



FORD
V
FERRARI

FOR YOUR CONSIDERATION

FORD v FERRARI

BEST ORIGINAL SCREENPLAY

WRITTEN BY

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EXT. LE MANS, CIRCUIT DE SARTHE, FRANCE. NIGHT. 1959.

The Dutray clock reads 3:18 am.

IN THE GRANDSTAND : Scattered spectators, some alert, some head in hand, some splayed across seats, sleeping.

A unshaven man on the MARSCHAL leaderboard adjusts numbered tiles, tiles referring to positions of cars as a couple racers buzz past below. The board indicates first position in the race is held by CAR NUMBER 5.

IN THE NUMBER 5 PIT. (We know from the sign.) Men wait. Apprehensive. Weary. Drawn. EDDIE (PIT CREW CHIEF) walks down the line, clapping his hand, awaking the fuel man.

EDDIE

Coming in. He's coming in.

Headlights appear from the mist.

The men rub hands, grab tools, take a last drag as --

A ROAR RISES. AND SUDDENLY IT'S UPON US. A BEAST. A FILTHY GREEN AND WHITE 1959 ASTON MARTIN DBR1.

It broadsides to the pits as THE HELMETED DRIVER screech-stops. The team descends on the car. Checking tires, refueling -- WHOOF --

THE PETROL SUDDENLY IGNITES, ORANGE AND RED FLAME leaping from the fuel well across the paint all around the car and driver's head and shoulders.

EDDIE (cont'd)

Pit fire! PIT FIRE!

THE DRIVER STUMBLES OUT OF THE CAR, ON FIRE. The men yell at him to get down.

The flaming driver drops as the crew set upon him with blankets and primitive extinguishers.

The driver lays there face down, smoldering. The crew moving to him but he jumps up. Blackened, jumpsuit still smoking, he pulls his helmet to reveal CARROLL SHELBY, 30s.

SHELBY

FINISH IT! FILL THE TANK! WE GOT TEN HOURS TO GO! WE'RE IN FRONT!

PIT CREW

Shelby-

SHELBY

(Shouts)

AM I ON FIRE?

He turns round, finding only staring, shocked faces. Surrounded by bright lights, nightmarish hallucinatory flashes and deafening Doppler sounds as cars rip past.

SHELBY (cont'd)

AM I ON FIRE?!

AM I ON GODDAM FIRE!!!!

PIT CREW

YOU'RE NOT ON FIRE!

They top off the tank and slam his hood as Shelby leaps into the charred cockpit. He throws it into first and fishtails out of the pit lane at speed.

CUT TO:

SAVAGELY VIBRATING IMAGES

SHELBY, DRIVING in his burnt jumpsuit. He paws at his goggles, wiping residue. Determined.

He cranks the wheel of the Aston, downshifts, passing other cars, seeing the holes before they open.

All sound begins to fade. Soon, we hear nothing but the whistling of wind and a ticking of a clock.

DOCTOR'S VOICE

Shelby...

Trees and cars blur past out of the mist.

Huge racing tires, spin out of the turn.

DOCTOR'S VOICE (cont'd)

Shelby.

The ticking clock rises, loud.

The wall clock reads 3:18. The second hand sweeps. Out the window, a sunny lot in the San Fernando Valley.

DOCTOR'S VOICE (cont'd)

Carroll Shelby.

CLOSE ON -- CAROLL SHELBY, maudlin, staring out the window. He sits on an examination table in his shorts.

SHELBY

What.

REVERSE TO REVEAL -- A bald, bespectacled doctor holds medical results.

DR. GRANGER

...This isn't something you can ignore anymore.

WE ARE : INT. DOCTORS OFFICE. DAY.

SHELBY

I take the pills. The pills work.

DR. GRANGER

An elevated heart rate, say 130 BPM, sustained even for a short period, you run a critical risk of cardiac arrest.

SHELBY

So I'll race shorter format. Formula One. Nascar-

DR. GRANGER

The valve's shot, Shelby. This is as serious as it gets. In my opinion, it's sheer luck you're sitting here today.

Silence. Slowly, Shelby smiles... SUDDENLY.. He stops.

SHELBY

Oh I feel real lucky Doc. Right now I'm the luckiest guy alive..

CUT TO:

EXT. MEDICAL PLAZA. SAN FERNANDO VALLEY, CA. DAY

Shelby sits in A GREEN ASTON DB4 ZAGATO in the lot we saw out the window. He reaches for his pills. Takes out two. Looks at them. Glances at his reflection in the mirror.

He reaches for his keys. The engine burbles to life. He sits back. Deep breath. Listens to the heartbeat of the cylinders.

BACK TO:

DR. GRANGER watches sympathetically out of his window at Shelby sitting in his car. Shelby looks his way and then --

FLOORS THE ACCELERATOR, FISHTAILING ACROSS VENTURA BOULEVARD, NARROWLY MISSING A STATION WAGON AS HE REDLINES ALL FOUR GEARS AND DISAPPEARS UP A WINDING ROAD, HEADING TOWARD THE SANTA MONICA MOUNTAINS.

DR. GRANGER

Jesus Christ!

BLACK. A RISING CACOPHONY.....7000 RPM...

EXT. MULHOLLAND DRIVE. DAY

SHELBY rips through the gears. Shooting the infamous 9 mile section of road between Cahuenga and Beverly Glen.

SHELBY (V.O.)

There's a point at 7000RPM where everything fades...

UP AHEAD -- a car appears... Shelby flies into a sweeping 120 degree corner on the wrong side of the road in second gear.

SHELBY (V.O.)

The machine becomes weightless. It disappears. All that's left, a body moving through space, and time.

Shelby's Aston hammers the pavement grazing scrub bushes, through Mulholland corners the road-racers gave names: Deadman's, Carl's Jr, Sweeper, Grandstand, Euro Straight, Sideways, the Esses, Identicals, and Fire Station 99.

SHELBY (V.O.)

At 7000 RPM, That's where you meet it. That's where it waits for you..

A civilian who thinks he's driving his Porsche materializes OUT OF NOWHERE: Shelby reacts, instinct and muscle memory jibing to avoid him as he flies past disappearing at 130mph.

PORSCHE DRIVER

--Asshole!

Shelby's blood beats in his ears. He takes a ragged breath. Road ahead looks like blurry hell. No armco barriers, no escape lanes, just cliff edge and trees lining the road.

SHELBY (V.O.)

You feel it coming.

A shaking hand pushes a white pill into his mouth. Chews.

SHELBY (V.O.)

It creeps up on you, close in your ear, and it asks you a question.

Shelby down shifts hard, A BURST OF ENGINE BLARE...

SHELBY (V.O.)

The only question that matters.

Shelby screams his lungs out whilst matching revs, lining up, and throttles to swing the rear of the car through a turn...

SHELBY (V.O.)

Three small words.

...AND HAMMERS IT, upshifting in fractions of seconds into the straight. Faster than impossible. Faster than death.

SHELBY (V.O.)

"Who are you"?

CU: a "Ford" Ashtray. A golf ball dropped in, rolls around.

WE ARE: INT. OFFICE, FORD MOTOR CO. MICHIGAN. DAY. 1963.

LEE IACOCCA, A slick, Brooks Brother-attired executive, stands on his desk, nine iron in hand, addressing a tricky lie out of his ashtray.

IACOCCA

(Under his breath)

The crowd hush. All eyes on the kid from Allentown, Pennsylvania. Lee Iacocca. One shot, for the Green Jacket. One shot at Greatness.

He chips, catching the ashtray which flies across the room like a UFO and bounces off the large plate window. He winces.

Jumps down and wipes the window. Nothing broken. No one saw. He wipes the mark with his sleeve..

Stops. He frowns...out his window...

...far below...down twelve floors of mid century mirrored glass and steel -- A LONG BLACK LIMOUSINE, from this elevation the size of a cockroach, disgorges A SINGLE FAT ANT, waving his arms, doted on by a ring of ants.

IACOCCA (cont'd)

(to intercom)

Janine, isn't the Boss supposed to be in Florida..

(No answer)

Janine?

Iacocca opens the door of his office to see Janine on the phone, looking flustered. Behind her, a stream of execs are moving toward the elevators. She hangs up.

JANINE

Sir. That was Mr. Ford's office. They say he wants everyone in management over to The Rouge. Immediately.

Still holding the ashtray, Iacocca reacts.

INT. THE ROUGE, FACTORY FLOOR. DAY.

Iacocca follows the stream of suits as they file down a corridor and onto a platform above THE FACTORY FLOOR, assembling at a railing under a foreman's station.

LEO BEEBE, Henry Ford II's Right-Hand Man stands before the assembled executives in silence. A hush falls as HENRY FORD II marches out before them.

HENRY FORD II

Shut it down, Mr. Beebe.

Beebe signals a Supervisor. LATHES STOP TURNING. PAINT-SPRAYERS STOP SPRAYING. THE LINE SHUDDERS TO A STANDSTILL.

HENRY FORD II (CONT'D) (cont'd)

Hear that? Remember that sound. THAT IS THE SOUND OF THE FORD MOTOR COMPANY *OUT OF BUSINESS.*

He stalks the line, eyeballing them. Whips out the CONFIDENTIAL memo, hands it to a hapless executive.

HENRY FORD II (CONT'D) (cont'd)

Read the second paragraph.

EXECUTIVE

In 1962 for every Ford driven off the lots --

HENRY FORD II can't contain himself. He shouts over the executive:

HENRY FORD II

FOR EVERY FORD DRIVEN OFF LOTS IN NORTH AMERICA THERE WERE TWO, COUNT'EM, TWO CHEVROLETS... In 1899, my Grandfather was walking home from Edison Illumination where he worked a double shift. He was ruminating. That morning he had himself an idea that changed the World. 65 years and 47 million automobiles later, what Shall Be his Legacy?

(Shouts)

Gettin' it in the tail-pipe from a

(MORE)

HENRY FORD II (cont'd)

Chevy Impala!

(The silence rings loud.)

Here's what I want you to do. Walk home. While you're walking I want you to ruminare. Man comes to my office with an idea... that man keeps his job! Rest of you second best losers stay home. You don't belong at Ford. Mr. Beebe. Start the Line!

The machines strike up. As he storms out, we scan the stricken throng, to find --

LEE IACOCCA. He looks unafraid. He looks *imbued*..

INT. OUTSIDE HENRY FORD II'S OFFICE. DAY.

Two secretaries type primly.

SECRETARY

Do you have an appointment?

IACOCCA

Just.. Please. Tell Mr. Ford, Lee Iacocca from marketing *has an idea*.

A CRAMPED GARAGE OFFICE. LATE AFTERNOON.

A SET OF WRENCHES hung with care on a peg board.

A HANDMADE SLOT CAR whizzes past on a track built around an untidy desk, chairs, stacks of paperwork and motor oil cans.

PETER MILES, 12, controls the car, surrounded by framed photos of a man's illustrious racing career. He speaks quietly to himself, lost in fantasy.

PETER

"Now it's Von Trips in the Ferrari coming into the corkscrew, breaking late, he's set a new lap record!"

INTERCUT WITH: INT. SERVICE BAY. SAME

In the adjacent service area. Surfari's on the radio. Tires, Exhausts, Engine blocks. AN UNHAPPY CUSTOMER (WAYNE) argues with boiler-suited legs protruding from under a green MG.

WAYNE (CUSTOMER)

A month ago this was fun. Now it won't even start. When it does: BOOM BOOM. All I asked for was a regular service. Oil change.

The legs don't answer..

BACK IN THE OFFICE -- The slot car Ferrari weaves past a trash can overflowing with unopened mail. Peter lightens up on the controller as the car enters a series of curves.

PETER (CONT'D)
 "He's in the Esses at 108mph.
 Downshifting and--"

The little Ferrari careens off the slot track.

PETER (cont'd)
 "--oh, no! He lost his hold! He's
 crashed! Let's hope he's alright."

Peter's attention shifts to voices rising in THE GARAGE :

WAYNE
No! You're not listening to what I'm
 saying. I pull out the driveway and
 the dog has a heart-attack.

Peter stands, accidentally knocking a picture off the wall. He steps closer to the garage door, listening, watching as--

WAYNE (cont'd)
 All I'm asking is for you to MAKE IT
 LIKE IT WAS.

MILES (UNDER THE CAR)
 There's nothing wrong with the car.

WAYNE
 Nothing what??

A hand appears from under the car, carbon blackened fingers.

MILES (UNDER THE CAR)
 Inlet valves are coked up, which is
 restricting intake between the
 manifold and the pistons. That's
 what's making her misfire.

WAYNE
 Wanna run that by me in English?

KEN MILES, 40s, oil-smearred, slides out from under the machine. He stands, wiping his hands.

MILES
 Sir, this is a sport car. You have to
 drive it like a sport car. Drive it
 like a school-teacher, it clogs up.
 (MORE)

MILES (cont'd)

Try changing up at 5,000 rpm not two.
Drive like you mean it, hard and
tight, she'll run clean.

WAYNE

Wait. Are you telling me I don't know
how to drive my own car?

MILES

No. But if you ask me this isn't your
car. Your car's a Plymouth. Or a
Studebaker.

WAYNE clenches his fist. Squares off. He's big.

WAYNE

Do you and me have a problem buddy?

MILES

I don't have a problem. I've got an MG
too, mine starts just fine.

WAYNE

Screw you you limey prick. I want my
money back.

MILES

I'd give it to you but you haven't
paid for last months service yet.

Incensed the man storms around the car...yanks his door open.

WAYNE

This country the customer is always
right. You ever hear of that?

MILES

What utter nonsense.

PETER WATCHES THROUGH A WINDOW as the angry customer gets in.

MILES (CONT'D) (cont'd)

I advanced the timing, so she might be
a smidge twitchy in first!

Wayne wheel-spins out, throwing up sparks on the curb,
fishtailing, looking terrified---

MILES (CONT'D) (cont'd)

Revs up. Good lad.

MOLLIE (O.S)

Another satisfied customer?

Miles turns to see a beautiful woman in a yellow dress and sunglasses standing in the opening to the garage.

MILES

Can I help you Miss?

MOLLIE

Wasn't that an MGA 1500?

MILES

You know your cars..

MOLLIE

I like them. I love the sound they make. Goes right through you. That vibration...

MILES

Mine's the uh...red one. Out front.

She walks straight at him across the garage. Miles eyebrows raise. She stands close. Stares at him. He swallows.

MOLLIE

Is it fast?

She grabs the spanner he's holding.

MILES

Very. Wait a second. What type of girl are you?

MOLLIE

Type of girl likes the smell of wet gasoline...burnt rubber.

MILES

Hot grease?

MOLLIE

Uhh. I need it.

Miles looks at her. She pushes him back into the wall.

MILES

What are you some kind of deviant?

She throws her arms around him. Smiles.

MOLLIE

Only since I married you.

Miles laughs as they kiss. Peter comes out of the office.

PETER

Mom. Dad had another fight with a customer...

MOLLIE

Well, in that case he won't get any lamb chops.

MILES

That was not a fight. That was a debate. This, my boy..is a fight..

Miles picks Petey up and turns him upside down, shaking him and roaring like a monster. Peter squeals as Miles hauls him on his shoulder like a kit bag toward a small house across the street.

CUT TO:

EXT. MILES' HOUSE -- DAY

Peter fires up the woody before sliding into shotgun, putting on A BLACK BELL HELMET: "*Ken Miles*" on the cheek.

Ken lugs boxes and Mollie a holdall and a bedroll into the back of the wagon. Ken's fireproofs poke out of the holdall...out of his sight, Mollie shuts her eyes tight and kisses his name badge three times, secret superstition, before tucking them away.

MILES (CONT'D)

Tony'll drop off his Alfa round four.
And if a blue Porsche 356 shows up
tell him
(Mouths "to fuck off")
Check bounced. Otherwise should be
quiet.

MOLLIE

You don't say. Don't let him stay up too late.

KEN AND PETER

I won't..

They look at each other.

MOLLIE

Go get 'em boys.

The wagon drives away. She watches them go.

CUT TO:

THE GARAGE OFFICE. LATE AFTERNOON.

Locking up the garage, Mollie steps over the slot track and picks up the fallen picture.

A FADED PHOTO : Ken in a fire-proof suit carried shoulder high. "Ken Miles.. SCCA Championship Winner 1956."

DING! She turns expecting to see a customer but instead finding -- TWO MEN IN GOVERNMENT SUITS entering the garage.

MOLLIE

May I help you Gentlemen?

They don't look like they're here to get an oil change.

EXT. WILLOW SPRINGS RACEWAY, CALIFORNIA. MORNING.

The sun angles over the desert. Dust. Rows and ROWS of AIRSTREAMS. Wives, girlfriends getting up. Kids run about.

OUTSIDE ONE -- PHIL REMINGTON, late 40's, sun-bleached blue overalls, raps hard on battered aluminum door...

INT. SHELBY'S AIRSTREAM. WILLOW SPRINGS RACEWAY. SAME.

Flat out on a tangled bed, in shorts, Shelby sleeps off a BIG one. He opens his eyes, reacting to the banging. Huge Mistake. Lifts his head and bellows like a wounded stag.

REMINGTON (O.S.)

Shelby. Get the hell up.

OUTSIDE -- Remington pulls himself up, peering in the bedroom window, right behind Shelby's head. Taps the glass.

SHELBY

Go away!

Shelby splashes water on his face. He stumbles to a table, pushes through empty bottles, playing cards, lipstick and a full ashtray to find a pill bottle. He knocks back four pills with the last inch of Wild Turkey.

REMINGTON (O.S.)

Shelby up and at 'em, buddy! It's 6.30am, Baby. Time to roll.

OUTSIDE: Remington lights a smoke and sighs.

BOB BONDURANT

Hey Phil. ...Is Shelby here?

Remington turns to see A DRIVER, BOB BONDURANT, headed toward the track and the cars lining up for inspection.

REMINGTON
It's touch and go, Bob.

As Boundurant moves off, Shelby appears in the trailer door, looking TERRIFIC. Hair slick, clean shaven, cigarette lit.

REMINGTON (CONT'D) (cont'd)
Shelby. You're up bright and early.

SHELBY
The Early bird gets the worm, Pops.

Shelby flicks green shades over his eyes, and strides off.

EXT. WILLOW SPRINGS RACEWAY. DAY.

Tuned V-8 thunder. Rows of brightly painted race-prepped Corvettes, D-Types, XKEs stand out against a white desert dawn. SCCA Race marshals examine each car for Vehicle Qualification Spec. Engine size, fuel capacity, tire width.

SHELBY
What number?

REMINGTON
Rheinhardt? Number 6. Red Faris and Bill Rushton all in 327's.

SHELBY
Corvettes. How about Bondurant?

REMINGTON
Driving for Washburn. Number 614.

SHELBY
Relax Pops. We'll eat the 'vettes for breakfast. We're lighter, we're faster.. that don't work we're nastier.

ACROSS THE PADDOCK

In wraparound shades, MILES takes the rear wheel off a Mk 1 289 Cobra in race paint. PETER sits on the hood.

PETER
Dad.. That's Phil Hill! And Dan Gurney. Do you know Mr. Gurney?

MILES
Pass me a wheel wrench would you ?-

Peter watches his father crawl back under the car.

PETER
I'm getting his autograph.

MILES
Don't get lost..

SHELBY ADDRESSES THREE REPORTERS. REMINGTON STANDS BY.

REPORTER
Mr. Shelby, is there any truth to the rumor Goodyear won't re-up on your sponsorship deal?

SHELBY
Son, I'm glad you asked because that's what I call horse-shit. We got us a number of key partnerships. Goodyear. Ford. AC over in England. And we just took an order for twenty Cobras from a franchise in Barcelona, Spain. Yes Sir. Shelby American is a thriving international operation.

REMINGTON
Cool. Can I get a raise?

SHELBY
No. You gentlemen have yourselves a great day.

They walk on.

REMINGTON
Twenty cars?

SHELBY
Pops, if newspapers just told the truth, wouldn't be enough paper in 'em to wipe a squirrel's ass.

CUT TO:

MILES TIGHTENS A WHEEL AS A CLIP-BOARD TOTING OFFICIAL ASSESSES HIS BLUE 98 COBRA MK 1.

SCCA OFFICIAL
Paragraph 15.4 section 2b of the SCCA standard dictates all AF class cars must have trunk space with minimum internal dimensions of 20 inches by 12 inches by six inches.

He puts his test "suitcase" in the Cobra trunk.

SCCA OFFICIAL (cont'd)

Your trunk cannot close. Ergo car fails standard. Ergo car is disqualified from said Class A competition-

MILES wiping his hands on a rag.

MILES

Can I ask a question? When you were a little boy did think "when I grow up I want to go to the fabled Willow Springs Raceway and enforce Paragraph 15.4 Section 2b of the SCCA regulation on luggage capacity?

SCCA OFFICIAL

That's it. I'm ruling you and your team disqualified from this race.

He slaps a red X sticker on the hood.

ACROSS THE PADDOCK.

SHELBY

Well if it ain't Lance Reventlow!

Shelby spots a driver chatting to fat rich looking guy.

LANCE REVENTLOW

Shelby. Allow me to introduce Dieter Voss. Runs Brumos Porsche out of Jacksonville Florida.

He throws a hand to the fat man with a fatter cigar.

SHELBY

I know all 'bout Mr. Voss. Having a hell of a season with that Abarth sir.

VOSS

Seeing results from your Cobra too. Yer guy Miles is impressive.

SHELBY

USAC road racing champ in '61. Won Pikes Peak Hill Climb. Even won the SCCA C class 3 years in a row in piece of shit MG he built himself.

BRUMOS EXEC

We heard he's difficult.

SHELBY

Ken? Ken's a puppy dog. You drove against him Lance, tell the man.

LANCE REVENTLOW

I've driven more behind him than against him.

VOSS

Brumos is looking for a driver for our number two car at Sebring. Think your Miles could make the grade?

His attention is drawn by the huge stand up row Miles is having with the official. A few people standing around.

SHELBY

Would you excuse me for one moment?

He marches over. The two men are yelling at each other.

SHELBY (cont'd)

Bill! How's Patty and the kids? What seems to be the problem?

SCCA OFFICIAL

The car isn't within rules.

MILES

The problem is Bill's an asshole.

Shelby slaps Miles on the back.

SHELBY

Ah.. He doesn't mean that.

MILES

Yes he does.

SHELBY

He's just fooling around.

MILES

No he's not. He really thinks Bill's an asshole.

Shelby puts an arm around Bill. Leads him away.

SHELBY

Bill ol' buddy. I'm a firm believer that in any disagreement there's always a middle ground... I get Ken's a little high strung, but he means no
(MORE)

SHELBY (cont'd)
harm. He's just a little wound up
before the flag.

IN BG, MILES approaches a mechanic. Picks up a mallet.

MILES
Excuse me. Can I borrow this?

SHELBY
--So what you say we just bend the ol'
rules here a little. Next time, rest
assured we'll make damned sure--

MILES starts beating the shit out of the trunk lid. Everyone
stares at the madman smashing his car. Peter watches,
clutching his autograph book.

MILES slams the trunk shut. The case fits.

MILES
Happy, Bill?

Shelby sees Voss and the Brumos guys walk away disgusted.

Miles tears the sticker off the car, throws it at Bill.

SHELBY
I'll handle it, Bill. You go have
yourself a great day.

The official stalks away. Miles goes back to work.

SHELBY (cont'd)
Bulldog. You know who that guy was I
was just talking to?

MILES
Bill.

SHELBY
Before that.

MILES
No.

SHELBY
That was Dieter Voss.

MILES
Who's Dieter Voss?

SHELBY

Runs Porsche. Little German car company. You may have heard of 'em. He wanted you to drive at Sebring.

MILES

I thought we felt the same way about Germans?

Shelby stares at Miles.

SHELBY

Do you like losing?

MILES

Excuse me?

SHELBY

You heard me.

MILES

I don't lose.

SHELBY

(points to Dieter Voss)

Without sponsors you get no car. Last I checked, no matter how good you are, you can't win in the SCCA without a car. And if you aren't winning, Ken, you are losing.

MILES

Don't make me throw this at your head.

SHELBY

Did you bring your son out here to watch you act like an idiot or to get disqualified? Which?

Miles hurls the tool. Shelby ducks. The wrench goes straight into the windscreen of Miles' Cobra. Makes a hole on the side.

SHELBY (cont'd)

Outside the rails, Ken, I don't think you could pour piss out of a boot if the instructions were written on the heel.

Shelby walks off. Miles looks to Peter.

EXT. START LINE, WILLOW SPRINGS RACEWAY. DAY

In single file with the rest of the racers, Ken drives his blue Cobra, (with a taped-up windscreen) on the pit road. A Race Official in the middle of the track splits the cars left and right and they lap at a slower speed, Ken glances to his left: DAN GURNEY in a red Stingray.

GURNEY

(Shout)

WHAT HAPPENED TO YOUR SHIELD?

MILES

(Shouts)

NEW DESIGN...

Just behind Ken, BOB BONDURANT rumbles in his 614 Corvette.

PETER MILES watches from behind the fence. He looks to Shelby, next to him, who shouts to Miles as he passes:

SHELBY

Let it rip, Bulldog!

Miles implacably raises a gloved thumbs up. Peter smiles.

Coming round, they approach THE GREEN FLAG! AND SUDDENLY -- Rubber. Smoke. Wailing tires.

The 1 car blows a shift; Miles stabs the brakes so as not to ram him.

Other cars fan out, avoiding the 1 and Ken. Cars 2,4,6 (Bondurant in 6) pass on his right, 5, 7 go by his left.

Ken Miles darts around the 1 car, tucking behind the 7. Fingertip pressure contrasting with savage shifts of momentum, tires screaming, Miles dives to the inside of 7, into turn one, tightly packed on the turn with three others.

AT TRACK-SIDE. Shelby watches. Peter enthralled, as --

Miles tucks behind the 5 car approaching turn two. As they enter the turn, 5 gets between car 4 and Bondurant in 6), Miles just behind and to the left of Bondurant. 2, 4 and 5 start to pull away with a better line. Miles stays side by side with Bondurant.

Peter climbs the riser to get a better view of the drag race between his dad and Bondurant toward turn three.

SAM (REPORTER #2)

You miss it, Shelby?

Shelby glances at the reporter, then back at the track.

SAM (REPORTER #2) (cont'd)
Guy wins the 24 hour Le Mans then
suddenly retires... Don't make sense.
Unless the rumors are true.

SHELBY
What rumors would they be, Sam?

SAM (REPORTER #2)
Oh. That Carroll Shelby quit driving
'cause he lost his nerve..

Shelby stays focused on the track as -- Miles out-brakes an astonished Bondurant and storms up the hill toward turn four, blowing by traffic, hunting the pack ahead of him, among them, Gurney.

SHELBY
(smiles, watching)
Wanna talk about nerve, Sam? What's a
bad day for you? Pen leaks messes up
your shirt? There's always rumors. For
instance, rumor has it Jack Polowski
over there's been banging your wife
for a year now.

Shelby slaps him on the back.

SHELBY (CONT'D) (cont'd)
I'd take no notice. Just rumors.

OUT ON THE TRACK -- LATER.

Miles catches the pack out of a turn on the front straight -- American iron thundering by at 150 MPH. Miles pressures Car 5, waiting for an opening. He takes the line away going over the hill. Storming after the last two cars...

Miles chases down Car 4 and Gurney in his Stingray. Car four blows its engine, sending him off the track. Miles rockets through dust and smoke, pressuring the only man left, Gurney.

Gurney turns into the apex of Turn 9 early, thinking Miles will go inside.

SHELBY (cont'd)
Not yet. Not yet...

Miles settles his car, staying wide, holding a perfect line, on the edge.

SHELBY (CONT'D) (cont'd)

Now...

Miles hammers the throttle, makes a late apex, a puff of dust kicks up in the apex then to the outside of Gurney's Stingray. Gurney watches helplessly as--

Whoosh-- Miles slingshots past him, full throttle through the long sweeper, never lifting off, headed to the finish.

Peter cheers!

Shelby lets out a breath. Takes the wrench out of the pocket of his overalls. He hands it to Remington.

SHELBY (CONT'D) (cont'd)

Pops. Frame this.

INT. FORD CONFERENCE ROOM. DAY.

Ford sits brooding beneath a giant portrait of Henry Ford as Lee Iacocca stands before the top brass, in front of the slide projector, with his presentation. First slide. Jubilant WW2 soldiers in New York.

IACOCCA

1945 our soldiers came home. What's the first thing they did? They had sex. Seventeen years later those kids have grown up, got jobs. Licenses.

Several slides of babies and 50's cars.

IACOCCA (CONT'D) (cont'd)

They don't want to drive the same dull 50's cars their parents drove. Kids today want glamour. They want sex. They want to go fast.

A Lotus race car. A Porsche. A Ferrari..

IACOCCA (CONT'D) (cont'd)

Gentlemen. It's time for Ford Motor Company to go racing.

HENRY FORD II

We're already in racing, Iacocca.

IACOCCA

Nascar's regional. Go to the movies open a magazine. Do you see Good ol' boys in Winston-Salem? No. You see..

(A slide of..)

Sophia Loren.

(MORE)

IACOCCA (cont'd)
(Slide of..)
Monica Vitti.
(Slide of...)
Steve McQueen drive a Jaguar.

The younger execs in the back brighten.

IACOCCA
(Slide of Bond & an Aston)
James Bond doesn't drive a Ford. He
drives an Aston Martin.

HENRY FORD II
That's because he's a degenerate.
McQueen too.

The gray haired brass all share the Deuce's disdain.

Don Frey tries to suppress his grin as Iacocca flicks to the
next slide: JAMES BOND IN TIGHT TRUNKS HOLDING A STUNNING
WOMAN ON A BEACH.

HENRY FORD II (cont'd)
See?

ALL THE YOUNG EXECS EYES SHINE WITH ADORATION FOR JAMES BOND.
Exec #1, leans to Don Frey.

EXEC 1
Mommy... Can I be a degenerate,
please?

Iacocca flicks again, but the carousel jumps back to Bond
with his Aston. Then back to him on the beach.

IACOCCA
Give me two seconds here.

The carousel is stuck. Click. Aston. Click. Bond. Aston....

HENRY FORD II
This going anywhere Iacocca?

BEEBE
(smells blood)
Lee. In the past three years your
Marketing Team has presided over one
of the biggest sales slumps in U.S
history. Why exactly should Mr. Ford
listen to you?

All eyes on Iacocca. Sweating. He looks at the stricken
projector like he could heave it out the window. But instead
he switches it off. And flies blind.

IACOCCA

Because we've been thinking wrong.
Ferrari won four out of the last five
Le Mans. We need to think like
Ferrari. They..

BEEBE

Ferrari make fewer cars per year than
we make in a day. We spend more on
toilet paper than they do on their
entire output. You want us to be more
like them?

IACOCCA

Enzo Ferrari will go down in history
as the greatest car manufacturer of
all time.

Silence. Ford eyeballs Iacocca. His jaw tenses. Iacocca keeps
rolling the dice.

IACOCCA (CONT'D) (cont'd)

Why? Because he built the most cars?
No. Because of what his cars meant.
Victory. When Ferrari wins at Le Mans,
people want some of that victory. What
if the Ford badge meant victory? And
meant it where it counts. Among the
first group of 17 year olds in history
with money in their pockets.

BEEBE

This would take years. Decades of
testing and development for us to
build a race program capable of-

Iacocca holds up a piece of paper.

IACOCCA

Ferrari's bankrupt. He's spent every
lire he has chasing perfection. And he
got there, and he's broke. We're the
biggest automobile company in the
world. Imagine it: a Ford Badge on the
nose of that sexy, red machine.

Henry Ford listens.

IACOCCA (cont'd)

..taking the checkered flag at
Sebring. Daytona. Who wants a Chevy
now? "Hey Daddy, why don't we have a
Ford?".

Iacocca knows he has Ford on the hook. He looks at them all, his tone serious.

IACOCCA (cont'd)
You said you wanted an idea Sir. Well here it is. We go racing.

He looks at Beebe.

IACOCCA (cont'd)
But we don't *beat* Ferrari. We buy Ferrari.

Iacocca watches the Deuce, hardly daring to breathe. Beebe studies his boss too.

He's thinking about it.

CUT TO:

EXT. KEN MILES' HOME, BEHIND HIS GARAGE. NIGHT

MILES' station-wagon pulls up outside the house. In the passenger seat sleeps PETER, a huge trophy in his lap.

INT. MILES' HOME. SAME

Ken kicks open a screen door, his son on his shoulder. Mollie is waiting. He reads her concerned face and puts a finger to his lips, carries the boy to his room. Then reappears.

MILES
What's wrong.

MOLLIE
The IRS came.

Miles stops. Silent. He clenches his jaw.

MOLLIE (CONT'D) (cont'd)
They padlocked the garage.

CUT TO:

NEXT ROOM - Peter sleeps. Holding the trophy. Music drifts in under the door.

LIVING ROOM -- A JAZZ LP plays. Half empty bottle.

OPEN BACK DOOR. ON THE STEPS. Drinking out of tea-cups. Mollie taps her cigarette. Staring down across the garden, past the rusty wrecks and half built prototypes out back of the darkened garage they're about to lose.

MOLLIE (cont'd)

A couple of years ago you said we had
a nest-egg.

MILES

Correct.

MOLLIE

A couple of years ago...

MILES

Correct.

She nods. Exhales smoke..

MOLLIE

So. To be clear. We're bugged.

MILES

Absolutely.

MOLLIE

As in totally.

MILES

As in, not a bean. Or a pot in which
to piss. Spares. Inventory. All gone.
My tools. My tools were in there!

MOLLIE

(smiles evilly)

No they're not.

MILES

You stole my tools off the I.R.S?!

MOLLIE

Just the good ones. Sadly the rusty
crap now belongs to the treasury.

He reaches into his pocket, counts out bills.

MILES

OK. We got tools and..80 bucks.

MOLLIE

Jesus. Shelby actually paid you?

MILES

I nearly died from shock.

MOLLIE

(smiles sadly)

Tell me about the race.

MILES

Moll-

MOLLIE

Please baby. Just talk.. Say anything..

Ken looks at her. Taps his cigarette.

MILES

I didn't have it in the bag until the last lap. Gurney brakes later than any man I've ever seen. Like he's doesn't care. Petey got his autograph.

MOLLIE

He's not shy, that one.

MILES

Getting a name for himself in the paddock. They run when they see him coming.

(Then)

We'll be all right Moll. I promise.

MOLLIE

Don't be daft. Course we will.

They sip tequila. Look into each others eyes.

CUT TO:

EXT. FERRARI FACTORY, MARANELLO. DAY.

A FORD motorcade pulls through the gates of the factory. Ford lawyers, accountants, executives file out, matching hand luggage on their shoulders. Among them, Iacocca who stiffens when he sees A MUSTACHIOED CAMERAMAN.

IACOCCA

Hey. Hey!
(in Italian)
No pictures!

FREY

Relax will you.

IACOCCA

This is like the Mafia showing up to buy the Statue of Liberty.

FREY

Kind of the opposite, actually. Look at these guys.

IACOCCA

..just saying if the Press get wind of
this: The shit'll hit the Fangio..

They approach the waiting Italian party and the phalanx of
Brooks Brothers style meets Fabiani Chic for the first time.

IACOCCA (CONT'D) (cont'd)

Lee Iacocca. Ford Motor.

GOZZI

Franco Gozzi. Ferrari.

The cameraman snaps more shots as Iacocca and Gozzi shake
hands. SNAP! SNAP!

IACOCCA

Sonno queste...
(English)
..are they reporters?

GOZZI

No no, Mr. Iacocca. Our cameras. For
history.

Iacocca isn't sure. THE MUSTACHIOED CAMERAMAN smiles.

INT. FERRARI FACTORY. DAY.

*Gozzi leads the Ford contingent around the factory.
Accountants noting. Using early portable adding machines.
Sizing up the asset.*

Engines are being carefully assembled. A spotless foundry.
Hand poured molten metal flows. They move into

THE RACING DEPARTMENT:

Stark. Immaculate. Sports cars and Grand Prix machines in a
diagonal row, tended by men in grey jump suits. A row of sand-
cast hand-forged blocks. The antithesis of Dearborn.

GOZZI

4.0 L Colombo engine. One man
assembles entire engine by himself.
Another assembles the transmission.
Everything hand-built.

IACOCCA

It's beautiful.

FORD EXECUTIVE

(as the round a corner)
That's him...

Striding across the factory floor to meet them. Suit. Shades--

GOZZI

Il Commendatore: Signor Ferrari.

As the Ford Translator simultaneously translates.

ENZO/FORD TRANSLATOR

Gentlemen. All my life I am a huge admirer of your founder, the great Industrialist, Henry Ford. It is my privilege to entertain his envoys at our humble factory.

IACOCCA

We are honored to be invited to this illustrious place.

INT. ENZO'S OFFICE.

Cramped. Hot. Brown. One side, Iacocca, half a dozen Ford lawyers and accountants. On the other, behind his desk and

fan, not sweating, Ferrari. As Iacocca pitches, he is simultaneously translated by A NO NONSENSE ITALIAN WOMAN TRANSLATOR beside Enzo.

IACOCCA

This merger between our companies will form two entities. Ford-Ferrari: 90 percent owned by Ford who controls all production. Secondly, Ferrari-Ford, the racing team: 90 percent owned by Ferrari. In order to secure this Ford will pay the sum of..

(In Italian)

Dieci milioni di dollari..

Enzo, unimpressed by this small burst of lingua franca, opens the contract. As he does he catches Gozzi's eye. Gozzi mops his brow. Ferrari is ice cool. A silent exchange takes place. Gozzi leaves. Enzo begins to read. Slowly.

IN THE FACTORY COURTYARD -- The sun beats down where a couple of Ford Execs are smoking. They look to one another.

IN THE OFFICE --- Hours later, ENZO makes small notes in violet ink. We see on a nearby scratch pad, Enzo's doodles of several iterations of a Ford Ferrari combined logo. Enzo turns to an advisor and asks a question.

FREY

(To Iacocca)

What's he saying?

IACOCCA

Ssshh..

(Then, quietly)

Gary. What's he saying?

FORD TRANSLATOR

He's asking about the race program.

Enzo makes a small question mark in the margin. He reads.

EXT. TURIN COUNTRYSIDE. SUNSET

The sun sinks behind a stunning Italianate Villa. Roaring up a row of cyprus trees, a MOTO GUZZI motorcycle skids to a stop. THE MUSTACHIOED PHOTOGRAPHER (from the Ferrari factory) sprints up the steps clutching an envelope.

He's stopped by two security men. He looks into the garden and sees AN ELEGANT OLDER MAN crossing, entertaining guests.

MUSTACHIOED PHOTOGRAPHER

(panting in Italian)

I'm looking for Signor Agnelli. The chairman of Fiat. I work for him, he's expecting me... It's urgent!

INT. FACTORY FLOOR. SUNSET.

Gozzi waits in a stock room beside a phone, sweating bullets. The phone rings. He picks it up.

GOZZI

Pronto? Pronto?

AGNELLI (O.S.)

I am here.

GOZZI

Well... Do you have something to say?

INT. ITALIANATE VILLA. TURIN. DUSK.

The elegant man, SIGNOR AGNELLI, speaks on a fancy telephone. Nearby is the mustachioed photographer. On the table: B&W photos of Iacocca shaking hands with Gozzi. Agnelli picks up notes on a monogrammed scrap of paper.

AGNELLI

I have the terms. Do you have a pen?

INT. ENZO'S OFFICE. NIGHT

The execs are cramping up. Iacocca picks up a copy of "MOTORSPORT" off the coffee table. Flicks through. Stops. A

picture of SHELBY and the COBRA. Shelby's face is circled in FERRARI'S VIOLET INK.

IN THE MARGIN -- A miniature diagram of the Cobra, with its dimensions. Calculations. Also in violet ink.

Gozzi re-enters. Enzo glances over. Gozzi makes a tiny signal-

ENZO

I have only one small question.

ENZO looks down at the contract. In the margin next to one clause is the small violet question mark.

ENZO/FORD TRANSLATOR

It concerns my race program. It states that if I need to increase my race budget, I have to request authorization from America.

IACOCCA

Sir with respect, you're selling your company. You can't dispose of it entirely at your pleasure.

ENZO attends the translation. He fixes Frey:

ENZO/FORD TRANSLATOR

If I wish to enter Le Mans, and you do not wish for me to enter Le Mans do we or do we not go?

IACOCCA

In that scenario... if we can't agree then yes. No. I mean, that would be correct. You do not go.

ENZO regards Frey. His mood darkens. All the air rushes out of the room. And, slowly... he begins.

ENZO/FORD TRANSLATOR

Gentlemen. My integrity. As a constructor. As a man, as an Italian.. is deeply insulted by your proposal.

Instant sweating. Especially the Translator. Enzo stands.

ENZO/FORD TRANSLATOR (CONT'D) (cont'd)

Go back to Michigan. To your big ugly factory making its ugly little cars, and tell your pig headed boss that all his smug executives are worthless sons of whores..

The Ford translator stops. Enzo continues in stiff english.

ENZO
...Tell him he is not Henry Ford.
HE IS HENRY FORD. THE SECOND.

Amid the shock, Enzo turns, mildly, to Gozzi. In Italian.

ENZO (cont'd)
Franco. I'm starving. Let's go eat.

They walk out, abandoning the Ford men in the small office staring at the translator.

INT. HENRY FORD'S CORNER OFFICE. NIGHT.

HENRY FORD II studies the newspaper. "Ferrari sells to Fiat for \$18 million. Retains full control."

BEEBE
We got played. Old man Enzo had no intention of selling to us.

IACOCCA stands before HENRY FORD II.. A few other execs in the room, among them FREY and BEEBE. All sweating.

BEEBE (cont'd)
He used us as an opportunity to up his price for Fiat, embarrass our company and insult your leadership. It was a bad idea from the start.

The Deuce sits perfectly still.

HENRY FORD II
What. Exactly. Did he say? ..Lee.

A long beat.

IACOCCA
He said Ford makes ugly little cars in an ugly factory. And its executives are sons of whores.

HENRY FORD II
About me.

IACOCCA
He called you fat and pig-headed...

Frey throws a what-are-you-doing look at Iacocca.

HENRY FORD II
Go on.

IACOCCA (CONT'D)

..and he said that you are not Henry Ford. You are Henry Ford... the Second.

Beebe is outraged. Frey stares. Iacocca doesn't blink. Henry Ford II's jaw tightens. He stands. Looks out the window.

HENRY FORD II

I want... the best engineers. The best drivers. I don't care what it costs. We're gonna build a race car and we're gonna bury that greasy, good for nothing, devious wop a hundred feet deep under the Finish Line at Le Mans. And I will be there to watch it. This isn't business. This, gentleman, is war.

CUT TO:

INT. KEN MILES HOME. DAY

Peter wakes to a metallic klunking sound out his window. He watches as a figure shuts a trash bin and moves off.

Peter sits up and looks out his other window to see--

His father jogging off up the street in his work out clothes.

Peter takes the trophy from last night. He crosses into the living room, past his mother, oblivious, making breakfast. He peers in a trophy case in the hall.

...All the trophies are gone.

MOLLIE (O.S.)

Peter. Breakfast, honey!

PETER

Coming!

EXT. BACK OF MILES HOME, TRASHCANS. DAY.

Peter stares in the trash bin at HIS FATHER'S TROPHIES.

INT. BEDROOM. DAY.

Peter creeps past the kitchen with an armful of trophies, slinking to his bedroom. His parents are talking in hushed tones as he hides the treasure under his bed.

MOLLIE (O.S.)

It's a bad patch. You don't have to quit racing to get a day job, Ken.

MILES (O.S.)

I think I do. It's distracting me. It's time to grow up. Pay the bills. Put food on the table. I had my fun.

INT. KITCHEN. SAME.

Miles, sweaty, sits. Mollie puts on tea.

MOLLIE

You're forgetting something, Ken.

(She fixes him)

See, I know you. I've actually *been* here these past twenty years. Who is this little speech for?

MILES

The garage didn't pay the bills, Mol. And now its locked up. Racing didn't pay either. Sure, I win races--

MOLLIE

--because you're good at it.

MILES

--but I can't play the games, Mol. I'm just not a people person.

MOLLIE

Really.

MILES

I'm never gonna get the good rides. I'm cranky. I'm forty five years old. I started late.

MOLLIE

You couldn't start earlier! You were fighting in a bloody war!

MILES

It's money and marketing now. The drivers look like Ricky Nelson and couldn't change their oil if their lives depended on it.

(looks up)

I thought you wanted me to stop.

MOLLIE

I never said that. You'll be miserable if you stop. Insufferable. I just want you safe. In good cars with good crews.

MILES

Well, new cars are coming down the line and I can't get the rides. It's only a matter of time...

(beat)

Look on the bright side. Now I can get fat and old. Trim the roses and eat pork pies.

MOLLIE

Don't you bloody dare..

CUT TO:

INT. SHELBY AMERICAN. VENICE. DAY.

Cobra Central. Shelby's 4000 sq. ft old warehouse. Hot-rodders, Levis, T-shirts, "Rebel Without A Cause" meets surfer cool. Chuck Berry blaring: "Back in the USA"..

Girls in sun-hats and bikinis walk past...17 year old mechanic CHARLIE AGAPIOU lights a big cherry bomb..hurls it out of the door. It bounces once and --

-- BU-BANG!!! A giant detonation. -- RIGHT UNDER THE GIRLS FEET who scream their heads off and run. Everyone cracks up laughing except...

SHELBY

Do I gotta deal with that?

REMINGTON

Chunder! Quit throwing crackers at the girls...all damned day...

SHELBY

...289 cubic inch V8.

Chewing gum hard Shelby shows a young cool looking prospective buyer a peach color Cobra roadster.

SHELBY (cont'd)

Extensive rework of AC Ace's front end. Stronger rear diff to handle the torque.

COOL YOUNG BUYER

Far out.

Nearby Remington jacks a car with another mechanic.

REMINGTON

He sold that same car three times this week. Tuesday to Jeff Blitzer. Thursday, Frank Collins.

BACK OVER

COOL YOUNG BUYER

You want cash or what?

Shelby's eye is caught by a figure pulling up across the street. LEE IACOCCA. He's tried to dress cooler. Sport coat. Polo neck. Shades. But he looks like a narc.

SHELBY

We take cash. Mister you just bought yourself one hell of a sport car. I gotta step out, Phil here'll be glad to tie up the formalities.

He heads over to meet Lee. Via Remington.

SHELBY (CONT'D) (cont'd)

Take payment but whatever you do don't let him take that car. That's Jeff Blitzer's car.

REMINGTON

And Frank Collins's. And Steve McQueen's.

SHELBY

Damn. I forgot about McQueen. He's gonna be pissed.

(Iacocca enters)

Afternoon sir can we help you?

IACOCCA

Carrol Shelby?

SHELBY

Maybe.

IACOCCA

Lee Iacocca. I'm from Ford Motor.

Shelby glances nervously at Remington and his customer.

SHELBY

Step this way let's talk in private.

INT. BACK OFFICE. DAY.

Road and Track magazine cover featuring Cobra successes over Corvette placed conspicuously on the desk.

Iacocca looks at the wall of glory. Shelby's victories. A framed monkey wrench. The one Miles threw at his head.

IACOCCA

What's that?

SHELBY

That? Long story. We are goin' from strength to strength here, Lee. Terrific sales. Killing it on the track. Now I know we owe Ford for the last batch of engines, but if you guy's just bear with me-

IACOCCA

Mr. Shelby, I'm not here about any money you owe Ford for spare parts.

SHELBY

You're not? Well, that's great.

IACOCCA

I'm here on behalf of Mr. Ford. Henry Ford the 2nd. Suppose, hypothetically, he wanted his company to win the 24 hours of Le Mans?

Shelby mind does 0-60 in 0.5 secs.

IACOCCA (CONT'D) (cont'd)

You're one of the only Americans who's ever done it... so I'm curious... what do you think it takes?

SHELBY

Hypothetically?

IACOCCA

Hypothetically.

SHELBY

It takes something money can't buy.

IACOCCA

Money can buy speed.

Shelby watches Iacocca closely..

SHELBY (CONT'D)

It isn't about speed, Lee. It's not like other tracks where all you do is turn left for four hours. Le Mans is about survival. Endurance. Man and machine. One weak link, one wrong move, you might as well stayed home. You need a car that's light enough to travel the straights at 200 miles an hour. But strong enough to do that for 3000 miles without a break. Not just the best car you ever built, but better than whatever Ferrari shows up with. And that only gets you to the green flag. That's where your problems really start.

Shelby's assistant stands at the door with something needs his attention. Shelby crosses, signs it. Notices Remington on the floor, glaring at him through the glass.

IACOCCA

So it's challenging.

Shelby turns back to Iacocca. Smiles.

SHELBY

Le Mans is a 3.5 mile loop of country road. Narrow, ungraded, rough. No camber on the turns. No rails. Imagine that for 300 laps. For 24 hours. Averaging 130. It's dark, it's raining. Slower cars comin' at you outta the fog. You see an upturned Porsche. Driver, pourin' blood, stumblin' around the track. Maybe he's a friend. Maybe he's on fire. And you gotta hit the gas and fight on, hour after hour, until it gets light and finally you see the carnage. You're exhausted, hungry, you can't remember your name, what country you're in, and you realize you're doing 198 on a straight. And if at any point you blow a gasket. A five cent washer. Whole thing's over. Ferrari wins again. Like they won last year and the year before that and the year before that.

Iacocca absorbs this.

IACOCCA

So you're saying you don't think Ford can build the greatest race car the world's ever seen? You're saying we aren't capable of winning an event like that? Even if we had a brilliant partner? Even if we wrote a blank check?

SHELBY

I'm saying you can't buy a win, Lee.
(smiles)
But maybe you can buy the man who'll get you a shot.

EXT. SHELBY AMERICAN

Shelby escorts Iacocca back to his Ford as the customer tears off in the Peach Roadster, laying rubber.

IACOCCA

Nice. So, when--

SHELBY

We'll talk soon.

Iacocca smiles as he climbs in. Phil Remington comes up beside Shelby as he pulls away.

REMINGTON

...the dude took the car, paid in full, in cash, there was nothing I could do.

SHELBY

It's OK Phil. It's OK..

Shelby still stares at Iacocca moving off.

CUT TO:

INT. CAHUENGA AUTO REPAIR. DUSK.

"Johnny El Enojon" by Angelica Maria blares out in a crappy repair shop. Miles, sweats under a Buick.

SHELBY (O.S.)

New transmission, axles, shocks all around, ditch the body and tires.. got yourself a contender.

Shelby chips off a plate of rust off with his finger.

SHELBY (CONT'D) (cont'd)

So what works on this beauty?

MILES

The mirrors are outstanding. So what?
Just passing.. Evening stroll?

SHELBY

Actually Bulldog, I got a proposition
for ya..

MILES

If it's above the national speed
limit, you know my answer...

SHELBY

It's Le Mans.

Miles suddenly stops. Looks at Shelby.

INT. THE TACO PLACE NEXT DOOR. NIGHT.

Miles and Shelby sit eating Tacos.

MILES

You're going to build a car to beat
old man Ferrari..

SHELBY

Yes.

MILES

With Ford. With.. a Ford.

SHELBY

Correct.

MILES

How long did you tell them you needed?
Two, three hundred years?

SHELBY

Ninety days.

MILES

As in three months?

SHELBY

Correct.

Shelby bites his taco. Miles sips his coffee.

MILES

Let's look at this. And for the
moment, for argument's sake, let's
forget the whole ninety days thing.

(MORE)

MILES (cont'd)

Let's pretend you got all the time in the world and all the money.

SHELBY

I like the sound of that.

MILES

You think Ford's gonna let you build the car you want, the way you want it? *The Ford Motor Company?* Those guys?

SHELBY

Okay-

MILES

I can see you now sitting in the boardroom in Detroit in your stripey overalls. With Pops, Burner, and Chuck. A Bunch of hot rodders, beatniks, speed freaks. Have you been to Detroit? They have whole floors of lawyers. A million marketing guys. And they'll all line up to kiss your arse, get their photo taken with the great Carroll Shelby and they'll head on back to their nice offices and dream up new ways to screw you. Why? Because they can't help it. They all just want to please their boss, who just wants to please *his* boss, who just wants to please HIS boss. And they hate themselves for it but deep down who they really hate is *guys like you*. Because you're not like them. You don't think like them. You're different.

SHELBY

This comes straight from The Deuce himself. He's serious. They're gonna spend real money.

MILES

I bet they are. You know why? Because someone and I'm not saying who but someone told them this was *actually possible*.

Miles crosses to the trash with his tray. Shelby puts his taco down, wipes his hands.

SHELBY

This Sunday at Cloverfield, they're launching the new Mustang and they're
(MORE)

SHELBY (cont'd)

gonna announce the race program. Come by. Check it out.

MILES

Am I gonna get kidnapped, drugged, wake up Monday in England?

SHELBY

(stands)

No. You have my word. Come take a look. Listen to my speech. Bring Petey. He'll love it.

Shelby grins.

EXT. CLOVERFIELD AIRPORT. SANTA MONICA. DAY.

Ford Launch. Banners. Bunting. Catering. Dozens of reporters. Photographers. Ford executives. Among them, Miles and Peter walk, sipping Cokes.

CELEBRITY MC

May I present the new Ford Mustang. Starting at a competitive \$2800..

Peter looks in through the side window.

PETER

Wow, dad. Check it out.

MILES

It's a secretary's car, Peter.

Standing nearby is LEO BEEBE. He overhears. He comes over.

BEEBE

Is this your son?

MILES

Yes it is.

BEEBE

Would you please ask him to take his hands off the paintwork?

Peter overhears. Embarrassed, yanks his hands away.

PETER

Sorry Sir.

MILES

You're OK Peter. Who are you?

BEEBE

Leo Beebe. Senior Executive Vice President Ford Motor Company, special responsibility for the Mustang launch.

MILES

I see. Well at least now we know who's responsible. Don't get me wrong Lenny-

BEEBE

It's Leo.

MILES

Don't get me wrong Leo. Looks fantastic. But inside it's a cheap piece of crap dressed up to fool the public. My advice is lose the Inline 6 and that idiotic 3 speed transmission, shorten wheelbase. Somehow lose half a ton. Oh and lower the price. But even then I'd still choose a Chevy Chevelle. And that's a fucking terrible car.

(He slaps his back.)

Nice suit. Come on Peter.

They walk away. Leo Beebe fumes.

CUT TO:

ESTABLISHING - A SMALL PRIVATE PLANE WHISKS THROUGH CLOUDS

INSIDE: Iacocca and other execs, sip Buds. Shelby drains his, checks his watch and sticks his head in the the cockpit..

SHELBY

How we doin' Steve..?

PILOT

There's Cloverfield, Mr. Shelby...

SHELBY

Mind if I take a shot at landing?

The pilot looks in shock as Shelby takes the dual controls.

SHELBY (CONT'D) (cont'd)

Used to fly B-29s outta San Antonio back in '44. My instructor said to me "Shelby, when this wars over do us all a favor and stay on the ground."

DOWN BELOW -- IN THE CROWD ON THE TARMAC

Miles and Peter move toward the exit. They pass Remington and Charlie and a few others from the garage.

REMINGTON

'not staying, Ken?

MILES

Nah. I get the drill. I promised I'd take Peter to the hobby shop.

PETER

...You did?

REMINGTON

Hang another minute. Carroll would like that. Listen to his modest speech, then run for the hills.

MILES

Uh..

CHARLIE

Here they come...

The small plane makes a swoopy, looping approach toward the runway. It's not lined up right. Swerves to avoid the control tower. Wing almost clips. Circles for another approach.

Miles eyes Remington, who snorts. Charlie looks concerned.

PETER

Are they crashing? Who's the pilot?

MILES

My guess, Peter. Someone we know.

PETER

...Is this part of the show?

MILES

I suspect it is.

INT. COCKPIT. Shelby turns back to the runway at a rough angle.

SHELBY

Patience. It's all comin'- Whoa.

IN BACK -- IACOCCA grips his seat, white as a sheet..

THE PLANE bounces twice, slews over the runway, and hits a hundred yards of bumpy grass.

ON BOARD -- Knuckles white, rictus, Ford's Finest shudder as the craft comes to slewed-stop.

IN THE COCKPIT Shelby takes off Comms. Powers the craft down.

SHELBY (CONT'D) (cont'd)
Like riding a bike.

THE DOOR OPENS. SHELBY, STETSON, SALUTES THE CROWD..

REMINGTON
Nothing like makin' an entrance.

Shelby mingles, works the crowd; autographs, glad-handing.

IACOCCA
Shelby this is Roy Lunn, Head of Ford
Advanced vehicles, developing our
prototype over in England.

SHELBY
I know Roy. How are ya buddy?

LUNN
Welcome to the madhouse Shelby.

SHELBY
Hold that thought.

He separates himself from well-wishers to find --

MILES
Nice landing.

SHELBY
Hey Peter. How ya doin'?

PETER
Mr. Shelby, are you building a car
that's gonna beat Ferrari?

SHELBY
Well, we're going to Le Mans. Get
across the line first we'll win.

IACOCCA
Shelby. Allow me to introduce Leo
Beebe, Senior Vice President of Ford
Motors. Leo, Carroll Shelby.

SHELBY
Pleasure to meet you Mr. Beebe. This
is Ken Miles. His son Peter.

BEEBE AND MILES

We've met.

MILES

We're gonna go grab us some Cokes.
Good luck with these guys Shelby..

Miles puts his hand on his son's shoulder and walks off.
Beebe leans over to Iacocca.

BEEBE

So. Did you two have a chance to talk
on the plane?

Shelby looks to Iacocca.

IACOCCA

Shelby, step this way with me. Just
for a second.

(moving Shelby off)

There's a few points regarding
procedure we need to go over.

SHELBY

"Procedure"

IACOCCA

Yes. Before you step up there, I want
to make sure we're on the same page.

SHELBY

What about "Procedure"?

IACOCCA

Well--

SHELBY

"Responsibility for day to day
practical affairs of said Race team
shall rest with Carroll H Shelby.."
That'd be me. That's in the contract.

IACOCCA

Absolutely. And that's why that clause
is in there. Day to day. The what's..
the how's.. that's your job. But in
regard to broader decisions, things on
a wider level, there's gonna have to
be some give and take with, you know..

SHELBY

No, I don't.

IACOCCA

The Group.

SHELBY

The group.

IACOCCA

Senior creatives. It's really pro-
forma, window dressing. To make
everybody comfortable.

SHELBY

I'm confused, Lee, cause I was, until
right now, I was comfortable.

AT THE PODIUM.

CELEBRITY MC

..Twice voted Sport's Illustrated's
Driver of the Year, setting 16
National and International Speed
records..the only American in history
to take the checkered flag at The 24
Hours of Le Mans. (continues)

NEXT TO THE PODIUM.

IACOCCA

Look around Shelby. Whatdya see?
Managers. Marketers. Lawyers.

SHELBY

A-holes.

IACOCCA

Fair enough. But *you know what I see?*
A machine.

SHELBY

(re: MC)
Shh. I like listening to this.

Iacocca sees Beebe watching him.

IACOCCA

I see ten thousand moving parts
moving, hopefully, in harmony. And I'm
here to make it so, to guide you
through. And to do that, I need to
know you're gonna be flexible. I need
to trust you, and you me.

Shelby eyeballs Iacocca. The introduction is almost over. He
knows the assurance Iacocca wants but he's not giving it.

SHELBY

'Scuse me, Lee.

IACOCCA

Shelby. Do not get on that stage if you don't trust me.

SHELBY

Excuse me, Lee.

Iacocca yields and Shelby walks onto THE STAGE - Cheers, applause as he takes the mic.

SHELBY (cont'd)

'My daddy was here today, he'd tell me to sit on down leave the yackin' to the college boys. So like my cars, I'll make this fast.

Laughter. Beebe slides up beside Iacocca.

BEEBE

What did he say?

IACOCCA

(hiding his terror)
He gets the drill.

BACK ON STAGE --

SHELBY

I was ten years old when pops said, 'Son, it's a truly lucky man knows what he wants to do. Because that man will never have to work a day in his life.' But there's a few, a precious few, and hell, I don't know if they're lucky or not.. But there's a few who find something that they have to do.

AT THE BACK OF THE CROWD--- MILES listens. He knows Shelby is talking to him and him alone.

SHELBY (CONT'D) (cont'd)

Something obsesses them. That if they can't do it, well it's gonna drive them clean outta their mind.

Shelby stops. Breathing shallow. It takes him a moment before he raises his head to look at the crowd.

SHELBY (CONT'D) (cont'd)

I'm that guy.

He looks straight at Miles. Miles holds his eye.

SHELBY (CONT'D) (cont'd)
And I know one other man feels exactly
the same.

Neither man blinks.

SHELBY (CONT'D) (cont'd)
His name..

Shelby smiles at Miles.

SHELBY (CONT'D) (cont'd)
His name is Mr. Henry Ford.

Applause. Cheers. Iacocca and Beebe wave.

IN THE CROWD -- Miles feels his exclusion, but hides it..

SHELBY (CONT'D) (cont'd)
Together, we're gonna make the fastest
automobiles in the world.
(Cheers. Whoops.)
We're gonna make something else too.
History. At Le Mans. My name's Shelby.
I build race cars.

IACocca watches Shelby soak up the applause. Signs autographs
at the edge of the podium. IN THE CROWD -- Miles turns to go.

Shelby watches him walk away.

CUT TO:

INT. MINI COOPER. SOMEWHERE IN ENGLAND. NIGHT

Shelby drives an unbelievably cramped Mini full of luggage,
rainwater and Phil, holding a map of London. Wipers thrash.

SHELBY
Can you see anything at all?

REMINGTON
Not a thing.

SHELBY
...this is the route though right?

REMINGTON
Not a clue.

SHELBY
Being real helpful today Pops.

REMYINGTON

Last time I was here they dropped me out of an airplane, made me kill a man with a bayonet. Rained that day too.

SHELBY

See I had a pretty good war.

REMYINGTON

Is it good if you eat a rat? I had to eat a rat.

CUT TO:

EXT. FORD ADVANCED VEHICLES, SLOUGH. NIGHT

A very muddy Mini Cooper anchors in heavy rain outside a redbrick factory. Windscreen wipers thrash frantically. Shelby and Remington clamber out and are met by Roy Lunn and others under soaking umbrellas. Pumping handshakes.

ROY LUNN

Welcome to England, birthplace of motor racing! How do you like our Mini? Fun eh?

SHELBY

She floats just fine!

CUT TO:

INT. FORD ADVANCED VEHICLES FACTORY, SLOUGH. NIGHT

A kaleidoscope of engineers from the 4 corners of Fords race program stare at the chassis of the prototype GT.

SHELBY

First up is swap this fancy German 5 speed for something simpler.

ERIC BROADLEY

Zahnradfabrik Friedrichshaven have designed and supplied gearboxes which are a miraculous combination of compactness and load capacity.

Shelby jabs a thumb at Remington.

REMYINGTON

Seals where the input shaft passes thru the R&P section require a higher oil level so this area of the shaft runs low on lubricant. Heat buildup in a 24 hour race means it'll fail.

SHELBY

Le Mans. If it's fancy it'll break.

ROY LUNN

Changes to the drive train needs approval from Ford Advanced Vehicles in Detroit.

Remington examines a section of bodywork from the nose.

REMYINGTON

Thing's got 3 positions for the spoiler here right? What say we drop it to the lowest spline here..

ROY LUNN

Changes to aero needs the approval of Ford Aeronutronics Labs in-

SHELBY

-In Detroit. Right. We just want to explore adding a spoiler here guys.

ROY LUNN

We might conceivably testbed changes to setup but drivetrain needs say so from the committee in-

SHELBY

-In Detroit. How about you?

Shelby looks at JOHN WYER, a tall Englishman in a dark suit.

JOHN WYER

SVA has overall control under Don Frey but we can't authorize major design modification.

SHELBY

Eric? Can you swap a gearbox?

ERIC BROADLEY

I work for Lola. Procedure's a contract point. Lola would be in breach without approval from HQ.

SHELBY

Well call 'em the hell up.

ROY LUNN

It's 1 in the morning over there.

SHELBY

We got 83 days to grid time. Plus this sucker's gotta be in trials for Sebring in two weeks...You think right now Enzo's gotta call his mommy he wants to get under a hood? Hell no. He's out dialin' that 275P to kick your sorry asses.

(grabs a spanner)

Can I pick up this spanner? Or do I need a requisition first?

WYER

You may not like it, but this is how things are done at Ford.

Shelby glances at Remington.

REMINGTON

Ate a rat to save these guys.

Shelby rounds on Wyer.

SHELBY

Not any more. Crate this thing. Crate all of this for shipment.

ROY LUNN

Shipment? Where?

SHELBY

Someplace where I do like how things are done.

CUT TO:

EXT. MILES' STREET. NIGHT.

Ken parks the family wood sided station wagon after a long late shift and gets out, weary. Across the street -- Shelby sits in shades, on his Cobra, flashes his lights.

Miles looks back at the glow coming from his house.

MILES

Back already? That must have gone well. Shel, whatever it is-

SHELBY

30 minutes.

MILES

I'm beat. I want to take a shower.

SHELBY

You want to see this. Trust me. I know you will. 30 minutes I'll have you back for meatloaf and gravy.

Miles looks at the house. Sighs. Hops into the bucket.

MILES

30 minutes.

SHELBY

One hour tops.

INT. MILES HOUSE -- PETER'S BEDROOM. SAME.

Peter reads Jules Verne aloud to Mollie who sits on his bed. She hears a sound and leans back to look through his curtains and watches as --

Shelby fires up his roadster, her husband inside, peels out.

CUT TO:

EXT/INT. LAX AIRPORT. NIGHT

The Cobra pulls up in the shipping receiver's space with other automotive cargo. There just off the back of a twin deck car transporter is grey lump. Shelby pulls back the tarpaulin to reveal - the prototype GT 40.

SHELBY

Fresh off the plane from England. She's a little on the rare side of cooked, but there she is.

Ken looks at it. The Ford badge. An airplane screams down the runway, rises into the air:

SHELBY (CONT'D) (cont'd)

American 212 to Tokyo. Last flight out. Runway's closed...to air traffic, that is.

They both look at the open runway, beckoning.

SHELBY (CONT'D) (cont'd)

All I want's your cold, professional opinion. Then I'll thank you, drive you home.

He throws him the keys. MILES pauses for a moment.

MILES

My opinion. That's all.

SHELBY

That's all.

Shelby reaches in and starts it. The GROWL is beautiful and big. Miles smiles.

CUT TO:

Shelby watches him burn away. A dark streak burns across the moonlit surface of the field.

Miles pushes the car. Hard. Harder. The back end shifts around. Roar of the big engine thumping in our ears.

Miles tries a basic maneuver. Scowls. Like he's eating something horrible. Shoves her into a turn, gets squirrely. Miles corrects. Misses a gear change. Corrects again.

INT. HANGAR LAX AIRPORT. NIGHT. LATER.

Ken brings the car back into Shelby. He gets out. Adrenaline coursing through his body. In the bg., we can see what will become Shelby's new and dazzling garage, being set up.

SHELBY

Well?

MILES

It's awful.

SHELBY

It's worse than awful.

MILES

Doesn't track. 3rd gear's too high, torque isn't reaching the pavement. Steering feels loose cause the front end gets light. Above 140 it thinks it's-

BOTH

..An airplane..

MILES

..Wants to lift off fly to Hawaii.

SHELBY

Anything else?

Shelby can't help noticing that the engine is still running. MILES stares straight at the open runway. ENGINE THROBBING.

MILES

Let me just...wait here.

Throws it into first. Floors it. Shelby watches. He smiles.

INT. THE MILES FAMILY STATION WAGON. DAY

Mollie drives. Farmers' market shopping on the backseat. Ken has a brown bag on his lap, eating chips like a teenager.

MILES

You want some of these?

MOLLIE

No. I'm fine.

Ken looks out of the window and yawns.

MOLLIE (cont'd)

So.. Back late last night.

MILES

Working late.

MOLLIE

Work?

MILES

Uh huh.

Mollie stares ahead. Not happy.

MOLLIE

Didn't..go anyplace?

MILES

What?

MOLLIE

I'm asking did you go anyplace? Last night.

MILES

Mollie.

MOLLIE

Simple question.

MILES

And I answered it.

MOLLIE

And the answer is?

MILES
I didn't go anyplace.

Silence. Mollie is a stone.

MILES (CONT'D) (cont'd)
Honey, is something up?

Mollie puts her foot on the gas. The car speeds up.

MILES (CONT'D) (cont'd)
No -- Uh. You going too fast, Moll.

MOLLIE
Am I?

MILES
Yes. Slow up. 'The hell is this?

MOLLIE
You tell me. See I don't know.

Mollie swerves into oncoming traffic to overtake then back.

MILES
Look out! Whoa!! Are you nuts?

MOLLIE
Maybe. Are you?

MILES
Baby for God sake slow down.

MOLLIE
Why? Thought we love this shit.

MILES
What?

MOLLIE
Just having a little racing fun.

MILES
What?? This isn't the same thing!!?
The truck, the truck! Jesus.

MOLLIE
I think it's thrilling.

MILES
Too close! Honey please-

MOLLIE

I saw you! OK? I saw you leaving with Shelby and I saw you coming back.

MILES

OK. Shit. OK.

MOLLIE

All day you've got that goofy look on your face.

MILES

Goofy? Me? Shit would you slow down.

MOLLIE

Only if you tell me what's going on-

MILES

-I went to take a look at a car.

MOLLIE

With Shelby?

MILES

Yes with Shelby.

MOLLIE

A race car?

Mollie stamps on the gas. Wangs the steering wheel around.

MILES

Maybe.

MOLLIE

Corner coming, hang on.

Shopping goes flying. Miles hangs on for dear life. The station wagon careens onto the highway around an onramp.

MILES

Mother of God did you lift off at all through that?

MOLLIE

Me I like a clean racing line.

MILES

OK. Shel offered me a job! Ford's got a car they want to put up against Ferrari in the GT class.

MOLLIE

You told me you quit!

MILES

I haven't said yes!

MOLLIE

You told me you were done! Fat and old
you said! Fat and old. You told me
that.

Mollie starts to slow. She brakes and pulls over to the side
of the PCH. Looks out at the ocean waves crashing below.

Her knuckles still white on the steering wheel staring ahead.

MILES

Baby. I don't understand. Are you
upset because I said I was done or
because I looked at a race car?

Mollie fights the emotions boiling inside her. Then-

MOLLIE

Don't lie to me, Ken! Don't lie about
what you feel or what you want because
you think the lie will make me happy!

MILES

Baby. I don't even know what I feel.

MOLLIE

And if you do this, make sure it's
worth it. Worth the worry. Worth the
fear. Worth it all.

Ken looks her in the eyes. He looks totally open. Calm.

MILES

It is.

Mollie looks like something in her breaks. Shit.

MOLLIE

He better be paying you. Not like last
time. 'Cause I can't work any more
hours and look after Petey. The IRS
has the keys to our garage--

MILES

It's \$200 a day plus expenses.

Mollie looks up. Stops crying.

MOLLIE

Shit. Really? That--

MILES

I know.

Silence. Off her stare--

MILES (cont'd)

I haven't decided.

MOLLIE

\$200 a day? Are you nuts?

Miles starts laughing. Mollie laughs through her tears. A mess of conflicting emotions. They embrace. The waves crash.

MILES

We're gonna be OK.

MOLLIE

I hate you.

MILES

I hate you too baby.

They kiss.

INT. WILLOW SPRINGS RACEWAY, ROSAMOND, CA . DAY

Baking desert sun. A desert turtle plods into the brush as V8 thunder crackles past, rubber tire grind scattering.

INT. COCKPIT, FORD GT-40 PROTOTYPE. DAY

MILES throws the machine around the 450ft half circle of turn 2 implacably. Accelerating hard out of the turn: he scowls.

The prototype is filled with computer equipment in his way.

MILES

This is ridiculous.

EXT. WILLOW SPRINGS. DAY

BLACK BOILER SUITED FORD AERONUTRONICS TECHNICIANS load space age looking computer and sensor equipment into the car.

Shelby and the core of the Shelby American team are waiting: mechanics Phil Remington, John Ohlsen, and Charlie Agapiou and New Pit Team Leader Carroll Smith.

MILES

Grabbing air is the problem. Above 90 air's coming in but isn't getting out. It's the nose. I can feel it in the wheel.

AERONUTRONICS CHIEF ENGINEER
Through the steering wheel...?

MILES
That's the big round thing on the
right side of the dashboard.

AERONUTRONICS CHIEF ENGINEER
Mr. Miles if there's a problem the
computer will find it. This is the
same setup we tested the A-3 rocket to
Mach 6. Detroit will analyze the data.

MILES
Charlie? Get some scotch tape and a
ball of wool.

CUT TO:

LATER.

The technicians watch as Shelby mechanics finish scotch
taping 6 inch lengths of wool yarn all over the hood.

MILES (CONT'D)
(The tech equipment)
Good. Now get all this junk out.

They start removing it.

AERONUTRONICS CHIEF ENGINEER
What are they doing?

EXT. HOT PIT LANE. WILLOW SPRINGS. DAY

They watch as Miles tears through turns. As the car roars
past wide open, Shelby narrows his eyes. Remington excitedly
makes a shape with his hands.

REMINGTON
There! Airflow's getting stuck-

AERONUTRONICS CHIEF ENGINEER
I see it. Yarn blows straight up..the
front's lifting. Damn..he's right.

Remington and Shelby smile watching -- Miles on the track.
His movements precise, the effect on the car large.

REMINGTON
Shit. He might be better than you.

SAME -- MILES PULLS IN, HARD.

MILES
Car wants to go faster. I feel it.

REMINGTON

Any lighter we're getting fragile. We took 70 pounds out in the last week. She's outputting max horsepower from this displacement.

MILES

So put in a bigger engine.

REMINGTON

I'm tellin' you, we don't have the capacity.

MILES

What about the side-oiler Ford has Kar Kraft modify for NASCAR?

REMINGTON

The 427, 7 liter? That thing is huge. Where you gonna put it? On the roof?

SHELBY

(looks at Miles)

It is powerful.

MILES

Very.

SHELBY

Ford's already racing it in Nascar. You own a neck-tie, Phil?

INT. IACOCCA'S OFFICE. NIGHT.

Lee Iacocca is fast asleep on the couch when the telephone rings. Blearily he answers it.

INT. SHELBY AMERICAN LAX. SHELBY'S OFFICE. DAY.

Shelby feet on his desk, pours himself a scotch. Beyond the office windows, the glory of Shelby American in its prime, a full staff, cleaning GT-40's on lifts, engines getting assembled and tweaked.

SHELBY

Wake up Lee! It's your Partner.

IACOCCA

What the hell time is it?

SHELBY

It's any time of day or night. Now listen up. I need a favor..

INT. FORD ROMEO TEST TRACK. MICHIGAN. DAY

Frey walks Shelby, Remington and Miles, all in suits and wearing ear protection, through a state of the art testing facility. They move toward a shed filled with all types of gear. Gus Scussel, the head of Engine Development, stands over a huge V-8 connected by hoses and cables to a "dynamometer".

AJ "GUS" SCUSSEL

Managed to make it 52 lbs. lighter than the NASCAR unit. All new aluminum cylinder heads, vibration dampers and water pump. Smaller valves, Intake - 2.06 in and exhaust 1.625.

MECHANIC

We call it "The Beast".

REMINGTON

It's big. I mean it's..like.. Wow! But it's too damned big. It won't fit.

ROY LUNN (O.S.)

It certainly wasn't easy.

The engine shuts off and everyone turns to see ROY LUNN.

ROY LUNN (CONT'D) (cont'd)

Good Morning, Gentlemen. Mr. Shelby..

SHELBY

You look well Roy.

ROY LUNN

I shouldn't. I've been up for seventy hours. The FAV team received a call from Mr. Iacocca at 3am Tuesday. We've been working round the clock. It's all been rather exciting..

MILES

(for Remington)

So you already put this in a GT-40?

ROY LUNN

I'm rather afraid we have..

EXT. FORD ROMEO TEST TRACK. LATER.

An unpainted GT40 low and mean on hot tarmac. Miles, Remington, Shelby, Lunn and a TEST DRIVER (BURT) behold it.

ROY LUNN

...Heavier of course. Problems with the handling. Especially the stopping. I can show you data.

MILES

I borrow your helmet?

Burt (Test Driver) looks confused. Passes it to Miles.

LUNN

Perhaps we ought to get the OK from higher up before you-

Miles gets in. Fires it up. Points to the engine. His ear.

MILES

Didn't catch that. What did you say-

LUNN

I SAID PERHAPS WE OUGHT TO-

MILES smiles, burns off in the GT-40. Climbing through the gears. The sound, the power, is awesome. Shelby smiles.

IACOCCA (O.S.)

Ain't Detroit beautiful?

Shelby turns to see Lee Iacocca beaming.

SHELBY

I gotta hand it to ya Lee. You came through.

IACOCCA

You sound surprised. What you think we been doing for 70 years but putting engines in cars and makin' 'em go.

Iacocca gestures or Shelby to follow him.

CUT TO:

Miles powers the circuit. Feeling the car around him. The force in the engine. The torque threatening to rip the tires from the pavement. Steering with power on the banked curve.

EXT. FORD ROMEO TEST TRACK. OBSERVATION AREA. DAY

Iacocca walks Shelby onto a rise that overlooks the track. A couple Ford engineers are busy in a small shed with monitoring equipment. Beebe is there already, watching.

BEEBE

Mr. Shelby. Welcome to Dearborn.

SHELBY

Leo what are you doing at a test track? You're gonna get Castrol on that nice suit of yours.

Beebe laughs they shake hands and he motions for them to sit.

BEEBE

Thought I'd drop by to hear your thoughts on a few planning decisions. Personnel for Le Mans.

SHELBY

Hell of a line up. Ken Miles. Phil Hill. Chris Amon. Bruce McLaren.

IACOCCA

Hill's a lock. Amon. McLaren too.

BEEBE

We're less sure about Miles.

BACK TO:

As GT40 turns into the long southern straight Miles tests the reserves in this beast. At 5000rpm the car just soars like a rocket ship. He smiles.

BACK TO:

Iacocca doodles on a Ford jotter.

IACOCCA

We like Richie Ginter, Masten Gregory...Bob Bondurant?

SHELBY

You want the best driver for the car. Understands the machine. That's Miles.

BEEBE

I may not get the finer points of racing Mr. Shelby but I know people. Miles is a beatnik. He dresses like one. Ford means reliability. Ken Miles is not a Ford man.

BACK TO:

Rubber warm, Miles lets it rip. He drops a cog and floors it.

BURT (TEST DRIVER)

Holy shit.

The needle on the SPEEDO: hovers 180mph... 190... 200... 205.

BACK TO:

SHELBY

Beatnik? That man landed a bust tank on the beach at D-Day, drove it clean across Europe to Berlin. Is that a beatnik?

BEEBE

Shelby, I have the full backing of--

SHELBY

Long time ago, Lee here asked me what's the one thing money can't buy. And the real answer is a pure racer behind the wheel. That's Ken Miles.

BEEBE

Be that as it may, we think he may be too pure.

SHELBY

Uh Huh. Too pure. Now explain what the fuck that means.

BEEBE

It means he's all about himself.

BACK TO:

Miles brakes hard into corner 6. The car getting out of shape as he slides it through the bend and powers out of the apex. The huge V8 exploding behind his head like a controlled bomb.

He can't help but smile as he's thumped back into the seat.

REMINGTON

What's the lap record here?

BURT (TEST DRIVER)

1.58.

REMINGTON

(holds up stopwatch)

1.50 Dead.

ROY LUNN

He's clocking way over 200MPH.

BACK TO:

BEEBE

ABC puts a microphone under his nose. Perhaps there's a detail he dislikes. Millions watching. Do you trust him not to send the wrong message to millions of potential Ford buyers?

SHELBY

Well, OK, Sure. You can put a Mr. Clean cut all American poster boy in that car, Mr. Beebe. Teach him what to say. Shit, you can put Doris Day in there if all you wanna do is lose.

BACK TO:

Miles in the cockpit absorbing g-force through a turn as he hammers another straight. The SPEEDO: hovering around 207. He passes the pit. Voooom. They're hit by the pressure wave.

REMINGTON

Gentlemen. That is a race car.

BACK TO:

BEEBE

You're saying you can't agree with us on this issue?

SHELBY

I'm saying you're gonna have to trust me on this one.

BEEBE

I'm afraid, with marketing concerns, that's not possible. Put a Ford type driver in a Ford car, Mr. Shelby. That's the Ford way.

Shelby looks at Iacocca, who looks at the floor. Back at Beebe, who holds his gaze..

SHELBY

In that case, Gentlemen you don't need a race team. You need an ad agency.

IACOCCA

Shelby...

SHELBY

Boys. You tell me I gotta perform a miracle. You give me only a couple months to do it.

BEBEE

And bushels of cash...

IACOCCA

Shelby, stop...

SHELBY

And I say "okay". You tell me I gotta work through your committees and play nice with all your suits and your Poindexters. And I say "okay".

BEEBE

We built you your own God damned laboratory, Shelby!

SHELBY

And now, it's quarter to midnight and we just might be on the verge of somethin', and now you tell me--

BEEBE

What an ungrateful--

SHELBY

-- Now, you tell me I can't have the best man in the world behind the wheel, who knows the thing better than anyone, because he might step on someone's toes while he drives your unholy beast to victory.

BEEBE

Yes. That's what I'm telling you.

SHELBY

We're done here. I quit.

CUT TO:

Shelby walks away off the rise. Iacocca pursues.

IACOCCA

Shelby'.. Shelby. Wait up.
(He catches up.)

C'mon Shelby'. Don't lose the big picture. Today's a great day. We're in with a shot here.

SHELBY

You got ten thousand parts, Lee, all moving in harmony. You don't need me.

Iacocca gets in front of Shelby, slowing him down.

IACOCCA

Hey. You think Beebe gives a shit about Le Mans? He just won his Le Mans. By getting rid of you.

SHELBY

Know what? I think you're scared for your job, Lee.

IACOCCA

Sure I am. And I think you are too. Who is Carroll Shelby in five years time? In Ten. Twenty. What is that name gonna mean to people? Life has given you two golden opportunities. Driving Le Mans in '59 and running this race team. No-one gets three.

Shelby looks at Iacocca.

IACOCCA (CONT'D) (cont'd)

Right now, you got to think of one thing and one thing only. Shelby *American*.

CUT TO:

Miles stops the car and pops the door. He gets out. Looks at the car. Taking its quality in.

MILES

(pulls off helmet)

I can't say how long it can keep that up...but if it can...

Miles whistles. They all laugh.

CUT TO:

INT. SHELBY AMERICAN WORKSHOP. LAX. DAY.

The mechanics stop what they're doing and turn to the radio on the bench. Everyone except Miles and Remington: Miles pokes around the shop gathering wood doorstops, oblivious. Remington puzzles on the car with a tape rule, re-measuring the height -- 38 inches.

The radio announcers chronicle "another amazing win by team Ferrari and its illustrious drivers Bandini and Scarfiotti".

Miles returns with three wedges and slides himself under the car, banging them in with a mallet.

Miles looks to Remington who re-measures the height.

MILES

Forty inches?

REMINGTON

Yeah. But now your carriage is too high again. Y'gonna have drag down there.

MILES

(wiping hands)

For one lap. To pass inspection. The wedges will fall out and we'll drop back down to 38.

Shelby walks by. A fistful of paper work.

CHARLIE

I think the title's in the bag for Ferrari, boss.

SHELBY

(his mind elsewhere)

...Yeah.

(a thought, turns)

You got a passport kid?

CHARLIE

Say what?

SHELBY

Sign this. Get a passport. You got till Friday. You too Phil..

He walks off. Charlie is stunned.

CHARLIE

I'm going! I'm going to France..

Ken Miles looks over from underneath the GT40 just feet away.

SHELBY

Ken. Can I get a word?

INT. SHELBY'S OFFICE. DAY

Shelby sits down. Miles enters and grabs Shelby's doorstep.

MILES

Can I take this?

SHELBY

Take a seat Ken..

MILES

You know why Ford named it the GT-40? Why they put the 40 on there?

SHELBY

No Ken.

MILES

Regulations. GT's gotta be 40 inches high to make the ground clearance requirements. No more, no less. They measure it before every race.

SHELBY

Uh huh.

MILES

Problem is, at that height, we got too much drag under the car. So we fixed that but now the car is only 38 inches high. Anyway, we got a solution. 'Gonna use wedges to lift the suspension two inches for the--

SHELBY

You're not coming, Ken.

(Miles looks at Shelby)

We're taking McLaren. Chris Amon. Phil Hill. Bob Bondurant.

(Miles doesn't answer.)

It's Ford's call.

(Miles stares. Unreadable.)

It's their opinion that you're not a good image, so you cannot drive their race car. Putting aside the fact that you made that car whatever the hell it is, and that you're the best man I got behind the wheel--

MILES

(stands)

I'm going to re-route the oil line. If there's spillage it could end up dripping onto the rear near side disc.

SHELBY

Ken--

MILES

(stops in the door)

Tell the boys watch their pace come sunrise. The gearbox will overheat.

EXT. LAX. DAWN.

A plane takes off in the sky. The sun low, KEN MILES runs the perimeter of the airport.

INT. SHELBY AMERICAN. MORNING.

He arrives at an almost deserted Shelby AMERICAN workshop. An old janitor is sweeping up. Miles towels off..grabs overalls.

JANITOR

Race is starting soon. Want it on the radio?

MILES

Not unless you do.

The old man sweeps away. Miles puts on his overalls.

He ignites a reinforced fluo safety lamp casting ghostly shadows around the dawn gloom of the garage.

Miles slides under the jack-standed car he's working.

INT. SHELBY AMERICAN. LATER THAT DAY.

Working beneath the car, Miles sees the Janitor leaving.

As the door shuts. Miles looks at the clock, gets up...walks over to the radio.

ABC'S JIM MCKAY

...McLaren and Amon run to their Ford GT40s. Surtees runs to his Ferrari. And the race is off! They're off a truly magnificent sight.

Ken walks to an electric teapot and makes some tea.

RADIO

And the leaders appear. It's the Fords: Chris Amon in front nose to tail with McLaren in the second Shelby prepared GT40, Surtees chasing close behind. The crowd roar, a race is truly on.

Miles works on an engine. Listening to the race.

CUT TO:

INT. SHELBY AMERICAN. LATER. NIGHT.

Night falls on the vast hangar. Headlights from the cars passing in the street outside the window cast giant car shadows across the workshop wall. Behemothic monsters chasing one another in light and dark.

RADIO

*Ford number 1. New lap record 3
minutes 42 seconds. Top speed 198mph.
Ford lead by 38 seconds.*

Miles kneels, listening, watching the shadows. Sipping his cold coffee... Preps a welder...

RADIO (cont'd)

McLaren in the Ford GT 40 pits, 50 seconds ahead of Ferrari.

MILES takes the welder under the Cobra. On the radio, ABC interviews Phil Hill:

JIM MCKAY (RADIO)

What do you think Phil?

PHIL HILL (RADIO)

Well. This race is at quite a pace.

Miles works away. Welding. Sparks flying.

MILES

Racing too hot.

CUT TO:

LATER. NIGHT. Miles eats a baloney sandwich. Stops chewing and cocks an ear to the commentary and engine whine.

RADIO

And the Number 7 Ford driven by Bondurant seems to be losing power.

Ken's shoulders drop. Hurts. For him. For them. For it all.

RADIO (cont'd)

Yes it seems Number 7 is out of the race with mechanical problems.

MILES

Head gasket. Car's not a moon rocket-

A plane flies right above the building coming into land. Throwing shadows of the cobras up onto the workshop walls.

CUT TO:

LATER. NIGHT. Miles revs an engine. Testing it listening. Then over the engine noise he drops the revs to hear.

RADIO

McLaren is flat out chasing the Ferrari. He's tearing through the
(MORE)

RADIO (cont'd)
esses. He's taken the lead for Ford.
Ford is in the lead.

Glances at his watch.

MILES
...too soon. Surely too soon.

CUT TO:

LATER. NIGHT. Miles works an angle grinder, sparks flying. He stops, listening.

RADIO (CONT'D)
*Smoke is pouring from McLaren's GT40,
he's slowing. Yes. He's out. Surtees
takes the lead for Ferrari!*

MILES
Gearbox. I told them--

SUDDENLY --- He looks up.

MILES (cont'd)
Who's there?

Someone steps forward. It's Mollie. She carries a hamper.

MOLLIE
What's that you're listening to..

He looks at the radio.

MILES
Some race. Over in France.

MOLLIE
Exciting?

MILES
I wasn't really paying that much
attention...

RADIO
And it looks like the GT40 of McL-

She retunes. Nina Simone. Mood Indigo. Pulls out a chair. He sits. Miles watches her closely as she opens the hamper, and removes a bottle and two crystal glasses.

MOLLIE
I'm afraid this isn't actually
Champagne. But it's got bubbles.

She pops the cork. Pours. Raises her glass.

MOLLIE (CONT'D) (cont'd)
What are we drinking to?

MILES
To Nina Simone.

MOLLIE
To Nina.

Drink. He offers his arm. She takes it. He leads her to the middle of the facility. And there, among the parts, tires and wings: they dance together.

MILES
You do know it's 6 o'clock in the morning.

MOLLIE
It's tea-time in France.

They dance.

CUT TO:

INT. HENRY FORD II'S CORNER OFFICE, THE GLASSHOUSE. DAY

Sport Illustrated on his desk: "Murder Italian Style - Ford humiliated by Ferrari". To the side, ever-present Leo Beebe. In front, Iacocca. Ford drops a newspaper. "Ford Destroyed." "Ford Hammered At Le Mans". "Ford. Humiliation at Le Mans."

IACOCCA
We made mistakes.
(He stops)
Mr Ford. There's a difference between Ford and Ferrari. Between our methods.

HENRY FORD II
Apart from the fact he came in 1, 2, 3 and we failed to cross the finish?
Apart from the fact we're the biggest firm in the world and I could lose his tin-pot operation down the back of my couch?

INT. DEUCE'S OFFICE LOBBY. DAY

Shelby sits, listening the Deuce's voice through the door, as he flicks through a newspaper: "Ford Craps Out. Ferrari In Front." He takes out his pills, pops a couple, watching as--

A YOUNG EMPLOYEE pushes a mail cart. He hands a manila envelope to the Deuce's second assistant, who opens it and

walks the enclosed red folder to the Deuce's Secretary. She looks at Shelby as he pops a couple more pills.

BACK INSIDE

BEEBE

Are you insane? The guy's a snake-oil salesman. A Stetson. Yesterday man. A good driver who's washed up.

IACOCCA

Shelby is a winner. He knows how.

BEEBE

What you're saying, what I'm hearing, is that in light of this debacle, you're prepared to stake your reputation on this guy.

Neither blinks. Ford watches.

IACOCCA

Yes I am.

INT. DEUCE'S OFFICE LOBBY. DAY

Mr. Ford's secretary puts down the phone and walks toward Shelby. He watches her closely.

SECRETARY

Mr. Ford will see you now.

SHELBY ENTERS THE OFFICE.

Before she leaves, the secretary puts the red folder on Ford's desk, but not before Beebe peeks at it. Shelby watches her close the door.

SHELBY

Mr. Ford. Gentlemen.

HENRY FORD II

Shelby. Give me one reason why I don't fire everyone associated with this abomination, starting with you.

Iacocca shifts uncomfortably. Shelby holds Ford's gaze.

SHELBY

Well, Sir. I've been thinking of that very question as I sat out in your lovely waiting room. And while I was sitting there, I watched that little red folder right there go through five

(MORE)

SHELBY (cont'd)

pairs of hands before it got to your mitts. And that's not including the twenty two Ford employees who must've poked at it before it got to the 19th floor. With all due respect, sir, you can't win a race by committee. It's like trying to run with a load in your pants. You need one man in charge.

Iacocca looks at Shelby in total incredulity.

SHELBY (cont'd)

The good news is, you ask me, even with the extra weight in the trunk, we still managed to put ol' Ferrari right where we want him.

FORD

Did we.

SHELBY

Oh yes.

FORD

Expand.

SHELBY

Well. Sure we haven't worked out how corner. Or stay cool. Or stay on the ground. And a lot of stuff broke. In fact the only thing that didn't break is the brakes. Right now we don't even know if the paint lasts 24 hours. But our last lap clocked 218mph down the Mulsanne straight. Now in all his years of racing, Enzo ain't seen nothing move that fast. And now, he knows we're faster than him. Even with the wrong driver. And the committees. That's what he's sitting in Modena thinking about, right now. He's worried this year you might actually be smart enough to give me the control I need to win.

(looks at them all)

So yes. I'd say you got Ferrari exactly where you want him. You're welcome.

Iacocca's jaw drops. Beebe stares, horrified at Shelby's insolence. Ford eyeballs Shelby for a good seven seconds. He stands. Looks out the window. A crease of a smile.

FORD

See that little building down there?
In WW2 three out of five US bombers
rolled off that line. You think
Roosevelt beat Hitler? Think again.
This isn't the first time Ford Motor's
gone to war in Europe. We know how to
do more than push paper. And--
(points to himself)
--there is one man running this
company. And you report to him.
(He turns)
Go ahead, Shelby. Go to war.

SHELBY

Thank you, Mr Ford.

Iacocca and Shelby leave. Beebe is panicked.

BEEBE

Mr. Ford, you know I never criticize
your decisions. But Shelby's a
liability. Do you sincerely believe we
can trust him to run an entire-

FORD

Of course I don't. I don't trust him
an inch. And I never told him he would
be running anything. Shelby's our
wildcard. But he's not our only card.
(Beebe turns to go)
I'm giving him slack on the leash,
Leo. For now. Come Spring, I'll put
you in charge. You can make sure we do
things The Ford Way.

CUT TO:

INT. FORD OFFICES. CORRIDOR TO ELEVATORS. DAY.

Iacocca and Shelby walk out.

IACOCCA

I gotta hand it to you Shelby. You've
got some balls.

He smiles at Iacocca. He refers back to Ford's office.

SHELBY

Not even my wife got to screw me the
same way twice, Lee. I'll be in touch.

The lift doors close and he disappears.

EXT. MILES' HOUSE. HOLLYWOOD. DAY

Miles in running clothes. A bit sweaty. He's carrying a grocery bag (stopped on the way back). A dog yaps at him. Outside his house, in the street, is a blue Cobra. Sitting on the hood, smoking, in shades and a cowboy hat: Shelby.

SHELBY

You were right. It was the gearbox. We ran too hot. Three out of four broke. Rod blew on the other.

INSIDE --

Mollie is folding laundry. Voices out in the street. The window open. She looks out.

OUTSIDE --

SHELBY (CONT'D) (cont'd)

We're goin back.

Miles doesn't react.

SHELBY (CONT'D) (cont'd)

They said I got "*carte blanche*". I looked up and it's French for "horse shit". They'll squeeze our nuts even harder soon as they work out how.

MILES

The ice cream's melting.

Shelby shakes his head, he's uptight.

SHELBY

You want me to apologize? You want me to beg?

MILES

I don't know, try it out let's see how it feels.

Angry. Walks back and forth.

SHELBY

OK. I'm sorry. Sincerely.

(Imploring voice)

"I neeeeed you". Happy now?

(Again)

"I can't do this without yooouuu."

(Furious)

Do you know the shit I have had to eat just to get four wheels on that grid?

(MORE)

SHELBY (cont'd)

No. YOU DON'T, because you don't to deal with any of that "crap". Now, we don't have time for this. You wanna go in get a shower. We got work to do. That race car ain't gonna fix itself.

Miles looks at him. He puts the groceries down.

AND PUNCHES SHELBY IN THE MOUTH.

Shelby staggers back.

SHELBY (CONT'D) (cont'd)

Whoa.. OK. OK.

Shelby laughs, half shocked, half impressed. Wipes the blood from his lip. Shakes his head like he's going to laugh this off. BUT THEN HIS RED BLOOD BOILS --- And he charges full pelt at Miles. Picking him up and bum-rushing him backwards into the trash cans. He both fall on the ground.

FROM THE WINDOW

Mollie looks out of the window. She doesn't react, but gives a small sigh--

DOWN ON THE LAWN

A fight ensues. Both men punching, grappling, choke-holding, chin-locking, clawing, the whole nine. All over the front lawn, on the sidewalk, round the Cobra. Everywhere.

FROM THE HOUSE

Mollie appears with a deck chair and a magazine. She sets it up, sits, lights a cigarette.

Miles picks up the groceries bag and starts throwing cans at Shelby. He defends himself with the lid of a trash can. He hits Shelby with the bag. Ice cream goes everywhere.

Mollie glances up from her magazine. An old man walks past with his dog.

MOLLIE

Morning, Mr. Henderson.

It goes on and on until both men lie exhausted side by side on the lawn, fighting for breath..

Birdsong. Sprinklers.

MILES

(Panting)
Mollie, honey?

MOLLIE

Yes dear?

MILES

Can I get a soda?

MOLLIE

You want one too Shelby?

SHELBY

Yes please Mollie.

MILES

Uh-uh. Not for him. Just for me
please. He can get his own.

She goes inside. They lie there panting.

MILES (CONT'D) (cont'd)

How long is that now?

SHELBY

Must be three, four years.

MILES

Out at Riverside.

SHELBY

The SCCA Divisional. You broke my
finger.

MILES

I checked that oil pressure. Twice.

SHELBY

Bullshit.

They try to regain their breath.

MILES

That thing you do. That nippy under
the arm thing.

SHELBY

"The Llama bite."

MILES

Where'd you pick that up? The girl
scouts?

SHELBY
Oh. You wanna go again?

MILES
No.

SHELBY
Thank Christ for that.

Mollie hands them both a soda.

SHELBY (CONT'D) (cont'd)
Thanks Mollie.

MOLLIE
My pleasure.

Miles looks at her disapprovingly but lets it pass.

MOLLIE (CONT'D) (cont'd)
Honey I'm going to the store for
groceries. You want me to get anything
special?

MILES
(starts picking things up)
Uh. Let's see. Ice cream. Ice cream
would be good.

MOLLIE
(moving off)
See you later!

Shelby pops his soda and takes out his pills.

MILES
You still taking those things?

SHELBY
Only because they're so delicious.

Shelby puts the pills in his mouth. They clink cans.

SHELBY (cont'd)
Go to hell.

MILES
Go to hell.

ON MOLLIE -- heading off, looks back at them with concern.

CUT TO:

SHELBY AND MILES SIT ON THE PORCH, DRINKING THE SODAS.

SHELBY (CONT'D)

'Must be quite a burden walking around with all that integrity, Ken. Must make your legs tired.

Miles looks at Shelby.

SHELBY (cont'd)

We're gonna have to cut some of that weight we want this car to go anywhere this year. Nothing's stopping you, Bulldog. Except you.

MILES

Really. How so?

SHELBY

Last month in France, I stood by the starting line at dawn, mist coming off the pavement. I could smell the pines and hear the swifts flying over, and I had one thought. That I'd give everything, anything to be climbing in a car that day. I can't. But you can. You just gotta bend a little bit.

MILES

Ford don't get it. They never will.

SHELBY

They don't have to get it. Ford cares about one thing. Selling cars. Right now they need us. And we need them. You know anyone else got eight million bucks?

MILES

What is it about you and bullshit Shelby. Is it the aroma? Or the actual taste. I mean, which is it.

SHELBY

A delicious combination of the two.

MILES

If Ford could sell one more unit by screwing us over....

SHELBY

They'd do it. And they'd be right to. Does Henry Ford owe you a race car Ken? I don't think so.

Miles looks at the ground.

SHELBY (CONT'D) (cont'd)
How long have we known each other. In all that time have I ever broken a promise to you?

Miles thinks.

SHELBY (cont'd)
I will put you in a driving seat on the start grid at Le Mans next year, even if it kills me. Just please try not to be an asshole.

MILES
Shelby-

Shelby fixes Miles' eye. He's serious.

SHELBY
Tell me one other thing you've thought about in the past six weeks.

MILES
I've thought about kicking your ass-

SHELBY
-Apart from that.

Miles looks at him. He stands.

MILES
Get Remington to make up the ring and pinion gears with an offset angle in the shims. Lower the friction caused by vibration. That'll fix the gearbox.

Miles goes inside and shuts the door. Shelby sighs. Looks at his watch. Starts limping to his car when he sees Mollie approaching with the groceries.

MOLLIE
Don't break his heart again.

SHELBY
What? I.. Mollie, he's not the easiest guy to--

MOLLIE
He wanted a shot. To see what he could do. You stole that from him. You should understand what that feels like better than anyone.

Mollie walks off, leaving Shelby there, keys in hand.

CUT TO:

EXT. LAX TEST TRACK. DAY

Ken Miles laps the GT 40 around the infield road course, threading the car through hairpins. He pulls into the pits.

MILES

There's still lag when I hit the gas.
Get rid of the vacuum secondaries. Try
a basic cam and rod opening.

REMINGTON

Charlie. Get a Holley carb we're gonna
rebuild the throttle assembly.

The mechanics in the pit work as a unit.

MILES

Three weeks to Daytona...still feels
like a bag of squirrels.

SHELBY

Drivetrain's solid. Brake heat. That's
a whole different ball game.

MILES

We'll get it.

EXT. LAX TEST TRACK - MIDDLE OF THE TRACK. MORNING.

Peter and Miles walk the track in early morning making long shadows. Miles stops. Rubs his shoe along a rough patch of surface near a fracture in the asphalt at the head of a bend.

PETER

What are you doing?

MILES

See this crack. That's my marker for
turn 8.

PETER

To slow down?

MILES

Downshift. Touch of brakes.

PETER

But you'll be going a hundred and
fifty miles an hour.

PETER (cont'd)

Yup.

PETER (cont'd)

So how do you see it?

MILES

You're moving fast. But as the car speeds up everything else slows down. You see everything.

Miles hunkers down at looks across the surface of the tarmac. Peter watches his father.

PETER

Do you set other markers?

MILES

Indeed I do. A lot of them.

PETER

Cause you can't just push the car the whole way?

MILES

That's right. You have to be kind to the car. You feel the poor thing groaning underneath you. If you're going to push a piece of machinery to the limit, and expect it to hold together, you've got to have some kind of a sense of where that limit is. It isn't something that shows on the tachometer or the oil pressure gauge or anything else.

Peter gets down on the tarmac his Dad. They are both looking across the surface.

MILES (CONT'D) (cont'd)

See that. Out there.

PETER

See what?

Peter squints looking in the morning light.

MILES (CONT'D)

Look real hard. Get your eyes sharp. Close them. Then open them. Out there, Peter is the perfect lap. No mistakes. Every gear change, every corner. Perfect.

Peter is very still.

MILES (cont'd)
You see it?

PETER
I think so..

MILES
Most people can't. Most people don't
even know it's there. But it is. It's
there.

Peter looks up at his dad.

MILES (cont'd)
You want an ice cream?

They run alongside each other, pretending to be driving.
Laughing, as the sun rises.

CUT TO:

EXT. LAX. NIGHT.

Under a starlit sky MILES laps at speed around the track.

MILES's concentration is total... Accelerating out of the
turn into fourth, now, he sets himself up to brake again for
the turn in at the opposite end of the oval.

Shelby stands near the crew, Mollie and Peter nearby beneath
the tower. They all watch Miles. Shelby turns when he hears a
rapping sound.

Inside the hangar office, Charlie waves a phone receiver at
Shelby through the window. *Someone's calling.*

INT. OFFICE. LAX. NIGHT.

Shelby on the phone at a desk covered in papers.

SHELBY
So you're saying Beebe's hundred
percent in charge?

IACOCCA
Uh. Yeah.

INTERCUT WITH : INT. FORD OFFICES. NIGHT

Lee leans low, exhausted. Behind him, suits file out of a
conference room door, among them Leo Beebe.

IACOCCA (cont'd)

The Deuce is throwing everything at it, Shelby. He wants to win.

SHELBY

And Beebe has a veto now.

IACOCCA

A what?

SHELBY

A Veto. It's Latin for "Miles won't ever drive a Ford."

IACOCCA

(to his assistant)

Just leave it there, Janine.

(back to Shelby, hushed)

I didn't have to call you, Carroll. I'm on your side. I fought it. But it's personal with him. And yes, he has the leverage to stick it to you. He's flying in tomorrow to tell you in person. He's hoping you lose your cool.

Shelby looks out his window as Miles roars past on the GT.

SHELBY

Uh huh.

IACOCCA

Look. I get Miles is special, but no one's irreplaceable. Nobody's doubting his ability to develop the car mechanically but... some things are bigger than one man, you know.

SHELBY

No. I don't.

IACOCCA

It's time to let it go.

INT. GT40. CONTINUOUS.

Miles, heads toward a turn, throttle wide open. He touches the brakes. Frowns. His steering wheel shudders. The brake pedal goes to the floor. The speedometer does not decrease. He fights down through the gears.

MILES

Ah shit.

There's a wrenching bang and the car goes out of shape. He wrestles the steering wheel out of a skid.

INT. SHELBY'S OFFICE / IACOCCA'S OFFICE. CONTINUOUS

IACOCCA

You can't destroy everything for one goddam guy.

SHELBY

Sure I can.

IACOCCA

But why?

Shelby hears the sound of the GT out of control. Turns to the window. Stands.

SHELBY

Cause while we've been talking, he's getting it done.

ACROSS THE TRACK

REMINGTON

His brakes have locked.

Remington watches helplessly as the car skids out of control into the turn, spins off the track at terrifying velocity, headed for the tire wall.

Mollie sees something is terribly wrong.

MOLLIE

Go inside, Peter.

THE OFFICE

Out Shelby's window, an explosion. Pulling back we see-- Shelby is gone. The receiver sits on the table.

IACOCCA (CONT'D)

Hello?..

(Silence)

Shelby- You still there?

EXT. LAX TEST TRACK. NIGHT

Shelby runs past as --

CHARLIE

He's off. GO! GO!

A waiting ambulance scrambles. Charlie leaps aboard a moving Firetruck towards the blaze on corner 6. Everyone runs across.

PETER AND MOLLIE are left standing at the base of the tower alone. Everyone rushing around and they're in the way.

PETER

What happened, Mom? Is he hurt?

The fire-truck weaves in front of the ambulance towards the wreck. Remington and Charlie get as close as they can. The heat holds them back. Black smoke. Roaring flames.

Shelby sprints up.

SHELBY

Get him out of there!

Out of the smoke, through the buckling haze, comes Miles.

Blackened, bloodied. But walking. Rips off gloves. His helmet. Miles strides towards us, pulls off his hood. Sweating. Framed in hell-fire and smoke. As he passes Shelby:

MILES

The brakes are a problem.

CUT TO:

INT. SHELBY AMERICAN HANGAR, LAX. NIGHT

Peter watches from a nearby stack of tires as--

ACROSS THE SHOP -- The blackened car sits under fluorescent lights. The men gathered around it, draped on chairs. Mollie leans against a lift, weary.

Miles is on his feet, still sooty.

MILES

The brakes can't hold.

CHARLIE

They do for four hours.

MOLLIE

Le Mans is twenty four hours, Chaz.

MILES

...Rip out the damned engine. You can't use it if you can't stop.

Remington has been flipping through a Le Mans rule book. He takes a pencil and picks up a pad.

CHARLIE

...Brakes would hold longer if we slowed down a bit...

MOLLIE

--well that would defeat the point of having the extra power, now wouldn't it, Charlie? You're there to win the damned race.

Miles smiles.

SHELBY

Yes, Mollie. That's true.

REMINGTON

(crossing)

Maybe we could design a new brake assembly. Instead of swapping out pads in the pit, swap out the whole brake system, rotors included. Put in a fresh one.

MILES

Can we do that?

REMINGTON

(crossing)

I don't know.

MILES

(picks up rule book)

Brakes are just a part like any other. You're allowed to change parts.

CHARLIE

Do we have time to do that?

REMINGTON

(moving off)

I don't know!

MILES

Let's make time!

SHELBY

I need coffee. Let's take five.

Peter's eyes follow Remington to his desk where he continues scribbling. Meanwhile, Miles looks to Shelby, concerned by his behavior. Mollie approaches Ken.

MOLLIE

I'm gonna take him home. You figure this out.

Meanwhile, Peter ambles over to Remington.

PETER

So what's wrong with the brakes?

REMINGTON

There's too much car, Peter. It's like trying to stop a train. 'Brakes work too hard, they get hot, rotors glow, start to warp, if the fluid doesn't boil first, the discs just shatter.

Peter considers this.

PETER

Have you ever been on fire?

REMINGTON

Well. It's never happened to me. The suit's flameproof though. Keeps heat out.

PETER

But Lewis Evans. He burned to death. In the Moroccan Grand Prix. He had a flameproof suit.

REMINGTON

Yeah but see he got stuck. He couldn't breathe. So long as you get free of the car, you're okay.

PETER

My Dad got out.

REMINGTON

Yes he did.

Peter looks to his father standing in the mouth of the hangar. Shelby walks out to join him with a coffee. Mollie brings the car around.

MOLLIE

Petey!

Peter crosses, jumps in.

SHELBY

You OK?

MILES

What's going on? What's wrong? I don't mean the brakes. Or me almost dying. What is it? Is it something with the suits?

SHELBY

It's under control.

MILES

What is it?

SHELBY

You know when we talked about how you do you're thing, and I'll do my thing. This is my thing.

MILES

Shelby-

SHELBY

Trust me here.

Miles looks at him.

MILES

You got a plan? For the suits.

SHELBY

Absolutely.

MILES

A good one?

SHELBY

It's high risk.

MILES

How high risk.

SHELBY

Extremely high risk.

MILES

Well, that's something.

He pats him on the back, crosses to Remington.

MILES (cont'd)

I'm glad we had this talk.

SHELBY

Anytime.

CUT TO:

ESTABLISHING. LAX. NEW DAY.

A large private plane, glints in the sunlight and glides into LAX as Shelby watches it land.

INT. HANGAR. LAX. DAY

The place is buzzing. Last minute prep for Daytona. Shelby strides back in the hangar to find Peter.

SHELBY

Peter? I need you to do something. Ask your dad to take you to Nate's for a coke and a hotdog.

PETER

Now?

SHELBY

Right now. Here's a fiver. You can keep the change. Do it. Now.

Shelby flicks the bill into his hand and Peter runs away.

PETER

Dad. Shelby gave me five bucks to get you to take me for hot-dogs.

He looks over.. Shelby stands twenty feet away. Just by looking at him Miles knows instantly something's afoot.

MILES

Hotdogs?

Across the hangar Shelby nods.

SHELBY

Hotdogs.

Miles looks out the hangar to see the suits approaching. Looks back at Shelby.

MILES

Hotdogs.

Shelby nods sagely.

SHELBY

Hotdogs.

Miles looks at his son. He stands. They walk out past Shelby.

MILES
(To Remington)
Pops. We're going for hot-dogs.

They walk out of the hangar. Right past the entering suits.
Close by Beebe. Eyeballing him.

BEEBE
Ken.

MILES
Leo. ..You wanna hot dog?

Beebe winces. Watches Miles and Peter walk away.

Shelby comes out of the hangar at the approaching phalanx of
Ford executives. Spear-headed by H Ford II himself.

SHELBY
Mr. Ford. This is a surprise.

FORD
Apologies for the unannounced
intrusion Mr. Shelby. But when a man
pays 9 million dollars for an
automobile he ought at least be able
to see it.

SHELBY
Absolutely. Right this way sir.

As they head over, Beebe button-holes Shelby..

BEEBE
Might I have a word with you?

SHELBY
Sure Leo. In private?

BEEBE
That would be preferable.

SHELBY
Phil take care of Mr. Ford, I'll be
back in a split second.

Remington unveils the GT-40 Mk II for Ford and the Execs.

INT. SITE OFFICE, LAX TEST TRACK. DAY

Shelby guides Beebe into the small office.

BEEBE

Firstly I want to clear the air. I hope that whatever disagreements we've had in the past we can put down to natural red-bloodedness in the heat of battle

SHELBY

I appreciate that Leo. Truly I do.

As he listens Shelby takes his keys off his desk.

BEEBE

It falls to me Shelby to inform you that I've been appointed overall Executive Director of the Racing program. Now I don't want this to cause a problem between us.

SHELBY

Leo believe me when I say, I promise you it will not.

Shelby steps backwards out of the doorway and slams it shut, turning the key and locking Beebe in the blinded out office.

Beebe starts banging and shouting furiously on the door.

Shelby throws a thumbs up to the mechanic Charlie who reverses a car in front of the office and starts revving the engine to cover the noise.

CUT TO:

Remington is taking the Deuce and the suits through the spec.

REMINGTON

All aluminum chassis with a Hewland LG500 gearbox-

HENRY FORD II

So how fast does this thing go?

REMINGTON

Well Sir this model-

Shelby has jogged over, and is taking his jacket off.

SHELBY

Why don't we take her for a spin?

HENRY FORD II

A what?

SHELBY

What you say, Mr. Ford. Want to really see what all your money bought?

CUT TO:

INT. SITE OFFICE, LAX TEST TRACK. DAY

Leo Beebe is losing his shit.

BEEBE

Let me out! Let me out!

BACK OUTSIDE

Charlie stands by the door holding the handle: sees Shelby signal as he gets into the GT40. Charlie unlocks the door and finds a raging Beebe.

CHARLIE

Oh god, Mr Beebe are you OK in there?

BEEBE

Shelby, you asshole--

BACK TO:

INT. GT 40. DAY

Henry Ford II is unceremoniously lowered into the car by every executive in his entourage. Shelby pours A HANDFUL OF PILLS into his hand and KNOCKS THEM BACK.

HENRY FORD II

Couldn't you make these things a little easier to get into?

Shelby sees an enraged Leo Beebe running towards them.

SHELBY

We'll bear that in mind for the next model. Ready?

HENRY FORD II

The word in the middle of that steering wheel should tell you I was born ready Mr. Shelby. Hit it.

WHEELS SPIN LEAVING TRACKS OF HOT RUBBER ON THE ASPHALT.

INSIDE THE CAR

Shelby gives it everything. The hefty Henry Ford II is pushed back, his face like fresh dough kneaded by invisible hands, his eyeballs out of their sockets. A primal gurgle comes from his gullet as speed reaches 140MPH.

HENRY FORD II
Ooohhhhhhhhhhhhhhhhhhh!!!!

AT TRACK-SIDE --

Everybody watches. Remington leans into two Ford executives.

REMYINGTON
It's round about now the uninitiated
have a tendency to soil themselves.

AT THE END OF THE RUNWAY

Shelby turns. The car is sideways. Can practically see his tailpipes. Anchors into backwards doughnuts, churning clouds of smoke before whipping the runway, reaching 200MPH and then running a zero tolerance slalom between oil drums.

The Deuce's eyes have rolled into his skull. His mouth a fixed rictus. Only a low groan indicates he's still alive.

They skid to a stop on the tarmac, far from everyone. The Deuce sits panting. Suddenly, he bursts into tears.

Shelby sits there. Slightly embarrassed, as the crying escalates. This wasn't quite what he had in mind.

SHELBY
Mr Ford...You OK?

HENRY FORD II
I had no idea.
(sobs)
No idea! Goddamn. If my father, Edsel,
could see this, feel this..beast!

SHELBY
Sir. This is not a machine just anyone
can jump in and easily control.

HENRY FORD II
Absolutely not. I had no idea.

SHELBY
If you want to finish 1st in Le Mans
sir, Ken Miles is the man to do it.
It's a 24 hour race. It requires
precision, endurance and focus. Ken's
the best racer I ever seen, better
than me maybe, and he knows this car.
He helped friggin' build it.

HENRY FORD II
Shelby, as you well know, I've
appointed Leo Beebe director of--

SHELBY
Which is exactly why I'm talking to
you. I'm not asking you to trust me,
Mr. Ford. I'm here to make a bet. Let
Ken Miles race Daytona. If he wins, he
drives Le Mans.

HENRY FORD II
..And if he doesn't?

SHELBY
Then your boy Leo can fire us both.
Plus Ford Motor gets full ownership of
Shelby American, lock, stock and
brand, free of charge. Forever.

HENRY FORD II
You're very confident in this man.

SHELBY
Yes I am. ..Do we have a deal?

Ford examines Shelby.

HENRY FORD II
As a businessman, Shelby, you terrify
me. You'll risk everything, absolutely
everything, just to win.

SHELBY
Yes, I will.

HENRY FORD II
(wistful)
You remind me of my granddaddy. He
used to say you could tell our family,
if you cut us we bled gasoline.

SHELBY
I take that as a compliment.

CUT TO:

Miles pulls up. Peter is eating a hotdog. He watches through
the windscreen as--

The GT 40 pulls up. Ford gets out. Walks around the car on
shaky legs.. shakes Shelby's hand. BEEBE glares furiously,
his eyes flicking to Miles.

Ford whispers to Shelby.

HENRY FORD II

I'm doing you a favor today, son. When the time comes, I'm gonna ask you for one. Can I count on you?

He looks at him. Checkmate.

SHELBY

You have my word, Mr. Ford.

Ford smiles. Slaps him on the shoulder.

HENRY FORD II

I shall await the result of Daytona with interest.

Shelby stands there watching the executives board the plane. He takes a handful of pills. White as a sheet.

SHELBY

OK. People. Back to work.

Miles approaches Shelby.

MILES

What happened?

SHELBY

What? Oh. The Deuce just wanted to take a little spin.

(Then)

And he said to say good luck at Daytona.

He walks away. Feeling both the success of his gambit, and the weight of his wager.

A ROAR OF ENGINES AS WE CUT TO:

NIGHT. LIGHTS FLARE AS A PACK OF CARS ROAR PAST AT HIGH SPEED ON THE DAYTONA TRACK. TIRES THROWING. THE RACE IS ON.

CLOSE ON -- MILES, IN HIS GT-40 IN THE SCRUM. He grits his teeth and flies into the steeply banked turn.

IN HIS MIRROR -- the green flash of Walt Hansgen's number 95 Ford closing on his rear.

Miles threads between two cars, boxing out Hansgen.

CLOSE ON -- WALT HANSGEN, pushing to stay on Miles' tail.

SHELBY

Walt's taking her too fast...

HOLMAN MOODY PIT

HOLMAN

He's pushing 7000 RPM! Put the EZ sign out. Do it!

As Hansgen catches up to Miles, the exchange a look.

Hansgen comes up too fast on a Mustang. The tail of Hansgen's car wiggles as he brakes hard. Hansgen fights the wheel as he skids... fish-tailing at 130 MPH.

Miles watches as --

Hansgen nicks A MUSTANG which instantly loses its grip and flies off the track HITTING A PYLON, HARD. Catches fire.

Miles expertly veers around the crash into the infield.

CHARLIE

Jesus-- you see that?

In the Shelby pits, everyone stops.

SHELBY

STILL RACING! WE ARE STILL RACING!

MILES BRINGS HIS CAR INTO THE PITS.

Hansgen right behind him, also pulling in. Wearing miners lamps, the Shelby team work the tires and fuel. Miles leaps out, Ruby leaps in.

MILES

Hansgen's up our arse. Just hold position.

LLOYD

(eyes on rival pit)

If I can get outta the pit ahead of him...

MILES

Just hold position.

As Hansgen chugs water, he meets eyes with Shelby.

SHELBY
(to Hansgen in next pit)
Good to see you, Walt.

HANSGEN
After I get out of this pit, Shelby,
it's the last time you will.

SHELBY
Relax Walt. We got rearview mirrors.

Shelby turns to face Miles.

MILES
What happened to the Mustang he took
out?

SHELBY
No word.

IN THE STANDS. NIGHT.

IACocca sips his beer as -- A REPORTER interviews Beebe.

REPORTER
Is it a relief that Scuderia Ferrari
is not represented here this year?

LEO BEEBE
This is a test not just for our cars
but also our Teams. As you know Ford
has a second team competing today-

INT. MILES HOUSE. NIGHT.

Mollie sits at the kitchen table. Under her hand is a big
newspaper spread on a racing wreck in Europe. Pictures.
Interviews. Hospital report. The fight for life.

The phone rings. She answers it. Peter appears in his doorway
and Mollie shoos him away.

PETER
Ask him about the brakes!

MOLLIE
In bed. Now.

INT. CONCRETE SERVICE CORRIDOR UNDER DAYTONA STANDS. NIGHT

Miles sits on a stack of bald tires talking on a payphone.

MILES
I take it he's not asleep.

MOLLIE

Well he's in his pajamas and the lights are off but I'm pretty certain he's smuggled in a radio.. He said to ask how are the brakes.

MILES

Working. For now. We'll see where we are in eight hours.

MOLLIE

Ken.

MILES

Ford put up another team with a GT. Some kind of test. I'm trying not to push the car but their pit's faster.

MOLLIE

--Ken.

MILES

Real test will be Le Mans. --what.

MOLLIE

Please get some rest while you have a chance. You got a few hours.

INT. PETER'S BEDROOM. NIGHT.

Mollie peers in Peter's room. Radio still on.

PETER

Ruby just got out of the pit...

Mollie climbs into bed next to him. She puts the radio between them, listening.

PETER (CONT'D)

Is Dad alright?

MOLLIE

He's got a few hours to rest, Peter. So do we.

Her son's hand finds hers.

LATER : DAYTONA RACEWAY. DAY.

A drained Shelby watches the adjacent pit as the HOLMAN MOODY TEAM celebrates as the PA STATES THEY ARE IN THE LEAD. Leo Beebe is among them, patting backs.

LLOYD RUBY

We're locked out. There's nothing
Miles can do. This late in the race,
running hot, we gotta keep the engine
under six thou.

Shelby walks to the side of the pit. Agitated. He crosses,
grabs a sign board and waves to the Marshall for the OK to
cross the pit lane, then hops over the wall.

As Miles approaches in the GT, Shelby scribbles on the board
and holds it up high.

MILES' POV -- SHELBY HOLDING OUT THE RACE BOARD:

7000+. GO LIKE HELL.

Miles laughs, drops a gear and floors it.

IN THE PIT. SAME.

REMINGTON

She could come apart.

SHELBY

One way to find out.

MILES TEARS OVER THE TRACK, passing slower cars left and
right, hunting Hansgen's GT40 up ahead.

INT. PETER'S BEDROOM. DAY.

Peter wakes up, alone. His radio is gone. He runs to the...

KITCHEN

Where he finds Mollie, listening intently to his radio at the
kitchen table. He joins her, anxious that Miles is behind.

EXT. DAYTONA RACEWAY. DAY.

REMINGTON

Miles is pushing him. Hard.

CHARLIE

White flag! Last lap!

SHELBY

Hansgen's gonna crack.

HANSGEN SEES MILES in his rearview and the two dog fight
around the banked track.

MILES slipstreams and slides past him on the high side.

ON LEO BEEBE IN THE BOXES.

BEEBE

What the hell...

Iacocca grins, watching with binoculars as--

MILES HITS THE STRAIGHT FOR THE 607TH TIME

Engine roaring, crowd screaming, Miles swerves past other vehicles, scorching across the line. A flicker of A CHECKERED FLAG as he streaks past.

Hansgen takes 3rd behind Gurney. Pounds his dash.

CUT TO:

SHELBY AND THE FILTHY PIT TEAM GO WILD IN CELEBRATION.

People converge on Miles' car, among them Remington and Shelby rapping on the glass.

ON LEO BEEBE IN THE BOXES.

Ford execs slap Beebe on the back. He tries to hide his dismay. Reaches for a phone.

INT. FORD CONFERENCE ROOM.

A presentation of next years family cars freezes in bg. as Henry Ford II holds a phone receiver.

HENRY FORD II

Uh huh.

(looks up to the others in
conference room)

We won. Ford won Daytona!

Corporate applause and huzzahs from the execs.

HENRY FORD II

And which team was it, Leo?

(beat)

Leo. I understand it was a Ford Team,
which Ford team?

(listens)

...Son of a bitch.

INT. MILES HOUSE. KITCHEN / LIVING ROOM

Lunchtime. Peter dances around the table, still in pajamas. Radio still on. Mollie smiles, bleary, clinging to a coffee.

RADIO

..a win for the first time in the
history of the FIA.. for the Ford GT40
driven by Ken Miles and Lloyd Ruby!

INT. TIKI BAR, DAYTONA BEACH, FLORIDA. NIGHT

A raucous celebration. The whole team fill the bar. Beer and whiskey flowing. Everyone in high spirits.

MILES, exhausted, still dirty, sits between Shelby who's arm is around a girl and Remington. Charlie gets on the table.

CHARLIE

Laydeez an' Gennlemun..

He loses his footing. Slips clean off. Sending drinks flying. Miles cracks up.

SHELBY

He's off. Agapiou has spun out.

REMYINGTON

Gentlemen I give you, fresh from the
wee wee hours of Daytona. Ken
"Bulldog" Miles and Lloyd "Bad Luck"
Ruby.

Miles struggles to his feet. He raises his glass, and belts out "White Cliffs of Dover".. There are Boos and whistles, but he fights on. Ruby is encouraged to join in..

RUBY

I don't even know this song!

Ruby begins singing Jambalaya, by Hank Williams.. Shelby stands.. despite everyone knowing the Hank Williams song, Miles perseveres, not missing a beat. Singing his own tune.

CUT TO:

BLINDING SUNSHINE. Shelby steps outside. The rest of the crew groaning behind him. Ten in the morning. A mite unsteady.

On a nearby white beach, a man unloads the family Impala for a vacation picnic. He waves at Miles. Miles nods back and looks up the road squinting.

SHELBY

I think it's tomorrow.

MILES

What happened to yesterday?

Shelby looks lost in deepest thought. Then:

SHELBY
Yesterday... we won.

Miles smiles. Remembering. They stand there.

MILES (CONT'D)
Now what do we do?

They think for a moment contemplating the universe.

SHELBY
We go to France.

Miles nods. They stumble together down the street.

MILES (CONT'D)
You hungry?

TRANSITION TO:

EXT. MILES HOUSE. NIGHT.

Late. The garage is dark, the house, a few lights on.

INT. MILES HOME. NIGHT.

Miles sits in bed awake next to Mollie. He watches her sleeping. She is everything to him. He gingerly gets up.

KITCHEN. Miles pours a water, looks out the window. Thinking. A creak behind him. Turns to see Pete.

MILES
Hey.. in bed you.

INT. PETER'S BEDROOM. NIGHT

Miles tucks his son back into bed. He finds a hand drawn map of "Le MaNS TRACK" in his bed.

PETER
I drew it so I could follow you.

Miles looks at Peter.

PETER (cont'd)
Tell me about the track, Dad. Please-

Peter snuggles down, sharing the drawing with his father.

MILES

Well. I guess we should start at the start line.

PETER

But here's the actual start, right, because you have to run to your car at Le Mans.

MILES

True enough. And once your old man manages to hobble over and pull out --

PETER

--and not hit anyone in the scrum--

MILES

-- then you have to accelerate, hard, up to Dunlop bridge, tricky bend, uphill camber of the road away from you. Then down through the trees to the Esses. Braking. Second gear. Accelerating up to Terte Rouge. Critical first gear corner. Fast entry. Keep speed for your exit onto Mulsanne. Long straight-away. Hemmed in by poplars. Top gear... 210mph. You relax on the straight. Refocus. Collect energy. Then bend down to third but keep the revs up. Try to get a maximum exit. Let the car run free. Over the brow which you can't help jump but can't damage the car, then.. wham.. the Mulsanne Corner. First gear. A hair pin. Lot of cars go into the sand. Oil and fuel on the track. Third and fourth through the Kinks to Indianapolis. Out of blinding sun into the darkness. More trees. Accelerate to Arnage, brake, another sandbank of dead cars. A beautiful winding top speed stretch. Over the rise to the White House. Past the pits through the grandstand over the line. Your first 3.5 minutes of 24 hours.

Peter looks at his father. Something troubling him.

PETER

You can't make every lap perfect.

MILES

...No. ...But I try.

PETER

But you can't. No one can do everything perfect every time.

MILES

Well... That's true.

PETER

...Maybe that's why you get angry sometimes.

MILES

May be.

Mollie arrives at the door. Miles ruffles Peter's hair.

MILES (cont'd)

Go to bed now, young man. I'll wake you up before I leave.

Peter rolls over and Miles crosses to Mollie. She kisses him. Pulls him out of the room and he follows her to the bedroom.

CUT TO:

INT. BUS. DAY

Miles' leans on a window as BUMP...the bus jolts and he opens his eyes. Sits bolt upright. Where am I? Out of the window bright daylight the bus drives in a bustling town.

Through the window the shops and passers look very French as the majestic St. Julien cathedral hovers into view.

EXT. LE MANS OLD TOWN. DAY

Miles gets off amongst ancient stone and timber buildings. Clouds look like a storm is coming. A PA system announces (in French) that the Qualifiers start in thirty minutes.

Passers by stream in the same direction... toward the track. Some rush a car carrier lumbering into town to off-load numbered Ferraris.

Miles follows the flow, looking for his hotel, checking a slip of paper. A young kid sells programs of Le Mans 1966.

HANSGEN (O.S.)

Not this time, Ken.

Miles turns and meets eyes with Walt Hansgen and a couple other drivers in their racing clothes, climbing into an official van to the qualifier. Hansgen wags his finger.

HANSGEN (cont'd)
I'll see you in my mirror.

MILES
Okay, Walt.

Miles move on, stopping at the kid selling programs.

MILES (cont'd)
Hotel Saint Pierre?
(tries in French, then:)
You know where it is?

The kid points in a general direction of over there.

MILES (cont'd)
(rough French)
Uh. Où puis-je acheter du lait frais?

The kid points again. Same direction. Beyond the crowd, he sees his hotel in the distance.

CUT TO:

INT. HOTEL ST. PIERRE -- LATE AFTERNOON

Miles carefully unpacks. A distant siren. He pauses then goes back to work.

He uses a heating element to boil water in his cup as he watches the crowds outside in the misting rain.

With precision, Miles makes himself proper tea, with fresh milk. He lays back on his bed. A sudden knock.

MILES
Yeah.

It's Remington. Subdued.

MILES (cont'd)
What.

REMINGTON
Walt Hansgen went in the fence on his qualifier. Hydroplaned. Smith told him to not to push it in the rain, told him to do like you did.

MILES
I'm sure that was persuasive. He alright?

Remington says nothing for a moment. Then.

REMINGTON

Touch and go. Charlie was the one who pulled him out. It's bad.

Miles lays back down.

REMINGTON (cont'd)

You coming down for dinner?

MILES

(very still)

No.

CUT TO:

EXT. HOTEL -- MIDDLE OF THE NIGHT

The church clock shows a few minutes past three am. Miles walks the quiet cobblestone streets of the moonlit town. A couple cafes still open. A dog barks somewhere. He moves toward -- the grandstand beyond the town.

CUT TO:

EXT. LE MANS GRANDSTAND -- NIGHT

No one here but maintenance. Miles stands in the middle of the track. Looks up at the leaderboard and down toward the Dunlop bridge ...and the blackness beyond.

Then he hears a sound. His eyes find, Shelby, in the pits, obsessively moving some stuff around.

Shelby looks up, feeling Miles. They both smile.

MILES

Gonna be rain again tomorrow.

SHELBY

There's always rain here. But the start's gonna be dry. ..We'll change your tires come rain.

MILES

Yup yup.

SHELBY

Sleep might be smart, bulldog.

MILES

(mind racing)

Yeah. You too.

SHELBY

I'm not driving.

MILES

True enough. ..ok.

Miles turns to go.

SHELBY

Ken.

Miles turns back.

SHELBY (cont'd)

You got nothing to prove. Not to anyone that matters.

Miles tries to process this. Can't.

MILES

(heading back)

Goodnight, Shel.

CUT TO:

MONTAGE:

As the sun rises. Crowds stream through the ticket booth. Families set up picnics along the track. Reports set their typewriters. TV announcers gather their notes. Cameramen set their angles. The score keepers adjust their tiles.

EXT. FORD PADDOCK, CIRCUIT DE SARTHE. DAY

Leo Beebe conducting a driver briefing. Sixteen drivers sit in fireproof coveralls. His eyes meet Miles.

BEEBE

Why are you here? Why are any of us here? We're here to put red paint in the rear view gentlemen. Rivalry between crews. Between drivers. Yesterday's mishap. That's behind us. Obey your pit signals, follow team rules, keep below 6,200rpm at all times. Gurney you're on point, keep to your assigned starting lap time of 3.38, McLaren 2 seconds behind him, Miles you're 2 seconds behind that. Stick to this plan and we can break Ferrari. We have the best car, we are the best team, now show me you men are the best drivers.

Miles turns to McLaren.

MILES

Now I know how a spark plug feels.

McLaren laughs. Beebe narrows his eyes.

CUT TO:

INT. CORRIDOR UNDER GRANDSTAND. DAY.

Sound of the growing crowd, French PA announcements on the Tannoy. WE FOLLOW MILES, pulling his gloves on, moving down a corridor under the stands and behind the pits. Pit crew and competing drivers criss-cross in front of him. He takes a turn to find himself in--

CUT TO:

THE SHELBY AMERICAN PITS.

Grandstands are packed. Crew are scurrying about pushing their cars to their pole positions for the start. Miles lands beside Shelby. Together they look over at----

Three Ferrari P3s, gleaming as they are wheeled past.

MILES

If this was a beauty pageant, we just lost. Looks fast. Doesn't it?

Shelby glances over his shoulder into the boxes where --

EXT. SCUDERIA FERRARI TEAM BOX, GRANDSTANDS -- SAME

Enzo Ferrari in wraparound shades stands and grips the balcony, staring down at the Shelby pit. He smiles.

BACK TO:

EXT. SHELBY AMERICAN PITS -- SAME

Shelby slowly nods. Game on.

SHELBY

Looks ain't everything, Bulldog.

CHARLIE

Scarfiotti and Bandini to start for Ferrari. Scarfiotti and Bandini.

Bandini walks alongside the Ferrari P3 as they push it into pole position. He eyeballs Miles as he puts on his helmet.

SHELBY

You can take him.

Miles stares at his rival.

REMINGTON

Four minutes Ken. Four minutes.

CLOSE UP: MILES. As he takes his position with the other drivers. SUNLIGHT WASHES OVER HIM. Waiting. His breathing. His heart beating. His eyes meet--

Lorenzo Bandini opposite his red number 21 Ferrari.

Ludo Scarfiotti opposite his red number 20 Ferrari.

Dan Gurney opposite the red number 3 Ford.

Bruce McLaren opposite the black number 2 car.

EXT. START LINE, CIRCUIT DE SARTHE, LE MANS. DAY

Grand Marshall of the course none other than Henry Ford II. The Deuce toes the line, flanked by officials, dignitaries and a pair Legionnaires in dress uniform bearing standards.

The Dutray clock ticks past 1 min to 4pm. He holds the flag aloft. The gigantic assembled crowds hold their breath.

INT. MILES HOME, HOLLYWOOD CALIFORNIA. DAY

Morning sun streams in the Miles household. Mollie and Peter in pajamas, watch the Live Satellite broadcast. On the floor in front of Peter: a big piece of cardboard, the inside of a cereal box, on which he's drawn every bend in the track. He mutters to himself as his finger hovers over the start line.

IN FRANCE

Drivers line the pavement across from their cars:

KEN MILES FACES HIS PALE BLUE AND RED NUMBER 1 FORD. HIS HEART BEATING WITH SECOND HAND OF THE CLOCK.

The second hand ticks to 12... and the Deuce --

--DROPS THE FLAG WITH A FLOURISH.

MILES SPRINTS TO HIS CAR, jumps into the cockpit, fastening his chest harness. Hits the START BUTTON and a giant V8 roars. Slamming the door but it won't close.

Cars scream off the grid, weaving around each other.

He tries slamming it again. It's bumping on a loose harness strap. He fishes out the strap and tries slamming the door and it seems to latch crookedly. He hits the throttle and pulls out hard--

And suddenly there's -- A COLLISION! Right in front of Miles' hood. The Ferraris weave around it out onto the track.

Miles ACCELERATES HARD working his way through the fastest and most deadly traffic jam in the world, out under---

ZOOM! -- The Dunlop Bridge - he realizes his door won't close. The wind whips in at 100mph. He swaps hands on the wheel to hold it, swapping hands awkwardly to change gear at top speed. As Miles struggles, Bandini comes up from behind and passes him.

UP AHEAD - TWO CARS TOUCH FOR A NANOSECOND... Miles breaks outside SWERVING to avoid them. Another car breaks inside.

A squealing TIRE touches a kerb and BLOWS.

The other car careens across the track and off, colliding with a low stone wall, flailing into the air and SPINNING, harrowing the dirt.

OUT ON THE TRACK -- WHITE HOUSE CORNER

Lorenzo Bandini weaves his superlight Ferrari through lighter traffic, slamming the corners, having the drive of his life.

He sees McLaren's Ford ahead brake into the Whitehouse corner and Bandini turns inside him and scorches into the lead.

He glances in his rear view and smiles.

IN THE FERRARI BOX.

Gozzi claps his hand on Enzo's shoulder. Enzo nods. As below, Bandini roars past, tailed by McLaren and Gurney.

TANNOY

Ferrari in 1st place, Ford in 2nd and
3rd.

IN THE SHELBY AMERICAN PIT.

Shelby and Remington look toward the oncoming cars.

SHELBY

Where the hell is Ken.

MULSANNE STRAIGHT --

Miles fights his broken door swearing whilst weaving through traffic to keep up with the A Class cars.

MILES APPROACHES THE GRANDSTAND, HE VEERS INTO THE PIT LANE.

IN THE SHELBY AMERICAN PITS

CHARLIE
He's coming in! HE'S COMING IN!

The Deuce is right there in the pit.

HENRY FORD II
What the hell is wrong?

The pit crew swarm the car.

MILES
(breathless)
The bloody door won't close!

IN THE FERRARI BOX. ENZO WATCHES, PLEASED, AS BELOW--

THE SHELBY MECHANICS struggle to fix the door. Remington wades in with a lump hammer and smashes it closed.

REMYINGTON
Go! Go! Go!

Miles is pressed back in his seat as the GT-40 rips out of the pit BACK OUT weaving through slower cars and heavy iron.

IN HOLLYWOOD --

-- Peter and MOLLIE watch nervously. Peter's finger poised on the map.

PETER
He's back out.

CLOSE ON -- MILES.

Focused solely on catching up the red Ferrari ahead. Shrieking past slower cars on the left and right.

SHELBY AMERICAN PIT. SAME.

Shelby turns, stands on a crate trying to see. Charlie crouches by a TV monitor at the base of an ABC camera.

CHARLIE
Shelby!

SHELBY
I know, Charlie, Ken's fallen back of Bandini.

CHARLIE
But Gurney's making a move on him!

EXT. LE MANS TRACK. MULSANNE. DAY

Bandini looks over his shoulder to see--

Gurney passing him, taking the lead. Bandini floors it but he cannot compete on a straight away.

EXT. SHELBY AMERICAN PIT. DAY.

MILES' FORD SCORCHES PAST THE PITS, a time of 3.34. Fast.

BEEBE

What the hell? This is not the plan-

SHELBY

Plans change. He'll get in his slot and slow to pace.

IN THE GRANDSTAND. DAY.

Folks in the stands listen to the Le Mans PA.

TANNOY

Ken Miles in the Number 1 Ford has broken the lap record 3 minutes and 34 seconds.

An animal roar goes up, momentarily drowning out the bellow of the engines screaming past.

INT. COMMENTARY BOX, HIGH OVER THE COURSE. DAY.

Journalists speak in dozens of different excited languages.

ABC'S CHARLIE BROCKMAN

--the most amazing 24 hours ever here at Le Mans, a battle from the start at a most tremendous pace...

INT. MILES HOME, HOLLYWOOD CALIFORNIA. DAY

ABC'S CHARLIE BROCKMAN ON TV

Ford's Ken Miles lowers the record again to 3 minutes 31.9, that's an average speed of 142.01mph.

PETER

That's Dad. His fastest lap!

Mollie grips his shoulder.

MILES PULLS INTO PITS, HANDS OVER TO DENNY HULME. LATE DAY.

MILES

Happy Birthday old chap.

Denny raps him on the helmet and gets in. Shelby and Miles get under an awning, checking lap charts.

SHELBY

3 seconds faster than Gurney. If you hadn't blown the start you'd be in the lead. Can you keep this up?

MILES

No idea.

The two men look at each other. It's hope from here on.

Suddenly there's a burst of black smoke above the grandstand over the bottom of Mulsanne. Someone's off.

TANNOY

There's been an accident. French entries no. 55 and 41 have collided-

INT. FERRARI 330 P3. LATE DAY. ESSES. BLIND TURN.

Scarfiotti slices his elegant lightweight V12 Ferrari through a blind turn and suddenly confronts--

THE WRECK OF THE TWO FRENCH CARS. All Scarfiotti can do is swerve, SMASHING INTO A SAND BANK, the he gets spun by an impact with another car. He sits, stunned, lucky to survive.

IN THE FERRARI BOX.

Enzo and Gozzi react to news of Scarfiotti's crash.

TANNOY

It appears No. 20 Ferrari of Ludo Scarfiotti has also left the track. All three drivers are alive.

INT. SHELBY AMERICAN PIT, LE MANS. SAME.

Miles watches Enzo, turns to Miles. The sound of a chopper. The Shelby pit crew watch as Leo Beebe waves to his boss and the Deuce's helicopter takes off. The sky is gray, ominous.

CHARLIE

The Deuce is probably going to someplace fancy for dinner..

REMINGTON

What do you mean probably?

He offers a baloney sandwich. Shelby takes it.

SHELBY
Rains' a'comin.

FLOODLIGHTS TURN ON AS THE STORMY SKY DARKENS. DUSK.

The night shift begins for the drivers and mechanics as DENNY HULME pulls the number 1 car into the pit. Engineers change pads, tires, oil. An official sticks a seal on the fuel caps.

Miles puts on his gloves, nervously watches the Dutray clock (8:40pm) as the lighter efficient FERRARIS TAKE THE LEAD.

Miles is waved to the car and he leaps in and scorches into the darkness chasing the red Stallions.

SHELBY
(pats himself)
I need a stopwatch.

INT. PRESS ROOM. NIGHT. RAIN STARTS TO FALL OUTSIDE.

In the box reporters file wire copy. A typewriter hammers the news: "6 hours into the 24 and it's ONE, TWO FOR FERRARI." Distant thunder. Umbrellas open.

IN THE FERRARI BOX. RAIN. NIGHT.

An assistant wraps a coat around Enzo's shoulders and follows him with an umbrella, guiding him discretely out of the grandstand as he laughs with Gozzi and entourage.

IN THE PITS. RAIN. NIGHT.

Shelby still looks about for a stopwatch. He looks to the barrier separating them from the Ferrari team. He sees THREE RUNNING STOPWATCHES hanging there. Grabs them.

SHELBY
SEVEN HOURS PEOPLE! SEVEN!

INT. NUMBER 1 FORD. NIGHT. ESSES. RAIN. NIGHT.

CLOSE ON MILES' FACE. A mask of concentration as he expertly weaves through pelting rain and strobing light, tailing Gurney through the Esses at 120mph.

Gurney is struggling with a Porsche (AKA: A-hole) driving erratically and aggressively (given the weather) near the end of the Mulsanne Straight. Gurney moves to the right, A-Hole blocks him. Gurney moves left, A-Hole blocks again as they approach the mile markers for the hairpin.

ANGLE ON -- Ken, who watches as -- A-Hole slides again to the right to protect his line, then jukes left. Gurney over-brakes and A-Hole opens up the gap.

ANGLE ON -- Gurney, pissed off. He guns for the Porsche running his monster 427 to 7000RPM against the rain.

MILES
(watching)
...Easy, Dan.

Approaching White House, engine screaming, Gurney is about to overtake the Porsche when his engine suddenly lets go, blows. In a flash Gurney is finished and out of power.

Passing the pits, Miles drives harder, shifts higher, brakes later. Rotors glow – more flame from the exhaust when he downshifts. He is gaining on the A-hole.

Miles catches the A-Hole at the end of the Mulsanne straight. Has a bit of the same dance Gurney did with him.

Miles knows this dance – waits later to brake. It's too deep into the corner for A-Hole to pull his same shit but tries anyway. They are neck and neck. Miles feels his wheel shudder.

UP AHEAD. MILES SEES OUT IN THE STORM - A FLASH OF RED PAINT. Bandini just ahead of the A-hole.

Suddenly, A-hole pushes it. Tries to pass Miles on the inside of the corner, but all four wheels hydroplane and he just goes straight off the track into blackness – he's out.

SHELBY AMERICAN PIT. NIGHT. RAIN.

The team has retreated from the squall into the corridor. Shelby comes in soaking, noticing NEARBY FERRARI MECHANICS argue, having discovered their stopwatches missing...

Shelby discretely checks time on his Ferrari stopwatch.

TANNOY
Porsche #32 and an unidentified Ford
are off the track at Arnage.

Shelby reacts with concern, then Miles blows past the pits.

INT. NUMBER 21 FERRARI. RAIN. NIGHT. WHITE HOUSE CORNER.

Bandini through the storm. Lights flash through the rain. In his mirror a No. 1 GT40 pushes out and accelerates alongside.

KEN MILES stares. Bandini smiles, double clutches and downshifts into WHITE HOUSE CORNER. Two cars locked together, fighting for position. Battering through the tempest.

EXT. FORD BOX. NIGHT.

Iacocca, watching on a box monitor -- MILES BATTLES BANDINI through the rain. The ABC commentators note the high speed battle and the dangers in the rain. Iacocca turns noticing--

Beebe crossing to a PIT PHONE.

INT. SHELBY AMERICAN PIT, LE MANS. RAIN. NIGHT

Shelby notices a member of the crew hanging up the pit phone and crossing with a sign saying "EZ". The crew member holds it up as MILES FLIES PAST, locked in combat with Bandini.

ON MILES IN THE CAR as he hits the throttle, going faster.

Shelby looks at his Ferrari stopwatch. Lapping at 3.39.

BEEBE

(arriving in the pit)

What the hell is he doing?

SHELBY

What he came to do.

CUT TO:

EXT. CIRCUIT DE SARTHE. RAIN. NIGHT

MILES AND BANDINI FIGHT FOR THE LINE. 150.. 160.. 170MPH. They pass under Dunlop as Miles searches for a way to pass.

A deadly duel tearing through space against time. As they break out of the straight, into the Esses, tires fighting for grip, there's milliseconds between them.

BANDINI pushes his smaller, harder tuned engine out of the corner, trying to outdrive his heavier opponent.

As Miles takes the "T turn", his steering wheel shudders. Miles pumps the brakes. He takes the turn but goes wide, to the outside, and Bandini takes the lead.

EXT. SHELBY AMERICAN PIT, LE MANS. RAIN. NIGHT.

Shelby spots the GT over the brow.

Miles fights to stay on the track.

SHELBY
Something's wrong.

BANDINI AND MILES HAMMER DOWN THE MULSANNE STRAIGHT. RAIN.

Miles and Bandini side by side, enter the Mulsanne Straight careening toward the hair pin.

Miles flinches looking at the sharp turn ahead. His speedometer lowers as he brakes first.

The steering wheel shudders again. He downshifts. The brakes go to the floor. His wheels go off the track, terrifyingly, as he barely makes it around.

Bandini guns further ahead. Joyous. But his elation is replaced by concern as he suddenly sees his temp gauge is in the red. Steam rising from his hood.

Miles can no longer race hard with these brakes. Other cars roar past him as he looks to the pits and grandstand ahead.

INT. MILES' HOME. LOS ANGELES. EVENING.

Mollie up watching, covering a sleeping Peter with a blanket.

ABC ANNOUNCER
..It looks like Ken Miles is bringing
the Number 1 into the pits very
slowly. Something's wrong!

Peter open his eyes...

EXT. SHELBY AMERICAN PIT, LE MANS. RAIN. NIGHT.

MILES
(leaping out)
Braking. Nothing at all. Gone. The car
is too damned heavy!

The engineers crowd around. EACH SECOND - costing them places. Costing them the race.

MILES (CONT'D) (cont'd)
I had him. I almost had him.

SHELBY
He's putting another a lap on us now.

Remington barks orders, as the engineers pull a tarp off two large calipers mounted on a modified dolly. They wheel it out and begin to swap out the entire brake system.

IN HOLLYWOOD - Peter watches.

PETER

They're doing it! The brakes! They're
swapping out the brakes!

BACK TO:

IN THE FERRARI BOX-- Rain easing, Enzo sees they are changing the entire brake assembly, looks to Gozzi who grabs the phone and complains to officials.

IN THE PITS - The Le Mans officials confer on the telephone.

OFFICIAL

This is not legal..

MILES

Show me where it says it in the rule book that you can't swap out the system and you can disqualify us. Otherwise would you be so kind as to get the hell out of the way and let my team do its job.

SHELBY

Bulldog.. Back off. ...Miles!

Miles' invective causes the officials to back off.

CHARLIE

Bandini is pitting! He's pitting!

BANDINI'S CAR PULLS INTO THE ADJACENT PIT. The radiator venting steam. The engineers crowd around. The 330 is overheating spewing smoke. They battle to fix it.

ENZO yells at Gozzi who is on a phone to the Ferrari pit. Enzo turns back to the track eyes blazing on his pit crew.

Looks down at a gold stopwatch in his hand.

THE RAIN HAS STOPPED. Shelby stares at a stopwatch.

Miles soaking, exhausted glances between the car and the seconds on the Dutral clock. Then his eyes meet Bandini's eyes as Bandini sips coffee in the adjacent Ferrari pit.

MILES

How long?

SHELBY

He stays in the pit another 15 seconds, we get you out, you can still take him. But you're gonna have to pass him twice for the lead, Bulldog.

MILES

I get it! Two laps! I get it!
(getting in the car)
Get me out of here, Pops!

The crew hurriedly put the wheels back on.

FERRARI PIT - SUDDENLY BANDINI'S V12 ENGINE ROARS AND HE STREAKS BACK OUT ONTO THE TRACK.

Shelby PIT - Remington gets a thumbs up, flips a go signal.

SHELBY (CONT'D)

GO GO GO!

Miles guns the engines and shoots onto the track. As the GT roars off, Shelby and Remington trade glances.

REMYINGTON

This gonna work?

Shelby ignores Pops and inconspicuously leans over the barrier into the Ferrari Pits, attention seemingly focused on the race. From his pocket he drops a large nut on the asphalt and leans back as--

A FERRARI MECHANIC finds the loose nut. He picks it up, screaming at the Ferrari crew. Shelby grins.

EXT. LE MANS CIRCUIT. PITS. DAWN

Light lifts the sky as Ken scorches the track, brand new brake system, and quickly works his way up behind Bandini, under the Dunlop. The rain gone. The countryside coming back into technicolor all around them.

INT. BANDINI'S CAR. MORNING.

Bandini, agile, drives through the bends as if on rails, powering into the straights.

INT. MILES' FORD. MORNING.

Miles trailing him, testing his brakes on the T Turn, not confident yet. Bandini breaks away.

EXT. SHELBY AMERICAN PITS. SAME.

Watching a TV cameraman's feed, Remington looks to Charlie.

REMYINGTON

He doesn't trust the car. Yet.

MILES ENTERS THE MULSANNE.

He opens it right up. The awesome power of the GT40 full bore. As he hits 220, 222, he pulls up behind Bandini.

Racing towards them is the hairpin. The mile markers count down the distance. Bandini's confident. He knows the heavier GT40 must brake earlier because Miles needs more time to slow the GT. The Ferrari can brake later.

The hairpin's racing towards them.

Bandini doesn't brake. He's expecting Miles to brake.

Miles doesn't brake. Bandini glances nervously expecting it. The hairpin is a 40 MPH turn. They're doing 223.

Bandini's eyes flicker to Miles.

Miles' face is set. Then he smiles. Is it nihilism? A game of chicken? Does Miles intend to crash both cars?

Bandini blinks. Brakes first. Miles shoots past him. Then he slams on the brakes. The faster, heavier GT40's velocity battles friction. Wheels lock. Rubber burns. Tires scream.

Miles feathers his braking a bit to keep the wheels from locking. The hairpin and destruction race at him. Miles wrestling to slow, half-skidding. Into the turn.

GT40 slides sideways, the rear breaking loose to the right. And Miles is already on the gas while coming off the brakes... trail braking while accelerating through the turn...taking the lead.

FERRARIS behind the GT40. Bandini, enraged, slams through the gears. Redlines. Shifts. Redlines. Shifts, trying to catch up but the GT is already in the distance.

IN THE SHELBY PITS --

The crew cheer as Miles roars by, overtaking other cars.

SHELBY

He ain't done it yet! He needs another lap for the lead!

(to Miles)

Use the machine, Bulldog.

IN HOLLYWOOD - Peter riveted to the TV, turns to his Mom.

PETER

He needs to take another lap on him!

EXT. LE MANS TRACK -- DUNLOP CURVE AND BEYOND

Weaving through cars at breakneck speed, Miles sees Bandini in the distance. He pulls round the Tertre Rouge and alongside the red Ferrari.

Miles' tachometer. A couple hundred RPM left in the power band. The GT40 inches ahead of Bandini's Ferrari. Determined, Bandini pushes the Ferrari on the straight.

BANG. An explosion from the Ferrari. It falls back as if shot backwards from a cannon. Smoke and steam. Bandini blew the engine.

MILES MOVES INTO FIRST PLACE. Exhilaration as the realization dawns. Not that he's leading Le Mans. Not that he's leading the hardest race in the world. A smile grows. He's excelling.

He turns into the sweep of a straight. The road almost clear of cars, dead and dying machines litter the edge. Not Ken Miles. He blows through a cloud of smoke.

IN THE SHELBY AMERICAN PIT

Shelby smiles as Miles streak past the pits.

CHARLIE

He did it! We're in lead!
(looking to leaderboard)
Are we in the lead?

SHELBY

(Re: forlorn Ferrari Pits)
What about Bandini?

REMINGTON

Out. Done. Ferrari's over.

CHARLIE

(checks stats, astounded)
McLaren's 4 minutes behind him in a
GT. We're lying Ken first, and 2 and
3. All Fords.

IN THE SKY. DAY. LATER. HOURS LATER.

CACOPHONY-- THE DEUCE'S CHOPPER lands behind the grandstand.

Shelby looks to the Dutray clock, 12:43PM.

He looks to Ken Miles, sitting in the shade of the tunnel, recovering. Then to their car (driven by Hulme now) as it roars past. They are still in the lead.

IN THE FORD BOX

The Le Mans Committee applaud Leo Beebe as he passes among them. Everyone to attention as HENRY FORD II joins them.

HENRY FORD II
Brief me, Leo.

BEEBE
Running one, two and three Mr. Ford.

HENRY FORD II
Who's out front?

BEEBE
...Miles and Hulme.

The Fords streak past..

IN THE FERRARI SECTION OF THE STANDS

Enzo stares down at the track, motionless.

BACK IN THE FORD BOX

BEEBE
You know Mr. Ford, I was thinking
wouldn't it be great if all three Ford
cars crossing the line, all at the
same time. Like lining up and coming
home together. Like, Ford, Ford, Ford.

IACOCCA
I don't think we can do that.

BEEBE
Why not?

IACOCCA
Miles is laps ahead, he'd have to slow
down. Shelby won't buy it.

BEEBE
I don't follow you Lee. What's it got
to do with Shelby.

IACOCCA
Leo-

BEEBE
What do you think Mr. Ford? Be the
icing on the cake. Make a great photo.

IN THE PITS

Shelby, exhausted clocks another lap, while Remington shaves. Beebe comes down.

SHELBY

Not gettin' tired now are you, Leo.
Look like you could use a break.

BEEBE

Oh I'm holdin' up just fine thanks.

Beebe takes his time to exact his revenge.

BEEBE (CONT'D)

Shelby. The Deuce would like to ask a
personal favor..

CUT TO:

ON MILES. IN THE TUNNEL. He sips tea, watches the pits.

MILES' POV FROM TUNNEL ---Beebe explains what Ford wants.
Shelby's furious reaction. Words muffled by roaring engines.

BACK TO -- The two of them :

BEEBE (CONT'D)

What's your answer?

Shelby looks at Beebe. He looks up at Ford, in the stands. He pushes past Beebe, away.

IN THE TUNNEL

Miles sits, exhausted, finishing his tea. White as a sheet. Focused. In his own world. Shelby sits next to him.

MILES

What does Beebe want.

Miles tenses his jaw as Hulme pulls the GT into the pit.

MILES (CONT'D) (cont'd)

You're not doing that thing. So this
is either.. ok, or it's off the
scale..

SHELBY

He wants you to slow down. You're four
minutes ahead of McLaren. The Deuce
wants three Fords to cross the line at
the same time. They want you to be a
'team player' and give them a picture.

Miles stares ahead.

MILES

I gotta hand it to him. That's good,
even for him..

SHELBY

Bulldog, I ain't made a single order
stick on your stubborn ass since day
one. Whatever you do, it's fine by me.

Miles looks at Shelby.

SHELBY (CONT'D) (cont'd)

Tie for first, you're still the first
man in history to win Daytona,
Sebring, Le Mans. You take the big
one, the triple crown.

Miles suddenly looks exhausted, having to calculate anything
at all after 24 hours...

SHELBY (CONT'D) (cont'd)

Your choice, Ken. It's up to you.

Miles puts his helmet back on. His jaw set.

MILES

My choice..

Shelby nods. Miles walks to the car, looks to Hulme.

MILES (cont'd)

How's she handlin'?

HULME

Running at boiling. Brakes are shot.

CUT TO:

The GT40 screams out of the pit back onto the track. Shelby
watches Miles go.

INT. MILES' CAR. DAY.

Miles drives the battered, stained car back out on the track.

IN THE PITS

Beebe approaches Shelby.

BEEBE

What did he say?

Shelby watches, silent.

BEEBE (CONT'D) (cont'd)
Shelby! Did you give the order?

Shelby looks at Beebe with utter contempt.

SHELBY
Leo, if there was a *"Twenty Four Hour
of Kissing Ass"*, you'd be world
champion.

Beebe storms off and up the stairs.

IN THE CAR

Miles is very still. Weaving around slower cars.

IN THE PITS

Charlie and Remington stare at the monitor.

INT. FORD BOX.

Beebe and the Deuce and entourage watch their monitor.

IN THE PITS

Miles' dirt spattered car streaks past. Iacocca is rapt.

IACOCCA
Go Bulldog..

IN THE CAR

Miles begins to shift like never before. Streaks through a corner in an immaculate apex and guns out into the straight like a rocket, threading past other cars.

IN THE PITS

All of the Ferrari team approach the track, awaiting..

IN THE STANDS

They're on their feet. Wild. Stamping, chanting Miles' name. All feeling it viscerally..

ON THE TRACK

Miles in total control. On the Mulsanne straight, opens it up. The trees strobe. Miles goes faster. Faster.

IN THE LE MANS COMMITTEE

BEEBE

What the hell is he doing?

Beebe crosses to the phone. Dials furiously.

IN THE PIT. THE PHONE RINGS.

Carroll Smith crosses to answer. Shelby glares:

SHELBY

Do not answer that.

ON THE TRACK

Miles slingshots into the final straight at 232MPH.

MILES is flying now. Man and machine as one...

IN THE CAR

Miles smiles and begins his final maneuver. Passing one, two, three, four, five cars..

IN THE PITS

Shelby watches as Miles navigates the hairpin. Remington stares at his stopwatch. Charlie looks over his shoulder.

CHARLIE

...he's gonna break his own record.

REMYINGTON

Shut up.

ON SHELBY, CLOSE:

SHELBY

Wait for it. Wait for it. Hold hold.
(Then)

Now.

ON THE TRACK

Miles twitches out and threads between the two like a bullet, just making the Apex into the final corner..

IN THE CROWD :

Iacocca watching in awe..

All the Le Mans committee..

Beebe, silent. enraged.

Remington..

Agiapou...

IN HOLLYWOOD --- Peter watches, perfectly still.

PETER

It's a perfect lap...

IN THE PITS. SHELBY, TOTALLY STILL.

SHELBY

Now go..

ON THE TRACK

The GT-40 roars up the home straight. Two hundred miles an hour. Two ten. Two twenty. Two thirty. And crosses the START FINISH LINE --- the roaring heart of Miles' GT40 thunders through at 232 MPH.

IN THE PITS

The engineers go crazy. Remington hits his stopwatches.

REMYINGTON

3.30.6 that's a record!!!

THE GRANDSTAND

Explodes! The fastest lap in history, ever. By the greatest driver ever to drive at Le Mans.

IN THE EXECUTIVE BOX

IACOCCA goes wild next to a glowering BEEBE who claps slowly.

THE TUNNELS UNDER THE STANDS

ENZO FERRARI, cocks his ear, listens to the roar of the crowd above. The cheering fans drowning out even the engine sounds.

He walks steps out of an access tunnel to see Miles streak past at unbelievable speed.

ENZO

Bellissimo.

AT MILES' HOME IN HOLLYWOOD

PETER

You did it. You did it, Dad.

MOLLIE, tears in her eyes, overflowing with love and pride.

IN THE PITS

SHELBY nods. The struggle. The heartache. *This is it.* More than just a race to the finish. This...is greatness.

LEO BEEBE bursts into the pit and runs up to Shelby yelling but no one is listening to his ravings...

BEEBE

Bring him in. He's out of control. He breaks that car, we won't finish. You need me, Shelby. If you don't bring him in, I'll see to it this is the last time you race anywhere but Willow Springs.

Shelby steps away, toward the rail. All eyes in the Ford pit on the track. Witnesses to history. Shelby, exhilarated, living through his friend. Muttering shift and brake patterns... Hands fluttering the movements.

A YOUNG FORD EXEC approaches Beebe urgently. He holds a Le Mans Rule Book. Whispers.

YOUNG FORD EXEC

Sir, It won't be a tie. It can't be. Miles can't get a tie if he crosses near McLaren. McLaren started further back at the pole. So if he's anywhere near Miles, McLaren wins 1st.

BEEBE

Interesting.

IN HIS GT

Miles closes his eyes a moment. Apotheosis. Top of the mountain. He exhales. Centered within himself. At peace.

Spinning through space and time. Beyond the reach of each. From this perfection... *Miles eases off the throttle.*

THE BIG NUMBER ONE GT 40 SLOWS DOWN.

Dots grow in Miles' rear view. Miles starts to be overtaken.

IN THE GRANDSTAND

The grandstand can't believe it. Some realize why. A few boos aimed at the Ford Box.

IN HIS GT.

MILES glances in his rear-view. The other GT40's are coming. McLaren in his silver and black GT 40, Bucknam in number 5.

IN THE PITS

Beebe watches, eyes bright. Shelby approaches him.

SHELBY

Sorry Leo, were you saying something to me?

Beebe betrays nothing.

IN HOLLYWOOD

PETER

No dad! No...

Mollie watches the screen.

MOLLIE

It's OK Petey. Look! Your Dad's bringing them in. He's bringing them all in together.

OUT ON THE TRACK

The cars line up along side each other. Miles in the centre.

IN HOLLYWOOD

Mollie gets it. She smiles. Tears fill her eyes.

MOLLIE

Good for you Ken.

IN THE STANDS..

Fans realize what Miles is doing. Some boo. The Ford executives watch. Some removing their hats.

ON THE TRACK

Three cars head toward the line. Side by side. The drivers can see each other. Exhausted. Jubilant. Victorious together.

IN HOLLYWOOD

Peter watches the Ford team roll to victory. His father in the middle, sharing his victory with his team mates.

OUT ON THE STRAIGHT the three Fords, drive along side by side

The reporters go wild. Everybody goes wild --

HENRY FORD II
Just beautiful. Look at that!

The crowd erupts AS THE THREE FORDS take the flag together.

IN THE PITS

Charlie argues with a French official then spins and crosses, struggling to explain to Shelby...

CHARLIE
They're saying it's not a tie! McLaren started further back! He's travelled further. They say he won, not Ken.

Shelby turns white. He rushes towards Beebe. REMINGTON spots it straight away. Takes off after him. Shelby spins Beebe around. Lifts him off the ground.

SHELBY
Where's the goddamn tie!? Did you know! Didn't you? You knew!

REMINGTON
Easy Shel-

It takes Remington and Charlie and two others to hold Shelby back. Or they know he's going to kill Beebe.

SHELBY
You knew, you bastard!

Beebe steps back.

SHELBY (CONT'D) (cont'd)
Get out of my pit lane. You don't belong here..

BEEBE
Shelby, honestly, I had no idea I swear-

SHELBY
Get out of my goddamn pit!

Beebe turns and walks away.

OUT ON THE TRACK

THE CROWDS SWARM THE CARS -- The drivers get out and embrace each other in front of the grandstand. They are exhausted.

AT HOME IN HOLLYWOOD

Mollie watches the television. Peter by her side.

PETER

He lost? Wait Dad lost the race?

MOLLIE

Your dad's fine, my darling.

OUT ON THE TRACK

In the chaos, Remington approaches Miles. Quietly.

REMINGTON

They boned you Ken.

Ken takes off his helmet. He meets eyes with Shelby as he hears the PA. Realizes he is second, not tied for first.

Miles looks into the service tunnel behind the pits. Sees standing there the unmistakable figure of Enzo Ferrari.

The old man slowly raising his hand and lifts his hat. A certain gesture. A salute. From one winner to another.

Ken Miles nods back. And watches the old man walk away.

ENZO

A great achievement.

He turns to Gozzi walking alongside.

ENZO (CONT'D) (cont'd)

But the finish. All three cars. Gives me hope. They did not come to race. They came to take pictures. Snap snap. Like tourists, they come, take pictures... and they go away.

Enzo gets into a waiting car.

ON THE TRACK. Miles being congratulated, but looks numb, headed upstream, away from the fracas. His path will cross with Leo Beebe, hurrying to the winner's circle. Beebe sees Miles, slows, apprehensive. Miles raises a hand, Beebe flinches, and Miles pats him on the back.

MILES

Congratulations, Leo.

People try to get Shelby to the winner's circle. He flings them aside. His focus is only for... Miles.

SHELBY

I never should've asked.

Miles smiles. Looks at his old friend.

Shelby nods. They both get it. Miles looks at Shelby. Total truth. Totally no bullshit. Miles breathes. Free.

MILES

You promised me the drive, not the win.

SHELBY

It was a hell of a drive.

MILES

She's a hell of a machine..

SHELBY

She's fast.

MILES

...could be faster.

They look at each other.

MILES (CONT'D) (cont'd)

The 7 litre's sweet. But we still need a lighter chassis. Was thinking bonded aluminum. It's a ground up rebuild, but if it works we can lose a couple hundred pounds..

SHELBY

What are we standing around for?

MILES

Let me take a shower, have a cup of tea..maybe a sandwich or something.

SHELBY

(laughs)

We'll get the bastards next year.

Nearby, on the podium, the Deuce, drivers, Ford Executives, McLaren, Amon, all celebrating with champagne.

Miles puts an arm round Shelby as they join the crew in the pits. Passers-by head toward the podium...

Shelby says something to Miles and he laughs.

CUT TO:

HEAT HAZE ON BLACKTOP. CALIFORNIA.

Air shimmers. Gradually the shape of a man, stripped to the waist, steps toward the outline of a new prototype white J-CLASS FORD GT. Ken Miles stretches before pulling on his helmet and gloves. Looks to Remington on a nearby rail.

MILES

Got a bit of fuel left in the tank.

REMINGTON

'What'ya you think of those honeycomb panels. 'what you were looking for?

MILES

Don't know yet.

Ken zips up and gets in the car. A gloved thumb signals OK, flicks the fuel pump switches and pushes a red START button. It's taut engine coughs into a throaty dragons roar. Blue and red fire crackles from the exhausts.

WE ARE : EXT. RIVERSIDE RACEWAY. DAY

MILES cruises around the track. Remington joins Peter watching from the bleachers.

PETER

...She looks pretty good.

REMINGTON

She does, Pete. Lotta cooks in the kitchen now. But I'm sure your pop will have something smart to say.

INT. 1966 FORD J-CAR PROTOTYPE. DAY

MILES throws the gearbox into first and a foot hits the gas.

The beast twitches and squirrels as it's fat back tires bite, accelerating hard... up through the gears, onto the track.

MILES throws the machine into the corner. A huge engine blaring right behind his head.

SHELBY (V.O.)

There's a point at 7000RPM where everything fades. The machine becomes weightless. It disappears.

The SPEEDO: 150mph...160...

SHELBY (V.O.)
*All that's left is a body moving
through space, and time.*

Hard on the brakes again. Rubber shards peeling onto the side of the road as the car corners, on the edge of grip.

SHELBY (V.O.)
*At 7000 RPM, That's where you meet it.
That's where it waits for you.. Out
there among the ghosts.*

Then off the brakes and hard onto the accelerator:
... 170... 185mph. The vehicle laps the track surfing the limit of what driver and the machine are capable of.

SHELBY (V.O.)
*It creeps up on you, close in your
ear, and it asks you a question.*

KEN MILES DRIVES. Focused. At the very extremity of physics and skill... grace ...balance. Fulfilled. All sound fades except the wind and a ticking clock. Sees his son in the bleachers as he comes round.

SHELBY (V.O.)
The only question that matters..

The car bursts out of a corner howling onto the back stretch... speedo flickering above 175mph...180....190...the world motionless but in motion.

THEN : KEN MILES HEARS the tiniest of clicks and glances at the gear lever vibrating oddly from side to side.

SHELBY
Three small words...

THREE QUICK CUTS : Smith stands off the rail. Shelby emerges from the airstream. Peter and Remington stand.

IN THE CAR : Miles pumps the brake. Nothing. Looks up. Calm.

SHELBY (V.O.)
"Who are you"?

FROM PETER'S POV -- The distant sound of tires locking. Metal twisting. Smoke rises on the horizon.

INT. SHELBY AMERICAN HANGER -- DAY

SHELBY stands, watching, numb as-- A NEW GT40 COMES TO A STOP ON THE TARMAC. Dan Gurney emerges.

CREW MEMBER

What do you think, Dan?

GURNEY

She's fantastic! No vibration in the box. Smooth as silk.

The crew pats each other on the back.

SHELBY

(scowls)

You drove it for less than an hour...

(walks off)

'don't know shit after an hour.

Shelby crosses to his office, past REMINGTON and CUSTOMERS.

REMINGTON

...we've widened the fenders and lowered the ride height. She puts out 425 horse and gets you from zero to sixty in 4.3 seconds. You should just be careful with that cause the throttles' a tad sensitive.

(Customer says something and then:)

Well, they go for \$7500, Bryce, but if you're taking two, and paying cash, well, I think I can talk Shel into seven even. That'd be 14 all in... Hey, Shel.

INT. SHELBY'S OFFICE -- SAME

Shelby moves to his desk, glancing at the wood wedge that Ken Miles once left there.

REMINGTON

(enters)

Shel. That guy, the one in the hat, he's ready to close on two 427's, full freight. His and hers. They flew in from Galveston.

SHELBY

Uh huh.

REMINGTON

I just need you to maybe come out for a minute.

Shelby holds the wooden wedge in his palm.

SHELBY

And do what.

REMINGTON

Be Carroll Shelby. Tell them a story.
Spin a few magic words.

SHELBY

What does that mean?

REMINGTON

It means come out and say hello and
make them feel good. About their
purchase.

SHELBY

That's your job.

REMINGTON

Shel--

SHELBY

--They're getting the damned cars.
That's what they get for their money.
Either they want them or they don't.
You think I'm some kind of a lounge
act?!

REMINGTON

No.

SHELBY

You think I'm here to talk people into
things!?

Shelby hurls the wedge across the room.

Remington glances at the framed wrench on the wall. Shelby
follows his eyes to the same place.

REMINGTON

It's been six months, Shel.
(walks out)
Sometimes they don't get out of the
car.

CUT TO:

EXT. MILES' OLD GARAGE. MORNING.

Shelby's Cobra pulls up. He gets out and rounds the corner
toward -- The Miles house a half block away. As he
approaches, his footsteps slow because--

The front door opens. Mollie emerges with a coffee, picks up the newspaper. As she heads back inside, she calls out--

MOLLIE

Petey! Take out the garbage please!

The door shuts behind her. Shelby sighs. He crosses back to his car opens the door :

PETER (O.S.)

Hello, Mr. Shelby.

Shelby spins round to find Peter straddling his bicycle.

SHELBY

Hello Pete.

Peter stares at the wrench in Shelby's hand.

PETER

..I remember that wrench. My Dad threw it at you.

SHELBY

I believe he did.

PETER

Why.

SHELBY

I think I had some words with him. Called him a few names.

PETER

(smiles)
That's right.

SHELBY

(shifts)
...I came to say hello to your Momma this morning. Check in on her. But then, all of a sudden, I started thinking that sometimes words are not very... useful.

Shelby hands Peter the wrench.

SHELBY (cont'd)

..Tools are useful. You can make things with 'em. ..Fix things with 'em.

PETER
(looks at the wrench)
...Thanks.

SHELBY
I.. uh... You know, your Dad...

PETER
(lets him off the hook)
...He was your friend.

SHELBY
(a breath)
...Yessir. Yes. He was that. And he
thought you was finer than frog fur.

Peter smiles.

MOLLIE (O.S.)
Peter!

PETER
...I gotta go help my Mom.

SHELBY
Okay. You do that.

Peter rides off. And Shelby meets eyes with Mollie, waiting for her son on the front step. He tips his hat. She nods.

INT. SHELBY'S COBRA. MILES GARAGE. DAY. MOMENTS LATER.

Shelby sits in his car.

Struggles with a halting breath, unable or not wanting to push the feeling down. He lets out a sigh. Takes a pill from a bottle. Pops it. Then he reaches for the keys. The engine burbles to life.

Shelby sits back. Listens to the heartbeat of the cylinders. Then... he pulls out. Hard and fast.