

"ROCKY"

by

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RING PRODUCTIONS, INC.

MASTER SCRIPT: INCLUDES ALL REVISIONS AS OF 1/7/76 REVISED:

INT. BLUE DOOR FIGHT CLUB - NIGHT

SUPERIMPOSE OVER ACTION... "NOVEMBER 12, 1975 - PHILADELPHIA"

... The club itself resembles a large unemptied trash-can. The boxing ring is extra small to insure constant battle. The lights overhead have barely enough wattage to see who is fighting.

In the ring are two heavyweights, one white the other black. The white fighter is ROCKY BALBOA. He is thirty years old. His face is scarred and thick around the nose... His black hair shines and hangs in his eyes. Rocky fights in a plodding, machine-like style. The BLACK FIGHTER dances and bangs combinations into Rocky's face with great accuracy. But the punches do not even cause Rocky to blink... He grins at his opponent and keeps grinding ahead.

The people at ringside sit on folding chairs and clamor for blood... They lean out of their seats and heckle the fighters. In the thick smoke they resemble spectres. Everyone is hustling bets... The action is even heavier in the balcony. A housewife yells for somebody to cover a two dollar bet.

The BELL RINGS and the fighters return to their corner... Somebody heaves a beer can into the ring.

The Black Fighter spits something red in a bucket and sneers across the ring at Rocky.

BLACK FIGHTER
(to cornerman)
... I'm gonna bust his head
wide open!

In Rocky's corner he is being assisted by a shriveled, balding CORNERMAN, who is an employee of the club... He works on Rocky without any enthusiasm.

CORNERMAN
(lackluster)
... Ya waltzin' -- Give the
suckers some action.

ROCKY
Hey --

CORNERMAN
(overriding)
Ya movin' like a bum -- Want
some advice --

ROCKY
... Just gimme the water.

A FIGHT FAN rushes up to Rocky... He is sixty-five, with yellow teeth and wearing sunglasses.

FAN

Should I bet the fight don't
go the distance -- Ya feel
strong?

ROCKY

Absolutely.

CORNERMAN

... Ya want some good advice?

ROCKY

... I just want the mouthpiece.

The BELL RINGS... Rocky makes the sign of the cross. The fighters engage in battle. The other fighter grabs Rocky in a clinch and purposely butts him... The butt opens a bleeding cut on the corner of Rocky's eye.

Rocky becomes furious over the foul and drives a flurry into the man's body... Rocky slams the man on the jaw and the fighter is out for the night. The fans throw rubbish into the ring. Rocky ignores it.

The fans loudly go about collecting bets. The referee does not bother to even count the fighter out and drags him under the ropes where he is placed on a stretcher. Two new fighters enter the ring. Rocky slips on a tattered robe. Embroidered clumsily on the back is, "The Italian Stallion."

ANNOUNCER

Winner, Rocky Balboa -- Next a
six rounder between local
lightweights.

Without pomp Rocky climbs out of the ring and bums a cigarette from a spectator... The fighter on the stretcher passes behind him. He watches for a moment and continues up the aisle... Before he even reaches the rear of the club the BELL RINGS and the next fight has already begun... Rocky fades into the darkness of the rear of the club.

THE TITLE CREDITS END:

INT. DRESSING ROOM - NIGHT

Rocky has nearly completed dressing and reaches into his locker for his hat... Also in the dingy room are ten other fighters... Two taped fighters talk shop in the corner.

3.

FIGHTER #1

... Tomorrow me an' my woman
are gonna tip on down to
Atlantic City, man.

FIGHTER #2

... It's cold, Bro'.

FIGHTER #1

... That's right, I got the
city to myself...

Another paces nervously... Two other fighters shadowbox and
spit nervously on the floor.

A young pug combs his hair and listens to a portable RADIO
that is BLASTING MUSIC.

The fighter that Rocky has just defeated is drinking a beer
and joking with three other fighters... Some of the fighters
are smoking. The room is cloudy.

A short man of fifty enters. He is dressed in a sweater
buttoned over a t-shirt.

PROMOTER

...Balboa!?

Rocky raises his head. The promoter steps over.

PROMOTER

(continuing)

... Twenty bucks for the
locker an' cornerman -- Two
bucks for the towel an'
shower, seven for tax -- The
house owes ya, sixty-one
dollars.

The man peels off the money and departs... Rocky closes his
locker, nods to the defeated fighter, and leaves.

INT. TROLLEY - NIGHT

Rocky is on the trolley heading to South Philly... The
trolley is empty except for a thin old black WOMAN... The
black Woman studies Rocky's bruised face... Rocky becomes
self-conscious.

ROCKY

(almost apologetic)

I'm a fighter.

4.

WOMAN

(tired)

... Yo' iz an accident.

EXT. STREET - NIGHT

Rocky exits the trolley and walks down the block... He waves
at a pair of high-heeled hookers and they wave back.

Rocky passes a sleeping wino curled in front of a dirty

bookstore. Rocky drags the man into a protective passageway.

Further down the street, Rocky pauses in front of the "ANIMAL TOWN PET SHOP"... He peers into the dark store and sees a sad, huge dog sitting in the window. He mumbles to the dog and continues to the corner.

EXT. ROCKY'S APARTMENT - NIGHT

A short while later, Rocky approaches his apartment located in the most deprived section of South Philly. He kicks away the litter that has gathered against the apartment steps and enters.

INT. ROCKY'S HALLWAY - NIGHT

The narrow hallway is painted olive brown. A single light bulb illuminates the gloomy corridor.

INT. ROCKY'S APARTMENT - NIGHT

Rocky enters. The one-room apartment is drab, with a curling boxing poster of Rocky Marciano tacked on the wall... Nailed against the far wall is a mattress. The mattress is used as a punching bag. Stuffing spills out of the center.

Rocky drops his coat on the floor. He puts on a pair of glasses. He crosses to a small turtle bowl... He lifts the creatures.

ROCKY
...Look who's home.

Rocky starts to boil a pan of water on his hot plate, then places an old 45 RPM record on a battered phonograph. The record is a tune, "ALL IN THE GAME."

... As the CRACKLING MUSIC BEGINS, Rocky picks up his hairbrush. Using it like a microphone, he mimes to the record. He assumes the posture of a famous singer crooning to thousands of adoring fans... He then switches into a bullish fighting stance and throws several punches.

The water boils. Rocky soaks his badly-swollen hands.

5.

EXT. SUNRISE OF PHILADELPHIA SKYLINE - DAWN

We SEE the jagged skyline, highlighted by the towering figure of William Penn that rises above the dawn haze as it sits majestically above City Hall...

EXT. DOCKS - EARLY MORNING

Rocky is walking along the waterfront... He has a bandaid over one eye. He looks at the rugged stevedores going about their business... He stuffs his hands in his cheap wool jacket and approaches a ship being unloaded.

Rocky passes two thick Mafia types leaning against a parked car. These men look like blood drinkers.

MAFIA #1

Yo, Rock -- How's your Boss?

ROCKY

Real good.

MAFIA #2

Fightin' again?

ROCKY

Yeah, here an' there.

MAFIA #1

Mebbe we make sum money
together soon... Give ya boss
my best.

Rocky shrugs and moves away... He nears a heavy man working the crane. The heavy man looks frightened... He stops the crane and hurries into the ship's hole. Rocky dashes up the gangplank.

INT. SHIP - DAY

The man enters the ship's hole and runs past tons of stacked crates and coffee beans.

Rocky sprints after him... He lunges and flings the man by the neck against the wall of stacked cargo.

FATS

(terror-filled)

Don't hit the face! Not the
face!!

ROCKY

Mr. Gazzo wants the two
hundred now!

6.

FATS

Honest to God I'm broke --
Gimme a break.

ROCKY

Mr. Gazzo says I should get
two hundred or break the thumb.

FATS

Please, I need my hands to
work -- Christ, don't bust my
thumbs.

At wits' end the man picks up a large metal hook used by

stevedores. Rocky remains cool.

ROCKY

Goin' fishin'?

The man drops the hook.

ROCKY

What's ya name again?

FATS

Bob.

ROCKY

Look, Bob, if ya wanna dance,
ya gotta pay the band -- If ya
borrow, ya gotta pay the man...
Me, I ain't emotionally
involved.

Rocky's determined expression strikes home. The fat man
quickly fumbles through his pockets and hands over a small
wad of bills.

ROCKY

(continuing; counting)

A hundred an' thirty.

FATS

That's it, I'm broke.

ROCKY

That's it? -- Completely?

FATS

That's it.

ROCKY

What about for food an' stuff?

7.

FATS

You have my food in ya hand.

Rocky looks almost sympathetically into the fat man's
flushed expression.

ROCKY

... The juice is climbin'
every week.

FATS

I know the juice is climbin' --
I been workin' six months just
to pay the damn interest.

ROCKY

Ya still light seventy.

FATS

Waits! -- Be smart. Ya don't
have to break nothin' -- Here,
take my coat, it's worth
fifty-sixty dollars. It's
yours.

The man quickly removes his coat and extends it...

FATS

(continuing)

See, ya a smart guy, Gazzo's
don't have to know nuthin'.
I'll go tape up the hand like
ya broke my thumb. Gazzo
won't be wise to nothin' -- Be
a smart guy, keep the coat,
we'll fake like ya broke the
hand.

The man extends his coat again... Rocky suddenly grabs the
man's thumb and bends him to his knees.

FATS

(almost a whisper)

No - no - no - Please -
Please - Please don't...

Rocky releases the man who remains almost in shock. The
thumb is fine.

ROCKY

...That's what coulda happened.
(walks off.)

8.

EXT. STREET - DAY

Later that morning Rocky passes "Animal Town Pet Shop" in
South Philly... The shop is not very prosperous looking. In
the window hangs a sign reading "Today's special -- Mixed
Kittens -- \$1.50"... Rocky stops at this shop every morning.
He stares at a litter of Lhasa Apsa puppies. He taps the
window and whistles. He SEES a girl behind the counter and
presses his face against the window and does his impression
of the Hunchback of Notre Dame. The girl nervously looks
away.

The girl behind the counter is ADRIAN KLEIN. She is not
very attractive, but pleasant-looking. Thirty years old.
Brown hair pulled back. Light skinned. She wears glasses.

Rocky really stops by to flirt with Adrian, but she is so
painfully shy nothing ever gets started... Rocky enters.

INT. PET SHOP - DAY

ADRIAN
... Could you take the puppy
out --

CUSTOMER
It can breathe.

ADRIAN
Please -

CUSTOMER
Please, nothin' - I paid for
this dog and can do whatever I
want with it - I can throw it
through the window if I want -
Now give me my two dollars
back before I do throw it
through the window.

Rocky walks over to her, stares hard in her face and snatches
the bag out of her hand. He removes the puppy and hands it
to Adrian.

CUSTOMER
Get away from me - Give me that!

Rocky takes a couple dollars out of his pocket and hands it
to the lady... She nervously exits.

ROCKY
... How's the turtle food this
week?

9.

ADRIAN
... Fine.

ROCKY
Me, I'm kinda aggravated.

ADRIAN
... I'm sorry.

ROCKY
Ain't your fault - Here's the
problem.

Adrian nods... Though charmed, she is slightly intimidated.

ROCKY
The last food I got here had
more moths than flies -- An'
the moths get caught in my
turtle's throat -- That makes
them cough --

The OWNER, a squat woman of forty, steps out of the back and
waves at Rocky.

ROCKY

(continuing)

Yo, Gloria -- I was talkin'
about the turtle food -- Like
I was sayin', the moths get
caught in the turtle's throat
an' makes 'em cough...

(coughs)

A little cough an' I gotta
smack 'em on the shell -- An'
whatta think they get?

Adrian shrugs.

ROCKY

(continuing)

I smack 'em hard on the shell
an' they get... What?

ADRIAN

... I don't know.

ROCKY

Shell-shocked!

Both the Owner and Adrian smile.

10.

OWNER

Startin' with the bad jokes
early today, huh.

ROCKY

Inventin' jokes ain't easy.

Rocky steps over to a large cage at the rear of the shop...
Inside is a huge dog.

ROCKY

(continuing)

How's Butkus this mornin'?

OWNER

Ain't had time to check 'em.

Rocky opens the cage and the large dog jumps out and looks
very happy.

ROCKY

Yo, Butkus -- Dead. Play dead.

The dog plays dead.

ROCKY

...What kinda dog is this again?

OWNER

Bullmastiff.

ROCKY

The owner was suppose to pick
him up three weeks ago.

OWNER

We're not responsible for
animals left over thirty
days - We board it ain't a
animal shelter, Y'know.
...Adrian, I want you to clean
all those cat cages downstairs,
they're a mess.

(Adrian nods.)

Rocky waves goodbye to Adrian and exits the shop.

EXT. LEHIGH ST. TRAIN TRESTLE - DAY

Gazzo picks up Rocky.

11.

INT. GAZZO'S CAR - MOVING - DAY

MR. GAZZO and his YOUNG BODY GUARD sit in the front seat...
Rocky is in the back seat.

ROCKY

He only had a hundred an'
thirty. -- I think he's good
for the rest next week, Mr.
Gazzo.

GAZZO

(patiently)

Sure, Rocky, Bob's good for
it...

Gazzo hands Rocky a twenty.

GAZZO

Tomorrow collect from Del
Rio -- He's late three weeks.
How'd you do last night?

ROCKY

... Fine.

Gazzo's Bodyguard looks at Rocky's bruised face in the
mirror and smiles.

BODYGUARD

Did ya get the license number?

ROCKY

Of wa?

BODYGUARD

... Of the truck that run over
your face.

Gazzo steps out of the car and beckons to Rocky.

GAZZO

Yo Rock. Did I give you a job
this mornin? How come ya
didn't break this guy's thumb
like I asked ya? When ya
don't do what ya are told, it
makes me look bad, kid.

ROCKY

I figure if I break the thumb
this guy gets thrown outta his
job and can't pay nothin no
more.

12.

GAZZO

It don't matter. It's my
reputation. These guys think
they can get off light. It's
bad for my reputation -- It's
bad for business. See ya
killer.

Gazzo gets into his car.

GAZZO

(to Bodyguard)
... The Rock's a good kid.

BODYGUARD

(emotionless)
... A meatbag.

They pull away.

EXT. GYM - DAY

Gazzo drives off and Rocky strolls across the street to
Goldmill's Gym. On the way he passes several familiar
people and exchanges waves... Out front is a young Irishman
who runs a soft pretzel stand... His name is RUDY. It is
apparent from his face he was a prize fighter... He is blind
and mentally defective.

RUDY

...See the fight last night?

RUDY

Nah, I was fightin' myself.

RUDY

Apollo Creed beat the bum to pieces.

EXT./INT. GYM - DAY

Mickey's Gym is surrounded by bars and a couple of greasy spoons. Out front a crowd of young Blacks talk and jive among themselves. Two winos lean against the entrance.

Rocky enters the gym... The place is nearly full. The MEASURED BEAT of SKIP ROPES and THROBBING SPEED BAGS makes the room come alive, like it was a mindless piece of machinery. Over the loudspeaker MUSIC by the Isley Brothers BLARES out... The music adds a background to the CLANG of the AUTOMATIC TIMERS, SNORTING SPARRING PARTNERS and the THUDDING of HEAVY BAGS.

13.

The room is divided -- Fifty percent Black -- thirty-five percent Latin -- ten percent white -- five percent other.

As Rocky walks through the gym many of the FIGHTERS pause to wave and yell greetings.

FIGHTER #1
Hey, hear ya knocked Spider
Rice out in the sixth?

ROCKY
The third -- Shoulda seen it.

Rocky passes another FIGHTER punching the heavy bag.

FIGHTER #2
(removes glove)
Hey, Rock, touch my hand.

ROCKY
How come?

FIGHTER #2
C'mon, it's important.

Rocky touches the Fighter's bare hand.

FIGHTER #2
(continuing)
Can ya tell I just whacked-off?

Rocky smiles and moves away.

INT. DRESSING ROOM - DAY

The dressing room is lined with dented lockers. Wooden benches stretch across the room. On the wall is a sign that reads, "NO KISSING."

Rocky goes to his locker. He tries to open it but fails.

He leans his ear against the lock and rolls the tumblers. Still it does not open. He shakes the lock forcefully, no luck... Rocky is flustered and sits on a bench to ponder the situation.

After a moment of deep thought, Rocky stands, seizes the bench and smashes open the lock. Opening the door Rocky is taken aback when he sees a set of very flashy clothes.

ROCKY
(mumbling)
... These ain't my clothes.

14.

He sees a picture of several black girls taped on the inside of the door.

ROCKY
(continuing)
... These ain't my pictures.

A short powerful man of thirty-five enters. His hair looks like it has been shaped with hedge clippers. His name is MIKE.

ROCKY
Yo, Mike -- What's happenin' here?

MIKE
It ain't your locker no more.

ROCKY
Whatta ya talkin' about it ain't my locker no more?

MIKE
Listen, I'm with you -- But ya gotta talk to Mickey -- I put ya stuff in the bag over there.

Rocky looks at his belongings crammed in a wilted shopping bag and follows Mike across the room... Mike leans his head into the shower room. Two Latin fighters are lathering up.

FIGHTER
...Hey, Peanut, gimme some soap, Man.

MIKE
(irate)
Hey, Nobody -- Yeah, you, Nobody -- You don't call me Peanut.

FIGHTER
Peanut, gimme some soap.

The fighters laugh. Inflamed, Mike removes a bar of soap from his pocket and hurls it at the insulting fighter. It hits just above the man's head. The fighters are shocked into silence.

Mike turns and exits with Rocky... The fighters curse them loudly in Spanish.

15.

INT. GYM - DAY

Rocky and Mike move past fighters going through their training routines.

ROCKY
You were ready to bite that
guy's face.

MIKE
Yeah -- See the fight last
night? Apollo Creed beat that
English guy bad.

ROCKY
Creed's great.

Mike fakes a friendly punch at Rocky and hurries off to another chore...

INT. GYM - DAY

The Owner, MICKEY, sits on a stool near the entrance. He wears a baggy suit... He is in his late seventies.

Rocky approaches... Mickey is conversing with another fighter.

MICKEY
I don't care what nobody says,
this bum Creed woulda never
made it in the Thirties --

ROCKY
Hey, how ya feelin', Mickey?

MICKEY
(monotoned)
... What?

ROCKY
I said, how ya feelin'?

MICKEY
(dryly)
Do you see me talkin'? Huh?

ROCKY
(low)
Yeah.

MICKY

(spitting)

Then stand there an' wait till
I'm done -- Creed's good,
yeah, he's real fine but I
gotta boy, y'know Big Dipper,
who's got the stuff it takes
to be a champ -- He's mean,
quick, an' big -- What more
d'ya need? Okay, go to work...

(to Rocky)

Hey -- Yeah -- Whatta ya want?

ROCKY

I was talkin' with ya man,
Mike. -- Hey, how come I been
put outta my locker?

MICKY

Dipper needed it.

Rocky turns and looks at DIPPER sparring... Dipper is a
young, muscular heavyweight with a mean expression.

MICKY

(continuing)

Dipper's a climber -- You're a
tomato.

ROCKY

... Tomato?

MICKY

Facts is facts. I run a
business here -- I'm cleanin'
house --

Mickey pauses to watch a young middleweight time-skip as his
trainer sings "FASCINATIN' RHYTHM."

MICKY

(continuing)

How old are ya?

ROCKY

...What?

MICKY

How old?

ROCKY

Come July, twenty-five.

MICKEY

More like thirty.

ROCKY

Twenty-five, thirty -- What's the difference? -- It took me two months to learn the combination of that locker.

MICKEY

The legs must be goin'.

ROCKY

Yeah, they're goin', -- that's nature... That was my locker for six years.

MICKEY

... Did ya fight last night?

ROCKY

Yeah --

MICKEY

Did ya win?

ROCKY

Yeah, Kayo.

MICKEY

... Who'd ya fight?

ROCKY

Spider Rice.

MICKEY

Rice is a bum.

ROCKY

You think everybody I fight is a bum.

MICKEY

Ain't they?

Mickey shoots Rocky a quick, indifferent look and removes a rosary from his pocket and idly rolls it around his fingers.

18.

MICKEY

(continuing)

Ya want the truth -- Ya got heart, but ya fight like an ape -- The only thing special about you is ya never got ya nose broke -- keep ya nose pretty -- what's left of ya

brain an' retire.

ROCKY

Listen, I'm gonna take a
steam -- Did good last night --
Shoulda seen it.

MICKY

Hey, ever think about retirin'?

ROCKY

...No.

MICKY

Think about it.

ROCKY

Yeah, sure.

Shrugging, Rocky moves away.

ROCKY

(continuing)

...I think I'm gonna take a
steam -- Shoulda seen me
fight -- Did good, y'know.

Mickey leans over to Mike who approaches with a mop and pail.

MICKY

(gesturing

towards Rocky)

Known him since he was
fifteen -- A waste of life.

Dejected, Rocky travels to the locker room. He passes Big
Dipper sparring in a ring... Dipper spits a mouthful of
water in a bucket and looks smugly at Rocky.

DIPPER

(to Rocky)

... I dig yo' locker, Man.

TRAINER

Time, Dipper.

19.

Dipper smiles cruelly and begins sparring... Scene FADES on
Rocky's crestfallen expression. He moves off.

EXT. PET SHOP - DUSK

At sunset Rocky comes down the street and pauses at the pet
shop... He is eating Colonel Sanders' fried chicken out of a
bag... He taps on the window with a chicken bone.

INT. PET SHOP - DUSK

Inside Adrian is arranging pet toys on the counter... She hears the tapping, sees Rocky, and tenses. Rocky enters.

ROCKY
... Wow -- cold! Good night
to catch pneumonia.

Adrian smiles slightly and moves behind the counter. Rocky fumbles idly among the pet toys.

ROCKY
(continuing)
Ah -- I came in here for
somethin'... Oh, yeah, would
ya like somebody to walk ya
home?

The girl wants to say yes but a tremendous inferiority complex will not permit it... Rocky understands.

ROCKY
(continuing)
Hey, how's my buddy doin'?
(looks into
Butkus' cage)
-- Nice dog -- Well, I'll see
ya later.

ADRIAN
... Goodnight, Rocky.

Rocky exits. Adrian watches his departure with mixed emotions.

EXT. ANDY'S BAR - NIGHT

A short while later Rocky arrives at Andy's Bar... He throws the Colonel Sanders bag and bones in a large public litter can. The trash can has a bicentennial picture of George Washington pointing at a pile of garbage. The caption reads, "There was no litter at Valley Forge!"

20.

INT. ANDY'S BAR - NIGHT

Rocky enters the bar. He sits the Drunk in a booth... Several drinkers wave at him. OLD ANDY sets a mug of beer in front of him... Rocky seems to be looking for someone.

ROCKY
Catch pneumonia out there --
Seen Paulie?

Andy casually nods towards the men's room.

Rocky traverses the room and passes TWO DRUNKS leaning on the bar.

INT. ANDY'S RESTROOM - NIGHT

Rocky enters the restroom... It is a vile stench hole with years of the remnants of many sick drunks caked on the wall.

PAULIE is presently trying to comb his hair in the only remaining piece of mirror in the room... Paulie is in his early thirties. He is medium height. Brown hair. Square shouldered. He has a foul personality... A classic misanthrope.

ROCKY

Yo, Paulie.

PAULIE

(very drunk)

Yo, Rocky -- Look at this mirror. I'd like to kill the friggin' moron who broke this mirror.

ROCKY

Yo, Paulie.

PAULIE

What?

ROCKY

Your sister's givin' me the shoulder.

PAULIE

Forget her. You could do better than my sister.

ROCKY

Every mornin', every night I pass by -- I smile.

(MORE)

21.

ROCKY (CONT'D)

I say jokes. Nothin'. She looks at me.

PAULIE

(annoyed)

Looks, huh?

ROCKY

Yeah, like I was a plate of leftovers -- Somethin' wrong with my face -- Whatta I need, a Caddy to connect with ya sister?

PAULIE

My sister's a friggin' loser.

ROCKY

Hey --

PAULIE

Sometimes she gets me so
crazy, I'd like to split her
head with a razor.

ROCKY

Don't get mental, man.

PAULIE

Ya caught me in a bad mood.

ROCKY

Ya always in a bad mood --

PAULIE

... Adrian ain't sharp.

The restroom stench is overwhelming... Rocky covers his nose
with the neckline of his t-shirt.

PAULIE

(continuing)

She's a loser -- She don't
enjoy life -- She reads --
Brainy -- Pushin' thirty
friggin' years old! She's
gonna die alone if she don't
wise up.

ROCKY

I'm thirty myself.

22.

PAULIE

An' you're dyin' alone, too.

ROCKY

I don't see no crowd around
you, neither.

PAULIE

(pointing at
the wall)

I wanna kill the friggin'
moron who broke the mirror.

ROCKY

Let's get outta this stink.

INT. ANDY'S BAR - NIGHT

The restroom door opens. Rocky guides Paulie out. Though
stumbling, Paulie talks as he walks.

PAULIE

The girl's dryin' up! She's gotta live a little before her body dries up!! You're a pal, Rock -- How 'bout yo' talk to her? Y'know, it's Thanksgivin' tomorrow.

ROCKY

... Sure.

PAULIE

Tomorrow you come for some bird, right?

ROCKY

Absolutely...

Paulie smiles and Rocky guides him to a booth... Rocky steps to the bar. Andy leans over to him.

ANDY

That was alotta crap to go through for a dinner invite.

Rocky shakes his head no and raises his eyes towards a suspended television... the nightly sports broadcast is on. The SPORTS COMMENTATOR is at the airport and about to interview the heavyweight champion of the world, APOLLO CREED. Creed is twenty-eight years old. He is a tall, smooth-muscled Black with barely a scar on his light coffee-colored face...

23.

He is followed by an entourage of mixed trainers and cornermen. Also tagging along is a small group of hangers-on.

The Commentator interviews Creed as he and his followers disembark a private jet.

COMMENTATOR

How was the flight, Champ?

APOLLO

Very high an' very fast.

Apollo's crowd smiles almost automatically at everything he says.

COMMENTATOR

Apollo, how would you rate this last British challenger, Henry Wilcoxson?

APOLLO

He was big, an' very nasty so I destroyed him in a hurry -- Now I'm gettin' ready for Mac

Lee Green next month.

COMMENTATOR

You're referring to the much
publicized bicentennial fight?

APOLLO

That's right -- It's gonna be
the greatest sportin' event in
this country's history -- A
gala occurrence!

COMMENTATOR

Still to be held in
Philadelphia?

APOLLO

The Bicentennial Heavyweight
Championship of the World is
gonna be held in the only
place it can be held --
Philadelphia! -- the nation's
cradle -- January First -- the
first major event of our two
hundredth year.

COMMENTATOR

Where're you off to now?

Apollo draws his wife close.

24.

APOLLO

Me an' my wife are goin' home
'cause we miss our children
an' can't go no more time
without seein' them.

COMMENTATOR

Any quick advice for young
boxing hopefuls?

APOLLO

(looks straight
into the camera)
... Stay in school an' use
your brains, dig -- Be a
lawyer, be a doctor, carry a
leather briefcase an' forget
about sports!! Sports can
only make ya grunt an' smell --
Be a thinker not a stinker!!

Apollo's entourage laughs and they move on... The Commentator
faces the camera.

COMMENTATOR

Jerry Simpson at Kennedy

Airport with the Champion,
Apollo Creed.

The sports show cuts away, but Rocky continues to look at the television with a pensive stare... Andy has been speaking the following dialogue over Apollo's broadcast.

ANDY
Nobody cares what's happenin'
in the world of sports
nomore -- Downhill. Baseball,
downhill -- Basketball,
downhill. Football's goin',
too. Bank on it. Baseball
use to be America's best
sport... Sure -- Nuttin' like
squattin' through a great
double header, but now
baseball's all business.

The news report with Apollo ends. Andy drinks.

ANDY
(continuing)
Where are the real fighters?
The pros. Today we jig clowns.

25.

ROCKY
Clown.

ANDY
Yeah.

ROCKY
He took his best shot an'
became champ -- What shot did
you ever take?

ANDY
Yo, Rock, you ain't happy with
yourself? Fine. But me, I
gotta business here -- I don't
need to take no shot.

Becoming despondent, Rocky rises and crosses to Paulie slumped unconscious in the booth.

Rocky exits the bar... Andy turns to his customers.

ANDY
(continuing; boldly)
Take a shot, he says! -- Sure,
I'll take a shot!

Laughing, Andy pours himself a shot.

EXT. ATOMIC HOAGIE SHOP - NIGHT

Rocky passes an all-night sandwich shop... In the window hangs the sign "ATOMIC HOAGIE SHOP, INC." Out front are several YOUNG MEN and WOMEN. They are much too young to be out so late... A boy with a badly-chipped tooth beckons to Rocky.

 CHIPPED TOOTH
 (aggressively)
Yo, Rocks, buy us sum wine, man.

 ROCKY
... No wine -- Bad for ya'
brain.

 CHIPPED TOOTH
C'mon, man, it's cold, man.

 ROCKY
No wine.

 CHIPPED TOOTH
Yo, Rock, gimme a dollar.

26.

 ROCKY
Why?

 CHIPPED TOOTH
 (sarcastically)
'Cause we dig ya, man -- Gimme
a dollar.

 ROCKY
No dollar.

 CHIPPED TOOTH
Hey, give Rocky a dime.

 YOUNG MAN #2
... How come?

 CHIPPED TOOTH
So he can call all his friends.

 ROCKY
 (mildly embarrassed)
... That's an old one.

 CHIPPED TOOTH
Buy us some Thunderbird, man.

Rocky ignores the statement and faces a very young girl who is smoking and leaning whore-like against the wall.

 ROCKY
Is that Marie? -- Marie, ya
brother know you're hangin'

out so late?

The girl, MARIE, assumes an indifferent attitude, attempting to impress her friends.

MARIE
... Screw you.

ROCKY
(awed)
What'd you say?

MARIE
... Screw you, yoyo.

The gang laughs. Angered and shocked, Rocky grabs her arm.

ROCKY
Did these guys teach you to
talk dirty? Huh?

27.

MARIE
Hey --

ROCKY
What?

MARIE
Stuff it, man!

ROCKY
(shakes her)
Don't you never say that --
(to the gang)
-- You guys talk like that in
front of a little girl -- You
guys are scum.

CHIPPED TOOTH
This is our place, dig!

The gang reluctantly backs up a step.

ROCKY
Don't ya never come round this
girl -- Go home.

YOUNG MAN #2
This is our corner, man! You
go, chump!

Rocky moves forward and they scatter... They quickly move off.

CHIPPED TOOTH
(backpedaling)
We'll kill you, man -- We
gotta gun.

ROCKY
Pull heat on me? -- I'll dent
ya face!

Rocky leads the girl away.

EXT. STREET - NIGHT

Rocky is walking the young girl home... They are presently cutting through a dark public school yard. They pass through the beams of light cast off by weak flood lights located at the top of the school building. The atmosphere is somewhat eerie.

28.

ROCKY
How come ya wanna hang out
with those guys? They teach
ya bad things.

MARIE
I like 'em. If you don't you
can f--

ROCKY
Hey! When I was your age,
there was only one girl who
talked like that in the whole
neighborhood.

MARIE
(bored)
... Yeah.

She attempts to light a cigarette... Rocky nonchalantly tosses it to the ground.

ROCKY
Make your teeth yella --

MARIE
I like yella teeth.

ROCKY
Makes your breath like garbage.

MARIE
Maybe I like garbage.

Rocky and Marie take a shortcut through a dark school yard.

ROCKY
Nobody likes garbage --
Anyway, this girl with the
dirty mouth wasn't bad lookin',
but the guys wouldn't take her
out for any serious datin'.

MARIE

Why?

ROCKY

'Cause that's the way guys
are -- They laugh when ya talk
dirty. They think ya cute for
a while, but then ya getta
reputation an' watch out.

(MORE)

29.

ROCKY (CONT'D)

Nobody's ever gonna take ya
serious. Ya get no respect...
I gotta use a bad word --
Whore. You'll end up maybe
becomin' a whore.

MARIE

C'mon, Rocky. I'm twelve.

ROCKY

That doesn't matter -- You
don't really have to be a
whore, just act like one an'
that's it.

MARIE

What?

ROCKY

Yo, a bad reputation -- Twenty
years from now people will say
'D'you remember Marie?' 'No,
who was she?' 'She was that
little whore who hung out at
the Atomic Hoagie Shop.' 'Oh,
now I remember!'... See, they
don't remember you, they
remember the rep.

Rocky and Marie exit the dark school yard... Standing in the
shadows of the building are three young muggers. The light
from their cigarettes flares red in their faces.

The muggers pace Rocky across the street and follow them
down the block... Rocky sees them and stops and faces the
three. The muggers pause and study Rocky from a distance of
twenty yards. Rocky gives a loud boxer's snort, wipes his
nose with the side of his thumb and rolls his shoulders...
The muggers are intimidated and slowly peel off the meander
away.

Rocky turns to Marie who has been standing behind him.

ROCKY

(points down
the block)
... That's your house, ain't it?

Marie nods.

ROCKY
(continuing)
Listen, I hope ya don't --

30.

MARIE
I won't.

ROCKY
What was I gonna say?

MARIE
Ya hope I don't keep acting
like a whore or I'll turn into
one, right?

ROCKY
Ya, somethin' like that.

They exchange smiles and Marie moves away. Rocky has made
an impact on her life.

MARIE
Goodnight, Rocky.

ROCKY
'Night, Marie.

She takes a few more steps and pauses again.

MARIE
... Fuck you, Creepo!!!

The girl runs to her house as Rocky looks on in dismay.

ROCKY
(walks off)
... Yeah, who're you to give
advice, Creepo.

INT. JERGENS' OFFICE - DAY

APOLLO CREED and his LAWYER and TRAINER are seated in the
offices of MILES JERGENS. Jergens, a successful promoter
looks unhappy as he looks into the scowling face of Apollo
Creed.

LAWYER
Are the doctor's reports
confirmed?

JERGENS

Definitely --

(reading)

-- It says here, Mac Lee Green
has suffered a seriously
cracked third metacarpal in
his left hand.

31.

APOLLO

Damn.

JERGENS

I suppose we could cancel the
fight indefinitely if you are
set on fighting Green.

TRAINER

It ain't just Green, what
about the time Apollo's
invested --

JERGENS

I believe we can find a
solution.

APOLLO

Solution, nothin' -- What
about the Bicentennial fight.

LAWYER

Jergens, don't play games with
my client! Apollo has already
done nearly a million dollars
worth of publicity --

TRAINER

Ten million's worth!

LAWYER

-- And has made contractual
obligations with over twenty
different organizations -- He
doesn't want to be embarrassed.

APOLLO

You best find me another
ranked contender an' I mean in
a flash, man!

JERGENS

(holding up
some notes)

I contacted Ernie Roman's
manager, he's fighting in
France the same week.

APOLLO

Then gimme Buddy Shaw -- He's

ranked fifth.

32.

JERGENS

Shaw's fighting in South
America -- Why not postpone
the bout until July Fourth?

LAWYER

Hell with Fourth of July, man!
Ten thousand things'll be
goin' down on the Fourth of
July! -- Apollo wants to be
first!

JERGENS

That may not be possible, Jimmy.

TRAINER

This man here is the Star,
dig -- Don't cause him to
breathe heavy -- Now what
'bout that sucker, Billy Dukes?

JERGENS

Went to California and gained
fifty pounds -- and I called
every worthwhile contender,
but they say five weeks isn't
enough time to get in shape.

Apollo stands beneath a new fight poster and points to it.

APOLLO

Shape, nothin' -- They're
afraid. They know everybody
in the world's gonna see this
fight an' none of them gotta
prayer of beating me so
they're makin' excuses so they
don't have to be the chump
that's gonna be whipped in
front of the whole civilized
world!!

JERGENS

Apollo, I'm sure there's a way
to salvage this.

TRAINER

Nobody wants to be dissected
on the country's birthday.

33.

JERGENS

All I can counter with is that
I'm a goddamn good promoter --
I've promoted in every country
in the world -- and I've tried
to the best of my abilities.
Perhaps you're right, and no
one wants to be beat on the
country's birthday... I don't
know what else to say --

APOLLO

I do -- Maybe what this fight
needs is something new -- a
novelty.

TRAINER

You's the novelty, Champ!

APOLLO

Give my main man a raise!!

Everyone laughs.

APOLLO

(continuing)

Now here's what's goin' down.
Listen, 'cause I'm gonna say
this but one time. On January
first, the first day of the
Bicentennial I'm gonna fight
me a local poor underdog, dig?
A snow-white underdog. An'
I'm gonna put his face on this
poster with me, hear? An'
I'll tell you why, 'cause I'm
sentimental -- An' all the
people in the country all
sentimental, man, an' they'd
like nothin' better than me,
Apollo Creed, to let some
unknown get a shot at the
greatest title in the world on
this country's biggest birthday.
Now that's the way I see it
an' that's the way I want it!!

JERGENS

... It's very American.

APOLLO

No, man, it's very smart.

34.

EXT. STREET - DAY

Late that afternoon Mr. Gazzo's white 1970 Cadillac pulls up
to Rocky's apartment... Rocky is in the back seat with the
loan shark. Gazzo's bodyguard is driving.

Gazzo flips through a small black notepad.

ROCKY

Next Wednesday I grab a grand
from Snyder. An' Thursday two
yards from Cappoli, okay?

GAZZO

No, two yards from Snyder, an'
a grand from Cappoli.

ROCKY

Ya sure?

GAZZO

Hey, screw ya brain on right.
Now, who's this girl you're
going out with tonight?

ROCKY

How'd you know?

GAZZO

(smiles)
You think I don't hear things?

ROCKY

Paulie's sister.

BODYGUARD

(abrasively)
Hear she's retarded.

ROCKY

(dryly)
She ain't retarded, she's shy.

BODYGUARD

Take 'er to the zoo -- Retards
like the zoo.

ROCKY

Does that bum have to say that?

The Bodyguard reddens... Gazzo motions to his Bodyguard to
relax.

35.

GAZZO

Buddy's in a bad mood --
prostate problems.

ROCKY

He's always in a bad mood.
(laughs)
Count ya blessin's. Ya a
healthy person -- ya legs

work -- ya hands work --

The Bodyguard has been looking at Rocky with murderous eyes.

BODYGUARD
I don't like ya face.

ROCKY
Don't like yours neither.

BODYGUARD
Kiss my ass.

ROCKY
Move your shoulders down.

Mr. Gazzo is amused. He steps out of the car, followed by Rocky.

GAZZO
(smiles)
Buddy's got a thing against
ya, Rock. Some people just
hate for no reason, y'know.

ROCKY
Yeah.

GAZZO
Here's fifty bucks -- You an'
the girl have a nice time.

ROCKY
Thanks, Mr. Gazzo.

Rocky enters his apartment and Gazzo drives off.

INT. JERGENS' OFFICE - DAY

The SCENE REVERTS BACK TO Miles Jergens' office. Apollo pores over a large record book.

APOLLO
How 'bout this Billy Snow?

36.

JERGENS
Fouls.

APOLLO
How 'bout this Big Chuck Smith?

TRAINER
Too old, dull fighter.
(points at a name)
Bobby Judge is a good boy.

APOLLO

... I don't feel heat from the name.

JERGENS

Joe Zack is a good prospect --
Exciting boy.

APOLLO

... Still don't feel no heat.

JERGENS

(sighs)
Exactly what are you looking
for, Apollo?

APOLLO

... This man.

Everybody leans forward.

APOLLO

(continuing;
much amused)
'The Italian Stallion' -- He's
my man.

JERGENS

Rocky Balboa -- His record's
poor --

APOLLO

Don't matter -- That name.
'The Italian Stallion,' it's
right on.
(laughs)
Who discovered America? An
Italian, right? So, man, what
could be better than to get it
on with one of his ancestors --

TRAINER

He won't last one round.

37.

APOLLO

Listen, I gonna carry this boy
three rounds, then drop 'im
like a bad habit.

TRAINER

I don't like you messin' with
southpaws -- They do everything
wrong.

APOLLO

Southpaw, nuthin' -- I'll drop
'im in three -- 'Apollo Creed
meets the Italian Stallion.'

Shhiii -- Sounds like a damn
monster movie!!

Everyone laughs.

FADE OUT.

FADE IN:

EXT. STREET - DUSK

Rocky and Paulie walk towards his house... Even though it is cold and dark, a group of kids conduct an energetic game of half-ball. (Half-ball is a variation of stick-ball.)

ROCKY
(mimes throwing)
I usta be deadly at half-ball.

PAULIE
I hate the friggin' game...
I'd like to talk some business.

ROCKY
What kinda business?

PAULIE
Look at my hands -- See how
the joints are swollen.

Paulie extends his thick hands and tries to make a fist.

PAULIE
(continuing)
Inflamed joints -- Walkin' in
an' out of a freezer carryin'
meat plays hell on the joints.

ROCKY
Maybe ya should see a doctor.

38.

PAULIE
I don't need a doctor, I need
a different job.

ROCKY
Maybe another job is the best
thing.

PAULIE
Do me a favor -- Talk to Gazzo.
Tell him I'm a friend an'
would do a good job... Tell
him I ain't bothered by
nothin' an' would be a great
collector... Bustin' bones
don't bother me -- Tell him

I'm a good worker.

ROCKY

Gazzo's gotta come to you.

PAULIE

I'm askin' ya to go to him --
As a favor.

ROCKY

Gazzo's gotta come to you --
Hey, Paulie, it's a bad job --
Do what you do now.

EXT. ATOMIC HOAGIE SHOP - DUSK

They continue past the Atomic Hoagie Shoppe, Inc... A group of young men pitch quarters on the sidewalk out front.

Rocky pauses... He sees Marie, the little girl from the night before, hanging around with the guys. She sees Rocky.

Marie takes a deep drag on her cigarette and faces the opposite direction... The gang smiles and continues to pitch quarters.

Anger and disappointment register across Rocky's face.

PAULIE

You know her?

Rocky shrugs and the two men move off... Filling the night air is the METALLIC SOUND of pitching QUARTERS.

EXT. PAULIE'S APARTMENT - NIGHT

The men arrive at Paulie's home. It is at the top of a dimly-lit four story walk-up.

39.

ROCKY

Ya sister knows I'm comin'?

PAULIE

Yeah, sure -- She's very
excited.

INT. PAULIE'S APARTMENT - NIGHT

Paulie unlocks the apartment door and enters... Rocky stiffly follows. Paulie's sister steps out of the kitchen. A large serving spoon is in her hand... The TV is on.

She stops short and eyes Rocky... She is visibly unsettled by Rocky's unexpected presence.

ADRIAN

(weakly)

Paulie, you're late.

She looks at Rocky again.

PAULIE

Did you call the hospital?

(to Rocky)

If I'm ten minutes late, she
calls the hospital.

Adrian enters the bedroom and slams the door... Paulie
follows. An argument ensues and Rocky overhears.

OVER the argument is HEARD a SPORTS BROADCAST rising from
the TELEVISION.

COMMENTATOR (V.O.)

... Unfortunate luck for
fifth-ranked heavyweight, Mac
Lee Green. The slugging
fighter acquired a serious
fracture in his left hand
after an aggressive day of
sparring -- Champion Apollo
Creed says he'll be 'shopping
for another victim,' to fill
Green's vacancy for the
Bicentennial Championship
Fight to be held in Philly
next month... By the way,
rumor has it that this will be
the most widely-viewed sporting
event in the entire world --
and that includes the Super
Bowl, folks... Today U.S.
swimmers set a new...

40.

Meanwhile, the argument between brother and sister continues
in the bedroom.

ADRIAN

... Paulie, why didn't you
tell me you were bringing him
home?! Look at me, I'm not
ready for this.

PAULIE

Like it would make a difference
if you were, right? This
guy's a friend and now he's
takin' ya out.

ADRIAN

No... I can't!

PAULIE

Ya, ya goin' outta the bedroom

an' I don't wanna know from
nothin'.

ADRIAN

Paulie, please --

PAULIE

Hey, I want ya out
instamaticly. -- I'm sicka
lookin' at ya hangin' around
like a friggin' spider -- Go
out -- Live! Do, enjoy life.

ADRIAN

... Like you?

PAULIE

Don't get wise with me. I
want ya to stop bein' a loser.

ADRIAN

I can't go out.

PAULIE

Why?

ADRIAN

Paulie, it's Thanksgiving.
I've gotta turkey in the oven.

Paulie turns and leaves the bedroom... He enters the kitchen.
Grabbing a large fork, he opens the oven and spears the
turkey... With the turkey suspended on the end of the fork,
Paulie heaves the dripping bird out the window.

41.

Adrian has seen this and is shattered. She runs back into
the bedroom and locks the door.

PAULIE

!! Ya want the bird, go out in
the alley an' eat the bird --
I want ya outta the house --
Enjoy ya friggin' life... Ya
hungry, Rock?

ROCKY

Maybe ya better forget it.

PAULIE

Forget nothin' -- Here, talk
to my sister, tell 'er
somethin' nice.

Rocky walks over to Adrian's bedroom door and begins speaking
to the enclosed girl.

ROCKY

... Yo, Adrian, it's me,
Rocky... Ah, ah -- Ah, it's
kinda hard for me to think of
somethin' to say, y'know --
'Cause I never talked to a
door before, I mean whatta ya
say to a door.

Rocky turns away and begins to walk off.

ROCKY
(continuing)
... Maybe I better forget it.

PAULIE
Try again, c'mon, try again.

Rocky goes over to the door and begins speaking again.

ROCKY
Ah, Adrian, I know ya ain't
too happy at this moment, but
would ya do me a favor -- I
ain't got nobody to spend
Thanksgivin' with -- How 'bout
you an' me goin' out -- Get
somethin' to eat, maybe laugh
a little, who knows... Would
ya like, I dunno, go out
together?

Adrian opens the door... She already has her winter coat on.

42.

ROCKY
(continuing)
We'll have a good time.

Paulie opens the front door and gives Rocky an encouraging
smile...

ROCKY
(continuing)
What's ya sister like to do?

PAULIE
Ice skate.

ROCKY
I didn't want no turkey anyway.

ADRIAN
It's Thanksgiving.

ROCKY
To you, to me it's Thursday.

INT. ICE SKATING RINK - NIGHT

Rocky and Adrian enter a deserted skating rink.

ROCKY
Looks quiet, y'know.

ADRIAN
I think it's closed.

ROCKY
I think mebbe we're early or
somethin' --

From across the rink a CLEANING MAN yells at them.

CLEANER
Hey, whatta ya doin' here --
we're closed... Yo, we're
closed!

ROCKY
(yells back)
Are ya closed to the General
Public or to just everybody.

43.

CLEANER
(starts to walk over)
Hey, the rink is empty 'cause
we're closed -- ya ain't
allowed in here so do me a
favor an' not stay here.

ROCKY
Wait here, gotta smooth this
guy out.

ADRIAN
(softly)
We could go somewhere else
an' --

Rocky approaches the Cleaner.

CLEANER
Yo, pal, what's with you --
The place ain't operatin'.

ROCKY
Listen, I gotta problem. This
girl ain't feelin' well,
y'know -- The doctor says she
should exercise, y'know once
in awhile an' ice skatin' is
the best thing --

CLEANER
This a con?

ROCKY

Look at her, ya can see she
ain't feelin' good -- needs a
few minutes exercise --

CLEANER

Few minutes?

ROCKY

... Ten minutes.

CLEANER

Ten minutes for ten dollars.

ROCKY

... Yeah, give 'er the Blades.

INT. ICE SKATING RINK - NIGHT

Adrian has on skates. Rocky follows her onto the ice. He
wears street shoes.

44.

ADRIAN

... Aren't you skating?

ROCKY

Ain't skated since I was
fifteen -- That's when I
started fightin' -- gotta
watch the ankles. Yeah,
fightin' use to be tops with
me, but no more. All I wanted
to prove was I weren't no
bum -- That I had the stuff to
make a good pro.

ADRIAN

And you never got the chance?

The Cleaner yells from the sideline.

CLEANER

Nine minutes!

ROCKY

Hey, I ain't cryin'... I still
fight. Kinda do it like a
hobby. See I'm a natural
southpaw an' most pugs won't
fight a southpaw 'cause we
mess up their timin' an' look
awkward -- Southpaw means
lefthanded... But I guess in
the long run things probably
worked out for the best, right?

ADRIAN

But you never had a chance to
prove yourself.

ROCKY

Absolutely.

CLEANER

Eight minutes!

Adrian slips and Rocky breaks her fall.

ROCKY

I just dislocated my finger.

ADRIAN

Ohh!

CLEANER

Seven minutes!

45.

ROCKY

It ain't your fault -- I
originally done it in the Baby
Crenshaw fight.

(opens his wallet)

That's me fightin' Big Baby
Crenshaw -- Big Baby was the
size of an airplane an' I
broke my hands on his head --
I lost, but it's a nice
picture, don't ya think?

CLEANER

Six!

ROCKY

How 'bout some Cokes?

CLEANER

Cost ya a buck.

ROCKY

This guy is beautiful -- get
the Cokes.

Adrian does a slight turn and Rocky has to speed up and
nearly falls.

ROCKY

(continuing)

See, I ain't graceful,
y'know -- I don't move good --
Stink as a dancer too -- But I
can really swat, I hit hard,
an' nobody wants to fight a
southpaw! -- Havin' a good time?

real hard, but I'm a southpaw

Adrian nods and is very nervous... The Cleaner moves carefully across the ice.

ROCKY
(continuing)
Y'know how I got started in
the fight racket?

ADRIAN
By accident?

CLEANER
Here -- Three minutes.

46.

ROCKY
Yeah -- My ol' man who was
never the sharpest told me --
I weren't born with much brain
so I better use my body.

For the first time, Adrian laughs.

ROCKY
(continuing)
What's funny?

ADRIAN
My mother told me just the
opposite. She said, 'You
weren't born with much of a
body so you'd better develop
your brain.'

CLEANER
Time!

The Cleaner walks over as Rocky and Adrian get off the ice.

CLEANER
(continuing)
That's ten bucks.

ROCKY
I must be goin' deaf 'cause I
thought ya said, 'ten cents.'

Rocky hands him a dime.

CLEANER
(weakly)
... How 'bout for the Cokes?

ROCKY
Charge it.

Rocky and Adrian start to leave. Rocky pauses at the door

and fishes into his pocket and hands over eleven dollars.

ROCKY
(continuing)
Had ya goin', didn't I, huh?

He grins and leaves.

47.

EXT. STREET - NIGHT

ROCKY
Some people are very shy by nature.

ADRIAN
... I suppose.

ROCKY
I would say you're very shy by nature.

ADRIAN
... I suppose.

ROCKY
Some people think bein' shy is a disease, but it don't bother me.

ADRIAN
It doesn't bother me either.

ROCKY
Then why did I bother bringin' it up? 'Cause I'm dumb, that's why... Y'know, I think we make a real sharp coupla coconuts -- I'm dumb an' you're shy.

ADRIAN
... It is just hard for me to understand why anybody wants to be a fighter.

ROCKY
Ya gotta be a little soft to wanna be a pug... It's a racket where ya' almost guaranteed to end up a bum.

ADRIAN
I don't think you're a bum.

ROCKY
... I'm at least half a bum. Yeah, fightin' is a crazy

racket. The roughest part is
the mornin' after.

ADRIAN

Morning after?

48.

ROCKY

After a rough fight, ya'
nothin' but a large wound.
Sometimes I feel like callin'
a taxi to drive me from my bed
to the bathroom... Ya' eyes
hurt, ya' ears hurt, ya' hair
even hurts... But the thing
I'm proud of is I been in over
sixty fights an' never had a
busted nose -- Bent an'
twisted an' bitten but never
broke... That's rare.

ADRIAN

Why do you do it if it hurts
so bad?

ROCKY

... Guess.

ADRIAN

(pause)
'Cause you can't sing or dance?

Rocky smiles.

INT. ROCKY'S APARTMENT - NIGHT

Rocky and Adrian enter his one-room apartment... She is
nervous and taken aback by the bleakness of the room...
Rocky goes to the icebox.

ROCKY

Would ya like a glass of water?

ADRIAN

... No thanks.

Adrian looks at the mirror above Rocky's dresser. She sees
a high school photo of Rocky. He once was handsome and
smooth-faced... Rocky steps up behind her and his face is
reflected in the mirror.

He turns on his cheap RECORD PLAYER... He reaches into the
turtle bowl.

ROCKY

Here's the guys I was tellin'
ya about -- This is Cuff an'
Link.

ADRIAN
I sold them to you.

49.

ROCKY
(very embarrassed)
... Oh, yeah, I bought the
whole kit -- Yeah, ya sold me
the turtles, the bowl, an' the
mountain -- I had to get rid
of the mountain 'cause they
kept fallin' off.

ADRIAN
Do you have a phone?

ROCKY
I had it pulled. People
callin' all the time. Who
needs it -- Who'd you wanna
call?

ADRIAN
I wanna let my brother know
where I am.

ROCKY
D'you really wanna call?

ADRIAN
Yes, I do.

ROCKY
You sure?

ADRIAN
Yes.

ROCKY
Why?

ADRIAN
I think he might be worried.

ROCKY
I'll call your brother.

Rocky flings open the window and bellows like a foghorn.

ROCKY
(continuing)
!!Yo, Paulie -- Ya sister's
with me! I'll call ya later.

Rocky closes the window and faces the woman... She is not
smiling. She looks frightened.

ROCKY
(continuing)
What's the matter? Ya don't
like the room?

ADRIAN
It's fine.

ROCKY
It's only temporary.

ADRIAN
It's not that --

ROCKY
What's the problem? You don't
like me -- Don't like the
turtles -- What is it?

ADRIAN
I don't think I belong here.

ROCKY
It's okay.

ADRIAN
No, I don't belong here.

ROCKY
It's all right -- You're my
guest.

ADRIAN
... I've never been in a man's
apartment before.

ROCKY
(gesturing)
They're all the same.

ADRIAN
I'm not sure I know you well
enough -- I don't think I'm
comfortable.

ROCKY
Yo, I'm not comfortable either.

ADRIAN
(standing)
I should leave.

But I'm willin' to make the
best of this uncomfortable
situation.

Adrian moves to the door... Rocky intercepts her.

ROCKY
(continuing; softly)
Would ya take off your glasses?

ADRIAN
(dumbstruck)
What?

ROCKY
The glasses... Please.

Rocky removes her glasses and looks deeply into her eyes.

ADRIAN
(timidly)
... T-thank you.

ROCKY
Do me another favor?

ADRIAN
... What?

ROCKY
Could ya take off that hat.

After a moment, Adrian removes the hat... She is becoming
rather pretty.

ROCKY
(continuing)
I always knew you was pretty.

ADRIAN
Don't tease me.

The woman melts into the corner and begins lightly sobbing...
Rocky steps forward and fences her with his arms and body.

ROCKY
I wanna kiss ya -- Ya don't
have to kiss me back if ya
don't feel like it.

Rocky softly kisses the woman... Her arms hang limp. He
puts more passion into the kiss and she starts to respond.
Her hand glides like smoke up his back.

She embraces his neck. The dam of passion erupts. She
gives herself freely for the first time in thirty years.

EXT. GOLDMILL'S GYM - DAY

The following day, Rocky strolls down the street to Goldmill's Gym... Out front a group of young blacks stop talking and study Rocky as he passes. Rocky's eyebrows knit in confusion.

INT. GOLDMILL'S GYM - DAY

Rocky climbs the stairs and enters the gym...

... In a matter of seconds, his presence is known and the athletes stare in wonderment... The big black heavyweight contender, Dipper, throws down his towel in disgust and turns away.

Mike quietly approaches Rocky.

MIKE

Hey, Rock -- What happened?

ROCKY

'Bout what?

Mickey Goldmill steps out of his office...

MICKEY

Did ya get the message, kid?

ROCKY

Message -- What message?

Mickey pulls out a card from his breast pocket... He hands it to Rocky.

MICKEY

A Rep from Miles Jergens'
Promotions was lookin' for
ya -- They need sparrin'
partners for Creed.

ROCKY

Ya puttin' me on?

MICKEY

Here's the card?

ROCKY

When was they here?

53.

MICKEY

'Bout an hour ago.

ROCKY

Probably lookin' for sparrin'
partners.

MICKEY
... I said that before.

Rocky turns from Mickey and jogs out of the gym. Mickey fumbles with his rosary beads.

MICKEY
(continuing)
... Waste of life.

EXT. SKYSCRAPER - DAY

Rocky steps off a bus in mid-town Philadelphia. He hurries down Broad Street. Every few steps he breaks into a trot... He enters a skyscraper.

INT. OFFICE BUILDING - HALL - DAY

Rocky exits the elevator and enters the office of Miles Jergens' Productions.

INT. JERGENS' PRODUCTIONS - DAY

The SECRETARY is slightly startled by Rocky's excited expression.

SECRETARY
May I help you?

Rocky hands her the business card.

SECRETARY
(continuing)
Your name, please?

ROCKY
Balboa, Rocky Balboa.

The Secretary rises and enters Jergens' office... Rocky eyes the multitude of sporting pictures hanging on all four walls.

The Secretary returns.

SECRETARY
You may go in.

Rocky collects himself and enters...

54.

INT. JERGENS' OFFICE - DAY

Miles Jergens warmly greets him.

JERGENS
Hello, Mr. Balboa -- I'm Miles
Jergens -- Please, have a seat.

ROCKY

... Thanks.

JERGENS

Mr. Balboa --

ROCKY
(overriding)

Rocky.

JERGENS

Rocky, do you have any
representation? A manager?

ROCKY

No -- Just me.

JERGENS

Rocky, would you be interested
in --

ROCKY

Sparrin'?

JERGENS

Excuse me.

ROCKY

I know ya need sparrin'
partners -- I'm very available.

JERGENS

I'm sure you are.

ROCKY

Absolutely -- Sparrin' with
the Champ would be an honor --
y'know what?

JERGENS

What?

ROCKY

I wouldn't take no cheap shots.
I'd be a good sparrin' partner.

55.

Jergens seems very amused. He lights a cigar.

JERGENS

Rocky, would you be interested
in fighting Apollo Creed for
the Championship?

ROCKY

... Like I said, I'd make a
boss sparrin' mate.

JERGENS

Did you hear what I said?

ROCKY

Sure, an' I'm smart enough to know that no sparrin' partner should take cheap shots at the Champ. He's just there to help condition the man.

JERGENS

Not spar, I'm asking whether you would be interested in fighting Creed for the championship.

The weight of the statement comes crashing down in Rocky. For a long moment he becomes nothing more than a basket case as he ponders the statement... He half regains his senses.

ROCKY

... Ah... Absolutely.

The SCENE FADES and becomes a black and white television.

INT. PAULIE'S APARTMENT - NIGHT

Rocky and Adrian are at her home watching an old black and white television... Rocky smiles... The film now cuts to Apollo being interviewed.

REPORTER #1

How'd you like the 'City of Brotherly Love?'

APOLLO

I like my Philadelphia Brothers.
An' I'm patriotic!

Apollo has to move to the side to avoid a thrusting microphone.

56.

APOLLO

(continuing;
mock seriousness)

If yo' don't back up I'm gonna send yo' home with a microphone in yo' nose!

The Reporters laugh.

REPORTER #2

Why did you agree to fight a man who has virtually no chance of winning?

APOLLO

If history proves one thing,

everybody gotta chance --
Didn't yo' all ever hear of
David an' Goliath? -- 'Course
I woulda knocked out Goliath.

REPORTER #3

It is a coincidence that
you're fighting a white man on
the most celebrated day in the
country's history?

APOLLO

The same coincidence that he's
fightin' a black man.

REPORTER #1

What're your feelings about
the challenger?

APOLLO

He's Italian.

REPORTER #1

What does that mean?

APOLLO

It means if he can't fight, I
bet he can cook!

Rocky and Adrian laugh at the interview... Paulie, her
brother, takes offense.

PAULIE

Do me a favor -- His lungs,
punch 'em out.

ADRIAN

Paul.

57.

Rocky's interview now fills the screen. Rocky squints and
looks nervous under the hot lights.

REPORTER #2

This is your largest payday
ever -- How do you feel about
it?

ROCKY

Feel? I dunno... Happy.

REPORTER #2

How will you fight Apollo Creed?

ROCKY

(mind elsewhere)

Creed's great, ain't he...
I'll do what I can.

REPORTER #1
Where did you get the name,
'Italian Stallion?'

ROCKY
I thought of it 'bout eight
years ago, when I was eatin'
dinner.

REPORTER #2
Is it true the most you've
ever made in a prizefight is
five hundred dollars?

ROCKY
Four hundred -- But that was a
long time ago.

REPORTER #2
And now your payday will be
one hundred and fifty thousand
dollars. Any comment?

ROCKY
Listen, I wanna say hi to my
girlfriend -- Yo, Adrian!

Adrian blushes and laughs.

ADRIAN
Oh, Rocky!

PAULIE
(dry)
Christ.

58.

ADRIAN
You didn't!

ROCKY
Sure I did. You heard.

They continue to watch the remainder of the interview... The
head COMMENTATOR is looking directly into the camera.

COMMENTATOR
A Bicentennial Fight --
January first. It will be the
first sporting event on our
two hundredth birthday and is
already being called by many
the greatest farce in sports
history. If this man lasts
more than a minute I would say
he's on borrowed time.
(sarcastically)

It's matches like this with their exorbitant prices that give sports a bad name -- Not only is this match bad, people, it's sad! Why a Rocky Balboa? At the State Athletic Commission, Larry Duggan reporting.

PAULIE

(irate)

The guy's a friggin' moron.

ROCKY

Why?

PAULIE

Don't it matter none he's makin' ya out a fool? -- I'd break his lips.

ROCKY

It don't matter.

PAULIE

He's takin' cheap shots.

ROCKY

It don't bother me none.

PAULIE

Yo, Rock -- now ya'll be lookin' for people to help, right?

59.

ROCKY

Help what?

PAULIE

Y'know, to help keep ya livin' clean.

ROCKY

I'll do okay.

PAULIE

Ya gotta have a guy help ya exercise, mebbe somebody to be standin' by with a towel or run errands, y'know.

ROCKY

Hey, who cared about me yesterday, huh? Nobody -- I think I'm gonna train myself.

PAULIE

Without havin' good people
around, ya won't have such a
good chance.

Adrian is not happy with her brother's overbearing attitude.
She faces him.

ADRIAN
Einstein flunked out of
school... twice.

PAULIE
That so.

ADRIAN
Roosevelt finished last in his
class -- Beethoven was deaf,
an' Helen Keller was blind --
I think Rocky has a good chance.

INT. HALLWAY OF PAULIE'S APARTMENT - NIGHT

Rocky stands in Adrian's doorway. He kisses her.

ROCKY
See ya tomorrow.

Rocky moves down the stairway and continues to do so as he
converses with Adrian who remains upstairs. His VOICE
ECHOES up the stairwell.

60.

ROCKY
(continuing)
How'd ya like hearin' ya name
on TV?

ADRIAN
I don't know -- I was shocked.
Why did you do that?

ROCKY
Ya puttin' me on, right?

ADRIAN
(smiles)
Absolutely -- What time should
I expect you?

ROCKY
'Bout seven.

ADRIAN
I'll be waiting.

Rocky is now on the ground floor yelling up to Adrian on the
top floor landing.

ROCKY
Y'know how I said that stuff
on television didn't bother me?

ADRIAN
Yes.

ROCKY
It did.

As Rocky completes the last word, he exits the building and
slams the door which RESOUNDS throughout the apartment house.

EXT. ATOMIC HOAGIE SHOP - NIGHT

Gazzo, the bodyguard, and Rocky are standing out front.
They are eating hot sandwiches.

ROCKY
Y'know I won't be able to work
for ya no more.

GAZZO
Hey -- if a good man can make
a better life, let him make it.

ROCKY
I feel bad about walkin'.

61.

GAZZO
Take your shot, kid -- You got
money for trainin' expenses?

ROCKY
A few bucks.

Gazzo takes out a wad and peels off several bills.

GAZZO
Here's five hundred -- Put it
in your glove.

ROCKY
Do I have to pay juice?

Gazzo looks at the Bodyguard and shakes his head as if to
imply, "Why's this guy asking such a foolish question?"

Gazzo and the bodyguard step to the white Caddy parked at
the curb. They enter the cab. Rocky watches.

INT. CAR - NIGHT

GAZZO
(smiles)
Does Santa Claus charge juice?
Merry Christmas -- Now, how's

about my present, ya gonna win?

ROCKY

Gonna try.

GAZZO

Listen, kid, I'm with ya. Ya know, I'm with ya -- Italian, we're blood. You kill this rug -- We Guinneas gotta show these Afro-Americans where it's at. Give it your best shot cause I want ya to prove to these bums on the corner that my man can't be beat by this rug... Ya got any action on the side.

ROCKY

No action.

GAZZO

Ya gettin 150 grand killer. Ya got any plans for it? Whatta ya think?

(MORE)

62.

GAZZO (CONT'D)

Ya like to put it on the street, make it work for ya?

ROCKY

I'm gonna do somethin with it.

GAZZO

Sure, you do what ya want. Stay away from the stock market.

ROCKY

Black market?

GAZZO

Same thing. Ya know, Rock, remember when we was kids, we fought together. An' I wasn't well an' ya had to beat up that Irish kid -- what's his name? -- Gallager -- I bought a suit and became a businessman. You put on gloves. An' I remember Mama almost cried, may she rest in peace -- an' our ol' man who said ya had no brains -- I'd like to lay hands on that bastard. You ain't never had any luck. Even when I owned you in '66

you never had luck. But now I
think you might be gettin'
some luck kid. Whatta you
think?

Rocky smiles and Gazzo gets into his car. Rocky follows him
across the street.

ROCKY
Yo, you gonna show, Tony?

GAZZO
Where else am I gonna go.
(to Bodyguard)
Bet three grand on Rocky.

BODYGUARD
He's a bum -- are you kiddin?

GAZZO
(slaps Bodyguard)
No! I'm not kiddin!

Rocky walks away.

63.

INT. ROCKY'S APARTMENT - NIGHT

Rocky returns home and enters his apartment. After turning
on the light, he flips on his RECORD PLAYER. He now feeds
the turtles.

ROCKY
Look who's home!

Rocky notices two telegrams laying inside the threshold. He
approaches them with a sense of awe. He opens and reads one.
Settling on the bed, he reads the other.

A KNOCK is HEARD. Rocky opens the door. Mickey Goldmill,
the gym owner, stands framed in the doorway.

MICKEY
(stiffly)
I seen the light. I figure
somebody was home.

ROCKY
Hey, Mickey -- Whatta ya doin'
here? Here, sit down.

Rocky tosses soiled clothing off a mangled armchair.

ROCKY
(continuing)
Best seat in the house -- Hey,
Mick, this is too much.

MICKEY

How do you mean?

ROCKY

I'm usta seein' ya at the gym,
but seein' ya here, in my
house, it's kinda outta joint.

By the manner in which Goldmill listens, it is obvious
something important is preying on his mind.

Rocky is slightly uncomfortable, almost embarrassed at
having outsiders see how he lives.

MICKEY

Listen, Rock, you're a very
lucky guy.

ROCKY

Yeah.

64.

MICKEY

What's happened is freak luck.

ROCKY

Freak luck for sure.

MICKEY

Look at all them other fighters.
Real good boys. Good records.
Colorful. Fight their hearts
out for peanuts -- But who
cared? Nobody. They got it
shoved in their back door.
Nobody ever give them a shot
at the title...

ROCKY

(uneasy)

Freak luck is a strange thing.

Mickey does not hear. His attention is drawn to the turtles.

MICKEY

Whatta' those?

ROCKY

Turtles -- domestic turtles.

MICKEY

(businesslike)

I'm here tellin' ya to be very
smart with this shot. Like
the Bible sez, ya don't get no
second chance.

Mickey looks hard into Rocky's eyes.

MICKEY

(continuing)

Ya need a manager. An advisor.
I been in the racket fifty
years. I done it all, there
ain't nothin' about the world
of pugilism that ain't livin'
up here.

He lights a half-smoked cigar.

ROCKY

(at a loss)

Fifty years, huh.

65.

MICKEY

(stronger)

Fifty years. The rep is known
around Philly, an' a good rep
can't be bought, but I don't
have to tell you that.

ROCKY

How 'bout a glass of water?

MICKEY

Rocky, d'ya know what I done?

ROCKY

(uneasy)

... What?

MICKEY

(driving each
word hard)

I done it all. I've done an'
seen everything'. Believe
what I'm tellin' ya -- Ya
shoulda seen the night in
Brooklyn, I smacked 'Ginny'
Russo outta the ring, September
14, 1923 -- same night Firpo
knocked Dempsey outta the ring.
But who got the Press? He did.
He had a manager -- September
14, 1923.

ROCKY

(softly)

Ya got a good mind for dates.

Mickey deafly continues, becoming more engrossed every second.

MICKEY

Look at this face -- twenty-
one stitches over the left

eye, thirty-four over the
right -- my nose was busted
seventeen times, the last
being the Sailor Mike fight
New Year's Eve, 1940, in
Camden, New Jersey -- What a
professional pastin' I give
him. Here, read about it.

(MORE)

66.

MICKEY (CONT'D)

(shows a tiny
press clipping;
points to
cauliflower ear)

An' he give me the vegetable
on the ear. I got pain an'
experience... an' you got
heart -- kinda remind me of
Marciano, ya do.

Rocky points to his most prized possession.

ROCKY

Nobody ever said that --
There's his picture.

MICKEY

Yeah, ya kinda remind me of
the Rock. Ya move like 'im.

Mickey has rung the bell. Nothing could please Rocky more
than being compared to his idol.

ROCKY

Really think so?

MICKEY

Ya got heart.

ROCKY

Heart, but I ain't got no
Tocker.

Rocky shifts against the wall and lowers himself into a
crouch.

MICKEY

Christ, I know this business.
Rocky, when I was fightin' it
was the dirtiest racket goin',
see. Pugs like me was treated
like fightin' dogs -- throw ya
in the pit an' for ten bucks
ya try to kill each other. We
had no management...

(MORE)

MICKEY (CONT'D)

fought in boxcars, in
 whorehouse basements, any
 joint with a floor -- October
 1931 I fought a bum who put a
 tack in the thumb of his glove
 an' punched so many holes in
 my face I had spit shootin'
 outta my cheeks -- I never had
 no manager watchin' out for
 me -- See that picture outside
 the gym -- 'Mighty Mick,'
 that's me in my prime. I had
 all the tools. I coulda
 starched any lightweight husky
 on the East Coast -- But I had
 no management. Nobody ever
 got to know how slick I was,
 but I had a head for business
 an' stashed a few bucks an'
 opened the gym -- It's a dirt
 hole, I know it, but that an'
 a lotta scars is what I got to
 show for fifty years in the
 business, kid -- now you come
 along with this shot an' I
 feel like it's me gettin' the
 shot I never got... Yeah, we
 was treated like dogs -- like
 them Dago's, no offense, in
 the Colosseum in Rome there --
 An' now I got all this
 knowledge, I wanna give it to
 ya so I can protect ya an'
 make sure ya get the best deal
 ya can!

Rocky rises and opens a window.

MICKEY

(continuing)

Respect, I always dished ya
 respect.

ROCKY

... Ya gave Dipper my locker.

MICKEY

(almost begging)

I'm sorry, I -- I made a
 mistake. Kid, I'm askin' man
 to man. I wanna be ya manager.

ROCKY

The fight's set -- I don't
need a manager.

MICKEY

Look, you can't buy what I
know. Ya can't. I've seen it
all! I got pain an' I got
experience.

ROCKY

I got pain an' experience too.

MICKEY

Please, kid.

ROCKY

(tightly)

Whatever I got, I always got
on the slide. This shot's no
different. I didn't earn
nothin' -- I got it on the
slide... I needed ya help
about ten years ago when I was
startin', but ya never helped
me none.

Mickey drops the ashtray and kneels to pick it up... He
remains on one knee.

MICKEY

If ya was wantin' my help, why
didn't ya ask? Just ask.

ROCKY

I asked, but ya never helped
nothin'! -- Like the Bible
sez, ya don't get no second
chance.

MICKEY

(yells)

Rocky, I'm seventy-six years
old. Maybe you can be the
winner I never was -- your
shot is my last shot!

Rocky is choked and goes into the bathroom and closes the
door.

Mickey struggles to his feet and, like a beaten man, leaves.

Several moments later Rocky steps out and lowers himself
into bed. Springing up a second later, he runs outside.

Rocky races up the block toward the shadowy and hunched form of Mickey. Way in the distance, we SEE Rocky stop the old man beneath a street lamp. He places an arm around his shoulder.

INT. ROCKY'S APARTMENT - PRE-DAWN

The following morning, Rocky's ALARM CLOCK GOES OFF at exactly four A.M. Not accustomed to rising this early, with great difficulty Rocky staggers to his feet and wavers to the bathroom. He turns the light on and roaches scatter.

At the top of the mirror hang the telegrams. Rocky fills the basin and submerges his face in cold water.

Rocky sways to the icebox and removes a dozen eggs. He cracks five raw eggs into a glass and downs it in one swill... his body quivers.

EXT. STREET OF ROCKY'S APARTMENT - PRE-DAWN

Rocky steps outside. He is dressed in a well-worn sweat suit with a hood, gloves and sneakers. It is pitch dark and his steaming breath attests to the cold.

He begins running down the center of the deserted street. He can only be clearly SEEN as his form passes beneath the street lamps.

Two garbage men stop hoisting cans to watch him pass.

EXT. ART MUSEUM STAIRS - DAWN

Rocky stands at the base of an overwhelmingly steep flight of stairs. He stares up at the stairs that nearly disappear into the morning gray. Taking a deep breath, he starts up. From the start, he looks out of shape and halfway up his legs give way. Standing, he brushes off and descends the stairs.

EXT. CITY HALL - DAWN

Rocky passes City Hall and veers to the river. He pauses, heaving great gusts of exhausted breaths. He throws several lazy jabs in the air and walks awhile with hands on his aching sides. Men delivering the morning papers observe with amusement.

Rocky forces himself to begin running again.

70.

EXT. ELEVATED TRAIN STATION - DAWN

Heading along Spring Garden Street, Rocky passes beneath an elevated train station. The ROARING TRAIN overhead seems to blend perfectly with his muscular running style.

EXT. DOCKS - DAWN

The sky is beginning to lighten. The fighter now runs along the piers and past anchored freighters.

EXT. EASTERN PACKING COMPANY - DAWN

It is five-thirty and Rocky approaches the loading platform belonging to Eastern Packing Company. Alongside the loading platform come several boxcars.

Rocky mounts the ramp and knocks on the metal door. It soon opens and Paulie guides him inside. Paulie is drunk.

INT. SHIPPING OFFICE - DAY

PAULIE
How ya feelin'?

ROCKY
(panting)
... Tight.

PAULIE
I got whiskey here.

ROCKY
... No.

Rocky notices TWO PUERTO RICANS lounging alongside the shipping office.

PAULIE
This is the guy who's fightin'
Apollo Creed.

JOSE
(heavy accent)
Good luck -- Kill him, man.

PAULIE
(as though
rehearsed badly)
Hip -- Hip -- Hooray! C'mon --
Hip -- Hip --

71.

JOSE
(walks away)
Hooray, man.

PAULIE
Rock'll be comin' by every
mornin' to pick up some
Prime -- can't train on that
store crap.

Rocky smiles and Paulie leads him out of the office and to the large metal door of a walk-in refrigerator.

INT. FREEZER - DAY

They enter. The freezer resembles a modern torture chamber... row after row of hanging slabs of beef stretch into the darkness to the far end of the refrigerator. The blower overhead causes the men to speak loudly.

PAULIE

(teasing)

If ya don't pay Gazzo, ya end
up hangin' on the hook, right?

ROCKY

Gazzo's a good man.

PAULIE

How 'bout you talk to 'em
about me?

(tightly)

Please do me that favor.

ROCKY

Keep this job, ya eat better.

Paulie opens a jackknife and idly jabs the hanging meat. He swills whiskey from a pint bottle.

PAULIE

Y'know, d'ya think you an' my
sister -- Ah, doin' good
together?

ROCKY

Whatta you think?

PAULIE

Ain't sure, what's the story?

ROCKY

What?

72.

PAULIE

The story -- what's happenin'?

Paulie speaks like a man who has been mulling this over for quite a while.

PAULIE

(continuing)

Ya really like her?

ROCKY

Sure I like her.

PAULIE

(nervous laughter)

What's the attraction? I
don't see it?

ROCKY
I dunno -- she fills gaps.

PAULIE
What gaps?

ROCKY
(shrugs and
takes meat)
She got gaps. I got gaps --
together we fill the gaps.

PAULIE
(sharply)
You ballin' her?

ROCKY
(turns around)
Don't talk dirty 'bout ya
sister.

PAULIE
(tersely)
C'mon, ya screwin' her?

From across the room Rocky looks him hard in the eyes.

ROCKY
That's why I can't put ya
together with Gazzo, cause ya
talk too much -- big mouth.

Paulie reddens. He steps forward and slams his fists in a
hanging beef.

73.

The punching of the beef is a muted challenge and Rocky
responds.

Rocky walks up to a beef and slams his fist into the ribs.

The grotesque object swings in a wide arc like a hanging
corpse. Rocky moves to the next one and hooks.

Rocky's face reveals a never before seen concentration, as
though he were locked in total battle.

PAULIE
Hit the rump. The rump!
Ya'll break the ribs!

Rocky speeds up and continues pounding on the second row of
beef. Paulie's eyes widen and his face grimaces with every
punch, like he were receiving it. Rocky moves into the dark
recess of the refrigerator. Only the dull SOUNDS of his

POUNDING FISTS can be HEARD.

Rocky works his way to Paulie again. Every hanging beef swings and appears surrealistically alive.

PAULIE
(continuing)
We do that to Creed an'
they'll take us to jail for
murder.

Rocky looks at his hands. They are drenched in red up to the elbows with beef blood.

Paulie hands him a package of beef.

ROCKY
Don't talk dirty 'bout ya
sister.

Rocky takes the package and runs out. Paulie's bleary eyes reveal a fearful respect and slight resentment.

INT. GOLDMILL'S GYM - DAY

The gym is filled to capacity. The NOISE is DEAFENING. Rocky pounds a heavy bag.

Mickey steps forward and removes a piece of string from his pocket.

74.

MICKEY
(passionate)
Stop! Stop! I can't stand it!
It's clumsy. You're off
balance.

He motions to his bullish helper, Mike. He hands him the string.

MICKEY
(continuing)
Tie it to both ankles -- Leave
two feet slack.

ROCKY
I never had good footwork.

Mike completes the task.

MICKEY
Forget the footwork -- You're
off balance. The legs are
sticking everywhere. Marciano
had the same problem, an' the
string cured it. When you can
hit and move without breakin'

the string you'll have balance.

MIKE

You'll be a very dangerous person.

Two young boys in street clothes interrupt Mickey.

BOY

Rocky, could we have your autograph?

ROCKY

... Sure.

MICKEY

(irate)

Don't you boys ever interrupt when I'm conductin' business, or I'll kill you both -- Go away.

The boys depart.

75.

MICKEY

(continuing)

Autographs! Ya wanna be a writer or a fighter? Let's work.

Mike looks off across the gym.

MIKE

... we got visitors.

Mickey strains his eyes to see a group of REPORTERS and NEWS CAMERAMEN entering his gym.

MICKEY

(approaching)

Can I help you guys?

REPORTER

(to Cameraman)

Set the camera up over there.

(to Mickey)

We're from Channel Seven -- Covering the pre-fight training.

MICKEY

I own the place.

The Reporter has a hundred things on his mind... he turns from Mickey and nods to his crew... the other television crews rush to set up.

CAMERAMAN

Rolling here.

SOUND MAN

Speed here.

REPORTER

(to the camera)

We're here at Goldmill's
Gym -- A Philadelphia landmark
of sorts since 1929 -- The
stench of toil permeates every
corner. The sweat a trademark
of a unique profession... Yet,
the most unique fixture is an
unprecedented 50 to 1 underdog
heavyweight named, Rocky Balboa.

The camera turns to Rocky.

76.

ROCKY

(to Mickey)

Should I do this?

Mickey nods and Rocky faces the glaring lights.

REPORTER

So much has happened lately --
Has it changed your life style
much?

ROCKY

... People talk to me more.

REPORTER

How're you preparing for this
Bicentennial bout?

A young punchy fighter yells out:

FIGHTER

Readin' fuckin' history books,
man!

The gym explodes with laughter.

REPORTER

(flushed)

We can cut that out later.
Apollo Creed says he'll let
you stay three rounds before
he puts you away.

ROCKY

(honestly)

Apollo's a great fighter.

REPORTER

Do you feel you have a chance?

ROCKY

Maybe --

He faces Mickey. Mickey whispers in his ear.

ROCKY

(continuing)

I'll tear his head off.

REPORTER

Do you have anything derogatory
to say about the Champion?

77.

ROCKY

Derogatory? Yeah, he's great.

Apollo Creed and his entourage enter the gym.

APOLLO

(bellowing)

I am the Champion of the whole
world!!!

The gym freezes... everyone turns and stares in wonderment...
Mickey Goldmill shakes his head in disbelief. He now
realizes it is a publicity stunt.

APOLLO

(continuing)

(approaching Rocky)

Italian Stallion, I come over
to tell you to be very smart
an' after this fight donate
what's gonna be left of your
body to science, cause after
this fight what's left won't
fill a tuna fish can!... So
beware, Mon Cher!!!

Apollo turns to the cameras... Rocky is speechless.

APOLLO

(continuing)

This classic fight -- Tha's
right, this bicentennial
fight's goin' down in the
history books 'cause January
first I'm gonna be the first
man to bounce another man offa
the planet Pluto!

Dipper stands in the far ring... the attention Rocky is
receiving makes him a killer.

APOLLO

(continuing)
Now I gots a special
announcement, y'hear. For the
first time in alotta years
this championship fight is
gonna be on your home T.V.!
Free -- 'Course that's just
for Philly -- My present to
the city...

(MORE)

78.

APOLLO (CONT'D)
Now some ya'll ain't much on
likin' me, but ya gotta admit
Apollo Creed is one DAMN
generous, 100% pure, government
inspected, Afro-American Folk
Hero!!!

Everyone laughs... Dipper moves across the room like a large
snake. He brushes people aside and steps behind Rocky. He
nudges him... Rocky thinks it is an accident and ignores it.

Dipper pushes harder and Rocky looks questioningly at him.

DIPPER
(loud)
Ya nothin', Boy!

Apollo stops his sales pitch in mid-sentence... The
television crew faces Dipper.

DIPPER
(continuing)
I say ya nothin'!

MICKEY
What's happenin' here?

DIPPER
I'm happenin'! This pig is
takin' my shot -- I iz a
contender. He's nothin'.

ROCKY
(dumbstruck)
Yo', Dipper, why're ya --

DIPPER
(shaking his fist)
Spar me in front of these here
TV dudes -- I knock ya ass to
Jersey!

Dipper's fat black trainer holds out his hands and Dipper
slaps them soul style.

MICKEY
(to Dipper)
You can forget about sparring,
kid.

DIPPER
Yo' know I iz the best man
here! Yo' said so yoself!

79.

MICKEY
(almost
apologetically
to the crew)
Why let Rocky here take a
chance on cuttin' or breakin'
a hand? -- Take a shower,
Dipper.

DIPPER
Don't mouth me, old man, I'll
knock yo' out too. C'mon,
wop, spar me, let everybody
see who's got the heat around
here.

Silence looms over the gym... Apollo is apprehensive. The
scene is becoming too real. The frightened television crew
slyly begins putting away their expensive equipment.

DIPPER
(continuing; insanely)
Man, yo' best keep them
cameras out! Fight me, boy!
Let Creed here see the kind of
punk he's fightin'!

Mike forces his way through the crowd and stands behind Rocky.

MIKE
Don't chance it, man -- He's
sick.

MICKEY
This is gettin' outta hand --
Rocky will fight in the ring
January first, not here!

DIPPER
Yo' yellow, old man.

MICKEY
Not yellow, cautious.
(to the crew)
See, it's very easy for a
fighter to accidentally hurt --

Dipper suddenly steps forward and slaps Rocky very hard

across the side of the head... The gym becomes stone cold.
Dipper is in total command and enjoying every moment of it.

80.

DIPPER
If yo're afraid to fight me,
then get down an' kiss my
feet, boy.

Mickey looks nervously around and knows it's only seconds
before the blood will run... Rocky stands motionless.

MICKEY
(softly)
Let's take a walk, Rock.
Please, don't take a chance.
He wants to hurt you so you
can't fight.

Rocky swallows his pride. He still has the string around
his ankles. He starts to shuffle away with Mickey... Dipper
steps forward and viciously slaps Rocky again.

Mike jumps forward.

MIKE
Why you tryin' to cut 'im, man!
Back off, scumbag, or I'll
bite your face!

Dipper cuts loose with a hook and knocks Mike flat. The
room reeks of fear... Apollo's eyes flick back and forth
between Rocky and Dipper. Apollo taps his bodyguards and
they begin to ease away.

DIPPER
... Now, boy, kiss my feet.

Rocky eyes his friend lying on the floor. He shuffles
forward and stands before Dipper.

DIPPER
(continuing;
almost in a whisper)
... Kiss 'em.

Rocky looks at Mickey, then lowers his eyes to Dipper's
feet... Dipper smiles. Rocky starts to bend towards the
shoes. Without warning, he explodes with a pair of
combinations into Dipper's exposed ribs. A CRACK is HEARD
and Dipper sinks to the floor writhing in pain... The room
is silent except for Dipper's moaning.

Apollo is stunned by the scene. The gym has become a very
gloomy place. He eyes Rocky with admiration and a hint of
apprehension... He leaves.

Mickey is the first one to shake off the chill... He shakes his fists at the Reporters, and puts his arm around Rocky.

MICKEY

The kid's got cannons -- Print that.

The crowd disperses, leaving Dipper a pathetic and broken figure lying on a dirty gym floor.

INT. ROCKY'S APARTMENT - NIGHT

They enter the dismal apartment... On the floor are at least ten telegrams. Rocky scoops them up and tosses them aside. Next to the door is a pile of over a hundred telegrams.

ADRIAN

Don't you open them anymore?

ROCKY

They either say, 'Kill the nigger' or 'Hope you die, Honky.' -- What ya got in the bag?

Adrian steps to the window. She pulls a pair of short but lovely curtains from a shopping bag... The colorful curtains glare in the dark room.

ADRIAN

Like?

ROCKY

Sharp -- Real nice.

ADRIAN

Really -- You don't think they're overly feminine?

ROCKY

No... Sharp -- You look great.

Adrian smiles and pulls out a small Christmas wreath...

Rocky smiles. His eyes show what he feels for this woman.

ROCKY

Adrian, you really look great, y'know -- But I can't fool around durin' trainin' -- makes the legs weak.

ADRIAN

Don't want weak legs.

ROCKY

Can't fool around -- You look
very great.

ADRIAN

-- The legs.

ROCKY

Yeah... But I think weak legs
ain't bad sometimes, y'know.

Rocky approaches in a seductive manner. Adrian
uncharacteristically removes her sweater. Underneath is a
T-shirt that reads "Win, Rocky, Win."

ADRIAN

I thought it might be cute.

ROCKY

Ya right --

(laughs)

Mebbe we best just hold
hands -- the shirt made me
feel guilty, y'know.

SCENE FADES.

EXT. STREET - PRE-DAWN

Rocky is running... for extra weight he carries his huge
dog, Butkus. After a half a block he sags under the weight,
and laughing, begins to wrestle with the dog on the
pavement... Rocky tries to sneak away from the dog, but
after a few steps the beast sees him and chases him down the
street.

EXT. EASTERN PACKING COMPANY - DAWN

It is early morning and as usual Rocky jogs to the meathouse.
He is followed by his new dog, Butkus. He is stopped short
when he notices several television news vans parked out front.

INT. EASTERN PACKING COMPANY - DAWN

He and the dog enter the freezer area and see several
reporters and men with mini-cameras milling around... Paulie
is waiting for him -- Rocky is upset and goes outside.
Paulie follows.

83.

EXT. EASTERN PACKING COMPANY - DAWN

PAULIE

Yo, Rock. I made a few phone
calls an' thanks to me ya
goin' to be a big man --
Thatta dog?

ROCKY

Whatta these guys want?

PAULIE

To see ya train.

ROCKY

Yo, what's with you? -- It was
suppose to be private.

PAULIE

I thought I was doin' ya a
favor -- C'mon inside --
Y'know, my sister really likes
ya.

Rocky follows Paulie inside.

INT. EASTERN PACKING COMPANY - DAY

A REPORTER points in Rocky's direction and suddenly he is
surrounded and led into the freezer area and positioned
beside a slab of hanging beef. The camera lights go on.

COMMENTATOR

Just relax, Mr. Balboa --
(to the camera)
Today we're here with
heavyweight challenger, Rocky
Balboa. The reason we are
standing in a refrigerated box
is that Mr. Balboa has an
unusual method of training and
in a moment he is going to
demonstrate it for our viewing
audience -- But first, Rocky,
how did you ever come to train
in an icebox?

ROCKY

Ah -- My buddy Paulie let me
in one day an' I hit the beef
here an' liked it -- An' since
I become a challenger, the
owner don't mind neither.

84.

COMMENTATOR

Is this a common training
method -- I mean do other
fighters pound raw meat?

ROCKY

I think me and Paulie invented
it.

COMMENTATOR

Would you give us a
demonstration?

Rocky steps over to a hanging beef and begins pounding with incredible intensity... Everyone present is taken aback. Rocky completes hitting the meat and stands there with his hands dripping beef blood.

The Commentator is unnerved and Rocky looks straight into the camera lens and holds up his bloody fists.

COMMENTATOR

... Diane Lewis in the
meathouse with the Southpaw,
Rocky Balboa.

INT. JERGENS' OFFICE - DAY

Apollo sits behind Jergens' desk. Jergens is not present. Four middle-aged and younger types and Creed's lawyer sit around the desk. The desk is flowing with forms and charts.

APOLLO

How much is being channeled
into West Coast closed-circuit
advertising?

LAWYER

Three hundred thousand.

APOLLO

Make it four hundred an' fifty.
(to younger man)
Send two hundred roses to the
mayor's wife from me, get a
picture an' make sure it gets
all the papers.

BUSINESSMAN #3

Do ya want to run the fifteen
radio spots in the mid-west?
I think you could spend the
money better in Canadian
publicity.

85.

APOLLO

Yeah, I'd like to get Canada --
see, if we can get a tax
break -- Gimme the figures on
the Program Concession.

Meanwhile, the trainer sits across the room in a darkened corner looking at a small television. He is watching Rocky's bloody exhibition on the news...

He waves at Apollo.

TRAINER

(worried)

Apollo, you oughta come see
this boy you're gonna fight on
TV -- looks like he means
business.

Apollo is still engrossed in his paperwork.

APOLLO
I mean business, too --
(to men)
The gross rental of the arena
is gonna include the four
hundred ushers, right? --
Gimme some coffee.

EXT. PAULIE'S STREET - NIGHT

It is a moonless night and Paulie staggers across the street
and enters his building... He staggers up the stairs.

INT. PAULIE'S APARTMENT - NIGHT

Paulie removes his coat and tosses it listlessly in a
chair... He rubs his red eyes and sways into the kitchen.

He takes a bottle of wine out of the icebox. As he swills
the wine he hears the SOUND of Rocky's and Adrian's VOICES
traveling from his sister's room. Paulie's face tightens
and he staggers towards the bedroom.

He stands outside the bedroom door and peers through a
crack... Rocky, Adrian, and the dog are watching TV in the
otherwise darkened room.

ADRIAN
... And he called the
reporters --

ROCKY
Yeah... Threw my whole day off.

86.

ADRIAN
Don't be mad at him -- He just
wants to help.

ROCKY
Yo -- I ain't mad. I'm just
outta joint when reporters are
around -- They take cheap
shots an' Paulie knows it.

ADRIAN
... Are you going to say
anything to him?

ROCKY
... What's to say? I dunno

what he wants from me --

Filled with uncontrollable anger, Paulie smashes into the room.

PAULIE
Nothin'! I want nothin' from
you!!!

ADRIAN
Paulie!

PAULIE
Shutup! I want nothin' -- I
ain't no charity case! Get
outta my house!

ADRIAN
It's not your house --

PAULIE
You ain't no friend no more --
Go home! Outta my house I
want ya!

ADRIAN
Don't talk like that to him!

PAULIE
Get outta my life both of ya's.

Paulie kicks the door out of frustration and appears to be bordering on a nervous breakdown.

PAULIE
(continuing)
Outta my house I want ya!!

87.

ROCKY
... It's cold outside, Paulie.

Paulie goes to the living room closet and removes a baseball bat... Rocky and Adrian quickly follow.

PAULIE
I don't want ya messin' up my
sister no more -- He's scum
from the corner, I don't raise
ya to hang with no bum!

Adrian is speechless... Rocky moves towards Paulie.

PAULIE
(continuing;
raising the bat)
... Wanna hit on me? C'mon --
C'mon, I'll break both ya arms

so's they never work...

Rocky freezes...

ADRIAN

... Paulie. Stop now!

PAULIE

I want 'im outta here --

(to Rocky)

Don't think I'm good enough to
work for Gazzo?

(spits)

That's what I think of bums
like you an' Gazzo!

(spits again)

You're goin' up an' don't care
enough to throw Paulie some
crumbs!

(spits)

I give ya meat, an' I give ya
my sister, too!

ADRIAN

Only a pig would say that!

Paulie smashes a small table with the bat.

PAULIE

(to Adrian)

You forget what I went through
to give ya the best.

88.

ADRIAN

You gave me what?! Knots!
You gave me knots in here
every day -- you made me
scared of everything!

PAULIE

I always seen ya had the best,
but did ya ever think of
puttin' in a good word for me
with this scumbag!

Paulie smashes a large lamp with the bat.

ADRIAN

Don't do that again!

PAULIE

Get away from me -- I could
never even get married 'cause
you couldn't live by yaself --
ya'd die by yaself! So
instead I put you two
together -- Did ya think of

puttin' in a good word for
me? -- You owe me!

ADRIAN

Owe you what?

PAULIE

You owe me an' are supposed to
treat me good!

ADRIAN

Good? Good, Paulie?! I've
been treatin' you like a baby.
Since I can't remember it's so
long -- I'm the only one who
feeds you an' puts you in bed
when ya can't stand up -- and
it's you that made me feel
like a loser -- That's what ya
use to call me 'Loser' -- What
kind of name is that? So can
ya blame me for not remembering
to talk about you when I'm
with Rocky -- I don't owe you,
Paulie, you owe me.

The brother flares up and threatens Adrian with the bat.

PAULIE

You busted?!

89.

ADRIAN

What?!

PAULIE

You a virgin? -- Ya let 'im in
ya pants, didn't ya! Ya
pulled down ya pants an' let
him have it, didn't ya!!

Mortified, Adrian runs to her room... Rocky steps to Paulie.

ROCKY

(fuming)

Hey --

Paulie cocks the bat back and tenses... Rocky remains still.

PAULIE

(softly)

... I can't haul meat no more.

ROCKY

What can I do about it?

PAULIE

Christ, I been beggin' ya for

a break until I'm sick inside.

ROCKY

What break? Huh? What break!
Who am I to give breaks! I'm
a fighter, you haul meat. You
do what you do an' I do what I
do best -- that's it -- that's
life, man!

Paulie looks ashamed... Rocky walks, then returns.

ROCKY

(continuing)
... An' what ya said to my
girlfriend ain't right -- Do
it again, I'll kill ya.

Rocky goes into the bedroom... Adrian has buried her face in
a pillow... She is rocking slightly. Rocky cradles her and
kisses her cheek.

ROCKY

(continuing)
Wanna hear a dirty joke?

90.

ADRIAN

(smiles)
... Yes --

INT. MICKEY'S OFFICE - DAY

Mickey is in his cluttered office above the gym... the room
is dark. Blankets are tacked over the windows. Rocky is
watching 8 mm movies of Apollo Creed in action... Rocky
watches with intense concentration as the fighter moves like
a huge dancer around the ring.

MICKEY

His defense is great, can't
lie 'bout that -- You have a
rollin' style. Can't retreat
as fast -- But your style
ain't retreatin'.

They both watch the flickering images.

MICKEY

(continuing)
See how he plays sometimes --
Drives his cornermen nuts.
Nobody knows his next move --
Him included.

They watch more action... Creed has a fighter helpless
against the ropes.

MICKEY
(continuing)
Killer instinct -- Ya both got
the killer touch. Interestin'.
See that! -- Right-cross
combination. Beautiful. But
you got the power to rip the
body.

They watch more action.

MICKEY
(continuing)
Rocky, when ya climb into the
square, an' know ya' meetin'
the best fighter in the world,
ya' gonna be ready, ya' gonna
be ready 'cause I been waitin'
for fifty years -- Fifty years.
When I'm done with you, you'll
gonna be able to spit nails.
(MORE)

91.

MICKEY (CONT'D)
You'll gonna be able to eat
lightin' and crap thunder --
You'll be a very, very
dangerous person...

The SCENE FADES on Mickey's voice and Rocky staring
transfixed at the images projecting on the wall...

INT. GOLDMILL'S GYM - DAY

Rocky is pounding the heavy bag with intense concentration.
As he strikes from all angles, Mickey instructs.

INT. GOLDMILL'S GYM - LATER

Rocky now works on the incline situp board... While doing
situps, he pounds himself in the stomach with a dumbbell.
The pain is evident on his face.

INT. GOLDMILL'S GYM - STILL LATER

Pushups between two chairs as Mike sits on his shoulders...
Mickey coaching drives him on.

INT. GOLDMILL'S GYM - STILL LATER

Mike has on a pair of target gloves and Rocky moves around
the ring swinging at them.

INT. GOLDMILL'S GYM - STILL LATER

Drenched in sweat, Rocky hums the speed bag. His expression
is hard and flushed. Mickey clicks a stopwatch and pats

Rocky's shoulder... He is very happy.

INT. GOLDMILL'S GYM - STILL LATER

Rocky has just completed exercising with the medicine ball...
Dino hands him a towel... Paulie crosses the gym as Rocky
heads to the steam room... A thin man crosses the gym and
Mickey nods.

MICKEY

What cha say, Benny -- Meet
'The Rock.' This is our
cutman, Benny Stein.

ROCKY

Yo, Benny.

MICKEY

Check the eyes, Ben.

92.

Benny checks the skin around Rocky's eyes.

BENNY

Ain't bad. Seen worse --
Cover up an' things should be
okay.

MICKEY

Take a shower.

Heading towards the shower, Rocky is intercepted by Paulie
who traverses the gym. He stops Rocky at the shower room
entrance.

PAULIE

Yo, Rock, I think I found an
angle to make some bread usin'
ya name, ya mind?

Exhausted, Rocky studies Paulie's face a moment and nods
'yes.'... Rocky sways into the shower room and Paulie
strides off.

EXT. STREET - DAY

Running... Rocky's crowd of trailing boys has tripled.
Dashing through the streets, he resembles the Pied Piper.

EXT. ART MUSEUM STAIRS - DAY

It is twilight and Rocky is alone at the very bottom of a
huge flight of steps that seem to stretch into the heavens...
Rocky takes a deep breath and sprints up the never-ending
stairs... Halfway up, his body shows the strain. Nearing
the top, Rocky pumps with all his strength and arrives at
the very top... He looks down the steep stairs and swells
with pride... He is ready.

INT. MAYOR'S OFFICE - DAY

Rocky is led into Mayor Rizzo's office by an aide... Rocky is very nervous as he approaches the mayor, who is seated behind his wide desk.

MAYOR

Sit down, Rocky.

Flips open a thick file that lays in front of him.

93.

MAYOR

(continuing)

I've been going over your record -- You've been the busy type --

(reading)

Nineteen arrests -- probation three times -- expelled from seven public schools in 1964 and '65.

Rocky tries to sink into the chair.

MAYOR

(continuing)

I'm a very busy man, but I just wanted to remind you that you'll be setting an example for thousands of guys like yourself and maybe start them off in a new direction and give our police force a break -- I also hope you try your very best and bring pride to Philadelphia.

ROCKY

... I'll try.

The mayor presses a button and a photographer enters.

MAYOR

Would you stand up, please.

Rocky rises and the mayor shakes his hand... Their picture is taken three times... The photographer exits.

MAYOR

(continuing)

Thank you for coming by, Rocky -- good luck.

ROCKY

(turns)

Any time.

MAYOR

(sitting)

Wait... After the fight you'll have nearly a hundred and fifty thousand dollars -- What do you plan to do with it?

94.

ROCKY

(smiles)

... Run for mayor.

The mayor is shocked at first but then breaks into a big, friendly laugh, and Rocky exits.

INT. ROCKY'S APARTMENT - NIGHT

Adrian and Rocky are at his apartment. They are looking at new scrapbooks. Newsweek Magazine: Headline: "The Italian Stallion or Donkey?" -- Philadelphia Magazine -- Rocky stands with the mayor.

ADRIAN

Rocky, do you realize everybody in this country knows your face, and after the fight everybody in the world is going to.

ROCKY

Yeah...

She flips through Sports Illustrated, The American Sportsman, Ring Magazine, World Boxing, True, and a multitude of other clippings.

The TELEPHONE RINGS... Rocky rises and walks to the new white object hanging on the wall.

ROCKY

(continuing)

My first call... Hello? Yeah, speakin' -- Who is this? Bruce? Bruce who? -- Yo, Bruce! How ya been? I ain't seen ya for nine or eight years -- Yeah, things is great, how's things with you upstate -- Ya sellin' real estate, hey, that's a good job... Yeah, I gotta advance, but I bought ringside seats for the guys at the gym. I get the hundred an' fifty grand after the fight...

Adrian overhears the statement.

ROCKY

(continuing)

... Yeah, I know it's a lotta money -- Condominiums? Nobody uses them anybody. Listen, I think a pet shop is a good investment, y'know -- I don't care 'bout long hours -- there's no depreciation -- that don't matter none to me -- Yeah, I like animals. Why don't ya give me ya number an' I'll call ya back? Lemme getta pencil --

Rocky makes no motion to get a pencil.

ROCKY

(continuing)

Okay, what is it -- four-twelve 659-2424. Yeah, yeah, thanks for callin' -- Sure I'll get back to ya, Bruce -- see ya.

Rocky hangs up.

ADRIAN

What was that you said about a pet shop?

ROCKY

(distant)

... What?

ADRIAN

What did you say about a pet shop?

ROCKY

I don't want ya cleanin' nobody else's cages no more.

ADRIAN

Is everything all right?

ROCKY

I gotta go out for a while.

Rocky grabs his coat and moves to the front door.

ROCKY

(continuing; to dog)

... Come.

INT. GOLDMILL'S GYM - NIGHT

Rocky arrives at Goldmill's Gym... He unlocks the gym's door. Rocky and the dog move through the eerie shadows of the gym.

Rocky moves across the gym with his dog and moves up the steps to Mickey's office... At the top of the stairs he looks down at the ring, reflects for a moment, then enters the office.

INT. MICKEY'S OFFICE - NIGHT

After turning on the lights, he quickly cleans the cluttered desk and sets up the projector... He goes to the cabinet and removes a stack of 16 mm films.

DISSOLVE TO:

INT. MICKEY'S OFFICE - SEVERAL HOURS LATER

The office clock indicates it is several hours later. Rocky is engrossed in watching another Apollo Creed film. He sits motionless.

Rocky sits upright. Something catches his eyes... He springs at the projector. He reruns the scene several times.

DISSOLVE TO:

INT. MICKEY'S OFFICE - SEVERAL HOURS LATER

Several hours later Rocky is engrossed in watching another Apollo Creed film... He sits motionless. Something catches his eye. Rocky stops the projector as Apollo is delivering a knockout blow to an unfortunate opponent.

Rocky moves right up to freeze frame and inspects it like it was a priceless painting... He backs off and begins writing on a note pad.

DISSOLVE TO:

INT. MICKEY'S OFFICE - DAWN

The first light of dawn streams through Mickey's filthy windows... Rocky is slumped in a chair and it is apparent he has lost interest in watching the movies.

The film has completed its run through the projector and lazily flops around on the top reel... Listlessly Rocky rubs his reddened eyes.

The door opens and Mickey flips on the light... The two men stare at each other for a long moment. Mickey studies

Rocky's despondent expression and knows what is on the fighter's mind.

MICKEY

... I know what you're
thinkin'm kid -- At least ya
gotta shot -- All ya can do is
try ya' best.

Rocky stands and, with his dog, inches past Mickey and exits the room. Mickey walks over and turns off the projector. He idly pushes the machine with a lazy motion until it slides off the desk and crashes to the floor.

EXT. STREET - DAWN

After leaving Mickey's gym, Rocky and his dog listlessly move down the street and head for home.

INT. ROCKY'S APARTMENT - DAY

Rocky arrives at his apartment... Adrian is asleep on the couch. He lowers himself beside her. Her eyes open.

ROCKY

... Can't do it.

ADRIAN

... What?

ROCKY

... I can't beat him.

ADRIAN

Apollo?

ROCKY

Yeah, I can't beat him.

Adrian touches his face.

ROCKY

I been watchin' the movies --
studyin' -- He ain't weak
nowhere.

ADRIAN

What're we going to do?

ROCKY

... I dunno.

98.

ADRIAN

Oh, Rocky -- you worked so hard.

ROCKY

It ain't so bad, 'cause I was

a nothin' before --

ADRIAN

Don't say that.

ROCKY

C'mon, it's true -- But that
don't bother me -- I just
wanna prove somethin' -- I
ain't no bum... It don't
matter if I lose... Don't
matter if he opens my head...
The only thing I wanna do is
go the distance -- That's all.
Nobody's ever gone fifteen
rounds with Creed. If I go
them fifteen rounds, an' that
bell rings an' I'm still
standin', I'm gonna know then
I weren't just another bum
from the neighborhood...

Adrian touches Rocky's face... The fighter gently lowers
himself beside his woman.

ROCKY

(continuing)

... No foolin' around.

INT. ARENA - NIGHT

It is the night of the Bicentennial fight... The location is
the Philadelphia Spectrum.

The Spectrum is filling to capacity... Grandly dressed
celebrities and wealthy fight fans lower themselves into
their ringside seat. Nearly everyone is holding a red,
white, and blue sweater...

The arena is decorated in tons of patriotic red, white and
blue. High above the ring are huge posters of GEORGE
WASHINGTON - ABE LINCOLN - DR. MARTIN LUTHER KING, JR. - BEN
FRANKLIN - and APOLLO CREED.

INT. APOLLO'S DRESSING ROOM - NIGHT

Apollo Creed sits in his dressing room... It is dead silent
except for some NOISE that filters under the door from the
arena.

99.

It is a CLOSE-UP of Apollo's hand being taped... The RASPING
SOUND of the adhesive tape is very pronounced.

INT. ROCKY'S DRESSING ROOM - NIGHT

The atmosphere is identical to Apollo's dressing room.
Adrian watches in silence as Mike wraps Rocky's hand.

Again, the most pronounced SOUND is the RASPING of the adhesive tape.

INT. APOLLO'S DRESSING ROOM - NIGHT

Apollo's other hand is being wrapped. Dead silence except for the TAPE and APOLLO'S BREATHING.

INT. ROCKY'S DRESSING ROOM - NIGHT

Rocky's other hand is being wrapped in a CLOSE-UP. The only SOUND is the TAPE and ROCKY'S mounting BREATHING PATTERN.

INT. APOLLO'S DRESSING ROOM - NIGHT

CLOSE-UP of drops being placed in his nose to help increase his intake of oxygen. The tremendously magnified SOUND of APOLLO TAKING IN AIR.

INT. ROCKY'S DRESSING ROOM - NIGHT

CLOSE-UP of the drops being placed in Rocky's nose.

INT. APOLLO'S DRESSING ROOM - NIGHT

A heavy coating of vaseline is applied around the Champion's eyes... In an EXTREME CLOSE-UP, the eyes shine brightly with the grease.

INT. ROCKY'S DRESSING ROOM - NIGHT

Grease is smeared around Rocky's eyes... In the EXTREME CLOSE-UP several deep scars are SEEN.

INT. APOLLO'S DRESSING ROOM - NIGHT

CLOSE-UP of Apollo's trainer digging his fingers deeply into the thick neck muscles of Apollo's upper back and neck.

INT. ROCKY'S DRESSING ROOM - NIGHT

CLOSE-UP OF Mike's arms wrapped around Rocky's waist and lifting his diaphragm up... Magnified BREATHING ROARS from the screen.

100.

INT. APOLLO'S DRESSING ROOM - NIGHT

Apollo's trainer slips a mouthpiece into Apollo's mouth. Apollo shakes his head and the trainer removes it and places another one in the champ's mouth... Creed nods yes.

INT. ROCKY'S DRESSING ROOM - NIGHT

Everyone present is motionless as Rocky is in the bathroom. Alone, Rocky is on his knee praying. Completing his silent prayer, he stands and looks at himself in the mirror.

Suddenly a wave of emotion sweeps over him as he thinks that in a few moments he will face the most overwhelming challenge of his life.

Out in the dressing room, the door opens and a guard leans in and nods that it is time. He leaves... Rocky steps out.

MICKEY
... It's time, kid.

Rocky nods and moves toward Adrian.

ADRIAN
... I'll wait for you here.

Rocky nods and she kisses him. The fighter leaves with his trainers... Adrian is on the verge of tears.

INT. HALLWAY - NIGHT

Rocky, Mickey and Mike start down the long hallway... Up ahead are three security guards... Rocky rubs his bare shoulders.

ROCKY
Yo, Mick, can I have my rob?

Rocky puts on the robe... Embroidered across the back in flaming letters is:

"THE ITALIAN STALLION"

Pennzoil

Mike helps him into the robe... Mickey is not amused.

MICKEY
Don't you care what the people will say?

ROCKY
... I'm doin' it for a friend.

101.

MICKEY
Whatta you get outta this?

ROCKY
I get the robe an' Paulie gets three grand.

MICKEY
... Shrewd.

INT. ARENA - NIGHT

TWO RINGSIDE COMMENTATORS sit in front of a panel of closed circuit televisions.

COMMENTATOR #1

We would like to welcome our viewing audience to the Grand World Championship Bicentennial Heavyweight Fight -- the first major event of the Bicentennial Year... A point of interest is that the fight is being beamed to more than seven hundred and fifty million fans in theatres in nearly every corner of the world. I would like to welcome an old friend, and co-commentator for this evening's event -- Jimmy Michaels.

COMMENTATOR #2

Thank you, Bob. The electricity is everywhere tonight. Rocky Balboa, a fifty-to-one underdog, is living a Cinderella story which has captured peoples' imaginations all over the world -- to quote a popular sports magazine, 'The fighting style should be 'The Caveman Against the Cavalier.' From the increase in sound it appears the challenger is now approaching the ring... His record is forty-four wins, twenty losses and thirty-eight knockouts.

COMMENTATOR #1

I only wonder if this man has the skill to go past three rounds -- Vegas odds say, 'no.'

102.

ANOTHER ANGLE

A wedge of uniformed guards knife down the aisle to the ring. Many people wish Rocky well as he passes... people also hurl insults. From the expression on Mickey's face it is also the greatest night of his life. In the audience are familiar faces from the gym. From the back of the arena a ROAR goes up... Apollo Creed is in a mock boat dressed like George Washington. He throws silver dollars. The NOISE builds to DEAFENING proportions. Creed's trainer holds the rope and Creed bounds into the ring. He tears off the Washington outfit and it is clearly SEEN that Apollo Creed is garbed in an outrageous Uncle Sam outfit... On his head is a red, white and blue sequined top hat. The robe is sequined red, white and blue. His boxing trunks are red, white and blue silk with stars around the waistband. The boxing shoes

match the trunks. On his chin is a pointed white Uncle Sam beard.

COMMENTATOR #2

You could go deaf with the noise -- it undoubtedly means Champion Apollo Creed is heading towards the ring --

COMMENTATOR #1

Am I seeing right? Creed is approaching the ring in a boat. Is he supposed to be George Washington? Obviously so.

COMMENTATOR #2

It's been confirmed that it is definitely an impersonation of George Washington -- a great way to start 1976 off.

COMMENTATOR #1

I agree.

Immediately Creed begins gracefully dancing in a wide circle. He passes within inches of Rocky in his Uncle Sam outfit.

APOLLO

I want you! I want you!

The crowd loves the taunting. Apollo Creed floats back to his corner.

MICKEY

Don't let 'im get you tight.

103.

ROCKY

Whatta ya think that outfit cost?

ANOTHER ANGLE

The ANNOUNCER steps to the center of the ring... Several men in suits stand against the ropes... Paulie is dressed nicely and sits at ringside with a pretty blonde escort. Rocky waves at him. Paulie waves back and secretly gestures at his date... Rocky smiles and gestures back.

ANNOUNCER

Ladies and gentlemen --
Welcome to the Bicentennial
Heavyweight Championship
Fight... We are very proud to
have with us four former Great
Champions... Ladies an' gents,
'The one and only 'Manassa
Mauler' -- Jack Dempsey!'

The CROWD ROARS and JACK DEMPSEY waves and goes to Creed's corner, then Rocky's.

DEMPSEY
Good luck, kid.

He moves off.

ROCKY
(to Mickey)
Christ, Jack Dempsey.

ANOTHER ANGLE

The Announcer points and the timekeeper RINGS the BELL.

ANNOUNCER
Former Middleweight Champion --
'The Bronx Bull' -- Jake
LaMotta!

JAKE LA MOTTA raises his fist and gives best wishes to both contenders... Timekeeper RINGS the BELL.

ANOTHER ANGLE

ANNOUNCER
(continuing)
The man with the big punch --
Everybody's favorite, 'The
Brown Bomber ' -- Joe Louis!

104.

JOE LOUIS bows and steps to Creed's corner. Creed strikes a boxing pose and Louis tosses a playful punch.

ROCKY
They must be friends.

ANOTHER ANGLE

ANNOUNCER
Now, last but certainly not
least -- the former Heavyweight
Champion, a son of Philly,
Smoking Joe Frazier!

FRAZIER rumbles to the center of the ring. The CROWD CHEERS. Apollo puts on a show... He grimaces and gestures like he's going to attack Frazier. His cornermen hold him back. They laugh. Frazier goes to Rocky's corner.

FRAZIER
Save some of him for me.

ANOTHER ANGLE

The Commentators beckon to Frazier as he exits the ring.

COMMENTATOR #1

The former champ looks great --
Can we get Joe over here --
here he comes.

Joe Frazier stands in front of the Commentators.

COMMENTATOR #1

(continuing)

Joe, what are your feelings
about tonight's fight?

FRAZIER

Well, I think any man who
works an' trains hard always
gotta chance.

COMMENTATOR #2

You look in great shape, Joe.

FRAZIER

I'm always in shape.

Joe laughs and exits. The timekeeper RINGS the BELL.

105.

ANOTHER ANGLE

ANNOUNCER

... Now for the evening's main
event -- In the corner to my
right, The Challenger, wearing
white trunks -- At one hundred
an' ninety-one pounds, one of
Philly's own sons -- 'The
Italian Stallion,' Rocky Balboa!

A good CROWD RESPONSE.

ANOTHER ANGLE

ANNOUNCER

In the far corner, wearing
red, white an' blue -- Weighing
in at two hundred and ten
pounds -- Undefeated in forty-
six fights -- the Heavyweight
Champion of the World -- 'The
Master of Disaster' -- Apollo
Creed!

The arena EXPLODES and Creed puts on a display of hand speed.

ANOTHER ANGLE

The REFEREE motions to both fighters... They step to the
center of the ring. As the Referee explains the rules

Apollo and Rocky stare hard into each other's eyes... The Referee's voice fades and the fighters' expressions fill the screen... Something soulful and frightening is being communicated.

REFEREE
... Now come out fighting.

The fighters return to their corners.

MICKEY
God bless ya, Rock.

ROCKY
Thanks, Mick -- I'm gonna try.

ANOTHER ANGLE

The BELL RINGS... Creed dances forward and boxes Rocky as though he considers the man an amateur.

106.

ANOTHER ANGLE

COMMENTATOR #1
The Champ stings the slower challenger with jabs at will -- Balboa blocks eighty percent of the blows with his face -- Creed doesn't look the best he's ever been but is moving smoothly -- Creed snaps out a triple combination that backs Balboa into a corner -- oh, a solid hook by Creed, a master of fist-men.

COMMENTATOR #2
The Champion is smiling and toying with the man -- trying to give the fans their money's worth and make a show of it with the badly out-classes challenger -- Another left to right combination. I feel sorry for --

COMMENTATOR #1
Creed is down!!!

ANOTHER ANGLE

Rocky suddenly explodes with an upswing hook to the jaw. Creed is dropped. The arena EXPLODES. Creed's eyes show disbelief. So do Rocky's.

Rocky backs into his corner... Mickey and Mike yell at him.

MICKEY

You can do it! Goddamnit, you
got the power! The body, get
the body!!! Ya got him goin'!

REFEREE

Six!... Seven!... Eight!...

Creed is up... His playful attitude is gone... he is now all
business. His lightning jab stings Rocky's face repeatedly.

APOLLO

... Come at me, sucker!

Rocky charges and a terrific right crashes against Apollo's
chin, followed by an uppercut to the liver that causes Creed
to cringe...

107.

Apollo counters with jabs and Rocky whips brutal combinations
to the body.

The BELL RINGS.

ROCKY'S CORNER

ROCKY

How am I doin'?

MICKEY

Real good.

ROCKY

See how fast he is -- damn!

MICKEY

Breathe deep -- Keep ya chin
down!! Use the legs and drive
through 'im. Attack --
Attack -- Attack!

APOLLO'S CORNER

Apollo does not sit. He stands and clowns with the
spectators to prove he is not hurt.

APOLLO

(to Trainer)

... That boy damn near broke
my arm.

TRAINER

Sure -- He can hit -- Don't
play no more -- Stick an'
move, hear?

APOLLO

I'll carry him 'till the third.

TRAINER

Don't play with this man, he's
fightin' hard -- Let 'em feel
some real heat!

ANOTHER ANGLE

The BELL for the second round RINGS... Rocky rushes out fast and furious. Apollo melts out a left hook that raises a goose egg over Rocky's eye... Apollo employs footwork that dazzles Rocky. He has class. He studies Rocky and employs his lightning jab with cutting accuracy. Still Rocky shuffles ahead, bombarding Creed's midsection with hooks.

108.

ANOTHER ANGLE

The round ends with Apollo assaulting Rocky with blinding combinations and delivering a stupendous right cross that flings Rocky into the ropes and shatters his nose... The round ends.

ANOTHER ANGLE

Apollo stands in his corner and jokes with the fans, but he is beginning to show the strain from the body punches.

APOLLO

Man, I rearranged his face
with that right -- The people
love what's happenin' tonight.

TRAINER

People nothin', you in a
fight, my man, -- ya best
believe what you hear... Knock
that boy out soon an' let's go
home.

ANOTHER ANGLE

Rocky sits as Mickey and Benny try to reduce the swelling around his eyes... The nose is shattered.

MICKEY

Ya nose is broke.

ROCKY

Damn! How's it look?

MICKEY

Can't hardly tell. Don't
swallow the blood -- Go for
his ribs. Don't let 'im
breathe.

ROCKY

... The guy's great.

MICKEY

Why don't ya tell 'im you're a fan!

ANOTHER ANGLE

The Commentators are caught up in the action. They speak rapidly into their microphones.

109.

COMMENTATOR #2

If you had asked anyone who knows boxing, they never would've predicted a first round knockdown and the second round punishment to the body of the Champion... Most fighters will tell you, receiving a good body punch is the next worst thing to dying.

COMMENTATOR #1

Round three ready to start and should be interesting to see if Creed can put the challenger away -- there goes the bell.

ANOTHER ANGLE

Round three... Apollo comes out dancing. He skips and side-steps Rocky's sledgehammer hooks. An expert ring general, Apollo uses the ring fully. Rocky keeps tearing in and Creed meets the bombing attack that cause thick swelling... Near the end of the round Rocky fires a penetrating punch to the heart.

COMMENTATOR #1

Apollo almost sprints out of his corner -- feints and throws a pair of left-right combinations. Balboa drops beneath a left upper cut and lands a very solid shot on Creed's temple -- not much movement from Balboa, duck a left, a right, another left and explodes with a right hook to the temple -- I mean explodes. The Champ backs off.

COMMENTATOR #2

There's no way Apollo expected this kind of hitting power.

COMMENTATOR #1

No way -- but the brilliant

ability of the Champion to master situations like this is one of his most outstanding traits -- Creed tosses a perfect right hand that rocks Rocky.

(MORE)

110.

COMMENTATOR #1 (CONT'D)

Creed on the offensive --
Balboa takes the punishment
and counters with a left flush
over the heart... that hurt.

The wallop knocks Apollo off balance... The CAMERA GOES TO A STEEP ANGLE SHOT from the floor, VERTICALLY UP Apollo's body. The SCENE GOES INTO SLOW MOTION... Rocky releases a terrifying uppercut that opens a gash under Creed's eye. Creed's face contorts with excruciation.

TRAINER

(yelling)

Cover your face! Cover up!

(to Assistant)

My man's cut, my man's
bleedin' -- Get ready!

ANOTHER ANGLE

The BELL SOUNDS. Apollo's corner works frantically to close the wound... The ring DOCTOR inspects the cut.

TRAINER

Bad? Talk to me, man!

DOCTOR

Deep, but passable.

APOLLO

(staring at Rocky)

... That man's takin' his job
too serious.

TRAINER

He's movin' to your left --
don't let him no more -- dance
and stick, hear? Don't
play -- I know what ya feelin',
but don't play.

APOLLO

He got lucky.

TRAINER

Luck! You fightin' a crazy
man -- but you got him hurt
bad.

(to Assistant)
More ice, now!

111.

ANOTHER ANGLE

Rocky's face is in very bad shape, not cut, but wretchedly swollen around the eyes.

MICKEY
How you holdin' up, kid?

ROCKY
Fine... That guy's great.

MICKEY
Gimme the water! Ya getttin'
tagged with his right. I
think you should feint left
and high hook 'im -- Benny,
check the eyes! Can ya see?

ROCKY
(standing)
See what?

MIKE
Ya sappin' his strength --
He's losin' steam.

ROCKY
He ain't losin' nothin'.

MICKEY
Keep on him -- You're doin'
great.

SERIES OF SHOTS

In the next ten rounds, Apollo cuts and slashes Rocky to ribbons, but pays dearly... Both his eyes and lips are cut. Welts across his midsection attest to Rocky's body-battering.

INT. ROCKY'S DRESSING ROOM - NIGHT

Adrian is unable to remain alone... She is lured by the GROWING ROAR OF THE FANS... She exits the dressing room.

INT. ARENA HALL - NIGHT

Stepping out of the dressing room she walks down the corridor. The MOUNTING CHEERS make her speed up. She opens the door at the end of the corridor and is hit by a THUNDEROUS WAVE OF SOUND. The guard at the door inspects her and goes back to watching the fight.

112.

INT. ARENA - NIGHT

Adrian stands at the rear of the arena and watches the battle. She is entranced by the power of it all.

Back in the ring, Rocky keeps grinding ahead. He plants a thumping left over the Champion's heart and Creed winces... Rocky is game but losing.

At ringside Paulie is frantic... He is living the fight from his seat.

Mr. Gazzo and his Bodyguard watch from the second row. Gazzo looks proud. The Bodyguard, impassive.

INT. ANDY'S BAR - NIGHT

A huge and lively crowd look up at the television over the bar... They see Rocky driving Creed against the ropes and cheer loudly.

ANDY
... The Rock's got real stones.

INT. ARENA - NIGHT

The men are fighting with appalling tenacity. Rocky rips and tears into the body... Apollo counters with a ceaseless stream of rapier-like lefts... The Challenger is seriously outclassed.

APOLLO
C'mon -- Lemme cut yo'!

Rocky wades in and Creed employs incredible footwork. He sets himself and cuts loose with a thunderbolt right cross to Rocky's already broken nose. Blood sprays from the wound and red droplets drip from his chin...

Rocky takes a merciless beating and is staggered by a torrent of combinations. Rocky's eyes are closed. But Creed cannot drop him... The BELL RINGS.

ANOTHER ANGLE

The Commentators shift in their seats.

COMMENTATOR #1
Without a doubt this is the
most punishing brawl I have
ever seen -- The ringside
audience is spotted with blood.
(MORE)

This fight should have been
stopped rounds ago but Rocky
Balboa refuses to fall --

COMMENTATOR #2

Not only has he refused to
fall, but he has beaten the
Champion's body without mercy
and the bout has become a
vicious slugfest.

ANOTHER ANGLE

Apollo's corner is in turmoil... The Champion is definitely
hurt.

APOLLO

My side.

TRAINER

(to Assistant)

Get that doctor.

APOLLO

No doctor!

TRAINER

You're hurtin', man!

APOLLO

No doctor!... I'm feelin'
good, bro!

ANOTHER ANGLE

In Rocky's corner, things are frantic. His eyes are swollen
shut.

MICKEY

Wanna keep goin'?

ROCKY

Would you keep goin'?

MICKEY

... Yeah.

MIKE

No more, ya wanna lose an eye?
No more.

114.

ROCKY

Open my eyes -- Please, open
my eyes!

Mickey nods to Benny. He secretly places a small ring knife
between his index and middle finger. In one smooth movement

he drags the razor over the blood welts and quickly covers the draining wounds with gauze... It is done so quickly no one is ever aware of the operation.

ANOTHER ANGLE

At the rear of the arena Adrian looks transfixed at the ring. She is caught up in the heat of the battle.

ANOTHER ANGLE

The BELL RINGS for round fourteen. Rocky bores in close, but Apollo still has spring in his legs. He seems determined to end it this round... Apollo catches Rocky flush on the jaw. Rocky is staggered. Like a wolf, Apollo cuts loose with pure savagery. Rocky is driven against the ropes and receives a devastating beating from the Champion... Rocky is dropped.

Rocky sits stunned in the middle of the ring... Everything is a distortion. He looks for familiar faces as though to ask for help... Mickey and Mike scream frantically for him to stay down.

REFEREE

Six -- Seven -- Eight --

Rocky gets to his feet and tenses with renewed energy. He is like a wounded wild animal. The tide suddenly turns. Rocky drops low and catches Apollo with a pair of terrific body punches that seem to drive Apollo's diaphragm up to his throat... A CRACK is HEARD. A glaze of pain covers Apollo's eyes. It is only a supreme effort that keeps the Champion upright... Apollo is badly hurt. He is bent over.

Rocky moves towards Apollo. Apollo flicks dread jabs into Rocky's eyes... The Italian wades in with punches that seem to bulge out Apollo's back. Creed takes the punishment like a stoic.

Blood is running from Apollo's mouth. In the clinch he leans over Rocky and it drips down the Italian's neck and shoulders. Apollo shields his wound from the ringside judges and continues to fight.

115.

ANOTHER ANGLE

The BELL RINGS. Apollo's men rush out and guide him to his corner.

APOLLO

... Ribs broke --

Blood trickles from the corner of Apollo's mouth. The Trainer feels the ribs.

TRAINER

Yo' bleedin' inside, man --
Get that doctor.

APOLLO
One more round.

TRAINER
Don't kill yourself, man --
Let the doctor stop the fight.

APOLLO
... Stop jivin'!

TRAINER
Cover the ribs -- Look here,
elbow down, tight -- Tight --
stand straight -- you're the
best, you're the best!

APOLLO
... Thanks.

ANOTHER ANGLE

Rocky no longer resembles himself... His face has completely
been beaten to jelly, but his mood is buoyant.

ROCKY
How I look out there, Mick?

MICKY
(truly worried)
Great, kid, great.

The ring Doctor leans over Rocky and checks the eyes.

DOCTOR
One more round -- How do you
feel?

Rocky is approaching the supreme moment of his life. He
cannot be bothered with pain or doctors.

116.

ROCKY
Fine -- Go away, I'm gonna
make it -- I'm gonna make it!

Everyone is distraught over Rocky's dangerous condition.

MICKY
We gotta stop it, kid.

MIKE
Ya gave it ya best shot!

MICKY
Nobody's gonna say ya didn't

give ya all. I can't let ya
go out.

Rocky stands and eyes them all.

ROCKY
(impassioned
and quietly)
I'll kill ya all... Don't stop
nothin' --

ANOTHER ANGLE

The BELL RINGS... Apollo moves cautiously out of his corner
and circles to Rocky's right.

ANOTHER ANGLE

The Commentators stare unansweringly at the fighters.

COMMENTATOR #1
The fight has slowed down to a
near stand-still -- Creed
circles to Rocky's right...
The spectrum is nearly
silent -- Neither fighter has
made a motion to throw... I've
never seen anything like it in
the last round of a
championship fight... Apollo
spits blood on the canvas. It
appears he is protecting his
right side. His ribs were
probably injured at the end of
round fourteen.

(MORE)

117.

COMMENTATOR #1 (CONT'D)
It's confirmed, unofficially,
Creed's ribs may be broken --
Apollo fakes a left and throws
a big tired right -- Balboa's
mouthpiece is out! Creed
attacks with one hand!

ANOTHER ANGLE

Apollo feints and Rocky falls for it. The Champion unleashes
a lethal blow to the side of the head that jolts Rocky's
mouthpiece into the second row... Rocky sags against the
ropes in a crucified position... The insane crowd leaps to
their feet.

ANOTHER ANGLE

Rocky's bloody teeth snarl at Apollo and he waves him to
come ahead and fight toe to toe... Apollo obliges with a

weary but effective burst of rights and lefts that have K.O. written on every punch. Rocky counters the assault blow for blow.

ROCKY
Gimme ya best!!!!

Mickey looks at the clock... TEN SECONDS TO GO.

ROCKY
(continuing)
Gimme ya best!!!

Blood sprays over the ropes and onto the ringside photographers... They are horrified and wipe away the blood.

The fighters stand toe to toe and drag every remaining bit of strength from their souls and beat each other without mercy. They look hypnotized and have entered a dimension far beyond blood and pain.

SIX
FIVE
FOUR
THREE
TWO
ONE!

ANOTHER ANGLE

The BELL RINGS... The arena EXPLODES with thunderous approval.

118.

Their cornermen rush to their collapsed fighters... In the midst of all the confusion both fighters look at each other with unabashed respect -- They stand like blood-drenched gladiators on the most dramatic night of their lives.

As though reacting to some unspoken command, they both step towards each other and embrace... Apollo whispers in Rocky's ear.

APOLLO
... Ain't gonna be no rematch.

ROCKY
... Don't want one.

Mickey comes over and separates them and leads him back to his corner... Mickey embraces him.

ANOTHER ANGLE

The Announcer enters the ring with a microphone.

ANNOUNCER
Attention, please!! Attention!!
Ladies and gentlemen, tonight

we have had the rare privilege
to have witnessed the greatest
exhibitions of stamina and
guts ever in the history of
sports.

The CROWD ROARS.

ANNOUNCER
(continuing)
Ladies and gentlemen -- We
have a split decision!

ANOTHER ANGLE

Apollo did not expect this and tenses. His corner nervously
tries to reassure him. It does no good.

ANOTHER ANGLE

Rocky did not expect this either and looks in confusion at
Mickey, but Mickey is frozen with anticipation.

ANOTHER ANGLE

ANNOUNCER
Judge Walker scores it eight-
seven Creed... Judge Roseman
scores it eight-seven Balboa.

119.

ANOTHER ANGLE

Apollo is rigid. Fear radiates from his eyes. To lose the
crown on this night after the fight he fought would kill
him... A silence has blanketed the arena.

ANOTHER ANGLE

ANNOUNCER
Judge Conners scores it nine-
six Creed... Winner and still
Heavyweight Champion of the
World, Apollo Creed!

ANOTHER ANGLE

Rocky sorely smiles and looks at the waves of CHEERING fans
that circle the ring and reach out towards him... Mickey
grabs Rocky's hand and raises it. The CROWD ROARS.

MICKEY
I don't care what they say,
you're a winner.

ROCKY
Yo, can I have my locker back?

Mickey and Rocky look at each other and grin. Mickey hugs Rocky like a son. Mickey raises Rocky's hand again. Rocky turns away from Mickey and pats Benny the cut-man's shoulder... Benny smiles wearily. Rocky stares across the ring at Apollo Creed, who stands victorious, but his face and body are badly distorted... The two men lock stares that reflect admiration.

ANOTHER ANGLE

Apollo climbs out of the ring and the fans crush forward screaming his name and waving red, white and blue banners.

ANOTHER ANGLE

Rocky also climbs out of the ring and waves of frantic well-wishing fans rumble forward... Mickey's eyes show mounting apprehension as the fans become abnormally active.

ANOTHER ANGLE

They shove the police aside and clutch wildly at Creed. Creed's army of bodyguards swing angrily at the crowd but they are soon engulfed by screaming waves of humanity. Apollo is suddenly hoisted into the air and is being carried along by a legion of fans.

120.

ANOTHER ANGLE

On the opposite aisle Rocky is experiencing the same overwhelming adulation by his fans but does not seem to be frightened by it, like Apollo. Mickey tries his best to control things but his voice is drowned out in the growing clamor. The fans shove the guards aside and hoist Rocky to their shoulders.

ANOTHER ANGLE

Rocky's and Apollo's fans are aggressively competing against each other... chanting, 'Creed, Creed, Creed.'

Rocky's fans counter by bellowing, 'Rocky, Rocky, Rocky.'

ANOTHER ANGLE

Paulie tries to get to Rocky but is shoved aside and he starts swinging.

ANOTHER ANGLE

Both Rocky and Apollo are completely at the mercy of the crowd. They are being passed overhead and remain helpless as their bodies float up the aisle on the sea of hands... The CHANTING IS DEAFENING.

ANOTHER ANGLE

Fearful that Rocky is in danger, Adrian tries to move forward. Running headlong into the crowd, she angles through the mass to get to Rocky.

ANOTHER ANGLE

She is manhandled and shoved in a multitude of directions, but she keeps her feet... She sees him. In the distance, Rocky floats INTO VIEW and Adrian flattens against the wall and waits for the procession to pass.

The procession approaches and she clearly sees Rocky's unbelievably battered but smiling face. He appears to be king of the world.

The procession approaches and passes Adrian. She jumps on her toes and waves frantically but is not seen. She screams Rocky's name... Somehow the delicate voice knifes through the racket and reaches Rocky.

Rocky frantically looks in all directions and barely manages to see Adrian jumping up and down waving. The crowd is carrying him away. He attempts to lower himself but the crowd won't permit it.

121.

Rocky instead turns and begins climbing across people's heads and shoulders. He resembles a man trying to go up a down escalator. People are jammed so tightly together Rocky manages to crawl across them to Adrian.

Still suspended in air, Rocky leans down and Adrian jumps up and they lock in an embrace.

ADRIAN

I love you -- I love you -- I
love you...

The two are swept along into the greatest night anyone can remember...

THE END