

SIDESHOW CHAMPION

by

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From the short story by  
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FADE IN:

EXT. RURAL ILLINOIS, LATE SUMMER 1946 -- DAY

Rolling countryside south of Chicago, a patchwork of fields separated by trees and dirt roads. At the top of a low knoll stands a weathered farmhouse surrounded by outbuildings, a barn, a machine shop, and chicken coops.

A gnarled tree grows near where a fence and chained up gate separates the county road from the weed grown yard. Hanging from one limb is a decrepit tire swing and sitting, leaning back against the trunk is a man...

DANNY MCCLURE, thirties, rugged, is dressed in the uniform of a private first-class, but his collar is open, his sleeves rolled up and his short jacket lays on the grass beside him. A faint sound can be heard on the wind. Danny looks up.

Far down a dusty road, a pre-war Ford approaches.

As the car pulls off the county road he stands, dusting off his jacket, and walks down to the chained up gate in a nearby fence. The driver's door pops open and a stout old man gets out. JEB VANDERWAL peers across the hood at Danny.

JEB

Daniel McClure?

DANNY

That's right.

Jeb pulls a briefcase from the car and closes the door.

JEB

Jeb Vanderwal.

He offers his hand across the gap in the gate. They shake, then stand awkwardly for a moment.

JEB

Hold this a moment would you.

Jeb hands Danny his case and, stepping over the chain, wedges himself through the gap.

JEB

Recognized you. Barely. Saw a picture once, you were just a scrappy kid in trunks and gloves.

He gestures to the buildings.

JEB

Shall we?

They start toward the machine shop.

JEB

Sorry about your Pa.

DANNY

Thanks. Someone dying at home in the middle of a war...don't expect it somehow. Hadn't seen him in awhile. Guess you knew that.

JEB

He was a tough old man. When the ambulance took him, he made them put him up front with the driver.

Danny shakes his head and laughs as Jeb unlocks the shop building and rolls the door open.

JEB

Livestock was sold a year ago, same with the truck. There's still two John Deere tractors, a dozen or so accessories, irrigation equipment, plus the tools in the shop.

Jeb takes out a folder from his briefcase.

JEB

It's all itemized, if you care to check through it.

He hands the document to Danny. Danny glances up the rise toward the house.

JEB

You want to go up to the house?

INT. FARMHOUSE, KITCHEN

They let themselves through the back door. Danny looks around. A home he hasn't seen in years.

JEB

There's what you saw, the house, outbuildings, one hundred and sixty acres or thereabouts.

Jeb sets his case down and stacks documents on the table.

JEB

So, everything's paid off, including my bill. That leaves a grand total of one hundred and twelve dollars and sixty cents in the bank. Taxes are, uhh...three hundred and sixty three thirty, just so you know.

Jeb spreads the papers out, then takes a fountain pen from his pocket. Danny sits at the table.

JEB

You sign the last page of each of these, then she's all yours.

DANNY

Any idea of the prospects if I wanna sell?

JEB

Not so good at the moment. Everybody's just getting their legs back under them.

Danny looks down at the documents.

DANNY

Strange to think of owning the place. Ran away so many times.

JEB

Well, it's safe to say land's never a bad investment. How much about farming did you pick up from your Pa?

DANNY

Enough to know how long it takes to put in a crop.

Danny starts signing.

JEB

On the phone you mentioned something about a ride?

DANNY

Just to the station. Gotta be back in the city by five. My girl's got something planned.

JEB

Well, you keep on with that and I'll bring the car up.

Jeb goes out the door. Danny signs, signs again, pen scratching on paper in the empty house. Starts to sign the last document. Stops. Sits still for a moment. Silence.

INT. FARMHOUSE, SECOND FLOOR

Danny climbs the stairs, turns down the hall. At his touch a door swings open. His father's room. The bed's stripped, leaving the broken down mattress bare.

Danny continues toward the dark end of the hall. Another door, this one with a sign marked "DANNY" in childish scrawl. The knob's rusty, turns reluctantly.

Inside, the blinds are drawn, the room dusty. On a shelf are old copies of Boy's Life, Doc Savage, and Blue Book. On the walls, curling and faded pictures of biplanes carefully cut from magazines.

The bed is covered by a dirty sheet. On top, a dismantled pump and greasy tools.

The light changes beyond the window blinds, as gravel GRATES and a car horn HONKS. Danny's boots STOMP down the stairs.

EXT./INT. CHICAGO STADIUM -- EVENING

A NEWSBOY works his way through the bustling pedestrian mass.

NEWSBOY

Late Edition. Last Jap forces cave in Pacific Islands. Get it here. Holdouts surrender.

A taxi cab crawls past. The windows reflect the brightly lit street in neon and blinking bulbs. In the back of the cab sit Danny, his uniform now buttoned up, and MARGE HAMLIN.

Marge is somewhere in her thirties, blond, and pretty.

DANNY

He got me thinking, if what I saw over there means anything, there's gonna be a lot of hungry people in Europe this winter.

MARGE

Don't worry, it'll sell. Then we'll be set.

A blaze of flickering light splashes the windows and the cab slides out of the stream of traffic and stops at the curb. Danny hands over a five and pops the door.

DANNY

Doesn't really matter if I'm gonna work it or sell it. I need a job now and nobody seems to know if they oughta be hiring or firing.

They step out of the cab and Danny hesitates, looking up at the brightly lit marquee proclaiming: "A TRIBUTE TO THE TROOPS. VAN LUDLOW vs TOMMY REPICCI".

DANNY

Feels like forever since I been here.

She smiles, pulls him toward the doors.

MARGE

Not so long. Now come on. We're late enough already with you off playing farmer.

INT. CHICAGO STADIUM, LOBBY

The lobby's alive with PEOPLE, many dressed in military uniforms. A banner hangs from the rafters stating: "WELCOME HOME, BOYS".

Marge leads Danny through the crowd. They move past a series of pictures on the walls. He slows to look at...

'The Great and Near Great'. Chicago's fighting middle weights captured in the ring and in uniform.

Marge pulls him along the line of pictures, hurrying towards a last group of photos...

Of Danny.

MARGE

You see. You're practically the guest of honor.

DANNY

How'd you know about this?

MARGE

Joyce, works in the box office, she remembered we were together.

(MORE)

MARGE (CONT'D)

And speaking of the box office, I  
have to get our tickets, so you wait  
right here.

Danny turns back to the series of photos, the first one is  
of a much younger and very battered Danny with his fist held  
aloft by a Referee.

DUCK (O.S.)

Ash Wednesday , 1936. Your first ranked  
fight. Archie Mulcahy wasn't it?

Danny turns to see DUCK MILLER. Duck is in his fifties and  
thin as a rake in a too-big, weathered suit.

DANNY

T.K.O. in the twelfth.

DUCK

That's 'cause you never listened when  
I told you to wear his wind out early.

Slight smiles as they look at the picture.

DUCK

You hear what happened?

DANNY

Dead on Tarawa. Lord knows what the  
Japs did. I couldn't put him down.

A nod between them. Respect for the fallen. Return to the  
living.

DANNY

How you doing, Duck?

Danny extends his hand and they shake with gusto.

DUCK

Getting by. Surprised they let you  
out.

DANNY

Compliments of the Adjusted Service  
Rating. Technically my last day is  
tomorrow.

DUCK

Hell, Danny, did you get wounded?

DANNY

Not so bad they didn't send me  
back...twice. Don't look at me like  
that. I'm fit as a fiddle, no thanks  
to Hans and Fritz.

SHORT BOXING FAN claps Danny on the back as he passes.

SHORT BOXING FAN

Came out to see Ludlow throw them,  
huh?

And he's lost in the crowd before Danny can respond. Danny  
turns back toward Duck.

DANNY

Hear he's the big cheese now.

DUCK

Hasn't lost since you put him on his  
back in the sixth.

Marge waves as she fights through the crowd.

DUCK

That Marge Hamlin?

DANNY

Sure is.

DUCK

You two? All through the war?

Danny shrugs 'sort of'.

DANNY

She met me at the train. You know how  
few soldiers can say that?

Marge makes it to Danny's side.

DANNY

Look, Margie, it's Duck Miller.

DUCK

Good to see you again, Marge.

She smiles, gestures to the pictures of Danny.

MARGE

It's like coming home.

A OLDER BOXING FAN slaps Danny on the back as he passes.

## BOXING FAN #2

Good to see you still kicking, McClure.

Danny turns with a smile.

DANNY

Thanks.

She links her arm under Danny's.

MARGE

We should get to our seats.

(to Duck)

Seems like he's had time for everyone  
since he's been back but his girl.

Danny shrugs to a grinning Duck as he and Marge exit.

INT. ARENA

Smoke-filled arena. A cacophony of SOUND fills the room.

Danny returns GREETINGS from a few Spectators as he and Marge walk alongside the ring. Above them, boxer TOMMY REPICCI, a lean muscled, young Italian paces amongst his ENTOURAGE, the RING ANNOUNCER, and the REFEREE.

Now past Press row where EDDIE BECK, thirties, pounds at the keys of his typewriter while his younger brother, RICHIE, also in his thirties, barks into his radio mic.

Continuing beyond the expensive suits and their young escorts, Danny and Marge make their way up to their aisle seats twenty rows from ringside.

Danny's in the moment, comfortable back in the sounds, smells, and people of this world. Marge leans in to him.

MARGE

Told you they'd remember.

Blast of MUSIC as a six-piece MARCHING BAND enters the arena. Spectators to their feet, turning toward the barrage of sound.

Danny and Marge step aside as the Band marches forward, followed by an Entourage twice the size of Repicci's. Leading the pack is VAN LUDLOW, thirties, chiseled to iron.

Danny watches incredulous as they pass. This is the man he last beat.

Danny turns up the aisle. Stops. Marge follows Danny's gaze.

In silhouette, the figure lights a cigar. This is Henry Lanning. Manager and Dean of Chicago boxing. He's in his fifties, and though he wears an expensive suit, he has the build of a stonemason.

Danny takes her arm.

DANNY

Let's get to the seats.

INT. CHICAGO STADIUM -- EVENING

DING. The TIMEKEEPER hammers on the bell.

Repicci's lats tense as he moves toward Ludlow. The fighters feign, slide left, turn. Here comes Ludlow's left -- POP.

INT. INTERCONTINENTAL HOTEL, LOUNGE -- NIGHT

Champagne overflows from a uncorked bottle at Ludlow's victory celebration party.

Tuxes and pretty women fill the ornate room. A red, white, and blue banner hangs above the entrance: 'VAN LUDLOW 54-1'.

Danny, Marge, and Duck enter. They stop at the top of a staircase. A perfect vantage point for Marge to survey the crowd below as Danny and Duck relive the fight.

DANNY

Ludlow's sure not the brawler I put on his back.

DUCK

He's Lanning's middleweight ticket now. Grooming him right up to a shot at the champ.

Across the ballroom, Lanning holds court with a collection of tuxedos and their dates for the night. Ludlow stands nearby in a open collar tux and tape across his nose.

DANNY

Hank Lanning, huh?

DUCK

It's Henry now.

Duck and Danny share a smirk.

DANNY

I remember when he could barely get me a fight out of state.

DUCK

Lack of competition. The war's been kind to Henry Lanning. And he wants national bad. Real bad.

Marge nods toward Lanning and the crowd around him.

MARGE

You know, I still see him in the Shoreland occasionally. Who's that with him?

On Lanning's left is TULLY LAKE, the Cook County Sheriff.

DUCK

One on his left is Tully Lake, Cook County Sherrif. He and Lanning got pretty tight during the last election.

MARGE

And the guy with the teeth?

On Lanning's right is the head of the Illinois Boxing Commission, GUS BAKER. His bright-dentured smile stretches grotesque across his leathered face. On each arm is an attractive SHOWGIRL.

DUCK

Gus Baker, head of the Illinois Boxing Commission.

MARGE

He's a happy one.

DUCK

Probably 'cause neither one of them is Mrs. Baker.

A WAITER starts down the stairs. Marge takes a glass of champagne from his tray before he gets out of reach.

MARGE

Shall we?

Danny smooths down the front of his uniform.

DANNY

Into the snake pit.

And down the stairs they go, with Duck trailing behind.

MARGE

Danny, I think it's time we reacquaint you with the Henry Lannings of the world.

DANNY

What are you scheming, Margie?

MARGE

Nothing wrong you catching up with old friends.

DANNY

Friends? Well, it was complicated.

Bottom of the stairs and into the mass of people. Quick, Eddie and Richie Beck move instep with Danny and Marge.

EDDIE

Danny McClure.

RICHIE

'Course, it's Danny McClure.

DANNY

Richie, Eddie. Good to--

EDDIE

Heard the Krauts shot you up?

RICHIE

Looking pretty good, though.

DANNY

I'm doing alright, Boys.

EDDIE

Could be a story in you fighting again.

RICHIE

Better one than that mismatch we saw tonight.

As they move along, Marge stays zeroed in on Lanning.

EDDIE

This place is full of villains--

RICHIE

And stooges.

Both men whip out their notepads.

EDDIE AND RICHIE  
Villains and Stooges. That's good.

And just as quick, back on Danny.

RICHIE  
How about 'Purple Heart Hero Steps  
Back In The Ring'?

DANNY  
Getting wounded doesn't make you a  
hero.

MARGE  
He's just being modest.

RICHIE  
Uncrowned middleweight champ back  
from fighting the Germans.

EDDIE  
Might be a story in it.

MARGE  
Danny's checking out all his options  
right now, Fellas.

LUDDLAW (O.S.)  
Heard you got knocked loopy in Europe,  
McClure.

Danny stops. Turns. Van Ludlow.

DANNY  
No worse than usual.

Danny nods toward the banner above the entryway, where the  
last of the arena stragglers make their way down the stairs.

DANNY  
Nice of you to mention me.

Ludlow looks to the banner. 54-1.

LUDDLAW  
Never did get my rematch.

LANNING  
(loud)  
Gentlemen of the press.  
(MORE)

LANNING (CONT'D)

I want to present to you the future  
middleweight champion of the world,  
Van Ludlow.

WHOOPS and CLAPS on cue from the Crowd as Lanning gestures  
to Ludlow to approach.

LUDLOW

(to Danny)

Day comes you put back on a few pounds,  
maybe I'll even our score.

As Ludlow exits to Lanning, a smiling Duck squeezes Danny's  
shoulder.

DUCK

You are looking pretty scrawny.

INT. INTERCONTINENTAL HOTEL, LOUNGE -- NIGHT

Danny and Duck, leaning against the bar, drinks in hand,  
watching the crowd.

A woman's LAUGHTER.

Danny recognizes it. Turns toward the sound. Sees Lanning  
approaching with a laughing Marge on his arm.

MARGE

Henry's been telling me the funniest  
story about the two of you.

LANNING

Welcome back, Danny.

DANNY

Hank.

Lanning LAUGHS. A touch too forced.

LANNING

I wondered if I'd ever be seeing you  
again.

(to Marge)

Danny was one of my best middles. Why  
I remember when he was just fresh  
from the circus.

DANNY

Carnival. Lions and tigers, that's  
the circus.

Lanning looks around the room, admiration on his face.

LANNING

We've come a long way since then.

DANNY

Definitely looks like you have.

LANNING

You know, I like to do my part for you veterans. If you want to get back in the game, I might be able to help.

MARGE

That's very nice of you. Isn't it, Danny?

DANNY

Looks to me like Ludlow's your middle. And we both know I'm in no shape to fight him yet.

LANNING

Ludlow? No, no, no. He's got the champ in his sights. I'm thinking maybe get you on a few prelims, start you paying your dues again.

DANNY

I figured I already paid my dues.

LANNING

You did. But I can't just stick you back in there after all this time.

Marge touches Lanning's arm.

MARGE

Isn't there something you can do?

LANNING

Danny knows the rules. You got to put in before you can take out.

Marge looks to Danny, a touch of pleading in her face.

DANNY

No, he's right. Appreciate the offer, Hank. Enjoy your night.

Danny takes Marge by the arm and they walk away. Duck falls in tow.

DANNY

Not a bad idea, you know.

(to Duck)

How quick can you get me a fight?

They ascend the staircase. Behind them, flashbulbs POP as reporters photograph Ludlow.

INT. ZENITH AMERICAN LEGION -- EVENING

The place is low-rent and half-filled, with bingo hall chairs, and a rickety turn of the century ring. It's a hell of a long way from Chicago Stadium.

BAM! Danny, sweaty, his face red and puffy from being hit, a bullet scar on his shoulder and a shrapnel scar on his leg, flattens the ZENITH LOSER with a right from the hip. The guy's out before he hits the canvas.

CHEERS from the sparse crowd standing in the rickety bleachers of the low-rent hall.

As the ZENITH REFEREE counts to the obvious conclusion, Danny drapes his arms on the ropes in the neutral corner and shrugs to a grinning Duck in his corner.

A jubilant Marge claps from the front row. Her boy's back.

ZENITH REFEREE

4...5...6...

Eddie, with his notepad ready, and Richie, wire tape-recorder rolling, stand below Danny.

EDDIE

(to Danny)

Heck of a punch.

ZENITH REFEREE

7...8... 9...

RICHIE

(to Danny)

Maybe enough to beat Ludlow.

ZENITH REFEREE

10.

Danny spits out his mouthguard, looks down with a smile.

DANNY

Why not. I beat him last time.

FLASH. Cameras capture a smiling Danny as the ZENITH REFEREE and DUCK raise his arms in victory.

INT. CONFERENCE ROOM -- DAY

A spectacular view of Chicago fills the windows of one wall. A large wooden table fills the center of the room.

Lanning, a BODYGUARD, and his LAWYERS fill one side of the table.

Across is the champ's Promoter, BERTIE DEWITT, his LACKEYS, even more LAWYERS.

REPORTERS, including Eddie and Richie, line the walls, copying the bluster in their notepads as fast as they can.

Chain-smoking in the corner of the room is SHAW, Lanning's hired gun/fixer.

LANNING

Seems straightforward to me, DeWitt.

Lanning winks to the press.

LANNING

Or maybe you boys are getting scared of Van.

DEWITT

To the contrary, we'd like nothing else but see the champ defeat your boy. But this is a business, not some schoolyard rumble. There are protocols that must be followed.

LANNING

My fighter's the number one contender to that belt.

DEWITT

He's one of them.

LANNING

No big secret you're gearing up for some retirement tour. See the world, fight the pygmies, all that crap before you put the old man out to pasture.

DEWITT

You're in no position to disrespect the champion.

Lanning looks to the Reporters.

LANNING

I think these gentlemen would agree,  
as long as the champ doesn't fight,  
you got the whole division hostage.

The Reporters catch their quote, start writing in their notepads.

LANNING

We both know you've got one thing  
needs taking care of before Carrasco  
goes anywhere.

Dewitt looks to LAWYER #1, who then puts a copy of the Tribune's sport page on the table.

DEWITT

And you have one thing to take care  
of before you get within a hundred  
feet of the champ.

DeWitt slides the paper across the table to Ludlow featuring a shot of Danny in the ring. The headline states 'McClure knocks out Bogosian in the Third'.

LANNING

What the hell is this?

DEWITT

Danny McClure, the man Ludlow couldn't  
beat, is fighting again.

Lanning smacks the paper down on the desk.

LANNING

McClure's a bum!

DEWITT

Mr. McClure is a decorated war hero.  
That to me, Sir, is anything but a  
bum.

LANNING

What's your goddamn point, DeWitt.

DEWITT

My point is, you beat McClure, then  
you can have your day with the Champ.

Lanning slams the desk.

LANNING

Sounds more to me like Carrasco don't got the balls to face my fighter.

DEWITT

We fought Milton in California and Jack Leonard at the Gardens. Both of them have a record easily as good as your boy. You gotta pay your dues, Mr. Lanning.

DeWitt nods to his crew and they begin to pack up.

LANNING

You wanna play it like that? There's still four months before you go running off to Timbuktu. I say we beat McClure by October 15, you give us our shot.

(to the Reporters)

How's that sound to you boys?

The Reporters lap up the challenge.

EDDIE

'Ludlow Calls Out Champ.'

RICHIE

'Carrasco Flees Challenge.'

EDDIE

'Bertie DeWitt holds division hostage.'

DeWitt fuming now, looks down at Lanning.

DEWITT

All right. If you deal with your unfinished business, we'll see you in the ring.

DeWitt turns to the Reporters.

DEWITT

For the record. the Middleweight Champion of the World, Gordie Carraso, will fight Van Ludlow contingent upon the outcome of a McClure Ludlow bout on or before October 15. It's now up to Mr. Ludlow and his handlers to make that a reality.

A CACOPHONY OF QUESTIONS, all ignored by DeWitt as he exits with his entourage in tow.

INT. CONFERENCE ROOM HALLWAY

DeWitt's Lackeys and Lanning's entourage exit simultaneously, but turn down the hall in opposite directions.

INT. CONFERENCE ROOM HALLWAY - NORTH EXIT

Shaw moves close to Lanning.

SHAW

DeWitt's wife's, drug addict since Hoover. She's a font of information.

INT. CONFERENCE ROOM HALLWAY - SOUTH EXIT

DeWitt strides quick to the exit.

DEWITT

How'd that prick Lanning know we were leaving in four months? This trip isn't worth anything if we don't have the belt with us.

INT. CONFERENCE ROOM HALLWAY - NORTH EXIT

Lanning and Shaw approach the exit door.

LANNING

Find McClure. We need to lock him in today.

BANG. They push through the door.

INT. INTERCONTINENTAL HOTEL, LOUNGE -- EVENING

Lanning's court. Dark lighting, low music, touch of a crowd.

Danny, the swelling in his face fading from the Zenith fight, sits with Lanning at a table in the back. An expensive bottle of champagne beside them. Half full glasses in front of them. Shaw sits alone at the table behind Danny.

LANNING

You still got that lightning in your right. I figure people deserve to see it properly.

DANNY

Duck's got a couple of calls out for me.

Shaw SCOFFS behind Danny's back.

LANNING

I'm not offering a five o'clock four rounder in a backwoods Legion.

DANNY

I'm not saying I wouldn't mind a crack at Ludlow. But I need some fights under my belt first.

LANNING

Most pugs would slug their mother for a shot like this.

DANNY

You might not call it a dive, but I know exactly what it is.

LANNING

You've done a lot of stuff for me didn't bother you in the past.

DANNY

Did a lot of stuff I'm not doing any more.

LANNING

For God sakes, McClure. Be a man and take the damn fight.

DANNY

I read the papers like everyone else. The champ's got you over a barrel.

LANNING

Nobody's got me over nothing. And they never will.

DANNY

Appreciate the drink, Hank.

Starts to stand.

LANNING

Wait. Just hear me out.

Danny sits.

LANNING

Ain't like the old days. You can't do a damn thing in this town without me.

DANNY

It's only one town.

LANNING

But it's the town you're in. We both know I'm offering you something you don't deserve. But it is what it is. So, we're gonna make it happen.

DANNY

And supposing I say yes. What kind of terms am I looking at?

LANNING

In one month you fight Van Ludlow, main event at the Stadium.

DANNY

One month? I'd lose and be no-good-to-anyone-punchy from then on. Four.

Lanning throws a 'get this guy' look to Shaw at the next table. A slight nod back toward Shaw from Danny.

DANNY

Why is he here?

LANNING

Two months. You can't get your sorry ass in shape by then, you don't deserve to be in the ring.

Danny measures Lanning. Best he's gonna get. He nods and Lanning slides the contract across the table. Hands him a pen. Danny signs.

LANNING

There's one more thing.

Danny looks Lanning in the eye.

DANNY

Gonna tie one hand behind my back too?

Lanning smiles, leans back, a drag on his cigar.

LANNING

There's the matter of your appearance  
forfeit.

DANNY

Whattaya mean appearance forfeit? I  
told you I'm fighting.

LANNING

It's just the way it's done. Van's  
already got his up to ten thousand.

DANNY

And where am I gonna get ten grand?

SHAW

Value of your farm'll cover it.

Danny turns quick to Shaw.

DANNY

How the hell?

A slight shrug from Shaw. That's why he's here.

DANNY

It's a lot of money.

LANNING

How bad do you want this? Come on,  
it's the gift horse kicking you in  
the teeth.

Danny looks at Lanning.

DANNY

Eight weeks. And you can tell Ludlow  
for me. He better be up to it.

INT. GYM -- DAY

Danny works the speed bag next to Duck in the crowded gym. A  
good sweat going, wind not too short. Progress.

Last shot at the bag then Danny steps off. Begins shadowboxing  
as Duck approaches the ring where BOXER #1 and #2 finish up.

DUCK

Either you boys up for a few rounds?

BOXER #1

Can't do it.

BOXER #2  
Got nothing left.

Both fighters exit the ring quick. Too quick.

DUCK  
Guess you don't mind us using the  
ring then.

Duck approaches BOXER #3 working the heavy bag.

DUCK  
How 'bout you, Fella? Figure you got  
a few rounds in those mitts?

He doesn't stop punching.

BOXER #3  
Only doing the bag today.

Duck goes to the bench, sits next to BOXER #4.

DUCK  
Whattaya say, Son. Heard of Danny  
McClure?

Boxer #4 stares down at his hands, taping over what's already  
been taped.

BOXER #4  
I know who he is?

DUCK  
Willing to go a few rounds with him?

BOXER #4  
Got my own routine.

DUCK  
You'd be dancing with the man who's  
gonna knock out Van Ludlow for a second  
time.

BOXER #4  
You heard me already.

Danny stops in front of Boxer #4

DANNY  
What gives, Buddy? I just wanna spar  
a few rounds.

Boxer #4 looks up to Danny.

BOXER #4

I hope you beat 'em, McClure. I do.  
But I ain't gonna starve for helping  
you do it.

INT. LOCKER ROOM -- DAY

Danny sits on a bench stripping tape off his hands while  
Duck smokes in the doorway.

DANNY

You remember what it was like. Prop a  
guy up for a few rounds, take a knee  
when you're told. Can't be mad at  
those boys when I did a lot worse for  
him before.

DUCK

Game never changes.

Danny tosses a ball of tape into the garbage.

DUCK

Nothing's gonna replace you punching  
something that's punching back.

DANNY

My old man left his life's worth of  
farm equipment in that barn. Gotta be  
enough to pay someone to hit me. Might  
as well mortgage everything

EXT. LAKE MICHIGAN -- EVENING

Marge and Danny stroll along the boardwalk, her arm wound  
around his.

MARGE

Your name'll be a big deal again.

She stares at the water.

MARGE

You beat Ludlow, there'll be five  
guys waiting to fight you the next  
day.

Smile on Danny's face.

DANNY

You're sure getting a feel for the game.

MARGE

Those fights and the money from the farm could get us a heck of a place downtown.

DANNY

We'll, I gotta train and do it quick before I can think of anything like that.

MARGE

I know. Just thinking down the road.

He stops. A step later she realizes it, turns to him. They look at each other.

DANNY

I'm just back. All of this is coming at me pretty fast.

She plops down on a bench. Twists her gloved hands, looking for the right words.

MARGE

Oh.

He sits beside her, puts his arm around her.

DANNY

I'm just saying three weeks ago I was still in Europe.

MARGE

And four months ago I had twenty women under me at the Port dispatcher. That was good money. Now I'm selling cigarettes for tips at the Shoreland.

DANNY

Never thought about it like that.

MARGE

Seems if you boys aren't gonna let me take care of myself, then I should at least have some say in what happens to me.

They stare straight ahead, until his quiet unnerves her.

MARGE

All I'm saying is once you're fighting for real again, and you sell that farm, we'll have everything we want. Both of us.

INT. CHEAP BAR -- NIGHT

Small bar, dirty floors, low ceilings. A few CUSTOMERS and a CHEAP BAR BARTENDER. Duck slumps over his beer. Danny enters.

DANNY

Wasn't sure this joint was still standing.

DUCK

Good place to think.

DANNY

Thinking only gets a man in trouble.

DUCK

Not when he's already knee deep in it.

DANNY

We're good. Bank's sending their man out in the morning to look at everything. Should be enough for me to spar and you to get some solid meals.

DUCK

I'm sorry.

DANNY

Don't be.

DUCK

No, Danny. I'm sorry.

Duck looks at Danny, revealing a black eye.

DANNY

That son of a bitch.

Duck puts an arm on Danny.

DUCK

Save it for the ring.

Danny waits it out, trying to calm.

DUCK

Eye's nothing. I've had worse. But he's gonna take the whole game away from me 'less I join him.

DANNY

I can pay you proper now.

DUCK

What about after? I gotta train fighters to live. He owns all of them.

Danny stares at the bar, knows it's true. Stands.

DANNY

I been given a shot here. This is the greatest good luck I've seen, all come to me from hell in a hand basket. But you do what you gotta do.

DUCK

I don't got a choice.

DANNY

We all got a choice.

EXT. RURAL ILLINOIS -- MORNING

Early morning, glow of the sun on the horizon. Danny walks up the highway. Crests a hill.

Fire in the distance. The farm.

Danny sprints. SIRENS grow. Fire trucks in the yard. His lungs burn as he pushes harder.

EXT. FARM -- MORNING

The barn and machine shop are ablaze, beyond rescue. FIREMEN spread around the ground, make sure no embers spark free. Others spray down the house, saving what they can.

Danny runs up the drive, into the yard, stops. Watching. Nothing he can do.

BOOM. A gas tank explodes in the shop. The Firemen back away from the blaze.

Defeat in Danny's face, lit by the destruction.

EXT. FARM -- MORNING

The blaze is almost gone. And so is the barn, and most of the shop and its contents. As Firemen put out the remaining embers, Danny sits on the steps of the house, his face blank, staring into the smoldering remains.

FIREMAN #1, his face black with soot, approaches Danny. He shows Danny the smashed remains of a beer bottle. A torched blackened rag fills the mouth of the bottle.

FIREMAN #1

After ten years on the job, my gut  
says you got someone making a point.

Danny takes the bottle, stares at it in his hands.

INT. INTERCONTINENTAL HOTEL, LOUNGE -- EVENING

Fair size crowd in a celebratory mood. Music, drinks, laughs. Lanning sits at his table in the back with his Bodyguard, and Shaw. A good buzz going all around.

DANNY (O.S.)

LANNING.

The crowd parts. Lanning, Shaw, and the Bodyguard up. The Bodyguard goes into blocker mode as Danny moves at Lanning.

BAM. Danny stuns him with a right to the chin and barrels past. Danny grabs Lanning by the lapels. Slams him against the wall. Lanning gets arm inside. Twists partially free.

CRACK. Shaw hits Danny on the back of the skull with the butt of his gun. Pulls him off Lanning.

DANNY

You did it. I know you did.

Lanning straightens his jacket

LANNING

You wanna narrow that down.

Danny breaks free of Shaw's grip. Back hard into Lanning.

CLICK. Shaw moves in, his gun cocked and pointed at Danny.

SHAW

Won't be tough with you already  
throwing the first punch.

Danny turns to Shaw, looks him right in the eye, daring him. He then reaches into his pocket and throws a large stack of loose bills at Lanning.

DANNY  
Your appearance forfeit.

Danny focused on Lanning. No one else in the room.

DANNY  
You better fix this one good, because  
that's it. I got nothing.

EXT. CITY STREET -- NIGHT

Tall buildings loom large over the quiet street. Danny walks, his pace steady, his mind clicking, his hands jammed in his pockets. He rounds a corner, pulls up at an all night News Stand. He stares blind at the stacks of papers and magazines.

NEWSTAND CLERK  
Get you something, Mac?

Danny's eyes focus on the print, pictures, titles. Stop. He points at a magazine.

DANNY  
That one.

THE SHOW WORLD MAGAZINE. A picture of a ferris wheel is on the cover.

INT. MARGE'S BUILDING, ELEVATOR -- NIGHT

Danny alone in the elevator, the magazine peeking out from his jacket pocket. Slow climb as lights flickers through the frosted glass of each floor.

A steel to Danny's face. No turning back.

INT. MARGE BUILDING, HALLWAY -- NIGHT

Danny knocks on Marge's door. No answer. Knocks again.

A door opens down the hall. An OLD WOMAN peeks out. She and Danny make eye contact.

DANNY  
Marge around?

She pulls back into her apartment and LOCKS her door.

Still no answer at Marge's. Danny closes his eyes.

INT. MARGE'S BUILDING, STAIRWELL -- NIGHT

Down the staircase, picking up steam, Danny hits the last stair and is quick across the lobby and out the main door.

EXT. OUTSIDE CHICAGO -- NIGHT

Danny, his army duffel bag over his shoulder, stands amongst a cluster of withered trees.

Wheels SHRIEK as a train grinds around a curve. A BLAST OF STEAM as the Engine passes. Danny jogs along side the train.

An open box car presents itself. Danny tosses his bag inside and swings up into the car. He stands in the open doorway, looks back to the lights of Chicago.

EXT. COUNTRYSIDE, MINNESOTA -- DAY

A pickup truck rumbles along a twisting road. Over rolling hills, across bridged streams, steady through fertile country. Danny, a few days now since he's shaved, sits in the truck bed taking everything in.

EXT. COUNTRYSIDE, SOUTH DAKOTA -- EVENING

A car stops. Its headlights shine on a telephone pole with a cardboard sign stapled to it. On the sign, a large black arrow.

Danny steps from the back of the car. A tap on the trunk in appreciation as it pulls away.

Danny follows the arrow down the side road, through a row of trees, and to a gate at the base of a hill. Another arrow pointing up the hill.

An eerie glow emanates from beyond the hill top.

He climbs the hill, looks beyond to the source of the glow.

Rides, games, stages, and tents. A Carnival set up in a long grid on a piece of farmland below.

Danny starts down the hill.

EXT. CARNIVAL -- EVENING

Danny stops at the Ticket Booth Entrance. Up close, it's clear the carnival's seen better days. Patched canvases, fading paint, and rusted metal abound.

EMMA, thirties, the carnival ticket taker and "littlest woman in the world" greets him with a smile.

EMMA

Welcome to Greater American Shows.

DANNY

Comp me one. I'm looking for the manager.

She gives him an up and down glance.

DANNY

Pops Farley.

EMMA

Check the Wheel.

Danny moves inside, walks past the Food Stand, where FANNY shouts a CUSTOMER'S orders, to JACK in the back. FANNY and JACK, a couple well past retirement own the food stands.

FANNY

Two burgers, one fries, and a peanuts.  
 (to Customer)  
 And a shaved ice coming right up,  
 Dearie.

Danny turns right, continues past a few CUSTOMERS playing Ring Toss, left around the empty Dart game, and on to the High Striker Game. MULCH rears back, swings the hammer. DING. Hits the bell.

MULCH, forties, and no more than 130 lbs soaking wet, is the owner of all the carnival games.

CHEERS from the sparse Crowd encourage a burly FARMBOY to step up and play. Mulch offers him the hammer.

MULCH

If I can do it, surely a big fella  
 like you can.

Mulch toes the cradle ensuring another loser. A loud HUMMM emanates in the background, where THE HUMAN DYNAMO shudders and shakes in his execution chair.

A light bulb in his teeth begins to glow.

Danny moves alongside the spinning TILT-A-WHIRL with BEANO at the controls. BEANO, sixties, a hard-nosed lifer who owns the Tilt-A-Whirl, has also served as the carnival's foreman for as long as anyone can remember.

BEANO

Step right up and take a spin...

He sees Danny, recognizes something.

BEANO

...Round and round for the ride of your life.

The few CUSTOMERS SQUEAL on the ride.

Danny turns left toward the Carousel, where a smattering of CHILDREN grip their ponies tight, while their PARENTS circle the ride.

LILY, forties, the Carousel owner, kneels to a crying child. There's a spilled ice cream cone in front of them.

LILY

Ah Sweetie. That's okay. Come take a free ride.

Danny turns right, moves by the Cotton Candy Booth where ROSIE and RUTHIE, orphaned teenage twins who are also the carnival's contortionists, swirl huge pink-sugared clouds.

He continues past the spinning Scrambler, fronted by it's owner RONNIE and his young son TICK. Not a customer in sight.

Continue along a side stage where a BARBERSHOP TRIO dressed in threadbare suits SING somewhat on-key.

The trio:

PUNT, the Human Gorilla, is the owner of the carnival's Freak Show. He's big, hairy, and damn intimidating.

BUCK, twenties, is country big, African American, and has a natural charm that jumps from every pore. He also wears an patch that can't quite cover the scarring around his eye.

CONNIE, twenties, is spirited and attractive, despite her chaplinesque suit and grease paint mustache.

Danny walks past the Freak Show where ZELDA THE SNAKE CHARMER stands beneath her banner proclaiming 'Legends Of The Bible.'

In The Flesh'. She's in her twenties and her body's inked in biblically-themed tattoos, which at the moment are partially covered by a coiling boa constrictor.

ZELDA

Come in and see...

She waves down the length of her body.

ZELDA

The mysteries of the Bible. The snake that handed Eve the apple.

Near the back of the carnival now, Danny turns right past the shooting gallery and on toward the Fun House.

WHOOSH. Flame shoots into the air. GASPS from the small CROWD.

ALBERTO, the Sword Swallowing Fire Breather lowers a torch from his mouth. He's in his twenties, very tall, very skinny, and has one leg shorter than the other.

EMILE

Step inside and be amazed.

EMILE THE MAGNIFICENT, the carnival's magician turns the tip on the Fun House crowd. Once a draw, he's now a touch too pretty, a touch too old, and a touch too worried about it.

EMILE

The hall of mirrors, land of the dead and undead, and magic performed...

He fires a stream of cards from one hand to the other.

EMILE

Right before your very eyes.

Danny continues to the rear right corner to the huge Ferris Wheel, where POPS FARLEY, fifties, the Carnival's manager, locks a last pair of Customers in their seats.

DANNY

Hey Mister, I'm looking for a job.

The voice and words catch Pops, registering in his memory. He stands slowly, looks. 'Ah ha moment'. Realizes it's Danny.

POPS

Can you push a broom without complaining?

He looks to Danny.

DANNY

Pay me and you'll never hear a word  
from me again.

POPS

You kept that promise five minutes  
last time.

Smile between them.

POPS

It's good to see you in one piece.

Danny puts his hand out to shake, but Pops grabs Danny in a  
bear hug. A surprised look on Danny's face.

DANNY

Uh, good to see you too.

INT. MESS TENT -- NIGHT

Scattered roughshod tables and chairs litter the oil lamp  
lit interior. CARNIES sit in packs, eating their end of night  
dinners.

Along the wall, Carnies wait in the chow-line, where Punt  
and Connie serve food. Punt still wears most of his barbershop  
quartet costume. Connie's changed into jeans and a shirt,  
but she's forgotten to remove her grease paint mustache.

Danny and Pops walk toward the chow line as the Carnies  
eyeball the stranger in their midst.

POPS

Catches up with me seeing you boys  
come home. I remember what it was  
like coming back in '18.

DANNY

So that was Buck I saw singing?

POPS

Yup. Got back last week. And he's  
supposed to be serving food tonight.

Pops looks to the chow line, searching for Buck. No Buck.

POPS

Had some trouble with an eye but that  
sure hasn't stopped him from chasing  
any skirt he sees with the good one.

DANNY

He was just a kid last time I saw him.

POPS

Well, you been gone a while, haven't you.

DANNY

So listen, I'm fighting again. Got a big one against Van Ludlow in two months. Less than two months now.

Pops SNORTS.

POPS

Bit off a tough piece there, I reckon.

DANNY

Yeah, I did. And there's trouble back in Chicago. I was hoping maybe I could fight for you.

Into the line, taking plates, staying in step.

POPS

We haven't had a fighting show since the war started. Hell, been barely surviving with a crew of women and geezers.

DANNY

I gotta train for this thing and I got no where else to go.

POPS

Don't even know if we still got the ring.

DANNY

When was the last time you got rid of anything?

POPS

Don't know what kind of shape it'd be in then.

At the servers now, Pops puts out his plate. Food slopped on it. Keep moving.

DANNY

I can do the work on it myself.

Danny's plate out. Not paying attention.

POPS

That'd take you giving up a big part  
of the pie. And it'd be my ring, my  
money, my risk.

DANNY

And me getting hit.

Pops studies Danny, measuring him, looking for the catch.

POPS

Ludlow'll be sparring pros picked  
proper for him. Don't you think it'd  
be best you doing the same?

DANNY

Best ain't always a choice.

Danny's posture sinks as his pride falls. Time to come clean.

DANNY

They control the fighters, the gyms,  
everything. I've been on the other  
side of this. Now, I got no time, I'm  
nowhere near in shape, and don't got  
a pot to piss in.

Pops is in front of Connie now. She looks at him, Danny,  
suspicious. Who's the stranger?

POPS

I'm thinking seventy-five percent.

Slight smile on Danny, confident if numbers are on the board,  
so is Pops.

DANNY

How about twenty?

Now Danny's at Connie's station. He stops, his gestures more  
animated in bargaining. Connie attempts to slop food on his  
plate. She hesitates, trouble hitting Danny's moving target.

POPS

Might be able to make it work at fifty.

Second attempt by Connie to Danny's plate. No go.

DANNY

I'll give you sixty.

POPS

Deal.

Hold on. Pops registers Danny went up, not down. Danny smiles. Connie almost drops the food.

DANNY

I got one catch. I can't fight as  
Danny McClure.

Pops waits for the payoff.

DANNY

It's better they don't know what I'm  
up to.

Danny sticks out his hand. Pops nods. Shake on it. Done.

Beyond irritated, Connie grabs Danny's plate and slops the food on it. Danny turns, registering her for the first time.

CONNIE

Pay attention, would you.

He grins, looking at Connie barking orders in her grease paint mustache. He salutes.

DANNY

Jawohl, mein Fuhrer.

She looks at him, doesn't understand.

DANNY

Hey. Big smile.

Still doesn't. Danny holds a finger over his upper lip.

DANNY

Missed a spot.

She gets it, blushing angrily as she wipes at the grease paint. Smearing it.

CONNIE

NEXT!

EXT. CARNIVAL -- NIGHT

Danny stands in the middle of the empty midway. Takes a deep breath. Better or worse, he's back.

EXT. MAIN STREET, SIOUX FALLS, SOUTH DAKOTA -- MORNING

Start of the business day. Connie and a few Carnies load the last bunch of supplies into the back of a truck. Connie's in jeans and a work shirt. And when she's in her work jeans, good chance she has a crescent wrench in her back pocket.

Across the street, Danny stands in a phone booth. Dials. Waits...and waits...and waits. He looks down at the newspaper in his hand.

The headline: "CHAMP ANNOUNCES WORLD TOUR DECEMBER 1", with a shot of a Bertie DeWitt shaking hands with the Champ.

Last load set on the Carnival truck.

CONNIE

Hey. We're done here!

Danny looks to her, about to respond -- Someone picks up the other end of the line, he hears the phone FUMBLING in hands.

DANNY

Hello?

INT. MARGE'S APARTMENT

Marge, in her nightgown, gets the phone to her ear.

INTERCUT PHONE CONVERSATION:

MARGE

Yeah. Hello.

Her voice is rough, not enough sleep.

DANNY

Hi Margie.

MARGE

Danny? What time is it?

DANNY

Round nine.

She rubs the sleep out of her eyes.

MARGE

Wait. Danny? You okay?

DANNY

Yeah, I'm fine.

MARGE

It's been days. Where are you?

With everything and everyone loaded in the truck, Connie crosses to the phone booth.

DANNY

I don't got a lot of time. Just wanted to let you know everything's okay.

Connie smacks the side of the booth.

CONNIE

We don't have all day!

Danny gestures 'one second'.

MARGE

There someone else with you?

DANNY

Look, I had to get out of there. Lanning was putting the screws to me.

Fed up, Connie walks back to the truck.

DANNY

But I got a plan now that'll make everything work.

MARGE

Plan? What plan?

Connie puts the truck in first, leans out the window as they start down the road.

CONNIE

Enjoy the walk!

DANNY

Oh hell. I gotta go. Miss you. I get a chance, I'll call again.

MARGE

Danny. Wait. Tell me where you are.

DANNY

Sioux Falls. Bye Marge.

Marge is left holding the receiver, line dead.

Danny runs after the truck. Too late. Grinning, Buck shrugs 'what I can do' as the truck disappears in a cloud of dust.

EXT. CARNIVAL -- EVENING

Even less CUSTOMERS on the carnival grounds than the previous night. A few approach the Mess Tent in the extreme rear of the carnival, where Pops stands on an apple box out front.

POPS

One hundred dollars. Test your mettle against Greater American Shows' ring professional. Every wonder, 'how do I stand up'? Step right in, show us what you're made of. Stay in the ring for four rounds and win a crisp hundred for your courage. Ladies and Gentlemen, see your local favorites, cheer for your sweetheart, husband, brother, sister, we'll take them all. Sometimes victorious, sometimes embarrassed, always a story you can take home for friends and neighbors.

INT. MESS TENT

Tickets in hand, the Customers move inside to blend with the curious Audience scattered throughout. In the middle is a long-past-due boxing ring, held together with strategically placed twists of bailing wire.

ROUGH BOY #1 helps a barely conscious ROUGH BOY #2 out of the ring as Danny, bathed in sweat, takes a drink of water beside Buck in the corner of the ring.

BUCK

Not bad for an old man.

A smile from Danny. He's loving the work.

DANNY

How about you get me another fighter?

Buck steps to the middle of the ring.

BUCK

All right, Folks. Who's next?

Pops pokes his head into the tent, makes eye-contact with Buck. 'We need a fighter' concern on Pops face.

BUCK

Come on now. Somebody out there must  
be up to it?

Buck zeroes in on a MINER drinking whiskey with a couple of  
his BUDDIES.

BUCK

You can't tell me everyone in this  
town's scared of this skinny, little  
feller in here.

Hooked. BUDDY #1 waves a couple of bills in the air as his  
other Buddies shove the Miner to his feet.

BUDDY #1

RIGHT HERE!

The Miner climbs into the ring, takes off his shirt, and  
puts on a pair of gloves. The guy's muscle on muscle.

Buck approaches Danny. Pops in Danny's mouth piece.

BUCK

Try not to break a hip out there.

DING. Buck whacks an old bell on a corner post.

Danny starts across the ring. A CHEER from his Buddies as  
the Miner cocks his right for a haymaker. With the speed of  
a professional, Danny ducks the wild punch and -- BAM BAM --  
lands two in the man's wind.

INT. / EXT. MESS TENT -- NIGHT

The last of the boxing Crowd dispersing. Danny's got a few  
welts on his face but nothing too serious. He and Buck walk  
toward the exit. As they step outside--

POP, POP, POP, POP, POP, POP. Fireworks light the sky.

Danny flinches.

BUCK

You get used to it. The war's over.

Danny looks up. WHOA.

Spotlit and framed by the fireworks behind her is Connie,  
fifty feet in air standing on the high-wire. Dressed in a  
silver-sparkled leotard, she does a slow roll from feet to  
hands to feet on the wire.

Danny stares at Connie. Poised, lithesome, beautiful.

DANNY

Who's that?

BUCK

Connie? You know? Barbershop Quartet?

DANNY

That's Connie?

On the ground, Emile works as Connie's caller.

EMILE

Fifty feet without a net, ladies and gentlemen. She walks a wire three quarters of an inch in diameter. Have you ever seen anything so poised, so beautiful, so full of grace?

DANNY

She can do that?

Danny looks back to Connie, mesmerized, as she walks along the high wire.

INT. MESS TENT -- NIGHT

Late night, dinner finished. Connie and the carnival "owners" remain: Pops, Emile, Beano, Ronnie, Lily, Punt, Mulch, Alberto, Fanny and Jack.

The night's measly gate in a strong box in front of Pops.

The empty boxing ring looms large behind them all.

POPS

I hear what you're saying, but I figure an athletic show could help us all.

MULCH

We're barely getting by as it is.

RONNIE

And if we don't make it to State, we lose everything.

POPS

We'll get to State. We always do.

(to Beano)

You ever remember us not getting to the Arkansas State Fair.

BEANO

Nope.

EMILE

So how does you getting another attraction help the rest of us?

MULCH

Far as I'm concerned, you're pulling customers right out of my joints with that damn thing. I don't see how that's good for me at all.

ALBERTO

Bringing in the marks, that's what the back end's for.

RONNIE

All I know is I made less tonight than I did last night.

Connie steps beside Pops.

CONNIE

Scrambler makes people barf. That's your problem.

LILY

Everyone, please. Calm down.

RONNIE

All I'm saying is maybe we should stick with what we got, make sure we get through to the end of the season. Then maybe next year we can try something new.

POPS

Lot of you weren't here when we had the boxing show. Should've seen the people come out for it. Right Beano?

BEANO

Yup.

LILY

And Danny was a part of this family.

MULCH

Was. Not is.

RONNIE

I just gotta make it to State.

POPS

Look. We'll do it for a few weeks.  
I'll see about hustling up some  
business and if it doesn't put more  
money in your pockets, we'll cut it.

INT. POPS' AIRSTREAM TRAILER -- NIGHT

A small, unmade bed and closet at one end. Pictures of Buck  
in his uniform and Connie on the high wire are on the wall.

Asphalt tile flooring leads to the hot-plate and sink kitchen.  
More black and white photos on the walls: Pops shaking hands  
with mayors, farmers, soldiers.

At the front of the trailer, Pops sits at the kitchen/living  
room table, a pile of folders, papers, bills, and a half  
empty cash box in front of him. He smokes a pipe, studying  
the organized mess through his reading glasses.

Signs a check, inserts it in an envelope.

A KNOCK at the door.

Pops takes off his glasses, slips them in his pocket.

POPS

Come in.

Connie enters.

CONNIE

You should get some sleep.

POPS

Not enough time in the day.

He holds up a bill, moves it farther back, tries to read it.

She plucks his glasses out his pocket.

CONNIE

You'll ruin your eyes.

And puts them on his face. She sits in the chair next to him  
as he slips a check into an envelope and puts it on the pile.

POPS

Seems as soon as you make anything,  
there's a dozen people got their hands  
out.

CONNIE

We'll be okay, though. Right?

POPS

Sure, sure.

She watches him, waiting for more.

POPS

It's just, with the war over now and things changing again, everybody's looking to get paid proper.

CONNIE

Change doesn't seem to bring anything but bad news.

Pops stops working, looks at Connie.

POPS

Change's like a pendulum. It'll swing back for us if we ride it out.

CONNIE

You really think adding another attraction's a good idea right now?

POPS

There's times you gotta hang tight to what little you got and times you gotta open up and reach for more. This show's been hanging tight since Roosevelt's bank holiday. But everything I'm seeing tells me it's time to reach for more.

Connie stares at her hands.

CONNIE

I don't want anyone leaving over this.

POPS

I don't want anybody leaving neither.

Pops takes out a flask, pours a shot into his coffee cup.

POPS

No need to get too far ahead of ourselves. Life's meant to be enjoyed while it happens.

CONNIE

Like doing the books until you fall  
asleep at your desk?

POPS

Like some pretty girl I know worrying  
too much.

INT. LANNING'S GYM -- DAY

Ludlow works over SPARRING PARTNER #1 in the ring, throwing pulverizing lefts and rights into the large man's ribs. Ludlow's two TRAINERS hover, BARKING out instructions.

Along the far wall, more SPARRING PARTNERS sit waiting their turn. The only Sparring Partner standing is TONY INNES. He's around twenty and a mean rock-solid light heavyweight.

Illinois Boxing Commissioner Gus Baker and Shaw stand near the stocked bar. Duck sits on a stool in the corner, smoking.

Lanning, his back to Ludlow, shoots pool like he's Minnesota Fats as he holds court over a group of REPORTERS, including Eddie and Richie.

LANNING

Van Ludlow's never looked better.

REPORTER PHIL

Figure he'll have no problem with McClure?

LANNING

Having to fight McClure before the Champ blows town only shows how scared they are.

REPORTER GEORGE

You gonna pick a round for us then?

Lanning slams the 6-ball in the corner. Looks up, SMILES.

LANNING

Georgie. Do I look that stupid?

He lines up the 2-ball in the side.

LANNING

It's going to be early. Real early.

EDDIE

So where is Danny McClure?

2-Ball in the side with authority. Ignoring Eddie, Lanning combos the 14 in the far corner.

LANNING

I want it on record, the Champ needs to set our date before Thanksgiving. Anything else is running away.

Ludlow's body punches take their toll and Sparring Partner #1 crumples to the canvas with a loud THUD.

EDDIE

So you don't know where McClure is?

Lanning drops the fifteen ball and without looking at the ring, motions to Sparring Row. Innes jumps ahead of the queue and into the ring.

LANNING

Who cares where McClure is. Van Ludlow taking the belt. That's the story.

EDDIE

I don't think he knows.

Ludlow starts pounding on Innes, who doesn't give an inch.

RICHIE

McClure's the wild card.

EDDIE

And he's missing.

Eddie looks at Richie, closes his notebook. Richie does the same. The rest of the Reporters follow suit.

LANNING

Mark my words, Gentlemen, this McClure thing is a sideshow. Van Ludlow, middleweight Champion of the world, you go home and think about that.

As the Reporters file out, Lanning goes to Shaw at the bar. They're near Duck, who can hear everything.

LANNING

Find McClure.

He gulps down a swig of scotch.

LANNING

I wanna know where that bastard is  
before any one of those hacks gets  
wind of him.

EXT. CARNIVAL -- MORNING

Danny follows Pops through the midway.

POPS

You're old, underweight, out of shape,  
and out of practice.

DANNY

I know.

POPS

Guys get in the ring with you here  
they'll be headhunting. If we're lucky,  
maybe ten of 'em a night.

DANNY

I know.

POPS

S'pose there's something to say about  
you facing every different style out  
there. Lord knows you need all the  
help you can get.

DANNY

This your idea of a pep talk?

Connie passes by carrying a tool box.

CONNIE

It's done.

Pops nods his thanks, then leads Danny behind the Mess Tent.

POPS

Don't get too comfortable with this.  
We're moving tonight and you gotta  
pack it all up.

Buck stands amongst a makeshift outdoor gym: weights made  
from brake drums, cement blocks, piles of sand bags. Buck  
starts skipping with a kid's skipping rope.

Pops throws two sand bags to Danny.

POPS

Tie those around your ankles and start running.

Pops walks away, leaving Danny and Buck to it.

POPS

And make sure you aren't too tired to make me some money tonight.

TRAINING MONTAGE:

EXT. COUNTRYSIDE/CARNIVAL

-Danny, dragging his ass, runs hills with sand bags tied to his ankles. Buck follows close behind with the truck.

-Danny, between sit ups, catches a medicine ball from Buck.

-Danny doing squats with the brake-drum barbell, struggling under the heavy weight, straining, slowly pushing up.

-Back on the medicine ball, Danny tosses it too hard at Buck.

-Danny skipping slow with the kid's rope. Picking up speed, picking up speed...Oops. Snags the rope. Starts again.

-Buck bowls over Danny with the medicine ball.

-Danny shadowboxing with Buck, throws a right.

END OF MONTAGE

INT. MESS TENT -- NIGHT

BAM -- Danny takes a left to the teeth from a GANGLY BOXER.

The sparse Crowd yells.

Danny moves in tight -- BAM BAM -- lands a combination, drives the fighter back. Pursues -- BAM BAM BAM.

The Gangly Boxer throws up his arms in defeat. Dripping in sweat, Danny drops his stance and pats the guy 'good fight' on the shoulder.

EXT. CARNIVAL -- NIGHT

The main tent's been dropped. Connie's high-wire apparatus is also down and in pieces.

The Carnies move like a well-oiled machine as they strip down the carnival. They know their roles, take care of their rides, games, stands.

Beano notices three ROUSTABOUTS smoking, not working.

BEANO

Move it. We gotta tear this thing  
down before light.

Danny stands in the middle, more in the way than helping. He picks up a pipe, carries it to a truck. Starts to slide it in place.

MULCH

No, no. Joint goes in back.

Danny stops, notices the joint on the end of the pipe.

MULCH

TURN IT AROUND.

Danny spins the pipe, almost hits Alberto.

ALBERTO

Attento, Bastardo.

DANNY

Sorry.

Connie, breaking down the ferris wheel, sees Danny struggling. She picks up two suitcases, approaches Danny.

CONNIE

Take these, load them on the bus.

DANNY

Oh, okay.

He takes them from her.

DANNY

Then what?

CONNIE

You pack your gear?

DANNY

Yup.

CONNIE

Then stay there. It's safer for  
everyone else.

Smiling to herself, she hustles to the ferris wheel. Defeated, Danny takes the suitcases to the bus, sits on the bumper.

He notices Pops, Ronnie, and Tick secluded at the Scrambler truck.

Pops, his gestures pleading, talks to Ronnie. Ronnie shakes his head 'no'. Pops nods. Shakes Ronnie's hand. Tick steps up, offers his hand. Pops shakes it as well. Ronnie and Tick go back to packing the truck as Pops walks away.

EXT. COUNTRYSIDE -- EARLY MORNING

A caravan of rag-tag trucks stream along the lonely road followed by the passenger bus. Slow go through lush country. The Scrambler truck turns off a side road, exiting the caravan. Ronnie waves goodbye out the window.

Quick HONK from the truck behind.

INT. BUS

The bus is filled with sleeping Carnies. Danny's blinks awake beside a SNORTING Alberto. Across the aisle, looking out her window, is Connie.

DANNY

Everything okay?

She glances at him, then back to the window.

CONNIE

It's fine.

DANNY

You don't look fine.

CONNIE

Whattaya mean by that?

DANNY

I don't mean anything.

Alberto stirs, flops over, his head on Danny's shoulder. Danny gets Alberto settled, then moves beside Connie. He notices the Scrambler truck's taillights retreat in the dawn.

DANNY

Oh.

Connie watches after the truck.

DANNY

I'm sorry.

CONNIE

Forget it. Just caught me off-guard.

He nods toward the truck.

DANNY

No, I mean that.

They both watch the tail lights disappear around a turn.

CONNIE

His choice to leave.

DANNY

You'll see them at the State Fair,  
though. Right?

She nods, her face still solemn.

DANNY

Sorry I made fun of you the other  
day.

CONNIE

No big deal.

DANNY

That's what it was like before I left.  
Everybody getting on everybody else.

CONNIE

Still is. If you're part of us.

He looks at her.

CONNIE

You left. Someone does that, it's  
never the same.

DANNY

Ronnie left.

CONNIE

Exactly.

He stares out the window.

DANNY

I appreciate it, you know. Everything  
you guys are doing for me.

CONNIE

Yeah. While you're here.

DANNY

Can't stay forever.

She shrugs 'there you go'.

CONNIE

Pops wants you, but it's no secret  
you're doing this as much for yourself  
as for the show.

DANNY

Everybody's doing this for themselves  
some amount.

CONNIE

Sure, but if you really have sawdust  
in your blood, the carnival's always  
first.

He can't look away from her as she makes her point.

CONNIE

It's like family. When Pops took me  
in, I had no talents, nothing to offer.  
I was terrified I'd get left behind.

She looks to the road, remembering.

CONNIE

I learned to fix things. I was afraid  
that wasn't enough. So I made this  
little two-foot-high wire from tent  
rigging. I worked it everyday to prove  
I belonged. Four feet became ten.  
Then twenty. Fifty. I knew I'd never  
be left behind again.

DANNY

Don't think I could do that.

CONNIE

Beats a boxing glove to the head.

A smile between them.

DANNY

I want to do my part. It's just  
fighting's the best way I know how.

She nods, understanding.

CONNIE

But when you know you're leaving before  
you even get here, tough to count on  
you like we do our own.

They look toward the glow of the rising sun.

EXT. CHEAP BAR -- DAY

Rain pounds down as Marge runs to the seedy bar. Quick look  
around before she steps inside.

INT. CHEAP BAR

Dark and dreary as ever. The Cheap Bar Bartender reads the  
paper. Duck sits at the bar drowning his thoughts in a  
whiskey. Marge shakes the water free, sits beside him.

MARGE

(to Cheap Bar Bartender)  
Scotch.

Ducks notices her, look of surprise.

DUCK

Last person I expected to see.  
(to Cheap Bar Bartender)  
On my tab.

MARGE

Thanks.

He nods in reply.

DUCK

Sort of whole city's getting washed  
clean out there.

MARGE

It's due. Heard from Danny?

DUCK

Uh uh.

MARGE

Just got him back from the damn war  
and he runs off on me all over again.

DUCK

Sure he's got his reasons.

MARGE

Well he never told me any of them. He decides he's gonna disappear right before the most important fight of his career. And we need to sell that damn farm. How the hell am I supposed to make any plans without him?

The Cheap Bar Bartender puts the glass of scotch in front of Marge and a refill for Duck, then leaves them to it.

DUCK

Danny knows his business, don't you worry about that.

MARGE

I'm worried about him, not his business.

DUCK

Lanning was riding him hard.

MARGE

He called me from Sioux Falls...

DUCK

That so.

MARGE

And he didn't say anything to you before he left?

DUCK

Don't know nothing. Don't wanna.

MARGE

You're his friend, Duck.

DUCK

Some friend I turned out to be.

Slump in Duck's already defeated posture.

MARGE

Don't beat yourself up about it. I tried to tell Danny to play this right. Not your fault you did.

She looks into her drink.

MARGE

If we can just find Danny--

DUCK

Marge. Less I know about Danny, the less Lanning can get from me. Something you should be appreciating too.

MARGE

Appreciating? That my man's run off? Again?

DUCK

How long you two been together?

Duck looks at Marge, weighing his words.

DUCK

Seems like you might be getting ahead of yourself.

MARGE

You don't make a lick of sense, Duck Miller. You never did.

EXT. WEBSTER COUNTY FAIR GROUNDS, FORT DODGE, IOWA -- DAY

Trucks scattered in all directions as the large attractions slowly assemble.

INT. BAR, FORT DODGE, IOWA -- DAY

Lots of rough wood in the dark room. Little sunlight peeking in. FORT DODGE (FD) BARTENDER, two PATRONS at the bar, and a few LOCALS dispersed amongst the tables.

The door swings open and Pops enters carrying a stack of flyers. He squints as his eyes adjust to the lack of light, then he heads to FD Bartender.

POPS

Whiskey and a beer.

He puts the flyers on the bar and slaps down his money. FD Bartender pours the drink. Pops shoots back the whiskey.

POPS

That's what I needed.

He looks around the bar.

POPS

Nice place you got here.  
(MORE)

POPS (CONT'D)

Feels like a place a man can be  
comfortable after a hard day of work.

Little smile on FD Bartender as Pops takes a drink of beer.

FD BARTENDER

And you're working hard?

POPS

You bet I am. Gotta put these up all  
over town.

FD BARTENDER

What's that?

Pops shows him a flyer for the Boxing Challenge.

POPS

Carnival's got this new fella fighting,  
tough as nails. Beat everybody he's  
faced so far.

Pops notices a folded US flag in a glass case on a shelf  
behind the bar.

POPS

What makes it worse is he's a  
foreigner.

FD Bartender turns back toward Pops.

FD BARTENDER

Whattya mean foreigner?

POPS

He's...South African.

PATRON #1

South Africa? Least the bugger ain't  
a Kraut.

POPS

South African's damn near a German.  
The guy's name's even, ah, Hauptmann.

BARTENDER

We whipped those bastards already.  
Where's this guy get off?

Patron #1 steps down the bar toward Pops.

PATRON #1  
How much money you talking about?

Pops slides a flyer toward him.

POPS  
Hundred bucks for lasting four rounds.

Pops downs the rest of his beer.

POPS  
Got more of these to hang, Fellas.

Picks up the flyers, leaving a few behind, and takes a last look around.

POPS  
Yeah, real nice place.

He exits. Patron #1 smiles to Patron #2.

PATRON #2  
Figure?

PATRON #1  
(to FD BARTENDER)  
Shot of whiskey.

Quick pour from FD Bartender. The PATRONS take the drink and a flyer, then approach MANTRY at the table in the corner. MANTRY, 30ish, is a farmer who's pushing two hundred pounds.

PATRON #1  
Sounded to me like he was talking about you.

Patron #1 puts the drink and the flyer in front of Mantry.

PATRON #2  
Wouldn't you say so, Mantry?

Mantry looks up, revealing a flattened nose that shows he's fought more than a few rounds in his life.

INT. MESS TENT -- NIGHT

Bit of a Crowd, but nothing to retire on. FD Bartender is, however, seated close to the ring. Danny stands in his corner as a BEATEN FIGHTER is helped to his feet. Buck steps to the center of the ring.

BUCK

Who's up next? Take your shot at the  
Great Hauptmann.

The Crowd looks about. No one coming forward.

BUCK

Step in and test your mettle against  
the champion from Johannesburg.

Pops pokes his head in the entrance. Eye contact with Buck.  
Look of concern exchanged. Pops signals to 'stretch it out'.

BUCK

No way he'll land another lucky punch  
like the last one.

The Crowd looks everywhere but at Buck. Pops' shoulders drop.  
Not good. 'Keep stalling' face to Buck. He exits the tent.

EXT. CARNIVAL

Patron #1 and Patron #2 lead Mantry, carrying his own boxing  
gloves, through the Carnival crowd. A LOCAL FATHER with his  
young SON sees Mantry

LOCAL FATHER

Hey, look who we got.

He claps Mantry on the back.

LOCAL FATHER

Go get 'em, Champ.

He takes his Son by the hand.

LOCAL FATHER

Come on, Son. This'll be a show.

He and his son follow behind Mantry, joining the growing  
Entourage heading toward the tent. Grin on Pops' face as he  
steps aside to let the group buy their tickets.

INT. MESS TENT -- EVENING

The Crowd's grown significantly. It's LOUDEST around the  
ring. Content, Pops stands inside the doorway.

Mantry in the ring with Danny -- The two men circling --  
Mantry fires a left -- Danny ducks inside -- POP -- Lands a

right -- Mantry takes it, no retreat -- BAM -- Lands a right of his own in tight -- Danny gets Mantry into a clinch.

A look between Buck and Danny. They've got a live one.

Mantry pushes Danny off -- bulls in -- hands firing.

The crowd ROARS.

Danny's moving, weaving, boxing. Mantry pursues -- Stabs a left -- Danny just slides from it -- BAM BAM -- Quick combination stands up Mantry. But the big man keeps coming -- BAM BAM BAM BAM -- Trading blows.

DING. Round over. Fighters to their corners.

Connie steps through the tent flap and stands next to Pops.

CONNIE

Big night.

POPS

Everybody loves a fight.

CONNIE

That guy looks awful tough.

POPS

Danny'll be fine.

He looks at her.

POPS

Don't you have work to do?

She exits in a huff. Pops smiles, watching her leave as more PEOPLE enter, filling the tent.

The Crowd ROARS as the fighters converge in the center of the ring. Mantry pursues, pounding, looking for his shot.

Danny's skills coming back, defense good, rolling off punches, throwing both hands -- Mantry fires a hook -- Miss -- lowers his guard -- BAM BAM BAM -- Danny lands three quick jabs -- Mantry drops into a half-crouch and bores in again.

BAM. Mantry hits Danny hard -- BAM -- Danny returns a hook -- BAM BAM -- Danny throws both hands in tight.

The Crowd SHOUTS even louder.

BAM BAM -- Danny in close, landing a combination -- Mantry's knees sag --But Danny shoves him back in the corner, fights in tight, keeping Mantry on his feet.

DING.

Mantry, knowing he should've been out, gives Danny a double take as they go to their corners. Danny sits and Buck takes out his mouthpiece.

BUCK

What gives? You had the rube.

DANNY

He's Ludlow.

BUCK

What? Oh jeez.

Buck looks into Danny's eyes. Holds up three fingers.

BUCK

How many fingers?

DANNY

No. This guy, he fights like Ludlow. Little bigger, rougher around the edges, but he's Ludlow all over. I'm keeping this going long as I can.

DING.

Mantry's moving cautious, watching Danny with hesitation -- POP POP -- Danny throws a few jabs, trying to spark the man -- only gets a safe jab back -- BAM BAM -- Danny follows in after a combination, gets in tight.

DANNY

What's the matter, Chump?

BAM BAM -- two hard shots into Mantry's kidneys.

DANNY

You yellow?

Danny steps back, drops his guard, taunting. Steaming, Mantry pours it on -- BAM BAM -- Both fists flying again.

INT. MESS TENT -- NIGHT

DING. Last round.

Mantry comes out strong -- BAM BAM -- Left Right -- Boring in -- Danny works the whole ring, drawing Mantry after him -- Mantry loads up a hook, his guard slips down -- BAM -- Danny connects with a straight right to Mantry's face.

Mantry freezes for a split second, his arms low, and -- BAM -- Danny slams a right cross into Mantry's mouth.

SLAM. Mantry crumples to the canvas.

Danny and Buck exchange an 'uh oh' look. Buck down to one knee over Mantry. Danny joins him. Buck carefully lifts Mantry's head. Dead to the world. Buck looks at Danny.

BUCK

Man o' man. You got a brick in there?

LOCAL FATHER shouts from ringside.

LOCAL FATHER

Lucky Punch!

Mantry comes to, looks about. Danny smiles to Buck.

DANNY

You heard the man.

Danny and Buck help Mantry to his Buddies at ringside.

Pops scrambles into the ring and hands Mantry forty dollars. Mantry looks at the money. Broad SMILE.

DANNY

Why don't you try it again another night?

MANTRY

You really from South Africa?

Danny LAUGHS, claps him on the back.

EXT. COUNTRYSIDE -- MORNING

Danny runs hills with sand bags tied to his ankles, his stride stronger, his wind even. Trailing in the truck, Buck stays on the gas to pace.

INT. MESS TENT -- NIGHT

Danny fights an old BARE-KNUCKLE BOXER. Danny dances around the grizzled gamer -- slipping punches -- working his jab.

Pops watches from the entrance, interested. Connie pokes her head in but Pops ignores her, wrapped up in Danny's fight. She stays behind him, watching the ring.

EXT. CARNIVAL -- MORNING

Danny turns the corner of the tent to his gym. Pops stands at the brake drum barbell. The weight on it is now less.

POPS

They'll be training for the Danny  
McClure they know. We'll give 'em the  
Danny McClure they don't.

Danny, exploding up with the brake drum weights in low weight, high reps. Pops at his side.

POPS

Speed, defense, stamina. You're gonna  
wear him down before you take him out  
this time, Susie.

INT. MESS TENT -- NIGHT

Danny in the ring with a FLAT-NOSE BOXER. The guy shows skill and guts. Pops stands below Danny's corner.

POPS

(to Danny)

You're in for it now, Penelope.

BAM, BAM, BAM, BAM -- Danny levels the guy without taking a punch. The Packed Crowd JUMPS to their feet.

EXT. COUNTRYSIDE -- MORNING

Danny runs up a hillside, sweating hard, knees pumping. Pops is beside him on an old bicycle, smoking his pipe.

POPS

Bet Ludlow's doing it faster, Martha.

INT. MESS TENT -- EVENING

The Crowd's are growing in size and enthusiasm as Danny squares off against Mantry. Mantry's Buddies at ringside pass a hat, collecting bets.

The fighters trade punches -- Back off -- Mantry winks --  
having a good time -- BAM BAM -- Back at it, hard as ever.

DAY IN THE NEW TOWN MONTAGE:

EXT. OSCEOLA IOWA -- MORNING

-Beano stalks along a line of still running trucks.

BEANO

Get it off the trucks and turn it  
into a carnival!

-Danny helps Connie block and level for the Ferris Wheel. In  
the background, Beano shouts to his men.

-POP. Emile takes a photograph of the Freak Show: Punt in an  
armchair with Emma on his lap, Zelda and her boa over one  
shoulder, the Human Dynamo with a light bulb in his mouth  
over the other. And doing a rubber-limbed, back-to-back  
contortion in front of them all, Rosie and Ruthie.

-Danny walks past Alberto's Trailer, sees him put pictures  
of his parents on a cardboard-box dresser.

-On a chair outside his Airstream, Lily finishes cutting  
Pops' hair. She whips the towel off around his neck and he  
looks into his warped reflection in the silver-bullet trailer.

-With the carnival now complete, two ROUSTABOUTS pull an  
inch thick square of folded tent canvas on top of a sheet of  
plywood. Pops motions to Danny to step on the canvas and  
throws him the skipping rope.

POPS

Soft surface'll drag at your feet.

Danny starts to skip.

POPS

It's their ring and they'll try every  
trick in the book. So you better be  
ready, Alice.

-Last fight of the night. Danny's bobbing, weaving, jabbing,  
and dancing a frustrated HAM-FISTED Fighter into submission

END OF MONTAGE

EXT. FARMLAND -- MORNING

Connie, wearing a dress, and an ANCIENT FARMER stand beside each other, staring down. The carnival pickup full of supplies parked behind her.

GRR-RRR-RRR. A bulky starter turns a motor that won't fire.

DANNY (O.S.)

I used to be able to fix these things.

Danny stands along side a way past prime Massey-Ferguson tractor. Defeated, he takes his hand off the starter button.

CONNIE

Must've been a long time ago.

(to Ancient Farmer)

You have a hard time getting spark plugs during the war?

ANCIENT FARMER

Hard time getting everything.

She takes a socket wrench from the open tool box on the ground. Spins it, pulls the spark plug wire free, and begins to wrench out the spark plugs.

The Ancient Farmer SMILES, shuffles off to check his fencing.

CONNIE

Pops told me you came out of a farm.

DANNY

Been checking up on me?

CONNIE

'Case you get your bell rung one too many times and I gotta tell you which way's home.

DANNY

Place I was raised was a lot like this.

CONNIE

Sounds nice to me.

DANNY

Didn't seem so at the time.

CONNIE

Don't think I'd have left.

DANNY

I was sixteen, figured I had better things ahead of me.

CONNIE

Like getting punched in the head?

He shrugs.

DANNY

I got to see Colorado and Wyoming. That was a big deal.

CONNIE

Hand me that can.

He hands her an old soup can from the tool box. She pulls the fuel line from the carburetor and drains some fuel into the can.

CONNIE

Why'd you pick a carnival?

DANNY

Now?

CONNIE

First time.

She grabs a small wire brush from the tool box and dips it in the gasoline. She then proceeds to clean the carbon and grease from the tips of the plugs.

DANNY

It was the exact opposite of everything I'd ever known. I started by sweeping up but Pops taught me to box. I saw it as a way to move up.

CONNIE

And move out.

DANNY

Didn't figure anybody'd care that much.

CONNIE

I bet a few missed seeing you get knocked around every night.

DANNY

Saying you would?

She steps back from the engine.

CONNIE

I'm saying how about you try the starter.

Danny leans over, pulls the choke, and hits the starter button. The engine hesitates, runs rough, then smooths out. Fixed, Danny shuts it off.

DANNY

Must've been something I did first?

She wipes the grease from her hands.

CONNIE

Only thing that slowed me down.

INT. LANNING'S SUITE -- NIGHT

Lanning sits forward on a chair in the dim-lit room. He fires a copy of the Tribune onto the table in front of him.

The page shows a stock photo of Danny. The headline reads, 'Boxer missing. Major bout one month'.

Shaw, leaning against a desk, glances at the paper.

LANNING

I don't pay you to try, I pay you to do.

KNOCK at the door.

LANNING

Yeah?

MARGE (O.S.)

It's Marge Hamlin.

Look of intrigue between Lanning and Shaw. Lanning gestures Shaw to the balcony. Shaw exits, leaving the patio door slightly open with the drapes blowing in the slight breeze.

LANNING

Come on in.

Marge enters, looks around the empty room, impressed.

MARGE

Nice digs.

LANNING

It's home. Drink?

She nods 'yes'. He goes to a tray of liquor on the desk and pours her a drink. She watches him, fiddling with the latch on her purse.

He hands her the drink, leans against the desk. Waiting. She takes a sip, puts the glass down, looks at him, looks away.

LANNING

So, Marge. What do you want?

MARGE

Word is you're missing having Danny around.

LANNING

I might be.

MARGE

Then we have something in common.

She sits in the chair.

LANNING

You know McClure's a lucky man.

MARGE

He should hear that more often.

LANNING

So he skipped out on you, didn't he.

MARGE

Suppose he did.

LANNING

Do you know where?

MARGE

I have an idea.

LANNING

What kind of security you get from a man runs off like that?

MARGE

(low)  
Been asking that myself.

LANNING

You came here to tell me.

MARGE

Yes. But...

LANNING

You want something.

She nods slightly.

LANNING

Where's he at, Marge? You won't regret it.

Marge takes a drink, the scotch searing her throat. A look around the luxurious room. Worth more than she made during the whole war.

MARGE

He called a while ago, said he was in Sioux Falls.

LANNING

Doing what?

MARGE

Didn't say. Just that he had a plan.

LANNING

That's worth a couple of bucks. But I get the feeling that's not exactly what you're after.

Eyes down, she shakes her head 'no'.

LANNING

You're looking for something more permanent.

She slowly looks up, meeting his gaze.

LANNING

I'm a man who needs to know who I can count on. Someone stays with me, they gotta contribute. Regularly.

MARGE

This is a contribution.

LANNING

It's a start.

They lock eyes, neither looking away. He waves her to him.

She downs her drink and crosses the room. She takes his glass and slowly sits on his lap. Runs a finger down his tie.

MARGE

I want to be a partner, Henry. Not a conquest.

HENRY

Really?

She kisses him. Stands.

MARGE

You can let your lap dog back in.

Moves to the doorway.

MARGE

Cold out there tonight.

Exits. Shaw takes a last drag on his cigarette and steps in from the balcony with a smirk on his face.

SHAW

Skirt's got your number.

LANNING

You heard her. Sioux Falls. Now.

INT. MESS TENT -- DAY

Empty other than Danny and Buck in the ring and Pops at ringside. Buck's punching hard, no let up as his hands fly through the air. Danny's playing defense, picking off punches, not hitting back. Intense, hard work, sweat flying.

POPS

Hands up. Defense. Defense.

Buck keeps coming. BAM BAM BAM BAM.

POPS

They already know you can give it, Edith.

BAM BAM BAM BAM.

POPS

We're gonna make sure you don't have to take it.

INT. LANNING'S GYM -- DAY

Ludlow's alone in the gym, running on a wood-railed treadmill. He watches the projection of his pre-war fight with Danny on the wall in front of him.

The fighters evenly matched, slugging, trading blows.

EXT. FARM -- DAY

Danny working a heavy bag made of old tent material and sawdust. BAM BAM BAM.

THUD. A baseball drills Danny in the ribs.

DANNY

Ughh. What the--

Spins to see Pops holding a handful of baseballs from the Carnival game.

POPS

You're getting too comfortable, Aunt Sally.

Danny back on the bag. BAM BAM.

DANNY

Oomph.

Another baseball from Pops.

INT. LANNING'S GYM -- DAY

Ludlow moving steady, his eyes focused, straight ahead, watching the images from the fight.

Danny's a puncher, stalking Ludlow. Arms low, wading through punches, loading up bombs.

EXT. COUNTRYSIDE -- DAY

Rain pours down as Danny runs along a mud road. Buck and Pops follow in the truck. Buck drives while Pops yells out the passenger window.

POPS

Get your hands up. Don't go soft on me, Agnes.

DANNY

Come out here and say that.

POPS

I don't wanna get wet. Quit yapping  
and pick up the pace.

Danny sprints down the road, his arms high in the air.

INT. LANNING'S GYM -- DAY

Ludlow picks up his pace, his big legs churning. His eyes  
never leaving Danny on the wall.

Danny moving forward, Ludlow backing up, against the ropes.  
Danny lands a big right. Ludlow's knees buckle.

INT. FORT DODGE, IOWA BAR -- DAY

Shaw enters wearing a slick three piece suit. The two PATRONS  
stand at the bar in front of FD BARTENDER. Shaw approaches.

SHAW

Looking for someone.

FD BARTENDER

Serve up booze, not people.

SHAW

Whiskey then.

FD Bartender pours a shot. Shaw puts a twenty on the bar.

SHAW

Guy named Danny McClure. Medium height,  
good shape.

FD BARTENDER

Who's looking?

Shaw puts another twenty on the bar.

SHAW

Might be boxing.

FD BARTENDER

Makes me wonder what I'm doing for  
forty bucks.

FD Bartender shares a look with the Patrons. Agreed.

FD BARTENDER

Don't know nothing about any McClure.

Shaw scoops up his money. Looks around.

SHAW

Interesting place.

He lays down a dollar bill next to the full shot of whiskey.

SHAW

A real dump.

And heads to the exit.

EXT. FORT DODGE, STREET

Shaw exits the bar, wind blows dust down the street, ruffling...

Handbill stapled to a telephone pole.

The movement catches Shaw's eye.

'BOXING CHALLENGE'.

Shaw tears the handbill off the pole. SMILES.

INT. LANNING'S SUITE -- NIGHT

Lanning's on the phone, full drink in hand, half empty bottle of Scotch beside him.

LANNING

Good, 'cause the Champ just set a god-damned date. November 11, on the S.S. China Victory to Yokohama.

INT. FORT DODGE, PHONE BOOTH -- NIGHT

Shaw's on the other end of the line.

INTERCUT PHONE CONVERSATION:

SHAW

I'll be in Galesburg before noon.

LANNING

Moment you're sure it's him, I wanna know. Then stay with him. I'm sending someone.

EXT. FARMLAND, GALESBURG ILLINOIS -- DAY

As the Carnies set up the carnival in their new location, Danny plays with a bunch of local KIDS in his gym area, showing them how to box, pretending to get beat up. Connie walks by. Danny gestures for her to join in.

DANNY

Show you how to not get punched in the head.

She laughs.

CONNIE

Not today.

All the KIDS make a 'chicken' gesture after her, then pile on Danny. Connie, her back to Danny as she walks away, SMILES.

EXT. CARNIVAL -- EVENING

Good crowd at the Carnival. People eating, laughing, on rides, playing games.

A convoy of vehicles covered in dust arrive. Mantry steps out of the lead car and approaches the ticket booth with his rag-tag ENTOURAGE in tow.

INT. MESS TENT -- EVENING

Big Crowd ROARING in the tent.

Danny, dripping in sweat as a three hundred pound behemoth staggers beaten from the ring, turns around to see his next opponent. SMILES.

Mantry enters the tent, walking past Pops and a large billboard promoting, 'HAUPTMANN vs MANTRY'.

EXT. INTERCONTINENTAL HOTEL -- NIGHT

A canary yellow convertible parks in front of the hotel. Marge steps out of the driver's side and full of swagger, enters the hotel

INT. INTERCONTINENTAL HOTEL, LOBBY

Marge struts across the lobby to the CLERK behind the desk.

CLERK

Ms. Hamlin.

MARGE

Henry's room.

The Clerk gives her the key to Lanning's room. Marge starts toward the elevator.

DUCK (O.S.)

You're getting awful comfortable.

Marge turns to see Duck smoking in the corner of the lobby.

MARGE

I'm a guest.

Duck stubs out his cigarette and approaches her.

DUCK

You're a sweet four-flusher, you ask me.

She slaps him hard.

MARGE

Go to hell.

He takes a breath, puts on his hat.

DUCK

I'm not taking any bows, Kid, but least Danny knows which side I'm on.

And leaves her standing, alone.

EXT. CARNIVAL -- NIGHT

End of the night, Carnival shutting down. Danny and Pops cross the grounds. Ahead, Connie tightens the turnbuckle on the tightrope with the handle of her crescent wrench.

POPS

Go make yourself useful.

Pops heads to his trailer as Danny approaches Connie.

DANNY

I can do that if you want?

Slight smile creeps across her face.

CONNIE

Because you're a big, strong man and  
I'm a helpless, little girl?

He smiles in return.

DANNY

Exactly.

She cranks it one last turn.

CONNIE

Done.

Danny looks up to the platform on top of the pole where the  
wire starts across the divide.

DANNY

I don't know how you can do that.

She steps around the pole, hangs off the ladder

CONNIE

Maybe you should try.

DANNY

I'm fine with two feet on the ground.

CONNIE

You're a big strong man, right?

She grabs his hat, climbs a couple of steps up the ladder.

CONNIE

Really should see what it looks like  
from up there.

DANNY

Yeah?

CONNIE

Only one way to find out and only one  
way to get your hat back.

She rapidly climbs up the ladder.

EXT. CARNIVAL -- NIGHT

Connie stands on the platform. Danny's a few rungs beneath.

CONNIE  
Couple more steps.

DANNY  
You sure this can hold both of us.

CONNIE  
I built it, didn't I?

DANNY  
That's supposed to be reassuring?

She takes a half step out on the wire.

CONNIE  
This really the time you want to make  
fun of me?

DANNY  
Probably not.

He steps onto the platform. Holds tight to the pole, his hand touching hers. He looks around.

Lights sparkle far off into the distance. Amazing.

Connie kicks off her shoes and they fall into the darkness. She puts his hat back on his head and tugs the brim low.

CONNIE  
Ready for your lesson?

DANNY  
You're kidding.

She edges out on the wire, does a slow, sexy, back-roll away from Danny. He's captivated.

CONNIE  
Just a few steps.

He holds on tight.

DANNY  
No way.

She takes a step closer.



He stays on her eyes.

CONNIE

Now let go.

DANNY

No.

CONNIE

Trust me.

A pause, staring into her eyes. She stretches her hand to him, extends her index finger.

Danny lets go of the pole, leans out. Their fingers touch. Hold, then he leans back, a hand back to the pole. A big smile on his face. She follows him in. Smiling with him.

CONNIE

How do you feel?

He looks around, away from everything far below.

DANNY

Like this is the best place in the world.

Their eyes meet. She steps closer, kisses him. He puts his arm around her waist, and she's lets go, leaning back into his arm.

EXT. CARNIVAL -- DAY

Pops pushes Danny in close to the makeshift heavy bag.

POPS

Four inches. That's all you get. Now hit it.

Danny fires a couple of close-in shots into the bag.

POPS

Come on, Betty. If he traps you in tight, you make 'em pay for it.

Danny hits it harder. Harder. Harder. HARDER.

EXT. CARNIVAL PARKING -- EVENING

Two black cars pull up near the entrance.

INT. CAR -- EVENING

Dark in the interior. Shaw sits in the driver's seat. A shadowed figure sits in the passenger seat.

SHAW

I don't give a damn whether you win  
or you lose. All that matters is you  
don't leave that ring until you cut  
his eyes good. Got it?

A nod, then the shadowed figure opens the door. Interior light comes on. It's Tony Innes. Still mean as hell.

INNES

Yeah. I got it.

INT. MESS TENT -- EVENING

Rip-roaring night of boxing. The crowd's packed, energy high. Danny, sweaty, smiling from another win, waits in his corner for the next opponent. Buck stands in the middle of the ring, shouting with a megaphone to project over the crowd.

BUCK

Who's it gonna be now? Step right up.

Innes pushes his way through the crowd. Up and into the ring. Buck goes to him, about to put an arm over his shoulder.

BUCK

All right then. Looks like we--

Innes shoves Buck away.

INNES

Ring the bell.

Buck stays cool, and performs a sweeping bow to the mad dog. He then goes to Danny's corner as Innes pulls off his shirt to reveal the hard cut light heavyweight underneath.

BUCK

You got an ornery one this time.

Danny watches Innes, recognizes something. Innes stares back hard. Danny turns, deep breath, shuffles his feet in the resin. Raises his head --

Glimpse of Shaw in the crowd. Eye contact. Slight smile on Shaw.

DANNY  
The guy's a plant.

BUCK  
Whattaya mean?

Danny looks at Innes.

DANNY  
He's one of Lanning's.

BUCK  
Whoa, hold on then. I'm calling it.

Danny grabs Buck.

DANNY  
If I can't get past this guy, I don't  
stand a chance against Ludlow.

Buck spies Innes, practically vibrating in his corner.

BUCK  
You gonna tell me what the hell kind  
of shit's going on?

DANNY  
Same shit I used to do for Lanning  
when I was too young and stupid to  
know better.

BUCK  
Well I'm saying right here. I don't  
like it.

DANNY  
You don't gotta. Just ring the bell.

INT. MESS TENT -- EVENING

DING.

Innes storms across the ring -- BAM -- Lands a heavy right  
through Danny's arms -- MISS-- Danny just slips under a left,  
then grabs Innes in a clench.

DANNY  
You're gonna regret this.

CRACK -- Innes head-butts Danny -- BAM -- Lands another right.

POP POP -- Danny connects with two quick jabs in defense, This won't be just another four-rounder against some farmer.

Innes moves forward -- BAM -- Right to Danny's head -- Danny ducks, steps around Innes right hook -- BAM BAM -- Danny lands two rights into Innes' ribs. Innes takes the shots, pushes in -- POP -- Lands a left to Danny's face.

ROAR from the Crowd surrounding Shaw, who remains the expressionless, impassionate observer.

Pops hustles to Buck at ringside.

Danny circling, jabbing, looking for his opening. Innes using his reach, throwing high, ignoring Danny's body.

POP -- Innes hammers a jab at Danny, then loads up a hook -- MISS -- Danny slips the hook, barges in, throwing both fists at Innes -- POP POP -- Innes steps left, fires a high right -- MISS -- Danny just ducks the shot to his eye.

Pops watching Innes. A look on Pops face. He's got something.

DING.

INT. MESS TENT -- EVENING

Danny plops down in his stool and Pops pulls out the fighter's mouthpiece.

POPS

Bastard's going after your eyes.

DANNY

I know.

POPS

Then why the hell you fighting him!

Danny looks at Pops. Nothing else needs to be said.

POPS

Well if you're gonna be a stubborn fool, then least keep your damn gloves high. He ain't throwing nothing at your body anyways.

Pops checks Danny's face. A little swelling.

POPS

Barrel in, plant your forehead on his shoulder.

Pops looks over at Innes, frothing to get back at Danny. He puts Danny's mouth piece back in.

POPS

And fire them pistons into his ribs  
'til he can't breath no more.

DING.

MIDDLE ROUNDS MONTAGE:

-Danny's gloves high, taking the shock out of Innes' head shots -- Gets inside -- BAM BAM -- hammering Innes' ribs.

-Innes pushes off -- POP POP -- Lands a combination high.

-Danny in close, forehead planted, landing punches.

POPS

That's it, Boy. Four inches.

-Crowd SCREAMS wild. Shaw, smoking, watching, expressionless.

-Innes paws at Danny. Can't get at him -- BAM BAM BAM -- Danny landing. Desperate, Innes ties up Danny. Danny jerks his right free. BAM.

-In tight again, Innes throws a shoulder into Danny's head, forcing him back -- WHACK -- Innes heels at Danny's eye with the laces of his glove. Scratch. Cut. Touch of blood.

DING.

END OF MONTAGE

INT. MESS TENT -- EVENING

Danny to his corner. Sits. Pops looks at Danny's eyes.

DANNY

Anything?

POPS

Nothing I can't handle.

Danny, his face in a sneer, watches Innes panting, snarling, the big man's body purpling.

DANNY

Good, 'cause I owe that son of a bitch.

INT. MESS TENT -- EVENING

DING.

The Crowd's in a frenzy as Danny and Innes fire bombs at each other -- BAM -- Danny drives a right into Innes wind, drops him to a knee -- GASPING -- Danny drops his gloves.

Innes up quick -- BAM -- wild shot to the side of Danny's head -- Danny staggers back -- Innes charges -- MISS -- Danny just slips inside a haymaker, ties up the big man.

Innes pushes off -- Danny throws a right cross -- Miss -- Innes counters with a right -- POP -- Lands on Danny's eye.

The Crowd YELLING in a standing uproar.

Danny feints forward, looks as though he's pressing in -- Pulls up -- Innes lunges, guard down, wild right -- MISS -- Danny steps around it -- loads up his right -- Throws high.

BAM! -- FLUSH into Innes' temple -- He crumples. OUT.

The Crowd ROARS around Shaw. He exits, abandoning Innes.

Pops and Buck jump into the ring as Danny backs into his corner. Pops throws his arm around Danny.

POPS

You may not be too bright, Maria, but  
you sure got some cajones.

Buck rolls a dazed Innes out of the ring. CRASH in a heap on the Tent floor.

BUCK

That enough bell for you, Tough Guy?

INT. MESS TENT -- NIGHT

The tent's almost empty. A Carnie cleans the last of the night's litter. Danny, bruised, holding a cloth over his eye, sits exhausted on the edge of the ring.

The Carnie exits as Connie enters carrying a bag and a hurricane lantern. She sets the lantern on the ring.

CONNIE

Generator's off in five minutes.

She moves close, reaches to his face. Hesitates, concerned anyone might see. She lowers her hand.

CONNIE

Hurt?

DANNY

Not bad.

CONNIE

Close your eyes.

He does. She pulls a steak out of the bag and slaps it on his eye. He flinches.

DANNY

What the--

CONNIE

Leave it there or you'll look like a mole. I'll be back.

She exits and Danny holds the steak to his face.

SHAW (O.S.)

That was a hell of a fight, McClure.

Caught off-guard, Danny looks quick to the side entrance.

Shaw, smoking, calm, stands in front of Innes and two meaty, hired GOONS.

SHAW

And now we're gonna finish it.

Danny lowers the steak. Stands.

DANNY

Get on with it, then.

The men converge, fists flying -- Danny takes more than he gives -- retreating, forced into the bleachers-- Covering, swinging -- SMACKS of bruising flesh.

Danny knocked sprawling on the bleachers -- swings wild -- the Goons pile on, grab his arms, drop him to his knees.

Innes takes Danny by the chin, sets his shot -- BAM -- he splits Danny's brow.

CONNIE (O.S.)

HEY!

Connie back's at the entrance.

CONNIE

HELP!

GOON #1 up quick, tackles her.

Danny wrenches free from GOON #2 and with everything he has left -- BAM -- hammers Innes in the jaw. Goon #2 grabs Danny again and Innes piles forward, pummeling Danny against the bleachers. Shaw pulls Innes off.

SHAW

He's gotta make the fight.

Connie squirms free from Goon #1's grasp, rolls to her feet and as the man stands, she whips the crescent wrench from her back pocket and smashes him across the face.

The CARNIES burst into the tent and attack. Fists, feet, knees, elbows. Nothing's off limits. Shaw, staying as far from the melee as possible, realizes the tide's turning. He looks about for his exit.

Sees the oil lamp on the ring.

Shaw grabs it. Throws it. SMASH. The lamp shatters on a tent pole, igniting the tent canvas. WHOOOSH. Flames race upwards.

Buck sees Shaw, grabs a busted 2x4 from the bleachers. Starts toward him. Shaw reaches into his jacket, pulls his pistol. 'Come on' nod. Buck stops and Shaw backs out of the tent. Gone.

Innes crawls toward the doorway. Not quite. Buck wallops him with the 2x4. Danny drops Goon #1. Pops knocks Goon#2 to the ground.

The tent rips into flames. Hay on the ground ignites. Spreads.

The Carnies, having subdued Innes and the Goons, react to the fire. With flames spreading behind him, Pops runs outside.

EXT. CARNIVAL

POPS

FIRE!

A bruised Danny helps Connie escape from the burning tent.

Fire leaps from the Mess Tent to the Fun House -- Shooting along the ground, up and through attractions -- More Carnies

converge -- Scrambling for buckets of water -- Too late --  
Fire spreads -- WIND -- Fire jumps again.

Pops grabs Punt.

POPS

Get the trucks outta here.

Alberto and Connie running with buckets of water -- Buck and Beano throwing shovels of dirt on the fire -- Carnies scrambling -- saving what they can.

Fire burns under the generator -- Lily and Emile flee -- Hotter...Hotter -- The gas tank cooks off -- BOOM -- Flames shoot high in air.

Danny looks at the destruction around. No stopping it now.

DANNY

My God.

EXT. CARNIVAL -- EARLY MORNING

Smattering of fires smoldering, burning out. Disaster everywhere. Charred tents, crippled rides, damaged trucks.

Pockets of Carnies sort through the remains. Two STATE TROOPERS haul Innes and the Goons in handcuffs past Danny.

DANNY

Where's the other one?

STATE TROOPER #1

You're lucky we got three.

They haul the three men to their squad cars.

EXT. CARNIVAL -- EARLY MORNING

Several trucks and the bus are parked on the outskirts of the Carnival. Some of the Carnies have set up temporary shelter on the bus. Clothes, bedding and kitchen paraphernalia hang from its sides.

Pops sits on the back of one of the stake-beds trucks, writing in a notepad.

Punt, Beano, Mulch stand in front of him. To the side, Connie bandages the cut on Danny's brow. Lily looks on from a bus window. Jack and Fanny cobble together a Carnie meal on a grill. Buck waits close by them, ready to eat.

The wreckage looms large behind them all.

BEANO

The mess tent, well you know, but that's just canvas. The ring made it, but there's not much left of the bleachers. My ride's okay, but the generator's gone. And nobody's doing nothing without that.

PUNT

I got nothing. And most of my people lost their bunks too.

Pops adds this information to his calculations. Zelda joins the group, whispers to Punt.

PUNT

(to Zelda)

Yeah, yeah. Just gimme a minute.

Pops looks up.

ZELDA

(to Pops)

I can't find my snakes.

Mulch throws up his hands.

MULCH

This ain't gonna work.

Alberto helps a limping Emile into the circle.

ALBERTO

The Fun House, it's ruined.

EMILE

What do I have left? This.

He holds up a singed decks of cards.

BUCK

You can always do the geek show.

EMILE

Piss off.

MULCH

I'm telling you. This ain't gonna work.

BEANO

What are you saying?

MULCH

I'm joining Lowry brothers. They gotta be somewhere between Hannibal and Decatur.

Pops, pencil running down the page, tallies the numbers.

BEANO

Ain't right running off.

PUNT

From what? We're ruined.

Beano nods slowly, the reality of it everywhere around him.

ZELDA

We can manage somehow.

EMILE

You can manage. You got...

Waves up and down her body. Punt glowers at Emile, who holds his hands up in submission.

EMILE

Snakes or not, she's wearing her act.

Pops looks up from his notepad.

POPS

Here's where we're at. We lost the Fun House, the Ferris Wheel's busted, the carousel's scrap, the generator's completely shot, the shooting gallery's useless, and we're 50/50 on the games. A coat of paint'll go a long way there.

Mulch folds his arms, glares at Pops.

POPS

We got a five hundred mile jump to Little Rock and the State Fair. The ding's two-hundred fifty dollars, food, fuel, and sundries just to get there.

PUNT

That's still three weeks off.

POPS

It's an absolute minimum of two thousand dollars to get started again and fifteen thousand dollars to get back to where we were.

EMILE

Fifteen thousand!

ALBERTO

Laying dead for three weeks? If we can't work up enough of a show to bring people in, we're never gonna make it.

POPS

There's things we need for all of us. A generator for starters.

He removes the money from his wallet.

POPS

I got a hundred and seventy five bucks.

He takes off his hat and drops the money inside. He offers the hat to Mulch.

MULCH

Screw that. I'm gone.

Mulch storms off.

BEANO

We already lost Ronnie. We can't afford to get any smaller.

BUCK

If this was a circus, we could eat the animals.

ZELDA

You shut up.

PUNT

This's no fucking joke.

CONNIE

Come on. We're all in this together.

Connie puts a couple of bucks from her pocket into the hat.

CONNIE

I got more in my kick.

EMILE

What the hell am I gonna put in there?

They all turn to look at him. He points at Danny.

EMILE

We were fine until the stupid boxing show.

Danny about to speak. Stops. What can he say?

EMILE

They only wanted McClure, and we're all rubes because of it.

EXT. CARNIVAL -- MORNING

Pops and Connie at the truck. The hat on the truck bed beside them. A bit more money inside. Not nearly enough. Most of the Carnies are gone. Punt and Zelda walk off arguing.

ZELDA

I don't want to go.

PUNT

You gotta choose.

They're gone in the distance. Danny approaches, empties what little he has in his wallet into the hat. He's having a hard time looking Pops in the eye.

DANNY

I'm sorry.

POPS

No need, Boy.

Pops slaps Danny on the shoulder as Danny retreats to the periphery. Beano steps up to Pops.

BEANO

You know I'm not a hold out. Just gotta find my wallet.

He looks around at the devastation.

BEANO

No matter. I'll stay to help you clean up the mess.

He walks off, back to work. Fanny gives Pops a plate of food.

FANNY

Used to work with the Lowry Brothers.  
Figure they'll take us back. Ain't  
right, but we're gonna have to go.

POPS

Well, it was a good run. Been a long  
time since we split from Hagenbeck  
and Wallace. But a carnival can't  
survive without some kind of a show.

Fanny hugs Pops. Jack shakes his hand. They retreat to the  
bus to gather everything they have left in the world.

Danny's heard the whole conversation. He looks at the  
destruction surrounding him, then the boxing ring off to the  
side, the scattering of cars and trucks exiting the grounds.

There's still something he can do.

EXT. CARNIVAL -- MORNING

The remaining Carnies speckle the savaged grounds as they  
clean the wreckage. Connie, her face covered in dirt, clears  
debris from around one of the remaining high wire poles.

In the background, Danny, his duffel bag over his shoulder,  
flags down a departing car. Connie watches as he gets in and  
the car trundles toward the exit.

She's frozen, processing, watching the car disappear into  
the dust.

Beano approaches her, holds up his singed wallet.

BEANO

Found my wallet.

She looks at him, confused, lost inside herself.

BEANO

You okay?

Connie steps to the high wire pole and begins to climb.

BEANO

Connie?

She continues to climb, never looking back.

EXT. CARNIVAL -- MORNING

High above, obscured from below, Connie sits on the tightrope platform. Crying. Alone.

INT. LANNING'S GYM -- MORNING

Duck's by the ring, reading the newspaper. Ludlow storms straight through to Lanning's Office.

LUDLOW

LANNING!

INT. LANNING'S OFFICE

Lanning sitting behind his desk, pours Bromo-Seltzer into a glass of water.

LANNING

Van. Come on in.

Ludlow bursts in.

LUDLOW

Where do you get off pulling shit like that?

LANNING

I do lots of shit, my boy. Most of it for you.

LUDLOW

I don't need Tony Innes to help me put that pug on his back.

LANNING

Just like the last time?

Ludlow slams his fist on the desk.

LUDLOW

This was a goddamn ambush!

LANNING

Remember. Without me, you'd be lucky to be working the docks.

LUDLOW

Fighting's what counts here.

LANNING

Fighting's the least of it.

He sits forward.

LANNING

Figure you can handle what I do? The kick backs, the fixes, all the deals and handshakes to get a mutt like you to the top. Then pay me what I put into you and start over. I got a whole card of good boys who'll trade places with you in a second.

Ludlow looks at, and through, Lanning. Trapped.

LUDLOW

I ain't going after that eye. I owe him a beating and that's what he's gonna get.

LANNING

The reason I had him cut was so you could put this thing behind you and get on with the goddamn champ.

Ludlow sweeps Lanning's glass off the desk. SMASH. Glass hits the wall.

LUDLOW

Screw you.

LANNING

You get in trouble, you will go after that eye. You want that belt as much I want it for you.

EXT. CHICAGO -- DAY

The bell of a street car RINGS as it rumbles past to reveal Danny stepping inside Duck's cheap Bar.

INT. CHEAP BAR

Duck's at the bar, a beer in front of him. Danny sits beside him. Duck's definitely surprised to see Danny, especially with the state of his battered face.

DUCK

That son of a bitch Tony Innes got arrested last night. Your face have something to do with that?

DANNY

You could say that. You seen Marge?

DUCK

I seen her. Often. Marge gets along. Don't you ever forget that. Just like me, she's been hungry too much.

DANNY

How you mean?

DUCK

Lanning found you, didn't he.

Not easy, but Duck holds eye contact.

DUCK

Figure you deserve to know what's what.

DANNY

Your boss's sure pulling the strings.

DUCK

Kind of guy usually does.

DANNY

You and him. Is it worth it?

DUCK

No. But I'm in it. Can't change that.

DANNY

You might. I'm coming clean about everything I did for him before the war.

DUCK

That'll just hurt you and he'll walk away.

DANNY

There's boxing and there's dirty boxing, but it's all boxing. Lanning stepped outside the ring this time. He hurt people who don't have anything to do with it, people I care about.

(MORE)

DANNY (CONT'D)

Doesn't matter what it costs me. I have to do everything I can to take him down.

DUCK

He's got that Boxing Commission and every local politician in his pocket.

DANNY

That's where you come in.

Duck faces his drink, shakes his head, a smirk on his face.

DUCK

Hell.

INT. LANNING'S SUITE -- DAY

Lanning's at his desk. Shaw's near the bathroom.

SHAW

Can't tell you how bad he got hurt after I took off. But, from what I know, he can still fight.

LANNING

Good. As long as those hick cops can't link me to the fire, I don't give a damn about the rest of it.

A KNOCK at the door.

LANNING

What!

Nothing in return. They look at each other. The KNOCK turns insistent.

Shaw goes to the door, opens it.

Danny pushes past him into the room, heads to Lanning.

DANNY

You went too far.

Shaw follows Danny, draws his gun on him.

Danny turns, looks Shaw in the face -- don't even think about it -- and QUICK, disarms him, SMASHING the thug in the face with the pistol.

Shaw falls dazed and bleeding to the floor.

Danny eject's the magazine and clears the cartridge from the chamber, before dropping the useless gun on the table in front of Lanning.

DANNY

You and me, we're gonna have a new arrangement.

LANNING

You're out of your mind. I don't give a damn about anything you think's been done to you. It's a rough game, you know that as well as anybody. You have a contract. No postponements.

DANNY

Screw the postponements, we're fighting Sunday.

LANNING

This Sunday?

DANNY

Two days. But it's my venue --

LANNING

Now hold on a second. That's in stone. Chicago Stadium's already signed --

DANNY

And my people take the gate.

LANNING

No god damn way.

DANNY

Then I walk.

This definitely catches Lanning off-guard. He looks at Danny, measuring him, only seeing dead serious staring back.

LANNING

You'll lose the farm. You'll lose your career.

DANNY

And you'll lose the Champ.

Eye contact. Hold. It's all on the table now.

Danny puts a paper in front of Lanning. Points to it.

DANNY

We fight here. Sunday. Make it happen.

INT. INTERCONTINENTAL HOTEL, STAIRWAY -- DAY

Danny descends the stairs as Marge sweeps up the other direction. They stop in the middle, both caught off-guard by the other's appearance.

MARGE

Danny. You're back.

DANNY

Yeah.

She recognizes the damage done to his eye.

MARGE

Oh God, look at your eye. Can you still fight?

DANNY

No thanks to you.

MARGE

What are you talking about?

She sees the look on his face -- he knows enough.

DANNY

Been enjoying yourself?

MARGE

Well, I've been having as good a time as I can. No use moping around with you out doing what ever you want.

DANNY

Want? I didn't have a choice. Lanning didn't give me one.

MARGE

Danny, you left me.

And she continues past him to Lanning's room.

INT. LANNING'S GYM -- EVENING

Lights are low. Duck's sweeping back in the shadows.

Distant VOICES.

Duck stops sweeping, watches Lanning and Shaw exit the office.

LANNING

Call Bowers and Wilkenson. Get Innes  
out before he says anything.

Lanning locks the door and they move to the exit.

LANNING

And I don't want to see him again. If  
he couldn't beat a has-been middle,  
he's no use to me.

They exit the gym.

Duck takes a set of keys out of his pocket, considers what's  
next.

EXT. FARMHOUSE -- NIGHT

Lights shine out of the farmhouse from the kitchen. A Sedan  
sits empty in the driveway.

INT. FARMHOUSE, KITCHEN

Danny, Eddie, and Richie sit at the kitchen table. A wire  
recorder, its reels stationary, is between them.

EDDIE

That's a hell of an accusation.

RICHIE

You're never gonna fight again.

DANNY

I know.

A car's tires CRUNCHING GRAVEL can be heard in the distance.

EDDIE

And it's just your word against his.

Car lights SWEEP across the room.

DANNY

Maybe not.

He gets up and goes to the door. Opens it. Duck steps inside  
with a cardboard folder under his arm.

DUCK

Gentlemen.

He hands the folder to Danny, who puts the papers inside in front of the Reporters.

DUCK

Wanna pour me a drink?

Danny does as the Reporters quickly scan the information.

EDDIE

Where'd you get this?

DUCK

Don't ask.

They look at Danny.

RICHIE

You know you're in here?

EDDIE

Could be real bad for you.

Danny hands Duck his drink.

DANNY

Don't worry about that. Here's your end of the deal. You have to publicize the hell out of this fight.

EDDIE

You kidding, that's what makes the story.

Danny sits at the table, nods to the wire recorder.

DANNY

You gonna turn that thing on or what?

EXT. CARNIVAL -- DAWN

A group of Carnies sit around a fire. Some are sleeping, some still drinking, all wondering where they'll be tomorrow.

The grounds have been cleared of most of the debris, much of which is still fueling the fire.

Surviving pieces of the carnival are silhouetted in the distance.

Duck's old car drives onto the grounds. Danny looking every bit the man who's beaten and hasn't slept since, steps out and the car leaves as quick as it came.

Danny walks past the questioning looks around the fire and heads straight toward Pops' trailer. He KNOCKS on the door.

The fumbling of a woken man is heard inside, then Pops swings open the door, ready to raise hell. Realizes it's Danny.

POPS

Damn it, Boy. We been drinking all night.

DANNY

Hung over?

POPS

I will be in the morning.

He notices the sun creeping over the horizon.

POPS

Aw hell.

DANNY

You said there's no carnival without a show.

POPS

Gotta have a Tent Pole.

DANNY

I can give you a show, if you can build us a place to put it.

POPS

Whattaya mean?

DANNY

Greater American Shows presents Ludlow vs McClure, Sunday October 3rd.

POPS

That's tomorrow.

DANNY

And it's going in the papers today.

POPS

They're coming here?

DANNY

I sure hope so.

Pops stares at Danny, realizes a second chance is at hand.

POPS

Well, you been busy haven't you,  
Gertrude.

He NODS back inside his trailer.

POPS

Go get some sleep. You got a fight to  
win.

Danny enters as Pops steps outside.

POPS

BEANO! Get everybody up! We got work  
to do!

INT. POPS' AIRSTREAM TRAILER

Danny collapses on Pops' bed.

EXT. CARNIVAL -- MORNING

REBUILDING THE CARNIVAL MONTAGE:

-Carnies clear the area around the ring.

-Pops shows a boxing flyer to a PRINTER.

-Carnies painting a sign on a huge piece of canvas.

-Pops walks into a Western Union.

-Afternoon now, Carnies fix up the ring.

-Pops talks to a group of TOWNSPEOPLE in a Barber Shop.

-Carnies attaching the painted canvas to the flattened ferris  
wheel.

-Carnies repaint the games and concessions.

-Night now. A TOWNSPERSON unlocks the gate at a local high  
school. Stadium lights come on to reveal portable bleachers.  
A carnival truck enters, where Carnies load the high school  
bleachers on the truck.

-Pops puts FLYERS on telephone poles, in mailboxes, on cars.

-Carnies arrange the bleachers around the ring.

END OF MONTAGE

INT. POPS' AIRSTREAM TRAILER -- MORNING

Danny wakes in Pops bed with Connie kneeling next to him.

CONNIE

You stupid son of a bitch

DANNY

(groggy)

What?

She kisses him.

CONNIE

You're crazy.

She kisses him.

CONNIE

You're still hurt.

He tries to sit up and she throws her arms around him.

CONNIE

You can't win.

DANNY

If people show up, I already have.

She grabs his hand...

CONNIE

Come on.

And pulls him out of the trailer.

EXT. CARNIVAL

The Carnival has reborn from the ashes. The ring and bleachers fill the center, all surrounded by the improvised games and concessions.

A smiling Pops shakes hands with Ronnie, then Tick, who stand in front of their Scrambler truck.

DANNY

How long was I out?

CONNIE

I think you have enough time for lunch.

In the distance, Carnies raise the ferris wheel, revealing the massive canvas sign attached to it revealing: 'GREATER AMERICAN SHOWS PRESENTS: LUDLOW VS MCCLURE'.

EXT. CARNIVAL -- DAY

The Carnies are scattered throughout the grounds, putting on the final touches to their stations.

No customers are in sight.

Pops stands next to Connie at the Ticket Booth, uneasily watching the empty road as much as the final preparations.

A single car enters the parking lot and a FAMILY exits to buy their tickets.

POPS

Enjoy the show.

Pops watches the family enter past him.

POPS

(to Connie)

Well, it's a start.

Connie, her eyes wide, points to the road.

A stream of cars fill the road as far as the eye can see.

INT. / EXT. LANNING'S LIMO -- DAY

The parking lot is packed and people stream to the entrance.

The Bodyguard drives the limo, Shaw's in the passenger seat, Marge and Lanning are in the back. Lanning throws the Tribune down between them. The headline reads 'Henry Lanning - The Nexus of Corruption'.

LANNING

Couple of sports hacks is all it is.

Shaw doesn't look so convinced.

LANNING

Using my name to get themselves on the front page. Waste of time. Champ's in the bag. Nobody's gonna stop me now.

The car stops at the carnival entrance where an assortment of city suits and country overalls line to buy tickets.

Lanning can't help but LAUGH.

LANNING

We're a long way from Chicago.

A mob of Reporters spot Lanning's car and swarm from all directions, led by Eddie and Richie.

SHAW

Not far enough.

LANNING

Jesus.

They press against the windows, muffled SHOUTING through the glass. A FLASH of a camera catches Lanning in mid gawk.

MARGE

Is there another way in?

Indignation flushes across Lanning's face.

LANNING

We're going in the front.

Shaw and the Bodyguard get out and fight through the Reporters to Lanning's door.

Lanning straightens his coat, gathers his bravado, then steps into the chaos.

REPORTER PHIL

Henry! Fixing fights, manipulating rankings. Any comment on these allegations?

LANNING

Complicated sport, Boys. It's all rumor and innuendo. Look, we've got a great fight in a unique location. That's all that matters.

Lanning reaches back and helps Marge from the car.

REPORTER GEORGE

But it was Danny McClure...

With Danny's name out there, Lanning turns the full force of his personality on the mob.

LANNING

Who's gonna get what's coming to him.  
That's what I've come to see.

A second Limo slows behind them. Duck and Ludlow are in the back seat. Lanning waves the car through to the rear of the carnival, no need for his fighter to deal with this scene.

EXT. CARNIVAL -- DAY

The grounds are packed. The Carnies are selling food and running their games like there's no tomorrow. People are spending money -- lots of money.

The bleachers surrounding the ring are filling quickly as the Reporters set up at ringside.

INT. POPS' AIRSTREAM TRAILER -- DAY

Danny sits alone, the shades drawn.

The door opens, Marge enters. New shoes, new dress. She slaps a copy of the Tribune down next to Danny.

MARGE

What are you doing?

DANNY

What I should.

MARGE

They'll put you on the stand. Make you swear on the Bible. It'll be the end of your career.

He shrugs, eyes down.

MARGE

You're just a fighter.

DANNY

Maybe that's all it takes.

MARGE

Only a fool would fall on his sword  
like this. I figured you for so much  
more.

He looks at her. Really looks at her. Sees the cold in her  
eyes, the hard lines around her mouth.

DANNY

You shouldn't have gone in with Lanning  
like that.

MARGE

You don't know what you're talking  
about.

DANNY

We all gotta live. It's just you're  
gonna lose here. And that's too bad  
'cause you're in no position to.

MARGE

How can you be so sure?

DANNY

Take the tip. Cut loose from Lanning.  
He won't do right by you. He won't be  
able to even if he wanted to.

A KNOCK on the door. Pops pokes his head in.

POPS

It's time.

He exits as Danny stands, faces Marge.

MARGE

You never deserved me.

DANNY

Honey, I sure hope you're right.

EXT. CARNIVAL -- DAY

The Crowd's on their feet, CLAPPING, everyone rocking right  
off the start.

Lanning, Marge, Shaw, Tully Lake and Gus Baker all sit in a  
group of seats at ringside.

Behind them, Beano, Alberto, and Punt take seats behind them.

Eddie and Richie are in the middle of Press Row.  
Ludlow, his Trainers, and Duck are in one corner.  
Pops, Buck, and Danny are in the opposite corner.  
The REFEREE looks down at the TIMEKEEPER.  
DING. Start of round one.

EXT. CARNIVAL

Danny steps from the resin and meets Ludlow in the center of the ring. The fighter's circle each other.

LUDLOW

I had nothing to do with that ambush.  
If it was up to me, I'd be fighting  
you straight.

DANNY

You are.

Danny POPS a jab into Ludlow face.

DANNY

Don't forget it.

It's on.

A hook from Ludlow -- Miss -- Ludlow tries a combo -- MISS --  
Danny counters with a jab -- POP -- Snaps Ludlow's head back.

Danny works the whole ring, slips punches, land others. Ludlow  
pursues -- BAM -- connects with a hook -- BAM BAM -- Danny  
counters with a combination, then dances out of reach.

The Crowd ROARS.

DING. End of round one.

Spectators turn to their neighbors to break down the round.  
Baker leans over Marge, slaps a newspaper in Lanning's lap.

BAKER

How're you covering your ass here?

Lanning pushes away the newspaper.

LANNING

Waste of time reading it.

EXT. CARNIVAL -- DAY

DING. Start of round two.

The fighters off their stools, moving quick, throwing both hands, determined to set their tone.

Ludlow barrels in, snaps a left -- MISS -- Danny goes under it -- BAM -- Lands a short right to Ludlow's ribs. Danny dances right as -- WHIFF -- Ludlow misses with a left. Danny loads up his right --

POPS

MOVE. MOVE.

BAM -- Ludlow lands a right. Throws the right again -- Miss -- Danny steps inside the punch -- BAM BAM -- Quick combo into Ludlow's body and Ludlow holds on. The Ref jumps in.

They break clean, but Ludlow comes back fast -- BAM -- Right uppercut -- BAM -- Left to Danny's mouth. CUTS his lip.

POPS

Use your legs.

Danny dances around a hook -- BAM BAM -- Two quick lefts to Ludlow's cheek -- BAM -- Driving right into Ludlow's ribs.

DING. End of round two.

POPS

You gotta keep dancing. Keep him outside. And don't let him hit you like that.

DANNY

Think I want him to?

Richie talks into a mic as both he and Eddie scribble on their notepads.

RICHIE

(into Mic)

Both boys are catching their rhythm now. We all know what Van Ludlow brings to the ring, but this isn't the Danny McClure I remember. He's dancing a heck of a lot better than he did when he was a heck of a lot younger. Interesting to see how long those legs can keep it up.

DING. Start of round three.

RICHIE  
(into mic)  
'Cause it's only gonna get bloody  
from here.

MIDDLE ROUNDS MONTAGE:

- Ludlow and Danny move, tie up, move again.
- Punches connect to the Crowd's delight.
- Circling, jabbing, ducking, and dancing.
- Pops shouting encouragement to Danny.
- Duck silent behind Ludlow's shouting Trainers.
- Ludlow staying low, chin to chest, trying to corner Danny.
- Danny counter-punching, his feet moving, never staying directly in front of Ludlow, dodging punches, snapping jabs.

POPS  
Let him have it, Mabel!

- Danny piling forward -- BAM BAM -- Ludlow absorbing the shots, retreating, in trouble.
- DING. Zelda, in costume, circles the ring with the 'ROUND 4' card held over her head.
- BAM BAM -- Danny lands a combo -- BAM -- Ludlow drives a hook into Danny's ribs -- BAM -- Another hook into his chin.

RICHIE  
(into mic)  
Hook from Ludlow. Another Hook.  
Straight right. Oh boy, that's gotta  
hurt. Could be he's getting his  
range on McClure.

- DING. Zelda circles announcing the start of Round five.
- Ludlow bulling Danny into the corner -- BAM BAM BAM BAM -- Punishing Danny's liver, kidneys.
- Danny firing both hands -- BAM BAM BAM -- battling his way out of the corner -- POP POP -- turning Ludlow under the barrage -- BAM BAM -- getting free.
- The Crowd off their seats, getting into the fight.

END OF MONTAGE

Ludlow shrinking the ring, cornering Danny. Danny feints a left, steps in, about to throw a right -- BAM -- LUDLOW unloads a right that catches Danny flush in the chin.

CRASH -- Danny hits the canvas.

The Referee pushes Ludlow back into the corner. Lanning jumps out of his seat.

LANNING  
(at the Referee)  
COUNT HIM OUT, BOBBY!

The Referee whips around on cue.

REFEREE  
ONE...TWO...THREE...

Danny pushes up to his knees, drops back down. He looks to the crowd. FUZZY. SHAPES. COLORS.

REFEREE  
FOUR...FIVE...SIX....

Danny back to his knees. Crowd swirling, shapes taking form.

POPS  
Get up, damn it!

REFEREE  
SEVEN...EIGHT...

DING. End of round five.

Pops rushes into the ring, hauls Danny to his feet. Danny stays on the Crowd, faces coming into view.

He shakes his head as Pops plops him on his stool. Pops jams smelling salts into Danny's nose. Danny jolts, shakes free from the salts, guard up, right hand cocked.

POPS  
(muffled)  
Whoa! Not me. Him.

Danny shakes his head clear again. Drops his hands.

BUCK  
Come on Danny, tough guy like you  
outta win this one easy.

Danny LAUGHS through the exhaustion.

DANNY  
You ever fight Ludlow?

BUCK  
No.

POPS  
Don't talk. Breathe.

DANNY  
(to Buck)  
It ain't easy.

Pops shoves in Danny's mouth piece as Danny sees...

Connie. Beautiful Connie. She sees the recognition in his expression. A small smile to her face. A hesitant WAVE.

POPS  
He gets in close, tie him up. Don't get hit. Get through this round.

DING. Start of round six.

Danny stands, his eyes still on Connie. He waves back to her --

WHOA. Pops just pushes Danny to the side as - WHIFF -- A Ludlow haymaker barely misses Danny and Pops. Danny gets his bearings, barrels in, pulls Ludlow into a clench.

DANNY  
Put you down in the sixth...

POP -- bangs a right into Ludlow's liver.

DANNY  
...last time.

Ludlow drives a forearm shiver into Danny's chin.

LUDLOW  
Not again.

POP -- Ludlow snaps a jab at Danny. Danny rolls inside -- BAM -- right into Ludlow's ribs -- POP -- jab into Ludlow mouth. Ludlow backs up, sneers. He wipes at his mouth. BLOOD.

DANNY  
We'll see.

Danny's legs under him now, footwork back, throws a combo that Ludlow takes on the arms -- Ludlow corners him -- BAM BAM -- Danny takes the body shots -- SNAP -- hammers up a forearm of his own before the Referee breaks them apart.

Ludlow charges in -- POP -- Danny stops him with a jab -- BAM -- Drives a right cross into Ludlow's temple. Ludlow's knees buckle, then -- SLAM -- He hits the canvas.

A wild CHEER from the Crowd. Quiet around Lanning.

REFEREE

One...Two.. Three.

Ludlow to a knee.

REFEREE

Four...Five...Six...

Ludlow gets one foot under him.

REFEREE

Seven--

Ludlow to his feet, slight stagger. Gathers himself. Ready.

Only Shaw and Marge left as Lanning sits, staring blind, arms crossed, face tense, Marge, figuring the score, leans in close to Lanning.

MARGE

Do something.

He pushes her off.

LANNING

Would you shut that god-damn trap  
of yours.

She stares at him hard, face tight, body rigid.

POP POP -- They trade jabs, circle.

DING. End of round six.

Fighters to their corners. Ludlow's corner barks orders at him but he barely listens, his head low. Duck stays in the periphery, not wanted, not wishing to be.

Lanning grabs Shaw.

LANNING

You tell that bum to go after  
McClure's eye.

Shaw goes to Ludlow's corner.

EXT. CARNIVAL -- DAY

DING.

RICHIE

And we're ready for round seven.

The Fighters into the ring, Ludlow bulls in, jams into a  
clench. He grinds his palm into Danny's bad eye, then -- BAM ---  
hammers an elbow into Danny's chin -- POP POP -- Danny throws  
both hands into Ludlow, ribs, face. Gets free to move.

Ludlow misses with a right. Danny steps inside -- BAM BAM --  
Lands both hands to the body. The two fighters wrestle. Ludlow  
tries to get his forearm free. Danny has it locked -- POP --  
lands in Ludlow's ribs.

Danny pushes Ludlow back into the corner -- BAM -- bangs a  
right hand into his ribs. Ludlow, struggles, wind going,  
can't break loose...

Ludlow pulls in close -- BAM -- head-butts Danny in the bad  
eye. BLOOD spurts from the reopened cut.

Duck throws down his towel in disgust at ringside.

CROWD

B0000000000000.

Danny shoves Ludlow away. Paws at the blood. The Referee  
pushes Ludlow back to his corner.

POPS

That's a head-butt, Ref.

The Referee steps in, looks at Danny's eye.

REFEREE

I didn't see nothing but glove.

POPS

Well you're as blind as dirt then.

REFEREE

You watch what you're saying or  
I'll throw you outta here.

Danny wipes the blood away with his forearm, looks at the Referee with menace all over his face.

DANNY

No matter how bloody I get, fight goes 'til one of us can't stand.

REFEREE

Now hold on a minute.

DANNY

Hey Buck. Still got that piece on you?

A quizzical look from Buck, then he goes with it.

BUCK

Uh, yeah. Sure.

DANNY

If he stops this thing, shoot him.

The Referee looks to Pops for support.

POPS

If he doesn't, I'll shoot you myself.

A pause to realize how serious they may be. Buck taps his jacket pocket. Serious enough.

REFEREE

Eye's good.

Pops grabs Danny, wipes the blood from his eye.

POPS

Just get to the bell.

Danny slips a left from Ludlow, tries to tie him up -- BAM BAM -- Ludlow connects on two lefts to Danny's body in close, but can't get break free to throw high.

DING. End of seven.

EXT. CARNIVAL -- DAY

Danny on his stool in his corner, trying to catch his breath. Through the blood and sweat he sees a figure moving at ringside.

It's Duck slipping on his coat and hat, leaving Ludlow's corner. He throws Danny a two-finger salute as he goes.

DANNY

I can feel it. Ludlow's legs are going.

Pops dips a swab into a mason jar and holds the swab in front of Danny's cut eye.

POPS

This's gonna hurt.

DANNY

Everything hurts.

Swab to the eye. Danny FLINCHES.

DANNY

Jesus! What the hell's in that?

POPS

You don't wanna know. But it'll stop it as long as he doesn't hit you too much.

An 'easy for you to say' look back from Danny.

In Lanning's section, Tully Lake turns to Lanning.

LAKE

I heard the New York Times is picking up that Trib story. Damn it, Henry, you better know what you're doing.

In Press Row, two State Agents, SULLIVAN and DEAN, dressed identical in black suits and black ties sit down on either of Eddie and Richie. They flash their badges.

Lake sees the Agents in Press Row. Knows who they are. Knows the score.

LAKE

(to Lanning)

Forget I even asked.

He gets up, pulls on his jacket. Moves down the aisle toward the exit.

LANNING

(after him)

Whattaya doing? We got this one.

Baker stands, his coat over his arm. He drops the newspaper open to Lanning's picture as he walks away.

LANNING  
Where're you going?

Baker slides out of the aisle.

BAKER  
You're on your own, Lanning.

A look of alarm in Marge's face as Baker exits. The area around Lanning now a whole lot emptier.

DING. Start of eight.

EXT. CARNIVAL -- DAY

BAM BAM -- The fighter's trade punches, Danny now the aggressor.

RICHIE  
(into mic)  
Looks like McClure gonna take the  
fight to him, now.

BAM BAM -- Danny drives a combination into Ludlow ribs, pushes him against the ropes in front of Lanning.

LANNING  
Blind the bugger!

Ludlow works to free his arms. Marge jumps from her seat.

MARGE  
God damn it, Van. Hit him. Hit him!

Ludlow swings wild -- BAM -- Connects to the side of Danny's head -- BLOOD sprays through the air...

...Splattering across Marge's face and chest. She falls back into her chair. Sees the blood, wipes at it, smearing it across her face.

Danny stumbles forward into Ludlow, pushing the big man back. His head swirling, Danny holds on, trying to survive.

DING. End of Eight.

Pops jumps up into the ring, guides Danny back to the corner. Danny falls back into his stool, groggy.

POPS  
Danny? Can you hear me, Boy?

Connie watches concerned as Pops puts smelling salts to Danny's nose.

CONNIE

Come on!

Danny tries to blink back to clear while Pops works on the bleeding eye. Danny stands, shuffles a bit. Shakes his head.

Connie bursts forward, runs to ringside and up onto the apron.

CONNIE

Danny. Danny.

He turns around.

CONNIE

The high wire. Remember the high wire.

He looks at her, not understanding.

CONNIE

Your horizon. Use me.

Remembers. Her eyes. Stable. Ready. He nods to her.

In Press Row, Eddie and Richie flip through their notepads talking to the State Agents.

EDDIE

We stand by every word.

RICHIE

Sure as Shirley.

The Agents step away from Press Row and walk toward Lanning.

RICHIE

(into Mic)

Just about time for nine, folks.

Eddie grabs the wire recorder, shoves his notepad in front of Richie, then follows after the Agents.

RICHIE

(into Mic)

And I can't imagine it getting any tougher than the last.

He looks down at the note pad. 'Pulitzer'.

DING. Start of nine.

Danny turns to face Ludlow.

CONNIE

Now get the bastard.

As Danny moves forward, Connie jumps down from ringside and mixes back in with the CHEERING Carnies.

The fighters meet the center -- POP POP -- Trade jabs, Ludlow lumbering forward, Danny bobbing, weaving.

Shaw sees the State Agents approaching, turns to slip away. Faces Beano and Punt. They grab his arms.

BEANO

You ain't going anywhere this time.

Beano, Punt, and a couple of Carnies haul Shaw away.

Ludlow slowing, Danny moving, pushing past the fatigue -- BAM BAM BAM BAM.

The Agents, with Eddie behind, move around ringside toward Lanning. He's wrapped up in the fight, BANGING on the canvas.

LANNING

KILL HIM, VAN!

Lanning sees the Agents approaching. Two men in matching black suits. A jacket billows, reveals a badge on a belt.

Lanning turns, picks up his overcoat. Marge, blood on her face, looks up at him concerned. He motions for her to stay. As he starts up the aisle. Duck steps into his path.

DUCK

Oh no. You ain't seen the end yet,  
Hank.

The State Agents grab Lanning.

STATE AGENT SULLIVAN

Henry Lanning. Agent Sullivan, Illinois State Prosecutor's office. We have a warrant for your arrest.

STATE AGENT DEAN

I expect you'll come quietly.

BAM BAM -- Danny and Ludlow trading shots -- BAM BAM -- The Crowd grows quiet, watching as the two fighters push past exhaustion.

Lanning protesting to the stone-faced State Agents.

Eddie writing furiously in his note pad.

Connie's voice rings through the awestruck crowd.

CONNIE

GO DANNY!

Ludlow's hands drop, just enough.

Danny loads up. Ludlow sees it coming, shoots out a right in defense -- Miss -- just short of Danny's chin.

Danny, the muscles in his legs flexing, his hips turning, elbow cocked...

Ludlow leaning in from his follow through...

BAAAM! Square on Ludlow's chin, CRACKING his jaw -- Ludlow's out on his feet -- CRASH -- falls on his face to the canvas.

The Crowd SHOUTS.

Danny staggers to his corner through the cloud of resin left in the air from Ludlow's face plant.

RICHIE

(into mic)

Ludlow falls like a giant oak, a spruce. Aw, just dead wood. This one's in the books, Folks.

The Referee going to Danny. Pops climbing through the ropes.

The Crowd rushing to ringside leaving Marge behind, shrinking within herself, alone.

The Referee grabs Danny's arm, raises it.

ROAR from the Crowd.

Lanning, framed by the Agents at the exit, turns to witness Ludlow's defeat.

Danny's legs go and he crumbles, out cold on his behind.

EXT. CARNIVAL -- DAY

Blackness.

BUCK (O.S.)

Danny? Danny?

POPS (O.S.)

Gimme that.

SPLASH. Bloody water on his face wakes Danny. Pops and Buck stand in front of him, an empty bucket in Pops' hands.

DANNY

He stayed down?

POPS

Like a rock in a pond.

Pops points to where Ludlow's Trainers haul the still-dazed fighter through the ropes.

DANNY

Good, 'cause I've never been so tired  
of a man in my whole life.

Pops hugs Danny.

DANNY

There you go hugging me again,  
Penelope.

Danny, legs still wobbly, slides down from the ring. Pops and Buck jump down beside him and gives him a hand through the back-slapping crowd.

Marge sees Danny coming, straightens herself. He passes right by. She turns to see Danny approach the Carnies. And Connie.

Marge, her cheeks streaked in blood and mascara, backs away, absorbed into the Crowd, as the CHEERING Carnies huddle around Danny and Connie.

Inside the circle, Connie turns to face Danny.

DANNY

Thanks.

CONNIE

No big deal.

DANNY

It is.

He pulls her close, holds her. She reaches up, gently puts her hand to his bruised face.

CONNIE

Suppose you're gonna make a career of  
this?

DANNY

I got no one left to fight.

EXT. COUNTRYSIDE -- DAY

Beautiful, sunny day. Among the green hills are rolling,  
perfectly tilled fields.

Danny drives a tractor across the field, revealing the  
farmhouse. Spread out in front of the farmhouse is the  
Carnival apparatus. Clean, new, reborn.

The tractor trundles down the midway where the Carnies are  
at work assembling and repainting.

Danny slows at the new barn, next to Pops' Airstream trailer.  
Pops, seated on the stairs with a cooler beside him, pulls  
out two beers and stands. Danny hops down from the tractor  
and takes one of the beers.

They look up.

Two towers rise above everything. A wire connects them. A  
figure on the wire. Connie, walking the tight rope. A slow  
back flip. Then step...step...step...

FADE OUT.

THE END