

SEABISCUIT

Screenplay
By
Gary Ross

Based on the Book
By
Laura Hillenbrand

**For Educational
Purposes Only**

1 FADE IN: ON A MODEL T. 1*

Not so much a car as a symbol. Over the frozen, grainy, black and white image, we HEAR the one voice that has become our history, and will serve as our NARRATOR: Author David McCollough. *

MCCULLOUGH
They called it the car for Everyman. Ford himself called it a car for the "great multitude." It was functional and simple like your sewing machine or your cast iron stove. You could learn to drive it in less than a day and you could get any color you wanted so long as it was black.

2 PHOTOGRAPHS. AUTOPLANT. 2

The workers are dwarfed by the size of it. Same men doing the same job stretching out to infinity like a huge hall of mirrors.

MCCULLOUGH
When Ford first conceived the Model T it took thirteen hours to assemble. Within five years he was turning out a vehicle every ninety seconds. For the first time in history, a worker didn't have to go to the parts -- the parts came to him. Instead of building the whole car, he only had to build the bumper... or the gearshift... or the door handle. *

3 EXT. NEW YORK STREETS. 3

Choked with vehicles. There are Trolley cars narrowly missing horse carts. Steam shovels dig new holes to anchor huge new buildings.

MCCULLOUGH
Of course the real invention wasn't the car -- it was the assembly line that built it. Pretty soon, other businesses had borrowed the same techniques: seamstresses became button sewers... furniture makers became knob turners....
(beat)
It was the beginning and the end of imagination all at the same time.

4 INT. BICYCLE FACTORY. DAY. 4

It is loud... oppressive. A constant clanging of metal on metal.... A different "bicycle mechanic," CHARLES HOWARD sits staring at his workbench. He gazes off at a high transom window. It's the only shaft of light.

VOICE
Charles, I'm talking to you. *

HOWARD

Hunh?

WIDER.

Howard's immediate supervisor has leaned a huge stack of bicycle wheels next to his work bench.

FOREMAN

They need spokes the same as the others.

Howard takes the broken wheel -- stares at it...

HOWARD

You know, they ought to make better spokes.

FOREMAN

Yeah? Then what would you do?

He turns to leave as Howard thinks seriously about the question. His gaze drifts off all over again... PUSH IN SLOWLY ON HIS FACE as he dreams about....

5 THE WEST

5

Huge. Vast. Endless. It is SOUTHERN WYOMING and the Grand Teton Mountains lift up into a screaming blue sky. The whole thing is so massive it almost seems like a still frame, but slowly, out of one corner, a small figure begins to emerge:

A horse and rider. It gets steadily larger, filling in the detail: Stetson hat... Western saddle... bandana around the neck... It is the outline of a Cowboy.

TOM SMITH is a part of the range that he rides on: Weathered. Dusty. Solid. Granite. He canters toward THE CAMERA EVENTUALLY FILLING THE FRAME IN A CLOSE UP, coming to a halt at the top of a ridge. Smith pauses, gazes out over his prairie, then makes a little clucking sound and the horse takes off again. As he rides away, The CAMERA PANS 180 degrees to reveal:

...A LUSH GREEN VALLEY even more majestic in the other direction. The West is endless and Smith recedes into it...

SMASH CUT TO: *

6 STALLIONS...

6 *

...running free over the open range. They dart left and right as the CAMERA chases them on a wild zigzag through the expanse of land. It's an awesome display of power. *

Slowly... a cowboy enters the BOTTOM OF THE FRAME, a lasso twirling over his head. Smith follows the pack as it cuts left, then right, the huge rope twirling the entire time. He sweeps it once, twice, three times -- then finally lets it go, flinging it toward the wild horses in front of him... *

CUT TO:

7-8	OMITTED	7-8*
9	STILLNESS	9*
	Seven horses are tied up outside a livery stable while Smith stands face to face with the owner. The man wears a blacksmith's apron.	* * *
	MAN	* *
	Forty for all of 'em...	
	SMITH	* *
	(shakes his head)	*
	That one's mine.	*
	MAN	* *
	(beat)	*
	Forty five?	*
	Smith thinks about it for a beat...	*
		CUT TO: *

10 EXT. LARAMIE. DUSK. 10 *

He walks off into the sunset, counting his money. Smith takes the bills and folds them into a vest pocket as the sun sets west... *

MCCULLOUGH
It was a land of opportunity...

11 EXT. CAMPFIRE. NIGHT. 11

Smith lays down on the saddle sleeping out under an open sky.

MCCULLOUGH
The country was shrinking and there was a life to be made out West for any man with drive and ambition....

12 INT. SMITH'S POV. THE SKY. 12

There are a million stars. The sky is jet black and the Milky Way is a shimmering dome of brilliant white light.

MCCULLOUGH
If your dream was big enough, and you had the guts to follow it, there was literally a fortune to be made.

CLOSE UP. SMITH.

He leans his head back and closes his eyes.

CUT TO:

13 "SAN FRANCISCO" 13

EXT. VAN NESS AVENUE. DAY.

Charles Howard stands outside the front door of his brand new business. The sign above him reads "BICYCLES --Repaired and Sold" but there are none for sale in the window. It's early morning and he can see his own breath in front of him. Howard wears a repairman's coat.

14 CLOSER. 14

A horse cart goes by. Howard claps his hands against the cold and looks left and right in anticipation. There's another horse drawn milk cart. Howard stares straight ahead.

DISSOLVE TO:

15 NOON... 15

The shadows are gone and it's a little warmer now. Howard stands in his shirtsleeves, still waiting for his first customer. A man walks by and tips his hat.

Another horse cart crosses from the other direction. Howard sighs, deflated slightly, then sits on a bucket beside him.

DISSOLVE TO:

A16 AFTERNOON.

A16

He's asleep on the bucket. Howard dozes gently as he leans against the building. Long shadows make an abstract design across the sidewalk.

CLOSER STILL.

There's a loud rumbling and Howard opens his eyes with a start. He looks straight ahead...

HIS POV...

A weird mechanical face is staring at him. It has large eyes and a broad metal mouth. Steam is rising from the "ears". Howard's never seen a car before. After a beat or two, the rumbling stops.

WIDER.

A man with goggles and long duster walks towards him.

MAN
Damn thing blew on me.

HOWARD
What?

MAN
It's a Morgan Steamer. The boiler blew.

HOWARD
(getting up quickly)
Oh.

MAN
Can you fix it?

Howard looks at the vehicle. Then an empty street.

HOWARD
Uh... Sure.

CUT TO:

16 INT. BICYCLE SHOP. NIGHT.

16

The car is disassembled all over the floor. There are literally parts everywhere. Fenders. Pistons. The steering wheel. Howard looks at the whole mess a little perplexed -- like someone who's wandered into the woods and can't remember how he got there. He picks up the crankshaft and stares at it, then he glances over at the universal joint and fits the two together...

CUT TO: *

17 THE SAME LOCATION. THE FOLLOWING DAY. 17*

The car has been perfectly reassembled. Howard stands beside the owner. *

HOWARD
This is an *amazing* machine! It's got a two stroke boiler system heated by this huge fire grate. I mean it's basically a portable locomotive...

The man nods, vaguely interested. He just wants it to work. *

HOWARD (cont'd)
Anyway, I improved it a little bit. It wasn't your boiler that was blowing, it was the bleed valve. So, with the increased pressure you could get up to forty miles an hour.

MAN
...Really?

HOWARD
Oh yeah. And if you superheat the excess, I could see you reaching...

18 SAME LOCATION. NOW AN AUTO SHOWROOM. (TWO YEARS LATER) 18*

HOWARD
...fifty maybe sixty miles an hour.

The bicycles have all been replaced by a windowful of Buicks. A huge sign hangs near the back of the room: "TRADE IN YOUR HORSE!" Howard is face to face with a customer. *

CUSTOMER
Is that right?

HOWARD
Easily. And here's the thing of it, Mr. Coughlin. You don't feed it. You don't stable it. And unless you hit a lamppost, the thing's not gonna get sick and die on you.
(leaning closer)
To tell you the truth, I wouldn't pay more than five dollars for the best horse in America.

CUT TO:

18A THE RANGE. 18A*

Tom Smith lopes a horse through Manzanita and Sagebrush as he heads toward the high country. The CAMERA PULLS BACK with him as he gracefully weaves up the trail toward the top of the hill. It's a familiar route and Smith has the look of a man who's completely at home. He starts cantering toward the summit, when he sees something and suddenly...STOPS. *

CLOSE UP. TOM SMITH

He stares down over the neck of his horse like he's just seen a corpse. Smith pivots out of the saddle and drops to the ground. He walks slowly around to the front of his horse clutching the reins and staring at the object the entire time. The CAMERA PULLS BACK WITH HIM TO REVEAL...

A FENCE.

Barbed wire actually: a barrier across the wilderness. Smith stares at it, perplexed.

DIFFERENT ANGLE. FENCE.

It stretches to infinity, disappearing over the crest in the hill. On the other side is a well worn dirt trail that dates back to the wagon trains. Smith reaches out and touches one of the sharp little barbs... All a once there is a SOUND.

CLOSER. SMITH.

He turns to listen, but can't quite make it out. At first it seems like an insect: a high pitched droning SOUND, like a swarm of bees. After a beat or two, it starts getting louder and he looks down the trail...

HIS POV.

A small speck is moving toward him in a cloud of dust, and soon, the image of a CAR begins to emerge. As it heads toward him, the sound of the MOTOR gets louder... louder... LOUDER...

CUT TO:

20 A ROAR. 20

FIFTEEN CARS race through the mud, speeding their way up the SIERRA NEVADA MOUNTAINS. The drone of the engines is almost deafening as the cars slide through the springtime slop: slamming into each other... bashing into boulders... hammering the trunks of trees.... *

21 SIERRA SUMMIT 21

Howard (slightly older now) stands perched on the hood of a car, covered with mud: his racing goggles up on his forehead. A newspaper photographer snaps a photo while he exhorts the crowd around him. Yosemite sprawls in the background.

HOWARD

This is not the finish line, my friends. This is the start of the race. The future is the finish line.

(MORE)

And the new Buick White Streak is the car to take us there.

There is CHEER from the crowd.

HOWARD (cont'd)
Four in-line cylinders. Forty two and a half horse-power. We are living in a golden age, my friends. From San Francisco Bay to Donner summit in five hours and twenty six minutes. And this is the very same car that you can buy in one of our five showrooms all across The Bay Area....

*
*
*
*

CUT TO:

22 OMITTED

22 *

23 INT. HOWARD BREAKFAST ROOM.

23

He sits in the kitchen of their Union Square apartment. Son Frank is in a high chair. His wife, ANNIE, reads his quote to him from the newspaper.

ANNIE
"... 'The age of the automobile is here,' boasted Howard. 'The future has arrived'."

Frankie knocks over his oatmeal, splattering cereal all over himself. His wife leaps up.

ANNIE (cont'd)
Oh, my...

HOWARD
Read the part about future again.

ANNIE
(lifting the baby/pointed)
I'm kind of dealing with it right now.

HOWARD
Oh. Sorry.

The baby cries and fusses as she tries to wipe him off.

HOWARD (cont'd)
Here, I'll take him.

He lifts the youngster.

HOWARD (cont'd)
Are you the future?

He makes a noise in the baby's face which makes him laugh.
It's easy for him.

HOWARD (cont'd)
Are you the future big guy? Are you
gonna go to the moon.

Howard tosses the baby up toward the heavens and he shrieks
with delight. It's facile but loving. Howard tosses Frankie
up again. The SQUEALS of delight TURN INTO:

TRAIN WHEELS...

SCREECHING along a track as they grind to a halt.

24 EXT. WESTERN TRAIN STATION. DAY. 24

There is a huge burst of STEAM. Tom Smith climbs off one of
the rear coaches carrying his saddle. He crosses through the
outdoor station and into the main street of the small western
town.

25 EXT. MISSOULA, MONTANA. (SAME SHOT) DAY. 25

Smith walks into a West that is transformed. A streetful of
motorcars belches exhaust. Overhead electrical wires power
modern horseless trolley cars. The gas lamps have all been
replaced by huge incandescent ones.

ON SMITH

He looks around in a daze. Smith crosses the street and
almost gets nailed by a trolley, dropping the saddle in the
process. He goes back to retrieve it, and is almost hit by
another car speeding in the other direction. Smith picks up
the twenty pound saddle and starts lugging it across the
street while vehicles whizz by him, their car horns BLARING.
When he hits the sidewalk, Smith drops the saddle, exhausted,
then looks up at the front of a dry goods store:

HIS POV.

A large colorful poster adorns the window:

"THE WILD WEST!"
JUST THE WAY IT REALLY WAS!
BANDITS! INDIAN SHOOT-OUTS.
TRICK RIDING AND ROPING!
TEN TON IRWIN'S WILD WEST EXTRAVAGANZA
FRI, SAT, TWO TIMES ON SUNDAY!

TIGHTER POV. (INSERT POSTER)

The scene could come right out of his memory: a classic scene of the Western frontier. There is a snow capped peak. A moose grazing by an alpine lake. White puffy clouds in a brilliant blue sky.

MATCH CUT TO:

26 THAT EXACT SAME IMAGE ONLY LIVE. 26

The water ripples slightly. There's wind in the trees...

HOWARD (OS)

I'll take it.

27 REVERSE ANGLE. 27

He stands at the crest of a hill scanning the majesty in front of him. His family, some financial advisors and a real estate entourage are all in tow. The place is called Ridgewood but Xanadu would work. Howard fills his lungs with fresh air.

ANNIE

Do we need all this?

HOWARD

Well no, Muffin. We don't need it. I mean -- we don't need anything.

Their eyes lock for a beat. A missed connection. Howard puts his arm impulsively around Frankie--draws him closer.

LAND BROKER

There's also a caretaker's house, a paddock, a barn, and some very nice stables....

HOWARD

How big are the stables?

CUT TO:

28 EXT. RIDGEWOOD STABLES. DAY. 28

All the horses are being led out of the stable area, as Howard's huge collection of racing cars are wheeled in. Frankie sits in the front seat of a sleek white roadster while his dad pushes the bumper.

INT. STABLES

Each one is rolled into its own horse stall--the front end butting out of the straw. All the bridles and other tack hang uselessly in the background....

CUT TO:

28A A REARING STALLION.

28A*

He stands up angrily on his massive hind legs -- mouth open in a scream. It's a frozen image painted on the side of a huge canvas tent. Next to it, there is a swirling inscription: "TEN TON IRWIN'S WILD WEST EXTRAVAGANZA."

The CAMERA begins a rapid PUSH INTO THE SIDE OF THE TENT as the huge canvas structure literally billows and drops, like the air going out of a spinnaker. The CRANE MOVE continues toward a makeshift corral where one man is bridling horses. Tom Smith stands beside an Appaloosa in the fading light. All at once, the horse bolts sideways.

SMITH
Easy Dad...

CLOSER. SMITH.

He approaches the horse again, but the animal gets spooked and rears, pawing at Smith with his front hooves. He takes a step back.

DIFFERENT ANGLE.

They face each other now. Smith pauses for a beat, then drops the lead rope entirely, looking the horse right in the eye. Instead of bolting, the animal just stands there -- looking at Smith with the exact same expression. There's something else connecting these two...

CLOSER STILL.

Smith takes a step back and the horse moves toward him. He lowers his own head and the horse follows suit. After a beat, Smith approaches the horse with the bridle and slips it gently over his ears...

VOICE (OS)
Jesus. Where'd you learn that?

DIFFERENT ANGLE.

Smith turns to see an "Indian" from the show, standing at the edge of the corral.

He wears a massive feather headdress and is in the process of wiping some bright red makeup off his body.

SMITH
(shrugs)
Oh, I don't know... That's just kinda
somethin' you're born with.

CUT TO:

29-31 OMITTED

29-31*

32 A FIVE YEAR OLD BOY.

32

He rises UP INTO THE FRAME on the back of a carousel pony. Somehow little JOHNNY POLLARD is different than the other children. As the carousel bobs up and down he stands up in the irons of the wooden horse, leans out over the withers and pumps the reins looking for an imaginary finish line...

33 LONG LENS SHOT. HIS PARENTS. (THROUGH THE MOVING HORSES)

33

They stare at him going round and round in his own private race. Mrs. Pollard cocks her head to the side. She has other children but none were quite like this...

SHOT. JOHNNY.

He looks straight over the neck of the animal. The horse glides out of frame. As it glides back up we...

"LEAP" CUT TO:

34 A REAL HORSE....

34

Jumping over a real fence. (TEN YEARS LATER) Johnny "RED" POLLARD is sixteen now, and he looks just as graceful as he did when he was a kid. The promise of it all has bloomed in his sure hands, set jaw, perfectly still head as he glides over the jump in a beautiful moment of flight.

WIDER. ONTARIO HORSE FARM. DAY.

It's lush and opulent: green grass and white board fences. Mr. and Mrs. Pollard watch their son doing the thing he was born to do.

MRS. POLLARD
(insistent)
You're not getting him a horse.

MR. POLLARD
Why not. He's great at it.

MRS. POLLARD
Because he's sixteen years old.

MR. POLLARD
So.

MRS. POLLARD
So he should earn it.

Mr. Pollard looks over at his wife. Thinks for a beat...

CUT TO

35 INT. POLLARD DINING ROOM. NIGHT.

35

It is a very ornate dining room in a very elegant home. The lavish surroundings seem a little incongruous with the circus going on at the dinner table. Most of the children are talking at once. Mr. Pollard has a small library of books piled up at his end of the table. Half of them are opened. Red sits just to the right of him in a high backed chair pushed back toward the wall. The place is a joyous madhouse.

KIDS
(overlapping)
Give him Tennyson. Ancient Mariner.
Xanadu.... Everybody knows Xanadu,
Chloe. WHITMAN! GIVE HIM WHITMAN!

MR. POLLARD
Okay...

The kids keep talking.

MR. POLLARD (cont'd)
Quiet!

They settle down a little. Mr. Pollard scans the table...

MR. POLLARD (cont'd)
(beat)
Dickenson. *

KIDS
Ooooh....! *

There are various hoots and whistles as Red gets ready for his test. Mr. Pollard clears his throat.

MR. POLLARD
"We never know how high we are..."

RED
Oh. Wait. I know that. I know it.

MR. POLLARD
Well...

Red thinks -- takes a deep breath...

RED
"We never know how high we are..."
(searches for it...)
"...Till we are called to rise." *

MR. POLLARD
Good!

RED
"And then if we are true to plan..."
Wait a minute.... " And then if we are
true to plan...."
(gropes...)
"...our statures touch the skies!" *

MR. POLLARD
Excellent!

Red suddenly goes blank.

RED
Uh oh...
(thinks)
...Damn.

MRS. POLLARD
Johnny.

RED
Sorry. Wait a sec...

They wait. His father prompts.

MR. POLLARD
 "The heroism..."

RED
 Right. Right. Um -- "The heroism..."

Red stares blankly.

MR. POLLARD
 "The heroism we recite...
 would be a daily thing...."

He looks to his son. Nothing comes back. Mr. Pollard continues on his own.

MR. POLLARD (cont'd)
 "Did not ourselves, The cubits warp...
 For fear to be a king."

He rises from his chair and in a deep, rich BARITONE:

MR. POLLARD (cont'd)
 (full performance)
 "For tis that moment in the glass when
 friend or foe we meet...
 The one a shadow of ourselves, the
 other whole: complete!"

He ends with a grand flourish to the applause of all the kids including Red. Mr. Pollard looks exultant, literally drunk on Emerson's words. He glances down at Red, in love with his boy and the English language. Mr. Pollard ruffles his hair.

CUT TO:

36 EXT. POLLARD ESTATE. DAY. 36

Red leaps over a fence on *his* brand new pony.

37 INT. LIVING ROOM. LOOKING OUT. 37

His father and mother watch from the window.

MRS. POLLARD
 You should be riding it. You knew the poem.

MR. POLLARD
 Yeah, but he looks so perfect out there. Doesn't he look perfect?

MRS. POLLARD
 (a concession)
 Yeah... He does.

Mr. Pollard presses closer to the window.

MR. POLLARD
 That's the poetry, right there Agnes.
 That's the poetry.

CLOSER. RED.

He approaches the trunk of a felled tree and urges the animal slightly. The horse canters up to it, launches himself into the air, SAILS OVER the top of the jump...

CUT TO:

37A A ROAST SUCKLING PIG 37A*

LANDING in the center of a dinner table. *

37B INT. RIDGEWOOD GREAT ROOM. NIGHT. 37B*

The place is immense--rustic and oppulent at the same time. The CAMERA begins a long slow track around Charles Howard's dinner party while he rises for a toast at the end of the table. Everyone is dressed in dinner clothes and the warmth of the candelabras makes them glow. *

HOWARD *

Thank you. Thank you all for coming. *

(beat) *

It means so much to Annie and me... I know this isn't exactly Nob Hill and we're grateful to all of you for making the trek up to our little cabin in the woods. *

UP ANGLE. HOWARD. (HOLDING THE EXPANSE OF THE ROOM) *

Some cabin. He pauses--glances down. *

HOWARD (cont'd) *

Of course, we're grateful for a lot more than that. I came here fifteen years ago with 21 cents in my pocket. I know lots of us have a story like that but I just can't help thinking that if a man can start there, and end up here, where can't he go in America? Where can't he end up in this great country of ours? *

This brings some applause. Howard smiles shyly... *

HOWARD (cont'd) *

So--corny as it sounds, I want to propose a toast to the future. Because out here my friends--the sky is literally the limit. *

Howard hoists his glass "skyward". His guests follow suit.
They hold like that for a beat...

*
*

CUT TO: *

37C OMITTED

37C *

38-41 OMITTED

38-41 *

42

"CRASH !"

42 *

The bundle of newspapers hits the sidewalk with a thud. The headline tells it all. So does the date: Oct. 29, 1929 *
*

MCCULLOUGH

There were no actual suicides that day. *
It was a myth that would grow over *
time. The real effect of Oct. 29 took a *
little longer to sink in than that. *

43 NEWSREEL FOOTAGE. (BLACK AND WHITE) LIVE ACTION. 43

Huge crowds stare at the public ticker outside the New York Stock Exchange. They stand riveted like they are watching a prize fight or the aftermath of a train wreck...

MCCULLOUGH

By noon, all the gains of the previous year had been obliterated. By four P.M. nearly ten billion dollars of market value was gone.

44 INT. STOCK EXCHANGE. 44

A scene of triage.

MCCULLOUGH

Traders stood on the floor weeping openly together...

45 INT. (WIDE ANGLE) CATHOLIC CHURCH. 45

The crucifix looms in the center of frame...

MCCULLOUGH

Nearby Trinity Church slowly filled with dazed speculators who only a week before worshipped a very different God.

46 EXT. WALL STREET. (BLACK AND WHITE) STILL FRAME 46

A ghost town.

MCCULLOUGH

Over the next two weeks the hemorrhage continued...

47 SMALL TOWN WESTERN UNION OFFICE. (BLACK AND WHITE) 47

A crowd huddles around the local tickertape...

MCCULLOUGH

Declining prices forced margin loans to be called, sending the markets into further free fall...

48 MAIN STREET. SMALL TOWN. 48

Windows boarded. Streets deserted.

MCCULLOUGH
 Before long, 25 percent of the work
 force was unemployed.

49 STILL FRAME. OPULENT HOUSE. 49

A family is turned out on the sidewalk by the Sheriff and a local bank rep -- their belongings literally piled next to them in the street.

MCCULLOUGH
 Mortgages went the way of the margin
 calls and soon people found themselves
 losing homes they had lived in for
 generations.

PUSH IN: *

CLOSER.

~~The family on the sidewalk is RED POLLARD, his parents and his siblings.~~ Mr. Pollard stands frozen within -- dazed expression on his face: his whole life scattered across the driveway...

MCCULLOUGH (cont'd)
 A great national migration ensued.

50 STILL FRAME. ROAD. (BLACK AND WHITE) 50 *

The Jalopies bursting with a lifetime of accumulated possessions, pass each other going opposite directions. The long line of desperation is infinite -- a traffic jam of poverty.

MCCULLOUGH
 Displaced families took to the American
 highway in the last possession that
 remained to them -- their automobile.

51 CLOSER. A CAR. 51 *

It is packed with everything that should be in a house: couches, chairs, ironing board, a sewing machine.

MCCULLOUGH
 And all at once, millions of Americans
 had a new definition of "home."

52 EXT. A TREE. NIGHT. 52

It's an oak actually. One man lies alone in the darkness at the base of the trunk.

53 CLOSER. TOM SMITH. 53

He stares up at the night sky.

54 HIS POV. 54

There are no stars now -- only blackness. Smith closes his eyes.

CUT TO:

55 RACE HORSES. 55

THUNDERING by the CAMERA. The earth literally moves as the torrent of hooves rushes by.

56 WIDER. MAKESHIFT RACETRACK. 56

It's cut into a farmer's hay field. The oval is described by a trampled area and a flimsy "rail" made of fence posts and rope.

REVERSE ANGLE. LONG LENS.

The horses CLEAR frame to reveal RED: staring enthralled at the spectacle in front of him. He beams with the delight of someone who has discovered something totally new and yet stunningly familiar. He's home. Transfixed. In love.

DISSOLVE TO:

57 EXT. MIGRANT CAMP. DUSK. 57

It is the rural version of a Hooverville. Dozens of old jalopies and squalid "campsites" are scattered through an apple orchard. Empty bushels and picking ladders are littered across the ground. Children run in and out of the tree trunks oblivious to the scope of the situation: this is farm labor and it's a family business.

DIFFERENT ANGLE. POLLARD "CAMP".

They have strung up some shelter next to their car. The orange glow of a campfire cuts the blue gray haze of dusk. Mrs. Pollard stirs some kind of dinner in a large open pot: Grits? Oats? Beans?

Mr. Pollard sits on the tailgate of their car, staring blankly at the flames. Finally he hears something and glances up.

HIS POV. THROUGH THE SMOKE

Red appears to him in the campfire, emerging from the shadow of the fruit trees. Maybe it's the smoke or the firelight, but he seems suddenly larger, like something has changed. He takes a step forward...

RED
I made two dollars.

MR. POLLARD
What?

DIFFERENT ANGLE.

He moves around toward his dad.

RED
I made two dollars. See.

He holds out his hand. There are two "Liberty" silver dollars.

RED (cont'd)
Here.

He hands them to his father.

MR. POLLARD
(recoiling)
No.

RED
It's fine. I can make more tomorrow.

His father looks down at his own hand. Stares at the shiny silver dollars. It's a weird combination of emotions: Relief. Confusion. Amazement. Grief. He looks up:

MR. POLLARD
Where'd you get this?

58 THE RACE TRACK. DAY.

58

The CAMERA swoops across the small crowd milling about the trampled field. It's a carnival in the darkest sense: "Race" horses are tied to various trees. Side bets are happening all over the place.

59 SHOT. MAKESHIFT CORRAL.

59

A long line of horses are tied to a rope strung between two trees. A bush-league "trainer" talks to Red and his family.

TRAINER
Yeah, your boy combed em out. Changed all the tack. --I didn't even need to tell him a thing.
(coining a nickname)
Hey "Red," Where'd a young fella like you learn so much about horses?

MRS POLLARD
His name is Johnny.

RED
(beat/smiles)
...You can call me Red.

The man smiles and ruffles his hair. Mr. Pollard takes it all in...

CUT TO:

60

THE STARTING LINE

60

It's a rope actually. The various horses jostle for position, waiting for the rope to drop.

CLOSER. A JOCKEY.

He guides his horse back and forth through an expert combination of reins and feet.

SHOT. RED.

He stands across the track at the rail, eyes riveted on the jockey.

A GUNSHOT.

...the ROPE DROPS and horses are off. "Our" jockey breaks to the lead, dropping down to the inside and hunching over the withers of his horse. He stays in a perfect crouch, eyes forward on the race track.

INSERT. JOCKEY'S HANDS.

He pumps the reins expertly, "throwing" his hands away from him in a circular motion.

SHOT. RED.

He unconsciously pumps his hands in the exact same way.

DIFFERENT ANGLE OVER RED.

Far in the background, his parents are talking to the trainer. Mrs. Pollard turns partially away staring down at the ground while Red's father leans in close--talking and nodding.

*
*
*

SHOT. RACE TRACK.

The jockey leans into the turn.

SHOT. RED.

He does the same -- weighting his inside leg and urging the horse into the stretch.

WIDER.

The horses THUNDER by. Down at the rail the NOISE is deafening. Red watches his jockey fly by in a burst of sound and color. He whirls around toward his parents with an exultant grin on his face...

CLOSER

All at once the grin freezes.

RED'S POV. HIS MOTHER. (CLOSE UP)

She is staring at him from a few feet away. Her eyes are red. Her face is stained with tears.

WIDER

She grabs him, suddenly, clinging on for several seconds. When she finally lets go, Red looks up to see his father standing a few feet away, clutching a pillow case with some heavy objects inside it. He hesitates...

RED
What's this?

MR. POLLARD
Um -- everything...
(deep breath)
Dickens. Wordsworth...
(forces a smile)
There's your Arabian Nights and Moby
Dick. Even the Milne from when you
were... when you were...

He can't finish it. He turns his head away. The voice that comes out is small and faint.

MR. POLLARD (cont'd)
I'm sorry. I'm so sorry.

He looks back at Red. There are tears in his eyes too.

MR. POLLARD (cont'd)
Look. Mr. Blodget here has a house.
A real house...

NEW ANGLE.

Red looks up to see the trainer that he worked for standing a couple of feet away.

MR POLLARD
There's even a phone next door so we
can call you every couple of weeks and
let you know where we are...

RED
No...

MR POLLARD
(reaches down. Hugs his
son--a whisper)
You'll be great at this. You've got a
gift...
(convincing himself)
We'll come back...
(hugs him again)
We will... We will.

Red watches as his father leans back. He looks around the fading light of the race track/fairground. He looks at his son for a moment as the CAMERA begins to pull back rapidly leaving them a small part of the crowd...

CUT TO:

61 EXT. RIDGEWOOD. DAY. 61
Smoke rises from the chimney. The huge log home stands out
against the sky. Solid. Warm. Safe. The TITLE: *

"SIX YEARS LATER" *

HOWARD (VO)
No, Bill. I'm not gonna do it. No
more layoffs... *

62 INT. HOWARD'S FOYER. 62 *
He speaks into the mouthpiece of a handcrank wallphone.

HOWARD
Well it can't get any worse... Look, *
if it stays like this we'll just *
tighten our belts a little bit. *
(beat)
We'll be fine, Bill. Really. We *
will.

63 INT. LIVING ROOM. 63
Howard's son Frankie, now 14, lies on the couch reading a dime
novel. Howard crosses through the living room -- sees him.

HOWARD
 (a little tense)
 It's a glorious day outside. Why don't
 you go fishing or something.

FRANKIE
 (looking up)
 ...I'm reading.

HOWARD
 You can read when it's raining. C'mon.
 I'll teach you to drive the truck.

FRANKIE
 You taught me to drive the truck.

HOWARD
 (looks at the book)
 What is it?

FRANKIE
 Flash Gordon.

Howard rolls his eyes.

FRANKIE (cont'd)
 C'mon, Dad. It's about the future.

Howard can't help smiling. He crosses to the couch and
 ruffles his son's hair...

64 EXT. RIDGEWOOD DRIVEWAY. LATER.

64

A Buick Coachman stands rumbling in the driveway being loaded
 with luggage. Annie sits in the passenger's seat. Howard
 gives last minute instructions to his caretaker: Sam.

*

HOWARD
 We'll be in San Francisco 'til
 Wednesday. If you need me call Bill at
 the dealership in Hillhurst.

*

SAM
 Will do.

*

HOWARD
 And make sure Frankie eats breakfast.

65 INT. FRANKIE'S ROOM.

65

He lies on his bed finishing the Flash Gordon. Frankie HEARS
 a car door SLAM and goes to his window.

66 INT. FRANKIE'S POV. DRIVEWAY.

66

His father has just shut the trunk and is climbing in behind
 the wheel. Frankie watches as the car fires up, then
 disappears down the long road through the woods...

*

CUT TO:

- 67 INSERT. GARAGE AREA. 67
 Frankie's hand reaches up and clutches a fishing pole from the rafters of the garage...
 INSERT. BACK OF TRUCK.
 A tackle box and pole are tossed in the open bed of the pickup.
- 68 INT. TRUCK. 68
 The door slams -- Frankie sits behind the wheel. The fourteen year old boy takes the key... fits it in the ignition...
- 69 WIDE SHOT. RIDGEWOOD. 69
 Wind in the trees. A mockingbird. Suddenly, the distant SOUND of an ENGINE being fired...
 CUT TO:
- 70 EXT. MOUNTAIN ROAD. (OVER THE FRONT TIRE OF THE TRUCK) 70
 It meanders up the dirt road high into the Sierras. The ground is still muddy from a fresh rain and the truck slides a little: first toward the edge and then away from it. *
- 71 INT. TRUCK. 71
 Frankie cranes to see over the dashboard. The uphill angle doesn't make it any easier as he gives a burst of acceleration, then brake, then gas, then brake....
- 72 A DIFFERENT PART OF THE ROAD. 72
 A logging truck heads inexorably in the other direction.
 FRANKIE'S TRUCK.
 It gives a burst of acceleration around a curve.
 THE LOGGING TRUCK.
 It hurtles downward toward the same bend in the road.
 ON FRANKIE'S BUMPER.
 The truck turns the corner. There is a sudden squealing of brakes. Frankie skids in the mud -- first right then left... He spins a hundred and eighty degrees hurtling toward the edge of the road... *
- 73 EXTREME WIDE ANGLE. RIVER CANYON. 73
 There is a distant sound of metal, gnashing through the pine trees. Off in one corner of the FRAME all that can be seen is a long plume of dust, heading like a weird serpent down hill...

CLOSE UP. A TACKLE BOX.

It is smashed open against the rocks. There is equipment strewn everywhere: flies, sinkers, pliers, a sandwich...

CLOSE UP. EYEGLASSES.

One of the lenses is smashed. The other remains intact.

CLOSE UP. TIRE.

It still spins, smoking on the axle.

CUT TO:

74	EXT. RIDGEWOOD. (LONG LENS) MOS	74
	The Buick Coachman skids to a stop on the long driveway. Howard bursts from the door and comes RUNNING TOWARD THE CAMERA.	
75	INT. LIVING ROOM. (MOS)	75
	He clutches the body of his son, letting out a long SILENT SCREAM. Howard rocks Frankie back and forth cradling his head....	
76	EXT. A HILL. RIDGEWOOD. (MOS) DAY.	76
	A simple grave. A beautiful spot. Howard stares straight ahead over the casket of his son as it is lowered into the earth...	
76A	INT. EXTREME WIDE ANGLE. LIVING ROOM. DAY.	76A*
	Howard sits alone in the enormous room. Dead. Dazed. Lifeless.	*
	CLOSER.	*
	A clock is TICKING in some other room. Howard stares at the arm of his chair. There's something in his hand.	*
	INSERT.	*
	It's a small child's game. Howard tilts the little wooden box trying to roll a steel ball into one of the craters in the moon. It's all about the future.	*
77	OMITTED	77*
78	FULL SHOT. RIDGEWOOD HOUSE. NIGHT.	78
	It's dark now. A light comes on in the kitchen.	
		TIME DISSOLVE TO:
79	MORNING.	79
	The sun comes up. The light turns off...	

80

INT. LIBRARY.

80

Howard is still staring. He has one day's growth of beard but other than that the image is exactly the same. He sits in the same chair, staring out the same window. A grandfather clock ticks in the foyer. *

CLOSER.

He looks toward the hallway for a beat then back out the window. After a long moment, he summons his voice:

HOWARD
(faintly)
...Sam?

CUT TO:

81 INT. GARAGE DAY. 81

Howard's vintage racing cars sit gleaming in their "horse" stalls. All at once, the DOOR IS SHUT, plunging them into darkness.

82 INSERT. GARAGE DOOR. 82

Sam's hand reaches into frame, slapping a PADLOCK on the outside of the doors.

CUT TO:

83 A RACEHORSE. 83

He rounds the turn at the top of the stretch, driving TOWARD THE CAMERA all alone. It's a bush-league racetrack. Better than the hayfield, but not exactly Pimlico. The horse grows larger and larger in the frame.

CUT TO:

84 A SCALE 84

The circular dial reads 114 lbs.

WIDER

Red steps off wearing tattered jockey silks and riding boots. At five foot eight they're a little tight. Nonetheless, he's been transformed -- a rider now. Red turns to a craggy looking man beside him. "DUTCH" Doogan is somewhere between fifty and death -- it's hard to tell with all the "character" in his face.

DUTCH
Still pretty tall to be a jock.

RED
(a lie)
Never been over one fifteen.

DUTCH
(nods...)
Where'd you learn to ride like that?

RED
...Home.

The old man thinks for a beat.

DUTCH

Alright, here's how it works. I pay you twenty dollars a week for riding. You owe me ten for your meals, six for sleepin' in the stall and three for your tack fee.

*
*
*

RED

Well, How do I pay all that back?

*

DUTCH

...You win.

HARD CUT TO:

85 A HORSE RACE.

85*

Two jockeys are beating the shit out of each other at the front of the pack. They club each other with their whips while they head into the turn at forty miles an hour.

OVER RED....

He's pinned in at the rail while the slugfest plays out in front of him. It's a combination of Ben Hur and Mad Max, as one of the jockeys grabs the others bridle and jerks the horse's head violently backwards.

The horse props and his jockey flies over the front literally disappearing OUT OF FRAME. Now Red is riding behind one jockey and a riderless horse.

HIS POV.

The horses have drifted wide in the melee so Red tries to shoot through a hole at the rail. Just as he begins to overtake the other rider he is clothes-lined by the other jockey's whip.

BEHIND BOTH OF THEM.

Red fights him off but the other jockey has grabbed his silks and is trying to pull him backwards off the horse. Red cracks him across his arm and the jockey momentarily loses his grip, allowing Red to pull away.

RAKED ANGLE.

Red drives toward the finish line. The other jock reaches out and desperately grabs a hold of his saddlecloth, literally being towed behind him. Red drives his horse who is starting to veer wide under the weight of two jockeys and another animal. Just as they approach the wire...

A THIRD HORSE.

Shoots past both of them to win along the rail. Its jockey leaps up in the irons thrusting his fist in victory.

Red watches stunned as he pulls away from them, galloping his horse out after the wire....

CUT TO:

86 AN EMPTY STALL...

86

DUTCH'S VOICE (OS)
A nose! You lose that race a nose!

Red is violently hurled against the back wall.

REVERSE ANGLE. STALL DOOR.

Dutch stands there, blocking the light.

DUTCH
You lose that race a nose, you better
fall off tryin'!
(he flings a shovel toward
Red)
Here. Muck those stalls.

CUT TO: *

DOWN ANGLE. RED.

*

The shovel hits next to him on the wall. The CAMERA beings to push in slowly on Red in the far corner of the stall. As it does, the HEAVY SOUND of steel wheels against a train-track begins to fill the scene. The image begins to sway slightly as...

*
*
*
*
*

86A THE FACES OF FIFTEEN MEN

86A*

appear ghostlike in a DISSOLVE. They line the walls of a BOXCAR -- staring broken, dazed, straight ahead. Tom Smith sits in the corner (where Red used to be) looking at the blank space just in front of him (a small pocket of privacy). The CAMERA pushes in tighter.

*
*
*
*
*

CUT TO: *

*

87-92 OMITTED

87-92*

93 THE EXACT SAME EXPRESSION.

93

This time on Charles Howard. He sits all alone in the palatial LIVING ROOM of RIDGEWOOD -- a fire roaring somewhere behind him. Howard shifts his gaze two degrees. Fixes on some new point in the distance.

JUMP CUT TO: *

93A A NEW CHAIR

93A*

New position--same old stare. It's daylight now. He's gazing out the window, at...

ANNIE *

Scrubbing the porch in the fading light. She has a bucket. A mop. A scrub brush. Annie furiously works the suds into a varnish trying to scrub out the past. *

HOWARD (O.S.) *

Come inside. *

(A jump cut) He's standing near the door to the porch. *

ANNIE *

(barely looks) *

I'm not done. *

HOWARD *

It's cold *

ANNIE *

I'm fine. *

CLOSER *

She brushes away a loose strand of hair and goes back to scrubbing... harder... *

HOWARD *

Sam can do that. *

ANNIE *

(sharp) *

I don't want Sam to do it. I want to do it... *

Her voice waivers. She stops herself. Scrubs some more. *

MOS. THROUGH THE WINDOW... *

He moves over to her. Touches her shoulders. She flinches... nearly jumps... *

CUT TO: *

94 INT. FRANKIE'S ROOM

94*

Howard stands near the window by the bed. He holds one of Frankie's books in his hand. *

INSERT. BOOK. *

It's Flash Gordon. Used to be about the future. He glances out the same window that Frankie did. *

HIS POV *

The same car is parked in the same driveway... The same suitcases are being loaded. *

WIDE ANGLE. BEHIND THE CAR *

This time it's Annie who's leaving. She climbs into the back seat of the car and the door slams. The Buick Coachman fires up and starts down the long gravel driveway that leads away from the ranch... *

INT. ROOM *

Howard's gaze shifts back toward the book. Cradles it in his hands. *

INSERT. FLASH GORDON *

The illustration is brave and childlike all at the same time. Flash fights the demons of Mongol with no regard for his own personal safety... *

VOICE (OS) *

What are you reading? *

95 OMITTED

95 *

95A INT. HORSE STALL. NIGHT.

95A *

Red sleeps in a bed of rough straw next to one of the other jocks. The kid (TEDDY) is no more than thirteen years old. He hasn't shaved yet--the voice is still high. Red has the pillowcase of books next to him. He reads by a single candle. *

TEDDY *

What is it? *

RED *

Just a story. *

TEDDY *

Where'd you get it? *

RED *

(beat) *

My Dad gave it to me. *

CLOSER *

The cover of the book is strange and exotic--a child's wonderland. ARABIAN NIGHTS is written in swirling script next to a puff of blue smoke with a genie in the middle. Teddy studies the book. *

TEDDY
What's it about?

RED
Arabian nights.

*
*
*
*

Red turns and looks at him. The boy clutches the corners of his blanket like he might be a lot younger. *

RED (cont'd) *
It's about this boy. Aladin *

Teddy looks blankly at him. *

TEDDY *
So what happens? *

RED *
Well, he's sort of this wild kid. His *
parents are dead and he lives in the *
streets... you know... any way he can. *

He pauses. The metaphor hits him. *

TEDDY *
Can you read it? *

RED *
What? *

TEDDY *
Can you read it to me? *

RED *
Uh... Sure. I guess. *

Red pulls the candle closer and looks over the book. Teddy curls up under his blanket to listen. *

RED (cont'd) *
(reading) *
"...So the genie granted Aladin the sum *
of three wishes..." *

TEDDY *
Wishes? *

RED *
Yeah. *

TEDDY *
You mean, anything he wants? *

RED *
Yeah, you know--they're wishes. *

Teddy curls up a little tighter. Red keeps reading. *

RED (cont'd) *
"...So the first thing Aladin imagined *
was a great night garden. In his mind, *
he saw trees laden with fruit and a *
huge table filled with honey cakes and *
figs and apricots and..." Stop it. *

TEDDY
(faint)
What?

RED
Are you crying?

TEDDY
...No.

RED
Well don't.

TEDDY
...I'm not.

RED
Just don't. Okay?

Red looks over at Teddy who pulls the blanket tighter, fighting the tears. He looks small but the blanket looks smaller--barely covering him.

RED (cont'd)
Look...
(glances sideways)
Here.

He reaches for a pair of boots and flings them over to the boy.

RED (cont'd)
If they see those feet they'll know you're gonna grow and they'll throw you outta here. Just jam your toes into these when the trainer's around.

TEDDY
But...

RED
(rising)
Just do it.

He crosses toward the open door, then pauses and turns back.

RED (cont'd)
(softer)
...and take these.

He reaches into his pocket and tosses a couple of carrots.

RED (cont'd)
There's no reason they should eat better than we do.

TEDDY
(still sniffing)
But, where are you going?

Red just looks at him.

CLOSER. TEDDY.

*

TEDDY
Where are you going?

*

*

REVERSE ANGLE. RED.

*

Only there's no Red--only an empty door...

*

CUT TO:

*

96 A PUNCH BEING THROWN 96 *

It lands squarely on a man's cheek with the bare knuckle SOUND of fist against flesh. *

WIDER -- EXT. BOXING MATCH. NIGHT. *

It's a makeshift ring on the streets of a cowtown. The ropes are literally that, some hemp tied around fence-posts. The scene is lit by torches. Red tries to shake off the blow, as the (toothless) crowd hoots and hollers. Whiskey flows freely. The place wants blood. *

WHAM! *

He comes off the ropes to get hit again. Red teeters for a minute, clutching his right eye, then gets hit with a three punch combination: Wham, wham... WHAM! It drops him OUT OF FRAME... *

96A TIGHT CLOSE UP. RED. 96A *

His eye is completely closed. The socket has swelled to the size of a lemon and the lid had almost gone black. Red lies still on the ground but instead of cheers and hollers the place has gone suddenly and weirdly QUIET. *

WIDER. (WE'RE SOMEPLACE ELSE...) *

He lies on the floor of a bus depot or a train station -- the pillow case from his father spilled open beside him. Red squints at the page in the foreground, struggling to bring it into focus with his one good eye. The CAMERA moves around to the front of his face revealing both of them: one ravaged, the other untouched, almost like he's two different people. *

Red reaches forward and turns the page as... *

97 A HUGE CHEER. 97 *

...goes up from another crowd -- this one his harsh, white daylight. They leer at some action playing out in front of them in the center of the "ring." *

REVERSE ANGLE. A COCK FIGHT. *

Two game birds savage each other while the crowd screams themselves hoarse. *

"TIJUANA, MEXICO...
1933" *

The CAMERA booms up from the cock fight and begins to move over the crowd and into the Avenida Revolution. A dog runs by in the foreground. A liquor cart passes the other way... *

MCCULLOUGH *

At a time when the world really needed a drink, you couldn't get one in the United States of America. *

The CAMERA moves down the block with the liquor cart, passing by an exploding string of firecrackers. It tilts up to reveal the rest of the block. Quickie divorces. Pawn shops. "American" bars...

MCCULLOUGH (cont'd)
Liquor was illegal, diversions were scarce and there's just so much a human being can do without...

It CROSSES the street toward a small crowd gathered around a contortionist. Next to it, some tourists are being photographed with a "zebra" (actually a burro painted with black and white stripes).

MCCULLOUGH (cont'd)
...soon the border town was born, providing everything to the South that their neighbor to the North would not.

HARD CUT TO:

97A EXT. MOLINA ROJO. DAY.

97A*

It's the Baja version of the Moulin Rouge (There's a red windmill but it's pretty small by Montmartre standards). Even in the daylight, the flickering neon beckons men and boys down a long road where the women will handle everything professionally. Many of them hang out the windows in a personal piece of advertisement.

MCCULLOUGH
You could find food, "companionship," decent gin... And, at a time when gambling was outlawed as well...

REVERSE ANGLE. PAST THE WINDMILL FROM THE ROOF.

The race track lies in the background. The CAMERA pushes past the blades of the windmill toward the grandstand of Agua Caliente below.

MCCULLOUGH (cont'd)
...a chance to turn back luck into good.

THERE'S A LOUD BELL AND...

98 OMITTED.

98*

99 A VINTAGE STARTING GATE. 99

bursts open as an explosion of color fills the screen.

WITH THE HORSES (LONG LENS)...

They thunder toward us. The CAMERA TRIES TO RETREAT as the wall of gleaming silks GROWS BIGGER AND BIGGER IN THE FRAME. It is a riot of color against the green grass of the turf course: chartreuse, hot pink, bright yellow, orange.... *

100 EXT. AGUA CALIENTE GRANDSTAND. DAY 100

This is the big time -- the Grand Dame of 30's racing. A thousand binoculars lower simultaneously as the horses fly by the finish line. Behind one of them is...

CHARLES HOWARD.

He continues to stare blankly ahead as if the race is still going on. It's more of a distraction to him than a sporting event. Howard's eyes focus on middle space, where his grief seems to be.

101 DIFFERENT ANGLE. GRANDSTAND BOX. A BEAUTIFUL YOUNG WOMAN. 101

MARCELA ZABALA is staring at him from several boxes away. She has jet black hair and porcelain skin that shines... like a piano. Marcela seems drawn to his stillness. She lowers her binoculars ...

MARCELA

Who's that?

HER POV

Howard is surrounded by wealth and gaiety: Walter Hinkle. Alberto Gianini. Charles Strubb. They're locked in a boy's club. He's momentarily distracted by something else. *

WALTER

(answering Howard)

Oh. That's George Woolf -- greatest jockey in the world. *

HIS POV.

A short, handsome man is climbing out of a white Cord Roadster.

He wears a white buckskin jacket with five inch fringe. Woolf has on a white Stetson and gleaming silver bolo.

CLOSER...

The sun shines all over George Woolf. He has a different glow than anyone else in the vicinity. His eyes gleam. His hat gleams. His teeth gleam. He surveys his racetrack with the confidence of a man who was born to win...

FULL SHOT. HOWARD.

He glances down. Used to have it. Lost it. Envy? Not really. Just....

FULL SHOT. MARCELA.

She looks right at him. Feeling it with him for a beat. Feeling something new and strange for a man who seems to be feeling so much...

MARCELA
That's Charles Howard?

FRIEND
Yeah.

MARCELA
(beat)
I thought he came down here for...

FRIEND
A quickie divorce.

She looks at her friend then back at Howard. All empathy:

MARCELA
There's nothing quick about that.

The race becomes "OFFICIAL" as a ROAR goes up from the crowd.

CUT TO:

102 A BLANK WALL.

102

And the offstage sound of a man VOMITING. RED'S HEAD lurches up into THE FRAME: a tight CLOSE UP. He is drawn and ashen. There is sweat on his forehead. The scar has healed but it's still visible above his right eye. He opens his mouth, sticks his finger in it and lurches OUT OF FRAME...

CUT TO:

103 A SCALE

103

Red's face is reflected in the glass as the large dial spins around to a hundred and fourteen pounds...

104 INT. JOCK'S ROOM. LATER.

104

It is part locker room, part club house -- the only home they know. Gathered around a series of benches are a group of jockeys in various states of dress. Colored silks and tack hang all over the room: saddles, whips, boots, plastic madonnas, girly-pinups and stirrups. Red holds court in the middle of the group, painting the air with a hand, as he spins a yarn for the younger jockeys.

RED

It was in the palace of the great Sultan...

YOUNG JOCKEY

Sultan of where?

RED

Um -- Sultan of The A-rabie.

They nod...

CLOSER

He looks older now. Seasoned. Thinner. A veteran. Red leans forward as if he is clueing them in on a closely held secret. *

RED (CONT'D) (cont'd)
I had been living there for almost a year -- racing his Arabians across the desert and finishing my personal history of the region by night.

They nod again -- impressed.

RED (cont'd)
Then one day the Sultan summoned me into his throne room.

Red pauses for effect. They lean forward a little.

RED (cont'd)
He looked at me and said...

WOOLF (OS)
(finishing the line)
"John Pollard: You are my greatest jockey. It is you who will ride in my hundred mile race from Kusmat to Tripoli." *

WIDER.

Woof breezes into the jock's room still wearing his gleaming white buckskin.

RED
(beat/chilly)
Two hundred mile.

WOOLF
Oh. Right. Two hundred mile. 'Scuse me Sa-hib.

Red glares. The other jocks crack up...

CUT TO:

105 POST PARADE. AGUA CALIENTE RACE TRACK. 105

Red and George ride side by side on their way to the gate.

RED
You didn't need to wreck it Georgie.

WOOLF
Ya know, when you started tellin' that story, it was only 50 miles.

RED
Yeah, well... Everything gets longer in
the retelling...
(glances to his left)
Just ask Wanda.

DIFFERENT ANGLE.

Red motions TOWARD A SMALL HILL that rises behind the track.
THE MOLINA ROJO sits on top with its windmill turning. *

WOOLF
(glances uphill/smiles)
You leave Wanda out of this. *

RED
(quoting Omar Khayyam
re: Wanda)
*"Myself when young, did eagerly
frequent... Both saint and whore and
heard no agreement..."* *

WOOLF
Ya know Red, if you rode a little more
and talked a little less you might
start winnin' some races.

Friendly but it stings.

RED
I got two bucks says I beat you in this
one.

WOOLF
Make it five.

A BELL:

106 STARTING GATE.

106

The horses explode.

MOVING WITH THEM... THE BACK OF THE PACK.

Red and George continue their conversation in the middle of
the race. They ride side by side at the back of the pack --
dirt flies in their faces.

RED
Gimme odds. You're the favorite.

The horses bump a little.

WOOLF
Morning line.

RED
Forget it. Two to one.

WOOLF
Done.

They move closer to each other at the rail. Both men lean in as they enter the turn. They're still at the back of the pack, but it's drawing tighter.

WOOLF (cont'd)
You got a speed horse Johnny. Why're you sittin' back here with me?

RED
I like the conversation. And he's not a speed horse -- don't try to hook me.
(beat)
You going tonight?

WOOLF
Naw. You?

RED
Naw.

WOOLF
So, what time?

RED
(smiles)
I don't know. Eight?

WOOLF
Okey-doke. Coops, there's my hole Johnny. Gotta fly.

BEHIND THEM.

Sure enough a hole has opened in front of them and Woolf ~~shoots through it with perfect speed and dexterity.~~ As soon as he is through it seals up in front of Red like a secret passage cut in the rock.

RED
God dammit.

He presses his horse but there's no where to go. Red pulls to the outside and starts to lumber slowly out of frame...

AS HE DOES...

The horses clear FRAME but the CAMERA KEEPS GOING. IT DRIFTS ALL THE WAY ACROSS THE TRACK, OVER THE HEDGE AT THE FAR RAIL, AND FINALLY COMES TO REST IN THE BARN AREA, where four blacksmiths are shoeing horses. One of them is...

107 TOM SMITH.

107

He BANGS with the same monotonous drone of the other blacksmiths. Tom picks up the horse's hoof and examines it for a moment. He bends back the foreleg. The horse jerks.

VOICE (OS)

What the hell are you doing?

WIDER

The trainer he works for is standing over him.

SMITH

Oh.... He's got a lame foreleg.

TRAINER

I don't care. Just shoe the horse.

SMITH

(taking a chance)

Look -- if you let me fix him, he'll give you more than six furlongs. This horse'll take you 'round two turns...

TRAINER

Did I ask you what you think? Just shoe the goddamn horse!

He throws a horseshoe over toward Smith and glares at him. The older man hesitates for a beat, then picks it up...

CUT TO:

108 EXT. "THE HILL". NIGHT.

108

A jockey limps up the long hill that leads to the Molina Rojo. The huge WINDMILL calls the riders like a siren song. Blaring MEXICAN HORNS play over...

109 INT. MOLINA ROJO. NIGHT.

109

It's somewhere between a fiesta and a whorehouse. Little jockeys dance with big hookers hitting them somewhere in the middle of their chests. The place is decorated with horse paraphernalia, particularly whips and stirrups.

ANGLE. BAR AREA.

A huge woman puts a shot glass of tequila between her tits and pushes her arms together, securing it in her cleavage. Then she picks up one of the little jockeys and turns him upside down, so his mouth is on the glass and his feet are straight up in the air. All of his comrades pound the bar as she suddenly bends over, dumping the contents of the glass in his mouth and landing him perfectly back on his feet. It's a pretty impressive sight.

OTHER END OF THE BAR.

Red is all booze, no show. He slams back a shot of tequila and shudders for a beat.

CLOSER...

He's already pretty drunk. The Irish complexion has gone bright red and his eyes are starting to droop. Red picks up the glass and looks at it...

110 FLASHBACK. RACE TRACK. 110

He jostles side by side with George Woolf.

WOOLF

Oops -- there's my hole Johnny. Gotta fly.

111 LIVE ACTION. 111

Red bangs down a new shot as his trainer's VOICE PLAY'S OVER:

TRAINER'S VOICE (VO)

How the hell do you miss a hole like that. Are you blind!

He looks, bemused at the tequila.

CUT TO:

112 INT. UPSTAIRS LATER. 112

The camera pushes up the long corridor where the women do their business. Half dressed jockeys (on the backs of half-dressed women) race down the hallway: disappearing "around the turn". As the CAMERA PUSHES UP THE HALLWAY, Red's drunken VOICE gets progressively louder.

RED

There once was a princess from Siam.
Who was sitting here, sort of like I am.

I wined her and dined her,
and then I reclined her...

(beat)

Oh shit... what rhymes with Siam.

113 INT. WHORE'S ROOM. 113

Red lies back against the wall while the woman sits beside him on the bed.

WOMAN

Tha's great! You make that up?

RED

Pretty obvious, hunh.

WOMAN

Tha's beautiful.

RED
(drunk)
...You're beautiful.

WOMAN
Oh -- you don' have to say that. You
pay me.

Red smiles. Downs the end of his last shot....

WOMAN (cont'd)
You a lot bigger than the other jocks.

RED
(winces)
I know.

WOMAN
No -- tha's good.

RED
In here, that's good.

Pause.

WOMAN
So -- you wanna... You know -- get
going?

Red pauses... thinks about it. The room swims a little.

RED
Sure. Why not.

REVERSE ANGLE. OVER HER TO RED.

The woman stands up and faces Red lying on the bed. From behind her, we see him laying back against the pillow, gazing up at her. The woman reaches up and pulls down the straps of her slip, letting it fall to the floor. She stands topless in front of Red, her naked back in the FOREGROUND of the FRAME.

TIGHTER.

Red looks at her with a sad tinge of irony. Instead of lust there's something else...

HIS POV. NO WOMAN

Instead of seeing her naked body, HALF THE FRAME IS COMPLETELY DARK. On the left side there is a lamp, the torn screen of the window and some peeling wallpaper. On the right side it is black.

114 FLASHBACK. TRAINER.

114

TRAINER
"How do you miss a hole like that?"

115 FLASHBACK. RACE. 115
 George Woolf shoots through the hole that Red didn't see.

116 FLASHBACK. BOXING MATCH. 116
 He is pummeled in his right eye. The socket has swollen shut. *

117 LIVE ACTION. RED'S POV. 117
 The image "pans" right to reveal the woman, now standing in
 the "good" side of the frame. Red is blind in his right eye. *
 OVER HER TO HIM.

WOMAN
 You okay, anjel?

RED
 ...Yeah.

He touches the scar on the side of his face -- runs his finger
 along the line where the cut used to be....

CUT TO:

118 BLOOD. 118
 Oozing from the back of a bull as brightly colored darts
 dangle from his skin.

WIDE ANGLE. BULLFIGHT.
 It's the full spectacle: A jammed bullring... A hooting and
 jeering crowd... The matador makes a particularly dangerous
 cape pass... OLE!

ANGLE. CHARLES HOWARD.
 He sits with Strub and Giannini glancing down. Howard scans
 the crowd, the floor, the sky, his friends -- anything not to
 look at the pageant in front of him. Howard glances up. *

ANGLE. BULLRING.
 A "bandillero" approaches the bull with two more darts, but
 these have been broken in half to make the act more dangerous.
 He runs toward the animal...

CUT TO:

119 A CHILD. (LONG LENS) IN A VACANT LOT 119
 He kicks a soccer ball through a makeshift goal and thrusts
 his hands in the air.

120 REVERSE ANGLE. EXT. BULLRING. 120

Howard stands watching him in the long arcade of the bullring that faces out over Tijuana. With the bullfight on the other side of the thick stucco walls, the cheers seem kind of muted: Ole... Ole... It sounds like the ocean. *

CLOSER.

He lights a cigarette. Howard takes a long drag and leans against one of the arches and exhales slowly. There is a VOICE next to him...

MARCELA (OS)
(flawless American accent)
You don't want to watch?

WIDER.

Marcela is standing beside him. She's even more beautiful than she was at the racetrack. The late afternoon sun makes her glow.

HOWARD
No... Not really.

MARCELA
I don't either.

121 She stares out over the city. Two boys kick their deflated soccer ball back and forth across the dirt. A man tinkers with his engine beneath the hood of a car. 121*

122 MARCELA (cont'd) 122
(shrugs)
We can watch this instead.

She leans forward against the rail. The Spanish from the boys mixes with their bursts of occasional laughter. The sun is going down.

MARCELA
So what? They brought you down here to make you feel better? Is that it?

HOWARD
Sort of.

MARCELA
(shakes her head)
Those men. They think everything is fixed with a party.

Howard turns and looks at her

HOWARD
Who are you?

MARCELA
(smiles)
Oh. I'm your second cousin.
(extends her hand)
Mucho Gusto.

She looks him in the eye. It's charged. Howard takes her hand and shakes it.

MARCELA (cont'd)
Isabella's my sister.

He just stares.

MARCELA (cont'd)
You know -- she's married to...

HOWARD
No, no... I know.

Ole... Ole...

MARCELA
So...
(hesitates/means it)
...do you feel better?

HOWARD
(beat)
No. Not really.

MARCELA
How could you?
(all honesty/gentle)
I mean, something like that. You can't stop feeling it, can you? I guess you just try to feel something else too.

CLOSER.

There's compassion in her voice. Empathy and kindness but no fear. No fear to talk about it. He's been aching to talk about it... A HUGE ROAR goes up from the crowd.

HOWARD
Listen...

He stops himself.

MARCELA
What?
(pause...)
Oh. You're right.

HOWARD
What?

MARCELA
No. You're right. Listen.

CLOSER

Howard cocks his head. Through the noise from the crowd there is the distant RINGING of CHURCH BELLS. Marcela smiles...

CUT TO:

123 EXT. LA PATERA RANCHO. MORNING. 123

BELLS are PEELING in the cupola of the Rancho's private chapel. They swing almost 360 degrees, exuberantly celebrating...

EASTER

A long procession of Mexican women winds its way up the dirt road that leads to the chapel. The hymns are in Spanish; the women are dressed in white. It's a festival of rebirth.

124 SHOT. CORRAL. 124

This is a massive "land-grant" rancho and the barns and corrals are extensive. Marcela sits on horseback, graceful, comfortable in a gaucho jacket and flat-brimmed hat. She holds the lead rope of another horse, offering it to Howard. *

HOWARD

Been twenty years since I've been on a horse..

MARCELA

He's not going to bite.

The horse tries to bite him.

MARCELA (cont'd)

Twice.

They both laugh. Howard looks at the horse.

MARCELA (CONT'D) (cont'd) *

(just a dash of innuendo)

Don't worry. It's the kind of thing that comes right back to you.

Now he's looking at her. Howard takes the lead rope and swings himself high into the saddle...

CUT TO:

125 A HILLSIDE. (LA PATERA RANCHO) 125

They ride across a high plane that overlooks the sea. There's no trail to speak of -- just a wide open hillside with scrub and chaparral. All at once, Marcela kicks her horse and starts up a long dirt road that heads toward a crest in the hill. Howard turns with her as the horses start to canter.

CLOSER.

He catches up with her and the speed increases slightly. As they head up hill, they begin to drive one another faster and faster...

First she takes the lead... Then him... Then her... Then him. They both urge their horses as the caution leaves and a full gallop takes over. Pretty soon they are running together -- the horses laboring, as they press harder and harder toward the top of the hill. It's more than a metaphor. By the time they get near the crest they are almost out of control and the animals fly toward the ridge, becoming suddenly airborne.

OTHER SIDE OF THE RIDGE

They sail over the top of it... together. Charles and Marcela land simultaneously and begin to hurtle downhill toward the rich grassy plane that spreads out before them. They try to slow their horses, but they are literally out of control flying forty miles an hour toward the field at the bottom.

MOVING WITH THEM...

When they do start to slow it's a gradual thing: first one, then the other, then finally together... They come to stop near the bottom and gather themselves before they turn and look at each other: both of them still breathing hard...

CUT TO:

126

THE SAME CHURCH.

126

...only now there are WEDDING BELLS...

"SIX MONTHS LATER..."

Charles and Marcela emerge from the chapel to a hail of rice. He wears a morning suit. She has a white dress and veil.

FLASHBULBS.

They smile and pose. The CAMERA SWINGS with them as they head down the small hill toward a waiting horse cart. It's decorated in white ribbons. The wheels are white. The flowers are white. Even the horse pulling it is a beautiful white stallion. Charles and Marcela climb in and wave...

CUT TO:

127

ANOTHER WHITE STALLION

127

Being slammed down into the dirt. His head is held by three pairs of hands. A rifle enters the frame.

CLOSER.

The horse is still thrashing around so the rifle tries to move with it -- the barrel of the gun trying to steady itself on the center of the horses head. All at once a VOICE splits the scene.

SMITH (OS)
I'll take him.

127A EXT. BARN AREA. (BACKSTRETCH) DAY. 127A

Five men turn to see Tom Smith standing at the gate to the corral.

TRAINER
Get the hell out of here.

SMITH
I said, I'll take him. If yer gonna shoot him anyway, I'll save ya the bullet.

TRAINER
He's got a fractured foot.

SMITH
I'll take him anyway.

They look at each other. This guy is nuts. The trainer shakes his head.

TRAINER
Fine.

He pulls back the gun and slowly the grooms begin to let go. The stallion stumbles to his feet, lifting the right foreleg. He's a huge horse with a big flowing mane. Even wounded the sight is majestic.

SHOT. SMITH

He moves forward with a gentle *shshhing* sound. Smith takes the rope and leads him, limping away: back from the dead...

CUT TO:

128 THE STARTING GATE. 128

Bursting open as twelve horses GALLOP toward camera. They fly down the chute of the turf course receding in an instant.

WALTER (VO) *
You want to win, or just own 'em.

129 EXT. TIJUANA BAZAAR. DAY. 129 *

The whole gang is there. Giannini. Walter. Strubb. Howard. Now, Marcela. The grandstand rises in the background. It's dusk and the track has started to empty. *

HOWARD
(beat/an old feeling)
I want to win.

WALTER
Well, you're gonna need a trainer
before you buy horses.

GIANINI
(thick Italian)
Need two trainers. So you can fire
one.

Everyone laughs.

CUT TO:

130 EXT. BACKSTRETCH. DAY

130

Charles walks with the entire group through the barn area.

WALTER
This is Randy Thatcher's barn. He
trains about fifty, sixty ponies. Good
fella too. Real horse person.

GIANINI
Real horse-shitter....

STRUBB
Maybe you want a smaller barn.
Somebody who's gonna take the time...

HOWARD
(points)
Who's that?

HIS POV. BEYOND THE BACKSTRETCH.

A man stands way off in the distance among the scrub and chaparral. Next to him, a large white stallion is tied to the limb of a Yucca tree. The head of the animal looms above the brush like the prow of a ship. He stands motionless with his face in the wind.

WALTER
Oh that guy's a crackpot. Lives alone
out there in the bushes.

HOWARD
What does he do?

WALTER
I don't know. Used to be a trainer...
Or a farrier. Now he just takes care
of that horse.

HOWARD'S POV. TOM SMITH.

He stands all alone against open scrub of Baja -- a lost image of the West. Smith makes a motion with his hand and the lame horse starts to limp toward him.

CUT TO:

131 A CAMPFIRE.

131

There's a long plume of red sparks as a hand adjusts some hobo stew.

WIDER.

Smith sits by the fire with the White stallion behind him. He warms his hands for a beat, then hears something and looks up.

REVERSE ANGLE.

A man in a business suit is emerging out of the darkness. Howard steps into the ring of light.

SMITH

Howdy.

HOWARD

Hello.

He looks at Smith for a beat... a little awkwardly.

SMITH

Ya hungry.

HOWARD

Oh -- no.... Thanks.

SMITH

It's okay if you are. There's plenty.

HOWARD

(smiles)

I'm fine.

(extends his hand)

Charles Howard.

SMITH

Tom Smith.

They shake. Howard looks over at the stallion. His right foreleg is wrapped in muslin with "twigs" sticking out of the top.

HOWARD

What's in the bandage.

SMITH
Oh that's Hawthorne Root. Increases
circulation. *

HOWARD
What's wrong with him?

SMITH
Ligament.

HOWARD
Will he get better?

SMITH
Already is a little.

Howard examines the horse -- looks for a sign of the healing.

HOWARD
...Will he race?

SMITH
Oh no. Not that one.

HOWARD
So, why are you fixing him?

SHOT. CHARLES HOWARD

It's more than just a question. He has a burning need to
know.

SMITH
'Cause I can.

ON SMITH.

SMITH (cont'd)
Every horse is good for somethin'. He
could be a cart horse or a lead pony.
He's still nice to look at.

(beat)
You don't throw a whole life away just
cause it's banged up a little.

SHOT. HOWARD

He hesitates...

HOWARD
Is that coffee?

SMITH
Yeah. It's bad though.

HOWARD
You always tell the truth.

SMITH
Try to.

Howard just looks at him for a beat.

CUT TO:

132 WHAM!

132

A left hook catches Red squarely in the jaw. It staggers him backwards.

EXT. AVENIDA REVOLUCION. DUSK.

He's boxing again. The lip is puffy. The eye is swollen shut. A makeshift ring has been erected outside a small saloon. SHOUTS and CHEERING pierce the night in Spanish.

WHAM!

He gets spun around into the arms of spectators pressed against the ropes. The crowd screams. Red fights to clear his head. Wham, wham.... WHAM!

CUT TO:

133 BLACK.

133

There is silence.... Then a gentle slapping sound.

SHOT. RED.

A hand is slapping his face. The fight is over and he's still getting hit.

REVERSE ANGLE.

Red opens his eyes to see George Woolf. The other jockey crouches over him.

GEORGE
C'mon Buddy. Wake up.

WIDER.

Red lies against the side of a building on the Avenida. The crowd is gone -- the street is empty except for some trash. Woolf kneels beside Red in a pool of cheap neon.

RED
(beat)
Did I lose?

GEORGE
Oh, no. You clobbered him. *

Red winces -- the eye looks bad. He tries to get up -- stumbles.

GEORGE (cont'd)
Easy.

RED
I'm fine.

DIFFERENT ANGLE.

He fights his way to his feet. Red starts to weave down the Avenida...

GEORGE
C'mon. Lemme buy you some turtle soup.

RED
I'm fine Georgie! Why don't you just go win a race or something.

He stumbles into a post -- worst moment of all

RED (cont'd)
...Damn!

GEORGE
Look, why don't we go to Sloan's and...

RED
I don't need your help, George. And I sure as shit don't need your charity.

He says it like a dirty word -- stumbles backwards out of the light.

RED (cont'd)
Just leave me alone, alright.

MOVING WITH HIM.

Red staggers out of the neon flicker, into near darkness at the end of the block. He presses his palm against the bad eye, turning his back to hide it from Woolf. After a beat, Red reaches into the pocket of his trunks -- pulls out a couple of coins. Looks at them. Stuffs them back inside.

MCCULLOUGH
They called them forgotten men, but it was really a misnomer. They were wanderers. Men who left a shattered life in search of something new...

Red wanders totally out of the light, receding into BLACK.

CUT TO:

- 134 BLINDING WHITE LIGHT.... EXT. ST. LOUIS STREET. DAY. 134
 He carries all that he owns. The street is lined with victims of the era staring straight ahead: Blank. Idle. Frustrated. Broken.
- MCCULLOUGH
 Men who left something new, desperately
 in search of something old... *
- 135 EXT. PARK BENCH. CHICAGO. DUSK. 135
Red still reads. The pillow case sits beside him open on the bench while he forces himself through a volume of Emerson, in the fading light.
- MCCULLOUGH
 Simple things were suddenly precious.
 Food. Shelter. Clothing. Water....
- 136 BLACK AND WHITE PHOTO. A BREADLINE (PITTSBURGH).... 136
 It's huge. The CAMERA PANS across the still photograph until it reaches the end of the block. IT SUDDENLY ERUPTS INTO FULL COLOR, as Red walks by, refusing to join.
- MCCULLOUGH
 All at once, staying alive took the
 place of living. *
- 137 INT. BOXING RING. A SALOON. NIGHT. 137
 He's fighting again. Red falls forward into a clinch. The clinch becomes... *
- 138 A MARATHON DANCE.... 138
 Red pulls a nearly comatose woman across the floor.
- MCCULLOUGH
 In the depths of their despair, the
 slightest diversion was embraced...
 Prohibition was repealed, movie
 attendance set records and even
 gambling was legalized, as horse racing
 returned to American soil for the first
 time in fourteen years. *
- 139 OMITTED. 139*

140 EXT. SARATOGA RACE TRACK. DAY. 140*

It is the grand dame of race tracks. Looming spires. Gabled roofs. It looks like a cross between someone's mansion and a baseball stadium. The place is almost empty as a scattered crowd watches the early morning workouts.

141 ANGLE. CLUBHOUSE BOXES. 141

Howard sits in his box with Marcela and the newly hired Tom Smith. The workouts play out in front of them. Howard sports a snappy new suit. Smith wears his usual Stetson hat.

SMITH

It ain't just the speed -- it's the heart. You want something that's not afraid to compete -- something that's not gonna quit on ya. Half o' these horses are just show ponies. You want a horse that's not gonna run from a fight.

HOWARD

And how do you find that?

142 EXT. BACKSTRETCH. 142

Red stands outside one of the barns, shoving an old Racing Form at a local trainer. *

RED

Look -- I won the Robles Handicap .. I was Second at the Tijuana Derby. I won the Manzanita Oaks. You know that used to be a stakes race.... *

TRAINER

I know -- well, look... we'll call you.

RED

I woulda won T.J. but the piece of shit lugged out on me.

TRAINER

Sounds great. We'll let you know.

Red looks him in the eye -- deep breath...

RED

Look...
(sighs)
(MORE)

I can even work 'em out in the morning
or... hot walk em if you need me to.

TRAINER

(beat)

Really? You'll hot-walk em?

CUT TO:

142A DUSK.

142A

Red is "hot walking". He leads the horse round and round in a concentric circle while the animal is hitched to a large carousel, much like a drying rack for clothes... *

RED

...Goddamn sack o'crap old plater.
Proibly the fastest you're gonna run in
your stupid life, you piece o'shit old
glue-pot....

REVERSE ANGLE. TOP OF THE SHED ROWS

Tom Smith is headed the other direction, carrying some tack. He hears the cursing and stops for a beat.

HIS POV.

Tom looks at this strange hotwalker berating the horse as he leads him in a circle. Red literally talks a mile a minute, growing in intensity with each new revolution.

ANGLE. RED.

He looks up and stops. Their eyes catch for a beat. Red stares at him then glances down as he continues to walk the horse.

SHOT. SMITH.

He takes it in for a beat then heads down the shedrows... *

CUT TO:

143 EXT. RACETRACK "THE GAP". DAWN.

143

It is early morning workouts and the horses are being led through the mist. The Gap is the local marketplace of a racetrack: the area at the top of the stretch, between the track and the barns, where jockeys, trainers, clockers and agents congregate at first light.

UP-ANGLE. HORSES.

Emerging through the mist they look other-worldly -- huge looming creatures like Cortez might have seen them. Every now and then a lone horse THUNDERS around the turn finishing his workout. The clockers and trainers nod and take note.

ANGLE. TOM SMITH.

He stands by the rail without a watch. Everyone else stares down at the fractions -- measuring the horses by fifths of a second. Smith looks at their feet, the rump, their withers, their eyes. He takes a glance at each horse as it goes by him on its way to the morning workout. All at once Smith freezes.

CLOSER (OVERCRANKED)

Smith literally seems to lift up. His posture changes. His eyes widen. Smith recoils in some instantaneous reaction, as instinctive as any of the animals he looking at. He's seen it.

HIS POV

A smallish bay colt is walking toward him through the mist. All four feet are bandaged. The gait is uneven. The head bobs up and down. Still the animal seems to have a power -- an intensity about him oblivious to any injury. He lifts his head and looks Smith right in the eye.

MCCULLOUGH

The first time he saw Seabiscuit, the colt was walking through the fog at five in the morning. Smith would say later that the horse looked right through him: as if to say "what the hell are you looking at? Who do you think you are?"

Seabiscuit jerks away from his lead rider and moves toward Smith. They stand face to face at the rail.

MCCULLOUGH (cont'd)

He was a small horse. Barely fifteen hands. He was hurting too. There was a limp in his walk -- a wheezing when he breathed... Smith didn't pay attention to that. He was looking the horse in the eye.

Seabiscuit stares at him for a beat, then decides he's had enough. He wheels away from Smith on his own time, and heads off into the fog.

AS HE WALKS AWAY....

MCCULLOUGH (cont'd)

Everything was wrong with him. He was too short. His legs were stubby. His knees couldn't straighten, leaving him in a perpetual semi-crouch. The horse had all the aerodynamic construction of cinderblock and had at various times in his life been compared to a duck, a frog, and a milk wagon.

*

*

SMITH
(half whisper)
Hot damn.

Seabiscuit disappears into the fog just as Red Pollard emerges on foot, walking a horse in the other direction.

MCCULLOUGH
He was a very unlikely champion.
He came from good breeding but you
would never really know it....

144 INT. FOALING STALL. FLASHBACK. 144

A newborn colt is pulled from its mother as she lies prone in the straw. His fur is wet... He's fresh to the world.

GROOM
Puny little runt.

MCCULLOUGH
He was the son of Hard Tack, sired by
the mighty horse Man O' War, but the
breeding did little to impress anyone
at Claiborne farms. *

145 EXT. Paddock... 145

Several men watch the new foal running in the open pasture with its mother.

FARM MANAGER
(dispassionately)
Get rid of him.

146 SHOT. RAIL FENCE. 146

The brood mare (Seabiscuit's mother) WHINNIES/SCREAMS while the CAMERA whip-pans to Seabiscuit, being led into a horse trailer. *

MCCULLOUGH
At six months he was shipped off to
train with the legendary trainer Sunny
Fitzsimmons who developed a similar
opinion of the colt. *

147 EXT. FITZSIMMONS' STABLE. 147

Fitzsimmons, crippled and bent with a back disorder, examines the yearling as he is led into a stall.

FITZSIMMONS
Is that a race horse or a lead pony?

148 EXT. FITZSIMMONS' Paddock. 148

Seabiscuit rolls playfully in the grass.

MCCULLOUGH

The judgement wasn't helped by his gentle nature. Where his sire had been a fierce, almost violent competitor, Seabiscuit took to sleeping for huge chunks of the day and enjoyed lolling for hours under the boughs of the juniper trees.

He rolls over in the grass.

149

INT. STALLS.

149

MCCULLOUGH

His other great talent was eating. Though half the size of other colts, Seabiscuit could frequently eat twice as much.

A groom looks at an empty feed bucket in disbelief.

150

EXT. Paddock...

150

Fitzsimmons watches while Seabiscuit grazes like a cow. The other horses are running in the field. He's having an afternoon snack.

MCCULLOUGH

Fitzsimmons decided the horse was lazy and felt sure he could train the obstinance out of him.

151

EXT. TRAINING TRACK.

151

Seabiscuit stands saddled with an exercise rider along the rail.

FITZSIMMONS

(handing him a whip)
I want you to hit him as many times as you can over a quarter of a mile.

LONG LENS. WORKOUT.

The rider does just that... literally beats the horse down the stretch as Seabiscuit runs toward the wire.

MCCULLOUGH

When he didn't improve, they decided the colt was incorrigible.

152

OMITTED

152*

153 ANGLE. TOP OF THE CHUTE. 153

Seabiscuit is held in position next to a much larger horse.

MCCULLOUGH

They made him a training partner to "better" horses, forcing him to lose head to head duels to boost the confidence of the other animal....

SHOT. MID WORKOUT.

The exercise rider pulls back on Seabiscuit's reins letting the larger horse take the lead.

MCCULLOUGH(cont'd)

When they finally did race him, he did just what they had trained him to do...
He lost.

*
*

154 EXT. COUNTRY FAIRGROUNDS. (RAIN) 154

SEABISCUIT LOSES by twelve lengths in the driving rain.

MCCULLOUGH

By the time he was a three year old, Seabiscuit was running in two cheap claiming races a week. Soon he grew as bitter and angry as his sire Hard Tack had been....

155 OMITTED 155 *

156 INT. STALL. 156

It's a prison riot. Seabiscuit kicks the door, rears back against the far wall. Thrashes around with a feed bucket in its mouth

MCCULLOUGH

He was sold for the rock bottom price of two thousand dollars.

157 EXT. STALL 157

It takes three grooms to move him out. They have a twitch on his lip and restraints on his back legs. Nobody goes near there.

MCCULLOUGH

And of course it all made sense...

158 OMITTED. 158 *

159 SHOT. WINNER'S CIRCLE. 159

A JET BLACK HORSE stands proudly for a photograph.

MCCULLOUGH
Champions were large. They were sleek.
They were without imperfection...

SEABISCUIT is led behind him, pulling and jerking, toward the barns...

MCCULLOUGH (cont'd)
This horse ran as they had always
expected him to.

160 INT. STALL. 160

He rears up on his back legs and literally pounds away at the wooden slats. The rage is overwhelming. Seabiscuit grabs a feed bucket in his teeth and swings it violently. *

REVERSE ANGLE.

Charles, Marcela and Tom Smith stand at the door to the stall watching the spectacle. The place is half wrecked.

HOWARD
And what exactly is it you like?

Seabiscuit rears up -- kicks the back wall.

SMITH
Got spirit.

MARCELA
I'll say.

There is a long, screaming WHINNY. They all look at him.

HOWARD
Can he be ridden?

SMITH
Sure.

CRASH...

SMITH (cont'd)
Eventually.

CUT TO: *

161 EXT. BACKSTRETCH LATER.

161

Four grooms are wrestling Seabiscuit to a standstill. A racing saddle is on his back. A jockey swaggers toward him.

SMITH
Listen, he can be a little touchy...

JOCKEY
Yeah, yeah... I get it.

SMITH
No -- honestly...

He strides up to the horse and reaches right for the saddle. Seabiscuit whirls on him and tries to stomp him to death.

JOCKEY
Jesus Christ!

He turns and tries to get out of the way, but Seabiscuit grabs a mouthful of shirt and rips the silks off his back.

JOCKEY (cont'd)
Ahhh!

He turns and runs down the backstretch missing half his clothes. The grooms wrestle Seabiscuit to a standstill while he flails around with the jockey's silks in his mouth.

ON SMITH (HAND HELD)

He rolls his eyes and starts walking away. The CAMERA FOLLOWS him as he heads to the top of the shedrows muttering. Smith turns the corner and is about to head away from the barns when he sees something and suddenly stops.

HIS POV

Red Pollard is engaged in a fistfight with four stable hands. His hands are cocked, his feet planted wide as he screams a challenge to the other men.

RED
C'mon! Right now! I'm not afraid o'
you. I'll take all you sons o'
bitches.

ANGLE. SMITH.

He looks at Red fighting with four grooms... Then he turns and looks back at Seabiscuit, fighting with four grooms of his own. Smith pauses and thinks for a beat...

CUT TO:

162 THE STABLE DOOR. 162

Red stands in the blinding light staring inside the stall. There is a SCREAM/WHINNY and the sound of kicking.

WIDER. OUTSIDE THE STALL DOOR.

Smith watches from a couple of feet away. All at once Red reaches down and unlatches the bottom half of the door. Smith makes a slight motion forward but stops himself...

163 INT. STALL 163

Seabiscuit is frothing at Red from the other side of the room. He has ripped up the place... Destroyed a feed bag... Punched several holes in the wooden slats. He presses himself against the far corner, snorting and breathing hard, a weird posture for a horse.

RED
It's okay, Pops.

REVERSE ANGLE

Seabiscuit WHINNIES and kicks the wood. Red moves forward slowly.

RED (CONT'D) (cont'd)
(softly)
It's okay Pops. I'm not afraid o'
you. I know what you're all about.

The horse snorts louder... backs up against the wall and kicks it hard. Red pauses, just looks at him.

RED (cont'd)
Sure. I know.

They stare at each other like that for a beat when Red reaches into his pocket and takes out an old apple. It's wrapped in a handkerchief, turning brown...

RED (cont'd)
Here ya go. *

He extends the apple and Seabiscuit looks at him: a Mexican standoff. After a beat, he takes a step forward.

CLOSER

For an instant, it seems as if he's going to bite the apple but he doesn't. Seabiscuit just reaches forward with his long brown muzzle and smells Red's hand. Then he turns away, and leaves the apple behind.

CLOSE UP. RED.

He stares at his own match and smiles slightly.

CUT TO:

164 BLUE SKY

164

Red springs into it wearing bright yellow jockey silks. He lands in the saddle of...

SEABISCUIT

standing on the edge of the Saratoga TRAINING TRACK being held by a SINGLE groom.

WIDER

Charles and Marcela watch from the side of the track in disbelief. Smith stands at the bridle of the horse.

SMITH
(introductions)
Red Pollard -- Mr. and Mrs. Howard.

Howard moves cautiously toward the horse.

HOWARD
(shakes quickly)
Yeah... Hi. How do you do.

RED
Pleasure.

Howard clears away, quickly.

SMITH
Why don't you just breeze him around one turn. Give the folks a look.

RED
Great.
(beat)
Does he breeze?

SMITH
We'll find out.

CUT TO:

165 THE TRACK

165

Seabiscuit is all over the place. He lugs. He props. He runs wide in the turn. He flings his head around wildly as he veers out from the rail, coming into the stretch. It's a wrestling match between him and Red as he fights to gain control of the horse...

166 EXT. STANDS. LATER... 166*

Smith sits with Howard and Marcela in their box.

MARCELA
Seems pretty fast.

SMITH
Yeah -- in every direction.

Howard picks up his binoculars -- looks toward the track...

SMITH (cont'd)
Look... There's horses with better breedin. And there's faster horses. And there's definitely bigger horses. Hell, he's so beat up it's hard to tell what he's like, but...

167 HOWARD'S POV. 167

Instead of looking at Seabiscuit he is staring at Red. The Jockey sits tall in the saddle -- knees to his chest -- almost too tall to be a race rider...

SMITH
I just can't help feelin' they got him so screwed up runnin' in a circle, he's forgotten what he was born to do.

Howard lowers the glasses -- hears him.

SMITH (cont'd)
He just needs to learn how to be a horse again.

HOWARD
Well how do you do that?

CUT TO:

168 OMITTED 168*

169 COUNTRY ROAD. UPSTATE NEW YORK. 169

Fall has exploded in a riot of color. Red sits atop Seabiscuit at the head of a long dirt road. Off into the distance, FARMLAND stretches and rolls like the ocean. It's an odd sight: A race horse and a jockey in the middle of a country road -- like a long race to nowhere. Smith holds onto the bridle.

RED
How far do you want me to take him?

SMITH
Till he stops.

RED'S POV.

The road seems endless.

RED
That seems like a pretty good ride.

SMITH
Hope so.

WIDER

Red looks at him. Smith smiles, then CLUCKS and SLAPS the horse on the rump, lurching Seabiscuit into action. The animal bolts forward as Red hangs on to the mane...

MOVING WITH THEM.

Within three strides they've reached a full gallop. Red settles over the withers as the two of them begin to fly through a quarter mile of countryside. The autumn leaves whizz by in a blur as Seabiscuit's hooves POUND over the hard packed road.

ON RED

He settles down in the saddle a little bit. A familiar smile crosses his face. Red flattens his back and actually seems to take a deep breath, as they bank around a gentle turn, hugging tight to the white rail fence.

RED
C'mon Pops. Lemme see what you got.

Red clicks twice and urges with his hands. All at once Seabiscuit accelerates, lengthening his stride and devouring huge sections of country road. Red balances himself and leans forward a little more. This horse has power.

RED (CONT'D) (cont'd)
Whoa...

AERIAL. MOVING WITH THEM...

He's tight to the withers now, pressed up against the horse's neck. Red flings his hands away from him, syncopating to Seabiscuit's stride. They eat up huge chunks of road together, sailing over fifteen feet in a single stride. They fly past a millpond... Thunder over a wooden bridge... Swoop down into a small dip in the road and come exploding out of the other side. The colors on the fall trees whizz together around them like a crazy piece of spin-art. This is a horse race in heaven.

SHOT. Marcela, HOWARD, AND TOM SMITH.

They stand silently by their car at the head of the county road. Howard glances down at his watch.

MARCELA

Well at least he wasn't expensive.

HOWARD

No. That's true.

RESUME -- AERIAL SHOT. COUNTRY ROAD.

RED IS LAUGHING now. They are flying through the countryside at almost fifty miles an hour -- the reins loose in his fingers. His arms are pumping back and forth like he's trying to grab the road in front of him.

RED

God-DAMMIT you are an amazing animal!

They fly through a covered bridge and burst out on the other side. Red lets out a WAR WHOOP as a flock of birds erupts in front of them. He's alive again. They both are.

RED (CONT'D) (cont'd)

C'mon, Buddy. Don't stop. Don't ever stop!

They bank hard around a bend in the road as the CAMERA BEGINS TO LOOSEN SLIGHTLY. Man and animal fly through the countryside together -- conquering it -- literally consuming it. THE CAMERA PULLS BACK WIDER, as they THUNDER into the distance leaving a huge cloud of dust in their wake. Seabiscuit and Red bank to the right, drive up a small rise in the road, and disappear on the other side as we....

DISSOLVE TO:

170	A TRAIN...	170
	Flying through the countryside at DUSK. It's an image from childhood memory. Dining car. Baggage car. Sleeper car. Club Car. And at the back, a private coach.	
171	OMITTED	171*

172 EXT. OUTSIDE THE CAR....

172

Red shivers, smokes a cigarette, hunching against the cold. He paces to the extent that one can between the cars. The door opens behind him.

*
*

DIFFERENT ANGLE.

Marcela sticks her head out. She seems to be freezing.

MARCELA
You know you can come inside.

RED
Oh no. I'm fine out here.

MARCELA
Yeah you look it.

Red has tossed the cigarette. He's blowing on his hands.

RED
(beat)
Really. I'm fine.

*
*
*

Marcela hesitates but he isn't moving. Finally, she nods, then turns and heads inside. Red watches her recede into the warmth of the car as the CAMERA pushes past him onto the door...

*
*
*
*

CUT TO:

*

173 ANOTHER DOOR...

173*

Opening in front of us. The GREAT ROOM at Ridgewood spreads out before the CAMERA. A fire is roaring. It's warm and solid. Red walks into THE SHOT, looking up at the opulence of the huge log home. He's seen it before but it's been a long time. Red carries his pillow case and his tack: a beat up saddle... a pair of old boots...

*
*
*
*
*
*

JUMP TO:

*

174 INT. RIDGEWOOD DINING ROOM.

174*

They sit at a long wooden table. Howard, Marcela, Smith and Red. It's raining outside. There's a warm bowl of soup.

CLOSER. RED.

The smells waft up at him -- almost intoxicating. Red glances down at it. Pulls himself out of the moment.

HOWARD
It's okay.

WIDER.

Red looks up. Howard is staring at him from the end of the table.

RED
I'm not really that hungry.

HOWARD
Sure you're not.

RED
It's just... a lot of food.

SHOT. HOWARD.

He nods...

HOWARD
(gently)
It's okay. I'd rather have you strong
than thin. *

Red looks at him startled. Howard gets it -- gets all of it. Smith seems startled too -- this guy knows more about racing than he thought. Red hesitates, then reaches for his spoon. Slowly, he dips it in the soup.

CLOSER... RED.

He lifts it up -- the steam rises. When he does taste it, it's slow and deliberate, almost ritualistic, like he wants it to last forever...

MCCULLOUGH
They called it relief but it was a lot
more than that.

175 FULL SHOT. AN NRA BANNER.

175

The National Recovery Act. There is a huge black eagle: the symbol of recovery. The slogan is inscribed in 30's script: "A New Deal for American Families"

176 BLACK AND WHITE NEWSREEL. RELIEF OFFICE.

176

Families line up, waiting to receive assistance.

MCCULLOUGH
It had dozens of names: NRA, WPA, CCC,
PWA, but it really came down to just
one thing... *

NEWSREEL. FDR.

He waves with patrician smile and cigarette holder.

MCCULLOUGH (cont'd)
For the first time, in a long time,
someone cared...

177 SHOT. RIDGEWOOD. DUSK. 177

The mountains loom in the distance. Smoke pours out of the chimney.

MCCULLOUGH
For the first time in a long time, you
were no longer alone.

178 INT. RIDGEWOOD. SECOND FLOOR LANDING. 178

Howard reaches the top of the stairs and looks down the hall.

HIS POV.

A slit of light is coming from a room at the end.

SHOT. HOWARD.

He hesitates then heads softly toward it...

CUT TO:

179 INSERT. GARAGE DOOR. 179

A key opens the old padlock.

180 SHOT. GARAGE AREA. 180

Howard's old race cars are wheeled out into the fading light. It's been a while and they seem like relics.

181 INT. GARAGE. 181

The doors to the stalls are thrown open. Smith watches as a couple of grooms bring in bales of straw...

182 EXT. GARAGE AREA. 182

Seabiscuit is led into his new home, now fully restored to a stable. The cars are out. The horse has returned....

183 INT. FRANKIE'S ROOM. 183

Howard stands at the entrance, staring. A soft light is coming from the corner. *

REVERSE ANGLE.

It's still empty. The bed is made. The copy of Flash Gordon lies untouched beside the pillow. Howard crosses over and picks up the book again. He glances out of Frankie's window. *

183A HIS POV. 183A *

It's blue outside. A dim light is coming from the barn. *

183B INT. EMPTY HORSE STALL. 183B*
 Red reads by a single flashlight. He lies in the straw with a
 jacket pulled up over him. Red still squints with his one
 good eye. He reaches out... turns the page, as... *

184 SMITH 184
 rolls over to face the sky. A saddle blanket is folded under
 his head as a pillow. He stares straight ahead. *

HIS POV. THE SKY

The stars are back. Millions of them. They swirl and
 dance... sing at him in full CGI splendor.

ON SMITH.

There's the sound of A WHINNY.... A KICK....

CUT TO:

185 EXT. STABLE (GARAGE) AREA. THE NEXT MORNING. 185
 He's RAMPAGING again. Smith stands outside the stable, just
 listening...

186 LATER... 186
 Smith carries a small goat from the barnyard. Howard steps
 into the shot.

HOWARD
 ...Goat racing?

SMITH
 Oh, no. Just tryin' to calm him down a
 little. The smart ones hate bein'
 alone all the time.

Seabiscuit SCREAMS/KICKS inside the building...

SMITH (cont'd)
 Sometimes another animal just soothes
 em a bit.

Howard nods as Smith starts into the stables....

CUT TO:

187 THE GOAT. MOMENTS LATER.... 187
 As it comes FLYING OUT OF THE STALL WINDOW. It gets flung a
 good fifteen feet through the air, landing on the grass. The
 goat springs BLEATING to its feet, and takes off toward the
 barnyard.

SHOT. SMITH.

He watches the tiny animal run for its life.

CUT TO:

188 THE CORRAL 188

Smith leads a HUGE yellow plow horse up the path toward the stables. At 4000 pounds, it is the size of a Clydesdale, the width of a car. Try flinging this thing.

189 INT. STALL. 189

Seabiscuit looks up. He backs up against the far wall as the huge plow horse lumbers in and plops down in the straw, eating its bed.

190 EXT. STABLE LATER. 190

Marcela walks by. Smith leans against the wall, whittling. IT'S QUIET INSIDE.

MARCELA

What'd you do?

Smith motions for her to "take a look." Marcela peeks through a window.

HER POV

Seabiscuit is sleeping in the straw side by side with Pumpkin. Next to them are a dog and three rabbits....

CUT TO:

191 INT. WILLETS PRESBYTERIAN CHURCH (HOWARD FAMILY PEW) 191

It looks a lot like the stall. Howard sits next to his thirty year old wife, a sixty year old cowboy, a five foot seven jockey, and SAM, his African American stablehand. *

192 EXT. TANFORAN RACE TRACK. DAY 192

The place is closed except for some workouts... Several horses are breezing at various locations around the track. *

193 "THREE WEEKS LATER..." 193

FULL SHOT. VIEWING STAND. *

Smith stands down by the rail giving Red some last minute instructions. Howard and Marcela watch nervously from the stand behind them. *

SMITH *

Okay. Don't break him or anything but we gotta see what he's got. *

(MORE) *

Take him to the five and a half pole
and turn him loose.

RED
Turn him loose?

SMITH
Yeah son. He's a race horse.

Red nods in anticipation and starts to jog the Biscuit down
the track. The jog turns into a...

CUT TO:

GALLOP.

Red reaches the five and a half pole then clucks to start the
workout. The Biscuit bolts into a run, legs flailing in every
direction.

ANGLE STAND.

Smith clicks his stopwatch and stares through his binoculars.
After a moment or two he winces...

MARCELA
How's he look?

SMITH
Asleep.

SHOT. RED.

He's driving the Biscuit with his hands, trying to coax a
little more out of him. The horse lugs wide into the lane and
seems to be laboring down the backstretch.

RED
Cmon Pops. I know you got more than
this.

Red flashes the stick in front of his eye but the horse only
seems to snort. He tries driving harder with his hands.

ANGLE. SMITH.

He lowers his binoculars and turns away in disgust. Smith
gazes up into a nearby pine tree.

SHOT. RED AND THE BISCUIT.

He drives hard in Seabiscuit's withers almost begging the
animal to perform.

RED (cont'd)
Cmon Pops. Give it to me...

OVER THEM--TO THE FAR TURN...

They labor out of the backstretch, when all at once, another
horse comes into view. He's breezing at a pretty good clip
somewhere near the quarter pole.

CLOSE UP. SEABISCUIT. *

He sees the other animal then yanks at the bit and pins back his ears. Seabiscuit explodes in a sudden display of raw power. *

RED (cont'd) *
Jesus Christ. *

ANGLE. VIEWING STAND. *

Marcela and Howard are watching through their binoculars. *

MARCELA *
Oh my gosh. *

Smith glances back from his pine tree. Suddenly lifts up his glasses. *

ANGLE. SEABISCUIT. *

He has taken a bead on the other horse and is gaining ground at a rate of two to one. The biscuit banks hard through the turn and starts to devour the race track in front of him. The other horse is moving pretty well but the Biscuit digs deep and literally crushes his opponent. By the time they hit the home stretch, they are even and half a furlong later Seabiscuit is three lengths in front. Red hangs on like he's riding an errant missile as they hurtle toward the finish line behind a cloud of dust. *

ANGLE. SMITH. *

He turns to Howard and Marcela. *

SMITH *
Sometimes they just hanker fer a little *
competition. *

Howard nods and looks down the stretch. *

CUT TO: *

194-201 OMITTED

194-201*

202 OMITTED.

202 *

203

SANTA ANITA RACE TRACK
Arcadia, California

203

A BUGLE CALL: ta ta ta tatadata tatadata ta ta ta ta...

*

MAIN ENTRANCE.

The Big Leagues. It is a Deco/tropical shrine to horse racing with snow capped mountains rising in the background.

204

EXT. BARN AREA.

204

Smith stands outside stall #38 of Howard's new barn next to a man wearing a jump suit and a tool belt.

WORKER

You want me to take out the wall?

SMITH

Yep.

WORKER

That'd be a pretty big stall.

Smith nods as the man looks up to see a thoroughbred and a massive yellow plow horse lumbering side by side up the shed rows.

*

RADIO ANNOUNCER'S VOICE
 ...as long as we're talkin' long shots -
 - here's a doozy for you folks.

205 FULL SHOT. "TICK TOCK" MCGLAUGH-LIN.

205

A radio mike obscures most of his face except for the bulbous ears and pencil thin mustache. Tick Tock is a racing "journalist" who spews a daily "column" out onto the airwaves. He's a hybrid of Walter Winchell and a carnival barker.

TICK TOCK
 (rapid fire)
 ...IN the fourth today we've got a horse who's goin' off at 70 to one and that's a short price, folks. This horse couldn't win a church raffle, let alone a twenty thousand dollar allowance. Talk about a jump in class... It's the skunk at the garden party... In fact, I'll lay even money on whether this nag, Seabiscuit, even finishes six furlongs. This is TICK TOCK McGlaugh-lin, live, from Clockers Corner.

*

206 INT. SILKS ROOM.

206

Marcela holds up the brand new "Howard" silks for the inspection of Charles.

MARCELA
 I wanted bright red but they only had maroon.

HOWARD
 Looks great.

MARCELA
 You don't think the "H" is too big?

HOWARD
 You seen the size of our jockey?

207 EXT. PADDOCK. DAY.

207*

Red stands beside Smith in the Howard Silks, getting some last minute instructions. A jockey passes in front of them, a full head shorter than Red. He barely clips the FRAME LINE. Red looks down as he passes...

*
*
*
*

SMITH
 Okay the favorite's that gray over there. He's got a big late charge so lock in with him early and stay right off his flank.

*
*
*
*

RED
 Okay.

*
*

207A REVERSE ANGLE.

207A*

Through the trees a small entourage is watching a jockey saddle up on a large grey gelding.

SMITH

Once he knows who the competition is, he'll do most of the work. Just don't move till he does, and when you see him go, take off.

RED

What if it's late?

SMITH

(glances at Seabiscuit)

I don't think it's gonna matter much.

DIFFERENT ANGLE.

Seabiscuit is eyeing the gray already -- chewing the bit and starting to breathe harder. The other horse starts to make his way out of the paddock and Smith has to hold him back by the bridle.

CUT TO:

207B THE POST PARADE.

207B*

Red walks in the back of the pack eyeing The Gray ahead of him. After a little while the horse starts to jog and Red follows suit, bringing Seabiscuit to a gentle lope...

207C FULL SHOT. STARTING GATE

207C*

The gray is loaded in directly toward the camera. The CAMERA SUDDENLY RACKS to Red and Seabiscuit directly behind him.

OVER RED...

He watches the other horse load in. The starters drag him toward the gate. Shut the rear gate behind him.

RAKED. THE STARTING GATE.

Red is just being loaded in when he hears a familiar voice beside him.

WOOLF

Hey Red. Kinda little ain't he?

He turns to see Woolf grinning at him from a couple of stalls away.

RED

(smiles)

He's gonna look a lot smaller in a second.

WOOLF

I got five bucks says he don't.

RED

Done.

He yanks down his goggles and looks straight ahead. They settle over the saddle. The flag is up...

207D FULL SHOT. STARTING GATE

207D*

They burst INTO FRAME at the SOUND OF THE BELL. Nine horses fly through at once.

OVER RED... IN THE RACE.

He settles in behind the gray, stalking him from two lengths back. Red sits just outside of the horse's right flank, maintaining an even distance the entire time.

CLOSE UP. RED.

His eyes are focused on the other jockey, waiting for the slightest move, the subtlest twitch. Red watches his hold on the reins, poised to move whenever he does.

WIDER. BEHIND RED...

The two horses run smoothly -- evenly, like planets locked in an alignment. Red sits motionless on top of Seabiscuit when all at once a chestnut colt bolts through on the rail and cuts right in front of Red, almost ramming Seabiscuit in the process. Red checks sharply to keep from clipping heels as the other horse takes off down the track.

ON RED...

RED

You son of a bitch!

REVERSE ANGLE. BEHIND SEABISCUIT.

Red flings the reins and takes off after the horse that almost fouled him, cursing the entire time. The two horses fly through the pack together leaving the gray in their wake. It looks a little like a car chase.

RED (cont'd)

Piece of shit bastard.

CLOSE UP. SEABISCUIT.

He locks in on his brand new adversary giving a massive charge. Pretty soon both horses are eight lengths in front of the pack locked in a blazing speed duel.

207E	ANGLE SMITH	207E*
	He stands at the top of an aisle in the grandstand next to some ushers.	*
	SMITH	*
	What the hell is he doing?	*
207F	WIDE SHOT. THE HORSE RACE.	207F*
	It can't be contained all in one frame. Red and the other horse are entering the turns and the CAMERA has to PAN twelve lengths back to the rest of the pack. They're burning out the engine.	*
	UP ANGLE. RED AND OTHER HORSE.	*
	He catches up to him in the turn and leans on him toward the inside.	*
	RED	*
	(screams over the noise)	*
	There! You like getting shut off at the rail!	*
	OTHER JOCKEY	*
	(screaming back)	*
	Get offa me!	*
	RED	*
	Sack of shit...	*
	LONG LENS. TOP OF THE STRETCH	*
	The two horses fly out the turn together oblivious to the cavalry charge that has mounted behind them. No sooner have they cleared frame than a wall of horses appears behind them led of course by the gray. Seabiscuit and the other horse begin to tire in the stretch as the pack pours on a huge burst of strength.	*
	SHOT SMITH.	*
	He looks down at the ground, shaking his head.	*
	SHOT. RED.	*
	He tries to drive Seabiscuit but it's no use. First he gets passed by the gray then a couple of rones. Then a CHESTNUT colt. Then a black...	*
207G	ANGLE. THE HOWARD'S BOX.	207G*
	They lower their binoculars and look in pain toward the finish line.	*
207H	THEIR POV. THE FINISH.	207H*
	The gray flies by first. Then a group of three lead by George Wolf. Then four more. Then a second or two before Seabiscuit labors home, mopping up the rear.	*

SHOT SMITH.

He shakes his head in disgust. Smith glances at the usher next to him who shrugs and tears up a win ticket...

CUT TO:

207I EXT. "SADDLING PADDOCK". NIGHT...

207I*

The crowds are gone and a few workers rake the earth of the saddling area.

SMITH
What the hell were you thinking?

ANGLE RED SMITH AND HOWARD.

They stand off to the side of the paddock at the top of the steps. A horse is being led back to the barns in the distance.

RED
He fouled me. What am I sposed to do?
Let him get away with that?

SMITH
Yeah, if he's forty to one.

RED
He almost put me in the rail!

SMITH
Well, did he?

Red looks away seething. Howard kicks at the pavement.

SMITH (cont'd)
Look. We had a plan...

RED
He fouled me Tom! What am I supposed
to do. He cut me off!

They just look at him.

RED (cont'd)
HE FOULED ME!

Red is yelling. They all stand frozen for a beat.

HOWARD
(slowly)
Son... What are you so mad at?

CLOSE UP RED.

He almost opens his mouth to respond but the answer stays inside him. The three men stand frozen for a beat. Red whirls away.

CUT TO:

207J NIGHT TIME.

207J*

THE BRIDGE over ARROYA SECCO is lit up like a jewel. In the distance, THE GREEN HOTEL sits upon a bluff with its Victorian domes and turrets.

*
*
*

RAKED ANGLE. FROM THE BRIDGE.

*

Red stands at the very edge, looking over the side. His breathing is heavy. He clutches the rail. The whole thing seems like a suicidal cliché. It all looks impossible but still...

*
*
*
*

UP ANGLE. RED. FROM THE ABYSS.

*

He stares down into the Arroya, looking into the dark. Weighing his decision. A moment or two goes by when Red suddenly reaches out of frame and hoists something onto the rail.

*
*
*
*

CLOSER.

*

Its the pillow case. The sharp corners of his father's books cut angles into the bag. Red balances it there for a beat, not sure what to do. There is a voice to his right.

*
*
*

MAN (O.S.)
I'll take it.

*
*

ON THE BRIDGE.

*

Red turns to see a man (hobo, vagabond whatever) standing further down the bridge. He looks out at Red from a faint pool of light.

*
*
*

MAN (CONT'D) (cont'd)
What's that?

*
*

RED
(pauses)
Books.

*
*
*

MAN
Well -- if you're gonna toss 'em anyway.

*
*
*

ANGLE. RED.

*

Red hesitates, not quite sure what to do. He stands there, silent for a beat, then...

*
*

RED
Fine.

*
*

DIFFERENT ANGLE

*

Red holds out the bag. (He's not going to walk) The man comes over and takes his booty. He opens the pillowcase and looks inside.

*
*
*

MAN
Wow. There's a lot of stuff in here.
(pulls out a book)
What's this?

RED
(glances at it/beat)
...Alexander Dumas.

MAN
What?

RED
Three Musketeers.

MAN
(staring at it impressed)
Oh. Sheesh.
(pulls out another)
What's this one?

RED
(looks at it -- hesitates)
Leaves of Grass. Look do you read?

MAN
A little.
(stares at it)
So -- it's about grass?

RED
No. It's about...

He stops. Remembers what it's about. Red looks down at the worn out volume....

MAN
What?

RED
(quieter)
Well -- it's about...

CUT TO:

207K GRASS.

207K*

Lots of it. The lawns of SAN MARINO spread out before the camera blue-green in the moonlight. The mansions have all gone to bed for the night, even though their lawns are being sprinkled in the cool of the evening. After a beat or two, the image of a man carrying a pillow case walks into frame, lugging his burden away from the CAMERA. Red recedes down the sidewalk -- almost Chaplinesque -- as the weight of his library makes him list to the side.

RED (O.S.)
I need to borrow some money.

207L EXT. HOWARD BARN. DAY

207L*

Red nods -- takes a breath then turns away from the barn. He gets about fifteen feet away when he hesitates, looking down at the bills.

RED
(head down/muffled)
I appreciate it.

CUT TO:

207M HORSE RACING (SOMEWHERE ON THE BACK STRETCH)

207M*

They thunder down the backside near a pack of horses clumped together.

TIGHTER. ON RED.

He sits atop Seabiscuit, holding him steady with the reins. Jostling goes on all around him but Red leans over Seabiscuit's withers talking only to the horse.

RED
That's it Pops. We're okay. Yeah we're okay. We got nothin' to worry about. We got all the time in the world.

The race moves on around them but the CAMERA stays with Red, tightening slightly as he guides Seabiscuit toward the far turn, talking the entire time.

RED (cont'd)
That's it Pops. Everything's fine, now. Nice and easy. Just like that.

A horse or two passes them gathering at the turn. Red switches the Biscuit to a left lead as the horse begins to gather.

TIGHTER STILL...

Seabiscuit begins to pull on the reins and Red can feel it. Both of them begin to breathe a little harder as they pack approaches the stretch.

RED (CONT'D) (cont'd)
Okay, pops. You ready? What do you think? You ready to go?

He starts straining on the reins. Red sits a little higher in the irons. The turn spreads out before them. Red takes a deep breath...

RED (cont'd)
Okay, Pops...
(clucks twice)
...Lets go.

Red flicks the reins and turns Seabiscuit literally explodes. He lengthens his stride and drives with his haunches, devouring the field as he blows through the turn.

Red banks hard into the rail and holds on for the ride as Seabiscuit knocks off horses at a rate of one per second. By the time he clears the turn -- he's going twice as fast as the rest of the field scorching the race track in front of him. The track announcer goes up at least half an octave.

ANNOUNCER

And it's Seabiscuit by two, by three, by f... I mean five. Holy COW look at this horse fly...

SLOW MOTION. "THE BISCUIT"

Doing what he was born to do. Red and his horse soar toward the wire, flying through air in twenty foot strides. As they hit the finish line, Red leaps up in the irons -- embracing the victory -- the first one in years.

SLOW MOTION HOWARD.

He clutches his fists in pride and victory and God knows what else... Marcela throws her arms around him.

SHOT. SMITH.

He turns to the usher and gives a little nod. The man holds up his winning ticket.

EXTREME TELEPHOTO. RED.

He still stands in the irons as he gallops Seabiscuit out: his fist clenched in triumph... The whip high in the air...

MATCH CUT TO:

207N WPA MURAL

207N*

An American Worker in a foundry is wielding a hammer over his head (in the exact same position as Red.) Its a classic image of 30s industrial might: molten steal, massive girders, the working man as superhero.

MCCULLOUGH

In the end, it wasn't the dams or the roads or the bridges or the parks, or the tunnels or the thousands of other public projects that were built in those years. It was more invisible than that. Men who were broken only a year before suddenly felt restored. Men who had been shattered, suddenly found their voice:

208-221 OMITTED.

208-221 *

222 CLOSE UP. CHARLES HOWARD.

222 *

He faces a bank of reporters, just outside the entrance to the clubhouse.

*
*

HOWARD

...Well, I just think this horse has a lot of heart. You know he was down but he wasn't out. He may have lost a few but he didn't let it get to him...

(beat)

You know, we could all learn a lick or two from this little guy.... Oh, and by the way -- he doesn't know he's little. He thinks he's the biggest horse out there.

The reporters LAUGH. One throws a question:

REPORTER MAX

So you have big plans for this little horse?

*

HOWARD

Oh yeah... see sometimes when the little guy doesn't know he's the little guy, he can do great big things...

*
*
*

HIS POV.

*

Reporters SCRIBBLE. The WHIRRING SOUND of the newsreel cameras momentarily swallows the scene.

*
*

HOWARD

*

Gets the glimmer of a smile...

*

HOWARD (cont'd)

See, this isn't the finish line my friends...

*
*
*

Puts his foot on the bumper of his Buick.

*

HOWARD (cont'd)

...The future's the finish line. And Seabiscuit is just the horse to get us there.

*
*
*
*

There is a flurry of shutters...

*

CUT TO:

223 TICK TOCK MCGLAUGH-LIN.

223

In a darkened studio. He reads his nightly "column" with a finger to his ear in the half-light.

TICK TOCK

"...Just the horse to get us there." Well, you made a believer out of me Mr. Howard. It's time for this old tout to eat a little crow: four and twenty blackbirds to be exact... all baked up in some humble pie. And I'll take that a la mode!

(beat)

Oh. And one more thing Mr. Howard. I just want to say...

*

224 INT. TURF CLUB.

224

He stands face to face with Howard.

TICK TOCK

Thanks for the champagne.

HOWARD

Don't mention it.

TICK TOCK

You see the infield?

HOWARD

No. Not yet.

TICK TOCK

Take a look. Your horse is sellin' out the cheap seats.

*

*

Howard turns and walks to the edge of the Turf Club, looking over the infield. The CAMERA travels with him.

HOWARD

Oh my gosh.

*

*

225 OMITTED

225 *

226-228 OMITTED

226-228 *

229 EXT. Paddock.

229

Red and Seabiscuit are led from the paddock toward the track by the lead pony. Red sits tall in the saddle. A crowd lines the sawdust path.

REPORTER MAX

Hey, Red. What do you think of all these folks in the infield?

*

RED

That's who we're running for. Folks with a quarter in their pocket.

*

*

REPORTER ROY

Hey Red, isn't that a little horse for all this hoopla.

*

RED

(turning in the saddle)
"Though he be but little, he is fierce."

Seabiscuit throws its head.

2ND REPORTER

(beat)
What?

RED
 That's Shakespeare boys. That's
 Shakespeare.

Red turns and heads into the darkness of the tunnel.

229A OTHER SIDE OF THE TUNNEL...

229A*

He emerges into the light and glances toward the infield. Red
 blinks a couple of times.

*
 *

RED (cont'd)
 Holy cow.

*
 *

Dozens of people clamor along the rail fighting for a glimpse
 of Seabiscuit, most with nothing left to bet. They reach
 toward him with a weird yearning: "There, that's him. There
 he is..." In any other context it might be a breadline or a
 soup kitchen.

*
 *
 *
 *
 *

ANGLE RED

*

He seems a little stunned. Red turns the Biscuit's head
 slightly, letting them get a look at their horse. He takes a
 deep breath. Over this...

*
 *
 *

ANNOUNCER
 ...And it's Seabiscuit by three, by
 four, by five and half -- look at this
 horse fly....

230 THE WINNER'S CIRCLE.

230

Red stands in the irons facing the infield.

ANNOUNCER
 ...to win the San Onofre

231 NEW SHOT. WINNER'S CIRCLE.

231

ANNOUNCER
 ...San Miguel

232 NEW SHOT. WINNER'S CIRCLE.

232

ANNOUNCER
 ...San Felipe Handicap!

*

Red takes the blanket of flowers, and throws them up in the air, toward the crowd...

233-234 OMITTED

233-234 *

235 SLOW MOTION. MARIGOLDS.

235

The IMAGE turns to black and white as Red leaps out of the irons and shakes hands with Howard. It's quick and jerky, in vintage newsreel fashion. The flowers land in the infield, where dozens of kids scramble to pick them up.

TICK TOCK

...That makes six consecutive victories for this little colt from nowhere, one shy of the record! Why he may just be the biggest sensation on four legs since Hope and Crosby!

236 REVERSE ANGLE. DARKENED MOVIE THEATER.

236

Charles, Marcela, Red and Tom all sit together at the movies watching the newsreel of their horse -- a lot more fun than church.

TICK TOCK

Yes it's standing room only each time this pint size pony slips on a saddle. And if you can't afford the quarter, a comfy tree limb can still get you a glimpse.

ANGLE OAK TREE

It's dripping with spectators -- almost like Christmas ornaments.

TICK TOCK (CONT'D) (cont'd)

So what's the secret of this rags to riches story?

237 BLACK AND WHITE. MOVIE SCREEN.

237

An on-camera interview with a horse racing tout.

TOUT

(into the lens)

I have it on good authority they feed Seabiscuit two pints of ice cold beer before every race.

SMITH

Oh my God..

TICK TOCK
Talking from trackside, in an equine
exclusive, this is Tick Tock McGlaugh
for Movietone News!

*
*
*
*

CUT TO:

238 EXT. BARN 38 SANTA ANITA. DAY

238

Smith saunters toward Seabiscuit's stall whistling a cowboy ditty. There are boxes stacked in front. Red sits on one of them.

SMITH
What's this?

RED
Goldenrod beer.
(beat)
Good stuff, too. There's more inside.

Smith crosses over and looks inside the stall.

SMITH
(stunned)
Where's the horse?

RED
Signing autographs.

SMITH
What?

CUT TO:

239 A HORSE'S HOOF...

239

Being dipped in ink. It is guided over to a copy of that day's racing program, where it makes a black imprint on the cover. FLASHBULBS record the event.

WIDER

Howard hands the program to one of the waiting reporters.

HOWARD
Here ya go, Max. Let it dry for a minute before you try to sell it.

A smattering of laughter.

REPORTER LEWIS
Hey, Charles. You think he's gonna break the record? *

HOWARD
Ask him.
(turns)
Hey Seabiscuit, you gonna win one more and break the record?

Seabiscuit turns and glares at the reporter as if to challenge the audacity of the question. More FLASHBULBS.

REPORTER MAX
Hey Charles, what do you think finally turned this horse around? *

HOWARD
Well, I think we just gave him a chance. Sometimes all somebody needs is a second chance.
(means it -- and still...)
I think there's a lot of people out there who know just what I'm talking about.

Sound bite! Dozens of flashbulbs go off at once. Reporters starts scribbling.

HOWARD (CONT'D) (cont'd)
Here boys, take some horseshoes with you. These are special -- they never run out of luck.

The reporters chuck their journalistic ethics and clamor for a souvenir.

240 INT. TACK ROOM 240
Smith is tearing the place apart...

SMITH
Sam, where the hell are my horseshoes! *

241 INT. TURF CLUB. 241
Lavish and ornate. There is tropical print wallpaper and twelve foot brass palm trees. Smith stands face to face with Howard just outside the entrance. There's an invisible line.

HOWARD
You quit?

SMITH
I can't work like this. He's not a parade animal -- he's a race horse.

HOWARD
Look, a little bit of public...

SMITH
I can't get him to be a great horse if I can't get the time to work with him. I sure as hell can't do it without any horseshoes.

HOWARD
(beat)
What do you mean -- he is a great horse.

SMITH
We don't know that yet.

HOWARD
He's won six stakes in a row.

SMITH
Against who?

Howard hesitates.

SMITH (cont'd)
(quieter)
This, is a great horse.

He hands the Racing Form to Howard who looks down at it...

242 INSERT. DAILY RACING FORM. 242

A jet black animal fills the front page.

CUT TO:

243 INT. MOVIE THEATER. 243

They are all back in their regular seats. This time they sit motionless.

MOVIETONE ANNOUNCER
First he smashed them in the Kentucky Derby...

244 SHOT. SCREEN. WINNER'S CIRCLE. 244

A massive black animal is draped with roses in the winner's circle. WAR ADMIRAL looks like the statue of a perfect horse: all muscle and power

MOVIETONE ANNOUNCER
Then he crushed them in the Preakness...

245 ANOTHER WINNER'S CIRCLE. 245

He is surrounded by a huge entourage.

MOVIETONE ANNOUNCER
Then he destroyed all comers in the Belmont to snatch the triple crown!

246 RACING FOOTAGE. 246

Even in jerky black and white the display is awesome. He pulls eight lengths clear of field asserting total superiority.

MOVIETONE ANNOUNCER
At almost eighteen hands, he's as big as he is fast. An undefeated behemoth, War Admiral has annihilated the competition in every race he's ever entered.

247 REVERSE ANGLE. THEATER SEATS. 247

RED
 Eighteen hands!
 (whispers to Smith)
 He's an elephant!

MOVIETONE ANNOUNCER
 Born of perfect breeding. Displaying
 perfect form. Boasting a perfect
 record -- The millionaire Mr. Riddle
 may finally have created the perfect
 horse.

(pause)
 Until next time... This is Horace
 Halstedter for MOVIETONE NEWS!

Marcela leans over to Howard.

MARCELA
 Still want to see the movie?

CUT TO:

248 EXT. HUNTINGTON HOTEL. NIGHT. 248

Their home away from home in Pasadena. It's an opulent 30's
 palace.

249 INT. HOWARD HOTEL SUITE. 249

The bedroom is dark. Marcela sleeps. Howard sits bolt
 upright in bed staring out the window. After a beat.

HOWARD
 What the hell does that mean, anyway?

She wakes up startled and looks at him.

MARCELA
 ...What?

HOWARD
 Perfect. He's perfect. What the hell
 does "perfect" mean. You show me
 something that's perfect and I'll show
 you something that's not.

She stares at him groggy.

CUT TO:

250 INT. TICK TOCK'S "LAIR". DAY. 250*

Howard sits side by side with Tick Tock in the studio, giving
 an "exclusive" interview. *

HOWARD
 ...Look, he's obviously the best horse
 in the East and we're obviously the
 best horse in the West.
 (MORE)

I just think the country deserves to see which horse is better.

TICK TOCK

Folks you can't see it but the gauntlet just landed on my desk.

(THUDS the desk top)

Are you talking about a match race, Mr. Howard?

HOWARD

Whatever Mr. Riddle wants. Match race, Stakes race... potato sack race. Just 'cause we're littler doesn't mean we're scared.

TICK TOCK

Right you are! And somewhere out there in the heartland of America, every little guy knows exactly what you mean. You hear that, Mr. Riddle? You have an appointment with destiny... You have a date with... With...

Goes blank

HOWARD

Destiny?

TICK TOCK

Destiny! Yes! Exactly! Destiny! And his name is SEABISCUIT!

(flicks off the mic)

Okay I got a little messed up there at the end, but I think they get the point.

CUT TO:

251 FLASHBULBS - HUNDREDS OF THEM...

251*

When the explosion clears we are sitting in THE NATIONAL JOCKEY CLUB.

...which has nothing to do with jockeys. Opulent, dripping with money, the place is festooned with crystal chandeliers and rich mahogany walls. Seated at a central table is a breathing cadaver in an oversized suit and pasty skin. Samuel Riddle is a cross between Mr. Potter from It's a Wonderful Life and something that melted in a wax museum. He puffs on a large green cigar, which pollutes the general vicinity.

RIDDLE

Well, I'm glad they finally have some racing in California.... Do they use Western saddles out there?

A group of impeccably dressed minions laughs, obligingly.

RIDDLE (cont'd)

Look, comparing these two horses is ridiculous.

(MORE)

War Admiral is a real race horse who's
won every prestigious race in America.
This little colt of theirs is running
out on some cow track....

(coughs)

If we responded to every fledgeling
challenger who wants to make a name for
themselves, well...

(smiles)

It wouldn't be fair to us but it
wouldn't be fair to them either...
You wouldn't put Jack Dempsey in the
ring with a middleweight.

*
*

This draws nods from everyone around the table. There's a flurry of FLASHBULBS

RED (VO)
Middleweight!

252 EXT. HOWARD BARN. DAY

252

They all huddle around a radio in the barn office. Pumpkin and Seabiscuit listen from their stall.

*
*

RED
I'll kill him. I'll knock his goddamn block off.

*
*
*

HOWARD
Easy...

*
*

RED
He's chicken.

*
*

HOWARD
I know.

*
*

RED
(seething)
Middleweight...

*
*
*

MARCELA
You just gotta flush him out.

*
*

They turn and look at her.

*

MARCELA (cont'd)
Well -- this is still America...

*
*

HOWARD
Yeah...

*
*

She shrugs...

*

MARCELA
Cash.

*
*

253 INT. "DOC" STRUBBS OFFICE. SANTA ANITA. DAY

253

Howard stands across the desk from his old Tijuana buddy, Doc Strubb, now the Chairman of Santa Anita.

STRUBBS
A hundred thousand dollars?

HOWARD
Biggest purse in American history.

STRUBBS
I sure hope so.

HOWARD
You'd get every top Eastern thoroughbred. All of em.
(MORE)

You'd put this place on the map. They
may have all that blue blood crap, but
our money's just as good as theirs....

STRUBBS

Charlie...

HOWARD

This is our ~~moment~~ Doc. They're stuck in the past. This is the future.

(leans closer...)

Don't you want to see it? Don't you want to see 'em piling off those train cars -- coming out here to your track? That's victory in itself, Doc. That's the finish line right there.

STRUBBS

...You sell cars like this?

HOWARD

Hundreds of em.

254 CLOSE UP. TICK TOCK MCGLAUGH-LIN.

254

TICK TOCK

Hold your horses folks. Just when you thought you'd seen it all, Doc Strubbs has gone and raided the cookie jar. Yes, he has smashed the piggy bank and sold the family silver.

(beat)

A HUNDRED THOUSAND DOLLARS FOR ONE HORSE RACE. Makes me want to walk around on all fours and throw a saddle on my back. Will The Biscuit be the favorite? Not likely folks. We're about to be invaded! Derby Winners. Preakness winners. Belmont winners. Ooops. I guess, that's all one horse. At a hundred thousand bucks, how could The Admiral not want to dock his ship in this friendly port.

(rapid fire sign off)

This is Tick Tock McGlaugh... LIVE from Clockers Corner.

255 EXT. NATIONAL JOCKEY CLUB

255

Riddle hobbles down the front steps of the limestone building toward a group of waiting reporters. He pauses for effect...

RIDDLE

(beat)

No thanks.

He chortles to himself and hobbles off...

CUT TO:

256 INT. CHASENS. NIGHT.

256

Howard and Marcela sit in their favorite L.A. watering hole. Howard holds a telegram. A waiter prepares crepes suzettes, tableside, in the foreground.

*
*

HOWARD
Shit.

MARCELA
Charles.

HOWARD
(beat)
Shit!

MARCELA
Yeah, I know what you mean.

HOWARD
(thinks for a beat...)
Ah, the hell with it. We'll run him
anyway. It's still gonna be great
horses. If we win this thing he'll
have to face us.
(eats an olive)
And the worst that can happen is we win
a hundred thousand bucks.

She raises an eyebrow. The crepes flambe in a huge burst of
FLAME...

CUT TO:

257-260 OMITTED

257-260 *

261 RAIN. (SANTA ANITA TRAIN DEPOT. DAY.)

261*

Race horses from The East are loaded off special train cars as they lumber down the ramp. Their blankets display the crests of every major Eastern barn: Claiborne, Meadow, Foxcatcher....
OVER THIS:

SMITH (VO)

Okay, Special Agent is pure speed. He's gonna go to the lead but he can't handle the distance, so don't get sucked in.

RED (VO)

I won't.

Special Agent is led by the Camera. The next horse is large Roan Gelding.

SMITH (VO)

Indian Broom could be there too, but they probably won't burn him out. We'll know they're holding him back if they use a circle bit.

262 INT. RECEIVING BARN. DAY

262*

The SUN is spilling through the window now. Indian Broom is getting a special circle bit put in his mouth....

SMITH (VO)

The one to worry about is Rosemont. He closes like a freight train and he'll fight you for it at the end.

Indian Broom clears out to reveal ROSEMONT: a beautiful Chestnut colt with a Foxcatcher Farms saddle blanket.

SMITH (VO) (cont'd)
You gotta have some momentum built up
by the time he makes his move.

263 SANTA ANITA. RACE DAY.

263

A beautiful day out. Steam rises up from the flowers in the
infield.

*
*

SMITH (VO)
Now it's still a little soggy from the
other day so try to stay off the rail
where it's deep.

RED (VO)
I figured I'd sit back about three
wide.

SMITH (VO)
Fine.

264 INT. JOCKS ROOM.

264

Red sits at his cubicle with Smith. He wears the Howard
family silks.

SMITH
Other than that, just feel it. He'll
tell you when he's ready.

They look at each and nod. Deep breath...

CUT TO:

265 OMITTED.

265 *

266 TRACK

266

The horses emerge from the tunnel into the light. When Red
crosses onto the dirt, a cheer goes up from the crowd. Most
of it is coming from his right. He turns...

267 DIFFERENT ANGLE.

267

From the grandstand it looks like another horse race, but from
the INFIELD, it's a different story. Kids, families, loners,
couples all crowd against the rail.

*

268 THE STARTING GATE.

268

The horses mill and circle like schooling fish. Even though the race is minutes away, a loud MURMUR starts to build. Red watches Special Agent load... Then Indian Broom... Then ^{an} assistant starter takes his bridle and loads Seabiscuit into the gate.

RED'S POV.

An empty track in front of him. A moment's stillness...

269 SHOT. GRANDSTAND.

269

Howard raises his binoculars.

270 SHOT. THE RAIL.

270

Smith kicks at the dirt.

271 RED'S POV...

271

There's the BELL and the GATE BURSTS OPEN as...

UP ANGLE.

Seventeen horses thunder TOWARD THE CAMERA like a cavalry charge.

BEHIND RED.

He settles in off the pace taking Seabiscuit away from the mud at the rail. Loose dirt flies everywhere. He wipes at his goggles.

CLUBHOUSE TURN....

As predicted, Special Agent takes the lead, flying into the backstretch and thundering by the camera. There's a gap to the rest of the pack where Seabiscuit settles in at 9th.

INSIDE THE PACK.

It's a mess. Horses, bump, jostle, pin each other at the rail. Jockeys grunt warnings to each other as the pounding goes on inside the pack:

"Easy Mac... Watch it... I'm here, I'm here... Nowhere to go Johnny..." From Red's POV he can see Special Agent through the mud seven lengths in front. He glances around.

FIVE LENGTHS FURTHER BACK. MOVING WITH ROSEMONT

Up ahead, Seabiscuit is stalking Special Agent and THE CAMERA, along with Rosemont is stalking Seabiscuit. As the end of the backstretch approaches the pack starts to stretch out a little. Some stragglers fall away. The stronger horses show their class.

ON SEABISCUIT.

He's pulling on the reins -- begging Red to let him go. Seabiscuit has a bead on Special Agent and he literally chomps at the bit, driving with his neck and fighting to lengthen his stride.

RED

Okay Pops. Let's go.

Red clucks twice and the Biscuit takes off. He begins to weave between horses, picking his holes and darting through them. Seventh, then sixth, then fifth, then fourth.... *

FURTHER BACK... WITH ROSEMONT.

As soon as Seabiscuit moves, Rosemont begins to follow him. Rosemont shoots through the holes Seabiscuit has opened up, stalking from four lengths back. When they come out of the turn Seabiscuit has overtaken Special Agent and has the lead, heading for home.

RED AND THE BISCUIT.

He flicks twice with the whip and the Biscuit begins to charge. There is nothing but wide open race track in front of them and the crowd literally starts to ROAR. Both of them are lifted by the sound of the CHEERS and they pick up the pace even more. Seabiscuit drives toward home on the lead. The place is going wild.

272 ANGLE. BOX SEATS.

272

Charles and Marcela leap to their feet along with everyone else.

273 ANGLE. RED.

273

He rides high in the irons -- triumphant -- exultant. Red rests the whip on Seabiscuit's neck and eases him toward the wire.

BUT SUDDENLY....

Without the urging Seabiscuit begins to slow. He starts to drift slightly -- his stride slackens. All at once... *

ROSEMONT EATS UP THE FRAME...

He explodes INTO VIEW FROM THE RIGHT SIDE, driving hard at Seabiscuit.

ANGLE. RED.

He still heads for home under a "hand ride" the whip idle on Seabiscuit's neck. Red hears a second surge from the crowd and turns his whole head to the right...

REVERSE ANGLE. BACKWARDS. PAST RED

Rosemont is charging. Red goes to the whip and the Biscuit responds but it may well be too late. The two horses cross the finish line virtually together....

SHOT. AT THE WIRE.

There is A FLASH of light and...

274 A WHITE SCREEN... 274

Gradually the image of the PHOTOFINISH fades into view. You have to reach for it... Can't quite make it out. Finally it comes clear.....

ROSEMONT has nipped Seabiscuit by a nose...

275 ANGLE. GRANDSTAND. 275

A huge groan goes up from the crowd. It turns into...

276 A CHORTLE... THEN A COUGH FROM 276

SAMUEL RIDDLE.

...who grins as best he can with a cigar in his mouth. He pauses somewhere on 5TH AVENUE, speaking to reporters.

RIDDLE

Well I guess that little horse of theirs was just a glorified claimer after all.

(yellow smile)

At least this puts an end to all this David and Goliath nonsense.

Riddle chortles to himself, then waddles off down the block.

CUT TO:

277 INT. JOCK'S ROOM... 277

Red wears a towel, headed for the showers. Smith follows him across the jockey's room.

RED

It's not my fault. Not this time.

SMITH
I told you look out for Rosemont!

RED
I thought I had it.

SMITH
You stopped riding.

RED
I didn't see him!

SMITH
What the hell are you talking about?
He was flying up your tail!

RED
(whirling around)
Yeah? Well, I can't...

He stops himself.

SMITH
What?

RED
(long pause -- a decision?)
...see out there.

Their eyes lock for a beat.

278 OMITTED

278*

279 EXT. SADDLING STALLS. (JUST OUTSIDE JOCK'S ROOM)

279

The door to the Jock's room blows open as Smith bursts out.
He's met by Howard coming the other way.

SMITH
He lied to us.

HOWARD
What?

SMITH
He lied to us. You want a jockey who
lies to us?

HOWARD
What are you talking about.

SMITH
He can't see. He's blind in one eye.

CLOSE UP. HOWARD

Instead of anger, it's quieter than that. Hurt... hurt at the
hurt.....

HOWARD
(gently)
It's fine.

SMITH
It's fine?

HOWARD
Yeah, Tom.
(beat/softly)
"You don't throw a whole life away just
'cause it's banged up a little bit."

*
*

He pats Smith on the arm, then slowly moves on....

CUT TO:

280-281 OMITTED

280-281 *

282 HEADLINE.

282

With a huge picture of Red:

"THE HEADLESS HORSEMAN"
WHAT WAS HE THINKING?
Jockey Error Costs Biscuit
The Big 'Cap!

The newspaper lowers revealing Howard, in his favorite lawn
chair outside the barn.

*
*

HOWARD
(to himself)
The hell with it.

*
*
*

CUT TO:

*

283-284 OMITTED

283-284 *

285 EXT. UNION STATION. DOWNTOWN LA. DAY

285

Howard is positioned outside the huge train depot, talking to assembled reporters.

HOWARD

Alright, just a couple of announcements.

(pauses)

First: Red Pollard will remain as Seabiscuit's jockey, now and forever...

There is some murmuring. He continues

HOWARD (cont'd)

Second: If they are too scared to come and race us, we will go and find them. We are going to enter every race where War Admiral is on the card and if he scratches, which he probably will, we will enter the next race where he is listed on the card. We won't come home until we've faced him: win, lose or draw.

(pause)

You know, I'd rather have one horse like this than a hundred War Admirals.

Scribbling. A few flashbulbs. Howard turns and heads toward the door of the depot...

286 OMITTED. 286 *

286A EXT. TRAIN. NIGHT. 286A *

It whizzes through the darkness at 60 miles an hour. The CAMERA starts to track slowly along the side of the car, coming to rest at the small platform on the back. A familiar silhouette stands out there alone. *

CLOSER. RED. *

He tosses a cigarette and blows on his hands when the door opens behind him. Howard sticks his head out with a look that says everything: "Come on in. It's freezing out here." Red smiles slightly and relents crossing past Howard into the warmth of the car... *

287 EXT. PAINTED DESERT. SUNRISE. 287

Pink, hot orange -- purple and blue in the morning sky. The "Biscuit Special" streaks through the desert at first light.

288 INT. PRIVATE CLUB CAR. 288

Howard stares out the window at dawn: motionless... reflective... All at once the train starts to slow. There's a screech of breaks, a lurch, a clanging BELL. A conductor moves through the car.

HOWARD
Why are we stopping?

CUT TO:

289 EXT. ALBUQUERQUE NEW MEXICO. DAWN. 289

Two hundred people are at the train station. They spill out of the depot all over the train platform. Many are ragged. Howard stands on the back of the train a little surprised.

HOWARD
Well, look -- I really don't know what to say. We appreciate it.
(motioning behind him toward the Biscuit)
I'm sure he appreciates it too, he's just a little shy about speaking in public.

Laughter.

HOWARD (cont'd)
I guess all of you are here today because this is a horse who won't give up -- even when life beats him by a nose.

CLOSE UP. HOWARD.

He pauses -- his eyes flicker... He scans the crowd.

HOWARD (cont'd)

But heck -- everybody loses a couple.
And either you pack up and go home or
you keep on fighting. Isn't that
right?

The crowd APPLAUDS. Howard suddenly feels the power of it...

HOWARD (cont'd)

Now do you want to see a match race?

289A CLOSE UP. A TELEGRAPH KEY 289A*
As it clacks out a press story. *

DISSOLVE TO: *

289B A NEWSPAPER HEADLINE 289B*
"MATCH RACE" *

The CAMERA WIDENS OUT TO REVEAL a PAPER BOY, hawking a late
edition on a street corner. *

PAPER BOY
EXTRA. EXTRA. Biscuit on the warpath.
Come and get it folks. It's all right
here! *

DISSOLVES *

289C A TRAIN CAR. 289C*
Rolling over the headline. The headline DISSOLVES into a new
one: *

"LITTLE HORSE DRAWS HUGE CROWD"
2000 in Denver *

289D The train continues to roll. A new telegraph key clacks. A 289D*
new paper boy hawks another headline. *

"ADMIRAL BOMBARDED"
Biscuit Presses for Match Race *

Train car rolling over the headline... *

"CAVALRY CHARGE"
5000 "See" Biscuit in St. Louis *

290 EXT. ST. LOUIS MO. LATER... 290

The crowd has swelled even larger. Howard stands on the
railroad siding next to Seabiscuit and Pumpkin. *

HOWARD
Now I don't know what those other
fellas are so scared of.
(beat)
I mean look at us. Our horse is too
small... Our jockey's too big... Our
trainer's too old -- sorry Tom -- and
I'm too stupid to know the difference.
You'd think they'd want to race us
instead o'running away. *

HUGE CHEER FROM THE CROWD... The cheer continues right into: *

290A TICK TOCK'S STUDIO. 290A*
Howard's voice and the crowd plays inside over the radio. *

TICK TOCK
 Ladies and Gentlemen I'm staring out at
 a swarm of humanity.
 (turns up the cheering)
 A sea of hungry faces demanding the
 match of a lifetime. They're out here
 in the cold... in the wind...

He cues PAIGE who makes a "windy" noise into the mic. He barely approves...

TICK TOCK (cont'd)
 ...In the chill of a late October
 night. Here. Let me make my way over
 to one of them so you can hear for
 yourself...

He walks in a little circle.

TICK TOCK (cont'd)
 Ma'm if I might... Why did you come
 out here tonight with your three young
 children clamoring to get a glimpse of
 this little horse?

PAIGE
 Because we want to see a match race!

TICK TOCK
 There you have it ladies and gentlemen.
 The voice of one, the voice of
 millions. And all around America they
 echo one simple cry:

292 EXT. BALTIMORE.

292 *

CROWD
MATCH RACE! MATCH RACE! MATCH RACE!
MATCH RACE...

*
*
*

SERIES OF HEADLINES SUPERED OVER THE CHEERING CROWD:

*

"RIDDLE MUTE"

*

"NO ANSWER FROM THIS RIDDLE"

*

THE ADMIRAL SURRENDERS?

*

MEANWHILE... The crowd is chanting...

*

CROWD
MATCH RACE! MATCH RACE! MATCH RACE...

*

CUT TO:

293 CLOSE UP. SAMUEL RIDDLE

293

He looks dyspeptic and uncomfortable.

RIDDLE
Fine.

WIDER. INT. NATIONAL JOCKEY CLUB.

Howard sits across from him.

RIDDLE (cont'd)
But it's on my terms.

HOWARD
Any terms you want.

WIDER STILL.

He's surrounded by minions. Howard is alone. It looks like a board meeting at a bank.

RIDDLE
A mile and three sixteenths. I won't consider anything else.

HOWARD
Alright.

*

RIDDLE
I want a walk up start. With a bell. We won't be using any... "contraptions."

*

HOWARD
You mean a "starting gate?"

Riddle glares at him.

Fine. HOWARD (cont'd)

RIDDLE
And we run it here. At our home track.
That's not negotiable

HOWARD
Seems like a nice enough place.

RIDDLE
 (half a grunt)
 Oh, I think you'll find it quite
 comfortable Mr. Howard.

294 EXT. BARNS. PIMLICO RACE TRACK. 294

It's Kanadu. Mecca. The barns are as much a shrine to aristocracy as anything to do with horse racing. Huge spires rise from the top of the hundred year old buildings. Brilliant white paint gleams in the sunshine.

RED (VO)
 Jesus Christ.

295 INT. BARN. 295

Unlike Santa Anita, all the stalls are housed palatially inside the structure. Red, Tom, Marcela and Charles all gape at the cathedral ceilings and leaded windows. Each stall has its own wood panelling.

RED
 I want to be a horse.

SMITH
 You're almost big enough.

RED
 That's very funny.

LONG SHOT. STALLS. (FROM BEHIND THEM)

A groom leads them down the long corridor toward Seabiscuit's stall. Everyone whispers.

MARCELA
 Doesn't even smell like a barn.

HOWARD
 They probably deodorize it every morning.

SMITH
 They still crap.

Everyone looks over at him.

SMITH (cont'd)
 Well they do.

CUT TO:

296 EXT. A GROUP OF BARNS. 296

Located around a central courtyard. The TITLE reads.

"WAR ADMIRAL'S COMPOUND"

It dwarfs the other barn both in size and grandeur. A huge cupola reaches up to the sky. A perfectly groomed walking ring lies under a hundred year old willow tree. The place oozes aristocracy. There are brass feed bins and a porcelain watering trough.

RED'S VOICE

They got us in the servant's quarters.

297 ANGLE. HILLSIDE.

297

The entire entourage "spies" on War Admiral's compound from an adjacent hill. Howard has borrowed Smith's binoculars. It looks like a commando mission.

HOWARD

Is that him?

He hands Smith the glasses.

298 REVERSE.

298

A black horse is being hot walked in the paddock.

SMITH

No. Too small.

The image begins to PAN to the right....

SMITH (cont'd)

That's him.

SHOT. HOWARD

He takes the binoculars and stares for a beat.

HOWARD

Oh my God.

299 HIS POV. THROUGH BINOCULARS.

299

A HUGE jet black animal is being led back to his stall. Every single muscle ripples in the sun. He WHINNIES and jerks on the lead rope -- a high strung prima donna.

300 HOWARD.

300

Lowers the glasses, stunned.

RED

...Maybe he's the kind of horse that just looks good in the paddock.

They turn and look at him.

THUNDERING HOOF BEATS:

301 EXT. TRAINING TRACK. DAY 301

War Admiral flies down the stretch in a stunning display of power and speed. The SOUND of a single horse is stirring.

302 ANGLE. HEDGE. 302

They watch the workout from way behind the backstretch...

RED

Wow.

CLOSER.

Smith stares straight ahead.

SMITH

We gotta get to the lead.

HOWARD

(turns/beat...)

Seabiscuit never goes to the lead.

SMITH

I know, but we gotta break first. If that monster shakes loose we'll never catch him.

RED

What? Retrain him?

SMITH

(shrugs)

We got two weeks.

CUT TO:

303 EXT. BALTIMORE STREET. DAY. 303*

Red and Smith walk down a commercial block in their "street clothes." They turn a corner revealing a FIREHOUSE. Red stamps out a cigarette and approaches the firemen, washing their Engine in front of the building.

RED

Excuse me.

The men look up.

RED (cont'd)

We'd like to buy your bell.

CUT TO:

304 EXT. SEABISCUIT'S BARN. PIMLICO. 304

The Biscuit and Pumpkin stand tied up outside the building. A huge CROWD OF PHOTOGRAPHERS and REPORTERS, hangs over the fence, trying to get a shot...

Smith RINGS the bell and brushes the whip across Seabiscuit's flank. The horse feels the "presence" behind him and bolts down the track. He disappears into the darkness. Howard and Marcela look at each other...

SERIES OF SHOTS:

With each successive RING... Seabiscuit bolts quicker and quicker from a standing start. The acceleration is incredible. Red clutches the mane as Seabiscuit loads his short back legs and explodes forward down the track. After several repetitions, Smith takes the buggy whip and tosses it aside. He holds the bell up in the air.

CLOSE UP. SEABISCUIT. SLOW MOTION

Smith rings the BELL, and Seabiscuit bolts toward the lens, this time without any urging. It's a powerful display of will and determination. His mouth grips the bit. His body surges forward, out of the darkness devouring the track....

CUT TO:

307B INT. BARN. DAY.

307B*

Smith gets outside the stall whittling on a feedbucket. A huge crowd of reporters jams the windows to the barn, hoping to catch a glimpse of the horse. Above Smith's head is a large handpainted sign: "QUIET! THIS HORSE IS SLEEPING!"

CLOSER

Smith glances up at the reporters and starts WHISTLING even louder. It's out of key and intentionally irritating. After a while they can't take it anymore.

REPORTER ROY

Hey Tom, when are you gonna work that horse out?

SMITH

When he wakes up I guess.

He whittles some more.

REPORTER SKIP

Yeah? When's that?

SMITH

Dunno. Day or two?

He continues to whittle as the reporters grumble. One gets disgusted and turns to leave. The CAMERA PUSHES in on Smith's face as he cracks a slight smile... OVER THIS:

RED'S VOICE (VO)

The whole track?

308-313 OMITTED

308-313*

314 EXT. PIMLICO. MAIN TRACK. NIGHT.

314 *

Instead of the backstretch, Smith and Red stand in a small pool of light in the homestretch. Charles and Marcela stand off to the side.

*
*
*

SMITH
I just want him to do it once, with
nothin' in front of him.

*
*

Red glances into the darkness.

*

RED
Yeah? But I can't see out there.

*

SMITH
That's alright -- he can.

*

Smith holds up the bell.

RED
Oh, no. C'mon, Tom... Jesus!

*

Smith rings the bell and, all at once, the Biscuit bolts. He lurches forward and disappears into the darkness as an EXPLETIVE echoes out of the night.

*
*

RED'S POV. PITCH BLACK.

The HOOFBEATS POUND beneath him like a thunderclap or a drumroll, but he (AND WE) can see absolutely nothing in front of us. Slowly, as Red's eyes begin to adjust, the detail of the track starts to emerge. First the white rail... then the hedge beyond it... Then the dirt of the track.... All at a breakneck speed.

RED (CONT'D) (cont'd)
(a whisper)
Oh my God.

It's the ultimate act of trust between man and animal. Seabiscuit hurtles into the darkness and Red lets him. The vague outline of the racetrack flies toward us at forty miles an hour. All Red can do is LAUGH...

*

*

CUT TO:

315 EXT. BARN AREA. DAY.

315

He saunters in with his shoulders back and a resolute look in his eye. He's ridden to the edge of the universe -- what's another horse race. Red crosses over to the Biscuit's stall where Pumpkin is sticking her head out. He reaches into his pocket and pulls out a carrot.

VOICE

Red?

REVERSE

He turns to see an older trainer dressed in muck boots and a flannel shirt. He has a weathered face. Red stares at it for a beat.

316 FLASHBACK. SAME FACE.

316

It's talking to Red's father and mother.

TRAINER

Yeah. Your boy combed 'em out.
Changed the tack...

Turns to a much younger Red.

TRAINER (cont'd)

Where'd a young fella like you learn so
much about horses?

317 SHOT. RED. THE PRESENT.

317

RED

(still staring)

Oh my Gosh.

TRAINER

Yeah, remember me. Guess I shoul'da used
you as a jockey, not a groom.

RED

No it was... That was great.

TRAINER

Well -- I'm havin' a little trouble.
(looks down at the ground)
Got this one horse over at the Annex
and I'm tryin' to sell a share in him --
tough times and all.

RED

Oh. Well, I really don't have...

TRAINER

(laughs)

No, no. I don't want you to buy a share. I was just wondering if you'd breeze him for me. If folks saw Red Pollard workin' my horse...

He doesn't finish the sentence -- doesn't need to. Red thinks for a beat.

RED

I'll breeze your horse for you.

CUT TO:

318 THE GAP.

318

Red stands beside the trainer and a very skittish two year old. The man cups his hands to give Red a boost up, but when he does, the horse whinnies and bolts yanking away from him. Red hops off....

CLOSER. HORSE.

He's whinnying and jerking with a wild look in his eye. The trainer gets him under control. Looks over at Red.

JUMP CUT TO:

319 RED ON HORSEBACK

319

The trainer holds the bridle -- giving him last minute workout instructions.

TRAINER

Just take him for five furlongs at around a minute one...

RED

Can he do that?

TRAINER

Should.

He lets go of the bridle and the two-year old jerks away, as Red struggles to keep him under control. He takes him back toward the five furlong pole...

WIDE ANGLE. UP THE TRACK.

In the background is The Gap with its horses milling around. In the foreground a worker struggles to get a tractor started. He has the hood open and the engine exposed. The man fiddles with the motor while a co-worker turns the key.

WORKER

Try it now.

He turns the ignition but nothing happens. The engine whines without turning over. The man stops.

SHOT. FIVE FURLONG POLE.

Red canters toward the pole erratically, then lets the young horse loose. The colt takes off and flattens out into a pretty good gallop. Red settles in over the withers.

SHOT. UP THE TRACK. LONG LENS

The TRACTOR is out of focus in the FOREGROUND as Red flies toward us. He grows larger and larger in the FRAME as the man struggles to get the motor started.

WORKER (cont'd)
Okay. Try it again....

DIFFERENT ANGLE. TIGHTER. FOLLOWING RED.

He starts to ride past us, flying down the backstretch, when all at once there is a loud BACKFIRE and the SOUND of an engine starting. Red's horse ~~props, rears and bolts sideways~~ toward the far rail. Red hangs onto the neck.

DIFFERENT ANGLE. THE RAIL.

The horse lunges with his front feet, actually trying to vault it. He clears the first rail, but gets hung up in the hedge beyond it, ripping out a section of chain-link and heading toward the barn area. Red is still in the saddle.

320

EXT. BARN AREA.

320

The horse is lacerated, dragging a section of chain link around his back foot. He rips and tears wildly around the stable area, trying desperately to shake off the debris.

SHOT. RED.

He jerks back on the reins, trying to control the horse and stay on at the same time. The colt tears through the shedrows, slamming into a barn and knocking over a feed trough. The grooms are scattering in every direction, screaming and running out of the way.

WIDER.

Red's horse veers toward the hot-walking ring and jerks into a large metal carousel where they tether the horses for their cool down. Red gets clothes-lined by the long metal bar and knocked clear out of the saddle. His foot is still in the stirrup... *

UP ANGLE. STABLE AREA.

The colt panics even more and drags Red behind him through the shedrows. He lurches around a corner, slamming Red, first into the corner of a building, and then into the bumper of a truck. Finally Red breaks loose.

EXTREME WIDE ANGLE. STABLE AREA. RED IN THE FOREGROUND

He lies motionless, his leg torn open and bleeding. Off in the distance, five grooms come running toward the CAMERA....

321 EXT. BARN AREA. LATER... 321

An ambulance screams AWAY disappearing in a cloud of dust.

322 INT. HOSPITAL CORRIDOR. 322

Charles, Marcela, Tom Smith and Sam all sit together on a bench in the hallway. It looks just like church but with one person missing. Howard glances at his watch. *

JUMP TO:

323 LATER. 323

He stands in the corridor talking to the doctor.

DOCTOR

Look, with a fall like that, he's lucky to be alive. The spleen was ruptured. He has a mild concussion, but most of the damage was restricted to his leg.

HOWARD

How bad is it? *

DOCTOR

Oh, God, I don't know -- shattered. Eleven twelve breaks, something like that. We're gonna have to operate...

CUT TO: *

324 EXTREME WIDE ANGLE. HALLWAY. MIDDLE OF THE NIGHT. 324 *

Howard sits in a chair at the end of the hallway, staring out the window into black. He's turned toward the wall partially obscured -- a tiny figure swallowed by a hospital. *

CLOSER *

He shifts slightly in his seat -- leans on the arm of the chair. There's something in his hand. *

INSERT. GAME. *

He rolls the tiny ball back and forth, trying to land it on the moon. He can't quite do it. It hovers for a second, gets close, then rolls right back out again. *

CLOSE UP. HOWARD. *

He just stares at it. Frozen. Howard sits motionless for a beat, then the SOUND comes back all over again. *

DOCTOR (OS)

Well, we did the best we could.

WIDER.

The doctor stands in front of them. Dawn is breaking through the window. He looks tired.

DOCTOR (cont'd)
He'll always limp but there's a good
chance he'll walk again.

HOWARD
Will he ride?

*

The doctor shoots him a look: "What, are you kidding me?"
Howard nods. He turns and walks away. *

325 INT. HOSPITAL ROOM. LATER.

325 *

Red's leg is up in traction. He's a mess. I.V. in his arm.
Drugs in his eyes. The three of them stand at the side of the
bed. Red rolls his head toward them.

RED
(faint)
You should see the other guy.

Marcela bites her lip. Howard forces a smile.

HOWARD
You're gonna be fine. Couple of months
you'll be up and around like new.

RED
(smiles slightly...)
I'm the one who makes up the stories,
remember?

Howard takes a deep breath.

HOWARD
Well, yeah... Maybe a little longer
than that.

Red nods. He shifts and winces. Howard hesitates.

HOWARD (cont'd)
Look -- I think we're gonna have to
scratch.

RED
No.

He turns. It hurts to turn. Red takes a deep breath. *

RED (cont'd)
Don't scratch.

HOWARD
Son, he's a great horse, but he can't
run by himself.

CLOSE UP. RED.

He shifts his gaze out the window. A tree branch is rustling.
There are lights in the distance....

RED
 Don't scratch
 (pause/quieter...)
 Call Woolf.

They all exchange a glance. *

HOWARD
 Nobody rides that horse but you. *

RED
 (faint smile)
 He's got a lot more than me on his back
 anyway. *

326 EXT. HOSPITAL. DAY. 326

A cab pulls up to the front of the hospital. George Woolf steps out with his tack-bag and white buckskin jacket. He stares at the front of the building.

327 INT. CORRIDOR. LONG LENS 327

Howard, Marcela and Smith all stand together, speaking quietly. They keep glancing toward the hospital room.

328 INT. RED'S ROOM. THROUGH THE DOOR. 328

Woolf sits beside Red, his chair pulled up to the side of the bed. Red's leg is suspended in full traction, so the image is partially obscured, but Woolf leans in close, hanging on the words. *

RED
 ...He's got a strong left lead
 Georgie... banks like a fuckin'
 airplane. But he might need help
 switching to it, so ease him off the
 rail just before the turn.

WOOLF
 Like you did in The Gold Cup.

RED
 Exactly.

Woolf's been watching as usual.

RED (CONT'D) (cont'd)
 He needs a good warm up so take him out
 slow. And when you do ask him, don't
 use the whip. Just flick it twice and
 show him it's there. He'll know it's
 time.

WOOLF
 Right.

RED
 And never on the left side.
 (beat)
 (MORE)

They hit him on the left side when he
was a baby.

Woolf nods. There's a pause.

WOOLF
I wish it was you, Johnny.

RED
Oh, don't worry, Georgie. I'll be right there with you.

329 EXT. HOSPITAL. 329*
Howard stands in the rain facing reporters. *

HOWARD
No. We're not going to scratch. Red Pollard wants Seabiscuit to win this race more than anything in the world. He wouldn't let us scratch.

REPORTER SAM
So who's gonna ride him? -*

329A CLOSE UP. TICK TOCK 329A*

TICK TOCK
THE ICEMAN COMETH! Talk about a pinch hitter! It's like getting Babe Ruth off the bench! Nerves of steel. Ice water in his veins. Why George Woolf is...

330 EXT. WAR ADMIRAL'S COMPOUND. DAY. 330
Mr. Riddle talks to reporters in "casual" attire.

RIDDLE
Irrelevant. They can get the four horsemen of the apocalypse as far as I'm concerned, and it won't make a difference. War Admiral is the superior horse. It really doesn't matter who the "passenger" is....

He laughs at his own "wit" for a beat then walks away...

CUT TO:

331 NIGHTTIME. 331

Woolf and Seabiscuit thunder by the CAMERA at full gallop. Sure enough, Woolf sits "chilly" in the saddle.

332 INT. RED'S HOSPITAL ROOM. NIGHT. 332

WOOLF
Oh, yeah. He was flying. I tried to check him but he just fought me harder. Then I eased up and talked to him just like you said and he started to float.

RED

Exactly. Now show him the stick at the quarter pole and he'll give you a whole new gear...

333 EXT. MAIN TRACK. THE MIDDLE OF THE NIGHT AGAIN... 333

Woolf comes out of the turn tight to Seabiscuit's withers. He flashes the whip in front of him like Red said, and the horse gets the signal, flattening out and accelerating down the stretch.

334 INT. HOSPITAL ROOM. NIGHT. 334

They are huddled in the dim light of the wall lamp.

RED

Good. Now force him to that left lead a little earlier, before the turn. He'll give you even more.

335 EXT. MAIN TRACK. AT THE TURN... 335

Seabiscuit banks at almost a 45 degree angle, pressing into the rail like a water skier....

336 INT. HOSPITAL ROOM. 336

RED

Great. Now shut the door.

DIFFERENT ANGLE.

It's two in the morning and the ward is asleep. Red motions over to the door and Woolf shuts it even though nobody could possibly be listening. He comes back to the bed and pulls up a chair. Red motions him even closer.

RED (CONT'D) (cont'd)

(a whisper)

Okay -- you know how Smith wants you to fight for the lead by the first turn?

GEORGE

Well yeah. We were working with that bell. I was a little nervous about it...

RED

No, no. That's fine.

(pause)

But you gotta give it up on the backstretch.

GEORGE

(beat)

Give it up?

RED

Give him back the lead.

Woolf looks at him confused.

RED (CONT'D) (cont'd)

(beat)

He fights for it Georgie. No one's ever fought harder. If you bring him head to head with that other horse and he looks him in the eye, there's no way he loses that race -- no matter how tired he is. Just hold him like that through the turn -- give him a good look at the Admiral, then let him go.

Woolf listens. Nods.

RED (cont'd)

It's not in his feet Georgie.
It's right here.

Red points to his own heart, like he's going to run the race himself.

CUT TO:

337 AERIAL SHOT. RACETRACK. DAWN. 337

It's empty now, in the early morning light....

MCCULLOUGH

By ten AM the closest place to park was fifteen blocks away.

338 SHOT. BALTIMORE STREET. 338

It is jammed with cars. Crowds of people start heading toward the CAMERA, provisioned for the day with hats, parasols, paper fans....

MCCULLOUGH

The volume of refreshments alone was staggering. Seventeen thousand gallons of lemonade. A hundred thousand hot dogs. Four thousand Kegs of beer...

339 EXT. TRACK. 339

The grandstand is off in the distance. Workers unload a phalanx of beer kegs from five or six trucks.

MCCULLOUGH

The race was broadcast on NBC and businesses around America scheduled a half day of work so their employees could hear the call...

(beat)

....thanks in part to a missive fired by Mr. Howard, only the day before.

340 EXT. SEABISCUIT'S BARN. 340
Howard carries one of Seabiscuit's saddles. *

HOWARD
Look, I know this is a fancy track and all, but I think they oughtta open up the infield so normal folks can come see the race. You shouldn't have to be rich to enjoy something like this.

341 FULL SHOT. PIMLICO MAIN GATE. 341
They are thrown open and a flood of people hurry toward the CAMERA, literally consuming it....

342 EXT. INFIELD RAIL. 342
They line the rail five deep. It's all walks of life, but mainly the most walked. Parents, grandparents, children. Dads hoist kids on their shoulders not wanting them to miss the historic occasion.

343 INT. JOCK'S ROOM. 343
Smith is huddled with George Woolf.

SMITH
Okay, it's still kinda soggy at the rail, so try to keep him out of there.

WOOLF
There's a dry tractor tread about five feet out. I walked it last night.

SMITH
(nods... impressed...)
Good... Now he oughtta break just like we worked on, but there's one more thing...

Smith leans in a little closer. He's about to share a final confidence with Woolf...

WOOLF
Let him catch me on the backstretch?

Smith looks at him surprised. Woolf twirls the stick with confidence and winks at Smith.

WOOLF (cont'd)
You're not the only one who knows this horse...

344 EXT. PADDOCK. 344
He is vaulted up into the irons. There are only two horses in the paddock and there is a mob around each. Howard stands at Seabiscuit's nose. Smith holds the bridle.

HOWARD
Safe trip, George.

GEORGE
 (grins/totally composed)
 And a short one.

Instead of waiting around, he gives Seabiscuit a little nudge and starts heading out of the ring. The groom still guides him, but Woolf looks impatient. As they do, they pass Riddle, War Admiral and his jockey Charley Kurtsinger. Woolf nods at his rival.

WOOLF
 Charley.

KURTSINGER
 George.

RADIO ANNOUNCER
 "The two jockey's have acknowledged each other. It's a quick hello like boxer's touching gloves..."

345 INT. RED'S HOSPITAL ROOM 345
 He lies in bed listening to the crackly sound of the radio.

RED
 C'mon Georgie. This is no time for small talk.

ANOUNCER
 Both horses are now on the main track and you can hear the ROAR FROM THE CROWD....

346 EXT. TRACK. POST PARADE. 346
 It's almost DEAFENING. People are hanging off of every square inch of real estate and it does sound more like a boxing match than a horse race. Both jockeys acknowledge the ovation as they head onto the track. Woolf begins to jog the Biscuit slowly.

347 SHOT. GRANDSTAND. 347
 Howard and Marcela settle into their box. RACK FOCUS TO:
 MR. RIDDLE
 Doing the same thing several boxes away. They nod curtly at each other...

348 TOP OF THE STRETCH. 348
 The starter has positioned himself in a small tower by the side of the chute. As agreed upon, there is no starting gate - just the line, a flagman and the starter himself. All at once, there is a flurry of activity.

STARTER
 My bell! Where's my bell?
 (yells down)
 My bell is gone!

DIFFERENT ANGLE.

Tom Smith is standing by the side of the rail clutching his hand-made bell from the firehouse. As the assistants all scurry around, trying to find the bell, Smith ducks under the rail and walks calmly up to the tower.

SMITH
 Here. Try this one.

The starter looks over at him quizzically, suspiciously. He takes the bell... Tests it.... Smith smiles, nods and slips quietly past the rail.

349 SHOT. THE BACKSTRETCH.

349

Woolf has paused with Seabiscuit in the middle of the backstretch facing the grandstand -- taking it in. The CROWD is more muffled back here and it actually feels like a moment alone. Suddenly and without any urging, Seabiscuit decides he's ready and jerks his head toward the start....

HIGH ANGLE. RACE TRACK.

ANNOUNCER
 ...And here come the two horses up to the line. They enter the chute. The flagman in his position. First it's War Admiral up to the line... Then he backs off... Now Seabiscuit walks up...

350 TIGHTER. THE CHUTE.

350

Palpable tension. First one horse walks up, then backs off, then the other -- each one jockeying for position -- trying to time the moment just right. All the human commands are down to one word grunts: "Okay... good.... Right, right..."

TIGHTER STILL.

Finally both horses walk up the line together. Woolf leans over the top of the withers... So does Kurtsinger... The crowd goes silent.... The world goes still....

351 INSERT. SMITH'S BELL.

351

The starter's finger is poised over the makeshift button. He presses down and...

352 SILENCE.

352

Actually the CRACKLY SOUND of the RADIO CALL. There is thrill and tension in the ANNOUNCER'S VOICE but it seems it comes from a million miles away -- drifting out over the airwaves of America.

ANNOUNCER'S VOICE
It's Seabiscuit who breaks first...
Pounding down the homestretch...

353 SERIES OF STILLS. EMPTY STREETS.

353

No one on the sidewalks. No one in the restaurants. No one waiting for subways or going to work. The streets of the COUNTRY ARE LITERALLY EMPTY as everyone strains at their radio sets, to hear the static-y call.

ANNOUNCER'S VOICE
They come by the grandstand for the first time... It's Seabiscuit by a nose... Now by a head.... War Admiral pressing him a neck behind. They fly toward the clubhouse turn both of them fighting for the rail and it's..... it's... SEABISCUIT -- hitting the turn first and driving for the backstretch.

CUT TO:

354 THUNDER. LIVE ACTION.

354

Both horses barrel out of the clubhouse turn and fly into the backstretch Seabiscuit is now a length and a half in front, his body angled sharply though the turn as he carves around it on a strong left lead...

SHOT. WOOLF.

He opens a two length lead settling over the front of the horse. Past his shoulder we can see War Admiral pressing on his right flank. Woolf drives with his hands still holding a two length lead. It's a hard thing to give up.

355 INT. HOSPITAL ROOM

355

Red presses his ear to the radio...

ANNOUNCER
Seabiscuit now by two and a half...

RED
C'mon, Georgie. Don't fuck around.

356 SHOT. RAIL.

356

Smith clutches the binoculars to his head.

357 SHOT. WOOLF.

357

He's halfway through the stretch with the turn rapidly approaching. Woolf takes a deep breath, doubts the wisdom of the whole strategy, but pulls back on the reins anyway, grabbing a handful of horse. Gradually, he begins to check.

358 ANGLE. GRANDSTAND. 358

ANNOUNCER

And here comes WAR ADMIRAL!

The crowd is going absolutely WILD. People stand on chairs. Teeter on the railings. The NOISE is deafening and they haven't even hit the turn.

359 SHOT. SEABISCUIT. 359

He strains at the bit, fighting to stay out in front but Woolf is pulling him hard, trying to hold him. After a beat or two War ADMIRAL inches INTO THE SHOT, coming eye to eye with The Biscuit. All at once, Seabiscuit starts to drive harder, fighting wildly against the reins. Woolf struggles to keep him in check.

ANNOUNCER

And they're... EVEN going into the turn! These two horses are neck and neck. It's Seabiscuit by a nose! Now War Admiral... Now Seabiscuit... Now War Admiral... And they're together as they hit the stretch!

UP ANGLE. THE TURN. FROM THE HOMESTRETCH

The two horses fly INTO FOCUS, literally in a dead heat. They blow through FRAME, their strides in sync...

THE TWO HORSES TOGETHER.

Their heads bob in unison. The jockey's are shoulder to shoulder. Seabiscuit strains to get free of Woolf's hold. Kurtsinger has gone to the whip in an attempt to urge War Admiral. As they head down the stretch, the ROAR of the crowd gets even LOUDER. Seabiscuit actually turns his head and locks eyes with his rival:

SHOT. SLOW MOTION.

They bob heads together. Seabiscuit fixes a glance on the larger horse, as if to say "how dare you. How dare you even be next to me." Woolf continues to hold him in check... *

360 SHOT. SMITH. 360

He lowers the binoculars.

361 SHOT. HOWARD. 361

He clutches his program.

362 INT. HOSPITAL ROOM 362

Red closes his eyes. He pauses for a beat...

RED
(quietly)
Now, Georgie.

363 SHOT. WOOLF.

363

He CLUCKS twice and lets go. Seabiscuit suddenly EXPLODES. His stride lengthens, his neck drives. War Admiral's eye rolls back in his head as The Biscuit pulls away.

ANNOUNCER
AND HERE COMES SEABISCUIT!

HEAD ON. THE BISCUIT.

He leaves War Admiral literally in his wake as he drives for the finish line. The big black horse recedes pathetically in the shot as Seabiscuit's stride lengthens more and more.

ANNOUNCER (cont'd)
It's Seabiscuit by three, by four, War Admiral is fading. He can't keep up. Seabiscuit by five. It's the Biscuit GOING AWAY!

SLOW MOTION. THE WIRE....

Seabiscuit and Woolf surge through the frame. It is total stillness for a beat -- then War Admiral Struggles home.

364 SHOT. HOWARD AND MARCELA.

364

They leap into the air -- scream -- embrace...

365 SHOT. RIDDLE.

365

He glances down, stunned... shocked...

366 SHOT. TOM SMITH.

366

He nods. Smiles slightly. Takes a deep breath of fresh air...

367 INT. HOSPITAL CORRIDOR.

367

A few patients sit in the hall, getting a slight change of scenery. The place is pretty still, and then...

RED'S VOICE (OS)
GODDAMN SONOFABITCH! THAT IS SOME
AMAZING HORSE!

*
*

An old lady in a wheelchair smiles to herself.

*

368 CRANE SHOT. OVER THE INFIELD.

368

They are most jubilant of all. The CAMERA CHASES WOOLF down the track while he eases up Seabiscuit...

It passes over the heads of several thousand screaming fans who leap up and down with no sign of stopping. It's a carnival.

JUMP TO:

369 THE WINNER'S CIRCLE. 369

Woolf leaps down from the irons to an embrace from Marcela and Howard. A radio mike is shoved in his face.

REPORTER JOE

Well you did it Ice Man! How does it feel?

WOOLF

(he pauses)
I just wish it was my friend Red up here instead of me.

The interview plays over the PA system and this brings the loudest cheer of all. Woolf turns and salutes the infield.

370 INT. RED'S HOSPITAL ROOM 370

The CHEERING continues to play OVER as Red listens to radio. Slowly, it begins to subside as his gaze drifts out the window.

CUT TO:

371 EXT. TRAIN PLATFORM. DAY 371

A huge crowd is assembled to see the "Biscuit Special" pull out of the station. It's quite an entourage: Seabiscuit, Pumpkin, The Howards, Woolf, Smith.... Seabiscuit is led up the long metal ramp to a huge ovation from the crowd.

372 EXT. REAR OF TRAIN. 372

Howard watches nervously as Red's wheelchair is hoisted up and loaded in the back like a piece of cargo. Red looks out at the crowd that never saw him ride... *

CUT TO:

373 LATER... 373

The train streaks across the country at dusk.

374 INT. CLUB CAR. LONG LENS. GEORGE WOOLF 374

From across the lounge, you can't hear what he's saying but the anecdote is clear. Woolf stands at the bar re-enacting the race, his hands poised in front of him, grabbing imaginary reins. Marcela, Tick Tock and even a porter or two listen intently while Woolf describes holding Seabiscuit back, and then turning him loose at the quarter pole. *

CLOSE UP. RED

He watches from his wheelchair all the way across the car.

375 EXT. SANTA ANITA TRAIN PLATFORM. DAY. 375

The entourage disembarks. First Pumpkin, then the Biscuit, then the Howards...

CUT TO:

376 EXT. RIDGEWOOD. DUSK. 376

Red arrives alone. An attendant moves around toward the rear passengers door and helps him into the wheelchair. Red lowers himself down with a wince. He pauses and looks out at the field...

CUT TO:

377 NIGHT. 377

A light is burning in a downstairs window.

378 INT. LIVING ROOM. 378

Red sits in a large overstuffed chair in the massive living room of Ridgewood. Several books have been pulled down from the shelves and lie open on the table in front of him. Instead of reading, Red just stares...

CUT TO:

379 THE SANTA ANITA BUGLER... 379

Playing "Call To The Post" as the horses walk onto the track.

TICK TOCK (OS)

Well -- hail the conquering hero. Yes he's back folks: The Little Engine that Could. No more match races for this little colt because frankly, they're all outta matches! Who's he gonna race -- Pegasus? Oh I pity these other horses.

380 SHOT. TRACK ENTRANCE. (COMING OUT OF THE TUNNEL) 380

First there is a gray, then a jet black colt, then a huge OVATION as SEABISCUIT makes his way out onto the...

381 PORCH. 381

Red limps outside with the help of some crutches and pulls himself to a large wicker chair. He deposits himself and stares out at the mountains of Ridgewood....

- 382 THE STARTING GATE... 382
 Woolf maneuvers Seabiscuit into the gate, stroking his neck. The bond is growing between horse and rider and he loads without incident. The other horses load in beside him. Woolf leans forward over the withers. The flag is up...
- 383 RED 383
 Closes his eyes. There's sunlight streaming in and it's an easy way to forget. He lies there, motionless.
- 384 THE RACE. (MOS) 384
 Instead of the usual pounding, everything is QUIET -- almost dreamlike. The horses fly down the backstretch with Seabiscuit five lengths off the pace. As they hit the turn Woolf eases him out and switches to the strong left lead. Seabiscuit finds a hole at the rail and starts picking off the horses in front of him with relentless precision. He's fourth, then third, then second, then....
 pop..... just a pop. Quiet. Almost unnoticeable. "pop."
- 385 RED 385
 Opens his eyes.... Another "pop"
- 386 HIS POV. 386
 Off in the distance, a maid is beating the dust out of a rug hung over a clothes line. pop... pop....
- 387 THE RACE. (REPEAT FOOTAGE) 387
 Seabiscuit rounds the turn: Third... Then Second... Then "pop." WOOLF LOOKS DOWN. Seabiscuit pulls up. A horse overtakes him.
- 388 SAME FOOTAGE. REPEATED. 388
 Again and again like a loop.... He rounds the turn... He picks off a horse... He drives for the lead. "Pop..." "pop..." "pop..."
- 389 RED 389
 Bolts upright. He looks at the woman beating the rug. Wrong sound. All at once he yanks himself out of the chair and starts fighting his way toward the horse along the railing.
- 390 RUNNING SHOT. BEHIND HOWARD AND MARCELA. 390
 They fly down the stairs of Santa Anita, the CAMERA CHASING BEHIND THEM.

391 SHOT. SEABISCUIT. 391
 He limps past the line, LIFTING HIS FOOT IN PAIN. *

392 SHOT. RED. 392
 He fights his way inside. Hobbles toward a telephone...
 CUT TO:

393 NIGHT. 393
 The track is dark. Some lights burn on the backstretch.

394 INT. RIDGEWOOD. LIVING ROOM. 394
 Red is dimly lit -- speaks into the phone.
 RED
 When will they know?

395 SHOT. STABLE OFFICE. THE BACKSTRETCH. 395
 Marcela responds.
 MARCELA
 I don't know. Maybe an hour. I'm not
 sure. Charles is with the vet right
 now.
 RED (VO)
 Does it hurt when he bends it? 'Cause
 if it doesn't hurt when he bends it...

396 INT. RIDGEWOOD... 396
 Red nods a couple of times and hangs up slowly. As he does...
 CUT TO:

397 EXT. STALL. 38. 397
 Charles, Smith, Marcela and Woolf all wait outside the door.
 IT's a mirror image of Red's hospital room, just not as
 bright. After a beat or two, the veterinarian emerges.
 CLOSER.
 They wait for him to speak -- almost don't want him to. He
 draws a long breath.
 VET
 (to Howard)
 Look, he ruptured the whole ligament.
 I put a splint on it, just to keep him
 immobilized but right now he's totally
 lame.
 (MORE)

VET(cont'd)

(beat)
He's not gonna race again.

Marcela cries. Howard flinches. Smith glances toward the stall. After a beat, the vet leans closer to Howard.

VET (CONT'D) (cont'd)
(lowers his voice)
Look, I know this is hard...
(pause/lower)
I'll put him down if you want me to.

SHOT. HOWARD.

He looks at the vet, then just like Red Pollard, hauls back his fist and PUNCHES him in the jaw.

CUT TO:

398 EXT. RIDGEWOOD. DAY.

398

A horse van pulls up the long gravel road that leads toward the house.

SHOT. PORCH.

Red is already balancing on his crutches, "standing" on the top step of the porch. As soon as he sees Seabiscuit, Red begins to hobble down the stairs that lead to the grass.

SHOT. VAN.

They lead the Biscuit out and he smells the spring air. Then he sees Red and tries to take a step. The weight won't hold him and he stumbles. Two grooms keep him steady.

SHOT. RED.

RED
(limping)
It's okay, Pops. I'll come to you.

FOLLOWING RED.

He hobbles across the gravel that leads down to the van. Seabiscuit SNORTS when he sees him, stumbling forward to get to Red.

DIFFERENT ANGLE.

Red comes up and puts his arm around the horse's neck. His crutch falls to the ground. They're quite a sight: these two cripples meeting each other in the middle of a driveway. Seabiscuit leans in and nuzzles Red, who pulls a carrot from his pocket.

CUT TO:

399 RAIN.

399

Red sits on the PORCH with a book opened on his lap. He stares out at the spring shower.

400 INT. STALL.

400

Biscuit lies next to Pumpkin looking out at the paddock getting soaked..

401 INT. BARN LATER.

401

The sun is out. Red has pulled a stool next to The Biscuit and is working his foreleg back and forth. There is a long bandage up to the knee. Red's crutches sit beside the stool.

RED

See first you gotta get a little flexibility... then you can start to put some weight on it.

(almost about himself)

...Then once you start to put weight on it, the whole leg starts to get stronger.

The Biscuit SNORTS.

RED (cont'd)

I know. I'm in a hurry too Pops. But you know what Hadrien said about Rome: "Brick by brick, my citizens. Brick by brick."

402 EXT. PASTURE. DAY.

402

It's SUMMER and the grass has grown leggy and wild -- the tips of it turning brown. Red has a cane now, instead of crutches. He limps next to Seabiscuit as they make their way waist deep through a high mountain meadow.

RED

See, they're Arabians so they don't need to drink. These horses can go five or six days without a drop of water. Like a camel

SNORTS again...

RED (cont'd)

I'm not saying you should do it, I'm just saying that's what they do.

The Biscuit stops. Red stops too.

RED (cont'd)

Good idea. Take a little break.

403 EXT. LAKE.

403

They lie down together. Biscuit sleeps in the grass. Red lies against him, reading a book...

LATER...

Red still reads. He glances up to see The Biscuit standing down by the edge of the water. Seabiscuit bends down, and puts all his weight on his front hooves, taking a long drink.

CLOSER.

Biscuit sees a sudden ripple in the water and lurches backwards. It's a quick, jerky movement but he seems unbothered by it. After a beat, he leans down and takes another drink.

CLOSE UP. RED.

He takes the whole thing in...

CUT TO:

404 CLOSE UP. AN EXERCISE SADDLE...

404

Two hands reach up and pull it down from the rafters...

*

405 EXT. PADDOCK.

405

The Biscuit is saddled by the edge of the fence. He points his face into the wind. Red stands next to him waiting for a boost up from Sam the stablehand.

*

SAM

I don't know, Red.

*

RED

We're just gonna walk in a circle.

SAM

Can the leg hold you?

*

RED

Horse weighs twelve hundred pounds, Sam. I'm an afterthought.

*

*

SAM

No, I mean your leg.

*

Red looks at him for a beat then lifts up his pants leg. He has jammed a broomstick into his boot for support and lashed it to his knee. Sam looks at him -- shakes his head...

*

CUT TO:

LONG SHOT. Paddock

Red and The Biscuit hobble in a long slow circle. Red has a huge smile on his face. It looks like a pony ride.

CLOSER.

The reins are threaded through his fingers. Red's shattered leg can't support the weight so he *sits* in the saddle instead of balancing in the irons. Still....

RED
"And here comes Seabiscuit, charging
down the lane..."

Red throws his hands forward simulating a stretch drive. The Biscuit continues to amble in a long slow walk...

406 SHOT. KITCHEN WINDOW.

406

Howard watches it all through a screen.

CUT TO:

407 DINNER.

407

Red has a huge plate of food. He loads on a second pork chop then glances up at the table where Howard and Marcela are both staring at him.

RED
(mouthful)
What?

CUT TO:

408 FALL...

408

The colors have exploded and Red now walks through the high-country on Seabiscuit's back.

CLOSER. LONG LENS

Red turns him gently as the path begins to curve. He heads into some higher brush when all at once there is a loud FLURRY of birds. A flock of quail erupts right in front of Seabiscuit who bolts away. He canters for five or six strides before Red can rein him in.

RED
Whoa, Pops....

CLOSE UP. RED POLLARD

His heart is racing. The reins are tight in his fingers. He has cantered. For five or six strides, he cantered.

Red looks down at his horse who still seems strong and right.
He takes a deep breath.

CUT TO:

409 THE GARAGE. 409
Red wheels out a lawnmower with the help of Sam the
stablehand. *

410 INSERT. LAWN MOWER. 410
As it cuts the grass.

411 FULL SHOT. THROUGH THE BARN DOORS. DAWN. 411
The CAMERA PUSHES behind them as Red leads Seabiscuit through
doors and out to the paddock. Facing the sun it's hard to
make out, but he has mowed the grass into a long gentle oval.

CUT TO:

412 SEABISCUIT. 412
He canters gently around the ring. Red's expression is one of
elation and pain as he supports himself on the broomstick
jammed into his boot top.

CLOSE UP. RED.

He eases up and throws his head back. Red has a huge smile on
his face -- it's a different kind of finish line...

413 INT. DINING ROOM. NIGHT. 413
Red sits at the table with Charles, Marcela and Sam. Marcela
passes a large plate of ham to Red who takes only a quarter of
a piece and passes it on. The rest of his plate is empty. *

SHOT. MARCELA. *

She takes a large bowl of sweet potatoes and hands it to Red.
He refuses that too, passing it across the table to Sam. *
Howard glances over at Red's empty plate. It's quiet for a
beat.

MARCELA

Okay, am I the only one who's gonna
admit what's going on here?

Everyone looks over at her...

CUT TO:

414 EXT. PADDOCK. DAY. 414
Smith approaches the paddock while Red talks a blue streak.

RED
 ...You know, not a gallop but a full
 lope. He changed gaits perfectly.

SMITH
 Any tenderness around the tendon.

RED
 No. And I rubbed him down afterwards.
 Gave him some more of that liniment you
 sent me.

They reach the fence. Seabiscuit comes over and nuzzles
 Smith.

SMITH
 Hello old man.

He lets out a loud, strong WHINNY. It's defiant,
 competitive... Smith strokes his nose.

JUMP TO:

415 LATER...

415

Red is loping him in a circle around the ring. Smith, Howard
 and Marcela all watch as Seabiscuit rounds the small oval with
 ease. Red clucks and he picks up the cadence slightly.

416 EXT. PORCH NIGHT.

416

They sit together on the porch of Ridgewood watching dusk
 happen over the hill. There's a pitcher of iced tea...

MARCELA
 Is it really possible?

SMITH
 Sure. Most folks don't give it a
 chance. Most folks just, you know...

He doesn't finish it. They know what most folks do.

SMITH (cont'd)
 Best thing to do is get him down there
 and let him gallop a little. It's the
 only way we're really gonna know.

HOWARD
 Can he handle that?

SMITH
 Oh sure. I think so...

Smith stops short. He looks down the lawn.

REVERSE ANGLE.

Red is limping toward them in the fading light. He leans
 heavy on his cane, fighting his way up the gentle slope.

It's an agonizing, tortured image: a cripple, struggling to conquer the simplest task. Only one of them has really healed... *

ANGLE. PORCH

All three of them are hurting....

CUT TO:

417 EXT. "CLOCKER'S CORNER". SANTA ANITA. DAWN. 417

It's blue light -- barely daybreak. Smith stands at Clockers Corner next to Howard, while Seabiscuit breezes around the turn. It's not race speed by any means but it is a gallop. Howard looks over at Smith, who looks at the horse...

CUT TO:

418 THE RAIL. 418

Smith and Howard stand by the edge of the track while the "exercise rider" lopes up to them. It's George Woolf.

WOOLF

He felt great. Ran smooth. Real relaxed. I couldn't feel a thing.

SMITH

(nods)

Why don't we give him a full work on Friday Morning. Maybe six furlongs. See what we got.

WOOLF

(surprised)

Sure. I'll be here.

Smith and Howard turn as Woolf heads Seabiscuit back toward the barn. They head up Clocker's Corner toward the grandstand.

HOWARD

Could he be ready?

SMITH

For what?

HOWARD

C'mon. You know what.

Smith returns a look as they pass an old tout with his face buried in The Form. Howard hesitates, then looks down at him. The man slowly lowers the paper:

TICK TOCK

Top of the mornin' to ya.

Howard nods.

TICK TOCK (cont'd)
Nice Colt. Who is it?

HOWARD
Only a two year old. He's not ready yet.

TICK TOCK
Oh. I thought maybe you were getting some horse ready for the Hundred Grander.

HOWARD
No. Just a two year old.

He picks up Tick Tock's coffee; smells it. *

TICK TOCK
Hair of the dog. *

Howard nods. *

HOWARD
Been here long? *

TICK TOCK
No, no. I just got here.
(raises The Form)
Catching up on my reading. *

They nod. He nods....

CUT TO:

419 CLOSE UP. TICK TOCK.

419

TICK TOCK
STOP THE PRESSES! This isn't a scoop folks. It's three scoops, hot fudge and a cherry on top. And add some nuts 'cause this horse makes me CRAZY!
GUESS WHO'S GONNA BE WORKING SIX FURLONGS ON FRIDAY MORNING? GUESS WHO MAY BE SHOOTING FOR THE "BIG 'CAP!" OH my Saints Alive! You guessed it. Man o man -- DID YOU EVER GUESS IT!

420 CLOSE UP. RED.

420

He shuts off his radio. Looks around Frankie's room. His heart is pounding...

CUT TO:

421 EXT. SANTA ANITA TRAIN DEPOT. LONG LENS. MORNING

421

In the TELEPHOTO SHOT all the travelers crush together. They hurry down the platform toward loved ones or taxis. Off, in the distance, being overtaken by everyone, is one lone figure hobbling on a cane....

422

EXT. THE GAP. MORNING

422

There is a buzz off activity. Clocker's Corner is full of people all assembled for the morning workouts. The Gap looks like the souk: jockeys, agents, touts, horses... This isn't a normal morning.

423 EXT. BARN 38.

423

Smith and Howard walk Seabiscuit toward the track with Woolf up in the irons.

*
*

SMITH
(looking up at Woolf)
A minute twelve, a minute thirteen --
somethin' like that. If he starts to
labor, slow it down.

WOOLF
Gotcha...

SMITH
Just try to see how he feels and....

*

All at once Seabiscuit WHINNIES and literally paws at the ground. He jerks his head over to the side and pulls on the reins.

REVERSE ANGLE.

Red is standing a few feet away, leaning on his cane and holding his riding boots. The horse WHINNIES again.

RED
That's okay Pops. That's alright...

WOOLF
Red.

RED
(faint/quotes
Julius Caesar)
*"And this the most unkindest cut of
all."*

Woolf says nothing. Red turns and starts to hobble away.

*

HOWARD
(following him)
Red, let me talk to you.

RED
Talk to me.

He keeps walking. Howard moves in front of him.

HOWARD
You can't do it Red. You could be
crippled for the rest of your life.

Red looks at him and laughs.

RED
I *was* crippled for the rest of my life.
I got better. He made me better --
Hell, you made me better... Jesus
Christ....

There are tears in his eyes. Red shakes his head, and starts
away from him. He stops and turns back.

RED (CONT'D) (cont'd)
That's as much my horse as yours.

Howard makes a move toward him but Red waves him off. He
limps away, teetering on the cane....

CUT TO:

424 THE TRACK.

424

Seabiscuit gallops by the finish line with Woolf in the irons.

ANGLE. THE RAIL

Several stopwatches click at once. Howard stands in and
amongst them.

MAN
(exuberant)
One eleven and three! That's
fantastic!

CLOSE UP. HOWARD

Howard nods. It's a great time...

HOWARD
(beat)
God-dammit.

425 INT. DOCTOR'S OFFICE. (WAITING ROOM) DAY.

425

Red sits next to Howard in the waiting room, his cane laying
across his lap.

HOWARD
(firmly)
It's up to him, Red.

RED
Yeah, but if he says...

HOWARD
It's up to *him*.

426 INT. EXAMINING ROOM.

426

The doctor holds a home-made brace jury-rigged with bent iron rods leather thongs from an old bridle.

DOCTOR
You made this?

RED
Yeah. See it fastens around the boot and then up here at the top of the thigh. You barely feel anything when you're in the stirrup.

CLOSER.

The doctor nods. Holds brace up in front of him...

MATCH CUT TO:

427 AN X-RAY

427

The "brace" is displaced with an image of Red's leg, showing multiple breaks and pins. The doctor stares at them for a long moment.

WIDER.

He is standing next to Howard. Red is outside. The doctor points to all the carnage along the femur...

DOCTOR
Look, it could shatter at any moment. Even right now -- forget about racing.
(points)
See that right there: that's barely healed. There's no way to know how much weight it could hold under stress.
(turns)
It's possible he could never walk again.

428 INT. CAR. LATER...

428

Howard drives. Red is beside him.

RED
Possible. He just said it was possible. Well hell -- anything is "possible". We proved that already, didn't we?

HOWARD
This is different Red.

RED
Yeah. This is really different.

They ride, silent for a beat.

RED (cont'd) *
 It's not just a race. It's the Santa
 Anita. I had that race. I was
 there....

HOWARD
 I know. *

He doesn't say anything else. They stare through the
 windshield. Howard turns on the radio to fill the void:

CUT TO:

429 A HUGE CHALK BOARD. 429

It sits in the middle of a crowded paddock. There's period
 script across the top: 1940 Santa Anita Handicap. Below it
 are spaces for the entrants, half of them filled in. -

CLOSER.

A man writes carefully with a white piece of chalk -- it looks
 like a child's exercise: Wedding Call... Whichcee... he pauses *
 for effect: SEABISCUIT. There's a ROAR from the CROWD.

CUT TO:

430 INT. JOCK'S ROOM. 430

Howard sits with Woolf at his cubicle.

HOWARD
 Even with the brace it'll barely hold
 him. If he gets bumped -- if he gets
 jostled... *

WOOLF
 Want to know what I think?

HOWARD
 ...Sure.

WOOLF
 I think it's better to break a man's
 leg than his heart.

Howard looks at him for a beat... *

HOWARD'S VOICE (V.O.) *
 It's not just his leg... *

430A EXT. BRIDLE PATH. SANTA ANITA. DUSK. 430A *

It's the long arcade of eucalyptus trees from the barn area to
 the track. Howard and Marcela are small amongst them. *

MARCELA
Okay.

HOWARD
It's not, Marcela. He could fall. He
could get trampled. If he gets thrown
from that horse he could...

MARCELA
Die?

HOWARD
(beat)
...He could die.

She moves forward and reaches into the pocket of his coat.
Marcela pulls out a small child's game.

MARCELA
You know, I try to do this all the time
too. I can never quite get it to stay
in there, no matter what I do. Every
time I think I have it, it just rolls
out again.

Their eyes lock. His suddenly have tears. Marcela wraps her
hand around his arm and leans closer to him, like they're
holding each other up.

MARCELA (CONT'D) (cont'd)
(softly)
Let him ride, Charles. Just let him do
it.

He looks at her. Nods...

CUT TO:

431 SHOT. TICK TOCK. AT CLOCKER'S CORNER.

431

TICK TOCK (OS)
 JUMPIN' JEHOSEPHATZ! I could handle
 one comeback but this is ridiculous!
 What's next, Lazarus? Oh the heroism.
 The madness. The excitement. The...

CUT TO:

432 RACE DAY. INT. PRESS BOX

432

TICK TOCK
 ...largest crowd ever to see a race
 here at Santa Anita. Fifty five
 thousand in the stands. Twenty
 thousand in the infield and it's only
 twelve o'clock.

CUT TO:

433 RED'S LEG.

433

As the braces are being attached.

WIDER. INT. STALL 38.

It's a little bit solemn. Howard, Marcela and Smith all watch
 as Red attaches the cumbersome apparatus to his leg. He
 stands and flexes with a wince. Marcela takes a small medal
 and jams it into Red's hand

RED
 What's this.

MARCELA
 St. Christopher. For luck.

RED
 (smiles)
 Little late for that, don't you think?

Howard can't help smiling too. Red looks over to The Biscuit.

RED (CONT'D) (cont'd)
 C'mon, Pops. Let's go win us a race.

CUT TO:

434 THE PADDOCK.

434

Red is hoisted gingerly up onto Seabiscuit's back.

SMITH
Whichcee's the speed. He's gonna be off on the lead but I don't think he'll handle the distance. Just stalk him like always.

RED
(testing the brace/winces)
Right.

SMITH
Wedding Call could make a late run and he's got some guts, so look out for him too.

RED
(winks)
Won't make that mistake again.

Smith smiles at him.

RED (cont'd)
Stop worrying, Tom. We're gonna be fine.

And he reins The Biscuit toward the track...

435 INT. TUNNEL...

435

It's pitch black with a blinding white light at the end. Red rides toward it, Seabiscuit's head silhouetted in front.

CONTINUING... RED'S POV

As they emerge onto the track all the familiar images of Santa Anita start to come clear: the gleaming white rail, the bright green turf, the ROAR from the crowd: maybe for the last time. Red looks around and the OVATION grows louder as the track announcer declares their arrival:

TRACK ANNOUNCER
And here's number four... SEABISCUIT.

You can't hear. They press against the rail. Lean out of the boxes. The Biscuit gets a little spring in his step and starts to jog down the track. Red winces, grits his teeth and raises up in the irons.

436 SHOT. HOWARD.

436

He settles into his box. Bing is there. Giannini. Strubb. Howard receives congratulations from all of his old friends. He's elated but nervous...

437 EXT. BARN

437

Marcela can't watch. She sits on a stablehand's stool outside the barn staring down at the straw. She glances up at the sound of a distant OVATION....

438 EXT. TRACK

438

ANNOUNCER
The horses are approaching the starting gate...

WITH RED...

He leads the Biscuit toward the gate, then pauses and takes a hard look at it -- soaking it up -- making it last. Red takes a deep breath and flicks the reins....

RED
Okay Pops. Let's go.

He loads into the gate. Red adjusts his brace slightly and hunches forward. A moment later he hears a VOICE to his left.

WOOLF (OS)
Hello old man.

DIFFERENT ANGLE.

Red turns to see Woolf, two horses away.

RED
What are you doing here?

WOOLF
Got another mount. Just 'cause I'm not riding him doesn't mean I'm gonna sit the race out.

*
*

Woolf grins. Red smiles -- shakes his head.

WOOLF (cont'd)
See ya at the finish line.

And he yanks down his goggles.

439 HOWARD'S BOX.

439

He lifts up his glasses to see the start....

440 EXT. BARNS.

440

Marcela can't take it anymore. She bolts off the stool and starts running toward the track.

FOLLOWING HER.

She approaches the grandstand just as the BELL goes off. There's no time to make it to the box so Marcela climbs up on a water truck parked just outside the service entrance..

CUT TO:

- 441 THE RACE. 441
- Red sits off the lead about three or four lengths back, stalking WHICHCEE, just like Smith predicted. Seabiscuit banks well into the first turn, driving through it. When they come out the other side, they are five lengths back. *
- ON RED.
- He's grimacing. Even through the dirt and the movement you can see the pain on his face. Red gets trapped in a pack with four of the trailers. Morning Star bumps him toward the rail, and Red cries out in pain. He eases back even further.
- 442 ON HOWARD. 442
- He has a vice grip on the binoculars.
- 443 ON MARCELA. 443
- She clutches the railing of the water truck.
- 444 THE RACE. 444
- The field spreads out in the backstretch. Red finds a little room away from the rail and takes Seabiscuit wide of the pack. As they head up the backstretch Whichcee is eight lengths in front of him. By the time they hit the five furlong pole, the lead has stretched nine. *
- CLOSE UP. RED
- The time has come. He CLUCKS twice and eases off the reins. Red asks The Biscuit to go, rolling his hands and flicking them forward.
- Seabiscuit doesn't move.
- ANNOUNCER
...He's nine lengths back. Now ten...
The Biscuit seems to be tiring. It's
still Whichcee on the lead as they head
toward the turn. *
- WITH RED...
- The field is moving away from him. The lead gets larger and larger as he sees the front runners disappearing. Red tries to drive with his legs and even flashes the stick in front of him but it still doesn't do any good. It's a huge amount to make up.
- 445 SHOT. SMITH. 445
- He knows just what's happening. Smith glances down...

446

WITH RED.

446

Another horse starts to fade as well. It tires and starts to drop away from the pack and coming toward Red: three lengths, then two, then one... After a moment, he looks over to see his old friend George Woolf beside him.

DIFFERENT ANGLE.

Without saying a word, Woolf pulls the two horses even, letting them run head to head. He lets Seabiscuit look his own mount right in the eye, then glances at Red and gives a little grin. All at once, Red feels a tug on the reins as Seabiscuit begins to gather under him.

CLOSE UP. RED

He gets it. Red feels the straining. He holds Seabiscuit like that for a beat or two, letting him run head to head with the other horse then finally CLUCKS twice and lets him go.

RED

C'mon, Pops.

WOOLF

Have a nice trip, Johnny.

Seabiscuit surges forward devouring the racetrack in front of him. He makes up two lengths, then three, then four...

ANNOUNCER

HERE COMES SEABISCUIT!

SHOT. THE BISCUIT.

The horse is devouring the track with his old speed and hunger, almost like he remembers it again. Red hunches over the withers, driving with his hands as they make up ground on the pack -- any pain in his leg a total afterthought. When they reach the turn, Seabiscuit has hit the back of the pack. Red hunches down further and begins picking off horses.

RUNNING WITH RED.

He begins to weave his way through the field, shooting through split-second gaps and forcing sudden holes at the rail. Red guides The Biscuit like a slalom skier, weaving in and out as the track announcer explodes.

ANNOUNCER (cont'd)

He's fourth, now third, now second. Oh my gosh -- only Whichcee remains. They hit the stretch and it's... SEABISCUIT.

RED'S POV. SLOW MOTION.

Wichee fades as he drives for the lead. The only image that remains is that of a wide open track: dirt, finish line, blue sky beyond... It looks infinite.

RED'S VOICE (OVER)
You know, everybody thinks we found
this broken down horse and fixed him,
but we didn't...

447 SHOT. SEABISCUIT. SLOW MOTION. 447
He drives down the lane, pushing toward the wire.

RED'S VOICE (OVER)
He fixed us. Every one of us. And, I
guess in a way, we kind of fixed each
other too.

448 SHOT. MARCELA. 448
She has tears of joy on top of the water truck.

449 SHOT. HOWARD. 449
The crowd goes wild. He lowers the binoculars to take it all
in.

450 SHOT. SMITH. 450
He looks at the wire, then shakes his head.... Some horse.

451 SHOT. RED. 451
It hurts but who cares. Red crosses the wire and then, with
his last ounce of strength, lifts himself up in the irons his
whip high in the air.

{THE END}