CITY OF THE BIG SHOULDERS

by Jonathan Martin

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YOUNG SCOTTY Daddy? Tell me a story.

FADE IN

INT. CHILD'S BEDROOM

YOUNG SCOTTY, tucked into bed, looks up at his father, YOUNG RAY.

YOUNG RAY
You want a bedtime story, huh? Let's

Young Ray fingers through Carl Sandburg's "Chicago Poems," stops on a page, and begins to read to Young Scotty.

YOUNG RAY (CONT'D)

"Mamie beat her head against the bars of a little Indiana town and dreamed of romance and big things off somewhere the way the railroad trains all ran."

An elevated train rumbles by outside, rattling the room.

EXT. CHICAGO - 1928 - NIGHT

see here.

The bright elevated train weaves through the dark city.

YOUNG RAY (V.O.)
"She could see the smoke of the engines get lost down where the streaks of steel flashed in the sun and when the newspapers came in on the morning mail she knew there was a big Chicago far off, where all the trains ran."

INT. NAOMI'S APARTMENT - 1928 - RAINY NIGHT

A black CAT sits on a ledge next to a slightly open window. It watches the rain fall, and the trains pass while JIMMY CATALDO and YOUNG NAOMI have sex in the background.

"She got tired of the barber shop boys and the post office chatter and the church gossip and the old pieces the band played on the fourth of July and Decoration Day"

Young Naomi looks over to her window to the city lights outside and the life she used to have. She closes her eyes. She reopens them, blinks, and sheds a tear for her lost dreams.

YOUNG RAY (V.O.) (CONT'D)
"And sobbed at her fate and beat her head against the bars and was going to kill herself."

Young Cindy's falling tear drops to the bed and disappears, swallowed up by the sheets and into the mattress. No one will know it ever fell, not even the man looking right into her eyes.

Jimmy Cataldo finishes, gets up, gets dressed and checks his watch. He takes a shot of whiskey and then thumbs through some money on a night table, pocketing some and then leaving the rest.

As Jimmy Cataldo leaves, Young Naomi fingers through what's left of the stack. As she nears the end, she gives up and drops it back on the table, exchanging it for a shot of the whiskey, as there is no amount she could have counted up to that would have repaid her for her lost innocence, so she downs the shot instead.

The Cat watches her clutch her sheets, sob, then roll over.

INT. CHILD'S BEDROOM

YOUNG SCOTTY Why'd you stop, daddy?

YOUNG RAY That wasn't a very happy story.

YOUNG SCOTTY Tell me another, daddy, please?

YOUNG RAY

OK.

INT. NAOMI'S APARTMENT - 1928 - RAINY NIGHT

YOUNG RAY (V.O.)

"The fog comes on little cat feet.

It sits looking over harbor and city on silent haunches and then moves on."

The Cat goes out the window, down to the ground, and follows Jimmy Cataldo to

EXT. CHICAGO STREET - ALLEY - RAINY NIGHT - 1928

A slow beautiful voice begins to sing.

The Cat rummages in the trash for scraps as Jimmy Cataldo leaves the alley. The Cat continues on its way halfway through

EXT. CHICAGO STREET - RAINY NIGHT - 1928

A car crashes, and then suddenly, gun shots ring out everywhere.

IRISH MOBSTERS hide behind multiple trucks on the side of the street. They speak with a thick Irish accent, part of "Bugs" Moran's North Side gang, firing across the street at

ITALIAN MOBSTERS with thick Italian accents, part of Al Capone's South Side gang, who fire back across the street at the

Trucks and Irish Mobsters. Bootleg Canadian Whiskey and gasoline pour through the holes in the side of the trucks and spill onto the streets and the sidewalk.

Civilians duck and hide in their buildings.

From the passenger side, an Irish Mobster gets in one of the trucks that's pinned between two others. He starts the truck and goes back and forth trying to break the wedged truck free. He breaks it free just as

A gunshot pierces him through the car. His limp body slams the gas, sending the truck into a building, knocking over a street gas lamp, sparking and igniting the gasoline and liquor.

Fire spreads everywhere.

Civilians abandon their shelters, some getting caught in the crossfire in the streets.

Police sirens wail. All the Mobsters scatter, abandoning the trucks and the dead. Flames light up the night sky as

We hear the clinking of glasses being tucked away for the night in the distance. Behind us we hear something slide into place, then a thump.

DEEP VOICE (O.S.) Whenever you're ready Miss Holiday.

The illuminated night sky lit ablaze from the fire is matched to countless floodlights. Pull back behind a silhouetted YOUNG BILLIE HOLIDAY, almost 15 years old, shaking nervously.

YOUNG BILLIE HOLIDAY I feel so maked under these lights.

MAN AT TABLE (O.S.) Would you rather we turned them off?

YOUNG BILLIE HOLIDAY

If that's OK?

We hear a crunch as the lights are magically extinguished.

A soft single beam slowly illuminates an old metal microphone. The microphone glistens like the north star in the dark night sky as it refracts the light. Behind it stands the outline of the lovely young black woman. We realize we're in

INT. SAVOY BALLROOM - MAIN FLOOR - AFTER HOURS - 1928

The woman's nervous shaking subsides as she becomes slightly visible, blending perfectly between the darkness of the stage and the dim light on the microphone.

Behind her sits a PIANO MAN. Seated in front of her are a DISTINGUISHED GENTLEMAN and a SHARP MAN.

The Distinguished Gentleman and the Sharp Man sit in the center of a glamorous ballroom, the hall of a glorious kingdom, the last remnants of the roaring 20's, a lighthouse beacon among the dustbowl of the inevitable 30's depression.

SHARP MAN
Don't be nervous, honey. You're doing fine. You came highly recommended.

DISTINGUISHED GENTLEMAN
They say your voice is the voice of
living intensity of soul, and you can
express more emotion in one chorus than
most actresses can in three acts.

YOUNG BILLIE HOLIDAY Thank you. That's sweet.

DISTINGUISHED GENTLEMAN That's why they call me Sweet Lou.

YOUNG BILLIE HOLIDAY And your friend?

YOUNG SWEET LOU
This is Mr. Faggen, he owns the place. I
just help run things while he's out of town.

YOUNG BILLIE HOLIDAY

I see.

She moves under the warmth of the lonely soft spotlight. A white gardenia accents her silky black hair.

YOUNG BILLIE HOLIDAY (CONT'D) This is much better.

YOUNG SWEET LOU Please, continue whenever you're ready.

She nods to the Piano Man behind her.

He strikes the keys to a slow tune with a steady rhythm.

Young Billie Holiday gently taps the old metal microphone. She clasps it in its stand, holding it like a baby against her chest as her soft voice breathes life into the song, slowly serenading the room, continuing through

INT. PRISON CELLBLOCK CORRIDOR - CHICAGO 1935 - WINTER

Small lights placed evenly along the ceiling illuminate the corridor, casting soft pale shadows of the prison bars through the cells onto the inmates.

A SHADOWY FIGURE walks slowly down the corridor, always looking forward, never examining the cells as he passes.

A loud double heartbeat echoes.

INT. SAVOY BALLROOM - MAIN FLOOR - AFTER HOURS - 1928

Young Billie Holiday continues singing on stage.

A WORKING MAN trails a ROUGH MAN as they enter through the side door of the ballroom. Unnoticed, they pass Young Sweet Lou, who's still enchanted by the song's beauty.

They stop behind the table noticing the singer on stage. The Rough Man continues on, but the Working Man stops to admire the song as well.

The Rough Man realizes he isn't being followed by his companion and stops. He sees him entranced, and rather than disturb him, he taps Young Sweet Lou on the shoulder and makes his way to the rear bar. He whispers to the BARTENDER. The Bartender mixes a drink as the song ends.

Young Sweet Lou whispers to Mr. Faggen who nods in agreement. Young Sweet Lou gets up and motions to the Piano Man to stop.

YOUNG SWEET LOU I think that's enough.

YOUNG BILLIE HOLIDAY Somebody once told me, "We never know what is enough until we know what's more than enough."

YOUNG SWEET LOU

My dear, you are nothing short of enchanting.

If I could stay and listen all night long, I would, but I have other business to attend to. Mr. Faggen will fill you in on the details. Now if you'll excuse me.

Young Sweet Lou makes his way upstairs to

INT. SAVOY BALLROOM - BACK ROOM - AFTER HOURS - 1928

Young Sweet Lou sits at a round table. He picks up a newspaper with headlines of the worsening depression and he switches on the evening news on the radio.

NEWS BROADCASTER (V.O.)
... Since the dawn of prohibition crime rates in the Windy City have soared to record highs. The mob wars between Al Capone's Italian South Side Gang and Bugs Moran's Irish North Side Gang have spilled onto the streets and torn the city apart from the inside. While many citizens express concern and fear, authorities remain optimistic that the end draws near ...

In the light we see that Young Sweet Lou is dressed clean and neat, professional, tidy, mature, exuding an atmosphere of respect and assurance, like an older brother watching over a family, trustworthy and strong willed.

He holds up and contemplates his drink.

The Rough Man and the Working Man enter the back room.

The Rough Man is YOUNG PAUL DIAMOND, always dressed as a stereotyped caricature of the times, in this case the roaring 20s. He's a young gun, quick to the trigger in all aspects of life, clearly dancing to his own beat.

The Working Man, dressed in blue collar clothes, is slightly dirty, with rough blood stained hands and a noble face. He wears a cross charm on a chain.

YOUNG SWEET LOU You get Henderson to turn?

Young Paul Diamond takes out his gun.

YOUNG PAUL DIAMOND He won't give us a problem.

YOUNG SWEET LOU
He's a stubborn one, you sure you got him
convinced?

Young Paul Diamond holds up the gun in his blood stained hands.

YOUNG PAUL DIAMOND Yeah, he's convinced.

YOUNG SWEET LOU

Who's this?

YOUNG PAUL DIAMOND Lou, say hello to the man who saved my life tonight.

Young Sweet Lou switches off the radio.

YOUNG SWEET LOU You saved Pauly's life, huh?

Young Paul Diamond goes behind the bar, with blood stained hands he mixes a drink.

WORKING MAN
I was just trying to help, got caught up in the heat of the moment, I guess; I wouldn't say I saved his life, I ...

YOUNG PAUL DIAMOND (O.S.) Bullshit, if he never showed up I woulda been a dead man, Louie.

YOUNG SWEET LOU I'm very grateful to you then.

YOUNG PAUL DIAMOND I told him he don't have to worry about a thing no more. We'll take care of him.

YOUNG SWEET LOU Please, sit down, Mr. ...

RAY

Fasteau. Raymond Fasteau.

YOUNG SWEET LOU Please, Ray, sit down.

Ray sits down looking around with interest, admiring the room décor, the rich furniture, and a sparkling chandelier.

YOUNG SWEET LOU (CONT'D)
Pauly, let me have a word here with our
new friend, in the meantime, mix us some
drinks, would ya?

YOUNG RAY
Oh, that's OK, sir, I don't drink.

YOUNG SWEET LOU
Please, it's on me, a gesture of good
faith. Pauly, whiskey on the rocks for
me, and whatever our friend here wants.

RAY I really don't know ...

YOUNG SWEET LOU
You like whiskey? Of course you like whiskey. He'll have a highball.

YOUNG PAUL DIAMOND You got it, Lou.

Young Paul Diamond mixes the drinks.

YOUNG SWEET LOU

My family means a lot to me, Ray.
There's really no way I can truly repay
you. But I promise you this, I'll do
everything I can to show my appreciation.

Young Paul Diamond brings over the drinks.

YOUNG SWEET LOU (CONT'D)

Thanks.

Young Paul Diamond leaves.

YOUNG SWEET LOU (CONT'D)
See, we're a family here. Pauly's my
younger brother, but to be frank, he's a
bit of a loose cannon, like his cousin
Jimmy. Delicate times in this city, Ray,
sometimes we miss the big picture. But
we watch out for each other here. Times
like this you gotta stick together. I
could use someone to keep an eye on him,
make sure he keeps out of trouble.

RAY

Mr. Vincenza ...

YOUNG SWEET LOU Ah, so you know who I am. Please, call me Lou.

RAY

Lou ... no offense, sir, you can take the man out of the trouble, but you can't take the trouble out of the man. I'm a family man, sir; I shouldn't be mixed up in all this, I ...

YOUNG SWEET LOU
I understand where you're coming from,
Ray. I'm a family man myself.

INT. RAY'S HOME - CHICAGO 1928 - AUTUMN NIGHT

Ray sits at a table, clearly exhausted and beaten. He looks through overdue bills and then around his dark apartment, scanning over his family.

YOUNG MOTHER cleans the face of YOUNG SCOTTY, 15. She smiles at Ray as Young Scotty tries to squirm loose.

YOUNG SWEET LOU (V.O.)
I know being a family man, you're also a role model, you have certain expectations to uphold, certain obligations to fulfill. We can make things a whole lot easier for you.

INT. SAVOY BALLROOM - BACK ROOM - AFTER HOURS - 1928

YOUNG SWEET LOU
I can open your eyes to a world you've
only dreamed of. We're doing you a favor
here; it's me who's indebted to you.
You're a part of our family now, too,
don't forget that.

Young Sweet Lou raises his glass. Ray reluctantly matches the offer with his as they drink the outlawed poison.

INT. PRISON CELLBLOCK CORRIDOR - CHICAGO 1936 - WINTER

The Shadowy Figure walks down the corridor.

The echoed heartbeat is heard again.

INT. SAVOY BALLROOM - FAR BAR - AFTER HOURS - 1929

A group of MAFIOSOS laugh and drink at the far bar. Among them are Ray, now in a pinstripe suit, and Young Paul Diamond. Young Sweet Lou gathers the men. They follow him up to

INT. SAVOY BALLROOM - BACK ROOM - AFTER HOURS - 1929

YOUNG SWEET LOU
Cops don't think this town's big enough for
two families, especially ones at war.
Capone says they're ready to deal. We give
them the bust and the press, they give us
the city. As long as the kickbacks keep
coming, the fire won't be brought down by
the boys in blue. What that means is that
we're ending this war, right now.

YOUNG PAUL DIAMOND What does Capone want to do?

YOUNG SWEET LOU He wants to go straight for Moran.

RAY

To get to the top, you gotta work from the bottom. You're gonna have to kill a lot of people to get to him.

YOUNG PAUL DIAMOND I'll send flowers.

YOUNG SWEET LOU What do you think?

RAY

I think there's a better way. Take the ground out from under him in one shot. Break his will and his spirit, leave him defenseless. He'll surrender on his own, he'll have no choice. Cops still get the press, and we get the city.

YOUNG SWEET LOU What do you have in mind?

INT. WAREHOUSE - VALENTINE'S DAY 1929 - WINTER MORNING

SEVEN IRISH MAFIOSOS wait in a warehouse with some trucks. One of the men repairs a truck with a DOG chewing a bone tied to it.

INT. APARTMENT BUILDING - SECOND STORY

Through the window, a police car drives past a warehouse and turns out of sight.

EXT. WAREHOUSE - VALENTINE'S DAY 1929 - WINTER MORNING

The police car parks out of sight under some trees. THREE UNIFORMED POLICE OFFICERS and Ray get out, walk across the street, and go inside

INT. WAREHOUSE - VALENTINE'S DAY 1929 - WINTER MORNING

The Three Uniformed Police Officers approach the Seven Irish Mafiosos while Ray stays out of sight. They disarm the men and throw the Mafiosos against the wall and question them, an all too familiar shakedown.

EXT. WAREHOUSE - VALENTINE'S DAY 1929 - WINTER MORNING

A large truck pulls up; the TRUCK DRIVER gets out, knocks on the heavy door and goes back into the truck.

INT. WAREHOUSE - VALENTINE'S DAY 1929 - WINTER MORNING

Ray opens the garage door from the inside and walks back to the Three Uniformed Police Officers.

POLICE OFFICER Well, lookey what we have here.

EXT. WAREHOUSE - VALENTINE'S DAY 1929 - WINTER MORNING

The truck slowly backs in. Young Paul Diamond exits the police car and walks across the street just as the Truck Driver turns his head to back the truck in properly.

The Truck Driver throws the truck in park, then lifts his head up, locking eyes with Young Paul Diamond on the hood.

Suddenly, a gunshot shatters the glass and kills the Truck Driver. The Dog inside barks furiously.

IRISH MAFIOSO What the hell's going on here?

POLICE OFFICER Shut the hell up!

EXT. APARTMENT BUILDING - SECOND STORY

Startled from the gunshot, the YOUNG WOMAN looks out from her second story apartment. She moves away from the window.

INT. WAREHOUSE - VALENTINE'S DAY 1929 - WINTER MORNING

Young Paul Diamond walks past Ray. The Dog still barks.

Ray waits by the door. He hears arguing, yelling, and barking.

Young Paul Diamond walks up to the Dog and shoots it.

Ray hears the gunshot, then he makes his way back.

INT. APARTMENT BUILDING - SECOND STORY

A vehicle with three men pulls up outside the warehouse. The Young Woman comes back to her window, then picks up the phone.

INT. WAREHOUSE - VALENTINE'S DAY 1929 - WINTER MORNING

The Three Uniformed Police Officers keep the Seven Irish Mafiosos lined along the wall. Young Paul Diamond walks up.

IRISH MAFIOSO What is this bullshit?

YOUNG PAUL DIAMOND

Where's your boss?

IRISH MAFIOSO

Fuck you, filthy daigo wop. I ain't telling you shit.

RAY

Where's Moran?

YOUNG PAUL DIAMOND

He's late.

Ray eyes the Seven Irish Mafiosos, then Young Paul Diamond's gun.

RAY

What are you doing? You're supposed to just arrest them.

The Mafiosos eye one another, then whisper to each other.

YOUNG PAUL DIAMOND

Time to let everyone know who really runs this town.

Ray turns and walks away. The Three Uniformed Police Officers nod to Young Paul Diamond and follow Ray out.

As one of the Irish Mafiosos reaches for a gun, Young Paul Diamond guns the Seven Irish Mafiosos down.

EXT. WAREHOUSE - VALENTINE'S DAY 1929 - WINTER MORNING

The tires of the car that pulled up squeal and take off.

INT. APARTMENT BUILDING - SECOND STORY

The Young Woman now notices the police car and watches Ray exit the warehouse, escorted by the Uniformed Police Officers.

EXT. WAREHOUSE - VALENTINE'S DAY 1929 - WINTER MORNING

Ray looks across the street to see the Young Woman in the window. When their eyes meet she shuts the shade.

INT. SAVOY BALLROOM - BACK ROOM - 1929 - WINTER

Young Paul Diamond and Young Sweet Lou listen to the radio.

NEWS BROADCASTER (V.O.)
... Earlier today, at what authorities are now calling the St. Valentine's Day Massacre, seven men were viciously gunned down in the morning hours at the S-M-C Cartage Company on Clark Street. These men were known associates of the Irish crime lord, Bugs Moran, who has stated to the press that "Only Capone kills guys like that." Capone, who has an alibi placing him in Florida, is currently not a suspect in the crime. Frank Gusenberg, one of the victims of the shooting, briefly survived, and was questioned at the hospital later after he awoke. He uttered one simple statement to the press; "I'm not gonna talk," and then died. A woman who claims to have seen a man escorted from the crime scene has come forward and given officials her description of this morning's events ...

YOUNG PAUL DIAMOND
We got no other choice, Lou, someone's gotta
take the heat. Our backs are against the wall
here. Cops need someone to take the fall.

EXT. CHICAGO STREET - FLOWER VENDER - WINTER 1929 Ray purchases a rose.

INT. SAVOY BALLROOM - BACK ROOM -1929 - WINTER

YOUNG SWEET LOU
After all he's done for us, especially for you, Pauly. All this was your fault; we wouldn't even be in this mess if it weren't for you. He had it planned perfectly, and you gotta go make a public scene. One day you're gonna have to step into the light and face the music.

INT. RAY'S HOME - SNOWY VALENTINE'S DAY

Ray comes home, hands Young Mother the rose and kisses her. She puts the rose in a vase.

INT. SAVOY BALLROOM - BACK ROOM - 1929 - WINTER

YOUNG PAUL DIAMOND He's not family, Lou.

YOUNG SWEET LOU Family's not bound by blood, Pauly. I love you, but you'll be lucky if you ever turn out half the man that he is.

YOUNG PAUL DIAMOND
It won't happen again, Lou, you have my word.

YOUNG SWEET LOU
You better pray it don't, cause I won't always
be there to bust you out when you screw up.

YOUNG PAUL DIAMOND It's gotta be done. Don't worry; I'll take care of everything.

INT. PRISON CELLBLOCK CORRIDOR - CHICAGO 1936 - WINTER The Shadowy Figure continues down the corridor.

An echoed heartbeat is heard again.

INT. SAVOY BALLROOM - BACK ROOM - 1929

Young Sweet Lou and AL CAPONE drink at the table.

NEWS BROADCASTER (V.O.)
... Police have in their custody the man suspected of murdering seven members of Bugs Moran's Irish North Side Gang.
Officials say the murders were a personal vendetta by the man, who was a former member recently cut from Moran's group.

(MORE)

NEWS BROADCASTER (V.O.) The man matches the description given by the eye witness who claims she saw him at the scene of the crime, and she has positively identified him ...

YOUNG SWEET LOU We gave up a good man for you.

AL CAPONE A family will do anything to protect its own.

YOUNG SWEET LOU
He was family! I made the man a promise.
I like to believe I'm a man of my word.

Al Capone gets up and grabs his coat.

AL CAPONE You're as honest a man as they come, Lou.

YOUNG SWEET LOU Prohibition won't last forever you know.

AL CAPONE
I haven't built this organization on prohibition.
I have built my organization upon fear. This
American system of ours, call it Americanism,
call it capitalism, you can even call it the
American Dream, call it what you will, it gives
each and every one of us a great opportunity if
we only seize it with both hands and make the
most of it. Yes, sometimes sacrifices must be
made, for ourselves, for the good of the family.
Don't feel bad for him, don't pity him. He knew
what he was getting into. All our soldiers do.
Once in the racket, you're always in it. Every
war has its casualties.

Al Capone raises his glass.

AL CAPONE (CONT'D) Here's to the victors.

INT. RAY'S PRISON CELL - CHICAGO 1929 - WINTER

Ray stands against his prison bars.

RAY What do you want?

YOUNG PAUL DIAMOND I think I'll ask the questions, 'cause frankly, it's not about what I want. It's about what you want.

RAY
What do you think I want? I want out of here. I want my life back, my family back, I want to go home.

YOUNG PAUL DIAMOND Good, good. Then you'll keep your mouth shut, we wouldn't want anything happening to them while you're in here, would we? You wouldn't have much to look forward to if you ever got out.

RAY I wish I never saved you.

YOUNG PAUL DIAMOND Sometimes you don't choose life ...

RAY ... life chooses you.

Young Paul Diamond walks away grinning from Ray's cell as

EXT. YANKEE STADIUM - JUNE 19, 1936

JOE LOUIS, a heavyweight fighter, makes his way down the isle, confident, self-assured. The crowd supports their hero as he parades to his throne, the center ring.

INT. OLDER RAY'S PRISON CELL - CHICAGO 1935 - WINTER

OLDER RAY, now 46, lays on a prison bed writing, using the book "Chicago Poems" by Carl Sandburg as a hard surface.

OLDER RAY (V.O.)
"Hog Butcher for the world,
Tool maker, stacker of wheat,
Player with railroads and the nation's freight handler;
Stormy, husky, brawling,
City of the Big Shoulders:

They tell me you are wicked and I believe them, for I have seen your painted women under the gas lamps luring the farm boys.

luring the farm boys.

And they tell me you are crooked and I answer Yes, it is true I have seen the gunman kill and go free to kill again.

And they tell me you are brutal and my reply is: On the faces of women and children I have seen the marks of wanton hunger.

And having answered so I turn once more to those who sneer at this my city, and I give them back the sneer and say to them

Come and show me another city with lifted head singing so proud to be alive and coarse and strong and cunning. Flinging magnetic curses amid the toil of piling job on job, here is a tall bold slugger set vivid against the little soft cities;"

INT. RAY'S OLD HOME - CHICAGO 1929 - WINTER

Ray and Young Mother dance in the kitchen. They bump the table, knocking the rose over. YOUNG SCOTTY, 15, goes under the table to retrieve it.

A knock raps on the door. Young Mother opens it. TWO UNIFORMED POLICE OFFICERS come in trailed by Paul Diamond. After a brief struggle, Ray is taken away. Paul Diamond stays behind. TWO UNIFORMED

OLDER RAY (V.O.)

"Fierce as a dog with tongue lapping for action, cunning as a savage pitted against the wilderness, Bareheaded, Shoveling, Wrecking, Planning, Building, Breaking, rebuilding, Under the smoke, dust all over his mouth, laughing with

white teeth, Under the terrible burden of destiny laughing as a young man laughs,"

EXT. YANKEE STADIUM - CENTER RING - JUNE 19, 1936

Joe Louis taunts Max Schmeling as the fight continues into the 12th round. The crowd roars the gladiators on.

OLDER RAY (V.O.)

"Laughing even as an ignorant fighter laughs who has never lost a battle, Bragging and laughing that under his wrist is the pulse. and under his ribs the heart of the people, Laughing!"

INT. SAVOY BALLROOM - BACK ROOM - 1935 - WINTER

Paul Diamond gives a bag to a POLICE OFFICER. The Police Officer examines the bag and removes money from it.

INT. OLDER RAY'S PRISON CELL - CHICAGO 1935 - WINTER

The Shadowy Figure draws a gun into view. He enters the cell. It is Paul Diamond. He raises the gun. Older Ray and Paul Diamond struggle, knocking the gun loose. Older Ray picks it up and aims it at Paul Diamond.

EXT. YANKEE STADIUM - CENTER RING - JUNE 19, 1936

Joe Louis lands flush shots on Max Schmeling, but Max Schmeling walks through them unphased. Joe Louis is exhausted. Max Schmeling lands a shot that sends Joe Louis down to the mats.

REFEREE ARTHUR DONOVAN begins the count. Joe Louis, in a daze, grabs the ropes and looks up at the lights as Max Schmeling looms over him. Joe Louis looks out to the dark crowd.

OLDER RAY (V.O.)
"Laughing the stormy, husky, brawling laughter of
Youth, half-naked, sweating, proud to be Hog
Butcher, Tool Maker, Stacker of Wheat, Player with
Railroads and Freight Handler to the Nation."

INT. OLDER RAY'S PRISON CELL - CHICAGO 1935 - WINTER Older Ray turns the gun on himself.

EXT. YANKEE STADIUM - CENTER RING - JUNE 19, 1936

Joe Louis starts to fall to the mat.

OLDER RAY (V.O.)

Forgive me.

The sound of Joe Louis' head hitting the mat is matched with a loud and sudden gunshot crack.

FADE TO BLACK

TITLE OVER:

"CITY OF THE BIG SHOULDERS"

KAYLEE (V.O.)

Daddy?

SCOTTY (V.O.)

Yes sweetheart?

KAYLEE (V.O.)

Tell me a story.

INT. CHILD'S BEDROOM

KAYLEE, tucked into bed, looks up at her father, SCOTTY.

SCOTTY

You want a bedtime story, huh? My father once told me the legend of the "Thousand and One Arabian Nights." Do you know it? No? Well, the story goes that a long time ago, Shahryar, a Persian King, became so heartbroken from his wife's lies, that he had her killed, and from that day on, he could never trust again. The next day he told his advisor that he would take a new wife every night, but before nightfall the following evening, he would have each one killed. But one day, the advisor's clever daughter, Sheherazade, volunteered to be the king's new wife. Against the advisor's wishes, they were married, and every night she would spend hours telling King Shahryar stories, stopping each one at dawn without revealing the end, so that the king would let her live to finish them the next day. But she never would reveal the end.

(MORE)

SCOTTY (CONT'D)
She kept telling him tales, keeping herself alive long enough to eventually bear the king three sons, and finally renew the faith that King Shahryar had lost so long ago.
My father once told me that each note a musician makes is a story, and every song he plays, a tale of his life. So long as the music still flows within him, so too shall his story continue on.

FADE TO BLACK

SCOTTY (V.0.) (CONT'D) I guess we all have a story to tell, don't we?

... Darkness and silence ...

An alarm clock rings out. A radio is switched on.

RADIO ANNOUNCER (V.O.)
... Good morning Chicago, it's another rainy day in the Windy City. Tonight marks the momentous rematch between Joe Louis and Max Schmeling. Join us right here tonight as Edwin C. Hill and Clem McCarthy broadcast from Yankee Stadium, New York. We'll get you started now with something soft and easy, this is Duke Ellington's "Prelude to a Kiss."

The song begins.

SCOTTY (V.O.)

My father was born and raised in Chicago. He eventually fell in love and raised a family, doing his best to get by through the depression. He worked hard to put food on the table and support the people he loved. He dreamt of the good life somewhere far away from here that you always see in the theatres. We all get a little sidetracked sometimes.

FADE IN

INT. SCOTTY'S APARTMENT - BEDROOM - RAINY MORNING

Scattered letters cover the floor. SCOTTY, now 23, lays in bed.

SCOTTY (V.O.)
He used to write me letters. Sometimes, at night I used to read them, and try to imagine where he was when he wrote them, the room he was in, the air he smelled, the things he saw. I try to picture what he was doing, how he lived his life. My mother received letters of apology; I got letters of advice.

Heavy rain drums the windows. Scotty gets out of bed and enters

INT. SCOTTY'S APARTMENT - HALLWAY

SCOTTY (V.O.)
They were a reflection on choices full of shame and regret he held deeply until the day he died. Most of his letters to me were written while he was in prison.

Scotty looks out of bar covered windows to the street.

SCOTTY (V.O.) (CONT'D)
My father died there three years ago. He'd spent almost six years in there, and died long before his release. The way he saw it, he was never getting out.

Scotty turns and enters

INT. SCOTTY'S APARTMENT - BATHROOM - RAINY MORNING

Scotty turns on the sink faucet and washes his face with bloodstained hands. He clasps the side of the sink as an audible sigh escapes his lips. He closes the medicine cabinet and he looks up into the mirror.

SCOTTY (V.O.)
He wrote me because he didn't want me to follow in his footsteps, downcast in the shadows this city shed on everyone.

Scotty stares hard at his face, right into his own eyes, set above visible bruising and rough hair stubble. He begins to shave with a basic dull razor.

SCOTTY (V.O.) (CONT'D)
He warned me of taking the easy route
out, that every choice had its
consequences, even if you didn't see them
right away. "Life has a funny way of
working itself out," he used to say. "It
usually works itself out on you rather
than you working it out on life."

FLASHBACK - INT. SCOTTY'S OLD HOME - BATHROOM

Ray stands behind Young Scotty, teaching him how to shave. He shaves a few strokes on Scotty's face, then hands him the razor, letting him continue on his own.

INT. SCOTTY'S APARTMENT - BATHROOM - RAINY MORNING

Scotty shaves his face. He gingerly goes over swollen areas and then accidentally cuts himself.

FLASHBACK - INT. SCOTTY'S OLD HOME - BATHROOM

Scotty presses his hand to his face where he cut himself. Blood drips into the sink basin. Ray uses a tissue and applies pressure for him.

INT. SCOTTY'S APARTMENT - BATHROOM - RAINY MORNING

Scotty stares at his blood in the sink basin and grips the sink tightly as he starts to cry. Suddenly, he smashes the glass mirror of the medicine cabinet. Running water falls carrying broken glass and blood down the dark drain.

SCOTTY (V.O.)
Life used to be so simple, now I find myself lost and confused, left with nothing more than shattered hopes and blurred dreams.

Scotty turns the water off and dries his face.

SCOTTY (V.O.) (CONT'D) When did I lose my innocence of youth, when faith was easy to grasp, and the path laid before my feet was easy to follow? I wonder, when did my life stop reflecting what I always imagined it to be.

Scotty leaves the bathroom and enters

INT. SCOTTY'S APARTMENT - BEDROOM - RAINY MORNING

RADIO ANNOUNCER (V.O)
... It is now 5:30 in the AM. All commuter trains and street trolleys are up and running to get you through this soggy morning ...

Another song starts as Scotty gets dressed. He exits to

EXT. SCOTTY'S HOUSING DEVELOPEMENT - RAINY MORNING Scotty goes outside and lights a cigarette.

SCOTTY (V.O.)
Last night, I stood toe to toe with this city, and its unforgiving eyes stared right back at me. My father told me that in hindsight, we see our mistakes as clear as the sun, just pray that when you realize them; it's not too late ...

Scotty strolls through the rain.

INT. SAVOY BALLROOM - BACK ROOM

PAUL DIAMOND

Jimmy never showed up last night.

SWEET LOU

Henderson called. He ain't seen him either.

PAUL DIAMOND

It's not like him to just disappear.

SWEET LOU

No, it ain't. And I got Delay barking in my ear all morning.

PAUL DIAMOND

The senator? What's he want?

SWEET LOU

His money. Congress' up in arms over Germany. Called an emergency session. They gonna push the labor vote forward. This thing might go through before we're ready.

PAUL DIAMOND

You think Jimmy split with the money?

SWEET LOU

I don't know, but it's his job to deliver it.

PAUL DIAMOND

We already lost our grip on the steel plants. What if we don't find him? What then?

SWEET LOU

Don't worry about it, we'll figure something out when the time comes. For now, we just gotta find Jimmy, and find that money!

PAUL DIAMOND

What do you want me to do?

SWEET LOU

What needs to be done. Make some collections, the clock's ticking.

EXT. CHICAGO STREET - RAINY MORNING

Scotty walks down the street. The usual crowd of morning commuters and cars pass by him. He stops in front of

EXT. MICKEY'S NEWS STAND - RAINY MORNING

MICKEY is in his early 70s and has a soft white beard. He sits on a small stool, smoking a pipe and listening to the radio while reading through his papers.

Scotty goes under the umbrella stand and scans the rack comprised of the usual selection, the Chicago Tribune, the Chicago Daily News, Chicago Inquirer, Chicago Chronicle, among others.

He scans the headlines, a Seabiscuit horse race result, and CUBS baseball scores, an article about Joe Louis fighting Max Schmeling this evening is on the front page of every paper, along with headlines of CIO spliting from the AFL. Date at the top is Wednesday June 22, 1938.

NEWS BROADCASTER (V.O.) ... We interrupt again for this special world news bulletin. We will continue with the regularly scheduled programming after this announcement. Recently Austrian Prime Minister Schuschnigg met Hitler at Berchtesgaden in the Alps, and under assumed threat placed Austrian Nazi's in his government. On his return to Austria he called a referendum to thwart the German control but it was in vain, and he was forced to resign, later replaced by the appointed Nazi Seyss-Inquart. We have just learned, that this newly appointed Nazi Prime Minister has just invited German troops to station themselves in Austria. With his new control, Hitler has officially annexed Austria into the Reich as the province of Ostmark. Hitler's focuses are now targeted at Czechoslovakia and Poland. The French and Neville Chamberlain of Britain have so far done nothing and continue with their policy of appeasement to avoid another European war ...

MICKEY

I hear people are already picketing outside Schmeling's hotel.

NEWS BROADCASTER (V.O.)
... Joe Louis, who fights his rematch
tonight at Yankee Stadium with Max
Schmeling of Germany, was recently
invited to the White House by President
Roosevelt. The President remarked to the
young Brown Bomber, "Joe, we need muscles
like yours to beat Germany."

SCOTTY

Poor bastard's going up against a whole country tonight. He doesn't stand a chance.

Mickey notices Scotty's bruises.

MICKEY

Scotty, what happened to you, I never thought you a brawler. Our own Brown Bomber.

SCOTTY

Oh, just a little mix up Mickey, nothing to get into.

MICKEY

All them plants are bad news. Why do people come from all over to work in the "yards?" What's so great about it?

SCOTTY

'Cause they pay. Isn't that enough? Rest of the nation's struggling or unemployed, here people are still working their fingers to the bone day in and day out.

MICKEY

Pshaw. This is where it's at. Owning your own place. My own boss. Nothing better.

SCOTTY

Mob don't hassle you?

MICKEY

They don't bother me too much. I'm an old man, weak bones. They don't trouble themselves with a small fry like me anymore. Besides, I go way back with their families, so they mostly leave me alone.

SCOTTY

How you feeling about tonight's fight.

MICKEY

Louis is gonna knock that Nazi kraut to next week, you'll see.

SCOTTY

I don't know, Schmeling knocked him around pretty good last time.

MICKEY

Joe wasn't ready. He was cocky last time. Didn't prepare himself right. That's when it comes to you, Scotty, when you let your guard down. Don't always happen during the fight, you lose that edge beforehand, and before you realize it, your ignorance made you a beaten fighter before you even enter that ring. A fight is won or lost far away from witnesses, behind the lines, long before they dance under those lights.

SCOTTY

What makes you so sure he'll take him this time? Lot more on the line now with the war looming, they say Schmeling is Hitler's poster boy. Louis' got a whole country on his shoulders tonight.

MICKEY

Don't pay attention to none of that propaganda crap. Press will run the story whatever way will draw the crowd. They think this rematch is gonna make everything all better, make us right.

(MORE)

MICKEY (CONT'D)

You know it's our own fault Germany came together the way it did now. We thought we were so strong, came into that war thinking we knew all there was to know. We knew how to fight alright, but we didn't know how to finish it. Let our guard down right at the end, just like Louis did two years ago. You run a country full of desperate people into the ground, of course they're gonna unite, strike back 10 times stronger. But once you step into that ring, it's personal. Ain't nobody doing the fighting for you, you're just one man, and you're all alone. Ain't nothing like boxing to show a man taking his life into his own two hands and making the most of it. It's all a man's really got.

SCOTTY

I'll believe it when I see it.

MICKEY

You will my boy, you will, just you wait and see. Never stop believing Scotty, gotta have hope.

SCOTTY

Yeah ... gotta have hope. See ya around Mickey.

MICKEY

See ya, Scotty. Stay clear of trouble.

Scotty shadowboxes as he walks off.

SCOTTY

Maybe trouble should stay clear of me.

Scotty smiles and walks off down the street passing

EXT. GRAND CATHEDRAL - RAINY MORNING

The morning mass and music permeates outside the doors.

FLASHBACK EXT. GRAND CATHEDRAL - RAINY MORNING

Scotty is a pallbearer, along with ex-soldiers in uniform. Behind the casket is Mother, shaky and aloof, crying. Behind her, a PRIEST consoles her, and the PRIEST'S APPRENTICE next to him. They move down the stairs and they clear the scene leaving the front steps now empty, the church quiet and hollow, returning us back to

EXT. GRAND CATHEDRAL - RAINY MORNING

The front doors burst open.

The Priest scrambles out as Paul Diamond trails him.

Paul Diamond fires a shot into the Priest's back, sending him stumbling down the stairs.

Paul Diamond approaches the Priest and looks down over him.

The Priest's Apprentice looks through the open doorway.

PRIEST

You'll get the money, I swear.

PAUL DIAMOND

It's too late for that; you're out of second chances. You got a full house in there.

PRIEST

The congregation is full, yes, but their generosity is exhausted in these times.

PAUL DIAMOND

So is mine.

PRIEST

Please, where's your faith?

Paul Diamond raises his gun.

PAUL DIAMOND

It's right here, you're looking at it.

Paul Diamond fires, killing him. He scans over the onlooking crowd, grinning at Scotty like a lion, king of the jungle.

The Priest's Apprentice cringes, hiding behind the safety of the cathedral door. Onlookers quietly gasp then continue on their way, just another day in the City of the Big Shoulders.

Scotty continues on his way along with other onlookers as morning commuters bustle onto a street trolly.

EXT. RAIL YARD - DAY

A train comes to a stop. A group of Mafiosos herd IMMIGRANTS off the train and into a truck as WORKERS herd cattle into smaller local rail cars.

EXT. MEAT PACKING DISTRICT - MAIN GATE - RAINY MORNING

The district is comprised of numerous buildings, pipe ways, and maze-like conveyer belts in the South Side of Chicago. Giant gates serve as entry ways to each plant.

Along with a group of Commuters exiting a trolly, Scotty enters through a plant gate, passing the sign:

"Thank you Chicago for being the railroad and commodity industry capital of the nation."

Scotty continues through the gate to

EXT. HENDERSON'S MEAT PACKING - YARD - RAINY MORNING

Scotty passes a union demonstration. Hundreds of UNEMPLOYED WORKERS are gathered in front of a mock podium as a UNION LEADER on a soap box bellows out to them.

Scotty moves through the yard to

EXT. HENDERSON'S MEAT PACKING - PLANT ENTRANCE - RAINING

Scotty lights a cigarette next to the four story brick building.

EXT. HENDERSON'S MEAT PACKING - RAIL YARDS

Bustling railcars move along the 100s of criss-crossing tracks through this section. A train comes to a stop. Cattle are herded off of the train cars and onto wooden ramps.

EXT. HENDERSON'S MEAT PACKING - SIDE ENTRANCE

A truck pulls up and the Mafiosos herd the Immigrants off onto the road, lining them against the side of the building. A FOREMAN comes out and eyes them over.

EXT. HENDERSON'S MEAT PACKING - MAIN PLANT

Cattle are herded up the wooden ramps to the top floor.

EXT. HENDERSON'S MEAT PACKING - SIDE ENTRANCE

Scotty watches the Immigrants herded through the side door to the locker room by the Foreman. One of the Immigrants starts yelling and fighting. The Foreman beats him with a club in the head as

INT. HENDERSON'S MEAT PACKING - MAIN PLANT - TOP KILL FLOOR

The cattle are slaughtered by being struck on the head with a sledgehammer

EXT. HENDERSON'S MEAT PACKING - SIDE DOOR

Scotty finishes his cigarette and follows the Immigrants into

INT. HENDERSON'S MEAT PACKING - LOCKER ROOM

Scotty enters the fairly crowded locker room. He opens his locker, exchanging pleasantries with other workers, a mix of blacks, whites, Mexicans and European immigrants. General workforce is 80% men, 20% women.

INT. HENDERSON'S MEAT PACKING - MAIN PLANT - TOP KILL FLOOR

The cattle pass down a conveyer belt bleeding from the head as

INT. HENDERSON'S MEAT PACKING - LOCKER ROOM

Scotty puts on a blood stained smock. He replaces his tattered shoes with big rubber boots, stained red from the ankle down. He notices the newly arrived Immigrants and some empty lockers.

WORKER

Foreman cut a whole crew this morning. Said "seasonal layoffs."

INT. HENDERSON'S MEAT PACKING - DISASSEMBLY STATION

The dead cattle are disassembled by workers, then put on various conveyer belts to different stations.

INT. HENDERSON'S MEAT PACKING - LOCKER ROOM

The Foreman's ASSOCIATES grab the Immigrants and separate them by gender and race. The Immigrants are led to their new stations.

INT. HENDERSON'S MEAT PACKING - MAIN PLANT

As the various sections of disassembled cattle head to different areas of the plant, the Immigrants are led to their stations. Eastern Europeans are escorted to the kill floor, Mexicans to the freezers and hide cellars, Irish to handle livestock in the stockyards, etc. Women are taken to the packing and prep area.

INT. HENDERSON'S MEAT PACKING - MAIN PROCESSING FLOOR

Scotty looks up and sees Paul Diamond enter one of the second floor offices.

Scotty walks through the factory floor and finds his way to his spot. Blood covers the floors from clogged drains, only letting small amounts through.

He looks down the row of pale, emotionless faces on the processing line, indistinguishable from each other like headstones in a graveyard. Workers slave while nursing injuries and rubbing aching backs and shoulders.

Light creeps through barred windows. Scotty falls in next to RODRIGO, Mexican, clearly older than Scotty, and CLARENCE, a Negro, around Scotty's age, both hard at work. Scotty hacks away at bloody slabs of beef as they make their way down the line.

SCOTTY

A lot of new faces around here.

CLARENCE

Hell of an operation they got going. After the unions took back the steel industry last year, mob's been more careful to protect their investment.

SCOTTY

Mike and Shane were laid off this morning, I heard "seasonal layoffs."

CLARENCE Seasonal huh? Yeah, things definitely changing around here.

SCOTTY

I'm supposed to see 'em tonight, not sure what to say.

RODRIGO

You're out in Englewood Cliffs, right?

SCOTTY

Yeah, Irish section, on the edge of Canaryville.

RODRIGO

Chicago has so many neighborhoods.

CLARENCE

That's why the mob runs this city. Chicago's always been divided like that. From the race riots in '19 to the gang wars in '29.

Clarence notices a SNEAKY MAN listening in to them, so he lowers his voice and whispers with Rodrigo and Scotty.

RODRIGO

Is that why they keep everyone separated in here?

SCOTTY

I don't see why they have to be afraid of a bunch of poor immigrants.

CLARENCE

Even though they can't join the unions, they can stop production. That's why they're kept separate and poor, so they never come together as a group.

RODRIGO

I gotta get outta here, I'm starving.

SCOTTY

Don't take too long, I worked a double last night.

RODRIGO

Don't worry, I'll be back before you know it. Hey Franco, help Scotty out over here while I'm gone would ya?

FRANCO

You got it.

Rodrigo walks off. FRANCO moves next to Scotty.

CLARENCE

I'm thinking of leaving here, man.

SCOTTY

Bronzeville not treating ya right anymore?

CLARENCE

Some of the dance halls around here are making it a point to hire colored folk. It would be a nice shift from all this. A nice change of scenery.

SCOTTY

Meat packing not the dream you had in mind when you came out here, huh?

CLARENCE

Far from it. Mississippi sharecropper life ain't much to compare it to, but a man's gotta be on the up and up, ya hear? Can't be going backwards.

SCOTTY

You're not going backwards, you're just not moving forwards. I was born and raised here, don't know much else; don't really know where I see myself going from here, not looking out too far.

CLARENCE

Way I see it, going nowhere's just the same as giving up. If you ain't going forwards, you ain't living.

Franco lightly nudges Scotty in the side. Scotty winces in pain.

FRANCO

You hear that?

Scotty looks up to the offices overlooking the factory floor.

SCOTTY (V.O.)

The mob had a hand in running almost all the industries out here. What started as a few bums sneaking booze through the back door of a speakeasy turned into an organized melee of free reign. After the mob wars ended, Capone's syndicate had a monopoly of Chicago. Even though Capone's stepped down and been long gone, the families have continued on, never skipping a beat.

(MORE)

SCOTTY (V.O.) (CONT'D) Everyone feared them. Everyone except the politicians, who loved their money, and the press, who loved their stories. They owned the city. While the rest of the country begged, slaved and struggled through the depression, they sat high on their thrones, the kings of this concrete jungle. It was the best business in town. The only gig people had to try harder to get into than stay out of, cause once in the racket, you're always in it. My father didn't have a choice on either and

INT. HENDERSON'S MEAT PACKING - UPSTAIRS OFFICES

a choice on either end.

PAUL DIAMOND We need more money, Matt. Put together another payoff. We're running out of time.

MATT HENDERSON JR. I can't part with that much right now. Production's dropped since the protests started. I'm stretched too thin. You saw how it is out there.

PAUL DIAMOND Just do it! If not, you'll lose everything. You don't really got much of a choice here.

MATT HENDERSON JR. I got options.

PAUL DIAMOND Says you, you got nothing. Don't you forget that at the end of the day you still work for us. You're lucky Lou let you keep this place when your old man split. We did you a favor, we've given you everything you have. You're living like a king cause of us.

MATT HENDERSON JR. Where's Jimmy, shouldn't he have a say in this?

PAUL DIAMOND Jimmy? JIMMY!? Jimmy don't have a say in shit anymore. That rat bastard is finished.

MATT HENDERSON JR. Hoh, he's your cousin Pauly, where you get the balls talking like that. He's family.

PAUL DIAMOND You steal from your family? Forget about Jimmy. He's no good ... lying cheatin' rat. Can't trust your own family anymore.

MATT HENDERSON JR. What are you talking about?

PAUL DIAMOND We never got the money, Matt. gone with it. He's cut off; (MORE)

PAUL DIAMOND (CONT'D) on his own, like you'll be if you don't shape up. We're losing our grip here, this vote goes through tonight we got nothing left. Now start getting your shit together, we're running out of time.

PAUL DIAMOND I gotta go and try to find that son-of-a-bitch.

We hear a commotion and then a scream from

INT. HENDERSON'S MEAT PACKING - MAIN PROCESSING FLOOR

Scotty goes over and sees an INJURED MAN writhing on the ground, attended to by a LARGE WORKER and a SMALL WORKER, both covered in an extraordinary amount of blood. On closer inspection, the Injured Worker is missing an arm.

LARGE WORKER Come on get him up!

SMALL WORKER (to Scotty)
Help us lift him!

They lift the Injured Man and carry him off.

LARGE WORKER
Come on, we gotta get him to the infirmary.
Hurry, start getting some ice ready!

They carry the Injured Man through a hallway and into

INT. HENDERSON'S MEAN PACKING - INFIRMARY

They place the Injured Man on a table and lean his injured side into a pool of ice. The man tries grasping his missing arm, hitting the stump. Scotty helps to hold him down with his right arm, with his left on the table supporting himself. The Injured Man writhes in anguish from the pain.

LARGE WORKER Hold on buddy, we got you, we got you.

SMALL WORKER We're losing him, he don't know where he is.

Scotty looks right into the Injured Man's eyes. The Injured Man struggles for life like a fish out of water. His hand breaks free and grabs Scotty's right arm tight. Scotty braces himself harder with his left arm on the table to stop himself from falling onto the Injured Man.

They lock eyes again before the Injured Man dies on the table. His arm slowly slips off of Scotty's and falls flat.

Scotty slowly backs away. He leaves the room and goes to

INT. HENDERSON'S MEAT PACKING - LOCKER ROOM

Scotty changes his clothes and leaves.

EXT. HENDERSON'S MEAT PACKING - SIDE ENTRANCE - RAINY DAY

Scotty exits the door and takes a few steps, passing NAOMI, leaning behind him against the maroon brick wall under an umbrella. She's fairly fragile looking, light toned with scattered freckles and light hair. Her face is also slightly bruised, though she hides it well.

NAOMI

Hey!

Scotty turns towards the wall to discover Naomi.

NAOMI (CONT'D)

Thanks.

SCOTTY

I thought I told you not to come around here.

NAOMI

Dames, funny thing about 'em, they always show up just when you least expect 'em, and always when you don't want 'em.

SCOTTY (V.O.)
I really hadn't met Naomi until last night. If you could call it that.

FLASHBACK - INT. HENDERSON'S MEAT PACKING - MAIN FLOOR
Scotty sweeps the last of the blood on the floor to the drains.
Scotty exits through a back door to

FLASHBACK - EXT. HENDERSON'S MEAT PACKING - SIDE DOOR

Scotty has his hands are in his pockets. He looks up through the rainy sky.

SCOTTY (V.O.)
I left through the side door last night around ten, about an hour after my double. I was the last one out, stuck cleaning the drains on the carving line, a job we all took shifts doing, that night just happened to be mine. Just my luck.

He removes a pack of cigarettes from his pocket and tries to light one.

The wind and rain make it difficult and after a few failed attempts he manages to get one lit. He takes a long drag, exhales, and takes a deep breath.

He slowly makes his way through

FLASHBACK - EXT. SIDE ALLEY - RAINY LAST NIGHT

The alley passages are like a maze. A cheap awning covers the alleyways, but rain and drainage still fall through. As Scotty walks he runs his fingers against the brick wall.

FLASHBACK - EXT. SIDE ALLEY - RAINY NIGHT 1928

Ray walks through the alleys with his fingers against the brick wall. There's faint arguing somewhere in the distance. Ray continues down the alley and turns a corner to see

FLASHBACK - EXT. ALLEY OPENING - 1928 - RAINY NIGHT

MATT HENDERSON SR. and Young Paul Diamond argue.

MATT HENDERSON SR. You don't scare me, Pauly.

PAUL DIAMOND Watch what you say Matt, you know who I represent.

MATT HENDERSON SR.
They want their money, they want the plants; tell em to come get it themselves, not to send a little errand boy to do a man's job.

Matt Henderson Sr. turns his back on Paul Diamond to leave, a fatal mistake, as Young Paul Diamond jumps him from behind.

FLASHBACK - EXT. SIDE ALLEY - RAINY LAST NIGHT

Scotty continues walking as the distant voices become clearer.

FLASHBACK - EXT. ALLEY OPENING - RAINY LAST NIGHT

A TALL MAN stands with his back to us between a parked car and a brick wall at the far end corner. The Tall Man bullies someone, backing them against the wall. A face comes into the light, it's Naomi.

NAOMI

Don't touch me!

JIMMY CATALDO
And aren't you the hero all of a sudden.
What, are you gonna tell on me?
(MORE)

JIMMY CATALDO (CONT'D)

Who're you gonna tell? Or did you forget, we run this whole town ... and I own you.

NAOMI

You don't have to do this!

Jimmy Cataldo continues to push her around.

NAOMI (CONT'D)

Stop it, Jimmy! Get off of me! Why are you doing this to me?

JIMMY CATALDO

Because that's the way it works around here. You want special treatment, you have to earn it. That's how this business works!

NAOMI

Enough is enough. Stop it, I told you I don't want this anymore. I can't do this.

JIMMY CATALDO

You're my girl; you'll do whatever the fuck I tell you to do. You were as worthless as the rest of the beggar trash in there. You want me to send you back to the "yards?" Is that it?

NAOMI

It's better than this. Anything's better than this. I can't do it anymore. I'd rather work to death!

JIMMY CATALDO

Well it's a good thing you don't make the decisions. You only do what your fucking told!

NAOMI

Stop! Leave me alone!

Jimmy Cataldo shoves Naomi to the ground.

FLASHBACK - EXT. SIDE ALLEY - RAINY LAST NIGHT

Scotty moves through the alley, closer to the opening. He hears Naomi and Jimmy Cataldo arguing, then hears familiar sounds from

FLASHBACK - INT. SCOTTY'S OLD HOME - HALLWAY - 1928

Young Scotty moves through a dark narrow hallway. He hears screams. At the end of the hallway he sees light creeping out from a slight crack of his mother's bedroom door.

He moves through the hallway. Closer. Farther.

He extends a shaky hand, pushing the door slightly open. He moves on a little further, peering into the light.

FLASHBACK - EXT. ALLEY OPENING - RAINY LAST NIGHT

Scotty moves to the edge of the opening. He looks around the corner.

FLASHBACK - INT. SCOTTY'S OLD HOME - HALLWAY - 1928

Young Scotty peers into the room. Horror and shock overcomes his face. Paul Diamond rapes his Mother, a gun pressed to her head. He is savage, a victor taking his spoils of war.

Scotty pulls back into the hallway. Alone, he hesitates. He starts going back towards the room but he stops again.

FLASHBACK - EXT. ALLEY OPENING - RAINY LAST NIGHT

Scotty stands frozen, peering around the corner.

Naomi lays sprawled on the ground with blood rushing from her nose. Tears fall from her swelling eyes.

Jimmy Cataldo advances towards Naomi and hits her again. She whimpers. He pulls out a gun and presses it firmly against her head. He smothers her with his body, her tears fall from her face and mix with blood with each thrust from him.

Scotty hesitates, frozen.

FLASHBACK - INT. SCOTTY'S OLD HOME - HALLWAY - 1928

Young Scotty turns and disappears down the hallway.

FLASHBACK - EXT. SIDE ALLEY - RAINY LAST NIGHT

A few steps back into the alley, Scotty stops and turns around. He slowly moves back towards the alley opening.

FLASHBACK - EXT. SIDE ALLEY - 1928 - RAINY NIGHT

Ray watches Paul Diamond and Matt Henderson Sr. fight as Paul Diamond shoves Matt Henderson Sr. to the ground, knocking a knife out of Paul Diamond's hand. They wrestle on the ground until Matt Henderson Sr. gets the upper hand. Ray runs into

FLASHBACK - EXT. ALLEY OPENING - 1928 - RAINY NIGHT

Ray grabs Matt Henderson Sr. off of Young Paul Diamond.

FLASHBACK - EXT. SIDE ALLEY - RAINY LAST NIGHT

Scotty runs into the alley opening and unleashes a left hook that lands flush to Jimmy Cataldo's head, then violently grabs him and pulls him from behind, causing him to drop his gun. Scotty throws a right hook landing flush on Jimmy Cataldo's cheek followed by some lefts forcing him to stumble back.

FLASHBACK - EXT. ALLEY OPENING - 1928 - RAINY NIGHT

Matt Henderson Sr. makes his way towards Ray as Young Paul Diamond gathers himself in the corner.

FLASHBACK - EXT. ALLEY OPENING - RAINY LAST NIGHT

Naomi makes her way into a corner as Jimmy Cataldo advances towards Scotty.

Scotty lands a short right to Jimmy Cataldo's chin. Jimmy Cataldo misses with a looping right.

Scotty immediately counters him, landing shot after shot, finally knocking Jimmy Cataldo down.

Jimmy Cataldo struggles as Scotty unleashes all his pent up anger on him.

Scotty chokes him. Rain water climbs halfway up Jimmy Cataldo's head. He struggles to keep his head above the water, trying to choke Scotty back, but is too weak.

FLASHBACK - EXT. ALLEY OPENING - 1928 - RAINY NIGHT

Matt Henderson Sr. chokes Ray. Ray struggles for his life, grasping Matt Henderson Sr.'s neck. His hands move down to Matt Henderson Sr.'s wrists, trying to relieve the pressure from his choking hands.

FLASHBACK - EXT. ALLEY OPENING - RAINY LAST NIGHT

Jimmy Cataldo's hands fall towards Scotty's wrists, trying to relieve the pressure, gripping tight and digging into him. His hands finally fall into the water out of sight.

FLASHBACK - EXT. ALLEY OPENING 1928 - NIGHT

Ray starts desperately reaching on the ground, searching for an answer.

He finds it. Ray grabs Young Paul Diamond's fallen knife and stabs Matt Henderson Sr. in the side. Matt Henderson Sr. jerks from the sudden shock.

FLASHBACK - EXT. ALLEY OPENING - RAINY LAST NIGHT

Scotty releases his grip on Jimmy Cataldo's neck and falls over.

A knife exits Scotty's side extended from Jimmy Cataldo's hand.

Jimmy Cataldo gets up to finish off Scotty. He picks up his gun just as Naomi grabs him from behind and knocks the gun loose.

Jimmy Cataldo hits her hard sending her back to her knees in the corner, and then turns back around towards Scotty, just as

Scotty lunges into Jimmy Cataldo, pushing him back against the brick wall. Jimmy Cataldo pushes Scotty back and he hits his head on the parked car, then falls to the ground, knocked out.

Jimmy Cataldo turns back towards Naomi, he hits her and chokes her. She drops to her knees, losing her breath, losing the battle, losing her life, as we hear

FLASHBACK - EXT. ALLEY OPENING - 1928 - RAINY NIGHT

A loud gunshot.

Matt Henderson Sr. stumbles back from Ray and falls to his knees. He feels his chest and brings his hands to his eyes.

He looks out past Ray, and sees Young Matt Henderson Jr. watching from the alley.

Young Matt Henderson Jr. watches Young Paul Diamond walk up to Matt Henderson Sr. from behind.

FLASHBACK - EXT. ALLEY OPENING - RAINY LAST NIGHT

Jimmy Cataldo, frozen on his knees in front of Naomi, looks up from his bloody hands.

Scotty walks up to Jimmy Cataldo from behind. He pulls the hammer back on the gun.

Jimmy Cataldo turns his head around to Scotty as Naomi turns away, covering her face.

Scotty shoots Jimmy Cataldo point blank in the head.

Jimmy Cataldo's limp body falls over. His eyes slowly close. A blood puddle forms around his motionless body.

Naomi sobs into her knees in the corner.

Scotty looks at the blood on his hands and the gun. He drops it and goes over to Naomi, embracing her as she cries in his chest.

SCOTTY (V.O.)

She grabbed me for what seemed like an eternity, holding me tight, clutching me like a child waking from a bad dream.

The rain dissolves the blood puddle around Jimmy Cataldo.

FLASHBACK - EXT. ALLEY OPENING - 1928 - RAINY NIGHT

The blood puddle around Matt Henderson Sr. disperses.

YOUNG PAUL DIAMOND

Help me clean this up.

RAY

You killed him. How could you kill him?

YOUNG PAUL DIAMOND I didn't have much of a choice. You gonna help me out or what?

RAY

I can't do this.

YOUNG PAUL DIAMOND
Look, sometimes you don't choose life,
life chooses you. Life has a funny way
of working itself out like that. It
usually works itself out on you rather
than you working it out on life. Now
come on, I'll make it worth your while.

FLASHBACK - EXT. ALLEY OPENING - RAINY LAST NIGHT

SCOTTY

Don't worry, I'll take care of it, it's my mess. Come on, let's get you cleaned up.

Scotty and Naomi walk back through the alley and make their way inside the factory to

FLASHBACK - INT. HENDERSON'S MEAT PACKING - INFIRMARY

They help clean each other's wounds in silence, exchanging flirtatious glances. Scotty's wound bleeds onto the floor. Running water from a hose carries it down the drain. Naomi puts pressure on Scotty's wound. He puts his hand on hers and pushes with her. They hear a car pull up.

SCOTTY

Watch the alley, I'll be right behind you.

Naomi makes her way out. Scotty wipes down the blood and leaves.

FLASHBACK - EXT. ALLEY OPENING - RAINY LAST NIGHT

Scotty approaches Jimmy Cataldo's dead body. He frisks him, taking his money, keys, and whatever else he can find while Naomi keeps a lookout.

SCOTTY

Go home, get some sleep. I don't think you should come around here for awhile. People will wonder about your face, especially if they see the two of us together. It won't look right if we're seen looking the way we do. You got it?

NAOMI

Yeah.

SCOTTY

Train's don't run this late.

Scotty tosses Naomi the car keys.

SCOTTY (CONT'D)

Take the car.

Scotty hands her the gun.

NAOMI

What about you?

SCOTTY

Don't worry about me. I'll find my way home.

Scotty picks up the body and hauls it onto his shoulders, knocking his father's cross off the chain. Naomi makes her way to the car. She stops and turns her head back.

NAOMI

Hey!

Scotty turns around.

NAOMI (CONT'D)

Thanks.

Scotty carries the body through

FLASHBACK - EXT. SIDE ALLEY - RAINY LAST NIGHT

Scotty carries the body down the endless alley as

FLASHBACK - INT. JIMMY CATALDO'S CAR - LAST NIGHT

Naomi looks to the passenger seat. There's a briefcase. She opens it. It's filled to the brim with money. She puts the gun in the briefcase and closes it. She starts the car and takes off.

FLASHBACK - EXT. HENDERSON'S MEAT PACKING - SIDE DOOR

Scotty opens the door, eyes the conveyer belts and machines. He steps into the darkness, the door closes behind him.

EXT. HENDERSON'S MEAT PROCESSING PLANT - PRESENT DAY

Naomi makes a puppy dog face.

NAOMI

Treat you to lunch?

Naomi walks over to Scotty and holds her umbrella above them.

SCOTTY

C'mon, what did I tell you? We shouldn't be seen together like this.

NAOMI

I know, I know. Well, if you don't want us to be seen around here together then come out with me.

The rain subsides as the sun creeps through a break in the clouds. Scotty sighs and looks up.

SCOTTY

Alright, come on.

They walk off together.

EXT. HENDERSON'S MEAT PACKING - YARD - DAY

An IRISH MAN in the demonstration crowd notices Scotty and comes over. He is PATRICK, Scotty's neighbor, a good natured man, usually pleasant, with a thick Irish accent.

PATRICK

Scotty.

SCOTTY

Hey, Patty, you hear about Mike and Shane?

PATRICK

Yeah, heard they were axed when they walked in this morning.

SCOTTY

Hope they can find something in the meantime. These men got families. Someone's got to feed them.

PATRICK
They're better off finding new work. You never know if you'll be hired again.
Last thing bosses will do is pull favors for the likes of us. That's why I'm out here. Level the playing field ya know? Why don't you join us man.

SCOTTY

I'm just one man, what difference would I make.

PATRICK

Alone, not much. But take a look. At one point, we were all one man.

SCOTTY

I don't know. I'm just here to collect my pay. Thinking of leaving all this.

PATRICK

Oh. Not too soon I hope, need you tonight for our game. You still coming of course, right?

SCOTTY

Wouldn't miss it for the world.

PATRICK

Who's your friend?

SCOTTY

Patrick, may I introduce Naomi.

NAOMI

Pleasure to meet you.

PATRICK

Well I need to be getting back, but I'll catch you later, Scotty.

SCOTTY

Watch yourself, Patty, you make enough noise the brute squad will hear you.

PATRICK

It's a chance worth taking.

Patrick walks back to the protest as Naomi and Scotty leave.

EXT. CHICAGO STREET - SQUARE - DAY

Scotty and Naomi pass a Square filled with street performers. A MAGICIAN does a disappearing act. A FORTUNE TELLER stops them as they walk off.

FORTUNE TELLER

Tarot readings! Fortunes! Direction for the weary and lost! Young girl! What is your name, my dear?

NAOMI

Naomi.

FORTUNE TELLER

Ah, the pleasant one, and above all else, beautiful.

SCOTTY

I thought fortunes were supposed to tell the future.

FORTUNE TELLER

Ah, but if one does not know where they have come from, how can they see where they are going?

Naomi drops her a coin and they walk on, passing a HOMELESS MAN playing a saxophone. They finally reach

EXT. THE "LAST STOP" DINER - DAY

The "LAST STOP" diner, shaped like a street-car train, dramatically stands out from the surrounding city. The streaming colors are painted to look as if it was riding along the street and still moving.

INT. THE "LAST STOP" DINER - DAY

The song "When My Baby Smiles at Me" from Benny Goodman's Carnegie Hall concert just earlier that year plays.

Naomi and Scotty sit at a window table in the corner. Visible outside of the window is a train station, giving the illusion that they're sitting in a train.

Scotty shifts and knocks a fork off the table. Naomi giggles with a slight look of embarrassment. Scotty reaches under the table to pick it up.

INT. SCOTTY'S OLD HOME - FLASHBACK

Young Scotty peers out from under the table. He sees Paul Diamond walk in followed by the Police Officers. He looks on in confusion, frozen in silence. He sees the police haul off Ray while Paul Diamond stays behind.

He watches as Paul Diamond takes Scotty's Mother into the back room. Scotty climbs out from under the table.

INT. LAST STOP DINER - DAY

Scotty looks up from under the table to discover the waitress, wearing plain comfortable shoes and a blue 3/4's skirt, pouring coffee. Her name tag reads "MARLENE."

MARLENE

Here are the menus, you two in a rush?

SCOTTY

I think we can take our time today.

MARLENE

I'll be back in a few then.

Marlene walks off and Scotty browses through the menu.

SCOTTY

Why'd you come back? I thought I told you to steer clear today.

NAOMT

I didn't come in, I waited outside.

Scotty puts his menu lower so he can see Naomi.

SCOTTY

That's even worse. You're gonna get us in deep shit!

NAOMI

I'm sorry.

SCOTTY

How are you feeling?

Naomi stirs her coffee.

NAOMI

I'm doing better. Look, I'm sorry about last night. It didn't concern you, but really, thanks.

Naomi glances up and meets Scotty's eyes. She smiles. Marlene makes her way back.

MARLENE

You folks ready to order?

Naomi briefly glances over her menu.

NAOMI

I'll have the "Buttery Bricks" please.

MARLENE

Anything else to drink?

NAOMI

Some fresh squeeze will do.

MARLENE And for you?

SCOTTY
I'll have the "Seaside Sunrise."

Marlene smiles.

MARLENE

Anything to drink?

SCOTTY

Glass of milk, thanks.

MARLENE

Coming right out.

Marlene walks off.

NAOMI

Cute.

SCOTTY

What's that?

NAOMI

It means adorable and attractive.

SCOTTY

You know what I mean.

NAOMI

Blueberry pancakes? A glass of milk?

SCOTTY

What? I like pancakes. You got French toast, who are you to talk.

The two exchange smiles and laugh.

SCOTTY (CONT'D)

You wanna tell me about it, or just forget everything? Not that I'm prying at all, just, you know.

Naomi stops stirring the coffee.

NAOMI

I guess you deserve to know, but it's no secret.

Naomi takes a sip, but doesn't put the coffee down.

NAOMI (CONT'D) Everyone knows how it works in there. You see how the guys are treated on the line, beaten to keep up, abused like slaves. It's no different for us, except we don't have the luxury of being beaten. (MORE)

NAOMI (CONT'D)

Awhile back I saw a chance to leave all that, but I guess being Jimmy's girl ain't all it's cracked up to be either.

INT. HENDERSON'S MEAT PACKING - MAIN PROCESSING LINE

A few BRUTE MEN come up to Clarence and walk him out.

INT. LAST STOP DINER

SCOTTY

How long has it been?

Naomi takes another sip.

NAOMI

Almost ten years now. Being the girl of a made guy had its perks for a while. He got Jenny pregnant couple months back. No one's seen her around since.

EXT. HENDERSON'S MEAT PACKING - SIDE DOOR

BRUTE MAN

You know why niggers have such fat lips? To help keep their big mouths shut!

A few Brute Men hold Clarence as another punches him in the mouth, then the gut. They drag him around back.

INT. LAST STOP DINER

SCOTTY

She leave town, or did something happen to her?

Naomi puts her coffee down and looks out the window as it starts to rain again. She notices the sign for the "City of Los Angeles" train.

NAOMI

Who knows? People are always disappearing around here.

EXT. HENDERSON'S MEAT PACKING - ALLEY

The Brute Men beat Clarence near death.

NAOMI (V.O.)
No one knows if something happens to them or if they just pack up and leave. Just how things are, I guess. One of those "don't ask don't tells."

One of the Brute Men pees on Clarence. They walk off, leaving him alone in the alley.

INT. LAST STOP DINER

NAOMI

Chicago's a big city, Scotty, it's easy for someone to get lost. At first you don't want to be found, but before you know it, you open your eyes one day and look around, and you realize you've lost yourself, and try as you might, you just can't seem to find your way back home.

SCOTTY

So what are you going to do now? Or is that a "don't ask don't tell" as well.

NAOMI

I don't know. There's not much left holding me here. Maybe I'll skip town, too. But nothing will change though. Nothing ever does.

Naomi sips her coffee as Scotty looks out the window to the train station. He also sees the ad at the station for the new cross country train the "The City of Los Angeles." The scene begins to move, as if he is on a train.

SCOTTY (V.O.)
It was a great idea ... skipping town.
There wasn't anything left here for me
either. I look around sometimes and
wonder what keeps everyone going, what
stops them from giving up, from giving in?
What is everyone holding onto so
desperately that I've seem to let go of
and forgotten? I thought about my
father's letters, urging me to escape this
prison maze, a wasted life with nothing
but infinite sunrises and eternal sunsets,
nightly reflections of wasted youths full
of empty dreams and somber affairs. I
wonder if he ever saw his prison as the
one I've come to know. At least behind
those bars, there's no pretending you're
anywhere different, anywhere better.

Scotty looks over to Naomi.

SCOTTY (V.O.) (CONT'D) But there's no love in prison, not the love you dream about at night and long for all day.

FLASHBACK - INT. TRAIN - DAY

SCOTTY (V.O.)
But like he told me, "When it comes to love ... it's what you know that kills you. Ignorance is bliss."

Scotty, dressed in funeral clothes, looks out the window.

SCOTTY (V.O.) (CONT'D)
I ran away from the pain of love before;
it wasn't supposed to hurt like that. I'm
not sure I was ready to face it again.

The train comes to a stop and he exits the train to

FLASHBACK - EXT. TROLLY STOP - DAY

Scotty walks to a flower stand and buys a rose.

RADIO ANNOUNCER
... As part of FDR's New Deal, Congress has passed the National Labor Relations Act, guaranteeing the rights of employees to organize, form unions, and bargain collectively with their employers. To support this act, Congress has also implemented a National Labor Relations Board to assist in arbitration, mediate for fairer negotiations, and penalize for unfair labor practices. On a related note, fed up with the American Federation of Labor's refusal to organize unskilled and semiskilled factory workers, union president of the United Mine Workers, John L. Lewis, and his allies, have provided the money and organizational framework to split from the AFL. They have founded the unofficial Committee for Industrial Organizations, with the intent of organizing and uniting employees on an industrial basis, rather than by the AFL's current policy, which represents workers by their craft, which the CIO feels is in essence, dividing the workplace.

FLASHBACK - INT. SCOTTY'S APARTMENT - OUTSIDE DOOR Scotty knocks on his apartment door.

CINDY, 19, answers the door. They stare at one another. He embraces her and they briefly hold one another.

Scotty gives the rose to Cindy. Kaylee sits at the table.

Cindy takes it and puts it in a vase in the center of the table. Scotty takes off his hat and coat.

SCOTTY
I wish you came with me.

Cindy, her back to Scotty, feels through the rose petals.

SCOTTY (CONT'D)
They say he attacked an officer and stole his gun. They backed him into a corner, and he shot himself.

Scotty comes over and embraces her.

CINDY

And your mother?

SCOTTY

She's still ... lost. Has been ever since that night.

Cindy starts to cry.

SCOTTY (CONT'D)

It's OK.

CINDY

No, it's not. I'm sorry, Scotty.

SCOTTY

You don't have to be sorry, it's not your fault.

Scotty kisses the back of her neck.

CINDY

I couldn't be there for you. I never was. I'm not the woman you think I am Scotty; I don't think I'll ever be the woman you want me to be, the woman that this family needs me to be.

SCOTTY

What are you talking about?

CINDY

I haven't been truthful with you, I never have, I ... so many secrets ...

SCOTTY

What are you saying, what are you telling me?

CINDY

I ... I wish I could take it all back.

Cindy breaks from Scotty.

CINDY (CONT'D)

I wish I could re-write the past, but I can't.

Cindy picks up her packed bags and starts off.

SCOTTY

What are you running from?

She stops, never turning around.

CINDY

We make our choices and we accept the consequences.

(MORE)

CINDY (CONT'D)

Right now I can't live with some of mine. I just can't bring myself to face them.

SCOTTY

I don't understand. Why is it that whenever I reach out to you, you always seem so far away? Why can't I ever just reach out with my arms and pull you in?

Cindy opens the door. Scotty picks up Kaylee.

CINDY

You want nothing more than what you deserve. I just can't be there for you the way you want me to be, the way you should have me.

Cindy half-turns to face him.

CINDY (CONT'D)
I hope one day I'll be the woman you want,
Scotty, the woman this family needs, but right now, I'm just not that person, and I can't pretend that I am.

Cindy gives him a kiss goodbye.

CINDY (CONT'D)

I'm sorry ... I ... we all make mistakes, we all get a little sidetracked sometimes, but please believe me, this was real.

Scotty puts Kaylee down.

SCOTTY

I don't know what's real anymore. I gave you everything I had, all you ever wanted, all I wanted was for us to be together, as a family, and for you to love me.

CINDY

I do. That's why I need to leave.

Cindy walks out of the apartment and never looks back. Scotty stands in the doorway with Kaylee, watching for Cindy to turn around ... but she never does. He looks down to Kaylee, who still wears an innocent smile. Scotty smiles back at her as

INT. "LAST STOP" DINER - PRESENT DAY

Naomi smiles at Scotty. They eat their food. Scotty's "Seaside Sunrise" has 2 giant blue pancakes with the eggs on the side covering the first $\frac{1}{2}$ of the pancakes.

SCOTTY

You getting by alright?

NAOMI

Same as everyone else around here, I guess. It's only me, so not too much of a struggle to get by. I do what I can. (MORE)

NAOMI (CONT'D)

I'm still a girl at heart, dream of going to Hollywood, dressed up in a flowing gown at some big party, surrounded by big shots and celebrities. But I try not to blind myself with it. Just daydreams to pass the time, ya know?

SCOTTY

Anything to ease the pain.

NAOMI

Sometimes it's the pain that makes it real. What are your dreams, Scotty?

SCOTTY

I used to dream of living the same kind of life my parents had, starting a family, having a beautiful home. But one day that all ended, and with it my dreams. Now it just hurts to imagine that kind of life again, cause I know I'll never have it. So I try not to dream anymore. The radiance of their light only hurts that much more when I open my eyes to the darkness we live in. Their glow can't survive out here. drowns in the shadows of this city. Maybe all our dreams shine brighter in the shadows of our mind.

NAOMI

You sound like there's nothing left to live for.

Scotty looks up to Naomi.

SCOTTY

There's plenty to live for. You just gotta find it I guess.

NAOMI

You don't seem like you're searching too hard.

SCOTTY

Can't search if you don't know what you're looking for.

NAOMI

You don't know what makes you happy?

SCOTTY

There are things that make me happy, but the more you search for it, the more it slips through your fingers. I think you find it easier when you open your eyes one moment and realize it's there.

NAOMI

Like how you showed up last night?

SCOTTY

Yeah, something like that.

NAOMI

My saint, from ...

SCOTTY

Englewood Cliffs, on the edge of Canaryville.

NAOMI

Hmm ... not where I expected my knight in shining armor to call home.

SCOTTY

I'm no hero; I'm just a guy who's got nothing left to lose, who showed up at the right place at the right time. There are no more real heroes in this city, not the ones legends are built from, anyway, not when no one's willing to stand up and fight.

NAOMI

They're all washed up, too tired at the end of the day from working their hands to the bone. Only heroes now are the men slaving every day to put food on the table to feed their kids, the ones who swallowed their pride for their families, the ones who haven't sold out to the mob.

SCOTTY

How about you? Where do you lay your head at night?

NAOMI

Bridgeport, up north.

Marlene comes back.

MARLENE

Anything else guys? Some dessert?

SCOTTY

I hear they have great apple pie.

NAOMI

Mmm ... that sounds yummy. You want a malt?

SCOTTY

If you're offering.

NAOMI

One apple pie and two malts please.

MARLENE

Vanilla, chocolate, or strawberry?

NAOMI

Can you do a black and white?

MARLENE

You got it.

Marlene walks off again.

NAOMI

So.

SCOTTY

So.

NAOMI

A shame we've never bumped into each other before. We could've been sharing warm pie and drinking malts for a while now.

SCOTTY

Probably better that way, flirting with another man's broad is an open invitation for trouble. Especially that of a made man.

NAOMI

Fair enough. I like this though, I could do this again.

SCOTTY

Me too. So you got any long term plans, besides your dreams of Hollywood?

Naomi laughs.

NAOMI

Long term around here won't last you to the weekend. I guess if I thought about it a little, I'd like to eventually settle down, get married, have kids. What about you?

SCOTTY

I don't know ... I'm not too sure anymore. I know I can't take too much more of this, though. The only thing that keeps me going is my beautiful angel waiting for me at home.

NAOMI

Oh ... I didn't know you had a girl. How long have you been together?

SCOTTY

No, not like that ... a baby girl ... Kaylee.

NAOMI

How old is she?

SCOTTY

She'll be six. Her mother left us a few years back.

NAOMI

I'm sorry.

Marlene comes back with a plate of apple pie, two forks, and two malts.

NAOMI (CONT'D)

Were you married?

SCOTTY

No. Not yet at least. I wanted to, buthen she ran out on us. I don't think I wanted to, but she wanted a kid. At least, not yet, not right then. She was an entertainer; liked getting dressed up, being out in the town at night. I guess she wasn't ready to settle down. She was always running from something. I think it was easier for her to just walk away from it all. Sometimes I wonder if she did the right thing, sometimes I think about doing the same thing myself.

Scotty and Naomi continue to share the pie. Benny Goodman's "Stomping at the Savoy" starts on the radio.

NAOMI

Would you like to come dancing with me tonight?

SCOTTY

Are you kidding?

NAOMI

Why would I be kidding? It'll be fun. I promise. We can just let ourselves go. Anyway, it's the least I can do to repay you.

SCOTTY

Where are you going to go dancing?

NAOMI
Are you kidding? You could go to 50 places on any given night here and find a party. Trust me, just come with me ... party. Trust mwe'll celebrate.

SCOTTY

What's the occasion?

NAOMI

New friends ... and new memories.

Naomi and Scotty toast their malts.

INT. HENDERSON'S MEAT PROCESSING - MAIN FLOOR

The whistle blows and Scotty finishes his shift.

Scotty looks around the plant, almost as if it was one final glance, soaking it in. He collects his pay and goes to

INT. HENDERSON'S MEAT PROCESSING - LOCKER ROOM

Scotty grabs his belongings and leaves.

EXT. HENDERSON'S MEAT PROCESSING - YARDS - RAINY DAY

Scotty lights a cigarette and walks towards the yards. A large commotion and fighting overtakes the yards as a BRUTE SQUAD attacks and breaks up the protests and demonstrations. Scotty sees Patrick hurt and rushes over, helping him away from the commotion. He helps him get to

EXT. HENDERSON'S MEAT PACKING - RAIL YARDS - RAINY DAY

Scotty and Patrick walk through the railroad yards to the street. Scotty helps him all the way home to

EXT. SCOTTY'S APARTMENT COMPLEX - DAY

PATRICK

Thanks, Scotty. I owe you one. You coming to get Kaylee now?

Scotty looks up and locks eyes with Cindy, holding a rose and a stuffed animal horse, waiting outside his door.

SCOTTY

No, I'll come back for her later.

Patrick notices Cindy walking towards them. He puts his hand on Scotty's shoulder and walks off.

SCOTTY (V.O.) (CONT'D)

Dames, funny thing about 'em, always show up just when you least expect 'em, and always when you don't want 'em. It was like seeing her again for the first time. That awkward feeling you always get, not knowing what to say or what to do. You wonder what's going through their head, if they're going through the same thing, or if you're the only rookie in this game, the ones girls always play, the ones I never see coming until it's too late, and fall for so hard I can't even laugh about it afterwards. I always fell for them, and for her, hard. I could never put my finger on what it was, but even now I couldn't look away from her. There was something about her, something that always pulled me right back to her when I saw her.

Cindy crosses the street to Scotty.

SCOTTY (CONT'D)

I felt the same thing now as she stopped right in front of me, the same feeling I had almost six years ago.

CINDY

Hi.

SCOTTY

Hi.

CINDY

Been awhile Scotty.

Cindy eyes his bruises.

CINDY (CONT'D)

You look good ... considering ...

SCOTTY

Thanks. You look ... great.

CINDY

Thanks, things are going well.

SCOTTY

Looks like it, what are you doing out here?

CINDY

What do you think I'm doing out here? You don't think a girl like me just wanders around looking for trouble do you?

SCOTTY

Depends on what kind of trouble they're looking for. You always called me trouble.

CINDY

That's why I liked you. I don't know. Been so hectic these last few years, started to feel like I was missing something. I guess I just needed to hear a familiar voice, you know?

SCOTTY

Yeah, I know what you mean.

CINDY

How's Kaylee?

SCOTTY

She's good, she's at Patrick's.

CINDY

You think I could see her?

SCOTTY

I don't know, Cindy. It's not fair to her if you walk in and out of her life like that. She deserves better than that. We deserve better than that.

CINDY

I wanna change all that, Scotty. I want to be a family again. I don't expect you to forgive me for what I did, for what I've done, but I'm ready now, and I want to make it up to you ... and her.

Cindy smells the rose and hands it to him.

SCOTTY

You left us.

CINDY

Well I'm here now, isn't that all that matters?

INT. SCOTTY'S APARTMENT

They walk through Scotty's apartment door.

CINDY

Looks like you haven't changed a thing. You kept everything just where I remember it.

SCOTTY

Except you.

Cindy looks around, reminiscing, as Scotty gets a glass of water for the rose. He puts it in the center of the table. They both circle the table as they talk.

CINDY

We used to spend so much time here. Just the two of us. I'd talk and gossip and you'd just stare and listen. I probably drove you out of your mind.

Scotty stops circling.

SCOTTY

It wasn't all that bad. Life seemed to move so fast back then, it gave me a chance to stop for a second, let the world stop spinning.

Cindy moves around the table next to Scotty.

CINDY

Yeah, and you'd hold me in your arms and we'd lose ourselves in each other's eyes while the world stood still. It was nice.

SCOTTY

Yeah, it was.

Cindy kisses Scotty with a long, soft, passionate kiss. They hold each other as they hold the kiss.

SCOTTY (V.O.) (CONT'D) And just like that, as suddenly as the deepest of sleeps embraces the tiredest of souls, and the darkest of nightmares are illuminated from the magnificent brilliant lights of a million little dreams, she It was the kind of kiss that kissed me. could stop time dead in its tracks if only you'd let it. The kind that you hope would last forever, but you know will end all too soon. And so just as you try and forget it, the lingering taste of burning desire it, the lingering taste of burning accident planted down your throat settles in your gut, forcing you to forever remember it. I used to dream that she would come back to me, that she'd fall into my arms, just like this, and I'd protect her from whatever it the character and I'd protect her from whatever it is the real those is she was running from. After all these years I still loved her; she was a part of me, always was and always will be, like a trapped splinter under the surface of my skin, the only reminder now a proud scar where there once was a deep wound. But maybe that's where she belonged, buried under the surface. And here I was digging with knives, opening old wounds. Her lips used to soothe every pain I had, now kisses that I lived for were no longer worth the world. 'Cause somehow, it wasn't the same as I always imagined it to be. It was right back to where it used to be, where I've always been, treading that razor thin line lost somewhere between what could have been and what never was ...

Cindy wraps her arms around Scotty. As she brings her arm down around his side she hits the wound there.

SCOTTY (CONT'D)
... and so just like all my dreams, as suddenly as I fall into them, I'm just as swiftly awoken, jolted by a searing pain traveling through me, reminding me that it's not the dream I've always imagined, but the harsh reality I've come to know all too well. You can always tell when you're in a dream, 'cause in your dreams you don't feel the pain, it's always the pain that makes it real. I ran away from the pain of love before; it wasn't supposed to hurt like that. I wasn't ready to face it again.

Scotty grimaces and pushes Cindy off of him.

CINDY

I remember when you used to say "there are a lot of beautiful women in the world; you have to find the one that makes the rest of them disappear." I always loved it when you told me that.

SCOTTY

I did find her. And every time I look into her eyes, I remember how you deserted her. I can't let that happen again.

CINDY

I want to try again, Scotty. I'm going to keep trying; you're not getting rid of me that easily. It'll take time, but you'll see, things will go back to how they were.

SCOTTY

That's what I'm afraid of. I can't be going backwards anymore. If you ain't going forwards, you ain't living.

CINDY

Then we'll move forward, together. I'll wait for you as long as it takes. I have work, I should be getting along now. Will you walk with me?

SCOTTY

Yeah, sure.

CINDY

Give this to Kaylee for me, would you?

Cindy gives Scotty the stuffed animal horse.

SCOTTY

Sure, she'll love it.

Scotty puts the stuffed animal down, grabs his hat and coat, and they leave.

EXT. CHICAGO STREETS - OUTSIDE THEATRE - RAINY DAY

Cindy looks up at "The Marx Brothers 'Room Service' / W.C. Fields and Bob Hope 'The Big Broadcast of 1938'" lit up on the marquee. "Thanks for the Memory" from "The Big Broadcast of 1938" is audible outside the theatre doors.

THE BIG BROADCAST OF 1938 (O.S.)

"Thanks for the memory Of candlelight and wine, castles on the Rhine The Parthenon and moments on the Hudson River Line How lovely it was!

Thanks for the memory
Of rainy afternoons, swingy Harlem tunes
And motor trips and burning lips and burning toast and prunes
How lovely it was!

(MORE)

THE BIG BROADCAST OF 1938

Many's the time that we feasted And many's the time that we fasted Oh, well, it was swell while it lasted. We did have fun and no harm done."

CINDY

There was always something magical about the theatre. Beyond those curtains, it's as if a whole other world danced to a whole other beat. You could escape the days like these when life seemed to smother you. I always loved dressing up and going with you. In there it was as if I could be whoever I wanted, do whatever I wanted, with no worries, with no fears. I could live a dream, even if I was living someone else's, even if it was just for a moment, even if it wasn't real. I loved sharing those dreams with you. Do you remember that night we saw "Horse Feathers?"

SCOTTY

How could I forget? It was one of their best and you were so tired after I had to carry you home.

CINDY

I love you so much, Scotty. I've never stopped loving you. I'll always love you. I guess that fire of love never dies, it just waits, patiently, for that spark to ignite it once again. Sometimes, I wish you'd just take me back into your arms and hold me, and carry me home, just one last time.

Cindy cries. Scotty puts his jacket around her and holds her.

CINDY (CONT'D)

My hero.

She kisses him again.

CINDY (CONT'D)

Goodbye, Scotty.

THE BIG BROADCAST OF 1938 (O.S.)

"Thanks for the memory
Of sentimental verse, nothing in my purse
And chuckles when the preacher said "For better or for worse"
How lovely it was."

EXT. PATRICK'S DOOR - DAY

Scotty knocks on Patrick's door.

PATRICK

One second. Hold on.

The door opens a crack, then all the way.

PATRICK (CONT'D)

Oh, Scotty, come to get Kaylee?

SCOTTY

Yeah.

PATRICK

Hey, Emmy!

Scotty goes in.

INT. PATRICK'S APARTMENT

EMILY (0.S.) What Patty, you don't have to yell, we're under the same roof here.

EMILY, 28, soft skinned with a thick Irish accent enters.

EMILY (CONT'D)
Oh hi, Scotty, you here for Kaylee?

SCOTTY

Hey, Em.

EMILY

I'm warning you, Scotty, she's a little messy. You should have seen her today at the park, her, Kathy and me. Went when the sun came up, and then as if it just poked its head out to say "hi" it crawled back behind the clouds. The two of them together, by God, they were rolling in the mud like it was chocolate.

PATRICK

Kids will be kids, Em.

EMILY

Easy for you to say, you don't stay home with them all day, Patty. But that Kaylee, she's an angel Scotty, an angel.

SCOTTY

I'm glad you don't mind watching her. Would it be too much trouble if she comes by again later for the evening, I'll take her after the game and all, just for the early part?

EMILY

Where are you off to tonight?

SCOTTY

I might go out with someone.

EMILY

Patty was telling me you met a girl. Got a date do you Scotty? It'll be good for you to get out.

Emily eyes Patrick intently.

EMILY (CONT'D)

You can only stay in and play cards for so many nights.

Emily looks back to Scotty.

EMILY (CONT'D)

You should take Patty's shoes, they're splendid.

PATRICK

What are you doing, Em. No offense Scotty, but you don't just offer someone another man's shoes.

 ${ t EMILY}$

Well why not, I know for damn sure you never use em anymore.

PATRICK

Cause they're my shoes, that's why.

Kaylee runs down the hallway into Scotty's arms.

SCOTTY

I think I'll be alright, Em, thanks.

EMILY

Take care then, we'll see you later, yeah?

PATRICK

You're definitely coming tonight, right? You're my partner Scotty; we have a name to protect here.

SCOTTY

Don't worry, I'll be here, I told you, I wouldn't miss it for the world.

PATRICK

Alright then, I'm counting on you.

INT. SCOTTY'S APARTMENT

Scotty and Kaylee eat at the table.

KAYLEE

Daddy, how come I stay with Em and Patty all the time?

SCOTTY

Because Daddy works all day honey, you know that. You don't wanna come down to the yards with me. It stinks around there, all the animals and livestock. You don't wanna smell that all day do you?

KAYLEE

It would be fun, it would be like going to the zoo.

SCOTTY

Not exactly sweetheart. It's a zoo alright, but not your kind of zoo.

KAYLEE

Where are you going tonight?

SCOTTY

I'm not sure; I think it's going to be a surprise. You like surprises, right?

KAYLEE

Uh-huh.

SCOTTY

Cause I got a surprise for you. You ready?

KAYLEE

Uh-huh.

Scotty leaves and returns with the stuffed animal horse.

SCOTTY

You like it?

KAYLEE

It's beautiful. Thank you.

The phone rings. Scotty goes to pick it up.

SCOTTY

Hello ...

Yeah I'm still coming out ...

What's it called ...

Savoy Ballroom, yeah I know it ...

Where

South Parkway and East 47th ...
Yeah I think I know where it is ...
Ask for you at the side door ...
OK. See you then.

KAYLEE

Where are you going, daddy?

SCOTTY

Looks like I'm stomping at the Savoy.

KAYLEE

What's that?

SCOTTY

Some people, some music, some dancing.

KAYLEE

Are you going to dance like you used to with mommy?

SCOTTY

Maybe I will, honey, we'll see. It's been a while though, I might need some practice. Will you help me?

KAYLEE

Yeah.

Scotty turns off the radio and puts a record on the phonograph. He picks up Kaylee and shadow dances with her in his arms.

SCOTTY

Come on; let's get you cleaned up smelly head.

INT. SCOTTY'S APARTMENT - BATHROOM

Kaylee plays in a bath as Billie Holiday sings on the radio.

Kaylee scrubs herself in the tub as Scotty rinses his face with his bloodstained hands at the sink.

KAYLEE

You should get dressed up nice.

SCOTTY

Yeah, are you going to dress me?

KAYLEE

Uh-huh.

SCOTTY

Alright, let's see what you can do.

Scotty dries her off and carries her out in his arms.

INT. SCOTTY'S APARTMENT - BEDROOM

Kaylee, in Scotty's arms, shifts through hanging clothes.

SCOTTY

How about this? Is this OK?

KAYLEE

Try it on.

Scotty puts on his father's old sharp pinstripe suit.

KAYLEE (CONT'D)

You look handsome.

SCOTTY

Aw, thank you, sweetheart. You know after you get cleaned up from all the mud you don't look so bad yourself. You ready to go back over to Em's?

KAYLEE

Uh-huh.

SCOTTY

Alright, come on, let's get you dressed.

Kaylee grabs her stuffed horse and they leave.

INT. SAVOY BALLROOM - REAR BAR

Naomi, decked in a hot red dress, sips a drink. A SHADY MAN approaches her and puts his hand on her shoulder.

SHADY MAN

Lou wants to have a word with you.

NAOMI

What about?

SHADY MAN

He didn't say, just come with me.

Naomi follows the Shady Man to

INT. SAVOY BALLROOM - BACK ROOM

Sweet Lou and Paul Diamond sit at the round table. They're drinking and playing cards.

NAOMI

You called for me?

SWEET LOU Naomi, just the girl I wanted to see.

NAOMI

Good to see you, Louie.

SWEET LOU

Wish I could say the same.

NAOMI

Is there a problem?

SWEET LOU

Where's Jimmy?

NAOMI

How should I know?

SWEET LOU

C'mon, you're one of his favorite girls, he tells you things.

NAOMI

I don't know nothing.

SWEET LOU

Naomi, you're a good girl, do yourself a favor and don't get mixed up in all this.

NAOMI

I don't know why you'd think I was.

SWEET LOU

Well, let's see here. Jimmy's gone missing, there's word he's been stealing from us, you're his girl, and your face is bruised.

NAOMI

You really think I got something to do with all this?

SWEET LOU

You tell me.

NAOMI

If I was in on it, you think I'd be showing my face around here? I'd be halfway across the country with him by now, sippin' mixed drinks under a distant moonlight. He's on his own; I'm just a girl trying to get by. I hope you find him, but it ain't got nothing to do with me.

Naomi leaves.

PAUL DIAMOND

You want me to go after her?

SWEET LOU

No, she's alright for now.

EXT. SAVOY BALLROOM - NIGHT

Outside the Savoy Ballroom, there are flyers up on the gas street lamps all over this section of town:

"Louis Armstrong at the Savoy Ballroom South Parkway and East 47th St. Playing all your favorites. Special Guest Glenn Miller."

Scotty trudges his way up a hill and finally the marquee lights of the Savoy Ballroom light up the night sky. We see "Louis Armstrong" on the marquee.

The Savoy Ballroom stands out from the surrounding city as the "Last Stop" diner did. It is simply majestic. A line of jitterbugs around the corner wait for their chance to jive to Louis Armstrong.

Scotty looks at them as we walks by and goes around back to

EXT. SAVOY BALLROOM - SIDE ENTRANCE - NIGHT

Around the side, a few folks are smoking pot, passing a joint and laughing. Among them are Billie Holiday laughing with BENNY GOODMAN.

BILLIE HOLIDAY

I owe you, Benny. You dragged me to that first session.

Billie Holiday takes a hit on the joint.

BENNY GOODMAN

Somebody had to, you're as stubborn as a mule.

Billy Holiday slowly exhales, then laughs.

BILLIE HOLIDAY

I was so scared.

Scotty passes by Billie Holiday and Benny Goodman.

BILLY HOLIDAY

Aw, look at him.

BENNY GOODMAN

He looks like me when I was growing up here.

BILLIE HOLIDAY

Go easy on the boy, Benny, he don't look that bad. Now come here sugar, let me have a look at you. Ooh wee, mercy, mercy, look at that mug of yours, you look like you been in a nasty scuffle. That rowdy already? Benny what you reckon Louis' doin to the folks in there?

SCOTTY

No ma'am, these bruises are from a fight I won earlier.

BILLIE HOLIDAY

Yeah, well, take it from Benny here, rough city like this, sometimes it's worse to win a fight than to lose. get on in there fella, no time for fighting when you're dancing.

SCOTTY

Yes, ma'am.

Scotty goes to the door.

DOORMAN

Special invitation only back here.

SCOTTY

Naomi said to meet her inside.

DOORMAN

Who are you?

SCOTTY

Scott.

DOORMAN

Right inside sir, Miss Naomi said she'd be waiting at the far bar.

SCOTTY

Thanks.

Scotty lights up a cigarette and cautiously enters

INT. SAVOY BALLROOM - SIDE ENTRANCE HALLWAY

The short hallway is dark, narrow and filled with smoke above head level. Music and laughter push a shimmer of light out of the curtain at the end the hall.

FLASHBACK - INT. SCOTTY'S OLD HOME - HALLWAY

Young Scotty walks through a hallway. Light and music peak out of a doorway at the end. He peers in, seeing

Ray, listening to an old Jazz tune on a phonograph as he polishes a trumpet. He waves Young Scotty in.

Young Scotty sits on his lap, watching and listening as Ray melts away to the music. The song ends.

RAY

So beautiful. Such emotion, such passion and love. It's so free. Did you feel it?

YOUNG SCOTTY

I don't know.

One day you will.

Ray puts the trumpet down to the side.

RAY (CONT'D)
See, Scotty, Jazz is an ideal. Someone sets the pace, sets the rhythm.

Ray starts to drum his lap.

RAY (CONT'D) And then, ah then the magic happens. An idea forms up here. A dream.

Ray points to Scotty's head.

RAY (CONT'D)

And then, as a perfect form, it travels down your body and through your heart.

Ray puts the trumpet into Scotty's hands.

RAY (CONT'D)

You grasp life with both hands, and you breathe your dream into it, manipulating it with your fingertips, transforming your dream into reality.

Scotty blows the trumpet. A raw squeak escapes. Ray laughs.

RAY (CONT'D)
It's too personal to be learned, or even taught, it's something that's truly your own, that no man can take from you. It can only be felt because it is pure passion. When you hear it, it's as if a man's soul is reaching out to you, telling you his thoughts, his feelings, his secrets. Jazz is life, Scotty, we don't set the rhythm; we just improvise

our solo over it. You can follow along to the rhythm and let it carry you, or fall behind it and stumble, but there are moments, where you can lead that rhythm, making it your own, weaving life into your dream. It truly is magic.

MOTHER

Like when we first met.

RAY

Seeing your mother under that spotlight, singing on that stage. She had the voice of an angel. I just had to meet her.

MOTHER

I could have performed for the rest of my life. All those eyes on me, everyone gazing my way. But your father swept me right off my feet, Scotty.

There was magic in the air that night. It was heavenly.

MOTHER

Like we were dancing on the clouds.

Love is nothing more than a harmonious duet.

INT. SAVOY BALLROOM - SIDE ENTRANCE HALLWAY Scotty pulls back the curtain, stepping into

INT. SAVOY BALLROOM - MAIN DANCE FLOOR

Working class men and women dance among politicians, businessmen, and upper class elite. The hot lights above radiate down on the room like sun rays, a brilliant contrast to the boundless night outside.

Up on stage is none other than Louis Armstrong himself ... blasting away on his trumpet, controlling it like it was an extension of his body, displaying mastery and confidence.

The floor is packed with dancers, tables strategically placed around the sides and bars in the corners.

Scotty scans the room for Naomi. Sure enough at the far bar she is sipping a drink, all made up like every other woman here, but radiates a glow of allure that would soothe a wild beast. Her magnetic eyes pull Scotty in and he makes his way over to her through the crowd, never noticing a face but hers.

> NAOMI Hey there, stranger.

SCOTTY I can't believe this place.

NAOMI Believe it, I told you it would be good.

SCOTTY Back in '22 at Lincoln Gardens my father saw Louis when he first came to Chicago with the Creole Jazz Band. You know Louis alone brought every jazz musician up north to Chicago. He created this whole scene. It's like another world inside here. How'd you set this up?

NAOMI See where being friendly will get ya? They give me the special treatment.

BARTENDER Another martini, Nay?

NAOMI You want a drink?

SCOTTY

Why not?

NAOMI What's your poison?

SCOTTY

Beautiful women.

NAOMI Very funny ... give him a highball, Coletti.

COLETTI

How about that other martini?

NAOMI

Extra dry. Three olives.

Coletti mixes the drinks.

SCOTTY

Seems like they know you pretty well.

NAOMI

I've been known to frequent this hole every now and then. I love coming here, I always picture myself up on the stage, under the lights.

SCOTTY

How come you don't ever try out, see if you got what it takes?

NAOMI

I don't think it would work out. It just wouldn't be the same.

SCOTTY

Why's that?

NAOMI

Have you ever dreamed of something, pictured every detail as perfect as can be, just as you always wanted it, as if the moment existed just for you? But every time you really find it, floating right in front of you, just within your reach, you can't bear the thought of losing it, so you grasp it, and you hold it close and squeeze it tight, so it can never get away from you. And you can see it shining through your closed grip, but you know, deep down, that if you keep holding onto it so tight, you'll smother it. So you close your eyes and you open your hand to let it go, and when you reopen your eyes and watch it float up until you can finally see it in the light, you realize it never quite matches how you always imagined it?

SCOTTY

I know exactly what you mean.

Coletti finishes mixing the drinks.

COLETTI

On the tab?

NAOMI

Thanks, Coletti.

Naomi raises her martini to Scotty.

NAOMI (CONT'D)

Bottoms up.

SCOTTY

To new friends.

NAOMI

And new memories.

LOUIS ARMSTRONG (O.S.)
I'd like to thank you all for being so great
this evening. If you'd please, it's time to
say hello again to our special guest. Would
you all please welcome back to the stage,
Mr. Glenn Miller.

Glenn Miller joins Louis Armstrong on stage.

GLENN MILLER

Alright, I wanna see you cats jump to this one. This should be a familiar one from our good dear friend, Mr. Tommy Dorsey. Let's see what you got, Chicago.

Scotty and Naomi drink up as "Opus One", a very upbeat swing song starts.

NAOMI

Come on.

Benny Goodman walks to the bar passing Naomi and smiling at Scotty as Naomi drags him away.

BENNY GOODMAN

Joe Glaser, you filthy dog, thought I'd find you here. How's the management business treatin' ya?

JOE GLASER

Louis and I are getting by, times have changed though. Lot more politics involved now. Anyway, what are you doing here, Benny, I thought you hated Chicago?

BENNY GOODMAN

I don't have any great love for Chicago. What the hell, a childhood around Douglas Park wasn't very memorable. I remember the street fights and how I was afraid to cross the bridge 'cause the Irish kid on the other side would try to beat my head in. I left Chicago a long time ago. But things are changing. Take a look around.

JOE GLASER

Yeah, I know. Out here it's a whole different world from when we first grew up, but I thought you hated the dancers.

BENNY GOODMAN

I don't mind dancers in the ballroom, that's where they belong; it's when they do it at my concerts when it bothers me.

JOE GLASER
Well it doesn't bother me neither, but when they're mixing like this it causes trouble.

BENNY GOODMAN

It only causes trouble to the people looking for it. Now tell me, who's picking a fight?

JOE GLASER

The big guys. It's good for business here, bad for business elsewhere.

BENNY GOODMAN

Bad for business. What are you talking about Joe; they're sitting on a gold mine here.

JOE GLASER

Like I said, not this business. Music business has been good to me, especially entertainment. It's the other stuff that's got the big guys breathing down my neck.

BENNY GOODMAN

What are you talking about?

JOE GLASER

It's no secret, Benny. Mob got their claws in everything. They own this town. As long as everything's running smooth, they don't care. It's when the rain comes, things get messy. And when it rains ... it pours.

BENNY GOODMAN

Now why would a few cats jiving rain on their parade?

JOE GLASER

Cause the manufacturing industry is a lot more profitable than entertainment.

BENNY GOODMAN

Get out of here. The cut they're making on everything out here can't possibly compare.

JOE GLASER

You can't put a price on politics, Benny. With the war looming on the horizon, the industries out here are gonna have a lot of pull on the rest of the nation. They think all this is threatening that. To them, the race riots back in '19 were a long sigh of relief to the men in charge. Now with all this integration, the CTO's gonna have more this integration, the CIO's gonna have more pull than they ever thought. (MORE)

JOE GLASER (CONT'D)
You'd never know it, Benny Boy, but you're
looking at the birth of the Chicago Unions,
and the face of a new nation. And the last
thing the fat cats want is a level playing
field.

BENNY GOODMAN And where do you stand on it?

JOE GLASER
I got no hand in whatever else they do.
I'm just one man, I'm just a player; you know this is my venue. I got out of ownership so I wouldn't feel the repercussions. I always knew it would follow me, but at least I wouldn't be on the opposite end. But I got no leverage with them anymore; they hold all the cards and they're pulling all the strings in this town. They say the word and I'll end up booking Louis right out of Chicago. It ain't my say no more.

BENNY GOODMAN
Things'll work out Joe, you just keep doing what you gotta do, and I'll keep doing what I gotta do. I didn't do Carnegie at first cause they wouldn't let Teddy and Lionel in. You know I won't have that. If a guy's got it, let him give it. I'm selling music, not prejudice. I know the game of politics as well as you do, but money talks Joe. It'll come down to whatever's more profitable for 'em. Carnegie finally let me play, sold the place out. You can't argue numbers.

JOE GLASER
No, you can't. That's what they're afraid
of. I don't know how you do it Benny, with
all the bullshit there is in the game now.

BENNY GOODMAN
I remember Glenn Miller coming to me once, before he had his own band, saying "How do you do it? How do you get started? It's so difficult." I told him, "I don't know, but whatever you do, don't stop. Just keep on going. Because one way or the other, if you want to find reasons why you shouldn't keep on, you'll find 'em. The obstacles are all there; there are a million of 'em. But if you want to do something, you do it anyway, and handle the obstacles as they come."

The Shady Man taps Joe Glaser on the shoulder.

SHADY MAN Lou wants a quick word with you.

JOE GLASER Tell him I'll be right there.

The Shady Man leaves.

JOE GLASER (CONT'D)

Nice to catch up with yoù, Benný, I'll see you around. Hey, ain't that Lady Day over there?

BENNY GOODMAN

Yeah, she's in town and popped in, I caught up with her outside.

JOE GLASER

How's she doing?

BENNY GOODMAN

Hanging in there. She's a tough girl, that one, music is magic Joe, has the power to change anyone. Just think, she used to prostitute at 16, now look at her, top of the world, living the life she only dreamed of. You hang in there, Joe.

JOE GLASER

I'll see ya around, Benny.

LOUIS ARMSTRONG (O.S.)

This is a slow one here ... we're gonna slow it down a bit ... give you cats a breather. This one here's Mr. Miller's own, entitled "A Moonlight Serenade."

The beat slows as Naomi takes Scotty closer. She rests her head on his shoulders.

INT. SAVOY BALLROOM - BACK ROOM

Paul Diamond and Sweet Lou play cards at the table with a PORKY FELLOW and a SHARP MAN. Cindy brings drinks from the back bar. Paul Diamond throws cards one by one on the table as everyone follows around.

PAUL DIAMOND

This is good ...
Guess this is good ...
And this ...

PORKY FELLOW

One of these days someone's gonna take that horseshoe out of your ass.

PAUL DIAMOND

What difference would it make if they can't take the whole horse with it?

SWEET LOU

That's game boys. Always a pleasure, Senator.

SENATOR DELAY

Just make sure to get the rest of the money.

(MORE)

SENATOR DELAY (CONT'D)

I can't postpone the vote much longer. Now that Hitler's in Austria, there are a lot of nervous people. These labor votes are gonna have an effect on the whole country, it's not just a state issue anymore. Congress is trying to clear out all the small claims so they can focus on the big issues. You lucked out though. With these post-fight riots springing up all over the country, council's adjourned until tomorrow morning.

SWEET LOU

How bad are they?

SENATOR DELAY

Remember last year's Memorial Day Massacre?

SWEET LOU

Lost us the whole steel industry.

SENATOR DELAY

These could be worse.

SWEET LOU

We're doing what we can. And I assure you, Senator, you'll have your money.

SENATOR DELAY

And you have till midnight.

Senator Delay and the Porky Fellow leave. Paul Diamond walks them to the door, then looks over the balcony to see Scotty and Naomi dancing.

SWEET LOU

Go back to Matty's; Find out if anyone's seen Jimmy. If you can, dig up the rest of the extra cash for the good senator while you're there. We need that money. The clock's ticking. Now go.

Paul Diamond leaves.

INT. SAVOY BALLROOM - MAIN DANCE FLOOR

As Scotty and Naomi dance, Naomi cries in Scotty's arms. Scotty wipes the tear from her cheek. She smiles and looks up.

NAOMI

Leave with me.

EXT. CHICAGO STREET - NIGHT

Scotty and Naomi pass people rushing out from their flats as they shriek, bang kitchen utensils, and blow horns.

INT. SAVOY BALLROOM - BACK ROOM

SWEET LOU

(to Cindy)
What's with the long face?

CINDY

I'm out Louie.

SWEET LOU

What do you mean you're out?

CINDY

I'm out, I'm finished.

SWEET LOU

Just like that?

CINDY

Just like that.

SWEET LOU

After all we've been through?

CINDY

It was a wild ride, but you knew it would end sometime, it got too personal, you know that.

SWEET LOU

You're like family to me, Cindy. I'd hate to lose you.

CINDY

You lost me six years ago, Louie.

FLASHBACK - INT. CINDY'S APARTMENT - ST. VALENTINE'S DAY

Cindy looks out through the window at multiple police cars and investigators at the S-M-C Cartage Company warehouse. Paul Diamond draws his gun on Cindy. She starts shaking.

CINDY

Please, I won't say a word.

Cindy turns to face Paul Diamond.

PAUL DIAMOND

I know you won't.

Sweet Lou enters just as Paul Diamond drops the hammer on his gun.

SWEET LOU

Pauly! Put it down.

PAUL DIAMOND

You got lucky, kid. He can't protect you forever.

SWEET LOU

Wait outside.

Paul Diamond leaves the apartment.

SWEET LOU (CONT'D)

You know who we are?

CINDY

Yeah. I know. What do you want from me?

SWEET LOU

Your help.

CINDY

What do you need my help for? I'm nobody. I'm just a small town girl lost in a big time city. I got nothing to give you.

SWEET LOU

That's why I know you'll take the offer. No one's too good for a handout, not anymore.

CINDY

What do you want?

SWEET LOU

A good friend of mine has found himself in a desperate situation. He says he won't talk, but we gotta make sure.

CINDY

Why don't you send your errand boy, seems he's good at that sort of thing?

SWEET LOU

Because I don't want him dead. I owe him too much.

CINDY

And you don't trust him, this man you call friend?

SWEET LOU

When you got nothing left to lose, sometimes you forget the things that matter most to you. I need to make sure he doesn't forget.

INT. SAVOY BALLROOM - BACK ROOM

CINDY

You lost me when you sent me after Scotty. Truth is, Lou, you never had me. I played along keeping tabs for you, but what'd you expect.

(MORE)

CINDY (CONT'D)

I had a chance at something most people in this town never find. I found a family, I found a home, I found hope in love. Happens to the best of us and to the worst of us, I guess. You know I have to do this. They're all I really have.

SWEET LOU

I know. It's the right thing to do. (knows how hard it was for you to leave them. You're a good girl, Cindy; I don't hold it against you. We all gotta make choices, don't ever look back and think this a wrong one.

Is Pauly going to give me trouble?

SWEET LOU

Don't worry about him; I'll keep him off your back. If you ever need anything, you let me know, you hear?

Thanks, Lou. You've always been sweet to me.

SWEET LOU

That's why they call me Sweet Lou, princess. You owe me one; now get out of here, before I change my mind.

Cindy gives Sweet Lou a small but very meaningful kiss and leaves.

EXT. ALLEY OPENING - NIGHT

Paul Diamond leaves his car and stops in the alley opening. He looks around, remembering his fight there.

EXT. CHICAGO STREET - BRIDGE WALKWAY - NIGHT

Scotty and Naomi stand at the edge of the water among yellow daffodils and cherry blossom trees. A few scattered pink and white blossoms cover the ground. sounds of conversation voices, clinking glasses and the music of Louis Armstrong from the Savoy are still audible. Everything but the music slowly fades low.

Naomi looks out over the glistening moonlit water.

NAOMI

Why'd you save me? The rest of this town turns a blind eye and hides in fear. But You stood up for me. Why'd you not you. save a petty girl you didn't even know?

Scotty throws his arms around her from behind.

SCOTTY

I thought by saving you, I'd be saving myself.

NAOMI

What do you mean?

FLASHBACK - EXT. ALLEY OPENING - RAINY NIGHT - 1928

Ray fights with Matt Henderson Sr.

SCOTTY (V.O.)
My father got hooked in by the mob when I was just a kid. He got in too deep and wound up in jail.

Paul Diamond shoots Matt Henderson Sr.

EXT. CHICAGO STREET - BRIDGE WALKWAY - NIGHT

SCOTTY

I used to get letters from him, filled with advice. One night, after six years and nothing left to lose, he saw a way out, and he took his chance. He killed himself.

FLASHBACK - EXT. ALLEY OPENING - RAINY NIGHT - 1928

Blood puddles form around Matt Henderson Sr.'s head and slowly disperse in the rain. Paul Diamond stares at the body and the pavement watching the blood float away.

SCOTTY (V.O.)

He told me that in hindsight, we see our mistakes as clear as the sun, just pray that when you realize it; it's not too late.

EXT. CHICAGO STREET - BRIDGE WALKWAY - NIGHT

SCOTTY

Ever since he died, I've been tracing his footsteps, trying to avoid his mistakes. He said the most important thing he could tell me was "To thine own self be true," and if you don't take your life into your own two hands, one day, before you know it, it could all slip through your fingers.

EXT. ALLEY OPENING - NIGHT

Paul Diamond stares at the pavement and sees blood stains Scotty and Naomi thought to be washed away by the rain.

SCOTTY (V.O.)

I realized these past years, walking in his shadow, all I've done is relive his mistakes. (MORE)

SCOTTY (V.O.) (CONT'D) What kind of life do we lead if we never step out of the shadows and into the light?

EXT. CHICAGO STREET - BRIDGE WALKWAY

NAOMI

I wish I had that kind of courage. Maybe that's all it takes to be a hero, to just have the courage to stand up and do the things no one else would.

SCOTTY

But how can you save the world if you can't even save yourself? It was about time someone stood up and did something, about time I took my life into my own hands. My father taught me that.

NAOMI

So you tried to save the world by saving yourself.

SCOTTY

Pretty silly, huh?

NAOMI

No, not at all. You saved me.

A train rumbles over the bridge in front of them.

NAOMI (CONT'D)

Come away with me, Scotty, let's leave this place.

Naomi runs toward the bridge. Scotty catches up, grabbing Naomi's hand as she holds it out to him.

EXT. CHICAGO STREETS - NIGHT

Rioters start tossing milk, whiskey bottles, and bricks. They surround and rock an occupied mob car.

EXT. CHICAGO STREETS - CENTER OF BRIDGE - NIGHT

Scotty and Naomi look out over the rumbling river beneath them.

SCOTTY

I can't remember the last time I felt so alive. For so long I've just drifed along, letting life carry me anywhere. Yesterday, I thought I had nothing left to lose; but now I see I have everything to lose. You've opened my eyes. Being with you tonight has been a living dream. You've set me free. Maybe this town ain't that bad. Maybe there's still a life for us here.

NAOMI

It's nights like these ...

SCOTTY

You wish they'd last forever.

NAOMI

But nothing lasts forever \dots not even the promise of dreams.

Naomi turns to face Scotty.

NAOMI (CONT'D)

We'll always have the Savoy.

SCOTTY

Stay here with me.

EXT. CHICAGO STREET - NIGHT

Rioters overturn the mob car. A Molotov cocktail smashes and erupts in the overturned vehicle, sending billowing smoke up to the skies.

EXT. CHICAGO STREET - CENTER OF BRIDGE - NIGHT

Naomi looks out over the river again.

NAOMI

You know at the turn of the century, city planners reversed the flow of the Chicago River. It used to run straight into that lake out there.

Scotty embraces Naomi and looks out with her.

EXT. CHICAGO STREETS - NIGHT

The car flames follow a gasoline trail and ignite the city block.

NAOMI (V.O.) They tried to prevent our waste from running into it, from polluting it.

EXT. CHICAGO STREET - CENTER OF BRIDGE

NAOMI

They thought the filth we were getting rid of was coming right back to us. But now it just flows through the center of the city, carrying the waste with it ...

EXT. HENDERSON'S MEAT PACKING - ALLEY OPENING - NIGHT

Paul Diamond looks up from the blood stained pavement.

NAOMI (V.O.)
... leaving traces of itself, staining everything it touches. The wind carries the stench as far as the eye can see.

Paul Diamond makes his way through the alley.

EXT. CHICAGO STREET - CENTER OF BRIDGE - NIGHT

SCOTTY
People say the scent of the meat
processing plants can be smelled for
miles. They say it's "the smell of work."

INT. HENDERSON'S MEAT PACKING - UPSTAIRS OFFICES

Paul Diamond breaks down Matt Henderson Sr.'s door.

NAOMI (V.O.)
It's an awful smell. It's the smell of suffering. There's no getting rid of it, Scotty. Nothing ever changes around here, nothing ever will.

Paul Diamond takes out his gun. Matt Henderson Jr. pleads for his life. Paul Diamond shoots and kills him.

EXT. CHICAGO STREET - CENTER OF BRIDGE - NIGHT

Naomi turns back towards Scotty.

NAOMI

There's nothing left for us here.

SCOTTY

How can you say that?

Naomi puts her head in Scotty's chest. The riot fires burn the city behind them.

NAOMI

This depression isn't the first time Chicago's suffered.

FLASHBACK / REAL-TIME - EXT. CHICAGO STREET - GREAT CHICAGO FIRE

Flames engulf the panicked city behind the bridge. People somberly trek over the bridge away from the raging fire, mothers consoling frightened children, as they watch their home burn to ashes.

NAOMI

The Great Chicago Fire left this city desperate and hopeless too. All it took was a tiny spark to ignite a whole city in flames. Families fled their burning homes for safety, the men, women, and children running away, leaving their whole lives, everything they ever had, everything they ever loved, behind them.

Firefighters helplessly battle the overwhelming flames as onlookers pray and weep for their lost homes.

NAOMI (V.O.) (CONT'D)
The fire consumed almost the entire city.
No matter how hard they tried, it was
just too strong, too wild to put out.
Everyone lost their hope and faith as
they looked on helplessly, while their
homes, their dreams, burned to the ground
in front of their eyes. They just
stared, and they prayed.

Rain begins to fall, extinguishing the flames.

NAOMI (V.O.) (CONT'D) Only when the rain began to fall at midnight, like a gift from the heavens, did the final embers die.

The city magically rebuilds behind them.

NAOMI (V.O.) (CONT'D) After it was all over, everyone came together as one giant family, and rebuilt this city filled with their hopes, built on their dreams.

EXT. CHICAGO STREETS - CENTER OF BRIDGE

Naomi catches a firefly in the cup of her hands. It glows on and off, then finally stops.

Naomi looks up into Scotty's eyes.

NAOMI

Look around you, Scotty. We're living in a nightmare; we're buried underground so deep that even the rain can't wash away our sins.

EXT. ALLEY OPENING - NIGHT

Paul Diamond walks back to his parked car, he looks down at the bloodstains. He sees Scotty's charm and picks it up.

NAOMI (V.O.)
Sins embedded in every brick of this city.

(MORE)

NAOMI (V.O.) (CONT'D) Soon the mob will control everything. This whole city is now built on fear.

EXT. CHICAGO STREETS - CENTER OF BRIDGE - NIGHT

NAOMI

Come away with me Scotty, we can start a new home, filled with our own hopes, built on our own dreams, where we can dance the night away, forever.

SCOTTY

But this is our home. Our whole lives are here. How can we just walk away?

NAOMI

We can make our home wherever we want, somewhere, anywhere far from here. It's wherever we want it to be, wherever hope can shine through.

SCOTTY

I'm tired of chasing dreams. To dream of distant lands far away from this darkness is foolish. Following them is just blind ambition.

NAOMI

But reaching those dreams, Scotty, that's salvation.

SCOTTY

I can't think just of myself. Kaylee's all that really matters now, I forgot that last night, chasing my dream. I need to do what's best for her.

NAOMI

You are, by getting her out of here. I won't leave without you, Scotty. I've never felt so safe before. I feel like nothing can hurt me in your arms. Come away with me tomorrow, we'll start a new life. We'll share the dreams we've both longed for, together.

As the firefly glows again, the rioting gets louder.

LOUIS ARMSTRONG (SINGING)
"Give me a kiss to build a dream on,
And my imagination will thrive upon that kiss.
Sweetheart, I ask no more than this
A kiss to build a dream on."

Naomi looks at Scotty with her crying eyes. Smoke rises in the city behind them.

LOUIS ARMSTRONG (SINGING) (CONT'D)
"Give me a kiss before you leave me,
And my imagination will feed my hungry heart.
Leave me one thing before we part,
A kiss to build a dream on."

She drops her head to his heart. Scotty holds her.

LOUIS ARMSTRONG (SINGING) (CONT'D)
"When I'm alone with my fancies, I'll be with you,
Weaving romances, making believe they're true.
Give me your lips for just a moment,
And my imagination will make that moment live.
Give me what you alone can give,
A kiss to build a dream on."

SCOTTY

Can I ask you something?

NAOMI

Anything.

SCOTTY

Would it be alright if I kissed you?

NAOMI

I was hoping, more than anything, that was what you'd ask.

Scotty lifts her chin.

SCOTTY

It only takes a spark to ignite a flame.

A fire erupts behind them in the city from the riots.

NAOMI

It only takes a kiss to build a dream on.

Scotty curls his fingers onto her cheek, pulling her closer as

INT. SAVOY BALLROOM - MAIN DANCE FLOOR

Louis Armstrong takes his trumpet into his hands, curling his fingers onto the valves. He brings it to his lips as he draws a breath. As he's about to breathe life into his instrument for the solo

EXT. CHICAGO STREETS - CENTER OF BRIDGE - NIGHT

Scotty and Naomi turn their dreams into a reality with a long shared kiss as an infinite train rumbles by on the bridge behind them, the city ablaze in the distance.

The remainder of Louis Armstrong's performance continues through the film, providing the Jazz rhythm for our lovers to solo over.

LOUIS ARMSTRONG (SINGING)
"When I'm alone with my fancies, I'll be with you,
Weaving romances, making believe they're true.
Give me your lips for just a moment,
And my imagination will make that moment live.
Give me what you alone can give,
A kiss to build a dream on."

SCOTTY (V.O.)
Out of reach, hard to find
Dreams so far, lights so blind
As we kissed, a kiss goodbye
One last dance inside her eyes.

FADE TO BLACK

LOUIS ARMSTRONG (V.O.)
If music be the food of love, then play
on, cat. Play on.

TITLE OVER:

"You are the music while the music lasts." ~ T. S. Eliot

FADE IN

INT. NAOMI'S APARTMENT - MAIN ROOM - NIGHT

Scotty and Naomi float into her apartment, passionately kissing one another, wrapped in each other's arms. They crash through a door as

INT. HENDERSON'S MEAT PACKING - OFFICE

Paul Diamond searches through the office looking for the money.

INT. NAOMI'S APARTMENT - BEDROOM - NIGHT

Scotty and Naomi fall onto her bed, continued with more passionate kissing. Before we know it their clothes are off and the lovers are wrapped up in silk sheets.

The black Cat sits on the ledge next to an open window in the bedroom as the sounds of life from the city outside permeate into the room, carried in from a soft gentle breeze that graces the two.

They make passionate love to each other, finding and securing their shared dreams over and over again in each other's eyes.

Louis Armstrong sings "Dream a Little Dream of Me."

LOUIS ARMSTRONG (SINGING)
"Stars shining bright above you
Night breezes seem to whisper 'I love you'
Birds singin' in the sycamore trees
Dream a little dream of me
Say nighty-night and kiss me
Just hold me tight and tell me you'll miss me
While I'm alone and blue as can be
Dream a little dream of me"

INT. NAOMI'S APARTMENT - BEDROOM - LATER THAT NIGHT

Scotty and Naomi lay in each other's arms. Naomi shivers from a chilling breeze that invades the room. Scotty wraps her up, holding her cold delicate body in his strong arms. He pauses, soaking in her beauty, admiring the lines of her body.

LOUIS ARMSTRONG (SINGING)
"Stars fading but I linger on dear
Still craving your kiss
I'm longin' to linger till dawn dear
Just saying this
Sweet dreams till sunbeams find you
Sweet dreams that leave all worries behind you
But in your dreams whatever they be
Dream a little dream of me"

Scotty kisses Naomi's neck and pulls her tight.

SCOTTY

I don't want to leave.

NAOMI

Then don't.

SCOTTY

I have to. I need to get Kaylee.

They share another passionate kiss.

SCOTTY (CONT'D)

I'll come for you tomorrow.

Scotty gets up and gets dressed at the end of the bed. Naomi sits up, hugging him from behind. She kisses his neck.

NAOMI

Do me a favor? That briefcase there, give it to your friend. He'll know what to do with it.

SCOTTY

What's in it?

NAOMI

Insurance. The mob has been paying off the senators to push back the new labor law votes. In the meantime they've been smuggling immigrants in through the railroads, paying em dirt cheap to work in the "yards", hoping to fill the plants with enough of them so that the unions won't have any power left. I knew what was happening, and I just stood by and watched, too afraid, too scared to do anything.

Scotty gets up and goes over to pick up he case.

NAOMI (CONT'D)

I couldn't take the guilt any longer. For far too long, men have come to me and they've paid me to lose themselves in these sheets, and I took their money, as they buried their misery in short lived dreams. It's about time I stood up and did something, about time I gave something back to this city. Last night, I tried to stop Jimmy, I tried to get out, Scotty, I tried, but ...

SCOTTY

Don't worry, they can't hurt us anymore.

Scotty kisses her one last time before leaving.

He turns and walks towards the door. He lifts up the briefcase and looks back over his shoulder.

NAOMI

Are you really going to just walk out like that, without even saying "goodbye?" You know you shouldn't ever leave without saying "goodbye". You might never see each other again.

SCOTTY

I'll see you soon, and we won't ever have to say goodbye again.

NAOMI

I'll dream of you, as if you were right here next to me. And by the time I wake, when I open my eyes, I'll see you again, and we'll be back together, as if you never left.

Naomi smiles and blows a kiss. Scotty watches her for a moment, then leaves.

LOUIS ARMSTRONG (SINGING)
"Stars fading but I linger on dear
Still craving your kiss
I'm longin' to linger till dawn dear
Just saying this

EXT. NAOMI'S APARTMENT - NIGHT

Scotty walks to Jimmy Cataldo's parked car. He gets in and throws the briefcase on the passenger seat.

INT. JIMMY CATALDO'S CAR - NIGHT

Scotty starts the engine and looks over to the passenger side. He eyes the briefcase.

LOUIS ARMSTRONG (SINGING)
"Sweet dreams till sunbeams find you
Sweet dreams that leave all worries behind you
But in your dreams whatever they be
Dream a little dream of me"

He takes it into his lap and opens it up. He eyes the money topped with Jimmy Cataldo's gun. He takes a few stacks and stuffs them in his jacket. He also takes the gun. He puts the briefcase back down and drives off.

LOUIS ARMSTRONG (SINGING) (CONT'D) "Yes, dream a little dream of me"

INT. PATRICK'S APARTMENT

MIKE, SHANE, Patrick, and Scotty sit around a table.

Shane shuffles a deck of cards.

Patrick sits across from Scotty, who has Shane to his right and Mike to his left.

INT. NAOMI'S APARTMENT

As Naomi puts a record on a phonograph, Paul Diamond breaks into her apartment.

He forces her down into a chair.

INT. PATRICK'S APARTMENT

PATRICK What's the count at?

MTKE

We got 90, you boys are still up at 110 ... can't seem to close the deal.

INT. NAOMI'S APARTMENT

Paul Diamond approaches Naomi and takes out his gun.

INT. PATRICK'S APARTMENT

EMILY

You boys still playing ... it's so late.

PATRICK

We'll be done soon Em, Scotty and I are ending it right here.

MIKE

That's what you think.

INT. NAOMI'S APARTMENT

PAUL DIAMOND

I know you were there.

NAOMI

I don't know what you're talking about.

INT. PATRICK'S APARTMENT

EMILY

Scotty, Kaylee's already asleep, don't you worry about her, she's OK here for the night.

SCOTTY

Thanks Em, but that's alright, I'll get her before I leave.

EMILY

That's fine. Good night boys, don't forget to lock up, Patty.

SCOTTY

Who's shucking?

PATRICK

Shane.

Shane finishes shuffling.

SCOTTY

With first bid at 110 it's a lock, Patty. Toss em, Shane.

INT. NAOMI'S APARTMENT

PAUL DIAMOND

Don't play stupid with me, you're Jimmy's girl and everyone knows it. Now start talking.

NAOMI

I don't know what you're talking about, I wasn't there.

PAUL DIAMOND

Wasn't where, sweetheart? I'm betting you didn't give yourself them bruises on your own, now did ya?

Paul Diamond beats Naomi with his fists and then the qun.

NAOMI

Please, stop.

PAUL DIAMOND

Where's the money? Who else was there? Who are you protecting? Trust me dear, you don't wanna hold anything from me.

NAOMI

Jimmy was hitting me. He wouldn't stop. He saved me.

Naomi rocks and sobs as Paul Diamond starts to walk away.

PAUL DIAMOND

Yeah, I bet he did. What a hero.

NAOMI

He saved me. Scotty saved me. Scotty saved me.

Paul Diamond stops dead in his tracks, then turns around.

INT. PATRICK'S APARTMENT

MIKE

You bidding, Scotty, or you just gonna sit there?

SCOTTY

I thought my bid was assumed.

Well which is it, 15 or 20?

Scotty holds the 5, J, and A of spades, with the Q of diamonds and Q of hearts.

SCOTTY

20, I ain't chancing getting set this close to the end, and I ain't letting you steal the trump off me that easy.

MIKE

Pass.

PATRICK

Pass.

SHANE

Clubs.

Come on, what are you doing?

SHANE

You give them a 20 the game's over, at least here they have to work for the tricks off our trump. You figure they steal one either way, we still make the bid and save the game. The only way they're winning is if they set us, and that, they're gonna have to work for.

MIKE

You better have gold in your hand, Shane.

SHANE

Don't worry; I know what I'm doing. Life consists not of holding good cards but in playing those you hold well.

Shane takes the cards in the middle, takes the ace of hearts, and discards. They play the hand out, and he takes every trick.

SCOTTY (V.O.)
Shane did have gold. That ace of hearts was sitting pretty in the kitty, we woulda had the game. He took em all, a straight 30. At 90 he stole the game out from right under us.

Scotty gets up from the table

SCOTTY (CONT'D)

That's it for me boys.

Scotty goes in to see Kaylee sleeping next to Kathy.

Scotty brushes Kaylee's hair and gently kisses her head.

Emily watches from the doorway as Kaylee wakes up.

KAYLEE

Hi daddy.

SCOTTY

Hey sweetheart. Wanna go home?

Kaylee nods in approval.

Scotty takes her out of bed and carries her out.

EMILY

Take care now, Scotty.

SCOTTY

You too, Em.

He goes to the front door.

PATRICK

So I guess this is goodbye then.

EMILY

Goodbye? Scotty, where are you going?

SCOTTY

I'm leaving town, Em. Tomorrow morning.

EMILY

Just like that? But why? We're your family. This is your home.

SCOTTY
I have to. I'm sorry. Patrick, take this. You'll know what to do with it.

Scotty hands Patrick the briefcase.

PATRICK

What is it?

SCOTTY

Blood money. Mob has been using it to pay off the politicians, postponing the labor vote. This should get the wheels moving in the right direction for the union.

PATRICK

But how did you ...

SCOTTY

... don't ask. I know you'll do the right thing.

EMILY

I hate saying goodbye.

PATRICK

Till next time then, yeah?

Patrick and Scotty give each other a guick hug.

SCOTTY

Alright then, till next time.

EMILY

Farewell, Scotty.

Scotty hugs Emily.

PATRICK

You take care of your old man ya hear, Kaylee. Keep him in line.

She nods. Emily hugs and holds Patrick close to her.

PATRICK (CONT'D)

See ya, Scotty.

Scotty starts walking out.

EMILY

Good night angel. Sweet dreams.

INT. NAOMI'S APARTMENT

Paul Diamond picks up Naomi's phone.

INT. SCOTTY'S APARTMENT

Scotty puts Kaylee into her bed.

KAYLEE

Daddy?

SCOTTY

Yes sweetheart?

KAYLEE

Tell me a story.

SCOTTY

You want a bedtime story, huh?

Scotty thinks for a second, begins to speak, then stops.

SCOTTY (CONT'D)

My father once told me the story of the myth of Sisyphus. Do you know it?

Kaylee nods no.

SCOTTY (CONT'D)
No? Well, the story goes that Sisyphus was a wise man, not just the wisest of the Greeks, but of all men. In fact, he was so wise, he was able to steal the secrets of the Gods. The Gods became so scared of his wisdom, that they blinded Sisyphus and sent him to the underworld, to forever roll a boulder up a hill, only to have it fall back down again. Over and over, he was cursed to roll it back up, walk down, and struggle to push it right back up to the top, forever

KAYLEE

repeating the same path.

Why did they want him to do that?

SCOTTY

Well, the Gods, to prove they are indeed the wisest of all, figured this would be a dreadful punishment to Sisyphus, to exist in a world with no meaning, and no purpose, but hopeless labor.

KAYLEE

What did he do?

SCOTTY

At first he hated what had become of his life, but one day, Sisyphus, being ever so wise, even in such a dreadful world, still saw himself as the master of his own domain, and realized his new life, as bleak as it was, as far from the dreams he once saw, was still his world.

(MORE)

SCOTTY (CONT'D)

He created his own purpose, found his own pleasures. He scorned the Gods, and after Sisyphus struggled, and labored, and finally shoved that boulder to the top, Sisyphus would smile, like the king of the mountain, in admiration of a job well done. When the boulder would slowly fall back to the bottom, he would no longer get upset, but rather, he was excited, for the job he took such pleasure in was now about to start all over again. He outsmarted the Gods, and found the light of happiness even in the darkest abyss of existence.

KAYLEE

That was a good story. Why do we have to leave?

SCOTTY

You know what, angel? I think we'll stay right here where we are. Now come on, let's pray before you doze off.

KAYLEE

Why do we pray, daddy?

SCOTTY

You pray in the hope that you'll receive a blessing. So you should always pray before a journey.

KAYLEE

Where are we going?

SCOTTY

To the land of dreams.

Kaylee kneels down beside Scotty, a candle next to her bed lights their clasped hands.

SCOTTY (CONT'D) "Our father, who art in Heaven, Hallowed be Thy Name. Thy Kingdom come, Thy will be done On earth as it is in Heaven. Give us this day our daily bread, and forgive us our trespasses, as we forgive those who trespass against us. And lead us not into temptation, but deliver us from evil.

Amen"

KAYLEE "Our father, who art in Heaven, Hallowed be Thy Name. Thy Kingdom come, Thy will be done On earth as it is in Heaven. Give us this day our daily bread, and forgive us our trespasses, as we forgive those who trespass against us. And lead us not into temptation, but deliver us from evil. Amen."

I love you, daddy.

SCOTTY

I love you too.

Scotty kisses Kaylee's forehead.

SCOTTY (CONT'D)

Sweet dreams, angel.

Scotty walks to the door, watches her sleep, and leaves.

INT. NAOMI'S APARTMENT

Naomi sits in a chair bleeding and crying while Paul Diamond uses the phone.

PAUL DIAMOND
Yeah, I'm sure, he's our man, he killed
Jimmy. Get going, I'll meet you guys
there.

Paul Diamond hangs up the phone.

PAUL DIAMOND (CONT'D)

Now, where were we?

INT. SCOTTY'S APARTMENT

Scotty goes to his bed and picks up the "Collected Poems" book by Robert Frost. He starts to thumb through it, stopping on a page. He turns the radio on quietly, as the Joe Louis vs. Max Schmeling II fight from that night is rebroadcast.

Scotty sits on his bed, the same way Ray did in prison earlier, and writes letters to Kaylee as the rebroadcast commences.

EDWIN C. HILL (V.O.)
... Yes, this is Edwin C. Hill in the Yankee
Stadium in New York City, pinned right against
the ringside, broadcasting the human side of
the fight between Joe Louis and Max Schmeling.
Within a few minutes now, Clem McCarthy will be
pouring into your ears, every detail of the
three-minute rounds, punch by punch and blow by
blow. Every move and every echo. I've been
asked to set the stage for you, to draw the
picture right up to the electric moment the
bell rings, so that sitting in your own home,
you'll be able -- I hope -- to see it all with
a kindling eye of imagination. The huge crowds.
The shifting ever-changing scene, winking
pinpoints of light from 50,000 cigars and
cigarettes, for all the world like fireflies in
the blue-black night. Wave on wave of sound,
rising and falling. The great stadium, a vast
well of darkness walling in one brilliant
square of light, set in the center of this vast
throng reaching back, back, back so that the
last rows are lost in blank obscurity.

(MORE)

EDWIN C. HILL (V.O.) In the very center of the ring, blazing out under the white-hot glare of the flood lights, like an enormous square diamond on black velvet. The crowd makes you catch your breath. It stretches back endlessly, the first 40 or 50 rows of panorama, white mask-like faces, the rest disappearing in the gloom of night. More than 70,000 people who paid all the way up to \$40 to see the dark boy from Detroit clash with German Max. There's no time in this swiftly moving drama to broadcast who's who in the Yankee Stadium, but it's an amazing cross section of America: rich men, poor men, beggar man, thief, doctor, lawyer, merchant, chief. But the fighters, Joe and Max, they are the real show. And a word about this marvelous dark boy, who hits with the speed of Tunney and the power of Dempsey, and about the rugged courageous German who carries a stick of dynamite in his right hand and never backs up when his light goes out. Let me try to sketch for you so you can close your eyes and see them in action, as Clem McCarthy machine guns his round by round description. Schmeling, 32 years of age -- that's getting along for a fighter -stands six feet one inch, and weighed in at 193 pounds, while Joe Louis, only 24, is six feet one and three-quarters, having grown an inch and taken on 10 pounds in the past years since he rendered Max Baer null and void. He goes into the ring several pounds heavier than Schmeling but his people claim the weight hasn't slowed him by the bat of an eyelid and that he's faster than ever. Physically these that he's faster than ever. Physically these gladiators, perfect specimens of the hard trained animal, are as closely matched as your apt to see in the ring. Both in absolutely perfect condition, trained to the second, no excuses or alibi for the beaten man. Joe Louis is a little bigger around the chest. His reach is longer by an inch, and he is a bit stockier in the legs. But unless you had the figures, you would scarcely realize there was even a slight difference. The big difference is age. Joe at 24 represents all the speed power and endurance of youth. Max at 32, must spot the dark boy those eight years. Joe at 24 is springing uphill, Max at 32 may be trudging down. We will soon see. And now, Clem McCarthy.

EXT. YANKEE STADIUM - RING ENTRANCE - NIGHT

JOE LOUIS, 24, black, in boxing shorts and a robe, marches down towards the ring flanked by his manager JACK BLACKBURN, his TRAINER and various other ASSISTANTS. The crowd is immense, filling every possible space of the venue, swinging American and Anti-Nazi flags. Lights shine down from the rafters onto the center ring.

CLEM MCCARTHY (V.O.)
And Joe Louis makes his way to the ring.
The crowd has erupted.
(MORE)

CLEM MCCARTHY (V.O.)
The first black man to win the heavyweight title since Jack Johnson looks to be in tremendous shape. At only 24 years old, he officially weighed in at 198 and 3/4 pounds, more than five pounds over that of big rivel Cabalian. his rival Schmeling.

We follow them all the way to

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Joe Louis climbs into the ring and dances around. Schmeling stands in his own corner.

A microphone comes down from above.

HARRY BALLOW This is the feature attraction. Fifteen rounds for the world's heavyweight championship. Weighing 193, wearing purple trunks, outstanding contender for heavyweight honors, the former heavyweight title holder, Max Schmeling. Weighing 198 and three-quarters, wearing black trunks, the famous Detroit Brown Bomber, world heavyweight champion, Joe Louis.

The crowd roars as REFEREE ARTHUR DONOVAN, in a white shirt with a ribbon bow-tie, calls the fighters to center ring. The fighters square off.

INT. SCOTTY'S APARTMENT

Scotty continues to write his letter to Kaylee.

CLEM MCCARTHY (V.O.) Arthur Donovan has called them in. And the fighters square off at center ring. Max Schmeling is standing on his left and Joe Louis is on his right. They are toe to toe. Joe Jacobs the manager of Schmeling is right in there close. Arthur Donovan is calling their attention to all the rules, to what he expects of the men, how he wants them to break. They'll be sent back to their corners in just a moment.

FLASHBACK - EXT. ALLEY - LAST NIGHT

Scotty comes to the opening of the alley to see Jimmy Cataldo raping Naomi. He turns back towards the alley in fear, as he did when he came upon his mother's rape.

> CLEM MCCARTHY (V.O.) Max Schmeling has sent back for something in his corner ...

Scotty pauses and hesitates

CLEM MCCARTHY (V.O.) (CONT'D)

... no.

Scotty turns around, heading back to the alley opening.

CLEM MCCARTHY (V.O.) (CONT'D) Now the microphone has been lifted high up to the ceiling of the ring. And in a few seconds the fight will be on.

EXT. YANKEE STADIUM - CENTER RING - NIGHT

CLEM MCCARTHY (V.O.) We are beyond sold out here folks, a staggering 70,043 are on site to witness history in the making.

The fighters go back to their corners as the ring clears out, leaving them to battle alone.

CLEM MCCARTHY (V.O.) (CONT'D)
The implications of the bout could not be any clearer, the stakes any higher. Both fighters know exactly what they're fighting for. As war inches closer on us, these fighters have embodied the spirits of their respective countries. It was only a mere two years ago that Schmeling became the first man to hand Louis his sole defeat in his entire pro career. Since then, Louis has recaptured the heavyweight title, but has insisted he not be called the champ until he avenges his loss to Schmeling. Tonight, two years later, Louis finally has his chance. He stated to the press that tonight he'll knock Schmeling out within 2 rounds. We recall the shortest heavyweight fight in America occurred almost 15 years ago when Jack Dempsey knocked out Luis Firpo 57 seconds into the second round in one of the most exciting boxing matches ever contested. Will Joe Louis make history tonight? Joe Louis in his corner, prancing and rubbing his feet in the rosin. Max Schmeling standing calmly getting a last word from Doc Casey. And they're ready with a bell just about to ring.

The bell rings out.

CLEM MCCARTHY (V.O.) (CONT'D) And there we are ...

Louis bounds out of his corner to meet Schmeling, he pauses a few seconds to eye him, and they circle.

CLEM MCCARTHY (V.O.) (CONT'D) And they got to the ring right together with Arthur Donovan stepping around them. And Joe Louis is in the center of the ring, Max going around him.

Louis throws two straight lefts grazing Schmeling's chin.

CLEM MCCARTHY (V.O.) (CONT'D) Joe Louis led quick with two straight lefts to the chin. Both of them light,

Schmeling ties up Louis and Louis tries to hit him with two more lefts.

CLEM MCCARTHY (V.O.) (CONT'D) but as the men clinch, Joe Louis tries to get over two hard lefts and Max ties him up in the breakaway clean. On the far side of the ring now, Max with his back to the rope.

They break apart. Louis forces Schmeling to the ropes as

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Scotty runs into the alley opening and unleashes a left hook that lands flush to Jimmy's head as

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Louis unloads a staggering left hook.

CLEM MCCARTHY (V.O.)
And Louis hooks a left to Max's head quickly
and shoots over a hard right to Max's head.

Louis follows the left hook with right hands and finally another solid left hook again to the chin forcing Schmeling to the ropes.

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Scotty violently grabs Jimmy Cataldo and pulls him from behind, causing Jimmy Cataldo to drop his gun.

CLEM MCCARTHY (V.O.)
Louis, a left to Max's jaw, a right to his head.

Scotty throws a right hook landing flush on Jimmy's cheek followed by some lefts and forces Jimmy Cataldo to stumble back to the wall, he lifts his arms up to stop Scotty's punching as

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Schmeling extends both hands to protect himself, but Louis pushes in and lands a short right hand to Schmeling's chin. Schmeling throws a whizzing right hand past Louis' chin.

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Scotty lands a short right to Jimmy Cataldo's chin, and Jimmy Cataldo throws a looping right at Scotty's chin missing wide.

CLEM MCCARTHY (V.O.)
Max shoots a hard right to Louis. Louis with the old one two. First a left and then the right.

Scotty counters Jimmy Cataldo and lands shot after shot.

CLEM MCCARTHY (V.O.) (CONT'D) He's landed more blows in this one round, then he landed in five rounds of the other fight.

Jimmy Cataldo struggles, then throws a punch at Scotty, grazing him, as Scotty counters and lands another.

CLEM MCCARTHY (V.O.) (CONT'D) And there Max Schmeling caught him with his guard down and got that right hand to Louis' jaw but Louis was going away with a punch at the time.

Jimmy Cataldo backs up. Scotty follows him.

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Max Schmeling backs away to the ropes as Joe Louis stalks him.

CLEM MCCARTHY (V.O.)
Now Max is backing away against the ropes and Louis is following him and watching for that chance. He is crowding, trailing. Schmeling is not stepping around very much but his face is already marked and they stepped into a fast clinch and at close range Louis fights desperately to bring up a left to the jaw and a right to the body.

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Scotty catches Jimmy Cataldo with a shot.

CLEM MCCARTHY (V.O.)
And coming out of that clinch he got over a hard right and then stabbed Max with a good straight left jab. And Max backed away and missed a right. Louis then stopped him with two straight lefts to the face and brought over that hard right to the head, high on the temple.

Jimmy Cataldo is stunned as Scotty sees his chance. Scotty closes in and unleashes all his pent up anger on him.

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Louis unloads a barrage of punches to Schmeling's head.

CLEM MCCARTHY (V.O.) He's back against the ropes now again, not to close to the ropes.

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

On the ground, Scotty starts to choke Jimmy Cataldo. Rain water climbs halfway up Jimmy Cataldo's head. Jimmy Cataldo's head struggles to stay above the water, he tries to choke Scotty back, but is too weak.

Jimmy Cataldo's hands fall towards Scotty's wrists, trying to relieve the pressure, gripping tight, digging into him. His hands fall into the water out of sight.

EXT. YANKEE STADIUM - CENTER RING- NIGHT

Louis finishes his barrage with a right hand bomb to the body, lifting Schmeling's right foot into the air that seems to leave him paralyzed on his feet.

CLEM MCCARTHY (V.O.)
And Louis missed with a left swing but in close quarters brought over a hard one to the jaw and again a right to the body, a left hook, a right to the head, a left to the head, a right.

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Scotty releases his grip and falls over.

CLEM MCCARTHY (V.O.) Schmeling is going down. But he held to his feet, held to the ropes, looked to his corner in helplessness.

We see a bloody knife exit Scotty's side extended from Jimmy Cataldo's hand.

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Schmeling grabs the top rope to steady himself and extends his left arm for protection, but is clearly in shock. He falls.

CLEM MCCARTHY (V.O.)
And Schmeling is down. Schmeling is down.
The count is four.

Referee Arthur Donovan counts to four as Schmeling regains his composure. Referee Arthur Donovan backs away so the action can continue.

CLEM MCCARTHY (V.O.) (CONT'D) And he's up.

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Jimmy Cataldo gets up to finish off Scotty. He picks up his gun, just as

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Schmeling is pinned against the ropes. Another Louis right hand buckles Schmeling's knees just as

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

From behind, Naomi hits Jimmy Cataldo, knocking him over and the gun loose.

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Referee Arthur Donovan intervenes, sending Louis to a neutral corner and beginning another knock down count for Schmeling.

Referee Arthur Donovan counts to three again as Schmeling gets to his feet. Referee Arthur Donovan allows the action to continue.

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Jimmy Cataldo gets up and turns around swinging at Naomi, knocking her straight back and then down. He follows her as

EXT. YANKEE STADIUM - CENTER RING - NIGHT

 ${\tt Max}$ Schmeling wobbles unsteady towards Joe Louis and is met with another vicious right as

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Scotty lunges into Jimmy Cataldo pushing him back against the brick wall. Jimmy Cataldo pushes Scotty back and Scotty hits his head on the parked car as he falls to the ground, knocked out.

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Referee Arthur Donovan begins the knockdown count.

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Jimmy Cataldo turns back towards Naomi, he hits her and starts choking her. She drops to her knees, gasping for breath, losing the battle, losing her life, as

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Referee Arthur Donovan counts to three before Schmeling regains his composure.

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Scotty gets to his feet.

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Joe Louis unloads another combination and a hard right sends Max Schmeling down to the mat for a third time.

CLEM MCCARTHY (V.O.)
And Louis, right and left to the head, a left to the jaw, a right to the head, and Donovan is watching carefully. Louis measured him, right to the body, a left up to the jaw, and

As his head impacts the mat we hear

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

A loud gunshot.

CLEM MCCARTHY (V.O.) Schmeling is down. The count is five \dots

Jimmy Cataldo, frozen on his knees in front of Naomi, looks up from his bloody hands.

CLEM MCCARTHY (V.O.) (CONT'D)
... Five ... Six ...

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Schmeling tries to get up on pure instinct but it is obviously clear he is desperately hurt.

CLEM MCCARTHY (V.O.)
... Six ... Seven ...

Schmeling's trainer, MAX MACHON, throws a towel into the ring to surrender, but Referee Arthur Donovan ignores it, as under New York rules the corner cannot surrender for their fighter.

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Scotty walks up to Jimmy Cataldo from behind. He pulls the hammer back on the gun.

Jimmy Cataldo turns his ahead around as Naomi covers her face and turns away.

EXT. YANKEE STADIUM - CENTER RING - NIGHT

Referee Arthur Donovan flings the towel onto the ropes and returns his attention back to the struggling fighter.

CLEM MCCARTHY (V.O.)
... Eight ...

He sees Schmeling floundering helplessly on the ropes and waves off the bout on his own as Schmeling falls back down to the mat. As his head crashes against the canvas

FLASHBACK - EXT. ALLEY OPENING - LAST NIGHT

Scotty shoots Jimmy Cataldo in the head.

Jimmy Cataldo's eyes slowly close. His limp body falls over. The blood puddle forms around his motionless body.

EXT. YANKEE STADIUM - CENTER RING - NIGHT

CLEM MCCARTHY (V.O.)
The men are in the ring. The fight is over -- on a technical knock out. Max Schmeling is beaten in one round. The first time that a world heavyweight championship ever changed hands in one round -- in less than a round.

Schmeling's men rush into the ring to attend to their fallen fighter, still in a daze, and assist him back to his corner.

INT. SAVOY BALLROOM - BACK ROOM

Sweet Lou talks on the phone.

SENATOR DELAY (V.O.) Did you get the money?

SWEET LOU

We're working on it.

SENATOR DELAY (V.O.)

Well work faster.

INT. NAOMI'S APARTMENT

Paul Diamond ransacks the apartment looking for the money. Naomi watches him storm out. Helpless and guilt stricken she wails and screams. She picks herself up and slowly crawls to the phone. She picks it up.

INT. SCOTTY'S APARTMENT

Scotty finishes writing as we hear the final bells of the boxing match continuously ring out just as the phone rings. The phone and bell ring as one. Scotty shuts off the radio and he goes to pick up the phone.

NAOMI

He's coming! Get out! Scotty, get the hell out of there, he's coming!

SCOTTY

Naomi? What are you talking about, who's coming, what's going on?

NAOMI

Pauly was here, Scotty. I'm so sorry. He's gonna be there soon. Please, leave!

SCOTTY

OK, OK, calm down, are you alright?

NAOMI

I think I'll be OK. I'm so sorry, Scotty. I was so scared.

SCOTTY

Grab your stuff and meet me.

NAOMI

Where?

SCOTTY

Wells Street Station. There will be plenty of people around there. The last train leaves at midnight. There's still time to catch it.

NAOMI

The City of Los Angeles!

SCOTTY

That's right. We'll take the streamliner all the way. We're gonna make it, no looking back. I'm not leaving without you. If we miss the train, if we miss each other, we'll meet at the "Last Stop."

NAOMI

OK. I'm so sorry, Scotty. Forgive me.

Scotty hangs up the phone and runs to Kaylee's room.

INT. SAVOY BALLROOM - BACK ROOM

Sweet Lou is still on the phone.

SENATOR DELAY (V.O.)
You've already started to lose your grip.
Face it, you're a dying breed.

INT. NAOMI'S APARTMENT

Paul Diamond, who has overheard Naomi's conversation, goes back in and beats her again. He ties her up.

SWEET LOU (V.O.) Even if we lose the plants, there will always be new opportunities to seize.

INT. SCOTTY'S APARTMENT

Scotty wakes up Kaylee and furiously packs up some bags.

SWEET LOU (V.O.)
Our organization was not built on prohibition ...

He runs back to his room, stuffs another bag and grabs the letters and Jimmy's Cataldo's gun.

SWEET LOU (V.O.) (CONT'D) ... nor sustained through industry ...

He gets Kaylee and drags her out to the back.

SWEET LOU (V.O.) (CONT'D)
... It has been ...

On his way out back, Kaylee breaks free and runs to grab the rose on the kitchen table.

SWEET LOU (V.O.) (CONT'D) ... and always will be ...

Scotty chases after her. She grabs the rose as Scotty looks up through the window to see a group of MAFIOSOS cocking their guns.

SWEET LOU (V.O.) (CONT'D) ... driven and promoted ...

Scotty covers Kaylee and drags her to the floor as a rainstorm of bullets start piercing the room.

SWEET LOU (V.O.) (CONT'D) ... by fear!

EXT. SCOTTY'S APARTMENT - RAINY NIGHT

The group of Mafiosos all have their guns drawn, and relentlessly fire down the front side of the apartment.

INT. SCOTTY'S APARTMENT

Scotty covers Kaylee on the floor as bullets whiz by them.

EXT. SCOTTY'S APARTMENT - RAINY NIGHT

The Mafiosos exhaust their guns and start to reload.

INT. SCOTTY'S APARTMENT

Scotty gets up and picks up Kaylee. He grabs her hand and drags her to the back of the apartment.

EXT. SCOTTY'S APARTMENT - RAINY NIGHT

The Mafiosos proceed up towards the apartment.

EXT. SCOTTY'S APARTMENT - FIRE ESCAPE - RAINY NIGHT

Scotty takes the bags and tosses them over the side. He takes Kaylee down the stairs. Kaylee wraps her arms around him as he slides them down the last ladder.

INT. SCOTTY'S APARTMENT

The Mafiosos plow into the apartment, some run straight to the back as others break glasses, move furniture, and knock over the candle in Kaylee's room as they search for the money. The apartment catches fire as they run through to the back as

EXT. SCOTTY'S APARTMENT - REAR EXTRANCE - RAINY NIGHT

Scotty runs with Kaylee in his arms to the car through the storm, dodging showering bullets raining down on them from the top of the fire escape. Kaylee has her oversized bag on her shoulders. Scotty still has the gun in his other hand while Kaylee holds the rose and her horse against his back.

SCOTTY (V.O.) She grasped me tight, like a child waking from a bad dream, only this time, it was real.

Kaylee gets into the car while Scotty fires back at the Mafiosos to buy them time.

INT. JIMMY CATALDO'S CAR - RAINY NIGHT

KAYLEE

Where are we going, daddy?

SCOTTY

We're saying goodbye, sweetheart. It's time to go.

Scotty starts the engine, throws it in drive, and steps on the gas just as

EXT. SCOTTY'S APARTMENT - REAR ENTRANCE - RAINY NIGHT

Paul Diamond smashes the side of Jimmy Cataldo's car.

INT. JIMMY CATALDO'S CAR - RAINY NIGHT

Scotty and Kaylee spin. They come to a stop face to face with Paul Diamond's car. Scotty tries to start the car again. The engine chokes. He tries again, desperately. The car stutters again and again, but won't turn over.

EXT. SCOTTY'S APARTMENT - FIRE ESCAPE

The Mafiosos go back through Scotty's apartment.

INT. PAUL DIAMOND'S CAR - RAINY NIGHT

Paul Diamond throws the car in neutral, steps on the gas, and guns the engine. He throws it in drive sending the wheels spinning on the slick surface.

EXT. SCOTTY'S APARTMENT - REAR ENTRANCE - RAINY NIGHT

Smoke pours out of the rear wheels of Paul Diamond's car as the apartment goes up in flames.

INT. JIMMY CATALDO'S CAR - RAINY NIGHT

Scotty tries starting the car again as Paul Diamond's wheels start screeching. They catch and he takes off right at them.

Scotty tries the engine one more time, it finally kicks over. He rams the gas and turns the car down the street, just getting out of the way of Paul Diamond's car in time.

Half of the Mafiosos chase Scotty down the street in their cars. Scotty comes to the end and makes a right as the other half of the Mafiosos chase him from the left.

EXT. CHICAGO STREET - RAINY NIGHT

Paul Diamond catches up to the chase as the cars dart after each other, sliding around corners as they turn and dodge each other and traffic on the slick streets while

EXT. CHICAGO STREET - RAINY NIGHT

Rioters march through the neighborhoods. Immigrants and Americans leave their homes and join, making their way through the streets. They are met by a formation of Chicago Police.

FLASHBACK - EXT. PRAIRIE FIELD - MEMORIAL DAY MASSACRE

Steel workers march through a prairie towards the Republic Steel mill. They are stopped midway by a formation of Chicago Police. Demonstrators argue for their right to proceed, as a nervous officer's gun goes off into the crowd. The rioters flee as police pursue them, firing into the retreating crowd, killing 10 of them.

EXT. CHICAGO STREET - RAINY NIGHT

Police try and stop the rioters with tear gas and water cannons, then fire shots into the crowd. But the rioters don't back down. Instead, they come at the police, forcing them to take out their clubs and hit them as

EXT. CHICAGO STREET - RAINY NIGHT

Paul Diamond smashes his car against Scotty's, trying to run him off the road. The cars bump each other back and forth as

EXT. CHICAGO STREET - RAINY NIGHT

The rioters overpower the police. They storm past them all the way to the gate of the yards of the meat packing district as

EXT. CHICAGO STREET - RAINY NIGHT

The car chase goes from the South Side of Chicago all the way to the bridge that crosses over the Chicago River. The bridge begins to split at the middle for a ship to get out.

EXT. CHICAGO STREET - MEAT PACKING DISTRICT GATE

Rioters shake and slam the closed gate, trying to get through. It starts to split open slowly as

EXT. CHICAGO STREET - BRIDGE

The cars bump each other along the way to the bridge, as Paul Diamond and Scotty exchange gun shots.

Scotty fires at Paul Diamond's tires and hits one. The tire starts to split and tear as

EXT. CHICAGO STREET - MEAT PACKING DISTRICT GATE

The chain on the gate begins to break. Finally, it snaps as

EXT. CHICAGO STREET - BRIDGE

The tire rubber flops over itself and peels off the rim. The sparking rim drags Paul Diamond's car to one side just as Scotty rams his car, sending it into a skid, hitting the bridge wall, and going over the side.

EXT. CHICAGO STREET - MEAT PACKING DISTRICT GATE

Rioters finally break through the gate and storm through, overrunning the yards as

EXT. CHICAGO STREET - BRIDGE

Scotty floors the car and jumps the bridge gap to the north side.

EXT. HENDERSON'S MEAT PACKING - YARDS

Rioters protest in the yards, full of emotion, a contrast to their pale emotionless faces Scotty passed just this morning.

EXT. GRAVEYARD - RAINY NIGHT

Scotty and Kaylee get out of the car and walk down a beaten path, down a line of headstones, stopping at

EXT. GRAVEYARD - RAY'S TOMBSTONE - RAINY NIGHT

On the headstone is written:

RAY FASTEAU

April 5th 1890 - February 23rd, 1935
'To die, to sleep;
To sleep perchance to dream
Ay, there's the rub
For in that sleep of death
What dreams may come.'

KAYLEE

What are we doing here, Daddy?

SCOTTY

We're paying our respects, and saying goodbye. You should never leave without saying goodbye, you might never see each other again. I learned a lot from him. One day, Kaylee, you'll learn that sometimes life doesn't turn out how you expect it to, just as I did, just as he did. To dream of distant lands far away from this darkness is foolish, to follow that dream is blind ambition, but if you reach that dream, well, that's salvation. Don't blind yourself, Kaylee. Don't go chasing wild dreams, when you're already living in one.

KAYLEE

Why'd he die?

SCOTTY

(self reflecting)
He realized too late that he was already living. One day you'll realize who your real family is, Kaylee, and what the real face of your home looks like, and you'll choose where you stand among them, and find out who you truly are. find out who you truly are.

Kaylee drops the rose at the headstone. She smiles up to Scotty, who smiles back. They walk off back to the car.

INT. JIMMY CATALDO'S CAR - RAINY NIGHT

KAYLEE

Daddy, where are we going?

SCOTTY

We're going far far away from here, baby. Just hold on tight.

KAYLEE

I don't want to go, daddy. Why do we have to leave?

SCOTTY

Because sometimes you don't choose life honey, life chooses you.

EXT. CHICAGO STREET - RAINY NIGHT TIME

They drive through the rest of the city and park the car outside

EXT. WELLS STREET STATION - RAINY NIGHT

Scotty and Kaylee get out of the car carrying their bags.

KAYLEE

I'm tired of running, daddy.

SCOTTY

Me too, sweetheart, me too.

Scotty picks up Kaylee and carries her. He walks towards the station as she looks over his shoulder, back at the city.

She sees the street lamps and the marquee lights of the theatre, illuminating the new Marx Brother's movie "Room Service" and the new Bob Hope / WC Fields movie "The Big Broadcast of 1938."

We hear "Thanks for the Memory" again through the doors.

THE BIG BROADCAST OF 1938 (O.S.)

"Thanks for the memory
Of lingerie with lace, Pilsner by the case
And how I jumped the day you trumped my one-and-only ace
How lovely it was!
We said goodbye with a highball
Then I got as "high" as a steeple
But we were intelligent people
No tears, no fuss, Hooray! For us

So, thanks for the memory
And strictly entre-nous, darling how are you?
And how are all the little dreams that never did come true?
Aw'fully glad I met you, cheerio, and toodle-oo
And thank you so much."

The clock tower on the station is about to strike midnight as Scotty and Kaylee reach

INT. WELLS STREET STATION - TICKET COUNTER - NIGHT

SCOTTY

City of Los Angeles.

TICKET VENDER

How many?

SCOTTY

Three.

TICKET VENDER

That's \$45.

Scotty reaches into his jacket and removes some of the money he took. He hands the vender the amount and receives his tickets.

SCOTTY

Thank you.

TICKET VENDER

Better hurry, train's about to depart.

He glances over the print of the ticket. The last people arriving are coming off of their trains that just arrived and the last people catching the midnight train are coming in.

Scotty takes Kaylee's hand and looks around. He doesn't see Naomi anywhere. The crowd starts to thin out.

STATION ACCOUNCER
Last call, City of Los Angeles. Track 19.

He glances through the people again, she still isn't there. He studies the faces passing by, the business man, the debutante, and suddenly, in the crowd staring back at him, is Paul Diamond.

Scotty squeezes Kaylee's hand and starts to run for the train. Paul Diamond breaks towards them, pushing through the crowd.

Scotty runs and runs until he makes it to

INT. WELLS STREET STATION - TRACK 19 PLATFORM - NIGHT

The size of the "City of Los Angeles" train is astounding. It stretches on and on the length of the track as far as the eye can see. The final passengers get on.

Large support beams line the surrounding walls all the way up to the high vaulted ceiling. Large pillars also line the tracks holding the foundation together.

STATION ACCOUNCER Final call for "The City of Los Angeles". Now departing.

Scotty runs up and gets onto

INT. CITY OF LOS ANGELES TRAIN - REAR CAR - NIGHT

Scotty and Kaylee leap through the first door of the train. Scotty peeks out the door behind him.

INT. WELLS STREET STATION - TRACK 19 PLATFORM - NIGHT

Paul Diamond closes in on the platform, getting closer and closer to the train.

INT. CITY OF LOS ANGELES TRAIN - REAR CAR - NIGHT

Scotty grabs Kaylee and starts to run through the train.

He looks behind him as Paul Diamond chases them through the isles, knocking past people placing their luggage in the overhead compartments.

They run through the train, through the food cart, the quiet car, and the countless passenger cars.

Scotty and Kaylee hide in a compartment and watch as Paul Diamond dashes by.

Scotty and Kaylee wait for him to pass, then double back through the previous cars.

Paul Diamond reaches the last car. He looks around infuriated. He gets out of the train onto

INT. WELLS STREET STATION - TRACK 19 PLATFORM - NIGHT

Paul Diamond looks down the platform, there are a few stragglers remaining who are getting onto the train. The train doors close. The train horn bellows out and slowly departs down it's endless tracks.

Paul Diamond watches the faces in the window as they pass by him. The infinite train finally leaves Chicago behind it, leaving Paul Diamond alone on the platform. Twelve chimes from the clock tower ring as Paul Diamond turns and walks out.

RAY (V.O.)
"Night from a railroad car window
Is a great, dark, soft thing
Broken across with slashes of light."

Paul Diamond exits, leaving the station abandoned, except for

INT. WELLS STREET STATION - TRACK 19 - SUPPORT PILLAR

Scotty and Kaylee hiding behind a large support pillar. Scotty holds Kaylee close to him as she clutches his shirt, her head deep in his belly. She looks up at him. Scotty rubs her head and kisses it.

SCOTTY

Come on, baby.

Now where are we going?

SCOTTY

We have one more train to catch. The "Last Stop."

EXT. WELLS STREET STATION - RAINY NIGHT

Scotty and Kaylee walk back to Jimmy Cataldo's car.

INT. JIMMY CATALDO'S CAR - NIGHT

Scotty starts the engine and takes off.

INT. NAOMI'S APARTMENT

Paul Diamond breaks into Naomi's apartment again. She squirms in her chair. He unbinds her ties and she gets up to run.

She knocks the phonograph over as she runs to her bedroom, slamming the door behind her.

Paul Diamond takes out his gun and kicks down the door.

Naomi tries to get through the window to the fire escape. Paul Diamond fires a few slugs around her, scaring her and causing her to stumble.

PAUL DIAMOND

Where are you gonna run to? There's no where to go.

NAOMI

And aren't you the expert. You've been running your whole life, Pauly. Since the day you made yourself. Hiding behind your guns, running from the truth.

Paul Diamond holds up Scotty's pendant.

PAUL DIAMOND

Like the truth that your boy left without you. Ran like a scared kid, nothing but a coward.

NAOMI

No! Scotty wouldn't do that. He wouldn't leave me. You wouldn't understand. You couldn't.

PAUL DIAMOND

Truth always catches up with you sometime, there's no stopping it. You just enjoy the ride best you can 'till it does.

NAOMI

No, Pauly, you face the truth.

Naomi turns around and looks at Paul Diamond.

NAOMI (CONT'D)
You turn around and walk out of the shadows and into the lights. You face the music. That's the only way you'll stop running. That's the only way you'll be free. You're a phony. Always was and always will be.

PAUL DIAMOND

I own this town! I got where I am by taking what's mine. That's the only way you get anything around here ... by taking it with both hands! You don't sit around waiting for it to show up. That's how life passes you by. That's what separates the beggars from the kings.

Naomi walks towards him.

NAOMI

Well maybe you can take your fancy clothes and maybe you take your fancy women, but you can't ever take the one thing you need in this world.

She walks right up to him.

PAUL DIAMOND Oh yeah, honey, what's that?

NAOMI

Courage, Pauly. The courage to face the truth, to face your fears, to stand up and do the things no one else would. You mobsters are all the same, afraid to lose your power, scared to lose your grip, so you hide behind your guns. You're the one who'll be running all his life, running away from himself, from the truth. That's why you wouldn't understand us. Scotty wouldn't leave without me. Cause we have something real to hold onto, something you'll never have. We may be poor, we may be desperate, and this may be our last stop ...

Paul Diamond smiles.

NAOMI (CONT'D)
... but at least we'll have the one thing you'll never have. You'll never have the courage to face the lights. You'll always be the same scared, heartless little boy, the one without courage, without hope, without love.

 $$\operatorname{\textsc{PAUL}}$ DIAMOND Maybe, sweetheart, but I'm still the one with the qun.

Paul Diamond fires away. Naomi drops to the floor and dies.

EXT. "LAST STOP" DINER - RAINY NIGHT

Scotty and Kaylee pass by the diner. They see a few patrons through the window. The walk up to

EXT. "LAST STOP" DINER - PHONE BOOTH - RAINY NIGHT

Scotty pulls open the folding glass doors of the phone booth. Scotty and Kaylee both enter. Scotty pushes the door closed behind them and picks up the phone.

EXT. CHICAGO STREET - RAINY NIGHT TIME

Paul Diamond walks slowly down the street, mirroring his walk down the prison corridor from the prologue.

A double heartbeat echoes.

INT. PHONE BOOTH - RAINY NIGHT

Scotty puts money in , dials a number, and waits. The phone keeps ringing, but there's no answer. It continues ringing as

INT. NAOMI'S APARTMENT

Naomi's phone rings next to her dead motionless body. The wobbling spinning record on the broken phonograph finally comes to a silent rest.

EXT. "LAST STOP" DINER - PHONE BOOTH - NIGHT

The phone keeps ringing. Scotty starts to cry. He hangs up the phone, looks down at Kaylee, and then he puts his change back in and dials another number.

EXT. CHICAGO STREET - RAINY NIGHT TIME

Paul Diamond walks slowly down the street.

A double heartbeat echoes.

INT. PHONE BOOTH - RAINY NIGHT

CINDY

Hello?

SCOTTY Cindy ... it's Scotty.

CINDY

Scotty, hi. This is ... unexpected. Kind of late ... isn't it?

SCOTTY

Yeah, I didn't plan on calling you, it just sort of ... happened ... I guess ... I guess I just needed to hear a familiar voice.

CINDY

Is everything OK, you sound worried?

SCOTTY

I don't know, Cindy. Everything's not OK. Everything's wrong. I ...

CINDY

Scotty, what's going on?

SCOTTY

I failed him. I failed her.

CINDY

Failed who, what are you talking about Scott?

SCOTTY

I tried so hard not to make his mistakes. All I did was relive them, all the while dragging her through mine. Now I know why he left us, why he did it, why he killed himself.

CINDY

Scotty, your father, he didn't kill himself. God, I loved you so much, I couldn't bear living the lie. I just couldn't do it anymore. After I told them I wouldn't, they killed him. He was murdered, Scotty, I was trying to protect you. I'm so sorry, I ...

SCOTTY

... no, it's not your fault, Cindy. He died long before he was ever put behind those bars.

CINDY

Scotty, what's going on?

SCOTTY

I'm waiting for someone ... I'm leaving
... I guess ... I'm saying goodbye.

CINDY

Scotty, wait, you can't leave. I'm coming over, please, let me see you, let me see Kaylee. I want to come with you, where are you, are you home?

Scotty breaks down and cries. Kaylee hugs his leg tightly.

SCOTTY

I'm at the "Last Stop." I'm sorry Cindy, I have to go.

Scotty hangs up the phone and hesitates.

EXT. CHICAGO STREET - RAINY NIGHT TIME

Paul Diamond walks slowly down the street.

A double heartbeat echoes.

INT. PHONE BOOTH - RAINY NIGHT

Scotty picks up the phone again and makes a call.

INT. CINDY'S APARTMENT - NIGHT

Cindy grabs the coat Scotty gave her and runs out.

INT. PHONE BOOTH - RAINY NIGHT

MOTHER

Hello?

(Silence)
... Who's there ...?
Scotty, is that you?

SCOTTY

Yeah mah, it's me.

MOTHER

It's been so long, Scotty, where have you been.

SCOTTY

I'm so sorry.

MOTHER

You don't have to be sorry ...

SCOTTY

I should have never left.

MOTHER

It's OK, Scott, you're here now, and that's all that matters.

SCOTTY

What did you want, mom? What made you happy?

MOTHER

You made me happy, Scott.

SCOTTY

No, I mean when you were a kid, what did you always want to be, what did you always dream of?

MOTHER

I guess I always dreamed of becoming a famous singer. I loved performing. But then I met your father, and I can't imagine what my life would have been like without the two of you.

SCOTTY

You didn't have a choice when you had me. You sacrificed everything for me, mom. How did you give up everything for us?

MOTHER

Sometimes we don't have a choice, sweetheart.

(MORE)

MOTHER (CONT'D)
Your father used to say life had a funny way of working itself out like that. It usually worked itself out on you, rather than you working it out on life. Sometimes we have a choice, and we can grab it with both hands, but other times we do what we can with what we have. That's all life is, living with our choices, accepting the consequences, and hoping for the best. Sometimes life doesn't turn out as we planned, but that doesn't mean it's bad.

SCOTTY

I love you mom.

MOTHER

I love you too, Scotty. Come home.

SCOTTY

I wish more than anything that I could.

Scotty hangs up the phone. He tries calling Naomi again.

EXT. CHICAGO STREET - RAINY NIGHT TIME Cindy runs through the streets.

INT. PHONE BOOTH - RAINY NIGHT

Scotty stays still for a moment, then looks at Kaylee.

EXT. CHICAGO STREET - RAINY NIGHT TIME

Paul Diamond walks slowly down the street.

A double heartbeat echoes.

INT. PHONE BOOTH - RAINY NIGHT
Kaylee looks up and smiles at Scotty.

... Darkness and silence ...

INT. PHONE BOOTH - RAINY NIGHT Scotty smiles back at Kaylee.

FLASHBACK - INT. RAY'S PRISON CELL - 1935 Ray looks over to his cell gate. INT. PHONE BOOTH - RAINY NIGHT

CINDY (O.S.)

Scotty!

Scotty turns towards the familiar voice.

... Darkness and silence ...

FLASHBACK - INT. RAY'S PRISON CELL - 1935

Paul Diamond lifts his gun up and aims it at Ray.

... Darkness and silence ...

A loud gunshot pierces the silence, shattering the glass of

INT. PHONE BOOTH - RAINY NIGHT

Scotty slowly falls over as

FLASHBACK - INT. RAY'S PRISON CELL - 1935

Ray falls over, dropping his book and letters to the ground.

INT. PHONE BOOTH - RAINY NIGHT

Scotty, his tickets, his letters, and his gun lay scattered on the floor of the booth.

EXT. PHONE BOOTH - RAINY NIGHT

Cindy sees Paul Diamond holding a smoking gun.

Paul Diamond turns and walks off, fading into the night.

... Darkness and silence ...

INT. PHONE BOOTH - RAINY NIGHT

Kaylee shivers next to Scotty as he's hunched over in the corner. Blood and broken glass are everywhere.

Kaylee wraps her arms around his neck, clutching him closely.

KAYLEE

I'm scared, daddy.

Scotty tries to wrap his arms around her and hold her.

SCOTTY

I'm scared too, baby. It's OK to be scared. Get out of here Kaylee, don't come back ... don't ever come back.

KAYLEE

I'm so afraid.

SCOTTY

It's OK to be afraid. Just don't be afraid of dying, sweetheart, be afraid of never living. Follow your dreams Kaylee, reach out and take life into your own hands.

KAYLEE

I won't leave without you daddy, come with me.

SCOTTY

I'm sorry ... forgive me.

As Scotty dies, Kaylee picks up the gun, getting Scotty's blood on her hands.

EXT. PHONE BOOTH - RAINY NIGHT

Cindy approaches as people peer through the diner window. Cindy slowly approaches the phone booth.

She looks into the phone booth, taken back as she sees Scotty.

She reaches through the broken glass, trying to reach out to him. She brings her hands back. She unfolds the phone booth door.

Cindy looks over and sees Kaylee. Kaylee looks up at her.

CINDY

Hi there.

Kaylee doesn't say anything. Her whole body shakes as she lets out a barely audible whimper. Cindy takes off Scotty's coat and puts it around Kaylee. She picks up the envelope and opens it. She takes out the train tickets. She reads it.

CINDY (CONT'D)

City of Los Angeles.

She removes the letter addressed to Kaylee.

CINDY (CONT'D)

I think this is yours.

EXT. PHONE BOOTH - NIGHT TIME

Cindy and Kaylee start walking together.

INT. PHONE BOOTH - NIGHT

You can always tell when you're in a dream, cause in your dreams you don't feel the pain, it's always the pain that makes it real. They say before you die, your whole life flashes before your eyes. You follow the light at the end of the tunnel and embrace the radiant warmth just beyond the horizon. I realize now what kept everyone alive in this city. What kept them going from day to day, what kept my father alive in prison for so long. In the darkness of this nightmare it shined the brightest, and I looked right past it. It was hope. Hope of a better tomorrow. Hope that your dreams aren't hollow and that your faith isn't empty. Hope in love. It's the magic you hold in your heart and breathe through your fingertips to spark a flame in this darkness. A torch to light the way when you stray from your path, and a light to illuminate your dreams, the ones that were right in front of me the whole time, the ones so bright, they blinded me. My father told me that in hindsight, we see our mistakes as clear as the sun, just pray that when you realize them; it's not too late ...

TITLE OVER:

"Most of us go to our graves with our music still inside of us." ~ Unknown

EXT. CHICAGO STREET - NIGHT

Cindy and Kaylee walk through the streets of Chicago.

NEWS BROADCASTER (V.O.)
Early this morning, in an emergency congressional hearing called forth by President Roosevelt in response to the impeding war in Europe and last nights ensuing post-fight riots that have sprung across America, from Harlem, through Cleveland, to Chicago, Congress has voted, and passed, the Fair Labor Standards Act, implementing a minimum wage and ceasing oppressive child labor. This Act comes just three years after the passing of the National Labor Relations Act and the implementation of the National Labor Relations Board, solidifying the groundwork for a safe and formidable union foundation. Consequently, with newly acquired funds, the CIO has held its first convention, now under the new name of the Congress of Industrial Organizations, officially formalizing their split from the AFL.

(MORE)

NEWS BROADCASTER (V.O.) Subsequently, they have launched formal automotive unions in Cleveland as well as packinghouse unions in Chicago under the official institution of the United Packinghouse Workers of America. We now tune in to President Roosevelt from the white house.

PRESIDENT ROOSEVELT (V.O.) It is in desperate times when we have fallen, that we reach out with open hand to those who would clasp it and lift us back to our feet. The wisdom of the forefathers of this great nation is forever extended to us and always available should we choose to grasp it. And so it is with these same open hands, that I reach out to our past leaders, and the wisdom they have granted us, and I clasp it with both hands, and extend it to all of you, my brothers and sisters which I call family that share and sisters which I call family, that share this great nation of ours that we call home. The object of government is the welfare of the people. This country will not be a permanently good place for any of us to live in unless we make it a reasonably good place for all of us to live in. In a moment of decision the best thing you can do is the right thing. The worst thing you can do is nothing. It is hard to fail, but it is worse never to have tried to succeed. It is only through labor and painful effort, by grim energy and resolute courage, that we move on to better things. The only limit to our realization of tomorrow will be our doubts of today. Is America a weakling, to shrink from the work of the great world powers? No! The young giant of the West stands on a continent and clasps the crest of an ocean in either hand. Our nation, glorious in youth and strength, looks into the future with eager eyes and rejoices as a strong man to run a race. The test of our progress is not whether we add more to the abundance of those who have much; it is whether we provide enough for those who have too little. Should war touch these shores, the success of this nation will only be hoisted upon the shoulders of a safe and unified people. As it stands now, resources are supplied by fractured industry and manufactured by exploited workers. We once demanded that big business give the people a square deal, to allow us to move forward, unified, with strong and active faith. Me must make good on our promise. It will be difficult, for in the truest sense, freedom cannot be bestowed; it must be achieved. It is true of the Nation, as of the individual, that the greatest doer must also be a great dreamer. So I ask you all, for the future of our home, for the welfare of our family, keep your eyes on the stars, and your feet on the ground ...

Chicago gradually transforms to the 1950's.

OLDER KAYLEE (V.O.)
... A lot has happened since then, but not much has really changed.
(MORE)

OLDER KAYLEE (V.O.)
The unions were able to force better working conditions, but they were never allowed to halt production, not with war breaking out in Europe again. With increased demand, the industries flourished, lining the mob's pockets with gold. It was only after the war, without government dependence on mass production industry, that power quickly and fully shifted to the unions and the worker, and the mob finally lost their hold. But just as organized crime moved once from prohibition to large scale industry, they found a new opportunity they could control and reign with fear. So eventually, we said goodbye to Englewood Cliffs, and to Chicago, leaving the prison maze my father and his father tried so hard to get out of. Like the settlers who once followed their dreams across this nation, we chased the sun west.

INT. CHICAGO HOUSING DEVELOPEMENT - FALL 1951 - DAY

OLDER CINDY and OLDER KAYLEE, now 18, all grown up, stunningly beautiful and still carrying her stuffed animal horse, walk up the steps to the front door of an apartment. Autumn leaves cover the porch.

OLDER KAYLEE (V.O.)
I eventually got in touch with my grandmother, who longed to see her son after he left all those years ago. I told her who I was, and how on that tragic night, her son did all he could to follow in her footsteps, sacrificing everything he had to make sure I could have everything I ever dreamed of.

Older Kaylee knocks on the door.

OLDER KAYLEE (V.O.) (CONT'D) She said she would love to meet me.

OLDER MOTHER opens the door to meet Older Kaylee and Older Cindy.

INT. OLDER MOTHER'S HOUSE - FALL 1951 - DAY

Older Mother and Older Cindy look through some photos. A Billie Holiday song starts to play from Ray's old phonograph. Older Kaylee hugs Older Cindy and Older Mother, grabs her things and leaves. Older Cindy goes to the phone.

EXT. CHICAGO STREET - DAY - FALL 1951

Older Kaylee starts to walk through the rest of Chicago. It all transforms to the 1950's as she passes it.

OLDER KAYLEE (V.O.) While I was back, I looked over Chicago in a new light ...

EXT. CHICAGO MEAT PACKING DISTRICT - DAY - FALL 1951

OLDER KAYLEE (V.O.)
... visiting the old meat packing district ...

EXT. SCOTTY'S OLD APARTMENT COMPLEX - DAY - FALL 1951

OLDER KAYLEE (V.O.) ... my old neighborhood ...

EXT. SAVOY BALLROOM - DAY - FALL 1951

OLDER KAYLEE (V.O.)
... and the old Savoy Ballroom where my father fell in love all over again.

Older Kaylee stands outside the Savoy Ballroom, looking at the grand structure, and the lights surrounding "Billie Holiday" on the marquee.

OLDER KAYLEE (V.O.) (CONT'D) I realized this was where I belonged.

Older Kaylee goes around back to

EXT. SAVOY BALLROOM - SIDE ENTRANCE - 1958 - FALL DAY

Older Kaylee walks up to the DOORMAN. He takes one look at her and lets her walk right past him.

INT. SAVOY BALLROOM - SIDE ENTRANCE - 1951

Older Kaylee brushes her fingers against the red brick wall as she walks through the dark hallway. Smoke lines the top, and in front is a dark curtain with light creeping through. We hear Billie Holiday on the other side of the curtain.

OLDER KAYLEE (V.O.)
My father was born and raised in Chicago.
He did his best to get by through the
depression, eventually falling in love and
raising a family. He worked hard to put
food on the table and support the people
he loved. He dreamt of the good life
somewhere far away from here that you
always see in the theatres.

INT. SAVOY BALLROOM - BACK ROOM - 1951

OLDER SWEET LOU talks on the phone at the bar. He hangs it up and whispers to the BARTENDER. The Bartender starts mixing a drink as Older Sweet Lou makes his way back to the center table.

OLDER PAUL DIAMOND and Older Sweet Lou sit across from each other while a BIG IRISH MAN and SMALL IRISH MAN sit across from each other as well.

The Small Irish Man on Older Paul Diamond's left mouths "Fifteen." Older Sweet Lou mouths "Pass". The Big Irish Man to Paul Diamond's right mouths "Pass." Older Paul Diamond mouths the word "Diamonds."

INT. SAVOY BALLROOM - MAIN DANCE FLOOR - 1951

Older Kaylee moves through the dance floor as couples twirl around her. Nothing has changed at the Savoy.

OLDER KAYLEE (V.O.)
My father used to write me letters. He told me of the advice he had from his father and how they desperately tried to navigate this prison maze of life. But life wasn't a maze.

INT. SAVOY BALLROOM - BACK ROOM -1951

The Large Irish Man holds a 5 from each suit and the King of Diamonds. Older Paul Diamond takes the center cards, then picks up the deck and then deals out the rest, giving the large Irish man the Ace of Hearts, and deals himself from the bottom of the deck to give himself the Ace of Diamonds.

Older Paul Diamond leads out with the Jack of Diamonds. Everyone follows suit. Older Paul Diamond takes the next 2 tricks and then throws the Ace of Diamonds.

The Big Irish Man throws his 5 of Diamonds, and then leads out with the King of Diamonds to win the game.

INT. SAVOY BALLROOM - STAIRCASE TO BACK ROOM - 1951

Older Kaylee walks up the stairs leading to the back room.

OLDER KAYLEE (V.O.)
It was a blinding labyrinth where all you had to do was turn your back and walk out the way you came, right back to where you started. You could do it whenever you wanted. All you lost was time.

INT. SAVOY BALLROOM - BACK ROOM - 1951

Older Paul Diamond storms out of his chair and takes out his gun. The rest of the men follow suit, resulting in a Mexican stand-off.

OLDER KAYLEE (V.O.)
By the time I came back to Chicago, the once feuding mobs had formed a shaky alliance, running a weapons and drug trade, a new cancer to stain our city. The first Chicago gang wars tore our home apart from the inside, we wouldn't survive another one.

SWEET LOU (In Italian)
Murderous assassin, you even put your own
family in jeopardy.

INT. SAVOY BALLROOM - OUTSIDE BACK ROOM - 1951
Older Kaylee pulls back the curtains and steps into

INT. SAVOY BALLROOM - BACK ROOM -1951

Older Kaylee walks right into the back room as the Mexican standoff occurs.

The men look back and forth to each other.

OLDER KAYLEE (V.O.)

My father once thought he failed, but I know better now. He didn't fail. He just lived his life, doing what he thought had to be done, and in time, I'm sure he would've realized that that's all that was needed. He had the courage to face the lights, to take life into his own two hands, and do the things no one else would; he'll always be a hero to me. We blind ourselves with daydreams of far away lands where life is nothing but a sunlit morning on the meadows. We all get a little sidetracked sometimes. Sometimes hope wears thin and dreams are few and far between. It's not hard to stray from your path. Chicago's a big city, it's easy for someone to get lost. At first you don't want to be found, but before you know it, you open your eyes one day and look around, and you realize you've lost yourself, and try as you might, you just can't seem to find your way back home.

Older Sweet Lou eyes Older Paul Diamond with anger. Older Paul Diamond has a smile on his face. The lights from the ballroom are behind Kaylee and she stands in the doorway as a dark silhouette.

OLDER KAYLEE (V.O.) (CONT'D) Life consists not in the cards you're dealt, but how you play them. Cause' ...

OLDER KAYLEE (CONT'D)
... sometimes you don't choose life, life chooses you.

Older Paul Diamond hears Older Kaylee's voice from the doorway and turns to face her.

OLDER PAUL DIAMOND Life has a funny way of working itself out like that.

Kaylee moves into the lights of the room, holding the stuffed animal in front of her.

OLDER KAYLEE (V.O.) It usually works itself out on you rather than you working it out on life.

In silence, Kaylee removes a gun from inside the stuffed animal and throws the stuffed animal at Older Paul Diamond.

OLDER KAYLEE (V.O.) (CONT'D) You can't sit idly by hoping for the sun to shine on you, illuminating your dreams. You have to be ready to grasp them yourself. That's what seperates the beggers from the kings. True heroes take their dreams into their own two hands, and in this city, faith is nothing but a 6 shot revolver, and hope is praying the chamber's always loaded.

She cocks the hammer and squeezes the trigger. Just as the hammer drops,

FLASHBACK - EXT. PHONE BOOTH - NIGHT

The hammer drops on Paul Diamond's gun. We follow the bullet through the glass of the phone booth as

INT. SAVOY BALLROOM - BACK ROOM - 1951

The bullet from Kaylee's gun pierces through the still mid-air stuffed animal. Older Sweet Lou fires and kills both Irish Men as Kaylee's bullet pierces Older Paul Diamond's Heart.

Kaylee slowly approaches the table.

OLDER KAYLEE (V.O.)
I once made it as far as Hollywood, but underneath it all Hollywood wasn't much different from Chicago, just a whole lot lonelier. W.C.

(MORE)

OLDER KAYLEE (V.O.)
Fields once said "Hollywood is the gold cap on a tooth that should have been pulled out years ago." And when asked what he wanted his epitaph to read, he said "on the whole, I'd rather be in Philadelphia." Maybe all our dreams shine brighter in the shadows of our mind.

Older Kaylee looks down at Older Paul Diamond's bleeding body. Older Paul Diamond looks up at Older Kaylee, then over to Older Sweet Lou.

OLDER PAUL DIAMOND Lou ... we're family.

OLDER SWEET LOU Family's not bound by blood.

Older Paul Diamond looks back to Older Kaylee.

OLDER KAYLEE
This may have been your city ...
but this is my home.

Older Kaylee fires a bullet through the King of Diamonds that has fallen on Older Paul Diamond, killing him.

Older Sweet Lou nods to Older Kaylee as she walks out.

OLDER KAYLEE (V.O.) (CONT'D) Everywhere you go is the same. From a distance, it's marvelous shine always glistens, but after time, you realize it's just like the place you left. The only difference is how hard they try to cover it up, and how well you try to make the best of it. You live with your choices and accept the consequences, that's all life is.

INT. SAVOY BALLROOM - MAIN DANCE FLOOR - 1951

Older Kaylee walks back through the Savoy Ballroom and stops to look around.

OLDER KAYLEE (V.O.) Something my father told me keeps playing in my head, like a record that won't stop spinning. "To dream of distant lands far away from this darkness is foolish, to follow that dream is blind ambition, but if you reach that dream, well, that's salvation." But he was wrong; to realize you're living the dream ... that was salvation.

INT. SAVOY BALLROOM - BACK ROOM - 1951

Older Paul Diamond's dead motionless body looks up.

OLDER KAYLEE (V.O.)

I've realized that no matter where you wind up, no matter where you lay your head, you'll always see the beggar looking up ...

INT. SAVOY BALLROOM - MAIN DANCE FLOOR - 1951 Billie Holiday looks down from the stage.

OLDER KAYLEE (V.O.)
... always see the king looking down ...

EXT. SAVOY BALLROOM - FALL / WINTER 1951 - DAY

Without ever turning back to the Savoy, Older Kaylee pauses across the street and looks up at the sun in the sky.

OLDER KAYLEE (V.O.) ... and always see the dreamer looking out.

Older Kaylee continues on as it begins to snow.

INT. SAVOY BALLROOM - MAIN BALLROOM - 1951
People dance to Billie Holiday.

OLDER KAYLEE (V.O.) Everywhere you go is the same thing, the same old story; people working hard, falling in love harder, and dancing the night away the hardest.

EXT. CHICAGO STREET - WINTER 1951 - DAY

Kaylee walks through the familiar streets of Chicago, passing

EXT. MICKEY'S NEWS STAND - WINTER 1951 - DAY

Older Kaylee stops at Mickey's News Stand. She glances at a newspaper with a headline about a new mayor promising a crackdown on organized crime.

Mickey and his newsstand slowly disappear, transforming into a flower vender. Kaylee purchases a single red rose and continues on.

OLDER KAYLEE (V.O.)
Chicago is just like every other city,
only here we never tried to hide it.
Your life and your home may not have been
what you expected them to be, but that
didn't mean they were bad.

EXT. OUTSIDE THEATER - WINTER 1951 - DAY

Older Kaylee passes by the old theatre as the marquee transforms from "The Big Broadcast of 1938" and "Room Service" to "A Place in the Sun" and "A Streetcar Named Desire."

OLDER KAYLEE (V.O.)
Here we never lied to ourselves, or
pretended life was something it wasn't.

Kaylee continues on and reaches

EXT. PHONE BOOTH - WINTER 1951 - DAY

Kaylee stands at the phone booth, dropping the red rose in the white snow.

OLDER KAYLEE
You once told me to never leave someone
without saying goodbye, you might just never
see them again. Well I'm back home now,
daddy, and we'll never have to say goodbye
again.

Through the reflection of the phone booth glass, we see Older Kaylee enter the "Last Stop" Diner.

Through the mirrored reflection, the train shaped diner now faces back East, towards Chicago. The sun shines onto the rose, causing it's color to bleed through and melt the white snow.

Older Kaylee puts a song on the jukebox and sits down at a window table, joining Older Cindy and Older Mother. A WAITRESS approaches with three drinks. Older Kaylee, Older Cindy, and Older Mother toast their malts.

OLDER KAYLEE (V.O.) (CONT'D) While the rest of America rallied behind a president, or a heavyweight fighter, and even a horse, here, we never covered the truth; we met it head on, because here in Chicago, we didn't lose ourselves in daydreams. We laughed the stormy, husky, brawling laughter of Youth, half-naked, sweating, proud to be hog butcher, tool maker, stacker of wheat, player with railroads and freight handler to the nation. 'Cause life will always give you a heavy load to carry; maybe in Chicago it was more than most, but we were a family, with lifted head singing so proud to be alive and coarse and strong and cunning, because together our hearts could always find a way to bear it ... I guess that's why we called it the City of the Big Shoulders ... I guess that's why we called it home.

SCOTTY (V.O.)
And if you don't take your life into your own two hands, one day, before you know it, it could all slip through your fingers.

INT. GRAND CATHEDRAL - MAIN HALL - DAY

People pray inside a magnificent cathedral. They fill the lined pews in silence, fingers laced in prayer.

SCOTTY (V.O.)
It's about time someone stood up and did something. My father taught me that. This is our home. Our whole lives are here.

OLDER KAYLEE (V.O.) SCOTTY (V.O.) How can I just walk away? How can I just walk away?

INT. GRAND CATHEDRAL - CONFESSION CHAMBER - DAY

PRIEST'S APPRENTICE
You'd sacrifice everything for your cause,
for these people you hardly know?

OLDER KAYLEE
These people are my family. This city is my home.

PRIEST'S APPRENTICE Have you truly lost your faith?

Older Kaylee holds up her gun.

OLDER KAYLEE
No, it's right here, you're looking at it.

PRIEST'S APPRENTICE
The Lord knows I agree with you, but I cannot just bless you on a journey of blood and vengeance.

OLDER KAYLEE
I do not seek your blessing, Father.

PRIEST'S APPRENTICE
Then what is it that you seek from me,
my dear?

OLDER KAYLEE Just one thing.

OLDER KAYLEE (CONT'D) Father?

YOUNG KAYLEE (V.O.) Daddy?

PRIEST'S APPRENTICE Yes my child?

SCOTTY (V.O.)
Yes sweetheart?

We hear the hammer of two guns cocked.

OLDER KAYLEE (CONT'D)

... Forgive me.

Older Kaylee leaves the confession chamber and walks down the isle of the cathedral with guns drawn at her sides.

RAY (V.O.)
"Mamie beat her head against the bars of a little Indiana town and dreamed of romance and big things off

somewhere the way the railroad trains all ran.

She could see the smoke of the engines get lost down where the streaks of steel flashed in the sun and when the newspapers came in on the morning mail she knew there was a big Chicago far off, where all the trains ran.

She got tired of the barber shop boys and the post office chatter and the church gossip and the old pieces the band played on the fourth of July and Decoration Day

And sobbed at her fate and beat her head against the bars and was going to kill herself."

EXT. GRAND CATHEDRAL

Older Kaylee walks down the steps outside of the cathedral.

RAY (V.O.)

"When the thought came to her that if she was going to die she might as well die struggling for a clutch of romance among the streets of Chicago."

FADE TO BLACK

TITLE OVER:

"Musicians don't retire; they stop when there's no more music in them." ~ Louis Armstrong

> "Written by Jonathan Martin in loving memory of Scott Fasteau"

Kenny Wayne Shepherd's "Believe" continues through the credits.