

ROCKY III

by

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ROCKY III

PROLOGUE

FADE IN:

The film begins with the final moments of Rocky II...

A1 ROCKY

is bombing APOLLO CREED with punches and pulling back to the floor... Rocky cuts loose with a desperation punch that sends Apollo and himself crashing to the floor.

The REFEREE is counting both men out... The crowd is in a frenzy... At the last moment, Rocky rises and is declared the winner... Pandemonium.

ROCKY

(in microphone)

... I can't believe this happened  
-- I wanna thank Apollo for fightin'  
me, Mickey for trainin' me and the  
great people of Philadelphia.

FAN

We love ya, Rock!

ROCKY

I love ya's too -- Except for my  
kid being born, this is the  
greatest night in the history of  
my life... I just wanna say one  
more thing to my wife at home...  
Yo Adrian, I did it!!

The crowd cheers and Rocky goes over and embraces  
MICKEY... The SCENE FREEZES and Rocky II ends.

CRASH CUT:

What begins is a MONTAGE recounting the events of Rocky's  
life for the past three years... The MONTAGE is done in a  
rampaging newsreel style.

1 INT. ARENA

... Front page sports section reads: "ROCKY WINS FIRST  
TITLE DEFENSE."

A photo of Rocky engaged in violent combat... the photo  
becomes LIVE ACTION...

(CONTINUED)

1 CONTINUED:

Rocky batters a large challenger against the ropes and finally to the canvas... The referee stops the fight. Ecstatic, Rocky waves at Adrian sitting ringside. She applauds and Rocky and his trainer, Mickey, embrace.

2 INT. ARENA

The front page sports headlines read: "STALLION BY KAYO IN 2ND."

Again a photo of Rocky pounding his opponent becomes live action.

The challenger fights gallantly but Rocky's thunderous hooks to the body drop him cold... Rocky jumps for joy as the referee raises his hand in victory... Paulie and Adrian applaud.

Rocky and Mickey embrace as Rocky hoists his manager in the air.

Seated near ringside is a huge, steely-faced fighter named Clubber Lang... He views the victory with obvious jealousy and distaste for Rocky.

3 ROCKY

kayos two more challengers with relative ease.

CUT TO:

4 ROCKY

on the covers of "Sports Illustrated," "Ring Magazine," and "Boxing Illustrated."

CUT TO:

5 CLUBBER LANG

a heavily muscled fighter, stands in a sweaty boxing stance glaring out from the cover of a boxing magazine ... the caption reads: "CLUBBER LANG: A NEW POWER AMONG HEAVYWEIGHTS."

CUT TO:

## 6 CLUBBER LANG

is seen knocking out his first opponent. He shows no mercy as he rips into the fallen fighter while the man lays helplessly across the ropes... The referee strains to pull the savage fighter off.

CUT TO:

## 7 INT. CITY HALL

Headlines: "ROCKY TO RECEIVE MERIT AWARD."

The headline is SUPERIMPOSED over a still of Rocky as he stands with Adrian, Mickey and a group of city officials.

Rocky is accepting the plaque as the mayor raises Rocky's fist in the air.

CUT TO:

8 HEADLINES: "LANG WINS 6TH IN A ROW."

CUT TO:

## 9 CLUBBER LANG

stalks another opponent. It is maniacal the way he beats the man to the canvas. The referee points to a neutral corner, but Clubber merely brushes the referee aside and curses at his unconscious opponent. Mickey is in audience.

## 10 INT. ARENA

Rocky knocks out three more challengers... Seated among the crowd is Clubber Lang.

## 11 INT. ARENA

Clubber flattens three opponents with his tank-like bludgeoning style... His knockouts are vicious displays of utter savagery compared to the much tamer style of Rocky... Mickey sits in the background, his eyes reflect a growing concern.

## 12 INT. ARENA

Headlines: "BALBOA IN EASY VICTORY."

(CONTINUED)

12 CONTINUED:

After Rocky's hand is held in victory by the referee, he goes over and shakes hands with defeated challenger. Rocky and Mickey embrace... Paulie and Adrian are at ring-side... Paulie is jealous and drunk. Adrian looks on with disapproval.

PAULIE

... Lend me five grand. I owe a few people.

In the ringside crowd is the massive fighter Clubber... His hatred mounts...

13 EXT. ROCKY'S HOUSE - DAY

Rocky, Adrian, Rocky Jr. and Mickey stand beside a "For Sale" sign in front of a beautiful house. Rocky nods yes to the real estate agent.

14 HEADLINES: "LANG POUNDS TO 20TH VICTORY."

Clubber is seen beating opponent senseless... He snarls and clubs the man with illegal rabbit punch... He shoves his foe into a corner. Propping him upright, he smashes him with pulverizing hooks that transform the man's face into a pulp...

15 STILL SHOT

A large banner reads: "POLICE ATHLETIC LEAGUE MAN OF THE YEAR." Beneath that is a photo of Rocky wearing his championship belt... A series of still shots reveal Rocky flanked by many city officials seated at the banquet table...

Rocky receives a plaque from the police commissioner...

16 INT. ARENA

Headlines: "CLUBBER LANG NOW RANKED EIGHTH."

Clubber bombs out another boxer in his animalistic fashion and spits at the fallen man... Clubber leans through the ropes and screams at the frightened reporters.

CLUBBER

I want Balboa, hear?!

Mickey is in the audience.

17 INT. ARENA

Headlines read: "BALBOA EASILY DEFEATS CHALLENGER IN 5TH."

A photo of Rocky digging a hook into the midsection of the hapless challenger becomes live action.

Rocky drives the man across the ring and corners him on the ropes... The challenger's corner throws in the towel.

The referee raises Rocky's hand... Rocky pats his fellow fighter on the shoulder and waves down at Adrian.

Paulie refuses to join the crowd in cheering for Rocky.

18 HEADLINES: "LANG BECOMES NUMBER FOUR CONTENDER."

Lang again thunderously pounds opponent into unconsciousness...

Mickey's apprehensive form is seen seated in the audience.

19 INT. ARENA

Headlines: "STALLION WINS IN THIRD."

Rocky steps inside challengers jab and slams a hook to the jaw. The challenger is out before he hits the floor... Rocky helps him to his feet.

Mickey jumps for joy.

Paulie is seated next to Adrian.

PAULIE

Lend me ten grand? What's the big deal?

Adrian glances at him and shakes her head. He leaves.

20 INT. ROCKY'S NEW HOUSE

It is Christmas time... Rocky, Adrian, Rocky Jr. and Mickey are present... Mickey is dressed up as Santa Claus... The room is decorated nicely... Rocky Jr. sits on Mickey's lap opening a present...

21 INT. GYM - NIGHT

Clubber is all alone hitting the heavy bag.

CUT TO:

22 INT. BAR

The bar room is cheaply decorated for Christmas... Paulie sits alone drinking.

23 HEADLINES: "CLUBBER DESTROYS WILSON IN THIRD."

Clubber's opponent's face is very battered as he clobbers him with a series of body punches and a hook to the head that finishes him off...

24 INT. ARENA

Headlines: "ROCKY WINS TENTH TITLE DEFENSE."

Rocky is fighting his heart out... Mickey screams instruction

MICKEY

Roll under an' double hook.

Rocky throws a hook over the right, and the challenger goes down... The referee stops the fight... Mickey jumps in the ring and hugs Rocky... Paulie observes the adulation Rocky receives and despondently leaves.

ROCKY

Hey, Mickey, I've been thinkin' about havin' my face fixed --

(touches the scar tissue)

Get all this fixed.

MICKEY

Whatta ya a glamour boy or a pug?

ROCKY

... I'm gonna get it fixed.

25 STILL SHOTS

Rocky is seen after plastic surgery adorning the covers of five magazines selling products.

26 CLUBBER

in between every still shot Clubber is seen viciously assaulting the heavy bag, that resounds under his fists.

27 INT. GYM - NIGHT

Clubber is diligently training in the gym. He hits the heavy bag and the sound of a BELL is heard. He sharply turns around

28 CLUBBER

The BELL from the last scene bleeds over and Clubber turns and charges his opponent... He corners the man and furiously attacks his body... The man's agony spurs Clubber on to ever greater leaps into the air and the SCENE FREEZES.

Headline: "CLUBBER LANG WINS-NUMBER ON CONTENDER."

CLUBBER

It's my time!!

## 29 INT. ANDY'S BAR - NIGHT

The CAMERA MOVES SLOWLY along the bar revealing haggard, soul weary drinkers passing their lives away in a painless stupor. The days news report is heard in the background.

The CAMERA PANS UP to a television just as a SPORTSCASTER comes on.

## 30 INTERCUT

SPORTSCASTER #1

Well folks, today proved to be an interesting day in sports -- First, boxing. Clubber Lang, the devastating southpaw New York Heavyweight, demolished his hapless opponent in the first round to become the undisputed number one contender -- Here's the action.

## 31 INTERCUT

CLUBBER LANG has his man against the ropes and savagely beats him to the canvas. The referee tries to break it up but Clubber shoves him away and curses at his unconscious foe... The action switches to Clubber Lang at ringside moments after the fight.

CLUBBER

(very aggressive)

... Today I proved myself -- I don't have to prove no more -- I want a shot at the title if Balboa has the guts to meet me in the ring or anywhere else. I want him and I'm gonna get him! I've waited three years -- soon he's gonna be mine -- He can't duck me forever.

## 32 INTERCUT

A picture of Rocky appears behind him.

SPORTSCASTER #1

... Well, another southpaw Heavyweight Champion, Rocky Balboa, doesn't seem to be worried about much these days, having just triumphed in his tenth title defense. He has even agreed to...

33 CAMERA PANS DOWN

and reveals PAULIE sitting at the bar... He is a portrait of depression.

34 SPORTSCASTER #1

SPORTSCASTER #1

... Take on the World's Heavyweight Wrestling Champion in a sort of charity stunt with all the proceeds going to local youth foundations -- I'll give him credit, Mr. Balboa manages to keep busy -- a true sportsman and it looks like number one contender Clubber Lang will have to continue the waiting game. It would be a great match up -- also today, basketball's premier forward...

35 ANDY

the bartender comes over.

ANDY

... Ya brother-in-law is an alright guy -- lotta heart.

Paulie shrugs.

ANDY

(continuing)

... Tell him to come around some time.

PAULIE

(rises)

... You tell him.

Paulie starts to exit.

ANDY

Ya going? Hey, give Rocky my best.

PAULIE

Y'know, I been comin' here years -- How 'bout I get ya best once -- me, Paulie.

Andy stares at him and moves to the door... At the door is a poster of Rocky campaigning for Easter Seals -- "GIVE A ID A FIGHTING CHANCE."... Paulie eyes it then moves on. Two GUYS enter the bar and wave at Paulie.

GUY #1

Yo, Paulie, how's the Rock?

Paulie exits in silence.

36 EXT. MARKET STREET - NIGHT

Paulie, drunk and angry, moves along the sidewalk... He challengingly bumps into several people who are in his path.

Paulie moves on and passes by a penny arcade.

37 INT. PENNY ARCADE

Inside are nearly twenty people... Paulie freezes and enters... What has caught his eye is a beautiful pinball machine with Rocky's image colorfully painted across the backing... A young street punk and several friends are playing the NOISY machine; they tilt the machine and move on... Paulie enters and eyes the blinking image of Rocky and suddenly loses control and flings a stool at the machine... He attacks the machine with a vengeance as people shift around dumbfounded.

OWNER

Get the hell outta here!

The Owner grabs Paulie from behind... Paulie easily flings him off and turns like a cat.

PAULIE

Who you touchin'!? Who wants it!?

Paulie heaves a bar stool against the wall, and people begin fleeing.

PAULIE

(continuing)

Ya all friggin' losers! Only losers play that game! Get out before I break ya heads!!

Paulie heaves another stool and SHATTERS his own mirrored reflections.

38 INT. CITY JAIL - NIGHT

The metal door to the corridor of the holding tank opens and ROCKY and a POLICEMAN enter.

POLICEMAN #1

I read in the paper ya gonna fight this wrestler, Rock.

ROCKY

... Yeah.

(CONTINUED)

38 CONTINUED:

POLICEMAN #1  
I gotta see that one.

Rocky nods.

POLICEMAN #1  
(continuing)  
My uncle use to wrestle -- weighed  
about two-forty.

ROCKY  
... Good.

POLICEMAN #1  
Hell of a drinker too -- a whole  
case, no problem -- How is it?  
Cold outside. It's always  
freezing down here, feel it...  
Y'know that last fight ya had was  
great. When you gonna fight this  
Clubber Lang?

Rocky shrugs.

POLICEMAN #1  
(continuing)  
... This ya relation here?

Rocky nods.

They arrive in front of a holding cell... Inside Paulie  
is curled in a disheveled, sleeping, drunken ball along-  
side five other drunks.

Rocky studies Paulie's pitiful state.

ROCKY  
Paulie...  
(louder)  
Paulie...

Paulie's constricted red eyes open and focus on Rocky  
with almost a hint of hatred.

39 EXT. JAILHOUSE PARKING LOT - NIGHT

Paulie and Rocky saunter quietly between the cars...  
Paulie lags a few paces behind... The tension is heavy.

ROCKY  
Whatta ya doin', Paulie?... Whatta  
ya doin'?

(CONTINUED)

39 CONTINUED:

PAULIE

(dryly)

... I don't have to say nothin'.

ROCKY

(turns)

You better say somethin' -- This  
is the fourth time I got you outta  
here.

PAULIE

What? You wanna hear that I owe  
you? -- You, I don't owe nothin'.

ROCKY

No, you don't owe me nothin'.

PAULIE

So whatta ya want I should do?

(glances around:

unsteadily lights

a smoke)

My sister ain't here?

ROCKY

She's home.

PAULIE

Home -- Me an' her was tight before  
you come in... I raise her an' she  
don't come down...

ROCKY

She don't like this kinda thing  
here.

PAULIE

Whatta you know!? I give ya my  
sister, an' whatta you give me?  
For three years ya throw a few free  
tickets my way... You and the sister  
can go to hell!!

ROCKY

Watch ya mouth, Paulie.

PAULIE

Whatta ya gonna do, whack me?  
C'mon, I don't sweat you.

ROCKY

Why don't you screw ya head on  
right?

(CONTINUED)

39

CONTINUED: (2)

Paulie reddens and kicks a car.

PAULIE

It's your friggin' head that ain't on right, not me!

ROCKY

What did I do?

PAULIE

What'd ya do? Nothin'. Ya done nothin' -- Ya done for everybody else -- Big man -- For three years -- done anythin' for Paulie? Nothin'? -- You coulda give me a good job, but no, the only thing ya ever give me was a stinkin' Rolex watch!

ROCKY

Paulie.

PAULIE

That's it -- a Rolex watch! -- So what?!

Paulie rips the watch off his wrist and smashes it to the pavement.

PAULIE

(continuing)

There's ya watch -- I ain't no needy case!

ROCKY

(picks up shattered watch)

... Paulie.

Paulie knocks it out of his hand.

PAULIE

Leave it down! It never kept no good time anyway! Big charity handout! Did ya forget when ya was a punk and how guys use to laugh at how jive ya use to be? Who wacked them bums out!?

ROCKY

Ya got it backwards -- They use to laugh at both of us.

PAULIE

Nobody ever laughed at me! --

(MORE)

(CONTINUED)

39 CONTINUED: (3)

PAULIE (CONT'D)

-- Tell me who fixed ya up with ya first woman -- Me! Paulie! I was responsible.

ROCKY

She was pregnant.

PAULIE

So what?! Ya weren't no prize either! You, I always tried to help ya but got nothin' back -- Ya buy a new house an' ya move Mickey in, ya don't ask me?! Why?! The ol' man is better than me?

(hits his chest)

This here ain't cardboard -- I got feelin's. Here

ROCKY

Everybody's got 'em.

PAULIE

Hell with everybody.

ROCKY

(softly)

... No, maybe it's the hell with you.

PAULIE

(taken aback)

What?!

ROCKY

Hey, why don't ya say what ya mean once in ya life.

PAULIE

Say?! -- Ya want me to say something? You got it! I'm sayin' that you been keepin' me down! I'm sayin' ya forgot who ya friends are, and I'm saying' ya been tryin' to make me look like a loser in front of my sister!

ROCKY

You still don't got it right! -- The truth is we started out on the same corner -- even --

(MORE)

(CONTINUED)

ROCKY (CONT'D)

-- I got real lucky with everything an' it's drivin' you nuts, 'cause as long as I was a bum, ya always had somebody ya could feel better than. Right, Paulie? That's where it's at! -- And jobs? I got ya ten jobs an' you blew them all because you don't wanna work. What you want is what everybody else has got! Yo, it don't work that way!

PAULIE

I don't wanna hear this crap!

ROCKY

C'mon, ya talk like everybody owes ya a livin'.

PAULIE

Shut ya mouth!

ROCKY

(overlapping)

Nobody owes nobody nothin' -- You owe yaself.

PAULIE

That ain't right! Friends owe!!

ROCKY

Friends owe nothin'! They do 'cause they wanna do, understand?

PAULIE

(shoves Rocky)

Shut ya friggin' mouth!... Ya been keepin' me down!

ROCKY

Keep yellin' it, Paulie, an' maybe you'll believe it! Keepin' you down? Ya know, sometimes you're like a crazy brother to me, so I'm gonna tell ya what I'm feeling here, an' I mean this from the heart. You ain't down, Paulie. You ain't a loser, you're just a jealous, lazy bum!

Paulie swings wide at Rocky who jumps back and blocks it, and Paulie swings again and Rocky again blocks it.

(CONTINUED)

39 CONTINUED: (5)

PAULIE  
(bellowing and swinging)  
... C'mon! C'mon! I'll break ya  
mouth! I'll break everything!  
C'mon!

Paulie swings and Rocky blocks again... Paulie continues to battle Rocky for nearly the length of the parking lot until Paulie is exhausted... Paulie just stares at him pathetically.

PAULIE  
(continuing)  
Can I have a job?

ROCKY  
All ya had to do was ask.

They start to move away, their voices trail behind...  
Rocky rubs his sore arms.

ROCKY  
(continuing)  
... You punch pretty good.

PAULIE  
... Think so?

ROCKY  
... Superb.

40 INT. ROCKY'S HOUSE - HALLWAY

Paulie's in the hallway speaking through the bedroom door at Rocky and Adrian.

PAULIE  
Hey... What time do ya need me  
tomorrow?

ROCKY (O.S.)  
I'll give ya a call.

PAULIE  
Ya ready to smash this wrestler  
bum -- feel good?

ROCKY (O.S.)  
... I'm okay, thanks.

41 INT. BEDROOM

Rocky and ADRIAN are beneath the covers in the darkened room.

ROCKY

(yawns)

Listen, why don't ya go home an' get some rest.

42 PAULIE IN HALLWAY

PAULIE

Sure -- Rocko, maybe for this next fight I'll get involved with the business end -- I'm good with figures an' numbers, you know that.

43 ROCKY

ROCKY

(to Adrian)

He's somethin' else --

(to Paulie)

-- Maybe, Paulie.

44 MICKEY

sticks his head out of his room which is several feet away from Paulie.

PAULIE (O.S.)

Maybe the soft drink concessions --

ROCKY (O.S.)

Maybe.

ADRIAN (O.S.)

Good night, Paulie.

PAULIE (O.S.)

Nobody addressed you, Mrs. Stallion -- Hey, what's with talkin' through the door -- What am I? A disease carrier.

MICKEY

Hey, kid --

Paulie turns.

(CONTINUED)

44 CONTINUED:

PAULIE

How ya doin', Mick.

MICKEY

Good, kid, ya may wanna keep them up, but I'm a resident too, an' I need years of beauty sleep -- give the world a break.

Mickey goes back into his room.

PAULIE

Hey, I ain't here to cause trouble -- Yo, Rock -- I gotta go now -- Catch ya later -- An' a special goodnight to you, Mrs. Stallion.

ADRIAN (O.S.)

... Night, Paulie.

Paulie walks past Mickey, who's getting back into bed.

PAULIE

... Sometimes I can't believe she's livin' with another guy, y'know.

He walks away.

CUT TO:

45 ADRIAN AND ROCKY BEDROOM

ADRIAN

Any trouble with Paulie tonight?

ROCKY

Nothin' unusual.

ADRIAN

... He looks happy for a change.

ROCKY

... Definitely.

ADRIAN

Are you really goin' through with this wrestler -- They're so big.

ROCKY

... It'll be fun.

(CONTINUED)

45 CONTINUED:

Rocky looks at Adrian and croons poorly to her. (Song -- "I Only Have Eyes For You.")

ROCKY

(continuing)

'Sh-blup, blup... sh-blup, blup-ooo --  
Here I am an' so are you.'

ADRIAN

(laughs)

Not too loud... What are you doin'?

ROCKY

Being romantic -- 'Sh, blup, blup' --  
That's your part, c'mon, 'sh, blup,  
blup'...

ADRIAN

Rocky, please, you'll wake the baby.

ROCKY

'Sh, blup, blup' --

ADRIAN

(stiffly)

God forgive me... 'Sh, bloop, bloop.'

ROCKY

Good, but 'sh, bloop' ain't correct  
-- It's 'she blup' --

ADRIAN

Sorry -- 'Sh, blup, blup, oooo.'

ROCKY

(into hair brush)

'But I only have eyes for you.'

Rocky pauses.

ADRIAN

(shrugs)

'Sh, blup, blup' -- Well?

ROCKY

I don't know no more of the  
composition.

ADRIAN

Maybe we're lucky.

ROCKY

Very lucky...

ADRIAN

... Very lucky.

46 OMITTED  
thru  
52

53 EXT. SPECTRUM AREA - NIGHT

Outside the Philadelphia Spectrum, the marquee reads:

CITY YOUTH LEAGUE  
PRESENTS  
BATTLE OF CHAMPIONS  
ROCKY BALBOA  
vs  
THUNDERLIPS

54 OMITTED

55 INT. SPECTRUM - NIGHT

A PAIR OF COMMENTATORS sit at ringside in front of a bank of television monitors... They wear headsets.

WRESTLING COMMENTATOR #1

Good evening one and all -- Tonight we have a most unlikely match -- Boxer against wrestler, with all the proceeds going to local charity -- I must say this evening's event could prove interesting -- Usually in matches where wrestler versus boxer, the wrestler always proves victorious -- Once boxer is grabbed, it's all over folks.

WRESTLING COMMENTATOR #2

Indeed it is -- And seated next to me is perhaps Rocky Balboa's next legitimate opponent, number one ranked, Clubber Lang... What do you think about all this?

CLUBBER

Man, I think nothin' about it -- I should be fightin' up there, not some wrestler -- Balboa has no dignity! I want that fool bad.

56 INT. ARENA - HALLWAY

Rocky, Mickey, AL and Paulie head toward the ring.

(CONTINUED)

56 CONTINUED:

MICKEY

I gotta question.

ROCKY

Yeah.

MICKEY

I'm old, but I'm still curious about some things in life -- Like what goes on in your head? Any normal functions?

ROCKY

Yeah, a few.

MICKEY

Can't be 'cause to fight this creature ya gotta have about a hundred pounds of brain damage -- I seen some wrestlers who are bigger than cement trucks... Ever fight a cement truck, kid?

ROCKY

... No.

MICKEY

It can cause a variety of damage.

ROCKY

Yo, this pep talk has done me a world of good, Mick. Thanks... How ya doin', Paulie?

PAULIE

(holding the bucket)

... Great -- Ya got any classier looking buckets.

CUT TO:

57 RINGSIDE

The Commentators are still chatting with Clubber Lang.

CLUBBER

The man's got nothin' inside -- nothin'! He's been duckin' me for three years just like that chump Apollo Creed before him.

(CONTINUED)

57 CONTINUED:

WRESTLING COMMENTATOR #1  
Why do you think that is?

CLUBBER  
Time -- The older I get, the better  
their chance -- But I don't believe  
nobody is better than me, and I'll  
never take no for an answer --  
No way -- I will get him in the  
ring eventually an' beat him bad.

WRESTLING COMMENTATOR #2  
Thank you, Clubber -- And here comes  
comes the World Champion now -- He  
seems relaxed, doesn't he?

WRESTLING COMMENTATOR #1  
Like he's on his way to a picnic --  
a fighting champion with over ten  
defenses to his credit since  
upsetting the great Apollo Creed  
several years ago.

CUT TO:

58 ROCKY AND HIS CORNERMEN

move swiftly through the crowd... He enters the ring.

WRESTLING COMMENTATOR #2  
Rocky is now entering the ring --

CUT TO:

59 ROCKY

stands in the ring punching into the air and waves at  
Adrian and his son.

CUT TO:

60 ANOTHER ANGLE

Al rubs Rocky's neck as Paulie comes near.

PAULIE  
Wanna beer or somethin'?

ROCKY  
I'm working now.

(CONTINUED)

60 CONTINUED:

Clubber Lang steps up to ringside... Photographers snap away.

CLUBBER

Hey, boy, soon you're gonna be mine, hear?

(to photographers)

He ain't nothin' -- I am the real champion --

MICKEY

Get the hell outta here!

CLUBBER

I ain't goin' nowhere! When ya gonna have that punk fight me, ol' man?

MICKEY

When I feel like it.

CLUBBER

(to Rocky)

... Soon, man, soon.

Clubber walks away, and Rocky turns to Mickey.

ROCKY

When we gonna fight him?

MICKEY

... Do I make the match?

ROCKY

Yeah.

MICKEY

Then don't worry about it.

CUT TO:

61 THE COMMENTATORS

look at their monitors and the arena starts to resound with a symphony of mounting BOOS.

WRESTLING COMMENTATOR #1

The Wrestling Champion of the World now moves towards the ring -- Known only as the incredible Thunderlips. He is truly an awesome sight.

(CONTINUED)

61 CONTINUED:

WRESTLING COMMENTATOR #2

Certainly is -- How much would you  
take to get in the ring?

WRESTLING COMMENTATOR #1

(laughs)

Let's start with Fort Knox! Well,  
folks, it's David and Goliath time.

CUT TO:

62 THUNDERLIPS

towers way above the crowd as he scowls his way toward  
the ring... He is an awesome sight with his white wide-  
brimmed hat, huge mirrored sunglasses and flowing bright  
cape and outrageous outfit... He carries a white whip.  
Behind him are three slave girls. Two hold up his cape  
while a third fans him with ostrich plumes.

MICKEY

Let's call it off.

PAULIE

C'mon, it's for charity.

MICKEY

Ya wearin' out ya anatomy for  
charity -- No one else would do  
this much for charity.

ROCKY

Bob Hope would.

MICKEY

That's true.

CUT TO:

63 ROCKY, MICKEY, PAULIE AND AL

stare in silence at the mountain of flesh.

PAULIE

Why are they carrying him?

MICKEY

... He's walkin'.

(CONTINUED)

63 CONTINUED:

PAULIE

(low)

Better call Bob Hope.

The wrestler steps over the ropes, and his awesome size is overwhelming... Thunderlips goes to the microphone.

THUNDERLIPS

To all my love slaves out there,  
Thunderlips is here! In the flesh,  
baby!

(unravels the whip)

The ultimate male specimen!

(looks at Rocky)

The ultimate male versus the ultimate  
meatball!!

Thunderlips looks at himself in a mirror held by a slave girl then whips her away.

64 ADRIAN

cringes in her seat.

ADRIAN

... Oh, my God!

CUT TO:

65 PAULIE

moves close to Rocky.

PAULIE

How do ya fight a person like that?

ROCKY

(to Mickey)

How do you fight a person like that?

MICKEY

(to Al)

Ya got a hatchet?

AL

No hatchet, Mick.

MICKEY

(to Rocky)

... I'm outta ideas.

CUT TO:

## 66 THE RING ANNOUNCER

nods to the timekeeper who, in turn, RINGS the BELL.

## WRESTLING ANNOUNCER

Welcome one and all to this evening's  
grand and unusual event with all the  
proceeds going to the City's Youth  
Foundations -- Without further  
delay, the last match in this card  
-- a fifteen minute time limit  
between two great athletes --

\*  
\*  
\*

The crowd cheers... Rocky looks down at ringside and  
locks stares with Clubber Lang... Clubber slowly holds  
his fist up in a subdued, but effective, gesture... The  
Announcer once again motions to the timekeeper who RINGS  
the BELL.

## WRESTLING ANNOUNCER

(continuing)

... In the white corner, an  
incredible sight, standing nearly  
seven feet, and weighing three  
hundred and ninety pounds... The  
undisputed champion of the Wrestling  
World, a man who calls himself the  
Ultimate Object of Desire, the  
Mountain of Molten Lust, the one,  
the only, 'Thunderlips.'

CUT TO:

## 67 THE CROWD

boos and gives the menacing giant thumbs down.

## THUNDERLIPS

(fondles the slaves)

Eat ya hearts out! Ya all trash!!

## WRESTLING ANNOUNCER

In the black corner, the slugger  
from Philly, a fighter known all  
over the globe as 'The Italian  
Stallion' --

CUT TO:

## 68 MICKEY AND ROCKY

## ROCKY

How much do you think he eats?

(CONTINUED)

68 CONTINUED:

MICKEY

'Bout two hundred and two pounds.

WRESTLING ANNOUNCER

Weighing two hundred and two pounds,  
the reigning Heavyweight Champion  
of the World, Rocky Balboa!!

CUT TO:

69 ANDRIAN AND THE CROWD

applaud, but she looks terrified for her husband's  
well-being...

CUT TO:

70 THE RING.

The REFEREE waves both combatants to the center of the  
ring.

PAULIE

Yo, ask him if he wants some  
lipstick.

MICKEY

Shut up -- Ya wanna get him mad.

Rocky and Mickey arrive in center ring and watch as  
Thunderlips lumbers forward with foreboding strides.

WRESTLING REFEREE

Alright, you guys know this is for  
fun -- So take it easy and give 'em  
a good show.

Rocky extends his hand.

ROCKY

(to Thunderlips)

After the match, how about we take  
a Polaroid together?

THUNDERLIPS

(quietly)

... You're in trouble.

Thunderlips scowls and shoves Rocky away... The crowd  
boos the wrestler... Rocky lowers his hand and backs  
away... Thunderlips whips the slaves out of the ring.

(CONTINUED)

70 CONTINUED:

MICKEY

Fun, huh? -- Listen, ya done well  
for yourself, don't let this guy  
destroy ya life -- Keep away --  
Move around the ring.

PAULIE

... He is the ring.

Rocky nods and waves to Adrian... Mickey slips out of  
the ring... Rocky smiles and the BELL RINGS... Rocky makes  
the sign of the cross.

MICKEY

(to Paulie)

... I get nervous every time he  
does that.

71 ANGLE

In a sudden burst of speed and rage, the wrestler charges  
across the ring... Rocky barely escapes... He moves to the  
center of the ring, still thinking it is a fake fight.

ROCKY

... You're pretty fast.

Rocky circles for a moment...

ROCKY

(continuing; smiles)

... Let's just move around a little  
and give them a show -- Alright, you  
chase me, then I'll chase you --  
Fair enough?

Everything is going smoothly until the increasing taunting  
from the audience begins to provoke the giant... Suddenly  
the wrestler knocks Rocky in the midsection... the impact  
sails Rocky into the ropes, and Thunderlips hits him with  
a forearm smash, then another, and another... Rocky is  
staggered.

72 MICKEY

is yelling insanely to the Referee.

MICKEY

Stop this damn thing!

(CONTINUED)

72 CONTINUED:

PAULIE  
Is that for real?

CUT TO:

73 ADRIAN

is hysterical.

WRESTLING COMMENTATOR #1 (V.O.)  
Balboa is in great pain -- This is  
no joke!!

74 THE WRESTLER

THUNDERLIPS  
Think it's all fake?  
(hits Rocky)  
... I've had it! This time nothin'  
is fake, you idiots!  
(hits Rocky)  
Tonight you'll see the real King  
of the Jungle.

Grabs Rocky by the neck and legs and hoists him high  
overhead.

THUNDERLIPS  
(continuing; to the  
crowd)  
I'm the man!! I can tear him apart!!

The crowd boos.

THUNDERLIPS  
(continuing)  
I'm the most spectacular specimen  
in the world!!... You want this  
punchin' bag?! You want him?!...  
You got him!!

He heaves him into the audience...

75 MICKEY

trembles from anger.

MICKEY  
Ya lousy ape bum!

(CONTINUED)

75 CONTINUED:

He heaves a bucket, and the wrestler bats it away and laugh-snarls.

WRESTLING COMMENTATOR #2 (V.O.)  
Incredible -- Balboa was just heaved  
into the fifth row!

CUT TO:

76 ROCKY

gets to his feet groping to clear his badly rattled brain.

CUT TO:

77 THUNDERLIPS

stomps around the ring panting... the crowd hurls debris and insults.

THUNDERLIPS  
I can tear anything apart -- Compared  
to me, ya all stinkin' puny worms!  
Worms! Now ya got me mad! I'm gonna  
drag him down the aisle like a dirty  
rag, ya worms!!

The wrestler starts to climb out of the ring, but the Referee blocks his way. Effortlessly, the wrestler grabs the Referee's face and shoves him to the floor.

THUNDERLIPS  
(continuing)  
Weaklin'!! -- Balboa, I'm coming  
after you!!

WRESTLING COMMENTATOR #1 (V.O.)  
The referee is down!! The arena  
security men are rushin' down to  
stop this slaughter!

The huge man steps out of the ring and is met by a wall of uniformed security men... Without hesitation, he begins mauling them.

WRESTLING COMMENTATOR #2 (V.O.)  
Somebody should stop this -- This  
is a disgrace! This fund-raising  
stunt has become a very dangerous  
brawl.

CUT TO:

## 78 THE FRIGHTENED COMMENTATORS

are nearly out of their seats.

WRESTLING COMMENTATOR #2

... The fans are outraged! Somebody  
should put a stop to this!!

Suddenly one of the security men goes flying past the Commentators... The men go white.

WRESTLING COMMENTATORS #1 & #2

Oh, my God!

CUT TO:

## 79 ROCKY

moves from between the seats as the frenzied crowd cheers him on... He is met by Paulie.

PAULIE

How ya doin'?

ROCKY

(holds up his gloves)

Cut these off!

PAULIE

You finished?

ROCKY

Cut them off, Paulie!

Paulie pulls out a switchblade and begins cutting... The wrestler is now shoving the security men to the ground.

THUNDERLIPS

(spying Rocky)

C'mere, worm!! Face the king of  
the jungle.

CUT TO:

## 80 ANGLE

As the wrestler starts to stampede forward he is intercepted by several helmeted uniformed city policemen... He shoves them aside. A second cop tries to crack him across the back of the neck. It only annoys the wrestler who rips the club away and snaps it. The cop takes off.

81 CLUBBER LANG  
stares in awe...

82 ADRIAN AND ROCKY, JR.  
jump from their seats.

ADRIAN  
What is he doing?!

CUT TO:

83 THE COMMENTATORS  
are nervously eyeing the action.

WRESTLING COMMENTATORS  
... People are flying everywhere!!  
-- Chairs flying everywhere!! --  
Teeth flying everywhere!!

CUT TO:

84 PAULIE  
has just finished tearing off Rocky's glove as the wrestler  
charges down the ramp to the ring... Rocky climbs into the  
ring without his gloves.

CUT TO:

85 ADRIAN AND ROCKY, JR.

ADRIAN  
Stay out, Rocky!

CUT TO:

86 MICKEY  
screams at Rocky.

MICKEY  
Get down, you idiot!!

ROCKY  
Hey, c'mon!

CUT TO:

## 87 THUNDERLIPS

turns and swings on to the apron of the ring and shakes a mallet-like fist at Rocky.

THUNDERLIPS

Hey, puny, ya gonna get stomped, man!

ROCKY

Stomp! C'mon!

## 88 THE WRESTLER

jumps over the ropes and moves like an infuriated mountain of flesh towards Rocky... Micky is going insane.

MICKEY

For God's sake, somebody get me a hatchet!!

## 89 ROCKY

now moves like a street fighter -- tensed, hands held low, eyes unwavering.

Suddenly Rocky plows into the giant with a savage flurry of hooks to the body, then retreats -- he does it again and the crowd goes wild.

MICKEY

In and out -- Keep moving! Run for ya life!!

PAULIE

Get nasty, Rocko!

WRESTLING COMMENTATORS (V.O.)

Balboa has stunned and infuriated the giant.

The wrestler charges, and Rocky sidesteps and slams him in the ribs, but maintaining his balance... The wrestler grabs Rocky by the neck and begins to strangle him.

CUT TO:

## 90 MICKEY

is crazed.

(CONTINUED)

90 CONTINUED:

MICKEY

Somebody stop this! -- He's killin'  
him -- He's gonna...

Suddenly Mickey gets a sharp pain in his chest and all time seems to stop... His breath becomes shallow, eyes milky, unfocused... He slumps on a stool to regain his breath... Al goes to him.

91 PAULIE

is suddenly in the ring with a bucket which he smashes on the back of the wrestler's head... Thunderlips drops Rocky to the floor and snarls at Paulie... Almost insanely, Paulie snarls back.

PAULIE

... I don't sweat you! C'mon!  
I'll pull your eyes out!

The giant lunges on Paulie and grabs him in a headlock, punches him, and Paulie is knocked cold... The wrestler now turns on Rocky who is still down on one knee.

He climbs on the rope and leaps down onto Rocky. Rocky rockets upward and explodes a punch into the man's solar plexus... The crowd roars.

CUT TO:

92 MICKEY

is having ice applied to the back of his neck by Al... The crowd's roar brings him to his feet.

CUT TO:

93 THE WRESTLER

is doubled over in pain... Rocky jumps to his feet and machine guns punches into the giant's midsection, then leaps on the man's back and latches on to the man's tree-like neck.

The arena is in pandemonium.

WRESTLING COMMENTATORS

Rocky has stunned the giant.

CUT TO:

94

MICKEY'S EYES

spit fire as he yells to his fighter.

MICKEY

Get him, kid, get him!!

CUT TO:

95

ANGLE

Rocky's weight, hanging from the back of the man's neck, causes Thunderlips to gasp for air and thrash around violently.

WRESTLING COMMENTATOR #1 (V.O.)

It's an out-and-out street brawl --  
hanging on like a bull terrier, Rocky  
has the wrestler in a stanglehold  
-- He's beginning to stagger!

The human mountain's movements become panicky as Rocky holds on for dear life... Mickey leans under the ropes.

MICKEY

Hang on, kid! He's goin'!

CUT TO:

96

THE GIANT

flings Rocky around, but is beginning to stagger...

ROCKY JR.

Is Daddy havin' fun?

ADRIAN

Of course.

97

ADRIAN

covers her son's eyes.

ADRIAN

... Don't watch.

98

PAULIE

regains consciousness and quickly gets out of the ring.

(CONTINUED)

98 CONTINUED:

PAULIE  
(yells at Adrian)  
Who needs this? Do I need this?!

The giant is wavering and tumbling against the ropes...  
Rocky can no longer maintain his grip and falls off.

The gagging monolith paws towards Rocky, who sidesteps  
and pounds a barrage of punches into Thunderlips' mid-  
section... The giant doubles over.

WRESTLING COMMENTATOR #1 (V.O.)  
Rocky has the giant in real trouble  
-- He's rocked by a barrage of  
crushing body blows --

Rocky slams home a hook to the wrestler's temple... And  
another, and the wrestler staggers forward...

99 MICKEY

is ecstatic.

MICKEY  
Knock his head off!

CUT TO:

100 ROCKY

summons all his strength and lifts the man into his arms \*  
and dumps him over the ropes. \*

CUT TO:

101 THE ARENA

goes berserk.

WRESTLING COMMENTATORS  
Unbelievable! -- He did it! The  
human skyscraper has been thrown out \*  
of the ring! \*

CUT TO:

102 THUNDERLIPS

He gathers his senses and starts to rise and leaps into \*  
the ring. \*

(CONTINUED)

102 CONTINUED:

Just at that moment the BUZZER is heard. The Announcer and Referee leap into the ring to prevent any more insanity. The BELL KEEPS RINGING.

ANNOUNCER

The time is up -- ladies and gentlemen we have a draw!

Thunderlips pauses and seems to compose himself. His girl covers him with the robe.

103 CLUBBER LANG

stares in anger... He and Rocky lock stares for a moment ... Clubber steps forward.

CLUBBER

This is fake-- when ya fight a man?! When you gonna fight a man?

ROCKY

Anytime --

MICKEY

(pulls him away)

Ya'll fight who I say!

CLUBBER

(backing away)

You ain't nothin' until you fight me -- Remember that -- You ain't nothin' till ya do! Nothin'.

Clubber goes as Rocky stares after him.

104 WRESTLING ANNOUNCER

WRESTLING ANNOUNCER

And thank you one and all for attending this Twelfth Annual Charity Match, between 'The Italian Stallion,' Rocky Balboa and Thunderlips -- the ultimate male -- See you next year.

MICKEY

(comes over)

You okay?

ROCKY

Very large guy.

(CONTINUED)

104 CONTINUED:

PAULIE  
Beautiful, Rocko -- I'm impressed.

ROCKY  
... very large guy.

105 ROCKY

goes to Adrian.

ADRIAN  
(comes over)  
Are you all right?

ROCKY  
... Wonderful.

Thunderlips comes over.

THUNDERLIPS  
... Good match.

ROCKY  
(backs up)  
... Yo, why'd ya get so crazy?

THUNDERLIPS  
... That's show business.

ROCKY  
Thanks... Listen, while ya still  
calm, how 'bout if we get that  
picture?

THUNDERLIPS  
... Sure.

The wrestler puts his arm around Rocky. Al holds the  
camera as the men pose.

ROCKY  
(rubs his neck)  
Y'know, sometimes charity really  
hurts...

106 OMITTED  
thru  
110

\*

## 111 EXT. ROCKY'S HOUSE - DAY

A limousine is idling in front of Rocky's home... The driver is trying to keep curious onlookers from touching the car.

## 112 INT. ROCKY'S HOUSE - DAY

Rocky is with his son in the kitchen... The boy is eating a bowl of Wheaties. Paulie is reading a racing form... drinking a beer... Rocky is dressed in a suit.

ROCKY

... An' this big bear say, 'Somebody's been sleepin' in my bed.'

ROCKY, JR.

... Why did he say that?

ROCKY

... I guess he was upset -- An' the mama bear says, 'Somebody's been sleepin' in my bed.'

ROCKY, JR.

She was upset, too?

ROCKY

... Absolutely -- An', y'know, the little kid bear, like you, he says...

PAULIE

(interrupting)

-- I like this part.

ROCKY

And he says, 'Somebody's sleepin' in my bed and there she is!' An' this little bear, he whips off the blanket, thereby exposin' Goldilocks to the public -- C'mon, keep eatin' ya cereal before it sinks.

Paulie looks up from the racing form and eyes Rocky.

ROCKY, JR.

(picks up the fork)

Then what happened to Goldilocks?

ROCKY

... I'm not too sure.

(CONTINUED)

112 CONTINUED:

PAULIE

(dryly)

Busted for trespassin' an' did  
thirty days in the joint.

ROCKY

... Nice, Paulie.

PAULIE

(laughs)

... I like it.

Adrian and Mickey come into the kitchen.

ADRIAN

Rocky, we better get going, the  
car's here.

PAULIE

Yeah, go on, ya's better get  
outta here --

(to the boy)

Me and the kid will have a fun  
time. Mrs. Stallion, ya almost  
look pretty good.

ADRIAN

Thanks, Paulie -- We'll be home  
early.

ROCKY

(to Paulie)

Don't give him any beer.

They walk out of the room. Trailing behind:

ROCKY

(continuing)

Do you know what this is all about?

ADRIAN

I don't know any more than you.

Paulie leans over to Rocky, Jr. with the racing form.

PAULIE

... Who do you like in the seventh?

(he laughs)

Go on, he's safe here.

## 113 EXT. MUSEUM STEPS - DAY

The limo drives to the top of the stairs and pulls alongside several other limos.

Rocky, Adrian and Mickey get out and MUSIC from a marching band starts up. People applaud.

MICKEY

... Whatever happened to quiet  
tender moments?

## 114 TOP OF MUSEUM STEPS

Rocky finds himself standing next to the MAYOR OF PHILADELPHIA... behind the men is a large object covered with a black hanging cloth.

The Mayor stands beside a podium which has the City of Philadelphia crest on it... As Rocky glances back at Adrian and shrugs in confusion, Mickey sighs.

(CONTINUED)

114 CONTINUED:

MAYOR

... Every once in a while a person comes along who defies the odds, defies logic, and fulfills an incredible dream. On behalf of all the citizens of Philadelphia and the many who have been touched by your accomplishments and your tireless participation in the city's many charity functions --

MICKEY

(low)

Get to the punchline.

MAYOR

... It is with tremendous honor that we present this memorial which will always stand as a celebration to the indomitable spirit of man... Philadelphia salutes its favorite son -- Rocky Balboa!

115 ANGLE

The cloth is pulled away by two museum attendants, and what is revealed is a beautiful bronze of Rocky at the top of the steps with his hands held high in victory.

116 ROCKY

is stunned, likewise Mickey and Adrian.

ADRIAN

... It's beautiful.

MICKEY

... Definitely beautiful.

ADRIAN

(hugs him)

Can you believe it?

Rocky is waved forward and waits for the applause to die down.

ROCKY

(almost breathless)

Well, y'know, what do you say to something like this?!

(MORE)

(CONTINUED)

116 CONTINUED: .

ROCKY (CONT'D)

-- I can't believe it -- My wife says she is proud of me... Well, I gotta say I'm proud of all of you -- And the past three years this city that has really taken me, y'know, inside... Lately I've been thinkin' that I wouldn't do nothin' to hurt this sport -- I've been talkin' it over with my wife an' manager, and we all think that maybe it's time to step out, y'know, retire --

117 CLUBBER LANG

steps forward... Beside him is his gruff, shorter, heavy-set MANAGER who almost looks as ferocious as Clubber.

CLUBBER

Gettin' out while you can! --  
Don't give this sucker a statue,  
give him guts!

The congregation is, of course, startled and faces the angry fighter...

CLUBBER

(continuing)

I told you I wasn't goin' away!  
You got your shot, I want mine!

MICKEY

Why don't you get the hell out of here!

CLUBBER

(furiously)

I ain't gonna go nowhere, hear!  
Now why don't ya tell all these folks why you've been ducking me -- Politics, man! This country wants to keep everybody down -- keep them weak! They don't want a man like me to have the title because I am not a puppet like that fool!

ROCKY

You gotta big mouth!

(CONTINUED)

117 CONTINUED:

CLUBBER

Who you know gonna close it, fool?!

Rocky starts after Clubber, but Mickey and Adrian latch on to him.

ADRIAN

Rocky, please don't!

MICKY

He's crazy! Don't listen to him.

Clubber steps up and points at Mickey.

CLUBBER

The little man don't wanna come to me, then I come to these bums an' lay out the truth -- I'm ranked number one! One! That means I'm the best! But this bum has been taking the easy matches fightin' nobodies. -- I'm tellin' you and everybody here, I'll fight him anywhere, anytime, for nothin' -- I pay the freight!

118 THE POLICE

begin to move towards Clubber.

119 CLUBBER

CLUBBER

But you people ain't never gonna see me whip him 'cause he's gonna retire -- He don't fight no real men. You fight them set-ups.

ROCKY

What?

MICKY

This guy's a disgrace to the sport.

CLUBBER

Don't tell me what I am, ol' man, you and that chump, don't know where I've had to come from!

(MORE)

(CONTINUED)

119 CONTINUED:

CLUBBER (CONT'D)

Your family doin' real nice, ain't it -- How 'bout givin' that chance to my family, hear -- You're a fighter, prove it now! The way you been duckin' is the disgrace, man!

(to crowd)

If he ain't no coward, why don't he fight me?

ROCKY

(to Mickey)

I can't listen to this no more --

(to Clubber)

-- Hey, anytime ya --

MICKEY

(overriding)

I don't care what ya's ranked, ya don't deserve a shot.

120 ROCKY

is taken aback.

ROCKY

... What are ya doin', Mick?

Mickey yells back at Clubber.

MICKEY

Ya the kinda guy who wrecks the sport! I said ya don't deserve a shot, an' I mean it!

CLUBBER

I'm glad the people are seein' this!! He owes me a shot. I work hard, I train hard! I deserve it... I'm just as good as any other man! Just wanna chance to prove what I got! Don't judge me on my color, or the way I look! Judge me on my character, on my content! Judge me on my desire, on my determination, on my pride!!

Mickey stares at Clubber, then moves away. Rocky grabs Mickey's arm.

(CONTINUED)

120 CONTINUED:

ROCKY

Whatta ya doin'? -- I want to  
fight him.

MICKEY

Then you got him -- But you'll  
fight him without me.

ROCKY

What?

MICKEY

I'm out -- finished -- I don't  
want no more of this. No more.

Mickey starts to walk away.

MICKEY

(continuing)

... No more.

CLUBBER

(to the press)

Look at your champion -- Don't he  
embarrass you? Where's his guts?  
-- Go home, punk, go hide!

Rocky cannot believe he is being deserted by Mickey.

MICKEY

It's over.

ROCKY

Then go on, I'll do it without you.

Rocky looks at Adrian then down at Clubber as he sways  
forward.

CLUBBER

(to Adrian)

Hey, woman... Listen up. Since ya  
ol' man ain't got no heart, if you  
bring your pretty self to my room  
tonight, I'm gonna show you a real  
man!!

121 ROCKY

goes absolutely insane and shoves through the crowd...  
Clubber charges forward... The police strain to separate  
the fighters...

(CONTINUED)

121 CONTINUED:

Clubber's and Rocky's clothes are being nearly torn off their backs as they claw towards each other... Clubber manages to knock two policemen to the pavement and strike Rocky over the eye and opens a cut... They are separated.

CLUBBER

(insanely)

Ya nothin' -- Nothin' --

ROCKY

(struggling)

...You got it. You want it, you got it!

CLUBBER

I want you so bad! So bad!!

122 EXT. ROCKY'S HOUSE - DAY

The limousine quickly veers to the curb and Rocky leaps out.

ADRIAN

Rocky, please --

Rocky pays no heed and enters the house.

123 INT. HOUSE

Rocky immediately moves to the staircase... Paulie yells from the kitchen.

PAULIE

Yo, Rock -- Mickey's upstairs  
packin' -- What's happenin' here?

Rocky continues up the stairs and storms into:

124 MICKEY'S ROOM

... and slams the door shut.

ROCKY

-- Why'd ya leave me there? --  
Why'd ya walk away like that?

Mickey places a shirt into an open suitcase that lies open on his bed.

MICKEY

Life's too short, kid.

(CONTINUED)

124 CONTINUED:

ROCKY  
Where're you goin'?

MICKEY  
Permanent vacation.

ROCKY  
We got one more fight.

MICKEY  
Not me, you.

ROCKY  
Why you doin' this?

Rocky moves over and slams the suitcase shut.

ROCKY  
(continuing)  
Why're ya doin' this!?

MICKEY  
(calmly)  
... 'Cause ya can't win.

Rocky is dumbfounded.

MICKEY  
(continuing; quietly)  
Kid, he'll beat ya to death inside  
of three rounds.

ROCKY  
... How can ya know that?

MICKEY  
... I know.

ROCKY  
-- He's just another fighter --

MICKEY  
He ain't just a fighter, he's a  
wreckin' machine and he's great  
at it. I know -- while you been  
out gettin' awards I've been  
watchin' this pug come up the  
ranks, an' he's got it all --  
He's hungry -- Hell, you ain't  
been hungry since ya won the belt

(CONTINUED)

124 CONTINUED: (2)

ROCKY

Hungry? -- Whatta ya talkin' about?  
I've had ten title defenses.

MICKEY

-- They were easy.

ROCKY

What d'ya mean 'easy'?

MICKEY

Hand-picked, kid.

ROCKY

... Set-ups?

MICKEY

No set-ups -- Good fighters, but  
not with killers who could knock  
ya into forever, like this guy.

ROCKY

... Why? -- Why'd you do it.

MICKEY

The beatin' you took from Apollo  
Creed shoulda killed ya -- After  
that my job was to keep ya winnin'  
an' healthy.

Rocky glares at him.

MICKEY

(continuing)

Kid, ya were a great fighter, but  
ya prime is over... Finished --  
Ya heart ain't in it no more --  
Hell, ya spend more time at  
banquets than bangin' the bag --  
Ya became a business, Rock,  
advertisin' everything like ya  
was a billboard, ya had ya face  
made all nice and new, ya talk  
better -- Real fightin' ain't in  
ya no more, ain't been the last  
year -- you just ain't got the  
taste for leather no more. Ya  
done what ya set out to do, so  
now it's time to plan on what ya  
gonna do for the rest of your life --

ROCKY

Ya really don't think I got nothin'  
left.

(CONTINUED)

124 CONTINUED: (3)

Rocky slumps on the bed... Mickey sits next to him.

MICKEY

Three years ago you were supernatural  
-- hard and nasty with a cast iron  
jaw. Ya lived fightin'. But the  
worst thing that could happen to a  
fighter happened to you... ya just  
got civilized.

\*  
\*  
\*

Mickey pats his leg.

MICKEY

(continuing)

I'll call the papers and tell 'em  
it's off -- You're retirin' --

ROCKY

... I can't retire knowin' all this  
-- I can't.

MICKEY

Don't push it.

ROCKY

You've been carryin' me.

MICKEY

Protectin', not carryin' --  
everybody you fought was legit --  
Ya got nothin' to be thinkin' about.

ROCKY

I want this fight.

MICKEY

We don't need it.

ROCKY

I'll live in the gym.

MICKEY

We don't need it!

ROCKY

I do!... I'm askin' you to hang  
with me one last time.

Mickey stares at Rocky's doleful expression, then lowers  
his head. Rocky goes to Mickey's suitcase.

\*

(CONTINUED)

124 CONTINUED: (4)

ROCKY

(continuing)

... If you don't, I'm gonna tell everybody you ain't bought a new pair of underwear in ten years.

MICKEY

(smiling)

You would, wouldn't ya.

ROCKY

... And sleep with this every night.

Rocky picks up an old hot water bottle.

Mickey looks at him and laughs.

MICKEY

... Wise guy.

125 EXT. ROCKY'S GYM - DAY

\*

Everyday people are seen entering a fairly modern building, almost resembling the front of a facade of a bank building. Over the door hangs a sign that reads: "HEAVYWEIGHT CHAMP TRAINS HERE DAILY."

\*

\*

126 INT. GYM - ENTRANCE

At the gym's grand entrance Paulie sits at a table above which hangs a sign: "ONE DOLLAR DONATION"... He has a pork pie hat on upon which is attached a small sign that reads: "Money Taker." People pay and enter.

\*

\*

\*

\*

CUSTOMER

... Donation for what?

PAULIE

... Do I ask you questions? -- Next!

The CAMERA FOLLOWS the people in.

127 INT. ROCKY'S GYM - DAY

\*

The training equipment is set up in an ornamented ballroom with a beautiful chandelier. Rocky's in the process of punching a new, red, heavy bag which is surrounded by spectators and photographers. Blow-up pictures of Rocky are everywhere. It is almost a party atmosphere.

\*

\*

\*

\*

\*

\*

(CONTINUED)

127 CONTINUED:

MICKEY

C'mon -- ya look stiffer than me --  
loosen up!

Rocky stretches.

MICKEY

(continuing)

Remember, ya can't stand toe to  
toe with this guy or he'll deposit  
ya on Mars -- He's too strong --

(glances around)

How can we train in this joint?  
It looks like a palace! How could  
you rent something like this?

ROCKY

'Cause we should go out in style!

MICKEY

Forget style! Let's go out in one  
piece -- C'mon, enough of this zoo,  
let's get back to the old place.

ROCKY

C'mon, just enjoy it!

Flashes go off around him.

128 INT. GYM

Rocky is shadow-boxing... Paulie is passing through the  
spectators with a small stack of autographed photos of  
Rocky. Pinned to his shirt are "Rocky" buttons.

PAULIE

Collector's items -- five bucks.

MICKEY

(obsessed)

Move in the direction of the hook --  
Ya don't trade with him -- Keep him  
off balance, don't trade with him --  
Take ya time -- He's never gone  
fifteen.

FAN

Get him, Rocky!

Rocky turns to face the crowd and waves... Mickey frowns.

MICKEY

Pay attention!

129 INT. GYM

Rocky works the speed bag... Paulie stands near Mickey selling soda. Rocky continues to punch away. The crowd is circled around.

\*  
\*  
\*

MICKEY

Remember -- This is the last one --  
the one that counts.

130 INT. GYM

As Rocky lies on the incline bench doing sit-ups:

MICKEY

Fight it back! Get tough! Get mad!  
Get brutal.

\*  
\*

Paulie is in the background selling duplicated black, small-brimmed hats, the same style Rocky wears... Across the front is "ROCKY" printed in yellow letters.

131 INT. ROCKY'S GYM - DAY

Rocky finishes jumping rope and a pair of young girls run up and kiss him. He smiles as Mickey scowls.

\*  
\*  
\*

MICKEY

Get away!... Let's move!

\*  
\*

132 EXT. TRACK - NIGHT

Rocky, Mickey and Paulie are surrounded by darkness... Paulie times Rocky as he does laps... Mickey observes with an eagle eye... Out of the darkness comes Rocky as he approaches his trainers.

MICKEY

Make those legs hurt, Rock. Make  
them strong! You're gonna do it!  
-- The hell with the money, hell  
with fame -- This fight's the last  
one, the one ya gotta sleep with  
for the rest of ya life!

Exhausted, Rocky passes the men and starts to fade into darkness again.

MICKEY

(continuing)  
Get hungry again!

(CONTINUED)

132 CONTINUED:

Mickey has a pain in the chest... He grabs it and shields his pain from Paulie's view... Rocky fades into darkness.

133 INT. GYM - NIGHT

Only Paulie, Al and Mickey are around the ring as Rocky spars with a behemoth of a fighter...

The gym is dark except for the light spilling from the chandelier over the ring.

\*

Mickey's face looks strained and he secretly pops a pill into his mouth.

MICKEY

Don't stand in front of him -- side to side, dammit! Bomb away, dammit! That's Clubber Lang in front of ya -- get shifty!

(to fighter)

Tony, bull him against the ropes!

The big fighter bulls Rocky against the rope and starts to pound Rocky hard.

MICKEY

(continuing)

Now we'll see if he's ready.

Rocky slips to the side, elbow turns the other fighter, and now has him against the ropes.

ROCKY

Puff and punch, kid -- Puff and punch!

Rocky rolls under a sweeping hook and machine guns a barrage of punches up and down the sparring partner's body and has the man in serious trouble.

MICKEY

(to Paulie and Al)

We got a deadly weapon... Time!

Rocky stops, Paulie throws a towel around him. Rocky turns and bows towards Mickey... Mickey smiles and stiffly curtsies back. Rocky climbs out of the ring and Mickey covers him with a robe.

MICKEY

(continuing)

Put this over ya catch pneumonia.

(CONTINUED)

133

CONTINUED:

\*

ROCKY

(laughs)

I'm okay.

MICKEY

C'mon, let's get ya a rub down.

They start to walk towards the locker room.

MICKEY

(continuing)

... Y'know, I don't like most of  
what comes outta people's mouths  
an' I don't like sweet talkin'  
nobody either, you know that --

ROCKY

... That's for sure.

MICKEY

... Yo.

ROCKY

... Yo.

MICKEY

But I just wanna say I'm proud of ya  
-- Ya the only bastard that's never  
let me down. I mean that -- the  
only one.

ROCKY

... Whatta we gonna do when it's  
over?

MICKEY

... Dunno... Maybe join a circus.

Rocky smiles at the old man and puts his arm around  
his shoulder.

\*

## 134 INT. ARENA - NIGHT

People are flooding towards their seated situation around the bright boxing ring.

TITLE COMMENTATOR #1

Welcome one and all -- Tonight's heavyweight title fight may prove to be the most memorable of all -- for tonight is the champion's final and perhaps most difficult title defense, and the action is bound to be exciting as the energy level of this arena rises as the seconds count down to fight time. We now switch you to our remote cameras in the champion's and challenger's dressing room.

CUT TO:

## 135 LOCKER ROOM

Clubber Lang paces angrily in his dressing room... present are his three handlers and manager... several PHOTOGRAPHERS snap pictures of Clubber's stormy mood...

PHOTOGRAPHER #1

Turn this way, Clubber --

PHOTOGRAPHERS #2 & #3

Over here, Clubber...  
Hold your fist up -- look mad.

CUT TO:

## 136 ROCKY'S DRESSING ROOM

Present are Adrian, Paulie, Al and Mickey. Mickey stares hard into Rocky's eyes.

MICKEY

(quietly)

... You're gonna do it.

ROCKY

... Yeah.

MICKEY

This is the last one -- nothin' can stop you if ya won't let it, understand? -- Set ya mind fore winnin' -- winnin', nothin' else.

CUT TO:

## 137 COMMENTATORS RINGSIDE

TITLE COMMENTATOR #1  
With us this evening is the former  
Champion of the World, the great  
Apollo Creed --

APOLLO  
Thank you.

TITLE COMMENTATOR #1  
Any predictions, Apollo?

APOLLO  
Well, strength would have to go to  
the challenger, while experience,  
and the world's hardest head,  
belongs to Rocky Balboa... I'll  
go with the Champion.

TITLE COMMENTATOR #1  
Does the champ really hit that hard?

APOLLO  
Why do you think I'm out here?

CUT TO:

## 138 CLUBBER'S ROOM

Clubber angrily paces as photographers snap his picture.

PHOTOGRAPHER #4  
Over here, Clubber!

PHOTOGRAPHER #5  
Take your robe off, Clubber --  
Let's have a body shot.

Clubber wheels around and rips the camera off the man's  
neck and smashes it.

## 139 ROCKY'S DRESSING ROOM - LAVATORY

Rocky kneels alone in the adjoining lavatory.

Mickey opens the door.

MICKEY  
... It's time, kid.

ROCKY  
We're gonna do it.

140 ANGLE

They start to move out... Rocky kisses Adrian.

CUT TO:

141 HALLWAY - NIGHT

The crowd sounds build as Rocky and his entourage follow the security guards toward the arena... Lines of photographers and hangers-on try to get his attention.

ADRIAN

I know you'll do great tonight.

ROCKY

(smiles)

That's nice to know.

At the other end of the hallway, Clubber Lang and his handlers come into view.

MICKEY

What the hell? He's supposed to be in the ring!

(CONTINUED)

141 CONTINUED:

Clubber Lang freezes at the sight of Rocky.

CLUBBER

Now's your time! Now's your time to fall, hear? -- You're lookin' at the baddest! I am the baddest, hear?

ROCKY

Don't look bad to me.

CLUBBER

Don't it, paper champion -- look good 'cause I'm gonna whip you like a dog? A dog, hear?!

Clubber moves closer.

MICKEY

(to security guard)

Keep him back --

(to Clubber)

Get the hell in the ring!

CLUBBER

I don't need no ring -- I'll bust ya up right here!

(moves forward)

Right here! Right now! I don't need nothin' except your body to beat on!

MICKEY

Get him the hell outta here!

CLUBBER

You made me wait too long, now you're gonna pay, boy. I'm the baddest, understand? You ain't nothin'! You're trash!

Rocky moves forward.

ROCKY

C'mon, mouth!

MICKEY

(panicking)

What are you doin'? -- Get him outta here -- where the hell's the guards?!

(CONTINUED)

141 CONTINUED: (2)

CLUBBER

(crazed)

You know who I am?! You know who I  
am?! I'm the man!! You ain't  
nothin'! Nothin'!

Clubber charges Rocky, and Mickey jumps in his path and strains to keep them apart... He is shoved to the floor by Clubber... the scene is utter pandemonium as the fighters are separated.

CLUBBER

(continuing; being  
led off)

You're mine -- Dead meat! Dead meat!  
You ain't nothin' but dead meat!

Mickey is leaning against the wall holding his chest.

MICKEY

... Jesus.

Everyone rushes to Mickey, who is slumped against the table.

ROCKY

Mick, what's wrong?! Adrian, what's  
wrong?

Mickey's hit with another explosion in his chest and falls to the floor.

MICKEY

(weakly)

Oh, God.

ROCKY

What's happenin'? -- What's  
happenin' here?!

ADRIAN

Somebody get a doctor!

AL

It's the heart --

ADRIAN

Get him inside.

ROCKY

Somebody getta doctor!

MICKEY

No.

142 ANGLE

Mickey is guided into the locker room... He is doubled over in pain.

ROCKY

Paulie, tell them the fight's off --  
Go on.

MICKEY

... No.

ROCKY

Not tonight.

MICKEY

... Tonight!

ROCKY

The fight's off!

MICKEY

No! Go on -- Let me get my breath --

ROCKY

I ain't leavin'.

MICKEY

Go on, dammit! -- Get it over with --  
You know what to do -- Take him.

The men help Mickey onto the table where the old manager lies back.

MICKEY

(continuing)

... Take him good.

ROCKY

(totally lost)

-- What should I do?

MICKEY

(exhausted)

... Go on! -- I'll be along.

Rocky eyes Mickey for a long moment and goes to Adrian.

ROCKY

... Get a doctor, please.

Adrian nods, and the men move to the door and exit.

CUT TO:

143 RING

Clubber moves through the ropes and stalks around the ring as many fans boo.

CUT TO:

144 COMMENTATORS RINGSIDE

TITLE COMMENTATOR #2

Clubber Lang has entered the ring --  
A hard-looking fighter with over  
fifty-five knockouts to his credit --  
Balboa may have his hands full tonight...

TITLE COMMENTATOR #1

And here comes the Champion, Rocky  
Balboa! His last ten title defenses  
have been knockouts so we have two  
very heavy hitters in there tonight  
and incredibly they're both left  
handers.

145 ROCKY, AL AND PAULIE

move through the crowd, protected by twenty policemen.

TITLE COMMENTATORS

... The Italian Stallion -- A rugged  
Champion in the final fight of a  
colorful career.

CUT TO:

146 ROCKY, PAULIE AND AL

enter the ring, and the crowd voices its approval...  
Rocky's mind is very far away.

CUT TO:

147 THE RING ANNOUNCER

motions for the bell to ring, which it does.

TITLE RING ANNOUNCER

... Good evening, ladies and  
gentlemen, and welcome to the  
Heavyweight Championship of the  
World!

(MORE)

(CONTINUED)

147 CONTINUED:

TITLE RING ANNOUNCER (CONT'D)

... With us tonight is one of the true fistic greats... May we please have a welcome round of applause for the 'Master of Disaster,' the 'King of Sting,' the one and only Apollo Creed!!

Apollo enters the ring as the crowd ROARS... He waves and goes to Clubber's corner.

CLUBBER

Don't need nothin' you got no more!

Apollo stares hard at him.

CLUBBER

(continuing)

Don't want no has-been messin' up my corner!... You better get that bad look off your face or I'll beat it off, boy.

Clubber and his cornermen laugh. Apollo looks on the verge of violence, then turns and waves to the crowd and goes to Rocky's corner.

APOLLO

Hey there, Stallion --

(hard)

-- Drop this chump!

Apollo waves and steps out of the ring.

TITLE RING ANNOUNCER

In the blue corner, hailing from New York City, and weighing two hundred and thirty-five pounds, the undefeated number one ranked challenger in the world, Clubber Lang!

The CROWD BOOS... Clubber stares down Rocky, but Rocky's mind is elsewhere.

TITLE RING ANNOUNCER

(continuing)

In the red corner, weighing two hundred and one pounds -- The pride of Philadelphia, the reigning Heavyweight Champion of the World, 'The Italian Stallion,' Rocky Balboa!

(CONTINUED)

147 CONTINUED: (2)

The crowd goes berserk and chants his name... but Rocky is numbed.

PAULIE

C'mon, get ya mind right!!

Rocky and Clubber move to the center of the ring to receive instructions.

TITLE REFEREE

You men know the rules -- Let's have  
a clean fight, break when I tell you,  
and may the best man win.

Clubber looks at Rocky, then spits on Rocky's chest...  
Rocky tries to attack Clubber but is pulled off and guided  
back to his corner by Paulie.

CUT TO:

148 CLUBBER

faces his manager.

CLUBBER

... He scared.

MANAGER

Tear him up.

CUT TO:

149 ROCKY

dances in his corner and awaits the bell.

PAULIE

I don't know what to say, I ain't  
no trainer -- Just murder him!

The BELL RINGS, and Rocky makes the sign of the cross.

Rocky blasts out of his corner and drives into Clubber with  
a vengeance and is pounding the man across the ring and  
into a corner.

CUT TO:

150 RINGSIDE COMMENTATORS

TITLE COMMENTATOR #1  
Balboa is off to an incredible start  
-- He looks determined to destroy  
the larger challenger!

CUT TO:

151 ROCKY

pounds Clubber with pile-driving force that causes the man to  
buckle in pain, but Clubber, with his bull-like strength,  
manages to shove Rocky away and mounts an assault of his own.

CUT TO:

152 ROCKY'S CRAMS FROM RINGSIDE

PAULIE  
Slow down! -- Don't slug with him!

The two combatants stand in the center of the ring, neither  
giving ground, but Clubber's strength is beginning to  
prevail.

CUT TO:

153 CLUBBER'S MANAGER

MANAGER  
Stay on him!!!

CUT TO:

154 CLUBBER

clinches and pounds Rocky on the back of the neck and shoves  
him into a corner, and there unleashes hell on the champion...  
Rocky is hurt.

CUT TO:

155 COMMENTATORS

TITLE COMMENTATOR #2  
The challenger is hitting Balboa  
with everything! Incredible  
punishment!

CUT TO:

156 ANGLE

Blood pours from Rocky's left eye and nose, and he is hanging on at the bell... Clubber pushes Rocky away.

CLUBBER

... Ya nothin', man...

(to crowd)

-- I cannot lose!... I cannot lose!

Clubber raises his hand victoriously and travels to his corner... Rocky moves slowly to his.

CUT TO:

157 ROCKY'S DRESSING ROOM

Mickey lies on the table... his breathing is shallow... His eyes open slightly as the CHEERING FILTERS into the dressing room.

CUT TO:

158 ROCKY

sits in his corner... Al tends to his cuts.

PAULIE

What happened out there?

ROCKY

-- I can't keep him off.

CUT TO:

159 CLUBBER'S CORNER

MANAGER

He can't back up -- get inside an' use the overhand right lead!

CUT TO:

160 THE BELL

RINGS, and the fighters tear into each other -- after the first assault, Rocky tries moving to the left and employing defensive tactics.

(CONTINUED)

160 CONTINUED:

Clubber is too much to keep away and hits Rocky with a crushing overhand right that nullifies Rocky's defenses... Blood pours from another cut as the champion barely manages to hang on to consciousness.

CUT TO:

161 PAULIE POUNDS THE CANVAS

PAULIE  
Hang on -- Fight back!

CUT TO:

162 RINGSIDE COMMENTATORS

TITLE COMMENTATOR #1  
The champion is nearly helpless  
-- What a beating!

CUT TO:

163 CLUBBER

unloads his complete arsenal on Rocky who is finally felled by a pulverizing blow to the chin. Rocky is out.

TITLE REFEREE  
One -- two -- three --

CUT TO:

164 PAULIE

is nearly into the ring.

PAULIE  
Get up, Rocko!

CUT TO:

165 RINGSIDE COMMENTATORS

TITLE COMMENTATORS  
The champion is finished...

CUT TO:

166 RING

TITLE REFEREE  
Eight -- nine -- ten! You're out!

167 APOLLO

looks on in disbelief.

CUT TO:

168 ROCKY

is up on one knee -- Clubber storms around the ring as people flood through the ropes.

CLUBBER  
(to ringside reporters)  
He's nothin'! -- I cannot lose --  
I told you -- I cannot lose! --  
I retired him --

Rocky rises and looks lifeless as trash rains down on the ring, mainly directed at Clubber. Debris bounces off Rocky's head and shoulders as Al and Paulie rush to cover him with a robe.

CLUBBER  
(continuing)  
He's no man! -- You better listen to whatever I say -- I'm the new power an' I'm here to stay! I am the real champion!

CUT TO:

169 DRESSING ROOM HALLWAY

The hallway is lined with reporters, photographers, thrillseekers and police. Paulie and Al clear a path for Rocky as he nears the dressing room.

PAULIE  
Get outta the way -- Move before I move ya's!

Rocky enters the dressing room, as Paulie and Al stand guard outside.

CUT TO:

## 170 INT. DRESSING ROOM

Rocky enters and Adrian goes to him. A Doctor attends Mickey.

ROCKY

How is he?

ADRIAN

Not good.

Rocky goes to Mickey.

ROCKY

Can I talk to him?

DOCTOR

Sure -- The ambulance is on the way.

ROCKY

Mick...

Mickey slowly opens his eyes.

MICKEY

... Is it over?

ROCKY

... Yeah.

MICKEY

... What happened?

ROCKY

... Knockout.

MICKEY

What round?

ROCKY

Second.

Mickey swallows hard.

MICKEY

(breathless)

Ya did it -- I knew we'd do it --

Rocky takes off his robe and covers Mickey.

ROCKY

Yeah, everythin' okay, so don't worry about nothin' 'cause it's gonna be okay...

(MORE)

(CONTINUED)

170 CONTINUED:

ROCKY (CONT'D)

(faltering)

Y'know... Ya should take care of  
yaself, ya ain't that young no  
more --

MICKEY

... We done everything right.

ROCKY

No, we ain't done everythin' -- we  
got more to do -- We'll do more,  
whatever you want. Okay?

MICKEY

... Okay.

ROCKY

I'll do whatever you want -- But  
no more gettin' sick.

Mickey stretches his arms toward Rocky, and the fighter  
leans down and embraces the old man.

MICKEY

(whispers)

... I love ya, kid.

ROCKY

Please, Mick, don't go nowhere...  
Please, I need ya, Mick... Don't  
go, Mick -- Please, Mick. I love  
ya, don't go...

Mickey's embrace slackens and the remaining tension goes  
out of his body. He is gone.

Rocky studies the old man's peaceful face and becomes choked  
with a world of emotion.

ROCKY

(continuing)

... Oh, God!

Rocky lowers his head on Mickey's still chest, and the  
SCENE FADES.

171 EXT. GRAVEYARD - DAY

Mickey's coffin is lowered into the ground under the solemn  
gaze of Rocky, Adrian, Paulie and Al.

(CONTINUED)

171 CONTINUED:

Adrian's head touches Rocky's sleeve and they begin to move away in silence.

172 PAULIE

moves alongside of Rocky.

PAULIE

If you need me for anythin' -- let me know.

ROCKY

He wanted us to go out good.

PAULIE

Ya tried -- but that weren't you out there -- Ya didn't lose, ya just gave it up... Forget about it.

173 INT. ROCKY'S HOUSE - NIGHT

Adrian is fast asleep, and Rocky sits on the opposite side of the room looking pathetically withdrawn.

174 INT. ROCKY'S HOUSE

Rocky goes into Mickey's room... He studies the pictures of Mickey and him after fights that line the wall. He drifts to the old man's bed and lies down and closes his eyes.

175 EXT. ROCKY'S HOUSE - DAY

Several REPORTERS and photographers listlessly lean against a parked car in front of Rocky's house.

Paulie stands on the front steps berating the Reporters.

PAULIE

... Go on -- He's got nothing to say, understand? -- Get away I said!

REPORTER #1

... We're on public property.

CUT TO:

176 MICKEY'S ROOM

Rocky is in a chair flipping through an album covered with newspaper clippings of him and Mickey. His eyes reflect mounting melancholy.

He flips to a page that has Mickey and him embracing -- A caption reads: "CLASSIC TEAMWORK -- A ONCE-IN-A-LIFE-TIME MATCHING OF MANAGER AND MUSCLE."

Rocky slowly closes the book.

177 EXT. MICKEY'S GYM - NIGHT

Rocky drives by and stares at the weathered sign, then moves on.

CUT TO:

178 ROCKY YOUTH CLUB - NIGHT

Rocky drives by the youth club and sees the sign has been smeared with paint... He drives on.

178A EXT. GRAVEYARD - NIGHT

Rocky drives the bike slowly through the graveyard, stares at Mickey's headstone, then speeds away.

\*  
\*  
\*

179 EXT. MUSEUM - NIGHT

Rocky guides his motorcycle to the museum steps. He stares at his overpowering statue. The tranquil scene is suddenly jarred by Rocky angrily heaving the half-filled wine bottle against the statue.

The GLASS SHATTERS into small, reflective angles and the red wine drips almost grotesquely from the contours of the statue's face.

CUT TO:

179A EXT. MICKEY'S GYM - NIGHT

Rocky's motorcycle is seen parked out front... a taxicab pulls up and a large man gets out.

\*  
\*  
\*

180 INT. GYM - NIGHT

Rocky moves across the shadowy gym without any direct purpose.

\*  
\*  
\*

(CONTINUED)

180 CONTINUED:

He approaches a suspended speedbag and takes a swipe at it. \*

APOLLO

... That's not the way you do it --

Rocky whips around and sees Apollo Creed standing in the shadows. He steps forward.

ROCKY

... Who's that?

Apollo steps out of the shadows.

APOLLO

... Hit it straight, lean into it.

ROCKY

(dumbfounded)

... Apollo?

APOLLO

... That's right. I've been waiting at your house for about an hour. Your wife said you might be here. \*

ROCKY

(awestruck)

... What're you doing here?

APOLLO

I wanted to talk -- But if you want, I'll go.

ROCKY

No, you can stay -- I just want to know why ya're here.

APOLLO

Business. \*

181 INT. MICKEY'S GYM - NIGHT \*

Rocky and Apollo sit near the rear of the gym on the ring apron. \*

ROCKY

... If the papers knew we were talkin' like this, they'd think we're crazy... Why you? \*

(CONTINUED)

181 CONTINUED:

APOLLO  
Because I was the best and you need  
somebody who could teach you  
differently.

ROCKY  
Why?

APOLLO  
Why what?

ROCKY  
Why -- The real reason behind all  
the talk here?

Apollo studies Rocky for a moment, then turns away.

APOLLO  
I'll be honest with you --  
(MORE)

(CONTINUED)

181 CONTINUED:

\*

APOLLO (CONT'D)

This Clubber dude is bad for everybody and nobody wants to see him go more than me -- But I don't think you could pull it off without me..

ROCKY

Why're ya doin' this -- ya didn't answer.

APOLLO

It's quiet isn't it -- when you retire, it's too quiet. We're too young to have this much quiet, and can't find a hobby worth a damn.

ROCKY

That's it?

APOLLO

No -- the other part is, with the right touch, this could be promoted into the biggest gate of all time. Bigger than ours and I don't mind being involved with large figures ... now -- This Clubber's a mauler -- fightin' him is like fighting a bigger you -- you've got to change your style all over.

\*  
\*

ROCKY

It's almost impossible to change ya style.

\*

APOLLO

... Almost.

ROCKY

Listen, I've been banged around a lot. I don't wanna be on my heels -- I don't need this. C'mon, y'know where it's at.

\*

APOLLO

Man, when you beat me, I hurt bad -- I didn't wanna know from nothing or nobody, even my kids -- But every fighter has that hurt and they get sick inside tryin' to live with it --

(MORE)

(CONTINUED)

181 CONTINUED: (2)

APOLLO (CONT'D)

Don't back off now. Make it right  
for yourself or you'll be sorry ya  
didn't.

Rocky takes a few paces.

APOLLO

(continuing)

Y'know, we had the greatest title  
in the world... I know what it meant  
to me... And must have meant  
everything to you. Man, you lost  
that fight for all the wrong  
reasons -- ya lost your edge. I  
know your manager dying had you  
messed up bad but you still didn't  
look hungry -- Hell, when we  
fought you had the eye of the  
tiger, man -- The edge -- Now you  
got to get that back and to do  
that we've got to go back to the  
beginning -- And you're right...  
it is almost impossible to  
change your styles but who knows,  
maybe it can be down, maybe we  
could win it back together... get  
back, man. I have the plan.

\*  
\*  
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\*

ROCKY

... Why'd you have to come here?

APOLLO

Why?

ROCKY

You've got me curious.

APOLLO

... Will you try, man?

Rocky looks at Apollo's expression, then turns away to  
think.

ROCKY

... This is going to be impossible.

APOLLO

Man, I like a challenge, don't you?

ROCKY

(smiles)

... Absolutely.

182 OMITTED  
thru  
188

\*

189 INT. CONFERENCE ROOM - DAY

In a modern conference room, thirty REPORTERS and ten  
photographers are gathered around Apollo, Rocky and Paulie.

(CONTINUED)

189 CONTINUED:

REPORTER #2

Rocky -- Rocky, when did ya decide to ask Apollo to become your trainer?

ROCKY

I didn't.

REPORTER #2

Did he seek you out?

APOLLO

(smiles)

That's right, I seeked him.

REPORTER #2

Apollo, how does it feel to be on the other side as a trainer?

APOLLO

Good... I like the fight game and it's been good to me -- and this will be a great, great rematch.

REPORTER #4

How do you plan to train Rocky?

APOLLO

Modernize! Detroit modernizes its cars, the Army modernizes its weapons, I will modernize Rocky Balboa! We will be revisin' and re-editin' the original edition of the 'Italian Stallion.'

PAULIE

He'll be brand new.

REPORTER #3

And who are you?

PAULIE

Paulie PeNino -- In charge of business affairs.

REPORTER #6

No offense. But you can't make silk out of a sow's ear -- How do you plan on transforming Rocky into a boxer?

APOLLO

Magic and sweat! Everybody knows I was the greatest boxer of all time. Right, Rock?

(CONTINUED)

189 CONTINUED: (2)

ROCKY

If you say so.

APOLLO

I do indeed -- And this man whipped me! True it was probably an accident, but he did do the impossible.

Paulie shakes his head at Rocky making a gesture that Apollo is crazy.

APOLLO

(continuing)

Listen up -- the real reason Rocky lost last time was he wasn't mentally prepared -- But this time he will be a different man -- Clubber Lang didn't win the championship, he borrowed it... And I want to say to Lang, he better be ready to fall like the space creature that he is... That's right, Lang, you're so plug ugly that you give ugly a bad name!! The world's got enough pollution without this bum polluting it worse! ... You hear that, Flubber, Blubber, or whatever your absurd name is?!! You've got my man Rocky aggravated, so, boy, you better watch out!

REPORTER #5

Rocky, what will be your strategy?

ROCKY

Your guess is as good as mine.

APOLLO

... He's just putting you on.

REPORTER #5

Then what is the strategy?

APOLLO

I won't tell you that, but I will humbly say that this fight will be the biggest shock in history -- And we may just have to bring in a lawyer 'cause what we're gonna do to Clubber will be the Crime of the Century!

(MORE)

(CONTINUED)

189 CONTINUED: (3)

APOLLO (CONT'D)

(points)

Clubber the Caveman, you didn't win the title from a man who was all there -- Now you will!! It's time to pay the piper, chump! The Secret Crunch Punch is on its way! That's all.

The conference breaks up and Rocky leans over to Apollo.

ROCKY

What's a secret crunch punch?

APOLLO

... Who knows, but after all this is over you owe me a big favor.

ROCKY

What favor?

APOLLO

... When it's over.

190 INT. ROCKY'S HOUSE - NIGHT

Rocky, Apollo, Adrian, and Paulie are seated around the television.

191 ANGLE ON TELEVISION

On screen is the Sportscaster.

SPORTSCASTER #2

And so much for today's ball scores...

A picture of Rocky and Clubber Lang is projected on screen behind the Sportscaster.

SPORTSCASTER #2

(continuing)

Well, after the stunning upset of Rocky Balboa by newly crowned champion, Clubber Lang, the boxing community wondered if Lang would accept the challenge for a rematch made earlier -- Well, here's Clubber Lang's reply.

(CONTINUED)

191 CONTINUED:

APOLLO

This ought to be good.

Clubber Lang is surrounded by FIVE REPORTERS who stick microphones in his face.

REPORTER #7

Clubber, do you accept the challenge for a rematch with Balboa?

CLUBBER

I reject the challenge, because he is no challenge, but I'll be happy to beat him anywhere, anyplace, anytime -- I always said he was nothin', our last fight showed you all that.

REPORTER #8

What do you think about him being trained by Apollo Creed?

CLUBBER

One has-been teachin' another... Old Apollo Creed's been shootin' off his mouth, 'cause that's all he got left -- when I see that old chump, I'll close it.

REPORTER #8

When will the match take place?

MANAGER

Sooner the better.

CLUBBER

I wanna say something -- I want everybody to hear this -- I trained hard for the last one an' I'm champion of the world -- Ain't nothin' can be done about that -- I can't be beat, I won't be beat, and this time I'm gonna train even harder, an' there won't be no quick knockout, this time I'm gonna crucify him!... Real bad, man.

The Sportscaster comes back on.

(CONTINUED)

191 CONTINUED: (2)

SPORTSCASTER #2

Hard words from a hard man --  
The odds against Balboa making a  
comeback at thirty-four are very  
long indeed... Can he do it? Most  
experts doubt it, myself included...  
Balboa was a fine champion, but  
his time has passed -- I wish him  
luck... Now over to Bill Jennings  
for tomorrow's forecast.

192 ANOTHER ANGLE

\*

PAULIE

Don't listen to that, Rock.

Apollo turns off the television.

APOLLO

No, listen to it -- A lot of folks  
are gonna owe you an engraved  
apology -- Now let's watch some  
film.

193 INT. ROCKY'S HOUSE - NIGHT

\*

A large Advent television screen is filled with the  
Apollo and Rocky engaged-in battle during their second  
fight.

Apollo is seen ripping Rocky apart with combinations...

On screen Apollo is jabbing Rocky at will... Rocky is  
floored.

ROCKY (V.O.)

That one really hurt --

APOLLO

Here comes my favorite part.

Rocky is seen getting floored by Creed.

APOLLO

(continuing; watching)  
Man, I've gotta ask you something  
-- How the hell did you ever get  
up?

(CONTINUED)

193 CONTINUED:

ROCKY

(smiles)

... It was too early to go home.

CUT TO:

194 PAULIE

stands against a wall stacked with trophies and boxing memorabilia, especially outstanding are large color shots from Rocky's and Apollo's two fights... Paulie wears his sunglasses. Adrian stands at the very end of the room bordered by darkness.

APOLLO

(laughs)

Combinations like that are terrifying.

PAULIE

(drily)

Say what ya want -- Ya still got dumpto'ed.

APOLLO

Is he always so cheerful?

ROCKY

(to Paulie)

Yo, Paul -- Don't get mentally irregular tonight, okay?

PAULIE

It's a free country.

ROCKY

Just don't get irregular.

PAULIE

It's an irregular country. Look, I don't wanna discuss no philosophy here.

ROCKY

(to Apollo)

It takes about six years to get to know him.

APOLLO

(points at the screen)

See those combinations -- now that's what you have to develop -- look at what happened during your last fight --

(CONTINUED)

194 CONTINUED:

The tape goes on and Rocky is at war with Clubber Lang.

APOLLO

(continuing)

You and Clubber have the same style, except he's stronger and breaks bones with either hand... Now when you fight a man that mean, don't go meeting him head-on, he'll break you up inside and out -- He may not look smooth but he gets the job done -- Now you've got to be scientific, keep him off balance, shift pace, movin' side to side all the time...

(rises)

... You've got to be a dandy.

ROCKY

Like you?

APOLLO

(smiles)

Of course... We've got to change you from the ground up -- But the hardest thing to change will be this --

(taps his temple)

-- when you do that the rest will happen. We've got some traveling to do so we better get some sleep.

Apollo rises. Adrian stares at Rocky as the SCENE FADES.

Rocky continues to watch himself being beaten by Clubber Lang... A hint of doubt creeps into his eyes.

195 ROCKY'S HOUSE - DAY

Rocky is seen coming down the steps with a pair of suitcases in his hands... He is well dressed... At the front door is Apollo and an apprehensive Paulie...

Adrian and Rocky Jr. follow him down the stairs.

ADRIAN

Do you think we forgot anything?

ROCKY

I don't think so.

(CONTINUED)

195 CONTINUED:

ADRIAN

Maybe another sweater?

ROCKY

I don't think so -- California's  
supposed to be pretty warm.

They cross to the front door.

ADRIAN

Call when you land.

ROCKY

Yeah...

(to Rocky, Jr.)

Listen to your mother. And brush  
your teeth. Okay?

ROCKY, JR.

Okay.

PAULIE

Let's get going.

APOLLO

(to Adrian)

Nice meeting you -- I'll take  
good care of him.

Smiles.

Rocky looks doleful as he kisses Adrian and his son good-  
bye...

ROCKY

... I hope I'm doin' right.

He exits towards a waiting taxi as his wife and son  
move on.

196 LOS ANGELES AIRPORT - DAY

Rocky, Apollo and Paulie, who is wearing dark wrap-around  
sunglasses, step out of the airport and up to a taxi.

PAULIE

(to Rocky)

Ya gotta wear sunglasses in  
California or they'll think you're  
a fruitcake hick.

(CONTINUED)

196 CONTINUED:

ROCKY  
Thanks for the information.

PAULIE  
(to Apollo)  
Why'd we have to come to Los Angeles to train? Why not New York?

APOLLO  
It's where I started.

PAULIE  
So?

APOLLO  
So now it's where you're starting --  
(to the taxi driver)  
... Watts.

PAULIE  
What?

APOLLO  
No... Watts.

197 EXT. DOWNTOWN HOTEL - DAY

Rocky, Apollo and Paulie disembark the taxi in front of a decrepit hotel in a mixed neighborhood... The well dressed men, except for Paulie, stand out against the dismal backdrop.

PAULIE  
Yo -- What the hell we doin' here?

APOLLO  
Getting back.

PAULIE  
Gettin' back to what?! This place is disgustin' -- Why don't we stay at your place?

Apollo starts to move inside.

APOLLO  
You're missin' the point -- Let's check in and get to the gym.

(CONTINUED)

197 CONTINUED:

PAULIE

Yo, Rock, we don't need this --  
In my opinion it's not up to your  
standard.

ROCKY

Let's try it.

PAULIE

(to himself)

... I don't even have a gun.

198 EXT. TOUGH GYM - DAY

Apollo, Rocky and Paulie move towards the vile looking  
gym... Rocky and Apollo carry their equipment bags.

PAULIE

Rocky, I like jokes -- fun. I  
like these things. This I don't  
like -- Look at this dump. Rats  
even have too much pride to be  
caught dead here -- What I'm  
sayin' is it lacks class.

199 INT. TOUGH GYM - DAY

Apollo, Rocky and Paulie enter the dreary joint. The  
dark, painful looking texture is overwhelming and even  
enhanced by the many rugged, sweating black fighters  
that slowly cease in their training activities as Apollo,  
Rocky and Paulie move forward... The feeling of being  
surrounded by angry jungle cats prevails.

APOLLO

This is where I first started.

PAULIE

That's your problem -- C'mon,  
Rock, let's leave before we're  
left for dead.

APOLLO

See the look in their eyes -- When  
we fought, I trained hard, but I  
didn't have that look in my eye,  
you did, and you won -- You need  
it again. The eye of the tiger,  
man.

(CONTINUED)

199 CONTINUED:

PAULIE

No class in here.

DUKE, the seasoned trainer, steps forward.

DUKE

Hey, champ -- everything's set up  
ready to go.

He stares hard at Rocky.

APOLLO

Duke, you recognize this man, don't  
you?

DUKE

(after a pause)

I recognize him alright -- It's  
good to be workin' with you, 'cause  
we sure had enough of workin'  
against ya. -- How you feelin'?

ROCKY

Good, thanks.

APOLLO

Let's get changed -- We may live  
modern but we're gonna train old...  
getting back the fire, right, Duke?

DUKE

Right.

Apollo starts to move off... The young fighters start  
to crowd around him... Paulie draws Rocky aside.

PAULIE

Yo -- Let's get outta here -- I  
gotta reputation.

ROCKY

Reputation?

PAULIE

You heard -- I don't like these  
people.

ROCKY

Maybe they don't have a big  
affection for you neither.

PAULIE

What did I do?

(CONTINUED)

199 CONTINUED: (2)

ROCKY

(starts to move off)

... And they call me punchy.

200 INT. TOUGH GYM - DAY

Paulie leans against the wall and observes Rocky dressed in full sweats... Apollo stands next to Paulie dressed in a workout outfit... pulsating MUSIC comes from a portable STEREO cassette machine... Several fighters look on in wonderment.

PAULIE

He ain't too graceful.

DUKE

That's why we're here --

\*

PAULIE

Waste of time. He's got heavy feet.

APOLLO

Now get on the balls of your feet --  
Feel loose, let your body feel a  
rhythm... It'll take time, but it'll  
come --

Apollo starts bouncing from foot to foot, and Rocky awkwardly tries to keep pace.

APOLLO

(continuing)

C'mon, get those feet out of the  
concrete.

PAULIE

He can't train with that jungle  
junk music.

APOLLO

Quiet! --

(to Rocky)

You're no statue -- Glide, float,  
balance. We're gonna start a new  
dance called 'The Brawl.'

Rocky tries to find a rhythm and studies himself in the mirror. Some of the fighters shake their heads in dismay.

ROCKY

How stupid do I look?

(CONTINUED)

200 CONTINUED:

APOLLO

Just keep it up.

Duke glides over to Paulie... \*

PAULIE

Hey, I'm tellin' ya, trainin' him  
like a colored fighter ain't gonna  
work -- He ain't Apollo. \*

DUKE

No, he's not. \*

PAULIE

He ain't got rhythm. Forget it.

DUKE

You know that, do you? \*

PAULIE

I know that.

DUKE

... Look. \*

Rocky is now beginning to move very well with the MUSIC.

APOLLO

What d'you know... Italians got  
rhythm.

Apollo smiles at Rocky and moves back to Paulie. \*

APOLLO

(continuing)

Good, very good -- Now get that jab  
working -- Stick, stick, stick...

(to Paulie)

Can he swim?

PAULIE

... With a name like Rock?

201 INT. INDOOR POOL

Rocky is in an old pool doing short laps... Paulie ob-  
serves from the side, likewise Apollo and Duke. Rocky  
turns and swims away. \*

PAULIE

When do you think he'll drown?

(CONTINUED)

201 CONTINUED:

DUKE

Another lap.

\*

PAULIE

He ain't no tuna -- we belong back  
in the gym.

DUKE

He's too tight, he has to stretch  
and develop muscles he never thought  
he had.

\*

PAULIE

Nobody can change that much...  
He's a brawler, he ain't no boxer.

APOLLO

You keep telling him that, he won't  
be nothin'.

PAULIE

I just don't wanna see him lookin'  
like no fool.

APOLLO

Man, what we see doesn't matter,  
it's what he does.

(to Rocky)

Another lap.

Rocky swims to the pool's edge... he seems distant.

APOLLO

(continuing)

... Another!

202 EXT. OLD HOTEL - NIGHT

Cheap neon flashes as drunks stumble around outside.

203 INT. PAULIE'S ROOM - NIGHT

Paulie's room is horrible... the NOISE is driving him  
crazy. He jumps from his bed, throws open the window  
and screams at the noisy derelicts:

PAULIE

You Sterno bums, shut up before I  
squash ya's! There's decent people  
sleepin'!...

(quietly)

Who needs this sick place! -- I don't.

\*

\*

## 204 INT. APOLLO'S ROOM

Apollo is with Duke watching 16mm film of Rocky and Clubber.

\*  
\*

APOLLO

He's got to get him early. I  
figure we can keep the pace going  
for about eight rounds -- After  
that he'll be out of steam...

\*  
\*  
\*  
\*  
\*

## 205 INT. HOTEL LOBBY - NIGHT

Rocky is standing in the lobby on the pay phone... behind him are several shoddy transients watching late movies on a black and white TV.

## 206 INT. HOTEL - ROCKY'S ROOM - NIGHT

\*

Rocky is in the cramped, crumbling bathroom and in the dull glow of bare bulbs he half-heartedly practices his jab in front of the filmy mirror. He pauses and leans closer to inspect the scars and looks depressed. MUSIC STARTS as he turns off the light and exits.

\*  
\*  
\*  
\*

206 OMITTED  
thru  
208

\*

## 209 INT. GYM

Rocky is dancing to the rhythm of the pulsating MUSIC coming from a portable STEREO.

APOLLO

Good -- loosen up! Rhythm! --  
Think about being a boxer, not a  
gorilla.

ROCKY

I'm tryin'.

## 210 FLASH FORWARD

Rocky's mind begins to flash forward. He visualizes Clubber Lang bearing viciously down on him the night of the fight... Apollo is in his corner, likewise Paulie... The NOISE is DEAFENING... Clubber glares at him... Apollo's voice cuts through.

\*

211 PRESENT

APOLLO  
(forcefully)  
Get that bounce. C'mon, get light!

212 INT. GYM - DAY

Apollo is punching as Rocky works on defense... He moves side to side trying to avoid punches. \*

DUKE  
C'mon, side to side, c'mon! That's  
it! Slip! Slip! \*

Paulie eyes the situation with mounting doubt.

213 FLASH FORWARD

Rocky sees himself being knocked to the canvas and badly beaten by Clubber Lang... just before he falls, the day-dream ends.

214 PRESENT

APOLLO  
C'mon, wake up!!

215 INT. HOTEL - NIGHT

Rocky lies in his bed as the brutal SOUNDS OF THE BOOING CROWD from the fight arena grow in his head...

216 FLASH FORWARD

He sees himself being pelted with trash... He sees Apollo walk away in disgust... likewise Adrian, Paulie and Duke. \*

CUT TO:

217 INT. GYM

Rocky is moving around the ring trying to imitate Apollo, who glides to and fro effortlessly.

ROCKY  
... It's not happenin'.

(CONTINUED)

217 CONTINUED:

APOLLO

I don't want to listen to that --  
Jab! Everything we do works off  
the jab!

\*  
\*

218 FLASH FORWARD

Rocky sees himself hitting Clubber at will but Clubber  
only laughs.

CLUBBER (V.O.)

You're nothin'!

219 ROCKY COMES BACK TO REALITY

ROCKY

I can't do this stuff.

APOLLO

If you say you can't, then the  
fight's over now! -- If you believe  
in what we're doing, you'll do it --  
It's up to you.

CUT TO:

A220 INT. HOTEL ROOM - NIGHT

Rocky, unable to sleep, stares up at the ceiling.

220 EXT. TRAIN TRACKS - DAY

Rocky and Apollo run along the tracks. Their beards are  
fuller. Rocky and Apollo exchange doubtful stares.

221 FLASH FORWARD

Rocky visualizes himself on the canvas badly beaten and  
unconscious... Adrian, Apollo, Paulie and Duke, along  
with hordes of reporters, frantically shove to get close  
... Cops shove people away.

\*

PAULIE

Get back!

ADRIAN

He's not breathing!! He's not  
breathing.

222 INT. GYM

Rocky is in the gym working the extremely difficult double end reaction bag...

APOLLO

You're used to just catching punches  
-- No more! Defense! -- Open your  
eyes. Slip! Make him miss!

Paulie watches and shakes his head and looks at Duke.

\*

223 FLASH FORWARD

Rocky visualizes himself being stalked by Clubber Lang.

224 PRESENT

Rocky comes back to reality, tries to slip the punches and is hit. Misses the bag.

PAULIE

(to Apollo)

... This ain't him.

CUT TO:

225 EXT. BEACH - EARLY MORNING

Apollo, Paulie, Duke and Rocky are on a deserted beach.

\*

APOLLO

What we're going to do are wind  
sprints to develop explosive speed.

ROCKY

I never did this with Mick.

\*

Rocky gazes at Paulie standing about a hundred yards away.

\*

DUKE

(to Rocky)

You better be high steppin' 'cause  
Apollo can burn, baby.

\*

PAULIE

Rock's good. He used to outrun  
every cop in the neighborhood.

APOLLO

Ready.

(CONTINUED)

225 CONTINUED:

DUKE

Ready -- Go!

\*

Apollo and Rocky take off, and Apollo's superior speed is evident to him the first step.

PAULIE

C'mon, Rocko -- Floor it!

226 FANTASY

Rocky starts to fantasize about the fight... He sees Clubber charging.

CUT TO:

227 PRESENT

Rocky running in sand.

CUT TO:

228 FANTASY

Rocky being assaulted brutally by Clubber.

CUT TO:

229 PRESENT - CLOSEUP OF ROCKY SPRINTING

CUT TO:

230 FANTASY - ADRIAN CRYING AT RINGSIDE

CUT TO:

231 FANTASY

Rocky starting to crumble to the canvas in SLOW MOTION.

CUT TO:

232 PRESENT

Rocky's sprinting begins to slow down.

CUT TO:

233 FANTASY

Rocky tumbling to the canvas in SLOW MOTION...

CUT TO:

234 FANTASY

EXTREME CLOSEUP of Adrian crying; Paulie, Duke and Apollo \*  
yelling.

CUT TO:

235 PRESENT

Rocky's sprinting becomes even slower.

CUT TO:

236 PRESENT

Apollo reaches the finish line and turns to face Rocky  
... Rocky's pace is almost a slow jog...

CUT TO:

237 ANGLE

Rocky stops running.

CUT TO:

238 FANTASY

Rocky is seen crumbling on the canvas... He looks piti-  
fully at Adrian, then at Apollo... Behind Apollo he sees  
what appears to be image of Mickey staring at him... The  
old man turns and exits.

CUT TO:

239 PRESENT

Rocky stops running and stares at Apollo, Duke and \*  
Paulie standing thirty yards away.

PAULIE  
What's wrong?

(CONTINUED)

239 CONTINUED:

APOLLO

(low)

... It's over, man.

Rocky walks away, leaving Apollo and Paulie in confusion  
... Paulie goes to Rocky.

PAULIE

Hey...

ROCKY

What?

PAULIE

Whatta ya scared of?

(CONTINUED)

239 CONTINUED:

Rocky remains silent.

PAULIE

I can see it comin'. I seen this  
comin' -- What's the matter? When  
Mick died, did ya turn punk?  
What? Don't do this to yaself.

ROCKY

... Ain't hungry no more.

Rocky turns and walks away.

240 EXT. ROCKY'S BACKYARD - DUSK

Rocky and his son are kicking a ball around.

ROCKY

That's it -- use both ya hands to  
catch it.

The child misses.

ROCKY

(continuing)

That's okay. It's gettin' better.  
Try again.

Rocky continues to play, but his mind is far away...  
Adrian watches from the window.

241 INT. ROCKY'S HOUSE

Rocky watches as his son works on a coloring book.

ROCKY, JR.

What color should I make the eyes?

ROCKY

I dunno -- green.

The child draws some more.

ROCKY

(continuing)

Hey, let me teach ya how to throw  
a jab. Stand up. You'd like it.

ROCKY, JR.

... I don't want to, Daddy.

242 INT. ROCKY'S HOUSE - NIGHT

Adrian is in the kitchen. The TELEVISION is ON. Adrian observes this. Paulie stands in the kitchen.

PAULIE  
How long ya gonna let him hang  
around before ya say somethin'?

ADRIAN  
Paulie, it's his life.

PAULIE  
Whatever he's doin' now is fake.

ADRIAN  
What do you mean by that?

PAULIE  
Whatta I mean? What's he doin'  
here? Playin' with the kid -- is  
that what you two got going now?

243 OMITTED

244 EXT. ROCKY'S GARAGE - NIGHT

Rocky sits with Rocky, Jr. on the back of the motorcycle.

ROCKY  
So this guy, Pinocchio, told another  
lie an' his smeller started growin'  
more --

ROCKY, JR.  
What's a smeller?

ROCKY  
His nose -- The nose grew like a  
banana, y'know.

ROCKY, JR.  
Why didn't his ears grow?

ROCKY  
I dunno -- I wasn't there.

ROCKY, JR.  
Are you leaving again?

ROCKY  
I'm stayin' here.

(CONTINUED)

244 CONTINUED:

PROMISE? ROCKY, JR.

PROMISE. ROCKY

Good -- I like you here. ROCKY, JR.

So do I -- Now it's time for sleep. ROCKY

CUT TO:

245 INT. BEDROOM

Adrian sits in front of the television in her darkened room.

246 ON TELEVISION SCREEN

SPORTS ANNOUNCER #3  
... Many people are shocked and disappointed by the failure of the rematch and two men in particular.

Clubber Lang comes ONTO THE SCREEN.

REPORTER #9  
Did this come as a shock?

CLUBBER  
Yeah, I knew he was very scared, but I thought he would go for the money if nothin' else.

REPORTER #10  
Did his camp send over a reason for his backing out?

CLUBBER  
Nothin' -- Last I heard he was workin' out with old Apollo Creed, and these two losers knew they would get a beating in front of everybody -- So they quit.

The picture changes and Apollo Creed appears.

(CONTINUED)

246 CONTINUED:

APOLLO

There aren't any excuses -- Rocky had other things on his mind besides fighting, so he thought it best to retire.

REPORTER #11

Do you think he could have defeated Clubber Lang? -- He took a terrible beating.

APOLLO

He could win.

CUT TO:

247 INT. BATHROOM - NIGHT

Rocky stands in the bathroom washing his face. He is preparing for bed. Adrian enters and stands in the doorway.

ADRIAN

Rocky.

ROCKY

Good evening.

ADRIAN

I want to ask you something important -- And I want you to tell me the truth.

ROCKY

Sure.

ADRIAN

Why did you come home?

ROCKY

... What?

ADRIAN

Why did you come home? -- You've never really told me.

ROCKY

It was time.

ADRIAN

What does that mean?

(CONTINUED)

247 CONTINUED:

Rocky turns off the water.

ROCKY

... It means I don't want it no more, Adrian.

ADRIAN

When did you think of that?

ROCKY

It just come to me.

ADRIAN

If you did it because you wanted to, I'm glad...

ROCKY

... I did.

ADRIAN

... But I know the way you think.

ROCKY

The fightin' use to mean somethin', now it don't mean nothin'.

ADRIAN

It's just you've never quit anything since I've known you.

ROCKY

... I'm here 'cause I wanna be.

ADRIAN

Please don't lie to me.

Rocky goes into:

248 INT. BEDROOM - NIGHT

ADRIAN

... Remember once you stood here and said, 'I never told you to stop being a woman, don't ask me to stop being a man.' -- No one is asking you to do anything -- I just want you to do what you have to do to be yourself.

ROCKY

How 'bout we go to sleep.

(CONTINUED)

248 CONTINUED:

ADRIAN

Not now.

ROCKY

What're you tryin' to do?

ADRIAN

Get some answers.

ROCKY

I gave ya answers before -- I'm  
here, I don't wanna fight no more,  
an' that's it.

ADRIAN

That's not it -- it's not that  
simple.

ROCKY

What's everybody want from me?

ADRIAN

This is not everybody, it's me...  
I have to live with you. Why did  
you quit?

ROCKY

For you --

ADRIAN

No.

ROCKY

For the kid.

ADRIAN

No.

ROCKY

Then what do you want me to say?  
What? -- I don't wanna lose  
nothin', okay?

ADRIAN

Lose what?

ROCKY

I gotta go out awhile.

Rocky exits..

249 INT. ROCKY HOUSE - NIGHT

Rocky hurries down the steps and opens the closet. He beholds many beautiful overcoats and jackets... He tosses them aside and digs almost frantically in the back of the closet. And withdraws his old black leather coat and cut-off gloves that are in the pocket ... He exits.

250 OMITTED  
thru  
253

254 EXT. GRAVEYARD - NIGHT

A WIDE SWEEPING VIEW of a much inhabited cemetery. A man is seen standing in the distance. It is Rocky. He looks down at the gravestone that reads:

MICKEY GOLDMILL  
April 7, 1905 to August 15, 1981

ROCKY

Mick, I don't know what to do now  
-- I don't know exactly what to  
say here -- What has happened?  
How'd everythin' that was so good  
get so bad?... When ya get older  
I always thought things was  
supposed to get on the simpler  
side. Y'know... easier... That  
ain't happenin' -- No way --  
That ain't near happening here.

(starts to pace)

... I wanna tell ya something,  
Mick. I been keepin' this to  
myself an' maybe I still should,  
but I can't no more... Why'd ya  
have to wreck everythin'!? Why  
couldn't ya just tell me where it  
was really at from the start --  
Why'd ya have to carry me an' lie  
to me about how good I was when I  
wasn't?

(MORE)

(CONTINUED)

254 CONTINUED:

## ROCKY (CONT'D)

Those fights weren't right. They weren't! Ya never had me fight nobody who was all in their prime! There was always some angle to hold onto the title longer, squeeze the glory longer, right, and the first real contender who beats me very bad... Understand what I'm sayin'?... I loved ya, Mick, you was like my first family. A team. I'd do anythin' for ya. You were it all. So why couldn't ya be up front with me from the start. I know you was tryin' to protect me, makin' me think I was better than I was. But that protectin' doesn't help nothin'. It only makes things worse! Ya wake up after a few years thinkin' you're a winner. But ya really a loser. No real champ, a paper champ. From the start ya were suppose to be honest with me... I coulda handled that -- so what? So we wouldn't have the title as long. So what? It woulda been real!

(moves closer to the headstone)

... I got all these questions -- I need some answers... Y'know, before ya died, ya said we should go out right an' I lied an' said I won... That was hard to live with. But now, what good is keepin' the promise? What? All my life I've been fightin' -- I've had it. Maybe I'm losin' my heart, but I backed out 'cause before it was just me. An' y'know, I didn't care none about what happened, but I don't wanna lose what I got... Adrian don't understand that. She thinks I should go back.

(backs away)

Is she right -- I dunno -- I dunno -- maybe she is or I wouldn't be here. Doin' all this thinkin'... The thing is, who ya suppose to live for? A promise to a man who's gone, your family or to yourself?

(CONTINUED)

254 CONTINUED: (2)

Rocky stares at the headstone.

ADRIAN (O.S.)

... For you.

Startled, Rocky wheels around and faces his wife standing several feet away.

ADRIAN

(continuing)

... For you, Rocky.

She turns and moves away.

CUT TO:

255 EXT. PHONE BOOTH - PHILLY STREET - NIGHT

Rocky goes into a phone booth and dials.

256 INT. ROCKY'S HOUSE

Paulie is lying awake in bed, the PHONE RINGS.

PAULIE

Rocky -- Are you alright? Where's  
Adrian?

257 PHONE BOOTH

ROCKY

She's on her way back home.  
Could you wake little Rock up?

PAULIE (V.O.)

Yeah, sure --

Rocky looks around at the morning mist starting to rise.

ROCKY

Hello, Slugger. Sorry to wake ya  
-- You remember the Pinocchio guy  
I told you about -- The one whose  
nose would grow if he lied?

ROCKY, JR. (V.O.)

... Who is this?

(CONTINUED)

257 CONTINUED:

ROCKY

... Me -- Ya father.

ROCKY, JR. (V.O.)

Yeah, I remember Pinocchio, Daddy.

ROCKY

Well, I just wanna tell you that  
I been lying a little -- An' I  
might have to go away awhile to  
fix it all up -- Okay?

ROCKY, JR. (V.O.)

Okay -- When will you come back?

ROCKY

Soon -- You go back to sleep now.

Rocky hangs up the phone and moves out of the phone booth.

258 OMITTED  
thru  
263

264 EXT. MUSEUM STEPS - EXTREME CLOSEUP OF THE ILLUMINATED  
ROCKY STATUE

The CAMERA SLOWLY PANS DOWN and reveals Rocky parked at  
the curb astride his motorcycle, staring up at his bronze  
figure with its fist raised in glory.

... The MUSIC BUILDS slowly as Rocky's hands begin to rise.  
His fists are nearly outstretched as the MUSIC BUILDS IN  
INTENSITY...

With his jaw set with determination, and fists now fully  
extended into the blackness of the night, the spirit is  
born again!

#### TRAINING MONTAGE

265 EXT. TRAIN TRACKS - EARLY MORNING

Rocky and Apollo are jogging through the early morning  
haze.

266 INT. GYM - DAY

Apollo, Duke and Paulie watch as Rocky whips the speedbag. \*

267 INT. GYM

Rocky strains to follow Apollo through the boxing movement. Rocky is getting better... Paulie, and Duke watch. \*

268 INT. BOXING GYM

Rocky works out on the difficult double end reaction bag... He hasn't mastered it, but he shows great improvement.

APOLLO  
Stay on it -- Stick!

269 EXT. BEACH - DAY

Rocky and Apollo are thundering through the sand doing wind sprints... Paulie and Duke are at the finish line. \*

PAULIE  
Move it, Rocko!

Apollo crosses first and Paulie shakes his head in disappointment.

270 INT. POOL

Rocky strains as he plows through the water... Paulie and Duke are present. He reaches the wall and Apollo shouts out. \*

APOLLO  
Let's go -- five more!

271 INT. GYM - DAY

Rocky is blazing away with the skip rope.

272 INT. GYM - NIGHT

Rocky and Apollo dance to the MUSIC.

273 INT. GYM - DAY

Rocky jabs at the punching mitts held by Duke. \*

274 INT. GYM - DAY

Rocky and Apollo move together in perfect time... When Rocky performs a very difficult movement, Apollo laughs and they slap hands.

275 INT. GYM - DAY

Rocky has mastered slipping punches and ducks beneath Apollo's ceaseless bombardment.

276 INT. GYM

Rocky is going faster than ever on the skip rope.

APOLLO

Double up!

Rocky leaps into the air and performs double jumps at never before seen speed.

277 INT. GYM - NIGHT

Only the ring is illuminated, and Apollo and Rocky practice graceful footwork.

278 INT. GYM - DAY

Rocky punches gracefully at an assortment of bubbles being blown by Apollo and Paulie.

\*

279 INT. POOL

Rocky is swimming with all his might and the water churns angrily in his wake... He is exhausted as he reaches the wall.

PAULIE

Rocky, the fish!

Rocky grabs Paulie's leg and pulls him in.

\*

280 EXT. BEACH - DAY

\*

Rocky and Apollo are sprinting... their veins bulge and muscles seem to be bursting from their skin as they speed towards Paulie and the finish line.

It's neck and neck.

PAULIE

Do it, Rocko! Do it!

Apollo is slightly ahead and appears to be pulling away when Rocky shortens the distance...

(CONTINUED)

280 CONTINUED:

Apollo gives it his final burst of speed, likewise Rocky.

DUKE

Burn! Burn!

Rocky surges forward and crosses the finish line first.

Paulie and Duke rush over, likewise Apollo... Rocky is ecstatic and he is lifted in the air... The FRAME FREEZES as Rocky drives his fist towards the sky... A BELL is heard.

281 EXT. MADISON SQUARE GARDEN - NIGHT

The BELL from the last scene bleeds into this one... the bright lights of the New York marquee read:

HEAVYWEIGHT CHAMPIONSHIP  
CLUBBER LANG  
vs  
ROCKY BALBOA

REMATCH COMMENTATOR #1 (V.O.)

Welcome, ladies and gentlemen, to world famous Madison Square Garden -- a most exciting backdrop for the anxiously awaited rematch between former champ, Rocky Balboa, and reigning Heavyweight Champion, Clubber Lang! The Garden itself is packed with some of the most loyal fight fans in the world who have come to this arena where the anticipation grows as fight time draws near... We switch you now to our remote cameras inside the fighters' dressing rooms.

CUT TO:

282 INT. ROCKY'S DRESSING ROOM

Rocky's hands are being taped -- Apollo, Adrian, Paulie and Duke are present. Paulie is at the door.

PAULIE

Those TV people want in.

APOLLO

Keep them out!

(to Rocky)

Everybody will see you soon enough.

DUKE

(low)

Everybody will see the fire, see it burn, feel the heat.

283 INT. CLUBBER'S DRESSING ROOM

Clubber's hands are being taped.

INTERVIEWER

Champ... with the fight ready to  
begin would you care to comment on  
how you plan to fight Balboa?  
What's your strategy?

\*

CLUBBER

... Don't need any. The man's  
predictable and stupid -- the man  
comes straight ahead -- He's made  
for me!

284 OMITTED  
thru  
290

291 COMMENTATORS

REMATCH COMMENTATOR #2

Since both men are brawlers, with  
the edge in power going to Clubber  
Lang -- Odds are long against Balboa  
regaining the Title --

COMMENTATOR #1

I'd have to agree. Toe-to-toe Lang  
is utterly devastating, and much  
too strong.

292 ROCKY'S DRESSING ROOM

Rocky is pacing all alone as everyone stares in silence.

APOLLO

Remember what it took to get and  
remember where you came from.  
Remember what he did to you. Now  
it's your turn -- your turn --  
last chance.

\*  
\*  
\*  
\*

293 CLUBBER'S DRESSING ROOM

INTERVIEWER

Is this running battle you've had  
with Balboa just a ploy to build  
up what people would call the  
'Hate Gate?'

(CONTINUED)

293 CONTINUED:

CLUBBER

I try not to hate but I got some  
hate inside -- I dislike most people.  
They're bloodsuckers -- I don't  
hate Balboa, but I will destroy  
anybody who tries to take what I  
got. Anybody.

\*  
\*  
\*  
\*

INTERVIEWER

Any predictions about the fight?

CLUBBER

Prediction?

\*

INTERVIEWER

Yes.

\*

CLUBBER

... pain.

294 THE ARENA

Many people in the arena chanting his name and showing  
banners and placards.

CROWD

Rocky -- Rocky -- Rocky!

CUT TO:

295 COMMENTATORS

REMATCH COMMENTATOR #1

... Lang's a brawler who likes to  
hurt a man to the body.

COMMENTATOR #2

... Also Balboa may never have  
psychologically recovered from  
the vicious knockout by Clubber.

CUT TO:

296 ROCKY'S DRESSING ROOM

Apollo leans next to Rocky.

(CONTINUED)

296 CONTINUED:

APOLLO

(softly)

... I just wanna say I'm proud of you -- It's tough to change -- very tough -- and you proved you could do it. And now you're gonna prove it to everyone tonight...

ROCKY

... Yeah.

Paulie motions from across the room.

PAULIE

It's time, Rock.

APOLLO

... After tonight, remember you owe me a favor.

Apollo looks at him and pats his shoulder. Rocky kisses Adrian.

CUT TO:

297 COMMENTATORS

REMATCH COMMENTATOR #1

Hey, here comes Rocky and Apollo now -- Two former champions!... Balboa looks deadly serious tonight, Jim.

CUT TO:

298 ROCKY, PAULIE AND APOLLO

make their way to the ring. The crowd builds in intensity.\*

REMATCH COMMENTATOR #2 (V.O.)

That he does -- Word has it this is Rocky's last fight -- Win, lose or draw -- But he has a score to settle and his serious mood reflects just that... Rocky Balboa, the iron man from Philadelphia, certainly has the support from this crowd.

CUT TO:

299 MANY PEOPLE IN THE ARENA

chanting his name and showing banners and placards.

CROWD

Rocky -- Rocky -- Rocky!

CUT TO:

300 RING

Rocky starts to climb into the ring.

REMATCH COMMENTATOR #1 (V.O.)

'The Italian Stallion,' an eight-to-one underdog climbing into the ring -- He looks incredibly trim, doesn't he? He looks twenty pounds lighter.

\*  
\*  
\*

REMATCH COMMENTATOR #2 (V.O.)

That he certainly does!

Rocky steps through the ropes. Apollo and Duke have "Rocky"\* written on the back of their sweaters. Paulie has just "Paulie" written on his.

APOLLO

(to Rocky)

Rhythm and power -- Rhythm and power... get mad.

PAULIE

(to Apollo)

Yo -- ya did a great job.

APOLLO

... Thanks.

CUT TO:

301 COMMENTATORS

REMATCH COMMENTATOR #1

Balboa does not really possess any ring skills, but I've never seen a fighter with as much raw determination to get to the top of his profession --

REMATCH COMMENTATOR #2

Here comes the champion now, Clubber Lang!

CUT TO:

302 CLUBBER AND HIS ENTOURAGE

move through the crowd... Clubber looks ferocious.

REMATCH COMMENTATOR #1

The champion looks sullen, look  
at those eyes -- I'll tell you,  
folks, I sure wouldn't want to be in  
there.

303 RING

Apollo leans next to Rocky.

APOLLO

No matter what happens, be cool.

304 CLUBBER

He enters the ring and the crowd cheers and boos...  
He raises his fists and lumbers towards Rocky and  
scowls.

CLUBBER

Hey, sucker, you ready for a  
beatin'? You should never have  
come back.

He gets close to Apollo, almost nose to nose.

CLUBBER

(continuing)

An', boy, after him you're next,  
boy.

APOLLO

... Get out of my face.

CLUBBER

What ya gonna do, boy?

Apollo shoves him, and Clubber comes roaring back...  
Before they can exchange blows, they are separated.

CLUBBER

(continuing; being  
led away)

I'm comin' for you -- After I  
crucify him -- you're mine, sucker!

(CONTINUED)

304 CONTINUED:

ROCKY  
I thought you said be cool.

APOLLO  
... That was cool!

CUT TO:

305 COMMENTATORS

REMATCH COMMENTATOR #1  
A brawl before the bell! -- Apollo  
and Clubber wanting to go at each  
other right on the spot. That ring  
is ready to explode... The fight is  
about to officially begin.

CUT TO:

306 RING ANNOUNCER

The Ring Announcer motions for the bell to be rung.

REMATCH RING ANNOUNCER  
Welcome, ladies and gentlemen, to  
Madison Square Garden and to the  
World's Heavyweight Championship  
Fight -- would everyone stand for  
the National Anthem sung by

---

\*  
\*  
\*

307 ANGLE

\*

As the Anthem is sung the fighters pace and stare one  
another down.

308 OMITTED

\*

309

310 RING ANNOUNCER

REMATCH RING ANNOUNCER  
Now for the main event --  
(MORE)

(CONTINUED)

310 CONTINUED:

## REMATCH RING ANNOUNCER (CONT'D)

In the blue corner, weighing one  
hundred and ninety-one pounds, the  
former Heavyweight Champion of the  
World, 'The Italian Stallion,'  
Rocky Balboa!!

The AUDIENCE APPLAUDS.

CUT TO:

311 ANOTHER ANGLE

Adrian sits in the crowd with Rocky, Jr. -- Rocky glances  
down at them.

312 THE RING

## REMATCH RING ANNOUNCER

In the red corner, weighing two  
hundred and thirty-seven pounds,  
the hard punching battler from New  
York, the reigning Heavyweight  
Champion of the World, Clubber Lang.

Clubber raises his fist and disrobes, exposing the Heavy-  
weight Title belt.

312A ANGLE

Rocky disrobes.

## COMMENTATOR #1

I can't believe it -- He looks like  
a middleweight.

312B ANOTHER ANGLE

The REFEREE motions the fighters to the center of the  
ring... Rocky goes with Apollo... Clubber and Rocky's  
molten expressions are chilling as they stand nearly nose-  
to-nose.

## REMATCH REFEREE

You men know the rules -- Break  
clean when I say break, and give  
us a good fight.

Clubber refuses to shake hands and spits on the canvas.

(CONTINUED)

312B CONTINUED:

\*

CLUBBER

... Gonna bust you up.

ROCKY

... Go for it.

The fighters return to their corners.

CUT TO:

313 ROCKY'S CORNER

Rocky and Apollo stand facing the crowd... Apollo's eyes burn into the fighter's unyielding countenance of welling determination.

APOLLO

You know what you've got to do --  
No matter what, don't fight his  
fight -- You're the best now!  
Believe it! Rhythm and power!  
Rhythm and power!

Rocky nods.

PAULIE

Bring it home, Rocko.

Rocky nods and kneels to make the sign of the cross... He glances ringside at his wife...

The BELL RINGS and the fight is now reality.

314 ANOTHER ANGLE

Furiously charging for the quick kill, Clubber is met by a tattoo of swift jabs that find their marks... Rocky dances around the angry mound of muscle, beating him in every possible fashion.

REMATCH COMMENTATOR #1

The fighters move to the center of the ring and, oh my God, Balboa's dancing and drilling a stiff right jab into Clubber's face!

REMATCH COMMENTATOR #2

Another jab, another, and another!  
Folks, this isn't the Rocky we expected, he's dancing like Apollo Creed -- It's absolutely unbelievable!

(CONTINUED)

314 CONTINUED:

REMATCH COMMENTATOR #1

Absolutely -- Clubber Lang is  
confused and trying to mount an  
attack, but can't corner -- I can't  
believe I'm saying this -- Can't  
corner the fleet-footed challenger!

Rocky keeps Clubber off balance by continually changing  
directions.

CUT TO:

315 ROCKY'S CORNER

Apollo, Paulie and Duke yell encouragement.

\*

APOLLO

Rhythm! -- He's fantastic.

PAULIE

Go after him!

316 CLUBBER

He finally manages to get close to Rocky and bulls him  
against the ropes over Rocky's corner.

REMATCH COMMENTATOR

... The champion is trying to narrow  
the gap -- Oh, is he mad! -- The  
champion charges and bulls Balboa  
against the rope -- It could be  
trouble now!

CUT TO:

317 ROCKY'S CORNER

APOLLO

Tie him up! Tie him up!

\*

CUT TO:

318 ANOTHER ANGLE

Rocky ties him up. Clubber tries to bang Rocky hard  
against the shoulders and mid-section.

\*

\*

318A ROCKY'S CORNER

APOLLO  
Turn and chop a right!

CUT TO:

318B ANGLE

Rocky turns and chops right and left. Then a flurry of combinations.

319 CLUBBER'S CORNER

MANAGER  
Charge him! Get off!

CUT TO:

320 ANGLE

At a point of sheer desperation, Clubber lunges out and flails at Rocky... Rocky sidesteps and Clubber goes into the ropes... Rocky now opens up.

REMATCH COMMENTATOR #1  
The champion is furious! He's lookin' for the one punch that will take the starch out of the challenger's legs -- Clubber going for Balboa's head, oh good, punches that have the challenger backing up -- Look at that, Balboa fakes and is off the ropes and double hooks to the body! Oh, here come the bombs!!

Clubber lunges. Rocky nails him hard with a counter left.

CUT TO:

321 ADRIAN

She and the crowd around her are on their feet.

CUT TO:

322 ROCKY'S CORNER

APOLLO  
Throw it!!! Two hands!

(CONTINUED)

322 CONTINUED:

PAULIE  
Two hands -- C'mon, Rocko!

323 THE RING

Clubber is beginning to totter, and Rocky continues to bang away.

REMATCH COMMENTATOR #2  
The champion is in real trouble --  
I don't know what is keepin' him  
upright! Rights and lefts are just  
pouring from the southpaw!

The BELL RINGS as Clubber manages to barely hang on to a shred of consciousness... The fighters go to their corners.

CUT TO:

324 ROCKY'S CORNER

Paulie, Apollo and Duke begin to work on Rocky who chooses \*  
to stand.

APOLLO  
You're doing great! Don't get  
crazy an' we're home!

CUT TO:

325 CLUBBER'S CORNER

He balefully eyes Rocky across the ring.

MANAGER  
Everything's workin' off his jab --  
Step inside -- keep crowdin' him --  
Don't give him a chance to set!  
He can't keep dancin' like that  
for long.

\*  
\*

CLUBBER  
... I'll kill him.

CUT TO:

## 326 ROCKY'S CORNER

APOLLO

He's gonna come hard -- You  
counter and move! Counter and  
move!

\*  
\*  
\*

ROCKY

The man's strong.

\*

PAULIE

Ya look great, Rocko.

DUKE

Keep fakin'.

\*  
\*

CUT TO:

## 327 RING CENTER

Rocky and Clubber clash in the center of the ring, and  
Rocky begins to pepper away at Lang's face.

REMATCH COMMENTATOR

There's the bell and Balboa sets  
a fiery pace banging three unanswered  
jabs off the champion's eyes... the  
hellcat from Philly is giving no  
quarter and looks determined to beat  
the odds again.

\*

Clubber feints and wings a good sweeping hook that drives  
Rocky back into a corner... Rocky fights back, but  
Clubber's power dominates, and Rocky holds on for dear  
life...

CLUBBER

Fight me here -- Why you runnin'?  
You ain't no man!

The Referee tries to break them up. .. Clubber hits Rocky  
in an insulting fasion as the clinch breaks.

CLUBBER

(continuing)  
You ain't no man!

ROCKY

C'mon.

REMATCH COMMENTATOR #1

It now looks like Rocky wants to  
trade with the champion -- That  
could be a fatal mistake!

(CONTINUED)

327 CONTINUED:

Clubber sails into Rocky with pulverizing body blows that etch pain on Rocky's face.

CUT TO:

328 ROCKY'S CORNER

APOLLO

What the hell's he doin'? Get out of there!

CUT TO:

329 RING ACTION

Rocky receives a pulverizing blow and a cut opens over his eye.

REMATCH COMMENTATOR #1

Rocky's in big trouble in round two, the round the champion predicted -- Oh, the right hand hurt Rocky again -- What a fight!

Rocky surges back with a wild flurry that stuns the champion and frees Rocky.

REMATCH COMMENTATOR #2

Here comes Balboa! A beautiful six punch combination... Rocky moves to safer ground, but Clubber Lang chases him down -- Balboa is cut again!

\*

While backpedaling, Rocky throws a series of right-left combinations, but Clubber leaps from his crouched stance and catches Rocky flush on the jaw... He works the Philadelphian over.

CUT TO:

330 ROCKY'S CORNER

APOLLO

Hold on -- Hold him, dammit!

PAULIE

Clinch, Rock!

CUT TO:

331 RING ACTION

Clubber is seconds away from demolishing Rocky.

REMATCH COMMENTATOR

Balboa is being worked on again --  
Oh, they're coming from the floor --  
He's not clinching and that's going  
to cost him dearly!... What in the  
world is keeping him up! -- Oh,  
another combination by the champion  
-- Rocky is out on his feet --  
Balboa is down!

Clubber drives him to the canvas and snarls in victory  
as he moves to a neutral corner.

CUT TO:

332 ROCKY'S CORNER

Apollo shakes his head in despair... Paulie is insane.

PAULIE

Get up!

CUT TO:

333 ADRIAN

She turns her face away.

CUT TO:

334 RING ACTION

Rocky is on one knee.

REMATCH COMMENTATOR

Five -- six -- seven -- eight --

Rocky rises.

REMATCH COMMENTATOR

(continuing)

The unbelievable Balboa -- He  
could come back from that beating --  
What does he have for a heart!

The Referee looks in his eye and wipes off the gloves.

CUT TO:

## 335 ROCKY'S CORNER

APOLLO

We should stop it! -- He's going  
to get hurt bad!

PAULIE

He ain't gettin' hurt -- He's  
gettin' mad! Look!

CUT TO:

## 336 RING ACTION

The Referee motions for the man to commence fighting and they certainly do... Rocky starts to jab, but the express train charge of Lang is too much to keep away and pounds Rocky into a corner.

REMATCH COMMENTATOR #1 (V.O.)

Balboa is trapped again -- Those  
punches are murderous!

REMATCH COMMENTATOR #2 (V.O.)

His fight plan has gone out the  
window -- All he's doing now is  
getting his ribs caved in!

Rocky dodges under an arching hook and bangs Clubber to the body and head... He is free -- Rocky now goes into a shell.

REMATCH COMMENTATOR #2 (V.O.)

(continuing)

Balboa is in a shell -- waving  
Clubber to come on. Oh, unanswered  
hooks to the head -- Rocky waves him  
on -- Clubber assaults him with a  
vengeance.

Balboa taunts as Clubber flails at him.

ROCKY

My sister hits harder!

Clubber attacks again.

ROCKY

(continuing)

Gettin' tired?

## 336A ROCKY'S CORNER

APOLLO

What's he doin'?

## 336B RING

The fighters still battle and are separated by the Referee and Apollo and Paulie.

CLUBBER

You ain't gonna stay with me!  
Hear?! You're stupid! What kinda  
fightin' is that?! Stupid!

ROCKY

I might be stupid but I'm not  
breathing heavy.

They are pulled towards their corners.

CLUBBER

(to crowd)

I'm the man! I'm the man!

CUT TO:

## 337 ROCKY'S CORNER

Apollo angrily spins Rocky around as they get to their corner, seizing him by the shoulders.

APOLLO

What the hell are you doin'?

ROCKY

I know what I'm doin'.

APOLLO

If you stand toe-to-toe with him,  
you've lost, understand?! He's  
too strong... Box him, dammit!

REMATCH COMMENTATOR (V.O.)

We can almost guarantee this one  
won't go the distance....

CUT TO:

## 338 CLUBBER'S CORNER

MANAGER

Don't go wastin' ya punches --

(CONTINUED)

338 CONTINUED:

CLUBBER

He's nothin'!

MANAGER

You're the champ! Don't try to take  
him out with one punch --

CLUBBER

He's mine.

MANAGER

-- Use ya head.

CUT TO:

339 ROCKY'S CORNER

APOLLO

If you trade with him, he'll kill  
you -- Just keep movin' side to  
side and use the left lead -- You  
came here to win this fight, win it!

The BUZZER SOUNDS and Rocky stands... He glances down  
at his wife.

APOLLO

(continuing)

Shine on, dammit, shine on!

CUT TO:

340 CLUBBER'S CORNER

The huge man stands, awaiting the bell.

MANAGER

Wear him down. He's all ours!

340A ROCKY'S CORNER

Apollo watches Rocky circle Clubber.

APOLLO

(low)

Get ready -- get ready.

341 ANOTHER ANGLE

The BELL SOUNDS.

(CONTINUED)

341 CONTINUED:

REMATCH COMMENTATOR #1

Here we are in the third round of this already incredibly grueling contest that should logically have never gone beyond round two... The bell sounds and Clubber and Rocky circle one another. Neither wanting to commit a mistake that could end it all. Clubber charges!

Clubber starts to move in -- Rocky moves away and stiffly counters and keeps Clubber at bay.

REMATCH COMMENTATOR #1

(continuing)

Four quick jabs in Clubber's face -- The champion brushes them aside and chases Balboa down -- Balboa three jabs -- a right, then left. The champion is furious! Oh, a solid hook drives Rocky into his own corner -- This could be all she wrote.

CUT TO:

342 ROCKY'S CORNER

PAULIE

Get outa there!

343 RING ACTION

Balboa is getting jarred by the barrage thrown at him -- He tries to slip away, but he is hopelessly trapped.

REMATCH COMMENTATOR #2

It's all over now -- The champion is landing at will -- This fight could be over -- No! Balboa slips and blocks ... Here comes Rocky!

When all appears lost, Rocky throws a beautiful combination that jars Clubber... Suddenly energized, Rocky begins to back Clubber up and has the man in trouble.

CUT TO:

344 RINGSIDE

Adrian is on her feet.

(CONTINUED)

344 CONTINUED:

ADRIAN

Get him!

CUT TO:

345 RING ACTION

Rocky now begins to work Clubber over, angling the man's body every which way from the variety of punches.

CUT TO:

346 ROCKY'S CORNER

PAULIE

Break his head!

CUT TO:

347 RING ACTION

Rocky has driven Clubber painfully along the ropes.

REMATCH COMMENTATOR #2 (V.O.)

Rocky is back burying his fist in  
Lang's face, then switching to  
caving in the champion's ribs --  
An incredible comeback -- No, wait  
.... Rocky is hurt!

Clubber rips an uppercut to the liver that freezes Rocky's motion... Clubber reverses the action and drives Rocky back.

CUT TO:

348 ROCKY'S CORNER

Paulie pounds the mat.

PAULIE

Go after him -- Tear him up!

349 RING ACTION

The arena is thundering down an ever-increasing "Rocky" chant.

CUT TO:

## 350 RINGSIDE

Adrian is standing and chanting with the audience.

CUT TO:

## 351 RING ACTION

When all appears hopelessly lost, Rocky again turns the tide with a sudden flurry that moves him to the center of the ring -- He motions for Clubber to come ahead.

ROCKY  
(furiously)  
C'mon, c'mon!

## 352 THE AUDIENCE

goes wild at the sight of the challenge.

REMATCH COMMENTATOR #1  
Look at that! -- Balboa is challenging  
the champion to come ahead. I can't  
believe it.

CUT TO:

## 353 ROCKY'S CORNER

APOLLO  
I can't believe it.

PAULIE  
Believe it. Get him, Rocko!

## 354 RING ACTION

Clubber wades into Rocky and the men bomb away at each other from point blank range... Both are nearly out on their feet.

REMATCH COMMENTATOR #1  
Balboa with a combination and reply  
to the head by the champion --  
Balboa again hurts Lang -- Would you  
believe Balboa is standing toe-to-  
toe, beating the stronger champion  
at his own game. It's trench warfare --  
The old Rocky is back -- Oh, the  
champion is hurt! He is being  
demolished!!

(CONTINUED)

354 CONTINUED:

Rocky matches the intenseness of the champion, and going back to his old style of bruising in-fighting, gains on Clubber, and finding the right opening, pours out a rapid volley of pinpoint accurate punches that knock Clubber backwards. The champion cannot regain his balance, and Rocky pummels him into a corner.

PAULIE

... Go for it!!

APOLLO

Let it loose! Let it loose!

Rocky pulls out all stops and tattoos his opponent and finally whips a murderous right hook that topples Clubber sideways, through the ropes and out of the ring... Rocky leaps to a neutral corner as the Referee counts over the prostrate champion.

355 THE CROWD

is insane with praise... Rocky looks at Adrian, his eyes are wild like an animal's in the heat of battle.

CUT TO:

356 CLUBBER'S CORNER

MANAGER

Get up!

CUT TO:

357 ROCKY'S CORNER

Apollo and Paulie are in suspended animation while monitoring the Referee's count.

CUT TO:

358 THE REFEREE

finishes the count.

REMATCH REFEREE

Six -- seven -- eight -- nine --  
ten! You're out!

## 359 RING ACTION

The top nearly blows off the arena. The ring is flooded with press and well-wishers. Rocky leaps into the air and into Apollo's embrace.

PAULIE

Yo, Rocko! Ya beautiful!

Rocky smiles and embraces Apollo who is overwhelmed with emotion.

APOLLO

You did it, man! You've got  
nothin' to prove to nobody!  
Nothin'!

Clubber unsteadily rises and shoves people away. Adrian enters the ring. Rocky embraces her.

ADRIAN

(crying)

I love you -- Are you alright?

\*

ROCKY

Never better.

\*

CLUBBER

(touches gloves)

... You got it -- you got it, tonight  
-- Hey, all the badmouthin' was to  
get the people goin', hear.

He walks away.

ROCKY

Thanks.

CUT TO:

## 360 RING ANNOUNCER

REMATCH RING ANNOUNCER

Winner by a knockout -- in one of  
the most incredible comebacks in  
boxing history, and once again  
Heavyweight Champion of the World,  
the Italian Stallion, Rocky Balboa.

CUT TO:

361 ROCKY

ROCKY  
(a sudden realization)  
... It's all over.

APOLLO  
Everything, man, except you owe me  
a favor.

ROCKY  
What?

APOLLO  
... You'll see -- You'll see.

CUT TO:

362 INT. MICKEY'S GYM - NIGHT

A pair of LOCKERS are heard SLAMMING SHUT in the otherwise  
deserted and silent gym.

ROCKY (O.S.)  
Y'know... I can't believe you're  
doing this.

APOLLO (O.S.)  
We made a deal.

ROCKY  
Yeah, but this is extremely crazy.

APOLLO  
Yeah, mentally irregular.

Apollo and Rocky are dressed in their boxing outfits and  
move toward the well-worn ring.

APOLLO  
(continuing)  
... But it makes all the sense it  
needs to make -- You owe me a favor,  
right?

ROCKY  
Yeah -- When'd you think of this?

APOLLO  
About three years ago.

ROCKY  
This is crazy.

(CONTINUED)

362 CONTINUED:

APOLLO

The last time we met you were  
lucky -- Beat me by one second --  
One second -- Now that is hard for  
a man of my intelligence to handle.

ROCKY

But didn't you say after losin' to  
me, you'd learned to live with it.

APOLLO

(laughs)

... I lied.

ROCKY

So you've just gotta know for  
yourself.

APOLLO

Just for myself. No TV, no papers,  
just us.

The men climb into the ring.

ROCKY

Go slow -- Ya not as young as  
springtime no more.

APOLLO

Young enough to whip your butt.

ROCKY

How can you win? Ya taught me all  
your tricks.

APOLLO

(laughs)

Almost everything.

Apollo stands in his corner smiling.

APOLLO

(continuing)

... Stallion, I want you to remember  
that you might fight great, but I'm  
a great fighter... Ready?

ROCKY

... Absolutely.

They move to the center of the ring and begin sparring...

(CONTINUED)

362 CONTINUED: (2)

They resemble two grown children trying to hold onto the last fragments of youth.

APOLLO

Too bad we gotta get old, Stallion.

ROCKY

Just keep punchin'.

Rocky and Apollo are seen unleashing the same punch at the same time. At the same moment of impact, the SCENE FREEZES on their joyous expressions.

FADE OUT.

THE END