

"SCARECROW"

FINAL

8/16/72

FORM 200

Received from Stenographic Dept.

1 SCRIPT

Title "SCARECROW"

FINAL
8/16/72

Signed _____

"SCARECROW"

by

GARRY MICHAEL WHITE

8/16/72

8/16/72

"SCARECROW"

FINAL

PLEASE NOTE THIS SCRIPT

IS NOT COMPLETE

BALANCE OF SCRIPT TO FOLLOW.

CHANGE
8/22/72

"SCARECROW"

Please insert the following
CHANGE in your script.

FADE IN:

1 EXT. A CROSSROADS NORTHERN CALIFORNIA INLAND
AERIAL SHOT

It is late winter, early spring, and the land is rich, verdant and desolate. Two highways meet, and from our point of view they join to make a large cruciform object which cuts into the quiet, motionless landscape. A small wind teases the silence.

Now we move lower, sweeping down upon the roadside and now focus on a man's back as he stands by the side of the road.

2 CLOSEUP LION

About twenty-seven, small with a sensitive face, his black hair mussed. He wears a seaman's cap back on his head, a denim jacket, work pants, scuffed shoes. He carries a large box with a dirty ribbon on it under one arm, a small canvass bag in his other hand. There is a glint in his eyes as he looks at something off screen.

3 LION'S P.O.V. MAX

About forty, bundled up in thick layers of clothing, his hair streaked with grey, eyes mean and defensive behind rimless spectacles which keep wiggling down his nose until he shoves them back into place. Shaggy, impatient, angry with the wind which tossles his stringy hair, he reaches the crossroads, and without seeing Lion turns a sharp right and comes to a stop, his back to Lion, usurping Lion's priority for a ride.

4 ON LION

He thinks this matter over, scratching his hair, rubbing his toe in the dirt, starts to speak once or twice to the large back looming before him, doesn't, then, finally gathering his courage, clears his throat.

5 ON MAX

He wheels about as though struck from behind.

6 ON LION

He smiles, tips his hat, then diffidently points to himself.

7 ON MAX

His cold gaze stays on Lion long enough to dig him a hole and bury him in it, then he blinks and turns his back to him once more. It was the loudest silent "fuck you" ever not heard.

8 ON LION

He thinks this over as well, then tips his hat to Max's back, and walks across the road.

9 MED. SHOT

Max looks as Lion moves to the other side of the road to thumb a ride in the opposite direction. Lion smiles, touches his hat. Max looks ahead, ignores him still. The wind rises for a moment, a tumbleweed blows by, then everything is silent again, the two men in tableaux.

10 ON THE SUN

Straight up, noontime, burning as hard as it can through the cold late winter air.

11 ANOTHER ANGLE

The sun - now at three o'clock - muted and red behind the overcast.

12 MED. SHOT

Max still stands rigid, Lion is seated in the dirt, taking things easy. A car rushes past Max who turns and glares over his shoulder, almost saying something. Their eyes meet. Lion smiles. Max ignores him.

13 ANOTHER ANGLE THE SUN

Now at five o'clock, hovering over the horizon, redder, richer. And Max still stands by the roadside as we swing down from the sun to him, then right to Lion who is sprawled on his back in the culvert, watching the now furious Max. Another car roars past Max and now he spins in place, gives the departing driver the finger, bouncing on the balls of his feet, beside himself.

(CONTINUED)

(Cont.)

13

MAX:
UP YOURS! YOU TWO-BIT SONOFABITCH!!!

He catches himself, somewhat ashamed, shoots a look at Lion.

14

ON LION

Grinning, sprawled out. He casts a lazy look to his left and sees a car approaching him. He looks at Max.

15

ON MAX

He sees the car approaching Lion, and is glad. He rubs his hands together, grins, pushes his glasses up.

16

ON LION

His face grows serious. He stands up, all business, puts his thumb out in a highly dignified, classic pose, and awaits the oncoming car. It roars past him, and Lion spins after it, shaking his fist.

LION:
EAT CANTALOUPE! YOU BOW-LEGGED
RHINOCEROUS!!

He shoots a serious glare at Max who stands looking at him, unsure of what he heard. Keeping a serious eye on Max, Lion turns and starts to swagger back into position and runs into a post - bonk!

He shoots another glare at Max, just to let him know how tough he is. Max finally manages to ignore him again. They stand by the side of the road once more.

Out of the corner of his eye Lion sees Max takes a cigar out of his pocket. Lion catches Max's eye, and smiles. Max shoves the stogey in his mouth and looks up as he reaches for his matches. Lion sees Max with the cigar in his mouth, probing his clothes for matches which it is clear he does not have. Lion searches and takes out a matchbook. It has one match in it. Lion indicates that to Max.

Max no longer tries to ignore Lion. He stares back at him. Max contemplates. Now with a slight nod of his head he beckons him over.

Lion steps into the roadway as Max does likewise. They shuffle toward each other, eye to eye.

17 CLOSE TWO-SHOT

They meet. Lion cups his hand, strikes the match, brings it to life. They both bend forward, forehead to forehead. And as Max puffs away, Lion lighting Max's cigar, we ZOOM OUT to a:

18 HIGH AERIAL SHOT

The two small figures lighting up in the middle of the road.

FADE OUT.

TITLES INTO BLACK

19 MAX AND LION'S THEME BEGINS

The only light we see is an occasional match hitting a cigar, or maybe a twenty-four hour service station, in the distance ...time is passing...we're heading east...it ain't first class...but it's free.

FADE IN:

20 EXT. FULL SHOT

Truck approaching - comes to a stop in front of truck stop. Fat lady hollers back "This is where I turn off".

Shaking out their limbs and massaging their backs they get off and move away from the departing truck and into a truck stop diner.

21 INT. THE DINER

It is a friendly atmosphere with a strong background of trucker's talking and the sound of food cooking, dishes and utensils in use.

Max and Lion sit down at the only table available. They order large breakfast - juice for Lion, oatmeal for Max, ham and eggs for both, coffee.

They settle down - Max studies Lion for a moment, leans forward and pokes Lion's shoulder.

MAX:

You wanna go into business?

He has an immediate reaction, straightens up defensively in the event of an unfavorable response. But Lion casually says

(CONTINUED)

(Cont.)

21

LION:

All right. Where?

MAX:

Pittsburgh.

LION:

'kay. I gotta stop by Detroit.

MAX:

Well, I gotta stop in Denver see my sister Coley.

LION:

Okay.

Silence, Finally something else occurs to Max.

MAX:

You got a middle name? Francis don't sound right.

LION:

Lionel. Francis Lionel Delbuki.

MAX:

Okay, Lion, from now on you're Lion.

LION:

Okay.

The waitress (woman that runs place) brings juice for Lion, oatmeal for Max, coffee for both. Max sips coffee, watching Lion.

MAX:

Got any money?

LION:

Yeah...some...not much.

He sips his juice. Max grins, becomes confidential, leans forward again, pokes the table as he talks.

MAX:

That's okay. I got enough to get us started.

He has the same defensive reaction, but Lion simply starts to put four or five spoons of sugar in his coffee and lots of milk.

(CONTINUED)

21 (Cont.1)

LION:
What kinda business?

MAX:
Hah!

He digs into his suitcase beside him and withdraws a huge volume, opens it and shoves it across the table before Lion. Lion puts aside his breakfast and studies the pages.

22 THE CATALOGUE

It displays a wide assortment of brushes, buckets, sponges, pipe, particular hardware.

MAX:
(o.s.)
Car wash!

LION:
(ruminating)
Car wash...
(small chuckle)
Well okay.

MAX:
(o.s.)
Nothing fancy...it's all there, everything we need, and the best too! And I got the money to start the ball rollin'. Maxy's Car Wash!

23 ON MAX

His face is positively radiant. This is his dream.

LION:
Car wash?

MAX:
For every car there's dirt!
They sit there grinning at each other.

LION:
So we're partners?

MAX:
Yeah. But you gotta work!

(CONTINUED)

23 (Cont.)

He puts the catalogue back into his suitcase.

LION:

I ain't afraid of that!

Max straightens up, nods at Lion, picks up his coffee.

MAX:

Well, that's fair and square.

They shake hands. Both return to their coffee, but Max plays detective, determining his new partner's character.

MAX:

(continuing)

Been driftin'?

LION:

Uhm-uhm. At sea. Five years. You?

MAX:

(watches reaction)

I was in the joint.

LION:

The joint?

MAX:

Yeah, San Quentin!

LION:

How long?

MAX:

Six years.

LION:

Wow!

MAX:

(eating oatmeal)

Why Detroit?

LION:

(shoves box over
to Max)

Open it up.

Max grins at the privilege. He pulls the top off, grinning expectantly, as Lion looks on, sipping his coffee.

24

THE BOX

It contains a small red and white reading lamp.

MAX:

A lamp? ... You're carryin' around
a lamp?

25

TWO-SHOT

Lion finishes his milk, wipes his mouth with his napkin.

LION:

For my kid.

MAX:

You got a kid?

LION:

Yeah! In Detroit. I dunno if it's
a boy or girl...I never seen 'em.
That's why I bought the lamp. I
figure whatever it is a lamp'll do
fine either way. You see what I mean?

MAX:

Well yeah...but you never seen the
kid?

LION:

No...but I sent a lot of money. Just
about everything I earned. You got
any kids?

They exchange the box and the catalogue. Lion puts the lid on, fluffs the ribbon. Max moves back into something he understands. He takes a small notebook out of his coat, shakes it. There is only one table in the place. Two truckers come in, they are familiar with the place. And after greetings, they sit down at the counter. This forces Max to become more confidential. One of the truckers goes to the cigarette machine near Max and Lion. He bends down to collect his cigarettes.

Max looks at him suspiciously.

MAX:

Hey, you got nothin' better to do
than listen to people's conversations?

Trucker looks at Max and Lion and can't really take them seriously - walks away.

(CONTINUED)

25 (Cont.)

MAX:

(confidentially
continues talking)

Yeah, well you'll earn more in the car wash business. I could tell ya to the penny! It's all here, down to the percent. It's a foolproof enterprise.

Lion laughs delightedly. Max chuckles. Waitress brings ham and eggs.

LION:

So let's get started!

MAX:

We will, we will...

(leans forward)

You want to know something about me? I'm the meanest sonofabitch alive. I don't love anyone, I don't trust anyone, and I can tear the ass end off a goddamn elephant!

LION:

Hmmm....

MAX:

So you're my partner, and I count myself very lucky. And if you're straight with me, we'll have a very fine car wash business, and if you screw around, I'll break your back.

LION:

That sounds very fair.

MAX:

Watch this.

(he bends Lion's fork)

LION:

Yeah, well just don't bust my lamp.
(Lion takes bent fork
and starts eating)

CUT TO:

26

EXT. FREIGHT TRAIN

Lion and Max look out to see if anyone is watching. They

(CONTINUED)

26 (Cont.)

hop off train, duck under it. Freight pulls out and we see Lion and Max walking. Across street is RENO LAUNDRY.

CUT TO:

27 CLOSE SHOT A DOOR

We watch it for a moment, listening to ruckus within. Now it bursts open and Lion comes sprinting out, fleeing for his life. Much shouting and noise behind him, and now Max comes through the doorway, down the steps.

Lion is carrying all their gear a little bewildered by it all.

MAX:

(hollering back to
the door)

And you can stick your job up your
ass!

28

EXT. A STREET IN PHOENIX

LATE AFTERNOON

A cheap area of the downtown section. Lion, his gift under one arm, is counting out bills and Max is walking along, canvass bag swinging from his shoulder, his eyes on the gutter, picking up old cigar butts and half-smoked cigarettes and stuffing them into his pocket.

MAX:

Even in the joint you get time in
the crapper.

LION:

You always do that? How do you ever
keep a job?

MAX:

I can't help it if I'm constipated.
(picks up stogey)
Oooo look at this beauty.

29

INT. A SLEAZY HOTEL ROOM

LION:

(as they enter)

I'm not bullshitting you! You don't
need to fight people. Just make
them laugh!

(CONTINUED)

26 (Cont.)

Hop off train, duck under it. Freight pulls out and we SEE Lion and Max walking. Across street is RENO LAUNDRY.

CUT TO:

27. CLOSE SHOT A DOOR

We watch it for a moment, listening to ruckus within. Now it bursts open and Lion comes sprinting out, fleeing for his life. Much shouting and noise behind him, and now Max comes through the doorway, down the steps.

Lion is carrying all their gear a little bewildered by it all.

MAX:

(hollering back to
the door)

And you can stick your job up your
ass!

28. EXT. A STREET

LATE AFTERNOON

A cheap area of the downtown section. Lion his gift under one arm, is counting out bills and Max is walking along, canvass bag swinging from his shoulder, his eyes on the gutter, picking up old cigar butts and half-smoked cigarettes and stuffing them into his pocket.

MAX:

Even in the joint you get time in
the crapper.

LION:

Do you always get into a lot of
fights?

MAX:

Enough. That's how I first got into
the joint. I got caught bangin' this
cab driver's old lady. He forced me
out into the street naked. I had to
nail him.

(picks up stogey)

Oh, look at this one, it's a beauty.

29. INT. A SLEAZY HOTEL ROOM

LION:

(as they enter)

I'm not bullshitting you! You don't
need to fight people. Just make them
laugh.

(CONTINUED)

29 (Cont.)

Max pulls his catalogue out of his canvass bag, lays it on a table, spreads out all the butts on the catalogue and starts to cut them open with a pocket knife... He takes the tobacco and scoops it into a pouch, throws away the wrappers. All this while Lion talks to him.

LION:

(continuing; lays box
on the bureau)

Look, it's like with a scarecrow.

MAX:

Yeah uh-huh....

LION:

No, it is. It's like a scarecrow.
You think them crows are really scared
by a scarecrow?

MAX:

Sure they're scared!

LION:

The crows are not scared, believe me!

MAX:

The goddam crows are scared!

LION:

Nope.. They're laughin!
(stands up, arms
out)

Now look....the old farmer he puts
out a scarecrow like this, see, and
when the wind comes up, he moves
around like this, see? Well those
crows, they see this and it strikes
them funny. It makes them laugh.

MAX:

(dumbfounded)

The goddam crows are laughin?

LION:

Laughin' their ass off. And they
say, okay leave Farmer Jones there
alone because he made us laugh, so
he must be a nifty guy!

Max is staring at Lion who, finished, sits down again and watches Max for a reaction. Max scoops the remainder of the tobacco into his pouch, then stares at Lion again.

(CONTINUED)

29 (Cont.1)

MAX:

That is the most hair-brained idea
I've ever had to listen to.

(stands up)

The goddam crows are laughin!

As this point Max will start to undress and we will be
astounded at the amount of clothing he is wearing. As he
goes on he will remove about twenty articles of clothing.
Lion sits watching, amazed.

MAX:

(continuing)

The goddam crows are laughin!

(coat)

Sure they are! And the fish are
recitin' poetry...

(another coat)

and the dogs are playin hockey...

(another coat)

and the pigs are playin' the banjo...

(sweater)

and the goddam crows are laughin!

(sweater)

Boy howdy! In the joint you hear
some tales...

(two mufflers)

I mean SOME TALES...

(shirt)

But at least those clowns got the
decency...

(T-shirt)

to admit it's all bullshit. Like
they take PRIDE in it!

(pants)

But the goddam crows are LAUGHIN?

(thermal underwear)

WHOOO! Tell me!

(shoes)

If you believe THAT, you're cinched
up tighter than a bull's ass at fly
time!

(socks)

You got one foot in the great beyond!

He has finished, sits on the bed now clad only in his shorts.
Silence as they stare at each other.

LION:

Max, watching you undress isn't
exactly a religious experience.
What do you do when it's cold?

(CONTINUED)

29 (Cont.2)

MAX:

(shivers)

I put on more clothes. I'm a cold-blooded bastard. I can't ever get warm enough.

He picks up his shoes and sticks them under the pillow. He crawls under the covers.

MAX:

(continuing)

Gotta take a nap after every fight.

LION:

What's with the shoes?

MAX:

What's with mindin' your own business?

LION:

(likes Max)

Boy, some partner I picked.

MAX:

(settling down)

I picked you.

Lion casually picks up Max's catalogue, opens it up in his lap.

LION:

Why?

Max opens one eye, looks at Lion.

MAX:

That's right, study them prices...

(pause)

Cause you gave me your last match.

He closes the eye. Lion sits in silence, staring at the pages. Then Max adds without opening his eyes this time:

MAX:

(continuing)

Cause you made me laugh.

Lion smiles and looks at Max. He closes the catalogue, holds it and thinks about a car wash. Silence. Max may be almost asleep when suddenly he adds:

(CONTINUED)

29 (Cont.3)

MAX:
 (continuing)
 Because I trust ya.
 (beat)
 Crows are laughing.

CUT TO:

30

EXT. NORTHERN CALIFORNIA HEADING EAST

Max and Lion are in the back of an open air U-haul, 1947 vintage. It's loaded with old furniture, tied down with old string. The writing on the side is in Indian, so are the drivers. Max is seated in straw chair facing west. Lion is hanging over the side telling story.

LION:
 Hey, Max, ever been in the Army?
 (no response)
 Max, ever been in the Army.
 (Max grunts)
 I was...outta high school...into
 the Army...Out of the Army...into
 marriage. Before I knew it I had
 a wife who was gonna have a baby
 and a whole lots of trouble. I
 just couldn't handle it. So you
 know what I did, I went into the
 Merchant Marines.

MAX:
 Feed you good there?

LION:
 Yeah, steak every night.

We feel the truck too...slowing down. Lion may be going somewhere...but not in this truck, it's later afternoon and the road is deserted except for desert and a two-pump gas station. The Indians motion to Lion and Max this is the end of the line.

INDIAN:
 This is where we turn off.

MAX:
 Hey...I thought you said you were
 going to the next town...

The Indian smiles, and points to sign on highway.

30

(Cont.)

Max and Lion get off truck.

MAX:

That's why the sons of bitches lost the war...they can't understand anybody...

9/

INT. CAMPER TRAFFIC JAM

Two young adults dressed in ex-commune and three young kids, two-four, maybe. They are crawling on and over everything...and everyone...but Max is their favorite.

LION:

I remember being disciplined...it was my first day in school...the nun called me to the front of the class and said Francis put out your hand, and then she took this big stick and whacked me on the hands.

MAX:

I don't like to wait. That's all I been doin' for years...waitin'.

LION:

Waitin' could be good...Hey, Max, what if all the people were waitin' in line to get in to our car wash... huh.

WOMAN'S VOICE:

You guys have a car wash?

LION:

(overlapping)

I put my hands behind my back and she said stick 'em out here. I said no. She said stick 'em out. I said what for: She said you were talking. I said no I wasn't. She said yes you were, stick 'em out. I said I couldn't have been...I don't know anybody.

HIPPIE:

(not interested)

Yeah - far our.

MAX:

Yeh...well we're going to...Pittsburgh.

WOMAN'S VOICE:

Why Pittsburgh?

MAX:

Good town...lotta factories ...plenty of dirt...good spot Pittsburgh.

(CONTINUED)

3/ (Cont.)

LION:
(points to row of
cars)
Lotta steaks...

WOMAN:
We used to be there.

MAX:
(not understanding
her reference)
Pittsburgh?

WOMAN:
Steaks...we used to be into that...

MAX:
What are you into now?

WOMAN:
Macrobiotics...we've been there for
about a year.

MAX:
Mackeral body...

WOMAN:
Macrobiotics...it's mostly rice...

MAX:
You been eatin' rice for a year?

WOMAN:
We all have.

Lion has one of the kids next to him and is pretending to be listening to a conversation concerning something the kid did.

LION:
he did...I don't believe it...no I
won't tell a soul...eh huh...

MAX:
My system couldn't handle that.

LION:
I think I met those people...

WOMAN:
Oh no...it's very good for your
system...

(CONTINUED)

31 (Cont.1)

MAX:

Huh...

(doesn't believe a
word of it)

LION:

No, now her I don't know.
(winks at the kid
on Max's knee)

Max is not thrilled at the selection...and for good reason.
No sooner did the kid sit down than he started to unload on
Max's knee...like the woman said "it's good for the system"
...for Max this is the end of the line. The traffic jam
hasn't moved...

MAX:

Yeah this is it, this is as far as
we're going...yah, right here.(he's halfway out
of the camper)

Come on, Lion.

(handkerchief out
wiping his knee,
mumbling to himself)

WOMAN:

Have a nice day.

32

EXT. TRAFFIC TRAFFIC NOISE

They get out.

MAX:

Boy, gimme a half hour with those
kids and I'd straighten 'em out.(putting handkerchief
away)...you imagine...that kid unloads on
me and she has the nerve to tell me
have a nice day.

More traffic noise - something is mumbled, but not under-
stood.

MAX:

Why didn't you punch her in the mouth?

LION:

Who?

MAX:

The woman who hit you with the stick.

DISSOLVE TO:

33 EXT. STREET

Five in the afternoon. Rush hour.

They are walking through the mercantile section of town - garment shops, fruit stands, wholesale houses. Lots of people to negotiate on the sidewalk. Lion handles it well, dancing about always giving way. Max the opposite - straight on, shoulders ricocheting off him, his mood growing darker. Finally he reaches a point where he simply stops, ramrod rigid, scowling at a bar across the street. Lion stops and looks at him, but keeps dodging people.

MAX:

Let's have a drink.

34 INT. THE BAR

A lower income bar with florid lighting and inadequate ventilation, smokey, boozy. Quite a few women, middle-aged and up, a few more or less quiet men who are bullied by the ladies, perhaps their husbands who aren't allowed to go on to a separate bar to watch the ball game. Lawrence Welk and Peter Nero on the jukebox.

35 CLOSE GROUP SHOT

One woman, DARLENE, in her early forties is talking as we pick up this scene. She is large, about fifteen pounds overweight, with huge lust-provoking breasts and a chain-smoking cigarette habit. She runs the shows...she's a real pain-in-the-ass.

DARLENE:

If you'd been peddling your ass as long as her, honey, you'd forget names too. It's a wonder she still knows how to stand up. And I'll tell her to her face, too, she comes in. You know me, I'm not afraid of...

The sound of the front door opening, and the flood of sunlight in the ugly bar, causes her to look around. The others also look.

36 ON MAX AND LION

Max has stopped in the open doorway, seeing them looking at him, and scowling back.

(CONTINUED)

26

(Cont.)

DARLENE:

Hey shut the door b.b. brain. You're lettin' all the smoke out!

Lion shuts the door. Max moves slowly into the bar, still angry. Lion tips his hat friendly.

36A

ON DARLENE

She is impressed with Max's size and manner. She likes tough men.

DARLENE:

(not so Max can hear)

Will you look at the size of that one?

Darlene growls and drinks. She's fairly drunk.

37

ON MAX AND LION

Max is still agnry from the street, snaps the edge of the bar with his fingers.

MAX:

Goddam hundred million people bangin' into ya. Who needs it? That's the fuckin' joint! No place to yourself.

The bartender has appeared, slaps down paper napkins.

BARTENDER:

What'll it be fellas?

DARLENE:

Better check that big one's I.D., Charley. If he can get it out of his pants.

Myra laughs. Some of the others express caution - after all, Max is a stranger, not on to Darlene's ways. Max turns and stares at Darlene. She grins at him, then turns to Myra. Max moves one seat closer to her.

DARLENE:

(continuing)

Gimmee one of your cigarettes, honey.

BARTENDER:

Don't pay any mind to her, mister, that's just Darlene. What'll it be?

MAX:

Bourbon and beer.

LION:

Can I have a mug of beer.

(to Max)

Hey Max, two guys go into the bar and says to the bartender two mugs. The bartender says I know that' what'll you have?

(CONTINUED)

37 (Cont.)

MAX:
(to bartender)
Make it a double)

DARLENE:
Hey, don't get dangerous on us,
Superman! Charley, better get out
the salt peter. Keep us girls safe!

Some laughs. Darlene, loaded enjoys her vulgar humor.
Max turns and stares.

MAX:
Why don't you just shut your mouth.
Silence. Darlene is stunned, unused to this reaction from
men. Max down his second shot, chases it, then turns on
Lion who is sipping his rum and playing with his npakin.

LION:
Hey, Max, I'm the tallest man in here.

MAX:
Okay, Scarecrow, what're you going
to do when you ol' lady bounces you
down those Detroit steps, you and
your lamp! Five years!

LION:
No, I'll make her laugh...I'll do my
Hawaiian dance for her. People can't
stay mad if you make them laugh.

MAX:
She's gonna laugh, huh!
(to bartender)
Where's the can?

Bartender points. Max gets up. In the rear of the room,
Max can now SEE porno movies running against the wall.

DARLENE:
Hey, you! Big mouth!.

MAX:
Oh Christ...!

DARLENE:
Hey you! Who the hell d'you think you
are! He acts like he's the chief of
police.

MAX:
Hey, why don't you just unplug it.

DARLENE:
Maybe I'll unplug you!

(CONTINUED)

37 (Cont.1)

MAX:

Really! Well you better bring your
DADDY...and your LUNCH!

DARLENE:

Don't point at me, you rude
sonofabitch!

MAX:

(mumbles as he walks
away)
Stupid broad.

DARLENE

(steps up to him)
What'd you call me?

MAX

IF YOU WERE A MAN YOU'D BE SLAMMED
RIGHT THROUGH THAT WALL BY NOW!

Lion's voice is now raised in conversation with the
imaginery man at the bar.

LION:

That's right MUSH FACE...
you think your ASS can
handle a size EIGHT SHOE
...YOU...I'M TALKING TO
YOU SHIT FOR BRAINS...
Hey, Max, c'mere.

Max whips around, recog-
nizes Lion's voice and
thinking he maybe getting
it from both sides. Max
in the ready position sees
what is happening and turns
back to Darlene who con-
tinues her conversation.

DARLENE:

Oh he's a KILLER! He's a
real Tough Customer! I'm
gonna fall flat on my face
with a heart attack.

MAX:

You'd never make it momma,
believe me.

DARLENE:

Why don't you just go on
in there and drain your
little lizard.

MAX:

(burned out at
both ends)
...stupid broad...

(CONTINUED)

37 (Cont.2)

DARLENE:
Always gets 'em...

Max stops as Lion does moon, winks and does his little Hawaiian girl. Max and Darlene break up.

DARLENE:
(laughs, surprised)
You're a cute little shit, aren't you?

Max forgets about goin' to the can and sits down at a table. Lion nods as he eases in next to Max...they both stare at the movie...Lion turns and smiles...

LION:
She's got big tits, huh?

Max stares at movies of chick just taking off bra and revealing big tits...watches...turns and looks at Darlene then Lion...then smiles.

DISSOLVE TO:

38

INT. HOTEL STAIRWAY

Max, Darlene, Lion and mannequin all struggling up the stairs, drunk singing and just laughing.

39

INT. THE HOTEL ROOM

The door flies open and in charge Max, Lion and Darlene. All three are quite drunk. Max and the girl hit the bed at once, but Lion staggers to the sink and turns on the water.

LION:
(schoolmaster)
Wash your hands first!

MAX:
(unbuttoning)
C'mon baby! Oh my God, six years!

LION:
Got to wash our hands first!

He drags Max off the girl. She hisses at him.

LION:
(continuing)
Can't be helped, my dear. Got to wash our hands.

(CONTINUED)

39 (Cont.)

MAX:
(too drunk to reason)
No! NO!

LION:
(implacable)
Get on with it!

Max is at the sink. Now Lion takes the girl by the arm and pulls her to the sink. Max is washing his hands, too drunk to have a valid argument.

DARLENE:
(washing her hands)
Who is this guy?

MAX:
(washing his hands)
My business partner.

DARLENE:
Oh.

All three wash their hands in silence. Lion smiles at Max.

LION:
Soap.

MAX:
Soap.

LION:
(eyes the girl)
Cloth.

MAX:
(likewise)
Cloth.

They are washing furiously now. And now Max explodes.

MAX:
BOOBS!
(and grabs two)
LEGS! ASS!

DARLENE:
BOYS!

LION:
GIRLS!

(CONTINUED)

39 (Cont.1)

All three go crashing to the floor, and Max is tearing at her clothing, laughing. Two immense breasts pop out of the flying garments. Lion cheers. Max yells:

MAX:

BULLSEYE!

CUT TO:

40

EXT. A HIGHWAY

DAWN

Lion stands alone by the side of the road, studying the dawn. And the morning is beautiful, suffusing the desert with a slowly rising flood of color.

41

PANNING SHOT THE DESERT

We watch the sun belly upwards over a rill, while cactus and mesquite come into sharper relief, while shadowed and illuminated land fall into deeper compliment.

42

CLOSE ON LION

Watching the sun. Lion is essentially a child; both in reasoning and behavior, and watching him at this moment we sense this.

LION:

Hey, Max?

Max's voice comes from bushes.

MAX:

(o.s.)

Yeah.

LION:

You ever see the dawn from a ship?

MAX:

(o.s.; chuckles)

No.

LION:

Always the same... No matter what part of the world I was in. Always made me feel like a kid.

MAX:

(o.s.)

You are a kid.

(CONTINUED)

42 (Cont.)

PAN around now to a MEDIUM SHOT OF Max as he emerges from the underbrush, buttoning his trousers, a satisfied grin on his face. He approaches Lion.

MAX:

(continuing)

I tell you, getting laid is always good for my regularity!

Under the following exchange, Max will pace, only about six steps each way, habitual pacing. And we can see that the peace and beauty of the morning (and getting drunk and getting laid, and laughing) are having an effect on him. There is still a thickness and a toughness to him, but for the moment they are muted and a pleasant excitement supplants them. Lion shakes off his mood, plays the gadfly again.

LION:

Hey, Max.

MAX:

Hmm?

LION:

In the joint?

MAX:

Yeh?

LION:

No women?

Max takes off his specs, cleans them with a handkerchief.

MAX:

Women, sheeit.

LION:

How'd you get laid?

Max smiles, rubbing specs. This stops Lion cold. Max sees this and stops pacing.

MAX:

Look at me! Still pacing! Morning exercise in the joint.

This sets him to thinking, and we slowly DOLLY IN on Max until we have him in CLOSEUP.

(CONTINUED)

42 (Cont.1)

MAX:

(continuing)

And I tell you something. I'm going to have my own car wash, a deep freeze full of steaks...and ass buddy, ass!

He is grim and quiet, his eyes staring coldly through his rimless glasses.

TWO-SHOT

Lion dusts down the seat of Max's pants.

LION:

You oughta be more careful when you drop your drawers in the desert - some scorpion'll put a lip-lock on your big butt.

MAX:

(grins)

Be his funeral! Hey! You ever eaten in a hobo jungle?

(Lion shakes his head.

Max grows excited)

OHH the stories you hear! I ain't been there in nine years. Coley and me hit it a couple of times when we were driftin'. Wait'll you see their faces! Real old timers!

(laughs)

We'll eat breakfast there tomorrow!

CUT TO:

43

EXT. CEMENT PLANT

The buildings stand mighty against the background of the Nevada hills. We hear Max's voice over.

MAX:

(o.s.)

Well that's it. That's where it was.

44

TWO-SHOT

Lion stands bemused, one arm over his gift, looking at the building. But Max is angry.

(CONTINUED)

44 (Cont.)

MAX:

(continuing)

Must've driven all the hoboes into
the desert...or into jail.

LION:

Looks like we eat a store-bought
breakfast.

MAX:

(furious)

Well how the hell was I supposed to
know they tore the jungle down. Christ,
me and Coley used to eat with them old
timers, yah know... It's like I been
asleep nine years, and now I don't...
I can't...

In his exasperation he reaches down, grabs a handful of
dirt and throws it against the concrete wall of the build-
ing. They start to walk off down the R.R. tracks.

MAX:

(continuing)

No, I shoulda known! Nine years.

(starts walking)

Nine years!

LION:

So what?

MAX:

So what, I didn't plan, that's so
what!

He stops, confronts Lion with his little notebook.

MAX:

(continuing)

Look THIS is plannin! Nine years of
plannin!

(opens it)

Listen! Initial bank savings so and
so, accumulated bank interest so and
so, expected salary...

Lion has heard all this before, looks about for something
interesting to watch while he hears it again.

MAX:

(continuing)

for those years in penitentiary so
and so, total: twenty-six hundred

(CONTINUED)

44 (Cont.1)

MAX: (Cont.)

forty-eight dollars and seventy-three cents!

(grabs Lion, turns him to face him)

That's PLANNIN! That's thinkin' in advance, and while I'm at it, that's what you don't do!

Lion starts to walk again. Max stalks him.

LION:

Look, just because the world goes on changing...

MAX:

(shouting)

Right! Changing! Five years! What if she's married, your old lady? What if she's moved? Detroit's a long way from Pittsburgh. A LONG WAY! Why don't you CALL!

LION:

(stops, turns calmly)

Max, why are you shouting...I want to see my kid! What am I going to do, shove the lamp through the phone?

MAX:

Just call and see if she's still there, that's all. Plan a little.

LION:

That's what I'm doing! Look, if I call - five years - maybe Annie'll tell me to buzz off. If I just show up, she can still tell me, but I get to see the kid. That's the worst that can happen.

Pause. Max scowls, but he turns away from Lion to study the cement plant. Lion absently fingers the gift box and studies his toes, wiggling them in the soil.

MAX:

(sad)

Will you look at that? And all them old timers busted up. Hell, Coley... I wonder what she'd say about that?

CUT TO:

45

EXT. A STREET IN THE SUBURBS OF DENVER

DAY

Max and Lion are walking along, looking at address numbers.
Max sees a house with faded flowers painted on it.

MAX:

There is is! I don't even have to
see the address. I know it's Coley's.

(smiles, punches

Lion's arm)

Wait'll you meet her!

Max bounds up the stairs, knocks on the door. Lion
follows behind, stays a step below Max.

46

CLOSEUP COLEY

She opens the door. She is thirty-two, pretty, with good
legs, but her face is prematurely lined. Her eyes are
gentle but her bearing and speech tell us that she is also
tough, can handle herself. Max grins and awaits a grand
reception. But Coley just squints, staring at him.

COLEY:

Yeah?

(pause)

Is that you?

MAX:

It's your brother, Max!

Silence. Coley's mouth drops, then her arms go out.

COLEY:

Max!! Oh my God!

(throws a huge
hug around him)

Max! Christ, you look like Uncle
Bert!

(now it hits her)

MAX!

(and now tears
and laughter)

MAX! OH WOW! It's Max! It's really

Max! Oh Christ! Max what are you...
where are you...!

MAX:

Just got out of the joint, Coley.
Didn't you get my letter?

(CONTINUED)

46 (Cont.)

COLEY:

Yes...I...I...

(buries her face
into his shoulder)I didn't expect you to look like
Uncle Bert! Oh Max! Oh wow! Oh
Jesus!

MAX:

Lemmee check you out, Coley.

(holds her away)

Heyyy, will you look at that face!
Is that beautiful? Lion, will you
look at that mug?

Suddenly both Max and Coley are embarrassed at the profusion of emotion they have shown in front of Lion. Both look at him. He perceives this.

MAX:

(continuing)

Coley, this is my friend and business
partner. His name is Lion.

COLEY:

(smiles)

Hi.

Resorting to gag, Lion assumes the air of a sophisticate. Eyebrows arched, lips puckered, he hands the gift box to Max then turns to Coley.

LION:

My dear.

With his hand forward to kiss hers, he takes a step, trips and falls down the stairs.

COLEY:

Oh my God!

MAX:

Oh there he goes again.

COLEY:

(rushes downstairs)

Is he hurt?

MAX:

Naw, he never gets hurt.

(CONTINUED)

46 (Cont.1)

COLEY:
(kneels by Lion)
You hurt or anything?

Lion is still the sophisticate, only nearsighted now, he shakes hands with a bush.

LION:
No, my dear, I assure you everything is in a most splendiferous state of arteriosclerosis.

COLEY:
(kisses his forehead)
Oh good!
(bounds upstairs)
Max, come on inside!
(hugs him again)
Oh Max, Christ you're really here!

47

INT. COLEY'S HOUSE

Max enters with Coley behind him, her arms around his neck. The house looks like a junk shop - which indeed it is. Bric-a-brac, gew-gaws, antiques and plain old junk everywhere, stacked, suspended, piled. Max is caught up short.

MAX:
Jesus, Coley, what's all this?

COLEY:
We went into the junk business.

MAX:
We? You still married to that... Howard.

COLEY:
Howard!... Hell no! I got a business partner! Frenchy - oh God she's dying to meet you.

Lion appears in the front doorway, Coley sees him and jumps in front of Max, puts up her dukes.

COLEY:
(continuing)
Come on, Max. You still any good?

(CONTINUED)

47 (Cont.)

MAX:

(grins, puts up his
dukes)Now, Coley, you know I'm the
toughest...Coley jabs a left, a good one, it connects. It stings.
She jabs again. Another good one. They begin to spar.

COLEY:

Come on, Max, give me on of those
famous rib-shots of yours.Max feints with his left. Coley goes for it. His right
comes up in a fast haymaker and stops right at her nose.
As Frenchy appears in the doorway, Max and Lion turn to
look at her. Coley connects with one to Max's jaw.

CUT TO:

48

CLOSEUP A LIE DETECTOR

A small battery operated box from which sprout two long
wires with finger clips affixed to their ends. A small
meter sits in the box, with an arrow which can move from
a black patch (its starting point) across various numerals,
to a red patch. Above the black patch, hand printed on
adhesive tape, is the word "true", and above the red patch
the word "lie". Coley's hands are fastening the clips to
Max's fingers.

COLEY:

(o.s.)

It's a lie detector, it really works.
A gift for you, Max, from Coley's
Junkettes, a welcome home gift.We SWING UP to bring Max in CLOSEUP. He is worried,
pushes his specs up to his eyes and frowns.

MAX:

Lie detector! Jesus, you know I
just finished doin' time, Coley.

COLEY:

Yeah, and you came out lookin' like
Uncle Bert.

(checks the meter)

FRENCHY:

Max, howcum you wear all those clothes?

(CONTINUED)

48 (Cont.)

ANGLE RIGHT and DOWN to a CLOSE SHOT of the lie detector.

MAX:

(o.s.)

They keep me warm.

The arrow stays on the black patch, which is to say it remains on "true".

COLEY:

(o.s.)

See, you told the truth. The needle didn't jump.

SWING UP to a CLOSEUP of Coley.

She is smiling at Max, happy he is here, loving him.

COLEY:

(continuing)

And you're out of jail. How does it feel?

49

CLOSEUP MAX

We have seen many things in his face, but until now never melancholy. He looks directly into his sister's eyes.

MAX:

(quite low)

How does it feel...?

Well, Coley...imagine you had to hang by your heels for one hour.

(pause)

How would you feel when they cut you down?

LION:

(whispering to Frenchy)

Can I have another beer?
(he gets up and starts out)

COLEY:

(calls to him)

Yeah...and bring some nuts.

Nobody pays attention to Max. At one point he realizes this.

MAX:

Aw, I don't want to talk about it.

COLEY:

(reacts to needle)

That's the truth.

50

MED. SHOT

All four are seated on the floor around the small device.

COLEY:

Okay, tell a lie. Would you like to ball Frenchy?

MAX:

(broad grin)

Not one little bit!

COLEY:

Wow! Look at it jump! Max, shame on you!

MAX:

It's good to see you, sis, Yes, it's good to see you.

COLEY:

It says that's the truth.

MAX:

Never mind! Put 'em on him!

LION:

All right! My turn!

Frenchy grabs Max's arm and hugs it to Max's pleasant surprise.

FRENCHY:

Oh he's just like you said! Just like I expected! He's Max!

MAX:

(pretty proud of himself)

I'm Max alright! You cute little motor scooter.

He pats Frenchy's leg while she holds onto his arm. She obviously has a crush on him. Coley attaches the tabs to Lion's fingers.

LION:

(excited)

Ready!

COLEY:

Right.

But she is caught on a thought. She casts a look at Max.

(CONTINUED)

50 (Cont.)

Lion finally breaks the silence. He grins and leans in.

LION:

Why don't you ask me if I like you?

He wiggles his fingers with the tabs on them. Coley's face softens.

COLEY:

Okay. Do you like me?

LION:

I like you.

The needle stays smack on "true". Coley laughs and scoots closer.

COLEY:

All right. What's your name?

LION:

Francis Lionel Delbuki.

MAX AND FRENCHY DOING IMPROVISATIONAL DIALOGUE OVER COLEY AND LION'S DIALOGUE.

COLEY:

Where are you headed?

LION:

Uh...Pittsburgh.

The needle jumps somewhat. Coley smiles.

COLEY:

Where?

LION:

(laughs, impressed,
looks at Max)

Detroit, then Pittsburgh.

The needle says "true".

COLEY:

Is that home? Detroit?

LION:

Yeah.

(needle jumps)

Well...sort of.

(CONTINUED)

50 (Cont.1)

COLEY:

Been homesick? Be glad to get home again?

LION:

Sure.

The needle goes to red: "lie". Pause. Lion frowns, then laughs. Coley looks at Max.

LION:

(continuing;
changing the subject)
Hey, ask me how do you keep an elephant out of the theatre.

COLEY:

(glad to move on)
All right, how do you keep an elephant out of the theatre?

LION:

You can't, it's in his blood.
(to Coley)
Ask me...

CAMERA MOVES to Max and Frenchy.

FRENCHY:

What did you miss most in prison?

MAX:

(looks at her -
sexually with a
double meaning)
Home cooking.

FRENCHY:

(turns to Coley)
I'm gonna cook tonight.

COLEY:

You are, terrific.

CUT TO:

51

INT. KITCHEN

French, consulting three cookbooks simultaneously, is concocting a dinner. We are unsure as to whether or not she has things under control as she whips an egg white

(CONTINUED)

31 (Cont.)

for this, sifts flour. She leaps about from pot to bowl to book to bowl to pot to book. The tea kettle whistles. She shuts off the fire, looks for something. Lion is teasing her - calling on the telephone, noticing Frenchy is totally bewildered.

LION:
Got a couple of beers?

We HEAR max o.s. calling Lion.

FRENCHY:
(flustered)
I'll bring it out to you in just
a moment. I'm busy!

Lion exits to yard.

32 EXT. YARD

Lion looks over to where Max is standing, smiles when he sees Max looking at him.

MAX:
No beer?

LION:
She wants to bring it to you.

MAX:
Then get over here and gimme a hand!
That Frenchy's got great jugs, right?

LION:
Real eye-poppers!

MAX:
(laughs)
Let's put this over by the fence.

Lion leans in and together they slowly move the huge refrigerator, both sharing the burden. Max nods to the yard in general and grins as they shove and grunt.

MAX:
(continuing)
Yard's shapin' up! Work Ya gotta
work. Coley works, but I don't know
how she manages to keep things in
such a mess.

He stops, breathing heavily and patting the top of the refrigerator. Lion massages his hands.

(CONTINUED)

52 (Cont.)

MAX:
(continuing)
Our car wash is gonna be in order!

LION:
Squared away!

MAX:
You got it! And that's gonna be ol
Maxy's job - washin' cars and keepin'
things in order and walkin' to the
bank.

LION:
What's my job gonna be? My specialty.

MAX:
(has to think)
Your specialty? ...Waxin! And keepin'
the customers happy.

LION:
Okay!

They get the refrigerator in place. Max brings Lion with
him to a washing machine in the center of the yard.

MAX:
(studies machine)
This thing's getting all rusted up.
(turns and yells
at the house)
HEY.. COLEY..!

53

INT. COLEY'S BEDROOM

Coley, clad only in panties and a bra, is seated on her
bed, needle in hand, sewing her dress. Hearing Max, she
jumps up and runs over to the window, leans around and
looks down, covering herself.

COLEY:
What do you want, Max!

Max shakes his eyes from the sun and squints up at her.

MAX:
You got a basement we can put this
thing in?

(CONTINUED)

53 (Cont.)

COLEY:

How can I sell it if it's in the basement! Just put it anywhere.

MAX:

Yeah, but...

COLEY:

The yard is looking just beautiful! So organized. I'll be down in just a bit.

She turns away from the window, starts back across the room, then sees herself in the mirror. She is compelled to stop and look at herself. She evaluates her body, turning to different angles, touching herself lightly here and there, thinking. Now she turns again and goes quietly back to the window, carefully looks down.

54

HER P.O.V.

Max is instructing Lion as to where they will move the machine. Now they brace themselves and shove - and Lion, pulling hard, lets his grip go and tumbles into a backward somersault in the grass. Max guffaws. We focus on Lion as he lies there studying his hands with mock-serious amazement. We are still looking at him when Frenchy appears, carrying the beers.

55

EXT. BACKYARD

Frenchy steps lively up to Max, smiling and sexy, Miss-at-your-service.

FRENCHY:

Here. Just as promised!

He grabs the can and drains off half of the beer at one toss, then blows a beer whistle which terminates in a soul-satisfying belch, as Frenchy gives Lion his.

FRENCHY:

Good heavens!

MAX:

There ain't a better sound on earth, lady! Well, maybe one or two.
(eyeing her)

FRENCHY:

I'll get you another one!

(CONTINUED)

53 (Cont.)

MAX:

Naw, after I move this washer. How 'bout you showin' me where it should go.

(to Lion)

You straighten the garage!

He puts his arm around her waist and moves her toward the opposite fence. Lion is watching this operation with amusement. He snaps open his beer and minds his own business.

FRENCHY:

I don't know where it should go! Really. Just anyplace. Coley usually does that.

(LION INTERRUPTS DURING MAX AND FRENCHY'S DIALOGUE)

MAX:

Nope. Everything's got it's own place. Like you. You got your own place, right?

FRENCHY:

(smiles, learning her lesson)

Right.

MAX:

So why shouldn't that poor old machine have it's place!

FRENCHY:

You're right. You're very right! (looks, points)

So put it there. That's its place!

MAX:

That's where she goes.

(turns to her, drinking beer)

You and Coley, you really hit it off, don't you?

FRENCHY:

Oh she's my very best friend! We were already friends when she threw that bum out. I was working in the Monnlight Inn, when Coley asked if I wanted to work here with her. She's so sweet.

(CONTINUED)

55 (Cont.1)

MAX:

(slightly pouting,
with a look up at
Coley's bedroom)

Yeah well she never shoulda got
married.

(then back to her)

Hey, how come you're called Frenchy?

FRENCHY:

(puzzled)

...I don't know how. It was back
in high school. The kids just
started calling me Frenchy. I don't
know why.

Max tries to catch his chuckle, turns it into drinking
beer. Frenchy is unaware of any of this. She smiles at
Max, goes into her I-can-do-as-I-please-so-there! attitude

MAX:

I bet you had a lot of boyfriends.

FRENCHY:

Some!

MAX:

(scowls)

You got some now?

FRENCHY:

He thinks it's something special.
I told him we're just friends.

MAX:

Good for you! What's for dinner?

Frenchy freezes. Her face goes blank.

FRENCHY:

Oh shit!

CUT TO:

56

INT. DINING ROOM

NIGHT

CLOSEUP A BUCKET OF COLONEL SANDERS FRIED CHICKEN

A hand dips in for a thigh, and we PULL OUT to a MEDIUM
GROUP SHOT

The four are eating dinner, all silently tactful with
regards to Frenchy's efforts. We cut from face to face
during the following exchange. The mood is very quiet.

(CONTINUED)

63 (Cont.)

COLEY:

I couldn't have been more'n eleven, ten. Max sixteen. And me picking fruit all day, and him working in the slaughterhouse.

MAX:

(bad memory)

I spent seven months drainin' blood out of pigs. Then the bastard found out how old I was and canned me.

COLEY:

Then we worked for that fishery.

MAX:

(slams table)

And that foreman tried to cheat you out of your pay! I laid him open with a rock, that sonofabitch!

(holds up fists)

In the chops! Screw the world and feed it fish heads, right, Coley? We fought our way through it.

COLEY:

Easy, Max, you've got another half a life to go.

MAX:

(spirits suddenly
soaring)

Yeah, and I'm gonna spend it washin' cars at my own place, and with no one layin' down the law to me, and bein' my own boss with my own INVESTMENT!

(he's off and running,
like an auctioneer)

Plastic pipe for durability, six hundred dollars, pure hair hand brushes that won't scratch paint - two hundred dollars, the finest Mediterranean sponges...

Frenchy looks at Coley who gives her a nod. Frenchy starts to close in on Max as he continues to spout off. Lion goes on eating. No one is listening to a word he says.

MAX:

(continuing)

...three hundred bucks. Three hundred bucks for sponges!

(CONTINUED)

56 (Cont.1)

MAX: (Cont.)

(Frenchy smooths down
his shaggy hair)
Pure flannel for drying and polish-
ing....

LION:

(as he eats)

You could save more money if you
just put on all your coats and rolled
all over the cars.

MAX:

Up yours, buddy. Wax buffers -
three hundred smackers, buckets
one hundred big ones, got to have
lots of buckets, and a RADIO forty-
five bucks for a radio, got to have
a radio, you and me, buddy, scrubbin'
away rain or shine, makin' our dough,
drinkin' spiked coffee and listenin'
to the Hit Parade! Ol' Maxy knows
what he's doin'!

He suddenly becomes aware of Frenchy who is stroking his
collar and snuggling up against him. He downs his whisky
then turns to scowl at her.

MAX:

(continuing)

I think it's time you invited me
home!

FRENCHY:

Jees, I thought you'd never ask!

She grabs the bottle of whiskey, slides it in front of
Max, rises and goes for her coat. Max is staring at the
bottle, grinning. He looks at Coley, then Lion, then
stands up, baring his teeth and squinting as an excite-
ment rises in him which he can barely contain. Now he
drives a staggering blow into his own palm, and is gulpi
swallowing the pain as Frenchy steers him toward the door.
He turns at the doorway, his glasses askew.

MAX:

You study them catalogues! Study
them prices!

(hoists the bottle)

UP THEIRS! And I mean ANYBODY'S!

He and Frenchy bound out into the night. Coley looks at
Lion, then finishes her drink and stands up.

(CONTINUED)

56 (Cont.2)

COLEY:

Well that ought to warm up November
for Max.

Lion rises, smiling and follows Coley into the kitchen.

57

INT. THE KITCHEN

Coley begins to gather up the charred, caked pots. Lion comes to the doorway. Now goes to the sink and, like Coley, gathers the pots up into his arms.

COLEY:

Follow me.

Both laden with the burnt pots, Coley leads Lion through the dining room.

58

INT. THE BATHROOM

COLEY:

In here.

She drops all the pots into the bathtub and begins running the water. Lion deposits his burden into the tub as well.

COLEY:

(continuing)

Whenever Frenchy cooks, you do two things: you go out and buy fried chicken, and you get set to soak the pots for a week and a half.

59

TRUCK WITH LION

He laughs, watching Coley fill the tub, now walks out of the bathroom into the junk shop-living room. From the bathroom we HEAR the continued sound of the running bath water. Lion rummages through the objects.

LION:

(calling)

Boy, you sure got a collection of junk.

(he has come upon
a cutlass)

Where'd you get this cutlass?

COLEY:

Given to me by an old lover.

(CONTINUED)

59 (Cont.)

Lion chuckles, and hefts the cutlass. The water stops and Coley appears in the doorway, grinning, wearing a coat.

COLEY:

(continuing)

Want to go for a ride?

LION:

(eyes wide, big smile)

Ohhhhh yeahhhh...!

60 EXT. COLEY'S GARAGE

NIGHT

She throws open the door. Lion's face lights up.

61 THEIR P.O.V.

A shiney red motorcycle with a sidecar sits invitingly. Lion laughs. Coley watches him, smiling.

LION:

Fantastic! But wait a minute!
I'm not dressed right!

CUT TO:

62 EXT. A COLORADO HIGHWAY PANNING SHOT

NIGHT

Following Coley's motorcycle. And lion is in the sidecar, dressed in his asbestos suit and hood. He is singing opera and waving his cutlass, looking sort of like a wrinkled white knight.

CUT TO:

63 EXT. COLEY'S BACKYARD

NIGHT

They enter.

LION:

...fresh outa high school into the army, outa the army into marriage, twenty-one, thinking about age sixteen, wife pregnant. I'm being honest. I couldn't handle it. I panicked, took off, went to sea.

(CONTINUED)

63 (Cont.)

COLEY:

It didn't bother you?

LION:

No....I figured I was doing the right thing, sending all the money I made. See, I was young. But growin' up snaeked up on me. Happens on a ship. Annie and me never wrote, but I knew she had the kid, and I'd send presents. The holidays, too.

COLEY:

I've never even had a kid.

LION:

Well wait'll you're ready, that's my advice.

COLEY:

Aren't you nervous about going back?

LION:

Yeah, but I got no choice.

COLEY:

Why?

LION:

You want to know why? Couple days ago in San Francisco, I walk in to this shop to buy a gift for the kid. Salesgirl says how old's the kid, I say four, she says boy or girl? And I don't know, I say it never made any difference before. She says four? Now it makes a difference!

(pause)

And that was it. I knew I'd have to go back and see the kid.

COLEY:

What about Annie?

LION:

I don't know. I'm headed for something...I can feel it. And it's going to be big. Because I'm changing.

COLEY:

I wish Max was headed for something.

(CONTINUED)

63 (Cont.1)

LION:

He is, Pittsburgh, with me!

COLEY:

He's always sending money back to Pittsburgh. Max is practical and dumb. Lat time we separated, he ended up getting married and going to jail.

LION:

Max is married?

COLEY:

He was married to a blond with big...he got a job driving a hack. One day he went home for some mid-day action. The queen was already very active. Max dragged the guy into the street naked and beat him to a pulp. That's the first time he went to prison...be nice if I could keep him here.

LION:

Maybe we can work it out, you know, Coley.

COLEY:

Like what?

LION:

Maybe we can come back here.

COLEY:

Really?

LION:

Yeah, maybe I could talk to him.

Coley is very pleased and reaches across and hugs Lion. From Coley's reaction, we are aware that something might Happen to Lion and Coley.

CUT TO:

64

EXT. STREET

DAY

Max, grinning ear to ear, sweating. Glasses down his nose, but he doesn't push them up. Beatific.

MAX:

Yeah, somethin' tells me my regularity is here to stay!

LION:

You're breaking the join habit?

MAX:

(grins, punches
fist)

Oh I tell you that Frency is about one hundred sixty ways of mean woman! I tell you that woman knows tricks I wouldn'ta thought you could do 'les you were a snake!

LION:

You got to admire talent.

MAX:

And patient! I got so drunk I kept fallin' off the bed, but she'd just hop down and haul me up again!

LION:

Helluva woman. Maybe we ought to think about rambling back here after Pittsburgh.

Max's face freezes, he eyes Lion coldly, his hand goes to his pocket and he pulls out his little notebook.

MAX:

Now you listen...

LION:

(reasoning)

I know "down to the penny". I believe you! What's that got to do with Pittsburgh?

(CONTINUED)

64 (Cont.)

MAX:
(blindly balking)
That's where my money is!

LION:
So what you got a special deal with
the bank president, you got to wash
cars in his vault?

MAX:
(waving notebook)
I make plans, I stick by them! We're
leavin' tomorrow, that's that. We've
got enough to get us to Pittsburgh,
includin' stoppin' off in Detroit to
take care of your crap!

LION:
Tomorrow?

MAX:
TOMORROW! Now, let's get her present.

CUT TO:

65

INT. FIVE AND DIME

Max and Lion stop at counter, in rear of store. Max
looks - stares -

MAX:
Okay, when I go like this...
(gesture)
...you get her attention - got it...

Lion winks, walks to other side of store - Max watches
and at the right moment gestures - Lion gets the signal
and then...as if the gun at the track meet had sounded...
begins to sprint at full speed through the store, every-
one watches...including Max (stunned) as he exits the
store the attention goes to Max. Embarrassed, he buttons
his coat and leaves - empty-handed.

CUT TO:

66

INT. MOONLIGHT INN

MID-EVENING

Max, Coley, Lion and Frenchy are seated at a corner booth.
The music is up and they are drinking. But Max still
hasn't forgotten what happened earlier in the evening.
He's addressing Lion.

(CONTINUED)

B6 (Cont.)

MAX:

I said to get HER attention...not mine.

LION:

(shrugs)

You didn't have to look.

MAX:

Listen buddy...you mean to tell me a madman starts going crazy in the store I'm not gonna look... shoot.

Lion looks away, as the waitress brings over a round of drinks as she speaks we are reminded it is Coley's birthday.

WAITRESS:

This round's on the house...
Happy Birthday, Coley.

LION:

It's mighty decent of you girls to
...spring for this...goodbye dinner.

COLEY:

(a bit tragic)

Oh no...no-no...

MAX:

(foul humor)

Next time we meet we buy!

(to Lion)

We gotta save!

(holds up fist)

This is how you make it. And money's this!

COLEY:

True. That's...very true.

MAX:

(pulls out notebook)

When I got outa the joint they paid me...

(exact page)

Two hundred, ninety-one bucks and sixty-three cents! I kept ten lousy bucks for me, mailed all the rest to the bank!

(CONTINUED)

66 (Cont.1)

LION:

(eating)
Don't get upset, Max, it's bad for
your digestion.

COLEY:

Anyway...we're glad to pay for a nice
...goodbye.

FRENCHY:

Are you ever coming back?

MAX:

Yeah, be back someday.

Pause. All eat except for Max. A belch escapes him and
he squints at the candle flame.

FRENCHY:

(bright addition)
The highschool holds its graduation
prom here. They even have "Pomp and
Circumstances" on the juke box.

A small smile forces itself past Max. He looks at Frenchy
out of the corner of his eye.

MAX:

That's right baby. You keep feeding
that kind of information.

COLEY:

(to Lion)
Got your asbestos suit?

LION:

(smiles)
Out there in the motorcycle.

COLEY:

Got your lie detector, brother?

LION:

Got your milk of magnesia, brother?

They all laugh.

MAX:

What's so sunny?

FRENCHY:

Max sleeps with his shoes under his
pillow!

(CONTINUED)

66 (Cont.2)

MAX:

NEVER MIND!

(another belch)

LION:

(leans in, worried
doctor)You don't feel a little tightening
up down here in your lower guts, do
you, Maxy?

MAX:

(sweating)

I know what you're doin! But I got
my plans!

LION:

Right, his plans.

(to Coley)

For every car there's dirt.

COLEY:

Got cars here in Denver. Got dirt,
too!

LION:

Sort of blocked feeling? Down here?

MAX:

I got my plans.

Max is sweating and pale. He rubs his belly and casts a
look at Frenchy who is demurely sipping her wine.

COLEY:

Frenchy could be a plan, too, you
know, brother.

LION:

Coley, what's this called down here?

COLEY:

Intestines!

LION:

Ah right. In the in-tes-tines?

(Max grumbles)

A blocked, stopped up...

(Max groans)

BOUND up feeling?

(CONTINUED)

66 (Cont.3)

MAX:
(punches table)
YESSSS! I DO!
(wild eyed)
GODDAMN IT! SIX YEARS!

LION:
SO ALTER YOUR GODDAMN PLANS!

MAX:
ALL RIGHT! Maybe.

A big six-foot Nebraska farm boy approaches the table. He used to be Frenchy's boyfriend...and isn't happy about the recent change.

VINNIE:
Where you been...I was tryin' to call you.

FRENCHY:
Working.

VINNIE:
Workin' my ass...I been callin' all hours of the night.

MAX:
Hey, motormouth...you talkin' to the lady?

VINNIE:
Yeah...that's right.

MAX:
(as he starts to speak
Coley and Frenchy inter-
vene)
I think maybe you better get that thing fixed.

Frenchy and Coley both stand up and speak at the same time.

FRENCHY:
Vinnie, please don't start any trouble.

COLEY:
Vinnie, that's my brother and he's a guest at our house...MAX, SIT DOWN ...This is my birthday party and I don't want no fights.

(CONTINUED)

66 (Cont.4)

VINNIE:
(to Frenchy)
I'll call you tomorrow.

He exits.

MAX:
What! You know everybody around here?

FRENCHY:
Not as well as I do you.

LION:
So what do you say motormouth?

MAX:
(condescending)
All right. Loan me plane fare, will you, sister?

COLEY:
Done!

MAX:
(rapid fire)
I'll fly to Pittsburgh tomorrow, get the money! You and me'll split up. You go to Detroit, give the kid the goddamn lamp. By the time you get back, I'll have things rolling.

LION:
I go alone?

MAX:
You can handle it. I'll fly out in the mornin', fly back tomorrow night.
(grins at Frenchy)
ALL RIGHT!

He grabs the bottle, drinks deeply, stands up.

67 LONG SHOT THEIR BOOTH SHOOTING FROM THE BAR

MAX:
(continuing; shouting)
One round for the house! To the car wash! Here's muscle in your old pizazz!

(CONTINUED)

67 (Cont.)

LION:
(stands up)
Here's to washin' your socks!

COLEY:
(stands)
TO MAXY ENTERPRISES!

CUT TO:

68 CLOSEUP LION'S FACE

under the hood of the asbestos suit. Coley is painting MAX ENTERPRISES on the asbestos suit, while Lion, inside the suit, and wearing the hood, peeks through the little window and gives a muffled sales pitch.

LION:
That's right, you heard it right,
we'll wash any car, folks, you name
it, we'll wash it, we scrub, we rub,
we splash, we wash, fun in the sun
at Maxy's, your neighbors will be so
jealous they'll shoot themselves in
the elbows!

And so on. Much merriment. Everyone is quite drunk. Lion is standing on the table. Coley before him. Max and Frenchy are standing by, proudly watching the operation, as are many customers who cheer and shout encouragements to Lion. One senses the car wash might be a success.

COLEY:
There! Finished!

FRENCHY:
It's official!
(she squeals, hugs
Max)

MAX:
How you doin' in there, partner?

LION:
That's right, folks you heard me
right, ladies' day every Monday
night, and the first car every month
is free!
(cheers)
And a kiddie carnival once a month!

(CONTINUED)

68 (Cont.)

LION: (Cont.)

I'll be the clown!

(cheers)

And free Alka-seltzer for the drunks!

(cheers)

And a loaf of bread and a head of
lettuce!

More cheers. Frenchy has gone to the juke box, now pushes a button and the machine starts to give out with "POMP AND CIRCUMSTANCE." The music booms out. Lion salutes, and all the drunks come to attention.

LION:

(continuing)

ALL RIGHT MEN, FOLLOW ME!

He takes a step forward and falls off the table. He is hoisted up, points to the door and starts to march. Max, Frenchy and Coley fall in behind him, then about half of the people in the bar follow suit.

69

EXT. THE STREET

Music up even louder. "POMP AND CIRCUMSTANCE" should now be pounding into us. And Lion comes out onto the sidewalk, marching, followed by about ten cheering, happy drunks. People on the street stare agape.

70

CLOSE ON LION

Marching and swaggering to the heavy music. He sees something, points.

71

CLOSEUP A FULL TRASHCAN

72

CLOSEUP LION

LION:

THERE IT IS, MEN!

Max rushes to the trash can, places it in the center of the street, laughing until his eyes are streaming. Now some of the men, at Lion's directive, hoist him up into the trash can, and while the girls whoop and yell with laughter, Max sets fire to the trash.

MAX:

TO MAXY ENTERPRISES!

(CONTINUED)

72 (Cont.)

The contents explode in flames. Lion's arms extend in benediction. "POMP AND CIRCUMSTANCE" swells even more.

LION:
KNEEL, MY CHILDREN!

Max, Frenchy, Coley and two unruly drunks go to their knees before the flaming apparition.

LION:
(continuing;
a chant)
Bring me your jeeps, bring me your tanks, I shall cleanse them and purify them! Yea, bring me your mattresses, your skillets, your old geese! TELL THEM...GOD SENT YOU!

And now the crowd is overwhelming, staring at this insanity in their quiet street, a flaming madman with five reverent "worshippers" kneeling before him. And now, above "POMP AND CIRCUMSTANCE", a new sound - growing very fast - sirens!

73

CLOSE ON LION

Having the time of his life, the greatest gag of his career.

74

ON THE "WORSHIPPERS"

Laughing so hard they'll wet their pants.

75

FULL SHOT THE STREET

As police cars come from every direction, lights blazing, red, white, sirens screaming, brakes shrieking flash-bulbs popping. Astounded policemen, standing in open car doors, unable for the moment to move.

76

LONGSHOT

One last look at the madness as "POMP AND CIRCUMSTANCE" draws to its tumultuous close. And now

CUT TO:

77 EXT. A RURAL AREA RAIN

DAY

Rain cascading out of a dark, oppressive sky. The bucolic land bathed in dark shadows and misty pockets.

78 LONGSHOT A BUS

Moving quickly along the small rural road.

79 CLOSEUP A SIGN READING "WAYSIDE WORK FARM".

And we pull to the right to a

80 MED. SHOT THE BUS

A prison bus, black and white, with barred windows. It pulls to a stop before the building. The doors open and a few men spill out into the dusty unloading area. Max and Lion among them.

81 INT. THE ADMISSIONS AREA

Prison-like, with hard, enameled walls, tile floors, and bars. Five men are led down a long corridor by a guard. Each carries folded sheets and a towel. Max and Lion are among them - Max, eyes front, dark fury in his eyes, Lion, a frequent eye on Max, scampering to keep abreast.

82 INT. THE DORMITORIES

As the group moves down a hallway, the guard gestures to two of the men and they separate, go off into one of the bunk rooms. We move on. Now Max and Lion are cut out, and as the guard moves on with the remaining prisoner, they go into the dormitory. Of the fifteen beds, four have bare mattresses, and Max makes straight for the one farthest away from the door, in a corner of the room. Lion drops his bundle and tags along after Max.

As they pass one bunk we hold on it. Lying on it is Jack Riley, smoking a cigar and reading a girly magazine. He looks up from the pictures and squints through his cigar smoke as Lion dances after the stone-silent Max.

Max goes over to his bunk, drops his sheet and towel onto the mattress, grips the post.

MAX:

Christ...I was out! Home free after six years. One time! I listen to

(CONTINUED)

82 (Cont.)

MAX: (Cont.)

you ONE TIME and I'm back in...! And
if it wasn't for Coley knowing all
those people...

(snaps around to
look at Lion)

You stay outa my sight! I don't
wanta see you or hear you this
whole month.

He turns to make his bunk. Lion stands still for a beat,
trying to figure out how to handle this. Now he steps in.

LION:

But, Max, you punched...

(pause)

Here, I'll help you...

He grabs the pillow case, but just as quickly Max snatches
it back. Riley is intrigued now, lays the magazine down
and watches the two men.

LION:

(continuing)

It's like we're shipmates. Think
of it that way! We're on a month's
cruise together.

(Max keep his
back to him)

Riley just happens to be looking. Now he puts the maga-
zine aside and swings off his bed. Lion moves around
Max's bed, trying to get him to look at him.

LION:

(continuing)

Aw c'mon, Max, it isn't so bad
really, is it? C'mon! It was all
just a joke.

Riley stands one bed away now. Lion sees him first.
Riley smiles, removes his straw hat and holds it deferen-
tially before him..

RILEY:

Hi. Jack Riley.

(Max looks around,
staring)

I don't want to interrupt anything.
But if I can be of any help...

Max ignores Riley as well, goes back to making his bed.
Riley smiles at Lion, steps forward, hand out. Lion
comes around the bed and shakes Riley's hand.

(CONTINUED)

§2 (Cont.1)

LION:

I'm Francis.

RILEY:

Pleasure! And don't worry about a thing, we all get along great in here. You just got to know who your friends are.

(warm smile)

MAX:

Buzz off.

RILEY:

Unpleasantness!

LION:

He's just upset. Don't get mad.

RILEY:

Mad! I'm here to help.

LION:

Great!

RILEY:

You're open. I like that. We're going to get along all right, Francis.

LION:

Fantastic! You hear that, Max?

Max has finished the bed. Now he sits on it and starts unbuttoning his shirt, looks up at Riley with his cold angry eyes.

MAX:

I don't wanna talk. I wanna be left alone. Beat it, both of you.

Riley's had enough of Max. He sits on the opposite bed and speaks quite frankly, as Max takes off his shirt and shoes.

RILEY:

Hey, friend, I can help - I'm sort of involved with the work assignments around here.

Max looks levelly at Riley as he tucks his shoes under his pillow. Then he climbs into bed and settles down for his nap.

(CONTINUED)

82 (Cont.2)

MAX:

Up your ass.

Riley stands up.

RILEY:

With his attitude, he'll end up on
the hog farm, up to his kness shoveling
pig shit.

LION:

He'll be all right in a little while
- right, Max? Max always takes a
nap when he's upset.

RILEY:

C'mon Francis, we'll go find my
friend Mickey and get you all set
up.

LION:

(worried)

Max?

RILEY:

(takes his arm)

Don't worry about him.

(leads him away)

Don't worry about anything.

83

EXT. TRAVELING SHOT

Riley is driving an open-topped jeep with Lion as a
passenger.

RILEY:

He's probably gonna be at the dairy!

LION:

Milkin' cows?

RILEY:

Naw. He's the warden's son-in-law.

(takes out a cigar

and matches)

Hey, Francis, mind lighting this
for me?

Happy to serve, Lion takes the cigar and lights it up
during the following.

(CONTINUED)

83 (Cont.)

RILEY:

You saw all that dough I collected
back at the cannery?

(Lion nods as
he puffs away)

My lottery. You want to get in,
Francis? I run it honest.

LION:

(hands him cigar)
We don't have any money.

RILEY:

(takes cigar)
Hey thanks. Want one?

LION:

Yeah!

Riley hands Lion another cigar which Lion pockets.

RILEY:

Well I thought you were opening a
business.

LION:

We are but that money's back in
Pittsburgh.

RILEY:

(not listening)
Pittsburgh.....

He frowns as he drives, thinking something out, then
shrugs, abandoning the thought. He casts a look at Lion
who is eagerly taking in the countryside, then drives on,
luxuriously puffing on his cigar.

84

EXT. THE DAIRY

As the jeep pulls up, Mickey Willis comes out of the
building. He's a thick-headed, thick-bodied young man
with heavily greased, carefully combed red hair. His
first reaction when he sees the jeep is to stop and shoot
a suspicious look at Lion. Riley jumps out of the jeep
and strides over, smiling, to the sullen, wary guard.
Riley is obviously in control of this relationship.

RILEY:

Mickey! I want you to meet a friend!
I been lookin for ya.

(CONTINUED)

84 (Cont.)

MICKEY:

How come you're looking for me?

Arm around his shoulder, Riley leads Mickey over to Lion's side of the jeep.

RILEY:

Business. What else? Mickey Willis, meet Francis Delbuki!

LION:

Put her there, mate!

MICKEY:

(shakes hands)

Yeah, hi.

RILEY:

Item one. Got a new candidate in number four I want on the hog farm. Tomorrow.

MICKEY:

(looking around)

Right. Sure.

RILEY:

(smiles as he
digs in pocket)

Item two. Lottery collection's all in. Here's yours.

Mickey takes the small roll of bills without comment. Riley is still smiling at him.

RILEY:

(continuing)

So how's Nancy. Did you give her my message?

MICKEY:

(very wary)

Yeah...sure....

(looks at Lion)

RILEY:

She give you a good lay?

MICKEY:

Yeah...well, actually it's uh - she's...

(CONTINUED)

84 (Cont.1)

RILEY:

Getting to know her style too well?
Want to move on?

(Mickey grins and
looks all around)

Something a little more kinky?

MICKEY:

(chuckles)

Sure.

RILEY:

No problem. I'll give you a note.
You give it to Nancy next time you're
in. Any other problems?

MICKEY:

(already excited)

Unh-unh. Unh-unh.

RILEY:

'Kay. Now I want something easy for
my friend here. Something posh.
What've you got?

MICKEY

(shrugs)

I dunno. What's he want?

RILEY:

(to Lion)

How about it, Francis, what kind of
business you goin' into?

LION:

Car wash. Maxy's Car Wash!

RILEY:

(winks at Guard)

There you go.

85-

CLOSEUP AN OFFICIAL CAR

Water splashes on the top, runs down the sides in rivu-
lets. PULL BACK. Lion is yawning in the cold morning
air as he hoses down the car casually with one hand and
sips from a steaming mug of coffee in the other. At the
sound of a large engine he looks around and SEES...

A transportation truck. It carries a group of men, Max
among them. He has moved to the edge of the bed and is
staring at Lion washing the car. Lion double-takes,
seeing Max, then looks at the hose, the water, back at

(CONTINUED)

85 (Cont.)

Max. Max is still staring, stunned, when the truck lurches away. Disconcerted, Lion makes a gesture of innocence and the water splashes over his legs. Jerking the hose away he spills hot coffee on his hand. He yelps and looks up to see Max, still staring, disappear around a corner.

CUT TO:

86 INT. THE CAFETERIA

EVENING

Lion is eating with Riley and Skipper Powell, a fellow caught up in something he is no longer sure of, who runs a nervous hand through his hair as he copies numbers from Riley's small notebook into his own.

SKIPPER:

Jesus, Riley, you didn't tell me you were going to get into gambling. I thought...

RILEY:

Shush.

SKIPPER:

I could go to maximum!

RILEY:

You could go to the hog farm instead of sitting on your ass all day. Show Coordinator's a pretty posh job, wouldn't you say?

SKIPPER:

Okay, okay, gimme the baseball scores!

Lion has seen Max come in, freshly washed, but his clothes are dirty and he looks sunburnt and tired. Lion gets up and moves toward Max who is standing in line with his tray. He sees Lion coming, but continues to ignore him. Beyond them we SEE Riley watching.

LION:

Max, I din't ask for that job. Honest! I wouldn't wash cars without you.

(no response)

Here, have a cigar!

(offers him Riley's cigar; Max stands still)

(CONTINUED)

86 (Cont.)

LION: (Cont.)

Here, Max, take it, I got it for ya.
(shoves it into Max's
shirt pocket)

Boy, buddy, you sure do look tired,
yep. Tired.

RILEY:

Hey, Francis!

Lion looks around. Riley is beckoning to him. Lion turns
back to Max. He turns around to Riley smiling.

LION:

You're gonna be sorry when you
realize that I didn't do nothing.
It's not my fault.

Riley has Lion light his cigar.

RILEY:

I've been thinking, Francis, you'd
make a good assistant director
for my talent show. What d'ya say?
No more washing cars.

LION:

What would I do?

RILEY:

Help get guys together, watch the
rehearsals, give me more free time
to tend to things. Very leisurely.
Francis, you're a good man and I
want to give you the job.

LION:

Me? A director?

He tries the idea on for size, sort of likes it. He grins
and looks around to see Max being served his food. That
clinches it.

CUT TO:

87

EXT. COURTYARD

Riley with Lion tagging along, walks with another
prisoner. An official car pulls up with Mickey. The
prisoner turns and goes off. Riley steps over to the car.

(CONTINUED)

87 (Cont.)

MICKEY:

Get in, Riley.

RILEY:

My buddy goes with me.

MICKEY:

(dismissing Lion)

Yeah, all right, get in.

Riley opens the door for Lion, follows him into the back seat. Mickey drives off.

MICKEY:

I'm gettin' some bad feedback.

RILEY:

From Knowland?

MICKEY:

Not yet.

(looks at him)

From guards! They wanta know why you're not workin'.

RILEY:

(amused)

I'm the talent show director.

MICKEY:

Shit, they know there never even was no talent show until you rigged it. And they know I helped you - now what am I supposed to tell 'em!

RILEY:

Tell them my girls in Denver are giving you head every week. Tell them the truth.

MICKEY:

Christ, Riley...

LION:

(delighted)

Oh no! Riley, are you a pimp?!

RILEY:

(fast warning)

I don't like that word! Don't use it! I manage very special talent!

Mickey laughs. Lion is excited.

(CONTINUED)

87 (Cont.1)

LION:

What's it like? Like having your own harem or something, huh?

RILEY:

(flaring)

I don't touch my girls! Never!

Mickey and Lion keep quiet.

RILEY:

(continuing;

suddenly leans

forward to Mickey)

And if you still want the good deal you've got, you tell them whatever's going to sound good. Use your fucking influence. You're the warden's son-in-law why do you think I picked you? But you leave me my days free!

Now he sits back, calming himself. Mickey is silent. Lion sees something outside, taps Mickey's shoulder.

LION:

There's the hog farm! There's Max! Let's go over!

RILEY:

Take him over.

Mickey obeys.

88

MED. SHOT MAX

Shoveling one small portion of the tons of surrounding offal into a wheelbarrow. He has on hip-high rubber boots and is stripped to the waist. He works with a grim and bitter commitment to the ocean of dung sucking at his boots. The drone of an engine causes him to look up, but only for a beat; he hardly misses a stroke with the shovel.

Beyond him the car has pulled up and stops. Lion has rolled down the window, calls out.

LION:

Wrap me up two pounds to go will you, partner?

(Max ignores him)

Hey, guess what! I'm assistant Director of the talent show! Want

(CONTINUED)

88 (Cont.)

LION: (Cont.)
 me to make you a star?
 (he is ignored)
 Your name in lights!
 (ignored)
 No? Yeah well...us Show business
 People sure do envy you Simple Men
 of the Land!

Max plops a large shovel of crap into the wheelbarrow, turns his back so that Lion won't see the smile that he cannot hold back. The car pulls away with Lion singing out to the tune of CAMPTOWN RACES...

LION:
 (continuing)
 Piggie love their lax-a-tives,
 doo-dah, doo-dahhh...

89

INT. THEATRE

NIGHT

Lion is going through a number of routines in preparation for the talent show. At one point we hear a single applause from the rear, it's Riley - he's been watching for a while. He steps up smiling, satisfied with Lion's work.

LION:
 Hey, Riley! You been there long?

RILEY:
 (punches his arm)
 So how's the big production?

LION:
 It's fun! It's a ball!

RILEY:
 Great! Hey, could you handle a
 little belt?

LION:
 (surprised, but
 smiling)
 You got it?

RILEY:
 (laughs)
 Sure I got it! Come on!

Lion and Riley are seated across a box, a bottle between them. A lantern lights the small shed. Lion is quite drunk and on a laughing jag. Riley keeps pouring his liquor and laughin along with him.

RILEY:

And he's gotten all the way to the punch line - and it's going to be raunchy - when he realizes the warden's wife is in the audience. So he stops!

Lions slaps the box and howls. Riley pours some more whiskey and he goes on.

RILEY:

(continuing)

Just freezes with his mouth open. But the men want to hear the end, and they're raising hell, and the guards are getting upset, so finally he blinks and swallows and yells out SO THE DOCTOR TOOK HER TEMPERATURE... AND IT WAS NORMAL!

Lion chokes on his whiskey and, laughing and coughing, stumbles from wall to wall of the small shed. Riley pours more booze for them both as he laughs along with Lion.

RILEY:

(continuing)

So we said no more jokes in the talent show.

Lion controls his jag, wipes his eyes, then grows more serious as he returns to the stool and sits.

LION:

Ohh that Max is going to be mad! I'm getting drunk and he isn't.

RILEY:

You're a friend of mine. He isn't.

(Lion drinks)

Max is on the hog farm, and you're having the time of your life. It pays to be a friend of Jack Riley's.

LION:

Yup, I guess it does.

He sips, drunkenly abstracted. Riley stretches, then sits back, studying Lion.

(CONTINUED)

90 (Cont.)

RILEY:

You know how much time I'm doing?

LION:

(absently)

Nuh-unh.

RILEY:

A year. A whole year.

Pause. Lion finally looks at Riley, nodding.

LION:

Boy that's...that's a long time.

RILEY:

It sure is, Francis.

Now Riley sits forward, hands folded on the box, eyes on Lion.

RILEY:

(continuing)

How about it?

LION:

How about it...?

RILEY:

Doing Riley a little favor. Give me a little relief.

LION:

(dawning)

What do you mean....?

RILEY:

What do you say?

LION:

(straightens)

Hey....!

RILEY:

Easy! Easy...!

Lion staggers to his feet, a gag to the rescue.

LION:

Oooo Egor, you crazy monster!

RILEY:

(stands)

Don't make fun of me!

(CONTINUED)

98 (Cont.1)

LION:

Well what the hell are you talking about!

RILEY:

(unzips)

I'll show you what I'm talking about!

LION:

(backing)

NO! Holy Christ!

Riley pursues Lion, one hand shoved into his fly. Lion quickly gets wedged into a corner.

RILEY:

You're sensitive. I like that. I always liked that. Let me turn you out!

LION:

NO! RILEY!

RILEY:

Just a little hummer!

LION:

Yiieee....

He tries to shove past Riley, who turns, throws a grip on his neck and tosses him against the wall, both hands on Lion's throat.

RILEY:

What if I made you! What if I just shoved you down on your knees and made you!

LION:

(eye to eye)

I'd bite it off...you son of a bitch!

(silence)

RILEY:

(stumped)

You...I...you...all right!! I thought I had a friend! I was wrong.

He slaps Lion, and starts what will eventually lead to a rape.

(CONTINUED)

90 (Cont.2)

RILEY:

(continuing)

And don't expect anymore favors from
Jack Riley!

He exits. Lion is left sunned, drunk and shaking.

CUT TO:

91

INT. THE DORMITORY

NIGHT

Everyone is asleep in the dark room as Lion fumbles in. He moves as quietly as he can to the end of the room and Max's bed where both become illuminated by the window. Lion stubs his toe on the foot of the bed and as he tries to recover, Max looks up in alarm, seeing who it is. He is stunned at Lion's appearance. Lion is crying.

LION:

(pathetic whisper)

I've been raped...Riley raped me.

We know from Max's reaction that he has made a decision.

92

CLOSEUP A HOG

DAY

It looks up from its swill, snorts, returns to its dinner.

Riley, shoveling pig crap in the hot sun, stops for a moment, runs his arm across his brow. His look is dangerous.

In another area of the pen, Max wearing hip-length rubber boots covered with crap.

MAX:

(with authority,
hollers to Riley)

Ya gotta keep your weight on the
balls of your feet. Too much on the
heels and you'll skid, fall in the
crap again.

RILEY:

On the balls, right!

MAX:

See, you shoulda come up here in the
first place. You woulda known all
this.

(CONTINUED)

92 (Cont.)

RILEY:
Well, I had my laughs.

MAX:
(appreciates
fine art)
Yeah, that's right. I know
somebody who isn't laughing
though.

CUT TO:

93 MED. TWO SHOT

Max moves up to Riley, who is leaning on his hoe, casually watching Max. They are separated by a three-foot concrete wall.

94 CLOSE TWO SHOT

MAX:
You people in show business - how
do you manage to stay in action when
you keep giving it away? Huh, Riley?

RILEY:
(frowns)
What did I give away?

MAX:
The business, Riley. The whole show
business. Gave it to my partner Lion,
didn't you, Riley? Didn't you give
him the business?
(pause)
Didn't you?

Riley is still leaning on his hoe and staring at Max when Max's arm swings in a blurred arc and backhands Riley across the mouth. The hoe falls to the ground. Riley shakes his head, his mouth bleeding, and steps back. Max hops over the wall.

RILEY:
(casually)
All right.

Riley squares off. Max drops to his classic position: his head couched snugly between his fists, body so bent as to make his mid-section virtually inaccessible. But Riley is fast, and a hard right swings in a blue streak,

(CONTINUED)

94 (Cont.)

lands squarely and solidly on Max's forehead. His glasses go flying away, the flesh parts, bleeds, erupts. But Max is smiling. His head even pops a slight degree above his fists as he confides to Riley:

MAX:

Riley...I got a ve-ry high pain thresh-hold.

Even as he is grinning one arm shoots out and we can hear ribs divide beneath the force of its landing. Riley's face only begins to assume a nauseous expression when we ZOOM OUT to a

95

LONG SHOT

Although we are looking at the fight from a distance, we will hear it as though we were on hand. Another right from Max, the breaking of more ribs. A grunting sob from Riley who swings a sloppy right which misses. A killing left from Max and we can hear the bones in Riley's jaw part company. Riley growls and starts to sink. Max fires a fist point blank at his eyes and Riley goes to his kness with a wet whisper. Max's knee comes up, lands square in the middle of what now used to be Riley's face, and we hear the sickening sound of its impact. And yet we "see" nothing; they are too far away for us to discern these details. Riley topples forward into the dirt. Max brings up his foot and stomps down hard into the back of Riley's head. Riley lies still, and Max turns away, walks back across the field.

96

EXT. THE PUBLIC ROAD AT THE ENTRANCE TO THE WORK FARM DAY

A cold day, high and heavy wind. An official station wagon pulls up and Max and Lion step out. The station wagon pulls away. The overcast is dark, many objects blow in from the fields and down the road. Lion still looks bad with a busted lip, black eyes, one cheek hollowed where there used to be some teeth. Both look at the weather. Max claps his arms together. Lion stares down the road, he is still clutching his gift box.

MAX:

I been thinkin'...how about skippin' Detroit. I don't feel so good.

LION:

No...what'll I do with my lamp?

(CONTINUED)

96 (Cont.)

MAX:

Mail it.

LION:

It's not the lamp...I gotta go. I
owe Annie. That's why I gotta go.
I owe Annie.

Max studies Lion for a long moment, working things very
carefully through his brain.

MAX:

Well, okay. But do me one favor.
Let's get there fast!

97

EXT. A MOVING FREIGHT TRAIN

AFTERNOON

It roars past us, cutting through the deepening terrain,
its wheels racketting-racketting, the cars individual
blurs forming a long multi-colored girder which cuts
diagnally across the screen.

98

INT. A FREIGHT CAR

Lion and Max are kneeling over an open map. The car door
is wide open beyond them, and they are bundled against
the cold.

MAX:

(yelling)

We'll stay right on to St. Louis!
Then catch another freight to
Cleveland. Then over to Detroit!

LION:

(chaffing his
palms)

Yeah!

(looks at his
hands)

Hey look! My hands are wet!
(turns palms to
Max)

Look at that! Never were before.
Weird, huh?

Max looks at Lion's hands, frowning, now returns his gaze
to the map.

99

ON LION

He turns away, looks out the open doorway, speaks more or less to himself.

LION:

I'd like a drink. I'd like to get drunk. Hands...are wet....

100

FULL SHOT THE COUNTRYSIDE LION'S P.O.V.

MUSIC UP. Three aspects of the motion picture will now have undergone a change.

1. The music has taken on an odd, even eerie quality, and yet its melody lines are not too dissimilar from what we have thus far heard. If we listen for it, there is something slightly manic in it now.
2. We are now in the north, and the landscape is colder, more sharply defined, inclement. As we now look at it, the sky is forboding, the mountains angular and parlous, the fields less accomodating.
3. The quality of the film itself will have changed, perhaps having shifted into a darker color register, rendering the landscape, quite apart from its own modifications, more stark.

101

EXT. LONG SHOT THE TRAIN

SUNSET

As the music continues and the dropping sun deepens the shadows, the train plows ahead, then becomes small, smaller, disappears. We continue to listen to the music as we study the now completely motionless countryside, which slowly falls under the encroaching shadow of the mountains.

102

INT. A WASHROOM IN THE ST. LOUIS TRAIN STATION MORNING

Lion is drinking straight from a fifth of whiskey. Now we PAN LEFT into a

103

TWO SHOT MAX AND LION

Our first shot having been a reflection in the washroom mirror. Max takes the bottle.

LION:

No! One or two more belts, and I'll have it!

(CONTINUED)

103 (Cont.)

MAX:

Shh! Keep it low!

LION:

Riley knew!

(takes bottle)

Oh yeah, Biley knew!

(drinks, turns
to mirror)Looka my face! Look what Riley
did to my face!

MAX:

(reaches for
bottle)

Never mind, Riley looks worse!

LION:

(spins away,
keeping bottle)All that I told Coley, all bullshit,
goin' back for the kid and the lamp.

(hugs bottle)

It's Annie...got to go back for
Annie. Took Riley to knock me awake.

MAX:

Listen, if there's cops -- give me
that.

LION:

(springs again)

Up yours, Maxy boy! Ol'd Riley
knew.

(drinks)

He knew it might be all right to run
scared when you're a kid, but you
got to come back knowin' who you owe,
not just spoutin' you owe, not just
spoutin' off. Took Coley first, ping!
Then Riley, POW!

MAX:

Okay, in here!

He shoves Lion into a toilet stall with the bottle, slams
the door shut.

MAX:

-(continuing)

You drink in there, and keep it
quiet. I'm goin' to ask some
questions out there!

CLOSEUP LION

Standing inside the stall, drinking, hugs the bottle,
drops his voice.

LION:

But what do I do when I get there?
What do I say? How do I...how do
I pay up? Wish I was still a kid.
Maybe I oughta puke.

He goes on his knees in front of the toilet.

MAX:

(o.s.)

Now stay in there!

LION:

(stares into
toilet)

Poor Annie. What'll I say?

105 MED. SHOT MAX

Moving away from the toilet stall.

MAX:

Just stay in the crapper.

LION:

(o.s.)

GOD BLESS OL' RILEY!

Max winces, keeps moving.

106 INT. THE CENTRAL ROOM

Many people bustling about. Max emerging from the men's room, and right off we SEE him in contrast to the smart sartorial people around him. His hair is standing on end from the wind of the train ride, five layers of clothing, the rimless specs, scuffed shoes, black and blue cut over hie eyes, hands hoved ddep into his pockets. He looks around.

107 MAX'S P.O.V.

The row of tickets windows, each with a line before it. PAN RIGHT past people, now ZOOM IN on the information booth, a young fellow reading a book within.

107A MEDIUM SHOT

Max assuming a pose of haughty interest, walks through the people and up to the information booth.

108

TWO SHOT MAX AND THE CLERK

The young man looks over his book at Max, one quick look, then back to his book.

MAX:

Ehh...I beg your pardon.

CLERK:

(tries not to
smile)

Sir?

MAX:

I was - eh - wonderin' when the next
train leaves for Cleveland.

CLERK:

That would be at four-twenty.

MAX:

Ehh - p.m.?

CLERK:

Umm, yes, p.m.
(can't resist)
Attending the convention?

MAX:

Right! Goin' to the convention!
(enjoying this)
Also might do a little duck hunting
on Lake Erie.

CLERK:

Duck hunting? On Lake Erie? What
are you going to use, a battleship?

Max laughs and drives a punch into the information booth.

MAX:

Battleship! Very good! Well...
thanks a lot!
(starts away)

CLERK:

Sure.

MAX:

(turns back)

By the way, you couldn't tell me -
eh - which track that'll be on?

(CONTINUED)

108 (Cont.)

CLERK:

Track thirty-one.

MAX:

Check!

The clerk watches Max walk away, something on his mind. He weighs a decision, finally puts down his book, calls.

CLERK:

Sir?

Max turns, the clerk beckons him with his finger. Max returns.

CLERK:

(continuing)

Sir...that's a passenger train...

Pause. Max stays face to face with the clerk.

CLERK:

(continuing)

Now if it's a freight train you want ...that would be one hour after midnight, one a.m. Same track.

They stare at each other. Neither smiles.

109

CLOSEUP A CLOCK

It reads 11:45. The clock is in a very loud and smoky bar with a blaring jukebox grinding out some heavy blues. Now over this we HEAR Max's voice:

MAX:

(o.s.)

...eye to eye with me, tells me which freight to catch. Be damned!

SWING DOWN to SEE their reflections in the mirror behind the bar. Max is grinning and looking at himself. Lion is still drunk, but quiet, having eased into his drunkenness.

LION:

That's because you look ridiculous, and he saw the humor of it. Humor!

MAX:

Uh-huh...

(CONTINUED)

109 (Cont.)

LION:

You used to look scary and ridiculous,
now you just look ridiculous.

MAX:

'Cause I'm a scarecrow, right?

LION:

'Cause you're a scarecrow. You're
also an asshole, but you're also
a scarecrow.

MAX:

Like you.

LION:

I'm a scarecrow - yeah, that's right.

MAX:

Uh-huh, you taken a look at your own
mug lately? Maybe you oughta eyeball
it. That's what bein' a scarecrow
gets you.

LION:

Scarecrows are beautiful!!

This explosion wakes up a sleeping drunk next to Lion.
The drunk begins an unintelligible and loud discussion
with his own reflection in the mirror, and continues to
talk to himself as Max and Lion go on.

MAX:

Okay, all right. All I know is I'm
feelin' good.

LION:

It's cause you're learnin'.
You're learnin' how to laugh.

MAX:

Yeah, maybe.

LION:

And I taught ya! I'm your
whadyacallit!

MAX:

Teacher?

LION:

Teacher!

(CONTINUED)

109 (Cont.1)

MAX:

That's very comforting.

(to the drunk)

Hey, shut up!

The drunk goes right on. Lion closes one eye to keep his vision straight and looks with disgust upon Max.

LION:

Now aren't you ashamed of yourself?
Haven't you learned anything? That
man is a human being. You don't
deal with a human being that way.

MAX:

All right! You show me how to
handle the drunk.

Lion looks at the still talking drunk, switches closed eyes, looks at Max.

LION:

I will.

Lion turns to the drunk, switches closed eyes again. He taps the drunk's arm.

LION:

Neflbfrapts?

DRUNK:

(surprised)

Yahahhaaa?

Lion lifts his glass high and gestures, making a statment.

LION:

RAAHALAHHHHAAAMMMAAAHHHHAAA!

DRUNK:

(understands
completely)

YAHHHHAHAHHHAA!

LION:

(old comrade)

MROHAMAGHAHACCCHALAG!

DRUNK:

(smiles, grips
his arm)

RUMMACIFUMSCOKEMENFA!

(CONTINUED)

109 (Cont.2)

Suddenly Lion is spun around. A burly young man has him by the collar. The drunk is perplexed.

YOUNG MAN:

That's my uncle you're making fun of!

LION:

(indignant)

Well he's my wife!

Max's hand falls onto the young man's arm, grips it.

MAX:

Hey, friend...

The arm wrenches free, the palm shoves into Max's forehead and he topples backward off the stool. Lion moves to him.

MAX:

There's only one way.

Max starts to take off his coat, Lion tries to contain him realizing he has only slipped - Max pushes him away.

LION:

All right...okay, Max.
(starts to walk off)

Lion feeling it is futile and Max is going to blow the whole thing. Max realizes the moment and what he has done to his friend.

MAX:

Lion...C'mon, Lion.

110

ON LION TRAVELLING SHOT

Beyond him we SEE Max lay his coat on the bar and remove his muffler. His face is defeated, the eyes dark. Now he is lit by the neon from the jukebox. He turns at the corner, watches Max.

111

ON MAX

He is removing his jacket now. The clothing is starting to form a pile on the bar. Max is singing and starting his strip. Lion realizes what is happening and starts clapping to Max's rhythm. Some snickers from the on-lookers give Max a little more inspiration and he continues.

112

ON LION

He reaches into his pants and takes out a dime, winks at Max. He puts the dime in the jukebox, selects a number.

113

ON MAX

As the machine gives out a razamataz number replete with kettle drum, cymbals and brass. Max is standing now only in his shirt, pants, shoes and socks, still looking at Lion. He thinks one moment longer, then grins himself. And now with laughter all around him, he arches one eyebrow, pulls off his T-shirt and lobs it loftily into the crowd. The crowd yells OHHHHH! As the bump and grind music continues, Max slowly hops on his right foot, removes his left shoe and sock, lobs them into the crowd. More OHHHHH's and some applause. Dressed now only in his shorts and one shoe Max jumps onto the bar, grinning at the crowd which now yells encouragement. And Max starts to march along the bar, head held high. He pulls out the front of his shorts, looks down, throws a coy look at the audience now yelling "Take it off!" Max puckers his lips and shakes his head.

114

ON LION

Watching the performance with a half-smile, feeling tired, confused and drunk - but accomplished in this moment.

115

ON MAX

He lowers an inch of behind and the crowd goes crazy, but he pulls the pants up again. Now he starts swinging his ass out to each side and the crowd starts stomping their feet in time to the music.

116

LONG SHOT THE BAR

Max converted, responding to the humanity of laughter, and in the distance, standing quietly by the blaring jukebox, Lion, hands in pockets, silhouetted by the neon. Now we

CUT TO:

117

INT. A MOVING FREIGHT CAR

NIGHT

Lion is slumped against the rear wall, drunk, sleepy, huddled for warmth in his overcoat.

(CONTINUED)

(Cont.)

117

Max is seated in open doorway, his legs dangling over, staring out contentedly at the moonlight and the ghostly panorama of midnight.

118

ON MAX

He is very pleased with himself, has likely never felt quite this good in his life.

MAX:

I had 'em laughin', didn't I?

LION:

(barely awake)

You're goin' places, Maxy.

MAX:

(grins)

You know what we're going to build in front of our car wash?

(punches his fist)

A scarecrow! That's what.

LION:

Yeah...a scarecrow...

Silence but for the rhythm of the rails beneath them. We are studying Max's face. Now we PULL BACK to a FULL SHOT of Max, shooting from outside the train. He is seated, his legs over the side, his face showing a sardonic, almost regretful love for humanity now. He punches his fist again.

MAX:

(sing-song)

Good night, world...

119

ON LION

Asleep.

120

ON MAX

Grin broadens. He furiously scratches his hair.

MAX:

(same tone, tho louder)

Goooooood niite, world..!

121

EXT. THE TRAIN

NIGHT

It charges past us. We see Max fly by, then get sucked into the night as the train speeds away, and we can hear his small voice over the rods and the night, shouting at his old enemy.

MAX:

Gooooo niiiite worrrrrld
you motherfucker.....

The train drowns him out, the blackness swallows him.

CUT TO:

122

CLOSEUP: A SIGN READING "SALVATION ARMY".

And now we ZOOM OUT to a LONG SHOT.

123

EXT. A STREET IN DETROIT.

DAY.

Sleazy end of town, a cold, windy day, people muffled against the bone chilling air. Max and Lion step out of the Salvation Army. Lion carries a second package now in addition to his gift box.

CUT TO:

124

INT. BARBER SHOP.

MAX:

I wonder if it freezes in Denver.

LION:

Why?

MAX:

Why! Why! Because if it freezes,
it could bust our water pipes!
A car wash has got to have lots
of water pipes.

(puts on coat)

Lookin' the way you look? Be

(CONTINUED)

124 (CONT.)

MAX:

(Continuing)

Be lucky if she don't bang
you from ass to breakfast
right there on the porch.

LION:

Oh no...Annie's a lady.

(He looks at
his hands)

MAX:

Um-hmm, they're all ladies, and
they all got underpants that
come off, and half the time you
think you're takin' them off when
she had you pegged, laid, and
them panties in the laundry first
time she eyeballed you.

LION:

You're an expert? After six
years in the joint, don't you
think your philosophy might be
a little out of date?

MAX:

Since you and me met, you ever
seen me wrong?

LION:

About a hundred times.

MAX:

Name one!

LION:

(on his fingers)

Taking a leak near the back end
of that sheriff's car, beating up
the fry cook, throwing dog shit
at that marine...

CUT TO:

125

EXT. A STREET IN DETROIT.

DAY.

Lion walking alone, in his old clothes, thinking. He is in the slums and passes through a potpurri of typical sights; kids playing out late at night, streetlights shot out, trash blowing in the cold wind. Lion sees something and stops.

126

LION'S P.O.V.

A huge Catholic Church, a strange sight, so opulent in the midst of this area.

127

CLOSEUP: A LARGE WOODEN DOOR.

As it pulls open, we ZOOM OUT to a

128

MEDIUM SHOT: THE CHURCH.

LATE DAY.

Lion enters, dabs his fingers in the Holy Water and makes the sign of the Cross, genuflects, goes to one of the pews. He kneels, tries to pray, but feels no comfort in the church, no communion. He stares about as though a total stranger to the atmosphere of his religion.

129

LION'S P.O.V.

The Church, icily protective, like a fortress, peopled by frozen beings, saints and virgins, some mouths twisted by the anguish of their martyr owners, beneath opulent draperies, across vast tile floors, the eyes of icons arrowing up to, overall, the monumental and cruel wooden cross to which, staked, hangs an agonized, raped, disembowled Christ. The terror of death permeates the Cathedral, clusters, descends, strangles Lion.

130

INT. THE HOTEL ROOM.

NIGHT.

Total darkness, and therein we can hear the sound of Max. In bed, with a woman. Very animal. He snarls, she grunts, the springs groan, she yelps, he growls.

And now the door opens and in comes Lion, pale, watches this pastoral scene for a moment. We hold on him.

(CONTINUED)

130 (CONT.)

WOMAN:

(Who really doesn't care)
Who's that?

MAX:

My business partner. Here,
move your leg.

WOMAN:

(Whoops)

Oh my God!

LION:

(Deadpan)

Goodevening, Mr. Hempstead.

Under the following, Lion will undress down to his shorts, climb into his own bed, and roll over for sleep. We will never see the swinish sport upon the other bed.

LION:

(Undressing)

Nurse Cramden just gave me the
report on your urinalysis.

WOMAN:

(twixt groans)

What's he saying?

MAX:

(panting)

Never mind him, he's just a
crazy sonofabitch.

LION:

There is a disclamitory protrusion
near the left artery of your kneecap.

WOMAN:

(Sucking air)

Uhhnnnnhh, my God, oh my Jesus!

MAX:

Yeah...!

(CONTINUED)

130 (CONT)

LION:

And there is an injected performance
of your thantimanting borealis.

WOMAN:

Oh yes...yes.....OH YES!

LION:

But overall the chart indicates a
nerve conglomeration of the ten
beatitudes, and a healthy...

MAX:

Here we go!

WOMAN:

OH MY GAWD!

LION:

I say a healthy division of your
jaundice.

WOMAN:

(peaking)

Wait a minute! Wait a minute...!

LION:

(crawls into bed)

Tomorrow your buttocks will fall
to the ground and you will see
everything four times in a row,
and the hemoglobin in your large
intestine will percolate.

(rolls over)

WOMAN:

YEESSSS...!!

CUT TO:

131

INT. CHEAP HOTEL ROOM.

DAY:

We are looking at a water stained wall, and now, with
voices over, we slowly PAN DOWN the wall until we have

(CONTINUED)

/3/ (CONT)

Lion in focus. Max is sewing, and the black hooker is in evidence.

Now we see that Max is tailoring an old suit to fit Lion. He sews, bites thread, ties knots, gabs. Lion's hair has been rather nicely cut, and he has shaved. All the tension is still there but now he is trying hard to keep his spirits up.

MAX:

Once when I was a kid, and me and Coley was driftin' up to Oregon to work lumber, some bum told me, he said: "Son only one reason for gettin' educated and that's to handle good a stretch where you're alone and in trouble." Here stand up!

Lion stands up, Max puts the jacket on him.

MAX:

(Continuing)

I said education sheeait, that's the time I pray! Gotta do some more work on the back.

Lion takes off the coat, stares at himself in the mirror, as Max works.

MAX:

(Continuing)

You might say me and my God are strangers unless there's trouble. Sort of a business relationship: I'll do the best work I can if he'll lend a helpin' mit when I'm on the ropes.

LION:

Max, she'll throw me out.

CUT TO:

132

EXT. STREET.

One block from Annie's house. Lion has on his suit, his hair slicked down. Max is talking non-stop, trying to bolster Lion's morale.

MAX:

Then why don't you call?

Lion agrees.

MAX:

(Continuing)

Just remember, you're only a people! Just a person. You make mistakes. You were a kid, got scared, ran off, sent a lot of dough, thought that'd buy it. Well that don't make it. Now you're a man and you're going to set things straight.

LION:

Yeah, okay! You wait for me.
(points across street)
Over there. You wait!

MAX:

Okay! You got a dime? You look great!

(punches his arm)

Good luck!

Max trots across the street, stands against a wall with folded arms and watches. Lion watches him go, turns and goes inside the booth. He is sweating heavily. Now he can't remember his phone number, takes out his wallet, looks it up. Takes a breath, puts the dime in the slot and dials. Sound of phone ringing.

133

INT. JOEY GLEASON'S HOUSE.

DAY.

We are looking at a four year old boy playing on the floor and we hear the telephone. He is dark and healthy and easily seen to be Lion's child. Annie is moving toward the phone. Though young, her face is harshly aged, her eyes are tired and her hair is thinning. She picks up the phone with little interest. All about her are signs of bananas: baskets, boxes, posters. Bananas.

ANNIE:

Joey the Banana King!

Cut back and forth between Annie and Lion as necessary.

LION:

(Stunned)

What?

ANNIE:

Joey the Banana King! What
d'ya wnat?

LION:

(Carefully)

Annie?

Silence. Annie's face freezes. Her eyes involuntarily shoot over to the little boy who plays throughout this scene.

LION:

(Continuing)

Annie? This is Francis.

ANNIE:

(For the moment stunned)

Francis...

LION:

How are you, Annie?

ANNIE:

(As before)

How am I...? Where are you?

(CONTINUED)

133 (CONT)

LION:
(Smiles)
I'm here. I'm in Detroit.

134

ON MAX.

He sees Lion smile, and smiles himself, relaxes a bit.

ANNIE:
(Catching hold of
reality)
Why?

LION:
(Sweating, wipes his
face)
To...see you, Annie. I'd like
to see you. Maybe take you to
dinner. Talk.

ANNIE:
Talk...
(loaded question)
You staying?

LION:
(Swallows)
No.
(pause)
Annie, what's with Joey the
Banana King? That Joey Gleason,
Annie?

ANNIE:
Yeah. I'm married to him.

Silence. Lion shoots a look over at Max who grins
and waves at him, gives him a thumb-index circle of
success. Lion's face starts to light up, a relief
rising.

ANNIE:
(Continuing)
Did you hear me Francis?

LION:
Yeah...married to Joey Gleason! (CONTINUED)

134 (CONT.)

He cannot help but laugh as the relief descends upon him.

LION:

(Continuing)

Well then you're okay! You're married, and you're okay!

(laughs again,
having paid his
debt.)

So what're you now, Annie,
Missus Banana King?

135 ON MAX.

He sees Lion laugh, laughs aloud himself, pushes his glasses up his nose and watches.

ANNIE:

(Eyes narrowing)

You sonofabitch. You think that's
funny?

LION:

(Forces the
smile away)

No! No, Annie. When...
when did you get married?

ANNIE:

(fury mounting)

Couple of years ago. Thanks
for the money, you bastard.
We used your allotments to
set up his business.

LION:

(on the kid)

Annie, I just wanted to know...

(CONTINUED)

135 (CONT. ONE)

ANNIE:

(Tears beginning
her voice builds)Why...did you...leave..you
sonofabitch...

LION:

(A panic growing)

Annie....! You got the money.

ANNIE:

I got it! I told you I got it!
Thanks for a big fat nothing!

(tears streaming)

You left me! You...

LION:

(Crumbling)

Annie, aren't you happy?

ANNIE:

(Worst insult)

HAPPY! Yeah, I'm Missus Banana
King, and I look like an old
lady, you stinking shit, you
COWARD! You left me, you just
LEFT ME! Sure, send the money
and see the world, and leave me
here, leave Annie here is this
goddam stinking SLUM! YOU BASTARD!

She is sobbing almost uncontrollably now. And the
anguish is ripping into Lion. He huddles in a corner
of the booth and cradles the phone close to him.

LION:

I only wanted...

(her crying
continues)I didn't know...please let
me...

(CONTINUED)

135 (CONT. TWO)

ANNIE:

NO! I DON'T WANT TO SEE YOU!
You get out! Stay away! GET
OUT!

Silence. We look at Annie, as the tears slowly
subside. We look at Lion who can say nothing.

136

ON THE LITTLE BOY.

He has stopped his playing and looks at his mother
with a troubled gaze, on the point of tears himself.

137

ON MAX.

Grinning, watching Lion.

138

ON ANNIE.

ANNIE:

(drying her eyes)

Francis?

He straightens at the sound of his name.

ANNIE:

(Continuing)

You haven't asked about the
kid, Francis.

Lion's face, bathed in sweat, pales. He runs his hand
down the glass wall of the booth, until it falls upon
the beaten-up gift box.

LION:

I was going to, Annie.

Silence. She waits him out. He finally runs his sleeve
across his face and asks.

LION:

(Continuing)

Is it a boy or a girl?

(CONTINUED)

138 (CONT. THREE)

ANNIE:
(Matter-of fact)

Dead.

Lion blinks. Nothing more.

ANNIE:
(Continuing)

It's dead.

Lion's mouth drops a little, he slumps against the wall.

139

SHOOTING PAST THE LITTLE BOY.

Who continues to play now, as Annie continues her lie.

ANNIE:
(Continuing)
Never even got born, Francis.
Because I was left alone.

She warms into it, revenge often being delicious.

ANNIE:
(Continuing)
Eighth month. I slipped on the
front steps in the snow. Fell
down them. No one was there to
help me. You know? Lost the kid.

Lion's face has gone slack. The voice that comes
through the phone now scratches at him and he starts
to wince.

ANNIE:
Francis? It would have been a
boy.

She looks at her son, as she finishes Lion off.

(CONTINUED)

139 (CONT. FOUR)

ANNIE:
(Continuing)

Never got born. Never got
baptised! Know what that
means? That soul cannot go
to Heaven, Francis? That's
what you did for your son's
soul, you bastard, you sent
it into Limbo. That soul
cannot go to Heaven!

Click. Lion has hung up. Annie looks at the boy.

140

INT. THE PHONE BOOTH.

Lion, still expressionless, drenched in sweat, stares
at the phone, now turns his gaze to see Max, who
having seen Lion hang up has crossed the street.

141

EXT. THE STREET.

Lion steps out of the booth as Max arrives. He
carries the gift by its worn ribbon. He is abstracted,
but he smiles.

MAX:

Yeah? Well?

LION:

It's a boy.

MAX:

(shakes hand)

Yah! And Annie?

LION:

She..got married. No sense me
going over. The kid's got a
father. I don't want to mess
that up.

(CONTINUED)

141 (CONT.)

MAX:

More power!

(slaps his arm,
grinning)

Well...that's it! Now you're
a man!

LION:

Yeah..Max, let's celebrate.
Then we'll go home.

Max squints, looks at the sky, not too pleased by this,
but then looks at Lion.

MAX:

Okay. We'll celebrate. But let's
make it fast.

They start to walk, Lion leading.

LION:

I know where to go...across
the river...It's called Belle
Island. Annie and I used to
go there.

142 CLOSEUP· MOVING SHOT.

White double line on pavement roaring beneath us.
And now we PULL UP FAST to a

143 LONG SHOT· DETROIT. DUSK.

We watch the city receding for a second, then PAN LEFT
to a

144 LONG SHOT· BELLE ISLAND.

The pavement beneath us is a bridge, high and beautiful
over choppy wind-blown water. The island is a mile or
so hence. Now bring up the SOUND of rushing, roaring
water and

CUT TO:

CLOSEUP: A FOUNTAIN.

A mammoth, gushing fountain which roars in our ears and dazzles our sight, for trained upon it are a number of floodlights with revolving color disks, and the great bounding flow metamorphasizes from one deep vivid color to another. And now we can hear, barely, over the sound of the water Lion's voice and the accompanying giggles of children. As we listen we will study aspects of the fountain: the water and its colors, the stone architecture, the circular pool at its base.

LION'S VOICE

Lion's me name, and a Lion I am,
I roar in the water, I roar in -on!
the land . . .

(children are
heard laughing)

MAX'S VOICE

Sheeit . . .

LION'S VOICE

Me claws are like IRON,
me teeth are like STEEL
(children squeal)

If ye get in me path me
fury you'll FEEL! HA HA!
(more squeals)

We SWING RIGHT and ZOOM IN to a

MEDIUM SHOT: LION.

He is hugging a Lion, one of many surrounding stone Lions with water spurting forth from their mouths. He takes some, gargles, spits it out. We hear more children's giggles and now we SWING RIGHT again to a

MEDIUM SHOT: THREE CHILDREN

seated on one of many benches, delighting in this free show. Now Lion jumps from his lion and rushes over to the children. Max is seated on the fountain, enjoying the show along with the kids.

LION

(sits on the
kids laps)

All right! Gonna read your
fortunes. Hands out!

(all three hold
out their palms)

You! You're going to live
a long life and open a sea-
weed shop in the Bronx.

ON MAX:

who sees two more kids, standing in the shadows, afraid to
come forth. He goes over to them.

MAX

Come on! Join the show!

(shoos them
over to Lion)

This is Mr. Lion, kids,
and he's rehearsing for a
kiddie carnival we're going
to open.

LION

Far away across the land in
a magic kingdom called car
wash! And you! You're going
take a picture of a rhinoceros
and win a trip to Nebraska!

(sees Max, stands up)

Hey! Let's give 'em "Treasure
Island"! Do it with me!

MAX

(flattered)

Naw! Naw!

LION

Yeah! We'll do a bit together!
Come on! I'll be Long John
Silver and you be Jim!

He pushes Max up onto the fountain ledge. Max is euphoric
Pittsburgh and Kellerton now no longer are muted by the trip
through Detroit; they're home free. Behind him the water
changes to another color.

Lion screws up one eye, starts to hop with a peg-log and reduces his voice to a growl. The kids are enchanted, sit wide-eyed as Long John Silver hobbles and struts before them.

LION

Ahhrrrr matey, weather looks to ruffle our sails!

(turns to Max)

Say what ye will, Jim, but keep your bloody hands off me bird!

Max is suddenly struck with stage fright. He looks from Lion to the kids.

LION (cont'd)

Argue with me, ya big dummy!

(Long John)

Ahhrrr there, Jim, get your young self off me mast, Jim-boy!

Max swallows, pushes his hat forward like a cocky kid, plunges.

MAX

Aw Mr. Long John . . .

LION

(scratching his ass)

That's me name, Jim!

MAX

I never done nothin!

He winks at the kids who are enthralled. Never have they seen an adventure more exciting.

LION

Never ye mind, me boyo, off me mast afore I cut me a willow switch and haul down ye breeches for yiz!

MAX

Aw Mr. Long John, you ain't nothin' but a cross-eyed wharf rat!

The kids cheer this. Max is delighted.

LION

Ahhrrr, God bless ye, Jimmy, God bless yir black little soul!

The kids boo him. Something snaps in Lion, something vital.

CONTINUED:

His eyes tighten, something starts to plunge, cut loose from its mooring. Only habit keeps him going.

MAX

(loving it now)

And Mr. Long John, you're the scruffy hind end of a chicken-stealing weasel!

LION

(eyes manic)

I'm a'comin, Jim-boy, Old Long John's goin' to cut him some young arse!

Almost frenetic, he shoves among the kids who shout at him, loudly defending "Jim's" right to his "mast".

MAX

You tell him, kids!

LION

Where's me cutlass, kiddies?
Hm? Answer ol' Long John.
Whar's me cutlass? Me cutlass,
sonny, whar be she? Whar's me
cutlass?

Suddenly one little boy starts to cry, frightened. The others fall silent. Lion, without stopping talking, turns toward Max, his eyes begging for help, the expression in them unmistakable.

LION (cont'd)

Whar's me cutlass? Where's me
cutlass?

He moves forward, heading for the fountain, for Max.

LION (cont'd)

Where's where . . . where . . .
where's me cutlass?

But it is just out of whack, and he is running down, and we can see the expression leave his eyes, slowly drain away, until they are two mere gloves, viscous gelatine, and the voice a dying drone, as he reaches the fountain ledge.

LION (cont'd)

Find it if you love ol' Long
John. If you love. If you
. . . love . . . if you . . . if
you . . . love . . . love . . .

The machine derails. Fast series of cuts follow: Max's face. The water changes color. A stone Lion's face. Lion does a slight jerk to the left. The kids stare in silence. Max stares. A flood of water rises. Lion's body snaps into a seated position on the fountain ledge, the eyes expressionless. The water, casting colored shadows everywhere now, begins to slow down, rises and falls with jerky motions. The children's eyes. Max's eyes. Lion's eyes. The water comes to a standstill in a freeze-frame. Lion sits motionless on the edge of the fountain, not unlike a scarecrow, should one be found in such a wise.

CLOSEUP: LION'S EYES.

CLOSEUP: A SYRINGE.

The needle is just leaving Lion's arm. Now we SWING to a

CLOSEUP: LION.

The muted, blank eyes blink once, twice, thrice, close. The face is at total rest, the muscles and flesh pulling toward the floor. We PULL BACK slowly to see that Lion is strapped to a table. Max stands nearby, ashen. A young doctor pulls a blanket up. He is a young man, serving his first year's obligation to his federal loan. He is rather arrogantly casual and needs a shave. He tosses a piece of gum into the waste basket, reaches into his pocket and withdraws a sandwich which he proceeds to unwrap. Max, desperate, approaches him.

MAX

(whispers)

Don't he get a room?

DOCTOR

You don't have to whisper.

MAX

Don't he get a room?

DOCTOR

(studies him)

No sense in that. He'll be shipped over to the state hospital.

(bites into his sandwich)

That's where he'll have to go.

MAX

No! You don't understand! I gotta have him . . . we're . . . goin' into business . . .

MAX (cont'd)
What's wrong with him!

DOCTOR
 (turns away)
 They'll find out.

MAX
 (spins him around)
 No! Look! He was okay! He
 was clownin! He's a clown,
 y'know? How long!

The doctor looks at Max, puts his sandwich back into his pocket.

DOCTOR
 Listen to me. This man has
 totally shut off reality. He's
 gone . . .

MAX
 NO! He was just THERE . . .

DOCTOR
 In his second mind. Where he
 has no conscious control. You
 don't get more serious than
 that unless you're dying.

MAX
 (holds himself down)
 How long?

DOCTOR
 Maybe all his life.

Now Max is siezed with a terror. He takes off his glasses
 and goes against the wall.

MAX
 No . . . ! Not now. I don't
 want to go back. Not go back!
 No more of that!

Silence. Max squints and forces the terror back down. He
 studies his glasses.

MAX (cont'd)
 Mister? In a private hospital.
 How long in a private hospital?

Pause. The doctor has been shaken out of his apathy by Max's
 anguish.

MAX (cont'd)
How long, mister?

DOCTOR
They're able to do more re-
search, give more individual
attention . . .

MAX
(turns to him)
How long?

DOCTOR
(eye to eye)
I'd say about three years.
There's a lot they'll have
to find out.

The two men are still looking at each other as Max is thinking.

MAX
How much?

DOCTOR
It's expensive.

MAX
Twenty-five hundred dollars?

DOCTOR
More. A lot more.
(pause)

MAX
I just want to go back to the
fountain. That's all. I only
want to go back to the fountain!

Max turns and walks toward Lion.

MAX (cont'd)
If I went to work there. In
the private hospital. You
know, washing floors, fixing
ambulances, handling the rough
ones, think that'd help pay?
Plust the twenty-five hundred?

DOCTOR
(moved)
Probably. You can ask.
(pause)
I'll ask for you. . .
they always need more
males.