

FADE IN:

1. CITY AT NIGHT.

1.

A hearse of Late Twenties vintage is proceeding at a dignified pace along a half-deserted wintry street.

Inside the hearse, there are four somber men in black - and a coffin, of course, with a wreath of chrysanthemums on top.

One of the men is driving, another is in the seat beside him. The other two are sitting in the rear of the hearse, flanking the coffin. All four seem fully aware of the solemnity of the occasion.

Now they hear a SIREN, faint at first, but rapidly growing louder. The driver and the man next to him exchange a nervous glance. The other two men move tensely toward the rear door of the hearse, raise the black curtain over the glass panel, and peek out cautiously.

Through the glass panel, they see a police car bearing down on them, the red light blinking, the SIREN screaming.

The two men at the rear window gesture to the driver to step on it. He does.

The hearse, obviously a souped-up job, instantly picks up speed, weaves crazily through traffic, the police car in hot pursuit. The hearse careens around a corner at eighty miles an hour, the police car right on its tail.

By this time the policemen are leaning out of their car with drawn guns, firing at the hearse.

The two men in the rear of the hearse, flattened against the sides, pull a couple of sawed-off shotguns out of a hidden overhead rack. Police bullets smash the glass panel and whistle through the hearse. The driver and the man next to him duck, but the hearse continues at the same breakneck speed. The two men in back shove their guns through the shattered glass, fire at the police car.

Despite the hail of lead, the police car - its windshield cobwebbed with bullet holes - gains on the hearse.

Suddenly the car skids out of control, jumps the curb, comes to a screeching stop. Policemen leap out, fire after

the hearse.

In the speeding hearse, the last of the police bullets thud into the coffin. Instantly three geysers of liquid spurt through the bullet holes. As the firing recedes, the two men in the back put away their guns, remove the wreath from the coffin, take the lid off. The inside is jam-packed with bottles of booze, some of them shattered by the bullets. As the men start to lift out the broken bottles - SUPERIMPOSE:

CHICAGO, 1929

DISSOLVE TO:

2. EXT. INTERSECTION OF STREETS - NIGHT. 2.

Traffic is light. All the shops are dark except one - a dimly lit establishment, from which drift the mournful strains of an organ. A circumspect sign reads:

MOZARELLA'S FUNERAL PARLOR
24 Hour Service

In the window, a sample coffin is on display.

There seem to be some rites going on inside, because a number of mourners, singly and in couples, are hurrying from the cold, windy street into Mozarella's parlor.

Meanwhile, the hearse with the damp coffin draws up to the delivery entrance at the side of the building. The driver honks the horn - one long and two short - as the other men step down and start to slide the coffin out. The side door opens, and a dapper gent emerges. He wears a tight-fitting black suit, a black fedora, and gray spats. The spats are very important. He always wears spats. His name is SPATS COLOMBO. He cases the street, motions the men inside. As they carry the coffin past him, he removes his fedora, holds it reverently over his heart. Then he follows the men in, his head bowed.

Across the street and around the corner, three police cars draw up silently, and about fifteen uniformed policemen and plain-clothes men spill out. A Captain gives whispered orders, and the men scatter and discreetly take up positions around the funeral parlor.

Out of one of the cars steps MULLIGAN, a tough Federal Agent - in plain clothes, of course. With him is a little

weasel of a man, shivering with cold and fear. They call him TOOTHPICK CHARLIE for two reasons - because his name is Charlie, and because he has never been seen without a toothpick in his mouth.

MULLIGAN

(indicating funeral parlor)
All right, Charlie - this the joint?

TOOTHPICK CHARLIE

Yes, sir.

MULLIGAN

And who runs it?

TOOTHPICK CHARLIE

I already told you.

MULLIGAN

Refresh my memory.

TOOTHPICK CHARLIE

(uneasily)
Spats Colombo.

MULLIGAN

That's very refreshing.
Now what's the password?

TOOTHPICK CHARLIE

I come to Grandma's funeral.
(he hands him a folded
piece of black crepe)
Here's your admission card.

MULLIGAN

Thanks, Charlie.

TOOTHPICK CHARLIE

If you want a ringside table, tell 'em
you're one of the pall bearers.

MULLIGAN

Okay, Charlie.

The police captain joins Mulligan.

CAPTAIN

We're all set. When is the kickoff?

As Mulligan consults his watch, Charlie, the toothpick working nervously in his mouth, tugs Mulligan's sleeve.

TOOTHPICK CHARLIE

Look, Chief - I better blow now, because if Spats Colombo sees me, it's Goodbye Charlie.

MULLIGAN

Goodbye, Charlie.

Charlie scoots up the dark street, disappears.

MULLIGAN

(to the police captain)
Give me five minutes - then hit 'em with everything you got.

CAPTAIN

You bet!

They synchronize their watches. Then Mulligan crosses to Mozarella's parlor, unfolding the black crepe Charlie gave him. It is a mourning band, and he slips it over the left sleeve of his overcoat.

3. INT. MOZARELLA'S FUNERAL PARLOR - NIGHT. 3.

It looks legitimate enough - with potted palms, urns and funeral statuary. A harmless gray-haired man is playing the organ with appropriate feeling. Daintily arranging a funeral spray is the proprietor himself, MR. MOZARELLA. His heavyweight build, bashed-in nose and cauliflower ears don't quite jibe with his mourning coat, striped pants, ascot and carnation. Dusting one of the marble angels is another funeral director, in the same somber uniform.

Mulligan enters.

MOZARELLA

(with grave sympathy)
Good evening, sir.

MULLIGAN

I come to the old lady's funeral.

MOZARELLA

(looking him over)
I don't believe I've seen you at any of our

services before.

MULLIGAN

That's because I've been on the wagon.

MOZARELLA

PLEASE!

MULLIGAN

(looking around)

Where are they holding the wake?

I'm supposed to be one of the pallbearers.

MOZARELLA

(to funeral director)

Show the gentleman to the chapel -

pew number three.

FUNERAL DIRECTOR

This way, sir.

He leads Mulligan past the organ toward the black-paneled wall, where there is no evidence of a door.

The organist, without missing a note in his playing, reaches over to the end of the keyboard and pulls out a stop. One of the panels slides open, and there is a blast of MUSIC from the chapel. It's jazz - and it's SWEET GEORGIA BROWN.

Mulligan rears back momentarily, then follows the funeral director in. The organist pushes the stop in again, and the panel slides shut.

4. INT. SPEAKEASY - NIGHT. 4.

Grandma must have been quite a person, because she left a lot of condoling friends behind, and they are holding a very lively wake. The chapel is jumping. A small band is blaring out SWEET GEORGIA BROWN. The musicians are not the slick, well-fed instrumentalists you would find in Guy Lombardo's band - they have all been through the wringer, and so have their threadbare tuxedos. On the stamp-sized dance floor, six girls in abbreviated costumes are doing a frenetic Charleston. Crowded around the small tables, mourners in black arm-bands are drowning their sorrows in whatever they drink out of their coffee cups.

MULLIGAN

(looking around)

Well, if you gotta go-this is the way to do it.

The funeral director leads Mulligan to a table next to the bandstand. As he moves off, a waiter comes up.

WAITER
What'll it be, sir?

MULLIGAN
Booze.

WAITER
Sorry, sir, we only serve coffee.

MULLIGAN
Coffee?

WAITER
Scotch coffee, Canadian coffee,
sour-mash coffee...

MULLIGAN
Make it Scotch. A demitasse.
With a little soda on the side.

As the waiter starts away, Mulligan stops him.

MULLIGAN
Haven't you got another pew -
not so close to the band?
(points to a better table)
How about that one?

WAITER
Sorry, sir. That's reserved for members
of the immediate family.

He winks, goes off. Mulligan scans the room.

From a side door comes Spats Colombo, followed by the four hearsemen. They walk cockily toward the table 'reserved for the immediate family.' A DRUNK, standing with a cup of booze in his hand, is in their way. Colombo pushes him aside, and the contents of the cup slop over. Colombo freezes in his tracks, glances at his feet. The other four men have also stopped, and stare in the same direction, horrified.

Spats Colombo's immaculate spats are no longer immaculate. There is a whiskey stain on one of them.

Colombo throws his henchmen a sharp look. They grab the offending drunk, hustle him toward the exit.

DRUNK
(waving empty cup)
Hey - I want another cup of coffee.
I want another cup of coffee.

Colombo proceeds toward the table, seats himself, crosses his legs, takes a handkerchief out of his breast pocket, and meticulously mops the moist spat. His four companions, their mission accomplished, join him at the table.

Mulligan, who has been studying Colombo, consults his wrist-watch. The waiter comes up with his order - a demitasse half full of Scotch, and a split of club soda.

MULLIGAN
Better bring the check now - in case
the joint gets raided.

WAITER
Who's going to raid a funeral?

MULLIGAN
Some people got no respect for the dead.

The waiter moves off. Mulligan sips from the cup, winces, takes a cigar out of his pocket and starts to light it. His eyes wander to the chorus girls.

The girls have gone into a tap-dance. The captain of the chorus looks toward the bandstand, grins and winks at -

- JOE, the saxophone player. He winks back. JERRY, who is thumping the bass-fiddle behind him, leans forward and taps Joe on the shoulder.

JERRY
Say, Joe - tonight's the night, isn't it?

JOE
(eye on tap-dancer)
I'll say.

JERRY
I mean, we get paid tonight, don't we?

JOE

Yeah. Why?

He takes the mouthpiece out of his saxophone, wets the reed.

JERRY

Because I lost a filling in my back tooth.
I gotta go to the dentist tomorrow.

JOE

Dentist? We been out of work for four
months - and you want to blow your
first week's pay on your teeth?

JERRY

It's just a little inlay - it doesn't even
have to be gold -

JOE

How can you be so selfish? We owe back
rent - we're in four eighty-nine bucks to
Moe's Delicatessen - we're being sued by
three Chinese lawyers because our check
bounced at the laundry - we've borrowed
money from every girl in the line -

JERRY

You're right, Joe.

JOE

Of course I am.

JERRY

First thing tomorrow we're going to pay
everybody a little something on account.

JOE

No we're not.

JERRY

We're not?

JOE

First thing tomorrow we're going out to the
dog track and put the whole bundle on
Greased Lightning.

JERRY

You're going to bet my money on a dog?

JOE

He's a shoo-in. I got the word from Max the waiter - his brother-in-law is the electrician who wires the rabbit -

JERRY

What are you giving me with the rabbit?

JOE

(pulling form sheet
out of pocket)
Look at those odds - ten to one.
If he wins, we can pay everybody.

JERRY

But suppose he loses?

JOE

What are you worried about? This job is going to last a long time.

JERRY

But suppose it doesn't?

JOE

Jerry-boy - why do you have to paint everything so black? Suppose you get hit by a truck? Suppose the stock market crashes?

Jerry, slapping the bass, is no longer listening. His eyes have strayed to -

Mulligan, sitting at his table, puffing on the cigar. It isn't drawing too well. Mulligan reaches under his coat, unpins his Department of Justice badge from his vest. Using the pin of the shining badge, he pokes a hole in the wet end of the cigar.

Jerry has stopped playing, and is watching Mulligan's operation with morbid fascination. Joe, completely unaware, continues talking.

JOE

Suppose Mary Pickford divorces Douglas Fairbanks?

JERRY

(nudging him)
Hey, Joe!

JOE
(paying no attention)
Suppose Lake Michigan overflows?

JERRY
Don't look now - but the whole town
is under water!

He nods toward Mulligan. Joe looks off. Then, without a word, they both start packing their instruments.

Mulligan pins the badge back on, checks his wrist-watch.

MULLIGAN
(to himself)
...four, three, two, one...

He glances toward -

the door from the funeral parlor. Right on the dot, a pair of police axes smash through the door.

Instant pandemonium breaks loose in the speakeasy. MUSIC stops, women scream, customers, chorus girls and waiter scramble toward the side doors. But they too are splintering under the assault of the police axes. The crowd falls back, milling around frantically.

Mulligan stands up, cups his hands to his mouth, and roars at the top of his voice.

MULLIGAN
All right, everybody - this is a raid.
I'm a federal agent, and you're all under arrest.

Policemen come streaming through the splintered doors. Carried in on the tide is the Drunk who was just tossed out, reeling unsteadily, and waving his empty coffee cup aloft.

DRUNK
I want another cup of coffee.

The policemen start rounding up the customers and employees, are herding them toward the exits.

On the bandstand, Joe and Jerry have packed their instruments, and start to fight their way through the milee, toward some stairs leading up.

Mulligan, a couple of policemen in tow, comes up to Spats and his henchmen, sitting calmly at their table, with five glasses of white liquid in front of them.

MULLIGAN

Okay, Spats - the services are over.
Lets go.

SPATS

Go where?

MULLIGAN

A little country club we run for retired bootleggers. I'm gonna put your name up for membership.

SPATS

I never join nothin'.

MULLIGAN

You'll like it there. I'll have the prison tailor fit you with a pair of special spats - striped!

SPATS

(to his companions, dead-pan)
Big joke.
(to Mulligan)
Who's the rap this time?

MULLIGAN

Embalming people with coffee -
eighty-six proof.

SPATS

Me? I'm just a customer here.

MULLIGAN

Come on, Spats - we know you own this joint. Mozarella is just fronting for you.

SPATS

Mozarella? Never heard of him.

MULLIGAN

We got different information.

SPATS

From who? Toothpick Charlie, maybe?

MULLIGAN

Toothpick Charlie? Never heard of him.

He picks up Spats' glass, sniffs it suspiciously.

SECOND HENCHMAN

Buttermilk!

MULLIGAN

All right - on your feet.

SPATS

(getting up slowly)

You're wasting the taxpayers' money.

MULLIGAN

If you want to, you can call your lawyer.

SPATS

(pointing to his four hoods)

These are my lawyers - all Harvard men.

Mulligan and the two policemen lead Spats and his Harvard men out.

5. EXT. FUNERAL PARLOR - NIGHT.

5.

Policemen, under the supervision of the captain, are herding customers into a paddy-wagon. Fighting his way out of the wagon is our Drunk, waving his coffee cup in the air.

DRUNK

I want another cup of coffee.

He staggers into the alley, toward the side entrance of the speakeasy, CAMERA MOVING with him. Through the smashed-up side door, policemen are ushering more customers, waiters, musicians and the dancing girls. CAMERA MOVES UP TOWARD a fire escape on the second floor. Joe and Jerry, carrying their instruments and overcoats, have just climbed through a window onto the fire escape, and are inspecting the scene below. The shot-up hearse is parked directly beneath them. stealthily they climb down the ladder, drop to the roof of the hearse. Then they scramble over the radiator, steal down the alley away from the street. They stop in the shadows to put on their coats.

JERRY

Well, that solves one problem. We don't have to worry about who to pay first.

JOE

Quiet - I'm thinking.

JERRY

Of course, the landlady is going to lock us out - Moe said no more knackwurst on credit - and we can't borrow any more from the girls, because they're on their way to jail -

JOE

Shut up, will you? I wonder how much Sam the Bookie will give up for our overcoats?

JERRY

Sam the Bookie? Nothing doing! You're not putting my overcoat on that dog!

JOE

I told you - it's a sure thing.

JERRY

But we'll freeze - it's below zero - we'll catch pneumonia.

JOE

Look, stupid, he's ten to one. Tomorrow, we'll have twenty overcoats!

DISSOLVE TO:

6. EXT. CHICAGO STREET - DAY. 6.

The street is covered with snow. Joe and Jerry, without overcoats, the collars of their tuxedos turned up against the bitter cold, come down the steps of the elevated, carrying their instruments. The only thing that keeps Jerry from freezing is that he is boiling over inside. As they proceed along the sidewalk, Jerry finally can't hold it any more.

JERRY

Greased Lightning! Why do I listen to you? I ought to have my head examined!

JOE

I thought you weren't talking to me.

JERRY

Look at the bull fiddle - it's dressed warmer than I am.

They come up to a building in front of which are gathered several small groups of shivering musicians, also equipped with instruments. Joe and Jerry exchange frozen waves with their colleagues, start through the entrance.

DISSOLVE TO:

7. INT. CORRIDOR OF MUSIC BUILDING - DAY. 7.

Joe moves down the corridor, Jerry tagging along grimly beside him. Other job-seeking musicians mill around, and a melange of musical sounds and singing voices issues from the various offices, studios and rehearsal halls.

Joe and Jerry come up to a door marked: KEYNOTE MUSICAL AGENCY - BANDS, SOLOISTS, SINGERS. Joe opens the door, revealing a crummy office, with a secretary behind a desk.

JOE

Anything today?

FIRST SECRETARY

Nothing.

JOE

Thank you.

Joe shuts the door, and they shuffle along to the next agency, which is marked: JULES STEIN - MUSIC CORPORATION OF AMERICA. Joe opens the door. This is like the other office - except a little crummier. There is a secretary behind the desk.

JOE

Anything today?

SECOND SECRETARY

Nothing.

JOE

Thank you.

He opens the door to the next agency. On the door it says: SIG POLIAKOFF - BANDS FOR ALL OCCASIONS. There is the usual secretary behind the usual desk, and her name is NELLIE. She is a brunette, somewhat past her prime, but still attractive.

JOE
Anything today?

NELLIE
(looking up)
Oh, it's you! You got a lot of nerve -

JOE
Thank you.

He shuts the door quickly, starts to move on.

NELLIE'S VOICE
(from inside)
Joe - come back here!

Joe stops in his tracks. With a resigned shrug to Jerry, he opens the door again, and the two of them start in.

8. INT. POLIAKOFF'S OUTER OFFICE - DAY. 8.

Beside Nellie, there is another secretary pecking away at a typewriter. Nellie's face is grim as Joe and Jerry come up.

JOE
Now look, Nellie - if it's about last Saturday night - I can explain everything.

NELLIE
(to Jerry; pointing at Joe)
What a heel! I spend four dollars to get my hair marcelled, I buy me a new negligee, I bake him a great big pizza pie...
(to Joe)
- and where were you?

JERRY
Yeah - where were you?

JOE
With you.

JERRY

With me?

JOE

Don't you remember?

(to Nellie)

He has this bad tooth - it got impacted -
the whole jaw swole up -

JERRY

It did?

(Joe throws him a look)

Boy, did it ever!

JOE

So I had to rush him to the hospital and
give him a transfusion...

(to Jerry)

Right?

JERRY

Right. We have the same blood type...

JOE

- Type O.

NELLIE

Oh?

JOE

Nellie baby, I'll make it up to you.

NELLIE

You're making it up pretty good so far.

JOE

The minute we get a job, I'm going to
take you out to the swellest restaurant -

JERRY

How about it, Nellie? Has Poliakoff got
anything for us? We're desperate.

NELLIE

(slyly)

Well, it just so happens he is looking for a
bass and a sax -

(to the other secretary)

Right?

(she winks at her)

OTHER SECRETARY
(going along)
Right.

JERRY
(all excited)
Did you hear that, Joe?

JOE
What's the job?

NELLIE
It's three weeks in Florida -

JERRY
Florida?

NELLIE
The Seminole-Ritz, in Miami.
Transportation and all expenses paid...

JOE
Isn't she a bit of terrific?
(busses Nellie on
the cheek; to Jerry)
Come on - let's talk to Poliakoff.

They start toward the door of the inner office.

NELLIE
You better wait a minute, boys -
he's got some people in there with him.

That stops them.

9. INT. POLIAKOFF'S INNER OFFICE - DAY. 9.

The room is small and cluttered, and the walls are covered with photographs of Poliakoff's clients - bands, vocalists, trios, radio personalities.

Sitting behind the desk, speaking urgently into the phone, is SIG POLIAKOFF, a gruff, likable man in his fifties. Pacing up and down on the other side of the desk is SWEET SUE, flashily-dressed broad, who has seen thirty summers and a few hard winters. As she paces, she nervously flips a large white pill from one hand to the other. Slouched in a chair is BIENSTOCK, a somewhat prissy man of forty wearing thick

glasses. He has a card file on his lap, is thumbing through it.

POLIAKOFF

(into phone)

Look, Gladys, it's three weeks in Florida -
Sweet Sue and Her Society Syncopators -
they need a couple of girls on sax and bass -
what do you mean, who is this? Sig Poliakoff.
I got a job for you - Gladys, are you there?
(hangs up)

Meshugeh! Played for a hundred and twelve
hours at a marathon dance, and now she's
in bed with a nervous collapse.

SUE

Tell her to move over.

She has poured herself a glass of water from a pitcher on
the desk, and now she plops the pill into her mouth, washes
it down.

BIENSTOCK

(looking up from file)

What about Cora Jackson?

POLIAKOFF

The last I heard, she was playing with the
Salvation Army, yet.

(consulting list on desk;

into phone)

Drexel 9044.

Sue has wandered over to one of the framed photos on the
wall. It shows Sue posed in front of her band - sixteen girls,
all blonde, all in identical gowns. On the drum it says
SWEET SUE AND HER SOCIETY SYNCOPATORS.

SUE

Those idiot broads! Here we are all packed
to go to Miami, and what happens? The
saxophone runs off with a Bible salesman,
and the bass fiddle gets herself pregnant.

(turning to Bienstock)

I ought to fire you, Bienstock.

BIENSTOCK

Me? I'm the manager of the band -
not the night watchman.

POLIAKOFF

(into phone)

Hello? Let me talk to Bessie Malone - what's she doing in Philadelphia? -- on the level?

(hangs up)

Bessie let her hair grow and is playing with Stokowski.

SUE

Black Bottom Bessie?

POLIAKOFF

Schpielt zich mit der Philharmonic.

BIENSTOCK

How about Rosemary Schultz?

POLIAKOFF

Did you hear? She slashed her wrists when Valentino died!

SUE

We might as well all slash our wrists if we don't round up two dames by this evening.

She picks up her handbag. Bienstock rises, takes his glasses off, puts them in his pocket.

BIENSTOCK

Look, Sig, you know the kind of girls we need. We don't care where you find them - just get them on that train by eight o'clock.

POLIAKOFF

Be nonchalant. Trust Poliakoff. The moment anything turns up, I'll give you a little tingle.

-SUE

Bye, Sig.

(feels her tummy)

I wonder if I have room for another ulcer?

Bienstock opens the door, and follows Sue into the outer office. Joe and Jerry, who have been biding their time outside, slip in and shut the door after them.

JOE

Hey, Sig - can we talk to you?

POLIAKOFF
(into phone)
Nellie, get me long distance.
(to the boys)
What is it?

JERRY
It's about the Florida job.

POLIAKOFF
The Florida job?

JOE
Nellie told us about it.

JERRY
We're not too late, are we?

POLIAKOFF
What are you - a couple of comedians?
Get out of here!
(into phone)
Long distance? Get me the William Morris
Agency in New York.

JOE
You need a bass and a sax, don't you?

POLIAKOFF
The instruments are right, but you are not.
(into phone)
I want to speak to Mr. Morris.

JERRY
What's wrong with us?

POLIAKOFF
You're the wrong shape. Goodbye.

JOE
The wrong shape? You looking for
hunchbacks or something?

POLIAKOFF
It's not the backs that worry me.

JOE
What kind of band is this, anyway?

POLIAKOFF
You got to be under twenty-five -

JERRY
We could pass for that.

POLIAKOFF
- you got to be blonde -

JERRY
We could dye our hair.

POLIAKOFF
- and you got to be girls.

JERRY
We could -

JOE
No, we couldn't!

POLIAKOFF
(into phone)
William Morris!

JERRY
You mean it's a girls' band?

JOE
Yeah, that's what he means.
Good old Nellie!
(starting toward door)
I ought to wring her neck!

POLIAKOFF
(into phone)
Yes, I'm holding on.

JERRY
Wait a minute, Joe. Lets talk this over.
(to Poliakov)
Why couldn't we do it? Last year, when we
played in that gypsy tearoom, we wore
gold earrings. And you remember when
you booked us with that Hawaiian band?
(pantomiming)
Grass skirts!

POLIAKOFF

(to Joe)
What's with him - he drinks?

JOE
No. And he ain't been eating so good, either.
He's got an empty stomach and it's gone
to his head.

JERRY
But, Joe - three weeks in Florida! We could
borrow some clothes from the girls in
the chorus -

JOE
You've flipped your wig!

JERRY
Now you're talking! We pick up a couple of
second-hand wigs - a little padding here
and there - call ourselves Josephine and
Geraldine -

JOE
Josephine and Geraldine!
(disgustedly)
Come on!

He drags Jerry toward the door.

POLIAKOFF
Look, if you boys want to pick up a
little money tonight -
(they stop and turn)
At the University of Illinois they are
having - you should excuse the expression -
a St. Valentine's dance.

JOE
We'll take it!

POLIAKOFF
You got it. It's six dollars a man. Be on the
campus in Urbana at eight o'clock -

JERRY
(protesting)
All the way to Urbana - for a one night stand?

JOE

It's twelve bucks. We can get one of the overcoats out of hock.

POLIAKOFF

(into phone)

Hello, Mr. Morris? This is Poliakoff, in Chicago. Say, you wouldn't have a couple of girl musicians available? A sax player and a base?

JERRY

(at the door)

Look, if William Morris doesn't come through -

JOE

Come on, Geraldine!

He pulls him into the outer office.

10. INT. POLIAKOFF'S OUTER OFFICE - DAY. 10.

Joe leads Jerry out.

JERRY

It's a hundred miles, Joe - it's snowing - how are we going to get there?

JOE

I'll think of something. Don't crowd me.

NELLIE

brightly)

How did it go, girls?

JERRY

We ought to wring your neck.

JOE

Please, Jerry - that's no way to talk.

(turning on the charm)

Nellie baby - what are you doing tonight?

NELLIE

(suspiciously)

Why?

JOE

Because I got some plans -

NELLIE

I'm not doing anything. I just thought I'd go home and have some cold pizza -

JOE
And you'll be in all evening?

NELLIE
(melted by now)
Yes, Joe.

JOE
(brightly)
Good! Then you won't be needing your car.

NELLIE
My car? Why, you -

Joe silences her protest with a kiss. Jerry shakes his head with mock admiration.

JERRY
Isn't he a bit of terrific?

DISSOLVE TO:

11. EXT. CLARK STREET - DAY. 11.

Joe and Jerry, carrying their instruments, are coming along the snow-covered sidewalk toward a garage entrance, above which is a sign reading: CHARLIE'S GARAGE. Their shoulders are hunched up against the cold.

JERRY
We could've had three weeks in Florida - all expenses paid. Lying around in the sun - palm trees - frying fish...

JOE
Knock it off, will you?

They step over the chain blocking the entrance, start into the garage.

12. INT. CHARLIE'S GARAGE - DAY. 12.

There are rows of parked cars, a lube rack and a gas pump. Against the wall under a naked electric light bulb hanging from a cord, five men are playing stud poker.

A couple of mechanics, in grease-stained coveralls, are watching the game. The dealer is Toothpick Charlie, the inevitable toothpick in his mouth.

TOOTHPICK CHARLIE

(dealing)

King high-pair of bullets-possible straight -
possible nothing-pair of eights-

Joe and Jerry come in from the street. One of the mechanics notices them, nudges Toothpick Charlie. Charlie looks up, and seeing the instrument cases, leaps to his feet, drawing a gun from his shoulder holster. The other four players also jump up, and pulling their guns, level them at Joe and Jerry.

TOOTHPICK CHARLIE

All right, you two - drop 'em.

JERRY

(stops; puzzled)

Drop what?

JOE

We came to pick up a car.

TOOTHPICK CHARLIE

Oh, yeah?

He nods to one of the mechanics, who steps up to Joe and Jerry, starts to open the instrument cases.

JOE

Nellie Weinmeyer's car.

MECHANIC

(as the bass and sax
are revealed)

Musicians.

TOOTHPICK CHARLIE

Wise guys!

He mops his brow with the back of his sleeve, and putting his gun back in the holster, picks up the deck of cards again.

TOOTHPICK CHARLIE

Let's go. Pair of aces bets.

The other players resume their seats. Joe and Jerry follow the mechanic toward the parked cars.

JOE

It's a '25 Hupmobile coupe. Green.

The mechanic leads them up to the car, which is parked near the gas pump.

MECHANIC

Need some gas?

JERRY

Yeah.

(takes some coins

out of pocket)

Like about forty cents' worth.

The mechanic unscrews the cap of the gas tank, inserts the rubber hose from the pump.

MECHANIC

Put it on Miss Weinmeyer's bill?

JOE

Why not?

(signals Jerry to put

coins away)

And while you're at it - fill 'er up.

From the street outside comes the loud squeal of tires. Jerry glances off casually toward the entrance.

A black Dusenbergs bursts the chain hanging across the street entrance, skids into the garage, takes to a screeching stop some ten feet from the card players. Toothpick Charlie and his cronies leap up and reach for their guns. Too late. Four men have scrambled out of the car, two armed with submachine guns, the other two with sawed-off shotguns. We recognize them as Spats Colombo's henchmen.

FIRST HENCHMAN

All right, everybody hands up and face the wall.

The frightened poker players start to obey.

Jerry is watching the scene, open-mouthed. Joe grabs his

shoulder, pulls him down behind the Hupmobile.

The Second Henchman notices the mechanic standing petrified beside the gas pump.

SECOND HENCHMAN
(waving machine gun)
Hey - join us!

The mechanic raises his hands, moves reluctantly toward the six men lined up against the wall.

SECOND HENCHMAN
(continues)
Okay, boss.

A pair of men's feet step down from the limousine. They are encased in immaculate spats.

Jerry, crouching behind the Hupmobile with Joe, grabs his arm.

JERRY
(whispering)
It's Spats Colombo -

Joe clamps his hand over Jerry's mouth.

Spats Colombo joins his armed henchmen, who are covering the seven men facing the wall with their hands up.

SPATS
(very blase)
Hello, Charlie. Long time no see.

TOOTHPICK CHARLIE
(glancing over his
shoulder nervously)
What is it, Spats? What do you want here?

SPATS
Just dropped in to pay my respects.

TOOTHPICK CHARLIE
You don't owe me no nothing.

SPATS
Oh, I wouldn't say that. You were nice enough to recommend my mortuary to some of

your friends...

He has strolled over to the table, and picking up the deck of cards, starts to deal out another round to the abandoned poker hands.

TOOTHPICK CHARLIE

(sweating)

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

SPATS

So now I got all those coffins on my hands -
and I hate to see them go to waste.

TOOTHPICK CHARLIE

Honest, Spats. I had nothing to do with it.

Spats deals Toothpick Charlie's fifth card, then turns up the hole card.

SPATS

Too bad, Charlie. You would have had
three eights.

(flips cards away)

Goodbye, Charlie!

TOOTHPICK CHARLIE

(knowing what's coming)

No, Spats - no, no, no -

(a scream)

NO!

Spats nods, and the two machine-gunners raise their weapons, start to fire methodically at their off-scene victims.

Behind the Hupmobile, Jerry screws his eyes shut painfully as the steady chatter of bullets continues.

JERRY

I think I'm going to be sick.

The machine guns stop firing. There is a moment's silence. Suddenly, the bas tank of the Hupmobile overflows, and the rubber hose from the pump whips out, gushing gasoline over the floor.

Spats and his henchmen, hearing the SOUND, whirl around and catch sight of Joe and Jerry squatting behind the car.

SPATS

All right - come on out of there.

Joe and Jerry emerge quakingly from behind the Hupmobile. They try to raise their hands, but find this rather difficult to manage while holding on to their instruments. Jerry darts a horrified glance toward the foot of the wall.

JOE

(quickly)

We didn't see anything -

(to Jerry)

- did we?

JERRY

(to Spats)

No - nothing. Besides, it's none of our business if you guys want to knock each other off -

Joe nudges him violently with his elbow, and he breaks off.

SPATS

(studying them)

Don't I know you two from somewhere?

JOE

We're just a couple of musicians - we come to pick up a car - Nellie Weinmeyer's car -

there's a dance tonight -

(starting to edge away)

Come on, Jerry.

SPATS

Wait a minute. Where do you think you're going?

JOE

To Urbana. It's a hundred miles.

SPATS

You ain't going nowhere.

JERRY

(quavering)

We're not?

SPATS

The only way you'll get to Urbana is feet first.

During this, one of the bodies huddled grotesquely against the foot of the wall begins to stir. It is Toothpick Charlie. He is covered with blood, but there is still a spark of life in him, and his toothpick is still clutched between his teeth. Painfully, he starts to worm his way across the floor toward a phone on a wooden shelf.

Spats and his gang, facing Joe and Jerry, are not aware of Charlie's activity.

SPATS

I don't like no witnesses.

JOE

We won't breathe a word.

SPATS

You won't breathe nothing' - not even air.

He motions lazily to the Second Henchman. The henchman slowly levels his machine gun at Joe and Jerry, who stand frozen.

At that very moment, Toothpick Charlie reaches up for the phone. But he is too weak to hold on, and the receiver drops from his limp hand, and clatters to the asphalt floor.

Instantly, Spats and his henchman wheel around. Spats grabs the machine gun from the Second Henchman, and perforates what is left of Charlie with a hail of lead.

Toothpick Charlie crumbles in a heap. He is quite dead. Spats' be-spatted foot comes into SHOT, disdainfully kicks the toothpick out of Charlie's mouth.

Joe and Jerry have taken advantage of this momentary diversion. Like scalded jackasses, they are sprinting toward the entrance, hanging on to their instruments.

Spats and his boys pivot, see the two running. They let go with a salvo of shots, just as Joe and Jerry scoot through the garage door and disappear down the street.

A couple of henchmen start after them. There is the SOUND of an approaching police SIREN.

SPATS

Come on - let's blow. We'll take care of

those guys later.

They all pile into the black Dussenberg. The driver shifts into reverse and the car shoots backwards out of the garage.

13. EXT. ALLEY - DAY. 13.

Joe and Jerry come skidding around the corner from Clark Street, race down the snow-covered alley. In b.g. there is the SOUND of squealing tires and police sirens.

JERRY
(as they run)
I think they got me.

JOE
They got the bull-fiddle.

JERRY
(feeling himself
all over)
You don't see any blood?

JOE
Not yet. But if those guys catch us,
there'll be blood all over. Type O.

They start running even faster.

JERRY
Where are we running, Joe?

JOE
As far away as possible.

JERRY
That's not far enough. You don't know those
guys! But they know us. Every hood in
Chicago will be looking for us -

They reach the end of the alley. A couple of motorcycle policemen, their sirens wailing, flash by in the direction of the garage. The word must have spread, because pedestrians are also running in the same direction. Joe stops, looks around quickly, and seeing a cigar store on the corner drags Jerry inside.

14. INT. CIGAR STORE - DAY. 14.

Joe hurries to a wall telephone near the entrance. Jerry follows breathlessly.

JOE
Got a nickel?

He sets the saxophone case down, and taking a coin from Jerry, inserts it in the slot.

JERRY
You going to call the police?

JOE
The police? We'd never live to testify.
Not against Spats Colombo.
(into phone)
Wabash 1098.

JERRY
We got to get out of town. Maybe
we ought to grow beards.

JOE
We are going out of town. But we're
going to shave.

JERRY
Shave? At a time like this? Those guys got
machine guns - they're going to blast
our heads off - and you want to shave?

JOE
Shave our legs, stupid.

Stupid is right. Jerry still doesn't get it.

JOE
(into phone; his voice
a tremulous soprano)
Hello? Mr. Poliakoff? I understand you're
looking for a couple of girl musicians.

Now Jerry gets it.

DISSOLVE TO:

15. EXT. CHICAGO RAILROAD PLATFORM - NIGHT. 15.

Two pairs of high-heeled shoes, unusually large in size, are hurrying along the platform. CAMERA FOLLOWS them and PANS UP gradually, revealing rather hefty legs in rolled stockings, short dresses, coats with cheap fur pieces, and rakish cloche hats. One of the pair carries a saxophone case, the other a bull-fiddle case, and each has a Gladstone bag.

A train, with steam up, is loading for departure. Redcaps, passengers, baggage carts.

ANNOUNCER'S VOICE

Florida Limited leaving on Track Seven for Washington, Charleston, Savannah, Jacksonville and Miami. All aboard. All aboard.

Our two passenger accelerate their pace. But evidently they are not too adept at navigating in high heels. Suddenly the one with the bull-fiddle twists her ankle - or we should say his ankle - because it's Jerry. He stops and faces his girlfriend - Joe.

JERRY

(rubbing his ankle)

How can they walk on these things?

How do they keep their balance?

JOE

Must be the way their weight is distributed.

Come on.

As they proceed along the platform, a gust of wind sends their skirts billowing. Jerry stops again and pulls his skirt down.

JERRY

And it's so drafty. They must be catching colds all the time.

JOE

(urging him on)

Quit stalling. We'll miss the train.

JERRY

I feel so naked. Like everybody's looking at me.

JOE

With those legs? Are you crazy?

They are now approaching the Pullman car reserved for the

girls' orchestra. Girl musicians, with instruments and luggage, are boarding the car, supervised by Sweet Sue and Bienstock.

JERRY

(stopping in his tracks)

It's no use. We'll never get away with it, Joe.

JOE

The name is Josephine. And it was your idea in the first place.

Just then, a member of the girls' band comes hurrying past them, carrying a valise and ukulele case. Her name is SUGAR. What can we say about Sugar, except that she is the dream girl of every red-blooded American male who ever read College Humor? As she undulates past them, Jerry looks after her with dismay.

JERRY

Who are we kidding? Look at that - look how she moves - it's like jello on springs - they must have some sort of a built-in motor. I tell you it's a whole different sex.

JOE

What are you afraid of? Nobody's asking you to have a baby. This is just to get out of town. The minute we hit Florida, we'll blow this set-up.

JERRY

This time I'm not going to let you talk me into something that...

A newsboy approaches along the platform, peddling his papers.

NEWSBOY

Extra! Extra! Seven Slaughtered in North Side Garage! Fear Blood Aftermath!

JERRY

(to Joe, promptly)

You talked me into it! Come on, Josephine.

JOE

Attagirl, Geraldine.

They hurry toward the Pullman car, imitating the jello-on-springs movement as well as they can.

At the Pullman car, Sue and Bienstock are checking in the girl musicians as they are boarding.

SUE

Hi, Mary Lou - Rosella - Okay, Dolores,
get a move on - How's your back, Olga?

BIENSTOCK

(checking list)

Clarinet - drums - trumpet - trombone -

Joe and Jerry come mincing up. (NOTE: From here on in, the two will speak with girls' voices whenever the situation calls for it.)

JOE

Well, here we are.

SUE

You two from the Poliakoff Agency?

JOE

Yes, we're the new girls.

JERRY

Brand new.

SUE

This is our manager, Mr. Bienstock.

I'm Sweet Sue.

JOE

My name is Josephine.

JERRY

And I'm Daphne.

This is completely out of left field. Joe throws him a sharp look. Jerry smiles back brightly.

BIENSTOCK

(checking list)

Saxophone, bass - Am I glad to see you girls.

You saved our lives.

JOE

Likewise, I'm sure.

SUE
Where did you girls play before?

JERRY
Oh - here and there - and around.

JOE
We spent three years at the Sheboygan
Conservatory of Music.

From OFF comes the voice of the Conductor: "All aboard!"

BIENSTOCK
You're in Berths 7 and 7A.

JERRY
(his idea of a lady)
Thank you ever so.

BIENSTOCK
You're welcome.

JERRY
It's entirely mutual.

Joe has already boarded the car. As Jerry starts up the steps, he stumbles. Bienstock helps him up, with a little pat on the behind.

BIENSTOCK
Upsy-daisy.

JERRY
(coyly)
Fresh!

Joe jerks him up into the vestibule before this nonsense gets out of hand.

BIENSTOCK
(takes off glasses,
puts them in pocket)
Looks like Poliakoff came through with
a couple of real ladies.

JOE
You better tell the other girls to
watch their language.

She and Bienstock mount the steps of the Pullman. The porter picks up the yellow footstep, hops aboard as the train starts moving.

16. INT. PULLMAN CAR - NIGHT. 16.

As Joe and Jerry come in from the vestibule, Joe grabs Jerry, holds him against the baggage rack.

JOE
(an angry whisper)
DAPHNE?

JERRY
I never did like the name Geraldine.

As Sue and Bienstock appear from the vestibule, Joe lets go of Jerry, and they move down the aisle into the Pullman car proper.

The girl musicians are all there, except for Sugar. They are removing their coats, settling themselves in their seats, putting away their instruments and baggage. They are all blonde, they are young, and most of them are pretty. They look like a band of angels - but don't you believe it.

JERRY
(the good neighbor)
Hello, everybody. I'm the bass fiddle.
Just call me Daphne.

JOE
I'm Josephine. Sax.

There is a slew of general hellos.

MARY LOU
Welcome to No Man's Land.

GIRLS
(in chorus)
You'll be sor-ry!

ROSELLA
Take your corsets off and spread out.

JERRY
Oh, I never wear one.

OLGA
Don't you bulge?

JERRY
Oh, no. I have the most divine little seamstress that comes in once a month - and my dear, she's so inexpensive -

JOE
Come on, Daphne.

DOLORES
Say, kids, have you heard the one about the girl tuba player that was stranded on a desert island with a one-legged jockey?

JERRY
No --- how does it go?

BIENSTOCK
(coming up)
Now cut that out, girls-none of that rough talk.
(as Joe and Jerry move off)
They went to a conservatory.

There is a general horse-laugh from the girls. Joe and Jerry have now reached their seats, and are taking off their coats.

JERRY
(in a delighted whisper)
How about that talent? This is like falling into a tub of butter.

JOE
Watch it, Daphne!

JERRY
When I was a kid, I used to have a dream - I was locked up in this pastry shop overnight - with all kinds of goodies around - jelly rolls and mocha eclairs and sponge cake and Boston cream pie and cherry tarts -

JOE
Listen, stupe - no butter and no pastry. We're on a diet!

Jerry starts to hang his coat across a cord running above

the window.

JOE
(grabbing him)
Not there - that's the emergency brake.

JERRY
(clutching bosom)
Now you've done it!

JOE
Done what?

JERRY
Tore off one of my chests.

JOE
You'd better go fix it.

JERRY
You better come help me.

Jerry leads the way toward the rest rooms, which are just beyond their seat. Instinctively he heads for the one marked MEN. Joe grabs him, steers him back toward the one marked WOMEN.

JOE
This way, Daphne.

JERRY
(clasping his chest
desperately)
Now you tore the other one.

Joe opens the curtain, propels him inside.

17. INT. WOMEN'S LOUNGE. 17.

There is another customer there - Sugar. She has one leg up on the leather settee, her skirt is slightly raised, and she is about to remove a small silver flask tucked under her garter. As Jerry and Joe come in, she guiltily pulls her skirt down.

SUGAR
OH!

JERRY

(arms folded across chest)
Terribly sorry.

SUGAR
(relieved)
That's all right. I was afraid it was Sweet Sue.
You won't tell anybody, will you?

JOE
Tell what?

SUGAR
(taking the flask out
and unscrewing the cap)
If they catch me once more,
they'll boot me out of the band.
(pours a drink into a
paper cup)
You the replacement for the bass and the sax?

JERRY
That's us. I'm Daphne - and this is Josephine.

SUGAR
I'm Sugar Cane.

JOE
I changed it. It used to be Sugar Kowalczyk.

JERRY
Polish?

SUGAR
Yes. I come from a very musical family.
My mother is a piano teacher and my
father was a conductor.

JOE
Where did he conduct?

SUGAR
On the Baltimore and Ohio.

JOE
Oh.

SUGAR
I play the ukulele. And I sing too.

JERRY
(to Jerry)
She sings, too.

SUGAR
I don't really have much of a voice - but then
it's not much of a band, either. I'm only
with 'em because I'm running away.

JOE
Running away? From what?

SUGAR
Don't get me started on that.
(extending flask)
Want a drink? It's bourbon.

As Jerry reaches for it, his bosom starts to slip again, and
he quickly refolds his arms.

JERRY
We'll take a rain check.

SUGAR
(downs cupful of bourbon)
I don't want you to think that I'm a drinker.
I can stop any time I want to - only I don't
want to. Especially when I'm blue.

JOE
We understand.

SUGAR
All the girls drink - but I'm the one that
gets caught. That's the story of my life.
I always get the fuzzy end of the lollipop.

She has screwed the cap back on the flask, and now slips it
under her garter.

SUGAR
Are my seams straight?

JERRY
(examining her legs)
I'll say.

SUGAR
See you around, girls.

She waves and exits into the Pullman car.

JERRY
Bye, Sugar.
(to Joe)
We been playing with the wrong bands.

JOE
Down, Daphne!

JERRY
How about the shape of that liquor cabinet?

Joe spins him around, and unbuttoning the back of his dress, starts to fix the slipped brassiere.

JOE
Forget it. One false move, and they'll toss us off the train - there'll be the police, and the papers, and the mob in Chicago...

JERRY
(not listening)
Boy, would I like to borrow a cup of that Sugar.

JOE
(whirling him around,
grabbing the front
of his dress)
Look - no butter, no pastry, and no Sugar!

JERRY
(looking down at
his chest, pathetically)
You tore it again!

DISSOLVE:

18. EXT. LOCOMOTIVE WHEELS - NIGHT. 18.

The wheels are pounding along the track, accompanied by a spirited rendition of RUNNING WILD.

19. INT. PULLMAN CAR - NIGHT. 19.

At one end of the car, Sweet Sue and her Society Syncopators are beating out RUNNING WILD. It is a special rehearsal to break in the two new girls, Josephine and

Daphne. The other girls, including Sugar on the ukulele, are really swinging. But Joe and Jerry are playing in a dainty ultra-refined manner, so as not to give themselves away. Sue, who is conducting from the aisle, raps her baton against a seat. The girls stop playing.

SUE
(to Joe and Jerry)
Hey, Sheboygan - you two - what was your last job - playing square dances?

JOE
No - funerals.

SUE
Would you mind rejoining the living?
Goose it up a little.

JERRY
We'll try.

Sue is about to give the downbeat, when her eyes fall on Jerry's bass fiddle. There is a neat row of bullet holes across the face of the instrument.

SUE
How did those holes get there?

JERRY
(looking down)
Oh - those. I don't know.
(tentatively)
Mice?

JOE
(quickly)
We got it second-hand.

SUE
All right - lets take it from the top.
And put a little heat under it, will you?

She brings the baton down, and the girls start playing again. This time Joe and Jerry give it both knees - Joe going for a wild ride on the sax, and Jerry slapping and twirling the bass like a girl possessed. Sue cocks her eyebrows, amazed by the hepness of the two conservatory cats.

Now it is time for Sugar's solo. She steps forward with the ukulele, and starts to sing a hot chorus of RUNNING WILD. Holding on to the bull-fiddle, Jerry leans forward to get a better view of Sugar's backfield in motion.

As Sugar shimmies through the number, the hidden flask slips out from under her garter, and falls to the floor with a clank. She freezes. Sue raps her baton furiously against the seat, stopping the music.

SUE
BIENSTOCK!

Bienstock, with his glasses on, is sitting father back in the car reading Variety. He leaps up.

BIENSTOCK
Yes, Sue? What is it?

SUE
(pointing at flask)
I thought I made it clear I don't want any drinking in this outfit.

BIENSTOCK
(picking up flask)
All right, girls. Who does this belong to?
(no answer)
Come on, now. Speak up.
(still no answer;
his eyes fall on Sugar,
who stands there frozen)
Sugar, I warned you!

SUGAR
Please, Mr. Bienstock -

BIENSTOCK
This is the last straw. In Kansas City you were smuggling liquor in a shampoo bottle. Before that I caught you with a pint in your ukulele -

Jerry has squeezed himself between the girls, and steps forward.

JERRY
Pardon me, Mr. Bienstock - can I have my flask back?

BIENSTOCK
(automatically)

Sure.
(hands it to him,
turns back to Sugar)
Pack your things, and the next station
we come to -
(he does a take,
turns to Jerry)
Your flask?

JERRY
Uh-huh. Just a little bourbon.

He starts to slip it down the neck of his dress.

BIENSTOCK
Give me that!

He grabs the flask. Sugar is looking at Jerry gratefully. Joe glares at Jerry, ready to hit him with the saxophone.

SUE
(to Joe and Jerry; dryly)
Didn't you girls say you went to a conservatory?

JERRY
Yes. For a whole year.

SUE
I thought you said three years.

JOE
(lightly)
We got time off for good behavior.

SUE
There are two things I will not put up with
during working hours. One is liquor -
and the other one is men.

JERRY
(a blinking angel)
Men?

JOE
Oh, you don't have to worry about that.

JERRY

We would be caught dead with men. Those
rough, hairy beasts with eight hands -
(looking at Bienstock)
They all want just one thing from a girl.

BIENSTOCK

(drawing himself up)
I beg your pardon.

SUE

(rapping baton)
All right, girls - from the top again.

Once more the Society Syncopators wade into RUNNING
WILD. Sugar, strumming the ukulele, smiles warmly at
Daphne, a true blue pal; Daphne smiles back, his mouth
watering a little, like a kid in a pastry shop.

DISSOLVE:

20. EXT. LOCOMOTIVE WHEELS - NIGHT. 20.

The wheels are still pounding away - but there's no more
music.

21. INT. PULLMAN CAR - NIGHT. 21.

The berths are made up, and the girls are getting ready for
bed. Joe, in pajamas, is standing in the aisle beside Lower
7, draping his dress neatly on a hanger. Jerry, in a
nightgown, is lying in Upper 7 with the curtains open,
watching the broads go by. Girls in negligees, in pajamas,
in nightgowns, are scurrying with their wash-kits in and out
of the ladies' room, climbing into lowers and uppers.

JERRY

(the young sultan)
Good night, Mary Lou - Dolores dear,
sleep tight - Nighty-night, Emily.

EMILY

(climbing into an upper)
Toodle-oo.

JERRY

(to Joe)
How about that toodle-oo?

JOE
Steady, boy. Just keep telling yourself
you're a girl.

JERRY
(to himself)
I'm a girl. I'm a girl. I'm a girl -

Rosella and Olga come bouncing past from the ladies' room.

JERRY
(to Joe)
Get a load of that rhythm section.
(a glare from Joe)
I'm a girl. I'm a girl. I'm a girl.

His eyes stray down the aisle. In Upper 2, Sugar is getting ready for bed. All Jerry can see is her legs dangling out of the berth, as she removes her stockings. But that's all the identification Jerry needs.

JERRY
(calling down the aisle)
Good night, Sugar.

SUGAR
(sticking her head out)
Good night, honey.

JERRY
(to Joe; enraptured)
Honey - she called me honey.

Without a word, Joe takes the ladder leaning against Jerry's berth, slides it under the lower.

JERRY
What are you doing?

JOE
I just want to make sure that honey stays
in the hive. There'll be no buzzing around
tonight.

JERRY
But suppose I got to go - like for a drink
of water?

JOE

Fight it.

JERRY

But suppose I lose? Suppose it's an emergency?

JOE

(points to cord running
across the back of
Jerry's berth)
Then pull the emergency brake!

Sitting on the edge of Lower 1, ready for bed, is Sue. She is looking off intently toward Joe and Jerry, flipping a stomach pill in one hand and holding a paper cup of water in the other. She turns to Bienstock, who is across the aisle in Lower 2, just buttoning his pajama tops.

SUE

You know, Bienstock, there's something funny about those two new girls.

BIENSTOCK

Funny? In what way?

SUE

I don't know - but I can feel it right here.
(pats tummy)
That's one good thing about ulcers - it's like a burglar alarm going off inside you.

She swallows the pill, washes it down with water.

BIENSTOCK

All right, Sue. You watch your ulcers - I'll watch those two.
(rises, claps his hands)
Okay. Everybody settle down and go to bed.
Good night, girls.

The last few girls climb into their births, lights are being extinguished, curtains are being closed.

Joe, standing outside Berth 7, starts to close the curtains of Jerry's berth.

JOE

Good night, Daphne.

JERRY

(wretchedly)
Good night, Josephine.

Joe closes the curtains. Jerry, in the upper, extinguishes the light. He settles himself back on the pillow, closes his eyes.

JERRY
(muttering to himself)
I'm a girl - I'm a girl - I wish I were dead -
I'm a girl - I'm a girl -

22. EXT. LOCOMOTIVE WHEELS - NIGHT. 22.

The wheels are pounding along the track in the rhythm of Jerry's 'I'm a girl, I'm a girl.'

DISSOLVE:

23. INT. PULLMAN CAR - NIGHT. 23.

There are just a few dim lights illuminating the aisle. Everybody seems to be asleep, all is quiet - except for Bienstock's steady snoring in Lower 2.

After a moment, the curtains of Upper 2 open, and Sugar peeks out cautiously. She is wearing a negligee over her nightie. Seeing that all is clear, she slips quietly down the ladder, and tiptoes down the aisle.

She arrives at Berth 7, and finding no ladder there, takes one from across the aisle, leans it against Jerry's berth, and climbs up.

Jerry is asleep in Upper 7, as the curtains part and Sugar leans in.

SUGAR
(a whisper)
Daphne...

She taps his shoulder. Jerry sits bolt upright, hits his head against the top of the berth.

JERRY
Oh - Sugar!

SUGAR
I wanted to thank you for covering for me.
You're a real pal.

JERRY

It's nothing. I just think us girls should stick together.

SUGAR

If it hadn't been for you, they would have kicked me off the train. I'd be out there in the middle of nowhere, sitting on my ukulele.

JERRY

It must be freezing outside. When I think of you - and your poor ukulele -

SUGAR

If there's anything I can do for you -

JERRY

Oh, I can think of a million things -

Sugar, looking off, sees something in the aisle, quickly climbs into the berth beside Jerry.

JERRY

And that's one of them.

SUGAR

(finger to her lips)
Sssh. Sweet Sue.

She peers through the slit in the curtains.

Sue, in a wrapper, is padding sleepily down the aisle toward the ladies' room.

Back in Upper 7, Sugar turns conspiratorially to Jerry.

SUGAR

I don't want her to know we're in cahoots.

JERRY

We won't tell anybody - not even Josephine.

SUGAR

I'd better stay here till she goes back to sleep.

JERRY

Stay as long as you'd like.

SUGAR

(putting her legs
under the covers)

I'm not crowding you, am I?

JERRY

No. It's nice and cozy.

SUGAR

When I was a little girl, on cold nights like this,
I used to crawl into bed with my sister. We'd
cuddle up under the covers, and pretend we
were lost in a dark cave, and were trying to
find our way out.

JERRY

(mopping his brow)
Interesting.

SUGAR

Anything wrong?

JERRY

No, no.

SUGAR

(putting a hand on
his shoulder)

Why you poor thing - you're trembling
all over.

JERRY

That's ridiculous.

SUGAR

And your head is hot.

JERRY

That's ridiculous.

SUGAR

(her feet touching his
under the cover)
And you've got cold feet.

JERRY

(a wan smile)
Isn't that ridiculous?

SUGAR
Let me warm them a little.
(rubbing her feet
against his)
There - isn't that better?

Jerry has turned his head away, and is now mumbling to himself.

JERRY
I'm a girl, I'm a girl, I'm a girl -

SUGAR
What did you say?

JERRY
I'm a very sick girl.

SUGAR
(sitting up)
Maybe I'd better go before I catch something.

JERRY
(holding her by the arm)
I'm not that sick.

SUGAR
I have a very low resistance.

JERRY
Look, Sugar, if you feel you're coming down
with something, the best thing is
a shot of whiskey.

SUGAR
You got some?

JERRY
I know where to get some.
(sitting up)
Don't move.

He climbs across her, and opening the curtains, leans all the way over the edge of the upper berth and down toward the berth below.

In Lower 7, Joe is asleep, facing the window. The curtains part, and Jerry, dangling upside down, reaches toward the suitcase at the foot of the berth. He raises the lid of the

suitcase, rummages around till he finds a bottle of bourbon. As he takes it out, Joe stirs. Jerry freezes, raises the bottle up, ready to conk Joe if he wakes up. Joe turns over, settles back to sleep, and Jerry swings his body through the curtains.

Jerry, the bottle clutched in his hand, is hanging upside down, while Sugar in the upper berth holds on to his legs. As Jerry tries to raise himself back up, he slips out of Sugar's grasp, and sprawls in the aisle. He lies absolutely still, afraid that Joe may have heard him.

SUGAR
(a solicitous whisper)
You all right?

JERRY
(getting up)
I'm fine.

SUGAR
How's the bottle?

JERRY
Half-full.

As he hands it up to her, the curtains of Upper 4 part, and Dolores, who has been awakened by the fall, peeks out.

SUGAR
(to Jerry)
You better get some cups.

Jerry pads over to the water fountain beside the rest rooms. He punches out a couple of paper cups from a dispense, flits back to Berth 7, and scurries up the ladder.

Dolores watches all this with great interest.

Back in Upper 7, Sugar has already opened the bottle.

JERRY
(handing her
the paper cups)
I tell you - this is the only way to travel.

SUGAR
(pouring)
You better put on the lights.

I can't see what I'm doing.

JERRY

No - no lights. We don't want anyone to know we're having a party.

SUGAR

I may spill something.

JERRY

(shifting into high)

So spill it. Spills, thrills, laughs, games - this may even turn out to be a surprise party.

SUGAR

What's the surprise?

JERRY

(coyly)

Uh-uh. Not yet.

SUGAR

When?

JERRY

We better have a drink first.

SUGAR

(handing him cup)

Here. This'll put hair on your chest.

JERRY

No fair guessing.

They drink. The curtains open and Dolores, standing on the ladder outside, sticks her head in.

DOLORES

This a private clambake,
or can anybody join?

JERRY

(turns, startled)

It's private. Go away.

SUGAR

Say, Dolores - you still got that
bottle of vermouth?

DOLORES
Sure.

JERRY
Who needs vermouth?

SUGAR
(to Dolores)
We have some bourbon -
lets make Manhattans.

DOLORES
Okay.
(starts down the ladder)

JERRY
Manhattans? This time of night?

SUGAR
(calling after Dolores)
And bring the cocktail shaker.

JERRY
(disgustedly)
Oh, Sugar. You're going to
spoil my surprise.

Dolores has crossed the aisle, and getting a foot up on Lower 4, reaches up into her berth for the vermouth. The curtains of Lower 4 open, and Mary Lou sticks her head out.

MARY LOU
What's up?

DOLORES
Party in Upper 7.

MARY LOU
I got some cheese and crackers.

DOLORES
And get a corkscrew.

Mary Lou gets out of her berth, steps across to Lower 3, wakes up Rosella.

MARY LOU
Party in Upper 7. Got a corkscrew?

ROSELLA
(wide awake)
No. But Stella has.

MARY LOU
Get some cups.

Rosella hurries toward the water fountain, while Mary Lou gets Stella and the corkscrew out of bed. Rapidly, the whole Pullman car springs into action. As silent as mice, the girls slip out of their berths, armed with various provisions. Their nighties billowing they scuttle down the aisle and up the ladder into Upper 7.

In Upper 7, the party is building rapidly, as the mice pile in with their contributions.

GIRLS
Here's the vermouth.
I brought some crackers and cheese.
Will ten cups be enough?
Can you use a bottle of Southern Comfort?

Jerry is trying vainly to stem the invasion of gatecrashers.

JERRY
Please, girls - this is a private party -
a party for two - go away, no more room -
ssh, the neighbors downstairs - you'll
wake up Josephine - please, no crackers
in bed - go someplace else, form your own
party - be careful with that corkscrew!
Sugar - where are you, Sugar?

Sugar is greeting Olga, who has climbed into the berth clutching a hot water bottle.

OLGA
Here's the cocktail shaker.

Sugar starts measuring bourbon and vermouth into it.

GIRLS
Easy on the vermouth.
If we only had some ice -
Pass the peanut butter.
Anybody for salami?

JERRY

(desperately)
Thirteen girls in a berth - that's bad luck!
Twelve of you will have to get out! ...
Please, girls, no more food!
I'll have ants in the morning!

In Lower 7, Joe is stirring restlessly, while subdued noises float down from the party upstairs. The curtains part and Emily sticks her head in and shakes Joe.

EMILY
Hey - you got any maraschino cherries
on you?

JOE
(half asleep)
Huh?

EMILY
Never mind.

She disappears. Joe starts to close his eyes, then sits up with a jolt.

JOE
Maraschino cherries?

Slowly he becomes aware of the sounds of revelry up above. His eyes wide as he sees a girl's bare leg through the curtains. The girl steps on the edge of his berth, hoists herself into the upper. Joe throws open the curtains, sees several other pairs of girls' legs dangling down from the upper, and still more legs climbing up the ladder.

Frantically, Joe jumps out of his berth. He is confronted by a sight which knocks into a cocked hat the principle that two bodies cannot occupy the same space at the same time. In a triumph of engineering, fourteen girls have squeezed themselves into Upper 7 - or to be exact, thirteen girls and Daphne - not to mention the bourbon, the vermouth, the Southern Comfort, the paper cups, the corkscrew, the hot water bottle, the crackers and cheese, and the salami. There is a seething tangle of arms and legs and blonde heads - like a snake pit at feeding time.

JOE
What's going on here?
(trying to find a
needle in the haystack)

Daphne - Daphne -

JERRY
(sticking his head out)
It's not my fault. I didn't invite them.

JOE
(pleading)
Break it up, girls! Daphne!
Come on, help me!

He starts to tug at odd arms and legs.

Jerry pulls himself back into the berth.

JERRY
All right, girls. You heard Josephine.
Everybody out.

Sugar starts to back out of the berth.

JERRY
Not you, Sugar.

SUGAR
I'm just going to get some ice.

Joe has slipped on his robe as Sugar comes backing out of the berth and down the ladder.

JOE
Out, out! That's right, Sugar.
Now the rest of you.

As Sugar heads for the water fountain, Joe starts to pull the other girls out.

GIRLS
Aw, don't be a flat tire.
Have a Manhattan.
Come on in. There's lots of room
in the back.

JOE
Ssh. Pipe down. We'll all be fired.

Jerry sticks his head out, looks after Sugar.

JERRY

(plaintively)

Sugar - don't you leave me here alone, Sugar.

Sugar has pried open the panel under the water fountain, and reaching inside, drags out a huge cake of ice. Not quite knowing what to do with it, she thrusts it into Joe's hands, and turns quickly to the pile of instruments stashed between some empty seats.

JOE

(unaware of the cake of
ice in his hands)

Come on, kids. Give up, will you?

The party's over. Everybody go home.

(suddenly notices the ice)

What's this?

By this time, Sugar has unscrewed a cymbal from the drum, and is holding the drummer's metal brush.

SUGAR

(beckoning to Joe)

Josephine, over here. Before it melts.

She heads for the women's lounge. Joe looks at her, looks at the ice, and not knowing what else to do with it, follows her through the curtains.

24. INT. WOMEN'S LOUNGE - NIGHT.

24.

Sugar comes in, followed by Josephine with the cake of ice.

SUGAR

(pointing to sunken
washbowl)

Put it here.

JOE

(dropping the ice
in the bowl)

Sugar, you're going to get yourself
into a lot of trouble.

SUGAR

Better keep a lookout.

Joe crosses to the curtain, peers out. Sugar, using the handle of the metal brush, starts to chop ice into the upturned cymbal.

JOE
If Bienstock catches you again -
What's the matter with you, anyway?

SUGAR
I'm not very bright, I guess.

JOE
I wouldn't say that. Careless, maybe.

SUGAR
No, just dumb. If I had any brains,
I wouldn't be on this crummy train
with this crummy girls' band.

JOE
Then why did you take this job?

SUGAR
I used to sing with male bands.
But I can't afford it any more.

JOE
Afford it?

SUGAR
Have you ever been with a male band?

JOE
Me?

SUGAR
That's what I'm running away from.
I worked with six different ones in the
last two years. Oh, brother!

JOE
Rough?

SUGAR
I'll say.

JOE
You can't trust those guys.

SUGAR
I can't trust myself. The moment I'd
start with a new band - bingo!

JOE
Bingo?

SUGAR
You see, I have this thing about
saxophone players.

JOE
(abandoning his
lookout post)
Really?

SUGAR
Especially tenor sax. I don't know what
it is, but they just curdle me. All they
have to do is play eight bars of
"Come to Me My Melancholy Baby" -
and my spine turns to custard, and I
get goose-pimplly all over - and I
come to them.

JOE
That so?

SUGAR
(hitting her head)
Every time!

JOE
(nonchalantly)
You know - I play tenor sax.

SUGAR
But you're a girl, thank goodness.

JOE
(his throat drying up)
Yeah.

SUGAR
That's why I joined this band.
Safety first. Anything to get away
from those bums.

JOE
(drier yet)
Yeah.

SUGAR

(hacking the ice
viciously)

You don't know what they're like.
You fall for them and you love 'em -
you think it's going to be the biggest
thing since the Graf Zeppelin - and
the next thing you know they're
borrowing money from you and
spending it on other dames and
betting on the horses -

JOE

You don't say?

SUGAR

Then one morning you wake up and
the saxophone is gone and the guy is
gone, and all that's left behind is
a pair of old socks and a tube of
toothpaste, all squeezed out.

JOE

Men!

SUGAR

So you pull yourself together and you
go on to the next job, and the next
saxophone player, and it's the same
thing all over again. See what
I mean? - not very bright.

JOE

(looking her over)
Brains aren't everything.

SUGAR

I can tell you one thing - it's not
going to happen to me again. Ever.
I'm tired of getting the fuzzy end of
the lollipop.

Olga bursts in through the curtains.

OLGA

Ice! What's keeping the ice?
The natives are getting restless.

Joe hands her the cymbal piled with ice.

JOE
How about a couple of drinks for us?

OLGA
Sure.

She scoots out. Joe and Sugar are alone again.

SUGAR
You know I'm going to be twenty-five
in June?

JOE
You are?

SUGAR
That's a quarter of a century.
Makes a girl think.

JOE
About what?

SUGAR
About the future. You know - like
a husband? That's why I'm glad
we're going to Florida.

JOE
What's in Florida?

SUGAR
Millionaires. Flocks of them. They all
go south for the winter. Like birds.

JOE
Going to catch yourself a rich bird?

SUGAR
Oh, I don't care how rich he is -
as long as he has a yacht and his own
private railroad car and his own
toothpaste.

JOE
You're entitled.

SUGAR
Maybe you'll meet one too, Josephine.

JOE
Yeah. With money like Rockefeller, and
shoulders like Johnny Weismuller -

SUGAR
I want mine to wear glasses.

JOE
Glasses?

SUGAR
Men who wear glasses are so much more
gentle and sweet and helpless.
Haven't you ever noticed?

JOE
Well, now that you've mentioned it -

SUGAR
They get those weak eyes from reading -
you know, all those long columns of
tiny figures in the Wall Street Journal.

Olga is back again, carrying two Manhattans in paper cups
on the cymbal. She hands them the drinks, starts to refill
the cymbal with ice.

OLGA
That bass fiddle - wow! She sure knows
how to throw a party!

She dashes out. Joe looks after her, worriedly.

SUGAR
(raising cup)
Happy days.

JOE
(lifting his cup)
I hope this time you wind up with
the sweet end of the lollipop.

They drink. Joe studies her like a cat studying a canary.

25. INT. PULLMAN CAR - NIGHT. 25.

Olga is climbing up on the ladder to Upper 7 with the new
supply of ice in the cymbal. The party is now really

winging. Amidst the hushed hilarity, the hot water bottle is being passed around, paper cups and crackers are flying, some of the girls are smoking. Despite the absence of Sugar, Jerry is enjoying himself hugely. Dolores has the floor - finishing the joke that Bienstock interrupted earlier.

DOLORES
- so the one-legged jockey said -
(she breaks up in
helpless laughter)

JERRY
(eagerly)
What did he say?

DOLORES
The one-legged jockey said - 'Don't worry
about me, baby. I ride side-saddle.'

To Jerry, this is excruciatingly comical. He puts his hand over his mouth, trying to smother his wild laughter, starts to hiccup.

JERRY
(Lady Daphne again)
I beg your pardon.

Another hiccup. And another.

ROSELLA
Put some ice on her neck!

She takes a hunk of ice out of the cymbal, rubs it against the back of Jerry's neck. Jerry leaps up with a squeal, and the ice slides down into his nightgown. He squirms and wiggles, crying and laughing and hiccuping.

JERRY
Oooh! Aaah! It's cold! Owwww!

The girls try to fish the ice from inside his nightie, and suddenly Jerry gets a new shock, worse than the ice. His hiccups stop, his eyes widen in panic. His bosoms have torn loose from their moorings again. He folds his arms over his suddenly flat chest, to ward off exposure.

JERRY
(continuing)
Cut it out, girls. Stop it.

Joe - Josephine - help!

DOLORES

Hey, she's ticklish!

With that, all the girls pounce on Jerry, start to tickle him. Jerry flops around like a fish, screaming and laughing and crying. In despair, his eyes fall on the emergency cord. He makes a grab for the cord, pulls it.

26. EXT. LOCOMOTIVE WHEELS - NIGHT. 26.

The pounding wheels suddenly lock, and come to a jolting stop.

27. INT. PULLMAN CAR - NIGHT. 27.

The abrupt stop sends everybody in Upper 7 tumbling out into the aisle.

28. INT. WOMEN'S LOUNGE - NIGHT. 28.

Sugar, thrown off balance, grabs on to Joe.

SUGAR

What's happened?

JOE

Search me.

(quickly)

I mean - I'll see.

He sticks his head out through the curtains.

29. INT. PULLMAN CAR - NIGHT. 29.

The girls heaped in the aisle are extricating themselves and scurrying back as fast as they can into their berths. Jerry scrambles up the ladder into Upper 7, pulls the curtains, just as the curtains of Lower 1 are flung open and Sue emerges. She glances up the aisle, which is now empty and peaceful-looking.

SUE

(angrily)

What's going on around here?

(shouting)

BIENSTOCK!

Bienstock staggers sleepily out of Lower 2.

BIENSTOCK
Are we in Florida?

At the entrance to the women's lounge, Sugar has joined Joe and the two are peering through the curtains. The door of the car opens, and the Conductor runs in angrily. The two withdraw back into the lounge.

The Conductor joins Sue and Bienstock.

CONDUCTOR
All right. Who pulled the emergency
brake? Who was it?

BIENSTOCK
(bellowing at the
closed curtains)
Come on, girls. Who was it?

Through the curtains of Upper 7, Jerry's head appears timidly.

JERRY
I was it.

SUE
What's the big idea?

JERRY
I'm sorry. I was having a nightmare.
(he hiccups)
Something I ate. I'm not at all well.
(holds out cocktail shaker)
See? Hot water bottle.

CONDUCTOR
(disgusted)
Musicians! The last time we had some
on the train, they started a wild, drunken
brawl - twelve of them in one berth!

Jerry clucks his tongue disapprovingly. The Conductor jerks the emergency cord a couple of times, signaling the engineer to start the train again.

30. EXT. LOCOMOTIVE WHEELS - NIGHT. 30.

The stalled wheels start to turn over and pick up speed.

DISSOLVE:

31. OMITTED 31.

32. INT. PULLMAN CAR - NIGHT. 32.

The train is moving. Joe appears from the women's lounge, signals to Sugar, who is behind him.

JOE
Okay, Sugar - all clear. You better go back to bed.

SUGAR
I might as well stay in there.
I won't be able to sleep anyway.

JOE
Why not?

SUGAR
Bienstock. He snores to beat the band.
We cut cards to see who sleeps over him,
and I always lose. Wouldn't you know?

JOE
Want to switch berths with me?

SUGAR
Would you mind terribly?

JOE
Not at all.

He leads her to Lower 7. The curtains of Upper 7 are closed.

JOE
I can fall asleep anywhere, any time,
over anybody.

He takes his suitcase out, stashes it under the berth.

SUGAR
Thanks, honey.

JOE
(starting away)

Good night, Sugar.

In Upper 7, Jerry is lying on his back with his eyes wide open, listening intently. From OFF comes -

SUGAR'S VOICE

Good night, Josephine.

Jerry props himself up on one elbow, a smug grin of anticipation on his face.

Sugar gets into Lower 7, closing the curtains. Joe proceeds down the aisle, mounts the ladder to Upper 2.

In Upper 2, Joe closes the curtains, settles down to sleep. In the berth below, Bienstock is snoring away. Unable to take it, Joe clamps the spare pillow over his head.

In Upper 7, Jerry takes a long swig out of the hot water bottle to get his courage up. Then he parts the curtains cautiously, drops to the aisle. He leans toward the closed curtains of Lower 7.

JERRY

(very softly)

Joe - are you asleep, Joe?

In Lower 7, Sugar, her eyes closed, is drifting off to sleep.

Jerry, satisfied that Joe is asleep, pussyfoots down the aisle to Berth 2. He listens for a second to Bienstock snoring, climbs up the ladder to Upper 2.

In Upper 2, Joe lies facing the window. The curtains part gingerly, and Jerry sticks his head in.

JERRY

(a honeyed whisper)

Sugar - Sugar baby -

Joe opens his eyes wide, and is about to turn around, but Jerry puts a restraining hand on his shoulder.

JERRY

(continuing)

Sssh. Don't move. It's me - Daphne.

We don't want to wake up Bienstock.

He slips into the berth, and the curtains close behind him.

It's pretty dark now. Jerry stretches out on top of the covers, addresses the back of Joe's head. Joe, a grim expression on his face, is waiting to see how far Jerry will go.

JERRY
(continuing;
the big moment)
You know what I promised you before - that surprise - well, I better break it to you gently. In the first place, I'm not a natural blonde - as a matter of face, there are all sorts of things about me that are not natural - you see, my friend and I - the reason we're on the train with you girls - well, you know those holes in the bull-fiddle - that wasn't mice - what I'm trying to say is - my name isn't really Daphne - it's Geraldine - I mean, Jerry - and you know why it's Jerry? - because I'm a boy!

He sweeps his blonde wig off. Joe, who's had enough, makes a move to sit up, but Jerry pushes him back gently.

JERRY
(continuing)
Don't scream, please. Don't spoil it - it's too beautiful. just think of it, you and I - same berth, opposite sexes - male and female - he and she - the moth and the flame -
(takes Joe's hand,
puts it on his heart)
Feel my heart - like a crazy drum.
(starts kissing Joe's hand)
I'm mad for you, Sugar.
(breathing heavily)
What are we going to do about it?

Joe has had it. Wheeling around, he grabs Jerry by the front of his nightgown, starts to shake him like a terrier shaking a rat.

JERRY
(continuing; nonplussed)
Sugar, what are you doing?
Don't get sore, baby -

Beginning to realize something may be wrong, Jerry reaches up and switches on the light. There is something wrong.

JOE

(holding Jerry with one hand, cocking the other)
Male and female - the moth and the flame - I ought to slug you!

JERRY

(slapping wig back on his head)
You wouldn't hit a girl, would you?

FADE OUT:

FADE IN:

33. EXT. SEMINOLE-RITZ HOTEL - DAY. 33.

The sprawling gingerbread structure basks in the warm Florida sun, fanned by towering palm trees, and lulled by waves breaking lazily on the exclusive beach frontage.

Wintertime and the livin' is easy, fish are jumpin' and the market is high.

The hotel bus chugs up the curved driveway toward the main entrance, hauling the Society Syncopators from the station. The rear of the bus is loaded with luggage and instruments. From inside comes the SOUND of girls' voices, singing DOWN AMONG THE SHELTERING PALMS.

On the hotel veranda, creaking in their rocking chairs, are a dozen elderly gentlemen. They are all in resort clothes - white flannels, striped flannels, knickers, Panama hats, white linen caps - and they are all reading the Wall Street Journal. Their combined age must be about a thousand years, and their combined bank balance just about as many millions. As they hear the bus drawing up, they stop rocking, and slowly lower their Wall Street Journals. They are all wearing sunglasses, and leaning forward, they peer through them at the new arrivals.

In the driveway, the girls are climbing out of the bus, luggage and instruments are being unloaded. Jerry helps Sugar down, while Joe gets their instruments out of the pile. He hands the bull-fiddle case to Jerry, the ukulele case to

Sugar.

JERRY
(taking the ukulele
from Sugar)
I'll carry the instruments.

SUGAR
Thank you, Daphne.

JOE
(handing Jerry the
saxophone case)
Thank you, Daphne.
(to Sugar)
Isn't she a sweetheart?

He leads her toward the entrance. Jerry, loaded down with bass fiddle, ukulele and sax, glares after them - angrily, then follows them, balancing precariously on his high heels.

On the veranda, the twelve rich dodos remove their sunglasses to get a better look at the girls. The one nearest to the steps is OSGOOD FIELDING III.

He is a bit younger than the others, but that still puts him in his late fifties. He wears white plus-fours, argyle socks, two-toned shoes, and a gleam in his eye. He tips his Panama hat rakishly as the girl musicians mount the steps.

Joe and Sugar come up the steps. Joe nudges her, directing her attention to the old crooks.

JOE
Well, there they are - more millionaires
than you can shake a stick at.

SUGAR
I'll bet there isn't one of them
under seventy-five.

JOE
Seventy-five. That's three-quarters
of a century. Makes a girl think.

UGAR
Yeah, I hope they brought their
grandsons along.

As they pass Osgood Fielding III and start into the lobby, he tips his Panama jauntily. Then he turns to inspect the next girl.

The next girl is Jerry, struggling up the steps, loaded with bass fiddle, saxophone and ukulele. He trips on the top steps, loses one of his shoes. Osgood jumps up gallantly.

OSGOOD
Just a moment, miss -
(picks up shoe)
May I?

JERRY
(extending his foot
regally)
Help yourself.

OSGOOD
(slipping shoe on)
I am Osgood Fielding the Third.

JERRY
I am Cinderella the Second.

He starts to pull away, but Osgood holds on to his ankle.

OSGOOD
If there is one thing I admire, it's a girl
with a shapely ankle.

JERRY
Me too. Bye now.

OSGOOD
Let me carry one of the instruments.

JERRY
Thank you.
(loading him up with
all the instruments)
Aren't you a sweetheart?

He starts into the lobby, Osgood struggling after him with the instruments.

34. INT. LOBBY OF THE SEMINOLE-RITZ - DAY. 34.

The lobby is very resort-y - potted palms, overhead fans,

and a heavy undergrowth of wicker furniture. Osgood, balancing the instruments, follows Jerry in.

OSGOOD

It certainly is delightful to have some young blood around here.

JERRY

Personally, I'm Type O.

OSGOOD

You know, I've always been fascinated by show business.

JERRY

You don't say.

OSGOOD

Yes, indeed. It's cost my family quite a bit of money.

JERRY

You invest in shows?

OSGOOD

No - it's showgirls. I've been married seven or eight times.

JERRY

You're not sure?

OSGOOD

Mama is keeping score. Frankly, she's getting rather annoyed with me

JERRY

I'm not surprised.

OSGOOD

So this year, when George White's Scandals opened, she packed me off to Florida. Right now she thinks I'm out there on my yacht - deep-sea fishing.

JERRY

Well, pull in your reel, Mr. Fielding. You're barking up the wrong fish.

They come up to the elevator. The doors are just closing on

a load of girl musicians going up.

OSGOOD

If I promise not to be a naughty boy -
how about dinner tonight?

JERRY

Sorry. I'll be on the bandstand.

OSGOOD

Oh, of course. which of these instruments
do you play?

JERRY

Bull fiddle.

OSGOOD

Fascinating. Do you use a bow or
do you just pluck it?

JERRY

Most of the time I slap it.

OSGOOD

You must be quite a girl.

JERRY

Wanna bet?

OSGOOD

My last wife was an acrobatic dancer -
you know, sort of a contortionist -
she could smoke a cigarette while
holding it between her toes - Zowie! -
but Mama broke it up.

JERRY

Why?

OSGOOD

She doesn't approve of girls who smoke.

The elevator has come down again, and the doors open.

JERRY

(reaching for the
instruments)
Goodbye, Mr. Fielding.

OSGOOD
Goodbye?

JERRY
This is where I get off.

OSGOOD
(the naughty boy)
Oh, you don't get off that easy.

He eases her into the elevator, follows with the instruments.

OSGOOD
(continuing; to
elevator operator)
All right, driver. Once around the park.
Slowly. And keep your eyes on the road.

The door closes. CAMERA PANS UP to the floor indicator.
The arrow moves smoothly past the second floor, then stops
abruptly, jiggles violently, starts down again. CAMERA
PANS DOWN. the elevator door opens.

JERRY
(outraged womanhood)
What kind of girl do you think I am,
Mr. Fielding?

He slaps Osgood's face, takes the instruments from him.

OSGOOD
Please. It won't happen again.

JERRY
No, thank you. I'll walk.

He stalks out of the elevator with the instruments, starts
indignantly up the stairs. Osgood stands holding his cheek,
looking after him enraptured.

OSGOOD
Zowie!

35. INT. FOURTH FLOOR CORRIDOR - DAY. 35.

This is the floor on which the girls are billeted. Sugar, Joe
and the other Society Syncopators are gathered around
Bienstock and Sue, while bellhops are bringing up the
luggage.

BIENSTOCK
(holding up a list)
All right, girls - here are your
room assignments.
(tapping his pockets)
My glasses - where are my glasses?

As he continues to search, Sue takes the list from him,
starts to read it off.

SUE
Olga and Mary Lou in 412 - and Mary Lou,
keep your kimono buttoned when you ring
for room service - Josephine and Daphne
in 413 - Dolores and Sugar in 414 -

DOLORES
Me and Sugar?

SUE
What did you expect - a one-legged jockey?

Joe and Sugar are moving on toward their rooms.

SUGAR
I wish they'd put us in the same room.

JOE
So do I. But don't worry - we'll be
seeing a lot of each other.

They reach the door of 414, and Sugar opens it.

SUGAR
(ruefully)
414 - that's the same room number
I had in Cincinnati - my last time
around with a male band.
What a heel he was.

JOE
Saxophone player?

SUGAR
What else? And was I ever crazy about him.
Two in the morning, he sent me down for
knackwurst and potato salad - they were
out of potato salad, so I brought coleslaw -

so he threw it right in my face.

JOE

Forget it, Sugar, will you? Forget about saxophone players. You're going to meet a millionaire - a young one.

SUGAR

What makes you so sure?

JOE

Just my feminine intuition.

She smiles gratefully at him as she enters 414. Joe crosses to the open door of 413, goes in.

36. INT. ROOM 413 - DAY.

36.

It's a small room, twin-beds, more wicker, adjoining bathroom. Outside the French windows is a balcony, giving on the ocean.

As Joe comes in, a BELLHOP is just setting down some suitcases - two of them are Joe's and Jerry's, the third is a somewhat more elegant model in brown cloth with a white stripe down the middle and the initials B.B. The Bellhop, a fresh punk of seventeen, turns to Joe.

BELLHOP

Are these your bags?

JOE

Yes. And that one, too.

BELLHOP

Okay, doll.

JOE

I suppose you want a tip?

BELLHOP

Forget it, doll. After all, you work here - I work here - and believe you me, it's nice to have you with the organization.

JOE

Bye.

BELLHOP

(the young Clark Gable)
Listen, doll - what time do you
get off tonight?

JOE
Why?

BELLHOP
Because I'm working the night shift - and
I got a bottle of gin stashed away - and
as soon as there's a lull -

JOE
Aren't you a little too young for that, sonny?

BELLHOP
Wanna see my driver's license?

JOE
Get lost, will you?

BELLHOP
That's the way I like 'em - big and sassy.
(at the door)
And get rid of your roommate.

He pulls out his bow tie, which is on an elastic, lets it snap
back like an exclamation point. Joe looks after him grimly,
then his eyes fall on the suitcase with the stripe, and he
shoves it quickly under the bed. The door opens again, and
Joe whirls around. Jerry comes staggering in breathlessly
with the instruments, kicks the door shut with his foot.

JERRY
Why, that dirty old man!

He throws the instruments disgustedly on one of the beds.

JOE
What happened?

JERRY
I got pinched in the elevator.

JOE
Well, now you know how the other half lives.

JERRY
(looking in

the mirror)
And I'm not even pretty.

JOE
They don't care - just as long as you
wear skirts. It's like waving a red flat
in front of a bull.

JERRY
I'm tired of being a flag. I want to be a
bull again. Lets get out of here, Joe.
Let's blow.

JOE
Blow where?

JERRY
You promised - the minute we hit Florida,
we were going to beat it.

JOE
How can we? We're broke.

JERRY
We can get a job with another band.
A male band.

JOE
Listen, stupid - right now Spats Colombo
and his chums are looking for us in every
male band in the country.

JERRY
But this is so humiliating.

JOE
So you got pinched in the elevator.
So what? Would you rather be
picking lead out of your navel?

JERRY
All right, all right!
(rips off his hat and wig,
tosses them on the bed)
But how long can we keep this up?

JOE
What's the beef? We're sitting pretty.
We get room and board - we get paid

every week - there's the palm trees
and the flying fish -

JERRY

What are you giving me with the flying fish?
I know why you want to stick around -
you're after Sugar.

JOE

(holier-than-thou)
Me? After Sugar?

JERRY

I watched you two on the bus - lovey-dovey -
whispering and giggling and borrowing
each other's lipstick -

JOE

What are you talking about? Sugar and
me, we're just like sisters.

JERRY

Yeah? Well, I'm your fairy godmother -
and I'm keeping an eye on you.

There is a KNOCK on the door.

BIENSTOCK'S VOICE

Are you decent?

Joe pulls Jerry's wig out of the hat, jams it down his head.

JOE

Come in.

Bienstock comes in.

BIENSTOCK

You girls have seen a brown bag with a
white stripe and my initials?

JERRY

A what?

BIENSTOCK

My suitcase - with all my resort clothes.

JOE

(glancing down)

No, we haven't.

BIENSTOCK
Can't understand it. First my glasses
disappear - then one of my suitcases -

Sugar appears in the doorway behind him.

SUGAR
Where's my ukulele?

BIENSTOCK
- now a ukulele? There must be a
sneak thief around here.

He goes out, shaking his head in puzzlement.

JERRY
(handing her
the ukulele)
Here you are, Sugar.

SUGAR
A bunch of us girls are going for a swim.
Want to come along?

JERRY
You betcha.

JOE
Wait a minute, Daphne. You haven't got
a bathing suit.

SUGAR
She doesn't need one. I don't have one either.

JERRY
(to Joe)
See? She doesn't have one either -
(to Sugar)
You don't?

SUGAR
We'll rent some at the bathhouse.
How about you, Josephine?

JOE
No, thanks. I'd rather stay in and
soak in a hot tub.

He steps into the bathroom, turns on the faucet.

JERRY
Yeah - let her soak. Come on.

JOE
Don't get burned, Daphne.

SUGAR
Oh, I have some suntan lotion.

JERRY
She'll rub it on me - and I'll rub it on her -
and we'll rub it on each other - bye.

He ushers Sugar out in high spirits. Joe looks after them, then quickly locks the hall door, and stepping into the bathroom, turns off the water. He hurries over to the bed, slides out Bienstock's suitcase, opens it. It's crammed full of resort clothes - and Joe takes out a blazer, flannel pants, and a yachting cap, which he perches on his head. Then he lifts his skirt above his knee, pulls out Bienstock's glasses from under his garter. He puts them on, peers around myopically. His enlarged eyes are grotesque - but then again, so is his scheme.

DISSOLVE TO:

37. EXT. BEACH - DAY. 37.

To the accompaniment of BY THE BEAUTIFUL SEA, several girls from the band, in bathing suits and caps, are running into the surf. The other girls are already in the water, splashing around and frolicking like a school of playful porpoises. There is no sign of Jerry. Sugar, standing up to her waist in water, suddenly lets out a startled SQUEAL, slaps the surface of the water behind her.

SUGAR
Daphne! Cut that out!

Jerry comes diving up, spouting water like a dolphin. He is wearing a girls' knitted bathing suit with a short skirt, and a rubber cap.

SUGAR
(continuing)
What do you think you're doing?

JERRY

Just a little trick I picked up in the elevator.

A good-sized wave comes rolling in.

JERRY

(continuing)

Oooh. Here comes a big one.

He grabs Sugar, holding on to her tightly. The wave breaks over them, sweeps them off their feet.

Strolling casually along the beach is Joe. He is wearing Bienstock's blazer (crest and eight gold buttons), flannel slacks (bell-bottom), a silk scarf, a yachting cap, and the glasses (which blur his vision considerably). In his hand he carries a rolled-up copy of the Wall Street Journal. He looks off toward the ocean.

The girls are scampering out of the water, and some of them start to toss a beach ball around. Sugar and Jerry come running up to the beach hand in hand. They take their caps off, and Sugar puts on a short terry-cloth jacket. Jerry jumps around on one foot, his head tilted, shaking the water out of his ear, then starts to rub himself off with a towel.

SUGAR

(studying him)

You know, Daphne - I had no idea you were such a big girl.

JERRY

You should have seen me before I went on a diet.

SUGAR

I mean, your shoulders - and your arms -

JERRY

That's from carrying around the bull fiddle.

SUGAR

But there's one thing I envy you for.

JERRY

What's that?

SUGAR
You're so flat-chested. Clothes hang
so much better on you than they do on me.

DOLORES' VOICE
(from off)
Look out, Daphne!

The beach ball comes sailing INTO SHOT, and Jerry catches it.

JERRY
Come on, Sugar - let's play.

He takes Sugar's hand, skips off with her to join the other girls.

Joe, meanwhile, has come up to a basket chair nearby. Sitting in front of it, sorting sea shells out for a small pail, is a BOY of five. A few feet away stands his MOTHER, calling to him.

MOTHER
Let's go, Junior. Time for your nap.

JUNIOR
Nah. I wanna play.

JOE
(out of the corner
of his mouth)
You heard your mudder, Junior. Scram.

The boy looks up at him, fearfully.

JOE
(continuing)
This beach ain't big enough for both of us.

The boy scrambles to his feet, and screaming "Mommy," runs off, leaving the pailful of shells behind. Joe settles himself in the chair, peers over his shoulder toward the girls playing ball.

The girls, Sugar and Jerry among them, are standing in a wide circle, tossing the beach ball around and chanting rhythmically: "I love coffee, I love tea, how many boys are stuck on me? One, two, three, four, five - "

There is a wild throw over Sugar's head, in the direction of

Joe's chair. Sugar turns and runs after the ball to retrieve it.

This is exactly what Joe has been waiting for. As the ball comes rolling past, he unfolds the Wall Street Journal, pretends to be reading it. Just as Sugar runs by, Joe extends his foot a couple of inches - enough to trip her and send her sprawling to the sand.

JOE
(lowering paper;
Cary Grant by now)
Oh, I'm terribly sorry.

SUGAR
My fault.

JOE
(helping her up)
You're not hurt, are you?

SUGAR
I don't think so.

JOE
I wish you'd make sure.

SUGAR
Why?

JOE
Because usually, when people find out who I am, they get themselves a wheel chair and a shyster lawyer, and sue me for a quarter of a million dollars.

SUGAR
Well, don't worry. I won't sue you - no matter who you are.

JOE
(returning to chair)
Thank you.

SUGAR
Who are you?

JOE
Now, really -

Jerry and the other girls are looking off toward Sugar, waiting for the ball.

JERRY
Hey, Sugar - come on.

Sugar picks up the ball.

JOE
(blase)
So long.

He buries himself behind the Wall Street Journal again. Sugar hesitates for a second, then throws the ball back to the girls. She steps closer to Joe, peers around the paper, studying him.

SUGAR
Haven't I seen you somewhere before?

JOE
(without looking up)
Not very likely.

SUGAR
Are you staying at the hotel?

JOE
Not at all.

SUGAR
Your face is familiar.

JOE
Possible you saw it in a newspaper -
or magazine - Vanity Fair -

SUGAR
That must be it.

JOE
(waving her aside)
Would you mind moving just a little?
You're blocking my view.

SUGAR
Your view of what?

JOE

They run up a red-and-white flag on the yacht when it's time for cocktails.

SUGAR

(snapping at the bait)
You have a yacht?

She turns and looks seaward at a half-a-dozen yachts of different sizes bobbing in the distance.

SUGAR

(continuing)
Which one is yours - the big one?

JOE

Certainly not. with all that unrest in the world, I don't think anybody should have a yacht that sleeps more than twelve.

SUGAR

I quite agree. Tell me, who runs up that flat - your wife?

JOE

No, my flag steward.

SUGAR

And who mixes the cocktails - your wife?

JOE

No, my cocktail steward. Look, if you're interested in whether I'm married or not -

SUGAR

I'm not interested at all.

JOE

Well, I'm not.

SUGAR

That's very interesting.

Joe resumes reading the paper. Sugar sits on the sand beside his chair.

SUGAR

(continuing)
How's the stock market?

JOE
(lackadaisically)
Up, up, up.

SUGAR
I'll bet just while we were talking, you
made like a hundred thousand dollars.

JOE
Could be. Do you play the market?

SUGAR
No - the ukulele. And I sing.

JOE
For your own amusement?

SUGAR
Well - a group of us are appearing at the
hotel. Sweet Sue and Her Society Syncopators.

JOE
You're society girls?

SUGAR
Oh, yes. Quite. You know - Vassar, Bryn
Mawr - we're only doing this for a lark.

JOE
Syncopators - does that mean you play
that fast music - jazz?

SUGAR
Yeah. Real hot.

JOE
Oh. Well, I guess some like it hot. But
personally, I prefer classical music.

SUGAR
So do I. as a matter of fact, I spent
three years at the Sheboygan
Conservatory of Music.

JOE
Good school! And your family doesn't
object to your career?

SUGAR

They do indeed. Daddy threatened to cut me off without a cent, but I don't care. It was such a bore - coming-out parties, cotillions -

JOE

- Inauguration balls -

SUGAR

- opening of the Opera -

JOE

- riding to hounds -

SUGAR

- and always the same Four Hundred.

JOE

You know, it's amazing we never ran into each other before. I'm sure I would have remembered anybody as attractive as you.

SUGAR

You're very kind. I'll bet you're also very gentle - and helpless -

JOE

I beg your pardon?

SUGAR

You see, I have this theory about men with glasses.

JOE

What theory?

SUGAR

Maybe I'll tell you when I know you a little better. What are you doing tonight?

JOE

Tonight?

SUGAR

I thought you might like to come to the hotel and hear us play.

JOE

I'd like to - but it may be rather difficult.

SUGAR
Why?

JOE
(his eyes on the pail
with the shells)
I only come ashore twice a day -
when the tide goes out.

SUGAR
Oh?

JOE
It's on the account of the shells.
That's my hobby.

SUGAR
You collect shells?

JOE
(taking a handful of
shells from the pail)
Yes. So did my father and my
grandfather - we've all had this passion
for shells - that's why we named the
oil company after it.

SUGAR
(wide-eyed)
Shell Oil?

JOE
Please - no names. Just call me Junior.

By this time, the ball game is breaking up, and Jerry approaches Sugar and Joe.

JERRY
Come on, Sugar - time to change for dinner.

SUGAR
Run along, Daphne - I'll catch up with you.

JERRY
(a casual glance
at Joe)
Okay.

He takes a couple of steps away from them, freezes, comes back and stares at Joe open-mouthed.

JOE

What is it, young lady? What are you staring at?

JERRY

(points; speechless)
You - you -

JOE

(to Sugar)
This happens to me all the time in public.

SUGAR

(to Jerry)
I recognized him too - his picture was in Vanity Fair.

JERRY

Vanity Fair?

JOE

(waving him aside)
Would you mind moving along, please?

SUGAR

Yes, you're in the way. He's waiting for a signal from his yacht.

JERRY

His yacht?

SUGAR

It sleeps twelve.
(to Joe)
This is my friend Daphne. She's a Vassar girl.

JERRY

I'm a what?

SUGAR

Or was it Bryn Mawr?

JOE

(to Jerry)
I heard a very sad story about a girl who

went to Bryn Mawr. She squealed on her roommate, and they found her strangled with her own brassiere.

JERRY
(grimly)
Yes - you have to be very careful about picking a roommate.

SUGAR
Well, I guess I'd better go -

JOE
It's been delightful meeting you both.

SUGAR
And you will come to hear us tonight?

JOE
If it's at all possible -

JERRY
Oh, please do come. Don't disappoint us. It'll be such fun. And bring your yacht.

SUGAR
Come on, Daphne.

She leads Jerry away. Joe throws them a casual salute.

As Jerry and Sugar move off, Jerry looks over his shoulder.

JERRY
Well, I'll be - ! How about that guy?

SUGAR
Now look, Daphne - hands off - I saw him first.

JERRY
Sugar, dear - let me give you some advice. If I were a girl - and I am - I'd watch my step.

SUGAR
If I'd been watching my step, I never would have met him. Wait till I tell Josephine.

JERRY
Yeah - Josephine.

SUGAR

Will she be surprised. I just can't wait
to see her face -

JERRY

Neither can I. Come on - lets go up
to her room and tell her - right now.

He grabs her hand, starts to run toward the hotel.

SUGAR

We don't have to run.

JERRY

Oh yes, we do!

DISSOLVE TO:

38. INT. FOURTH FLOOR CORRIDOR - DAY. 38.

Jerry, holding Sugar by the hand, comes running down the
corridor from the elevator. He flings open the door of 413,
pulls Sugar inside.

39. INT. ROOM 413 - DAY. 39.

Jerry and Sugar stop breathlessly, look around. The room
is empty.

JERRY

Josephine -

SUGAR

I guess she's not in here.

JERRY

That's funny. Josie -
(sees Josephine's dress on
a hanger; smugly)
I can't imagine where she can be.

SUGAR

Well, I'll come back later.

JERRY

No, no, Sugar - wait. I have a feeling
she's going to show up any minute.

SUGAR
(sitting down)
Believe it or not - Josephine predicted
the whole thing.

JERRY
Yeah. This is one for Ripley.

SUGAR
Do you suppose she went out shopping?

JERRY
That's it. Something tells me she's
going to walk through that door
in a whole new outfit.

He opens the door, peers out into the corridor expecting Joe
to show up in the yachting outfit. At the same time,
through the partly open door of the bathroom, comes
Josephine's VOICE, singing "RUNNING WILD."

Jerry does a double-take. Sugar starts toward the
bathroom door and opens it. Jerry follows her,
incredulously.

In the bathroom, Joe with his wig on, is lying languidly in
the tub taking a bubble-bath, up to his neck in white foam.

SUGAR
Josephine.

JOE
Oh, I didn't hear you come in.

Jerry looks back toward the windows, trying to figure out
how Joe got in.

SUGAR
The most wonderful thing happened -

JOE
What?

SUGAR
Guess!

JOE
They repealed Prohibition?

JERRY

Oh, come on - you can do better than that.

SUGAR

I met one of them.

JOE

One of whom?

SUGAR

Shell Oil, Junior. He's got millions -
he's got glasses - and he's got a yacht.

JOE

(beaming)
You don't say!

JERRY

He's not only got a yacht, he's got a bicycle.

JOE

(warningly)
Daphne -
(to Sugar)
Go on - tell me all about him.

SUGAR

Well, he's young and handsome and a
bachelor - and he's a real gentleman -
not one of these grabbers.

JOE

Maybe you'd better go after him -
if you don't want to lose him.

SUGAR

Oh, I'm not going to let this one get away.
He's so cute - collects shells.

JOE

Shells? Whatever for?

JERRY

You know - the old shell game.

JOE

Daphne, you're bothering us.

SUGAR

Anyway, you're going to meet him tonight.

JOE
I am?

SUGAR
Because he said he's coming to hear us
play - maybe.

JERRY
What do you mean, maybe? I saw the way
he looked at you. He'll be there for sure.

SUGAR
I hope so.

JERRY
What do you think, Josephine? What does
it say in your crystal ball?

Joe glares at him. Meanwhile, Dolores has come into the room in her wet bathing suit and carrying a dripping rubber horse. She sticks her head into the bathroom.

DOLORES
Hey, Sugar, you got the key? I'm locked
out and I'm making a puddle in the hall.

SUGAR
(to Joe and Jerry)
See you on the bandstand, girls.

She follows Dolores out, closing the door. Joe and Jerry are alone now. The atmosphere is tense. They look at each other steely-eyed.

JOE
(finally)
Wise guy, huh? Trying to louse me up -

JERRY
And what are you trying to do to
poor Sugar? Putting on that millionaire
act - and that phony accent -
(a la Cary Grant)
Nobody talks like that! I've seen you
pull some low tricks on dames - but this
is the trickiest and the lowest and the
meanest -

His words trail off as he sees Joe rise slowly out of the tub. The mystery of his quick change is now solved - he didn't change at all. He is fully dressed in Bienstock's outfit, and is clutching the yachting cap. As he emerges from the bathtub, covered with suds, he looks like some diabolique monster. He advances on Jerry menacingly.

JERRY
(continuing)
I'm not scared of you -
(retreating)
I may be small, but I'm wiry -
(retreating some more)
When I'm aroused, I'm a tiger!

By this time he is up against the wall. Joe is closing in on him.

JERRY
(continuing conciliatory)
Don't look at me like that, Joe - I didn't mean any harm - it was just a little joke - don't worry - I'll press the suit myself.

The phone RINGS.

JERRY
(continuing)
Telephone -

Joe closes in relentlessly.

JERRY
(continuing)
You better answer the phone -

Joe slams the sopping cap on Jerry's head. As Jerry coughs and splutters, Joe picks up the RINGING phone.

JOE
Hello -
(remembering he is a girl, pitches voice higher)
Hello - yes, this is 413 - ship-to-shore? - all right, I'll take it.

40. EXT. FANTAIL OF THE YACHT CALEDONIA - DAY. 40.

It is a chic vessel indeed - and so is Osgood Fielding the Third, lounging in a deck chair, speaking into a radio-telephone.

OSGOOD
(that gleam in his eye)
Hello, Daphne? It's that naughty boy again - you know, Osgood - in the elevator - you slapped my face? Who is this?

41. INT. ROOM 413 - DAY. 41.

Joe is on the phone. Through the open door of the bathroom we see Jerry wiping his face.

JOE
This is her roommate. Daphne can't talk right now. Is it anything urgent?

42. OSGOOD - ON PHONE. 42.

OSGOOD
Well, it is to me. Will you give her a message? I'd like her to have a little supper with me on my yacht after the show tonight.

43. JOE - ON PHONE. 43.

JOE
Got it. Supper - yacht - after the show - I'll tell her.
(reacting)
Your yacht?

44. OSGOOD - ON PHONE. 44.

OSGOOD
The New Caledonia. That's the name of it. The Old Caledonia went down during a wild party off Cape Hatteras. But tell her not to worry - this is going to be a quiet little midnight snack - just the two of us.

45. JOE - ON PHONE. 45.

JOE

Just the two of you? What about the crew?

46. OSGOOD - ON PHONE. 46.

OSGOOD

Oh, that's all taken care of. I'm giving them shore leave. We'll have a little cold pheasant - and champagne - and I checked with the Coast Guard - there'll be a full moon tonight - oh, and tell her I got a new batch of Rudy Vallee records -

47. INT. ROOM 413 - DAY. 47.

JOE

(into phone)

That's good thinking. Daphne's a push-over for him.

Jerry comes up, still holding the towel.

JERRY

I'm a push-over for whom? What is it?
Who's on the phone?

JOE

(shushing him;
into phone)

Yes, Mr. Fielding - you'll pick her up after the show in your motorboat - goodbye - what's that you said? Oh - zowie!
I'll give her the message.
(he hangs up)

JERRY

What message? What motorboat?

JOE

You got it made, kid. Fielding wants you to have a little cold pheasant with him on his yacht -

JERRY

Oh, he does!

JOE

Just the three of you on that great big boat - you and him and Rudy Vallee.

JERRY

Fat chance! You call him right back
and tell him I'm not going.

JOE

Of course, you're not. I'm going.

JERRY

You're going to be on the boat with that
dirty old man?

JOE

No. I'm going to be on that boat with Sugar.

JERRY

And where's he going to be?

JOE

He's going to be ashore with you.

JERRY

With ME?

JOE

That's right.

JERRY

Oh, no! Not tonight, Josephine!

DISSOLVE TO:

48. INT. HOTEL BALLROOM - NIGHT.

48.

It's a good sized nightclub of the period, with about 200
guests in formal dress - evening gowns, white dinner
jackets - at the tables and on the dance floor. A revolving
globe, with a mirrored surface, throws patterns of light and
shadow on the dancers.

On the bandstand, Sugar, backed by the rest of the
orchestra, is singing. The girls in the band, Joe and Jerry
among them, wear uniform evening gowns and long
earrings. Sugar and Sue wear distinctive gowns.

Sugar's song is "I WANT TO BE LOVED BY YOU" - which she
belts across in the style of the Twenties, complete with
poop-poop-pa-doop trimmings. As she sings, she scans the
room for her bespectacled Prince Charming, but there is no

sign of him - naturally, since he is playing the saxophone behind her.

In back of Joe is Jerry, thumping the bass grimly. He looks off, sees -

Osgood Fielding the Third, in a white mess jacket, sitting alone at a table. Catching Jerry's eye, he waves exuberantly, his face beaming with amorous anticipation.

On the bandstand, Jerry looks away haughtily.

JOE
(over his shoulder)
Daphne - your boy friend is waving at you.

JERRY
You can both go take a flying jump.

JOE
Remember - he's your date for tonight.
So smile.

Jerry smiles feebly.

JOE
(continuing)
Come on, you can do better than that.
Give him teeth - the whole personality.

JERRY
(a frozen smile
on his face)
Why do I let you talk me into these things?
Why?

JOE
Because we're pals - buddies -
the two musketeers.

JERRY
Don't give me the musketeers! How'm I
going to keep the guy ashore?

JOE
Tell him you get seasick on a yacht.
Play miniature golf with him.

JERRY

Oh, no. I'm not getting caught in a miniature sand trap with that guy.

The fresh young Bellhop we saw earlier comes up beside the bandstand, carrying a large wicker basket full of flowers.

BELLHOP
(to Joe)
Which of you dolls is Daphne?

JOE
Bull fiddle.

The Bellhop hands the basket to Jerry, nods off toward Osgood's table.

BELLHOP
It's from Satchel Mouth at Table Seven.
(he breaks off one
flower, hands it to Joe)
This is from me to you, doll.

JOE
Beat it, Buster.

BELLHOP
(confidentially)
Never mind leaving your door open -
I got a passkey.

He winks and moves off. Joe looks after him contemptuously, then turns to Jerry, picks up the basket of flowers.

JERRY
What are you doing with my flowers?

JOE
I'm just borrowing them. You'll get them back tomorrow.

He hands Jerry the single flower, then looks around, fishes a small envelope out of his decolletage, slips it into the basket.

Sugar finishes her number, returns to her seat next to Joe. Sue leads the orchestra into the signature music, SWEET SUE.

SUGAR

(to Joe)

I guess he's not going to show up - it's
give minutes to one - you suppose he forgot?

JOE

Well, you know how those millionaires are.

(pointing at basket
of flowers)

These came for you.

SUGAR

For me?

(she opens the note)

It's Shell Oil.

JERRY

(sarcastically)

No!

SUGAR

Yes. He wants me to have supper with
him - on his yacht - he's going to
pick me up at the pier.

JERRY

No!

SUGAR

Yes.

JOE

(to Jerry)

You heard her - yes.

SUGAR

(bubbling over)

Oh, Josephine - just imagine - me,
Sugar Kowalczyk, from Sandusky, Ohio,
on a millionaire's yacht. If my mother
could only see me now -

JERRY

(looking off

toward Osgood)

I hope my mother never finds out.

At his table, Osgood, catching Jerry's look, blows kisses to him.

On the bandstand, Sue turns to the audience for her signature spiel.

SUE

That's it for tonight, folks. This is Sweet Sue, saying good night, and reminding all you daddies out there - every girl in my band is a virtuoso - and I intend to keep it that way!

Behind her, Sugar picks up her ukulele and the basket of flowers, tiptoes off the stand. Joe waves after her, wishing her luck. Sugar hurries toward the staircase, passing Bienstock, who is planted near the reservation desk. As Sue cuts off the music Joe frantically packs up his saxophone. Then he leaps off the bandstand, and dashing past the bewildered Bienstock, starts up the stairs two at a time.

DISSOLVE TO:

49. INT. ROOM 413 - NIGHT. 49.

Joe barges in, drops the saxophone case, locks the door. Then he darts into the bathroom, wriggling out of his dress. CAMERA PANS OVER to the other door of the bathroom as the dress and shoes come flying out. They are immediately followed by Joe, now partially dressed as a man. He slips into Bienstock's coat, puts on the yachting cap. Even to a captain he would be a captain now, except for one thing - in his haste, he has neglected to take off his earrings. He opens a window, steps out onto the balcony.

50. EXT. BALCONY OF ROOM 413 - NIGHT. 50.

Joe moves along the balcony, climbs over the railing, starts to shinny down a post.

51. EXT. SIDE ENTRANCE OF HOTEL - NIGHT. 51.

Sugar, a fur boa over the evening gown she wore on the bandstand, comes tripping down the steps, hurries eagerly toward the beach.

52. EXT. HOTEL GROUNDS - NIGHT. 52.

In the f.g., to one side of the main entrance, a dozen bicycles are parked in a rack. Joe drops down into the scene, sees the bicycles, pulls one out, mounts it, and pedals off.

Standing under a tree in front of the hotel are Osgood and Jerry. Jerry is in his evening gown and is holding a flower in his hand.

OSGOOD

But it's such a waste - a full moon -
an empty yacht -

JERRY

I'll throw up!

OSGOOD

Well, then, why don't we go dancing?
I know a little road-house, down the coast -

Joe comes whizzing past them on his bicycle. Jerry looks after him, open-mouthed.

JERRY

Well, I'll be - ! He does have a bicycle.

OSGOOD

Who?

JERRY

(catching himself)
About that roadhouse -

OSGOOD

They got a Cuban band that's the berries.
Why don't we go there - blindfold the
orchestra - and tango till dawn?

JERRY

You know something, Mr. Fielding?
You're dynamite!

OSGOOD

You're a pretty hot little firecracker yourself.

He links his arm through Jerry's, leads him down the path.

Sugar is now almost running toward the pier, a look of great expectation on her face. This is the big night of her life.

Joe is pedaling desperately to get to the pier before her, oblivious of the earrings dangling incongruously from his

ear lobes.

53. EXT. PIER - NIGHT. 53.

About a dozen motorboats are tied up to the pier. Sugar hurries across the planking and up the stairs to the deserted pier, stops and looks around for her date. Behind her, Joe comes skimming along the planking on his bicycle, swoops under the pier.

A disheartened Sugar thinks that she has been stood up.

Joe dismounts from the bike, ducks underneath the pier, and hops into the motorboat marked CALEDONIA. Straightening up, he waves to Sugar on the pier above him.

JOE
Ahoy there!

Sugar turns, her face lighting up.

SUGAR
Ahoy!

She hurries down the steps toward him.

Joe suddenly remembers his glasses. He takes them out of his pocket, puts them on. As he does so, he feels the earrings. He pulls them off, shoves them in his pocket - and he's not a second too soon, for Sugar has just about reached him.

SUGAR
(continuing)
Been waiting long?

JOE
(Cary Grant again)
It's not how long you wait -
it's who you're waiting for.

He helps her down into the motorboat.

SUGAR
Thank you. And thank you for the flowers.

JOE
I wanted them to fly down some orchids
from our greenhouse but all of

Long Island is fogged in.

SUGAR

It's the thought that counts.

She settles herself back on the cushioned seat. Joe starts fiddling around with the mysterious knobs on the instrument panel. He pushes, pulls, twists the knob - finally the motor turns over, but does not catch.

JOE

I seem to be out of gas.

SUGAR

It's sort of funny - you being out of gas - I mean, Shell Oil and everything -

Joe, working the knobs desperately, does something right, and the motor starts with a ROAR.

JOE

Here we go.

He presses every lever he can find, manages to shift into gear. The boat backs out erratically. Joe shifts into neutral, but no matter how hard he tries to find the forward gear, he keeps winding up in reverse.

JOE

(apologetically)

I just got this motorboat - it's an experimental model.

SUGAR

Looks like they're on the wrong track.

JOE

Do you mind riding backwards?
It may take a little longer -

SUGAR

It's not how long it takes - it's who's taking you.

The motorboat glides off backwards, and as though it were the most natural thing in the world, skims out toward the open water, where the yachts are anchored.

DISSOLVE TO:

54. EXT. YACHT AT ANCHOR - NIGHT. 54.

The CALEDONIA is bobbing gently on a calm, moonlit sea. The motorboat with Joe and Sugar comes in stern-backwards. Joe, looking over his shoulder, maneuvers the motorboat to a stop under the landing ladder. (Reams of romantic music under all of this).

DISSOLVE TO:

55. EXT. DECK OF CALEDONIA - NIGHT. 55.

as Joe and Sugar aboard. She gazes around, starry-eyed.

SUGAR

It looked so small from the beach -
but when you're on it, it's more like a
cruiser - or a destroyer.

JOE

Just regulation size. We have three like this.

SUGAR

Three?

JOE

Mother keeps hers in Southampton - and
Dad took his to Venezuela - the company
is laying a new pipe line.

SUGAR

My dad is more interested in railroads.
Baltimore and Ohio. Which is the port
and which is the starboard?

JOE

(the old mariner)
Well, that depends - on whether you're
coming or going - I mean, normally the
aft is on the other side of the stern - and
that's the bridge - so you can get from
one side of the boat to the other -
how about a glass of champagne?

SUGAR

Love it. Which way?

JOE

Yes - now let's see - where do you suppose the steward set it up?

He looks around, confused by the unfamiliar geography, then tentatively opens the nearest door, revealing a flight of stairs leading below deck.

SUGAR

Oh, you have an upstairs and a downstairs.

JOE

Yes - that's our hurricane cellar.

He closes the door, opens another one - it's a storage bin, containing mops, pails, coils of rope, etc.

JOE

(continuing)

And another nice thing about this yacht - lots of closet space.

Sugar, meanwhile, has stepped up to a lighted porthole, looks inside.

SUGAR

Oh - in here.

JOE

Of course. On Thursdays, they always serve me in the small salon.

He opens the door, ushers Sugar inside.

56. INT. SALON OF YACHT - NIGHT.

56.

It's a very elegant layout - mahogany paneling, shelves of trophies, a stuffed marlin on the wall, a luxurious couch with a table for two set up beside it. On the table are lit candles, cold pheasant under glass, and champagne in a silver ice bucket.

Joe and Sugar come in, and as Joe takes his cap off, Sugar looks around, dazzled.

SUGAR

It's exquisite - like a floating mansion.

JOE

It's all right for a bachelor.

SUGAR
(stopping by the
stuffed marlin)
What a beautiful fish.

JOE
Caught him off Cape Hatteras.

SUGAR
What is it?

JOE
Oh - a member of the herring family.

SUGAR
A herring? Isn't it amazing how they get
those big fish into those little glass jars?

JOE
They shrink when they're marinated.

During this, he has opened the champagne, filled a couple
of glasses.

JOE
(continuing)
Champagne?

SUGAR
I don't mind if I do.

JOE
(toasting her)
Down the hatch - as we say at sea.

SUGAR
Bon voyage.

As she sips the drink, she glances at the shelves of trophies.

SUGAR
Look at all that silverware.

JOE
Trophies. You know - skeet-shooting,
dog-breeding, water polo...

SUGAR

Water polo - isn't that terribly dangerous?

JOE

I'll say. I had two ponies drowned under me.

SUGAR

Where's your shell collection?

JOE

Yea, of course. Now where could they have put it?

(looking under the couch)

On Thursdays, I'm sort of lost around here.

SUGAR

What's on Thursdays?

JOE

It's the crews' night off.

SUGAR

You mean we're alone on the boat?

JOE

Completely.

SUGAR

You know, I've never been completely alone with a man before - in the middle of the night - in the middle of the ocean.

JOE

Oh, it's perfectly safe. We're well anchored - the ship is in shipshape - and the Coast Guard promised to call me if there are any icebergs around.

SUGAR

It's not the icebergs. But there are certain men who would try to take advantage of a situation like this.

JOE

You're flattering me.

SUGAR

Well, of course, I'm sure you're a gentleman.

JOE
Oh, it's not that. It's just that I'm - harmless.

SUGAR
Harmless - how?

JOE
Well, I don't know how to put it - but
I have this thing about girls.

SUGAR
What thing?

JOE
They just sort of leave me cold.

SUGAR
You mean - like frigid?

JOE
It's more like a mental block. When I'm
with girls, it does nothing to me.

SUGAR
Have you tried?

JOE
Have I? I'm trying all the time.

He casually puts his arms around her, kisses her on the lips,
lets go of her again.

JOE
(continues)
See? Nothing.

SUGAR
Nothing at all?

JOE
Complete washout.

SUGAR
That makes me feel just awful.

JOE
Oh, it's not your fault. It's just that
every now and then Mother Nature throws
somebody a dirty curve. Something goes

wrong inside.

SUGAR

You mean you can't fall in love?

JOE

Not anymore. I was in love once - but I'd rather not talk about it.

(takes the glass bell
off the cold cuts)

How about a little cold pheasant?

SUGAR

What happened?

JOE

I don't want to bore you.

SUGAR

Oh, you couldn't possibly.

JOE

Well, it was my freshman year at Princeton - there was this girl - her name was Nellie - her father was vice-president of Hupmobile - she wore glasses, too. That summer we spent our vacation at the Grand Canyon - we were standing on the highest ledge, watching the sunset - suddenly we had an impulse to kiss - I took off my glasses - I took a step toward her - she took a step toward me -

SUGAR

(hand flying to mouth)

Oh, no!

JOE

Yes. Eight hours later they brought her up by mule - I gave her three transfusions - we had the same blood type - Type O - it was too late.

SUGAR

Talk about sad.

JOE

Ever since then -

(indicating heart)
numb - no feelings. Like my heart was
shot full of novocaine.

SUGAR
You poor, poor boy.

JOE
Yes - all the money in the world - but
what good is it?
(holding out
serving plate)
Mint sauce or cranberries?

SUGAR
How can you think about food at a time
like this?

JOE
What else is there for me?
(tears off leg
of pheasant)

SUGAR
Is it that hopeless?

JOE
(eating)
My family did everything they could -
hired the most beautiful French upstairs
maids - got a special tutor to read me all
the books that were banned in Boston -
imported a whole troupe of Balinese
dancers with bells on their ankles and those
long fingernails - what a waste of money!

SUGAR
Have you ever tried American girls?

JOE
Why?

She kisses him - pretty good, but nothing spectacular.

SUGAR
Is that anything?

JOE
(shaking his head)

Thanks just the same.

He resumes nibbling on the pheasant leg, sits on the couch.

SUGAR

Maybe if you saw a good doctor...

JOE

I have. Spent six months in Vienna with Professor Freud - flat on my back - (stretches out the couch, still eating) - then there were the Mayo Brothers - and injections and hypnosis and mineral baths - if I weren't such a coward, I'd kill myself.

SUGAR

Don't talk like that. I'm sure there must be some girl some place that could -

JOE

If I ever found a girl that could - I'd marry her like that.

He snaps his fingers. The word "marriage" makes something snap inside Sugar, too.

SUGAR

Would you do me a favor?

JOE

What is it?

SUGAR

I may not be Dr. Freud or a Mayo Brother or one of those French upstairs girls - but could I take another crack at it?

JOE

(blase)
All right - if you insist.

She bends over him, gives him a kiss of slightly higher voltage.

SUGAR

Anything this time?

JOE
I'm afraid not. Terribly sorry.

SUGAR
(undaunted)
Would you like a little more champagne?
(proceeds to
refill glasses)
And maybe if we had some music -
(indicating lights)
- how do you dim these lights?

JOE
Look, it's terribly sweet of you to want to
help out - but it's no use.
(pointing)
I think the light switch is over there -
(Sugar dims lights)
- and that's the radio.
(Sugar switches it on)
It's like taking somebody to a concert
when he's tone deaf.

By this time there is only candlelight in the salon, and from
the radio comes soft music - STAIRWAY TO THE STARS.
Sugar crosses to the couch with two champagne glasses,
hands one to Joe, sits beside him. Joe drinks down the
champagne, and Sugar hands him the second glass. He
drains that, too.

SUGAR
You're not giving yourself a chance.
Don't fight it. Relax.
(she kisses him again)

JOE
(shaking his head)
It's like smoking without inhaling.

SUGAR
So inhale!

This kiss is the real McCoy. As they stay locked in each
other's arms -

WIPE TO:

57. INT. ROADHOUSE - NIGHT.

57.

It is small, dark, and practically deserted. The Cuban band is playing LA CUMPARSITA. Among the dancers on the floor are Osgood and Jerry, easily the most stylish couple in the joint. Jerry has the flower tucked in his cleavage. As they tango -

OSGOOD
Daphne...

JERRY
Yes, Osgood?

OSGOOD
You're leading again.

JERRY
Sorry.

They tango on.

WIPE BACK TO:

58. INT. SALON OF CALEDONIA - NIGHT.58.

Joe and Sugar are still in the same embrace. The radio music continues. Finally they break.

SUGAR
(waiting for
the verdict)
Well - ?

JOE
I'm not quite sure. Try it again.

She does. As they break, she looks at him - the suspense is unbearable.

JOE
(trying to
diagnose it)
I got a funny sensation in my toes - like
somebody was barbecuing them over a
slow flame.

SUGAR
Lets throw another log on the fire.

Another kiss.

JOE
I think you're on the right track.

SUGAR
I must be - because your glasses are
beginning to steam up.

She kisses him again.

WIPE TO:

59. INT. ROADHOUSE - NIGHT. 59.

Osgood and Jerry have now got the tango by the throat. Jerry is dancing with his back to the CAMERA, and as Osgood whips him around, we see that Jerry has the flower clamped between his teeth. They reverse positions again, and Osgood grabs the flower between his teeth.

WIPE BACK TO:

60. INT. SALON OF CALEDONIA - NIGHT. 60.

The radio is still on, and Joe and Sugar are just coming out of their last kiss. Joe removes his glasses, which are now completely fogged up.

JOE
I never knew it could be like this.

SUGAR
Thank you.

JOE
They told me I was caputt - finished -
washed up - and now you're making
a chump out of all those experts.

SUGAR
Mineral baths - now really!

JOE
Where did you learn to kiss like that?

SUGAR
Oh, you know - Junior League - charity
bazaars - I used to sell kisses for the
Milk Fund.

They kiss again.

JOE
(going, going, gone)
Tomorrow, remind me to send a check
for a hundred thousand dollars to the
Milk Fund.

She doesn't have to kiss him any more - he takes over now.

WIPE TO:

61. INT. ROADHOUSE - NIGHT. 61.

The chairs are stacked on the tables, and Osgood and Jerry are the only couple on the floor. Osgood, wearing the flower behind his ear, and massaging his behind with a tablecloth, is tangoing with wild abandon around Jerry. Suddenly he grabs Jerry, bends him over in a dashing dip. They straighten up, dance a couple of steps, and now Jerry returns the compliment - he almost breaks Osgood's spine with an even more dashing dip.

As for the Cuban musicians - we now discover that Osgood has kept his word. They are all blindfolded.

DISSOLVE TO:

62. EXT. YACHT AT ANCHOR - DAWN. 62.

Sugar and Joe are in the motorboat, gliding away from the Caledonia toward the pier - backwards, naturally. It is quite romantic - with the sun about to rise - and the incidental music augmenting the mood.

DISSOLVE TO:

63. EXT. PIER - DAWN. 63.

Joe and Sugar, his arm over her shoulder, walk dreamily toward the hotel. From the other direction comes Osgood, twirling the flower in his hand, and humming LA CUMPARSITA. As he passes Sugar and Joe, he waves to them jauntily, then continues toward the same motorboat which just deposited them. He gets in, starts the motor, takes off.

DISSOLVE TO:

64. EXT. HOTEL ENTRANCE - DAWN.

64.

Joe leads Sugar up to the steps, then stops and faces her.

JOE
Good night.

SUGAR
Good morning.

JOE
How much do I owe the Milk Fund so far?

SUGAR
Eight hundred and fifty thousand dollars.

JOE
Let's make it an even million.

He gives her a final kiss. Sugar turns, starts up the steps, then stops and comes back to him.

SUGAR
I forgot to give you your receipt.

She kisses him, then floats through the entrance of the hotel. Joe watches her till she is out of sight, then takes off his glasses. He hurries up the steps, starts to climb up one of the posts of the veranda.

65. INT. ROOM 413 - DAWN.

65.

Jerry, still in his evening gown, is stretched out on his bed, gaily singing LA CUMPARSITA and accompanying himself with a pair of maracas. Joe appears over the railing of the balcony, steps through the window into the room.

JOE
(exuberant)
Hi, Jerry. Everything under control?

JERRY
Have I got things to tell you!

JOE
What happened?

JERRY

(beaming)
I'm engaged.

JOE
Congratulations. Who's the lucky girl?

JERRY
I am.

JOE
WHAT?

JERRY
(brimming over)
Osgood proposed to me. We're planning
a June wedding.

JOE
What are you talking about?
You can't marry Osgood.

JERRY
(getting up)
You think he's too old for me?

JOE
Jerry! You can't be serious!

JERRY
Why not? He keeps marrying girls
all the time!

JOE
But you're not a girl. You're a guy!
And why would a guy want to marry a guy?

JERRY
Security.

JOE
Jerry, you'd better lie down.
You're not doing well.

JERRY
Look, stop treating me like a child.
I'm not stupid. I know there's a problem.

JOE
I'll say there is!

JERRY

His mother - we need her approval. But I'm not worried - because I don't smoke.

JOE

Jerry - there's another problem.

JERRY

Like what?

JOE

Like what are you going to do on your honeymoon?

JERRY

We've been discussing that. He wants to go to the Riviera - but I sort of lean toward Niagara Falls.

JOE

You're out of your mind! How can you get away with this?

JERRY

Oh, I don't expect it to last. I'll tell him the truth when the time comes.

JOE

Like when?

JERRY

Like right after the ceremony.

JOE

Oh.

JERRY

Then we'll get a quick annulment - he'll make a nice settlement on me - I'll have those alimony checks coming in every month -

JOE

Jerry, listen to me - there are laws - conventions - it's just not being done!

JERRY

But Joe - this may be my last chance to marry a millionaire!

JOE

Look, Jerry - take my advice - forget the whole thing - just keep telling yourself you're a boy!

JERRY

I'm a boy - I'm a boy - I wish I were dead - I'm a boy - I'm a boy -
(slaps his wig down
on the desk)
What am I going to do about my engagement present?

JOE

What engagement present?

Jerry picks up a jewel box, opens it, hands it to Joe.

JERRY

He gave me this bracelet.

Joe takes Bienstock's glasses out of his pocket, examines the bracelet through one of the lenses.

JOE

Hey - these are real diamonds.

JERRY

Naturally. You think my fiance is a bum?
Now I guess I'll have to give it back.

JOE

Wait a minute - lets not be hasty.
After all, we don't want to hurt poor Osgood's feelings.

There is a KNOCK on the door.

JOE

(in girl's voice)
Just a minute.

They grab their wigs, slap them on. Joe dives into bed, pulling the covers up to his chin.

SUGAR'S VOICE

It's me - Sugar.

JOE
Come in.

Sugar, in a negligee, comes in - or rather, floats in.

SUGAR
I thought I heard voices - and I just had to
talk to somebody. I don't feel like going
to sleep.

JERRY
I know what you need - a slug of bourbon.

He opens a bureau drawer, takes out the hot-water bottle.

SUGAR
Oh, no. I'm off that stuff - for good.

JOE
Did you have a nice time?

SUGAR
Nice?
(on a cloud)
It was suicidally beautiful.

JERRY
Did he get fresh?

SUGAR
Of course not. As a matter of fact, it was
just the other way around. You see he
needs help.

JERRY
What for?

SUGAR
And talk about elegant - you should
see the yacht - candlelight - mint sauce
and cranberries.

JOE
Gee, I wish I'd been there.

SUGAR
I'm going to see him again tonight -
and every night - I think he's going to
propose to me - as soon as he gets up

his nerve.

JERRY
(looking at Joe)
That's some nerve!

JOE
(covering up quickly)
Daphne got a proposal tonight.

SUGAR
Really?

SUGAR
From a rich millionaire.

SUGAR
That's wonderful.
(suddenly turning to Joe)
Poor Josephine.

JOE
(startled)
Me?

SUGAR
Daphne has a beau - I have a beau -
if we could only find somebody for you.

The door opens, and in strides the fresh Bellhop, gin bottle in one hand and the passkey in the other.

BELLHOP
Here I am, doll!

Joe disappears under the covers.

FADE OUT:

FADE IN:

66. INT. LOBBY SEMINOLE-RITZ HOTEL - DAY. 66.

We are CLOSE on a doormat bearing the name SEMINOLE-RITZ HOTEL. A pair of men's feet step across the mat, the shoes encased in white linen spats.

CAMERA PULLS BACK TO REVEAL Spats Colombo entering the lobby, surrounded by his four henchmen and followed

by bellhops carrying their luggage. The henchmen are all dolled up for Florida - knickers, Panamas, two-toned shoes - and one of them is carrying a golf bag.

Spats is somewhat more conservatively dressed in a light gray business suit. They stop and look around.

Draped across the rear wall is an impressive banner reading:

WELCOME DELEGATES
10TH ANNUAL CONVENTION
FRIENDS OF ITALIAN OPERA

SECOND HENCHMAN
(reading banner)
Friends of Eye-talian Opera - hey, that's us!

A convention official, wearing a badge and ribbon identifying him as a committee member, comes up to Spats.

FIRST OFFICIAL
Register over there.

Spats nods to his boys, and they move toward the registration desk, past other groups of delegates. You would hate to meet any of these mugs in a dark alley, but what makes it heartwarming is that they all have a cauliflower ear for good music.

Sitting on a settee is a gentleman reading the Police Gazette. As he lowers the paper, we see it's our friend Mulligan, the Federal agent. He looks after Spats and his boys with a wry smile.

At the desk, Spats and his group are identifying themselves to the registrar. Leaning against a column, supervising the proceedings, is a dark, menacing young hoodlum, JOHNNY PARADISE. He is insolently flipping a half dollar in the air.

SPATS
(to registrar)
Spats Colombo - delegate from Chicago -
South Side chapter.

The registrar pins an identification tag on his lapel.

PARADISE
Hi, Spats. We was laying eight to one

you wouldn't show.

SPATS

Why wouldn't I?

PARADISE

We thought you was all broken up
about Toothpick Charlie.

SPATS

Well, we all got to go sometime.

PARADISE

Yeah. You never know who's going
to be next.

(jerks his thumb
toward screen)

Okay, Spats. Report to the Sergeant-
at-Arms.

SPATS

What for?

PARADISE

Orders from Little Bonaparte.

Spats has now been joined by the four henchmen, who have also received their identification tags, and Paradise motions them behind the screen.

Behind the screen, a couple of officials are waiting.

SECOND OFFICIAL

Put 'em up, Spats.

SPATS

What's the idea?

SECOND OFFICIAL

Little Bonaparte don't want no
hardware around.

Spats reluctantly complies and the official frisks him.

SECOND OFFICIAL

(continues)

Okay - you're clean.

SPATS

(tapping official's
pocket)
You're not.

He pulls an automatic out of the official's shoulder holster,
tosses it into a wire basket which already holds a large
collection of hardware.

The official glares at him, then turns and runs his hands
down the First Henchman. He feels something at the
bottom of one of his knickers, pulls elastic cuff. A gun
drops out.

FIRST HENCHMAN
It ain't loaded.

The official pulls the elastic of the other knicker, and
several dozen bullets drop to the floor. The official kicks
them away, faces the henchman with the golf bag.

SECOND OFFICIAL
What's in there?

SECOND HENCHMAN
My golf clubs. Putter, niblick,
number three iron -

The official pulls a submachine gun out of the bag.

SECOND OFFICIAL
What's this?

SECOND HENCHMAN
My mashie.

Spats emerges from behind the screen.

PARADISE
(still tossing coin)
See you at the banquet, Spats.

Spats looks at the young punk contemptuously, snatches
the coin out of the air.

SPATS
Where did you pick up that cheap trick?
(drops the coin in the
kid's breast pocket)
Come on, boys.

He and his henchmen start across the lobby toward the reception counter. As they pass Mulligan, he rises.

MULLIGAN

Well, Spats Colombo - if I were saw one.

SPATS

Hello, copper. What brings you down to Florida?

MULLIGAN

I heard you opera-lovers were having a little rally - so I thought I better be around in case anybody decides to sing.

SPATS

Big joke!

MULLIGAN

Say, Maestro - where were you at three o'clock on St. Valentine's Day?

SPATS

Me? I was at Rigoletto.

MULLIGAN

What's his first name? And where does he live?

SPATS

That's an opera, you ignoramus.

MULLIGAN

Where did they play it - in a garage on Clark Street?

SPATS

Clark Street? Never heard of it.

MULLIGAN

Ever hear of the DeLuxe French Cleaners on Wabash Avenue?

SPATS

Why?

MULLIGAN

Because the day after the shooting you

sent in a pair of spats - they had blood on them.

SPATS
I cut myself shaving.

MULLIGAN
You shave with your spats on?

SPATS
I sleep with my spats on.

MULLIGAN
Quit kidding. You did that vulcanizing job on Toothpick Charlie - and we know it.

SPATS
You and who else?

MULLIGAN
Me and those two witnesses whom your lawyers have been looking for all over Chicago.

SPATS
You boys know anything about any garage - or any witnesses?

FIRST HENCHMAN
Us? We was with you at Rigoletto's.

MULLIGAN
Don't worry, Spats. One of these days we'll dig up those two guys.

SPATS
That's what you'll have to do - dig 'em up!

He leads his boys away from Mulligan toward the reception desk.

The elevator door opens, and among the passengers stepping out are Joe and Jerry, in their summer dresses. Joe is carrying their room key.

JERRY
(indicating diamond bracelet on wrist)
I feel like such a tramp - taking jewelry

from a man under false pretenses.

JOE

Get it while you're young. And you better fix your lips. You want to look nice for Osgood, don't you?

Jerry stops, takes a mirror and lipstick out of his handbag, starts to touch up his lips.

JERRY

It's just going to break his heart when he finds out I can't marry him.

JOE

So? It's going to break Sugar's heart when she finds out I'm not a millionaire. That's life. You can't make an omelette without breaking an egg.

JERRY

What are you giving me with the omelette?

JOE

Nag, nag, nag. Look, we got a yacht, we got a bracelet, you got Osgood, I've got Sugar - we're really cooking.

JERRY

(his eyes transfixed by something he sees in the mirror)
Joe -

JOE

What?

What Jerry sees in the mirror is Spats Colombo and the four henchmen.

JERRY

Something tells me the omelette is about to hit the fan.

He nods in the direction of the reception desk. Joe looks, sees what Jerry has seen, then -

JOE

Come on, Daphne.

With as much grace as they can muster, they hurry back toward the elevator. The doors are just opening, and our Bellhops comes backing out, trundling an old man in a wheelchair. The old man wears a Panama hat, dark glasses, and is covered up to his chin with a plaid blanket. Joe and Jerry almost fall over the invalid in their haste to get to the elevator.

67. INT. ELEVATOR - (CONTINUOUS) - DAY. 67.

Joe and Jerry scramble inside.

JOE
Going up.

As the elevator operator starts to close the doors, he is arrested by -

SPATS' VOICE
Hold it.

Joe and Jerry freeze as Spats steps into the elevator, followed by the four henchmen.

SPATS
I don't mean to be forward - but ain't I had the pleasure of meeting you two broads before?

JOE
Oh, no!

JERRY
You must be thinking of two other broads.

SECOND HENCHMAN
You ever been in Chicago?

JERRY
Us? We wouldn't be caught dead in Chicago.

Spats, his interest aroused, is now also studying the two boys. To their relief, the elevator stops and the operator opens the door.

OPERATOR
Third floor.

FIRST HENCHMAN
(to the boys)
What floor are you on?

JOE
Never you mind.

He waves them away with the hand holding the room key.
The henchman glances at the numbered tag.

FIRST HENCHMAN
Room 413 - we'll be in touch.

He follows the others out.

JERRY
(coyly)
Don't call us - we'll call you.

As the elevator doors start to close, Spats glances over his shoulder toward the boys, frowning thoughtfully. In the elevator, Joe and Jerry look at each other, swallow hard.

DISSOLVE TO:

68. INT. ROOM 413 - DAY. 68.

Joe and Jerry are frantically dumping their clothes into two open suitcases on the bed.

JERRY
I tell you, Joe, they're on to us. They're going to line us up against the wall and - (imitating machine gun) Eh-eh-eh-eh-eh - and then the police are going to find two dead dames, and they're going to take us to the ladies' morgue, and when they undress us - I tell you, Joe, I'm just going to die of shame.

JOE
Shut up and keep packing.

JERRY
Okay, Joe.

He picks up an orchid corsage, in a transparent box, from the desk, starts to put it into the suitcase.

JOE
(grabbing it)
Not that, you idiot.

JERRY
But they're from Osgood. He wanted me
to wear them tonight.

Joe tosses the corsage box into the waste basket. Jerry
starts to pack the maracas.

JERRY
I'll never find another man who's so
good to me.

Joe fishes out Bienstock's yachting cap from under the bed,
turns it over in his hand, lost in thought.

JERRY
(continues)
Joe, if we get out of this hotel alive,
you know what we're going to do?
We're going to sell the bracelet, and
grab a boat to South America and
hide out in one of those banana republics -
(removes bracelet, puts it
in jewel case on desk)
The way I figure is, if we eat nothing
but bananas, we can live there for
fifty years - maybe a hundred years -
that is, if we get out of the hotel alive.
(looking around)
Did we forget anything?

JOE
(still studying cap)
There's our shaving stuff - and
there's Sugar.

JERRY
Sugar?

JOE
(picking up phone)
Get me Room 414.

JERRY
What do you think you're doing?

Making a telephone call.

JERRY
Telephone call? Who's got time for that?

JOE
We can't just walk out on her without saying goodbye.

JERRY
Since when? Usually you leave 'em with nothing but a kick in the teeth.

JOE
That's when I was a saxophone player. Now I'm a millionaire.

JERRY
Drop her a postcard. Any minute now those gorillas may be up here -

JOE
(into telephone, in a Southern female voice)
Hello, Room 414? This is the ship-to-shore operator - I have a call for Miss Sugar Cane.

69. INT. ROOM 414 - (CONTINUOUS) - DAY. 69.

Dolores, in a robe and hair-curlers, is at the phone. Sugar, in a negligee, is stretching out on her bed, dreamily reading a copy of Vanity Fair.

DOLORES
Hey, Sugar, it's for you - from the yacht.

Sugar jumps up, grabs the phone eagerly.

SUGAR
Hello?

70. INT. ROOM 413 - (CONTINUOUS) - DAY. 70.

Jerry is watching Joe on the phone.

JOE
(Cary Grant once more)
Hello, my dearest darling. So good to hear your voice again.

JERRY

I may throw up.

He disappears into the bathroom.

JOE

(into phone)

No, I didn't, darling - to tell the truth,
I never closed an eye.

As he and Sugar continue, their telephone conversation,
INTERCUT between the two rooms.

SUGAR

That's funny - I never slept better. And
I had the most wonderful dream. I was
still on the yacht, and the anchor broke
loose - and we drifted for days and days -
you were the captain and I was the crew -
I kept a lookout for icebergs, and I sorted
your shells, and mixed your cocktails, and
wiped the steam off your glasses - and
when I woke up, I felt like swimming
right back to you.

JOE

Yes. Now about our date for tonight...

SUGAR

I'll meet you on the pier again -
right after the show.

JOE

I'm afraid not. I can't make it tonight.

SUGAR

Tomorrow night?

JOE

Not tomorrow, either. You see, I have to
leave - something unexpected came up -
I'm sailing right away.

SUGAR

Where to? South America? Oh.
That is unexpected.

JOE

You see, we have those oil interests in Venezuela - and I just got a cable from Dad - the board of directors decided on a merger.

SUGAR

A merger? How long will you be gone?

JOE

Quite a while. As a matter of fact, I'm not coming back at all.

SUGAR

You're not?

JOE

It's all rather complicated - what we call high finance - but it so happens that the president of the Venezuelan syndicate has a daughter, and -

SUGAR

Oh - that kind of a merger. Is she young? Pretty?

JOE

According to our tax advisers, she's only so-so. But - that's the way the oil gushes. A man in my position has a certain responsibility to the stockholders - all those little people who invest their life savings -

SUGAR

Oh, of course. I understand. At least, I think I do.

71. JOE - ON PHONE. 71.

JOE

I knew you would.

He picks up the jewel case with the diamond bracelet from the desk, studies it thoughtfully.

JOE

(continues)

I only wish there were something I could do for you.

72. SUGAR - ON PHONE. 72.

SUGAR

But you have. You've given me all that inside information - first thing tomorrow I'm going to call my broker and have him buy fifty thousand shares of Venezuelan oil.

73. INT. ROOM 413 - (CONTINUOUS) - DAY. 73.

JOE

(into phone)

Smart move.

(reaches into waste basket, extracts corsage box)

Oh, by the way - did you get my flowers?

You know, those orchids from my greenhouse - the fog finally lifted over Long Island, and they flew them down this morning.

As he talks he opens the corsage box, puts the bracelet in with the orchids, closes it again.

JOE

(continues)

That's strange - I sent them to your room - they should have been delivered by now -

Holding the phone in one hand and the corsage box in the other, he moves toward the hall door.

74. INT. ROOM 414 - (CONTINUOUS) - DAY. 74.

Sugar covers the mouthpiece of the phone, turns to Dolores.

SUGAR

Hey, Dolores - will you see if there are any flowers outside?

Dolores starts toward the hall door.

75. INT. FOURTH FLOOR CORRIDOR - DAY. 75.

The door of 413 opens. Joe, having come as far as the length of the telephone cord will permit, sets the corsage box down, kicks it across the hall to the door of 414. As he closes his door, the door of 414 opens. Dolores reaches out, picks up the corsage box, starts back inside.

76. INT. ROOM 414 - (CONTINUOUS) - DAY. 76.

Dolores brings the corsage box to Sugar.

SUGAR
(into phone)
Yes, they're here.
(opening box)
Oh - white orchids. Would you believe
it - I haven't had white orchids since I
was a debutante.
(finding bracelet)
What's this?

77. JOE - ON PHONE. 77.

JOE
What's what? Oh, that. just a little
going away present.

78. SUGAR - ON PHONE. 78.

SUGAR
Real diamonds. They must be worth
their weight in gold. Are you always
this generous?

79. JOE - ON PHONE. 79.

JOE
Not always. But I want you to know I'm
very grateful for what you did for me.

80. SUGAR - ON PHONE. 80.

SUGAR
I didn't do anything. It just happened.

81. INT. ROOM 413 - (CONTINUOUS) - DAY. 81.

Jerry emerges from bathroom, carrying their toilet articles
and an armful of towels embroidered with SEMINOLE-RITZ
HOTEL.

JOE
(into phone)
Oh. The navigator just came in -
we're ready to cast off.

82. SUGAR - ON PHONE. 82.

SUGAR

Well, anchors aweigh, you have a bon voyage. And if you need an orchestra to play at your wedding, we'll be through here in a couple of weeks.

83. INT. ROOM 413 - (CONTINUOUS) - DAY. 83.

JOE

(into phone)

Goodbye, my darling.

He hangs up, stares moodily at the phone. Jerry shuts his suitcase.

JERRY

I don't know about the captain - but the navigator is getting his tail out of here.

JOE

(snapping out of his trance)

Yeah - lets shove off.

They start to gather up their instruments and luggage.

JERRY

Wait a minute - my bracelet.

(picks up jewel case, shuts it, then realizes it's empty)

What happened to my bracelet?

JOE

What do you mean, your bracelet?

It's our bracelet.

JERRY

All right. What happened to our bracelet?

JOE

Don't worry. We did the right thing with it.

JERRY

What did we do? Joe, you're not pulling one of your old tricks.

JOE

No tricks, no mirrors, nothing up my sleeve. It's on the level this time.

The door opens and Sugar comes in. The boys whirl around.

SUGAR

Where's that bourbon?

She heads straight for the bureau, starts to open various drawers. Joe steps in front of the suitcases to conceal them from her.

JOE

What's the matter, Sugar?

SUGAR

I don't know. All of a sudden, I'm thirsty.

Joe fishes the hot-water bottle out of the open suitcase behind him, hands it to Sugar. As she reaches for it, Jerry notices the diamond bracelet on her wrist.

JERRY

(pointing)

How did you get that bracelet?

SUGAR

You like it?

JERRY

I always did.

SUGAR

Junior gave it to me. It must have at least thirty stones -

JERRY

(promptly)

Thirty-four.

SUGAR

He's going to South America to marry some other girl - that's what they call high finance.

JERRY

That's what I call a louse! If I were you, Sugar, I'd throw that bracelet right back in his face.

JOE
(admonishingly)
Daphne -

SUGAR
He was the first nice guy I ever met in my life - and the only one who ever gave me anything.

JOE
You'll forget him, Sugar.

SUGAR
How can I? No matter where I go, there'll always be a Shell station on the corner. (indicating hot-water bottle)
I'll bring this back when it's empty.

She exits. Jerry turns on Joe furiously.

JERRY
You crazy or something? The place is crawling with mobsters - gangrene is setting in - and you're making like Diamond Jim Brady! How are we going to get out of here? How are we going to eat?

JOE
We'll walk. And if we have to, we'll starve.

JERRY
There you go with that we again.

He picks up his suitcase, starts toward the door. Joe grabs him and pulls him back.

JOE
Not that way.
(heading for window)
We don't want to run into Spats and his chums.

He steps through the open French window onto the balcony. Jerry starts to hand out the instruments and luggage to him.

84. INT. SPATS' SUITE - DAY.

84.

The four henchmen, in dinner clothes are playing cards in the lavishly appointed living room when Spats emerges from the bedroom. He is just slipping into his tuxedo coat, and his spats are unbuttoned.

SPATS
(to Second Henchman)
Your hands clean?
(the henchman extends
his palms up, then
turns them over)
Okay. Button my spats.

He drops into a chair, and the Second Henchman kneels, starts to button the spats.

FIRST HENCHMAN
Say, boss - I been talking to some of the other delegates - and the word is that Little Bonaparte is real sore about what happened to Toothpick Charlie. Him and Charlie, they used to be choir boys together.

SPATS
(drily)
Stop, or I'll burst out crying.

FIRST HENCHMAN
He even got Charlie's last toothpick - the one from the garage - and had it gold-plated.

SPATS
Like I was telling you - Little Bonaparte is getting soft.
(taps his chest)
He doesn't have it here any more. Used to be like a rock.
(shaking his head)
Too bad. I think it's time for him to retire.

SECOND HENCHMAN
Second the motion.

FIRST HENCHMAN
How are we going to retire him?

SPATS

We'll think of something cute. One of these days, Little Bonaparte and Toothpick Charlie will be singing in the same choir again.

He points up. Outside the window, Joe appears, climbing down a post from the floor above. He lands on the balcony, reaches up for the instruments and suitcases which the unseen Jerry is passing down to him.

SPATS

And this time, we'll make sure there are no witnesses.

The First Henchman glances out the window, sees Jerry climbing down the post to join Joe.

FIRST HENCHMAN

Look - it's those two broads from the elevator.

Spats turns and looks. The Second Henchman, beaming, crosses to the window, calls out.

SECOND HENCHMAN

Hey - join us!

Joe and Jerry, panic-stricken, peer through the Venetian blinds at Spats and his mob. Then they scramble for their lives over the railing of the balcony and down, their hats and wigs knocked askew.

SECOND HENCHMAN

What's the matter with those dames?

SPATS

Maybe those dames ain't dames!

He yanks up the Venetian blinds, steps quickly out onto the balcony, looks down over the railing. Then he picks up the bull-fiddle, drags it through the window into the room.

SPATS

Same faces - same instruments -
(pointing at bullet holes)
- and here's your Valentine's card.

FIRST HENCHMAN

(catching on)

Those two musicians from the garage!

SPATS

They wouldn't be caught dead in Chicago -
so we'll finish the job here. Come on.

Led by Spats, they all dash out of the room.

After a moment, Joe's and Jerry's heads appear cautiously over the balcony railing. Seeing that the room is empty, they climb up, rush in through the open windows.

JERRY

All right - so what do we do now?

JOE

First thing we got to do is get out
of these clothes.

He opens the door to the corridor and they peer out.

85. INT. THIRD FLOOR CORRIDOR - DAY. 85.

There is no sign of Spats and his boys. The elevator door is just opening, and the Bellhop emerges, pushing the old man in the wheelchair. Joe and Jerry watch as the Bellhop wheels the old man into one of the rooms. They look at each other, as the same idea occurs to them both, nod their heads in agreement. Slipping out of Spats' room, they cross the corridor to the old man's room, start inside.

DISSOLVE TO:

86. INT. LOBBY - DAY. 86.

The elevator doors open, and a Bellhop backs out with a man in a wheel chair. As they turn INTO CAMERA, we discover that the bellhop is Jerry - the uniform fitting him much too snugly - and the blanket-covered figure in the wheel chair is Joe, dressed in the old man's suit, Panama hat, and dark glasses.

As Jerry and Joe proceed with dignity toward the front door, we see Spats and his henchmen deployed in strategic positions around the lobby. Jerry wheels Joe past Spats. Spats glances at them casually, then becomes aware of a strange CLACKING SOUND. He looks down.

There is something decidedly odd about the bellhop - because his trouser-legs terminate in high-heeled shoes.

Spats, grinning smugly, signals the two henchmen who are guarding the front door. They start to close in on Joe and Jerry. Jerry abruptly spins the wheel chair around, trundles it toward the rear of the lobby. The other two henchmen take up the chase. Jerry and Joe disappear into a corridor leading toward the rear of the hotel. As the pursuing henchmen start to turn into the corridor, the empty wheel chair comes whizzing toward them. The henchmen stumble over it, become momentarily entangled.

Joe and Jerry, sprinting down the corridor, reach an open door, dart inside. The henchmen come racing up, and passing the door, round a bend in the corridor.

87. INT. PANTRY - DAY. 87.

In the center of the room stands a huge cake, and two convention officials are decorating it under the watchful eye of Johnny Paradise, who leans against the wall monotonously tossing a coin into the air. One of the officials, wielding a confectioner's cone, has almost finished lettering the inscription HAPPY BIRTHDAY, SPATS.

Joe and Jerry burst in from the corridor, and the three hoods look up, startled. Before they can recover, the boys have scooted across the room and out another door.

88. INT. BANQUET ROOM - DAY. 88.

Joe and Jerry come dashing in breathlessly, stop to get their bearings. Dominating the room is a U-shaped table, covered with flowers and about thirty place-settings, with a half grapefruit on each plate. On the wall behind the head of the table is the banner welcoming the Friends of Italian Opera. The boys glance around the empty room, make a beeline for the main entrance. As they reach the door, it starts to open, and voices are HEARD from the corridor. They turn desperately toward a second door, but that too is opening. Trapped, they duck under the banquet table, disappearing behind the long white tablecloth just as the banqueteers start to troop in. They are the same mugs we saw in the lobby, but they are now dressed in tuxedos or white dinner jackets. Chatting amiably, they move to their places at the table.

Under the table, Joe and Jerry huddle together as the delegates start to seat themselves. Suddenly a pair of legs slide beneath the tablecloth directly in front of them - and the boys recoil when they see that the owner's shoes are encased in spats.

Spats Colombo is settling himself at the table, while his four henchmen take the seats on either side of him.

SPATS
What happened?

FIRST HENCHMAN
Me and Tiny, we had them cornered -
but we lost 'em in the shuffle.

SPATS
(turning to other
two henchmen)
Where were you guys?

SECOND HENCHMAN
Us? We was with you at Rigoletto's.

SPATS
Why, you stupid -

He picks up the half-grapefruit in front of him, and is about to ram it in the henchman's face.

FIRST HENCHMAN
It's all right, boss - we'll get 'em after
the banquet. They can't be too far away.

Under the table, Joe and Jerry exchange a panicky look.

There is a burst of APPLAUSE from the delegates as through the door strides LITTLE BONAPARTE, accompanied by half a dozen convention officials. Little Bonaparte is short, bald, vicious, and wears a hearing aid. As he proceeds toward the head of the table, his pose is Napoleonic -head bowed, hands clasped behind his back. Spats and his henchmen pointedly abstain from applauding. Little Bonaparte remains standing at the place of honor while his associates seat themselves.

BONAPARTE
Thank you, fellow opera-lovers. It's been
ten years since I elected myself president

of this organization - and if I say so myself, you made the right choice. Let's look at the record. We have fought off the crackpots who want to repeal Prohibition and destroy the American home - by bringing the corner saloon. We have stamped out the fly-by-night operators who endangered public health by brewing gin in their own bathtubs, which is very unsanitary. We have made a real contribution to national prosperity - we are helping the automobile industry by buying all those trucks, the glass industry by using all those bottles, and the steel industry - you know, all those corkscrews. And what's good for the country is good for us. In the last fiscal year, our income was a hundred and twelve million dollars before taxes - only we ain't paying no taxes.

The delegates applaud.

BONAPARTE

(continues)

Of course, like in every business, we've had our little misunderstandings. Let us now rise and observe one minute of silence in memory of seven of our members from Chicago - North Side chapter - who are unable to be with us tonight on account of being rubbed out.

All the delegates rise and bow their heads - except Spats and his henchmen.

BONAPARTE

(continues; sharply)

You too, Spats. Up!

Spats and his boys get up reluctantly, join the others in silent tribute.

89. INT. PANTRY - DAY. 89.

The inscribed top of the cake has been lifted off to reveal a hollow interior. Johnny Paradise is climbing inside.

SECOND OFFICIAL

Easy now. You know when you come out?

PARADISE

Yeah. The second time they sing -
(singing)
For he's a jolly good fel-low
Which nobody can deny.

SECOND OFFICIAL

Okay.
(handing him a
submachine gun)
And don't mess up the cake - I promised
to bring back a piece to my kids.

Johnny Paradise squats down inside the cake. The officials
set the lid back in place.

90. INT. BANQUET ROOM - DAY. 91.

The minute of silence is over, and the delegates are seating
themselves. Little Bonaparte remains on his feet.

BONAPARTE

Now, fellow delegates, there comes a
time in the life of every business executive
when he starts to think about retirement.

There are ad lib cries of "No! No!" from the delegates.
Little Bonaparte holds up his hand.

BONAPARTE

(continues)
In looking around for somebody to fill
my shoes, I've been considering several
candidates. For instance, there is a
certain party from Chicago -
South Side Chapter.

He glances in the direction of Spats. Spats' henchmen turn
and look at their boss.

BONAPARTE

(continues)
Now some people say he's gotten a little
too big for his spats - but I say he's a
man who'll go far. Some people say he's
gone too far - but I say you can't keep a
good man down. Of course, he still has
a lot to learn. That big noise he made on

St. Valentine's Day - that wasn't very good for public relations. And letting those two witnesses get away - that sure was careless.

Under the table, Joe and Jerry try to make themselves as small as possible.

SPATS

Don't worry about those two guys - they're as good as dead - I almost caught up with them today.

BONAPARTE

(turning on hearing aid)

You mean you let them get away twice?

(clicks his tongue)

Some people would say that was real sloppy - but I say to err is human, to forgive divine. And you, Spats - the boys told me you was having a birthday - so we baked you a little cake.

SPATS

My birthday? It ain't for another four months.

BONAPARTE

So we're a little early. So what's a few months between friends?

(turning to the others)

All right, boys - now all together -

(singing)

For he's a jolly good fellow....

The other delegates, including Spats' henchmen, join in the song. The lights are extinguished, and from the pantry come the two officials, pushing a cart on which stands the cake, with candles blazing. They wheel the cake up directly in front of Spats, who eyes it uneasily. Little Bonaparte, meanwhile, is conducting the song with relish. As the singers reach the climactic line, the top of the cake tears open and out pops Johnny Paradise. Aiming his machine gun at Spats and his henchmen, he starts blazing away.

Under the table, Joe and Jerry cringe.

Little Bonaparte winces, turns down the volume of his hearing aid - he can't stand loud noises.

Spats' four henchmen have slumped across the table. Spats is clutching his chest.

SPATS
Big joke!

His eyes close, and he starts to slip out of his chair.

Under the table, Joe and Jerry react as Spats' body comes sliding toward them, feet first.

JOE
Let's get out of here.

He grabs Jerry, pulls him out from under the table.

The delegates, who are watching Johnny Paradise scramble out of the cake, are momentarily off guard as Joe and Jerry streak across the darkened banquet room toward the pantry door.

BONAPARTE
Get those two guys!

Four of the officials rush into the pantry after Joe and Jerry. At the same time, the main door opens, and Mulligan strides in. Standing in the corridor behind him are several frightened waiters. Mulligan switches on the lights, looks down at the five corpses.

MULLIGAN
What happened here?

BONAPARTE
(blandly)
There was something in that cake
that didn't agree with them.

Mulligan crosses to the cake, glances inside, then turns to Little Bonaparte.

MULLIGAN
My compliments to the chef. And nobody's
leaving this room till I get the recipe!

BONAPARTE
You want to make a Federal case out of it?

MULLIGAN

(grabs hearing aid,
yells into mike)
Yeah!

91. INT. LOBBY - NIGHT.

91.

Joe and Jerry bolt out of the rear corridor, go pounding up the stairs, followed by two of the officials. As they disappear from sight, CAMERA PANS OVER to the elevator. The door opens, and out step Joe and Jerry, wearing their wigs and girls' coats.

As the boys mince daintily toward the front door, they see the other two officials coming toward them. They change their course abruptly. The first two officials come hurrying down the stairs.

FIRST OFFICIAL
They slipped right through our hands.

SECOND OFFICIAL
Don't worry. We got our guys watching
the railroad station, the roads, the airport -
they can't get away.

JERRY
(to Joe, in a
hoarse whisper)
Did you hear that?

JOE
Yeah, but they're not watching yachts.
Come on - you're going to call Osgood.

He steers Jerry toward a row of telephone booths near the entrance to the ballroom. There is an easel sign outside announcing that Sweet Sue and her Society Syncopators are appearing nightly in the Peacock Room, and from inside comes the SOUND of MUSIC.

JERRY
What'll I tell him?

JOE
Tell him you're going to elope with him.

JERRY
Elope? But there are laws - conventions -

JOE

(jerking his thumb
over his shoulder)

There's a convention, all right. There's
also the ladies' morgue.

He shoves Jerry toward a phone booth. Jerry reaches under
his coat for a coin, revealing the rolled up trousers of the
Bellhop uniform underneath.

As he steps into the phone booth, Joe becomes aware of the
SOUND of sugar's VOICE drifting up from the ballroom. She
is singing "I'M THROUGH WITH LOVE." Almost despite
himself, Joe finds himself drawn toward the ballroom
entrance.

92. INT. BALLROOM - NIGHT. 92.

Joe appears in the vestibule at the top of the stairs, looks
down.

From his point of view, we see Sugar perched on top of the
piano, bathed in a spotlight. She is a little drunk, and more
than a little blue, and she is singing the lyrics with
heartbreaking conviction.

Joe, watching her from the landing, is deeply moved.
Slowly, he starts down the steps.

One the bandstand, Sugar is winding up the torchy ballad,
when suddenly Joe steps into the spotlight. Without a word,
he takes her in his arms, kisses her.

SUGAR

(shocked)
Josephine!!

Nearby, Sweet Sue is watching open-mouthed.

SUE

(screaming)
BIENSTOCK!

Bienstock, who is standing near the reservation desk, turns
and peer myopically toward the bandstand. At the same
time, two of the convention officials come up behind him.

SECOND OFFICIAL

(pointing)

Hey - that's no dame!

He and his companion rush toward the bandstand.

On the bandstand, Joe is brushing a tear away from Sugar's cheek.

JOE

(in a male voice)

None of that, Sugar - no guy is worth it.

He catches sight of the two officials bearing down on him, leaping from the bandstand, shoulders his way through the couples on the dance floor. With the two officials on his heels, Joe gallops up the stairs.

On the bandstand, all is confusion, as the girls stop playing and stand up. Sugar is staring after Joe in complete bewilderment.

SUGAR

Josephine???

Suddenly it dawns on her - that kiss! Her eyes widen, her hand flies to her mouth, and she looks with growing comprehension at the bracelet on her wrist.

93. INT. LOBBY - NIGHT.

93.

Jerry is just stepping out of the phone booth when Joe bursts out of the ballroom entrance.

JERRY

It's all fixed! Osgood is meeting us
on the pier -

JOE

We're not on the pier yet -

He grabs Jerry, and they take off across the lobby, as their pursuers appear behind them.

The boys head for the front door, but finding their way blocked by the other two officials, they reverse their field and hotfoot it toward the rear corridor. The four officials converge on their trail.

Joe and Jerry charge down the rear corridor, go skidding around the corner. As the officials come tooling after them,

two ambulance attendants round the turn in the corridor, pushing a wheeled stretcher. On the slab is a boy, covered with a sheet that hangs down the sides, and sticking out from the end of the sheet are a pair of spat-covered shoes. The four officials make way for this grisly cargo, then resume the chase.

As the ambulance attendants wheel the stretcher toward the lobby, the trailing sheet lifts up, and Joe and Jerry, who have been clinging to the under-carriage, hop out. They tear across the lobby and scoot out the front door.

DISSOLVE TO:

94. EXT. PIER - NIGHT. 94.

Osgood is waiting impatiently on the pier. He hears something, looks off toward the beach.

Jerry and Joe, still wearing their wigs and girls' coats, come scrambling down the steps, race across the planking toward the pier.

On the pier, Osgood's face lights up. Jerry comes puffing up the stairs, followed by Joe.

JERRY
This is my friend Josephine - she's
going to be a bridesmaid.

OSGOOD
Pleased to meet you.

JERRY
(grabbing him)
Come one!

He practically drags Osgood down the stairs leading to the motorboat.

OSGOOD
(over his shoulder, to Joe)
She's so eager!

Swooping down from the beach on a bicycle comes Sugar, pumping like mad. The bicycle bounces down the steps, and Sugar pedals across the planking, sounding her HORN.

Osgood and Jerry have settled themselves in the front seat

of the motorboat, and Joe is getting into the rear seat when he hears the SOUND of the bicycle HORN. He looks back. Osgood starts the motor. Sugar comes racing up the stairs to the pier, leans over the railing.

SUGAR
(calling down)
Wait for Sugar!

She hurries toward the other staircase.

In the motorboat, Osgood turns to Jerry.

OSGOOD
Another bridesmaid?

JERRY
Flower girl.

Sugar comes charging down the stairs, starts to get into the rear seat beside Joe.

JOE
Sugar! What do you think you're doing?

SUGAR
I told you - I'm not very bright.

JERRY
(clapping Osgood
on the back)
Let's go!

The motorboat takes off with a ROAR.

95. EXT. MOTORBOAT - NIGHT. 95.

In the back seat, Joe is removing his wig and coat.

JOE
You don't want me, Sugar - I'm a liar and
a phony - a saxophone player - one of
those no-goodnicks you've been
running away from -

SUGAR
I know.
(hitting her head)

Every time!

JOE

Do yourself a favor - go back where the millionaires are - the sweet end of the lollipop - not the cole slaw in the face and the old socks and the squeezed-out tube of toothpaste -

SUGAR

That's right - pour it on.
(twines her arms
around his neck)
Talk me out of it.

She kisses him resoundingly, bending him over backwards till they are both practically out of sight.

Up front, Osgood is blithely steering the boat, keeping his eyes straight ahead. Jerry is looking over his shoulder at the activities in the back seat.

OSGOOD

I called Mama - she was so happy she cried - she wants you to have her wedding gown - it's white lace.

JERRY

(steeling himself)
Osgood - I can't get married in your mother's dress. She and I - we' not built the same way.

OSGOOD

We can have it altered.

JERRY

(firmly)
Oh, no you don't! Look, Osgood - I'm going to level with you. We can't get married at all.

OSGOOD

Why not?

JERRY

Well, to begin with, I'm not a natural blonde.

OSGOOD
(tolerantly)
It doesn't matter.

JERRY
And I smoke. I smoke all the time.

OSGOOD
I don't care.

JERRY
And I have a terrible past. For three
years now, I've been living with a
saxophone player.

OSGOOD
I forgive you.

JERRY
(with growing desperation)
And I can never have children.

OSGOOD
We'll adopt some.

JERRY
But you don't understand!
(he rips off his wig;
in a male voice)
I'm a MAN!

OSGOOD
(oblivious)
Well - nobody's perfect.

Jerry looks at Osgood, who is grinning from ear to ear,
claps his hand to his forehead. How is he going to get
himself out of this?

But that's another story - and we're not quite sure the
public is ready for it.

FADE OUT

THE END