

The bus struggles up a slight incline, everybody rooting for Doris, as she eases out of the parking lot and onto a thoroughfare.

WILLIAM

What did it feel like to be electrocuted?

RUSSELL

It burns. It feels like a dose of lead shooting through your body... and then you see God, and he says, "How bad do you want to be legendary?" And god damnit. I let go.

(shaky grin as all laugh warmly)

Rock and roll.

Jeff watches this charisma with thinly veiled envy. The kid scribbles in his notebook. We hear Led Zeppelin's "That's the Way."

74 INT. BUS - EARLY MORNING

74

Song continues. Almost everybody is asleep. William takes the camera and snaps a Polaroid of a sleeping Penny. She wakes up.

PENNY

Give that to me.

She grabs for it, they have a brief play-fight. He grabs some other Polaroids from her pocket. He hustles to the back of the bus, pockets the photo, and settles down to watch the passing landscapes. She chases him down the aisle. Music continues as she sits down next to him. Out the window, a long-distance running team of Girls keeps pace with the bus for a bit. They wave. Penny watches them over sunglasses, waves briefly to the real world.

PENNY (cont'd)

(breathing heavy, owning the world)

When we go to Morocco, I think we should wear completely different clothes, and be completely different people.

WILLIAM

What will our names be?

She snaps a Polaroid of a nearby sleeping Silent Ed, pockets the Polaroid. She regards Russell up ahead, also sleeping. Her attention has already wandered from Morocco.

PENNY

What do you think of Russell?

WILLIAM

I like him.

PENNY

You're coming to Cleveland, right?

WILLIAM

Cleveland, Ohio? Oh no no no. I gotta get my interview with Russell before Greenville. And you've got to help me. Okay? Friends... remember?

Older Girl
Teen Boy

Penny is still watching Russell.

PENNY

You should give him a break. There are real problems in the band. Off the record.

Gravely noting the word "problems", the kid joins Penny in watching Russell, who is splayed haphazardly, sleeping restlessly up ahead.

WILLIAM

What problems?

PENNY

Okay. I got it. I think your name should be Spencer, and mine will be Jane.

WILLIAM

I can't keep up with you.

PENNY

No one can.

WILLIAM

What's your real name?

She looks at him briefly. She puts her arm around him. It's intoxicating, but he doesn't quite know how to act. With her free hand, she gestures with a hanger. As they regard Russell sleeping nearby:

PENNY

Here's the thing about Russell. He's my last project. I only do this for a very few people. *And I think we should do it together* - he is almost great. We've got to take him there. You and me - we can do it. Deal? Because the other guys are good - but he could be great. He's my last project.

He looks at her. She imitates his face back to him.

PENNY (cont'd)

It's all happening.

75 INT. TOPEKA ARENA BACKSTAGE -- NIGHT

75

William sits interviewing Silent Ed by some equipment cases.

WILLIAM

What do you love about music?

Ed looks at him thoughtfully. It is an eloquent moment. He thinks. He shrugs. The kid tumbles with more questions. These interviews are not going well.

76 INT. BATHROOM - NIGHT

76

William, looking concerned over the state of his interviews, walks into the backstage bathroom. He makes a few surreptitious notes in his notebook before noticing that Jeff is standing there, clearly just finishing a quick hit of cocaine offered by a Local Hanger-On. Seeing the kid, he immediately hides the coke spoon.

She won't be good company, but keep
her awake for another four hours.

142 INT. AIRPORT TICKET COUNTER -- MORNING 142

Song continues. William and Penny drag themselves through the airport. He guides her to the ticket counter. Penny wears her green coat, large sunglasses. He sorts through her many partial tickets. They are both so tired. She shakes off her coat -- she's suddenly very hot -- and he grabs it and loops it through her bags. She's irritable, and ready to go home.

143 INT. AIRPORT GATE - MORNING 143

PENNY

(baring her soul)

When I was 14, my Mom and her boyfriend took me to a Rolling Stones concert - and I freaked out and I rushed up to the front of the stage and then a thousand people had the same idea at the same time and I was getting crushed. And I couldn't breathe and that thought flashed through me - almost like a car accident - I thought I might die. And it was in the middle of "Midnight Rambler" and Keith Richards saw me. And he came over, and came to the front of the stage, and he pulled me out. And they took me backstage and they gave me coke with ice and a - and a lemon. And I never went home.

WILLIAM

What about your Mom?

PENNY

She always said - "Marry Up." Marry someone *grand*. That's why she named me Lady.

WILLIAM

(horrified)

She named you *Lady*?

PENNY

Lady Goodman.

WILLIAM

No.

PENNY

You never really get used to it, either.

WILLIAM

Well -- this -- this just explains *everything*.

He wishes it did. She rubs her stomach. It's a rocky morning.

WILLIAM (cont'd)

See you back in the real world.

PENNY

See you back there.

She kisses his forehead, and takes off down the accordion leading to her plane. She drops her coat again, bending down to retrieve it.

WILLIAM

Hey Lady!

Four Woman turn, but not Penny. She disappears.

144 INT. AIRPLANE - DAY 144

Penny Lane settles into her seat on the airplane. She notices William watching from the terminal window, and waves.

STEWARDESS

Please extinguish all flammable items,
and return all seats and tray tables to
their full and upright locked positions.

She mouths along with the words. There is no one to share the joke with. And then a few blurry memories come back to her. She gestures to him... understanding him more fully... as he disappears.

145 INT. AIRPORT TERMINAL - DAY 145

William walks alongside her plane, moving from terminal window to terminal window. Catching her glance again, he's picking up steam. What's she saying?

146 INT. PLANE - DAY 146

She keeps watching as he runs alongside, still keeping up with her plane. She now fully remembers, and places her outstretched fingers on the window. She mouths the words: I'll see you back home!

ON WINDOW

He us running through her fingers.

CLOSE ON WILLIAM

Who can run no further.

FADE OUT

FADE UP

147 INT. BAND PLANE -- DAY 147

Russell and William are in mid-interview. The kid's microphone is out. It's a little bit of a rough flight. William wears the same clothes.

RUSSELL

Why didn't you come back to the party?
Bob Dylan showed up. He was sitting
at our table for... had to be an hour,
right? Just *Rapping*. Bob Dylan! I
kept looking for you. I was going to
introduce you.

The kid feels pain.

JEFF

What happened to you last night?

WILLIAM

It's a log story.

A sharp jolt of turbulence. Russell begins pounding on the