

*Handwritten signature*

THE LORDS OF DISCIPLINE

BY

THOMAS POPE

AND

LLOYD FONVIELLE

FROM THE BOOK BY  
PAT CONROY

DIRECTOR: FRANC RODDAM

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INT. / EXT. COURTYARD - DAY

From a fourth-storey gallery we LOOK through arches down to a wide courtyard floor painted red-and-white in a huge checkerboard. This and the odd architecture, a surreal blend of military and Mediterranean styles, give the place an Alice-In-Wonderland feel.

We TURN from this view and LOOK down the long fourth-storey gallery -- we LOOK for a long time but there is no activity; only the eery silence of a hot Southern morning, when history and tradition drag everything back into the dim, dead past.

And the first SOUND we HEAR comes as a shock: heavy feet hitting the concrete floor of the gallery in double-time. And the first sight we SEE is even more startling than that:

A scrawny, skin-headed figure in giant black shoes and a military cadet's uniform turning the corner at the far end of the gallery, squaring it smartly, rapidly, running with the motions of a crazed robot, his arms bent at the elbow, his hands forward into fists, as though he were holding an imaginary steering wheel.

Almost immediately he squares another corner and faces down a stairwell on the courtyard side of the gallery, into which we cannot see. What he sees makes him step back involuntarily, trembling. Nevertheless he takes a deep breath and:

SCRAWNY CADET

(barking impossibly loud)

Sir, Mister Caulfield, sir -- permission to drive down your stairs, sir!

No response. And suddenly two older cadets, in peaked caps and white gloves, have come out from the stairwell -- they stand close to the younger cadet and lean in even closer, one before and the other behind him. The proximity is menacing.

1ST SENIOR

Rack that chin in, scumbag. You look like a piece of shit.

The young cadet, whose chin is practically impaled in his chest, racks it in farther. The 2nd Senior, running the edge of his palm down the recruit's back like a knife, drops his clipboard noisily on the floor. The recruit starts involuntarily.

2ND SENIOR

Eyes front, wadwaste. Eyes front!  
What's your name, screw. Pop off!

(Cont'd.)

SCRAWNY CADET

Sir -

2ND SENIOR

Shut up! Tell me your name!

SCRAWNY CADET

Sir -

2ND SENIOR

Shut up!

1ST SENIOR

Can't you hear, scum? He said shut up.

SCRAWNY CADET

Sir, no excuse --

2ND SENIOR

Shut up!

1ST SENIOR

We're gonna break you, dickhead.  
We love to break knobs. Aren't you  
scared, scum?

SCRAWNY CADET

(after a pause, at the top of his voice)  
Sir, yes, sir!

INT. / EXT. WILL'S CAR, CHARLESTON, SOUTH CAROLINA - DAY

WILL McCLEAN, 21 years old, is at the wheel of his beat-up Chevy, rolling down Meeting Street in a city he never gets tired of coming back to -- there is a peace and a charm in its 18th-century buildings that makes him feel loose and happy. And he sways gently to the beat of a SONG on his car radio:

POP GROUP (OS)

(over radio)

See the marketplace in old Algiers,  
Buy some photographs and souvenirs,  
Just remember when a dream appears,  
You belong to me...

EXT. BEAST BARRACKS - DAY

A wrought iron gate blocks the way to the salley-port -- behind it we SEE the courtyard checkerboard. Silence again, until another strange SOUND, very distant at first, plays at the edge of our perception: a ghostly, rhythmic tapping, in march-time.

(Cont'd.)

CONTINUED:

A single TITLE FADES UP across the wrought-iron bars:

"LORDS OF DISCIPLINE"

...then FADES AWAY, and after a pause FRONT CREDITS ROLL, and beneath them the TAPPING grows louder, until the martial-minded might almost recognize the sound as a drumstick HITTING the side of a wooden drum.

And by the time the CREDITS END we may or may not have NOTICED that a single figure has appeared on the other side of the gate -- a Colonel in the Regular U.S. Army, a man in his mid-fifties, whose tough, weathered face is punctuated by the smoking butt of a well-chewed cigar. This is the BEAR,

ANGLE -- THE BEAR'S FACE

SEEN through the bars and the cigar smoke, staring out at something, eyes hard and impenetrable. As his hand reaches up to remove the cigar from his mouth, we NOTICE the glint of a massive, intricately wrought gold ring.

EXT. PARADE GROUND - DAY

The Bear's POV -- a wide sweep of perfectly manicured green-sward, surrounded by the crenelated bone-white buildings of the Carolina Military Institute...deserted...until at its far side a band appears, deathly silent except for the TAPPING on the drum, to which the band marches.

INT. / EXT. WILL'S CAR, MOULTRIE STREET - DAY

POP GROUP (OS)

(singing, over radio)

...see the jungle when it's wet with rain,  
Just remember 'til you're home again,  
You belong to me...

And Will drives through the Main Gate of the Institute, stopping by the Guard House, shutting off the radio as the rigid Cadet Guard leans in his window, placing a white glove distastefully on the door.

GUARD

I always hate to see white trash  
drive in that beautiful gate.

WILL

Get off my case, Macabbee. One more  
year and I'm driving out that gate for  
God damn good -

(Cont'd.)

CONTINUED:

MACABBEE

I'll be very surprised if you make it,  
my friend.

WILL

...and when I do, you can kiss my ass.

MACABBEE

You have a religious belief against  
washing this car?

WILL

(like a Charleston belle)

No, but my mama warned me: never  
talk to a man in uniform.

Macabee LAUGHS, Will LAUGHS, and they drop the act. Macabee gives Will a friendly tap on the shoulder and waves him through. Will blows him a kiss as he drives on, and Macabee grimaces.

EXT. THE PARADE GROUND - DAY

As before: the band still marching, practicing drill -- as Will's highly unmilitary vehicle passes behind it on the far side of the square, moving down the Avenue of Remembrance.

EXT. BEAST BARRACKS - DAY

The salleyport, as before -- the Bear nowhere in sight. Will's car pulls up in front of it and he gets out.

ANGLE - WILL

as he walks around to his trunk and:

VOICE (OS)

(exploding)

Halt, Bubba!

And Will is stopped dead in his tracks by this VOICE BELLOWING like a sonic boom -- it hits him with the force of a physical blow.

VOICE (OS)

(continued)

Pop to, you Bum.

Will snaps to immediate, automatic attention.

(Cont'd.)

CONTINUED:

VOICE (OS)

(continued)

What are you doing here so early?

WILL

I'm spending the day in Charleston, sir!

VOICE (OS)

Tell me something, Bum. Where does a faggot English major spend his summer vacation, huh? Havana? Peking?

WILL

The Kremlin, sir! Me and Kruschev were plotting the overthrow of the fiercest fighting man in the U.S. Army. A man with the soul of a lion, the heart of an elephant, the brain of a gnat and the sexual organs of a Girl Scout, sir!

VOICE (OS)

And who might that be?

WILL

Why, sir, Colonel Berrineau, sir!

Silence, and from that silence a loud booming LAUGH, as big and peaceful as a high surf. But it stops as suddenly as it began, and for the first time WE SEE, though Will still can't, the Bear standing behind Will.

BEAR

Bubba, get your ass back here by 1700. There's something I want you to do for me.

WILL

Is that an order, sir?

BEAR

(ignoring this)

And, Bubba...It's good to see you.

WILL

(relaxing, turning around)

Bear, it's --

But the Bear is stalking away, on other business.

EXT. DURREL GATE - DAY

Will, in his summer whites, looking improbably sharp, drives up to the guard house on his way out. Macabbee shakes his head, not impressed.

MACABBEE

What's your problem, McClean? You got a date?

WILL

With Tradd.

MACABBEE

I should have known you were buttfucking your roommate, the little pissant.

WILL

We're very much in love.

MACABBEE

Get out of here.

And, as Will drives out we NOTICE other upperclassmen, still in civvies, driving in -

EXT. THE ST. CROIX MANSION - DAY

Will drives along the row of spectacular antebellum mansions facing the Battery, where cannon mounted on pedestals remind the world that from this spot South Carolinians fired the first shots on Fort Sumter, distantly visible in the harbor.

The mansions, tall galleried homes, surrounded by the semi-tropical vegetation of Charleston, give the clear impression that the whole twentieth century is one vast, unconscionable mistake.

Will stops his car before the loveliest of these homes, gets out and walks through great wrought-iron gates up the steps to the piazza. He rings the bell and pauses to look about at the pampered paradise surrounding him, and is just about to give himself over to the tranquil seduction of old Charleston when...the door is opened by ABIGAIL ST. CROIX, in her late forties and beautiful. She gives Will a hug and then pulls back to inspect and admire him.

WILL

Abigail...!

ABIGAIL

Welcome home, Will. We all missed you. But I missed you the most.

And Abigail steps back to let Will enter.

INT. FOYER - DAY

ABIGAIL

Oh, Will, so much happened this summer -

She SEES the look in his face as he prepares for family gossip...

ABIGAIL

(continued)

And it's all so boring. I'm not even going to tell you.

He smiles his appreciation and she GIGGLES girlishly, in conspiracy, looking him up and down.

ABIGAIL

Will McClean, you are a spectacle.  
If I wasn't married to Commerce  
I'd teach you a trick or two.

WILL

Abigail!

ABIGAIL

Don't think I wouldn't.

She is enormously flattered by his embarrassment.

VOICE (OS)

-- Will! Get your butt in here!

INT. COMMERCE'S TV ROOM - DAY

Will enters but COMMERCE ST. CROIX, fiftyish, dosen't take his eyes from the television, on which Clemson is playing the Crimson Tide.

COMMERCE

Thank God you're back. Now I can talk to somebody. Abigail and Tradd think the Yankees is who whupped us in the War.

WILL

The Giants'll cream 'em.

COMMERCE

I know it! Maris -

WILL

Shot his wad.

COMMERCE

What a bum.

(to the tube)

Try a draw play, you idiot!

(Cont'd.)

CONTINUED:

COMMERCE  
(continued)

(back to Will)

So: Senior year. Whenever I think of my last year at the Insitute my dick grows a foot and a half.

WILL

(snapping to attention)

Sir, I'd settle for nine inches, sir!

Commerce and Will LAUGH together as Abigail, feigning outrage, enters...and we hear for the first time now CLASSICAL PIANO PLAYING coming from some other part of the house.

ABIGAIL

You two.

COMMERCE

Look at him, Abigail. That boy looks like a soldier, even if he don't act like it.

ABIGAIL

Isn't he something...

COMMERCE

They could put a suit of armor on Tradd and he'd still look like a hairdresser.

ABIGAIL

(genuinely upset)

Commerce, that's perfectly horrible.

COMMERCE

(to Will, gesturing at the music)

Would you listen to that? It's Mozart!  
Did you ever hear such a racket?

But it's lovely, well-played, and it draws Will...

COMMERCE

(continued)

-- You ought to ship out, Will.  
They tell me the women of Brazil  
will do anything. Anything!

(seeing Will is bored)

Oh, go on -- go see him. He's upstairs.

INT. ST. CROIX STAIRWAY AND UPSTAIRS - DAY

Will moves up the sweeping staircase, away from the SOUND of Commerce's FOOTBALL GAME, towards the MOZART. There is one

CONTINUED:

last shout from downstairs...

COMMERCE (OS)  
Pass, you cretin! Pass!

...before Will enters the upstairs music room...

INT. UPSTAIRS MUSIC ROOM - DAY

Where TRADD ST. CROIX, 21, is practicing. Tradd is fragile, noticeably smaller than Will. He smiles when he sees Will but goes on playing.

TRADD  
Can't stop in the middle of this --  
I'm about to achieve climax...

And Will LAUGHS as Tradd comes to the end of the piece with a flourish. He turns and looks at Will, who's bursting with joy at seeing his friend -- so much so that he can't resist giving Tradd a rough bearhug. Tradd, physically effete, draws away.

TRADD  
(cont'd.)  
Hey! Watch the sacred bod.

And now they both grin their affection at each other.

TRADD  
(cont'd.)  
There's just one thing I want to know.  
Is your side of the room going to look like  
a city dump this year -- am I going to be  
able to breathe in there?

Will grins, but before he can answer...

COMMERCE  
(from hallway)  
'Bama won. They play a game called  
football. Will, you explain it to him.

Commerce, standing outside the door, turns and lumbers across the hall to his study, unlocks the door with a key and goes in.

WILL  
(so Commerce won't hear)  
I see how your summer went.

(Cont'd.)

CONTINUED:

TRADD

No, it was ok. I was in Europe and he was in his study.

The study door loudly CLICKS shut.

TRADD

(cont'd.)

Locked in his study.

WILL

Doing what?

TRADD

Writing in his journal. Probably about the great disappointments of his life -- you know, like his ~~son~~...

But before Will can say anything, Tradd has snapped out of it and begins reaching in his pants pockets.

TRADD

(cont'd.)

Will, speaking of locks...

(draws out a key and holds it out to Will)

...This...it's the key to the house. You know you can knock on the door here any time of day or night...You won't need it, but...we all, my parents, we wanted you to have it.

Will pockets the key.

WILL

Thanks, Tradd.

Tradd waves him off: it's nothing...but Will catches his eye and holds it.

WILL

(cont'd.)

Tradd -- thank you...

And they are grinning at each other again.

INT. HALLWAY, BEAST BARRACKS - ROMEO COMPANY - DAY

Will and Tradd carry Tradd's suitcases down the bedlam that passes for Romeo Company's dormitory hallway -- the place is jammed with UPPERCLASSMEN moving in their baggage or just chewing the fat. Others walk nude to and from the showers, muscling their way past the logjams. Occasionally,

(Cont'd.)

CONTINUED:

a stray freshman -- identifiable by the shaved head and by the fact that in the barracks he must run with the robot-like bearing we noticed in the first scene of the film -- will stray too near, fall into a panic deciding if he's supposed to salute an undressed senior cadet, settle for saluting a uniformed cadet like Will, and scurry away amid a hail of insults.

Will forces a path for himself and Tradd as they squeeze past one group of returning cadets and around another, slowly heading for their room. They're stopped along the way several times by old friends giving them a slap-ass welcome or just shouting "Hi!" as they hustle by.

Finally Will and Tradd complete the obstacle course and stand before the closed door to their room. They give each other looks, as if to wonder what the upcoming year will bring, and then, with a sense of ceremony, Will plunges a key into the lock and enters.

INT. WILL'S DORMITORY ROOM - DAY

Sudden, blessed quiet. Will and Tradd let out sighs of relief and look around the four-man room: deserted.

It is a moment too heavy for words, and Tradd and Will silently go about their business, neither wanting to intrude upon the other. Will finishes unpacking his bags, already open on his bed; Tradd begins unpacking in his corner of the room. Will watches as a framed picture of Commerce and Abigail comes out of Tradd's suitcase, along with dozens of music scores and an antique metronome.

Will turns from Tradd and begins his own silent inspection of the room. There is a bed, a locker and a desk in each corner. The one next to Tradd's, MARK SANTORO'S, is all science. The Periodic Table is on the wall and there's a chemistry lab by his bed -- beakers, bunsen burner, vials.

Close by Mark's corner is a battered, empty coffee tin set on a table -- the room's "kitty", their collective bank account, and Will ponies up a dollar and feeds it to the "kitty". But before he can move on...

TRADD

Hey...!

And Tradd tosses his wallet to Will.

TRADD

(cont'd.)

Put in five for me.

Cont'd.

CONTINUED:

Will complies, tosses the wallet back to Tradd and continues his self-conducted tour of the room.

The third corner, DANTE PIGNETTI'S, has a picture of Gorgeous George, the wrestler, a high-school-graduation-type portrait of a pretty, dark girl, and an Italian flag taped to the wall. Huge weights lie on the floor next to cartons of Tiger's Milk protein powder.

And last Will gets to his own corner: the bed is unmade and rumpled -- the whole corner is a miniature disaster area. Posters of W.B. Yeats and Bob Cousey (both of the Celtics) flutter limply from the wall.

As Will gets back to his unpacking, something he sees in his suitcase stops him -- his full dress uniform. He stares at it curiously, as though for the first time. He picks it up half-reverently, half-fearfully and starts for his clothes locker -- but as he does he notices that Tradd is doing the same thing.

The two friends look at each other, immobilized for a moment... until Will finally hangs his uniform up, and Tradd follows suit. But as he does he finds...

...MARK SANTORO standing inside the locker! Tradd jumps back with a SHRIEK, startled out of his mind. Without the slightest indication that there's anything unusual in a huge Italian youth standing in a clothes locker, Mark steps out into the room.

TRADD

Mark! You scared the shit out of me, you wop!

MARK

You know, it hurts my feelings when a very ugly person, like yourself, casts aspersions on my heritage.

WILL

Mark, we love all things Italian: grease bubbles, oil slides, lube jobs -

Mark makes as though to cuff Will upside the head, and Will dodges him artfully as Tradd looks on LAUGHING.

TRADD

We have nothing against dago greaseballs -

(Cont'd.)

CONTINUED:

And now Tradd has to dodge a mock charge by Mark, who stops suddenly and claps them both on the back.

MARK

Guys...

He doesn't continue, but the words on the tip of his tongue are unmistakable: "I love you both."

Will and Tradd are deeply touched by Mark's simplicity. And, as they grope self-consciously for something to say...

...SOMEONE IS HURLED AGAINST THE DOOR -- the door is flung open and DANTE PIGNETTI (or as everyone calls him, PIG) kicks a peace-loving Third-yearman named GOOCH FRASER into the room. Pig is absolutely huge and built like a brick shithouse.

PIG

Over there, toecheese!

WILL / TRADD

Pig...?

PIG

Can't say hello now, paisans.  
Toecheese here just insulted my girl.

GOOCH

I didn't know you had a girl, Pig!

PIG

It's Mr. Pignetti to you, wormhead!  
Now watch as I show you the woman  
you insulted.

Pig goes to his wall and takes down the picture of the girl we saw hanging there. He brings it over to Gooch.

PIG

(cont'd.)

There!

Gooch looks at her; Pig slaps Gooch's head.

PIG

Take your eyes off her! If you only  
knew how good she was, how humble, quiet,  
smart, you'd beg me to kill you, that's  
how ashamed you'd be!

WILL

What did Gooch say, Pig?

(Cont'd.)

CONTINUED:

PIG  
(slapping Gooch)  
Gowon! Tell Mr. McClean!

GOOCH  
(absolutely miserable)  
I asked him if he got any pussy this summer!

PIG  
(slapping Gooch again)  
There! You heard it! He used that  
word in front of Theresa!

TRADD  
But that's not Theresa, Pig! It's  
a photograph of Theresa!

PIG  
You kiss a statue of the Virgin, you kiss  
the Mother of God herself!

Mark goes over to Gooch, cowering in the corner.

MARK  
Gooch, it's Mark, Gooch. Apologize to  
the photograph of Theresa and Mr. Pignetti'll  
let you go.

GOOCH  
(whining to the photo)  
I'm sorry, Theresa, I'm so sorry!

Again Pig hits Gooch: this time a rabbit punch.

GOOCH  
What did I do wrong...?!

PIG  
It's all I can do to keep from tearing  
your tongue out of your head!

MARK  
Call her Miss DeVito.

GOOCH  
I'm sorry, Miss DeVito!

And at that Gooch, swept up in remorse, begins planting wet  
kisses all over Theresa's photo. And Pig, on seeing this  
sacrilege, goes berserk!

(Cont'd.)

CONTINUED:

He HOWLS and begins moving towards Gooch, who cowers in terror. Will and Tradd jump on Pig's huge back.

WILL  
Run, Gooch! We can only hold him  
for a second!

And Gooch takes his cue and hightails it out of the room. Tradd and Will struggle on Pig's back like broncobusters on a dinosaur, as Mark tries to interpose himself between Pig and the door. Pig pays no attention to any of this.

PIG  
Know what I learned this summer, paisans?

WILL  
(panting)  
No.

PIG  
How to kill using only my thumbs.

TRADD  
Pig! You're an animal!

PIG  
Oink!

WILL  
Pig!

PIG  
Oink! Oink! Oink! Oink!

Will suddenly leaps off Pig and looks at his watch.

WILL  
Oh, shoot...

He races from the room with a vague wave and this brings the festivities to an abrupt, puzzled end...

EXT. SMITH AVENUE - DAY

The freshman class, the plebes, the knobs, are being formed up and drilled on this drive that runs before the barracks on one side of the parade ground. The fuzz-headed plebes are still new to military routine and the upperclassmen, charged with their training, the Cadre, are handling them roughly, screaming at them, trying to break the weak ones, trying to

(Cont'd.)

CONTINUED:

get all of them into proper military bearing.

Will and the Bear walk along rows of knobs, watching the spectacle. They pass a very fat, very unhappy knob, POTEETE, being viciously ragged by two members of the Cadre. The Bear pauses, his eyes elsewhere, looking for something -- Will watches the scene with some distaste.

1ST CADREMAN

You what?

POTEETE

I forgot --

2ND CADREMAN

You what!

POTEETE

Sir, I for -

1ST CADREMAN

What's the name of your company commander!

POTEETE

Sir, I for -

2ND CADREMAN

What!

Poteete is nearly in tears, obviously exhausted, confused -- the Cadremen lean close, sneering, hoping to send him over the brink. But Poteete is holding on, surviving...

Will and the Bear move on, Will obviously remembering this day in his own life, four years ago...

BEAR

Bring back memories, Bubba?

WILL

Things I've tried to forget.

BEAR

No surprise, considering the plebe you were.

WILL

No: no surprise.

The Bear is looking intently at the plebes, studying them, scrutinizing ...

(Cont'd.)

CONTINUED:

WILL  
(cont'd.)

What are you looking for?

BEAR

Proof that Indians fuck Buffalo.  
(then, seeing his target)  
There, over there ...

And Will follows the path of Bear's eyes to see a black -- in those days he would have been called a Negro -- standing to attention among the cadet recruits of Tango Company, a shock to Will in this lily-white setting. A real shock.

WILL

Jesus Christ, he showed up.

BEAR

History just came and kicked us where it hurts, Bubba. And there's the boot that's doing it.

WILL

(in amazement)

Jesus H. Christ.

BEAR

We held out as long as we could, Bubba, but the Goddamn Federal Funding caught up to us. So Mr. Pearce -- that's his name -- Mr. Pearce ain't here to fry chicken or mow the lawn.

(A beat)

He's joining the Long Grey Line.

WILL

Yeah! For about a minute and a half -- until the Corps finds out a...a...

BEAR

Pickaninny. Jigaboo. Coon. Why not plain old nigger? He'll hear 'em all and worse by tomorrow.

WILL

Bear, this is crazy. There's not one single cadet won't try and haul him out with the morning trash.

The Bear is looking at Will intently, and Will looks back, the wheels turning...

WILL  
(cont'd.)

What do you want with me?

CONTINUED:

BEAR

(lighting his cigar as he looks at Will)  
A little upperclass teat.

WILL

But you're Commandant of Cadets --  
it's your job to --

BEAR

It's not my job to play favorites.  
No...it has to be a Cadet that runs  
interference for Mr. Pearce.

WILL

Run interference against the whole Corps?

BEAR

If that's what it takes -

Will, panicking, looks hard at the Bear.

WILL

-- Bear, are you a racist?

The Bear gives him a hard look in return.

BEAR

Yeah, I'm a racist. I'd love to  
see Pearce move his black ass right  
out of here.

WILL

Then why not let him get pushed?

BEAR

Because from now on Pearce is one  
of my lambs. And all my lambs get  
an even break.

WILL

But why should I stick my neck out  
for a --

BEAR

-- Who looked after you when you  
were a screw-up knob?

WILL

Well, you did...!

BEAR

Who saw something in you besides  
arrogance? Who made you into a cadet?

(Cont'd.)

CONTINUED:

WILL  
Bear, you did, but --

The Bear turns the full weight of his powerful presence on Will...

BEAR  
Bubba...I'm calling my marker due.

INT. WILL'S DORMITORY ROOM - NIGHT

Will, looking lonely, unfairly burdened, enters his dorm room, sees Tradd and Mark tidying up their corners while Pig lifts enormous weights in his. Will sinks heavily onto his bed, and Tradd is the first to notice Will's dark mood.

TRADD  
Will! You missed supper!

MARK  
He was probably out sniffing the General's jockstrap, for inspiration.

PIG  
Or brown-nosing the Bear again. I swear to God that's shit on his nose.

But Will, vaguely peeved by the distraction, ignores his friends and lies silently on his bed.

MARK  
You hear about the nigger?

PIG  
They let him in -- I can't believe it! This is gonna be the greatest Hell Night on record.

TRADD  
They'll rip him to shreads.

Now all three notice that Will isn't joining in, that there's something bothering him. All activity stops.

MARK  
Will, what is it?

WILL  
Nothing.  
(lying with a smile)  
Really.

(Cont'd.)

CONTINUED:

MARK

What do you mean, nothing?

PIG

Will, you got a problem, you come to your paisans!

TRADD

There's nothing you can't come to us about!

PIG

You want me to hand somebody his head!?

And Will sees he'll have to talk to his friends whether he wants to or not.

WILL

You guys are great. It's just...let's talk about it after Hell Night, ok?

And with that Will falls silent. Tradd, Pig, and Mark exchange glances; they know the time has come for action.

MARK

Oh: the Silent Treatment, huh?!

TRADD

Won't talk to his roommates huh?!

WILL

Look, it's not that! It's just I --

PIG

-- Any paisan won't talk gets the Pignetti charge!

WILL

(getting really peeved now)  
Come on -

PIG

-- Followed by --

WILL

-- Look, guys --

PIG

Total dismemberment!

TRADD & MARK

Limb from limb!

(Cont'd.)

CONTINUED:

WILL  
 Will you guys get serious?  
 All I want is a few moments to  
 myself! Is that too much to  
 ask!? Is it? I'm just trying  
 to work out my own problems,  
 and what do I get? -- infantile  
 horseshit, that's what I get!  
 Well, most of the time I don't  
 mind, but there are other times,  
 of which this is one -- when a  
 guy deserves the right to be  
 alone! You hear that?! Alone!

TRADD  
 Pignetti, you take the  
 right flank!

PIG  
 Sir!

TRADD  
 Santoro, the left flank!

MARK  
 Yes, sir!

With Mark and Pig on his flanks Tradd charges Will, who's  
 instantly smothered in a dozen simultaneous wrestling holds:  
 a four-man pretzel, moving and writhing from Will's bed to  
 the floor until...

...the lights in the room flicker off-and-on-again and:

VOICES OUTSIDE  
 Lights out! Lights out! Lights out!

And with that -- like the well-trained cadets they are -- they  
 untangle and Tradd turns out the room lights.

And then, wordlessly -- an old ritual -- in the dark the four  
 roommates undress in swift, practiced motions, and soon we  
 SEE their silhouetted forms in the half-light slip into  
 their beds.

The room is quiet, though outside we STILL HEAR the  
 OCCASIONAL DISTANT OATH or "Lights out!" SHOUTED from  
 some distant barracks.

The silence holds in the dark until, rather gently

PIG  
 Hey! Will! Whenever you wanna  
 talk, ok?

WILL  
 Ok...It's good to see you guys.  
 Let's make it a good year.

TRADD  
 Same here.

PIG  
 Yeah.

There is a pause then, seriously:

(Cont'd.)

CONTINUED:

MARK  
Pig?

PIG  
Yeah?

MARK  
I was just wondering...

PIG  
What?

MARK  
You get any pussy this summer?  
Any pocntang -

PIG  
(bellowing)  
Aaaahhh!

In the dark we can just make out Pig leaping up and turning Mark's bed upside down, as easy as flipping a coin. And all the roommates LAUGH wildly.

INT. MEMORIAL CHAPEL - DAY

The entire Corps of upperclassmen is in place as the six hundred knobs file into pews at the front of the church, where they form a sea of shaved heads, blank or weary stares.

The upperclassmen look them over with ill-disguised and more than slightly sadistic anticipation.

We SEE Pearce square in the center of this ocean of white faces. We also SEE Poteete, nervously, unconsciously digging wax out of his ear with a pen.

Last to enter the Chapel is GENERAL BENTLEY DURRELL -- who walks solemnly up the aisle to the pulpit...a dashing, stern-visaged officer in his late fifties, the President of the Institute and its supreme commander.

DURRELL  
Gentlemen. Members of the faculty.  
Members of the Honor Court.

WE SEE these seated behind Durrell, in the choir stalls.

(Cont'd)

CONTINUED:

ANGLE - DURRELL

DURRELL  
(cont'd.)

The Insitute's Code of Honor is a simple one: a cadet will not lie, cheat or steal, nor tolerate those who do. It is simple but it is stern. There are no second chances here. One is either an honorable man or one is not. The Institute does not forgive.

Not all the upperclassmen are listening to the General's speech, despite his freezing eye and steel mantle of authority. Some SPEAK IN WHISPERS as they stake out the knobs in front of them.

BEEFY THIRD YEAR MAN  
I get the knob with the zits.

THIN SECOND YEAR MAN  
I bet you ~~ten~~ I run that fat punk out by tomorrow.

WE SEE he's talking about Poteete, who is vaguely becoming aware of the ill-will focussing on himself.

DURRELL  
(cont'd.)

Today you are alone -- leaving home for the first time. But I promise you this: the Institute will not strip you of your individuality. It will enhance it. In June you will be cadets. Four Junes from now you will be Institute Men. You will wear the ring.

And as he displays his Institute ring to the knobs WE SEE their apprehensive reactions. Poteete stops digging in his ear with the pen -- indeed there is hardly a face in that mass of knobs whose eyes are not riveted upon the General's ring. And no one of them watches it with more determined resolution than the knob we focus on now: Pearce.

But suddenly Pearce becomes aware of the many eyes trained on him. He turns to see a particular group of FOURTH YEARMEN pointing him out.

BRASELTON  
He's here. I told you Pearce'd be here.

(Cont'd.)

CONTINUED:

GILBREATH

He's not gonna be here long.

BRASELTON

You sure that's a nigger or just a piece of shit in a shirt?

ALEXANDER

That's nigger meat. I can smell it from here.

Will, just a few seats away, overhears this whispered talk. ALEXANDER, a ramrod-straight, perfect-looking cadet, is their obvious leader. Though he speaks with a Northern accent he's clearly determined to outdo the racism of his Southern peers. Will is disturbed by their talk but then his attention is drawn back to the front of the chapel.

DURRELL

Your first year here will be hard. It was hard when I was a knob. It will be hard a hundred years from now. But the rigors of this system produce a superior breed of man, an Institute Man, a Whole Man -- something this country needs more than ever.

But back among the upperclassmen the staking out continues.

PIMPLY SECOND YEARMAN

I get the skinny little jerk.

TALL FOURTH YEARMAN

I call dibs on the faggy one in the fourth row.

ALEXANDER

I'll settle for the nigger. That's all mine.

Will reacts to Alexander's staking out of Pearce for personal attention. Alexander catches Pearce's eye and gives him a cobra smile. Pearce sees the smile but doesn't scare -- if anything he grows more arrogant at having seen the enemy.

DURRELL

Because America is fat. America is fat, sloppy and immoral. We need men of iron to set her on the right path again. We need Institute Men, the men you are not now but -- for those of you who have the courage to remain -- the men you will become.

(Cont'd.)

CONTINUED:

WILL  
 (sarcastically, to Tradd,  
 gesturing at the General)  
 Somebody ought to wipe the bullshit  
 off his chin.

ALEXANDER  
 McClean, you douchebag -- shut the  
 fuck up!

PIG  
 You shut up, Alexander! Or I'll  
 hand you your head!

Alexander glares at Pig, backed up by Mark, and turns away like the bully he is: he knows when he's outgunned. But Will's attention has already shifted from Alexander back to Pearce. Pearce looks like one tough knob. And he better be.

EXT. MEMORIAL CHAPEL - DAY

The upperclassmen have filed out and away and now the knobs emerge, whereupon they are directed off to their various companies forming around guidons out on the parade ground, under the supervision of the Cadremen.

Occasionally a knob is singled out for some infraction regarding his uniform or his bearing and then sent on his way. Pearce is one of these, but he is not sent on his way -- he stands in the middle of the Avenue of Remembrance as more and more Cadremen form around him YELLING. And the other knobs, looking neither left nor right, continue moving off to the parade ground, where intact companies are already practicing drill. Pearce is like a rock dividing an endless stream of knobs, diverting them into several channels.

And one upperclassman watches Pearce's isolation from the shadows of the chapel's side -- Will, undoubtedly contemplating the dubious virtues of lost causes.

And there is someone watching Will -- though Will doesn't notice it until he speaks:

BEAR  
 Bubba...

Will turns around with a start...

(Cont'd.)

CONTINUED:

BEAR

(cont'd.)

Tuck him in at night. Burp him  
in the morning

(a beat)

That's an order.

Will looks at Bear hopelessly, but the Bear doesn't give  
an inch.

EXT. BEAST BARRACKS COURTYARD - NIGHT

All the knobs from Romeo Company's battalion are assembled  
in the great checkerboard courtyard under the glare of  
harsh floodlamps. ~~Two~~ Cadremen form them into ranks with  
low, curt commands. The Knobs all wear gym shorts and t-shirts  
and they all look especially worried -- there is some awful  
tension in the air. When the ranks are in order the Cadremen  
depart, the floodlamps go out and with them every single light  
in the barracks -- one upperclassman even unscrews the light-  
bulb by the Coke machine. In the upper galleries we can  
make out shapes in the dark, cadets forming up around the  
balconies -- four of these shapes we now SEE are Will and his  
three roommates, who stand together peering down into the  
courtyard. Pig is beaming.

PIG

Jesus, I love Hell Night.

Will looks at him, vaguely disappointed.

WILL

(seriously)

Why?

PIG

I don't know. I guess I'm just  
sentimental.

There is a long silence - the knobs still standing breath-  
lessly at attention. SOUND OF A HARMONICA PLAYING "Home,  
Sweet Home". And then a VOICE states, in a business-like tone:

VOICE (OS)

Gentlemen, the Fourth Year System  
is now in effect.

And suddenly there is a rumbling, growing louder and louder --  
the SOUND of scores of FEET POUNDING THE FLOORS of the  
galleries and stairways as the floodlights go on and all the  
upperclassmen of the battalion race SCREAMING wildly down  
to the knobs and surround them, SHOUTING commands and obscenities.

CONTINUED:

Will hangs back by the stairwell entrance in the courtyard and watches his friends go berserk. His eyes drift up to the first gallery over the salleyport where the General and the Bear survey the scene. The Bear is looking for someone in the crowd -- Will...and when he sees him he gives him a stern, admonitory stare. Will moves closer to the knobs, looking for Pearce.

Suddenly the lights go out again -- a flashlight beam shoots out of the dark in front of the knobs and lands on the face of Macabee, who's obviously standing on a chair. The courtyard falls silent.

MACABBEE

I am First Sergeant Macabee! It is my unpleasant duty to turn this pile of maggot sperm into men. Look up, scum!

The knobs look up towards the sky.

MACABBEE

(cont'd.)

This is your new Bible: the Rules of the Institute! And this is what Macabee thinks of your old Bible!

He holds up a leather-bound Bible and flings it to the courtyard floor -- the flashlight beam follows it, and we SEE a figure pour gasoline on it and light it -- and the burning Bible casts long, eery shadows across the faces of the knobs. Then, when the Bible is nothing but cinders...

...the floodlights go on again and the SCREAMING recommences: EVERY OBSCENITY EVER INVENTED is hurled at the knobs -- they are ordered to perform endless pushups, ordered to run in place with knees rising waist-high, ordered to run double-time laps around the galleries, up and down the stairs.

"Shoulders back, abortion!" "Rack it in, asswipe!"  
 "I'm gonna kill you, douchebag!" Grind your fucking chin in!"  
 "I'm gonna rip your fucking balls off!" "You're mine, toilet breath -- you've just been branded!" The COMMANDS TUMBLE OUT SO FAST AND LOUD that the knobs reel back as though from physical blows.

And only Will stands back from this verbal carnage. He looks up to the General and the Bear watching it from their gallery perch: unmoved and unmoving.

INT. GALLERY - NIGHT

Later, two upperclassmen stand at the corner of the gallery as two human wrecks, utterly exhausted knobs, run towards them.

1ST UPPERCLASSMAN  
Faster; fucksticks -- faster!

The knobs try, but it's impossible. Then, as they come even with the upperclassmen:

2ND UPPERCLASSMAN  
Again!

And the knobs round the corner for another lap...

INT. COURTYARD - NIGHT

And Will wanders around the courtyard below looking for someone. Only about a third of the knobs are still here, doing pushups, but WE can HEAR SCREAMS and YELLING coming from all parts of the barracks. Finally Will grabs Mark's arm -- interrupting a private hazing session.

WILL  
Where's Pearce?

But Mark only LAUGHS and shrugs: find your own victims...

INT. DARKNESS - NIGHT

Utter black, but we can hear strained BREATHING and SHOWERS RUNNING in the dark. Suddenly a VOICE splits the night:

VOICE  
Sweat, you fucking cunts! Sweat!

And two blinding flashlight beams come on, shining directly, maddeningly, into the CAMERA'S eye...

And a REVERSE ANGLE shows what they are pointed at -- fifty knobs in their regulation rain capes stuffed like sardines into a shower room whose nozzles are all spewing out hot water and steam. The beams play over the wet, wild faces of the knobs -- Pearce's in the center of them. And now we see that Pearce has noticed that the knob next to him, Poteete, has fainted. Only the pressure of other bodies keeps him upright. And Pearce is worried -- a terrible inner struggle is visible on his face. Finally he grits his teeth and hauls Poteete out

(Cont'd.)

CONTINUED:

through the mass of sweating knobs.

VOICE (OS)  
Freeze, nigger! Don't take another  
God damn step!

But Pearce keeps coming -- he drags Poteete, now reviving, out into the dim light and fresh air of the gallery, where Alexander, the owner of the voice, Braselton and Gilbreath are waiting for him.

ALEXANDER  
What the fuck do you think you're doing!

PEARCE  
He's gonna die.

ALEXANDER  
What!

PEARCE  
He's gonna die -- sir!

Alexander looks Pearce up and down and a thin smile creeps across his face.

ALEXANDER  
He's not gonna die, Mister Pearce.  
He's gonna be fine...

INT. DORM ROOM - NIGHT

ANGLE on the razor point of a gleaming dress-sword poised just below the crotch of someone we can't see -- until we PULL BACK TO REVEAL that the someone is Pearce, hanging desperately from a sprinkler pipe near the ceiling as Alexander props the sword where it will do the most harm if Pearce slips...which he's about to do any moment now -- his eyes are wide with terror as his sweating palms slide on the pipe and the veins in his neck threaten to pop.

Alexander, Braselton, and Gilbreath, looking on, are sadistically amused by Pearce's doomed efforts. But the expression on Alexander's face changes as he happens to glance towards the door of the room...

...where Will stands, glaring at Alexander - knowing he must do something, but afraid to make the move.

(Cont'd.)

CONTINUED:

Alexander locks eyes with Will, daring him to challenge this ritual hazing - and it seems that Will is going to back down when Alexander suddenly removes the sword and stands up...

And Will now turns to see what Alexander has seen: The Bear, standing behind Will in the doorway.

BEAR

You know the rules, Alexander. You have any fun you want. But you touch one hair on any of my lambs, and you pay the Bear.

ALEXANDER

Yes, sir.

Alexander sheathes his sword smartly, then:

ALEXANDER

(cont'd.)

All right, Pearce...Chin ups.  
Move it!

Pearce tries, with all the energy left in his aching arms, but it's not enough -- he can't raise himself more than a few inches.

Alexander looks smugly back to the door, for the Bear's approval -- but the Bear has disappeared, and so has Will...

INT. GALLERY - NIGHT

BEAR

(to Will)

Bubba...Don't make me do your job again.

INT. BEAST BARRACKS - NIGHT

Later still, Will walks down the barracks galleries, keeping an eye on Pearce, who's now running in place down in the courtyard. The madness of the night is growing, gaining its own momentum. SHOUTING IS EVERYWHERE but the real mayhem is reserved for the knobs' rooms. Will walks past several, casually glancing in. In one room a knob is on his knees, crying hysterically before some gleeful cadets.

(Cont'd.)

CONTINUED:

In another two knobs wrestle while cadets lay bets on who'll win. The knobs are exhausted but they don't dare stop.

In a third room ten knobs do pushups while cadets SCREAM at them -- and Will notices that one of the screaming cadets is Tradd. Will shakes his head: even Tradd....

Will walks past it all: he's seen it a hundred times before -- and he notices the General and the Bear making their rounds with aloof disdain. The General eyes Will curiously before moving on.

But then, as Will continues:

                                  PIG (OS)  
                                  (hysterical)  
                                  Get up, Poteete, you shit! Get  
                                  up! Get up!

Something in Pig's VOICE makes Will hurry towards it, running...

INT. POTEETE'S ROOM - NIGHT

...into Poteete's room. Poteete is on his bed, nearly comatose, while Pig, worked into an insane state, hovers madly above him.

                                  PIG  
                                  (cont'd.)  
                                  Get up! Get up you fat fucker...!

                                  WILL  
                                  Stop it, Pig! Pig! Stop it!

                                  PIG  
                                  (not hearing Will)  
                                  Get up, I said! Get up! Get up!

                                  WILL  
                                  It's me, Pig! It's Will! Will!

Pig finally stops and comes to his senses. The glaze is his eyes begins to clear, his breathing calms.

                                  PIG  
                                  Sorry, paisan. Didn't know who you  
                                  were for a second there.

                                  WILL  
                                  Pig, I'll take care of Poteete.

(Cont'd.)

CONTINUED:

When Pig doesn't react:

WILL  
(cont'd.)  
I'll handle Poteete.

Pig finally registers, nods his head and leaves the room. Will goes to Poteete's sink, wets a washcloth and wipes the shaking knob's face. Poteete is still in shock but the cloth brings him partway to his senses.

POTEETE  
People...I swear!...people  
like me...I was voted most popular  
in my high school class...I was...  
(then, seeing where he is)  
They can't make me leave! They can't!  
I don't care what they do to me! They  
can't make me leave! They can't!

Poteete is just about to break down completely.

WILL  
Poteete, whatever you do, don't cry.  
They'll run you out if you cry.  
Or piss your pants.

POTEETE  
I've never pissed my pants!

WILL  
Neither had my friend Bobby Bentley,  
'til Hell Night. Then he couldn't  
stop pissing his pants.

Poteete LAUGHS, recovering a bit.

WILL  
(cont'd.)  
And they ran him out. Just like  
they'll run you out -- if you cry.

POTEETE  
I won't cry!

But suddenly, during a lull in the SCREAMING outside, a terrible noise rings out, a GHOSTLY, INHUMAN VOICE KEENING MADLY, over and over again...

EXT. DURRELL HALL ROOFTOP - NIGHT

ANGLE - PIG

...alone and magnificent SCREAMING his head off like a banshee gone mad. His VOICE SOUNDS over the parade ground, drowning out everything else.

EXT. BEAST BARRACKS - NIGHT

Will, Tradd, and Mark come out of the salleyport, moving with other cadets and knobs towards the SOUND of Pig's ceaseless YELLING. Everyone seems slightly scared of it...

WILL

You think just once he'd forget.

TRADD

Remember: he only needs one volunteer.

MARK

(grimly)

If we went through it...

(nodding to the knobs)

...then they go through it.

EXT. DURRELL HALL ROOFTOP - NIGHT

Pig stands with the assembled knobs on the roof. Twenty feet away, on the roof of the adjoining building, stand the cadets and the Bear and General Durrell. Pig looks across the ten-foot chasm to Macabbee, who gives the go-ahead sign. Pig then turns to the knobs.

PIG

All right, wormturds: watch.

And with that Pig leaps up to the first rampart on the crenelated corner of the roof and looks down from his perch like an angry god of vengeance.

PIG

(cont'd.)

Watch it good.

Pig begins slowly, hopping from rampart to rampart, moving with incredible grace and growing speed as he nears the edge of the building -- and doesn't stop...He flies across the ten-foot chasm and lands safely on the far roof. A magnificent feat.

Pig pauses for a moment and then addresses the assembled knobs now standing alone on the other roof.

(Cont'd.)

CONTINUED:

PIG  
(cont'd.)

All right: one. All I  
need is one.

Pearce stands alongside Poteete as the knobs around them  
gape in fear.

POTEETE  
(in a whisper)  
He's gotta be crazy.

PIG  
(shouting violently)  
I said who goes??!!

And his eyes land on Poteete, who begins trembling uncon-  
trollably at the thought of making that jump.

Will looks at Tradd and Mark, the Bear and General Durrell --  
but no one is going to make a move to stop this.

PIG  
(cont'd.)  
If one of you turds isn't across in  
one minute, this Hell Night's going  
on forever...

And again the knobs look amongst each other, searching  
for their salvation.

Poteete gulps and swallows nervously, looking as though he's  
about to throw up...

And it's just when it seems that no one will volunteer that...  
MACKINNON, a sinewy knob, steps forward.

MACKINNON  
I'll do it, sir.

And swallowing his fear, Mackinnon starts for the first  
rampart, when:

ALEXANDER  
Stand in line!

Mackinnon looks across the chasm to Alexander.

MACKINNON  
Sir!

And he moves quickly back in line.

(Cont'd.)

CONTINUED:

ALEXANDER  
Let the nigger try.

A hush. All eyes fall on Pearce. And several cadets like the idea:

SEVERAL CADETS  
Yeah! Let him try!  
(etc., etc.)

Will looks desperately towards the Bear, but the Bear glances at Will and shakes his head: this isn't the time or place to interfere. And so Will watches as more and more cadets take up the call.

MANY CADETS  
Go on! Jump! Jump!  
(etc., etc.)

...and the shouting grows steadily until Alexander steps up to the edge of the roof and stares at Pearce across the gap -- everyone falls silent...

ALEXANDER  
Come on, Pearce -- you scared?

PEARCE  
Sir, no, sir!

ALEXANDER  
Then prove it.

Pearce walks deliberately to the first rampart. A closer view of the leap he has to make almost breaks his resolve but every eye is on him now -- he won't back down. He begins the run from rampart to rampart -- slower than Pig but with more power -- and then he leaps...and makes it -- just barely.

There is total dead silence, until Pig goes over and helps Pearce to his feet, and the knobs let out a collective SIGH of relief...none more heartfelt than Poteete's.

And Alexander stares at Pearce with genuine hatred in his eyes -- the vengeful stare of someone bested but hardly beaten. He moves over to Pearce and whispers in his ear, so that nobody else can hear:

ALEXANDER  
(cont'd)  
I got you for nine months, boy.  
Every fucking night for nine fucking  
months -- Pearce!

INT. POTEETE AND PEARCE'S ROOM - NIGHT

The knobs have finally been allowed into their bunks -- the rooftop was the climax of Hell Night...but a few industrious upperclassmen are making the rounds of all the knobs' rooms, banging on the doors with tin cups and shouting:

CADETS (OS)

Morning mess formation in two hours --  
we want everybody sleeping soundly.  
Morning mess formation, two hours --  
get some sleep in there!

And Pearce, still high from his triumph, can't help smiling. But Poteete is WHIMPERING from his bunk.

PEARCE

Shut up, Poteete. Shut up.  
You're ok.

POTEETE

I'm ok?

PEARCE

Shut up. Go to sleep.

There is a long silence. The CRIES cease outside -- the tension of the night subsides in one great collective exhaustion...

...when suddenly in the dark the door of the room is flung open and several figures, entirely unrecognizable in the gloom, burst in and two of them pin Pearce to his bed...

...but more figures attack Poteete, stifle his cries, haul him out the door, as the two figures holding Pearce manhandle him into his locker and prop a chair against it.

EXT. GALLERY - NIGHT

ANGLE - POTEETE'S FACE

as a large white blindfold is secured in place.

INT. STAIRWELL - NIGHT

ANGLE - POTEETE'S FACE

as we sense he is being hauled up endless stairs...

EXT. BARRACKS - NIGHT

ANGLE - POTEETE'S FEET

as they are directed up a small step to a kind of ledge...

ANGLE - POTEETE'S FACE

as the blindfold is removed and Poteete stares wildly ahead into space...

1ST UNRECOGNIZABLE VOICE

Mister! Look down!

Poteete looks down, to see:

ANGLE - THE FLOOR OF THE COURTYARD

SEEN from the ledge where Poteete is standing, a four story drop straight down.

ANGLE - POTEETE

As the full horror of his predicament hits him and he reels, almost stumbles...

1ST UNRECOGNIZABLE VOICE (OS)

Pop to, Mister!

And Poteete responds almost unconsciously to the familiar command -- he straightens...but we SEE him begin to sway ever so slightly.

POTEETE

(gagging) ...

Ah...ah...

1ST UNRECOGNIZABLE VOICE (OS)  
(softly)

Silence!

There is a long, excruciating silence, as awful as fingernails screeching on slate...

2ND UNRECOGNIZABLE VOICE (OS)

Do you know who's standing behind you?

POTEETE

No, s --

1ST UNRECOGNIZABLE VOICE (OS)

The ten is standing behind you.

(Cont'd.)

CONTINUED:

POTEETE

Sir -

3RD UNRECOGNIZABLE VOICE (OS)  
You'd be better off stepping forward than  
stepping back in the hands of the ten.

2ND UNRECOGNIZABLE VOICE (OS)  
You face the ten and you're goin' on the  
ride. You're going down the hole.

1ST UNRECOGNIZABLE VOICE (OS)  
Mister!

Poteete starts, almost falls, recovers. The look on his  
face is beyond terror -- dangerously close to madness...

1ST UNRECOGNIZABLE VOICE (OS)  
Don't move. Don't turn around.  
Believe us. Believe the ten.

There is the SOUND of SHUFFLING FEET behind Poteete. He  
doesn't move.

EXT. COURTYARD - DAY

Just dawn, and reveille SOUNDS through the halls of the  
barracks for morning mess formation -- the knobs, still  
exhausted but surprised and relieved to be alive, race  
out to the courtyard to be formed up for inspection.

A few knobs glance upwards, nudge nearby knobs -- and soon  
the whole courtyard is looking up, towards the roof of the  
barracks...and the upperclassmen follow their eyes to SEE:

Poteete -- standing as immobile as a statue on the edge of  
the roof above the courtyard. If he weren't so fat, and if  
the sight of him up there alone weren't so improbable,  
Poteete might almost seem a heroic figure.

Will, Tradd, Mark and Pig are among the upperclassmen  
who watch him -- Macabee is particularly infuriated  
by the sight:

MACABBEE

Poteete!

But Poteete doesn't move a muscle. Will is the first to

(Cont'd.)

CONTINUED:

realize that something is terribly wrong with Poteete.  
He races to the barracks stairwell...

EXT. BARRACKS ROOF - DAY

Will runs out onto the roof.

WILL  
Poteete, get down from there.

POTEETE  
I can't, sir.

WILL  
Why not?

POTEETE  
The ten is behind me.

WILL  
There's nobody behind you but me.

POTEETE  
I don't want to face the ten. If I  
face the ten I'm going on the ride.

WILL  
What?

POTEETE  
I'm going down the hole.

WILL  
Who told you that?

POTEETE  
(his voice breaking)  
But, sir...

WILL  
(edging towards him)  
Poteete...

POTEETE  
(undone)  
I'm tired, sir...

And Poteete nearly collapses as Will grabs him and drags him  
kicking away from the roof's edge.

(Cont'd.)

CONTINUED:

WILL

Come on, you're going to the cooler -  
 (on Poteete's terrified  
 reaction)  
 The Infirmary. You're gonna get some sleep.

INT. WILL'S DORMITORY ROOM - DAY

MARK

(nearly shouting at Will)  
 What do you mean? Come on, what  
 do you mean?

WILL

I mean the Bear's ordered me to look  
 out for Pearce, and that's what I'm  
 gonna do.

A deathly silence from the room -- Mark, Pig, and Tradd  
 exchange glances.

WILL

(cont'd.)  
 Well, what do you want me to do?  
 Just give him some shark repellent?

PIG

The system ain't a shark. The system  
 works.

WILL

Yeah, it works. Look what it did  
 to Poteete.

PIG

Some people don't belong here.

WILL searches their faces for some glimmer of support...

WILL

Mark?

MARK

I don't want us to fight over the system.

TRADD

No, let's fight about it, if that's  
 what he wants. Ok, Will -- you're  
 against the system. You're against  
 patriotism...we all know what you're  
 against. Now tell us what you're for.

(Cont'd.)

CONTINUED:

Will stops -- he has to think about that one; but finally:

WILL  
Us. In this room.  
(and the bombshell)  
And Pearce.

MARK  
(incredulous)  
Why?

TRADD  
He doesn't belong here. He's  
not part of us.

PIG  
(hurt and baffled)  
Why the hell are you doing this?

Again Will stops -- all eyes are on him...

WILL  
How about because it's right?

TRADD  
(after a beat)  
Wait a minute -- I've got it. I  
understand now. Will is a candidate  
for Sainthood!

MARK  
That's it! We gotta tell the Pope!

PIG  
(reverently)  
Saint Will...Protector of Niggers  
and All Other Forms of Alligator Bait!

TRADD  
Forgive us, Will, for we have sinned!

Mark falls to his knees in religious ecstasy.

MARK  
Pray for us now and in the hour of  
our death!

Tradd and Pig fall to their knees as well and all bow to  
Saint Will.

(Cont'd.)

CONTINUED:

PIG

Please, Saint Will -- let me pass  
biology!

TRADD

Make us nice to niggers!

MARK

Intercede for us, Will -- we're  
just the dirt on your shoes!

Will is embarrassed & pissed off by this mockery but the  
guys won't let up; they keep bowing, trying to kiss his  
feet -- and only Will NOTICES now that the Bear is watching  
the scene from the doorway. Then one by one his roommates  
SEE the Bear and leave off their reverences, except for:

PIG

So good. So clean. So right. Kick  
me in the teeth, Saint Will -- I deserve it!

And now Pig realizes that this is the last voice -- he turns  
to see the Bear as well. The Bear's expression never changes,  
and without a word he stabs his cigar at Will.

BEAR

The General wants to see you.

WILL

Durrell! I don't even have any  
demerits yet!

BEAR

The great man waiteth, Bubba.

INT. DURRELL'S OFFICE, OUTSIDE DOOR - DAY

Will nervously combs back his hair and straightens his  
tie before KNOCKING on the General's door.

DURRELL (OS)

(from inside)

Enter.

INT. DURRELL'S OFFICE - DAY

The General is standing at the window, his back to the room,  
as Will enters, marches to the center of the floor and snaps  
to attention. Will CLEARS HIS THROAT, but still the General  
doesn't move.

(Cont'd.)

CONTINUED:

Will, waiting, darts his eyes around the walls of the office, covered with citations, photographs, awards...all the memorabilia of a heroic career. And Will's getting caught up in his self-conducted tour when:

DURRELL

I've called you here because I noticed you didn't participate in Hell Night.

WILL

No, sir, I didn't.

DURRELL

Why?

WILL

Well, sir, I guess...well, I didn't like it when it was done to me; I didn't want to do it to anyone else.

The General, his back still turned to Will, picks up a manila folder and begins to read it.

DURRELL

Your record states you came to the Institute at the request of your dying father.

WILL

Yes, sir. He thought, well, he thought it would make a man of me.

DURRELL

And yet your behavior as a knob was rather childish: insubordination... petty rebellion...

WILL

Yes, sir. If it hadn't been for the Bea -- I mean, Colonel Berrineau, I would have dropped out.

DURRELL

Well, here's hoping you meet up to Colonel Berrineau's expectations, as well as those of your father. But most of all, I pray you meet up to my expectations.

WILL

Sir?

(Cont'd.)

CONTINUED:

And at last Durrell turns and looks Will up and down. His look is not foreboding, his manner not so regal as Will might have expected. In fact, he seems downright friendly.

DURRELL

Will...it is Will?...How do you think I feel about Hell Night?

WILL

Well, sir, I don't know...I -

DURRELL

I hate it.

WILL

Sir? -

DURRELL

I hate inflicting cruelty. I'm a soldier, not a sadist...Will, the purpose of the Institute is to produce the Whole Man. And for that, every plebe must be tested, pushed to his limit, placed under stress that will break all but the best. You passed the test, and so has every cadet who ever graduated from here -- including my son.

And Durrell's eyes stray to a picture on his desk of his son in the uniform of an Army Captain. Then, turning back to Will:

DURRELL

(cont'd.)

The system works, Will. It's hard but it's fair.

WILL

I know, sir. It's just...

DURRELL

Go on.

WILL

Sir, will it work for Pearce?

Durrell looks sharply at Will.

DURRELL

What's your interest in Mister Pearce?

WILL

(covering up)

Well...the whole school's interested in Pearce, sir.

CONTINUED:

DURRELL

(growing reflective)

I've been in combat, Will -- the real thing. I've seen heroism...But I've never seen more courage than Mister Pearce displayed in walking through these gates.

And Durrell slips off into some personal reverie, sadness playing across his face, until he drags himself back to Will:

DURRELL

(cont'd.)

Yes, Will the system will work, even for Mister Pearce. I promise you.

WILL

(dubiously)

Yes, sir.

DURRELL

But for it to work, it needs your active participation.

WILL

Even for hazing knobs, sir?

DURRELL

Yes, even there.

(a genuine plea)

The Institute is asking your help, Will. So is your country. And so am I.

EXT. PARADE GROUND - DAY

After the meeting, Will and the Bear fall into step along the edge of the parade ground.

WILL

Bear, what's "the ten"?

BEAR

The what?

WILL

The ten.

A look of fond memory seems to steal across the Bear's face.

(Cont'd.)

CONTINUED:

BEAR

That's a funny question, Bubba.

WILL

Why?

BEAR

You know what the rack monster is?

WILL

(with a facetious formality)

Sir, the rack monster is a mysterious force which compels cadets to continue sleeping when their presence is required on official duties, sir!

BEAR

Excuse me, I forgot about your intimate acquaintance with the beast.

WILL

He singled me out for special attention at an early date, sir.

BEAR

Well, when I was a cadet here, back before the beginning of time --

WILL

(completing a familiar litany)

When dinosaurs ruled the earth...

BEAR

That's right...They used to tell us: the Cadre sleeps, the Corps of Cadets sleeps, even the General sleeps -- but the Ten don't never sleep. The Ten sees everything, and the Ten'll get you if you don't watch out. Like the boogey man, Bubba, like ghosts and avengin' angels.

(laughs)

I knowed a recruit who took a shit with his chin racked in and his back straight --  
(imitates the strain of it)

Just in case the Ten was watching him crap.

Will can't help LAUGHING with the Bear, but he returns quickly to business...

WILL

Why is it a funny question, Bear?

(Cont'd.)

CONTINUED:

BEAR

Just haven't heard it for awhile, I guess -- not since I was a knob, maybe. You hear it?

WILL

Yeah.

BEAR

Somebody knows his history, Bubba. Or I guess everything comes back around, soon or later. Don't you know, Bubba? Nothing ever changes around here.

WILL

No, sir.

BEAR

And that's the way I like it.

WILL

Except for Pearce, sir.

The Bear stares him down.

BEAR

Except for Pearce.

WILL

And what's the hole?

Looks of surprise, nostalgia and wariness pass successively across the Bear's craggy face.

BEAR

The hole is where the Ten'd take you if you crossed the Institute in thought, word or deed -- even in your dreams...into the bowels of the earth, into hellfire, and even if you come out alive you'd wish you was dead.

The Bear's eyes are lively with irony as he stares at Will.

WILL

Was the hole a real place?

The Bear thinks about it for a moment...

(Cont'd.)

CONTINUED:

BEAR  
Is Hell a real place?

WILL  
I don't know, Bear.

BEAR  
I don't, either, Bubba -- but I  
sure as hell don't wanna go there.  
(a pause)  
You know what I mean?

WILL  
I think so, Bear. I think so.

The Bear flicks his head, dismissing Will, and stalks away.

But at that moment Will NOTICES a great number of cadets  
gathering oddly in front of Durrell Hall -- and then Tradd  
is beside him, breathless...

WILL  
(cont'd.)  
Tradd! What's up?

TRADD  
Poteete!

And Tradd runs on. Will follows at a dead sprint.

EXT. DURRELL HALL - DAY

The eyes of the crowd are on the roof as Will and Tradd  
arrive -- Poteete is up there, in a hospital gown and wearing  
his big black dress shoes, standing on the first rampart  
from which Pig and Pearce began their jumps. Will sizes  
things up and starts to run inside.

TRADD  
Will! Don't!

Will ignores Tradd and continues inside.

EXT. DURRELL HALL ROOF - DAY

A small knot of cadets waits at the far end of the roof,  
afraid to get closer in case Poteete is spooked. No one  
seems to know what to do. Will moves out slowly from the  
crowd, towards Poteete, until...

(Cont'd.)

CONTINUED:

POTEETE

Don't come any closer, McClean.  
You tricked me once, but you're  
not gonna trick me again.

WILL

Listen -

POTEETE

If I do this, they'll leave me alone.

WILL

Who?

POTEETE

They'll let me be a cadet, and wear  
the ring...

WILL

Who!? Who, Poteete!

But Poteete isn't listening anymore. He's on a sort of  
personal citadel, and can't be touched. He takes one  
deep breath and runs...

...faster than we might have thought possible, leaping  
from rampart to rampart, and reaches the edge of the roof...

...and jumps, sails through the air...

...and actually touches the roof on the far side -- comes  
so close to making it that when he falls, four stories  
straight down, onto the pavement below, we almost can't  
believe it...

EXT. PARADE GROUND - DAY

Later, cadets gather around as six cadets load Poteete's  
corpse into an ambulance. And one cadet seems particularly  
affected by the sight of Poteete's body -- Macabbee, the  
guilt in his eyes as plain as Poteete's blood.

Poteete's father turns to General Durrell, naked embarrassment  
in his face as he accepts the General's condolences, shakes  
his hand and gets in his car.

Pearce watches the ambulance drive away, so does Will -- they  
lock eyes, and Will breaks away from Tradd, Mark, and Pig,  
comes up to Pearce.

(Cont'd.)

CONTINUED:

WILL  
Pop to, Mr. Pearce!

Pearce pops to attention, a little galled that Will would accost him at this moment.

WILL  
(cont'd.)  
About face, Pearce. March.

And Pearce marches away from the crowd as Will paces him. When they're out of earshot:

WILL  
(cont'd.)  
Who took Poteete up to the roof  
on Hell Night?

Pearce stares at Will, surprised by the question -- even more surprised by the human tone of ~~Will's~~ voice.

PEARCE  
I don't know, sir. It was dark --  
I couldn't see. They didn't speak.  
They shut me in a locker...

Will looks Pearce over disdainfully.

WILL  
You got great taste in colleges, Pearce.  
Heinrich Himmler your guidance counselor?  
(before Pearce can answer)  
Get your fucking knees up -- this high.

And Will holds his arm out waist high. From a distance he might be any cadet hazing a knob.

WILL  
(cont'd.)  
Why don't you get out, Pearce?  
That's what everyone wants.

PEARCE  
Don't worry about me, sir.

WILL  
You dumb fuck...

PEARCE  
(running faster and faster in place,  
aggressively, insolently)  
They won't run me out. Sir!

(Cont'd.)

CONTINUED:

WILL

Listen, if anyone tries, I want to know about it -- you come to me, just me. You understand?

PEARCE

Sir?

WILL

If anything happens, anything weird -- anything -- you tell me. This is the last time we're gonna talk, but if you've got anything to say, you leave a note in the library, in Decline of the West by Oswald Spengler. The book hasn't been checked out in the history of the Institute. Now get down and do some push-ups to impress the white trash --

A few cadets have drifted close to Will and Pearce...

WILL

(cont'd.)

-- and welcome to the most miserable year of your life.

Pearce falls to the ground and begins push-ups.

PEARCE

Sir?

WILL

What?

PEARCE

Why help me?

WILL

I'm president of a new club on campus. We call ourselves the Nigger Lovers.

EXT. THE ST. CROIX MANSION - DAY

Twilight. Will and Tradd, deep in thought, sit on the veranda watching shadows creep through the live oaks along the Battery, the light fading over the harbor. A breeze plays among the palmettos by the porch rails.

(Cont'd.)

CONTINUED:

Abigail comes out to them with iced tea on a tray -- she looks worried, wants to say something to them, but decides not to interrupt whatever private communion is going on. She sets the tray down and goes back in the house.

INT. THE FOYER - DAY

And she pauses by the door of Commerce's TV room, where Commerce is watching a football game and catches his eye as he glances up. Her look says: there must be something we can say...but Commerce shakes his head and motions her to him. She goes and sits in his lap and buries her head on his shoulder, and he pats her gently, his eyes back on the game.

EXT. THE VERANDA - DAY

Will and Tradd sip their iced tea. Finally Will speaks, staring out over the Battery:

WILL

With heart at rest I climbed the  
citadel's steep height, and saw the  
city as from a tower, hospital, brothel,  
prison, and such hells, where evil  
comes up softly like a flower...

A pause.

WILL

(cont'd.)

You know what?

TRADD

(nodding absently)

It's Beaudelaire. I just know it  
in French.

Will peevishly tosses an ice cube at him.

WILL

Fuck off.

There is another long pause. Tradd thinks for awhile about what he wants to say, then:

TRADD

It's like in philosophy: you can't  
judge a rule by the exceptions.  
Poteete was out of his mind.

WILL

I know that. But I don't think he  
was out of his mind before Hell Night

CONTINUED:

TRADD

He had to be! You and I weren't the toughest guys who ever walked in Durrell Gate. We went through Hell Night. We didn't go crazy.

WILL

I think it was something else -- somebody else...

TRADD

Somebody else what?

WILL

Somebody who wanted Poteete out -- but Poteete looked like he might make it, ~~you~~ know...

TRADD

Who is this?

WILL

I don't know -- it was something Poteete said -

TRADD

- After he cracked up?

WILL

Yeah...

TRADD

I think the General is at fault, for letting somebody like Poteete in. Or Poteete's father -- he should have known the guy was unbalanced.

WILL

Yeah...

Will, still troubled, decides to drop the subject, but another one comes to mind, even more disturbing. Will watches the wind in the garden for a while, but finally he can't resist...He gestures to the great wrought-iron gates of the mansion.

WILL

(cont'd.)

You wouldn't let Pearce in those gates, would you -- ever?

(Cont'd.)

CONTINUED:

TRADD

Not unless he came to cut the grass.

(a pause)

I don't have anything against Pearce.  
That's just the way it is -- just  
the way it's always been. Is something  
like that wrong?

WILL

I don't know.

TRADD

My mom would give you the same answer.  
She's not a bad person.

There is a hurt look in Will's eyes that Tradd would even suggest he meant such a thing.

WILL

Tradd...

But Tradd has gotten very serious:

TRADD

But, Will...Listen...Whatever you have to do for  
the Bear, whatever you have to do for Pearce, if you  
think it's right and you've got to do it --  
it's my problem, too. I'm with you --  
just like Mark and Pig are with you.

(a beat)

You know that.

And a great burden seems to fall from Will's shoulders;  
he takes a deep breath of the fragrant Charleston air and  
smiles at Tradd.

WILL

Yeah. I know that.

FADE OUT

FADE IN:

EXT. FOOTBALL FIELD - DAY

Will and the Bear watch a football scrimmage in which Pig  
and Mark vie at skull-crunching tackles. The Bear looks  
casually at Will...

BEAR

How's Mister Pearce makin' out?

WILL

Ok, I guess.

(Cont'd.)

CONTINUED:

BEAR  
You guess?

WILL  
No notes in Decline of the West.

BEAR  
What do you hear?

WILL  
He's taking a lot of shit. But  
he's tough. He's one tough nigger.

BEAR  
(laughing)  
That's good, huh? That makes your job  
a whole lot easier.

WILL  
Yeah. Lucky me.

He gives Bear a rueful stare -- and the Bear LAUGHS and  
slaps Will affectionately on the back.

INT. PEARCE'S DORMITORY ROOM - DAY

Reveille is SOUNDING outside and Pearce, dressing, reaches  
for his shoes -- but there are no laces in them. He searches  
the rest of the shoes in his locker -- none have laces.

PEARCE  
Oh, shit...

EXT. BARRACKS - DAY

Morning Mess Formation -- a cadet is bawling out Pearce.

CADET  
You have no laces in your shoes,  
Mister Jigaboo.

PEARCE  
Sir, they were --

CADET  
What!

PEARCE  
Sir, no excuse, sir!

(Cont'd.)

CONTINUED:

CADET

Fifty tours around the gallery,  
jig -- double-time.

And Pearce sets off running, his shoes flapping painfully on his feet -- to the great amusement of Tango Company.

INT. MESS HALL - NIGHT

A vast room where two thousand cadets at twelve-man tables can all eat at once.

The knobs serve the upperclassmen, who are allowed to humiliate them in various ritual ways.

We SEE one upperclassman fling a glass of tea in the face of a knob.

UPPERCLASSMAN

You forgot the ice, screw. Try again.

And we linger for a moment on one of the Romeo Company tables: Mark and Pig are LAUGHING hysterically, and Tradd is mildly amused as a knob holds his plate gingerly balanced on the tips of his fingers, before beginning to eat.

PIG

Pop off, fuckface.

KNOB

Sir, would you or any other fine, kind, refined Northern or Southern gentlemen at this mess care to partake of any food off my plate, sir!

PIG

Jeez, I don't know, that meatloaf looks pretty good. Will, you hungry tonight?

Will is not all amused by this juvenile hazing, and he addresses the knob:

WILL

Go on and eat your God damn food, would you?

The knob then drops the plate smartly onto his palms, spilling only a few peas, and eats hungrily. Pig and Mark still find the whole routine hilarious.

(Cont'd.)

CONTINUED:

We move past several other knobs performing the same ritual... and last come to Pearce, at a distant table.

PEARCE

Sir, would you or any other fine, kind refined, Northern or Southern gentleman at this mess care to partake --

Alexander leads the way by reaching over to Pearce's plate.

ALEXANDER

Yeah, I'll take the meat.

NEARBY CADET

(catching onto the game) ~~se~~  
And, uh, I'll take your carrots, boy.

GILBREATH

Give me some of those peas.

By the time the upperclassmen are finished, Pearce has two or three peas left on his plate.

ALEXANDER

Eat up, boy -- that's gonna get cold on you.

And Pearce drops his plate into his palms, sets it on the table and eats the peas.

INT. INSTITUTE LIBRARY - DAY

In the stacks, Will takes down a copy of Decline of the West and riffles through it thoroughly. There is no note inside.

INT. PEARCE'S DORMITORY ROOM - DAY

Reveille SOUNDS again, and again Pearce's shoelaces have been stolen.

EXT. GALLERY - DAY

And again Pearce runs laps with unlaced shoes...

INT. WILL'S DORMITORY ROOM - NIGHT

Will, Tradd, Mark and Pig are at their desks, studying.

TRADD

God damn these fucking logarithms.

(Cont'd.)

CONTINUED:

Pig looks up, vaguely disturbed, then back down again.

MARK

I say fuck English Lit. Fuck it  
in the nose. Fuck it in the ear.

Now Pig is actually disturbed. He places his pencil down.

PIG

Look, guys -- I was just kidding with  
Gooch about Teresa's picture, you know,  
but I'll tell you, it makes me feel funny  
to hear that kind of language going on  
when I can see her face right in front of me.

WILL

That's ridiculous, Pig.

PIG

I know it is, but I can't help it.

MARK

Turn her picture to the wall.

PIG

I couldn't do that -- she inspires  
me to study this shit.

TRADD

Shit -- you said it: shit.

PIG

You see what I mean -- it's just shit,  
fuck, piss all the time around here. If  
Teresa could hear this, it would embarrass  
her.

WILL

She can't hear it.

PIG

Look, this woman could be the mother  
of my children. And frankly it em-  
barrasses me to hear this kind of  
garbage in front of her.

Tradd, Mark and Will exchange glances.

PIG

(cont'd.)

Do you think I'm crazy?

Their looks answer in the affirmative.

(Cont'd.)

CONTINUED:

WILL  
You're completely nuts.

PIG  
But I gotta learn how to behave like a decent person if I'm gonna be with a girl like Teresa. This is a girl that goes to Mass six times a week.

Will looks at Tradd...

WILL  
This calls for serious therapy.

TRADD  
What we have here is an advanced case of pussy deprivation, in which a photograph of the beloved is made to assume human traits.

WILL  
The Playboy centerfold is the more usual object of unnatural attentions --

TRADD  
But the high-school graduation photo is often involved.

Will gets up and points at the picture of Teresa.

WILL  
Pig, this is a photograph.

PIG  
I know that.

WILL  
It cannot hear, feel or smell. Mark, come over here a minute.

Mark gets up and stands beside Pig's desk.

WILL  
(cont'd.)  
Mr. Santoro, would you please address a few obscene remarks to this totally inanimate photograph?

MARK  
(clearing his throat)  
Jesus, will you look at the tits on that bitch!

(Cont'd.)

CONTINUED:

Pig take a deep breath.

WILL  
How you doing, Pig?

PIG  
(dubiously)  
Ok...

WILL  
Tradd?

TRADD  
(in scholarly tones)  
My, but I would dearly love to play  
a little hide-the-sausage with that  
spectacular piece of wop ass!!

WILL  
Pig?

PIG  
(suppressing worlds of outrage)  
She can't hear. She can't hear you.

WILL  
Ok, now...  
(to photo)  
Hey, baby -- how'd you like a hot  
flesh injection with the old pork  
sword, huh? How'd you like nine inches  
of steaming conga right up your tight  
little --

PIG  
Will, I'm gonna have to hurt you for  
that...

And Pig explodes, throttling Will as Mark and Tradd try to  
pull him off -- but Pig tosses Will onto the bed suddenly...

PIG  
(cont'd.)  
I'm too disgusted even to kill you.

Pig goes and takes Teresa's picture from the wall, places  
it in his locker, shuts the door and goes back to his  
studying as though nothing has happened.

PIG  
Go on -- say any fucking thing you want.

(Cont'd.)

CONTINUED:

A pause...

MARK

Say, who's the slit with the big tits in your locker?

Pig nearly explodes again, controls himself...

PIG

You're such a child.

MARK

Hey, sorry, paisan.

PIG

Fuck you where you breathe.

This closes the subject, Mark lays off and turns to Will.

ARK

How's your pet nigger, Will?

WILL

He's surviving.

MARK

Did he leave you any love notes yet?

TRADD

(imitating the note)

"Will, I'se so alone -- please come kiss my ass. Love, the Nigger."

WILL

Did I ever mention that I think you're all a bunch of prime assholes?

PIG

Hey, come on, Will. We don't fight in this room.

(a beat)

Not over niggers.

INT. PEARCE'S DORMITORY ROOM - DAY

Pearce enters and finds his shoelaces at last -- tied into a hangman's noose suspended from the lightbulb in the ceiling. Hanging in the noose is a black baby doll. Nails have been driven into its eyes and "10" carved into its chest with a penknife. Its hair has been doused in lighter fluid and set on

(Cont'd.)

CONTINUED:

fire -- obviously just moments before Pearce returned.  
Pearce watches as the face of the plastic doll melts horribly.

INT. INSTITUTE LIBRARY - DAY

Will checks Decline of the West again -- again there is no note.

FADE OUT

FADE IN:

INT. SCHOOL GYM - DAY

On the basketball court in the school gym Will dribbles around a tall guard and makes a fine lay-up shot, as practice begins...

INT. LOCKER ROOM - DAY

...and other players are still suiting up -- among them Pearce. As he's about to draw on his sneakers he NOTICES an odd glint from something inside one of them and reaches in -- a look of pain crosses his face and he jerks his hand out quickly; it is dripping blood. He wraps a t-shirt around his hand and removes the glinting object -- a razor blade...

INT. INSTITUTE LIBRARY - DAY

Will -- the Decline of the West again: no note.

INT. SOUTH CAROLINA HALL - DAY

Will, Tradd, Mark and Pig sit at a long, elegant table with the other seniors of Romeo Company. As the band PLAYS LIGHT CLASSICAL MUSIC, Will and his roommates glance nervously at each other and then down onto the table. Before each cadet is a small black box.

Will reaches out tentatively toward his black box and then draws back. Mark and Tradd shrug to Will: what has he got to lose? And so, gathering up his courage, Will opens his black box to find inside...The Institute Ring. Inscribed on the inner shank are the words: WILLIAM McCLEAN. Will stares at the ring, fixating on its golden beauty until...

(Cont'd.)

CONTINUED:

...THE BAND STRIKES UP THE INSTITUTE SCHOOL SONG and into the Hall strides General Durrell. Will and the other CADETS all rise. General Durrell is in his dress whites. He walks through the Hall, stopping to say hello to various CADETS. As he gets to Will he pauses. He looks Will up and down.

GENERAL DURRELL  
Congratulations, Will.

WILL  
Thank you, sir.

And General Durrell strides on to the front table. He adjusts the microphone and, AS THE BAND STOPS PLAYING, looks over the Hall.

GENERAL DURRELL  
Gentlemen, please be seated.

The CADETS all sit.

GENERAL DURRELL  
Tonight it is my pleasure to welcome you to the brotherhood of the ring, and the fellowship of the line.

Will and his roommates steal glances at each other. They are overcome by the moment. Nearby, Will sees the Bear watching him, throwing him a cigar-filled grin.

GENERAL DURRELL  
When people see the Institute ring on your hand, they will know it represents the legitimacy of your passage through the system. Institute men are not merely emotional about the ring, they are religious about it. For the ring is the sacred symbol of the Institute's ideals. It binds you to the brotherhood. It encircles the world. He who wears the ring wears it more proudly than if it were the authority of an emperor, or a king.

But then General Durrell rather suddenly STOPS SPEAKING, and falls awkwardly silent. The SILENCE lasts a beat, and then two beats, and the ASSEMBLED CADETS notice the lapse.

Will, Tradd, Mark and Pig steal glances at each other. What's going on? But the four roommates are as mystified as everyone else. Even the Bear seems at a loss..

Finally General Durrell catches himself and returns to the podium.

(Cont'd.)

CONTINUED:

GENERAL DURRELL

I...I have a rather long speech which I planned to give today. But...just an hour ago I received a...message...which, well... which represents the ideals of the ring better than I can ever express. Permit me to read it to you.

And with that General Durrell draws a sheet of paper from his pocket. As he does Will again casts about at his roommates. But the room is hushed, no one knowing what's going on.

GENERAL DURRELL

"To General Bentley Durrell, Commander, Carolina Military Institute. General: It is my sad duty to report to you the death of your son, Jack. He was killed while practicing parachute descents. It may help you to know that it was a simple accident, that no one was at fault, and that your boy suffered no pain. He was a fine soldier, considerate, intelligent, and always attentive to his duty. His loss to you, and to the United States Army cannot be estimated. My very deepest regrets and condolences on this most grievous loss. Sincerely, General Bradley Whiting, Commander, U.S. Sixth Army."

General Durrell is near tears but again steels himself. He picks up a glass of port and raises it to the ASSEMBLED GUESTS.

GENERAL DURRELL

Gentlemen: The Ring..'

Will and the other CADETS snap out of their shock and reach for the black boxes in front of them. They fumble on their rings. They grab up the glasses of port before them and raise them in reply to the General's toast:

THE ASSEMBLED GUESTS

The Ring!

GENERAL DURRELL

The Line!

THE ASSEMBLED GUESTS

The Line!

And General Durrell drinks from his glass. And, each in his own way, the CADETS drink as well. Will downs his glass.

EXT. AROUND GENERAL DURRELL'S CAMPUS HOME - NIGHT

The house sits on the edge of the campus, surrounded by trees. For a moment the night gathers in stillness all around. But soon a tiny twinkling appears, moving slowly through the greenery. Then a second twinkle, then five, then twenty, then hundreds.

And now we SEE that each of those twinkles is a lit candle and each candle is held by a cadet -- and all the cadets are moving through the woods, converging on the lawn of the General's house.

Tradd is there, Mark, Will, Pig, Aleaxander, Macabee, Gilbreath, Braselton...and the vigil lasts only a moment before General Durrell and his wife step out onto the porch. Durrell is in civilian clothes; his wife is crying.

Durrell tries to speak to the cadets but, overcome by emotion, he stops, places an arm around his sobbing wife. For a stark moment no one speaks, but then, coming from the silence, SOMEONE BEGINS SLOWLY SINGING "DIXIE" and his fine tenor floats over the sea of candles.

VOICE

Oh, I wish I was in Dixie,  
Away, away...

In a moment OTHERS TAKE UP THE SONG and soon EVERY CADET IS SINGING "DIXIE" in the slow, reverent rhythm of a dirge. Even Will finds himself caught up in the moment, although he doesn't join in.

And as the singing continues, Will glances off toward the nearby trees to see a familiar figure standing there, watching him from behind a curtain of cigar smoke: the Bear. And now the Bear walks over to Will.

BEAR

What's the matter, Bum -- you  
forget the words?

WILL

No. I know the words.

The Bear is filled with emotion -- this is the first time it has ever shown on his face -- and he gestures out at the cadets.

BEAR

These are the finest young men in the  
world, Will. And you're one of 'em --  
that ring on your finger says so...  
and I say so.

And the Bear does something he's probably always wanted to do, and that Will has probably always wanted him to do --

CONTINUED:

he puts his arm around the boy, as a father might, and draws him close for a moment. And then the Bear joins back in the SINGING of "Dixie" and as he does he picks up the beat, turning it from a dirge into a joyous, rousing, reckless song of spirit and hope. And Will joins him.

At first, the cadets are shocked by their seeming sacrilege, but Durrell isn't at all distressed by the rousing turn the song has taken -- and soon all the cadets are with the Bear and Will, and the General smiles out at the sea of gallant young faces singing before him.

And the Bear takes a huge cigar out of his pocket and, grinning down at Will as if he were Santa Claus and Will all the children of the world, hands Will the cigar -- and Will accepts it as if it were pure gold.

And still the strains of "Dixie" rise above the trees and into the night...

INT. PEARCE'S DORMITORY ROOM - NIGHT

...where Pearce lies sleeplessly in his bunk, listening to the distant singing, his eyes wide in isolation and a kind of creeping terror...

FADE OUT

FADE IN:

EXT. BASEBALL DIAMOND - DAY

Two cadet teams are scrimmaging on a beautiful spring day. Will is pitching, Pig is catching, Pearce is playing short-stop. Will is obviously having trouble with the batter at the plate. Pig flips up his mask and runs out to the mound, leans in to Will to give him the official strategy:

PIG  
Strike him out.

Pig runs back behind the plate. Will gives him the finger and pitches, the batter hits a sharp grounder to the second baseman, who flips to Pearce to start the double play -- but before Pearce can get his throw off the runner from first has slid directly into him, spikes-first, and cut a great gash in Pearce's leg. The runner gets up with mock concern and surveys the damage.

RUNNER  
Jesus, I sure am sorry about that.

(Cont'd.)

CONTINUED:

For a moment it looks as though Pearce is going to tear his head off, but he thinks better of it and furiously hobbles off the field. No one makes a move to help him -- not even Will, who looks worried as hell.

INT. INSTITUTE LIBRARY - DAY

Will searches through the Decline of the West -- then searches it again: nothing.

INT. SHOWER ROOM - NIGHT

Pearce enters the room full of cadets taking showers -- there is sudden silence among them, and then slowly but deliberately they all leave the room. Pearce is going to take his shower alone...

...but without warning the lights in the shower room go out and formless shapes race in, fling Pearce to the floor on his belly, pin him there, and in the dim light we can SEE the glint of a pen knife held in an upraised hand...

EXT. COURTYARD - DAY

The knobs of Romeo Comapny stand at rigid attention in the dawn light. And Will steps out before them.

WILL

As Officer of the Day, I want to wish you dumbheads a perfectly wonderful good morning!

KNOBS

Good morning, sir!

WILL

Isn't it great to be a bunch of sorry good-for-nothing dickheads on a day like today?

KNOBS

Yes, sir!

WILL

All over America, dickheads, in colleges that do not specialize in producing the Whole Man, boys exactly your age are turning over in their sleep and squeezing the huge, succulent tits of their girlfriends and moaning from hangovers they received last night

(Cont'd.)

CONTINUED:

at a combination frat party and sex orgy. Doesn't that sound disgusting?

KNOBS

Yes, sir!

Will grins and is about to lay it on thicker when the DUTY OFFICER comes up to him with the roll sheet.

DUTY OFFICER

All present or accounted for, Will.

Will takes the roll sheet and turns back to the knobs.

WILL

All right, dickheads -- dismissed!

And the knobs break ranks and start running out of the courtyard -- all except one: Pearce. He continues to stand there at rigid attention. Will is double-checking the roll sheet and doesn't see him at first, but then he looks up, walks over to Pearce.

WILL

I told you, we don't talk. I told you --

PEARCE

Why don't you answer the notes, then?  
Why don't you answer the notes!

Pearce is obviously strung like a high-tension wire and Will hurriedly ushers him under the first gallery, into the chamber by the service elevator.

WILL

What are you talking about?

PEARCE

I left four notes. I told you I was scared. I said --

WILL

That's bullshit, Pearce. I check Decline of the West every day.

But the puzzled look on Pearce's face is obviously genuine, and Will begins to look just as puzzled.

WILL

(cont'd.)

What did the notes say?

Pearce doesn't bother to try and explain -- he just peels

(Cont'd.)

CONTINUED:

off his shirt, humiliated and scared all over again, and shows Will his back: on it are two great welts in the shape of the number ten.

Will is sickened and angered by the sight of this.

WILL

Who did this?

PEARCE

It was in the shower, in the dark -- like with Poteete...three of them held me while the other cut...

WILL

Jesus...

PEARCE

And he said --

WILL

He spoke?

(Pearce nods)

Who was it?

PEARCE

I don't know. But he said I get out in two weeks or I'm going on the ride. I'm going down the hole; and even if I come out alive I'd wish I was dead...

(starting to break, trembling)

Motherfuckers...

Will is worried about Pearce's state, but there is some private thought that worries him even more.

WILL

I swear to God I'll find out who did this, Pearce.

PEARCE

I can take anything they do to me in the open, when I can see it coming.

WILL

(his mind racing)

I know, I know...

PEARCE

I want to wear that ring.

(indicating the ring on Will's hand)

I'll do anything to wear that ring, if I just know what I've got to do -- if I can just see it coming...

(Cont'd.)

CONTINUED:

WILL

Ok, ok...now first of all we've got to find out who's intercepting the notes. We've got to know that. Who's your new roommate?

PEARCE

Simmons. I don't talk to him. I don't talk to anybody. What about yours?

WILL

Shit, no...

PEARCE

Nobody else knows but you and me!

WILL

(dreadful wheels turning)  
Somebody else knows...

PEARCE

(suddenly grabbing Will's shirtfront)  
You don't know what it's like!  
I can't trust anybody!

WILL

Trust me.

Pearce pauses, looks Will in the eye -- and realizes, perhaps, that he doesn't have any choice.

INT. THE INSTITUTE GYM - NIGHT

The Ring Hop, the annual dance for the Senior Cadets, is in progress -- the kind of ball that only Charleston could produce. The Cadets, in full-dress uniform, escort Charleston belles in silk and satin, dance to the music of violins in this great arena decorated with every bloom and blossom that grows on the South Carolina coast.

Will's date and Mark's date confer and head off to the ladies room, and Will and Mark stand smartly at the sidelines, surveying the scene.

MARK

You know, some people might look out here and see the flower of Charleston society -- two hundred magnolia blossoms. But you know what I see?

(Cont'd.)

CONTINUED:

WILL

What?

Mark takes it all in and SIGHS romantically.

MARK

Wall-to-wall pussy.

Will nods appreciatively...and both are startled as Tradd comes up behind them in the company of Commerce and Abigail, two of the several respectable Charlestonians drafted as chaperones.

TRADD

Be careful what you say around my father, guys. It all goes in the journal.

COMMERCE

And I don't miss a trick.

ABIGAIL

Tradd, where's Rosalee?

TRADD

(to Mark and Will)

Third cousin from Columbia. I was roped into it.

Will and Mark offer sympathetic grimaces -- until the third cousin appears: she'd a foot taller than Tradd and stacked like the deck of an aircraft carrier -- just about bursting out of her formal gown.

TRADD

(cont'd.)

Miss Rosalee, these two sorry-looking no 'counts are my roommates.

Will and Mark come close to drooling on her hand as they shake it and she curtsies.

TRADD

It was Robert E. Lee who said it, gentlemen: Duty is the sublimest word in the English language. Come on, Rosalee, let's dance.

And Tradd whirls her away, his head, so to speak, in the clouds.

(Cont'd.)

CONTINUED:

And now Abigail drifts over to Will and puts her hand on his arm.

ABIGAIL

Will, I'm really hurt you haven't asked me to dance yet.

WILL

(flustered)

Dance?

ABIGAIL

Easy, boy -- I'm not gonna bite you.

And with practiced grace she moves Will out onto the floor and manages to make him think he's leading...

ABIGAIL

I swear, you're almost as handsome as Commerce was, thirty years ago.

WILL

I'd like to have been at that Ring Hop.

ABIGAIL

Oh, I was something to look at then, Will.

WILL

I'd like to read what Commerce wrote in his journal about that night.

ABIGAIL

(terrified at the thought)

Will...

WILL

Abigail! You're blushing...

ABIGAIL

I certainly am not!

But she is, and as she and Will dance we can imagine what a figure she must have cut on this floor, thirty years before...

EXT. WINDOW - NIGHT

Two cadets are perched perilously on the top of a small step-ladder in the dark, peering in a small, high window.

INT. ROOM IN THE GYM - NIGHT

And now we SEE their faces from inside, peering in the window, looking down at something -- their eyes are glazed, serene with bliss...

1ST CADET

This is what heaven will be like.

And a REVERSE ANGLE SHOWS what they are looking at -- the inside of the ladies room, where eight or ten young belles are powdering their noses. One lifts her gown up above her waist while a friend adjust her garter for her. Another has dropped the top of her gown and undone her brassiere in order to rearrange the artful padding inside.

EXT. WINDOW - NIGHT

A large, dark figure kicks the ladder out from under the peeping cadets.

INT. ROOM IN THE GYM - NIGHT

ANGLE - THE WINDOW

as the two cadets disappear suddenly from sight, except for their hands, hanging onto the sill for dear life.

EXT. WINDOW - NIGHT

The cadets kick wildly, then fall to the ground, where the Bear is waiting for them.

BEAR

I hope you Bums liked what you saw in there, 'cause you ain't gonna see nothing like it for some time to come.

CADETS

(whining)

Bear!

BEAR

Weekend leave cancelled 'til further notice, Bums. Get out of here. Go think on your sins.

And they mope sadly off, and the Bear can't help smiling and shaking his head as he watches them go.

INT. GYM - NIGHT

The dance floor. Will, Mark, Tradd and their dates stand with Commerce and Abigail as Pig stands before them with the famous Teresa, a small, sweet girl, extremely shy. Around her neck she wears a small gold ring. Abigail is the first to notice it.

ABIGAIL

Sweetheart, what is that?

But she knows perfectly well, and she smiles fondly as Teresa blushes.

TERESA

It's the miniature ring. It's supposed to mean we're engaged to be engaged...

PIG

But it really means we're just plain engaged...

ABIGAIL

Oh, Pig!

PIG

To get married, you know...

And now Pig is blushing, studying his shoes. Abigail hugs Teresa and kisses her.

ABIGAIL

(in a stage whisper to Teresa)  
Let me show you something...

And she takes out something on a chain from beneath her own dress: another miniature ring, and Teresa gasps with delight.

TERESA

My daddy's just not going to believe it.

And she looks at Pig as though she has just landed the Prince of Wales.

PIG

He's crazy, that guy. He runs a butcher shop, and every time I come home he wants me to stand in there by the sides of beef in my uniform so the customer's can see the guy that's gonna marry his daughter.

(Cont'd.)

CONTINUED:

TERESA

(in awe of Pig)

My daddy says he's gonna be the next General Patton.

WILL

General?

MARK

Old blood and guts Pignetti --

(to Teresa, seriously,

on Pig's look)

That's what we call him around the dorm:..

And now the Bear and his wife join the group.

COMMERCE

Good evening, Colonel.

PIG

Good evening, Mrs. Bear.

BEAR

That's Mrs. Berrineau, Pignetti.

And now the Bear looks over to Will, but Will takes his date's arm, turns on his heels and walks away, and the Bear's hard-set eyes follow him.

INT. GYM - NIGHT

Will, on his way to the punch bowl to get his date a cup, passes the Bear, turns his head away and continues on without speaking. The Bear takes leave of his wife and marches over to Will at the punch bowl.

BEAR

What the hell is going on, Bubba?

WILL

(coldly)

I don't know, Colonel.

BEAR

You want to tell me what this is about? Or you just wanna go on acting like a God damn asshole?

WILL

I'll talk to you, Colonel, if that's what you want. But not here.

(Cont'd.)

CONTINUED:

The Bear gestures to the home-team ramp leading back to the locker rooms.

BEAR

Come on out, Bubba -- I want to hear this.

Will stares the Bear down, then goes and gives his date her punch, then walks into the shadows of the ramp. And the Bear follows.

INT. RAMP - NIGHT

Will stands, in half-silhouette, back up the ramp, beside a huge shape in full silhouette -- it looks like a giant twelve-foot-high donut. The Bear comes up beside him and grabs his arm.

BEAR

Ok, Bubba, shoot.

WILL

Why didn't you tell me the Ten was real?

The Bear reacts sharply to this, stares at Will and nods his head: so that's it. Finally:

BEAR

I never said the Ten wasn't real.

WILL

You said -

BEAR

I said it was a legend. Look, Bubba, back where I grew up, in Greenville, the niggers used to say the Klan Night-Riders was ghosts of Confederate soldiers killed in the War. That was a legend. But the Klan was real.

WILL

You tried to put me off the track, Bear!

BEAR

What track? What happened, Bubba?

But Will is afraid to tell the Bear anything.

WILL

What else do you know about the Ten?

(Cont'd.)

CONTINUED:

BEAR

They used to say it was made up of the ten outstanding cadets of each senior class -- all of 'em sworn to uphold the honor of the Institute against anyone or anything. And all of 'em sworn on their lives to secrecy. You wouldn't know who any of the Ten was unless you was one of the Ten, past or present.

WILL

But the officials knew about it...

BEAR

Nobody knew about it, for sure, except the Ten.

WILL

Why didn't you tell me about this before?

BEAR

Because what the hell does it matter: Ten, nine -- or twenty-nine...it's just cadets, just like you and all the rest of them.

WILL

Unless the Institute is behind it:

BEAR

What are you talking about?

WILL

You want Pearce out as much as anybody.

BEAR

I never said I didn't.

WILL

But you thought you ought to keep up appearances -- appoint somebody to "look after him"...somebody like me, a screw-up, who wasn't gonna get in anybody's way.

The Bear fixes a withering eye on Will.

BEAR

What happened, Bubba?

WILL

Why did you take Pearce's notes?

(Cont'd.)

CONTINUED:

The Bear, real anger in his eyes, keeps his gaze locked in Will's.

BEAR

I never took anybody's notes.

WILL

I'm scared of you, Bear.

BEAR

Why are you scared of me?

WILL

(he almost can't say it)  
I'm scared you lied to me. If you lied to me then everything you told me about being a cadet, everything I went through, and Tradd and Mark and Pig went through...it's just a joke.

BEAR

Bubba --

WILL

If ten guys who work in the dark can change the rules whenever they want, and get away with it -- if that's the "honor" of the Institute... Then that ring --  
(indicating Bear's ring)  
-- is just crap. It's just a piece of shit.

The Bear is actually shocked to hear the ring spoken of in that way.

BEAR

Get out of my sight, Bubba. You're making me sick.

And Will turns and stalks back onto the dance floor:

BEAR

(cont'd., darkly)

You've got a lot of growing up to do - Mister McClean.

INT. GYM - NIGHT

And as Will joins his date, the climax of the evening begins:

The lights in the whole arena go out, a great object is wheeled from the rampway onto the floor and spot-lights now reveal what it is -- a giant twelve-foot replica of the Ring

CONTINUED:

...and standing before it the 14 cadets of the Junior Sword Drill perform their astonishing routine -- a close-order drill with flashing sabres, like a martial ballet...

And then the drill team lines up in two parallel rows and crosses swords to form an arbor before the replica of the ring...and all the seniors and their dates walk through the ring and down the arbor of crossed swords: Will and his date, Mark and his, Tradd and Rosalee...

...as Abigail and Commerce look on, beaming...

And finally, the proudest Senior Cadet of the lot, with the proudest escort on his arm: Pig and Teresa...

INT. WILL'S DORMITORY ROOM - NIGHT

The four roommates are deep in a heated debate.

TRADD

The whole thing seems pretty silly to me, Will.

PIG

The "Ten", the "cracker-jacks", the "Milwaukee Braves" -- who the hell cares? It's just a bunch of assholes beating up a nigger. So what else is new?

WILL

No, not beating up a nigger -- running a cadet out of here just because they don't like him. Pearce took everything anybody could think of to throw at him...

MARK

That's just the system.

WILL

And Pearce beat it -- he made it. But that pisses somebody off, and so they're changing the rules.

Pig, getting bored by all this, has stopped listening. He picks up the tin can that serves as the rooms "kitty".

PIG

Listen, guys, I spent everything I had on Teresa's gardenia -- how about a little contribution to even up the pot?

Will absently stuffs a dollar into the tin. Tradd is staring at Will.

CONTINUED:

TRADD

But if the Bear knows about it,  
maybe it's part of the rules...

WILL

Not the rules we played by. You  
can't have some rules for us and some  
rules for Poteete and Pearce. Other-  
wise it's all just crap.

Pig waves the tin in Tradd's face and Tradd also stuffs  
a bill in. Mark does the same.

PIG

All even.

He now takes the bills out of the tin and puts them in his  
pocket. Mark picks up the tin and looks inside: nothing.  
He shows it to Will.

PIG

(cont'd.)

Any problem, paisan?

WILL

No problem.

MARK

The Ten stuff was probably just  
hoey -- something they made up  
to spook Pearce.

Pig is now totally absorbed lifting weights in his corner.

WILL

Ok. Maybe. But I just want to find  
out. I'm asking you guys to help.

PIG

Whatever you say, paisan. Let's go.

WILL

You don't even know what I'm talking about.

PIG

Don't have to know. I just love to  
rack ass -- white ass, black ass,  
yellow ass...what do I care?

WILL

Mark?

(Cont'd.)

CONTINUED:

MARK

Forget it, Will. We've got three weeks to graduate. I say we just sit tight.

WILL

I'm not sitting tight -- and I'm not asking for your opinion. I want to know: are you with me or not?

TRADD

You know what you're doing, Will: you're putting our friendship on the line for somebody you don't even know.

WILL

Ok, if that's the way you want to look at it: yeah, I'm putting our friendship on the line.

Mark thinks about it for a few seconds, and makes his decision reluctantly but absolutely.

MARK

Ok, Will. I'm on. What the hell. I'd rather get my teeth kicked in than memorize the Periodic table.

WILL

Tradd?

TRADD

No. Not me, Will. This is totally insane.

(a beat)

No.

EXT. WILL'S CAR - DAY

On the road to Columbia; a roadsign indicates the destination.

INT. WILL'S CAR - DAY

Pig and Mark sprawl in the back; Will drives; and next to Will, a surprise: Tradd. He shrugs when Will looks at him and gives him a what-can-I-do? grin, and Will grins back.

EXT. UNIVERSITY OF SOUTH CAROLINA - DAY

The four roommates walk across the campus, looking odd, out of place in their uniforms...when they are hailed by someone across the yard:

VOICE  
(calling)  
Hi, Will, Tradd...

And now we SEE BOBBY BENTLEY moving towards them -- as he comes up he recognizes the other two.

BOBBY  
(cont'd.)  
Mark. Pig.

WILL/TRADD/PIG  
Hey, Bobby...

But as they shake hands with Bobby, Mark stands back.

MARK  
Still pissing in your pants, Bentley?

Everyone stops and looks at Mark...

BOBBY  
No. Since I left the Institute it  
cleared right up.

And Bobby extends his hand to Mark. Mark pointedly refuses it.

INT. CAMPUS BAR - DAY

The five sit at a booth, a pitcher of beer before them.

PIG  
(making a toast)  
To Frank Sinatra!

TRADD  
To tradition!

MARK  
To the Institute!

WILL  
Don't be an asshole.

BOBBY  
I'll be glad to drink to the  
Institute, Mark, if that's what  
you want. To whatever it means to  
you.

He drinks, and Mark drinks, warily...

CONTINUED:

MARK

We shouldn't be here.

TRADD

Will asked Bobby to talk to us.  
As a favor. So shut up and listen.

Mark shrugs: he'll go along, but he won't like it.

BOBBY

What do you want to know, Will?

WILL

I want to ask you about that last  
day, before you disappeared.

BOBBY

(after a tense pause)  
I didn't disappear --

MARK

-- the hell you didn't --

BOBBY

-- I was taken.

TRADD

By who?

BOBBY

You don't see much when you're blind-  
folded and thrown in the trunk of a car.  
They said: you're going on the ride.  
You're going down the hole -- and --

WILL

Even if you come out alive, you'll  
wish you were dead.

Bobby blinks -- he hasn't heard those words in a long time,  
and he didn't ever expect to hear them from Will. He's  
struggling to keep himself under control.

BOBBY

That's right...They drove for  
about twenty minutes, then two of  
them hauled me out of the trunk and  
into this house. Then they took off  
the blindfold --

FIG

You see who they were then?

(Cont'd.)

CONTINUED:

BOBBY

They wore these, kind of masks...  
And it started out like a regular  
sweat party. But then it got worse.

PIG

How worse? What did they do to you?

BOBBY

(with surprising vehemence)  
I'll never say that! I'll never say  
what they did to me!

TRADD

And then what?

BOBBY

They took me back to the barracks.

WILL

Why didn't you tell the Bear or the  
TAC officer or --

BOBBY

Why don't you go fuck yourself! When  
I was riding back in the trunk of that  
car, I thought, "Nobody wanted to wear  
that ring as much as me. But now..."

(bitterly)

I decided then I didn't want any part of  
that school. I still don't.

Bobby stares them down, but he is badly shaken by this memory.  
He looks for a moment as if he might cry.

PIG

You got dealt some bad cards, paisan.

MARK

Is there anything else? You hear any  
names or nicknames...?

BOBBY

Not until about a year ago. I was  
in this bar when I heard a voice  
from that house.

TRADD

How do you know?

BOBBY

'Cause I nearly pissed my pants when  
I heard it.

(Cont'd.)

CONTINUED:

PIG

Who was that motherfucker?

BOBBY

I didn't know him then but my girlfriend asked around. His name is Dan Molligen. He's in first year law here.

MARK

Molligen...He was battalion commander our knob year.

PIG

A real first-class prick.

WILL

One more thing. How many were there in that house?

BOBBY

Ten. And all of them wore the ring.

EXT. LAW SCHOOL LIBRARY - TWILIGHT

An arrogant-looking SOB comes out of the library and heads for his car: this is DAN MOLLIGEN. As he begins to open the door a massive figure in a rubber monster mask comes up behind him and pins his arm. Another masked figure ties a gag around his mouth and two more bind his hands behind him.

INT. WILL'S CAR - NIGHT

Bombing down a country road. Pig and Mark flank Molligen, who's given up struggling. All the roommates still wear the ridiculous masks, and they are passing a bottle of Jack Daniels between them.

EXT. RAILROAD TRACKS, WOODS - NIGHT

Molligen, still gagged, is tied to the ground, his legs over the tracks. A distant TRAIN WHISTLE is heard.

PIG (OS)

Okay! It's coming!

And the gag is removed from Molligen's mouth.

MOLLIGEN

Who are you! I'm a professional lawyer!

(Cont'd.)

CONTINUED:

WILL

Just answer a question, counselor,  
and we'll let you go.

MARK

Otherwise you can try being a  
professional lawyer without  
any legs.

And the WHISTLE is heard again. Molligen turns. Far off,  
barely SEEN, a train headlight is coming our way.

MOLLIGEN

(his voice rising an octave)  
What the hell is this?

But by now it's all too clear to Molligen, and he starts to  
squirm horribly.

MOLLIGEN

(cont'd.)

All right! All right! What do you  
want to know?

WILL

You a member of an organization  
called the Ten?

MOLLIGEN

Never heard of it.

PIG

You little shit...

And Pig grabs his shirt-front, ready to smash him in the  
face, and as he does, Molligen notices the ring on Pig's  
hand.

MOLLIGEN

You wear the ring! You'd do this  
to one of your brothers!

MARK

Bye bye, brother.

And then Tradd, Mark, Pig and Will start to walk away from  
Molligen...and they're almost to Will's car when -- the head-  
light already noticeably closer -- the WHISTLE sounds again.

MOLLIGEN

All right! I'm in the Ten! Now let  
me go!

They return to Molligen.

(Cont'd.)

CONTINUED:

WILL  
Where's the hole?

MOLLIGEN  
What?

WILL  
The house. I'm a nice guy, Molligen.  
Don't make me leave you here.

And the WHISTLE sounds again, the headlight very close --  
and something in Molligen snaps: he starts to SCREAM.

WILL  
(cont'd.; coolly)  
Where's the house?

Molligen struggles desperately but he can't break free.  
The headlight is barely a hundred yards off now.

MOLLIGEN  
The house is General Durrell's  
plantation on Pritchard Island!  
Now cut me loose!

PIG  
Sorry, Molligen. You waited too  
long. There just ain't enough time.

Will, Mark, Tradd and Pig step away from the tracks as the  
train bears down on Molligen -- a few hundred feet away and  
coming at sixty miles an hour.

MOLLIGEN  
Oh, Jesus! Jesus! Jesus!

And with that the train -- at the very last moment --  
switches onto tracks that parallel Molligen's and hurtles  
on. For a crazed, thunderous moment the air SCREAMS with  
the train's passing -- and then, just as suddenly, it is gone.

And in the silence, Molligen sees the four watching him.

MOLLIGEN  
You fucking bastards!

Will walks up and cuts loose one of Molligen's arms.

WILL  
You shut up about this or next time  
we'll tie you up to the right track.

And he and the others head for the car as Molligen struggles  
to untie himself.

(Cont'd.)

CONTINUED:

MOLLIGEN  
You assholes!

INT. GALLERY - NIGHT

After lights-out, Will walks along the corridor and comes to the door of Pearce's room. He BANGS on the door -- there is no answer.

INT. PEARCE'S DORMITORY ROOM - NIGHT

Will enters and flicks on the light -- SIMMONS, Pearce's roommate, cowers in his bunk. Pearce's bunk is empty.

WILL  
Where's Mister Pearce?

SIMMONS  
They took him.

WILL  
Who took him?

SIMMONS  
They took him in the dark.  
They didn't --

WILL  
Oh, shit...

INT. WILL'S DORMITORY ROOM - NIGHT

By the light of a flashlight, Will slips into his civvies, laces up his shoes.

WILL  
I'm going.

PIG  
I think it's too late, paisan.

TRADD  
Way too late.

WILL  
I'm going, one way or another.

TRADD  
The barracks are closed, Will. You won't get past the guard.

(Cont'd.)



CONTINUED:

...the main house comes into view -- fully lighted, but there is not a car or a human being in sight. Will begins cautiously to approach the house...

...and near some outbuildings he discovers three parked cars, all bearing Institute stickers. Far off we HEAR the CRASH OF BREAKERS rippling along a beach. Moving from tree to tree, Will comes up to the house, peers in a window...

...it's the living room, empty -- with some uniforms scattered on coffee tables and chairs...

... and suddenly a sound of VOICES comes to Will, sing-song, unearthly, growing clearer as Will moves around the house -- and ducks quickly into the shadows as several indistinct shapes pass quickly across the lawn...

...Will waits a second, moves on towards the VOICES, that seem to come from a particular lighted window -- and Will is not more than ten feet from it when he HEARS the first SCREAM...

He moves up to the window and peers in...

INT. WEST WING KITCHEN, WILL'S POV - NIGHT

Pearce is tied to a chair in the middle of the room. He is stripped naked and sweat pours in streams down his body. He is in agony, exhausted, at his end. Surrounding him are a number of figures wearing black cloth face-masks, black berets, and camouflage fatigues. They are working on Pearce in squads of three, SCREAMING at him in high keening voices:

1ST MASKED FIGURE

You gonna leave my school, you  
fucking nigger?

PEARCE

(barely audible)

No, sir.

2ND MASKED FIGURE

We're gonna kill us a nigger tonight!

3RD MASKED FIGURE

I'm gonna make you suck my cock!

PEARCE

No, sir. Please, sir!

1ST MASKED FIGURE

Do it again.

(Cont'd.)

CONTINUED:

Four of the masked figures move forward and grab onto Pearce's limbs while a fifth applies a small clamp to his penis. Then a sixth flips a switch and electricity surges through Pearce's body. Pearce's SCREAMS can probably be heard over the whole plantation.

ANGLE - WILL

as he reacts in shock, anger and terror...

...and Pearce faints.

As masked figures pour ice-cold water on Pearce to revive him, the phone RINGS. One of the masked figures quickly answers it. The torture of Pearce continues amidst CHEERS until the masked figure hangs up. He whispers to two other figures who glance straight at the window where Will is hiding -- Will ducks just in time.

Without another word the two masked figures leave the room.

EXT. HEDGE BY THE WINDOW - NIGHT

The two masked figures emerge from a side door carrying M-1's with fixed bayonets. They begin moving towards Will, stabbing the hedge as they go.

Will burrows into the ground beneath the hedge and holds his breath, as the stabbing bayonets come closer -- until one of the bayonets jabs into the earth two feet from Will's face, and with enough force to kill...and then the two are past him, moving on around the house. Finally Will gets up enough courage to rise and look back in the window.

INT. THE WEST WING KITCHEN, WILL'S POV - NIGHT

Pearce is being doused with gasoline splashed against his legs, his chest, poured over his head. The two figures with bayonets re-enter the room.

FIGURE WITH BAYONET

There's nobody.

4TH MASKED FIGURE

Good! Let's set this coon on fire!

5TH MASKED FIGURE

Fire! Fire!

Pearce is delirious with terror and he begins SCREAMING

(Cont'd.)

CONTINUED:

PEARCE

I'll leave! I'll leave! Please, sir!  
Really! I'll leave...!

But the masked figures ignore this -- a lit candle is passed from hand to hand and they all begin chanting: "Fire! Fire!" as they circle Pearce and move closer...

PEARCE

Please! Sir! I'll leave!

ANGLE - WILL

...in the azalea bushes outside the window, just about ready to vomit. He goes down on his knees, but he can't escape the SCREAMS or the smell of the gasoline...and almost unconsciously Will begins groping along the ground until his hand grasps something hard and movable: a brick...

...and he rises and, wild with hate, hurls the brick through the upper half of the raised window...

...and starts SCREAMING himself:

WILL

I've seen it all! You hear that,  
you fuckers! I know your cars and  
I know you!

And with that he turns and runs -- out of his mind with fear...

EXT. AROUND THE DURRELL PLANTATION - NIGHT

He runs away from the lights of the house but already two masked figures are out the front door and after him.

1ST MASKED FIGURE

There he is! Get him!

And Will crashes into some dark underbrush, and runs on...

EXT. BEACH - NIGHT

...and emerges onto a moonlit stretch of beach, and runs -- but now four masked figures dash out of the woods, hard on his heels.

Will is fast, but two of the masked figures are first-class sprinters and they are getting very close -- and now two more



CONTINUED:

MARK  
Which leaves us with our dicks  
in our hands.

PIG  
Will, I'm ready to stomp anybody --  
anytime!

TRADD  
It won't help.

MARK  
I say we're lucky if we graduate now.  
I say we make peace with 'em.

WILL  
What!

PIG  
I say we kick ass.

MARK  
(to Will )  
I want to graduate, Will.

TRADD  
And so do I.

WILL  
But we've got the fuckers' names!  
We got 'em by the balls!

MARK  
(shaking his head)  
You better be real careful, Will.

TRADD  
I think we're walking on eggshells  
from now on.

PIG  
I say we rip their fucking heads off!

INT. PEARCE'S DORMITORY ROOM - DAY

Afternoon, Pearce is studying -- Will enters...He and Pearce  
exchange a long, silent stare.

WILL  
How are you, Pearce?

PEARCE  
(with chilling formality)  
I'm fine, sir.

(Cont'd.)

CONTINUED:

WILL

Fine? Last time I saw you, you smelled like a Texaco station.

PEARCE

Sir?

WILL

Hey, at ease, Pearce. I'm talking about when they threw gas on you.

PEARCE

No one's thrown gas on me, Mister McClean.

WILL

What!

But Pearce is staring over Will's shoulder, nervously, and Will turns around to see what he's looking at: it's Alexander, with a nasty smile on his face -- and a nasty bruise under his eye.

Will stares Alexander down as the truth dawns: they've gotten to Pearce.

ALEXANDER

(to Pearce)

Hey, boy -- how'd you sleep last night?

PEARCE

I slept fine, sir. But I don't think Mr. McClean slept so well. He talks like he's had some nightmares.

WILL

(to Pearce)

You bastard...

But now Pearce stares Will down, and his look says: you have no idea what I'm up against, you have no right to judge me...

And Will turns back to Alexander, who steps aside to let Will out -- and they move away from the door.

ALEXANDER

Take it easy, McClean. The nigger's safe, as long as he keeps his mouth shut. And so are you. You got what you wanted. This is a truce.

WILL

No. What I wanted is your balls on a plate -- and I'm gonna get 'em.

(Cont'd.)

CONTINUED:

ALEXANDER  
(sarcastically)

What are you gonna do -- go tell the Bear?

And he LAUGHS in Will's face.

WILL

No. I'm not gonna tell the Bear. I'm gonna tell other people...the newspapers...

And Alexander only LAUGHS harder.

ALEXANDER

I got ten friends who'll swear I was studying in the barracks last night. And I'll swear on the same about them.

(on Will's look, with mock innocence)

Only because it's true, McClean.

WILL

Fuck you.

ALEXANDER

On the other hand, I don't like aggravation. You start telling fairy-tales about this Institute and you're out -- on your ass, McClean. And your roommates go with you. It can be arranged.

WILL

You leave them out of this.

ALEXANDER

It's too late for that, McClean.

WILL

I'm gonna stop this. I don't know how, but I'm gonna stop it dead.

ALEXANDER

(shrugging)

Ok, if that's the way you want to play it. It doesn't matter to me. I was just giving you a friendly warning... By the way, you hear about poor Bobby Bentley? What a hard luck guy.

WILL

What about Bobby Bentley?

(cont'd.)

CONTINUED:

ALEXANDER

Fell down a stairwell in Columbia this morning. Broke his arm. A real klutz, huh? And that reminds me: I'd stay away from the railing on Fourth Battalion, if I were you -- sometimes it gets crowded up there and accidents happen...

WILL

That's a great club you belong to, Alexander.

ALEXANDER

Club? I don't belong to any club.

INT. WILL'S DORMITORY ROOM - NIGHT

Will lies on his bunk, staring at the ceiling -- he's probably never felt so alone in his whole life.

And suddenly the door bursts open and Pig is hauled in by Gilbreath and Braselton -- and Pig is scared...this is the first time we've ever seen Pig scared, and the sight is pathetic...

PIG

It was a set-up, Will. They were watching me!

GILBREATH

Shut up, Mr. Pignetti...Mr. McClean, I'm remanding this cadet to your custody until 1900 hours when you will see he reports promptly to a special convention of the Honor Court. This cadet has been accused of stealing and informed of his rights and obligations under the Institute's Honor Code. Do you understand my report, Mr. McClean?

WILL

(after a long pause)

Yes, I do.

Gilbreath and Braselton turn smartly and leave, as Tradd and Mark rush in, summoned from some other part of the campus by the lightening spread of rumor...

MARK

Pig, what happened?

PIG

It's ridiculous! They saw me taking some gas out of Will's car --

TRADD

Oh, Jesus...

(Cont'd.)

CONTINUED:

PIG

(to Will)

I knew you wouldn't mind! They said  
I was stealing! But how could I steal  
from you, paizan?

WILL

You couldn't.

PIG

You and Tradd gotta defend me.  
You gotta explain how it is. You  
guys can talk -- you can make 'em  
understand...

But Pig now realizes that his words are falling into a  
deep and terrified silence...

INT. HONOR COURT ROOM - NIGHT

Mark sits behind the defense table where Will and Tradd confer  
with Pig. At the opposite table a cadet named ROWLAND confers  
with Gilbreath, preparing the prosecution.

The Honor Court JUDGE and nine members of the jury are waiting  
for the defense to begin it's case. Tradd rises.

TRADD

Your Honor, I would like to call  
Senior Private McClean to the stand.

Rowland is instantly on his feet.

ROWLAND

Your Honor, I object -- Mister McClean  
is acting as counsel for the defense...

WILL

I resign as counsel for Mister Pignetti.

TRADD

With permission of the court.

JUDGE

(wearily)

Permission granted. Mister McClean,  
you can take the stand.

Will does so. Tradd addresses him:

(Cont'd.)

CONTINUED:

TRADD

Mister McClean, will you tell us how you felt when you heard the Mister Pignetti had been accused of stealing gas from your car?

WILL

I was relieved.

TRADD

Why would you be "relieved"?

ROWLAND

Your Honor, this is ridiculous...

JUDGE

Overruled.

TRADD

(to Will again)

Why would you be relieved?

WILL

Because if it had been any other car, then Mister Pignetti might well be guilty of stealing. But there was an understanding in our room: we all shared, we all borrowed from each other. There could be no question of stealing in such a matter.

TRADD

Then as far as you're concerned, Mister Pignetti had a kind of implicit permission to take gas from your car?

WILL

To take anything. It was understood.

TRADD

Then you, as the so-called "victim" in this case, state that nothing was stolen from you tonight.

WILL

Nothing.

TRADD

Thank you, Mister McClean.  
(Pig beams at Will)  
You may step down now --

But Rowland is on his feet.

(Cont'd.)

CONTINUED:

ROWLAND

I just have one or two questions for  
Mister McClean.

(stepping up to Will)

Now, Mister McClean, I'm sure we're all  
touched by the communal arrangements between  
yourself and your roommates -- but they're  
not really pertinent to this case. What  
we want to know is: did you or did you  
not give Mr. Pignetti specific permission  
to take gas from your car on this  
specific night?

(Cont'd.)

CONTINUED:

WILL  
No, not specific permission, but  
there was a --

ROWLAND  
Thank you, Mr. McClean.

WILL  
There was an ongoing --

ROWLAND  
Thank you. Step down.

WILL  
But --

JUDGE  
Step down, Mister McClean.

And Will slowly steps down, goes and sits beside Mark.

ROWLAND  
Your Honor, I would like to call  
Cadet Dante Pignetti to the stand.

JUDGE  
Mister Rowland, you are aware, and I'm  
sure defense counsel is aware that no  
cadet can be compelled to bear witness in  
a case against himself --

PIG  
I don't mind talking.

JUDGE  
Mister Pignetti, you understand --

PIG  
I understand.

And Pig steps up to the witness stand. Rowland addresses him:

ROWLAND  
You must be very impressed by the  
loyalty of your friends, Mister Pignetti.

PIG  
I am.

ROWLAND  
I think we all are. I'm sure all of us  
are willing to forgive a friend who's trans-  
gressed against us. It's human nature. But  
the Institute's Code of Honor embodies an  
ideal that transcends human nature. Not all

(Cont'd.)

CONTINUED:

of us can live up to it, but all.  
of us have to try.

TRADD

Your honor, I object -- the prosecution  
is making a speech.

ROWLAND

I'm only trying to point out that what  
Mister McClean feels, now, about Mister  
Pignetti's action is not pertinent here.  
The Honor Manual defines stealing as taking  
property without due authority. Goodwill  
between roommates does not constitute due  
authority.

TRADD

Your Honor --

JUDGE

What is your question, Mr. Rowland?

ROWLAND

I will simply ask Mister Pignetti the  
question I asked Mister McClean: did  
you or did you not receive specific  
permission to take gas from Mister  
McClean's car?

PIG

Well, I --

ROWLAND

It's a very simple question, Mister  
Pignetti. Yes or no will suffice.

And now Pig looks at Will, and the emotions passing back and  
forth between them could never be expressed in any words...

PIG

(with all the dignity and  
courage he possesses)

No.

(a beat)

No.

EXT. OUTSIDE HONOR COURT ROOM - NIGHT

Long hours have passed as the four roommates await the  
verdict on Pig's fate. They do not talk -- and finally a  
member of the court sticks his head out of the room and  
motions them inside.

INT. HONOR COURT ROOM - NIGHT

The members of the Honor Court avoid Pig's searching gaze, and the Judge speaks quickly, in a business-like tone.

JUDGE

At 2100 hours this court delivered to General Durrell a verdict of guilty in the case of Senior Private Dante Pignetti. Accompanying the verdict was a strong recommendation for leniency.  
(taking a deep breath)  
The recommendation for leniency was denied.

Pig, Mark, Will and Tradd sit in stunned silence.

JUDGE

This court will reconvene on the Parade Ground in one hour for final action. Mister St. Croix, as defense counsel, you will confiscate Institute property.

And with that the members of the Honor Court rise and file out of the room. Soon only the four roommates are left.

PIG

What does he mean: Institute property?

WILL

You've got to give him your ring.

PIG

No.

WILL

Give him the ring.

PIG

It's mine.

MARK

Give him the fucking ring.

Pig takes off the ring and gently hands it to Tradd. Tradd can't look Pig in the face, because Tradd is about to cry.

EXT. PARADE GROUND - NIGHT

The Parade Ground is floodlit. On it, facing each other in two long lines, the entire Corps of Cadets stands at attention. Pig stands at one end of this gantlet. Near him stand the Bear and General Durrell.

Facing each other, at the far end of the line, are Tradd, Mark and Will.

CONTINUED:

Beyond them, waiting by the curb just outside the Main Gate is a taxi. In the taxi, the driver smokes a cigarette and reads a newspaper. In the back seat, Teresa waits...

Seeing all are assembled, General Durrell takes a step forward.

DURRELL

Gentlemen, the Honor Court has met tonight and found Pignetti, D.A., guilty of stealing. His name will never be spoken again by any man from this Institute. Let him go from us and never be heard of again. Let him begin the Walk of Shame.

And with that a drummer begins a continuous DRUMROLL and Pig begins walking down the line. As he passes them, each facing pair of cadets turn their backs on him, pair after pair after pair, down the line.

Will watches Pig coming, but Pig pays no attention to the humiliation, his eyes are set forward, his head thrown back...

...and finally he nears the end of the line where his friends stand. Will turns in shock to see Mark crying. Next to him, Tradd is also in tears. And then, despite himself, Will begins crying, too...

...and still Pig marches on...

...and Teresa waits, and the taxi driver reads and smokes...

...and the drum ROLLS, as the Bear and General Durrell watch Pig with stern fascination...

...and then Pig reaches his friends. When he comes even with Mark, he stops: Mark has not turned around. Nor does he intend to.

PIG

Turn.

MARK

Get laid, asshole-breath.

PIG

Turn! That's how it's played.  
Turn!

(cont'd.)

CONTINUED:

And he places a hand on Mark's shoulder and gently turns him around. And does the same for Will and Tradd -- and marches on, out of the gantlet, out the gates to the waiting taxi...

...but as he nears Teresa his resolve breaks, he blinks back tears, steels himself and gets inside...

INT. TAXI - NIGHT

...and cannot look Teresa in the eye. He tries, hard -- but as his gaze rises to hers it lights on the chain around her neck and he looks down again...and now Teresa realizes why -- she pulls the chain up, the chain with the miniature ring on it, and rips it off her neck, and throws it vehemently out the window of the cab...

EXT. STREET - NIGHT

...and the taxi's wheel kicks gravel over it as the car pulls off into the night...

EXT. GALLERY - DAY

Outside their room, Will, Mark and Tradd stand at attention during Saturday Morning Inspection. Alexander, with the Romeo Company TAC officer, marches up to them and Will salutes.

WILL.

Room 43 present for inspection,  
Mister Alexander.

Alexander salutes and gives them all an I've-got-you-now grin, as he and the TAC officer enter the room.

INT. WILL'S DORMITORY ROOM - DAY

The room is spotless -- even Will's corner is neat as a pin.

ALEXANDER

This place is a God damn pig sty.  
(noting a slight crease  
in Will's blanket)  
Improperly made bed -- 4 demerits.  
Improperly stowed gear -- 4 demerits.  
Dust on moulding -- 4 demerits...

EXT. OBSTACLE COURSE - DAY

Will, Mark and Tradd sit for a while in silence, atop the rope-scaling tower, looking over the buildings of the Institute

(Cont'd.)

CONTINUED:

and the river beyond: they seem to know now that they are beaten.

MARK

Well, at least we know how they're gonna do it.

WILL

We're going out on excess demerits.

TRADD

It's foolproof. All they have to do is keep hitting us with 'em, everything from fart stains on our underwear to dirty lightbulbs...

MARK

How many you got now?

TRADD

Thirty-two.

MARK

Will and I have thirty-five each. We'll be out in about three days.

Another silence. Mark and Tradd don't look Will in the eye, but Tradd is upset, and he can't resist this:

TRADD

Was it worth it, Will? Four years down the drain for a nigger?

WILL

It wasn't for the nigger! It was never for the nigger!

TRADD

No, it was for you! So you could be a hero!

MARK

Leave him alone, Tradd. We went along with him. We didn't have to.

Tradd get control of himself, shakes his head.

TRADD

I'm sorry, Will.

But Will doesn't answer -- he feels the burden of what he's gotten them into only too well...

(Cont'd.)

CONTINUED:

MARK

So -- what do we do? Just sit here and take it?

WILL

No. There's something I can do.

TRADD

What, Will?

WILL

It's just me. You're not involved in this.

And he gets up, grabs one of the scaling ropes and repels down the tower.

INT. SENIOR COMMON ROOM - DAY

Will enters and walks over to Alexander, seated in front of a television, watching with his legs propped up on a chair arm.

WILL

Alexander, I've got a deal for you.

ALEXANDER

No deals. You had your chance.

WILL

You'll like this one. If I resign, today, will you lay off Mark and Tradd?

Alexander pretends to think it over for a long, insolent moment.

ALEXANDER

That might be acceptable.

WILL

All right.

ALEXANDER

But you deliver the resignation to me, in writing.

WILL

All right.

Will turns on heels to leave.

ALEXANDER

McClellan!

(Cont'd.)

CONTINUED:

Will turns back.

ALEXANDER  
(cont'd.)

You forgot to say thank you.

This is harder for Will to do than resign, but he masters his humiliation and swallows hard.

WILL  
(under his breath)  
Thank you --

ALEXANDER  
What!

WILL  
Thank you.

ALEXANDER  
Any time. It's my pleasure. I like you, McClean. But you were never Institute calibre.

And Alexander LAUGHS repulsively at Will, ugly in the excitement of his ugly triumph.

EXT. RIVERBANK - DAY

Bleachers have been set up on the bank of the Ashley River, in sight of the boathouse and sailboat basin, for spectators to watch the end-of-year crew races.

EXT. RIVER - DAY

And Tradd, the coxswain of one of the two eight-man boats, calls out instructions to his crew, backing the boat into line for the starting gun.

EXT. BLEACHERS - DAY

Cadets sit in the first rows of the bleachers, together. Faculty, friends, locals and parents sit behind them. Mark is among the cadets in the first row, and soon Will joins him. Will, looking broken, has something he wants to say to Mark, but Mark has something even more urgent on his mind. Without a word he gestures to the back rows of the bleachers...

...where Will SEES Abigail sitting with Commerce. But that isn't what Mark wanted Will to see...for sitting next

(Cont'd.)

CONTINUED:

to Commerce, and looking very chummy, is a figure we also recognize: Dan Mollágen...

...and the starting gun FIRES out on the river...

EXT. THE RIVER - DAY

And Tradd urges his crew on -- cadets we recognize, Braselton among them...

TRADD

Take it up! Stroke! Stroke!  
Stroke...!

EXT. THE INSTITUTE - NIGHT

Mark and Will move from the shadows of a building to the main fence of the Institute, and are just about to scale it when a figure emerges from the same shadows: the Bear.

BEAR

All right, Bums. You go over that wall and you're gonna pay the Bear.

But he is surprised when they turn and he sees Will's face.

BEAR

(cont'd.; to Will)  
Especially you, Bubba.  
(to Mark)

And you. Ten demerits puts you away, and ten demerits is what you get if you go over that fence.

WILL

What difference does it make? You're running us out anyway.

BEAR

I'm not running you out, Bubba.

WILL

You're the ten, Bear. I know that now. You run interference for 'em, you believe the same crap they believe.

And Will turns and heads for the fence. And Mark follows him. But the Bear is up behind Will in a second -- he grabs him by the collar and turns him roughly around. Whatever Will thinks of the Bear now, he isn't prepared emotionally for the Bear's violence and anger. For a moment it seems as though the Bear might sock Will in the jaw, but instead he does something even

(Cont'd.)

CONTINUED:

more surprising: he takes off his Institute ring...

BEAR

I'm tired of this shit, Bubba! You take this ring! You know what it means to me. I'm giving you this ring as a pledge that I always talk the truth! The ring is my word of honor.

And with that the Bear turns and stalks off, back into the shadows.

And Will, his mind racing in a hundred different directions, turns back to the fence and scales it...and Mark, even more puzzled, is right behind him...

EXT. ST. CROIX MANSION - NIGHT

Mark rings the doorbell twice: no answer. He nods at Will and Will slips the key Tradd gave him into the lock and opens the front door. Mark takes a last glance up and down the street, and they enter together.

INT. FOYER - NIGHT

The house is dark -- no one at home.

MARK

Just what the fuck are we looking for? Dan Molligen taking a whizz?

But Will doesn't answer -- he just directs Mark up the wide staircase, and they both ascend.

INT. UPSTAIRS HALLWAY - NIGHT

They come up to the music room -- but Will is headed for the door across from it: Commerce's study. He tries his key in it, just on chance, but it doesn't fit.

WILL

We're gonna have to bust it.

MARK

What are you talking about?

And Mark removes a plastic gasoline credit-card from his wallet, slips it into the door jam, past the bolt of the lock and opens the door. He shakes his head at Will:

MARK

(cont'd.)

English major...

CONTINUED:

And the two enter Commerce's study...

INT. STUDY - NIGHT

It doesn't take Will long to find what he's after: a shelf filled with plain-cover notebooks...

MARK

(cont'd.)

Is all this stuff journals?

WILL

(taking one down)

They go way back.

And he tosses the first journal to Mark, takes down another.

WILL

(cont'd.)

We're just looking for entries about the Institute.

They both start flipping through notebooks...

MARK

Hey! When Commerce was in France he bought himself a whore.

WILL

Don't read the personal stuff.

MARK

Oh, sure...We don't want to pry.

Mark shakes his head and goes on flipping pages. Then he stops, reads something, and LAUGHS. Will turns to him inquisitively...

MARK

(cont'd.)

Listen to this: in their senior year Commerce and Bear bricked Durrell into his room!

And Will can't help LAUGHING at that...

WILL

Too bad he got out.

But Mark has flipped back a few pages and his face suddenly falls, as he reads an entry, and reads it again -- the look on his face is ghastly -- and Will notices it...

WILL

(cont'd.)

Mark?

(Cont'd.)

CONTINUED:

But Mark shakes his head, reading avidly, breathlessly. Will tries to look over his shoulder but Mark waves him back, still staring at the page.

MARK

(in grave tones)

It's from his junior year: "Later that evening, after Corps Day, I was inducted into a secret organization ... known as the Ten..."

Will puts his notebook down: this is what he was looking for -- and still he wishes it weren't true.

MARK

(cont'd.)

Jesus... Commerce...

(and he goes on reading)

"Over a hundred members of the Ten were in attendance..." Will, there were a hundred of 'em...

(skipping along)

...uh, so-on-and-so-forth... here: "We took an oath to uphold the purity and ideals of the Ten..." And there's a list of the others in his class... the third one's Bentley Durrell...

Will is on the edge of his chair. Mark looks up at him.

MARK

(cont'd.)

And the Bear's not here.

Will, looking like a prisoner reprieved from a heavy sentence, leaps up and runs his eyes across the other notebooks...

WILL

Nineteen forty-three...Nineteen fifty...sixty...he must have the names of the Ten for every class since he graduated...

MARK

Look up our year.

And Will takes a journal down, flips through it, finds what he's looking for, getting more and more excited...

WILL

Yes...! Mark, I think we can do it!

(Cont'd.)

CONTINUED:

But then his eye lights on something and he pauses to stare at it, transfixed, in horror...

And downstairs, SOUNDS of the front door being opened, of Commerce and Abigail's VOICES, break the silence...and Mark grabs Will's arm...

MARK

Back stairs -- come on!

But he has to drag Will physically away from the journal, and Will follows almost unconsciously, still trapped in the horror of that page...

EXT. ST. CROIX MANSION - DAY

Will's car pulls to a stop outside the mansion and he gets out, wearing his summer whites, as he did on the first morning we saw him walking through these gates.

Abigail, pruning rose bushes at the far end of the yard, is surprised to see him -- she lifts her hand and waves...

ABIGAIL

Will...!

WILL

Good morning, Abigail.

But he doesn't pause -- he walks straight through the open front door...

INT. FOYER - DAY

...and into the foyer, where he hesitates for a moment, until he hears a familiar SOUND from upstairs: a piece of Mozart's, well-played on the piano, lovely...

And it draws Will, almost in spite of himself, up the gracious curve of the grand staircase...

INT. UPSTAIRS HALLWAY - DAY

...down the hallway to the door of Tradd's music room...

INT. TRADD'S MUSIC ROOM - DAY

...and inside, where Tradd looks up from the piano and smiles, but goes on playing, until Will moves to the piano and grabs the keyboard cover...

(Cont'd.)

CONTINUED:

...and Tradd jerks his fingers away suddenly, just in time, as Will SLAMS the cover down viciously...

...and Tradd looks up meekly, and Will slaps Tradd across the face as hard as he can, almost knocking him off the bench...

But Tradd doesn't seem surprised. He looks at Will levelly, for a long time...

TRADD

How long did you know?

WILL

Since last night. I read Commerce's journal.

And he holds up the key Tradd gave him. And now Tradd is shocked.

TRADD

You bastard. That key...

But Tradd's outrage can't last long in the face of what Will knows, and Tradd looks down...

WILL

Do you remember our roommate's name?  
I do. I remember it, but I'm not allowed to say it. Help me say it, Tradd.

TRADD

(looking up)

Stop!

(moving towards Will)

You don't understand about the Ten...  
it's not about what they did to Pearce...  
it's the ten finest cadets of the senior class -- it's people like my father...It's the only thing I ever earned in my whole life and it meant something to him ...

WILL

You earned our friendship.

TRADD

Then give it to me now. Will, I was in the worst situation of anyone in that room. I'd sworn secrecy to the Ten. Then you got involved with Pearce and things got worse and worse...don't you see no matter what I did I was betraying someone?

WILL

Then betray the Ten. Not us.

CONTINUED:

TRADD

The Ten is my heritage, Will.  
That's not something I expect you  
to understand, but --

Will's hard, awful gaze stops him for a moment...

TRADD

(cont'd.)

I didn't like what the Ten did!  
I was trying to make them stop!  
I was working from the inside!  
Will, I'm sorry about Poteete!  
I'm sorry about our roommate!

WILL

Were you sorry when you informed on  
him? How sorry were you taking demerits  
with me and Mark knowing Durrell would  
never expel you?

TRADD

Will --

WILL

It was you that called the General's  
house when I was there with Pearce. It  
was you that took Pearce's messages.  
You told them about Bobby Bentley.

TRADD

Will! Listen! When the Ten ruled  
you guys had to go, I argued for you!  
I pleaded! I told them I could use your  
friendship to keep you quiet...!

Will throws the key Tradd gave him onto the floor at Tradd's  
feet.

WILL

Tell Commerce I only read what I  
had to.

TRADD

Will, I don't want to lose you. I'm  
begging you to give me back our friendship.  
I'll do anything. I'll quit the Ten!

Will doesn't say anything. Tradd moves closer to him.

(Cont'd.)

CONTINUED:

TRADD

(cont'd.)

You know the General's going to  
expel you. But I can help. Will!  
Let me help...!

But Will only turns from Tradd and looks fondly around the  
elegant room.

WILL

This place was my refuge...

TRADD

Please, Will. We love each other. You  
know we do. Tell me you don't love me!

But that is the one thing Will can't bring himself to say.  
Instead he turns from Tradd and walks...

EXT. UPSTAIRS AND STAIRWAY - DAY

... back down the great stairway...

EXT. THE ST. CROIX MANSION - DAY

...and out the front door and through the gates, away from  
the St. Croix mansion forever...

INT. DURRELL'S OFFICE - DAY

Will enters the room, unbidden.

DURRELL

Get out of here, Mister. Go back  
outside and knock.

WILL

No, sir. I've come to give you my terms.

DURRELL

If you think I'm impressed by the  
insolence of a God damn impertinent  
schoolboy, you are very much mistaken.  
You papers of expulsion are on my desk  
at the moment, and I have no intention  
of reconsidering my decision. If you've  
come to watch me sign them, you're  
perfectly welcome.

Durrell searches among his papers and extracts the expulsion  
papers.

(Cont'd.)

CONTINUED:

WILL

I'd appreciate it if you'd tear those up.  
 (on Durrell's weary shrug)  
 The power of the Ten is secrecy. I'd call  
 it cowardice, but that's not important.  
 What's important is that I know the secret.

DURRELL

Give me your ring, Mister.

WILL

Sir, the rules state I don't give it up  
 until I'm officially out.

Durrell shrugs and lifts his pen to the papers.

WILL

(cont'd.)

Don't sign that, sir.

There is a KNOCK on the door, but the Bear enters without  
 waiting for a reply.

DURRELL

Colonel Berrineau, who ordered you to  
 my office?

BEAR

Mister McClean asked me, sir. He  
 said you were running him out of school.

DURRELL

I'm not running him out of school. I'm  
 expelling him for excess demerits. Now,  
 if you'll excuse me...

BEAR

But you haven't seen today's reports, sir.

DURRELL

I said good day, Colonel.

BEAR

Mister McClean is prominently listed  
 with a total of fifty-seven merits.  
 Thirty for outstanding performance,  
 five for outstanding personal appearance...

DURRELL

Get to the point, Colonel.

BEAR

Sir, with his merits added on, Mister  
 McClean has only forty demerits for the  
 year. The same holds true for Mister Santoro.

(Cont'd.)

CONTINUED:

DURRELL

I see.

BEAR

I wonder also, sir, if I could take this opportunity to accuse you of being a God damn liar. Mister McClean has given me the names of the Ten over the past thirty years, and of the boys they ran out of school. I've contacted twelve of those boys. They've all volunteered to swear in court that they were taken to your plantation house their last night as cadets.

DURRELL

You'll give me that list, Colonel.

BEAR

(ignoring this)

Now you might recall you told me on numerous occasions that the activities of the Ten were as mysterious to yourself as they were to me.

DURRELL

Colonel, in light of these preposterous and insubordinate charges, I'm afraid I'm going to have to ask for your immediate resignation. Mister McClean --

BEAR

It's your hand now, Bubba. You play it.

But as the Bear turns to go...

WILL

Hey, Bear -- you forgot something.

And he tosses the Bear his Institute ring. The Bear smiles...

BEAR

I've been looking for it everywhere...

He winks at Will and leaves. Will faces the General, but Durrell has a hand of his own to play. He takes up his pen again.

DURRELL

Mister McClean, by expelling you and Mister Santoro, I'm protecting you from something far worse. A certain Dan Molligen was going to profer charges against you for assault and kidnapping. Now, I'd like to keep a charge like that off your record and expel you for the far lighter offense of --

(Cont'd.)

CONTINUED:

But Will is staring out the window, not listening. The General follows his gaze and SEES:

EXT. ROAD OUTSIDE WINDOW - DAY

...Mark, standing by a mailbox, a stack of letters in his hand...

WILL (OS)

Mister Santoro is holding fifty letters there, addressed to reporters around the state. In them is a description of the Ten, a list of their names -- including your own -- and their methods. Words like 'kidnapping' and 'torture' are used frequently. And if I take off my ring, he'll mail every one of them.

INT. DURRELL'S OFFICE - DAY

Durrell goes to the window, looks down...

EXT. ROAD OUTSIDE WINDOW - DAY

And Mark salutes him smartly.

INT. DURRELL'S OFFICE - DAY

Durrell turns from Mark to Will, still calm.

DURRELL

What do you want?

WILL

Three things. That we graduate. That the Ten is dissolved -- publicly acknowledged and dissolved.

DURRELL

And?

WILL

Your resignation.

Durrell stares at Will.

DURRELL

I could have you in jail for what you did to Molligen.

(Cont'd.)

CONTINUED:

WILL  
And you'd be in the next cell.

The General continues staring at Will, then looks away, and sits wearily down behind his desk.

DURRELL  
If I were to resign...after the end of the school year...

Durrell looks up -- and his eyes make it clear that he is asking a favor of Will...

WILL  
That would be acceptable, sir...

Durrell nods, and Will snaps to rigid attention -- it takes a while for Durrell to step back into his former authority.

DURRELL  
Dismissed.

Will turns and marches smartly out of the office.

EXT. SMITH AVENUE - DAY

Will is hurrying to the far end of the Parade Ground. He is wearing his Dress Salt and Pepper uniform, and other seniors, similarly dressed, are walking in the same direction. The underclassmen, in Full Dress Salt and Pepper Under Arms, are forming up out on the Parade Ground.

One of the underclassmen rushes up to Will, and takes his arm to stop him. It is Pearce -- a full-fledged cadet now.

PEARCE  
McClellan --

Will stares at him blankly.

PEARCE  
(cont'd.)  
I know what you think of me. You saved my life, and I turned my back on you...

WILL  
(coldly)  
You did what you had to do.

PEARCE  
Yes, sir. I'm the first. If I don't make it, the next nigger has my record around his neck like a rock.

(Cont'd.)

CONTINUED:

Will stares at Pearce, and Pearce stares right back, for a long moment...

WILL  
(impressed, in spite of himself)  
You'll make it.

PEARCE  
Yes, sir, I will.

And Will can't help smiling as he points to the Parade Ground.

WILL  
Then move your ass, Pearce.

PEARCE  
Sir!

And Pearce runs off to join his company.

EXT. PARADE GROUND - DAY

The graduation is in progress. The entire body of underclassmen passes in review before the graduating seniors. A superb marching band PLAYS as the cadets perform -- and few watching this could fail to be moved by the teamwork, the precision and the splendor of the display. The best spirit of the Institute is on view now and something about it is undeniably fine.

EXT. PARADE GROUND - DAY

Later in the ceremony, the seniors file up to the podium to receive their diplomas. We SEE Will receive his -- shake the Bear's hand and shake the General's hand...and we SEE Mark Santoro receive his...

EXT. PARADE GROUND - DAY

And as the last seniors receive their diplomas a great CHEER goes up from the five hundred graduates and they toss their white caps into the air -- and for a moment they seem suspended there: a cloud of circles catching the glare of the sun...

INT. WILL'S DORMITORY ROOM - DAY

Will's bags are packed on his bed -- his Dress Salt and Pepper uniform beside them. Will carefully folds it and places it in his locker, where all his other uniforms have also been left. Then he picks up his bags and heads for the door, and remembers something else. He puts the bags down and goes back to the locker, where he takes a deep breath, removes the Institute

(Cont'd.)

CONTINUED:

ring from his finger and lays it on top of the uniforms. Then he leaves.

EXT. COURTYARD - DAY

And as he crosses the red-and-white checkered we NOTICE someone watching him from the shadows under the gallery by his room: the Bear.

EXT. SMITH AVENUE - DAY

Will, in his beat-up Chevy, drives down this avenue for the last time, but as he surveys the familiar buildings of the Institute he doesn't look bitterly: he looks with the eyes of a man leaving an impossible lover...

And as he passes the salleyport of Beast Barracks, something he SEES there makes him slow the car, and stop, and get out.

Will walks up to the great wrought-iron gate, behind which the Bear is standing, and he pauses before it, as though, if he went too close, he might be dragged back into his youth.

BEAR  
So long, Bubba.

WILL  
So long, Bear. I'll be seeing you.

And now the Bear reaches his hand out of the gate and opens it -- on his palm is Will's ring.

BEAR  
Go on, Bubba -- take it...  
You earned it.

And when Will hesitates, the Bear tosses the ring to Will, and Will catches it and smiles at the Bear...

ANGLE - WILL

...as he walks away from the gate, and we can still SEE the Bear behind him. And Will tosses the ring up and down slowly in his palm, as though reflecting on what it cost, what it means...

And the last time he tosses it up we FREEZE FRAME, and the ring hangs suspended before his eyes, like a question that will be asked again and again.

END