

**"ROCKY"**

by

Sylvester Stallone

**RING PRODUCTIONS, INC.**

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

**INT. BLUE DOOR FIGHT CLUB - NIGHT**

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

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

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

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

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

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

**BLACK FIGHTER**

(to cornerman)

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

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

**CORNERMAN**

(lackluster)

... Ya waltzin' -- Give the  
suckers some action.

**ROCKY**

Hey --

**CORNERMAN**

(overriding)

Ya movin' like a bum -- Want  
some advice --

**ROCKY**

... Just gimme the water.

2.

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

**FAN**

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

**ROCKY**

Absolutely.

**CORNERMAN**

... Ya want some good advice?

**ROCKY**

... I just want the mouthpiece.

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

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

The fans loudly go about collecting bets. The referee does

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

**ANNOUNCER**

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

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

**THE TITLE CREDITS END:**

**INT. DRESSING ROOM - NIGHT**

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

3.

**FIGHTER #1**

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

**FIGHTER #2**

... It's cold, Bro'.

**FIGHTER #1**

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

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

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

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

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

**PROMOTER**

...Balboa!?

Rocky raises his head. The promoter steps over.

**PROMOTER**

(continuing)

... Twenty bucks for the  
locker an' cornerman -- Two

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

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

**INT. TROLLEY - NIGHT**

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

**ROCKY**

(almost apologetic)  
I'm a fighter.

4.

**WOMAN**

(tired)  
... Yo' iz an accident.

**EXT. STREET - NIGHT**

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

Rocky passes a sleeping wino curled in front of a dirty  
bookstore. Rocky drags the man into a protective passageway.

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

**EXT. ROCKY'S APARTMENT - NIGHT**

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

**INT. ROCKY'S HALLWAY - NIGHT**

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

**INT. ROCKY'S APARTMENT - NIGHT**

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

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

**ROCKY**

...Look who's home.

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

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

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

5.

**EXT. SUNRISE OF PHILADELPHIA SKYLINE - DAWN**

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

**EXT. DOCKS - EARLY MORNING**

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

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

**MAFIA #1**

Yo, Rock -- How's your Boss?

**ROCKY**

Real good.

**MAFIA #2**

Fightin' again?

**ROCKY**

Yeah, here an' there.

**MAFIA #1**

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

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

**INT. SHIP - DAY**

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

Rocky sprints after him... He lunges and flings the man by

the neck against the wall of stacked cargo.

**FATS**

(terror-filled)

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

**ROCKY**

Mr. Gazzo wants the two hundred now!

6.

**FATS**

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

**ROCKY**

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

**FATS**

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

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

**ROCKY**

Goin' fishin'?

The man drops the hook.

**ROCKY**

What's ya name again?

**FATS**

Bob.

**ROCKY**

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

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

**ROCKY**

(continuing; counting)

A hundred an' thirty.

**FATS**

That's it, I'm broke.

**ROCKY**

That's it? -- Completely?

**FATS**

That's it.

**ROCKY**

What about for food an' stuff?

7.

**FATS**

You have my food in ya hand.

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

**ROCKY**

... The juice is climbin' every week.

**FATS**

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

**ROCKY**

Ya still light seventy.

**FATS**

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

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

**FATS**

(continuing)

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

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

**FATS**

(almost a whisper)

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

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

**ROCKY**

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

**EXT. STREET - DAY**

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

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

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

**INT. PET SHOP - DAY**

**ADRIAN**

... Could you take the puppy out --

**CUSTOMER**

It can breathe.

**ADRIAN**

Please -

**CUSTOMER**

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

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

**CUSTOMER**

Get away from me - Give me that!

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

**ROCKY**

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

**ADRIAN**



... Fine.

**ROCKY**

Me, I'm kinda aggravated.

**ADRIAN**

... I'm sorry.

**ROCKY**

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

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

**ROCKY**

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

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

**ROCKY**

(continuing)

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

(coughs)

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

Adrian shrugs.

**ROCKY**

(continuing)

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

**ADRIAN**

... I don't know.

**ROCKY**

Shell-shocked!

Both the Owner and Adrian smile.

10.

**OWNER**

Startin' with the bad jokes early today, huh.

**ROCKY**

Inventin' jokes ain't easy.

Rocky steps over to a large cage at the rear of the shop...

Inside is a huge dog.

**ROCKY**

(continuing)

How's Butkus this mornin'?

**OWNER**

Ain't had time to check 'em.

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

**ROCKY**

Yo, Butkus -- Dead. Play dead.

The dog plays dead.

**ROCKY**

...What kinda dog is this again?

**OWNER**

Bullmastiff.

**ROCKY**

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

**OWNER**

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

Rocky waves goodbye to Adrian and exits the shop.

**EXT. LEHIGH ST. TRAIN TRESTLE - DAY**

Gazzo picks up Rocky.

11.

**INT. GAZZO'S CAR - MOVING - DAY**

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

**ROCKY**

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

**GAZZO**

(patiently)

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

Gazzo hands Rocky a twenty.

**GAZZO**

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

**ROCKY**

... Fine.

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

**BODYGUARD**

Did ya get the license number?

**ROCKY**

Of wa?

**BODYGUARD**

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

Gazzo steps out of the car and beckons to Rocky.

**GAZZO**

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

**ROCKY**

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

12.

**GAZZO**

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

Gazzo gets into his car.

**GAZZO**

(to Bodyguard)

... The Rock's a good kid.

**BODYGUARD**

(emotionless)

... A meatbag.

They pull away.

**EXT. GYM - DAY**

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

**RUDY**

...See the fight last night?

**RUDY**

Nah, I was fightin' myself.

**RUDY**

Apollo Creed beat the bum to pieces.

**EXT./INT. GYM - DAY**

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

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

13.

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

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

**FIGHTER #1**

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

**ROCKY**

The third -- Shoulda seen it.

Rocky passes another FIGHTER punching the heavy bag.

**FIGHTER #2**

(removes glove)

Hey, Rock, touch my hand.

**ROCKY**

How come?

**FIGHTER #2**

C'mon, it's important.

Rocky touches the Fighter's bare hand.

**FIGHTER #2**

(continuing)

Can ya tell I just whacked-off?

Rocky smiles and moves away.

**INT. DRESSING ROOM - DAY**

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

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

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

**ROCKY**

(mumbling)

... These ain't my clothes.

**14.**

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

**ROCKY**

(continuing)

... These ain't my pictures.

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

**ROCKY**

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

**MIKE**

It ain't your locker no more.

**ROCKY**

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

**MIKE**

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

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

**FIGHTER**

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

**MIKE**

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

**FIGHTER**

Peanut, gimme some soap.

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

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

15.

**INT. GYM - DAY**

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

**ROCKY**

You were ready to bite that  
guy's face.

**MIKE**

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

**ROCKY**

Creed's great.

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

**INT. GYM - DAY**

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

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

**MICKEY**

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

**ROCKY**

Hey, how ya feelin', Mickey?

**MICKEY**

(monotoned)  
... What?

**ROCKY**

I said, how ya feelin'?

**MICKEY**

(dryly)

Do you see me talkin'? Huh?

**ROCKY**

(low)

Yeah.

16.

**MICKEY**

(spitting)

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

(to Rocky)

Hey -- Yeah -- Whatta ya want?

**ROCKY**

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

**MICKEY**

Dipper needed it.

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

**MICKEY**

(continuing)

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

**ROCKY**

... Tomato?

**MICKEY**

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

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

**MICKEY**

(continuing)

How old are ya?

**ROCKY**

...What?

**MICKEY**

How old?

**ROCKY**

Come July, twenty-five.

17.

**MICKEY**

More like thirty.

**ROCKY**

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

**MICKEY**

The legs must be goin'.

**ROCKY**

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

**MICKEY**

... Did ya fight last night?

**ROCKY**

Yeah --

**MICKEY**

Did ya win?

**ROCKY**

Yeah, Kayo.

**MICKEY**

... Who'd ya fight?

**ROCKY**

Spider Rice.

**MICKEY**

Rice is a bum.

**ROCKY**

You think everybody I fight is a bum.

**MICKEY**

Ain't they?

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

18.

**MICKEY**



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

**ROCKY**

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

**MICKEY**

Hey, ever think about retirin'?

**ROCKY**

...No.

**MICKEY**

Think about it.

**ROCKY**

Yeah, sure.

Shrugging, Rocky moves away.

**ROCKY**

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

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

**MICKEY**

(gesturing  
towards Rocky)  
Known him since he was  
fifteen -- A waste of life.

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

**DIPPER**

(to Rocky)  
... I dig yo' locker, Man.

**TRAINER**

Time, Dipper.

19.

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

**EXT. PET SHOP - DUSK**

At sunset Rocky comes down the street and pauses at the pet

shop... He is eating Colonel Sanders' fried chicken out of a bag... He taps on the window with a chicken bone.

**INT. PET SHOP - DUSK**

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

**ROCKY**

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

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

**ROCKY**

(continuing)

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

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

**ROCKY**

(continuing)

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

**ADRIAN**

... Goodnight, Rocky.

Rocky exits. Adrian watches his departure with mixed emotions.

**EXT. ANDY'S BAR - NIGHT**

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

20.

**INT. ANDY'S BAR - NIGHT**

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

**ROCKY**

Catch pneumonia out there --  
Seen Paulie?

Andy casually nods towards the men's room.

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

**INT. ANDY'S RESTROOM - NIGHT**

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

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

**ROCKY**

Yo, Paulie.

**PAULIE**

(very drunk)

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

**ROCKY**

Yo, Paulie.

**PAULIE**

What?

**ROCKY**

Your sister's givin' me the shoulder.

**PAULIE**

Forget her. You could do better than my sister.

**ROCKY**

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

**(MORE)**

21.

**ROCKY (CONT'D)**

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

**PAULIE**

(annoyed)

Looks, huh?

**ROCKY**

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

**PAULIE**

My sister's a friggin' loser.

**ROCKY**

Hey --

**PAULIE**

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

**ROCKY**

Don't get mental, man.

**PAULIE**

Ya caught me in a bad mood.

**ROCKY**

Ya always in a bad mood --

**PAULIE**

... Adrian ain't sharp.

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

**PAULIE**

(continuing)

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

**ROCKY**

I'm thirty myself.

22.

**PAULIE**

An' you're dyin' alone, too.

**ROCKY**

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

**PAULIE**

(pointing at  
the wall)

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

**ROCKY**

Let's get outta this stink.

**INT. ANDY'S BAR - NIGHT**

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

**PAULIE**

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

**ROCKY**

... Sure.

**PAULIE**

Tomorrow you come for some bird, right?

**ROCKY**

Absolutely...

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

**ANDY**

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

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

23.

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

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

**COMMENTATOR**

How was the flight, Champ?

**APOLLO**

Very high an' very fast.

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

**COMMENTATOR**

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

**APOLLO**

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

**COMMENTATOR**

You're referring to the much  
publicized bicentennial fight?

**APOLLO**

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

**COMMENTATOR**

Still to be held in  
Philadelphia?

**APOLLO**

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

**COMMENTATOR**

Where're you off to now?

Apollo draws his wife close.

24.

**APOLLO**

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

**COMMENTATOR**

Any quick advice for young  
boxing hopefuls?

**APOLLO**

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

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

**COMMENTATOR**

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

The sports show cuts away, but Rocky continues to look at  
the television with a pensive stare... Andy has been speaking

the following dialogue over Apollo's broadcast.

**ANDY**

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

The news report with Apollo ends. Andy drinks.

**ANDY**

(continuing)

Where are the real fighters?  
The pros. Today we jig clowns.

25.

**ROCKY**

Clown.

**ANDY**

Yeah.

**ROCKY**

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

**ANDY**

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

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

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

**ANDY**

(continuing; boldly)

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

Laughing, Andy pours himself a shot.

**EXT. ATOMIC HOAGIE SHOP - NIGHT**

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

**CHIPPED TOOTH**

(aggressively)

Yo, Rocks, buy us sum wine, man.

**ROCKY**

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

**CHIPPED TOOTH**

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

**ROCKY**

No wine.

**CHIPPED TOOTH**

Yo, Rock, gimme a dollar.

26.

**ROCKY**

Why?

**CHIPPED TOOTH**

(sarcastically)

'Cause we dig ya, man -- Gimme a dollar.

**ROCKY**

No dollar.

**CHIPPED TOOTH**

Hey, give Rocky a dime.

**YOUNG MAN #2**

... How come?

**CHIPPED TOOTH**

So he can call all his friends.

**ROCKY**

(mildly embarrassed)

... That's an old one.

**CHIPPED TOOTH**

Buy us some Thunderbird, man.

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

**ROCKY**

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

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

**MARIE**

... Screw you.

**ROCKY**



(awed)  
What'd you say?

**MARIE**  
... Screw you, yoyo.

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

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

27.

**MARIE**  
Hey --

**ROCKY**  
What?

**MARIE**  
Stuff it, man!

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

**CHIPPED TOOTH**  
This is our place, dig!

The gang reluctantly backs up a step.

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

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

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

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

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

Rocky leads the girl away.

**EXT. STREET - NIGHT**

Rocky is walking the young girl home... They are presently  
cutting through a dark public school yard. They pass

through the beams of light cast off by weak flood lights located at the top of the school building. The atmosphere is somewhat eerie.

28.

**ROCKY**

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

**MARIE**

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

**ROCKY**

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

**MARIE**

(bored)  
... Yeah.

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

**ROCKY**

Make your teeth yella --

**MARIE**

I like yella teeth.

**ROCKY**

Makes your breath like garbage.

**MARIE**

Maybe I like garbage.

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

**ROCKY**

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

**MARIE**

Why?

**ROCKY**

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

**(MORE)**

**ROCKY (CONT'D)**

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

**MARIE**

C'mon, Rocky. I'm twelve.

**ROCKY**

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

**MARIE**

What?

**ROCKY**

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

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

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

Rocky turns to Marie who has been standing behind him.

**ROCKY**

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

Marie nods.

**ROCKY**

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

**MARIE**

I won't.

**ROCKY**

What was I gonna say?

**MARIE**

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

**ROCKY**

Ya, somethin' like that.

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

**MARIE**

Goodnight, Rocky.

**ROCKY**

'Night, Marie.

She takes a few more steps and pauses again.

**MARIE**

... Fuck you, Creepo!!!

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

**ROCKY**

(walks off)

... Yeah, who're you to give  
advice, Creepo.

**INT. JERGENS' OFFICE - DAY**

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

**LAWYER**

Are the doctor's reports  
confirmed?

**JERGENS**

Definitely --

(reading)

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

31.

**APOLLO**

Damn.

**JERGENS**

I suppose we could cancel the  
fight indefinitely if you are

set on fighting Green.

**TRAINER**

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

**JERGENS**

I believe we can find a  
solution.

**APOLLO**

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

**LAWYER**

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

**TRAINER**

Ten million's worth!

**LAWYER**

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

**APOLLO**

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

**JERGENS**

(holding up  
some notes)  
I contacted Ernie Roman's  
manager, he's fighting in  
France the same week.

**APOLLO**

Then gimme Buddy Shaw -- He's  
ranked fifth.

32.

**JERGENS**

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

**LAWYER**

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

**JERGENS**

That may not be possible, Jimmy.

**TRAINER**

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

**JERGENS**

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

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

**APOLLO**

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

**JERGENS**

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

**TRAINER**

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

33.

**JERGENS**

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

**APOLLO**

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

**TRAINER**

You's the novelty, Champ!

**APOLLO**

Give my main man a raise!!

Everyone laughs.

**APOLLO**

(continuing)

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

**JERGENS**

... It's very American.

**APOLLO**

No, man, it's very smart.

34.

**EXT. STREET - DAY**

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

Gazzo flips through a small black notepad.

**ROCKY**

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

**GAZZO**

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

**ROCKY**

Ya sure?

**GAZZO**

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

**ROCKY**

How'd you know?

**GAZZO**

(smiles)

You think I don't hear things?

**ROCKY**

Paulie's sister.

**BODYGUARD**

(abrasively)

Hear she's retarded.

**ROCKY**

(dryly)

She ain't retarded, she's shy.

**BODYGUARD**

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

**ROCKY**

Does that bum have to say that?

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

35.

**GAZZO**

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

**ROCKY**

He's always in a bad mood.

(laughs)

Count ya blessin's. Ya a  
healthy person -- ya legs  
work -- ya hands work --

The Bodyguard has been looking at Rocky with murderous eyes.

**BODYGUARD**

I don't like ya face.

**ROCKY**

Don't like yours neither.

**BODYGUARD**

Kiss my ass.

**ROCKY**

Move your shoulders down.

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

**GAZZO**

(smiles)

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



**ROCKY**

Yeah.

**GAZZO**

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

**ROCKY**

Thanks, Mr. Gazzo.

Rocky enters his apartment and Gazzo drives off.

**INT. JERGENS' OFFICE - DAY**

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

**APOLLO**

How 'bout this Billy Snow?

36.

**JERGENS**

Fouls.

**APOLLO**

How 'bout this Big Chuck Smith?

**TRAINER**

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

**APOLLO**

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

**JERGENS**

Joe Zack is a good prospect --  
Exciting boy.

**APOLLO**

... Still don't feel no heat.

**JERGENS**

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

**APOLLO**

... This man.

Everybody leans forward.

**APOLLO**

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

**JERGENS**

Rocky Balboa -- His record's  
poor --

**APOLLO**

Don't matter -- That name.  
'The Italian Stallion,' it's  
right on.

(laughs)

Who discovered America? An  
Italian, right? So, man, what  
could be better than to get it  
on with one of his ancestors --

**TRAINER**

He won't last one round.

37.

**APOLLO**

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

**TRAINER**

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

**APOLLO**

Southpaw, nuthin' -- I'll drop  
'im in three -- 'Apollo Creed  
meets the Italian Stallion.'  
Shhiii -- Sounds like a damn  
monster movie!!

Everyone laughs.

**FADE OUT.**

**FADE IN:**

**EXT. STREET - DUSK**

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

**ROCKY**

(mimes throwing)

I usta be deadly at half-ball.

**PAULIE**

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

**ROCKY**

What kinda business?

**PAULIE**

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

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

**PAULIE**

(continuing)

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

**ROCKY**

Maybe ya should see a doctor.

38.

**PAULIE**

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

**ROCKY**

Maybe another job is the best  
thing.

**PAULIE**

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

**ROCKY**

Gazzo's gotta come to you.

**PAULIE**

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

**ROCKY**

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

**EXT. ATOMIC HOAGIE SHOP - DUSK**

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

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

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

Anger and disappointment register across Rocky's face.

**PAULIE**

You know her?

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

**EXT. PAULIE'S APARTMENT - NIGHT**

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

39.

**ROCKY**

Ya sister knows I'm comin'?

**PAULIE**

Yeah, sure -- She's very excited.

**INT. PAULIE'S APARTMENT - NIGHT**

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

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

**ADRIAN**

(weakly)

Paulie, you're late.

She looks at Rocky again.

**PAULIE**

Did you call the hospital?

(to Rocky)

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

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

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

**COMMENTATOR (V.O.)**

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

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

40.

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

**ADRIAN**

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

**PAULIE**

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

**ADRIAN**

No... I can't!

**PAULIE**

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

**ADRIAN**

Paulie, please --

**PAULIE**

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

**ADRIAN**

... Like you?

**PAULIE**

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

**ADRIAN**

I can't go out.

**PAULIE**

Why?

**ADRIAN**

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

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

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

**PAULIE**

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

**ROCKY**

Maybe ya better forget it.

**PAULIE**

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

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

**ROCKY**

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

Rocky turns away and begins to walk off.

**ROCKY**

(continuing)

... Maybe I better forget it.

**PAULIE**

Try again, c'mon, try again.

Rocky goes over to the door and begins speaking again.

**ROCKY**

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

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

**ROCKY**

(continuing)

We'll have a good time.

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

**ROCKY**

(continuing)

What's ya sister like to do?

**PAULIE**

Ice skate.

**ROCKY**

I didn't want no turkey anyway.

**ADRIAN**

It's Thanksgiving.

**ROCKY**

To you, to me it's Thursday.

**INT. ICE SKATING RINK - NIGHT**

Rocky and Adrian enter a deserted skating rink.

**ROCKY**

Looks quiet, y'know.

**ADRIAN**

I think it's closed.

**ROCKY**

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

From across the rink a CLEANING MAN yells at them.

**CLEANER**

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

**ROCKY**

(yells back)

Are ya closed to the General  
Public or to just everybody.

43.

**CLEANER**

(starts to walk over)

Hey, the rink is empty 'cause  
we're closed -- ya ain't  
allowed in here so do me a  
favor an' not stay here.

**ROCKY**

Wait here, gotta smooth this  
guy out.

**ADRIAN**

(softly)

We could go somewhere else  
an' --

Rocky approaches the Cleaner.

**CLEANER**

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

**ROCKY**

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

**CLEANER**

This a con?

**ROCKY**

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

**CLEANER**

Few minutes?

**ROCKY**

... Ten minutes.

**CLEANER**

Ten minutes for ten dollars.

**ROCKY**

... Yeah, give 'er the Blades.

**INT. ICE SKATING RINK - NIGHT**

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

**44.**

**ADRIAN**

... Aren't you skating?

**ROCKY**

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



**ADRIAN**

And you never got the chance?

The Cleaner yells from the sideline.

**CLEANER**

Nine minutes!

**ROCKY**

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

**ADRIAN**

But you never had a chance to prove yourself.

**ROCKY**

Absolutely.

**CLEANER**

Eight minutes!

Adrian slips and Rocky breaks her fall.

**ROCKY**

I just dislocated my finger.

**ADRIAN**

Ohh!

**CLEANER**

Seven minutes!

45.

**ROCKY**

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

(opens his wallet)

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

**CLEANER**

Six!

**ROCKY**

How 'bout some Cokes?

**CLEANER**

Cost ya a buck.

**ROCKY**

This guy is beautiful -- get  
the Cokes.

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

**ROCKY**

(continuing)

See, I ain't graceful,  
y'know -- I don't move good --  
Stink as a dancer too -- But I  
can really swat, I hit hard,

real hard, but I'm a

southpaw

an' nobody wants to fight a  
southpaw! -- Havin' a good time?

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

**ROCKY**

(continuing)

Y'know how I got started in  
the fight racket?

**ADRIAN**

By accident?

**CLEANER**

Here -- Three minutes.

46.

**ROCKY**

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

For the first time, Adrian laughs.

**ROCKY**

(continuing)

What's funny?

**ADRIAN**

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

**CLEANER**

Time!

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

**CLEANER**

(continuing)  
That's ten bucks.

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

Rocky hands him a dime.

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

**ROCKY**  
Charge it.

Rocky and Adrian start to leave. Rocky pauses at the door  
and fishes into his pocket and hands over eleven dollars.

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

He grins and leaves.

47.

**EXT. STREET - NIGHT**

**ROCKY**  
Some people are very shy by  
nature.

**ADRIAN**  
... I suppose.

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

**ADRIAN**  
... I suppose.

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

**ADRIAN**  
It doesn't bother me either.

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

**ADRIAN**  
... It is just hard for me to

understand why anybody wants  
to be a fighter.

**ROCKY**

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

**ADRIAN**

I don't think you're a bum.

**ROCKY**

... I'm at least half a bum.  
Yeah, fightin' is a crazy  
racket. The roughest part is  
the mornin' after.

**ADRIAN**

Morning after?

48.

**ROCKY**

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

**ADRIAN**

Why do you do it if it hurts  
so bad?

**ROCKY**

... Guess.

**ADRIAN**

(pause)

'Cause you can't sing or dance?

Rocky smiles.

**INT. ROCKY'S APARTMENT - NIGHT**

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

**ROCKY**

Would ya like a glass of water?

**ADRIAN**

... No thanks.

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

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

**ROCKY**

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

**ADRIAN**

I sold them to you.

49.

**ROCKY**

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

**ADRIAN**

Do you have a phone?

**ROCKY**

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

**ADRIAN**

I wanna let my brother know  
where I am.

**ROCKY**

D'you really wanna call?

**ADRIAN**

Yes, I do.

**ROCKY**

You sure?

**ADRIAN**

Yes.

**ROCKY**

Why?

**ADRIAN**

I think he might be worried.

**ROCKY**

I'll call your brother.

Rocky flings open the window and bellows like a foghorn.

**ROCKY**

(continuing)

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

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

50.

**ROCKY**

(continuing)

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

**ADRIAN**

It's fine.

**ROCKY**

It's only temporary.

**ADRIAN**

It's not that --

**ROCKY**

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

**ADRIAN**

I don't think I belong here.

**ROCKY**

It's okay.

**ADRIAN**

No, I don't belong here.

**ROCKY**

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

**ADRIAN**

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

**ROCKY**

(gesturing)

They're all the same.

**ADRIAN**

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

**ROCKY**

Yo, I'm not comfortable either.

**ADRIAN**

(standing)

I should leave.

51.

**ROCKY**

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

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

**ROCKY**

(continuing; softly)

Would ya take off your glasses?

**ADRIAN**

(dumbstruck)

What?

**ROCKY**

The glasses... Please.

Rocky removes her glasses and looks deeply into her eyes.

**ADRIAN**

(timidly)

... T-thank you.

**ROCKY**

Do me another favor?

**ADRIAN**

... What?

**ROCKY**

Could ya take off that hat.

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

**ROCKY**

(continuing)

I always knew you was pretty.

**ADRIAN**

Don't tease me.

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

**ROCKY**

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

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

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

**EXT. GOLDMILL'S GYM - DAY**

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

**INT. GOLDMILL'S GYM - DAY**

Rocky climbs the stairs and enters the gym...

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

Mike quietly approaches Rocky.

**MIKE**

Hey, Rock -- What happened?

**ROCKY**

'Bout what?

Mickey Goldmill steps out of his office...

**MICKEY**

Did ya get the message, kid?

**ROCKY**

Message -- What message?

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

**MICKEY**

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

**ROCKY**

Ya puttin' me on?

**MICKEY**

Here's the card?

**ROCKY**

When was they here?

**MICKEY**

'Bout an hour ago.



**ROCKY**

Probably lookin' for sparrin'  
partners.

**MICKEY**

... I said that before.

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

**MICKEY**

(continuing)  
... Waste of life.

**EXT. SKYSCRAPER - DAY**

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

**INT. OFFICE BUILDING - HALL - DAY**

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

**INT. JERGENS' PRODUCTIONS - DAY**

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

**SECRETARY**

May I help you?

Rocky hands her the business card.

**SECRETARY**

(continuing)  
Your name, please?

**ROCKY**

Balboa, Rocky Balboa.

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

The Secretary returns.

**SECRETARY**

You may go in.

Rocky collects himself and enters...

54.

**INT. JERGENS' OFFICE - DAY**

Miles Jergens warmly greets him.

**JERGENS**

Hello, Mr. Balboa -- I'm Miles

Jergens -- Please, have a seat.

**ROCKY**

... Thanks.

**JERGENS**

Mr. Balboa --

**ROCKY**

(overriding)

Rocky.

**JERGENS**

Rocky, do you have any representation? A manager?

**ROCKY**

No -- Just me.

**JERGENS**

Rocky, would you be interested in --

**ROCKY**

Sparrin'?

**JERGENS**

Excuse me.

**ROCKY**

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

**JERGENS**

I'm sure you are.

**ROCKY**

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

**JERGENS**

What?

**ROCKY**

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

55.

Jergens seems very amused. He lights a cigar.

**JERGENS**

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

**ROCKY**

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

**JERGENS**

Did you hear what I said?

**ROCKY**

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

**JERGENS**

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

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

**ROCKY**

... Ah... Absolutely.

The SCENE FADES and becomes a black and white television.

**INT. PAULIE'S APARTMENT - NIGHT**

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

**REPORTER #1**

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

**APOLLO**

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

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

56.

**APOLLO**

(continuing;  
mock seriousness)

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

The Reporters laugh.

**REPORTER #2**

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

**APOLLO**

If history proves one thing, everybody gotta chance --

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

**REPORTER #3**

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

**APOLLO**

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

**REPORTER #1**

What're your feelings about  
the challenger?

**APOLLO**

He's Italian.

**REPORTER #1**

What does that mean?

**APOLLO**

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

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

**PAULIE**

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

**ADRIAN**

Paul.

57.

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

**REPORTER #2**

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

**ROCKY**

Feel? I dunno... Happy.

**REPORTER #2**

How will you fight Apollo Creed?

**ROCKY**

(mind elsewhere)  
Creed's great, ain't he...  
I'll do what I can.

**REPORTER #1**

Where did you get the name,

'Italian Stallion?'

**ROCKY**

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

**REPORTER #2**

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

**ROCKY**

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

**REPORTER #2**

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

**ROCKY**

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

Adrian blushes and laughs.

**ADRIAN**

Oh, Rocky!

**PAULIE**

(dry)  
Christ.

58.

**ADRIAN**

You didn't!

**ROCKY**

Sure I did. You heard.

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

**COMMENTATOR**

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

(sarcastically)

It's matches like this with their exorbitant prices that give sports a bad name -- Not only is this match bad, people, it's sad! Why a Rocky

Balboa? At the State Athletic Commission, Larry Duggan reporting.

**PAULIE**

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

**ROCKY**

Why?

**PAULIE**

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

**ROCKY**

It don't matter.

**PAULIE**

He's takin' cheap shots.

**ROCKY**

It don't bother me none.

**PAULIE**

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

59.

**ROCKY**

Help what?

**PAULIE**

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

**ROCKY**

I'll do okay.

**PAULIE**

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

**ROCKY**

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

**PAULIE**

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

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

**ADRIAN**

Einstein flunked out of  
school... twice.

**PAULIE**

That so.

**ADRIAN**

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

**INT. HALLWAY OF PAULIE'S APARTMENT - NIGHT**

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

**ROCKY**

See ya tomorrow.

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

60.

**ROCKY**

(continuing)

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

**ADRIAN**

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

**ROCKY**

Ya puttin' me on, right?

**ADRIAN**

(smiles)

Absolutely -- What time should  
I expect you?

**ROCKY**

'Bout seven.

**ADRIAN**

I'll be waiting.

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

**ROCKY**

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

**ADRIAN**

Yes.

**ROCKY**

It did.

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

**EXT. ATOMIC HOAGIE SHOP - NIGHT**

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

**ROCKY**

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

**GAZZO**

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

**ROCKY**

I feel bad about walkin'.

61.

**GAZZO**

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

**ROCKY**

A few bucks.

Gazzo takes out a wad and peels off several bills.

**GAZZO**

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

**ROCKY**

Do I have to pay juice?

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

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

**INT. CAR - NIGHT**

**GAZZO**

(smiles)

Does Santa Claus charge juice?  
Merry Christmas -- Now, how's  
about my present, ya gonna win?

**ROCKY**

Gonna try.

**GAZZO**

Listen, kid, I'm with ya. Ya  
know, I'm with ya -- Italian,  
we're blood. You kill this  
rug -- We Guinneas gotta show  
these Afro-Americans where



it's at. Give it your best shot cause I want ya to prove to these bums on the corner that my man can't be beat by this rug... Ya got any action on the side.

**ROCKY**

No action.

**GAZZO**

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

**(MORE)**

62.

**GAZZO (CONT'D)**

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

**ROCKY**

I'm gonna do somethin with it.

**GAZZO**

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

**ROCKY**

Black market?

**GAZZO**

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

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

**ROCKY**

Yo, you gonna show, Tony?

**GAZZO**

Where else am I gonna go.

(to Bodyguard)  
Bet three grand on Rocky.

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

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

Rocky walks away.

63.

**INT. ROCKY'S APARTMENT - NIGHT**

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

**ROCKY**  
Look who's home!

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

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

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

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

Rocky tosses soiled clothing off a mangled armchair.

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

**MICKEY**  
How do you mean?

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

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

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

**MICKEY**

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

**ROCKY**

Yeah.

64.

**MICKEY**

What's happened is freak luck.

**ROCKY**

Freak luck for sure.

**MICKEY**

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

**ROCKY**

(uneasy)

Freak luck is a strange thing.

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

**MICKEY**

Whatta' those?

**ROCKY**

Turtles -- domestic turtles.

**MICKEY**

(businesslike)

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

Mickey looks hard into Rocky's eyes.

**MICKEY**

(continuing)

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

He lights a half-smoked cigar.

**ROCKY**

(at a loss)

Fifty years, huh.

**MICKEY**

(stronger)

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

**ROCKY**

How 'bout a glass of water?

**MICKEY**

Rocky, d'ya know what I done?

**ROCKY**

(uneasy)

... What?

**MICKEY**(driving each  
word hard)

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

**ROCKY**

(softly)

Ya got a good mind for dates.

Mickey deafly continues, becoming more engrossed every second.

**MICKEY**

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

**(MORE)****MICKEY (CONT'D)**

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

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

Rocky points to his most prized possession.

**ROCKY**

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

**MICKEY**

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

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

**ROCKY**

Really think so?

**MICKEY**

Ya got heart.

**ROCKY**

Heart, but I ain't got no  
Tocker.

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

**MICKEY**

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

**(MORE)**

67.

**MICKEY (CONT'D)**

fought in boxcars, in  
whorehouse basements, any  
joint with a floor -- October  
1931 I fought a bum who put a  
tack in the thumb of his glove  
an' punched so many holes in  
my face I had spit shootin'  
outta my cheeks -- I never had  
no manager watchin' out for  
me -- See that picture outside  
the gym -- 'Mighty Mick,'  
that's me in my prime. I had  
all the tools. I coulda  
starched any lightweight husky  
on the East Coast -- But I had

no management. Nobody ever got to know how slick I was, but I had a head for business an' stashed a few bucks an' opened the gym -- It's a dirt hole, I know it, but that an' a lotta scars is what I got to show for fifty years in the business, kid -- now you come along with this shot an' I feel like it's me gettin' the shot I never got... Yeah, we was treated like dogs -- like them Dago's, no offense, in the Colosseum in Rome there -- An' now I got all this knowledge, I wanna give it to ya so I can protect ya an' make sure ya get the best deal ya can!

Rocky rises and opens a window.

**MICKEY**

(continuing)

Respect, I always dished ya respect.

**ROCKY**

... Ya gave Dipper my locker.

**MICKEY**

(almost begging)

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

68.

**ROCKY**

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

**MICKEY**

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

**ROCKY**

I got pain an' experience too.

**MICKEY**

Please, kid.

**ROCKY**

(tightly)

Whatever I got, I always got on the slide. This shot's no different. I didn't earn nothin' -- I got it on the

slide... I needed ya help  
about ten years ago when I was  
startin', but ya never helped  
me none.

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

**MICKEY**

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

**ROCKY**

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

**MICKEY**

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

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

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

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

69.

**EXT. STREET OF ROCKY'S APARTMENT - NIGHT**

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

**INT. ROCKY'S APARTMENT - PRE-DAWN**

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

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

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

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

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

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

Two garbage men stop hoisting cans to watch him pass.

**EXT. ART MUSEUM STAIRS - DAWN**

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

**EXT. CITY HALL - DAWN**

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

Rocky forces himself to begin running again.

70.

**EXT. ELEVATED TRAIN STATION - DAWN**

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

**EXT. DOCKS - DAWN**

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

**EXT. EASTERN PACKING COMPANY - DAWN**

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

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

**INT. SHIPPING OFFICE - DAY**

**PAULIE**

How ya feelin'?

**ROCKY**

(panting)

... Tight.

**PAULIE**

I got whiskey here.

**ROCKY**



... No.

Rocky notices TWO PUERTO RICANS lounging alongside the shipping office.

**PAULIE**

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

**JOSE**

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

**PAULIE**

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

71.

**JOSE**

(walks away)  
Hooray, man.

**PAULIE**

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

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

**INT. FREEZER - DAY**

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

**PAULIE**

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

**ROCKY**

Gazzo's a good man.

**PAULIE**

How 'bout you talk to 'em  
about me?  
(tightly)  
Please do me that favor.

**ROCKY**

Keep this job, ya eat better.

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

**PAULIE**

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

**ROCKY**

Whatta you think?

**PAULIE**

Ain't sure, what's the story?

**ROCKY**

What?

72.

**PAULIE**

The story -- what's happenin'?

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

**PAULIE**

(continuing)

Ya really like her?

**ROCKY**

Sure I like her.

**PAULIE**

(nervous laughter)

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

**ROCKY**

I dunno -- she fills gaps.

**PAULIE**

What gaps?

**ROCKY**

(shrugs and  
takes meat)

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

**PAULIE**

(sharply)

You ballin' her?

**ROCKY**

(turns around)

Don't talk dirty 'bout ya  
sister.

**PAULIE**

(tersely)

C'mon, ya screwin' her?

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

**ROCKY**

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

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

73.

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

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

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

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

**PAULIE**

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

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

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

**PAULIE**

(continuing)

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

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

Paulie hands him a package of beef.

**ROCKY**

Don't talk dirty 'bout ya  
sister.

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

**INT. GOLDMILL'S GYM - DAY**

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

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

74.

**MICKEY**

(passionate)

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

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

**MICKEY**

(continuing)

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

**ROCKY**

I never had good footwork.

Mike completes the task.

**MICKEY**

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

**MIKE**

You'll be a very dangerous  
person.

Two young boys in street clothes interrupt Mickey.

**BOY**

Rocky, could we have your  
autograph?

**ROCKY**

... Sure.

**MICKEY**

(irate)

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

The boys depart.

75.

**MICKEY**

(continuing)

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

Mike looks off across the gym.

**MIKE**

... we got visitors.

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

**MICKEY**

(approaching)

Can I help you guys?

**REPORTER**

(to Cameraman)

Set the camera up over there.

(to Mickey)

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

**MICKEY**

I own the place.

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

**CAMERAMAN**

Rolling here.

**SOUND MAN**

Speed here.

**REPORTER**

(to the camera)

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

The camera turns to Rocky.

76.

**ROCKY**

(to Mickey)

Should I do this?

Mickey nods and Rocky faces the glaring lights.

**REPORTER**

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

**ROCKY**

... People talk to me more.

**REPORTER**

How're you preparing for this  
Bicentennial bout?

A young punchy fighter yells out:

**FIGHTER**

Readin' fuckin' history books,  
man!

The gym explodes with laughter.

**REPORTER**

(flushed)

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

**ROCKY**

(honestly)

Apollo's a great fighter.

**REPORTER**

Do you feel you have a chance?

**ROCKY**

Maybe --

He faces Mickey. Mickey whispers in his ear.

**ROCKY**

(continuing)

I'll tear his head off.

**REPORTER**

Do you have anything derogatory  
to say about the Champion?

77.

**ROCKY**

Derogatory? Yeah, he's great.

Apollo Creed and his entourage enter the gym.

**APOLLO**

(bellowing)

I am the Champion of the whole  
world!!!

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

**APOLLO**

(continuing)

(approaching Rocky)

Italian Stallion, I come over  
to tell you to be very smart  
an' after this fight donate

what's gonna be left of your  
body to science, cause after  
this fight what's left won't  
fill a tuna fish can!... So  
beware, Mon Cher!!!

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

**APOLLO**

(continuing)

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

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

**APOLLO**

(continuing)

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

**(MORE)**

78.

**APOLLO (CONT'D)**

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

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

Dipper pushes harder and Rocky looks questioningly at him.

**DIPPER**

(loud)

Ya nothin', Boy!

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

**DIPPER**

(continuing)

I say ya nothin'!

**MICKEY**

What's happenin' here?

**DIPPER**

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

**ROCKY**

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

**DIPPER**

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

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

**MICKEY**

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

**DIPPER**

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

79.

**MICKEY**

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

**DIPPER**

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

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

**DIPPER**

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

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

**MIKE**



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

**MICKEY**

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

**DIPPER**

Yo' yellow, old man.

**MICKEY**

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

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

80.

**DIPPER**

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

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

**MICKEY**

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

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

Mike jumps forward.

**MIKE**

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

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

**DIPPER**

... Now, boy, kiss my feet.

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

**DIPPER**

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

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

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

81.

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

**MICKEY**

The kid's got cannons -- Print that.

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

**INT. ROCKY'S APARTMENT - NIGHT**

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

**ADRIAN**

Don't you open them anymore?

**ROCKY**

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

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

**ADRIAN**

Like?

**ROCKY**

Sharp -- Real nice.

**ADRIAN**

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

**ROCKY**

No... Sharp -- You look great.

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

**ROCKY**

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

**ADRIAN**

Don't want weak legs.

82.

**ROCKY**

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

**ADRIAN**

-- The legs.

**ROCKY**

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

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

**ADRIAN**

I thought it might be cute.

**ROCKY**

Ya right --  
(laughs)  
Mebbe we best just hold  
hands -- the shirt made me  
feel guilty, y'know.

**SCENE FADES.**

**EXT. STREET - PRE-DAWN**

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

**EXT. EASTERN PACKING COMPANY - DAWN**

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

**INT. EASTERN PACKING COMPANY - DAWN**

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

**EXT. EASTERN PACKING COMPANY - DAWN****PAULIE**

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

**ROCKY**

Whatta these guys want?

**PAULIE**

To see ya train.

**ROCKY**

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

**PAULIE**

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

Rocky follows Paulie inside.

**INT. EASTERN PACKING COMPANY - DAY**

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

**COMMENTATOR**

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

**ROCKY**

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

**COMMENTATOR**

Is this a common training

method -- I mean do other  
fighters pound raw meat?

**ROCKY**

I think me and Paulie invented  
it.

**COMMENTATOR**

Would you give us a  
demonstration?

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

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

**COMMENTATOR**

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

**INT. JERGENS' OFFICE - DAY**

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

**APOLLO**

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

**LAWYER**

Three hundred thousand.

**APOLLO**

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

**BUSINESSMAN #3**

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

85.

**APOLLO**

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

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

He waves at Apollo.

**TRAINER**

(worried)

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

Apollo is still engrossed in his paperwork.

**APOLLO**

I mean business, too --

(to men)

The gross rental of the arena  
is gonna include the four  
hundred ushers, right? --  
Gimme some coffee.

**EXT. PAULIE'S STREET - NIGHT**

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

**INT. PAULIE'S APARTMENT - NIGHT**

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

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

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

**ADRIAN**

... And he called the  
reporters --

**ROCKY**

Yeah... Threw my whole day off.

86.

**ADRIAN**

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

**ROCKY**

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

**ADRIAN**

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

**ROCKY**

... What's to say? I dunno  
what he wants from me --

Filled with uncontrollable anger, Paulie smashes into the  
room.

**PAULIE**

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

**ADRIAN**

Paulie!

**PAULIE**

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

**ADRIAN**

It's not your house --

**PAULIE**

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

**ADRIAN**

Don't talk like that to him!

**PAULIE**

Get outta my life both of ya's.

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

**PAULIE**

(continuing)  
Outta my house I want ya!!

87.

**ROCKY**

... It's cold outside, Paulie.

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

**PAULIE**

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

Adrian is speechless... Rocky moves towards Paulie.

**PAULIE**

(continuing;  
raising the bat)  
... Wanna hit on me? C'mon --  
C'mon, I'll break both ya arms  
so's they never work...

Rocky freezes...

**ADRIAN**

... Paulie. Stop now!

**PAULIE**

I want 'im outta here --  
(to Rocky)  
Don't think I'm good enough to  
work for Gazzo?  
(spits)  
That's what I think of bums  
like you an' Gazzo!  
(spits again)  
You're goin' up an' don't care  
enough to throw Paulie some  
crumbs!  
(spits)  
I give ya meat, an' I give ya  
my sister, too!

**ADRIAN**

Only a pig would say that!

Paulie smashes a small table with the bat.

**PAULIE**

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

88.

**ADRIAN**

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

**PAULIE**

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

Paulie smashes a large lamp with the bat.

**ADRIAN**

Don't do that again!

**PAULIE**

Get away from me -- I could  
never even get married 'cause  
you couldn't live by yaself --  
ya'd die by yaself! So



instead I put you two  
together -- Did ya think of  
puttin' in a good word for  
me? -- You owe me!

**ADRIAN**

Owe you what?

**PAULIE**

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

**ADRIAN**

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

The brother flares up and threatens Adrian with the bat.

**PAULIE**

You busted?!

89.

**ADRIAN**

What?!

**PAULIE**

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

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

**ROCKY**

(fuming)

Hey --

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

**PAULIE**

(softly)

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

**ROCKY**

What can I do about it?

**PAULIE**

Christ, I been beggin' ya for

a break until I'm sick inside.

**ROCKY**

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

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

**ROCKY**

(continuing)

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

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

**ROCKY**

(continuing)

Wanna hear a dirty joke?

90.

**ADRIAN**

(smiles)

... Yes --

**INT. MICKEY'S OFFICE - DAY**

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

**MICKEY**

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

They both watch the flickering images.

**MICKEY**

(continuing)

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

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

**MICKEY**

(continuing)

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

They watch more action.

**MICKEY**

(continuing)

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

(MORE)

91.

**MICKEY (CONT'D)**

You'll gonna be able to eat lightin' and crap thunder -- You'll be a very, very dangerous person...

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

**INT. GOLDMILL'S GYM - DAY**

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

**INT. GOLDMILL'S GYM - LATER**

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

**INT. GOLDMILL'S GYM - STILL LATER**

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

**INT. GOLDMILL'S GYM - STILL LATER**

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

**INT. GOLDMILL'S GYM - STILL LATER**

Drenched in sweat, Rocky hums the speed bag. His expression is hard and flushed. Mickey clicks a stopwatch and pats Rocky's shoulder... He is very happy.

**INT. GOLDMILL'S GYM - STILL LATER**

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

**MICKEY**

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

**ROCKY**

Yo, Benny.

**MICKEY**

Check the eyes, Ben.

92.

Benny checks the skin around Rocky's eyes.

**BENNY**

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

**MICKEY**

Take a shower.

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

**PAULIE**

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

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

**EXT. STREET - DAY**

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

**EXT. ART MUSEUM STAIRS - DAY**

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

**INT. MAYOR'S OFFICE - DAY**

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

**MAYOR**

Sit down, Rocky.

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

93.

**MAYOR**

(continuing)

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

(reading)

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

Rocky tries to sink into the chair.

**MAYOR**

(continuing)

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

**ROCKY**

... I'll try.

The mayor presses a button and a photographer enters.

**MAYOR**

Would you stand up, please.

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

**MAYOR**

(continuing)

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

**ROCKY**

(turns)

Any time.

**MAYOR**

(sitting)

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

**ROCKY**

(smiles)

... Run for mayor.

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

**INT. ROCKY'S APARTMENT - NIGHT**

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

**ADRIAN**

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

**ROCKY**

Yeah...

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

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

**ROCKY**

(continuing)

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

Adrian overhears the statement.

**ROCKY**

(continuing)

... Yeah, I know it's a lotta money -- Condominiums? Nobody uses them anybody. Listen, I

think a pet shop is a good investment, y'know -- I don't care 'bout long hours -- there's no depreciation -- that don't matter none to me -- Yeah, I like animals. Why don't ya give me ya number an' I'll call ya back? Lemme getta pencil --

Rocky makes no motion to get a pencil.

**ROCKY**

(continuing)

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

Rocky hangs up.

**ADRIAN**

What was that you said about a pet shop?

**ROCKY**

(distant)

... What?

**ADRIAN**

What did you say about a pet shop?

**ROCKY**

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

**ADRIAN**

Is everything all right?

**ROCKY**

I gotta go out for a while.

Rocky grabs his coat and moves to the front door.

**ROCKY**

(continuing; to dog)

... Come.

96.

#### **INT. GOLDMILL'S GYM - NIGHT**

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

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

**INT. MICKEY'S OFFICE - NIGHT**

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

**DISSOLVE TO:**

**INT. MICKEY'S OFFICE - SEVERAL HOURS LATER**

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

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

**DISSOLVE TO:**

**INT. MICKEY'S OFFICE - SEVERAL HOURS LATER**

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

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

**DISSOLVE TO:**

**INT. MICKEY'S OFFICE - DAWN**

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

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

**97.**

The door opens and Mickey flips on the light... The two men stare at each other for a long moment. Mickey studies Rocky's despondent expression and knows what is on the fighter's mind.

**MICKEY**

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

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



**EXT. STREET - DAWN**

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

**INT. ROCKY'S APARTMENT - DAY**

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

**ROCKY**

... Can't do it.

**ADRIAN**

... What?

**ROCKY**

... I can't beat him.

**ADRIAN**

Apollo?

**ROCKY**

Yeah, I can't beat him.

Adrian touches his face.

**ROCKY**

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

**ADRIAN**

What're we going to do?

**ROCKY**

... I dunno.

98.

**ADRIAN**

Oh, Rocky -- you worked so hard.

**ROCKY**

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

**ADRIAN**

Don't say that.

**ROCKY**

C'mon, it's true -- But that  
don't bother me -- I just  
wanna prove somethin' -- I  
ain't no bum... It don't  
matter if I lose... Don't  
matter if he opens my head...  
The only thing I wanna do is  
go the distance -- That's all.  
Nobody's ever gone fifteen  
rounds with Creed. If I go

them fifteen rounds, an' that  
bell rings an' I'm still  
standin', I'm gonna know then  
I weren't just another bum  
from the neighborhood...

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

**ROCKY**

(continuing)

... No foolin' around.

**INT. ARENA - NIGHT**

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

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

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

**INT. APOLLO'S DRESSING ROOM - NIGHT**

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

99.

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

**INT. ROCKY'S DRESSING ROOM - NIGHT**

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

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

**INT. APOLLO'S DRESSING ROOM - NIGHT**

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

**INT. ROCKY'S DRESSING ROOM - NIGHT**

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

**INT. APOLLO'S DRESSING ROOM - NIGHT**

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

**APOLLO TAKING IN AIR.**

**INT. ROCKY'S DRESSING ROOM - NIGHT**

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

**INT. APOLLO'S DRESSING ROOM - NIGHT**

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

**INT. ROCKY'S DRESSING ROOM - NIGHT**

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

**INT. APOLLO'S DRESSING ROOM - NIGHT**

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

**INT. ROCKY'S DRESSING ROOM - NIGHT**

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

100.

**INT. APOLLO'S DRESSING ROOM - NIGHT**

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

**INT. ROCKY'S DRESSING ROOM - NIGHT**

Everyone present is motionless as Rocky is in the bathroom. Alone, Rocky is on his knee praying. Completing his silent prayer, he stands and looks at himself in the mirror. Suddenly a wave of emotion sweeps over him as he thinks that in a few moments he will face the most overwhelming challenge of his life.

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

**MICKEY**

... It's time, kid.

Rocky nods and moves toward Adrian.

**ADRIAN**

... I'll wait for you here.

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

**INT. HALLWAY - NIGHT**

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

**ROCKY**

Yo, Mick, can I have my rob?

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

**"THE ITALIAN STALLION"**

\*Pennzoil\*

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

**MICKEY**

Don't you care what the people will say?

**ROCKY**

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

101.

**MICKEY**

Whatta you get outta this?

**ROCKY**

I get the robe an' Paulie gets three grand.

**MICKEY**

... Shrewd.

**INT. ARENA - NIGHT**

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

**COMMENTATOR #1**

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

**COMMENTATOR #2**

Thank you, Bob. The electricity is everywhere tonight. Rocky Balboa, a fifty-to-one underdog, is

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

**COMMENTATOR #1**

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

102.

**ANOTHER ANGLE**

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

**COMMENTATOR #2**

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

**COMMENTATOR #1**

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

**COMMENTATOR #2**

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

**COMMENTATOR #1**

I agree.

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

**APOLLO**

I want you! I want you!

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

**MICKEY**

Don't let 'im get you tight.

103.

**ROCKY**

Whatta ya think that outfit  
cost?

**ANOTHER ANGLE**

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

**ANNOUNCER**

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

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

**DEMPSEY**

Good luck, kid.

He moves off.

**ROCKY**

(to Mickey)  
Christ, Jack Dempsey.

**ANOTHER ANGLE**

The Announcer points and the timekeeper RINGS the BELL.

**ANNOUNCER**

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

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

**ANOTHER ANGLE**

**ANNOUNCER**

(continuing)

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

104.

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

**ROCKY**

They must be friends.

**ANOTHER ANGLE**

**ANNOUNCER**

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

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

**FRAZIER**

Save some of him for me.

**ANOTHER ANGLE**

The Commentators beckon to Frazier as he exits the ring.

**COMMENTATOR #1**

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

Joe Frazier stands in front of the Commentators.

**COMMENTATOR #1**

(continuing)

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

**FRAZIER**

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

**COMMENTATOR #2**

You look in great shape, Joe.

**FRAZIER**

I'm always in shape.

Joe laughs and exits. The timekeeper RINGS the BELL.

105.

**ANOTHER ANGLE**

**ANNOUNCER**

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

A good CROWD RESPONSE.

**ANOTHER ANGLE**

**ANNOUNCER**

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

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

**ANOTHER ANGLE**

The REFEREE motions to both fighters... They step to the center of the ring. As the Referee explains the rules Apollo and Rocky stare hard into each other's eyes... The Referee's voice fades and the fighters' expressions fill the screen... Something soulful and frightening is being communicated.

**REFEREE**

... Now come out fighting.

The fighters return to their corners.

**MICKEY**

God bless ya, Rock.

**ROCKY**

Thanks, Mick -- I'm gonna try.

**ANOTHER ANGLE**

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

106.

**ANOTHER ANGLE**

**COMMENTATOR #1**

The Champ stings the slower challenger with jabs at



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

**COMMENTATOR #2**

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

**COMMENTATOR #1**

Creed is down!!!

**ANOTHER ANGLE**

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

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

**MICKEY**

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

**REFEREE**

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

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

**APOLLO**

... Come at me, sucker!

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

107.

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

The BELL RINGS.

**ROCKY'S CORNER**

**ROCKY**

How am I doin'?

**MICKY**

Real good.

**ROCKY**

See how fast he is -- damn!

**MICKY**

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

**APOLLO'S CORNER**

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

**APOLLO**

(to Trainer)

... That boy damn near broke  
my arm.

**TRAINER**

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

**APOLLO**

I'll carry him 'till the third.

**TRAINER**

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

**ANOTHER ANGLE**

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

108.

**ANOTHER ANGLE**

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

**ANOTHER ANGLE**

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

**APOLLO**

Man, I rearranged his face  
with that right -- The people

love what's happenin' tonight.

**TRAINER**

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

**ANOTHER ANGLE**

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

**MICKEY**

Ya nose is broke.

**ROCKY**

Damn! How's it look?

**MICKEY**

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

**ROCKY**

... The guy's great.

**MICKEY**

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

**ANOTHER ANGLE**

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

109.

**COMMENTATOR #2**

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

**COMMENTATOR #1**

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

**ANOTHER ANGLE**

Round three... Apollo comes out dancing. He skips and side-  
steps Rocky's sledgehammer hooks. An expert ring general,

Apollo uses the ring fully. Rocky keeps tearing in and Creed meets the bombing attack that cause thick swelling... Near the end of the round Rocky fires a penetrating punch to the heart.

**COMMENTATOR #1**

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

**COMMENTATOR #2**

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

**COMMENTATOR #1**

No way -- but the brilliant ability of the Champion to master situations like this is one of his most outstanding traits -- Creed tosses a perfect right hand that rocks Rocky.

**(MORE)**

110.

**COMMENTATOR #1 (CONT'D)**

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

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

**TRAINER**

(yelling)  
Cover your face! Cover up!  
(to Assistant)  
My man's cut, my man's  
bleedin' -- Get ready!

**ANOTHER ANGLE**

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

**TRAINER**

Bad? Talk to me, man!

**DOCTOR**

Deep, but passable.

**APOLLO**

(staring at Rocky)  
... That man's takin' his job  
too serious.

**TRAINER**

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

**APOLLO**

He got lucky.

**TRAINER**

Luck! You fightin' a crazy  
man -- but you got him hurt  
bad.  
(to Assistant)  
More ice, now!

111.

**ANOTHER ANGLE**

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

**MICKEY**

How you holdin' up, kid?

**ROCKY**

Fine... That guy's great.

**MICKEY**

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

**ROCKY**

(standing)  
See what?

**MIKE**

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

**ROCKY**

He ain't losin' nothin'.

**MICKEY**

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

## **SERIES OF SHOTS**

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

### **INT. ROCKY'S DRESSING ROOM - NIGHT**

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

### **INT. ARENA HALL - NIGHT**

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

112.

### **INT. ARENA - NIGHT**

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

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

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

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

### **INT. ANDY'S BAR - NIGHT**

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

#### **ANDY**

... The Rock's got real stones.

### **INT. ARENA - NIGHT**

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

#### **APOLLO**

C'mon -- Lemme cut yo'!

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

Rocky takes a merciless beating and is staggered by a

torrent of combinations. Rocky's eyes are closed. But Creed cannot drop him... The BELL RINGS.

**ANOTHER ANGLE**

The Commentators shift in their seats.

**COMMENTATOR #1**

Without a doubt this is the most punishing brawl I have ever seen -- The ringside audience is spotted with blood.

**(MORE)**

113.

**COMMENTATOR #1 (CONT'D)**

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

**COMMENTATOR #2**

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

**ANOTHER ANGLE**

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

**APOLLO**

My side.

**TRAINER**

(to Assistant)  
Get that doctor.

**APOLLO**

No doctor!

**TRAINER**

You're hurtin', man!

**APOLLO**

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

**ANOTHER ANGLE**

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

**MICKEY**

Wanna keep goin'?

**ROCKY**

Would you keep goin'?

**MICKY**

... Yeah.

**MIKE**

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

114.

**ROCKY**

Open my eyes -- Please, open  
my eyes!

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

**ANOTHER ANGLE**

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

**ANOTHER ANGLE**

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

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

**REFEREE**

Six -- Seven -- Eight --

Rocky gets to his feet and tenses with renewed energy. He is like a wounded wild animal. The tide suddenly turns. Rocky drops low and catches Apollo with a pair of terrific body punches that seem to drive Apollo's diaphragm up to his throat... A CRACK is HEARD. A glaze of pain covers Apollo's eyes. It is only a supreme effort that keeps the Champion upright... Apollo is badly hurt. He is bent over.

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

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



**ANOTHER ANGLE**

The BELL RINGS. Apollo's men rush out and guide him to his corner.

**APOLLO**

... Ribs broke --

Blood trickles from the corner of Apollo's mouth. The Trainer feels the ribs.

**TRAINER**

Yo' bleedin' inside, man --  
Get that doctor.

**APOLLO**

One more round.

**TRAINER**

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

**APOLLO**

... Stop jivin'!

**TRAINER**

Cover the ribs -- Look here,  
elbow down, tight -- Tight --  
stand straight -- you're the  
best, you're the best!

**APOLLO**

... Thanks.

**ANOTHER ANGLE**

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

**ROCKY**

How I look out there, Mick?

**MICKEY**

(truly worried)  
Great, kid, great.

The ring Doctor leans over Rocky and checks the eyes.

**DOCTOR**

One more round -- How do you  
feel?

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

**ROCKY**

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

Everyone is distraught over Rocky's dangerous condition.

**MICKEY**

We gotta stop it, kid.

**MIKE**

Ya gave it ya best shot!

**MICKEY**

Nobody's gonna say ya didn't  
give ya all. I can't let ya  
go out.

Rocky stands and eyes them all.

**ROCKY**

(impassioned  
and quietly)  
I'll kill ya all... Don't stop  
nothin' --

**ANOTHER ANGLE**

The BELL RINGS... Apollo moves cautiously out of his corner  
and circles to Rocky's right.

**ANOTHER ANGLE**

The Commentators stare unansweringly at the fighters.

**COMMENTATOR #1**

The fight has slowed down to a  
near stand-still -- Creed  
circles to Rocky's right...  
The spectrum is nearly  
silent -- Neither fighter has  
made a motion to throw... I've  
never seen anything like it in  
the last round of a  
championship fight... Apollo  
spits blood on the canvas. It  
appears he is protecting his  
right side. His ribs were  
probably injured at the end of  
round fourteen.

**(MORE)**

117.

**COMMENTATOR #1 (CONT'D)**

It's confirmed, unofficially,  
Creed's ribs may be broken --  
Apollo fakes a left and throws  
a big tired right -- Balboa's  
mouthpiece is out! Creed  
attacks with one hand!

**ANOTHER ANGLE**

Apollo feints and Rocky falls for it. The Champion unleashes a lethal blow to the side of the head that jolts Rocky's mouthpiece into the second row... Rocky sags against the ropes in a crucified position... The insane crowd leaps to their feet.

#### **ANOTHER ANGLE**

Rocky's bloody teeth snarl at Apollo and he waves him to come ahead and fight toe to toe... Apollo obliges with a weary but effective burst of rights and lefts that have K.O. written on every punch. Rocky counters the assault blow for blow.

#### **ROCKY**

Gimme ya best!!!!

Mickey looks at the clock... TEN SECONDS TO GO.

#### **ROCKY**

(continuing)

Gimme ya best!!!

Blood sprays over the ropes and onto the ringside photographers... They are horrified and wipe away the blood.

The fighters stand toe to toe and drag every remaining bit of strength from their souls and beat each other without mercy. They look hypnotized and have entered a dimension far beyond blood and pain.

**SIX  
FIVE  
FOUR  
THREE  
TWO  
ONE!**

#### **ANOTHER ANGLE**

The BELL RINGS... The arena EXPLODES with thunderous approval.

118.

Their cornermen rush to their collapsed fighters... In the midst of all the confusion both fighters look at each other with unabashed respect -- They stand like blood-drenched gladiators on the most dramatic night of their lives.

As though reacting to some unspoken command, they both step towards each other and embrace... Apollo whispers in Rocky's ear.

#### **APOLLO**

... Ain't gonna be no rematch.

#### **ROCKY**

... Don't want one.

Mickey comes over and separates them and leads him back to

his corner... Mickey embraces him.

**ANOTHER ANGLE**

The Announcer enters the ring with a microphone.

**ANNOUNCER**

Attention, please!! Attention!!  
Ladies and gentlemen, tonight  
we have had the rare privilege  
to have witnessed the greatest  
exhibitions of stamina and  
guts ever in the history of  
sports.

The CROWD ROARS.

**ANNOUNCER**

(continuing)  
Ladies and gentlemen -- We  
have a split decision!

**ANOTHER ANGLE**

Apollo did not expect this and tenses. His corner nervously  
tries to reassure him. It does no good.

**ANOTHER ANGLE**

Rocky did not expect this either and looks in confusion at  
Mickey, but Mickey is frozen with anticipation.

**ANOTHER ANGLE**

**ANNOUNCER**

Judge Walker scores it eight-  
seven Creed... Judge Roseman  
scores it eight-seven Balboa.

119.

**ANOTHER ANGLE**

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

**ANOTHER ANGLE**

**ANNOUNCER**

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

**ANOTHER ANGLE**

Rocky sorely smiles and looks at the waves of CHEERING fans  
that circle the ring and reach out towards him... Mickey  
grabs Rocky's hand and raises it. The CROWD ROARS.

**MICKEY**

I don't care what they say,  
you're a winner.

**ROCKY**

Yo, can I have my locker back?

Mickey and Rocky look at each other and grin. Mickey hugs Rocky like a son. Mickey raises Rocky's hand again. Rocky turns away from Mickey and pats Benny the cut-man's shoulder... Benny smiles wearily. Rocky stares across the ring at Apollo Creed, who stands victorious, but his face and body are badly distorted... The two men lock stares that reflect admiration.

**ANOTHER ANGLE**

Apollo climbs out of the ring and the fans crush forward screaming his name and waving red, white and blue banners.

**ANOTHER ANGLE**

Rocky also climbs out of the ring and waves of frantic well-wishing fans rumble forward... Mickey's eyes show mounting apprehension as the fans become abnormally active.

**ANOTHER ANGLE**

They shove the police aside and clutch wildly at Creed. Creed's army of bodyguards swing angrily at the crowd but they are soon engulfed by screaming waves of humanity. Apollo is suddenly hoisted into the air and is being carried along by a legion of fans.

120.

**ANOTHER ANGLE**

On the opposite aisle Rocky is experiencing the same overwhelming adulation by his fans but does not seem to be frightened by it, like Apollo. Mickey tries his best to control things but his voice is drowned out in the growing clamor. The fans shove the guards aside and hoist Rocky to their shoulders.

**ANOTHER ANGLE**

Rocky's and Apollo's fans are aggressively competing against each other... chanting, 'Creed, Creed, Creed.'

Rocky's fans counter by bellowing, 'Rocky, Rocky, Rocky.'

**ANOTHER ANGLE**

Paulie tries to get to Rocky but is shoved aside and he starts swinging.

**ANOTHER ANGLE**

Both Rocky and Apollo are completely at the mercy of the crowd. They are being passed overhead and remain helpless

as their bodies float up the aisle on the sea of hands...  
The CHANTING IS DEAFENING.

#### **ANOTHER ANGLE**

Fearful that Rocky is in danger, Adrian tries to move forward. Running headlong into the crowd, she angles through the mass to get to Rocky.

#### **ANOTHER ANGLE**

She is manhandled and shoved in a multitude of directions, but she keeps her feet... She sees him. In the distance, Rocky floats INTO VIEW and Adrian flattens against the wall and waits for the procession to pass.

The procession approaches and she clearly sees Rocky's unbelievably battered but smiling face. He appears to be king of the world.

The procession approaches and passes Adrian. She jumps on her toes and waves frantically but is not seen. She screams Rocky's name... Somehow the delicate voice knifes through the racket and reaches Rocky.

Rocky frantically looks in all directions and barely manages to see Adrian jumping up and down waving. The crowd is carrying him away. He attempts to lower himself but the crowd won't permit it.

121.

Rocky instead turns and begins climbing across people's heads and shoulders. He resembles a man trying to go up a down escalator. People are jammed so tightly together Rocky manages to crawl across them to Adrian.

Still suspended in air, Rocky leans down and Adrian jumps up and they lock in an embrace.

#### **ADRIAN**

I love you -- I love you -- I  
love you...

The two are swept along into the greatest night anyone can remember...

#### **THE END**