

O N C E U P O N A T I M E

I N A M E R I C A

English Version  
by David Mills

## SCENE 1

SHADOW PUPPET THEATER. (1933) Interior. Night.

We see a transparent rectangle, like a movie screen, and we hear the sound of

GAMELIN MUSIC.

The HEAD TITLES start to roll, interrupted by weird, translucent figures taking shape on the screen. They are the ghostly inhabitants of a world of shadows, bowing and dancing in the lamplight at the whim of a clever puppeteer, acting out the old story of Rama and Ravana to the music of the Gamelin, the Chinese band - bells, drums, and a xylophone.

There are only a few scattered spectators, drowsing to the lullaby and watching the twitching puppets through half-closed eyes.

Bricks show through the flaking paint of the walls. At the back, a huge, pink, frescoed Buddha holds the floor of the theater in his lap like a tray.

Suddenly, one of the two side doors leading to the alley swings open with a

SLAM

that sends a ripple through the music of the band. THREE BRUISERS loom into view, banging the door behind them. No-one pays any attention except an old CHINESE LADY, obviously employed in the place, who has just come down a stairway hidden at the back and watches the three men with beady black eyes.

One of the men - PASQUALE - stands guard by the door. The other two pick an aisle and move down it. But they're not looking for good seats.



They peer at the faces in the audience, dim in the flickering light...a quick, professional once-over that doesn't hide the violence under the skin.

The biggest and brawniest - SAL - stops by one of the drowzers and lifts the hat from over his eyes to see his face. The drowzer opens his eyes- fishy, drugged or drunken eyes - and tries to focus. Before he can, SAL drops the hat and moves on. Not the man he's after.

His buddy - CARMINE - is working the back rows where the dark is deepest. He comes across a man and a woman whose tongues are entwined like a couple of snakes. His face is, hidden by Hers. CARMINE pulls them apart and flicks a flame in their eyes. The woman is a faded forty and dressed in faded finery. The man - the boy - wears tired hand-me-downs. He hasn't shaved lately.

CARMINE gives a grunt of disappointment and moves on, but the boy wants to play the hero for his lady fair, and he grabs CARMINE'S arm. CARMINE stashes his lighter and from the same pocket pulls out a long-barreled pistol. The boy lets go. He knows what he's looking at, and he's terrified.

Having impressed Him, CARMINE turns to Her. She is decidedly ruffled, her blouse a wrinkled testimony to impetuous youth. CARMINE slips the long barrel in among the ruffles, opens her blouse, and teases the nipples of her sloppy breasts.

She freezes. CARMINE drops the gun down between her legs and under her hiked-up skirt.

He's seen better. Still using the gun-barrel, he draws the skirt down over the woman's knees where it belongs, and pokes her gaping blouse together. He moves off along the row.

The CHINESE LADY by the stairs at the back hasn't missed a trick. She turns slightly towards the stairs, and her tiny eyes - now full of anxiety - run up them to the top.

There, on a landing, a CHINAMAN, fiftyish and dry as dust, catches her glance and disappears through a doorway.

## SCENE 2

OPIUM DEN ABOVE THE CHINESE THEATER. (1933) Interior.Night.

The CHINAMAN enters a smoky, low-ceilinged room fitfully lighted by a couple of gas jets and sparsely furnished with cushions and mats, shabby mattresses, sway-backed cots. Downstairs is just a front for the place.

The addicted are laid out like stiffs, asleep with their eyes open and blinded by razor-sharpvisions.

Old men and young, in tatters and tuxes. One of them lies with his satin-striped trousers unbelted and his bow tie loose over the front of his boiled shirt. There's a girl among them, her beauty ravaged and ruined, her hair in disarray. The smokers drag on bamboo pipes and hold the fumes deep in their lungs, unwilling to let go.

Another employee, a WOMAN, moves among the bodies, as silent and solicitous as a nurse. She nurtures the flames in the oil lamps that heat the opium, she empties the ashes of the pipes gone dead, she refills them with bliss.

The CHINAMAN comes to a young man whose pipe has slipped from his hand and, crouching beside him, calls his name in an urgent whisper.

CHINAMAN  
Noodles...Noodles...

But NOODLES doesn't answer. He doesn't hear him. He feels the pipe again in his hand, grasps it, and takes a long drag. His glazed eyes stare up as he gropes beside the bed for a newspaper whose headline catches our eye:

BOOTLEGGERS TRAPPED BY FEDS; THREE  
SLAIN



The article starts: "New York City. An anonymous phone call yesterday tipped off federal agents..." At the bottom of the page, photographs of the three dead men taken while alive.

We hear, sudden and loud,

TELEPHONE RINGING ON THE  
OTHER END OF THE LINE.

Hearing the sound in his mind's ear, NOODLES shakes off the fumes that clog his brain and sits up with the startled terror of one suddenly hauled back from sleep. The CHINA-MAN pats him as if calming a baby, and eases him back down onto the cot.

The sound of the telephone continues to echo in NOODLE'S head, a ground bass beneath the scrambled images of his dreams, like an obsessive and sinister leitmotiv.

NOODLES stares at the burning wick of a lamp as if the flames contained - or consumed - his dreams. His eyes dilate...and melt...



## SCENE 3

STREET ON THE OUTSKIRTS OF NEW YORK CITY. (1933)

Exterior.Dawn.

The flame turns into the glow of a streetlight, growing feeble against a rainy winter dawn and shimmering across the asphalt street. The scene is drained of color, a weak water-color wash sapped of contrasts by the opium.

A few curious on-lookers, huddled under umbrellas, move aside for a police car, and we see the skeleton of a scorched truck, over on its side in the middle of the street, its body riddled with holes. Beyond it is a firetruck along with a few more police cars, one of which is also bullet-torn.

The charred body of the driver hangs halfway out of the open door of the truck. Two more bodies, punctured by gun fire, lie in the street among shattered whiskey crates and broken bottles.

The policemen are doing what policemen do. Their superior - just arrived on the scene - gives orders for the removal of the wreckage and the bodies. The latter are carried to the side of the road. Puddles of blood mark the spot where they lay.

That touch of red is the only color among so much black and grey - the uniforms of the cops, the overcoats of the crowd, the umbrellas, the charred truck.

As a tow-truck goes to work on the wreck, one of the cops bends over the bodies and tags each one with a name: PATRICK GOLDBERG. PHILIP STEIN. MAXIMILIAN BERCOVICZ. MAX's face looks like twice-ground hamburger.



The sound continues, the constant, nagging, surrealistic sound of the

RINGING TELEPHONE.

It swells for a moment as we discover NOODLES among the crowd. He tears his eyes away from the sight of the ravaged bodies and turns and moves away, sickened at what he's seen.

One of the cops gives the dead men their first burial, under a white sheet.

## SCENE 4

FAT MOE'S SPEAKEASY. (1933) Interior. Night

Set loose by the opium, NOODLES'  
mind runs free from memory to memory.

A little black coffin, floating in the air, comes forward through the darkness, lighted only by four flickering flames. Suddenly a spotlight strikes it, and we see that it rests on a bed of flowers borne on the shoulders of two waiters. It's a cake, a chocolate cake, with a ribbon of spun sugar that reads "PROHIBITION." And sugar champagne bottles at the corners of the coffin serve as candlesticks.

We're at Fat Moe's, one of a multitude of speakeasies spawned by the Noble Experiment. The décor catches the passing vogue to perfection - black and white everything tables, rugs, walls, the works - all calculated to set off the white, satin slink a-la-Harlow of the dames and the black tuxes a-la-Cagney of the dudes. The moving spotlight picks out the glitter and the gleam, as do the little Tiffany lamps on each table.

The boys in the band leave their platform to lead the procession with a funeral march in the Armstrong manner. Two young blades, PATSY and COCKEYE (We recognise them from their pictures in the paper as the two dead men stretched out in the street a memory ago) bring up the rear, dragging along a chubby, laughing lady (PEGGY) and several other gaudy chicks, all carrying on like the nearest and dearest of the Dear Departed. Other mourners join in behind them to form a conga-line of exuberant grief.

To the side and still in the dark stands another young man - MAX - whose picture we've also seen. Full of life, he smiles as he soaks up the gaiety.



CAROL stands next to him, a young woman with restless eyes.

NOODLES sits at the bar in the center of the room. He obviously has something heavy on his mind. The pretty girl who's with him - EVE - looks at him anxiously and says something to him. We don't hear what it is; the sounds of

VOICES...LAUGHTER...MUSIC...

the place, are muffled and distorted. And over them all, loud and clear, rings the

TELEPHONE.

Someone turns the lights on. The chocolate coffin now rests on a table at the other end of the room where FAT MOE, the young, plump, sweaty manager, starts slicing. The waiters decapitate the four champagne bottles with machetes.

MAX looks across the room towards NOODLES and raises his glass in a toast. In reply, NOODLES barely moistens his lips.

The sound of the

TELEPHONE

grows louder.

Suddenly, NOODLES gets up. EVE reaches out towards him, but he's evidently made up his mind about something. He strides across the room towards the office, avoiding MAX, who stands by the coffin and follows him with his eyes; COCKEYE, who tries to wave him over to where he's now sitting with four cuties whose necklines drop below the top of the table; and PATSY, who gives him a wink as he dances to his own slow drummer with PEGGY.

NOODLES moves quickly, and enters

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SCENE 5

THE PRIVATE OFFICE OF THE SPEAKEASY. (1933) Interior. Night.

NOODLES closes the door behind him  
and locks it. The sound of the

TELEPHONE

drowns the music.

NOODLES goes to the phone, dials,  
and listens. The character of the  
ringing changes, becomes more rea-  
listic. NOODLES' tension mounts,  
and for a moment it looks as though  
he might hang up.

ONE RING...TWO...THREE

Then...

SCENE 6

POLICE STATION. (1933) Interior. Night.

There's a little sign on the  
desk next to the phone;  
SERGEANT HALLORAN, it says.

THE PHONE RINGS

insistently.

A hand reaches for it; we see  
the stripes on the sleeve.

Suddenly, silence.



## SCENE 7

ABANDONED FERRY BOAT DOCK. (1933) Exterior. Dawn.

The gasoline slowly rises in one of two glass measuring tanks. It's the shimmering pink of a lively rose, and bubbles as it rises.

The color is now that of the normal world. We're no longer in a dream, but back to the sharp edges of reality.

It's SAL who slowly works the pump, with the concentration of a guy playing a pinball machine. CARMINE unhooks the hose and drags it out to the edge of a pit in the floor, down about three feet into the cement. Lying in it, tied hand and foot and, for one reason or another, unconscious, is NOODLES.

CARMINE squeezes the trigger and douses him with gas from head to toe. He keeps it up until the tank is empty.

NOODLES stirs and twitches and opens his gummy eyes - and the first thing he sees is a lighted match.

PASQUALE, the third of this trio of toughs, is sitting on a crate near the pit, the match in his hand.

We get a better glimpse of the place where the three have driven NOODLES. It's a shed built on a pier where once the ferries docked, abandoned years ago and ideal for bootleggers, who use it as a place to blend their hootch and service their trucks. The rotting wood of the wharf and the piles that support it groan in protest against the lapping waves, breaking not far from where NOODLES lies.

Lights from the opposite shore seem

to be signals for help.

PASQUALE lights a cigarette, drags on it, blows the match out, and flips it at NOODLES. It lands on his shoulder and rolls off. NOODLES stares at it as if he expected it to move. He looks annihilated, but he's alert and tense, and his eyes are bright beneath the veil of his touseled hair.

PASQUALE nods hello and says calmly, in a thick Mafiosa accent,

PASQUALE  
Me, I'm Pasquale Monaldi.

He nods to the others.

That's Sal. That's Carmine. From Cincinnati.

NOODLES sizes them up. Then he says,

NOODLES  
You know my name.

PASQUALE sizes up NOODLES in turn. He lights another match and tilts it to keep it burning.

PASQUALE  
Yeah. They told us you was tough. They told us you sold you buddies like Judas. But, they told us, you got balls, you got brains. And you go get you'self doped up. You tough like a baby in a cradle.

He blows out the match and flips it at NOODLES, who eyes it warily and then admits with some bitterness,

NOODLES  
My powers are under a cloud.

PASQUALE (Almost sweetly)  
 Then don't work you brain  
 too much. I can hear all  
 them little wheels going -  
 tick-tick-tick-tick-tick.  
 You trying to think how  
 you gonna get outta there.  
 You ain't.

He lights another match.

You wanna say the Hail  
 Mary...

CARMINE  
 He's a Jew.

PASQUALE  
 So was Judas, no? He  
 hung himself.

CARMINE  
 The Hail Mary is Catholic,

PASQUALE  
 So say the Hail Moses.  
 Then you gonna burn.

NOODLES (All of a sudden)  
 A million dollars is going  
 to burn with me.

There's a rustle in the crowd,  
 PASQUALE blows out the match  
 and looks at his pals. They  
 are staring at NOODLES, who  
 manages a smile.

CARMINE  
 That's big money.

NOODLES  
 It was the shared funds.

PASQUALE  
 That's why you fucked you  
 friends?

NOODLES nods.

SAL (Butting in)  
What do you mean, was?  
It ain't there no more?

CARMINE  
It ain't shared no more.

NOODLES  
But it could be...if I  
could find me some new  
partners.

PASQUALE  
Tick-tick-tick. That's  
how you gonna get outta  
there.

CARMINE  
What the fuck do we tell  
the Combination we did  
to you?

NOODLES  
I got incinerated.

PASQUALE lights another match  
and looks at the other two in  
silent consultation.

CARMINE comes to him, bends  
down, and blows out the match.  
Then he says to SAL,

While SAL hops into the cab of  
a truck and starts groping be-  
hind the seat, CARMINE drops  
into the pit and starts to cut  
the ropes that tie NOODLES.  
He keeps up the questions.

CARMINE  
Get him some clothes.

Where you keep these  
funds?

NOODLES gets up and starts  
to strip.

PASQUALE intervenes from the  
sidelines.

SAL climbs out of the truck and  
tosses NOODLES an old pair of  
overalls and a couple of open-  
toed shoes. PASQUALE continues,

He strikes a match.

He flips the match into the pit.  
NOODLES clothes go up in a blast.

NOODLES  
Under lock and key.

CARMINE  
Where you keep the key?

NOODLES  
Give me a guarantee.

PASQUALE  
Eh, no. You getting a  
pardon for you sins.

First you light a candle.

Then maybe you get a pardon  
...And maybe you don't.

## SCENE 8

STREET IN FRONT OF FAT MOE'S (1933) Exterior. Morning.

Over the lowered blinds of the delicatessen hangs a sign reading IN MOURNING.

A car pulls up and stops. The THREE HIT-MEN get out, followed by NOODLES, who leads them to the side alley, and then up an outside stairway with a railing of green cast iron to a little door at the top.

## SCENE 9

THE OFFICE OF THE SPEAKEASY. (1933) Interior. Morning.

We saw the back room earlier,  
when NOODLES called the cops.  
It's a combined office, gym,  
and game-room. There's a desk  
with a leather chair behind it,  
two types of punching bags,  
muscle-stretchers, and a pool  
table.

FAT MOE is at the table, past-  
ing a newspaper article into a  
scrap-book - the same article  
we saw in NOODLES' hands back  
in the opium den. He's in his  
pajamas.

He smoothes out the glue with  
silent? gloomy concentration,  
then picks up another newspaper  
and starts to cut out another  
article on the same subject.

But he stops as he hears

THE RUMBLE OF A FREIGHT  
ELEVATOR

reaching him from the speak-  
easy.



## SCENE 10

MAIN ROOM IN THE SPEAKEASY. (1933) Interior. Morning.

The elevator - big enough for a grand piano - comes to rest, and the door opens. NOODLES gets out, followed by the THREE THUGS, who hold their guns ready in their pockets.

They cross the room. The chairs are piled on the tables to free the floor for the cleaning women.

FAT MOE heaves into view from the office. He sees NOODLES and his eyes go wide. The THUGS see him and apprehensively stop. NOODLES doesn't even glance FAT MOE's way as he explains,

NOODLES  
He just pours the drinks.

Then, as if tasting gasoline again,

I could use one.

Without asking permission, he goes to the bar.

Make it four, Fats.

As FAT MOE slops over to the bar, SAL adds,

SAL  
Doubles.

And NOODLES adds,

NOODLES  
Private stock.

NOODLES' words slow FAT MOE for a second as he rounds the corner of the bar. NOODLES stares at him as if he wanted to bore holes through the flab with his eyes.

Panting from the voyage, FAT MOE takes a bottle down from the display shelves, lines up the glasses, and pours with a lavish hand. Lavish hut shaky.

The others pick up their glasses. The THUGS are dry, but they wait for NOODLES to drink first. They watch him.

NOODLES takes his glass and downs it in one gulp. FAT MOE is watching him anxiously. Then the other three drink.

NOODLES puts his glass down and nods to the ITALIANS to follow him. He doesn't say anything as he starts for the office.

CARMINE nods towards FAT MOE and says to SAL,

CARMINE  
Stay here.

He and PASQUALE follow NOODLES.

SCENE 11

OFFICE IN THE SPEAKEASY. (1933) Interior. Morning.

NOODLES enters the office, with CARMINE and PASQUALE close on his heels. He goes straight to a big wardrobe closet and starts hunting for something in it. The other two move in behind him, ready for business in case he tries to get smart.

NOODLES squats down to get at the bottom drawers.

The only sound is the ticking of the clock on the wall...

TICK...TICK...TICK...TICK

SCENE 12

THE SPEAKEASY. (1933) Interior. Morning.

From behind the bar, FAT MOE watches SAL out of the corner of his eye, as if waiting for what he knows is bound to come to pass.

SAL casually reaches for the whiskey bottle and pours himself another drink. He gulps it down.

FAT MOE holds his breath.

SCENE 13

OFFICE OF THE SPEAKEASY. (1933) Interior. Morning.

NOODLES is pawing through the contents of the bottom drawer. His forehead is shiny with sweat, his face is drawn with mounting tension.

At last he hears what he's been waiting for -

THE DULL THUD OF A FALLING BODY.

Another sound accompanies it -

THE CLUNK OF A DROPPED PISTOL.

NOODLES jumps up and whirls around. CARMINE is on the floor, his hands tearing at his belly. His gun lies nearby.

His eyes dimming out, PASQUALE hasn't got the strength to draw his gun out of its shoulder holster. He sways and staggers back against the frame of the door, leaning against it for support.

Beyond him, in the SPEAKEASY, SAL grabs his guts as if stricken with an agonizing belly-ache, stumbles to the door of the john, kicks it open, and disappears inside,

At the same time, in the OFFICE, NOODLES gets to PASQUALE. He reaches out with one hand as if to hold him up, while with the other he grabs the gun and, without pulling it from the holster, jabs the barrel into PASQUALE's chest.

Simultaneously, he leans, towards the gangster's face and splatters it with the mickey he's been holding in his mouth.



The shower seems to invigorate PASQUALE for a moment, and his eyes flick open like a doll's. Maybe he can feel the pistol poking at his heart; maybe he can make out the nasty satisfaction on NOODLES' face. Maybe he gets the picture. Maybe not.

NOODLES whispers those immortal words,

NOODLES  
Tick...tick...tick...tick

And pulls the trigger.

A SHOT.

PASQUALE drops like a bucket in the well.

But at the same moment, a steel arm snaps around NOODLES' neck. CARMINE has collected his forces and, moving like a robot programmed to kill, crushes NOODLES' windpipe with hatred and rage. He grabs NOODLES' hand and smashes it against the doorjamb, forcing him to drop the pistol he'd pulled from PASQUALE's holster.

Their struggle carries them back into the SPEAKEASY.

They fall in a squirming bundle onto the bandstand, knocking over instruments as they thrash and wrestle.

FAT MOE watches from the bar in blank terror, aware that NOODLES is getting the worst of it.

CARMINE sinks his teeth into NOODLES' earlobe and, grabbing him again by the throat, bashes his head against a corner of the platform.

FAT MOE searches desperately for a weapon. He grabs a T-shaped cork-screw and tosses it to NOODLES. It falls just out of reach, and NOODLES gropes for it.

FAT MOE goes to the door of the office and gets PASQUALE's gun. Stepping over the body, he heads for the john, holding the gun in both hands.

The john door is open. SAL is on the pot, his pants around his ankles, his pale, agonized face somewhere down on his chest.

FAT MOE's hands shake as he raises the gun and shoots

THREE SHOTS.

SAL slithers from the crapper to the floor, spouting chianti-

NOODLES manages to grab the cork-screw. He gashes CARMINE's face open with frantic force, laying back the flesh from his temple to his teeth.

CARMINE howls in pain and falls back, his hands on his face. Driven mad by his wound, he tries to escape. He gets up and staggers past FAT MOE, who stands motionless by the men's room door, his strength and his courage gone, as if all he held in his hands was a water pistol.

But NOODLES makes a break for the office, where he picks up the gun CARMINE dropped. He shoots from the office door, catching CARMINE square in the back just as he grabs the elevator door with his bloody hands.

TWO SHOTS

Then no sound at all.

Just NOODLES' breathing as he pulls a flashy handkerchief from PASQUALE's pocket and daubs his bleeding ear.



He drops the gun into the pocket of his bloody overalls.

FAT MOE comes into the office. He goes straight to a coat rack and gets a bulky raincoat for NOODLES to put on over his torn clothes.

Meanwhile, NOODLES has gone to the big clock on the wall. FAT MOE comes to him, holding the coat open. He nods towards the carnage.

Without answering, NOODLES opens the door of the clock. The key for winding it hangs on a hook in plain sight, with another key tied to it. FAT MOE sounds apprehensive as he asks,

NOODLES takes down the two keys and shows them to his friend,

The CAMERA zooms in on the keys.

FAT MOE adds, noncommittally,

FAT MOE  
I'll get rid,of them.  
You better...get going.

You need money?

NOODLES  
I got more than I need.

FAT MOE (Off)  
It's all yours...now.

SCENE 14

SUBWAY STATION. (1933) Interior.Day.

NOODLES turns the smaller of the two keys in the metal door of a locker.

He's in a peeling passageway that leads to the subway platform. He opens the locker door and takes out a beat-up straw suitcase.

Holding it against his chest, he unsnaps the catch and opens the suitcase just a crack, just enough to look inside.

His eyes widen with alarm at what he sees. He opens the suitcase all the way and gropes through the contents with one spastic hand.

There's nothing in it but crumpled paper and old tabloids.

He moves in a daze to a rubbish barrel and drops the suitcase onto it.

SCENE 15

GRADE CROSSING ON THE OUTSKIRTS OF NEW YORK. (1933/1968)  
Exterior. Sunset.

The barriers slowly drop to the  
tune of a clanging

BELL.

Beyond them, we look out across  
the open countryside.

On this side stands NOODLES,  
leaning against the garden gate  
of the last house on the road.  
His eyes are red, his face un-  
shaven, his clothes rumpled.  
He holds the raincoat to his  
neck; the high collar covers  
his split ear-lobe.

From the house comes the sound  
of a scratchy old Victrola:

"You're the cream in my  
coffee..."

The wind whips at him as he  
turns to look towards the  
house. It's lath-and-plaster,  
with dormer windows in a mansard  
roof, a dusky pink, warm and  
cozy and inviting.

A truck heaves up to the barrier  
and belches to a stop - a beached  
hulk of a truck, ready for the  
wrecker. There's one note of  
gaiety - a pine bough stuck up  
over the windshield and a bright  
red ribbon reading "MERRY CHRIST-  
MAS AND HAPPY 1934."

NOODLES goes to the cab and  
sticks out his thumb.

The TRUCKDRIVER lowers the  
window. He's about NOODLES'  
age, with a woolen cap pulled  
down over his eyes and a  
scarf wrapped up to his chin.

TRUCKDRIVER

Where you heading?

NOODLES

Wherever you're going.

The TRUCKDRIVER sizes him up,  
He evidently passes inspection;  
the TRUCKDRIVER gives him a nod,  
and he climbs into the cab.

We hear the sound of an

APPROACHING TRAIN,

and it whistles past, blocking the view,  
an endless freight train loaded with Fords,  
each one just like the next.

The TRUCKDRIVER says something to NOODLES  
about his ear, but we can't hear him under the

RATTLE OF THE PASSING TRAIN,

or NOODLES' reply, as he shakes his head no.  
The TRUCKDRIVER takes out a hip-flask and a handkerchief,  
which he bathes with booze and hands to NOODLES.  
NOODLES winces as he touches it to his ear.

The train keeps passing...

...but gradually the Fords change from '34 models to those of '68  
in blazing pink and turquoise and emerald green.

And, as if bridging the years, the title of the film fills the screen:

ONCE UPON A TIME IN AMERICA.

The train disappears, the rattle fades,  
and the barriers rise.

But we are no longer looking out over the open countryside.  
We see instead a canyon of cement

high-rises.

Heading the row of cars that face us over the crossing is a '60 Chevy. The driver is in his sixties too...grey hair, a scar on his left ear...NOODLES, forty years later.

He glances across the tracks and is surprised to see the little pink cottage with its mansard roof, valiantly holding its own among towering neighbors and the parking lot that was once its garden.

The barriers aren't all the way up when a chorus of

AUTOMOBILE HORNS

wakes NOODLES out of his reverie.

In haste to start the car, he misfires, and the horns grow louder. A couple of cars swing out of line and snarl past him.

He finally gets going and pulls into the swarming traffic that will take him to the city.

SCENE 16

SYNAGOGUE. (1968) Exterior. Day.

NOODLES parks by the curb and gets out of the car. The first thing he sees is a tombstone, lifted before him by a crane.

The cemetery next to the synagogue is being torn up. The sounds of

PICKS AND SHOVELS

rise from behind the wooden fence that rings the site. A sign announces the strides of progress and the monument of modernity that will soon take the place of graves and stones and corpses.

It's the street where NOODLES grew up, and not all that changed by time. The same melting pot of ne'er-do-wells, the same shabby, little shops, the same gangs of kids up to the same monkey-shines.

NOODLES' gaze softens with the nostalgia that even the most desolate places of our past produce in us when we go back to them again. He looks once more towards the cemetery, then goes to the synagogue and enters.

SCENE 17

SYNAGOGUE (1968) Interior. Day.

Two people are at their prayers - a MAN and his ten-year-old SON, yarmulkahs on their heads. NOODLES observes them as he slowly moves along the aisle, remembering his own boyhood with a pang of sadness.

The BOY senses his presence and turns to look at him for a moment. Then he gives him a broad, angelic smile. His FATHER calls him back to business with a jerk of the arm. The BOY covers his face with his hands, but turns to peek at NOODLES through his fingers.

NOODLES smiles too, and would probably keep it up, but he catches sight of a YOUNG MAN in a long black coat and a black hat leaking red braids that frame his face.. He walks the length of the synagogue as if he owned the place to put up a poster announcing the next Bnai Brith meeting.

The frown returns to NOODLES' face as he goes to the young man, taking a letter from his pocket and turning it over and over in his hands.

NOODLES  
Excuse me.I got this  
letter...about the cemetery.

SECRETARY OF THE SYNAGOGUE  
May I?

He reaches out for it. A bit unwillingly, NOODLES hands it to him. The SECRETARY gives it a quick glance.



SECRETARY

The notice we sent about  
the reinterment. Aren't  
you the late one!

He gives NOODLES a smile and  
adds,

NOODLES follows him to a side  
door.

Come with me.

SCENE 18

OFFICE OF THE SYNAGOGUE (1968) Interior. Day.

The office is a messy little room full of filing cabinets. The only touches of color are a bright poster advertising Israel with a laden orange tree against a cobalt sky - and a color photo of Golda Meir.

The SECRETARY gives the letter another look, now that the light is better, and says,

SECRETARY

I mean, there was a time limit for this. It's up. Unclaimed caskets went to the Bronx. Let me check. Just the underlined names?

NOODLES

Yes.

The SECRETARY opens the drawer of a filing cabinet and rifles through it, scanning the letter at the same time.

(Perhaps we see a close-up of the letter, with three names underlined in red.)

SECRETARY

Maximilian Bercovicz...  
Philip Goldberg...Patrick  
Stein...

He takes out three cards and reads them. Then, looking surprised, he says,

No. They've already been reinterred. Out at Riversdale.

When NOODLES says nothing, he feels impelled to add,

SECRETARY (Continued)  
 It's a lovely cemetery.  
 Like a wonderful garden.  
 You a relative?

NOODLES  
 No.

The SECRETARY examines the letter as if something about it disturbs him.

SECRETARY  
 Odd. They were only supposed to go to relatives. Provided we could locate them, of course. When did you get this?

NOODLES  
 About a week ago.

SECRETARY  
 Very odd. We sent them out ages ago. Might I have your name?

NOODLES (Quietly)  
 Williams...Robert Williams.

He shows the SECRETARY the envelope that held the letter.

This proves another cause for irritation.

He flips a page or two in a large register, and then gives NOODLES an icy look.

SECRETARY  
 Williams isn't one of our names.

We didn't send you this.

SCENE 19

STREET IN FRONT OF FAT MOE'S (1968) Exterior. Night.

A close-up of the letter M  
in sputtering neon.

The CAMERA pans back to re-  
veal the whole sign: FAT  
MOE'S - and, underneath,  
also in light that flickers  
and throbs: DRINKS AND SAND-  
WICHES. A couple of the let-  
ters are dark, giving us:  
D INKS AND SAND ICHES.

Gradually the facade of the  
place comes into view. It's  
thirty-five years since we  
saw it last, and time has  
taken its terrible toll. The  
attempt to modernize the deli  
is a diasaster. It now looks  
like any old cheap eatery in  
any old town.

We ZOOM down to the dingy window  
and through it see FAT MOE, drop-  
ping a tray of glasses on the  
counter. He looks older, fatter,  
and as dingy as his windows.

A couple of CUSTOMERS leave the  
place. FAT MOE turns away to  
douse the lights. The ghastly  
purple neon sputters out; most  
of the lights in the bar go out  
too.

FAT MOE comes to the door and  
flips the sign hanging there  
from OPEN to CLOSED. Then he  
goes to a table, where the last  
customer sits over a drink - a  
young Puerto-Rican HUSTLER.  
FAT MOE gives him a coy smile  
and pours him another drink,  
but the smile gives way to a  
look of irritation as - unheard  
by us out in the street - the  
phone rings.



FAT MOE looks pissed off, but he gets up and goes to answer. The look on his face is suddenly one of stunned amazement. He wipes the instant sweat from his forehead with the back of his sleeve. He nods into the phone and mumbles a mumble or two.

Then he puts down the phone without hanging up and goes back to the HUSTLER. He gathers up the boy's coat and hat and, fluttering like a dowager butterfly, he bustles him to the door.

The HUSTLER gets mad. Only when a couple of bills are pressed into his hand, does he go quietly.

FAT MOE locks the door and goes back to the phone. He drags a chair along with him; he's too shaky to stand. He nods into the phone again, then suddenly stiffens and swings towards the window.

The CAMERA zooms backwards and down to a phone booth directly across the street from the eatery - where NOODLES is just hanging up.

SCENE 20

FAT MOE'S (1968) Interior. Night.

FAT MOE sways, his head swiveled round as he stares into the street, his hand groping crazily as he tries to hang up the phone without looking.

He ripples with terror.

He gets up, turns off the rest of the lights, pulls down the shades, and slops towards a side door.

Halfway there, the sound of the

DOORBELL

catches him like a shot.

SCENE 21

ALLEYWAY ENTRANCE TO FAT MOE'S (1968) Exterior. Night.

The battered door squeaks open as far as the security chain will allow, which is enough for FAT MOE to focus one eye on the alley - one incredulous eye that takes in NOODLES after all these years.

That's the password. The door closes and opens again right away. FAT MOE sways back to

NOODLES

I brought back the key to your clock.

let NOODLES in.



SCENE 22

FAT MOE'S: LUNCH ROOM (1968) Interior. Night.

NOODLES slips past him with his suitcase and goes into the lunch-room. He drops the key to the clock - and to the locker - on a table.

FAT MOE follows and moves around in front of him to get a good look, his face full of his feelings.

FAT MOE  
Noodles...

He is about to embrace him, but NOODLES ducks away and goes to the counter.

NOODLES  
Aren't you going to offer me a drink?

FAT MOE trots around behind the counter and gets a bottle and a glass which he puts down in front of NOODLES, who helps himself.

This isn't your private stock, now, is it?

A smile surfaces among FAT MOE's jowls.  
NOODLES drains the glass and pours another.

FAT MOE  
When did you get back?

NOODLES  
Today.

A pause.  
Then -

FAT MOE  
How come?

NOODLES  
They got in touch with me.

FAT MOE  
Who?

NOODLES stares at him.

NOODLES  
You don't know?

FAT MOE  
Me? I don't know nothing  
about nobody.

NOODLES looks at him a moment  
longer, then takes out the  
envelope with the letter and  
hands it to him. FAT MOE reads  
the address and looks blank.

FAT MOE  
Who's this Robert Williams?

NOODLES  
Right here.

NOODLES sits at a table with  
His drink as FAT MOE reads  
the letter.

FAT MOE  
"We wish to inform you that  
as a result of the sale of  
the Beth Israel Cemetery in  
..." I got one of these on  
account of my father, alav  
ha-shalom. (Rest in peace.)

NOODLES  
Only mine didn't come from  
the cemetery.

He takes the letter from FAT MOE,  
who stares at him, puzzled.

And it says, "Dear Noodles,  
Even though you're hiding out  
in the asshole of the world,  
we found you." It says, "We  
didn't forget you." It says,  
"Be ready."

FAT MOE  
For what?

NOODLES  
That it doesn't say.

FAT MOE  
Did you underline the names?

NOODLES  
It came like that.

FAT MOE nods at the letter as  
NOODLES folds it and puts it back  
in the envelope.

FAT MOE  
What do you think it means?

NOODLES  
I think it means the an-  
swer's here. That's why  
I came back.

Silence. FAT MOE goes to wind the  
clock, still these many years. The  
silence is broken by the

as FAT MOE turns and asks,

He stops. NOODLES answers  
anyway.

He drains his glass and looks  
suddenly exhausted.

He picks up NOODLES' bag and  
nods for him to follow.

TICKING

FAT MOE  
Aren't you scared they'll...

NOODLES  
They would have done it long  
ago. They don't send out  
warnings.

Got a bed for me?

FAT MOE  
Nobody here but Fat Moe.

SCENE 23

FAT MOE'S: LIVING QUARTERS ADJOINING TEE LUNCH ROOM (1968)  
Interior. Night.

ANTEROOM

NOODLES notices the faded upholstery, the chipped furniture, the sense of neglect and poverty as he follows FAT MOE into the rooms off the deli.

FAT MOE has opened a door and turned on a light. He quickly swivels around to face NOODLES.

FAT MOE steps back to let NOODLES into his SANCTUM SANCTORUM, then follows him in.

He looks around the room.

We've seen some of the furnishings before - the pool table, the punching bags and gloves, the desk. There's also a daybed, a card-table, and, in one corner, a huge armchair with one foot missing, like a gilded and tottering throne. Everything is worn, torn, and rotten with time.

NOODLES

I often wondered if you'd taken that million dollars. Now I know. You're on your ass worse than ever.

FAT MOE

But I thought you -

NOODLES

You thought wrong. The suitcase was empty.

FAT MOE

Then who did?

NOODLES

That's what I been asking myself for thirty years.

The walls are covered with old, faded photographs.

It's not the strangeness of the stuff that gets to NOODLES but rather the power of suggestion it has over him.

FAT MOE notices and says,

Then, thinking of the sad memories it all must evoke in NOODLES, he adds,

NOODLES shakes his head.

His attention is caught by one of the photographs - a beautiful young girl in a ballet costume, up on her toes, arms furling upwards like the wings of a dragonfly.

NOODLES smiles a bitter smile.

FAT MOE

I put everything in here.

If it bothers you, I'll sleep here and you can sleep in my room.

NOODLES

Thanks anyway.

What do you hear from your sister?

FAT MOE

She's doing great, I guess. I haven't seen her for years. She don't need me around. She's a big star, right up there on top...

NOODLES

Why, was that a surprise? You can pick the winners at the starting gate - the winners and the losers. Who woulda put a penny on me?

FAT MOE

I'd a' put everything I had on you.

FAT MOE shrugs and gives an awkward smile. He makes a move to go.

As he heads for the door, FAT MOE points to the day-bed.

NOODLES has put his suitcase on the table; he opens it. He's aware of FAT MOE's gaze as he hesitates in the doorway.

FAT MOE nods and goes.

NOODLES turns to the photographs - pictures of himself and his three buddies, Max, Cockeye, and Patsy, when they were young and happy...in an open car, on the beach, at the races and the dog track...

NOODLES  
You'd a' lost.

FAT MOE  
Well...you're beat.

NOODLES  
Yeah.

FAT MOE  
There's a clean pillow case and sheets...ready for the big occasion.

NOODLES  
Thanks.

FAT MOE  
Noodles...

NOODLES  
That's me.

FAT MOE  
Whatta you been doing all these years?

NOODLES  
Going to bed early.

And again he studies the picture of the young girl in the ballet costume.

A song from another time comes into his brain...

AMAPOLA

He turns his back on the photographs, as if-rejecting them, wiping the images from his eyes with both hands. And he leaves the room.

SCENE 24

FAT MOE'S: LUNCHROOM AND JOHN (1968) Interior, Night.

NOODLES turns on a light in the lunchroom. The music of

AMAPOLA

is still with him..

He takes a bottle and a glass from the bar and is about to go back to his room, but instead he stops.

Then, as if lured and driven by the

MUSIC

he heads for a little door at the end of the room. It's a crummy little john with dirty tiles and, up near the ceiling, a rectangular air vent with a grating over it.

NOODLES gets up on the pot and stands on tiptoe to look through the vent, which is flooded, oddly enough, with sunlight.

And in that sunlight...



## SCENE 25

BACK ROOM OF GELLY'S BAR (1923) Interior. Day.

...dances a young girl, the girl  
we saw in the photograph, DEBORAH.

The sun floods the room as if the  
dirt-encrusted skylight had just  
been Windexed, glancing off the  
clutter of brooms, mops, and buc-  
kets, trunks and crates, empty  
bottles, and, on the walls, pos-  
ters that have gone into retire-  
ment, advertising Lucky Strikes,  
Moxie and Coca Cola, and a trip  
to Miami Beach,

DEBORAH is a sweet thirteen, slim  
and boyish in her leotard and  
ballet shoes, dancing to

AMAPOLA

played on a wind-up Victrola  
with a horn, perched on a crate.

She dances with the angular grace  
of the very young, pretending  
she doesn't know she's being  
watched from the grating up in a  
corner of the room near the cei-  
ling.

SCENE 26

THE JOHN IN GELLY'S BAR (1923) Interior. Day.

DEBORAH's audience is a fourteen-year-old voyeur with mussy, dirty hair and patched, seedy clothes - NOODLES forty-five years ago.

He's not tall enough to see from the seat of the toilet, so he's balanced on a pile of shaky crates.

When he thinks DEBORAH is looking, he ducks down out of sight. When there's no cry of outrage, he's sure he's safe and looks again. This time he sees...

SCENE 27

BACK ROOM OF GELLY'S BAR (1923) Interior. Day.

...the door leading to the lunchroom open. FAT MOE waddles in. He's a fatty even at fourteen, and his floor-length white apron doesn't hide the fact. Sweaty and flustered, he calls to his sister,

FAT MOE  
Deborah! Papa says, for goodness sake -

He points back into the cafe. We can see it's packed.

DEBORAH doesn't miss a step as she says,

DEBORAH  
No.

FAT MOE (Whining)  
We got customers. I can't do everything.

DEBORAH  
Try.

She stops twirling and goes to take off the record.

FAT MOE steams out and shuts the door.

I got my elocution lesson.

DEBORAH is still conscious of her audience. Teasingly, she takes off her shoes and slips out of her leotard, wiggling her narrow hips as she puts the shoes in a bag.

SCENE 28

THE JOHN (1923) Interior. Day.

NOODLES has turned to stone  
up there on his perch. He  
doesn't notice the GENT  
who's come in to take a leak.

He watches DEBORAH wiggle into  
a dress and go out.

SCENE 29

GELLY'S BAR (1923) Interior, Day.

Men make up most of the crowd  
in the lunchroom, men with the faces and garb of Ashkenazic  
Jews  
from Western Europe.

GELLY, the father of FAT MOE and  
DEBORAH, is at the till, one eye  
on the customers, the other on  
the cash.

DEBORAH announces,

The till is near the door to  
the john. DEBORAH raises her  
voice.

DEBORAH  
I'm going, tateh.

Fats, you better spray the  
powder-room. There's a  
cockroach in there.

SCENE 30

THE JOHN (1923) Interior. Day.

DEBORAH'S wisecrack hits NOODLES like an open palm. In a rage, he jumps down from the crates, right onto the unwary pisser.

He ruins the GENT's aim; the jet hits the wall and his trousers. Before he can collect his thoughts, NOODLES darts out of the john like a cockroach.

SCENE 31

GELLY'S BAR (1923) Interior. Day.

NOODLES catches sight of DEBORAH on her way out the door and scoots after her. He ploughs a path through the customers, almost colliding with FAT MOE as he carries a tray of ice cream to a table.

NOODLES hurls himself through the door and out onto the street

SCENE 32

STREET IN FRONT OF GELLY'S BAR (1923) Exterior. Day.

Outside the cafe, NOODLES runs into the gang - PATSY, COCKEYE, and DOMINIC. The first two are NOODLES' age; DOMINIC is only eight, and small. They wear the same uniform - ratty, cast-off clothes, ventilated shoes, dirt.

The three of them are all keyed up about something.

PATSY  
Noodles!

DOMINIC  
Bugsy got a job for us.

But NOODLES scurries away from them and catches up with DEBORAH at the corner. He grabs her by her long black braid, forcing her to turn around.

NOODLES  
Who you calling a cockroach?

DEBORAH holds her own in spite of the pain.

DEBORAH  
So what are you? You're filthy, you make me sick you crawl up toilet walls just like a roach. Let go!

NOODLES lets go, stunned by this attack but not quitting.

NOODLES  
I make you sick, so how come you showed me your heinie?



DEBORAH drips with scorn

She points to a store window.

And she hurries off.

He lets her go and turns to look in the window. What he sees is depressing: the dirt, the patches, the holes. There's no doubt about it: a roach.

Then four roaches, as the other three BOYS join him. They saw the scene with DEBORAH and now look at NOODLES with snorts and snickers.

NOODLES passes it off like a man of the world.

He goes back to being head of the gang.

DOMINIC pulls a scrap of paper from his pocket and hands it to NOODLES

NOODLES glances at them and asks,

DEBORAH  
To a roach!

Go look at yourself.

NOODLES  
She got mad 'cause I  
wouldn't go with her.

So what does Bugsy want?  
PATSY  
For us to buffalo somebody.

COCKEYE  
Who ain't paying no more.

DOMINIC  
Name and address.

NOODLES  
What's he offering?

COCKEYE

A buck and a half.

DOMINIC

Or we can roll a drunk at  
Monkey's place.

NOODLES

That's more like it.  
Come on.

They race off.

SCENE 33

INTERSECTION. (1923) Exterior. Day.

There's a big newsstand on the corner, hung with publications and piled round with bales of newspapers and magazines.

The FOUR BOYS saunter up to it one at a time, as if to read the headlines or glance at the breezy photos on the cover of the Police Gazette. Taking up positions at the corner of the stand, they appear to be absorbed in literature.

NOODLES is the first to move away. The others casually follow him and wander off.

The four corners of the stand spout flames all at once. The dealer rushes out; he doesn't know where to start.

The boys turn a corner and run like hell.

Behind them, the newsstand burns like a torch. The dealer wrings his hands. People run up to watch.

## SCENE 34

MONKEY'S SPEAKEASY (1923) Interior. Day.

It's a smoky, crowded dive, full of low-class types at the bar and the tables, drinking bootleg booze served from large tea pots into cups.

We get a pan of the place from the BOYS' point of view. They're half-hidden behind a door, scanning the customers for the one who's going to pay their salary.

MONKEY, the owner of the joint, is with them, a middle-aged man with other things to do. The BOYS can't make up their minds; MONKEY tries to hustle them along.

One of the customers has just pulled out a wallet bulging with bills. NOODLES points to him.

MONKEY  
Get a wiggle on.

NOODLES  
Him.

MONKEY  
You nuts?

NOODLES  
Bugsy said we could take our pick.

MONKEY  
But he ain't drunk.

DOMINIC  
So we'll wait.

MONKEY (Losing his patience)  
Be nice kids. Roll that one.

He points to a drunk who's  
out cold on the table.

NOODLES gives him a professional  
eye and turns him down.

He catches sight of a little  
BOOZER whose belly is draped  
with a massive gold watch-  
chain. He points him out to  
his FRIENDS, and they agree.  
Then he says to MONKEY,

MONKEY indicates the DRUNK to  
two of his bouncers, who go to  
him and hike him up by his jac-  
ket and the seat of his pants.  
The DRUNK mumbles vaguely but  
otherwise doesn't react, not  
even when he's tossed out into  
the street.

MONKEY nods towards the service  
entrance, and the four BOYS  
slip quickly out.

NOODLES  
He got nothing to roll.  
He drunk it all.

Bounce that one.

MONKEY  
Oooh!

SCENE 35

STREET (1923) Exterior. Sunset.

The DRUNK scrambles to his feet like a puppet whose strings are twisted and starts a zig-zag along the street, helping himself to every available wall and lamp-post.

The BOYS follow him at a distance, as tense and silent as cats stalking a robin. They stop when he does, and advance when he starts up again.

Then they whip past him into a dark, dead-end alley, the ideal spot for rolling a drunk.

Quietly, NOODLES gives the command to COCKEYE.

NOODLES  
Your jacket.

COCKEYE slips out of his grubby jacket and holds it ready like a net to catch robins in. The others huddle in the shadows, ready to jump.

But suddenly they're faced with unwelcome company. The neighborhood PATROLMAN - WHITEY - comes strolling down the street across the way.

DOMINIC sees him first and warns in a whisper,

DOMINIC  
Fartface Whitey!

The BOYS are worried and furious.

NOODLES  
Shit!

WHITEY stops on the corner and stands with his hands behind his back, peering up and down the street. He looks like a permanent fixture.

PATSY's stomach growls.

NOODLES notices something else: along the street, a big, horse-drawn wagon is heading their way and towards the DRUNK. It's heaped with old, beat-up furniture. NOODLES puts his brain to work and gauges the comparative rates of progress of the DRUNK as he tacks in the wind, and the wagon. He whispers to his buddies,

From one direction the DRUNK gets nearer, the wagon from the other.

There's a Jewish WOMAN sitting next to the driver on the wagon, and, on top of the heap of furniture, perched on an old, sway-backed armchair, is a BOY with a crown of yellow hair, playing a serious game of King of the Mountain, all by himself.

The convergence of wagon, wino, and Whitey is about to take place.

NOODLES lifts one hand, ready with the signal.

Then -

COCKEYE fans his jacket; the other crowd in behind him, ready for the ambush.

COCKEYE  
I told you we shoulda  
taken the buck-fifty,

PATSY  
Ten hot pastrami sandwiches  
on poppy-seed rolls.

NOODLES  
Mazel! The wagon'll hide  
us from Fartface. Get  
ready!

NOODLES  
Go!

But the blond BOY - it's MAX - has his own plans. He swoops down from the wagon like the wolf on the fold, landing between the DRUNK and the GANG of FOUR. He ignores the BOYS entirely as he smothers the DRUNK with Good-Samaritanism.

He supports the DRUNK with an arm around the waist.

With surprising strength for a kid his age, MAX hikes the DRUNK up onto the wagon, then jumps up beside him, putting a protective arm around his shoulders.

The wagon trundles along, leaving NOODLES AND COMPANY with their mouths hanging open.

COCKEYE drapes his jacket over his head and belts himself with the punches he'd like to give that big blond brat.

At this point, WHITEY saunters across the street and gives the BOYS a beady look.

The BOYS look at each other.

MAX  
You sick, mister? Hey, mister, you sick?

Lemme help you, sir. You ain't walking too good. What do you want to get blotto for? Come on, up you go!

WHITEY  
What are you kids doing here?

PATSY  
What are us kids doing here?

NOODLES  
What are we doing? We're doing the doody-doo-doo.



COCKEYE puts his jacket back on.

COCKEYE

That's right, Whitey. We're doing the doody-doo-doo. Is there a law against it?

He pulls out a little wooden flute and starts up a cheery mini-march. NOODLES and PATSY link arms like a couple of hoofers and soft-shoe down the street, singing,

NOODLES and PATSY  
Doing the doody-doo-doo!  
Doing the doody-doo-doo!

(Note: the accent is on the first syllable and the last: DOing the doody-doo-DOO.)

DOMINIC lingers long enough to take off his cap and hold it out to WHITEY.

DOMINIC.  
Spare a dime for assholes who can't do nothin' but the doody-doo-doo!

WHITEY aims a foot at the BOY's behind, but DOMINIC scoots away and catches up with the others.

A truck passes, hiding the KIDS for a moment, and when it's gone, so are they.

SCENE 36

STREET IN FRONT OF NOODLES' HOUSE. (1923) Exterior. Evening.

The truck

HONKS

its way slowly along the street.

NOODLES jumps off the back and barrels up the stairs to his house.

Suddenly we see NOODLES upside down; in fact, everything is upside down, as he turns at the door and looks back.

We're looking at him through the lens of an old camera on a tripod that MAX has unloaded from the truck across the street.

The two BOYS stop and glare at each other, MAX with nonchalant amusement, NOODLES with vengeful challenge.

Then MAX effortlessly lifts a heavy crate onto his shoulders and goes into his new house.

NOODLES disappears through the front door.

SCENE 37

HALLWAY.AND STAIRS IN NOODLES' HOUSE (1923) Interior. Evening.

NOODLES angrily throws himself  
up the stairs of the squalid  
hive he lives in.

He lives on the third floor  
and stops before the door,  
pulling a key from his pocket,  
tied to a belt loop with a  
piece of string.

He's so mad, his hands are  
shaking, and he can't get the  
key in the lock. So, with a  
slam of his shoulder, he shoves  
the door open.

SCENE 38

NOODLES' HOUSE. (1923) Interior. Evening.

NOODLES storms in, shouting,

NOODLES

Mamah, I'm hungry!

He goes through a little hallway into the kitchen, where his kid BROTHER is asleep on a cot. A covered dish stands on the table.

From the next room, we hear NOODLES' FATHER, sing-songing his way through evening prayers.

NOODLES' FATHER (Off)

NOODLES goes to the table, sweeps the roaches aside, and uncovers the dish with eager hands.

It's empty.

NOODLES hurls himself on his sleeping BROTHER with a torrent of

INSULTS IN YIDDISH

The BOY is slapped awake and starts screaming.

BROTHER

No! Aiee! No!

NOODLES pins him to the cot.

NOODLES

You ate it, you shtuck!  
I'll make you puke it up!

He pounds his BROTHER in the belly.

BROTHER

No, I didn't do it, I swear to God.

NOODLES stops.

His BROTHER tells him who did with a quick glance towards the other room.

NOODLES' MOTHER has been doing the laundry out on the porch. She appears, her hands dripping with soap, just as NOODLES slams open the door to the next room.

Draped in a prayer shawl and phylacteries (tallit and teffilin), NOODLES' FATHER presses on with his prayers.

NOODLES furiously picks up the refrain.

He slams the door.

His MOTHER entreats him,

NOODLES (Shouting)  
Who ate my supper?

FATHER (In Yiddish?)  
Hear, O Israel, the Lord our God, the Lord is One.

NOODLES  
Yeah, hear, O Israel, about the shnorrer who stole his own kid's food!

MOTHER  
Stop with the chillul hashem. (Profaning God's name). Honor your father.

NOODLES  
He ain't no father. Doesn't have a nickel, doesn't work, doesn't even look for work.

MOTHER  
He's old. He's sick. He didn't eat for two days.

NOODLES  
Does he think prayin's gonna fill his belly?

MOTHER  
Boyeleh, you're a Godless  
child.

NOODLES  
I got my God: money,  
sheckles, mazuma.

He nods towards the other room.

He picks up a dog-eared book  
from the table: Jack London's  
"Martin Eden."

I ain't gonna end up like  
him.

MOTHER  
I pray to God that I can  
suffer what you got coming  
to you.

NOODLES  
I got a million dollars  
coming to me, mamme. For  
you, and for him, too.

The light, which has started  
to flicker, goes out.

Put a quarter in the slot,  
will you? I wanna read.

MOTHER  
A quarter? Who's got a  
quarter? You got a quarter?  
Go to bed.

NOODLES (Angrily)  
I'm gonna go read on the  
pot.

He slams out the way he  
slammed in.

SCENE 39

TOILET IN NOODLES' HOUSE (1923) Interior. Evening.

NOODLES is comfortably installed on the pot and deep into "Martin Eden," when he hears a door open and close out in the corridor, followed by approaching footsteps.

DOOR AND FOOTSTEPS

He bends down to peer through the keyhole, and sees PEGGY heading his way - a girl about his age, not a raving beauty but firm and full-bodied.

NOODLES silently undoes the chain and sits back on the pot.

The door opens, and PEGGY stands there looking at him. He doesn't rise, but he flashes his most winning smile.

NOODLES

Hi, Peggy.

PEGGY is not fazed. She looks him up and down and smiles equivocally back.

PEGGY

People usually lock the door.

NOODLES looks at his crotch.

NOODLES

Don't you like my kishka?

PEGGY

I seen better.

NOODLES

You seen lots.

PEGGY skirmishes, leading him on.

NOODLES doesn't deny it. He begs,

PEGGY obliges. She hikes her skirt up above her panties. But when NOODLES reaches for her, she drops the curtain.

NOODLES gets up and grabs her with awkward, adolescent passion. He gropes her tits. PEGGY loves it but squirms away.

NOODLES hugs her again.

PEGGY frees herself from him.

PEGGY  
How many you seen? Don't tell me, I'll tell you.  
None.

NOODLES  
Lemme see yours.

PEGGY  
Looksies, no feelsies.

No.

NOODLES  
Why not? You like it.

PEGGY  
Not for free, I don't. Bring me something. A charlotte russe with whip-cream, and you can do anything you want.

NOODLES  
Tomorrow, I'll bring it to you tomorrow.

PEGGY  
I don't give credit. Stop squeezing me or I'll pee in my bloomers.



That kills the mood. NOODLES  
lets go.

She ups her skirt and drops her  
undies and sits.

NOODLES pulls his pants up and  
goes, slamming the door with a  
disgusted kick.

PEGGY  
You going or staying?

SCENE 40

STREET IN FRONT OF NOODLES' HOUSE (1923) Exterior. Evening.

Hungry, frustrated, and grim, NOODLES comes out of the house and down onto the sidewalk.

Across the street, MAX is still unloading the wagon, NOODLES crosses and stands in front of him. The chip on his shoulder doesn't impress MAX.

MAX's eyes widen in angelic benevolence.

MAX coolly takes out a gold watch at the end of a massive gold Chain.

With a smug smile, he puts the watch back into his pocket.

Then he picks up an enormous crate full of dishes and glass-ware, with a glass oil lamp balanced on top. Using both hands to hold it, he turns to go up the stairs to the front door. But NOODLES blocks his way and helps himself to the watch.

MAX  
What can we do for you?

NOODLES  
The shikker.

MAX  
Who?...Oh, that poor little shmendrick, couldn't stand up straight? I took him home. He's pro'bly fast asleep by now. I mean, jeepers creepers, it's already...

...seven thirty-four.

NOODLES (Consulting it)  
Now it's seven thirty-five.  
Time flies.

NOODLES backs away, twirling the watch at the end of its chain.

He backs one more step, right into WHITEY, who neatly grabs the twirling watch away from him.

NOODLES is all righteous indignation.

NOODLES is stymied, but MAX, his face red with the effort of holding the box, comes to the rescue.

WHITEY gives MAX a fishy once-over.

Now MAX is stuck, and NOODLES jumps in with,

MAX (Furious and helpless)  
You're gonna fly when I  
kick your ass.

NOODLES  
Try it and you'll break the  
lamp.

WHITEY  
Where'd you pinch this?

NOODLES  
It's mine.

WHITEY  
Prove it.

MAX  
I gave it to him.

WHITEY  
Where you from?

MAX  
The Bronx.

WHITEY  
And who gave it to you?

WHITEY gives a knowing grin.

MAX is ready with convincing details.

WHITEY pockets the watch.

The PATROLMAN starts away,  
MAX turns to NOODLES.

Suddenly WHITEY turns back  
and points a finger at the  
two BOYS.

He suddenly seems to sink  
under the weight of the box.

NOODLES  
His granpa.

WHITEY  
Have him stop by the  
precinct.

NOODLES  
He's dead.

MAX  
In Wierzbnik, Poland.

WHITEY  
Then he don't need it no  
more. It's been requisitioned.

MAX  
Req-what?

NOODLES  
Pinched. By him. At seven  
thirty-six.

WHITEY  
Just remember, I got my eye  
on you two.

MAX (Under his breath)  
I got my eye on you, too.

I can't hold it..(To NOODLES)  
Take the lamp off. Take it  
off...

NOODLES quickly rescues the lamp.

A woman's voice comes from the hallway.

MAX'S MOTHER comes out onto the stoop and sees NOODLES with her lamp in his arms.

MAX starts past her with the crate.

The word surprises NOODLES and softens him up. He hesitates a second, then picks up the camera on its tripod and, with the lamp under his other arm, he follows MAX into the house.

MAX'S MOTHER (Off)  
Max!

Who's he?

MAX  
My buddy.

SCENE 41

AMUSEMENT PARK. (1923) Exterior. Day.

The five of them - NOODLES, MAX,  
PATSY, COCKEYE, and DOMINIC -  
swing up into the air in the  
flying seats of one of the rides.  
They grab at each other and push,  
they twist together and unwind.  
And they howl with laughter.

SCENE 42

STREET (1923) Exterior. Evening.

A foggy evening which filters the lamps of cars and street-lights.

The FOUR BOYS crowd around MAX as they walk along, admiring the flashy knife which he brandishes for their envy. They whistle and comment:

BOYS  
(Whistles)  
A honey!  
Nifty!

NOODLES  
Lemme try.

NOODLES flicks the blade open like an expert. He measures it with his fingers, then balances it on one of them.

Good balance.

MAX  
It's made in Germany.  
See? Solingen.

DOMINIC looks snooty as he says,

DOMINIC  
It's better than Bugsy's.

PATSY (To MAX)  
You watch it. If Bugsy sees it, he'll take it.

MAX  
So who the hell is this Bugsy?

DOMINIC  
He's the boss.

COCKEYE

He gets us jobs.

PATSY

Not just us. He owns the whole territory.

NOODLES

I'll introduce you tomorrow. I'll say you're with us.

MAX

Nope, You'll say you're with me. Anyway, I don't work for no Bugsy.

PATSY

Then you don't work period. You don't know Bugsy.

MAX

That's a fuckin' tragedy. I don't like Bugsies. I , don't need Bugsies. I work alone. Like it or lump it.

To prove his point, MAX snaps open the knife and turns on a MAN who happens to be passing by. He jabs the blade at the MAN's belly and forces him back against the wall.

MAX's face is full of tense and violent fury. He beckons to the others.

The BOYS aren't sure for a moment. Then NOODLES throws himself at the MAN, frisking him and taking his wallet and change.

Come on!

NOODLES

Got it!



MAX swivels the knife and cuts the man's belt and the buttons of his fly.

DOMINIC kneels behind the MAN, NOODLES shoves, and over he goes, his legs in the air.

PATSY and COCKEYE each grab a leg and pull. In a flash the MAN's shoes, pants, and shorts are off.

MAX  
Beat it!

PATSY, COCKEYE, and DOMINIC take off with their loot.

NOODLES waits for MAX.

The MAN scrambles to his feet, terrified, embarrassed, and helpless.

NOODLES watches in astonishment as MAX hits the MAN in the back of the neck with the handle of the knife, four vicious, senseless blows. The MAN slumps to the ground.

Panting, MAX says,

Let's go!

And they dash off to join the others, already almost lost in the fog.

SCENE 43

STREET IN FRONT OF GELLY'S (1923) Exterior. Sunset.

NOODLES is following DEBORAH along the street. She walks nimbly and quickly, her braid in the wind, her ballet shoes tied together and slung over one shoulder, her slim body indistinct in the fading light.

NOODLES ducks in and out of doorways, keeping his distance. She knows he's there but pretends she doesn't as she walks briskly towards home.

Along the sidewalk, merchants are closing up their shops and heading for the synagogue in their Sabbath best. The men have their yarmulkahs on. Several of them carry long, robe-like talliths. The babies are wrapped in shawls for the ceremony.

On his side of the street, NOODLES too meets people all heading in the same direction.

Suddenly he stops and ducks into a doorway. He sees...

...DEBORAH greeting GELLY and FAT MOE, dressed for the service and closing up the deli. She exchanges a few words with them.

Then GELLY gives her his keys and starts towards the synagogue with FAT MOE.

DEBORAH disappears into the alley to let herself in by the side door.

NOODLES crosses the street and slips into the alley after her.

SCENE 44

ALLEY OUTSIDE GELLY'S DELI (1923) Exterior. Sunset.

NOODLES sidles down the alley to the door, nervous as a rat, his heart crowding his Adam's apple. His eyes go wide when he sees that DEBORAH has left the door ajar.

He opens it and slips inside like a burglar.

SCENE 45

LUNCHROOM IN GELLY'S (1923) Interior. Sunset.

NOODLES tiptoes into the empty bar. No DEBORAH. She's obviously gone on into the apartment beyond.

Suddenly NOODLES hears the old Victrola playing

AMAPOLA

He moves silently to the john.

SCENE 46

THE JOHN IN GELLY'S DELI (1923) Interior. Sunset.

NOODLES climbs up on the pile of crates to peer through the grating.

He's just getting things into focus when he hears a voice behind him.

DEBOBAH (Off)  
Get down offa there,  
roach!

He whips around, the crates give way, and he crashes to the floor.

DEBOBAH can't help laughing.

That record is like castor oil. Every time I put it on, you gotta go to the bathroom.

NOODLES gets up, collects his dignity, and follows DEBORAH back into the bar.

SCENE 47

THE LUNCHROOM. (1923) Interior. Evening.

DEBORAH continues on into the back room, obviously intending for him to follow her.

But NOODLES chickens out and sits down on a stool at the counter. DEBORAH reappears in the doorway and says,

DEBORAH  
Well?

NOODLES fishes in his pockets, pulls out a nickle, slams it on the counter, and says grandly,

NOODLES  
A cuppa java.

DEBORAH  
We're closed. Nice people don't go to diners on the Shabbes. They go to the synagogue.

She's asking for it.

NOODLES  
So why didn't you go?

DEBORAH  
Somebody's got to keep an eye on the place. There's thieves out there, and they could come right into your house.

NOODLES  
Especially if you leave the door open.

No use talking to people like that, so Deborah goes back into the other room and stops the Victrola.

NOODLES gets up and goes slowly to the door. And looks in.

SCENE 48

THE BACK ROOM. (1923) Interior. Evening.

DEBORAH'S waiting for him by the gramophone, but even now he hesitates.

Suddenly she says,

DEBORAH  
You can pray here just as good as in the temple. Adoshem doesn't mind.

She takes down a Bible and sits on a crate.

NOODLES takes a step or two into the room.

Come over here and sit down.

He does.

She opens the Book to a well-thumbed page, and starts to read, looking up now and again at NOODLES.

Listen. "My beloved is white and ruddy. His skin is as the most fine gold, his cheeks are as a bed of spices..."

She lowers the Book and looks as NOODLES' neck.

...Even though he hasn't washed his puss since Pass-over.

NOODLES is torn between desire and shame, but before he can choose, DEBORAH continues.

"His eyes are as the eyes of doves, his body is as bright ivory, his legs are as pillars of marble..."

She stops to add a footnote:

...in socks that stink to high heaven.

Then back to the text:

Her comment this time is more bitter than sarcastic:

She is close to him, intense and willing. He can't hold back. He grabs her and kisses her, awkward and impetuous, like all first-timers.

Suddenly DEBORAH gets up. She nods towards the grate in the ceiling.

NOODLES gives her a "stay-put" gesture and dashes out through the bar to the john.

DEBORAH (Continued)  
"He is altogether lovable ..."

...But he'll always be a two-bit punk, so he'll never be my sweetie. What a shame.

DEBORAH  
Somebody's looking.



SCENE 49

GELLEY'S: THE LUNCHROOM (1923) Interior. Evening.

The john door is open; it's empty.

DEBORAH comes to the door of the back room.

He's about to rejoin DEBORAH when he hears a voice from the alley.

Then,

NOODLES stops.

NOODLES doesn't answer.

NOODLES hesitates. He gives a snort. He looks towards the side door, then at DEBORAH.

Her voice is full of sarcasm - and challenge.

He runs out the side door into the alley.

NOODLES  
There ain't nobody.

MAX (Off)  
Noodles!

A WHISTLE.

NOODLES  
It's Max.

DEBORAH  
He was spying on us.

MAX (Off, louder)  
Noodles!

DEBORAH  
Go on home, your mother's calling you.

NOODLES  
I better see-what he wants.

SCENE 50

ALLEYWAY. (1923) Exterior. Sunset.

NOODLES finds MAX polishing a shoe with a piece of newspaper, one foot up on a cast-off crate, He looks at him suspiciously.

NOODLES

Hey!

MAX barely turns his head and goes on polishing.

MAX

Oh!

NOODLES moves to him, curious.

NOODLES

You been here long?

MAX

Nope.

MAX tosses away the newspaper and says with a snicker,

NOODLES

You go inside?

NOODLES sees red, but MAX explains,

MAX

Who'd you take kissing lessons from, a goldfish?

To change the subject, he takes off his cap and shows NOODLES a roll of bills tucked into the sweatband.

I seen you go in there after that baleboosteh.

Lookie. I unloaded the stuff from last night. Four bucks for the typewriter, six for the silverware. Shitsy Lipschitz wouldn't pay any more. We gotta get somebody else.

NOODLES stares at him with a certain dislike.

He starts back inside. MAX calls out to him, his voice full of excitement.

NOODLES thinks for a moment that MAX wants his company and feels he should excuse himself.

MAX heats up a little.

He gestures towards Gelly's back door.

He starts down the alley towards the street.

He doesn't get far. His way is blocked by the celebrated BUGSY, backed by THREE MEMBERS of his gang.

MAX (Continued)  
You want to divvy up?

NOODLES (Abruptly)  
Tomorrow. With the other kids.

MAX  
Ain't you coming with me?

NOODLES  
I can't right now, Maxy.

MAX  
What do you mean, you can't? There's nobody around. The houses, the stores, they're all empty. We got our pickings - and you pick that?

NOODLES  
Yeah.

MAX  
Thanks for tellin' me, partner. Go diddle your dingle.

NOODLES sees him and calls to MAX.

MAX stops. NOODLES goes to him and whispers,

BUGSY is still in his teens, but he has the face of a seasoned con. He smiles.

He moves towards them.

His PALS shove a push-cart across the end of the alley like a barricade.

MAX and NOODLES look for a way out in the opposite direction, but two more BULLIES emerge from the darkness.

NOODLES makes for the door to Gelly's; MAX reaches for his knife. They haven't got a chance. BUGSY's BOYS are on top of them and pin them helpless in seconds.

BUGSY addresses NOODLES.

NOODLES doesn't answer.

He's wearing brass knuckles. He smashes them viciously into MAX'S face.

Then he steps aside and lets his BOYS take over.

NOODLES  
Max! Wait up.

Bugsy.

BUGSY  
How you doing, boys? I hear you're doing for yourselves now. I hear you're doing good.

BUGSY (nodding at MAX)  
Ain't you gonna introduce us?

Then I'll introduce myself.  
Pardon the glove.

They do a thorough job, with their knuckle-dusters and their spiked shoes.

NOODLES has a moment of hope, as he sees WHITEY, the cop, peering over the pushcart at the end of the alley.

But WHITEY sees nothing out of the ordinary, and mosies along.

When NOODLES and MAX have had the shit beaten out of them, BUGSY calls off his dogs. He goes to the BOYS and pokes them like a butcher. He opens MAX's shirt and finds the money, and peels off a few bills.

He turns to MAX, leaning heavily on his words.

MAX looks up at him with all the hatred he can muster.

BUGSY honors him with a personal kick in the guts. MAX doubles up. BUGSY gives his BOYS the signal; they put the pushcart back where it was and vamoose.

MAX and NOODLES lie there on the ground, their faces bruised and battered. MAX watches BUGSY leave, his eyes swollen with pain and hate.

NOODLES is all for it, but more cautious.

BUGSY  
Just my usual seventy per cent.

You shoulda stayed in the Bronx, for your own good.

MAX  
Yeah, for yours too.

I swear to God I'm gonna get him.

NOODLES

He sewed up everybody - even Fartface Whitey, did you notice? He's tough. Forget about him.

MAX

You know what my grandpa used to say, over in Wiersbnik? "Take big steps," he used to say. "You get there faster...and you save on shoe leather."

NOODLES

I don't think I can take any steps.

MAX hauls himself up on his knees and goes to NOODLES.

MAX

You can't walk?

NOODLES

I don't know.

MAX

I can.

He manages to get to his feet, then bends down to help NOODLES.

I'll help you get home.

NOODLES sits up and shakes his head.

NOODLES.

Not like this, My ma'd have a fit.

MAX

Mine too.

NOODLES struggles to his feet. He has an idea.

NOODLES

Wait a sec.

NOODLES staggers over to the back door of GELLY's. He's about to push it open, when he hears the key turn in the lock.

He knocks and calls out,

NOODLES  
Deborah! Open up!

SCENE 51

GELLY'S DELI (1923) Interior. Evening.

DEBORAH stands in the darkness by the door. Her face is full of sadness, but she doesn't answer and her mouth is drawn and stern.



SCENE 52

GELLY'S (1923) Interior. Day.

FAT MOE is poised behind the counter with the pastry tongs, waiting for PATSY to make up his mind.

PATSY's sweating over it but at last points-'to the charlotte russe he thinks is the biggest and the best.

FAT MOE is astounded.

He slaps the coin down on the counter.

FAT MOE gently lifts the right russe and offers it to PATSY, whose mouth is watering.

It takes all the self-denial that PATSY can summon for him to say,

PATSY  
That one, with all the cream.

FAT MOE  
Twenny-fi'cents!

PATSY  
Right.

For the ten-cent ones she only gives you a hand-job. I can do that myself. Not that one - that one!

FAT MOE  
Waste a' money.

PATSY  
Wrap it up pretty.

SCENE 53

STAIRS AND HALLWAY IN NOODLES' HOUSE (1923) Interior. Day.

PATSY climbs the stairs towards NOODLES' front door, the pretty package swinging daintily in one hand. He goes past NOODLES' and stops at PEGGY's. He rings the

DOORBELL

and hides the package behind his back. PEGGY'S MOTHER opens the door and looks at him questioningly.

PATSY

How-do. Peggy home?

PEGGY'S MOTHER

She's taking a bath.

The news makes PATSY happy.

PATSY

That's nice. Would you be so kind as to tell her I'm out here?

PEGGY'S MOTHER nods. As she closes the door, we get a glimpse of PEGGY, sitting in a washtub in the kitchen.

PEGGY

Gimme another bucket of water, ma.

PATSY sits on the stairs to the next floor, the package on his lap. He looks at it in a friendly way, then gives it a sniff.

He thinks of other things, without much luck. Then he notices a little glob of cream leaking out from the paper.

He cleans it off with his fingers, then cleans off his fingers with his tongue.

More idle thoughts, a whistle, but time is hanging heavy on his hands. He puffs with impatience. Then he widens the gap in the piece of paper and extracts another gob of cream. Yummy.

He sees he's spoiled the looks of the package, so he undoes it to pat the cream into shape. More licks. Delish.

Might as well take a nibble of the cake, just to be sure PEGGY is getting the very best.

She is. The best he's ever tasted. He looks the other way, to keep the truth from himself, and gulps down the pastry in four big mouthfuls.

The second it's gone, PEGGY opens her door and steps out, fresh as a rose, carrying a basket of washing.

PATSY licks a whipped-cream moustache from his upper lip.

PATSY searched his memory.

PEGGY  
What do you want?

PATSY  
Who, me?

PEGGY  
Mama said you were looking for me.

PATSY  
Oh, yeah...no...the kids were telling me...

PEGGY  
What?

PATSY  
There'll be plenty of time for that when I'm older.

PEGGY shrugs.

Then she steps over him and goes up the stairs with the laundry.

PATSY sits for a moment, lost in gloom. Then he starts down the stairs, swearing at himself.

Suddenly he stops and looks up the stairwell, to where PEGGY's footsteps are dying away.

He continues down again, slower this time. He looks out a window. He stops. He's all ears.

SCENE 54

ROOFTOPS (1923) Exterior. Day.

Up among the water tanks and the chimneys, against a cloudy sky, PATSY sees someone jumping over from a neighboring roof. It's Fartface WHITEY. His movements, more devious than usual, capture PATSY's interest.

WHITEY looks around and then disappears behind some sheets hanging on the line.

SCENE 55

STAIRWAY IN NOODLES' HOUSE (1923) Interior. Day.

PATSY stares out of the window as if stricken. Then he dashes up the stairs four at a time and pounds on NOODLES' door.

PATSY

Noodles...Noodles!

SCENE 56

ROOFTOP OF NOODLES' HOUSE WITH COVERED CLOTHESLINE (1923)

Exterior. Cloudy Day.

The magnesium flash, with its accompanying

MUFFLED POP

lights up the shed, the hanging laundry, and the pale ass and red face of FARTFACE WHITEY.

A flock of frightened pigeons fans up and out into the sky.

NOODLES is holding the lamp, MAX the bulb of his uncle's camera. PATSY ogles from behind.

NOODLES

Did you get it?

MAX

I don't know, I couldn't tell if it was his face or his asshole.

WHITEY jumps up in terror, leaving PEGGY on her bed of laundry. He throws himself against a wall, trapped by the trousers that shackle his ankles.

MAX gives him an icy look as he dismantles the camera.

Nice goin', Fartface. And on duty too.

WHITEY doesn't yet know how to take all this. He pulls up his shorts and tries out a smile. It turns into a grin, then a chuckle, and finally a bray of laughter.

WHITEY

You caught me with my pants down that time, kiddies.

NOODLES corrects him.

PEGGY sits up and laughs.  
MAX turns the photographic  
plate over to PATSY.

WHITEY makes as if to go after  
him.

But PATSY has already disappeared.  
WHITEY realizes the BOYS aren't  
playing games.

MAX looks tough as he goes  
towards WHITEY.

He grabs the gold chain and  
helps himself to the watch.

WHITEY makes the best of it,  
hoping to get off easy.

NOODLES  
We caught you with your  
shmuck up the tochis of  
a minor.

MAX  
Put this someplace safe.  
Scram.

WHITEY  
Hold your horses!

Now what are you gonna be  
doing with that plate?

NOODLES (Vaguely)  
Depends. What time is it,  
Max?

MAX  
It's time we got our watch  
back.

WHITEY  
Okey-doke, boys. We're even,

MAX  
The hell we are!

NOODLES  
You'll be in the old folks  
home before that.



WHITEY stops joking.

He does up his pants as  
MAX and NOODLES undo theirs.

PEGGY laughs again.

MAX steps aside as NOODLES  
goes to PEGGY, who's still  
laughing like a loon in the  
shed.

He throws himself on PEGGY.

MAX and WHITEY are on the other  
side of the sheet, backed by  
the city skyline.

WHITEY gets right to the point.

WHITEY protests:

MAX is distracted by PEGGY's  
voice from behind the sheet.

WHITEY  
What do you want?

MAX (A nod towards PEGGY)  
First, you're paying her for  
us.

WHITEY  
Right you are. That's it?

MAX (To NOODLES)  
You go ahead while I tell  
him.

NOODLES  
I can't believe it. It's  
my first time, and a cop  
is paying for it. An Irish  
cop!

WHITEY  
Now what else'll you be  
wanting for that plate?

MAX  
We want to fix Bugsy once  
and for all. What do you  
do for him anyway?

WHITEY  
Not a blessed thing.

But no. A groan from NOODLES,

MAX stifles a smile and gets tough again with WHITEY.

WHITEY fesses up.

NOODLES reappears at that moment, red in the face and scruffy, buttoning his pants. Called away by urgent business, MAX says to WHITEY:

He disappears behind the sheet. NOODLES takes over.

PEGGY (Off)  
What's the rush? Take it slow. Enjoy.

NOODLES (Off)  
Oooh!

PEGGY (Off)  
What did I tell you, stupe? Easy come, easy go.

MAX  
What do you do for Bugsy? Why does he pay you? Fess up.

WHITEY  
Well, maybe I'm closing an eye now and then.

MAX  
You're closing both eyes all the time. What do you do? Gimme a for instance.

Give him a for instance.

NOODLES  
Talk.

WHITEY  
Sometimes when Monkey'll be getting a shipment of hooch, or maybe Sam's All Night Coffee, and I know the feds are making the rounds, I'll mention it to Bugsy.

WHITEY thinks for a moment  
and objects.

MAX swears from behind the  
sheet.

NOODLES blames WHITEY.

He gives WHITEY a shove towards  
the door to the stairs.

WHITEY wants some satisfaction.  
He looks towards MAX behind the  
sheet and says with scorn,

NOODLES slams the door in his  
face.

NOODLES  
Next time you don't know and  
you don't mention.

WHITEY  
What good is that gonna do  
you now? Bugsy'll get two  
months, three months, then  
he's out.

NOODLES  
You let us worry about that.

MAX (Off)  
Gevalt already!

PEGGY (Off)  
Don't get all fartootst!  
It happens to the best.

MAX  
It's them two talking out  
there.

NOODLES  
You're ruining the mood.  
We made our agreement, so  
scram.

WHITEY  
That boy'll never get a  
boner.

Then, quiet as a cat, he goes  
and sits over on the edge of the  
roof and lights a cigarette  
butt.

And he hears PEGGY's motherly  
voice:

PEGGY (Off)  
There, you see? They all  
get it up for Peggy the  
bummerkeh.

Good for Maxie, thinks NOODLES,  
as he puffs on his butt.

SCENE 57

STREET IN FRONT OF MONKEY'S PLACE (1923) Interior. Day.

Four cops cars converge on the little alley that leads to the court behind MONKEY's speakeasy. A paddy wagon brings up the rear.

The doors slam open. A bunch of cops jump out, armed with billy clubs and sledge hammers.

SCENE 58

YARD BEHIND MONKEY'S SPEAKEASY. (1923) Exterior. Day.

We're looking down on a truck that's being unloaded. Men carry cases of whiskey in through the back door of MONKEY's place. Among them are the THUGS who beat up MAX and NOODLES. BUGSY's on hand too, supervising. MONKEY supervises BUGSY.

Then, out of nowhere, the COPS appear on the scene and go into action. They anticipate any and all attempts to escape, and arrest everyone in sight, BUGSY and MONKEY included.

Other COPS go to work with their hammers and bats. They smash the bottles of booze, flooding the alley. Still OTHERS go to it inside the speakeasy.

MAX, NOODLES, and COMPANY are stretched out on a roof across the way. They see BUGSY foaming at the mouth as he and his THUGS are shoved towards the waiting paddy wagon.

MAX and NOODLES jump up; PATSY, COCKEYE, and DOMINIC lie low. NOODLES throws his hat up in the air, while MAX lets out a sharp whistle which catches BUGSY's ear.

MAX  
(Whistle)

then MAX calls out,

I told you I shoulda stayed  
in the Bronx for your own  
good, Bugsy!

BUGSY doesn't answer, but his eyes are like a snake's. The COPS drag him away.

SCENE 59

PAPER PLANT (1924) Exterior/Interior. Day.

Looking out through the open doors of a garage, we see the bridges and the skyline of lower Manhattan.

A car pulls in and stops next to the vehicles already parked.

A heavy-set man gets out: AL CAPUANO, one of the owners of the plant.

He mounts a stairway that leads to the main rooms, where workers work, surrounded by humming machinery and huge rolls of news-  
print.

As he crosses the room, AL turns to address a man on a catwalk above him, apparently the FOREMAN. AL is strangely apprehensive.

AL  
That stuff ready for the  
Globe?

FOREMAN  
They're loading it.

AL nods in approval. He goes to a cupboard built along one wall, opens one of the doors, and steps-in. The door closes behind him.

SCENE 60

SECRET DISTILLERY (1924) Interior. Day.

The cupboard door leads to a stairway down to a small room full of the necessary equipment: stills, vats, bottling and labeling machines.

This is the real business of the Brothers Capuano; brewing and bottling bootleg booze.

A trapdoor in the middle of the floor opens into the river which flows into the nearby sea, providing a convenient means of transport. At the moment, some MEN are loading a motor-boat with the "stuff for the GLOBE" we heard mentioned a minute ago.

AL finds his younger brothers, FRED and JOHNNY, impressive in their black suits and diamond rings, wasting their time with FIVE KIDS.

As he goes to them, he calls out:

The others turn and look at him. FRED chuckles as he shushes his brother.

He turns to the KIDS.

AL  
What the fuck is this?

FRED  
Sssh! We got the big boys from uptown with us today.

JOHNNY  
They got some bright ideas.

Tell big brother Al. He's the boss.

MAX (Seriously)  
We want to work for you.

NOODLES  
Doing what Bugsy did.



PATSY  
Only better.

MAX  
We want the whole territory - exclusive.

FRED is naturally dubious.

FRED  
Get this!

DOMINIC plays up his Italian accent to show he's one of the family.

DOMINIC  
Eh, Capuano, we da best escort-a you ever gonna get, son-of-a-da-bitch.

AL doesn't like games and he doesn't like wasting time. He bends down to DOMINIC and waves his fist under the boy's nose.

AL  
What are you gonna escort, you little pipsqueak? Escort your ass outta here.

The BOYS laugh. AL addresses them all.

Vamoose. Gowwan back to kidneygarden.

MAX shrugs and starts to go.

MAX  
You're the boss. Come on, NOODLES. We'll peddle your invention someplace else.

FRED is skeptical but curious.

FRED  
What invention?

MAX stops.

MAX  
You ship your stuff in  
boats, right?

AL  
Sometimes.

MAX  
And when you get stopped  
by the Coast Guard, you  
throw everything overboard.

FRED  
No, we invite the feds on  
board for a drink.

DOMINIC pipes up.

DOMINIC  
You lose-a da whole ship-  
ment, Capuano.

NOODLES  
For ten per cent, we'll  
save it for you.

DOMINIC gets mysterious.

AL  
How? You got a submarine?

DOMINIC  
We got salt.

PATSY is just as cryptic.

FRED  
You got what?

PATSY  
Me and the boys are old  
salts.

NOODLES  
The salt of the earth.

MAX  
From the salt mines.

COCKEYE

But we need three tons  
of salt per shipment.

AL (To his BROTHERS)  
Dese kids are cuckoo.

FRED

What the fuck's with all  
this salt?

MAX points to NOODLES' noodle.

MAX

He's got salt on the brain,  
(To NOODLES) Show him.

NOODLES opens his pencil box  
and takes out a miniature crate  
tied to a little sack and a  
piece of cork.

The CAPUANOS look blank.

NOODLES taps the sack.

NOODLES

You heard of a sand bag?  
This is a salt bag.

He goes to a tank of water and  
tosses the contraption into it.  
It sinks. The CAPUANOS comes  
over to the tank and look in.  
They still don't get it.

AL

So?

The BOYS all cross their arms.

DOMINIC

Keep-a you shirt on,  
Capuano.

NOODLES

We gotta wait for the salt  
to dissolve.

SCENE 61

LOWER NEW YORK BAY (1924) Exterior. Dawn.

The dawn's early light picks out ribbons of fog hovering over the broad sweep of the merging rivers. Far in the distance wink the lights of the city.

The BOYS are in two rowboats - MAX and NOODLES in one, PATSY, COCKEYE, and DOMINIC in the other. They're anxiously scanning the surface of the oil-slicked water. COCKEYE has his flute out and plays a little

TUNE.

As if summoned by the song, a red balloon pops out of the water.

PATSY sees it first.

PATSY  
There's one!

Another appears - yellow.

DOMINIC  
There's another one!

Then more: yellow again, green, red, blue, yellow. The BOYS give a

SHOUT OF TRIUMPH.

MAX and NOODLES stand up in the boat and throw their arms around each other. The boat tips, and over they go.

NOODLES surfaces and looks for MAX. The others are hauling in the crates as they come to the surface.

NOODLES climbs back into the boat and looks around for MAX. He's beginning to get worried.

NOODLES  
Max!

No answer. Now he's scared.

NOODLES

Max!

He dives back into the water.

Underwater shot of NOODLES as he swims among the garbage and the rising crates with their balloons.

NOODLES comes up for air. He's terrified. He looks around - and right into MAX's face, as the other boy leans over the edge of the boat and gives him a mocking look.

MAX

What would you do without me?

NOODLES spits a mouthful of water right into his face.

SCENE 62

SUBWAY STATION (1925) Interior. Night.

By the open door of a locker we see a straw suitcase and five hands joined over it in a solemn pact.

The FIVE BOYS are bundled up in handsome overcoats, shiny shoes, caps, and fur-lined gloves. There's no place colder than a subway station at midnight in winter. The place is deserted, the

is infrequent.

MAX steadies the suitcase with his free hand and intones:

Before the others can answer, DOMINIC raises his hand.

NOODLES moves the question,

RUMBLE OF TRAINS

MAX

From this moment on we establish the shared funds of the gang. They belong to all of us together and to none of us separately. And we solemnly swear to put in fifty per cent of everything we earn. Agreed?

DOMINIC

Hold it. I still don't get why we're doing this.

MAX

Expenses.

COCKEYE

Like, we're gonna need a car, you dumb dago.

Even DOMINIC joins in:

MAX starts to stash the suitcase in the locker, but DOMINIC stops him.

MAX opens the suitcase, and DOMINIC and the others look inside. There's already a tidy haul in there.

DOMINIC sighs.

MAX closes the suitcase, puts it into the locker, and locks the door. He dangles the key in front of the others.

MAX pockets the key and off they go up the stairs of the subway station to the tune of COCKEYE'S

NOODLES  
Agreed?

ALL FIVE  
Agreed.

DOMINIC  
I wanna take another peak.

Beautiful! Ah! Hide it!

MAX  
This we give to Fat Moe.  
But we don't say what it's for. And he gives it back only when we're all together.  
Agreed?

ALL FOUR  
Agreed.

MINI-MARCH.

SCENE 63

NEW YORK STREET (1925) Exterior. Night.

The five BOYS come up out of the subway happy as larks. The winter wind whips at their coats and carries the tune of

COCKEYE'S MARCH

away with it.

To keep warm, DOMINIC is doing a tap-dance that quickly carries him some distance ahead of his pals.

He turns a corner and almost at once reappears, still dancing but frantic and out of rhythm. then breaking into a run.

DOMINIC  
Bugsy's coming! Run!

A COUPLE OF SHOTS

ring out. The BOYS run for cover.

NOODLES drops behind a parked car. He sees DOMINIC slide like a skater across five or six yards of icy pavement and fall beside the car.

He looks at NOODLES and, amazed and apologetic at the same time, he says,

DOMINIC  
I slipped.

And he dies.

BUGSY stands in the middle of the street, a smoking pistol in his hand. Seeing no one, he takes a couple of steps.

NOODLES shoots out like a cat, his knife open and ready.

BUGSY shoots.

SHOT



And misses.

NOODLES is at him, his shiv open and ready. He rams it into BUGSY's guts and pulls it upwards. Then he stabs him again, mad with grief and rage.

MAX has seen it all from his hiding-place, and now runs forward to help his friend.

But he stops for a second as two MOUNTED POLICEMEN appear on the scene. One of them hits NOODLES a glancing blow with his club.

NOODLES  
(Swears and insults in  
Yiddish)

MAX starts forward again.

One of the POLICEMEN is on the ground and grabs for NOODLES. The BOY strikes blindly with his knife and stabs him in the heart.

The other POLICEMAN seizes the BOY from behind and bashes him savagely over the head.

Frozen, MAX sees NOODLES slump under the blows. The bloody shiv falls from his hand.

SCENE 64

STREET BEFORE A REFORMATORY (1925) Exterior. Day.

It's a huge, grey building surrounded by a high metal fence and standing in solitary isolation in the open countryside. GUARDS are posted by the gate.

Across the street, huddled together like little lost sheep, are MAX, PATSY, FAT MOE, and COCKEYE. They watch the paddy wagon draw up to the gate and stop.

SCENE 65

PADDY WAGON (1925) Interior. Day.

NOODLES sits in handcuffs  
inside the wagon, between  
TWO ARMED GUARDS.

SCENE 66

STREET OUTSIDE THE REFORMATORY (1925) Exterior. Day.

A GUARD starts to open the gates as MAX darts away from his friends and scrambles up onto the back of the paddy wagon. Grabbing the bars on the window, he hauls himself up to look inside.

His voice breaks as he calls out,

MAX  
Noodles!

SCENE 67

PADDY WAGON (1925) Interior. Day.

NOODLES hears and sees MAX  
at the window. He jumps up  
and throws himself towards  
the door. His voice is just  
a murmur.

NOODLES  
Max...

SCENE 68

STREET OUTSIDE THE REFORMATORY (1925) Exterior. Day.

As the paddy wagon starts forward, two GUARDS grab MAX and yank him down. He thrashes against them, calling out his furious, despairing goodbye.

MAX  
Noodles...Noodles...

SCENE 69

PADDY WAGON (1925) Interior. Day.

NOODLES stares out at his  
friend, standing alone now  
in the middle of the street.  
Tears stream down his face  
as the gates of the prison  
close between them.

SCENE 70

STREET OUTSIDE THE REFORMATORY (1925) Exterior. Day.

We see MAX through NOODLES' eyes, growing smaller as the paddy wagon drives away.

It is this image of freedom, fraternity, and friendship that NOODLES carries with him for the next six years.



SCENE 71

THE RIVERSDALE CEMETERY. (1968) Exterior. Day.

"Your men will fall by the sword,  
your heroes in the fight."

Isaiah, 3:25.

A star of David shines over the  
bright brass letters of the in-  
scription above the entrance to  
the tomb.

NOODLES stands on the manicured  
lawn of the cemetery. He reads  
the inscription and then examines  
the mausoleum, a grey granite  
temple in the Egyptian manner.  
It's surrounded by shrubs in  
bloom and towering trees too  
stately to be troubled by an  
obstreperous breeze, full of  
shade and flowers.

A GARDENER has come with NOODLES  
to the tomb, an old. man with white  
hair and the vivid coloring of  
a man who works outdoors. He  
seems to know what NOODLES wants.

GARDENER

You want to go in?

NOODLES nods.

You a relative?

NOODLES shakes his head no.  
The GARDENER has doubts.

In that case, I ain't  
supposed to...

NOODLES reaches for his wallet.

NOODLES

But you will.

The GARDENER looks away, so's  
not to see what his right hand  
is doing. He pockets the money  
and unlocks the tomb, with a  
nod to NOODLES to enter.

SCENE 72

MAUSOLEUM (1968) Interior. Day.

NOODLES gives the door a hesitant push and at once hears,

MUSIC

- music he hasn't heard in years, filling the tomb: Cock-eye's music on the flute, the anthem of the little gang.

NOODLES looks up and sees the two loudspeakers in the ceiling. He closes the door, and the

MUSIC STOPS.

When he opens it again, the

MUSIC

starts up again. An alarm system.

The walls of the tomb are faced with grey porphyry as shiny as a mirror, bare and yet elegant, ornamented only with three names and three dates in bronze:

MAXIMILIAN BERCOVICZ 1908-1933

PATRICK GOLDBERG 1909-1933

PHILIP STEIN 1909-1933

NOODLES moves into the tomb, drawn by the names and disturbed by the music. His sense of uneasiness becomes more than he can bear, and he closes the door to stop the music.

MUSIC STOPS.

As he does so, his gaze lights on a little tablet set into a side wall of the tomb and tucked out of the way, like an afterthought. It reads:

ERECTED TO THEIR EVERLASTING  
MEMORY BY THEIR FRIEND AND BROTHER  
DAVID AARONSON - "Noodles." 1967.

White with alarm, NOODLES stares at the plaque, reading it over and over again, moving nothing but his eyes.

The singing of the

BIRDS

outside is mingled with a strange

CLINKING SOUND

near at hand, like a single wind chime.

NOODLES looks closer at the inscription and sees a little key hanging from the D in NOODLES and rattling in the breeze that passes through the tomb by way of vents in the side walls.

NOODLES takes the key, but before he can examine it, the

MUSIC

starts up again. Someone has opened the door, flooding the little room with light.

NOODLES turns and sees a WOMAN outlined against the sunlit door.

WOMAN

Can I be of any service to you? I'm the director of Riversdale.

She steps towards him, an elegant woman, middle-aged, suavely polite, like the saleslady in a high-class jewelry store.

NOODLES has the sensation of having been caught in the act.

NOODLES

I came in to take a look. I've never seen a tomb like this.

The WOMAN smiles.

WOMAN

We prefer to call them "havens." We find it more comforting.

NOODLES turns to the inscription.

NOODLES

"Erected to their everlasting memory by their friend and brother David Aaronson - Noodles - 1967. It was just built.

The WOMAN nods and looks him over.

WOMAN

You know Mr. Aaronson?

Taken by surprise, NOODLES gives a vague nod of assent.

I don't believe I know your name.

NOODLES

Williams.

Robert Williams.

WOMAN

The gardener let you in?

NOODLES nods.

Some of our people must think they're working at Disneyland.

NOODLES

It was my fault.

WOMAN

Interest like yours is a compliment, Mr. Williams. After you.

It's a courtesy and, at the same time, an order, as the WOMAN shows NOODLES out.

SCENE 73

THE CEMETERY (1968) Exterior. Day.

As they come out of the tomb and the WOMAN locks the door behind them, NOODLES notices a limousine parked not far away, its sleek, black elegance catching the funereal atmosphere to perfection. Its windows are tinted, its occupants hidden from sight.

The WOMAN catches NOODLES' attention again.

WOMAN

I find this haven as lovely within as without, don't you, Mr. Williams?

NOODLES nods in agreement.

With their cult of death, the ancient Egyptians expressed their feeling for life.

NOODLES looks at the sphinxes that flank the steps.

NOODLES

Was this Mr. Aaronson's idea?

WOMAN

Actually, Mr. Aaronson left the whole thing up to us. I had...we had carte blanche. All he suggested was the inscription.

Looking up, she reads it,

"Your men will fall by the sword, your - "

NOODLES interrupts.

NOODLES

What about the music? Was that his idea too?

WOMAN

"Your heroes in the fight."  
Mr. Aaronson sent us a tape.  
You seem to know him very  
well. When you see him, I  
hope you'll tell him how  
much you like what we've  
tried to do here.

NOODLES

I will, but I've been away.  
I've lost his address. I  
was wondering if you...

He smiles.

You must have sent him a  
bill or something.

WOMAN

The bank handled it. A  
foreign bank. I wish I  
could be of more assistance,  
Mr. Williams.

NOODLES turns to look at the  
limousine again as the WOMAN  
continues.

Have you ever considered  
building your own haven,  
Mr. Williams?

The limousine starts forward.

Many are doing it nowadays.

She points to an old man who  
is stretched out on a chaise  
longue under a white umbrella,  
reading a book.

Think about it, Mr. Wil-  
liams.

NOODLES barely nods. With a  
sensation of being watched,  
he starts towards the limo,  
but the car speeds up and turns  
off into a side avenue. NOODLES  
notes the license number and jots  
it down on a slip of paper. As he  
takes his hand out of his pocket,  
he finds the little key in it -  
the key to a locker in a subway  
station.

SCENE 74

SUBWAY STATION (1968) Interior. Day.

It's the same subway station where, the boys hid their first take, not changed much in spite of the new neon and the posters warning against violence and drugs.

NOODLES inserts the key in a lock and opens the door of the locker. Inside he finds an old straw suitcase.

There's no one around, no sound but the

RUSHING OF TRAINS,

sometimes far away, sometimes near.

NOODLES opens the suitcase.

The contents are arranged in neat little bundles, carefully stacked and divided and bound, filling the suitcase to the rim. One of the paper bands has a typed message on it:

"Advance payment for your next job."

That's all it says.

SCENE 75

STREET ABOVE THE SUBWAY STATION (1968) Exterior. Sunset.

The setting sun tints the street a dark red. NOODLES looks warily around. Above him rise the piers of the elevated trains, turning the street into a forest - a perfect spot for a mugging, especially when the victim is carrying a million dollars in an old suitcase.

NOODLES starts walking. He's getting more and more nervous. His fingers are glued to the handle of the suitcase.

Behind him, the air suddenly

VIBRATES AND WHISTLES.

He turns, ready for anything.

A black disk sings through the air, faster than a speeding bullet.

NOODLES ducks.

The frisbee, launched by an unseen hand and more frightening in its glowing suddenness than any real danger, skims NOODLES' head and flies on.

A hand reaches out of nowhere and grabs at it.



SCENE 76

STREET IN FRONT OF A PRISON (1931) Exterior. Sunset.

A hand grabs the suitcase -  
MAX's hand.

It's June, 1931. NOODLES  
is free, after six years of  
reformatory and prison.

MAX is a big boy now, flashily  
dressed and chomping on a  
fifty-cent cigar.

He doffs his hat with mock ser-  
vility and says,

MAX  
Lemme help you, boss.  
Your carriage awaits.

He leads the slack-jawed  
NOODLES to the carriage - a  
majestic black hearse.

NOODLES  
Max!

He collects his wits, runs  
after MAX, and grabs him by  
the arm. MAX turns and  
bursts out laughing. The  
two friends look at each  
other, embarrassed by their  
own strength of feeling.

MAX  
How are you. Noodles?  
You're looking good.

MAX spins around to show him-  
self off, half model, half  
clown. He tosses away his  
half-smoked cigar like a big-  
shot.

NOODLES  
You're looking better.

NOODLES stops by the hearse,  
nonplussed by the open cof-  
fin he sees framed by the  
black velvet curtains of the  
window.

NOODLES  
Classy carriage.

MAX  
We own the company. It's  
an ideal dubok.

NOODLES  
Dubok?

MAX  
Cover.

NOODLES  
My ma wrote me you'd taken  
up body-snatching. And  
about everything you've done  
for them.

MAX tosses NOODLES' bag beside  
the driver's seat.

MAX  
Forget it. It's your mazuma.  
I got it all down in black  
and white.

He points to the writing on  
the hearse: Bercovicz and Co.

You're the Co. You and  
Patsy and Cockeye. Body-  
snatchers one and all.

Before NOODLES can comment,  
MAX throws open the rear doors  
of the hearse.

We got a little snatchin' to  
do right now. Business be-  
fore pleasure.

He climbs inside and beckons  
NOODLES to follow.

A fuckin' tragedy.

He points to the coffin; the  
occupant is a beautiful girl,  
covered up to the chin by a purple sheet.

He pulls the sheet away, revealing a perfect little body. NOODLES gulps.

MAX sighs and shakes his head.

The GIRL opens her eyes and reaches for NOODLES' crotch.

MAX giggles and jumps down from the hearse.

No fear of that, as NOODLES rips off his clothes and throws himself on the GIRL even before the door is shut.

MAX laughs and gets into the driver's seat.

A little MAN has stopped to stare. He can see a tangle of writhing limbs squirming around in the coffin, through the open curtains of the window.

MAX explains,

And he drives off, leaving the MAN gaping like a looney.

MAX  
Nineteen years old.

NOODLES  
A stunner of a stiff.

MAX  
Stiff is right. Overdose of stimulants.

GIRL  
You're kinda stiff yourself.

Go ahead, Noodles, pump a little life into her. You ain't turned pansy, have you?

MAX  
We put Moxie in the embalming fluid. Tell your friends.

## SCENE 77

STREET IN FRONT OF FAT MOE'S (1931) Exterior. Night.

By the time the hearse pulls up in front of Fat Moe's, with its modernized facade, it's night.

MAX opens the rear door and helps the GIRL out. She has been reduced to a quivering wreck and speaks in a tiny little voice.

She totters away down the sidewalk. Max calls after her,

GIRL  
Don't worry. Pansy he ain't.

MAX  
Hey, don't you want a shot of something?

GIRL  
No thanks, I'm full.

NOODLES gets out of the hearse, tidying himself up with a pocket comb and beaming.

He's struck with the fancy looks of the old deli, with shiny windows and the sign reading "Fat Moe's" even though the place is pitch dark.

NOODLES  
Jesus!

MAX  
We call it Fat Moe's, but it belongs to us. We took over from Gelly a year ago. It's closed on account of the Shabbes. Wait till you see it - all done over - the nuts! Come on.

They start towards the side alley.

NOODLES notices lots of fancy cars parked along the street. A taxi pulls up, and a flashy couple gets out in evening clothes. Others similarly dressed are coming and going in the alley.

MAX keeps mum.

He nods towards the cafe.

He goes into the alley with NOODLES behind him.

NOODLES  
What's this, a welcome-home party?

MAX  
Who the fuck remembers you? Besides me, but I'm an asshole.

Got something I want you to see.

SCENE 78

ALLEY (1931) Exterior. Night.

MAX is at the back door.

MAX starts up the fire escape to the upper door. NOODLES follows him and almost collides with three gents in tuxes who are coming down.

NOODLES

Where?

MAX

Where they're open on the Shabbes.

SCENE 79

FAT MOE'S (1931) Interior. Night.

The doors of the freight elevator open, and NOODLES is greeted with a blare of music, voice, lights, colors, and class in what was once the back room of Gelly's deli.

He tries to take it all in - all the Beautiful People laughing and drinking and dancing, the tables arranged on levels sloping down to the circular bar in the middle, and the jazz quartet playing

MAX enjoys his pal's reaction, then says,

NOODLES smiles,

On cue, the two of them plough through the crowd and throw their arms around NOODLES.

PATSY breaks free and says,

While COCKEYE takes advantage of an orchestra break and plays the

PATSY goes to a radiator by the wall, tended by a WAITER with a table full of tea cups next to him. PATSY takes four and fills them with whiskey from the valve of the radiator, passing them to the WAITER once they're filled.

POP TUNES OF THE PERIOD.

MAX  
This is Fat Moe's the way it should be. We got chic.

NOODLES  
Patsy? Cockeye?

Patsy! Cockeye!

PATSY  
How 'bout a toast, for Chrissakes!

MINI-MARCH,

Then he delivers the cups to NOODLES and the others. He gives a wink.

NOODLES' business sense is coming back to him. He sips and asks,

The band strikes up again and a weeping whale beaches itself on NOODLES.

FAT MOE tries to hold in the tears and smile.

NOODLES turns to PATSY and COCKEYE as well.

COCKEYE points to MAX.

MAX laughs.

NOODLES gives him the finger.

PATSY  
Angus McTavish's central heating!

COCKEYE  
Five bucks a snootfull.

NOODLES  
How much are we paying?

MAX  
Half a buck including overhead.

NOODLES  
Moe! Fat Moe!

You couldn't come and get me, you bunch of shtunks!

COCKEYE  
He's the shtunk!

PATSY  
He said you weren't getting out till Monday.

MAX  
You can go next time.



A pink and white red-headed  
fatty glues her mouth to  
NOODLES' and sucks his breath  
away. Then she says,

NOODLES savors the taste.

He snaps his fingers.

PEGGY howls. At two-forty,  
she's prettier than ever.

NOODLES looks her over.

Another howl.

PATSY opens his arms.

He grabs PEGGY around the flanks  
and tries to lift her. No go.  
He pretends to pass out.

Everyone

He starts through the crowd,  
beckoning the others to fol-  
low him.

PEGGY  
Guess who.

NOODLES  
The flavor's familiar.

Charlotte russe with  
whipped cream.

Lots of them!

PEGGY  
I don't do it no more for  
candy. I work in a high-  
class house. I get paid by  
the pound.

PATSY  
And she's worth every penny  
my red hot mama!

LAUGHS.

MAX  
Okay, you've seen your old  
pals, now come meet some  
new ones.

The BOYS start after him, but FAT MOE stops NOODLES and points out a girl to him: white skin, black hair, blue eyes: DEBORAH.

DEBORAH  
Aren't you going to say hello?

NOODLES  
Deborah.

The other THREE stop to wait for NOODLES. MAX looks annoyed and goes to the bar. FAT MOE oozes towards the orchestra.

NOODLES and DEBORAH just look at each other. DEBORAH smiles, happy to be admired; NOODLES doesn't know what to say.

The music stops for a second, then starts up again with

AMAPOLA

DEBORAH loses her cool for a second and, like NOODLES looks at the band - and at FAT MOE, who smiles back at them like a little devil.

NOODLES  
Your brother's a real buddy.

DEBORAH  
He's crazy.

Max tell you I was getting out today?

DEBORAH  
Max? No.

NOODLES looks hopeful.

You remembered.

She lets him hope for a moment, then says,

NOODLES tries to make a joke of his disappointment.

DEBORAH  
Moe told me. Good old Moe.

NOODLES  
You mean you weren't counting the days?

DEBORAH  
Of course I was. Four thousand two hundred and nineteen, four thousand two hundred and eighteen...I lost count somewhere around three thousand. Can you blame me? All those years, Noodles. What a waste.

NOODLES  
Look, it wasn't my decision.

DEBORAH  
Yes, it was...

She glances over at MAX, whose impatience is obvious.

It still is.

NOODLES  
Anyway, you came to welcome me back.

DEBORAH  
Not really. I still live here. I was getting ready to go out, and Moe said I could at least come and say hello.

NOODLES sounds a little rueful.

NOODLES  
Did he have to bend your arm?

DEBORAH still has to think before she allows herself a warm smile.

NOODLES looks at her without saying anything, MAX butts in from the bar:

NOODLES ignores him.

She smiles.

He laughs.

MAX is getting nervous.

DEBORAH nods towards him and says, as she used to,

Then, softening a bit,

DEBORAH

No. Welcome back, Noodles.

MAX

Noodles!

NOODLES

Still dancing?

DEBORAH

I've gone on the stage, as they say. I'm at the Royal, every night at eight-thirty. I'm a little better than when I used to dance here among the mops and the empties. You can come and spy on me one night, if you like.

NOODLES

Every night.

MAX (Off)

Noodles!

DEBORAH

Go on home, your mother's calling you.

So long, Noodles. It's swell to see you again.

NOODLES

My pleasure.

DEBORAH leaves.

NOODLES goes to join MAX, who looks pissed off and, in silence, leads him and PATSY and COCKEYE across the room to a door marked "Private."

SCENE 80

FAT MOE'S: THE OFFICE (1931) Interior. Night.

The office is as we first saw it, with its athletic equipment and its business furniture.

MAX heads for the rack of billiard cues, touches it in a certain way, and opens a door into the delicatessen and restaurant.

He meets FAT MOE, on his way back into the speakeasy with an empty tray,

With a nod towards the deli, MAX asks quietly,

FAT MOE nods,

He steps aside to let MAX and the others pass.

MAX  
You serve the wine?

FAT MOE  
Dago red - the best!

SCENE 81

FAT MOE'S: THE DELI. (1931) Interior. Night.

The room, which we saw earlier from outside, is dimly lighted. Some illumination filters in from the street, and a single overhead lamp picks out a table. where TWO MEN sit and eat.

The BOYS see them as they enter the room from the door behind the cigarette counter. One of them is an elderly man, well-dressed and mannerly. The other is a slob.

At the end of the room, in the shadows, stand two groups of men - evidently bodyguards - still and silent.

MAX and the OTHERS go to the table. MAX addresses the older man in a respectful tone.

MAX  
We're all here, Mister Monaldi.

The ELDERLY MAN smiles graciously.

FRANKIE  
Frankie. Call me Frankie. Friends I like call me Frankie. Get yourselves a chair and a glass, boys.

PATSY and COCKEYE do just that as FRANKIE eyes NOODLES.

So this is Noodles.

NOODLES gives an embarrassed nod as FRANKIE sizes him up.

Welcome home, sonny.

He turns to his companion, who is wolfing down his food with a face devoid of enthusiasm.

JOE shakes his head; he ain't interested.

FRANKIE introduces him with a courtly gesture of the hand.

JOE's mind is on his food.

He looks up at the BOYS and asks,

NOODLES is paying close attention.

A hand to his heart, he adds,

FRANKIE (Cont.)

They're all here, the four horsemen of the Apocalypse. Did you happen to see that movie, Joe?

Boys, I want you to meet Joe. He's come all the way down from Detroit to ask me a favor. And me, I can't refuse. No, sir. Joe's a big name up in Detroit. I don't need to tell you how far he's got or how far he's gonna get. He's not just a friend; he's a brother.

JOE

You gotta be a Hebe to eat this shit. What do you call this, pisstrami? : That's what it tastes like.

They in the family, Frankie?

FRANKIE

Not yet. But they're as good as in the family.

You'll be in good hands, Joe. Now tell the boys what you want.

JOE

You're goin' to Detroit.



MAX  
What for?

JOE  
A pound of ice.

PATSY  
A robbery?

JOE nods.

MAX  
That's Little League stuff.

JOE  
With Big League pay.

FRANKIE  
I worked out your compensation. You're gonna like it.

JOE  
Fifty grand.

FRANKIE  
And our heartfelt thanks.

MAX  
When?

JOE  
Tomorrow, before five, or  
the ice gets shipped to  
Amsterdam.

MAX  
Where are these diamonds?

JOE  
There'll be someone to meet  
you when you get there.  
He'll tell you everything.  
It's all worked out, nothin'  
to it.

NOODLES chimes in for the first time.

NOODLES  
Why us? Haven't you got boys in Detroit who could handle it?

FRANKIE  
Joe wants it handled from outside.

From a close-up of NOODLES, we cut to:

SCENE 82

AIRPORT AT NEW YORK (1931) Exterior. Day.

The sign over the hangar reads

HUGHES AIRLINES - NEW YORK.

A ZOOM backwards to catch the BOYS as they run shouting along the runway, bags in hand.

The propellers are spinning on the plane to Detroit when they reach it and climb on; it's like boarding a moving bus.

PATSY plants himself in front of the plane, waving it to wait. The others pound on the door. A STEWARDESS opens it, pretty but tough, and the FOUR pile inside, laughing and carrying on.

SCENE 83

AIRPLANE IN FLIGHT (1931) Interior. Day.

The STEWARDESS peddles her wares up the aisle.

STEWARDESS

Coffee, tea, or milk? Coffee, tea, or milk, sir?

The BOYS are seated in a row, with the aisle between them. They make a big production of refusing the drinks.

MAX

Heaven forbid! That stuff is poison. I have to think of my innards.

He opens his jacket to reveal a hot-water bottle strapped across his stomach.

PATSY

So do I.

He's wearing one too, as are COCKEYE and NOODLES.

COCKEYE

Gastritis.

NOODLES

Colitis.

PATSY

Flebitis.

MAX

Arthritis.

As soon as the STEWARDESS has passed, all FOUR unscrew the stoppers of their hot-water bottles and take long, gurgling gulps. Lots of lip-smackiag and eye rolling.

ONE OF THE PASSENGERS peers at them timidly, his funny little face wreathed with desire. He summons up the courage to beg.

PASSENGER

I have a tendency towards gastritis myself.

MAX laughs and reaches for the MAN's tea cup.

MAX

Gimme.

The cup is empty; he fills it from the water bottle and passes it back. The MAN shuts his eyes and sips with ecstatic veneration.

Other PASSENGERS turn and look and laugh. A FAT LADY presents her cup to be filled.

FAT LADY

Looks like an epidemic.

from everybody.

A BIG LAUGH

Things have relaxed enough for the others to loosen up and help themselves to their own supplies.

A GENTLEMAN unscrews the top of his cane and fills his cup from the bottle inside. A LADY opens the jacket of her suit and draws a cup from her girdle.

An OLD INDUSTRIALIST lifts the fake bottom of his briefcase to reveal a row of precious little bottles.

The party is really getting going when we cut to:

SCENE 84

AIRPORT IN DETROIT (1931) Exterior. Day.

The plane rolls to a stop with the propellers still twirling. The gangway is wheeled up, the door opens, and the passengers swarm out to the

ROAR OF MOTORS.

They reel out into the wind and the dust, laughing, singing, high as kites. And they take an unwilling leave of the four BOYS.

There's a lot of bowing and back-slapping and hat-tipping, even from the STEWARDESS and the PILOT.

The BOYS pull themselves away and dash off, still waving and so-longing.

Out in front of the airport, they quickly spot the MAN waiting for them in the back seat of a parked car.

The DRIVER sees them, gets out, leaving the keys in the ignition, and walks off.

The FOUR go to the car and get in as if they owned it.

SCENE 85

CAR DRIVING INTO DETROIT (1931) Interior. Day.

COCKEYE takes the wheel; PATSY sits next to him. MAX and NOODLES flank the MAN (JOHN is his name) in the back seat.

MAX takes care of the amenities.

MAX

Hi.

JOHN is a little nervous.

JOHN

How do you do?

MAX and NOODLES cast a few side-long glances, just to see what they can see. JOHN looks respectable, even natty, but he's wall-eyed and nervous and keeps wiping his hands on a handkerchief.

COCKEYE starts the car and asks,

COCKEYE

Where to, buddy?

JOHN

Er...oh, yes, that way.  
Downtown.

COCKEYE does a swift about-face and heads towards town.

MAX

You're the informer - so inform us.

JOHN mops his brow and then takes a sheet of paper from the briefcase he holds in his lap.

JOHN

I've drawn up this plan of the office, on a scale of one to a hundred.

MAX takes the map and studies it.  
Then:

MAX  
Where is this diamond mine?

JOHN  
A hundred and twelve  
Forty-fourth Street, on  
the corner of Eighth.



SCENE 86

BUILDING ON A STREET CORNER IN DETROIT (1931) Exterior. Day.

The MAN's voice continues as we see what he's describing. The CAMERA pans up the front of the building.

JOHN (Off)  
Ninth floor. Where it says "Van Linden."

We see three windows, each bearing the words:

VAN LINDEN. DETROIT. RIO

DE JANEIRO. AMSTERDAM.

SCENE 87

CORRIDOR IN VAN LINDEN'S BUILDING (1931) Interior. Day.

The hallway is lined with the doors to various offices, and empty. JOHN'S voice continues to describe the scene.

JOHN (Off)

As you get out of the elevator, it's the third office on the left. There's a reinforced steel door to it.

The CAMERA pans to the door, and we see the office through the little window.

The diamonds are in a safe in the inner room. They're in a lower drawer on the left. It's got a fake bottom.

MAX comments.

MAX (Off)

You got all the facts, haven't you? Fake bottoms yet.

JOHN gives a forced laugh.

JOHN (Off)

Who do you think insured the gems against theft? Where they're to be kept is stated in the policy.

MAX (Prompting, off)

Then what?

JOHN (Off)

The office help come back from lunch at two o'clock.

The CAMERA focuses on the office clock: two on the dot.

There's a

and from the elevator emerge several of the white-collar crowd. They head for their offices.

The CAMERA lingers on the THREE who work for Van Linden: TWO MEN and a WOMAN.

The THREE EMPLOYEES reach the door of Van Linden's office. The WOMAN (CAROL) opens the fancy lock. She's a brunette, young, with dark, anxious eyes.

HUM OF VOICES,

JOHN (Off)  
There are three of them - two clerks and a secretary.

MAX (Off)  
Who has the key to the safe?

JOHN (Off)  
Van Linden. He keeps it in his back left-hand pocket.

NOODLES (Off)  
Is that stated in the policy too?

JOHN (Off)  
The secretary is my wife. She'll help you as much as she can under the circumstances.

COCKEYE (Off)  
Hah! A couple a' doozies!

JOHN (Off)  
We've never done anything like this before. We have debts. Life is getting so -

MAX cuts him off.

CAROL and the two CLERKS have gone into the office. CAROL closes the door after a quick, tense look towards the elevator. The corridor is now empty.

The CAMERA holds on the elevator doors. They open, and a little MAN appears. JOHN describes him.

The CAMERA precedes VAN LINDEN to the door of his office.

The CAMERA is now right behind VAN LINDEN'S back. MAX's revolver jabs into his spine. When MAX speaks, his voice is muffled by the handkerchief across his face.

MAX (Off)  
Save the sob story, pal.

JOHN (Off)  
Van Linden always comes back at five past two on the dot.

He's Dutch. He's short, about five-three. He's got a big nose and red hair.

There'll be no need to hurt him. We're old friends. And, please, I don't want anything to happen to my wife.

MAX (Off)  
We hate senseless violence. Maybe just a couple a' shots behind his back, to loosen him up.

MAX  
Keep quiet, or I'll plug you.

VAN LINDEN's jaw drops and his eyes almost fall out. Not a peep out of him, however, as he puts his hands up. Other hands reach for his and pull them down. The BOYS crowd in, masked and armed, like MAX. They shove VAN LINDEN to the door of his office.

They duck out of the way of the window so that CAROL can pretend she doesn't know they're there. She's good at that. She looks up from her desk, smiles at VAN LINDEN, and presses the button that opens the door.

SCENE 88

VAN LINDEN'S OFFICE. (1931) Interior. Day.

The four BOYS burst into the office, shoving VAN LINDEN in front of them. He's got his hands up again. COCKEYE closes the door and shuts the wooden shutter so that no one can look in from outside.

Faced with armed robbery, CAROL jumps up as if in terror and turns to one of the CLERKS for help. The CLERK has just come from the inner room and goes for the alarm button. PATSY stops him with a blow of his gun-butt, and the CLERK slips to the floor with a stifled groan. The sound is enough to bring the other CLERK running. COCKEYE is ready for him, but MAX stops him.

MAX (Nodding at NOODLES)  
Let him do it. He needs  
the practise.

NOODLES hesitates just a second before going to the CLERK and belting him.

CAROL watches all this with rapt fascination, turned on by these thugs and their violence. When the CLERKS are hit, she gives a drawn-out scream which is more one of lust than fear.

As COCKEYE cuts the telephone wires and PATSY starts to tie up the CLERKS, NOODLES keeps an eye on CAROL, aware of the way her gaze is caressing his gun - as if he was holding some other, more personal possession in his hand.

Meantime, MAX has pushed VAN LINDEN into the room with the safe.

MAX

Open it!

He's scared shitless, but VAN LINDEN shakes his head.

VAN LINDEN  
No...

MAX lashes out with his left and smashes VAN LINDEN'S face open, breaking his jaw. The LITTLE MAN'S wig flies off, and blood spurts from his nose.

This sets CAROL off. She throws herself in front of NOODLES and screams,

CAROL  
You beasts! You sadists!

NOODLES grabs her and holds her tight as she tries to scratch him. He whispers to her,

NOODLES  
Can it!

He tries to shut her up with his free hand.

VAN LINDEN is blubbering in the other room, and MAX is at him again.

MAX  
Open it!

VAN LINDEN wags his loose jaw bone.

VAN LINDEN  
Please...

MAX lets him have it again, right in his bloody, tear-streaked face.

CAROL bites NOODLES' hand and, wiggling free, whispers to him,

CAROL  
Hit me...hit me...

NOODLES holds her and shakes her.



NOODLES

What for? Cut the act.

She gets wild.

CAROL

Hit me! It'll look more convincing. Please hit me!

COCKEYE is helping PATSY wrap up the CLERKS. He eggs NOODLES on.

COCKEYE

Hit her. She said please.

CAROL squirms and screams.

CAROL

(Scream)

NOODLES gives her a good one, right in the chops. CAROL screams again -

CAROL

(Scream)

Louder and more full of lust.

In the inner room, VAN LINDEN has taken the key from his back pocket and is fiddling drunkenly with the combination to the safe. MAX is distracted by CAROL'S screams, and turns to NOODLES.

MAX

Make her shut the fuck up.

NOODLES bashes the WOMAN again and again, driving her backwards over a desk. She sprawls on it with her legs wide and her dress up, and not a stitch on underneath. She writhes and groans, tempting NOODLES with her erotic convulsions to the point where he throws himself on top of her and screws her silly.

VAN LINDEN has finally got the safe open.

Whopping the DUTCHMAN over the head with the butt of his gun, he calls out,

While PATSY and COCKEYE see to it, MAX loots the safe, sending the papers flying, finds the fake bottom, and pulls out a little sack of diamonds. He opens it and checks. Then:

He stops in the doorway to the outer office when he sees NOODLES laying pipe. He watches him. COCKEYE joins him.

He pulls himself off CAROL and buttons his fly.

CAROL lies there like a corpse.

MAX laughs and slaps NOODLES on the shoulder.

The FOUR laugh and leave, pulling off their handkerchiefs once they're outside the office.

MAX  
Much obliged.

Boys! Tie him up.

Let's go!

COCKEYE  
When you're through dickin' the yentzer, Charlie, we gotta tie her up.

NOODLES  
I'm through.

MAX  
We don't need keys with you around, Charlie. You can get into anything.

SCENE 89

STREET IN THE SUBURBS OP DETROIT (1931) Exterior. Day.

COCKEYE slows down as he gets to the little red brick building on the outskirts of town, the place where the BOYS are to meet JOE, deliver the diamonds, and get paid.

JOE and his FLUNKIES are waiting in a limo parked outside the building, from which resounds a

LOUD, RHYTHMIC RATTLE

of machinery.

COCKEYE does his usual U-turn to pull up some thirty feet behind the limo.

MAX tosses the bag of gems to PATSY, who gets out and saunters up to the other car, whistling a casual whistle. He bends down and looks in the window.

JOE  
How'd it go?

PATSY hands him the haul.

The BOYS watch from the other car; COCKEYE keeps the motor on.

JOE screws a jeweler's eyeglass under one thick brow and inspects the take like an expert. Then he nods to ONE OF HIS BOYS, who hands a roll of bills out the window to PATSY.

PATSY (Smiling)  
Thanks.

PATSY pockets the dough as JOE looks at him through the eyeglass.

JOE  
Any trouble?

PATSY remembers JOE's words and quotes them back.

PATSY  
Nothin' to it.

JOE probably never recognizes what he's looking at through the eye-glass, enlarged and deformed in a way he's never seen before.

PATSY, doesn't give him time to think before pulling the trigger and driving the lenses straight through his head. The little packets of diamonds are spattered onto the floor of the car and out into the road.

PATSY flip-flops onto his belly on the sidewalk as COCKEYE swings past with the car and MAX sprays the FLUNKIES with his machine gun before they have a chance to get out their gats.

This sudden violence takes NOODLES completely by surprise. He hadn't been warned that this was the true scope of the mission - to wipe out JOE and his GORILLAS. But his reflexes are still working, and he opens the car door for PATSY.

In spite of MAX's fire, ONE OF THE THUGS is still alive. He jumps from the limo, ploughs through the few, terrorized passers-by, and takes cover in the doorway of the little brick building, whence he directs potshots at the BOYS.

MAX sees him.

MAX  
We missed one. Noodles.

It's an order.

COCKEYE burns rubber as the car swerves back in the opposite direction, NOODLES is out the door before COCKEYE even stops, his gun in his hand. He sommersaults on the pavement and comes up running in time to see the THUG dart into the little brick building.

SCENE 90

FEATHER CLEANING PLANT (1931) Interior. Day.

NOODLES bursts into the place with his gun in his hand. He sees a couple of WORKMEN with linen masks over their faces, taking cover behind a huge, shuddering machine that is covered by a wire mesh.

NOODLES sees a cloud of feathers, washed white as snow, tumbling from the mouth of the machine.

From the scared glance of ONE OF THE WORKERS, NOODLES understands that the THUG has gone into the other wing of the L-shaped room. Peering around the corner, he sees a shadow flatten itself against the wall behind another machine, which is not in use.

The THUG shoots at him from his hiding-place.

NOODLES sidles up to the control panel of the machine and switches it on.

A Niagara of feather pours out all over the THUG. Covered with them, he staggers forward, still shooting, but blindly now. He gropes his way forward like a tarred-and-feathered Frankenstein, right into the wire mesh.

NOODLES fires point blank through the screen. The feathers on the THUG's chest turn red as he melts to the floor.

NOODLES heads back to the front door, watched by the WORKERS who dare.

SCENE 91

STREET IN THE SUBURBS OP DETROIT (1931) Exterior. Day.

Stunned and furious, NOODLES comes out of the cleaner's into the street.

He heads for the car; COCKEYE backs up to meet him, PATSY opens the back door for him.

But instead, NOODLES opens the driver's door and yanks COCKEYE from behind the wheel. He gets in and pulls away almost before COCKEYE can climb into the back seat.

SCENE 92

CAR DRIVING ALONG LAKE ST. CLAIR (1931) Exterior. Day.

NOODLES face is drawn and tense as he speeds along. Beside him, MAX watches him in silence.

COCKEYE and PATSY are mum in the back seat.

Then suddenly NOODLES asks,

MAX thinks a moment before answering.

MAX is surprised.

NOODLES  
Why didn't you tell me?

MAX  
Being inside can change you. I'd already made a deal with Frankie to get rid of Joe, and with Frankie you don't say yes and then say no. I couldn't take a chance that you'd say no.

NOODLES  
You did right, because I wouldda said no.

MAX  
Why. Frankie's as big as they come. He runs the Combination.

NOODLES  
He'll be running us if we let him.

MAX  
You don't get nowhere alone.

NOODLES  
Aren't you the guy that said he didn't need Bugsies? It sounded to me like a good idea. It still does.



MAX is silent for a moment,  
then:

NOODLES slams to a stop near  
a little wooden bridge.  
He turns and looks MAX square  
in the eye.

MAX returns his look for a mo-  
ment, then smiles.

His eyes flick to the bridge  
and the calm waters of the lake.

NOODLES allows himself one more  
outburst. He turns the car  
onto the bridge, where the wide  
running-boards snap the railing  
like bowling pins, and drives  
straight off it into the water.  
The car sinks.

COCKEYE, then PATSY, emerge,  
sputtering and spitting. Then  
MAX, who looks around much the  
way NOODLES looked for him some  
years ago.

No sign of NOODLES.

MAX  
Think it over, Noodles.  
They're gonna make us a  
definite offer. There's  
a lot in it for us.

NOODLES  
Yesterday they asked you to  
get rid of Joe. Tomorrow  
they can ask me to get rid  
of you. Maybe that's okay  
for you. But it's not for  
me.

MAX  
All right. Let's forget it.

A swim?

NOODLES  
Yeah.

SCENE 93

TURKISH BATH (1968) Interior. Day.

NOODLES' head pops up out of the water. It's the NOODLES of 1968, wallowing in a massage-pool, where the bubbling water sends off jets of steam, filling the room with thin curtains of mist.

Beyond, we can see the locker-room, the showers, a bit of the gym.

Letting the water work the kinks out, NOODLES lounges in a corner of the tub, his arms stretched out along the rim. He's immersed in memories as well, memories of the talk he had with MAX as they drove along Lake St. Clair some thirty years ago.

One memory leads to another, and his seriousness gives way to a flickering smile.

SCENE 94

TURKISH BATH (1933) Interior. Day.

A beautiful naked girl appears through the mist and slips into the water next to NOODLES - now the young NOODLES of memory.

The place is pretty much the same as the one we've seen, without the gym, however, or the wave-making machine.

NOODLES fiddles around with the girl and plays footsies - not with her feet, but with her belly and her breasts.

CUT TO

SCENE 95

NEW YORK STREETS AND TURKISH BATH (1933) Exterior. Day.

MAX speeds like a madman through the city streets. He screams around a curve and slams to a skidding halt in front of the turkish bath.

SCENE 96

TURKISH BATH (1933) Interior. Day.

NOODLES is kicking water all over the laughing and shrieking GIRL, who jumps out of the tub.

GIRL  
Lemme go get my bathing cap

She says, though we don't hear her over the

MUSIC.

She slips through the mist to one of the changing cubicles, where she suddenly becomes tense and furtive.

Belying on the mist to shield her, she reaches out and unlocks the door that leads to the adjoining room. Then she enters the cubicle.

SCENE 97

TURKISH BATH (1933) Interior. Day.

A MAN waits on the other side of the door, a MAN in a long bathrobe.

As soon as he hears the click of the lock, he crosses the room - where the little pool is full of cold water for an icy rinse - and goes into a

LARGE CORRIDOR

lined with doors. He knocks at one of them on the left, then at another on the right.

TWO OTHER MEN, also in long dressing-gowns, join him, and together they return towards the room with the pool.

Two of them enter. The third one doesn't make it, for at that moment, MAX bursts into the corridor and shoots.

SHOTS

The man falls into the folds of his bloody bathrobe.

SCENE 98

TURKISH BATH (1955) Interior. Day.

In the pool, NOODLES hears the

SHOT,

and leaps out of the water to grab his gun from under a towel on a nearby bench.

The unlocked door slams open, and the two MEN rush into the room, but NOODLES is ready and shoots one of them.

SHOTS

MAX manages to finish off the other, but not before he is wounded. He then shoots the girl, as she attempts to escape from her hiding-place in the cubicles.

NOODLES sees MAX stagger and fall in the adjoining room.

NOODLES  
Max!

He grabs a towel and wraps it around himself as he runs to his friend. He sees at once how severely wounded MAX is, and quickly hauls him up like a baby and carries him down the corridor and out.

Other denizens of the baths - customers and attendants - come out of their holes like frightened rats.

SCENE 99

TURKISH BATH (1933) Exterior. Day.

NOODLES appears at the top of the steps, with MAX in his arms. He's trying valiantly to rouse his wounded friend.

NOODLES

Max! Max! Talk to me.  
Don't pass out, for Chris-  
sakes. Tell me something.  
How'd you find out? Who  
tipped you off? Huh? Hang  
on, old buddy, hang on.

He carries MAX down the steps  
and heads for the car.

MAX opens his eyes and gives a  
weak smile.

MAX

Sure I'll hang on. What  
would you do without me?

The TWO are lost from sight for  
a moment, as a garbage truck  
passes, one of those with a  
chomping maw in the rear.



SCENE 100

LONG ISLAND MANSION (1968) Exterior. Day.

NOODLES reappears on the other side of the garbage truck, but it's 1968 again. The truck is a later model, with shinier, more menacing teeth. It's parked and abandoned by the gates of a fancy Long Island mansion.

NOODLES cautiously ups to the gates and peers through. He sees a car approaching, down the twisting drive. It's the same limousine with the smoky windows that he saw at the cemetery.

As it passes through the gates, he compares the license plate number with the one he dotted down earlier; it's the same.

He watches the car drive off.

It doesn't get far. A few hundred yards down the street, and the car explodes with an enormous

BLAST.

Pieces rain down like hail.

SCENE 101

FAT MOE'S (1968) Interior. Day.

We're looking at the scene of the crime on the TV set stuck up in a corner of FAT MOE's.

We see the police and an ambulance crew, picking up the pieces.

Looking around, we notice that NOODLES is the only customer in the place who's paying any attention. FAT MOE keeps an eye on him as he serves.

On the screen, we see the law office of ALEXANDER CONTINI who is present, along with an INTERVIEWER.

The LAWYER's name (with a P. in the middle) appears at the bottom of the screen.

NEWSCASTER

...cost the life of District Attorney Robert Lister, as he was leaving the Long Island home of Senator Bailey.

Lister was to testify on Thursday before the Senate Committee investigating what has come to be called the Bailey Scandal.

The Senator is not available for comment at this time, but we do have a statement from...

...his legal advisor, Alexander Contini.

INTERVIEWER

Mister Contini, District Attorney Lister is the second witness in the Bailey scandal to lose his life by sudden and violent means.

(Cont.)

We see a shot of Finney's body, crumpled on the sidewalk.

The police cover Finney's body with a sheet, as the gapers gape.

FAT MOE comes over and sits beside NOODLES.

NOODLES shakes his head.

The camera is back on CONTINI.

INTERVIEWER (Cont.)  
As you know, the first was Thomas Finney, Undersecretary of Commerce, who fell to his death from his fifteenth-floor office only a month ago.

Do you feel there's a connection between these two deaths?

CONTINI  
The F.B.I. is looking into it. Ask them.

FAT MOE  
Did you know those guys?

Take that money and run, NOODLES. You got enough to get where you want to go.

NOODLES  
I'm too old to keep running. But not too old to be curious.

INTERVIEWER  
The only remaining witness is the man who, rightly or wrongly, has given his name to the whole affair, Senator Christopher Bailey. Can you give us any idea of his thinking on this matter?

CONTINI

The Senator has no worries.

INTERVIEWER

How do you explain the fact that he's remained incommunicado out at his place on Long Island?

CONTINI

Senator Bailey is about to take up new and important committee responsibilities in Congress. He needs time to prepare for that, and to prepare for the questions he'll be asked by the investigating team.

INTERVIEWER

Rather than questions, shouldn't we call them accusations?

CONTINI

The Senator has no worries.

INTERVIEWER

I wish I could say the same for the public. There have been rumors of rigged contracts, bribery, the international mafia. The rumors center on sweetheart deals between management and the unions, especially in the use and misuse of the pension funds of the transport union. What can you tell us on that score?

The news show gives us a shot of the sign outside union headquarters:  
TRANSPORT UNION.

JIMMY (Off)

I deny, and I doubly deny Any and all rumors and accusations directed at my organization.

JIMMY is an elderly man with white hair and a limp (he carries a cane), who moves with the INTERVIEWER through the passers-by towards the camera.

NOODLES' interest intensifies. He searches his mind, trying to place the man. He's helped by a title that appears under a close-up of the man:

Jimmy O'Donnell, President of the Transport Union.

NOODLES stares at him and says quietly to FAT MOE,

JIMMY is getted heated.

A bunch of the local hippies has come into the place, kids in jeans and beads and headbands to hold back their long hair, and would-be Black Panthers with Afros.

JIMMY is still at it on the tube.

A BOY in a kaftan goes to the TV set and changes the channel.

NOODLES  
That one I did know.

JIMMY  
Anyone who wants to look at our books is welcome to do so. All my life, I've fought to keep my boys clean and as far from underworld contacts and dirty politics as possible.

NOODLES  
He's still saying the same old thing.

JIMMY (Off)  
Perhaps mistakes have been made - but not by us.

HIPPY  
They're all a bunch of crooks.

Bob Hope appears on the screen  
in one of his early B&W's,  
looks blank, and cracks a joke.

BOB HOPE

.....

SCENE 102

FACTORY (1932) Interior. Day.

As if reacting to the gag, a YOUNG MAN throws his head back against his chair and lets out a loud laugh, the kind that sounds as though it'll never stop, the kind that makes everyone who hears it laugh too.

LAUGH

It's JIMMY O'DONNELL, the union chief we just saw as an old man, now only twenty-five or so, with red hair and Irish green eyes.

He's in the front row of an audience of workers before a make-shift stage set up in one of the vast sheds of a steel mill. The workers are in the third day of a sit-down strike and are being entertained by singers and comedians who, have come to show their support and brighten the dreariness of an occupied factory.

The stage is hung with banners that bear the usual slogans:

WE MAKE STEEL - THE BOSSES MAKE TROUBLE.

LOWER THE HOURS, NOT THE PAY.

Beneath them, a VENTRILOQUIST is listening to his DUMMY rattle off a patter song, accompanied by a pretty girl in an evening gown, on a banjo. JIMMY is laughing himself sick over the catchy lyrics.

MAX, NOODLES, COCKEYE, and PATSY are parked at a corner of the stage, watching the show. There's a MAN with them, heavy-set, fifty-ish. At a certain point he indicates JIMMY to the BOYS.

The song comes to an end; the crowd applauds; the VENTRILOQUIST and his

DUMMY bow.



JIMMY keeps clapping as he leaves his seat and mounts the stage. He quiets the crowd with a gesture and says,

JIMMY

I want to thank these nice folks for coming up here today and showing they support us with all this swell entertainment. They're going to do their act for the strikers in the Bronx, over in Newark, and in Jersey City as well.

Another round of

and another bow from the PERFORMERS.

APPLAUSE

JIMMY addresses the VENTRILOQUIST.

JIMMY

Now you gotta get back to work, over on Broadway, right?

The VENTRILOQUIST looks blank. The DUMMY clamps his jaw shut like a nutcracker, tilts his head to one side, and moans.

DUMMY

Ooooh!

The crowd loves it.

LAUGH

JIMMY

All the big shots'll come to see you on Broadway. Maybe even some of the shareholders in this factory.

from the crowd and from the DUMMY too.

HOOTS AND JEERS

this time aimed at JIMMY.  
The DUMMY applauds too.

Another round of

JIMMY silences it and con-  
tinues.

He points to a window at the  
rear.

The DUMMY shades his eyes to  
look.

They're out there all right,  
lined up outside the gates -  
paddy wagons, weapons, riot  
gear - it's like a seige.

NOODLES looks out too.

The DUMMY shakes his head.

JIMMY

You go on back and tell  
them that we're taking  
care of ourselves just  
fine. And tell them we're  
gonna hold out here till  
we get our rights.

APPLAUSE AND CHEERS -

JIMMY (To the DUMMY)  
You gonna tell them?

DUMMY (Triumphantly)  
You betcha!

APPLAUSE.

JIMMY

And if you should happen  
to run into any of the  
boys in blue...

You see any of them out  
there?

DUMMY  
Yeak!

JIMMY

On your way out, ask them  
what they're doing out  
there. We didn't tell  
them to come. We can de-  
fend ourselves!

## WILD APPLAUSE AND CHEERS

JIMMY shakes the DUMMY'S hand,  
and he and the VENTRILOQUIST  
leave the platform together.

"FITZ" FITZGERALD, the man  
who's got the BOYS in tow, is  
a political manipulator,  
slightly oily and hypocritical.  
He waves JIMMY over. He intro-  
duces the BOYS with a casual  
air that doesn't hide his in-  
security.

JIMMY's smile fades. He gives  
the BOYS an icy look.

FITZ assumes a tone of time-  
tested patience.

COCKEYE gives his impersonation  
of the offended DUMMY.

FITZ ignores him and says to  
JIMMY:

FITZ  
Jimmy, these are the friends  
I mentioned to you.

JIMMY  
Friends of who?

FITZ  
Now, Jimmy, you know how  
much winning this strike  
is going to mean to us in  
the party. We have faith  
in the union, but you've  
got to win, by hook or by...  
one way or the other.

JIMMY  
We win clean or not at all.  
You back-room boys can't  
get that through your heads,  
can you? We don't need help  
from nobody - especially  
their kind.

COCKEYE  
Oooh!

FITZ

The bosses do all right  
with them.

JIMMY

Right. The bosses use  
gangsters and we don't.  
The bosses pay off the  
cops, and we don't. Did you  
ever think that might be the  
difference between us?

NOODLES joins in.

NOODLES

The difference is that they  
win and you get it right up  
the ass, like always.

JIMMY

That's our business.

PATSY

It's your ass.

JIMMY gets mad.

JIMMY

I don't want to get mixed  
up with you. We got nothing  
to do with booze and drugs  
and floozies.

MAX tries to calm him down  
with a wave of the hand.

MAX

Get used to it, pal. This  
is a growing country. Cer-  
tain diseases you're better  
off having before you grow  
up.

JIMMY

You guys, you ain't measels  
and mumps. You're the fuck-  
in' plague.

He changes the subject.

JIMMY (Cont.)

I ain't slept for two nights, I'm gonna catch a little shut-eye.

He makes a fast exit.

FITZ

He's a nice kid. He's got a following. He's gonna get places. But he's just a youngster. He wants to be the knight in shining armor, what the hell. Don't take him serious.

MAX tries to sway NOODLES without seeming to.

MAX

He's a ball-buster. But he's a likable ball-buster.

NOODLES

He didn't go out of his way to be likable to us.

FITZ

Don't be too hasty. Jimmy carries a lot of weight in the union, but he's not the only one. There's always someone who weighs just a little more.

Before he can go on, a blast of reaches them from somewhere in the factory.

MACHINE GUN FIRE

They all turn towards the sound.

SCENE 103

MAKE-SHIFT BEDROOM IN THE FACTORY (1932) Interior. Day.

A MAN with a yellowish, pock-marked face is letting loose with a machine gun. He's aiming at a bed, but from our angle, we can't tell if there's anyone in it or not.

The man is SALVY - SALVY THE SNAKE - and his buddy is with him, another creep named WILLIE THE APE. WILLIE aims and fires too.

Then the two of them jump out the window and make tracks.

SCENE 104

ANOTHER PART OF THE FACTORY (1932) Interior or Exterior. Day.

Running from the shed where the show took place and followed by a gang of workers, FITZ leads the four BOYS towards the place where the shooting came from.

SCENE 105

CORRIDOR AND BEDROOM AT THE FACTORY (1932) Interior. Day.

A glut of people block the door to the room. FITZ is white and tense as he shoves them aside and forces his way into the room.

He stops and stares wide-eyed at the bed. The cover has been yanked off, and someone has outlined the form of a human body on the sheet with machine-gun bullets.

Then FITZ notices that JIMMY is standing beside him, with no holes that he didn't already have. He breathes again.

The BOYS come into the room. NOODLES notices the sheet.

NOODLES

This is our line of merchandise.

He turns to JIMMY.

You got a pretty white flag here. You better go out and wave it.

Pale and angry, JIMMY grabs the sheet, jabs his fingers through the holes, and rips it in half.

From outside we hear the wail of

SIREN.

Then,

VOICES

shouting orders.

JIMMY knows what it means, and he barrels out of the room, with FITZ and the others in his wake.



SCENE 106

SHED IN THE FACTORY (1932) Interior. Day.

In the shed where the show took place, the workers who stayed behind mill around, not sure what to do. Cops are pouring into the room from the various doorways, under the command of CAPTAIN AIELLO, who comes in with an escort of officers and a couple of civilians.

He carries a megaphone. He aims it at the crowd and speaks through it with an Italian accent.

JIMMY storms in, followed by the others. They all stop dead, then JIMMY moves towards AIELLO. The workers mass together. The BOYS and FITZ stand off to one side.

AIELLO

Stay where you are. Keep-a you shirts on.

JIMMY

What do you think you're doing?

AIELLO

I'm-a movin' you outta here.

JIMMY

And moving the scabs in at half-pay and twelve hours a day?

AIELLO

I don't know nothin' about that.

JIMMY (Getting mad)

Then why are you here?  
Whose side are you on?

AIELLO

The side of law and order. Somebody was-a shooting in here. Maybe you deaf, you din't hear nothing.

JIMMY

You bet I heard them. How'd they get in here if you didn't let them in?

AIELLO gets tough.

AIELLO

Listen to me, kid. We just wanna sen' you home. So why don' you go home before I gotta lock you up?

The workers are still, their eyes on JIMMY.

JIMMY

We're fighting for our jobs and for our pay.

One of the civilians with AIELLO is CROWNING, representing management, a ruddy-faced hulk on the brink of apoplexy.

CROWNING

You can't blame management for the Depression.

AIELLO ignores him.

AIELLO

You're guilty of disorderly conduct. The country's in a crisis. We gotta have order, or nobody can think straight.

NOODLES turns to FITZ.

NOODLES

How much do they pay him for that?

FITZ

After five daughters, he had a son born yesterday. They gave the kid five hundred shares in the factory as a birthday present.

CROWNING makes his pitch directly to the workers.

CROWNING

Men, listen to me. I've just come from the board of directors. I've been authorized to present you their offer.

JIMMY loses his temper.

JIMMY

And I been authorized to tell you to go to hell, Crowning, you and your board of bastards. So help me, I'm warning you -

AIELLO steps between them and grabs JIMMY roughly by the arm.

AIELLO

No, kid. Warn you buddies to lay off and go home like good boys to their wives and sweethearts.

He points to his men, armed and ready.

You do that, or we get out the hoses and the tear gas.

JIMMY says nothing.

The workers are watching him and waiting. Even, the BOYS and FITZ look at him expectantly, and JIMMY can't resist a glance in their direction.

AIELLO tries to hurry things along by getting chummy.

AIELLO (Cont.)

Kid, let's call it quits.  
My wife had a baby boy yesterday, and I wanna go see him in the hospital.

JIMMY turns to the workers and gives an order in a strong, sure voice.

JIMMY

On your butts!

And he shows them how by sitting on the floor.

The workers follow his example.

AIELLO's rage breaks out.

AIELLO

Mannaggia a vui e all' anime da chi v'e stramorto.

He turns to his men.

Get these scabs outta here!

The cops move among the strikers and, working two by two, they start carting them out.

FITZ watches JIMMY go, rigid as a board, and says to the BOYS,

FITZ

If there's anything you boys can do to help him...

NOODLES is watching AIELLO, as he supervizes the clean-up.

NOODLES

They're going home to their wives and sweethearts...and he's going home to his baby boy...

SCENE 107

HOSPITAL CORRIDOR AND MATERNITY WARD (1932) Interior. Day.

We're greeted by the

WAIL OF CRYING BABIES.

They're tucked into their cribs behind a glass window that protects them from germs and relatives.

A NURSE enters the ward, bearing two little tots. She checks their tags and the numbers on two cribs, and files them away. She picks up two more and comes out into the corridor.

She's being watched by someone hidden behind a half-opened door. When she's gone, FOUR DOCTORS in white, with face-masks, move quickly down the corridor and into the ward, leaving one - COCKEYE - to guard the door.

NOODLES directs the switch. A baby from the first row of cribs is replaced by one from the second row. Their name-tags and numbers are switched too.

NOODLES turns to PATSY, who's ready with pen and paper.

NOODLES  
Fourteen goes to twenty-six and vice-versa. Get it straight.

PATSY  
I got all A's in arithmetic.

MAX and NOODLES keep on switching, and PATSY follows them aroundy jotting down numbers,

It's a risky business. Anyone might walk in. So the tempo of the switcheroo grows faster and faster.

PATSY's having trouble keeping up, A's or no A's.

Meantime, COCKEYE sees the NURSE heading his way along the corridor. He drops his face-mask and stops her with an expression of severity. A quick glance at her name-tag, and he says,

COCKEYE

Miss Thompson, is there any reason why you weren't here to receive us? The office told you to expect us, didn't they?

Caught off guard, the NURSE shakes her head, but COCKEYE gives her no time for rebuttal.

I'm Doctor Karlsberg - ears, eyes, nose, and throat. I'm here with Doctors Schumann, Carlucci, and Freiberg, who are in town for the pediatricians' convention sponsored by the Carnegie Foundation. Didn't I see you there?

COCKEYE's machine-gun delivery stuns the poor girl. Again she barely has time to shake her head.

We might take in an evening session together, Miss Thompson. What are you doing tonight?

MISS THOMPSON tries to pass.

MISS THOMPSON

Excuse me, doctor, I've got to get on with the babies' breast-feeding.

COCKEYE

I wouldn't mind a little breast-feeding myself.

MISS THOMPSON is shocked,

MISS THOMPSON  
Doctor Karlsberg!

COCKEYE  
Call me Arnold.

The door of the ward opens, and MAX, NOODLES, and PATSY emerge. They give MISS THOMPSON a cordial nod, and hustle down the corridor. COCKEYE follows them without another word to the NURSE.

She has no time to comment. The nursery is in an uproar. She rushes to the window and looks in. Each and every one of the little buggers is screaming over his new accommodations.

SCENE 108

PRIVATE ROOM IN THE HOSPITAL (1932) Interior. Day.

It's MRS AIELLO's room, full of flowers, five little GIRLS, and MR and MRS AIELLO. She is sitting up in bed, buxom and beaming, like a fecund queen.

Sitting nearby, AIELLO SENIOR shares with her the awareness of being a benefactor of mankind.

MRS A. smiles indulgently at these foolish fears.

Her HUSBAND reaches over to pat her big bazooms.

On cue, the NURSE comes in with a baby in her arms.

AIELLO takes possession of the child, gently but firmly.

Then he smiles.

He turns to his wife.

AIELLO  
He's eating?

MRS AIELLO  
For six.

AIELLO  
We can open a dairy. Don't you feed him at four o'clock?

MRS AIELLO (Smiling)  
That's right.

AIELLO (Surprised)  
Holy Mary, they grow fast.  
In six, seven hours...

Those eyes...more and more like my old man's every minute. Same color, same fire, same pride...



MRS AIELLO is pleasantly scandalized.

AIELLO turns towards his five DAUGHTERS, huddled together in alarm.

He softens as he addresses his bundle of joy.

AIELLO notices he's getting his sleeve watered. He holds the baby away from him. The NURSE is ready with a pair of diapers.

He takes off the baby's diapers. He looks. Then looks again. Something seems to be missing. He drops the baby on the bed like a hot brick.

The NURSE turns pale. She checks the baby's tag, then her clip-board.

AIELLO (Cont.)  
Did you look at his wee-wee?

MRS AIELLO  
Vincent! The girls!

AIELLO  
You girls are gonna learn that after me, the boss in the home is him!

This kid got balls just like his papa.

NURSE  
Let me have him.

AIELLO  
You think I don't know how?

What the hell is this!

NURSE  
That's the right number.

AIELLO goes up like a sky-rocket.

AIELLO answers with a shout.

He turns pale, petrifies, and sweats, all at the same time.

MRS AIELLO sags back against the pillows in tears.

AIELLO  
I'll wring your neck! You find my son, or I'll burn down the whole goddam building!

TELEPHONE

AIELLO  
Hello!

Who the hell are you?...  
What...Where?

SCENE 109

PEGGY'S WHORE HOUSE (1932) Interior. Day.

NOODLES is on the other end of the line, all dolled up in his tuxedo.

NOODLES

Where the hell do you think? He's in the maternity ward. Never left it. But he didn't care for his accommodations. So he switched. Switched his name-tag too. Then they all started to switch. You know how it is with kids - one does it, they all gotta do it. But talk about a fuckin' ruckus.

By now we've panned back to see where we are - it's the front office of Peggy's bordello.

MAX, COCKEYE, and PATSY are draped over the furniture, glasses in hand. Vast and flashy, PEGGY sits behind her enormous desk.

After a pause to let AIELLO sputter, NOODLES says,

Of course not. Thank God we were there to keep an eye on things. We could put the little bastards back where they were - if we had a really good reason for doing it...

Well, for instance...What do you care about that strike? You're acting like an asshole. You throw out the workers, you bring in the scabs, you post a guard to keep them there. Shut up, I'm talking. Here's what you're goona do.

(Cont.)

NOODLES (Cont.)

Call off your dogs, and let the strikers work things out their own way. Okay? You do that, and we'll give you your kid's new number... That's the ticket. You know something, Aiello? For a God-damn son of a bitch, you're not a bad guy. I'll be calling you.

He hangs up and turns to the others.

Then, to PATSY,

PATSY looks mildly embarrassed.

He stands up.

NOODLES shrugs.

MAX spreads his arms like Billy Sunday.

What a charmer.

Where's the switch-list?

PATSY

Good question.

I might a' left it in the pocket of that jacket. Hold everything! I remember. The even numbers were boys and the odd numbers were girls.

COCKEYE

That'll make them happy.

NOODLES

So we pick an even number. Eight. If we're lucky...

COCKEYE

What about the rest of them?

MAX

We're like the Lord God Almighty. Some get it good, and some get it right up the ass.

PEGGY rises from her desk and comes to the BOYS, a sheet of paper and a roll of greenbacks in her hand.

As he drifts towards a wall alive with nymphs and satyrs, COCKEYE says,

He bends down to look through a peep-hole in the wall.

Through, it he sees:

PEGGY  
Let's settle up, fellas.  
It's Saturday.

COCKEYE  
Settle, shmettle. I'll take  
it out in trade.

SCENE 110

RECEPTION ROOM IN THE WHORE HOUSE (1932) Interior. Day.

The room is plush and elegant,  
and full of young, luscious girls,  
some in glittering gowns, others  
in next-to-nothing.

PEGGY and NOODLES keep up the  
chat.

NOODLES (Off)  
This is too much, Peggy.

PEGGY (Off)  
That's your fifty per cent.  
I'm gonna wish things  
should be worse?

SCENE 111

OFFICE IN THE WHORE HOUSE (1932) Interior. Day.

PATSY speaks for them all:

PATSY  
We been talking it over,  
bubeleh.

NOODLES continues for him, bouncing the roll of bills in his hand.

NOODLES  
No more fifty per cent.  
This goes to pay off the  
loan, and the place is  
yours.

COCKEYE shouts from the wall.

COCKEYE  
Well, will you look who's  
here. Come over here,  
you guys.

MAX starts towards him, with a word over his shoulder to PEGGY.

MAX  
That suit you, Peggy?

PEGGY is grateful but crafty.

PEGGY  
No thanks, boychiks, it  
don't suit me. Everything  
is smooth as silk around  
this place because every-  
one knows you and me are  
partners.

MAX takes COCKEYE'S place at the peep-hole, and sees:

SCENE 112

RECEPTION ROOM (1932) Interior. Day.

A newcomer has appeared in the salon. She's seeing her latest lay to the door and pauses to give him a final, lusty tongue-tease.

Then she heads for the Victrola to change the record.

It's CAROL, the wife of the Detroit insurance man and the secretary of the little Dutch diamond dealer.



SCENE 113

OFFICE IN THE WHORE HOUSE (1932) Interior. Day.

MAX is tickled pink. He turns  
and calls,

MAX  
Noodles!

NOODLES takes MAX's place.

The one by the Victrola.

NOODLES sees CAROL. but he  
can't quite place her.

NOODLES  
Who the hell is that?

COCKEYE gives his impersonation,  
moaning and biting his lips.

MAX (Scandalized)  
You don't remember? And  
you knew each other so  
well.

It all comes back, NOODLES slams  
a fist against his forehead and  
swears.

COCKEYE  
Hit me! Hit me, you beast,  
I love it! Oooh!

PATSY makes a dash for the peep-  
hole, as MAX says to PEGGY,

NOODLES  
That bummerkeh! Gevalt!  
That Detroit cock-squasher!

PEGGY looks through the peep-hole.

MAX  
Honey, call in that red-head  
in the green dress, will you?  
Tell her there's a bunch of  
fans out here waiting for  
autographs.

She's not enthused, but she goes to the connecting door, unlocks it, and calls into the next room,

CAROL appears in the doorway, and PEGGY points to the BOYS.

CAROL comes into the room with a surprised smile.

The FOUR exchange a look, then MAX ties his handkerchief over his nose. The others follow suit. CAROL beams.

Then, with a touch of artless malice,

He unbuttons his fly and hauls out his whang. The others again follow suit and line up for inspection. CAROL reviews the troops, and finally points to MAX's.

MAX shakes his head and nods towards NOODLES.

PEGGY  
Oh, Carol.

Carol!

Friends of yours?

CAROL  
Not a chance. I'd remember a bunch of good-lookers like these.

Well, natch! How could I forget?

Actually, I only got to know one of you with any degree of intimacy.

MAX  
Which one? See if you can pick the right birdie.

CAROL  
You!

MAX  
Him.

NOODLES gets CAROL out of a spot some ladies might find embarrassing.

CAROL laughs and points at NOODLES' dick.

She skips him and introduces herself to the others with a quick squeeze.

She lingers over MAX's member a little longer. MAX replies, a la COCKEYE:

CAROL pulls off his handkerchief and, wrapping her thighs around him, mashes her mouth down on his.

As the others button up, PATSY says,

CAROL has her mouth full, so PEGGY answers for her.

NOODLES  
We're together so much we're beginning to look like each other.

CAROL  
So we've already met.

I'm Carol. Pleased to meet you. Hello, there. Charmed I'm sure. A real thrill.

MAX  
The thrill is all mine.

PATSY  
So Detroit's loss is our gain.

PEGGY  
No. Her and her husband just come in on weekends.

COCKEYE  
Beats the sea-shore.

PEGGY

She takes on twenty-twenty-five daddies, and her hubby watches her through a peep-hole.

COCKEYE

Beats the movies!

PEGGY

What do you think that shmuck is up to, in his cubby-hole?

NOODLES

I don't think he's worried. I get the impression he's not what you'd call the jealous type.

CAROL and MAX dance slowly to the

filtering in from the next room. CAROL plays along with NOODLES.

She and MAX have danced their way to NOODLES, who's leaning against a sideboard. CAROL fingers MAX's hair with one hand and reaches for NOODLES' crotch with the other.

MAX answers for NOODLES, noting his evening dress.

CAROL keeps up her manipulations as she says tauntingly,

MUSIC

CAROL

He trusts me. We're just an old-fashioned couple.

How 'bout a threesome?

MAX

Can't you see he's got big plans for tonight?

CAROL

So we'll make it a four-  
some.

NOODLES roughly shoves her hand  
away. He goes to get his top-  
coat from an armchair, along with  
a white silk scarf. He puts  
them on and says to CAROL,

NOODLES

I'd push your face in if  
I didn't know you'd like  
it.

He turns to the others.

See you, fellows.

He goes.

SCENE 114

THEATER (1932) Interior. Evening.

A great golden shadow box takes up half the stage, glittering against a backdrop of black velvet. Each square holds a musician, belting out

"Oh! Oh! She could yacky-hacky-wicky-wacky-woo!"

The whole cast is on stage for the finale, supporting the star of the show - DEBORAH - singing and dancing and dazzling with class and beauty.

NOODLES watches from the front row, and he's in seventh heaven. It's like he's back peering through the vent in the john at Gelly's deli.

DEBORAH has seen him and given him a friendly nod, and he waves back with a little wave, beside himself with happiness.

DEBORAH and the chorus line disappear behind the great red curtain.

NOODLES gets up and starts for the exit as the audience applauds wildly.

APPLAUSE.

SCENE 115

STREET BY THE STAGE DOOR (1932) Exterior. Night.

A big black Rolls glides to a stop. NOODLES gets out, as elegant as the car in his evening clothes. He's way ahead of the CHAUFFEUR, who darts around to open the door, cap in hand.

NOODLES  
Put your hat on and keep it on, or you don't get paid.

The cap goes back on.

How much is it going to set me back?

The CHAUFFEUR speaks with a German accent.

CHAUFFEUR  
Fifty dollars.

NOODLES holds out a bill.

NOODLES  
I'll make it a hundred.

CHAUFFEUR  
Thank you, sir.

A bevy of cuties comes chattering out of the theater.

NOODLES  
Smoke?

He offers a gold cigarette case.

CHAUFFEUR  
Not on duty, sir.

NOODLES eyes his black uniform, his boots, his cap.

NOODLES

I like your outfit. Just like them Germans who drop matches onto Jewish delis so they can watch them burn to the ground.

CHAUFFEUR

They burned mine. So I brought my wife and children here.

NOODLES is sympathetic.

(Note: The word is pronounced YEED; otherwise it is offensive and insulting.)

NOODLES

I'm a Yid myself.

CHAUFFEUR

I know. Noodles - of Max, Noodles, and Company. Everybody knows you.

NOODLES laughs. Then he asks,

NOODLES

You don't approve?

CHAUFFEUR

It's your business.

NOODLES tries to loosen him up.

NOODLES

Come on, let's hear it.

He beckons to a little BLACK KID who's selling gardenias, and picks one out while the CHAUFFEUR talks.

CHAUFFEUR

I can't say. You take the Italians. They look up to their Mafia, their god-fathers. With Jews it's different.



He takes a whole bouquet of gardenias from the KID and overpays him. Then,

NOODLES

Max, Noodles, and Company are the black sheep of the ghetto.

How much do you make a week?

CHAUFFEUR

They don't all tip like you. But I go to school, I'm working for a degree in chemical engineering.

NOODLES

Maybe you'll earn a few bucks by the time your fifty and too old to get it up.

DEBORAH comes out of the stage door, and NOODLES is dazzled again.

NOODLES offers the flowers.

He throws an arm around her shoulders and leads her to the car, with a wink at the CHAUFFEUR, who replies with an admiring grin.

DEBORAH

Been waiting long?

NOODLES

All my life.

SCENE 116

RESTAURANT. (1932) Exterior. Night.

The Rolls draws up in front of a restaurant nestled in among trees alive with lights, as if full of fireflies.

The uniformed doorman holds the car door for NOODLES and DEBORAH.

In the distance, the

SOUND OF THE SEA.

SCENE 117

RESTAURANT (1932) Interior. Night.

The girl in the cloakroom takes DEBORAH's furs and NOODLES top-coat.

The MAITRE D' bustles over and ushers them into the diningroom like visiting royalty.

The band strikes up a quiet little  
WALTZ.

They're all in tuxes, as are the WAITERS, drawn up in ranks at one end of the place, in front of the BUSBOYS. There's a CIGARETTE GIRL, too, in a tiny skirt and net stockings.

The tables are all laid with silver and china and flowers. The huge buffet groans with roast beef and lobster and a swan carved out of ice.

What strikes DEBORAH is that all the tables are set for two - and that they're all empty.

The MAITRE smiles and waits.

DEBORAH looks questioningly at NOODLES.

NOODLES  
Take your pick.

He whispers in her ear,

You said you'd like to eat by the seashore. It's off-season; these places are closed. So we opened one especially.

DEBORAH gives him a sweet smile and picks a table by the window, where she can look out at the sea.

The MAITRE holds a chair for her;  
the SOMMELIER and a squad of  
WAITERS hover around.

The MAITRE offers the menu and a  
suggestion or two.

DEBORAH gives the menu a glance,  
then snaps it shut and hands it  
to the MAITRE.

The MAITRE realizes he's dealing  
with a classy dame.

The MAITRE turns to NOODLES.

NOODLES reddens.

The WAITERS hustle off, and the  
MAITRE steps aside for the SOM-  
MELIER, wearing his tate-vin  
like it was the Hope diamond.

DEBORAH puts her gloves into  
her glass.

MAITRE  
Boeuf a la mode? We have  
an exquisite blanquette  
de veau that -

DEBORAH  
I'll have the asperges  
sauce mousseline and a  
Chateaubriand.

MAITRE  
Pommes frites?

DEBORAH  
Bien entendu.

MAITRE  
Dessert?

DEBORAH  
I'll think about that  
later.

MAITRE  
Monsieur?

NOODLES (Abruptly)  
The same for me.

NOODLES waves the man away  
with an awkward gesture.

He's uptight when he turns to  
DEBORAH.

DEBORAH gives him her gentlest  
smile.

DEBORAH becomes serious.

She tries to make a joke  
out of it.

NOODLES laughs.

DEBORAH (To NOODLES)  
Have what you like. I  
only drink water.

NOODLES  
You decide, chum.

You been around, haven't  
you? All them fancy  
dishes, parley-voo-fransay.  
Been taking lessons?

DEBORAH  
A sugar daddy who teaches  
me how to act ritzy? No,  
I read. I want to learn  
everything, I want... May-  
be it's silly to make plans.

NOODLES (Hopefully)  
Depends who's in them.

DEBORAH  
NOODLES, you're the only  
person I ever...

NOODLES  
Ever?

DEBORAH  
I ever cared about. But...

You'd lock me up and throw  
away the key, wouldn't you?

NOODLES  
I guess so.

DEBORAH

What's worst is that I probably wouldn't mind.

NOODLES

So?

She looks him in the eye.

DEBORAH

I want to get where I'm going.

NOODLES

Where's that?

DEBORAH

To the top.

NOODLES stares back.

NOODLES

You sound just like Max. The two of you, you're both alike. That's why you hate each other.

DEBORAH lets her anger flare for a moment.

DEBORAH

Do you want me to leave?

It goes as fast as it came. She softens and smiles. And she lapses into a Jewish accent and one of the classic Jewish jokes.

You dancing?

NOODLES looks surprised, then remembers the joke and takes it up.

NOODLES

You asking?

DEBORAH

I'm asking.

NOODLES

I'm dancing.

They get up and head for their  
private dance floor, NOODLES  
slips his arm around her waist.

The chorusline of WAITERS arrives  
with asperges and Chateaubriand,  
but NOODLES and DEBORAH are locked  
together like lovers, and couldn't  
care less.

SCENE 118

BEACH (1932) Exterior. Night.

A wide Persian carpet is spread out on the sand, and nearby, grouped among the dunes, the orchestra plays

The stars in the black sky are numberless. A soft wind lifts the long aprons of the two WAITERS standing by with the champagne.

DEBORAH is stretched out on the carpet, her face buried in the bouquet of gardenias, listening to NOODLES as he lies beside her, his hands behind his head, talking so quietly his voice is lost now and then under the murmur of the waves.

He reaches out and gently caresses her leg.

AMAPOLA.

NOODLES

We'd go to bed when it was still day and get up when it was still night. And yet...all the time I was in there went by just like that. Time passes a lot faster when you're not doing anything. There were two things I used to dream about - the way Dominic said "I slipped" just before he died - and you, how you used to read me the Song of Songs. I got in good with the chaplain because I was always borrowing his Bible. "How beautiful are your feet in sandals, O prince's daughter."

I'd read it before I went to sleep, and I'd think of you. "Your navel is a bowl

(Cont.)



well-rounded with no lack of wine, your belly a heap of wheat surrounded with lillies. Your breasts are clusters of grapes, your breath sweet-scented as apples..."

He sits up and takes her face in his hands with infinite tenderness.

DEBORAH lifts her hands to NOODLES' as if to caress him. Then slowly she takes his hands away from her face. She looks full into his eyes as she says,

No one's going to love you the way I loved you when I read the Bible and pretended my pillow was you. When I thought I couldn't take it any more, I'd say to myself, Deborah's out there, she's alive, she exists..., and that'd pull me through.

DEBORAH  
I'm leaving, NOODLES. Tomorrow night. I'm going to Hollywood. I had to see you tonight to tell you.

SCENE 119

ROLLS ROYCE AND HIGHWAY (1932) Interior/Exterior. Night.

Sitting in the corner of the back seat of the Rolls, NOODLES stares out at the trees as he and DEBORAH ride back into New York. Branches loom overhead in the glare of the headlights, then disappear into the blackness.

Neither of them says anything. Then, after a while, DEBORAH reaches out for his hand and squeezes it.

NOODLES returns the gesture,, but so intensely that DEBORAH utters a gasp of pain. He lets go of her hand and looks at her, and she is struck by the despair that she sees in his eyes. He moves closer to her and kisses her.

The kiss lasts. And when DEBORAH tries to pull back, NOODLES insists and holds her tighter. She senses that all the tenderness of the kiss has gone, that suddenly it has become violent and angry.

NOODLES clings to her and kisses her neck, her shoulders. She tries to push him off, but she can't. The other side of his nature takes hold of him, the fierce, pitiless, demanding NOODLES whom she may have glimpsed at times but has never known.

He tears at her clothing, ripping the silk away from her breasts and mauling them, scratching them. He covers her mouth with his hand and forces his leg between her knees, pulling her back by the hair until she is beneath him on the seat. Then he is on top of her, pinning her down, and he enters her with a quick, savage thrust of his hips.

Only then does she pull his hand away

and scream.

The car slams to a halt, jolting both of them forward onto the floor. The CHAUFFEUR opens the back door and stares down at them, pale and scared.

CHAUFFEUR

Are you trying to kill her?

NOODLES pulls away, leaving DEBORAH sprawled on the floor of the car, only half conscious, her clothes torn and her thighs streaked with blood.

NOODLES gets out of the car, stunned by his own violence, and tries to pull himself together as the CHAUFFEUR helps DEBORAH up.

She tries to get her bearings. She gets out of the car and vomits into the ditch. Then she arranges her dress as best she can and wipes off the blood with her handkerchief.

NOODLES can't face her. He hangs back as DEBORAH gets into the car and huddles in a corner of the back seat like a miserable, ter-rified animal.

NOODLES hands the chauffeur another big bill.

NOODLES

Take her home.

The CHAUFFEUR takes the money and fiddles with it indecisively. Then he tucks it into NOODLES' breast pocket.

CHAUFFEUR

Anyone ever tell you you have a poor way with women?

He gets back in behind the wheel and drives away, leaving NOODLES alone in the night.

SCENE 120

SPEAKEASY IN 52ND STREET (1932) Interior. Night.

NOODLES is seated at the bar in front off what seems to be a milk bottle. He's lost his necktie; his jacket's a mess; he's stewed.

The place is fairly full, and a black singer is holding forth under the spotlight.

A pretty girl - EVE: - with a pair of generous mammaries catches NOODLES' bloodshot eyes and sidles over to him. She takes the next stool and smiles a pretty smile.

He reaches out a shaky hand, takes a cup from the bar, and pours whiskey from the bottle. EVE doesn't drink. She's a nice kid, pretty and nice.

SONG

EVE  
Howdy.

NOODLES  
Howdy-do.

EVE  
You by your onesies?

NOODLES  
Nope. We're by our twosies.

EVE  
Dance?

NOODLES  
I'm not up to it. I want to get laid.

EVE  
That you're up to?

NOODLES doesn't answer. He's fishing through his pockets for something. She watches him and asks,

Still no answer. He pulls out a bill and stuffs it into her hand without looking at it.

She looks. A thousand bucks.

Hardly a pause.

NOODLES tries to get up off the stool. His legs give way. EVE grabs him and helps him to the door.

EVE  
You get soused like this every night, or is this a special occasion?

Pleased to meet you, Mr. Ruckerfeller.

NOODLES  
How much d'I give you?

EVE  
A hundred dollars.

NOODLES  
What's your name?

EVE  
Eve.

NOODLES  
I'm gonna call you Deborah.

EVE  
I've had men do more for less.

SCENE 121

NOODLES' HOTEL ROOM (1932) Interior. Night.

You can tell that someone lives rather than just stays here, but it's only a hotel room nevertheless.

NOODLES and EVE are in bed together. She still has her slip on. NOODLES caresses her with clumsy eagerness. He doesn't usually have to sweat to make love. And he mutters in his stupor,

NOODLES  
Deborah...

EVE plays along, patient, affectionate, gentle.

EVE  
I'm right here.

NOODLES  
You're so beautiful,  
Deborah.

EVE  
Thanks.

His tongue is like masking tape.

NOODLES (Almost crying)  
"How beautiful are your  
feet in sandals..."

Puzzled, EVE looks at her bare feet.

"Oh prince's daughter..."  
Deborah...Deborah..

He makes a major effort to sit up.

Now I'm going to fuck  
you, Deborah.

EVE  
Take your time.

He reaches for a half-empty  
bottle of whiskey on the night-  
table and takes a long swig.

NOODLES

Boop-oop-a-doo!

Then he drops face down onto the  
bed in a total blackout.

EVE looks down at him, full of  
tenderness, and gently strokes  
his hair.

CUT



SCENE 122

NOODLES' HOTEL ROOM (1932) Interior. Day/Sunset.

A ray of rosy sushine fills  
the whole room. It's the  
end of the next day.

NOODLES is alone in bed, still  
half-dressed. He's fighting to  
wake up.

He looks around, trying to re-  
member. Then he sees the note  
on the pillow beside him.

"So long - and thanks. Deborah"

He crumples the note in his  
fist. Then he looks at his  
watch. Six o'clock.

CUT.

SCENE 123

TRAIN STATION: RESTAURANT AND CENTRAL HALL (1932) Interior.  
Night.

DEBORAH is at a table in the restaurant, looking elegant and pale. There are two suitcases on the floor beside her, with a fur coat thrown over them.

She finishes her coffee and pays the check. A PORTER comes for her luggage; she carries her coat. They cross the great hall of the station towards the platform from which her train leaves.

NOODLES comes in through the main doors of the station. He's out of breath and unshaven, a raincoat and scarf thrown over his clothes. He just catches sight of DEBORAH as she leaves the hall.

He hurries after her.

SCENE 124

PLATFORM AND TRAIN (1932) Interior. Night.

NOODLES runs alongside the waiting train, looking into windows and checking the people on the platform as well.

The PORTER who carried DEBORAH's things is heading back into the station. She's already on the train.

NOODLES catches sight of her pale face through one of the windows.

DEBORAH sees him, coming towards her down the platform.

Their eyes meet for a moment.

Then she lowers the window shade and cuts him out of her life.

WHISTLES, SLAMMING DOORS,  
A HISS OF STEAM.

SCENE 125

FAT MOE'S: THE SPEAKEASY (1933) Interior. Day.

NOODLES comes out of the elevator into the speakeasy, tidied up now and looking like himself again.

The place is empty and dingy-looking, the way night spots are during the day.

The sound of COCKEYE'S

FLUTE

reaches him from the inner office. He crosses to the half-opened door and goes in.

SCENE 126

FAT MOE'S: THE OFFICE (1933) Interior. Day.

NOODLES stops and stares at the sight that meets his eyes when he enters the room.

In front of him rises a huge gilded chair, carved and embellished like a mogul's throne. And sitting in it like a mogul is MAX, with a fat stogey sticking out of his mouth.

COCKEYE sits beside him on a chair so low he might as well be sitting on the floor. He's playing his

FLUTE.

PATSY sits beside him, one arm in a sling.

CAROL is there too, sitting on a corner of the pool table and playing with the balls.

FAT MOE busies himself with the scrapbook and the newspaper articles he's cut out and spread all over the pool table. He looks up at NOODLES, then glances nervously over at MAX.

NOODLES takes in CAROL with barely a glance, then focuses on MAX. The look he gets back would turn fire to ice. But MAX does him the courtesy to take the stogey from his mouth before he speaks.

MAX  
Well, look who's back!

NOODLES lets it pass.

He goes to the chair and inspects the fancy scroll-work.

NOODLES  
What's with the fancy chair?

CAROL makes her presence felt.

NOODLES keeps his eyes on MAX.

He stops sitting and jumps up. He goes to the desk and, from a drawer, takes a roll of bills which he tosses to NOODLES.

He quickly goes back and sits down, adding,

PATSY shows off his sling.

FAT MOE tries to lighten the tension he senses in MAX. He pats the pile of clippings and says,

NOODLES goes towards him.

MAX  
It's a throne. Belonged to the king of Rumania. Eight hundred bucks.

CAROL  
It goes all the way back to the fifteenth century.

NOODLES  
What are you doing with it?

MAX  
I'm sitting on it.

The union paid off. That's your share.

While you took a holiday, the boys and I were doing overtime.

PATSY  
The shmuck here has become a hero. I shed blood for the cause.

FAT MOE  
It's in all the papers.

The Daily Telegraph didn't like it. It says here, "Underworld joins strikers in brutal battle."

(Cont.)

NOODLES takes a look and reads the headlines:

GANGSTERS CLASH AT FACTORY  
OCCUPIED BT STRIKERS. TOTAL  
LACK OF POLICE INTERVENTION.

FAT MOE continues,

COCKEYE stops the background music to add,

The roll of bills weighs heavy in NOODLES' hand.

FAT MOE gets very interested in the clippings.

NOODLES takes a seat. His irritation is beginning to show.

MAX leaps up and goes to him.

FAT MOE (Cont.)

But we got a good review in the Post. "Ends justify means in decisive gangland encounter." And they're the ones who bitched about the Atlantic City job.

COCKEYE

Newspapermen never know what the fuck they want.

NOODLES

You could have got in touch with me.

MAX

We did, Cockeye found you at the Chink's, so full of the weed you didn't even recognize him.

COCKEYE (Simpereing)

You called me Deborah.

NOODLES

What's it to you?

MAX

Plenty. What we do, we do together. We work or we fuck.

NOODLES nods at CAROL.

CAROL gets her dignity together and sidles up to MAX.

MAX screams in NOODLES' face.

CAROL reacts as if she'd been belted.

NOODLES laughs.

CAROL tries to answer back, but nothing comes out.

He stares at her, waiting for an answer that doesn't come. CAROL is motionless, as if also waiting for an answer.

NOODLES

What's she here for? Couldn't she get enough in Detroit? They could screw her on the assembly line.

CAROL

I've left my husband. I'm with him now.

NOODLES

Ideal. You go out together, you stay home together, you go to work together...

MAX

I don't give a shit about her and you know it!

CAROL

Maxie!

NOODLES

Where do you spend your weekends? At the cat-house?

MAX (To CAROL)

Lay off me!

You want a potch in tochis?



MAX (Cont.)  
Is that what you want?  
A boot in the ass?

PAT MOE, COCKEYE, and PATSY  
stare at the two of them in  
astonishment. The whole thing  
is absurd.

NOODLES looks into CAROL's  
face. And laughs. A long,  
loud, uncontrollable laugh.

Then, after a moment, MAX  
laughs too, with his violent,  
ear-splitting horse-laugh.

It spreads to COCKEYE and  
PATSY. Even FAT MOE joins  
in, a little nervously.

NOODLES gets up and goes to MAX.  
He throws his arms around him  
and pounds him on the shoulder.

CAROL grabs up her purse and  
gloves and slams out of the  
room without a word.

SLAM.

TELEPHOHE

NOODLES is nearest and  
answers.

NOODLES  
Yeah?

SCENE 127

DRUGSTORE IN DOWNTOWN MANHATTAN (1933) Interior. Day.

JIMMY is at the pay phone.

JIMMY  
It's Jimmy. Who's that,  
Max?

NOODLES  
Noodles.

JIMMY  
Same difference. Listen...

Through the window, we see a  
pick-up truck, with some of  
JIMMY's friends from the  
factory in it.

I'm gonna need you boys  
today. There's something  
in the air I don't like.

He's looking out the window as  
he talks, but he doesn't notice  
the black car that pulls up slowly,  
with SALVY THE SNAKE'S ugly  
face leering out one window and  
WILLIE THE APE at the wheel.

A blast of

MACHINE-GUN FIRE

shatters the drugstore window.

JIMMY topples forward onto the  
jagged glass.

SCENE 128

FAT MOE'S: THE OFFICE (1933) Interior. Day.

NOODLES hears the shooting.

NOODLES

Jimmy! Jimmy!

He slams the phone down and  
says to the others,

The sons-of-bitches have  
shot him.

SCENE 129

THE PLAZA HOTEL: OAK ROOM AND ENTRANCE (1933) Interior. Day.

A private diningroom is a-glitter with lights and polished oak, silver and crystal. At the banquet table, a gathering of dignitaries in evening dress and crowns of laurel dine and hob-nob with a comfy awareness of their own grandeur, like a reunion of Roman emperors.

We see them in LONG SHOT. Their conversation is only a murmur of voices that sound like money.

A timorous waiter approaches one of them with a message. The TYCOON rises, excuses himself, and goes to the entrance of the room, where CROWNING is waiting for him.

Whatever CROWNING has to say, his message fills the TYCOON with, visible satisfaction.

Over their shoulders, we catch sight of the dismal duo, SALVY THE SNAKE and WILLIE THE APE.

Mission accomplished, CROWNING bows out, and the TYCOON returns to his seat, beaming like Nero at the circus.

SCENE 130

THE PLAZA HOTEL (1933) Exterior. Day.

CROWNING, SALVY, and WILLIE come out of the hotel into the street.

Before crossing Central Park South to their car, they take a careful look in both directions. The coast seems clear.

The only sign of life is a couple of Blacks pushing a rack of dry-cleaning towards the hotel.

CROWNING and his BUDDIES don't even notice it as they start across the street. When it crosses their path, there's a blast of

MACHINE-GUN FIRE.

and SALVY and WILLIE crumple.

Out of nowhere, a car pulls up and stops by the rack, the motor running and COCKEYE behind the wheel.

PATSY jumps out and opens the cover of the rack, revealing a couple of smoking gun-barrels.

NOODLES and MAX scoot from their hiding place and mount the running-board of the car; PATSY jumps in, and COCKEYE takes off.

CROWNING is frozen with fear as he backs away from the bodies of his two thugs and ends up flat against the wall of the hotel.

SCENE 131

HOSPITAL SUITE (1933) Interior. Day.

The champagne cork pops, hits the ceiling, and bounces onto JIMMY'S head, as he lies in traction in the hospital.

We hear the BOYS' reactions:

LAUGHTER AND VOICES (Off)  
Watch it, watch it!

Laughing, NOODLES pours out the fizz.

NOODLES  
Flattened by a blast of Veuve Cliquot. What would the union boys say? You'd never whip them into line after that.

PATSY, COCKEYE, and MAX are grouped around the bed. FITZ is there too, the political boss we met at the factory.

There's a trace of bitterness in JIMMY'S voice.

JIMMY  
I don't use a whip; that's your baby.

MAX (With mock modesty)  
Our little personal touch.

FITZ  
A touch of class. What the hell, we won. Who cares how!

NOODLES offers JIMMY a glass of champagne.

NOODLES  
It's tough not being there to sign the contract, huh, Jim?

JIMMY

What's tough is seeing you guys do in one day what I couldn't do in two years.

FITZ raises his glass.

FITZ

To the hottest newcomer in American unions - Jimmy O'Donnell.

COCKEYE (Playing the fool)  
Mister charisma!

PATSY

Ex-asshole!

MAX

Ball-breaker!

NOODLES

And dreamer!

The HEAD NURSE comes in at that moment, with a couple of INTERNS. She sees JIMMY about to raise his glass, lunges for it, tears it away from him, and whirls on the others.

COCKEYE examines himself.

HEAD NURSE

You're nothing but criminals.

The HEAD NURSE gestures to the INTERNS.

COCKEYE

Does it show?

The INTERNS start pushing the bed out through the sitting room into the corridor.

HEAD NURSE

We're about to take him to the operating room, and you're giving him drinks!

FITZ and the BOYS follow along.

The BOYS wave as JIMMY is rolled away. The HEAD NURSE shuts the door of the suite. FITZ addresses the others.

But FITZ is talking mainly to MAX and NOODLES.

MAX shoots a look at NOODLES, then, as if anxious to be convinced, he eggs FITZ on.

JIMMY  
Why bother to operate if I'm going to be lame anyway?

FITZ  
Don't you worry, Jimmy boy. With one leg a little shy, you're going to take giant steps.

You boys got yourselves not only a friend; you got a hero. Take advantage.

PATSY  
What do we do with a hero?

FITZ  
Times have changed and they're gonna change a lot more. Prohibition was nice while it lasted, but it ain't gonna last much longer, and when it's over and gone, a lot of you good folks are gonna be out of work.

MAX  
Yeah? Then what?

FITZ  
You're going to have to find something else. What? Well, now, take all those trucks they're using to haul contraband. A few weeks and they'll be giving them away. Could be a chance for you, set yourselves up in business. It's worth thinking about.



NOODLES

It's worth puking about.

TELEPHONE

FITZ

Yeah? Oh, yeah, send him up.

A friend of mine.

I'm not talking about one or two trucks, Noodles, with you or Max or our good friends here doing night runs down the turnpike. I'm talking about hundreds of vehicles controlled by a national organization and supported by a powerful union headed by Jimmy O'Donnell. Whatever you ask, there's nothing he can say no to.

NOODLES

Knights in shining armor don't mix with our kind.

FITZ

Armor doesn't shine forever, friend. It gets rusty.

MAX (Getting overexcited)

Think about, it, Noodles. We Got plenty of cash. Let's invest it.

FITZ

I'll put the party machinery behind you a hundred percent. I got friends in high places.

NOODLES

I don't like being pushed around by machines and I like friends in high places even less.

FITZ answers.

He hangs up.

He picks up where he left off.

MAX blows up.

MAX  
Because you were born in a sewer and you'll die in a dump! If we'd a' listened to you, we'd still be rolling drunks.

NOODLES  
'Tsa matter, you poor?

MAX  
I'm talking about real money, big money, money we ain't never seen yet.

NOODLES pulls out a roll of bills and looks at it.

NOODLES  
Gee, I always thought it was real.

MAX looks at him scornfully, ashamed of him.

MAX  
You'll carry that lower East Side stink with you till you die.

NOODLES is equally scornful.

NOODLES  
I like it. I like it a lot. I'm gonna make bath salts out of it. Cleans out my lungs every time I smell it. Gives me a hard-on.

FITZ gives NOODLES a narrow look without saying anything for a moment. His irritation shows. He drops the diplomacy and says to MAX:

FITZ  
Maxie, you're dragging a dead weight around. One of these days you're gonna have to dump it.

NOODLES looks at MAX as if waiting to be defended. But MAX keeps his mouth shut. NOODLES lets out a cheerless laugh.

He puts his glass down and picks up his hat.

He gives everyone a wave and slams out.

NOODLES  
Is that it, Max?  
You gonna dump me?

I'm gonna take a vacation. Little sunshine, little sea-shore. Give you time to think it over. Let me know if you're going into the dumping business, won't you, Max?

SCENE 132

HOSPITAL CORRIDOR (1933) Interior. Day.

Visibly upset, NOODLES comes out of JIMMY'S room. The elevators are just down the hall, and he joins the few people waiting to go down.

The elevator door opens, and its passengers get out. Among them is FRANKIE, the Mafia boss who ordered the job in Detroit.

NOODLES doesn't notice him, but FRANKIE sees NOODLES as he gets into the elevator.

FRANKIE looks puzzled for a second, then goes to the door of JIMMY'S room, takes off his hat, and walks in.

SCENE 133

HOSPITAL ELEVATOR (1933) Interior. Day.

The elevator stops at the next floor. Some people get in, a GIRL among them. She's kind of shabby looking, but you wouldn't miss those mamaries anywhere.

She glances over some medical papers as the elevator continues down. NOODLES can't take his eyes off her bazooms.

He's seen them somewhere before. He tries to remember where. He looks at the GIRL's face. She's used to ogglers, but she looks up anyway.

NOODLES seems to direct his questions to her breasts.

The GIRL smiles and nods.

NOODLES remembers and laughs.

She pauses, then says sweetly,

NOODLES makes an appropriate face.

NOODLES

The..um face is familiar.

What's your name?

EVE

Eve. But for a consideration some people call me Deborah.

NOODLES

A tidy consideration?

EVE

A hundred bucks.

Actually, a thousand.

I never earned so much for so little.

EVE indicates the papers.

She looks up at him and changes the subject.

He smiles.

NOODLES pulls out a roll of bills and writes his number on one of them.

She looks at the bill - a hundred bucks.

The elevator door opens, and the two of them are lost in the crowded lobby.

NOODLES  
What are you doing here?

EVE  
Tests.

NOODLES  
How's it look?

EVE  
It looks as though things are going to be tough for a while.

Did you get over it?

NOODLES  
My hangover?

EVE  
You Deborah-itis.

NOODLES  
I have an aching joint every now and then.

Tonight?

EVE (Smiling too)  
Got a phone number?

NOODLES (Handing it to her)  
I'm at the Fortune Hotel.

EVE  
Let's hope it's more work this time.

SCENE 134

NOODLES' HOTEL ROOM (1933) Interior. Night.

NOODLES opens the door to the corridor and whistles.

EVE stands there, a dream in green silk. She does a turn for him, which sets her boobs swinging, then says,

EVE  
We gonna do it out here?

He steps aside for her to enter and locks the door behind them.

NOODLES  
You're a knock-out.

She smooths her dress.

EVE  
Bergdorf-Goodman. Plus I paid the rent and the telephone and filled the ice-box.

NOODLES gives her a kiss behind the ear and a little package he's taken from the table.

EVE  
What's this?

He gives her breasts a feathery touch.

NOODLES  
Just a thought...

EVE opens the box and finds a dozen lace bras.

A thought I can't seem to get out of my mind.

EVE laughs, and holds one up.

I hope they're the right size.

EVE  
Looks perfect.

NOODLES  
Try it on.

Like Gypsy, EVE starts to peel with one glove.

NOODLES gets into the swing of it by putting

on the Victrola. Then he drops onto the sofa and watches EVE as she goes to work. She's half joking and half serious, half amateur and half pro, and turned on by the reaction she's getting from NOODLES.

She's soon down to her bra and panties. She turns her back to NOODLES, indicating she needs help with the clasp of her bra.

He helps, panting over what he knows is coming next.

EVE turns to him, holding up the bra with both hands. Then she lets it drop into NOODLES' lap. Along with two large rubber falsies.

NOODLES is stunned

He stares at EVE with his mouth open. And she stares back, hands on her hips, legs astride, an expression of defiance on her face. And the breasts of a fifteen-year-old boy.

"A pretty girl is like a melody..."

EVE  
Well?



Looking slightly dejected,  
 at a loss for compliments,  
 NOODLES takes the falsies  
 and tosses them in the air,  
 When they descend, he gives  
 them a punch. They bounce  
 off the table. EVE catches  
 them and tosses them into  
 the air again. Pretty soon  
 they're bouncing all over  
 the place like a couple of  
 beach balls.

NOODLES kicks them around;  
 he and EVE play catch, fi-  
 nally the two, of them end  
 up side by side on the sofa,  
 howling with laughter.

NOODLES fingers one of the  
 falsies, then relaxes, and  
 smiles.

He drops the falsie, grabs  
 EVE, and gives her a long,  
 sweet kiss. He bends her  
 backwards beneath him on the  
 sofa and, with a little as-  
 sistance, slips off her pan-  
 ties. He lies on top of her  
 and whispers into her ear,

EVE pretends to look worried  
 for a second. She gets her  
 hand in there, then smiles.

And she kisses him like  
 she'll never stop.

NOODLES  
 Liar.

Y'know, I might be wearing  
 a falsie myself.

EVE  
 Liar.

SCENE 135

NOODLES' HOTEL ROOM (1933) Interior. Day.

It's a pale November morning-after. NOODLES and EVE are having breakfast in bed. A huge tray, covered with all kinds of goodies. The two of them eat like it's been days.

Obviously they've been getting to know each other.

NOODLES  
Tell me something you really like.

EVE (After a pause)  
Mrs. Roosevelt.

NOODLES  
Huh?

EVE  
She seems so shy and helpless but when she gets an idea into her head, watch out. I wish I could be like that.

NOODLES chuckles.

NOODLES  
What don't you like?

EVE (Meaningfully)  
Complications. When a cave-man went out on a hunting trip, all his wife said was, "Eat, sleep, and button up your leopard skin."

NOODLES gets playful.

NOODLES  
You know what I say?

He takes the tray away.

Stop eating.. Stop sleeping.  
And take off your leopard skin!

He pulls the covers from her and they roll together passionately.

At that moment, the door is kicked open.

NOODLES grabs his gun from under the pillow, drops to the floor beside the bed, and aims. EVE screams and pulls up the blankets.

It's MAX, standing there in the doorway, in a spiffy summer suit and carrying a straw suitcase and a boater. He's got a fishing pole hiked over one shoulder.

CAROL stands behind him, in virginal white.

NOODLES lowers his gun and looks questioningly at MAX.

MAX explains.

MAX  
I told them all to go to hell. Let's go to the beach.

SCENE 136

BEACH AT MIAMI (1933) Exterior. Day.

We hear

"You're the cream in my  
coffee..."

and see:

The huge, flashy, new hotels at Miami Beach, the swaying palms, the eggshell strand, and the private shoreline of the fanciest hotel of the period.

They're on the beach, soaking up the sun: NOODLES and EVE, MAX and CAROL.

They've brought a Victrola along.

"You're the salt in my  
stew..."

They all look good with a tan, the picture of handsome, decent, all-American youth. And love. MAX and CAROL can't stay away from each other. NOODLES snoozes with his head in EVE's lap.

They seem impervious to any outside intrusion, distant voices, the occasional horn,, even the murmur of the waves. And the shouts of a NEWSBOY peddling the latest edition reaches them but doesn't penetrate.

NEWSBOY

It must be something of world-shaking importance. Bathers leave their umbrellas to gather around the NEWSBOY, and his pile of papers is rapidly dwindling.

NOODLES gives a quick glance at the newshounds as they devour their papers, then shuts his eyes again.

Down the beach a way, one of the LIFEGUARDS lets out a shout of joy -

LIFEGUARD  
(Shouts)

and throws the newspaper into the air. He drops down on all fours and starts digging in the sand like a pooch for a bone. Down near the water-line he finds a bottle, pulls it out, uncaps it, and guzzles right in front of everyone.

His newspaper is blown along the beach by a friendly breeze. It wraps itself around the pole of a beach umbrella, then flies into NOODLES' face.

His summer dream disturbed, he sits up, opens the paper, and sees the headline:

VOLSTEAD ACT REPEALED; PROHIBITION END'S IN DECEMBER.

NOODLES interrupts MAX's necking with a slap on the shoulder. He hands him the newspaper.

NOODLES  
There it is. We're out of a job.

MAX isn't in a joking mood.

MAX (Angrily)  
We got other prohibitions to keep us busy.

CAROL chimes dimly in, dopy from the sunshine.

CAROL  
I never talk about money. It's gauche.

NOODLES  
How much we got in the kitty, Max?

That wakes up CAROL.

MAX fondles her boobs.

CAROL twists one of his nipples.

MAX's mood has changed. He slaps her hand away.

Sweet little EVE observes,

She rubs NOODLES' back.

MAX flares up.

He rolls over on his stomach and sweeps the sand smooth with his arms. Then he starts writing or drawing something with one finger.

NOODLES watches him, his curiosity aroused.

MAX  
About a million smackeros.

CAROL  
Jesus! Where do you hide it?

MAX  
In my jockstrap.

CAROL  
I'll bet I can make you tell me.

MAX  
Can it.

EVE  
With a million dollars you're worried about working?

I'd retire.

MAX  
We'll retire when we got ten million or twenty, or thirty!

NOODLES  
What's that supposed to be?

MAX (Keyed up)  
A dream.

He fists himself in the forehead.

MAX looks up at NOODLES.

Silence.

NOODLES chooses not to understand him.

MAX flares up again, grabbing NOODLES by the wrist, and snarls into his face,

He jumps to his feet and dashes down the beach to throw himself into a breaking wave.

NOODLES looks at CAROL as if searching for an explanation for MAX's behavior.

She stares back, but there's no answer in her eyes.

Then she slowly stretches out again in the sand.

MAX (Cont.)

A dream I been dreaming for years. And I swear to God it's gonna come true. You and me are gonna make it come true.

NOODLES

What is it, a castle?

MAX

The Bank of Manhattan, 18  
Fifth Avenue, N.Y.C.

NOODLES

You're nuts.

MAX

Don't say that, Noodles.  
Don't ever say that.

SCENE 137

REST HOME: GARDEN (1968) Exterior. Day.

CAROL is stretched out on a chaise longue in a well-kept garden. She looks up and sighs. Her hair is white now, her face lined. An open book lies forgotten in her lap. She stares off into space for a moment, and then says,

CAROL

I kept wishing I'd see you again some day, Noodles. I never thought I'd end up here.

Standing beside her chair, NOODLES follows her bitter gaze, and sees other elderly folks, sitting on benches under the trees or strolling slowly with canes or nurses.

I got my husband's pension to live on. You remember him, my husband? He's the only man who ever really truly loved me.

She looks around her.

What the hell, it's quiet. I couldda done worse.

NOODLES takes a lawn chair and sits beside her.

NOODLES

You ever see anybody?

She seems startled by the question. Then she nods towards the others, all with their noses in papers or books, and says quietly,

CAROL

Them.



She looks at him. Her eyes  
are still young and pretty.

She scrutinizes him.

NOODLES gives a little smile.

CAROL suddenly sounds ex-  
hausted.

CAROL (Cont.)  
You're the first visitor I've  
had since I came here.

What's the special occasion?

NOODLES  
You tell me.

CAROL  
I don't get you.

NOODLES  
Somebody called me from here.  
They said you wanted to see  
me.

CAROL  
Where the hell did they get  
that idea? I didn't tell  
anybody to call you. Funny

NOODLES  
That's the not only funny  
thing that's happened to me  
lately.

CAROL (Bitterly)  
So you didn't want to visit  
me either.

NOODLES  
I would have come. There's a  
lot of things I want to ask  
you.

CAROL  
About Max?

He gives her a vague nod.  
She doesn't say anything for  
a moment. Then, suddenly,  
she starts to laugh quietly.

He doesn't say anything. She  
pauses, then says,

He slowly shakes his head.

Another slow shake of the head.

CAROL gets wearily up from the  
chaise. NOODLES gets up too  
and gives her a hand. They  
move slowly towards the porch  
of the home.

You know who I thought you  
might want to talk about,  
Noodles? Eve. You musta  
told her to wait for you,  
and she waited, Oh, how she  
waited, but you never  
showed up.

You heard she died?

You want to know how?

SCENE 138

REST HOME: PORCH, DININGROOM, HALLWAY (1968) Interior. Day.

NOODLES pauses at the doorway to notice the writing on the mat:

BAILEY FOUNDATION.

He frowns as he steps on it and enters the DININGROOM.

Some of the old folks are still eating. The dismal silence is broken only by the sound of clinking silverware.

As they cross the room, CAROL glances back at NOODLES with the old antagonism in her eyes.

CAROL

You know, when people try to commit suicide, they don't really want to die. It's like ...it's a cry for help. They always hope someone'll come along and throw them a life preserver. Except Eve. She said she was gonna take off, go somewhere. She shut the windows and locked the door, and nobody bothered to look. She was in there all the time, with her little capsules.

NOODLES looks as though he'd like to change the subject. But, as they pass into the HALLWAY, he says,

NOODLES

When I left I knew I couldn't take her along. I didn't want her mixed up in it if they ever found me. I told myself I'd call her as soon as I could. I hated being without her, but I didn't call her.

(Cont.)

NOODLES (Cont.)

Then, without noticing it,  
I started to forget her.  
And when I remembered, it  
just made me realize I'd  
gotten used to being with-  
out her.

CAROL

Yeah. There was nobody at  
the funeral but me.

NOODLES stops.

A photograph on the wall has  
caught his eye. It shows the  
ininaugural festivities of the  
home - a group of elderly in-  
mates gathered behind a ban-  
quet table full of dignitaries,  
doctors, and nurses, all with  
champagne glasses in their  
hands. And in the center of  
the photo, like the star at-  
traction - DEBORAH.

NOODLES steps towards it.

NOODLES

What's this?

CAROL

Opening night. Fifteen years  
ago. Before my time.

He points to DEBORAH.

NOODLES

And her?

CAROL

She's the patron saint -  
some actress.

NOODLES

You don't know her?

CAROL

Me?

She catches sight of a NURSE in the hallway, and she becomes almost maniacally intense as she leans towards NOODLES.

CAROL

Lend me some money - anything. twenty...thirty...

NOODLES doesn't take his eyes or his mind from the photograph as he takes out his wallet and hands her a fifty dollar bill.

You can have anything around here...if you got the money.

She goes to the NURSE, mutters something to her, and passes her the money. Then she starts up the stairs, moving quickly now, forgetting NOODLES completely.

He remains in front of the photograph, staring at DEBORAH.

SCENE 139

REST HOME: UPSTAIRS CORRIDOR. (1968) Interior. Day.

NOODLES waits in the corri-  
dor outside CAROL'S room.

The NURSE we saw earlier  
comes out of the room and  
says to NOODLES,

NURSE

She says you can go in.

He goes in.

SCENE 140

REST HOME: CAROL'S ROOM (1968) Interior. Late Afternoon.

NOODLES enters. The NURSE closes the door from outside.

CAROL is sitting in a chair, her eyes closed, breathing slowly and deeply, relaxed, at peace with herself.

Coming towards her, NOODLES notices an empty hypo and a hemostat on a nearby table.

Without opening her eyes, CAROL goes on talking again as if in a trance.

She opens her eyes and turns to look him full in the face.

CAROL

Do you still wake up sick over having killed Max? You still on that guilt trip? Huh, Noodles?... You know why I kept wishing I'd see you again?

To tell you he was better off dead. He had the syph. It had started to eat his brain little by little. If he wasn't already crazy, he soon woulda been.

SCENE 141

THE FEDERAL BANK OP MANHATTAN (1933) Exterior. Day.

The door opens, the huge and heavy gilded door of the Federal Bank of Manhattan. Two armed policemen come out and station themselves at each side of the entrance.

A truck pulls up and stops in front of the steps, a small truck bearing the name of an industrial cleaning establishment. MAX and NOODLES get out. They're wearing work clothes and act as cool as a couple of cukes.

They sling their equipment around their necks, take a bucket in each hand, and start up the steps.

They enter the bank by a door to the side, obviously the service entrance.



SCENE 142

THE BANK (1933) Interior. Day.

MAX and NOODLES pass through the columns into the vaulted banking room. It's half an hour to opening time; the clerks and tellers are busy with their little tasks; a couple of cleaning women are polishing the woodwork and sweeping up.

MAX and NOODLES put their cases down, and while they get out their rags and brushes and ammonia, they look casually around. Anyone in the trade can tell they're casing the joint.

Policemen are already on duty at strategic points around the room. Glancing up at the two balconies that circle the room, NOODLES sees more boys in blue, armed and ready for business.

MAX and NOODLES exchange a complicitous glance. MAX will check out the ground floor, the entrance hall, and the banking rooms; NOODLES will take the upper floors.

They move swiftly and efficiently, as if they've been cleaning spittoons from the cradle. Three moves is all it takes - one to empty the used sawdust into one bucket, one to swipe a little ammonia around inside the spittoon, one to fill it with fresh sawdust from the other bucket. They work in rhythm, like wind-up toys. And they cover the whole territory, corridors, offices, the johns, through the entire vast warren of the building. And everywhere they go there are cops, cops who take their jobs seriously.

MAX doesn't miss the trolleys that deliver, hefty packets of bills to the tellers, to be stashed neatly

in drawers and locked away.

NOODLES, on the other hand, has his eyes on the cops who are guarding the place. It's pretty clear what each of the boys is thinking about the attractions of this particular locale for an eventual heist.

NOODLES strays from his spittoons long enough to get a general view of the hall from one of the balconies, but he's quickly warned off by the wave of a gun barrel. The cops are obviously more than just decoration.

NOODLES joins MAX downstairs to empty his full bucket and get a refill of clean sawdust. He leans close and whispers,

NOODLES  
It's suicide.

SCENE 143

CAROL'S CAR IN THE STREETS OF MANHATTAN (1933) Interior. Day.

CAROL is at the wheel.

CAROL

Max tells me everything; you know that.

WE see NOODLES, sitting next to her.

NOODLES

Like what?

CAROL

Everything. All your plans. Any harm in it?

NOODLES

Plenty.

CAROL

Don't you trust me?

NOODLES

I think you're capable of almost anything.

CAROL

Like spilling to the cops one of these days?

NOODLES

Exactly.

CAROL

That's just what I was thinking of doing.

She pulls over to the curb. They're parked in front of the Federal Bank, grey and menacing and well-guarded.

CAROL

What chance is there that a crazy thing like this might succeed?

NOODLES

Ask Max.

CAROL

Look, this means suicide for you too, pure and simple. For everyone.

NOODLES

Tell him. I couldn't get anywhere. You got your own methods.

CAROL

They don't work. We don't screw anymore. All he can think about is his project. He talks about tear gas and hostages. He's gonna do it, with you or without you.

She throws her cigarette away and looks NOODLES in the eyes.

Listen, Noodles, you and I have never liked each other. We get along because of Max. This is one time when we could do something together for him. After that, we can go back to hating each other's guts.

NOODLES waits for her to go on.

If you went to jail first, there wouldn't be any bank job.

She tries to gauge his reaction, but his face gives nothing away. She adds,

Actually, it's Max's idea.

NOODLES  
How's that?

CAROL  
He laughs at you. He says  
Eve has cut your balls off.  
He says you wet your pants  
every time you walk past this  
place.

Another nod at the bank.

And that you'd do anything  
to get picked up by the cops  
and not do the job. Is that  
true?

NOODLES looks steadily at the  
bank. His silence answers  
the question.

Then do it! Put him in jail.  
Not for long. Just enough  
for him to get over the idea.  
And if you can't stand being  
away from him, put yourself  
in jail too. You're better  
off there than dead.

She starts the car and adds,

You know what's right better  
than I do. But if you don't  
do it, I will.

She leans over and opens  
NOODLES' door.

Get out. Take a cab, I got  
errands.

He gets out. CAROL closes  
the door and says to him,

Think about it.           Fast.

The car shoots away.

SCENE 144

FAT MOE'S: SPEAKEASY (1933) Interior. Night.

Our sense of deja vu is well-founded; we saw this scene before, when NOODLES dreamed it in the opium den. Now it's in full color, sharp and loud and real:

A little black coffin floats through the darkness.

Suddenly a spotlight hits it, illuminating the scroll that reads PROHIBITION and the four bottles of champagne that serve as candlesticks. It's borne on the shoulders of two waiters through the speakeasy.

A conga-line forms behind it; the band leads the way, playing a

JAZZ FUNERAL MARCH.

PATSY, COCKEYE, and PEGGY lead the sobbing mourners.

His eyes bright, MAX watches them from the sidelines as they snake their way among the tables, lighted only by the candles and little table lamps. CAROL is beside him, anxious and watching.

Other customers join the line as it passes; still others laugh. The ladies toss flowers.

NOODLES sits at the bar, with EVE beside him. She's delighted with the tomfoolery. She turns to NOODLES, but finds him grim and serious, as if sickened by the merriment. Her expression changes; she looks worried for him.

EVE  
What's the matter?

NOODLES forces a smile.

He nods, then looks at his watch.

He drains his glass.

She fiddles with his hair in her usual way.

Then he adds,

EVE gives him a loving look.

EVE is suddenly aware of his seriousness.

NOODLES  
Not a thing.

EVE  
You're not enjoying yourself?

NOODLES  
I gotta be leaving soon.

EVE  
Why'd you accept this job? Why bother with a shipment of hooch when Prohibition is almost over.

NOODLES  
This is the last one. Everyone's selling out. They offered us a good price, so I, said yes.

We'll be gone for a while.

EVE  
I'll wait for you at the hotel. I like it when you come home late and wake me up.

NOODLES  
I won't be home tonight.

Or tomorrow either.



NOODLES shakes his head. She watches him anxiously as he says,

She has more questions, but suddenly all the lights in the place come on. The coffin has been parked on a table set up for the purpose at the back of the room.

Everyone applauds.

MAX leaves CAROL and goes to the center of the room, arms raised, asking for silence.

When he gets it, he says in a loud voice,

The two WAITERS decapitate the champagne bottles and pour out the fizz. Everyone toasts and horses around.

With the help of two more WAITERS, FAT MOE cuts the coffin-cake and hands it out.

MAX gets a refill and moves to PATSY and COCKEYE for a more private, intense, and emotional toast.

EVE

I thought these things only took a couple of hours, like till tomorrow morning at the latest.

NOODLES

No, not tomorrow...or the day after. But I hope you'll wait for me.

APPLAUSE

MAX

Friends! I drink to the sad demise of Fat Moe's Speak-easy. I mean, who the hell wants to drink here legally?

BIG LAUGH

MAX (Cont.)

Boys, let's drink to our last shipment because there's more than just booze on board tonight, there's ten years of our lives. Ten years that were worth living.

They drink.

The toast isn't enough for MAX, who wraps his arms around both of them convulsively, almost hysterically.

Then he lets go and looks for NOODLES. He finds him, sitting at his table, and he lifts his glass to him.

NOODLES stays where he is.

He lifts his glass and barely wets his lips.

CAROL watches them from the bar.

The band strikes up a  
and everyone dances.

EVE looks at NOODLES and picks up where she left off.

NOODLES turns and looks at her.

He cuts off any questions.

She doesn't. Only her eyes try to find an answer. But all he says is,

Noodles.

SNAPPY TWOSTEP

EVE  
How long will I have to wait?

NOODLES  
A year and a half, more or less. Six months off for good behavior.

Don't ask.

I gotta get going.

She reaches out for his hand  
and says tenderly,

He takes his hand away and  
quickly gets up. He crosses  
the room without speaking to  
anyone to the door marked  
PRIVATE.

CAROL follows him with her  
eyes.

Eat, sleep, and button up  
your leopard skin.

SCENE 145

FAT MOE'S: THE OFFICE (1933) Interior. Night.

NOODLES enters, shuts the door, and turns the key. He goes to the phone and dials.

The sound aggravates his nervousness.

Finally someone answers.

TELEPHONE RINGING

HALLORAN (Off)  
Twenty-second Precinct.  
Sergeant Halloran.

NOODLES  
I got a tip-off for you.

SCENE 146

FAT MOE'S: THE SPEAKEASY (1933) Interior. Night.

Like CAROL, MAX too has  
watched NOODLES leave the  
bar.

He finishes his drink and  
goes after him. He finds  
the door to the office  
locked.

He knocks.

After a moment or two,  
NOODLES opens the door.  
He is pale and tense.

SCENE 147

FAT MOE'S: THE OFFICE (1933) Interior. Night.

As he comes in, MAX asks,

MAX  
What's the matter? You  
sick?

NOODLES (Quietly)  
I'm fine.

MAX  
You don't look it.

He puts one foot up on the  
throne and starts to polish  
his shoe with a silk hand-  
kerchief. He looks as if  
he hasn't a care in the  
world.

I been watching you all  
night. You been boozing  
it up pretty hard. You  
get shikker cause you  
ain't got no guts.

NOODLES can't see MAX's face.

NOODLES (Simply)  
I'll go wherever you go,  
Max.

MAX looks up at him.

MAX  
Look, we're just bringing  
in a shipment of booze.  
Even that makes you chicken-  
shit, doesn't it?

He goes back to his shoes, by  
now a couple of black mirrors.  
He sighs.

Noodles, Noodles, maybe  
Fitzy was right. Maybe I  
ought to dump you.

NOODLES turns away from him.

MAX straightens up with a  
howl.

With an eruption of violence,  
he smashes NOODLES on the  
back of the neck.

As he slumps to the floor,  
NOODLES sees MAX raise the  
butt of his gun, his face  
twisted with rage as he  
brings it down on NOODLES'  
head.

CUT.

NOODLES  
You really are crazy.

MAX  
Never say that!

SCENE 148

THE REST HOME: CAROL'S ROOM (1968) Interior. Evening.

CAROL is still in her chair.  
It's getting dark outside, but  
no one has bothered to turn on  
the light.

CAROL'S pallid face is clearly  
visible against the shadows.  
She speaks slowly, as if tired  
to the point of exhaustion.

CAROL  
Max made fools of us,  
Noodles. He set a trap,  
and we both walked right  
into it. He wanted to die,  
I told you he was sick.  
But he didn't want to end  
up in the nut house. He  
wanted to die on the job,  
with a gun in his hand. So  
he gradually got us to  
think about turning him in.  
You and me. When the cops  
stopped the truck, he started  
shooting. There was no need  
to shoot. It was his way of  
killing himself.

NOODLES turns from the window  
and stares at her in the  
dusk.

NOODLES  
What about Patsy...and  
Cockeye?

CAROL  
He didn't give a shit about  
them. But he wanted you to  
stay alive. He didn't want  
you involved in the suicide.

NOODLES looks out the window  
again. Now he too sounds  
tired.

NOODLES  
Suicide.



## SCENE 149

THEATER (1968) Interior. Night.  
 DEBORAH as Cleopatra - ornate,  
 majestic, robed in funereal  
 black, her face is the only  
 spot of light on the vast  
 stage, a tragic mask in the  
 Egyptian night.

Her maid, IRAS, lies dead at  
 her feet, and she weeps over  
 her.

She takes the asp from a  
 wicker basket.

NOODLES is in the front  
 row, listening intently,  
 like those around him caught  
 by immortal poetry and a  
 superb performance.

Deborah presses the snake to  
 her breast.

DEBORAH

This proves me base.  
 If she first meet the curled  
 Antony,  
 He'll make demand of her, and  
 spend that kiss  
 Which is my heaven to have.  
 Come, thou mortal wretch...

With thy sharp teeth this  
 knot intricate  
 Of life at once untie. Poor  
 venomous fool,  
 Be angry and dispatch...

CHARMIAN

O Eastern star!.

DEBORAH

Peace, peace!  
 Dost thou not see my baby at  
 my breast  
 That sucks the nurse asleep?

She takes another asp from  
the basket and brings it  
to her breast.

DEBORAH (Cont.)  
What should I stay -

She falls back gently, as if  
in sleep. Not the death of  
a great actress, but the  
death of a queen.

SCENE 150

BACKSTAGE (1968) Interior. Night.

Two STAGEHANDS carry a piece of scenery past the CAMERA, revealing NOODLES as he waits outside DEBORAH'S dressingroom.

The theater is quieting down for the night. The actors are leaving; the stagehands are setting up for tomorrow's performance. TWO OF THEM carry the royal throne from the final scene to its storage place near the dressingroom door.

The door opens and DEBORAH'S MAID appears, an elderly woman with grey hair. She sees NOODLES.

MAID  
Come in.

NOODLES nods and slowly goes into the dressingroom.

SCENE 151

DEBORAH'S DRESSINGROOM (1968) Interior. Night.

NOODLES goes through the little anteroom to the door of the ample dressingroom of the star.

She's standing there, silent in the middle of the room, without her crown and wig but still wearing her make-up and her robes.

Seen close to, the make-up is a heavy mask that preserves Cleopatra's tragic intensity here away from the stage.

NOODLES stands looking at her.

There is a long silence, a silence thick with tension.

NOODLES is the first to speak, afraid if he doesn't that perhaps she'll stand like that forever.

NOODLES

Hello, Deborah. No words of welcome?

DEBORAH

I don't know what one says after more than thirty years.

NOODLES

Disappearing has always been an old habit of mine.

DEBORAH

This time I never thought I'd see you again.

NOODLES keeps staring at her, scrutinizing her, weighing her words and her reactions.

At last she seems to come alive. She goes towards the liquor table.

She pours out a stiff dose. Her hands shake a little. She takes a sip, then addresses the MAID, who is busy behind a big screen.

The MAID gets the picture.

Taking a costume that needs mending, she goes quietly out.

She hesitates a second. Then,

NOODLES

This time you could easily have said you didn't remember me.

DEBORAH

Actresses have good memories.

A drink?

NOODLES

No.

DEBORAH

I'm going to have one.

Margot, I don't need you for now.

MAID

All right, miss.

NOODLES

Miss. You never got married?

DEBORAH

No.

NOODLES

You live alone?

DEBORAH

No.

She puts her glass down on her dressing table and sits, facing the big mirror with its rings of lights. She starts to arrange her hair.

NOODLES watches her in the mirror. She continues her apparently aimless questions.

DEBORAH (Cont.)  
Where've you been?

NOODLES  
Away. Far away.

DEBORAH  
When did you get back.

NOODLES  
A few days ago.

DEBORAH  
Staying?

NOODLES  
It depends.

She pauses with her hairpins to ask,

DEBORAH  
Why did you want to see me?

NOODLES  
Two-reasons. First, to see if you'd done the right thing by leaving me to become an actress.

DEBORAH  
Well?

NOODLES  
You did. You're fantastic.

He turns, to look at the huge poster on the wall - DEBORAH as Cleopatra. Beneath the photo, the most famous lines from the play:  
 AGE CANNOT WITHER HER, NOR  
 CUSTOM STALE HER INFINITE  
 VARIETY.

For the first time, DEBORAH has a trace of a smile.

She begins to wipe it off.

She takes a long swig of her drink.

DEBORAH keeps her sudden interest hidden.

NOODLES (Cont.)

It's as if it was written for you. "Age cannot wither her..."

DEBORAH

That's because I've still got my make-up on.

NOODLES

No. You made a pact with the Devil.

DEBORAH

Sure. I sold my soul for eternal youth.

The other reason?

NOODLES

You asked me if I was staying. I said it depends. It depends on whether or not I accept an invitation to a party tomorrow night.

DEBORAH

A party?

NOODLES

Out on Long Island. Senator Bailey's place.

She freezes for a moment.  
She has trouble keeping her  
voice steady.

DEBORAH  
You know Senator Bailey?

NOODLES  
No. But he sent me an invi-  
tation anyway.

He takes a little card from  
his pocket and props it up on  
the dressing table in front  
of her. It's an engraved  
invitation with NOODLES'  
name added by hand.

CHRISTOPHER BAILEY OF THE  
UNITED STATES SENATE HAS THE  
HONOR TO INVITE MR. DAVID  
AARONSON, SATURDAY THE ELE~  
VENTH OF JUNE 1968 AT NINE  
IN THE EVENING. BLACK TIE.

DEBORAH reads it without say-  
ing anything.

After a moment, she asks,

DEBORAH  
If you don't know each other,  
why did he invite you?

NOODLES puts the invitation  
back into his pocket.

NOODLES  
I thought you might know.

DEBORAH  
Why me?

She goes on with her work.

NOODLES  
Because you know him.

She stops. And doesn't answer.

Someone knocks at the dressing-  
room door.

KNOCK



The voice of a young man  
DAVID - answers.

NOODLES notices DEBORAH'S  
evident alarm.

NOODLES studies DEBORAH for  
a moment, then gets back to  
business.

DEBORAH tries the defensive.

NOODLES turns tough.

DEBORAH loses her self-control.  
Her voice rises hysterically.

He grabs her by the wrist and  
holds her tightly.

DEBORAH  
Yes?

DAVID (Off)  
It's me, David. I came to  
give you a lift. Can I come  
in?

DEBORAH  
No, wait, David. Wait for  
me. I'll call you.

DAVID (Off)  
Right. I'm outside.

NOODLES  
So, what does Senator Bailey  
want from me?

DEBORAH  
You came here to ask me that?

NOODLES  
Why did he send me that invi-  
tation?

DEBORAH  
I don't know! I don't know!  
Why should I know about your  
invitations? What do you  
want from me? Why did you  
come here? I know nothing...  
nothing...

NOODLES

Right now you're a lousy actress.

She pulls away.

DEBORAH

Every performance has three sides to it - mine, yours, and the truth.

NOODLES

Who is Senator Bailey?

DEBORAH's voice is toneless.

DEBORAH

He's a successful Businessman. He started out as a poor immigrant, then made a lot of money in San Francisco and Los Angeles, where he's lived for more than thirty years.

NOODLES

I already know that. It's in "Who's Who" and all the newspapers. What else?

DEBORAH

He married a wealthy woman who died after their son was born. A few years ago he went into politics and moved here. Now he's in trouble.

NOODLES

So much for his life in public. What about his private life?

DEBORAH

It takes a delicate conscience to be a biographer.

NOODLES

Is that why you can't bring yourself to tell me that you're his mistress and that you've been living with him for fifteen years?

The tension seems to drain from her. She looks suddenly tired. She turns to look at herself in the mirror. After a long pause, she says,

Her eyes plead with him.

He gives her a long, hard look.

She bows her head. Then she too becomes hard and challenging.

He turns slowly and goes to the door. She tries to stop him with one last gesture.

But he opens the door.

DEBORAH

Age can wither me, Noodles. We're both old. All we have left are a few memories. If you go to that party, you won't even have them any more. Tear up that invitation. There's an exit behind the screen. Use it, and don't look back.

I'm begging you, Noodles.

NOODLES

Are you afraid I'll turn into a pillar of salt?

DEBORAH

If you go out that door, yes.

SCENE 152

BACKSTAGE (1968) Interior. Night.

NOODLES stops on the threshold of the dressing room, as motionless as Lot's wife in her salty state. DEBORAH appears behind him, anguish in every feature.

Sitting on Cleopatra's throne, a leg thrown over one arm, is MAX - MAX as he was thirty-five years ago, though now his blond hair reaches his shoulders.

He turns towards the open door and waves to DEBORAH with MAX's same smile. But NOODLES looks so grim and DEBORAH is so obviously upset, that the boy's impulse quickly fades. He doesn't get up.

DEBORAH introduces him, her voice a mere whisper.

DEBORAH

This is the son of Senator Bailey. His name is David. The same as yours.

A long pause.

Then NOODLES moves away, staring straight ahead.

The BOY watches him go, puzzled as he disappears into the darkness.

Then DAVID turns to look at DEBORAH.

SCENE 153

THE GARDEN OF SENATOR BAILEY'S HOUSE (1968) Exterior. Evening.

THE SENATOR - MAX - stands at a window in an upper floor of his house on Long Island, Perhaps the reflections on the glass muddy the image, but he looks old and tired, much more changed over the years than Noodles. His eyes are bright and anxious as he scans the spacious grounds of the house.

Lanterns and flares light the elaborate gardens, the walks and roadways, and the path that leads down to the wharf and the sound. A party is going on in this spectacular setting; the grounds are full of people, and more are arriving: handsome women in smart gowns, gents in tuxes, military officers in full dress. The Establishment s'amuse; cordial handshakes, formal hand-kissing, slaps on the shoulder, greetings across the crowd. Waiters circulate with drinks and food; buffet tables are scattered lavishly across the lawns. And hidden speakers bring the music played indoors by the orchestra out to the party-goers.

SOFT MUSIC

The elegance, the sophistication, and the luxury are, all real; for once, all that glitters is gold. And the guests circulate through the gardens and the pavillions, around the pool and down to the sea, with the conscious satisfaction of the very very rich.

MAX sees DEBORAH in the crowd, dazzling as ever, surrounded by admirers.

DAVID is there too, with a gang of young friends.

Suddenly, MAX pulls back from the window.



SCENE 154

SENATOR BAILEY'S STUDY (1968) Interior. Evening.

MAX comes away from the window and crosses the huge, dark room. The walls are panelled in oak; the gilded bindings of the complete works of everyone gleam from the bookcases; the windows are shrouded in heavy velour; the rug is a Chinese masterpiece; and a Lautrec hangs over the mantle.

MAX passes an armchair where another old friend sits - JIMMY O'DONNELL, the former knight in shining armor, now in evening clothes and carrying a cane instead of a lance.

MAX goes to his desk, a slab of satiny walnut beside which stand the monitors of an internal television circuit. He snaps on one of the four screens and sees the same view he saw from the window. Another screen shows the gates of the main driveway, where more guests are arriving. The remaining two give us glimpses of the interior of the house - spacious salons where guests mingle and chat.

JIMMY watches for a moment, then says,

JIMMY

I've got to admit that this party was a good idea, Senator.

MAX sits at the desk as JIMMY continues.

It's like saying, I may be up before the committee in five days, but my conscience is clean. The most important people in New York are my guests. It will be a night

to remember.



JIMMY hauls himself up and limps over to the bar for a drink. He rejects the insinuation.

He nods towards the screens.

JIMMY goes back to his chair. He picks up a briefcase from the floor beside it.

He puts the case on the desk and takes out papers and documents, and a couple of ledgers.

MAX  
Especially if the house blows up. Where are you putting the next bomb? In the freezer or in the can?

JIMMY  
You're out of your mind. You can't even think straight any more. There's a waiting list of people who'd like to send flowers to your funeral.

I could point out ten of them right now, if you want me to.

MAX  
Fine. But nobody wants to read my obituary in front of the commission as much as you do, you and the union.

JIMMY  
We just want to get out of this clean and legal.

MAX  
I've heard these lyrics before.

JIMMY  
There are still a few developments that need to be seen to.

Everything's as we agreed. I had my lawyers draw it up. All you have to do is sign.

MAX glances over the papers.

MAX (Ironically)  
My last wishes, huh?

JIMMY (Staring)  
I don't think you're in a position to express any wishes.

MAX flips through the papers.

MAX  
Everything goes, eh?

JIMMY  
Twelve per cent is put aside for your son. We're not ingrates. You don't have to worry about him.

MAX  
Unless I don't sign, huh?

JIMMY says nothing; his face is a blank.

But MAX isn't quitting. In a sudden outburst of anger, he slams a fist down on one of the ledgers.

In twenty-five years, I've helped you make a fortune, you and the rest of the assholes.

JIMMY keeps cool.

JIMMY  
It was a reasonable arrangement between labor and management.

MAX  
Two per cent for them and forty for you. You defend them and you screw them. It's been the story of your life. Does anybody believe in you any more?

JIMMY

Everyone, But nobody believes in you. Because I've avoided making mistakes and you haven't. Ambition is what did you in, Senator. You're stupid, and, unfortunately, you're also in the way.

MAX grabs JIMMY by his lapels, ready to hit him.

JIMMY doesn't react. He gives MAX an icy look and says,

MAX catches sight of NOODLES in the screen that shows the gate, showing his invitation to one of the servants.

MAX lets go of JIMMY and pushes him away.

He turns to the desk and quickly signs the papers, as JIMMY straightens his tie. MAX tosses down the pen.

He sits in front of the monitors.

JIMMY gathers up the papers, stashes them in his briefcase, and goes out without a word.

MAX answers.

JIMMY

Why don't you take care of this yourself, Max? I'd be very happy for you if tonight, during all the noise of the party, I heard a shot.

MAX

Maybe you will.

Now get out of here.

INTERCOM

MAX

Yes?...Show him up.

He turns back to the monitors,  
where he sees:

In one, NOODLES crossing through  
the main livingroom in the wake  
of a butler.

In another, a closer shot of  
NOODLES as he stops for a moment  
to look at David, who is busy  
receiving more guests. Then  
NOODLES disappears.

Back to the previous monitor,  
where NOODLES follows the  
butler up the stairs.

Then to the next, where DEBORAH  
suddenly appears, watching  
NOODLES with tragic, anxious  
eyes.

Another look at NOODLES as he  
mounts the stairs.

MAX watches a moment or two  
more, then gets up and goes  
to the window. His back is to  
the door. He stands motionless,  
looking down into the garden.

SCENE 155

THE GARDEN (1968) Exterior. Evening.

From MAX's point of view, we see DAVID, youthful and exuberant, ducking away from an elderly lady who has blocked his path and going to join a group of young people, where he bends to kiss the shoulder of a pretty girl.

Then, as if he felt his father's gaze, he looks up towards the window and gives an affectionate wave.

SCENE 156

SENATOR BAILEY'S STUDY (1968) Interior. Evening.

MAX smiles affectionately back and waves. Then his face turns tense again.

He hears the door open behind him and the BUTLER's voice:

BUTLER (Off)  
Go right in.

The door closes.

MAX waits without turning around.

There's a long silence.

Then, still not moving, MAX says,

MAX  
What are you waiting for?  
Come in.

NOODLES (Off)  
For what purpose, Mister  
Bailey?

MAX turns slowly and looks at NOODLES, who still stands by the door.

They gaze at each other in silence over the span of forty years.

MAX gives a slight smile.

MAX  
Huh! Do take a seat, Noodles.

NOODLES (Coming forward)  
Thank you.

MAX gestures to a large leather armchair at the head of a dark mahogany conference table.

MAX

I'm glad you accepted my invitation.

NOODLES

I was curious. I've never seen so many big-wigs up close.

MAX

Usually the rats desert a sinking ship, but in my case, they're flocking on board.

NOODLES

Yes, I read in the paper that you've got your troubles. But then...

His eyes flick over the Lautrec and the rare editions.

MAX has gone to the bar and filled two glasses.

He suddenly stops. In a mirror, he catches sight of NOODLES slipping one hand inside his jacket.

But instead of a gun, he pulls out the invitation and holds it up.

MAX finishes at the bar and comes to NOODLES. He puts one of the drinks down in front of him.

He's beginning to get nervous.

...when you get to the top, there are certain responsibilities...certain risks.

Why did you ask me to come, Mister Bailey?

MAX

The invitation doesn't mean a goddamn thing. All that counts is what was in that suitcase.

NOODLES

There was a note, something about a job. But it didn't say who I was supposed to...

MAX

Haven't you figured it out?

NOODLES

You, Mister Bailey?

MAX barely nods.

I haven't had a gun in my hand for many years. My eyes aren't what they used to be, even with glasses. My hand shakes sometimes. I wouldn't want to miss, Mister Bailey.

MAX flares up.

MAX

Cut the comedy, Noodles. I'm already dead. I'll never make it to the investigating committee; they're afraid I'll implicate all of them. They'll get rid of me first. Any day now.

His tone and expression change. He sits at the other end of the table and looks searchingly at NOODLES.

So do it, Noodles. I can accept it from you. At least let me settle the debt I owe you.

NOODLES looks at him and says nothing.

MAX takes a gun from his pocket.

I found out where you were. I made you come here for this...to even up the score.

He slides the gun towards NOODLES across the mirrored surface of the table.



Then he points to a little door set into the woodwork.

MAX (Cont.)

You can get out through there. It leads down to the street. No one'll see you.

NOODLES' eyes drop to the gun.

And out of nowhere, or perhaps out of his deep font of nostalgia and regret, the joyful images rise like flowers or the twirling figures of a waltz.

SCENE 157

MONTAGE OF MEMORIES. VARIOUS LOCATIONS.

THE MUSIC OF COCKEYE'S  
FLUTE.

MAX arrives on the over-  
loaded wagon...

MAX and NOODLES as boys,  
on a ride at the amusement  
park, laughing and shouting  
as they push each other and  
swing and tangle the chains  
and fly up into the air...

MAX, naked as he dives in  
among the colored balloons  
rising from the sea...

Then, in a sharp, sudden con-  
trast:

a corpse, disfigured, to the  
point of unrecognition, stretched  
out on the street in the snow.  
A cop covers it with a sheet. A  
jet of water washes the blood  
from the pavement...

SCENE 158

SENATOR BAILEY'S STUDY (1968) Interior. Night.

NOODLES looks up from the gun.  
His eyes meet Max's.

MAX looks incredulous. He  
speaks in a crescendo of  
grief and frustration.

NOODLES makes no sign of  
remembering anything.

NOODLES gets up and starts  
slowly for the little door  
in the woodwork.

NOODLES (Calmly)  
I don't know what you're  
talking about, Mister  
Bailey. You don't owe me  
anything.

MAX  
I ruined your life, Noodles.  
For forty years, I've let  
you think you got me killed.  
Your eyes were too full of  
tears to see it wasn't me  
lying burned up on the  
street. And you were too  
confused to realize that the  
cops were in on it too. That  
was Combination territory,  
Noodles.

NOODLES  
You must be crazy, Mister  
Bailey.

MAX  
You said that once before,  
Noodles. I was never saner  
in my life. I took your  
whole life away from you;  
I've been living in your  
place. I took everything -  
your money, your girl...  
What are you waiting for?

NOODLES

It's true, I've killed people, Mister Bailey. Sometimes to defend myself... other times I was hired. A lot of people came to us: business rivals, partners, lovers. Sometimes we took the job, sometimes we didn't, Your case was one we never would have touched, Mister Bailey.

MAX looks at him in dismay.

MAX

This is your revenge, isn't it, NOODLES?

NOODLES slowly shakes his head.

NOODLES

No. It's just that there's also my side to it, my story. It's a lot simpler than yours. Many years ago I tried to save a friend of mine by turning him in. He was a very close friend. Things worked out bad for him and for me.

He opens the little door, but turns back before going out.

I hope the investigation turns out good for you. It'd be a shame if you'd worked for all of this for nothing. Good night, Mister Bailey.

He goes out. The door closes behind him.

MAX is alone.

SCENE 160

CHINATOWN (1933) Exterior. Sunset.

It's not longer the night of Senator Bailey's party. It's the third of December, 1933, the night Prohibition went out for good. And the street is no longer a shady boulevard in a ritzy residential section, but Chinatown, where the young NOODLES ambles along through a crowd of frantic drunks.

He's unshaven, his eyes are rimmed with red. Under his arm he carries the newspaper that announces the deaths of his friends.

He looks destroyed.

People bump into him, offer him a drink. A game of ring-round-the-rosy catches him in the middle and blocks his way.

Moving like a robot, he tries to free himself from his captors, who take him for just another drunk, and laugh and mock him.

Once rid of them, he avoids a sailor and his girl who try to drag him along with them. He finds a door, opens it, and slips inside, leaving behind chaos, excitement, and delirious happiness.

SCENE 161

SHADOW PUPPET THEATER (1933) Interior. Sunset.

The drowsy rhythms of the gamelin greet him. There are only a few spectators in the Chinese theater, some sleeping, some staring dully at the white screen where Rama and Ravana, in elegant outline, act out their formal struggle of good and evil.

NOODLES heads up the narrow stairway at the back of the room, to the opium den upstairs.

SCENE 162

OPIUM DEN (1933) Interior. Sunset.

The old CHINESE LADY greets him.  
In a moment he's stretched out  
on a mattress and dragging deep  
on a long-stemmed pipe.

He holds the smoke in his lungs  
for a long time before letting it  
spiral out and up towards the  
ceiling. The smoke is harsh and  
kind and cleansing. It wipes out  
memories, strife, mistakes...  
and Time.