCKY
Ya know, Mason, most people come to Vegas to lose, I didn't.

MASON
But you are.

ROCKY SMILES AND STARTS TO WALK AWAY AND THEN PAUSES, RE-FACING MASON.

ROCKY
Yo, so ya not scared a little?

MASON
Man, I don't get scared.

ROCKY
No?

MASON
No.

ROCKY
Okay - See ya soon.
(to Robert Jr)
Y'know - I think ya try harder when ya a
little scared.

ROCKY and ROBERT JR turn and move off.

INT. - ARENA - NIGHT

THE ATMOSPHERE IS SUPER-CHARGED AS HIGH ROLLERS ARE STILL
FILTERING INTO THEIR FRONT ROW SEATS.

CUT TO:

RINGSIDE COMMENTATORS

The three commentators this evening sit in their satorial
splendor before a bank of monitors. One commentator is
none other than former world champion, CLUBBER LANG.

COMMENTATOR JIM

Good evening, I'm Jim Langley, with Brent
Foster, coming live from the MGM Grand
Hotel, Las Vegas. Joining us for this
evening's commentary is a man who
certainly knows his way around the ring.
Former heavyweight champion Clubber Lang.

CLUBBER

(smiles)

Good to be here with you fine gentlemen
this evening.

INT. - ROCKY'S DRESSING ROOM

ROCKY'S hands are being taped as PAULIE and ROBERT JR are
wearing team uniforms. Cutman LITTLE MIKE is also there.
ROBERT JR. nervously paces. The mood is subdued.

INT. - MASON'S DRESSING ROOM

This is a stark contrast to ROCKY'S. A boom box is pumping with brain-numbing music.

MASON stands in front of a mirror pulsating to the rhythm. He is psyching. 10 people, plus his 4 corner people are present. There's a Baptist minister also present.

INT. - LUCKY'S BAR - NIGHT

ANDY and the usual crowd of drinkers are lined up against the bar as they watch the broadcast. FATHER CARMINE enters and takes a seat.

ANDY

How you doin', Father?

FATHER CARMINE

My cable's out...

CUT TO:

INT. - ARENA - RINGSIDE COMMENTATORS

COMMENTATOR JIM

Much has been said about this being a waltz in the park for Champion Dixon, with little expectation for the well-past prime Champ Rocky Balboa.

INT. - ROCKY'S DRESSING ROOM

ROCKY'S gloves are being tied up.

INT. - MASON'S DRESSING ROOM

MASON'S gloves are being pulled on at the same moment.

CUT TO:

INT. - RINGSIDE COMMENTATORS

The commentators are standing behind one of the ring posts. EACH IS HOLDING A MICROPHONE.

COMMENTATOR JIM

Even though this is more of a glorified sparring session, the energy in this room is palpable. The sold-out crowd is anxiously awaiting the most curious match-up in years. The flashy Champion, Mason "Don't Cross The Line" Dixon, a powerhouse in every sense of the word will be up against the ancient Philadelphia Champion, Rocky Balboa, in a battle that has been dubbed "The Rage against the Age."

CUT TO:

INT. - ROCKY'S DRESSING ROOM

ROCKY kneels and prays alone. ROBERT JR. stands in the background.

CUT TO:

INT. - MASON'S DRESSING ROOM

MASON'S group is in the main dressing room. L.C. is with him in an adjoining locker room.

CUT TO:

INT. - ROCKY'S DRESSING ROOM

ROCKY is still praying. The sounds of the arena filter into the room.

CUT TO:

RINGSIDE COMMENTATOR

COMMENTATOR BRENT

Nearly all of the seats are filled as we are moments away from tonight's carnival extravaganza, if I can call it that -

COMMENTATOR JIM

What else would you call with it, with Balboa being a 38 to 1 underdog, some may call it a suicide mission. And they might be right. Clubber, your opinion?

CLUBBER

Who's Dixon fought? This is not about money - This will be a fight - This is about pride an' dignity - This is about who he is.

COMMENTATOR JIM

So your prediction?

CLUBBER

When you're gettin' hit upside your head there can only be one prediction.

COMMENTATOR JIM

Remind us.

CLUBBER

...PAIN.

CUT TO:

INT. - ROCKY'S DRESSING ROOM

ROCKY is all alone in the adjoining room praying.

DUKE

(entering)

...It's time.

ROCKY nods and rises, ROBERT JR. comes in.

ROBERT JR.

Ready Rocko?

ROCKY

...Yeah.

ROBERT JR. removes a small picture of ADRIAN. ROCKY is touched and folds it and slips it into his sock...

ROBERT JR.

You'll be great.

ROCKY

(smiles)

Hope ya Right.

INT. - MASON'S DRESSING ROOM

The music is thumping with FERAL INTENSITY as MASON prepares to exit his room followed by his ENTOURAGE.

L.C.

...It's time to bring it! It's time to
cross THE LINE!

The rest of the entourage starts to chime in with ad
libs.

CUT TO:

INT. - HALLWAY

The arena is thundering as ROCKY makes his way down the
hall with DUKE, ROBERT JR, LITTLE MIKE, PAULIE and STEPS.
A group of eight SECURITY MEN in matching dress lead the
way. Portable television cameras mounted with sunguns
follow ROCKY. The hallways outside the dressing rooms are
lit by glaring lights mounted on stands.

SECURITY GUARD

You know about getting to the ring?

PAULIE

(insulted)

Yeah - What's so complicated?

ROCKY'S heart pounds with anticipation. He feels A HAND
delicately touch and embrace his arm. Turning to his
side, he sees the VISION OF ADRIAN. She faces straight
ahead, a portrait of security and confidence. For the
first time in a long while ROCKY'S eyes glow with inner
peace.

INT. - RINGSIDE COMMENTATOR

COMMENTATOR JIM

Well, here go the lights - We're moments
away from the former champion and
Reigning Champion making their way into
the ring!

CUT TO:

INT. - HALLWAY #2

MASON DIXON and company move towards the arena

L.C.

You got more people catchin' you tonight
than you ever had -

MASON tries to ignore this banter.

L.C. (CONT'D)

If you have to put this man out of his misery, don't be too savage, be quick. Carry him as long as you can!

CUT TO:

INT. - RING ANNOUNCERS

As always, they are seated in front of their monitors.

COMMENTATOR #1

Get ready for the Mason Dixon Circus to begin! What happened to just walking in, disrobing and doing your job?

COMMNTATOR JIM (O.S.)

Boxing has crossbred with showbiz - And it's now Boxbiz.

CUT TO:

RINGSIDE

We see the PROMOTER. His wife and TWO BUSINESS partners settle into their seats.

CUT TO:

MARIE

She settles into her seat behind ROCKY'S corner.

CUT TO:

INT. - ENTRANCE WAY - NIGHT

ROCKY and COMPANY stop at a stairway leading to a ramp that will descend into the arena.

PAULIE

What's this?

ROBERT JR.

Ya said you knew.

SECURITY GUARD
 Watch your step - You'll follow the ramp
 down when the music starts.

DUKE
 What's all this?

ROCKY is confused and climbs the steps.

PAULIE
 I like the regular walkin' better.

CUT TO:

INT. - ENTRANCE AREA - NIGHT

MASON and Company arrive at the elevated, curtained-off entrance. The arena is thundering with the constant BODY-RATTLING SINGLE DRUM BEAT. People clap along with its droning rhythm... MASON looks distant.

L.C.
 Time to party -
 (into a walkie-talkie)
 Start it up!

CUT TO:

ROCKY'S ENTRANCE

ROCKY and Company stand nervously on the entrance platform.

PAULIE
 I prayed last night - First time.

ROCKY
 What ya pray for?

PAULIE
 If ya don't end up a complete vegetable.

ROCKY
 Appreciate it, Paulie.

CUT TO:

INT. - ARENA

The light drops out and the sudden explosion of CLASSICAL/HIP-HOP MIX MUSIC rocks the arena like a sensory jarring earthquake! THE SHOW IS ON! BANG! An array of raking laser lights rip across the audience.

INT. - ROCKY ENTRANCE

ROCKY and Company are taken aback.

PAULIE

What the hell's going on!

Suddenly the curtain is ripped open and ROCKY is standing in front of A GIANT BULLS EYE MADE OF TRANSLUCENT PAPER. Colored lights rack wildly across the other side.

SECURITY GUARD

Go Go!

DUKE

Where!?

SECURITY GUARD

Go - through it!

CUT TO:

MASON'S ENTRANCE

MASON DIXON rips through the BULLS EYE on his side of the arena and the effects and music kick into high gear...

CUT TO:

INT. - ROCKY'S ENTRANCE

From the other side of the translucent target we see a POCKET KNIFE slit the huge target and ROCKY appears.

PAULIE

(folding his pocket knife)

Go ahead, Rocko.

ROBERT, JR. looks at his uncle and shakes his head in wonderment.

Awkwardly, ROCKY enters the lighted area and SMOKE BOMBS go off on either side of him. He's totally startled.

CUT TO:

MASSIVE VIEWING ROOM

At each end of the arena hangs a HUGE SCREEN that will televise both MASON and ROCKY journey into the ring.

CUT TO:

MASON DIXON

He moves forward looking proud. He glances at the giant viewing screen and sees ROCKY moving toward the ring looking totally befuddled by all the excessive pageantry.

CUT TO:

ROCKY

He pulls his son beside him and puts his hands on his shoulders.

ROBERT JR.

How ya doin'?

ROCKY

Kinda nervous - normal stuff.

ROBERT JR.

This is amazin'.

ROCKY

Yeah it is.

As they approach the ring, SPARKS rain down from all four corners of the OVERHEAD LIGHTING GRID.

ROCKY glances up at the viewing screen and observes MASON'S stern entourage approaching.

COMMENTATOR BRENT

Here comes Rocky Balboa, veteran of so many wars - The last hurrah!

COMMENTATOR JIM

Or the last supper with him as the main course.

INT. - RINGSIDE COMMENTATORS

COMMENTATOR JIM

In the old days, Balboa was known for his hook to the body - Why was it so much more effective than the other guys?

ROCKY remains serene and focused on the job at hand.

CLUBBER (V.O.)

... 'Cause he believed in it, when you believe in a certain punch, or anythin' - You're better at it - That's all there is to it.

ROCKY touches THE HANDS THAT EXTEND into the aisle-way. A slight SMILE TRACES ACROSS HIS FACE.

CLUBBER (V.O.) (CONT'D)

Look at the Stallion! - He looks cool - Very relaxed! - He's gonna bring it.

COMMENTATOR JIM (O.S.)

You saying he won't be intimidated.

CUT TO:

CLUBBER LANG - RINGSIDE

CLUBBER

Don't be a fool - How you ever gonna "intimidate" him after he's been in there with a monster like me!

The crowd cheers loudly as ROCKY enters the ring and waves. The ring and corner posts are covered with sponsor logos (example Budweiser, Hotel site).

A moment later MASON DIXON and company climbs the steps into the ring. He dances around as his group holds up his belts.

CUT TO:

COMMENTATORS RINGSIDE

COMMENTATOR BRENT

Mason's management must be enjoying the excitement.

(MORE)

COMMENTATOR BRENT (CONT'D)
 Considering the last four fights have
 been half sold out, truly dull affairs.

COMMENTATOR JIM
 When the bell rings I have a feelin' this
 will be another one too.

ROCKY is getting his bearings as DUKE, PAULIE, STEPS and
 ROBERT JR. flank him. He glances ringside and sees
 CLUBBER wearing headphones.

ROCKY
 Is that Clubber?

DUKE
 Believe so.

ROCKY
 He has the same hair.

CUT TO:

RINGSIDE COMMENTATORS

COMMENTATOR JIM
 Clubber, you fought him twice, what's
 your most vivid recollection?

CLUBBER
 Wakin' up - Lose teeth.

ROCKY, still in his robe, is pacing in his corner,
 getting more focused. Clubber glances over at ROCKY and
 waves.

PAULIE
 Why's he smilin' so much?

DUKE
 Heard he found God.

ROCKY
 That'll do it.

The BELL RINGS and the RING ANNOUNCER steps to the center
 of the ring.

CUT TO:

MASON'S CORNER

L.C. is seen leaning back over the ropes in MASON'S CORNER as he exchanges words with the promoter's business associate. L.C. Comes up beside MASON.

LC

The pay per view has tripled our last show.

MASON ignores him.

RING ANNOUNCER

Ladies and Gentlemen, welcome to the MGM Grand and a night of heavyweight excitement - without further ado, a man that needs no introduction, weighing in at a solid 215 pounds, a two-time champion with a colorful record of 79 wins, 69 by knock-out, against 23 losses and one draw - let's have a big warm welcome to "the Italian Stallion," Rocky Balboa!

The ROCKY FANS GO WILD as the fighter shyly nods and raises his fists in acknowledgement.

CUT TO:

RINGSIDE COMMENTATORS

COMMENTATOR JIM

Balboa's 15 pounds heavier than his maximum. That's not a good sign.

CUT TO:

RING

RING ANNOUNCER

Hailing from Las Vegas,
(huge roar)

Weighing 221 pounds, with a flawless record of 22 and 0, with 20 knock-outs, the present, undisputed heavyweight champion of the world, a man who has been dubbed, "the bottom line," Mason "The Line" Dixon!

MASON'S LEGION OF YOUNGER FANS leap to their feet with unabashed adulation.

CUT TO:

INT. - LUCKY'S BAR

The patron's enthusiasm mounts as they yell out encouraging quotes to their home town hero.

CUT TO:

ARENA

The Arena is literally pulsating as SPECTATORS STOMP their feet and cheer for the battle to commence. MASON DIXON is the first the disrobe and is in EXTRAORDINARY CONDITION.

COMMENTATOR BRENT

As expected, the Champion looks awesome. Nothing like having great genetics, folks. He looks ready to go to work and go home early.

ROCKY disrobes and much to people's surprise is also in wonderful condition.

COMMENTATOR BRENT (CONT'D)

Balboa also looks in good condition - But you can't put muscle on a chin.

CLUBBER

Man, you guys don't give nobody a break! Get your knife an' fork 'cause you'll be eatin' your words!

COMMENTATOR JIM

To balance out this reporting the 'rap' on Dixon is he really has never been pushed. A lotta fighters can only be judged by the competition and he's had none.

COMMENTATOR BRENT

But technically he's incredibly sound.

COMMENTATOR JIM

For sure.

CUT TO:

ROCKY'S CORNER

ROCKY stands flanked by his son. The REFEREE waves the fighters forward.

REFEREE
Fighters over here.

ROCKY turns and kisses his SON.

ROCKY
...I'm very glad you're here.

Tears nearly well in ROBERT'S eyes as he and his father moves to the CENTER of the ring.

CENTER OF THE RING.

REFEREE
You both have been here before - no low blows, no kidney punches, break when I tell you.

They are about to touch gloves and Mason leans close to ROCKY. When he speaks it's NOT IN THE LEAST WAY DEMEANING.

MASON
Enjoy the ride.

ROCKY
...I'll try.

MASON
Take it easy.

ROCKY
Gimme ya best.

COMMENTATOR JIM (O.S.)
Looks like these two were havin' a little conference.

COMMENTATOR BRENT (O.S.)
I think the champion was asking Balboa if he has a signed Will.

CLUBBER
We'll see, Brother, we'll see - You're too negative young man -

COMMENTATOR JIM

Since Rocky has moved over to the mature side of boxing, let's hope his corner's devised a plan to take the youthful bounce out of his opponent.

INT. - ROCKY'S CORNER

DUKE slips in ROCKY'S mouthpiece. ROCKY glances back at MARIE and nods.

DUKE

We got three rounds to establish a tempo - Everything you throw has got to leave a dent.

PAULIE

Go get 'em, Rocko.

ROBERT JR.

Smack this chump.

ROCKY smiles.

COMMENTATOR JIM (V.O.)

Both parties look anxious to get at each other; there's the bell and this fight is underway!

ROCKY rushes to the center of the ring and likewise, MASON DIXON. At the last second MASON CUTS SHARPLY to his left with ROCKY in hot pursuit.

ROCKY tries to unload a right hook and MASON slips it and waves ROCKY forward.

COMMENTATOR BRENT

The fans came to see a fight and instead it's a game a cat and mouse.

MASON continues to gracefully avoid ROCKY, while almost handling the man with barely lukewarm jabs.

CUT TO:

MASON'S CORNER

L.C.

Show 'em who's untouchable, baby! We got all night!

RING

MASON slips out of the corner as ROCKY tries to pin him down.

CUT TO:

ROCKY'S CORNER.

DUKE

Keep it steady! Pressure on! Pump that jab baby!

CUT TO:

THE RING.

MASON continues to dance with ROCKY in hot pursuit. The crowd is quite vociferous in its displeasure.

COMMENTATOR JIM

Rocky has quickened his pursuit, but the champion simply increases his back-peddling - Not one telling punch has been connected.

COMMENTATOR BRENT

Balboa is showing me somethin' -

COMMENTATOR JIM

That he's slower than lava?

CLUBBER (V.O.)

An' when lava catches you? Toast Brother!

The fighters are seen dancing past the ringside commentators.

The Champion continues to give the world and ROCKY a brilliant exhibition of foot-work.

COMMENTATOR JIM

Balboa wants to take it to him. But the champ wants to stretch it out, as though he knows he can take the former champ out at any time - Call it a mercy fight.

CUT TO:

MASON'S CORNER.

L.C. leans forward as the fighter dances past.

L.C.

You're making 'em look like a damn mummy
out there! Keep it goin'!

CUT TO:

LUCKY'S BAR.

ANDY and the usual customers appear to be deflated as
they witness the boring spectacle.

ANDY

The "old" Rock would have broke ribs by
now.

CUT TO:

THE RING

ROCKY tries once more to cut off the ring, but again,
DIXON slips away.

COMMENTATOR JIM

The man I'm looking at in the ring is
ineffectual and just plain slow -

CUT TO:

THE RING.

ROCKY CURIOSLY begins to LOWER HIS GUARD which
completely EXPOSES his face.

COMMENTATOR JIM

Why doesn't he just put a welcome mat on
his chin that says "Knock me out."

CLUBBER

He's temptin' him - Settin' him up!

CUT TO:

THE RING.

The crowd is getting insane at the inactivity. ROCKY now is presenting his face as an IRRESISTIBLE TARGET.

CUT TO:

ROCKY'S CORNER

ROBERT JR.

What's he doin'?

DUKE

Usin' his head!

CUT TO:

THE RING

With crowd's BOOING REACHING HURRICANE INTENSITY, and ROCKY'S guard being held DANGEROUSLY LOW, Mason lashes out with a VICIOUS JAB, followed by three more that find their mark.

COMMENTATOR JIM

Blinding jabs - Oh, what a combination and another!

ROCKY is truly being DOMINATED BY YOUTH AND SPEED.

COMMENTATOR BRENT

The Champion is sitting down on his punches a little more now.

CLUBBER

And he's gettin' too close to the fire.

CUT TO:

ROBERT

He shifts uncomfortably behind ROCKY'S corner.

ROBERT JR.

C'mon, get 'im!

CUT TO:

THE RING

MASON is in his rhythm and fires another flurry of jabs.

COMMENTATOR BRENT

A total domination. Oh, what a shot!!!

MASON releases a vicious combination which ROCKY slips and RIPS A PAIR OF THUNDEROUS BODY PUNCHES.

CLUBBER

Now that's what I'm talkin' about! I love payback - warms my soul!

CUT TO:

THE RING

ROCKY now RAINS A TEN PUNCH COMBO on Mason and drives Dixon against the ropes. MASON TIES HIM UP.

CUT TO:

MASON'S CORNER

The corner men are frantic. They pound the ring apron.

CORNER MAN

Tie him up! Tie him up!

CUT TO:

COMMENTATOR JIM (V.O.)

Dixon covers up as bomb after bomb rains down on him.

MASON tries to slide sideways and ROCKY BULLS HIM INTO THE CORNER.

PAULIE

Get into the hurtin' business, Rocko!

ROCKY fires off a beautiful six-punch combination.

CLUBBER (V.O.)

Get ready for some major league damage, people! He'll be spittin' bones for a month!

But MASON roars back and POUNDS A TORRENT OF PUNCHES into ROCKY that gets people to their feet. THE BELL RINGS.

The crowd goes berserk! ROCKY taps DIXON'S gloves as a token of mutual respect.

ROCKY

Good one.

CUT TO:

COMMENTATOR JIM

If Balboa is ever gonna have a chance of surviving this fight, he has to keep up his "shock and awe" style of brawling!

ROCKY'S CORNER

ROCKY chooses TO STAND between rounds. DUKE, PAULIE and ROBERT JR rapidly provide assistance. STEPS stands outside the ring passing up the water.

DUKE

You alright?

ROCKY

Real good - fine - good.

ROBERT JR.

That was great.

ROCKY

Thanks he got very long arms

DUKE

See, that's the way it's got to go - Hold nothin' back. Lean on him, pull on him, rough him up, take 'im to school! You gotta be more active out there. You hurt him - Fight hard, baby!

CUT TO:

MASON'S CORNER

THE CHAMPION sits on a stool and eyes Rocky. A COOL TOWEL is applied to his face, he brushes it aside.

L.C.

Ten seconds of luck! He suckered you in.

MASON

Man can hit!

L.C.

Don't give him too much respect! All he's tryin' to do is hit you with a left lead after diggin' to the body! Do me a favor - Keep workin' that jab, put a little more speed behind it and keep workin' those hard lefts to the body! It's your show! This is what they came for! Don't end it too soon!

CUT TO:

RINGSIDE COMMENTATOR

COMMENTATOR BRENT

Believe it or not, I scored that round even!

CLUBBER

Man, beside being stupid, you need glasses!

CUT TO:

ARENA

The crowd is on their feet as the SECOND ROUND COMMENCES.

MASON charges forward and unleashes a torrent of jabs and VICIOUS HOOKS TO THE BODY.

ROCKY is CAUGHT OFF GUARD.

COMMENTATOR BRENT

Balboa is once again trying to cut off the fleet-footed Dixon. Jab after jab finds its mark!

COMMENTATOR JIM

Dixon's beating him in every way. Power punches, boxing, ring generalship.

ROCKY lunges at the Champion and nearly stumbles to the canvass.

COMMENTATOR BRENT
Balboa's just getting cut up!

CUT TO:

ROCKY'S CORNER.

ROBERT JR.
C'mon, you can do it!

DUKE
Get the hell in there!

CUT TO:

PAULIE
The arms! Hit 'im on the joints!

CUT TO:

THE RING.

MASON pounds away. ROCKY tries to tie him up but MASON pulls his arm loose and pounds a couple lefts.

Stepping to the center of the ring, DIXON delivers a perfect shot and ROCKY stumbles BACKWARDS AND GOES DOWN TO ONE KNEE. The REFEREE gives the EIGHT COUNT.

COMMENTATOR JIM
Perfectly timed - Perfectly delivered -
Rocky still looks disoriented.

CLUBBER
He'll get up Man's, like a yo-yo!

CUT TO:

ROCKY LOOKS TO HIS CORNER AND SEES THE SPECTRE OF MICKEY.

MICKEY
...Get up kid, go after him!

INT. - ROCKY'S CORNER

DUKE
Tie him up! Breathe! Cover up!

MICKEY (SPECTRE)

The body, the body, the body!

MASON is waved on and proceeds to hit ROCKY 15 unanswered punches.

COMMENTATOR

This is looking incredibly one sided. If Rocky ever had any illusions about surviving, they're going south fast! - Rocky's hanging in.

MASON backs away and hits ROCKY with three stinging jabs and throws a whipping right hook that lands on ROCKY'S hip bone.

An INAUDIBLE GASP is heard in the arena as MASON recoils in IMMENSE PAIN!

CLUBBER (O.S.)

Mason's hands hurt!

COMMENTATOR JIM

A big right to the body and Mason winces in pain. This could change everything! Here comes Balboa

CUT TO:

THE RING

ROCKY moves ahead and soon has MASON backing up from a BOMBARDMENT OF PUNCHES.

COMMENTATOR JIM (V.O.)

For the first time Mason is in reverse!

In desperate trouble, MASON leaps forward and throws five right hooks.

COMMENTATOR BRENT (V.O.)

Mason's in deep water! But he's fighting back. He hasn't thrown a left hand since the injury! But there's a left and the champion grimaces! This is gonna change the fight!

CLUBBER

Balboa's willin' to take five shots to land one crushing body blow.

ROCKY sets him up with two jabs and with a LEFT UPPER-CUT TO THE LIVER that shakes MASON to his core.

THE CROWD LEAPS TO THEIR FEET.

CUT TO:

THE RING

CUT TO:

COMMENTATOR CLUBBER

If his hand is in fact hurt, in the heat of battle with his blood flowing hot, it'll take a couple of rounds to numb his hand up before he can throw it again. This playing field is now level!

CUT TO:

MASON back-peddles. Just as his head is clearing he is caught by another TREMENDOUS BODY SHOT to the liver.

COMMENTATOR JIM

Mason is nearly folded in half with that body shot!

ROCKY comes in for the kill and hits three right hooks on the button. MASON courageously throws four straight hooks.

COMMENTATOR JIM (CONT'D)

Dixon's coming back using just the right hand! He showing great courage as he tries to keep Balboa off of him with just his right hand!

CLUBBER

Here it comes!

MASON fires a flurry of hooks and a weak right.

COMMENTATOR BRENT

Dixon throws seven hooks and he mixes in one painful left hand! The crowd is on its feet!

MASON rallies and backs BALBOA up with an amazing combination. ROCKY once again rallies. They are EXCHANGING BLOWS as the bell rings. The referee LEAPS IN AND FRANTICALLY SEPARATES the fighters.

UNBELIEVABLY IN A GESTURE OF RESPECT THEY TAP GLOVES.

CUT TO:

RINGSIDE COMMENTATOR

COMMENTATOR JIM

I can't believe two men can give and take like that, then touch gloves - Listen to the fans! This is what they come for!

CLUBBER

I told you chumps - Now it's anybody's fight!

CUT TO:

ROCKY'S CORNER

ROCKY is still standing as Duke works on his scalp cut.

DUKE

(to Steps)

Water here!

(to Rocky)

You alright?

ROCKY

Yeah - yeah - No problem, I'm good - Real good

DUKE

Deep breaths! You took his best, you're in the game.

Once again ROCKY looks over at his son and gestures that he's is fine.

CUT TO:

MASON'S CORNER

MASON leans forward onto LC's shoulder so no one can see what he says.

MASON

My hand' s hurt...

LC

Is it broken?

MASON

Don't think so - It'll be alright.

LC

It'll numb up. Keep that jab workin' the next round! Throw the jab and bring the hook to the body!

ROCKY'S CORNER

DUKE

Stay on it! Everybody thought this was a joke now nobody's laughin'. You got the power - You want it?

ROCKY

(rising)

Yeah!

DUKE

Then go get it!

THE RING

THE BELL RINGS AND THE WARRIORS CHARGE OUT OF THEIR CORNERS AND INTO THE INCREDIBLE HEAT OF BATTLE.

WHAT TRANSPIRES OVER THE NEXT SEVEN ROUNDS IS AN EXTRAORDINARY GIVE AND TAKE BETWEEN THE FIGHTERS. The round ends with Rocky being nearly buckled from a PERFECT COMBINATION and exhaustion. ROBERT JR. is awed by his father who he thought he knew.

CUT TO:

RINGSIDE COMMENTATORS

COMMENTATOR JIM

Everyone's certainly getting their money's worth here tonight! People might have thought this was a publicity stunt but this is pure Roman-Coliseum time.

CUT TO:

LUCKY'S BAR

All the patrons are screaming at the screen which has a close-up of ROCKY BALBOA in a slow motion re-enactment of the last round.

CUT TO:

ROCKY'S CORNER

ROCKY is on the verge of physical collapse. Now he sits on a stool.

DUKE

How much you got left?

ROCKY

A little - enough.

ROCKY turns a battered eye towards Marie and his son.

DUKE

You wanna call it in? - I'll do what you want me to do.

ROCKY

What! Don't say that - I'm here!
Mouthpiece!

CUT TO:

MASON'S CORNER

Mason rises at the warning buzzer.

L.C.

Whatever you got, get it! Whatever you gotta do, do it! Whatever you got left, you put it in his face! Dominate - Dominate!

CUT TO:

ROCKY'S CORNER

Duke slips in Rocky's mouthpiece.

DUKE

...There's nothing more I can tell you, a lotta people that love you no matter what happens - Go get it!

ROCKY nods at DUKE and catches PAULIE and STEPS eyes. He's very touched by the sentiment.

CUT TO:

THE RING

The bell sounds. The two fighters step to the center of the ring and touch gloves.

MASON

...You still here?

ROCKY

Absolutely -

MASON starts to survey things up and FIRES THREE HARD but still effective jabs into ROCKY'S face.

COMMENTATOR JIM

The Champion is applying pressure which at this point is enough to keep Balboa at bay.

COMMENTATOR BRENT

Balboa is completely depleted - Both are.

CUT TO:

ROCKY continues to move ahead, dodging punches whenever he can. Throwing CAUTION TO THE WIND, he charges.

COMMENTATOR JIM

Balboa's appears totally content to end this battle on his feet -

The chants of "ROCKY" are building.

CUT TO:

THE RING

SUDDENLY MASON EXPLODES WITH A RIGHT HOOK THROWN FROM THE FLOOR AND ROCKY IS SENT CRASHING TO THE CANVAS!

COMMENTATOR JIM

Oh my God! Just when you thought you saw everythin' Balboa's down!

COMMENTATOR BRENT

Fighting with an injured hand, Dixon has mustered the courage and strength and floored the exhausted Philly brawler!

CUT TO:

MARIE is on her feet. ROBERT goes directly behind DUKE.

ROBERT JR.

You wanna stop this - He did enough!

PAULIE

He'd kill me - Get up my man! Get up!

CUT TO:

ARENA

The entire FIGHT CROWD is on its feet going completely berserk.

COMMENTATOR JIM

Rocky's up! He seems determined to end this fight on his feet, while Dixon is showing more heart than anyone gave him credit for!

ROCKY drives hard into MASON and pins him against the rope.

WITH THE LAST OF HIS STRENGTH, BALBOA DRIVES A SERIES OF BLOWS INTO THE CHAMPION'S MID-SECTION. MASON ABSORBS THE PUNISHMENT AND SPINNING AWAY, LITERALLY STANDS TOE-TO-TOE EXCHANGING PUNCH FOR PUNCH WITH BALBOA.

MASON SUDDENLY GETS A SURGE OF ADRENALINE AND UNLEASHES A BEAUTIFUL SIX PUNCH COMBINATION THAT ROCKS ROCKY BADLY.

OUT ON HIS FEET, AND BARELY ABLE TO RAISE HIS FIST, ROCKY LUNGES BACK JUST AS THE BELL RINGS.

The two fighters nearly collapsed on one another then slip into an embrace, their foreheads touching.

ROCKY

Good work - Great fight!

DUKE, ROBERT JR, and PAULIE comes out and guides ROCKY to the corner.

ROCKY (CONT'D)
 (puts his arm around his son)
 ...I think I peaked.

CUT TO:

RING ANNOUNCER

The ring announcer motions for the bell to ring.

The ring begins to fill with fight officials and well-wishers.

CUT TO:

RING ANNOUNCER
 We have a unanimous decision!

CUT TO:

RING ANNOUNCER

RING ANNOUNCER
 The judge scores 8 to 4, 7 to 5, and 6, to 5 and 1, even, all for the winner Heavyweight Champion, Mason "The Line" Dixon!!!

MASON'S CORNER

Though battered and bruised he raises his arm in victory then points a CONGRATULATORY FIST TOWARDS ROCKY.

CUT TO:

ARENA

All the fans are still applauding wildly having gotten their money's worth. Ringside COMMENTATOR JIM is in the ring with the CHAMPION and ROCKY BALBOA.

CUT TO:

COMMENTATOR JIM
 Mason, have you ever been through anything like this?

MASON

No - Respect ya elders if they hit like that.

COMMENTATOR JIM

You seem to have finally earned the crowds respect tonight.

MASON

(smiles)

Amazin' how people learn to like ya after they've seen ya almost beaten to death.

COMMENTATOR JIM

Rocky - What a war - And still standing. You been through a lotta good opponents - How would you rate this man here?

ROCKY

Lotta guts? - Maybe the best I was ever in with -

MASON hugs ROCKY -

ROCKY (CONT'D)

Enjoy it - It goes fast.

ROCKY REJOINS HIS SON AND FAMILY AND SWIRLING HUMANITY THAT FILLS THE SPECTACULAR RING, AND LIKE A CLOUD RISING, THE SCENE DRIFTS SKYWARD.

CUT TO:

The scene drifts back across the TWILIGHT horizon of PHILADELPHIA, then dissolves to the tranquil cemetery. In the distance we see ROCKY with his portable chair, arrive at his wife's grave site. Opening the chair he lowers himself down and studies his beloved wife's HEADSTONE.

ROCKY

Yo, Adrian, we did it.

* * *