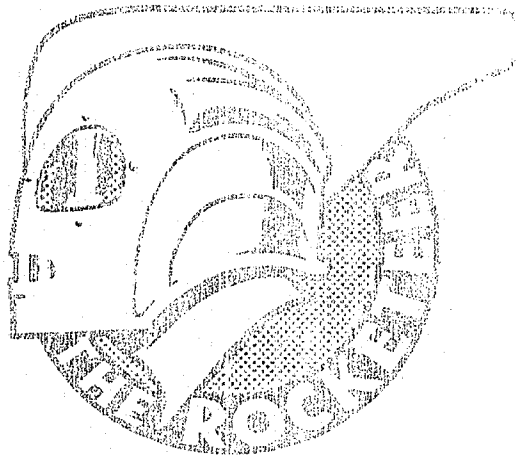




"THE ROCKETEER"

by

Danny Bilson & Paul De Meo & William Dear

Based on characters created by

Dave Stevens

REVISED FIRST DRAFT
November 11, 1988

"THE ROCKETEER"

FADE IN

SILENCE.

LOOKING STRAIGHT UP at motionless clouds in the blue smogless sky of 1938 Los Angeles.

A THUNDEROUS SOUND EXPLODES THE CALM. BIRDS fly up in a panic as the UNDERSIDE of an AIRPLANE ROCKETS INTO FRAME, TAKING US WITH IT. The SKY ROARS by in the b.g. as we TRACK WITH the plane.

THE CRAFT

PITCHES 90 DEGREES. REVEALING the profile of the GEE BEE, a stubby black and yellow racing plane that is two-thirds engine. The name "BLIND BULLDOG" is emblazoned on its cowling. The plane begins to roll back.

CLOSE ON A FLIGHT LEVEL GAUGE

STUCK AT 90 DEGREES. A finger taps the glass face and the needle quickly 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 its rippling shadow can hardly keep up.

CLOSE ON AN AIR SPEED GAUGE

as it passes 300 mph.

THE PILOT'S FACE

IS ALIVE with the THRILL of the MOMENT.

He lifts the goggles and we see the boyish chiseled face of CLIFF SECORD. He's in his mid-twenties and the look in his eyes tells us he is at home ON THE EDGE.

Cliff presses on his throat microphone.

CLIFF

It's a rocket ship, Peev!

A voice cracks back through the radio.

(CONTINUED)

CONTINUED:

PEEVY

It's all we got, kid. So save a few pieces for the race tomorrow.

CLIFF

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

THE GEE BEE

BLASTS INTO FRAME about thirty feet above a road that winds into the foothills. The PLANE banks hard, vanishing behind a bluff. A split second later something careens back TOWARDS US around the bend.

YELLOW DUST BILLOWS from screeching tires as A GREY PLYMOUTH SEDAN and a POLICE CAR pursue a GREEN FORD ROADSTER down the switchback road.

INSIDE THE GEE BEE

Cliff BANKS HARD, his attention caught by the chase below.

EXT. DIRT ROAD - MOVING WITH ROADSTER FAST

Facing the rear, 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 POLICE CAR. The grim-faced driver and his cop cohort duck, avoiding the shower of glass and lead.

INT. GEE BEE COCKPIT - DAY

Cliff reacts to the gunfire. Curious, he banks the plane hard, heading back to the chase below.

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, BACK ROAD - DAY

With a spray of gravel, the ROADSTER fishtails into a straightaway. The cop in the POLICE CAR aims his revolver and fires repeatedly at the Ford.

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.

INT. GREY PLYMOUTH - DAY

In the GREY PLYMOUTH, FITCH, a lanky, dour-faced Federal agent leans out the passenger window, trying to level his shaking revolver. Behind the wheel is JACOB "WOOLY" WOLINSKI, Fitch's stocky, square-jawed partner.

Wooly looks over at Fitch and scowls.

WOOLY

Hey, Fitch! You tryin' to save
ammo?

FITCH

So get me a clean shot!

Wooly urges the heavy sedan forward.

EXT. BALDWIN HILLS, BACK ROAD - DAY

Wooly's car pulls up parallel to the POLICE CAR, so that the twin sedans take up both lanes of the narrow mountain road.

His line of fire clear, Fitch shoots at the machine-gunner in the rumbleseat.

The thug jerks as the slug enters his shoulder. Ignoring the pain, he steadies the Tommy Gun against the rim of the rumble seat's back and returns fire.

The line of bullets stitches up the POLICE CAR'S hood and hits the driver. He slumps over, releasing the steering wheel. The POLICE CAR lurches to the left.

(CONTINUED)

CONTINUED:

The two sedans slam side-to-side, fenders crunching.

The unharmed agent pulls his wounded partner off the steering wheel and regains control of the car. WOOLY drops back behind the POLICE CAR, into his own lane.

IN THE AIR, Cliff parallels the chase, looking on with concern.

EXT. BALDWIN HILLS, BACK ROAD - DAY

As the ROADSTER careens down the switchbacks, the wounded gunner edges up over the bullet-riddled rumble seat and fires into the path of the POLICE CAR.

Spouts of steam mark the hits in the POLICE CAR'S grill. Blinded by the cloud of vapor, the frantic driver clamps on the brakes.

The POLICE CAR slides towards the edge of the road, spinning to a stop. The rear tires whirl in empty air, balanced hundreds of feet over the switchback.

The policeman carefully drags the wounded driver across the front seat. As the weight shifts, the car violently tips backwards.

The cops just make it out as the POLICE CAR slips over the edge.

A wreath of thick dust envelops the twisting mass of rubber and steel as it lands with a shattering crash on the switchback below.

Wooly and Fitch stop beside the stranded officers.

WOUNDED POLICEMAN

Don't stop for us -- nail the bastards!

Wooly speeds off after the roadster.

INT. ROADSTER - DAY

Wilmer whips the wheel to avoid a collision with the demolished police car. The wounded Tommy gunner bounces in the rumble seat as the car scrapes past the wreck, dragging it sideways across the road.

Wooly barely stops in time. He and Fitch leap from the sedan, revolvers blazing. Clumps of dust mark the errant slugs around the fleeing Ford.

(CONTINUED)

CONTINUED:

WOOLY

Get in!

They race back to their car.

INT. GEE BEE COCKPIT - DAY

Cliff can clearly see the wrecked auto below. He speaks into his radio mike.

CLIFF

Mayday, mayday! Automobile
accident, Canyon Road, near the bean
field! Mayday, mayday -- please
respond!

He dips the wing to circle back toward Chaplin Field.

EXT. BEANFIELD - DAY

The ROADSTER bumps across a broad beanfield. Wooly and Fitch follow. The PLYMOUTH shakes as it leaps over the rough earth, gaining on Wilmer.

In the vibrating rumble seat, the wounded Tommy gunner struggles to reload the weapon with his good arm.

INT. GREY 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.

INT. ROADSTER - 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.

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. GEE BEE - DAY

The Gee Bee shudders as slugs pierce the underside of its engine cowling.

INT. GEE BEE COCKPIT - DAY

As the plane lurches, the alarmed Cliff checks his gauges.

CLIFF

What the -- ?

(CONTINUED)

CONTINUED:

The oil pressure needle plunges.

Cliff takes a visual sighting of Chaplin Field and banks his crippled racer towards the runway.

CLIFF

Come on, Bulldog, don't let me
down...

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. GREY 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.

Wooly grinds gears and accelerates backwards.

WOOLY

That's why they invented reverse.

FITCH

That's why I got the promotion.

INT. GEE BEE 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, Second!
The auto accident's covered!

(CONTINUED)

CONTINUED:

CLIFF

I'm not talkin' about the -- !

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.

Cliff is literally blind as his plane descends. He 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 Gee Bee jerks up, narrowly missing what we see now as a colorful signboard of an airplane. Its tin propeller spins wildly in the Bulldog'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 "looker". A light wind glides over her summer dress, revealing a mature figure that almost belies her youthful beauty.

She frowns at her pale arms.

BETTY

I can't audition like this, I'm white as paste!...Peevy, which part should I go after, the Farm Girl or the Tavern Maid?

PEEVY

(eyes on sketch)
Which one's bigger?

BETTY

The Farm Girl. Eight words...

(CONTINUED)

CONTINUED:

The sound of the approaching plane reaches the stands. The Gee Bee wobbling towards the runway, a plume of smoke trailing from the cowling.

Betty glances up and smiles.

BETTY
He's showing off again.

She turns to Peevy. His notebook blows across the bleachers. Peevy is dashing across the asphalt.

INT. GEE BEE - DAY

Descending, Cliff tries to wipe the spewing oil from his goggles. He can see the runway only seconds away.

EXT. CHAPLIN FIELD, AIRSTRIP - DAY

The Gee Bee bounces to a landing, belching smoke. The engine sputters out.

Peevy runs up as Cliff leaps from the cockpit.

PEEVY
What happened?!

CLIFF
I should be asking you that!

PEEVY
It was fine when you went up!

Peevy crawls under the fuselage.

CLIFF
She went nuts on me!

BETTY
(O.S.)
Who went nuts on you?!

Cliff spins to see Betty pacing towards him. The oil smeared on his face answers her question.

BETTY
(indicating GEE BEE)
Oh. Your first love.

She plucks a handkerchief from Cliff's pocket and affectionately wipes off his face.

(CONTINUED)

CONTINUED:

BETTY

What a mess. Well, you can wash
it off in the ocean.

CLIFF

Huh? Betty, I'm sorry -- we can't
go to the beach, I've gotta fly this
thing tomorrow!

PEEVY

Not like this you ain't...Cliff,
these are bullet holes.

CLIFF

What?!

Peevy runs his finger along the row of holes.

PEEVY

Machine gun...

BETTY

Machine gun...?! Cliff! Cliff,
are you shot?!

CLIFF

Of course not, I --!

Peevy is staring at Cliff's boot. Cliff looks down. There
is a hole drilled clean through the toe.

CLIFF

Those guys on the road, they must've
been --!

His eyes wide with fright, Cliff abruptly seizes Betty and
pushes her to the ground just as:

Wilmer's ROADSTER, careening wildly, smashes into the Gee
Bee's wing, sending the other wing slicing over them like
a knife.

All three clutch the ground as the plane spins to a stop.

CLIFF

You both all right?

They nod. Cliff jumps up.

CLIFF

(yelling after car)
Hey, you son-of-a-bitch! Stop, you
--!

PEEVY

What in hell is going on?!

INT. HANGAR THREE - DAY

Driving through the open rear bay, the ROADSTER skids to a halt inside a wide hangar. At the opposite end are tall, glass-paned doors. There are several planes, workbenches, etc. beneath the high roof, but no mechanics are about.

Panting, Wilmer calls back to the rumble seat.

WILMER
Lenny! Lenny, I think I lost
'em!...Lenny?

Hearing no reply, Wilmer jumps from the car and runs around to the rumble seat.

WILMER
Lenny?

His eyes widen at the sight of the corpse.

WILMER
Dirty Feds!

He squints through the rear opening of the hangar and sees the fenderless GREY PLYMOUTH heading towards him. He reaches into the ROADSTER and grabs the duffel bag.

EXT. GEE BEE - DAY

Cliff and Peevy examine bits of the plane. Betty stands by in a state of semi-shock.

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

PEEVY
Somebody's gonna pay for this!

CLIFF
What good is that gonna do? We're
ruined!

Betty holds up her oil-smeared skirt.

BETTY
You're ruined? Just look at this
dress!

PEEVY
Uh-oh...

Cliff's mouth drops open as we see:

(CONTINUED)

CONTINUED:

The ROADSTER heading towards them again. In the opposite direction, the GREY PLYMOUTH is bearing down as well. Both are heading in a collision course towards the three.

CLIFF

Jeez!

Cliff grabs Betty and slams her down again. The three hit the asphalt as:

The PLYMOUTH clips the wing first and sends the Bulldog spinning in front of the ROADSTER.

The ROADSTER slams into the tail, and veers out of control, rocketing towards a large fuel tank.

Wilmer jumps from the car and bounces across the asphalt.

Striking the tank, the roadster EXPLODES into a churning ball of flame and smoke.

DISSOLVE TO:

THE FLAMING AUTO WRECK

is now a smouldering 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. While Cliff and Peevy plead their case to a weary-looking COP, several additional officers are tending to Betty's tattered dress.

COP

Look, I told you twice already.
You gotta file a claim at City Hall.

CLIFF

City Hall!? And then what? Wait
six months -- a year?

PEEVY

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 Peevy'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

Hold it, fellas...Federal agent.

The men pause, allowing Fitch to sneer at Wilmer.

FITCH

All right, you...where's the gadget?

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. You can go home.

The men nod and walk off towards their cars.

Fitch sighs and digs in his pocket for a nickel.

FITCH

Call him, Wooly.

WOOLY

(handing him nickel)

He likes you.

INT. HOWARD HUGHES' OFFICE - DAY

Sunlight streams in from a long window composed of glass bricks, falling in bands across a polished walnut desk. The office is wide and plush, and features 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 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?...You're sure of that,
there's no possibility it's still
-- ?...Yes, yes, all
right...Good-bye.

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.

Rising, Hughes crosses to a watercolor rendering, set on an easel beside the fireplace. The painting depicts a proposed Hughes Aircraft pavilion for the upcoming 1939 World's Fair. The fantastic spires of an Art Deco-influenced structure soar above a wide, verdant lawn.

A sign on the pavilion 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.

Hughes picks up the illustration, and contemplates it for a moment. Then, with one of those smiles one only sees at funerals, he places the rendering atop the roaring fire.

MOVE IN on the image as the painted sky blackens, begins to smoke and finally burst into flames which engulf the rocket man.

INT. PANELLED LIBRARY - DAY

In a tastefully appointed library, a tall figure gazes out French doors to palm-dotted hills. Only a bit of his profile can be seen; otherwise, his identity remains obscured.

(CONTINUED)

CONTINUED:

A knock, and the door opens to admit ERNST, a fit man with Aryan features and a crew cut. Ernst and the TALL MAN converse in German.

ERNST
I've just received word. As I had warned, your Americans have failed.

TALL MAN
And the package?

ERNST
Destroyed.

ERNST
(after a moment)
The communique is due now. Shall I relay the message?

TALL MAN
(curtly)
I will take care of it, Ernst.

Ernst stares at him.

TALL MAN
That will be all.

Ernst goes out.

The Man 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 the transmitter.

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...CONFIRM

The answer comes quickly. He writes it down:

RENDEZVOUS CANNOT BE CHANGED.

Again, he tags the radio.

MAY NEED MORE TIME.

The answer:

(CONTINUED)

CONTINUED: (2)

UNACCEPTABLE. AWAIT FURTHER
INSTRUCTIONS. END TRANSMISSION.

Angry, the Tall Man slaps his code book shut. On its cover is a swastika. As his hand tightens into a fist, an antique ring set with a black sapphire glitters darkly.

INT. HANGAR THREE - DAY

Cliff cranks the winch of a chain hoist, lifting what's left of the Gee Bee a few feet off the hangar floor. Peevy inspects the battered remains.

CLIFF

The Gee Bee's the fastest thing in the air -- we can't just throw her away, Peev. I'm a good pilot, somehow I'll make the dough to fix her. Hell -- I'll even wing-walk!

PEEVY

On what, a pigeon? She's scrap metal, we ain't got a plane.

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

CLIFF

How about the Jenny?

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

CLIFF

I can do the old clown act. It'll take time, but we can rebuild the Bulldog and take her to the Nationals where we belong.

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

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

CLIFF

Yeeoowww!!

(CONTINUED)

CONTINUED:

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

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

PEEVY
What've you got there?

CLIFF
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 finned cylinder of chrome and blued steel. There are a pair of adjustable leather straps on the fusilage, like a harness.

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...

CLIFF
It's like something out of Buck Rogers.

Peevy picks up the device, carefully rotating it as he examines it. Attached to the cylinder by means of magnetic clips is a bracket, like a bracelet, with a T-shaped piece extending from the rim. On the T-section is a red button. Coiled cables extend from the bracket to parts in the fusilage.

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

CLIFF
Control switch, maybe.

He starts to slip it over his wrist.

PEEVY
Don't touch that!

Too late. Cliff presses the red button.

(CONTINUED)

CONTINUED: (2)

There is a momentary blast of blue flame from the rear of the cylinder, and a whoosh of superheated air. Still gripping the device, Peevy is carried twenty feet up.

CLIFF

Peev -- !!

The wiry mechanic tumbles back towards the floor. His fall is broken by a heap of old airplane tires.

Cliff runs over to Peevy.

CLIFF

Jesus! You okay?

Peevy nods dazedly. He looks down at the scorched, smoking tips of his shoes. Cliff pulls him to his feet.

A moment later, a booming voice echoes in the hangar.

BIGELOW

(o.s.)

Secord! Peabody, where the hell are you?

Cliff quickly sets the rocket on the work table. He and Peevy stand against the table, blocking the contraption from view.

BIGELOW strides in, a thick man in a cheap suit with a cigar butt clamped between his teeth.

CLIFF

What can I do for you, Mr. Bigelow?

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

BIGELOW

Damned shame about the Gee Bee.
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. I thought maybe I could take the Jenny up, do the clown act between races. It's gotta be worth fifteen bucks a day.

(CONTINUED)

CONTINUED: (3)

BIGELOW

This is 1938, pal. Open your eyes.
People don't pay for clown acts.
They pay for speed.

CLIFF

Okay, how about ten?

PEEVY

Ten!?

CLIFF

(to Peevy)

At least we'd have a shot at getting
the Bulldog back in the air.

(to Bigelow)

Deal?

BIGELOW

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

Bigelow notices the rocket pack.

BIGELOW

What's this?

Peevy's mouth drops open as slight panic creeps in.

CLIFF

Uh...it's a vacuum cleaner.

BIGELOW

Huh. Little woman's been nagging
for one of these. 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. Fixing the plane can
wait.

(handing Cliff paper)

First, you pay this.

Cliff's eyes bug out.

CLIFF

Five hundred forty gallons of
gas...that's almost a hundred bucks!

(CONTINUED)

CONTINUED: (4)

PEEVY

We don't burn that much in two years!

BIGELOW

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

CLIFF

But that damned car hit the pumps -- !

BIGELOW

After bouncing off you. The Gee Bee was on the runway, that makes it your neck. So. I'll see you tomorrow for the noon show.

Bigelow gives them a greasy smile, and starts out. He pauses at the Gee Bee.

BIGELOW

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

He ambles from the hangar. Cliff and Peevy turn and once more focus on the mysterious object.

CLIFF

The thing's sure got power...

PEEVY

Let's have a look at her guts.

Peevy finds a rectangular panel in the fuselage, secured by a center screw. He removes the screw and pulls off the cover plate. Inside the opening a tangle of tubes and wires surround a central core.

Peevy studies it and lets out a low whistle, then sniffs the innards.

PEEVY

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.

PEEVY

You call that flyin'?

(CONTINUED)

CONTINUED: (5)

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

CLIFF

See?

Cliff places the control over his wrist.

CLIFF

And all you gotta do is...

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 reverently sets the rocket back on the table.

CLIFF

The answer to our problems...our golden egg.

PEEVY

Nothin' comes that easy, Cliff...

(thinking)

This must be what the cops were after. People are shootin' at each other for this thing! Real bullet holes, pal -- real bullets.

CLIFF

Wouldn't you pay to see a flying man?

PEEVY

(stern)

Cliff!

CLIFF

We could make a lot of dough, fast.

PEEVY

Nah...it'll never work...can't use it without gettin' found out.

CLIFF

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

PEEVY

Cliff, there's probably a reward. I say we turn it in, and use the money for the Gee Bee.

(CONTINUED)

CONTINUED: (6)

CLIFF
That hunk of junk! The Gee Bee's
scrap metal!

Peevy cannot believe what he's hearing.

CLIFF
It's fate, Peevy. And it's justice.

PEEVY
(can't fight it)
Well...I have to admit, I'd sure
like to see this baby do its stuff.
But you're not gonna be the guinea
pig! Why, Lucky Lindy himself
wouldn't strap that firecracker on!

INT. MUSEUM - NIGHT

A dimly lit sign reads:

CHARLES A. LINDBERGH
On May 21, 1927, he became
the first man to fly solo across
the Atlantic Ocean in an airplane...

We track up the figure of a man dressed in the bulky leather flight gear of the era, revealing a crudely painted mannequin topped with a flight cap and goggles. The sound of a door being jimmied can be heard in the b.g. A FLASHLIGHT BEAM washes across the figure's face.

The DOOR SQUEAKS OPEN and Cliff and Peevy enter. Cliff points the flashlight at "LINDY".

PEEVY
Turn that thing off!

Cliff complies and Peevy immediately bumps his head on a bronze wall sconce.

PEEVY
Owww! Turn it on, but keep it low.

EXT. CHAPLIN FIELD, MUSEUM - NIGHT

Overhead a sign reads:

BIGELOW'S MUSEUM AND FLIGHT SCHOOL

Cliff and Peevy load the statue into Peevy's pick-up truck.

PEEVY
Museum! Lindy wouldn't be caught
dead in this flea-bag dump!

EXT. BEAN FIELD - NIGHT

A SLEDGE HAMMER SMASHES DOWN on a metal stake. A chain extends from the stake to the Lindy statue. Cliff cinches the straps, securing the rocket to the back of the "test pilot". A piece of tape awaits final contact between Lindy's thumb and the ignition button. As a last touch, Cliff slides the goggles over Lindy's eyes.

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 grabs him by the jacket.

PEEVY

Stay down! That chain'll cut you
in half!

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

PEEVY

Holy hell -- !

CLIFF

We should've anchored him to the
truck!

PEEVY

Not my truck!

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 turn and hit the dirt.

Lindy misses them by inches and slams head first into the earth.

INT. MUSEUM - CLOSE ON CLIFF AND PEEVY - NIGHT

as they place Lindy back on his stand.

(CONTINUED)

CONTINUED:

CLIFF

What that rocket needs is a real pilot.

We PAN DOWN THE busted goggles and crumpled flight cap TO REVEAL Lindy's compressed head. His eyes barely peer over his shirt collar.

PEEVY

What it needs is a helmet.

HOLD ON "LINDY" as they exit. Once again comes the sound of Peevy's skull connecting with the bronze scone.

EXT. SOUTH SEAS CLUB - NIGHT

A glittering nightclub atop a bluff overlooks the moonlit ocean. A pair of animated green neon palm trees appear to wave in a tropical breeze, flanking yellow neon script reading, "South Seas Club".

Below the sign, members of the society set in tuxedos and glittery evening gowns wait at velvet ropes to be admitted by hulking doormen. The crowd on line watches enviously as huge shiny touring sedans pause at the curb, allowing their elite passengers to stroll in without challenge.

INT. SOUTH SEAS CLUB - NIGHT

It is an elegant show-club, reminiscent of an Astaire and Rogers musical.

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 swing music for the twirling couples.

Above the palm trees and glowing lanterns is a mezzanine office. Windows fitted with louvered blinds overlook the main floor. Through the slats, a tuxedoed man can be seen speaking on the phone.

INT. EDDIE MARS' OFFICE - NIGHT

An agitated EDDIE MARS paces the plush oriental rug, one hand holding the body of the phone, the other clenching the receiver. Eddie is short, forty, and with eyes capable of menacing glares.

RUSTY, a big red-haired tough, stands at a bar cabinet, mixing a glass of bicarbonate of soda.

(CONTINUED)

CONTINUED:

EDDIE

(barking into phone)

Oh, yeah? Well, I'm not happy
either! I lost my best trigger man,
and my driver's in County General,
wrapped up like a goddamn mummy!

A voice replies, one we have heard before but with a distinct
British accent coloring his words. The tone is calm, but
very firm.

TALL MAN

(o.s.)

Mr. Mars, one cannot anguish over
the death of a foot soldier.
Sacrifices are but stepping stones.
Your driver is the key to the
whereabouts of the package.

EDDIE

It was blown to bits -- or didn't
you get the message?

TALL MAN

(o.s.)

I'd prefer to hear that from him
personally.

EDDIE

The hospital's thick with cops.
You want Wilmer sprung, it'll cost
you extra.

As Rusty turns with the fizzing glass of bicarbonate, Eddie
seizes it and downs half its contents, grimacing.

TALL MAN

(o.s.)

Good money after bad? I hardly
think so. We'll use my man to get
your driver out.

EDDIE

If you're cutting me out of the
action!

INT. PANELED LIBRARY - NIGHT

The Tall Man sits in a wing chair, phone in hand. His
profile is in shadow.

(CONTINUED)

CONTINUED:

TALL MAN

Not at all. You've been paid handsomely, and there's plenty more...if I have further need for your tuxedo-clad troglodytes.

EDDIE

(o.s.)

Troglo-what?!...

The Tall Man hangs up, the gleaming sapphire ring catching light.

INT. EDDIE MARS' OFFICE - NIGHT

Eddie stares at the mouthpiece, the dial tone droning.

EDDIE

Limey bastard.

He slams the receiver into the cradle.

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 COP peers over her shoulder.

COP

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

NURSE

Shh -- I just gave him a sedative.

The Cop gives her an appraising look as she closes the door. Suddenly, a monstrous shadow, more like a beast than a man, looms on the wall above the bed. The Nurse and Cop can be heard conversing in the hall.

(CONTINUED)

CONTINUED:

Something huge crouches on the outside ledge. The window opens silently, and the shape slips into the room.

COP
(o.s.)
Any chance of getting a cup of Joe?

NURSE
(o.s.)
I suppose. Do you want sugar?

COP
(o.s.)
Yeah...just put your little finger in it and stir.

It is a man of immense and twisted proportions. He passes through stripes of shadow, then stops at 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.

The intruder locks the door. He eases his massive hands beneath Wilmer's body, then lifts him easily.

Wilmer's ygroggy 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!
Creeper, no! I didn't screw up,
I done good! Wait!

Pounding on the door and the jingling of keys can be heard in the corridor.

Still in the Creeper's grip, Wilmer is partway out the window. He looks down, and his panic is alleviated by what he sees.

In the driveway is a STAKE TRUCK, its bed loaded with hay and parked directly below the window. A fearful but relieved Wilmer looks back at the Creeper.

WILMER
Don't miss, Creeper.

(CONTINUED)

CONTINUED: (2)

At that moment, the Cop gets the door unlocked. He sees Wilmer propped half out the window. The Cop dashes towards Wilmer.

COP

Hey! What in hell d'ya think --

The Cop is snatched off his feet by the Creeper's mighty grip.

Wilmer's face reflects the horror of what he sees. On the wall beside him, the Cop's writhing shadow is snapped like a matchstick. The WAIL of a siren cannot drown out the sickening crack of a backbone.

The Creeper grabs Wilmer, jockey's him out the window and drops him.

The Creeper's face contorts with the knowledge of what he has done: the stake truck has moved to let the ambulance pass.

The Creeper sees the ambulance pull up to the emergency entrance, then watches as the truck backs into place over Wilmer's corpse, still awaiting the Creeper's drop.

EXT. BUNGALOW COURT - NIGHT

On a quiet street in Hollywood is the "San Bernardino Arms", a Spanish-style bungalow court framed by palm trees.

INT. BETTY'S BEDROOM - NIGHT

Dressed up for an evening out, Betty stands at a vanity table in her neatly kept bedroom. A framed photo of Cliff is propped among the perfumes and cosmetics. She sings along with the radio as she clips earrings to her lobes.

Then, two beeps of an asthmatic truck horn are heard.

Betty sighs as she switches the radio off.

BETTY

(muttering)

Just once he could come to the door.

She grabs a wrap from the foot of the bed and goes out.

EXT. BUNGALOW COURT - NIGHT

Cliff waits beside the truck, parked at the curb by the court's arched entryway. He wears his worn leather jacket over chinos and a sport shirt.

(CONTINUED)

CONTINUED:

Betty appears on the porch of her bungalow, then starts down the walk towards Cliff.

As she approaches, Cliff realizes that 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

Hi.

They kiss.

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 somewhere nice, so, naturally I assumed...

CLIFF

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

BETTY

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

(CONTINUED)

CONTINUED:

CLIFF

Listen, it's all gonna be okay.
Me and Peev -- well, we're on to
something.

BETTY

Really? What?

CLIFF

I can't talk about it just yet, but
it's big...So, how about dinner?

BETTY

And a movie?

CLIFF

Oh...I don't know, I...told Peevy
I'd get his truck back...

BETTY

Cliff. I'd really like to see
'Cocktails at Seven.'

CLIFF

Oh, brother --

BETTY

Carole Lombard and --

CLIFF

(blase)
Neville Sinclair.

BETTY

(excited)
Neville Sinclair.

BETTY

And what's wrong with Neville
Sinclair?

CLIFF

When I go to the pictures, it's not
to see some mug pour martinis, or
walk poodles through the park, or
--

Betty leans in very close to him, carefully adjusting his
tie.

BETTY

Or make love to beautiful women in
flimsy negligees?

CLIFF

What?

(CONTINUED)

CONTINUED: (2)

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, moving 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 mementos 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.

At the end of the counter sits MALCOLM, a stocky sixty-year-old. A patch on his 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.

(CONTINUED)

CONTINUED:

PATSY

Aww, Ma...

MALCOLM

(examining toy's axle)

It's not so bad, honey. We'll fix 'er up.

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

MALCOLM

I ever tell you 'bout the time I was in that observation zeppelin, back in the Great War?

As Patsy shakes her head "no", four other regulars nod "yes" in unison.

MALCOLM

We'd sit in a basket hangin' down from the bag, see, and keep an eye out for the Huns in the trenches. Well, one day, just as the sun come bustin' through a cloud, a German tri-plane zoomed in from my blind side, machine guns ablazin'!

PATSY

What did you do?

MALCOLM

I flattened out like a flapjack on the basket's floor -- and them bullets chopped through the support ropes clean as a scissors!

PATSY

Ooooooh!

Listening, Millie rolls her eyes dubiously.

MALCOLM

That basket, she dropped down and down, 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.

(CONTINUED)

CONTINUED: (2)

She gives a little shriek as drops of soup spatter across the front of her dress.

MILLIE
Bull's-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 glares across the table at Cliff.

BETTY
You really show a girl a good time.

CLIFF
Aw, come on, Betty. It's comfortable here, the food's good...

BETTY
When it stays in the bowl. I'd just like to try something new once in a while...like the South Seas Club.

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

BETTY
But, you're with them all day. Malcolm, and the pilots, and that Bigelow, and --

The phone behind the counter rings. Millie answers it.

MILLIE
(into phone)
Bulldog Cafe, where the fliers meet to eat...Hello, sugar...sure, 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.

(CONTINUED)

CONTINUED: (3)

He turns away from Betty and speaks in a low voice.

CLIFF
(into phone)
What's up, Peev?...Yeah?...uh-huh...

Betty stands and crosses to the counter.

BETTY
(to Millie)
Can I have some water, Millie?

Millie fills a glass, and Betty tries to blot the soup stains with a wet napkin.

CLIFF
(into phone)
I'll get back soon as I can...Betty?
Naw, doesn't suspect a thing...

Overhearing, Betty's eyes narrow.

CLIFF
(into phone)
How is she, Peev? She was awful
hot. Maybe you gave her too much
alcohol. Can't wait to get my mitts
on her again...Okay. 'Bye.

Cliff hangs up. He turns to find Malcolm at his elbow.

MALCOLM
Say, Cliff, didn't mean to spoil
your date.

CLIFF
It's nothing, pal, don't worry about
it. Millie -- two pieces of rum
cake.

MILLIE
That's one too many.

CLIFF
Huh?

Millie nods towards Cliff's table. Betty is gone.

EXT. BETTY'S BUNGALOW - NIGHT

Cliff rushes up onto Betty's porch. The lights are on inside. He rings the bell. There is no answer. He pounds on the door.

(CONTINUED)

CONTINUED:

CLIFF

Betty! I'm sorry. Come on, open up, will ya?

The door opens a couple of inches. Betty clutches the front of her dressing gown to keep it shut.

BETTY

(coolly)

Yes?

CLIFF

Listen, honey...I was a dope, taking you to the Bulldog. Put your dress on, we'll go to that South Seas joint, I'll do anything you want.

BETTY

Anything?

CLIFF

Sure.

BETTY

Then get off my porch and out of my life!

She starts to slam the door. Cliff blocks it with his foot.

CLIFF

What's with you?

BETTY

I heard you talking to Peevy! Well, you can tank up your cheap floozy with all the gin you want -- because we are through!

She pushes the door shut and locks the latch. Cliff bangs on the door.

CLIFF

Betty! I don't know what you're talkin' about!

BETTY

(through door)

Go away!...I've got company!

Cliff starts to reply, when he is interrupted by a man's voice, speaking in Italian, coming from inside Betty's house.

(CONTINUED)

CONTINUED: (2)

MAN
(through door)
Voulez un aperitivo, Signorina?
Forse un bicchiere da champagne?

BETTY
(through door;
giggling)
Sì, sì, Marco, uno momento!

CLIFF
Hey -- !

MAN
(through door)
Posso servire il caviale adesso?

BETTY
(through door)
Caviar! How extravagant!

CLIFF
(pounding)
Who the hell is that?!

BETTY
(through door)
Go home, Cliff.
(cooing to man)
Oooh, Marco! The champagne tickles
my nose!

CLIFF
Okay, sister! Have it your way!

He stalks off.

After a moment, the front curtains part, and Betty peers through. She watches the truck start up, then drive off.

Betty lifts the needle on the phonograph beside her. The Italian voice is silenced. She removes the record and slips it into a jacket which reads:

"BEGINNING ITALIAN
with
PROFESSORE MARCO GIANELLI".

Betty sighs and plops down in an easy chair.

EXT. CLIFF AND PEEVY'S HOUSE - DAWN

The first light of dawn creeps across the overgrown lawn of a ramshackle 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 and scraps of metal. There are green glass lenses from an old pair of goggles, and a flat piece of bronze, shaped like a fin.

In the middle of the debris is an upended, dish-like curve of bronze. Cliff picks it up. Turning the shape over, it is revealed as a wall sconce from the Lindy Museum. Peevy has cut eye holes and penciled in the outline of a mouth, resulting in a skull-like mask.

Cliff tentatively places the sconce against his face. Morning light gleams on the burnished bronze.

EXT. "PARISIAN STREET" - DAY

A back-lot street at a Hollywood film studio has been dressed to resemble a French Revolution-era marketplace.

As prop men and grips complete their tasks, LOUIE, a short, harassed-looking assistant director, stalks towards a group of costumed extras who wait on several wooden benches. Betty sits among them, leafing through a fan magazine.

LOUIE

Okay, atmosphere, pay attention,
I'm only gonna say this once.

(consulting
clip-board)

I need the fruit sellers, the lady
with the baby, the blind beggar,
the three fops, the two...uh...

He indicates a pair of women garishly attired as prostitutes.

LOUIE

...ladies.

(glances at Betty)

What are you supposed to be?

BETTY

I'd like to be the farm girl or the
tavern maid.

LOUIE

And I'd like to be Clark Gable.
Over there with the...

(CONTINUED)

CONTINUED:

He indicates the prostitutes. Betty slumps in dismay.

LOUIE
(herding extras)
Come on, snap it up, -- pretend I
just called 'lunch'.

The grumbling extras shuffle towards the set. Betty follows.

Louie approaches a row of portable dressing rooms and stops at the one marked "Neville Sinclair". He raps on the door.

SINCLAIR'S VOICE
(inside)
Yes?

LOUIE
Five minutes, Mr. Sinclair.

SINCLAIR'S VOICE
(inside)
Thank you, Louie.

As Louie walks off to the set, Betty pauses by the dressing rooms to adjust a stocking. Suddenly, a hand reaches out and grabs her.

Betty is astonished to see Cliff. He leads Betty between the structures.

BETTY
(annoyed)
What are you doing here?

CLIFF
I must've called your house a
hundred times! You leave the phone
off the hook so you and that foreign
guy wouldn't be disturbed?

BETTY
(enjoying herself)
He's not foreign, he's Italian.
And keep your voice down!

CLIFF
Oh, it's one of these bums here.
Point him out, and I'll --!

BETTY
Oh, for heaven's sake. It was a
phonograph record, to help me learn
dialects.

(CONTINUED)

CONTINUED: (2)

CLIFF

It was?

BETTY

I'm faithful, Mr. Secord. Unlike some people.

She starts off. Cliff stops her beneath the window of Sinclair's trailer.

CLIFF

Me and Peevy weren't talking about a girl last night. 'She' was a machine. Look...my plane got wrecked, Bigelow's naggin' us for money...

(lowering voice)

...but this machine, Betty...I wouldn't have believed it if I hadn't seen it with my own eyes.

BETTY

(incredulous)

More nuts and bolts. Just once I'd like to be the most important thing in your life.

CLIFF

You are. But, Betty -- this thing could change both our lives!

BETTY

Another one of your dreams.

CLIFF

I'm only trying to make something of myself -- just like you.

BETTY

This is real. I'm a working actress.

CLIFF

You're walking through the scenery with a hundred other people.

(gently)

Come on, honey...who's dreaming 'round here?

BETTY

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

(CONTINUED)

CONTINUED: (3)

CLIFF

Like who?

BETTY

Like...like...the star of this movie...Neville Sinclair. He thinks I'm very talented. In fact, he wants to talk to me about a part...tonight...over dinner!

CLIFF

Tell me another!

Before Betty can reply, a smooth, British-accented voice comes from behind her.

SINCLAIR

(o.s.)

I beg your pardon...

Startled, Betty and Cliff turn to find Sinclair standing beside them. The good-looking, aristocratic actor is wardrobed in the rugged rags of a Revolutionary. Ernst stands patiently behind Sinclair, holding the actor's coat.

SINCLAIR

I have made reservations at the South Seas Club, my dear.

BETTY

(surprised)

You have -- ?

SINCLAIR

Is that all right?

BETTY

(recovering)

Why...why, yes, that's lovely.

SINCLAIR

I'll call for you at eight o'clock.

Smiling, Sinclair extends his hand to the seething Cliff.

SINCLAIR

How do you do? Neville Sinclair.

CLIFF

(ignoring hand)

I know. Saw your last picture. It stunk on ice.

(CONTINUED)

CONTINUED: (4)

Betty gasps in mortification as Cliff turns abruptly and walks off.

BETTY
(composing herself)
Thank you, Mr. Sinclair, but you
didn't have to do that. I can
handle myself.

SINCLAIR
I quite imagine you can. Eight
o'clock, then?

BETTY
Excuse me?

Sinclair takes her hand.

SINCLAIR
Then it's settled.

As Betty flushes, Sinclair gallantly kisses her hand.

The black sapphire ring on his right hand catches the
sunlight. Its fire-like star blazes.

As he releases Betty's hand, Sinclair steals a glance past
her to Ernst. Sinclair gives him a discreet nod, and Ernst
disappears.

EXT. MOVIE STUDIO - DAY

Cliff angrily strides between the sound stages, heading for
the main gate. Ernst follows stealthily.

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

Ernst is caught amidst the scenery and Comanches. Horses
rear and stagehands curse as he tries to push through them.

INDIAN
Hey, you schmuck -- get outta the
way!

Ernst stumbles through the mess. He looks about, muttering
profanities in German.

Cliff is gone.

EXT. CHAPLIN AIR FIELD - DAY

Raising dust, Cliff drives the truck over the dirt road leading into Chaplin Field. An auto park near the gated entrance is jammed with cars. The whine of aircraft engines is heard. Gas balloons hover at the far end of the site, 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.

Cliff squeals up to the hangar. As he leaps from the truck, Peevy spots him and rushes over.

PEEVY

Cliff! Where you been? Bigelow's ready to dump the clown act! The Jenny's fueled and on the runway!

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 -- FIVE 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 looks up.

The old Jenny flies out over the field, its wings dipping erratically.

As Cliff and Peevy watch with mounting concern, the Jenny wanders dangerously close to the racing planes.

The lead racer barrel-rolls aside, narrowly clearing the Jenny.

EXT. JENNY COCKPIT - DAY

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

EXT. CHAPLIN FIELD - DAY

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

Cliff and Peevy exchange horrified looks.

PATSY

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

Cliff bolts for the observation tower.

PEEVY

Cliff! Wait -- !

EXT. OBSERVATION PLATFORM - DAY

The open-top platform's railings are hung with bunting, and a radio operator sits at one side. CLOSE ON BIGELOW as he barks into the radio mike, a thick cigar clamped between his teeth.

BIGELOW

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

Cliff charges up the ladder.

CLIFF

Bigelow! Are you outa your goddamn
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!

Cliff snatches the mike from Bigelow.

CLIFF

(into radio)

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

(CONTINUED)

CONTINUED:

MALCOLM

(over radio; slurred)

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

CLIFF

(to Bigelow)

He's lit like a church!

BIGELOW

Pint o' bourbon, and he was rarin' to go.

CLIFF

You son-of-a-bitch!

Cliff slugs Bigelow. The man staggers back against the radio table with a heavy grunt. Cliff turns and races off.

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 cowling.

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!

Responding, Peevy dashes into the hangar.

INT. HANGAR THREE - DAY

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

PEEVY
Cliff! 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 workbench 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. HANGAR THREE - DAY

Cliff rockets out the hangar door, flying straight at us. In an instant, the image of the helmet fills the frame.

Inside the helmet, Cliff's eyes are wide with fear.

EXT. CHAPLIN FIELD - DAY

Trying to gain control of the powerful engine, Cliff corkscrews towards the grandstand.

The astonished spectators cheer wildly, then shriek and duck as the flying man whistles close overhead.

EXT. HANGAR THREE - DAY

Peevy staggers to the hangar door, slapping out his smoldering shirt. He watches in terror as Cliff fights the rocket's power.

EXT. CHAPLIN FIELD - DAY

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

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 biplane.

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!!

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

(CONTINUED)

CONTINUED:

REPORTER
Holy Cripes! You gettin' this,
Manny?

CAMERAMAN
I'm gettin' it -- whatever it is!

EXT. JENNY - DAY

Having cut the rocket's power, Cliff clings desperately to the biplane's wing-struts.

CLIFF
Malcolm! Malcolm, pull 'er up!!

Malcolm groggily turns to look at the masked apparition standing on his wing.

MALCOLM
YAAAHHHH!

Passing out, Malcolm slumps forward against the stick. The plane noses down into a dive.

EXT. CHAPLIN FIELD - DAY

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

PEEVY
Oh my God!

EXT. JENNY COCKPIT - DAY

The ground is rushing up to meet the diving biplane.

Cliff throws his arms about the unconscious Malcolm and tries to wrench him from the cockpit.

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

Unable to work Malcolm free, Cliff holds him tight and thumbs the controls.

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

EXT. CHAPLIN FIELD - DAY

A moment later, the biplane reaches ground zero.

(CONTINUED)

CONTINUED:

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 gasbag 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 runs for his truck.

PEEVY

For the love o' Mike -- !

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. PHONE BOOTHS - DAY

By the hangars, a mob of reporters are trying to jam into 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. DUCK POND - DAY

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

(CONTINUED)

CONTINUED:

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

Peevy jumps from the truck's cab.

PEEVY

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

Peevy notes the damage to the pack's fuselage.

PEEVY

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!

Suddenly, they turn to see a barrage of press and spectators, mobilized and closing fast.

PEEVY

In the truck -- quick!

They break for the pickup. Cliff is unharnessing the pack when the futile grinding of Peevy's engine stops him. The truck won't start.

Cliff instinctively goes to lift the hood. He looks to the oncoming hoard and realizes there is no time.

CLIFF

Shut her down, Peev -- and throw
her in neutral.

Cliff secures the harness, tosses the helmet in the front seat, and jumps into the truck bed. The crowd is almost upon them.

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

(CONTINUED)

CONTINUED: (2)

CLIFF
You steer, I'll push!

PEEVY
You'll whaaaaaa -- !!

Peevy's words vanish in the roar of the rocket.

Cliff strains to hold on as the truck blasts onto the road and away.

The world's first rocket-powered pickup truck makes the pursuing reporters look like they're standing still.

The media mob pulls to a stop in the dusty wake. They watch in awe as the fiery specter becomes a pinpoint on the horizon.

EXT. AIR MUSEUM - DAY

Bigelow holds court in the doorway of the Lindy Museum. Several NEWS REPORTERS hover on the porch.

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.

(CONTINUED)

CONTINUED:

BIGELOW

Then send 'em to Bigelow's Air Show
on Saturday. Never know who might
drop outta the sky. Say, fellas...

(indicates museum
sign)

Get a shot of the sign before you
go, huh?

The Reporters grumble as Bigelow retreats into the Museum.

INT. MUSEUM - 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.

He flips the lights on, then notes something amiss.

One of the bronze sconces is missing. All that remains is
a hole in the wall plaster.

A janitor, who has been dusting the office in the b.g.,
abruptly turns on a vacuum cleaner. Bigelow turns, annoyed.

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.

He looks from the vacuum to the sconce hole.

BIGELOW

Secord...!

INT. PEEVY'S TRUCK - DAY

The dented, dripping rocket pack sits between Peevy and Cliff
as they drive down the highway towards Santa Monica.

CLIFF

I can't get over it...the
feeling...Peev, I was flying without
a plane...

(CONTINUED)

CONTINUED:

PEEVY
(glancing in rearview
mirror)
And if they'd caught us, you'da
landed us in jail.

CLIFF
Nobody can keep up with the rocket.
Hey, we could set up a race with
all the hot shot pilots, like the
Kentucky Derby. And we make out
like bandits -- 'cause I can't lose.

Peevy grunts, eyes on the road.

PEEVY
It's stolen, Cliff.

CLIFF
Not by us. For cryin' out loud,
don't you want a stake for your old
age?

Peevy is silent.

CLIFF
You know. The orange ranch...the
one in the Valley...with the creek
running through it...

Peevy begins to grin at the thought. He catches himself and
scowls.

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

CLIFF
Aw, you can fix anything, Peev.

The westerly sun glares through the windshield. Squinting,
Cliff lowers the sun visor. Pinned to the visor's back is
a dogeared photo of Cliff and Betty at the beach.

He stares at the snapshot, lost in thought.

INT. SOUTH SEAS CLUB - NIGHT

The wide glass doors swing open and Sinclair enters, Betty
on his arm. He is impeccably attired in a tuxedo. Betty
has been poured into a form-fitting gown.

(CONTINUED)

CONTINUED:

The Club is full of customers in evening finery, and the dance band plays the latest tunes.

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. Betty takes in the glamorous surroundings with obvious delight.

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...you really know how to
show a girl a good time.

SINCLAIR

It's comfortable here, the food's
good. And I like to be with my
friends. May I ask you something?

BETTY

Anything -- I love the way you talk.

SINCLAIR

That chap who came by the set...

BETTY

Oh, Mr. Sinclair, I 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.

(CONTINUED)

CONTINUED: (2)

BETTY

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

SINCLAIR

Ah, yes...I heard about that...at
an airport, in Santa Monica?

BETTY

(nodding)

Bigelow's Air Circus. And now the
old fart --

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 Field's hand.

BETTY

How do you do, Mr. Fields?

FIELDS

Charmed, my dear.

(eyeing her cleavage)

Doubly charmed.

Armand returns.

ARMAND

Excuse me, Sir...

Armand leans in and says something in a low voice.

As Armand moves off, Sinclair rises.

(CONTINUED)

CONTINUED: (3)

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
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.

There is a knock on the office door. Eddie addresses the
red-haired tough in the corner.

EDDIE
Watch my back, Rusty.

Rusty nods, then admits Sinclair, closing the door behind
him.

EDDIE
(to Sinclair)
Seen the papers, sport?

Eddie slaps the Los Angeles Times down on the desk.

(CONTINUED)

CONTINUED:

A front-page photo of a man rocketing over the airfield accompanies the headline:

"ROCKETEER"
Saves Pilot

Eddie stabs a finger at the rocket pack visible on Cliff's back.

EDDIE
Look familiar?

Sinclair glares at the photo and headline. He anxiously scans the story. In the supporting column is a smaller photo of Bigelow. Sinclair focuses on the caption below it, which reads:

"OTIS BIGELOW, Claims His Flying Man Will Return."

EDDIE
Seems like we're back in business.

SINCLAIR
(indicating paper)
I do appreciate your continued
interest, but I will handle this
from now on.

Sinclair starts out. Eddie angrily steps forward. Rusty tenses, a hand on the ominous bulge beneath his jacket.

EDDIE
Look, pal. We've got a contract.
The rocket's back in the game...and
so are we.

Sinclair opens the door, and turns to Eddie coldly.

SINCLAIR
Our deal is terminated, Mr. Mars.

Sinclair exits. Rusty looks expectantly at Eddie.

EDDIE
Let him go. While the limey
entertains his broad, you and Al
go visit this Bigelow chump. You
get the pack. You bring it to me.
And then we'll see who's running
the show.

INT. SOUTH SEAS CLUB - NIGHT

The HAT CHECK GIRL looks on starry-eyed as Sinclair completes a phone conversation.

He hands the phone back to the girl, with a generous tip.

SINCLAIR

Thank you, love.

Sinclair crosses to the maitre d's station.

SINCLAIR

(to Armand)

Please have my car sent around,
Armand.

Sinclair looks across the Club to where Betty sits with Fields. Both are well in their cups. Betty's drunken laughter has drawn the attention of neighboring tables.

SINCLAIR

(pressing bills into
Armand's hand)

And call a cab for the young lady.

ARMAND

Of course, Mr. Sinclair.

Sinclair moves towards the door. He is stopped by a woman in her late fifties, who wears an elaborate hat and bears a pen and pad.

LORETTA

Neville, darling. Are you going
to give me the lowdown on the, uh,
'chorus girl,' or will I have to
dig?

SINCLAIR

Sorry, Loretta -- the lady is with
Fields.

LORETTA

She came in with you.

SINCLAIR

You must be mistaken. Look at her.
A bit common for my taste.

LORETTA

Well, I'll just speak to her myself.

Sinclair gives her an icy grin and leans in.

(CONTINUED)

CONTINUED:

SINCLAIR

Go ahead. I'm sure your readers would love to learn about the Panamanian boy you keep in that Beverly Hills bungalow.

LORETTA flushes. Sinclair swaggers past the defeated columnist and goes out the door.

EXT. NEWSSTAND - CLOSEUP ON THE TRIBUNE'S HEADLINE - NIGHT
and front page ROCKETEER photo, with the headline:

WHO IS THE FLYING MAN??

An eager hand pulls the paper from a newspaper rack.

Continuing down the rack, Cliff swiftly gathers up 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 birdman has yet to step forward and identify himself. Until then, this 'Rocketeer', as the papers have named him, must remain a mystery hero.

A pair of pretty COLLEGE GIRLS sigh in unison.

FIRST COED

I'll bet he's cute.

SECOND COED

'Mystery 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.

(CONTINUED)

CONTINUED:

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 does so.

EXT. BIGELOW'S OFFICE - NIGHT

At the dark airstrip, Fitch and Wooly stand outside Bigelow's office. Fitch holds the evening paper in one hand, 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.

TS TS

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.

(CONTINUED)

CONTINUED:

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 left when Bigelow wrote on the page removed.

(CONTINUED)

CONTINUED: (2)

The agents stare down at an address:

1635 PALM TERRACE

Abruptly, a bright red spot appears on the paper.

Fitch and Wooly look up.

Stuffed into the overhead rafters are the twisted corpses of Rusty and another Mars' goon.

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 HOUSE - NIGHT

Peevy intently examines the guts of the dismantled rocket pack, which he has laid out across a table. Piece by piece, he logs the components into an annotated schematic drawing.

A large shadow moves across the diagram.

PEEVY

Cliff, this thing is...

A look of horror eclipses his features as the huge hands lift him effortlessly, bringing him nose-to-nose with the Creeper. What could be a smile on the Creeper's lips only serves to further distort his grotesque face. Before Peevy can react, he is thrown against the wall.

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 is heard inside. Cliff drops everything and grabs the doorknob. It is locked.

CLIFF

Peevy!!

PEEVY

(inside)

Don't come in!!

Cliff is set to bust the door down with his shoulder when it swings open. Cliff is yanked in and thrown across Peevy's work table, scattering parts everywhere. Cliff tries to get up but as he does a HUGE HAND grabs him by the face and lifts him.

(CONTINUED)

CONTINUED:

Cliff tries to fight but the Creeper jerks him around like a rag doll. In the other corner Peevy grabs the drawing. The Creeper turns on him, with Cliff in tow in one hand, he yanks the drawing from Peevy with the other. The Creeper kicks the table onto Peevy, pinning him.

Still holding Cliff by the face, the Creeper stuffs the drawing in his pocket, he releases his grip, and grabs Cliff's body, thrusting it up 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 thin wooden door

FITCH

(O.S.)

FBI -- Open up!!

The Creeper launches Cliff's body 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.

An agent standing next to Fitch is blown off the porch and hits the ground dead. The agents 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. HOUSE

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

Cliff, dodging ricochets, grabs the various scattered parts and inches his way to the shell of the rocket pack.

The Creeper spots the backdoor. He makes his getaway through the kitchen. Suddenly an agent flashes by the window ready to come through the door. The Creeper blows a huge hole in the door missing the agent who flattens back against the outside wall.

THE CREEPER'S P.O.V.

down the barrel of the pistol as he aims it at the space between the window and the door. He squeezes the trigger...CLICK...He squeezes again...nothing!

EXT. BACK PORCH - NIGHT

The agent 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

(CONTINUED)

CONTINUED:

by the Creeper as he bursts through the wall, and escapes toward the alley.

The agent tries to rise from under the debris, when a second pair of feet stomps across the board that covers his face. The agent wrestles free and rises to fire. He holds just as he is about to shoot.

AGENT'S P.O.V.

Children and curious neighbors seem to be everywhere. They watch a man vanish into the foliage, then look back to the agent.

INT. LIVING ROOM - DAY

Agents kick in the bullet-riddled front door. Instinctively all guns aim at something moving in the mess. From behind the overturned table a "white flag" handkerchief waves feebly. Peevy's frightened face slowly appears over the edge.

INT. HOUSE - LATER

Peevy sits quietly, recuperating as the agents search through the devastated house.

Fitch and Wooly stand to one side, speaking in low voices.

WOOLY

I say we take him to headquarters
and really scare the pants off him.

FITCH

J. Edgar says we're working for
Hughes now. He won't do us or Mr.
H. any good behind bars.

An agent hands Wooly a fedora. Wooly examines it, then shows the inside to Fitch.

A German hat-maker's label is sewn into the headband.

Fitch and Wooly somberly approach Peevy.

WOOLY

You get all your hats in Germany?

PEEVY

(snappy back)
It ain't my hat.

FITCH

No...?

(CONTINUED)

CONTINUED:

PEEVY

No!

Wooly smiles confidently and pats the hat on Peevy. The fedora drops down over his head, covering his ears.

Fitch shoots Wooly a look.

FITCH

It ain't his hat.

The Creeper's UGLY FACE DISSOLVES THRU eerily filling the HAT. His mean features seem to weaken as we become aware of the fear in his eyes.

INT. SINCLAIR'S DEN - PRE-DAWN

The Creeper stands sheepishly as Sinclair assesses the situation. Off to the side, almost lost in the dark wood of the elegant den, stands Ernst, watching impatiently.

SINCLAIR

(calmly)

You've done well. You didn't get yourself killed, or worse, captured. And we are now certain that they have what we're looking for.

The Creeper grins slightly.

Sinclair's tone abruptly changes, his voice tightening.

SINCLAIR

We may also assume that they're hiding comfortably, aware that we are willing to kill for it, and Federal Agents are once more on our trail! And what have I to show for your efforts?

(waving schematic)

I have this!

He ~~slams~~ the drawing down on the desk top.

The Creeper shrinks back. Ernst smiles coldly.

SINCLAIR

Look at me!

The Creeper's "bad boy" look thinly veils his menace and hatred.

(CONTINUED)

CONTINUED:

SINCLAIR

Find them. Find the rocket. Or
you'll find yourself back bending
horseshoes on the carnival midway.

Sinclair waves him off. The Creeper shuffles out.

Sinclair reveals a hidden safe as Ernst moves closer.

ERNST

We must arrange an immediate
rendezvous to deliver the plans.

Sinclair turns away from the combination dial, fixing Ernst
with a look of contempt.

SINCLAIR

This scribbling is meaningless
without the rocket.

ERNST

Our scientists must evaluate --

SINCLAIR

The plans may be incomplete, or a
forgery devised by Hughes to throw
us off. I will not risk humiliation
a second time...Understood?

ERNST

Herr Sinclair. Need I remind you
that you are addressing an officer
of the Gestapo?

SINCLAIR

Listen, old fruit, I don't care if
you're Hitler's nephew. While
you're in America, you work for
me...without question.

ERNST

(bites down hard)

With respect, I must question
relying on that cretin for such an
important --

SINCLAIR

He, Ernst, is dedicated...of one
purpose.

Sinclair's accusatory look burns into Ernst. Ernst turns
away and crosses to the liquor cabinet to pour himself a
drink.

(CONTINUED)

CONTINUED: (2)

Sinclair returns to the safe dial. Ernst tweaks the cabinet's mirrored doors. One reflection reveals another until he has a clear view of Sinclair placing Peevy's drawing in the safe.

SINCLAIR

Get the car.

The cabinet doors are shut, reflecting Ernst's exit.

EXT. BETTY'S BUNGALOW - MORNING

Sinclair's hand raps on Betty's front door.

The girl answers the knock. From her disheveled appearance and dressing gown, it is obvious she has just awakened, and is more than a little hung over.

BETTY

(surprised)

Nevile -- ! I didn't expect -- I mean, you must think I'm just awful, I never drink and --

SINCLAIR

Why aren't you ready, my dear?

BETTY

Ready for what...?

SINCLAIR

Didn't Casting ring you? You've a nine o'clock call.

BETTY

(eyes widening)

Casting?

SINCLAIR

Yes...I've arranged for you to play the farm girl.

BETTY

With you? Oh my -- ! I'll be ready in two shakes!

She hurries back inside. Sinclair follows her in and closes the door behind him.

INT. BETTY'S HOUSE - MORNING

Betty can be heard in her bedroom, rummaging through drawers and closets as she quickly dresses.

(CONTINUED)

CONTINUED:

Sinclair stands at the mantle of her small living room, discreetly sifting through a stack of mail. Dropping the letters, his eyes rake the room's contents, taking it all in.

BETTY

(o.s.)

Almost ready!

SINCLAIR

You've a charming home. It's very...

BETTY

(o.s.; hopefully)

Quaint?

SINCLAIR

American.

Spotting a framed snapshot of Cliff standing by the Gee Bee, he crosses to it.

Sinclair is holding the photo as Betty emerges from the bedroom, fully dressed.

SINCLAIR

This friend of yours...

BETTY

Cliff.

SINCLAIR

Yes...I'm portraying a pilot in my next film. And an actor must do his research.

BETTY

Yes, of course.

SINCLAIR

You'd do me a great favor if you told me all about him. It will while away the time as we ride to the studio.

He graces her with a dazzling smile.

EXT. BULLDOG DINER - MORNING

Peevy stands at the door facing a black wreath tagged "R.I.P. OTIS BIGELOW" and a sign reading "CLOSED FOR FUNERAL".

He peers into the dark diner, then backs away.

(CONTINUED)

CONTINUED:

Across the street, a pair of eyes watch Peevy from behind the wheel of a dark sedan.

Peevy stands on the shallow lawn between the bulldog's stucco feet and looks up.

PEEVY

Cliff...you up there?...Cliff!

The enormous face stares back blankly. A bumping is heard and a moment later one of the dog's eyes creaks open. Cliff's head sneaks into view.

CLIFF

Peev!

The eyeball window blinks shut.

INT. BULLDOG DINER - MORNING

Cliff furtively opens the door and Peevy slips in.

PEEVY

Jeez, I've been everywhere lookin' for you. Didn't know if the cops grabbed ya, or that ape...

(shudders)

Anyway, those G-men couldn't get nothin' off me.

CLIFF

You hear about Bigelow?

PEEVY

Yeah...poor fool...showboatin' about his Rocketeer...he could be a tightwad and a horse's ass, but...he didn't deserve to...

They start to ascend the narrow staircase to the small store-room in the bulldog's "head".

CLIFF

Millie and the guys are over with Mrs. Bigelow now. Hell, why would somebody kill him?

PEEVY

Same reason that goon tried to dance with us last night. That damned rocket pack! I knew we should've given it back the second we found it.

(CONTINUED)

CONTINUED:

CLIFF

Peevy...

PEEVY

If I never lay eyes on that blasted thing again, it'll be too soon.

Peevy follows Cliff into the attic. His face goes white. Illuminated by a gooseneck lamp, a scattering of parts encircle the partially assembled rocket pack.

PEEVY

Mother of Mercy! Cliff --!

CLIFF

Before you blow your stack, just listen, okay? I've been sitting up here all night, scared out my wits.

(indicating pack)

Whatever this thing's about, we can't fool with it anymore.

PEEVY

Now you're talkin' sense.

CLIFF

I already started putting her back together.

From the look on Peevy's face, it is obvious that Cliff has made a mess of it.

PEEVY

Cliff. You wreck 'em, I'll fix 'em.

Peevy sits at the table, rolling up his sleeves.

PEEVY

Where's the schematic?

CLIFF

Huh?

PEEVY

The plans for the rocket, I drew a complete breakdown of...

CLIFF

I don't have any drawing!

FOOTSTEPS are heard on the steps below. Cliff and Peevy exchange panicked looks. Cliff slams the door and quickly wraps the rocket and its parts in a tarp. Peevy grabs

(CONTINUED)

CONTINUED: (2)

a length of spare stove pipe and prepares to defend himself.
Fists pound on the attic door.

FITCH

(O.S.)
Cliff Secord! Open up, this is the
F.B.I.!

PEEVY

They followed me! I'll be damned...

He opens the door a crack. Fitch's hand thrusts in, bearing his agent badge.

Peevy allows Fitch and Wooly to enter the attic.

PEEVY

You followed me!

FITCH

Are you Secord?

Cliff nods, swallowing hard.

Wooly leans out the door and beckons down the stairs.

The agents part. Cliff and Peevy look on in awe as one of aviation's pioneers enters the room.

HUGHES

(eyes boring into
Cliff)

Secord...they tell me you're a
flyer.

CLIFF

(flattered, shaking
hands)

Yes, sir.

HUGHES

Gee Bee racer...Lot of plane to
handle.

CLIFF

Peevy keeps her running. Uh, Mr.
Hughes, Ambrose Peabody, my
mechanic.

Peevy thrusts out his hand. Hughes shakes it without taking his eyes off Cliff.

(CONTINUED)

CONTINUED: (3)

HUGHES

You've no doubt heard about this
flying man.

Hughes bends down and picks up something off the floor.

CLIFF

Yes.

PEEVY

No.

To add to their dilemma, they see that Hughes has picked up
a loose part from the rocket pack.

CLIFF

I mean no!

PEEVY

Yes!

HUGHES

The papers are calling him the
Rocketeer...

(smiles)

I kinda like that.

PEEVY

What we mean is we weren't
there...but we read about it.

CLIFF

How could you miss it, big picture
on the front page...pretty
dangerous, if you ask me.

Peevy tries to hide his incredulous look. Hughes rolls the
part around in his fingers.

HUGHES

...more dangerous than you can
imagine.

FITCH

Does the name Eddie Mars mean
anything to you?

Cliff and Peevy shake their heads. Hughes shoots the agents
a look. Wooly aborts lighting a cigarette and fumbles his
lighter.

HUGHES

I didn't think so...you don't look
like the kind of men that hire goons
to do your work for you. Just who
did is still a mystery.

CLIFF

Who did what, sir?

(CONTINUED)

CONTINUED: (4)

Peevy can't believe his ears. He shoots Cliff a look.
Hughes locks Cliff in his stare

HUGHES
Stole an experimental rocket pack
that belongs to me and the United
States Government. Unfortunately,
before they could lead us to the
top man our entire plan went into
a tailspin...crashed...and burned.

Fitch and Wooly look everywhere, except directly at Hughes.

HUGHES
...and that was that...until...what
we thought destroyed...suddenly
reappeared in the skies over Chaplin
Field.

Cliff and Peevy stand mute.

HUGHES
They will pursue it relentlessly
and kill all who stand in their way.

Hughes stops rolling the part in his hand. His eyes isolate
Cliff.

HUGHES
If the pack is to be saved...we must
first find and then stop these Nazi
bastards.

The tension punctuates Hughes' words.

PEEVY
Nazis?!

CLIFF
I wish I could help...but I'm just
a flyboy. It's the only thing I
know how to do.

HUGHES
Yeah. I saw your plane.

The tension is broken. Hughes smiles, Fitch and Wooly
chuckle. Cliff and Peevy attempt to join in as Hughes starts
out.

The industrialist pauses in the doorway.

HUGHES
Yours?

(CONTINUED)

CONTINUED: (5)

He tosses the part to Cliff. Hughes and the agents go out, closing the door behind them.

PEEVY

Holy Mother of God -- he knows.

Cliff looks up from the part, adrenaline pumping.

CLIFF

I know.

PEEVY

Why didn't we just give them the damn thing?

CLIFF

(sarcastically)

Sure. 'Here's your rocket pack, Mr. Hughes. The Nazis will just have to build their own from Peevy's plans'.

PEEVY

The schematic!

CLIFF

They've got it and it's our fault. We find that big ape and we'll find their top man -- and your plans.

PEEVY

If we're lucky, the Feds'll throw us in prison before the goons kill us.

CLIFF

Cut it out, Peev. We're part of it now. You heard him, he charged me. Would Hughes have walked out empty handed if he didn't want us to use the rocket? He did everything but strap it on my back. I'm working for Howard Hughes and the United States of America!

Peevy shakes his head in disbelief.

PEEVY

We're gonna need a bigger helmet.

EXT. BULLDOG CAFE - MORNING

Hughes, Fitch, and Wooly pause by their sedan.

(CONTINUED)

CONTINUED:

FITCH

Excuse me, sir. It's just a hunch,
but I'll bet that Roman candle's
up there with 'em, right now.

HUGHES

Of course it is.

Fitch and Wooly exchange looks.

WOOLY

Then what the hell are we waiting
for?

HUGHES

The Army sent me fourteen pilots.
Not one could keep the rocket
airborne for more than half a
minute. Secord can fly the
goddamned thing and that thrills
me to the core. I trust him to take
care of the pack, and himself. Put
a twenty-four hour tail on him.
He'll lead us to the Nazis...or
they'll come to him.

(grinning)

And that, Mr. Fitch, is my hunch.

INT. NON-DESCRIPT SETTING - CLOSE ON SINCLAIR

as he steps into frame. The compassionate look on his face
is powerful and romantic. We hardly notice his beret and
tattered clothing. He pulls a woman into view and gently
brushes her hair back revealing a dirt smudged and very
distressed Betty.

SINCLAIR

If you help me, the chains of
tyranny will be broken and our
people shall at last taste freedom's
nectar.

BETTY

(awkwardly)

I would lay down my life for you.

OFF SCREEN VOICE

(loud)

Cut!

WIDE ON MOVIE SET - A BATTLE SCARRED FRENCH REVOLUTION ERA

It looks like it's been a long day. A steaming director
approaches the couple stopping nose-to-nose with Betty.

(CONTINUED)

CONTINUED:

DIRECTOR

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!

(to Sinclair)

Pray for a miracle.

Sinclair nods and the Director reluctantly returns to his chair.

DIRECTOR

Okay everybody. One more time.

O.s., Louie, the A.D., calls out the roll cues as the slate is raised into frame.

CLAPPER BOY

Take twenty seven.

TWO STAGEHANDS behind the set just shake their heads as the sticks "crack" and a pleading "action" is called. (o.s.) STAGEHAND #1 pumps his Bee-Smoker as STAGEHAND #2 uses his cigar to light the fuse of the cannonball-shaped bomb he holds. Stagehand #1 looks Stagehand #2 in the eye and mouths Sinclair's o.s. dialogue in perfect sync.

STAGEHAND #1 (SINCLAIR O.S.)

If you help me, the chains of
tyranny shall be broken and our
people shall at last taste freedoms
nectar.

Stagehand #2, also in perfect sync responds with Betty's dialogue.

STAGEHAND #2 (BETTY O.S.)

I would lay down my life for you.

A look of amazement comes over them. Betty got it right!

The Director sits paralyzed...then remembering the next cue taps the equally stunned Louie, who throws a signal to Stagehand #2 who just stands there. Louie frantically waves his arms finally shouting at Stagehand #2.

LOUIE

Throw the damn thing!

ON SINCLAIR

reacting to Louie's voice as it shatters the silence. The bomb lofts through the window, landing at Sinclair's feet. Betty finally gets to deliver her other line. Her reading

(CONTINUED)

CONTINUED:

is like nails on a blackboard.

BETTY

A bomb!

Sinclair winces at the shriek as Betty dives in front of him, throwing herself on the bomb.

Blamm - A FIERY EXPLOSION FILLS THE SCREEN.

INT. SINCLAIR'S DEN - AS THE SMOKE CLEARS

We see the mangled door of the safe. HANDS reach in and carefully remove Peevy's schematic drawing of the rocket pack. As it is raised up we see that it is in the grasp of a defiant looking Ernst. He gives it the "once-over", rolls it up, and exits.

INT. BULLDOG DINER HEAD - CLOSE ON THE ROCKET PACK

as Peevy secures the last cover plate. Cliff paces anxiously. The sounds of the "open" diner can be heard from below. Peevy puts a hand on his sore back as he stands.

PEEVY

There...If you ask me...which you won't, I feel like I've just fused a bomb.

Cliff moves in close, examining the Rocket.

CLIFF

You've outdone yourself Peev. No parts left over.

Peevy returns a weak smile. Cliff notices something on the floor and bends down to pick it up.

CLIFF

Oh, oh...spoke too soon.

Peevy has an "oh no" look as Cliff raises the metal object into view. It is a cigarette lighter. He turns it over in his hand and focuses in on an inscription written in German. The initials N.S. are engraved below it.

CLIFF

Oh God, Peev. It's the stocky one.

PEEVY

What?

(CONTINUED)

CONTINUED:

CLIFF

The agents...with Hughes. The short one's a spy.

Peevy wonders if he'll be able to survive Cliff's enthusiasms. He puts his spectacles on and takes the lighter.

PEEVY

Will you pipe down. Wha'da you got here.

CLIFF

It's German, Peev...and this, N.S...ah...could be?

(suddenly serious)
Nazi Squadron!

Peevy's face is a fossil of total disbelief. Cliff shrugs "could be?".

PEEVY

I bet Mr. Hughes has no idea he's got a regular Sherlock Holmes on the case.

(looks at lighter)
It's German all right...the same as the hat.

CLIFF

What hat?

PEEVY

The one that mangler lost at your place. You probably scooped this up with the parts.

Cliff is preoccupied with his perceived task.

CLIFF

We've gotta find him, Peev.

PEEVY

Shouldn't be hard. Just keep an eye out for a seven foot bruiser with no hat, bummin' a light.

Cliff snaps back to reality, obviously disappointed with Peevy.

(CONTINUED)

CONTINUED: (2)

PEEVY

Cliff. This isn't a game. These people are killers...and we're on top of their list. We don't exactly have the advantage here.

Cliff looks at Peevy then fixes on the Rocket Pack.

CLIFF

Wrong, Peev. We do have the advantage.

It's hopeless. Peevy shakes his head and tosses the lighter onto a pile of magazines. Cliff glances at the lighter then begins to stare at it. He moves in closer. Peevy regards Cliff oddly, looks back down at the pile of magazines, realizing what has Cliff's attention.

CLOSE ON THE MAGAZINE

The lighter has landed on a back-cover advertisement featuring Neville Sinclair endorsing LUCKY STRIKE CIGARETTES. A quote reads: "Cross over to my world," followed by Sinclair's signature. The initials N.S. are as pronounced on the page as they are on the lighter.

BACK TO SCENE

CLIFF

N.S. Neville Sinclair...

PEEVY

For crying out loud Cliff, that's the third suspect in five minutes. You gotta...

CLIFF

(interrupting)

It's him...I know it Peev. All the sudden attention on Betty...it didn't make sense, 'til...

Cliff looks into Peevy's disbelieving face.

CLIFF

Peev...I love her, but you and I both know she can't act worth a flip! Now let's find out where this Nazi lives.

CUT TO:

A CRUDELY PAINTED SIGN

fills the screen. It reads MAPS TO THE STARS HOMES.

CUT TO:

EXT. SUNSET BOULEVARD - A YOUNG BOY - DAY

He catches a coin mid-air as we hear Cliff's voice.

CLIFF

(o.s.)

Keep the change, kiddo.

The Boy beams as Peevy's truck rounds the corner and heads into the HOLLYWOOD HILLS.

CLOSE BACK AND WHITE PHOTO OF FORTRESS TYPE MANSION

inset in map. The map is lowered, REVEALING the same mansion. It is all but obscured by its wooded grounds, a high stone wall, and massive iron gates. Cliff and Peevy are dwarfed by its stature.

PEEVY

Be easier bustin' in to Fort Knox.

Cliff watches as a lone BIRD flaps a quick circle above the mansion, then soars westward.

CLIFF

Unless you were a bird.

EXT. ON THE MANSION ROOFTOP - ERNST - DAY

He watches the bird vanish beyond the treetops. He has a cold, satisfied look on his face. As he exits we SEE three homing pigeon cages. One is empty.

EXT. REMOTE LOCATION - CLOSE ON HAND - NIGHT

cinching rocket pack strap tight. Peevy turns Cliff around for one final check. They face each other.

CLIFF

You'll tell Betty...you'll warn her.

PEEVY

You just worry about yourself. I'll make sure everything's okay with Betty.

CLIFF

Wish me luck.

Peevy is rummaging around under the seat of his pickup truck.

(CONTINUED)

CONTINUED:

PEEVY

I'm afraid you're gonna need more than luck.

Peevy turns around. In his hand is an ominous looking pistol. Cliff's eyes widen in a moment of confusion. Peevy steps slowly to Cliff, leading with the gun.

PEEVY

Take this.

Peevy rests the gun atop its holster, handing it to Cliff.

CLIFF

German Mauser. You gave me a bit of a start, there.

Cliff hoists the weapon, examining it.

CLIFF

Full auto, probably kicks like a mule.

PEEVY

Dunno...it only tried once before it jammed...

Cliff's instant reassessment of the gun is overtaken by a look of revelation as Peevy grabs his side and continues.

PEEVY

...slug went clean through. Didn't hit nothin' important 'cept my cigarettes.

(pensive)

...young kid, just standing there; wasted lives all around us. I wanted it to be over. I could see he did too. I lowered my rifle and the son-of-a-bitch let me have it...Anyway...I kept it as a souvenir...sounds corny, but I thought if I took it out of circulation...well...it would be one less gun to go around shootin' people with...guess I was wrong...

Cliff places a firm hand on his friends shoulder. Peevy snaps back.

PEEVY

This is no time to go rubbin' an old dog's neck...you've got work to do.

(CONTINUED)

CONTINUED: (2)

Peevy secures the holster on Cliff's belt while Cliff wipes some dew from the helmet's eye ports, Peevy slaps the holstered pistol and looks Cliff in the eye.

PEEVY

Hope to God you don't need it...if
you find the plans just get 'em and
get out!...No heroics.

CLIFF

(strapping on helmet)

Do I look like a hero to you?

The moonlight glistens on bronze and leather. The ROCKETEER stands ready.

PEEVY

Yes...you do.

CLIFF

(muffled)

What?

PEEVY

Nothin'...

(taps the rocket)

God's speed.

Cliff steps clear of Peevy and blasts awkwardly into the night. Peevy stamps out the smoldering grass that marks the launch.

EXT. HOLLYWOOD - NIGHT

Cliff streaks through the night air, the lights of Hollywood shining brilliantly below.

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

Startled, he looks down to see Grauman'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, just to the side of a red carpet running from the limousines to the theatre doors.

SID GRAUMAN stands at a microphone, trying to get the attention of the crowd, who are transfixed by the beautiful blonde walking up the carpet towards Sid. Flashbulbs pop like fireworks

(CONTINUED)

CONTINUED:

GRAUMAN

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 Grauman.

All attention shifts to a DISTRAUGHT YOUNG MAN perched high
above the crowd on the theatre's main tower.

Even Cliff, circling unnoticed above, is aware that something
is amiss as the spotlights sweep over to illuminate the man.

DISTRAUGHT MAN

Ginger! I love you! If I can't
have you, my life is over! Please
come back to me!

In the courtyard below, Grauman and GINGER'S entourage
cluster about the actress. Her handsome, tuxedoed ESCORT
holds her protectively.

GINGER'S ESCORT

Come back...? Who the hell is he?

GINGER

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

GRAUMAN

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 outlined by the rocket's fiery trail as he dives down,
scooping 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.

(CONTINUED)

CONTINUED: (2)

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" and the date in the cement.

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

EXT. SKY - NIGHT

CLOSE ON Cliff as his helmet darts from side to side.

CLIFF'S P.O.V.

SEARCHING the maze of houses covering the hills.

CLIFF

(voice over)

Damn!

BACK TO SCENE

HE CIRCLES LIKE A HAWK.

Cliff fumbles in his jacket, pulling out the map to the stars' homes. As he attempts to open it, the wind plasters it to his helmet, blinding him. He 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 towards him. Instinctively he does a roll, avoiding a collision, and passes through one of the "O"'s, into the night.

CLIFF'S P.O.V.

Lofts over a knoll, REVEALING the walled grounds of the foreboding Sinclair estate.

EXT. SINCLAIR MANSION GROUNDS - NIGHT

Cliff drops down, narrowly missing some trees, and lands on his feet. It is dead quiet.

CLIFF'S P.O.V.

moving through the trees towards the mansion. All is dark save for a light in one room off a second floor balcony. The sound of doors opening breaks the silence.

BACK TO SCENE

Sinclair appears on the balcony. He looks about suspiciously, then quickly disappears back into the room. The doors close and it is once again quiet.

Cliff sneaks across the lawn and onto the driveway. An ENGINE ROARS to life. Directly in front of Cliff a garage door is opening. Big headlights begin to climb Cliff's paralyzed body.

THE ROCKET PACK BLASTS Cliff straight up, just missing detection by Sinclair as he noses the Cord convertible out of the garage.

Cliff lands awkwardly on the balcony where Sinclair had appeared. He watches the car as it turns out of the driveway and speeds off. Then, something else catches Cliff's eye. Through the shattered glass doors, Cliff sees the blown safe.

He glances back at the car winding up the road. Cliff smashes out a pane and opens the door.

INT. SINCLAIR'S HOUSE - NIGHT

Cliff steps to the safe. He removes the helmet and rifles through the charred papers. There are several documents and folders bearing German markings, but no rocket pack schematic.

He dons his helmet and BLASTS out of the house in pursuit of Sinclair.

EXT. VALLEY - NIGHT

CLIFF'S P.O.V., moving fast and low. Sinclair's car crests a ridge and heads for the undeveloped San Fernando Valley.

(CONTINUED)

CONTINUED:

Cliff follows at a distance, watching Sinclair fishtail into a rural road that stretches into farmland. He follows the car to a small farm. Sinclair's car screeches to a sideways stop before a barn, blocking the road.

Cliff lands, unnoticed, on a windmill overlooking the scene.

Sinclair steps from his car and draws a pistol as he approaches the gaping barn doors.

SINCLAIR
(yelling into barn)
Ernst! Be a smart chap, now, and
give me the plans!

Sinclair is answered by the DEAFENING ROAR OF AN AIRCRAFT ENGINE.

A STRANGE PLANE surges from the barn. Its powerful prop wash pushes Sinclair back in a cloud of dust. He fires his pistol blindly as he staggers back.

The PLANE whirls about and heads for an open field. As it passes under Cliff, he recognizes it as an experimental CANARD design with big wings and engine mounted on the rear. It has two smaller wings on its long nose in front of the cockpit.

The PLANE is bouncing across a field, trying to lift off when Sinclair's CAR ROARS out of the dust and bursts through the fence.

Cliff BLASTS OFF as the PLANE goes airborne.

Sinclair skids to a stop and fires repeatedly at the ascending craft. Sparks whirl off the props.

A moment later, Sinclair is almost blown to the ground as Cliff rockets over him in pursuit of Ernst. Sinclair goes crazy, futilely reloading and firing at Cliff.

As the PLANE clears the treetops, Ernst looks down to see the helpless Sinclair pull his car onto the road, trying to continue the chase.

Ernst's laughter is cut short when he turns back to see Cliff flying alongside his right wing.

Ernst instantly dips right, then banks left. The wing slams up under Cliff hurling 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.

(CONTINUED)

CONTINUED: (2)

Cliff grabs the left wing tip and using his thrust violently shakes the PLANE.

From his speeding car, Sinclair can see the PLANE'S erratic movements outlined by the burning trail of Cliff's rocket.

Ernst counters with a barrel roll that throws Cliff off and allows the PLANE to come back up alongside him. Ernst leans out of the cockpit and begins blasting away with his pistol.

SPARKS FLY as the bullets ricochet off the rocket pack. A slug cuts a crease in Cliff's helmet, narrowly missing an eye port.

Cliff drops back, unholsters his Mauser and rockets up alongside Ernst, who fires point blank. Cliff aims, and squeezes the trigger. The Mauser erupts like a machine gun. Its recoil spins Cliff like a top.

Cliff slams into the fuselage. He regains his senses only to realize he is sliding headfirst toward the propellers on the rear of the PLANE. A blast from the rocket pack would only expedite his trip through the churning blades. Suddenly, he jerks to a stop -- his boot tips hooked on the open cockpit.

Ernst presses his gun barrel into the bottom of Cliff's boot -- it "clicks" empty. Ernst reaches for a lever and pulls hard.

THE COCKPIT CANOPY springs free. Cliff's body shoots towards the PROPS. He manages to twist just enough to crash into the rudder. He flails desperately for a grip.

CLIFF'S FINGERS find the line of holes the Mauser stitched along the fuselage. His other hand finds the gap between the vertical stabilizer and the rudder.

Ernst pitches the Canard violently from side to side, attempting to shake Cliff free.

Sinclair has fallen behind, but can still see the plane jerking across the sky.

Cliff's hand is being pinched as the stabilizer switches back and forth. His fingers break free of the bullet holes as the aluminum skin tears away.

Cliff grabs an exposed strut so tightly that he pushes the ignition button on the hand control.

The ROCKET PACK roars to life. The powerful thrust SMASHES Cliff into the tail. Part of the vertical stabilizer is torn off, snagging Cliff's jacket sleeve as the plane plunges out of control.

FROM SINCLAIR'S P.O.V.

The plane spins towards the ground, propelled by the blazing corkscrew of the rocket pack.

BACK TO SCENE

IN THE PLUMMETING WHIRLWIND -- Cliff shoots the rest of the stabilizer away. He blasts himself clear. The rocket carries his limp body over the trees into the darkness.

The plane augers into a freshly plowed field, coming to rest near the road. There is smoke, but no fire.

Sinclair's car skids to a stop a safe distance from the downed Canard. He steps from the auto and approaches cautiously, slamming a fresh clip into his Luger.

Ernst twists in the cockpit. He is pinned. Looking up, he finds Sinclair standing over him.

Sinclair puts his Luger away and reaches towards Ernst. Ernst's look of confused hope is erased by Sinclair's SLAP.

Sinclair yanks the schematic from inside Ernst's flight jacket. Something drips from the bottom of it -- GASOLINE. Sinclair glances at the drawing, shakes it clean, and pockets it.

Ernst has become aware of the spilling gasoline. His eyes widen in horror as Sinclair lights two cigarettes.

Sinclair places a lit cigarette between Ernst's lips. Ernst tries to free his hands, but he is pinned by the wreckage.

SINCLAIR

Any last words?

Ernst mumbles something, almost causing him to drop the cigarette into his gas-soaked lap. His face freezes -- eyes locked on the glowing red tip.

SINCLAIR

My thoughts exactly. Rich tobacco taste and easy on the draw. Auf weidersehn.

Sinclair walks to his car and drives off.

Ernst carefully begins to eat the cigarette. Slowly it inches in. With the burning end almost to his lips, he gulps hard -- and the cigarette vanishes inside his mouth. A moment of total relief, then -- his eyes bug wide and he coughs out a shower of SPARKS.

(CONTINUED)

CONTINUED:

Sinclair checks his rearview mirror as the EXPLOSION echoes across the landscape. A BALL OF FIRE silhouettes the farmhouse behind him. Sinclair's image moves into the mirror. He smiles and takes a long, satisfied pull on his cigarette.

EXT. SKY - NIGHT

Dazed, Cliff flies erratically towards Santa Monica. Suddenly, the rocket pack SPUTTERS, and COUGHS.

Cliff jams his thumb on the throttle button. It is no use -- the pack has run out of fuel.

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 into Sinclair's mouth and lands in a junkyard behind the billboard.

Cliff emerges from the rubble. He's battered, dented and weak. He stands slowly and staggers off.

INT EDDIE MARS' BEDROOM - NIGHT

A TELEPHONE'S JARRING RING vibrates in a pitch-black room.

There is a mumbled curse, the sound of fingers fumbling, and a bedside lamp is switched on.

Eddie groggily picks up the phone. On the pillow beside him is the peroxided hair of a sleeping woman.

EDDIE
(into phone)
What!
(snapping awake)
You got a hell of a crust callin'
me, you lilac-scented
son-of-a-bitch!

Eddie's wife rolls over and shushes him.

EDDIE'S WIFE
You'll wake the kids.

EXT. ROADSIDE PHONE - NIGHT

Sinclair is huddled in a phone booth by the highway.

(CONTINUED)

CONTINUED:

SINCLAIR

Mr. Mars, I suggest we put aside our personal differences. I've seen the rocket and the man who has it. His name's Cliff Secord. I want you to put every man you have in the streets, we must find him at once!

INT. EDDIE MARS' BEDROOM - NIGHT

Eddie screams into the phone.

EDDIE

You want?! You double-crossing bastard, if I had brain one, you and that big monkey of yours would be lyin' in a ditch somewhere!

From the other rooms in the house, the sounds of crying infants can be heard. Eddie's wife rises in agitation.

EDDIE

(into phone)

I'd have to be nuts to throw in with you again!

SINCLAIR

(voice on phone)

I'll triple your price.

Eddie pauses, considering. Downstairs, a dog is barking, joining the cacophony.

EDDIE

(into phone)

Deal. In cash. On delivery.

Eddie slams the phone into the cradle. He smirks. The crying and barking has been joined by the sounds of tomcats fighting.

EDDIE

Everybody -- SHUT UP!!

All goes quiet, even the dogs.

EXT. BETTY'S HOUSE, FRONT - NIGHT

A car douses its headlights and creeps to a stop.

EXT. BETTY'S BACKYARD - NIGHT

A SILHOUETTE OF A MAN moves towards the back porch. The rattling of a lock is heard and the man steps inside.

INT. BETTY'S HOUSE - NIGHT

A BROOM HANDLE whistles through the air. A sharp CRACK as it makes contact and the figure drops like a rock.

The broom finds its mark again...and again.

BETTY

Get out of here...before I call the
-- !

CLIFF

Ahhh!...Oww!...Betty!!

Betty stops in shock, recognizing the voice. She turns on the light and sees Cliff sprawled on the floor, TATTERED and TORN from his encounter with Ernst.

She looks at the broom handle, does another take on Cliff's condition, and drops the broom handle like a hot potato.

BETTY

Oh, Cliff!...Oh, I'm sorry...I
thought you were a prowler!

Cliff reaches up slowly for a hand.

EXT. BETTY'S HOUSE, STAKE-OUT CAR - NIGHT

A MAN gets out and walks to some nearby bushes. He glances about at the sleeping neighborhood. He takes off his fedora and lays on his back. His partner looks incredulously out the car window.

MAN IN CAR

(harsh whisper)

What the hell are you doing?

PRONE MAN

Eddie said the guy might fly in.
So you watch the house, I'll watch
the sky.

MAN IN CAR

You lousy sack artist! If you so
much as close an eye --

PRONE MAN

Shhh! People are trying to sleep.

The MAN IN THE CAR returns to his vigil, mumbling obscenities.

INT. BETTY'S HOUSE - NIGHT

Cliff sits up in bed while Betty plays Florence Nightingale. She takes an iodine bottle from her medicine kit as an exhausted Cliff wraps up his story.

CLIFF

...and that's when I went down.
I kept to the alleys 'til I made
it here.

BETTY

(incredulous)
And you, Cliff Secord...you saved
Malcolm, you're the mysterious
flying man the whole city's talking
about?

CLIFF

Yeah, I'm the Rocketeer.

BETTY

Then where's the rocket?

CLIFF

Uh...I had to ditch it.

Betty's look reflects her disbelief and disappointment.

CLIFF

And I suppose you don't believe that
Sinclair is a Nazi agent!

She slaps the iodine on his wound.

CLIFF

Yowch!

BETTY

Neville Sinclair is a movie star
and a gentleman!

CLIFF

He's a movie star and a Naz --
(iodine)
-- ahhh!! Cut it out!

BETTY

He gave me a part today. Would a
Nazi do that?

CLIFF

He's using you to get to me. Betty,
open your eyes...his henchman,
Ernst, tried to kill me tonight!

(CONTINUED)

CONTINUED:

BETTY
'Henchman'?! Cliff, where do you
get these words?

CLIFF
Just pray that Peevy's plans went
down with him. Aaaaah!

She doesn't bother with the cotton. Cliff is fading fast.

BETTY
Well...I guess I should be
flattered.

CLIFF
Huh?

BETTY
You don't have to make up these
crazy stories just because you
think...

She gently brushes back his hair.

BETTY
I don't want to be with anyone else.
I love you, Cliff.

She kisses him tenderly as he pulls her to him. After a
moment, Cliff weakly breaks free.

CLIFF
(groggy)
Gotta tell Peev I'm all right,
gotta....

Betty eases his head back onto the pillow.

BETTY
(whispering)
Just sleep,. I'll tell him.

She gives him a light loving kiss as he slips into slumber.

DISSOLVE TO;

INT. BETTY'S HOUSE - MORNING

Betty peeks out her blinds. Sinclair's car has arrived.
She is relieved to spot the tall uniformed figure of Ernst
standing beside the auto.

(CONTINUED)

CONTINUED:

BETTY
(shaking her head)
'Henchman'.

She gives the sleeping Cliff an affectionate look, picks up her things, and rushes outside.

Betty approaches the car, all smiles. The Man turns slowly and steps down from the running board, instantly losing about a foot in height.

BETTY
You're not ERNST.

He opens the door for her.

DRIVER
No ma'am, Ernst is no longer with
Mr. Sinclair.

She glances toward the house. It registers. She turns to look inside the limo.

BETTY
Neville, I...

Before she can finish, the Creeper's giant hand grabs her and yanks her into the back. The car door slams shut.

CUT TO:

EXT. BULLDOG DINER - DAY

A LOUD GROWL IS HEARD as a SEDAN pulls up in front.

CLOSE ON BUTCH

the bulldog sitting behind the screen door. He continues to growl and adds a sneer as:

Two GOONS step out followed by Eddie Mars. Mars gives the K-9 structure a sarcastic smirk as they all enter.

INT. BULLDOG DINER - THE FEW PATRONS TURN THEIR HEADS

staring curiously at the dapper visitors. Mars walks up to Millie as she overflows a coffeecup - her eyes fixed on the trio.

EDDIE MARS
I'm looking for Cliff Secord.

(CONTINUED)

CONTINUED:

MILLIE

Ain't seen him in days. Try the airport.

One of the Goons hurls a rack full of pies through the service window and onto the grill.

GOON

We tried the airport.

A CEILING TILE slides open revealing Peevy. He watches unnoticed from his bird's-eye view.

PEEVY'S P.O.V.

Little Patsy enters from the rear and runs to her mother. Mars looks them over...coldly.

EDDIE MARS

We don't have the time...and I'm sure you don't have the insurance.

Eddie turns to one of the Goons, who rips out a counter jukebox. Millie looks up and sees Peevy.

Peevy can't let this happen. He nods "OK." to Millie.

MILLIE

(reluctantly)

His partner's here.

Eddie and the Goons eyeball the terrified patrons.

EDDIE MARS

Which one of you's him?

They all shake their heads.

MILLIE

He's in the head.

Before she can elaborate, Mars signals one Goon to block the entrance while the other makes a beeline for the men's room.

The door SLAMS OPEN revealing a very frightened man doing himself up. ZIIIPPP! - He's thrown out, landing at Eddie's feet.

EDDIE MARS

I've got a message for your buddy, Secord.

MAN ON FLOOR

I don't know what the hell you...

(CONTINUED)

CONTINUED:

One of the Goons grabs the man's jaw, silencing him.

GOON

Shut up, when da boss is talkin'.

EDDIE MARS

Tell the flyboy, if he wants to see
his dolly again...he'll follow these
instructions...

Eddie drops an envelope into the man's lap, then looks around
with a big grin.

EDDIE MARS

...and everybody will be happy.

MAN ON FLOOR

Look, whoever you are, you've got
the wrong...

The Goon plants a fist in his face and the man goes down.

The patrons sit paralyzed as Eddie and the Goons exit.

Peevy is downstairs and entering through the kitchen as the
Sedan is heard pulling away. Millie slaps a raw beefsteak
on the man's shiner. She hands the envelope to Peevy. He
looks at her.

PEEVY

When he wakes up, cook it for him
and put it on my tab...and the
damage...Sorry, Millie.

On the way to the door, Peevy tears open the envelope and
reads it. It stops him momentarily. The look on his face
spells trouble. He shoves the note in his pocket and exits.

EXT. BULLDOG DINER - PEEVY'S HAND REACHES OUT

to open his truck door when another hand grabs his shoulder.
He spins around to face an enormous man in a dark suit. An
awkward, frightened moment, until -- Wooly steps out from
behind the man.

WOOLY

Mr. Peabody...please come with us.

IMPRESSIVE FINE WOOD DOORS OPEN TO REVEAL:

INT. HOWARD HUGHES' OFFICE - DAY

A large prototype model of the SPRUCE GOOSE hangs from the glass paned ceiling. A wide balcony opens to the Santa Monica hills and the ocean beyond. Hughes sits on the front of his desk while Cliff, seated at a large table underneath the skylight, finishes a plate of food. Cliff is flanked by Fitch and two other Agents. He looks up as Peevy is escorted in.

CLIFF

Peevy!

PEEVY

Cliff! Thank God you're...

Cliff rises and cuts him off.

CLIFF

I was just explaining how the pack was finally destroyed.

PEEVY

(trying to catch up)

Cliff? I...ah...think you...

Hughes rises, taking the floor.

HUGHES

Mr. Peabody. As I told Mr. Second here...

(addressing both)

...this charade has to stop. I've allowed it to go this far because...well, frankly...it was goddamn thrilling to know that the thing worked...

Hughes moves in close to Cliff.

HUGHES

I couldn't have done better if I'da flown it myself.

Cliff takes the compliment, proudly. For the first time, he looks Hughes straight in the eye.

CLIFF

Then why destroy your dream. Let me fly it, you won't believe what she'll do...why I pulled...

Hughes raises a hand, silencing Cliff.

(CONTINUED)

CONTINUED:

HUGHES

Impossible! You've been a great test pilot. You've got the stuff, all right...but I'm sorry Cliff, you've also been...bait. And it's time to pull in the line.

Cliff is deflated. Hughes looks at him coldly, then presses an intercom.

HUGHES

Go ahead, roll it.

The room dims as a screen lowers and a projector flutters light from a port in the wall. Peevy moves slowly to a chair beside Cliff.

HUGHES

We knew the Germans were testing their own Rocket Pack, but until we got hold of this we had no idea of the scope of their plan.

GRAINY BLACK AND WHITE FOOTAGE FILLS THE SCREEN

the film is silent, but the images speak for themselves.

Hitler shaking hands and exchanging "heils" with various MILITARY FIGURES.

The FUHRER enters a bunker that overlooks a group of men busily readying some sort of test.

CLOSE ON THE GROUP

We SEE a JAPANESE KAMIKAZE PILOT ceremoniously tying his headband while the GERMANS surrounding him are more concerned with...

A CRUDE ROCKET PACK mounted on the JAP'S back.

Cliff looks at Hughes, then Peevy. Peevy keeps his eyes on the screen. Cliff is distracted by something under the table.

CLOSE ON THE ENVELOPE IN PEEVY'S HAND

as he taps it on Cliff's leg, Cliff slowly takes it like a guilty schoolboy.

ON THE SCREEN

The Germans move back as the KAMIKAZE boys, then raises hands above head and fires his Rocket Pack.

A PLUME OF FLAME

scorches the ground around him, and a moment later he lifts off. About twenty feet up, the Rocket sputters and the Pilot pitches downward. The Rocket fires again, slamming the poor fellow into the ground.

Germans rush towards him. The Pilot writhes helplessly, one pantleg afire. Just as they reach him the Rocket IGNITES again. One German is blown over by the thrust.

The Kamikaze takes off across the ground. He CRASHES into a large rock and CARTWHEELS to a smouldering stop. FIRE engulfs his tangled remains.

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

HUGHES

Didn't seem like much to worry about
until we saw the rest.

BACK ON THE SCREEN

The IMAGE has changed. INTERCUT with an animated map of Europe are scenes depicting growing numbers of animated soldiers -- ALL WEARING Rocket Packs.

BACK TO THE MAP

as more countries fall to the Nazis.

A SQUAD OF FLYING SOLDIERS

fill the sky.

ON THE MAP

ENGLAND falls, as does NORTH AFRICA and WESTERN RUSSIA.

IN THE SKIES

A BATTALION OF ROCKETMEN FLY IN FORMATION.

THE FACES

in the room are sobered by the next IMAGE.

A MAP OF THE UNITED STATES

is suddenly assaulted from all sides -- and most disturbing -- from within by dark finger-like waves that blacken the land. A large SWASTIKA appears, sealing the fate of the free world. It DISSOLVES THROUGH TO:

THE SKIES

are darkened by the FLYING MEN swarming like LOCUSTS.

The FILM ends and the screen rises out of view. All sit stone-faced. Peevy looks as if he's taken it particularly hard. Cliff lowers his head into his hand. Unusual humility from Cliff, until we realize he is reading the note Peevy passed.

HUGHES

As you can see, gentlemen...we have no choice. Please try to understand and appreciate, the confidence and trust we granted you...

CLOSE ON THE NOTE IN CLIFF'S HANDS

OS It reads: IF YOU EVER WANT TO SEE YOUR TOMATO AGAIN, BRING
PACK TO SOUTH SEAS CLUB AT MIDNIGHT. COME ALONE -- OR SHE'S
DEAD.

BACK TO SCENE

HUGHES

...we figured sooner or later,
they'd make their move and we'd nail
the bastards...whoever they are.
But the fact is, we've run out of
time.

Hughes looks at Cliff. His head is still "bowed"

HUGHES

Mr. Secord...we're talking about
American lives here.

Cliff looks up at Hughes.

CLIFF

We're talking about my girl!

HUGHES

What?!...

PEEVY

Cliff!...It's over...let them
help...

CLIFF

(boldly interrupts)
I'm as American as the next guy,
Mr. Hughes...and I sure don't want
to see anybody else get killed over
this thing...You can have your
rocket back...

(CONTINUED)

CONTINUED:

Peevy can't believe what he's hearing.

CLIFF

I'll deliver it personally, anywhere
you want...first thing tomorrow
morning.

HUGHES

I'm afraid that won't do.

CLIFF

But, you don't understand...

HUGHES

No, you don't understand! The only
way you're leaving here is when my
men return with the rocket pack.
Now, where is it?

Cliff stands defiantly. The others notice the paper in his hand.

Hughes looks sharply at Fitch, Wooly and the other agents. Responding instantly, Wooly and an AGENT block the door. Another puts a hand on Peevy's shoulder, keeping him seated. Fitch and the remaining agent approach Cliff. He quickly scans the room, looking for options.

Just before the agents reach him, Cliff crumples up the note. He throws it past them towards the burning fireplace. Fitch jumps for it, and misses.

At the door, Wooly reaches for his revolver. Hughes gestures for him to remain at the door.

HUGHES

No guns!

Fitch is careening over a chair on his way to the fireplace. The other AGENT grabs a poker and frantically pushes flaming logs aside as Fitch makes unsuccessful grabs for the burning note.

Cliff jumps onto the table. He leaps up, grabbing the under structure that supports the large wings of the SPRUCE GOOSE MODEL.

The model strains and flexes, but the support wires hold Cliff's weight. Peevy and Hughes look on, dumbfounded.

CLIFF

Peevy!

(CONTINUED)

CONTINUED: (2)

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

HUGHES

Stop them!

Wooly is on Peevy in a flash. The extra weight snaps the wires and the Goose 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 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, Cliff lets go, tumbling unharmed into a row of bushes.

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!

INT. HUGHES OFFICE - MOMENTS LATER

CLOSE ON PEEVY'S FACE, as he is SAT into a chair. Hughes and the AGENTS surround him. Charged by Cliff's bravado, Peevy looks proud and fiesty.

Fitch holds the charred remains of the ransom note in a shard of sunlight. He twists and turns, trying to read it. Disgusted, he passes the note to Hughes and gives Peevy a cold stare.

FITCH

I got ANT. TOMATO. LUB...And I think that's NIGHT.

Hughes examines it briefly, then turns to Peevy.

HUGHES

I don't know whether to appeal to your sense of reason, God and country, or the simple fact that your friend is in great danger. Please, Mr. Peabody.
(displaying note)
Tell us what this means.

INT. SINCLAIR'S BEDROOM - NIGHT

It is dark and quiet. The door opens, and a bar of light streams across Betty's face. There is a gag stuffed into her mouth. Her eyes watch a shadow crawl across the walls.

The lights are switched on, revealing that Betty's limbs are tied to the bedposts.

Sinclair comes to a bedside table and sets down a tray with tea service. He wears a dressing gown over silk pajamas.

SINCLAIR

I thought you'd like some tea.

He gently removes her gag, then begins to loosen the ropes.

Betty rubs her freed wrists as Sinclair sits on the edge of the bed.

BETTY

You sure know how to show a girl a good time. I mean, I've heard you movie people had funny ideas about what a woman thinks is exciting, but...

SINCLAIR

Then please accept my profuse apologies.

BETTY

If a man treats me right, I do the same. It's that easy.

SINCLAIR

Is it?

Betty nods seductively and moves towards him, snaking an arm about his neck.

She pulls him forward, kissing him passionately.

Her other hand reaches up to the tray and snatches the tea pot.

Betty abruptly pulls back and empties the pot's steaming contents into Sinclair's pajama'd lap.

Sinclair yells out in pain as Betty jumps to her feet and runs to the door. She flings the door open.

A massive form blocks her escape. The Creeper picks up the screaming girl and effortlessly tosses her to the bed.

(CONTINUED)

CONTINUED:

SINCLAIR

Tie her up!

The Creeper obliges, easily controlling Betty's flailing limbs.

BETTY

Let me go, you Nazi!

Sinclair stops the dabbing of his gown, taken aback. He glares at Betty.

BETTY

Cliff told me all about you, buster, and you're in big trouble!

SINCLAIR

You say 'Nazi' with such venom. Is it wrong to bring order to a collapsing society? I think not. When the Fatherland takes power, I intend to be there and claim my rightful place.

BETTY

Untie me and I'll give you a good kick in the Fatherland!

SINCLAIR

My dear girl...even these most charming moments are utterly lost on me. Pleasant dreams.

He turns to go as the Creeper presses a chloroform-soaked cloth to Betty's mouth.

EXT. JUNKYARD - NIGHT

A HUGE MEAN-LOOKING DOG stands atop the partially uncovered rocket pack. A couple of feet away, on the opposite side of a wire fence, is Cliff. Beside him on the ground is the helmet and a tin of alcohol for refueling the pack. As the dog barks furiously, Cliff is poking the end of a stick through the fence towards the rocket's thrust button.

The vicious mutt snaps at the stick. Cliff maneuvers it to the hand control, then raps it on the red button.

The thrust pops the pack into the air, carrying it over the fence. The dog runs off, yipping in terror. Cliff catches the rocket like a football.

INT. SOUTH SEAS CLUB - NIGHT

Every table in the Club is occupied. The dance band concludes a number and the ORCHESTRA LEADER steps to the microphone.

ORCHESTRA LEADER

Ladies and gentlemen, may I introduce the owner of the South Seas Club and your host -- Mr. Eddie Mars.

Eddie steps to the mike to thunderous applause.

EDDIE

Thank you, so glad you could join us for 'Family Night'. I'd like to welcome the families from New York...Jersey...Chicago...Philly... Spotlights fall briefly on tables of large, rough-featured men and their attendant goons and dates.

EDDIE

...and all the other cities in this land of free enterprise.

Applause.

EDDIE

And now, the South Seas Club is pleased to present our exotic extravaganza -- Cannibal Cavalcade!

The stage lights come up and jungle tom-toms begin to beat. The orchestra insinuates itself into a "Voo-Doo Swing" overture.

INT. SOUTH SEAS CLUB - BACKSTAGE - NIGHT

Grass skirt-clad chorus girls rush from the wings to take their place behind the curtain. As Eddie makes his way offstage, he pats as many curvacious derrieres as he can.

The stage door opens and Sinclair enters. In one hand is a briefcase, in the other a Luger, shielded by a topcoat. At the end of the Luger is Betty.

EDDIE

This the girlfriend? Nice.
(meaning the briefcase)
And the money?

Sinclair nods.

(CONTINUED)

CONTINUED:

EDDIE

Nicer still.

SINCLAIR

What do you mean filling this place with customers when we've business to transact?

EDDIE

Relax. It's Family Night, just common folks. Show me the cash.

SINCLAIR

I'll pay you when Secord brings the rocket.

BETTY

(to Eddie)

Mr. Mars -- please -- he'll kill us all, you can't believe a word he says!

EDDIE

(eyes her body)

Brains, too.

Eddie gives a slight nod over Sinclair's shoulder.

At once a half-dozen henchmen step from the shadows. Before Sinclair can react, his Luger, his briefcase, and his hostage are in the hands of Eddie's men.

As Sinclair seethes, Eddie opens the case. It is stuffed with currency.

EDDIE

(to Sinclair)

I figure if you're paying me 300 G's, the rocket's gotta be worth a million, easy. So I cut out the middleman.

(to thugs)

Ventilate his head and toss him him in the drink.

Eddie turns away as the goons seize Sinclair and start to drag him off.

SINCLAIR

(struggling)

Mars -- don't be an idiot! I'm the only one they'll trust -- you won't get a brass farthing!

(CONTINUED)

CONTINUED: (2)

Eddie keeps walking.

SINCLAIR

Listen to me! The people I work
for...they're coming here tonight.

EDDIE

(turns, interested)

Here?

SINCLAIR

Yes, damn it! I arranged the
rendezvous to deliver the pack --
and they won't deal with you.

The henchmen restrain Sinclair as Eddie thinks it over, doubt
flickering in his eyes.

EDDIE

We'll see about that...for now, why
don't we all go down and enjoy the
show. I can always kill you later.

As Eddie and his thugs lead Sinclair and Betty off, eyes
watch balefully from the catwalks above. The vigilant
Creeper slips into the blackness.

INT. HUGHES' OFFICE - NIGHT

Peevy sits in stubborn silence, coolly eyeing Hughes, Fitch,
and Wooly. Cigarette haze, empty coffee cups and overflowing
ashtrays mark long hours of fruitless interrogation. Hughes
wearily rubs his face.

HUGHES

Peabody...for God's sake...where's
the rendezvous point?

Peevy deliberately draws out his watch and glances at the
dial. He clears his throat loudly.

The red-eyed agents suddenly lean forward, all attention.
Peevy looks them in the eye and smiles.

PEEVY

Eddie Mars' place -- South Seas
Club.

The agents jump up and gather their things.

FITCH

(to Hughes)

We can be there in twenty minutes.

(CONTINUED)

CONTINUED:

~~Peavy~~ rotates his watch so the dial faces the others.

PEEVY

Five minutes after Cliff saves
Betty.

The watch reads 11:45.

MONTAGE - NIGHT

Several matching military-style precision watches are
synchronized: 11:45.

An expensive gold watch face indicates the same time. A silk
cuff is pulled back over it by a hand wearing the black
sapphire ring.

Cliff whips his watch INTO FRAME. MICKEY'S HANDS point to
11:45.

EXT. SEA - NIGHT

FLYING FAST AND LOW ACROSS THE WATER, Cliff approaches the
South Seas Club, perched high on the bluff. The roar of
crashing waves masks the sound of the rocket pack. The
Rocketeer banks towards the Club.

As the rocket's red glare soars out of sight, the inky
seawater suddenly breaks. An immense black shape thrusts
from the waves. It is the canning tower of a U-Boat. The
sub plows up, allowing the decks to clear.

At once the hatch is spun open and dark figures clamber
topside. They bark out orders in German.

INT. SOUTH SEAS CLUB - NIGHT

The house lights dim as Eddie, Sinclair, and Betty take seats
at Eddie's personal table. The goons position themselves
alertly.

~~The music~~ swells and the curtains part to REVEAL a tropical
extravaganza, complete with thatch-hut "village" set before
a massive volcano. Torch-bearing dancers fill the stage for
a frenzied opening number.

EXT. SOUTH SEAS CLUB - ROOF - NIGHT

Cliff appears over the edge. Across the roof, the guards
have their backs to him taking a cigarette break.

Cliff slips silently across the roof to the large domed
skylight. Looking through it, he can see the stage show in
progress directly below.

(CONTINUED)

CONTINUED:

Hearing a sound, Cliff hides behind a ventilation unit. A group of burly "NATIVES" passes by. Each is wardrobed in a grotesque ceremonial mask and carries a coil of rope, the ends of which are tied about one ankle.

They open several paned doors in the skylight's perimeter. The pounding rhythms of the stage show fill the night air.

The Natives hook the free ends of their ropes to stout metal rings. Each Native stands in an opening. They raise their arms in unison. As the music below crescendos.

INT. SOUTH SEAS CLUB - NIGHT

The Natives SWAN DIVE through the skylight, jerking to a stop mere inches from the show floor. The "family" crowd goes wild with applause.

Eddie beams, delighted with the response. Betty is caught up momentarily in the grandeur of the show. Sinclair looks on with contempt. He steals a glance at his watch.

EXT. SOUTH SEAS CLUB - ROOF - NIGHT

Cliff moves to the dome and looks down. His gaze sweeps to Eddie's table, then stops in astonishment at the sight of Betty's unmistakable raven locks.

Cliff glances up. The guards grind out their cigarettes and start towards his position.

It's now or never. Cliff dives through the open skylight.

INT. SOUTH SEAS CLUB - NIGHT

With a THUNDEROUS ROAR, Cliff rockets down. Just clearing the floor he arcs hard and swoops to a spectacular landing center stage. The smoke from the pack, combined with the dramatic stage lighting render a powerful image as the ROCKETEER steps forward. Entertainers and patrons alike are stunned, torn between confusion and awe.

An instant later a CHORUS GIRL screams, starting a chain reaction among the performers. They run shrieking from the stage in all directions. Oddly, it appears to be part of the show.

An ovation erupts, punctuated by whoops and whistles.

BETTY
(starting to rise)
Cliff -- !!

(CONTINUED)

CONTINUED:

She is immediately pushed back into her chair by the Mars henchman behind her.

At tables adjacent to Eddie's, his goons instantly cock the Tommy guns hidden below the tabletops. They look to Eddie for a signal.

Before Eddie can react, Sinclair grips the gangster's arm.

SINCLAIR
(harsh whisper)
Don't be a fool! If you hit the
rocket, it'll go up like a bomb!

Eddie signals his men to hold back.

Cliff removes his helmet, and is once again rewarded with applause. He stands frozen, unsure of his next move. A buzz of recognition ripples through the crowd.

VARIOUS PATRONS
'The flying man!'...'The guy in the
papers!'...'The Rocketeer!'...'What
a great show!'

Cliff's mind is spinning like a turbine. He smiles at Betty and steps to the mike.

CLIFF
(thinking on his
feet)
Ladies and gentlemen...before we
go on with the show...I'd like you
to know we have celebrities in the
audience tonight...

He points to Sinclair, who glares with icy venom.

CLIFF
The famous movie star, a man of many
faces...I can think of two,
myself...Mr. Neville Sinclair.

A spotlight sweeps to find Sinclair. The actor smiles through gritted teeth as the patrons applaud.

CLIFF
And...his latest discovery, and
costar of his next film -- Miss
Betty Blake!

The audience favors the confused Betty with polite applause.

(CONTINUED)

CONTINUED: (2)

CLIFF

Ain't she a beaut? Come on up here,
honey -- let these folks get a look
at you!

Uncertain, Betty rises but is pulled back down. Beneath the table, both Sinclair and Eddie seize her wrists tightly.

CLIFF

Come on, Betty...don't be afraid.

The audience cheers her on with wolf whistles and applause.

Eddie growls at Sinclair out of the corner of his mouth.

EDDIE

What do we do?!

Suddenly a SET WALL CRASHES DOWN behind Cliff.

SINCLAIR

Sit back and enjoy the show.

Cliff sees the mute horror in Betty's face and turns to find the Creeper stomping towards him.

Instinctively he throws on the helmet and reaches for his Mauser.

TOO LATE. The Creeper effortlessly lifts Cliff over his head. Cliff writhes futilely in the immense thug's powerful grip.

The crowd gasps in anticipation.

The Creeper's grip tightens and Cliff winces in pain as his spine begins to bend unnaturally. 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 stage.

The audience erupts with enthusiastic cheers and applause.

A very confused ORCHESTRA LEADER strikes up the band.

Cliff and the Creeper roll to a tangled stop at the far end of the stage. Cliff blasts free and flies a sweeping circle over the band. The rocket's wash scatters the musicians' sheet music like ticker tape.

(CONTINUED)

CONTINUED: (3)

The seething Creeper stands. The arm of his suit coat has caught fire. Without flinching he smothers the flames with his mighty hand. He moves towards Cliff.

Cliff levels out and rockets head-on into the Creeper's gut. The Creeper is knocked back and doubled over, but holds his ground. He grabs the Rocketeer's torso, trying to separate himself from Cliff.

Cliff applies more power. The Creeper's shoes leave skid marks as he is forced back across the stage floor.

The Creeper lets out a maniacal scream and twists Cliff from his body.

Cliff is sent spiraling out of control. He smashes part way through a thin wall that separates the Club from a women's dressing room.

Shrieking, half-dressed chorus girls reflexively clamp arms over themselves at the sight of the helmeted "half man" sticking out of the broken plaster.

Cliff blasts free, shooting through the dressing room and out the door leading backstage.

The Creeper, heading for the shattered wall, stops dead at the sound of a whistling engine. He looks about frantically.

The Rocketeer suddenly splashes through the waterfall behind the band like an airborne torpedo.

The Creeper turns just in time to be grabbed up by the lapels. Applying maximum thrust, Cliff is just able to lift his adversary off the floor.

He and the kicking Creeper swoop out over the thrilled audience. Although he is gaining altitude, the Creeper's struggling bulk makes Cliff's flight path erratic. The massive thug wraps fingers about Cliff's throat, attempting to throttle him.

The Rocketeer and his cargo veer back towards the waterfall. The musicians scatter in panic. Cliff and the Creeper smash into the curtain of water. Pipes bash and break as the plumbing drops into the vacated bandstand.

Cliff rockets towards the catwalks high above the backstage area. He slams the Creeper into the iron rungs. He blasts into a spin and repeats the maneuver. And again.

The thick fingers about Cliff's neck slacken. Freed, Cliff drops the stunned foe towards the stage floor.

(CONTINUED)

CONTINUED: (4)

Suddenly, the Creeper's gigantic right hand clamps onto a catwalk rung. His left seizes Cliff's wrist, inhibiting his use of the thrust button.

The Creeper yanks Cliff into a crushing bear hug. Cliff gasps in pain, unable to blast free. In desperation he cocks his helmeted head forward, then thrusts it back with all his strength.

A grotesque stabbing sound is heard. The Creeper instantly releases his grip. Cliff pulls free, losing his helmet.

The Creeper's eyes go wide and vacant as he plummets through the fly ropes, jerking to a tangled stop halfway down. The helmet juts from his body, its bronze fin imbedded in his chest.

The scenery support pipes connected to the ropes swing wildly. One of them cracks Cliff on the back of the head.

Stunned, he tumbles down through the scenery. The sloping "volcano" breaks his fall and delivers him in a heap at center stage. The Creeper's entangled body slowly lowers into view above the volcano.

The audience responds with a standing ovation.

In the commotion, Betty suddenly breaks free. She scrambles over the table top and onto the stage. She runs to the semiconscious Cliff and holds him.

BETTY

Cliff! Oh, Cliff!

Sinclair sits in stunned silence. Eddie gives him a smug grin.

EDDIE

Guess your boy's not coming back
for an encore.

(to goons)

Get the gizmo.

Sinclair glances at his watch. The hands click to precisely midnight.

SINCLAIR

Nobody move -- I'll take that
rocket.

EDDIE

(incredulous)

You and what army?

(CONTINUED)

CONTINUED: (5)

Every door in the Club bursts open. With precision, GOONS are rifle-butted to the floor and disarmed as black-garbed naval commandos secure the exits.

The patrons are frozen at their tables. Eddie looks about in shocked confusion.

EDDIE
What the hell's this -- a raid?!
I'm paid up -- !

Sinclair calmly walks to the stage, where three of the commandos join him.

He raises his hand in a stiff armed salute.

SINCLAIR
Heil Hitler!

Jack boots stomp in unison as all the commandos return the salute.

COMMANDOS
Heil Hitler!

Eddie stands in disbelief, viciously addressing Sinclair.

EDDIE
You're a goddamned Nazi?!...It's
bad enough you're a Limey!

Eddie yanks a .45 from his coat and fires point-blank at Sinclair.

The commando closest to Sinclair dives in front of the actor, taking the fatal bullet.

Sinclair grabs a Luger from the falling man and shoots Eddie in the chest.

The gangster falls across the table, dead.

The head of one of the "FAMILIES" jumps up, hand going into his coat.

FAMILY MAN
Hey -- ! Dis ain't no floor show!

Every Family member in the place comes up gripping steel. They open up on the commandos. The Club explodes with gunfire.

Nazis fall in the hail of searing lead and Family members are blown back, tipping tables. It is total chaos.

(CONTINUED)

CONTINUED: (6)

Awakened by the barrage, Cliff comes to and gathers Betty in his arms. Sinclair and a group of commandos start for him. Cliff spins around, using the powerful thrust of the rocket to knock his assailants back. He blasts up towards the domed skylight.

CLOSE ON BETTY

as she realizes that she is flying.

BETTY

Oh my God!! OH MY G -- O -- D !!!

Cliff and Betty have almost reached the skylight when a ring of Nazis lean in and fire down through the panes.

As glass and bullets rain, Cliff alters course and rockets towards the mezzanine area. Commandos occupying the late Eddie's office unload their grease guns at the Rocketeer.

Cliff maneuvers a quick u-turn. The flaming thrust blows the windows and the Nazis back smoldering into the office.

Weaving through bullets, Cliff carries Betty low over the table tops. Scorched linen flies like laundry in a tornado.

Sinclair follows Cliff's flight with narrowed eyes. Squeezing off shots, he drops a few gangsters as he makes his way backstage. He shouts orders in German and several commandos follow him.

Betty grabs Cliff extra tight as he swoops among the ropes and scenery, desperately looking for a way out.

Dodging slugs, Cliff lands on a catwalk, taking momentary refuge. He and Betty are pinned down. He embraces the shaking girl.

CLIFF

We'll get outta here somehow!

In the thick of the battle, W.C. Fields is crouched down 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...

(CONTINUED)

CONTINUED:

BLAM!

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

FIELDS

Very well, a mixed drink it is.

On the backstage floor, Sinclair spies Cliff and Betty crouched above. He fires.

The shots ricochet off the railing as Cliff and Betty recoil. Cliff returns fire, but misses. The sound of boots on metal reveals a TRIO of commandos advancing along the catwalks.

CLIFF

Hang on!

He grabs Betty tight and rockets across the backstage. As he passes the commandos, he squeezes off three shots.

The Nazi TRIO fall like carnival targets into scenery and rigging below.

Still unable to find an exit, Cliff and Betty land on the opposite catwalk.

Sinclair pinpoints them. He sends more slugs their way, then races to a spiral staircase. Sinclair climbs up, followed by several commandos.

Cliff empties the Mauser into the staircase. He mutters a curse as the chamber clicks. Panting, Cliff jams in fresh shells with trembling fingers.

The weight of the dead Nazi Trio lowers the stage rigging, causing the Creeper's tangled body to rise.

Sinclair is halfway between Cliff's position and the floor. He and the commandos open up once again.

Cliff returns fire, and two dead commandos pile up on the stairs below Sinclair.

Sinclair is about to shoot once more when he is distracted by something falling past him.

CLOSE ON THE STAGE FLOOR

as the helmet hits and rolls, REVEALING the blood-streaked fin.

Cliff shields Betty and returns fire, unaware that the weight of the Nazi Trio has risen the Creeper directly behind them.

(CONTINUED)

CONTINUED:

The Creeper's body jerks violently and his massive arms shoot out, encircling Cliff in a death grip.

Cliff drops the Mauser and Betty.

The screaming girl drops like a stone. A hand snakes out from the staircase, snatches her wrist, and arrests her fall.

Betty, relief turns to terror as she looks up into the face of her savior: Sinclair. He begins to hoist her up.

Cliff struggles violently against the almost superhuman strength of his bloodied opponent. The Creeper has the rocket pack sandwiched between them and is using it to crush Cliff's spine.

Cliff has but one option. He grits his teeth and with all his might bends forward and depresses the rocket's firing button.

The Creeper reacts with agonized surprise. A HOLE the size of a dinner plate is BURNED CLEAR THROUGH HIM.

The Creeper's limp body dangles like a forgotten marionette.

Cliff looks down in horror, expecting to see Betty's broken body. The floor is empty.

A PIERCING SCREAM rises above the continuing battle in the Club.

Cliff sees Sinclair dragging Betty towards an exit.

Sinclair pauses at the door. He looks up to be sure that Cliff is watching, then slaps Betty hard. She cries out in pain as Sinclair yanks the struggling girl out the door. Outraged, Cliff swoops down, and grabs up the Mauser from the catwalk. A volley of fire momentarily delays his pursuit of Sinclair.

EXT. BLUFF - NIGHT

Sinclair hauls Betty to the bluff at the edge of the Club grounds. The dark sea churns below, and the outline of the U-Boat can be seen offshore.

Grappling hooks and rope ladders mark the spot where the commandos ascended. Sinclair reaches down and removes a flare gun from a small wooden box. He shoots the flaming signal over the waves. An answer blinks from the sub.

The Rocketeer soars from the Club and lands a few feet from Sinclair, who presses the muzzle of his Luger to Betty's head.

(CONTINUED)

CONTINUED:

SINCLAIR

It ends here Secord. Toss me your weapon.

Realizing he has no choice, Cliff carefully throws the Mauser to Sinclair. He catches it deftly.

SINCLAIR

An antique...but at least yours is loaded.

Smirking, he drops the Luger and places the Mauser against Betty's temple.

SINCLAIR

And now, if you please, the rocket pack.

Cliff hesitates, glowering. Then, he removes the wrist control.

BETTY

Cliff, don't! You can't give it to him!...It's more important than us!

Cliff looks deeply into her eyes.

CLIFF

It's not more important than you.

SINCLAIR

Touching.

The wail of approaching police sirens can be heard.

SINCLAIR

The pack!...And as you Yanks say, make it snappy!

~~EXT~~ SOUTH SEAS CLUB, MAIN ENTRANCE - NIGHT

~~POLICE~~ CARS and FBI SEDANS roar up in force, sirens shrieking. Heavily armed uniformed police officers and Federal agents led by Fitch and Wooly leap from the cars.

Gunfire and shouting can still be heard inside, and bullets zing through what windows remain.

Suddenly a huge thug comes smashing through a window and lands at Fitch's feet.

(CONTINUED)

CONTINUED:

WOOLY

Jesus Christ! It's big Moe
Houlihan!

More breaking glass is heard and a dead Nazi commando lands
on top of Moe.

WOOLY

Don't know this one.

Hughes and Peevy make their way to the front line as the cops
rush the Club. They survey the scene, faces dark with
concern.

HUGHES

God in heaven, Peabody -- I hope
we're not too late.

EXT. BLUFF - NIGHT

Sinclair has shed his tuxedo jacket and now wears the rocket
pack over his white silk shirt. He cinches the final strap
while keeping the Mauser trained on Betty.

CLIFF

You got what you wanted,
Sinclair...now give me Betty.

SINCLAIR

My dear fellow. What on earth would
she do with a dead man?

Sinclair levels the Mauser at Cliff.

Betty is suddenly all over Sinclair, clawing at him. The
Mauser fires into the earth between Cliff's feet. As he
grapples with her, Cliff dives on Sinclair.

Sinclair depresses the hand controls and tries to take off
with Betty and Cliff still clinging to him.

CLIFF

Betty -- let go!!

She releases her grip and falls to the ground.

Peevy, Hughes, Fitch and Wooly come running up.

They can only look on helplessly as Sinclair and Cliff rocket
towards the U-Boat.

BETTY

Cliff!!

(CONTINUED)

CONTINUED:

Fitch and Wooly raise their guns to fire. Hughes stops them.

HUGHES

No! Leave it the Rocketeer.

Hughes watches the over-burdened rocket's erratic trail. His powerful eyes reflect trust and hope.

HUGHES

(under his breath)

C'mon, kid...

IN THE AIR

Cliff and Sinclair violently zigzag and roll as they swoop over the sea.

Cliff's right hand grips the rocket pack's harness. His left is clamped about Sinclair's wrist, fighting to dislodge the Mauser pistol Sinclair holds.

ON THE U-BOAT DECK

The sub's CAPTAIN watches the fiery gymnastics in the sky above. He orders a crewman to flash the conning tower's signal light as a beacon for Sinclair.

IN THE AIR

Sinclair sees the blinking light. He increases the fury of his airborne struggle with Cliff.

ON THE BLUFF

Having placed Sinclair's tuxedo jacket over Betty's shivering shoulders, Peevy holds her, steadying the both of them.

Fitch lowers binoculars and points to the flashing beacon on the sea.

FITCH

It's a sub!

He hands the binoculars to Hughes. Betty shudders. Peevy grips her reassuringly.

PEEVY

Hang on, honey -- it ain't over yet.

IN THE AIR

Cliff is taking the brunt of Sinclair's obsessive assault. The Mauser is being forced towards Cliff's head.

(CONTINUED)

CONTINUED:

Calling up all his strength, Cliff pushes the pistol past his face before Sinclair can fire. Then, Cliff slams his body into Sinclair, sandwiching Sinclair's gun arm between them.

Sinclair struggles to free the weapon, but cannot.

Now it is Sinclair who tightens the grip.

SINCLAIR
(with difficulty)
What...would you say to...a little swim?

Locked together, Sinclair arcs them down and heads for the waiting U-Boat.

Cliff looks down at the ocean and the black wedge of submarine rushing up to meet them. He glances at the immobilized Mauser thrusting out from between them, and an idea sparks in his eyes.

CLOSE ON CLIFF'S HAND

as it inches over Sinclair's grip on the Mauser. Cliff's forefinger finds his adversary's trigger finger.

The SUB is less than a hundred feet below.

CLIFF
Let me show you a little trick I learned!

Sinclair looks momentarily confused. Cliff's hand locks down on Sinclair's and the MAUSER ERUPTS with the force of a MACHINE GUN.

The RECOIL of the weapon throws them into a SPIN. Cliff breaks free of Sinclair and plummets towards the water.

Sinclair fights to regain control, but can only ride the diving spiral towards the U-Boat.

CLOSE ON SINCLAIR

screaming as he kisses the sub's conning tower.

A BLINDING EXPLOSION lights up the sea as the rocket pack detonates on impact.

Flaming fragments splash down into the burning oil slick, all that remains of the U-Boat, Sinclair, and The Rocket Pack.

(CONTINUED)

CONTINUED:

Cliff surfaces. Gasping for air, he bobs in the waves. A chunk of wreckage floats by, and he grabs for it. Clinging to it, the exhausted Cliff collapses.

The heavy growling of an engine opens his eyes. A searchlight sweeps over him. One of the Nazi commando launches is speeding towards him.

His apprehension evaporates as he sees Betty, Peevy, and Hughes perched in the bow. They reach out their hands to pull him into the boat as the dying fireglow plays across the sea.

EXT. BULLDOG CAFE - MORNING

From in the cafe, a radio is heard. An ANNOUNCER interrupts the music.

ANNOUNCER

FLASH! We've just learned that actor Neville Sinclair was killed last night in a tragic boating accident.

INT. BULLDOG CAFE - MORNING

Butch sits patiently under a window table. Peevy's hand reaches down and slips a piece of bacon into the dog's mouth.

ANNOUNCER

Details are sketchy, but we'll keep you informed. Now, back to our program.

The music resumes. Cliff, Betty and Peevy sit at the table, large breakfast plates before them. Betty still wears Sinclair's tuxedo jacket over her shoulders. 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.

(CONTINUED)

CONTINUED:

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 around 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 - MORNING

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.

Peevy, Cliff and Betty come out the Cafe door, followed by Millie, Malcolm, and the other curious regulars. 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.

(CONTINUED)

CONTINUED:

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.

Dumbfounded, Cliff runs his hands over the fuselage.

CLIFF
(wistfully)
She's beautiful! Yours?

HUGHES
Yours.

Cliff stares in disbelief.

CLIFF
Mr. Hughes -- ! I don't know how
to thank you --

The industrialist claps Cliff on the shoulder.

HUGHES
Just keep her in one piece.

Hughes 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
(sniffling)
I think I'm gonna cry.

She instinctively pats Sinclair's jacket for a handkerchief.

Feeling something, she reaches into a pocket and withdraws a folded sheet of paper.

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.

As WE PULL BACK, Cliff picks up Betty in a joyful embrace, Peevy shakes his head in exasperation, and the Gee Bee shimmers in the morning light.

(CONTINUED)

CONTINUED: (2)

Something swoops through the f.g. Following it, we realize it is ten-year-old 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 releases the rope.

She lands on her playmate. Laughing, they roll across the lawn.

FADE OUT

THE END