

(Name of Project)

by
(Name of First Writer)

(Based on, If Any)

Revisions by
(Names of Subsequent Writers,
in Order of Work Performed)

Current Revisions by
(Current Writer, date)

Name (of company, if applicable)
Address
Phone Number

FADE IN:

INT. GRANDPA'S HOUSE - DAY (PRESENT - 2002)

BIG BAND MUSIC Overture.

Neat room. An upright VICTROLA in the corner, worn carpet in front.

Tracking the wall; black and white PHOTOS: Grand Ballroom dances from the 1930's and '40's. One with a fashionable couple dancing - "DOC M ORCHESTRA" on the bandstand.

Framed children's ART in colorful Crayola. REFLECTIVE in the glass is an old-old man sway-dancing with a cane.

INSERT - COLOR PHOTO at "HERSHEY AMUSEMENT PARK"

MILLIE, 12, pudgy, auburn hair, stands in front of a water ride, with sister, MARY, 9, who has no left arm. Both soaking wet with "I'm freezing" grins.

BASKETBALL DRIBBLING overtakes music, then CHEERS.

DISSOLVE TO:

INT. GYM/BASKETBALL COURT - DAY

PLAYERS BENCH.

Cheerleaders rally the star player - ADAM, 17.

MILLIE, now 17, thirty pounds overweight with a cherubic face, long frizzy hair, sits alone holding a clipboard.

MONTAGE - TYPICAL DAY OF MILLIE - CHAMBER MUSIC

- Millie and MARY, now 15, rush out of a shabby house. Mary dropkicks in on a skateboard.
- HIGH SCHOOL HALLWAY fills with students.
- GIRLS BATHROOM, two quarters enter a vending machine for feminine pads. TOILET FLUSH.
- CAFETERIA, high schoolers feast.
- LIBRARY, 5 raised hands vote at Student Council meeting. Millie sits disappointed at the lead table.

INT. GRANDPA'S HOUSE - DAY

BIG BAND MUSIC.

CURIO CABINET: vintage DANCE CARDS. Dried flowers wrapped in a HAIR BAND.

FEET SHUFFLE with a METAL CANE, out-of-step with the MUSIC.

Above the curio, a shadowboxed framed elegant

DANCE CARD - worn, embossed leather booklet, silk string with a small silver hook.

Train sound CHUGS then blends with MUSIC.

EXT. SMALL TOWN, USA - DAY

A leftover of the railroad expansion. A mixed class of bungalows and two-story houses.

A TRAIN parallels a moving van on the road, followed by a "CSX" railroad service Suburban, a small truck, and then a red MAZDA Miata.

A PROSTHETIC LEFT HAND waves out the Suburban window. The caravan passes a dilapidated SIGN:

"Welcome to TERRANCE, the heart of central-west Pennsylvania."

The KNIGHT family is moving to town.

EXT. "TERRANCE HIGH SCHOOL" - DAY

SCHOOL BELL.

Mary's fingers shove earphones under strawberry blonde hair.

ROCK MUSIC.

She drop kicks in a her skateboard, too cool for school.

INT. HIGH SCHOOL HALL - DAY

BUSTLING NOISE as students exit.

Millie STANDS OUT but not in a good way. She's pretty enough but wears a CROCHETED VEST 50 years behind the times.

Her best friend, SAVOY, 18, joins the pace and brushes spitballs out of Millie's hair. Savoy is slender, physically beautiful, Neiman Marcus clothes, rich!

Millie's LOCKER

is chaos, stuffed with junk food - Twizzlers, Milk Duds and Funyuns. A MIRROR inside spies -

CHEERLEADERS trying to grab a gob of TWINKIES from the outstretched hand of Adam -

That star basketball player. T-Y-R-E and #6 on his jersey.

Adam stands chest, head and shoulders above everyone else. A clean-shaven face and hero smile add to his celebrity.

Savoy watches, too.

SAVOY

We can always buy prom tickets at the door. (sigh) I'll buy.

MILLIE

I can get money. A hundred years ago the gentleman always paid.

ZOEY, 18, a busty blonde cheerleader, flashes by.

ZOEY

Hurry Millie. Last game. The bus.

Another friend, PAIGE, 17, sassy with a pony-tail, enters via a forward one-hand cartwheel at Millie's face, GIGGLES.

MILLIE

Will you stop doing that.

Savoy gives a "What's that all about look?"

MILLIE

Her imitation of Zoey 'cause I'm not a cheerleader.

SAVOY

As stats girl she gets to sit on the bench.

MILLIE

Like, I gotta' lotta' attention when I was a cheerleader.

Millie grabs a "Boys Varsity" notebook, then rushes down the hall, her flabby waist overflows her jeans.

MILLIE

Savoy, close my locker! An' don't forget the tripod!

PAIGE

Where's Muffintop going?

SAVOY

Today's probably their last game. Adam barely won against Punxatawney.

INSERT - LOCKER PANEL DOOR

A shrine to Adam. Local newspaper clippings.

Adam's picture with the caption, "Prince of Terrance."

BASKETBALL SCHEDULE - Undefeated season.

PAIGE (V.O.)

Like then, school's really going to drag for her.

CALENDAR - X's mark off to "March, 2002."

BACK TO SCENE.

SAVOY

Millie thinks Adam touched her boob.

PAIGE

On accident, or like-like, on purpose?

INT. BUS - CONTINUOUS

Basketball players play keep-away from the cheerleaders. Jubilant.

SAVOY (V.O.)

On accident, I think. Don't know? Every time he sits down next to her, he throws out his elbows and nudges her side.

Adam boards, shoves a Twinkie in his mouth, plops down next to Millie, his elbow brushes her boob.

PAIGE (V.O.)
 Like, already to like, second base.
 An' they're not even like goin'
 out. Miss Immaculous.

SAVOY (V.O.)
 Will you stop using Grandpa words
 when it comes to Millie. Just say
 virginite.

Adam steals the ball.

COACH, Mr. Sheldon, age 48, stands at the front.

COACH
 Hey, listen up!

ADAM
 Shawnic! Devonte! Come on. Coach
 says scouts are going to be there.

Millie eyes the Twinkie cream on Adam's lips, salivates.

COACH
 Guys! Scoring twenty points over
 Gettysburg in a playoff game
 doesn't guarantee anything!

Players' attentions are

OUT THE WINDOW.

Pressed against a tree, Zoey is lip-locked and grinds with a
 senior boy, DAVE, 18.

COACH
 Zoey! Get on the bus!

Zoey, unabashed, straightens her cheerleader outfit.

ON BOARD she bounds next to Adam's other side and fingers the
 Twinkie cream from his face, flirty, licks her finger.

COACH
 Millie, how many free-throws we
 have against Gettysburg?

Millie is preoccupied by Zoey's wet finger.

COACH (O.S.)
 Where's Millie? Is Millie on the
 bus?

ZOEY

She's here. (points)

COACH

Millie, how many free-throws we have against Gettysburg?

Millie studies her NOTEBOOK - numbers, percentages, tally marks, court positions with dots.

MILLIE

Sixteen. Sixteen free-throws. Not counting a technical. That's eighty-three percent less...

COACH

Sixteen. Sixteen! Only sixteen for the entire game!

MILLIE

But Gettysburg has more...

COACH (O.S.)

Hell, most of you are seniors. You can do better than that.

MILLIE

(sheepishly)
...more people in their dang school than we have in our whole town.

TRAIN HORN.

The bus moves. Players resume messing around.

REFEREE WHISTLE in a long stance, some CHEERING.

INSERT - TERRANCE GAZETTE NEWSPAPER

Headline: "EAGLES NEVER TYRE - Going to Final in Hershey, PA." PHOTO of Adam out-jumping at center court.

LIBRARIAN (V.O.)

(witchy)

Five votes wins. That's five. Five.

EXT. GRANDPA'S HOUSE - DAY

A wood-framed bungalow.

BIG BAND MUSIC wafts out. Large front PORCH.

A teen DRIVER speeds past.

DRIVER

Juniors!

Millie STOMPS up the steps.

MILLIE
Grandpa, it's me. I don't feel like
goin' home.

Millie slumps onto a wicker sofa, dejected, opens a Prom note pad. Tally vote of "JUNIORS 5 vs. SENIOR 3." Her eyes tear.

GRANDPA, old-old, frail, CLANKS a cane.

GRANDPA (O.S.)
You win your game? Mary with you?

Grandpa enters, wedges a metal 4-prong cane through the door.

GRANDPA
Millie. This much melancholy? What
dream 'ave you lost?

MILLIE
I'm fine.

GRANDPA
Mildred would always say...

GRANDPA (O.S.)
Tears are connected to
dreams.

MILLIE
Tears are connected to
dreams.

MILLIE
Yeah-yeah, I know. Anytime
someone's crying, they either got a
dream they lost, or a dream come
true.

Both nod to accept that truth.

MILLIE
This? Prom. Grandpa, juniors picked
the worst band. A hundred percent
of 'em are... are... dimwits.

GRANDPA
Isn't Savoy in charge of the
treasury?

MILLIE
We are. We still got the Miller
tribute band.

Grandpa snickers knowing Millie outsmarted the juniors.

MILLIE

Grandpa, it's just that, that,
Senior year... Adam... Adam Tyre...

GRANDPA

Praises, you've been after that boy
for-for---

MILLIE

Prom's in two weeks.

GRANDPA

Millie, you're a beautiful girl.
Concentrate on schoolin'.

Millie heaves a backpack on.

MILLIE

Trifecta is what I call you.
Grandma was rich, "handsome" in
your words, and smart. All in one
night. That's what prom has to be.

Millie mopes down the steps, waves a "bye."

GRANDPA

Those were different times. You
have flushing commodes.

DIESEL ENGINE. The moving van BRAKES. Millie is oblivious.

GRANDPA

Try wearin' a skirt! And what'd I
tell you 'bout halitosis?

INT. KITCHEN - DAY

Crappy rental. Cabinets missing doors and drawers.

MOM, 38, overweight, is bitchy, wears a work APRON -
"Willy's IGA - Brenda."

Mary efficiently plastic wraps a dinner plate with one arm.

Millie enters. She goes for the plate.

MOM

See if Grandpa can lend me two
'undred, no, four 'undred 'til next
week.

MILLIE

Mom, Penn State accepted my app.
Oh, yea, sure on the money.

Mary desperate to Millie; "No, don't go there!"

MOM

Patton State'll do. It's closer.
And you both gets jobs! Start
pullin' your weight 'round here.

MILLIE

No way! Patton's for dummies.

Mom seethes, lights a cigarette.

MARY (O.S.)

Grandpa's waitin' for his food.
Better "chase", as he likes to say.

MOM

They cut my hours! We'll have
ta'... ta' figure out the car.

MILLIE

No Mom. No way Patton! No!

MARY

Patton State Community College
doesn't sound bad. It's only---

MILLIE

Stay out of this, Mary! It's none
of your business.

Millie storms out.

MILLIE (O.S.)

Same day, again an' again. You went
to Patton! And dropped out. Now
your life's crap!

SHOTS of Mom's rundown look; yellow smoker's teeth, dirty IGA
apron, worn shoes.

MILLIE (O.S.)

Grandpa gave you your chance!
Doesn't mean mine...

DOOR SLAMS.

Mom ties her apron, drags a cigarette like a joint.

TRAIN YARD NOISE.

EXT. RAILROAD YARD - DUSK

A CSX LOCOMOTIVE idles. The engineer, RODNEY, 60, jolly black fellow, helps his wife down the platform steps.

A prison-tattooed crewman, MR. TYRE, 38, kindly grabs a mechanical "RxR KIT" work box from Rodney's other hand.

The CREW are the dads of the basketball players and wear [Carhartt] overalls and plaid shirts.

EXT. KNIGHT'S HOUSE - DUSK

Crooner style MUSIC comes from the sturdy two-story.

Driveway has the "CSX" Suburban, a small truck, and the red Miata.

Fifty saint statues and Amish furniture litter the lawn.

Millie huffs up the sidewalk, holding the dinner plate.

PORCH

Boxes: "Office," "Nick's rm," "Master," plus 3 more statues.

NICK, 19, lanky with shaggy hair and peach fuzz goatee, bounds out of the house, bumps a stack of cushions out of the

PROSTHETIC LEFT HAND of MR. KNIGHT, 53. The cushions fall.

MR. KNIGHT

Jesus, Mary, and Joseph, Nick!
Please be careful. And those
statues go in the back.

Sure enough, on the porch are STATUES of Jesus, Mary, and Joseph. Nick grabs some cushions and follows inside.

SIDEWALK

Millie spies a wide Credenza VICTROLA strapped to a dolly. The familiarity calms her.

She scurries behind the Victrola, hiding.

A MIRROR propped against furniture shows Nick picking up the Joseph and Mary statues to make them "kiss." Millie GIGGLES.

He goes down the porch steps, stops, sets the statues down.

The Victrola tilts on the dolly. Millie is discovered!

MILLIE
Uh, dang. Uh... I...

NICK
I'm Nick. I saw you on your porch earlier.

MILLIE
Oh, there?

Millie faces Grandpa's house up the street.

MILLIE
Well... oh, there.
(lies, with confidence)
Yes. There.

NICK
Since we're neighbors, you want to go to Bermuda with me? I'm hoppin' a train tonight.

Millie is confused, intrigued, backs down the sidewalk.

MILLIE
Like I'm supposed to just jump on a train? Some guy who's---

NICK
My dad works for C-S-X. I can pick you up at nine, have you back by midnight?

Millie is suspicious because Nick is good looking.

NICK
Isn't your house that way?

Millie changes course, blushes a "yes," heads Grandpa's direction.

EXT. GRANDPA'S PORCH - NIGHT

The house is dark.

Millie sits on the step, wearing a skirt. She LICKS the back of her hand, sniffs, checks for bad breath. It's fine.

Nick pulls up in his pick-up truck, windows down.

NICK
You ready?

Millie puts a spring in her step.

NICK
I know trains don't go to Bermuda.
I, I wanta'... set foot on a
hundred islands before I die.

Millie climbs in.

MILLIE
Islands. Yeah, I hope to get out of
this town myself.

EXT. RAILROAD YARD - NIGHT

Starry skyline.

A long train lumbers along the track next to a Repair Shop. A
LADDER from the bed of Nick's truck leads to the edge of the
ROOF.

Nick, with backpack, holds Millie's hand.

MILLIE
I'm scared, Nick.

NICK
One, two...

Train HORN.

NICK
... three.

MILLIE
(screaming)
Ahhhhhh!

Only Nick LANDS ON SAND in an Open Hopper bin.

Millie shrugs a "no way I could do it."

MOMENTS LATER

The train backs up. Nick rides on the rung.

NICK
I thought you were jumpin'?

Millie sits on the tailgate of the truck.

The train stops. Nick extends a hand. Millie climbs up.

Like Spiderman, Nick helps Millie into the bin. He lays out a blanket.

NICK
Welcome to Bermuda.

Nick takes a railroad RADIO from the backpack.

NICK
(into radio)
Six-five-one-0, green light.

A mild JOLT and the train moves.

EXT. OPEN HOPPER - TRAVELING - NIGHT

A gazillion stars. Nick pulls a pack of cigarettes from the backpack and lights one.

MILLIE
Hey...

Millie grabs the cigarette, throws it overboard.

MILLIE
No smoking! It's bad for you.

NICK
Yeah, well, you might be pretty,
but you aren't exactly the picture
of health.

MILLIE
Smoke bothers me. Pretty? You can
smoke when we get to the station.

She GIGGLES at her own joke.

MILLIE
(sings softly)
... a shining time staaa-
tionnn.

YARDMASTER (O.S.)
(over radio, filtered)
C-S-X sixty-five ten, we have
a stop at Brookville. Hold
'til morning.

NICK
Oh, shiiiiii!

MILLIE
What?

NICK

We're sixty-five ten. We gotta switch trains. In Oil City. That's gonna' take all night.

INT. KNIGHT'S HOUSE - NIGHT

A tired Mr. Knight sets a box on a desk, next to a PICTURE of Nick's mom - Pudgy woman, 22, cherubic face.

MRS. KNIGHT, 52, clutches a stapler frame so it stands erect.

MR. KNIGHT

Not right now, Sue. I got more boxes.

MRS. KNIGHT

Honey, Nick knows we didn't move 'cause of him, right?

MR. KNIGHT

We told 'im, "new freedom". Get away from those punk friends. He's a smart kid, Sue.

MRS. KNIGHT

He's asleep. Kiss-met?

They kiss. Clock: "1:27AM."

SERIES OF SHOTS - NICK AND MILLIE HOP TRAINS - NIGHT

- A) Nick holds Millie's hand as they rush into a Pullman Car.
 - B) Nick pulls Millie up on a Freight Car in "Oil City."
 - C) Nick and Millie ride on top a Freight Car past "Ringgold."
- END SERIES OF SHOTS.

INT. RAILCAR BOARDROOM - TRAVELING - NIGHT

Big NFL "Pittsburgh Steelers" logo on the wall.

Millie rushes exhilarated through the isle. Nick pushes gently from behind.

EXT. RAILCAR PLATFORM - CONTINUOUS

Nick and Millie exit.

The train pulls into the yard. Their adventure ends.

NICK

Millie, sorry so late. (pause) Hey
Millie, rad you didn't freak on
anything. Better than sittin' at
home, right?

Millie thoroughly enjoyed her time.

INT. MILLIE'S HOUSE - DAWN

Unkept. Drab drapes. Mom is zonked out on the sofa next to
empty grocer boxes.

Millie sneaks in with the dinner plate, stops to put a
crocheted blanket over her Mom's shoulders.

UPSTAIRS HALL

A HAIR DRYER blows. Millie hastily undresses, KNOCKS on the
bathroom door as she passes.

BEDROOM

Millie jumps-jumps-jumps tugging on a pair of jeans.

BATHROOM

A dishevelled Millie interrupts Mary BLOW DRYING her hair.

Millie brushes her teeth, sits on the toilet seat.

MILLIE

(mumbling over brush)
Is it better to have a soft kiss or
a French kiss?

HAIR DRYER stops.

MARY

Why? Who's the boy?

Millie shrugs her shoulders nonchalant,

opens the lid, spits toothpaste in the toilet.

Mary moves over so Millie can rinse at the sink.

MARY
Why ask me that?

Millie leaves.

Mary fluffs her hair, checks her smile, then sniffs under her one arm.

MARY
Wait. Did she just get home?

FRONT ROOM

Millie holds open the front door, waits impatiently.

EXT. MILLIE'S HOUSE - CONTINUOUS

Mary rushes out with a skateboard and backpack. She shoves earphones into her ears.

RAMBLIN' ROCK MUSIC.

The front yard tree is teepeed. MUSIC drowns out Mary mouthing the words, "really, Millie, again." End MUSIC.

INT. HIGH SCHOOL HALL/MILLIE'S LOCKER - DAY

Millie squeezes a book inside her locker.

Savoy, dressed in Saks Fifth Avenue dress, clings on the open panel door. Paige hangs on the conversation.

SAVOY
Millie, the stage! You have the stage. Spending the whole night with a boy you don't even know.

MILLIE
Shh, Savoy! You know how I get when I'm depressed. Besides, he thinks I live at Grandpa's house.

SAVOY
What was it like? Him, I mean?

MILLIE
Okay, I guess. Fun.

SAVOY

Fun!?

MILLIE

Think of him like, like community college guy. You know, like low class, and daring.

PAIGE

Ooooooo.

SAVOY

Ooooooo.

SCHOOL BELL. Zoey cheerfully enters the group.

MILLIE

It's not like I'm cheating on anyone.

INT. GYM - DAY

BASKETBALL DRIBBLING.

Savoy focuses a video camera on Millie at courtside. Paige watches.

PAIGE

Get the boob shot. Like if Adam like-like does it on purpose.

SAVOY

I will-I will. Enough already.

COURT

Practice. Players watch Coach's challenge. SHAWNIC and DEVONTE, African-American, both 18, go two-on-one against Adam, defending the basket.

PAIGE (O.S.)

Prom is in two weeks. Devonte like asked me so, like, it's just you and Millie.

Savoy films Millie.

COACH

Come on. Come on. You're a senior, Shawnic! Get around 'im, Devonte!

INSERT - VIDEO SCREEN

Millie, on bench, writes in her notebook.

SAVOY (O.S.)
Juniors on prom committee found out
about the check.

BACK TO SCENE.

BLEACHERS

SAVOY
And when this ends, who knows what
she'll be like.

COURT

Adam blocks Shawnic's shot. WHISTLE.

Players lounge. Coach is agitated.

COACH
Next two, on the line.

DEVONTE
That's everybody, Coach.

COACH
Everyone? No one's beaten Adam!
Fellas, if you don't pass the ball,
we lose. Hershey's gonna' have five
Adams on their side!

BENCH

MILLIE
I can score on Adam!

Millie comes over on a mission, notebook in hand.

The team RAZZ her statement.

COACH
You Millie?

MILLIE
I bet I can score.

COACH
Adam?

ADAM

Sure. I never played against a girl, Coach.

Adam jogs backwards to the key. Players quickly choose sides - Millie's. AD-LIB CHEERS.

Millie takes the ball.

COACH

Boys, the lesson was "passing."
After this shenanigans, we get back to drills. You ready Millie?

Millie affirms.

COACH

Ready, Tyre?

TEAM

Come on, Millie. Yeah,
Millie. You can do it!

ADAM

Guys, it's me.

WHISTLE. Millie dribbles the ball to Adam's right side, stops, dips right shoulder twice. Adam lunges. Millie spins left for a girlish lay-up, making the basket!

WHISTLE.

TEAM

Two points! Millie won!
Millie scored on Adam.

COACH

Millie, good job. Great job out there.

Millie runs back, proud, out of breath.

COACH

How'd you know to---

MILLIE

(panting)

Adam always gets the opponent to go to his right. Right shoulder dip. Every time he pivots an' starts to reach, I know he's committed to the right side. He needs to guard in closer just in case a fake happens.

COACH

Well done.

MILLIE

Mr. Sheldon, I see this happening all the time.

Millie addresses the players.

MILLIE

I've been counting how many times a team passes or shoots from a certain position. For instance, on Friday night, all we have to do is switch Adam with Devonte on defense.

COACH

How do you know Hershey shoots from one side more than another? We've never played 'em.

MILLIE

In Study Hall, I've been doing some checking... online. I got their playbook, even.

COACH

Online. You did what?

MILLIE

Yah, Mr. Sheldon. They post their playbook online. On their coach's page. Like you. And their school newspaper. So I read all about 'em. Their top scorer would be on Devonte's side.

COACH

You would need a password to get the playbook?

MILLIE

Well, yah, but the coach is a total cretin if he uses his own name.

INT. COACH'S OFFICE - DAY

COMPUTER SCREEN: "Coach's Eagles"

S-H-E-L-D-O-N being deleted.

Coach types.

"Enter New Password" prompting:

M-I-L-L-I-E-1 being typed.

INT. HIGH SCHOOL HALL/MILLIE'S LOCKER - MORNING

Millie digs through books and gooey Milk Duds.

Savoy wears a stylish Bebe dress.

Paige cartwheels up.

PAIGE
Millie, I need a Tampax?!

SAVOY
Jeez Paige, can you be any louder?

Millie unearths a SMASHED BOX of "Kotex."

PAIGE
Pads! Like, no one uses pads. Like,
really.

In the box, Paige finds peanut M&M's, eats them anyway.

Zoey enters.

ZOEY
Bach. I studied all night. I'm
never ready for a Lieberman test.

SCHOOL BELL.

PA ANNOUNCEMENT (V.O.)
(over speakers)
Please turn off all media devices.
Thank you.

Students throughout the hall lift up their cell phones and press "Power" as if "giving-the-finger."

INT. GYM - DAY

Players are sluggish. Millie and Coach talk shoulder-to-shoulder. She points to court positions in her notebook.

COACH
So, what would you do?

LATER

Players strain to carry lacrosse goals, kick dummy, and multiple objects to crowd the court. WHISTLE.

COACH
Right there fellas.

The PRINCIPAL stands stern in the background like a parole officer.

MISS CARLYLE

Y'all set. You know which hall he's in?

NICK

Yes. Yes, ma'am.
(to Principal)
Thanks, Mr. Cramer.

MISS CARLYLE

I can show you.

PHONE RINGS. Sadly, Miss Carlyle stays put.

Nick leaves.

INT. CLASSROOM - DAY

Tracking the wall, eclectically framed portraits of Ben Franklin, Bill Gates, Maya Angelou, others with Honorary PhD's.

Written on the dry-erase board: "Most Influential Person in Your Life Today - Dead or Alive."

Up front, Devonte presents oral assignment.

DEVONTE

... a musician who didn't care what people think about his music. The Wailers travelled the whole entire world. Bob Marley sang and made CD's.

Seated are Paige, Adam, Savoy, and Zoey.

Millie sleeps at her desk, with paper wads in her hair.

DEVONTE (O.S.)

And my favorite one is called "Legend." Even though Marley is dead, he still influences me every day when I listen to his music. That's about all.

MR. HAMILTON, 30 and bookishly handsome, comes up front.

MR. HAMILTON
 Excellent topic, Mr. McDaniel. But
 do you suppose Bob Marley had a
 beginning somewhere?

KNOCK-KNOCK-KNOCK. Nick at the door.

MR. HAMILTON
 Any children of his own?
 (to Nick)
 Yes, may I help you?

Savoy SMACKS Millie's arm, waking her.

NICK
 Yes, ahh, I'm, I'm Nick Knight.

Nick hands Mr. Hamilton the pass: "Transfer from Roosevelt."

SAVOY
 Ooooo, Mr. Hamilton got a note from
 Miss Carlyle.

The class LAUGHS at her joke. Savoy has a teacher-crush.

MR. HAMILTON
 Very well. Ah, Savoy, move back
 one. Mr. Knight has had a *moving*
 experience.

Nick grins to Millie,

nods to Savoy for giving up her seat, self-conscious he's
 not as clean-cut as the others.

MR. HAMILTON
 Let's get back to our reports. Ah,
 Mr. Knight, the class is giving
 oral presentations on the "Most
 Influential Person in Your Life
 Today." Unfortunately, we only have
 one more left.

NICK
 Uh, Mr. Hamilton, how long does the
 report have to be?

MR. HAMILTON
 Five minutes or less, Mr. Knight.

NICK
 I have my subject already picked
 out... if you don't mind?

MR. HAMILTON
Who's it going to be on?

Nick eyes Millie, then back to Mr. Hamilton.

NICK
(mocks)
You, of course.

MR. HAMILTON
Well then, you can go right after
Dave Evanston.

Mr. Hamilton gestures to Dave, the pelvis grinder, in back.

DAVE
Mr. Hamilton. I, ah, kinda' don't
have a report just yet.

MR. HAMILTON
And why is that, Mr. Evanston?

DAVE
Well... Zoey... at the time, we
were, boyfriend 'n girlfriend.
But... we broke up, soooo...

The class LAUGHS at his predicament.

MR. HAMILTON
I see. That would create quite a
problem if you break up with the
most important person in your life.

Zoey shrugs, humiliated.

MR. HAMILTON
So that leaves us Nick Knight.
(to Dave)
Mr. Evanston, you know the rules.
I'll need a five-page, typewritten
report by Monday, double spaced.

Mr. Hamilton glances at Nick's transfer slip.

MR. HAMILTON
Do it on Teddy Roosevelt, before he
became President.
(to Nick)
Ready, Mr. Knight?

Nick gets up and stands next to the board.

NICK

Jump. Be radical. Don't just live,
man. Have an anthem. No matter
where you live. In jail. This town.
Wherever. Love music.

Nick picks up the dry-erase marker.

NICK

Don't copy Marley. Write your own.
Even if you're a dweeb.

Mr. Hamilton sees there is no point to Nick's topic.

NICK

Oh, my name's Nicholas Ignatius
Knight.

Nick writes "N, I, space, K" on the board.

NICK

You see, my dad studies Catholic
saints... so you all know Saint
Nicholas, right? Christmas. An'
Ignatius was a soldier. And a
scholar. So Dad had to pick that
one. My mom went along with it.

Students warm up to Nick's approach.

NICK

For my Confirmation name I chose
Cephas, which is another name for
Peter.

Nick puts a "C" in the space on the board.

NICK

You know, Peter, "the rock?"

The class GIGGLES, but likes it.

NICK

So my initials are N-I-C-K.
Nick.

Nick acknowledges his fellow classmates by blessing them with
the "sign-of-the-cross."

Mr. Hamilton stands, almost applauds. Nick sits.

MR. HAMILTON

Well, I'm sorry this is the last
day for reports.

It tells me a lot about why you all do some weird/crazy things.

He erases the board.

MR. HAMILTON

We've had girls talk about their boyfriends. Most picked their moms. Out of forty-six seniors, Nick, you're the only one who said anything about their dad. Interesting.

SAVOY

Uh, Mr. Hamilton. Miss Carlyle is here to see you.

Miss Carlyle stands sleekly at the door, has a teacher-crush.

MISS CARLYLE

Hamilton, 'nother phone caw'l.

MR. HAMILTON

Thanks, Grace.

(to class)

Quietly. In two minutes, slowly exit to your favorite stairwell places. Shhhhh. Wait 'til I'm gone.

He exits with Miss Carlyle. The class does a "Oooooooo."

INT. HIGH SCHOOL HALL/MILLIE'S LOCKER - DAY

Millie YAWNS as she collects books. Students rush by.

Across the hall, Savoy wears a 1930's dress, with full make-up, beautiful as usual.

Nick arrives, notices Adam's sports life on the panel door.

NICK

So, this is your locker?

MILLIE

Hey, hi. I thought you were a community college guy?

NICK

I never said that. Hey, is that girl (re: Savoy) wearing a costumes?

MILLIE
 Thespian. Spring play. But some
 days really are her own clothes.

Millie hides her locker.

MILLIE
 (dismissive)
 Say, Nick, it's good to see you.
 Gotta' go. State Championship on
 Friday night.

Millie starts to leave.

NICK
 Millie, do you want to see a Glass
 Caboose?

MILLIE
 Glass Caboose? For real?

Millie backs down the hall. Paige and Zoey arrive.

NICK
 Yeah, this rich guy built one for
 his granddaughter as a playhouse.
 They store it in Ringgold.

MILLIE
 No, not tonight. You kept me out
 way too late the other night. Don't
 you sleep?

NICK
 But...

MILLIE
 Practice.

Millie scurries off, jiggling down the hall.

NICK
 (to himself)
 I never said tonight.

PAIGE
 Muffintop's sure in a hurry.

ZOEY
 (flirty)
 Hey, Nick.

Train HORN.

EXT. TRESTLE RAILROAD BRIDGE - DAY

Inside a Crane Car, Rodney hoists rails to Nick and a small Crew rebuilding the track.

Mr. Knight drives up on the rail in his CSX Suburban equipped with dolly wheels.

MR. KNIGHT
(out the window)
Nick!

Nick looks up.

MR. KNIGHT
You didn't tell me your school's
going to Hershey for some big game.
Get in.

Nick throws his maul in the cab, hops in.

INT. CSX SUBURBAN - LATER

Mr. Knight hands Nick a porter's suit.

MR. KNIGHT
Rodney put you on the line.

On the dashboard, the railroad RADIO makes constant NOISE.

NICK
How many days in Hershey, Dad?

MR. KNIGHT
Just one. The pay's good.

INT. SLEEPER CAR - TRAVELING - DAY

DING-DING-DING at railroad crossing.

In his porter's suit, Nick throws duffle bags of "Devonte McDaniel #10" and "Adam Tyre #6" into a suite.

INT. PULLMAN CAR - TRAVELING - DAY

Players lounge around on sofas and chairs.

The windows have cheers painted: "Go Eagles," etc.

Millie shows Adam a "Milton Hershey Spartan" newspaper with players' names circled.

Mr. Tyre holds a railroad radio as he talks to Coach.

MR. TYRE

You should get there 'round four.
Check the court, practice a little.

COACH

Thanks, Leo.

MR. TYRE

We got Sleeper Cars attached. The
kids can sleep on the way back.

INT. PULLMAN CAR - DUSK

The train is stopped!

Coach nervously paces. Mr. Tyre listens to the radio.

Coach checks his watch when Mr. Tyre halts his wrist.

MR. TYRE

The Army's munitions are still
moving. (shakes his head) Not even
Amtrak is moving. We're gonna' have
ta' find a...

OUT THE WINDOW is a rural church, with a dusk-to-dawn light.
An old white BUS is parked in the lot.

EXT. RURAL CHURCH/PARKING LOT - NIGHT

Mr. Tyre is under the hood of the bus, sleeves rolled up.
SPARKS.

MR. TYRE

Once more, Adam! Try it now.

SPARKS. ENGINE REVS to life.

Basketball players board the bus under the din of the light.

INT. ARENA/GIANT CENTER - NIGHT

THE COURT is lit. Spartan CHEERLEADERS perform a LINDY HOP.

A referee checks his watch, "10:41."

EXT. ARENA/PARKING LOT - NIGHT

The white bus HONKS, parks at the curb. Terrance basketball players rush out suited up, then Coach, Millie, and Mr. Tyre.

INT. ARENA/GIANT CENTER - NIGHT

Lopsidedly packed with 5,000 fans from Milton Hershey High School. Terrance High has 50.

SIDELINE

Savoy video-tapes the game. She is sexy-chic in a mini-skirt, check leggings, and plaid blouse.

BLEACHERS

Mary and Paige sit together. Mary's hair is curled. Wow!

CORBETT, 19, bandmate of Nick's, arrives with concession items and sits by Nick, still in porter's suit. Corbett notices Mary and vice-versa, smitten.

Mr. Hamilton arrives in a trench coat with concession items.

Rail crewmen dads sit nearby.

COURT

BUZZER. The referee tosses the ball. Adam wins the tip-off.

LATER

A Spartan shoves Devonte inside the key. WHISTLE. Referee motions for a free-throw.

COACH (O.S.)
Devonte, we need every basket.

Adam urgently helps set up the key with Polo and others.

ADAM
Polo, your toes outta the key, man!

SERIES OF SHOTS - ADAM DISPLAYS BASKETBALL SKILLS

- A) Adam rebounds the ball - passes to Devonte.
- B) Adam guards the key, blocks a pass.
- C) Sideline throw-in, Adam out-jumps a Spartan for the ball.
- D) Adam elbows a Spartan to the ground, WHISTLE, foul.

BACK TO SCENE.

BLEACHERS

Two Northwestern University SCOUTS, with clipboards, watch Adam command his teammates.

SCOUT #1

See how he gets the court ready.
And it's more a' defensive play.

SCOUT #2

Yeah, but, I'm still not convinced.

COURT

A Spartan SWISHES a free-throw. No other players around.
The 5,000 fans CHEER.

COACH (O.S.)

Millie, one technical on Adam.

SCOREBOARD: "Hershey Spartans 34; Terrance Eagles 30"

BUZZER. Spartan fans stand - APPLAUSE.

Terrance players pick up towels and head to the -

LOCKER ROOM

Terrance players face Coach.

COACH

Good play out there, guys. An'
there's a person on this team I'd
like to recognize.

Players instantly look to Adam.

COACH

Millie.

Eyes search the room.

COACH
Millie. Millie?

TOILET FLUSH.

BATHROOM STALL

A Kotex envelope drops to the floor between Millie's shoes.

LOCKER ROOM

Shawnic jokes.

SHAWNIC
Coach, she's at the concession
stand.

MOMENT LATER.

Millie tugs up her jeans as she enters.

COACH
Millie, you're a member of this
team. I meant to give this to you
at the beginning of our season.

Coach reaches into a duffle bag and pulls out a JERSEY:
"MILLIE" with a number "01."

Millie slips it on.

COACH
And Millie, if you want to sub
yourself in, go right ahead.

The team CHANTS "Millie, number one!" Devonte and Adam lift
Millie up on their shoulders moving right out the door.

BLEACHERS

Miss Carlyle arrives and sits next to Paige and Mary.
Mr. Hamilton sits slightly higher up.

MISS CARLYLE
Who's winnun'? Hi, Hamilton.

MR. HAMILTON
They are. Hey, you're not here to
drop off a message, are you?

MISS CARLYLE
No, just the game.

She flings back her hair, sending a message.

WHISTLE. The teams battle it out.

SIDELINES - LATER

Zoey and cheerleaders dance a West Coast Swing.

Savoy continues to video-tape Adam.

The ball goes out of bounds near Millie.

REFEREE
Gentlemen, under two minutes.

Timer's table: "4th Q - 1:55."

MILLIE
Adam! Switch with Devote. They've
changed centers on you! Guard.

ADAM
Did Coach say?

MILLIE
Just do it. There's two scouts from
Northwestern.

They switch positions. Coach sees the switch.

COACH
Millie, you sure?

MILLIE
Seventy-one percent of their plays
happened in that lane?

Savoy's video camera pans up the bleachers.

INSERT - VIDEO SCREEN

Mr. Hamilton watches the game near Miss Carlyle.

Miss Carlyle shivers.

BACK TO SCENE.

BLEACHERS

MARY

Miss Carlyle, if you're cold, Mr.
"H" can give you his coat?

MISS CARLYLE

No ma'am, I'll be fine.

MR. HAMILTON

Yah, Grace. Here, take this.

Mr. Hamilton offers his coat, open.

She slides in, snuggles, SNIFFS.

MISS CARLYLE

Oooh. Thanks Honey/Hamilton.

Paige nudges Mary.

PAIGE

(whispers)

Mr. "H" just, like, frocked Miss
Carlyle.

Both GIGGLE.

COURT

Adam blocks and knocks down a Spartan near the key.

COACH (O.S.)

Good guard, Adam!

WHISTLE. The referee's fingers motion "two."

REFEREE

Personal. Blocking the key!

CHEERS from 5,000 fans cover Adam mouthing the "F" word.

MILLIE

Foul. Adam's out.

REFEREE

(to Adam)

Fifth foul. Sorry son.

Adam jabs a fist in the air and walks to the bench.

SCOREBOARD: "Hershey Spartans 65; Terrance Eagles 51"

SIDELINE

The Spartan makes the basket.

SWOOSH. CHEERS. Millie tallies.

Timer puts "66" on the scoreboard.

INSERT - VIDEO SCREEN - TERRANCE BENCH

Adam plops down next to Millie NUDGING her boob.

BACK TO SCENE.

SPARTANS SIDELINE

A BUZZER sounds. Spartans win!

SPARTAN COACH

Oh, God. State Champions boys!
State Champions.

CHEERS. BEDLAM fans.

TERRANCE SIDELINE

COACH

Come on, Millie. It was a good
game.

Dejected, the team circles up.

Northwestern University scouts wave Coach over.

Millie interrupts.

MILLIE

(to Scouts)

Swept season up until now. On
average, thirty-six points. We went
up to triple A this year, you know.

Millie compares her notebook to their clipboards.

SCOUT #2

How 'bout Indiana? We're lookin' at
two fellas from there.

MILLIE

I know who you mean. But no. Look.

Millie shows game stats.

FURTHER DOWN THE BENCH, University RECRUITERS hand business cards to Adam with handwritten "call me first" notations.

EXT. PARKING LOT/GIANT CENTER - NIGHT

Mr. Hamilton wears his trench coat as he gets in his car, drives away.

Disheartened, Miss Carlyle shivers then gets into her car.

WHITE BUS

Players jam duffle bags to Nick as they board.

Adam's HAND fans out recruiters' cards to show Millie.

Millie's eyes catch Nick's as they pass.

ADAM

Definitely Big Ten in here, Millie.

INT. PULLMAN CAR - TRAVELING - NIGHT

Millie dozes off on a settee. Mr. Tyre talks to Coach.

MR. TYRE

(whispers)

I forgot to count her. They're all boys on the team.

COACH

(whispers)

Give her my room---

COACH

... an' I'll sleep in---

MILLIE

I don't mind sleepin' on the davenport. It's fine.

MILLIE

I'd sleep anywhere. I'll go brush my teeth.

INT. SLEEPER CAR BATHROOM - TRAVELING - NIGHT

Millie, in pajamas, brushes her teeth. Players AD-LIB in the hall. KNOCK-KNOCK.

MILLIE

Who is it?

POLO (O.S.)

Polo.

MILLIE

Stupid juniors.

(mumbles over brush)

Polo. I'm in here.

INT. PULLMAN CAR - TRAVELING - NIGHT

Dim. Bumpy. Millie can't sleep under a blanket.
Watch: 3:35AM."

Adam opens the door, enters.

ADAM (O.S.)

(whispers)

Millie? Millie?

MILLIE

Adam? Adam, is that you?

ADAM

Shhhhh.

DOOR closes.

ADAM

Millie, all those scholarships.
One from Florida! Coach says he can
help me. You sleepin'? Anyway,
Coach ain't smart like you are.

MILLIE

Wait, where are you?

Adam plops himself on the settee really close.

ADAM

Millie, I gotta' ask you something.

Millie sits up. Light fades in and out from outside.

ADAM

I was thinkin' a takin' you to
prom.

MILLIE

Yes.

ADAM

I can't get a scholarship unless I pass Algebra. An' you're good with numbers.

MILLIE

Yah, I know.

YARDMASTER (O.S.)

(over radio, filtered)

Engine four-two-one-seven, hold for Patton and Terrance!

Adam jumps, startled.

A light goes on in the Pullman bellow. A DOOR SLAMS.

MILLIE

It might be your dad, looking for his radio.

Millie grabs the radio, turns it off.

ADAM

Or Devonte. He's stupid enough to yell out if he sees I'm gone. Millie, if you help me study to pass Algebra and we go to prom together, we'll be the perfect team. I gotta get those scholarships.

Adam gets up. DARK.

ADAM (O.S.)

I have ta' retake the S-A-T.

MILLIE

We can study...

DOOR SLAMS.

MILLIE

... any... time.

Millie pulls the blanket around her shoulders, then cups her breasts through the blanket, lingers there.

The DOOR opens, SLAMS shut. Dark again.

POLO (O.S.)

(whispers)

Millie?

MILLIE
Polo! Polo, get out!

INSERT - TERRANCE GAZETTE NEWSPAPER

A PROSTHETIC LEFT HAND holds up the Headline: "SPARTANS
RETYRE EAGLES - Unsweet End in Hershey, PA."

CLOSE UP: Picture of SPARTAN in lay-up over Adam guarding.

SERIES OF SHOTS - WORKER BEES - DAY

- A) A DVD BURNS then POPS out of a laptop computer.
- B) FINGERS squeeze a padded envelope closed, gets stacked.
- C) COMPUTER SCREEN rifles through Adam's plays. EJECT.

SAVOY (O.S.)
But, how's the tutoring going?

INT. LIBRARY - CONTINUOUS

MILLIE'S HANDS stuff the DVD into a padded envelope.

MILLIE
Great. Well... good.

Paige writes addresses on envelopes from a College Directory.

MILLIE
Well, terrible.

POSTERS on the WALL announce "Prom" and "Spring Play."

At several tables, Savoy, Millie, and Paige fold and stack promotional DVD's of Adam's basketball skills.

PAIGE
Saying "highest scorer in Terrance
history" is like-like, saying he's
a dummy. Like, our town never
scored past forty in a hundred
years until Adam.

MILLIE (O.S.)
Savoy, have your dad ship
overnight.

Paige is overwhelmed.

MILLIE

Small universities, Paige! The size we've been playin' against. I'm figuring a three-to-seven percent reply rate.

Millie loads a DVD into the computer, hits "Burn."

MILLIE

Then ten percent of those to really hook 'em. Mary told Grandpa I got a date for prom.

The LIBRARIAN, Mrs. Jerome, cranky old 60's, marches toward Millie. The principal follows.

PAIGE

Don't you need a dress?

LIBRARIAN

(harsh to Millie)

Young lady, I don't know why you think you can do whatever you want with this prom. You're not going!

MILLIE

What?!

LIBRARIAN

The vote was unanimous for the juniors! And you defied my authority! Contracting a band not approved! So you're not permitted, not permitted, not permitted!

The principal shrugs a "it's outta my control" whimper.

LIBRARIAN

(to Savoy)

And you, Missy! You will rewrite that check to "The Fungal Four" and are no longer treasurer!

MILLIE

But we...

SAVOY

Yes, Mrs. Jerome.

LIBRARIAN

(to Savoy)

Mr. Cramer won't expel you from prom. But I know that you girls connive me.

Librarian gives Paige the "stink eye" too.

INT. MILLIE'S HOUSE/KITCHEN - NIGHT

YELLING. Mary and Mom argue.

Millie enters holding mail.

MOM
(to Millie)
Whad'da'you want?

MILLIE
Prom has fallen apart - if you must
know. And the deadline to Penn has
past - for my deposit.

Mary wipes a tear, paints on a smile for Millie.

MARY
Penn will still take you.

MOM
Ya' both get jobs!

Mom unties her grocer apron, throws it in the TRASH.

Mary picks up a plastic wrapped dinner plate.

MARY
I'll go with.

MOM
No! You stay here an' do your
dumbass house work/home work.
You're flunkin' too much.

Mary hands off the plate, stuck.

EXT. KNIGHT'S HOUSE - NIGHT

Millie's HAND feels around in the garden mulch then knocks
over a St. Augustine statue, breaking off a MIDDLE FINGER.

She picks up the finger.

SIDE OF HOUSE

Nick's bedroom light is on. Millie throws the finger at the
window, CRACK.

INT. NICK'S ROOM - NIGHT - CONTINUOUS

Startled, Nick gets up from his desk and muddles through music equipment, clothes, books. His hair is wet and clean. He opens the window.

NICK
Millie, 'the hell you doin'?

MILLIE
I can go now.

NICK
Go where?

MILLIE
The Glass Caboose.

NICK
We have Lieberman's test tomorrow.

INT. GLASS CABOOSE - TRAVELING - NIGHT

The full-scale Caboose is made of thick Plexiglas. The roof is bowed across making a sky-dome.

Nick sits on a small chair. Millie is animated, funny, with large body gestures.

SERIES OF SHOTS - MILLIE AND NICK IN THE CABOOSE - NIGHT

- A) Millie laughing.
- B) Millie face-to-face questioning Nick.
- C) Millie's elbow lounged over Nick's knee, intrigued.

BACK TO SCENE.

Millie stands and goes to the wall, looks out.

Nick shifts a lever that slows the Caboose near a barn.

OUT THE WINDOW, Corbett leans against a muscle car, Camaro.

NICK
That's Corbett.

Nick leans against the glass too close to Millie.

MILLIE
Bandmate friend? The guy with the
kiss-o-meter theory?

NICK
See how a Caboose ride can change
your mood. The theory works.

MILLIE
Yeah, so you said.

NICK
So, how many guys have you kissed?

MILLIE
Me? Enough to not to believe in
some stupid kissa' meter.

NICK
Why not? You wanta' give it a try?

Nick leans in toward Millie. She smiles, pulls back.

MILLIE
Like you're really going to---

Nick's LIPS JOIN TENDERLY and perfectly with Millie's.

A shooting star crosses the skydome.

Nick pulls away but Millie follows his retreat. They both
smile satisfied.

MILLIE
That's what I thought. Average.

Nick abruptly remembers the lever, stops the Caboose before
it hits the barn.

Millie exits. Nick feels his lips, grins.

INT. CAMARO - TRAVELING - NIGHT

Corbett drives. Millie is zonked out on Nick's shoulder.

The back seat is stuffed with band equipment.

CORBETT
You never dated a (puffs out
cheeks, expands his hands) chick.
No one's askin' her out, man.

NICK
But... she just... Watch her
expressions. She's actually quite---

CORBETT
What, you not into skinny anymore?

Corbett shakes his head in disbelief.

NICK
Still won't jump trains.

CORBETT
She doesn't know you. Man... you
didn't tell her about the "hundred
islands" thing did you? (awkward)
Train wreck, man. Crash 'n burn.

NICK
Crash 'n burn?

CORBETT
They all do, man. Always jumpin' in
way too fast.

Corbett does an EXPLOSION sound, fist opening.

SCHOOL BELL. LOCKER DOORS SLAM.

EXT. ADAM'S HOUSE - RAINING - DAY

Rickety old two-story. MRS. TYRE, worn 38, on a ladder,
repairs a gutter.

Adam pulls up in his beat-up van.

ADAM
Mom, I'll get that!

Millie gets out of the passenger's side, textbook in hand.

MRS. TYRE
Your dad was suppose 'ta fix this
weeks ago.

Adam gets up on the ladder, switching places. Mrs. Tyre hands
off a drill then holds the gutter.

ADAM
Mom, I told you I was gonna' to get
this. I was fixin' this place all
when Dad was in government housing.

MRS. TYRE

Prison. Say, prison. An' stop
tellin' your friends your dad was
in *government housing*.

Mrs. Tyre looks disapproving at Millie.

MILLIE

Hey.

ADAM

Yah, Mom, hold the gutter straight.

Adam secures the gutter with a POWER DRILL.

INT. ADAM'S HOUSE/UPSTAIRS HALL - DAY

Adam and Millie reach the top landing.

Millie peeks inside parents' bedroom, TWO TWIN BEDS.

MILLIE

Kids beds?

ADAM'S BEDROOM

is more like a college dorm - MAGAZINE PICTURES of NBA
players, CHEERLEADERS cover the walls. Beer ads with BIKINI
GIRLS. All very very busy.

ADAM

Millie, listen. No one has ever
really been in my house. Not
Devonte. Not anybody.

Adam opens the textbook on his desk.

ADAM

Dad says he just can't sleep with
another person. You wouldn't
understand. Gove'ment housing
mental thing. I certainly don't
have to live like them.

Millie scoots a wooden crate to the desk, sits.

Adam slyly swaps his chair, afraid she might break the crate.

ADAM

I think I know how this algebra
thing works?

HOMEWORK: Numbers are atrocious, like a second grader's.

ADAM

See? The answer is twelve.

MILLIE

Six. The answer is six. See, you forgot to divide this two.

On Adam's desk, Millie picks up a pile of letters.

MILLIE

(paging through)
University of Florida, Gainesville;
South Carolina; Loyola. So many.
Northwestern. You're leaving
Pennsylvania?

Millie stands.

ADAM

Not for awhile. They invited me to their summer camps. You know, try-outs or something.

Adam stands by Millie. Boy is he tall!

ADAM

Let's try that basketball drill you did at practice.

Adam places a basketball at Millie's toes. She steps on. Adam balances her with both hands at her side, near her boobs.

MILLIE

Don't you want to travel when we get out?

ADAM

Yeah, sure. There are somethin' like fifteen or twenty cities in the N-B-A.

MILLIE

No-no-no. I mean, like, for fun? A goal.

ADAM

Yah, when the season's on break. You mean like goin' to Miami?

Millie loses her balance and lands on the bed. Adam tries to catch her but lands next to her.

Millie gives a kiss, awkward.

MRS. TYRE (O.S.)
Adam. Your father 'n me...

Mrs. Tyre arrives at the door.

MRS. TYRE
Get off that bed!

She leaves agitated.

ADAM
Hey.
(gestures his head toward
his parents' room)
Millie, you won't mention anything,
will you? The twin beds.

Millie nods a "no."

MILLIE
There are actually twenty-nine
teams in the N-B-A so that would
make for about four hundred an'
thirty cheerleaders assuming each
team had about fifteen girls on a
squad.

Adam hovers over Millie.

ADAM
Hah. They're called dancers in the
N-B-A. Not cheerleaders.

MILLIE
That would mean eight hundred and
sixty breasts. That's why they call
this alge-bra.

They kiss, better. University letters drop to the floor.

INT. MILLIE'S BEDROOM - MORNING

Millie rummages through a drawer.

MILLIE
Mary! You got a turtleneck?

SCHOOL BELL.

INT. SCHOOL OFFICE - DAY

The PHONE rings. Miss Carlyle answers holding a lame -

BIRTHDAY CARD: "Grace, you're 40 now. At least try to move on. Luv, Sis."

MISS CARLYLE

Terrance High School, Grace Carlyle
speakun'.

INT. CLASSROOM - DAY

Millie wears a gaudy scarf round her neck as Adam, Paige, and Zoey listen to Savoy banter with Mr. Hamilton and Dave.

SAVOY

You know she likes you. Dance with her at prom.

MR. HAMILTON

Grace, must be... at least ten years older than me.

DAVE

(to Savoy)

You're the one who's Hamiltonian.

SAVOY

(half-denial)

Me? Hamil... ton... ian?

MR. HAMILTON

Stop with the Hamiltonian. How do you possibly know?

SAVOY

Can't you tell?! By the way she says your name. And look how she comes to deliver all your phone messages. She could just give you those over the intercom. And another thing, every time she leaves, she smiles at you and walks down the hall so you can see her butt down the hall. Just in case you're watching! Not to mention, the office is in the opposite direction.

KNOCK-KNOCK.

MR. HAMILTON

Wow. Okay. You've put a lot of thought into this. You're not Hamiltonian, you're Freudian.

MISS CARLYLE (O.S.)

A'hem. Hamilton.

Mr. Hamilton startles, sees Miss Carlyle at the door with a framed portrait.

MISS CARLYLE

Hamilton, this is from Jerry. Jon Bon Jovi gotta honorary P-H-D.

MR. HAMILTON

Thanks, Grace. I know.

EXT. RAILROAD YARD - SAME DAY

Millie steps out of Savoy's NEW PINK CAR. Millie's scarf flaps as she enters the Control Tower door.

INT. CONTROL TOWER - MOMENTS LATER

Rodney calculates to Millie the day's RAIL DOCKETS.

RODNEY

Each route gets totaled then filed in here. The rail cars should all add up to this number down here.

Mr. Knight works 4 computer screens of towns CSX services.

MILLIE

How long will all this take?

RODNEY

It never ends. But if you could put in two to five hours after school each day, I'd really appreciate the help.

(ref. Mr. Knight)

Walt here, our yardmaster, will catch up the rest.

More pages print off the PRINTER.

RODNEY

Can you start tomorrow?

EXT. RAILROAD YARD - LATER

Millie, in scarf, approaches a moving BOOM on a Crane Car.

Nick operates the crane, stops. ENGINE IDLES. He sticks his head out the window.

NICK

You workin' for sex now?!

MILLIE

You say sex or C-S-X?

NICK

You wanta' give this bad boy a try?

INT. CRANE CAR - LATER

Nick stands behind Millie, arms around her body as he guides her HANDS ON THE LEVERS.

OUT THE WINDOW the boom shakes.

Millie is playful in Nick's arms.

MILLIE

Nick, is it really illegal to hop trains? Hobos do it.

NICK

Ya, big time. Dangerous too.

Nick jokes by putting an arm up his sleeve, like an amputee.

NICK

Prison even. Hey, Friday, you wantta' go on the Glass Caboose?

He notices under Millie's scarf HICKEYS. Done with jokes.

MILLIE

Sure, maybe.

EXT. GRANDPA'S PORCH - DAY

GUITAR STRUMMING.

Paige and Zoey sit on the wicker sofa with Mary wrapped in a quilt. Savoy stands at the rail. Festive sing-along.

Corbett plays GUITAR while Nick stands close by.

NICK
I'll go again.

Corbett plays the verse of the song.

NICK
(sings)
She goes to bed/
All clean and mellow/
When she wakes up/
She's wet and yellow.

EVERYBODY
(chorus)
Ohhhh, bed-wetters aren't much fun.

LAUGHTER at the limerick.

Millie enters round the house, textbook in hand.

SAVOY
Hey, Millie, come join us. This is
Nick's friend, Corbett.

MILLIE
What are you guys doin'?

SAVOY
A musical about bed-wetters. In
honor of Mrs. Jerome.
(to Nick)
You ever notice how big that pad is
under her pants. A whole Kotex
factory.

NICK
(to Millie)
Corbett plays guitar.

MILLIE
I see. You play guitar?

NICK
Keyboard. Mostly.

Millie plops down on the wicker sofa.

MARY
Better than Grandpa's Victrola
music.

MILLIE
(to Nick and Corbett)
Our Grandpa loves Big Band.

He keeps a dance card from when he was courting.

PAIGE
Courting! That's a Grandpa word.

MARY
Millie's such a Darby and Joan wannabe.

MILLIE
(to Nick and Corbett)
Courting, yeah. Wait here.

Millie goes inside.

NICK
My 'rents are Darby and Joanz-es.

Millie comes out with the

SHADOW BOX FRAME containing the dance card. Millie sits.

MILLIE
See.

PAIGE
Like-like, tell the guys what you, like, do with it?

MILLIE
A girl, a maiden, would wear this on the cuff of her sleeve. And the guys would sign inside for each dance.
(mimics Grandpa's voice)
"Ma'am, I am Rudolf Royer. May I sign your dance card?"

INSERT - FRAMED DANCE CARD

ZOEY (V.O.)
(reading)
"The Western Pacific Railroad.
April twenty-third, nineteen twenty-six."

BACK TO SCENE.

MILLIE
Grandma didn't want to at first. She thought he was some poor immigrant.

MARY

Let me see it, once.

Mary reaches over and grabs the frame.

The quilt falls off Mary's shoulders revealing no left arm. No big deal to the others as Corbett's eyes stare.

MARY

He taught Millie and me how to dance.

TRAIN HORN. A PHONE rings from inside.

Corbett notices Mary's fondness for the heirloom.

MILLIE

Grandpa's name's in there somewhere. Rudolf.

MARY

Hey, look, I think it opens.

Mary pulls a TAB on the back panel and LETTERS fall to the floor.

MARY

Letters.

MILLIE

Grandpa's handwriting.

Millie picks them up.

PAIGE

Horny love letters.

ZOEY

Horny. Millie, read one?

SAVOY

No way. What if they're---

MARY

(grabs the letters)
I'll read 'em, you chickens!

Mary catches Corbett's stare, equally smitten.

MARY

(reading)
"My beloved Mildred."

ZOEY

Beloved. Holy crap! How old are these people?

MILLIE

Mary's age. No, sixteen. Grandpa's age minus seventy-six years.

Zoey gives Millie a "smarty-pants" look.

MILLIE

What? It's simple math.

MARY

Oh-oh, listen.

(reading)

I feel like I'm stealing minutes from heaven.

INSERT - LETTER

Exquisite penmanship in fountain pen ink, masculine.

MARY (V.O.)

(reading, waxing)

Your eyes dance with romance, and I wish that the orchestra could have played until dawn. On the night next...

BEGIN FLASHBACK.

EXT. CATHOLIC CATHEDRAL - NIGHT

A courtly GENTLEMAN, 20, smokes a rolled cigarette, waits earnestly. His LOVER, 16, enters at the gate.

MARY (V.O.)

... the orchestra rehearses in the Cathedral basement. I shall wait on the steps of the side chapel...

They embrace.

MARY (V.O.)

... next to the garden. I shall teach you the waltz.

ORCHESTRA MUSIC. Gentleman and Lover dance passionately on the cobbled stoned courtyard. Abruptly, the music stops.

ORCHESTRA LEADER (O.S.)
Tiempo! Tiempo! Tiempo!

Gentleman and Lover tumble to the ground, she on top of him.
Both hesitant, then passionately KISS.

END FLASHBACK.

INSERT - LETTER

MARY (V.O.)
Mildred dearest, grant me this
wish, and I will cherish it
forever.

BACK TO SCENE.

MARY
(reading)
Warmest regards, Rudolf Royer.

GRANDPA (O.S.)
Millie. Mary.

Grandpa steps out partially.

GRANDPA
I don't know why you all insist on
stayin' out here an' talk.

Mary hides the letters.

GRANDPA
Malfeasance, if you ask me. Girls,
supper.

MILLIE
Yes, Grandpa.

MARY
Yes, Grandpa.

The group does "byes."

INT. HIGH SCHOOL HALL/MILLIE'S LOCKER - DAY

The locker is neat. Bottled water. The junk food is gone.
Savoy and Paige watch Millie put a "heart" on the calendar.

MILLIE
 (talking fast)
 It's weird. Strange weird. Good
 strange weird. He's getting to be a
 really good kisser.

PAIGE
 It's not like-like you lost your
 virginity. Have you?

SAVOY
 Paige!

SCHOOL BELL. Millie closes the locker. The girls leave.

NEARBY LOCKER CLOSES. Zoey overheard everything.

INT. LIBRARY - DAY

Nick and Savoy sit at a computer.

NICK
 Speaking of dance cards being full,
 check this out.

Mary skateboards past the Librarian who gives the "evil eye."

NICK
 (to Mary)
 Mary, look at this.

Corbett enters, imposing with a visitor's badge.

CORBETT
 (to Nick, panting)
 I told 'em we're brothers.

SAVOY
 Mary, sit. Nick, go ahead. Show
 'er.

CORBETT
 (to Mary)
 Hey, can we go out sometime?

MARY
 Ya, sure.

Nick keyboards the computer.

SAVOY
 Guys, listen.

NICK

Mary.

CLICK.

WEBSITE SCREEN: "Budapest - The Richest Culture."

An eighteenth century hand-drawn picture of a grand dance.

NICK (V.O.)

I know you and your sister think
it's so romantic. Your
grandfather's dance card.

CLICK.

INSERT SCREEN - "BALLSPENDEN 1775 circa."

A Royal family, CLOSE ON picture of an overweight, grotesque
looking gentleman dressed in a cape with the "Family Crest."

CLICK.

ANOTHER SCREEN - PAINTING of "Earl of Budapest"

NICK (V.O.)

He was such a loser that auntie and
uncle, king and queen, had to host
a dance for him to find a wife. To
carry on the family name.

BACK TO SCENE.

MARY

So.

NICK

So...

NICK

Look at that guy! It says that,
because the auntie needed to track
the guests in attendance, little
cards were made with his picture
and the royal crest.

MARY

Grandpa's dance card.

NICK

Yes. No. Not exactly. Not in the
case of, Earl the Loser. But it
quickly morphed into fancy dances
with cards. Like your Grandpa's.

MARY
Cinderella was based on dance
cards, Grandpa says.

NICK
Over sixty people in one orchestra.
Look.
(mocking)
Chunky was hunky back then.

Corbett places a foot on Mary's skateboard.

CORBETT
(to Mary)
Friday night. The Draconid Showers.
You wantta go? You, me an' Nick?

MARY
Dragon-nit Showers? What?
Is it some kinda' kinky thing you
Roosevelt guys do?

NICK
No, no, no. They're chill. Meteor
showers, man.

Mary blushes a "yes."

SCHOOL BELL.

INT. SCHOOL STAIRWELL - DAY

Millie and Adam make out in the shadow.

KISSING AND SMOOCHING stop.

ADAM
I'm not renting a tux.

Millie grinds Adam's thigh, then stops.

MILLIE
Just as long as we're going. Mrs.
Jerome can't know or else. She'll
kick you out, too.

Freshman girls ascend the staircase, GIGGLE.

EXT. BEHIND HIGH SCHOOL - DAY

Railroad tracks. Savoy lags behind Millie.

SAVOY
You do this everyday?

MILLIE
On the days I work.

SIGN: "Terrance 2, Patton 16."

SAVOY
Come on, I can drive you.

Savoy SIGHS, stops.

SAVOY
So I'll see you Friday, for my
play?

MILLIE
We're all going. Okay?

SAVOY
An' what about Nicholas Ignatius?

MILLIE
I don't know if he's going.

SAVOY
Your first kiss, talk all night,
then leave him on the sidelines?
Twice.

MILLIE
Savoy. The season's over and Adam
and I are studying really-really
good. Better than what I dreamed.

SAVOY
It's just that, I think Nick's in
love with you. I'm even gettin'
used to his stupid shaggy goatee.

Millie faces Savoy.

MILLIE
I was depressed the first time.
Concupiscent the second. Playoffs
made me stressed.

SAVOY
Con-cupa-what?

MILLIE
 Concupiscent. You know,
 concupiscent. Uhhh... 'mmm, horny.

TRAIN HORN. TRAIN HORN. TRAIN HORN.

Millie waves "bye" and heads down the tracks.

EXT. RAILROAD YARD - DAY

Millie walks up the tracks.
 Adam's VAN is parked at the Repair Shop.

Millie dodges moving trains, gets to the van, checks inside.

Nick builds trains in the yard. BAM. Open Hoppers latch.

Millie runs inside the -

INT. CONTROL TOWER - MOMENTS LATER

Millie studies the yardmaster's SCREENS, then exits.

EXT. RAILROAD YARD - MOMENTS LATER

Millie accosts Nick who wears protective earmuffs.

MILLIE
 We have to go find him!

Nick pulls off the earmuffs to study Millie.

INT. NICK'S TRUCK - TRAVELING - DAY

Nick drives. Millie is anxious.

NICK
 We could try Brookville route?

MILLIE
 That line ain't runnin' today! Take
 thirty-six. Go faster, will ya?

EXT. "HIGHWAY 36" - EVENING

The train outpaces Nick's truck along the road.

INT. NICK'S TRUCK - TRAVELING - CONTINUOUS

Millie sees TWO PEOPLE riding the Open Hopper.

MILLIE

That them?!

NICK

I can't tell.

Millie's hand honks the HORN.

NICK

They can't hear that. We'll never catch 'em. They're stupid. That train's going over the Allegheny, to Philadelphia. They'd have to know to switch trains at Oil City.

MILLIE

I need donuts. Turn around. Take me to Seven-Eleven.

NICK

Willy's is closer.

MILLIE

No! Seven-Eleven! People feel sorry for me at I-G-A.

Nick turns around and heads back to a darkening town.

INT. "SEVEN-ELEVEN" CONVENIENCE STORE - NIGHT

Nick watches Millie manically grab a large box of chocolate donuts, then passes the chips.

MILLIE

I need Funyuns.

Millie grabs the largest bag.

INSERT - POSTER IN WINDOW

"High School Theater: 'Shop Around the Corner,' starring Savoy Robins - One Night Only."

BACK TO SCENE.

MILLIE

I've been eating salads all this time.

She seems to scold Nick in that statement.

INT. NICK'S TRUCK - NIGHT

Nick drags on a cigarette and tosses it out the rear slider window to the bed of the truck.

On the SEAT: Empty box of donuts, a crumpled bag of Funyuns.

OUT THE WINDSHIELD at a distance, in silhouette, are Millie, Adam, and... Zoey! Millie SCREAMING at Adam.

EXT. RAILROAD YARD - NIGHT - FOGGY

Zoey sits crying on the tracks. Adam scolds Millie.

ADAM

Damn it all, Millie! You didn't get me a scholarship! When you switched me in-in position, I got fouled out! You threw off my game! All those-those scouts wrote back, and rejected me!

MILLIE

Once they got your transcripts! I told you your grades suck! Loser!

ADAM

Ya, well... well, I want better!

Millie storms away, passes Zoey, then turns to face Adam.

MILLIE

(heartbroken)

You were my... I, I. (sob) You were my first (sob) for everything (sob) I wanted.

INT. NICK'S TRUCK - TRAVELING - SAME NIGHT

Nick drives down a street. Millie whimpers.

MILLIE

I think, I think I'm...

Millie curdles, barfs on the floorboard.

NICK

Ahh man. The slider was open!

Millie hangs her head forward not to drip.

NICK

I guess now's not the time to ask
if you'd want to go to prom with
me?

Millie bobs her head, yes.

Nick shakes it off as a "no."

EXT. RAILROAD YARD/REPAIR SHOP - NIGHT

Nick power washes the inside of the truck.

Millie wraps herself in Nick's porter jacket then heads
toward the Control Tower.

NICK

Where ya goin'?

MILLIE

Halitosis.

Millie licks the back of her hand, sniffs. Yuck!

INT. LOCKER ROOM FOR RAILROAD CREW - NIGHT

Millie brushes her teeth at the sink.

OTHER SIDE OF LOCKERS

Mr. Tyre sits lacing up his boots. Mr. Knight enters.

MR. KNIGHT

Leo. Congratulations on getting
your license.

He grabs the RxR KIT on top the locker.

MR. KNIGHT

There's something I wanta' show
you.

MR. TYRE

What's that, Walt?

Mr. Knight opens the RxR Kit.

MR. KNIGHT

Rodney's gift to the Crew.

CLOSE-UP: R&R KIT

His/Her robes, two wine glasses.

MR. KNIGHT (V.O.)
 He knows the railroad business can
 be tough on a family. Long hours.
 Days away.

Reveal: bottle of wine, toothbrush kit, and chocolates.

BACK TO SCENE.

MR. KNIGHT
 You wantta' get away with your wife
 for a few days, just take it.

MR. TYRE
 Man.

MR. KNIGHT
 And there's this.

Mr. Knight pulls an envelope from the R&R Kit pocket.

MR. KNIGHT
 Ten Franklins to use how you wish.

ENVELOPE - one \$100 bill with an I-O-U note in Nick's
 handwriting: "Will pay back next paycheck. Nick."

MR. TYRE (O.S.)
 Franklins?

MR. KNIGHT
 Ten one hundreds. For spending
 money. While you're traveling.
 Rodney set this all up years ago.

Mr. Knight closes the kit.

MIRROR. Millie sees the kit go back on top the locker.

MR. TYRE (O.S.)
 Won't someone steal it?

MR. KNIGHT
 We're family here. If you need the
 money... Welcome aboard.

INT. COACH'S OFFICE - DAY

A FAX MACHINE prints off pages. Coach looks over an itinerary with Adam.

COACH

They never heard of Terrance if it weren't for your D-V-D. The Northwestern coach sent it to his father-in-law down in Northampton. You're not in yet.

ADAM

Yes, coach.

Coach grabs more pages off the fax machine.

COACH

Captain's games begin this Saturday. Here's more of the campus. Just because it's a community college doesn't mean you can be late. They have a lot of walk-ons. Watch out for fouls.

ADAM

You already said, Coach.

Coach hands papers to a jumpy Adam.

EXT. ROAD NEXT TO TRESSLE BRIDGE - NIGHT

Corbett's Camaro is parked near the river.

INT. CAMARO - CONTINUOUS

Millie sits alone, checks her watch, "9:40."

MILLIE

(out the window)

Mary! Come on! We're late!

Nobody.

The Camaro has a STICK SHIFT, a 3-PEDAL FLOORBOARD, NO KEYS.

CORBETT (O.S.)

Boo!

Millie startles.

EXT. CAMARO - CONTINUOUS

Corbett jokes to Millie.

CORBETT

Sorry.

MARY

Sorry, Millie.

Mary gets in with her sweater misbuttoned.

CORBETT

Hey, Millie, why don't you drive?
Mary an' I can sit in the back.

INT. CAMARO - MOMENTS LATER

Millie drives terribly while Corbett tries to handle the SHIFT and canoodle Mary in the front seat.

CORBETT

(to Millie)

Now.

Millie pumps the clutch and Corbett shifts. The car jolts faster and everyone enjoys the ride.

EXT. TERRANCE HIGH SCHOOL - NIGHT

Millie parks the Camaro poorly and jumps out.

INT. THEATER - NIGHT

Savoy works the stage in superb fashion with her Lead Man.

APPLAUSE. Scene goes on - "Shop Around The Corner."

AISLE

Millie enters.

PAIGE (O.S.)

(whispers)

Pssst, Millie. Millie, I like saved
you a seat.

IN THE ROW, Paige scooches over.

She spots Adam's frame up front, head and shoulders above everyone else with Zoey and other cheerleaders.

Millie starts to seethe.

MILLIE
(to the front)
Who's boyfriend are you going to
steal next, Zoey Dellman!

Awkward. The STAGE halts.

PAIGE
(whispers)
Mil, like, shhh...

MILLIE
You said he was a pipsqueak when he
first moved here!

LIBRARIAN (O.S.)
Who's talking out there?

STAGE CURTAIN: The Librarian shades her eyes to see.

Everyone faces Millie. Millie sits.

LIBRARIAN
I shouldn't be surprised! What is
wrong with you Millie?

SAVOY
She's concupiscent, Mrs. Jerome.

Millie stands, starts to exit, resolved not to cry.

MILLIE
(to Zoey)
You're getting a dummy! You deserve
to be together.

ADAM
Millie, Polo is okay goin' ta' prom
with you.

QUIET.

QUIET.

The Librarian signals for Savoy and the cast to continue.

INT. GLASS CABOOSE - NIGHT

Nick checks his watch. Hundreds of meteors cross the sky.

GIGGLING. Corbett and Mary, entwined on the floor.

INT. THEATER - NIGHT

ENTHUSIASTIC APPLAUSE. Standing ovation.

The STAGE has Savoy and her Lead Man kissing.

INT. HIGH SCHOOL HALL/MILLIE'S LOCKER - SAME NIGHT

Lights start to turn off. Millie slouched on the floor.

Savoy and Paige cross with the cast, see the open locker.

More lights go off. Savoy heads toward Millie. Paige follows doing a cartwheel.

No response.

Paige rips down some of the shrine to Adam on the locker door. Savoy joins in.

INT. SAVOY'S LUXURY BEDROOM - NIGHT

Huge canopy bed. A BOUQUET OF FLOWERS is on the night stand.

Savoy wears an embroidered silk teddy and offers liqueur chocolates to Millie and Paige in pajamas.

SAVOY
(to Millie)
Come on, take one. It will make you
feel better.

Millie is unresponsive. Paige scoops a handful.

SAVOY
Wouldn't he be driving to
Northampton by now?

Millie finally takes two chocolates, then eight.

LATER

EMPTY BOXES of liqueur chocolates and wrappings.

Savoy, Millie, and Paige are drunk on the bed.

Savoy talks on her cell phone.

SAVOY
 (into phone)
 Thank you-thank you-thank you,
 Daddy. Love you. Night. (hangs up)

PAIGE
 Like, you're dad will like, just
 take you? Road trip. You're like,
 so silly Savoy.

SAVOY
 (laughing)
 Silly Savoy, Silly Savoy. Silly-
 silly-silly.

Savoy LAUGHS in a drunken stupor.

PAIGE
 Millie, like do something. She's
 your best friend.

Millie clumsily tries to cup Savoy's mouth.

SAVOY
 I drunked a lot.
 (laughs)
 I did drunked a lot.
 (laughs more)
 I eated a lot. Drunked.

MILLIE
 Has your dad even heard of Moravian
 College? It's in way eastern
 Pennsylvania?

SAVOY
 Daddy knows I wouldn't wantta' go
 there.

PAIGE
 Adam's, like-like, like will have
 no idea you're spying on 'im.

SAVOY
 Junior college? (belch) I love
 chocolate buzzesezzzez.(giggles)

INT. KNIGHT'S HOUSE/DINING ROOM - MORNING

Newspapers cover the table. Mr. Knight glues the finger on the St. Augustine statue.

Nick comes down the stairs, wearing crew overalls.

NICK

I'm on Prom Committee with Millie's friends.

Mr. Knight CUSSES in frustration as he glues.

MR. KNIGHT

As part of your penance?

NICK

Penance or parole.

Nick heads toward the front door.

NICK

Dad, I'm taking Mom's car.

MR. KNIGHT

Shouldn't you be taking a date?

Mr. Knight LAUGHS at his own joke.

EXT. "MORAVIAN COLLEGE" - AFTERNOON

Awesome campus stature.

A Lincoln Continental pulls up. Millie and Savoy step out while Savoy's dad, MR. ROBINS, 50+, lights a cigar.

Savoy grabs a preppy, textile-printed suitcase out of the trunk. Millie grabs her duffle.

MILLIE

Wow. Colleges don't care about your future plans. They care about your payment plan.

MR. ROBINS

(reaching into his wallet)
Savoy, dear, treat yourself to the cafeteria an' some shopping. Your mother will see you tomorrow.

SAVOY

Thanks, Dad.

Mr. Robins impatiently gets in the car, a puff of SMOKE.

MR. ROBINS
Enjoy the orientation, ladies.

INT. TAXI CAB - TRAVELING - DAY

Millie and Savoy leave Moravian College, their luggage stuffed between them.

SAVOY
(to driver)
Northampton Community College.

INT. GYMNASIUM - DAY

Northampton's basketball scrimmage. Adam looks like a dork trying to steal the ball. Fatigued. On the next drill, players readily pass round him.

UPPER LEVEL BLEACHERS - CONTINUOUS

Millie and Savoy watch.

SAVOY
Let's call down to 'im.

MILLIE
No! Let's just watch for a second.

Millie studies the game. Lanky players, some without shirts, start to notice them.

COURT SIDELINE - LATER

Millie and Savoy sit on the bench.

The CAPTAIN, 22, has called it quits for the day.

Adam is exhausted.

CAPTAIN
Hey, Adam, we'll play again tomorrow. Be here at eight.

ADAM
Sure. Sure thing.

Adam notices Millie, shakes his head, barely a wave.

CHUCK, 22, and other players get water.

ADAM

Hey, Chuck, when will coach be here?

CHUCK

Coach. Coach ain't comin'. These are Captain's games.

ADAM

What?

CHUCK

Greg controls the practices.

Players LAUGH. Adam grabs his water bottle and crosses to Millie and Savoy.

ADAM

Uhhhh, I'm getting my butt kicked out there. Why are you guys here?

SAVOY

Yeah, we noticed.

ADAM

One more day. (exhale) I'm not gonna' make it.

MILLIE

You're trying too hard.

SAVOY

We've been watching from up there. Millie's got all these weird statistics about this game.

ADAM

(to Millie)

Can you (pouts) help me?

MILLIE

Adam, I don't think I can. I, I---

SAVOY

A second chance, Millie? You're the one who said he needs to go to college or he'll become a total loser back home.

The Captain runs up, SNAPS Adam on the butt with a towel.

CAPTAIN
Come on, lover boy, weight room.
Captain's orders.

SAVOY
(pleading)
Millie...

MILLIE
Oh, fine.
(to Adam)
That's not how I said it. This
campus has a library, somewhere,
right? Meet me after dinner. Seven
thirty. I'll see what I can find
online.

ADAM
(ecstatic, leaving)
Thanks, Mil. Eagles on top!

INT. NORTHAMPTON'S LIBRARY - NIGHT

Millie studies a computer screen.

Adam enters.

MILLIE
Never be late.

Adam stands behind Millie, looks down her shirt.

Millie CLICKS.

COMPUTER SCREEN: Northampton basketball game.

MILLIE (V.O.)
This is that guy who snapped you on
the butt, Greg Wilson. He's the top
scoring player on the team.

ADAM (V.O.)
That's right. I just met 'im today.

MILLIE (V.O.)
Notice how he pulls the defender to
the center.

BACK TO SCENE.

Adam moves closer to the screen.

MILLIE

That's because he's left handed an' fast going around. Guard that left side tomorrow.

MILLIE

Chuck, too.

Millie CLICKS.

COMPUTER SCREEN: Chuck's plays.

MILLIE (V.O.)

He likes to pass to Wilson. A lot. Maybe sixty to seventy percent of the time. So watch for that.

BACK TO SCENE.

Adam stretches, touches Millie's hair, looks at cleavage.

ADAM

You really have your stuff down.

MILLIE

Adam, pay attention. There's a whole lot more here.

DOORBELL.

EXT. GRANDPA'S PORCH - NIGHT

Nick waits. Grandpa answers the door.

NICK

Hey, Grandpa. Is Millie---

GRANDPA

She's out with Savoy.

Nick PEEKS at vinyl records out of their sleeves.

NICK

You havin' a problem with the Victrola?

Zoey drives by, windows down.

INT. ZOEY'S CAR - CONTINUOUS

Paige is a passenger. Zoey is drunk-happy.

ZOEY
Millie don't live there!

EXT. GRANDPA'S PORCH - CONTINUOUS

Zoey's car makes a crappy stop at the curb.

NICK
(to Grandpa)
I could look at it for ya.

Grandpa lets him in.

INT. DORM ROOM - NIGHT

Savoy wiggles on a pair of tight sweatpants over her bikini swimsuit with the tags still on.

KEY IN DOOR. Door opens. Millie enters.

SAVOY
You coming with me? Get your suit on.

MILLIE
No. I'm tired. How do you know the water polo team's practice is over?

SAVOY
Hope not. If basketball players' bods look that good, just think what water polo bods look like!

Savoy grabs the key out of Millie's hand.

MILLIE
Dorm lock-out is eleven.

SAVOY
Not on weekends.

Savoy exits.

INT. GRANDPA'S HOUSE - NIGHT

Nick's head is buried in the Victrola cabinet. He comes out and holds up a broken gear belt.

NICK
Here's the problem.

Grandpa is sad on the couch.

Nick spies the HAIR BAND in the curio cabinet and takes it off the flowers. Same size as belt, Voila!

INT. COLLEGE SWIMMING POOL - NIGHT

Savoy rides on a polo player's shoulders. Guys SPLASH and clamor for the ball.

INT. DORM ROOM - NIGHT

A KNOCK from the other side of the adjoining room. Millie goes through the bathroom.

MILLIE
You lose the key already? I told
you...

Millie opens the door.

Adam, handsome and suave in his practice sweats.

ADAM
Millie.

MILLIE
Adam. Uh, dang, I, uh...

ADAM
So, where's Savoy?

MILLIE
Out. At the pool. But she'll be
back any minute.

ADAM
Mil, I just wanted to tell you...
we're... good together. As a team.

Millie offers Adam to come in.

INT. GRANDPA'S HOUSE - NIGHT

Strauss' WALTZ spins on the turntable.

Nick leafs through 1920-40's records.

Grandpa wistfully watches as the record spins.

NICK
 Duke Ellington. Glenn Miller. Count
 Basie. Bix Beiberbecke.

Nick studies a PHOTO: Grandpa and his wife dancing.
 Caption: "Dr. T.R. Malin leads the Doc M Orchestra."

GRANDPA (O.S.)
 My ancestry. T-R's my nephew.

NICK
 Everybody's a Basie fan. Is she,
 she cryin' in this picture?

KNOCK-KNOCK. Zoey bustles through the front door, tipsy.

ZOEY
 Nick, Millie doesn't live here.

She notices Grandpa's sad look.

Nick gestures for Zoey to scam. She softens.

ZOEY
 (to Grandpa)
 You wanta' dance this one?

Zoey offers her hand and Grandpa takes it.

STRAUSS covered by POOL SPLASHING.

INT. COLLEGE SWIMMING POOL - NIGHT

Savoy stands on the shoulders of a hunky polo player, has the
 ball, taunts her opponents.

INT. GRANDPA'S HOUSE - NIGHT

Grandpa leads the Waltz as Zoey follows.

ZOEY
 I told you I knew this one. We
 dance Big Band at cheer all the
 time.

Grandpa gets winded, a HEAVY BREATH, grins, closes his eyes.

Zoey twirls herself around him and regrabs his hand.

DIZZYING.

GRANDPA
My heart feels lighter than air,
Mildred.

SCREECH. Waltz ends.

ZOEY
Mildred?

GRANDPA
Oh, my. My. I lost my faculty.
(confused)
Forlorn indeed.
(dismissive)
Thank you. Thank you.

INT. ADJOINING DORM ROOM - NIGHT

Adam and Millie kiss, pet heavily on the bed.

Millie tugs Adam's shirttail out of the waistband.

INT. DORM ROOM - CONTINUOUS

Savoy keys into the room, wet swimsuit under her sweats.

SAVOY
Millie? You in the commode?

INT. ADJOINING DORM ROOM - CONTINUOUS

On the bed, Millie unravels from Adam, jumps to her feet.

MILLIE
(breathing heavy)
Yeah. That's it.

Millie scurries to the bathroom and SLAMS the door.

INT. ADJOINING BATHROOM - CONTINUOUS

Millie's body is aroused through her crumpled pajamas.

MILLIE
Say, how was the pool?

SAVOY (O.S.)
Good. Really good.

MILLIE
(blushed)
Yeah. It was really good here, too.

Millie FLUSHES the toilet, gestures to Adam to scam.
She looks in the mirror, hair all a mess.

MILLIE
(softly)
Concupiscence is goo'ood.

EXT. GRANDPA'S FRONT LAWN - NIGHT

Nick follows Zoey.

In Zoey's car, Paige is behind the wheel.

PAIGE
Zoe, like, I drive your car?

Zoey LAUGHS, then opens the rear door for Nick to get in. He does. Zoey follows bouncing her body in.

INT. ZOHEY'S CAR - TRAVELING - MOMENTS LATER

Paige drives drunk, crashes a curb. LAUGHS.

PAIGE
Where to?

Zoey offers Nick vodka from a travel-size bottle.

Nick accepts, twists off the top.

Rolls of TOILET PAPER surround the back seat.

NICK
(ref. vodka bottle)
Where'd you get these?

ZOEY
They like, got some fresh loser
working Willie's.

Nick swigs the bottle. Zoey opens another one.

NICK
Head toward Ringgold.

Paige swerves the car down a street.

INT. GLASS CABOOSE/BARN - NIGHT

Nick, Paige, and Zoey play "spin the bottle." They are beaming drunk.

NICK

No-no-no, man. Corbett will tell you.

ZOEY

Come on. We told you.

PAIGE

Nick, like-like, you said...

NICK

Okay, well. Well...
 (grins big)
 ... everybody loves to ice skate, right?

BEGIN FLASHBACK.

INT. HALLWAY/ROOSEVELT HIGH SCHOOL - NIGHT

Only the "Exit" lights are on.

CORBETT, 16, sprays water from a fire hose while NICK, 16, with cool long hair, pours Liquid Nitrogen out of a dewar onto the floor, creating ice and fog.

Marijuana joints fall out of Nick's pocket.

NICK (V.O.)

The problem was, we had no ice. So, I said, "No problem."

GROUPIE FRIENDS slip and slide down the hall, joking, and having fun. Nick shines a flashlight.

NICK (V.O.)

I yell, "Watch out! I can't see anything." I run down the hall and slide into this massive fog. All of a sudden, it's quiet, and the lights come on.

Nick emerges out of the fog, sliding.

NICK (V.O.)

When I got to the end of the hall, a cop!

OUT THE WINDOW, silhouettes of groupies leave the scene, definitely Corbett.

CLOSE UP: A CUTE GROUPIE GIRL, 16, with a nose piercing and pixie hair style, looks back. Her fingers clutch a heart necklace with "Nick" engraved.

BACK TO SCENE.

NICK

Then, he's yelling at me. There's this hissing and popping sound all behind me.

BEGIN FLASHBACK.

INT. HALLWAY/ROOSEVELT HIGH SCHOOL - NIGHT

Approaching COP CAR LIGHTS from outside.

A FLASHLIGHT illuminates Nick's stuporous face.

CLOSE-ON: Tile flooring SIZZLING and POPPING like popcorn.

INT. COUNTY JAIL - NIGHT

A JAILER enters with an "Evidence" bag with marijuana joints.

NICK (V.O.)

The tiles started unbuckling from the floor.

PROSTHETIC LEFT HAND and right hand work rosary beads.

Nick behind bars.

EXT. BUSINESS DISTRICT/CITY OF INDIANA, PA - NEXT DAY

Mr. Knight's CSX Suburban stops in front of the Courthouse. A bronze statue of Jimmy Stewart is on the lawn. A distressed Nick looks out the window.

PAIGE (V.O.)

Like, they kicked your ass out for that?

END FLASHBACK.

BACK TO SCENE.

Nick stares blank, reflective, no shoes on.

The girls have nestled closer.

NICK

School got nineteen thousand
dollars in damage. I got two years
in juvie.

ZOEY

Paige, your turn. Like, the dare.

PAIGE

Okay. Like, Nick. You gotta'
totally close your eyes on this.

NICK

I never choose dare.

Zoey goes behind Nick. Paige squares herself in front of him.

ZOEY

(to Nick)

You're the one who used the word,
"male-factor."

NICK

Malefactor, man. I said it's
spelled like "male-factor."

Zoey covers Nick's eyes with her hands.

NICK

Malefactor is---

Paige FRENCH KISSES Nick right from the start! Nick doesn't
know how to react, then gives in.

ZOEY

Oh-God-girl, you're really doin'
it. Crushin' on Millie's guy.

Nick abruptly halts.

Train HORN. Outside, a train RUMBLES by.

NICK

We gotta' get outta' here.

Nick stammers to his feet.

NICK
Zoey, give me the keys.

EXT. KNIGHT'S HOUSE - NIGHT

Drunken, Nick gets out of Zoey's car, driver's side, heads up the lawn.

He tucks in his shirt and drops a shoe near a saint statue, then puffs on a cigarette.

ZOEY (O.S.)
Loser Nick!

Paige hangs partially out the car window.

PAIGE
Whoo-wee! See you Monday Nick.

INT. GYMNASIUM - DAY

Millie and Savoy picnic on the courtside bench.

The Northampton SCRIMMAGE is aggressive. Adam's game has vastly improved as he guards Chuck.

MILLIE
Go Adam. Take the ball!

Captain struggles to pass the ball, gets blocked out.

CHUCK
(to Captain)
Coach should see this.

CAPTAIN
Let's push a foul. See what he does.

SIDELINE

Chuck readies a throw-in. Captain runs for the pass. Adam follows. Chuck lobs the ball high.

When Adam jumps, Captain pushes Adam hard, out of bounds and into the bench, knocking Millie on top of Adam.

Drinks spill and food splatters.

The game stops.

Millie, on sheer impulse, gives Adam a big hard kiss. Adam is stunned. Then he starts to LAUGH at the absurdity.

The players CLAP then help Adam and Millie up.

CHUCK
(to Captain)
I guess he's in.

TEXT BUZZ. Savoy looks at her cell phone. TEXT: "where ru."

SAVOY
Oh shh! Millie, we gotta' go! Mom's
over at Moravian. We gotta' find a
taxi.

The girls scurry to the door.

INT. BOY'S LOCKER ROOM - DAY

Adam wears a "Northampton Community College" t-shirt as
Shawnic and Devonte lace up.

ADAM
You should have been there, I'm
telling you. It was perfect.
Millie's perfect. An' she's losin'
weight. Did you notice?

INT. HIGH SCHOOL HALL/MILLIE'S LOCKER - DAY

Millie and Savoy look great in new Neiman Marcus outfits.

Millie's dress seems more slender yet buxom.

Paige is underdressed.

MILLIE
The coach can't be there. That's
why they call it a Captain's game.
N-C double A rules.

PAIGE
Like, players on the team like,
scrimmage him, then tell the coach.
A scholarship for that?

MILLIE
And we're back on for prom.

SAVOY
 (to Paige)
 I told her she's reboundin' Adam
 way too fast.

PAIGE
 Yeah.

SAVOY
 (to Millie)
 But what about him kissing Zoey?

MILLIE
 Oh, that. They didn't even French
 kiss. Anyway, you should try it.
 Gotta' go.

INT. SCHOOL OFFICE - DAY

Nick DIALS a number.

NICK
 (into phone)
 Hello, is T-R Malin there?
 (listens)
 Yes, Dr. Malin. This is Nick
 Knight. Well, sir...

INT. GYM - DAY

Nick shows DR. and MRS. MALIN, both 80's, the floor, stage,
 BASKETBALL HOOPS in the way. Dr. Malin is partially blind.

NICK
 You "still have the band," is what
 you said?

DR. MALIN
 We have some of the ole' timers.
 Lots of replacement parts.

MRS. MALIN
 It's hard for him to see the music.
 That Harvey keeps steppin' in the
 way.

NICK
 Harvey?

DR. MALIN
 Yes. He's a pukka, you know.

Dr. Malin seems feeble even.

DR. MALIN

It might be crowded with all the pieces, but it'll work fine. That's this Saturday.

NICK

I know. Only three days.

Nick reaches out his hand to "shake." Mrs. Malin guides her husband's hand to Nick's.

INT. CAMARO - TRAVELING - DAY

Corbett talks on a cell phone, checks Nick's note.

CORBETT

(into phone)

Ya Man, I know the Fungal Four. I said cancel the gig! (listens, frustrated) Man, keep the stupid deposit.

Mary scoots in closer.

EXT. RAILROAD YARD - EVENING - RAINING

MOVING TRAINS. The crew hoist a white tent up over one line of track. Nick helps.

Millie exits the Control Tower and opens an umbrella, paycheck in hand.

Nick dodges a few trains to accost Millie.

NICK

(contentious)

You're not who you say you are.

MILLIE

Dang, Nick! You scared me.

NICK

You're grandfather's ninety-three. That would make your mom, like, seventy-five when she had you.

MILLIE

What's up with you?

NICK

An' Mary's arm. Whad'ya' do, chop
it off as a kid?

MILLIE

No! I, love my sister.

NICK

That tall kid, you didn't hop
trains with him, did you? Or take
'im to the barn?

MILLIE

Adam?

Nick is jealous. Millie's cute smile throws Nick off.

MILLIE

First, birth defect.

NICK

Yeah. I can see birth defect!

MILLIE

No. Mary. Mary had a birth defect.
Way after the thalidomide era.

NICK

What the fu'... Thalidomide era?

Railroad crew stop working to watch.

MILLIE

Yah. You know. In health class?
Didn't you study that at Roosevelt?

NICK

No.

MILLIE

You probably don't know what a
prophylactic is then, either?

Nick softens.

MILLIE

Grandpa is my Mom's Grandpa. Mom
brought us to Terrance when my dad
left 'cause he couldn't handle
Mary's situation. So Mom came here.
Home. She called 'im "Grandpa," so
we called him Grandpa.

NICK
Well, he's really your great-Grandpa.

Millie heads home, turns.

MILLIE
Your covetousness is charming but unneeded.

Nick acknowledges on-looking crew.

NICK
Who uses that word? Covetousness?

INT. CONTROL TOWER - CONTINUOUS

OUT THE WINDOW, Mr. Knight sees the yard has huge puddles.
The Crane Car lifts the top of the tent over Track A.

MR. KNIGHT
Humf.

Rodney smiles and affirms the work, too.

INT. MILLIE'S HOUSE/KITCHEN - EVENING

Mary peeks inside a "CSX" envelope on the table. A check stub for "\$1,108.22."

There is another envelope marked "Mr. Tollerson - Rent."

Millie enters.

MARY
You make that much in a week?

MILLIE
Two weeks. So?

MARY
It's just that, that's more than Mom used to make at I-G-A all month.

MILLIE
Yeah, well, Mom asked Grandpa to move back in. Mom smokes and Grandpa will have an infarction.

MARY
Will you talk normal?

MILLIE
Infarction; a heart attack.

MARY
Thank you. More clear now.

INT. GYM - NIGHT

Paige shuts off lights from the breaker box. In silhouette the place is decorated. LIGHTNING.

Paige runs to catch up with Savoy, Nick, and five JUNIORS.

SAVOY
Meet back here at eight! Right?

PAIGE
Eight. That's when it starts.
Someone has to, like, be here at
six, for like the band to set up?

NICK
I have to, will. I mean.

PAIGE
(hands keys to Nick)
Here's the keys to the building.

INT. NICK'S ROOM - NIGHT

A sole light is on at the desk - stapler, dance card inserts, string and scissor.

MRS. KNIGHT (O.S.)
Nicky, are you still...

Mrs. Knight enters the doorway.

Nick is zonked out on the bed. Handwritten sheet music in his hand and an electric keyboard cuddled under an arm.

Mrs. Knight picks up a dance card on the desk. She studies the music selections as she turns each page, smiles.

She sees Nick exhausted.

She sits at the desk and begins to assemble a dance card, STAPLE, sets it on the pile.

EXT. TERRANCE BUSINESS DISTRICT - DAY - RAINING

"Turn Back Time Antiques" shop. Nick rushes out and throws a garment bag in the cab of his truck, climbs in.

EXT. RAILROAD YARD - DUSK - FOG-RAIN MIX

The tent glows with white lights on Track A.

A white limousine drives into the yard and parks under the canopy. Rodney, dressed as Head Attendant on the Orient Express, opens the door of the limousine.

Millie steps out. She is beautiful with French braided hair and white party dress, but a crocheted shawl! - Awkwardly wrong yet sexy somehow.

Adam steps out. He wears a white shirt and tie but letter jacket with all his sports accolades.

Then Paige, Devonte, and Shawnic step out.

Mr. Tyre watches the group as they board a -

INT. PULLMAN DINING CAR - SAME EVENING

Crew, dressed in white Steward suits, serve fine cuisines to Paige, Devonte, and Shawnic at one booth.

SHAWNIC
(to steward)
Thanks, Dad.

Millie and Adam cozy up at their own -

TABLE.

MILLIE	ADAM
Adam. (pause) You've made my...	You know how, (pause) I...

ADAM	MILLIE
You go.	You lead.

Adam gestures for Millie to go. She insists back.

ADAM
You know when I always go to the bench an'...

ADAM	MILLIE
... nudge...	Touch my boob. (smiles)

ADAM

I knew you wouldn't say anything.
Besides, I didn't know if the guys
would approve. You know, me, goin'
out with you?

An awkward pause.

MILLIE

Adam, after prom, remember me
telling you about a Glass Caboose?
The team won't find us there.

Adam agrees with a sly smile.

INT. GYM - NIGHT

Decorated in 1920's gala. Six "Doc M Orchestra" bandstands
and a conductor's platform are set floor-level in front of a
stage curtain. Dr. Malin and a few MUSICIANS, all in their
70's and 80's, take their platforms.

Hardly any seniors are there.

Corbett and Mary go over to Nick, dressed in a stunning gray
1910's tuxedo. His hair is short and groomed plus no goatee.
Very handsome.

CORBETT

That's the band you got?

NICK

Well, yeah. They've been...

Polo arrives with his date at a table. He now wears braces
along with his bad acne. Polo picks up a dance card.

POLO

What're these?

GYM FLOOR

Savoy, in fairy-tale Princess dress, runs over to Nick,
frantic.

SAVOY

Nick. Please tell me that's not our
band!

Nick checks his watch, "8:10."

NICK

I got to go. I have to do
something. Savoy, here's the keys.
(leaving, tosses keys)

SAVOY

You better be gettin' another band.

The curmudgeon Librarian gives Savoy a suspicious eye.

CONDUCTOR'S PLATFORM

Dr. Malin TAPS his baton on the frame of the stand, poised.
The orchestra waits. Students get QUIET.

DR. MALIN

(into mic)

Good evening. My name is Malin.
I've been asked if I might conduct
an orchestra for your Promenade
tonight.

GYM FLOOR

Mrs. Malin sees students mock AD-LIBS about her husband.

DR. MALIN

(into mic)

And it's with great pleasure that I
bring to you tonight, a collection
of classic music.

POLO

Who is this geezer?

Dr. Malin strikes up the band with a powerful ROCK'N ROLL
piece by Led Zeppelin. ZEPPELIN Overture.

SAVOY

(to herself)

Where's the gang?

Nick pulls open the STAGE CURTAIN to reveal another fifty
pieces of the orchestra on stage! BIG SOUND.

GYM FLOOR

Students and FACULTY chaperones rush the floor. Mr. Hamilton
signs Miss Carlyle's dance card and they join the teens.

The Librarian even musters a grin.

INT. PULLMAN DINING CAR - NIGHT

Adam and Millie, Paige, Devonte, and Shawnic sip coffee and finish dessert on the edge of a table or on their laps. Cozy. Playful LAUGHTER.

EERIE BANG. TWISTING METAL.

Rodney rushes to the window. An Open Hopper has tipped, leaving someone pinned underneath. A bell CLANGS. Emergency.

End Zeppelin Overture.

RODNEY

Kids, stay here!

Everybody runs to the windows. Millie sees the track set-up and notices the Crane Car and Gondolas.

MILLIE

Fulcrum.

EXT. RAILROAD YARD - NIGHT - DRIZZLY RAIN

Adam and Devonte run to the tipped Hopper.

ADAM

Dad!

Mr. Tyre's lower mid-section is pinned underneath.

He winces with short breaths.

MR. TYRE

I'm okay... just a... broken...

A small amount of blood mixes with a puddle. Adam tries to lift up the Hopper, grabs a maul and pries.

Millie and Paige arrive.

Rodney runs a locomotive on the track next to the tipped Hoppers. Crew jump down and hook up a chain.

RODNEY

I need somebody to run the Crane!

CRANE CAR

Millie fires up the ENGINE and swings the boom over a Freight Car, BASHING the side. She grabs the railroad radio.

MILLIE
 (into radio)
 Mr. Rodney, move a Gondola next to
 Mr. Tyre. Pittsburgh line.

The locomotive shoves a Gondola. The Crane lifts it over making a huge lever system.

RODNEY (V.O.)
 (over radio, filtered)
 Thata' girl.

RAILROAD YARD

A woman DOCTOR, in evening gown, runs to examine Mr. Tyre.

DOCTOR
 I'm a doctor. Can you feel your
 legs?

MR. TYRE
 Yah. One's... probably, broke... n.

The Doctor does a "point tenderness" check on his side chest. Mr. Tyre grimaces.

Crew give the chain a strong tug, secured to the Hopper.
 THUMBS UP.

CREW
 Ready!

CRANE CAR

Millie maneuvers the dented Freight Car over the Gondola, then drops it with a THUD. The chain tightens but the Hopper doesn't lift.

RODNEY (V.O.)
 (over radio, filtered)
 Millie, try again. Grab the Coca-Cola box behind you. It's got freight.

Millie swings the Crane hook over to a "Coca-Cola" Freight Car and smashes the hook into the side. Soda FIZZES out.

MILLIE
 Dang!

INT. GYM - NIGHT

A BALLAD by Bob Marley. Nick finds Savoy all alone with a dance card on her wrist. Nick lifts her hand.

NICK
I should sign every line so you
don't get away.

SAVOY
(re: 1910's tuxedo)
I'll have to change my corset and
shoes.

Savoy hugs Nick as they dance - charmed.

SAVOY
Thank you Nick. Everyone's having a
great time.

Mr. Hamilton and Miss Carlyle Jitterbug next to them.

Poor Zoey gets a pimply Freshman to sign her dance card.

The Librarian swings to the Big Band music.

RODNEY (V.O.)
(over radio, filtered)
Millie, I see the ambulance.

INT. CRANE CAR - NIGHT

Millie drops the "Coca-Cola" Freight Car onto the Gondola,
THUD-FIZZ. The chain tightens more.

Ambulance SIRENS and lights approach.

RODNEY (V.O.)
(over radio, filtered)
We got to get him out now!

EXT. RAILROAD YARD - NIGHT - CONTINUOUS - DRIZZLY RAIN

Adam, Devonte, Shawnic, the doctor and the crew are ready to
pull Mr. Tyre out. The chain on the Hopper is really tight.

MR. TYRE
(grimacing)
Adam, don't... 'orry. I'm...

DOCTOR

Concentrate on breathing. Don't talk. You probably have a cracked rib that collapsed your lung. We don't want any bone fragments rupturing an artery.

CREW

(straining)

Just a little more weight.

CRANE CAR

Millie exits, climbs to the end of the Gondola. Her weight leverages the Gondola enough to lift the Hopper buoyant.

RAILROAD YARD

The Hopper slowly rises. The crew pull Mr. Tyre out. His shin bone sticks out of his pant leg.

MR. TYRE

Damn, that's... what it...

The chain SNAPS and the Hopper CRASHES to the ground.

GONDOLA - CONTINUOUS

Millie rolls down the Gondola and SPLASH, right into a mud puddle. Unhurt, she LAUGHS.

RAILROAD YARD

The EMTs wheel Mr. Tyre on a gurney. He breathes fine through the oxygen mask. Doctor and Adam follow.

MR. TYRE

(mask, filtered)

Adam, go to prom. I'm okay.

Rodney carries Millie round the tipped Hoppers.

The guys' clothes and Paige's dress are soaked.

Millie is a total wreck, hair undone, muddy wet dress.

PAIGE

Look at the time. Like, we can't go to prom like this.

Rodney looks toward the Control Tower.

RODNEY
Kids, I have a wonderful idea.

INT. GYM - NIGHT

Adam and Millie arrive holding hands wearing crew [Carhartt] overalls and plaid flannel shirts.

Millie is struck by Nick's new look.

Paige, Devonte, and Shawnic walk in wearing crew outfits.

The FESTIVE ROOM stops. Everyone stares.

SAVOY
(re: crew overalls)
No one told me there was a theme.

Millie grabs a dance card and starts flipping through.

CONDUCTOR'S PLATFORM

Dr. Malin acknowledges the room.

DR. MALIN
(into mic)
Elegant ladies, and fine gentlemen,
if you will notice...

INSERT - DANCE CARD flipped open in MILLIE'S HAND

Numbered lines with songs, then "second intermission."

DR. MALIN (V.O.)
... we have a ten minute
intermission. Please come back for
the remainder of the program. Thank
you.

BACK TO SCENE.

GYM FLOOR

Corbett waves Nick over to the stage. Savoy follows.
Mary is in the group.

CORBETT
Nick, she says Malin forgot to make
copies, man. For the orchestra.

Mrs. Malin hands over four pages of half-sheets, in Nick's handwriting, to Nick. Dr. Malin ambles over to the group.

CORBETT

(to Nick)

Sorry, man, it looks like it'll just be us.

MARY

We can make copies, right Savoy?

SAVOY

I have keys.

Savoy JINGLES the keys and grabs the sheet music.

INT. SCHOOL OFFICE - NIGHT

Savoy KEYS IN and turns on the lights. Mary follows.

MARY

We don't have much time.

Savoy turns on the copier.

SAVOY

Let it warm up. How many copies ya' think we need?

MARY

I don't know. A hundred. Yeah, a hundred ought to be enough.

Savoy puts the half-sheets into the feeder, enters "1-0-0," presses "start." The machine takes the pages but the last PAGE CRINKLES and jams in the feeder.

Mary sorts and stacks the sheets as they come out.

SAVOY

Hurry. They'll be starting soon.

MARY

Chill. There's only three. I thought there were four?

SAVOY

Three, I guess. This should be plenty. Let's go.

Savoy and Mary leave, turning off the lights.

The Copier BEEPS, "Paper Jam."

INT. GYM - NIGHT

STAGE

The orchestra is in position. Savoy, Corbett and Mary hastily pass out the sheet music.

Nick goes to the piano, adjusts a mic. Corbett plugs in his guitar.

CORBETT

(to Nick)

Are you sure doc can do this?

DR. MALIN

(to Nick)

Will you be needing a copy, Mr. Knight?

Nick gestures "no."

GYM FLOOR

Seniors AD-LIB about Millie and Adam's railroad outfits. Mic SCREECHES.

ADAM

What's he think he's doin'?

CONDUCTOR'S PLATFORM

Dr. Malin surveys his musicians and turns to the crowd.

DR. MALIN

(into mic)

Ladies and gentlemen, Mr. Nicholas Knight has joined our orchestra tonight to sing a ballad for his beloved senior class. So, without further ado.

GYM FLOOR

ORCHESTRA MUSIC. When Nick leans toward the mic, Dr. Malin quickly puts up his LEFT HAND to stop Nick, works the baton with his right hand. Finally, Dr. Malin winks to Nick.

NICK

(sings)

Jump! Gonna' get outta' here/Take
flight, gonna' fight, see the
world/I had problems, drugs
couldn't solve 'em/Was derailed,
went to jail, found Jesus/
Forgiveness gave me freedom/Now I
have a reason/Movin' on.

Students crowd the dance floor.

NICK

(sings)

Jump! Gonna' get outta' here/
Ignite, my rights, see who I am/
People never dare, way too scared/
Gotta' risk it all/
Critics are like minions/Sick of
their opinions/Let 'em die.

The orchestra changes tempo.

NICK

(sings)

Jump! Gonna get outta'
here/Reckless, my life, crash 'n
burn.

STAGE

Nick leaves the piano, grabs the stage mic.

NICK

(sings)

It's not suicide, ridin' rails/
Goin' for my dreams, I could fail.

He fixes on Millie.

NICK

(spoken)

Come with me. Leave the crowd
behind.

The orchestra finishes. Dr. Malin rests his baton.

NICK

(sings acapella)

Jump! Gonna' get outta' here!

Musicians startle.

NICK
 (sings acapella)
 Create, mistakes, whatever it
 takes.

Nick drops to one knee, eyes on Millie.

NICK
 (to himself)
 God, this is my prayer. I'm on my
 knees.

Nick rises up, looks to the audience.

NICK
 JUMP!

Nick JUMPS into the crowd like a Mosh Pit.

The musicians TAP their bows on the stands. APPLAUSE.

SENIORS
 Nick. Nick. Nick. Nick. Nick. Nick.
 Nick. Nick. Nick.

ADAM
 Whata' dork. Who sings a song when
 they don't even have a date.
 (gestures exiting)
 Millie, the caboose you were
 talkin' about.

The ORCHESTRA continues.

Millie flips through her DANCE CARD. Adam leads her out.

Nick enjoys his celebrity being carried overhead by the
 crowd, until he sees Millie is gone.

PAIGE
 Like-like, we still goin' ta
 Grandpa's porch after?

EXT. BARN - NIGHT

Millie, in crew overalls, rolls open the barn door. Van
 headlights reveal the Glass Caboose. Adam turns off the
 lights.

INT. GLASS CABOOSE - NIGHT

Millie and Adam embrace. Millie undoes a strap on her overalls. Adam lets go and strips off his jacket.

ADAM

This is better than goin' on your Grandpa's porch.

Millie recoils with a "pang."

MILLIE

Wha'... what'd you say?

Adam removes his shoe.

ADAM

I said, "it beats meeting those guys on your Grandpa's porch?"

Millie stands, blank, then goes to the window.

Adam starts to unbutton his shirt.

ADAM

Millie, somethin' out there?

Millie touches her lips, then the glass.

MILLIE

You've never been on Grandpa's porch.

ADAM

What?

Millie has an epiphany.

MILLIE

You've never been on Grandpa's porch.

ADAM

So.

MILLIE

Every friend I ever had has been on Grandpa's porch.

SERIES OF SHOTS - FLASHBACKS

- A) Nick sings his ballad acapella at Prom, jumps off stage.
- B) Nick and Millie talk about prophylactics, laugh.
- C) Nick and Millie ride in the Glass Caboose, first kiss.
- D) Repair Shop roof, Millie releases Nick's hand as he jumps into an Open Hopper, leaving her behind.

BACK TO SCENE.

MILLIE

I never jump.

Millie quickly refastens her strap, jumps down the platform. Dumbfounded, Adam sees Millie start up his van and PEEL OUT.

EXT. KNIGHTS' HOUSE/STREET - NIGHT

Millie rushes out of Adam's van wearing a dress. She passes Nick's truck in the driveway holding a vase and an envelope.

PORCH

DOORBELL. Mrs. Knight opens the door. 1970's MUSIC wafts out.

MRS. KNIGHT

No. Nick's not here. They took the Suburban. He's workin' graveyard.

Millie wilts, hands the vase to Mrs. Knight.

MRS. KNIGHT

What about the letter?

Millie ignores the question, leaving, steals the railroad radio out of Nick's truck.

EXT. RAILROAD TRANSFER YARD - NIGHT

Adam's van is parked. Millie talks to crew.

CREW

He's on Mr. Roger's. Pittsburgh line.

SERIES OF SHOTS - MILLIE TRYING TO FIND NICK - NIGHT - MUSIC

- A) Millie jumps from the Repair Shop roof into an Open Hopper with sand in the bin, railroad radio in hand.
- B) Millie maneuvers onto a moving Freight Car.
- C) Millie opens a bumpy Box Car door, climbs inside, SLAMS the door, and sees two HOBOS.
- D) Millie wades through sheep in a Livestock Car. Her braid unraveled and her dress dirty.
- E) Millie enters and exits an elegant Sleeper Suite Car.

INT. RAILROAD CREW CAR - TRAVELING - DAWN

Nick sleeps on a bench seat. Millie enters at the far door, holds the railroad radio up to her mouth. End MUSIC overture.

MILLIE (O.S.)
 (over radio, filtered)
 Nick. Nick! Nicholas Ignatius
 Cephas Knight.

Nick wakes up and grabs his radio.

NICK
 (into radio)
 Yeah, this is Nick Knight.

MILLIE
 (into radio)
 Nick.

Nick holds the radio to his ear.

MILLIE (O.S.)
 (over radio)
 I'm sorry I didn't notice you.

Millie reads her letter.

MILLIE
 I made you an island, an' couldn't
 get to you.

Nick turns and sees Millie talking into the radio.
 Yuck she's ugly.

NICK
 Good thing people can only hear you
 on that, you know?

Millie blushes a smile, assured she has the "right one."

MILLIE
Jazz singer, huh?

NICK
Count Basie... you heard of him?

LATER - MORNING

The windows are open. Millie looks pretty with her hair blowing in the wind, leaned against Nick's shoulder.

MILLIE
(reading)
"Three. Friends."
(points to note)
I highlight this the most, see.

Nick peeks, "3 - Friends."

NICK
Let me see the list, now.

MILLIE
I'm still kinda nervous.
(reading)
"I'm really glad we're friends. I know I can always talk to you, and you'll listen."

NICK
Okay, that's a given. What else?

MILLIE
What else? Nick, that's huge. You saw me fall, an' rather than laugh at me, you let me get back up.

Millie faces Nick.

MILLIE
And you accepted me for who I am. Not too many friends do that.

NICK
I've pulled a boner or two in my life.

MILLIE
Don't use Grandpa words to try an' cheer me up.

Millie cuddles against Nick, settling in deep.

MILLIE

(reading)

"Four. Mary and I are going to miss you when you go to Penn. I won't have anyone to do stuff with."

YARDMASTER (V.O.)

(over radio, filtered)

Terrance, pulling into yard.

NICK

Next. Next on your list.

MILLIE

Okay, five.

NICK

How many things you got?

Nick tries to grab the letter from Millie's hand.

MILLIE

Not many. Five. Prom.

The train stops. Crew open the door. Nick helps Millie down the platform. The crew stare.

EXT. RAILROAD YARD - CONTINUOUS

Mr. Knight drives up on the rail in the Suburban, window down. Nick leads Millie along the tracks.

Millie? MR. KNIGHT

NICK
Hey, Dad.

MR. KNIGHT

Oh, Nick, I sent in your tuition payment to Patton State this morning. Later we'll put the small dolly wheels on your truck. You can use the rail. It'll save you time. Corbett's sure glad to keep the band together.

Mr. Knight drives away.

MILLIE

Patton. Did he say Patton? I thought you were going to Penn?

NICK

Patton State, Penn State. Penn State's for dummies.

MILLIE

You, you knew all along. While I was readin' this whole list.

NICK

All I said was, "we'll have plenty of time together."

Nick grabs the letter from Millie, looks.

NICK

Kiss. In capital letters! Well, we'll just have to see about that!

MILLIE

Nick, Nick. Give me back my list. You don't deserve anything after that. That's my property.

NICK

Then why does it say "Nick" right at the top?

Nick playfully holds Millie's letter away, taunting her, about to kiss.

INT. GRANDPA'S HOUSE - DAY

Has sophisticated AV equipment, modernized, wood floors. But the Victrola is still prominent in the corner.

MILLIE (V.O.)

Six. Darby and Joan."

SUPERIMPOSE: "8 1/2 years later"

ON THE MANTLE a vase filled with different colored sands, "Bermuda," "St. Croix," "Aruba," etc. up to "Kauai." Plus Christmas cards, candles, and garland.

A flat-screen TV has a snowy "Pittsburgh Steelers" football game on. LOUD. The COFFEE TABLE has snacks and sodas, and a "Juicy-Juice" box. Plus NFL DVDs stacked.

INSERT - TV SCREEN

CONTROL BOOTH of Heinz Stadium, Millie wears a Steelers' headset over her ears. On the desk are hand-drawn plays with different scenarios. CROWD NOISE.

OVER MILLIE'S SHOULDER, the Steeler's punter fakes a kick and runs 80 yards for a touch down!

NICK (V.O.)
Mommy's going to be home soon. We
better get this place cleaned up.

BACK TO SCENE.

NICK, 28, on a leather couch, watches tv munching on Funyuns.

CLICK, video loading.

Pictures on SHELF: Millie and Nick on the beach in Bermuda.
Penn State graduation photo. Boy jumping off boat.

EXT. GRANDPA'S HOUSE - NIGHT

An SUV pulls into a snowy driveway. A big Pittsburgh Steelers logo on the back window.

A four year old boy, NICKY, in pajamas, runs out.

INT. SUV - CONTINUOUS

MILLIE, 26, talks on her iPhone, opens the door.

MILLIE
(into phone)
Mom, Nicky just ran outta' the
house without socks. Gotta' go.
Love you.

EXT. GRANDPA'S HOUSE - CONTINUOUS

Nicky runs and hugs Millie's thigh. She is pregnant.

NICKY
Mommy, Mommy! Daddy's crying.

MILLIE
That's alright, Nicky. Daddy's not
hurt. He's probably watching Mommy
and Daddy's wedding video.

Millie picks up Nicky and snuggles him close.

INSERT - TV SCREEN

A black limousine with dolly wheels is parked on the railroad tracks, stopped in front of a CHEERING crowd. A wedding couple, NICK, 23, and MILLIE, 21, wave from the platform of a Private Caboose. "Just Married" banner hangs from the hand rail. The "RxR Kit" is on the platform.

Train HORN. The Caboose heads down the track.

IMPOSE "TRACK 5"

MILLIE AND NICK AT THE ALTER

The tuxedos have EMBROIDERED NAMES on the back: Nick "Knight 1," Corbett "Drennen 2," and Devonte "McDaniel 10."

Millie's face is flush with tears down her cheeks.

Mary is Maid of Honor. Savoy and Paige are bridesmaids. A strawberry blonde toddler is flower girl in front of Mary.

MILLIE (V.O.)

Your great-great-Grandpa would
always say, "tears are connected to
dreams."

BACK TO SCENE.

EXT. GRANDPA'S PORCH - MOMENTS LATER

Millie carries Nicky up the steps.

The mailbox now says, "Knight."

INSERT - TV (AMATEUR WEDDING VIDEO)

CHURCH ALTAR

A British PASTOR presides over Mr. Hamilton's nuptials.

PASTOR

Dr. Hamilton Hamilton, do you take
Grace Carlyle to be your lawfully
wedded wife, to cherish, to love,
to have and to hold, 'til death do
you part?

MR. HAMILTON

(sobbing)

I do.

INT. HALLWAY/SAVOY HOTEL (LONDON) - NIGHT

Mr. Hamilton carries Miss Carlyle through the "Honeymoon Suite" door, and it closes. Seconds later the door opens and Mr. Hamilton's hand clumsily places the "PRIVACY PLEASE" sign on the handle.

FADE OUT.

THE END