

**"ROCKY"**

**by**

**Sylvester Stallone**

**CHARTOFF-WINKLER PRODUCTIONS, INC.**

**REVISED:**

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1

INT. BLUE DOOR FIGHT CLUB - NIGHT

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

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

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

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

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

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

BLACK FIGHTER

(to cornerman)

... I'm gonna bust his head wide  
open!

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

CORNERMAN

(lackluster)

... Ya waltzin' -- Personally think  
ya oughtta give the suckers some  
action.

ROCKY

Hey --

(CONTINUED)

1 CONTINUED:

CORNERMAN

(overriding)

Personally I think ya look like  
a bum tonight --

ROCKY

Just gimme the water.

A FIGHT FAN rushes up to Rocky. It is an old man with  
yellow teeth and wearing sunglasses.

FAN

Got a hundred bucks ridin' that  
the fight don't go past three.

ROCKY

A safe bet.

The old Fan smiles and rejoins his friends.

CORNERMAN

Hey, ya want some advice?

ROCKY

... I just want the mouthpiece.

The BELL RINGS... Rocky quickly makes the sign of the  
Cross and nods his head in reverence... The fighters  
engage in battle to the delight of the ghoulish fans.

The Black Fighter grabs Rocky in a clinch and purpose-  
ly butts him... The butt opens a cut on Rocky's forehead.

Rocky becomes furious over the foul and drives a flurry  
of sledgehammer blows into the man's body... The impact  
is stupendous. Rocky catches his opponent flush on  
the jaw and the black man is out for the night.

The fight fans cheer and money changes hands... The  
referee does not bother to even count the Black Fighter  
out. Rocky slips on a tattered robe. Embroidered  
clumsily on the back is, "The Italian Stallion."

Without pomp Rocky climbs out of the ring... Walking  
to the dressing room, Rocky pauses to bum a cigarette  
from a spectator and continues through the unruly  
crowd and fades into the darkness at the rear of the  
club.

THE TITLE CREDITS END.

## 2 INT. SUBWAY CAR

Rocky is on the subway heading to South Philly... The car is empty except for Rocky and an old thin BLACK WOMAN. The Black Woman sips wine and studies Rocky's bruised and swollen face. Rocky looks slightly self-conscious.

ROCKY  
(almost apologetic)  
I'm a fighter.

BLACK WOMAN  
(drunk and sleepy)  
... Yo' iz a accident.

## 3 EXT. STREET - NIGHT

A short time later Rocky exits a deli with a six-pack of beer. He opens a beer and strolls lazily down the street. He passes a pair of high-heeled hookers. They wave... A wino is curled in front of a dirty book store... Rocky places a beer in front of the slumbering wino.

Twenty more yards down the block Rocky pauses in front of the "Animal Town Pet Shop." Rocky cups his hand and peers into the dark store... After a moment, he opens another beer and moves off.

Rocky approaches a street corner where four men are drinking and singing acappella... Behind them flashes a sign, "Andy's Italian-American Bar."

Rocky knows the men. They are DINO, TONY, Bobby, Phil. They are in their early thirties. It is obvious from their smoothness and movement, they have been singing together a long time.

TONY  
Yo, Rock -- Where ya been?

ROCKY  
Where I been? -- I been fightin'.  
Did wonderfully tonight -- Ya  
shoulda been there.

Dino steps forward. He is very hairy and resembles a monkey.

DINO  
We been busy.

(CONTINUED)

3 CONTINUED:

TONY

We was auditioning for the Met.  
 (points at Rocky's  
 eye)  
 Look at this face. Did ya win?

ROCKY

(holding up the beer)  
 Would I be celebratin' if I got  
 nailed?

An old WINO stumbles past mumbling at no one in particular.

WINO

... Kiss my ass -- Kiss my ass.

The Wino stumbles into the bar. The men ignore him.

ROCKY

Yo, I saved a seat for you guys  
 an' everythin'. Why didn't ya  
 show?

TONY

Yo -- We're busy rehearsin'...  
 Let's sing.

ROCKY

My lips are sore.

DINO

(tightly)  
 Then who needs ya bustin' up the  
 rehearsal, huh?

ROCKY

What's the matter, Cheeth. Somebody  
 scarf ya banana?

DINO

(inflamed)  
 Ya talkin' 'bout my hair, man!  
 I don't like ya jokin' 'bout my  
 hair, man!!

ROCKY

(smiles)  
 ... C'mon, Dino, ya beautiful!

Rocky grabs him in a playful headlock and kisses the top  
 of his hairy head. Even Dino has to laugh.

(CONTINUED)

3 CONTINUED: (2)

The men begin singing "You Belong To Me." Rocky sings bass very well. The SCENE FADES as the MUSIC fills the street.

4 EXT. ROCKY'S APARTMENT - NIGHT

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

5 INT. ROCKY'S HALLWAY - NIGHT

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

6 INT. ROCKY'S APARTMENT - NIGHT

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

Rocky drops his coat on the floor and crosses to a small turtle bowl... He feeds the creatures.

ROCKY

Ya got the easy life.

Rocky starts to boil a pan of water on his hot plate, then places an old 45 RPM record on a battered phonograph. The record is a fifties tune, "I Only Have Eyes For You."

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

The water boils. Rocky soaks his badly swollen hands.

7 EXT. SUNRISE OF PHILADELPHIA SKYLINE - DAWN

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

## 8 EXT. DOCKS - EARLY MORNING

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

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

MAFIA #1

Yo, Rock -- How's your Boss?

ROCKY

Real good.

MAFIA #2

Fightin' again?

ROCKY

Yeah, here an' there.

MAFIA #1

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

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

## 9 INT. SHIP - DAY

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

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

FATS

(terror-filled)

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

ROCKY

Mr. Gazzo wants the two hundred now!

FATS

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

ROCKY

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

(CONTINUED)

9 CONTINUED:

FATS

Please, I need my hands to work --  
Christ don't bust my thumb!

At wits' end the man picks up a large metal hook used by  
stevedores. Rocky remains cool.

ROCKY

Goin' fishin'?

The man drops the hook.

ROCKY

What's ya name again?

FATS

Bob.

ROCKY

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

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

ROCKY

(counting)

A hundred an' thirty.

FATS

That's it, I'm broke.

ROCKY

That's it? -- Completely?

FATS

That's it.

ROCKY

What about for food an' stuff?

FATS

You got my food in ya hand.

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

ROCKY

... Y'know, you should always plan  
ahead.



## 10 EXT. STREET - DAY

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

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

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

## 11 INT. PET SHOP - DAY

ROCKY

(brightly)

How ya feelin' this mornin'? --  
Fulla life?

ADRIAN

(low)

... Fine.

ROCKY

How's the turtle food this week?

ADRIAN

(very shyly)

... Fine.

ROCKY

(mock annoyance)

Me, I'm kinda aggravated.

ADRIAN

... I'm sorry.

ROCKY

Ain't your fault -- But I'm kinda  
disturbed... Wanna hear this?

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

(CONTINUED)

11 CONTINUED:

ROCKY

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

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

ROCKY

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

(coughs)

... A little cough an' I gotta  
pat 'em on the shell --

Both the owner and Adrian smile.

OWNER

Startin' with the jokes early  
today, huh.

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

ROCKY

How's Butkus this mornin'?

OWNER

Ain't had time to check 'em.

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

ROCKY

Yo, Butkus -- dead. Play dead.

The dog plays dead.

ROCKY

When the owner suppose to pick 'em  
up?

OWNER

(annoyed)

The guy that boarded 'im was suppose  
to pick 'im up three weeks ago -- I  
think he dumped 'im. I'm not  
responsible for animals left over  
thirty days, y'know.

(CONTINUED)

11 CONTINUED: (2)

Rocky replaces the dog in the wire cage.

ROCKY

Nice dog... Listen, I'll see yas  
later.

Rocky waves goodbye to Adrian and exits the shop.

12 EXT. STREET - DAY

Rocky walks down the street and enters Andy's Italian  
& American Bar.

13 INT. ANDY'S BAR - DAY

The bar is nearly empty... The barroom is furnished in inexpensive, pre-war furniture... Dusty ceiling fans line the room... From each fan hangs a string with yellowed beer coaster attached... The lackluster mirror is completely fringed by beer company decals... Tacked on the wall are assorted sport photographs.

Several DRINKERS moan "hello" as Rocky strolls past them.

DRINKER #1

Buy me a shot, Rocky.

DRINKER #2

Don't be a cheap bastard, buy  
your pals a drink.

Rocky arrives at the rear booth... He hands over the money. GAZZO takes it.

ROCKY

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

GAZZO

(smoothly)

Bob's good for it... That's it for  
today, Rocky.

Gazzo hands Rocky a twenty.

GAZZO

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

(CONTINUED)

13 CONTINUED:

ROCKY

... Fine.

Gazzo looks at Rocky's bruised face and smiles.

BODYGUARD

Did ya get the license number?

ROCKY

Of wa?

BODYGUARD

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

The bodyguard and Rocky have always been bitter towards one another... The huge bodyguard stares at him with a challenging expression.

Rocky moves away from the table. Gazzo throws a friendly mock punch at him... Rocky parries. They exchange smiles and Rocky exits.

GAZZO

... The Rock's a good kid.

BODYGUARD

(emotionless)

... A meatbag.

14 EXT. GYM - DAY

An hour later Rocky strolls towards Goldmill's Gym. On the way he passes several familiar people and exchanges waves... Out front is a middle-aged Irishman who runs a soft pretzel stand... His name is RUDY. It is apparent from his face he was a prize fighter.

RUDY

(very punchy)

Did ya drop 'im, Rock?

ROCKY

Rudy, I done it in the third.

RUDY

What'd ya use?

ROCKY

Like ya showed me -- right hook combo.

(CONTINUED)

14 CONTINUED:

RUDY  
(delighted)  
Just what I woulda done.

Rocky drops coins in a paper cup. Rudy turns to an imaginary customer. He nods towards Rocky who is entering the gym.

RUDY  
... Like a brick.

15 INT. GYM - DAY

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

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

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

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

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

ROCKY  
The third.

Rocky passes another fighter working the heavy bag.

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

ROCKY  
How come?

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

(CONTINUED)

15 CONTINUED:

Rocky touches the fighter's bare hand.

FIGHTER #2

Can ya tell I just whacked off?

Rocky laughs and throws a mock punch... Rocky enters the locker room.

16 INT. DRESSING ROOM - DAY

The dressing room is lined with dented black lockers... A splintering wooden bench stretches from one wall to the other... On the wall is a sign that reads "No Kissing."

Rocky goes to his locker. His combination lock won't open. Annoyed, he shakes it. Nothing. He hits it with the side of his hand. Nothing. He begins kicking the lock like a mule... The noise is deafening. Several fighters look in and laugh.

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

ROCKY

Yo, Mike -- This locker's causin' problems.

MIKE

(hard and tinny)

It ain't your locker no more.

ROCKY

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

MIKE

We moved you to a smaller one -- Now, ya got complaints? -- Talk to the Boss, I just pull the jocks an' socks.

Confused, Rocky follows Mike across the room... Mike leans his head into the shower room. Two Latin fighters are lathering up.

MIKE

(to Rocky)

No wonder them guys never win -- They ain't got no gonads.

(CONTINUED)

16 CONTINUED:

They laugh and exit the locker room.

17 INT. GYM - DAY

The owner, MICKEY GOLDMILL, sits on a stool near the entrance. He wears a baggy suit... He is in his late seventies and resembles the latter day George Raft.

Rocky approaches... Goldmill seems bored with life. He speaks to Rocky without respect.

ROCKY  
How ya doin', Mickey?

MICKEY  
(monotoned)  
Still workin' on my first million.  
-- See the fight last night?

ROCKY  
No, I was busy scrapin' myself.

MICKEY  
Apollo Creed tore that English bum  
to pieces.

ROCKY  
(low)  
Creed's a great boxer.

MICKEY  
(spitting in the  
corner)  
Them coloreds think he's the  
second coming.

ROCKY  
(mind drifting)  
Maybe, I dunno -- I was talkin'  
with ya man Mike. -- Hey, Mick,  
how come I been put outta my locker?

MICKEY  
Dipper needed it.

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

ROCKY  
Yo -- It took me two months to  
learn the combination.

(CONTINUED)

17 CONTINUED:

MICKEY

Dipper's a contender. You, you're a club fighter.

ROCKY

That's my locker for six years.

Rocky pauses to watch a young middleweight time-skip as his trainer SINGS, "FASCINATIN' RHYTHM."

MICKEY

Those guys oughta quit the fight racket an' become a duo. Woulda scored big on Ted Mack... Why don't you do yaself a favor an' retire with ya brain on right -- how old are ya?

ROCKY

Come May I'm thirty-one.

MICKEY

Ya legs must be goin'.

ROCKY

Yeah, they're goin' -- That's nature. I really liked that locker.

MICKEY

Ya fight last night?

ROCKY

Yeah -- Spider Rice. Blackout in the third.

MICKEY

Rice is a bum.

ROCKY

You think everybody I fight is a bum.

(laughs)

MICKEY

(spits in the corner)

That makes you 68 an' 20 with thirty-three K.O.'s.

ROCKY

How do ya remember my record like that?

(CONTINUED)



17 CONTINUED: (2)

MICKEY

The body is old, but the mind is young.

ROCKY

Yo, Mick, I really liked that locker.

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

MICKEY

Ya want the truth -- Ya fight like an ape. No style, but heart. But keep trainin', I like havin' ya pretty face around.

Laughing, Rocky moves away. Mickey leans over to Mike.

MICKEY

(gesturing towards Rocky)

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

Rocky moves towards the far ring... He is stopped by an animated Puerto Rican LIGHTWEIGHT who is punching the heavy bag.

CHICO

Hey, Rocky -- Ya wanna great woman?

ROCKY

... No, I don't think so.

CHICO

You're smart, man -- After an hour with this fox I had to spray my cajones with raid.

Rocky tosses a mock punch. Chico ducks, laughs and struts like a large turkey.

CHICO

Watch me smoke!

Chico flings himself into the bag with both hands and looks like a windmill as he attacks the bag.

CHICO

(punching and panting)

See the fight?

(CONTINUED)

17 CONTINUED: (3)

ROCKY

No -- Was fightin' myself.

CHICO

... Good, man, good --

ROCKY

Throw ya left higher.

CHICO

(not listening)

When am I gonna get my chance?

Chico nods towards Dipper sparring in the ring.

CHICO

Look at him -- How'd he get to  
be a contender?

ROCKY

Management.

CHICO

He's goin' up an' I'm goin' down  
-- Right? I'm goin' up, I mean  
down an' he's goin' up.

Rocky moves away and goes to the far corner... The young  
heavyweight, Dipper, spits into a bucket. He is aware  
Rocky is staring at him... Dipper smiles smugly.

DIPPER

(to Rocky)

... I like ya locker, Man.

TRAINER

Time, Dipper.

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

18 EXT. PET SHOP - DUSK

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

19 INT. PET SHOP - DUSK

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

(CONTINUED)

21 CONTINUED:

Andy automatically hands Rocky another beer. The fighter traverses the room and passes TWO DRUNKS leaning on the bar.

DRUNK

(to other drunk)

... Y'know, somebody told me you eat shit sandwiches, but I told 'em you didn't like bread.

The other drunk explodes with laughter...

22 INT. ANDY'S RESTROOM - NIGHT

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

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

ROCKY

Yo, Paulie.

PAULIE

(very drunk)

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

ROCKY

Yo, Paulie.

PAULIE

What?

ROCKY

Your sister's givin' me the shoulder.

PAULIE

What'd I tell ya -- Ignore her.

ROCKY

Stinks in here.

PAULIE

You could do better than my sister.

(CONTINUED)

22 CONTINUED:

ROCKY

Every mornin', every night I pass  
by -- I smile. I say words.  
Nothin'. Then she looks at me.

PAULIE

(annoyed)

Looks, huh?

ROCKY

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

PAULIE

Ya wanna know what I think?

ROCKY

Sure.

PAULIE

My sister's a friggin' loser.

ROCKY

Hey --

PAULIE

I'd like to split her head with  
a hatchet.

ROCKY

I don't wanna hear this.

PAULIE

Ya caught me in a bad mood.

ROCKY

Ya always feel bad -- It's ya  
personality. Now tell me about  
Adrian.

PAULIE

She's a loser.

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

ROCKY

Don't bad mouth 'er -- She's blood.

(CONTINUED)

22 CONTINUED: (2)

PAULIE

Adrian's a loser -- She don't do nothin' -- She reads too much -- brainy -- She's too shy to get along in this world, y'know -- Thirty friggin' years old. She's gonna die alone if she don't wise up.

ROCKY

I'm thirty myself.

PAULIE

An' you're dyin' alone too.

ROCKY

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

PAULIE

(pointing at the wall)  
I wanna kill the guy who broke that mirror.

ROCKY

C'mon, let's get outta this stink.

23 INT. ANDY'S BAR - NIGHT

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

PAULIE

My mother had 'er under her thumb, y'know -- My ol' lady ate up her personality.

ROCKY

An' now she's afraid of men?

PAULIE

Yeah, somethin' along those lines.

ROCKY

... I feel she might need the help of a... I don't know, maybe of a shrink, or something.

PAULIE

(bellowing)  
She ain't sick!!

(CONTINUED)

23 CONTINUED:

The barroom's attention is drawn to Paulie who is roaring drunk and swaying in the center of the room.

PAULIE

Sick don't run in the family!!  
She's shy, man! -- Shy!

Rocky feels very self-conscious with Paulie yelling into his face... His eyes remain on the floor.

ROCKY

(low)

... What can I say?

PAULIE

(still bellowing)

The girl's dryin' up! -- I feel responsible, man! She's gotta live alitte before her body rots off!! You're a pal, Rock -- How 'bout yo' talk to her?

ROCKY

Sure -- I been tryin'.

PAULIE

Tomorrow ya come for dinner -- How 'bout that?

ROCKY

Yeah, sure... You look thirsty.

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

ANDY

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

Rocky nods and raises his eyes towards a suspended television... the nightly sports broadcast is on. The SPORTS COMMENTATOR is at the airport and about to interview the heavyweight champion of the world, APOLLO CREED. Creed speaks in a thick Jamaican voice and is twenty-five years old. He is a tall, smooth-muscled Black with barely a scar on his light coffee-colored face... He is followed by an entourage of mixed trainers and cornermen. Also tagging along is a small group of hangers-on.

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

(CONTINUED)

23 CONTINUED: (2)

COMMENTATOR

How was the flight, Champ?

APOLLO

Very high, an' very fast.

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

COMMENTATOR

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

APOLLO

He was big, an' very nasty so I whupped him in a hurry 'cause I couldn't stand lookin' at his nasty expression no longer -- Now I'm gettin' ready for Mac Lee Green next month.

COMMENTATOR

You're referring to the much publicized bicentennial fight?

APOLLO

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

COMMENTATOR

Still to be held in Philadelphia?

APOLLO

The Bicentennial Heavyweight Championship of the World is gonna be held in Philadelphia -- the nation's cradle.

COMMENTATOR

Where're you off to now?

APOLLO

Goin' home 'cause I miss my children an' can't go no more time without seein' them.

COMMENTATOR

Any quick advice for young boxing hopefuls?

(CONTINUED)

23 CONTINUED: (3)

APOLLO

(pauses to think)

Stay in school an' use brains,  
 please. Be doctor, be lawyer --  
 Be mon of business -- Carry a  
 briefcase. Forget about sports!  
 -- That's all the advice, t'ank  
 you.

Apollo's entourage laughs and they move on... The commen-  
 tator faces the camera.

COMMENTATOR

Larry Simpson at Kennedy Airport  
 with the Champion, Apollo Creed.

The sport show cuts away, but Rocky continues to look at  
 the television with a pensive stare... A DRUNK at the bar  
 leans towards Andy.

DRUNK

Dempsey would have cracked that  
 rug's head --

Andy leans over to Rocky.

ANDY

Apollo's all mouth -- Wouldn't ya  
 love to throw hands with that  
 mouth?

ROCKY

(quietly)

He's a great fighter.

ANDY

(bored)

... A foreign jig.

ROCKY

A champ.

ANDY

Where are the real fighters?  
 The artists. They're all gone.  
 Today we got bozos.

ROCKY

What're you sayin'? The man's  
 a champ.

(CONTINUED)



23 CONTINUED: (4)

ANDY

Jig clown -- I don't wanna know  
nothin'.

ROCKY

Hey!

ANDY

What?

ROCKY

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

ANDY

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

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

ROCKY

... I'll be over for dinner tomorrow.

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

ANDY

(boldly)

Take a shot, he says! -- Sure,  
I'll take a shot!

Laughing, Andy pours himself a shot.

24 EXT. ANDY'S BAR - NIGHT

Standing out front as Rocky exits are his four friends,  
Tony, Dino, Bobby and Phil. They are losers. They drink  
from a community bottle... They are high and singing old  
standard Acappella.

TONY

(singing a 'Lee Andrews  
and the Hearts' song)

... I sit in my room looking out at  
the rain, my tears are like  
crystals they cover my window  
pane...

(CONTINUED)

24 CONTINUED:

Tony looks up and notices Rocky... The other men continue singing.

TONY  
Yo, Rock -- Sing bass.

ROCKY  
Who's gonna sing bass if I don't,  
huh?

Rocky takes a swig of wine and begins singing bass.

TONY  
(singing)  
Ood only knows the girl who will  
love me -- Oh, if we only could  
start over again...

25 EXT. ATOMIC HOAGIE SHOP - NIGHT

Two blocks further on Rocky passes an all-night sandwich shop. In the window hangs the sign, "The Atomic Hoagie Shoppe, Inc."... Out front are several young men and women. They are much too young to be hanging out at this hour... A BOY with a badly chipped tooth beckons to Rocky.

CHIPPED TOOTH  
(aggressively)  
Hey, man -- Buy us some wine, man.

ROCKY  
No wine.

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

ROCKY  
No wine.

YOUNG MAN #2  
Yo, Rock.

ROCKY  
Yeah?

YOUNG MAN #2  
Where's Hertz?

ROCKY  
... Hertz?

(CONTINUED)

25 CONTINUED:

YOUNG MAN #2

Yeah, Dick Hertz -- Where is he?

ROCKY

... Who's Dick Hertz?

The Young Man grabs his crotch and faces his gang.

YOUNG MAN #2

(yelling)

Mine does, man, mine does!

ROCKY

(mildly embarrassed)

... That's an old one.

CHIPPED TOOTH

Buy us some Thunderbird, man.

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

ROCKY

Is that Marie? -- Marie, ya brother know you're hangin' out so late?

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

MARIE

... Fuck you.

ROCKY

(awed)

What'd you say?

MARIE

... Fuck you, motherfucker.

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

ROCKY

Did these guys teach you to talk dirty? Huh?

MARIE

Hey --

(CONTINUED)

25 CONTINUED: (2)

ROCKY

What?

MARIE

Eat shit, man!

ROCKY

(shakes her)

Don't you never say that --

(to the gang)

-- You guys talk like that  
in front of a little girl --  
She's twelve years old --  
You guys are scum.

CHIPPED TOOTH

This is our place, dig!

The gang reluctantly backs up a step.

ROCKY

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

YOUNG MAN #2

This is our corner, man! You  
go, chump!

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

CHIPPED TOOTH

(backpedalling)

We'll kill you man -- We gotta  
gun.

ROCKY

Pull heat on me? -- I'll stunt  
your growth!

Rocky leads the girl away.

26 EXT. STREET - NIGHT

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

(CONTINUED)

26 CONTINUED:

ROCKY

How'd you get outta the house?

(no response)

Don't wanna say nothin'? Good.

Ya climbed out the window,  
didn't ya?

MARIE

... Yeah.

ROCKY

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

MARIE

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

ROCKY

(warmly)

Don't say it! When I was your  
age, there was only one girl  
who talked like that in the  
whole neighborhood.

MARIE

(bored)

... Yeah.

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

ROCKY

Make your teeth yella --

MARIE

I like yella teeth.

ROCKY

Makes your breath like garbage.

MARIE

Maybe I like garbage.

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

ROCKY

Forget it --

(MORE)

(CONTINUED)

26 CONTINUED: (2)

ROCKY (CONT'D)

-- Anyway, this girl with the dirty mouth wasn't bad lookin', but the guys wouldn't take her out for any serious datin'.

MARIE

Why?

ROCKY

'Cause that's the way guys are -- They laugh when ya talk dirty. They think ya cute for a while, but then ya getta reputation an' watch out. Nobody's ever gonna take ya serious. Ya get no respect... I gotta use a bad word -- Whore. You'll end up maybe becomin' a whore.

MARIE

C'mon, Rocky, I'm twelve.

ROCKY

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

MARIE

What?

ROCKY

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

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

The muggers pace Rocky across the street and follow them down the block... Rocky sees them and stops and faces the three.

(CONTINUED)

26 CONTINUED: (3)

The muggers pause and study Rocky from a distance of twenty yards. Rocky gives a loud boxer's snort, wipes his nose with the side of his thumb and rolls his shoulders ... The muggers are intimidated and slowly peel off and meander away.

Rocky turns to Marie who has been standing behind him.

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

Marie nods.

ROCKY  
Listen, I hope ya don't --

MARIE  
I won't.

ROCKY  
What was I gonna say?

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

ROCKY  
Ya, I guess somethin' like that.

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

MARIE  
Goodnight, Rocky.

ROCKY  
'Night, Marie.

She takes a few more steps and pauses again.

MARIE  
... Fuck you, Creepo!!!

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

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

27 INT. JERGENS' OFFICE - DAY

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

CREED'S LAWYER

Are the doctor's reports confirmed?

JERGENS

Definitely --

(reading)

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

APOLLO

Damn, that makes me mad.

JERGENS

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

APOLLO

It ain't just Green, what about the time I invested -- I think I oughta fight you.

JERGENS

I believe we could find a better solution.

APOLLO

Solution -- What about the Bicentennial fight -- You know I done a million dollars worth of publicity already.

Apollo's black Trainer speaks up from the other side of the room.

TRAINER

Ten million's worth.

APOLLO

Than find me another ranked contender an' I mean in a hurry, man.

(CONTINUED)



27 CONTINUED:

JERGENS

(holding up some notes)  
First, I contacted Ernie Roman --  
He's contracted to fight in France  
the same week, so he's out.

APOLLO

Then gimme Buddy Shaw -- He's  
ranked fifth. That'd be a good  
fight.

JERGENS

He's matched to fight Jose  
Rodriguez in South America the  
same week as the Bicentennial  
fight... We could postpone this  
Bicentennial fight two months  
and Tony Daly'll be available.

APOLLO

Hell with Daly. I plan on fightin'  
my fight when I planned on fightin'  
it an' don't have no plans on  
fightin' otherwise! Hear what  
I'm sayin'... Now what 'bout Tiger  
Griffen?

JERGENS

Developed a bleeding ulcer -- Was  
forced to retire by his family.

APOLLO

... Billy Dukes?

JERGENS

Went to California and gained  
fifty pounds -- And I called  
Tony Lanz, Phil White and Charlie  
Sargent, and they would like to  
take the match but five weeks  
isn't enough time to get in  
shape.

APOLLO

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

(CONTINUED)

27 CONTINUED: (2)

JERGENS

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

APOLLO

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

JERGENS

... I don't know what to say?

APOLLO

... I ain't worried none 'cause I believe things happen for some damn reason, hear... I'm believin' Mac Lee Green busted his hand for a reason, hear. Fate, man. Dig?

JERGENS

So what're you saying?

APOLLO

Maybe what this Bicentennial fight needs is a novelty.

TRAINER

You's the novelty, Champ!

APOLLO

Give that man a raise.

Everyone laughs.

JERGENS

Are you thinking about some freak attraction?

APOLLO

No freak show -- Think of this. Fighting in Philadelphia, January First, the first day of our two hundredth birthday against a local fighter.

JERGENS

White fighter?

APOLLO

That's right.

LAWYER

Where's the gate?

(CONTINUED)

27 CONTINUED: (3)

JERGENS

That's a great idea, Apollo --  
The gate rests on sentiment --  
An unknown boy getting a once  
in a lifetime opportunity on  
the most celebrated day in the  
country's history -- Goddamn,  
people will wave flags!

APOLLO

... It's very American.

28 EXT. STREET - DAY

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

Gazzo flips through a small black notepad.

GAZZO

Next Wednesday grab a grand from Snyder.

ROCKY

Snyder, right.

GAZZO

An' Thursday two yards from Cappoli, okay?

ROCKY

Okay.

GAZZO

Now who's this girl you're going out with tonight?

ROCKY

How'd you know?

GAZZO

(smiles)

You think I don't hear things?

ROCKY

Paulie's sister.

BODYGUARD

(abrasively)

Hear she's retarded.

(CONTINUED)

28 CONTINUED:

ROCKY

(dryly)

She ain't retarded, she's shy.

BODYGUARD

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

ROCKY

Does that bum have to say that?

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

GAZZO

Buddy's in a bad mood.

ROCKY

He's always in a bad mood.

(laughs)

Count ya blessin's.

The Bodyguard has been looking at Rocky with murderous eyes.

BODYGUARD

I don't like ya face.

ROCKY

Who asked ya to?

BODYGUARD

... Kiss my ass.

ROCKY

Move ya shoulders down.

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

GAZZO

(smiles)

Buddy's got a thing against ya,  
Rock. Never liked ya -- I can't  
understand the kid sometimes.  
Some people just hate for no  
reason, y'know.

ROCKY

Yeah.

GAZZO

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

(CONTINUED)

28 CONTINUED: (2)

ROCKY  
Thanks, Mr. Gazzo.

Rocky enters his apartment and Gazzo drives off.

29 INT. JERGENS' OFFICE - DAY

The scene reverts back to Miles Jergens' office. Apollo pours over a large record book.

APOLLO  
How 'bout this Billy Snow?

JERGENS  
Fouls.

APOLLO  
How 'bout this Big Chuck Smith?

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

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

JERGENS  
Joe Zack is a good prospect --  
Exciting boy.

APOLLO  
... Still don't feel the heat.

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

APOLLO  
... This is it!

Everybody leans forward.

APOLLO  
(much amused)  
Rocky Balboa -- 'The Italian  
Stallion' -- He's the one.

(CONTINUED)

29 CONTINUED:

JERGENS

His record's not very impressive  
-- He's more like a club fighter.

APOLLO

Don't matter -- That name, 'The  
Italian Stallion,' it's beautiful!

(laughs)

Who discovered America? An Italian,  
right? So man, what could be better  
than to fight one of his ancestors --  
'Apollo Creed vs. The Italian  
Stallion.' Who could miss it?

Everyone laughs.

FADE OUT.

FADE IN:

30 EXT. STREET - NIGHT

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

ROCKY

(mimes throwing)

I usta be deadly at half-ball.

PAULIE

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

ROCKY

What kinda business?

PAULIE

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

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

PAULIE

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

ROCKY

Maybe ya should see a doctor.

(CONTINUED)

30 CONTINUED:

PAULIE

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

ROCKY

Maybe another job is the best thing.

PAULIE

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

ROCKY

Gazzo's gotta come to you.

PAULIE

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

ROCKY

Gazzo's gotta come to you -- Besides, it's a dirty job -- Ya think I like scarin' people.

31 EXT. ATOMIC HOAGIE SHOP - NIGHT

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

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

ROCKY

... Yo, Marie!

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

Anger and disappointment register across Rocky's face.

PAULIE

You know her?

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

## 32 EXT. PAULIE'S APARTMENT - NIGHT

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

ROCKY

Ya sister knows I'm comin'?

PAULIE

Yeah, sure -- She's very excited.

## 33 INT. PAULIE'S APARTMENT - NIGHT

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

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

ADRIAN

(weakly)

Paulie, you're late.

She looks at Rocky again.

PAULIE

Did you call the hospital?

(to Rocky)

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

Adrian reenters the kitchen and slams the door... Paulie follows. An argument ensues and Rocky overhears.

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

COMMENTATOR (V.O.)

... Unfortunate luck for fifth ranked heavyweight, Mac Lee Green. The slugging fighter acquired a serious fracture in his left hand after an aggressive day of sparring -- Champion Apollo Creed says he'll be 'Shopping for another victim,' to fill Green's vacancy for the Bicentennial Championship Fight to be held in Philly next month ... By the way, rumor has it that this will be the most widely-viewed sporting event in this country's history --

(MORE)

(CONTINUED)



33 CONTINUED:

COMMENTATOR (CONT'D)

-- And that includes the Super Bowl, folks... Today U.S. swimmers set a new...

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

ADRIAN

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

PAULIE

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

ADRIAN

No... I can't!

PAULIE

Yo, ya goin' outta the an' I don't wanna know from nothin'.

ADRIAN

Paulie, please --

PAULIE

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

ADRIAN

... Like you?

Paulie renders a stern expression of warning then cranes his head out of the kitchen.

PAULIE

... Yo, Rock, ya gettin' hungry?

Rocky moves to Paulie and speaks softly.

ROCKY

... Maybe ya better forget it --

(CONTINUED)

33 CONTINUED: (2)

PAULIE

Forget nothin' -- Relax. Ya  
hungry?

Rocky shrugs... Adrian sneaks a look at him from the  
kitchen.

Adrian steps out. She looks flustered.

PAULIE

Hey, Rock, look who's here!

Paulie goes into the kitchen and looks into a boiling pot...  
He steps back out.

PAULIE

D'ya like liver stew?

ROCKY

... I use to have nightmares  
about liver.

PAULIE

(to Adrian)

Listen, Rocky ain't too big on  
liver stew. What's say youse  
go out to eat an' I'll eat  
this mung.

Adrian gives Rocky a sideward glance.

ROCKY

I'd prefer to dine out -- How  
'bout you?

ADRIAN

I'd like that.

ROCKY

Okay, I'm ready.

Adrian gets her coat from the closet... She moves to the  
door.

Paulie opens the door and gives Rocky an encouraging smile.

ROCKY

(low)

What's ya sister like to do?

PAULIE

Bowl.

34 INT. BOWLING ALLEY RESTAURANT - NIGHT

The couple now sit in a pizza parlor at the bowling alley. In the b.g., BOWLING PINS CRASH LOUDLY. They have nearly completed their pizza. Rocky is trying his best to impress her with his brains. It is not working well.

ROCKY

... Don't you need to go to a special school to work with so many animals?

Adrian shakes her head no.

ROCKY

Sorry, I didn't hear ya.

ADRIAN

(very soft)

I only went to high school.

ROCKY

How d'you like workin' with the puppies?

ADRIAN

Fine.

ROCKY

How 'bout the snakes?

Adrian remains silent.

ROCKY

Scary?

ADRIAN

Not really... Can I ask you a question?

ROCKY

A question? -- Absolutely.

ADRIAN

Why do you fight?

ROCKY

... Ah, because I can't sing or dance.

Adrian and Rocky smile and he devours the remaining slice of pizza.

35 INT. BOWLING ALLEY - NIGHT

Rocky and Adrian are now bowling... Adrian has just completed rolling. She is excellent...

ROCKY

Nice -- Where'd ya learn this?

ADRIAN

I bowl with my brother.

ROCKY

Oh.

(standing)

Like I was tellin' ya before,  
fightin' usta be tops with me,  
but nothin' ever happened.

Rocky bowls and it careens down the gutter... It does not bother him.

ADRIAN

(warmly)

How do you mean?

ROCKY

All I wanted to prove was that I  
was a good pro.

ADRIAN

And you never got the chance?

ROCKY

I'm not cryin'... I still fight.  
Do it like a hobby.

ADRIAN

That makes me feel bad.

ROCKY

(laughs)

Hey, don't you feel bad -- I  
feel bad enough for both of us  
-- Besides I'm a southpaw.  
Most people won't fight a  
southpaw.

Adrian smiles and sips her beer... Rocky bowls again. He  
knocks down two pins.

ROCKY

Things probably worked out for  
the best, right?

(CONTINUED)

35 CONTINUED:

ADRIAN

(standing)

But you never had a chance to prove that.

ROCKY

That's very true.

Rocky removes two crumpled photos from his wallet.

ROCKY

(with pride)

... That's me fightin' Irish Charlie Flynn -- An' that's Big Baby Crenshaw, I lost, but it's a nice picture... Oh, I'm in your way.

Adrian picks up a ball and is about to roll... Rocky steps behind her.

ROCKY

... I hit hard, real hard, but I was too small. My arms were too short -- I got hit a lot, an' bled -- After some fights I was a mess. Besides, nobody wants to fight a southpaw -- I better sit down an' let ya roll.

Rocky sits. Adrian rolls and scores a strike. She returns to the table.

ROCKY

You're great -- Y'know how I got started in fightin'?

ADRIAN

By accident?

ROCKY

Not quite -- my ol' man, who was never heavy upstairs...

(taps his temple)

... told me I wasn't born with much of a brain, so I better start usin' my body.

For the first time, Adrian laughs.

ROCKY

What's funny?

(CONTINUED)

35 CONTINUED: (2)

ADRIAN

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

Rocky laughs and rolls. He faces Adrian.

ROCKY

Ya sure we didn't have the same mother an' father?

Rocky's ball travels halfway down the lane and slides into the gutter.

36 EXT. STREET - NIGHT

Rocky and Adrian move down a neighborhood street... She seems more relaxed than she's been the entire evening.

ADRIAN

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

ROCKY

-- Fightin' is a stupid racket. Ya gotta be a little soft to wanna be a fighter... It's a sport where ya almost guaranteed to end up a bum.

ADRIAN

I don't think you're a bum.

ROCKY

I'm gettin' there, who am I kiddin' -- Right now I'm at least half a bum. Yeah, fightin' is a rough racket. The rough part is the mornin' after.

ADRIAN

Morning after?

ROCKY

After a rough fight ya nothin' but a large wound. It once took me an hour to walk to the bathroom...

(MORE)

(CONTINUED)

36 CONTINUED:

ROCKY (CONT'D)

... Ya body feels broken, ya head is too heavy to hold straight, ya eyes are swollen shut, can't make a fist, even ya hair feels bruised. It's a terrible sport.

ADRIAN

Why do you do it?

ROCKY

(pause)

... 'Cause I can't sing and dance.

37 INT. TRAIN STATION - NIGHT

The couple now walk through the old mammoth 30th Street train station.

ROCKY

How come ya never talked to me before?

ADRIAN

I'm not sure.

ROCKY

'Cause you're very shy, ain't ya?

ADRIAN

A little.

ROCKY

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

ADRIAN

It doesn't bother me, either.

ROCKY

Then why did I bother bringin' it up? 'Cause I'm dumb, that's why. Ain't this place great?

ADRIAN

It's beautiful.

ROCKY

This place probably has the best a capella echo in the world.

(CONTINUED)

37 CONTINUED:

Rocky cups his hands and sings a line from the record, "I Only Have Eyes For You."

ROCKY

(singing bass)

'Shee blup blup -- Ooo shee blup blup.'

(singing high)

'My love must be kind of a blind love, I can't see anyone but you.'

ADRIAN

(delighted)

I love that song.

They both ignore the passers-by that stare rudely.

ROCKY

Now you sing the high part.

ADRIAN

No, I couldn't.

ROCKY

C'mon, take a chance - 'Shee blup blup -- Ooo shee blup blup.'

ADRIAN

(sourly)

'Our love must be kind of a blind love --'

ROCKY

Terrific!

ADRIAN

Really?

ROCKY

Oh, yeah! -- You have a future in a capella.

ADRIAN

I better practice before my next concert.

Rocky smiles and they move towards the side exit... Rocky observes a derelict sleeping on a bench... Rocky's face reveals a slight but true hint of fear.

ADRIAN

What's wrong?

(CONTINUED)



37 CONTINUED: (2)

ROCKY

... I gotta tell ya somethin'.  
The one thing I'm afraid of in  
this world is endin' up a bum  
on a bench.

Adrian senses Rocky's slight depression and rescues the  
moment.

ADRIAN

I thought you said you couldn't  
sing.

Rocky's face lights up and they move off.

38 EXT. STREET - NIGHT

Rocky and Adrian stroll though his neighborhood. They  
pass a group of men. They are DINO, Tony, BOBBY and  
PHIL who were singing a capella the night before... They  
are high.

TONY

Yo, Rock -- Where ya been?

ROCKY

(shrugs)  
... Bowlin' an' strollin'.

Dino, the most drunk and chunky member of the group steps  
forward.

DINO

Since when did you buy a dog?

ROCKY

... What dog?

The men look at Adrian and laugh.

DINO

He don't know whether to kiss  
her or curb her.

The veins in Rocky's neck bulge.

ROCKY

You owe an apology.

DINO

(slurring)  
Shove it -- Hey, Rover!

(CONTINUED)

38 CONTINUED:

ROCKY

Lighten up, huh.

Dino shoves Rocky.

ROCKY

Y'know, everybody wants to fight me today.

Another member of the group, Bobby steps between them.

BOBBY

Yo, Rocky, we're doin' some drinkin' here. We're ya friends -- Whatta ya say, Rock -- Let's sing.

DINO

(bellowing)

I say ya nothin'!

ROCKY

What's with him?

BOBBY

(low)

... He was laid off today.

TONY

How 'bout forgettin' what was said 'bout the broad.

ROCKY

It's forgotten -- But I don't want you guys puttin' the needle to my girlfriend no more.

When Adrian hears the word girlfriend, she gets dizzy with pride... Nobody has ever defended her before.

Rocky approaches Adrian and gently touching her elbow guides her away.

39 INT. ROCKY'S APARTMENT - NIGHT

Rocky and Adrian enter his one room apartment... She is nervous and taken aback by the bleakness of the room... Everything is worthless.

ROCKY

Would you care for some water or somethin'?

(CONTINUED)

39 CONTINUED:

ADRIAN

... No thanks.

Rocky turns on his cheap RECORD PLAYER... He moves to the turtle bowl.

ROCKY

Here's the guys I was tellin' you about --

(grabbing a turtle)

-- This one is 'Cuff' an' the other's named 'Link.'

ADRIAN

D'you have a phone?

ROCKY

(slightly embarrassed)

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

ADRIAN

My brother. I want to let him know where I am.

ROCKY

(lame joke)

Time to go bowlin'?

ADRIAN

What?

ROCKY

Nothin' -- D'you really wanna call?

ADRIAN

Yes, I do.

ROCKY

You sure?

ADRIAN

Yes.

ROCKY

Why? Habit?

ADRIAN

I don't know.

(CONTINUED)

39 CONTINUED: (2)

ROCKY

I'll call your brother.

Rocky flings open the window and bellows like a foghorn.

ROCKY

!!Yo, Paulie -- Ya sister's okay!  
I'll call ya again later.

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

ROCKY

What's the matter? Ya don't like  
the apartment?

ADRIAN

It's fine.

ROCKY

It's only temporary.

ADRIAN

It's not that --

ROCKY

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

ADRIAN

I don't think I belong here.

ROCKY

It's okay.

ADRIAN

No, I don't belong here.

ROCKY

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

ADRIAN

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

ROCKY

(gesturing)  
You picked a beauty to start with.

ADRIAN

I'm not sure I know you well enough  
-- I'm not comfortable.

(CONTINUED)

39 CONTINUED: (3)

ROCKY

Yo, I'm not comfortable either.

ADRIAN

(standing)

I should leave.

ROCKY

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

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

ROCKY

(softly)

Would you take off your glasses?

ADRIAN

(dumbstruck)

What?

ROCKY

The glasses... Please.

She awkwardly removes the glasses and clutches them tightly.

ROCKY

Much better -- You've got nice  
eyes.

ADRIAN

(timidly)

... T-thank you.

ROCKY

Would you do me another favor?

ADRIAN

... What?

ROCKY

Could ya let the hair down?

ADRIAN

Why are you doin' this?

ROCKY

(almost a whisper)

... 'Cause I want ya to be my  
girlfriend.

After a moment Adrian lowers her hair... She is becoming  
rather pretty.

(CONTINUED)

39 CONTINUED: (4)

ROCKY

A movie star.

ADRIAN

Don't tease me.

ROCKY

... I like ya too much to tease.

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

ROCKY

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

Rocky softly kisses the woman... Her arms hang limp. He puts more passion into the kiss and she starts to respond. Her hand glides like smoke up his back. She embraces his neck. The dam of passion erupts. She gives herself freely for the first time in thirty years.

40 EXT. GOLDMILL'S GYM - DAY

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

41 INT. GOLDMILL'S GYM - DAY

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

Chico, the young lightweight, steps out of the locker room and sees Rocky... His dark face explodes.

CHICO

Hey, man -- What happened?

ROCKY

'Bout what?

Mickey Goldmill steps out of his office...

(CONTINUED)

41 CONTINUED:

MICKEY

Did ya get the message, kid?

ROCKY

No; message -- what message?

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

MICKEY

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

ROCKY

Ya puttin' me on?

MICKEY

Here's the card.

ROCKY

When was they here?

MICKEY

'Bout an hour ago.

ROCKY

Bet they're lookin' for sparrin' partners for Creed.

MICKEY

... I said that before.

ROCKY

Spar with a Champion -- I'd do it for free!

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

MICKEY

A waste of life.

42 EXT. SKYSCRAPER - DAY

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

43 INT. OFFICE BUILDING - HALL - DAY

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

44 INT. JERGENS' PRODUCTIONS - DAY

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

SECRETARY

May I help you?

Rocky hands her the business card.

SECRETARY

Your name, please?

ROCKY

Balboa, Rocky Balboa.

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

The Secretary returns.

SECRETARY

You may go in.

Rocky collects himself and enters...

45 INT. JERGENS' OFFICE - DAY

Miles Jergens warmly greets him.

JERGENS

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

ROCKY

... Thanks.

JERGENS

Mr. Balboa --

ROCKY

(overriding)

Rocky.

JERGENS

Rocky, do you have any representation?  
A manager?

(CONTINUED)



45 CONTINUED:

ROCKY

No -- just me.

JERGENS

Rocky would you be interested in --

ROCKY

Sparrin'?

JERGENS

Excuse me?

ROCKY

I know you're promotin' an' need sparrin' partners -- I'm very available.

JERGENS

I bet you are.

ROCKY

Absolutely -- Sparrin' with the champ would be an honor -- I'd like to be involved in this fight any way I can -- y'know what?

JERGENS

What?

ROCKY

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

Jergens seems very amused. He lights a cigar.

JERGENS

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

ROCKY

... Like I said, I believe I would be a boss sparrin' mate.

JERGENS

Did you hear what I said?

ROCKY

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

(CONTINUED)

45 CONTINUED: (2)

JERGENS

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

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

ROCKY

Ah, I think I -- I think I could... Ah... I'm very available.

The SCENE FADES and becomes a black and white television.

46 INT. PAULIE'S APARTMENT - NIGHT

Rocky and Adrian are at her home watching an old black and white television... They see Rocky and the champion, Creed, signing the contract. After signing, Apollo playfully shakes his fist under Rocky's nose. Rocky smiles... The film now cuts to Apollo being interviewed.

REPORTER #1

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

APOLLO

I like my Philadelphia Brothers. An' I'm patriotic! Two hundred years ago this town wuz hot -- Don't yo' read history? An' January first it's gonna be hot again.

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

APOLLO

(mock seriousness)

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

The Reporters laugh.

(CONTINUED)

46 CONTINUED:

REPORTER #2

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

APOLLO

That's how much you know -- If history proves one thing, everybody has a chance -- Didn't yo' all ever hear of, David an' Goliath? -- 'Course I woulda knocked out Goliath.

REPORTER #3

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

APOLLO

White?!! I thought he wuz a albino colored person.

REPORTER #1

What're your feelings about the challenger?

APOLLO

He's a good local boy -- I hear he's Italian.

REPORTER #1

What does that mean?

APOLLO

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

Rocky and Adrian laugh at the interview... Paulie, her brother, take offence.

PAULIE

Do me a favor -- His lungs, punch them out.

ROCKY

Yo, relax.

ADRIAN

Paul, please.

(CONTINUED)

46 CONTINUED: (2)

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

REPORTER #2

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

ROCKY

Feel? I dunno... Happy.

REPORTER #2

How will you fight Apollo Creed?

ROCKY

Ah -- The only way I know how.

REPORTER #3

How's that?

ROCKY

(softly)

With my hands.

REPORTER #1

Where did you get the name, 'Italian Stallion?'

ROCKY

Went to a rodeo 'bout nine years ago an' stepped in a pile of hot horse.

REPORTER #2

Is it true the most you've ever made in a prizefight is six hundred dollars?

ROCKY

Five hundred.

REPORTER #2

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

ROCKY

Ah, it's very long bread. Listen, I wanna say hi to my girlfriend -- Yo, Adrian Klein!

Adrian blushes and laughs.

(CONTINUED)

46 CONTINUED: (3)

ADRIAN  
Oh, Rocky!

PAULIE  
(dry)  
Christ.

ADRIAN  
You didn't!

ROCKY  
Sure I did. You heard.

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

COMMENTATOR  
A Bi-centennial Fight -- January  
first. It will be the first  
sporting event on our two  
hundredth birthday and is already  
being called by many the greatest  
mismatch in sports history.

(sarcastically)  
What is a Rocky Balboa? At the  
State Athletic Commission, Larry  
Duggan reporting.

PAULIE  
(irate)  
The guy's a friggin' moron.

ADRIAN  
Why don't you stop.

PAULIE  
Yo, mouth -- if ya don't like it  
go in the kitchen an' close the  
door -- Yo, Rock -- now ya'll be  
lookin' for people to help, right?

ROCKY  
Help what?

PAULIE  
Y'know, to help train ya an' keep  
ya livin' clean -- Y'know, ya'll  
be needin' people to get involved  
with ya life.

ROCKY  
I'll do okay.

(CONTINUED)

46 CONTINUED: (4)

PAULIE

Ya gotta have a guy help ya exercise.  
Ya need a guy to rub ya down, a guy  
to get ya food on time, mebbe  
somebody to be standin' by with a  
towel when ya need it... Ya need a  
guy to even run errands, y'know.

ROCKY

Hey, who cared about me yesterday,  
huh? Nobody -- No, I think I'm  
gonna train myself.

PAULIE

Without havin' good people around  
ya I don't think ya have a good  
chance.

Adrian is not happy with her brother's overbearing atti-  
tude. She faces him.

ADRIAN

Einstein flunked out of school...  
twice.

47 INT. HALLWAY OF PAULIE'S APARTMENT - NIGHT

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

ROCKY

See ya tomorrow.

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

ROCKY

How'd ya like hearin' ya name on  
TV?

ADRIAN

I dunno -- I was shocked.

ROCKY

It sounded real nice.

ADRIAN

Why did you do that?

ROCKY

C'mon, you know why.

(CONTINUED)

47 CONTINUED:

ADRIAN

What time should I expect you?

ROCKY

'Bout seven.

ADRIAN

I'll be waiting.

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

ROCKY

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

ADRIAN

Yes.

ROCKY

It did.

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

48 INT. PAULIE'S APARTMENT - DAY

Adrian re-enters the apartment. Paulie is in the kitchen rummaging through the icebox. He appears tense.

Adrian enters.

ADRIAN

Do you want something to eat?

PAULIE

Ya mean ya feel like doin' a good deed? I tell ya what ya can do. Get outta my life.

ADRIAN

What's wrong? Did I do something wrong?

Paulie waves her away and with mounting aggravation digs into the cluttered icebox.

(CONTINUED)

48 CONTINUED:

ADRIAN

I don't remember saying anything  
wrong.

Paulie begins placing assorted foods on the table.

PAULIE

(contained anger)

That's right, Adrian, you din't  
say nothin' -- where's the  
goddamn bread!

Adrian nervously steps forward and reaches into the  
icebox and retrieves a sorry-looking loaf of bread.  
She places it on the table.

Paul begins making himself a large sandwich, but his  
body language indicates great inner turmoil.

PAULIE

You an' Rocky gettin' along okay?

ADRIAN

... Yes.

Paulie continues to construct the sandwich. Adrian  
lowers herself to a chair.

ADRIAN

Can I do that for you?

PAULIE

I'll do for myself. What do you  
talk about when ya alone?

ADRIAN

Different things.

PAULIE

Anything about me?

ADRIAN

No.

Paulie's hand tightens around the sandwich and he smashes  
it against the wall.

PAULIE

See! Ya makin' me so sick inside  
I can't eat!! Ya makin' me act like  
an animal!

(CONTINUED)



48 CONTINUED: (2)

Paulie stands and as a gesture of frustration grabs the icebox and shakes it. He cools down and speaks softly.

PAULIE

I got ya both together. Couldn't ya put in a good word for me -- say somethin' good so maybe I could get involved with this fight -- But you don't think like that, do ya? I wouldn't even mind carryin' the towels, but ya don't even think about puttin' in a good word. Go to bed, Adrian.

ADRIAN

I'm sorry.

Adrian rises and exits the room. Paulie slumps into his chair and looks off into space.

49 INT. GAZZO'S CAR - NIGHT

The Bodyguard drives. Gazzo is in the front seat, Rocky in the back.

ROCKY

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

GAZZO

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

ROCKY

I feel bad about walkin'.

GAZZO

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

ROCKY

A few bucks.

Gazzo takes out a wad and peels off several bills.

GAZZO

Five hundred -- Pay me back when ya can.

(CONTINUED)

49 CONTINUED:

ROCKY

With vig?

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

The car pulls over to the curb and stops.

50 EXT. STREET - NIGHT

GAZZO

(smiles)

No interest -- Now you gonna win?

ROCKY

I'm gonna try.

Rocky opens the rear door and gets out.

GAZZO

Do me a favor.

Gazzo pats the fighter's shoulder.

GAZZO

Drink that eightball's blood.

The car pulls away leaving Rocky on the sidewalk.

51 INT. GAZZO'S CAR - NIGHT

BODYGUARD

The nigger'll bury him.

52 INT. ROCKY'S APARTMENT - NIGHT

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

ROCKY

Soon you punks'll be eatin' steak.

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

(CONTINUED)

52 CONTINUED:

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

MICKEY

(stiffly)

I seen the light. I figure somebody was home.

ROCKY

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

Rocky tosses soiled clothing off a mangled arm chair.

ROCKY

Best seat in the house -- Hey, Mick, this is too much.

MICKEY

How do you mean?

ROCKY

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

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

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

ROCKY

Ya had to come on the maid's day off, right?

MICKEY

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

ROCKY

For sure.

MICKEY

What's happened is freak luck.

ROCKY

Freak luck for sure.

(CONTINUED)

52 CONTINUED: (2)

MICKEY

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

ROCKY

(uneasy)

Freak luck is a strange thing.  
Want some water?

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

MICKEY

Whatta' those?

ROCKY

Turtles -- domestic turtles.

MICKEY

(businesslike)

Anyway -- I'm here tellin' ya  
to be very careful with this  
shot. It don't come again.  
You need the best trainin' and  
advice you can get.

ROCKY

I'll try an' get it.

Mickey looks hard into Rocky's eyes.

MICKEY

You need a manager. An advisor.  
Fifty years in the business, I  
am. I've done it all, there  
ain't nothin' about pugilism  
that ain't up here.

He lights a half-smoked cigar.

ROCKY

(at a loss)

Fifty years, huh.

(CONTINUED)

52 CONTINUED: (3)

MICKEY

(stronger)

Fifty years. My rep is known.  
A good rep can't be bought,  
but I don't have to tell you that.

ROCKY

You're a known person, Mick --  
want some water?

MICKEY

No -- Rocky, d'ya know what I done?

ROCKY

(uneasy)

What?

MICKEY

(driving each  
word hard)

I've done it all.

ROCKY

Yeah.

MICKEY

I've seen everything. Believe  
what I'm tellin' ya -- I even  
seen Firpo knock Dempsey outta  
the ring in 1923, September 14.

ROCKY

(softly)

Ya got a good mind for  
rememberin' dates.

Mickey deafly continues, becoming more engrossed every  
second.

MICKEY

New Years Eve, 1952 -- I seen the  
only time Jake LaMotta's legs give  
way under a Danny Nardico right  
... Jake the Bull... And, Kid, I  
think Marciano woulda beat the  
whole German Army in his prime.  
Christ, I remember that bastard.  
Stay outta small planes.

Rocky points to his most prized possession.

(CONTINUED)

52 CONTINUED: (4)

ROCKY

There's his picture.

MICKEY

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

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

ROCKY

Really think so?

MICKEY

Ya got heart.

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

MICKEY

Christ, I know this business.  
Rocky, I even remember when the  
middleweight jinx began -- startin'  
with Stanley Ketchel. Shot dead in  
1910. Shot he was. Harry Greb an'  
Tiger Flowers dyin' from bad eye  
operations -- quack bastards. Billy  
Pape, suicide in '36. Kid McCoy  
in '40... Al 'Bummy' Davis, a  
personal friend, almost let me  
handle him once. Killed in a  
Brooklyn Bar in '45... Cerdan,  
Sands, Don Lee, Bobby Horn takin'  
by way of freak accidents. Turpin  
shot in '66. Rocky, I got knowledge.  
I wanna give that knowledge to you.

Rocky rises and absently begins toying with the turtles.

ROCKY

(quietly)

I needed ya ten years ago, Mick.

MICKEY

Respect, I always treated ya with  
respect.

ROCKY

Didn't need respect -- I needed  
coachin'.

(CONTINUED)

52 CONTINUED: (5)

MICKEY

I always knew ya had heart. I  
give ya a locker when ya needed  
it. I never charged ya.

ROCKY

Ya gave it to Dipper.

MICKEY

(almost beggin)

Rocky, I'm askin' man to man.  
I wanna be ya manager.

ROCKY

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

MICKEY

I know more than anybody in Philly.  
You can't buy what I know! Ya  
can't. Ya need critical eyes --  
eyes like mine. I've seen it all!

ROCKY

Mick, I gotta take my shot alone.  
Can ya understand that?

MICKEY

Please, kid.

ROCKY

(tightly)

What ya doin' ain't right. Ten  
years ago ya coulda helped me  
along. Ya didn't. Whatever I  
got, I always got on the slide.  
This title shot's no different.  
I didn't earn nothin' -- I got  
it on the slide.

MICKEY

If you wanted my help, why didn't  
ya ask? Just ask.

ROCKY

I asked but ya never heard nothin'!

Mickey's strength seems to wane with every second. The  
old man slips to the floor. Mickey kneels in front of  
Rocky, yet maintains a look of rigid dignity.

(CONTINUED)

52 CONTINUED: (6)

MICKEY

Fifty years in the business, an'  
I never had a winner. Rocky,  
I'm seventy-nine years old.  
Your shot is my last shot.

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

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

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

53 EXT. STREET OF ROCKY'S APARTMENT - NIGHT

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

54 INT. ROCKY'S APARTMENT - PRE-DAWN

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

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

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

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

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

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

Two garbage men stop hoisting cans to watch him pass.



## 56 EXT. STAIRS - DAWN

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

## 57 EXT. CITY HALL - DAWN

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

Rocky forces himself to begin running again.

## 58 EXT. ELEVATED TRAIN STATION - DAWN

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

## 59 EXT. DOCKS - DAWN

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

## 60 EXT. EASTERN PACKING CO. - DAWN

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

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

## 61 INT. SHIPPING OFFICE - DAY

PAULIE

How ya feelin'?

ROCKY

(panting)

The juice is flowin'.

(CONTINUED)

61 CONTINUED:

PAULIE  
I got whiskey here.

ROCKY  
Don't need it -- I'm feelin' good.

Rocky notices TWO PUERTO RICANS lounging in the shipping office. Paulie and Rocky enter.

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

JOSE  
(heavy accent)  
Good luck -- Yo' kill him, man.

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

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

62 INT. FREEZER - DAY

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

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

ROCKY  
Gazzo's a good man.

PAULIE  
How 'bout you talk to 'em about  
me?

(tightly)  
Please do me that favor.

ROCKY  
Keep this job, ya eat better.

(CONTINUED)

62 CONTINUED:

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

PAULIE

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

ROCKY

Whatta you think?

PAULIE

Ain't sure, what's the story?

ROCKY

What?

PAULIE

The story -- what's happenin'?

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

PAULIE

Ya really like her?

ROCKY

Sure I like her.

PAULIE

(nervous laughter)

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

ROCKY

I dunno -- she fills gaps.

PAULIE

What gaps?

ROCKY

(shrugs)

She got gaps. I got gaps -- together we fill the gaps.

PAULIE

(sharply)

You ballin' her?

ROCKY

Don't talk like that about ya sister.

(CONTINUED)

62 CONTINUED: (2)

PAULIE

(tersely)

C'mon, ya screwin' her?

Rocky looks him hard in the eye.

ROCKY

(a threat)

Cold in here, ain't it?

Paulie gets the point. He steps forward and slams his fists in a hanging beef.

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

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

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

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

PAULIE

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

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

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

PAULIE

We do that to Creed an' they'll  
take us to jail for murder.

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

Paulie hands him a package of beef.

PAULIE

Five pounds fresh choice. Enjoy.

ROCKY

Thanks.

(CONTINUED)

62 CONTINUED: (3)

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

63 INT. PAULIE'S APARTMENT - DAY

Before Rocky can knock, the door opens. Adrian is fully dressed and looking pretty.

ADRIAN

I heard you coming.

Rocky kisses her and hands over the meat.

ROCKY

Good man your brother.

Without delay Adrian goes to the kitchen. The table is set. She places two large slabs of meat in the pan.

ADRIAN

Rocky, can you eat all this?

ROCKY

All of it, yeah.

Adrian kisses Rocky on the cheek. He recoils.

ROCKY

No foolin' around during trainin'.

ADRIAN

Really?

ROCKY

That's the way it is.

ADRIAN

I understand.

Adrian sprinkles spices on the steak and turns to Rocky and kisses him again. It is a more intense kiss.

ROCKY

Ya, no sex durin' trainin' -- understand -- ya got to be strong, ya know.

ADRIAN

Sure.

(CONTINUED)

63 CONTINUED:

Adrian kisses him playfully. Rocky responds. He looks at the meat.

ROCKY  
Will that steak keep?

Adrian nods yes.

ADRIAN  
Sure, it won't go bad in five minutes.

ROCKY  
Five minutes!

ADRIAN  
All right, ten minutes.

ROCKY  
Whatta you sleep with, a stop watch?

ADRIAN  
Nothing wrong with being fast, Rocky. Just think if there was a fire, you'd be saved for sure.

ROCKY  
Oh, are you gettin' dirty...  
Now ya better put the steak in the freezer.

ADRIAN  
(overriding)  
Plan on setting a world's record?

Adrian places the meat in the freezer and Rocky grins.

64 INT. GOLDMILL'S OYM - DAY

Goldmill's Gym is filled to capacity. The NOISE IS DEAFENING. Rocky pounds a heavy bag. Mickey steps forward and removes a piece of string from his pocket.

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

(CONTINUED)

64 CONTINUED:

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

MICKEY

Tie it to both ankles -- Leave two feet of slack.

ROCKY

I never had good footwork.

Mike completes the task.

MICKEY

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

MIKE

You'll be a very dangerous person.

Two young boys in street clothes interrupt Mickey.

BOY

Rocky, could we have your autograph?

ROCKY

... Sure.

MICKEY

(irate)

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

The boys depart.

ROCKY

Yo, Mickey --

MICKEY

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

Mike looks off across the gym.

MIKE

... we got visitors.

(CONTINUED)

64 CONTINUED: (2)

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

MICKEY  
(approaching)  
Can I help you guys?

REPORTER  
(to Cameraman)  
Set the camera up over there.  
(to Mickey)  
We're from Channel Seven --  
Covering the pre-fight training.

MICKEY  
I own the place.

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

SOUND MAN  
Rolling here.

CAMERAMAN  
Speed here.

REPORTER  
(to the camera)  
We're here at Goldmill's Gym --  
A Philadelphia landmark of sorts  
since 1929 -- The stench of toil  
permeates every corner. The sweat.  
A trademark of a unique profession...  
Yet, the most unique fixture is an  
unknown heavyweight named The  
Italian Stallion, Rocky Balboa.

The camera turns to Rocky.

ROCKY  
(to Mickey)  
Should I do this?

Mickey nods and Rocky faces the glaring lights.

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

(CONTINUED)



64 CONTINUED: (3)

ROCKY

... People talk to me more.

REPORTER

How're you preparing for this  
Bicentennial bout?

Chico the lightweight yells out:

CHICO

He reads fuckin' history books,  
man!

The gym explodes with laughter.

REPORTER

(flushed)

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

ROCKY

(honestly)

Apollo's a great fighter.

REPORTER

Do you feel you have a chance?

ROCKY

Maybe --

He faces Mickey. Mickey whispers in his ear.

ROCKY

I'll tear his head off.

REPORTER

Do you have anything derogatory to  
say about the Champion?

ROCKY

Derogatory? Yeah, he's great.

Apollo Creed and his entourage enter the gym.

APOLLO

(bellowing)

I am the Champion of the World!!

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

(CONTINUED)

64 CONTINUED: (4)

APOLLO

(approaching Rocky)

I am gonna take this man an' whup  
him good -- I'm gonna whip you  
like butter an' smear you around  
that ring!

Rocky is dumbfounded by Creed's electric presence.

APOLLO

(to the cameras)

This fight is gonna be a classic!  
This fight is gonna go down in  
history -- the Bicentennial fight!  
January first I'm gonna put this  
man in orbit. I'm gonna be the  
first man to bounce another man  
offa Pluto!!!

Dipper, the black heavyweight contender, stands in the  
far ring. The attention Rocky receives makes him a  
killer... he faces his trainer.

Apollo is animated and gathering steam.

APOLLO

I'm young -- Fast! I'm movin' on  
into the twilight zone -- I'm so  
fast I get speedin' tickets just  
walkin' down the street!

Everyone laughs, including Rocky... Dipper meanders across  
the room like a large snake. He brushes people aside and  
comes up behind Rocky. He nudges him... Rocky thinks it's  
an accident and ignores it.

Dipper nudges it harder... Rocky looks questioningly.

DIPPER

(purposely loud)

Ya nothin', boy!

Apollo stops his sales pitch in mid-sentence... the tele-  
vision crew snaps around towards Dipper.

DIPPER

That's right -- I say ya nothin'!

MICKEY

What's happenin' here?

(CONTINUED)

64 CONTINUED: (5)

DIPPER

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

ROCKY

(dumbstruck)

Yo', Dipper, why're ya --

DIPPER

(shaking his fist)

Spar me in front of these here TV dudes -- I knock ya ass to Jersey!

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

MICKEY

(to Dipper)

You can forget about sparring, kid.

DIPPER

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

MICKEY

(almost apologetically to the crew)

Why let Rocky here take a chance on cuttin' or breakin' a hand? -- Take a shower, Dipper.

DIPPER

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

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

DIPPER

(insanely)

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

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

(CONTINUED)

64 CONTINUED: (6)

MIKE

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

MICKEY

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

DIPPER

Yo' yellow, old man.

MICKEY

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

Dipper suddenly steps forward and slaps Rocky very hard across the side of the head... The gym becomes stone cold. Dipper is in total command and enjoying every moment of it.

DIPPER

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

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

MICKEY

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

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

Mike jumps forward.

MIKE

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

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

(CONTINUED)

64 CONTINUED: (7)

DIPPER

... Now, boy, kiss my feet.

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

DIPPER

(almost a whisper)

... Kiss'em.

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

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

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

MICKEY

The kid's got cannons -- Print that.

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

65 EXT. GOLDMILL'S GYM - DAY

Apollo hurries down the steps to the street. He has been flustered, frightened and inconsolably aggravated.

His voice is now a piercing shrill.

APOLLO

Man, I come here to do publicity, not get killt!

BODYGUARD

Right on, Bro'.

APOLLO

(inflamed)

Don't need nothin' -- I'm a millionaire! I got the future! I ain't got no time to get jived in no dirty gym! -- I know kings -- I mix with royalty!

(CONTINUED)

65 CONTINUED:

BODYGUARD

Shouldn't of come here, bro'.

APOLLO

I come to do publicity! But I ain't gonna stand in no dirty gym an' maybe get hit upside the head -- Them boys ain't got nothin' to lose -- I'm priceless, man!

Apollo and his crowd pile into the limousine and it speeds off.

66 INT. MICKEY'S OFFICE - DAY

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

MICKEY

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

They both watch the flickering images.

MICKEY

See how he plays sometimes -- Not smart. Drives his cornermen crazy. Nobody knows his next move -- Him included.

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

MICKEY

Killer instinct -- Ya both got the killer touch. Interestin'. See that! -- Right-cross combination. Beautiful, but no steam -- You've got the power... rip the body. Then uppercut.

They watch more action.

(CONTINUED)

66 CONTINUED:

MICKEY

You've got the power to cut him inside... See how he's talkin' to the other fighter -- Whenever a fighter talks, charge 'em, when he talks it means his mind ain't on defense...

On Mickey's voice and Rocky staring transfixed at the images projecting on the wall...

FADE OUT.

FADE IN:

67 EXT. EASTERN PACKING COMPANY - DAWN

It is early morning and as usual Rocky jogs to the meat-house. He is stopped short when he notices several television news vans parked out front. He enters the meathouse and is accosted by several reporters and men with mini-cameras.

Rocky ignores the chattering reporters and immediately looks around for Paulie. He sees Paulie on the other side of the room and they both cross at the same time.

PAULIE

Yo, Rock. I made a few phone calls and thanks to me you are going to be a celebrity.

ROCKY

I ain't here to be a celebrity, I'm here to smack meat. Paulie, what do these guys want?

PAULIE

They just want to see you train.

At this moment Rocky is nearly pounced upon by a TV COMMENTATOR who faces him towards a mini-camera.

TV COMMENTATOR

Heavyweight challenger Rocky Balboa has an unusual method of training and in a moment he is going to demonstrate it for our viewing audience -- But first, Rocky, how did you ever come to train in an icebox?

(CONTINUED)

67 CONTINUED:

ROCKY

Ah -- Ah, I don't train here all the time, but my buddy, Paulie, let me in one day and I hit a piece of meat an' liked it -- An' since I become a challenger, the owner don't mind neither.

COMMENTATOR

Would you give us a demonstration?

ROCKY

... Sure.

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

ROCKY

I'm ready for Creed.

68 INT. APOLLO'S HOTEL ROOM - DAY

Apollo Creed sits in his plush apartment watching Rocky's bloody exhibition on the news... Everyone present is joking about Rocky's ridiculous training methods... Creed looks at the screen somberly and appears very concerned.

69 INT. EASTERN PACKING COMPANY - DAY

The meathouse has now been deserted by the news media. Rocky confronts Paulie.

PAULIE

I thought I was doing you a favor.

ROCKY

Look, do me a favor in other ways, I mean I was embarrassed in front of all these guys.

PAULIE

I just want to get, you know, a little involved, you know.

ROCKY

... yeah.

(CONTINUED)



69 CONTINUED:

Rocky takes a parcel of meat out of Paulie's hand and jogs away... Paulie looks hurt and returning to the meathouse he removes a flask from his rear pocket.

70 EXT./INT. ROCKY'S APARTMENT BUILDING - SUNSET

Near sunset Rocky jogs up to his apartment... Entering the building he stops short. Adrian comes INTO VIEW.

ROCKY

(weary but cheerful)

Yo!

ADRIAN

Yo!

As Rocky approaches he sees a gigantic bull-necked mongrel curled against the staircase... The dog sees Rocky and:

ROCKY

Hey, Butkus! What's he doin' here?

ADRIAN

To keep you company when you run.

ROCKY

This a gift? The owner never came back?

ADRIAN

He's yours if ya want'im.

ROCKY

What's he eat?

ADRIAN

I'd say just about anything he wants.

ROCKY

Yo, Butkus -- Wait till the turtles see this monster.

ADRIAN

(enjoying the moment)

Let's go in an' I'll show you the next surprise.

## 71    INT. ROCKY'S APARTMENT - NIGHT

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

ADRIAN

Don't you open them anymore?

ROCKY

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

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

ADRIAN

Like?

ROCKY

Pretty -- Real nice.

ADRIAN

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

ROCKY

No... Nice.

Adrian pulls out a small Christmas wreath... Rocky smiles. His eyes show what he feels for this woman.

Adrian pulls out a T-shirt. She unfolds the garment... stenciled across the front is "WIN, ROCKY, WIN." Rocky smiles, but behind the smile is uncertainty. Adrian pulls out a smaller shirt for herself.

ADRIAN

I thought it might be cute.

ROCKY

It's real nice...

Rocky smiles and takes the shirt.

## 72    INT. GOLDMILL'S GYM - DAY

Rocky pounds the heavy-bag with fierce determination... Mickey approaches with a bald man of fifty.

(CONTINUED)

72 CONTINUED:

MICKEY

This is our cut-man -- Benny  
Saperstein.

Rocky is so engrossed in his workout he quickly nods and smiles and continues his ever increasing, grueling training.

MICKEY

(to Benny)

... He's gonna do it.

ROCKY

I'm gonna do it!

73 EXT. STREET - PRE-DAWN

Rocky is running at pre-dawn... For extra weight he carries his dog cradled in his arms. He pauses at a storefront window and does a few seconds of shadowboxing... The dog barks... he lifts the dog and continues.

74 EXT. EASTERN PACKING COMPANY

Rocky dashes through the meathouse... he pounds the hanging beef and runs past Paulie, who hands him a package of meat.

Paulie is looking despondent... he rubs his swollen hands together. Rocky's attitude has changed and he is the picture of the possessed athlete.

PAULIE

(low)

Ya lookin' good. Ya must be  
gettin' excited.

ROCKY

... Yeah.

PAULIE

(without pride)

Did y' sister tell ya -- I might  
be put on the truck... Y'know,  
local deliveries. Glad I'm gettin'  
outta the freezer, I can't make a  
fist no more.

(smiles)

... How ya doin' with the guys at  
the gym? Got enough help?

(CONTINUED)

74 CONTINUED:

ROCKY

Yeah.

PAULIE

Ah, did ya -- ah -- ya happen to  
tell Gazzo 'bout me?

ROCKY

Gazzo's gotta come to you --  
Catch ya later.

Like a piece of machinery, Rocky runs away as his dog  
snaps at the package of meat.

Paulie rubs his sore hands and watches Rocky disappear  
from view... He takes a swig of whiskey and enters the  
hazy freezer.

75 EXT. ROCKY'S STREET - NIGHT

It is a moonless night and Paulie staggers across the  
street and enters his building. He moves up the stairs  
and stands in front of his door. He is about to enter  
when he hears Rocky and Adrian TALKING inside...

Trembling with rage, Paulie slams into the door and it  
bursts open...

76 INT. APARTMENT - NIGHT

Rocky and Adrian stand in the kitchen stunned.

Paulie stands there roaring drunk and reeking with  
hostility.

PAULIE

(slurs)

Why is he here!

ADRIAN

Who?

PAULIE

Who d'ya think? Huh? Who d'ya  
think?

ADRIAN

What's wrong?

(CONTINUED)

76 CONTINUED:

PAULIE

(to Rocky)

I want ya outta here -- Go home!  
Ya ain't my friend no more.

ADRIAN

Paul --

ROCKY

What's the matter?

PAULIE

Outta my house!

ROCKY

... It's cold outside, Paulie.

PAULIE

I don't want ya dirtying my sister  
no more.

Paulie goes into the living room closet and snatches up  
a baseball bat.

ADRIAN

Please!

PAULIE

He's shit! I don't raise ya to  
hang out with no bum.

Adrian tries to grab the bat... Paulie shoves her to the  
floor.

ROCKY

(tight)

Before you do any more, go look  
at yourself in the mirror.

Paulie resembles a raving lunatic. He raises the bat.

ADRIAN

Let's talk, Paulie.

PAULIE

Talk nothin' -- I want 'im outta  
here!

(to Rocky)

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

(MORE)

(CONTINUED)

76 CONTINUED: (2)

PAULIE (CONT'D)

(spits)

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

(spits again)

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

(spits)

I give ya meat, I give ya my  
sister, whatta ya give me, huh?!

Paulie smashes a small table with the bat.

PAULIE

An' you forget what I went through  
to give ya the best. I was ya  
mother! I always seen ya had the  
best, but did ya ever think of  
puttin' in a good word for me with  
this scumbag! Ya think I wanna  
haul meat around till I'm sixty!

Paulie smashes a large lamp with the bat.

PAULIE

Ya know how this bum makes a livin'  
-- Drinkin' blood! A wise guy -- A  
loanshark goon who bends suckers'  
legs the wrong way.

ADRIAN

... I don't believe you.

PAULIE

(barely intelligible)

He's a friggin' leg breaker!!!

(to Rocky)

-- Go on, tell her what ya do --  
Tell her how ya break bones!

ROCKY

Yo, Paulie --

PAULIE

(insanely)

You're a leg breaker!! Tell her  
it's true -- It's true, admit it!!

ROCKY

... Yeah, but --

(CONTINUED)

76 CONTINUED: (3)

PAULIE

Now what do you have to say, huh?

ADRIAN

... I think it's nice Rocky can hold two jobs at once.

The brother flares up and threatens Adrian with the bat.

PAULIE

Are you busted?!

ADRIAN

What!?

PAULIE

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

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

ROCKY

(fuming)

Hey --

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

PAULIE

(softly)

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

ROCKY

What can I do about it?!

PAULIE

Christ, I been beggin' ya for a break until I'm sick inside.

ROCKY

If I knew how ya were feelin' I woulda -- Look, what can I say? I am thinkin' the fight all the time. If you can make some money off my name, do it. Do it!

Paulie lowers the bat and looks ashamed.

(CONTINUED)

76 CONTINUED: (4)

ROCKY

... I wanna tellya somethin' --  
Ya hurt Adrian bad. Ya might  
have no respect for ya sister,  
but ya better have some respect  
for my girlfriend.

Paulie gives an "okay" look.

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

ROCKY

(softly)

... Ya wanna hear a dirty joke?

Adrian breaks into a slight laugh and exhausted laugh...  
she looks into Rocky's eyes.

ADRIAN

... Yes, I would.

77 INT. GOLDMILL'S GYM - DAY

Rocky is at the gym pounding the heavy-bag with tremendous  
energy... Micky watches and Mike holds the bag steady.

MIKE

Hit me, killer, hit me!

Rocky swings harder.

MIKE

I wanna go to the moon. Punch me  
to the moon, killer! Oh, yeah, I  
think I was just hit with lightnin'!

MICKEY

Keep ya head down, Rocky.

MIKE

(holding the bag  
tighter)

There's a thunderstorm in here --  
Hit me with lightnin'.

Rocky pounds with all his might and Mickey is smiling...

... Paulie crosses the gym and arrives at Rocky, who is  
still punching the bag.

(CONTINUED)



77 CONTINUED:

PAULIE

(quickly)

... Yo, Rock, I think I found an angle with usin' your name -- Ya mind?

ROCKY

(panting)

Use it -- Use it. How ya gettin' on with Adrian?

PAULIE

(shrugs)

... Like brother an' sister.

Paulie at Mike and Mickey:

PAULIE

You guys are doin' a fine job -- except ya oughta work his legs more.

Before Mickey can reply, Paulie is gone.

78 INT. ADRIAN'S APARTMENT -DAY

Rocky is wolfing down steaks at Adrian's. He is alone in the kitchen.

ROCKY

(to himself)

I'm going to win.

Adrian calls from her bedroom.

ADRIAN

Rocky, what do I have to do, ring a bell to get you in here?

Rocky wearily pushes his plate away and proceeds towards her room.

79 INT. GOLDMILL'S GYM - DAY

Rocky is sparring with a tall heavyweight. Mickey supervises... Rocky looks listless... Mickey is annoyed.

MICKEY

Drop lower -- That's it. Move from side to side! I said side to side, you tank!

80 INT. RUBDOWN ROOM - DAY

Mickey is supervising Rocky's rubdown... Mike is the masseur and sits astride Rocky on the table.

MICKEY

Loosen that damn neck up -- Mike,  
dig the neck.

Rocky cringes in pain.

MICKEY

While you're up there, strangle'im,  
Mike.

ROCKY

(painful laughter)

Yo!

MICKEY

Don't yo me, ya sonofabitch!  
You and that broad stay out of  
the sack! You look sloppy! If  
ya wanna lay on somethin', lay  
on ya stomach.

Everyone laughs and we:

FADE OUT.

FADE IN:

81 EXT. STREET - DAY

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

KIDS

When ya gonna knock him out?

ROCKY

(running)

Somewhere between the first and  
the fifteenth.

KIDS

Can ya punch hard?

ROCKY

Punch!

(holds out his  
right fist)

This is sure death...

(MORE)

(CONTINUED)

81 CONTINUED:

ROCKY (CONT'D)  
 (holds out his  
 left fist)  
 An' this is six months of nothin'  
 but healin'!

Rocky and the Kids turn the corner.

82 EXT. STAIRS - DAY

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

83 INT. ROCKY'S - NIGHT

It is Christmas Eve... Adrian and Rocky are watching a new portable black-and-white television. CHRISTMAS CAROLS are HEARD. A small Christmas tree stands in the corner. Several opened Christmas packages lie beneath the tree. Adrian is wearing a new bathrobe. She is curled on the couch with Rocky. Rocky's dog is curled at his feet.

Rocky's eyes look glazed... his mind far away. Adrian watches the television, but is aware of Rocky's restlessness.

ADRIAN  
 Is everything all right?

ROCKY  
 ... Ah -- I can't relax. I dunno,  
 I know somethin' ain't right,  
 y'know.

ADRIAN  
 What 's wrong?

ROCKY  
 I gotta figger somethin' --  
 (stands)  
 I gotta go out for awhile --

Rocky grabs his coat and moves to the front door.

(CONTINUED)

83 CONTINUED:

ROCKY  
(to the dog)  
... Come.

84 INT. GOLDMILL'S GYM - DAY

Rocky arrives at Goldmill's gym... he unlocks the gym's door. Rocky and the dog move through the eerie shadows of the gym. He sees the ring lit up. Little Mike is dressed in full boxing equipment and sparring with an imaginary foe.

ROCKY  
... Mike?

At first Mike does not hear him and continues fighting... Mike notices him and looks nervously at Rocky.

ROCKY  
What're ya doin'?

MIKE  
Ah, I dunno -- Exercisin' -- Yo, Rock, don't say nothin' to nobody, okay? Them creeps wouldn't understand -- I'm just suppose' to be the little guy who pulls jocks an' socks.

ROCKY  
... Ya look good out there -- I'm glad ya ain't five feet taller --

MIKE  
Yo!!!

ROCKY  
I come to look at some movies.

Mike climbs out of the ring.

MIKE  
Y'know, ya really lucky -- Can ya believe it, man, ya really fightin' for the title -- Ya really lucky.

Mike follows Rocky across the gym.

MIKE  
Y'know, I was suppose' to be a heavyweight.

(CONTINUED)

84 CONTINUED:

Rocky pauses and suddenly begins laughing hysterically.

ROCKY

Ya what?

MIKE

I was suppose' to be a heavyweight. When I was a kid my father an' brothers would sit down at the table, make the sign of the cross and begin talkin' about Rocky Marciano. Every meal they talked about Rocky Marciano -- Great fighter -- Great puncher -- Nobody ever said to me, how ya doin' in school -- Did ya win the ball game? They just talked about the heavyweight champion.

Mike follows Rocky up the stairs to Mickey's office.

MIKE

So I sez, I'm gonna be heavyweight champion an' they're gonna talk about me over their dinner, right? So I'm ten years old, eleven, twelve -- I'm waitin' to grow, see -- Thirteen, fourteen, fifteen, then I'm twenty an' I realize I'm compact, stumpy, squat, thick-set and permanently compressed for life -- But I'll tell ya something', the guts grew, I don't care who he is, how big he is, if he tries to make me feel like a small person, I'll jump up an' bite his face -- Ya gotta have pride.

ROCKY

Ya gotta small chassis, but a big heart -- I wouldn't mess with ya.

Mike and Rocky enter Mickey's cluttered office and shut the door.

85 INT. MICKEY'S OFFICE - NIGHT

Rocky and Mike are in Mickey's office watching fight films. Rocky watches with intense concentration... On screen Apollo is dancing expertly around a slower opponent.

(CONTINUED)

85 CONTINUED:

MIKE

... Look at that footwork --  
Blazin' footwork -- Gotta be the  
fastest footwork in history.

The two men continue watching as the CAMERA FLICKERS  
SHADOWS across their faces.

Rocky stops the projector and reruns the scene in slow  
motion several times.

MIKE

Yeah, run it back. He threw that  
right cross so fast I didn't see  
it -- A lotta times the other guy  
never knows what hit'im until he  
reads the paper the next day.

DISSOLVE TO:

86 INT. MICKEY'S OFFICE - NIGHT

The office clock indicates that it is several hours later.  
Rocky is engrossed in watching another Apollo Creed film.  
He sits motionless. Something catches his eyes... he  
springs at the projector. He reruns the scene and stops  
it on freeze frame.

MIKE

See, the left hook is his greatest  
weapon -- jars ya early in the  
fight -- an' he throws it in  
combination an' even triples up --

They continue watching films and it is apparent Rocky is  
losing interest.

MIKE

... He don't cut much either --  
He swells an' gets pretty lumpy,  
but he don't cut... You got guts,  
Rock.

THE FIRST LIGHT OF DAWN streams through Mickey's filthy  
windows... The film has completed its run through the  
projector and lazily flops around on the top reel...  
Listlessly, Rocky turns off the projector and stands...

He turns and notices Mike is sleeping soundly in a chair...  
quietly exits with his dog.

87 INT. ROCKY'S APARTMENT - DAY

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

ROCKY  
(softly)  
... Can't do it.

ADRIAN  
... What?

ROCKY  
... I can't beat him.

ADRIAN  
Apollo?

ROCKY  
Yeah, I can't beat him.

ADRIAN  
But -- But you were so --  
confident.

ROCKY  
I was just sayin' it -- I've  
been watchin' the movies --  
Studyin' -- He ain't weak nowhere.

ADRIAN  
What're we going to do?

ROCKY  
... I dunno.

ADRIAN  
Oh, Rocky -- You worked so hard.

ROCKY  
It ain't so bad, 'cause I was a  
nothin' before --

ADRIAN  
Don't say that.

ROCKY  
C'mon, it's true -- But that don't  
bother me -- I just wanna prove  
somethin' -- I ain't a bum... It  
don't matter if I lose... It don't  
matter if he opens my head...

(MORE)

(CONTINUED)

87 CONTINUED:

ROCKY (CONT'D)

... The only thing I wanna do is go the distance -- Nobody's ever gone fifteen rounds with Creed. If I go the distance, an' that bell rings an' I'm still standin', I won't care about losin' the fight. I'll feel like a winner -- I'll know I weren't just another bum from the neighborhood...

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

ROCKY

... No foolin' around.

88 INT. ARENA - DAY

It is the official weigh-in... Officials stand beside the scales... Rocky stands alongside Mickey.

Cameramen are setting up... Every reporter is gathered around Apollo Creed... Creed is animated.

REPORTER

What can we expect in the way of tactics?

APOLLO

I'm gonna use a new secret weapon in this fight.

Apollo slips into his robe and starts off towards the dressing room.

REPORTER

What is that secret weapon?

APOLLO

I am gonna knock out Rocky Balboa in the first round with my new secret weapon -- 'The Pizza Punch' ... A special announcement! As my personal birthday present to the Cradle of our Nation, for the first time in a lotta years a heavyweight championship fight is gonna be on television -- free... Course, that's just for Philadelphia -- Everywhere else is still blacked out.

(CONTINUED)



88 CONTINUED:

Creed and his people exit... Rocky turns to Mickey.

ROCKY

... Gotta admit, Creed is generous.

89 INT. ARENA - NIGHT

It is fight time... The fight location is the Philadelphia Spectrum. It is filled to capacity and decorated in tons of patriotic red, white and blue.

90 INT. APOLLO'S DRESSING ROOM - NIGHT

Apollo Creed sits in his dressing room. The contrast in personality is drastic... he is somber and withdrawn. The people around him remain motionless... The scene is a portrait of concentration.

91 INT. ROCKY'S DRESSING ROOM - NIGHT

The atmosphere in Rocky's dressing room is different... Mickey and cut-man, Benny Saperstein, tape Rocky's hands... Adrian and the dog are also present... Mike rubs Rocky's neck.

MIKE

How's that feel?

ROCKY

Good --

(to Adrian)

Sure ya don't wanna watch?

MICKEY

We gotta reserved seat.

ADRIAN

Will it bother you if I wait here?

ROCKY

Ya bring somethin' to read?

ADRIAN

... Can't you say your hand is hurt?

ROCKY

Everythin' is okay -- Hey, ya wanna take my place? Give'er the gloves, Mick.

(CONTINUED)

91 CONTINUED:

ADRIAN

(smiles)

... Oh, Rocky --

The door opens and Gazzo and his Bodyguard enter.

GAZZO

Christ, ya gotta know the President  
to get in this place.

ROCKY

Adrian, this is my -- friend,  
Mr. Gazzo.

GAZZO

Hello -- Listen, kid, I want ya  
to know I'm with ya in the spirit  
... You're Italian, I'm Italian,  
Italians are special people.  
Proud! Tonight you kill this man.  
You do whatever ya have to, 'cause  
ya gotta tell yo' kids you were a  
man who could not, would not be  
beat --

(low)

The fight is straight? You got  
any action on the side?

Rocky shakes his head "no"... A GUARD opens the door.

GUARD

It's time.

ROCKY

(to Adrian)

... Don't leave town.

Rocky kisses Adrian and pets the dog... He turns to Gazzo.

ROCKY

... I'm gonna stay the distance.

(to Mickey)

... Where's my robe?

Mickey removes a new cardboard box from the locker.

MICKEY

Got it, kid, let's go.

Rocky exits with Mickey and Benny. Gazzo steps into the  
bathroom... The Bodyguard watches his boss close the bath-  
room door and faces Adrian with a bland expression.

(CONTINUED)

91 CONTINUED: (2)

BODYGUARD

... The bum'll be dead by the third.

92 INT. ARENA - NIGHT

A wedge of uniformed guards knife down the aisle to the ring. Many people wish Rocky well as he passes... people also hurl insults. From the expression on Mickey's face it is also the greatest night of his life... In the audience are familiar faces from the neighborhood.

From the back of the arena a ROAR goes up... Apollo Creed dances towards the ring. The NOISE builds to DEAFENING proportions. Creed's trainer holds the rope and Creed bounds into the ring. It is clearly SEEN that Apollo Creed is garbed in an outrageous Uncle Sam outfit... On his head is a red, white and blue sequined top hat. The robe is sequined red, white and blue. His boxing trunks are red, white and blue silk with stars around the waistband. The boxing shoes match the trunks. On his chin is a pointed white Uncle Sam beard.

Immediately he begins gracefully dancing in a wide circle. He passes within inches of Rocky.

The crowd loves the taunting. Creed lightly taps Rocky's head... The fans love it!... Apollo Creed floats back to his corner.

MICKEY

Don't let 'im get you tight.

ROCKY

Whatta ya think that outfit cost?

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

ANNOUNCER

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

(CONTINUED)

92 CONTINUED:

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

DEMPSEY

Good luck, kid.

He moves off.

ROCKY

(to Mickey)

Christ, Jack Dempsey.

The Announcer points and the timekeeper rings the bell.

ANNOUNCER

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

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

ANNOUNCER

The man with The Big Punch --  
Everybody's favorite, 'The Brown  
Bomber' -- Joe Louis!

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

ROCKY

... They must be friends.

ANNOUNCER

Now, last but certainly not least  
-- The former Heavyweight Champion,  
Big Buck Johnson!!

JOHNSON rumbles to the center of the ring. The crowd BOOS ... Apollo motions to the spectators to increase their boeing.

APOLLO

Who left the cage open? -- Who  
let this gorilla on the street?

JOHNSON

Yo' best watch yo'self.

Apollo puts on a show... He grimaces and gestures like he's going to attack Johnson. His cornermen hold him back.

(CONTINUED)

92 CONTINUED: (2)

APOLLO

Yo' next, boy!

JOHNSON

Gonna dance in yo' mouth, boy!

Johnson motions to the crowd that Apollo is crazy. He goes to Rocky's corner.

JOHNSON

Save some of him for me.

The timekeeper rings the bell.

ANNOUNCER

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

A good CROWD RESPONSE.

ANNOUNCER

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

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

The REFEREE motions to both fighters... They step to the center of the ring. As the Referee explains the rules Apollo taunts Rocky without mercy. Rocky smiles.

REFEREE

... Now come out fighting.

The fighters return to their corners.

MICKEY

God bless ya, Rock.

ROCKY

Thanks, Mick -- I'm gonna try my best.

(CONTINUED)

92 CONTINUED: (3)

The BELL RINGS... Creed dances forward to Rocky as though he considers the man an amateur... He is greeted with an upswing hook to the jaw... Creed is dropped. The ARENA EXPLODES. Creed's eyes show disbelief. So do Rocky's.

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

MIKE AND MICKEY

You can do it! Goddammit, you got the power! Relax! The body, get the body!!!!

REFEREE

Six! -- Seven! -- Eight! --

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

APOLLO

... Come at me, sucker!

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

Apollo counters with jabs and Rocky whips brutal combinations to the body. At the BELL Apollo sends over a blinding right that bloodies Rocky's nose.

ROCKY

How am I doin'?

MICKEY

Real good -- Ya nose is busted.

ROCKY

Don't hurt.

MIKE

Breathe deep -- Keep ya chin down!

MICKEY

Ya look like the 'Rock,' kid. Use the legs and drive through'im.

MIKE

Attack -- Attack -- Attack!

(CONTINUED)

92 CONTINUED: (4)

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

APOLLO

(to trainer)

... He suppose' to be a bum --  
He damn near broke my arm.

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

The round ends with Apollo assaulting Rocky with blinding combinations... The round ends.

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

Rocky sits as Mickey and Benny try to reduce the swelling around his eyes.

MICKEY

What's happenin' out there?  
What!?

ROCKY

We're gettin' to know each other.  
He can take a shot.

MIKE

Go for the ribs. Don't let'im  
breathe.

ROCKY

... That guy's great.

MICKEY

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

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

(CONTINUED)

92 CONTINUED: (5)

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

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

TRAINER

Bad?

DOCTOR

Deep, but passable.

APOLLO

(staring at Rocky)

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

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

MICKEY

How you holdin' up, kid?

ROCKY

Fine... Look at this crowd!

MIKE

Ya gettin' tagged with his right.  
I think you should feint left, then --

MICKEY

Shut up! I talk here!

The BELL SOUNDS.

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

APOLLO

C'mon -- Lemme cut yo'!

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

(CONTINUED)



92 CONTINUED: (6)

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

BENNY

Lean back, kid.

MICKEY

Can ya see?

ROCKY

(standing)

Everythin' looks fine.

MIKE

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

ROCKY

He ain't losin' nothin'.

MICKEY

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

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

93 INT. ROCKY'S DRESSING ROOM - NIGHT

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

94 INT. ARENA HALL - NIGHT

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

95 INT. ARENA - NIGHT

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

(CONTINUED)

95 CONTINUED:

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

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

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

96 INT. ANDY'S BAR - NIGHT

A huge and lively crowd look up at the television over the bar... they see Rocky driving Creed against the ropes and cheer loudly. The BELL RINGS and the fighters return to their corners.

97 INT. ARENA - NIGHT

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

APOLLO

My side.

TRAINER

It might be broke --

(to assistant)

Get that doctor. The ribs might be broke.

APOLLO

No doctor! -- I gotta whip that man.

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

MICKEY

Wanna keep goin'?

ROCKY

Yeah -- Yeah.

MIKE

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

BENNY

I think ya had it, kid.

(CONTINUED)

97 CONTINUED:

ROCKY

Open my eyes -- Please, open my eyes!

Mickey nods to Benny. He secretly places a small razor between his index and middle finger. In one smooth movement he drags the razor over the blood welts and quickly covers the draining wounds with a towel... It is done so quickly no one is ever aware of the operation.

At the rear of the arena Adrian looks transfixed at the ring. She is caught up in the heat of the battle.

The BELL RINGS for round thirteen. Rocky bores in close, but Apollo still has spring in his legs. He seems determined to end it this round... Apollo catches Rocky flush on the jaw. Rocky is staggered. Like a wolf, Apollo cuts loose with pure savagery. Rocky is driven against the ropes and receives a devastating beating from the Champion ... Rocky is dropped.

Rocky sits stunned in the middle of the ring... Everything is a distortion. He looks for familiar faces as though to ask for help... Mickey and Mike scream frantically for him to stay down.

REFEREE

Six -- Seven -- Eight --

Rocky gets to his feet and tenses with renewed energy. He is like a wounded wild animal.

The tide suddenly turns. Rocky drops low and catches Apollo with a pair of terrific body punches that seem to drive Apollo's diaphragm up to his throat... a CRACK is HEARD. A glaze of pain covers Apollo's eyes. It is only a supreme effort that keeps the Champion upright... The BELL SOUNDS. Apollo is badly hurt. He is bent over as he returns to his corner.

APOLLO

... Ribs is broke --

Blood trickles from the corner of Apollo's mouth.

TRAINER

Yo' bleedin' inside, man.

APOLLO

... Two rounds more.

(CONTINUED)

97 CONTINUED: (2)

TRAINER

Don't kill yourself -- Let the  
doctor stop the fight.

APOLLO

... Stop jivin'!

Rocky no longer resembles himself... his face has completely  
been beaten to jelly, but his mood is buoyant.

ROCKY

How I look out there, Mick?

MICKEY

(truly worried)

Great, kid, great.

The BELL RINGS and Rocky moves towards Apollo. Apollo  
flicks clean jabs into Rocky's eyes... The Italian wades  
in with punches that seem to bulge out Apollo's back.  
Creed takes the punishment like a stoic.

Blood is running from Apollo's mouth. In the clinch he  
leans over Rocky and it drips down the Italian's neck and  
shoulders. Apollo shields his wound from the ringside  
judges and continues to fight... The BELL RINGS.

Rocky returns to his corner... The Doctor looks him over.

DOCTOR

One round to go -- It's up to you.

Rocky is approaching the supreme moment of his life. He  
cannot be bothered with pain or doctors.

ROCKY

I'm fine -- Go away, I'm gonna  
make it -- I'm gonna make it!

Mickey is very distraught over Rocky's dangerous condition.

MICKEY

We gotta stop it -- You can't win --  
Nobody can ever say you didn't  
give it ya best shot -- Ya dyin'  
out there, ya goddamn fool!!!

ROCKY

(impassioned)

Please! I'll kill ya -- Don't  
stop nothin'.

(MORE)

(CONTINUED)

97 CONTINUED: (3)

ROCKY (CONT'D)

(standing)

-- Don't stop nothin', please --  
Don't.

In Apollo's corner, conditions are no better. His face is a mass of lumps.

APOLLO

(mumbling)

I gotta get'im -- I gotta get'im --  
I gotta get --

The BELL RINGS... Apollo flames out of his corner and employs every trick he knows to lure Rocky into a vulnerable position.

The BELL SOUNDS. The arena explodes with THUNDEROUS APPROVAL... The corner men rush to their fighters. In the midst of all the confusion both fighters look at each other with incredible respect. There they stand, blood-drenched gladiators on the most dramatic night of their lives... As though reacting to some unspoken command, they both step towards each other and embrace... Apollo whispers in Rocky's ear.

APOLLO

... There ain't gonna be no rematch.

ROCKY

... Don't want one.

Rocky and Apollo separate... Mickey embraces him. The Announcer enters the ring and the microphone is lowered.

ANNOUNCER

Attention, please! Attention!...  
Ladies and gentlemen, tonight we  
have had the rare privilege to have  
witnessed the greatest championship  
fight ever fought.

The CROWD ROARS.

ANNOUNCER

... We have a split decision!

Apollo did not expect this. He tenses... Rocky looks in confusion at Mickey. The old man holds his breath.

(CONTINUED)

97 CONTINUED: (4)

## ANNOUNCER

Judge Walker scores it 9 - 6 Creed  
 ... Judge Roseman scores it 8 - 7  
 Balboa.

Apollo is rigid. Fear radiates from his eyes. To lose the crown on this night after the fight he fought would kill him... A silence has blanketed the arena.

## ANNOUNCER

Judge Connors scores it 10 - 5 Creed  
 ... Winner and still Heavyweight  
 Champion of the World, Apollo Creed!

The CROWD ROARS... Creed exits the ring but before he goes takes one last respectful look at Rocky.

Mickey pats Rocky's neck... Benny cuts the tape from his hands. Mickey is on the verge of tears of joy.

## MICKEY

I don't care what they say --  
 You're a winner.

Rocky sorely smiles and looks at the waves of cheering fans that circle the ring and reach out towards him... Mickey grabs Rocky's hand and raises it. The CROWD ROARS.

## ROCKY

Yo, Mick, can I have my locker  
 back?

Mickey and Rocky look at each other and grin... Mickey hugs Rocky like a son. Mickey raises Rocky's hand again.

Rocky turns away from Mickey and pats Benny the cut-man's shoulder... Benny smiles wearily. Rocky stares across the ring at Apollo Creed, who stands victorious, but his face and body are badly distorted... The two men lock stares that reflect admiration.

Apollo climbs out of the ring and the fans crush forward screaming his name and waving red, white and blue banners.

Rocky also climbs out of the ring and waves of frantic well-wishing fans rumble forward... Mickey's eyes show mounting apprehension as the fans become abnormally active.

(CONTINUED)

97 CONTINUED: (5)

Apollo Creed tries in vain to move up the aisle but the fans have whipped themselves into a frenzy. They shove the police aside and clutch wildly at Creed... Creed's army of bodyguards swing angrily at the crowd but they are soon engulfed by screaming waves of humanity. Apollo is suddenly hoisted into the air and is being carried along by a legion of fans.

On the opposite aisle Rocky is experiencing the same overwhelming adulation by his fans but does not seem to be frightened by it, like Apollo. Mickey tries his best to control things but his voice is drowned out in the growing clamor... The fans shove the guards aside and hoist Rocky to their shoulders.

Rocky's and Apollo's fans are aggressively competing against each other... chanting, "Creed, Creed, Creed."

Rocky's fans counter by bellowing, "Rocky, Rocky, Rocky!!"

Paulie tries to get to Rocky but is shoved aside and he starts swinging.

Both Rocky and Apollo are completely at the mercy of the crowd. They are being passed overhead and remain helpless as their bodies float up the aisle on the sea of hands... The chanting is DEAFENING.

Fearful that Rocky is in danger, Adrian tries to move forward. Running headlong into the crowd, she angles through the mass to get to Rocky.

She is manhandled and shoved in a multitude of directions, but she keeps her feet... She sees him. In the distance Rocky floats INTO VIEW and Adrian flattens against the wall and waits for the procession to pass. The procession approaches and she clearly sees Rocky's unbelievably battered, but smiling face. He appears to be king of the world.

The procession approaches and passes Adrian. She jumps on her toes and waves frantically but is not seen. She screams Rocky's name... Somehow the delicate voice knifes through the racket and reaches Rocky.

Rocky frantically looks in all directions and barely manages to see Adrian jumping up and down waving. The crowd is carrying him away. He attempts to lower himself but the crowd won't permit it.

(CONTINUED)

97 CONTINUED: (6)

Rocky instead turns over and begins climbing across people's heads and shoulders. He resembles a man trying to go up on a down escalator. The people are jammed so tightly together Rocky manages to crawl across them and arrive in front of Adrian.

Still suspended in air, Rocky leans down and Adrian jumps up and they lock in a solid embrace...

As the two are swept along into the greatest night anyone can remember, we:

FADE OUT.

THE END