
I SHALL BE RELEASED

By
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BLACK SCREEN:

SUPER:

"In loving memory of Richard Manuel, Stan Szelest, Rick Danko, Richard Bell, Levon Helm, and Al Pierser."

LEVON (V.O.)
Ain't no more cane on the Brazos. Oooh.

FADE IN:

INT. WAITING ROOM, CANCER CENTER - DAY

LEVON HELM (57) shifts his weary body as he tries to stay comfortable in the stiff hospital chair.

His eyes are closed as he listens to the music coming from his tiny cassette player headphones.

LEVON (V.O.)
*It's all been ground down to molasses.
Oooh.*

SUPER: "SLOAN KETTERING CANCER CENTER"

Levon DRUMS HIS FINGERS along to the beat of the song.

LEVON (V.O.)
*Go down Old Hannah, don'cha rise no more.
Oooh.*

A PRETTY NURSE steps into the waiting room and looks around. When she sees Levon she approaches him, then takes a moment to compose herself. Finally she taps him on the shoulder.

PRETTY NURSE
Mister Helm?

LEVON (V.O.)
*Don't you rise up til Judgment Day's for
sure. Oooh.*

PRETTY NURSE (V.O.)
Excuse me... Mister Helm?

As if coming out of a dream, Levon slowly opens his eyes, then slips the headphones off his head.

He speaks with a deep rasp to his voice.

LEVON
Yeah?

PRETTY NURSE
He's ready to see you now.

She extends her hand out to him... and he takes it.

INT. ONCOLOGIST'S OFFICE, CANCER CENTER - DAY

Across the desk sits an ONCOLOGIST, who keeps a steady gaze on Levon until he hesitantly makes eye contact.

ONCOLOGIST
Did you hear what I said?

LEVON
Will the chemo help my voice?

ONCOLOGIST
I can't say... I'm optimistic about your chances, but the damage already done to your voice box might be beyond repair.

LEVON
So it's never gonna get any better?

ONCOLOGIST
I would never say never.

LEVON
And singing? What about that? Would I still be able to sing again?

A long moment of silence passes between them.

INT. HALLWAY, CANCER CENTER - DAY

Levon stops at a fountain and takes a cool drink of water.

INT. BATHROOM, CANCER CENTER - DAY

Levon passes the urinals and enters the stall. He shuts the door, locks it, and sits without pulling his pants down.

He puts his head in his hands and slowly runs them across his face. Tears well up in his eyes.

INT. RECORDING BOOTH, SOUND STUDIO - DAY

Levon sits with his eyes closed as he listens to large headphones. A mandolin rests on his lap. The booth is filled with music equipment. A mirrored window reflects everything.

LEVON (V.O.)
Ain't no more cane on the Brazos. Oooh.

LEVON
Bring it back to the beginning.

He opens his eyes and takes the headphones off.

LEVON (CONT'D)
Can you bring it back to the very
beginning?

Setting his mandolin aside, Levon rises up from his stool and pushes into the

SOUND ROOM

where he finds the SOUND GUY browsing a website on laptop.

LEVON
Hey, can't you hear me in there?

SOUND GUY
Have you seen these reviews for that show
you done back in Huntington last week?

Levon bites his lip and shifts uncomfortably.

SOUND GUY (CONT'D)
Were you sick or something?

For a moment, Levon can't find the words.

LEVON
It's called gettin' old... I may not feel
like a hundred bucks every night, but I
won't let a little sore throat stop me
from putting on a show... Now can we get
back to it?

SOUND GUY
Oh yeah, sorry.

CUT TO:

Levon returns to his seat and picks up his mandolin.

LEVON
Come in right after the opening chorus.

The music begins and he starts to play.

LEVON (CONT'D)
You shoulda been on the river in --

But Levon coughs and stops playing.

SOUND GUY
Are you ok?

Levon waves him off and takes a sip of water.

SOUND GUY (CONT'D)
Alright, starting over.

He regains his composure and begins to play again.

LEVON
*You shoulda been on the river in nineteen
and ten. Oooh. They were driving the
women just like they drove the men. Oo --*

Levon coughs uncontrollably. He drops his mandolin onto the floor and the Sound Guy rushes in to help.

EXT. BACK PORCH, LEVON'S NEW HOUSE - NIGHT

Levon sits on the step and steadies his mandolin. But when he holds the pick up to the strings, ready to start, he pauses.

His fingers are shaking.

LEVON
You can do this...

He strums a few chords on the mandolin.

LEVON (CONT'D)
*When I get off of this mountain, you know
where I want to go? Straight down the
Mississippi river to the Gulf --*

Levon coughs and coughs. In a fit of frustration he stands up and THROWS his mandolin out onto the grass.

He catches his breath as he stares out at his front yard...

then finally sits back down on the step. Defeated.

INT. LIVING ROOM, LEVON'S NEW HOUSE - NIGHT

Levon clutches the phone against his ear as he speaks with CARMINE, his friend and physician.

LEVON
Carmine... I don't think you understand --

CARMINE (V.O.)

-- No, you don't understand! I know you want to keep looking for signs of improvement --

LEVON

-- But I can't just stop. I need --

CARMINE (V.O.)

-- What you *need* is to listen to your doctor! If you want to play, play! But from now on you have to rest your voice as much as possible, or you won't have a voice left to rest.

EXT. BACK PORCH, LEVON'S NEW HOUSE - NIGHT

Levon walks out onto the grass and retrieves his mandolin.

INT. BASEMENT, LEVON'S NEW HOUSE - NIGHT

With his mandolin in hand, Levon cautiously makes his way down the steps into the sparsely decorated basement.

He sits down on the couch and wipes the grass away from the mandolin's strings. A few strums proves it's out of tune.

He fiddles with it and brings it into tune... when an old cardboard box in the corner draws his attention.

Levon pulls the box over and opens it up. It's filled with cassette tapes, half of which are blackened with fire damage.

He pulls out a cassette and examines its warped, burnt cover.

Its label is unreadable, aside from the numbers 1992.

He removes the tape, pops it in his stereo, and presses play.

On the stereo: *The Band's playing "If I Lose."*

Levon follows along with his stereo on the mandolin.

But halfway into the song... The accordion stops!

GARTH (OVER THE STEREO)

Stan, are you ok?

The music suddenly cuts out completely.

Levon looks to his stereo, totally shocked at what he's hearing. He drops his mandolin and fumbles to turn it off.

GARTH (OVER THE STEREO)
Oh my God! Stan! Stan!

LEVON (OVER THE STEREO)
I think he's having a heart attack!

And by the time Levon's clicked off the power, tears have flooded his eyes.

Overcome with emotion, he leans against the wall and cries.

INT. BEDROOM, LEVON'S NEW HOUSE - NIGHT

Levon tiptoes into the room, careful not to wake his sleeping wife Sandy, and climbs into bed. He closes his eyes...

And dreams...

FLASHBACK

INT. BEDROOM, LEVON'S OLD HOUSE - NIGHT

Levon lies asleep in bed beside Sandy.

JD (O.S.)
 Fire! Fire!

He startles from bed, wakes Sandy, and rushes to the door. He opens it to thick black smoke that pours into the room.

Levon grabs Sandy's arm and leads her out into the hallway.

EXT. LEVON'S OLD HOUSE, WOODSTOCK - NIGHT

Levon's father JD, kneels beside Sandy as she sits coughing in the field. Levon stands near them, silently watching his house burn to ash in a roaring blaze of fire and smoke.

END FLASHBACK

INT. BEDROOM, LEVON'S NEW HOUSE - NIGHT

Levon wakes up with a gasp. He flicks on the light and looks around. Everything is just the way he left it.

Sandy rolls over in bed and covers her face with a pillow.

SANDY
 Come on... I'm trying to sleep.

He shuts the light and lies there, eyes open. Wide awake.

INT. CHEMOTHERAPY LOUNGE, CANCER CENTER - DAY

Levon leans back in his chair and watches the Pretty Nurse as she prepares the chemo IV drip. She takes an alcohol pad and wipes it over his arm. The needle is just inches away.

LITTLE GIRL (O.S.)
Don't worry.

He turns and makes eye contact with a LITTLE GIRL (8) receiving chemo in the chair beside him.

Her mother lies asleep beside her.

LEVON
What's that?

LITTLE GIRL
The needle only hurts for a little while.
You don't have to be afraid.

They share a smile and she turns away. Levon closes his eyes.

The sounds of back stage at the Ed Sullivan Theater slowly grow louder and come into focus...

FADE TO:

INT. DRESSING ROOM, BACK STAGE ED SULLIVAN THEATER - DAY

The members of The Band: Levon (29), RICK DANKO (27), ROBBIE ROBERTSON (26), RICHARD MANUEL (26), and GARTH HUDSON (32), sit in chairs as they get ready for the show.

SUPER: "NEW YORK CITY - 1969"

Much like buzzards, ATTENDANTS and MAKEUP ARTISTS hover around them, powdering their faces, brushing dust from their jackets, and refreshing their glasses of water.

Everyone's enjoying themselves, but Richard seems annoyed.

GARTH
Hey, could I get some lemon for this?

MAKEUP ARTIST
Stay still.

RICHARD
I said it's fine the way it is!

RICK
I feel like I'm at a resort.

ROBBIE

You better get used to it. After tonight, everybody's gonna know our names.

RICHARD

Everyone already knows who we are.

ROBBIE

Come on, Richard. *Everyone?* Really?

RICHARD

Everyone who matters.

ROBBIE

Well not like this. This is television, Richard. This is *real* fame.

PRETTY ATTENDANT

Can I get you something else Mister Manuel? You haven't touched your water. Some tea perhaps? Maybe some coffee?

RICHARD

This is fucking bullshit is what this is.

Richard stands up, pushes past her, and exits the room.

Robbie throws Levon a concerned look.

LEVON

Don't worry. I'll go talk to him.

INT. BACKSTAGE, ED SULLIVAN THEATER - DAY

Richard silently looks out at the stage for the show. Their instruments sit on top of a wooden plank platform.

Large rope nets are cast over the piano, organ, and other parts of the stage giving it a rustic old western feel.

He struggles with a tangled knot of wires when Levon approaches and comes to a stop beside him.

Richard tugs at the knot in frustration.

RICHARD

We need to shake this image.

LEVON

Yeah. It doesn't exactly scream Canada.

Levon reaches for the knot, but Richard pulls away and the wire tugs at a speaker that comes crashing to the floor.

RICHARD

Why are we even here? Huh? What is this supposed to fucking accomplish?

A few STAGEHANDS take notice. Levon's demeanor softens.

LEVON

We need this Richard. This is a big moment for us.

RICHARD

It's a publicity stunt! And worse than that, it cheapens us. It cheapens us, and it turns us into a fucking joke.

Richard tosses the knot to the floor and turns away.

LEVON

Richard I love you, but you're wrong. Look at Woodstock.

Levon circles him and looks into his eyes.

LEVON (CONT'D)

That concert introduced us to the scene in a way that touring with Hawk and Dylan never could. Not as someone else's back up band, but as individuals, with our own name, and our own sound...

He puts his hands on Richard's shoulders.

LEVON (CONT'D)

But this show, Richard... This is gonna introduce us to the *world*.

RICHARD

Yeah, as the wrong fucking thing.

He takes a piece of rope netting and tosses it aside.

RICHARD (CONT'D)

You call this who we are? Is *that* how you wanna be remembered?

LEVON

It doesn't matter how they see us. It matters that they'll know our names.

Richard is stunned.

RICHARD

How could you fucking say that? You sound just like Robbie. Doesn't the way you're perceived even mean anything to you? Because it does to me.

LEVON

Of course, Richard. Of course it does... Look... When they find out who we are, and the world comes a knockin' at *our* door, *then* you'll get that chance to show them who you are. On your terms, and under your roof. But *first* we've gotta let em know we're out there, ready, and waitin' for em. And this show's the stage for us to do it on.

His words are getting through. Richard's somewhat disarmed.

LEVON (CONT'D)

Now are you with me on this? Because I can't do it without you. None of us can.

Richard shifts his stance and sighs.

RICHARD

I...

Rick rushes forward and hops between them.

RICK

Hey! Do you think the Hawk'll be watching tonight?

Levon nervously awaits Richard's response, who simply grins.

RICHARD

He will be if he likes good music.

RICK

Well let's go give it to them!

CUT TO:

INT. BACKSTAGE, ED SULLIVAN THEATER - DAY

The sound of the show in progress can be heard.

Each of the Band members stand just off stage shifting anxiously. Rick is clearly nervous. His earlier bravado gone.

ED SULLIVAN (O.S.)
I'd like to introduce The Band! So let's
have a fine welcome for them.

Robbie faces the others, but makes eye contact with Richard.

ROBBIE
(to Richard)
Don't fuck this up guys.

Robbie turns away. Richard mutters a curse under his breath,
and Levon pats him on the shoulder.

The Band makes their way onto

THE STAGE

where Robbie stands himself in front and readies his guitar.

Levon starts up the drums and sings his heart out as The Band
plays "Up On Cripple Creek."

Rick stands beside Robbie quietly playing his bass. Richard
sings sweetly into the microphone from behind his piano,
while Garth plays the organ, visibly shy about being on TV.

They finish their song to applause from the audience.

ED SULLIVAN
Come on up here boys.

They all rush over to shake hands with ED.

ED SULLIVAN (CONT'D)
I want to call out your names and you
raise your hand when I call them. Robbie
Robertson, which one is Robbie Robertson?
Garth Hudson, Rick Danko, Rick Danko's
over here. Richard Manuel. And what is
that Levon or Livon?

RICHARD
Levon.

LEVON
Levon.

ED SULLIVAN
Levon Helm. Originally came from upstate
New York. Cold weather drove them to San
Francisco, where they made their first
major public appearance at San
Francisco's, uh, Winterland.

(MORE)

ED SULLIVAN (CONT'D)

So let's have a wonderful hand. I want to tell you how delighted we are that you're on the show.

FADE TO:

EXT. RICHARD'S HOUSE, WOODSTOCK - DAY

Levon sits at a patio table across from a wiry TIMES JOURNALIST who scrawls at his note pad.

TIMES JOURNALIST

You must feel a great sense of accomplishment, having come such a long way from your humble beginnings.

LEVON

I know I've said it before, but when you're raised on an Arkansas cotton farm, the only break you get, right on through to Autumn is the fourth of July. I learned pretty fast that the only way to get off that tractor and out of the stinking heat was with a guitar. Music's been right there with me since the very beginning. As long as I'm making music, performing, I'll feel accomplished.

CUT TO:

Richard sits across from the Journalist now. He refills his glass from a bottle of Grand Marnier while Levon smokes a cigarette and paces along the side of the house.

TIMES JOURNALIST

I want you to listen to some of these reviews... The closest thing to a perfect rock group we have. Vogue. So overwhelmingly good, so perfect together, so obviously one of the most important groups on the scene today. Chicago Tribune... The Tampa Times simply says, The Band is life.

RICHARD

Now that's pretentious.

Levon tosses his cigarette away and sits back down.

TIMES JOURNALIST

Just years ago you had played for a paltry two dollars a night. Robbie tells me that at times you didn't even have money enough to eat.

(MORE)

TIMES JOURNALIST (CONT'D)

Now your newest LP has sold nearly a million copies. How do you see your sudden rise to fame influencing your future as a group?

LEVON

It's always been about the music for us. For years we coped with being known as sidemen, and when we went off on our own, we struggled with making a name for ourselves.

RICHARD

We were tired of being ranksters.

LEVON

The way I see it, this fame gives us a stage to sing our music on, and the money gives us the opportunity to do it without working ourselves to the bone. None of us wants to end up with that feeling where making music is getting up and going to work. It's supposed to be what we love and not a just another responsibility.

TIMES JOURNALIST

Levon, let me get your response to this: A Rolling Stone review claims that "*Levon Helm is the only drummer that can make you cry.*"

Levon laughs nervously.

EXT. / INT. LEVON'S CORVETTE, STREETS OF GLENFORD - DAY

Levon speeds his gold Corvette down the road.

He delicately balances a joint in his mouth as he drums along to the beat of the radio on the steering wheel.

EXT. GARTH'S HOUSE, GLENFORD - DAY

Outside the house it's peaceful and quiet... Up until

Levon's Corvette ZIPS into the driveway and sounds its horn in two long HONKS.

Garth soon rushes out and gets into the car.

INT. LEVON'S CORVETTE - DAY

Garth opens a box of raisins and lowers the radio.

GARTH
I've got that new copy of Architectural
Graphic Standards I wanted to give you.

LEVON
Great.

GARTH
And what's with you moving anyhow? You
could have bought a lot of land here.
What? You can't stand me as a neighbor or
somethin'?

LEVON
It's not that.

GARTH
Then what is it, then?

LEVON
I just think I can do a lot better with
the land I got at Woodstock.

GARTH
Woodsto--? Come on, Levon. You can do a
lot with land anywhere, if you ask me.
And just so you know if we don't find any
water on that property of yours, gonna be
no use building on it that's for sure.

LEVON
It's not about the land, Garth... It's
the community. There's just something
about that place that makes me want to
settle down, build a home. Plant my
roots. I don't know what it is. I only
know it's the place for me.

GARTH
It's a township Levon... Not a cult.

EXT. LEVON'S LAND, WOODSTOCK - DAY

Levon and Garth stand outside the car as they look over the
empty land. Levon proudly lights a cigarette. Garth sighs.

GARTH
We don't have much time before he gets
here. We better hurry.

Garth reaches into the window of the car, and pulls out a long green dowsing switch shaped like hedge cutters.

CUT TO:

Levon walks alongside Garth, who's got both hands on the dowsing switch, searching for water.

LEVON

But don't you think a LIVE record's taking it too far? I want to know the sound's right, the levels are perfect, that our timing is really on point man!

GARTH

Two ninety nine. Three hundred.

Garth makes a sharp left turn. Levon follows.

LEVON

Plus, I don't know if we have enough material, or if we'll even be ready by then! Richard's barely taken an interest in the writing. And really, it seems like Robbie's show, if you know what I mean.

GARTH

It's no big thing. I didn't write the lyrics to Chest Fever, but I made it rock. So Richard won't write! Maybe he'll write the next album. The collaboration's there Lee, and so is the credit.

LEVON

When's the last time you actually looked at the credits? Garth, you know that you and Rick are uncredited right?

Garth stops dead in his tracks. Levon waits for a response.

GARTH

Dig here.

CUT TO:

Garth and Levon stand beside an OLD WELL DIGGER operating a drill rig. He shakes his head and wipes sweat from his brow.

OLD WELL DIGGER

We ain't hitting anything. This is a bad spot. Already down a hundred feet.

GARTH

Keep going. It's there.

OLD WELL DIGGER

I don't know mister. I wouldn't put too much faith in that hillbilly nonsense. Knowing where to dig is all science.

GARTH

So is dowsing.

OLD WELL DIGGER

Well, dowsing ain't *my* science.

The drill goes deeper... and deeper...

Levon lights a cigarette in suspense...

The Old Well Digger turns the machine off with a smug smile.

OLD WELL DIGGER (CONT'D)

And that makes two hundred. No point in going any deeper. I told you folks. If you want to try again we --

GARTH

-- Keep going.

OLD WELL DIGGER

Look here! I didn't come all the way --

GARTH

-- I said, keep drilling!

The Old Well Digger looks to Levon for an ally in the argument... but Levon just shakes his head and smiles.

With a groan of dissatisfaction, the Old Well Digger turns the machine back on and guides the drill deeper.

WOOSH! A STREAM OF WATER SPRAYS up and out of the well!

Levon and Garth celebrate amidst the Digger's disbelief.

LEVON

Yeah! All right!

OLD WELL DIGGER

Sixty gallons a minute...

LEVON

Wow.

GARTH
That's almost an artesian Lee.

Levon wets his face and hair in the spray of well water, then proudly looks out upon his property.

INT. KITCHEN, RICK'S HOUSE - NIGHT

Levon and Garth enter the kitchen.

Richard and Robbie sit at the table eating ice cream, while Rick plays "Strawberry Wine" on guitar and hums the lyrics.

RICK
Lee, sit down. We need you.

LEVON
So where you at?

RICK
It's just not quite there. Play it again.

Rick hands Levon a mandolin.

Levon pulls out a seat from the table and starts playing.

LEVON
*I would try my finger and I would try my
hand. At any fool game in this man's
land. But don't you talk about this-a
friend of mine. I ain't never been let
down and you'd be waistin' time.*

INT. LIVING ROOM, RICK'S HOUSE - NIGHT

Levon sits on the couch playing mandolin while Rick smokes a joint beside him, watching every move he makes.

Garth accompanies Levon on the accordion.

Richard sits isolated in the corner drinking straight from a bottle of Grand Marnier.

LEVON
*I would scratch and steal. I would maim a
man. I would even run the bounty across
the other county. So don't you talk about
this here friend of mine. I gave it all
of my money, but it makes me feel fine.*

Robbie walks in from the kitchen with pages of sheet music and tries to show them to Richard, who wants no part of it.

Garth and Levon give each other a concerned glance, then look back to Richard, who STANDS UP, and SHOVES Robbie away!

RICHARD

Fuck you!

Levon and Garth abruptly stop playing.

Richard and storms out the door and SLAMS it behind him!

Everyone looks to Robbie, who stands there, pissed.

ROBBIE

We'll pick back up at noon tomorrow.

Robbie rushes off after Richard before they can respond.

INT. LIVING ROOM, RICK'S HOUSE - DAY

Robbie sits at the piano. He pours himself a glass of red wine as Rick, Levon, and Garth prepare their notes.

ROBBIE

I mean, yeah, there's a couple things I want to change, but we need Richard. Does anyone even know where the fuck he is?

RICK

I spoke to him about an hour ago. He's supposed to be on his way.

The phone rings and Rick goes to answer it.

ROBBIE

Speak of the God damned devil.

RICK

It's for you.

ROBBIE

Let me guess! He's not coming.

RICK

It's Capitol...

Robbie perks up.

CUT TO:

Rick, Garth, and Levon sit listening to Robbie.

ROBBIE

The bottom line is: they got spooked.
This stupid little town can't handle the
kind of interest we're generating.

RICK

So they don't want a Woodstock in
Woodstock?

GARTH

Where does that leave us?

ROBBIE

Well we can't have a concert, but we
still have the playhouse. Capitol's
sending up a recording truck and we can
still make the album.

There's a knock on the door. Rick gets up to answer.

GARTH

The acoustics are gonna be radically
different, you know.

ROBBIE

Don't worry. I'll get it all worked out.

LEVON

I never liked the idea of a live record
anyway.

RICK (O.S.)

Hey man! What took so long?

Rick reenters with Richard and TWO MEN dressed like hippies.

RICHARD

You all remember Larry.

Levon and Garth nod politely and grimace to each other.

Robbie scowls.

LARRY

Been a while, guys!

RICHARD

And this here is... Uh...

JOHN

John.

RICHARD

John.

JOHN

You know, Levon, I saw you play in New Paltz last year. Rocked my freaking world, man. I wish I could play like you. If you think about it, that kinda makes you like, my hero.

Levon smiles dryly. Robbie stares at Richard, irate.

ROBBIE

Are they gonna watch us rehearse?

Larry and John look hopefully towards Richard.

RICHARD

Aww, fuck Robbie. Can't we just relax a little before we get started.

GARTH

We have been working pretty hard. Even I could use a break. Smoke some weed.

JOHN

Oh well, I don't have any weed. But I've got some other stuff.

LEVON

Oh, yeah?

RICHARD

You guys go ahead, I'll meet you in the other room.

Larry and John walk out.

RICK

So you need some cash or something?

RICHARD

No, no, I've got it.

Richard produces a taped stack of hundred dollar bills and grins. Rick and Levon head out of the room.

GARTH

I'm gonna go to the diner. You guys want anything?

Garth looks to Robbie and Richard, who both remain silent, staring at one another. Garth shrugs and leaves the house.

Richard deliberately strolls to the piano.

He eyes Robbie as he picks up the bottle of red wine.

Robbie grabs him by the arm.

ROBBIE

What's going on with you lately? We were in the middle of something important and you bring these jokers around? This isn't a fucking joke.

Richard shrugs off Robbie's hand.

RICHARD

Garth's right. We've been working too hard.

ROBBIE

We? Really? Remind me what you did again?

RICHARD

What the hell do you need me for, huh? You've got it all under control.

Richard turns, but Robbie runs ahead and gets in his face.

ROBBIE

I'm sick of your shit, Richard! Not wanting to write is one thing, but show some fucking respect for what the rest of us are trying to accomplish. And that includes not bringing your loser friends around here when we're trying to get some work done!

RICHARD

Don't you get it Robbie? We were on TV. We're rich and famous now, just like you said we'd be. Here...

Richard holds the bottle of wine under his arm, takes out his stack of money, and counts out five hundred dollar bills.

RICHARD (CONT'D)

Why don't you buy yourself a coffee break.

He throws the cash in Robbie's face, and laughs.

CUT TO:

THE BACK ROOM

Larry and John sit on the floor next to an overturned mirror.

Rick and Levon stand and watch as John pulls out a blue plastic Tupperware container, cracks open the top, and dumps out a large pile of tan brown powder onto the mirror.

RICK
Ho... ly... Shit.

The shattering sound of BREAKING GLASS kills the moment.

BACK TO:

THE LIVING ROOM

where Robbie and Richard GRAPPLE and FIGHT, knocking over lamps, instruments, and chairs.

Levon rushes out to break them up and gets hit to the ground in the scuffle.

Rick walks in and looks down in horror at the broken bottle of red wine that's stained both the wall and his carpet.

RICK
Fuck!

Levon manages to pull Richard away from Robbie.

They stand and collect themselves, both equally pissed.

RICK (CONT'D)
What the fuck, man? My fucking carpet!

For a brief moment, everyone's looking at Richard.

Richard silently protests, then storms past Rick into the BACK ROOM, and SLAMS THE DOOR shut behind him.

RICK (CONT'D)
(to Robbie)
You wanna tell me what the fuck just happened?

Robbie walks right up to Rick, bends down, and scoops up the five hundred dollars... He stands to face Rick...

and stuffs the money into Rick's confused hands.

ROBBIE
Here. Buy yourself a new one.

Robbie stomps out the front door and SLAMS it behind him!

Rick and Levon are left standing there... stunned.

FADE TO:

INT. BATHROOM, LEVON'S HOUSE - DAY

Levon sits on the toilet, stoned out of his mind.

His belt's tied around his arm. A car HONKS ITS HORN outside.

SUPER: "WOODSTOCK - THREE YEARS LATER"

Levon gets startled awake by a BANGING ON THE DOOR.

LIBBY (O.S.)

Levon! Can't you hear Garth honking?

Levon comes to his senses and pulls the belt off his arm and back around his waist. He stuffs a vial of brown powder in his pocket, then scoops a needle and spoon from the sink.

LEVON

Yeah, I heard him. Just finishing up!

He flushes the toilet, opens up its tank, and hides the spoon and needle inside.

Levon closes it up, uses the sink, and opens the door - all smiles to LIBBY, his beautiful brunette girlfriend.

LIBBY

What the hell took you so long?

Levon tries to walk by but she gets in his way.

LIBBY (CONT'D)

Listen, Lee. Can we talk for minute?

Levon pushes past her.

LEVON

Could we do this later? I'm late.

Libby turns and watches him rush off.

LEVON (CONT'D)

I love you!

After a long moment she steps into the bathroom... turns the light on... and starts searching the room in a huff.

She opens the drawers, opens the cabinets, pulls away the shower curtain, and flips over the rug.

In a fit of frustration, she SLAMS the mirrored cabinet shut!
And its glass splinters and cracks.

Libby sits on the toilet defeated and cries into her palms...
When her and Levon's daughter AMY (2) appears in the doorway.
Holding tight to her stuffed giraffe.

Amy gives the doll to her mother and hugs her leg.

AMY
Mama? Don't cry...

Libby laughs, wipes away her tears, and picks her up.

LIBBY
Come on, sweet pea. Let's get you
something to eat.

INT. SOUND STUDIO - DAY

Robbie, Rick, and Richard listen to a recording of "Stage Fright." They're interrupted by Levon and Garth walking in.

RICK
Hey man, been waiting for you guys.

GARTH
Sorry, Levon was taking a nap or
something.

RICK
Yeah, you look tired.

LEVON
Amy kept me up all night.

ROBBIE
Can we get a little focus?

Robbie gestures towards the equipment, indicating the music in the background. They all quiet down for a bit.

LEVON
Wow are these them? I'm amazed we got the
tapes back so fast!

ROBBIE
What do you mean?

LEVON

From Glyn. He only got them, what, two, three weeks ago? He must've been mixing them day and night. You see! I told you he was solid. I could feel it that night on the Isle.

GARTH

He did seem pretty solid.

ROBBIE

These are *Todd's* tapes, Levon. Not Glyn's. He just finished 'em in London, but some of it's what he did here.

LEVON

I thought we settled this.

ROBBIE

So did I.

RICK

Look guys, Capitol doesn't need the record for at least another month. We can wait a little while to see what Glyn comes up with before we make a final decision. He's got time and so do we.

LEVON

No Rick, we settled this, and Robbie went ahead anyway.

(sarcastically)

He writes the songs and he picks who mixes them. Robbie always knows best, right?

ROBBIE

Listen to the mix. You tell me.

Levon halts for a moment.

LEVON

Piano needs to come up, you can barely fucking hear it.

Levon storms out of the room in a huff.

ROBBIE

Get some sleep, Levon!

Rick, Richard, and Garth all look to each other sheepishly.

INT. HALLWAY, LEVON'S HOUSE - NIGHT

Levon silently opens his bedroom door and peers in.

Libby is asleep in bed. Levon quietly shuts the door.

INT. BATHROOM, LEVON'S HOUSE - NIGHT

Levon opens the toilet's water tank, and is relieved to find the needle and burnt spoon are still where he left them.

He fishes them out with his hand and closes the tank, but when he sets them on the counter he catches a glimpse of his distorted reflection in the cracked mirror.

Levon stares at himself until he shuts off the light.

INT. KITCHEN, LEVON'S HOUSE - NIGHT

Levon sits in the dark as he ties his arm off with his belt.

He picks up a needle, then draws into it a bubbling mix of heroin from a spoon that rests over a lit candle.

He pushes the needle into his arm... and hesitates.

AMY (O.S.)

Daddy?

Levon turns and sees Amy standing at the entrance to the kitchen. She rubs at her tired eyes.

AMY (CONT'D)

I had a bad dream.

Levon pulls the needle out of his arm and sets it back down on the table, unused. He rises, and picks Amy up in his arms.

LEVON

There, there, darling. Everything's okay now, Amy. Let's get you back to bed.

INT. AMY'S BEDROOM, LEVON'S HOUSE - NIGHT

Levon sits on the bed with Amy, who's curled up beside him.

LEVON

You give your hand to me, and then you say goodbye. I watch you walk away beside some lucky guy. And you'll never know, how much I love you so. You don't know me... No you don't know me.

(MORE)

LEVON (CONT'D)
*You'll never know the one who loves you
 so, 'cause you don't know me...*

Amy's fallen asleep. Levon kisses her on the forehead.

INT. KITCHEN, LEVON'S HOUSE - NIGHT

Levon stands in the doorway, staring down at the needle waiting for him on the table.

INT. BEDROOM, LEVON'S HOUSE - NIGHT

Libby's asleep on the bed. Levon kneels down next to her, and kisses her on the shoulder. She rustles awake.

LIBBY
 Mmm... Levon...

LEVON
 I'm leaving Woodstock for a while.

Libby arouses and sits up.

LIBBY
 What? Why?

LEVON
 I need to clear my head for a bit.

LIBBY
 But why? Is it because of me?

LEVON
 No... No. It's just...

LIBBY
 Levon, you can't just up and leave. We need you here. Amy needs her father.

LEVON
 Libby... You have to trust me.

LIBBY
 Lee... What --

Levon kisses her lips to silence her.

LEVON
 Please... I have to do this.

Libby comes to realize she knows exactly what he means.

LIBBY
 Will it take long?

But Levon doesn't have an answer.

EXT. JD'S HOUSE, ARKANSAS - DAY

Levon knocks on the door of his father's house. After a few moments, JD opens the door. He's surprised to see Levon.

SUPER: "ARKANSAS"

LEVON

Dad.

JD

Son.

LEVON

Mind if I come in?

They pause for a moment in silence. JD finally steps aside.

INT. JD'S HOUSE - DAY

JD and Levon sit at a table, drinking coffee from mugs.

LEVON

No, not any time soon, I guess. Robbie's being stubborn and wants to stay home. Richard's really in no shape right now anyway. But if we're not on the road, I get bored, and that leads to trouble.

JD

I know what you mean son. I can find a few things for you to do if you're bored.

LEVON

Oh yeah?

JD

Sure thing. You can start by chopping down that old tree in the back there. Damn thing's so sick it's gonna fall on the house one day, and then I'll be in deep shit. After that, well, roof needs some shingling.

Levon laughs unexpectedly, then JD joins him.

EXT. JD'S HOUSE - DAY

Levon digs a ditch alongside the house. After clearing a few shovelfuls of dirt he turns to JD, who sits watching him.

LEVON

I'm still not sure what this is for.

JD

I told you, son, there's a dip in the back that floods up every time it rains. It ruins things back there - makes it all muddy, kills the plants. This way, some of that water'll drain out to here.

LEVON

Ok, but wouldn't it be better --

JD

-- Be better if you listen to your pop! 'Sides, it's good for you. Ain't no man ever gone hungry diggin' ditches.

MONTAGE - LEVON'S RECOVERY TO "IN A STATION"

-- EXT. JD'S HOUSE - DAY

Levon lands the final chop into a tree and watches it fall!

Satisfied, he pulls out a cigarette...

But when he tries to bring the flame to the cigarette his hand's shaking too much to catch to the fire.

Levon crushes the cigarette in his hand and throws it away.

-- INT. JD'S HOUSE - NIGHT

Levon lies in bed in a dark room. He's curled into a ball, sweating and shivering.

-- EXT. JD'S HOUSE - DAY

Levon chops the fallen tree into firewood. He wipes sweat from his brow and seems to be doing well, then suddenly bends over and vomits onto the logs.

-- INT. JD'S HOUSE - NIGHT

Levon lies in bed, but he's too restless to sleep.

He picks up an old guitar and plays a few chords... and the string breaks.

He stands up and starts pacing back and forth, then, in a fury, grabs his guitar and throws it against the wall.

It breaks into pieces and Levon's shocked at his own actions.

-- INT. JD'S HOUSE - DAY

Levon wakes up and turns to see JD sweeping up the broken pieces of the guitar.

They share a long look.

Levon rolls over and shuts his eyes.

-- EXT. JD'S HOUSE - DAY

Levon sits on the roof as he replaces broken shingles. He turns and sees a CROP DUSTER BIPLANE flying overhead.

Levon STANDS and WAVES! And the pilot notices! He tips the plane's wing in response. Levon smiles and laughs.

-- INT. JD'S HOUSE - NIGHT

Levon lies in bed looking longingly at a picture of himself with Libby, and Amy.

END MONTAGE**INT. JD'S HOUSE - NIGHT**

Levon and JD are at the dinner table.

A chicken carcass sits picked clean.

JD
Have you heard from Libby?

Levon pulls the wishbone out and examines it.

EXT. RICHARD'S HOUSE, WOODSTOCK - DAY

Levon strolls up to the side door, digs around in the bushes nearby, and produces a key to the house.

INT. RICHARD'S HOUSE - DAY

The side door clicks and opens. Levon cautiously enters.

LEVON
Hello? Rich? You awake in here?

Levon passes through the dark hall and into the kitchen.

He finds the light switch and turns it on...

The house is a complete mess.

Empty cans of fruit, dog food, and beer are scattered everywhere. Dog feces litters the floor.

Levon gags a bit and continues into the

LIVING ROOM

where he finds TWO HIPPIES passed out on the couch amidst a tempest of ash trays and empty bottles.

Levon stands quietly over them for a moment.

The TV blares from a nearby room.

Richard's laughing.

LEVON

Come on. Wake up. Party's over.

The two Hippies rouse from their sleep.

SLEEPY HIPPIE

Aww man.

LEVON

Grab your stuff and get on your way.

CUT TO:

THE BEDROOM

Richard watches television with the phone in his hand. He's laughing up a storm as he munches on a bag of potato chips...

When Levon walks in and grabs the phone out of his hands.

LEVON

(into the phone)

He'll send you a telegram.

Levon sets the receiver down. Hard.

Richard turns. His revelry disappears in an instant.

LEVON (CONT'D)

You know you're putting me in a tough spot here, Richard.

RICHARD

I wasn't using, I swear. My buddies didn't bring nothing over.

Levon sits on the bed next to him and pulls out a couple cigarettes. He lights them and hands one to Richard.

LEVON

I know we have the code, brother. You want to keep on partying like this, it's fine by me.

RICHARD

I'm sorry, Lee.

LEVON

Things got to change.

Richard rises from the bed in a huff.

RICHARD

You don't think the fact I'm holding you all back doesn't eat me up inside? Because it does.

To Levon's surprise Richard storms out.

EXT. RICHARD'S HOUSE, WOODSTOCK - DAY

Richard and Levon sit at a table in the backyard.

RICHARD

You know, I miss those nights at Pop Ivys. With Ken and John. Now everything's gone to shit ever since I met Hawk at that shit hole. I've lost everything because of him.

LEVON

You haven't lost anything. Look at me. Hey. *You* are the same person I've known for a long time, and you'll still have that angel's voice even when you're old and grey. You haven't lost a single damn thing because I'm still here, and I'm not leavin' you behind. We need to learn how to survive, together, not drift apart...

RICHARD

Maybe I just miss the music. Don't get me wrong, I love everything Robbie's done for us. Shit, he's doing what I just can't seem to muster up the will to do. I guess what I'm saying is, I want something more, but I don't really want something new. Fuck Levon. I mean, why don't we just do our old nightclub act?

INT. BASEMENT, RICK'S HOUSE - DAY

Garth is asleep on the couch.

Richard's beside him drinking a can of soda.

Rick and Robbie sit on sofa chairs tuning their guitars.

Levon rolls a joint at the table.

RICHARD

You follow what I'm saying guys?

RICK

Loud and clear.

LEVON

I always said he was a genius.

ROBBIE

It's just nostalgia. That's all it is.

RICHARD

We could do some of the songs we covered back on the old circuit. Even some songs we never tackled before.

RICK

Yeah, classic songs. Ones people are gonna know, but we do them our way, with our sound and our voice.

Levon sparks the joint and passes it to Rick.

ROBBIE

Shouldn't we be working on new material, and not dredging up the past?

RICHARD

There could be a real market for this too! Rock and roll has come a long way. Maybe it's time we kind of take a look at just how far that is.

LEVON

Plus it gives us the chance to cut loose and play again.

ROBBIE

Is no one listening to me?

Richard stands and excitedly looks around the room.

RICHARD

Hey Rick, where'd you put your records?

Rick points and Richard scurries over.

RICHARD (CONT'D)

You know what we need? Some Sam Cooke,
maybe even some Buck Ram!

Levon smiles at Richard's renewed enthusiasm.

Robbie sidles up next to Levon.

ROBBIE

You seriously on board with this Lee?
Thought we were done with this kinda
thing. Dead end if I ever saw one.

LEVON

C'mon man. Look at the two of them. When
was the last time you saw Richard this
excited about playing - about anything?
Hell. When's the last time you even saw
him sober?

ROBBIE

That's not the point! We have
obligations! Someone has to look out for
all of us, Richard included.

LEVON

And that's you, huh?

ROBBIE

Look guys! Let's not pick out songs just
quite yet. I still have to talk to
Capitol about it.

RICK

Get out some Larry Williams!

RICHARD

Yeah!

GARTH

If any of you suggests Land of a Thousand
Dances, I'll kill you with my bare hands.

Everyone glances over at Garth, who they thought was asleep.

INT. RECORDING ROOM, BEARSVILLE STUDIO - DAY

The Band sits at their instruments ready to record.

Garth plays the organ while Levon bangs the drums.

LEVON

Cause I'm ready, uh huh huh. And I'm willing, uh huh huh. I'm willing and I'm able so you better come and go with me!

RICHARD

Ok! Will you guys quit fooling around!

Garth and Levon stop abruptly. Garth sighs.

RICHARD (CONT'D)

We've got a lot of work to do. These songs aren't going to translate themselves from relics to masterpieces.

ROBBIE

He's right. I'm ready to go.

LEVON

Don't look at me! You know I'm ready.

GARTH

What are we starting with?

LEVON

Share Your Love with Me?

Richard drinks from a can of soda and holds up some pages.

RICHARD

No. No. No. Let's get these sessions warmed up with a little Great Pretender. Here, check this out!

They all look to Richard.

RICHARD (CONT'D)

Oh-oh, yes I'm the great pretender. Pretending that I'm doing well. My need is such I pretend too much. I'm lonely but no one can tell.

MONTAGE - THE BAND RECORDS MOONDOG MATINEE TO "THE GREAT PRETENDER" NOW WITH MUSICAL ACCOMPANIMENT

-- INT. RECORDING ROOM, BEARSVILLE STUDIO - DAY

The Band is focused and in sync.

Everyone's eyes are on Richard.

-- INT. LEVON'S CORVETTE, SIDE OF THE ROAD - NIGHT

Levon and Rick share a joint. Richard pulls up in a Pontiac. He stares Levon down, sips his soda, and revs his engine.

-- EXT. STREETS OF WOODSTOCK - NIGHT

Levon and Richard race their cars through the streets!

-- INT. / EXT. RICHARD'S PONTIAC, WOODSTOCK - NIGHT

Richard shifts the gears, waits for right time, then shifts again and cuts Levon off at the pass!

Richard pumps his fist in celebration as they fly past a cop.

-- EXT. STREETS OF WOODSTOCK - NIGHT

Richard puts on his right blinkers and Levon his left.

And with the cop gaining behind them... they split up.

-- INT. LEVON'S CORVETTE, WOODSTOCK - NIGHT

Rick watches through the rear view window as...

The cop car follows Richard instead of them! They cheer!

-- INT RECORDING ROOM, BEARSVILLE STUDIO - MORNING

Levon walks in, but pauses when he sees:

Richard and Robbie sitting together at the table. Notebooks and loose paper are scattered between them.

Levon smiles, turns away, and walks out.

-- INT. RECORDING ROOM, BEARSVILLE STUDIO - DAY

The Band performs in a series of different setups.

Richard plays drums with Levon on guitar, while other times Levon plays drums and Richard plays piano.

Robbie switches between electric and acoustic guitars.

Garth switches between synthesizers, organs, piano, and a tenor saxophone.

-- INT. MIXING ROOM - DAY

The SOUND EDITOR plays with the levels.

Levon, Robbie and Garth watch him, all nodding in approval.

-- INT. HALLWAY, BEARSVILLE STUDIOS - DAY

Richard slinks down the hall and ducks into the bathroom.

-- INT. BATHROOM, BEARSVILLE STUDIOS - DAY

Richard locks the door and sets a soda can on the sink.

He pries open the air duct, and pulls out a half bottle of Grand Marnier.

His hand shakes as he fills up the soda can with liquor.

END MONTAGE

EXT. HOLLYWOOD - DAY

Hollywood in the summer heat.

INT. EDITING ROOM, CAPITOL RECORDS - DAY

Levon, Garth, Rick, and a HIPSTER SOUND GUY lean back as they listen to the "Third Man" theme.

RICK

I love the way the Clavinett sounds here.

GARTH

Yup. I think this cover might be the best damn one on the whole album.

LEVON

Still feels a little rushed though.

RICK

And a little light. Only ten tracks.

GARTH

That's all we need since it ain't new material. It's a revival record. All the songs are hits already.

HIPSTER SOUND GUY

You know, I heard from my buddy that John Lennon and Phil Spector have been recording a few rock and roll oldies of their own.

Levon, Rick, and Garth all turn to the Sound Guy, shocked.

RICK
Aww, shit!

LEVON
Well ours comes out first.

HIPSTER SOUND GUY
When are you guys gonna tour again?

Nobody seems to have an answer.

RICK
You know! There's always that festival
that Bill Graham keeps shoving on me.
Come on, it's just down the road!

GARTH
Plenty of money in it!

RICK
You'll be in and out before you blink!

LEVON
Am I the only one who didn't get the
speech?

RICK
You know there's no avoiding it. Robbie
brought it up at lunch.

GARTH
I hate festivals.

SMASH CUT TO:

EXT. / INT. HELICOPTER, SKIES ABOVE WATKINS GLEN - DAY

A helicopter flies through a dark cloudy sky.

The Band and their PILOT ride inside.

Levon raps a pair of drum sticks against the chair.

Rick lights up a joint.

SUPER: "JULY 26TH - 1973"

RICK
You don't mind if I smoke in here?

PILOT
Just as long as you pass it to me!

LEVON

You look a little green, bubba.

Robbie is queasy. He leans back and shuts his eyes.

PILOT

We're coming up on the site now! Take a look on your left!

Levon and Richard peer out the window where far below:

TENS OF THOUSANDS of people crowd the center of the complex.

LEVON

Look at all those people!

RICHARD

The show's not even til tomorrow! We'll be rehearsing and doing sound checks to a full fucking crowd!

RICK

Bill must be going crazy!

Everyone takes a deep breath.

EXT. FIELD, WATKINS GLEN - DAY

The helicopter comes to a landing beside a shallow hill.

BILL GRAHAM waits nearby as Levon, Rick, Richard, Garth, and Robbie step out and greet him.

BILL GRAHAM

I've got a million things happening right now, but I had to come see you all as soon as you landed!

LEVON

Why? What's going on?

Bill leads them away from the helicopter.

BILL GRAHAM

The county's threatening us with a slurry of violations!

RICK

What for?

BILL GRAHAM

It's the crowds! We only zoned this place for a hundred fifty k.

(MORE)

BILL GRAHAM (CONT'D)

We opened up early so they'd trickle in,
but we're gonna hit capacity by supper
time!

LEVON

Is there anything we can do about it?

BILL GRAHAM

Not unless you guys can get *less* popular
by tomorrow!

They follow Bill up onto

THE TOP OF A HILL

where they crest its heights and look out upon the field.

AN ARMY OF HIPPIES HAVE INVADED the ninety acres!

Thousands of tents litter the area while lines of people and
cars cover the horizon.

THE MAIN STAGE is flanked by tents and hundreds of vehicles.

They're all left speechless by the sight...

Storm clouds loom on the horizon.

GARTH

If that storm blows our way, this place
is gonna be a mess.

BILL GRAHAM

Yeah, and that'll cost another twenty K.

Bill motions them to follow.

BILL GRAHAM (CONT'D)

Eight years I been in this business.
That's it. Before that I waited tables,
killed Koreans, and danced mambo. Never,
never did I think I'd put together
something like this. This is gonna be the
biggest concert in human fucking history.

EXT. STAGE, WATKINS GLEN - DAY

Beach balls bounce back and forth as people mingle and party
near the front of the stage.

The sun gets hidden behind a cloud and the stage dims.

FEEDBACK BLARES! The crowd winces in pain.

GREGG ALLMAN (V.O.)
Well, can we play a little?

Everyone's attention bursts to the stage to see the ALLMAN BROTHERS getting set up. The crowd erupts into cheers!

INT. BACKSTAGE, WATKINS GLEN - NIGHT

Backstage is a bustle of activity.

CREW scurry about while countless others PARTY!

Robbie sits with a tiny notebook in his hand and a cigarette in his mouth. Bill walks up and hands him a coffee.

BILL GRAHAM
What are you writing? A diary? Well dog ear this page, cause you've never seen a thing like this before.

ROBBIE
No, I'm just taking some notes for Dylan. When I see him I figure he's gonna want to know every last thing about what happened here. Listen Bill, there's something I've been meaning to talk to you about. Bob and I are talking about doing a tour.

BILL GRAHAM
A tour? That sounds good to me. What's there to talk about?

ROBBIE
Well... We don't want just any tour... Look. Dylan's already raised the bar for rock. Maybe it's about time we changed the scale of the rock and roll tour too.

BILL GRAHAM
The scale? This festival alone is costing me a fortune --

ROBBIE
-- This festival is proof that the interest is out there. You said it yourself. Look at the size of this crowd! We did the retro album, and that was fine, but now it's time for us to get back to something that matters. Sure it might cost something, but there's a lot of money to be made, too.

BILL GRAHAM

What about the rest of the Band? Have you discussed it with them?

ROBBIE

They'll follow my lead. They always do.

Bill tosses his empty cup aside and shakes Robbie's hand.

CUT TO:

THE BUFFET TABLE

Levon loads a plate up with shrimp when Rick nudges up alongside and helps himself to chips and dip.

RICK

We're backstage VIP and it's just as crowded in here as it is out there.

LEVON

Doesn't bother me. Just give me a good table and I'm gonna have me a nice meal.

Richard slides next to them.

RICHARD

So what's on the menu?

Bill steps up and pats Rick and Richard's shoulders.

BILL GRAHAM

Hello boys! How's it going? I trust everything's copacetic?

LEVON

Yeah, it's fine, I guess. I'll just be happy to get back to Libby and Amy.

RICK

Get back? I thought you always wanted to be on the road, Lee.

LEVON

We're not on the road. This isn't a tour.

BILL GRAHAM

Would you like it to be?

Everyone gives Bill their attention.

RICHARD

I don't know, man. Can Moondog Matinee really sustain something like that? The songs are all like twenty years old and they're not even ours. I mean, sure, the album was great, but do people really want to see that?

BILL GRAHAM

You want to give them something to see? How about you and Dylan, together again! One grand reunion! They'll eat it up.

LEVON

Are you serious, Bill? We're supposed to be moving forward, not *backwards*. First cover songs, and now back up bands? What's next, we tour with Ronnie and hit the dive bars?

BILL GRAHAM

Just think about it, okay? We don't need to make a decision right now. Let me know if you guys need anything.

Bill walks away leaving Levon, Rick, and Richard stunned.

LEVON

This has Robbie written all over it.

EXT. BACKSTAGE, WATKINS GLEN - NIGHT

Robbie mingles with a few people as they smoke and drink.

Levon pushes forward and grabs Robbie by the arm.

LEVON

You got a minute?

Robbie looks down at Levon's hand, who removes it.

CUT TO:

A QUIET CORNER

Levon angrily lights up a cigarette. Robbie calmly sits.

ROBBIE

Listen --

LEVON

-- No, you listen! We're supposed to be a band here, a fucking team.

(MORE)

LEVON (CONT'D)

We're supposed to be in this together,
not pulling shit exactly like what Ronnie
did.

ROBBIE

Lee, come on.

LEVON

What's next, huh? Are you gonna start
making rules for us? You gonna fine us if
we step out of line?

ROBBIE

It's not like that.

LEVON

Do you think we're fucking stupid? Having
Bill try to warm us up to it like it was
his idea.

Robbie flushes, stands, and smiles disarmingly.

ROBBIE

Well you know we're meeting up with Bob
next week to record Planet Waves. I just
figured --

LEVON

-- I don't want to hear it!

Levon pushes him aside.

LEVON (CONT'D)

Don't you fucking get it? Are you even
listening to me? It's not about Dylan!
The next time you have something to say
to us, have the fucking courtesy to say
it to our face!

EXT. FIELD, WATKINS GLEN - DAWN

The crowd has increased to over half a million people.

Even now, more continue to arrive.

EXT. STAGE, WATKINS GLEN - DAY

Beneath grey skies, strong winds blow and rhythmic clapping
erupts from the crowd. Bill steps out and people cheer.

BILL GRAHAM

It's like waiting for a fine wine. And
it's been worth the wait. Here they are.
The Band!

The Band walks onto the stage and the cheering explodes!

Levon starts it off with "Back to Memphis."

The audience loves it. The Band is in sync and having fun.

CUT TO:

The Band plays "Loving You is Sweeter Than Ever."

Rick adjusts the microphone closer to his lips as he stares out at the ever growing audience looming before him.

RICK

And I built my world around you. I'm so thankful that I found you. And loving you is sweeter than ever. Loving you has made my life sweeter than ever, sweeter than ever.

WOMEN in front ogle Rick and swoon as he sings to them.

CUT TO:

The Band plays "The Night They Drove Old Dixie Down."

LEVON

Like my father before me, I will work the land. And like my brother above me, who took a rebel stand. He was just eighteen, proud and brave, but a Yankee laid him in his grave. I swear by the mud below my feet. You can't raise a Caine back up when he's in defeat.

The audience claps and sings along to the chorus.

AUDIENCE

The night they drove old Dixie down. And the bells were ringing. The night they drove old Dixie down. And all the people were singing. They went, "Na, na, na."

Levon laughs as he looks out on hundreds of thousands of people singing along with him.

CUT TO:

The Band is finishing up "Endless Highway" when the night sky RUMBLES with THUNDER! The clouds break open and release a sudden TORRENTIAL DOWNPOUR upon the field and stage!

RICK
Well! That's it!

Rick unplugs his guitar and makes a beeline off the stage.
Everyone else follows suit and high tails it to the side.

CUT TO:

The stage is empty and the rain is coming in sheets.
But the audience still crowds the stage.

ANGRY HIPPIE
Bring back the fucking music!

Bottles get thrown onto the stage! A few fights break out.

INT. BACK STAGE, WATKINS GLEN - NIGHT

Levon, Garth, and a couple of their BUDDIES pass around a fifth of liquor, each taking quick swigs.

BILL GRAHAM
This is horrible! We're only one step
away from total anarchy. The insurance
ain't gonna cover it!

GARTH
Screw it! I'll go back out there!

LEVON
By yourself?

Garth grabs the bottle and takes another swig.

GARTH
I've got this.

Another bottle smashes the stage.

LEVON
Don't you want to wait til this rain
stops? We all are!

BILL GRAHAM
Don't do it Garth, you'll get
electrocuted! And my insurance definitely
won't cover that.

GARTH
I just want to play!

EXT. STAGE, WATKINS GLEN - NIGHT

When Garth rushes out onto the stage the crowd goes berserk!

Garth sits behind his organ.

He cranks the volume up alllllll the way...

And starts to play "The Genetic Method," a long winded ever changing riff of chords and melodies as only Garth could do.

INT. BACK STAGE, WATKINS GLEN - NIGHT

Levon, Bill, and the rest of The Band anxiously watch Garth's performance as the rain continues to pour.

Everyone half expects a burst of sparks at any moment.

But when Garth reaches a crescendo in his melody, a loud CRACK of THUNDER sounds out... And THE RAIN COMES TO A HALT!

The crowd erupts into a frenzy of applause!

LEVON

Holy shit! He did it! Garth stopped the rain!

EXT. STAGE, WATKINS GLEN - NIGHT

Robbie, Rick, Levon, and Richard rush to their instruments.

Garth masterfully guides them into "Chest Fever." By the time the drums kick in, it's a madhouse. Everyone starts to dance.

And in this moment... they are legendary...

FADE TO:

EXT. LEVON'S HOUSE, WOODSTOCK - MORNING

Levon stands in his driveway, arms crossed over his chest as he gazes upon his house. The rising sun crests over the roof.

RICHARD (O.S.)

Come on Lee! We'll be late!

Levon lights up a cigarette, and turns to greet Richard who's leaning against the hood of his car.

RICHARD (CONT'D)

I know you love this place man, but it's not like you won't be seeing it again.

LEVON
 What? No, Richard. Look!

Levon points at the roof of his house.

LEVON (CONT'D)
 I think the son of a bitch might have
 tilted... Gotta get that checked out
 before I raise the barn.

Richard squints his eyes as he looks at the house, shakes his head, and opens the driver side door.

RICHARD
 You're crazy.

Levon gets in the car and they speed off.

EXT. BOB DYLAN'S HOUSE - NIGHT

Levon instinctively kicks off his boots and rings the doorbell, but Richard just opens the door and walks in.

INT. BASEMENT, BOB DYLAN'S HOUSE - NIGHT

Garth and Rick play some jazz side by side.

Robbie and BOB DYLAN are immersed in a game of Go. Dozens of black and white stones are littered across a square board.

Dylan takes off his sunglasses, and scratches his goatee.

DYLAN
 You see Robbie, when you really get down
 to the nitty gritty, it all comes back to
 Saturn. The father of the king of the
 gods. The ruler of the sky above the
 world tree, and the original sun. It's a
 planet of authority, and forces us to
 recognize our limitations, our
 responsibilities... Our fears.

Robbie places a black stone onto the tile board.

DYLAN (CONT'D)
 No, no. That piece would then be dead.
 You want a seki. Mutual life is better
 than death.

Dylan points at another group of stones as Richard and Levon enter the basement with handfuls of beer.

Richard passes a couple over to Rick and Garth, who stop playing and crack them open. Levon glances at the Go board.

LEVON

Hi, Bobby, it's good to see you.

DYLAN

Glad you could finally make it, Lee! We literally couldn't start without you.

CUT TO:

Smoke fills the interior of the basement. Everyone is puffing away. Levon lights a fresh joint off of a half smoked one.

DYLAN

So the point, of everything I have so immaculately explained, is that I'm free.

Robbie wails a few blues riffs on his guitar.

DYLAN (CONT'D)

Free of the shackles of Columbia records. No longer a slave to Saturn and the rules he's forced us to live by.

RICHARD

That's beautiful, man. I always thought of you as a poet.

DYLAN

I might write the bible, son, but you sing those words on up to heaven.

RICHARD

The storm is passed. There is peace at last. I'll spend my whole life sleeping. No there's not a sound, no one to be found. Anywhere.

DYLAN

So we'll rehearse the record up at the Jewish boy's camp in the mountains. A few hours a day, a couple weeks. Then we'll cut the record, check in with the suits, and pull the wool off the sheep's eyes.

GARTH

A couple weeks? You make it sound like just the record. We have the whole tour to prepare for too.

DYLAN

If the Jews stretched one day's oil to eight, we can cram eighty songs into ten.

RICHARD

Keep in mind there's no Saturn involved.

RICK

That's a load off.

LEVON

Why all the secrecy anyway?

ROBBIE

No press.

DYLAN

Yeah I want to play this one close to the chest. We haven't toured in eight years, man. I don't need no damn beatniks knocking on my window every time I take a shit. Geffen and Graham can cross the sevens and dot the lower case j's.

GARTH

How many dates is it bubba?

Robbie takes a long puff of his joint and grins.

ROBBIE

Forty.

MONTAGE - DYLAN AND THE BAND PREPARE AND RECORD PLANET WAVES TO "NEVER SAY GOODBYE"

-- INT. BEDROOM, LIBBY'S HOUSE - MORNING

Levon awakens beside Libby. Their daughter Amy sleeps in between them nestled against her mother's embrace.

Levon sits up, looks down at the two of them, and smiles.

-- INT. RICK'S HOTEL ROOM - MORNING

Rick's on his bed with his ear pressed close to the phone.

-- INT. KITCHEN, ROBBIE'S HOUSE - MORNING

Robbie enjoys breakfast with his wife DOMINIQUE and his SON.

-- INT. KITCHEN, GARTH'S HOUSE - MORNING

Garth plays his accordion butt naked as waits for his eggs to fry and bread to toast.

A single plate sits on the kitchen table.

-- INT. BEDROOM, RICHARD'S HOUSE - MORNING

Richard stands under the shower.

He takes a swig from a bottle of Grand Marnier, then rests his head against the tile.

-- EXT. ENTRANCE, BOYS CAMP - DAY

Dylan stands with his back to the entrance of the camp, set against a backdrop of lush forest and hilly terrain.

He takes a large drag of a cigarette as Levon, Rick, Robbie, Garth, and Richard approach him.

Dylan stomps it out, and all together they enter the camp.

-- EXT. PICNIC AREA, BOYS CAMP - DAY

Dozens of twelve year old KIDS in button down shirts with kippahs on their heads sit at picnic tables.

They're all being led in afternoon prayers by a few RABBI.

But when The Band starts walking by... Everyone watches.

-- INT. PRACTICE ROOM, BOYS CAMP - DAY

The Band sets up their instruments in an emptied out lodge.

-- EXT. PICNIC AREA, BOYS CAMP - DAY

The Band sits with sheets of music and lyrics strewn about.

KIDS consume their lunches nearby while they stare at them.

-- INT. PRACTICE ROOM, BOYS CAMP - DAY

The Band rehearses. Dylan stops singing and halts the music.

Someone is off tempo.

Richard seems frustrated. Robbie shouts at them.

-- EXT. PRACTICE ROOM, BOYS CAMP - DAY

Levon and Rick play football with a group of kids.

-- INT. PRACTICE ROOM, BOYS CAMP

Day flashes to night, and night to day as The Band practices.

-- EXT. HILLTOP, BOYS CAMP - DUSK

Levon sits alone on a bench looking out over the valley.

He sparks a joint and puffs on it, when Rick sits down.

Levon passes the joint to Rick.

Richard sits down to Levon's right and Rick passes the joint.

They smile and laugh as they gaze towards the horizon.

Robbie, Garth, and Dylan walk up alongside them, beers in hand... and they all watch the sunset together.

-- INT. PRACTICE ROOM, BOYS CAMP - NIGHT

The Band plays in harmony. Dylan smiles and laughs.

-- EXT. BOYS CAMP - NIGHT

Dylan and The Band part to go their separate ways.

-- INT. LIVING ROOM, RICHARD'S HOUSE - NIGHT

Richard's passed out on his couch with the television on.

An empty bottle of Grand Marnier rests in his hands.

-- INT. LIVING ROOM, GARTH'S HOUSE - NIGHT

Garth sits on a sofa chair in front of his television.

His coffee table's overflowing with food.

Garth fastens a bib to his neck and rubs his hands together.

-- INT. LIVING ROOM, ROBBIE'S HOUSE - NIGHT

A record player spins as Robbie and Dominique slow dance.

Stuffed animals lay about their feet.

-- INT. RICK'S HOTEL ROOM - NIGHT

Rick playfully twirls the phone cord with his fingers.

-- INT. HALLWAY, LIBBY'S HOUSE - NIGHT

Levon and Libby look in on their daughter Amy asleep in bed.

Then walk arm in arm into the master bedroom.

END MONTAGE**INT. LIVING ROOM, LIBBY'S HOUSE - NIGHT**

A New Year's Eve party is in full tilt.

The Band and their family are all in attendance.

Richard dances with the KIDS. A party hat on his head.

INT. KITCHEN, LIBBY'S HOUSE - NIGHT

Levon ashes a cigarette into an empty beer bottle and opens the refrigerator door, when Libby steps up behind him.

LIBBY

Come on, Lee. The ball's about to drop.
This is the last time we get to dance
together before you go on the road, and I
want it to be to Guy Lombardo.

LEVON

Well I don't want to miss my last chance.

He leans in and kisses her. They share a moment.

LIBBY

These last few weeks have been really
good. I wish you didn't have to go. Amy
needs her father here at home... I need
you.

LEVON

I still don't understand why you can't
come with us. We can make a home on the
road. I always have.

LIBBY

Grow up Levon. A rock and roll tour is no
place for children.

Levon opens his mouth to defend himself.

GARTH (O.S.)
One minute! This is it!

LIBBY
Let's go, or we'll miss our dance.

Levon slides a beer into his pocket, slaps the refrigerator door shut, and follows Libby out.

INT. LIVING ROOM, LIBBY'S HOUSE - NIGHT

Levon and Libby approach everyone standing around the television with champagne ready.

GARTH
Three! Two! One! Happy new year!

They all celebrate, drink champagne, and hug one another.

Levon and Libby dance to Auld Lang Syne, when Levon notices that Richard is nowhere to be seen.

LEVON
Would you excuse me, for a minute? I'll be right back.

LIBBY
Don't be long.

Levon makes his way through the house and steps outside.

EXT. BACK PORCH, LIBBY'S HOUSE - NIGHT

Levon descends the porch steps and discovers Richard face down on the grass. A pool of vomit sits next to him.

A half empty bottle of Grand Marnier rests in his hand.

Levon sits beside him and cracks open his beer.

RICHARD
Lee?

LEVON
Yeah?

RICHARD
Was it hard for you when you got clean?

Levon thinks for a moment.

LEVON

You want the honest answer or the false one?

RICHARD

Honest.

LEVON

It was and it wasn't. In fact, the reason why I quit doing the things that I did was because of Amy. One day I was sitting there with a needle in my hand and I... I don't know, I just thought it wasn't right... Has Jane taken you back, yet?

Richard shakes his head.

RICHARD

I miss her, Levon.

LEVON

Well then, there's your answer. Will it be hard? Yeah, but if you do it for Jane, she'll then see the real you. Not the person that you are now.

CUT TO:

ELSEWHERE IN THE BACKYARD

Levon, beer in hand, corners a bush and finds Rick and Robbie breaking up cocaine on the bottom of a windsurfing board.

LEVON

What's happening here?

Rick does a line off the board. Robbie smiles wildly.

ROBBIE

White Christmas in Malibu, one week late.

LEVON

You sure that's a good idea? What about the kids?

RICK

The girls put them all to bed.

Libby steps out into the backyard.

LIBBY

I've been waiting all night for this.

She gets down onto her knees next to Rick, who carves out a long line of cocaine just for her.

Levon nurses his beer as Libby stares into his eyes.

Without breaking eye contact, she bends way down low, sniffs the line from start to finish, and wipes her nose.

LIBBY (CONT'D)
Come on, Lee. What are you waiting for?
Don't you want to join me?

Levon's frozen like a deer in headlights, unsure.

Levon takes a step forward, but hesitates when he sees Richard approach. For a moment, everyone's watching Levon.

Richard and Levon share a long look.

LIBBY (CONT'D)
Lee?

They all watch Richard as he turns away and walks off.

LIBBY (CONT'D)
What's the matter with him?

Levon finishes his beer and kisses her on the cheek.

LEVON
Nothing... It's nothing. I'm thirsty. You want another beer?

Levon scurries into the house before she can answer.

EXT. CHICAGO STADIUM - NIGHT

Thousands of excited fans pour into the stadium.

INT. BACKSTAGE, CHICAGO STADIUM - NIGHT

The Band sits at a table... waiting...

The sounds of the boisterous crowd echo all around them.

Levon stares at a glass of water, in which the vibrations from the audience reverberate. Dylan strides up.

DYLAN
They're ready for us.

LEVON
All right!

Dylan makes his way towards the stage. Rick nudges Levon.

RICK
Hey, you think they'll boo us tonight
when we plug our guitars in?

Levon gives Rick a dirty look.

RICK (CONT'D)
So if they toss fruit, are you gonna quit
the Band again?

LEVON
Yup. One sweet Georgia peach and I'm out
of here.

INT. STAGE, CHICAGO STADIUM - NIGHT

Dylan slowly strides out onto the darkened stage, followed by the members of The Band. The combined light from thousands of lighters held in the air blankets them in an eerie glow.

Dylan makes eye contact with Levon, who slips into his seat behind the drums. Levon leans forward, waiting for him to say something, when Dylan spins around and grabs the microphone.

DYLAN
*Yes, the gal I got. I swear she's the
screaming end. She wants me to be a hero
so she can tell all her friends.*

The crowd erupts into a cacophony of cheers and applause, and The Band strikes up their instruments following Dylan's lead.

CUT TO:

The Band plays "Tough Mama."

Nearby FAN GIRLS with backstage passes giggle and wave their hands as they look out onto the stage.

DYLAN
*The prison walls are crumbling down,
there is no end in sight. I've gained
some recognition but I lost my appetite.
Sweet beauty. Meet me at the border late
tonight.*

Richard notices and valiantly blows them a kiss. They swoon.

CUT TO:

The Band finishes up "I Don't Believe You" to applause.

Dylan wipes sweat from his shades and grabs the mic.

DYLAN (CONT'D)
Back in fifteen.

The Band makes a bee line off the stage.

INT. DRESSING ROOM, CHICAGO STADIUM - NIGHT

The door bursts open!

Dylan and The Band shuffle into the room. Everyone is a mess and dripping with sweat.

They all collapse into the couches. Robbie towels himself.

Rick fumbles his bottle of beer and it breaks on the floor.

Levon starts to light a cigarette, but pauses when he sees how much his hands are trembling.

With heavy eyes he glances to Richard...

Who gives him a cool, confident stare.

EXT. DRESSING ROOM, CHICAGO STADIUM - NIGHT

Dylan steps out and shuts the door behind him, miserable. He collects himself, and takes a long deep breath.

INT. STAGE, CHICAGO STADIUM - NIGHT

Dylan walks onto the stage and waves to the audience, when a ROADIE rushes up with an acoustic guitar.

The Roadie hands it to Dylan, who takes a seat on tall bench, and has a microphone pulled up. The crowd goes totally wild.

INT. BACKSTAGE, CHICAGO STADIUM - NIGHT

Dylan's on stage playing "Nobody 'Cept You."

Levon and Rick both light up cigarettes at the same time.

Garth approaches and sets down an arm full of beers.

GARTH
It's crazy out there. People look like
they're hypnotized.

As if on cue, the audience cheers, and Dylan launches himself into "It's Alright Ma."

LEVON

Uh, oh. You know what that means.

Rick and Garth look to Levon, intrigued.

LEVON (CONT'D)

It means we've got less than one song to finish these beers, and pry Richard out from between those girls.

They glance to the corner where Richard is making out with two of the FAN GIRLS. Levon, Rick, and Garth laugh, raise their bottles up in cheer, and start chugging.

But when Richard slips both his hands up their skirts, they rush over, grab him, and pull him off to the stage.

INT. STAGE, CHICAGO STADIUM - NIGHT

Richard, Garth, Levon, Rick, and Robbie walk past Dylan.

DYLAN

They're all fired up now, boys. Give them the old one two, and when they're ready to pop, we'll tear the house down.

Dylan walks off, and as The Band presses their way out onto the stage, the audience gives a standing ovation.

Levon brings everyone in to a huddle at his drum kit.

The ovation doesn't stop.

RICHARD

If the crowd is this psyched now, they'll be killing each other for encores.

RICK

This really *is* crazy, Garth! Can you believe these Dylan fans used to hate it when we came out? Now they're giving us a standing O.

GARTH

It's probably the same people!

LEVON

Let's call it.

RICHARD
What are you thinking, Lee?

LEVON
Definitely Shape and Rag Mama Rag.

RICK
I want Awake in there tonight.

RICHARD
Land of a Thousand Dances?

They giggle to themselves as Garth groans.

GARTH
Don't even joke about that!

ROBBIE
Let's start off with Carnival.

GARTH
That's four. Four's good.

LEVON
So Carnival, Shape, Awake, then Rag.
Alright?

Everyone nods in agreement and they split up.

The ovation comes to a slow halt...

But when they strike up "Life is a Carnival," they cheer!

Levon stares out upon the incredibly energetic crowd...

and with his eyes shares the moment with Richard.

INT HALLWAYS, CHICAGO STADIUM - NIGHT

Dylan and The Band are flanked by BODYGUARDS as they walk down the long empty corridor.

Everyone seems serious and exhausted.

The group pushes open a security door.

EXT. SIDE ENTRANCE, CHICAGO STADIUM - NIGHT

Dozens of FANS litter the crowded sidewalk.

The Bodyguards make room as Dylan and The Band step outside to the thrill of everyone in the street.

A BLONDE GIRL tosses her bra at Dylan, who ducks out of the way. Richard gets hit right in the face and nearly trips.

DYLAN
Feels kind of strange, dodging brassieres
instead of scissors. I almost miss it.

RICK
Well, you could use a haircut.

A stretched limousine pulls up.

INT. LIMOUSINE - NIGHT

The door opens. Dylan and The Band pile in.

Bill sits waiting for them.

BILL GRAHAM
What did I tell you! This tour was
destined to be a success!

LEVON
I gotta admit, Bill. You were right! They
loved us!

DYLAN
Yeah, well I didn't like our set at all.

Levon looks to Dylan, outraged.

ROBBIE
Dylan's right. Everything felt a bit off
to me too, and it's something we need to
discuss.

Levon's too tired to argue. Richard sees his discomfort.

RICHARD
I thought we played great. Better than
great, actually! We were amazing! They'll
be singing songs about that performance
for years.

ROBBIE
Yeah... No, we'll just find our center,
and work the rest of the set around our
favorites.

BILL GRAHAM
I think that's a fantastic idea.

ROBBIE

Well, we can't wait until tomorrow to get our shit together, guys. When we get to the hotel, we all need to spend a few hours and figure this out.

INT. CHICAGO HOTEL - THE SAME NIGHT

Levon sits on the side of the bed as Richard paces the room, electrified. Between words he swigs from a whiskey bottle.

RICHARD

I mean come on Levon, what is this shit? *I didn't like our set? We need to find our center?* I expect that kinda thing from Bob, but Robbie's just busting our balls.

LEVON

It's late man. Why don't you give it a rest? We have another show tomorrow night. Get some sleep.

RICHARD

I know, I know, but it's like he wants to start us off on the wrong foot. Being on the road is hard enough as it is, but forty fucking dates of this shit! Jesus.

He takes another long swig from the bottle.

LEVON

You're gonna be hung over all day tomorrow.

RICHARD

So what? Apparently we played like shit tonight, it won't make a difference tomorrow.

LEVON

We didn't play like shit! Bob's just being the way he always is. Tomorrow morning he'll wake up and say, "Y'know, I think last night went pretty well!" He's the star, and you know how Robbie is, so...

RICHARD

How's that, Lee?

Levon considers his words for a moment.

LEVON
Business-like.

Richard puts the bottle down on the table. It's been drained.

RICHARD
Jane's not happy about it, either. I told her forty dates, and we haven't really spoken since. Fuck, Levon! I'm having a hard enough time as it is.

Richard leaves the room.

LEVON
(to himself)
This is gonna be a long tour.

MONTAGE - DYLAN AND THE BAND TOUR TO "ALONG THE WATCHTOWER"

-- INT. STAGE, CHICAGO STADIUM - NIGHT

Dylan and The Band walk out to a standing ovation.

-- INT. DRESSING ROOM, CHICAGO STADIUM - NIGHT

Dylan and The Band collapse into the couches, exhausted.

Rick pulls out a packet of cocaine and dangles it in his hands... but no one seems interested.

-- INT. STAGE, CHICAGO STADIUM - NIGHT

Dylan and The Band play with furious energy and joy.

-- INT. LIMOUSINE - NIGHT

Dylan and Levon light up joints.

Richard slides beside Rick and whispers in his ear.

Rick hands him the packet of cocaine.

-- INT. HOTEL BEDROOM - NIGHT

Levon opens the door to discover Rick and Richard doing lines of coke off their concert poster.

Levon's briefly tempted... but he shuts the door and exits.

-- INT. STAGE, PHILADELPHIA ARENA - NIGHT

Dylan and The Band play to a huge crowd in the dark...

But the lights get brighter and brighter until the entire audience finally becomes clearly visible.

Dylan's lost in the moment as he stares out at the crowd.

-- EXT. PHILADELPHIA ARENA - NIGHT

Dylan and The Band exit to a crowd of electrified fans

Two SEXY GIRLS get close to Richard and whisper in his ear.

He whispers back before getting pulled into the limo.

-- INT. HOTEL SUITE - NIGHT

Dylan, The Band, and a crowd ROADIES and GROUPIES dance and party. Champagne gets corked. Joints lit. Pills popped.

Richard opens the hotel door to come face to face with the two Sexy Girls from earlier. They kiss him on the cheek.

-- INT. BEDROOM, HOTEL SUITE - NIGHT

Richard does a line of coke across one of the Sexy Girl's breasts while getting a blowjob from the other.

Levon walks in and his eyes go wide. A Sexy Girl rubs her breasts and looks up at him.

Richard pours a fresh line down her chest.

Levon enters and shuts the door behind him.

-- INT. PRIVATE AIRPLANE - DAY

Half drunk bottles of champagne and beer litter the cabin.

Rick, Levon, Garth, and Robbie sit enthralled as two GIRLS make out with each other on a couch. Richard is passed out.

-- INT. STAGE, BOSTON GARDEN - NIGHT

Dylan and The Band play to a packed audience. Everyone plays with fury but their expressions give away their exhaustion.

-- INT. BACKSTAGE, BOSTON GARDEN - NIGHT

Female GROUPIES stand in a line against the wall.

A GRUFF ROADIE takes polaroids of the girls individually.

A GIRL IN A RED DRESS hikes up her hem line for the camera.

-- INT. DRESSING ROOM, BOSTON GARDEN - NIGHT

Rick and Levon do lines of coke off an overturned mirror.

Robbie and Garth share a joint.

Richard pours through the stack of polaroids when he comes across the Girl in a Red Dress. He picks that one!

-- INT. LIMOUSINE - NIGHT

The Band parties with WOMEN in the overly stretched limo.

And right in front of everyone the Girl in a Red Dress pulls down Richard's pants and STRADDLES HIM!

Everyone claps and cheers as she starts to ride him. Hard.

And right beside him... Garth is asleep.

-- INT. LARGE HOTEL SUITE - NIGHT

The party has moved inside. Clouds of thick smoke fill the suite. Dylan, Garth, and Rick lounge in a hot tub with WOMEN.

A LADY with red leather boots stops next to Rick, bends over, and offers him a tray of assorted multi colored pills.

Rick delightfully selects one and eats it.

CUT TO:

Robbie and Richard dance with a pair of scantily clad BLONDES while Rick tells a boisterous story to the crowd.

Rick play fights with Levon as he recalls the tale, and PUNCHES A HOLE in the wall! Everyone gasps. He plays it off.

-- INT. LIMOUSINE - DAY

Dylan and The Band are red eyed and overtired as they sit motionless and expressionless. Rick's hand is in a cast.

END MONTAGE**INT. BEDROOM, LIBBY'S HOUSE - DAY**

Levon startles from his sleep and sits up in a sweat.

LEVON

Libby?

He turns his head, and although the other side of the bed is neatly made, a glass of red wine has spilled and stained it.

Levon sighs, rubs his eyes, and looks at the clock. 4:04 PM.

The phone rings, and Levon answers it.

LEVON (CONT'D)

Hello?

ROBBIE (V.O.)

Nice to see you're finally awake.

LEVON

Am I late?

CUT TO:

EXT. BACK PORCH, ROBBIE'S HOUSE - DAY

Garth cooks sausages and burgers on the grill as he whistles to himself. Robbie cups the phone up to his ear.

ROBBIE

Doesn't matter anyway. I can't get a hold of Rick or Richard at all. Can you swing by the house on the way over?

LEVON (V.O.)

Yeah, sure. Did you happen to catch the weather this morning? Quite the rain storm coming our way!

Dominique struts past with a martini in her hand. Robbie approaches her but she shrugs him away.

ROBBIE

Lee, hold on.

(to Dominique)

So you can make yourself a drink but you can't make me one?

DOMINIQUE

Drop dead. Asshole.

Dominique brushes past him and puts her arm around Garth.

DOMINIQUE (CONT'D)

Look at how delicious these are! Honey, you're quite the chef.

BACK TO:

INT. BEDROOM, LIBBY'S HOUSE - DAY

Levon has put on jeans and works on changing his shirt.

ROBBIE (V.O.)
Just hurry, ok.

LEVON
You got it, bubba. We'll be there faster
than green grass through a goose.

INT. DOWNSTAIRS, LIBBY'S HOUSE - DAY

Levon wraps the strap of his duffle bag around his neck as he walks through the house. He peers into the

BATHROOM

LEVON
Libby? You here sweet pea?

Wet towels, clothes, and bath toys lay strewn about the room.

Levon enters

THE KITCHEN

which is also a disaster area.

And when Levon opens the refrigerator, he sees a large note stuck on the bottle of milk. He reads it as he pours a glass.

INSERT - THE NOTE:

"Couldn't wake you to go. Took the kids
to the movies and dinner instead."

BACK TO SCENE

Levon shakes his head, sets it down, and drinks his milk.

EXT. RICHARD'S HOUSE - DAY

Levon exits his car and approaches the front door...

which he discovers is unlatched and leaning open.

INT. DOWNSTAIRS, RICHARD'S HOUSE - DAY

Levon walks through the quiet hall turning lights on.

LEVON
Hello? Rich? Rick! You boys awake?

IN THE LIVING ROOM

Levon finds Richard on the floor and Rick on the couch, both in a drugged stupor. The record player spins cycling static.

Levon shuts the record off and looks down at them.

RICK

No, no, I'll have waffles with that governor. Oh thank you.

Rick rolls over in his delirium and reveals a hard cast on his right hand. Levon lights a cigarette and sits down.

His eyes fall upon needles and spoons laying next to a bag of heroin... And for a long moment... Levon considers using.

He pulls out his wallet, removes a photograph of his daughter Amy, and rubs it in his hand like a talisman.

RICHARD

Levon!

Levon quickly pockets the picture and kneels beside Richard, whose eyes are completely bloodshot.

LEVON

Where's Jane?

RICHARD

She left again. Well, she left for the weekend. I'm supposed to be out Monday.

LEVON

After all that time on the road, it's hard to fit back in the groove. Give her some space. I'm sure it'll work out.

RICHARD

Yeah well. I don't think she wants it to.

LEVON

I'm sorry.

Richard sits up. Levon maneuvers as if he's coming in for a hug. Instead Richard pukes in an empty pizza box.

Rick rolls over on the couch and opens his eyes.

RICK

Levon! Good morning! Time for breakfast?

INT. ROBBIE'S BMW - DAY

Robbie drives with Levon beside him and Richard in back.

ROBBIE

Come on! Let's just check out this last place in Zuma beach. It's the one that used to be a bordello.

LEVON

I still don't get why we have to buy a house anyway. Why don't we just rent out studio space when we need it?

ROBBIE

Jesus fucking Christ, how many times do I have to explain this shit? Having a communal space will be good for us. We'll be writing together, playing together, partying together. You wanna get shit done or not?

LEVON

Together all the time, huh?

EXT. SHANGRI-LA BEACH HOUSE - DAY

Robbie, Levon, and Richard approach the house and are quickly intercepted by a handsome REALTOR in a grey suit.

REALTOR

Hi, Jack Simmons. You must be Robbie?

Robbie and him shake hands, while Levon and Richard brush past them and saunter into the house.

INT. SHANGRI-LA BEACH HOUSE - DAY

Levon and Richard walk through the hall.

Richard rubs his hand across the velvet wallpaper.

Levon takes off his jacket and sighs... when he catches a GLARE OF LIGHT coming from the open door of a nearby bedroom.

They walk side by side into

THE BEDROOM

A large chamber with mirrored walls and big windows.

Levon's eyes go wide.

RICHARD

Wow.

Levon drops his jacket onto the floor.

LEVON

Shotgun.

EXT. SHANGRI-LA BEACH HOUSE - DAY

Levon and Richard stroll through the yard and reach

A SECLUDED STABLES

Richard opens its quaint wooden window and peers in.

RICHARD

Smells like horse shit.

REALTOR (O.S.)

Mister Ed used to live here.

They're both surprised to find the Realtor lurking nearby.

REALTOR (CONT'D)

You know. The TV star.

RICHARD

I'll take it! When can I move in?

REALTOR

It comes with the house.

LEVON

You really want to live out here?

RICHARD

Hey, if it's good enough for Mister Ed,
it's good enough for me. Besides... I
think Jane and I could be happy here.

EXT. SHANGRI-LA BEACH HOUSE - NIGHT

Four cars pull up. Out step Garth, Rick, and a slew of
ROADIES, all lugging boxes of equipment towards the house.

FADE TO:

EXT. SHANGRI-LA BEACH HOUSE - DAY

A black Mercedes pulls up to the house. Out steps Levon, who
retrieves a large duffle bag from the back seat.

SUPER: "NOVEMBER - 1975"

Levon sets the bag down and leans in the passenger window.

Garth adjusts his hat from the driver's side and smiles.

LEVON

You sure you don't want to come in?

GARTH

I'll be back this weekend. I need a couple days to get those new synthesizers ready and I've got a hot date with Maude.

They share a nod, and Garth drives off.

INT. SHANGRI-LA BEACH HOUSE - DAY

Levon steps into the house and balks at how messy the place is. The remains of a dozen parties litter the house.

After pausing in the silent shock of it all...

Levon walks up to the door of his bedroom, swipes away some empty bottles and cans with his foot, and enters.

LEVON'S BEDROOM

is immaculately clean. He sets his bag down with a groan and notices something by his bed.

He walks over, bends down, and picks up a lighter flint.

He shrugs to himself and tosses it into his empty trash can.

CUT TO:

THE STUDIO

Where Robbie sits quietly writing with his headphones on.

Levon saunters over to the receiver and blasts the volume.

Robbie howls.

ROBBIE

What the -- Hey, Levon! Welcome home!

Robbie stands up and they half-hug and pat shoulders.

ROBBIE (CONT'D)

Back so soon from Woodstock? Thought you'd be spending the winter.

LEVON

Yeah, I came in to see Amy. By the way,
Muddy Waters says hi.

ROBBIE

Cool.

LEVON

So what have you been up to?

ROBBIE

I've got some great songs here, Lee...
Listen, we need to talk.

LEVON

Where's Richard? Out back?

Robbie shakes his head, masking his frustration.

ROBBIE

Yeah, probably.

LEVON

I just want to say hello, first.

Levon slides open the studio door and scampers outside.

EXT. RICHARD'S BUNGALOW - DAY

Jane pushes her way out of the house, visibly agitated.

Levon smiles and hugs her warmly.

LEVON

Hi there Jane. How have you been?

JANE

Maybe *you* can talk some sense into him!

Jane rushes off and Levon watches her go.

INT. RICHARD'S BUNGALOW - DAY

Levon steps around children's toys as he walks through the tiny organized house. The theme song to Mister Ed plays from behind a nearby door, and Levon pushes his way into

THE TV ROOM

Richard's passed out on the couch watching a large television with an even larger sound system in a small room.

Hundreds of empty bottles of Grand Marnier litter the room.

Others sit neatly on shelves filled with change and marbles.

Levon lowers the volume and Richard startles awake.

RICHARD

What the hell! I was watching that!

LEVON

With your eyes closed?

RICHARD

Levon!

Richard tries to get up and hug Levon, but TRIPS over himself and FALLS to the floor. A bottle tips and spills Marnier.

RICHARD (CONT'D)

I guess my reach overstepped my bounds.

LEVON

The bottle spilled...

RICHARD

Leave it, just leave it.

Levon appears uncomfortable and Richard notices.

RICHARD (CONT'D)

There's a towel over there.

Levon finds the towel and cleans the floor.

LEVON

Robbie seems excited about some new songs he's working on.

RICHARD

God damn it Levon! Really? That's the first fucking thing you bring up!

LEVON

What?

RICHARD

No, I haven't been writing anything ok!

LEVON

Hey, brother, nobody cares if you don't want to write. You don't see me writing anything.

RICHARD

Yeah? Well if we don't produce some good material soon we're fucking dead in the water. The last thing I want is for us to end up as some travelling juke box.

LEVON

Richard. That's never going to happen.

INT. SHANGRI-LA BEACH HOUSE - NIGHT

Robbie circles the pool table as Dylan chalks his pool cue.

Richard sits with a group of beautiful GIRLS who pass a joint as they listen intently to Richard.

RICHARD

And after going through all that trouble to get it, whole gram of coke lined right in front of her, she looks at me with those pretty little doe eyes of hers and says: *it's too late, I gotta get up in the morning*. Well let me tell you, I wasn't having that. So I leaned in, whispered in her ear, and she did half the line of coke right then and there.

HOT GIRL

What did you say?

Robbie lines up for his shot.

RICHARD

I told her it was caffeine free!

Everyone laughs uproariously and Robbie MISSES HIS SHOT!

Dylan triumphantly pumps his fist.

Robbie glares at Richard, who cluelessly snaps his finger and points at Robbie, like they're both having a grand ol' time.

Rick walks in and whispers in Richard's ear.

CUT TO:

Levon strolls back into the house.

Robbie and Dylan have started a poker game on the pool table with a few of the Girls, but Levon passes right by them.

OUTSIDE LEVON'S BEDROOM

Levon tries to turn the knob and discover's it's locked!

He fumbles for his keys, unlocks the door, and enters

HIS BEDROOM

only to find Rick and Richard shooting heroin on the floor.

They both look up at Levon. Half ashamed. Half inviting him.

Levon freezes, unsure of whether to complain or participate.

But a picture of Amy sits on his desk, staring back at him.

Levon ignores them, takes off his shoes, lies in his bed...

And goes to sleep.

CUT TO:

Levon awakens to Rick waving a Rolling Stone magazine.

RICK

Have you seen this shit?

Levon sits up in bed and lights a cigarette as Rick paces.

LEVON

Yeah... I saw it.

RICK

Fucking album isn't even gonna reach the top twenty!

Levon groans as he shakes off his sleep.

LEVON

Whatever, man. I thought it was our best yet. We all put a lot of effort into it.

RICK

Well according to Rolling Stone, it's not your fault, and it's not mine either. The press is all over Robbie on this one.

LEVON

That's one good thing about taking all the credit. You take all the heat.

RICK

How can you be so cavalier?

LEVON

What do you want me to say Rick? Who cares what they think? We're still here, still together.

RICK

Yeah, but what the fuck are we doing Lee?

LEVON

Look man, I get it. Neither of us wants to be that person who spends a couple months in the studio, playing some tracks and singing some lyrics, then just hangs it up for the rest of the year. But that's not who we are. We've got forty dates next summer. Shit's gonna feel real different when you're busy on the road.

RICK

I can't live my life waiting for the fucking road, Lee. I have a family.

LEVON

No one's stopping you from living the dream, man. Look at Robbie. He's got Works and Hirth from Earth.

RICK

That's the whole fucking point Lee. I'm not Robbie! But I am in the fucking band. And when we're not gonna be out there pouring our heart and soul on the road, then we need be doing something! I'm grinding my teeth here.

LEVON

Hey, listen... Our contract with Capitol's done pretty soon. That's gonna bring us a lot of opportunities.

RICK

Maybe I should just call it quits, and start a career of my own.

LEVON

Come on, Rick. Don't make any big decisions when you're fired up. Give it a while. We'll be on the road next year and things'll be better. You'll see. Then, if you still feel the same way, you'll know it's the right thing to do.

EXT. PRIVATE PLANE, RUNWAY - DAY

The Band makes their way across the hot, sticky tarmac.

SUPER: "JUNE - 1976"

Everyone seems in good spirits, until Richard stops short, takes a knee, and DRY HEAVES onto the ground.

Levon warmly approaches Richard and pats him on the back.

LEVON
You all right brother?

RICK (O.S.)
He's just hung over.

Levon looks up, and Rick throws him a dirty look.

RICHARD
No... No, I can't be hung over. I'm still drunk.

INT. PRIVATE PLANE - DAY

Rain spatters against the window. Levon shuts the window's visor, and looks down at his book. Everyone else is asleep.

But when the plane starts to shake from turbulence, a collective gasp breaks out amongst them.

Levon shuts his book and fastens his seat belt. Robbie's fingers grip into the arm rests, and even Garth is nervous.

For a moment the plane settles, and they sigh in relief, when the shaking starts back up again, worse than before.

Glass breaks. Garth mumbles prayers under his breath.

Richard unbuckles his seat belt and stands up.

RICK
What the hell are you doing?

RICHARD
I don't... I don't feel so well.

RICK
Get back in your seat!

The plane shakes and Richard stumbles.

Levon's about to get up, when Richard takes a tumble into the open seat next to Rick, and VOMITS ALL OVER RICK'S LAP!

RICK (CONT'D)
Fuck, Richard! What the fuck?

RICHARD
Sorry...

Rick is absolutely disgusted, but the plane's still shaking. When the turbulence finally stops, Rick unbuckles his belt.

RICK
Fucking alcoholic.

Rick storms off towards the bathroom.

Richard gives Levon a pitiable stare.

Levon sighs, picks up a towel, and helps Richard clean off.

EXT. STAGE, FROST AMPHITHEATER - DAY

The Band walks out to applause.

Levon sits at the drums, then taps out the rhythm and starts it up. One by one they join in until everyone's playing.

INT. LARGE SUITE, HOTEL - NIGHT

The show's after party is in full swing. Levon smokes a joint with a couple of beautiful LADIES, when Rick grabs his arm.

Levon recognizes the seriousness in Rick's eyes. They head to

THE BATHROOM

where Richard is passed out nude in a pool of vomit, broken glass, and Grand Marnier.

Levon rolls up his sleeves, and they help Richard up.

CUT TO:

OUTSIDE THE BEDROOM

Levon lights a cigarette. The party continues around him.

Rick steps out, naked from the waist up, and thrusts his dirty shirt into Levon's hands.

RICK
You clean up after him. I'm done.

Rick stomps off to HOOTS from the Girls in the crowd.

EXT. ARISTA RECORDS - DAY

Rick adjusts the tie to his suit and enters the building.

INT. OFFICE, ARISTA RECORDS - DAY

Rick signs on the dotted line beside a smarmy EXECUTIVE.

INT. DINING ROOM, HOTEL - DAY

Levon strolls into the relatively empty dining room.

He approaches Rick, Robbie, and Garth who sit eating large helpings from the buffet.

LEVON
Where's Richard?

EXT. POWER BOAT, LAKE AUSTIN - DAY

Richard sits next to his BUDDY who's at the wheel.

In the roaring wind, Richard eggs his Buddy on to push the throttle forward. The faster they go the bumpier the ride.

Richard laughs and smiles as the throttle goes back all the way and they ZOOM across the water at MAXIMUM SPEED.

The boat hits a large wave, and the bump sends Richard FLYING OVERBOARD! He SMASHES into the water at high velocity.

INT. WAITING ROOM, HOSPITAL - NIGHT

Rick sits patiently while Levon paces back and forth.

RICK
Will you sit down, already? You're making me nervous.

Levon stops and starts to protest when a DOCTOR enters.

LEVON
Is there any word?

DOCTOR
Excuse me... Mrs. Johnson?

Several OLD WOMEN in the corner take notice and stand.

The Doctor approaches them but Levon stops him.

LEVON
Listen, my friend's in the emergency
room, his name's --

DOCTOR
-- I don't work in the ER. Go check with
a nurse.

The Doctor tries to walk by, but Levon grabs his arm.

LEVON
Can't you just find out?

The Doctor looks down at Levon's hand.

DOCTOR
Get your fucking hands off me.

Levon releases him, and he pushes past to warmly greet the
Old Women. Levon's furious, but Robbie and Garth stride in.

LEVON
Hey! What took so long?

ROBBIE
You're not gonna believe this shit.

LEVON
Is he ok?

GARTH
He's pretty banged up, but he's fine.
Thing is --

ROBBIE
-- Thing is he needs traction.

LEVON
Oh, man...

ROBBIE
I called Jane, and she's on her way.

RICK
Can we see him?

ROBBIE
Not yet... He can't be moved.

RICK
There goes the fucking tour.

INT. RICHARD'S ROOM, HOSPITAL - DAY

Richard lies in traction, asleep on a hospital bed.

Levon and Rick sit beside him.

RICK
I'm afraid we're gonna lose him.

LEVON
It won't come to that.

RICK
It won't? Look at him, Lee. Take a good look. He's a fucking mess.

LEVON
He'll pull through.

RICK
Yeah, well, you keep telling yourself that.

Rick rises and walks out. Levon watches him go.

RICHARD
He hates me you know.

Levon sighs at the realization that Richard's woken up.

LEVON
He's just frustrated. That's all.

RICHARD
Frustrated? Why? Because this is how I want to live my life?

LEVON
You're lucky you're even *alive*. He's just worried, that's all. And so are we.

CUT TO:

Robbie and Levon read magazines as they sit with Richard.

The door swings open, and in rushes Jane to Richard's side.

First she HUGS and KISSES him. Then she SLAPS him across the face. A disgruntled Rick saunters in. Robbie snickers.

JANE
Everyone get out.

INT. HALLWAY, HOSPITAL - MOMENTS LATER

Robbie leans over a nurse's station while he uses the phone.

Levon munches on a candy bar next to Rick.

RICK
I've got a bad feeling about this, Lee.

LEVON
He's gonna be fine.

RICK
That's not what I mean.

Levon takes a deep breath.

RICK (CONT'D)
I've been thinking about that first night, when Hawk came up to me at Pop Ivy's and asked me to come with you boys to Toronto. You remember what I was doing back then? Working in a butcher shop. First thing I did was go to my boss, and tell him I was running off to Toronto to be in a rock and roll group! I was so damn excited.

LEVON
That's beautiful.

RICK
Yeah, but now it's like, I don't know. That feeling is just kind of gone.

EXT. PALLADIUM THEATER, NEW YORK - DAY

Levon, Rick, Robbie, Garth, and a frail Richard stand on the sidewalk outside the theater.

LEVON
I can't believe it's almost been five years since we played this place.

RICHARD
I like the name Palladium better. The Academy sounded too much like school.

GARTH
Did you guys know this was the first major American opera house? Acoustically it's without a doubt the best location we've ever played.

Robbie kneels down and catches his breath.

GARTH (CONT'D)
You ok, Robbie?

ROBBIE
Yeah... Yeah, it's fine.

Levon enters the building and everyone follows.

INT. STAGE, PALLADIUM THEATER - DAY

The Band's instruments are set up for rehearsals. Robbie stands beside a group of HORN MEN for the horn section.

ROBBIE
We've got so little time and so much riding on this guys. In two hours, thirty five hundred people will pour through those doors for the grand opening of this historic building, and expect us to put on the show of their lives... And every last God damn one of you are playing like you're at a fucking night lounge! Get your head in the game.

A NERVOUS ROADIE walks up to Robbie and hands him a coffee.

NERVOUS ROADIE
Mr. Robertson. Uhh, sorry but they were out of milk. Do you want this coffee or do you want me to go get some milk?

Robbie snatches the coffee and storms away.

INT. BACKSTAGE, PALLADIUM THEATER - DAY

Levon and Rick smoke a joint in secret behind the curtains.

Robbie stomps past them unaware. They watch as he takes one sip of his coffee and THROWS the cup into the wall in a fury!

Robbie paces back and forth muttering to himself, then pauses, takes a deep breath, and stomps back on stage.

Levon and Rick turn to each other, speechless.

Rick drops the joint and puts it out beneath his boot. Levon lights up two cigarettes and hands one to Rick.

LEVON
I've never seen bubba this stressed.

Richard steps out from one of the hallways... carrying himself... at a snails pace... He notices Rick and Levon and hobbles towards them... They wince at his slow speed...

RICHARD
What's going on?

RICK
Nerves, Richard.

RICHARD
Who's got them?

LEVON
All of us.

RICHARD
You're worried about the concert?

LEVON
Well, Richard... It's like this...

RICHARD
Hold on.

Richard... slowly... turns and fetches a chair.

It SCREECHES across the floor. He softly groans as he sits.

RICHARD (CONT'D)
Ok.

Levon bites his lip.

INT. STAGE, PALLADIUM THEATER - NIGHT

The Band walks out to a standing ovation.

Garth accompanies Richard as he hobbles his way to the piano.

Levon and Rick share uneasy glances. The audience cheers.

Levon gives Richard one last good look, holds his breath, and taps out a rhythm with his sticks.

INT. LIMOUSINE, MANHATTAN

The Band is exhausted. Everyone lost in their own thoughts.

GARTH
If no one's going to say it. Then I will.

They all give Garth their full attention.

GARTH (CONT'D)

That was the best show we've ever played.

Everyone silently nods in agreement.

INT. SHANGRI-LA BEACH HOUSE - DAY

Levon sits at the kitchen table rolling joints.

LEVON

*Up on Cripple Creek, she sends me. If I
spring a leak, she mends me. I don't have
to speak, as she defends me. A drunkard's
dream if I ever did see one.*

Rick steps into the room and Levon grins.

LEVON (CONT'D)

Hey, Rick! What took you so long to get
here?

Levon's tune changes as he sees the pain in Rick's eyes.

LEVON (CONT'D)

Trouble?

RICK

I'll give it to you straight, Lee. I just
got off the phone with my guy at Arista.

Rick takes a breath and sits down.

LEVON

Don't tell me Capitol wants more albums.
We've only got one more to go.

RICK

No, Lee. They're talking about ending the
Band.

LEVON

What do you mean, *ending* it?

RICK

They want a farewell concert.

LEVON

Like a farewell Capitol kind of thing?

RICK

No, like a farewell to The Band kind of
thing.

LEVON

You've got to be kidding me. What is this, a fucking joke?

RICK

Supposedly it's Robbie's idea.

Levon grinds his teeth.

INT. KITCHEN, SHANGRI-LA BEACH HOUSE - NIGHT

The Band sits around the kitchen table.

Cups of coffee are half touched and the ash trays are full.

Robbie coolly lights a cigarette and smiles.

ROBBIE

The Last Waltz.

Everyone sits there, silent... all attention on Robbie.

ROBBIE (CONT'D)

Let's face it. We've been at this a while. We've been to towns where we were treated like shit, and we went back to those same towns rock stars. We've come a long way, and we've made it. People know us. We're successful. But we're still pushing ourselves and it's starting to show. I don't care how great we played, Richard needed bed rest, and what did we do? We pushed it just to do what we've always done.

Rick and Richard nod, silently agreeing. Levon scowls.

RICK

So you're not saying we should break up?

ROBBIE

No. I just think it's time that we bow out of the touring scene. But we do it gracefully, like a New Orleans funeral. That way, instead of being out there risking our lives like we've always done, we just cut albums. Move the group on up to the next level... We evolve.

LEVON

This is such bullshit.

RICK

I don't know, Lee. I think it sounds like a good idea. You said it yourself. There's a lot of opportunities that we've missed as a result of this Capitol deal. If we're not on the road so much, we'll have time to work on whatever we want.

RICHARD

When would this Last Waltz be, man?

ROBBIE

Well... I've got this great idea.

Levon fails to contain his laugh.

LEVON

Of course you do. Of course he does.

ROBBIE

We're already booked for Thanksgiving at the Winterland. We made our debut there, and if we finish there too it really brings things full circle.

GARTH

And you think that we'll be able to get all these musicians together and prepare a show in two months?

ROBBIE

That's the whole idea, isn't it? We get everybody who's influenced us, people who represent the different spokes of the wheel of Rock and Roll, all together on one stage and we'll be their backup band.

LEVON

Full fucking circle all right. And what about our last album for Capitol? We haven't finished a full track yet.

ROBBIE

Don't worry. Islands is far from ready, but I figure we'll have it cut by the end of October.

GARTH

You want to record the album at the same time we're rehearsing for the show?

RICK

Oh, man. This place is gonna be rocking!

ROBBIE
So what do you say? The Last Waltz?

RICK
Yeah!

RICHARD
Yeah.

Garth nods.

Everyone looks to Levon, who sits there grinding his teeth.

INT. LEVON'S BEDROOM, SHANGRI-LA HOUSE - NIGHT

Levon lies awake in bed. He sits up in a cold sweat.

CUT TO:

THE LIVING ROOM

Levon holds the house phone up to his ear.

LEVON
Hello, Bill? It's Levon. Oh I'm sorry,
did I wake you? When does Robbie meet
with the lawyers? Yeah, ok. Ten sharp.
Got it. Thanks. You too. Bye.

EXT. LAW OFFICE BUILDING, LOS ANGELES - DAY

Levon stands outside the building smoking a cigarette.

He looks down at his watch. 9:55.

He drops his cigarette on the ground and stomps it out.

INT. HALLWAY, LAW OFFICE BUILDING - DAY

Levon approaches an office with a large glass wall.

Inside he sees Robbie sitting next to a LAWYER.

INT. OFFICE, LAW OFFICE BUILDING - DAY

Levon enters and looks around. Several half-drunk Styrofoam coffee cups litter the table, and an ornate stone ash tray is filled with cigarette butts. Levon's eyes narrow.

LEVON
Am I late?

Robbie and the Lawyer both stand.

LAWYER

I'll give you two a few minutes alone.

The Lawyer smiles and exits the room.

INT. LEVON'S HOUSE, WOODSTOCK - NIGHT

Levon starts to pour himself a glass of bourbon... but changes his mind and takes the bottle instead.

CUT TO:

He kneels by the fireplace and downs a long swig.

Levon carefully places his tinder, then sets the logs one by one. But as he places his final log, the bottle knocks over.

LEVON

Shit!

He stands it upright, straightens the logs, then reaches around for his lighter... It's gotten wet with bourbon.

Levon tries to light the tinder but it won't spark.

He finds a match box on the mantle... but it's empty.

After a few more failed flicks of the flint, he throws the lighter across the room in frustration.

Defeated... He lies back on the wood floor...

And nurses the bottle of bourbon...

CUT TO:

Levon clutches the phone to his ear as he leans on the wall.

A fire roars in the fireplace.

LEVON

That's what I'm... That's what I'm saying man! I want to make more records too, but don't you think it's fucked up? There's a reason it was Levon and the Hawks, and not Robbie and the Hawks. I've been here the longest, I stood up to Ronnie when it was time we went our way, and everyone looked to me to keep us together. But somehow between then and now everything got all twisted around, and Robbie's taken control of us, like he owns us.

Levon takes a swig of the bottle and shifts his stance.

LEVON (CONT'D)

No, Richard! You're wrong! He said it's over! If we try to tour without him, the God damn bigwigs will put a stop it... I know! I know! That's what my lawyer said. I'm gonna puke, put on a smile, and I'm gonna get out.

INT. SHANGRI-LA BEACH HOUSE - DAY

Levon walks in the front door and sighs.

The place is a total mess.

He hears MUSIC from somewhere, and follows it to find Rick and Richard snorting lines of cocaine on the kitchen table.

LEVON

California, you're just like I left you.

RICK

Holy shit, Lee!

RICHARD

Sit down, brother. We've got news.

Levon sits and Rick cuts him a line of cocaine.

LEVON

Oh, great. What now? They're gonna take us out back and shoot us after our last public performance?

RICK

That's dark, Lee. I love it.

Rick offers Levon a rolled hundred dollar bill. He refuses.

RICHARD

The Last Waltz. Robbie's turning it into a movie. One take. One cut.

Levon stands, turns, and walks out of the kitchen.

RICK

Where's he going?

RICHARD

He's going to puke.

INT. LEVON'S HOTEL ROOM, MIYAKO HOTEL, SAN FRANCISCO - NIGHT

Levon startles awake in a cold sweat.

SUPER: "THANKSGIVING, 1976 - DAY OF THE LAST WALTZ"

LEVON

No!

He sits up and looks at the clock. 3:30 AM. He starts to light up a cigarette, and notices his hand shaking.

INT. PIANO LOUNGE, MIYAKO HOTEL - NIGHT

Levon enters in his robe and closes the door behind him. He takes a deep breath. Dylan walks up and greets him.

DYLAN

What's the matter? Bad dreams? You look like you've seen a ghost in the bath tub.

CUT TO:

Levon plays drums while Dylan strums his guitar.

Other than the two of them, the lounge is totally empty.

DYLAN (CONT'D)

Princess on the steeple and all the pretty people. They're all drinkin', thinkin' that they got it made.

Rick enters the lounge, sees them, and rushes forward.

CUT TO:

Rick has joined Dylan and Levon on the bass.

DYLAN (CONT'D)

Exchanging all kinds of precious gifts and things. But you'd better lift your diamond ring, you'd better pawn it babe.

Garth enters, sees them playing, and walks to the stage.

CUT TO:

Garth has joined them on the organ.

DYLAN (CONT'D)

You used to be so amused. At Napoleon in rags and the language that he used. Go to him now, he calls you, you can't refuse.

(MORE)

DYLAN (CONT'D)
*When you ain't got nothing, you got
 nothing to lose.*

Robbie and Richard walk in.

DYLAN (CONT'D)
*You're invisible now, you got no secrets
 to conceal.*

CUT TO:

Dylan and The Band all play on the stage of the empty lounge.

DYLAN (CONT'D)
*How does it feel. How does it feel. To be
 on your own. With no direction home. Like
 a complete unknown. Like a rolling stone?*

Levon looks out from behind the drums upon the faces of each of his band mates, soaking them in as if for the last time.

First to Richard, then Garth. Rick, Dylan, Robbie. Mixed feelings of love and hate course through him, and finally...

Levon raps out the last few beats, and crashes his cymbals.

INT. RURAL THEATER - NIGHT

Garth assists several ROADIES in setting up equipment on stage. The audience slowly filters into the theater.

RANDY CIARLANTE and JIM WEIDER, two new additions to The Band, sit at a table playing cards.

SUPER: "TWENTY YEARS LATER"

RICHARD BELL, also in The Band, lights a cigarette with a cigarette and waits patiently with The Band's road manager, AL PIERSE. A BURLY MANAGER approaches and shakes Al's hand.

BURLY MANAGER
 Hi.. You must be Al Pierse?

AL PIERSE
 Yeah, good. I was looking for you. The
 deposit comes to five grand.

The Burly Manager looks around and grunts.

BURLY MANAGER
 Where's Levon and Rick?

AL PIERSE
 Oh, uh, they're not here yet.

BURLY MANAGER
Come with me.

Al and a YOUNG ROADIE follow the Burly Manager upstairs.

INT. MANAGER'S OFFICE, RURAL THEATER - NIGHT

The Burly Manager enters the large wooden office with an overview window of the theater, and circles around his desk.

Al and the Young Roadie walk in flanked by a TALL HICK.

AL PIERSE
So...

The Burly Manager reaches in his desk and takes out a handgun. He sets it on the table and smiles.

BURLY MANAGER
You'll get your money... When Levon and Rick show up, and the Band's all here.

The Tall Hick picks up a shotgun from the wall and cocks it.

BURLY MANAGER (CONT'D)
Now sit.

The Young Roadie gulps nervously, and he and Al take a seat.

EXT. MINIVAN - NIGHT

A minivan slows down in the middle of the street, then speeds up again. It speeds through a stop sign... then slows...

INT. MINIVAN - NIGHT

Levon squints his eyes and swerves the car to shine the headlights on a nearby road sign. Rick groans.

LEVON
What is that, Oak Tree? We're looking for Peach Tree?

RICK
I'm telling you, I think we passed it.

LEVON
We didn't pass it!

RICK
God damn it Lee! Why didn't we just pick up yesterday when we had all day? The fucking show starts any minute.

LEVON

And waste my chance to sleep in a real bed? My precious hotel time? Keep dreaming. We'll find the place. Have a little faith.

INT. MANAGER'S OFFICE, RURAL THEATER - NIGHT

The Young Roadie nervously looks at his watch. Al yawns.

AL PIERSE

You got anything to drink around here?

BURLY MANAGER

Just the bar downstairs.

AL PIERSE

I'll be right back then.

He stands up, and the Tall Hick gets in his face.

BURLY MANAGER

The hell you will. You ain't goin' nowhere til The Band shows up.

YOUNG ROADIE

Wh - what about me?

The Manager nods, and the Young Roadie bolts from the room.

AL PIERSE

Get me a beer!

Al shrugs nonchalantly.

AL PIERSE (CONT'D)

He's new.

EXT. RURAL THEATER - NIGHT

The Young Roadie bursts out the door, and runs head first into Rick and Levon.

YOUNG ROADIE

Holy shit! Where the hell have you been? You two better get upstairs right away!

LEVON

What's the matter?

YOUNG ROADIE

A.P. asked for the deposit, and they pulled a fucking gun on him! It's crazy!

LEVON
Crazy? Shit. This happens all the time.

RICK
All the time.

INT. MANAGER'S OFFICE, RURAL THEATER - NIGHT

Rick and Levon enter the office, coolly stride past the Tall Hick and his shotgun, and join Al at the desk.

BURLY MANAGER
You two, Rick and Levon?

AL PIERSE
Yeah, that's them.

The Burly Manager calmly points at the clock, his revolver still sitting on the desk in front of him.

BURLY MANAGER
You were supposed to go on two hours ago.
You know how much money you cost me?

LEVON
Well we're here now.

RICK
Yeah, so why are we wasting time?

AL PIERSE
Now about that deposit?

The Burly Manager shakes his head slowly.

BURLY MANAGER
I'm only getting half a show, so you only get half a deposit.

LEVON
That's bullshit! We agreed on five!

The Burly Manager looks down at his gun, then back up at Levon. Rick glances at the Tall Hick with the shotgun.

BURLY MANAGER
Are you *sure* you want to renegotiate?

AL PIERSE
Half suits us just fine, gentlemen.

EXT. NIGHTCLUB - DAY

A minivan and trailer pulls up, followed by the tour bus.

Levon exits the van alongside Al and a few Roadies.

AL PIERSE

This place packs a big crowd, Lee. Don't
you and Rick disappear on us again.

Levon pats him on the back.

LEVON

Relax, A.P. That was a one time thing.

Levon flashes him a smile, then strides into the club.

INT. BACKSTAGE, NIGHT CLUB - NIGHT

Garth and his Roadies start setting up their equipment.

But the club is already packed with a rowdy clientele, and they're starting to get restless.

Levon leans back against the wall drinking a beer when Al rushes up next to him.

AL PIERSE

Listen. He wants to talk to you.

LEVON

Me? Why?

AL PIERSE

The deposit's ten thousand.

LEVON

Yeah, so what's the problem?

AL PIERSE

He's only got five.

LEVON

Does he have a gun?

INT. ELEVATED OFFICE, NIGHT CLUB - NIGHT

Levon and Al stand across the desk from a WIRY MANAGER.

WIRY MANAGER

Look, we'll have more by the end of the
night. Can't you just start for less?

AL PIERSE

It ain't me you should be worried about.

They all look through the window, down into the crowded club below, where everyone's stir crazy, and a fight's broken out.

INT. BACKSTAGE, NIGHT CLUB - NIGHT

Levon paces back and forth as he smokes a cigarette.

LEVON

This is fucked up, man. We didn't come all the way out just to get shafted. If the Hawk were here, he'd burn this place to the ground!

AL PIERSE

Look, Lee. It's up to you. If you think we should go, then we'll get the hell out of here, and we'll go... Here he comes now. Maybe he's got the money.

The Wiry Manager rushes up with an envelope.

WIRY MANAGER

Will you take seven?

Al takes the envelope... and looks to Levon.

Levon shakes his head. Al tosses the envelope onto a nearby table, ducks behind the podium, and grabs the microphone.

AL PIERSE

Due to unforeseen circumstances, the Band is not performing tonight. Please be sure to see the manager for a refund.

The crowd goes buck wild! They boo and hiss! Bottles get thrown and the place turns into a full blown riot!

And right in front of the Manager...

Levon grabs the envelope of money... and runs out!

EXT. NIGHTCLUB - NIGHT

Followed by the rest of The Band in a confused rush, Levon jumps into the mini van and books it on down the road.

The empty trailer bounces and sparks as he drives off.

Al and the rest of The Band run out into the street.

RICK
Where the hell is he going?

RICHARD BELL
He took the trailer and left all the
equipment!

AL PIERSE
Let's get the fuck out of here!

RICHARD BELL
You worried about the manager?

They all look back toward the angry audience members storming
out of the club and into the street.

AL PIERSE
Screw the manager! If we stick around now
we'll get shot by our fucking fans!
Everyone in the bus! We'll come back for
the equipment tomorrow!

They pile into the tour bus amidst the gathering crowds.

Bottles break against the side of the bus as it pulls away.

EXT. / INT. TOUR BUS - DAY

The tour bus and minivan drive down a deserted rural road.

Al pulls away a curtain and finds Levon and one of the
Roadies high as a kite and half passed out.

Rick sits between them with a joint in his mouth, a rolled up
bill in his hand, and pile of heroin on the table.

AL PIERSE
What's going on here?

RICK
We're all high on the fucking hog, A.P.
Yeah!

Rick sniffs a bump of heroin and grabs a spoon.

RICK (CONT'D)
Come on! Wake up! It's time for ice
cream!

He raps Levon on the head with the spoon, who looks up with
confused, bleary red eyes. He stands and TRIPS.

But Al catches him and helps him further up the bus.

CUT TO:

Levon sits looking out the window into darkness.

The bus comes to a halt and the door opens. Rick walks past with a cigar in his hand, followed by Al and Garth.

LEVON
Where are we?

AL PIERSE
Some motel outside Orlando.

LEVON
Thank God. I just want to go to bed. I'm
sick of this bus shit.

EXT. QUALITY INN MOTEL, WINTERPARK FLORIDA - NIGHT

Levon and the rest of The Band filter into the motel.

INT. HALLWAY, QUALITY INN MOTEL - NIGHT

The members of The Band tiredly enter their motel rooms.

INT. LEVON'S ROOM, QUALITY INN MOTEL - NIGHT

Levon tosses his bag down and collapses onto the bed.

CUT TO:

Levon rolls over in his sleep, now tucked comfortably under the covers in a dark room.

Suddenly, his eyes open wide and he sits up in a cold sweat.

He turns the light on, searches the drawer on the night stand, then gets out of bed and rummages around the room.

And on a table he finds a piece of paper that reads:

"WINTERPARK FLORIDA QUALITY INN MOTEL - 24/7 ROOM SERVICE."

Levon crushes the paper in his hand and punches the wall.

INT. HALLWAY, QUALITY INN MOTEL - NIGHT

Levon's shouts are muffled from within his room. Al lights up a cigarette and rubs his face. Rick storms by.

RICK
 (to Al)
 You fucking asshole.

Randy steps out of his room, and walks up to Al.

RANDY
 What's all the commotion? I was trying to sleep.

AL PIERSE
 We fucked up, Randy. I don't know how, but we fucked up bad. Real, real bad.

RANDY
 What are you talking about?

Al hands Randy Levon's crumpled piece of paper.

Randy unfolds it and reads it.

RANDY (CONT'D)
 What's this? What are you - Oh... Oh my God. Fuck! How could you let this happen?

AL PIERSE
 I book all the places through an agency in California. They didn't know! Fuck!

Levon steps into the hall, hoists his bag strap over his shoulder, and wipes some tears from his eyes.

LEVON
 Hurry the hell up! I'm not spending another God damn minute in this place.

Al shakes his head, and everyone follows.

EXT. QUALITY INN MOTEL, WINTERPARK FLORIDA - NIGHT

The tour bus pulls out of the parking lot, followed by the minivan, and they drive off into the night.

FADE TO:

INT. LIVING ROOM, LEVON'S NEW HOUSE - DAY

Levon rests on the couch listening to his headphones.

LEVON (V.O.)
Ain't no more cane on the Brazos. Oooh.

SUPER: "WOODSTOCK - 1999"

LEVON (V.O.)
It's all been ground down to molasses.
Oooh.

AL PIERSE (O.S.)
 Lee. Hey, Lee!

Levon sits up, removes his headphones, and makes his way to open the back door where Al stands waiting outside.

LEVON
 (raspy)
 A.P. Good to see you. Come on in.

Levon leads him into the house and they sit on the couch.

LEVON (CONT'D)
 What are you doing here?

AL PIERSE
 I was in the neighborhood and figured I'd drop in on my good friend. I tried calling but I got no answer.

LEVON
 Yeah, I've been sleeping a lot.

AL PIERSE
 Lee, I'll get right to it. Things have been kind of dry for me lately. I know you've been taking it easy and all, but I was wondering if you might want to do another tour anytime soon.

LEVON
 Listen... We need to talk... You want something to drink?

AL PIERSE
 Some coffee would be nice.

LEVON
 I was thinking something stronger.

EXT. LAKE, LEVON'S NEW HOUSE - DAY

Al sits at a bench overlooking the lake as he puffs on his cigarette. Levon spills some more bourbon into Al's glass.

AL PIERSE
 Knowing you, I think you'll beat it.

LEVON

It is what it is. But it's being away
from the music that hurts the most.

They look out onto the lake in silence.

EXT. LEVON'S NEW HOUSE - DAY

Levon and Al carry their drinks as they stroll through the yard. A half-built extension juts off the side of the house.

Al scratches his chin as he steps closer to the bare wooden frames. He sets his drink down on a beam and turns to Levon.

AL PIERSE

What's going on here?

LEVON

Buildin' a barn.

AL PIERSE

What for? You gonna turn it into a studio
like your old house used to have?

Levon sits on a nearby reclining chair and sighs.

LEVON

Maybe... But a studio ain't much good to
me if I can't sing though.

AL PIERSE

Then why are you building it?

Levon doesn't seem to have an answer.

Al sighs, and sits down in the chair beside him.

AL PIERSE (CONT'D)

Are you *sure* you don't want to give the
tour a shot? If people know what you're
going through, they'll be ok with you not
singing.

LEVON

Come on A.P. You and I both should know,
being sick on the road can kill you.

Levon and Al sip from their drinks as they stare at the unfinished barn.

FADE TO:

INT. B. B. MCGOON'S - NIGHT

Levon and Rick sit together on the stage of the night club. Levon strums on the fiddle with Rick on guitar.

LEVON

*Captain don't you do me like you done
poor old Shine. Oooh.*

SUPER: "TORONTO - 1983"

LEVON (CONT'D)

*Well ya drove that bully til he went
stone blind. Oooh.*

RICK

*Wake up on a lifetime, hold up your own
head. Oooh. Well you may get a pardon and
then you might drop dead. Oooh.*

LEVON & RICK

*Ain't no more cane on the Brazos. Oooh.
It's all been ground down to molasses.
Oooh.*

The duo rises to a roar of applause from the small but crowded club, and they take a much deserved bow.

CUT TO:

Levon sits in a booth next to an aged HAROLD KUDLETS, whose suit and tie seem as old as him.

LEVON

Well? What do you think, Colonel?

KUDLETS

It's a bold plan, but it doesn't matter
what I think. It matters what they think.

LEVON

I'll go see Richard and ask him myself.

KUDLETS

What about Robbie?

Levon looks down uncomfortably and sips his beer.

LEVON

As far as he's concerned, the Band is
over. He'll never play with us again...
But if we were all in on it... No.

(MORE)

LEVON (CONT'D)

I don't think he'd try and stop us from doing it without him.

KUDLETS

Alright Lee. Get everyone together, and when you're ready, I'll set up the tour.

Kudlets stands, shakes his hand, and leaves. Rick approaches.

RICK

Well? Is he gonna help us?

Levon nurses his beer silently

RICK (CONT'D)

Come on, Levon. Don't keep me in suspense.

Levon nods.

Rick pumps his fist in celebration, but pauses when he sees Levon's somber mood. Rick slides up next to him in the booth.

RICK (CONT'D)

You ok, Lee? You don't seem too jazzed about it. Isn't this what you wanted?

LEVON

I dunno. I guess it all just feels pretty real... Putting the Band back together again. To tour at least.

RICK

Well what are you, nervous or something?

LEVON

No... It's just, after all these years of being on my own, I'm gonna miss *this* Rick. Our living room sessions... Over the last few months they've reminded me of what it's like to be a musician. When I'm up there with you, I'm really there, for all the world to see, not just a drummer with some band in front of him, carrying the weight.

Rick silently agrees with him, and they cheers their beers.

MONTAGE - THE BAND REUNITES AND TOURS TO "THE WEIGHT"

-- INT. RICHARD'S HOUSE, CALIFORNIA - DAY

Levon pushes his way in. The house is immaculately clean. He makes his way into the bedroom and finds Richard asleep.

Books on sobriety and music history sit on his night stand.

Levon leans over and wakes him up. Richard smiles.

-- EXT. RICHARD'S HOUSE, CALIFORNIA - DAY

Richard leads Levon out of the house and into the yard where ARLIE, Richard's second wife, is gardening.

Richard puts his arm around her, and kisses her on the cheek.

She attempts to hug Levon, but he shakes her hand instead.

-- INT. STUDIO - DAY

Garth crawls on the floor amidst an endless field of wires.

He carefully follows one until he reaches Maude's foot.

She hands him a telephone, and once on the phone, he smiles.

-- INT. BASEMENT, GARTH'S HOUSE - DAY

Garth rummages through unsorted piles of boxes and musical equipment until he finds an old synthesizer.

He wipes dust off its keys.

-- INT. BEARSVILLE STUDIO - DAY

Levon, Rick, and Richard watch JIMMY WEIDER play guitar through a glass divider.

-- EXT. CLUB - DAY

Levon and Rick look at the marquee: THE CATE BROTHERS BAND.

-- INT. CLUB - DAY

Levon and Rick shake hands with the three CATE BROTHERS.

Everyone is excited.

-- INT. STAGE, PLACE DES ARTS, MONTREAL - NIGHT

The Band: Rick, Richard, Garth, and Levon step out on stage, followed by Weider and the Cate Brothers. Richard is nervous.

CUT TO:

The Band's in the middle of their set. Levon pays attention to Richard, and he seems to have loosened up.

-- INT. NEW TOKYO AIRPORT, NARITA JAPAN - DAY

The Band and their entourage walk through the airport to quite a bit of attention from the people they pass by.

-- EXT. NEW TOKYO AIRPORT, NARITA JAPAN - DAY

The Band is ushered away from gathering crowds into a stretched limo.

-- EXT. STAGE, OSAKA FESTIVAL - DAY

The Band steps out to applause from a huge audience.

Everyone is in good spirits and they jump into a song.

-- INT. RESTAURANT, OSAKA - NIGHT

The Band and their entourage share drinks and stories at the table, when an enormous sushi boat is brought out for them.

Miniature American flags stick out of the sushi rolls.

-- EXT. STAGE, SAPPORO - NIGHT

The Band plays to a large crowd. Richard doesn't look well.

-- INT. LEVON'S ROOM, SAPPORO HOTEL - NIGHT

Levon gets woken up and stumbles to the door, where Richard pushes his way in.

In a manic state he paces the room, then storms out.

-- INT. HALLWAY, SAPPORO HOTEL - NIGHT

Levon watches Richard and Arlie shout.

Richard stomps into his room and emerges with his hotel bags.

He pushes Arlie out of the way.

-- INT. RICHARD'S ROOM, SAPPORO HOTEL - NIGHT

Arlie rummages through her purse then dumps everything out.

She pours through until she finds a bottle of pills, then swipes a can of soda from the mini fridge.

-- INT. LOBBY, SAPPORO HOTEL - NIGHT

Arlie stops Richard and ushers the pills into his hands.

He reluctantly swallows them with a sip of soda.

-- INT. STAGE, TOKYO - NIGHT

The Band plays in full swing on a huge stage and Richard is happy and focused. Levon smiles.

-- INT. SERIES OF STAGES - NIGHT

The Band plays on a series of stages:

The first large with a packed audience,

And each successive stage and audience smaller than the last.

Their moods shift from enthusiastic to tired and depressed.

-- INT. RICHARD'S NEW HOUSE, WOODSTOCK - DAY

Arlie ties off Richard's arm as he injects his heroin.

CUT TO:

Levon enters through the front door, takes one look at Arlie and Richard shooting heroin, turns around, and walks out.

-- INT. LEVON'S HOUSE, WOODSTOCK - DAY

Levon dials his telephone.

-- EXT. RICHARD'S NEW HOUSE - DAY

Richard and Arlie drag their luggage behind them towards a waiting taxi cab. Richard stops and sips from his flask.

-- INT. TAXICAB - DAY

Arlie pulls out a makeup case and bumps some cocaine. She offers some to Richard and he takes a few quick sniffs.

-- INT. STAGE, SEATTLE MUSIC HALL - NIGHT

The Band plays to a large sold out crowd. Everyone is upbeat and Richard looks like a million bucks. Levon is all smiles.

-- INT. SERIES OF STAGES - NIGHT

Once again, The Band plays on a series of stages, with each successive stage and audience smaller than the last.

Everyone's mood and health slowly deteriorates.

END MONTAGE

INT. RESTAURANT, WOODSTOCK - NIGHT

Levon sits at an empty bar eating peanuts.

SUPER: "JANUARY - 1986"

Richard approaches the bar and takes off his coat.

He seems depressed.

RICHARD

Hey.

LEVON

Evening brother. Arlie couldn't make it?

RICHARD

Where's Sandy?

LEVON

She's not feeling too well.

Richard sets his jacket on the stool, but keeps standing.

LEVON (CONT'D)

Should we get a table?

RICHARD

No.

LEVON

You want to eat at the bar, then?

RICHARD

I'm not hungry.

LEVON

Oh...

The BARTENDER walks up and takes away Levon's empty beer.

BARTENDER

Can I get you another? How about you?

Levon nods and looks nervously to Richard.

RICHARD

Just some ginger ale, thanks.

Levon smiles, and the Bartender grabs a glass.

RICHARD (CONT'D)

Pour some grenadine in there too.

BARTENDER

You want a cherry with your Shirley
Temple, sir?

Levon laughs, but Richard turns away, grunts, and mutters
under his breath. Levon grimaces.

LEVON

So are you excited about going back on
tour in a couple weeks?

Richard lets out a long sigh.

The Bartender serves their drinks.

RICHARD

(to the Bartender)
Could you turn the TV off?

The Bartender does as he's asked and makes a hasty retreat.

LEVON

What's the matter?

RICHARD

What the fuck do you think's the matter?

LEVON

What?

RICHARD

We hug the whole fucking coast down from
New York, and we play all the way to
Miami, but then instead of just ending
there so I can fly out, we have to drive
all the way back upstate? It's fucked up.
Why can't we just play Winter Park first?

LEVON

What difference does it make? We were
born for the road, Richard. We've got to
play, right? I don't really care where it
is, just as long as we're out there.

RICHARD

This last stretch has been rough.

LEVON

It's not like we can sit around in a
studio and re-record old songs. We need a
stage to play on.

RICHARD

We re-recorded old songs once.

Levon nurses his beer silently, and Richard finally sits.

RICHARD (CONT'D)

Just go ahead and say it. I know what you're thinking anyway.

LEVON

So what am I thinking, then? Seeing as you're such a fucking psychic?

RICHARD

Without Robbie, we've got one song writer left... Me... So now it's all on me.

LEVON

Well without new material Richard, all we've got is the road. But at least the road's on all of us.

RICHARD

The thing about the road is, Lee... It kinda feels like we're headed nowhere.

INT. CAREFREE THEATER, WEST PALM BEACH - NIGHT

The Band plays to a packed audience. Everyone seems run down and tired, especially Richard who looks sickly and pale.

EXT. CAREFREE THEATER, WEST PALM BEACH - NIGHT

Richard stumbles out the back door and vomits in the alley.

INT. TOUR BUS - NIGHT

Richard coughs as he walks through the bus. Everyone is exhausted and sick with flu, especially the Roadies.

Tissue boxes and used tissues litter the bus.

Richard sits down next to Levon and Rick, who seem healthy.

He pulls out his flask, takes a swig, and offers it to them.

Rick snatches it from his hand.

RICK

Don't you think you've had enough?

RICHARD

It's iced fucking tea.

Rick drinks from the flask. He's surprised it isn't booze. Richard snatches it back, flips Rick off, and storms away. Levon groans in displeasure.

LEVON
What the hell did you say that for?

RICK
Me? Huh? What's eating him?

Levon grimaces. He glances out the window and sees a phone booth on the sidewalk near where the bus is parked.

Levon scratches his chin, gets an idea, and stands.

RICK (CONT'D)
Where you going, Lee?

LEVON
I'm gonna call some friends. If anything's gonna cheer Richard up, it ain't gonna be us.

INT. HOTEL ROOM, MIAMI - MORNING

Archie rubs the sleep from her eyes and opens the door to find Levon standing there, bright and chipper.

ARLIE
Richard's not up yet.

LEVON
Look who I found wandering the halls.

Standing beside Levon is CARMINE, a middle aged Italian man, and LISA, his red haired wife who's six months pregnant.

ARLIE
Lisa!

Archie and Lisa hug, and everyone walks into the room.

Levon and Carmine approach Richard. Levon rustles him awake.

LEVON
Hey, Richard. Look who's here.

Richard wakes up and smiles.

RICHARD
Carmine. Hi.

CARMINE
Hi, man. How are you?

Richard sits up and they hug.

RICHARD
Tired. Real tired.

CARMINE
We're going out to breakfast before the festival. You want us to give you a few minutes to get ready?

RICHARD
No... You all go on without me...

Richard coughs, and Carmine frowns.

CARMINE
Are you sure you're alright?

RICHARD
Yeah. Yeah, it's fine. I just need some rest. We'll hang out after the show.

CARMINE
Ok...

Richard rolls over in bed and curls up under the covers.

Carmine and Arlie share a concerned look.

EXT. HIALEHAH RACETRACK, MIAMI - DAY

The Band plays on stage to the crowded festival. People are dancing and having a grand time as Levon plays mandolin.

Richard plays drums, but he seems distracted, and out of it.

LEVON
Let's take five.

Everyone heads backstage, except for Richard, who leans against the drums lost in thought. Levon approaches him.

LEVON (CONT'D)
Hey, brother. You uhh... You want some water?

Richard shakes head and looks away. Levon sighs and leaves.

INT. HOTEL ROOM, MIAMI - NIGHT

Levon, Carmine, Lisa, and Arlie sit around the room, silent. Richard's lying in bed, curled up in a fetal position. His eyes are open, and it looks like he's been crying. Lisa sits down next to him and places her hand on his side.

LISA
Richard...

RICHARD
I can't...

LISA
Forget about the last show. Come back down to the keys with us. You can lounge out by the pool, get some sun. We're right on the water.

Richard doesn't stir. He doesn't even blink.

LISA (CONT'D)
You and Arlie can stay as long as you like... It'll be ok. I promise.

RICHARD
Can you come?

LISA
What?

RICHARD
To the show tomorrow...

Lisa looks over to Carmine, who solemnly nods, concerned.

LISA
Ok. But the next morning we're taking you to Big Pine. No excuses.

Richard closes his eyes.

CUT TO:

INT. WAITING ROOM, CANCER CENTER - DAY

The door gets SMACKED OPEN as a cart of supplies gets pushed into the room by an ORDERLY.

Levon gets startled awake. He glances at his watch.

INT. CHEMOTHERAPY LOUNGE, CANCER CENTER - DAY

Levon's assisted by the Pretty Nurse into one of the chairs.

LEVON
Thank you sweetheart.

PRETTY NURSE
In here by yourself again today?

She sets him up for the treatment... and as the liquid courses through his veins... he closes his eyes.

PRETTY NURSE (CONT'D)
Why don't you let your family join you?
Rather than have them wait downstairs?

LEVON
Some things I like to do on my own.

She pats him on the shoulder.

PRETTY NURSE
I'll be nearby if you need me.

FADE TO:

EXT. QUALITY INN MOTEL, WINTERPARK FLORIDA - DAY

Various motel PATRONS scatter the open lobby, while others enjoy the sidewalk lined with shops and restaurants.

SUPER: "WINTERPARK FLORIDA - 1986"

Levon exits the motel and heads off down the street.

INT. RESTAURANT, WINTERPARK FLORIDA - DAY

Levon is met by a HOSTESS.

HOSTESS
Table for one?

Levon nods, and she grabs a menu.

HOSTESS (CONT'D)
Just this way.

Levon follows her, and stops short when he sees Richard, Arlie, Carmine, and Lisa sitting at a table eating.

LEVON

Miss? I'm gonna eat over there with my friends.

HOSTESS

Alright. Here's your menu. Your waiter should be with you shortly.

LEVON

Thanks.

Levon takes an empty chair and pulls it over.

Lisa makes some room at the table for him to sit.

CARMINE

The biggest problem are the God damned raccoons. I'll bungee cord my garbage cans as tight as I possibly can, and the next morning when I unhook it to put in another bag, out pops a fucking raccoon!

LEVON

Back where I'm from, if you have a varmint problem you just get out your gun and pretty soon you'll have fricassee.

Richard starts coughing up a storm. He stands abruptly, and stumbles to the floor. Arlie helps him into his chair.

CARMINE

Are you ok?

RICHARD

I feel like shit.

Carmine takes out a stethoscope from his jacket.

RICHARD (CONT'D)

You really wanna do that here?

CARMINE

Lift up your shirt.

Richard grunts in protest, and finally obliges.

CARMINE (CONT'D)

Breathe for me. Can you take a deep breath? Ok and another... I really don't like the way you sound.

ARLIE

What's wrong?

CARMINE

I think the pneumonia could be back. You have to be evaluated at a hospital.

RICHARD

Just write me another Hycodan script. I'll be fine.

CARMINE

I can't keep giving you that shit, Richard.

RICHARD

But I feel sick. Help kill two birds with one stone. I can't sing like this.

CARMINE

I'm sorry, Richard, but it can't wait. I'll call someplace nearby and get you admitted tonight.

Richard pulls away and lowers his shirt.

CARMINE (CONT'D)

Don't worry, it'll be fine. I'll come with you. Same drill as last time on Long Island.

RICHARD

Get the fuck out of here.

CARMINE

What?

RICHARD

I'm not going to no hospital. You're a fucking doctor, you're supposed to be helping me. Why don't you just write the damn script.

CARMINE

Listen, Richard. You need this checked out.

RICHARD

Fuck the hospital. I just need something so I can perform tonight.

CARMINE

I won't do it. If anything I should be giving you an expectorant to help you cough everything up.

RICHARD
Well if you're not gonna help me, then
why don't you just fucking leave!

Everyone's stunned.

ARLIE
Richard!

RICHARD
Fine! I'll leave!

Richard stands up and puts his jacket on in a huff.

CARMINE
You need help. Arlie, talk to him.

Arlie grabs Richard's arm, but he pushes her away.

LEVON
Come on, brother. Don't be that way.

RICHARD
You gonna give me the prescription or
not?

CARMINE
No. I'm not.

RICHARD
Fuck you!

Richard stomps out of the restaurant.

EXT. STREETS OF WINTERPARK FLORIDA - NIGHT

Richard stands on the corner near the motel.

A car pulls up to him, and he gets in the passenger side...

A few moments later, he steps out, and the car drives off.

As Richard turns a corner into an alley, he pulls a pinch of cocaine from his pocket, and snorts it.

INT. CHEEK TO CHEEK LOUNGE, WINTERPARK FLORIDA - NIGHT

The crowd bursts into cheers as The Band steps out.

Levon gets up behind the drums and gives Richard a long hard stare, but he seems to be in good cheer.

Levon strikes up The Band and they start to play.

CUT TO:

ROADIES are in the midst of taking the stage apart.

Richard leans back against the far wall, alone.

He walks through back stage and comes across Garth who has all his attention focused on putting some equipment away.

RICHARD

Hey, Garth.

GARTH

Yeah?

RICHARD

There's just something I wanted to say.

Garth is distracted by the pile of wires in his hands. His back remains turned to Richard.

GARTH

Yeah?

RICHARD

Thanks for twenty five years of
incredible music.

Garth grunts in approval, and Richard walks off.

EXT. LOCAL BAR, WINTERPARK FLORIDA - NIGHT

Through the glass window of the tavern, Richard, Rick, and Elizabeth can be seen sitting at a table drinking.

Richard stands, puts on his jacket, and bids them goodbye.

He steps outside, lights up a cigarette, and walks away.

EXT. STREETS OF WINTERPARK FLORIDA - NIGHT

Richard walks down the sidewalk towards the motel.

He stops for a moment, as if possessed by a thought, and looks up to the sky at the stars on the beautiful night.

CUT TO:

Richard lies back on a patch of grass. He pours the last bit of cocaine from a vial into his hand, then sniffs it all.

INT. LOBBY, QUALITY INN MOTEL - NIGHT

Richard strides through the empty lobby into the elevator.

INT. HALLWAY, QUALITY INN MOTEL - NIGHT

Richard stands at an intersection in the hall.

Odd rooms are to the right and even rooms to the left.

He stares at his room 307 key... and walks to the right...

Then changes his mind and turns left.

CUT TO:

Richard stands in front of a closed door.

It opens to reveal Levon in his flannel pajamas, bleary eyed.

He stands aside to let Richard into the room.

INT. LEVON'S ROOM, QUALITY INN MOTEL - NIGHT

Levon sits on the edge of his bed with Richard in a chair beside him. The ashtray is full of cigarette butts.

LEVON

Of course he was a good dog! Cinder used to chase me on the tractor, howl when I tuned my guitar. I miss having a dog.

RICHARD

Well how come you never got another?

LEVON

I don't know. I never really thought about it. I guess we were on the road so much I never got around to it.

RICHARD

The road stopped us all from doing a lot of things.

LEVON

That may be so, but I don't regret a minute of it.

Richard mutters under his breath.

LEVON (CONT'D)

You know, I've been thinking about what you said the other day.

(MORE)

LEVON (CONT'D)

Maybe it is time we cut back on the road a little and record something new for a change.

RICHARD

Levon, we've been over this.

LEVON

No, no! I figure once we get back, we put out some feelers, find some young blood.

RICHARD

And then what? Record a new album and go out on tour?

LEVON

Yeah, exactly. Back on tour with fresh material. A real return to music, like the good ole days. Put the soul back into it, like you're always singing about.

RICHARD

You're dreaming, Lee. The good ole days look good now because they're over. We're not even the Band anymore without Robbie.

LEVON

That's not true, brother. The Band's more than any one of us.

RICHARD

I love you, Lee, but I still think you're dreaming.

INT. HALLWAY, QUALITY INN MOTEL - NIGHT

The door to Levon's room opens up, and Richard steps out into the hall. Levon leans against the open door.

LEVON

You sure you can't stay any longer? I have a little weed left. We could roll a jay?

RICHARD

I'm sorry, Lee. I'm real tired.

LEVON

Come on, brother. You can sleep after.

RICHARD

Ok, Lee... Ok... I just have to get something from my room.

LEVON

Cool. And about what I said. All I'm asking is you give it some thought.

RICHARD

Goodbye.

Levon nods to him, and shuts the door halfway.

Once again alone Richard quietly walks the hall.

He stops outside his room and unlocks the door.

INT. RICHARD'S ROOM, QUALITY INN MOTEL - NIGHT

Richard stands looking down upon his wife Arlie, who's asleep tucked under the covers. The clock reads 2:35.

He leans down, lingers by her face for a long, long moment...

And kisses her on the forehead.

He unzips his luggage, pulls out a half empty bottle of Grand Marnier, and takes it with him into the bathroom.

INT. BATHROOM, RICHARD'S ROOM - NIGHT

Richard smokes a cigarette on the toilet... Silent. Thinking.

He takes a final sip of Grand Marnier, and sets the empty bottle down on the hard tile floor beside him.

As if making a final decision...

He puts out his half-smoked cigarette. Stands up.

And takes off his belt.

He wraps it around the shower rod... then around his neck.

INT. RICHARD'S ROOM, QUALITY INN MOTEL - MORNING

Arlie wakes up, puts on her coat, and walks out the door.

CUT TO:

Arlie re-enters with a cup of coffee and a take out bag.

She sets down her things and opens the bathroom door...

Only to find Richard's body hanging by his neck.

She rushes in to him and collapses hysterically to the floor of the bathroom. In tears she cries out... Shattered.

Soon Levon rushes in, and he too finds the sad scene.

He kneels down in pain. Tears rolling from his eyes.

Hurt. Betrayed.

Rick enters, and he too collapses, devastated.

Together, the three of them finally collect themselves enough to unfasten the belt and bring his body to the floor.

Arlie cradles Richard, while Levon and Rick sit, speechless.

INT. GARTH'S ROOM, QUALITY INN MOTEL - DAY

Garth fastens his robe and opens the door, to find Levon standing before him, eyes red, his face contorted in pain.

Levon struggles to find the words.

Garth's demeanor slowly shifts from confused... to worried.

LEVON
Richard's dead.

In an instant, Garth is awake and destroyed at the same time.

He sits down on the floor, choking back the tears.

INT. ROBBIE'S BEDROOM - DAY

The phone next to Robbie sits off the hook as cries in bed.

EXT. CEMETERY, CANADA - DAY

Rick, Levon, and Garth stand side by side over a fresh burial plot with Richard's gravestone.

Garth turns and walks away. Then Rick... And finally Levon.

FADE TO BLACK:

RICK (V.O.)
*Ole told me, I'm a fool. So I walked on
down the road a mile. Went to the house
that brings a smile. Sat upon my
grandpa's knee. And what do you think he
said to me?*

MONTAGE - RICK PLAYS "WHEN YOU AWAKE" ALONE ON THE GUITAR**-- INT. CHEMOTHERAPY LOUNGE, CANCER CENTER - DAY**

Levon rests in the chair receiving his treatment.

He's frail and weak.

Rick sits alongside of him playing his acoustic guitar.

-- EXT. WOODSTOCK CEMETERY - DAY

The clouds break. Beams of light cascade down to the ground.

They illuminate a gravestone laid out with flowers.

Levon steps forward, dressed in all black. He stands over the gravestone, and kneels down.

The stone reads: "*Rick Danko Dec. 29, 1942. Dec. 10, 1999. Forever Young. Forever Loved.*"

END MONTAGE**FADE TO:****EXT. LEVON'S LAKE, WOODSTOCK - DAY**

It's a bleak cold day, and heavy clouds sit in the sky.

Snow falls, and the flakes continue to get bigger in size as the storm passes overhead. The lake is halfway frozen.

RICK (V.O.)

It makes no difference where I turn. I can't get over you and the flame still burns. It makes no difference, night or day. The shadow never seems to fade away.

SUPER: "WINTER - 2003"

Levon sits on a fold out chair overlooking the water.

His dog lay beside him. A beer sits open but untouched in his hand, and a nearby boom box plays "It Makes No Difference."

RICK (V.O.)

And the sun don't shine anymore. And the rains fall down on my dooooooor -

The song and Rick's voice trail off to nothing as the boom box runs out of battery power... Levon glances at it, half stands, then just leans back down.

But the dog looks up at Levon and barks! With a groan, he sets down his beer, and picks himself up.

Levon's voice is raspy, but no longer a hoarse whisper.

LEVON

Ok! Fine! You're right. Let's go back inside. Come on, Muddy!

Levon leaves his boom box and beer, and makes his way through the snow with his dog Muddy following happily beside him.

INT. LEVON'S NEW HOUSE, WOODSTOCK - DAY

Levon stomps his boots on the mat and hangs up his coat.

Muddy rushes into the house and goes straight for the water bowl. Levon walks in and grabs a candy bar from the counter.

He rubs his tired eyes, and heads from the living room into the barn, which connects straight through from the house.

INT. LEVON'S BARN, WOODSTOCK - DAY

Levon walks along the barn's interior, marveling at its fine construction. He rubs his hand along the wood...

And comes to a seat in the middle of the open space.

He scratches his chin as he sits there in thought. His dog pushes into the room and lays down next to him. Levon rises.

LEVON

Stay.

He rushes back into the house. Muddy whines and rolls over.

Levon walks in with a small stool and a mandolin.

He sits down and gives the mandolin a quick tune.

LEVON (CONT'D)

Now you just sit there, and bark if you hear anything good.

The dog whimpers, and Levon starts to play the mandolin and sing. His voice begins as raspy and weak.

LEVON (CONT'D)

Now I've been a-lookin' for a job, but it's hard to find. There's winn -

Levon stops as he coughs a bit. He straightens himself up, takes a deep breath, and starts playing again.

LEVON (CONT'D)

There's winners and there's losers and I'm south of the line. Well, I'm tired of gettin' caught out on the losin' end. But I talked to a man last night, gonna do a little favor for him.

Levon's voice has improved. Muddy barks. His mood lightens.

LEVON (CONT'D)

Well, everything dies, baby, that's a fact. But maybe everything that dies some day comes back. Put your makeup on, fix your hair up pretty. And meet me tonight in Atlantic City.

EXT. DINER, WOODSTOCK - DAY

Levon gets out of his truck and stomps through the snow.

INT. DINER, WOODSTOCK - DAY

The place is overflowing with Christmas decorations.

Levon rubs his hands together as he gets served an ice cream sundae. Garth enters the diner, sees Levon, and walks over.

LEVON

Glad you could make it, man. How's Maude?

GARTH

She's great. Your voice sounds good, Lee.

LEVON

Thanks, man. Thanks.

GARTH

So what did you call me here about?

Garth eyes the ice cream hungrily.

LEVON

Wait, wait. Why don't you order first.

CUT TO:

The WAITRESS sets down another ice cream sundae in front of Garth, who takes his spoon and hungrily digs in.

LEVON (CONT'D)

Back in Turkey Scratch growing up we used to go to these medicine shows, ones with the likes of Walcott and Bill Monroe.

Garth nods as he eats his ice cream.

LEVON (CONT'D)

And let me tell you. It was a real show. Big acts and numbers, lots of musicians, but it wasn't some big impersonal concert hall, and it wasn't just a certain crowd. Whole families, all gathered up together for the music. And when things began to wind down, they'd start up what they used to call the midnight rambles. Things got a little more risque. The music got a little more sultry and soulful.

GARTH

Uh, huh. So what about them, Lee?

LEVON

Well it's been on my mind a while now. I've got that barn just sitting there, collecting dust, like me.

GARTH

You got something you wanna do?

LEVON

Bring them midnight rambles back to life.

GARTH

So you want to have a concert?

LEVON

Not just one. I want to turn my barn into a studio. One where every couple weeks, great musicians can come together, and put on an intimate show for a small group of friends and visitors. As many as can fit in my barn. Hot food, cold beer, soda for the kids. A real taste of the old medicine shows right on my doorstep.

GARTH

You're crazy.

LEVON

Look Garth. We're old men. We can't spend eight months of the year on the road anymore.

(MORE)

LEVON (CONT'D)

So instead of taking our music out into the world, we'll bring the world here.

GARTH

So we sit back, and our audience tours us?

LEVON

Yeah... Something like that.

GARTH

A midnight ramble session, huh? Levon... As long as it's at *your* house, you can count me in.

Garth raises up his spoon. Levon taps the spoon to his...

And they toast with a bite of ice cream.

MONTAGE - THE FIRST MIDNIGHT RAMBLE TO "ATLANTIC CITY"

-- INT. LEVON'S BARN - DAY

Levon and Garth walk through the barn together as they discuss and take notes.

-- EXT. LEVON'S BARN - DAY

A trailer filled with music equipment gets unloaded by Garth and a few FRIENDS.

-- INT. LEVON'S BARN - DAY

Levon takes measurements with a long ruler while Garth helps direct them where everything needs to go.

-- INT. LEVON'S BARN - NIGHT

Garth runs wires connecting speakers and microphones.

-- EXT. LEVON'S BARN - DAY

The FIRE MARSHALL shakes hands with Levon.

-- INT. LEVON'S NEW HOUSE - DAY

Levon sits at a table with the phone up to his ear and an open notebook in front of him.

The top page is one long list of musicians, all with check marks next to their names.

Levon hangs up, puts a check mark by "Elvis Costello," writes in "Muddy Waters Band," and picks up the phone.

-- INT. RESTAURANT, WOODSTOCK - NIGHT

Levon, Garth, Sandy, and MAUDE sit around the table, happily sharing a meal.

-- INT. GARTH'S HOUSE, BEARSVILLE - NIGHT

Levon, Garth, Sandy, and Maude pop champagne and celebrate.

-- INT. BEDROOM, LEVON'S NEW HOUSE - NIGHT

Sandy lies asleep in bed beside Levon, who's wide awake. He sits up and takes a notebook and pen from his night stand.

He scrawls down: "Set up a Ticket Booth. Call Dr. John. Serve Ambrosia Salad!!!"

He puts the notebook aside, lies back down, and closes his eyes. After a moment, he pops up again, ready to write more.

-- EXT. LEVON'S NEW HOUSE - DAY

Empty picnic tables are set up near the entrance to the barn.

Levon sits looking out at the new ticket booth built at the edge of his driveway.

Muddy lay beside him staring at the road... Both waiting.

A WOMAN in the ticket booth looks back to Levon and shrugs.

When out from around the road comes a car... then a second, and a third. People begin to arrive in droves!

Levon stands and awaits them as they approach.

-- EXT. LEVON'S NEW HOUSE - EVENING

Levon greets everyone at the entrance to the barn.

People have brought food for a pot luck and there's now a trove of dishes of all sorts on the tables.

CHILDREN play fetch with Muddy out in the field. MUSICIANS and AUDIENCE MEMBERS alike mill about the yard and barn.

Everyone is having a wonderful time.

END MONTAGE

INT. LEVON'S NEW HOUSE - NIGHT

Levon sits alone on the couch as he stares into a picture of himself with Richard and Rick... reminiscing.

Garth walks into the house and taps Levon on the shoulder.

GARTH

You ready?

Levon opens the frame and slips the picture into his pocket.

LEVON

I am now.

The two of them walk side by side through the house into

THE BARN

where over a hundred people crowd the seats and rafters.

Levon and Garth enter to a standing ovation as they approach a red oriental rug where the floor ends and the stage begins.

Garth sits down behind the organ and Levon sits behind the drums. The crowd continues to clap for Levon and Garth, and soon the other musicians come on stage to join them.

With everyone ready, Levon checks to make sure he's got a good line of sight on Garth, gives the audience one last look around, and raps out a rhythm on his sticks.

LEVON

One! Two! Three! Four!

CUT TO BLACK:

END CREDITS TO "OPHELIA"**SUPER:**

"On April 19th, 2012, Levon Helm sadly passed from this world, but not before releasing two albums: "Dirt Farmer," and "Electric Dirt," and winning three Grammys."

SUPER:

"And although Levon is too soon gone... The Midnight Rambles play on..."

FADE OUT.