

"HEADING FOR HOME"

FADE IN...

INT. TUNNEL (MAY, 2016)

Dark screen. The faint sound of walking hoof beats gets progressively louder, as the screen slowly brightens to reveal the outline of jockeys on horses, moving through a tunnel. The white noise of a large crowd slowly intensifies.

As the horses and jockeys come out of the tunnel, a fully brightened screen exposes a dirt track, a tote board, a marching band seated in the infield bleachers, and a bright blue sky, punctuated by the Goodyear Blimp...

The horses begin the post parade. The marching band rises up in the bleachers and plays, "My Old Kentucky Home." The 150,000 spectators sing along.

As the song ends, DONNA BROTHERS, a female trackside reporter on horseback holds a microphone in one hand, and the reins in her other hand.

DONNA

Tom?... Tom. Can you hear me? The noise down here. It's deafening. The atmosphere - absolutely electric. In all the years I've covered the Derby, I can't recall a story that even comes close to this one. Folks...this is more than just another horse race.

EXT. CALDER RACE TRACK - MIAMI - (TWO YEARS EARLIER)

DAN McGUIRE, middle aged, ruggedly handsome, leans over the track railing as he watches the horses' morning workouts.

Next to him, ARTIE GREEN, a man in his sixties, reads the Miami Herald. He's wearing glasses with one of the temples missing. The headline reads, "CALIFORNIA CHROME TAKES PREAKNESS - EYES TRIPLE CROWN." Artie adjusts his glasses.

DAN

When you gonna' get new glasses, Artie?

ARTIE

I don't know. Maybe if I pick up a few checks this week. Anyway, the ladies really dig these.

DAN

Right.
(looking at the headline)
Boy, we could sure use a Triple Crown winner.

ARTIE
Been a long time.

DAN
Too long.
(beat)
Luis didn't show up this morning.

ARTIE
Again? You gotta' get rid of him,
Dan.

DAN
Four of the horses won't get out
today.

ARTIE
So, why don't you jog some of them?

DAN
Yeah. Like I don't have enough
broken bones.

ARTIE
Look, if you're short on riders
tomorrow, I'll send Hector over.

DAN
Thanks.

A girl in her late teens breezes her horse, full tilt, on the track in front of the two men.

DAN
(shouting to the girl)
Kelly! What the hell are you doing?
Slow down.

BETH COVINGTON, an attractive woman in her thirties, carrying a medical bag, approaches the two men.

BETH
Looks like she's doing just fine,
Dan.

DAN
Wasn't supposed to breeze him
today. She knows better than that.

BETH
Then why don't you get on that
horse? Show him who's boss.

DAN
Not you too?... Hey, can you stop
by the barn? Zoot needs a shot of
Adequan.

Beth nods and starts to walk away.

ARTIE
So, Beth, when are we going out?

BETH
I'd love to Artie, but you're way
too much man for me. Especially
with those glasses.

Beth continues on her way.

ARTIE
(adjusting his glasses)
What'd I tell you?

DAN
She'd be a lot better off with you.
Her husband's a real jerk. Chases
anything on two legs.

The teenage girl, KELLY MCGUIRE, pulls her horse up in front
of Dan and Artie.

DAN
What was that all about? You were
just supposed to gallop him. Nice
and easy.

KELLY
I guess he didn't read his chart
this morning.

DAN
He's racing tomorrow.

KELLY
Then why don't you get on, Dad? You
keep him to a gallop... Who's left?

DAN
(looking at his watch)
It's too late. I'll see you back at
the barn.

KELLY
(riding off)
Nice glasses, Artie.

ARTIE
Thanks, Kelly.
(to Dan)
The girl's a natural. Got jockey
written all over her.

DAN
Don't start.

BARN AREA - MOMENTS LATER

Kelly rides her horse toward the barn. Approaching her on horseback is another young female rider, CARLA HOPKINS.

CARLA
How was he?

KELLY
(patting the horse's neck)
He's a handful. Doesn't believe in galloping. Once he sees that track, he's gone... You in any today?

CARLA
I got one in the fourth. But he's in real tough. Man, I'm so ready to get that first one.

KELLY
Hang in there, Carla. You almost had it on Saturday. Two more strides.

CARLA
Thanks, Kell. I'm running late.

Carla heads toward the track. Kelly rides her horse to the barn. She dismounts, as the groom takes the reins from her. CHAPS, a Jack Russell Terrier, barks and wags his tail as he approaches Kelly.

KELLY
Hey, Chaps.

Kelly and Chaps walk down the length of the barn. Kelly greets the horses by their nicknames, as she passes by.

Kelly stops at one of the stalls. She looks inside as Beth is about to give the horse a shot. JOANNE, the assistant trainer in her thirties, is also in there keeping the horse calm. After giving the horse the shot, Beth comes out of the stall.

KELLY
How's he doing?

BETH
His joints are tight. The Adequan should help.

KELLY
Gramps always liked Zoot.

BETH
How are your grandparents?

KELLY
They're fine. I'm going back up next month. There's a grey yearling I helped to foal. Gramps says he's big as a house.

BETH
Tell them I said "hi."
(beat)
Have you decided on a college?

KELLY
(apathetic)
I got accepted at Miami.

BETH
Great. They've got a terrific vet school.

KELLY
Yeah, I got the letter last week.

BETH
You don't sound very excited.

KELLY
You know me. All I want to do is race. College can wait.

BETH
Have you asked him yet?

KELLY
No. I was gonna' ask him today. But he's already mad at me. Maybe tomorrow.

BETH
Good luck.

INT. CALDER RACE TRACK - HORSEMEN'S KITCHEN - NEXT MORNING

Dan sits alone at a table with a cup of coffee. He reads The Daily Racing Form. Other trainers, riders and grooms are seated at other tables. Kelly approaches and sits down.

KELLY
Did you get all the horses out?

DAN
Yeah. Hector picked up three... I'm checking out this filly up in Delaware. Mike's looking to buy a two year old... Did you put in the new battery?

KELLY
I'm headed over right now.

DAN
Good. Have them check the tires.
(taking a sip of coffee)
Is it me, or is the coffee in here
getting worse?

KELLY
Dad, I wanna' race.

DAN
You know my answer.

KELLY
Why?

Dan turns his gaze to another table, where a man is seated in a wheel chair.

DAN
That's why.

KELLY
You know how careful I am.

DAN
Doesn't matter. He was careful too.
Had a thousand wins. And anyway,
you need to concentrate on school.

KELLY
I can do both.

DAN
The answer is no, Kelly. The answer
will always be no.

KELLY
(getting up)
Fine.

DAN
Look, I'm not trying to punish you.

KELLY
No?

EXT. CALDER - STARTING GATE AREA - MORNING (A MONTH LATER)

Kelly sits on a fence near the starting gate. A young colt refuses to be led into the gate, frustrating the STARTER, rider, and the trainer, FRED DIXON. The rider dismounts. The Starter looks over at Kelly. Fred sees him doing this.

FRED
 (to Kelly)
 How many times you been to the
 gate?

KELLY
 Plenty.

Fred looks over in the Starter's direction.

STARTER
 That's Dan McGuire's kid, Kelly.
 She's done a bunch of gate work.
 She's ready to break one out.

FRED
 (to Kelly)
 Wanna' try him?

Kelly nods, hops off the fence, and approaches the horse.

KELLY
 (to the Starter)
 Judge, okay if I spend some time
 with him?

The Starter nods, and the assistant starter hands Kelly the rope. Kelly talks gently to the horse, as she maintains eye contact and strokes the horse's face. The horse's ears start to perk up.

Kelly leads the horse to a grassy area behind the starting gate. She bends down, grabs a handful of grass, and feeds it to the horse.

KELLY
 (to the horse)
 I hate tight spaces too. Elevators.
 Tunnels. But sometimes you just
 gotta' do it. And you won't believe
 what's on the other side of that
 gate. You can run forever... How
 about it? Just me and you.

Kelly walks the horse in a circle behind the starting gate, barely tugging on the rope. After doing this a few times, she positions the horse to be loaded into the gate.

KELLY
 (to the Starter)
 Can I get on?

The Starter nods, and the assistant starter gives Kelly a leg up to mount the horse. As the assistant grabs the rope, the horse pulls back.

KELLY
 Easy.

The assistant relaxes his grip. Kelly leans her head over the horse's neck, so he can see her. She gently talks to him, as she strokes him on the neck.

KELLY
 (to the assistant)
 Go easy. Try not to tug on his
 mouth.

After an initial hesitation, the horse walks into the gate. The process is repeated a second and third time, without incident. Kelly keeps the horse calm inside the gate.

Dan, at the far end of the track, watches all this through his binoculars.

KELLY
 (to Fred)
 What do you want?

FRED
 Breeze him 5/8's. See what he's
 got.

The gate opens. Kelly breaks clean and straight, and breezes the horse around the track. She passes her father at one point. After finishing the run, Kelly returns to the gate.

FRED
 (to Kelly)
 Ever thought of racing?

KELLY
 My father's against it.

FRED
 (handing her his card)
 I'm headed back up to Rockingham
 this week. I've got a bunch of two
 year olds that need some work - and
 a good jock. Whadya' say?

KELLY
 (looking at the card)
 Sorry. Thanks, anyway.

FRED
 It's an open invitation, if you
 change your mind.

KELLY
 (pocketing the card)
 Thanks... Where do I take him?

FRED
 Barn "G."

Kelly jogs off. As she passes by her father, he glares directly at her.

BARN AREA - TACK ROOM - MINUTES LATER

Dan fills out forms at his desk in this all purpose room next to the stalls. It's filled with riding gear, a portable TV set, refrigerator, and an old chair that Chaps lounges in.

Kelly walks in and places her helmet and gloves on the shelf. She sits down in the chair next to Chaps, and leisurely takes off her riding boots.

DAN

What were you doing out there?

Instead of responding, Kelly just reaches for her sneakers.

DAN

You know the rules. No breaking out of the gate.

Again, Kelly ignores Dan as she slowly ties her sneakers.

DAN

Did you hear me?

KELLY

(finally looking up)
Those are *your* rules.

DAN

That's right. I'm still your father.
(beat)
What time's freshman orientation?

KELLY

Ten.

DAN

(looking at his watch)
You're gonna' be late. You got the forms?

Kelly nods, gets up, picks up her backpack and starts to leave.

DAN

(looking at her clothes)
You going like that?

KELLY

I'll see you for dinner... C'mon, Chaps.

Chaps hops off the chair.

PALMETTO EXPRESSWAY - LATER

Kelly drives her pickup down the center lane of the expressway. Chaps is in the passenger seat.

KELLY
 (mockingly, to no one in particular)
 You know the rules. I'm still your father.

Kelly passes a freeway sign that says, "S.W. 40th ST. UNIVERSITY OF MIAMI. 1 MILE."

KELLY
His rules.

Kelly pulls into the right lane, just behind a horse trailer.

KELLY
 (turning to Chaps)
 It's not his life.

Kelly puts on her right blinker, as she approaches the off ramp. Halfway down the ramp - Kelly SUDDENLY SWINGS the steering wheel to the left and CROSSES BACK onto the expressway. Cars honk and get out of her way. The horse trailer is once again in front of her.

KELLY
 (turning to Chaps)
 It's my life.

Chaps barks his approval.

INT. SUBURBAN MIAMI HOME/KITCHEN - EVENING

Kelly fills a bowl with water and places it on the floor for Chaps. She opens the refrigerator, and grabs a coke.

Dan walks in with a bag of takeout Chinese food and a packet of photos. Dan places the food on the counter. He opens the refrigerator, pulls out a beer, and sits down at the table.

Kelly sits down opposite him. Dan opens the photo packet.

KELLY
 How'd they come out?

DAN
 (passing her some photos)
 Good.

KELLY
 Oh, they're going to love these.
 Look at Misty. Tail straight up.
 What a ham.

DAN
Did you call them?

KELLY
Yeah. Told them I'd be up day after
tomorrow.

DAN
So how was the orientation?

KELLY
Alright.

DAN
Just alright?

KELLY
Everything was fine, Dad. I'm
starving.

They both get up. Dan grabs his beer and the bag of food. Kelly picks up her drink and gets some plates and silverware from the drawer.

They both enter the living room and place the food, drinks and plates on a coffee table. They sit down on the couch. Dan opens the bag and removes the boxes of food.

DAN
Got your favorite. Sesame chicken.

Kelly picks up the TV remote, while Dan starts serving the food. Kelly flips the channel. In progress is an episode of Star Trek.

DAN
Oh, this is a great one. Spock
shows emotion.

KELLY
Shhh. I don't think I've seen this
one.

Dan and Kelly chow down.

EXT. CALDER - PADDOCK AREA - AFTERNOON

On a mounted TV set, Kelly watches the race in progress with a few grooms.

KELLY
(to the TV)
Hector - what are you doing? No!
Don't go wide. Oh, man.

GROOM
Carla's making a move.

KELLY
 (refocusing)
 You're right. Come on, Carla.
 Squeeze in there. Split 'em up.

The whole group YELLS, as Carla squeezes between the two lead horses at the sixteenth pole to take the lead.

KELLY
 (screaming)
 You got it, Carla. Come on!

The group ERUPTS as Carla wins by two lengths. Hi-fives all around.

Kelly proceeds to the track to pick up her horse. Hector dismounts.

KELLY
 What happened out there?

HECTOR
 (removing the saddle)
 Horse didn't have it today.

Hector walks away. Kelly takes hold of the horse, but doesn't immediately walk it back to the barns.

Instead, Kelly just lingers there to watch the sheer elation on Carla's face, as she leads her horse into the winner's circle to have her picture taken with the trainer and owner.

BARN AREA - MOMENTS LATER

Kelly hands the horse off to the groom. She sees her father in front of one of the stalls, and approaches him.

KELLY
 You see that? Hector was useless.
 Got left at the gate. Got boxed in.
 And then - goes four wide in the
 turn.

DAN
 The horse is still green. Needs
 more time. I'll talk to Hector. See
 what we can do next time out.

KELLY
 I should have been riding today. I
 should have been on that horse.

DAN
 Kelly - you're not riding. End of
 discussion. You're going to
 college. And that's that.

Kelly starts to walk away.

DAN
Where you going?

KELLY
I'm done. I'm heading up to Ocala.

DAN
I thought you were going in the morning.

KELLY
I'll be back on Sunday.

Kelly heads to the tack room, picks up her boots and helmet, and storms off to her pickup with Chaps following. Kelly BURNS RUBBER on her new tires as she peels out.

INT. KELLY'S HOME/BEDROOM - LATER

Kelly packs a small suitcase. Then, as changes her clothes, Fred's business card falls onto the bed. She picks it up and looks at it, long and hard.

Kelly then walks over to the bureau and picks up a picture of herself as a young girl, sitting in a young woman's lap. It's one of those studio photographer pictures. She gently places her fingers on the face of the woman. Kelly lays the picture on the bed.

Kelly then goes to the closet and pulls down a much larger suitcase. She removes the clothing from the small suitcase, and puts them in the larger suitcase. Kelly goes to the closet and removes some heavier clothing - sweaters, coats, a scarf. She places the picture in the suitcase and closes it.

Kelly then sits down at her desk to write a letter.

EXT. FARM DRIVEWAY - OCALA, FLA. - LATE AFTERNOON

Kelly's truck pulls into a long driveway. On either side of her are wooden fences surrounding pastures that yearlings romp in. Oak trees and weeping willows line the driveway. Their branches curl above her.

Kelly proceeds up the driveway to a modest looking ranch home. She parks the truck, reaches for a packet of pictures and gets out with Chaps. Kelly walks up to the screen door. She looks inside and slowly opens it.

INSIDE

Kelly and Chaps quietly enter the living room. The walls are adorned with PLAQUES and PICTURES OF RACEHORSES. On the mantle are a number of TROPHIES, a PICTURE OF A FEMALE JOCKEY atop a horse in the winner's circle, and an OLD RIDING HELMET with a frayed decal of Wonder Woman on the front.

Kelly softly proceeds to the dining table, where HANK FITZSIMMONS, a slender man in his sixties, is seated with a checkbook and bills scattered in front of him. A lit cigarette is in the ashtray. Hank's back is to Kelly.

Kelly throws her arms around his neck, and kisses his forehead as he turns his gaze upward.

KELLY
Hey, Gramps.

HANK
Kell. I thought you were coming tomorrow?

KELLY
I was. But they were calling for rain.
(sitting down)
More bills?

Chaps puts his front legs on Hank's thigh.

HANK
(petting)
Hey, Mr. Chaps... Nah. Same bills. They just keep changing the numbers. And they never go down. We could use a few wins... How's it going down there? How's your Dad?

KELLY
He's fine. The horses are fine. It's just hard to find good jocks right now. They're all up north... Oh, I've got some pictures.

Kelly hands Hank the packet.

HANK
(gazing at the pictures)
Misty. If only she ran as good as she posed.

KELLY
Hey, she hit the board last week.

HANK
Barely.

KELLY
You gotta' start somewhere, Gramps.

Kelly picks up an open letter on the table.

KELLY
What's this?

HANK
That damn developer. Keeps writing
and calling. Calling and writing.
Says this property is worth a lot
more as a strip mall than a horse
farm.

KELLY
You're not gonna' sell, are you?

HANK
Can ya' just picture Evy and me at
some condo in St. Pete - playing
shuffleboard?

KELLY
(laughing)
No... Where's Grammy?

HANK
She's over at the barn. Wrapping
Quincy. Can't wait to see you.
Let's go.

Kelly and Hank get up. Hank coughs as he puts out the
cigarette in the ashtray.

KELLY
When you gonna' quit?

HANK
Hey, I'm down to half a pack a day.
Without the patch.

Hank puts his arm around Kelly as they leave the table.

BARN - MOMENTS LATER

Kelly, Hank and Chaps enter the barn. There are twelve stalls
on either side. Most of them are empty. A horse sticks its
head out of one of the stalls. Kelly and Hank approach.

KELLY
(stroking the horse's
neck)
Hey, Dancer. You being a good mom?

A foal is in the stall, as well, and comes up to greet Kelly.

KELLY
(rubbing the foal's face)
Hey, Shoes.

Shoes nickers back in response. Kelly playfully rubs the
foal's ears.

HANK
He remembers.

KELLY
He's gotten big. What are they
doing in here?

HANK
The vet was just by for the 60 day
checkup.

KELLY
How'd it go?

HANK
Fine. But who knows with these late
foals?

Kelly and Hank continue down the barn. They spot EVELYN
FITZSIMMONS, a trim woman in her sixties, taping a horse's
leg in one of the stalls.

KELLY
Hey, Grammy.

EVELYN
Kell. You're early.

KELLY
I know. So, what's up with Quincy?

EVELYN
The vet pin-fired him a week ago.
Wants me to change the wrap every
day.

KELLY
How's he doing?

EVELYN
So far, so good. If he responds
well, we'll ship him back down next
month.

Evelyn finishes the wrapping and steps out of the stall. She
throws her arms around Kelly.

EVELYN
Looks like we get an extra day with
you... Have you seen Cloudy?

KELLY
No. I can't wait.

OUTSIDE

Kelly, Hank and Evelyn approach one of the nearby fenced in
pastures. A magnificent steel grey colt, Cloud Cover, gallops
toward them. Chaps barks "Hello."

KELLY
Boy, he *is* big.

HANK
Can't wait to break him.

As the colt approaches, Kelly climbs over the fence. The horse nuzzles its nose up against Kelly's front pocket. Kelly pulls out a bag of jelly beans. She puts a bunch in her palm and feeds them to him.

HANK
You know what our bill for jelly beans was last month? And it's all your fault.

KELLY
My fault? I learned from the master.
(to the colt)
You the one, Cloudy?

HANK
Could be.

Kelly climbs back over the fence.

KELLY
(quietly)
I'm heading up north.

HANK
North?

KELLY
I'm ready to race. It's all I want to do. It's all I think about.

Evelyn is stunned. She looks over to Hank. Then back at Kelly.

EVELYN
North? What about college? Have you asked your father?

KELLY
He doesn't know. He's the reason I left. He won't let me race at Calder.

Again, Evelyn looks over to Hank.

KELLY
Hey, I need you guys.

HANK
Are you sure?

KELLY

I'm sure. Fred Dixon's offered to take me on. Up at Rockingham.

EVELYN

Rockingham? You know how cold it gets up there? It's New Hampshire. You don't know a soul up there. Where you gonna' stay?

KELLY

I don't know. I haven't thought that far ahead... Gramps?

HANK

You're sure?

Kelly nods.

HANK

Why don't we just get some dinner? We can talk about this later.

All three walk back toward the house. Hank reaches out and takes Evelyn's hand.

INT. FARMHOUSE/KITCHEN - LATER

Evelyn and Kelly do the dishes. Evelyn washes. Kelly wipes.

EVELYN

...Apparently, the waitress wasn't having a very good day. So, finally she says to Hank, "Mister, if I was just 30 years older."

KELLY

(laughing)
That shut him up?

EVELYN

You kidding? It just got him going. So he says to her, "Sweetheart, if you were 30 years older - you'd be robbing the cradle."

KELLY

(laughing)
Some things never change.

EVELYN

With him? Never.

The dishes are done. Evelyn wipes her hands on the dish towel, then turns to face Kelly...

EVELYN (CONT'D)

You know - you could always go to school in Gainesville. Stay with us. Help out. It's not a bad life, Kell.

(pause)

I know Gramps would love nothing more.

KELLY

Grammy...

Evelyn places the palms of her hands on Kelly's cheeks.

EVELYN

You sure you want this, baby?

KELLY

No. I'm not. But how am I ever gonna' know?

Evelyn is motionless, as she peers into Kelly's eyes.

FARM HOUSE/BEDROOM - LATER

Hank sits on the bed in his old fashioned t-shirt and boxer shorts, talking on the phone. Evelyn stands in front of her bureau, in her nightgown, brushing her hair.

HANK

(into the phone)

Look, Dan, she's made up her mind... Of course we tried to talk her out of it... We're not on anybody's side here. Dan, she's 18. None of us can tell her what to do... Coming up here is only going to make it worse. Just get some sleep. We'll talk to her again in the morning... Good night.

Hank hangs up the phone, lies on the bed and looks over in Evelyn's direction.

On top of the bureau is an old black and white framed picture of Evelyn and Hank, back in their twenties, surrounding a young girl on a pony. Under the picture, are the words, "Peanut on Flutterby - April, '77." Evelyn picks up the picture, looks at it for a moment, then places it back down.

Evelyn walks over to the bed and gets in. She surrounds herself in Hank's arm... then BREAKS DOWN CRYING.

EVELYN

When does it stop?

Hank places his other arm around Evelyn and gently rocks her.

EXT. FARM DRIVEWAY - MORNING

Kelly and Hank are standing next to Kelly's pickup truck. Chaps is in the passenger seat.

HANK
So, how far you going today?

KELLY
I don't know. North Carolina. Maybe Virginia.

HANK
Stay on 95. How much money you got?

KELLY
I'm all set... Where's Grammy?

HANK
(shouting)
Evy?

Hank pulls out his wallet and hands Kelly some bills. Kelly hesitates.

HANK
Just take it.

Kelly pockets the money.

HANK
Just don't tell your grandmother.
And if you need more - call. You
got the sandwiches?

KELLY
On the front seat.

HANK
(shouting)
Hey, Ev?

Evelyn finally walks out of the house. She carries the riding helmet that was on the mantle. She approaches Kelly. Kelly's eyes are focused on the helmet.

EVELYN
(handing Kelly the helmet)
Good for 1,500 wins.
(to Hank)
What do you think?

HANK
(winking)
I think it's got a few wins left.

Kelly runs her finger over the frayed decal of Wonder Woman. She places the helmet on her head and embraces Evelyn.

EVELYN
 Promise me you'll be careful, baby.

KELLY
 I promise, Grammy.

Kelly then embraces Hank.

HANK
 Better get goin'. It's late.

Kelly gets in the truck and starts the engine.

HANK
 Don't take any crap from the guys.

Kelly nods, puts her truck in gear, and heads down the driveway. Cloud Cover playfully gallops parallel to Kelly's truck on the other side of the fence. Kelly turns on the radio. Mary Chapin Carpenter's song, "I'll Take My Chances" is on. Kelly turns onto the highway.

EXT. I-95 (MUSIC OVER)

As the song continues uninterrupted, going from day to night, back to day... Kelly passes famous road sights and landmarks, such as Pedro's South Of The Border, The Washington Monuments, Delaware Memorial Bridge, The New York Skyline, and The Massachusetts Turnpike.

Kelly finally reaches Salem, New Hampshire, and drives under the horseshoe sign that reads, "Rockingham Park."

ROCKINGHAM PARK - BARN AREA

Kelly pulls her truck up to a barn. She gets out. Chaps jumps out after her. They proceed down the shed row of the barn, till Kelly sees SUE, grooming a horse in one of the stalls.

KELLY
 Hi. I'm Kelly Mcguire. Is this Fred Dixon's barn?

SUE
 Sure is.

KELLY
 I just drove up from Miami. Fred told me to come see him.

SUE
 Kelly... You the one that got Night Moves into the gate down there?

KELLY
 I got one of his horses in.

SUE
 Yeah. He mentioned you. He's over
 at the racing secretaries office.
 Putting in a horse for Friday.
 Should be right back.

KELLY
 Thanks. I'll just look around.

Kelly and Chaps walk around to the other side of the barn. A
 car pulls up, and Fred steps out.

FRED
 (extending his hand)
 Kelly.

KELLY
 (shaking his hand)
 That invitation still open?

FRED
 You kidding? When can you start?

KELLY
 Tomorrow - if you want. Right now,
 I just need some sleep. Long drive.

FRED
 I'll bet. Where's your car?

KELLY
 (pointing)
 My truck's over there.

FRED
 Leave it there. Follow me... Jack
 Russel, huh? I used to have one.
 Great dogs.

They walk across a lane.

FRED (CONT'D)
 One of the grooms just quit. You
 can stay there until you get
 settled.

KELLY
 As long as it's got a bed.

FRED
 So, your father let you go?

KELLY
 Not really.

They approach a broken down, one story, cement building that
 has twenty doors and a single window next to each door.

Fred opens one of the doors. A cot with a mattress and pillow, and a wooden chair inhabit this "cell."

FRED

It's only temporary. I'll find you some sheets. And some blankets and towels. Maybe even a TV.

(pointing)

The girl's bathroom and showers are over there.

KELLY

I'll be fine.

FRED

Get some rest. I'll have someone drop off that stuff. We'll get you on some horses first thing in the morning.

KELLY

Thanks, Fred.

Fred walks away. Kelly enters the room, plops down on the bed, and closes her eyes. Chaps hops onto the bed, right next to Kelly's feet.

INT. ROCKINGHAM - JOCK'S ROOM - MORNING

NON-STOP ACTION in this large room. Jockeys drift in and out, having just finished their morning workouts. Some with just a towel around their waist, having just showered. The mix is half Spanish, half white.

Just inside the entrance is a small glassed in room where STEVE WALLACE, the Clerk Of Scales, sits at his desk doing paperwork. He's mid-thirties, well groomed, wearing a white short sleeve shirt and tie. His sports jacket sits on the chair behind him.

Dressing areas with cubbyholes and benches line the walls. In the b.g., a pool table, ping pong table, and several card tables. Games are already in progress. Other jockeys are busy reading the programs or watching racing reruns on the mounted TVs. You can cut the testosterone with a knife.

In the center of the room sits a large 15'x3' table with saddles, boots and whips on top. Next to it, an upright scale. The only female Jockey in the room is JILL JENSEN, 39 and attractive. She stands at the large table, next to her VALET, checking her equipment. A male jockey, TAYLOR HOWE, 30, gets off the scale and crosses by Jill...

JILL

Hey, how's that new saddle, Taylor?

TAYLOR

Good for two wins yesterday.

JILL
Sure it wasn't the horses?

TAYLOR
Oh, it was the saddle, Jill.

At one of the benches, a 19-year-old "bug boy" (apprentice) jockey, JAVIER LOPEZ, lies napping on his back. He's still in his street clothes. SAL DELGADO, 28, stands beside him holding a plastic spider on a string above Javier's head.

Another jockey carefully ties the sleeping jockey's shoelaces together. Having done that, Sal nods to the other jockey, who then waves a feather over Javier's nose.

The napping Javier awakens, sees the spider, jumps off the bench and immediately trips over his own feet. The room ERUPTS with laughter. With Javier on the floor...

JAVIER
Son-of-a... Sal, I'm gonna' get you for this.

JILL
(laughing, to her Valet)
He's taken a lot worse spills.

VALET
But none as graceful as that one.

JILL
Vincent just called. Wants me to pick up a mount in the ninth. Horse doesn't even belong in the race. I just want to get the hell outa' here after the third.

VALET
I don't blame you. Lots of short fuses in here today.

FRED (O.S.)
(shouts)
Cover up. Girl coming in.

Fred and Kelly enter the room. ROBERTO CRUZ, 25, breezes by.

ROBERTO
(joking)
You know the rule, Fred. No trainers allowed.

FRED
Afraid you might learn something?

ROBERTO
From you? Not a chance.

All the male jockeys suddenly stop what they're doing to "welcome" the attractive new girl. It's the construction site mentality. A CAT CALL is heard. Stepping out of the group, and extending his hand...

SAL
I'm the official welcoming committee. If you need any help learning the ropes - I'm at your service.

FRED
Give it a rest, Sal. She's here to race.

Fred approaches Jill with Kelly in tow.

FRED
Kelly, this is Jill Jensen, girl jockey extraordinaire.

Kelly reaches out her hand to Jill. They shake.

JILL
Okay, Fred - whadya want?

FRED
Nothing. Kelly is gonna be riding here. I thought that maybe you could show her around.

RYAN HALEY, a reporter, 24 and handsome, sidles into the room. He quietly stands near the entrance.

JILL
Fred - I got kicked again this morning. My back's killing me. And I'm in the first three today. Right now, I just need a nap.

WALTER HODGES, a mean looking, bitter old jockey in the twilight of his career, passes by.

HODGES
That's not all you need. How about lessons in race riding?

JILL
C'mon, Walter - just drop it, okay?

As Ryan secretly turns on a tape recorder in his shirt pocket, Steve moves out of his office.

HODGES
The stewards should have taken you down - and you know it.

JILL
 For what? You wanna' look at the
 tape again? Maybe something magical
 will appear... Face it, Walter.
 You're nothing but a cheap claimer.
 Cheap as they come.

Bull's eye! Hodges lunges at Jill, only to be intercepted by
 Fred and Steve, holding him back.

FRED
 (to Hodges)
 Just chill out, will ya'?

HODGES
 You cost me another race -

JILL
 I didn't cost you anything... If
 you can't handle the track, then
 stay the hell off.

STEVE
 Just settle down, Jill. You too,
 Walter. Unless you both want days.

HODGES
 You can't handle me - on or off the
 track.
 (pulling free of Steve and
 Fred's grasp)
 Just a typical girl - hiding behind
 guys when you need 'em.

KELLY
 Excuse me? You talkin' about all
 girls? Or just the ones that can
 whip your butt out there?

HODGES
 (turning)
 Who the hell are you?

KELLY
 Just another *typical* girl.

HODGES
 That mouth's gonna' get you in a
 lotta' trouble.

STEVE
 C'mon, guys -

Hodges just stares at Kelly. Kelly doesn't blink.

FRED
 Let it go, Walter.

Ryan takes it all in, but can't keep his eyes off Kelly. Hodges finally relents and continues on his way.

STEVE

(to Jill)

You know better than to get him going.

(to Kelly)

A little friendly advice... Use your head around here.

FRED

(to Jill)

So, I guess this means a tour is out of the question, huh?

JILL

Hell, why not? I'm too wound up for a nap right now.

(to Kelly)

Welcome to the zoo. Let's get outa here.

Jill and Kelly start to leave.

FRED

(to Kelly)

I'll see you back at the barns.

Kelly nods. Ryan tries to catch Kelly's eye as she passes by, but is unsuccessful. Jill and Kelly leave the room. Ryan clicks off the tape recorder.

GIRLS JOCK'S ROOM - MOMENTS LATER

Kelly and Jill stand in the middle of a much smaller room housing a beat up couch, old cushion chairs with worn out fabric, metal lockers, an aging coffee table adorned with racing programs, a drawn curtain, and a 19 inch television set mounted on the wall.

JILL

Well, this is it. The Rockingham Hilton.

KELLY

Not so bad.

Jill draws the curtain, revealing two sets of bunk beds on opposite walls.

JILL

(points to the lower right)

That one's mine.

Kelly follows Jill into an adjoining room that has a refrigerator, a massage bed, a scale and a sweat box. Kelly opens the door to the sweat box.

JILL
Also known as the torture
chamber... How's your weight?

KELLY
I tack at 112.

JILL
That'll work.

Kelly and Jill reenter the previous room.

JILL
That's it. The 25 cent tour.

KELLY
Thanks.

Kelly starts to leave.

JILL
So, uh, Kelly - what?

KELLY
McGuire.

JILL
(pausing)
McGuire? You're not from Florida
are you?

KELLY
Miami.

JILL
Was your mother named Paula?

KELLY
You knew her?

JILL
Knew her? She taught me everything
I know about riding.
(beat)
I shoulda' known. Last time I saw
you?

Jill sits down on the couch. Kelly sits in one of the chairs.

JILL
I rode with your mom. Back when you
were little. Tampa Downs. I was
just a bug girl. Green as they
come. Always wished I had her
touch.
(beat)
Look at you.

A pause...

KELLY
 (getting up)
 Well, I don't want to keep you from
 your nap... Bottom right. Right?

Jill smiles, gets up and they both walk out the door and into
 the hallway.

JILL
 Look. Out on the track, I do
 whatever it takes to win. Once that
 gate opens...
 (pause)
 But off? I'm here for you. Just
 like your mom was for me. If
 there's anything you need?

Jill reaches out and hugs Kelly.

KELLY
 Thanks, Jill. I'm pumped. Really
 pumped.

Kelly turns and walks away. Jill just smiles and shakes her
 head as she watches Kelly leave.

EXT. ROCKINGHAM - TRACKSIDE - NEXT MORNING

Kelly sits atop an unruly horse as she enters the track area.
 He's bucking, and throwing his head from side to side. Kelly
 carefully takes the horse along the outside railing of the
 backstretch, moving opposite the direction of the other
 horses.

Leaning against the track railing are Jill and one of the
 trainers she rides for, WAYNE ROBERTS, middle aged and
 sturdy.

WAYNE
 New bug girl?

JILL
 Yeah. She's Paula Mcguire's
 daughter.

WAYNE
 Really.

JILL
 On one of Dixon's nut cases.
 Wouldn't catch me on that horse in
 a million years... Youth.

WAYNE
 More than that. The kid's fearless.

Kelly reaches the end of the backstretch. She turns the horse around. Kelly leans over, talks to him gently and pats his neck. The horse starts to calm down, as he flicks his ears back and forth. Kelly then gallops the horse, moves toward the rail, and breezes him effortlessly around the track.

WAYNE

Never thought I'd see that.

JILL

Me either... I'm telling ya. That girl's got her mother's touch.

As Kelly passes by the grandstand area, Walter Hodges and BEN STALLINGS, a trainer in his fifties, observe her.

BEN

Haven't seen her before.

HODGES

She'll never make it.

BEN

That's what you said about Julie Krone.

HODGES

Trust me.

EXT. ROCKINGHAM - STARTING GATE - AFTERNOON (FIVE DAYS LATER)

Kelly's first race... She's visibly nervous and uncomfortable. Eight horses. Six furlongs. Kelly is in the gate on the number four horse. The wait is complicated by the seven horse acting up. Kelly's goggles are still on her forehead. Javier is next to her on the three horse.

JAVIER

(to Kelly)

First one?

Kelly nods. Javier points to his goggles over his eyes. Kelly looks up, then places her goggles over her eyes. Finally, the horses are all in the gate.

The gate opens. Kelly's horse stumbles out of the gate. Kelly is able to right the horse back up. But just as she gets her horse accelerating, the six horse comes over on her outside and cuts in front of her on his way to the rail. Kelly is forced to pull back, so she doesn't clip heels with the outside horse.

Kelly accelerates again at the half mile pole, but this time it's the seven horse that comes over on her outside on his way to the rail. Kelly is forced to pull back again.

Finally, Kelly catches up with the field at the turn, but the horses in front of her are bunched three wide. She's boxed in and forced to just sit at the rail and tag along.

By the time they reach the stretch, Kelly's horse is burnt out and fades badly. She finishes the race dead last by twenty lengths.

After the race, a dejected Kelly brings her horse back to the paddock area, dismounts, unbuckles her saddle, gets weighed, and hands her saddle to the valet. Jill is standing by the fence to greet Kelly.

JILL

Hey. At least he didn't break down.

PICNIC TABLE - OUTSIDE THE JOCK'S ROOM - MOMENTS LATER

Jill sits opposite a forlorn Kelly.

JILL

Let me tell you about my first race. 1988. Finger Lakes Park. Upstate New York. Rain coming down sideways. It was November. A Tuesday or a Wednesday. Maybe three people in the stands. Cigar smokers and addicted gamblers... My horse never raced in the slop before. Almost threw me. The blind leading the blind. I'm not even sure my horse finished the race.

KELLY

How do you shake off a bad race?

JILL

Easy. Just lose it with the colors. And stay calm. That horse knew you were nervous out there... Expect the unexpected. Your mom used to say that racing is nothing more than plan "B".

KELLY

I'm still working on plan "A".

JILL

So are half the jocks out there - but they're all gonna be testing you... Keep a good clock in your head. Know what your horse has left. Read the form. Watch the replays.

(smiling)

And, for God's sake, don't forget to pull your goggles down.

KELLY

Whew.

From inside the jockey's quarters, Jill and Kelly hear a lot of hollering and commotion... Taylor comes out holding a copy of the Boston Globe.

TAYLOR
Hodges is ripped.

Taylor tosses the newspaper down on the table. On the sports page is a column with Ryan Haley's face at the top. The headline reads, "Life At Rockingham". The sub-headline reads, "Studs And Mares In The Jock's Room". A few lines are circled in pencil.

JILL
(reading)
"Kelly McGuire, brand new apprentice jockey, stamped the veteran, Walter Hodges. Looks like there's a new stud in the stable. And it might just be a filly."

TAYLOR
Walter's not laughing.

JILL
I was afraid of that. Damn reporters.

TAYLOR
Just watch your back, Kelly.

Hodges and two other riders emerge from the jock's room, headed to the paddock area for their next race. Hodges notices Kelly. Their eyes lock. Hodges shoots a BONE CHILLING, ice cold stare at Kelly.

INT. PLAYERS SPORTS BAR - LATE AFTERNOON

Jill and Kelly are in the midst of a pool game in a small room set off from the lounge area of this typical blue collar sports bar. Kelly shoots and pockets a ball.

JILL
There you go. How's the grip?

KELLY
Much better.

Kelly misses her next shot. Jill takes a long swig off her beer bottle and surveys the table.

JILL
Six ball. Right corner.

Jill pockets this tough shot. It's obvious this isn't her first pool game.

JILL
Nice to be out of that bunker, huh?

KELLY
 You kidding? Me and Chaps both. He
 loves your couch.

JILL
 (walking around the table)
 Does he do dishes?

KELLY
 So, when do you want a check?

JILL
 I'm not worried about it... Two
 ball, left corner.

Jockeys Sal and Roberto enter from the lounge with a pitcher
 of beer. As the ball drops, pretty as you please...

SAL
 (to Jill)
 You call this a fair fight? How
 'bout pickin' on someone your own
 size?

Sal places four quarters on the lip of the table.

JILL
 (chalking her stick)
 Dream on, Sal. I'd go wire to wire
 on ya'. Lucky if you get out of the
 gate... One ball, side pocket.

Nothing but net. Sal and Roberto sit down in nearby chairs.

JILL (CONT'D)
 (to Kelly)
 You're mom wasn't big into pool,
 either. But, man, she could ride.

KELLY
 How good was she?

JILL
 (taking a swig)
 How good? Only the leading jockey
 in the country in '98. Never went
 to her head though. Treated
 everyone the same. Owners to
 grooms.

Jill leans over the table to make a shot.

ROBERTO
 (to Sal)
 I could watch this shot all day.

JILL
 I heard that. Put your eyeballs
 back in their sockets.
 (MORE)

JILL (cont'd)
Or, I'll pocket them too... Seven
ball, corner pocket.

Like shooting fish in a barrel.

JILL (CONT'D)
(circling the table)
Paula was the hardest worker I ever
saw. Never missed a workout. Not
like these slugs... She did have a
temper though. You didn't want to
cut her off. Taught me to stand up
for myself. Right boys?... Eight
ball, in the corner.

Game over.

JILL (CONT'D)
It's all yours, fellas. Don't hurt
yourself, Sal.

Jill and Kelly put away their cue sticks, pick up their
drinks, walk into the lounge and sit at one of the tables. A
large elliptical bar, full of patrons, sits directly behind
the lounge. Ryan sits at the far end of the bar.

KELLY
I don't remember much about her. I
was too young when...

JILL
I was there that day. Hialeah Park.
Paula was like a little kid. All
she talked about was the Kentucky
Derby in two weeks. Her first one.

KELLY
No one's ever talked about it. My
dad. My grandparents.

JILL
I don't blame them. Not something I
like to think about.

KELLY
Please, Jill. I need to know.

JILL
(pausing)
Your mom was just coming back from
a wrist injury. Your dad thought it
was too soon. Told her so. But no
one told Paula what to do when it
came to riding.
(beat)
Her horse was acting up. It
happened right out of the gate. The
horse stumbled. She couldn't hang
on. He fell right on top of her...
It was over like that.

(MORE)

JILL (cont'd)
 (beat)
 Boy, I miss her.

KELLY
 Me too.

A DRUNKEN MAN, slight in stature, slinks up to Jill and Kelly's table from the bar.

DRUNKEN MAN
 (loudly, to Jill)
 You cost me some money today.

JILL
 Hey, I just ride 'em, mister.

DRUNKEN MAN
 You cost me money.

JILL
 Get a life, will ya?

Ryan, eyeing the encounter, walks over to the table.

RYAN
 (to the Drunken Man)
 You got a problem buddy?

The Drunken Man, giving up 10 inches, carefully weighs his options before slithering back to the bar.

RYAN
 Ryan Haley. Boston Globe.

JILL
 We know who you are. And we don't need some two-bit journalist fighting our battles. Taking on drunken midgets... And stay out of the jock's room. Hodges is angry enough. Doesn't need your help. Peddle your "journalism" somewhere else.

RYAN
 That column? It was just a light humor piece.

KELLY
 Well, nobody's laughing.

RYAN
 I'm sorry. What else can I say?

KELLY
 Try this - "I'm outa' here."

Ryan heads back to the bar.

JILL
Journalists. Never trust 'em.

Jill pulls a folded program out of her back pocket.

JILL
(flipping pages)
You're in the fifth tomorrow,
right? In the one hole? Hodges is
in the two. Just stay clear of him.

KELLY
I'll be fine.

JILL
No. Listen to me. He may try to
squeeze you into the rail. He
almost dropped me yesterday. Hates
any girl that can outride him.

KELLY
I'll be careful.

JILL
That article didn't help any. Just
give him room. Lots of room.

KELLY
Okay.

JILL
(opening the paper menu)
So, you hungry?

Jill notices Kelly watching Ryan, as he leaves the bar.

JILL
Too bad. He's kinda' cute.

INT. ROCKINGHAM - JOCK'S ROOM - AFTERNOON

Kelly, in her silks and colors, waits to get weighed for the upcoming race. Her valet stands next to her. Steve, the Clerk Of Scales, stands a few feet away. A jockey gets off the scales.

STEVE
Kelly.

Kelly gets on the scale, as her Valet hands her the saddle.

STEVE
(to the Valet)
Add one and a half.
(to Kelly)
Watch yourself out there.

Kelly nods, gets off the scale, and hands the saddle back to her valet. As Kelly turns to leave the room, she comes face to face with - Walter Hodges.

WALTER
Hot one today.

STARTING GATE - MINUTES LATER

CLANG! The doors behind Kelly's horse close. Hodges is then led into the two hole. He peers over to Kelly, but she doesn't take the bait. Kelly lowers her goggles. The other five horses are loaded.

They're off! Kelly's horse breaks out slowly in this one mile race. At the half mile pole, Kelly is on the rail in fifth place. On her outside is Hodges, ahead by a half length. Hodges turns his head around - then suddenly pulls his horse into the rail, much too close to Kelly.

KELLY
(screaming)
Hey!

Kelly's horse breaks stride and almost JUMPS THE RAIL. Kelly is barely holding on, as one of her feet is out of the stirrups. Kelly rights herself and her horse, but finishes the race dead last. The word "Inquiry" goes up on the board.

SCALE BOOTH ON THE TRACK - MOMENTS LATER

Kelly rushes out of the scale booth and confronts Hodges.

KELLY
What the hell was that all about?

HODGES
Horse got away from me.

Hodges turns to walk away.

HODGES
(to himself, but loud
enough for Kelly to hear)
No better then her mother.

Bad move, Walter. Kelly JUMPS Hodges from behind, gets him to the ground, and just starts WAILING on him to the shock and delight of the spectators. Flash bulbs go off. The few jockeys nearby don't try to stop it. Kelly has Hodges pinned to the ground, when Jill comes rushing onto the scene and pulls Kelly off of him.

HODGES
(still on the ground)
See that? Came at me with my back
turned.

KELLY
Well, it ain't turned now.

Kelly lunges back at Hodges, but Jill holds her back, and escorts her away.

JILL
(turning around)
Screw you, Walter.

Jill places her arm around Kelly as they head to the jock's room.

JILL
Now that was stupid. You should've waited till you got inside before you decked that slime-bucket... The stewards aren't gonna' be happy.

KELLY
I don't give a damn who he knows.

JILL
(grinning)
See that look on Walter's face?

They both smile as they continue walking.

INT. ROCKINGHAM - JOCK'S ROOM - NEXT MORNING

Three well dressed STEWARDS stand beside a TV set showing a race in progress. Kelly and Walter sit on opposite sides of a couch in a small room set aside for race reviews. A half dozen other jockeys are in the room, as well.

Steward #1 pushes the pause button on the remote in his hand.

STEWARD #1
We're looking at yesterday's card.
Race five.

Steward #1 releases the pause button. The race continues till the horses reach the half-mile pole. He then continues the race in slow motion.

STEWARD #1
Kelly?

KELLY
The film speaks for itself, sir.
I'm on the rail. Minding my own business, and - there! He almost drops me.

STEWARD #1
Walter?

HODGES
The horse just got away from me.

KELLY
Got away from you?

STEWARD #1
(to Kelly)
You had your turn.

HODGES
I should've had a tighter hold on the right rein. But her horse also pulled out.

KELLY
Pulled out?

STEWARD #1
Kelly? That's the last time.

The film continues to roll at regular speed. The stewards look at each other.

STEWARD #2
Seems pretty cut and dry.

Steward #3 nods... The stewards briefly leave the room.

KELLY
(to Hodges)
You don't even lie well.

The stewards return.

STEWARD #1
(to Hodges)
Walter, we're giving you three days for reckless riding. Next time, keep your horse under control.
(turning to Kelly)
But your actions, young lady, were much more serious. You gave this track a black eye.

Steward #2 throws down the Boston Herald in front of Kelly. The back page is facing up. It shows a photo of Kelly beating up on Hodges in the paddock area. The caption above the photo reads, "A DAY AT THE RACES."

STEWARD #1
That's exactly the kind of publicity this track *doesn't* need. We're fining you two hundred dollars and ten days.

KELLY
Ten days? He almost kills me, and I get ten days?

STEWARD #1
We're done here.

The three stewards leave the room, followed by the rest of the jockeys, except Kelly. She just sits there - arms folded.

INT. JILL'S APT. KITCHEN /INT. DAN'S LIVING ROOM - EVENING

Kelly makes a sandwich at the kitchen counter. She looks at the land line phone on the table. Kelly picks it up and starts dialing. She hangs up. Once again, she starts dialing.

Dan is seated in his living room watching The Racing Channel.

TV COMMENTATOR
In news from around the tracks...
Up at Rockingham, apprentice Kelly McGuire is suspended for ten days after a tussle in the paddock area with veteran jockey, Walter Hodges.

The phone next to Dan starts ringing. He looks at the caller ID and sees an unfamiliar area code. Instead of picking up, he lets the answering machine take it.

KELLY
(v.o. through the machine)
Hi, Dad. Just called to say I'm fine. I'm living outside of Boston with one of the female jocks. Jill Jensen. She rode with mom. Remember her? She's teaching me a lot... It's nothing like the morning workouts. I'm doing okay, though. Slow but sure. If you want to contact me, my number is (978) 555-6237. I miss you. Love you.

Dan listens, but doesn't pick up.

EXT. SUFFOLK DOWNS - BOSTON - PADDOCK AREA - DAY (ONE MONTH LATER)

Kelly stands outside the #8 stall, waiting to mount her horse. In the #7 stall, an uncooperative horse is banging on the partition. Fred saddles the #8 horse.

FRED
Stay clear of the seven.

Kelly nods, and looks over at the tote board.

KELLY
Hey Fred, my first three to one shot. Good day to break my maiden.

The #7 horse rears up in his stall. The trainer finally gets a saddle on him.

PADDOCK JUDGE

Riders up!

The first six horses get mounted and head onto the track. The #7 horse is finally mounted. Kelly then mounts her horse.

Suddenly, the #7 horse JERKS SIDEWAYS, throwing the jockey. The horse falls to the ground in a seizure, its hooves flailing. The trainer, groom, jockey and VET all rush in to keep the horse calm.

VET

Get the ambulance.

Rattled, Kelly's horse starts to flinch his head from side to side, and backs up nervously.

FRED

(to Kelly)

Just stay calm.

KELLY

(leaning over and petting
the horse's neck)

Easy. Eaaasy, boy.

The outrider comes in off the track to escort Kelly's horse onto the track. As he reaches for the reins, Kelly's horse spooks, rears up and FLIPS OVER BACKWARDS, throwing Kelly off. The horse lands on its back - its full weight SLAMS DOWN HARD, just inches from Kelly's head.

The horse scrambles to his feet. Fred grabs a hold of the reins. Kelly gets up holding her right shoulder and approaches the horse.

FRED

Stay there.

Fred looks at the horse's right front leg. It's bleeding.

FRED

He's done for today.

An EMT, from the just arrived ambulance, approaches Kelly.

KELLY

It's my shoulder.

EMT

Let's get it looked at.

Kelly follows the EMT to the ambulance.

INT. MASS. GENERAL HOSPITAL - EXAMINATION ROOM - LATER

Kelly sits on a hospital bed, still wearing her silks. The DOCTOR walks in.

DOCTOR

The x-rays show a mild shoulder dislocation. I'll put it back in and prescribe some pain killers.

KELLY

How long am I gonna' be out?

DOCTOR

Three. Maybe four weeks. At your age, it should heal quickly.

KELLY

Four weeks?

SERIES OF SHOTS

EXT. SUFFOLK DOWNS - TRACKSIDE: Kelly watches morning workouts from the railing. Chaps is next to her. Her arm is in a full sling. Green leaves are on the trees.

INT. JOCK'S ROOM: Kelly in a whirlpool.

EXT. TRACKSIDE: Kelly and Chaps watch the morning workouts. Arm in just a shoulder strap. The leaves are turning color.

INT. JOCK'S ROOM: Kelly, both arms free, rides the Equacisor, a rocking horse that simulates the motions of a race.

EXT. TRACK - EARLY MORNING

Kelly lopes a horse during a workout. The trees are bare.

Two riders, routinely galloping their horses, approach Kelly from behind. Kelly glances back over her shoulder. Upon seeing them, Kelly's knees tense up. Her hands tighten up on the reins, as she grabs some mane in the process.

The riders close in quickly on Kelly, but split apart to either side of her just as they pass. Kelly, visibly shook, slows her horse.

EXT. OCALA FARM - BARN AREA - DAY

Dan leads Quincy from the barn. Hank and Evelyn walk behind.

HANK

Better late than never.

EVELYN

Hold on, Dan.

Dan stops at the rear of an open trailer. Evelyn bends down to adjust the bandage on the horse's leg. She rises up and pats the horse's neck.

EVELYN
 (to Quincy)
 Pick up a few checks, will ya'?

Dan leads the horse into the trailer. He comes out and hugs both of them.

DAN
 See ya' next month.

Dan gets in the pickup and starts the ignition. Hank and Evelyn stand next to the driver's side door. Dan puts the truck in gear, and then pulls it back out of gear.

DAN
 (to Evelyn)
 She okay?

EVELYN
 She's back riding. But really frustrated. Hasn't won a race yet.

DAN
 Good. Maybe she'll come home.

EXT. SUFFOLK DOWNS - TRACKSIDE

A six furlong race is in progress. Kelly's horse is in fifth place, just off the rail. Jill's horse is three lengths behind Kelly. As they hit the turn, some daylight opens up between two of the horses in front of Kelly.

Kelly hesitates. Then, instead of attacking the hole, Kelly takes her horse four wide around the turn. Her horse runs out of steam in the stretch. She finishes dead last.

SCALE BOOTH ON THE TRACK - MOMENTS LATER

Steve stands in the booth with his clipboard. A clearly frustrated Kelly gets on the scale with her saddle. Steve checks her weight. Kelly gets off.

STEVE
 Hang in there, Kelly.

She doesn't acknowledge him. As she leaves the booth, Kelly SHOVES the saddle into her Valet's chest, and trudges to...

THE GIRLS JOCK'S ROOM

Kelly flings open the door and storms in. Jill is already there. Kelly throws her helmet across the room.

KELLY
 This crap is getting real old... Is it too much to ask for a horse that doesn't get left at the gate? Or doesn't quit in the stretch?...
 (MORE)

KELLY (cont'd)
I'm just sick and tired of losing.
All the god-damn time. I've had it!

JILL
You done?

Kelly just seethes.

JILL
First of all, pick up your helmet.

Kelly doesn't budge.

JILL
I said - pick up your helmet.

Kelly grudgingly walks across the room, picks up the helmet, and places it on the couch.

JILL
Never let me see that again. Ever.
Got it? Second, it ain't just the
horses, Kelly.

KELLY
Yeah? Look at the mounts you get.

JILL
I earn those mounts. Everyday. So,
just shut up and listen, okay?...
You need to ride better. Smarter.
More aggressive... Whatever it was
that got you here? It's gone.

Jill points to the TV replaying the last race.

JILL (CONT'D)
Look at that. You still had some
horse left. And a hole. And what do
you do? You take him wide. Way
wide... Was that the horse's fault?

Kelly remains silent.

JILL (CONT'D)
Well was it?... Ever since you came
back, you've been riding scared.
And the good trainers can spot that
in a heartbeat... You think you're
the first jock to dislocate a
shoulder? You think that's your
last injury?

KELLY
No.

JILL
We all ride hurt. I'd give anything
for two good knees...

(MORE)

JILL (cont'd)
 Look, you don't want to be reckless, but you've got to be more aggressive out there. You think Taylor Howe got three wins today by sitting on his butt?... You want better mounts? Go out there and earn 'em. Just like the rest of us.
 (softer)
 Sometimes, it's not just the bones, Kelly... Maybe you need some time away. Think about it.

Jill heads for the showers. Kelly plops down on the couch, picks up the helmet, and just stares at it.

EXT. OCALA FARM - WORKOUT TRACK - DAY (TWO WEEKS LATER)

Hank leans on the railing of the farm's workout track. A stopwatch in one hand. A lit cigarette in the other. A FARM HAND and Chaps are next to him.

Kelly is on the track galloping Cloud Cover. As Kelly reaches the 1/8 mile pole she starts breezing the horse. At that moment, Hank clicks the watch with his thumb. He clicks it again, as Kelly crosses the finish line. Kelly brings her horse back around to Hank. Hank shows her the time.

KELLY
 Not bad.

HANK
 He's gone better.

Kelly dismounts and hands the horse over to the farm hand, who walks it back to the barn.

KELLY
 So, when you shipping him down to Dad?

HANK
 Coupla' weeks. I'm taking him to Palm Beach Downs first. Get him some more schooling in the gate.

Hank starts coughing.

KELLY
 Listen to you.

HANK
 Only my third one today.

KELLY
 That's three too many, Gramps.
 (beat)
 So, you guys made a decision about the farm?

HANK

The developer keeps hiking up the offer. That new interchange on 75 is really hopping. I guess we're in the way.

KELLY

You gonna' sell?

HANK

I don't know. Evy and me? We're not getting any younger. And those bills... We'll give it a little longer. See how the two-year-olds do at Calder. Who knows? Maybe Cloudy will win the Florida Derby?

KELLY

Why not the Kentucky Derby?

HANK

All I've ever dreamed of.
(beat)
Speaking of dreams... What's up?

KELLY

What do you mean?

HANK

What's going on, Kell? Talk to me.

Silence... as Kelly watches a rider work a horse.

KELLY

(quietly)
I don't think I can do this,
Gramps. I'm scared.

A pause. Then...

HANK

Ya' know - I been in this game all my life. Seen the best. And the worst. Jocks never admit it. But they're all scared when they first come back.

KELLY

If they come back.

HANK

No guarantees in life, Kell. Be nice if there were. I'd still have a daughter. And you'd have a mother... At least she died living her dream.

(pause)

(MORE)

HANK (cont'd)
 The "what ifs?" They'll suck the
 life right out of you. That what
 you want?

KELLY
 I don't know what I want anymore.

HANK
 I think you do... Fear? It's
 natural. It's what you do with the
 fear. That's what separates the
 winners from the losers.

A rider breezes his horse in front of Hank and Kelly.

HANK (CONT'D)
 In the end - it comes down to just
 one thing... You willing to go the
 distance?
 (beat)
 Cause I'll tell you this. There's
 nothing sweeter - *nothing* - than
 turning fear into victory.

Another rider gallops a horse in front of Hank and Kelly.

HANK (CONT'D)
 It's post time, Kell. What's it
 gonna' be?

HOLD ON: Kelly's face, as she gazes across the track.

EXT. CALDER RACE TRACK - BARN AREA

Dan leads a jittery Cloud Cover out of a horse trailer.
 Joanne (Dan's assistant trainer) and two grooms are there to
 lend assistance if needed. The horse is acting up. Dan
 settles him down, and starts walking the horse to the barn.
 Joanne walks alongside.

JOANNE
 Everything Okay?

DAN
 I don't know. Didn't ship well. He
 loaded fine in Palm Beach - but
 spent the whole trip banging his
 hoofs against the trailer.

Dan and Joanne lead the horse all the way down the shed row,
 before finally placing him in one of the stalls.

DAN
 Watch him. I'll be right back. I'm
 getting another halter.

Joanne removes the wet shipping blanket. Dan walks to the
 tack room and grabs a halter.

Beth and Dan double-time it to the stall, only to see the horse rolling on the ground. Joanne is pulling on the lead, trying to get the horse up.

BETH
We gotta' get him up.

Beth and Joanne get behind the horse and give him a nudge in the back with their knees. Dan pulls on the lead. The horse responds by getting to its feet.

Beth examines the horse.

BETH
He's impacted. It's serious. Do you want to ship him or treat him here? Time's a factor.

DAN
Let's do it here.

BETH
Insurance all paid up?

DAN
All set.

BETH
Okay, I'll set up a catheter.

Beth reaches over to the caddy and takes out iodize gauze and alcohol.

BETH
(to Joanne)
I'm gonna' need more gauze. It's on the back seat.

Joanne nods and leaves.

DAN
(to Beth)
What do you think?

BETH
Too soon to tell. We need to get some fluids into him. Pronto. I don't know if we could have shipped anyway. Another half hour and -
(beat)
I'll stay with him overnight.

Beth reaches over to her caddy and puts on sterile gloves.

DAN
You staying overnight?

BETH
 Why not?... The divorce was
 finalized this morning. My dance
 card is a bit empty at the
 moment... Can you set me up with a
 cot in the tack room?

DAN
 No problem. King or queen size?

Beth just smiles, as she reaches in for a catheter. Dan
 strokes the horse's neck.

DAN
 I hate to see a horse in pain.

BETH
 I know that, Danny. That's why I'm
 here. And that's why I'm staying.

DAN'S BARN - TACK ROOM - EVENING

Dan sits in his desk chair, drinking a beer. Beth sits in the
 beat up cushion chair, drinking a soda. A half empty pizza
 box, some empty cans, and a large flashlight sit on the desk.
 Off to the side is a cot with a pillow and blanket.

DAN
 So, you gonna' keep the house?

BETH
 I don't know. Now, with the kids
 out... I thought I'd be fine
 without Greg. He's not exactly the
 poster child for fidelity. But
 somehow, I still feel guilty. Maybe
 I drove him out? It just feels
 empty. Empty and dark... But look
 who I'm talking to about empty.

Dan doesn't respond.

BETH
 You still miss her - don't you?

DAN
 Kelly?

BETH
 No.

DAN
 (pausing)
 Every day.

TACK ROOM - PREDAWN

Dan is asleep in the cushion chair. Beth is asleep on the cot with a blanket over her. Outside the room is a predawn light. Joanne pokes her head into the room and steps inside.

JOANNE

(tugging on Dan's arm)

Dan.

Dan wakes up.

JOANNE

I don't know what you guys did. But that's one happy horse out there.

Dan wakes Beth. They both look down the shed row from the tack room door. They watch, as Cloud Cover playfully nuzzles the water bucket that sits outside his stall. Beth places her arm around Dan's shoulder.

DAN

Thanks.

EXT. SUFFOLK DOWNS - BARN AREA - MORNING

Kelly pulls her truck up to the track kitchen. She gets out and walks up the stairs. She wears a heavy jacket, as she blows air into her cupped hands.

INSIDE

Kelly enters the track kitchen. She spies Jill at one of the tables, drinking a cup of coffee. Kelly walks over.

KELLY

They told me you were in here.

JILL

Didn't know if you'd be back. Sit down.

Kelly pulls up a chair.

KELLY

You were right. I just needed some time away... I'm ready. I'm ready to come back.

JILL

I've seen that look before.

KELLY

So, have you rented out my room?

JILL

It's still there.

KELLY

Just talked to Fred. He's gonna' let me ride some of his again.

JILL

Let's see if we can't get you on some better horses. Ones with a shot.

(beat)

I'm going in next week to have the knee operated on. It's time. I just told the trainers this morning.

KELLY

You still gonna' ride?

JILL

All depends on how it heals. Either way, I've had one helluva run.

KELLY

You'll be back.

JILL

We'll see... In the meantime, why don't I talk to the trainers. See if I can't get you on some of *my* horses.

KELLY

Would they do that?

JILL

If they're smart they will.

Wayne (Jill's trainer) hastily walks by with a cup of coffee.

JILL

Hey Wayne?

WAYNE

Hey, Jill. I'm in a hurry. Still got five to get out.

JILL

Sit down for a second.

WAYNE

Jill?

JILL

Just sit down. It's only 8:30. The horses will get out.

Wayne sits down.

JILL

You know Kelly?

WAYNE

Sure. Heavyweight champion of the world.

KELLY

I've hung up my gloves.

JILL

You know how you're always complaining? Can't find a decent bug girl anymore?

(gazing at Kelly)

Well, you're looking at her.

WAYNE

She rides for Fred.

JILL

Not exclusively... Besides, no one's getting rich riding Dixon's horses. Someone's gonna' scoop her up, Wayne. Might as well be you.

WAYNE

(looking hard at Kelly)

Where you been? You disappeared.

KELLY

Florida. Family stuff.

WAYNE

You back for good?

KELLY

Yeah.

WAYNE

How's the shoulder?

KELLY

Never better.

WAYNE

So, you through screwing around out there? Ready to stop your act - and start riding like you used to?

KELLY

Yeah.

WAYNE

(starting to get up)

I'll think about it.

KELLY

(rising)

Just name me on one... Just one.

WAYNE
 (looking harder at Kelly)
 Can you ride this morning?

KELLY
 Sure can.

WAYNE
 I got Highwayman in the fifth on Saturday. He keeps burning himself out in the first half. Hasn't hit the board in months... You strong enough to rate him the first 3/8's? Then turn him loose?

KELLY
 Watch me.

WAYNE
 Be at the barn in twenty minutes. Gotta go.

Wayne turns and leaves.

JILL
 Nice going. That's one down. Now, let's see if we can get you on three or four a day.

(beat)
 But I can't ride 'em for you... A great jock once told me, "Never let fear keep you out of the Winner's Circle."

KELLY
 Who was that?

JILL
 Who do you think?

KELLY
 I'm ready. I am so ready.

JILL
 (passing Kelly her cup)
 Here... It's cold out there.

KELLY
 (taking a long sip)
 Thanks.

EXT. SUFFOLK DOWNS - STARTING GATE - AFTERNOON

Six Furlongs. Kelly's horse is loaded into the "6" hole. The odds on the board are 7/1. Kelly tightens her grip on the reins. The gate opens. Kelly's horse bursts out early. He wants to run, but Kelly uses all her strength to keep him back in sixth place.

As the horses approach the turn, Kelly starts closing ground, but is confronted by a wall of three horses, side by side, in front of her. She's got a lot of horse left. She hesitates.

This time though, instead of going four wide, she ATTACKS the narrow hole between the two inside horses. She gets through the hole cleanly, and passes one of the lead horses in the stretch to finish second by half a length.

Kelly brings her horse back to paddock area. Wayne is there.

WAYNE

Nice ride.

KELLY

(dismounting)

Thanks...

JOCK'S ROOM - MOMENTS LATER

Kelly walks through the main area of the jock's room. Jill is seated on a couch, watching the out of town races. Kelly sits down next to her.

JILL

Don't let this go to your head, but you rode that one like a pro.

KELLY

I got a good teacher.

JILL

Teacher, nothing. You earned that one.

Jill pulls a racing form out of her back pocket.

JILL

Let's see what we got tomorrow.
(turning pages)
You got Mighty Peter in the second.
Good. He loves the snow.

KELLY

Snow?

JILL

Yeah. They're calling for snow. If it's light, just treat it like rain.

KELLY

Snow?

JILL

Throw out the form for this one.
For some crazy reason, this horse loves to race in the snow.

(MORE)

JILL (cont'd)
 Just stay away from the rail for
 the first 3/8's. It gets real heavy
 down the backstretch...

HOLD ON: Kelly's face.

EXT. SUFFOLK DOWNS - STARTING GATE -AFTERNOON

Falling snow... Walter Hodges leads his 6/5 favorite into the "3" hole. Kelly leads her horse, a 9/1 shot, into the "4" hole. While the last three horses are being loaded, Hodges shoots Kelly a dismissive stare. Kelly responds by placing her goggles over her eyes and staring straight ahead.

The gate opens... Hodge's horse goes to the lead. Kelly's horse breaks clean. She sits comfortably in second, slightly off the rail, about three lengths behind Hodges. As they head for the turn, two horses come up on her outside, and start to pass her. Kelly starts closing in on Hodges, but she's boxed in because the two outside horses aren't overtaking Hodges.

As they come out of the turn, Hodge's horse pulls slightly away from the rail, leaving a small opening. Deja vu? Kelly ATTACKS the hole. As she pulls even with Hodges, he pulls his horse in toward Kelly's. The horses bump. But it's too late. With her last stride, Kelly is first under the wire. Victory!

Kelly brings her horse into the winner's circle. Wayne and the horse's owner stand nearby. As Kelly waits for the picture to be taken, she turns her gaze skyward, letting the snow fall on her face. Still looking up, she throws her arm in the air, whip in hand. The picture is taken, FREEZING that image in time.

PADDOCK AREA - MOMENTS LATER

Kelly walks toward the jock's room. Waiting patiently are Jill, Sal, Javier, Roberto and two other jockeys. At Jill's command, they all start throwing snowballs at her. Kelly fights back with snowballs of her own. Jill sneaks up behind Kelly and shoves some snow down her back. Kelly screams!

JILL
 (placing her arm around
 Kelly)
 Congratulations.

ROBERTO
 You got off easy.

JAVIER
 My first win? Maple syrup, shaving
 cream, and spaghetti sauce.

SAL
 (tapping the back of
 Kelly's helmet)
 Welcome aboard.

INT. GIRLS JOCK'S ROOM - LATER

Kelly paces around the girl's jock's room in street clothes with a cell phone to her ear. She's alone in the room.

KELLY
 (excited, into the phone)
 And then I get into a snowball
 fight with the other jocks. Jill
 was the ringleader.
 (listening)
 It's amazing. Just amazing. My
 whole body is tingling... You were
 right Gramps. There's nothing
 sweeter.
 (listening)
 Wait. Wait. One at a time... What?
 You're breaking up, Grammy. You're
 breaking up... Look, I'll send you
 guys a tape as soon as I can. I
 love you both. So much.

Kelly hangs up and momentarily looks at the phone. She dials a number. She waits.

KELLY
 (into the phone)
 Hi, Dad? Are you there? Just called
 to tell you I won my first race. I
 wish you could've seen me.
 (beat)
 I miss you... Love you.

Kelly hangs up. There is a knock on the door.

KELLY
 Come in.

Ryan gingerly steps through the door.

KELLY
 (turning around)
 Oooh no! Get the hell outa' here.

RYAN
 Look, I just -

KELLY
 I said "OUT!" You cost me two-
 hundred bucks and ten days.

RYAN
 Hey, that wasn't me. That was the
 Herald. I work for the Globe.

KELLY
 I don't care if it was the damn New
 York Times. I got nothing to say to
 you. Get out and stay out. Now!

JOCK'S ROOM /CLERK OF SCALES OFFICE - MOMENTS LATER

Steve sits in his small room watching a race replay on the TV set that's on his desk. Ryan enters the room.

RYAN
Got a minute?

STEVE
What's up?

RYAN
I got a great story here. Paula McGuire's daughter wins her first race, right here at Suffolk - and I can't do it.

STEVE
Why not?

RYAN
She won't talk to me.

STEVE
Do you blame her? After that "Animal House" piece you wrote. She's just a kid. She doesn't need to make any enemies.

RYAN
How many times do I have to apologize for that? I'll make up for it with this one. Trust me. Real human interest story.

STEVE
I can't force her to give an interview.

RYAN
Steve, we need each other. You want to bring young people back to the track, right? It's gonna' take a lot more than free parking... Just talk to her. All I need is ten minutes.

STEVE
(getting up)
I'm not promising anything.

GIRLS JOCK'S ROOM - MINUTES LATER

Kelly stands opposite Ryan with her arms folded.

KELLY
Ten Minutes. The clock's ticking.

RYAN

Let me start with an apology.

KELLY

Nine minutes - forty-five seconds.

RYAN

(opening his note pad)

So how does it feel to win your first race?

KELLY

Good. Nine minutes - thirty seconds.

RYAN

Look. I don't know if this will matter at all. But it's because of your mother that I'm into racing... My dad took me to Saratoga when I was ten. I watched your mother win four races that day. Circled the field in her last one. Even got my picture taken with her. I still have it.

Kelly unfolds her arms.

RYAN

Can we just sit down for a second?

Kelly sits in a cushion chair. Ryan in an adjacent couch.

RYAN

I'll even show you the copy before I submit it. Make any changes you want.

(beat)

So, let me try this again. How's it feel?

KELLY

How's it feel?... It's like Christmas, your birthday, and the last day of school. All rolled into one.

RYAN

(writing)

Please let me print that... So, how long you been racing?

KELLY

Just started this year. But I've been around horses all my life. My father trains down at Calder.

(beat)

You met my mother?

RYAN
Just for a minute. You're
definitely her daughter.

KELLY
Look, I haven't eaten since
breakfast, and the kitchen's
closed. Can we continue this while
I get something to eat?

RYAN
No problem. What do you want? It's
on The Globe.

KELLY
Anything but fast food.

RYAN
There's a great pasta joint over at
Fanieul Hall.

KELLY
(getting up)
Let's do it.

RYAN
(getting up)
How much time do I have left?

KELLY
I haven't decided.

INT. RESTAURANT - LATER

Kelly and Ryan sit at a window table in this artsy section of downtown Boston. Light snow is falling outside their window. Ryan sips a bottle of soda. A pen and note pad sit on the table. A bottled water sits in front of Kelly.

KELLY
(looking out the window)
Wow. That's just beautiful.

RYAN
Wait till you have to shovel it.

Ryan pulls out a pocket tape recorder.

KELLY
No recorders.

RYAN
(removing it)
No problem.

KELLY

No notebooks, either. How's your memory?... And we both get to ask questions.

RYAN

What do you mean?

KELLY

I mean - I get to ask questions too. Not afraid, are you?

RYAN

Who starts?

KELLY

You start. You're the journalist.

RYAN

Okay. Take me through your typical day.

KELLY

Starts real early. I'm out on the track at 6:00. Work the horses till 10. Get a nap. Then race till 5 or 6. In bed by 8. Then do it all over again the next day. Seven days a week... My turn. Ever been on a horse?

RYAN

Long time ago. Went horseback riding at a camp up in Maine. I was about eleven or twelve. I remember. The horse's name was Rudy. Very big and very brown... So, how long do you intend to be a jockey?

KELLY

I don't know.
(laughing)
Maybe till I win The Kentucky Derby. Eventually I wanna' become a vet. So, did you go to college?

RYAN

University Of New Hampshire. Graduated in 2012... Switching gears here. Do jockeys - ya' know - in general - have much time for dating?

KELLY

Dating? When? This is the first socializing I've done in ages. Oh, I forgot. This is just an interview. Doesn't really count...

(MORE)

KELLY (cont'd)
So - in general - how often do you use this method to pick up girls?

RYAN
Beg your pardon. I happen to be a total professional. Says so, right on my business card. "Total professional"... So, do you always treat reporters this way?

KELLY
I don't know. You're my first... Any of this gonna' make the paper?

RYAN
Just the juicy parts.

KELLY
What?

RYAN
Just kidding. When the recorder's off - it's off the record... My turn. Want to go to a movie sometime?

KELLY
I'd just fall asleep.

RYAN
Hey. I tried.

KELLY
I'd consider another "interview."

RYAN
Off the record?

KELLY
Yeah. Off the record.

Their food arrives. Kelly raises her bottle up to the window.

KELLY
To snow.

RYAN
(clinking his bottle with Kelly's)
To snow.

EXT. SUFFOLK DOWNS - TRACKSIDE RAILING - MORNING

Kelly watches the morning workouts on the track. Jill walks up to her.

JILL
You done for the morning?

KELLY

Yeah. What did the doctor say?

JILL

Wants me in on Thursday. Says it's pretty routine. I'll have to stay off it for about eight weeks. Then, just see how it heals. Wayne's offered me a job as assistant trainer, just in case.

(beat)

So, how did last night go?

KELLY

Okay.

JILL

Details, girl. You gonna' see him again?

KELLY

I don't know. I'd like to. But with all this?... How's that stuff work, anyway?

Ben Stallings, the trainer that Walter Hodges rides for, approaches them.

BEN

Hi, Jill. Kelly, right?

Kelly nods.

BEN

(shaking Kelly's hand)

Ben Stallings. I've been watching you. Great instincts. A real soft touch. How'd you like to pick up a few more mounts?

Kelly looks over to Jill.

BEN

I've decided to take Hodges off my horses. He's been stiffing me for a while now. He's done. I need somebody to take over his mounts. That's - if you'd like to?

Jill just smiles at Kelly.

KELLY

Like to? Just tell me where and when.

BEN

I'm over in barn "17". Stop by in a little while. I'll have you work a few this morning.

KELLY
I'll be right over.

Ben leaves.

KELLY
Am I dreaming, or did Ben Stallings
just ask me to ride for him?

JILL
You're going to the dance, Kell...
This is where it gets good.

EXT. UPSCALE SUBURBAN HOME - MIAMI - EVENING

Dan walks up to the door. He's wearing a sports jacket and dress shirt. He knocks. No answer. Knocks again. No answer. Starts to pace. He rings the door bell. After another pause, the door finally opens. Beth is there, wearing a dress, and placing a pin in her hair.

DAN
Thought maybe you changed your
mind.

BETH
I was throwing in a load of
laundry. It's hard to hear back
there. Come on in.

INSIDE

Dan walks in.

BETH
Just gotta' grab my purse.

Beth walks back through the living room.

Dan looks around momentarily. Beth returns with her purse.

DAN
Nice place.

BETH
Thanks. So, you *do* own a sports
jacket.

DAN
(proudly holding out both
arms)
Are you kidding? Got so many, I
couldn't decide which one.

BETH
Looks good on you. Handsome.

DAN
Thanks... I told ya'. I don't know
a thing about this stuff.

BETH
Neither did I till we got the
season tickets. Be careful, Dan.
You might just like it... Shall we?

Dan turns to leave. Beth follows right behind. She notices a price tag on the back of Dan's jacket. She discreetly pulls it off, and closes it in her hand.

DAN
(feeling a tug)
What?

BETH
Nothing. Just some lint.

INT. SYMPHONY HALL - LATER

Dan and Beth are seated in the lower balcony. The rousing climactic movement of *Appalachian Spring* fills the hall.

Beth reaches over to Dan and gently holds his hand. Dan looks over at Beth, and smiles. Beth looks straight ahead, as a smile slowly crosses her face.

INT. - DAN'S CAR - LATER

Dan and Beth sit facing each other in her driveway.

BETH
(laughing)
...One reason I go? I feel like a
spring chicken around all those old
people.

DAN
I know. At one point? I thought the
guy next to me had checked out.
Permanently. Then I heard him
snoring.

BETH
Never fails. He passes out at every
concert. Lucky if he makes it to
intermission.
(beat)
So, you want to come in?

DAN
This is the latest I've been out in
years. I still gotta' get the
horses out in the morning... But
this was great. How about a museum
next week?

BETH
 (laughs)
 A museum?

DAN
 Yeah. A museum. I'm a sensitive
 guy.

BETH
 I can tell... How about the museum
 and dinner? I'll cook. When was the
 last time you had a home cooked
 meal? A real one?

DAN
 A while.

BETH
 Well... Good night.

Beth reaches over and kisses Dan on the cheek.

DAN
 (grinning)
 Good night. I had fun.

BETH
 Me too.

Beth opens the door and leaves.

INT. OCALA HOME/DINING ROOM - DAY (SEVEN MONTHS LATER)

Evelyn walks in from the kitchen with a coffee mug in her hand. She sits down at the table. On it is a scrapbook, a copy of the Daily Racing Form, and scissors. Evelyn opens the scrapbook. Page after page contain photos of Kelly in the winner's circle.

Evelyn stops at a page with an article whose headline reads, KELLY McGUIRE WINS 100TH RACE. More pages turn till Evelyn comes to a blank page.

Evelyn picks up the Daily Racing Form and the scissors. She looks at the front page, which contains a picture of Kelly atop a horse. The headline reads, KELLY McGUIRE BRINGS HOME FIVE AT ROCKINGHAM. LEADS SUMMER MEET. Evelyn carefully cuts out the article and places it in the scrapbook.

Hank walks into the house and approaches Evelyn. He carries a bunch of letters in his hand.

EVELYN
 Did you pick up the bridle?

HANK
 Yeah. We're in the wrong end of
 this business.

EVELYN

And days off. Imagine that.

(beat)

Just got off the phone with Kelly. Guess what? She's headed up to Saratoga. Ben Stallings is shipping in some horses from Rockingham. Boy, is she ever excited.

HANK

Who knows? Maybe she'll catch the eye of some hot shot trainer... Remember when we all went up there? Must've been '96 or '97. Kelly was just a baby.

(beat)

So, what's up with the reporter?

EVELYN

She hasn't said anything. As far as I know, they're still just friends.

(long beat)

Great grandmother... Don't know if I'm quite ready for that.

HANK

(kissing her on the lips)

No less beautiful.

Hank sits down, lights a cigarette, and opens a thick envelope. He pulls out a bunch of papers stapled together.

EVELYN

What's that?

HANK

It's from our favorite developer. Sent us a new contract. Left the amount blank. Pretty sneaky.

EVELYN

Not the type that gives up easily.

Hank pulls the scrapbook toward himself and looks at Kelly's picture.

HANK

Looking more and more like Peanut.

Hank turns five or six empty leaves in the scrapbook till he comes to a page with three photos of Cloud Cover in the winner's circle at Calder. Dan is in all of the pictures. In the last picture, Dan has his arm around Beth, standing next to Hank and Evelyn.

On the opposite page is a clipping from The Miami Herald. The headline reads, CLOUD COVER BLOWS AWAY FIELD IN FLORIDA STALLION SERIES. EARLY CONTENDER FOR FLORIDA DERBY.

EVELYN

Great grandmother? Maybe. St. Pete?
Not yet.

EXT. SARATOGA RACETRACK - UPSTATE NEW YORK - GROUNDS AREA -
AFTERNOON

The Mecca of East Coast horse racing. Families picnic on the well manicured grounds shaded under tall oaks. A dixieland band performs for the patrons. Men in coats and ties. Women in summer dresses and bonnets. The fans cross economic lines, but Saratoga clearly exudes money, class, and royalty.

STARTING GATE

Six furlongs. Kelly is in the starting gate in the "3" hole. Her horse is 15/1 on the board. Kelly looks to her right and sees MIKE SMITH. To her left is GARY STEVENS. The big time.

The gate opens... and Kelly's horse finishes dead last in an unremarkable ride.

GROUNDS AREA - MOMENTS LATER

Kelly, escorted by her Pinkerton guard, walks through the crowd. On her way to the jock's room, Kelly is approached by a ten year old girl, LISA DONATO, wearing a light blue visor that says, "Saratoga."

LISA

(holding a pen and
program)

Can I have your autograph?

KELLY

You sure you want mine? Rosie rides
in the next race.

LISA

I want yours. Kelly McGuire. We
came from Boston. To see you.
Please?

KELLY

How about if I sign your visor?

LISA

(swiftly removing it)
Sure.

Kelly takes the visor and pen from the girl.

KELLY

What's your name?

LISA

Lisa Donato.

Kelly turns the visor over, and writes on the beak area.

KELLY
You like horses, Lisa?

LISA
Yeah. I'm gonna' be a jockey when I
grow up. Just like you.

KELLY
(handing back the visor)
You can be anything you want.

LISA
Thanks.

Lisa runs over to her mother, who is standing nearby, and shows her the visor.

Kelly and the guard continue along until they reach the entrance to the jock's room. A voice from behind stops Kelly dead in her tracks.

RYAN (O.S.)
Can I have your autograph?

Kelly turns around to see Ryan standing there. She instinctively throws her arms around him.

KELLY
(pulling away)
Sorry. I'm getting dirt all over
you... What are you doing here?

RYAN
The Globe sent me over to do a
piece on Saratoga... So, you busy
later?

KELLY
Not really. I was gonna' stop by
the racing museum.

RYAN
Mind some company?

INT. NATIONAL MUSEUM OF RACING - LATER

Kelly and Ryan stroll around the museum. They walk into a room lined with plaques on the wall.

RYAN
(reading)
"Citation. Triple Crown winner.
1948. Under Eddie Arcaro."

KELLY

My grandfather said he was the best rider to ever mount a horse. Actually, second best.

RYAN

I've got a confession to make.

KELLY

A confession? Let me guess. You're a CIA agent. Aren't you?

Ryan can only roll his eyes and smile.

KELLY

(tongue in cheek)

I told you - over and over. I'm not a Russian spy. Why can't you believe me?

RYAN

No, really. I need to tell you something... The Globe didn't send me here to do a story.

KELLY

Then why did?...

Ryan sheepishly shrugs... Kelly smiles and puts her arm in his. They continue walking, and come upon a room that houses a life-size starting gate. Ryan walks into one of the stalls.

RYAN

A little tight in here.

KELLY

Now imagine you're sitting on a 1,200 pound animal that doesn't want to be in there.

RYAN

(walking out of the stall)

No thanks.

Kelly and Ryan continue walking, holding hands. They enter another room that contains a number of video monitors on the wall. They approach a monitor that says, "Great Women Jockeys Of The 20th Century."

Kelly slowly touches the word "SELECT" on the screen. A dozen female names appear on the screen.

RYAN

(looking at the screen)

Paula McGuire.

Kelly nods, but touches the name "Julie Krone." A video of a female jockey crossing the finish line appears on the screen.

MALE VOICE (V.O.)

Julie Krone rides Colonial Affair to victory in The Belmont Stakes. The only female jockey to ever win a Triple Crown race.

Kelly hesitates - then places her finger on the name "Paula McGuire." The video shows the stretch run of a female jockey winning a race.

MALE VOICE (V.O.)

Paula McGuire urges Sandalwood to victory in the Florida Derby for her 1,525th win. Capping a brilliant career.

The next video sequence shows Paula in the winner's circle, while a much younger Dan lifts a four-year-old girl into the saddle with her. Paula and the girl both smile and wave to the cameras.

MALE VOICE (V.O.)

Proud mom and daughter celebrate the victory.

Kelly rushes out of the room, and into the hallway. Ryan follows her. Kelly sits down on a bench and starts to cry. Ryan sits down and puts his arm around her.

KELLY

(crying harder)
I can't remember.

Ryan places his other arm around Kelly and kisses the side of her head. He just holds her as she continues to weep.

The opening piano solo of the ballad "Wildfire" is heard...

EXT. SARATOGA RACETRACK - BARN AREA - MORNING

Kelly dismounts from a horse that she just exercised. She walks around the barn area. Suddenly, she sees a horse rear up. The male jockey gets thrown to the ground, landing hard on his ankle.

LES CUNNINGHAM, a trainer in his sixties, comes rushing out of the barn to pull the jockey away from the horse.

The horse is still acting up. Kelly runs over and gets in front of the horse. She immediately makes eye contact.

KELLY

(slowly raising her hands)
Easy. Eeeeasy. It's okay. Eeeeasy.

The horse's ears start to bend. Kelly steps in closer. She carefully grabs hold of the reins, and gently strokes the horse's neck.

The rider hobbles away, clearly in pain. Kelly starts walking the horse in a circle. Les approaches Kelly and the horse.

LES
How's he doing?

KELLY
He's calming down.

LES
Les Cunningham.

KELLY
Hi. Kelly McGuire.

LES
McGuire? Oh yeah, McGuire... Your mom rode for me at Gulfstream. Long time ago. Man, she knew her way around a horse.

(beat)
So, you any good? This ain't Rockingham.

KELLY
(still walking the horse
in a circle)
Good enough to work this horse.

LES
That's the third jock he's thrown this week.

KELLY
Maybe he just needs a lighter touch?

LES
I'm running out of jocks.

KELLY
(stopping right in front
of Les)
I got nothin' but time this morning.

Les looks right into Kelly's eyes.

LES
Okay. Take him out for a test drive.

Les gives Kelly a leg up onto the horse.

KELLY
What do you want?

LES
Gallop him around. And don't let
him get away from you.

KELLY
You got it.

LES
I'll see you over there... If you
ride as good as you talk, you got
the mount.

KELLY
What's his name?

LES
Truant.

KELLY
Truant? The same Truant in
tomorrow's "Hopeful"?

LES
Unless there's another horse here
with that name.

A Cheshire grin crosses Kelly's face. She proceeds toward the
track, lightly patting the horse's neck.

LES
(calling out)
How's he feel?

KELLY
(calling back)
Feels good.
(quietly, to herself)
Just another horse. Just another
race.

WORKOUT TRACK - MOMENTS LATER

Kelly gallops Truant effortlessly around the track. She then
jogs the horse back to where Les is standing by the rail.

LES
How was he?

KELLY
Fine. He's ready to go.

LES
Okay. You got it. Race eight,
tomorrow.

Kelly nods, and jogs the horse off the track. She passes by
Ryan, who's been watching her workout.

KELLY
 (excited)
 I'm in the Hopeful.

EXT. SARATOGA RACETRACK - STARTING GATE - NEXT DAY

One mile. Kelly and Truant are in the gate in the "5" hole. Truant starts to act up, but Kelly gets him under control. Next to her is Gary Stevens. He nods his approval after Kelly steadies her horse. There's a delay. One of the outside horses isn't loading easily.

GARY
 (looking over to Kelly)
 You're Paula's kid, aren't you?

Kelly nods.

GARY
 I rode with her. Best girl I ever saw.

KELLY
 Thanks.

They're all in the gate. They're off! Gary's horse goes to the lead. Kelly's horse stumbles slightly out of the gate, but straightens out quickly. Kelly eases him into the rail in third place. She sits there until she hits the final turn.

Kelly then follows an outside horse that has just passed her. At the top of the stretch Kelly goes three wide, passing the horse she was following, as well as the two lead horses. She wins by two and a half lengths.

Kelly slows her horse after the race. Gary is beside her.

GARY
 Nice ride, kid.

WINNER'S CIRCLE - MOMENTS LATER

Kelly leads her horse into the winner's circle. Les and the owners are waiting for her.

KELLY
 (to Les)
 I can hear my heart pounding.

LES
 Me too. I'm gonna' race him again in six weeks at Belmont. Champagne Stakes. Want the mount?

KELLY
 You kiddin? If I ever come back to earth.

GROUNDS AREA - MOMENTS LATER

Kelly, Les, and the Pinkerton guard walk through the crowd. Ryan approaches, wearing a Saratoga baseball cap. Kelly stops to give him a hug.

RYAN
Great race.

KELLY
Thanks... Les, this is Ryan Haley.

RYAN
(shaking Les' hand)
Nice to meet you.

Ryan joins them as they continue walking.

LES
(to Kelly)
So, you ready to leave Rockingham?

KELLY
Not yet. I'm getting a lot of mounts over there. I don't want to just sit around at some big track.

LES
I don't blame you. I'll be in touch.

Les walks away.

KELLY
(shouting)
Hey, Les. You were right. This isn't Rockingham... Anybody can win at Saratoga.

Les laughs and continues on his way.

As Kelly and Ryan reach the entrance to the jock's room, a half dozen kids surround Kelly.

Ryan's POV: On Kelly. She takes a pen and program from a young boy.

KELLY
(starting to write)
What's your name?

BOY
Tim.

KELLY
You like horses, Tim?

Kelly signs autographs for all the kids. When she's done, Kelly looks all around her, taking in the magnificence of this place - and this moment. The sun is shining. It's one of those golden days at Saratoga.

EXT. CONGRESS PARK - DOWNTOWN SARATOGA - EVENING

Kelly and Ryan sit atop two horses, side by side, on an old-fashioned carousel. Kelly is in a yellow summer dress. Her hair is tied back with a ribbon.

The ride is filled with other children and adults. Ryan pretends to race his horse. Kelly laughs. The ride slows down. Kelly and Ryan dismount - and jump off the carousel while it's still moving. As they slow to a walk...

RYAN

I won by a nose.

KELLY

Did not.

RYAN

Let's wait for the photo.

Ryan reaches for Kelly's hand as they walk along a path in this charming park that's packed with locals and tourists on this warm summer evening. Duck ponds, gazebos, rose gardens, food vendors, and street musicians dot the landscape.

A frisbee lands right in front of them. Ryan picks it up and tosses a perfect strike back to the player.

KELLY

Nice toss. And I thought you were just a pretty face.

RYAN

(smiling)

I'm more than that, Kell. If people would just take the time...

KELLY

Right... So, tell me one of *your* deep dark secrets.

They pass by a popcorn vendor.

RYAN

Popcorn?

KELLY

Don't change the subject. You know so much about me.

RYAN

(stopping)

Okay... Promise not to laugh?

KELLY
(stopping)
No.

RYAN
Forget it, then.

KELLY
Okay, I promise.

RYAN
Alright. I'm just gonna' come out
and say it... I'm a Trekkie.

KELLY
(stifling her laughter)
A Trekkie? I thought all Trekkies
were short and geeky.

Ryan cups his thumb and index finger around his eyes, and starts walking in a crouch.

KELLY
(pulling Ryan up)
Get up. You goof ball.

A momentary pause, then Ryan leans in and kisses Kelly. As they pull apart...

KELLY
All Trekkies kiss like that?

RYAN
Just the ones from Star Fleet
Command.

Ryan puts his arm around her. They continue walking in a quieter area.

KELLY
My dad and I used to watch reruns
of Star Trek.

RYAN
Really?

KELLY
Our dinner ritual.

Kelly and Ryan come upon the "Italian Gardens", a reflecting pool with two Triton statues at either end, blowing water toward each other. The pool is encircled with flower gardens.

Kelly takes off her shoes, sits down, and dangles her feet in the water. Ryan crouches beside her. Kelly takes a penny out of her pocket, closes her eyes, and throws it in.

RYAN
What did you wish for?

KELLY
It's a secret.

RYAN
You miss your dad, don't you?

KELLY
Yeah. A lot.

RYAN
Think he'll ever come around?

KELLY
I hope so... If only he could see
me here. At Saratoga.

RYAN
I'll bet your mother's watching.

KELLY
(her voice breaking)
She better be.

RYAN
You remember much about her?

KELLY
Not a lot. It's weird. What I
remember most? Her voice. She'd
sing to me at night. Sometimes tell
me stories... Her voice would get
real soft. Like a whisper. As if
she was telling me a secret. A
secret that only we knew... I think
she told me about Pegasus once.

RYAN
(pointing up to the stars)
One of my favorite constellations.

KELLY
(looking up)
Flying right up to the Gods... I'd
give anything to hear her voice
just one more time.

Ryan reaches around to his back pocket and pulls out a pair
of tickets. He hands them to Kelly.

KELLY
What's this? U2 tickets?

RYAN
TD Garden. Fifth row. You don't
wanna' know what I went through.

KELLY
What night?

RYAN
Friday.

KELLY
(handing back the tickets)
I can't. I've got five mounts that
night. And six more on Saturday.

RYAN
Can't you call in sick?

KELLY
I could... But I won't.

RYAN
Great. Just great.

KELLY
Ry...

RYAN
I came here to spend time with you,
Kell. And all I've done is follow
you around. Tag along... It's all I
ever do.
(standing up)
It takes *two* people to make this
work.

Ryan turns around and slowly walks away.

KELLY
Ryan.

HOLD ON: Kelly's face, as she watches Ryan leave.

EXT. NEW YORK RACETRACKS - DAY

A sequence of stretch runs over a five month period at New York's Belmont Park and Aqueduct shows Kelly crossing the finish line first on Truant. Each finish is followed by one of the following newspaper headlines:

PAULA'S KID TOASTS TRUANT AT CHAMPAGNE STAKES

TRUANT TAKES 'EM TO SCHOOL IN REMSEN STAKES

TRUANT SMOKES FIELD IN GOTHAM - WOOD NEXT

INT. HANK AND EVELYN'S CAR - FLORIDA TURNPIKE - DAY

Evelyn, in the passenger seat, reaches behind her. She opens up a cooler, takes out a sandwich and hands it to Hank.

HANK
 Thanks... Winning the "Fountain Of Youth" was one thing. But this? This is a whole other deal.

Evelyn opens up The Daily Racing Form.

EVELYN
 Look at the fractions on Hampton Ridge. And Rolling Thunder is by Thunder Gulch.

HANK
 (coughing)
 The distance doesn't bother me. I tell ya, Evy. If we can beat this field, it'll be Mint Juleps come May.

EVELYN
 (closing the Racing Form)
 I can't think about it, Hank. It scares me.

They pass a highway sign that reads, "MIAMI - 132 MILES"

EXT. GULFSTREAM PARK - MIAMI - PADDOCK AREA - LATER

Dan, dressed in a coat and tie, saddles up Cloud Cover. Joanne, the assistant trainer, holds the horse steady. Beth, wearing a dress, watches anxiously. The horse is not at all comfortable. He moves nervously, and is lathered up around the neck. Dan finally gets a saddle on him. Beth reaches down to touch the horse's right front leg.

DAN
 Well?

BETH
 (raising back up)
 Fine.

DAN
 Nice to have something go right.

The jockeys enter the paddock area. Gary Stevens, favoring one foot, approaches Dan.

GARY
 How's he doing?

DAN
 He's had better days... How's your foot?

GARY
 It's fine. Iced it down. X-rays came back negative. Been a while since a horse stepped on me.

Hank and Evelyn hurriedly approach.

HANK
 (to Dan)
 Don't ask. Tractor trailer
 jackknifed up in West Palm. Backed
 up for miles... How ya' doing,
 Gary?

GARY
 Can't complain. Hi, Evelyn.

PADDOCK JUDGE (O.S.)
 Riders up!

Dan gives Gary a leg up.

DAN
 How are the reins?

GARY
 Still dry.

DAN
 Don't let him run early.

The horses head for the track.

HANK
 (to Dan)
 So, whadya' think?

DAN
 Other than a horse that just washed
 out in the paddock, and a jockey
 with one foot, I'd say we're in
 great shape.

As Evelyn moves in to greet Beth with a hug...

EVELYN
 Hey, Beth. How ya' doin'?

BETH
 Good, Ev. This is one special
 horse.

EVELYN
 We'll know after today.

All four head to the clubhouse. Dan and Beth walk arm in arm.
 Hank and Evelyn, walking behind, notice this.

HANK
 (to Evelyn)
 It's been a long time.

EVELYN

Too long.

CLUBHOUSE - OWNER'S BOX - MINUTES LATER

Dan and Beth sit opposite Hank and Evelyn at a table. They all have drinks in front of them. Artie Green, the trainer in the opening scene at Calder, approaches. He's wearing glasses with both temples attached.

HANK

Artie.

ARTIE

(shaking Hank and Evelyn's hands.)

How you guys doing? Nervous?

HANK

Nah.

Evelyn looks at Hank, unconvinced, then back at Artie.

EVELYN

Right. Good thing they don't allow smoking in here.

HANK

It's a race track for Christ's sake. What's happened to this country?

ARTIE

(to Dan)

You better remember where you came from. Who your friends are.

DAN

Friends? We've already forgotten you. What's your name again?

ARTIE

(to Beth)

See? It's not too late. I'm still available.

BETH

I'm a weak woman, Artie. Don't tempt me.

ARTIE

(to Dan)

Big shot.

(to all)

Well, good luck. I just love schmoozing with famous people.

STARTING GATE

Eight horses approach the starting gate.

TRACK ANNOUNCER (V.O.)
The horses have reached the
starting gate in the 64th running
of the Florida Derby.

CLUBHOUSE

Dan and Hank look out through binoculars.

DAN
He's really wet.

STARTING GATE

They're all in... Mile and 1/8. They're off! Cloud Cover
breaks clean. Gary keeps him off the pace, sitting
comfortably in fifth place for the first 5/8's.

CLUBHOUSE

All four are now standing.

HANK
Open him up.

DAN
Now, Gary!

BACKSTRETCH

Gary urges Cloud Cover on. They start passing horses
effortlessly.

CLUBHOUSE

All four are now screaming.

HANK
Come on, Cloudy. Smoke 'em.

THE STRETCH

Halfway down the stretch, Cloud Cover passes Hampton Ridge
and cruises to a comfortable three and a half length victory.

CLUBHOUSE

Absolute insanity! Dan hugs Beth. Hank Hugs Evelyn. Evelyn
reaches across the table to hug Beth.

HANK
Hellooo, Kentucky!

INT. OCALA BARN - TACK ROOM /INT. SUFFOLK DOWNS - GIRLS
 JOCK'S ROOM - DAY (ONE MONTH LATER)

Evelyn does paper work in the tack room. On the desk is a
 copy of The Daily Racing Form. The headline reads, "TRUANT
 GOES WIRE TO WIRE IN WOOD. NEXT STOP: CHURCHILL DOWNS."

The phone rings. Evelyn picks up.

EVELYN

Hello?

Kelly walks around the Girls Jock's Room with her cell phone.

KELLY

Hi, Grammy.

EVELYN

(excited)

Kelly. Congratulations. That's some
 horse... You're getting to be quite
 the celebrity. Shouldn't your
 secretary be calling?

KELLY

Yeah, right. You guys watch the
 race?

EVELYN

You kidding? Think we'd miss that?
 We are so proud of you.

KELLY

Thanks. I tried calling after the
 race, but no one was home.

EVELYN

(pausing)

Gramps is in the hospital.

KELLY

What?

EVELYN

It's nothing. Just some tests.
 Precautionary. He was having a
 little trouble with his breathing.

KELLY

Damn cigarettes. I'm coming down.

EVELYN

It's not that serious, Kell. You
 stay up there. I'll call if
 anything changes.

KELLY

Promise?

EVELYN

Promise. Anyway, we'll all be together in less than a month... We're gonna' skip Arkansas. Rest Cloudy.

KELLY

Dad all set with Gary?

EVELYN

Far as I know.

KELLY

I just thought that with Gary's bruised foot.

EVELYN

(pausing)

You're thinking about riding Cloudy, aren't you?

KELLY

Les hasn't decided whether to name me on Truant yet. No girl's ever won the Derby. And Mike Smith rode Truant when he broke his maiden.

EVELYN

You know how loyal your father is. He didn't even switch riders in the Florida Derby. Gary could hardly walk... And he's back, riding five a day.

KELLY

I was just asking.

EVELYN

Let it go, Kell. Les Cunningham is one sharp trainer. Knows a good jock when he sees one. Paula won a lot of races for him... Think positive.

KELLY

It'd sure be weird. Riding against Cloudy?

EVELYN

This whole thing is...

(beat)

So, how are you and Ryan doing?

KELLY

I think it's over.

EVELYN

Why?

KELLY

Same old thing. He keeps asking me to do stuff, and I keep turning him down. I've got trainers counting on me.

EVELYN

It's not the trainers. It's the riding title, isn't it?

KELLY

Well, that too.

EVELYN

Look, Kell. There's no one happier for you than me - and Gramps. Just started my second scrapbook. But there *is* life outside the track.

KELLY

That's what Ryan said.

EVELYN

Do you love him?

KELLY

I think about him. A lot... He makes me laugh. Even when I'm losing. But -

EVELYN

But nothing. Listen to yourself. Take a day off. Hell, go crazy. Take two.

(beat)

Talk to him, Kell. They need to hear it. Just like we do.

KELLY

I'll think about it, Grammy.

EVELYN

Just don't think about it too long.

KELLY

Okay. Give Gramps a kiss for me. Tell him I love him. And no more cigarettes.

EVELYN

I will. See you soon. Love you.

KELLY

Love you too.

EXT. CEMETERY - MIAMI - DAY

Dan and Beth walk past graves. Dan stops at one. Beth stops behind him.

The tombstone reads, "PAULA McGUIRE, 1971 - 2000, LOVING WIFE, MOTHER, DAUGHTER, HORSEBACK RIDER." A simple carving of a horse also graces the tombstone. Dan is motionless.

BETH
It's a beautiful marker.

Dan remains silent. Beth looks over at Dan.

BETH
How you doing?

Dan's eyes are focused on the horse.

FLASHBACK - MIAMI (APRIL, 2000)

EXT. HIALEAH PARK - DAY

Horses are being loaded into the starting gate in front of the stands. Paula is trying to steady her jittery horse in the gate. An Ace bandage is on her right wrist. Paula's horse rears up, and almost throws her. In the process, Paula bangs her right wrist against the gate. She shakes it.

The gate opens. Paula's horse veers way to the right, clicking heels with another horse. Paula's horse stumbles, throwing Paula forward. The horse's momentum causes it to go down, falling squarely on top of Paula.

The crowd reacts with shock! The gate crew dashes onto the track. They quickly carry Paula off the dirt a few yards to the turf track. Gingerly, she is laid down on the grass.

The race continues on, as the track ambulance rushes onto the scene. Dan races across the dirt track, and kneels over Paula. She is barely conscious. Dan holds Paula's hand as an EMT attends to her.

DAN
I'm here, baby. Just hang on.

PAULA
(barely audible)
Danny.

DAN
Don't try to talk.

PAULA
(wincing in pain)
Take care of her.

Paula is put on a stretcher and placed in the ambulance. Dan starts to enter the back of the ambulance. The EMT keeps Dan at arms length.

EMT
Sorry. We need this area. Jackson Memorial.

Before Dan can react, the door is closed and the ambulance speeds away. Dan races to the parking lot.

END FLASHBACK

CEMETERY - CONTINUOUS

DAN
 She died on the way to the hospital. I never got to say goodbye.
 (kneeling down)
 I never should have let her ride that day. She'd...

After a moment, Beth kneels down next to Dan.

BETH
 Dan. The only person keeping Paula off that horse - was Paula.

A CEMETERY EMPLOYEE approaches Dan and Beth. He has a stack of letters in his hand. Dan and Beth rise back up.

CEMETERY EMPLOYEE
 Are you the ones leaving the letters here?

DAN
 What letters?

CEMETERY EMPLOYEE
 (holding the letters out)
 These.

DAN
 No.

BETH
 (to the employee)
 Okay if we look at them?

CEMETERY EMPLOYEE
 (handing Beth the letters)
 You can have them. Maybe you'll know what to do with them.

BETH
 Thank you.

The employee leaves. Beth looks at the top envelope. It has no writing on the outside, and the flap is simply tucked in.

BETH
 Should I open it?

DAN
 Why not?

Beth opens the envelope and finds a single hand written page. She looks at the bottom of the page.

BETH
It's from Kelly. You want to read it?

DAN
No. You can if you want.

BETH
It's dated June 27, 2014.

DAN
That's the day she left.

BETH
(reading)
Dear Mom. I won't be around for awhile. I'm going up to see Grammy and Gramps. And, of course, Cloudy. They tell me he's doubling in size every day. He loves jelly beans. I think he could be the one. The farm could sure use the money... Dad is fine. But we seem to fight everyday. I know he wants what's best for me. But he's not me. And I can always go on to college... A trainer in New Hampshire has offered me a job racing his two-year-olds. He seems nice. I don't know if this is the right thing to do. I only know I can't stay here any longer... I know you want me to take care of Dad - and I'm sorry for that. I love him. But I've got to do this. Please don't be mad. You will always be with me. Love forever... Kell.

Dan bends down and pulls a few small weeds and rocks from the grave. He runs his hand gently over the ground. He gets up, looks at the tombstone, and slowly walks away. Beth follows behind. After a short distance, Dan turns around and looks back at Paula's grave.

BETH
You okay?

DAN
I don't know.

Dan starts crying. Beth moves closer and puts her arms around his waist. Dan rests his head on Beth's shoulder.

DAN
(crying)
I'm sorry. I'm so sorry.

BETH
It's okay, Danny.

EXT. REVERE BEACH - BOSTON - DAY

A seagull glides over Revere Beach. Kelly walks along the beach with Chaps. She throws a small stick that Chaps fetches and returns to Kelly. Her cell phone rings. Kelly throws the stick again and answers the phone.

KELLY
Hello?

INTERCUT KELLY/WITH LES CUNNINGHAM - AT AQUEDUCT RACETRACK - TACK ROOM - NEW YORK CITY - DAY (ON CELL PHONES)

LES
Hi, Kelly. It's Les.

KELLY
What's up?

LES
I just got off the phone with Mike Smith. Right now he's looking for a mount in the Derby. He really wants a shot on Truant.

Chaps comes back with the stick, but Kelly just stops and listens.

LES (CONT'D)
He's ridden the horse - and has a Derby win under his belt. He also knows that track like the back of his hand. It's hard to turn down an offer like that.

KELLY
I guess.

LES
But then? I thought about something my father once told me. He said, "Ya' leave the dance with them that brung ya'." So, I guess it's you and me kid.

KELLY
Really?

LES
Bring your "A" game. This is the bigs.

KELLY
You won't be sorry, Les. I promise you... I gotta' get off the phone now - so I can scream!

LES
Just don't get arrested. I'll see
you in Kentucky.

Les hangs up and Kelly hangs up.

KELLY
(looks up and SCREAMS)
YES!

Chaps drops his stick and starts barking. Kelly picks up
Chaps, and looks him right in the eye.

KELLY
We made it.

Kelly puts Chaps down and they both start sprinting down the
beach together. A seagull glides above them...

INT. BOSTON'S LOGAN AIRPORT - GATE AREA - DAY

Kelly and Jill sit in the gate area.

JILL
Who's picking you up in Orlando?

KELLY
Nobody. I'm renting a car.

JILL
You excited?

KELLY
You kiddin'? And a little nervous.

JILL
That's par for the course... When's
your flight to Louisville?

KELLY
Thursday morning.

JILL
I always dreamed about riding in
The Derby. Tell me a rider that
hasn't. Now my only shot is going
as a trainer.

KELLY
How about "adviser?"

Kelly pulls an envelope out of her bag, and hands it to Jill.

JILL
What's this?

Jill opens the envelope and pulls out a round-trip Boston to
Louisville airline ticket.

KELLY
You got a job to finish.

JILL
But...

KELLY
No buts. Wayne can feed the horses
for a couple of days. And Chaps.

JILL
Great. Now I gotta' buy a bonnet.

KELLY
I'd pay to see that.

Suddenly, Ryan appears. He's carrying a rolled up newspaper
in his hand. Kelly goes quiet...

RYAN
Hi.

KELLY
Hi.

RYAN
I couldn't let you go without
wishing you luck. Believe it or
not, I was gonna' fly down... Maybe
even take you out to dinner. If
you'd let me.

KELLY
I might.

RYAN
But then Peterson got sick. So, my
editor just walks up to my desk and
says, "Pack your bags. You got the
Sox in Kansas City this weekend."
When the Globe asks you to cover
the Red Sox, you don't ask
questions. I fly out on Thursday.

KELLY
Looks like the shoe's on the other
foot, huh Ry?

RYAN
I'm sorry. I was a real jerk.

KELLY
No, you weren't... You were right.
It *does* take two people.

AIRLINE EMPLOYEE (O.S.)
We are now boarding rows 10 to 20.

JILL
That's you, girl.

Kelly and Jill rise up.

KELLY
(to Ryan)
Well. Thanks for coming down.

An awkward silence, then...

RYAN
Oh, I almost forgot.

Ryan opens the rolled newspaper, exposing a single red rose and a sealed greeting card. Ryan hands them to Kelly.

RYAN
Good luck.

AIRLINE EMPLOYEE (O.S.)
Final boarding for Delta flight
465.

Jill gives Kelly a quick hug.

JILL
I'll see you in a couple of days.

KELLY
(to Ryan)
I gotta' go.

Kelly turns, walks past the check-in, heads down the ramp and stops in the line waiting to board.

Kelly opens up the envelope and finds a hand written card, and an old wallet sized picture. It shows her mother, dressed in her racing clothes, with her arm around a ten year old Ryan. Kelly then looks at the card. The inscription reads:

"Kell, Win or lose. You've already won my heart.
Love, Ryan."

Kelly RUSHES back off the ramp, and into the terminal. She catches up with Ryan and Jill just before they pass the metal detector. Kelly throws her arms around Ryan.

KELLY
(whispering)
You just bought yourself a date,
mister. Anytime. Anywhere.

JILL
You're gonna' miss your plane.

Kelly pries herself away from Ryan, and starts running back. After about 30 feet, Kelly turns around and rushes back to Ryan. Once again, she throws her arms around him.

KELLY
(whispering)
I almost forgot. I love you.

RYAN
(whispering)
I love you too... Show 'em how it's done.

JILL
Kelly!

Kelly pulls away and once again starts running back. She gets about 50 feet this time, before stopping and looking back.

KELLY
(shouting)
Hey, Ry. Watch out for those foul balls. It's a dangerous sport.

Kelly then lifts her right arm, and bends it at the elbow. With fingers spread, she flashes the (Star Trek) Vulcan salute for, "Live Long And Prosper." Ryan lifts his arm, and responds in kind.

JILL
What's that all about?

RYAN
(lowering his arm)
Nothing. Just a nervous twitch.

Kelly turns around, and disappears into the terminal.

INT. HOSPITAL - OCALA - DAY

Kelly walks down the hospital corridor. She stops in front of a room. The door is slightly ajar. Kelly takes a deep breath.

Kelly enters the room. The first bed is empty. Hank is asleep in the far bed. He has an I.V. in his arm, and an oxygen tube in his nose. Evelyn sits in a chair next to the bed, reading a book. Evelyn sees Kelly and smiles. She closes her book and turns her head sideways, motioning for them to leave the room. Evelyn gets up. She and Kelly leave the room.

Once outside, Kelly and Evelyn hug each other.

EVELYN
(looking Kelly over)
Just look at you.

KELLY
Same ol' me. How's Gramps?

EVELYN

You know. Complains about everything. The food. The doctors. And the patients? Scared 'em all off. "Don't like being around all those sick people," he said.

KELLY

(smiling)

Sounds like Gramps.

EVELYN

Except the nurses. Got 'em wrapped around his little finger. For all I know? He's got 'em sneaking in cigarettes.

(pausing)

But being in here? It's gotta' be killing him. Doctors say he might be home in a couple of weeks.

KELLY

For good?

EVELYN

It's too soon to tell.

KELLY

So, how are you holding up?

EVELYN

I'm okay. A little tired. Between here and the farm. Dancer still hasn't foaled. The vet should be over there right now.

KELLY

Why don't you go home? I'll sit with Gramps for a couple of hours.

EVELYN

(pausing)

Alright. You call me if he needs me.

KELLY

Promise. Try to get some rest.

Evelyn grabs her sweater and keys just inside the door. She comes out and hugs Kelly again.

EVELYN

He can't wait to see you. Been talking about it all day. I'll be back soon.

KELLY

Take your time, Grammy.

Evelyn leaves. Kelly reenters the room. She pulls the chair up next to the bed and sits down. After a moment, Kelly reaches over and touches her grandfather's hand. Hank slowly rouses from his slumber and looks over at Kelly.

HANK
(groggy)
Hey, Peanut.

KELLY
Gramps?

HANK
(focusing)
Kelly.

Kelly rises out of the chair and kisses Hank on the cheek.

KELLY
Hey, Gramps. Who's Peanut?

HANK
Must've been a dream.

KELLY
So how ya' doin'?

HANK
(looking at his I.V.)
What do you think? Nice place to visit, but... Ev's been sneaking in some home cooking when she can. What I really want? A thick Outback steak. Rare. With Bloomin' Onions... It's only a couple of blocks away. Whadya' say? We'd be back before anyone knew it.

PAM, a nurse in her thirties, comes in with medication. Hank looks at Kelly and zips his lips with his fingers.

PAM
I'll bet you're Kelly.

KELLY
Has he been talking about me?

PAM
Nonstop. Says you're gonna' win The Kentucky Derby.

KELLY
But he's got the favorite.

PAM
Not the way he tells it.

Pam starts to change the fluid pouch.

HANK
 (to Kelly)
 Pam's been eyeing me lately. I keep telling her I'm married. I don't know how much longer I can fight her off.

PAM
 (handing Hank some pills)
 Here ya' go, handsome.

HANK
 See what I mean? She also promised me a Mint Julep on Derby day. Gonna' sneak it in. In one of those hospital juice glasses. Aren't you, Pam?

PAM
 Sorry, Hank. Hospital regulations.

Hank swallows his medication.

PAM
 (to Kelly)
 Nice to finally meet the legend.

Pam leaves.

HANK
 There's a Derby program on that table. Can you bring it over?

Kelly goes to the table, picks up the program, returns to the bed, and hands the program to Hank. Hank opens it to the race page. Kelly's name and post position are circled in pen.

KELLY
 Lucky number 13.

HANK
 Hey, don't knock it. It worked for Dan Marino.

KELLY
 Yeah? Where's his Super Bowl ring?

HANK
 (looking at the program)
 This race isn't like anything else, Kell. And not just because it's The Derby. A field this big? Real easy to get lost... You've got the early speed. Don't give it up. Stay out of the traffic. Get to the lead by the first turn. Hug the rail. Save your energy for the stretch.

KELLY

Are you coaching me on how to beat your horse in The Derby? Is this legal?

HANK

Listen. Cloudy is gonna' make his run at you at the half-mile pole. Like somebody lit a firecracker under him. He may even pass you... But one thing you got to know about this horse. Once he gets the lead? He has a tendency to let up.

Kelly just looks at Hank in utter astonishment.

HANK (CONT'D)

So, don't give up if you get headed in the stretch. Just whip on your left side. Then dig your heels in. And give it everything you got.

(beat)

Your mom used to say, "Heading for home. That's when you know..."
That's when you know.

Hank puts down the program, and gently places his hand under Kelly's chin. Kelly leans her head forward. Hank brushes the hair from Kelly's forehead, and carefully studies her face. Kelly doesn't move an inch. Finally...

KELLY

What?

HANK

Nothing.

Hank's eyes get heavy. Kelly's eyes are welling with tears.

HANK

This medication.

KELLY

You rest for a while, Gramps. I'll be right outside in the waiting room. When you get up. I love you.

Kelly kisses Hank on the forehead, and heads for the door.

HANK

(barely audible)
Don't take any crap...

Hank's voice trails off, as his eyes close.

KELLY

(looking back)
I won't, Grandpa.

EXT. CHURCHILL DOWNS - TRACKSIDE - LOUISVILLE, KENTUCKY - DAY

Dan, Beth, Evelyn, and a slew of reporters are gathered at the track railing. Cloud Cover gallops by with Gary Stevens.

REPORTER #1

(to Dan)

How's it feel to have the favorite?

DAN

I'd rather be a long-shot here.
They end up in the Winner's Circle.

REPORTER #2

You eyeing the Preakness if he wins?

DAN

Let's just see how he comes out of this one. Thanks, fellas.

Dan, Beth, and Evelyn start to walk away.

REPORTER #3

What's it like to go up against your daughter?

Dan, Beth, and Evelyn stop momentarily.

EVELYN

(turning around)

How about a dead heat?

EXT. CHURCHILL DOWNS - TRACKSIDE - NIGHT

Kelly walks down the lower grandstand area till she reaches the track railing. She opens a gate and walks across the dirt track. Kelly turns around. It's dark, silent, and ghostlike.

A dim light from the surrounding parking lots exposes the grandeur of this barely visible American icon. Kelly then peers up at the majesty of the "Twin Spires", sitting like a crown above this shrine.

Kelly turns back around and continues across the track. She ducks under the inside railing and crosses the turf track. She arrives at the Kentucky Derby winner's circle. Kelly just stands there, gazing. Time passes, as she is lost in the moment.

MALE VOICE (O.S.)

She would have loved this.

Kelly turns around to see her father standing there. As tears fill her eyes...

KELLY

I wish she was here.

DAN
 Me too. She would have been really
 proud.
 (beat)
 I missed you.

KELLY
 (crying, as she falls into
 his arms)
 I missed you too. So much.

Silence, as Kelly sobs. Slowly, she draws away from her
 father's arms.

DAN
 I'll be pulling for you tomorrow.

Kelly wipes her eyes, and looks at her father in disbelief.

DAN (CONT'D)
 To *place*. Right behind me.

KELLY
 (laughs and cries)
 Funny. I was thinking the same
 thing about you.

An awkward silence.

DAN
 You belong here, Kell.

KELLY
 (tears rising)
 Thanks, dad.
 (pause)
 Well, I'm gonna' go tuck Truant in.
 See you tomorrow.

Kelly starts to walk away. Dan reaches around to his back
 pocket and pulls out a wrinkled envelope, addressed to Kelly.

DAN
 Kell?

Kelly walks back. Dan hands her the envelope.

DAN
 Never did trust the U.S. Mail.

KELLY
 (looking at the envelope)
 How long you had this?

DAN
 A while.

Kelly hugs her father again, and starts to walk away.

DAN
How about dinner tomorrow night?
After the Derby. The whole family.

KELLY
(turning around)
Loser buys?

DAN
Pretty confident. Aren't you?

KELLY
Why not? I'm Wonder Woman.

Kelly turns back around and walks away. Dan lingers, as a contented smile crosses his face.

INT. BARN AREA - MOMENTS LATER

Kelly brushes Truant in his stall. The door is slightly ajar.

KELLY
You need a good night's sleep, Tru.
You wanna' look your best tomorrow.
And I want you to behave. No funny
stuff. Got it? Tons of people
watching. It's only the Kentucky
Derby... Just another race, right?

The stable's NIGHT WATCHMAN walks down the shed row, making his rounds. Seeing the barn door ajar, he instinctively slams it shut.

Truant, spooked by the sound, wheels around and KICKS OUT! Kelly, pinned to the wall, takes a direct hit to the abdomen from Truant's right hind leg. Kelly CRIES OUT as she drops to the ground... The night watchman opens the door. He sees Kelly on the ground clutching her side.

NIGHT WATCHMAN
I'm sorry. I didn't know.

The night watchman offers Kelly his hand. Kelly refuses it. She tries getting to her feet, but slides back down in pain. The night watchman offers again. Kelly refuses. She tries once again, this time holding her left side. Arduously, Kelly gets to her feet.

KELLY
(struggling to talk)
It's okay. You just gotta' promise
not to tell anyone. No one. Got it?

NIGHT WATCHMAN
Yeah... You sure you're alright?

KELLY
I'll be fine. Just got the wind
knocked outa' me.

The night watchman leaves. Kelly, still clutching her side, moves toward Truant. She puts her right hand on Truant's mane, and places her right cheek up against Truant's neck.

KELLY
 (softly)
 It's okay, Tru. Get some rest. Big
 day tomorrow.
 (pulling away)
 Pleasant dreams.

Kelly exits the stall, and slowly walks down the shed row.

INT. HOTEL ROOM - MINUTES LATER

Kelly enters the hotel room. Jill is there, reading a magazine. She notices the pained expression on Kelly's face.

JILL
 What's wrong?

Kelly doesn't answer, and walks to the bathroom. Jill follows her. Kelly pulls the blouse tails out of her pants. It reveals a large BLACK AND BLUE STREAK in the abdominal area.

JILL
 How'd that happen?

KELLY
 Truant. Kicked me in the stall.

JILL
 You need to have that looked at.
 Right now.

Kelly opens a bottle of Tylenol, pours a bunch of tablets into her hand, and swallows them with water.

Jill leaves the bathroom and dials the telephone, located between the two beds. Kelly rushes out of the bathroom and hits the disconnect button before anyone picks up.

KELLY
 (sitting on the bed)
 Jill. Please?

JILL
 (sitting down)
 I've seen that before. Could be a
 ruptured spleen. Internal bleeding.

KELLY
 And it could just be a bad bruise.
 The pain's already starting to let
 up... You're the one who taught me
 to ride hurt.

JILL
This is different, Kell.

KELLY
How?

Jill is silenced by this...

KELLY
Let's just wait and see. That's all I'm asking. Please, Jill? Don't take this away from me.

Jill puts the receiver down.

JILL
This sucks... I don't want any heroes here. Okay?

KELLY
I promise.

Kelly reaches into her back pocket and pulls out her father's letter. She lies down on the bed, and opens it.

JILL
What's that?

KELLY
A letter from my dad. Hand delivered.

A smile crosses Kelly's face as she reads to herself.

JILL
No heroes. Got it?

Kelly nods, as she continues reading...

EXT. CHURCHILL DOWNS - TRACKSIDE - DERBY DAY

Shots of the overflowing grandstand, the tote board, the Goodyear Blimp, the Twin Spires, betting lines, bonnets, Millionaire's Row in the clubhouse, celebrities, hustlers, Mint Juleps, TV cameras, and the tens of thousands of revelers in the infield area. It's *the* place to be.

INT. CHURCHILL DOWNS - GIRLS JOCK'S ROOM

Kelly and Jill are in the bathroom. Kelly's riding colors are pulled up to her rib cage, as she reads the program. Jill puts an Ace bandage around the injured area. Kelly grimaces.

JILL
Too tight?

Kelly nods. Jill adjusts the bandage.

KELLY

I'm worried about Honorary. He's showing a lot of speed.

JILL

Yeah. But it was cheaper company. If Tru shows up, he'll make the turn.

Jill finishes the wrapping. Kelly tucks her colors into her silks. On the counter is the picture of the young Ryan and Paula. Kelly picks it up and carefully places it inside her helmet.

Kelly and Jill walk into the main area of the girls jock's room. Kelly picks up her whip and swings it with her right hand. She then transfers the whip to her left hand. Gingerly, she swings it, but WINCES in pain, stopping half way down.

JILL

How's it feel?

KELLY

I'll just have to whip with my right. So, any last minute advice?

JILL

Just be careful out there.

KELLY

That's it?

JILL

Everything I could ever teach you - I already have. Except the courage part. You brought that with you... Hell, I just wanted a free ticket to the Derby.

They both laugh... Then, a quiet pause.

KELLY

If it wasn't for you...

JILL

It wasn't me... Now get out there. And ride your best race.

KELLY

You sure you want to watch it in here?

JILL

(pointing to the couch)
Got the best seat in the house.

KELLY

Yeah. Like you might be sitting.

Kelly throws her arms around Jill. Jill gingerly puts her arms around Kelly.

JILL
Easy. You don't want to aggravate
it.
(pulling away)
Time to go. Good luck.

KELLY
Thanks.

Kelly turns and walks to the door.

JILL
Kell?

Kelly turns around.

JILL
Don't forget to smile.

HOLD ON: Kelly's face.

INT. PHOTOGRAPHY ROOM - MOMENTS LATER

Kelly enters a room. All the Derby jockeys are seated on three benches, one above the other. Kelly is now looking at 19 of the best jockeys in the country. Among them, Gary Stevens and EDGAR PRADO. A PHOTOGRAPHER and VIDEO CAMERAMAN face the jockeys... Kelly is momentarily frozen.

GARY
Hey - Earth to McGuire...

Kelly recovers. The jockeys make a place for her on the lower bench. She sits down next to Edgar.

EDGAR
You Paula's kid?
(off Kelly's nod)
I rode with her.
(winking)
She was okay.

PHOTOGRAPHER
Okay, everybody. Give me a rosy
smile.

The photographer takes the picture. Then all the jockeys file out of the room. Kelly is the last one to leave.

KELLY
(to the photographer)
I want a hundred copies of that
picture.

EXT. PADDOCK AREA

It's a zoo. Thousands of fans. A horde of media. Inside stall #2, Dan saddles Cloud Cover, as Joanne keeps him calm. Evelyn, Beth, and Gary stand nearby. Evelyn and Beth are wearing bonnets.

At the other end of the paddock area, outside stall #13, Kelly waits to mount her horse. Kelly looks toward the other end of the paddock till she catches her grandmother's eye. They acknowledge each other with smiles.

PADDOCK JUDGE

Riders up!

The jockeys mount their horses. As the horses parade around the paddock area, Kelly passes by Dan, Beth and Evelyn. Beth smiles at Kelly.

DAN

Good luck.

The horses and riders now approach the very same tunnel of the opening scene. It leads under the grandstand. Above the opening to the tunnel are the names of all the former Kentucky Derby winners. Whirlaway, Northern Dancer, Big Brown, War Admiral, Secretariat... The horses and jockeys disappear into the tunnel.

HANK'S HOSPITAL ROOM

It's standing room only. Doctors, nurses, nurses aids, janitors, administrators and anyone else lucky enough to get a ticket into this room. All eyes focused on the TV, where the band plays, "My Old Kentucky Home."

PAM

So, Hank? Who ya' rooting for?

HANK

The winner. Who else?

EXT. TRACKSIDE

On the track, reporter Donna Brothers on horseback, talks into her microphone.

DONNA

...Absolutely electric. In all the years I've covered the Derby, I can't recall a story that even comes close to this one. Tom, this is more than just another horse race.

(pause)

All anyone is talking about is Dan and Kelly McGuire. Father versus daughter.

(MORE)

DONNA (cont'd)
 Cloud Cover versus Truant. It's as though there are only two horses in this race.

INTERCUT TOM HAMMOND IN THE BROADCAST BOOTH

TOM
 And the betting bears that out, Donna. Cloud Cover is still the favorite at 5/2. But Truant, who was 6/1 in the morning line, is now the second choice at 9/2.

DONNA
 A lot of two-dollar bettors are betting with their hearts today. And I gotta' say, if I had two bucks right now, I'd be right behind them at the window... We may never have a story like this one again - ever. Back to you.

INT. HOTEL BAR - KANSAS CITY

Ryan sits at the bar with a half dozen other PATRONS. He's wearing his Saratoga hat. A mug of beer is in front of him. All eyes are focused on the TV.

BAR PATRON
 (to Ryan)
 Her mother. Now there was a jockey.

RYAN
 Kelly's just as good. Shoulda' seen her at Saratoga. Tore up the track. And - she's my girlfriend.

TRACKSIDE

Jockeys warm up their horses, as the camera pans to Kelly.

INT. SUFFOLK DOWNS - JOCK'S ROOM

It's a mob scene. Taylor, Sal, Roberto, Javier, Hodges, Steve, and trainers Fred, Wayne and Ben are all crammed into the room. They're surrounded by dozens of other horsemen and track employees. All eyes are glued to the TV set.

Taylor stands next to Hodges. He puts his arm around Hodges shoulder and points to Kelly on the screen.

TAYLOR
 I know her.

STARTING GATE

The first ten horses are in the starting gate. Numbers 11 and 12 are now being loaded. Truant, #13, is acting up. He refuses to be loaded. Truant pulls away from the handler, and jogs away from the gate.

Kelly gets Truant back facing the gate. As the handler approaches Truant again, the horse REARS UP and throws Kelly. She lands on her feet, but feels a sharp pain. Kelly takes a moment to let the pain die down.

GIRLS JOCK'S ROOM

Jill's hands are cupped over her mouth as she painfully watches the screen.

HANK'S HOSPITAL ROOM

HANK
What the hell's going on there? She
okay?

STARTING GATE

The handler grabs a hold of Truant's lead. He walks the horse in a circle until he is positioned in front of Kelly.

KELLY
His mouth is tender.

The handler loosens his hold. This calms Truant down. Another handler gives Kelly a leg up as she remounts the horse. The handler gently tugs on Truant's lead. The horse is still reluctant.

OWNER'S BOX

DAN
(through binoculars)
Damn gate crew. Easy, Kelly.

HOTEL BAR

BARTENDER
The most exciting two minutes in
sports.

RYAN
(eyes glued to Kelly)
Yeah. A little too exciting.

STARTING GATE

KELLY
(shouting to the Starter)
Judge, can we give him the front
doors?

STARTER
Open the front doors.

The assistant starter opens the front doors of stall #13... Kelly strokes Truant's neck, and leans her head over his side, so he can see her.

KELLY

Come on, Tru. You can do this. Just a few more steps. That's all.

Kelly nods to the handler. Again, the handler tugs lightly on the lead. This time Truant responds, and slowly enters the starting gate. Once the horse is in, the front gate is closed, followed by the back gate. The last seven horses are then led into the gate without incident. CLANG! The last gate closes.

QUICK CUTS

The camera pans the gate during this momentary calm before the storm. Cloud Cover is fractious in his stall. Gary steadies him. Truant has calmed down. Kelly tightens her grip on the reins. Her knees dig into the horse's withers. Kelly's upper body hunches forward, ever so slightly, as her world goes still. Then...

RIIIING! The gates OPEN. The horses EXPLODE OUT! Honorary and Truant lead the charge. Cloud Cover gets out slowly, but accelerates to the middle of the pack. Truant overtakes Honorary at the first turn.

IN GIRLS JOCK'S ROOM

JILL

Got 'em right where you want 'em.
Now, slow that pace, girl.

TRACKSIDE

As Truant slows the pace, Cloud Cover sits comfortably off the rail in seventh place, waiting to make a move.

OWNER'S BOX

As the field reaches the half-mile pole...

DAN

(through binoculars)
Okay, Gary. Turn him loose.

TRACKSIDE

Gary urges Cloud Cover on. Cloud Cover starts passing horses like they're standing still.

OWNER'S BOX

DAN

Come on, Cloudy. Air it out.

TRACKSIDE

As they reach the top of the stretch, Cloud Cover overtakes Honorary, and sets his sights on Truant.

HANK'S HOSPITAL ROOM

HANK
Dig in, Kell.

TRACKSIDE

Kelly goes to the whip with her right hand. But Cloud Cover keeps closing on the outside, and draws even with Truant. With the horses so close together, Kelly is unable to whip with her right hand. Cloud Cover now puts his head in front of Truant as they come out of the turn.

WOMAN'S VOICE (V.O.)
Heading for home. That's when you know...

Kelly transfers the whip to her left hand. Braving incredible pain, Kelly FEVERISHLY WHIPS with her left hand. Cloud Cover lets up, ever so slightly, and Truant draws back even.

HOTEL BAR

RYAN
(standing and shouting)
This is it! Do it, Kell! Go! Go!

TRACKSIDE

The horses are eyeball to eyeball. Their NOSTRILS FLARING, in this FEROCIOUS stretch run. Unable to shake Kelly, Gary quickly glances over at her, and sees nothing but the steel determination on her face.

OWNER'S BOX

TRACK ANNOUNCER (V.O.)
They're heading for home!

Dan suddenly focuses his binoculars on Kelly. Then... slowly... he lowers them.

DAN
(screaming)
Come on Kell! Come on, baby!

EVELYN AND BETH
Come on, Kelly!

TRACKSIDE

The two horses are neck and neck. The crowd is in a FRENZY! It stays this way for the last sixteenth of a mile. The race ends in a photo finish.

OWNER'S BOX

Evelyn lowers her binoculars and grabs Dan's arm.

EVELYN
Whadya' think?

DAN
I don't know. It's too close.

TRACKSIDE

Kelly slows her horse after the race. She eases Truant down to a walk, and reverses direction back to the finish line. Gary on Cloud Cover is just in front of her. Kelly is having trouble breathing and is in considerable pain, but disguises her condition as best she can.

Kelly takes off her helmet, looking at the tote board. As she awaits the results, for what seems like an eternity...

IN OWNER'S BOX

Dan focuses his binoculars on Kelly. At that instant, Kelly turns her gaze directly at Dan. For a brief moment, Dan actually sees - Paula - atop Kelly's horse. Paula smiles lovingly back at Dan.

TRACKSIDE

Truant and Cloud Cover are now side by side on the track. Cloud Cover nuzzles Kelly's leg.

KELLY
(with difficulty)
Sorry, Cloudy. No jelly beans today.

The result comes up on the board. Kelly's #13 appears in the win column. VICTORY! A shocked look on Kelly's face, as a ROAR comes up from the crowd.

GARY
(turning to Kelly)
Helluva' ride, kid. You earned it.

As Gary rides off...

IN THE OWNER'S BOX

Dan, Evelyn and Beth all leap into the air, hugging each other and cheering deliriously - for someone else's horse!

BACK TO TRACKSIDE

ON KELLY: With tears in her eyes, she looks skyward and raises up her whip to salute the sky.

GIRLS JOCK'S ROOM

Tears stream down Jill's cheeks as she cries uncontrollably.

SUFFOLK DOWNS - JOCKEY'S QUARTERS

Shouts ring out. Taylor mockingly chokes Hodges, who doesn't put up a struggle.

HOTEL BAR - KANSAS CITY

Ryan hi-fives the bartender - and everyone else within reach.

HANK'S HOSPITAL ROOM - OCALA

Cheers. Hank's room is rockin'. Pam wades through the crowd with two covered plates on a hospital tray. She gives the tray to Hank.

PAM
Time for dinner.

HANK
Not now.

PAM
Check it out.

Hank removes one of the plate covers. A thick Outback steak, in all its glory. Hank removes the second cover. Bloomin' Onions... Pam hands Hank a covered hospital juice glass with the built in straw.

PAM
Just try it.

Hank takes a long sip and looks devilishly at Pam. He removes the plastic top, and pulls out a mint green leaf.

PAM
Doctor's orders.

HANK
Hey, if you're trying to get me into bed - I'm already here.

The room erupts. Hank cuts the steak.

HANK
I waited a long time for this.

WINNER'S CIRCLE - MOMENTS LATER

Kelly is still on top of Truant, as the roses are being placed around his neck. Les Cunningham, the horse's owners, sponsors, reporters, cameramen, network and track officials all huddle around.

Donna, still on horseback, is right next to Kelly and Truant, holding her microphone. It's fed into the track's PA system.

DONNA
 Kelly, how's it feel to be the
 first female jockey to win The
 Derby?

Donna extends the microphone toward Kelly.

KELLY
 (with difficulty)
 Great.

DONNA
 That was one of the most memorable
 stretch runs in Derby history. Did
 you think your horse could come
 back after being headed in the
 stretch?

KELLY
 I. I...

Unable to finish the sentence, Kelly finally succumbs to the pain. She leans heavily to one side and COLLAPSES off the horse. Les and the owners, standing right there, catch her. They gently place her on the ground... CHAOS. Cries for doctors and an ambulance ring out. The crowd is in shock.

In the stands, Dan drops his binoculars and forces his way through the crowd. But the stairwell is blocked. Instead, Dan jumps off an overhang that is ten feet off the ground.

Dan continues to force his way through the crowd. He finally reaches the gate that opens onto the track. A security guard stops him. Dan forcibly pushes the security guard out of his way, and rushes across the track to his daughter's side.

DOCTORS are already attending to Kelly, and an ambulance has arrived. Dan holds Kelly's hand, as they make eye contact.

DAN
 Hang on, baby. You're gonna' be
 okay. Just hang on.

The EMT's come out with a stretcher. Kelly is carefully placed on the stretcher, and wheeled into the ambulance. Dan follows the stretcher, and puts one foot into the ambulance.

EMT
 (blocking Dan's entry)
 Sorry.

DAN
 (resisting)
 I'm getting in.

EMT
 (pushing Dan back)
 Regulations.

DAN
 (forcing himself in)
 The hell with regulations.

DOCTOR
 (to the EMT inside)
 Let him ride along.

The EMT closes the door. The ambulance speeds away.

INT. AMBULANCE - MOMENTS LATER

Dan kneels by Kelly's side, as the EMT places an oxygen mask over Kelly's mouth and nose. Dan holds Kelly's hand with both of his, as they continue to make eye contact.

DAN
 I'm here, Kell. You're gonna' be fine... I'm so proud of you. Everything's gonna' be okay, baby. I love you... Just hang on.

Kelly pulls her hand away from Dan's, and slowly removes the oxygen mask. Dan places his ear close to Kelly's mouth.

KELLY
 (barely audible)
 I heard her.

Dan nods his head. He places the mask back over Kelly's face. Kelly reaches for his hand, as Dan fights back tears...

Suddenly - a LOUD BEEPING SOUND BLARES out of one of the machines! The EMT quickly forces Dan away, and steadfastly attends to Kelly.

As the ambulance screams off into the Louisville twilight...

SLOW FADE TO BLACK.

FADE IN ON...

INT. OCALA FARM HOUSE - DAY (ONE YEAR LATER)

Evelyn, Dan and Beth walk into the house. Dan has a coat and tie on. Evelyn and Beth are wearing dresses and bonnets.

BETH
 I used to love egg hunts. I swear that's where I got my sweet tooth from.

EVELYN
 We used to have them up at the barn. First, Paula...
 (pause)
 Then, Kelly.

Evelyn and Beth take off their bonnets. All three walk into the kitchen.

BETH
Anything I can help with?

EVELYN
Feel like trimming the asparagus?

BETH
Love to.

Beth opens up the refrigerator and takes out the asparagus. Evelyn looks in on the ham, cooking in the oven.

EVELYN
I'd say about a half hour.

Dan opens the cupboard. He pulls out a bottle of wine and some glasses. With a corkscrew, he opens the bottle.

DAN
An Easter tradition around here.

EVELYN
Hank loved wine.

DAN
Hank loved booze. Period. Wine, beer, scotch. Now, there was a man who could hold his liquor.

Dan pours the wine and hands out the glasses.

DAN
(to Beth)
It's also a tradition that the guest proposes the toast.

BETH
I don't know. Maybe one of you.

DAN
I insist.

EVELYN
We insist.

BETH
(raising her glass)
To all the loved ones who couldn't be with us today.

They all clink their glasses and drink.

A FARM HAND races into the house, all disheveled.

FARM HAND

It's Dancer. She's having trouble.

All four clear out of the house - and rush over to the barn.

INSIDE THE BARN

All four walk briskly to the far end of the barn. They look in one of the stalls. They are greeted by a mare and her newborn foal, already trying to stand on its rickety legs.

A DOG BARKS off screen. It's Chaps, in another corner of the stall. He is happily nestled... in Kelly's arms. She and Ryan are seated on the ground with their backs against the partition. Tattered and tired, their dress clothes are no longer dressy.

KELLY

Racing was easy... This stuff'll kill ya'.

Beth laughs, and moves in to attend to the mare and foal.

BETH

You guys did a great job. I think we have the next Secretariat here.

EVELYN

I'd settle for another Cloudy.
(beat)
How ya' holding up, Ryan?

RYAN

They didn't teach *this* in South Boston.

DAN

(to Kelly and Ryan)
Looks like you guys have earned some dinner.

Kelly and Ryan both stagger to their feet.

KELLY

(to Dan)
You still owe me one. Remember?

Dan, Kelly, Evelyn, Ryan and Beth leave the stall and walk back down the length of the barn. Chaps follows. Dan has his arm around Kelly. Kelly turns her head to look behind her.

DAN

What?

KELLY

Just thought I heard something.

The screen slowly darkens...

FLASHBACK - (MARCH, 2000)

INT. TUNNEL

Dark screen. The faint sound of a single horse's hoof beat gets progressively louder as the screen slowly brightens to disclose the outline of a rider on horseback.

The fully brightened screen reveals that the rider is Paula, in the very same barn as the last scene. Seated in front of Paula is a four-year-old Kelly.

They emerge from the barn, just as the sun breaks through the morning fog.

PAULA
How ya' doin', Kell?

KELLY
Good.

PAULA
You want to hold the reins?

KELLY
(hesitantly)
Okay.

Paula holds the reins with one hand, and carefully places Kelly's hands further up the reins with her other hand.

PAULA
Not too tight. Horses don't like it when you tug on their mouth.

KELLY
Okay, Mom.

They continue along a dirt path.

PAULA
Wanna' hear a story?

Kelly nods her head.

PAULA
Well, a long time ago there was a horse named Pegasus. And you know what?
(whispering into Kelly's ear)
He could fly...

FADE OUT.

