

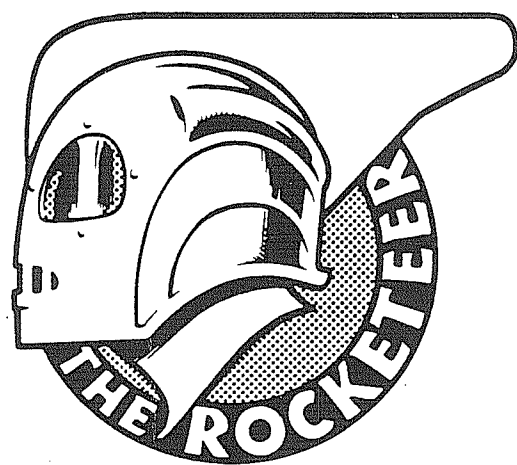
THE ROCKETEER

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Based on Characters Created by
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SECOND DRAFT
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THE ROCKETEER

Puffy clouds hang in the blue smogless sky of 1938 Los Angeles.

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

The aircraft rolls, revealing the profile of a stubby black and yellow racing plane. The GEEBEE is two-thirds engine, its small cockpit butted against its tail. The plane begins to level off.

Inside the cockpit, a finger taps a flight level gauge stuck at 90 degrees. The needle responds, catching up with the roll of the plane.

The pilot, his features partially obscured by flight goggles, lets his concerned look give way to a smile as he applies more throttle.

The plane streaks across the sky so fast that its rippling shadow can hardly keep pace.

As 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. He's in his mid-twenties and the look in his eyes says he is at home.

A voice crackles over the radio.

PEEVY

Cliff- how's the throttle adjustment?

CLIFF presses on his throat microphone.

CLIFF

She's a rocket ship, Peev!

PEEVY

Try to save a few pieces for the race tomorrow.

CLIFF

Just gonna ride the Canyon road...be down in less than 10...over and gone.

EXT- BALDWIN HILLS, BACKROAD- DAY

The GEEBEE zooms 30 feet above a road that winds into the foothills. Banking hard, the plane vanishes behind a bluff.

A split second later, yellow dust billows from screeching tires as a PLYMOUTH SEDAN pursues a green FORD ROADSTER down the switchback road.

INT- ROADSTER- DAY

Behind the wheel is WILMER, a small, wiry tough whose ferret gaze barely peers over the dashboard. In the seat beside him is a cinched-up canvas duffel bag, containing something two feet long and cylindrical. As he comes 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

Facing the rear, LENNY, a thick-necked man with gnarled features, steadies himself in the ROADSTER'S rumble seat. The sun glints on his brillianteened hair and his round-chambered Tommy Gun. Orange flame erupts from the muzzle as forty-five-caliber slugs are unleashed.

The volley disintegrates the windshield of the pursuing 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? Nail the bastard!

FITCH

So get me a clean shot!

WOOLY urges the heavy sedan forward.

EXT- BALDWIN HILLS- DAY

With a spray of 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 bounces in the rumble seat as the ROADSTER starts across a wide, rough-plowed bean-field.

Blinded by the 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 of tin dishes, cardboard suitcases and an old mattress are flung from the TRUCK.

Recovering, Wooly puts the PLYMOUTH in gear and stomps on the gas, tearing the bumper from the TRUCK. The PLYMOUTH lurches onto the beanfield in pursuit of the ROADSTER.

Overhead, the GEEBEE races back over the bluff.

INT- GEEBEE COCKPIT- DAY

Cliff spies the wrecked TRUCK below. Steam rises from the ruptured radiator as the migrant family gathers its belongings.

CLIFF

(into radio mike)
Chaplin Tower, this is Secord...there's
an auto wreck on the Canyon Road, near
the bean field...looks like they need
a tow. Over.

He dips his wing to circle back towards Chaplin Field.

EXT- BEANFIELD- DAY

The ROADSTER bumps across the beanfield. The PLYMOUTH
shakes 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.

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--?

Trying to stay cool, Cliff takes a visual sighting of
Chaplin Field and banks his crippled racer towards the
runway.

EXT- BEANFIELD- DAY

As the sputtering plane arcs away, 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)
Mayday, mayday! Chaplin tower-

RADIO OPERATOR

Read you the first time, Secord!

CLIFF

I'm not talkin' about the truck-!

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 pounds on the panel- nothing.

As his plane descends, Cliff digs underneath the panel, searching frantically. He snatches up a wrench 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:

CHAPLIN FIELD
3 MILES
Los Angeles' Premier Air Show

EXT- CHAPLIN FIELD- DAY

Two figures sit in the bleachers. AMBROSE "PEEVY" PEABODY is a bespectacled, weather-beaten man in his mid-fifties. A baggy, patched sweater, a pair of binoculars about his neck, 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.

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

BETTY

Peevy, do you see me more as a Lady
in Waiting type or a Serving Wench?

PEEVY

(eyes on sketch)
Which part's bigger?

BETTY

The Serving Wench...seventeen words.

Sighing, she removes her spectacles and places them in her purse.

BETTY

(cont)

What's the use...all I ever hear
is, "Thanks, Miss Blake, we'll let
you know".

PEEVY

Well, I can't much figure this
Hollywood stuff...but you're as
dandy-looking a girl as any I've
seen at the show.

BETTY

That's sweet, Peev...but it takes
more than looks.

PEEVY

You were swell in that Fu Manchu picture.

BETTY

I stood behind Myrna Loy with a bowl of grapes.

PEEVY

Listen. When I met Cliff he didn't know a throttle from a prop. But he had whadya call it...

BETTY

Determination?

PEEVY

That's it. Now, he wasn't always the best pilot that ever saddled one of my engines.

(chuckling)

One time, we was barnstormin' through Texas. Cliff was still green as grass.

The sound of the approaching GEEBEE reaches the stands. Betty glances up.

PEEVY

(cont)

(oblivious)

Some local pays his two bucks and Cliff takes him up.

The GEEBEE wobbles towards the runway, smoke trailing from the cowlings. Betty watches with growing alarm.

BETTY

Peevy...

PEEVY

(not hearing her)

Trouble was, Cliff forgets to strap him in-

Betty clamps her hand on Peevy's arm.

BETTY

Peevy!

PEEVY

Huh-?

Peevy looks to the sky. His eyes widen with fright. He drops his notebook and dashes across the asphalt, Betty at his heels. The notebook pages blow across the bleachers.

INT- CHAPLIN FIELD, HANGAR- DAY

Driving through the hangar's open rear bay, the ROADSTER skids to a halt. At the opposite end are tall, glass paned doors. 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-!

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- DAY

Descending, CLIFF 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

The glass-paned front doors of a hangar explode as the hurtling ROADSTER bursts through. In a panic, Wilmer drives out across the pavement as the FBI PLYMOUTH screeches around the rear corner of the building.

INT- ROADSTER- DAY

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-smearred goggles, Cliff 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. As the driverless auto careens away, the GEEBEE bellylands in a shower of sparks and shaved metal.

The air-racer spins about, finally shrieking to a halt at the rim of the pavement.

The out-of-control ROADSTER, landing gear imbedded in its body, 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 MORAN, 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 the trembling Betty dash up to the smashed, smoldering GEEBEE.

PEEVY

(to Betty)

Stay back, honey! Goose- give me hand!

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

SKEETS

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

They spray their extinguishers across the smoking fusillage, dousing the fire.

Cliff leans against Peevy and removes his goggles. He throws them to the ground, staring at his wrecked plane. Betty pushes past the others. She throws her arms around Cliff.

BETTY

Cliff- are you hurt?

CLIFF

I'm okay. But look at my plane!

GOOSE

What happened up there?

CLIFF

I don't know, must've blown an oil line.

PEEVY

Impossible! They were just refitted- all of 'em.

Cliff breaks away from Betty and steps towards the wreckage. Malcolm shakes his grey head in sympathy.

MALCOLM

It's a cryin' shame, kid.

CLIFF

She's scrapped! The GeeBee's scrapped! Look at her! She's all I've got, Peev...

Cliff and Peevy gaze forlornly at the smoking remains of their racing plane. Betty stands silently behind them. Tears well up in her eyes.

EXT- RUNWAY- LATER

The flaming auto wreck is now a pile of ashes and dark metal. Several police cars and an ambulance are parked on the runway as green-shirted officers in jodhpurs and "Sam Brown" belts take statements from witnesses. Cliff, Betty and Peevy plead their case to a weary-looking 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

Look, Pop...you gotta file a claim at City Hall.

CLIFF

And then what? Wait six months- a year?

BETTY

Easy, Cliff.

(takes police report)

Thank you, Officer.

CLIFF

How are we supposed to make a living?!

COP

(sly grin)

Beef up the claim.

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

EXT- AIRSTRIP, NEAR FUEL TANK WRECKAGE- DAY

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. As the ambulance pulls away, 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. Set in the center of the mantle is a chunk of black marble, in which are chiseled the initials, "H H". A large prototype model of the plane which will become the "Spruce Goose" hangs from the ceiling. Streaming in through tall windows, sunlight dapples a polished walnut desk.

A tall leather chair is pulled up to the desk; around its back can be seen a strong hand thrusting from a shirtsleeve. 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.

Hughes looks up at the two men who 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 tank.

ARMY COLONEL

Christ. What about the X-3?

HUGHES

Apparently destroyed in the explosion.

Hughes rises from his desk, a thick portfolio in his hand.

ARMY COLONEL

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

HUGHES

Rebuild it? Not a chance.

LIASON

My people in Washington will not be pleased.

HUGHES

The Army wanted to turn my little machine into a weapon. Obviously, so did someone else's army. And that's a tad more than I'm willing to put up with.

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.

LIAISON

You can't do that-!

HUGHES

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

COLONEL

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

HUGHES

Gentlemen, my best pilot was killed
in the test flight. After that, none
of the other boys 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 smokes, and finally bursts
into flames which engulf the rocket man.

INT- HANGAR 3- DAY

The GeeBee hangs a few feet off the hangar floor, suspended
from a chain hoist. The 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 no 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.

Grunting, the two men slip off the cowl. As they lay the
blackened circle of metal on the floor, 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

The question is, can you fix her?

PEEVY

I don't see how.

CLIFF

Am I talking to same guy who found this airplane rusting in a barn in Iowa and rebuilt her with his own two hands? The Gee Bee's the fastest thing in the air- we can't just throw her away like an old shoe. We've gotta make the dough to fix her. I can dust crops, seed clouds...I'll 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.

Cliff crosses to the bi-plane, Peevy at his heels.

PEEVY

In that flyin' coffin? Bah!

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 and I'll do it again, if I have to.

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

CLIFF

(cont)

Yeeoowwww!!

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

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 fusilage, like a harness. Engraved on the housing are the mysterious words "CIRRUS X-3".

CLIFF

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

Peevy shrugs. He fingers a thick pad, attached to the cylinder between the straps.

PEEVY

Asbestos...

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 fusilage.

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 like it was a matchstick, bounces off the ceiling, and zooms back at the floor, trailing fire.

The rocket ricochets off a steel tool cabinet in a screaming shower of sparks. Its trajectory carries it straight through the outer wall of the hanger's small office and into the wall behind it.

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 flame.

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!

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

Peevy picks up a couple of rags and grabs the cylinder with his wrapped hands, intending to pull it free. His brows furrow as he touches the metal.

PEEVY

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

He discards the rags, and with Cliff's assistance wrenches the rocket from the wall.

Suddenly, a booming voice echoes in the hangar.

BIGELOW

(o.s.)
Secord! Peabody, where the hell
are you?

Cliff and Peevy exchange a panicked look. Cliff quickly carries the rocket back to the work table and sets it over the charred circle. He and Peevy 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.

CLIFF

Over here, Mr. Bigelow. _____

Bigelow throws a look to the Gee Bee's dangling carcass.

BIGELOW

Damned shame about the GeeBee.
That's where the smart money
woulda been tomorrow...including
my own. 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

It's 1938, kid. 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?

Peevy and Cliff shift uncomfortably.

CLIFF

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

PEEVY

Vacuum cleaner.

BIGELOW

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

He chuckles. Peevy and Cliff laugh dutifully.

BIGELOW

(remembering something)
Oh, yeah...your fuel bill.

He hands Cliff a piece of paper. Cliffs eyes bug out.

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 damned car hit the truck-!

BIGELOW

After bouncing off you. Pilot's
responsible for a safe landing. You
know that. 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 fusilage, secured by a
center screw.

CLIFF

You almost got your tail 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 lets out a low whistle.

PEEVY

(cont)

Never seen nothin' like this-!

(sniffing 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?

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

PEEVY

Oh, no ya don't! You'd have to be
crazy to put that on!

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

Cliff!

CLIFF

We could make a lot of dough, fast.

PEEVY

Nah...we can't use it without gettin' found out.

CLIFF

It's worth the chance. We've been nickel and diming for too long.

PEEVY

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 right where it belongs- in our laps. I feel like my whole life's been leading up to this. You've said it a million times: I was born to fly.

PEEVY

Yeah, in a plane!

CLIFF

But this is the next step. The next step in aviation...and the next step for Cliff Secord.

PEEVY

Bah!

CLIFF

And the next step for Ambrose Peabody.

Peevy wavers. Cliff steps in for the kill, affectionately seizing Peevy by the front of his coveralls.

CLIFF

(cont)

Who're you kidding, you old grease-monkey? 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 creaking wood.

While Peevy keeps a nervous watch, Cliff wrenches Lindy off his pedestal. There is a sharp "crack!" as the statue topples over. Peevy catches Lindy's head, and Cliff grabs the shorn ankles. They quickly carry the statue 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. A couple of Tommy guns are propped on running boards, and the men's dark coats bulge with hidden revolvers.

RUSTY, a red-haired tough with the build of a prizefighter, 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 things. 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 craziest 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 Mars
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 forty with a short, 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 the trouble you've caused me...the danger you've put me in?

EDDIE

Hey- my men are the best in the business. 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've got to get 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 panel swings open, revealing a small radio room, lit only by the operating lights of a transmitter.

INT- RADIO ROOM- NIGHT

The Man sits and begins to radio via a Morse Code-type broadcast. He hits the keys, and the message bleeps out, in subtitles:

REGRET TO INFORM PACKAGE HAS BEEN
DELAYED...STOP.

The answer comes quickly. He writes it down:

RENDEZVOUS CANNOT BE CHANGED.

Again, he tags the radio.

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.

TALL MAN

(relaxing)

Ah. You're here. 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 a silent test pilot.

Cliff cinches the rocket pack straps, securing it to Lindy's back. A piece of tape awaits final contact between Lindy's thumb and the ignition button.

Peevy holds up a stopwatch. He nods to Cliff. Cliff presses the tape to the switch, and he and Peevy dive into a ditch as the rocket roars to life.

The statue shoots off the ground like a missile. 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. Lindy is diving at them from behind. Cliff and Peevy hit the dirt.

Lindy misses them by inches and slams head first into the earth. The statue vibrates like a javelin as the rocket sputters out.

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

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.

The Creeper stands on the ledge above the window, swaddled in shadow. He grins coldly.

EXT- BUNGALOW COURT- 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 to wait for Betty.

Betty appears on the porch of her building, then starts down the walk. She is nicely dressed for an evening out.

As she approaches, Cliff glances down at his scuffed leather jacket and worn chinos. He is woefully underdressed. Thinking quickly, he reaches through the passenger window and rummages in the glove box.. He pulls out a rumpled tie.

BETTY

(kissing him)

Hi.

CLIFF

(opening door for her)

You look great.

Cliff closes the door. As he crosses back around the truck to the driver's side, he swiftly knots the tie about his neck.

INT- PEEVY'S TRUCK- NIGHT

CLIFF slides in behind the wheel. BETTY watches as he tries to smooth the wrinkles from his tie.

BETTY

Are we stopping by your place first?

CLIFF

What for?

BETTY

(indicating his clothes)
You said we were going out, so
I assumed...

CLIFF

I'm sorry, Betty, I wasn't
thinking...so much going on today...

BETTY

I know how you feel about that
plane. If you'd rather stay in-

CLIFF

Listen, it's all gonna be okay.
(struggling with tie)
I never get the knot right...is
this on straight?

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

Cliff...I've been thinking all day
about you and me and the GeeBee...
I mean, you could've been killed
today.

CLIFF

Hey, a guy can get killed crossing the street.

BETTY

You are not a "guy"- you're the man I love. You don't know how many times I've stood by that runway with my heart in my throat, never sure if you're going to come back in one piece.

CLIFF

I thought you liked to watch me fly.

BETTY

Sure, I used to. It was exciting. But the longer we stay together, the harder it is to watch you climb into that airplane.

Cliff puts his arm around her.

CLIFF

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

She eyes him suspiciously.

CLIFF

(cont)

They're a thing of the past. Me and Peevy are starting a whole new business.

BETTY

You mean it, Cliff? What kind of business?

CLIFF

I can't talk about it yet, but it's big.

She looks at him a moment.

BETTY

No airplanes?

CLIFF

Trust me.

BETTY

(kissing him)

Okay.

CLIFF

So let's celebrate and have a nice dinner.

BETTY

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

CLIFF

Oh, brother.

BETTY

Carole Lombard and-

CLIFF & BETTY

(blase) (excited)

-Neville Sinclair.

BETTY

And what's wrong with Neville Sinclair?

CLIFF

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

Betty leans in close and adjusts his tie.

BETTY

Or make love to beautiful women in flimsy negligees?

CLIFF

Huh?

BETTY

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

She kisses him. Cliff grins at her. He 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 neighborhood diner, THE BULLDOG CAFE. He settles on a worn rug beside a water dish and begins to gnaw 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 hangs from the ceiling. The walls are covered with photos, news clippings and other mementoes of the diner's airfield clientele.

Beneath a chalk board 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.

After a moment, 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

(examining toy's axle)
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
out for the Huns in the trenches.
We'll, 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

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...like one
of those fancy Hollywood nightclubs.

CLIFF

You can have the nobs and the
showbiz people. I like to be with
my friends.

SKEETS

(passing table)

We love you, too, pal, but stay off
the runway, willya?

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...yep, hang on.

(covering mouthpiece)

Cliff- it's Peevy.

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?...Yeah?...
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)

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

Overhearing, Betty's eyes narrow.

CLIFF

(cont)

(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...Right.

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.

CLIFF

Uh, who, me?

BETTY

You lied to me.

CLIFF

About what?

BETTY

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

GOOSE

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

BETTY

Keep out of this, Goose Gander!

SKEETS

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

The fliers are backing 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 KITCHEN- DAWN

Clad in a worn bathrobe, Cliff shuffles into the cluttered
kitchen. He goes to the icebox, takes out a bottle of milk
and puts it to his lips for a long drink.

Turning, Cliff is surprised to find Peevy, still fully
dressed, asleep at the kitchen table. The 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
softly.

The helmet is finished. An aerodynamic fin 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 muffled voice of movie star NEVILLE SINCLAIR pleads from within the helm.

SINCLAIR

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

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.

The sticks crack and are pulled away. The stage has been dressed as the viewing area for a jousting tournament. Lords and ladies sit on raised benches, and a painted backdrop of trees and distant pavillions hangs behind them. In chain mail, Sinclair sits on a white horse at the set's edge, awaiting his cue.

DIRECTOR

(o.s.)

Okay! Background!

Costumed as "ladies in waiting", Betty and her friend IRMA are seated among the weary-looking extras. Cued to action, the atmosphere silently applaud and mime excited conversation.

DIRECTOR

(cont)

And...action!

Sinclair's horse clops forward, then halts at the stands. An actor in a NOBLEMAN'S finery salutes Sinclair.

NOBLEMAN

For besting the Black Knight, I am at your service, Sir Reginald. Wench! A flagon of wine for the King's Champion!

A buxom young serving WENCH bearing a golden goblet hurries to the railing. 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 crew and extras slump as the steaming DIRECTOR rushes
into the set.

DIRECTOR

(to Wench)

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.

DIRECTOR

(cont)

(to Sinclair)

Sorry, Neville. Okay, everybody,
take ten!

SINCLAIR

Get me off this wretched animal!

Sinclair is helped from his horse. Betty and Irma cross to
the service table for coffee. They pass the Wench, whose
face is being fixed by a grumbling make-up woman.

IRMA

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

BETTY

Irma- everyone's audition was better.

IRMA

Yeah, 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.

INT- SINCLAIR'S DRESSING ROOM- DAY

Surrounded by assistants, Sinclair enters his portable dressing trailer and sinks down into a chair. A wardrobe lady lifts the helmet away, for the first time revealing Sinclair's handsome, aristocratic features.

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

SINCLAIR

(brusque)

Where's my London Times?

The paper is placed before him, along with a cup of tea. Sinclair frowns into the steaming cup and pushes it away.

SINCLAIR

(cont)

Darling- it's milk or lemon--
never both.

(to hair assistant)

Stop fussing- no one sees my
bloody hair!

The terrified assistants back away. Sinclair relents, giving them a weak smile.

SINCLAIR

(cont)

Dreadfully sorry. Might I just
have a few moments alone?

The assistants obediently file out. Sinclair opens his newspaper and stares thoughtfully at the headline:

GERMAN TROOPS AT CZECH FRONTIER?

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 between Sinclair's dressing room and the stage wall, furtively waving Betty over. She warily 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?

CLIFF

I'm sorry. I was a dope for lying
to you. But with the GeeBee gone,
and Bigelow hounding us for money...
I didn't want to lose you, too.

BETTY

Cliff-

CLIFF

The stuff about the new business-
that's true. Me and Peev found
something that can change all our
lives.

BETTY

What do you mean, you "found
something"?

CLIFF

It's an engine- but it's not
for an airplane.

INT- SINCLAIR'S DRESSING ROOM- DAY

Sinclair has lowered his paper. The conversation outside
his window has caught his attention.

CLIFF

(o.s.)

You strap it to your back and you-

BETTY

An engine can't solve our problems.

EXT- FILM STAGE- DAY

BETTY

(cont)

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, but how
can I ask you to stop flying? 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 comes from behind her.

SINCLAIR

(o.s.)

I beg your pardon...

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

SINCLAIR

(cont)

Betty, I've had a chat with the director, and I believe there's a part in tomorrow's scene that would suit you perfectly.

BETTY

(surprised)

You have--? 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.

CLIFF

(ignoring hand)

Look, Betty, I can see you're busy. I've gotta go.

Cliff turns abruptly and walks off.

BETTY

Cliff-!

He disappears out the stage door.

SINCLAIR

Friendly fellow.

BETTY

(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. And I do so hate to dine alone.

BETTY

Ummm...I don't know if I...

SINCLAIR

I insist.

ASSISTANT DIRECTOR'S VOICE

(o.s.)

I need all the atmosphere on the set!

BETTY

Excuse me.

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

SINCLAIR

Oh, Bill- be a good chap and run this note to my driver.

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 Frankenstein" is on Stage Twelve.

EXT- CHAPLIN AIR FIELD- DAY

An auto park near Chaplin Field's entrance gate is jammed with cars. Among them are two shiny black sedans.

A pair of husky Mars gang drivers play their usual game of gin on the car hoods.

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 of his torpedoes. Eddie's men look weary 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? Bigelow's
ready to dump the clown act!

They hurry towards the airstrip. 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.
(yelling to crowd)
Get yer programs! Five cents!

CLIFF
Where's Malcolm?

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

PATSY
Mr. Bigelow was yellin' real loud, and Malcolm didn't want you to get fired.

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.

Cliff races off.

EXT- JENNY COCKPIT- DAY

As he white-knuckles the stick, Malcolm grits his teeth. His face is pale and glistens with sweat.

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, a thick cigar clamped between his teeth.

BIGELOW
Malcolm! Get your ass outa the race lanes! Take her over to the north runway and put her down!

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, upside down and wobbling dangerously. The spectators are cheering.

CLIFF

For Christsake! He hasn't been
behind the stick for twenty years!

(snatching the mike)

Malcolm! It's Cliff. Ease off
the throttle, you can't push
her that hard!

MALCOLM

(over radio)

(drunk)

Don' worry, Cliffy, I got her
reined in. Sit back an' watch
the show!

CLIFF

(to Bigelow)

He's lit like a church!

BIGELOW

Sure, took a pint o' rye to get
him in the plane.

CLIFF

You no-good, lousy--!

Cliff slugs Bigelow. The man staggers back against the
radio table with a heavy grunt. 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 knifing 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!

EXT- HANGAR THREE- DAY

Peevy stands by the hangar doors, following Malcolm's plane with binoculars.

PEEVY

(to himself)

She ain't gonna hold together...

CLIFF

(o.s.)

(inside hangar)

Peevy- help me out!

INT- HANGAR THREE- DAY

Peevy runs in and stops in shock. Cliff has strapped the rocket to his back, and is trying to cinch the hand grips.

PEEVY

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

CLIFF

Cut it out, Peev- I'm scared enough as it is.

Peevy swiftly secures the hand controls.

PEEVY

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

CLIFF

Tell that to Malcolm. Okay- I'm ready!

PEEVY

Wait!

Peevy turns to the work bench and whips away a cloth, revealing the bronze, rudder-crowned helmet. He places it over Cliff's head.

PEEVY

(securing helmet)
It ain't perfect- but the fin
should help you steer.

CLIFF

Stand clear!

Cliff braces himself and presses the controls.

The rocket roars to life, violently jerking Cliff off his feet. The thrust knocks Peevy back over the workbench.

EXT- CHAPLIN FIELD- DAY

Cliff rockets out the hangar door. Inside the helmet, his eyes are wide with fear.

Trying to gain control of the powerful engine, Cliff corkscrews towards the grandstand. Peevy staggers from the hangar door, slapping out his smoldering shirt. He watches in terror as Cliff fights the rocket's power.

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.

Scarcely believing his eyes, Eddie Mars drops his popcorn and hurries from the bleachers.

EXT- OBSERVATION TOWER- DAY

As the crowd in the stands roars their approval, the dumbfounded 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.

CLIFF

WHOOF!!

The plane dives out from under him. Cliff chases the Jenny.

Suddenly, Malcolm dips right, then banks left. The wing swoops up under Cliff, batting him out of control 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

Holy Cripes! You gettin' this, Manny?

CAMERAMAN

I'm gettin' it- whatever it is!

EXT- JENNY- DAY

Cliff slams into the Jenny's fuselage. 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 fuselage.

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.

EXT- CHAPLIN FIELD- DAY

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

PEEVY

Oh my God!

EXT- JENNY- DAY

The ground is rushing up to meet the diving bi-plane. Cliff lands heavily on the bi-plane'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 thumbs the controls.

The rocket carries Cliff and Malcolm straight up, breaking through the Jenny's top wing.

EXT- CHAPLIN FIELD- DAY

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.

The grandstand erupts in pandemonium. Spectators stand, whistling and cheering.

Inside the helmet, Cliff beams with sweat and exhilaration.

Free of Malcolm's weight, Cliff suddenly climbs.

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

PEEVY

For the love o' Mike--!

Peevy runs for his truck.

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

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.

Then, as he straightens out, he spies Peevy signaling him to come down to earth.

Cliff waves in acknowledgement. He eases off the thrust buttons, attempting to lower his altitude.

However, instead of a smooth descent, he plummets like a sack of bricks towards the farmlands below.

Behind the helmet's green lenses, Cliff's 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 fusilage.

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...the feeling...I was 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

Aw, you can fix anything, Peev.

Suddenly, they turn to see a black sedan closing fast.
Large men cling to the running boards.

PEEVY

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

CLIFF

Let's scram- if they find out who
we are, whoever owns this rocket'll
come looking for it. And I'm just
getting the hang of it.

They break for the pickup and leap into the cab. Peevy guns
the motor and the TRUCK takes off.

The SEDAN pursues the pick-up down the dirt road, its
powerful engines gaining on Cliff and Peevy.

Eddie's henchman Rusty grips the SEDAN'S wheel. The Mars
gang thugs on the running boards have drawn their revolvers.

Eddie leans out the car's rear window to admonish his men.

EDDIE

Hey! No shooting! I don't want
that rocket damaged!

The men obediently holster their weapons.

INT- PEEVY'S TRUCK- DAY

As Peevy drives, Cliff glances back at the speeding SEDAN.

CLIFF

They're closin' in, Peev! Do
something!

PEEVY

Like what?

In reply, Cliff yanks the steering wheel to the right,
sending the TRUCK bouncing off the road and into an orange
grove.

EXT- ORANGE GROVE- DAY

The SEDAN follows the TRUCK down the narrow lanes between
orange trees laden with fruit.

The SEDAN pulls up tight on the TRUCK'S tail, tapping its
bumper hard.

CLIFF

(v.o.)

Jeez, those reporters are awful pushy!

Peevy makes an abrupt turn to the left, barrelling down
another lane in the labyrinthine grove. The pursuing SEDAN
continues straight ahead, unable to make the turn.

INT- PEEVY'S TRUCK- DAY

Cliff slaps Peevy on the shoulder.

CLIFF

Nice drivin'!

Peevy's grin dissolves into a scowl as he checks his
rear-view mirror.

EXT- ORANGE GROVE- DAY

The SEDAN swoops out from another row and continue to chase
the TRUCK.

Suddenly, a row of ladders loom before the TRUCK. Atop the ladders are fruit pickers, and beyond them a stake bed truck full of oranges.

Peevy swerves just in time, disappearing down another row.

In Eddie's SEDAN, Rusty is blinded by Peevy's dust. He sees the ladders too late. Rusty stomps on the brakes.

The SEDAN skids through the ladders, knocking them through the trees. One of the pickers leaps free; the other two are left dangling from the branches.

The SEDAN rams into the stake truck, breaking the tail gate. The load of oranges bounces out to half bury the car.

An enraged Eddie Mars climbs from his dented car.

EDDIE

You get the license number on that truck?

RUSTY

Yes, sir.

The angry, cursing workers surround him and his men.

EDDIE

(indicating workers)

Give 'em some cash and shut 'em up!

Eddie snatches an orange from the roof of his auto. With all his might, he throws the fruit down to splatter in the dirt.

SPANISH JOHNNY

Mr. Mars, next time can we shoot at him?

EDDIE

Next time...kill him.

ENT- BIGELOW'S OFFICE - DAY

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

REPORTER ONE

So, what makes it fly, Mr. Bigelow?

BIGELOW

Sorry, boys, trade secret.

REPORTER TWO

Then how 'bout some background on this rocket guy?

BIGELOW

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

REPORTER TWO

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

BIGELOW

Can't say.

(recovering)

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

REPORTER ONE

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, Gus- turn that thing off!
Gus! 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 apprehension.

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. Wooly tries to peer through a window, but the
venetian blinds are drawn.

FITCH

(pounding)

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

There is no answer. Wooly comes away from the window.

WOOLY

Can't see in. Lights are on,
though.

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, but cannot pull the pencil from Bigelow's rigid fingers.

Abandoning the struggle, Wooly angles the pad on the stationary pencil. He rubs the pad against the flat of the point.

Barely visible, in white against the graphite, is the impression of what Bigelow had written on the page removed.

The agents stare down at an address:

1635 PALM TERRACE

EXT- CLIFF AND PEEVY'S HOUSE- NIGHT

Lights are on in the house, and Peevy can be seen seated at the kitchen table. The address numbers screwed to the door read, "1635".

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.

As Peevy replaces the pack's cover plate, 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
(tensing)

Cliff...?

EXT- CLIFF AND PEEVY'S HOUSE- NIGHT

A size sixteen shoe follows its owner through a window into a back bedroom.

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. A thin trickle of blood appears on his brow. 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, attempting to get him in a headlock. The giant thug thrashes about, 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 wooden door.

FITCH

(o.s.)

FBI-Open up!!

The Creeper launches Cliff against the door, and with one fluid motion, draws twin .45's, and begins blasting through the door. Cliff narrowly misses being shot as his body crashes to the floor.

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 from the onslaught of slugs. Tommy guns and pistols are yanked out and begin a furious barrage of return fire.

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 blows a huge hole in the door, missing the agent who flattens back against the outside wall.

The Creeper sights down the barrel of the pistol, aiming at the space between the window and the door. He squeezes the trigger... CLICK...He squeezes again...nothing.

EXT- BACK PORCH- NIGHT

Wooly stands between the door and the window trying to decide where to return fire when suddenly the wall explodes into a shower of wood and plaster. He is mowed to the ground as the Creeper bursts through the wall, and escapes toward the alley.

Wooly tries to rise from under the debris. Two more pair of feet stomp across the board that covers the hapless agent. 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. Sinclair pauses to sign an autograph or two, then sweeps Betty inside.

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 waterfall 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.

SINCLAIR

Thank you, Armand.

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)

Two of my usual.

WAITER

Very good, sir.

The Waiter departs.

BETTY

(glancing about)

My gosh...It's just so...elegant.

SINCLAIR

It's comfortable, the food's good. And I like to be with my friends. You look 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

Oh, Mr. Sinclair, I'd don't know why he was so rude, I'd really like to apologize-

SINCLAIR

Quite all right. I'm sure he was just upset. I couldn't help but overhear how he lost his plane.

BETTY

He was almost killed! This car completely wrecked his plane, then the car exploded, and a man was burned up, it was horrible.

SINCLAIR

Ah, yes...at an airport, in Santa Monica?

BETTY

(nodding)

The Air Circus. And Cliff's boss, Mr. Bigelow? Well, the big jerk-

She catches herself, blushing.

VOICE

(o.s)

At your service.

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 highballs 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 over 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, Mr. Mars?

EDDIE

The point is that my job just got
tougher. And it's not smart, you
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

Let me assure you that we're not in
competition here. Does it matter
whose man finds the rocket?

EDDIE

It matters when your man breaks
my man in half!

SINCLAIR

So that's what's under your skin.
Unfortunate. But one word from
this Wilmer fellow to the police
would have hung us both.

EDDIE

This whole deal is starting to smell.

SINCLAIR

You accepted "this deal". And you'll
you'll live up to it.

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 sneaky son
of a bitch.

SINCLAIR

That's why you and I get along
so famously.

EDDIE

Right.

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

EDDIE

So how come I'm doing all the
work while you're downstairs
entertaining some doll?

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 now, we have something he wants.

Eddie looks at Sinclair, eyebrows raised in appreciation. With a 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 a pilot, ma'am.

Cliff Secord. 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 bills.

SPANISH JOHNNY

(cont)

There's a lot of dough it in...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 finders fee for helping
us out.

(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

Okay. We'll order. Say, 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.

SPANISH JOHNNY
(to thug)
It's funny. I just don't care
for music when I'm digesting.

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

GOOSE
Come on, guys- we don't know where
he is-!

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)
The dirty bastards!

CLIFF

Gosh, Millie, I'm sorry! I'll fix it all up, I promise, I'll pay for everything.

GOOSE

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

CLIFF

Just don't ask, Goose.

SKEETS

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

CLIFF

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

MILLIE

We oughta bring the cops in, Cliff.

CLIFF

No! I mean, just trust me for now, fellas. And thanks for covering for me, it took a lotta guts.

PEEVY

Cliff...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!

IRMA

(cont)

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 go get Betty.

PEEVY

Take a cab!

CLIFF

Are you crazy? Half 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 paces in the tiny room.

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
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
(muttering)
Wish I'd never set eyes on the
blasted 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.

CLIFF

Nuts! Everything looks different
from up here...

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.

Cliff looks up to see the HOLLYWOODLAND sign racing at him. He rolls instinctively to avoid a collision, soaring through one of the "O"'s and on over the hills.

As he 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

The excitement centers on a roped off pad of wet cement.

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 screaming voice interrupts Graumann.

All attention shifts to a distraught young man perched high above the crowd on the theatre's main tower. The spotlights sweep over to illuminate the man.

DISTRAUGHT MAN

Ginger! I love you! If I can't
have you, my life is over!

In the courtyard below, Graumann and Ginger's entourage cluster about the actress. Her handsome, tuxedoed Escort holds her protectively.

GINGER'S ESCORT

Who the hell is he?

GINGER

(realization dawning)
Oh, my God- it's the king!

GRAUMANN

The king of what?!

GINGER

Bobby Hopper...the king of homecoming.
I was his queen.

Before Ginger's remark can register, all attention snaps upward. The ex-boyfriend cries out as he leaps.

DISTRAUGHT MAN

I--love--yooooou!!

Ginger and the crowd gasp 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 crowd surges forward. Cliff blasts off into the night sky.

The thrust carves a crater in the cement between his footprints. The Second Reporter reaches down, and with his pencil, etches "THE ROCKETEER" in the cement.

More flashbulbs explode as the slab is photographed. Ginger is suddenly yesterday's news.

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

Hold it, sport. Where d'ya think you're goin'?

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 pass inside. Then, the Bouncer sees a pair of scuffed boots among the patent leather shoes. The Bouncer hurries after the group.

There are the sounds of a commotion inside. Then, Cliff tumbles back through the doors onto the pavement. The Bouncer emerges from the Club. 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.

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 twirl 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 fronds part. Cliff furtively stares back at her from his hiding place. He beckons to her, mouthing the words, "I want to talk to you!".

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, I'll tell you that. 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

Ha! 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. Seething, she pushes herself away from him.

BETTY

You have really gone too far this time, buster!

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

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

BETTY

No, I came right from the set.

CLIFF

Oh, Jeez. All right. Listen, I tried to tell you before. Peevy and I 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 guys who own it want it back. And they're ready to kill for it.

BETTY

You really are crazy.

CLIFF

I know it sounds that way, but it's the truth. I'll get out out this somehow, but 'til I do, I'm scared to death that if they find out you're my girl, something'll happen to you.

Betty looks at him a moment.

BETTY

You're serious.

CLIFF

Yeah. So what you've got to do is walk out of here, right now. Get into a cab and go to your Mom's in Redlands. Stay out of town 'til you hear from me.

BETTY

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

CLIFF

It's too risky. 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 bushes.

Cliff struggles uselessly as the huge Bouncer 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 canary yellow 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.

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

Rusty rushes up beside Sinclair.

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.

Cliff is about to race through when he sees a waiter in the door's window, about to step out with a loaded tray.

Cliff leaps aside and lets the waiter pass. An instant later, the unfortunate employee collides with a Mars henchman, sending a giant luau platter across the room.

Cliff ducks through the door.

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 come up behind them.

SINCLAIR

(to thugs)

Stand aside.

The behemoth 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. The men look about, perplexed.

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 thumbs 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. Cliff flies from the chute, passing overhead like a bullet.

INT- SOUTH SEAS CLUB- NIGHT

Cliff shoots through the lounge doors, bowling over a couple of men waiting for their dates. The Rocketeer zooms out past the mezzanine level and sweeps 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.

INT- EDDIE'S OFFICE- NIGHT

A pair of Mars' goons brush off bits of glass, then throw open a wall cabinet to pull out Tommy guns.

INT- SOUTH SEAS CLUB- NIGHT

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 and fire.

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

The moment shots are fired, 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 rafters and Japanese lanterns as Cliff whizzes past.

EXT- 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, re-entering the pandemonium of the Club.

INT- SOUTH SEAS CLUB- NIGHT

In the thick of the battle, the inebriated W.C. Fields is crouched behind the bar beside a cowering bartender.

Each time the bartender reaches up to oblige Fields, the bottle is shattered by gunfire:

FIELDS

Gimme a gin...

(BLAM!!)

Okay, bourbon...

(BLAM!!)

All right, vodka...

(BLAM!!)

The liquors runs off the shelf in a single stream. Fields catches it in his glass.

FIELDS

Very well, a mixed drink it is.

The shooting abruptly stops. Gunsmoke hangs in a thick haze, and half the ceiling fixtures have been blown out.

Rusty and the goons hold their fire, scanning 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 goons 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 thumbs the idling engine. The fiery exhaust weaves about the thick strands of the net, which 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. Cliff lies across the Creeper, dazed and dizzy. He is wrenched to his feet as the Creeper seizes the helmet's fin. As one would turn the dial on a stove, the Creeper begins to twist the helmet in an effort to snap Cliff's neck.

A palm tree behind the Creeper moves. Betty suddenly appears. In her hands is a large plaster sea horse. She swings the sea horse into the Creeper's head.

The plaster breaks into bits. 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. He quickly moves the petrified Betty towards the doors.

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 skylight's stained glass tropical scene explodes, dropping rainbow shards on the dance floor.

EXT- SOUTH SEAS CLUB- NIGHT

The Rocketeer zooms through the shattered skylight, his trail marked by the rocket's fiery tail.

Bearing a Tommy gun, Rusty runs out onto the sidewalk. He lines Cliff up in his sights, and squeezes the trigger as the Rocketeer soars over the Club's roof.

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 a junkyard below the billboard.

EXT- JUNKYARD- NIGHT

Cliff crash lands on a pile of rubble. 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 junkyard 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.

SINCLAIR

Very well.

_____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, halting the car 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, BEDROOM- NIGHT

A swimming blackness slowly gives way to an overhead image of Betty lying on a wide, opulent bed. She is still dressed in her evening gown. As Betty stirs and awakens, the image is revealed as the reflection in a large, gilt-edged mirror on the room's ceiling.

Groggy from the chloroform, Betty sits up, looking about the dim room. She is alone.

She crosses unsteadily to the door and tries the knob. It is locked.

BETTY

(calling through door)
Neville--? Hello!
(pounding on door)
Someone let me out of here!

There is no reply from the silent house.

BETTY

(cont)
Oh Cliff...! Cliff, where are you?

Betty moves to a set of French doors and pushes aside the drapes. A small balcony lies beyond the doors.

Then, a pinpoint of yellow light stands out among the stars, growing brighter as it moves directly at the window. Betty moves back as the glow spills into the room, accompanied by a whistling roar.

The windows blow open. The drapes ripple in the breeze as the glow subsides. The helmeted silhouette of a man with his hands on his hips can be seen on the balcony. Betty gasps, unable to move.

The Rocketeer steps into the room. Betty runs to him and they embrace.

BETTY

I knew you'd come for me!

He sweeps her up in his arms and goes to the edge of the balcony. The rocket fires, carrying them into the night sky.

EXT- SKY- NIGHT

Betty clings tightly to the Rocketeer as Sinclair's home quickly recedes in the darkness. After a moment, the ground below is black, bottomless velvet, and the stars arch above.

But something strange is happening to the Rocketeer's bronzed helmet. As Betty's eyes widen in confusion, the metal begins to crack and crumble. As the pieces fall away like bits of a broken vase, the man beneath the helmet laughs maniacally.

Betty screams. It is Sinclair.

Sinclair suddenly opens his arms, allowing Betty to drop swiftly towards the earth. She shrieks as she tumbles through the void...

INT- SINCLAIR'S HOUSE, BEDROOM- NIGHT

Awakening from her nightmare, Betty bolts upright in the bed, her brow damp. The room is the same as in her dream- the mirrored ceiling, the dim lights, the rich furnishings.

With effort, she rises and goes to the door. It is locked tight. She pounds on it futilely. Betty looks desperately about the room, then goes to the windows. She swings the windows open. Unlike the dream, there is no balcony. Instead, a six-inch-wide strip of ornamental stone runs below the windows the length of the facade. Below 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, her hand presses a piece of molding. Part of the wall panelling swings out, revealing the small radio room.

Betty slips into the cubby hole and closes the panel behind her.

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. On top is the paper from Bigelow's office upon which the Creeper had secured Cliff's address. 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)

Nazis...Oh, my God! Neville Sinclair
is a...

SINCLAIR

(o.s.)

A what, my dear?

She whirls to see Sinclair in the doorway of the radio room, the Creeper hovering ominously at his elbow.

SINCLAIR

(cont)

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

(smiling)

All of the above.

EXT- BULLDOG DINER- NIGHT

Butch the bulldog dozes on the rear stoop of Millie's small clapboard house, directly behind the dark diner. Hearing something in the yard, the dog alertly lifts his head.

Two loose planks in the rickety fence swing up silently. Growling, Butch trots over to the gap. His stubby tail suddenly wags as Cliff's face appears under the fence. A streak of dried blood mottles Cliff's brow.

Cliff combat-crawls through the gap, then moves furtively across the lawn towards the diner. Butch lets out a yip of pleasure.

CLIFF

Shhh!!

As Cliff passes low beneath Patsy's bedroom window, the little girl appears behind the glass. Patsy rubs sleep from her eyes and watches Cliff sneak through the diner's back door.

INT- BULLDOG DINER- NIGHT

Cliff looks about the empty diner. He stands 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

Yahhh!

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. A remorseful, bathrobe-clad Patsy stands over him.

CLIFF

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

PATSY

Sorry!
(seeing dried blood)
Gosh, are you hurt bad?

CLIFF

I'm okay.
(getting to his feet)
Have you seen Peevy?

PATSY

Some men came and took him away.

CLIFF

What men?!

PATSY

I dunno, big guys in suits.

CLIFF

Oh, Jeez, they got Peevy...

Patsy's brow furrows with concern.

PATSY

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

They both jump as the phone rings. They look at 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 Cafe.

EDDIE

(voice on phone)

Who is this?

PATSY

Patsy Muldoon.

EDDIE

Listen, kid- 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.
I got a message for Cliff Secord.
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, if it ain't the Bullet Boy
himself. So I'm bluffing? Get
a load of this, smart guy.

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

Place called Diablo Blanco Canyon.
Here's the coordinates...

Cliff grabs up a pencil and order pad.

EDDIE

(cont)

32 degrees, 14 minutes North,
117 degrees, six minutes West.

CLIFF

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

(starting to cry)

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

CLIFF

Patsy...if I tell you a big secret,
you'll keep it, right?

PATSY

Cross my heart!

CLIFF

You know the flying man who saved
Malcolm today?

PATSY

The Rocketeer!

CLIFF

That was me.

PATSY

Really?

Patsy stobs sobbing and wipes her eyes.

CLIFF

Honest.

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

Well, can't he, Cliff?

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

CLIFF

Yeah...yeah, 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

Cliff Secord? 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. He fixes his penetrating eyes on Cliff.

Seated at a corner of the desk, with a cup of coffee and a sandwich before him, is an exhausted Peevy. Spotting Cliff, he leaps up in relief.

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 a folded order form from the Bulldog Diner.

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

Sure I do, Mr. Hughes. What pilot doesn't?

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

Secord, I've got fourteen test pilots, and not one had the moxie to fly the Cirrus X-3. I wish I could've seen that rescue at the 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

Cliff, we really stepped in it this time.

HUGHES

You've no idea how far. We believe 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.

HUGHES

(cont)

Sit down, Secord. 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...but until we got hold of this, we didn't realize the scope of their plan.

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.

Wooly enjoys a chuckle, but is quickly stifled by looks from Hughes and Fitch.

HUGHES

It didn't seem much to worry about
until we saw the rest.

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, blotting 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- are you out of your mind?!
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! We're tired of square-
dancing 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

Hold it, you guys 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.

FITCH

He can't just swap the rocket for
some dame!

PEEVY

She ain't "some dame"!

HUGHES

Cliff...I understand your concern,
but you've got to let us handle this.

CLIFF

They'll kill her if I don't come
alone. Look- if it wasn't for
me, she wouldn't be in this fix.
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
and locking 'em up.

HUGHES

Sorry, Cliff.

(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 model strains and flexes, but the support wires hold Cliff's weight. Confused, the G-Men pull out their revolvers.

HUGHES

No guns!

CLIFF

Peevy!

Peevy reacts instantly. He reaches up and grabs Cliff's legs. The wires sing taut, but still do not break.

Wooly is on Peevy in a flash. The extra weight snaps the wires and the model breaks free.

Peevy lets go and tumbles to the floor with Wooly wrapped around him.

Holding the model firmly overhead, Cliff sprints for 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.

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", suddenly lighter, catches an updraft and climbs a lazy arc back towards the balcony.

The astonished ensemble watch helplessly as Cliff makes his getaway. Hughes fixes on the "Goose" as it drifts past them.

HUGHES

The son of a bitch will fly!!

EXT- JUNKYARD- DAWN

In the grey light of dawn, a huge stray dog noses in a rubbish heap, pawing at a tattered blanket. A corner of the blanket falls back, revealing the rocket pack and helmet.

Cliff creeps around a hill of rusted cars. When he spots the rocket pack, his jaw drops. The dog has apparently taken the pack for a fire hydrant, and is starting to lift its leg.

CLIFF

Hey, get outa there!

The dog turns, lowers its leg and growls ominously.

As Cliff tentatively advances towards the pack and helmet, the dog snaps its jaws viciously, determined to stake its territory.

The dog barks furiously. Glancing about, Cliff finds a six-foot length of pipe. He carefully pokes the end of it towards the rocket's thrust button. Avoiding the dog's jaws, Cliff maneuvers the pipe to the hand control, then raps it on the red button.

With a burst of flame, the thrust pops the pack into the air. The dog runs off, yipping in terror. Cliff catches the rocket like a football, scoops up the helmet, and hurries off.

INT- MALCOLM'S ROOMS, CHAPLIN FIELD- MORNING

Malcolm sleeps in his quarters on the grounds of Chaplin Field, former storerooms adjacent to a hangar. Morning light has begun to bleed through the dingy curtains.

There is the sound of a whirring engine approaching from the sky. Malcolm sits up groggily. The sound appears to be over his roof, then, at his door. Dust and smoke whoosh in under the threshold.

The sound cuts off, followed by a pounding at the door.

CLIFF

(o.s.)

Malcolm! Malcolm, wake up!

Malcolm hobbles to the door and flings it open. He staggers back at the sight of the helmeted man on his doorstep.

MALCOLM

Rocketeer!

CLIFF

Malcolm, I need your help.

Cliff whips off the helmet. Malcolm stares at him in astonishment.

MALCOLM

Cliff-! That was you saved my bacon? Well, I'll be damned! Sure, I'll do whatever you want, pal.

CLIFF

You still have all the hangar keys?

MALCOLM

Yeah.

CLIFF
Open Number Six.

EXT- DIABLO BLANCO CANYON- DAY

Eddie Mars stands beside Rusty at the bottom of Diablo Blanco, a dusty canyon below the Mexican border. Eddie shakes his head peevishly as he and Rusty shield their eyes, staring up at something immense which shadows the canyon floor.

EDDIE
It was bad he enough he was a
Limey. But, a Nazi...!

Rising before them from its mooring is the vast silvery slope of a zeppelin, ringed by the canyon's high walls. On the air ship's tail is a tall red and black swastika. The zeppelin's jump-suited crew scurry about by the gondola, checking the ropes and undercarriage.

A dozen sedans full of Eddie's men stand 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 fender. 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's on your mind?

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. To alter it would have
jeopardized my position.

EDDIE
With 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!

EDDIE

(cont)

I'm half tempted to pull my boys out of here, and pop your big balloon while I'm at it.

SINCLAIR

Perhaps the heat has affected your good sense. When Secord gives us the rocket, we'll place it on the zeppelin and send it on its merry way. Only then, when we've returned to Los Angeles, will you be paid in full. And quite a handsome sum, need I remind you?

EDDIE

So what about Secord, and the girl friend? They know about me and my operation, and all about you, Mr. Big Shot Movie Star.

SINCLAIR

Why do you suppose I asked you to bring a shovel?

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 begins to descend towards a flat stretch at the canyon's end.

Eddie signals to his men, who jump into their cars. Followed by Sinclair in his Dussenberg, the Mars gang sedans speed across the canyon to meet the plane as it touches 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 leap from their cars and surround the plane, aiming at the pilot in the open cockpit.

Sinclair steps from his car and approaches the airplane. He followed by the Creeper, who drags Betty out.

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 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.

SPANISH JOHNNY

This ain't the guy!

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 in the thick dust. Sinclair screams above the engine's roar.

SINCLAIR

Someone stop the bloody thing!

Squinting through the dust, one of the thugs swings his Tommy gun at the whipping plane. The 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 coughs as the dust finally begins to clear.

RUSTY

We got it, Eddie...Eddie!

The gangsters look about. 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, 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 shoes.

The thugs 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!

SINCLAIR

On this job, I most decidedly am.

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 starts towards the Creeper, fist raised.

MALCOLM

Oh, no you don't, ya big-

The Creeper backhands Malcolm hard in the jaw. The old pilot falls against the fender of the Dussenberg, knocked out cold.

As Cliff descends with Eddie's limp form, the enraged gangsters whirl on Sinclair and the Creeper, gun barrels glinting in the hot sun.

RUSTY

You shot him! You shot him like
he was nothin'!

SINCLAIR

And nothing is all you'll have if you
kill me. When I deliver the rocket,
there's a fortune for all of you.
And with Mars out of the way...the
Hollywood territory is yours for
the taking.

Rusty lowers his gun, contemplating Sinclair's words. The other thugs follow suit warily.

SINCLAIR

Get the rocket.

Beaten, Cliff lands in the dust, depositing Eddie's body at his feet. The gangsters surround Cliff, knock him roughly to the ground. They pull the helmet from his head and tear the rocket from his back.

Suddenly, a loud droning of engines, like a swarm of angry wasps, reverberates down the canyon. An armada of airplanes swoops down from the skies, heading for the army of gangsters. The squadron includes two air show racers, a Ford Tri-Motor, and three 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. Clipped to the control console is the Bulldog Diner order form on which Cliff had pencilled the map co-ordinates.

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.

Confused and alarmed, the gangsters' attention shifts to the airborne squadron. Reacting swiftly, Cliff leaps at Spanish Johnny, 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 bowls Spanish Johnny over and sends Cliff and the pack end over end into the sand a distance away.

At the zeppelin's mooring site, the airship's CAPTAIN is screaming orders to the ground crew in German. The crew scrambles to begin loosing the mooring lines in preparation for a hasty lift-off.

The rest of the crew hoist machine guns to the skies. Peering through the swirling smokescreen, they fire at the circling planes.

EXT- FORD TRI-MOTOR PLANE- DAY

Machine-gun slugs punch through the Tri-Motor's fusilage.

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 another G-Man attends to him, 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!

The Tri-Motor's pilot banks hard. Cursing, the agents on the left side tumble into the agents on the right half of the cabin.

EXT- DIABLO BLANCO CANYON- DAY

As the gangsters shoot at the planes, Sinclair grabs Betty and drags her to the Dussenberg. The Creeper jumps in behind the wheel. The spinning tires narrowly miss Malcolm, who lies, still dazed, in the dust. 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 gouts 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 gangsters 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.

Dazed, Cliff picks himself up from the ground. He is covered in dust, and blood from his re-opened wound trickles down his forehead. All about him is churning smoke and the constant report of gunfire.

Suddenly, Rusty and another thug are upon him. Thinking quickly, Cliff holds the exhaust end of the rocket towards his assailants and braces himself against the rocks at his back. He hits the ignition button. The flaming tongue from the rocket flares over Rusty and his companion, setting their suits afire. The men drop frantically to the sand, rolling to extinguish the flames.

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.

A fleeing gangster desperately leaps up. The thug's hands lock on the lower lip of the gondola's threshold. The Creeper ignores the man's pleading gaze. He kicks the gangster in the face and the man plummets to the sand.

Pulling on the rocket pack, 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 half dozen gangsters dug in behind a sedan. The shots hit the car's fuel tank. The heavy auto buckles beneath the ignited gas, flinging stricken hoodlums across the canyon.

Cliff chokes on the black smoke, then yells out through the din.

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.

MALCOLM

You gotta stop it, Cliff...
you gotta-

Malcolm is answered by 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 face 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 understructure 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 perplexed Captain and his two crewmen, who work the controls with mounting difficulty.

CAPTAIN

(German accent)
Something's wrong-! The rudder
is not operating correctly!

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, battling the army of gangsters, 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 ship.

With great effort, Cliff begins a heart-stopping crawl 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 seizes the rocket pack's strap with one hand. With the other hand, he slides the sharp blade against the pack's strap, intending to saw it from Cliff's back.

The Rocketeer sees his chance. The Creeper's wide tie flaps down in Cliff's face like an apparition. 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

For God's sake, can't you get us moving faster?

CAPTAIN

It is difficult enough with the rudder damaged, 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, snapped wires and cables wrapped about his neck and torso. Bulging eyes stare lifelessly into the gondola.

For the first time, fear edges into Sinclair's voice.

SINCLAIR

Just keep us on course, damn it!

He pulls out his automatic and drags the shuddering Betty back into the shadows of the gondola.

All at once, the hatch in the gondola's roof 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 crewman 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

The rocket.

He yanks back on Betty's hair for emphasis, and the girl cries out painfully.

BETTY

Cliff, don't...you can't! It's more important than us!

Cliff looks deeply into her eyes.

CLIFF

It's not more important than you.

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 guy 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 cracked window explodes as the Creeper's burly 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.

Cliff and Betty can now see their savior. Hughes and Peevy hover outside in the autogyro. In his shaking 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
Listen to me- 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.

SINCLAIR
Yaaaaaaaaaaaaahhh!!

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.

He holds her closely to him.

CLIFF
It's no use, honey. This thing's
full of hydrogen...when the fire
hits the envelope...

BETTY
Cliff...I love you.

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. Cliff vaults from the gondola and grabs the rope ladder with both hands.

PEEVY

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. 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

And in other news, nightclub owner Eddie Mars, long rumored to have criminal connections, met his end in a south of the border desert battle with Federal Agents. Several members of the Mars gang were also killed or captured. In a statement to the press 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? Come on, honey...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 fusilage.

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 gun made of lumber scraps, 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

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