

UNITED ARTISTS CORPORATION

ROCKY IV

by

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FINAL SHOOTING SCRIPT

MARCH 4, 1985

ROCKY IV

The film commences nearly where the other one left off. ROCKY and CLUBBER LANG are engaged in a brutal re-match.

CUT TO:

1 ROCKY'S CORNER 1

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

APOLLO

What the hell's the matter with you? If you stand toe-to-toe with him, he'll kill you, understand?! He's too strong... Box him, dammit!

ROCKY

He's gettin' tired.

CUT TO:

2 CLUBBER'S CORNER 2

MANAGER

He's got nothin' left.

CLUBBER

Nothin'!

MANAGER

You're the Champ! You take him out this round!

CLUBBER

He's mine.

CUT TO:

3 ROCKY'S CORNER 3

APOLLO

If you trade with him, he'll kill you -- just keep movin' side to side and use the left lead -- You've got to try! Hey, ya came here to win this fight, win it! Eye of the tiger, damn it! Eye of the tiger.

CUT TO:

4

ANOTHER ANGLE

4

The BELL SOUNDS.

REMATCH COMMENTATOR #1

Here we are in the third round of this already incredible grueling contest that should logically have never gone beyond round two... The bell sounds and Clubber rushes to continue his ruthless body attack on the former champion --

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

REMATCH COMMENTATOR #1

(continuing)

Five quick jabs in Clubber's face -- The champion brushes them aside and chases Balboa down -- Oh, a solid hook drives Rocky into his own corner -- This could be all she wrote.

CUT TO:

5

ROCKY'S CORNER

5

DUKE

Get outta there!

6

RING ACTION

6

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! Triple hooks by Balboa stunned the champion -- 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:

7

RINGSIDE

7

ADRIAN is on her feet.

(CONTINUED)

7

CONTINUED:

7

ADRIAN
(chanting)
Rocky! Rocky!

CUT TO:

8

RING ACTION

8

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

CUT TO:

9

ROCKY'S CORNER

9

PAULIE
Break his head!!

CUT TO:

10

RING ACTION

10

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:

11

RINGSIDE

11

Adrian is standing and chanting with the audience.

CUT TO:

12

RING ACTION

12

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,

(CONTINUED)

12 CONTINUED:

12

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

13 THE AUDIENCE

13

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:

14 RING ACTION

14

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
-- It's trench warfare -- The old
Rocky is back -- Oh, the champion
is hurt! He is being demolished!!

Rocky matches the intensesness 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.

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.

15 THE CROWD

15

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

CUT TO:

16 CLUBBER'S CORNER 16

MANAGER

Get up!

CUT TO:

17 ROCKY'S CORNER 17

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

CUT TO:

18 THE REFEREE 18

finishes the count.

REMATCH REFEREE

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

19 RING ACTION 19

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'!

CUT TO:

20 RING ANNOUNCER 20

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 pride of Philadelphia, Rocky Balboa.

CUT TO:

ROCKY
 (to Adrian)
 ... It's all over.

ADRIAN
 How do you feel?

He kisses her.

ROCKY
 Never better. Never better.

New CREDITS begin to ROLL OVER this SCENE. 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)

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 you'd learned to live happy after losing to me?

APOLLO

(laughs)

... I lied.

ROCKY

So you've just gotta know for yourself.

APOLLO

Just for myself.

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)

Not 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... They resemble two grown children trying to hold onto the last fragments of youth.

(CONTINUED)

22 CONTINUED: (2)

22

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.

22A EXT. GYM - NIGHT

22A

A HIGH ANGLE from the staircase reveals Rocky and Apollo as they ENTER the SCENE.

Both men appear damp. Rocky's left eye is reddened and Apollo's right eye is noticeably swollen.

APOLLO
Answer one thing? Do you have
a hammer in your glove?

ROCKY
I was gonna ask you the same
thing.

APOLLO
That hurt you as much as it
hurt me?

ROCKY
... Absolutely!

APOLLO
That makes me feel a whole lot
better. Y'know, I think it's
about time we stop damagin'
each other.

ROCKY
... I agree.
(shakes Apollo's
hand)
... Hey, Apollo -- I wanna say
thanks for everything ya did --
and to me ya always be the best.

APOLLO
Well...

(MORE)

(CONTINUED)

22A CONTINUED:

222

APOLLO (CONT'D)

(awkward pause)

... I'm gonna miss it, and I'm gonna miss you.

ROCKY

Where are you going?

APOLLO

I don't know -- maybe fishing.

Apollo smiles and heads to his car... Rocky turns and moves away.

MONTAGE - OMITTED

23 INT. ROCKY'S HOUSE - NIGHT

23

We see Rocky drive his new black sports car into the driveway of his home.

23A ROCKY'S HOUSE - DRIVEWAY - NIGHT

23A

Rocky steps out, and wearily eyes the building equipment. The door flies open, and ROCKY, JR. jets out. He is wearing a bright cone-shaped paper party hat. He has the bright light of a sun-gun that is fastened on top of a movie camera aimed in Rocky's face.

ROCKY JR.

Dad, you're late! Mommy's gonna kill you!!

ROCKY

(squints)

So how ya doing?

ROCKY JR.

Fine -- if you don't hurry, you're gonna get it -- this is a warning!

ROCKY

Ya know, it's kinda bright out here, don't ya think?

ROCKY JR.

It's okay -- Dad, I wouldn't wanna be you -- you better hurry or else!

(CONTINUED)

23A CONTINUED:

23A

Rocky removes a small wrapped present from the car.

ROCKY JR.
(continuing)
Hurry, Dad.

ROCKY
(pats the boy's
head)
Y'know, ya gettin' a very loud
personality.

They move to the house.

ROCKY JR.
Don't go too fast or ya go outta
focus.

23B INT. ROCKY'S HOUSE - NIGHT

23B

Rocky enters as his son runs ahead... bright sun-gun
still on his father...

Several pieces of crepe paper have been strung with a
sagging "Happy Birthday" sign stretched across the room
... on the table are party favors.

PAULIE sits at the head of the table with a large party
hat on his head... he looks forlorn. He listens to a
BALL GAME on a pocket RADIO.

PAULIE
Yo! It's about time!

ROCKY
Sorry, Paulie.

Adrian steps out of the kitchen holding a flaming birth-
day cake.

ADRIAN
Oh, Rocky -- great you're here.
(to Paulie)
Now you can stop callin' him
names.

PAULIE
If we waited much longer, it'd
be time for my next birthday.

(CONTINUED)

23B CONTINUED:

23B

ADRIAN

Where were you?

ROCKY

Gettin' punched... Let me do this.

ADRIAN

No, seriously.

ROCKY

Seriously.

Rocky takes the small movie camera and begins filming the scene.

PAULIE

So why don't we get the cake in here and get this celebration going.

ROCKY JR.

You're gonna love your present, Uncle Paulie.

PAULIE

So where is it.

The door is held open by Adrian and a Robot enters holding a flaming birthday cake. The Robot has a ribbon on its head.

PAULIE

(continuing)

What the hell's that?

ROCKY JR.

Your present.

Paulie gazes at all the burning 40 candles and the Robot.

PAULIE

Yo, I wanted a sports car for my birthday.

(laughs)

Not a walkin' trash can! --
I don't believe this.

ADRIAN

Since you don't have any friends, we thought you'd like it.

(CONTINUED)

23B CONTINUED: (2)

23B

ROCKY

(filming)

It'll keep ya company. C'mon --
pretend ya happy.

Rocky Jr. playfully slaps his shoulder.

ROBOT

Please make a wish.

PAULIE

This thing is creepy --

ROBOT

Please make a wish.

PAULIE

Relax, metal-head! I'd like
to make a wish, and start
eatin' this strange creation
here...

(to Rocky Jr.)

Wanna help me put out this
forest fire on the count of
three... one -- two -- three!

Paulie starts to blow out the candles as Rocky Jr.
dumps a glass of water on the rest.

ROCKY JR.

They're out.

Paulie is simply dumbfounded. He glances at Rocky.

PAULIE

(to Rocky)

Ya's are gonna have trouble with
this kid.

ROBOT

... Please make a wish...

23C INT. OFFICE - NIGHT

23C

Rocky is in his study. The room is fairly dark except
for the flickering lights emitted from a home computer.

The computer is programmed to teach English.

Adrian enters.

(CONTINUED)

23C CONTINUED:

23C

ADRIAN

Hi -- Do you want to get ready
for bed?

ROCKY

Yeah -- Y'know, this machine
can make ya feel real bad.

ADRIAN

Why?

ROCKY

The more I learn from it, the
more I think I don't know
anything --

ADRIAN

But ya learning more every day.

Rocky faces Adrian, then rises after turning off the
machine.

ROCKY

How'd ya end up with such a
dumb person?

ADRIAN

Just lucky, I guess.

ROCKY

One thing I do know is that
you're the best.

ADRIAN

I think you have it backwards.

ROCKY

Ya know what's amazin' is after
all these years everything still
feels new.

ADRIAN

Think it'll ever change between
us?

ROCKY

Absolutely, no way.

ADRIAN

I hope not.

(CONTINUED)

23C CONTINUED: (2)

23C

ROCKY

Remember I told you the night
we got married that you're
never getting rid of me --

Adrian nods.

ROCKY

(continuing)

-- well, you're not.

Rocky kisses her and the SCENE FADES.

23D INT. HALLWAY - NIGHT

23D

Paulie is walking down the hall, being followed by the
Robot.

ROBOT

... I will wake you up. What
time do you wish to get up?
Pick a time, please. I can be
programmed to make coffee --
Do you want coffee? How many
cups, please?

Paulie reaches his room; he enters and slams the door in
the Robot's face... A second later he re-opens the door.

PAULIE

... C'mon -- But don't ask no
more questions!

24 INT. NEW YORK AIRPORT

24

Many policemen are located every several feet approaching
a boarding gate... Several detectives with earphones mill
around the growing army of minicams, photographers and
reporters. The NOISE begins to SWELL as an entourage
steps from the boarding gate and into the glare of
cameras.

The entourage is Russian. Present are several Russian
security agents that flank a huge blond athlete with a
hard angular face that appears to have been forged steel
... His eyes betray no emotions, almost robotized in his
motions... One thing for certain, IVAN DRAGO is an awe-
some specimen of carefully constructed manhood. Beside
him is his gruff, barrel-chested manager, IGOR RIMSKY,
and shorter trainer, NICOLI KOLOFF.

(CONTINUED)

24 CONTINUED:

24

Almost employing a phalanx through the REPORTERS, the Russians move straight ahead in an arrogant fashion.

REPORTER #1

Would you answer a few questions?!

REPORTER #2

When are you going to fight, Drago?

REPORTER #3

How long are you here for?

RIMSKY

We talk at press conference.

REPORTER #1

Is it definite that the Soviet Union will enter professional boxing?

RIMSKY

Please, we will talk at press conference. Excuse us.

The Russian contingent brushes through the crowd like a Roman phalanx.

25 EXT. STREAM - DAY

25

Apollo sits in a rowboat. A fishing pole is balanced in his hands. Apollo's eyes are glazed and bored. Gazing on this tranquil scene, it could be said Apollo looks like a major displacement of manpower. A small portable television is situated on the front seat of the boat.

SPORTS ANNOUNCER

... Well, today may have proved to be a landmark in sports. After unraveling years of red tape, Russia will now throw its hat in the ring -- the prize ring, that is --

Apollo's eyes lift from the floor and finally show a keen ray of mounting interest. The Announcer's face disappears, and on the TV a full blown press conference appears... Seated in front of a forest of microphones, is the Russian super heavyweight, Ivan Drago and his bearish manager, Igor Rimsky.

(CONTINUED)

25 CONTINUED:

25

Next to Rinsky is a Cuban trainer. Stationed behind them is a row of Russian security guards. The men are almost engulfed in the strobe-like effect from the battery of cameras.

RIMSKY

(reading)

Today, the Soviet Union has officially entered professional boxing... Our great and undefeated heavyweight champion, Ivan Drago, will be the first to compete, and if we are fairly treated, other great athletes from the Soviet Union, East Germany and Cuba will follow.

O.S. REPORTER VOICES are heard firing questions at the Russian.

REPORTER (O.S.)

Mr. Rinsky -- who will be your first fight?

RIMSKY

Anyone who is qualified.

REPORTER (O.S.)

Drago! Have you ever boxed against a real professional?

Drago shifts his eyes to the camera, then to Rinsky.

RIMSKY

Not yet. But having been trained in Russia and in Cuba by the great boxing coach, Manuel Vega --

The Cuban coach nods his head in agreement.

RIMSKY

(continuing)

He may be the most perfect athlete in the world. I have never seen anyone match his strength, his coordination or his aggressiveness.

REPORTER (O.S.)

You make it sound like he's indestructible.

(CONTINUED)

25 CONTINUED: (2)

25

RIMSKY

Yes -- He could be.

The Reporter comes back on.

REPORTER

No shortage of confidence there. Can this mammoth, Cuban-trained Russian, who's already been nicknamed 'The Siberian Express,' wreak havoc among the professional ranks? Time will tell, but one thing for certain -- whoever he fights first will be one hot ticket... Now let's get tonight's action in basketball...

Apollo turns away from the television and pulls in his fishing rod and rapidly begins rowing for shore.

25A INT. ROCKY'S HOUSE - DAY

25A

Rocky is with his son in the office room. The room is full of the child's toys, but all the focus is on a small home computer. Paulie stands with a beer and the Robot in the doorway.

ROCKY

C'mon, ya gotta learn this stuff. Who was the thirty-fifth President?

ROCKY JR.

Why? -- I wanna go outside.

ROCKY

You can always go outside -- It's important to fill up your brain when ya young -- What's the answer?

ROCKY JR.

John F. Kennedy -- is that right?

ROCKY

That's great.

PAULIE

He should be learnin' how to fight!

(CONTINUED)

25A CONTINUED:

25A

ROCKY

Why?

PAULIE

'Cause he's your kid and punks
are gonna wanna squash his head
'cause of who he is. Ya wanna
squashed head?

ROCKY

(sighs)

Nicely put, Paulie.

PAULIE

Forget computers. Just buy
the kid a bat -- Beer!

The Robot rolls forward and Paulie takes the beer...
Adrian's voice is heard:

ADRIAN (O.S.)

Rocky -- Apollo's here.

ROCKY

What? Ya kiddin'!

ROCKY JR.

(to Rocky)

... Not another rematch, I hope.

ROCKY

No, no more -- Listen, keep
studyin' -- Paulie, let him
work, okay?

He moves away; Paulie turns to Rocky Jr.

PAULIE

(to Rocky Jr.)

Remember how to play gin?

They walk off together.

CUT TO:

A26 SCENE

A26

Rocky walks up to Apollo in the living room and they
shake hands.

(CONTINUED)

A25 CONTINUED:

A26

APOLLO

Hey, Stallion -- What've you
been up to?

ROCKY

Nothin' much -- Why're you here?

APOLLO

Have you been listenin' to the
news?

ROCKY

What happened?

APOLLO

Let's step outside.

B26 EXT. ROCKY'S HOUSE - DAY

B26

Apollo picks up a football that is lying on the lawn.

APOLLO

The Russians sent over this giant
who plans on taking your title.
Heard about it?

ROCKY

I've heard some talk.

APOLLO

Like what?

ROCKY

Like they want us to fight, like
put on an exhibition.

APOLLO

You didn't agree. You didn't
commit to anything, did you?

ROCKY

Not yet.

APOLLO

You're sure.

ROCKY

Yeah, I'm not that punchy.

(CONTINUED)

B26 CONTINUED:

B.16

APOLLO

Great -- Then I think I've come up with a great idea -- Let's go talk -- hut one -- hut two!

Apollo makes a couple of fakes against Rocky, who grabs for the ball.

26
and
26A

OMITTED

25
and
26A

27

INT. RUSSIAN TRAINING ROOM

27

The gym is very antiseptic white and resembling somewhat of an experimental laboratory.

The press stands with several minicams filming a portion of the training method of Drago.

Drago is in a tank top and sweat suit bottoms. Both garments have the insignia of the Soviet Union embroidered on.

There are a pair of electrodes hooked up to Drago's upper back. Behind him a video camera and a large computer graph with a diaphragmatic readout instrument that basically charts the angle of the body when it makes impact with a stationary target.

RIMSKY

We wish to show the American press a small portion of the advances our country's made in the technology of human performance.

REPORTER

What exactly does this do to enhance performance?

RIMSKY

It makes a man a better man -- a great athlete a super athlete by harnessing all his power... But this country, like most of the world, is ignorant in body chemistry.

REPORTER

Has this been proven?

(CONTINUED)

27 CONTINUED:

27

RIMSKY

Do we not embarrass you whenever
our athletes meet?

Rimsky turns to Ivan Drago and the giant throws a punch
into a padded area above which is a digital readout...
the meter 1650 lbs.

RIMSKY

(continuing)

Your so-called heavyweight
averages seven hundred pounds
of pressure per square inch.
Drago averages 1650 pounds...
So the result's quite obvious.

REPORTER

What results?

RIMSKY

... Whatever he hits, he destroys.

28 INT. ROCKY'S HOUSE - NIGHT

28

Apollo is pacing along the dinner table like a wildcat.
Rocky and Adrian follow him with their eyes... Paulie is
engrossed in watching Rocky Jr. eating a massive piece
of chocolate cake.

APOLLO

The Russians know the division
is damn weak and they can stomp
their way up the ranks if nobody
tries to stop them.

Rocky looks at Adrian and receives no response. She is
definitely not enjoying this conversation.

ADRIAN

Why do you want to fight again?

Apollo looks to Rocky in a split-second of disbelief at
Adrian's statement.

APOLLO

Let's say for the sport of it,
and I wanna put on this fantastic
exhibition match with this monster
before he fights anyone else in
this country... the thing is gonna
be a major media event, folks.

(CONTINUED)

ADRIAN

(to Rocky Jr.)

You can get ready for bed.

ROCKY JR.

Okay.

The child takes off and Rocky re-faces Apollo.

ROCKY

Apollo, don't you think people are expectin' me to fight him first.

APOLLO

And you will, for real. All I want is an exhibition match.

ADRIAN

What's the purpose? What at this point in your life is worth getting hurt for?

Paulie pushes a button. The Robot enters carrying a bottle of beer and a glass.

APOLLO

Not money -- What's that?!

PAULIE

My new girl -- thanks, honey.

ROBOT

Yes, handsome -- You are the greatest. See ya, sport.

ROCKY

Who taught it to talk like that?

PAULIE

Nobody.

Paulie pushes a button and the Robot exits.

APOLLO

Back to business. I don't want this bum coming over here and trying to make us look bad. They try every other way, but this time we'll make them look pitiful...

(CONTINUED)

28 CONTINUED: (2)

28

ADRIAN

How much more can you take, Apollo?
Either one of you?

ROCKY

What're you saying?

ADRIAN

What are you both trying to prove?
You both are champions. Don't
you think it's time to think
about doing something else.

APOLLO

Stallion, I was in your corner
when you needed me, now I'm askin'
you to be in mine.

ADRIAN

(rises)

... Nice seeing you again -- and
I hope you change your mind.

APOLLO

Are you with me?

ROCKY

I'll be right back.

Rocky rises and goes after Adrian.

29 INT. KITCHEN - NIGHT

29

Adrian is putting away some food.

ROCKY

Adrian, please, I don't want
ya to be mad over this.

ADRIAN

I'm not mad. I just have bad
feelin's about it.

She places a milk carton in the ice box.

ROCKY

Yeah... I don't know, Apollo just
has this great imagination.

(CONTINUED)

ADRIAN

It is imagination! It's not real.
 It's not to prove he's a man
 anymore. Apollo just can't stand
 being forgotten. It's something
 he's got to face, you will, too.
 : So what are you trying to prove
 : by getting involved in this,
 : Rocky?

ROCKY

Just that he's a friend.

Rocky turns and exits the kitchen and re-enters the dining room. Rocky faces Apollo who looks at him with an expression of apprehension... Rocky looks at Apollo and nods his acceptance. Apollo smiles.

30 INT. HOTEL LOBBY - DAY

30

Rocky is standing outside a pair of double doors for someone... After a moment he enters the double doors.

31 INT. RECEPTION HALL - DAY

31

Apollo Creed radiates despondency as he scans the many empty folding chairs... In the audience are only six reporters. Behind Apollo are several large photo blow-ups of his fight with Rocky and one from Rocky I, garbed in his Uncle Sam outfit.

Rocky steps into the high-ceilinged room and shakes his head "no" at Apollo, who moves to the podium.

APOLLO

Well, ah -- well, let's not wait
 for the television cameras...

A pair of REPORTERS exchange glances.

APOLLO

(continuing)

I called this exclusive press
 conference today -- and I mean
 exclusive, because as you can
 see, I only wanted the important
 writers like you all to hear
 what I'm about to say...

(CONTINUED)

31 CONTINUED:

31

REPORTER

... And what is that?

APOLLO

What I plan to do is something that's gonna shake this room, shake this city and definitely shake this world... With that man, Rocky Balboa, in my corner, I plan on challenging and publicly destroyin' the Russian heavyweight in an exhibition match.

REPORTER

(pause)

Why?

APOLLO

(at a slight loss)

... Because it's just meant to be -- Call it destiny.

The Reporters are not impressed.

REPORTER

Haven't you been retired for nearly five years?

APOLLO

Retired? No, sir, just been on a long vacation. Next question?

The Reporters look idly at their pads.

APOLLO

(continuing;
losing poise)

Who out there wants to know my fight strategy?

A long deadly silence.

REPORTER

Why don't you fight, Rocky -- You're the man now.

Rocky glances at Apollo who is crushed by the lack of attention.

ROCKY

(very low)

... I don't know.

32 INT. HOTEL - RECEPTION ROOM - NIGHT

32

Apollo is thoroughly depressed as he sits beside his pictures on the reception room stage.

Rocky sits in the empty audience... Rocky finally breaks the silence.

ROCKY
... Apollo, don't do this to yourself.

Apollo raises his eyes.

ROCKY
(continuing)
Don't let them get to you.

APOLLO
(introverted)
I've never made myself feel like a fool.

ROCKY
You're no fool.

APOLLO
I must be -- Look at me in this room. We're alone, man -- nobody cares.

He rises.

ROCKY
... You're wrong.

APOLLO
No, you're wrong. They care when ya bleedin', they care when ya gettin' pounded to death -- But soon as ya step out of that ring, nobody cares. You spend years tryin' to get people to respect you, and years learnin' to respect yourself, then ya step out of the light for a while, and you're ancient history.

ROCKY
Maybe you set yourself up, Apollo.

APOLLO
How?

(CONTINUED)

ROCKY

Maybe you don't wanna hear this.

APOLLO

What? I wanna hear it. What?

ROCKY

It's y'know, ego.

APOLLO

I don't wanna hear this.

ROCKY

Everybody knows you're a great fighter, a great showman, y'know, and sometimes the hardest thing to admit is when the show is over.

APOLLO

When you think it's over, it really is over. It's not time to play roll-over dead. You don't think it's over for you, do you?

ROCKY

Soon.

APOLLO

If you think you're gonna get beat soon, then why the hell don't you retire before you get beat.

ROCKY

'Cause gettin' beat is all part of it, y'know --

APOLLO

You're crazy!

ROCKY

No, you're crazy! Because a real champion should win it and lose it in the ring, like you did.

APOLLO

Then what? Where do we go: 'cause we sure as hell can't be born again.

(MORE)

(CONTINUED)

32 CONTINUED: (2)

32

APOLLO (CONT'D)

I can't accept this yet! I can't make a new life. I tried, man, but I burn inside -- I burn and it's wrecked my life -- I don't hardly see my family anymore, I don't do anything but think about being somebody again --

ROCKY

Once you're somebody you always are. But we can't stay the same forever, we gotta change.

APOLLO

Maybe we look like we're changin' to other people, but we're not changin' inside. You and me, we don't have a choice -- we can't change our breed. We are what we are, man -- I know you better than anyone, 'cause I've seen you like nobody else has seen you. I've seen that animal look, and that look can never be tamed. You and me, we can't turn it off... You have to go the limit. We have to live on the edge. We're different, man! We're never gonna fit in to a normal life -- never; 'cause we're the warriors, we're the last ones left standing, and without a war to fight, a warrior may as well be dead too!!!

33 EXT. TRAINING HEADQUARTERS - DAY

33

The taxi is seen idling in front of the large squarish industrial building. The Driver glances at his watch then glances at the building.

34 INT. TRAINING HEADQUARTERS - DAY

34

Apollo is standing with Rocky in front of a pair of security GUARDS... The Guards are blocking the fighters' passage down a long grey corridor... SOUNDS of athletes TRAINING can be heard in the background.

APOLLO

I asked you to get who's ever in charge out here.

(CONTINUED)

14 CONTINUED:

34

GUARDS

(Russian accent)

You do not have permission to
be here.

APOLLO

What permission? I just want to
talk.

GUARD

Leave or we call your city police.

He shoves his way past the Guard. Rocky follows.

GUARD

(continuing)

You cannot do this!

ROCKY

... He's moody.

GUARD

You cannot do this!

APOLLO

Hey, Stallion.

ROCKY

Yeah.

APOLLO

We're doing it.

ROCKY

I'm impressed.

Apollo and Rocky enter a pair of large swinging doors.

35 INT. ULTRA-MODERN GYM - DAY

35

Rocky and Apollo enter what appears to be a time warp.
All the gym equipment is dazzling chrome and high tech.
The likes of which the two fighters have never seen.

In the room are eight Russian fighters, ten trainers
and six white-cloaked lab technicians.

Apollo boldly steps forward.

APOLLO

Hey, everybody, listen up! Apollo
Creed is here in the flesh and
ready to negotiate and decapitate.

(CONTINUED)

35 CONTINUED:

35

The Russians begin to murmur among themselves.

APOLLO

(continuing)

I hear you got some large potato
who thinks he can rumble -- If
that's so, then bring that heavy
bag with eyeballs here right
now so we can discuss that.

(to Rocky)

Good so far?

ROCKY

(low)

Excellent.

From behind Apollo, Ivan Rimsky appears followed closely by the massive Drago and the rest of the trainers. Koloff stands in the background.

Rocky eyes Drago and whispers to Apollo.

ROCKY

(continuing)

Apollo.

APOLLO

What?

ROCKY

He's a very large structure.

APOLLO

Details.

RIMSKY

You're trespassing.

APOLLO

(to Rimsky)

You wouldn't come to me so I
came to you. As the former
World Champion, I want to
fight your man here in a friendly
exhibition.

RIMSKY

(laughs)

Impossible...

(CONTINUED)

35 CONTINUED: (2)

35

APOLLO

Why?

RIMSKY

Why? Why, because you are has-
been.

Apollo tightens and moves forward. Rocky grabs his arm. Rimsky shoots a fleeting glance at Koloff who remains hard-eyed.

RIMSKY

(continuing)

You are nothing to us. To beat
you is not a worthy accomplishment;
no.

(to Rocky)

But soon we fight you. You mean
something.

APOLLO

Get that robot in the ring right
now and I'll show you what a
'has-been' can do -- I mean
nothing?! Get him in the ring!

Big Drago starts to move to Apollo. Rimsky blocks his progress and mocks Apollo in Russian and eyes Koloff again.

APOLLO

(continuing)

C'mon, any way you want it --
If you think everybody is trash,
then come and get it.

Eight police led by the Security Guard burst into the room.

GUARD

... There!

APOLLO

Everybody thinks the Russians
are so bad! So dangerous. To
who? Not to me!

Koloff nods to Rimsky who, in turn, gives Drago an order in Russian.

(CONTINUED)

35 CONTINUED: (3)

35

Just then, Drago grabs Apollo and shoves him violently backwards. Apollo regains his balance and charges the Russian who remains as impassive as a mountain of granite.

POLICE

That's enough! Apollo, that's it! You have to go!

The police hold Apollo back as Rimsky looks at him and Rocky with disdain.

APOLLO

C'mon, right now! Let's see what you've got! C'mon -- I'm waiting for you!

The police start to guide Apollo out.

RIMSKY

You really want to get hurt, don't you?

APOLLO

I'll leave --
 (to police)
 I'm sorry -- no problem.
 (to Drago)
 Any place, any time, any where.

Apollo looks at him with a hard expression as he exits.

POLICEMAN #1

We're sorry, Rocky -- just doin' our job.

As they move down the hallway, Apollo leans over to Rocky.

APOLLO

How'd I do?

ROCKY

A little loud, but good.

APOLLO

Think they'll go for it, Stallion?

35 INT. CONFERENCE HALL - DAY

36

Apollo sits in front of a battery of microphones -- likewise Rocky... At the opposite end of the table is Koloff, Rimsky, Manuel Vega and, of course, the massive Ivan Drago.

(CONTINUED)

36 CONTINUED:

36

In front of the fighter is a wall of REPORTERS and mini-cams. Adrian and Paulie stand off to the side.

REPORTER #1

Drago, why did you choose to fight Apollo Creed first?

Rimsky leans forward.

RIMSKY

He came begging to us -- and we do not like what he represents, and after this fight he may learn respect.

REPORTER #2

How do you plan to do that?

Rimsky nods at Drago.

DRAGO

Punish him.

REPORTER #3

Apollo, do you care to elaborate?

RIMSKY

(overriding)

Let me say that we come as sportsmen, but we see that American prejudice, and arrogance is everywhere -- You have fantasy that you are leaders -- You are not! You have fantasy that this country is so very good, and we are so very bad -- All false propaganda, and perhaps the simple defeat of this old man will be an example of how pathetically weak your society has become.

Apollo rises and points at Rimsky.

APOLLO

(irate)

I can't listen to this anymore -- The press can call me a flag waver or anything else they want...

(MORE)

(CONTINUED)

APOLLO (CONT'D)

... I don't care, 'cause standing up for your honor is everything; without honor you're a loser. You call this a pathetic and corrupt society? Maybe this country isn't perfect, but it sure beats any place else, 'cause here we walk around free. Here we don't have to keep our people in with a wall and machine guns. Maybe I can't do nothing 'bout changin' the world. Because I'm sure I can't, but I can say I'm a man who's proud of coming from the greatest place on earth. And I'm tellin' you and anybody else who can hear, that when we get it on, that fool's going to be the newest Russian satellite in the sky 'cause I plan on blastin' his butt to the damn moon!

DRAGO

(very hard)

The more you talk, the worse your defeat will be.

Rimsky and Drago rise.

The Russians exit. Rocky turns away from the Russian and faces Apollo.

APOLLO

So what d'you think?

ROCKY

I'm impressed again...

REPORTERS

Apollo, can we ask you a few questions... Apollo, over here!

APOLLO

You got it -- Excuse me, Stallion.

(CONTINUED)

36 CONTINUED: (3)

36

Adrian and Paulie advance. Apollo joins a cluster of Reporters.

ADRIAN

Rocky, can I talk to you?
Please don't do this -- You're
a champion. This is a publicity
stunt, not a real fight.

ROCKY

It's important to him.

ADRIAN

Rocky, this wouldn't be
happening if you weren't
backing it. It's not right.

ROCKY

Maybe it's not right for me --
but it's right for him, Adrian.

37 OMITTED

37

38 INT. OLD GYM

38

Apollo is jumping rope. Rocky is observing the stop watch.

39 INT. OLD GYM

39

Apollo is sparring with a large partner. He is getting the better of him. At the height of his assault, he throws a hard right and drops the sparring partner. He turns and walks away.

APOLLO

That's good enough.

ROCKY

What?

APOLLO

Let's move on.

- 40 EXT. STADIUM STAIRS - DAY 40
 Apollo is seen sprinting up what appears to be an endless flight of stairs. Rocky stands at the bottom and cheers him on.
- ROCKY
 Against
- APOLLO
 Slavedriver!
- Apollo starts back down.
- 41 INT. GYM - DAY 41
 Apollo is on the heavy bag.
- ROCKY
 Let the right go!
- 42 INT. GYM - NIGHT 42
 Apollo is completing a grueling series of sit-ups. Rocky's expression shows growing concern.
- 43 INT. GYM - NIGHT 43
 Apollo is seen shadowboxing alone... Rocky is at ring-side.
- 44 ANOTHER ANGLE 44
 Apollo is jumping rope... Rocky clocks him with a stopwatch.
- 45 INT. GYM 45
 Rocky is pounding Apollo in the midsection... Apollo lies prone on a table.
- 46 INT. GYM 46
 Rocky is blowing bubbles and Apollo is snapping them with his lightning jabs.
- 47 thru 49 OMITTED 47 thru 49

49A INT. GYM - NIGHT

49A

Apollo is shadowboxing in the ring alone. Rocky observes from ringside.

ROCKY

... Time!

Apollo stops boxing.

APOLLO

Long day.

ROCKY

How do you feel?

APOLLO

I could eat nails, Stallion.

ROCKY

I think ya need another week to sharpen up.

APOLLO

No way — I'm ready now.

ROCKY

Why don't we just postpone it a couple weeks.

APOLLO

Can't do that.

ROCKY

Apollo, we don't know nothin' about this guy.

APOLLO

What if I pull out and somebody else takes my place and whips him, where's that leave me?

ROCKY

What d'you mean, 'leave you'? It's just an exhibition.

APOLLO

That's where you're wrong! To you it's just a fight. To me, it's my last chance. Don't you understand, it's us against them. Do you always wanna be remembered as a guy who just took punches for money? Remembered as somebody who was just a pain machine?

(MORE)

(CONTINUED)

49A CONTINUED:

49A

APOLLO (CONT'D)

I don't; I wanna remember myself
as somebody who did something.
We gotta be more than guys
standing around watching their
lives go by -- and if you don't
understand what I'm talkin'
about now, you will when it's
over.

50 EXT. HOTEL - NIGHT

50

People head into the glittering casino or ballroom above
which hangs a bold marquee that reads: "SPECIAL EVENT
APOLLO CREED (USA) VS. IVAN DRAGO (USSR)."

51 INT. BALLROOM AREA

51

The CAMERA MOVES DOWN FROM THE CEILING REVEALING a packed
room. The room itself is more like a disco with a well-
dressed audience pulsating to a live band and extra-
ordinary lightshow. The entire scene has the aura of
a fantastic but slightly decadent late night New York
club.

Drago stands in the ring. He solemnly eyes the scene,
drinking this strange environment with absolute disdain.
Beside him is Rimsky and the other cornerman, Cuban,
Manuel Vega. Seated nearby is the sinister presence
of Kolouff... The spectators eye the Russian giant, the
way they would a caged bear... Suddenly the music changes
and Apollo Creed is seen entering the room.

Apollo is dressed as Uncle Sam, and striding through the
crowd behind a wall of smaller ushers... Rocky stands
beside Apollo. He appears concerned. Beside Rocky is
Duke. Apollo is waving to the crowd with two small
American flags. The crowd LOVES IT.

APOLLO

(to Rocky)

... God, it's great to be back.

Apollo reaches the band, jumps up with the players and
to the crowd's delight, sings for a few seconds then
hurries to the ring... Apollo has the ropes held open
by Duke and climbs into the ring.

APOLLO

(continuing; to Drago)

I want you! I want you!

ROCKY

Save your energy.

(CONTINUED)

51 CONTINUED:

51

APOLLO

Relax, Stallion, it's just a show.

ANNOUNCER (V.O.)

Ladies and gentlemen, welcome.
Tonight's fight is being brought
to you by Tiger Eye Promotions...

51A APOLLO'S CORNER

51A

Apollo eyes the Russian across the ring while flicking his jab into the air.

APOLLO

... We'll take him.

ANNOUNCER

... Before we go any further,
I would like to announce the
presence of a true fighting
champion that defines the word
courage -- The Stallion,
Stallion Rocky Balboa!

Rocky smiles at Apollo.

ROCKY

... Excuse me.

APOLLO

Of course.

Rocky steps forward and waves at the crowd.

The RINGSIDE TELEVISION COMMENTATORS adjust their headphones and observe Rocky.

COMMENTATOR #1

The Great champion from
Philadelphia -- tonight
helping in Apollo's corner.

COMMENTATOR #2

Truly an odd couple if there
ever was one -- Almost as odd
as this location.

(CONTINUED)

51A CONTINUED:

51A

COMMENTATOR #1

Definitely a first.

Rocky returns to the corner.

PAULIE

When do I get introduced?

ROCKY

... Tomorrow.

From across the ring the giant Russian eyes them.

ANNOUNCER

Ladies and gentlemen -- Tonight's special event features two great athletes. In the blue corner weighing 221 pounds, the former heavyweight champion of the world, The Dancin' Destroyer, the Count of Monte Fisto.

PAULIE

Think ya got enough nicknames?

ANNOUNCER

The future Master of Disaster, the one and only, Apollo Creed.

Apollo settles down and the BELL RINGS for silence.

ANNOUNCER

(continuing)

In the red corner, weighing an even 261 pounds, gold medalist and the undefeated world amateur champion from the Soviet Union -- making his American boxing debut this evening, 'The Siberian Express,' Ivan Drago!

The crowd CHEERS mixed with a smattering of BOOS and Drago merely stares death-like at Apollo.

Rocky moves close to Apollo.

ROCKY

You okay?

APOLLO

Fine, Stallion.

Ringside Commentators.

(CONTINUED)

51A CONTINUED: (2)

COMMENTATOR #1

The bad blood between these two
can be felt all the way in
the last row.

Apollo, Rocky and Paulie move to the center of the ring...
Likewise, the Russian corner, Drago never removes his
penetrating eyes from Apollo. His ferocious concentra-
tion is unnerving.

REFEREE

You both know the rules --

The manager, Rimsky, translates into Russian.

REFEREE

(continuing)

I want a clean fight. In the
case of a knockdown, go to a
mutual corner -- Good luck to
you both.

DRAGO

(unnervingly)

... You cannot win.

APOLLO

... Bring it on.

The Russian continues to stare even more intently as
Apollo backs into his corner.

APOLLO

(continuing)

Hurry up and ring the bell.

The Russian moves to his corner, still never breaking his
stare... Rimsky gives the last minute instruction in
Russian.

Duke leans through the ropes for last-minute instruc-
tions.

DUKE

Just don't get crazy -- you're
the man, you're the teacher.

APOLLO

Yeah -- We're gonna do it, Stallion!

Rocky nods -- Apollo tenses as the BELL RINGS.

(CONTINUED)

51A CONTINUED: (3)

51A

The fighters move to the center of the ring and Apollo wastes no time in pushing five blinding jabs in the Russian's static stoic face.

51B RINGSIDE

51B

COMMENTATOR #1
Apollo is in great form hitting the Russian at will.

51C ROCKY IN THE CORNER

51C

ROCKY
... Keep sticking!

Apollo changes direction and continues to jab the Russian.

51D RINGSIDE - THE RUSSIAN, KOLOFF

51D

coldly eyes the action.

51E RUSSIAN'S CORNER

51E

RIMSKY
(in Russian)
Right hand over the jab!!

Apollo hits the Russian twice more when suddenly an express train right hand explodes against his jaw.

Apollo staggers back, but the Russian is on him. The Russian bombs him with hooks and right hands, most of which land... Apollo is in trouble!

51F APOLLO'S CORNER

51F

ROCKY
Tie him up! Hold him, Apollo!

51G CENTER RING

51G

Apollo attempts to clinch but in a display of shocking strength, Drago breaks the grip and shoves Apollo against the ropes... Apollo brilliantly slips under a thunderous hook and backpedals to the center of the ring.

51H APOLLO'S CORNER

51H

ROCKY
Don't stand there!

DUKE
(screams)
Move!

51J CENTER RING

51J

Apollo steps forward and unleashes his best Sunday punch in the center of the Russian's face... It barely stops the Russian's forward momentum as the enraged Russian charges in for the kill.

51K RUSSIAN'S CORNER

51K

RIMSKY
(in Russian)
Knock him out! Now!!

51L CENTER RING

51L

Apollo is valiant as he tries to ward off the attack... The Russian is now loose, and boxing with deadly grace.

51M RINGSIDE COMMENTATORS

51M

COMMENTATOR #1
The Russian has trapped Creed.

51N CENTER RING

51N

Apollo and the Russian stand toe-to-toe... using more guts than brains. Apollo tries to trade with the giant.

51P APOLLO'S CORNER

51P

ROCKY
Don't trade with him!!

PAULIE
Is he crazy!?

51Q CENTER RING

51Q

Apollo manages to step around Drago and drive an incredible flurry of three picture-perfect left/right combinations, but instead of backing up for more punching room he insanely calls for the Russian to come ahead for more.

The enraged Russian dances forward then steps to the side and smashes Apollo flush on the jaw with a sneaky right hand and nearly crumples the former champion.

Apollo slumps against the rope and the massive Russian moves in for the kill.

51R APOLLO'S CORNER

51R

ROCKY/PAULIE

Grab him! Tie him up!

51R1 RING

51R1

The BELL RINGS and Apollo staggers to his corner as the Russian mocks him.

51R2 DRAGO'S CORNER

51R2

Drago returns to his corner with an air of supreme confidence. Rinsky speaks forcefully to him in Russian, about how hard Apollo Creed hits... Drago gives a nonchalant shrug and eyes the stunned audience.

51R3 APOLLO'S CORNER

51R3

Apollo is slumped on a stool, panting. His left eye is swelling badly.

DUKE

Let's call it! The fight's finished.

APOLLO

Nuthin' is finished!

DUKE

You can't do no more, champ.

APOLLO

I'm here to fight.

(CONTINUED)

51R2 CONTINUED:

51R1

ROCKY
He's killin' ya -- I gotta
stop this.

APOLLO
(panting)
Don't stop it! Promise ya
won't stop it. It's what I
want --

ROCKY
Don't do this to me!

APOLLO
(rises)
I'm doin' it for me. Please,
it's what I want.

51S RING

51S

The BELL RINGS and once again Apollo is being crushed by the ferocious Russian. Granite hard blows rain down on Apollo. Life is progressively being pounded out of him.

51T RINGSIDE

51T

Apollo's wife screams out in fear.

MRS. CREED
Stop this fight!

51U RING

51U

Apollo is now being held up by the Russian and his lethal arching right hand punches down on the barely conscious Apollo.

51V RINGSIDE COMMENTATORS

51V

COMMENTATOR #2
Why they haven't stopped this
fight is beyond me!?

51W APOLLO'S CORNER

51W

Rocky is just about ready to throw the towel in... Adrian rushes up.

ADRIAN
Rocky, he's dyin'!

51X RING

51X

Apollo turns to his corner and shakes his head "no." Rocky looks at Duke, who yells, "Throw it." Rocky looks back at Apollo and drops the towel to the floor. In a final display of raw fighting instinct, Apollo rolls off the ropes and unleashes a final flurry of jabs and hooks that manage to halt Drago's brutal assault momentarily and the crowd goes berserk.

ROCKY

He hurt him!

DUKE

Hook -- Hook!

ADRIAN

Please stop this!!

51Y CENTER RING

51Y

Rather than run, Apollo chooses to hold his ground and the Russian charges through Creed's punches and nearly crushes Apollo's head with a killing right hand bomb... He hits the defenseless champion with three more punches that nearly decapitate Creed... The Referee tries to step in to end it, but in a blind fury the Russian shoves him aside and delivers one final blow that hammers Apollo to the canvas. The back of his head collides heavily against the ring floor.

51Z AUDIENCE

51Z

The CROWD BOOS at the outrage.

51Z1 APOLLO

51Z1

Rocky and Paulie rush to Apollo, followed by the ringside PHYSICIANS.

51Z2 KOLOFF

51Z2

smiles dryly at the victory and nods his approval to Rinsky.

51Z3 RINGSIDE COMMENTATOR

51Z3

COMMENTATOR #1

There's no movement by Creed!

5124 CENTER RING

5124

Rocky removes Apollo's mouthpiece... Reporters and cameramen hover around like vultures.

ROCKY

Let the doctor in here -- Back up!!

ANNOUNCER

Winner by knockout at .52 of
the second round, Ivan Drago.

The furious crowd yells out its displeasure... The victorious Russian adds insult to injury by having a large Russian flag draped around his shoulders. Rinsky guides him to the center of the ring and grabs the announcer's microphone. He hands it to Drago. There is chaos in the ring.

DRAGO

(as programmed)

My name is Drago. I cannot be
defeated.

Rocky is helping place Apollo on a stretcher.

PAULIE

Everybody get the hell back!

DUKE

Move it.

ROCKY

Where's the ambulance!

DOCTOR

We've called for one.

ROCKY

There's not one here?!

A minicam glares in Rocky's face.

INTERVIEWER

How is Rocky?

DUKE

Get out of here!

The camera remains filming Drago in center ring.

DRAGO

Tonight I defeat an old man --
An inferior American fighter.

(CONTINUED)

5124 CONTINUED:

5124

Adrian catches Rocky's eye for a slicing glance and the emotional turmoil between the two is electric.

ROCKY

Get everybody out of the way!

Drago in center ring.

DRAGO

Soon I defeat real champion
and soon whole world will know
my name: Drago!

Several minicams glare their harsh lights in Drago's face... The atmosphere's chaotic.

5125 APOLLO'S HEAD

5125

is being cradled in Rocky's lap.

ROCKY

(to Paulie)

Where's the stretcher?

51AA
thru OMITTED
52A51AA
thru
52A

53 INT. ARENA - NIGHT

53

REPORTER

Did you ever think the fight
would be so easy?

DRAGO

Yes -- He was old... very
weak.

53A INT. RING - NIGHT

53A

Rocky is with Apollo who is at death's door.

ROCKY

... Hold on, Apollo -- you're
strong. Believe it. If you
can hear me, grab my hand.
Grab it.

54 OMITTED 54

55 INT. RING - NIGHT 55

The press interview with Drago is still going with great enthusiasm.

REPORTER #2

Drago, Apollo Creed appears to be in very serious condition. Any comment?

Drago looks at Rimsky, who nods it is all right to speak.

DRAGO

... If he dies, he dies.

Drago eyes the confusion surrounding Apollo and exits with Rimsky.

55A RING 55A

Rocky is still with Apollo who is semi-conscious with his eyes closed.

A second -- then third minicam followed by reporters and photographers surround Rocky and Apollo.

PAULIE

Get back! Get the hell back!

ROCKY

Get that light off him.

The scene FADES FROM AN OVERHEAD SHOT into:

55B EXT. FUNERAL - DAY 55B

It is a misty day. Thirty mourners watch as Apollo's casket is being lowered into the grave... Rocky stands with Adrian and Paulie.

Apollo's wife and two children are there. Also Duke, Apollo's trainer.

Rocky raises his eyes from the descending casket and looks at Adrian... Also present are two television film crews.

Rocky places his heavyweight championship belt on the coffin... He looks back down as the coffin disappears from sight... His reddened eyes are set in a dark aura of vengeance.

(CONTINUED)

55B CONTINUED:

55B

Rocky starts to move away. He pauses in front of Mrs. Creed.

ROCKY

... I'm sorry.

Mrs. Creed remains frozen with her eyes still downcast as Rocky moves away.

MRS. CREED

Why didn't you stop it?

Rocky pauses and turns. The camera crew faces them.

COMMENTATOR

Get a shot of this.

MRS. CREED

(softly)

Why didn't you stop it -- He was your friend...

(almost to herself)

Why didn't he?

Rocky is speechless. The television camera swings onto him. Rocky is totally lost...

ROCKY

... I'm sorry.

Rocky starts to move away. Adrian steps up beside him.

ADRIAN

I know what you're thinking, don't let this happen... What if it happens to you? It could. You're not a Superman, just a man. What if you end up the same way -- Boxing has already killed your two best friends. You've said before you were afraid of losing everything, Rocky. Don't risk everything just to beat that animal.

ROCKY

... got to.

ADRIAN

Why?

(CONTINUED)

55B CONTINUED: (2)

55B

ROCKY
 (softly)
 ... I let it happen.

Rocky turns away, leaving Adrian alone.

55C
 thru
 60

OMITTED

55C
 thru
 60

61 EXT. OFFICE BUILDING - NEW YORK - DAY

61

Traffic and city life abound as the CAMERA SLOWLY PANS UP a New York skyscraper... Conversation is heard above the metropolitan DIN.

62 OMITTED

62

63 INT. UNITED BOXING FEDERATION CONFERENCE ROOM - DAY

63

Rocky is seated in front of a GROUP OF FIVE MEN who sit like a gathering of the Spanish Inquisition on one side of the table, as Rocky sits alone on the other.

... The atmosphere is tense.

COMMISSIONER #1
 ... We've gone over the facts many times, Mr. Balboa, but the answer is still the same.

Rocky looks tired, despondent.

ROCKY
 Can't you change the rules?

COMMISSIONER #2
 Under the present federation rules, a fight between you and this Russian is not and will not be permitted.

Rocky shifts nervously in his seat.

COMMISSIONER #1
 Let's be realistic -- The Russian -- he has yet to have one legitimate professional fight.
 (MORE)

(CONTINUED)

COMMISSIONER #1 (CONT'D)

His bout with Creed was a publicity stunt that backfired -- whether you want to believe it or not, Drago is still considered an amateur.

ROCKY

It was no amateur who beat Creed to death.

COMMISSIONER #2

It's unfortunate these things happen, but they do.

COMMISSIONER #1

It was a fluke.

Rocky coldly eyes Commissioner #1.

COMMISSIONER #3

Let's be rational. Once Drago moves up in the rankings, and once he is in the top ten, you have our blessings.

ROCKY

That might be a couple of years.

COMMISSIONER #3

Yes, it could -- But if it helps prevent another fatality, it's well worth it. The best way to have boxing banned is to have one more accident.

ROCKY

What you're really sayin' is you don't think I have a chance, isn't it?

COMMISSIONER #3

What we're saying is why tempt fate -- Let's find out more about this man -- So far, he's had one professional fight, and one man is dead.

Rocky rises and heads to the door.

(CONTINUED)

63 CONTINUED: (2)

E3

COMMISSIONER #1

Rocky, you want to know the bottom line on all this.

(insensitively)

We have rules and everyone has to abide by those rules.

ROCKY

(pausing)

There's gotta be a time when rules stop and people start.

Rocky exits.

64 OMITTED

64

65 INT. BANQUET ROOM - CLOSEUP - A WALL OF PHOTOGRAPHERS
- DAY 65

and hot glaring mini-cam lights.

The object of their attention is Rocky, who sits behind a long table. At the other end is the Russian contingent of Drago, Rimsky and the ever-present Koloff.

Adrian sits off to the side.

Rocky stares sternly into the lights of the unrelenting cameras.

REPORTER #1

Rocky, is the decision final?

ROCKY

Yes.

REPORTER #3

Rocky -- Rocky -- over here, please. Is this the first time a champion has ever given up his crown?

ROCKY

That I don't know.

(CONTINUED)

REPORTER #2

Doesn't the title mean anything to you anymore?

ROCKY

It's my life.

The Reporters shift their attention to the Russian sector of the table.

REPORTER #4

We know you've agreed to take this fight. Do you think you're moving along too quickly?

RIMSKY

Why wait -- victory now, victory later, it makes no difference.

REPORTER #5

But Rocky Balboa will have no official championship title -- if you win, it will be a hollow victory.

RIMSKY

The world knows he is the true champion -- When he is defeated we will be recognized as the best in the world.

REPORTER #3

Drago, you were criticized for being overly aggressive in your last fight -- any comment?

RIMSKY

You Americans are the most aggressive people in the world. You have no right to criticize anyone.

Paulie shakes his head.

PAULIE

(low)

... Commie, idiot.

Rocky gives him a stern look.

REPORTER #6

Drago, any thoughts on this?

(CONTINUED)

65 CONTINUED: (2)

65

Rimsky quickly whispers in Drago's ear.

REPORTER #6
(continuing)
The question was for Drago.

RIMSKY
(snaps)
What do you say!! That we can
not talk private?!

The Reporter backs up. Rimsky looks towards Kcloff
who nods.

DRAGO
This will be an easy fight, no
problem.

REPORTER #5
Considering Rocky's known
punching power, why do you
say easy?

RIMSKY
He is old-fashioned -- we're
scientific. Drago is thirteen
years younger and the most
perfectly trained fighter ever.
This other man has not the size
or the stamina or the genetics
to win. It is physically
impossible.

REPORTER #1
Has the fight date been set?

ROCKY
In nine weeks, December twenty-fifth

REPORTER #2
On Christmas? Why Christmas?

RIMSKY
It is what we want.

REPORTER #3
And where will it be?

RIMSKY
In Russia.

The room becomes a morass of confusion.

(CONTINUED)

65 CONTINUED: (3)

PAULIE

Is he nuts?!

Adrian looks on in disbelief.

REPORTER #3

Rocky, what's going on?

Rocky just stares over at Drago.

REPORTER #2

Did you say Russia?

Paulie rubs his eyes.

PAULIE

We ain't going over there?

REPORTER #4

Why Russia?

RIMSKY

This country could never judge
a fight fairly. We fight in
Russia or we fight nowhere --

PAULIE

You bums sayin' this country
ain't fair?!

Rocky eyes Paulie who stands.

PAULIE

(continuing)

Let's see your liberty bell, pal!

RIMSKY

(standing)

Who is that?!

PAULIE

Who am I? I'm the unsilent
majority, that's who I am.

REPORTER #1

Rocky, Rocky! Why did you agree
to fight in Russia?

ROCKY

I'll go where I have to.

Adrian lowers her head. Drago is motioned to by Rimsky,
who is motioned to by Koloff to rise and depart. Drago
and his people rise. He looks over at Rocky.

(CONTINUED)

65 CONTINUED: (4)

65

DRAGO

For you, I feel one thing...

Rocky turns and eyes Drago. Flashbulbs are reflecting off their faces.

DRAGO

(continuing)

... Pity.

The tense look between the two rivals. FREEZE and --

DISSOLVE INTO:

65A FRONT PAGE SPORTS PHOTO

65A

The caption reads, "Grudge Fight Set for Soviet Union."

65B OMITTED

65B

66 EXT. ROCKY'S HOUSE - NIGHT

66

Rocky is carrying his son slung over his shoulder up the stairs... It is bedtime. Rocky Jr. is in pajamas.

ROCKY JR.

It's still early.

ROCKY

No it isn't.

ROCKY JR.

I don't want to go to sleep.

ROCKY

How are you going to grow?

ROCKY JR.

Take vitamins.

ROCKY

(smiles)

Wise guy.

ROCKY JR.

Daddy, everybody says you're gonna fight a giant man.

(CONTINUED)

66 CONTINUED:

ROCKY

Yeah, he's tall.

ROCKY JR.

Why?

ROCKY

It's something I've got to do.

Rocky enters his son's room which is lit by a single lamp which reveals an array of neatly placed toys.

ROCKY JR.

Kids at school say you're gonna lose. They think you're gettin' too old to fight.

ROCKY

I am, believe me.

ROCKY JR.

I want to fight, too.

ROCKY

No way!

ROCKY JR.

Why not? You do it.

ROCKY

I do it, 'cause I have to --
I do it so you won't have to.
Understand?

ROCKY JR.

No.

ROCKY

... You will. I want you to use your head, not your hands to make a livin'. That's what would make me proud.

Rocky kisses his son and heads for the door.

ROCKY JR.

Daddy?

ROCKY

Yeah?

(CONTINUED)

66 CONTINUED: (2)

66

ROCKY JR.

I think you'll win.

ROCKY

I love you.

ROCKY JR.

I love you.

Rocky turns out the bedroom light.

Rocky steps out into the hallway and spies Adrian at the bottom of the staircase... they lock eyes for a fleeting moment, then they almost painfully step from each other's view.

67 INT. GYM - DAY

67

Drago is seen in the antiseptic confines of his gym... He is in the ring sparring with a partner that resembles Rocky's stature... His manager yells at a precise moment, and like the machine he is, he drops the hapless sparring dead in his tracks.

68 OMITTED

68

69 INT. GYM AREA - CLOSE SHOT - ROCKY

69

enters the gym. FLASHBULBS EXPLODE in his face. The room is crowded with gym types and many local male and female well-wishers and a contingent of children. A large flag is strung across the center of the gym, and many of those present hold small American flags, plus a couple of placards that read, "America #1," "Don't Bomb. Send Rocky," "Beat the Bear," "Pride of America," "U.S.A. All The Way."

A powerful sungun attached to a portable mini-camera blares into Rocky's eyes.

ROCKY

What is this?

Duke comes over and greets Rocky.

DUKE

Hey, Rock -- great to see ya.

(CONTINUED)

69 CONTINUED:

69

ROCKY

Thanks. How ya been? -- What
is this?

DUKE

Looks like ya got people crazy
around here.

An IVY LEAGUE-TYPE SPORTSCASTER steps forward... Paulie
enters and steps behind Rocky.

(CONTINUED)

SPORTSCASTER

Rocky, we're from the Sports Channel.
Can we have a quick word with you?

ROCKY

I have to work now.

SPORTSCASTER

Let's talk about it shall we --
Roll. We're here for what appears
to be a pep rally, but in truth,
it is a gathering of fight fans
and well-wishers for Rocky Balboa.
The reason? Today starts
training for the Russian giant.

(to Rocky)

Rocky, you're here, back in the
gym preparing to defend a title
you no longer possess -- why?

ROCKY

Just the way things worked out.

SPORTSCASTER

There's been rumors that you
totally peaked after you defeated
Clubber Lang and that you're ready
to be taken.

PAULIE

That's a stupid question --
Refuse comment, Rocko.

ROCKY

... There's always a chance of
losin', but, it's how you lose.

SPORTSCASTER

Though the Russian is relatively
unknown, the odds are even at
this point -- How do you feel
about this total lack of
confidence by the fight
authorities?

ROCKY

That's the way it is.

SPORTSCASTER

Today's sports section has stated
that you, being 38 years old...

(MORE)

(CONTINUED)

SPORTSCASTER (CONT'D)

... with aging legs and over 75
hard professional fights behind you
that perhaps you should have retired,
and now with this fight being set
on Christmas Day and all, the
whole event is being called 'The
Immaculate Deception'. Any
feelings about it?

ROCKY

Y'know, Paulie, is funny how the
same guys that worked hard buildin'
ya up, work harder tearing ya down.
(to Sportscaster)
Thanks for comin' over, but I
gotta go now.

SPORTSCASTER

One last thing -- Don't take this
wrong, but is the real reason for
fighting the Russian for the
glory or the guilt.

ROCKY

Guilt?

SPORTSCASTER

For what you let happen to Apollo
Creed?

Rocky turns his penetrating expression from the brash
Sportscaster.

ROCKY

Ya pushin' real hard. Hope ya
get a raise.

EXT. ROCKY'S HOUSE - AFTERNOON

As Rocky pulls into his driveway he sees a group of
WOMEN wearing red, white and blue ribbons on their
coats. Rocky rolls down the window.

WOMAN

Mr. Balboa, we hope we're not
disturbing you, but we represent
'The Sisters of the Revolution,'
a group that upholds the American
Ideals. And we would like to
present you with an American Flag
that has actually flown over the
Capitol.

(CONTINUED)

Thank you. ROCKY

You're welcome and you're an inspiration. WOMAN

Thanks. ROCKY

Hope you knock him out. WOMAN

Rocky nods and proceeds up the driveway.

Don't let it bother you. PAULIE
(picks up the
car phone)
Am I invited to dinner, or do I
call out for pizza?

You're invited -- just watch ya
dinner talk. ROCKY

What's wrong with it? PAULIE

... Adrian and the kid don't
wanna hear about squirrels you
run over and things like that. ROCKY

Fine, I'll just chew. PAULIE

71 INT. ROCKY'S HOUSE - DUSK

71

Rocky and Paulie step through the kitchen and see Rocky Jr. making a colorful concoction in a dripping salad bowl.

Hi, Dad. ROCKY JR.

Hi -- Whatta ya doing? ROCKY

Making jello -- ROCKY JR.

(CONTINUED)

71 CONTINUED:

71

ROCKY

Nice color -- Don't ya wish you could swim in something like that?

ROCKY JR.

Oh, that's weird!

Adrian enters.

ADRIAN

Rocky, I'm glad you're home, we have company.

ROCKY

Who?

ADRIAN

Two men from the State Department.

Rocky steps out behind Adrian... Paulie lingers for a second and eyes the jello. He lightly grabs the child's arm in gangster fashion.

PAULIE

... Add some bananas and don't ask no questions.

72 LIVING ROOM

72

Rocky enters the beautifully decorated, though a bit overly racoco living room and TWO OFFICIAL LOOKING GENTLEMEN, one of medium height, middle forties, and the other, thicker, same age and pugnacious in appearance, put down their coffee and rise.

ADRIAN

Rocky, this is Mr. Griffin and Mr. Holmes.

Rocky nods.

GRIFFIN

Pleasure, Mr. Balboa -- I'm a big fan -- we both are.

HOLMES

Big fan.

GRIFFIN

Beautiful home here -- you're a busy man so we'll get down to the reason we're here.

At this point, Paulie enters with a half-devoured Yankee Doodle creme-filled abomination in his hand. Behind him is the robot holding -- beer.

(CONTINUED)

The guests eye Paulie.

PAULIE

(holds up Yankee
Doodle)

Yo, Adrian, weren't there two
Yankee Doodles left?

ADRIAN

You had one for breakfast,
Paulie.

PAULIE

I had eggs and bacon.

ADRIAN

Eggs, bacon, and a Yankee
Doodle, Paulie.

(to visitors)

Sorry.

HOLMES

I know you're busy so we'll get
right to the point. The Bureau
has been following the details
of this fight for quite awhile --
and quite simply, we have been
asked to ask you, that you not
go to Russia and partake in a
fight of this magnitude under
these circumstances. We
believe that this type of
contest, you know, the typical
us against them, can only cause
the countries to move further
apart and create further friction
in relations.

(nervous smile)

Already people are calling it
World War III.

ROCKY

I know what you're sayin'.

GRIFFIN

Of course you do -- the controversy
is only going to grow, the national
fervor is only going to grow, and
if something very unfortunate
were to happen --

HOLMES

Like if you lose.

(CONTINUED)

72 CONTINUED: (2)

GRIFFIN

It could happen.

HOLMES

And, with it would come tremendous international embarrassment and truthfully, at this stage of your career, you don't need unnecessary embarrassment and humiliation, and neither does the country.

GRIFFIN

I'm going to be blunt -- of all the data we reviewed, along with the extensive computer readouts, it is conclusive that you're going to lose -- I mean, Mr. Balboa, let's face it, you can't beat the computer.

ROCKY

Never fought one.

(stands)

Y'know, all I want to do is settle something for me -- I don't want to embarrass this country or anybody else. I love this country, it gave me everything I got. But this fight is about punchin' not politics -- It's just between two men.

HOLMES

It's more involved than that, Mr. Balboa.

ADRIAN

No, it isn't -- like he said, this is just between Rocky and another man, no politics, no crowd pleasin'. He's given up peace of mind, and he's ready to give up anything to do this. And you have no right to stop him, no matter what you think.

HOLMES

We can revoke your passport.

Adrian gets up and leaves.

(CONTINUED)

72 CONTINUED: (3)

72

PAULIE

He ain't doin' nothin' illegal
 so you ain't revokin' nothin'
 -- and ya not dealin' with
 morons here -- you guys are
 state employees and we're tax-
 payers and that means we pay you,
 so as ya employer, I'm revokin'
 youses outta those chairs and
 outta this house.

Rocky smiles at Paulie and exits towards the kitchen.
 He passes Adrian heading in the opposite direction
 carrying an armful of pressed clothing.

ROCKY

Thanks for standin' up for me
 in there.

ADRIAN

I don't believe in what you're
 doing, but they don't have a
 right to stop you, either.

Adrian moves away and Rocky enters the kitchen.

72A KITCHEN

72A

Rocky steps in and sees his son staring sullenly at the
 bowl of Jello-O, which has several banana peels nearby.

ROCKY

What's wrong?

ROCKY JR.

Uncle Paulie made me put bananas
 in it -- I hate bananas.

ROCKY

Yeah... sometimes life can be
 kinda rough.

73 INT. RUSSIAN TRAINING ROOM

73

Drago is hooked up to a computer readout machine by elec-
 trodes that are fastened to his upper back... He pounds
 away at a 1½ foot square pressure plate located in the
 center of a large suspended heavy bag that is fastened by
 chains at the bottom and top. He bombards it with thun-
 derous blows.

Flashbulbs burst from the large gathering of spectators who wave slogans and jockey for a better position to watch Rocky train.

Rocky is working the speed bag at a vengeful pace but cannot help being distracted by the excited spectators ... Paulie, who is wearing a T-shirt that reads Paulie on top and in smaller letters below, reads "a very important person." He holds the towel. Duke holds the stopwatch.

DUKE

Time! Let's get three rounds on the heavy bag.

Paulie, Rocky and Duke move towards the heavy bag.

PAULIE

(eyes stopwatch)

Yo, I can't tolerate all these people eyeballin' -- how 'bout you?

ROCKY

(catching breath)

... Ya talk to Adrian lately?

PAULIE

Hey, she's boring lately -- If I was you I'd mark a day on the calendar, like every two weeks and give her a crack in the mouth -- that teaches.

ROCKY

Teaches what?

PAULIE

Respect, pal.

ROCKY

Ya gotta very twisted personality, Paulie -- Y'know, she's gonna have another kid.

PAULIE

No.

ROCKY

Yeah.

PAULIE

When do you get the time?

(CONTINUED)

74 CONTINUED:

74

Just then, a group of five OLDER MEN dressed in the garb of the local Veterans of Foreign Wars outfits step forward.

VETERAN

Rocky. Some of the local vets
around here would like to give
you this here --

He hands over a symbolic hat like they all are wearing.

VETERAN

(continuing)

-- And we hope you knock the
hell out of him, for America and
local Veterans of Foreign Wars.

ROCKY

... Thanks, but I'm --

VETERAN

(overriding)

Let's have a picture with you --
Bob, take it.

Before Rocky can object, the group of men line up behind him. Each one holds a small flag on a stick over Rocky's head and a FLASH goes off... Paulie's expression reflects his growing sympathy for Rocky's plight.

75 EXT. ROCKY'S HOUSE - NIGHT

75

Rocky and Paulie veer from the street and head into the driveway. Out in front of the driveway is a gathering of twenty people. Several have flags. They begin to cheer as Rocky enters.

PAULIE

And I thought I had a lotta
pressure.

FANS

We love ya, Rock! -- Beat him,
Rock! -- How 'bout an autograph,
champ -- Hey, Rock, give my kid
a kiss, come on, make him a
winner!

Rocky forces a smile but his eyes are vacant. The scene slowly DISSOLVES THROUGH the frantic fans.

76 EXT. ROCKY'S HOME - NIGHT 76

The large home is dark except for one light on in the downstairs window.

77 INT. DEN - NIGHT 77

The CAMERA PANS AROUND the many lovely possessions and array of awards and finally comes to SETTLE ON Rocky who is silhouetted by the light emanating from a single lamp... Rocky is putting away his awards into boxes.

Adrian enters dressed in a housecoat and obviously just awakened.

ADRIAN

Rocky -- ?

ROCKY

... Yeah.

ADRIAN

Are you all right?

She moves deeper into the room.

ROCKY

... Yeah. I'm just puttin' this stuff away.

ADRIAN

Why?

ROCKY

They remind me of things, y'know, I did in the past -- I just wanna think about what I gotta do now.

ADRIAN

You don't have to do anything.

ROCKY

... I gotta leave here, Adrian.

ADRIAN

Why?

ROCKY

(gently)
I can't get ready here. Too many things interruptin' --

(CONTINUED)

ADRIAN

Then find another gym.

ROCKY

It's not the gym -- it's here.
I gotta get all this off my
mind.

ADRIAN

All this? You mean your family.

Rocky does not answer.

ADRIAN

(continuing)

So where are you going?

ROCKY

They're gonna let me train in
Russia. I wanna train where
there's nobody I know.

ADRIAN

Rocky, don't do this. Give it
some time.

ROCKY

I don't have so much time.

ADRIAN

You're not the only one who
lives with hurt. Lots of people
do.

ROCKY

A lotta people don't have a
choice, I do.

ADRIAN

And for that you're willing to
maybe lose everything!

ROCKY

I can't live feelin' like I do
inside. I gotta get it out.

ADRIAN

You're the one who's keepin'
this revenge thing going! When
Apollo fought it wasn't for
vengeance, it was for a cause.

(MORE)

(CONTINUED)

ADRIAN (CONT'D)

Rocky, please don't do this to yourself. After all the hell you've been through, you'd think you'd had enough. If you don't care about me, care about your son and the baby.

ROCKY

I do --

ADRIAN

Then don't throw it all away. Before there were reasons for fighting I could understand, but this I can't! I can't understand. Because even if you win, what have you won? Apollo's still gone... Why can't you change your way of thinking? Everyone else does!

ROCKY

'Cause I'm a fighter. I didn't ask to be one, but that's what I am. That's the way I'm made. That's what you married. Sometimes I wish I was like other people, but I'm not. We can't change what we really are. You can change the outside, but not the inside.

ADRIAN

But you can't win -- you've seen what he can do -- you read what the papers say. Everyone thinks it's suicide.

ROCKY

No, I can't beat Drago on speed, on power, on nothing, Adrian. The only thing I can do is take everything he's got and ask for more -- 'Cause to beat me, he's gonna have to kill me and to do that he has to have the heart to stand in front of me -- to do that, he has to be willin' to die himself. Is he?

Rocky exits the room, leaving Adrian alone in his despair.

78 EXT. ROCKY'S HOUSE - DRIVEWAY - MORNING

78

Paulie stands at the rear of a limo, watching the bags being loaded into the trunk.

PAULIE

(to driver)

Careful with the plaid ones --
they're mine.

79 INT. ROCKY JR.'S BEDROOM - MORNING

79

Rocky sits at the side of his son's bed.

The CAMERA SLOWLY DOLLIES IN on the scene.

ROCKY JR.

When will you be back?

ROCKY

Soon as I can.

ROCKY JR.

Are you scared?

ROCKY

No.

ROCKY JR.

Yes you are -- a little maybe?

ROCKY

Would you be?

ROCKY JR.

If a huge giant wanted to beat
me up, I'd be real scared.

ROCKY

The truth is, sometimes I get
scared, and I'm so beat-up I
can't lift my arms no more
and hurtin' so much I'm hoping
the other guy knocks me out so
it all goes away -- But there's
another part of me that is not
scared, that wants to take more,
to go one more round -- 'cause
going that one more round when
ya don't think you can, is what
will make the difference in
your life.

(MORE)

(CONTINUED)

79 CONTINUED:

79

ROCKY (CONT'D)
 (strokes child's
 head)

Ya know, when ya get older, ya
 gonna have to do some things
 that everybody else thinks is
 wrong. But it'll be right for
 you -- and you've got to do it.
 Understand? And remember, Daddy
 loves you more than anything in
 the world. Always remember that,
 okay?

ROCKY JR.

... Okay.

They embrace as the scene ends.

80 INT. ROCKY'S STAIRCASE - MORNING

80

Rocky comes down holding his coat. Adrian is waiting
 at the bottom.

ROCKY
 Well, I guess this is it.

Adrian nods.

ADRIAN
 I can't make you stay?

Adrian slowly shakes her head no. Rocky embraces her
 and they kiss.

PAULIE (O.S.)
 Come on! The meter's running.

ROCKY
 I love you.

ADRIAN
 Oh, Rocky, I don't want you
 to go -- Please don't.

ROCKY
 Remember once I told ya I'd
 never ask you to stop being
 a woman -- Don't ask me to
 stop being a man.

(CONTINUED)

80 CONTINUED;

80

Rocky turns and enters the limo... Adrian stares de-
featedly at the departure.

80A OMITTED

80A

81 EXT. LÉNINGRAD AIRPORT - DAY

81

A massive 747 jumbo jet sets down on the runway.

82 EXT. AIRPORT FRONT ENTRANCE - DAY

82

A pair of GOVERNMENT OFFICIALS exit the terminal followed
by Rocky, Paulie and Duke, the Cutman.

Rocky is wearing a heavy short jacket, less sartorial
and more earthy, whereas Paulie is wearing an overly
thick insulated worn-out jacket with "National Rifle
Association" and a flag embroidered on the back... On
his head is a Philadelphia Eagles wool cap which is
perched about a pair of fake dirty white rabbit earmuffs.
Duke is also there in a heavy wool jacket.

PAULIE

This is Russia -- It don't look
so tough.

ROCKY

You took Adrian's earmuffs,
didn't ya?

PAULIE

They look better on me.

ROCKY

How ya feelin', Duke?

DUKE

Good, but cold, man.

They arrive at a dark car. The Government Officials
stand waiting.

OFFICIAL #1

Mr. Balboa?

(CONTINUED)

82 - CONTINUED:

82

ROCKY

Yeah.

OFFICIAL #1

(cold)

We will take you to your quarters
now -- your bags will be brought
after they have been cleared --
please get in now.

PAULIE

(low to Rocky)

Guy sounds like Dracula's brother.

Rocky eyes the expressionless Official and disappears
into the auto.

83 EXT. COUNTRY HOUSE - DAY

83

The car pulls up to a rather plain looking farmhouse
with an overwhelming aura of loneliness... A second dark
car pulls in behind Rocky's car, but the two occupants
remain inside.

OFFICIAL

(gestures at house)

Like you requested, yes?

Rocky nods.

PAULIE

You asked for this dump?

ROCKY

Yeah.

PAULIE

Why? You plan on growin'
potatoes or something?

ROCKY

I just wanna be away from
things.

PAULIE

What a depressin' vacation.

OFFICIAL

The equipment you requested
is in the barn -- this way.

(CONTINUED)

83 CONTINUED:

83

They walk towards a large barn... Rocky gestures at the two men seated in the trailing car.

ROCKY

Who are they?

OFFICIAL

They are assigned to you.
Official chaperones, yes?
Where you go, they go.

84 INT. BARN - DAY

84

The barn door opens and all the men are FRAMED in the backlit entryway.

OFFICIAL

I hope this is satisfactory.

Rocky steps forward for a closer look at the dull, oppressive interior. In the room is a heavy bag, speed bag, and a double end bag.

Shafts of light from high ventilation windows provide a most secular aura.

PAULIE

I'm havin' a bad dream here.

ROCKY

(to Official)

... It's okay.

PAULIE

Okay for a retarded reindeer --
This is beneath human standards
here. Complain, will ya...
We'll crack out here!

DUKE

When do the sparring partners
get here?

OFFICIAL

I do not understand? We
provide no sparring partners.

DUKE

We were supposed to have them --

OFFICIAL

This I don't know, but you have
everything I have been instructed
to provide -- we are done, yes.

(CONTINUED)

84 CONTINUED:

84

PAULIE

What about sparring? -- I mean
I'd spar with ya, but I'd lose
control.

ROCKY

We don't need it.

Rocky looks at the gym and starts to move out.

Rocky steps outside and sees the two policemen still
seated in the dark just watching. The two look stares
for a moment.

ROCKY

(continuing;
turning away)

Let's go.

85 INT. RUSSIAN HOUSE - BEDROOM - DAY

85

On the mirror are pictures of Adrian, Rocky Jr., and
off to the side, Drago. Rocky steps INTO VIEW and
studies it with intense concentration, then moves away.

Rocky steps out of his spartan bedroom.

86 EXT. RUSSIAN HOUSE - DAY

86

Rocky steps outside. Paulie is waiting with Duke... In
the b.g. are the two policemen.

PAULIE

Don't those bums ever get tired?

ROCKY

They're doin' their job.

(to Duke)

We better start.

Moves away.

PAULIE

Start what? No sparring, no
nothin' -- How can he train
like this?

(CONTINUED)

86 CONTINUED:

86

DUKE

'Cause what he's gotta train
don't need sparrin' -- He's gotta
train what's in here.

Gestures to his heart.

PAULIE

To do what?

DUKE

... To not care.

BEGIN TRAINING MONTAGE:

87 EXT. FLATLAND - DAY

87

Rocky is seen running across barren frozen flatland... a tiny figure all alone... the CAMERA PANS and REVEALS the secret police watching...

88 INT. GYM

88

Drago is seen on a treadmill running in the sterile confines of his gym.

89 INT. BARN

89

Rocky is pounding away at the heavy bag in the dark barn. A large log fire in the center of the barn blazes and turns the barn into a sweat box.

90 INT. GYM

90

Drago hits the heavy bag with such force that it takes two men to hold it steady.

91 EXT. WOODS - DAY

91

Rocky is seen chopping wood alone.

92 INT. GYM - DAY

92

Drago is working on a modern piece of Nautilus-type exercise equipment... His pulse and blood pressure are being monitored by fastened electrodes which read out on the computer.

92A EXT. BARN - DAY

92A

Rocky is loading rocks into an old, formerly horsedrawn sled.

- 92B EXT. SNOW TRAIL - DAY 92B
Rocky is seen pulling the incredibly heavy and cumbersome sled along the flatlands.
- 93 INT. BARN 93
Rocky is doing incline sit-ups while Duke pounds his stomach with a medicine ball.
- 94 INT. GYM 94
Drago is using a high-tech machine that is chrome with water-filled canisters for his legs. He performs the dramatic stretching exercise with great power.
- 95 INT. ROCKY'S BEDROOM - NIGHT 95
A single lamp on the dresser shows Rocky staring at the photograph of Drago.
- 96 EXT. ROAD 96
Rocky passes several farmhouses in the bitter morning cold... a pair of Russian peasants leading a cow, stare as he passes...
- 97 INT. GYM - DAY 97
Drago is using the speed bag with great fluid movement.
- 98 EXT. FIELD 98
Rocky pulls the sled across another snow-covered field. His face is wind-burned and ice has formed on his eyebrows and strands of hair that hang beneath his wool cap.
- 99 INT. GYM 99
Drago is sparring. After several flicking jabs, he pulverizes a hapless sparring partner with a single right hand.
- 100 INT. BARN 100
Rocky jumps rope and runs backwards and forwards while spinning.

(CONTINUED)

- 100 CONTINUED: 100
- Rocky hits the speed bag.
 Rocky climbs a thick hemp rope hanging from a beam
 twenty feet overhead.
 Rocky does pull-ups behind his neck.
 Rocky ducks underneath a rope held taut by Duke.
- 100A INT. BEDROOM - NIGHT 100A
- Rocky removes Adrian's picture from the mirror.
- 101 INT. GYM 101
- Drago uses a modern water machine for behind the neck
 presses.
 Drago sprints harder on the incline treadmill.
 Drago is being rubbed down by two trainers.
 Drago floors another sparring partner with ease.
- 102 EXT. MOUNTAINSIDE 102
- Rocky is seen pulling the sled up the torturous incline,
 until he buckles from exhaustion.
- 103 INT. BEDROOM - NIGHT 103
- Rocky removes Rocky Jr.'s picture from the mirror. Only
 Drago's picture remains. Rocky's bearded and shadowed
 face stares at his rival with intense concentration.
- 104 INT. BARN - NIGHT 104
- In the flames given off by the intense log fire, Rocky
 is seen doing handstand pushups against the barn wall.
- 105 EXT. MOUNTAINSIDE 105
- Rocky is seen pulling the rock-filled sled further up
 the mountain.
- 106 EXT. WOODS 106
- Rocky chops furiously at a massive tree.
- 107 EXT. MOUNTAINSIDE 107
- Rocky continues to ascend with the sled. His body is
 being pushed to the limit.

108 INT. BARN B1. 108
Rocky insanely assaults the heavy bag. Paulie can barely hang on.

109 EXT. MOUNTAINSIDE 109
Rocky is nearly at its peak with the sled.

110 INT. BARN 110
Rocky climbs to the top of the rope and slaps the beam.

111 EXT. MOUNTAINSIDE 111
Rocky finally reaches the top of the awesome hill and breathing as though he were going to explode, stares down into the valley below with chilling defiance... He hoists the massive sled onto its side and sends it spilling into space.

ROCKY
Dddrraaagggooooo!!!

The Russian's name REVERBERATES DOWN the mountain as the stone plummets to earth. END TRAINING MONTAGE.

112 OMITTED 112

112A EXT. RUSSIAN HOUSE - DAY 112A

Rocky has returned home after his grueling ordeal of training. As he approaches the house, the door opens and Adrian steps out. She is beautifully dressed in a fur coat and hat, a stark contrast to Rocky's garments. Rocky stops at the sight of her, then almost timidly approaches. Adrian is taken aback by the hardened and worn expression on her husband's face.

ADRIAN
I couldn't stay away any more.

Rocky nods and moves closer, but his expression stays the same.

ADRIAN
(continuing)
I missed you so much.

ROCKY
... I missed you.

ADRIAN
I'm with you no matter what?

ROCKY
No matter what?

(CONTINUED)

112A CONTINUED:

112A

ADRIAN

No matter what.

Rocky kisses her and the SCENE FADES.

- 113 and 114 OMITTED : 113 and 114
- 115 EXT. RUSSIAN SPORTS ARENA - NIGHT 115
People garbed in their heavy winter clothing, file into the thickly constructed arena.
- 116 INT. ARENA 116
The arena is mostly packed with native Russians. Soviet symbols and posters of past political leaders hang in every corner of the dark arena. One particularly massive red flag with the Soviet Hammer and Sickle is stretched across the private box of the highest ranking Soviet officials.
We see RINGSIDE COMMENTATORS from Japan, South America, England, Italy, and, of course, America.
- 117 INT. DRAGO'S DRESSING ROOM - CLOSEUP - DRAGO'S HANDS 117
being taped.
- 118 INT. ROCKY'S DRESSING ROOM - EXTREME CLOSEUP - ROCKY'S HAND 118
being taped. A FLASH CUT of his eyes.
- 119 INT. DRAGO'S DRESSING ROOM 119
Drago's back muscles are being greased up.
- 120 INT. ROCKY'S DRESSING ROOM 120
Rocky's back and arms are being greased up.
- 121 ARENA RINGSIDE 121
The pair of AMERICAN COMMENTATORS face a portable television camera.

COMMENTATOR #1

Well, good evening, ladies and gentlemen from around the world, welcome to what will be the most widely watched ring battle in history -- the 'Iron Horse' from America, Rocky Balboa, taking on the 'Siberian Express,' Ivan Drago, in what has been touted as a mini-World War III.

122 INT. DRAGO'S DRESSING ROOM 122

Drago stands in front of the mirror snapping out punches. He pauses, takes a deep breath and spits in disdain.

123 INT. ROCKY'S DRESSING ROOM - MATCH CUT 123

From the preceding scene, finds Rocky praying alone in the lavatory. Once done, he rises and crosses to Adrian at the doorway.

ROCKY

... It'll be all right.

PAULIE

Yo, Rocko --

ROCKY

... Yeah.

PAULIE

Listen, I know ya kinda busy now, but I just wanna tell ya something I never told ya. What I seen ya do here, what I seen ya give up, and what ya gotta do next -- all this, y'know, makes you look great to me -- I know I act stupid sometimes and say stupid things, but you lettin' me stay with ya all these years, a lotta people woulda just said get ridda that bum, but ya give me respect -- It's hard to say these things 'cause I'm not this way, but if I could unzip myself and step out and be somebody else, I'd wanna be you... Ya all heart, Rocko.

ROCKY

Thanks, Paulie.

PAULIE

Hey, Rocko... Beat the guy's brains in.

124 INT. ARENA - VARIOUS SHOTS 124

A SHOT of the Italian commentators speaking.

(CONTINUED)

124 CONTINUED:

124

A SHOT of the Japanese commentators speaking.

A CLOSEUP of the American Commentators speaking.

COMMENTATOR #2

Rumor has it, Rocky trained himself for this fight, but as strong as he may be, his strength is certainly dwarfed by Drago's massiveness.

124A OMITTED

124A

124A1 ROCKY'S HOUSE

124A1

Rocky, Jr. and several of his friends are glued around the television.

ROCKY JR.

Does anybody want to bet?

124A2 COMMENTATOR #1

124A2

COMMENTATOR #1

Drago's power is without question, as evidenced by the tragedy of Apollo Creed -- Balboa may be ready, but with speed, age and size against him, most experts have Balboa on the losing end. I might note this is the most widely viewed sporting event in recent history. Streets here and in America are virtually empty.

124A3 INT. ARENA

124A3

The SOUND of BOOING and piercing WHISTLES out through the arena.

COMMENTATOR #1

One of the fighters -- yes, the ex-champ Rocky Balboa is making his way down to the ring... listen to this crowd!

124A4 CROWD - SEVERAL DIFFERENT ANGLES

124A4

JEERING Rocky.

Rocky, Paulie and Duke move forward.

COMMENTATOR #2

We knew he wouldn't be popular
but this borders on pure
hatred, folks!

Rocky, Paulie and Duke head past the hostile crowd to the ring... Rocky stares straight as though in a trance.

COMMENTATOR #1

Rocky's face is like stone --
It seems the booing crowd has
no effect on his concentration.

Rocky glances up at the huge red Soviet flag that hangs above the dignitaries' box and locks eyes with the Soviet Prime Minister.

COMMENTATOR #2

The ex-champ has a look tonight
that could burn through lead.

Rocky passes the Commentator and enters the ring and the BOOING escalates.

COMMENTATOR #2

(continuing)
This crowd sounds insane.

COMMENTATOR #1

It has to be bothering the
ex-champ.

COMMENTATOR #2

If it is, he's not showing
it. I've never seen such
tension at a sporting event.

Rocky shakes his muscles loose and ignores the JEERING.

Just then the jeering turns to CHEERS as Drago and company enter the arena... all present rise and the RUSSIAN NATIONAL ANTHEM is PLAYED.

Drago is a towering structure of confidence.

(CONTINUED)

124A4 CONTINUED: (2)

124A4

Rocky watches Drago approaching and his face tightens with anticipation.

As Drago passes the dignitaries' box, he nods his head in respect and continues on.

124A5 RING :

124A5

Drago enters the ring and glares at Rocky as he gracefully shakes his muscles loose.

CUTS of the Russian ringside Sportscaster speaking rapidly.

CUTS of the South American Sports Announcer speaking.
American Commentator.

COMMENTATOR #1

Look at those expressions --
This is like waiting for a
volcano to explode.

COMMENTATOR #2

It sure is.

124A6 RING

124A6

Paulie rubs Rocky's back.

PAULIE

Ya goin' all the way tonight,
Rocko.

ROCKY

All the way.

The Russian spectators start a droning CHANT, resembling the type heard at soccer games and the arena walls REVERBERATE.

Drago waves to the packed house and removes his robe. On the corner of his dark maroon trunks is the Russian symbol of the hammer and sickle.

The BELL is RUNG and both fighters are summoned into the center of the ring by the Referee... the CHANTING MOUNTS.

REFEREE

(in Russian)
Fight clean, break clean --

(CONTINUED)

124A6 CONTINUED:

124A6

PAULIE
Tonight's your night.

REFEREE
... go to a neutral corner during
a knockdown -- now fight.

PAULIE
(to Referee)
Try speakin' American, ace.

124A7 INT. ROCKY'S HOUSE - NIGHT

124A7

Rocky Jr. sits with his FRIENDS.

ROCKY JR.
That's my dad.

FRIEND
We know, you said that ten times!

124A8 BACK TO RING

124A8

Drago glares at Rocky.

DRAGO
... I will break you.

ROCKY
... Go for it.

Rocky returns to his corner; Drago to his.

124A9 DRAGO'S CORNER

124A9

Rimsky the manager steps out of the ring while addressing
the Russian fighter.

RIMSKY
(subtitled)
The world is watching -- you
must beat him. You must
disgrace him!

124B ROCKY'S CORNER

124B

Rocky shakes his neck loose as Paulie loosens Rocky's
robe.

DUKE
You're the man, Rock. There's
no better -- do what ya come
to do! Do it.

(CONTINUED)

124B CONTINUED:

124B

Rocky nods and sees Adrian sitting in a designated front row seat.

Rocky finally has his robe removed beneath while he is wearing Apollo Creed's red, white and blue trunks... The arena goes insane at the patriotic sight.

ROCKY

Now we know one thing.

DUKE

What?

ROCKY

Nobody here is color blind.

Rocky glances at Adrian, then quickly bends to one knee and makes the sign of the cross... He rises and locks his combative eyes with Drago, who smirks in disdain.

The BELL RINGS.

Rocky fires out of his corner and the big Russian circles to the side flashing stiff jabs and keeping Rocky off-balance.

As Rocky continues to flail away at the body, Drago continues to bomb the Italian at will. He clearly is not intimidated by his opponent at all.

PAULIE

Go after him, Rocko!

Rocky leaps up and cracks Drago with a murderous right hook, but the Russian merely shrugs it off and smirks... The crowd GOES WILD.

124B1 OMITTED

124B1

124B2 RINGSIDE COMMENTATORS

124B2

COMMENTATOR #1

Rocky comes firing from his corner, but is met with stiff opposition... The Russian, with massive reach, is keeping the Philly Slugger off balance.

COMMENTATOR #2

Rocky just pulverized Drago with a leaping hook --

(CONTINUED)

124B2 CONTINUED:

124B2

COMMENTATOR #1

And Drago just smiled!!!

Rocky goes after the Russian with a vengeance, but to no avail.

Adrian's expression is brimming with concern.

Drago is being CHEERED on by the rabid spectators, and responds by catching Rocky off guard and commences with a vicious assault that nearly topples Rocky. The crowd leaps to their feet as one.

Adrian is on her feet.

ADRIAN

Back up!!!

Paulie and Duke are frantic.

DUKE

Christ, tie him up!

The Commentators are flushed with excitement.

COMMENTATOR #1

Rocky's hurt! He woke the giant up and is paying the price!

COMMENTATOR #2

He's cut, too!

In the center of the ring, Rocky is trying to remain upright, but the bombardment is intensifying. Rocky is knocked down.

COMMENTATOR #1

The ex-Champ is down!

The crowd leaps to their feet.

Rocky rises and motions that he is all right... Drago mocks him. Drago attacks.

Rocky now employs the skill he learned from Apollo Creed. With deft, quick movements, he evades the majority of Drago's blows and seems to be successfully weathering the storm... Suddenly he is pounded down again. Rocky is stunned, but rises to his feet. The crowd's CRAZED.

(CONTINUED)

124B2 CONTINUED: (2)

124B2

COMMENTATOR #2

Rocky was smashed to the canvas.

COMMENTATOR #1

But he wants more!

ADRIAN

Rocky, don't!

Rinsky motions to Drago to move in for the kill.

124B3 RINGSIDE

124B3

SOUTH AMERICAN COMMENTATOR

(in Spanish)

Magnificent offense by Drago!

124B4 INT. ROCKY'S HOUSE - NIGHT

124B4

Rocky Jr. in front of the television.

AMERICAN COMMENTATOR (V.O.)

Amazing -- Balboa has taken
Drago's heavy bombs and is
running for his life.

FRIEND

Your dad's getting smashed.

124B5 RING

124B5

Drago, with unexpected speed, attempts to cut off the
ring and corner Rocky... Rocky miraculously slips out
of the corner and whips a powerful three-punch combina-
tion into Drago's stomach...

124B6 RINGSIDE

124B6

PAULIE

Go, Rocky! Beat his ass!!!

124B7 RING

124B7

Rocky side-steps a whistling hook and drives another
series of body blows into Drago.

124B8 RINGSIDE

124B8

ADRIAN
Get him!

124B9 DRAGO'S CORNER

124B9

The manager, Rimsky, is going insane.

RIMSKY
(in Russian)
Defense, you fool!!! Defense!!!

124C RING

124C

Rocky appears to be getting the upper hand, and Drago's face becomes more maniacal.

124C1 DRAGO'S CORNER

124C1

RIMSKY
Don't wait! Attack!!!

124C2 RING

124C2

As if a button for computerized frenzy has been pushed, Drago unleashes a violent fist-storm that sends Rocky reeling backwards and into a corner. Rocky is dropped again. Rocky shakes it off and rises to face Drago.

124C3 RINGSIDE

124C3

COMMENTATOR #1 (V.O.)
The southpaw is in serious trouble -- If they don't stop this, someone's going to get killed.

124C3A ROCKY'S CORNER

124C3A

Adrian moves to Paulie.

ADRIAN
Stop it, Paulie!

Rocky nods he's all right to his corner.

(CONTINUED)

124C3A CONTINUED:

124C3A

Don't -- DUKE

124C3B DRAGO'S CORNER

124C3B

Rimsky is very incensed at Rocky's resiliency.

RIMSKY
Destroy him! What is wrong!

Drago flushes with embarrassment.

124C4 RING

124C4

Drago charges and rains blow after blow on Rocky and several times Rocky's knees buckle. When all appears lost, the BELL RINGS.

Drago glares at Rocky with undiluted hatred.

DRAGO
... I will kill you!

The audience starts a groaning CHANT, repeating Drago's name over and over with mounting intensity.

124C5 ROCKY'S CORNER

124C5

Paulie and Duke guide him to his seat.

DUKE
Give him water! What's happenin'
out there?!

ROCKY
He's winnin'.

124C6 DRAGO'S CORNER

124C6

Rimsky stands directly in front of Drago as the cornermen attend the fighter... Dialogue is SUBTITLED.

(CONTINUED)

124C6 CONTINUED:

124C6

RIMSKY

(in Russian)

You are not doing as you're
told! He is small, he is weak!
You are the strongest!

Drago nods and stares across the ring at Rocky.

124C7 ROCKY'S CORNER

124C7

DUKE

Stay in his face -- he'll tire
out. He's never been hurt!
You hurt him you'll take his
heart. Give him the hurt!

124C8 RINGSIDE

124C8

Adrian sits on the edge of her chair, lost in a vortex
of confusion. She starts to rise, reconsiders, then
resits... The BELL RINGS.

The audience's CHANT continues to mount.

124C9 RINGSIDE

124C9

COMMENTATOR #1

There's the bell for round two
of this one-sided battle!

COMMENTATOR #2

It will take more than luck for
Rocky to survive this round.

124D RING

124D

Rocky fires out of his corner with renewed energy!

DUKE

Tear him up.

Rocky explodes into Drago's body with both fists pound-
ing like rampaging pistons... Drago is startled and
moves backwards.

124D1 DIGNITARIES' BOX

124D1

All the high-ranking officials' faces show concern...

124D2 RING

124D2

Rocky slips Drago's countering lethal jabs and continues his blistering pace... The audience is angry and VOCAL.

124D3 RINGSIDE

124D3

PAULIE
Take his heart, Rockol

124D4 ANOTHER ANGLE - RINGSIDE

124D4

Adrian looks revitalized.

ADRIAN
(low)
Please.

Rocky tries to bull ahead, but Drago holds him off with a painful straight right hand. Rocky wades through its concisive force and maintains his assault.

124D5 INT. ROCKY'S HOUSE - NIGHT

124D5

Rocky Jr. and group. The kids are jumping up and down.

COMMENTATOR #2 (V.O.)
Rocky is tearing holes through
the Russian!

ROCKY JR.
Incredible.

124D6 RING

124D6

Rocky continues to fight like a mongoose against a cobra. He lunges forward with a single violent combination, then leaps back before Drago can effectively counter.

124D7 ROCKY'S CORNER

124D7

Paulie is ecstatic.

PAULIE
Chop him down!!!

124D8 THE CROWD

124D8

The majority of the audience is standing and JEERING.

124D9 RING

124D9

Rocky's attack is suddenly halted by a frenzied counter attack that has Rocky stunned and reeling backwards... The crowd CHEERS. Though stunned, Rocky halts his backward momentum and tears back into the Russian.

Drago's force is seen in all its terrifying agility as he nearly decapitates Rocky with a series of ring-hand bombs.

124E ROCKY'S CORNER

124E

DUKE

Stay with him!

124E1 RINGSIDE

124E1

Adrian cringes in fear.

124E2 RING

124E2

Though very hurt, Rocky stays with the vicious Russian, staggering, swaying, bouncing off the ropes, but taking the big man's best.

124E3 RINGSIDE

124E3

COMMENTATOR #1

Rocky should be out! But he's fighting back!

COMMENTATOR #2

Lethal punch after punch!
Amazing willpower -- ! The
Russian is cut! He's cut!!!

124E4 RING

124E4

Rocky catches the Soviet with a sledgehammer punch that cuts Drago over the eye. Drago touches the blood and goes berserk. The Russian continues to rain punch after punch on Rocky, but the Italian refuses to buckle... The carnage is finally stopped by the BELL.

(CONTINUED)

124E4 CONTINUED:

124E4

Drago's expression is serious. His chest heaves from expended energy.

DRAGO

... I will kill you!

Drago starts to move away.

ROCKY

Drago!

The huge fighter glares over his shoulder as he heads to his corner.

ROCKY

(continuing)

... You're bleedin'!

The Russian tenses, and Rocky heads for his corner... The crowd is ECSTATIC over the competitiveness.

124E5 RINGSIDE

124E5

COMMENTATOR #1

Balboa, hurt and tired, took the Russian's best -- but how much punishment can a human being withstand?!

124E6 ROCKY'S CORNER

124E6

Rocky sits as Duke tends to his cut.

PAULIE

Ya doin' great, Rock, great -- I couldn't do no better, really.

ROCKY

... Thanks.

DUKE

He's out bad! You got him worried. You hurt him.

Rocky glances over at Adrian and nods that everything is all right.

124E7 DRAGO'S CORNER

124E7

Rimsky and the cornermen are attending the fighter.

DRAGO

How is my eye?

RIMSKY

(in Russian)

How can you do this! He is easy for you! To be cut by this man is a disgrace.

DRAGO

He fights like an animal. How is my eye?

RIMSKY

He is nothing! He is weak!

DRAGO

You are wrong. He is like stone.

124E8 RINGSIDE

124E8

COMMENTATOR #1

Rocky may be on the receiving end so far, but he's here to fight. This is shaping up into a personal war, and right now it's anybody's fight.

124E9 ROCKY'S CORNER

124E9

DUKE

You know what you gotta do, so do it, Rock -- All the way.

Rocky stares across the ring at Drago and nods... The BELL RINGS.

What begins is an extremely dramatic MONTAGE depicting an epic back and forth battle between the two rivals ... The insanity of the crowd who is slowly being won over by Rocky, who is displaying impossible courage by withstanding thunderous assaults and coming back for more.

... Between rounds it is apparent that Drago's confidence is waning as reflected in his rapidly swelling face.

... By contrast, Rocky's savaged face radiates an unshakable confidence, as if drawing from some bottomless spiritual well.

(CONTINUED)

124E9 CONTINUED:

124E9

The Russian Premier and his delegation are becoming expressly concerned.

Adrian watches this nightmare unfolding with great inner strength.

Paulie is frenzied, devoted and demonic in his desire to cheer Rocky on to new highs in battle.

The rounds continue to slip by until we arrive at the fourteenth... Both men are on the verge of collapse. Rocky continues to stand with Drago, but suddenly Drago catches Rocky with a mighty right hand, and Rocky staggers back. Drago senses the kill and, with total abundance, bombs Rocky until the slugger is pounded to the canvas.

Rocky looks up with glazed eyes as Drago glares down at him through badly swollen eyes.

He looks over at his corner at Paulie and Duke who are nearly out of focus... The SOUND of the REFEREE fills his head.

Rocky rises to his feet and, without hesitation, charges after Drago and actually has the giant backing up in wonderment... The crowd is BERSERK... The round ends with Rocky beckoning for Drago to come ahead and fight more. Most of the Russian spectators stand and APPLAUD Rocky's gallantry.

124F RINGSIDE

124F

COMMENTATOR #1

This place is ready to explode!
An incredible fight with neither man backing off -- And Balboa's bravery is actually winning over the crowd.

124F1 ROCKY'S CORNER

124F1

Rocky is sitting as Duke immediately begins attending his wounds.

ROCKY

What round -- what round is it?

(CONTINUED)

124F1 CONTINUED:

124F1

DUKE

The fifteenth! Ya gonna do it,
You can win it all -- one more
round!

124F2 CROWD

124F2

A CHANT begins. The audience is chanting Rocky's name.

124F3 OMITTED

124F3

124F4 DRAGO'S CORNER

124F4

Rimsky stands in front of his weary fighter. He is in-
censed.

RIMSKY

(in Russian)

You had him hurt, you had him
down -- why did you let him up?!

DRAGO

He's not human!

RIMSKY

Do you hear this! Our people
cheer for him! He is nothing!
You're a fool and a disgrace
to me!

Rimsky smacks Drago across the face. Drago rises and
grabs Rimsky by the throat and glares at him with death
in his eyes. Then he glares at the crowd. Then, re-
leasing Rimsky, faces Rocky.

RIMSKY

(continuing)

After this fight, you are finished!

Rimsky gives Koloff a look of frustration.

124F5 ROCKY'S CORNER

124F5

Duke and Paulie are attending Rocky. The Referee comes
over.

REFEREE

(accent)

Your man is hurt -- is it better
to stop fight.

ROCKY

No! No!

(CONTINUED)

124F5 CONTINUED:

124F5

DUKE

He's hurt, too -- don't stop
nothin'. He didn't come this
far to end it sittin' down.

REFEREE

I watch close.

Adrian comes up and yells Rocky's name.

ADRIAN

Rocky!

Rocky turns his bruised face to look down at her.

ADRIAN

(continuing)

Do it, Rocky! Do it! You can!
The whole world is proud of you!
I love you! Do it!

124F6 RINGSIDE

124F6

COMMENTATOR #1

An incredible sight -- Rocky's
fighting spirit has won the
respect of this crowd -- Amazing!

124F6A ROCKY'S CORNER

124F6A

Duke stands behind Rocky as he rises to face the bell.

DUKE

You're behind on points -- to
win you gotta knock him out --
you gotta punch and punch till
you can't punch no more -- This
is the whole life here -- get
him now!

124F7 AUDIENCE

124F7

The Soviet Premier and his delegation redden as the THUN-
DEROUS CHANTING REVERBERATES throughout the arena.

The BELL RINGS, and the fighters move to the center of
the ring and begrudgingly touch gloves.

DRAGO

I will beat you, you bastard.

124F8 INT. ROCKY'S HOUSE - NIGHT

124F8

Rocky Jr. and friends.

(CONTINUED)

124F8 CONTINUED:

124F8

COMMENTATOR #2 (V.O.)

The men touch gloves and prepare for one more brutal round. They move cautiously around one another with Rocky moving ahead.

ROCKY JR.

Daddy, go for it!

124F9 RINGSIDE

124F9

COMMENTATOR #2

-- Drago snaps out a stiff jab, and another, another!

The crowd's chanting begins to die down as the fight seems to be shifting in Drago's favor.

124G RINGSIDE

124G

COMMENTATOR #1

Rocky is just taking punishment and moving ahead, totally exhausted.

124G1 RING

124G1

Rocky continues to take the unanswered punch from the Russian behemoth.

124G2 ROCKY'S CORNER

124G2

PAULIE/DUKE

Fight, Rock! Whatta ya waitin' for?!

124G3 AUDIENCE

124G3

The Soviet Premier and group seem overtly satisfied by Drago's command of the fight.

124G4 AUDIENCE

124G4

Adrian is on her feet.

ADRIAN

Rocky, hit him!

124G5 INT. ROCKY'S HOUSE - NIGHT

124G5

Rocky Jr. and crowd.

COMMENTATOR #1 (V.O.)

It had to happen. Rocky is
absolutely exhausted, taking
punch after punch --

COMMENTATOR #2 (V.O.)

-- They may stop this.

ROCKY JR.

Please, Daddy.

124G6 AUDIENCE

124G6

The crowd is beginning to JEER and WHISTLE, but out of it
the CHANT BEGINS.

AUDIENCE

(growing in
intensity)

Rocky -- Rocky -- Rocky!

124G7 RING

124G7

Rocky continues to bore straight ahead and glare into
Drago's cruel but concerned expression.

AUDIENCE

Rocky! Rocky!

Rocky suddenly explodes off his feet and sends a sledge-
hammer right hook into Drago's jaw... The Russian is
reeling backwards.

Rocky is on him like a cat.

124G8 INT. ROCKY'S HOUSE - NIGHT

124G8

Rocky, Jr. and his three friends.

EVERYONE

(chanting)

Go for it! Go for it!

124G9 RING

124G9

Rocky whips punch after punch into Drago's mid-section...

(CONTINUED)

124G9 CONTINUED:

124G9

Drago manages to turn Rocky into the corner and bombard him with bone-crushing punches...

Rocky fights his way out into the center of the ring. Drago stuns Rocky and nearly drops him; Rocky holds on and, digging deep into his soul, fights back.

124H DRAGO'S CORNER

124H

RIMSKY

Fight, you bastard!!!

The audience is going absolutely insane... Adrian is also chanting "Rocky."

124H1 RINGSIDE

124H1

COMMENTATOR

Technique is gone, strategy is gone, it's just toe-to-toe warfare -- It's just who wants it most!!!

124H2 OMITTED

124H2

124H3 RING

124H3

Rocky slams Drago, who returns the punishment with equal intensity.

But Rocky starts digging into the man's mid-section. Blow after blow into Drago's ribs cause the Russian to begin buckling.

124H4 RINGSIDE

124H4

COMMENTATOR #1

Like a tree -- Balboa is chopping the Russian down!

124H5 INT. ROCKY'S HOUSE - NIGHT

124H5

Rocky Jr. and friends.

EVERYBODY

(chanting)

Go for it! Go for it!!

124H6 RING

124H6

Drago is in serious trouble and falls against the ropes as Rocky begins to rain holy hell on him.

Drago fights back with his remaining strength and backs Rocky to the center of the ring... With his remaining strength, Rocky lunges up and catches Drago squarely on the jaw, reeling him backward, another lunge and Drago collides with the rope; a third hook and the Soviet giant tumbles through the ringside press corps.

The arena EXPLODES and the Premier and his group unceremoniously depart.

Rimsky drops his towel in disgust and walks away as the crowd begins to rush past him and into the ring.

Adrian is swept up by the crowd as she gropes towards the ring.

124H7 INT. ROCKY'S HOUSE - NIGHT

124H7

Rocky Jr. and his friends are leaping insanely all over the furniture.

124H8 RINGSIDE

124H8

COMMENTATOR #1
Rocky has done the impossible,
and these people love it --
it's absolute pandemonium!

124H9 OMITTED

124H9

124J RING

124J

Paulie and Duke make their way to Rocky and hug him.

DUKE
Incredible! You're incredible,
man. Look what you did! You
made history.

Rocky hugs them.

ROCKY
... Thanks -- thanks.

(CONTINUED)

124J CONTINUED:

124J

PAULIE

I been savin' this.

Paulie pulls an American flag out of a paper bag and shakes it loose.

Adrian makes her way past the massive crowd that now surrounds Rocky.

ADRIAN

I'm so proud of you.

She kisses him as Paulie drapes the American flag over his shoulders.

The crowd suddenly lifts the American to their shoulders and there, wrapped in Red, White and Blue, with the giant Soviet flag in the b.g., Rocky Balboa is truly the champion of the world.

FADE OUT.

THE END