

REV Blue 8/29/90
REV Pink 8/31/90
REV Yellow 9/11/90
REV Green 9/11/90
REV Goldenrod 9/24/90
REV Buff 9/28/90
REV Salmon 10/3/90
OMIT CHERRY
REV Tan 10/5/90
REV Gray 10/9/90
REV Ivory 10/15/90
REV Blue (Second Set) 10/23/90
REV Pink (Second Set) 10/24/90
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REV Green (Second Set) 10/31/90
REV Gold (Second Set) 11/2/90
REV Buff (Second Set) 11/2/90
REV Salmon (Second Set) 11/5/90
REV Cherry 11/15/90
REV Tan (Second Set) 11/19/90
REV Gray (Second Set) 11/20/90

THE ROCKETEER

Screenplay by

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Story by

Danny Bilson & Paul De Meo & William Dear

Based on Characters Created by

Dave Stevens

FIFTH DRAFT
August 27, 1990

FADE IN:

1 EXT. CHAPLIN AIRFIELD - LOS ANGELES -1938 - DAY 1

We begin in BLACKNESS.

With an ominous RUMBLE, a brilliant crack of light splits the screen in half. The split widens.

It's a hangar door opening, pushed by two men in silhouette.

HIGH ANGLE from up in the hangar's rafters. In the dusty light a strange and stubby caricature of an airplane is wheeled out onto the tarmac, pushed carefully by four men in greasy overalls: lanky GOOSE TAYLOR, thick-bodied SKEETS MORAN, pudgy, red-faced MALCOLM WILLIS, and grease-monkey EUGENE TURNER.

The black and yellow GeeBee Racer emerges from the darkness of the hangar, sunlight gleaming off its propeller and fresh paint. It's little more than a gigantic radial engine with wings and a cockpit. A hunched, aggressive animal ready to pounce.

A dozen or so fliers and mechanics watch from the runway's edge. This is something they've been waiting for.

WIDE SHOT

As the racer is pushed along the taxiway, two figures cross through the f.g., converging with the plane. CLIFF SECORD is a handsome young aviator in jodhpurs and boots, a bit cocky and impulsive, with the easy movements of a natural athlete. His jaw works on a piece of chewing gum.

Beside him strides AMBROSE "PEEVY" PEABODY, late fifties, bespectacled, weather-beaten and quick-tempered, a self-taught engineer and master mechanic.

PEEVY

... and keep her straight and level. Don't let me catch you gettin' fancy first time up.

*

CLIFF

Who me?

*

PEEVY

Remember, she stalls at around a hundred. Keep your air speed up or she'll wallow all over the sky. If those ailerons start to shimmy on ya...

*

CLIFF

Peevy, I have flown a plane or two you know.

*

(CONTINUED)

ROCKETEER Buff Rev 9/28/90

1 CONTINUED:

1

PEEVY

Not like this one, dammit! She's a handful! You gotta concentrate on her every second! Sneeze once and you'll be tail up in the beanfield!

*

He pauses at the tail and sticks his chewing gum to the rudder and moves toward the cockpit.

*

PEEVY

That's fresh paint, dammit!

CLIFF

You want me to crash?

PEEVY

You and your lame brained superstitions. Chewin' gum ain't gonna keep your ass in the air.

*

Cliff swings his leg over into the cockpit and hoists himself up. He settles easily into the tight pilot's seat. The plane fits him like a glove. GOOSE prepares to lower the canopy down over Cliff. Peevy stops him and looks Cliff straight in the eye.

PEEVY

Cliff...Treat her right and she'll fly us all the way to the Nationals.

*

Cliff nods solemnly at first, but can't restrain his roguish smile.

CLIFF

Let's make some history.

The infectious smile spreads to Peevy's face. As the canopy is lowered and fastened, Peevy steps back a few paces and flashes a "thumbs-up" to Cliff who grins and returns the gesture.

The moment has arrived. Cliff nods to Peevy.

CLIFF

Switch on!

(CONTINUED)

ROCKETEER - Rev. Blue 8/29/90

1 CONTINUED: (2)

1

PEEVY

Crank 'er up, Skeets!

SKEETS spits in his palms, takes hold of the blade and pulls down hard. It catches on the first try and the engine ROARS to life. Instant hurricane. The sweet thunder of 450 horses.

Cliff REVS the throttle. The GeeBee starts to roll. Peevy yanks the gum off the tail and flicks it away. He rubs his thumb over the paint to clean the spot, then moves clear. The GeeBee turns and taxis toward it's starting position. Peevy and the ground crew cross the runway to watch from the bleachers.

The GeeBee swings around into position, pointed down the shimmering ribbon of asphalt.

2 INT. GEEBEE - DAY

2

Cliff glances at a postcard-sized photo taped to his instrument panel, a black and white glamour shot of a gorgeous girl in a satin gown. It's signed: "With Love from your Lady Luck, Betty." A heart with an arrow through it is drawn around the name.

Cliff opens the throttle. Indicator needles jump. The plane picks up speed and surges forward, pressing him back in his seat.

3 EXT. CHAPLIN FIELD - DAY

3

The fixed landing gear skitters over the asphalt, and then, as the spectators hold their breath, the GeeBee lifts and climbs gracefully, circling the field.

3A INT. GEEBEE - DAY

3A

The air speed gauge passes 200 mph. Cliff's grin widens.

CLIFF

Watch this, Peev!

4 EXT. CHAPLIN FIELD - DAY

4

Cliff comes barreling in on the deck in a run across the field. The spectators whip around as the Geebee rockets directly overhead with a THUNDEROUS ROAR, tipping its wings in a victory salute. The plane climbs and levels off toward the surrounding foothills.

4 CONTINUED:

4

ON THE GROUND

Utter pandemonium. Peevy is smiling and calm as he gets bounced around in a back-slapping frenzy of jubilation.

He suddenly frowns and looks down. He raises his foot to discover a sticky tangle of chewing gum on the sole of his shoe.

5 EXT. GEEBEE - DAY

5

climbs effortlessly up into a glorious cloudscape and accelerates away, almost disappearing from view.

CUT TO:

6 EXT. BACK ROAD - DAY

6

The FIRE ERUPTING from the muzzle of a Tommy gun. The weapon is in the grip of a thick-necked man with gnarled features and brilliantined hair. LENNY rides in the rumble seat of a tan Ford Roadster, pursued down the switchback road by a police car and a green Plymouth sedan.

7 INT. ROADSTER - DAY

7

WILMER is at the wheel, whipping through the curves, his ferret gaze barely clearing the dashboard. On the passenger seat is an odd suitcase, custom designed to hold some special instrument. The case is hand tooled leather, the spines and fitting are brass.

8 OMITTED

8

9 INT. UNMARKED PLYMOUTH - DAY

9

JAKE "WOOLY" WOLINSKI is at the wheel, thick-necked and square-jawed. His partner FRANCIS FITCH is lanky and intense.

WOOLY

Hey, Fitch, you trying to save on ammo?

FITCH

I can't get a clean shot! I wish that black and white would get out of our way!

(CONTINUED)

9 CONTINUED:

9

No sooner said than done. A volley of Tommy gun BULLETS shreds the black and white's front tires. It spins out, careening off the road like a top. Fitch and Wooly duck as a barrage of BULLETS takes out their windshield in a shower of glass.

WOOLY

Careful what you wish for.

Fitch levels his revolver out the window and starts BLASTING.

10 OMITTED

10

11 INT. ROADSTER - DAY

11

A SLUG tears Wilmer's tweed cap off his head. He touches his scalp and checks the rearview mirror for a graze. His reflection shatters as another SLUG obliterates the mirror.

11A EXT. BACK ROAD - DAY

11A

Lenny rears up, Tommy gun BLAZING. He stitches a pattern of bullets across the Plymouth's grill, blasting it to fragments. Steam belches from the ruptured radiator.

12 EXT. HILL - DAY

12

Wilmer accelerates over a hill only to discover a Model T truck CHUGGING up the other side. Wilmer whips the wheel and the car leaves the road, bouncing over a ditch and into a beanfield.

The Plymouth swerves, sideswiping the truck and pursues the roadster into the field.

13 EXT. BEANFIELD - DAY

13

The cars race across the field, churning up a cloud of dust.

14 OMITTED

14

ROCKETEER Goldenrod Revision 9/24/90

15 EXT. ROADSTER - DAY

15

Lenny ducks down and slams a drum of fresh ammo into his Tommy gun. As he sits up he spots the GeeBee coming over the hill headed straight for them.

Lenny whips the Tommy gun skyward.

16 EXT. GEEBEE - DAY

16

BULLETS strafe the plane, chewing through the metal, ripping holes in the underside and through the engine. A ricochet cracks the windscreen.

17 INT. GEEBEE - DAY

17

The engine suddenly SPUTTERS and begins to emit grayish smoke. Cliff tries to stay cool as his instruments go haywire. He fights the controls, but it's a losing battle.

18 EXT. ROAD - DAY

18

The cars fishtail out of the beanfield and back out onto a winding road. A roadside sign flashes by:

CHAPLIN AIRFIELD

1 MI

LENNY

Wilmer!

Wilmer looks back.

LENNY

Head for the airstrip--I can fly a plane!

19 INT. GEEBEE - DAY

19

Cliff fights the stick, barely in control. It's all he can do to keep her from plowing into a hillside.

CLIFF

That's it... don't die on me now...
easy does it... no more surprises,
okay?

(CONTINUED)

19 CONTINUED:

19

Surprise! A rod blows through the cowl. Cliff's canopy is instantly coated with a thick stream of brackish motor oil. He's suddenly flying blind.

He pounds frantically on the windscreen, trying to punch through the bullet crazed glass. It finally gives way just in time for Cliff to see

-- another plane coming right at him! Cliff screams and jerks back on the stick.

19A EXT. GEEBEE - DAY

19A

hops over (with inches to spare) what is revealed to be a highway billboard advertising the movie "WINGS OF HONOR." The tin propeller on the painted warplane spins wildly in the GeeBee's wake.

20 EXT. EUCALYPTUS GROVE ROAD - DAY

20

The Plymouth pursues the roadster down a eucalyptus grove road. Wilmer whips the wheel and goes tearing through the trees. The Plymouth chases the roadster on a parallel track. Fitch and Lenny exchange a furious BARRAGE. Bullets ricochet off eucalyptus trunks.

Wilmer veers the small roadster between two eucalyptus trees and barely gets through.

21 INT. PLYMOUTH - DAY

21

Wooly hits the gas, determined to follow the roadster through another gap. Fitch braces against the dashboard.

FITCH

She ain't gonna make it...

The car SLAMS to a jarring stop, caught between the two trees.

FITCH

(continuing)

Like I said.

Wooly glares back. He throws the car in reverse, GRINDING gears.

22 INT. HANGAR - DAY

22

We see the roadster tear across the open ground behind the hangars.

The car drives into the hangar and SCREECHES to a stop. Wilmer hops out with the maroon suitcase and turns to the rear of the car.

WILMER

Let's go Lenny! We can't get caught with the --

Lenny is slumped in the rumble seat, staring with glazed eyes, dead.

WILMER

(continuing)

Lousy Feds.

22A EXT. HANGAR - DAY

22A

The Plymouth, minus two front fenders, barrels across the field toward the hangar, shot to pieces, trailing steam and smoke.

23 INT. HANGAR - DAY

23

Wilmer's mind races, eyes darting frantically about. His eyes fall on an Art Deco vacuum cleaner and a duffle bag. He grins with desperate mischief.

24 EXT. AIRFIELD - DAY

24

The sound of the approaching GEEBEE reaches the stands. Peevy rises, his mechanic's ear detecting the plane's labored SPUTTER.

PEEVY

Something ain't right -- !

Then, the GeeBee appears, wobbling towards the runway, a plume of smoke boiling from the cowl. The group stares in horror.

24A INT. GEEBEE COCKPIT - DAY

24A

Descending, Cliff tries to wipe the spewing oil from his goggles. Through the billowing smoke, he can barely see the runway only seconds away.

25 EXT. CHAPLIN FIELD - HANGAR - DAY

25

Panicked, Wilmer pilots the roadster out of the hangar doors and across the pavement. The FBI Plymouth SCREECHES around the rear corner of the building and SKIDS to a halt. Fitch leaps out, crouches into a marksman's pose and FIRES at the fleeing roadster.

Speeding up the runway, Wilmer risks a look back at his pursuers. His body jolts as he is hit in the shoulder.

He turns his gaze forward in time to see the GeeBee a moment away from his windshield.

26 INT. GEEBEE COCKPIT - DAY

26

Through grease-smeared goggles, Cliff sees the roadster directly in his landing path. Crying out, he futilely yanks back on the stick.

27A EXT. CHAPLIN FIELD - DAY

27A

Wilmer jumps from the car and bounces across the asphalt.

The GeeBee's landing gear bashes into the roadster's windscreen. The impact wrenches the gear from the plane and the GeeBee bellylands in a shower of sparks and shaved metal.

The driverless roadster SLAMS into a fuel truck parked at the runway's edge and erupts into a churning ball of flame and smoke.

27B EXT. CHAPLIN FIELD - AFTER CRASH - DAY

27B

Goose and Skeets race from the buildings with fire extinguishers. With them is pudgy, red-faced old hand MALCOLM WILLIS. Behind them, a water truck and fire engine ROAR down the runway.

Peevy dashes up to the smashed, smoldering GeeBee.

PEEVY

Goose -- give me a hand!

As Peevy and Goose attempt to wrench open the jammed cockpit, Skeets urgently waves Malcolm over.

(CONTINUED)

27B CONTINUED:

27B

SKEETS

Get the flames out, Malcolm,
before they hit the fuel tank!

Malcolm and Skeets spray their extinguishers across the
smoking fuselage, fighting the cowl fire.

Peevy and Goose release the canopy and pull Cliff to
safety.

Peevy and Cliff slide off the side of the GeeBee to the
ground. Cliff turns back and snatches Betty's photo off
the instrument panel. He stares helplessly at the wounded
plane as Skeets and Goose put out the fire.

28 EXT. RUNWAY - DAY

28

The place is crawling with cops and feds. An ambulance
stands by. Wooly and Fitch make their way through the
confusion with Cliff and Peevy dogging their every step.
Emotions run high.

CLIFF

Let me get this straight. You
chase some two-bit thugs onto
our runway, they crash into my
plane, and it's my fault? *

WOOLY

Look, kid...no offense, but we've
got more important things to do
than get all sweaty over whose
fault it was. *

PEEVY

We put three years and every
dime we had into that racer! *

FITCH

So file your gripe with Uncle Sam.
Maybe you'll get lucky. *

CLIFF

And wait six months, a year? We
make our living with that plane! *

FITCH

Guess it's time to get a real job. *

This is too much for Cliff. He stuns everybody by hauling off and slugging Fitch in the jaw, knocking him right on his ass.

FITCH

(continuing)

Why you lousy...

Fitch scrambles to his feet and punches Cliff, knocking him into Peevy. Bystanders jump in and separate the two combatants. Peevy and the ground crew grab Cliff and restrain him while Wooly holds Fitch back with a hand against the chest.

WOOLY

Relax, Joe Louis!

Fitch eases off. He looks around and sees a lot of angry faces. Everybody's ready to mix it up, fliers and Feds alike.

FITCH

That one's free, kid. Keep it up and you'll be eatin' dinner through a straw! *

Cliff starts forward. Peevy restrains him. *

PEEVY

He's a G-Man, for Pete's sake! *
You lookin' for time in the slammer? Come on...

He drags Cliff off. Fitch rubs his aching jaw. *

FITCH

Son of a bitch hangs one on my kisser and you let him waltz.

WOOLY

Maybe you had it coming.

Fitch and Wooly stalk over to the ambulance. They've got Wilmer on a gurney, bandaged and splinted from head to toe, ready to be loaded on. Fitch motions for them to wait. He leans down.

FITCH

Your pal is in the rumble seat's playing his harp. If you make it to County General, your next stop's Alcatraz. So spill. Where's the package?

Wilmer chuckles through blood-spattered lips.

(CONTINUED)

ROCKETEER Gray Rev. (Second Set) 11/20/90

28 CONTINUED: (2)

28

WILMER

Blown to hell. Go look for it.

FITCH

Get him out of here.

The ambulance doors close on Wilmer and it speeds away down the runway.

CUT TO:

28A EXT. RUNWAY - DAY

28A

A FIREMAN with tongs is carefully extricating a smoking object from the wreck of the roadster.

G-MAN

Hey, Fitch, take a look at this!

Fitch and Wooly approach the remains of the roadster. The Fireman raises a charred, twisted lump of metal INTO VIEW. It's shape vaguely suggesting a streamlined, finned object.

WOOLY

That's the gizmo, all right.

Fitch digs a nickel out of his pocket.

FITCH

(continuing)

Call him, Wooly.

WOOLY

Why me?

FITCH

He likes you.

Wooly sighs. Off he goes to make the call.

29 INT. HOWARD HUGHES' OFFICE - DAY

29

The balcony of a wide, plush office opens to the Santa Monica hills and the ocean beyond.

*

(CONTINUED)

ROCKETEER Gray Rev (Second Set) 11/20/90

29 CONTINUED (2)

29

A tall leather chair is pulled up to the walnut desk; the MAN seated at the desk is talking on the telephone. *

HUGHES

There's no mistake about that Wooly?... I see... It was damn sloppy... Well, yes, it could have been worse... Right. *

He hangs up. The chair turns to reveal a its occupant. Howard Hughes is tall, rugged, handsome. His dark hair is combed back and a pencil-thin mustache adorns his upper lip. He stares across the desk at two War Department LIAISONS in dark suits. *

HUGHES

That was Wolinski. They chased it to an airstrip in the Valley. There was a wreck on the runway... The X-3 was destroyed. *

The two men exchanged looks of disappointment - and relief. *

LIAISON #1

Better lost than in the wrong hands. *

LIAISON #2

How soon can you rebuild it?

HUGHES

Rebuild it? Not a chance.

LIAISON #2

My people in Washington will have something to say about that. *

HUGHES

Your people in Washington want to turn anything that flies into a weapon. Apparently, someone else had the same idea.

Hughes picks up a thick portfolio and riffles through it, gazing at a sheath of diagrams with an almost wistful regret. *

LIAISON #1

Sir, I'm afraid we must insist-- *

HUGHES

I'll remind you boys that I don't work for the government. I co-operate, at my discretion. *

(CONTINUED)

ROCKETEER Gray Rev (Second Set) 11/20/90

29 CONTINUED (3)

29

HUGHES
(crossing to the
fireplace)

*

Two of my best pilots were killed
in the test phase. God knows how
many more men would've died if it
had flown. I'm sorry I ever
dreamed the damned thing up.

Before the other men can react, he drops the portfolio
into the fireplace. The hungry flames consume
blueprints, documents, and notes.

*

LIAISON #2
You can't do that--

LIAISON #1
What'll we tell the President?

*

In the fireplace, smoke curls from a watercolor rendering
of a proposed Hughes Aircraft pavilion for the upcoming
1939 World's Fair. In the sky above the structure is a
flying man soaring toward golden clouds.

*

HUGHES
Tell him the dream is over. Tell
him Howard Hughes said so.

The sky blackens and the flying man bursts into flames.

*

CUT TO:

30 INT. HANGAR - DAY.

30

Peevy stares dumbfounded at a slip of paper.

PEEVY
Threehundred gallons!!? We don't
burn that much in two years!

BIGELOW
You burned it in two seconds when
my fuel truck went up.

CLIFF
I didn't blow up your truck, the
guy in the car did!

(CONTINUED)

ROCKETEER Salmon Rev 10/3/90

30 CONTINUED: .

30

BIGELOW

Yeah, after bouncing off you.
Pilots are responsible for a safe
landing, you know that. *

PEEVY

Where we gonna get this kind of
dough, Bigelow, the GeeBee's
scrapped.

BIGELOW

Look, fellas, I hate to kick you
when you're down... but business is
business. I'm out of pocket here.
Course, I could always use the old
clown act.

PEEVY

We don't do that anymore.

CLIFF

Sure we do.
(off Peevy's glare)
Fifteen bucks a show, right? *

BIGELOW

Ten, five goes against your bill. *

Cliff and Peevy exchange a look. What choice do they have?

BIGELOW

(continuing)

It's up to you, boys. See it my
way or see me in court... Clown
suit's in the storeroom. First
show's at nine. Don't be late.

BIGELOW exits.

CLIFF

(under his breath)

Lousy nickel-nurser. *

PEEVY

Cliff, are you off your nut? Doin'
the clown act means goin' up in
Mabel. She's a flyin' coffin - you
said so yourself. *

(CONTINUED)

ROCKETEER Salmon Rev 10/3/90

30 CONTINUED: (2)

30

CLIFF

I'll go real easy on her. She
never let us down before.

He takes out the photo of Jenny, grins, and sticks it into
the Standard's instrument panel. *

PEEVY

The number five piston's shot!
There's more spit and bailing wire
here than airplane --

CLIFF

I can fly a shoe-box if its got
wings. *

He hops into the cockpit, sinks into the seat, then leaps
up in painful surprise, holding his rear. *

CLIFF

Owww!

PEEVY

What?

With some tugging and pulling, Cliff manages to dislodge
something wrapped in a gray duffel bag from under the seat.

PEEVY

(continuing)

What've you got there?

CLIFF

I don't know but it's heavy.

Cliff carries the bag to a work table and sets it down with
a THUMP.

PEEVY

That's my duffel bag!

Cliff pushes the fabric down, revealing the bag's contents.

It's an amazing device with a double cylinder design. Gray
steel and chrome, sleek and ominous. There are straps
folded tight and buckled in place. Cliff and Peevy gaze at
the thing.

PEEVY

(continuing)

Odd looking contraption... *

(CONTINUED)

ROCKETEER Salmon Rev. 10/3/90

30 CONTINUED: (3)

30

CLIFF

What do you suppose it is?

Cliff uncoils a wound up cable. It's about the length of his arm. At the end of the cable is a weird metal T, like a flat bracelet. And on that is a red button.

He presses it. With an enormous blast of flame, the device ROARS and leaps off the table on a rush of superheated air. Peevy is knocked to the floor.

The cylinder bullets toward the roof. It smashes through a thick rafter, bounces off the ceiling, and zooms back at the floor.

In a SCREAMING shower of sparks, the rocket ricochets off a steel tool cabinet. Its trajectory carries it straight through the outer wall of the hangar's small office.

Terrified, Cliff and Peevy peer through the hole into the office. The rocket is half-embedded in an easy chair, vibrating as its powerful engine continues to spit fire.

They duck into the room, shying from the intense heat of the flame. Using a mop handle, Cliff manages to reach the control bracket. He punches the red button and the rocket shuts off, leaving our two heroes stunned and gasping for breath.

Cliff reaches out to pull the device from the chair. *

PEEVY *

Careful!

Cliff yanks back his fingers, then extends them again to gingerly touch the housing. His eyes widen. *

CLIFF *

The shell's still cool...!

They cautiously approach the rocket and each grab a side. They pry it out of the easy chair and carry it back to the workbench. They deposit the rocket gingerly, handling it like a keg of dynamite that might go off.

They gaze at the thing in wonder, circling the table slowly, trying to see some sense to the thing.

PEEVY

Never seen nothin' like this--!

(sniffing-engine)

It burns alcohol.

(pause)

What's the damned thing for?

(CONTINUED)

ROCKETEER Salmon Rev 10/3/90

30 CONTINUED (4)

30

There is a dawning awareness in Cliff's eyes, a hunch too crazy to ignore.

Without saying a word, he steps to the table and slips his arm through the first strap. Then he slips his other arm through the second strap. He straightens up, and the thing is now seated on his back. The last thing he does is snap the buckle over his chest, securing the harness.

(CONTINUED)

ROCKETEER - Rev Blue 8/29/90

30 CONTINUED: (4)

30

The purpose of the thing is clear. Cliff and Peevy are too stunned for words.

CUT TO:

31 EXT. CHAPLIN FIELD - FLIGHT SCHOOL - DUSK

31 *

The sign on the building reads: "LUCKY LINDY'S FLIGHT SCHOOL."

On the lawn in front stands a life-size wooden statue of Lindbergh himself. The statue is shaking from side to side, accompanied by the sound of SAWING WOOD.

We hear a sharp CRACK! and the statue topples OUT OF FRAME. We hear Cliff and Peevy SCURRY off into the dusk.

CUT TO:

31A EXT. HOLLYWOOD HILLS HOUSE - DUSK

31A *

Parked in the flagstone courtyard before a large Mayan-esque house, a pair of black Cadillac sedans glitter like beetles. Two grim-faced, broad-shouldered men wait by the autos.

Angry words filter down from above. The two men look up towards a second story window, where silhouettes move across the drawn blind.

31B INT. MANSION - LIBRARY - ~~NIGHT~~ DUSK

31B

TALL MAN

So what you're telling me is that you failed. Correct me if I'm wrong.

WIDER ANGLE reveals --

-- his sumptuous surroundings. He stands framed against the open balcony door, wearing a silk shirt casually undone, balancing a glass of champagne in one hand while incongruously poising a gleaming, sharp fencing sword in the other.

Across the room stands EDDIE VALENTINE, compact and stocky in a pinstripe suit, a bright red rose in his lapel. SPANISH JOHNNY and RUSTY lean against the wall, a study in nonchalance, their eyes taking in the Tall Man's every move.

(CONTINUED)

31B CONTINUED. (2)

31B

EDDIE

What I'm tellin' you is the Feds showed up like flies at a barbecue. One of my boys got iced. The other's at County General in intensive care.

TALL MAN

If he decides to talk, it could be awkward for us both.

The Tall Man moves nimbly across the room, parrying and thrusting, pressing the attack on an invisible enemy.

TALL MAN

(continuing)

I'm paying you too much for things to go this wrong.

EDDIE

You ain't paying me enough to keep me in the dark. This was supposed to be a simple snatch and grab. Like stealing candy, you said. You ain't never said nothin' about no Feds!

The Tall Man pauses and blinks in quiet amazement at Eddie's mangling of the language.

TALL MAN

(to himself)

Quadruple negative. How extraordinary.

He sips his champagne and whisks the air with his sword, loosening up for another offensive across the room.

TALL MAN

(continuing)

The "Feds" are the least of our concerns. We have to find out what happened to the rocket.

EDDIE

Wilmer's the only one that knows for sure.

TALL MAN

Then we shall have to ask him.

(CONTINUED)

31B CONTINUED (3)

31B *

EDDIE

You kidding me? The hospital's crawling with cops. We can't get near the place. Maybe later, when the heat dies down.

TALL MAN

Time is a luxury I lack. If you can't get to Wilmer, then I'll have to handle it myself.

EDDIE

Oh? How's that? Stroll in with a bouquet of flowers?

TALL MAN

(considers it)

Flowers. Yes. How thoughtful.

Eddie looks at him like he's nuts. The Tall Man presses the attack again, parrying and thrusting back across the room. Spanish Johnny and Rusty follow him with their eyes.

EDDIE

Look, I got half a mind of pull out! My boys are getting bloody on this, and I don't like it!

The Tall Man stops with a flourish, takes another sip of champagne. He never spills a drop.

TALL MAN

What you fancy has no bearing here. You'll live up to your contract or I'll find another small time hoodlum who can.

EDDIE

Yeah? Well, what I don't "fancy" is taking any more crapola off a Limey fruitcake like you!

The Tall Man's eyes flash in anger WHHHIIIIISHHHH! Eddie suddenly finds the glittering point of a sword pressed to the hollow of his throat. Eddie's men go tense, hands poised near their coats, ready to go for their guns.

(CONTINUED)

31B CONTINUED: (4)

31B

The Tall Man's eyes are blazing, lethal, capable of anything. A heartbeat away from murder. We see for the first time how truly dangerous he is. Eddie stares back, his gaze unyielding.

TALL MAN

If we find the rocket... consider your price doubled. Fair?

EDDIE

(beat)

Fair.

The Tall Man smiles. He shifts the point of his sword to the rose in Eddie's lapel. With a quick upward flick of the wrist, the rose goes sailing through the air. It flies across the room right into Spanish Johnny's hands.

TALL MAN

Good evening, Mr. Valentine.

Eddie frowns, then exits with his men. The Tall Man's eyes glisten with contempt. He briskly crosses the room and picks up the telephone.

He starts to dial a number.

TALL MAN

(continuing)

Bloody amateur.

31C INT. DINGY ROOM - NIGHT

31C

Dingy, dark, spartan. There's a cot, a wash basin. A small shaving mirror on the wall is cracked. The room is lit by the dim glow of a Philco playing "AMOS N' ANDY."

Somebody -- or something. -- is sitting in a frayed easy chair with his back to us. LOTHAR laughs -- somewhere between a low growl and a death rattle.

The telephone RINGS. Lothar shuts off the radio with a hand the size of a skillet.

LOTHAR

Yes?

TALL MAN

That job we discussed, I'd like you to visit a friend in the hospital... a condolence call... Room 502, County General.

CUT TO:

ROCKETEER Rev Cherry 11/13/90

32 EXT. BEANFIELD - NIGHT

32

The headlights of Peevy's truck illuminate a metal stake being driven into the ground. There is a long chain attached. Cliff pounds the stake home.

*

CAMERA PANS the chain to reveal the other end nailed to Lindbergh's wooden chest. The rocket pack rests on Lindy's back. Peevy starts to unspool a large roll of wire attached to the ignition switch.

*

They scurry to a nearby ditch and exchange a look. Peevy connects the two ends of wires. The rocket ROARS. They duck. Lindy takes off. The chain SNAPS taut. Suddenly, the statue is flying in great wide circles at the end of its tether. Cliff and Peevy share an exhilarated grin.

PEEVY

If I weren't seeing it, I wouldn't believe it...

*

The stake begins to loosen.

CLIFF

Peevy! The stake!

(CONTINUED)

ROCKETEER Rev Cherry 11/13/90

32 CONTINUED: (2)

32

Cliff moves to get up. Peevy pulls him down.

PEEVY

That chain will cut you in half!

CLIFF

We're going to lose it!

With a final shudder, the stake uproots. Lindy rockets into the night sky. The rocket's flame gets smaller and smaller, and finally fades into the blackness. Gone.

Cliff and Peevy leap out of their trench and stand gazing up at the night sky. A strange metallic MOANING approaches from above. The 25 feet of chain slams into the dusty earth between them.

PEEVY

Holy hell -- !

CLIFF

We lost it! We shoulda' anchored it to your truck!

*

PEEVY

My truck would be halfway to Cincinnati by now, you chowderhead!

*

They pause, hearing the sound of something hurtling back to earth, WHISTLING like a bomb. They throw themselves to the ground as Lindy dive-bombs them from behind. It misses them by inches and slams into the ground, plowing a furrow in the field and coming to a stop.

They race over and shut the rocket down. It SPUTTERS into silence.

CLIFF

Peevy, you'd pay to see a man fly, wouldn't you?

*

PEEVY

I know what you're thinkin', Clifford. Forget it.

*

Peevy grabs Lindy's feet to tug him out of the furrow. They to start to carry the statue towards the truck.

CLIFF

But I'm talking about making some real money here -- not ten bucks a show, but enough to get us back on our feet and into the Nationals.

*

(CONTINUED)

ROCKETEER Cherry Rev 11/13/90

32 CONTINUED: (3)

32

PEEVY

Cliff, are your eyes painted on?!! That thing's like strapping nitro to your back, besides, the Feds are mixed up in this.

CLIFF

Yeah, and thanks to them we're flying the clown act and scraping for nickels. They owe us.

PEEVY

Well maybe they don't see it that way. Look, we're just a couple of sky bums. I don't want to get tangled up with the FBI.

CLIFF

I don't want to keep it... just borrow it for a while.

PEEVY

You do, eh? Well, if you borrow something and don't tell anybody, they call that stealing.

CLIFF

Just a week or two! Soon as we can afford a new plane, we'll give it back. I swear.

Peevy shakes his head, far from convinced.

PEEVY

Did you see what this thing just did? You want to turn your head into a plow? The thing don't work.

CLIFF

You're always telling me what a genius you are, fix it.

PEEVY

We're gonna need a hell of a lawyer.

They throw Lindy in the truck revealing his completely splintered head.

CLIFF

I think we need a helmet.

ROCKETEER Rev Cherry 11/13/90

33 INT. APARTMENT - NIGHT

33

TIGHT ANGLE on a gorgeous female leg. Delicate hands slowly draw a sheer silk stocking up the length of the leg, revealing a dizzying topography of curves and skin. We TRAVEL OVER a bent knee and come to a thigh so beautiful it could induce a heart attack. As the stocking is clipped to the garter, we TILT UP to introduce --

BETTY BLAKE

24 years old and a blazing beauty. She leans into the mirror and applies lipstick.

(CONTINUED)

33 CONTINUED:

33

She turns her head at the sound of a horn HONKING. Her friend IRMA, applying mascara, peers out the window.

BETTY

Who's is it?

IRMA

Yours.

Betty smiles, quickly smooths her skirt into place.

34 EXT. BOARDING HOUSE - NIGHT

34

Cliff gets out of his truck and makes his way to the door of the boarding house for young actresses. Girls are waiting outside for their dates. Cars pull up and depart. Cliff crosses the courtyard flirting shamelessly all the way.

He knocks on the door. It is opened by MRS. PYE, a stone-faced, matronly woman. Cliff gives her his "best behavior" smile.

CLIFF

Good evening, Mrs. Pye. I've come to pick up Betty.

He starts forward. Mrs. Pye places an immovable palm on his chest.

MRS. PYE

You know my rules. No gentlemen after six p.m.

CLIFF

I'm no gentleman.

MRS. PYE

You can say that again. This time don't forget the curfew. I lock up at eleven sharp.

CLIFF

Okay, warden.

Betty sweeps out and gives Cliff a chaste peck on the cheek.

BETTY

'Night, Mrs. Pye!

(CONTINUED)

34 CONTINUED:

34

MRS. PYE

Have a good time, dear. If he
tries anything, deck him.

The door SLAMS. Now that Mrs. Pye is gone, Betty throws
her arms around Cliff's neck and gives him a real kiss.

He holds the kiss... and holds it... until they both
become aware of the appreciative HOOTS and CATCALLS from
the other girls. Cliff breaks the kiss and grins. Off
they go.

DOLLYING CLIFF AND BETTY

BETTY

Cliff, guess what, I think I got
the part!

CLIFF

That's great!

BETTY

I won't know for sure till I get
to the set tomorrow, but the
director liked my reading best.

CLIFF

You mean you have lines this time?

BETTY

Just one, but it's to Trevor
Sinclair.

CLIFF

Lemme hear it.

She throws her head back and gives it all she's got:

BETTY

"Oh my Prince! Would that you
drink of my lips as deeply."

CLIFF

And then he kisses you, right?

BETTY

Naw, he's too busy killing
someone.

She realizes he's jealous. She suppresses a smile.

BETTY

(continuing)

Now you tell me.

(CONTINUED)

34 CONTINUED: (2)

34

CLIFF

What?

BETTY

What do you think? The GeeBee,
the maiden voyage! How'd it go?

CLIFF

(evasive)

Okay, I guess...

BETTY

That's it? "Okay, I guess?"
How'd she fly?

CLIFF

She flew great... landing had a
few bumps... got some bugs to work
out...

(glances at his watch)

Hey, look at the time. We gotta
hurry if we're gonna catch a
movie. I hear a new Cagney
picture opened.

BETTY

So did a new Trevor Sinclair
picture.

CLIFF

Aw, Betty, Cagney's better. You
won't catch him lounging around a
penthouse in his underwear or
walking poodles in the park or...

BETTY

Or getting shot down behind enemy
lines?

CLIFF

What?

BETTY

The movie... "WINGS OF HONOR"?
Trevor Sinclair?

CLIFF

(beat)

This I gotta see.

34A INT. MOVIE THEATRE - NIGHT

34A

Backlit by the flickering glare of the projector, Cliff and Betty make their way down an aisle, they stop at the end of a row. Cliff is loaded down with popcorn and sodas.

They squeeze down the row toward two empty seats. A newsreel is in progress.

ANNOUNCER (O.S.)

But as rumors of war haunt the Continent, Herr Hitler claims to be working for world peace... and the sovereignty of nations.

THE NEWSREEL

shifts to a shot of a zeppelin descending enormously from the clouds of New Jersey, a bold swastika on its tail.

ANNOUNCER

And just to prove he's a swell guy, here comes the Fuhrer's latest goodwill gesture -- the mighty airship Luxembourg, on a coast to coast friendship tour of the United States.

Cliff and Betty settle in and divvy up the snacks.

The image cuts to a shot of the zeppelin's captain and crew on the ground, mingling with an excited crowd.

ANNOUNCER

(continuing)

First stop, New Jersey, where the locals turn out in droves to greet Captain Heinrick and the crew.

The airmen hand out candy bars to the children.

ANNOUNCER

(continuing)

Winning friends the old-fashioned way -- with good German chocolate!

The Captain turns and waves to the camera, grinning broadly.

ANNOUNCER

(continuing)

Welcome, boys! Look us up when you get to Hollywood!

CUT TO:

ROCKETEER Rev Blue 8/29/90

35- 37 OMITTED

35-37

38 INT. HOSPITAL CORRIDOR - NIGHT

38

A NURSE steps from a room and shuts the door. A UNIFORMED COP sits at the station, listening to a mystery show on the RADIO. Spooky MUSIC, CREAKING doors, hollow LAUGHTER...

COP

How's he doing?

NURSE

I just gave him a sedative. He'll sleep like a baby.

38A INT. HOSPITAL ROOM - NIGHT

38A

Wilmer, in heavy traction, lies dozing in bed.

(CONTINUED)

ROCKETEER Link Rev 8/31/90

38A CONTINUED:

38A

Spooky RADIO ORGAN MUSIC drifts into the room... as a monstrous shadow looms on the wall. Something crouches on the ledge outside the window.

The window slides open, breeze billowing the curtains. Lothar slips silently into the room. He is immense, twisted. As he approaches the bed, he CRACKS a match with his thumb nail, holding it close to Wilmer's face.

But the flame also illuminates Lothar. Distended jaw, flat cheekbones, heavy ridge above his brow. Sunken eyes.

Lothar clutches one of Wilmer's traction cords and gives it a sharp yank.

Wilmer's groggy eyes flutter open. His pupils dilate in horror.

WILMER

Huh? Whozzat! Whozzere.

(sees dimly)

It's you. Tell your boss I don't answer to nobody but Eddie.

Lothar eases his massive hands beneath Wilmer's body, then lifts him easily.

WILMER.

(gasping)

Okay, okay... ease off... I pulled a switch, see? I got the dingus stashed good... at the airfield... hangar three... some old plane...

A horrible shadow is thrown on the wall, the writhing Wilmer in the purposeful grip of the massive ape-man.

WILMER

(continuing)

No! Don't -- ! Ahhhhhhhhhhhhhh.

38B NURSE'S STATION

38B

The Cop and the Nurse at first think the SCREAMS come from the radio, but when it goes to a commercial and the screams continue, they realize...

The Cop shoulders the door open, revolver drawn, the Nurse right behind him. She SCREAMS.

(CONTINUED)

38B CONTINUED:

38B

Wilmer hangs suspended above the bed, dangling from the traction gear, body bent in half, eyes dead and staring.

The Cop rushes to the open window, where the curtains flutter like ghosts.

39 EXT. HOSPITAL WINDOW - NIGHT

39

The Cop peers out. Nothing. He pulls back into the room.

On the ledge above, a massive pair of wingtips shuffle off into the night.

CUT TO:

40 EXT. BULLDOG CAFE - NIGHT

40

Butch, a bulldog, waddles down a sidewalk at a fast trot. Clamped in his jaws is a soup bone. Butch climbs onto the porch of a diner near the airfield, The Bulldog Cafe. He settles on a worn rug and gnaws the bone.

True to its name, the cafe resembles a white and black canine, sitting on its haunches. There is a tobacco pipe in its mouth and the door is in the dog's belly.

41 INT. BULLDOG CAFE - NIGHT

41

Linoleum counter, worn leather stools, cozy booths. Framed photos and other aviation mementos hang on the walls and ceiling. A chalkboard lists the day's specials.

MILLIE, the owner, prepares food at the grill. Among tonight's regulars are Skeets, Goose and Malcolm. Cliff and Jenny occupy a booth.

CLIFF

And then- get this, fellas!-at the end of the movie, he flies over the enemy trenches and drops a bottle of champagne!

GOOSE

Let me guess! It hits the general and we win the war, right?

The fliers guffaw.

JENNY

It was symbolic! He was being chivalrous!

(CONTINUED)

41 CONTINUED: (2)

41

SKEETS

Where'd he get it? The champagne,
I mean. They didn't have liquor
stores at the front.

MALCOLM

Not that I can recall... would'a
been nice...

JENNY

(exasperated)

It doesn't matter where he got it,
the point is... oh, forget it.

(to Millie)

It was so romantic, Millie. I
cried and cried. Neville was
wonderful.

CLIFF

"Neville?" Guy's never been up in
a plane, much less flown one.

MILLIE

Who cares? He's a living doll.

PATSY, Millie's 10 year-old, approaches Malcolm. She has a
tin airplane with a broken wheel.

PATSY

Malcolm, the wheel came off.

MALCOLM

Lemme see Princess... we'll fix her
up.

(examining plane)

I ever tell you about the time I
got shot down by the Red Baron?

Patsy nods her head emphatically. She catches sight of
Millie, who's pointedly shaking her head no with a "be
polite" glare. Patsy instantly shifts gears and starts
shaking her head no as Malcolm looks up.

MALCOLM

(fiddling with toy)

No? Well, there I was, flying
patrol over the Ardennes, when all
of a sudden he come screamin' out
of the sun, guns blazing!

(MORE)

(CONTINUED)

41 CONTINUED: (3)

41

MALCOLM (CONT'D)

I tried to loop, but he stuck to my tail like a dirty diaper. 'Fore I knew it, my bird was shot to tatters. I must's fell for half an hour, and then smack --

The troublesome wheel pops out of Malcolm's grasp and shoots over his shoulder to land with a SPLASH in Jenny's soup. Droplets spray over her blouse.

CLIFF

Bull's eye, Ace.

MALCOLM

I'm sorry, Jenny.

Jenny dabs at her blouse with a napkin as Cliff fishes the wheel from the soup.

JENNY

That's okay, Malcolm.

(to Cliff, lowering her voice)

Elegant dining here at the Bulldog. Once in a while it wouldn't hurt to try a new place... away from the airfield.

CLIFF

What'll it be?... The Copa or the Brown Derby? How 'bout the South Seas Club while you're dreaming?

JENNY

Yeah, someplace an actress can get noticed.

CLIFF

And a guy can get skinned. For the cost of dessert in one of those joints, I could overhaul an engine.

JENNY

I'm not saying all the time...

Jenny sighs and takes his hand. There's a look on her face that Cliff can't resist. He smiles, and she smiles back.

(CONTINUED)

41 CONTINUED: (4)

41

JENNY

Okay, how about this? We'll have a
real night out on the town after
you win the Nationals.

A hush descends. Millie and the others trade uncomfortable
glances - Cliff hasn't told her. He nods unconvincingly.

MALCOLM

(swiveling around on
stool)

You're flying in the Nationals
after all? I'm glad to hear it,
after that landing today.

MILLIE

(stepping quickly in with
coffee)

How 'bout a warm up, Malcolm?

Jenny looks uncertainly at Cliff.

JENNY

You said there were a few bumps.

MALCOLM

Boy, I'll say. You should'a seen
it. Folded like a kite when she
hit the pavement. We thought ol'
Cliffie's number was up, what with
the fire and all.

Millie finally whacks him with a spoon. He stops abruptly,
looks around at the other's faces and suddenly realizes how
badly he stepped in it. Jenny glares across the table at
Cliff.

CLIFF

I was going to tell you.

JENNY

When? After the milkman found out?

CLIFF

Jenny, losing his plane isn't
something a pilot goes bragging
about...I... didn't want to spoil
our evening.

JENNY

That's very thoughtful. Thank you.
You'd rather make a fool out of me.

(CONTINUED)

41 CONTINUED: (5)

41

CLIFF

I'm sorry, I--

JENNY

I don't want you to be sorry. I want you to stop treating me like a china cup! Cliff, when something goes wrong I should be the first to know, not the last.

CLIFF

Honey, everybody else knows because they were there.

JENNY

I had an audition! It was important!

CLIFF

Yeah, just like the time I flew the Regionals. You had a big part. You stood behind Myrna Loy with a bowl of grapes.

Jenny throws her napkin down. She leaps up and grabs her purse.

JENNY

'Night, Millie. Thanks for the soup.

She goes out. Cliff sits there, all eyes on him, hating himself for blowing it so badly.

MILLIE

Well, go after her, you dope!

Cliff leaps from the table and goes out the door.

42 EXT. BULLDOG - NIGHT

42

Cliff runs out into the street just in time to see Jenny hopping a bus.

CLIFF

Jenny!

The bus pulls out. Cliff runs after it, but it disappears down the street. He comes to a stop.

(CONTINUED)

ROCKETEER Pink Rev 8/31/90

42 CONTINUED:

42

CLIFF

(continuing)

Dammit!

Malcolm walks up next to him.

MALCOLM

Cliff, I'm sorry. I really put my foot in it, didn't I?

CLIFF

It's all right, Malcolm. It's not your fault.

Cliff walks back to the Bulldog leaving Malcolm standing in the street, alone.

43 EXT. CLIFF AND PEEVY'S HOUSE - NIGHT

43

*

Moonlight washes across the lawn of a small, well-kept house.

*

43A INT. CLIFF AND PEEVY'S - NIGHT

43A

*

Peevy's welding on the dining room table which is covered with tools, rivets and scraps of metal. Dance music comes from a nearby radio.

Cliff enters and throws down his jacket. He crosses to the phone.

PEEVY

You're home early.

CLIFF

Betty had a 7:00AM call.

PEEVY

Uh huh...What was the fight about?

CLIFF

I don't know, Peev. I can't figure her out.

The telephone rings and rings on the other end. Cliff hangs up.

CLIFF

Maybe she just needs a little time.

(CONTINUED)

ROCKETEER Pink Rev 8/31/90

43A CONTINUED: (2)

43A

PEEVY

(quietly, almost to himself)
Don't give her too much time.

Cliff goes down the hallway.

PEEVY

Somebody's gonna figure that girl
out.

Peevy continues to work.

CROSS DISSOLVE:

44 INT. CLIFF AND PEEVY'S LIVING ROOM - DAWN

44

SAME ANGLE:

Peevy dozes in an easy chair in the foreground. Dead air comes from the RADIO. Clad in a worn bathrobe, Cliff shuffles toward the kitchen. He switches the radio off, and throws a blanket over Peevy. Cliff crosses to the table. Amidst the debris is something covered with a large polishing cloth. He removes the cloth and whistles softly.

The helmet is finished. An aerodynamic fin curves from the helmet's crown. Amber lenses are set in the eye sockets and vents are cut into the mouth area.

Cliff holds the helmet up at arm's length. It catches the morning sunlight with a burnished glow.

45 OMITTED

45 *

CUT TO:

16 INT - CASTLE - DAY

Two expert SWORDSMEN are locked in mortal combat. SIR ALEC OF TRENT is dressed in the finery of the English Court, with a red rose in his tunic. THE BLACK HAWK is dashing in form-fitting black, a thin mask over his eyes. Trevor Sinclair. *

The Black Hawk backs Sir Alec into a stone column and knocks his weapon to the floor. Sir Alec finds himself with the glittering point of the Hawk's sword pressed at his throat. *

SIR ALEC

What, kill me as I stand? I thought you were a sporting man.

BLACK HAWK *

True. I would hate to stain my legend on a villain such as you.

Smiling, the Black Hawk shifts the point of his sword to the rose on Sir Alec's tunic. He flicks the rose into the air. It sails into the hands of a beautiful NOBLEWOMAN. *

The Black Hawk flips Sir Alec's weapon back into his hand with the toe of his boot. The duel resumes. *

The Black Hawk pursues Sir Alec up the winding stone stairway. At the top, THREE GUARDS appear. TWO MORE GUARDS advance up the stairway, blocking the Hawk's escape. *

SIR ALEC

You should have killed me when you had the chance! Prepare to die, that we may learn the true identity of the Black Hawk! *

BLACK HAWK *

Why wait?

He rips his mask off. A collective GASP from the noblemen.

A NOBLEMAN

It's Sir Reginald!

BLACK HAWK *

None other!

Sir Reginald thrusts out with his sword, stabbing Sir Alec. As Sir Alec falls to the castle floor below, his troops rush Sir Reginald, who grabs a lanyard anchoring a chandelier and swings in a graceful arc to the banquet table below.

He sweeps up a goblet of wine and downs it in one gulp. The noblewoman rushes to his feet.

(CONTINUED)

NOBLEWOMAN
Oh Prince, would dat you drink'a
my lips so deep!

DIRECTOR (O.S.)
Cut, cut, CUT!

The place instantly becomes a movie set. The director descends
on the noblewoman.

DIRECTOR
Honey, you're a lady of the Court,
not a barfly from Philly!

SIR ALEC
Victor, how many times we gonna
do this?

DIRECTOR
Now look, acting is acting like
you're not acting. So act -- but
don't act like you're acting, get
me?

ANGLE OVER to Jenny and Irma, who are both dressed as servant
extras. Irma rolls her eyes.

IRMA
Boy oh boy, is she a block of wood.
Your audition was so much better.

JENNY
Irma, everyone's audition was
better.

IRMA
I hear tell she's the producer's,
uh, "niece." So to speak.

JENNY
So she gets to play a scene with
Trevor Sinclair...while we play
background scenery. I love
Hollywood.

CLIFF

wanders onto the sound stage past a group of costumed extras.
He looks around, trying to adjust to the gloom.

DIRECTOR (O.S.)
All right, everybody back to first
positions! Let's see if we can get
it right this time!

(CONTINUED)

Cliff looks for Jenny, tripping over cables and bumping into C-stands. This is an alien place to him, as strange as the moon. *

A.D.

QUIET ON THE SET! WE'RE ROLLING!

CLAPPER BOY

Sword of the Hawk, scene 114, take 28! *

DIRECTOR

And...action!

We hear CLASHING SWORDS and SCUFFLING FEET. SCENE CONTINUES O.S. as Cliff wanders the dark labyrinth of set walls and equipment. He finds himself in another room of the castle. *

ON THE SET

NOBLEMAN

It's Sir Reginald!

SINCLAIR

None other!

Sir Alec falls. Sir Reginald swings and sweeps up his goblet of wine. Everyone on the set has their eyes on the blonde from Philly, praying to God she gets it right this time. *

Sinclair drinks. The director is out of his chair with suspense, eyes glued to the blonde as she dashes to the table -- *

CLIFF

leans against a stone wall only to discover it's nothing but a plyboard flat that topples slowly. *

ON THE SET

The girl from Philly says her line. This time, to everyone's amazement, she's fantastic: *

NOBLEWOMAN

Oh my Prince, would that you drink
of my lips as deeply!

The director and crew are coming out of their skins with joy as Sir Reginald leaps off the table into the midst of the palace guards. Suddenly -- *

GRIP

HEADS UP!

-- the castle wall tears loose. People dive out of the way as it splits and topples to the floor. Cliff turns slowly around and finds about a hundred people staring at him. *

(CONTINUED)

CLIFF
Uh...sorry. Is Jenny here?

The director knows if he loses it now it means a stroke for sure, so instead he forces a big smile. Painfully calm.

DIRECTOR
Jenny?
(looks around)
Is there a Jenny here?

Jenny raises her hand. She'd like to crawl into a hole and hide. The director motions Cliff in her direction -- please, be my guest. Cliff walks toward her.

DIRECTOR
(to camera crew)
Cut.

SINCLAIR

is helped to his feet by a swarm of crew members. He deflects their concern with good humor:

SINCLAIR
I'm all right, I'm fine. Never let it be said that a Trevor Sinclair performance failed to bring down the house!

Everyone laughs. The A.D. goes to the sprawled Sir Alec.

A.D.
Charlie, you can get up now...
Charlie?

Charlie groans and rolls over.

A.D.
Somebody call the nurse! Charlie's been stabbed!

The crew rushes over. Sinclair and the director push their way through the crowd. Sinclair kneels by the wounded man.

SINCLAIR
Charlie, my God, forgive me. I had no idea!

CHARLIE
(gurgling, in pain)
Was I stealing the scene?

Sinclair jumps to his feet and takes charge:

(CONTINUED)

SINCLAIR
John, use my car and driver! Get
Charlie to Queen of Angels!
(to the nurse)
Gladys, you ride along with him.
I'll have my personal physician
meet you there!

A flurry of activity. Sinclair pulls the director aside.

DIRECTOR
Trevor, I'm sorry.

SINCLAIR
Next time, find me a worthy
adversary. As for -- "Jenny" is
it? -- I want that bitch banned
from the lot.

Sinclair waves warmly at somebody and moves off. The director
motions for his A.D.

47 CLIFF AND JENNY

CLIFF
I feel bad about last night. I came
to see if we could patch things up.

JENNY
By knocking down half the castle
wall? What do you do for an encore?

CLIFF
Look, you're always saying you're
the last to know! Well, I came to
tell you something. It's important.

JENNY
So's this acting job!

CLIFF
Acting? Honey, c'mon, you're
walking through scenery!

JENNY
That's not fair! This is a good job.
The director thinks I've got talent.

CLIFF
Then why didn't you get the part?

A.D.
(approaches)
Everybody was told no visitors on
the set. You're off the picture.

(CONTINUED)

Jenny shoots Cliff a furious look, then storms off. Cliff races after her. He catches up to her in front of a free-standing section of castle wall and whirls her around.

JENNY

You got me fired!

CLIFF

In a couple of weeks it won't even matter. Peevy and I got something up our sleeves, a sure-fire deal! It's a whole new way to fly... without a plane.

JENNY

Oh?

CLIFF

I'm on the level. We got our hands on this gizmo. It's like a rocket. You strap it to your back and fly like a bird. I tell you, this'll put us on Easy Street.

JENNY

Great. Drop me a card when you get there. Just leave me out of it!

She stomps away as TWO GRIPS enter and grab the section of wall. Cliff checks his watch and hurries off. The grips lift the section of wall and carry it away --

-- revealing Trevor Sinclair in his canvas chair, stunned by what he's overheard. He ditches his cigarette, tosses his copy of Variety, and lunges from his chair. He races after Cliff, who is striding away with his back to us.

Sinclair is slowed down by the chaos of the sound stage. Cliff keeps wiping from view as actors, crew, and set pieces cross in front of Sinclair. Sinclair plows through the confusion, trying to keep Cliff in sight, but obstacles keep appearing in his path. A stuffed horse wearing battle armor is wheeled before him. He fights his way around it.

Cliff is nowhere to be seen. He's vanished.

Sinclair runs to the open sound stage door. He looks up and down the street. No Cliff. Damn it! He rushes back to --

THE SET

-- where the castle wall is being hoisted into place. Jenny is gathering up her stuff when the director sees her.

(CONTINUED)

DIRECTOR

Hey! Honey! Yeah, you! I thought you got your marching orders! Get the hell off my set!

SINCLAIR

(arriving)

Victor, you were young once. Mistakes do happen. Can't you find it in your heart to give the lady another chance?

(winning smile)

Please? For me?

The director pauses. Surprised at first, then figuring he's been had. He gives Sinclair a big smile.

DIRECTOR

Trevor...anything for you.

THE DIRECTOR

turns and mutters to his A.D.:

DIRECTOR

Son of a bitch set me up so he could score points with the toots.

JENNY AND SINCLAIR

JENNY

Mr. Sinclair, what a pleasure to meet you.

SINCLAIR

The pleasure is entirely mine.

He kisses her hand, every bit the European gentleman. Jenny is in a daze -- until she gets prodded in the ribs by Irma.

JENNY

Oh. This is my friend Irma.

Sinclair has trouble taking his eyes off Jenny.

SINCLAIR

Hello, Irma.

IRMA

(beaming)

Charmed, I'm sure.

Irma does a graceful fade, but stays in Jenny's line of sight, frantically pointing at Sinclair and wildly mouthing the words "Trevor Sinclair!" Jenny keeps her composure.

(CONTINUED)

SINCLAIR

Please don't think me forward, but
I couldn't help noticing you earlier.

JENNY

You and everybody else.

SINCLAIR

No, it's your face. It captures the
light in an extraordinary way. Have
they asked you to read for the part
of the Saxon Princess?

Behind Sinclair, Irma is becoming progressively more unglued
and egging Jenny on. Jenny keeps a poker face.

JENNY

Why...no.

SINCLAIR

Well, I'll see that they do. I
think you'd be marvelous.

JENNY

Mr. Sinclair, I don't know how to
thank you.

SINCLAIR

You can start by calling me Trevor.
And then you can agree to dine with
me this evening.

Irma's eyes bug out. She mimes a scream. Jenny doesn't blink.

SINCLAIR

I have a regular table at the
South Seas Club. Unless you're
bored with the South Seas...

JENNY

Why, no...I think it's divine.

SINCLAIR

I can count on you then?

Irma is coming out of her skin, mouthing: "YES! YES!"

JENNY

Of course. I'd love to, Mr. Sin--
(off his look)
Trevor.

Irma goes nuts, miming a heart attack. Sinclair glances back,
but Irma instantly snaps into a composed posture and gives him
a warm smile.

(CONTINUED)

SINCLAIR

Well, tonight then.

Off he goes. Irma rushes to Jenny.

IRMA

Oh, honey, the South Seas Club!
With Trevor Sinclair!

A.D.

All right, let's have atmosphere on
the set! Move it!

★
★

CUT TO:

(CONTINUED)

47 CONTINUED: (5)

47

Irma is coming out of her skin, mouthing: "YES! YES!"

BETTY

Of course. I'd love to, Mister --

He gives her a look.

BETTY

(continuing)

Trevor.

Irma goes nuts, miming a heart attack. Sinclair glances back, but Irma instantly snaps into a composed posture and gives him a warm smile.

SINCLAIR

Well, tonight then.

Off he goes. Irma rushes to Betty.

IRMA

Oh, honey, the South Seas Club!
With Trevor Sinclair!

A.D.

Hey, you two! I called for
atmosphere. Move it!

CUT TO:

48 EXT. CHAPLIN FIELD - DAY

48

Planes ROAR overhead. The grounds and stands are packed with spectators. Reporters and newsreels record the action.

The Jenny is being wheeled out onto the field. ANGLE OVER to Bigelow and Peevy. Bigelow is fit to spit nails.

BIGELOW

What's wrong with that kid?
I told him nine o'clock!

*

PEEVY

He'll be here.

*

BIGELOW

If he ain't in the air in five
minutes, the deal's off -- and you
boys can clear out your hangar!

*

-(CONTINUED)-

Peevy checks his watch as we --

ANGLE OVER to Malcolm, holding a bag of programs and wearing a cap with "PROGRAMS -- 5 CENTS" stitched on the crown. He frown's with concern, having overheard Bigelow's threats. Malcolm hurries off.

Meanwhile, behind the bleachers, Spanish Johnny, Rusty, Jeff and Mike await Eddie Valentine, who approaches from the parking lot.

EDDIE

Well?

SPANISH JOHNNY

I know what Wilmer told Sinclair's goon, but the rocket ain't in Hangar Three.

RUSTY

There was an old plane, all right, but the only thing in it was this.

He hands Eddie the autographed photo of Jenny.

EDDIE

Nice...but that's it?!

SPANISH JOHNNY

We searched the place from hell to breakfast.

EDDIE

So start over! Check every building, every shed, every peanut wagon. And keep your eyes peeled for this dame. Maybe she know the guy who found our package.

SPANISH JOHNNY

(taking photo)

Okay, Mr. Valentine. Let's go, boys.

The Airshow continues as planes rocket overhead. Cliff pilots his motorcycle through the crowd and stops by Hangar Three. As he leaps off, Peevy runs up to him.

PEEVY

Bigelow's spittin' nails! Where you been?

CLIFF

I had to see Jenny! Give me a
second to get into that stupid
clown suit and I'll---

*

He is interrupted by a cheer from the stands and the
ANNOUNCER'S voice over the PA system.

*

ANNOUNCER

Hold on to your hats, folks! Here
comes Fearless Freep, aviator
extraordinaire -- ready to dazzle
you with an exhibition of razor-
sharp flying!

*

(CONTINUED)

48 CONTINUED: (3)

48

The Standard flies overhead, weaving and dipping precariously. The crowd laughs with delight.

PEEVY

Wha-? Who the hell's in Miss Mabel?

PATSY

(o.s.)

Programs, get your programs!

Cliff and Peevy whip their heads around. Patsy is working the crowd, lugging Malcolm's heavy bag and wearing his cap, which hangs over her ears.

Cliff and Peevy exchange stunned looks, then turn back toward the sky.

49 INT. STANDARD - DAY

49

Malcolm, in the clown suit and red rubber nose, gasps in sheer terror, white-knuckling the stick, as he fights for control.

49A EXT. CHAPLIN FIELD - DAY

49A *

Cliff & Peevy head for the grandstand.

CLIFF

Is he crazy? He hasn't flown in twenty-five years!

PEEVY

If he drifts into the race lanes, he'll kill somebody!

50 EXT. OBSERVATION PLATFORM - DAY

50

Bigelow watches from the deck, perplexed and angry.

BIGELOW

That's not the routine! What the hell is Second trying to pull?

He turns as Cliff and Peevy step onto the deck.

BIGELOW

Who's in the---

CLIFF

It's Malcolm!

(CONTINUED)

BIGELOW

Holy-!

(to flag man)

Signal that Standard down! Now! *

51 INT./EXT. STANDARD - DAY

51

The Standard drifts into the path of three oncoming racers. *
The two lead pilots barrel-roll away in two different
directions. The third plane climbs hard as Malcolm yells
with panic and jams his stick forward and to the side. The
Standard heels over.

52 EXT. OBSERVATION PLATFORM - DAY

52

The flag man signals frantically as the Standard dives *
directly at him. Everyone hits the deck, as the plane
roars past, clipping a banner from the observation deck.

The Standard climbs, engine sputttering and trailing smoke.

PEEVY

That piston just gave out!

Cliff seizes Peevy's arm and speaks in a low, intent voice.

CLIFF

Peevy, - where'd you stash it? *

PEEVY

(eyes on plane) *

Stash what?

CLIFF

You know! *

PEEVY

In the tool chest. Why-- *

He turns but Cliff is gone. Peevy sees him dashing toward
the hangar.

Malcolm is overcome with terror as he fights the controls.

54 EXT. RUNWAY - DAY

54

Peevy dashes across the runway.

55 INT. HANGAR THREE - DAY

55

Peevy races in. He finds Cliff struggling with the rocket's harness.

PEEVY

What the hell do you think you're doing?

CLIFF

What's it look like? Give me a hand with this thing.

PEEVY

But, we ain't had a chance to test her right!

CLIFF

Cut it out! I'm scared enough as it is.

Cliff heads for the rear doors of the hangar.

PEEVY

Okay, listen, I reworked the throttle! Just give her pressure like a gas pedal! You wanna shut her down, punch the button and let go!

CLIFF

Anything else?

Peevy yanks a wad of gum out of his mouth.

PEEVY

Yeah. A little luck.

He slaps the gum onto the top of the rocket's injector housing. Cliff puts the helmet on his head and buckles the strap. *

CLIFF

How do I look?

PEEVY

Like a hood ornament

56 EXT. HANGAR - DAY

56

Cliff steps out the hangar door... sets his feet... takes a deep breath... aims his gleaming helmet toward the sun... and punches the button.

KA-BLAM! The Rocketeer shoots into the sky. The concussion knocks Peevy off his feet and sends him ass-over-teakettle.

57 OMIT

57 *

57A EXT. GRANDSTAND - DAY

57A

The Rocketeer ZOOMS over the grandstand. The astonished crowd CHEERS, then SHRIEKS and ducks as the flying man WHISTLES over their heads like a torpedo. Barely in control, Cliff aims himself skyward. Eddie reacts in amazement. *

Newsreel Cameras swing frantically to follow the action.

REPORTER

Tell me you're getting this!

CAMERAMAN

I'm gettin' it, whatever it is!

58 EXT. SKY/CHAPLIN FIELD - AERIAL SEQUENCE - DAY

58

Cliff blasts by a racing plane and goes after the smoking Standard -- but can't stop himself in time and smashes head-first into the underside. His helmeted head erupts through the floorboards right at Malcolm's feet.

Malcolm SCREAMS in terror. He rips the control stick right out of the shattered floorboard and bashes himself between the eyes with it. He slumps forward, unconscious.

Dangling wildly from the bottom of the plane, Cliff manages to pry his helmet out of the hole. He drops free and slams into the landing gear, holding on for dear life in the splitstream.

(CONTINUED)

Cliff reaches out and grabs the lower wing. He manages to climb onto it. He inches toward the cockpit, holding onto the wing struts. He tries to rouse Malcolm. Out cold.

The Standard's wing dips sharply. Cliff falls back and slides on his ass down the length of the wing -- into empty space.

Cliff hits the rocket and zooms back to the plane. He grabs onto the fuselage. The rocket's thrust pushes him inexorably head-first toward the scything propeller. The toe of his boot hooks the open cockpit and halts his progress an inch from the blade. The fin on his helmet sparks as the edge of the propeller strikes it.

Cliff shuts the rocket down. The plane abruptly lurches toward the heavens, trying to stand on its tail. Screaming, Cliff slides down the length of the Standard and smashes through the rudder, ripping half of it clean off.

Cliff plummets into a freefall vanishing into a cloud. A moment later, the cloud illuminates with a FLASH of rocket ignition -- and the Rocketeer soars free, climbing toward the heavens again.

Cliff reaches the Standard and grabs the cockpit. The plane hits the apex of its climb, stalls on its tail, and drops back toward earth. Cliff rides the spiraling Standard toward its doom. He struggles frantically to unfasten Malcolm's seatbelt.

CLIFF

Malcolm, wake up! Wake up!

Malcolm comes around -- which only makes things worse. He panics and SCREAMS, fighting the Rocketeer.

CLIFF

(continuing)

Don't fight me, damn it! It's me,
Cliff!

But there's no reasoning with panic. Malcolm rams the control stick back, pounding Cliff on the head -- KLONNNG!

The world spins crazily. The ground spirals up to meet them. Moments away. Cliff head butts Malcolm unconscious again. He throws his arms around him from behind.

CLIFF

(continuing)

C'mon, you tub of guts!

(CONTINUED)

He punches the rocket -- KA-BLAM! -- and rips Malcolm out of the Standard, seat and all. They punch through the top wing in a shower of shattered wood and canvas an instant before --

THE STANDARD

hits ground zero, which in this case is Bigelow's brand-new fuel truck. Airplane and truck go up in an ENORMOUS EXPLOSION that rocks the airfield.

ON THE GROUND

Bigelow, watching, just about swallows his cigar.

Cliff seems to rocket out of the blossoming ball of flame. He dips over the CHEERING spectators and deposits Malcolm on the runway. The Rocketeer blasts off again as the crowd goes crazy.

Malcolm comes to, stunned to discover himself safely on the ground. He sits on the runway, still strapped into the Standard's seat, wondering how the hell he got there. Reporters start jostling for the best angle to take his picture. Malcolm grins and raises the control stick above his head as flashbulbs POP.

Peevy and Bigelow whip around as the Rocketeer ROARS overhead.

BIGELOW

Sister Mary Francis! What I
wouldn't pay for that act!

PEEVY

Five hundred bucks a show? *

BIGELOW

Easy! *

PEEVY

We'll take it.

Bigelow shoots him a stunned look. He realizes Peevy just negotiated a deal. Peevy runs toward the truck.

BIGELOW

You mean to tell me that's --

PEEVY

You don't know who he is! That's
part of the deal, understand?

(CONTINUED)

58 CONTINUED: (3)

58

Peevy hops in the truck and peels out after the Rocketeer.

ANGLE OVER to Eddie and the boys piling into their cars, also after the Rocketeer. They pull forward, HONKING at the crowds blocking their way --

59 EXT. PHONE BOOTHS - DAY

59

ANGLE OVER to the mob of reporters swarming to the pay phones, trying to call the story in. Fist-fights are breaking out as:

REPORTER #1

You heard me! Hold the front page!

REPORTER #2

That's right, a flying man! And I got the pictures to prove it!

At the third phone booth an ELDERLY SPINSTER's on the phone to her sister.

ELDERLY LADY

Hello, Louise?

A REPORTER pulls her out of the booth.

REPORTER #3

Pardon me, Toots. Your time's up.

60 EXT. SKY - AERIAL SEQUENCE - DAY

60

A puffy white cloud floats serenely in a brilliant blue sky. Cliff suddenly bursts through, trailing wisps of vapor. He lets out a HOWL of pure joy.

CLIFF

Yaaaa-Hooooooooo!

This is total freedom, boundaries all gone, as close to heaven as anybody can get.

Cliff sees a plane ahead. He hits the thrust and soon finds himself pulling alongside a Mercury Airways Tri-Motor.

He cruises past the windows as astonished faces press against the glass, pointing and gawking. A pretty stewardess peers out. Cliff raises his hand and gives her a bold salute --

(CONTINUED)

60 CONTINUED:

60

CLIFF

(continuing)

Whooooooooaaa!

-- and spirals wildly out of control, dropping like a stone.

61 EXT. ROAD - DAY

61

Peevy races the truck down a dirt road, his eyes riveted to the tumbling speck in the sky. He veers sharply onto another road

62 EXT. FARMHOUSE - AERIAL SEQUENCE CONTINUES - DAY

62

as Cliff drops toward a farm below. He pulls out of it at the last moment and ROARS along about five feet off the ground -- scaring a woman hanging laundry and ripping a sheet out of her hands.

62A EXT. ORCHARD - DAY

62A

Cliff thrashes wildly, trying to get the sheet off his face as he rockets through an orchard and upsets a pair of wooden ladders. Fruit pickers are left hanging from the branches, gaping after the ghostly apparition.

Cliff finally gets free of the sheet. He tosses it aside and screams as he sees --

62B EXT. CORNFIELD - CLIFF'S POV - DAY

62B

hurtling toward a fence bordering a cornfield. CRASH!

THE CORNFIELD

A giant furrow chews from one end of the cornfield to the other as Cliff plows unseen through the stalks. BAM! -- a scarecrow is uprooted and sent spinning into the air.

TWO GOOD OL' BOYS sitting on the fence exchange a slow look.

GOOD OL' BOY

Big gopher.

63 EXT. DIRT ROAD - DAY

63

Cliff bursts from the cornfield -- and finds himself on a collision course with Peevy's speeding truck! He veers in one direction and Peevy veers in the other, spinning out.

64 EXT. DUCK POND - DAY

64

Cliff skips across the surface of a pond like a stone. The Rocketeer's bold maiden flight ends rather ingloriously as he crashes into a thicket of reeds.

Peevy jumps from the truck and races over, expecting to find Cliff dead. Instead, he finds him sitting in the steaming water.

PEEVY

You damn fool, you had to show off! Lucky you didn't break your neck! And what were you gonna do, fly to Paris?! How much fuel do you think she holds?

Peevy removes the helmet. Cliff is grinning ear to ear.

CLIFF

I like it!

For a moment, Peevy stares at him. Then, the success of Cliff's flight sinks in. The old mechanic grins back.

Peevy extends a hand and pulls Cliff to his feet. Whooping, Cliff picks him up in a bear-hug.

PEEVY

Put me down, you lunatic!

Cliff drops him with a SPLASH! They fall silent. Serious.

PEEVY

(continuing)

How was it, kid?

CLIFF

Closest I'll ever get to heaven.

PEEVY

(slow grin)

Gotta work on those landings, though.

They start back to the truck... and turn at the SOUND of cars approaching. Eddie and his men.

PEEVY

(continuing)

Must be the news boys. You really put on a show.

CLIFF

They can't find out who we are. Whoever owns this'll want it back and I'm just getting the hang of it. Let's get out of here.

(CONTINUED)

64 CONTINUED:

64

Cliff starts to shrug out of his harness as Peevy hops behind the wheel and turns the key -- the engine GRINDS, refusing to start.

They throw a panicked glance at the approaching sedans.

Cliff tosses the helmet on the passenger seat and hops onto the truck bed. He bends over the cab.

CLIFF

(continuing)

Peevy, toss her in neutral!

Puzzled, Peevy does. Cliff braces himself against the back of the cab.

CLIFF

(continuing)

You steer, I'll push.

PEEVY

You'll whaaaaaa--!!

Peevy's words vanish in the rocket's ROAR and the truck BLASTS down the road at incredible speed. It's all Peevy can do to keep it on the road.

The sedans swerve to a stop, abandoning the futile chase. Eddie and the others pile out as the fire-breathing pickup truck recedes in the distance.

EDDIE

Take this down!

Johnny starts scribbling.

EDDIE

(continuing)

S-J-2-5-7.

He sees Mike who watches the distant smoke trail and munches on popcorn. Eddie gives him a look and slaps the box out of his hand.

EDDIE

(continuing)

Let's go...

65 INT. BIGELOW'S OFFICE - DAY

65

Bigelow faces a mob of jostling REPORTERS and shouted questions:

(CONTINUED)

65 CONTINUED:

65

REPORTERS

How 'bout some background on the flying man! -- Yeah, where'd you find him? -- What's his name?

BIGELOW

Sorry, fellas, trade secret! Besides, it's part of the mystery! Let's just call him... uh, Rocket Boy!

REPORTERS

Naw! That's lousy! What about Human Rocket? -- That's worse! -- Missile Man? -- Stinks! -- C'mon, Mr. Bigelow, give us a better name!

Bigelow's mind races. He gazes out his office window and sees the Pioneer Petroleum billboard.

BIGELOW

Uh... howzabout "Rocketeer?"

REPORTERS

Rocketeer, that's swell! -- Great handle! -- Rocketeer it is!

CUT TO:

66 NEWSPAPER INSERT

66

A newspaper headline comes spinning out of the void and slams to a stop: "WHO IS THE ROCKETEER?"

67 INT. SOUNDSTAGE - DAY

67

The paper is held by two hands. We DOLLY around to reveal Sinclair. His eyes bulge and veins pulse. Dazed, he lowers the paper.

CUT TO:

68 INT. OFFICE - DUSK

68

A different newspaper slaps onto a desktop: "ROCKETEER SAVES PILOT". TILT UP to Wooly and Fitch entering the room like a couple of kids being called before the principal. They carry an object bundled in a dirty old blanket. They lay it on the desk before Hughes.

(CONTINUED)

68 CONTINUED:

68

Hughes tosses the blanket back and stares at the charred, twisted "rocket" salvaged from the fuel truck explosion.

He abruptly pushes the object to the floor. Charred pieces go flying. A cast metal brand name bounces across the floor and comes to a stop next to Fitch's shoe. "HOOVER".

HUGHES

Congratulations, gentlemen. Due to the diligence of the FBI, this vacuum cleaner did not fall into the wrong hands.

CUT TO:

69 EXT. A CURB SOMEWHERE IN HOLLYWOOD - NIGHT

69

A bundle of newspapers slams to the pavement. A newsboy slits the twine and begins selling them as fast as he can hand them out.

NEWSPAPER BOY

Extra! Extra! Read all about it!
Man flies without plane!

Cliff pulls up in the foreground on his motorcycle. He grabs a paper, smiles as he reads the headlines, and stuffs the paper into his saddlebag and drives off.

70 EXT. AIRFIELD - NIGHT

70

A car SCREECHES up. Wooly and Fitch jump out and go to Bigelow's office. A light burns inside. Wooly knocks.

WOOLY

Mr. Bigelow? FBI. We'd like to have a word with you.

No answer. The Feds exchange a glance. Wooly tries the knob. The door CREAKS open. They enter cautiously --

71 INT. BIGELOW'S OFFICE - NIGHT

71

-- and they find the place ransacked. Drawers emptied, papers everywhere. A single desk lamp provides illumination. On the desk, in the pool of light, sits a small pad of paper. Wooly trips over something in the dark. He swings the desk lamp around.

(CONTINUED)

71 CONTINUED:

71

WOOLY

Mother of Mercy.

Fitch approaches and looks down. Bigelow's lying dead on the floor, eyes glazed and bulging. Next to his face is his foot.

FITCH

He's been folded in half.

Wooly spots a pencil gripped in Bigelow's lifeless fingers.

WOOLY

He was writing something.

The men turn back to the notepad on Bigelow's desk. Wooly squints at the pad, tilting it toward the light. Indented numbers and letters take form: "1635 Palm Terrace."

72 EXT. CLIFF AND PEEVY'S HOUSE - NIGHT

72

Penciled on a sheet of paper torn from Bigelow's pad is the same address. Thick fingers crumple the paper, then a huge shape moves silently from view to reveal Cliff and Peevy's house.

73 INT. CLIFF AND PEEVY'S KITCHEN - NIGHT

73

Peevy sits at the kitchen table, the rocket pack before him. The helmet rests to one side, its dents smoothed out. Peevy puts the finishing stroke on an annotated schematic drawing detailing the pack's workings.

Peevy inserts a funnel in the rocket's fuel port and tops off its tank with alcohol. Then he hears a CREAKING from the back of the house. Tensing, he stands, the rocket in one hand and a ball-peen hammer in the other.

PEEVY

Cliff...?

74 EXT. CLIFF AND PEEVY'S HOUSE - NIGHT

74

Cliff pulls up on his motorcycle. With newspapers under his arms, he starts up the porch.

A heavy CRASH, BREAKING furniture, and SHATTERING glass is heard inside. Cliff drops everything and grabs the doorknob. It is locked.

CLIFF

Peevy!!

(CONTINUED)

74 CONTINUED:

74

Cliff pounds on the door, then pushes against it. the door does not move.

75 INT. CLIFF AND PEEVY'S HOUSE - LIVING ROOM - NIGHT

75

Peevy picks himself up from the floor as a wide shadow looms above him. He flings the hammer with all his strength.

Lothar ducks effortlessly. The hammer SINGS past his head and BASHES into a mirror on the wall, sending glass across the living room.

Lothar steps toward the old mechanic. Peevy backs against the fireplace, looking about for a weapon. He seizes a large air race trophy from the mantel and throws it like a harpoon. The trophy strikes Lothar between the eyes with a heavy "THUMP!"

The huge assassin staggers back towards the front door. He shakes his head like a dazed bull. As Cliff continues to pound frantically on the door, Lothar looks at Peevy and gives him a cold grin.

76 EXT./INT. CLIFF AND PEEVY'S HOUSE - NIGHT

76

Cliff is set to bust the door down with his shoulder when it swings open. He is yanked in and thrown across the carpet where he lands on a coffee table.

Peevy jumps on Lothar's back. The giant thug grabs Peevy's collar and tosses him aside. Peevy lands on an easy chair, which topples backwards with the impact.

76A EXT. CLIFF AND PEEVY'S HOUSE - NIGHT

76A

Several carloads of police and FBI pull up onto Cliff and Peevy's lawn, their headlights off. Fitch, Wooly and two other agents hurry onto the porch.

76B INT. CLIFF AND PEEVY'S HOUSE - NIGHT

76B

Cliff tries to get up. He is grabbed by the face and lifted off the floor. Lothar shakes Cliff like a rag doll. The pilot's feet dangle above the carpet.

LOTHAR

Where is it?

(CONTINUED)

76B CONTINUED:

76B

CLIFF

Where's what?

LOTHAR

The rocket.

Looking past Lothar's shoulder, Cliff spies the rocket pack on an end table with the fringed shade the quick-thinking Peevy had set on it, the pack resembles an Art Deco lamp.

CLIFF

Sure you've got the right house?

Snarling, Lothar lifts Cliff off the floor, jamming his head through the lath and plaster ceiling.

76C EXT. CLIFF AND PEEVY'S HOUSE - NIGHT

76C

Lothar and Cliff are suddenly blinded by the headlight's glare.

FITCH (O.S.)

Secord! Peabody! Open up! FBI!

Lothar throws Cliff aside, draws twin .45's, and begins BLASTING through the door.

77 EXT. CLIFF AND PEEVY'S HOUSE - NIGHT

77

An agent standing next to Fitch is blown off the porch and hits the ground dead. Fitch, Wooly, and two other G-Men scramble and dive for cover. Tommy guns and pistols are yanked out and a furious BARRAGE of return fire begins.

78 INT. CLIFF AND PEEVY'S HOUSE - NIGHT

78

Bullets SPLINTER the home. Cliff and Peevy are flattened on the floor. Lothar ignores them, FIRES and moves with combat precision around the house.

Lothar spots the back door. He makes his getaway through the kitchen. Peevy's rocket diagram catches Lothar's eye. He snatches it from the table and stuffs it in his pocket.

79 EXT. BACK PORCH - NIGHT

79

Wooly stands at the door, ready to rush through it when suddenly the door bursts free of the frame. He is slammed to the ground as Lothar escapes toward the alley.

(CONTINUED)

79 CONTINUED:

79

Woody tries to rise from under the door. Two more pair of feet stomp across. Carrying the helmet and rocket, Cliff and Peevy jump a hedge and disappear into the darkness.

CUT TO:

79A INT. SOUTH SEAS CLUB

79A

A clarinet FILLS THE SCREEN and delivers a high, sweet cascade of notes. PULL BACK to reveal the BANDLEADER/CLARINETIST as he leads his big band through an upbeat, rousing intro. On the stage, a large clamshell opens. A beautiful female vocalist emerges and begins to sing a sultry torch song. PAN AROUND to reveal:

The decor is deco/tropical. Full-sized palms and glowing lanterns. Sarong-clad cocktail girls wear gardenias in their hair. Pools of rippling water reflect shimmering patterns. A live mermaid smiles at patrons from a circular aquarium. The music swells.

80 EXT. SOUTH SEAS CLUB - NIGHT

80

-- the hottest spot in town. Tuxedoed doormen admit the Hollywood gentry, while photographers and AUTOGRAPH HOUNDS jostle for the position at the velvet-rope barricade, rubber-necking each new arrival.

A black limousine purrs to the curb. A uniformed valet rushes to open the door. Betty and Sinclair proceed up the carpeted walk. Sinclair is impeccable in black tie and tails. Betty, on his arm, has been poured into a stunning evening dress.

Sinclair's fans besiege him for autographs. An autograph book gets shoved into Betty's hands. She starts to pass it to Sinclair, but --

AUTOGRAPH HOUND

Not him, doll, you!

Betty's face lights up. Delighted, she signs the book and hands it back.

AUTOGRAPH HOUND

(continuing)

Thank you.

BETTY

Thank you.

Sinclair sweeps her into the nightclub.

81

INT - SOUTH SEAS CLUB - NIGHT

81

The MAITRE D' leads Betty and Sinclair across the club. Betty takes in the surroundings with barely-concealed awe. Sinclair is nodding and tossing an occasional wave of greeting. They arrive at their table. As Betty is seated, W.C. FIELDS, martini in hand, passes by.

FIELDS

Trevor, you old scoundrel! Fall off any chandeliers lately?

SINCLAIR

Hello, Bill. Miss Betty Blake, may I introduce Mr. W.C. Fields?

Fields takes her hand, gallantly clicking his heels.

FIELDS

Charmed, my dear.
(eyeing her cleavage)
Doubly charmed.

Monk appears and whispers discreetly in Sinclair's ear.

SINCLAIR

Forgive me, Betty, I've received an urgent call. I won't be a moment.
(to Fields)
Bill, look after the young lady.

FIELDS

Thought you'd never ask. Scram!

82

INT - EDDIE'S OFFICE - NIGHT

82

Eddie, agitated, peers out the window overlooking the club. Stevie's at the desk, mixing a bicarb as he talks on the phone. *

STEVIE

Yeah, okay. So long.
(hangs up)
Spanish Johnny. He's checking on that hash house where the fliers hang out.

He hands Eddie the bicarb. Eddie downs it in one gulp. Sinclair enters. Eddie belches, glares at him. *

EDDIE

Having a nice time, Sinclair?
Service all right? *

SINCLAIR

Get to the point. *

(CONTINUED)

Eddie slaps a newspaper onto the desk: "WHO IS THE ROCKETEER?" *

EDDIE

I got my boys tearing the town
apart looking for this "Rocket-
Head," and you're out steppin' with
some dame! *

SINCLAIR

That "dame" happens to be the
Rocketeer's girlfriend. *

Eddie blinks in surprise. He peers out the window into the club. *

EDDIE

Holy crap. It's Lady Luck. Why'd
you bring her here? *

SINCLAIR

Because time is short. The clock
is ticking. I'll do whatever it
takes to get my hands on that rocket. *

EDDIE

Like having your goon break my man
in half? *

SINCLAIR

Just covering my bases. That's an
American expression, isn't it? *

EDDIE

If that ape of yours lays a finger
on any more of my men without my
say so, you'll wind up kissing fish
under some pier. Another American
expression. *

SINCLAIR

One word from Wilmer to the police
would have hung us both. Are you
too stupid to see that? *

EDDIE

You don't know who you're dealing
with, buster. *

SINCLAIR

Of course I do. A small time hood
who made the big time by rubbing
elbows with stars like me. And
catering to our whims. *

(steely smile)

Don't ever forget your place in the
scheme of things, Eddie. *

(CONTINUED)

Sinclair crosses to the door. *

SINCLAIR

Now do as you're told, or I'll
dempolish your shabby little empire
with a phone call. I want that
rocket. Tonight. *

Sinclair exits. Eddie is left glaring across his desk. *

STEVIE

Boss? I promised my girl I'd get
his autograph. This a bad time
to ask? *

Eddie stews for a moment, then snatches up the newspaper and
hurls it at him. *

CUT TO:

(CONTINUED)

83 EXT. BULLDOG - NIGHT

83

The giant bulldog sits serenely in the moonlight. Warm light spills inviting through the doors.

Malcolm comes hurrying up to the Bulldog and goes inside. The CAMERA BOOMS UP AND PUSHES IN toward the giant bulldog head. Inside, a RADIO plays.

84 INT. BULLDOG HEAD - NIGHT

84

Cliff and Peevy huddle over a small table in the attic. A RADIO sits on the table between them.

ANNOUNCER (V.O.)

... moments after the daring rescue. The masked hero has yet to step forward and identify himself, but air circus owner Otis Bigelow promises is birdman will return. Until then, all of Los Angeles is buzzing... Who is the Rocketeer?

Peevy turns OFF the radio.

PEEVY

Cliff, there's only one way out of this... Call the FBI and give the rocket back!

CLIFF

The FBI just tore our house in half! They think we were shooting at them. They'll lock us up!

PEEVY

But that gorilla tried to kill us! Whoever these people are, they're playing for keeps. I'm tellin' you -- somebody's gonna get hurt.

(CONTINUED)

ROCKETEER Green Rev 9/11/90

84 CONTINUED:

84

There's a pounding from below. Cliff and Peevy hurry to the trap door, throw the bolt and lift it. Millie and Malcolm are below.

MALCOLM

I just come from the airfield.
It's Bigelow...

PEEVY

What about him?

MALCOLM

His office is crawling with cops.
Somebody tore up the place like
they was looking for somethin'.
They killed him.

The news hits Cliff hard. Millie looks scared.

MILLIE

Cliff, what's going on?

CLIFF

(to Peevy)

I'll make the call.

85 INT. BULLDOG CAFE - NIGHT

85

Cliff and Peevy descend the ladder. Cliff walks to the phone, Having just heard the news, Goose and Skeets watch him solemnly. Cliff picks up the receiver. Malcolm exits.

CLIFF

Operator? Please connect me with
the FBI. Yeah, Los Angeles.

85A EXT. BULLDOG CAFE - NIGHT

85A

As Malcolm walks back toward the airfield, two shiny, black sedans pull up in the shadows.

85B INT. BULLDOG CAFE - NIGHT

85B

Cliff stands at the payphone as it rings at the other end. Suddenly, the bell over the door JANGLES as somebody enters. Cliff turns.

Spanish Johnny, Rusty, Jeff and Mike amble in. Expensive suits, shined shoes, an air of casual violence beneath their smiles.

(CONTINUED)

ROCKETEER Green Rev 9/11/90

85B CONTINUED: (2)

85B

Cliff feels their eyes on him as, on the line, a voice answers: *

VOICE

(over phone)

Federal Bureau of Investigation,
Agent Gorman speaking.

CLIFF

Uh -- yeah, I'll be home soon,
honey. Love you, too.

(CONTINUED)

ROCKETEER Green Rev 9/11/90

85B CONTINUED: (3)

85B

VOICE

Huh? Who is this?

Cliff hangs up, giving the gangsters a bland, pleasant smile. Moves to the counter and sits, painfully casual. Millie, thinking quickly, places a plateful of food before him. Peevy sits at the counter next to Skeets and Goose.

MILLIE

What can I do for you gents?

SPANISH JOHNNY

We're looking for a pilot name'a Cliff Secord, Ma'am. Anybody here know him?

Millie looks at the pilots who say nothing.

MILLIE

Haven't seen him around.

RUSTY

We need a flier for a real special job. There's a lotta lettuce in it. Hate to see the kid miss out.

No one responds.

RUSTY

Tell you what, we'll lay out a little finder's fee.

(holding up a twenty
to Peevy)

How 'bout it, Dad?

PEEVY

Secord? Yeah, I know him. Little guy, curly hair?

GOOSE

Didn't he move to Cincinnati?

Spanish Johnny leans down, putting his face in inch from Cliff's.

SPANISH JOHNNY

Howsa' 'bout you, bub? You know this Secord?

MILLIE

If you boys aren't going to order, I'll have to ask you to leave.

(CONTINUED)

ROCKETEER Green Rev 9/11/90

85B CONTINUED: (4)

85B

Johnny turns to Millie, fixing her with a cold stare.

SPANISH JOHNNY

Oh, we'll order. Those pies look good. They homemade? *

Johnny suddenly seizes the rack of pies from the counter and sends it crashing against the wall. Cliff and the others scramble to their feet, but find themselves gazing down the barrels of the guns that materializes in the gangsters' fists.

RUSTY

Don't interrupt his meal. *

SPANISH JOHNNY

Yeah. I like coffee with my pie. *

Johnny throws a full carafe against the wall, spraying glass and hot coffee across the flyer's photos.

SPANISH JOHNNY

It's funny. I just don't care for music when I'm digesting.

He fires two rounds into the radio. *

PEEVY

I'm tellin' you, we don't know where he is.

Johnny contemptuously wipes his hands on a counter towel, nodding slowly. *

SPANISH JOHNNY

Okay, Dad. Maybe we can refresh your memory. *

He nods to Rusty, who seizes Peevy from behind, twisting his arm. Rusty drags him to the counter, then goes behind it to the grill. *

RUSTY

Talk, or you get a facial!

PEEVY

Drop dead, weasel.

Rusty grabs Peevy by the back of the neck and shoves his face slowly, inexorably toward the grill.

MILLIE

Leave him alone!

(CONTINUED)

85B (CONTINUED)

85B

Cliff gropes on the counter behind him. He finds a ketchup bottle, grasps it -- and suddenly finds Mike's gun in his face. Mike yanks the bottle from Cliff's fingers.

MIKE

Naughty boy.

Peevy's face is inches from the sizzling grill. Rusty turns up the flame.

SPANISH JOHNNY

You're startin' to smoke, old timer.

Cliff cannot bear it a moment longer. He is about to blurt out a confession, when:

SPANISH JOHNNY

Hold it!

Rusty keeps a firm grip on Peevy, but lifts his face from the grill. Johnny walks toward Cliff-- then past him to the phone.

The wall around it has numbers scrawled across it. Johnny pulls Jenny's autographed photo from his pocket and compares it to a name on the wall: "JENNY." On both photo and wall, the name is written with a heart around it. Johnny grins.

SPANISH JOHNNY

Hey look'e this boys- "Lady Luck" left her phone number.

Johnny picks up the phone. Cliff and the others watch, holding their breath.

86 INT. BOARDING HOUSE - NIGHT

86

The hall telephone in the Stage Club rings. Irma comes out her door in bathrobe and curlers.

IRMA

Hello?

86A INT. BULLDOG CAFE - NIGHT

86A

SPANISH JOHNNY

Hello? This is the, uh, florist. I have a lovely bouquet for a Jenny, but I can't read the address.

(CONTINUED)

ROCKETEER Green Rev. 9/11/90

86A (CONTINUED) (2)

86A

IRMA

(over phone)

It's the Stage Club, on Cahuenga.

SPANISH JOHNNY

Oh, yes, where all the "actresses"
room. I know it well.

Rusty snickers.

IRMA

(over phone)

Who's sending flowers?

SPANISH JOHNNY

Let me see...

86B STAGE CLUB - NIGHT

86B

SPANISH JOHNNY

...Cliff Secord.

IRMA

Is that right! Well, he's too
late, she's gone to the South Seas
Club with Mister Neville Sinclair!
(the line goes dead)
Hello-?

87 BULLDOG - NIGHT

87

SPANISH JOHNNY

Rusty, this'll slay ya. Guess
where the dish went? She's with
the limey...at the South Seas Club!

Cliff shoots Peevy a desperate look.

RUSTY

Think fancy-pants is pulling a fast
one on Eddie?

SPANISH JOHNNY

I dunno...I don't like it.

(to Jeff and Mike)

You guys stay here, watch what
walks in. We'll call from the
Club.

(to Rusty)

(CONTINUED)

ROCKETEER Green Rev 9/11/90

87 (CONTINUED) (2)

87

SPANISH JOHNNY

(continuing)

Let's go. *

Spanish Johnny and Rusty exit. Mike saunters to the counter and sits. Steals himself a doughnut. he plays with the lever action on his gun as he spins on the counter stool. Jeff, gun held loosely, strolls along the wall of photos. The tension gets thicker by the moment. Jeff pauses at a picture of Peevy in his early flying gear.

JEFF

Swell outfit, Dad. *

Jeff moves closer and closer to a prominent picture of Cliff and Jenny. Millie's hand goes to a large skillet on the grill. Cliff braces himself on the counter. Peevy gauges the distance to Mike and his gun. The tension is so thick you can cut it with a knife.

(CONTINUED)

ROCKETEER Green Rev 9/11/90

87 CONTINUED (3)

87

Jeff starts to move on, but pauses, staring more intently at the photo of Cliff and Jenny embracing in front of the Standard.

JEFF

Hey, there's Mr. Ketchup Bottle.
That's quite a doll you got there -
Wait a minute, that's "Lady Luck" -
so that makes you--

He turns to see Cliff's fist coming right at his face. All hell breaks loose.

A series of QUICK CUTS follow: Cliff bounces the thug off the wall with a flurry of punches while Mike jumps from his stool, doughnut in mouth. He levels his gun, but Peevy grabs his arm from behind and wrenches his aim toward the ceiling. Skeets jumps on his back. Mike fires reflexively, BLASTING holes in the ceiling.

Cliff finishes Jeff off with a roundhouse punch that spins him around and sends him crashing to the floor. At the counter, Millie swings an iron skillet and does a Babe Ruth on the back of Mike's head -- KLONNNG! Mike crumples like a sack of beans.

PEEVY

Dirty bastards!

Skeets picks up a gun and holds it on the moaning Mike.

CLIFF

Millie, I'm sorry about this. I'll
take care of everything. I
promise.

Cliff races up the ladder and hurries through the trap door.

88 INT. BULLDOG DINER - STOREROOM - NIGHT

88

In the tiny storeroom of the Bulldog's head, the rocket sits next to a rickety table. Cliff seizes the machine and swings it onto his back. Peevy's hand wraps about Cliff's wrist.

PEEVY

Cliff, no! Not again!

CLIFF

Half the city's lookin' for us. I
can fly to that nightclub in five
minutes and nobody can follow me!

(CONTINUED)

88 CONTINUED:

88

PEEVY

Take a cab! The only place that
rocket's goin' is straight to the
Feds. We agreed!

CLIFF

Peev, I'm sorry. I shoulda
listened to you from the start.
But Betty's in trouble now... and
that girl means more to me than...

Pause.

Cliff searches for the right words. He suddenly feels
very helpless.

CLIFF

I... I love her, Peev.

PEEVY

Does she know that?

Cliff and Peevy's eyes meet.

CLIFF

I don't know, but she's going to.

PEEVY

Promise me one thing. When she's
safe we give this damn thing back.

CLIFF

Brother, you got my word! I'm
sorry I ever laid eyes on it!

Cliff slams on his helmet and races out onto the upper
deck.

CLIFF

(continuing)

I'll meet you back here!

Peevy wrinkles his nose, smelling something. He glances
at the floor and sees --

A TRAIL OF SPLATTERED FUEL

leading right up to Cliff, who stands ready to blast off.

PEEVY

(eyes go wide)

Hold it! You're leaking fuel all
over the place! Touch that button
and we all go up!

(CONTINUED)

ROCKETEER Pink Rev 8/31/90

88 CONTINUED: (2)

88

Peevy rushes over and fingers a crease in the rocket's housing.

PEEVY

(continuing)

She caught a ricochet! Must'a ruptured a fuel tank!

CLIFF

Can you patch it?

PEEVY

Yeah, if I had two hours!

CLIFF

Peevy, we only got minutes! We need something quick!

Peevy pauses, mind racing. He sees the wad of "good luck" gum stuck to the top of the rocket's injector housing.

PEEVY

How about a little luck?

Peevy jams the gum over the fuel leak. Being overly cautious, he closes the door to the upper deck. Cliff aims his bronze face toward the sky.

CLIFF

(muffled)

Stand clear!

Peevy opens the door and sticks his head out --

PEEVY

What's that?

-- as Cliff punches the button. KA-BLAM! Peevy gets knocked on his ass once again and slams into shelves of canned goods as the Rocketeer streaks into the heavens like a shooting star.

As Peevy picks himself up from among the cafe's supplies -- a massive .45 automatic drifts from the shadows and levels itself straight at him. The hammer cocks back with a SOFT CLICK. Peevy freezes and raises his hands.

89 OMITTED

89

(CONTINUED)

ROCKETEER Pink Rev 8/31/90

90 CHINESE THEATRE - NIGHT

90

A ceremony is in progress. Searchlights scan the sky.
Limousines line the curb. Stars and fans pack the
forecourt.

THEATRE OWNER

Ladies and gentlemen,
please...welcome the lovely Bette
Davis, who will become part of
Hollywood history by leaving the
prints of her hands and feet in our
world famous Courtyard of the
Stars.

On the theatre's roof, a SPOTLIGHT MAN notices a fiery
streak in the sky.

SPOTLIGHT MAN

What the heck?

He swings the heavy light on its pivot attempting to spot
the streak in his huge beam of light.

90A EXT. NIGHT SKY

90A

As he streaks over Hollywood, Cliff is suddenly blinded by
a shaft of light.

90B EXT. CHINESE THEATRE - NIGHT

90B

As the excited spotlight man tries to track the Rocketeer,
his foot slips over the edge of the roof. He stumbles,
slides down the steep roof and rolls over the brink, hands
clawing. His fingers seize on a gutter and he hangs
precariously over the forecourt.

Down below, all attention centers on the roped off pad of
wet cement.

BETTE DAVIS

Thank you. It's a great honor to
be invited here tonight. I have
all of you to thank, all my lovely
fans--

She is interrupted by a scream.

ONLOOKER (O.S.)

Oh my God! Look up there!

All attention shifts to the spotlight man dangling from the
theatre's main tower. The other spotlights sweep over to
illuminate him. Helpless, the spectators hold their
breath.

(CONTINUED)

ROCKETEER Pink Rev 8/31/90

90B CONTINUED (2)

90B

Then the man's fingers lose their desperate grip. An explosive roar thunders down from above. The crowd gasps in horror as the man drops towards the pavement.

The Rocketeer's path is drawn by a fiery trail as he scoops up the falling man just before impact. Barely managing the extra weight, Cliff swoops low, then drops the man safely into the crowd.

He executes a loop and lands proudly, feet spread, hands at his side. The crowd goes berserk. Every spotlight, camera and eye is on the Rocketeer.

It's his best landing yet except that his feet are planted firmly in the wet cement. Recognition ripples through the crowd.

SPECTATORS

It's him! The Rocketeer!

FIRST REPORTER

Lemme through...Press!...move it!

SECOND REPORTER

Mr. Rocketeer! Who are you! Where do you --!

Cliff's moment of glory is short lived. The excited crowd surges forward. A panicked Cliff blasts off into the night sky. The rocket's thrust carves a crater in the cement between his footprints.

Bette Davis grabs a pencil from a reporter. She reaches down and quickly etches "THE ROCKETEER" in the cement.

FIRST REPORTER

Miss Davis! Miss Davis!

BETTE DAVIS

(turning, with a smile)

Yes?

FIRST REPORTER

Would you step aside, please?

Flustered, the actress moves to one side. The reporters air their cameras. Flashbulbs explode as the cement slab is photographed.

91 INT. SOUTH SEAS CLUB - NIGHT

91

A flashbulb pops as a camera girl snaps a shot. We PULL BACK to reveal Betty and Sinclair posing for their picture.

(CONTINUED)

91 CONTINUED:

91

A waiter pours more champagne. Sinclair is watching Betty. She's aglow, intoxicated by the setting, the glamour... most of all, by his warm attentive smile.

BETTY

It's all so... elegant.

SINCLAIR

Not nearly so elegant as you. You look positively radiant. And that dress is stunning.

Betty blushes, soaking in the compliment... then leans forward confidentially:

BETTY

I borrowed it from wardrobe.

Sinclair laughs.

BETTY

(continuing)

They tell me Marlene Dietrich wore this in "Desire."

SINCLAIR

I thought it looked familiar. It looks better on you... but don't tell Marlene I said that.

BETTY

Not a word.

(beat)

I have a confession to make. I lied to you... I've never been here before.

SINCLAIR

(warm smile)

I know.

BETTY

You don't mind?

SINCLAIR

I'd be disappointed if you'd had. It would deprive me of the look in your eyes.

(raises his glass)

To you... and the extraordinary way your face catches the light.

(CONTINUED)

91 CONTINUED: (2)

91

Betty just melts through the floor as she sips her champagne. Sinclair can't take his eyes off her. There's definitely a spark here.

SINCLAIR

You must let me have this dance.

Betty looks around, confused. The band isn't playing.

BETTY

But... there's no music.

SINCLAIR

Really? I hear music.

He takes her hand, pulls her gently but firmly to her feet, and walks her out onto the vast, empty dance floor. People start to notice them and a hush falls. Betty looks around, self-conscious.

He takes her in his arms and starts to dance. By now the place is so quiet you could hear a pin drop. All we hear is the whisper of their shoes on the dance floor.

Up in the balcony, the follow-spot operator turns on his light. He pins them in the beam, follows them across the floor.

Backstage, the Bandleader peeks through the curtains to find out why everything got so quiet out there.

BANDLEADER

(urgent whisper)

Break time's over, boys!

The musicians ditch their cigarettes and straighten their ties. They take to the stage, pick up their instruments, settle in. The Bandleader raises his clarinet.... looks over his shoulder to gauge the dancers' tempo... and starts the band into a soft, romantic ballad.

SINCLAIR

You see? It worked.

Betty feels light-headed. This was either the most embarrassing moment of her life... or the most romantic. Other couples start drifting onto the floor, joining them.

SINCLAIR

(continuing)

If you have a dream, Betty, you must act on it. Dance... and the world will follow.

She lays her head on his chest and gets swept away in the dance...

92 EXT. ALLEY IN HOLLYWOOD - NIGHT

92

A flash of light, a dropping shadow, smoke drifts through the air. The Rocketeer peers around a corner in the foreground, removes his helmet and pulls the folded duffel bag from his jacket flap.

92A EXT. SOUTH SEAS CLUB - NIGHT

92A

Cliff approaches the club carrying the rocket and helmet in the duffel bag. He stares at the crowded club entrance. Only black ties and evening gowns are getting in. Cliff glances at his own meager clothes, then hurries around the corner.

93 INT. SOUTH SEAS SERVICE HALLWAY - NIGHT

93

The SOUND of breaking glass. Cliff's hand snakes through a hole in a transom window and pushes the latch over. He opens the window, drops inside, and finds himself in a service hallway. Busboys pass f.g. Cliff ducks into --

93A THE LAUNDRY ROOM

93A

He finds washing machines, sinks, and racks of waiter's uniforms. No windows, just a laundry chute, beneath which lies two large sacks of dirty laundry. Cliff grabs an empty sack off the shelf, wrestles the duffel bag into it and adds it to the two laundry sacks on the floor.

94 INT. SOUTH SEAS CLUB - NIGHT

94

Cliff exits the kitchen through a swinging door wearing an ill-fitting busboy's uniform over his own clothes. He moves self-consciously into the club, looking for Betty's table. He suddenly sees --

-- Betty and Sinclair on the dance floor, still in the spotlight, the center of attention among other couples. Cliff's jaw tightens. So that's how it is!

The song ends and the dancers applaud -- mostly for Sinclair and Betty. Sinclair escorts her back toward their table. The band goes into another dance number, and more couples drift onto the dance floor.

BETTY AND SINCLAIR

sit down at their table. Betty seems pensive, a bit melancholy.

(CONTINUED)

94 CONTINUED:

94

SINCLAIR
Was it something I said?

BETTY
It's nothing.

SINCLAIR
Betty, I know that look all too well.

BETTY
I'm sorry, Trevor. Cliff and I talked about coming here so often... well, I guess I did most of the talking. And now that I'm here...

SINCLAIR
(checking his watch)
We can still make dinner at the Brown Derby.

They both laugh. Betty is grateful for the understanding.

SINCLAIR
(continuing)
Tell me about him. Give me a chance to know my competition.

Betty looks at Sinclair trying to discern how serious he's being.

BETTY
Well, he's a little rough around the edges. He can be pretty thoughtless sometimes... then he'll turn around and be the sweetest guy in the world.

Betty shows Sinclair a charm bracelet on her wrist. She picks out a tiny silver orange.

BETTY
(continued)
He gave me this little orange when we met. My family has a small ranch, and Cliff came through town dusting the groves. Dad was broke, but Cliff helped us out anyway. He gave me this little pilot when I complained he wasn't around enough.

(CONTINUED)

94 CONTINUED: (2)

94

SINCLAIR

He's a flyer?

Betty nods. She searches for a little silver plane on her bracelet.

BETTY

He flies a racing plane like this one. At least he did until yesterday. There was an accident at the airfield. Cliff was almost killed.

Betty's really starting to miss the guy. Sinclair takes Betty's hand in his and leans over the table, studying the miniature GeeSee.

SINCLAIR

Really! What happened?

Suddenly a bowl comes down in front of Sinclair. He glances up.

SINCLAIR

(continuing)

We haven't ordered anything!

WAITER (O.S.)

Yes, sir. Compliments of the house. The owner insisted.

Another empty bowl comes down in front of Betty. She looks down. A piece of paper torn from a menu lies in the bottom of the bowl. On it is written: "Meet me by the big fish. Now!"

Betty looks up. She can't believe her eyes. It's Cliff, glaring at her and motioning toward a large sculpted dolphin surrounded by thick foliage. Betty draws her hand away from Sinclair as if from a hot poker. Cliff ladles hot soup into Betty's bowl, covering the note.

SINCLAIR

(to Betty)

Go on. You were saying...?

(off Betty's glazed look)

The accident at the airfield?

Betty shoots Cliff a furious look. He's motioning vigorously toward the dolphin as he fills Sinclair's bowl.

(CONTINUED)

94 CONTINUED: (3)

94

BETTY

It's kind of silly when you stop to think about it. He missed the airstrip altogether. Hit the only tree for miles around. It's surprising the real pilots let him use the runway.

Cliff clenches his teeth. He gives Betty a desperate look.

SINCLAIR

I see. I'm feeling better about the competition already.

Betty smiles sweetly at Sinclair. Cliff eyes Sinclair with a "Why, I oughta" look. Cliff continues to place glasses and silverware on the table while pleading with his eyes for Betty to get away.

Sinclair peers at Cliff -- something familiar about this guy.

SINCLAIR

(continuing)

Have you worked here long?

CLIFF

Oh, yes, sir. I waited on you the last time. You were with the redhead with the uh...

(pantomiming large breasts)

Very nice.

Sinclair and Betty exchange an embarrassed glance. Cliff shoots more frantic looks at Betty trying to signal her away from the table. She shoots them right back -- drop dead.

SINCLAIR

Look, just bring us two menus for now... and send the captain over.

Cliff is tired of having his signals ignored. He picks up the champagne bottle and pointedly misses Betty's glass, pouring icy champagne into her lap. She lets out a yell and jumps to her feet. So does Sinclair.

SINCLAIR

(continuing)

You idiot!

(CONTINUED)

94 CONTINUED: (4)

94

CLIFF

I'm terribly sorry, sir! Let me
get something to clean this up
with.

Cliff heads off on a circuitous route to the dolphin
sculpture, signalling to Betty as he goes.

SINCLAIR

I'm sorry, darling!

BETTY

Excuse me, Trevor. I'll be right
back.

Betty hurries off toward the ladies' lounge. When she's
sure that Sinclair isn't watching, she heads for the
island of foliage around the dolphin. When she gets near,
Cliff's hand reaches out and yanks her in. She lands on
top of him and they both fall to the floor. Betty gets to
her knees and angrily pushes him away.

BETTY

(continuing)

Are you out of your mind?!! What
are you doing here?

CLIFF

Will you just listen for a minute?

BETTY

You're jealous! You found out I
was here with Trevor...

CLIFF

Betty, Bigelow's been murdered!

BETTY

(stunned)

Murdered?

CLIFF

Remember what I told you at the
studio? The rocket we found...
the people looking for it killed
Bigelow to get to me, and now
they're after you! They've got
your picture... the one from the
GeeBee.

Cliff can see from Betty's face that she doesn't know if
she believes him.

(CONTINUED)

94 CONTINUED: (5)

94

CLIFF

(continuing)

Honey, get ready for a shock. I'm
the Rocketeer.

BETTY

The Rocka-who?

CLIFF

Haven't you seen the papers?!!

BETTY

I've been locked away on a sound
stage all day!

CLIFF

It doesn't matter. Just get in a
cab and go to your mom's in
Redlands. Stay there until you
here from me!

Betty searches Cliff's eyes. She wants to believe him.

BETTY

Give me one good reason why I
should believe a word of this.

CLIFF

Because if anything happened to
you I'd go out of my mind, I swear
to God I would.

BETTY

(softening)

Oh.

That was the last answer she expected, and the one that
works. Cliff grabs her and kisses her hard. Releasing
her, he glances over his shoulder and sees Spanish Johnny
and Rusty enter the club.

Cliff drags Betty down as the two thugs walk to the head
of the steps overlooking the dance floor. Rusty is
standing about four feet above Cliff and Betty, looking
around the room.

CLIFF

(harsh whisper)

That's them!... The ones with the
snapshot!

Rusty and Spanish Johnny stroll down the stairs onto the
dance floor, casting watchful eyes through the crowd. The
dance floor is crowded with happy, swinging couples.

(CONTINUED)

94 CONTINUED: (6)

94

CLIFF

Go! Right now!

BETTY

What about you?

CLIFF

I'll be okay, I promise! Go on!
I'll call you as soon as I can!

She clings to him another moment. Then, giving him a brave smile, she rises and makes her way toward the main entrance.

Cliff parts the foliage to make his getaway -- then sees Rusty and Spanish Johnny standing at Sinclair's table... talking to him! Sinclair looks anxiously around the room. Cliff sinks back and watches.

Betty fights the crowd at the coat check. She waves her ticket, keeping an anxious eye for the two men.

BETTY

My wrap, please!

95 EXT. SOUTH SEAS CLUB - NIGHT

95

Lothar steps out of a cab and heads for the entrance, pushing through a group of Hollywood gentry. The bouncers blink, none daring to question the grotesque henchman.

96 INT. SOUTH SEAS CLUB - NIGHT

96

Betty finally gets her wrap and heads for the doors. She exits one as Lothar comes through the other. Patrons give the giant startled glances and a wide berth.

As Cliff watches, Sinclair gives orders to Rusty and Spanish Johnny. They leave to do his bidding. The import of what he has just seen shows on his face. Sinclair? After the rocket?!!

Cliff leaves his hiding place and hurries up the stairs -- and almost runs face to face into Lothar! The giant ape-man lets out a low animal growl and starts for Cliff.

Cliff turns, dashes back down the stairs onto the dance floor and disappears into the crowd of dancers. Lothar chases him, bowling people over and eliciting screams and curses.

Sinclair looks up at the disturbance and sees the head and shoulders of his henchman cutting a wide swath through the crowd.

97 INT. KITCHEN - NIGHT

97

Cliff barges through the swinging doors nailing a waiter with a tray. Dishes go flying. Lothar comes through a beat later like an express train.

97A INT. LAUNDRY ROOM - NIGHT

97A

The door bursts open and the breathless Cliff races into the room. He slams the door and bolts it. He turns and looks to where he had hidden his duffel bag and its precious cargo.

Where once had stood two laundry sacks, twenty more have joined them. In desperation, Cliff dives onto the pile and frantically tears through them. A heavy THUMPING is heard on the door as Lothar tries to break in.

98 EXT. SOUTH SEAS CLUB - NIGHT

98

Betty stands at the curb outside the club. A cab pulls up. Betty heads for it. Somebody beats her to it. Another cab arrives. She makes a beeline for it, but a couple get there first.

99 INT. LAUNDRY ROOM - NIGHT

99

The door bursts open -- torn from its hinges. Panting, Lothar charges in like an enraged bull -- the room is empty. No Cliff. Laundry everywhere.

Lothar starts tearing through the piles, then pauses. Lothar spots a pair of boots in the laundry chute. He makes a grab for them. KA-BLAM!! Lothar is blown off his feet by the rocket's BLAST as Cliff BLASTS up the chute.

100 INT. LADIES' LOUNGE - NIGHT

100

In the ornate lounge, several WOMEN check their makeup in the mirrors. A towel girl hands towels to the Ladies from a low cart and drops the used ones down the chute.

SOCIETY MATRON

This place is really going to the dogs. A few minutes ago I saw a couple making whoopee in the bushes!

There is a RUMBLE in the wall behind them. The laundry chute door bursts open with a "CLANG!" as the Rocketeer's helmet smashes through.

(CONTINUED)

100 CONTINUED:

100

The Women scream as Cliff flies from the chute and lands on top of the Society Matron, pinning her to the cart in a rude sort of missionary position. Rocketeer, screaming Woman and cart go BLASTING out of the room under rocket power.

101 INT. SOUTH SEAS CLUB - NIGHT

101

The cart bursts through the lounge doors onto the upper mezzanine, bowling over a couple of men waiting for their dates, and plows through the tables. People dive out of the way as the Society Woman kicks and screams.

The cart SLAMS to a stop against the railing, ejecting Cliff out over the club. The Society Matron sails into one of the full-size palm trees which gives way at the base, depositing her in one of the pools of water.

Barely under control, Cliff zooms over the heads of the musicians, bouncing off the wall, ricocheting across the room.

Astonished Patrons yell and scream, some diving for cover. A few stand and point at Cliff.

VARIOUS PATRONS

It's the flying man!!...
The guy in the papers...
The Rocketeer!

Sinclair watches in shock as the Rocketeer makes a low sweep past his table. He runs for the mezzanine.

Cliff does touch-and-go hops across a series of tables, scattering dishes and setting fire to napkins and tablecloths. Panic begins to break out. People lunge from their tables and stampede for the exit.

101A INT. EDDIE'S OFFICE - NIGHT

101A

Eddie hears the SCREAMS and SOUNDS of chaos. He goes to is aquarium window. All he can see is a surge of people.

EDDIE

What the hell?!!...

He runs out his office door and is caught in the flood of panicked Patrons. He fights his way back toward the main room like a salmon swimming upstream.

101B EXT: SOUTH SEAS CLUB - NIGHT

10101B

A cab pulls up at the curb. Betty looks. Not a soul around. She starts for the cab. Suddenly, the doors to the South Seas Club burst open and a tidal wave of people pour out.

101C INT: SOUTH SEAS CLUB - NIGHT

10101C

Cliff makes another pass over the musicians, who are now trying to flee along with the Patrons. He bumps the giant plaster clamshell from behind, tipping it shut. Six musicians are trapped in the mammoth mollusk, their arms and legs protruding.

Sinclair reaches Rusty and Spanish Johnny.

SINCLAIR

(to Rusty)

Get those doors closed! We'll trap him like a fly!

(to Spanish Johnny)

Shoot him down!... Now!

Spanish Johnny pulls a .45 and begins BLASTING away. Stevie and Monk take the shots as a signal to OPEN FIRE, and lead peppers the club.

102 EXT. SOUTH SEAS CLUB - NIGHT

0102

Betty hears the SHOTS and runs to one of the porthole windows in the club's facade. At that moment the Rocketeer WHISTLES past. Betty pulls away and runs for the main doors just before a slug BLOWS the window from its frame.

Betty reaches the doors just as they are SLAMMED shut and locked. She tugs and pounds on the doors, to no avail.

103 INT: SOUTH SEAS CLUB - NIGHT

0103

Cliff rockets around the club, bouncing off walls and tearing through decorations. Eddie's men seal off all possible escape routes trapping Cliff and about half the Patrons... Cliff keeps veering off in new directions. Smoke fills the club. Eddie fights his way free of the trapped and panicked Patrons and runs up to Sinclair.

EDDIE

(yelling over mayhem)

Goddamn it, Sinclair! Stop!

SINCLAIR

Keep out of this!

(CONTINUED)

103 CONTINUED:

103

EDDIE

You're wrecking my club!

SINCLAIR

Put it on my bill!

A stray bullet SHATTERS Eddie's mermaid tank. Like a tidal wave, a thousand gallons of water and a startled mermaid ride a white-water cascade down the stairway to the dance floor. Sinclair steps aside, but Eddie is bowled over by the flopping mermaid.

Lothar comes out the service door, his clothes singed and hate in his eyes.

Cliff comes swooping in under the mezzanine and slides the length of the bar, knocking glasses and bottles in all directions. At the end of the bar lies an escargot buffet table.

Cliff SLAMS onto the back of a giant half-ton snail ice sculpture, tipping the table. He rocket-sleds the snail across the floor toward the exit hanging onto the protruding eye-stalks like handlebars, leaving an icy slime trail behind him.

STEVIE

He's got a battering ram!

Sinclair grabs the .45 out of Stevie's hands and OPENS FIRE on the speeding snail. BULLETS chew into the snail, SPRAYING crushed ice into the air. Cliff's eye-stalks snap off. Cliff veers, swooping out from under the mezzanine and arcing high across the floor.

The snail keeps going, hurtling on its own. The snail SMASHES through the doors, knocking them off their hinges. Patrons stream out the opening. Betty fights her way in. She ducks in and hides behind a column, searching through the smoke for Cliff.

Cliff aims himself toward the new escape route. Sinclair looks up and sees the fishnet hanging. Grabbing Monk's Tommy gun, he BLAZES away at the support ropes as the Rocketeer swoops to make his escape.

The net falls. Cliff is snared and comes CRASHING to the floor, bringing the net down with him. Cliff cuts his engine.

SINCLAIR

The rocket! Get the rocket!

(CONTINUED)

103 CONTINUED: (2)

103

Lothar converges on Cliff. Cliff thumbs his ignition buttons. Like a rocket-powered wrecking ball, Cliff leaps off the ground, shrouded in the net and collides with Lothar. Cliff drags Lothar around in circles on the dance floor. They roll to a tumbled stop.

Dazed, Cliff struggles to his feet. Lothar grabs him in a bear hug, pinning Cliff's arms to his sides. The palm fronds behind Lothar stir. Suddenly, a plaster sea horse CRASHES down on Lothar's head. Betty sinks back in the foliage.

The stunned giant groans and drops to his knees. Through thickening smoke, Cliff staggers across the dance floor. Eddie's goons move in, weapons ready. As the thugs close in on him, Cliff gives his ignition buttons a desperate jab.

The engine FIRES. Cliff shoots straight up as the rocket SCREAMS. At the last second, Cliff sees the skylight in his path. He instinctively throws his arms over his head.

The Rocketeer hits the skylight like an artillery shell. The stained glass tropical scene EXPLODES, dropping rainbow shards on the dance floor.

Rusty aims a Tommy gun through the broken skylight and stitches a line of SLUGS through the night.

104 EXT. SOUTH SEAS CLUB - SKY - NIGHT

104

A BULLET catches Cliff a glancing blow to his helmet, creasing the bronze. The Rocketeer spirals away through the Hollywood sky.

105 INT. SOUTH SEAS CLUB - NIGHT

105

Betty emerges from a line of potted palms and runs for the door. A shadowy figure emerges from the smoke and grabs her by the arm. Betty gasps and struggles to get free. A small automatic pistol is pressed into her ribs.

SINCLAIR

Don't go. Our evening has just begun.

Lothar appears behind Betty and drags her off into the gloom.

106 EXT. BULLDOG CAFE - NIGHT

106

The giant bulldog is baleful in the silver moonlight. The neighborhood is dark and quiet. Not a soul in sight.

107 INT. BULLDOG CAFE - NIGHT

107

Cliff enters through the back, limping, the worse for wear. No duffel bag. He looks around. Nobody here. Cliff climbs a few steps of the storeroom ladder and looks cautiously into the bulldog's head.

CLIFF

(softly)

Peevy?... Millie?

PATSY

(loudly)

Hey, Cliff!

Startled, Cliff drops the trapdoor on his head and slips off the ladder, landing heavily on the cafe floor. The bathrobe-clad Patsy emerges from a shadow.

CLIFF

Patsy! You scared the livin'...
heck outa me.

PATSY

Sorry!

CLIFF

Where's Peevy?

PATSY

Some men took him away.

Cliff looks at Patsy in shock. Suddenly, the phone JANGLES loudly. Cliff jumps to his feet and snatches up the receiver.

CLIFF

Peevy?

EDDIE (O.S.)

Wrong. This Secord?

CLIFF

Who is this?

EDDIE (O.S.)

Wanna talk to your girlfriend?

CLIFF

You're fulla crap! She's safe
outa town by now!

EDDIE (O.S.)

Yeah? Get a load of this, smart
ass!

(CONTINUED)

107 CONTINUED:

107

BETTY
Cliff... is that you?

CLIFF
Betty! Where are you? What are they --

EDDIE (O.S.)
(cutting in)
Ah-ah! Just a taste, loverboy, so you know we're serious.

CLIFF
You bastard! If you touch a hair on her head, I swear I'll...

EDDIE (O.S.)
You want her back?... Bring us the rocket! Now write this down.

Cliff grabs a pencil, then a diner receipt from a spindle by the cash register.

EDDIE (O.S.)
(continuing)
Griffith Observatory. Exactly four a.m. By the statues. We'll be waiting. And Secord? Come alone or the girl's dead.

Eddie hangs up. Cliff stuffs the receipt into his pocket. Patsy is frightened by the conversation she's just overheard.

PATSY
Cliff, what's happening? What are they doing to Betty?

CLIFF
Quiet, Patsy! I have to think!

Patsy holds back tears. Cliff is immediately remorseful and kneels to comfort the girl.

CLIFF
(continuing)
I didn't mean to yell at you.
Listen, can you keep a big secret?
(as Patsy nods)
You know the flying man who saved Malcolm today?

PATSY
The Rocketeer!

(CONTINUED)

107 CONTINUED: (2)

107

CLIFF
(hesitating)
He's going to help me get Betty
back.

Patsy looks excitedly at Cliff. She dries the tear on her
cheek.

PATSY
Then it'll be okay! He'll save
her. The Rocketeer can do
anything!

Cliff looks at her, unsure of the answer.

PATSY
(continuing)
Can't he?

Cliff puts his hands on her small shoulders, looking into
her eyes.

CLIFF
Yeah... yeah, maybe he can.

Patsy throws her arms around Cliff's neck, hugging him
tight.

Suddenly, both the front and rear doors of the diner are
kicked in. Four large men with guns rush in to surround
Cliff. Fitch steps into a wash of light and smiles.

FITCH
Remember me?

INT- SINCLAIR'S HOUSE, HALLWAY- NIGHT

Dressed in a smoking jacket, Sinclair moves down a hallway, bearing a bottle of brandy and two snifters. He stops at a door, smooths his hair, unbolts the lock and enters.

INT- SINCLAIR'S HOUSE, BEDROOM- NIGHT

Dim light barely defines a richly furnished guest room. Then, the door opens and a bar of light falls across Sally's face. There is a gag stuffed in her mouth. Her eyes watch a man-shaped shadow crawl across the wall.

The lights are switched on, revealing that Sally is sitting up on a wide, opulent bed. Her wrists are tied behind her to the rails of the headboard, and another cord secures her ankles. She is still dressed in her evening gown, her image reflected in a large, gilt-edged mirror on the ceiling.

Sinclair crosses to a bedside table and sets down a tray with brandy and two snifters. Sitting on the edge of the bed, his cold appraising eyes rake over the bound young woman. He reaches for her. She recoils. Smiling, he removes her gag.

SINCLAIR

Welcome to my home.

Sinclair pours some brandy and holds the glass to her lips for her to drink. She sniffs at it suspiciously.

SINCLAIR

(cont)

Don't worry. I wouldn't spoil a fifty-year-old brandy. Go on, you'll feel more relaxed.

SALLY

(sarcastic)

I always feel relaxed tied to the bedpost! Please- the ropes are awfully tight.

He pauses, considering the ropes.

SINCLAIR

We don't want to mar that lovely skin.

Sinclair releases the ropes, beginning with her wrists.

SINCLAIR

(cont)

But I must warn you. If you've any amusing notions, there's a very large gentleman lurking about.

SALLY

Neville, why are you doing this, what's going on?

SINCLAIR

Your fellow has something that belongs to me.

SALLY

You tried to kill him!

SINCLAIR

(untying her ankles)
Not I, it was Valentine and his
brutes. I simply wish to make an
exchange. You for the rocket.
And I promise that no one will
be harmed...especially you.

He steps back, smoothing his hair. A wolfish smile plays on
his lips as Sally rubs her reddened wrists.

SINCLAIR

You know, darling, I rather envy
you.

SALLY

You do?

SINCLAIR

Oh, yes...to be at the start of a
brilliant career.

SALLY

Me?

Sinclair gazes at her.

SINCLAIR

You have beauty, grace, and a
certain raw talent. With the
proper nurturing, you could
become a great star.

He steps in close to her.

SINCLAIR

(cont)

If you would put yourself completely
in my hands, I could teach you, mold
you into a leading lady...

He attempts to kiss her. Sally places a hand against his
chest, stopping him.

SALLY

I don't understand. How does
someone like you get mixed up with-

SINCLAIR

That's not important.

He runs his fingertip along the strap of her dress.

SINCLAIR

You can't be comfortable in that gown.

He crosses to an armoire and opens it with a flourish, revealing a dozen negligees.

SINCLAIR

Oh, come along. Don't be shy.
I never met a woman who could
resist a Paris original.

Sally rises from the bed and goes to the wardrobe. She fingers the fine laces and silks.

SALLY

They're beautiful....!

SINCLAIR

This one, I think.

He selects a sheer black lace gown and passes it to her. Sally holds it against her body, studying the reflection in the armoire's mirror. He steps up behind her, eyeing her hungrily.

SALLY

This is just like that scene from
"Napoleon's Mistress", when you
seduced Greta Garbo.

SINCLAIR

You enjoyed that.

SALLY

What girl didn't? I dreamt of that
scene a hundred times, I-

Catching herself, Sally lowers the negligee self-consciously.

SALLY

(cont)

What am I saying? You kidnapped
me! I don't know what to think,
you've got me so confused...!

Sinclair seizes her and crushes his mouth to hers. After a moment, Sally pulls away.

SALLY

(indicating negligee)
Don't you want me to put this on?

SINCLAIR
Desperately.

SALLY
I'll be back.

She goes into the bathroom, leaving the door ajar. Sinclair begins to unbutton his shirt while attempting to sneak a glance into the bathroom.

SALLY
(O.S.)
Neville? Would you come in here, please?

He eagerly goes towards the door.

INT- BATHROOM- NIGHT

Sinclair enters the gilt and marble bathroom. Sally's evening gown is open in the back, exposing a wedge of smooth pale skin. She looks at him demurely over her shoulder.

SALLY
I can't reach the last button.

Sinclair steps forward. Sally suddenly turns, whipping up a perfume atomizer. She sprays him square in the face. Sinclair staggers back, eyes burning.

SINCLAIR
You bitch-!

Sally reaches for a large ceramic pitcher and brings it down on Sinclair's head. The pitcher shatters and Sinclair drops unconscious to the floor. Sally shudders in revulsion.

SALLY
I finally played a scene with
Neville Sinclair.

INT- SINCLAIR'S HOUSE, BEDROOM- NIGHT

Sally hurries from the bathroom. She crosses to the bedroom door and opens it silently, then slips out into the hall.

INT- SINCLAIR'S HOUSE, HALLWAY- NIGHT

Sally creeps to the stairway landing. An escape down the stairs is impossible. Lothar sits in the foyer below eating a plate of cold chicken as he listens to "Amos and Andy" on the radio.

As silently as possible, Sally moves to another door on the second floor hallway and goes in.

INT- SINCLAIR'S LIBRARY- NIGHT

Sally looks about, panicked. She hurries to the window and opens it. Looking down, she sees a sheer drop to the driveway below.

Suddenly, there are angry voices out in the hall, quickly approaching. Turning, Sally spies a sliver of dim light emanating from a seam in the wall panelling. She goes to it, and discovers the radio room door has been left slightly ajar. Sally slips into the cubby hole and closes the panel.

INT- RADIO ROOM- NIGHT

As her eyes become accustomed to the light, Sally sees the transmitter. She quickly glances at the various documents and codebooks piled on the radio table.

She finds a sheaf of papers clipped together, "Rocketeer" news clippings, handwritten notes. Printed at the top of one paper is "AMBROSE PEABODY- Aviation Mechanic", with Peevy's rocket pack diagram, stolen by Lothar. Sally folds the diagram and hides it in the bosom of her gown.

The voices have entered the library. Desperate, Sally seizes the radio microphone and hits switches until the transmitter lights up and static crackles from the speaker.

SALLY

(into radio)

Hello, hello! This is an emergency!
Can anyone hear me? Please send help,
I've been kidnapped--!

A reply barks from the radio, in guttural German. Sally starts, realization dawning. Her eyes find the code book with its swastika-emblazoned cover.

SALLY

(to herself)

Oh, my God! Neville Sinclair
is a...

SINCLAIR

(o.s.)

A what?

She whirls to see Sinclair in the doorway of the radio room, a handkerchief held to the back of his head. Lothar hovers ominously at his elbow.

SINCLAIR

A spy...a saboteur...a fascist?

(snarling)

All of the above.

ROCKETEER Tan Rev (Second Set) 11/19/90

117 INT HOWARD HUGHES' OFFICE - NIGHT

117

Seated at a corner of Hughes' massive desk, with a cup of coffee and a sandwich beside him, is Peevy. Hughes is listening intently, nodding, as Peevy speaks.

PEEVY

...so, all I did was bypass the pressure valve, and that solved your throttle problem.

*

HUGHES

But adding a rudder to the helmet, that's ingenious.

PEEVY

Nah, just basic aviation.

The oak doors swing open. Peevy turns in surprise as Cliff is led in by the agents.

PEEVY

Cliff! Am I glad to see you!

CLIFF

Same here, pal.

Fitch dumps an envelope onto the desk-Cliff's wallet, coins, pocket knife, chewing gum - and the folded diner receipt.

*

FITCH

No sign of the rocket, and he's not talking.

Hughes rises, facing Cliff.

HUGHES

Do you know who I am?

CLIFF

What pilot doesn't Mr. Hughes?

HUGHES

I designed the Cirrus X-3, the rocket pack. It was stolen from my factory.

*

CLIFF

I didn't steal it.

(CONTINUED)

ROCKETEER Tan Rev (Second Set) 11/19/90

117 CONTINUED (2)

117

PEEVY

I told him the whole deal, Cliff.
He believes us. Give him the
rocket.

*

CLIFF

I...can't do that. Not yet,
anyway.

PEEVY

Cliff, we agreed to give the
rocket back to the right guy.
That's him.

*

Cliff's only response is an anxious tight lipped stare.

*

HUGHES

Secord, I don't think you know
the game you're playing.
(into his intercom)
Go ahead, roll it.

The room dims as a screen lowers and a projector flutters
to life behind a wall port.

A grainy, silent black and white film unspools on the
screen. Adolph Hitler is seen shaking hands and
exchanging "heils" with various high-ranking German
military officials.

The Germans are busly adjusting a crude rocket pack tied
to a test pilot's back. The German engine is much
heavier and bulkier than the Hughes design.

HUGHES

The German prototype had the same
problem as our first design...

The Germans move back to safety as the pilot readies
himself. The pilot fire the ignition button. A plume of
flame scorches the ground around him as he lifts off...
awkwardly. Twenty feet up, the rocket sputters, pitching
the pilot towards the earth. The rocket fires again,
slamming him into the ground.

HUGHES

The combustion chamber would
overhead and explode. My boys
finally figured it out. A double
walled chamber through which the
fuel is pumped. Cool the chamber
and pre-heat the fuel at the same
time.

(CONTINUED)

ROCKETEER Tan Rev (Second Set) 11/19/90

117 CONTINUED (3)

117

The Germans rush towards him. The pilot writhes helplessly, one pantleg afire. Just as the others reach him, the rocket fires once more. The Germans are blown back by its blast.

The pilot spins across the ground, striking the side of the bunker. The ruptured rocket bursts into flame, engulfing the unfortunate man's tangled remains.

HUGHES

The German Experiment didn't seem like much to worry about. But when we got our hands on this next film, we realized the scope of their plan.

*

The image on the screen abruptly changes to an animated map of Europe, swarming with flying soldiers - rocket-outfitted Storm Troopers. Rocket men blanket the skies, flying in formation above ruined, burning cities. The unstoppable winged commandoes sweep across the Continent.

Cliff and Peevy stare at the animated film, faces sober. The next image is the bleakest yet.

A map of the United States appears, suddenly assaulted by dark arrows which spread from points East. Rocket-borne assault troops advance on Washington, D.C. As the Capitol burns, searing flames leap up to engulf a proud Federal eagle. The symbol melts like wax, then reforms as a Nazi eagle.

The film ends. The screen rises out of view. All sit stone-faced. After a moment, Hughes clears his throat. He places a hand on Cliff's shoulder.

HUGHES

Where's my rocket pack, Secord?

Cliff stares at the floor, unable to answer.

FITCH

I'm tired of square dancing with you! I can slap you with grand theft, espionage, treason - and that's just my short list! Wooly, cuff this punk!

CLIFF

They've got my girl.

PEEVY

Holy Moses...

--(CONTINUED)--

ROCKETEER Tan Rev (Second Set) 11/19/90

117 CONTINUED (4)

117

CLIFF

They've set up a rendezvous, to swap Jenny for the rocket.

HUGHES

(frowning)

Cliff, I understand your concern, but you've got to let us handle this.

CLIFF

They'll kill her if I don't come alone! And if anything happens to Jenny, I don't much care about the rest of the world. I swear I'll return the pack--tomorrow.

WOOLY

This ain't a negotiation! Those guys are playing for keeps--

*

CLIFF

I can deal with Valentine and his boys.

*

HUGHES

The Valentine gang is only hired muscle. They work for a Nazi agent...

(shooting a look at Fitch and Wooly)

...someone our intrepid G-men have been unable to identify.

CLIFF

(realization dawning)

It's Neville Sinclair...!

FITCH

What--!

CLIFF

Sure...it makes sense. He was ordering Eddie's guys around at the South Seas Club...and that's why he was so interested in Jenny!

WOOLY

(incredulous)

Nice try, kid.

(to Hughes)

We're taking them downtown and locking 'em up.

(CONTINUED)

ROCKETEER Tan Rev (Second Set) 11/19/90

117 CONTINUED (5)

117

HUGHES

Sorry, Cliff...if you won't
cooperate, it's out of my hands.

Suddenly, Cliff jumps onto the desk. He leaps up,
grabbing the understructure that supports the large wings
of the "Spruce Goose" model. The support wires snap.

The model rides on an overhead track, heading straight
for the windows. Fitch and the other agents duck as the
"Spruce Goose" smashes through the windows, catches air
and carries Cliff away like a hang-glider. Fitch and
Wooly draw their weapons.

HUGHES

No guns!

The model carries Cliff over the ocean, disappearing as
it banks away. Hughes grins as the large model soars
off.

HUGHES

The son of a bitch will fly!!!

The wind has blown the folded diner receipt onto Peevy's
shoe. Noting the writing on the back, Peevy picks it up:
He reads it - "Griff Obs--4am--".

117A OMITTED

117A

CUT TO:

*

ROCKETEER Buff Rev (Second Set) 11/2/90

118 EXT - GRIFFITH OBSERVATORY - NIGHT

118

It is close to four in the morning as low clouds move above a sleeping Los Angeles. Diffused moonlight splashes over white walls, curved parapets and copper domes of the Observatory. Behind the domes, the cliffs drop off sheer and straight, and city lights glimmer like a jeweled carpet.

The forecourt is a dark lawn crossed by wide concrete paths. In the center of the lawn, a tall stone obelisk is surrounded by statues of famous astronomers, who stand solemn watch. Three Valentine gang sedans are parked at the base of the steps. Eddie, Rusty, Spanish Johnny and several auxiliary goons wait impatiently on the lawn, Tommy guns in hand.

Sinclair's auto rolls up. Lothar exits the car, then opens the passenger door and drags Jenny from her seat. Sinclair takes a tuxedo jacket from the backseat and hands it to her.

SINCLAIR

You forgot this.

JENNY

I'd rather freeze.

SINCLAIR

(looking her over)

Quite right, I prefer you that way.

Jenny, realizing how exposed she is in her thin dress; snatches the jacket, and puts it on. Sinclair smiles as Lothar takes her to the grass. Eddie approaches, scowling.

SINCLAIR

Cheer up, Eddie. You're about to make a fortune.

EDDIE

Good, 'cause I've got a club to repair, a new reputation to buy and an ulcer to plug.

SPANISH JOHNNY

Hey Boss--here he comes!

Everyone looks up to the heavens. A "shooting star" streaks across the night over the city, quickly growing larger and brighter. Eddie signals his men, who quickly form a loose circle about the lawn, Tommy gun barrels swinging up.

(CONTINUED)

ROCKETEER Buff Rev 11/2/90

118 CONTINUED

118

A distant whistling whine soon becomes a roar as the Rocketeer swoops overhead.

Watched warily by the gangsters, Cliff descends and lands on the grass. He removes his helmet to face the surrounding thicket of gun barrels.

Cliff locks eyes with Jenny.

Are you alright? CLIFF

(CONTINUED)

ROCKETEER Goldenrod Rev (Second Set) 11/2/99

118 CONTINUED (2)

118

She nods.

SINCLAIR

Take off the pack. Carefully.

CLIFF

First give Jenny your car keys.
When she's driven down the hill,
I'll --

SINCLAIR

We're not here to bargain,
Secord. I have the girl...

He pulls Jenny away from Lothar, pulls a luger from his
coat and presses the gun to her temple.

SINCLAIR

... and I have the gun. The
rocket. Now.

EDDIE

Come on, kid! Hand it over so we
can all go home!

Cliff holds his breath, wheels turning.

CLIFF

(to Eddie)

Home! You mean Berlin - right?

Sinclair tenses slightly.

EDDIE

What?

CLIFF

Does he pay you with Dollars or
Deutchemarks?

As Sinclair barely covers his shock, Eddie whips on him,
eyes narrowed.

EDDIE

What's he yappin' about?

CLIFF

I heard it straight from the
Feds, Sinclair. The spy racket,
flying commandos, the works.

(CONTINUED)

ROCKETEER Goldenrod Rev (Second Set) 11/2/90

118 CONTINUED (3)

118

Sinclair is smooth, but desperation and rage are beginning to light his eyes. Eddie is glaring at him, suspicion growing.

SINCLAIR

(to Eddie)

He's been flying where the air's too thin.

JENNY

Ask him about the secret room,
and the Germans on the radio!

*

Sinclair glances at Eddie's men, who have been listening intently. Several of the Tommy gun muzzles have drifted in Sinclair's direction.

Lothar starts to reach into his coat, only to find Rusty's Tommy gun in his face.

RUSTY

Relax, Frankenstein. You ain't bulletproof.

EDDIE

Talk fast, Sinclair.

SINCLAIR

(casual)

Come on, Eddie. We all must serve someone.

Eddie steps in close, bristling.

EDDIE

Adolph and his goose-stepping rats?!

Cliff allows himself a small grin - the seeds of discord have been sown.

CLIFF

You tell him, Eddie!

EDDIE

(to Cliff)

Shut up.

SINCLAIR

(suddenly tough)

Now, listen - !

(CONTINUED)

ROCKETEER Goldenrod Rev (Second Set) 11/2/90

118 CONTINUED (4)

118

EDDIE

No -- you listen. I may not earn
a straight buck, but I'm a
hundred percent American, dammit!
Let the lady go.

Ignoring Sinclair, Eddie nods to his men. All but
Spanish Johnny swing their attention and gun barrels away
from Cliff and on to Sinclair and Lothar.

Sinclair tightens his grip on Jenny.

SINCLAIR

I'm taking the rocket.

EDDIE

(laughing)

You and what army?

Suddenly, to everyone's surprise, Sinclair hollers to the
surrounding canyons.

SINCLAIR

Stumabteilung! Angreifen!

Twenty German commandos in grey jumpsuits rush from the
bushes or appear atop the Observatory's staircases and
domes, surrounding Eddie and his men. They aim their
Schmeisser machine guns at the stunned gangsters.

Sinclair flashes a serpent grin at Eddie.

SINCLAIR

I believe it's your move, Eddie. *

Acknowledging that he is outgunned and outmanned, Eddie
signals his men to drop their weapons.

Sinclair checks his watch, then looks expectantly up to
the low-slung clouds. He smiles as the sound of whirring
engines can be heard. cliff, Jenny, Lothar and the
gangsters turn their gaze to the sky.

Jaws drops as the vast silver belly of a zeppelin lowers
toward the observatory, gondola softly aglow with its
running lights. And, emblazoned on the airship's side,
is the name Luxembourg.

SINCLAIR

(to commandos)

Ergreifen die Rakete! Schnell!

(CONTINUED)

ROCKETEER Goldenrod Rev. (Second Set) 11/2/90

118 CONTINUED (5)

118

One of the commandos runs to Cliff and starts to work on unbuckling the rocket harness. Cliff's mouth tightens as he restrains himself from swinging his fists, eyes on Jenny and the ominous mouths of the Schmeissers.

SINCLAIR

Haltet sie in Schach!

*

The commandos swing their Schmeissers at their captives.

SINCLAIR

So long, Eddie. Thanks for the memories.

Suddenly, car-mounted spotlights stab out to illuminate the Observatory. Tires screech and smoke as police and FBI sedans halt. Led by Fitch and Wooly, the officers leap from their cars, instantly in position with Tommy guns ready.

FITCH

(through bullhorn)

This is the FBI! Throw down your guns!

Cliff throws a glance to the distracted Nazi Commando, who had been unbuckling the rocket harness. The control brackets are still attached to Cliff's wrists. Cliff suddenly thumbs the button.

JENNY

Cliff-!

She looks on in horror as the rocket fires a short burst.

CLIFF

Yeeeeaaaaaaa!!!

The fiery concussion pulls the terrified Cliff across the lawn like a rocket sled, dragging along the hapless Commando. The disappear over a ledge, falling roughly into the tangled brush.

Lothar yanks his dual .45's free of their holsters -- and blasts away. Cops and Feds hit the decks as slugs punch through fenders and shred tires.

Then, all hell breaks loose. The Feds pop up and unload their fire on the Commandos in the forecourt. Sinclair and Lothar head for the stairs to the roof, Jenny pulled along in the giant's grip. At the same moment, Eddie and his me snatch up their fallen Tommy guns.

(CONTINUED)

ROCKETEER Goldenrod Rev. (Second Set) 11/2/90

118 CONTINUED (6)

118

EDDIE

(roaring above the
gunfire)

Lousy Krauts! Let 'em have it,
boys!

The gangsters whirl on the commandos, unexpectedly joining the Feds in the gun battle. Thugs, cops, and commandos fall wounded or dead.

Fitch and Wooly, behind the shelter of their bullet-pocked sedan eye the hovering airship.

FITCH

(calling to men)

Watch the zeppelin! That thing's
filled with hydrogen! One bad
shot'll fry us all!

Sinclair, Lothar, and the unwilling girl reach the Observatory roof, where the zeppelin is waiting to meet them.

Meanwhile, the Nazi commando ranks are being thinned out by the blistering gun fire of the allied G-men and gangsters.

Taking cover behind a police car, Fitch and Wooly glance to their right. They're surprised to find Eddie crouched beside them, blasting away at the Germans.

Eddie holds his fire for a moment. He looks over at Fitch and Wooly and gives them a tight grin.

WOOLY

Now I've seen everything. Eddie
Valentine and his mugs - on our
side!

119 EXT GRIFFITH OBSERVATORY - NIGHT

119

The zeppelin's pilot has lowered the gondola as close to the Observatory roof as he dares. A ladder is lowered to the roof. Jenny writhes in Sinclair's grasp as Lothar nimbly climbs the rungs.

JENNY

Please Neville! Let me go!

Lothar reaches down and grabs Jenny, pulling her, kicking and screaming, into the gondola.

(CONTINUED)

ROCKETEER Goldenrod Rev (Second Set) 11/2/90

120 EXT - HILLSIDE - NIGHT

120

Cliff struggles to his knees, blood dripping from his forehead. Jenny's piercing cries reach his ears. Looking up with glazed eyes, he sees the zeppelin lifting from the roof.

He yanks a Mauser machine pistol from the holster of the dead Commando beside him and struggles up the hillside.

121 INT - GONDOLA - NIGHT

121

Inside the gondola, Sinclair is met by a tense German in a dark suit with a Swastika lapel pin.

* NAZI AGENT
Sie haben die Rakete
nicht-?!

*

SINCLAIR
(indicating Jenny)
I have her. That damned Rocket
will come to us! Now get this
ship above the clouds!

122 EXT - GRIFFITH OBSERVATORY - NIGHT

122

With the aid of the Valentine gang, the squad of cops and G-Men have overwhelmed the last of the commandos. The surviving hoods aid their wounded.

Cliff reaches the Observatory lawn. He runs across the forecourt grabbing up his brass helmet and races up the winding stone staircase.

Fitch and Wooly watch in dismay as the escaping zeppelin lifts towards the clouds.

FITCH
We're losing 'em!

WOOLY
(pointing)
Maybe not! Look!

(CONTINUED)

ROCKETEER Goldenrod Rev (Second Set) 11/2/90

123 EXT - OBSERVATORY DOME - NIGHT

123

The Rocketeer pauses atop one of the copper domes and fastens his helmet. He checks the Mauser's clip. A large American flag flutters in the night breeze. For that brief moment, with his bronze helmet gleaming in the moonlight and weapon poised for action, he is the stuff myths are made of.

Then, a blossom of fire and smoke, and he is shooting toward the zeppelin like a flaming arrow.

124 EXT - ZEPPELIN - NIGHT

124

The Rocketeer sails towards the zeppelin. The airship's silver tail rushes to meet the airborne Cliff. He eases off the throttle buttons - but has clearly misjudged his speed. His velocity carries him in a descending arc, straight into the zeppelin's tail.

Cliff smashes into the massive rudder. The skin tears with Cliff's impact. He slides down the vertical stabilizer and lands hard on his back, atop the zeppelin's arched body.

The rudder swings erratically, thrown off balance as the wind expands the hole.

Using all his strength, Cliff pulls himself to his feet, fighting the wind.

125 INT - GONDOLA - NIGHT

125

As Jenny is held by Lothar in the corner of the gondola, Sinclair watches tensely as the airship's pilot and crewman work the controls with mounting difficulty. The Agent hovers at the Captain's elbow, steadying himself as the gondola lurches.

NAZI AGENT
Stimmt was nicht?

CAPTAIN
The rudder...something's
interfering with the rudder!

A hopeful look plays across Jenny's face.

126 EXT - ZEPPELIN - NIGHT

126

A beacon atop the airship flashes red as the Rocketeer moves along the surface toward the hatch. (CONTINUED)

ROCKETEER Buff Rev (Second Set) 11/2/90

126 CONTINUED (2)

126

As he reaches for the hatch cover it springs open knocking the Mauser from Cliff's hand.

They fight.

Rocketeer gets knocked off the zeppelin, zips around the other side and shoots at Lothar like a missile, knocking him down the side still attached to his safety tether.

127 INT - GONDOLA - NIGHT

127

The sweating pilot is fighting to control the zeppelin's flight.

NAZI AGENT

Der Führer has selbst zu
Ihnen gesagt "Bringen
Sie mir die Rakete!"
Was soll ich dem Führer
sagen?

*

SINCLAIR

Do I have to fly the ship myself?
Keep us on course, damn it!

CAPTAIN

Do not worry, Herr Sinclair. My
pilot is the finest in Germany.

He is interrupted as Lothar's body suddenly swings down hard, smashing through the gondola windows. Like a wrecking ball, he strikes the pilot and sends him flying into the door, which bursts open, propelling him out into the void. Lothar swings back and dangles for a moment, like a broken marionette, before drifting away into the darkness.

The panicked Agent whirls on Sinclair.

NAZI AGENT

Das is deine Schuld! Wenn wir
ohne die Rakete nach Hause
kommen, werden wir beide
aufgehängt!

CAPTAIN

We're losing altitude! We must
drop some weight from the
gondola.

(CONTINUED)

ROCKETEER Goldenrod Rev (Second Set) 11/2/90

127 CONTINUED (2)

127

Without a moment's hesitation, Sinclair pulls out his automatic and shoots the Nazi Agent. Clutching his chest the Agent falls out the open doorway.

All at once, the roof hatch drops and Cliff leaps down. The remaining German crewman jumps at Cliff. Cliff dodges the man's punch, grabs his wrist, and throws him against the gondola wall, knocking the crewman senseless.

CLIFF

Jenny!

Sinclair presses the gleaming muzzle of his automatic pistol beneath Jenny's chin. His eyes are wild.

SINCLAIR

I've had a bellyful of you and your cheap heroics. You hand over the rocket -

He yanks back on Jenny's hair for emphasis and the girl cries out painfully.

SINCLAIR

Or I'll blow her brains all over the cabin!

JENNY

Cliff, don't give it to him... you can't!

Cliff looks deeply into her eyes.

CLIFF

I have to.

SINCLAIR

Slide it across to me.

Defeated, Cliff slips the rocket's straps from his back. He sets the rocket on the floor and surreptitiously pulls the wad of luck gum from the creased fuel tank, then slides the rocket across to Sinclair. The spy brutally pushes Jenny to the airship's Captain and hands him the automatic.

SINCLAIR

If she moves, kill her.

(CONTINUED)

ROCKETEER Goldenrod Rev (Second Set) 11/2/90

127 CONTINUED (3)

127

JENNY

(muttering)

If one more man puts a gun to my
head --!

The Captain raises the gun.

JENNY

(snapping)

That's it!

Before Cliff or Sinclair can react. Jenny stomps her sharp heel into the Captain's instep. She whirls free of the Captain's grasp, then pushes him hard against the control panel. The Captain slumps unconscious to the deck, the gun falling from his hand. Jenny kicks it across the floor, and it sails out the open door.

Cliff lunges at Sinclair, throwing a punch that knocks him to the gondola floor.

CLIFF

Where's your stuntman now,
Sinclair?

Sinclair leaps to his feet and throws a punch that connects with Cliff's jaw. Cliff staggers back.

SINCLAIR

I do my own stunts.

Cliff looks at him, face a grim mask of determination. Cliff lands a solid punch. Sinclair recovers and they pummel each other, fairly matched in size and ability.

Then, Sinclair knocks Cliff back hard against the cabin wall. Cliff's head bashes open an emergency case. The contents spill out and scatter across the floor - including a wide barreled pistol.

Bruised and bloodied, Sinclair seizes Cliff by the front of his jacket. He slams him against the cabin wall. He is stopped by Jenny's voice.

JENNY

Stop! I'll shoot, I swear I
will!

Sinclair turns to find Jenny standing opposite him, the pistol from the emergency case aimed in her trembling hand.

(CONTINUED)

ROCKETEER Goldenrod Rev (Second Set) 11/2/90

127 CONTINUED (4)

127

Cliff shakes the sweat and blood from his eyes. He sees what is in Jenny's grip.

CLIFF

Jenny - no!

Sinclair abruptly lunges at the girl. She screams and yanks the trigger. Sinclair dives aside - but it is not a bullet he has avoided. It is a signal flare.

The flare ricochets across the gondola, leaving fire wherever it touches. The projectile finally buries itself in the control console, which bursts into flames.

Cliff looks about frantically. He spots a fire extinguisher on the wall beside the smashed windows. Wrenching the cylinder from its bracket he sprays the liquid on the flaming console to no avail. The flames continue to spread. Smoke is filling the cabin.

CLIFF

Sinclair! Help us get this fire out --!

At the sound of a distinctive click he turns to see that Sinclair has fastened the rocket's waist belt and is poised in the open gondola door. The rocket pack is strapped to his back and he is frantically adjusting the harness.

SINCLAIR

(to Jenny)

Good-bye darling, I'm going to miss Hollywood.

*

CLIFF

Don't be so sure.

*

The spy fires the rocket and leaps from the gondola.

128 OMIT

128

128A EXT - SKY - NIGHT

128A

Sinclair rockets away from the doomed zeppelin, the Hollywood Hills spread below him.

Suddenly, the fuel spraying from the leak ignites in the contrail. The fire is sucked into the rocket pack -- and the backpack bursts into flames.

(CONTINUED)

ROCKETEER Goldenrod Rev (Second Set) 11/2/90

128A CONTINUED (2)

128A

Sinclair twist around, trying to control. the damaged pack, but it is of no use. He corkscrews down towards the earth a spiral of flame with the zeppelin behind him.

Then, Sinclair sees gigantic white letters rushing up to meet him like a greeting from hell.

129 OMIT

129

129A EXT - HOLLYWOODLAND SIGN - NIGHT

129A

Like a comet, Sinclair strikes the "Hollywoodland" sign perched on its hillside. There is a tremendous explosion, removing both Neville Sinclair and the last four letters of the sign from the face of the earth.

The flaming ruins illuminate the spy's memorial - a gigantic sign which now reads "HOLLYWOOD".

ROCKETEER Rev Yellow (Second Set) 10/29/90

132 EXT ZEPPELIN - NIGHT

132

Cliff and Jenny emerge from the maintenance hatch. He helps her up onto the fuselage. Cliff holds her, protecting her from the wind. *

CLIFF

This thing's full of hydrogen...when the fire hits the envelope...

JENNY

I love you, Cliff.

She throws her arms tightly about him, and they kiss. As that moment, flames consume the gondola, licking up into the envelope.

Then, engine sounds and the flap of rotors gets their attention. Approaching the airship's tail is an autogyro, * an odd looking aircraft with both a conventional prop and a blade like a helicopter. In the craft's pilot seat is Hughes. In front of him sits Peeavy leaning over the edge, guiding Hughes into position. Hughes fights to keep her steady as Peevy throws down a rope ladder.

Suddenly, a gnarled hand appears as Lothar hauls himself up * atop the zeppelin, having climbed the tether.

He rises in front of Cliff and Jenny. Snarling like a * maddened beast, he blocks their only escape route. The snarl quickly fades from Lothar's face as he looks past the terrified couple to a distant churning ball of flame.

The zeppelin shudders as the pockets of volatile hydrogen gas begins to ignite. Lothar turns and flees away from * the fire. Cliff and Jenny follow.

Like a chain reaction, the explosions ripple along the airship's body. A huge fireball is surging towards the tail, hungry to swallow the fleeing trio.

Suddenly, Lothar stops dead--literally at the end of his rope. Thick fingers begin to work on the tether line's release clip as Cliff and Jenny surge past him toward the * hanging ladder.

Lothar turns in time to see a tidal wave of flame upon him. *

Peevy yells out at the top of his lungs.

PEEVY

Jump for it!

(CONTINUED)

ROCKETEER Rev Yellow (Second Set) 10/29/90

132 CONTINUED (2)

132

Jenny wraps her arms about Cliff's neck. He times his leap to the swinging ladder. Jenny closes her eyes as Cliff graps the rope ladder with both hands.

PEEVY

Hang on!

Hughes pushes the stick and the autogyro banks swiftly away, Cliff and Jenny in tow. The autogyro has barely made a safe distance when the fireball completes its consumation of the zeppelin's silver skin, ripping it to fragments. *

As the airship disintegrates over the San Fernando Valley, the autogyro descends towards the Hollywood Hills. On the rope ladder, Jenny clings tightly to Cliff as the dying glow plays about them.

REVISED TAG

134 EXT. BULLDOG CAFE- MORNING

- 134

The morning sun whitewashes the cafe.

135 INT. BULLDOG CAFE- MORNING

135

Cliff, Jenny, and Peevy sit a table, the remains of breakfast before them. Peevy reads a newspaper, headlined: "AIRSHIP DISASTER OVER HOLLYWOOD HILLS".

PEEVY

"...Authorities speculate that the explosion was caused by a freak bolt of lightning, which resulted in the loss of the entire German crew. Film fans were saddened by news that actor Trevor Sinclair also died in the tragedy when flaming debris fell on his touring car." What a shame...

(dunking donut)

Nice car.

Jenny looks across at Cliff, who stares out the window, lost in thought.

JENNY

You're looking pretty sad for a guy who pretty much saved the world.

Peevy chuckles ruefully.

CLIFF

I've got the cracked ribs to prove it.

(quietly)

And not much else.

Jenny edges over next to Cliff and rests her chin on his shoulder.

JENNY

You've got me.

Cliff slowly smiles as he gazes into her eyes.

Suddenly, a familiar droning fills the sky. Dishes rattle on the counter. Cliff jumps to his feet and rushes outside, as the sound diminishes in the distance.

136 EXT. BULLDOG- MORNING

136

Cliff stops in the gravel driveway outside the Bulldog, searching the sky. Jenny comes up beside him.

JENNY
What is it, Cliff?

CLIFF
(still listening)
Sounded like a racer. I missed her, though...guess she's coming in over at the field.

Jenny watches Cliff's face as he strains to hear the distant engine. She takes his hand, and together they start back into the cafe.

Suddenly a shiny blue limousine rounds the corner and slides to a stop before the Bulldog. Two men leap out and clear the street, signalling autos and pedestrians to make way.

The thunderous roar of a radial engine grows louder. Then, a brand new GEEBEE racer, black and white finish gleaming, taxis around the corner and eases to a stop before the diner. The propwash sends autumn leaves dancing. The engine shuts down and the canopy lifts. Howard Hughes emerges, a canvas windbreaker over his brown suit.

Peevy and the rest of the Bulldog regulars emerge from the cafe. His hand in Jenny's Cliff approaches the plane as Hughes climbs from the cockpit.

CLIFF
She's a beauty, Mr. Hughes!

HUGHES
Thanks. Built her myself. By next month, she'll be ready for the Nationals.

(smiling at Jenny)
Miss Blake, would you excuse us for just a moment?

JENNY
Of course.

Hughes pulls Cliff a few steps to the side. He leans in close, speaking confidentially.

HUGHES

I've been meaning to ask you...
What was it like, strapping
that thing to your back, flying
like a hawk?

CLIFF

Closest thing to heaven.

Hughes grins. Cliff looks past him to Jenny, radiant in the morning sun.

CLIFF

Well...second closest.

HUGHES

(shaking Cliff's hand)
See you around...Rocketeer.

Hughes starts back to his limousine. Then, remembering, he turns and tosses something to Cliff.

HUGHES

Oh...and don't fly her without this.

Cliff catches a pack of Beeman's chewing gum. Hughes continues to his car. Confused, Cliff looks over at the GEEBEE as one of Hughes' assistants pulls a piece of masking tape away from the rim of the cockpit. Revealed is hand lettered script: "Pilot, Cliff Secord".

Stunned to silence, a wide grin forms on Cliff's battered face. He turns, but Hughes has already ducked into his car. His aides join him and the car pulls away. Hughes' hand appears briefly out the window, waving as the limousine whispers around the corner and disappears.

Jenny and Peevy join Cliff. The cafe regulars and locals gather about the gleaming new racing plane.

CLIFF

I didn't get a chance to thank him.

PEEVY

He saw it in your face, kid.

JENNY

Cliff? I have something for you,
too. Actually, it belongs to Peevy.

She takes a folded paper from her purse and hands it to
Peevy. He unfolds it.

PEEVY

Oh, no!

It is Peevy's schematic of the rocket pack. Cliff and Peevy
exchange looks. Peevy shakes his head in consternation.
Cliff laughs. He sweeps Jenny up in a joyful embrace as--

An ominous shadow falls across the plaster thigh of the
Bulldog Cafe, a shadow wearing a fedora and levelling a
pistol at Cliff, Jenny and Peevy...

Suddenly, Patsy swoops from a tree on a tire swing. She
wears a tin pot on her head, and a round oatmeal box is tied
to her back.

PATSY

Rocketeer to the rescue!

She tackles the would-be assassin- a little boy wearing his
father's old, oversized hat, and brandishing a water pistol.
Patsy and her playmate roll across the lawn, kicking and
laughing.

THE END

THE ROCKETEER
Revision Outline
Griffith Park/Zeppelin Sequences
DeMeo & Bilson
9-16-90

EXT. GRIFFITH PARK OBSERVATORY- NIGHT:

In his car, Sinclair arrives at the Observatory, along with Lothar and the captive Jenny. They are met by Eddie, Spanish Johnny, Rusty, and eight other Valentine gang goons. The mobsters have already secured the area in anticipation of the Rocketeer's arrival to exchange the pack for Jenny.

An agitated Eddie questions the wisdom of choosing the Observatory for the rendezvous. Sinclair explains that it is away from the city, and easily made secure.

Then, a "falling star" rapidly grows in the night sky, resolving into the trail of the Rocketeer. Eddie's men spring to action, whipping up their Tommy guns to form a welcoming committee for Cliff.

The Rocketeer alights on the Observatory forecourt, amidst the wary gangsters. Sinclair orders Cliff to give up the pack. Cliff boldly refuses, asking that Sinclair first release Jenny, and allow her to drive away, alone, in Sinclair's car.

In no mood to negotiate, Sinclair produces a gun and holds it to the terrified Jenny's head. He demands that Cliff turn over the pack or risk the girl's immediate death.

Cliff pulls his trump card. Playing Eddie against Sinclair, Cliff reveals to the gangsters that Sinclair is a Nazi. Sinclair vigorously denies this, arguing that Cliff is merely fabricating desperate lies. Eddie's suspicions leap when Jenny tells about Sinclair's radio room and its contents.

Confused and angry, Eddie responds- "I may not earn a straight dollar, but I'm a hundred percent American, dammit!" Sinclair replies, "We have an agreement. I'm taking the rocket." Eddie's men put guns on Sinclair and Lothar. Eddie: "Yeah? You and what army?" Sinclair abruptly calls out into the night- in German.

At once, twenty heavily armed German commandos materialize from the shadows- emerging from the brush, appearing atop the staircases and domes of the Observatory. The stunned Valentine gang is suddenly outmanned and outgunned. Eddie and his men lower their weapons.

One of the commandos removes the rocket from Cliff's back. Then, the astonished Valentine gang looks on as a Nazi zeppelin suddenly descends from the clouds. Cliff and Jenny give up any hope that Sinclair will be thwarted. As some of the commandos head for the lowering airship to assist its crew, Sinclair orders the others to execute Cliff, Jenny, Eddie, and his gang.

Suddenly, searchlights and bullhorns announce that the FBI has arrived. Cliff takes advantage of the momentary shock and confusion, leaping for the commando with the pack. As they struggle, the rocket fires, sending Cliff soaring off into the brush, and the Nazi's gun firing reflexively.

The gunfire starts the mayhem as Eddie and his men scoop up their Tommy guns and unload at the commandos. The startled Feds quickly overcome the surprise of their unexpected allies, and join the gangsters in battling the commandos.

Meanwhile, the zeppelin's gondola has lowered enough to take passengers. Sinclair and Lothar drag Jenny to the zeppelin, dodging lead. Although Sinclair has lost the rocket, he can still make his escape with the girl as hostage.

At that moment, Cliff comes to in the brush. He sees the zeppelin lifting away from the domes. Cliff takes a Mauser machine pistol from a fallen commando, then fires the rocket.

His flight carries him across the lawn, where the combined force of gangsters and Feds has leveled the commando unit. Cliff snatches the helmet from the hands of Wooly. He lands briefly atop the Observatory roof to don the helmet, then shoots skyward in pursuit of the ascending airship.

EXT. ZEPPELIN- NIGHT

Cliff's rough landing on atop the zeppelin destroys the ship's rudder

INT. GONDOLA- NIGHT

Sinclair, Jenny, Lothar, a Nazi Agent, the zeppelin Captain, and his crewmen fill the gondola. The Captain struggles to control the errant ship.

EXT. ZEPPELIN- NIGHT

Cliff removes the helmet, and creeps along the ship's spine, fighting the wind and looking for an entry port. He finds a maintenance hatch. The hatch door suddenly flies up, knocking Cliff's Mauser pistol away into the void- and Lothar emerges from the hatch.

Lothar attaches a safety tether to his waist and advances on Cliff. Cliff fights valiantly, but is no match for the immense Lothar. At last, the giant has Cliff lifted over his head for the back-snapping coup de grace. Using the last of his strength, Cliff bashes Lothar in the skull, using the hand controls like brass knuckles.

Dazed, Lothar drops Cliff- who rolls off down the sloping side and disappears into the night. The satisfied Lothar peers over the rim of the zeppelin- then turns just in time to see the Rocketeer zooming straight at him, Cliff having fired the rocket and looped around from beneath the airship. Lothar is knocked off the zeppelin.

INT. GONDOLA- NIGHT

As Sinclair argues with the Captain, Lothar suddenly smashes through the gondola windows at the end of his tether, like a wrecking ball. He sweeps the Nazi Agent out the gondola door. Lothar swings back and hangs motionless from his tether, just outside the broken windows.

There is a sound above them. Sinclair drags Jenny into the shadows. Suddenly, the ceiling hatch opens and Cliff drops down into the gondola. He punches out the two crewmen.

Sinclair reappears with Jenny, a gun to her head. Cliff gives in and removes the pack. Jenny is handed over to the Captain, along with the gun. She snaps- "If one more man puts a gun to me head!"- and knees the Captain in the groin. His head hits the console, knocking him cold and the gun out the gondola door.

Cliff leaps on Sinclair, who proves a worthy adversary with his fists. As they struggle, Sinclair bashes Cliff against an emergency case on the wall. The contents spill out- including a wide-barrelled pistol.

Sinclair is about finish off the dazed Cliff when Jenny grabs up the pistol and aims it at Sinclair. Cliff and Sinclair look at her in terror- the girl is holding a flare gun. Jenny pulls the trigger. The flare bounces around the cabin and ignites the gondola.

Cliff goes for a fire extinguisher on the wall. Suddenly, Lothar's hands reach in and lock about Cliff's throat in a death-grip. Cliff is turning blue when- BANG! A gunshot loosens Lothar's fingers, and once more he hangs motionless outside the cabin.

EXT. ZEPPELIN- NIGHT

Hughes and Peevy are revealed hovering outside the burning gondola in Hughes' autogyro. In Peevy's hand is a smoking revolver. The 'gyro veers away as the out of control zeppelin lurches aside.

INT. GONDOLA- NIGHT

Recovering, Cliff and Sally turn to find Sinclair standing in the open doorway with the rocket on his back, about to fly from the doomed airship. As the spy turns to make his exit, Cliff leaps forward and pulls the wad of "lucky gum" from the pack's hull, reopening the fuel leak. He then delivers a solid kick to Sinclair's rear, booting him from the cabin.

EXT. NIGHT SKY/HOLLYWOOD HILLS

As Sinclair rockets from the zeppelin, the fuel leaking from the hull ignites in the pack's contrail. The rocket itself bursts into flames. The panicked Sinclair corkscrews out of control, plummeting towards the Hollywood Hills...

EXT. "HOLLYWOODLAND" SIGN- NIGHT

Sinclair slams into the "Hollywoodland" sign. The resulting explosion of the rocket pack blows both Neville Sinclair and the "land" part of the sign to bits.

EXT. ZEPPELIN- NIGHT

Cliff and Jenny have climbed to the zeppelin's envelope via the maintenance hatch. The burning gondola begins to ignite the volatile hydrogen pockets in the airship. They run towards the rear of the zeppelin as explosions begin to eat its length- and find themselves pursued across the spine by the indestructible Lothar.

The autogyro appears before them, a rope ladder offering escape from the self-destructing airship. Lothar is nearly upon Cliff and Jenny when he stops short- his tether has run out.

As Cliff and Jenny jump for the rope ladder, the trapped Lothar is consumed by the final massive explosion that engulfs the ship.

The autogyro soars away with Cliff and Jenny clinging to the rope ladder, and the dying fire of the Nazi airship turns the night pink.

END OF SEQUENCE