

GREEN BOOK

Written by

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FADE IN:

TITLE CARD: "New York City, 1962"

EXT. COPACABANA - 10 EAST 60TH ST. - NYC - NIGHT

The famous red awning with *COPACABANA* in white block letters hangs over the entrance of the world-renowned nightclub. A long line of well-dressed customers fills the sidewalk waiting to get in.

OVER THIS - WE HEAR the opening horns of Bobby Rydell's version of "THAT OLD BLACK MAGIC"...

INT. COPACABANA - MAIN ROOM - CONTINUOUS

The vibe is electric. SIX HUNDRED PATRONS pack the tables in the main room. Brazilian in theme, the Copa décor is art deco throughout, filled with palm trees illuminated by blue and pink hues. Pure elegance.

Peppering the crowd... gorgeous COPA GIRLS, white-jacketed WAITERS, MAITRE D'S in Black Tuxedo Jackets, CAPTAINS in Blue Tux Jackets, and BOUNCERS in Red Tux Jackets.

On stage in front of the Orchestra, tuxedo-clad BOBBY RYDELL. The crowd APPLAUDS.

BOBBY RYDELL

*Thank you very much! Welcome to
Jules Podell's Copacabana! I'm
Bobby Rydell and I'm happy to be
here!*

(singing)

*That old Black Magic has me in its
spell...*

THE SONG CONTINUES THROUGH THIS ENTIRE SEQUENCE...

FRANK "TONY LIP" VALLELONGA, 40s, Copa bouncer, moves quickly through the crowd. Lip is imposing with a charismatic presence. *You don't mess with this guy.*

Following Lip, an ATTRACTIVE COUPLE. Lip leads them to a table near the front of the stage. The man slips Lip some cash.

The Orchestra kicks in big, the room is jumping...

At a back booth, JULES PODELL, 60, Copa owner, a tough-as-nails bulldog of a man. He taps his diamond ring on the table to the beat of the song.

INT. COPACABANA - COAT CHECK - CONTINUOUS

Lip trolls for customers who will tip him for a table. He NOTICES...

JOEY LOSCUDO, 50s, a Mob Boss, entering the club followed by his CREW. Loscudo walks over to the COAT-CHECK GIRL, takes off his coat and hat, hands them to her.

LOSCUDO
Guard this hat with your life... My mother gave it to me.

He winks.

COAT-CHECK GIRL
Yes, Mr. Loscudo...

He hands the Coat-Check Girl some money. The *MAITRE D'*, CARMINE, walks over.

CARMINE
Joey!

LOSCUDO
Hey, Carmine!

Carmine slips Lip some cash.

CARMINE
That's not necessary...

LOSCUDO
Come on. You know I saw this kid Rydell last year in Philly. Nobody knew who he was.

CARMINE
Well they know him now...

They hug, then Carmine escorts Loscudo and his ENTOURAGE into the main room. Lip approaches the Coat-Check Girl.

LIP
Gimme Loscudo's hat.

COAT-CHECK GIRL
But he said...

LIP
I know, just give it to me...

He bangs her a couple bucks, she turns the hat over to him.

INT. COPACABANA - MAIN ROOM - CONTINUOUS

RYDELL'S STILL SINGING, THE JOINT'S ROCKING... A FIGHT breaks out... FOUR GOOMBAHS pound each other. Tables flip, glass breaks, patrons scream...

ANGLE ON Podell as he jumps up...

PODELL
TONY LIIIIIIIIIIIIIIIP!!!

Lip is already on the move, running to the fight...

It's pandemonium, but Rydell doesn't stop. He and the Orchestra building the speed and intensity of the song...

Lip is joined by Carmine, and some BOUNCERS, all of them grappling with the Goombahs. They quickly RUSH THEM OUT OF THE ROOM....

EXT. COPACABANA - NIGHT - CONTINUOUS

Everyone comes CRASHING out the front door. Lip throws the Goombah down the steps to the street. He jumps up.

GOOMBAH
YOU PUT YOUR HANDS ON ME, YOU
PUNK?!

LIP
Do yourself a favor--go home with
your friends.

GOOMBAH
Don't you tell me where to go! Do
you know who I am?! I'm goin' back
in there!

LIP
Nah, you're not.

The Goombah TAKES A SWING at Lip and it's on. Lips KNOCKS HIM ON HIS ASS, then jumps on him and starts to BASH HIS FACE IN.

CLOSE ON - Lip, brutally punching, his fists bloody, as WE HEAR O.S. APPLAUSE and

SMASH CUT TO

INT. COPACABANA - STAGE - CONTINUOUS

The band's swinging as Bobby Rydell delivers the big climax to the song...

(CONTINUED)

CONTINUED:

BOBBY RYDELL (O.S.)
 (singing)
*...Whoa, that old Black Magic
 called looooooove!*

SMASH CUT TO:

INT. COPACABANA - COAT CHECK - LATER - NIGHT

A line of people wait behind mob boss Joey Loscudo as he screams at the Coat-Check Girl. Carmine stands by.

LOSCUDO
 I'll burn this place down! Where's
 my hat!

COAT-CHECK GIRL
 I'm sorry, Mr. Loscudo, I went to
 the ladies room, I was only gone a
 minute...

LOSCUDO
 Someone better find it!

CARMINE
 It'll turn up, I swear it'll turn
 up.

LOSCUDO
 Really? You tell that fat Jew
 bastard Podell that if it doesn't
 turn up, I'll burn this place down!
 You hear me? I'll burn the Copa
 down!

EXT. COPACABANA - ENTRANCE - NIGHT - LATER

Lip, Carmine, and another bouncer, DANNY, smoke cigarettes,
 lean against a dinged-up '55 BUICK Sedan.

A poster at the Copa entrance reads: *BOBBY RYDELL - SOLD OUT!*

A worker pastes a banner over it: *COPA CLOSED FOR RENOVATIONS
NOVEMBER/DECEMBER - SEE YOU IN JANUARY WITH SAMMY DAVIS, JR.!*

CARMINE
 Jesus Christ. Loscudo is out of his
 mind.

DANNY
 We earned our money tonight.

(CONTINUED)

CONTINUED:

CARMINE

Lip, I thought you were gonna kill that guy.

LIP

Better him than me. What are you gonna do while we're closed?

DANNY

I don't know. Maybe work at my Uncle's pizza joint.

LIP

(to Carmine)
What about you?

CARMINE

I'm gonna drink for two months.

The men straighten up as Jules Podell exits the club.

JULES PODELL

Take me home, Lip.

SMASH CUT TO:

INT. JILLY'S SALOON - NIGHT

LOSCUDO'S HAT GETS PLOPPED IN THE MIDDLE OF A TABLE...

PULL BACK... Luscudo sits in the corner booth, holding court with JILLY and friends.

LOSCUDO

My hat! Jesus Christ, if you had tits, I'd kiss ya! How the hell'd you find it?

ANGLE ON LIP standing in front of the table.

LIP

Heard it was missing, so I looked into it.

LOSCUDO

I wanted to kill that broad.

LIP

Wasn't her fault.

JILLY RIZZO

Who had the balls to clip it?

(CONTINUED)

CONTINUED:

LIP

Don't worry about it, I took care of him.

LOSCUDO

I hope you gave him some beating.

Loscudo pulls out a wad of cash, peels off a C-note.

LIP

No, I can't. It was my pleasure, Mr. Loscudo.

Loscudo SLAMS the MONEY into Lip's hand.

LOSCUDO

Bullshit. And from now on you don't have to call me Mister Loscudo, ya hear me?

Lip smiles.

EXT. LIP'S APARTMENT - BRONX - DAWN

A six-story brick building with fire escapes framing the windows. Parked cars fill both sides of the street. Lip's car pulls up and parks in front of a FIRE HYDRANT. He gets out, grabs a garbage can, and PUTS IT OVER THE HYDRANT.

INT. LIP'S APARTMENT - MORNING

Lip ENTERS the small one-bedroom apartment. He moves to the kitchen, opens the refrigerator, chugs half a bottle of milk.

INT. LIP'S APARTMENT - BEDROOM - MORNING

Lip ENTERS. Sleeping in the bed, Lip's wife DOLORES, late 30s, pretty. Beside her, NICK, 9, and FRANKIE, 7.

Lip takes off a ring, his watch, places them on top of the bureau. Empties his pockets of crumpled wads of cash.

Lip strips down to a t-shirt and boxer shorts, gets in bed, snuggles up to Dolores. She wakes, kisses him.

DOLORES

'Morning...

LIP

'Night...

INT. LIP'S APARTMENT - LIVING ROOM - DAY

CLOSE ON - A BLACK AND WHITE TV, THE YANKEES PLAY THE SAN FRANCISCO GIANTS, GAME 6 OF THE WORLD SERIES.

PHIL RIZUTTO (V.O.)
 "Roger Maris at the plate, Pierce
 checks the signs..."

PULL BACK -- On the couch watching the game, Lip's Father, NICOLA, 70s, brother RUDY, 30s, Dolores' father, ANTHONY, 70s, and her two brothers JOHNNY, 40s, and LOUIE, 30s.

JOHNNY
 Come on, Roger! Hit one out!

RUDY
 Be quiet, you're gonna jinx it!

Lip ENTERS still wearing his t-shirt and white boxers.

LIP
 (sarcastic)
 Johnny, think you can yell a little
 louder?

JOHNNY
 Maris is up...

LIP
 Yeah, so am I now. What the hell
 are you guys doing here?

Johnny discreetly nods toward the kitchen where we see TWO BLACK WORKMEN laying down linoleum. The kids, Nick and Frank, play with plastic Green Army soldiers in the corner.

JOHNNY
 Figured we'd come up and keep
 Dolores company...

BACK TO SCENE - Lip gets the point.

ANTHONY
 (in Italian)
*You shouldn't be sleeping in the
 middle of the day, leaving my
 daughter here alone with these
 sacks of coal.*

NICOLA
 (in Italian)
*And why do you hire them to do an
 Italian's job? It's a disgrace.*

(CONTINUED)

CONTINUED:

LIP
 (in Italian)
*I don't know who they're gonna
 send.*

ON Dolores - she pours a couple glasses of lemonade and hands the drinks to the Black Workmen.

BLACK WORKMAN
 Thank you, ma'am.

Lip watches as the Workmen drink the lemonade, then Dolores takes the glasses and PUTS THEM IN THE SINK. As she leads the men to the door, we go...

ON THE TV - *MARIS SWINGS... CRACK!*

PHIL RIZUTTO (V.O.)
 "Deep to center field, holy cow he
 did it! A home run for Roger Maris!
 Holy cow!"

Johnny jumps up, they all CHEER...

Except Lip, whose eyes keep darting toward the GLASSES IN THE SINK. Dolores comes back and Lip joins her in the kitchen. He pours himself a glass of water, dips his finger in the sauce she's cooking. Dolores slaps his hand away.

DOLORES
 Get dressed, Tony, we're gonna eat.

She picks up a big platter of meatballs and sausage and takes it into the dining room. Lip glances into the sink.

CLOSE ON - The Black Workmen's two empty lemonade glasses.

Lip takes the GLASSES out of the sink, DROPS THEM INTO THE GARBAGE.

CUT TO:

INT. LIP'S APARTMENT - DINETTE - LATER

Lip's at the table, dressed now. Wine and plates of rigatoni. Joining them for lunch are FRAN, Johnny's wife, and LYNN, Louie's wife. Dolores makes the sign of the cross.

DOLORES
 Bless us our Lord, for these thy
 gifts, which we are about to
 receive, from thy bounty through
 Christ our Lord, Amen.

(CONTINUED)

CONTINUED:

They all make the sign of the cross.

NICOLA

Salute.

They start stuffing their faces.

DOLORES

If anyone hears about a job for Tony, let us know.

LIP

(nobody's business)
Dolores...

RUDY

What happened, you get fired?

DOLORES

No, Copa's closing for repairs. He needs something for just a couple months.

JOHNNY

I'll ask around.

NICOLA

(in Italian)
Mister big shot. Always spend, spend, spend. No job, he gets himself a new kitchen floor.

LIP

(in Italian)
Come on, Pop. The kids were gettin' splinters in their feet.

FRAN

All the people he knows, he'll find something.

JOHNNY

He had a great job at the sanitation department.

(to Lip)

You shouldn't have punched out the foreman.

LIP

He shouldn't have woke me up.

Everyone LAUGHS.

CUT TO:

INT. LIP'S APARTMENT - KITCHEN - DAY - LATER

Dolores is cleaning up. She's scraping a plate into the garbage can when she notices something O.S.

DOLORES' POV - Two empty glasses in the garbage...

She SIGHS, disappointed in her husband, then picks up the glasses from the garbage pail and puts them back into the sink.

CUT TO:

INT. GORMAN'S HOT DOGS - DAY

Johnny, Lip, and Lip's youngest boy, Frankie, ENTER.

JOHNNY

I'm tellin' you, this is gonna be
the easiest fifty bucks you ever
made.

They walk over to a table where FAT PAULIE, 40s, is waiting with the owner, GORMAN, and a couple other CUSTOMERS.

FAT PAULIE

Johnny told me you ate forty-eight
White Castle burgers in one
sitting.

FRANKIE

Cheeseburgers.

FAT PAULIE

I don't believe you.

LIP

What do I care if you believe me?
(beat)
Gorman, who's got the record for
hotdogs here?

GORMAN

Fat Paulie. Fifteen.

JOHNNY

Why wasn't Lip in on that contest?

FAT PAULIE

What contest? I was hungry.

The guys CHUCKLE.

(CONTINUED)

CONTINUED:

GORMAN

Bet's simple. Half a C-note. Most hotdogs in an hour wins. With toppings.

Lip sizes him up.

LIP

What the hell you weigh?

FAT PAULIE

Two-sixty.

JOHNNY

Aaaaay. Your left ass weighs two-sixty.

Fat Paulie raises his right hand.

FAT PAULIE

May my mother-in-law drop dead on the spot if I'm lyin'.

They all LAUGH.

LIP

Okay, you're on.

SMASH CUT:

INT. GORMAN'S HOT DOGS - LATER

The table filled with an assortment of hot dogs. Everyone CHEERS, CLAPS, as Lip and Fat Paulie STUFF THEIR FACES.

JOHNNY

Come on, Lip, pick it up! The baby elephant just hit nineteen!

Lip sweats, slows down, looks like he's gonna puke. The crowd cheers as Fat Paulie calmly takes a big bite of another dog.

CUT TO:

INT. LIP'S APARTMENT - LIVING ROOM - DAY

Lip and Frankie ENTER. Frankie runs over to Nick who is doing homework.

LIP

Nicky, you doin' your homework?

(CONTINUED)

CONTINUED:

NICK

Yeah.

DOLORES

Where were you?

Lip plops down in a chair, exhausted.

LIP

Gorman's. Fat Paulie bet me fifty bucks he could eat more hot dogs than me. He knocked off twenty-eight. Guy's an animal.

DOLORES

Are you crazy--you lost fifty dollars?!

LIP

Dolores, please. I ate thirty.

Lip pulls out the winnings. She plucks the bills from his hand.

DOLORES

Thank God. The gas bill came in today.

THE PHONE RINGS. Lip answers.

LIP

Yeah?

INT. COPACABANA - DAY - SAME

Jules Podell sits at his table in the empty Copa. He sips a cup of coffee as WORKERS clear tablecloths, flip chairs onto tables, etc.

JULES PODELL

(into phone)

Hey, Lip, some guy called over here -- a doctor's lookin' for a driver. You interested?

INTERCUT CONVERSATION:

LIP

Yeah.

JULES PODELL

They're interviewing guys tomorrow afternoon. Here's the address.

EXT. CARNEGIE HALL - 881 SEVENTH AVENUE - NYC - DAY

Lip, wearing black slacks and a bowling-style shirt, stands at the front of... *CARNEGIE HALL*...

He takes out a piece of paper, looks at it. This can't be the place...

INT. CARNEGIE HALL - CONCERT HALL - DAY

Magnificent. Lip enters, moves down the aisle. He takes in the spectacle.

WOMAN'S VOICE (O.S.)

Excuse me. We're not open right now...

Lip turns to face the BOX OFFICE MANAGER across the room.

BOX OFFICE MANAGER

But you're welcome to buy tickets to tonight's performance.

LIP

'There a doctor's office 'round here? I think I got the wrong address.

Lip holds up the paper.

BOX OFFICE MANAGER

You have the correct address. Dr. Shirley lives upstairs, above the hall.

INT. DON SHIRLEY'S APARTMENT HALLWAY - DAY

Lip walks down the hall. Two ENGLISH BUTLER-TYPES sit in chairs outside a door. The door opens and an ASIAN MAN, black suit and tie, carrying a briefcase, exits.

At the door stands an Indian valet, AMIT, white Nehru shirt, white linen pants, clipboard in hand.

LIP

I'm here for the driver job. Tony Lip.

Amit checks the list, flips a page, can't find it.

LIP (CONT'D)

I should be on there.

(CONTINUED)

CONTINUED:

AMIT

No Tony Lip. I do have a Tony
Val...Valle...

LIP

Vallelonga. That's me.

AMIT

Fill this out while you wait.

LIP

What?

AMIT

Fill. It. Out. While you wait.

Amit hands him a clipboard and a pen, then Lip takes a seat next to the butlers.

INT. SHIRLEY'S APARTMENT - DAY - LATER

Amit escorts Lip in. CLASSICAL MUSIC PLAYS.

AMIT

Take a seat.

Lip sits in a leather chair and Amit EXITS. Lip looks around. Never seen anything like it. Thirty-foot ceilings, giant skylight, enormous French windows overlooking Manhattan.

It's filled to the rafters with paintings, African art, sculptures, Chinese lanterns, a giant gold Buddha, and two six-foot elephant tusks. A crystal chandelier hangs above a black Steinway Concert Grand Piano.

A THRONE... *an actual King's throne*... sits on a riser, back against the glass window.

VOICE (O.S.)

Mr. Vallelonga, sorry to keep you
waiting...

Lip turns...Standing before him is DR. DONALD SHIRLEY, late 30s, black, resplendent in a traditional African robe. He's bedecked in assorted chain necklaces, bracelets, watch, and rings. Dr. Shirley speaks in a clipped, refined manner.

DR. SHIRLEY

I'm Dr. Donald Shirley.

Lip's taken aback. Not what he expected. He stands.

(CONTINUED)

CONTINUED:

LIP

Hi. Tony.

Shirley extends his hand. They shake.

DR. SHIRLEY

Please, have a seat.

Lip sits. Shirley sits on his "throne," looking down at Lip.

LIP

This is some place you got here.

Motioning to the Elephant Tusks.

LIP (CONT'D)

Them horns real?

DR. SHIRLEY

Elephant tusks. Yes.

Lip nods, points to the chain around Shirley's neck.

LIP

What about that? That a molar?

DR. SHIRLEY

A what?

LIP

A molar.

Lip points to his side teeth.

LIP (CONT'D)

Like a shark tooth? Or a tiger's?

DR. SHIRLEY

Um, no. It was a gift.

LIP

Oh.

(looks around)

I thought I was going to an office.
They said a doctor needed a driver.

DR. SHIRLEY

That's all they told you?

Lip shrugs.

(CONTINUED)

CONTINUED: (2)

DR. SHIRLEY (CONT'D)
 Actually, it's a bit more
 complicated than that. Have you
 ever driven professionally before?

LIP
 Sanitation.
 (beat)
 Garbage trucks.

Off Shirley's unimpressed look.

LIP (CONT'D)
 Plus I drive my boss home at night.
 I can drive anything.

DR. SHIRLEY
 I see. What other experience do you
 have?

LIP
 I worked a lot of joints. The Wagon
 Wheel, Peppermint Lounge, Copa...

DR. SHIRLEY
 In what capacity?

LIP
 What do you mean?

DR. SHIRLEY
 What did you do there?

Lip chews on that. *You can smell the wood burning...*

LIP
 Public relations...

Shirley nods, understanding.

DR. SHIRLEY
 Well, first of all, Tony, I'm not a
 medical doctor. I'm a musician.

LIP
 You mean like songs?

DR. SHIRLEY
 Yes. I'm about to start a concert
 tour, the majority of which will be
 down South.

LIP
 Atlantic City?

(CONTINUED)

CONTINUED: (3)

DR. SHIRLEY

The deep south. We start in the midwest, but then we're taking a hard left. Kentucky, North Carolina, Tennessee, and on down through the Delta.

(beat)

Do you foresee any issues working for a black man?

LIP

No, no... 'fact just yesterday me and the wife had a couple colored guys over the house. For drinks.

Shirley takes a BEAT.

DR. SHIRLEY

Oh, I see. You're married.

LIP

Yup. Two kids.

DR. SHIRLEY

I don't know if this is the proper job for a married man.

LIP

Why, we bringing broads?

Shirley shoots him a look.

DR. SHIRLEY

My point is, you'll be gone for eight straight weeks--with no breaks--right up until Christmas. You're quite sure you can leave your family for that long?

LIP

Depends on what you're paying.

DR. SHIRLEY

Ninety dollars a week, plus room and board. But let me be crystal clear... I'm not simply hiring a chauffeur. I need someone who can handle my itinerary. I need a personal assistant. I need a valet. I need someone who will launder my clothes, shine my shoes...

LIP

Good luck, Doc.

(CONTINUED)

CONTINUED: (4)

Lip stands, heads for the door. Shirley steps down off his throne.

DR. SHIRLEY

Tony...

Lip turns back, faces Shirley.

DR. SHIRLEY (CONT'D)

I had my record label ask around town to find me the right man. Your name came up more than once. You've impressed a lot of people by the way you handle... trouble. That's why I called and asked about your availability.

Lip thinks about it.

LIP

Look, I got no problem being on the road with you. But I ain't no butler, I ain't ironing shirts, and I'm not shining nobody's shoes. You need someone to get you from point A to point B? You need someone to make sure there's no problems along the way -- and you going through the deep South, believe me, there's gonna be problems. So if you want me, it's gotta be a buck and a quarter a week. Or go hire the little Chink that just pranced out of here and see how far you get.

Shirley stares, stone-faced.

DR. SHIRLEY

Well, Mr. Vallelonga...thank you for coming in.

As Lip turns and walks out, we --

CUT TO:

EXT. JOE & JOE RESTAURANT - BRONX - LATE AFTERNOON

A tired Lip comes walking down the sidewalk and ENTERS.

INT. JOE & JOE RESTAURANT - BAR/DINING ROOM - CONTINUOUS

Smoky, packed, loud... Lip snakes his way to BOBBY, 40s, CHINESE, who's behind the bar.

(CONTINUED)

CONTINUED:

LIP

Bobby, give me a Rheingold. Ice cold.

Bobby pours a draft of Rheingold, slides it in front of him.

BOBBY

(concerned)

Mister Tony. Augie asking about you.

Lip isn't happy to hear this. A CUSTOMER pounds on the bar.

CUSTOMER

Come on, I'm dying of thirst over here!

BOBBY

Shut up, I'm talking!

He turns back to Lip.

LIP

When?

BOBBY

Now. He in his box.

Lip drains the beer, leaves the bar area, weaves his way through the crowd to an ENCLOSED, PRIVATE BOOTH with a curtain blocking the people inside. Lip hesitates, then opens the curtain.

HIS POV - AUGIE, rough-looking, dead eyes, sits there stuffing his face with linguini and clam sauce. TWO PSYCHOPATHS sit with him. The Psychos look on blankly. A *lesser man would shit his pants.*

AUGIE

(intense)

Tony Lip. What the hell happened at the Copa? I heard you split a guy's face open.

Lip shrugs.

AUGIE (CONT'D)

That guy you hit. He was one of Charlie the Hand's crew.

LIP

Then he shoulda known better.

(CONTINUED)

CONTINUED: (2)

Augie mad-dogs him, never losing eye contact as he stuffs his face. Lip doesn't blink.

AUGIE

The Hand wanted me to look into it.
I spoke to Podell. Whole thing was
over a piece of ass, right?

Lip shrugs.

AUGIE (CONT'D)

A beef like that should never
happen in the club. They were out
of line. So we squashed it.

He wipes olive oil off his chin.

AUGIE (CONT'D)

Sit down. Have something to eat.

LIP

Thanks, but I already ate.

Augie chews away, not sure if he believes him.

AUGIE

You looking to earn some extra
scharole? I could keep you busy
while the Copa's down.

LIP

What I gotta do?

AUGIE

Things...

Lip thinks about it.

LIP

Appreciate it, but I'm gonna spend
some time with the family.

AUGIE

Don't be stupid. You can make a few
bucks, buy something nice for your
wife.

LIP

I'm good. I'm flush right now.

CUT TO:

EXT. WHITE PLAINS ROAD - BRONX - EARLY EVENING

The EL TRAIN thunders above Lip as he enters a PAWN SHOP.

INT. PAWN SHOP - BRONX - EARLY EVENING

CLOSE ON Lip's WRISTWATCH on the counter. The pawn guy, CHARLIE, looks up at Lip, concerned. Reluctantly, he hands Lip cash and a ticket.

PAWN GUY

Here's fifty. Give me sixty before Christmas, you get it back.

Lip turns to leave.

PAWN GUY (CONT'D)

Hey, Lip... everything okay?

LIP

(offended)

You got beak trouble, Charlie? Mind your business.

Lip walks out.

INT. LIP'S APARTMENT - LIVING ROOM - NIGHT

Lip sits watching TV as Dolores hands him a bowl of spaghetti.

DOLORES

So what happened with the doctor interview?

LIP

He ain't a real doctor, he's a piano player.

Lip digs in, starts stuffing his face.

DOLORES

I don't understand--why'd they say he was a doctor?

LIP

I don't know. I think he's like a doctor of piano-playing or something.

DOLORES

You can be that?

(CONTINUED)

CONTINUED:

LIP

I guess. He lives on top of Carnegie Hall. You shoulda seen this place, Dee--it was filled with statues and all kinds of fancy crap. And he was sitting on a friggin' throne all dressed up like the king of the jungle bunnies.

DOLORES

He's colored? You wouldn't last a week with him.

LIP

For the right money, I would.

As Lip continues eating, we go...

INT. LIP'S APARTMENT - BEDROOM - EARLY MORNING

Lip and Dolores are asleep in bed, the kids asleep in another bed across the room. *THE PHONE RINGS*. Lip and Dolores wake up. Lip looks at the clock--8 a.m. He answers the phone.

LIP

(into phone)

Hello... Yeah... Really?... Why?... Okay, hold on.

Lip puts his hand over the receiver.

DOLORES

Everything okay?

LIP

It's him.

DOLORES

Who?

LIP

Dr. Shirley, the piano guy. He wants to talk to you.

She sits up.

DOLORES

(whispers)

Me? What? Why?

Lip shrugs. He holds out the phone, Dolores takes it.

(CONTINUED)

CONTINUED:

DOLORES (CONT'D)
(into phone)
Hello... Good morning, Doctor, nice
to talk to you, too...

She glances at Lip.

DOLORES (CONT'D)
(into phone)
Yes, that is a long time...

Dolores looks at Lip as Shirley talks on.

DOLORES (CONT'D)
(beat)
It is...Yes, I'm sure...Thank you
for calling...Goodbye.

Dolores hangs up.

LIP
What he say?

Dolores looks stunned.

DOLORES
He wanted to know if I'd be okay
with him taking my husband away
from his family for two months. He
said he'd pay you what you asked
for.

Lip looks surprised. She rolls away from him.

LIP
It's good money, Dolores. You know
we need it. I can't be eatin'
thirty hot dogs every day.

Dolores wells up.

DOLORES
I know...I said it was okay for you
to go.

EXT. LIP'S APARTMENT - MORNING

Dion's "RUNAROUND SUE" drifts lazily from a transistor radio... Laundry hangs from fire escapes. OLD ITALIAN WOMEN sit in folding chairs CHATTING while Grandpa Nicola, Grandpa Anthony and Rudy watch Nick and Frankie play.

A 1963 CHRYSLER NEW YORKER and a 1961 CADILLAC SEDAN are parked in front.

(CONTINUED)

CONTINUED:

Lip, wearing a well-worn black suit, stands next to the Chrysler talking to a RECORD EXEC, 40s, sharply dressed, no-nonsense, and his nebbishy ASSISTANT. The Record Exec hands Lip a check.

RECORD EXEC

Here's the first half of your pay.
You'll get the rest when the tour's over.

LIP

Uh-uh, I gotta get paid every week.

RECORD EXEC

Sorry, that's not how the record company does it.

Lip glares at him.

RECORD EXEC (CONT'D)

We gotta have some guarantee you'll finish the job.

LIP

Why the hell wouldn't I finish the job? I took it, didn't I?

The Record Exec glances at his assistant, then back at Lip.

RECORD EXEC

Then you've got nothing to worry about.

The Exec holds out the car keys. As Lip reaches for them, the Exec pulls them back.

RECORD EXEC (CONT'D)

Here's the deal, Mr. Vallelonga.
It's your job to get Don to all his tour dates on time. If he misses any shows, you're not getting your back-end.

Lip takes the keys.

LIP

He's not gonna miss any shows.

RECORD EXEC

Good. And you're going to need this.

He hands Lip a small GREEN BOOK.

(CONTINUED)

CONTINUED: (2)

RECORD EXEC (CONT'D)
It's the book I told you about.
Sometimes you're staying in the
same hotels, and sometimes you're
not.

As Lip glances at the book, we --

ANGLE ON Lip's brother-in-law, Johnny, exiting the building.
He carries a suitcase over to the Cadillac.

As the Record Exec and his assistant drive off in the
Chrysler, Lip walks over to Johnny.

JOHNNY
(re: Caddy)
Madonne. This the new one?

LIP
The record company rented it.

Lip opens the trunk, Johnny puts the suitcase in.

JOHNNY
So what'd my sister say about you
being gone for three weeks?

LIP
Eight weeks.

Johnny smirks.

JOHNNY
Yeah, right. Ten-to-one you slap
the moolie out and come home under
a month.

Lip smiles, shoves Johnny. Dolores approaches with the kids.

DOLORES
Come here. Say goodbye to your
father.

Nick and Frankie run to Lip, hug him. They get emotional.

LIP
Stop that. You gotta be big boys,
take care of your mother...

HE give the kids kisses, then they run away.

(CONTINUED)

CONTINUED: (3)

DOLORES

Did you go to the A-A-A for the maps?

LIP

The record guy gave me maps and directions with the itinerary thing. And this.

Lip pulls out the small green book that the Record Exec gave him.

DOLORES

(reading)

The Negro Motorist Green-Book?

LIP

Lists all the places coloreds can stay down south. Like if you're traveling while black.

DOLORES

Traveling while black?

LIP

Yeah. Like if you're black but you gotta travel for some reason.

DOLORES

They got a special book for that?

LIP

I guess.

DOLORES

Did you pack an iron?

LIP

I ain't lugging around no iron, Dee.

DOLORES

How you gonna keep your pants pressed?

LIP

I'll put 'em under my mattress.

Dolores takes Lip's hand.

DOLORES

I want you to write me a letter every chance you get.

(CONTINUED)

CONTINUED: (4)

LIP

Aw, come on, Dee, I can't write letters.

DOLORES

Take you five minutes. Promise me.

LIP

I can't write, it's embarrassing-- they ain't gonna be no good.

DOLORES

It's a lot cheaper than callin' long distance, Tony. Promise me you'll write.

Lip SIGHS.

LIP

Okay. I promise. I'll try.

She looks at him.

LIP (CONT'D)

Yeah.

Lip hugs and kisses her. He gives her the check.

LIP (CONT'D)

Put this in the bank today.

She takes it and hands him a brown paper bag.

DOLORES

I made a couple veal-cutlet sandwiches for you and Dr. Shirley. Be careful. I love you.

LIP

Love you, too.

DOLORES

You better be home at Christmas or don't come home at all!

As they kiss, Grandpa Nicola CALLS OUT to Lip:

NICOLA

(in Italian)

He who arrives late has no bed!

Lip waves goodbye to everyone. WE STAY ON Dolores as he drives away...

EXT. CARNEGIE HALL - 881 SEVENTH AVENUE - NYC - DAY

Lip parks Shirley's rented Cadillac in front of an identical Cadillac, gets out, opens the trunk. Smoking next to the other Cadillac is OLEG MALAKHOV, 30s, Russian, wears glasses, and GEORGE DYER, 30s.

Lip takes out a cigarette, is about to light it, then notices Oleg smoking. He puts the cigarette back in the pack, then walks over to Oleg and George.

LIP
Bum a smoke?

Oleg sizes Lip up, then reluctantly hands him a cigarette.

LIP (CONT'D)
I'm Tony. You the band?

OLEG
(Russian accent)
Oleg. Cello.

GEORGE
George. Bass. And we're not a band,
we're a trio.

Dr. Shirley exits the building, impeccably dressed in a silk suit. He's followed by his valet, Amit, who awkwardly carries three large pieces of Shirley's EXPENSIVE LUGGAGE.

Lip opens the back door of the car. Shirley gets in. Amit drops the bags he was carrying on the sidewalk. Shirley sits in the back seat. Amit leans in, places a RED CASHMERE BLANKET over Shirley's legs.

DR. SHIRLEY
Thank you, Amit.

AMIT
Have a wonderful trip, Doctor.

Amit shuts the car door. The luggage sits on the sidewalk between Lip and Amit. Lip smokes his butt, shoots Amit an "*It ain't my job*" look. Standoff.

Amit caves, picks up the three bags, one at a time, puts them into the trunk. Lip SLAMS the trunk shut.

EXT. GEORGE WASHINGTON BRIDGE - DAY

BIRD'S-EYE VIEW of The Westside Highway in 1960's Manhattan and the glistening Hudson River as the two Cadillacs cross the upper-level of the George Washington Bridge surrounded by hundreds of period cars.

EXT. ROUTE 80 WEST - NEW JERSEY - LATER - DAY

Dr. Shirley's Cadillac drives west on Route 80, followed by Oleg and George.

INT. CADILLAC - DAY

Lip's driving fast, smoking faster. Shirley chokes on the blue haze filling the car, cracks his window.

Lip reaches into the brown paper bag, pulls out a wax-paper-wrapped sandwich with "Tony" written on it, peels back the foil. *Veal cutlet and peppers sandwich on a loaf of Italian bread.* Still smoking, Lip starts to eat.

DR. SHIRLEY

Tony, when we arrive in a city, the first thing I'd like you to do is check the piano where I'm playing. Make sure it's a Steinway as per my contract.

Lip pulls out a pen, writes "*STAIN WAY*" on the map.

DR. SHIRLEY (CONT'D)

And could you see to it that I have a bottle of Cutty Sark in my room every night.

LIP

Every night?

Lip smiles.

LIP (CONT'D)

Well if you ever need any help with that...

DR. SHIRLEY

I won't. And ten-and-two on the wheel, please.

Tony loses the smile. Shirley slides over in his seat so that he's directly behind Lip.

(CONTINUED)

CONTINUED:

LIP

Doc, I noticed on the itinerary thing there that the last show's December 23rd.

DR. SHIRLEY

Birmingham, yes. It's a Christmas show.

LIP

Any way we could hit the road early the next morning so we could be back home in time for Christmas Eve?

DR. SHIRLEY

We'll see. Could you please put the cigarette out?

LIP

Why?

DR. SHIRLEY

Because I can't breathe back here.

LIP

What are you talking about? Smoke's going into my lungs. I'm doing all the work here.

DR. SHIRLEY

Thank you.

Lip thinks about it, defiantly takes one long last drag off the heater, then another, then finally FLICKS IT OUTSIDE.

Lip rolls up his window, shoots a look at the second sandwich, "Dr. Shirley" written on it. *FUCK THIS GUY*. He opens it, *stuffs Shirley's sandwich in his mouth, looks straight ahead.*

CUT TO:

EXT. PENNSYLVANIA TURNPIKE - LATER - DAY

CLOSE ON A SIGN - *PENNSYLVANIA TURNPIKE*.

EXT. PENNSYLVANIA TURNPIKE - CONTINUOUS

Oleg's car speeds up, pulls next to Shirley's Cadillac. Oleg rolls down his window, motions to Shirley, who rolls down his window.

(CONTINUED)

CONTINUED:

OLEG
(in Russian)
Everything okay?

DR. SHIRLEY
(in Russian)
Yes. Everything's fine.

Lip looks back over his shoulder, stunned to hear Shirley speaking in another language.

OLEG
(in Russian)
Good. We'll meet you at the hotel
in Pittsburgh.

DR. SHIRLEY
(in Russian)
Make a reservation for dinner.
We'll rehearse immediately after.
See you there.

Oleg gives Lip the hairy eyeball, blows past him.

LIP
(to himself)
Hell's he looking at?

Lip looks in the mirror at Shirley.

LIP (CONT'D)
You speak German, huh?

DR. SHIRLEY
That was Russian.

LIP
Yeah, I was stationed in Germany in
the army. I can pick up a little of
what you're sayin'. Be careful,
Krauts are all sneaks. Kennedy
shoulda bombed 'em when we had the
chance--plus now them Cuban
bastards.

Shirley rolls his eyes.

LIP (CONT'D)
Where they going anyway? Ain't they
supposed to be following us?

(CONTINUED)

CONTINUED: (2)

DR. SHIRLEY

They have the itinerary. As long as they make it to the shows on time, I don't worry and you shouldn't either.

LIP

(offended)

I ain't worried about nothin'.

CUT TO:

INT. DINER - DAY

Lip and Shirley sit in a booth eating lunch. Shirley picks at a tuna salad while Lip chows down on a pot roast. Shirley watches Lip, amazed at the ferocity with which he attacks his meal.

DR. SHIRLEY

How is that?

Lip thinks about it.

LIP

Salty.

Lip continues to stuff his face.

DR. SHIRLEY

Have you ever thought of being a food critic?

Lip looks up, hopeful.

LIP

Not really, but...why? Is there money in that?

DR. SHIRLEY

I'm just saying, you have a marvelous way with words when describing food. Salty. So vivid. One can almost taste it.

Lip feels the jab.

LIP

I'm saying it's salty, and salt's cheatin'. Any cook can make things salty. But to make it taste good without the salt, with just the other flavors, that's the trick. See, when you--

(CONTINUED)

CONTINUED:

DR. SHIRLEY

We should be going soon if we expect to get to Pittsburgh by dinner.

LIP

You know, when I was in the army I knew a guy from Pittsburgh, but he called it Titsburgh because he said all the girls there have big tits.

DR. SHIRLEY

That's absurd. Why would women in Pittsburgh have larger breasts than, say, women in New York?

Lip shrugs.

LIP

'The hell I know? Guess we'll find out, huh?

Lip goes back to his plate.

LIP (CONT'D)

By the way, when you hired me, my wife went out bought one of your records--'one about the orphans.

DR. SHIRLEY

Orphans?

LIP

Yeah. Cover had a bunch of kids sitting around a campfire?

Shirley has to think a moment.

DR. SHIRLEY

Orpheus.

LIP

What?

DR. SHIRLEY

Orpheus in the Underworld. It's based on a French Opera. And those kids on the cover? They were demons in hell.

LIP

No shit? Must of been naughty kids.

CUT TO:

INT. CADILLAC - DAY - LATER

They've been driving awhile now. Lip starts to pull the car over to the side of the road.

DR. SHIRLEY
What are you doing?

LIP
I gotta take a leak.

DR. SHIRLEY
Here? Now?

LIP
What, you want me to piss my pants?

EXT. HIGHWAY - DAY - CONTINUOUS

The Cadillac stops on the shoulder of the road next to some trees. Lip gets out, takes a few steps... then realizes he forgot something...

Lip goes back, opens the driver's side door and GRABS HIS WALLET OFF THE DASH.

Shirley and Lip's eyes meet for a moment. Then, wallet in hand, Lip heads to the woods to pee.

CUT TO:

INT. PENN-SHERATON HOTEL - LIP'S ROOM - NIGHT

Lip wears a guinea T-shirt. He steps out of the bathroom, dries his hands with a towel, opens a sliding glass door that leads to...

EXT. LIP'S ROOM - 2ND FLOOR BALCONY - CONTINUOUS - NIGHT

From this perch, the courtyard is illuminated by the reflection of the pool light. Lip steps out, fires up a smoke, takes in the cool breeze.

LIP'S POV - Oleg and George are at a table poolside, playing grab-ass with TWO WOMEN, drinking, LAUGHING...

Lip peers across the courtyard, finds Dr. Shirley sitting on the patio outside his room, drink in hand, a half-empty bottle of Cutty beside him.

Lip observes a moment, goes back into his room.

CUT TO:

INT. PENN SHERATON HOTEL - LOBBY - DAY

Lip, wearing a black suit, sits reading a paper. Shirley wearing a tuxedo, enters, crosses to Lip. Shirley pulls a roll of cash out of his pocket, peels off some bills, gives them to Lip.

DR. SHIRLEY

Take this for any incidentals we may need. If you want something for yourself, you don't have to ask me, just make sure you keep the receipts. When it runs low, let me know.

Lip nods. They walk towards the exit.

DR. SHIRLEY (CONT'D)

One more thing--we will be attending many events before and after the concerts, interacting with some of the wealthiest and most highly-educated people in the country. It is my feeling that your diction, as charming as it may be in the tri-state area, could use a bit of finessing.

LIP

Like you mean diction in what way?

DR. SHIRLEY

In the only way the word "diction" is ever used.

LIP

(unsure)

Okay...

DR. SHIRLEY

Your intonation, inflection, choice of words--

LIP

Ayyyyy, I got my own problems, I gotta worry what other people think about the way I talk?

DR. SHIRLEY

There are simple techniques I can teach you that are quite effective. I can help you.

(CONTINUED)

CONTINUED:

Lip is frustrated.

LIP

I don't need no goddamn help. If people don't like the way I talk, they can go take a shit.

DR. SHIRLEY

The profanity is another issue.

LIP

A fanabla, why you breakin' my balls?

DR. SHIRLEY

Because you can do better. And here's another thing--as guest of honor, I will be announced when I enter these intimate events. You will be announced as well. Vallelonga may be difficult to pronounce. I was thinking "Valle" would be more appropriate. Tony Valle. It's short and simple.

LIP

Nuh-uh. If they got a problem with Vallelonga, they can call me Tony Lip.

Shirley winces.

DR. SHIRLEY

These are genteel people. That might be a little...worldly for them.

LIP

Then it's Tony Vallelonga. All these high-class people that are so much smarter than me, with all their intelligence and speakin' abilities, you're telling me they can't pronounce my name?

DR. SHIRLEY

I'm just telling you, Valle will make things easier.

LIP

My last name is Vallelonga and I ain't changing it for nobody. They don't like it, they can shove it up their ass--I'll just wait outside.

(CONTINUED)

CONTINUED: (2)

Dr. Shirley considers this.

DR. SHIRLEY
A sound compromise.

CUT TO:

ESTABLISHING SHOT - PITTSBURGH MANSION - EVENING

EXT. MANSION - BACK PARKING LOT - EVENING - SAME

Filled with BLACK CHAUFFEURS killing time next to their cars. Waiters, Busboys, Waitresses, Cooks, *ALL BLACK*, move in and out of the home. Lip lights a cigarette, looks around...

CLOSE ON - LIP'S EXPRESSION as he realizes *he's THE ONLY WHITE HELP*.

Lip NOTICES A CHAUFFEUR trying to watch the show from a WIDE-OPEN SIDE-WINDOW. He joins him. From here, he can see inside the BALLROOM.

HIS POV - a well-dressed WHITE AUDIENCE packs the lavish room. On stage, a Steinway piano, a Cello, and a Stand-up Bass. A distinguished-looking WOMAN, MC, 40s, steps up to the microphone.

MC
Ladies and gentlemen, tonight we are privileged to present a great American artist. He gave his first public performance at the age of three. At age eighteen, at Arthur Fiedler's invitation, our guest made his concert debut with the Boston Pops. He holds Doctorates in Psychology, in Music, and in the Liturgical Arts, and has performed at the White House twice in the last fourteen months. He is a true virtuoso.

BACK ON Lip as he leans toward a CHAUFFEUR, 60s, beside him.

LIP
Virtuoso--that's Italian. Means he's really good.

BACK TO SCENE --

MC
Ladies and gentleman, please welcome The Don Shirley Trio!

(CONTINUED)

CONTINUED:

As the AUDIENCE APPLAUDS, Dr. Shirley, Oleg, and George take their places at their respective instruments. The Trio opens with the Irving Berlin standard "BLUE SKIES."

Shirley, using his own prodigious technique, is ELEGANT. *The AUDIENCE IS MESMERIZED.*

ANGLE ON Lip as he steps closer to the window.

CLOSE ON DR. SHIRLEY - *His hands glide over the Steinway's ivories like a bird in flight. Each finger is center key, each note plucked perfectly. HE'S A VIRTUOSO AT THE PEAK OF HIS CRAFT.*

PUSH IN ON LIP as he realizes that he's not driving a piano player, he's driving a *genius*.

CUT TO:

EXT. MANSION - DRIVEWAY - NIGHT

CLOSE ON - DICE ROLLING... A FOUR AND A SIX!

PULL BACK - A CRAPS GAME BEING PLAYED OUT BETWEEN PARKED CARS... DICE, DOLLAR BILLS, and QUARTERS ON THE GROUND.

Lip rolls the dice. He's surrounded by the chauffeurs, busboys, waiters, cooks. Everyone SCREAMS as Lip...

Rolls *FOUR AND FOUR*. MORE CHEERING, MONEY LAID DOWN...

Lip rolls again... *FIVE AND FIVE! WINNER!* CHEERS AND MOANS... Lip grabs the pile of money.

BUSBOY

Shit! He won again!

LIP

Hey, it's your dice, I'm just having a lucky day.

DR. SHIRLEY (O.S.)

Tony!

Lip turns to see Shirley at the end of the aisle of parked cars.

CHAUFFEUR

Boss man's callin'.

LIP

He ain't my boss. I work for the record company.

(CONTINUED)

CONTINUED:

Lip scoops up his winnings, walks away to the crowd's dismay.

BUSBOY
(calling after him)
Come on! Give us a chance to win
back our loot!

LIP
Sorry, fellas, duty calls!

Lip joins Shirley at the car.

DR. SHIRLEY
I've been looking for you.

LIP
Sorry. The guys were having a
little game.

DR. SHIRLEY
If you need extra money, next time,
ask me.

LIP
It's more fun winning it.

They reach the Cadillac. Lip opens the back door.

DR. SHIRLEY
What if you lost?

LIP
(smiles)
Craps and cards, I don't lose, Doc.
I don't lose.

DR. SHIRLEY
And stooping down in the gravel
throwing dice for pocket change
makes you a winner?

LIP
What are you giving me shit for?
Everybody was doin' it.

Shirley eyeballs Lip.

DR. SHIRLEY
They didn't have a choice whether
to be inside or out. You did.

This hits a nerve with Lip.

(CONTINUED)

CONTINUED: (2)

DR. SHIRLEY (CONT'D)
 Let's go. And wipe your knees,
 you've got dirt on them.

Shirley gets in, pulls the car door shut. Lip, embarrassed, brushes the dirt off his pants.

ESTABLISHING SHOT - MOTEL - OHIO - NIGHT

INT. MOTEL ROOM - SAME

Modest, dimly lit. Lip sits at a desk, pen poised. He stares down at a blank piece of paper, takes a breath, starts to write.

LIP (V.O.)
 (slow, simple)
 Dear Dolores... How are you? I am
 fine...

INT. LIP'S APARTMENT - DAY

Nick and Frankie are eating lunch as Dolores sits, READS:

DOLORES
 (reading)
*"I'm eating real good--hamburgers
 mostly--so don't worry about me not
 eating good. We are doing lots of
 driving around, and we talk a lot
 in the car. I saw Dr. Shirley
 tonight play piano. He doesn't play
 like a colored guy. He plays like
 Liberace but better and I ain't
 lying. He's like a genius I think.
 When I look at him in the rear-view
 mirror, I can tell he's always
 thinking and working stuff out in
 his head, I guess that's what
 geniuses do. But it don't look fun
 to be that smart. I miss you very
 very much, Baby. Love, Tony. P.S.--
 I told you I can't write letters,
 ha ha! Regards to your father and
 brother. I'm going to get a haircut
 tomorrow. P.S.--Kiss Nickie and
 Frankie both for me."*

As Dolores smiles, we --

CUT TO:

EXT. HIGHWAY - OHIO - DAY

Shirley's Cadillac drives along.

INT. CADILLAC - DAY

Lip drives. Next to him, a couple of maps, soda bottles, empty candy wrappers. Shirley sits comfortably in the back, reading glasses on the edge of his nose, reading Allan Drury's A Shade of Difference.

Lip fiddles with the radio, changing stations. Stops on the song Lucille. Lip turns it up. Shirley takes notice.

DR. SHIRLEY
Who is this?

LIP
What?

DR. SHIRLEY
On the radio.

LIP
Lil' Richard.

Dr. Shirley listens, surprised.

DR. SHIRLEY
This is Little Richard?

LIP
Yeah, he's good. Think you could play somethin' like this, Doc?

DR. SHIRLEY
(of course he could)
I don't know. Sounds very complicated.

Shirley lowers his book.

DR. SHIRLEY (CONT'D)
So where did this "Tony the Lip" moniker come from?

LIP
Not Tony the Lip. Tony Lip--it's one word. I got it when I was a kid. My friends said I was the best bullshit artist in the Bronx.

(CONTINUED)

CONTINUED:

Lip smiles into the rear-view mirror.

DR. SHIRLEY
Why are you smiling?

LIP
Huh?

DR. SHIRLEY
You don't mind that your friends--
the people closest to you--consider
you a liar?

LIP
(offended)
I never said liar, I said bullshit
artist.

DR. SHIRLEY
What's the difference?

LIP
I don't lie. I'm just good at, you
know, talking people into doin'
things they don't wanna do. By
bullshittin' 'em.

DR. SHIRLEY
And you're proud of that?

Lip shrugs, smiles.

LIP
Well it got me this job.

CUT TO:

EXT. HIGHWAY - OHIO - DAY - LATER

The Caddy whips by.

INT. CADILLAC - DAY - SAME

Slow Twistin' by Chubby Checker plays on the radio. Lip is
looking back at Shirley, annoyed.

LIP
You're full of shit! You never
hearda Chubby Checker?

DR. SHIRLEY
Of course I've heard of him, I just
never heard his music.
(MORE)

(CONTINUED)

CONTINUED:

DR. SHIRLEY (CONT'D)
But I like this. He's got a silky
voice... smooth.

LIP
This is what everyone dances to now --

DR. SHIRLEY
Eyes on the road please.

Lip flips the station. Aretha Franklin's Won't Be Long PLAYS.

LIP
How about this? You know this song.

DR. SHIRLEY
I don't think so...

Lip looks back at Dr. Shirley in disbelief.

LIP
How could you not know this music?
Chubby Checker, Lil' Richard, Sam
Cooke, Aretha--these are your
people!

Shirley wears a strained smile.

CUT TO:

EXT. GAS STATION/NOVELTY SHOP - DAY

Lip and Shirley's car, followed by Oleg and George's car,
pull into the gas station and parks. Lip gets out, Shirley
waits in the car, window open. Oleg and George also get out
of their car, stretch, smoke.

Lip walks to the novelty shop, which has an outside porch
area with multiple displays, knick-knacks, etc. One of the
boxes is filled with an assortment of POLISHED STONES of
various shapes, sizes, and colors.

Lip goes to the box of stones, picks up a few, checks them
out, puts them back.

Oleg WATCHES AS Lip spot a large JADE-COLORED STONE on the
ground. He picks it up, looks it over... *Puts it in his
pocket...*

ON DR. SHIRLEY'S CAR - MOMENTS LATER

Oleg speaks to Shirley through the back window. Lip exits the
store, lights a smoke, heads toward Shirley's Cadillac. Oleg
goes back to his car. Lip gets in, starts the car.

(CONTINUED)

CONTINUED:

DR. SHIRLEY

Before we pull out, Tony, we need to talk. I just heard something that disturbed me a great deal. I gave you petty cash.

LIP

Yeah, so?

DR. SHIRLEY

Oleg told me what you did.

LIP

What I do?

DR. SHIRLEY

You stole a jade stone from the store.

LIP

No I didn't.

DR. SHIRLEY

He watched you do it.

LIP

I didn't steal no stone.

DR. SHIRLEY

You picked it up and you put it in your pocket.

LIP

Yeah, I picked a rock up off the ground--I didn't steal one from the box.

DR. SHIRLEY

Why would you pick up a rock off the ground?

LIP

'Cause that ain't stealin'. It's just a regular rock.

DR. SHIRLEY

(frustrated)

But why would you want a regular rock?

LIP

(searching)

I don't know, just to have. Like for good luck maybe.

(CONTINUED)

CONTINUED: (2)

DR. SHIRLEY
A lucky rock? Let me see it.

Reluctantly, Lip pulls out the JADE STONE.

DR. SHIRLEY (CONT'D)
I want you to go back and pay for it.

Lip is embarrassed, angry.

LIP
I told you that Kraut was a sneak.
Rats me out for something I didn't even do.

DR. SHIRLEY
Pay for the stone, Tony, you'll feel better.

LIP
I feel fine, and I'm not paying for no regular rock I found in the dirt.

Lip PUTS THE CAR IN DRIVE.

DR. SHIRLEY
Do not drive, Mr. Vallelonga.

Lip stops, puts it in park. They sit in silence. Finally... Lip gets out, SLAMS the door, storms off. Shirley waits. A few moments later, Lip gets back in the car, throws it into drive.

DR. SHIRLEY (CONT'D)
Feel better?

LIP
No.

DR. SHIRLEY
Tony, if you'd like, I will happily buy you that stone.

LIP
Don't bother. You took all the fun out of it.

As Shirley's Cadillac pulls back onto the highway, we go...

ESTABLISHING SHOT - COLLEGE CAMPUS - INDIANA - DAY

Shirley's Cadillac pull in front. Lip gets out.

INT. INDIANA COLLEGE CAMPUS - CONCERT HALL - AFTERNOON

The place is empty except for Oleg and George setting up their instruments on stage. As Lip ENTERS, OLEG starts to PLAY A SONG on the Cello.

Lip goes to a *BROKEN DOWN PIANO* on the stage. He looks it over. *This can't be right.* He opens the top, inside... *GARBAGE... CRUMBLED PAPERS, A COKE BOTTLE, DIRTY NAPKINS...*

Lip sees the STAGE MANAGER off to the side of the stage.

LIP

Excuse me... I'm with the band.

STAGE MANAGER

You're all set up.

LIP

This ain't the piano, right?

The STAGE MANAGER approaches. This guy's big, Duke Wayne with a hammer holster.

STAGE MANAGER

That's it.

LIP

This isn't a Steinway...?

STAGE MANAGER

So what?

LIP

Dr. Shirley only plays on Steinway-brand pianos. It's in his written contract.

STAGE MANAGER

Who's Dr. Shirley?

LIP

Dr. Shirley--the Don Shirley Trio?

STAGE MANAGER

Does it really matter?

LIP

Yes, it does. It's in his contract.

The Stage Manager rolls his eyes.

(CONTINUED)

CONTINUED:

STAGE MANAGER

Come on, what's the difference --
these coons can play on anything.

CLOSE ON OLEG AND GEORGE as they stop what they're doing and take notice.

BACK ON Lip as he looks closely at the filthy piano.

LIP

But there's garbage in this thing.

STAGE MANAGER

So, take it out.

Lip stiffens.

LIP

What'd you say?

STAGE MANAGER

You heard me.

LIP

Get a clean Steinway in here.

STAGE MANAGER

There's no Steinway on campus.

LIP

Not my problem.

STAGE MANAGER

I bet there ain't two Steinways in
the whole state of Indiana.

LIP

Then you better move your ass and
start lookin'.

Oleg and George exchange a glance. The Stage Manager puffs up.

STAGE MANAGER

Who you think you're talking to,
greaseball?

Without warning, Lip LASHES OUT with a BRUTAL OPEN-HAND SLAP to the Stage Manager's ear. The Stage Manager STAGGERS BACK AND SIDEWAYS. He stares at Lip, dazed.

SMASH CUT TO:

THE STEINWAY EMBLEM...

INT. INDIANA COLLEGE CAMPUS - CONCERT HALL - NIGHT

Dr. Shirley's fingers tinkle the ivories on a Steinway, performing "HAPPY TALK" to a sold-out house.

CLOSE ON THE WING OF THE STAGE where Lip is listening to the music, satisfied. The Stage Manager stands a few feet back from him, looking sheepish and a little scared.

DISSOLVE TO:

QUICK MONTAGE AS "HAPPY TALK" CONTINUES...

-- LIP SITS IN A DINER WRITING A LETTER. SHIRLEY IS ACROSS FROM HIM, READING A NEWSPAPER.

LIP (V.O.)

"Dear Dolores... This morning I had steak and eggs. For breakfast."

-- DOLORES READING THE LETTER AND SMILING.

LIP (V.O.)

"The band has been playing at very ritzy joints. Dr. Shirley and I are getting along pretty good, but sometimes I think he gets depressed and drinks too much."

-- CLOSE ON DR. SHIRLEY PLAYING AT A HIGH-SOCIETY PARTY...

LIP (V.O.)

"I never knew how very beautiful this country was. Now that I'm seeing it I know. You wouldn't believe how beautiful nature is--it is as beautiful as they say. I wish I had a camera and took some pictures, they would be collector's items, I wish I knew how to describe it to you."

-- DR. SHIRLEY'S CAR DRIVING ON VARIOUS HIGHWAYS, WITH AMAZING VIEWS OF THE COUNTRYSIDE... SIGNS FOR NEENAH, WISCONSIN... MUSCATINE, IOWA... INDIANAPOLIS... ST. LOUIS...

LIP (V.O.)

"And the traffic out here in the country is nothing, which is fine by me."

-- BACK IN THE DINER WHERE LIP IS WRITING THE LETTER.

LIP (V.O.)

"Right now I'm eating spaghetti and meatballs in a diner that tastes like ketchup on Chinese noodles. I miss your cooking..."

-- SHIRLEY LOWERS HIS NEWSPAPER, GLANCES AT LIP'S CHICKEN-SCRATCH PENMANSHIP, SHAKES HIS HEAD.

-- SHIRLEY TRIO PERFORMING FOR SEVERAL HUNDRED PEOPLE...

LIP

"We are heading down south now... I will write you another letter when we get down south. I love you... Your husband Tony... P.S.--Kiss the kids for me..."

-- DOLORES SITS ALONE IN BED, FINISHES READING THE LETTER.

"HAPPY TALK" ends.

EXT. KENTUCKY HIGHWAY - DAY

Shirley's car motors past a "WELCOME TO KENTUCKY" sign.

INT. CADILLAC - DAY

On the radio, "WHOLE LOTTA SHAKIN' GOING ON," Jerry Lee Lewis attacking the piano.

LIP

Got any family, Doc?

DR. SHIRLEY

Not really.

LIP

Not really? Either you do or you don't.

DR. SHIRLEY

It's a long story, Tony.

LIP

What, we're in a rush now?

Shirley takes a BEAT, reluctantly opens up.

(CONTINUED)

CONTINUED:

DR. SHIRLEY

I have a brother somewhere. We used to get together once in a while...but it got more and more difficult to keep in touch. That's the curse of being a musician--you're always on the road, like a carnival worker, or a criminal.

(beat)

It took a toll on my marriage as well.

Lip glances in the rear-view mirror.

LIP

You're married?

DR. SHIRLEY

Was.

They drive for a moment.

DR. SHIRLEY (CONT'D)

June was a good person--terrible grammar, but a kind soul.

Unfortunately, I didn't have the constitution to do a husband act as well as a concert pianist act. I couldn't balance both worlds.

EXT. ROAD - KENTUCKY FRIED CHICKEN - DAY - LATER

ANGLE ON Kentucky Fried Chicken sign, then we...PAN to the Caddy approaching.

INT. CADDY - CONTINUOUS

Lip sits up, excited.

LIP

Kentucky Fried Chicken... in
Kentucky! When's that ever gonna
happen?!

EXT. KENTUCKY FRIED CHICKEN - DAY - CONTINUOUS

The Cadillac pulls into the parking lot.

INT. CADILLAC - DAY - CONTINUOUS

Lip looks over the seat-back.

LIP

What do you want?

(CONTINUED)

CONTINUED:

DR. SHIRLEY
I'm fine. Thank you.

SMASH CUT TO:

INT. CADILLAC - DAY

They're back on the road, a bucket of Kentucky Fried Chicken in the front seat next to Lip. He wolfs down a chicken leg as he drives.

LIP
This might be the best Kentucky Fried Chicken I ever had. But I guess it's fresher down here, right?

Dr. Shirley shrugs.

DR. SHIRLEY
I don't think I've ever met anyone with your appetite.

LIP
No, I bought the bucket so you could have some.

DR. SHIRLEY
I've never had fried chicken in my life.

LIP
Who you bullshittin'? You people love the fried chicken, the grits, the colored greens...I love it, too. The negro cooks used to make it when I was in the army.

DR. SHIRLEY
You have a very narrow assessment of me, Tony.

LIP
(pleased)
Yeah, I'm good, right?

DR. SHIRLEY
What? No. No, you're not good, you're bad. I'm saying, just because other negro people listen to a certain kind of music doesn't mean I have to. Nor do we all have to eat the same food.

(CONTINUED)

CONTINUED:

Lip looks at Shirley in the mirror.

LIP (CONT'D)
Whoa, wait a minute. If you said all guineas like pizza and spaghetti and meatballs, I'm not gonna get insulted.

DR. SHIRLEY
You're missing the point. For you to make the assumption that--

LIP
Doc, you want some or not?

Lip holds up the bucket.

DR. SHIRLEY
No.

Lip takes another big, juicy bite.

LIP
Tell me that don't smell good?

DR. SHIRLEY
It smells okay, but I don't want to get grease on my blanket.

LIP
Oooh, I'm gonna get grease on my blankie--have a piece. It ain't gonna kill ya.

Lip takes a piece of chicken, holds it out to Shirley.

LIP (CONT'D)
Just grab it and eat it!

DR. SHIRLEY
No.

LIP
I'm gonna throw it in the back seat.

DR. SHIRLEY
Don't you dare!

LIP
Then you better take it.

(CONTINUED)

CONTINUED: (2)

DR. SHIRLEY

How? Do you even have utensils?
Plates?

LIP

Bah fongool! Eat it with your hands,
that's how you're supposed to.

DR. SHIRLEY

I can't do that.

LIP

I swear I'm gonna throw it!

Shirley reluctantly takes the chicken.

DR. SHIRLEY

I... I really can't do this.

LIP

Eat the goddamn thing.

Shirley takes a bite. Lip can see he's enjoying it.

LIP (CONT'D)

What, no good?

Very good.

DR. SHIRLEY

I just... this seems so... so
unsanitary.

LIP

'Gives a shit?! Relax and enjoy it.
My father always says, whatever you
do, do it hundred percent. When you
work, work, when you laugh, laugh,
when you eat, eat like it's your
last meal.

Shirley is clearly enjoying the chicken.

LIP (CONT'D)

Want another piece? Have a leg!

Lip hands Shirley a leg.

DR. SHIRLEY

What do we do about the bones?

LIP

We do this.

(CONTINUED)

CONTINUED: (3)

Lip throws his bones out the window. After a BEAT, Shirley rolls down his window and does the same. They smile at one another for the first time. Then Lip finishes his Coke and TOSSES THE CUP OUT THE WINDOW. As Shirley loses his smile, we:

CUT TO:

SAME SCENE - MOMENTS LATER

The Caddy is backing up in the breakdown lane. It stops next to the DISCARDED CUP, Lip's door opens, he picks it up, and they drive on.

CUT TO:

EXT. DOWNTOWN LOUISVILLE MOTEL - EARLY EVENING

The Caddy pulls up in front of a RUN-DOWN MOTEL with a "FOR COLORED ONLY" sign. Low-end, one-level on the edge of downtown. Nothing like the upscale hotels they've been staying in.

Lip behind the wheel, READING THE GREEN BOOK; Shirley in the backseat.

LIP

This can't be it. Says right here...

(points to Green Book)

...cozy as your own home... This place looks like my ass.

DR. SHIRLEY

This is the place.

The guys get out of the car. Lip takes Shirley's bag out of the trunk.

LIP

If you need anything, I'll be up the street at the Easton Inn. So...see you tomorrow.

Dr. Shirley takes his bag, walks up the rickety front steps.

DISSOLVE TO:

EXT. DOWNTOWN LOUISVILLE MOTEL - EVENING - LATER

MUSIC from a transistor radio. BLACK FAMILIES sit at tables outside the motel.

(CONTINUED)

CONTINUED:

Shirley, smartly dressed in a DINNER JACKET, sits away from everyone on the ramshackle porch nursing a glass of CUTTY SARK.

SHIRLEY'S POV - The families are eating, drinking, enjoying the night. CHILDREN run around, playing games, having fun.

THREE MEN are setting up a game of HORSESHOES in the yard. One of the MEN calls to Shirley.

MAN #1

Hey, fancy-pants, you wanna play?

DR. SHIRLEY

Um... no, thank you.

MAN #2

Come on, we short a man!

Shirley shifts in his chair, uncomfortable.

DR. SHIRLEY

I... I'd rather not.

MAN #1

What, you too high and mighty?

MAN #3

He's just afraid of getting that butler uniform all dusty!

The men LAUGH.

DR. SHIRLEY

I'm just... I'm on my way out to meet a friend.

Shirley drains his scotch, stands, and WALKS INTO THE NIGHT.

INT. LIP'S HOTEL ROOM - NIGHT

CLOSE ON BEDSIDE TABLE where we see a wallet, a pack of smokes, and, surprisingly, the JADE ROCK that we thought Lip had returned.

PULL BACK to reveal Lip, in boxers, sitting up in bed, flipping through the GREEN BOOK.

He puts the book aside a moment, opens a pizza box on the bed beside him. He takes out the ENTIRE UNCUT PIZZA, FOLDS IT IN HALF AND TAKES A BITE.

(CONTINUED)

CONTINUED:

He goes back to the book. CLOSE ON the cover - Up top it says Negro Motorist Green Book. Down below reads: "*For vacation without aggravation.*"

LIP
(reading to himself)
Vacation without aggravation...
vaffangool.

He flips through the book. CLOSE ON A PAGE - It reads: "*Assured Protection for the Negro Traveler.*" Below it there's an ad for "Gerald's Restaurant in Buffalo, New York - *Delightful Dinners for Particular People -- open 24 hours.*"

Lip turns to another page. CLOSE ON PAGE - A photo of Mrs. Ressie Harris, the owner of Quinn's Hotel - "*The most fabulous hotel for colored.*"

There's an URGENT KNOCK ON THE DOOR.

GEORGE (O.S.)
Tony, it's George! Wake up! Hurry
up!

Lip gets up, opens the door. It's George, sweating and out of breath.

GEORGE (CONT'D)
Dr. Shirley's in trouble.

EXT. STREET - NIGHT

George and Lip hustle down the street.

GEORGE
(panicked)
I went out for a drink, I walk into
this bar, and there's Shirley
getting bounced around! I didn't
want to leave him, but I didn't
know what to do!

INT. DIVE BAR - NIGHT

A shit-hole. Drunken REDNECKS surround an EVEN DRUNKER Shirley. LAUGHING as they shove him, smack him around.

LIP (O.S.)
Get your hands off him!

The Rednecks stop their fun. Bar goes quiet. They turn toward Lip and George.

(CONTINUED)

CONTINUED:

REDNECK #1

What the good goddamn we got here,
fellas?

LIP

Hand him over, we walk out, won't
be a problem.

REDNECK #1

Already is a problem, Mister.

DR. SHIRLEY

(slurring)

I just came in for a drink.

REDNECK #1

You come in here for a drink? Then
you must be tired of livin', boy.

LIP

I told you, hand him over, we'll
leave.

Redneck #2 roughly rubs Dr. Shirley's head.

REDNECK #2

He ain't going nowhere, we need
this brillo pad to wash them dishes
with...

LIP

Hey, do yourself a favor and let
him go. Now.

TENSE BEAT.

REDNECK #1

Say it nice.

LIP

I just said it nice.

The Bumpkins spread out, advance a step. REDNECK #1 pulls out
a BUCK KNIFE.

REDNECK #1

This boy's gonna get what's coming
to him, and you ain't got no say!

Lip calmly reaches behind his back, under his suit jacket.

(CONTINUED)

CONTINUED: (2)

LIP

Maybe. But, whatever happens, I'm gonna put a bullet right in the middle of that thick skull of yours.

BEAT.

REDNECK #2

He ain't got no gun, Ray. Let's get him. He's fulla shit.

REDNECK #3

What if he ain't?

Redneck #1 tries to read Lip's face... impossible. Lip can stare down an army.

MAN'S VOICE (O.S.)

Well, I sure ain't.

ANGLE ON - THE BARKEEP, 60s, holding a shotgun, pointing it directly at Lip and George.

BARKEEP

And I won't be having none of this come to pass in my place. Let the spook go. I want these Yanks off my property.

After a BEAT, the Rednecks reluctantly open a path for Shirley. Shirley staggers toward Lip and collapses against him. Lip motions for George to exit, then Lip throws Shirley over his shoulder and backs out the door, his eyes peeled for trouble.

EXT. DOWNTOWN LOUISVILLE MOTEL - NIGHT - LATER

An irate Lip walks an inebriated Shirley through the parking lot of the motel.

LIP

What the hell's wrong with you?!
You go in there alone?

An unsteady Shirley leans against a car.

DR. SHIRLEY

(still slurry)
I apologize for putting you in that position, Tony.

(CONTINUED)

CONTINUED:

LIP

I don't understand you, Doc, honest to God. Why couldn't you just drink here--you got a whole bottle?

DR. SHIRLEY

I needed some air.

LIP

Air?! Don't you know where you are?

Shirley looks at him oddly.

DR. SHIRLEY

Does the geography really matter?

LIP

What?

DR. SHIRLEY

If I walked into a bar in your neighborhood, would this conversation be any different?

Lip dodges the question.

LIP

From now on you don't go nowhere without me. Nowhere!

DR. SHIRLEY

Tony...Do you really have a gun?

LIP

'Course not. Now get some rest. You got a big show tomorrow night. Now where's your room doc?

Shirley points, Lip helps Doc to his room.

CUT TO:

INT. LOUISVILLE CONCERT HALL - NIGHT

Lip stands off to the side as an ALL-WHITE AUDIENCE watches the Don Shirley Trio give a magnificent performance of their hit, "LULLABY OF BIRDLAND." When they finish, the crowd ERUPTS in a STANDING OVATION.

DR. SHIRLEY

Thank you, Louisville, for your warm hospitality!

EXT. COUNTRY ROAD - NORTH CAROLINA - DAY

Shirley's Cadillac passes a BILLBOARD that reads: "WELCOME TO RALEIGH - HOME OF THE N.C. STATE UNIVERSITY WOLFPACK".

INT. CADILLAC - NORTH CAROLINA - DAY

Lip and Shirley drive along looking through bug-smearred windows. *Miles and miles of SWEET POTATO fields.*

LIP

(struggling; slow)

"Betty bought... a bit of buttah...
but she found the buttah bittah..."

DR. SHIRLEY

Not buttah... butter. Say the "er."

LIP

Er.

DR. SHIRLEY

"So Betty bought a bit of better
butter to make the bitter butter
better..."

LIP

"So Betty bit a buttah..."

DR. SHIRLEY

Don't be lazy--enunciate. "So Betty
bought a bit of better butter..."

LIP

"So, Betty bit a better buttah--"
this is bullshit.

DR. SHIRLEY

No, you need to start somewhere.
Athletes stretch to warm up before
an event. A singer does vocal
exercises. These drills will
strengthen your speech muscles.

WE HEAR A NASTY "PING" FROM THE ENGINE O.S. STEAM rises from under the hood, splashes against the windshield.

EXT. COUNTRY ROAD - NORTH CAROLINA - DAY

The Caddy pulls over and Lip steps out into the blazing sun. Heat waves ripple off the scalding asphalt. Lip removes his jacket, tosses it onto the front seat. He rolls up his sleeves, lifts the heavy Cadillac hood.

(CONTINUED)

CONTINUED:

Shirley rolls down the back window, observes dozens of BLACK WORKERS laboring in the sun.

Men, women, children, bent to the waist, filling woven baskets with sweet potatoes.

Shirley steps out of the Cadillac, walks to the front of the car where Lip is thigh-deep under the hood.

While Shirley leans on the fender, Lip walks to the trunk, pulls out a jug of water and a rag. He goes back to the engine, opens the hot radiator cap, pours the water in.

Dr. Shirley wipes the sweat beads off his forehead with his suit-pocket handkerchief, looks out onto the fields.

One by one the Pickers STAND UP and STARE BACK AT HIM *from BOTH sides of the road. They've never seen a black man like him before.*

Lip crawls out from under the hood, wipes his hands with a cloth. He notices the Pickers staring at Shirley.

Lip SLAMS the hood, gets in the car. Shirley takes a reflective BEAT... follows.

CUT TO:

ESTABLISHING SHOT - NORTH CAROLINA PLANTATION - LATE DAY

CLOSE ON a stuffed-shirt, MORGAN ANDERSON, 50s, standing on the veranda.

MORGAN ANDERSON

Ladies and gentlemen, our very special guest from the far north... Don Shirley!

APPLAUSE. PULL BACK TO REVEAL an elite Southern crowd surrounding him. CLASSICAL MUSIC drifts from the stereo inside. BLACK WAITERS carry trays filled with champagne and hors d'oeuvres.

ANGLE ON a wide-eyed Lip standing with Shirley, Oleg, and George.

MORGAN ANDERSON (CONT'D)

Accompanying Mr. Shirley, the members of his trio...
(reading a small program)
Oleg Malakhov, George Dyer, and his associate, Tony Vallla...
Valleg...Valle...

(CONTINUED)

CONTINUED:

Shirley, embarrassed, shoots Lip a vague *I-told-you-so* look. Lip shrugs, he's not helping.

MORGAN ANDERSON (CONT'D)
Valley...lohnja.

Lip smirks as the PARTYGOERS CLAP. Afterwards, Anderson turns back to Oleg and George.

MORGAN ANDERSON (CONT'D)
Gentlemen, if you don't mind, I'm going to steal Donnie away for some introductions.

As Anderson walks Shirley into the house, Oleg and George grab glasses of sugared bourbon and mingle. Lip looks around, takes it all in. A WAITER approaches with a tray.

LIP
What's this?

WAITER
Pimiento-cheese sandwich, sir.

Lip takes one off the tray, tries it.

LIP
Oof.

Lip SPITS INTO A NAPKIN, plops the BALLED-UP NAPKIN ON THE TRAY.

SMASH CUT:

INT. PLANTATION - DINING ROOM - NIGHT - LATER

Guests sit around an immense dining table. Lip sits between the Well-Coiffed Woman and an Elderly Woman. Dr. Shirley sits in the seat of honor to the right of Mr. Anderson, at the head of the table.

White-gloved BLACK WAITERS place sterling-silver-covered platters down the length of the table.

MORGAN ANDERSON
Earlier this week, we asked our help what Mr. Shirley might like for supper. So the boys in the kitchen whipped up a special menu in honor of our guest.

They lift the platter covers, revealing: *Corn on the cob, baked beans, collard greens, grits, and the main course...*

(CONTINUED)

CONTINUED:

FRIED CHICKEN...

Lip shoots Dr. Shirley a look... See?

MORGAN ANDERSON (CONT'D)
Don, I do hope you enjoy it! Dig
in, everyone!

Shirley nods and bites his tongue as a Waiter piles fried chicken onto his plate.

WE HEAR THE BEAUTIFUL CHORDS OF "WATER BOY" as...

INT. NORTH CAROLINA PLANTATION - BALLROOM - LATER THAT NIGHT

The Don Shirley Trio gives a magnificent performance of their biggest hit. As Shirley finishes the song, the room ERUPTS in APPLAUSE. Dr. Shirley bows.

DR. SHIRLEY
Thank you...thank you. We will
return after a brief intermission.

INT. NORTH CAROLINA PLANTATION - HALLWAY - MOMENTS LATER

Shirley walks down the hall. He sees a bathroom and starts to ENTER.

MORGAN ANDERSON (O.S.)
Excuse me, Don!

Shirley turns to see Anderson coming down the hall.

MORGAN ANDERSON (CONT'D)
Lovely work in there!

DR. SHIRLEY
Thank you.

MORGAN ANDERSON
Are you looking for the commode?
Here, let me help you.

He leads Shirley to a back door, opens it.

MORGAN ANDERSON (CONT'D)
It's right out there 'fore the
pines.

Shirley looks out, sees an old OUTHOUSE at the edge of the woods.

DR. SHIRLEY
I'd rather not use that.

(CONTINUED)

CONTINUED:

MORGAN ANDERSON

Don't be silly, Don. It looks a lot worse from the outside.

DR. SHIRLEY

I understand. But I'm not going in there.

There's an awkward standoff.

DR. SHIRLEY (CONT'D)

I could go back and use the facilities at my motel, but... that's going to take at least a half an hour.

Anderson considers this for a BEAT, then gives a friendly smile.

MORGAN ANDERSON

We don't mind waitin'.

SMASH CUT TO:

QUICK SHOT OF THE CADDY WHIPPING DOWN A COUNTRY ROAD.

INT. CADILLAC - NIGHT - SAME

Shirley stews in the back seat.

LIP

Why don't I just pull over--you can piss in the woods?

DR. SHIRLEY

Animals go in the woods.

LIP

But it's twenty minutes if we go back to your motel.

DR. SHIRLEY

So let's just get there so I can go back and finish the show.

LIP

Ayyyyy. See, that's the difference between you and me. I'd have zero problem goin' in the woods.

DR. SHIRLEY

I'm aware.

(CONTINUED)

CONTINUED:

Lip glances in the mirror.

LIP

Why you sore at me? I don't make
the rules down here.

DR. SHIRLEY

No? Who does?

Lip gets the subtext.

LIP

Ay are you sayin' that just 'cause
I'm white and they're white?
That's a very prejudice thing you
just said there, a very prejudice
thing. I got more in common with
the hymies at Second Avenue Deli
than I got with these hillbilly
pricks down here.

DR. SHIRLEY

Eyes on the road.

LIP

You know, you always say that when
you don't like what I'm saying.

DR. SHIRLEY

Eyes on the road.

CUT TO:

EXT. NORTH CAROLINA PLANTATION - NIGHT - LATER

Show's over, GUESTS are departing. As Dr. Shirley accepts
congratulations out on the steps, Lip stands by the Cadillac,
smoking with George.

LIP

How does he smile and shake their
hands like that? If they tried to
pull that outhouse shit with me,
I'd piss right on their dining room
floor.

GEORGE

Don't do that...

Oleg hears this, approaches.

OLEG

We have many concert dates left.

(CONTINUED)

CONTINUED:

LIP

Yeah...?

OLEG

You realize we are contractually obliged to play them?

LIP

Of course I do. If he don't play 'em, I don't get paid. What's your point?

Oleg lights a butt.

OLEG

Ugly circumstances are going to happen again... so control yourself.

Lip kicks his cigarette out in the dirt.

LIP

Don't lecture me, you rat.

OLEG

Dr. Shirley could've stayed up north getting rear-end kissed at Park Avenue parties for three times money, but he asked for this.

LIP

Why?

Oleg takes a pull off his cigarette, walks away.

CUT TO:

EXT. STUCKEY'S RESTAURANT - SOUTH CAROLINA - DAY

Lip and Dr. Shirley sit at a table outside. Lip eats potato chips as he WORKS ON A LETTER. Shirley can see that he's struggling.

DR. SHIRLEY

What on God's green earth are you doing?

LIP

A letter.

DR. SHIRLEY

Looks more like a piecemeal ransom note.

(CONTINUED)

CONTINUED:

Shirley holds his hand out.

DR. SHIRLEY (CONT'D)

May I?

Lip reluctantly hands him the letter.

DR. SHIRLEY (CONT'D)

(reading aloud)

"Dear, Dolores--I'm meeting all the highly leading citizens of the town, people who use big words, all of them, but you know me, I get by, I'm a good bullshitter."

(to Lip)

Two "t"s in "bullshitter."

(continues reading)

"As I'm writing this letter, I'm eating potato chips and I'm starting to get thirsty. I washed my socks last night and dried them on the TV. I should have brung the iron."

(to Lip)

You know this is pathetic, right?

Lip shrugs, embarrassed.

DR. SHIRLEY (CONT'D)

Tell me what you're trying to say.

Lip looks up.

LIP

(embarrassed)

I don't know. Just... you know, how I miss her and shit.

DR. SHIRLEY

Then tell her that. But try to say it in a manner that no one has ever said it.

LIP

Shit...

DR. SHIRLEY

And without profanity.

Shirley gives the letter back to Lip, then starts to pace.

(CONTINUED)

CONTINUED: (2)

DR. SHIRLEY (CONT'D)
Put this down. "Dolores, when I think of you, I'm reminded of the beautiful plains of Iowa."

Lip stares at him.

DR. SHIRLEY (CONT'D)
Put it down.

Lip starts to write.

LIP
(repeating)
"When-I-think-of-you-I'm-reminded-of-the-beautiful..."

Lip looks up.

DR. SHIRLEY
Plains of Iowa.

LIP
What planes?

DR. SHIRLEY
The plains. P-L-A-I-N-S. Those big fields we saw.

LIP
Oh, those were nice.
(writing)
"...plains of Iowa--which is what they call big fields around here."

DR. SHIRLEY
(annoyed)
Tony, no expounding.

Lip looks up, confused.

LIP
No what?

DR. SHIRLEY
Just write what I say.

Shirley keeps pacing as he thinks.

DR. SHIRLEY (CONT'D)
"The distance between us is breaking my spirit... My time and experiences without you are meaningless to me."

(CONTINUED)

CONTINUED: (3)

Lip writes feverishly to keep up.

LIP
(repeating)
"...Are meaningless to me."

Lip starts to write again.

DR. SHIRLEY
Now this... "Falling in love with
you was the easiest thing I have
ever done."

Eyes glued to the page, Lip SCRIBBLES AWAY FURIOUSLY.

LIP
"Falling in love with you was the
easiest thing..."
(looks up, smiling)
This is very fucking romantic.

As Lip continues writing, we go...

INT. LIP'S APARTMENT - LIVING ROOM - NIGHT

Dolores sits on the couch reading the letter, the kids asleep
next to her... In her head, she HEARS LIP'S VOICE.

LIP (V.O.)
*Nothing matters but you. I am the
luckiest man alive, and every
moment I am without you, I realize
this.*

Dolores can barely believe the poetry pouring out of her
husband.

LIP (V.O.)
*I loved you the day I met you, I
love you today...*

Dolores is PRACTICALLY IN TEARS and we go...

BACK ON SHIRLEY AS HE FINISHES DICTATING THE WORDS.

DR. SHIRLEY
Is it okay if I say, "P.S., kiss
the kids"?

Shirley breaks from his trance.

DR. SHIRLEY (CONT'D)
A P.S.?

(CONTINUED)

CONTINUED:

LIP
Yeah, at the end.

DR. SHIRLEY
That's like clanging a cowbell at
the end of Shostakovich's 7th.

Lip nods as if he knows what Shirley's talking about.

LIP
(hopeful)
So it's okay?

Dr. Shirley can't say no to the child in front of him.

DR. SHIRLEY
It's perfect, Tony.

Lip smiles and writes...

CUT TO:

EXT. MACON, GEORGIA - DAY

Lip and Shirley walk down the street. They pass by a MEN'S CLOTHING STORE and Shirley stops to look in the window.

ANGLE ON STORE WINDOW -- a WHITE MANNEQUIN dons a high-end British-style suit and vest.

LIP
That guy looks just like you, Doc.

DR. SHIRLEY
He does?

LIP
(realizing)
Size-wise.

Shirley studies the suit, considering it.

LIP (CONT'D)
Go in and try it on. What, you
always gotta wear a tux on stage?
Mix it up a little.

INT. MEN'S CLOTHING STORE - DAY - MOMENTS LATER

As Lip and Shirley ENTER, a couple BUSINESSMEN are trying on suits. A TAILOR approaches Lip.

TAILOR
May I help you, sir?

(CONTINUED)

CONTINUED:

LIP

We want to try on that suit in the window.

TAILOR

Of course.

The Tailor pulls a suit off the rack, hands it to Lip.

TAILOR (CONT'D)

Dressing room's in the back, sir.

Lip hands Shirley the suit.

DR. SHIRLEY

Thanks. I'll just be a moment.

LIP

Take your time. I'll check out some ties for ya.

The Tailor REACTS, follows Shirley toward the dressing room.

TAILOR

Uh, excuse me, you're not allowed to try that on.

DR. SHIRLEY

I beg your pardon?

The Tailor takes the suit from him.

TAILOR

If you would like to purchase it first, we'll be happy to tailor it to your needs.

Shirley stares at him a moment, gets it, and heads for the door.

ANGLE ON Lip at the tie rack, watching all this. Frustrated, he glares at the Tailor and follows Shirley out.

CUT TO:

INT. CAPITOL THEATRE - NIGHT - SAME

The Don Shirley Trio is in top form as they finish playing a spirited rendition of BLUE SKIES. The song reaches a crescendo, the crowd BURST INTO APPLAUSE, and we

CUT TO:

INT. LIP'S HOTEL ROOM - NIGHT

Lip's in the BATHROOM washing his socks in the sink. WE HEAR ALFRED HITCHCOCK PRESENTS coming from the O.S. TELEVISION. THE PHONE RINGS O.S.

Lip goes to the bed, passing the television. WE SEE black socks hanging on the rabbit ears antenna and some underwear drying on the vents of the TV. Lip answers the phone.

LIP

Yeah...

EXT. MACON YMCA - NIGHT

Lip enters the YMCA.

INT. MACON YMCA - POOL AREA - MOMENTS LATER

Lip approaches POLICEMAN #1 standing beside a swimming pool.

LIP

I got a call about Dr. Shirley.

POLICEMAN #1

Come on...

Lip follows the Policeman.

INT. MACON YMCA - LOCKER ROOM/STEAM ROOM - NIGHT

Policeman #1 enters the locker room followed by Lip.

Dr. Shirley, BRUISED, is handcuffed, sitting on the floor, naked (also seen from the side). His skin still wet from the steam room and sweat. Next to him also naked and cuffed to the radiator, is a WHITE MAN.

Policeman #1 walks Lip over to POLICEMAN #2, African American.

POLICEMAN #1

This is him.

LIP

Can you give the guy a towel, for Chrissakes?

No one moves. Lip grabs a towel off a rack and throws it to Shirley, who covers himself as best he can.

POLICEMAN #2

You a lawyer?

(CONTINUED)

CONTINUED:

LIP

No.

POLICEMAN #2

Well you should call one. We're taking your Auntie in.

LIP

For what?

POLICEMAN #1

Manager caught him and the other guy...

The Cop motions to the Caucasian Man in cuffs.

Lip glances over at the dazed and humiliated Shirley.

LIP

Can't we get the cuffs off him, let him put his pants on?

POLICEMAN #1

Sure we can. But we ain't.

LIP

Look, we're out of here in the morning, you'll never see us again. There's gotta be a way to work this out.

(scrambling)

What if, uh, you let him go, and I give you something to thank you?

BEAT.

POLICEMAN #1

You bribing us?

LIP

No, no... a thank you.

POLICEMAN #1

What kind of thank you?

LIP

Like... a donation to the police force. To you guys. Whatever you want.

(thinks)

You like suits?

(MORE)

(CONTINUED)

CONTINUED: (2)

LIP (CONT'D)

I was walking through your nice town today, I saw a store that was selling suits. Nice suits.

The cops glance at one another.

LIP (CONT'D)

How about, as a thank you--a donation--I buy you guys each a suit? You get dressed up nice, take your wives out to dinner. Guys like you, you deserve it.

The two Policemen glance at each other.

SMASH CUT TO

EXT. MACON YMCA - NIGHT

Shirley trails Lip as they EXIT the YMCA and walk toward the parking lot. No one speaks. Then...

DR. SHIRLEY

(subdued)

They were wrong for the way they treated me, and you rewarded them.

We see that Shirley's eye is bruised, his lip slightly swollen.

LIP

I was hired to make sure you get from one show to the next. How I do it shouldn't matter to you.

DR. SHIRLEY

I just wish you hadn't paid them off.

LIP

I did what I had to do. You know, if this got out it would kill your career.

DR. SHIRLEY

Okay, Tony, quit your phony altruism and concern for my career.

LIP

What the hell does that mean?

(CONTINUED)

CONTINUED:

DR. SHIRLEY

You were only thinking about yourself back there, because you know if I miss a show, it comes out of your pocket.

LIP

Of course I don't want you to miss a show, you ungrateful bastard! You think I'm doing this for my health?! Tonight I saved your ass, so show a little appreciation. Besides, I told you never to go nowhere without me!

DR. SHIRLEY

(calmly)

I assumed you would want this to be the exception.

Lip gets in the car without opening Shirley's door. Shirley stands alone a moment, then opens his own door.

CUT TO:

EXT. HIGHWAY - NEXT DAY

The Cadillac drives past a WELCOME TO TENNESSEE sign.

CUT TO:

EXT. PEABODY HOTEL - MEMPHIS - FRONT ENTRANCE - DAY

Shirley's Cadillac pulls up. The windows are closed.

INT. CADILLAC - DAY - CONTINUOUS

Lip and Shirley sit for a moment. It's clear they haven't spoken for a while.

LIP

(re: bruises)

Should I try to find you some make-up or somethin' before the show?

DR. SHIRLEY

I'm fine.

LIP

You sure?

DR. SHIRLEY

I said I'm fine.

EXT. PEABODY HOTEL - DAY - CONTINUOUS

Lip gets out of the car, opens Shirley's door.

MAN'S VOICE (O.S.)

Tony Lip!

Lip turns to see TWO NEW YORK WISEGUYS standing out front waiting for their car. The mouth of the group is pug-nosed DOMINIC.

LIP

Dominic. The hell you doin' here?

WISEGUY #1

Brooklyn sent us down to take care of a few things.

He glances at Shirley, who's waiting by the hotel entrance.

DOMINIC

(in Italian)

Who's the eggplant?

CLOSE ON - Shirley, waiting for Lip by the hotel entrance.

LIP (O.S.)

(in Italian)

I'm working for him.

BACK TO LIP AND DOMINIC.

DOMINIC

(in Italian)

What'd you lose a bet?

One of the wiseguys LAUGHS.

DOMINIC (CONT'D)

(in Italian)

What's wrong with you? You need work, you come to me! I'll always find work for you. Matter of fact, I can use you this week. Gotta hit a few joints, straighten some people out--you'll make some real money.

LIP

(in Italian)

I'm making money.

(CONTINUED)

CONTINUED:

DOMINIC
(in Italian)
*Whatever he's paying you, I'll
double it.*

Lip glances at Shirley.

LIP
(in Italian)
*This isn't the place to talk about
it.*

DOMINIC
(in Italian)
*Meet me in the bar at eight o'clock
sharp. Forget this guy.*

CUT TO:

INT. PEABODY HOTEL - ROOM - NIGHT

A concerned-looking Don Shirley sits in front of the mirror in his room. He takes make-up from a SMALL KIT and dabs at his lip and bruised cheek.

CUT TO:

INT. PEABODY HOTEL - BAR - NIGHT

Dominic sits at the bar, having a drink. Wiseguy #1 enters, walks over to Dominic.

WISEGUY #1
I just called his room. He'll be
down in a minute.

INT. PEABODY HOTEL - HALLWAY - NIGHT

Lip comes out of his room, locks his door.

DR. SHIRLEY (O.S.)
Where are you going?

Lip turns to see Shirley behind him in the hallway.

LIP
Oh. Hey. Just... downstairs. For a
drink.

DR. SHIRLEY
(in Italian)
To meet your friend, Dominic?

(CONTINUED)

CONTINUED:

Lip is taken aback.

DR. SHIRLEY (CONT'D)
(in Italian)
*Before you decide whether or not to
take him up on the job offer, I
think we should have a word.*

Lip realizes that Shirley understood the earlier conversation.

DR. SHIRLEY (CONT'D)
(in English)
Tony, I think you're doing a
wonderful job.

Lip shrugs, not used to Shirley being so solicitous.

DR. SHIRLEY (CONT'D)
So I would like to formally offer
you the position of my road
manager. With the title comes more
responsibility and, of course,
there will be a raise in pay.

Lip thinks about it.

LIP
No, thanks.

Shirley nods, disappointed.

LIP (CONT'D)
You and me, we agreed on a hundred
and twenty-five a week, plus
expenses. That's our deal. I ain't
goin' nowhere, Doc. I'm just goin'
down to tell 'em.

A surprised Shirley watches Lip walk to the stairway.

DR. SHIRLEY
Tony...

Lip stops, looks to Shirley.

DR. SHIRLEY (CONT'D)
Sorry about last night.

Lip nods.

(CONTINUED)

CONTINUED: (2)

LIP

Don't sweat it. I been workin' nightclubs in the city my whole life...I know it's a complicated world.

As Lip heads downstairs, WE PUSH IN on Shirley.

CUT TO:

INT. PEABODY HOTEL - LOBBY - LATER THAT NIGHT

Dr. Shirley and Lip sit at a table in the lobby. Shirley pours them both a drink from a bottle of Cutty Sark.

LIP

So, how'd you learn how to play so good, Doc?

DR. SHIRLEY

My mother. She taught me how to play on an old spinet. Soon as I could walk, we'd travel around the Florida panhandle and I'd put on little shows in parishes and halls. A man who had seen me play arranged for me to study at the Leningrad Conservatory of Music.

LIP

So that's where they taught you all them songs you play?

DR. SHIRLEY

Actually, I was trained to play classical music. Brahms, Franz Liszt, Chopin--it's all I ever wanted to play.

(smile fades)

But I was persuaded by my record company to pursue a career in popular music instead. They told me audiences would never accept a black pianist on the classical stage. Wanted to turn me into just another "colored entertainer." You know, the guy who smokes while he's playing, who puts a glass of whisky on the piano and then gets mad when he's not respected like Arthur Rubinstein. Well, you don't see Arthur Rubenstein smoking and putting a drink on his piano.

(CONTINUED)

CONTINUED:

LIP

Personally, if you stuck to that classic stuff I think it would've been a big mistake.

DR. SHIRLEY

A mistake? Performing the music I trained my entire life to play?

LIP

Trained? What are you, a seal? Anyone can sound like Beethoven or Joe Pan or them other guys you said. But your music, what you do, only you can do, and nobody can train for that.

Shirley thinks about this.

DR. SHIRLEY

Thank you, Tony.

(beat)

But...not everyone can play Chopin...not the way I can.

CUT TO:

EXT. COUNTRY STORE - DAY

The weather has cooled. Lip sits on a bench SCRIBBLING while a bundled-up Shirley paces and WAXES POETIC.

DR. SHIRLEY

(dictating)

"...The trees have shed their leafy clothing and the colors have faded to grays and browns, but my heart bursts with reds and blues and greens from the love I hold inside for you..."

INT. LIP'S APARTMENT - NIGHT

Dolores reads the letter ALOUD to Louie's wife, Lynn, and Johnny's wife, Fran. In the b.g., we see the guys--Grandpas Nicola and Anthony, Louie, Rudy, Johnny--at the kitchen table PLAYING CARDS.

DOLORES

(reading aloud)

"It's getting colder as we travel, but the country is still beautiful.

(MORE)

(CONTINUED)

CONTINUED:

DOLORES (CONT'D)

I saw millions of trees, all dusted with snow, just like out of a fairy-tale..."

Lynn and Fran are enthralled.

LYNN

He's so expressive.

Dolores smiles proudly.

DOLORES

"We've only a few more shows before our Christmas concert in Birmingham, Alabama on the 23rd. I will count the hours, minutes, and seconds until you are in my arms. I love and miss you more than I can explain. Tony. P.S.--Kiss the kids."

CLOSE ON THE GUYS playing cards in the kitchen. They couldn't help overhearing Dolores.

LOUIE

Gotta admit, Lip's letters--they're not bad.

RUDY

Well, it's in the family. They say we had a great, great, great grandfather helped Da Vinci with the Sixteen Chapel.

JOHNNY

You mean Michelangelo.

RUDY

Right. And that's a true story, right, Pop?

JOHNNY

What the hell's that got to do with writin' letters?

RUDY

I'm just sayin', we're an arty family.

Frances yells to John.

FRANCES

John, I want a letter.

(CONTINUED)

CONTINUED: (2)

JOHNNY

Yeah, soon as you make a meal...

As the guys CHUCKLE, Shirley's song "THE LONESOME ROAD" begins PLAYING, and we go to...

A MONTAGE OF THE NEXT COUPLE WEEKS...

--Shirley's Cadillac barrels down a southern highway. The bare trees along the road show SIGNS OF THE COMING WINTER.

--THE DON SHIRLEY TRIO PERFORMING AT A MEDIUM-SIZE CONCERT HALL.

--LIP AND SHIRLEY'S CAR STOPPED AT A LIGHT.

A car pulls up next to them. The COUPLE inside, 30s, start to stir, as they notice that Lip, a white man, is chauffeuring a black man. The couple gawks rudely at them. Lip looks over, smiles, and FLIPS THEM THE BIRD.

DR. SHIRLEY

(admonishing)

Tony...

As they drive off, we ANGLE ON Shirley, who cracks a tiny smile.

--SHIRLEY'S CADILLAC DRIVES THROUGH A RURAL LANDSCAPE DUSTED WITH SNOW.

--DOLORES AND THE KIDS DECORATE A CHRISTMAS TREE. SHE PLUGS IT IN, THE TREE LIGHTS UP.

--A MAN IN A WHITE TUXEDO INTRODUCES DON SHIRLEY TO A SMALL GATHERING.

TUXEDO MAN

Let's give a fine Louisiana welcome
to Don Shirley and the Don Shirley
Trio!

The GROUP gives him rousing APPLAUSE.

CUT TO:

EXT. MISSISSIPPI ROAD - NIGHT

Rain pounds the pavement, THUNDER. The Cadillac's HEADLIGHTS fight to cut through the darkness.

INT. CADILLAC - NIGHT

THE TORRENTIAL RAIN HAMMERS THE ROOF OF THE CAR. Visibility is zero, the wipers aren't helping. Frustrated, Lip wipes the windshield with his hand.

LIP
Your mother's ass...

Through the rear window, *A PAIR OF HEADLIGHTS.* Shirley looks back. *THE CAR FOLLOWS THEM.*

LIP STEPS ON IT. THE LIGHTS FROM THE TAILING VEHICLE GET CLOSER AND BRIGHTER, ILLUMINATING THE BACKSEAT.

LIP FLIPS UP THE REAR-VIEW TO CUT THE GLARE.

LIP (CONT'D)
'Hell's this guy doin'?

SUDDENLY RED LIGHTS FLASH.

EXT. MISSISSIPPI ROAD - CONTINUOUS - NIGHT

STEADY RAIN... Shirley's Cadillac pulls over, stops. The Highway Patrol Car tucks in close behind them.

TWO HIGHWAY PATROLMEN *IN RAIN GEAR* exit their cruiser, approach Shirley's Cadillac, shine FLASHLIGHTS into it.

INT. CADILLAC - CONTINUOUS - NIGHT

PATROLMAN #1's flashlight beams through the driver's window, almost blinding Lip. A tap on the window. Lip opens it.

PATROLMAN #1
License and papers?

LIP
Glad to see you guys. I'm a little lost.

Lip hands Patrolman #1 his papers.

ANGLE ON Shirley sitting quietly in the back as PATROLMAN #2, 20s, fresh-faced, shines his flashlight through the window.

PATROLMAN #1
(to Lip)
Step out of the car.

LIP
In the rain? What I do?

(CONTINUED)

CONTINUED:

PATROLMAN #1
Out of the car.

Patrolman #1 opens the door, Lip gets out.

Lip stands in the dark, muddy road, the red police lights flickering off his drenched face.

PATROLMAN #1 (CONT'D)
Why you on this road?

LIP
I told you, I had to detour and I'm lost. We're not from around here.

PATROLMAN #1
No, you ain't. So I'm gonna ask you again... what the hell you doin' out here?
(glances at Shirley)
And why you driving him?

Patrolman #2 keeps the light shined on Dr. Shirley.

LIP
He's my boss.

The Patrolmen look at one another.

PATROLMAN #1
He can't be out here at night. This is a sundown town.

LIP
What's that mean?

PATROLMAN #1
(to Patrolman #2)
Get him out of the car. Check his I.D.

LIP
Come on, it's pouring.

The young Patrolman looks to his senior partner.

PATROLMAN #2
I can just get it through the window.

PATROLMAN #1
Get him out the goddamn car!

(CONTINUED)

CONTINUED: (2)

Patrolman #2 opens Shirley's door.

PATROLMAN #2

Out.

Shirley gets out in the rain. Patrolman #1 studies Lip's license.

PATROLMAN #1

What's this last name say?

LIP

Vallelonga.

PATROLMAN #1

'Hell kind of name is that?

LIP

Italian.

PATROLMAN #1

Oh, now I get it. That's why you driving this boy around... you half a nigger yourself.

LIP SLAMS PATROLMAN #1 WITH AN UPPERCUT, DROPPING HIM LIKE A STONE.

PATROLMAN #2 PULLS HIS REVOLVER ON LIP.

POLICEMAN #2

(shaking)

Hands in the air, now!

CUT TO:

INT. MAYERSVILLE, MISSISSIPPI POLICE STATION - NIGHT

Lip sits on a concrete slab in a small cell. Shirley peers through the bars out at Patrolmen #1, #2, and the grizzled POLICE CHIEF, 50s.

DR. SHIRLEY

Excuse me!

(no response)

Excuse me, sirs. I quite understand why my associate is being held, but what exactly am I being charged with?

Not a glance in his direction.

(CONTINUED)

CONTINUED:

DR. SHIRLEY (CONT'D)

You seem like reasonable men--can you let me out so we might discuss the situation please?

PATROLMAN #1

Put the apple butter away, boy--you ain't goin' nowhere no time soon.

Dr. Shirley's demeanor hardens.

DR. SHIRLEY

You cannot hold me without cause!

PATROLMAN #1

I got cause. 'Cause you let the sun set on your black ass!

The Chief LAUGHS.

DR. SHIRLEY

I want to speak to a lawyer, I want my phone call! This is a flagrant violation of my rights! I demand my phone call immediately!

The younger officer looks to the Chief, uncomfortable.

PATROLMAN #2

He does have...rights.

The Chief glares at him. Finally, the Chief looks at Patrolman #1.

POLICE CHIEF

Give the negra his goddamn call.

Reluctantly, Patrolman #1 goes to the cell, unlocks it, walks Shirley to a side office.

The cop picks up the phone, holds it out to Shirley.

PATROLMAN #1

You know a lawyer? Call him.

As the cop steps away, Shirley pulls a SMALL BLACK BOOK out of his jacket pocket, flips to a page, DIALS...

SMASH CUT TO:

INT. JAIL CELL - NIGHT - LATER

Lip sits on the floor, stone-faced. Shirley paces the room, increasingly annoyed.

DR. SHIRLEY

As my mother always said, "What kind of brand new fool are you?!"

Lip doesn't respond.

DR. SHIRLEY (CONT'D)

Look out there, Tony. Take a good look at the officer you hit.

Lip doesn't move.

DR. SHIRLEY (CONT'D)

Look at him.

Lip raises his eyes.

HIS POV - Patrolman #1 is sitting in the bullpen, drinking coffee, horsing around with the other cops.

DR. SHIRLEY (CONT'D)

He's having a grand old time, chatting up his pals, having a nice cup of coffee. And where are you? In here. With me. Who did nothing. Yet I'm the one who's paying the price. I'm the one who's going to miss the Birmingham show.

LIP

Hey, I'm losin' a lot of money, too, if you don't play Birmingham.

Shirley steps in front of Lip.

DR. SHIRLEY

So your little temper tantrum...was it worth it?

(beat)

You don't win with violence, Tony, you win when you maintain your dignity. Dignity always prevails. And tonight, because of you, we did not.

The station PHONE RINGS and Patrolman #2 answers.

PATROLMAN #2

Mayersville Po-lice.

(CONTINUED)

CONTINUED:

The young cop STRAIGHTENS UP, color draining from his face.

PATROLMAN #2 (CONT'D)
 (into phone)
 No, sir. Not me, sir. Yes, sir,
 he's right here, sir.

He holds the phone out to the Chief.

POLICE CHIEF
 What?

The rookie is too stunned to speak. Finally, the Chief grabs the phone.

POLICE CHIEF (CONT'D)
 Chief Pratt--who's this?
 (beat)
 Bull-oney.

Patrolman #2 waves frantically and the Chief starts to sweat. He stands, starts to pace.

POLICE CHIEF (CONT'D)
 Okay, yes, now I hear it, Governor.
 I'm sorry. Yes, of course I
 recognize your voice.
 (shrinking)
 I-I'm sorry, you sayin' the boy we
 got locked up called who, sir?
 (beat)
 And he called you?

The rattled Chief glances at Shirley and Lip--who the hell are these guys? We HEAR the O.S. Governor SCREAMING AT HIM over the phone.

POLICE CHIEF (CONT'D)
 But an officer was assaulted in the
 line of...
 (backing down)
 No, no, I don't want no National
 Guard down here, neither, sir.
 (wilting)
 Yes, Governor, immediately. And
 good night to you and the missus.

The Chief hangs up, turns to Patrolman #1.

POLICE CHIEF (CONT'D)
 Let 'em go.

PATROLMAN #1
What?!

(CONTINUED)

CONTINUED: (2)

POLICE CHIEF
Cut 'em loose, goddamnit!

ANGLE ON SHIRLEY and a STUNNED LIP watching all this.

PATROLMAN #1 (O.S.)
But that dago-wop hit me!

POLICE CHIEF (O.S.)
Now!

BACK ON COPS - Defeated, Patrolman #1 hurries over to the cell, opens it up. Lip turns to Shirley, amazed.

LIP
Who the hell'd you call?

SMASH CUT TO:

EXT. HIGHWAY - RAINY NIGHT

The Cadillac FLIES PAST a sign reading: "WHITES ONLY WITHIN CITY LIMITS AFTER DARK."

INT. CADILLAC - NIGHT - SAME

Lip wears a mad, shit-eating grin as he drives through the SLASHING RAIN on the way out of town.

LIP
Bobby Kennedy just saved our asses!
Maddon...How great is that?!

DR. SHIRLEY
It's not great--it's not great at all--it's humiliating.

Lip glances in the rear-view.

LIP
'The hell you talking about? We were screwed and now we ain't.

DR. SHIRLEY
And I just put the Attorney General of the United States in an incredibly awkward position.

LIP
So what? That's what the guy gets paid for. What else he got to do?

Shirley glares at Lip.

(CONTINUED)

CONTINUED:

DR. SHIRLEY

That man and his brother are trying to change this country--that's what else he's got to do! Now he thinks I'm garbage. Calling from some backwoods swamp jail, asking if he can help attenuate assault charges... who does that? Garbage, that's who.

This stings Lip.

DR. SHIRLEY (CONT'D)

You shouldn't have hit him!

LIP

I didn't like the way he was treating you, making you stand out in the rain.

DR. SHIRLEY

Please. You hit him because of what he called you. I've had to listen to that kind of talk my entire life, you should be able to take it for one night.

LIP

What, I can't get mad when he says that stuff 'cause I'm not black? Christ, I'm blacker than you.

Shirley REACTS to this.

DR. SHIRLEY

You're blacker than me?

LIP

You don't know shit about your own people! What they eat, how they talk, how they live--you don't even know who Lil' Richard is!

DR. SHIRLEY

So knowing who Little Richard is makes you blacker than me? I wish you could hear yourself sometimes, Tony--you wouldn't talk as much.

(CONTINUED)

CONTINUED: (2)

LIP

Bullshit! I know exactly who I am. I'm the guy who's lived on the same block in the same Bronx my entire life, with my mother and father and my brother, and now my wife and kids. That's it--that's who I am. I'm the asshole who's gotta hustle every goddamn day to put food on my table. You? Mr. Big Shot? You travel around the world and live on top of a castle and do concerts for rich people! I live on the streets, you sit on a throne--so yeah, my world is way more blacker than yours!

DR. SHIRLEY

Pull over.

LIP

What?

DR. SHIRLEY

Pull! Over!

LIP

I ain't pullin' over!

DR. SHIRLEY

STOP THE CAR!**EXT. COUNTRY ROAD - NIGHT - CONTINUOUS**

Lip steers the car to the side of the road. Shirley opens the door, gets out in the rain.

Lip looks out the window as Dr. Shirley walks down the drenched, muddy road.

LIP

What are you doin'?!

When Shirley doesn't stop, Lip gets out, hustles after him.

LIP (CONT'D)

Get back in the car!

Shirley keeps walking. Lip catches up, grabs his arm. Shirley turns, his face drenched...

(CONTINUED)

CONTINUED:

DR. SHIRLEY

Yes, I live in a castle! Alone. And rich white folks let me play piano for them, because it makes them feel cultured. But when I walk off that stage I go right back to being another nigger to them--because that is their true culture. And I suffer that slight alone, because I'm not accepted by my own people, because I'm not like them either! So if I'm not black enough, and I'm not white enough, and I'm not man enough, what am I?!

Tony doesn't know what to say. They stand in the rain while Shirley tries to compose himself. Lip awkwardly touches Shirley's shoulder. Shirley turns and walks back to the car, leaving Tony standing alone in the downpour.

INT. CADILLAC - NIGHT - LATER

Back on the road, both of them disheveled and wiped out from the evening. Nobody speaks for a while.

DR. SHIRLEY

I need sleep.

LIP

Okay, I'll pull over at the next place we see and I'll sneak you into my room.

DR. SHIRLEY

No. No. I refuse to stay at an establishment that doesn't want me.

LIP

Okay.

Lip picks up the Negro Moterist Green book from the seat next to him.

CUT TO:

EXT. ALABAMA - GREEN BOOK MOTEL - NIGHT

CLOSE ON A COLOREDS ONLY sign out front of a ramshackle brick building.

PAN TO the Caddy pulling into the DIRT PARKING LOT full of puddles and BEAT-UP CARS.

INT. MOTEL ROOM - NIGHT - LATER

Lip lays in a sunken twin bed in his t-shirt and underwear WRITING A LETTER. Shirley, in silk pajamas, folds his clothes and places them into his suitcase.

DR. SHIRLEY

You realize you're going to be home before that letter gets there?

LIP

Yeah, I was gonna just bring it with me. Save on stamps.

Shirley rolls his eyes.

DR. SHIRLEY

Give it here, I'll fix it.

Shirley reaches for the letter, but Lip pulls it away.

LIP

No offense, Doc, but I think I got the hang of it.

For a moment, Shirley's offended. Then he SNATCHES THE LETTER out of Lip's hand.

DR. SHIRLEY

(reading)

"Dear Dolores, sometimes you remind me of a house."

Shirley glances at Lip... what the hell?

DR. SHIRLEY (CONT'D)

(reading)

"A house with beautiful lights on it where everyone inside is happy."

Shirley hands the letter back to Lip.

DR. SHIRLEY (CONT'D)

Yeah, you got it.

Shirley gets in bed, tries to sleep. We hear O.S. cars; occasionally a dog barks in the distance.

LIP

Doc...

DR. SHIRLEY

Yes?

(CONTINUED)

CONTINUED:

LIP

Thanks for helping me with the letters--you're really good at writin' 'em.

(beat)

Maybe when you get home you should write one to your brother?

DR. SHIRLEY

He knows where I am if he wants to reconnect.

Lip nods. He puts his letter down, turns out the light.

LIP

Don't wait for him, Doc. This I know...the world's full of lonely people afraid to make the first move.

Shirley thinks about this, then rolls over.

LIP (CONT'D)

You know, something's been eating at me the whole trip.

DR. SHIRLEY

Hmmm?

LIP

That Pittsburgh was a real disappointment. I didn't notice any difference at all.

DR. SHIRLEY

Good night, Tony.

CUT TO:

EXT. HIGHWAY - DAY

The Caddy motors by on its way to Birmingham.

DISSOLVE TO:

EXT. BIRMINGHAM, ALABAMA - CITY STREETS - EVENING

Shirley's Cadillac drives through the city.

EXT. BIRMINGHAM HOTEL - EVENING - CONTINUOUS

A BANNER across this large wooden hotel reads: "CHRISTMAS CONCERT TONIGHT -- DON SHIRLEY TRIO".

THE CADDY PULLS UP FRONT AND PARKS.

Lip and Shirley get out. Waiting for them is GRAHAM KINDELL, 40s, blue blazer, pressed slacks, friendly as hell.

GRAHAM KINDELL
(deep southern accent)
Welcome, Mr. Shirley! Graham Kindell, I'm the general manager. So nice to meet y'all!

DR. SHIRLEY
Thank you, Mr. Kindell. This is Tony Vallelonga.

GRAHAM KINDELL
Pleasure, Tony. Right this way.

INT. BIRMINGHAM HOTEL - KITCHEN/DRESSING ROOM - EVENING

Lip and Shirley (carrying his tux) follow the affable Kindell through the large working kitchen. COOKS, BUSBOYS, DISHWASHERS, *ALL BLACK*. They continue down several busy hallways to a backstage dressing room.

GRAHAM KINDELL
If you need anything--anything t'all--you let me know.

DR. SHIRLEY
Thank you.

INT. BIRMINGHAM HOTEL - DRESSING ROOM - CONTINUOUS

Kindell leads Shirley and Lip into the modest room. A small table, one chair, a mirror.

GRAHAM KINDELL
Here you are. We have about an hour before show time. Any questions?

LIP
Where's the restaurant?

GRAHAM KINDELL
Continue down the hall, Tony, to the right, across the lobby.

(CONTINUED)

CONTINUED:

Kindell EXITS.

LIP
We've got an hour. I'm starving.

DR. SHIRLEY
Go ahead. I'll meet you there.

INT. BIRMINGHAM HOTEL - DINING ROOM / CONCERT HALL - NIGHT

A cavernous DINING ROOM/HALL. Ornatly decorated in red and green ribbons and wreaths. A twenty-foot Christmas Tree towers behind the Trio's instruments onstage. Filling in fast with well-dressed WHITE CUSTOMERS.

Lip ENTERS, sits at a table.

HIS POV - Across the room, Oleg and George eat dinner, drink wine. George CALLS OUT:

GEORGE
Tony!

George waves him over. Lip joins them.

LIP
Shirley'll be here in a minute.

A WAITER approaches.

BIRMINGHAM WAITER
Cocktails, gentlemen?

OLEG
Three shots vodka.

Tony looks at Oleg.

OLEG (CONT'D)
Last show. Cold war over. Time for truce.

Lip nods, smiles. The Waiter leaves to get the drinks.

GEORGE
Is Shirley in his dressing room?

LIP
More like a broom closet. I don't understand why he puts up with this shit.

Oleg takes a sip of wine, glances at George.

(CONTINUED)

CONTINUED:

OLEG

Six years ago, 1956, Nat King Cole was invited to perform at Municipal Auditorium right here in Birmingham. Mr. Cole was very first negro asked to play at a white establishment in this city.

Lip butters a roll, takes a bite.

OLEG (CONT'D)

Soon as Mr. Cole started playing, a group of men attacked him for playing white people's music. Pulled him off stage and beat him badly.

Lip stops chewing.

OLEG (CONT'D)

You asked once why Dr. Shirley does this? I tell you. Because there is no genius without courage.

The Waiter returns with the drinks. They CLINK glasses, down the shots.

Lip NOTICES Shirley (now in his tux) and the MAITRE D' having a conversation at the entrance. Lip walks over.

LIP

What's the problem?

DR. SHIRLEY

This gentleman's saying I can't dine here.

LIP

(to Maitre D')

No, you don't understand, this guy's playing here tonight--he's the main event.

MAITRE D'

I'm sorry. It's the policy of the restaurant.

Graham Kindell, the congenial GM, joins them.

GRAHAM KINDELL

Everything all right?

(CONTINUED)

CONTINUED: (2)

LIP

No, it's not all right. Dr. Shirley's being told he can't eat here.

GRAHAM KINDELL

(to Shirley)

I apologize, but these are... long-standing traditions. I'm sure you understand.

DR. SHIRLEY

No. I don't. In 45 minutes I'll be entertaining your guests up on that stage, but I can't eat here?

Graham Kindell shifts uncomfortably.

LIP

Wait a minute. You're tellin' me the bozos in his band, and the shlubs that came to see him play can eat here, but the star can't?

Customers take notice. *It's getting embarrassing.*

GRAHAM KINDELL

I'm afraid not.

Lip looks to the stoic Shirley, then back to Kindell, searching for a compromise.

LIP

Well he's gotta eat. Can you at least bring him food from the restaurant to his dressing room?

GRAHAM KINDELL

Of course. We'll be happy to send him anything he would like.

(to Maitre D')

John, show him a menu.

DR. SHIRLEY

No. I'm not eating in a dressing room.

There's a brief standoff.

(CONTINUED)

CONTINUED: (3)

GRAHAM KINDELL

Okay... if you'd prefer, there's a very popular establishment right down the road--the Orange Bird--they'll be happy to feed you.

Lip turns to Shirley.

LIP

Food's probably better there anyway --the dinner rolls here are like rocks. Come on, we can be back in 45 minutes.

When Shirley doesn't respond, Lip pulls him aside.

LIP (CONT'D)

Doc, it's the last show. Let's just get through this and we can go home and get away from all these assholes.

Dr. Shirley thinks about it.

DR. SHIRLEY

No. Not this time. I'm eating in this room or I'm not playing.

Kindell's frustration grows.

GRAHAM KINDELL

(to Lip)

May I have a word with you?

Lip follows Kindell through a door, into a side parlor.

INT. BIRMINGHAM HOTEL - RESTAURANT - PARLOR - CONTINUOUS

Kindell tries to pour on the Southern charm.

GRAHAM KINDELL

Mr. Villanueva, you have to talk sense to Mr. Shirley. Please explain that we're not insulting him personally, this is just the way things are done down here.

LIP

Yeah, well he ain't from down here.

(CONTINUED)

CONTINUED:

GRAHAM KINDELL

Just ask him to be reasonable. I have 400 guests out there who expect to be entertained tonight.

LIP

And Dr. Shirley expects to eat tonight. Why can't you just make an exception this one time?

Kindell SIGHS.

GRAHAM KINDELL

Lemme tell you a story. You ever hear of the Boston Celtics basketball club? Those boys came through here a couple years ago on a barnstorming tour. Now, seeing as they were World Champions of the league and all, we was tickled to have 'em eat here and we rolled out the welcome wagon. So you know what table their big coon ate at that night?

LIP

No.

GRAHAM KINDELL

I don't either. But it wasn't one of ours.

Kindell drops the genteel demeanor.

GRAHAM KINDELL (CONT'D)

Now let's cut the bullshit. Tell me what it's gonn' take.

Kindell takes out his wallet.

GRAHAM KINDELL (CONT'D)

Say one hundred dollars and you get your boy to play?

The veins on Lip's neck rise.

LIP

You think you can buy me?

GRAHAM KINDELL

All do respect, sir, but you wouldn't be doing a job like this if you couldn't be bought.

(CONTINUED)

CONTINUED: (2)

Lip GRABS Kindell by the collar, raises a fist.

DR. SHIRLEY (O.S.)

Stop!

They turn to see Shirley in the doorway. Graham Kindell pulls away from Lip, fixes his collar.

DR. SHIRLEY (CONT'D)

It's all right, Tony. I'll play...
if you want me to.

Graham Kindell SIGHS, clearly relieved. Lip is relieved, too. But only for a moment. Something comes over him. He glances at Kindell, then back at Shirley. Lip finally sees the big picture, and realizes that, for him and Shirley, this is the moment of truth. Then...

LIP

Nah, let's get the fuck outta here.

CUT TO:

INT. BIRMINGHAM HOTEL - DINING ROOM - MOMENTS LATER

Lip escorts Shirley through the crowded ballroom toward the exit with Graham Kindell on their heels in a panic.

GRAHAM KINDELL

Don, don't do this!

Shirley and Lip keep moving at a brisk pace through the surprised and bewildered crowd.

GRAHAM KINDELL (CONT'D)

We have a contract, and I know
you're the kind of man that honors
a contract!

ANGLE ON the BLACK SERVERS watching their boss grovel. They maintain deadpan expressions, but we can see the APPROVAL IN THEIR EYES.

GRAHAM KINDELL (CONT'D)

You got a show to do, mister!

Scattered BOOS and CATCALLS from the diners as the FURIOUS Graham Kindell follows them out the front door...

CUT TO:

INT. CADILLAC - NIGHT - CONTINUOUS

They pull onto the street and drive in silence, both in shock about what just happened. Shirley looks at Lip in the rear-view.

DR. SHIRLEY
You hungry?

CUT TO:

EXT. THE ORANGE BIRD - NIGHT - ESTABLISHING SHOT**INT. THE ORANGE BIRD - NIGHT**

This is a Blues Bar/Restaurant. Lip and Shirley ENTER. A small BAND in the corner--piano, drums and guitar--plays the BLUES. Lip's the only white guy in here and he doesn't go unnoticed, especially standing next to Shirley in a tuxedo.

They make their way to the bar, sit. A female BARTENDER gives Lip the once-over.

ORANGE BIRD BARTENDER
You a cop?

LIP
I look Irish?

She smirks.

ORANGE BIRD BARTENDER
What you want, baby?

DR. SHIRLEY
Two Cutty's, neat.

Shirley takes out a *BIG WAD OF CASH*. A couple DRUNKS at the bar take notice.

ORANGE BIRD BARTENDER
Comin' up.

She grabs a bottle of Cutty, pours the drinks.

DR. SHIRLEY
Whatever your specialty is, we'll take it.

She CALLS back toward the kitchen:

ORANGE BIRD BARTENDER
Two orange birds!

SMASH CUT:

SAME SCENE - LATER

Lip and Shirley are devouring two barbecue chickens, their hands and faces covered in orange sauce.

LIP

I like what you did back there,
Doc. You stood up for yourself.
It's like your friend the President
says -- "Don't ask what your
country can do for you, ask what
you can do for yourself."

Shirley smiles. The Bartender approaches.

ORANGE BIRD BARTENDER

(to Shirley)

So, darlin', what you do, all
dressed up like that?

He shrugs.

DR. SHIRLEY

Nothing important.

LIP

He's only the greatest piano player
in the world.

She smiles.

ORANGE BIRD BARTENDER

That right? You good?

LIP

Don't be shy, Doc. Tell her who you
are.

ORANGE BIRD BARTENDER

Don't tell me nothin'--show me.

Shirley thinks a moment, glances at the BEAT-UP PIANO. He gets up, walks to the stage, sits at the piano. He notices a drink on the top of the piano. Shirley takes the drink, puts it on the floor.

SHIRLEY PLACES HIS HANDS ON THE KEYS, TAKES A MOMENT...

And then... Shirley starts to play. This isn't a catchy jazz solo or a Christmas ditty. It is, instead, an explosion of sound, the eye-popping machinations of Chopin's Etude Op. 25 No. 11, one of the most difficult piano solos ever written.

The crowd lower their forks and gaze up in disbelief.

(CONTINUED)

CONTINUED:

ANGLE ON Lip watching this in awe.

Black kitchen workers stop what they're doing to watch. A COOK steps out of the kitchen, wiping his hands on his apron.

BACK ON SHIRLEY as he negotiates the eight-finger chord combinations with the mastery of the maestro that he is.

He builds and builds and builds until his fingers become JUST A BLUR ON THE KEYS.

Shirley FINISHES, the room is quiet.

Then the place ERUPTS IN APPLAUSE!

CLOSE ON Lip. He's as blown away as the audience.

Shirley looks toward a stunned Lip and winks.

The GUITAR PLAYER, DRUMMER, and SAX join Shirley on the stage. They start a cool up tempo rockin' blues number. Shirley effortlessly joins in, taking the music to another level. The entire room begins to PULSATE. The crowd eats it up.

Shirley plays as if Little Richard had taken over his body. Obviously this man can play anything. A true musical genius.

ANGLE ON Lip as he looks on, really getting into it.

BACK ON SHIRLEY, the happiest we've seen him.

DISSOLVE TO:

EXT. THE ORANGE BIRD - PARKING LOT - NIGHT

An exhausted Shirley and Lip are dragging themselves across the parking lot toward the Cadillac.

DR. SHIRLEY

If we leave right now, I think you can make it.

LIP

Make what?

DR. SHIRLEY

Christmas Eve.

Lip stops walking, holds his hand in front of Shirley. Lip reaches behind his back, PULLS OUT A GUN, SHOOTS INTO THE AIR.

(CONTINUED)

CONTINUED:

ON CUE, one of the runks from the bar, knife in hand, jumps out from BEHIND THE CADDY and SPRINTS OFF, followed by the other drunk. THEY HIGH-TAIL IT OUT OF THERE. Shirley looks to Lip, shocked.

LIP
Don't ever flash a wad of cash in a bar.

As Lip walks to the car...

DR. SHIRLEY
I knew you had a gun!

CUT TO:

EXT. HIGHWAY - MORNING

The Cadillac breezes down the highway in a light rain.

DISSOLVE TO:

INT. CADILLAC - DAY - LATER

A LIGHT SNOW flicks against the windshield. Lip checks out the ominous sky.

LIP
This could get bad.

DR. SHIRLEY
Yes, it's a shame we don't have something to protect us on our journey.

Dr. Shirley thinks, then SNAPS his fingers.

DR. SHIRLEY (CONT'D)
Why don't you put your lucky rock up on the dash, Tony?

Lip stares at him in the mirror for a LONG BEAT. Finally, he reaches in his pocket, pulls out the JADE STONE THAT WE THOUGHT HE HAD RETURNED, places it on the dash.

DR. SHIRLEY (CONT'D)
Thank you. I feel safer already.

Lip wears a tiny smile.

LIP
You're a real prick, you know that?

EXT. HIGHWAY - DAY

It's SNOWING HEAVILY now and conditions have worsened. The Caddy is one of the only cars on the road.

DISSOLVE TO:

EXT. HIGHWAY - NIGHT

The Caddy passes by, BLOWING UP A SHEET OF SNOW.

INT. CADILLAC - NIGHT - SAME

Lip squints, trying to focus, WIPERS FLAPPING VIOLENTLY, visibility awful.

LIP

Doc, my eyes are stingin', I might need to pull over.

DR. SHIRLEY

Keep going as long as you can, Tony.

DISSOLVE TO:

EXT. HIGHWAY - NIGHT

The lonely Cadillac fights through the *NORTHEASTER* as conditions get more and more treacherous.

INT. CADILLAC - NIGHT - CONTINUOUS

A tense-looking Lip struggles to keep the car on the road. SUDDENLY A BLUR OF RED LIGHTS FILLS THE CAR FROM BEHIND. Lip glances in the mirror.

LIP

Shit...

EXT. HIGHWAY - NIGHT - CONTINUOUS

The Cadillac pulls over in the slush, a MARYLAND STATE POLICE CAR right behind it.

INT. CADILLAC - NIGHT - CONTINUOUS

An annoyed Lip sits waiting for the Cop.

A LIGHT beams through the window. Lip rolls it down, revealing a MARYLAND STATE TROOPER.

STATE TROOPER

What are you doing out here?

(CONTINUED)

CONTINUED:

LIP
We're trying to get to New York.

The Trooper flashes his light on Shirley in the backseat.

DR. SHIRLEY
Is there a problem, Officer?

TENSE BEAT, THEN...

STATE TROOPER
Yeah. I noticed your car was
tilting to the left. Looks like
your back tire's flat.

Lip opens the door, glances back at the snowy flat tire.

CUT TO:

EXT. HIGHWAY - NIGHT - MINUTES LATER

The State Trooper DIRECTS TRAFFIC SAFELY AROUND THEM as Lip jacks up the car in the storm.

CUT TO:

SAME SCENE - LATER

Lip SHUTS THE TRUNK and gets back in the car. The Trooper approaches his window.

STATE TROOPER
Okay... be careful, gentlemen.
Merry Christmas.

This is the first flicker of humanity they've experienced in a while. As the Trooper walks away, Lip and Shirley glance at each other, smile.

DISSOLVE TO:

EXT. CADILLAC - NIGHT

The Caddy drives through a blizzard.

INT. CADILLAC - NIGHT - CONTINUOUS

Lip blinks repeatedly as he tries to concentrate on the road. From the O.S. RADIO, we HEAR:

(CONTINUED)

CONTINUED:

NEWSCASTER (V.O.)

"Weather advisory warning this Christmas Eve, as a major snowstorm is hitting the eastern seaboard with the severest weather in eastern Pennsylvania, northern New Jersey and the five boroughs. Travelers are advised to stay off the Jersey Turnpike, as well as the bridges and tunnels leading into New York City, due to possible road closures..."

LIP

That's it. I'm pulling us into the next motel.

DR. SHIRLEY

Keep going, Tony, you can make it.

LIP

I can't keep my eyes open, Doc--I'm gettin' hytnotized by the snow. I think my brain's gonna explode.

As we PUSH IN on a disappointed Shirley, we...

CUT TO:

INT. LIP'S APARTMENT - NIGHT

CLOSE ON - A NEEDLE AS IT DROPS ONTO THE GROOVES OF A SPINNING ALBUM...

"HAVE YOURSELF A MERRY LITTLE CHRISTMAS" FROM THE FRANK SINATRA CHRISTMAS ALBUM plays on a record player.

SINATRA (V.O.)

"Have yourself a merry little Christmas..."

The tiny apartment is filled with CHRISTMAS DECORATIONS, CHRISTMAS LIGHTS AROUND THE WINDOWS, A SMALL CHRISTMAS TREE WITH TWINKLING LIGHTS IN THE CORNER.

The dining room table has been moved into the living room to accommodate all the guests.

Grandpa Anthony, Grandpa Nicola, Rudy, Louie with his wife Lynn and their baby, Johnny with his wife Fran, their two little DAUGHTERS, and Nick and Frankie.

(CONTINUED)

CONTINUED:

Everyone's in good cheer, talking, drinking wine, eating appetizers. Dolores is busy putting platters of *THE FEAST OF THE SEVEN FISHES*, all fish dishes cooked Italian style, on the table. *Stuffed Calamari, Baked Clams Oreganata, Fried Filet of Sole, Fried Calamari & Shrimp, Linguini with Clams, etc.*

KITCHEN - Dolores moves into the kitchen, now alone. She braces herself on the counter, tries not to cry...

EXT. BRONX, NEW YORK STREETS - NIGHT

SNOW AND SLEET POUND THE EMPTY STREETS. The snowflakes reflect red, white, and green from the lights that adorn the buildings. There's not a moving vehicle in sight. Then...

IN THE DISTANCE, one lonely set of CAR LIGHTS appears. PUSH IN SLOWLY, SLOWLY until the lights get closer and we can MAKE OUT that it's THE CADDY.

INT. CADILLAC - NIGHT - CONTINUOUS

Lip's STRETCHED OUT in the back seat, SLEEPING. PULL BACK to reveal DR. SHIRLEY AT THE WHEEL, FOCUSING INTENTLY.

We can HEAR the O.S. SOUND of the CADILLAC'S WHEELS SPINNING as Shirley negotiates the slippery streets.

INT. CADILLAC - NIGHT - MOMENTS LATER

Lip still sleeping in the back seat. He's jolted awake by someone BANGING on the window.

DR. SHIRLEY (O.S.)
Tony, wake up!

THE SNOW CONTINUES TO FALL... The Caddy is parked in front of Lip's apartment building. Shirley stands on the sidewalk, Lip's bag on the ground beside him. Shirley opens the back door. Lip looks up, groggy. He realizes he's home.

LIP
What... Doc, whadja' do?

Shirley helps Lip climb out of the car. He hands Tony his suitcase.

DR. SHIRLEY
You're home. Go inside.

LIP
Doc, why don't you come up, meet my family...?

(CONTINUED)

CONTINUED:

DR. SHIRLEY
Merry Christmas, Tony.

Shirley gets in the car. Lip's stunned, this can't be how it ends.

LIP
Doc, wait up! Hey...

Lip watches as the car drives off, the tail-lights of the Caddy disappearing into the snowy night.

INT. LIP'S APARTMENT - LIVING ROOM - NIGHT

Jimmy Roselli's "BUON NATALE (MEANS MERRY CHRISTMAS TO YOU)" PLAYS on the stereo. Dinner is winding down. Everyone at the table is stuffed and having a festive time, except...

Dolores, who fights the good fight for her guests.

THE KITCHEN - Dolores comes in, starts putting dirty plates in the sink... She HEARS A COMMOTION coming from the living room...

THE LIVING ROOM - Everyone jumps up from their seats as LIP ENTERS, brushing snow off his coat, singing an Italian song.

JOHNNY
Hey, look who it is--Shakespeare's home!

The kids run into their father's arms. Everyone crowds around Lip, hugging, kissing...

Dolores enters from the kitchen, stands watching...

Dolores and Lip gaze at each other... She moves to him, wraps her arms around his neck, they kiss. The family breaks into applause.

DOLORES
You hungry?

LIP
You kiddin'? I'm starving.

They all laugh, sit at the table.

CUT TO:

ESTABLISHING SHOT - CARNEGIE HALL - NIGHT

We can barely see the building through the snowfall.

INT. SHIRLEY'S APARTMENT - NIGHT - MOMENTS LATER

Shirley ENTERS his apartment, followed by his valet, Amit, who carries Shirley's luggage.

AMIT
Welcome home, Dr. Shirley.

DR. SHIRLEY
Thank you, Amit.

AMIT
I turned down your bed, sir. Will you be needing anything else?

DR. SHIRLEY
No, thank you. Go home to your family.

AMIT
Thank you, Doctor. Merry Christmas.

Amit EXITS. Suddenly SHIRLEY IS ALL ALONE. He glances around his apartment at the throne, the elephant tusks, all his possessions. The room is quiet.

Dr. Shirley reaches in his pocket, takes out the JADE STONE. He PLACES IT ON HIS MANTEL, next to some other artifacts.

CUT TO:

INT. LIP'S APARTMENT - LIVING ROOM - NIGHT

Lip and the entire family are at the table. Lip has an over-stuffed cannoli in front of him while everyone else is picking away at a large assortment of desserts. Everyone's talking except for Lip, who seems happy but distant.

JOHNNY
Tony, s'matter with you? You haven't said a word.

LIP
Yeah, sorry, just tired. Long trip.
(under breath, to Johnny)
You take care of that thing?

JOHNNY
Yeah, yeah.

He pulls something out of his pocket and hands it to Lip UNDER THE TABLE.

(CONTINUED)

CONTINUED:

ANGLE UNDER THE TABLE - we see that it's Tony's WRISTWATCH.

Lip puts the watch on.

LIP

Thanks.

JOHNNY

You owe me seventy-five bucks.

Lip REACTS.

LIP

Charlie said sixty.

JOHNNY

What, I'm doing this for nothin'?

Lip shoots Johnny a look.

LOUIE

Hey, Lip, tell us about the trip.

RUDY

Yeah. So how was he, the *tootsune*?
He get on your nerves?

Lip shoots him a look.

LIP

Don't call him that.

Rudy's taken aback. Embarrassed.

RUDY

Okay...

ANGLE ON DOLORES watching this. She looks surprised by Lip's reaction to the slur. A pleasant surprise. The family's surprised too. Everyone's quiet. Dolores changes the subject.

DOLORES

Tony, you should've seen the day
last week when Frankie grabbed onto
the TV and climbed up on it! I took
a picture...

FRAN

Are you nuts, Dee? With all those
tubes back there, and the cord--he
could've got electrocuted!

(CONTINUED)

CONTINUED: (2)

JOHNNY

You're thinkin' of toasters. No one's gettin' electrocuted from a TV.

As everyone starts to ARGUE about toasters and TVs, there's a KNOCK ON THE DOOR. Lip gets up, goes to the door. He opens it, REACTS.

Charlie from the pawn shop stands in the doorway with his wife, Marie.

LIP

Charlie!

PAWN GUY

Hey, Lip. Johnny invited me.

LIP

Come on in.

PAWN GUY

You remember Marie.

LIP

Hi, Marie, Merry Christmas.

Johnny gets up from the table, greets Charlie and Marie.

JOHNNY

Charlie, you came? I was kidding?
And you brought the wife, too?

He takes them to the table.

JOHNNY (CONT'D)

Hey, everybody, Charlie from the pawn shop. Can you believe it? Christmas, he didn't bring nothing! Charlie, I'm kidding, sit down...

Lip turns to shut the door and sees - Dr. Shirley, standing in the doorway, holding A BOTTLE OF CHAMPAGNE, looking unsure.

Tony Lip smiles and hugs him, walks him in. Lip turns to his family, excited.

LIP

Everyone, this is Dr. Donald Shirley!

(CONTINUED)

CONTINUED: (3)

DR. SHIRLEY
Merry Christmas.

REVERSE ANGLE reveals Johnny, Nicola, Rudy, Louie, Anthony, everyone... watching them, STUNNED AND SPEECHLESS. No one budges. Shirley smiles nervously. LONG BEAT. Then finally Johnny stands.

JOHNNY
Well, come on, make some room! Get
the man a plate!

Dolores approaches Shirley.

DR. SHIRLEY
You must be Dolores.

She smiles and he hands her the champagne.

DR. SHIRLEY (CONT'D)
Buon Natale. Thank you for sharing
your husband with me.

Lip smiles. Dolores hugs Shirley and WHISPERS in his ear...

DOLORES
And thank you for helping with the
letters.

Shirley, surprised, laughs.

CLOSE ON DOLORES - She smiles, and we --

CUT TO BLACK.

THE END

EPILOGUE

Dr. Donald Shirley continued to tour, compose, and record. He was awarded the Isaac Stern Medallion, and was the only other Carnegie studio resident, besides Leonard Bernstein, who performed annually at Carnegie Hall.

During his prolific career, he composed three symphonies, two piano concerti, a cello concerto, three string quartets, a one-act opera, a symphonic tone poem based on Finnegan's Wake, and a set of "Variations" on the legend of Orpheus in the Underworld.

(CONTINUED)

CONTINUED: (4)

Frank "Tony Lip" Vallelonga went back to his job at the Copacabana, eventually becoming Maitre' D, until its closing in 1973.

It was at the Copa where he met Francis Ford Coppola, who cast him in a small role in The Godfather. This led to an impressive acting career, including roles in Raging Bull, The Pope Of Greenwich Village, Donnie Brasco, and Goodfellas.

Lip is best known for his portrayal of New York crime boss Carmine Lupertazzi in the HBO series The Sopranos.

Tony Lip and Dr. Shirley would remain lifelong friends until their deaths within months of each other in 2013.