

THE ROCKETEER

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Story by
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Based on Characters Created by
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REVISED SECOND DRAFT
March 2, 1990

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NEWSREEL (TITLE SEQUENCE):

Accompanied by vibrant fanfare, a black and white "KEYSTONE MOVIE NEWS" featurette recalls September, 1938...

Martial music swells up. Goose-stepping jackboots pound the pavement. Swastika banners snap in the wind. And, in Luitpold Arena in Nuremburg, countless Nazis mass.

ANNOUNCER

As a Muslim makes his pilgrimage to Mecca, so the faithful of Adolph Hitler's Nazi Party attended their annual rally in Nuremburg. The week-long event of music, parades, and torch-lit ceremony is climaxed with a speech by Der Fuhrer himself.

Hitler shouts his rousing rhetoric into a thicket of microphones. The frenzied crowd chants back in unison.

The scene shifts to rumbling tanks and marching troops swarming along a European road.

ANNOUNCER

But against this pagentry, a crisis looms. Hitler demands that a German-speaking region of Czechoslovakia be annexed to the Fatherland. Troop movements by both nations are reported and rumors of war haunt the Continent.

The ominous musical theme changes to an upbeat tune over a montage of a rolling camera, a clapper-board, and klieg-lights swinging through the night.

ANNOUNCER

Meanwhile, in glamorous Hollywood, a sensational new nightspot has the town talking.

The newsreel cuts to a tropical themed facade on Sunset, with a neon sign reading "South Seas Club". Limousines are streaming to the curb, their occupants besieged by reporters and fans.

ANNOUNCER

The posh club features live parrots, a waterfall, and a floating bandstand. Stars of the silver screen are already calling it home.

Carole Lombard, in a spectacular evening gown, steps from her car, waving to fans.

ANNOUNCER

Here's Carole Lombard, folks!
Over here, Carole!
(Lombard blows a kiss to camera)
Boy oh boy, what a knockout!

A mass of young females wait excitedly as a train pulls into a station. There are also newshounds in attendance.

ANNOUNCER

Don't worry, ladies- we haven't forgotten you. British idol Neville Sinclair arrived this week to start a new film.

Suddenly, the fans sweep forward, hiding all but the hat of a man who steps from the train.

ANNOUNCER

Well, he's in there somewhere!
Sorry, girls!

The scene shifts to a handsome, mustachioed man standing on a runway, conversing with a flight crew.

ANNOUNCER

While we're in sunny California, let's say hello to Howard Hughes. The aviation pioneer has just signed a contract with Uncle Sam, and promises bigger and better wings for our airmen. And speaking of wings...

A squadron of racing planes zoom over the grandstands of an airfield, rounding a pylon, then looping back.

ANNOUNCER

Air racing has become the sport of the day! The planes go hundreds of miles an hour. And it takes nerves of steel to sit behind the controls of these birds, as they soar through that crystal clear Los Angeles sky!

The planes shoot past, leaving a charcoal and pearl vista of towering clouds. The tinny newsreel music fades away. The black and grey cloudscape shades into the brilliant blue and white sky of 1938 Los Angeles.

All at once, a thunderous roar shatters the calm as the underside of an airplane rockets overhead.

The aircraft rolls, revealing the profile of a stubby black and yellow racing plane with the number "5" painted on its side. The GEEBEE is two-thirds engine, its cockpit butted against its tail. The plane begins to level off.

Inside the tiny cockpit, the GEEBEE'S air speed gauge passes 300 mph. The pilot's confident grin widens.

He lifts the goggles to reveal the boyish, chiseled face of CLIFF SECORD. In his mid-twenties, the look in his eyes says he is at home.

A voice crackles over the radio.

PEEVY

Chaplin Field Tower to GeeBee
Five. Cliff- how's the throttle
adjustment?

Cliff replies via the radio handset.

CLIFF

Smooth as silk, Peev- she's a rocket
ship!

PEEVY

Listen, treat her gentle--we gotta
race tomorrow!

CLIFF

I'm just gonna ride the Canyon
road. Be down in 10...over and
gone.

EXT- BALDWIN HILLS, BACKROAD- DAY

The GEEBEE zooms 100 feet above a road that winds into the toothills. Banking hard, Cliff can see the exhaust ports on the fusilage, where the plane's powerful engine vents orange flame--

--Matched by 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 brilianteened hair. LENNY rides in the rumble seat of a green FORD ROADSTER, pursued down the switchback road by a PLYMOUTH SEDAN.

INT- ROADSTER- DAY

Behind the ROADSTER'S wheel is WILMER, a small, wiry tough whose ferret gaze barely clears the dashboard. On the seat beside him is a cinched-up duffel bag, containing something two feet long and cylindrical.

Coming out of a hairpin curve, Wilmer puts a hand on the bag to steady it, with the care one would use on a baby basket.

EXT- BALDWIN HILLS, BACKROAD- DAY

Lenny aims at the pursuing car. The volley disintegrates the windshield of the PLYMOUTH.

INT- PLYMOUTH- DAY

Having ducked to avoid the shower of glass, two men in grey suits and fedora hats pop back up. The driver expertly regains control of the Plymouth.

Behind the wheel is JACOB "WOOLY" WOLINSKI, a stocky, square-jawed Federal agent. WOOLY'S lanky, dour-faced partner, FITCH, leans out the passenger window, trying to level his shaking revolver. Wooly looks over at Fitch and scowls.

WOOLY

Hey, Fitch! You tryin' to save
ammo?

FITCH

Get me a clean shot!

Wooly urges the heavy sedan forward.

EXT- BALDWIN HILLS- DAY

Spraying gravel, the ROADSTER fish-tails into a straightaway. The PLYMOUTH follows. Fitch holds his arm steady and fires repeatedly at the ROADSTER.

The thug in the rumble seat crouches down as the shots punch through the ROADSTER'S convertible top.

INT- ROADSTER- DAY

One of the slugs tears the grimy tweed cap from Wilmer's head.

WILMER

Hey--!

Touching fingers to his scalp, he checks the rear-view mirror for a graze. His reflection shatters as another slug obliterates the mirror.

EXT- BALDWIN HILLS, BACK ROAD- DAY

Suddenly, a Model T TRUCK, laden with the belongings of a Dust Bowl family, rounds a blind curve. The rickety vehicle is directly in Wilmer's path.

Wilmer whips the wheel to avoid the inevitable collision. The TRUCK swerves. Thick dust fills the air as the ROADSTER jumps off the road and bounds a ditch. The Tommy gunner pounces in the rumble seat as the ROADSTER starts across a wide, rough-plowed bean-field.

Blinded by dust, Wooly spies the TRUCK a moment too late. He stomps on the brakes.

The PLYMOUTH slides into the TRUCK with the heavy crunch of sheet metal. Crates, cardboard suitcases and an old mattress are flung from the TRUCK.

Recovering, the PLYMOUTH lurches onto the beanfield in pursuit of the ROADSTER.

EXT- BEANFIELD- DAY

The ROADSTER bumps across the beanfield. The PLYMOUTH snakes as it leaps over the rutted earth, gaining on Wilmer.

In the vibrating rumble seat, the Tommy gunner struggles to reload his weapon.

INT- PLYMOUTH- DAY

While Wooly grips the wheel, Fitch attempts to shove cartridges into his revolver. A box of bullets leaps off the seat, spilling slugs onto the floorboards.

EXT- BEANFIELD- DAY

The Tommy gunner jams the fresh clip into the weapon's chamber. A slight, evil smile crosses his face as he raises the barrel.

The GEEBEE'S angular shadow suddenly kites across the field as the plane races back over the bluff.

Fitch's gun barks. The man in the rumble seat is hit in the chest. As he falls back, the Tommy gun fires wildly skyward.

EXT- GEEBEE- DAY

The GEEBEE shudders as slugs pierce the underside of its engine cowlings.

INT- GEEBEE COCKPIT- DAY

As the plane lurches, the alarmed Cliff checks his gauges. The oil pressure needle plunges.

CLIFF

What the hell--?

Trying to stay cool, Cliff takes a visual sighting of Chaplin Field. He banks his crippled racer in its direction.

EXT- BEANFIELD- DAY

The PLYMOUTH is closing on the ROADSTER. The dead Tommy gunner bobs in the rumble seat as Wilmer roars towards a tight line of trees.

At the last moment, Wilmer veers the small Ford between two eucalyptus trunks and continues to the grounds of Chaplin Field.

INT- PLYMOUTH- DAY

Wooly pilots the big sedan at the trees, aiming for the same gap used by the roadster.

FITCH

(hands pressed to dashboard)
She ain't gonna make it.

With that, the PLYMOUTH slams to a halt with a loud crunch. Its fenders are crumpled between the trunks. Eucalyptus leaves shower down from the shivering limbs.

FITCH

Like I said.

Wooly grinds gears and accelerates backwards.

INT- GEEBEE COCKPIT- DAY

Cliff struggles to keep the stricken plane in control.

CLIFF

(into radio)

Chaplin tower, this is Secord!
Come in, over!...Chaplin tower-

Suddenly, a dark stream splashes across the canopy as the ruptured engine spews oil. Within seconds, the glass is coated, and Cliff is flying blind. His eyes widen as his instruments go haywire. He drops the radio handset and pounds on the panel- nothing.

As his plane descends, Cliff digs underneath the panel, searching frantically. He pulls a heavy flashlight from its clip and smashes his windscreen. He can see...

Another plane looming in front of him. He pulls back on the stick with all his might. The GEEBEE jerks up, narrowly missing what is revealed as a colorful signboard of an airplane. Its tin propeller spins wildly in the GEEBEE'S wake. Below the wooden plane is the legend:

VISIT CHAPLIN FIELD
Home of Bigelow's Air Circus

EXT- CHAPLIN FIELD- DAY

Two figures sit in the bleachers. AMBROSE "PEEVY" PEABODY is bespectacled, weather-beaten, in his mid-fifties. A baggy, patched sweater and oil-smeared khaki trousers complete his outfit. In his lap is a dog-eared notebook, open to a technical sketch of an airplane carburetor. Peevy scans the drawing, making modifications with his pencil. His notations are scrawled in such a crabbed script it may as well be ancient Phoenician.

On the seat above him, intently studying a movie script, is BETTY BLAKE, a raven-haired beauty. Her brown eyes peer from behind a pair of reading glasses. A light wind glides over her dress, revealing a voluptuous figure.

BETTY

(reading script)

"Hail, my knight. Would that
you drink of my sweet love
as you drink of this cup."
Oh, that's awful.

Signing, Betty removes her spectacles and tosses the script aside.

BETTY

What's the use of all these
auditions? I can hear it now:
"Thanks, Miss Blake, we'll let
you know".

PEEVY

You were swell in that Fu Manchu picture.

BETTY

Thanks, Peevy...but all I did was stand behind Myrna Loy with a bowl of grapes.

PEEVY

Listen. When I met Cliff he didn't have two cents in his pocket. Hell, he hardly had a pocket. No job, or family...But, he had determination. The GeeBee was a wreck when Cliff found her.

The sound of the approaching GEEBEE reaches the stands.

PEEVY

(cont)

But he got me off my can, put a wrench back in my hand, and together, we...we...

Peevy stops, his mechanic's ear detecting the plane's labored sputter.

BETTY

Peevy...?

Peevy and Betty scan the sky. The GEEBEE is wobbling towards the runway, a plume of smoke trailing from the cowlings. Betty grips Peevy's arm. He drops his notebook and dashes across the asphalt, Betty at his heels.

INT- CHAPLIN FIELD, HANGAR- DAY

Driving through the hangar's open rear bay, the ROADSTER skids to a halt. There are several planes, workbenches, etc. beneath the high roof, but no mechanics are about. Wilmer jumps from the car, the duffle bag in his hand. Panting, he runs to the back of the auto.

WILMER

Lenny- we can't get caught with this thing!

He stops dead at the sight of the corpse in the rumble seat.

WILMER

(cont)

Dirty Feds!

Wilmer squints through the rear opening of the hangar. He sees the now fenderless PLYMOUTH heading towards him.

Wilmer looks about the hangar, panicked.

INT- GEEBEE COCKPIT- DAY

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

EXT- CHAPLIN FIELD- DAY

Keeping one eye on the descending GEEBEE, Peevy reaches the water tower, beneath which is an alarm bell. As Betty breathlessly rushes up beside him, Peevy yanks the clapper rope, sending a peal of distress across the airfield. White-faced, Betty watches helplessly as the dropping plane sputters.

BETTY

My God- Peevy, can't we help him?

EXT- CHAPLIN FIELD, HANGAR- DAY

In a panic, Wilmer pilots the ROADSTER out the hangar doors. He drives out across the pavement as the FBI PLYMOUTH screeches around the rear corner of the building.

Speeding up the runway, Wilmer risks a look back at his pursuers. Perplexed, he sees the PLYMOUTH abruptly halt in a smoking skid.

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

INT- GEEBEE COCKPIT- DAY

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

EXT- CHAPLIN FIELD- DAY

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.

Several pilots, mechanics, and airfield personnel race from the buildings. Among them are Cliff's flyer pals, sandy-haired, lanky GOOSE GANDER, the thick-bodied SKEETS MURAN, and pudgy, red-faced old hand MALCOLM WILLIS. Malcolm and Skeets carry fire extinguishers. Behind them, a water truck and fire engine roar down the runway.

Peevy and Betty dash up to the smashed, smoldering GEEBEE.

PEEVY

Goose- give me hand!

As Peevy and Goose help Cliff from the cockpit, Skeets urgently waves Malcolm over.

SKEETS

Let's get them flames out, Malcolm,
before they hit the fuel tank!

Skeets sprays his extinguisher across the smoking fuselage. Malcolm rumbles with his extinguisher as flames continue to tick at the cowlings.

Betty grabs the canister from Malcolm. She pulls the cotter pin Malcolm had been struggling with. Then, bracing herself against the powerful spray, she puts out the cowlings fire.

Betty pushes past the others. She throws her arms about Cliff and holds him tightly. Cliff gazes forlornly past her at the remains of his racing plane.

EXT- RUNWAY- LATER

The flaming auto wreck is now a cold heap of blackened metal. Police cars and an ambulance are parked on the runway. Green-shirted officers in jodhpurs and "Sam Brown" belts take statements from witnesses.

Two ambulance medics are loading the bandaged and splinted Wilmer into the back of the wagon. Fitch steps up, flashing a badge.

FITCH

Federal agent. I need a minute with
the patient. In private.

The men step aside. Fitch leans down to sneer at Wilmer.

FITCH

(cont)

Okay, Wilmer. Your pal in the
rumble seat's playing his harp.
And if you make it to County General,
your next stop's Alcatraz. So spill
it. Where's the Cirrus X-3?

Wilmer smiles through blood-spattered lips.

WILMER

Blowed to kingdom come!

He barks out a hideous laugh, which collapses into a pain-wracked gag.

FITCH

Get him out of here.

The medics lift the gurney into the ambulance and close the doors. The ambulance pulls away as Cliff, Betty and Peevy plead their case to a weary COP.

PEEVY

Lemme get this straight. You cops chase some two-bit thugs onto our runway...who crash into my pilot...and it's our fault?

COP

I'm not saying whose fault it is, Pop, but you gotta file a claim at City Hall.

CLIFF

And then what? Wait six months-a year? How am I supposed to make a living, goddammit?

COP

Watch your language, son, or I might just forget to deliver your paperwork.

CLIFF

Is that so-!

Betty places her hand on Cliff's arm, gently restraining him.

BETTY

(takes police report)
He doesn't mean it, Officer.
He's just upset.
(a bright smile)
Thank you.

The Cop walks off as Cliff seethes. He looks in dismay at the thick sheaf of forms in Betty's hands.

Fitch crosses the pavement to join Wooly, who waits by a phone booth near the main building. A half-dozen agents in dark suits stand nearby.

FITCH

Anything?

WOOLY

(shaking his head)

We searched the place from hell
to breakfast.

FITCH

(to other agents)

Okay, boys, call it a day.

The men nod and walk off towards their cars. Fitch sighs
and digs in his pocket for a nickel.

FITCH

(cont)

Call him, Wooly.

WOOLY

Why me?

FITCH

(handing him nickel)

He likes you.

INT- HOWARD HUGHES' OFFICE- DAY

The balcony of a wide, plush office opens to the Santa Monica hills and the ocean beyond. Along the opposite wall is a tiled fireplace. Chiseled into a mantle plaque are the initials, "H H". A large prototype model of the plane which will become the "Spruce Goose" hangs from the ceiling.

A tall leather chair is pulled up to the walnut desk; around its back can be seen a strong hand thrusting from a shirt sleeve. Between two fingers is a cigarette.

One of the telephones on the desk rings. The hand deposits the cigarette in an ashtray, which features the chrome figure of a sleek aircraft, then picks up the receiver.

HUGHES

Yes, Wooly?...I see...How can we be
sure?...No, that's not good enough.
I want part of the housing, or a
valve...hell, I'd settle for a couple
of nine millimeter gold-plated screws.
Proof, Wooly. Understood?...Right.

He hangs up. The chair turns to reveal its occupant.
HOWARD HUGHES is tall, rugged, handsome. His dark hair is
combed back, and a pencil-thin mustache adorns his upper
lip.

Two men wait anxiously beside the desk. One is an Army COLONEL, the other a stern-faced government LIAISON in a smart suit.

LIAISON

Wolinski?

HUGHES

Yeah. They chased the Cirrus X-3 to an airstrip in Santa Monica. The thieves' car collided with a racing plane, then hit a fuel truck.

ARMY COLONEL

Christ. What about the X-3?

HUGHES

Apparently lost in the explosion.

LIASON

Well...how soon can you rebuild it, Mr. Hughes?

HUGHES

Rebuild it? Not a chance.

ARMY COLONEL

The War Department may have something to say about that.

HUGHES

The Army wanted to turn my little machine into a weapon. Obviously, so did someone else's army.

Hughes slaps a newspaper down on the desk. The headline reads:

NAZI TROOPS AT CZECH BORDER

HUGHES

(cont)

And these boys don't play by our rules.

Hughes rises from his desk, a thick portfolio in his hand. Before the other men can react, Hughes drops the portfolio into the burning fireplace. The folder flops open, spilling blueprints, documents and notes into the hungry flames.

ARMY COLONEL

You can't do that-!

HUGHES

I created it. I can destroy it.
Sorry I ever dreamed the damned thing
up.

LIASON

But, Mr. Hughes--! You never even
saw it fly.

HUGHES

Gentlemen, my best pilot was killed
in the ground test. After that,
none of the others would put it on.
It was like asking a man to tie
nitro to his back.

Hughes gazes at the burning portfolio. Smoke is curling
from a watercolor rendering. The painting depicts a
proposed Hughes Aircraft pavillion for the upcoming 1939
World's Fair. A sign on the pavillion proclaims,

HUGHES AIRCRAFT
Rocketing into Tomorrow

And, borne in the air about the structure is a man, flying
like a hawk with the aid of a small rocket engine strapped
to his back.

The painted sky blackens, then bursts into flames which
engulf the rocket man.

INT- HANGAR 3- DAY

Peevy cranks a chain hoist, lifting the GeeBee off the
hangar floor. The racer's once bright paint is now
blistered and blackened, and oil drips steadily onto the
cement. A long gouge of raw metal is all that remains of
the landing gear.

Tools in hand, Peevy and Cliff remove the bolts securing the
engine cowl to the fuselage.

PEEVY

Don't make sense...new lines
shouldn'ta leaked.

CLIFF

It wasn't a leak. The needle dropped
like a rock, the oil just pumped
out of her.

As the two men slip off the cowl, they spot a mysterious
hole in its underside.

PEEVY

You get in a dogfight up there?

CLIFF

Huh?

PEEVY

Looks like a bullet hole.

CLIFF

Aw, come on, a loose bolt must've blown through.

PEEVY

No loose bolts on my engine!

CLIFF

Okay! But can you fix her?

PEEVY

I don't see how.

CLIFF

You've done it before.

PEEVY

And maybe I shouldn't have. Maybe she's jinxed. She killed Lowell back in '33. And she almost killed you today.

Cliff puts a hand on Peevy's shoulder.

CLIFF

But she didn't, Peev. She got herself twisted up pretty bad, but I got off without a nick.

Peevy crosses to the plane, and lays an affectionate hand on its dented skin.

CLIFF

(cont)

You love the Gee Bee as much as I do- we can't just toss her away like an old shoe.

PEEVY

Take a lotta dough.

CLIFF

I can dust crops, seed clouds... hell, I'd even wing-walk!

PEEVY

On what, a pigeon?

Cliff looks over at an old bi-plane, parked nearby.

CLIFF

How about the Jenny? I can do the old clown act.

PEEVY

In that flyin' coffin?

The skeptical Peevy looks on as Cliff climbs up to the Jenny's cockpit.

CLIFF

I flew a crate like this when I was fourteen.

Cliff jumps into the cockpit, then immediately leaps up, holding his rear.

CLIFF

(cont)

Yeeoowww!!

Cliff examines the bi-plane's cracked leather seat. Thrusting through the pad is a thin wedge of smooth, bright metal.

He gingerly touches the fin, then dislodges a canvas duffel bag from under the seat.

PEEVY

What've you got there?

CLIFF

I dunno...it's heavy.

Bag in hand, Cliff climbs down from the cockpit. He sets the duffel upright on a work table. Peevy comes up beside him as Cliff unties the bag. Cliff pushes the fabric down, revealing the bag's contents.

It is a streamlined cylinder of chrome and blued steel, as sleek and ominous as a newly-minted bomb. Shark-like fins jut from its base, and scorch marks are visible about its rear port. There are a pair of adjustable leather straps on the cold, smooth fuselage, like a harness. Engraved on the housing are the mysterious words "CIRRUS X-3".

CLIFF

Odd lookin' gizmo. What do you suppose it is...?

(pulling away suddenly)

A bomb?

PEEVY

With straps? I don't think so.

Peevy picks up the device, holding it securely as he examines it. Clipped to the cylinder is a sort of bracelet, with a T-shaped piece extending from the rim. On the T-section is a red button. Coiled cables lead from the bracket to ports in the fuselage.

Cliff unhooks the bracket and turns it over in his hands.

CLIFF

Control switch, maybe?

PEEVY

Don't touch that!

CLIFF

Okay!

He drops the grip onto the table. The red button strikes the wood.

There is a sudden blast of blue flame from the rear of the cylinder, and a whoosh of superheated air. The device shoots from the startled Peevy's hands, knocking him to the floor and leaving a ring of charred wood on the table top.

The cylinder bullets towards 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 hanger's small office.

Terrified, Cliff and Peevy peer through the hole into the office. The cylinder is half-imbedded in the opposite wall, vibrating as its powerful engine continues to spit fire.

Cliff and Peevy enter the office. Careful of the shooting flame, they approach the rumbling rocket.

PEEVY

(shouting over roar)

Shut the damned thing off!

Turning his face away from the fiery exhaust, Cliff gingerly reaches for the dangling control bracket. He finds the ignition button and presses it, killing the engine.

Peevy picks up a couple of rags and grabs the cylinder, intending to pull it free. His brow furrows as he touches the metal.

PEEVY

Amazing...the outer shell's still cool...

He discards the rags, and with Cliff's assistance wrenches the rocket from the wall. They take the cylinder back to the work bench.

Suddenly, a booming voice echoes in the hangar.

BIGELOW

(O.S.)

Secord! Peabody, where the devil are you?

Cliff and Peevy exchange a panicked look. They stand against the table, blocking the contraption from view.

OTIS BIGELOW strides in, a thick man in a cheap suit with a cigar butt clamped between his teeth. He throws a look to the GeeBee's dangling carcass.

BIGELOW

Damned shame about the GeeBee. That's where the smart money woulda been tomorrow...Speaking of which, if you hoist that wreck in here, I gotta charge you hangar space. Want some advice? Sell her for scrap.

CLIFF

We're putting her back together, Mr. Bigelow.

BIGELOW

And where'll you two get that kinda scratch?

CLIFF

I'll take the Jenny up, do the clown act between races. Gotta be worth fifteen a show.

BIGELOW

This is 1938. The public don't sit for clown acts. They want speed.

CLIFF

Okay, how about ten?

PEEVY

(insulted)

Ten!?

BIGELOW

Deal. But only as a crowd warm-up. I got dogs to sell between races.

(noticing rocket pack)

What's this?

CLIFF

Uh...it's a...a...

PEEVY

Vacuum cleaner.

BIGELOW

Yeah? Little woman's been nagging for one. I say, let her beat the carpets like my ma did, good for the lumbago.

(remembering something)

Oh, yeah...your fuel bill.

He hands Cliff a piece of paper.

CLIFF

Five hundred gallons?! That's almost a hundred bucks!

PEEVY

We don't burn that much in two years!

BIGELOW

You burned it in two seconds- when the tank truck went up.

CLIFF

But that car hit the truck-!

BIGELOW

After bouncing off you. So. I'll see you tomorrow for the noon show. Or I'll see you in court.

Bigelow gives them a greasy smile, and starts out. He pauses at the Gee Bee and shakes his head in contempt.

BIGELOW

(cont)

You'd have better luck getting that vacuum cleaner off the ground.

Cliff and Peevy watch impatiently as Bigelow ambles from the hanger. Then, they return their rapt attention to the mysterious object. Peevy enthusiastically grabs a screwdriver.

PEEVY

Let's get a look at her guts!

He finds a rectangular panel in the fuselage, secured by a center screw.

CLIFF

You almost got your ass blown
through the rafters- maybe you
shouldn't-

PEEVY

(removing screw)
I've gotta, Cliff.

Their eyes meet. Cliff gives him an understanding grin.
Peevy gently swings open the cover plate. Inside the
housing, a tangle of tubes and wires surround a central
core.

PEEVY

(cont)
Never seen nothin' like this-!
(sniffling engine)
It burns alcohol...
(indicating hand grip)
That must be the throttle...But
what's the blasted gimmick for?

CLIFF

To make a man fly, Peev.

Cliff takes the heavy cylinder and thrusts his arms through
the straps, wearing the rocket like a back-pack.

CLIFF

(cont)
See? Fits like a glove.

Cliff places the control over his wrist. The red firing
button is poised beneath his thumb.

PEEVY

Oh, no ya don't!

Peevy thrusts a protective hand over the thrust button. He
slides the throttle off Cliff's wrist, then helps him out of
the harness.

CLIFF

I wasn't gonna push it. Not yet.
Let's take it out to the beanfield.

PEEVY

Yeah...No! No, it don't belong to
us. We don't know where it came
from, or how it got here.

CLIFF

That's the beauty of it. The answer
to our problems...our golden egg.

PEEVY

Egg nothin'! All them cops and robbers, Cliff. What if they were after this gizmo?

CLIFF

And what if they weren't? Wouldn't you pay to see a flying man?

PEEVY

Sure, but...It don't feel right.

CLIFF

It's exactly right. The rocket didn't end up in Chicago, or Pasadena, or even Hangar Two! It's where it belongs- in our laps. You've said it a million times: I was born to fly.

PEEVY

Yeah, in a plane!

CLIFF

But this is the future! The next step in aviation and we can be right there!

Peevy wavers. Cliff steps in for the kill.

CLIFF

(cont)

Who're you kidding? You want to see this baby fly as much as I do.

PEEVY

Well...okay. But you're not gonna be the guinea pig! Lucky Lindy himself wouldn't strap that fire-cracker on!

EXT- CHAPLIN FIELD, FLIGHT SCHOOL- SUNSET

A sign on one of the airfield's stucco buildings identifies it as "LUCKY LINDY'S FLIGHT SCHOOL".

Beneath the sign is a life-sized wooden statue of Charles Lindberg, dressed in the bulky leather flight gear of the 1920's. The mannequin's head is shaking, accompanied by the sound of sawing wood.

While Peevy keeps a nervous watch, Cliff saws Lindy off at the ankles. There is a sharp "crack!" as the statue topples over.

Peevy and Cliff quickly carry the figure to Peevy's battered old truck, toss Lindy in the bed, jump into the cab, and race off.

EXT- HOLLYWOOD HILLS HOUSE- NIGHT

Parked in the circular drive before a large Tudor-styled house, a pair of black Cadillac sedans glitter like beetles. A half dozen grim-faced, broad-shouldered men wait by the autos. Two play gin on a Cadillac's hood, while the others converse quietly.

RUSTY, a red-haired tough with the build of a prizetighter, plugs a cigarette in his mouth. SPANISH JOHNNY steps in with a lighter. His matinee-idol looks are spoiled by an ugly knife scar across his cheek.

SPANISH JOHNNY

You get those flowers out to Wilmer?

RUSTY

Yeah, one of them big horseshoe jobs. That's a tough break, wrapped up like a goddamn mummy with a cop for a babysitter.

SPANISH JOHNNY

What was it they swiped, anyway?

RUSTY

Some kind of motor.

(chuckles)

And get this. It's supposed to make you fly...like Peter Pan.

SPANISH JOHNNY

That's the dumbest thing I ever heard.

Rusty nods towards a second story window, where two silhouettes move across the drawn blind.

RUSTY

Well, that guy upstairs paid the boss a big wad of dough to get his hands on it...

INT- MANSION LIBRARY- NIGHT

A TALL MAN of aristocratic features stares out the French doors of a tastefully appointed library. He is in his late thirties, and wears a smoking jacket.

Behind him, an agitated EDDIE MARS paces the oriental rug. Eddie is torty with a compact physique and a menacing glare. A phone is clenched in his hands.

EDDIE

(into phone)

Yeah, Mike...okay, thanks.

Eddie hangs up.

EDDIE

(cont)

(to Tall Man)

That was my boy at the Police Garage. He snuck a look at Wilmer's car. It's all melted together. If the package was in there, who can tell?

The Tall Man turns abruptly. Beads of sweat stand out on his brow, and his fists are clenched in anger. He speaks in a clipped British accent.

TALL MAN

Mr. Mars, have you any idea of the danger you've placed me in?

EDDIE

Hey- my men are the best. But sometimes things go wrong.

TALL MAN

I must find out exactly what happened.

EDDIE

Only one who knows is Wilmer. And the hospital's so thick with cops even we can't get near him.

TALL MAN

Perhaps I can.

Eddie looks at him questioningly. A soft buzzer sounds twice.

TALL MAN

(cont)

You'll have to excuse me.

EDDIE

What's up?

TALL MAN

(with finality)

Good evening, Mr. Mars.

Eddie frowns, then looks at his watch with feigned nonchalance.

EDDIE

I'm needed down to the club,
anyway. So long.

He picks up his coat and walks out, closing the door behind him.

The Tall Man briskly crosses the room and presses a bit of molding by the window frame. With a soft click, a section of wall panel swings open. A small radio room is revealed, lit only by the operating lights of a transmitter.

INT- RADIO ROOM- NIGHT

The man sits at the radio. He consults a code book, then sets the dials of the decoding machine attached to the transmitter. A frequency is selected, and he speaks into the microphone.

TALL MAN

This is Number Seven. I regret to
inform that the package has been
delayed. Over.

The answer comes quickly, transmitted in cypher. The Tall Man anxiously watches the decoding machine's rotors spin and clack. A paper tape unspools from a slot. He reads it:

RENDEZVOUS CANNOT BE CHANGED.

TALL MAN

(into radio)

I need more time.

The answer:

UNACCEPTABLE. AWAIT FURTHER
TRANSMISSION. END.

The Tall Man angrily slaps his code book shut. On its cover is a swastika.

Suddenly, a bar of light falls across the table as the wall panel is slid open. The Tall Man starts, grabbing for a nearby pistol. A massive dark shape steps into the opening. Sinclair relaxes, recognizing the intruder.

TALL MAN

Room 1205, County General. Find out
what he knows...then kill him.

EXT- BEANFIELD- NIGHT

Peevy swings a sledge hammer, pounding a metal stake into the earth. Attached to the stake is a long chain, and at the end of the chain waits the mannequin test pilot.

Cliff cinches the rocket pack straps, securing it to Lindy's back. Peevy holds up a stopwatch. Cliff reaches out with a long stick. He presses the switch, and he and Peevy dive into a ditch as the rocket roars to life.

The statue shoots off the ground. The chain snaps taut, and the flying figure begins to swing in a wide loop.

Peevy and Cliff watch in awe as Lindy picks up speed. Wind whistles through the links of the chain.

The stake begins to loosen.

CLIFF

Peevy--!

Cliff moves to get up. Peevy pulls him down.

PEEVY

That chain'll cut you in half!

With a final shudder, the stake uproots. Lindy rockets into the blackness.

PEEVY

Holy hell--! Shoulda anchored him to the truck!

CLIFF

We lost it! If I'd only worn the rocket myself--!

PEEVY

You chowderhead, you'd be halfway to the moon by now!

Cliff's retort is stopped by the sound of something hurtling towards the earth, whistling like a bomb. Cliff and Peevy dash across the dirt, fleeing the projectile. They duck as the Lindy divebombs from behind.

Lindy misses them by inches and slams head first into the earth, plowing a long trough. The statue comes to a stop, vibrating like a javelin as the rocket sputters out.

PEEVY

Mother of mercy!

CLIFF

What we need is a real pilot.

PEEVY

What we need is a helmet.

INT- HOSPITAL ROOM- NIGHT

Wilmer, bandaged and in heavy traction, dozes in his bed. Behind him the door opens and a nurse steps out into the corridor. A uniformed Police GUARD peers over her shoulder.

GUARD

How's our boy? In lots of pain,
I hope.

NURSE

Shhh- I just gave ~~him~~ a sedative.

The NURSE closes the door behind her, leaving Wilmer alone.

Suddenly, a monstrous shadow, more like a beast than a man, looms on the wall above the bed. Something huge crouches on the outside ledge. The window opens quietly, and the shape slips into the room, passing through stripes of shadow.

It is a man of immense and twisted proportions. He silently jams a chair against the door, then goes to the bed. He ignites a lighter to be sure that it's Wilmer. By the flickering glow, the intruder's face can be glimpsed- the distended jaw, the large, flat cheekbones, the heavy ridge of bone above the brow.

He eases his massive hands beneath Wilmer's body, then lifts him easily. Wilmer's groggy eyes flutter open. His pupils dilate in horror.

WILMER

Creeper...? Creeper, what're ya--

The ape-like man continues to lift Wilmer.

WILMER

(cont)

Wait! Don't! I got news for
Eddie! Listen! I ditched the
package...with the airplanes...
Chaplin Field!

Pounding on the door can be heard. Wilmer's writhing shadow is thrown on the wall, lifted above the Creeper's head.

WILMER

(cont)

I didn't screw up, I done good!

There is the sickening crack of snapped vertebrae.

The Guard smashes in the door and rushes into the room, revolver in hand. The Nurse follows. Both stop in horror. Wilmer hangs across the bed, tangled in the traction gear. His dead eyes are open, his body twisted unnaturally. The Nurse screams.

The cop rushes to the open window, where the thin curtains flutter like ghosts. He thrusts out his head, searching for the assailant.

EXT- HOSPITAL- NIGHT

The Guard looks about, seeing nothing. He pulls his head back into the room.

On the ledge above the window frame, a pair of huge wing-tips shuffle off into the shadows.

EXT- APARTMENT BUILDING- NIGHT

On a quiet street in Hollywood is the "San Bernardino Arms", a Mediterranean-style apartment building framed by palm trees. Cliff drives up in the truck and parks before the arched entryway. He honks the horn twice, then jumps out and goes to her porch.

Betty appears at the door. She is nicely dressed for an evening out.

BETTY

(kissing him)

Hi.

CLIFF

You look great.

BETTY

(indicating his clothes)

You said we were going out, so I assumed...

Cliff glances down at his rumpled canvas windbreaker and worn chinos. He is woefully underdressed.

CLIFF

I'm sorry, Betty, I wasn't thinking...been one hell of a day.

They start down the walk towards the truck.

BETTY

Cliff, I know how you feel about that plane. If you'd rather stay in, we could go back to the apartment, listen to the radio...
 (grinning coyly)
 ...and I think there's some gin left from the other night.

He opens the passenger door for her, then crosses to the driver's side.

CLIFF

Listen, the way you handled that fire extinguisher, you deserve a night out. We can always come back here later, right?

INT- PEEVY'S TRUCK- NIGHT

He climbs in behind the wheel. Betty is staring out the window, thoughts elsewhere.

CLIFF

(cont)

Betty? What's wrong?

BETTY

Nothing.

CLIFF

Come on.

BETTY-

It's nothing.

CLIFF

Uh oh, two "nothings". That means it's really something.

BETTY

I've been thinking all day about you and me and the GeeBee...I mean, you were almost killed.

CLIFF

Hey, a guy can get killed crossing the street.

BETTY

You are not just "a guy", Cliff. How many times have I stood by that runway wondering if you're coming back in one piece?

CLIFF

I thought you liked to watch me fly.

BETTY

I used to.

Cliff puts his arm around her.

CLIFF

Well...don't worry about that anymore. I'm through with airplanes.

BETTY

Don't joke about it.

CLIFF

Who's joking? Me and Peevy are starting a whole new business.

Betty eyes him suspiciously.

BETTY

What kind of business?

CLIFF

I can't talk about it yet.

BETTY

Why not?

CLIFF

Come on, you know how superstitious I am.

She looks at him a moment.

BETTY

No airplanes?

CLIFF

(kissing her)
Trust me, okay?

BETTY

Okay.

CLIFF

So let's celebrate and have a nice dinner.

BETTY

And a movie? I'd really like to see "Cocktails at Seven". Bette Davis and-

CLIFF & BETTY
 (blase) (excited)
 -Neville Sinclair.

Cliff starts up the truck.

CLIFF
 (cont)
 I don't go to the pictures to watch
 some swell mix martinis, or walk
 poodles in the park, or--

Betty leans in close.

BETTY
 Or make love to beautiful women
 in flimsy negligees?

CLIFF
 Hun?

BETTY
 Well, "cocktails at seven". What do
 you think happens around nine?

She kisses him. Cliff grins and puts the truck in gear.

EXT- SIDEWALK- NIGHT

Butch, a bulldog, waddles down a sidewalk at a fast trot.
 Clamped in his jaws is a soupbone.

EXT- BULLDOG CAFE- NIGHT

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. A sign above
 the door proclaims:

WHERE THE FLIERS MEET TO EAT

INT- BULLDOG CAFE- NIGHT

Inside are a couple of small tables and a counter with
 well-worn leather stools. An old propeller hanging from the
 ceiling serves as a fan. The walls are covered with photos,
 news clippings and other mementoes of the diner's airfield
 clientele.

Beneath a chalkboard with the day's specials stands MILLIE, in her mid-forties, the diner's owner-cook. She stirs a pot of stew. The diner is packed with flyers and airport mechanics, among them Skeets, Goose, and Malcolm. A patch on Malcolm's faded coveralls reads, "BIGELOW'S FLYING CIRCUS". On his head is a cap, with "PROGRAMS- 5 CENTS" stitched in the crown. Malcolm nurses a cup of coffee, which jitters in his hand as he sets it on its saucer.

PATSY, Millie's ten-year-old daughter, comes from the kitchen. In her hand is a tin zeppelin. She somberly sets the toy on the counter next to Malcolm, along with a small detached wheel.

PATSY
The wheel came off.

MILLIE
Leave Malcolm alone, Patsy.

PATSY
Aww, Ma...

MALCOLM
We'll fix 'er up.

As Malcolm carefully straightens the bent axle, Patsy climbs onto the stool beside him.

MALCOLM
(cont)
I ever tell you 'bout the time
I was in that observation balloon,
back in the Great War?

As Patsy shakes her head "no", Goose, Skeets, and Millie nod "yes" in unison.

MALCOLM
(cont)
We'd sit in a basket hangin' down
from the bag, see, and keep an eye
on the Huns in the trenches. Well,
one day, a German tri-plane zoomed
in from my blind side, machine guns
a-blazin'! Them bullets chopped
through the support ropes clean
as a scissors!

PATSY
Ooooooh!

Listening, Millie rolls her eyes dubiously.

MALCOLM

That basket must've fell for half
an hour!

(working wheel on axle)
And then---SMACK!

The troublesome wheel pops out of Malcolm's grasp and shoots
over his shoulder towards the table behind him...

...landing in the bowl of soup set before Betty. She gives
a little shriek as drops of soup spatter across the front of
her dress.

GOOSE

(to Malcolm)
Bulls-eye, Ace.

Malcolm swivels in his stool, wincing, to face Cliff and
Betty.

MALCOLM

Sorry, Betty.

As Betty dabs at her dress with a napkin, Cliff fishes the
wheel out with a spoon.

BETTY

It's all right, Malcolm...
(to Cliff)
Elegant dining here at the Bulldog.

CLIFF

Aw, come on, Betty. The food's good...

BETTY

When it stays in the bowl. It's just
that once in a while, it might be
fun to try someplace new...
(lowering her voice)
Away from the airfield.

CLIFF

Like where, one of those fancy
Hollywood nightclubs? I'd rather
be with my friends.

SKEETS

(passing table)
We love you, too, pal, but stay off
the runway, will ya?

The other fliers chuckle. The phone behind the counter
rings. Millie answers it.

MILLIE

(into phone)

Bulldog Cafe, where the fliers meet to eat...Hello, sugar. Where you been keeping yourself?...

(laughs)

Stop it, you devil!

(covering mouthpiece)

Cliff- it's Peevy. That man's a caution!

Cliff jumps to his feet, bumping the table. Betty's bowl wobbles, splashing more soup on her blouse.

She shakes her head in resignation as Cliff bounds to the counter and takes the phone from Millie. He turns away from Betty and speaks in a low voice.

CLIFF

(into phone)

What's up, Peev?...Ball peen hammer? Uh, on the back porch, I was crackin' walnuts...Okay, I m sorry!...uh huh...

Betty stands, blotting the stains with a napkin. Millie waves her over to the counter.

MILLIE

I'll get you something to clean that with.

BETTY

Thanks, Millie.

She crosses to the counter.

CLIFF

(into phone)

You figure out the throttle yet? ...Great! She's one hell of an engine, Peev. Can't wait to fly her...Ha! Makes the GeeBee look like it's standin' still...

Overhearing, Betty's eyes narrow.

CLIFF

(cont)

(into phone)

No, I didn't tell anyone. Not even Betty, she doesn't suspect a thing...

He turns to find Betty glaring at him, tight-lipped.

CLIFF

(cont)

(into phone)

I gotta go.

He hangs up.

BETTY

Cliff Second, you must take me
for the biggest fool on earth!

All eyes in the diner turn to Cliff.

BETTY

(cont)

You lied to me.

CLIFF

About what?

BETTY

So. You and Peevy are starting
a new business. No more air
planes.

SKEETS

Cliff givin' up flyin'? That's
a darb!

BETTY

Keep out of this, Skeets Moran!

SKEETS

She's usin' full names. Check,
please!

The diners are packing off as if from a gunfight.

CLIFF

But...that's true, Betty.

BETTY

Then what were you talking to
Peevy about?

CLIFF

Oh...well, that. Uh...

BETTY

I thought so.

She abruptly turns and storms out the door. Cliff looks at
his buddies, embarrassed and confused.

MILLIE

Well, go after her, you stupe!

EXT- BULLDOG CAFE- NIGHT

Cliff runs out of the cafe in time to see Betty hop onto a trolley car and disappear down the dark street.

CLIFF

Betty-! Nuts.

He feels something gnawing on his pant leg. He looks down at Butch, who barks at him.

CLIFF

(cont)

Aw, who asked ya?

EXT- CLIFF AND PEEVY'S HOUSE- DAWN

The first light of dawn creeps across the lawn of a small, well-kept house in Santa Monica.

INT- CLIFF AND PEEVY'S LIVING ROOM- DAWN

Clad in a worn bathrobe, Cliff shuffles towards the kitchen. He is surprised to see Peevy curled up in an easy chair and sleeping soundly.

INT- CLIFF AND PEEVY'S KITCHEN- DAWN

He goes to the icebox, takes out a bottle of milk and puts it to his lips for a long drink.

Turning, he sees that the kitchen table is covered with tools, rivets, and scraps of metal. Amidst the debris is something covered with a large polishing cloth. Cliff crosses to the table. He removes the cloth and whistles sottily.

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

Cliff carefully lifts the helmet. As he turns it in his hands, he breaks into a smile. A beam of morning light catches the burnished bronze with a blinding glow.

INT- FILM STAGE- DAY

The brilliant reflection resolves into the similar gleam on another helmet- the dented visor of a Medieval knight.

The chain-mailed knight urges his white horse forward, halting where a nobleman and his lady sit in a curtained viewing box, such as would be present at a jousting tournament. A half-dozen attendant lords and damsels stand obediently to either side, and a painted backdrop of trees and distant pavillions hangs behind them.

The knight raises his sword in salute, and the muffled voice of movie star NEVILLE SINCLAIR comes from within the helm.

SINCLAIR

My noble lord, I am at your service!

NOBLEMAN

For besting the Black Knight, I
am forever in your debt, Sir
Reginald. Wench! A flagon
or wine for the King's Champion!

A duxom young serving WENCH bearing a golden goblet hurries forward. She passes the cup to Sinclair.

WENCH

(a piece of wood)
Hail, my knight. Would that
you drink of my sweet love
as you drink of this cup.

DIRECTOR

(o.s.)

Cut, cut, CUT!

The knight is abruptly eclipsed by a clapper board. Chalked on the board is the film title "THE KING'S CHAMPION".

CLAPPER BOY

Take twenty-seven, end marker!

The crew and extras slump as the steaming DIRECTOR rushes into the set.

DIRECTOR

(to Wench)

Listen, sweetheart...acting is not
acting like you're acting. It's
acting like you're not acting! So
act- but don't act like you're
acting! Understand?

WENCH

Not really.

The Director throws up his hands.

SINCLAIR

For pity's sake, Victor! I'm melting
in here!

DIRECTOR

Sorry, Neville. Okay, everybody, take
ten!

SINCLAIR

Get me off this wretched animal!

As Sinclair is helped from his horse, Betty and her friend IRMA, costumed as "ladies in waiting", emerge from the group of weary-looking extras. They cross to the service table for coffee. The two pass the Wench, whose face is being fixed by a grumbling make-up woman.

IRMA

Boy, is she a pip. Your audition was
much better.

BETTY

Irma- everyone's audition was better.

IRMA

Well, I heard she's the producer's...
uh, "niece".

BETTY

You know what really kills me?
She gets to do a scene with
Neville Sinclair.

Surrounded by assistants, Sinclair sits at a make-up table.

SINCLAIR

Take this damned thing off!

An attractive wardrobe girl lifts the helmet away, for the first time revealing Sinclair's handsome, aristocratic features.

HE IS THE SAME TALL MAN WHO HAD MET WITH GANGSTER EDDIE
MARS.

The wardrobe girl smiles tentatively. Sinclair eyes her,
his irritated demeanor instantly smoothing into charm.

SINCLAIR

(cont)

Oh, it's you, Sally. Sorry, love.
Bring me a towel, there's a good
girl.

The woman hurries off, clutching the actor's attention to
her heart.

SINCLAIR

(cont)

(brusque)

Where's my London Times?

The paper is placed before him, along with a cup of tea. A female ASSISTANT reads a list of phone messages.

ASSISTANT

The Countess called at 9:15...
Miss O'Shaunnesey, five times
since ten o'clock...and there's
a note from Miss Sternwood- she
found your suspenders in the
green-house.

A comb is applied to his damp locks.

SINCLAIR

(to hair assistant)

Ouch! Stop fussing- no one
sees my bloody hair! God
almighty, I'm surrounded by
cretins!

(standing)

I'll be in my dressing room.

The terrified assistants back away. Sinclair stalks off,
chain mail clinking.

INT- FILM STAGE- DAY

Betty and Irma sit on a bench, awaiting the set call. Irma
looks up from her "Silver Screen" magazine to find Betty
poring over a book.

IRMA

What're you reading?

BETTY

A play by Eugene O'Neill...
"The Hairy Ape".

IRMA

Boy, did I cry when they shot him
off the Empire State Building.

(pointing)

Uh, Betty...!

Betty looks up. Cliff stands at the edge of the set,
furtively waving her over. She rises and crosses to him.

BETTY

What are you doing here?!

CLIFF

You don't come to your door,
or answer your phone- what am
I supposed to do? I have to
talk to you.

BETTY

Now? ,

GRIP

(o.s.)

Watch yer backs, there!

Cliff pulls Betty aside as two stagehands push a wide prop
cart by them.

BETTY

You're going to get me fired.

Cliff tugs at her arm, leading her away from the crowd.
Seeking privacy, they stop between the stage wall and a
dressing room.

CLIFF

Listen. I'm sorry. I was a dope
for lying to you last night. But
the stuff about the new business-
that's true. Me and Peev found
something that can get us back
on our feet.

BETTY

What do you mean, you "found
something"?

CLIFF

It's an engine- but it's not
for an airplane. You strap it
to your back and you-

BETTY

An engine can't solve our problems.
We've been together for two years,
and you've never once talked about
maybe settling down, or getting
married...or children. I have to
think about these things- I'm almost
twenty-four.

CLIFF

So what're you saying- we should
break up?

BETTY

I don't know. I love you, Cliff,
I can't ask you to stop flying.
But sometimes when I look at Malcolm,
I wonder if that'll be you in thirty
years. But, it's your life. I know
how I'd feel if you asked me to
give up acting.

CLIFF

Hold on, it's hardly the same thing.
My flying pays the bills.

(gently)

You've got to hold down two other
jobs just to walk through the scenery.

BETTY

That's not fair! It's a good job.
I meet people, and make contacts-

CLIFF

Like who?

BETTY

Like...like...the star of this
movie...Neville Sinclair. He
thinks I'm very talented. He
said so at my audition.

CLIFF

Then why didn't you get the part?

Before Betty can reply, a voice booms across the stage.

ASSISTANT DIRECTOR'S VOICE

(o.s.)

I need all the atmosphere on the
set!

BETTY

I have to go.

She starts back towards the set, Cliff at her heels. The
nameplate on the dressing room they had been standing by
reads, "NEVILLE SINCLAIR". They do not notice that the
actor stands in the open doorway. It is evident that he has
overheard their conversation.

CLIFF

Betty, I don't want to argue, I
just want to make things right.

BETTY

It's not always as simple as you
think.

SINCLAIR

(o.s.)

I beg your pardon...Miss...?

Startled, Betty and Cliff turn to find Sinclair beside them.

BETTY

Uh...Blake. Betty Blake.

SINCLAIR

Of course, Betty. I was quite impressed by your reading. I believe there's a part in tomorrow's scene that would suit you perfectly.

BETTY

(surprised)

There is?

SINCLAIR

I'll have time to go over the lines with you after we wrap. Is that all right?

BETTY

(recovering)

Why...why, yes, that would be great.

SINCLAIR

Fine.

Smiling, Sinclair extends his hand to the seething Cliff.

SINCLAIR

(cont)

How do you do? Neville Sinclair.

They shake hands, each sizing the other up.

CLIFF

Look, Betty, I gotta run, I'm late for work.

Cliff turns abruptly and walks off.

BETTY

Cliff-!

He disappears out the stage door.

SINCLAIR

Charming fellow.

BETTY

Most of the time.

(composing herself)

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

SINCLAIR

Well, you might join me for dinner.

BETTY

(hesitating)

Dinner?

SINCLAIR

Strictly business- to discuss your role.

BETTY

Ummm...I'm not sure if I...

SINCLAIR

I do so hate to dine alone.

ASSISTANT DIRECTOR'S VOICE

(o.s.)

I said atmosphere!!

BETTY

Excuse me.

She hurries towards the set. Sinclair flags down a production assistant.

SINCLAIR

Boy! Run this note to my chauffeur- and be quick about it.

He hands a slip of paper to the assistant, who dashes off.

EXT- MOVIE STUDIO- DAY

Cliff angrily strides between the soundstages, heading for the main gate. He is unaware that a towering figure clad in a chauffeur's uniform stalks him. It is the Creeper.

Abruptly, a crew of grunting stagehands rolls a massive false-front ocean liner from the cross street. At the same time, a troupe of Apache Indian horsemen approaches from the opposite direction. Cliff darts between the two groups.

The Creeper is caught amidst the scenery and Apaches. Horses rear and stagehands curse as he pushes through them. The Creeper clears the mob. He looks about. Cliff is gone.

A STUDIO GUARD approaches the frowning giant.

STUDIO GUARD
Wrong way, Bub. "House of Franken-
stein" is on Stage Twelve.

EXT- CHAPLIN AIR FIELD- DAY

Chaplin Field's parking lot is jammed with cars. Among them are two familiar shiny black sedans.

The whine of aircraft engines is heard. Gas balloons hover at the far end of the field, offering brief rides to the fearless. Bright banners proclaim,

"BIGELOW'S FLYING CIRCUS- AIR SHOW TODAY!"

The grandstands are packed with spectators. A trio of racing planes roar overhead, looping around the tall pylon that marks their course. Reporters snap their cameras and newsreel teams record the action.

Behind the bleachers, Eddie Mars confers with Rusty, Spanish Johnny, and several other torpedoes. Eddie's men look tired and unshaven.

RUSTY

But, Boss, we've been here since dawn.
I know what Wilmer said, but the
rocket ain't in the hangars.

EDDIE

Look again. Check every shed, every
peanut stand, every toilet. And use
the crowd, they're good cover.

SPANISH JOHNNY

Okay, Mr. Mars. Come on, boys.

The thugs move off into the crowd.

Cliff speeds the truck through the gates and squeals to a halt by Hanger Three. As he leaps from the truck, Peevy rushes over.

PEEVY

Where you been?

CLIFF

I had to see Betty, Peev.

They hurry towards the airstrip.

PEEVY

Bigelow's spittin' nails, he's
ready to dump the clown act!

PATSY

(O.S.)

Programs, get yer programs, five cents!

Cliff nearly collides with Patsy, who has a pouch of souvenir programs slung across her shoulder. A cap reading "PROGRAMS- 5 CENTS" hangs loosely over her ears.

CLIFF

Patsy! What're you doing with Malcolm's bag?

PATSY

I'm helpin' him out. Mr. Bigelow was yellin' real loud, and Malcolm didn't want you to get fired.

CLIFF

Where's Malcolm?

Patsy points to the sky. The old Jenny flies out over the field, its wings dipping erratically.

Cliff and Peevy watch with mounting concern as the Jenny wanders dangerously close to the racing planes. Goose, in the lead racer, barrel-rolls aside, narrowly clearing the Jenny.

The grandstand crowd gasps in delight, believing the antics to be part of the act.

EXT- JENNY COCKPIT- DAY

As he white-knuckles the stick, Malcolm grits his teeth. His face is pale and glistens with sweat. Bigelow's voice cracks over the radio.

BIGELOW

Malcolm! What in hell are you doin'?!

EXT- OBSERVATION PLATFORM- DAY

The open-top platform's railings are hung with bunting, and a radio operator sits at one side. Bigelow barks into the radio mike.

BIGELOW

Get your ass outa the race lanes!

Cliff charges up the ladder.

CLIFF

Bigelow! Are you outta your mind,
puttin' Malcolm in the air?!

BIGELOW

This act was your idea, Secord!
And I didn't put him in the Jenny-
he volunteered!

Malcolm flies past, wobbling dangerously. The spectators
are cheering.

CLIFF

He hasn't been behind the stick
for twenty years!
(snatching the mike)
Malcolm! Ease off the throttle,
you can't push her that hard!

MALCOLM

(over radio)
(drunk)
Hiya, Clifty...I got her reined
in. Sit back an' watch the show!

CLIFF

(to Bigelow)
he's lit like a church!

BIGELOW

Took a pint o' rye to get
him in the plane.

CLIFF

You son of a bitch!

Cliff slugs Bigelow. The man crashes back against the radio
table. Cliff runs out.

BIGELOW

(yelling after him)
You're fired, Secord! You hear me?
I'll have you grounded! You'll
never fly again!

EXT- CHAPLIN FIELD- DAY

The Jenny completes a circuit about the pylon, engine
growling.

EXT- JENNY COCKPIT- DAY

Malcolm whoops drunkenly.

MALCOLM

Ha! Still got the ol' stuff!

His jubilant cry is cut off as he suddenly spies the three racing planes knitting directly at him. He yanks on the controls.

EXT- CHAPLIN FIELD- DAY

The trio of planes peel off in different directions, barely avoiding a collision.

The Jenny climbs towards the clouds. Its engine sputters ominously. A thin stream of smoke begins to flow from the cowlings.

EXT- JENNY COCKPIT- DAY

Malcolm frantically cries into the radio mike.

MALCOLM

I've been hit! Lousy Huns, I'm hit!

INT- HANGAR THREE- DAY

As Peevy looks on in shock, Cliff has strapped the rocket to his back, over a heavy, scuffed leather jacket. He is trying to cinch the hand grips.

PEEVY

Cliff! Ya can't do it! We ain't tested 'er right!

CLIFF

Tell that to Malcolm! Help me out, will you?

Peevy swiftly secures the hand controls.

PEEVY

But we ain't figured the thrust pressure, or the fuel capacity, or--!

CLIFF

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

PEEVY

Listen- I reworked the throttle-

CLIFF

You what?!

PEEVY

Just give her pressure like a gas pedal. If you want to shut her down, punch the button and let go.

CLIFF

Got it!

Cliff runs out the hangar door.

EXT- CHAPLIN FIELD- DAY

Gathering courage, Cliff grits his teeth, about to take off.

PEEVY

(o.s.)

Wait!!

Peevy runs out with the bronze, rudder-crowned helmet. He places it over Cliff's head.

PEEVY

(securing helmet)

The fin should help you steer!

CLIFF

Stand clear!

Peevy steps back. Cliff braces himself and presses the controls. The rocket roars to life, violently jerking Cliff off his feet. The thrust knocks Peevy backwards onto the pavement.

Trying to gain control of the powerful engine, Cliff corkscrews towards the grandstand. The astonished spectators cheer wildly, then shriek and duck as the flying man whistles close overhead.

Cliff manages to right himself. Barely in command of the thrusting rocket pack, he swoops skyward towards the crippled Jenny.

Eddie Mars can scarcely believe his eyes. He drops his popcorn and hurries from the bleachers.

EXT- OBSERVATION TOWER- DAY

As the crowd in the stands roars their approval, the dumfounded Bigelow watches Cliff through binoculars.

BIGELOW

What the hell is that?!

EXT- CHAPLIN FIELD- DAY

Cliff quickly approaches the smoking bi-plane.

CLIFF

Hang on, Malcolm!!--WHOOOAAA!!

Cliff overshoots the Jenny.

With difficulty, he turns his head, using the helmet to correct his flight path. He circles back up towards the plane.

Too fast. The leading edge of the upper wing slams into Cliff's midsection, knocking the wind out of him.

The plane dives. Cliff chases the Jenny.

Suddenly, Malcolm dips right, then banks left. The wing swoops up under Cliff, batting him away like an untied balloon gone wild.

Cliff fights to regain control. He drops into a dive and arcs up with a fiery burst toward the plane.

On the ground, the newsreel team's camera grinds away as reporters watch in bug-eyed disbelief.

REPORTER

You gettin' this, Georgie?

CAMERAMAN

I'm gettin' it- whatever it is!

Cliff slams into the Jenny's fusilage. He regains his senses only to realize that the rocket's thrust is pushing him headfirst towards the propeller.

Malcolm groggily turns to look at the masked apparition clinging to the fusilage.

MALCOLM

YAAAHHHH!

Passing out, Malcolm slumps forward in the cockpit.

Cliff's slide towards the prop is momentarily delayed as his boot tips hook on the open cockpit, his head inches from the spinning blade.

Cliff cuts the rocket's power. He is immediately thrown backwards. Groping blindly, Cliff grasps the plane's tail.

The fin breaks free. Cliff is falling, the shredded tail in his hand. The rudderless bi-plane drops its nose and spirals towards the earth. Cliff recovers and punches the thrust button, speeding to intercept the Jenny.

The thrilled spectators gasp. Peevy's reaction is quite the opposite.

PEEVY

Oh my God!

The ground is rushing up to meet the diving bi-plane. Cliff lands heavily on the Jenny's lower wing, one arm wrapped about a support strap. He inches to the cockpit, then throws his arms about the unconscious Malcolm and tries to wrench him free.

CLIFF

Come on, you tub o' guts! COME ON!!

Unable to work Malcolm loose, Cliff holds him tight and thumps the controls. The rocket carries Cliff and Malcolm straight up, breaking through the Jenny's top wing.

A moment later, the bi-plane reaches ground zero. Bigelow watches in horror as the Jenny smashes into the new fuel truck parked on the airstrip. Plane and truck are swallowed in a thundering explosion.

Laden with Malcolm, Cliff drops precariously low, passing over the heads of the cheering spectators. Flashbulbs pop as reporters swing their cameras after the flying man.

At the opposite end of the field, Cliff drops Malcolm harmlessly into the billowing gas-bag of a partially inflated balloon. Free of Malcolm's weight, Cliff suddenly climbs. Inside the helmet, he beams with sweat and exhilaration.

Peevy watches Cliff zoom past the airstrip towards the hills beyond.

Several crewmen help the dazed Malcolm off the balloon and to his feet. Confused, the old pilot faces the adoring crowd and bows uncertainly.

PEEVY
For the love o' Mike--!

Peevy runs for his truck.

EXT- PHONEBOOTH- DAY

By the hangars, a mob of reporters are trying to jam into a trio of phone booths.

BOOTH ONE:

FIRST NEWSHOUND
You heard me, Chief- hold the front page!...

BOOTH TWO:

SECOND NEWSHOUND
That's right, a flyin' man!...
Yeah, and I got pictures to prove it!...

BOOTH THREE:

THIRD NEWSHOUND
What?...I dunno what ya call him!
The Missile Man!...Ya don't, huh?...
Okay, you think up a name!

EXT- SKY- DAY

A puffy cloud floats serenely in the brilliant blue sky.

Suddenly, the cloud's face fragments as Cliff soars through it, trailing wisps.

CLIFF
(jubilantly)
Yaaahooooo!

Looking down, Cliff spies a barn. He drops into a whistling dive, aiming for the open door of the hayloft.

INT- BARN- DAY

Chickens scatter and loose hay flies as Cliff zooms through the barn and out the loft opening at the opposite end.

EXT- ROAD- DAY

Peevy steers down the narrow highway, one eye on the road and the other on the airborne speck knifing through the sky. He honks the horn as he waves wildly out the window.

EXT- SKY- DAY

Cliff flies up in a loop, laughing with sheer joy as he cuts through the clouds.

Then, Cliff spies an airliner and banks towards it. He adjusts his speed to parallel the silver plane, flying along its fuselage. The passengers stare through the windows in astonishment.

Cliff's attention is drawn to a pretty blonde stewardess peering through the glass. He gives her a gallant salute, but the motion throws him off balance.

Cliff drops down in a twisting dive towards the farmlands below. Behind the helmet's green lenses, his eyes dilate in terror.

Cliff jerks his thumb on the control button. The burst of thrust flings him into an airborne, end over end tumble.

EXT- ROAD- DAY

Peevy whips the truck wheel sharply as Cliff swoops down on a collision course.

He skids to a stop alongside the dirt road as Cliff zooms over the truck's hood.

EXT- DUCKPOND- DAY

Cliff splashes into a pond. Ducks quack angrily, taking wing as the man skims across the water on his belly.

Cliff comes to rest amidst a clump of reeds. He sits up in the waist-deep water. Smoke-filled bubbles rise from the submerged engine.

Peevy jumps from the truck's cab.

PEEVY

Ya damn fool, ya hadda show off!
Lucky ya didn't break your neck!

Peevy notes the damage to the pack's fuselage.

PEEVY

(cont)

Ya dented it all to hell! What
were ya gonna do, fly to Paris?!

Cliff removes the helmet. He 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.

CLIFF

It works, Peev- it works! I can't get
over it...flying without a plane...
Hey, we could set up a big race with
all the hot shot pilots. And we make
out like bandits- 'cause I can't lose.

PEEVY

Assumin' I can fix the blasted thing.
You bashed it up pretty good.

CLIFF

You can fix anything, Peev.

Suddenly, they turn to see three dark sedans closing fast.
Eddie Mars's henchmen cling to the running boards.

PEEVY

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

CLIFF

They can't find out who we are.
Whoever owns the rocket'll want
it back, and I'm just getting
the hang of it.

They break for the pickup. Cliff is unharnessing the pack
when the grinding of the truck's engine stops him. The
vehicle refuses to start.

Cliff begins to throw up the truck's hood, but realizes
there is no time.

CLIFF

Peevy! Shut her down and throw her
in neutral!

Cliff tosses the helmet in the front seat and jumps into the
truck bed. Eddie's gunmen are almost upon them.

Cliff stands behind the cab and bends over the roof, gripping the windshield posts. The rocket is now parallel to the ground and aiming to the rear.

CLIFF

You steer, I'll push!

PEEVY

You'll whaaaaa--!!

Peevy's words vanish in the rocket's roar. Cliff strains to hold on as the pack's immense thrust blasts the truck down the road at an incredible velocity.

Abandoning the obviously futile chase, the Mars gang sedans pull to a stop in the dusty wake. Rusty, Spanish Johnny and the other thugs watch in awe as the fire-driven pick-up becomes a mere pinpoint on the horizon.

RUSTY

You get the license number on that truck?

SPANISH JOHNNY

Yeah...but Eddie's gonna blow his cork.

INT- BIGELOW'S OFFICE - DAY

Surrounded by reporters, Bigelow holds court on the landing outside his second floor office overlooking the airstrip.

FIRST NEWSHOUND

So, what makes it fly, Mr. Bigelow?

BIGELOW

Sorry, boys, trade secret.

SECOND NEWSHOUND

Then how 'bout some background on this rocket man?

BIGELOW

Background? Well...I've been planning the stunt for several months. Always like to surprise my customers.

THIRD NEWSHOUND

Where'd you find the guy, what's his name?

BIGELOW

Can't say.

(recovering)

Uh, that is, I've gotta preserve the mystery.

THIRD NEWSHOUND

Come on, my readers need more than that.

BIGELOW

Then send 'em to Bigelow's Air Show on Saturday. Never know who might drop outta the sky. Okay, fellas, that's it, I'm a busy man.

The reporters grumble as Bigelow retreats into his office.

INT- BIGELOW'S OFFICE- DAY

Closing the door, Bigelow exhales in relief. He pats his brow with a handkerchief.

BIGELOW

(muttering)

Now all I gotta do is find him.

A janitor, who has been dusting the office in the background, abruptly turns on a vacuum cleaner.

BIGELOW

Hey, Elmo- turn that thing off!
Elmo! Damn it, can't you hear-

Bigelow stops, his eyes locked on the shiny cylinder as it rumbles across the carpet.

BIGELOW

Secord...!

EXT- NEWSTAND- NIGHT

Over a front page ROCKETEER photo, the headline of the Los Angeles Tribune screams:

WHO IS THE FLYING MAN??

An eager hand pulls the paper from a newspaper rack.

Continuing down the rack, Cliff swiftly gathers copies of the other local papers. All feature front page "Rocketeer" stories.

EXT- RADIO SHOP- NIGHT

A dozen people have gathered outside a radio store, where a console plays in the open doorway. Cliff stops at the rear of the group, beaming as he listens to the broadcast.

RADIO ANNOUNCER

...and, after the daring rescue, was last seen somewhere in the hills near Chaplin Field. The masked hero has yet to step forward and identify himself. But Air Circus owner Otis Bigelow has promised his birdman will return. Until then, this "Rocketeer", as the papers have named him, must remain a mystery.

A pair of pretty college girls sigh in unison.

FIRST COED

I'll bet he's cute.

SECOND COED

"Masked hero"...it's sooo romantic!

FIRST COED

Wish he'd rescue me.

Unable to resist, Cliff steps up to the girls, smiling.

CLIFF

He's just a regular guy.

SECOND COED

What? You know him?!

(to onlookers)

He knows the Rocketeer!

The crowd moves in, with cries of "No kidding!" "He knows the rocket guy!" "What's his name?". Cliff backs away in apprenension.

CLIFF

Uh...no, I just said he was a regular guy. Hey, aren't we all?

The girls glare at him as the crowd turns back to the radio, disappointed.

FIRST COED

(to Cliff)

Drop dead.

Cliff slinks off.

EXT- BIGELOW'S OFFICE- NIGHT

At the dark airstrip, Fitch and Wooly stand outside Bigelow's office. Fitch holds the evening paper, folded open to the "Rocketeer" headlines. He knocks loudly on the door.

FITCH

(pounding)

Bigelow! Open up, FBI. Come on,
we just want to talk to you.

There is no answer. Fitch tries the knob. The door is unlocked. Cautiously the two agents enter the office.

INT- BIGELOW'S OFFICE- NIGHT

The office has been thoroughly ransacked. File cabinets are open, drawers emptied, papers everywhere.

Fitch spies something on the floor by the desk.

FITCH

Wooly.

The other agent looks over and swallows. Bigelow's head can be seen around the corner of the desk. Beside his head is his foot.

FITCH

Don't look.

WOOLY

(beside him)

Too late. Jeee-zus.

Fitch bends down to examine the corpse.

FITCH

He's been...folded in half.

WOOLY

Only one guy kills like this...

FITCH

"The Creeper."

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

WOOLY

He was writing something...

The men look about. Wooly sees a notepad lying in a corner. There is a "Bigelow's Air Circus" letterhead printed on the pages. Wooly squints at the pad, tilting it to the light. He pats his pockets.

WOOLY

Got a pencil?

Fitch comes up empty. He nods at the pencil in Bigelow's hand.

FITCH

He does.

Wooly bends down. Cringing, he pulls the pencil from Bigelow's rigid fingers. Fitch follows him to the desk, where Wooly rubs the flat of the pencil point against the paper.

Barely visible, in white against the graphite, is the impression of what Bigelow had been forced to write on the page removed:

1635 PALM TERRACE

EXT- CLIFF AND PEEVY'S HOUSE- NIGHT

Pencilled 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. Lights are on, and Peevy can be seen seated at the kitchen table.

INT- CLIFF AND PEEVY'S KITCHEN- NIGHT

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 tunnel 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...?

EXT- CLIFF AND PEEVY'S HOUSE- NIGHT

Newspapers stuffed under both arms, Cliff hums a popular tune as he starts up the porch.

A heavy crash, breaking furniture, and cracking glass is heard inside. Cliff drops everything and grabs the doorknob. It is locked.

CLIFF

Peevy!!

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

INT- CLIFF AND PEEVY'S HOUSE, LIVING ROOM- NIGHT

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

The Creeper ducks effortlessly. The hammer sings past his head and bashes into a mirror on the wall, sending glass across the living room.

The Creeper steps towards the old mechanic. Peevy backs against the fireplace, looking about for a weapon. He seizes a large air race trophy from the mantle and swings it like a club.

Suddenly, the brass airplane atop the loving cup flies loose, soaring across the room. The winged figure strikes the Creeper between the eyes with a heavy "thump!".

The huge assassin staggers back towards the front door. He shakes his head like a dazed bull. He looks at Peevy and gives him a cold grin.

EXT- CLIFF AND PEEVY'S HOUSE- NIGHT

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 onto the Creeper'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.

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

CREEPER

Where?

CLIFF

Where what?!

CREEPER

Rocket.

Looking past the Creeper'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, the Creeper thrusts Cliff over his head. Cliff helplessly flails as the Creeper prepares to snap his spine.

A sharp crack is heard- the sound of wood splitting as loud pounding almost shatters the front door.

FITCH

(o.s.)

FBI-Open up!!

The Creeper throws Cliff aside, draws twin .45's, and begins blasting through the door.

EXT- CLIFF AND PEEVY'S HOUSE- NIGHT

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.

INT- CLIFF AND PEEVY'S HOUSE- NIGHT

Bullets splinter the home. Cliff and Peevy are flattened on the floor. The Creeper ignores them, fires and moves with combat precision around the house.

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

Suddenly Wooly flashes by the window, ready to come through the back door. The Creeper sights down the barrel of the pistol, aiming at the door. He squeezes the trigger... CLICK...He squeezes again...nothing.

EXT- BACK PORCH- NIGHT

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

Wooly 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.

EXT- SOUTH SEAS CLUB- NIGHT

A nightclub on Sunset Boulevard glitters like a jeweled brooch. A pair of neon palm trees appear to wave in a tropical breeze, flanking script reading, "SOUTH SEAS CLUB".

Below the sign, members of the Hollywood gentry in tuxedos and evening gowns wait at velvet ropes to be admitted by hulking doormen. Autograph hounds and photographers haunt the sidewalk, watching intently as touring sedans purr to the curb with their glamorous passengers.

A Dussenberg drives up. Uniformed attendants leap to the doors. Sinclair and Betty step out. He is impeccably attired in black tie. She has been poured into a form-fitting dress. As the couple stroll to the doors, cameras flash.

Betty is in awe as Sinclair's fans beseege him for autographs. Suddenly, an autograph book is shoved in Betty's hand. She starts to pass the book to Sinclair.

AUTOGRAPH HOUND

Not him, doll- you!

Betty's face lights up. Flashing a smile, she signs the book with a flourish and hands it back.

AUTOGRAPH HOUND

Thank you.

BETTY

Thank you.

Sinclair sweeps her away and on into the nightclub. The fan's excitement turns to confusion as he looks at the signature.

AUTOGRAPH HOUND

Betty Blake...??

INT- SOUTH SEAS CLUB- NIGHT

As Sinclair escorts Betty into the Club, she takes in the elegant surroundings with obvious delight. Sarong-clad waitresses with gardenias in their hair pass among tiered tables that embrace an enormous dance floor. A watertail tumbles behind the bandstand, where musicians play the latest music for the twirling couples. Above the potted palms and glowing lanterns is a mezzanine, with lounges and an office with louvered blinds.

ARMAND, the maitre d', appears at Sinclair's side.

ARMAND

Good evening, Mr. Sinclair, Madame.
Your table is ready. This way,
please.

Armand leads them across the room. Eddie Mars parts the
louvers of the office window overlooking the Club floor. He
watches with narrowed eyes as Sinclair and Betty are seated
at a well-placed table.

SINCLAIR

(to waiter)

A highball for the lady, and
I'll have my usual.

WAITER

Very good, sir.

The waiter departs.

BETTY

(glancing about)

It's just so...elegant.

SINCLAIR

So are you. You're absolutely
stunning.

BETTY

Thank you. Did Marlene Dietrich
really wear this dress?

SINCLAIR

That's what the wardrobe mistress
said. May I ask you something?

BETTY

Of course.

SINCLAIR

That chap who came by the set...

BETTY

I don't know why he was so rude—
I'd really like to apologize—

SINCLAIR

Quite all right. I couldn't help
but hear a bit of your conversation.
He's a pilot?

BETTY

Well, he was until yesterday.

SINCLAIR

Why, what happened?

BETTY

He lost his plane. There was an accident at the Air Circus. A car hit Cliff's GeeBee, then exploded. A man was burned up- it was horrible.

SINCLAIR

I see. What exactly is a GeeBee?

Betty displays a small gold GeeBee dangling from her bracelet, one of many charms.

BETTY

She was a racer, like this.

Sinclair gently holds her wrist and examines the tiny plane.

SINCLAIR

Fascinating. What's this round one?

BETTY

An orange, for when Cliff and I met. Dad owned a small ranch, and Cliff came through town, dusting the groves. Dad was broke, but Cliff helped us anyway...And Cliff gave me this little microphone after my first radio commercial...

She smiles to herself as she holds out a gold miniature figure of an aviator.

BETTY

(cont)

...And this pilot when I complained that he wasn't around enough.

VOICE

(o.s)

Godfrey Daniel, they've bronzed a midget!

SINCLAIR

Why, hello, Bill.

Betty turns, startled to see a tuxedoed W.C. FIELDS standing behind her. The comedian's tie is slightly askew.

FIELDS

Neville, you old scoundrel. Fall off any chandeliers lately?

SINCLAIR

Miss Betty Blake, may I introduce Bill Fields.

Giggling, Betty takes Fields' hand.

BETTY
How do you do, Mr. Fields?

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

Armand returns.

ARMAND
(to Sinclair)
Excuse me, sir...

Armand leans in and says something in a low voice. As Armand moves off, Sinclair rises.

SINCLAIR
Forgive me, Betty- I won't be a moment. Bill, keep the young lady company, won't you?

FIELDS
Thought you'd never ask. Beat it.

Fields slides into Sinclair's chair as Sinclair goes towards the mezzanine stairs.

FIELDS
(nodding after Sinclair)
Nice toupee.

BETTY
It is?

FIELDS
(winking)
Tortoise hair.

Betty laughs as the Waiter deposits two cocktails on the table. Fields sips Sinclair's drink and winces.

FIELDS
(cont)
Who ordered this- Shirley Temple?

He pulls a silver flask from inside his tuxedo jacket.

INT- EDDIE MARS' OFFICE- NIGHT

An agitated Eddie paces the carpet. A cigarette hangs from his mouth, and a newspaper is clenched in his fist. Rusty stands at the desk, speaking on the telephone.

RUSTY

(into phone)

Yeah...okay.

He hangs up, then turns to Eddie.

RUSTY

(cont)

There's this hash-house where the
flyers hang out. Spanish Johnny's
on his way to check on it.

Eddie nods, and Rusty crosses to the bar cabinet to mix a
bicarbonate of soda.

Sinclair walks through the office door and closes it behind
him.

EDDIE

(to Sinclair)

Seen the papers, "old bean"?

Eddie slaps the Los Angeles Times down on the desk. A
front-page photo of Cliff zooming over the airfield
accompanies the headline "ROCKETEER Saves Pilot".

SINCLAIR

Of course I've seen them.

EDDIE

It's on the radio, and the national
wire...by tomorrow the whole stinking
world's gonna know about this kid and
the rocket!

SINCLAIR

What is your point, Mars?

EDDIE

The point is you're keeping me
in the dark. My boys finally
track down this pilot, they get
to his house, it's all shot to
pieces and crawling with Feds!
What the hell are you and that
big monkey of yours up to?

Rusty hands Eddie a tumbler of fizzing bicarbonate. Eddie
downs it, wincing.

SINCLAIR

I must deliver the rocket tomorrow.
Does it matter whose man finds it?

EDDIE

It matters when your man breaks
my man in half!

SINCLAIR

One word from that Wilmer fellow
to the police would have hung us
both. Or are you too thick to have
seen that?

EDDIE

You don't know who you're talking
to, friend!

SINCLAIR

I know precisely- a small time hoodlum
with an admitted talent for cheap
rackets. You'll follow our contract,
or I'll demolish your little empire
with a phone call.

EDDIE

I could make a phone call of my own.

SINCLAIR

And whom do you suppose the authorities
would respond to? A known criminal
or the number three box office star
in America?

Eddie glares at him a moment.

EDDIE

Sinclair, you are one oily bastard.

SINCLAIR

That's why you and I work together
so well.

Eddie looks down through the louvers to the Club's main
floor.

EDDIE

So now come I'm doing all the
heavy lifting while you're
downstairs romancing some broad?

SINCLAIR

This Rocketeer has something we want.

He joins Eddie at the window, peering down to where Betty is
laughing at a Fields wisecrack.

SINCLAIR

(cont)

And that "broad" is something he wants.

Eddie looks at Sinclair, eyebrows raised in appreciation. With a self-satisfied smile, Sinclair goes out the door.

EDDIE

(muttering)

"Number three box office star"....!

RUSTY

I saw his last picture, it stunk on ice.

EXT- BULLDOG DINER- NIGHT

Butch the bulldog watches a black sedan stop before the diner. As Spanish Johnny and two Mars goons step from the car, the dog growls.

Johnny and the thugs keep a wary eye on Butch as they move quickly up the walk. As the last tough enters the diner, Butch snaps his jaws at the man's ankle.

INT- BULLDOG DINER- NIGHT

Skeets, Goose, and Malcolm are at the counter, bottles of beer before them. Millie looks up from the grill as the three gangsters amble in. She glances curiously at their expensive suits and slick hair.

MILLIE

What can I do for you gents?

SPANISH JOHNNY

We're looking for Cliff Secord, ma'am. Anybody here know him?

Millie looks at the pilots, who say nothing.

SPANISH JOHNNY

(cont)

We need a flyer for a real special job, and we hear he's the best around.

Grinning, Johnny takes out a thick wad of twenty-dollar bills.

SPANISH JOHNNY

(cont)

There's a lot of lettuce in it...hate to see the kid miss out.

Malcolm's glassy eyes widen at the sight of the money. Johnny notes the look and crosses to the inebriated pilot.

SPANISH JOHNNY

(cont)

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

(holding up a twenty)

How about it, Dad?

Malcolm licks his lips.

MALCOLM

Well...

Goose kicks him below the counter. Malcolm starts, catching
himself.

MALCOLM

(cont)

Ain't seen him around.

Spanish Johnny removes the money, the friendly smile fading
from his lips.

MILLIE

(to thugs)

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

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

SPANISH JOHNNY

We'll order. Those pies look
mighty good.

Spanish Johnny suddenly seizes the rack of pies from the
counter. Millie cries out as he hurls it through the
service window onto the grill.

Skeets and Goose jump from their stools to face off the
thugs.

SKEETS

Hey- what in hell do you think
you're doin'-!

The pilots are stopped by the .38's that suddenly appear in
their faces.

SPANISH JOHNNY

Don't interrupt my meal.

(picking up coffee pot)

I like coffee with my pie.

MILLIE

Please don't-!

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

Unnoticed by the thugs, two pairs of eyes are peeking through a gap in the ceiling boards.

INT- BULLDOG DINER, STOREROOM- NIGHT

Cliff and Peevy crouch on the floor of the tiny cluttered storeroom in the Bulldog's "head". Cliff boils as they spy on the action below.

CLIFF

(harsh whisper)

I'm going down there!

Cliff starts to rise, but Peevy pulls him back.

PEEVY

They got guns! Somebody'll get hurt!

INT- BULLDOG DINER- NIGHT

Spanish Johnny scowls as he eyes the counter-top jukebox.

SPANISH JOHNNY

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

He rips the jukebox from its post and dashes it to the floor.

GOOSE

I'm tellin' you- we don't know where he is!

Johnny pokes a manicured finger into Goose's chest.

SPANISH JOHNNY

Well, find out, bo. 'Cause we'll be back.

He leads the goons out the door. Goose puts his arm about the weeping Millie.

EXT- BULLDOG DINER- NIGHT

Spanish Johnny and his cohorts climb into the sedan.

The enormous stucco dog stares out blankly. Then, a bumping is heard, and one of the diner's "eyes" creaks open. Cliff's and Peevy's heads sneak into view. They watch as the sedan speeds off and disappears up the dark street.

INT- BULLDOG DINER- NIGHT

Cliff and Peevy descend the ladder from the small storeroom in the Bulldog's "head". The remorseful Cliff immediately goes to Millie.

PEEVY

(surveying damage)

Dirty bastards!

CLIFF

Millie, I'm sorry! This is my fault, I'll pay for everything, I promise.

GOOSE

Secord, what the hell have you gotten yourself into this time?

CLIFF

Look, the less you know, the safer you'll be.

SKEETS

If you don't spill it, we can't help.

CLIFF

Just trust me fellas. And thanks for covering, it took a lotta guts. Now, Millie, you sit down. Peev, get a couple brooms, let's clean this up.

The phone rings. Skeets answers it as the others begin to pick up the mess left by the thugs.

SKEETS

(into phone)

Bulldog Cafe...Slow down, Elmo, I can't--When? Oh, Jeez, that's awful!...Yeah...Bye.

Skeets hangs up the phone, his face drawn.

SKEETS

(cont)

It's Bigelow. Somebody broke into his office, killed him.

Millie gasps and the others react with horror. Peevy grips Cliff's arm and pulls him aside.

PEEVY

Cliff- they went to the airstrip...
they came to the house...then they
came here...the next place-

CLIFF

Betty-!

Cliff jumps over the counter and grabs the telephone.

CLIFF

(to Operator)
Westwood 4578.

INT- APARTMENT HALLWAY- NIGHT

The hall telephone in an apartment building rings. Betty's friend Irma comes out her door in bathrobe and curlers.

IRMA

(answering phone)
San Berdoo Arms...Oh, hello, Cliff.
No, she's out...After the way you
treated her on the set, I don't
think I should tell you where
she is--don't you use that kind of
talk with me, Mr. Secord! If you
must know, she's out with Neville
Sinclair...You heard me. He took
her to the South Seas Club. A girl
appreciates a little class now and
then-

(the line goes dead)
Hello?

INT- BULLDOG DINER, STOREROOM- NIGHT

in the tiny cluttered storeroom of the Bulldog's "head", the
rocket pack sits on a rickety table.

Cliff reaches in to seize the machine. Peevy's gnarled hand
wraps about Cliff's wrist.

PEEVY

What're ya doin'?

CLIFF

I've gotta warn Betty.

PEEVY

Take a cab!

CLIFF

Halt the city's looking for us!
I can fly to Hollywood in five
minutes and nobody can follow me.

PEEVY

The only place we're takin' that
rocket, is straight to the cops!

CLIFF

We will. But, after I get Betty
to a safe place. Peev, I'm sorry.
I should've listened to you from the
start. I just got carried away.

PEEVY

We both did, Cliff.

CLIFF

I almost got us killed. And now
Bigelow's dead, and they're
threatening our friends. I gotta
use the rocket to make sure Betty's
okay. And then I'll turn it in.
I swear.

As Peevy watches in silence, Cliff straps the rocket on his
back. Peevy hands him the helmet.

PEEVY

Just be careful, dammit. Somebody's
playin' for keeps- and you're the
Jackpot. No heroics.

CLIFF

(strapping on helmet)
Do I look like a hero to you?

The translucent glass of the Bulldog's "eyes" cast circles
of moonlight on bronze and leather. The Rocketeer stands
ready.

PEEVY

Yeah...you do.

CLIFF

(muffled)
What?

PEEVY

Nothin'...
(patting helmet)
God's speed.

Cliff ascends the narrow ladder to a small trap in the roof.
Peevy looks at the rocket glistening on Cliff's back.

PEEVY

Wish I'd never set eyes on the
hell-fired thing.

EXT- BULLDOG DINER- NIGHT

Cliff stands precariously on the Bulldog's "head". He takes a deep breath and poises his thumb over the ignition button.

CLIFF

Here goes nothing.

He presses the switch. The enormous dog is briefly crowned with fire as the Rocketeer blasts off into the darkness.

EXT- HOLLYWOOD- NIGHT

Like a shooting star, Cliff streaks through the night, the lights of the city brilliant below.

Circling like a hawk, Cliff looks down at the confusing swirl of illuminated streets and rooftops.

He fumbles in his jacket for a map of the city. As he attempts to open it, the wind plasters the map to his helmet, blinding him. Cliff tears at the map. It flies off and bursts into flames as it passes through the rocket's exhaust.

As the Rocketeer passes over Hollywood Boulevard, he is suddenly illuminated by a spotlight.

Startled, he looks down to see Graumann's Chinese Theatre. A gala movie premiere is in progress.

EXT- CHINESE THEATRE- NIGHT

On the theatre's roof, an excited SPOTLIGHT MAN is attempting to track Cliff across the sky.

SPOTLIGHT MAN

What the heck...?

He swings the heavy light on its pivot. Then, the operator's foot slips over edge of the roof. He stumbles, and rolls over the brink, hands clawing. His fingers seize on a gutter and he hangs precariously over the forecourt.

Down below, however, all attention centers on a roped-off pad of wet cement.

Theatre owner SID GRAUMANN stands at a microphone, trying to get the attention of the crowd, who are transfixed by the beautiful blonde walking up the red carpet. Flashbulbs pop like fireworks.

GRAUMANN

Ladies and gentlemen, please...please welcome the lovely Ginger Rogers, who will become part of Hollywood history by leaving the prints of her hands and feet in our world famous-

A panicked voice interrupts Graumann.

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 searchlights sweep over to illuminate him. Women scream as the unfortunate employee vainly attempts to pull himself up. Helpless, Ginger Rogers, her tuxedoed escort, and the pack of spectators hold their breath.

Then, the man's fingers loose their desperate grip. The crowd gasps in horror as he drops towards the pavement.

An explosive roar thunders down from above. Cliff's path is drawn by the rocket's fiery trail as he scoops up the falling man just before impact. Barely managing the extra weight, Cliff circles above the crowd then drops the man safely into a group of policemen.

The crowd goes berserk. Every spotlight, camera, and eye is on Cliff. He executes a loop and lands proudly, feet spread, hands on his hips.

It is his best landing yet- but for his feet planted firmly in the wet cement.

Flashbulbs flare blindingly as 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. As Cliff blasts off into the night sky, the thrust carves a crater in the cement between his footprints.

Thinking like a true snowman, Sid Graumann grabs a pencil from a reporter. He reaches down and quickly etches "THE ROCKETEER" in the cement.

FIRST REPORTER
Miss Rogers! Miss Rogers!

GINGER
(turning with a smile)
Yes?

FIRST REPORTER
Would you step aside, please?

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

EXT- SOUTH SEAS CLUB- NIGHT

A gigantic pug-nosed BOUNCER guards the ornate entry to the South Seas Club. Cliff approaches, the rocket and helmet secreted in a worn duffel bag. As he attempts to stroll in, the Bouncer places a firm hand on Cliff's chest.

BOUNCER
Where d'ya think you're goin', sport?

CLIFF
Oh, I get it.

Cliff rummages in his pocket and holds out a quarter. The Bouncer ignores the coin.

BOUNCER
Black tie only. So am-scray.

Cliff glowers for a moment, then skulks off.

A beat later, a group of a dozen properly attired socialites passes the Bouncer, who tips his hat courteously as they go inside. Then, the Bouncer sees a pair of scuffed boots among the patent leather shoes. The Bouncer hurries inside after the group.

There are the sounds of a commotion inside. Then, Cliff tumbles back through the doors onto the pavement. Cliff gets to his feet in time to catch the duffel bag the Bouncer tosses at him.

BOUNCER

And stay out.

Cliff slumps off, face red, as the sidewalk crowd points and snickers.

Cliff makes his way to the side of the building. He cautiously peers through a window at the gaiety within the Club. He spies Betty and Sinclair in the middle of the room, having dessert. An upended champagne bottle rests in a bucket beside their table.

Mouth set, Cliff slips off.

EXT- SOUTH SEAS CLUB, ALLEY - NIGHT

Cliff looks through an arched transom window that drops into the Club's cellar. He tentatively pushes the window, and it creaks open. Duffel bag in tow, Cliff slips through.

INT- LAUNDRY ROOM- NIGHT

Cliff drops quietly into the laundry room. A door leads into the kitchen. Cliff opens it a crack. He peeks through to see white-coated chefs and busboys scurrying about.

Glancing around, Cliff sees several busboy coats hanging on pegs. He grabs a large coat, pulls it over his leather jacket, and buttons it up. He starts for the kitchen door, then realizes that the duffel bag in his hand would look suspicious.

Beneath a chute are a pair of large laundry sacks, stuffed with dirty linen. He swiftly hides the duffel, with its rocket pack and helmet, in one of the bags.

Composing himself, Cliff goes through the door and hurries unnoticed through the kitchen.

INT- SOUTH SEAS CLUB- NIGHT

As the band plays a romantic number from their floating platform, Sinclair and Betty dance beneath the sea-shell strewn nets and glowing paper lanterns.

Another couple drifts close by. A beautiful redhead peers over her escort's shoulder with bedroom eyes. As Sinclair winks surreptitiously, the woman replies by mouthing the words, "I love you."

BETTY

Neville...I'm having a lovely time, really...but we still haven't talked about the part.

SINCLAIR

Part...? Ah, the Saxon Princess. I have the script in my car. We'll look it over later.

BETTY

It's just that it's getting late, and...

SINCLAIR

The boyfriend?

They swirl past a small "island" of tropical foliage.

BETTY

Well, I--

She is interrupted by something pulling at the hem of her gown. She does not see a hand quickly withdraw into the foliage.

SINCLAIR

Something wrong?

BETTY

My gown caught on something. You were saying?

SINCLAIR

You seem quite taken with your young man.

BETTY

(smiling)

Yes...I suppose I am.

SINCLAIR

("wounded")

Darn the luck!

As Sinclair spins her about, she faces the island. Betty's eyes widen in disbelief as the tronds part. Clifffurtively stares back at her from his hiding place. He beckons to her.

The music ends. Trying to maintain her composure, Betty applauds. Sinclair offers his arm to lead her back to the table.

BETTY

Um...Will you excuse me? I've got to powder my nose.

SINCLAIR

Of course.

He goes back to the table. Betty watches him, then crosses to the island.

In the first tier of tables from the dance floor sits a GOSSIP COLUMNIST in a wide, elaborate hat. Across from her is the back of an immaculately groomed head of dark hair.

COLUMNIST

So tell me about your latest project, Cary.

CARY GRANT

The foreign legion picture? It's bloody hot out there in the sun. But, you know what they say about mad dogs and Englishmen.

The Columnist laughs. Then, looking past Cary's shoulder, a curious look overtakes her features.

CARY GRANT

What is it?

The Columnist watches Betty, bent over the foliage, talking in a harsh whisper as she gestures animatedly.

COLUMNIST

There's a girl over there arguing with a plant.

CARY GRANT

She must have a skinfull.

Betty is abruptly yanked into the bushes, disappearing.

COLUMNIST

Well, I never-!

(waving to Maitre d')
Armand!

INT- SOUTH SEAS CLUB, "ISLAND"- NIGHT

Betty tumbles into in the bushes on top of Cliff. She angrily pushes herself away from him.

BETTY

You have really gone too far this time. Duster!

CLIFF

Will you just listen for a minute?!

BETTY

Make it fast- before I die of embarrassment!

CLIFF

I'm in trouble.

BETTY

No kidding.

CLIFF

Real trouble. Betty, prepare for a shock: I'm the Rocketeer.

BETTY

The Rocka-who?

CLIFF

For crying out loud, haven't you seen the papers?

BETTY

No, I came right from the set.

CLIFF

The Rocketeer! It was even on the radio- the flying man, at the air-show. Malcolm was about to crash, and I-

Betty is staring at him, completely mystified.

CLIFF

(cont)

I tried to tell you before. Peevy and me found an engine. You strap it on, and you can fly like a bird. But I did a stupid thing. I used it, and the men who own it want it back. And they're willing to kill for it.

BETTY

You really are crazy.

CLIFF

I know it sounds that way, but it's the truth. They've already killed Bigelow trying to get to me and now I'm scared to death that they'll find you.

Betty looks at him a moment.

BETTY

You're serious.

CLIFF

What you've got to do now is walk out of here. Get into a cab and go to your Mom's in Redlands. Stay there 'til you hear from me.

BETTY

If you're in trouble, Cliff, I'm staying with you.

CLIFF

Do you love me?

BETTY

You know I do.

CLIFF

Then you'll do what I say.

BETTY

What about you?

CLIFF

I'll be okay. I promise.

They put their arms about each other and kiss briefly.

CLIFF

(cont)

Now go on. I'll give you a call soon as I can.

She clings to him another moment. Then, giving him a brave smile, she rises and goes through the brush back onto the Club floor. Cliff waits until she is out of sight, then cautiously parts the foliage to make his getaway.

The scowling face of the Bouncer glares back at him.

BOUNCER

Some guys just don't listen.

The Bouncer seizes Cliff by the collar and roughly hauls him from the pines. Cliff struggles uselessly as the huge doorman drags him towards the front door.

At his table, Sinclair impatiently taps a cigarette on its silver case. He glances at his watch.

SINCLAIR

(muttering)

Where is that girl?

He looks about the crowded room for Betty. His gaze is drawn to Cliff wriggling in the grasp of the Bouncer. Sinclair rises slowly from his seat, eyes narrowed in recognition.

EXT- SOUTH SEAS CLUB- NIGHT

Betty stands at the curb outside the Club doors, desperately waving down a cab.

A taxi stops. She gratefully reaches for the door, but is bumped aside by an inebriated man and date. The rude couple slam the door and the taxi drives off.

A red coupe pulls up. The valet drivers blink as the Creeper steps from the car. Adjusting his tie, Sinclair's grotesque henchman ambles to the Club entrance.

INT- SOUTH SEAS CLUB- NIGHT

Nearing the front doors, the Bouncer grips Cliff by the collar and pants seat, ready to administer the "bum's rush".

CLIFF

Let go, ya big ox!

Suddenly, Cliff's eyes pop in horror. The Creeper is walking in, heading directly for Cliff. As the hulking thug catches sight of Cliff, he gives the pilot a blood-chilling grin.

Panicking, Cliff wrenches his elbow into the Bouncer's stomach. As the man loosens his grip, Cliff whirls about and launches his knee into the Bouncer's groin.

The Bouncer grunts and topples backwards over a low railing, landing in a startled customer's baked Alaska.

Elding the Creeper, Cliff bolts through the crowd, pushing people aside as he dashes for the kitchen.

Sinclair rushes up beside Rusty, who is coming down from the mezzanine to investigate the commotion.

SINCLAIR

It's Secord! Stop him!

Rusty whistles loudly, gaining the attention of two thugs at the bar.

RUSTY

Jeff! Mike! Get that guy!

As Rusty and his men join the Creeper in pursuit, Cliff bumps through the annoyed dancers before the bandstand. He reaches the swinging door to the kitchen and dashes through.

INT- LAUNDRY ROOM- NIGHT

The raised voices of busboys and cooks mix with the clatter of breaking plates and banging pots.

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

Where once had stood two laundry sacks, twenty more have joined them. Crying out in desperation, Cliff dives onto the pile and frantically begins to tear through them. Outside the door, a heavy thumping is heard as Mars' goons try to break in.

INT- KITCHEN- NIGHT

As the gangsters throw their shoulders against the unmoving door, Sinclair and the Creeper rush up behind them.

SINCLAIR

(to thugs)

Stand aside!

The benemoth grips the door, tendons standing out like ropes on his gnarled hands. Hinges bend, then snap as the Creeper tears the door from the threshold.

INT- LAUNDRY ROOM- NIGHT

Guns drawn, the thugs rush into the laundry room, followed by Sinclair and the Creeper. Soiled linen and empty laundry sacks are scattered about the room. Cliff is not in sight.

Rusty points to the large square opening in the wall where the laundry chute ends.

RUSTY

There he is!

A pair of boots and rumpled cuffs indicate that Cliff is standing in the chute. The thugs charge at the wall.

They are blown backwards by a gout of fire as Cliff thumps the rocket's ignition and blasts up the chute.

INT- LADIES' LOUNGE- NIGHT

The Gossip Columnist checks her make-up in the ornate ladies' lounge. She speaks to another woman at the mirror beside her.

COLUMNIST

I tell you, this place is going to the dogs. Not two minutes ago, there was a couple making whoopee in the bushes!

There is a rumble in the wall behind them. An instant later, the laundry chute door bursts open with a "clang!" as the Rocketeer's helmet smashes through.

The women scream and duck as Cliff flies from the chute and bellylands on a towel cart. The burning rocket propels Cliff and the cart across the lounge.

INT- SOUTH SEAS CLUB- NIGHT

Cliff and the cart zoom through the lounge doors, bowling over a couple of men waiting for their dates. The cart rams the mezzanine railing, stopping cold. Cliff's velocity shoots him off the cart, and the Rocketeer sweeps high over the floor in a wide arc.

The astonished patrons yell and scream, some diving for cover. A few stand and point at Cliff.

VARIOUS PATRONS

"The flying man!"... "The guy in the papers!" "The Rocketeer!"

Eddie storms from his mezzanine office.

EDDIE

What in hell--!!

Spotting Cliff, Eddie yells down to the goons by the front door.

EDDIE

(cont)

Stevie! Monk! Stay by the doors!
We'll trap him like a fly!

Cliff whips past the mezzanine, passing Eddie, who drops to the rug. The rocket's concussion blows the windows into Eddie's office.

As glass falls, patrons begin to panic, and make for the exits.

Seeing the front doors blocked, Cliff makes a u-turn and drops his altitude. He soars low over the table tops. Scorched linen flies like sheets in a tornado.

Cliff is heading for the kitchen when Rusty and his Mars soldiers barrel through the door. The goons point their revolvers.

Cliff banks hard. His path takes him through the ranks of cowering musicians. Instruments are flung aside and music flies confetti-like across the bandstand.

As the mayhem mounts, the few clubgoers not already under their tables flee in terror.

Armed with Tommy guns, two thugs stand at the mezzanine railing with the enraged Eddie.

EDDIE

He's wrecking the place! Bring
him down- now!

The Tommy gunners open up, spraying bullets through the ratters and Japanese lanterns as Cliff whizzes past.

EXI- SOUTH SEAS CLUB- NIGHT

Betty is about to step into a cab when the sounds of gunfire have reached the crowd outside the Club.

Alarmed, she abandons her taxi and goes to one of the porthole windows in the Club's facade.

At that moment, the Rocketeer whistles past.

BETTY

Cliff-!!

Betty pulls away from the window just before a .50 caliber round blows the window from its frame.

She runs to the Club's doors, and elbows her way past the fleeing diners.

INT- SOUTH SEAS CLUB- NIGHT

The shooting abruptly stops. Gunsmoke hangs in a thick haze. Rusty and the goons scan the Club for the Rocketeer. They ignore the wails of the terrified Clubgoers who tremble in the wreckage. Eddie runs up beside them.

EDDIE

Did you hit him?

RUSTY

I dunno...

The roar of the rocket is suddenly heard. The gangsters tense, looking for the source of the noise.

Cliff soars from behind the waterfall, parting the curtain of water like a spear. As the thugs try to draw a bead on him, the Rocketeer scoops up a man-sized carved Tiki idol from among the potted palms. Cliff banks and flies full speed for the front doors.

Just before reaching the doors, Cliff releases his payload. The Tiki sails like a missile. The goons at the door dive aside as the Tiki bashes through the portals, opening an escape path.

Cliff loops towards the roof, intending to soar back through the opened doors.

But a pair of Eddie's men are a step ahead of the Rocketeer. Each yanks a thick rope from moorings on support columns.

A giant decorative fishing net strewn with sea shells, fake fish, and ukeleles drops from the roof, catching Cliff in mid-flight. Hopelessly tangled, Cliff struggles to free himself. The thugs need all their strength to hold steady on the net, finally dragging Cliff to the floor.

Sinclair smiles as the captive Cliff thrashes. He nods to the Creeper beside him.

SINCLAIR

Get the rocket.

The Creeper quickly crosses towards the trapped Rocketeer. All at once, Cliff thumps the idling engine. The thick strands of the net burst into flame.

The charred ropes part and Cliff struggles to his feet. But before he can launch himself, the Creeper is upon him. Then, Cliff clamps his hand down on the wrist control.

The rocket roars to life. Still clinging to Cliff, the Creeper's huge girth cartwheels in flame-spewing circles across the dance floor.

Cliff and the Creeper roll to a tangled stop. A palm tree behind the Creeper moves. Betty suddenly appears. In her hands is a large plaster sea horse. She swings the sea horse like a baseball bat into the Creeper's head.

The stunned Creeper grunts and releases Cliff. Still dazed, Cliff stumbles away. The helmet's narrow field of vision prevents him from seeing Betty.

Betty starts after Cliff, but is stopped by Sinclair.

SINCLAIR

You'd best come with me, my dear.

She starts to protest, then sees the small automatic pistol pressed discretely against her ribs.

Cliff runs woozily to the dance floor. He repeatedly clicks the ignition button, but the rocket sputters like a stalled car. Eddie and his goons draw themselves in a circle about Cliff, advancing with weapons ready.

EDDIE

Okay, kid...take the rocket off,
real slow, and you won't get hurt.

Cliff gives the wrist button a final desperate jab.

The engine fires. Rusty and another thug dive for the Rocketeer's ankles, but are too late. Cliff shoots straight up as the engine screams.

At the last second, Cliff sees the skylight in his path. There is no time to adjust his flight. 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 up through the broken skylight. He lines Cliff up in his sights, and squeezes the trigger as the Rocketeer soars over the Club's roof.

EXT- SOUTH SEAS CLUB- NIGHT

A line of slugs stitch the night. One catches Cliff a glancing blow to the helmet, creasing the bronze.

Dazed, the Rocketeer spirals out of control, tumbling through the dark sky. In seconds he is several blocks from the Club.

EXT- LUCKY STRIKE BILLBOARD- NIGHT

A large billboard likeness of Sinclair blows a smoke ring into the quiet night. A distant whistle turns into a roar as Cliff smashes through Sinclair's mouth and into an alley below the billboard.

EXT- ALLEY- NIGHT

Cliff crash lands on a pile of trash. He rolls down the heap in the limp sleep of the unconscious and lies still. A thread of blood courses from beneath the helmet, and one of its green lenses is cracked.

A moment later, Sinclair's Dussenberg speeds past the alley and whips around a corner.

INT- SINCLAIR'S CAR- NIGHT

As the Creeper expertly steers the auto, Sinclair has Betty in the back seat, held at bay with his automatic. The girl is pressed fearfully against the rich upholstery.

BETTY

What are you doing, Neville? Please, let me go!

SINCLAIR

I'm afraid I can't do that.

BETTY

At least put the gun away.

Sinclair considers this a moment, gazing at the terrified girl. He starts to slip the pistol into his coat.

SINCLAIR

But one foolish move and I'll-

Betty interrupts Sinclair's threat with a solid punch to his jaw. The astonished spy falls back against the seat. His face contorts with pain and rage.

SINCLAIR

You bitch-!

He lunges at her, hand raised. Betty gets her back to the door and kicks wildly at Sinclair. Her sharp heels stab at the man's chest.

The Creeper stomps on the brake. The car halts on an empty street.

As Sinclair and Betty struggle, the Creeper quickly takes a bottle from the glove compartment. He soaks a handkerchief with its contents, then pivots to face the rear seat. The henchman calmly grabs a handful of Betty's thick hair and pulls her head back. Her cries of pain are muffled by the chloroform-doused cloth clamped to her mouth.

Betty writhes for a moment. Then, her eyes roll up and she collapses, out cold.

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

In a richly furnished guest room, Betty lies asleep on a wide, opulent bed. She is still dressed in her evening gown, her image reflected in a large, gilt-edged mirror on the ceiling.

Sinclair sets down the bottle and glasses. He takes a vial of smelling salts from the nightstand. Sitting on the edge of the bed, his cold appraising eyes rake over the dozing young woman. Sinclair waves the salts beneath Betty's nose.

Betty groans, then stirs. Groggy from the chloroform, she sits up, looking about with glassy eyes. As her vision clears, she sees Sinclair and recoils instinctively.

BETTY

Where am I?

SINCLAIR

Welcome to my home.

Sinclair pours some brandy and offers her a snifter.

SINCLAIR

(cont)

It will clear your head.

Betty takes the glass. She sniffs at it suspiciously.

SINCLAIR

(cont)

Don't worry. I wouldn't spoil
a fifty-year-old brandy.

Betty sips the drink.

BETTY

Why are you doing this, what's
going on?

SINCLAIR

It's strictly business. Your
fellow has something that belongs
to me.

BETTY

You tried to kill him!

SINCLAIR

Not I. It was Mars and his brutes.
I simply wish to make an exchange.
You for the rocket. And I promise
that no one will be harmed.

BETTY

I don't understand any of this.
How did a Hollywood star like
you get involved with-

SINCLAIR

That's not important.

(rising)

You can't be comfortable in that
gown.

He crosses to an armoire and opens it with a flourish,
revealing a dozen negligees. Betty rises from the bed and
goes to the wardrobe. She fingers the fine laces and silks.

BETTY

They're beautiful...!

SINCLAIR

Paris originals.

Betty selects a sheer black lace gown and holds it against herself, studying the reflection in the armoire's mirror. Sinclair vainly eyes his own image, tenderly touching his bruised jaw.

SINCLAIR

(cont)

You have quite an uppercut, darling.
I rather admire that.

BETTY

You do?

SINCLAIR

Oh, yes. I don't care for a woman
who merely fawns and surrenders.
I prefer a challenge, even if it
means a bruise or two.

BETTY

Sometimes I like a challenge, myself.

Sinclair gazes at her with growing interest. He steps in and attempts to kiss her. Betty places a hand against his chest, stopping him.

BETTY

(cont)

Not here. Come over to the light.
I want to see your face glow like
it does on the screen...

She leads him towards the lamp on the night table.

BETTY

(cont)

I want to see the man who rescued
Maid Marian and made love to Helen
of Troy.

Sinclair crushes his mouth to hers. After a moment, Betty pulls away, gasping.

BETTY

(cont)

You're incredible!

She seizes him and returns the kiss passionately. Then, Betty's hand grabs the lamp from the nightstand and brings it down on Sinclair's head. The lamp shatters and Sinclair drops unconscious to the floor. Betty shudders in revulsion.

BETTY
I finally played a scene with
Neville Sinclair.

She crosses to the door and opens it silently, then slips out into the hall.

INT- SINCLAIR'S HOUSE, HALLWAY- NIGHT

Betty creeps to the stairway landing. She is stopped by the sight of the Creeper sitting in the foyer below. Her desperation mounting, Betty returns to the guestroom.

INT- SINCLAIR'S HOUSE, BEDROOM- NIGHT

Betty leans a chair against the door, then crosses to a set of French windows and pushes aside the drapes. She swings the windows open. A six-inch-wide strip of ornamental stone runs below the windows the length of the facade. Beyond the strip is a two story drop to the driveway.

Betty slips off her shoes, then daringly steps out onto the ledge.

EXT- SINCLAIR'S HOUSE- NIGHT

Heart pounding, Betty flattens herself against the stone wall. She begins to inch along the ledge towards another window some twelve feet ahead.

Betty reaches up to grab a piece of guttering for stability. There is a sudden flurry of wings as a pigeon swoops from beneath the eaves.

Startled, Betty nearly topples backward. Her flailing fingers find the guttering, arresting her fall. She pauses to regain her courage, then takes another couple of steps.

Without warning, a piece of the ledge breaks free beneath her weight. Betty's leg shoots down into the gap. She instinctively grabs a section of vine-covered trellis. The aged wood cracks ominously, but holds.

With great effort, Betty pulls herself up, then continues the short distance to the next window.

INT- SINCLAIR'S LIBRARY- NIGHT

The library window silently opens. Disheveled and breathless, Betty crawls into the room. She creeps across the carpet towards the door.

Listening, she hears voices approaching. Betty looks about, panicked. There is nowhere to hide. She hurries back to the window. Gripping the sill, a piece of molding moves. Part of the wall panelling swings out, revealing the small radio room.

Betty slips into the cubby hole and closes the panel.

INT- RADIO ROOM- NIGHT

As her eyes become accustomed to the light, Betty sees the transmitter. She quickly glances at the various documents and codebooks piled on the radio table.

She sees a sheaf of papers clipped together. There are also "Rocketeer" news clippings and handwritten notes. Printed at the bottom of one paper is "AMBROSE PEABODY- Aviation Mechanic". Above the logo is Peevy's rocket pack diagram, stolen by the Creeper. Betty folds the diagram and hides it in the bosom of her gown.

The voices have entered the library. Desperate, Betty seizes the radio microphone and hits switches until the transmitter lights up and static crackles from the speaker.

BETTY

(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. Betty starts, realization dawning.

BETTY

(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. The Creeper novers ominously at his elbow.

SINCLAIR

(cont)

A spy...a saboteur...a fascist?

(snarling)

All or the above.

INT- BULLDOG DINER- NIGHT

The back door latch is jimmied open, and Cliff slips in. A streak of dried blood mottles his brow. He looks about the empty diner. He crosses beneath the trap door to the "head" and calls up the ladder in a harsh whisper.

CLIFF

Peev...?

There is no reply. Cliff cautiously ascends the ladder to the trap door.

INT- BULLDOG DINER. STOREROOM- NIGHT

The trap in the storeroom's floor lifts. Supporting the door with one hand, Cliff pokes his head up and peers through the gloom.

CLIFF

Peevy, you up here...?

PATSY

(o.s.)

Hey, Cliff!

CLIFF

Yannh!

Startled, Cliff drops the trap on his head and disappears from sight, followed by a clatter and thud.

INT- BULLDOG DINER- NIGHT

Cliff sits on his rear at the bottom of the ladder, holding his bumped head. The bathrobe-clad Patsy stands over him.

CLIFF

You scared the livin' hell- uh, neck outa me!

PATSY

Sorry!

(seeing dried blood)

Gosh, are you hurt bad?

CLIFF

I'm okay.

(getting to his feet)
Where's Peevy?

PATSY

Some men came and took him away.

CLIFF

What men?!

PATSY

I dunno, big guys in suits.
Me and Mom tried to stop 'em...
Are they gonna hurt Peevy?

Cliff kneels and puts a comforting hand on the child's shoulder.

CLIFF

No, I'm sure they just want
to talk to him.

They both jump as the phone rings. They look at one another
a moment.

PATSY

Should I get it?

CLIFF

Yeah...guess you better.

He follows her to the phone. He holds the receiver for her
so that both can hear.

PATSY

(into phone)
Hello, Bulldog Cate.

EDDIE

(voice on phone)
Who is this?

PATSY

Patsy Muldoon.

EDDIE

Lemme talk to someone over twelve.

She looks at Cliff. He signals "No."

PATSY

I'm the only one here.

EDDIE

(hesitates)

Okay, but pay attention, dammit.
If your pal Cliff Secord shows up
there, tell him that I got a deal
for him. He gives me what I want...
and I'll give him back his girl.

PATSY

You mean Betty-?

Alarmed, Cliff grabs the receiver from Patsy.

CLIFF

(into phone)

You're bluffin'! She's safe outa
town by now!

EDDIE

well, it isn't the Bullet Boy
himself. So I'm bluffing? Get
a load of this, smart ass.

Betty's voice trembles over the line.

BETTY

Cliff...is that you?

CLIFF

Betty! Where are you, what are they-!

Eddie cuts back in.

EDDIE

Just a taste, lover-boy, so you know
we're serious.

CLIFF

You lousy son-of-a-!

EDDIE

Careful. If you're not polite
I'll take it out on her. You meet
us with the rocket, and we'll make
the swap.

CLIFF

Where?

EDDIE

Diablo Blanco Canyon. Here's the
coordinates. 32 degrees, 14 minutes
North, 117 degrees, six minutes West.

Cliff grabs a pencil and order pad.

CLIFF

(writing)

Hold on- that's Mexico!

EDDIE

So wear a sombrero. We'll be waiting
for you. And, Secord? Come alone
or the girl's dead.

CLIFF

Wait a minute- what about Peevy-!

Eddie hangs up.

PATSY

Cliff, what's goin' on?

CLIFF

be quiet, Patsy, I've gotta think!

PATSY

(starting to cry)

Where's Betty, what're they
gonna do to her?

Immediately remorseful, Cliff kneels to comfort the girl.

CLIFF

I didn't mean to yell at you.
Listen...can you keep a big
secret?

PATSY

Cross my heart!

CLIFF

You know the flying man who saved
Malcolm today?

PATSY

The Rocketeer!

CLIFF

That was me.

PATSY

Really?

Patsy stops sobbing and wipes her eyes.

CLIFF

Have I ever lied to you? I'd show you the rocket right now, but I hid it in an alley.

PATSY

Then it'll be okay! You'll save Betty, and Peevy, 'cause the Rocketeer can do anything!

Cliff looks at her, unsure of the answer.

PATSY

(cont)

Well, can't he, Cliff?

Cliff puts his hands on her small shoulders, soaking up the faith in her eyes.

CLIFF

Yean...yea, maybe he can.

Patsy impulsively throws her arms around Cliff's neck, hugging him tight.

Suddenly, both the front and rear doors of the diner are kicked in. Led by Fitch and Wooley, four large men with guns rush in to surround Cliff. Fitch flashes his badge.

FITCH

Federal agents. You're under arrest.

INT- OFFICE CORRIDOR- NIGHT

The FBI agents march Cliff down a corridor hung with aircraft photos. They halt at a pair of oak doors. Fitch swings them open and leads Cliff through.

INT- HOWARD HUGHES' OFFICE- NIGHT

Cliff and the agents file into the office. Hughes sits at his massive desk. Seated at a corner of the desk, with a cup of coffee and a sandwich beside him, is Peevy.

PEEVY

Cliff! Am I glad to see you!

CLIFF

Same here, pal.

The agent beside Peevy places a hand on Peevy's shoulder, forcing him back into his seat.

Fitch crosses to the desk and dumps the contents of a large envelope before Hughes: Cliff's keys, billfold, spare change, and the folded order form from the Bulldog Diner, containing the rendezvous co-ordinates.

FITCH

That's all he had on him. No sign of the rocket anywhere, 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 built the Cirrus X-3...the rocket pack. It was stolen from my factory.

CLIFF

I didn't steal it!

PEEVY

He knows that, Cliff. I told him the whole deal.

HUGHES

Second, I've got fourteen test pilots, and not one had the moxie to fly the X-3. I wish I could've been at that Air Show.

WOOLY

I'd like to've seen him tear up Eddie Mars' place. Boy, did he turn that joint inside out!

CLIFF

Eddie Mars...the gangster? That was his club?

PEEVY

We really stepped in it this time.

HUGHES

The Mars gang was hired to steal the pack by a German agent.

CLIFF
 (incredulous)
 A Nazi in Hollywood?

HUGHES
 Neville Sinclair.

The color drains from Cliff's face as he tries to comprehend Hughes' revelations.

FITCH
 Our man in Berlin confirmed it an hour ago.

HUGHES
 Sit down, Second. There's more.

Cliff numbly seats himself as Hughes speaks into his intercom.

HUGHES
 (cont)
 Go ahead, roll it.

The room dims as a screen lowers and a projector flutters to life behind a wall port.

HUGHES
 (cont)
 We knew the Germans were testing their own rocket pack...

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 and Japanese military officials. The Fuhrer enters a bunker overlooking a group of men busily readying some sort of test.

The men surround a Japanese kamikaze pilot, who ceremoniously ties on his headband. The Germans are busily adjusting a crude rocket pack tied to the test pilot's back. The German engine is much heavier and bulkier than the Hughes design.

Cliff and Peevy exchange looks. Noting that Hughes is eyeing them intently, the two turn their attention back to the screen.

The Germans move back to safety as the Kamikaze bows, then raises his hands above his head. He fires 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.

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 kamikaze spins across the ground, striking the side of the bunker. The ruptured rocket bursts into flame, engulfing the unfortunate pilot's tangled remains.

HUGHES

Until we got our hands on this, we didn't realize 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. Realistic cartoon rocket men blacken the skies, flying in formation.

The unstoppable winged commandoes sweep into France, which then changes shade to match the hue of the Fatherland. England, North Africa, Western Russia are next to fall.

Cliff and Peevy stare at the animated map, faces sober. The next image is the bleakest yet.

A map of the United States appears, suddenly assaulted by dark, finger-like waves which spread from points in Central America to seize the country. A large swastika appears, plotting out the Land of the Free.

The film ends and the screen rises out of view. All sit stone-faced. After a moment, Hughes clears his throat.

HUGHES

You realize now what's at stake.

He places a hand on Cliff's shoulder.

HUGHES

(cont)

Where's my rocket pack, Secord?

CLIFF

Sorry. I can't tell you that.

PEEVY

Cliff- we agreed to give the rocket
back to the right guy!

(indicating Hughes)

That's him!

CLIFF

Mr. Hughes, you've got to let me
use it one more time.

FITCH

Listen, kid! I'm tired of
squaredancing with you. I can
slap you with grand theft,
compromising national security,
espionage, and treason- and that's
just my short list! Wooly, cuff
this punk!

CLIFF

You don't understand! They've got
Betty.

PEEVY

Holy Moses.

HUGHES

Who's Betty?

CLIFF

my girl. They set up a rendezvous.

HUGHES

(frowning)

I see...that's a wrinkle we hadn't
counted on. I appreciate your
concern, but you've got to let us
handle this.

CLIFF

They'll kill her if I don't come
alone. Look- if it wasn't for
me, she wouldn't be in this mess.
So I'm gonna get her out- her and
your rocket pack.

WOOLY

The kid's believing his own headlines!

CLIFF

I promise, I'll return the pack...
Tomorrow.

FITCH

That's it, Mr. Hughes. We're taking him and the old man downtown and locking 'em up.

HUGHES

Sorry, Cliff...if you won't cooperate, it's out of my hands.

(to Fitch)

They're all yours.

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.

Holding the model firmly overhead, Cliff leaps through the open doors to the balcony. Fitch and the other agent duck as the "Spruce Goose" catches air and lofts over the balcony's edge.

Fitch and Wooly draw their weapons.

HUGHES

No guns!

The model descends rapidly as Cliff rides it like a hang glider. Ten feet above the ground, he lets go, tumbling unharmed into a row of bushes, then disappears into the dark scrub.

The "Goose", free of Cliff's weight, catches an updraft and continues on. Hughes grins as the large model soars away into the night.

HUGHES

The son of a bitch will fly!!

EXT- DIABLO BLANCO CANYON- DAY

Eddie Mars stands beside Rusty at the bottom of Diablo Blanco, a dusty canyon below the Mexican border. The men shield their eyes, staring up at something immense which shadows the canyon floor.

EDDIE

It's bad enough he's a Limey.
But, a Nazi...!

Rising before them from its mooring is the vast silvery slope of a zeppelin, protectively ringed by the canyon's high walls. On the airship's tail is a red and black swastika. The zeppelin's jump-suited crew scurry about, checking the ropes and undercarriage.

Three sedans full of Eddie's men sweat in the sun, weapons ready. Sinclair's Dussenberg waits to one side. Grumbling, Eddie quickly crosses the dry earth to Sinclair's car.

The Creeper waits by the Dussenberg's tender. He looks on warily as Eddie leans in the car's window. Sinclair rests in the back seat. Beside him is Betty, wrists bound.

EDDIE

(to Sinclair, signalling)
C'mere.

Sinclair steps from the auto and walks off a short distance to confer with Eddie.

SINCLAIR

What is it?

EDDIE

What the hell are we doing out here with the iguanas? We should've made the switch in L.A.

SINCLAIR

This rendezvous has been planned for weeks.

EDDIE

By who, Adolph and his goose-stepping rats? Lemme tell you something. I may not earn a straight dollar, but I'm a hundred percent American. Goddamn it! I'm half tempted to pull my boys out of here, and pop your big balloon while I'm at it--

Spanish Johnny, scanning the sky with binoculars, calls out to Eddie.

SPANISH JOHNNY

Hey, boss- look!

The droning of an engine is growing louder. All eyes turn to the sky. A bright red plane approaches and circles the canyon. Barely visible on the fusilage are the words "Bigelow's Air Circus". The plane descends touching down in a cloud of chalky dust.

As the dust settles, the plane's prop slows to an idle. Eddie and his Tommy-gun toting gangsters surround the plane, aiming at the pilot in the open cockpit.

Sinclair approaches the airplane. He followed by the Creeper, who drags Betty out out of the Dussenbeg.

SINCLAIR

All right, Secord. Here's the girl. Now, hand over the rocket and let's be done with it!

BETTY

Cliff, no-! Don't give it to them!

EDDIE

(to Betty)

Shut up.

(to pilot)

Party's over, kid, let's go.

The pilot does not move or speak, staring at them through dust-smeared goggles.

EDDIE

(to Rusty)

Drag him outa there.

Rusty and Spanish Johnny climb up on the wing and seize the pilot. As they start to drag him from the cockpit, the pilot's scarf slips from the lower part of his face. Rusty looks hard at the exposed face.

RUSTY

Wait a minute-!

The thug snatches the leather flight cap from the pilot's head.

BETTY

Malcolm-!

Before the astonished others can react, Malcolm swings his fist at Rusty, catching the burly gangster in the face. Rusty grunts and topples off the wing. As Spanish Johnny reaches for Malcolm, the old pilot hits the controls.

The prop speeds up, choking the air with thick dust. Then, the plane begins to spin on the hard earth. Spanish Johnny jumps from the wing and rolls to escape the scythe-sharp propeller.

Everyone scatters, stumbling blind. Sinclair screams above the engine's roar.

SINCLAIR

Someone stop the bloody thing!

Squinting, one of the thugs swings his Tommy gun at the whipping plane. The loud bark of the machine gun mingles with the motor's rumble. The slugs eat into the engine and shred the prop. The plane sputters to a halt. Malcolm is pulled roughly from the cockpit. With a gun trained on him, he is led to join Betty.

RUSTY

We got him, Eddie...Eddie!

Mars cannot be seen. Rusty notes a curious movement in the dirt, a round spot of swirling dust. Then, a black leather shoe drops to the ground. Suddenly aware of a whooshing sound above his head, Rusty looks up, seeking the source of the disturbance.

EDDIE

H-help me!

The gangsters, crewmen, Sinclair, Betty, and the Creeper follow Eddie's voice. Their eyes widen.

The Rocketeer hovers high above the canyon floor, a squirming Eddie Mars held tightly with an arm across the throat. Eddie's face contorts with pain and fear as he sees the sharp rocks far beneath his dangling feet.

The gangsters aim their guns skyward.

EDDIE

For Chrissake! Don't shoot-!

Eddie's men look at one another uncertainly. Cliff calls down to them.

CLIFF

Throw the guns down! Put Malcolm and Betty in a car and let them go- or I drop your boss!

EDDIE

Rusty! Do what he says!

The thugs turn to Mars' lieutenant. Sinclair hisses in Rusty's ear.

SINCLAIR

That's cold-blooded murder-
he hasn't the nerve.

For emphasis, Cliff briefly loosens his grip. Eddie lurches a few inches, just enough to make his heart skip.

EDDIE

Yaahhh!

CLIFF

My arm's gettin' tired!

SPANISH JOHNNY

(to Rusty)

Do we put down the guns or what?!

SINCLAIR

Don't be a fool!

RUSTY

(to Sinclair)

You ain't the boss!

He nods to the Creeper. The gigantic henchman whips out his .45, coolly aims it, and fires skyward. Betty screams. The bullet hits Eddie in the chest. Eddie slumps forward in the horrified Cliff's grasp, dead.

The Creeper puts the muzzle of his .45 to Betty's head.

SINCLAIR

Secord! Bring the rocket down
or he'll spill her brains all over
the desert!

MALCOLM

Uh, no ya won't-!

He starts forward. The Creeper backhands him. The old mechanic falls against the Dussenberg's fender, knocked cold.

Beaten, Cliff lands with Eddie's limp form. Sinclair shouts an order in German, and a pair of crewmen seize Cliff. They pull the helmet from his head and tear the rocket from his back.

The enraged gangsters whirl on Sinclair and the Creeper.

RUSTY

You shot Eddie! You shot him like
he was nothin'!

Tommy gun barrels swing at Sinclair. A dozen other figures appear on the rocks behind him- a squad of German airship crewmen. Baggy jumpsuits flapping in the hot wind, they instantly respond, leveling their "grease gun" automatic weapons at the Mars gang. Sinclair smiles confidently.

SINCLAIR

(to Rusty)

Go ahead...open fire.

Rusty and Spanish Johnny exchange tense looks. On both sides, fingers are tightening on triggers.

Suddenly, a loud droning, like a swarm of angry wasps, reverberates down the canyon. An armada of airplanes swoops from the skies. The squadron includes two air show racers, a Ford Tri-Motor, and two P-26 fighters with U.S. Army insignia. Leading the planes is an autogyro, an odd looking machine with both a conventional prop and an overhead blade like a helicopter's.

EXT- AUTOGYRO- DAY

In the autogyro's open cockpit, Hughes sits at the controls. Peevy is behind him in the aft cockpit, looking decidedly airsick.

HUGHES

(into radio)

Goose, Skeets- give us cover!

EXT- BLANCO DIABLO CANYON- DAY

The two racing planes drop into screaming dives and begin to deliver thick streams of blinding smoke across the site.

RUSTY

The hell with this! Let's beat it!!

Confused and alarmed, the gangsters break for their cars, leap in, and speed off through the pandemonium for the canyon's mouth.

Reacting swiftly, Cliff leaps at the German crewman who holds the rocket pack. They struggle, then Cliff seizes the dangling control bracket and thumbs the button.

The rocket fires a short burst. The fiery concussion bows the Nazi over, catching his jumpsuit on fire. Cliff and the pack are flung hard into the sand a distance away.

At the zeppelin's mooring site, the airship's CAPTAIN is screaming orders to the remaining ground crew in German. The crew scrambles to begin loosing the mooring lines in preparation for a nasty lift-off.

The rest of the crew hoist grease guns to the skies. Peering through the swirling smokescreen, they fire at the circling planes.

EXT- FORD TRI-MOTOR PLANE- DAY

A line of machine-gun slugs punch through the Tri-Motor's fuselage.

INT- FORD TRI-MOTOR PLANE- DAY

The passenger cabin is filled with machine-gun toting Federal Agents, including Wooly and Fitch. One of the agents falls, wounded, as the remaining agents point their weapons through the open windows and return fire.

FITCH

watch the blimp- hit that bag wrong
and you'll fry us all!

EXT- DIABLO BLANCO CANYON- DAY

Realizing all is lost, Sinclair grabs Betty and drags her to the Dussenberg as the Germans shoot at the planes. The Creeper jumps in behind the wheel. The spinning tires crunch the Rocketeer's helmet, lying in the sand. The car speeds off across the canyon floor, heading for the zeppelin.

One of Army planes banks and swoops down on the Dussenberg. The plane's gunner opens up, plowing twin gouges of dust about the car.

EXT- AUTOGYRO- DAY

In his cockpit, an alarmed Peevy hits his radio mike.

PEEVY

Lay off the Dussenberg- Betty's in the car!!

EXT- DIABLO BLANCO CANYON- DAY

Responding to Peevy's plea, the Army plane cuts fire just before the slugs pierce the auto's roof.

As the Army plane peels off, it flies over a group of Germans who line the aircraft up in their sights. The Tommy-gun fire intercepts the plane.

The stricken P-26 blossoms into flame and tailspins into the canyon wall. The impact blows the plane to bits, raining fiery debris.

With the struggling Betty in tow, Sinclair and the Creeper run from the Dussenberg to the zeppelin. The crew has released all the mooring lines, and the huge airship has begun to lift from the canyon floor.

BETTY

Please- let me go!

SINCLAIR

You're my insurance policy- with you on board, they won't risk a shot.

Hands reach down from the ascending gondola. The Creeper passes Betty up, then climbs in agilely. His huge fingers wrap about Sinclair's arms at the last possible moment, pulling the spy into the gondola.

Meanwhile, a husky German crewman is upon Cliff. Cliff dodges the man's fists, rears back and lands a solid punch to his opponent's chin. The German collapses.

Cliff stumbles through the chaos. He instinctively ducks as the Tri-Motor full of G-Men dives in low. The agents fire from the windows into a several Germans dug in behind an outcropping of rock. The crewmen fall, fatally stricken.

CLIFF

Betty!! Betty, where are ya?!

He barely hears a cry behind him.

MALCOLM

Cliff-!

Peering through the haze and gunsmoke, Cliff spies Malcolm and rushes to his side. He drags the old man to safety behind a row of boulders.

MALCOLM

Sinclair and the ape...they took Betty...

CLIFF

Where?

MALCOLM

Zeppelin...!

Cliff looks across the canyon. The airship has cleared the high canyon walls and is lifting towards the clouds.

There is a hot blast of air and fire as the Rocketeer blasts off.

Malcolm sees a wide wet splotch in the sand. He touches his finger to it and sniffs.

MALCOLM

He's leakin' fuel--!

(calling skyward)

Cliff!!

The Rocketeer sails like a flaming arrow towards the escaping zeppelin. The airship's silvery tail rushes to meet the airborne Cliff. Suddenly, the rocket pack coughs ominously. There is a shuddering backfire and a ring of black smoke spews from the exhaust port.

Cliff's race goes ashen as the rocket sputters out. His velocity carries him in a descending arc, straight at the zeppelin's tail. Cliff slams hard into the massive rudder. Desperate fingers rake out, and puncture the rudder's skin. The skin tears with Cliff's weight.

He cries out in pain and fear as the tear continues, carrying him down the rudder. Then, his grasping fingers catch on an exposed skeletal strut, arresting his fall. With all his strength, and using the uderstructure like a ladder, Cliff begins a precarious climb. The rudder swings erratically, thrown off balance by the hole and Cliff's weight.

INT- GONDOLA- DAY

As Betty is held by the Creeper in the corner of the gondola, Sinclair confers with the Captain as his two crewmen, work the controls with mounting difficulty.

CAPTAIN

(German accent)

But we must save the rocket!

SINCLAIR

There is nothing left to save
but our lives. Now get this ship
above the reach of those planes!

One of the crewmen summons the Captain to the controls.

CAPTAIN

The rudder...something's wrong!

BETTY

(whispering hopefully)
Cliff...

Sinclair looks up at the gondola's roof, then nods to the Creeper.

EXT- ZEPPELIN- DAY

As the airplanes continue to swarm about the canyon, the gasping Cliff has reached the wide arched top of the zeppelin. The desert floor stretches thousands of feet below him, and the wind threatens to peel him from the ship.

With great effort, Cliff crawls along the slippery-smooth airship's crest, making his way towards a maintenance hatch leading to the zeppelin's inner girderwork.

As Cliff reaches out for the hatch cover, it suddenly springs open. The Creeper pops up, grins, and smashes his huge fist into Cliff's face.

Cliff tumbles back along the airship's spine. The vertical fin looms behind him like a towering knife edge. Cliff's back strikes a heavy steel support cable stretching to the fin's tip. He spins about and wraps his hands around the cable, stopping his slide to death.

Cliff pulls himself unsteadily to his feet, grasping the cable for support. The Creeper fearlessly steps out onto the airship's spine. The fierce wind catches the behemoth's hat, which sails from sight. As Cliff looks on helplessly, the Creeper advances, bloodlust in his feral eyes.

When his opponent is close enough, Cliff lashes out with his boot, kicking the Creeper in the chest. The Creeper grunts and staggers back. Enraged, the huge thug swings his ham-sized fist into Cliff's cheek.

The blow nearly knocks the powerless Rocketeer from his desperate perch. Then, using the hand control as a brass knuckle, Cliff throws a punch which lands on the Creeper's distorted jaw.

The Creeper lurches, then wipes a thin trickle of red from the corner of his mouth. Incredulous, he stares at the bright blood on his finger. His eyes bulge and he snarls like a beast.

The Creeper's fists batter Cliff unmercifully. Beaten nearly senseless, the Rocketeer slips loose-fingered down the length of the cable to its base on the airship's spine.

The triumphant Creeper seizes Cliff's limp form. Balancing atop the zeppelin, the massive thug lifts Cliff above his head for the back-snapping coup de grace.

As the pain builds in his back, Cliff comes to his senses. With a rush of adrenalin, he twists suddenly in the Creeper's grasp. In one motion, Cliff breaks free, hits the rounded surface of the zeppelin and continues to roll down the side of the airship. Cliff cries out in terror as he disappears over the edge.

The Creeper cautiously moves to the zeppelin's edge and looks down. Cliff is an arms-length below him, hanging from the rung of a maintenance ladder. The Creeper smiles smugly, then pulls a large switch-blade knife from his pocket.

The sinister blade snaps from the handle. The Creeper reaches down and slides the sharp blade against the pack's strap, intending to saw it from Cliff's back.

The Creeper's wide tie flaps down in Cliff's face like an apparition. The Rocketeer sees his chance. With one final burst of strength, Cliff suddenly reaches up, grabs the tie, and pulls hard.

The astonished Creeper flips over Cliff's shoulder and tumbles down the zeppelin's sloping side. His heavy body catches the support wires and guy lines spiderwebbing the airship, which snap and tangle about him.

INT- GONDOLA- DAY

The sweating Captain is fighting to control the zeppelin's flight.

SINCLAIR

Get us moving faster!

CAPTAIN

We have a damaged rudder, Herr Sinclair-!

He is interrupted as the Creeper's body suddenly swings down hard into a gondola window, cracking it. Betty screams in horror. The blood-streaked Creeper dangles like a broken marionette, the snapped wires and cables wrapped about his neck and torso. His bulging eyes stare lifelessly into the gondola.

For the first time, a glimmer of panic overtakes Sinclair.

SINCLAIR

(to Captain)

Just keep us on course, damn you!

He pulls out his automatic and drags the shuddering Betty back into the shadows of the gondola.

All at once, the roof hatch drops and Cliff leaps down. The pair of crewmen jump at Cliff. He dodges the first man's punch, grabs his wrist, and throws him against the gondola wall, knocking the crewman senseless.

The second German slugs Cliff hard in the stomach. The Rocketeer doubles over, then shoots his fist straight up. The hand grip on his knuckles decks the second man. Panting, he looks about the gondola, then spins at the sound of Sinclair's voice.

SINCLAIR

Enough is enough.

Sinclair emerges from the shadows, pushing Betty before him. The gleaming muzzle of his automatic pistol is pressed to the girl's head.

SINCLAIR

(cont)

The rocket.

He yanks back on Betty's hair for emphasis, and the girl cries out painfully.

BETTY

Cliff, don't...you can't!

Cliff looks deeply into her eyes.

CLIFF

I have to.

SINCLAIR

Touching.

Defeated, Cliff slips the rocket's straps from his back. He sets the rocket on the floor, then slides it across to Sinclair. The spy pushes Betty to the airship's Captain and hands him the automatic.

SINCLAIR

(cont)

Cover the girl.

BETTY

If one more man puts a gun to my head--

The Captain raises the gun.

BETTY

(cont)

(snapping)

That's it!

Before Cliff or Sinclair can react, Betty whirls in the Captain's grasp, then kick him solidly in the groin.

CAPTAIN

Ach!!

As he doubles over, Betty pushes him hard against the control panel. The gun in the Captain's hand discharges into the panel. Dials burst and sparks leap as fire erupts from the console. The Captain slumps unconscious to the deck as flames begin to lick about the gondola.

Looking about frantically, Cliff spots a fire extinguisher on the wall beside the cracked window. As Cliff wrenches the cylinder from its bracket, Sinclair grabs up the rocket pack and begins to strap it on.

Cliff turns towards the fire. Suddenly, the window explodes as the Creeper's arm shoots through to seize Cliff in a stranglehold.

Cliff claws futilely at the Creeper's death grip. His face grows red, then purple. Betty pulls at the thick arm with desperation as Cliff gasps for air.

All at once, the loud crack of gunfire is heard. The Creeper's grasp abruptly slackens. Cliff slumps onto the deck, holding his throat. The Creeper's body thrashes in its final death throes, loosens in the rigging, and falls free to the desert below.

Hughes and Peevy hover outside in the autogyro. In his snaking hands, Peevy holds a revolver. He locks eyes with Cliff for a brief moment before Hughes is forced to bank away to avoid the dangerously veering zeppelin.

Betty helps Cliff to his feet. Smoke is filling the cabin. Cliff finds the extinguisher.

CLIFF

Sinclair! For God's sake, help me get this fire out--!

A sudden gust of air fans the flames. Cliff turns in shock to see that Sinclair is poised in the open gondola door. The rocket pack is strapped to his back.

CLIFF

What're you doin'?!

SINCLAIR

I'm leaving you both to hell.

CLIFF

You can't jump, the pack's outa fuel!

Sinclair laughs.

SINCLAIR

Do you really suppose I'd fall for that?

Cliff starts for Sinclair. The spy leaps from the gondola.

EXT- DESERT SKY- DAY

Free-falling, Sinclair frantically hits the ignition button to no avail. The baked yellow earth is spiraling up to meet him. He screams in unbridled terror.

But gravity has no mercy, and both the rocket pack and Neville Sinclair are returned to dust.

INT- GONDOLA- DAY

Flames have swept half-way through the gondola. As Betty attempts to beat at the fire with a blanket, Cliff's extinguisher sputters out, empty. He throws it aside, then pulls Betty back from the flames and holds her closely to him.

CLIFF

It's no use, honey. This thing's full of hydrogen...when the fire hits the envelope...

BETTY

I love you, Cliff.

She throws her arms tightly about him. They kiss as the flames snake towards them.

Then, an odd thumping and the flap of rotors gets their attention. Looking to the gondola door, they see a rope ladder banging against the frame.

The autogyro hovers above as Hughes fights to keep her steady. Peevy yells down into the gondola.

PEEVY

Cliff! Betty! Jump for it!

Betty wraps her arms about Cliff's neck. He times his leap to the swinging rope. Betty closes her eyes as Cliff vaults from the gondola door and grabs the rope ladder with both hands.

PEEVY

(cont)

Hang on!

Hughes pushes the stick and the autogyro banks swiftly away, Cliff and Betty in tow. Flames are roaring from the gondola and have caught the lower part of the airship on fire.

The autogyro has barely made a safe distance when the orange flames bite through the zeppelin's silver skin. The hydrogen gas ignites explosively, ripping the airship into fragments.

As the immense fireball settles spectacularly to the desert floor, the autogyro descends towards the canyon. On the rope ladder, Betty clings tightly to Cliff as the dying glow plays about them.

EXT- BULLDOG CAFE- DUSK

The setting sun washes pink over the Bulldog Cafe. From in the diner, a radio is heard. As music ends, a NEWS ANNOUNCER begins his broadcast.

ANNOUNCER

Hollywood mourns the death of one of its own. British star Neville Sinclair. The popular actor died tragically this morning. He apparently suffered a fatal fall while bird watching.

INT- BULLDOG CAFE- DUSK

Butch sits patiently under a window table. Peevy's hand reaches down and slips a scrap of meat into the dog's mouth.

ANNOUNCER

(cont)

And in other news, nightclub owner Eddie Mars, long rumored to have criminal connections, met his end in a Mexican desert battle with Federal Agents. Several members of the Mars gang were also captured at the border. In a statement issued by Mr. Hoover--

Malcolm, his head in a bandage, flips the radio's dial until music is found.

MALCOLM

That's more like it.

Beside Malcolm at the counter are Skeets and Goose. Goose gobbles a large slab of pie as Skeets cuts into a huge steak.

SKEETS

I m so hungry I could eat a horse.

GOOSE

(eyeing his steak)

You probably are.

Goose laughs, then yowls as Millie whacks his hand with her spatula.

Cliff, Betty and Peevy sit at a table, large dinner plates before them. Cliff's various wounds and bruises have been bandaged and cleaned. He looks exhausted.

Peevy wearily contemplates the dented and battered Rocketeer helmet. He looks across at Cliff, who stares out the window, then to Betty.

BETTY

Cliff? You're looking awful glum for a guy who pretty much saved the world.

Peevy chuckles ruefully.

CLIFF

But, what've I got? No plane, no job...just a couple of cracked ribs...

(indicating helmet)

and that.

PEEVY

Keep your mitts off...think
I'll make a lamp out of it.

Betty leans into Cliff, and puts an arm about his shoulders.

BETTY

You've got me.

Cliff smiles at her.

CLIFF

Yeah.

He pulls her to him for a long kiss.

Suddenly, a familiar engine droning fills the sky. Cliff and Peevy exchange puzzled looks. Betty peers out the window. People on the sidewalk are staring up at the clouds, pointing, as the sound grows louder.

EXT- BULLDOG CAFE- DUSK

Two dark sedans hit their brakes and pull to the curb. Men leap out and clear the street, signalling for autos and pedestrians to make way.

Cliff, Betty, Peevy and the others come out the Cafe door. The unmistakable sound of a powerful engine is practically deafening.

Scanning the sky, Cliff suddenly breaks into a wide grin.

PEEVY

Well, I'll be damned!

Flown with the precision of a master pilot, a brand-new Gee Bee racer, blue and yellow paint gleaming, alights in the middle of the street. The prop-wash sends leaves dancing across lawns.

As the racer taxis up to the Cafe, Cliff, Peevy and Betty go to meet it. The smiling pilot steps from the cockpit. He pushes up his goggles and whips off his flight cap. It is Hughes.

Cliff lovingly runs his hands over the fuselage.

CLIFF

(wistfully)

She's beautiful. Yours?

HUGHES

Yours.

Cliff stares in disbelief.

CLIFF

Mr. Hughes--! You gotta be
kiddin' me-

The industrialist claps Cliff on the shoulder.

HUGHES

Kid, a great pilot needs wings
to match.

CLIFF

I don't know how to thank you,
sir.

HUGHES

Just keep 'er in one piece.

He walks quickly to a sedan and slips inside. The car purrs
off down the street. Cliff can barely contain his
astonishment. Hughes' hand briefly appears out the window,
waving as the car disappears around a corner.

Cliff turns to Betty, beaming.

BETTY

Umm, Cliff? I have a little
something for you, too.

She reaches into a pocket and withdraws a folded sheet of
paper.

BETTY

(cont)

I found this in Sinclair's
radio room.

As she opens it, Cliff's and Peevy's eyes widen.

PEEVY

Oh, no!!

Unfolded in her hands is Peevy's schematic for the rocket
pack.

Cliff picks up Betty in a joyful embrace, Peevy shakes his
head in exasperation, and the GeeBee shimmers in the fading
light.

Something suddenly swoops from a tree beside the Diner. It is Patsy, clutching a rope. Tied to her back is a round oatmeal box, and a tin pot covers her head. Another kid, holding a toy popgun, aims at the swinging girl.

PATSY

Rocketeer to the rescue!

Patsy releases the rope. She lands on her playmate. Laughing, they roll across the lawn.

THE END