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 drovers and lifts the hat from over his eyes to see his face. The drower 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 rumpled, 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-sharp visions.

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 reborn 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...
SCENE 5

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 realistic. 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 tousleed hair.

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

He nods to the others.

NOODLES sizes them up. Then he says,

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

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

PASQUALE
Me, I'm Pasquale Monaldi.

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

NOODLES
You know my name.

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.

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.

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,

CARMINE  
Get him some clothes.

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

Where you keep these funds?
NOODLES gets up and starts to strip.

CARMINE
Where you keep the key?

NOODLES
Give me a guarantee.

PASQUALE intervenes from the sidelines.

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

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.
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

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, pasting 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 speakeasy.
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,

Then, as if tasting gasoline again,

Without asking permission, he goes to the bar.

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

And NOODLES adds,

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.

NOODLES
He just pours the drinks.

I could use one.

Make it four, Fats.

SAL
Doubles.

NOODLES
Private stock.
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,

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CARMINE
Stay here.
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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

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

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.

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.

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

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,

You need money?

NOODLES
I got more than I need.

The CAMERA zooms in on the keys.

FAT MOE adds, noncommittally,

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 unshaven, 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 CHRISTMAS 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

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

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 Chevvy. 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 revery.

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

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

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.
He gives NOODLES a smile and adds,

NOODLES follows him to a side door.

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

Come with me.
SCENE 18

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.)

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

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

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

When NOODLES says nothing, he feels impelled to add,
The SECRETARY examines the letter as if something about it disturbs him.

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

NOODLES
No.

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

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

The CAMERA pans back to reveal the whole sign: FAT MOE'S - and, underneath, also in light that flickers and throbs: DRINKS AND SANDWICHES. A couple of the letters 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 disaster. 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, dropping 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 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

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.

NOODLES
I brought back the key to your clock.

That's the password. The door closes and opens again right away. FAT MOE sways back to let NOODLES in.
SCENE 22

NOODLES slips past him with his suitcase and goes into the lunchroom. 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.

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

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.

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

FAT MOE
Noodles...

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

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

FAT MOE
When did you get back?

NOODLES
Today.

A pause. Then -

FAT MOE
How come?
NOODLES stares at him.

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.

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

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

NOODLES
They got in touch with me.

FAT MOE
Who?

NOODLES
You don't know?

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

FAT MOE
Who's this Robert Williams?

NOODLES
Right here.

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.

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.

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.

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.

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.
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.

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

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

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

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...
...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 Windexxed, glancing off the clutter of brooms, mops, and buckets, trunks and crates, empty bottles, and, on the walls, posters that have gone into retirement, 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 ceiling.
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.

I got my elocution lesson.

She stops twirling and goes to take off the record.

FAT MOE steams out and shuts the door.

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

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,

DEBORAH
I'm going, tateh.

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

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

DEBORAH holds her own in spite of the pain.

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

NOODLES
Who you calling a cockroach?

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

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

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.

MONKEY
Get a wiggle on.

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

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.

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

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 jacket 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.
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!
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.

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,

(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.

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 hall-way 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 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

The BOY is slapped awake and starts screaming.

NOODLES pins him to the cot.

He pounds his BROTHER in the belly.

NOODLES stops.

NOODLES' FATHER (Off)

INSULTS IN YIDDISH

BROTHER
No! Aiee! No!

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

BROTHER
No, I didn't do it, I swear to God.
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 tefillin), 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?
He nods towards the other room.

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

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

He slams out the way he slammed in.

MOTHER
Boyleleh, you're a Godless child.

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

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, mammeh. For you, and for him, too.

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.
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.

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

NOODLES looks at his crotch.

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.
That kills the mood. NOODLES lets go.

PEGGY
You going or staying?

She ups her skirt and drops her undies and sits.

NOODLES pulls his pants up and goes, slamming the door with a disgusted kick.
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
What can we do for you?

NOODLES
The shikker.

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 glassware, 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.

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.

NOODLES
His granpa.

WHITEY
Have him stop by the precinct.

NOODLES
He's dead.

MAX is ready with convincing details.

MAX
In Wierzbnik, Poland.

WHITEY pockets the watch.

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

The PATROLMAN starts away, MAX turns to NOODLES.

MAX
Req-what?

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

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

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.

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

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

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

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.

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.

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.
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

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

DEBORAH'S waiting for him by the gramaphone, 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.

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..."

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

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

...in socks that stink to high heaven.
Then back to the text:

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

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

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.
SCENE 49

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.
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.

MAX barely turns his head and goes on polishing.

NOODLES moves to him, curious.

MAX tosses away the newspaper and says with a snicker,

NOODLES sees red, but MAX explains,

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

NOODLES
Hey!

MAX
Oh!

NOODLES
You been here long?

MAX
Nope.

NOODLES
You go inside?

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

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.

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

Then I'll introduce myself. Pardon the glove.

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.
They do a thorough dob, 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.

BUGSY
Just my usual seventy per cent.

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

MAX
Yeah, for yours too.

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.

I swear to God I'm gonna get him.

NOODLES is all for it, but more cautious.
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
You can't walk?

NOODLES
I don't know.

MAX
I can.

I'll help you get home.

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

MAX
Mine too.

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.

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

PEGGY Gimme another bucket of water, ma.

The news makes PATSY happy.

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

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.

PEGGY What do you want?

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

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

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)

The magnesium flash, with its accompanying 

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 shackles his ankles.

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

Nice goin', Fartface. And on duty too.

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, 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 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)
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)
Gevait 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

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

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 newsprint.

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:

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.
FRED is naturally dubious.

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

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.

The BOYS laugh. AL addresses them all.

MAX shrugs and starts to go.

FRED is skeptical but curious.

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 shipment, Capuano.

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

AL
How? You got a submarine?

DOMINIC gets mysterious.

DOMINIC
We got salt.

FRED
You got what?

PATSY is just as cryptic.

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

MAX points to NOODLES' noodle.

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.

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.

The BOYS all cross their arms.

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

AL
So?

DOMINIC
Keep-a you shirt on, Capuano.

NOODLES
We gotta wait for the salt to dissolve.
SCENE 61

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.

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.

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:

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?

Before the others can answer, DOMINIC raises his hand.

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.

NOODLES moves the question,
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.

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.

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

MINI-MARCH.
SCENE 63

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!

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.

A COUPLE OF SHOTS
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

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

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

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

"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 inscription 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.

NOODLES nods.

NOODLES shakes his head no. The GARDENER has doubts.

NOODLES reaches for his wallet.

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

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

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.

WOMAN We prefer to call them "havens." We find it more comforting.
NOODLES turns to the inscription.

"Errected to their everlast-ing memory by their friend and brother David Aaronson - Noodles - 1967. It was just built.

WOMAN
You know Mr. Aaronson?

I don't believe I know your name.

NOODLES
Williams.
Robert Williams.

WOMAN
The gardener let you in?

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.
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?
"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...

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.

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

Many are doing it nowadays.

Think about it, Mr. Williams.

He smiles.

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

The limousine starts forward.

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

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

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

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 servility and says,

MAX
Lemmea help you, boss.
Your carriage awaits.

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

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.

NOODLES
You're looking better.

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

NOODLES stops by the hearse, nonplussed by the open coffin 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
Forget it. It's your mazuma. I got it all down in black and white.

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

We got a little snatchin' to do right now. Business before pleasure.

A fuckin' tragedy.

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

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

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

He climbs inside and beckons NOODLES to follow.

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

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.

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

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

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

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

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 POP TUNES OF THE PERIOD.

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 MINI-MARCH,

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.
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.

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!

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

He pretends to pass out.

Everyone

LAUGHS.

MAX

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

He starts through the crowd, beckoning the others to follow him.
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.

You remembered.

NOODLES looks hopeful.

She lets him hope for a moment, then says,
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...

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
Did he have to bend your arm?

She glances over at MAX, whose impatience is obvious.

NOODLES sounds a little rueful.

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

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!
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.

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

So this is Noodles.

Welcome home, sonny.
FRANKIE (Cont.)
They're all here, the four horsemen of the Apocalypse. Did you happen to see that movie, Joe?

JOE shakes his head; he ain't interested.

FRANKIE introduces him with a courtly gesture of the hand.

Boys, I want you to meet Joe. He's come alla 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's mind is on his food.

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

He looks up at the BOYS and asks,

NOODLES is paying close attention.

They in the family, Frankie?

A hand to his heart, he adds,

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?

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 run-way, 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.

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

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

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

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-smackiiag and eye rolling.

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

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

PATSY
So do I.

COCKEYE
Gastritis.

NOODLES
Colitis.

PATSY
Flebitis.

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

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

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.

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.

JOHN is a little nervous.

MAX and NOODIES cast a few side-
long glances, just to see what
they can see. JOHN looks res-
pectable, even natty, but he's
wall-eyed and nervous and keeps
wiping his hands on a handker-
chief.

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 HUM OF VOICES, 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.

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?

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.

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 hose 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.

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.

VAN LINDEN wags his loose jaw bone.

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.
She gets wild.

COCKEYE is helping PATSY wrap up the CLERKS. He eggs NOODLESON.

CAROL squirms and screams.

NOODLES gives her a good one, right in the chops. CAROL screams again -

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

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 pot-shots 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

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

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,

NOODLES
Why didn't you tell me?

MAX thinks a moment before answering.

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:

MAX
Think it over, Noodles. They're gonna make us a definite offer. There's a lot in it for us.

NOODLES slams to a stop near a little wooden bridge. He turns and looks MAX square in the eye.

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 returns his look for a moment, then smiles.

MAX
All right. Let's forget it.

His eyes flick to the bridge and the calm waters of the lake.

A swim?

NOODLES
Yeah.

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.
SCENE 93

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
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
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.

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 Christ-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

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

We're looking at the scene of the crime on the TV set stuck up in a corner of FAT MOE's.

NEWSCASTER
...cost the life of District Attorney Robert Lister, as he was leaving the Long Island home of Senator Bailey.

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.

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...

On the screen, we see the law office of ALEXANDER CONTINI who is present, along with an INTERVIEWER.

...his legal advisor, Alexander Contini.

The LAWYER's name (with a P. in the middle) appears at the bottom of the screen.

INTERVIEWER
Mister Contini, District Attorney Lister is the second witness in the Bailey scandal to lose his life by sudden and violent means. (Cont.)
INTERVIEWER (Cont.)
As you know, the first was Thomas Finney, Under-secretary of Commerce, who fell to his death from his fifteenth-floor office only a month ago.

We see a shot of Finney's body, crumpled on the sidewalk.

Do you feel there's a connection between these two deaths?

CONTINI
The F.B.I. is looking into it. Ask them.

The police cover Finney's body with a sheet, as the gapers gape.

FAT MOE comes over and sits beside NOODLES.

FAT MOE
Did you know those guys?

NOODLES shakes his head.

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.

The camera is back on CONTINI.

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?
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.

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.

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.

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.

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 VENTRILLOQUIST 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 PATS 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 VENTRILLOQUIST and his
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 APPLAUSE and another bow from the PERFORMERS.

JIMMY addresses the VENTRILOQUIST.

The VENTRILOQUIST looks blank. The DUMMY clamps his jaw shut like a nutcracker, tilts his head to one side, and moans.

The crowd loves it.

JIMMY
Now you gotta get back to work, over on Broadway, right?

DUMMY
Ooooh!

LAUGH

JIMMY
All the big shots'll come to see you on Broadway. Maybe even some of the shareholders in this factory.

HOOTS AND JEERS

from the crowd and from the DUMMY too.
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 defend ourselves!
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 introduces the BOYS with a casual air that doesn't hide his insecurity.

FITZ
Jimmy, these are the friends I mentioned to you.

FITZ assumes a tone of time-tested patience.

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...

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.

FITZ
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.

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 MACHINE GUN FIRE reaches them from somewhere in the factory.

They all turn towards the sound.
SCENE 103

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

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.

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.

AIELLO
Stay where you are. Keep-a you shirts on.

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.

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 Listen to me, kid. We just wanna sen' you home. So why don' you go home before I gotta lock you up?

JIMMY We're fighting for our jobs and for our pay.

AIELLO ignores him.

CROWNING You can't blame management for the Depression.

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?
After five daughters, he had a son born yesterday. They gave the kid five hundred shares in the factory as a birthday present.

Men, listen to me. I've just come from the board of directors. I've been authorized to present you their offer.

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 -

No, kid. Warn you buddies to lay off and go home like good boys to their wives and sweethearts.

You do that, or we get out the hoses and the tear gas.
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
On your butts!

JIMMY turns to the workers and gives an order in a strong, sure voice.

And he shows them how by sitting on the floor.

The workers follow his example.

AIELLO's rage breaks out.

He turns to his men.

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 around 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
Excuse me, doctor, I've got to get on with the babies' breast-feeding.

MISS THOMPSON
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.
AIHELLO goes up like a skyrocket.

AIHELLO answers with a shout.

He turns pale, petrifies, and sweats, all at the same time.

MRS AIHELLO sags back against the pillows in tears.

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 ass-hole. 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.)
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.

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.

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.

PEGGY
Let's settle up, fellas. It's Saturday.

As he drifts towards a wall alive with nymphs and satyrs, COCKEYE says,

COCKEYE
Settle, shmettle. I'll take it out in trade.

He bends down to look through a peep-hole in the wall.

Through, it he sees:
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 everyone 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!

The one by the Victrola.

NOODLES
Who the hell is that?

MAX (Scandalized)
You don't remember? And you knew each other so well.

COCKEYE gives his impersonation, moaning and biting his lips.

COCKEYE
Hit me! Hit me, you beast, I love it! Oooh!

It all comes back, NOODLES slams a fist against his forehead and swears.

NOODLES
That bummerkeh! Gevalt! That Detroit cock-squasher!

PATSY makes a dash for the peep-hole, as MAX says to PEGGY,

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.

PEGGY looks through the peep-hole.
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-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,
NOODLES roughly shoves her hand away. He goes to get his topcoat from an armchair, along with a white silk scarf. He puts them on and says to CAROL,

He turns to the others.

He goes.

CAROL
So we'll make it a foursome.

NOODLES
I'd push your face in if I didn't know you'd like it.

See you, fellows.
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

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.

The cap goes back on.

The CHAUFFEUR speaks with a German accent.

NOODLES holds out a bill.

How much is it going to set me back?

CHAUFFEUR
Fifty dollars.

NOODLES
I'll make it a hundred.

CHAUFFEUR
Thank you, sir.

NOODLES
Smoke?

CHAUFFEUR
Not on duty, sir.

NOODLES eyes his black uniform, his boots, his cap.
NOODLES is sympathetic.

(Note: The word is pronounced YEED; otherwise it is offensive and insulting.)

NOODLES laughs. Then he asks,

NOODLES tries to loosen him up.

He beckons to a little BLACK KID who's selling gardenias, and picks one out while the CHAUFFEUR talks.

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
I'm a Yid myself.

CHAUFFEUR

NOODLES
You don't approve?

CHAUFFEUR
It's your business.

NOODLES
Come on, let's hear it.

CHAUFFEUR
I can't say. You take the Italians. They look up to their Mafia, their godfathers. With Jews it's different.
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 you're 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

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 topcoat.

The MAÎTRE 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 MAÎTRE smiles and waits.

DEBORAH looks questioningly at NOODLES.

He whispers in her ear,

DEBORAH gives him a sweet smile and picks a table by the window, where she can look out at the sea.

NOODLES
Take your pick.

You said you'd like to eat by the seashore. It's off-season; these places are closed. So we opened one especially.
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.

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.

The MAITRE realizes he's dealing with a classy dame.

MAITRE
Dessert?

DEBORAH
I'll think about that later.

The MAITRE turns to NOODLES.

NOODLES reddens.

MAITRE
Monsieur?

NOODLES (Abruptly)
The same for me.

The WAITERS hustle off, and the MAITRE steps aside for the SOMMELIER, wearing his tate-vin like it was the Hope diamond.

DEBORAH puts her gloves into her glass.
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... Maybe 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?

DEBORAH
I want to get where I'm going.

NOODLES
Where's that?

DEBORAH
To the top.

NOODLES
You sound just like Max. The two of you, you're both alike. That's why you hate each other.

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.

NOODLES looks surprised, then remembers the joke and takes it up.

DEBORAH lets her anger flare for a moment.

You dancing?

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

A wide Persian carpet is spread out on the sand, and nearby, grouped among the dunes, the orchestra plays 

AMAPOLA.

The stars in the black sky are numberless. A soft wind lifts the long aprons of the two WAI-TERS standing by with the cham-pagne.

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, talk-ing so quietly his voice is lost now and then under the murmur of the waves.

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 be-fore he died - and you, how you used to read me the Song of Songs. I got in good with the chaplain be-cause I was always borrow-ing his Bible. "How beau-tiful are your feet in san-dals, O prince's daughter."

He reaches out and gently caresses her leg.

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.

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 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,

DEBORAH
I'm leaving, NOODLES. Tomorrow night. I'm going to Hollywood. I had to see you tonight to tell you.
SCENE 119

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, terrified 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.

SONG

EVE
Howdy.

NOODLES
Howdy-do.

EVE
You by your onesies?

NOODLES
Nope. We're by our twosies.

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.

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,

EVE
You get soused like this every night, or is this a special occasion?

Still no answer. He pulls out a bill and stuffs it into her hand without looking at it.

She looks. A thousand bucks.

Pleased to meet you, Mr. Rockerfeller.

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.

NOODLES tries to get up off the stool. His legs give way. EVE grabs him and helps him to the door.
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 neverthe-
less.

NOODLES and EYE are in bed together.
She still has her slip on. NOODLES
cares 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, affec-
tionate, 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..."

"Oh prince's daughter..."
Deborah...Deborah...

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. 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

NOODLES
Boop-oop-a-doo!
SCENE 122
NOODLES' HOTEL ROOM (1932) Interior. Day/Sunset.

A ray of rosy sunshine 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 remember. 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

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

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

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,

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 stops the background music to add,

Newspapermen never know what the fuck they want.

The roll of bills weighs heavy in NOODLES' hand.

NOODLES 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 (Simpering)
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.
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.

TELEPHONE
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.

He slams the phone down and says to the others,

NOODLES

Jimmy! Jimmy!

The sons-of-bitches have shot him.
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

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:

Laughing, NOODLES pours out the fizz.

LAUGHTER AND VOICES (Off)
Watch it, watch it!

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!

JIMMY

NOODLES offers JIMMY a glass of champagne.

NOODLES
It's tough not being there to sign the contract, huh, Jim?
FITZ raises his glass.

JIMMY
What's tough is seeing you guys do in one day what I couldn't do in two years.

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 whirs on the others.

COCKEYE examines himself.

The HEAD NURSE gestures to the INTERNS.

The INTERNS start pushing the bed out through the sitting room into the corridor.

HEAD NURSE
You're nothing but criminals.

COCKEYE
Does it show?

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.

The BOYS wave as JIMMY is rolled away. The HEAD NURSE shuts the door of the suite. FITZ addresses the others.

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.
FITZ answers.

He hangs up.

He picks up where he left off.

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.
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
Gee, I always thought it was real.

MAX
You'll carry that lower East Side stink with you till you die.

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.

NOODLES
Is that it, Max?
You gonna dump me?

I'm gonna take a vacation. Little sunshine, little seashore. Give you time to think it over. Let me know if you're going into the dumping business, won't you, Max?

He gives everyone a wave and slams out.
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 oglers, but she looks up anyway.

NOODLES seems to direct his questions to her breasts.

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.

EVE (Smiling too)
Got a phone number?

EVE
You Deborah-itis.

EVE
It looks as though things are going to be tough for a while.

Did you get over it?

NOODLES
My hangover?

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,

He steps aside for her to enter and locks the door behind them.

She smooths her dress.

NOODLES gives her a kiss behind the ear and a little package he's taken from the table.

He gives her breasts a feathery touch.

EVE opens the box and finds a dozen lace bras.

EVE laughs, and holds one up.
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.

EVE
Looks perfect.

NOODLES
Try it on.

"A pretty girl is like a melody..."
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, finally 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 assistance, slips off her panties. 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.
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.

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 gets playful.

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
You know what I say?

He takes the tray away.

NOODLES
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 -

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.

MAX isn't in a joking mood.

CAROL chimes dimly in, dopy from the sunshine.

NOODLES

There it is. We're out of a job.

MAX (Angrily)

We got other prohibitions to keep us busy.

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 smackeroos.

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 (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.

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.
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SCENE 137

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,

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.

She looks around her.

NOODLES takes a lawn chair and sits beside her.

She seems startled by the question. Then she nods towards the others, all with their noses in papers or books, and says quietly,

CAROL I kept wishing I'd see you again some day, Noodles. I never thought I'd end up here.

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.

What the hell, it's quiet. I couldda done worse.

NOODLES You ever see anybody?

CAROL Them.
She looks at him. Her eyes are still young and pretty.

She scrutinizes him.

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.

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.

He doesn't say anything. She pauses, then says,

He slowly shakes his head.

Another slow shake of the head.

You heard she died?

You want to know how?

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.
SCENE 138

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 stops.

A photograph on the wall has caught his eye. It shows the innaugural festivities of the home - a group of elderly inmates gathered behind a banquet table full of dignitaries, doctors, and nurses, all with champagne glasses in their hands. And in the center of the photo, like the star attraction - DEBORAH.

NOODLES steps towards it.

NOODLES
What's this?

CAROL
Opening night. Fifteen years ago. Before my time.

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.

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.

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.

CAROL
Lend me some money—anything. twenty...thirty...

You can have anything around here...if you got the money.
SCENE 139

NOODLES waits in the corridor 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.

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?

She opens her eyes and turns to look him full in the face.

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 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.
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.

WE see NOODLES, sitting next to her.

CAROL
Max tells me everything; you know that.

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.

NOODLES waits for her to go on.

She tries to gauge his reaction, but his face gives nothing away. She adds,

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.

If you went to jail first, there wouldn't be any bank job.

Actually, it's Max's idea.
Another nod at the bank.

NOODLES looks steadily at the bank. His silence answers the question.

She starts the car and adds,

She leans over and opens NOODLES' door.

He gets out. CAROL closes the door and says to him,

The car shoots away.

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.

And that you'd do anything to get picked up by the cops and not do the job. Is that true?

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.

You know what's right better than I do. But if you don't do it, I will.

Get out. Take a cab, I got errands.

Think about it.  Fast.
SCENE 144

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 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.
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,
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

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

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

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 handkerchief. 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.
SCENE 148

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
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.

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...

She takes the asp from a wicker basket.

NOODLES is in the front row, listening intensely, like those around him caught by immortal poetry and a superb performance.

Deborah presses the snake to her breast.

With thy sharp teeth this knot intrinsicate
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

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

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.

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 STAILE 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 invitation 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 ELEVENTH OF JUNE 1968 AT NINE IN THE EVENING. BLACK TIE.

DEBORAH reads it without saying anything.

After a moment, she asks,

NOODLES puts the invitation back into his pocket.

DEBORAH
If you don't know each other, why did he invite you?

NOODLES
I thought you might know.

DEBORAH
Why me?

NOODLES
Because you know him.

She goes on with her work.

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.
She pulls away.

DEBORAH's voice is toneless.

DEBORAH
Every performance has three sides to it - mine, yours, and the truth.

NOODLES
Who is Senator Bailey?

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,

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.

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.
SCENE 152

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.
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 spec-
tacular setting; the grounds are
full of people, and more are arri-
vings: handsome women in smart
gowns, gents in tuxes, military
officers in full dress. The Es-
tablishment s'amuse; cordial hand-
shakes, 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 satisfac-
tion of the very very rich.

MAX sees DEBORAH in the crowd, dazz-
ling as ever, surrounded by admirers.

DAVID is there too, with a gang of
young friends.

Suddenly, MAX pulls back from the
window.
SCENE 154

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
Everything goes, eh?

**JIMMY**
Twelve per cent is put aside for your son. We're not ingratitude. 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.

**JIMMY keeps cool.**

In twenty-five years, I've helped you make a fortune, you and the rest of the ass-holes.

**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?
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
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.

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 living room 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

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

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.
I'm glad you accepted my invitation.

I was curious. I've never seen so many big-wigs up close.

Usually the rats desert a sinking ship, but in my case, they're flocking on board.

Yes, I read in the paper that you've got your troubles. But then...

...when you get to the top, there are certain responsibilities...certain risks.

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.

Why did you ask me to come, Mister Bailey?

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?

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
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.

NOODLES looks at him and says nothing.

MAX takes a gun from his pocket.

He slides the gun towards NOODLES across the mirrored surface of the table.

So do it, Noodles. I can accept it from you. At least let me settle the debt I owe you.

I found out where you were. I made you come here for this...to even up the score.
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 contrast:

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

NOODIES looks up from the gun.
His eyes meet Max's.

MAX looks incredulous. He speaks in a crescendo of grief and frustration.

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 makes no sign of remembering anything.

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 gets up and starts slowly for the little door in the woodwork.
MAX looks at him in dismay.

NOODLES slowly shakes his head.

He opens the little door, but turns back before going out.

He goes out. The door closes behind him.

MAX is alone.

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
This is your revenge, isn't it, NOODLES?

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.

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.
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.
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.