

ROCK ON
The Del Shannon Story

by

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Before picture fades in we hear rock music, faint at first.

ON SCREEN GRAPHIC: Del Shannon was one of the handful of 1960s American Rock 'n' Rollers to survive the crushing tide of the British Invasion.

EXT. HAWAIIAN ESTATE - NIGHT

FEBRUARY 8, 1990

A private beach house with its own pool and all the amenities.

INT. HAWAIIAN ESTATE - CONTINUOUS

Moving through the house, the music increases in volume. Instruments are strewn about with small amps and a drum kit.

Follow the music to

INT. HOME STUDIO - CONTINUOUS

The music, DEL SHANNON'S latest track "Walk Away," is now full on. Four MUSICIANS listen, tapping their feet, playing air guitar. But these aren't just any musicians. It's the TRAVELING WILBURYS: GEORGE HARRISON, TOM PETTY, BOB DYLAN and JEFF LYNNE.

PETTY

So what do the Wilburys think?

HARRISON

Del's voice sounds as powerful as ever. And I love the clapping - if that's what it is.

LYNNE

Actually, it's Tom, Del and me slapping our bums.

That cracks George and Bob up.

LYNNE (CONT'D)

We were fully clothed at the time.

More laughter.

DYLAN

He sounds great. Where's he been?

LYNNE

Writing and touring.

PETTY

He put everything he had into this. Even canceled a tour.

HARRISON

Do we go on without Roy or not?

LYNNE

Not only do we go on, we add someone.

EXT. CANYON COUNTRY, CALIFORNIA - DAY

We move down a long driveway to a beautiful home nestled among trees. A new Cadillac sits in the driveway.

INT. WESTOVER CANYON COUNTRY HOME - DAY

We're inside another musician's home. We push past walls lined with gold records for "Runaway," "Little Town Flirt," "Hats off to Larry" and others. This is the home of Charles Weedon Westover aka 60s legend DEL SHANNON.

INT. WESTOVER HOME - CONTINUOUS

As the phone rings, the unmoving figure in the leather rocking chair, Del Shannon, remains motionless.

The answering machine clicks on.

DEL (V.O.)

'Hi, you've reached Del Chuck Shannon.
Leave your message after the tone.'

SFX: BEEP

PETTY (V.O.)

'Hey Del, it's Tom. Are you there?
Pick up.'

DISSOLVE TO:

EXT. WESTOVER HOME -COOPERSVILLE, MICHIGAN - NIGHT

1946

This modest home in a small farming community is twenty miles outside of Grand Rapids.

INT. WESTOVER LIVING ROOM - CONTINUOUS

Twelve-year-old CHARLES WESTOVER plays a beat-up ukulele as he listens to country artist HANK WILLIAMS on the family radio. When "Calling You" ends, he pulls a worn Sears catalog page out of his back pocket featuring an acoustic guitar for five dollars. His mother LEONE WESTOVER peeks in on him.

LEONE

You're getting better and better all
the time, Chuck.

CHARLIE

Thanks, mom. If I had something with
six strings, I'd be even better.

EXT. WESTOVER HOME - COOPERSVILLE - NIGHT

Charlie's dad BERT parks his truck and takes a long swig of beer before tossing the can into a pile on the floor.

INT. WESTOVER LIVING ROOM - CONTINUOUS

Bert's immediately hit by Charlie's guitar playing.

BERT

You get that Goddamned guitar out of here or I will.

Charlie stops playing and heads for his room.

INT. CHARLIE'S BEDROOM -- CONTINUOUS

Leone sticks her head in.

LEONE

You can play for me anytime, Chuck.

Charlie smiles at his mom.

INT. LIVING ROOM

BERT

What ever happened to peace and quiet, home sweet home and all that crap?

INT. COOPERSVILLE HIGH SCHOOL - DAY

Charlie's in class. He's playing his guitar there, too. Classmate KAREN keeps looking at him. And vice-versa.

TEACHER

Charles Weedon Westover!

He stops.

CHARLIE

Yes, ma'am?

TEACHER

Congratulations. You have just broken the camel's back.

Class snickers.

INT. BOYS' LOCKER ROOM - LATER

Principal RUSS CONRAN escorts Charlie inside.

CONRAN

You can play in here before and after school but only if you pay attention in class.

CHARLIE

Did she kick me out forever?

CONRAN

No but she did mumble something about this going in your permanent record.

CHARLIE

Is there such a thing?

CONRAN

If there is, I've never seen it.

EXT. COOPERSVILLE CITY STREETS - LATER

Charlie, carrying books and guitar, walks with KAREN.

KAREN

You never took a lesson?

CHARLIE

Nope. Taught myself.

KAREN

Wow, that's amazing. I took piano lessons but the teacher kept banging my hands on the keys when I didn't get it right. So I quit.

CHARLIE

Music can really take you anywhere. You can be having a good day and it makes it great. Or if it's a bad day, a good song makes it better. That's what I like about it.

KAREN

I love hearing you talk about music.

She kisses him quickly.

CHARLIE

So, you know, the prom's coming up.

KAREN

I do know.

CHARLIE

Would you like to go with me?

KAREN

Yes!

He smiles big, she hugs him and they walk on, hand in hand.

INT. CHARLIE'S BEDROOM - COOPERSVILLE - NIGHT

Charlie's lost in his guitar playing when his mom enters.

LEONE

I knocked but you didn't hear me.

He stops strumming.

LEONE (CONT'D)

Karen's on the phone for you.

INT. KITCHEN - NIGHT

An ashen Charlie is on the phone, voice low, desperate for some privacy from his parents sitting nearby.

CHARLIE

But it's next week...Whataya mean you changed your mind?..You're going with *him*?..No, if I was interested in her, I would've asked her in the first place. Bye.

Crushed, he hangs up.

INT. BEDROOM - CONTINUOUS

Charlie takes out his rejection on his guitar, strumming furiously as his fingers bleed onto the pick guard.

EXT. THE CARPET OUTLET LOADING DOCK- BATTLE CREEK, MICHIGAN

1958

Charlie, now 25, sits on a long roll of carpeting, scribbling in a well-worn spiral notebook, taking occasional bites of lunch. Boss PETER VICE gets out of his Cadillac DeVille.

VICE

Charlie, you're gonna need another notebook soon.

CHARLIE

When I hear it in my head, I have to get it down.

VICE

You got a title already?

CHARLIE

Little Runaway.

VICE

Back at the Hi-Lo tonight?

CHARLIE

Yeah. The manager wants to talk. I hope he's not firing me.

EXT. LASALLE HOTEL - BATTLE CREEK, MICHIGAN - NIGHT

The Hi-Lo Club is on the ground floor of this three-story flop-house. A sign announces "DOUG DEMOTT and THE MOONLIGHT RAMBLERS."

INT. HI-LO CLUB - THAT NIGHT

More dump than club, its rectangular room has a bar with stools on the left and opposite that, tables in front of a long upholstered built-in bench.

A ratty curtain frames the tiny stage where the band plays Elvis's "Don't." DOUG sings and plays guitar, sixty-year-old LOREN is on "slap" bass and Charlie is on lead. Small amps sit on chairs; a single snare drum is unattended. When Loren starts to nod off, Charlie gives him a quick nudge.

DEMOTT

Charlie's going to sing our last one. And he plays a mean lead on it, too. Thanks for coming. We'll see ya all right back here tomorrow night.

As they play "Jailhouse Rock, it's clear that Charlie's talent outweighs Doug's. And he can actually sing. When a fight breaks out at the bar, the band doesn't miss a beat.

INT. HI-LO CLUB - LATER

The Club MANAGER pulls DeMott aside.

CLUB MANAGER

I'm making a change.

DEMOTT

If you want us to play something else, we can do that.

CLUB MANAGER

I'm putting Westover in charge.

EXT. BROWN'S TRAILER PARK - BATTLE CREEK, MI - LATE NIGHT

Charlie pulls into this modest well-kept trailer park.

INT. WESTOVER TRAILER - NIGHT

A proud Charlie watches his one-year-old son CRAIG sleeping in his crib. Wife SHIRLEY joins him.

SHIRLEY

I thought I heard you come in.

They embrace.

CHARLIE

I've been promoted. If you play your cards right, I might be able to get you in for free.

She kisses him.

SHIRLEY

Come to bed and tell me all about it.

EXT. HI-LO CLUB - ANOTHER NIGHT

"Charlie Johnson and The Big Little Show Band" headline.

INT. HI LO CLUB - CONTINUOUS

The music is more polished as Charlie, Loren, a new GUITARIST and drummer DICK PARKER play Chuck Berry's "Sweet Little Sixteen."

INT. HI-LO CLUB - LATER

The guys pack up their stuff.

PARKER

I've got someone you should meet.

CHARLIE

Shirley and I are very happy.

PARKER

Funny. Another musician. Plays accordion and piano.

CHARLIE

We're a rock band, not Lawrence Welk.

PARKER

Does it hurt to let the guy audition? He's got this weird keyboard; very out of this world.

INT. HI-LO CLUB - EARLY EVENING

Dick Parker's friend MAX CROOK arrives with cases of equipment. Loren unpacks his bass.

DICK

Hey, Max. Glad you could make it. That's Loren. Charlie should be here --

Charlie arrives with his guitar.

CHARLIE

Charlie Westover. Good to meet you.

They shake hands then Max unpacks and sets up his keyboard. It's unlike anything anyone's seen.

CHARLIE (CONT'D)

Is that the -- ?

MAX

Musitron.

A double-keyboard sits atop a three-legged stand with an amp, a speaker and custom electronics boxes. Cables are attached, tubes hum and glow and Max does some runs. Charlie, Dick and Loren all look at each other.

MAX (CONT'D)

You wanna start with a cover or an original?

EXT. HI-LO CLUB - NIGHT

PEOPLE line up outside the door and around the corner.

FAN #1

At least we're early. Last week I couldn't buy a seat. Fire Marshall's a dick. Said it was too crowded.

INT. HI-LO CLUB - LATER

The band plays Bobby Freeman's "Do You Want To Dance." They've got a better, tighter sound.

INT. HI LO CLUB - ANOTHER DAY

Charlie and the guys rehearse in the empty club when the front door opens slowly. A sharp-dressed black MAN peers inside apprehensively. It's Ann Arbor disc jockey OLLIE MCLAUGHLIN. Max signals the band to stop playing.

MAX

Hey Ollie, come on in.

Ollie sets down a portable reel-to-reel tape machine.

MAX (CONT'D)

Sorry you can't come to a show.

OLLIE

This isn't Detroit. I know how things work.

MAX

Guys, this is *the* Ollie McLaughlin. From WHRV. He got me my first deal with Dot Records.

Handshakes all around.

CHARLIE
Charlie Johnson.

OLLIE
Max speaks highly of you. Let's not
waste any time. What have you got?

As Ollie sets up his tape recorder, the band gets back onstage. They play Charlie's original "Living in Misery." And Max's instrumental "Hi-Lo Boogie." They finish off with "Hound Dog." Ollie smiles and applauds politely. Charlie hands him another tape.

CHARLIE
Thanks, Ollie. There's more on this.

Charlie flips the tape box over to point out four song titles.

CHARLIE (CONT'D)
"The Search" and "I'll Always Love
You" are mine and Max wrote the two
instrumentals "Mr. Lonely" and
"Seventh Hour."

OLLIE
I like what I heard. Let me give
this a listen and if it's as good,
I'll talk to some producers I know.

CHARLIE
Sounds good. Thanks for coming.

EXT. DETROIT MOVIE THEATER - DAY

An older building with offices above on Alexandrine Street.

INT. TALENT ASSOCIATES - DAY

Ollie stops the tape he's been playing for co-owners HARRY BALK and IRV MICAHNİK in their tiny office.

HARRY
I've bailed Little Willie John out
of jail for the last time. I could
use a nice clean teen idol.

EXT. DETROIT MOVIE THEATER - ANOTHER DAY

Charlie and Max approach.

CHARLIE
His office is in a movie theater?

MAX
I told ya. He owns some downtown
theaters. Runs talent shows out of
them, too.

INT. TALENT ASSOCIATES - CONTINUOUS

Charlie and Max sit in the cramped waiting room. Photos of Little Willie John, Johnny and the Hurricanes and some lesser-known artists line the wall. No receptionist is present.

A very harried Irving arrives, smiles at Charlie and Max and disappears inside the office.

INT. TALENT ASSOCIATES - DAY

Harry shakes his head at Irving's late arrival.

HARRY

You look like shit. Y'know, it might help to put our business ahead of your business with your bookie.

IRV

Yeah, yeah.

Harry opens his office door.

HARRY

Come on in, guys.

INT. HARRY AND IRV'S OFFICE - CONTINUOUS

Charlie and Max sit opposite Harry and Irv.

HARRY

We like your stuff. Ollie's got a good ear.

CHARLIE

Thanks.

HARRY

We want to sign you to Talent Associates and set up a recording session in New York.

He hands them each a contract.

HARRY (CONT'D)

Standard industry contract. Think about a name change while you're at it. Charles Westover doesn't exactly pop. And if we do business, you're younger, single and childless.

INT. COFFEE SHOP - LATER

Charlie and Max flip through the contract over coffee.

CHARLIE

Five years is a long time.

MAX

I don't know. We're not lawyers.

CHARLIE

Maybe we should talk to one.

MAX

We've barely got a nickel between us. Look around. You think we're gonna find a music lawyer in Detroit? Is there even such a thing?

CHARLIE

I want that record deal with Big Top. You?

MAX

Hell, yeah. And it ties us up as writers, too.

CHARLIE

Does that royalty rate sound right?

MAX

Two percent from U.S. singles and one from overseas. Anything over zero per cent sounds good to me.

INT. OFFICE HALLWAY - DAY

Harry's on the pay phone just outside his office. Irv's there too, his face buried in *The Racing Form*.

HARRY

Hey, Ollie. It's Harry. Yeah, they both signed it. We'll go fifty/fifty on the publishing, like last time. Great doing business with you.

INT. BELL SOUND STUDIOS CONTROL ROOM - NYC - DAY

Harry frowns as he and Charlie listen to the playback from his first track, a ballad.

CHARLIE

We could try another take. I can do better. I know it.

Harry points to the studio clock.

HARRY

Our time's up. Besides I don't think it'll change things.

(beat)

Charlie, do us both a favor. Write some uptempo stuff. You're a good writer. Come up with something.

INT. CHARLIE'S CAR - NIGHT

On the drive back to Michigan, Charlie punches one radio station button after another. Every hit song reminds him that he doesn't have one yet. Frustrated, he clicks it off.

CHARLIE

(a la AM DJ)

This next one comes out of the midwest and is storming up the charts. Here's the brand new hit single from Charlie Johnson!

INT. WESTOVER TRAILER - LATE NIGHT

Charlie commiserates with Shirley.

CHARLIE

My first session and it sucked.

He pounds the table.

SHIRLEY

Take it easy. You'll wake Craig and Kym.

CHARLIE

I wanted it to be perfect. What if I don't get another chance?

SHIRLEY

You will, Chuck.

CHARLIE

Mercury, Chess and now this.

SHIRLEY

Let's talk about it in the morning.

CHARLIE

In a bit. I want to look in on Craig. Maybe he'll inspire me to write some new stuff.

Shirley sighs.

INT. WHRV RADIO - ANN ARBOR, MICHIGAN - DAY

Ollie listens to a song snippet that's been recorded over, rewinding and replaying it several times.

INT. CARPET OUTLET - DAY

Charlie picks up the ringing phone.

INTERCUT

CHARLIE
Carpet Outlet. This is Charlie.

OLLIE
Charlie, it's Ollie. I heard things
didn't go the way we hoped.

CHARLIE
That's putting it mildly. But yeah.

OLLIE
What's that piece I heard at the end
of the reel you gave me?

CHARLIE
At the end? Oh wait, yeah, we recorded
over some other stuff. You must mean
"Little Runaway." I've been driving
my wife nuts with that one, trying
to figure it out.

OLLIE
That's the one. That's your hit.
Take another shot at it. How fast
can you get me a copy?

EXT. THE CARPET OUTLET LOADING DOCK - LATER

Charlie sits on the dock with his guitar, writing in his
ever-present notebook.

Staring at Pete's Cadillac Coupe DeVille, he hones in on
that metal "DeVille" nameplate. He scribbles the name Del a
few times in his notebook.

INT. HI-LO CLUB - THAT NIGHT

We hear the last few notes of a song.

CHARLIE
How about another hand for Max and
his amazing Musitron?

The SRO Crowd responds. Max waves thanks. We notice he's got
an ear plug and that he's listening to a baseball broadcast.

CHARLIE (CONT'D)
And give a shout out to my good buddy
Steve who's recording tonight's show.

STEPHEN MONAHAN waves.

While the Big Little Show Band tunes up, Max noodles around
on the Musitron, playing an A minor and a G.

CHARLIE (CONT'D)
This next one "I'm Blue Without You"
is another original. Hope you --

Max's chord change halts Charlie's patter.

CHARLIE (CONT'D)

Max, what is that? Play it again.
It's a great change.

Max does and this time the other guys follow along. They're into it and the crowd picks up on that as the riff continues.

CLUB MANAGER

Will you knock that crap off? Play something else for crissake. Anything. What happened to that song you were going to play?

CHARLIE

Max, can you do something for the middle break in "Runaway?"

MAX

That's what I'm here for.

CHARLIE

Change of plans. This is a new one. You get to hear the first-ever public performance of "Little Runaway."

Charlie plays the opening guitar chords of "Runaway" like a man possessed. While more raw than the version we all know and love, Max's solo instrumental blows them away. They finish to insane applause and hoots and hollers.

INT. WESTOVER TRAILER - EARLY MORNING

A pregnant Shirley sits while Charlie, still on a performance high, buzzes around their tiny trailer, unable to sit still.

CHARLIE

You should have been there, Shirl. I mean they always like us but I've never seen anything like tonight.

SHIRLEY

I wish I could have been, honey. But someone has to be here with the kids.

Charlie takes her hand tenderly.

SHIRLEY (CONT'D)

I know you have to keep playing to get noticed. But five hours a night, three times a week?

INT. TALENT ASSOCIATES - DAY

Ollie, Harry and Irv listen to the "Runaway" live demo tape.

IRV

I'm not paying for another session.

OLLIE

You must not be hearing what I hear.
This track is a hit.

HARRY

This isn't a song. It's like several
songs and they don't fit together.
And what's that crap in the middle?

OLLIE

That 'crap in the middle' is what
makes the song.

Harry and Irv scoff.

IRV

It sounds like a kid's toy.

OLLIE

You've had some solid hits. Little
Willie John. Johnny and the
Hurricanes. I'm telling you Del
Shannon's got a song here that's not
only gonna be bigger than theirs,
it'll be on every station in the
country. Now, if you want to miss
out on that...

IRV

Who the fuck is Del Shannon?

HARRY

I told him to change his name. That's
what he picked.

IRV

Well, anything's better than Charles
Westover.

INT. HALLWAY - LATER

Harry's on the hallway pay phone.

HARRY

Max, I thought it over and I want to
try one more time with Charlie - I
mean Del and that "Runaway" track.
You got anything else?

MAX

Sure. What do you need?

HARRY

Some of your instrumental stuff.

(MORE)

HARRY (CONT'D)

You'll have to drive to New York.
Irv won't pay the air fares.

INT. BELL SOUND - NEW YORK - DAY

January 21, 1961

Studio MUSICIANS schmooze amongst themselves.

HARRY

Guys, meet Del Shannon and Max Crook.
That's Al Caiola on lead, Milt Hinton
on bass, Joe Marshall on drums, Bucky
Pizzarelli and Al Casamenti on
guitars. Bill Ramal's on sax.

Charlie does his best not to show how intimidated he is.

CHARLIE

Good to meet you guys. Thanks for
doing this.

HARRY

We'll do "Runaway" and "Jody" then
Max's two instrumentals.

Max hooks up his Musitron. The session men wonder what he's
doing. As Charlie straps on his guitar, Harry pulls him aside.

HARRY (CONT'D)

You won't need that. All you'll be
doing today is singing.

CHARLIE

How can I *not* play on my own record?
That's like cheating.

HARRY

It'll be our little secret. You got
any experience reading music charts?

CHARLIE

No.

HARRY

Then it's settled. You concentrate
on singing. Remember - I've already
produced top ten hits.

Charlie tries to object until --

HARRY (CONT'D)

Case closed. Now get in the booth
and put those headphones on.

INT. BELL SOUND STUDIOS - CONTROL ROOM - LATER

Harry and the ENGINEER listen to the "Runaway" playback.

INT. BELL SOUND STUDIO - DAY

Charlie, Max and the musicians talk amongst themselves. Charlie keeps looking over to Harry in the control room.

CHARLIE

What the fuck are they doing?

INT. CONTROL ROOM - CONTINUOUS

ENGINEER

Maybe it's nerves.

HARRY

I don't care what it is. His voice *still* sounds flat.

ENGINEER

We've got time for another take.

Harry shakes his head.

HARRY

Speed up the tape.

ENGINEER

What? Really?

HARRY

Really.

The Engineer does so as the playback begins anew.

HARRY (CONT'D)

Now we've got something. Is that new telephone hook-up working?

ENGINEER

Yeah. I'll open the line now.

Harry motions to the guys to come in.

Playback begins again and we hear "Runaway" full on for the first time. It's a killer track - wildly improved from the Hi-Lo Club version.

CHARLIE

How come my voice sounds like that?

HARRY

I sped up the tape.

CHARLIE

But it doesn't sound like me.

HARRY

Del, no one knows what the hell you sound like.

Harry's got a point. But Charlie still doesn't like it.

ENGINEER

The distributors' hook-up is ready.

Session guitarist Al Caiola motions to Harry.

HARRY

What?

AL

I'd like to buy a piece of the track.

HARRY

Al, I appreciate that. But stick to guitar playing. Irv and I have the business end covered.

(beat)

Everybody on the line?

MULTIPLE VOICES (O.S.)

Yeah...yes...I'm here.

HARRY

Okay, this is a rough mix.

Tape rolls as "Runaway" is played for distributors around the country. Before it's even over:

MULTIPLE VOICES (O.S.)

I'll take ten thousand...Fifteen for me...

EXT. WESTOVER TRAILER - NIGHT

Charlie arrives back home with Shirley after the long drive from New York. They're exhausted but excited.

INT. WESTOVER TRAILER BEDROOM - LATE NIGHT

Shirley's already in bed and starting to drift off.

SHIRLEY

Chuck, are you ever coming to bed?

CHARLIE (O.S.)

Just a minute.

INT. TRAILER LIVING ROOM - CONTINUOUS

Charlie scribbles more song lyrics in his notebook.

SHIRLEY (O.S.)

Chuck, put the notebook down. Now.

INT. CARPET OUTLET - DAY

Charlie arrives for another day of selling carpet.

CHARLIE

Any calls?

PETE

Just for carpeting.

Pete spots an angry COUPLE crossing the street.

PETE (CONT'D)

Shit. It's the Gundersons.

He dives under a desk.

PETE (CONT'D)

I'm not here. And you don't know
when I'll be back.

CHARLIE

Wait, what?

But the Gundersons are fast approaching. Pete watches as Charlie does his best to calm them down.

EXT. CARPET OUTLET - NIGHT

The end of work has Charlie feeling low.

CHARLIE

Guess I'll see ya tomorrow.

EXT. BATTLE CREEK STREETS - CONTINUOUS

Charlie walks home dejected - until he passes Tommy's Barber Shop. WHRV, Ollie's station, can be heard from the doorway.

OLLIE (O.S.)

That was "Runaway" by Michigan's
own, Del Shannon. And the way our
phones just lit up, you'll be hearing
it again real soon.

Charlie stops and all but races inside Tommy's.

INT. BARBER SHOP

CHARLIE

Did he just say Del Shannon?

BARBER

I wasn't really listening. After a
while it's all background noise.

CUSTOMER

Yeah. "Runaway" by Del Shannon.

CHARLIE

Thanks!

EXT. BATTLE CREEK STREETS - CONTINUOUS

Charlie flies down the street on foot.

INT. WESTOVER TRAILER - NIGHT

Shirley pulls the door open to a breathless Charlie.

SHIRLEY

I tried the store but Pete said you'd left. "Runaway" was just on the radio!

CHARLIE

Ollie played it. He's gonna play it again. Put on WHRV.

Shirley does. Sure enough they come in on Max's Musitron solo. They sit stunned for a bit then get up and dance like two teenagers, collapsing in each others' arms when it ends.

CHARLIE/SHIRLEY

Holy shit!

INT. HI-LO CLUB - THAT NIGHT

March 1961

The usual packed house is there to see Charlie's band.

CLUB MANAGER

Charlie, phone call.

CHARLIE

Can you take a message?

CLUB MANAGER

It's Harry B--

Charlie all but dives for the phone.

CHARLIE

Harry, what's up?

HARRY (V.O.)

What's up? Sales. Eighty thousand records a day.

Charlie is dumbfounded. And silent. The club noise fades away as he attempts to take that in.

HARRY (V.O.) (CONT'D)

Knock off that heavy breathing. It's creeping me out.

CHARLIE

I'm still here. Did you say "a" thousand or "eight" thousand?

HARRY (V.O.)

Neither. Eighty thousand. "8" with a "y."

CHARLIE

Fuck. I gotta tell Max. There's a lot of people here to see us.

HARRY (V.O.)

Screw that. I need you in New York. Yesterday.

CHARLIE

So I can quit doing the club shows?

HARRY (V.O.)

And stop selling carpets. You're booked at the Paramount Theater.

EXT. PARAMOUNT THEATER - BROOKLYN - NIGHT

The marquee reads "Murray the K presents Dion - Del Shannon - Bobby Vee - Jackie Wilson - Rosie & Originals. Four Shows Daily." TEENS line up down the block.

INT. PARAMOUNT THEATER - BACKSTAGE

Charlie passes singer BOBBY VEE'S dressing room.

BOBBY

Hey Del, great song. I wish I could hit those high notes.

CHARLIE

Bobby, thanks. We'll see if I'm still hitting them by the fourth show.

INT. DRESSING ROOM - CONTINUOUS

Charlie's now in his black suit, red tie and matching red socks. He checks the mirror and takes a deep breath.

VOICE (O.S.)

Tell me you're not wearing that.

Charlie looks up to see a very fashionable DION.

CHARLIE

Dion. Well, yeah. Actually I am.

Dion grabs him.

DION

No. You're coming with me.

EXT. BROOKLYN STREET - DAY

Dion and Del duck out a side entrance.

INT. CLOTHING STORE - CONTINUOUS

Charlie's fitted for a sharp Italian suit.

DION

Now you look like you belong on that stage.

INT. PARAMOUNT THEATER - DAY

Legendary New York DJ MURRAY THE K is at the mike in front of nearly 4000 screaming KIDS.

MURRAY

Let's hear it again for Bobby Vee!

Bobby bows gracefully and waves to the fans.

MURRAY (CONT'D)

That last one "Take Good Care of My Baby" will be out this summer so keep listening to my Swingin' Soiree on WINS 1010 for its national debut.

More screams.

MURRAY (CONT'D)

And now, the song that's fast becoming a "runaway" hit. Give a big New York welcome to Del Shannon!

Crowd goes crazy as Charlie hits the stage, guitarless. And they don't let up as he and the band power through the track.

INT. PARAMOUNT THEATER - DRESSING ROOM - LATER

Charlie tries out a tune on Dion and Bobby Vee.

CHARLIE

'Hats off to Larry, It may sound cruel, But you laughed at me when you said we were through. You told me lies, now it's your turn to cry, cry, cry-y. Now that Larry said goodbye to you. To you. To you.'

Dion and Bobby look at each other then break into applause.

BOBBY

You've gotta write something for me.

DION

And after that, write one for me -
only better.

(beat)

If that isn't your next hit I'll
wear your red socks on stage. Every
night. For the whole tour.

CHARLIE

Without washing them, right?

Dion and Bobby crack up.

INT. NEW YORK HOTEL ROOM - LATER

Charlie tosses and turns in bed. He puts a light on and checks the clock: 2 a.m. He's wired as hell and tries the TV but all he finds are test patterns. He scans the room service menu and lingers on the cocktail section. He thinks about it then tosses the menu aside. After pacing back and forth, he sits and writes a letter home.

CHARLIE

I wish this check was bigger but
between clothes, hotel and food,
there isn't much left. I've met all
these great musicians. And they keep
telling me how good my songs are. If
this is a dream I don't want to wake
up except it's better than any thing
I ever dreamt. It's tough to leave
the hotel unless it's late so we're
all kinda trapped here. Girls on the
street yell up at our rooms for hours.

INT. WESTOVER TRAILER - DAY

Shirley reads aloud to one-year-old Craig and ten-month-old KYM as she juggles feeding them both.

SHIRLEY

'I'll write again soon. Love to
everyone. Give Craig and Kym a big
kiss for me. I'll save some for you
until I get home.'

Shirley does so.

SHIRLEY (CONT'D)

Daddy sent those kisses all the way
from New York.

EXT. WFIL TV - PHILADELPHIA - AFTERNOON

April 10, 1961

TEENS in winter coats practice dance moves to stay warm.

INT. WFIL TV - LATER

Escorted by a PRODUCTION ASSISTANT, Charlie takes in the American Bandstand set.

CHARLIE

Wow, it's much smaller than I thought.

P.A.

If I only had a dollar for everytime I've heard that. So, Dick will introduce you first. You'll sing from here with kids dancing around you. After a break, he'll ask about the song and how fast it's become a hit. I'll get you when we're ready.

CHARLIE

This is pretty amazing.

P.A.

Enjoy it, Mr. Shannon. You never know when you'll be back.

INT. WFIL TV - AB SET - LATER

Charlie's in position as they wait to come back from a commercial break. Host DICK CLARK spots dancer EDDIE.

DICK

Big Eddie, you're blocking the other dancers. I told you stay to one side.

EDDIE

I did. But the camera came right up to me.

DICK

Why don't you stay home and think about it for the next three weeks?

Eddie splits, stunned by Dick's reaction.

STAGE MANAGER

Three, two and...

Dick switches on the charm.

DICK

Give a warm welcome to the man whose song is on every radio in America, Del Shannon!

Charlie lip-syncs "Runaway," his unplugged guitar slung over his shoulder. Kids dance. He tries to keep his glee in check but still manages huge grins whenever he's not "singing."

INT. WESTOVER TRAILER - DAY

A very proud Shirley watches with the kids.

INT. WFIL TV - LATER

Off-camera, Dick shakes hands with Charlie.

DICK

Thanks for being here, Del. Come back when you've got something new.

CHARLIE

I already do. We're recording soon.

DICK

Give my best to Harry and Irv.

INT. WESTOVER TRAILER - DAY

Charlie's at home with a pregnant Shirley. He's building a "fort" for Craig and Kym with a blanket and chairs when...

SFX: DOORBELL

CHARLIE

What is that strange sound? You two watch for invaders while I check this out. Don't let anyone in without our password.

CRAIG

Daddy, what's a password?

Charlie opens the door to a MAILMAN with a package. Charlie opens it to find the latest issue of Billboard. The Top 100 Singles page is clipped.

CHARLIE

Honey, come see this!

"Runaway" is number one with a bullet. He pulls her close for a kiss.

EXT. COOPERSVILLE HIGH SCHOOL - DAY

An American flag waves in the breeze in front.

INT. COOPERSVILLE HIGH SCHOOL - DAY

Charlie's in Principal Russ Conran's office with his guitar and a small amp. His MOM and DAD are there too.

RUSS

Charlie, it's great to see you again. Congratulations on all your success.

CHARLIE

Russ, great to see you, too. Been a long time. You're looking good. You remember my folks?

Russ shakes hands with Charlie's parents.

RUSS

(good-naturedly)

Of course. Mr. and Mrs. Westover, I'm glad you're here to celebrate Charlie's success and not his academics.

Parents chuckle.

CHARLIE

So I'd like to do a soundcheck first.

RUSS

Charlie, we've got a problem.

Charlie's confused.

RUSS (CONT'D)

The faculty took a vote.

CHARLIE

A vote? On what?

RUSS

The teachers think if you play, the kids'll get out of control.

CHARLIE

It's a hit song, not free beer.

RUSS

Talk to the kids, answer their questions and then we're off to the Mayor's office. I'm really sorry about this, Charlie. Maybe next time.

INT. COOPERSVILLE HIGH SCHOOL - AUDITORIUM - DAY

The assembly is packed. TEACHERS are vigilant.

STUDENT

Your song went to number one in like, four weeks. How can I do that?

Charlie smiles.

CHARLIE

When I figure it out, I'll tell you.

Students laugh.

EXT. COOPERSVILLE CITY HALL - DAY

A modest one story structure.

INT. CITY HALL - DAY

Charlie, his family and Russ wait outside the Mayor's office. Charlie paces and checks his watch.

CHARLIE

What's taking so long? All he has to do is present the key and we're done.

A SECRETARY emerges from an inner office.

SECRETARY

I'm sorry. The Mayor had a last minute schedule change. The ceremony's off.

CHARLIE

Off forever or do you want to reschedule? I'm glad to do this when he's available.

But she's gone. Charlie and Russ swap looks.

RUSS

(sotto)

This is bullshit. I've got an idea but you didn't hear it from me.

EXT. COOPERSVILLE MAIN STREET - THAT NIGHT

Charlie, Max and old bandmates play live on a flatbed truck. The handful of local COPS do their best to keep TEENS from running up to Charlie. Russ runs along side keeping up with the truck. Charlie nods his head in thanks.

INT. BELL SOUND - NYC - MORNING

May 1961

Charlie and Max are back in the studio with the "Runaway" session musicians.

CHARLIE

Whataya mean that's it? I wrote all these other songs.

HARRY

"Hats off to Larry" is the strongest one. Your others ain't commercial.

CHARLIE

You didn't just bring me out here for this one song.

HARRY

Hell no. I stopped off at the Brill Building; got some Doc Pomus and Burt Bachrach stuff. So if you're ready to sing, I'm ready to produce.

CHARLIE

(begrudgingly)
You're the boss.

HARRY

Thanks for noticing. Now go sing your little heart out.

EXT. NEW WESTOVER HOME - SOUTHFIELD, MICHIGAN - DAY

Summer 1961

A moving van heads off down the street.

INT. NEW HOME - CONTINUOUS

Charlie unpacks boxes in their more spacious home. A pregnant Shirley keeps her eye on one-year old KYM while four-year-old CRAIG draws at the table.

CRAIG

Mom, how come Kym's room is bigger than mine?

SHIRLEY

Because she's going to share a room with the new baby.

CHARLIE

Craig, don't be jealous of your sister. Because she doesn't really have the biggest bedroom.
(off of Craig's look)
Your mom and I do. We're the adults.

Shirley smiles. When the mail arrives, Charlie grabs it fast.

CHARLIE (CONT'D)

Babe, check it out. Two Billboard spotlight picks in a row. Cool, huh?

SHIRLEY

"Runaway's" dropping some.

CHARLIE

No song stays number one forever.

SHIRLEY

Think 'Larry' will hit number one?

CHARLIE

That would be sweet. Plus the album's *supposedly* coming out, too.

SHIRLEY

What's that mean?

CHARLIE

Irv think kids are only interested in singles.

INT. TALENT ASSOCIATES - DAY

Harry and Irv are in a larger place, too - with actual phones *inside* the office. Irv arrives.

IRV

I got some estimates for Shannon's albums. I don't think we should press more than ten thousand.

HARRY

We still have to put one out. I've already set up another session.

IRV

We just had a recording session. Now you want to schedule another one? For an album?

HARRY

Yeah. Think of it as a bet. That should make ya feel better.

INT. BELL SOUND - NIGHT

Charlie is on Harry's case.

CHARLIE

Stereo is the next big thing. How could you only press a thousand?

HARRY

Stereo, schmereo. Kids don't know the difference. They have crappy record players. I know what I'm doing. Your first record hit number one and "Hats" is holding steady in the top ten. Anything else?

CHARLIE

I don't think these Doc Pomus tracks fit the album. People know my material. They want to hear my songs. "Daydreams," "The Prom," "Lies" and "He Doesn't Care" should be on there.

HARRY

Leave the producing to me. That's what I'm here for, remember?

CHARLIE

It's kinda tough to forget.

INT. U.K. RADIO STATION - DAY

A British DJ is on the air.

DJ

Welcome back to "Runaway" Day. We've invited John Lennon, Paul McCartney, George Harrison, Pete Best and Stu Sutcliffe in, direct from their lunchtime Cavern Club show. That's right, the Beatles are here.

The Beatles ad-lib hellos.

DJ (CONT'D)

Why'd you add "Runaway" to your set?

MCCARTNEY

That A minor and G change.

George plays the opening on his guitar.

LENNON

It's brilliant. Genius even. We listen to it just before we start writing. Maybe we'll come up with something that good.

INT. U.S. THEATER DRESSING ROOM - NIGHT

August 1961

Charlie's backstage on the payphone.

STAGE MANAGER

Five minutes, Del.

Charlie nods but he's more focused on the phone call.

INTERCUT

CHARLIE

Harry, the album tanked for one reason - too many fucking covers.

HARRY

Del, right now, you've got two more tracks in the top 40. That's four hits in your first year in case your math isn't so hot. Focus on the writing and we'll make more music.

INT. HOTEL ROOM - LATE NIGHT

September 1961

Flask in hand, Charlie's paces back and forth while on the phone. Shirley is very pregnant.

INTERCUT

CHARLIE

Hon, I'm sorry I woke you but I couldn't sleep. I know I should be happy. Yeah, the audiences are great but "So Long Baby" never got higher than twenty-eight even after Billboard's "spotlight pick." "Hey Little Girl" only got to thirty-eight.

SHIRLEY

Didn't "So Long Baby" make number one in England?

CHARLIE

It's still there.

SHIRLEY

Chuck, you want everything perfect. Try to enjoy what you've accomplished.

CHARLIE

Shirl, the thing is I can have all the hit songs in the world overseas but if it's not here in the U.S., it's like it never happened.

SHIRLEY

All I know is I hear you on the radio. And with you on the road so much, it's the next best thing to having you curled up with me.

CHARLIE

Thanks, baby. Sometimes I think I should forget Del Shannon and go back to the Hi-Lo Club.

SHIRLEY

Ugh. That place smelled like pee.

Charlie laughs.

CHARLIE

You left out sweat. And stale beer.

Shirley laughs.

CHARLIE (CONT'D)

I'll call you tomorrow from -- geez,
I can't remember which city I'll be
in. I'm gonna try to get to sleep.
Talk tomorrow, baby. Night.

EXT. WESTOVER HOUSE - DINNER TIME

Charlie's new black '61 Thunderbird sits in the driveway.

INT. HOUSE - CONTINUOUS

As Shirley feeds Kym, Charlie enters wearing a towel cape.

CHARLIE

Look. Up in the sky. It's a bird.
It's a plane. No, it's Guitarman!

CRAIG

Dad, I know it's you.

CHARLIE

Not true, small human. I'm not sure
who this 'dad' is but I am here to
save the day, fight crime and if
you're very good and eat your
vegetables, write you a song.

CRAIG

Super heroes don't write songs.

CHARLIE

That's because they're not --

He strikes an heroic pose.

CHARLIE (CONT'D)

Guitarman!

That makes Craig and his year old sister Kym laugh out loud.

CHARLIE (CONT'D)

And you know where Guitarman gets
all his amazing powers from?

Kym, too young to answer, looks at her brother.

CRAIG

His guitar?

CHARLIE

Yes. But he could never play without
eating everything on his plate.

INT. WESTOVER HOME - LATER THAT NIGHT

Charlie helps Shirley tuck the kids in.

SHIRLEY

It really is true. They always look so peaceful when they're asleep.

CHARLIE

You mind if I head out to meet Steve?

SHIRLEY

I was thinking we'd be alone before you head out on tour again.

CHARLIE

How about if I promise to be back at a decent hour?

SHIRLEY

Just write down the number in case any pregnant people need a ride to the hospital.

INT. THE WIGWAM TAVERN - NIGHT

Charlie and Steve Monahan share a back table.

STEVE

You know what? I can't tell if you're having fun out there or not.

CHARLIE

It's not that black or white. Some days I feel like I'm strapped to a rocket with someone else at the controls. The money's good but being stuck in a hotel makes for a lot of lonely.

STEVE

That Cashbox cover must have made you happy.

CHARLIE

Steve, that's one of the few articles I really liked. They predicted a long successful career.

STEVE

What do you say?

CHARLIE

I like "long and successful." But who the fuck knows what'll happen? Harry says it's all good; more interest, more record sales, more shows. Now we're getting calls from the teen magazines.

Steve elbows Charlie.

STEVE

That must make an old man like you
feel good.

CHARLIE

Ha, not really. Charlie Westover is
twenty-seven. But Del Shannon? He's
twenty-one. If they found out,
everything would change - at least
according to Harry and Irv.

(beat)

Well, I've gotta be up early for the
flight to New Orleans. Do me a favor.
Look in on Shirley and make sure
she's okay.

STEVE

Hey, it's normal to think about what's
down the road. Try enjoying the ride.

EXT. PONTCHARTRAIN BEACH, LA. - DAY

One hundred thousand FANS gather at this south shore amusement
park. Banners above the stage feature names of Del, TONY
ORLANDO, DICK AND DEEDEE, DANNY AND THE JUNIORS and RAY
STEVENS.

BACKSTAGE

Guitar strapped on, Charlie's ready to hit the stage when
he's handed a telegram. He rips it open.

CHARLIE (V.O.)

Congratulations. STOP. New baby girl.
STOP. Max has new son. STOP. Musta
been something in our water.

Charlie smiles broadly and stashes the telegram.

ANNOUNCER

(O.S)

And now, the guy with four top 40
hits this year and it's still only
October, Del Shannon!

As we hear the opening to "Hats Off to Larry," we cut to:

INT. NEW ORLEANS HOTEL ROOM - NIGHT

Charlie's on the phone seated on his bed.

CHARLIE

It was the biggest show so far -
something like a hundred thousand.

INT. HOSPITAL ROOM - NIGHT

Shirley's got newborn JODY cradled in her arms.

INTERCUT

SHIRLEY
(exhausted but happy)
That's huge, darling.

CHARLIE
Not as impressive as what you did.
How's she look?

SHIRLEY
She's beautiful.

CHARLIE
So she takes after her mom. That's a
relief. No girl deserves these ears.

Shirley laughs.

CHARLIE (CONT'D)
I wish I could'a been there. Get
some sleep. I'll call as soon as I
can.

INT. 16 MAGAZINE OFFICE - NEW YORK - DUSK

November 1961

Flirty Editor GLORIA STAVERS circles around Charlie.

GLORIA
Twenty-one, huh? *Heady* stuff.

Charlie pivots around trying to maintain eye contact.

CHARLIE
For anyone. Any age.

GLORIA
So how old are you really?

CHARLIE
Like it says, twenty-one.

Gloria gets very close, her hand on his shoulder.

GLORIA
Is that Canoe cologne?

CHARLIE
I'm not wearing too much, am I?

GLORIA
To quote Goldilocks, I'd say it's
"just right."

CHARLIE
Dion actually turned me on to it.

GLORIA

Dion does know his way around. I was thinking we go for dinner and get better acquainted.

CHARLIE

(nervously)

That sounds terrific. But I've gotta call my -- girlfriend. If there's a phone I could use. I mean dinner with you sounds great but maybe another time.

GLORIA

A rock star with integrity. I like that. Might even make a good angle.

INT. DETROIT RESTAURANT - DAY

Harry and Irv talk business.

HARRY

So where the fuck is the money, Irv? If we'd had more to push "So Long Baby" and "His Little Girl," they could'a been much bigger.

IRV

Not every record gets to be number one. Slipping sales in America are not the end of our world. It was bound to happen.

HARRY

Tell me something I don't know.

IRV

Del's songs continue to be strong in the U.K. and I'm working Australia.

HARRY

So we shift our focus there.

IRV

Del gets a two per cent royalty here. Over there, it's one.

INT. WFIL TV - AMERICAN BANDSTAND STUDIO - DAY

December 13, 1961

Del finishes his lip-sync for "Hey Little Girl."

CHARLIE

"Come little girl, I'll make all your dreams come true..."

Dick Clark makes his way through the dancers. They applaud.

DICK

Del Shannon, everybody.

More applause from the KIDS.

INT. WFIL TV - BACKSTAGE - LATER

Post-show.

CHARLIE

Thanks again for having me back.

DICK

So what's next?

CHARLIE

Another tour. Then I'm going to Nashville. Harry thinks we'll find new material there. And a new "sound."

DICK

You're not convinced?

CHARLIE

I don't have much choice. But one day, I'm gonna do a Hank Williams tribute album - despite what Harry and Irv say.

Dick shrugs but says nothing.

The PRODUCTION ASSISTANT walks up.

PRODUCTION ASSISTANT

Gary "U.S." Bonds is on the phone. Says he can't make it tomorrow.

DICK

Goddamn it. Fucking musicians.

Charlie and the P.A. swap looks.

MONTAGE - TOURING

INT. OHIO THEATER - DAY

Charlie holds up his hand to stop his pick-up band mid-song.

CHARLIE

Guys, it's not a contest to see how fast you can play. You listened to the records, right?

BAND MEMBER

Yeah, like several times.

CHARLIE

Just follow my lead, okay?

They nod and wade back into it.

INT. ILLINOIS THEATER - DAY

Another rehearsal. Another pick-up band. Charlie shows the keyboard PLAYER how to simulate Max Crook's Musitron solo.

CHARLIE

You'll never duplicate Max's work
but you can come close.

Charlie adjusts some of the "stops" on the organ, sliding one in and another out. Then he plays it.

CHARLIE (CONT'D)

Do that and we'll be good.

INT. WISCONSIN THEATER - DAY

Charlie and his new pick-up band THE ROBBS rip through "Hats Off To Larry." Charlie shakes his head in wonder.

CHARLIE

Now that - that was a thing of beauty.
Who are you and where have you guys
been hiding?

DEE ROBB

We're the Robbs. From Oconomowoc,
Wisconsin. And thanks.

The three other ROBBS nod in agreement.

INT. UK HOTEL - NIGHT

Charlie relaxes with a drink as he makes a call.

INTERCUT

CHARLIE

Hello, is this Shirley Eileen
Westover?

New baby JODY cries in the background.

SHIRLEY

Yes it is.

CHARLIE

Mrs. Westover, I'm working my way
through school selling magazine
subscriptions.

SHIRLEY

We're really not interested but thanks
for calling. Good--

CHARLIE

Babe, it's me. Fooled ya, huh?

SHIRLEY

Yes, you did. But Jody's crying nonstop and I've got my hands full here.

CHARLIE

Put the phone up to her ear.

SHIRLEY

Okay.

She does. Charlie hears her crying and sings into the phone.

CHARLIE

'Hush, little baby, don't say a word.
Papa's gonna buy you a mockingbird
And if that mockingbird won't sing,
Papa's gonna buy you a diamond ring
And if that diamond ring turns brass,
Papa's gonna buy you a looking glass --

Jody stops crying.

SHIRLEY

How'd you do that?

CHARLIE

I'm a professional, honey. Remember?

SHIRLEY

I miss you so much. When will you be back?

CHARLIE

After the tour and the movie. Love you.

INT. COLUMBIA STUDIOS - NASHVILLE - DAY

May 1962

Charlie preps for a session with Harry.

HARRY

How'd the film go? Is it still called 'It's Trad Dad?'

CHARLIE

Yeah.

HARRY

Ever find out what it means?

CHARLIE

Not a fucking clue. But the director was cool. Some guy named Richard Lester.

HARRY

Never heard of him.

CHARLIE

I'm sure the feeling's mutual. Well, I'm all ready for my "new sound."

Charlie's sarcasm is not appreciated. Harry hands him lyrics.

CHARLIE (CONT'D)

Roger Miller?

HARRY

He's a young up and coming songwriter. "Swiss Maid" could be your next single.

CHARLIE

What's this part here?

HARRY

That's where you do kind of a yodel thing.

CHARLIE

'A yodel thing.' Y'know, I can't think of that happening in a single pop song. Ever.

(beat)

What about the two I wrote?

HARRY

"Cry Myself to Sleep" and "I'm Gonna Move On" will fill out the session.

EXT. HOTEL - NIGHT

Fall 1962

A group of GIRLS camp outside.

INT. HOTEL - CONTINUOUS

Charlie and Dion share a joint in Dion's room.

CHARLIE

Those songs died in the U.S. but in the U.K., "Swiss" broke in at number 2 and it's huge across Europe.

DION

There's no explaining it. Don't even try.

CHARLIE

I live here. I wanna have hits *here*.

DION

Y'know how many guys would change places with you this second?

CHARLIE

Yeah, a million. Harry's got some songwriter he wants me to meet. Thinks we'd make a good team. Create a new spark. All that good stuff.

DION

Who is he?

INT. WESTOVER HOUSE - NIGHT

Charlie peers through door to a black man, MARON MCKENZIE.

CHARLIE

(through door)

Can I help you?

MARON

Harry Balk sent me. I'm Maron McKenzie. But you can call me Robert.

INT. CHARLIE'S HOUSE - LATER

While Charlie and Robert talk in his office, Shirley brings in bologna sandwiches.

ROBERT

Thanks, Mrs. W. Okay. Hey, how about this? It's something I've been working on as a follow-up for the Young Sisters. Harry thinks it's a better fit for you.

CHARLIE

He's not always right. I mean, he thinks I'm running out of hits.

ROBERT

Del, I'm not here to make you write with me. Let's give it a shot and see what we come up with. Who knows, we might just inspire each other.

Charlie straps on his guitar.

ROBERT (CONT'D)

Okay, this one is "Little Town Flirt." It opens with 'here she comes, walkin' down the street.'

Charlie reacts quickly - too quickly.

CHARLIE

Geez, those lyrics'll make me sound colored.

ROBERT

No, they're going to open up your sound. Just hear me out.

(sings)

'I'm a walkin' in the rain'...'Hats off to Larry'...'Hey little girl.' They sound alike - too much. It's worked great so far but you need something new, Del. Something that's still Del Shannon but different.

Charlie weighs that.

CHARLIE

What about this?

He strums his guitar.

CHARLIE (CONT'D)

"Here she comes, that little town flirt." What's next?

INT. HOME STUDIO - LATER

More food's been consumed.

ROBERT

'The temptation of those ruby red lips...'

CHARLIE

What about 'the temptation of her tender red lips?'

SHIRLEY (O.S.)

Ooo, I like that.

CHARLIE

Thanks, Hon.

ROBERT

Tender. Yeah, that's good, real good.

CHARLIE

And near the end it should be 'But you'll think you gotta paper heart When she starts to tear it apart...'

Robert writes as fast as he can.

ROBERT

Man, that's great.

Charlie paces while Robert writes. Then it's Robert's turn to pace. Charlie works out a rough melody on guitar.

ROBERT (CONT'D) (CONT'D)
The Young Sisters'll sing back up. I
can hear their voices right now,
like they're in the room with us.

INT. BELL SOUND - NEW YORK

November 1962

Charlie sings lead with backing from the YOUNG SISTERS trio.

CHARLIE
Here she comes...

YOUNG SISTERS
Here she comes...

CHARLIE
That little town flirt...

INT. CONTROL ROOM - LATER

Harry, Charlie and the Young Sisters listen to the playback.

HARRY
That's a hit or I'm not Harry Balk.
Go on, get outta here. Lemme work my
magic. See ya when you get back from
the U.K.

EXT. DETROIT AIRPORT - NIGHT

December 1962

Shirley picks up Charlie at the airport, decorated for Christmas. They embrace intensely.

CHARLIE
You smell good, baby.

SHIRLEY
So do you.

CHARLIE
How're Craig and my girls doing?

SHIRLEY
The little ones are getting bigger
and this one misses you a whole bunch.
We still have time to get them some
stuff for Christmas. I wanted to do
that with you.

INT. WESTOVER HOUSE - DAY

Shirley and Charlie return from Christmas shopping.

SFX: PHONE

INTERCUT

CHARLIE

Hello?

ROBERT

Hey Charlie, Merry Christmas and welcome back home. I got some news on "Little Town Flirt."

CHARLIE

Since you didn't say "good" news, do I want to hear it?

ROBERT

It entered the chart at eighty-eight.

Charlie sits down.

CHARLIE

So it's a dud?

ROBERT

No, man. It's moved up to eighty.

CHARLIE

Shit. Eight spots is not a good sign.

ROBERT

It's gonna move. I know it.

INT. TALENT ASSOCIATES - ONE WEEK LATER

Charlie and Robert sit in reception.

CHARLIE

What could be so urgent?

Before Robert can answer, Irv opens the office door.

IRV

What the hell are you guys sitting out here for? Come in, come in.

Charlie and Robert are thrown by Irv's warmth.

INT. IRV'S OFFICE - CONTINUOUS

They sit on the couch.

IRV

You guys need any kind of advance, maybe some holiday money? Here, take one of these, fresh from my Cuban contact.

He hands them each a cigar.

CHARLIE

Now I know something's wrong. What happened, Irv? Did you hit the jackpot? Numbers finally come in?

ROBERT

I had no idea you had a "Cuban contact."

IRV

"Little Town Flirt" is becoming a monster hit. It jumped from eighty to forty.

ROBERT

Holy crap. So I can quit my job at the jelly plant?

Irv doesn't answer.

IRV

Johnny at Big Top Records said they couldn't move the record because of the fucking holiday music. Once that bullshit was out of the way, the record skyrocketed. Everywhere.

EXT. BUILDING - LATER

Charlie and Robert are in much better spirits.

IRV

(O.S.)

Hey!

Charlie and Robert look up to see Irv in his office window.

IRV (CONT'D)

Next week it hits number 12 and Europe wants you back.

EXT. ROYAL ALBERT HALL - LONDON - DAY

April 18, 1963

Posters announce 'Swinging Sounds '63' featuring The Vernon Girls, The Springfields, Johnny Tillotson, the Beatles and headliner Del Shannon in big bold letters.

INT. ROYAL ALBERT HALL - CONTINUOUS

Charlie watches from the wings as the BEATLES rehearse "From Me To You." They finish and walk off stage where Charlie waits to rehearse with his band. He intercepts JOHN LENNON.

CHARLIE

That A-minor chord in the bridge...

LENNON

We nicked that from you.

CHARLIE

Really?

Lennon nods.

CHARLIE (CONT'D)

I'd like to record it.

LENNON

We've always thought your stuff was fab so give it a go.

They split but then Lennon returns.

LENNON (CONT'D)

Brian will kill us if you cover it before we release it. But if you really love it, we won't stop you.

INT. WKNR RADIO - NIGHT

May 1963

Charlie's in the studio with old friend Ollie McLaughlin.

OLLIE

Tell us what you've got for us, Del.

CHARLIE

Even though I didn't write this new single, I'm still excited about it. It's from a new British band The Beatles and the *absolutely last* song I'll be recording for Big Top.

OLLIE

So you're the first American artist to cover one of their tracks?

CHARLIE

Yes.

OLLIE

Here's "From Me to You" on WKNR radio.

Charlie's version of the future Beatles hit plays.

INT. TALENT ARTISTS OFFICES - DAY

The shit flies.

IRV

On the radio? In front of everyone?

CHARLIE

My contract's up with Big Top. I'm making a clean break. If it isn't late royalties, it's microscopic royalties. Hell, Irv, are you ever going to pay me what you owe me?

HARRY

You do know we're not getting our money from Big Top, right? So if they don't pay us, we can't pay you.

CHARLIE

It makes sense when you say it but I'm living it. And I'm fucking fed up. There's gotta be someone honest --

IRV

Hey, boychick. This is fucking show business. You want honesty? Try the Boy Scouts.

CHARLIE

I'll find another label.

As Charlie leaves, Irv shouts after him at the door.

IRV

Good luck with that.

INT. WESTOVER HOUSE - DAY

Charlie's on the phone to his LAWYER. Shirley listens in.

CHARLIE

I knew it was a long shot with that fucking binding contract but it was still worth suing them...At least you got your hourly fee...Wait, when was that?

He covers the phone for a moment.

CHARLIE (CONT'D)

Mercury Records wanted to sign me.

SHIRLEY

What?

Charlie holds up his hand so he can focus on the call.

CHARLIE

Why'd they back off?..Irv's been
doing what?..Damn it. Let me call
you back.

He slams the receiver down.

CHARLIE (CONT'D)

First, that shithead Irv mailed
letters to all the major labels.
Then he called and threatened to sue
if they even tried to sign me. I've
been blackballed.

SHIRLEY

If you start your own label, he can't
stop that, right?

INT. BELL SOUND STUDIOS - DAY

August 1963

Charlie leaves the booth and joins MUSICIANS in the studio.
He carries a bottle of champagne and pours each a glass.

CHARLIE

To the first Ber-Lee Records session.
And we finished thirty minutes early.

They clink glasses and down their bubbly.

CHARLIE (CONT'D)

I set up distribution with Diamond
Records.

Musicians applaud as the OWNER of Bell sticks his head in.

STUDIO OWNER

Hey, Del. You got a minute?

INT. BELL SOUND OFFICE - DAY

Charlie sits across from the OWNER.

CHARLIE

Say that figure again.

STUDIO OWNER

Irv never paid us for the other
sessions. It's over ten grand now.

CHARLIE

Jesus. I had no idea.

STUDIO OWNER

And he owes Mira Sound, too.

(MORE)

STUDIO OWNER (CONT'D)

Johnny B at Big Top paid it all off -
mostly to deny Irv access to your
masters. That's why Big Top cut its
ties to Talent Artists.

Charlie can't believe what he's hearing.

INT. WESTOVER HOME - SOME WEEKS LATER

Charlie checks Billboard while Shirley flips through Cashbox.

CHARLIE

"Sue's Gotta Be Mine" is at 71.

SHIRLEY

Cashbox has it at 75.

CHARLIE

Not bad for our company's first
single. And like clockwork, it's
charting higher in the U.K.

SHIRLEY

What's really great about "Sue" is,
you proved you can produce yourself.

INT. JOYLINE RECORDS STORE - DAY

Early 1964

Charlie and Steve Monahan flip through records. Teen store
clerk DAN BOURGOISE knows exactly who Charlie is.

SFX: PHONE

DAN

Joyline Records, this is Dan. Hey,
how's everything in New York?

Charlie and Steve look up for a beat.

DAN (CONT'D)

The Beatles are outselling
everyone...Yeah, well, buying up all
the local wholesale stock worked
out. Got my boss calling me the
genius...The next big thing? I'm
hearing good things about two other
British acts, Peter & Gordon and The
Animals...Okay, thanks, you too.

STEVE

I don't get why the distributors
think you're not legit.

CHARLIE

Not me. Ber-Lee, my record company.

STEVE

But you're a guy with huge hits.

CHARLIE

They don't care. If I don't have a hit this minute, I might as well be standing outside the Brill Building strumming a guitar. In my underwear. During winter.

STEVE

So what are you going to do?

CHARLIE

My contract gives Harry and Irv the right to choose my next label, if you can believe that. So this time around, I'll be on Harry's Amy label.

STEVE

I believe it. Can you believe you signed that contract?

Charlie can only shake his head.

STEVE (CONT'D)

So you're back in bed with Harry and Irv?

CHARLIE

Please don't say it like that. Or I'm really gonna be sick.

DAN

Excuse me, Mr. Shannon?

CHARLIE

Call me Charlie.

Charlie extends his hand to shake and they do.

DAN

Look forward to having you back in my Top 10 rack.

Charlie sees that rack dominated by the Beatles.

CHARLIE

Thanks. Me too, kid. I'm back in the studio next month so keep your fingers crossed.

INT. RECORDING STUDIO - DAY

April 1964

Charlie's now backed by the ROYALTONES: guitarists Dennis Coffey and Bob "Babbitt" Kreiner, drummer Marcus Terry, sax player George Katsakis, and Dave Sandy, second sax man.

CHARLIE

Ain't this great? Del Shannon gets to play guitar on his own record. And he's got the Royaltones, a real working band.

The band hoots and hollers.

INT. CONTROL ROOM - CONTINUOUS

Harry presses the talk-back button.

HARRY

Just remember, those hired guns got you multiple hit singles. And I'm the one who hooked you up with *these* guys.

INT. STUDIO

Charlie rolls his eyes.

CHARLIE

Yeah, Harry. I know. You won't let me forget it.
(to band)
One, two, three, four.

They launch into Jimmy Jones' song "Handy Man."

HARRY (O.S.)

Whoa! What are you doing?

Music grinds to a halt as Harry storms into the studio.

HARRY (CONT'D)

I said come up with your own arrangement of "Handy Man."

CHARLIE

But I thought --

HARRY

What'd I tell you when I pitched this weeks ago?

CHARLIE

That you wanted a 'white' arrangement.

HARRY

So you do remember.

Charlie smirks.

HARRY (CONT'D)

Then maybe you can explain why I'd want a copy-cat version from you when I've got the Jimmy Jones record at home.

INT. STUDIO - LATER

Charlie wraps the vocal on his original "Give Her Lots of Lovin'." It doesn't go unnoticed when Harry mimes sucking his thumb, indicating his opinion.

CHARLIE

Sucking your thumb? Maybe little Harry needs a nap.

Others laugh.

HARRY

"Handy Man's" the single. We'll hold your originals for the album.

EXT. STUDIO - NIGHT

Guitar case in hand, Charlie and the Royaltones ad lib goodbyes. A limousine sits at the curb. A window powers down.

DRIVER

Mr. Shannon.

Del stops as the DRIVER approaches and holds the door open.

CHARLIE

I didn't order a limo. And I know my manager didn't either.

The rear window opens.

PASSENGER

This isn't about a ride. It's about that Doug Brown track you want Elvis to record.

That gets Charlie's attention. Passenger extends his hand.

PASSENGER (CONT'D)

Colonel Tom Parker.

INT. LIMO - CONTINUOUS

Charlie settles in next to Col. Tom as the car drives off.

PARKER

We're very interested in "Just You."

CHARLIE

Doug did a great job with it.

PARKER

Then we're in agreement.

CHARLIE

On...?

PARKER

Sell us the publishing and we do it.

CHARLIE

I appreciate that, Colonel. But that'd mean screwing my own company, ShiDel.

Parker's sweet southern drawl turns menacing.

PARKER

Stop the car. Mr. Shannon can walk from here.

The car pulls to the curb. Charlie exits, shaking his head as the limo zooms off.

INT. TALENT ARTISTS OFFICES - A FEW WEEKS LATER

Harry hands Charlie a cigar.

CHARLIE

I'll save this. We should celebrate with some champagne. Or Chivas. Something to take the edge off.

HARRY

It's eleven in the morning. What possible fucking edge could there be? "Handy Man's" in the top 25 here and this time, that beats what we're doing in the U.K.

(beat)

And we'll follow it up with Bobby Freeman's "Do You Wanna Dance."

Charlie frowns.

HARRY (CONT'D)

Del, when you've got an original as strong as "Runaway," "Hats" or "Little Town Flirt," I'll listen. Until then, we're doing Freeman's song. Oh, and Irv's got you booked in Australia for the fall. With Peter & Gordon and The Searchers.

CHARLIE

There wouldn't be casinos there,
would there?

EXT. SYDNEY, AUSTRALIA AIRPORT - DAY

October 1964

Plane touches down.

INT. SYDNEY THEATER - DRESSING ROOM - NIGHT

Charlie plays an "I Go To Pieces" demo for PETER ASHER and
GORDON WALLER aka British duo PETER & GORDON.

GORDON

Who's the singer?

CHARLIE

An R&B guy I know, Lloyd Brown.

PETER

Who else has heard this?

CHARLIE

Mercury and Chess passed.

Peter and Gordon look at each other.

GORDON

We're not on either label and since
Capitol hasn't said no...

PETER

We'd like to record it if that's
okay with you, mate.

CHARLIE

Sure. I just never saw it as the
type of thing I do.

INT. WESTOVER HOME - THE MOLE HOLE - WEEKS LATER

Robert listens to a song Charlie's working on.

CHARLIE

'...There's only one thing left we
can do...'

Robert holds up his hand.

CHARLIE (CONT'D)

You don't like it? That's all I've
got so far.

ROBERT

You don't need my help.
(MORE)

ROBERT (CONT'D)

(beat)

Del, that's a top ten track or I'm
just really tan.

They share a laugh.

EXT. NORWEST LANES & LOUNGE - NIGHT

Outside this combo bowling alley and nightclub, the club
marquee reads: "Tonight - DOUG BROWN AND THE OMENS".

INT. NORWEST BOWLING LANES - CONTINUOUS

With her TEAMMATES looking on, Shirley lets her ball go.
Charlie, Steve and Dan watch as she levels the pins.

CHARLIE

Way to go, honey. Shirley, this is
Dan. Dan, Shirley. Dan's gonna be my
new manager.

SHIRLEY

Congratulations, Dan.

EXT. NORWEST LANES - NIGHT

Shirley cuddles up to Charlie in the car. As he pulls out,
"I Go To Pieces" comes on the car radio.

SHIRLEY

That's your song! It sounds so
different from Lloyd's demo.

Charlie turns up the volume.

CHARLIE

Holy shit. I never would have thought
of all those strings. Or that
arrangement. Fuck. I can't believe
Harry was right. Again. It was never
an R&B song. Why was I so convinced
it was?

Shirley rubs his shoulder affectionately.

SHIRLEY

You wrote great lyrics. People are
hearing your words.

CHARLIE

But they're not hearing *my* voice.

INT. MOLE HOLE - ANOTHER NIGHT

Charlie, Shirley, Dan and Steve talk over pizza and beer.

DAN

So "Handy Man" was big and "Do You Wanna Dance" wasn't. You can't beat yourself up and say it failed. It almost cracked the Top 40. Then you have a world-wide monster with "I Go To Pieces."

Charlie's got more bottles in front of him than the others.

CHARLIE

Maybe Cashbox was wrong about that 'long and successful' career.

SHIRLEY

Someone's feeling sorry for himself. I won't mention any names though.

DAN

Come on. You know what I think? I think you should try something again in A-minor, get that "Runaway" thing without being obvious.

Sparked, Charlie picks up his guitar.

CHARLIE

(singing)

'No one will understand what I've gotta do. I've gotta find a place to hide with my baby by my side...'

Too buzzed, he pauses to remember the lyrics.

CHARLIE (CONT'D)

'She's been hurt so much. They treat her mean and cruel. They try to keep us far apart, there's only one thing left we can do. We gotta keep searchin' searchin', find a place to hide. Searchin', searchin' she'll be by my side. If we gotta keep on the run, we'll follow the sun-ah...'

When he trails off, Steve jumps in.

STEVE

(falsetto)

Wee-ooo.

They all laugh at Steve's impression of Charlie's falsetto.

CHARLIE

We'll follow the sun-ah.

STEVE/DAN/SHIRLEY

Wee-ooh.

CHARLIE
Follow the sun-ah

STEVE/DAN/SHIRLEY
Wee-oooh.

CHARLIE
Follow the sun-ah, follow the sun-
ah, Follow the sun...

INT. MOLE HOLE - NEXT MORNING

Charlie's where we left him, crashed out on the couch.

SHIRLEY (O.S.)
Honey, are you still down there?

Reeling from a hangover, Charlie gets his bearings and flashes back to last night.

CHARLIE
Shit. Hang on. I've gotta get this
down.

He fires up the reel-to-reel, hits "record" and sings and plays as if he'd never fallen asleep.

CHARLIE (CONT'D)
(singing)
Doesn't matter, doesn't matter what
people might say. She's mine and I'm
gonna keep her anyway. Gotta keep
searchin', searchin' find a place to
stay.

INT. KIDS' ROOM - CONTINUOUS

While Shirley awakens the kids, Charlie rushes in, excitedly.

CHARLIE
I've got four new songs. Wanna hear
them?

SHIRLEY
Can I get the kids going first?

CHARLIE
How about I get Craig ready and drop
him off at school and you get the
girls ready?

SHIRLEY
You sure you can drive?

Charlie gives her a look.

SHIRLEY (CONT'D)
Okay, deal.

Charlie gives her a quick kiss.

INT. MOLE HOLE - LATER

Charlie shuts the tape machine off.

SHIRLEY

Of those four, I think the two strongest are "Stranger in Town" and "Searchin'." The other two are good but those first two? Great.

INT. BELL SOUND - DAY

Charlie and the Royaltones are loose and having fun when Harry emerges from the control room with two wooden blocks.

HARRY

You guys are fucking tight as hell today. I think if we add these being clapped together, it'll make "Stranger" even stronger.

CHARLIE

(good-natured teasing)
Guys, did you hear that? Harry likes what we did.

Band cracks up.

HARRY

C'mon, you know you value my opinion.

CHARLIE

Only because I have to.

HARRY

(to engineer)
Roll it.

Harry grabs some earphones and using the wooden blocks, "claps" along. He's right. It definitely adds something.

INT. U.K. THEATER - NIGHT

Charlie reads a telegram from Harry and Irv: "Keep Searchin'"
Top 10 U.S. STOP. #4 U.K.

EXT. U.K. THEATER - NIGHT

Charlie is once again met with adoring fans as he arrives.

INT. U.K. RADIO STATION - DAY

Charlie's in the midst of an interview.

DJ

Two more smash hits. How do you do it?

CHARLIE

I just pull out this notebook, open up a vein and bleed.

(beat)

Seriously, when I hear a song in my head, I write it down. Some say my music is filled with pain. But I never write from a dark place.

DJ

You must be reveling in this third string of hits.

CHARLIE

I won't lie. It feels very, very good. And it would never happen without the listeners. So a special thanks to them.

INT. U.K. THEATER - NIGHT

Charlie sings his ass off, plays that driving rhythm guitar and looks healthy and sharp. He's back. And he knows it.

INT. TALENT ARTISTS OFFICES - DAY

December 1964

Charlie, Irv and Harry battle anew.

CHARLIE

How can a Hank Williams tribute album be career suicide? We'll do it straight up, no strings, just like Hank did it with the Drifting Cowboys.

IRV

How many more fucking times are we going to have this fight?

HARRY

Del, you're coming off two of your biggest rock hits. You should follow them up with more great writing, not veer off into outer space like this.

CHARLIE

And I will. Right after this Hank Williams record. I doubt country music fans think they're in outer space.

(MORE)

CHARLIE (CONT'D)

(beat)

How much money do I have to print
for you two before there's some give
and take?

INT. WESTOVER HOME - MOLE HOLE - SEVERAL WEEKS LATER

Charlie rewinds tape reel for a nineteen-year-old KID.

CHARLIE

You gonna stick with your real name?

KID

Um, I never really thought about it.
You changed yours, right? Was that
the record company's idea?

CHARLIE

Let's just say Charles Westover didn't
have much of a ring to it.

The kid mulls it over.

KID

I'll just stick with my own name.

CHARLIE

I think this is good. I'll pass it
along, see what people think. If it
works out, I'll sign you to my
publishing company.

KID

Thanks, Mr. Shannon. For everything.
I still can't believe you sang back-
up on my --

Charlie holds up his hand.

CHARLIE

Please. It's Charlie.

The kid heads up the stairs and stops.

KID

I almost forgot. I really liked your
Hank Williams LP.

CHARLIE

Ah, so you're the one. Thanks, man.

EXT. ABC TV STUDIO - HOLLYWOOD - DAY

Carloads of KIDS arrive for a taping at Prospect and Talmadge.

INT. ABC TV STUDIO - DAY

February 10, 1965

Charlie sings "Stranger In Town" on Shindig.

BACKSTAGE

Charlie passes the dressing rooms of MARIANNE FAITHFUL, THE COASTERS and THE VENTURES. He hears them rehearsing until he's stopped by a young clean-cut WILLIE NELSON.

WILLIE

Hey Del, you really recaptured your sound with that one.

CHARLIE

Thanks, Willie.

WILLIE

And you killed on the Hank Williams album.

CHARLIE

That makes two people who bought it.

WILLIE

Hey, sales aren't everything.

CHARLIE

No. They're the only thing.

INT. EAST COAST THEATER - DAY

March 1965

Acetate in hand, Charlie talks to Dick Clark.

DICK

Thanks again for doing another Caravan. People love your stuff.

CHARLIE

Yeah, as long as it's not a Hank Williams tribute.

DICK

Someday fans might let their favorite singers do other things but I guess that time is off in the distance.

(re: acetate)

Is that your next single?

CHARLIE

It's music from a young kid in Michigan who approached me. So I produced this demo.

Charlie hands it to him.

CHARLIE (CONT'D)

I should have a new single for you
this month. April at the latest.

Dick pulls the acetate out of its sleeve.

DICK

Bob Seger?

CHARLIE

Yeah, he's nineteen and has the voice.
Not sure he's got the writing thing
down yet.

(laughing)

Like most of us.

DICK

I'll give it a listen. Hey, a heads
up. I'm moving Bandstand to L.A. And
I've sold another series, "Where The
Action Is."

CHARLIE

You're giving up the brutal winters
and humid summers for sunshine and
ocean breezes?

Dick laughs.

DICK

I've got an offer for you.

CHARLIE

Dick, anytime you want me on the
show, I'm there.

DICK

I want you to write the theme song.

CHARLIE

Dick, wow. That's very...I don't
know what to say. I've never done
something like that before.

DICK

Think about it. But get back to me
soon. I want to move on this.

EXT. WESTOVER HOUSE - DAY

Eight-year-old Craig, Seven-year-old Kym and four-year-old
Jody build a snowman in the front yard under Shirley's
watchful eye. They're interrupted by a MAN growling in a
furry suit and gorilla mask.

MAN

Feed me. Feed me.

Kym and Jody run to Shirley while Craig pelts this Abominable Snowman with multiple snowballs. But he doesn't slow down.

SHIRLEY

Don't you know who that is?

The kids don't. The "monster" removes his mask. It's Charlie.

KIDS

Daddy!

He embraces them then moves to Shirley for a very long hug.

CHARLIE

If you've all been good while I was away, we'll have pizza for dinner.

Kids all nod excitedly.

KIDS

Pizza, pizza.

CHARLIE

Mom?

Shirley rolls her eyes some.

CHARLIE (CONT'D)

We seem to have a difference of opinion here. That means I'll have to make this very important decision.

KIDS

(ad lib)

Please, please Daddy.

Charlie pretends to mull it over for a bit.

CHARLIE

Since you've thrown yourselves on the mercy of the court, pizza it is.

KIDS

Yay!

INT. WESTOVER BEDROOM - LATER THAT NIGHT

Shirley and Charlie are in bed. He holds her close.

SHIRLEY

What are you thinking?

CHARLIE

How good it is to be home. With you.
(MORE)

CHARLIE (CONT'D)

The silence. Being Charlie Westover -
even if it's just for a few days.

SHIRLEY

Sometimes I think it would be nice
to go back to our old trailer.

Charlie laughs.

CHARLIE

I've thought the same thing a million
times, lying in those hotel beds
after a show. Unable to sleep.

INT. BELL SOUND - NIGHT

March 1965

Charlie, with a more Beatlesque, if thinning, hairstyle,
hits the powerful notes at the end of Gene Pitney's "I'm
Gonna Be Strong." Harry shoots him a big thumbs up and comes
into the studio. Charlie takes a swig.

CHARLIE

Let's open the album with the new
single "Break Up" then go into "Rag
Doll," "Running Scared," Pitney's
song and "Why Don't You Tell Him,"
"Needles and Pins" and close with "I
Go To Pieces."

HARRY

Sounds good, Del. You okay? You seemed
distracted during some of those takes.

CHARLIE

I'm fine. Just thinking about Shirley
and the kids. Guess I'm traveling
too much and enjoying it less.

Harry spots the arrival of some SUITS.

HARRY

Why don't you take a break and we'll
do the Pepsi spots afterwards? And
swap the flask for some Pepsi.

INT. BELL SOUND - CONFERENCE ROOM

Charlie's on the phone.

CHARLIE

Nope, no special reason at all. I
just wanted to hear your voice.
Honest, hon. I'm good. Give my love
to the kids. Miss you.

INT. BELL SOUND STUDIO - LATER

Charlie records a Pepsi commercial in the style of "Handyman."

CHARLIE

"Come Alive (come uh, come uh, come uh alive) You're in the Pepsi generation."

EXT. NEW YORK OFFICE BUILDING - DAY

Baseball hat on, Charlie speaks into an intercom out front.

CHARLIE

Charlie Westover for my ten o'clock.

INT. HAIR CLUB OFFICES - LATER

Charlie sits in a barber-type chair, a bright light illuminating his scalp.

TECHNICIAN

You were smart to come in now. You're in the early stage of male pattern baldness and we can definitely help. And if the "landscape" should shift, you're prepared. All of our products are one hundred per cent human hair, matched exactly to your own.

EXT. WESTOVER HOME - DAY

Craig carries his dad's guitar case while Charlie carries his luggage. The entire family finds several cases of Pepsi at their front door. Kids go wild.

SHIRLEY

Simmer down. We are not keeping that.

KIDS

Mommmmmmmmmmmmmmmmmmm!

SHIRLEY

You heard what the dentist said. Any more sweets and we'll just move your beds into Dr. Meed's office.

The kids' disappointment fades.

CHARLIE

C'mon, everybody in the car.

EXT. LOCAL CHURCH - DAY

Charlie's car pulls in.

INT. CHURCH - LATER

Charlie shakes hands with the Minister. The Pepsi cases are carried inside along with food purchased by Charlie.

MINISTER

Charlie, the people who benefit from your generosity may not know it was you. But God will.

CHARLIE

Maybe you could put in a good word with Him for my new single.

The Minister winks.

MINISTER

I'll see what I can do.

EXT. GUN LAKE CABIN - DUSK - A FEW WEEKS LATER

Dan races up the gravel road.

EXT. GUN LAKE DOCK - CONTINUOUS

Dan notices some booze as he approaches. And a box filled with Charlie's latest single "Move It On Over."

DAN

Jesus Christ, Charlie. What was so goddamn urgent?

CHARLIE

"Move It On Over" is in the toilet. So much for trying a fucking new sound.

DAN

No airplay anywhere?

CHARLIE

Maybe at someone's house. Or a station in Podunk.

DAN

Hey, Podunk's broken some monster acts lately. Maybe we should drive there and visit that station.

Charlie stands up.

CHARLIE

(yelling)

I want out of this Goddamn business!

With his voice echoing around the lake, Charlie chucks one single after another into the water.

DAN

What are you doing? The record's great. Driving guitars. Pounding rhythm section. You do know you're crazy, right?

(beat)

Why don't you try some sidearm?

Charlie does and they fly out too.

CHARLIE

Forget this bullshit. I quit!

DAN

Why are you taking it so personally?

CHARLIE

When people reject my music, how the fuck else am I supposed to take it?

DAN

You'll make more records and have more hits.

CHARLIE

You're my manager. You're supposed to say that shit.

Since he can't fight him, Dan joins him. He takes a shot of booze, grabs some 45s, and sails them far out into the lake.

CHARLIE (CONT'D)

Yeah! That's what I'm talking about.

They drink, fling records, and when the vinyl's gone, they take a running leap off the dock and jump in fully clothed.

CHARLIE (CONT'D)

Ya know what? This place is too peaceful and too quiet. We never should have moved out here.

INT. WESTOVER HOME - MOLE HOLE - NIGHT

Charlie struggles with his writing. He rips page after page from his notebooks and tosses them into the trash. Stacks of reel-to-reel tapes are everywhere. Empty Southern Comfort bottles lie on the floor.

INT. BELL SOUND - DAY

September 1965

The atmosphere is tense, even toxic.

CHARLIE

Y'know the Pepsi spots pay me more than you ever did.

HARRY

Yeah, yeah. Can we please finish this?

CHARLIE

Which cover tune is next? Or have we run out of them?

HARRY

If you'd lay off the sauce and focus on writing, we wouldn't need to do so many cover songs. Legally you still owe us one more single. Capiche?

Charlie storms out, incapable of expressing his rage.

INT. MOLE HOLE - NIGHT

Charlie's there with Shirley, Dan, Steve Monahan and a couple of other musicians. Charlie puts his guitar down.

DAN

I can't believe you got those down in under 15 minutes.

CHARLIE

I'm not wasting one more minute of my life on that slimebag. This single is right up there - no, down there, with "Don't Gild the Lily" and "Ginny In The Mirror." And I hated those.

STEVE

I wish I could see Irv's face.

CHARLIE

You could if it wasn't so far up his behind. This trip to L.A. couldn't come at a better time.

EXT. LAX AIRPORT - DAY

July 1965

Planes crisscross the runways in sunny southern California.

EXT. AIRLINE TERMINAL - CONTINUOUS

Charlie sneaks up on songwriters TOMMY BOYCE and BOBBY HART in a new convertible Mustang.

CHARLIE

The white zone is for loading and unloading only. No songwriters allowed.

Boyce and Hart crack up.

TOMMY

Hey, Westover! Good to see you, again.
Bobby, Charlie.

Charlie tosses his suitcase and guitar in the trunk.

INT. MUSTANG - DRIVING

Charlie takes in the freeway and the palm tree-lined streets.

TOMMY

What'd I tell ya? Is it great here
or what?

EXT. BOYCE AND HART'S PLACE - LATER

Charlie enjoys the poolside view at this Hollywood Hills
aerie.

TOMMY

When's "Where The Action Is?"

CHARLIE

Tomorrow at noon. On the beach.

TOMMY

I still can't believe you turned
down Dick Clark and lived to tell
about it.

CHARLIE

I thought the theme song lyrics were
just plain silly. Freddy Cannon was
perfect for it.

BOBBY

Man, you should have done it. It
keeps your voice out there, five
days a week. You can't buy that kind
of exposure.

EXT. MALIBU BEACH - DAY

Standing on a deck, Charlie waits for the STAGE MANAGER'S
cue. He's surrounded by the "Where The Action Is" KIDS.

STAGE MANAGER

Three, two and...

EXT. MALIBU BEACH - CONTINUOUS

"Little Town Flirt" blasts from speakers as Del lip-syncs
and strums his guitar. The WTAI Kids dance around him in
their white sweatshirts and shorts.

EXT. PRODUCTION TRUCK - LATER

Dick and Charlie talk by the craft services table.

CHARLIE

Dick, thanks for bringing me out here. I needed this break. More than I realized. I wasn't expecting it to be so --

DICK

Beautiful? Appealing? Sunny?

CHARLIE

Yeah. All of that. It's made me rethink a lot of things.

INT. REAL ESTATE OFFICE - DAY

Charlie's on the phone upbeat.

INTERCUT

CHARLIE

Dan, what are you doing?

DAN

The usual. Why, what's up?

CHARLIE

I want you to pack up Shirley and the kids and move everyone and everything out here. Including you. I bought a house here.

DAN

Whoa. You did what? What are you drinking?

CHARLIE

Nothing from a bottle. Just the California sunshine. Will you do it, please?

EXT. WESTOVER HOME - NORTHRIDGE - ONE WEEK LATER

As MOVERS carry boxes and furniture inside, Charlie and Shirley are greeted by neighbor BRENDA and her precocious teenaged daughter VERONICA.

BRENDA

If there's anything you need, let me know. Whether it's a good doctor or a good hairdresser.

SHIRLEY

Now you're talking. Thanks, Brenda.

VERONICA

And if you need a babysitter...I'm not the cheapest but I'm the best.

Veronica offers her hand to Charlie *first*, then Shirley.

VERONICA (CONT'D)

You can call me Ronni.

SHIRLEY

We've gotta get back to it. Great meeting you.

BRENDA/VERONICA

Bye.

Charlie and Shirley head inside.

SHIRLEY

Brenda seems really nice. Not so sure about 'Lolita' though.

CHARLIE

She's just a flirty kid.

EXT. LIBERTY RECORDS - HOLLYWOOD - DAY

Summer 1966

Dan and Charlie pull into the parking lot.

DAN

You sure you don't want me in there with you?

CHARLIE

I can handle the label President.

INT. LIBERTY RECORDS - DAY

Charlie sits across from label President AL BENNETT.

BENNETT

Del, I still believe in you and your hitmaking abilities. We've got Leon Russell ready and eager to work with you.

Charlie smiles cautiously; it all sounds good so far.

EXT. RESTAURANT - SEVERAL NIGHTS LATER

Charlie, Shirley and Dan await the parking VALET.

DAN

They've got their share of hit makers. Bobby Vee, The Ventures, Gary Lewis and the Playboys, Johnny Rivers.

CHARLIE

And me.

SHIRLEY
And the Chipmunks.

They all laugh at that.

CHARLIE
It's a better deal than Harry and Irv ever gave me. Large advance. Better royalty rate, they want me to write more hits and I keep my publishing. Oh yeah, and there's that weekly check.

SHIRLEY
Chuck, you certain about this? It all sounds great. I just want to be sure it's the best place for us.

CHARLIE
It is. Liberty's got the promo and the distribution. A contract's no good if my records aren't in stores. And I get to work with Leon.

SHIRLEY
I think it's more like *he* gets to work with you.

INT. WESTOVER HOME - NORTHRIDGE, CA - LATER

Veronica gathers her things.

VERONICA
They were great. Washed up and went to bed right on schedule.

From the hallway, Shirley gives a thumbs up to Charlie.

CHARLIE
So two bucks an hour for three hours, right?

Veronica nods. Charlie hands her a ten.

CHARLIE (CONT'D)
This should cover it. You need a ride home?

VERONICA
(excitedly)
I'd love that, Mr. Shannon. I've never been in a star's car.

CHARLIE
Please. It's Westover.

SHIRLEY
C'mon, Veronica. I'll drive you back.

Veronica's clearly disappointed that it's not Charlie.

INT. GOLD STAR STUDIOS - DAY

February 1, 1966

Charlie listens to "The Big Hurt" playback with producer LEON RUSSELL.

CHARLIE

How fucking cool is doing our cover where Toni Fisher recorded her original? Maybe lightning will strike twice.

LEON

Yeah, sure. We're just excited to get your first single out there.

CHARLIE

And I'm eager to have another hit.
(beat)

Leon, does that mix sound a bit muddy to you? Maybe it could be cleaner?

LEON

I'll handle the mix. Let's just get these tracks down. We've got work to do and not much time to do it.

Charlie's expression tells us he's going along to get along rather than trying to exert control. At least for now.

INT. WESTOVER HOME - A FEW MONTHS LATER

Charlie turns the music off.

CHARLIE

So? And don't tell me what you think I want to hear.

DAN

Leon really over-did it. The vocals are so buried they might as well be in Forest Lawn. And what's with all the orchestration?

CHARLIE

All covers and only two of my songs. Liberty wants me to record stuff they already own. And their promo sucks.

DAN

Screw 'em. Let's do some promo work of our own.

CHARLIE

Great way to break in the new Lincoln.

MONTAGE - ROAD TRIP

From Los Angeles, they head east to Phoenix, Albuquerque and on to Dallas and Houston then through the heartland to St. Louis, Chicago, and on to Washington, New York and Boston.

PHOENIX PROGRAM DIRECTOR

We appreciate --

ALBUQUERQUE P.D.

You stopping by --

DALLAS P.D.

We're huge fans --

HOUSTON P.D.

Of your music, Del --

ST. LOUIS P.D.

And we've always --

CHICAGO P.D.

Played your stuff. It's been --

WASHINGTON P.D.

In major rotation since --

NEW YORK P.D.

"Runaway." But "The Big Hurt --"

BOSTON P.D.

Just isn't generating any heat.

INT. CHARLIE'S LINCOLN - NIGHT

Dan's way over on the passenger side while Charlie drives. He angrily punches up one station after another but the only one not playing the Beatles is all news. And they're airing a story about the Beatles. Charlie shuts the radio off.

CHARLIE

How can every fucking disc jockey in America be the "fifth Beatle?"

DAN

Well, well. He speaks. Was that a rhetorical question or do you actually want to have a conversation - since it's been three days.

Charlie doesn't answer him.

EXT. DAN'S PLACE - NIGHT

Charlie's car idles in front of Dan's place.

DAN

You up for a beer or something?

CHARLIE

Nope. I'll call you when I need you.
Right now, I can't afford to employ
you anymore.

DAN

You're firing me? Just like that?

Charlie puts the car in drive. Dan gets the hint and splits.

INT. LIBERTY RECORDS - DAY

EXECS have a weekly meeting with Al Bennett.

BENNETT

I think you guys are scared. Del
Shannon is more than an oldies act.
He's still got plenty left in the
tank. Let him do more originals. And
let's try another producer.

INT. RECORD STORE - DAY

Unrecognized, Charlie idly flips through the LPs when
something in the 99 cents bin catches his eye. It's his first
Liberty album "This Is My Bag." Not just one copy but a dozen.
Shaken, he slips out of the store.

INT. LIBERTY STUDIOS - NIGHT

Charlie and his new PRODUCER listen as his cover of the
Stones' "Under My Thumb" booms from the speakers.

PRODUCER

The Stones set the bar high but man,
this is right up there.

CHARLIE

Thanks.

INT. LIBERTY RECORDS - DAY

September 1966

Charlie meets with label EXECS. It's less than cordial.

CHARLIE

Not right for the times? You want to
explain that? And while you're at
it, where was the promotion on "Under
My Thumb?" It goes Top Ten in Oklahoma
City and D.C. If you'd jumped on it,
we'd all be celebrating a national
hit. Instead, we're sitting here
pulling our puds.

INT. COFFEE SHOP - DAY

Charlie and Max Crook talk over coffee.

CHARLIE

Until they sprung it on me, I never realized their fucking assembly line mentality - crank out a record then get out and push it. Or don't.

MAX

So are you done with them?

CHARLIE

Honestly? I like the checks. And I rehired Dan; just one of those things.

INT. HOLLYWOOD SOUND RECORDERS - NIGHT

November 2, 1966

"She" fills the studio. Charlie, Max, Boyce & Hart rock along with it until it fades out.

TOMMY

Damn, Del. That's better than even I imagined.

CHARLIE

I wasn't sure Liberty would let Colgems in on this. I can't believe it's been a fucking year.

BOBBY

Man, how do you do that?

CHARLIE

What?

BOBBY

Get that menace in your voice.

Charlie shrugs humbly.

CHARLIE

Thanks for the first shot at "She."
Can't wait to hit the road with it.

INT. CHICAGO THEATER - NIGHT

CROWDS cheer "She." Charlie and band love its driving rhythm.

INT. SAVILLE THEATER - LONDON - NIGHT

February 1967

Charlie takes his post-show bow. Seated in boxes on either side of the stage are the Beatles and the STONES.

INT. U.K. HOTEL ROOM - LATE NIGHT

Charlie grapples with post-concert loneliness.

Watching TV bores him, so he drinks - with a "date."

INT. U.K. HOTEL ROOM - MORNING

The ringing phone wakes Charlie. He knocks over empty Southern Comfort bottles trying to find the receiver.

INTERCUT

CHARLIE

Yeah?

TOMMY

Del, it's me, Tommy. Something's happened and I wanted you to hear it from me first.

Charlie sits up.

TOMMY (CONT'D)

Colgems gave "She" to the Monkees.

CHARLIE

Even though our version is already on the charts?

TOMMY

Yeah. It's on the second LP which just came out. We begged them to hold it until the third record.

CHARLIE

Fuck. I'd say thanks for the call but -- Bye.

INT. U.K. HOTEL ROOM - MOMENTS LATER

Dan tries to calm Charlie down.

DAN

If there was something we could do, I'd do it. But this is way out of our control. Their show is huge and --

CHARLIE

Fucked by another record company. And I'm not even on their label!

Charlie hurls an empty bottle at the wall where it shatters.

INT. BBC RADIO STUDIOS HALLWAY - DAY

Charlie and Dan leave a BBC Radio studio when --

MALE VOICE

Del?

Charlie spots a thin stylish MAN with tinted glasses.

MALE VOICE (CONT'D)

Andrew Loog Oldham. How are you?

They shake hands.

ANDREW

I had no idea you were in the building. I have to tell you how much I loved your "Under My Thumb" cover. Here's the thing. I want to record you. I've got some great ideas and --

CHARLIE

Just say when and where. I'll check with Liberty but hell yeah.

EXT. LONDON STREET - LATER

Charlie and Dan are as giddy as schoolgirls.

CHARLIE

Can you believe this? I'm going to record with the hottest producer in England. It's like a fucking dream.

Then it hits him.

CHARLIE (CONT'D)

Shit. I've only got "He Cheated" ready to go.

DAN

Looks like we've got homework to do.

INT. OLYMPIC STUDIOS HALLWAY - LONDON - NIGHT

Charlie, Dan and Andrew walk towards the studio.

ANDREW

You've got to let me produce a new version of "Runaway."

That stops Charlie and Dan cold.

CHARLIE

What? You didn't mention that.

ANDREW

I wanted to surprise you.

INT. OLYMPIC STUDIOS - CONTINUOUS

An entire orchestra is assembled. And then some.

ANDREW

That's Nicky Hopkins on piano, John Paul Jones on bass and Jimmy Page on lead.

Charlie and Dan are even more thrown.

CHARLIE

This is definitely surprising.

ANDREW

You mentioned some originals?

Charlie nods.

ANDREW (CONT'D)

Great. We'll add those to some of my writers' and voila - Britain's answer to "Pet Sounds."

CHARLIE

You *really* should be running Liberty.

INT. WESTOVER HOME - DAY

Summer 1967

Charlie, Shirley and Dan talk business.

CHARLIE

"Led Along" didn't chart here or in the U.K. And the Brits lap up everything I do. Why did I let Oldham talk me into "Runaway '67?" You should have stopped me.

SHIRLEY

Dan, I hate to pile on but Chuck's right. How did something so promising turn to s-h-i-t?

CRAIG

Mommy said a bad word.

CHARLIE

Craig, outside. Now.

DAN

It made the Top 20 in Australia. That's something.

CHARLIE

Not really.

(MORE)

CHARLIE (CONT'D)

It died everywhere else and Liberty is pissed. Or they wouldn't have scrapped the album before pressing a single copy. Next, they'll tear up my contract.

DAN

That's not what they're thinking.

CHARLIE

You talked to them?

DAN

I am your manager. Right?

A long pause before Charlie nods yes.

DAN (CONT'D)

They want you to record something more...psychedelic.

CHARLIE

You sure about this?

DAN

Sgt. Pepper's changed everything. Since Monterey Pop, they all ditched their suits and ties. So yeah, they want something "Sgt. Pepperish." Let's give it to them after the Philippines trip.

CHARLIE

How many covers do they want?

DAN

None. All originals only.

CHARLIE

This is Liberty Records, right?

INT. MANILA, PHILIPPINES THEATER DRESSING ROOM - NIGHT

While Charlie tunes up, Shirley finishes the last cue card. Chanting of fans is heard in the background.

CHARLIE

I've never used cue cards before.

SHIRLEY

You'll do great.

INT. MANILA THEATER - LATER

Shirley's in the pit while Charlie sings the Lou Christie hit "Lightnin' Strikes."

Fans go crazy. Shirley doesn't miss a beat as the 'cue card girl.' Charlie winks at her.

INT. LIBERTY STUDIO - DAY

November 1967

Sporting mutton-chop sideburns, longer hair and paisley shirt, Charlie wraps "The Further Adventures of Charles Westover."

INT. RESTAURANT - MORNING

July 1968

Charlie and Dan eat. Charlie's lower than ever.

CHARLIE

Nine singles with no action. That's not a red flag. It's a fucking nuclear bomb.

DAN

You can always tour. That's money in the bank.

CHARLIE

I don't know if I have the energy anymore. Maybe I should just face it. My time is up.

Dan's concern is clear.

DAN

You're not thinking of --

CHARLIE

What? Suicide? No. That's a permanent solution to a temporary problem.

Dan relaxes somewhat.

DAN

It only takes one hit to turn things around.

CHARLIE

I don't know if I have one in me. Dan, this isn't like the other down times. It's worse.

DAN

Maybe if you saw a doctor.

CHARLIE

Shirley said the same thing. Said I might be manic-depressive. I'll think about it. But you're right.

(MORE)

CHARLIE (CONT'D)

If I could just get another hit.
Doesn't even have to be top ten.

DAN

Del, you write like a madman. Take a break. Step back. Recharge your batteries. Remember that New Musical Express interview? You said you want to produce. Let's find someone.

INT. PALOMINO CLUB - LOS ANGELES - NIGHT

Charlie and Dan watch country artist JOHNNY CARVER.

INT. PALOMINO - JOHNNY'S DRESSING ROOM - LATER

Charlie, Dan and Johnny talk over drinks.

CHARLIE

Johnny, I want to produce your first major label single.

JOHNNY

If you can get me a deal, your momma can produce the single.

EXT. WESTOVER HOUSE - BACKYARD - DAY

On a much better day, Charlie throws plays catch with Craig, Jody and Kym when singer BRIAN HYLAND arrives.

BRIAN

Check this out, Mr. Producer.

Brian shows him the charts: "Gypsy Woman" is at number 3.

CHARLIE

Brian, don't thank me. Thank Curtis Mayfield - although he should be thanking you for all those royalties. I've got even more good news about the Shannon/Hyland writing machine.

BRIAN

Don't keep me in suspense.

CHARLIE

"How Can I Tell" is with singer Barbara Lewis. Beth Moore is doing "Go Go Girl," and Waylon's recording "I've Got Eyes For You."

BRIAN

Holy shit! Last year, I was ready to give up.

(MORE)

BRIAN (CONT'D)

I never thought I'd record again let alone have you co-write and produce my album. I'm still pinching myself.

CHARLIE

You and me both. Maybe this'll wake people up. We're not just '60s teen idols. This behind the scenes stuff is much more fun. Writing, producing, singing back-up, playing guitar. And having Max there to play keyboards? Doesn't get any better. Oh, and Universal wants to release "Lonely Teardrops" right away.

BRIAN

Do we wait 'til "Gypsy" is played out?

CHARLIE

If only it was up to us.

INT. RAG DOLL CLUB - LOS ANGELES - NIGHT

Charlie watches stunning singer GAYLE MCCORMICK perform with her band SMITH.

INT. RAG DOLL CLUB - LATER

Charlie meets with them as their equipment is carted out.

GAYLE

Can you get us on the charts?

CHARLIE

Even God can't promise that. But I'll help you guys perfect your sound and when you're ready, I'll pitch you to a record company.

Smith members like that.

INT. REHEARSAL SPACE - DAY

Six months later.

Charlie schools them in performance techniques.

INT. RECORDING STUDIO - DAY

Charlie suggests a guitar lick here, a harmony with Gayle there.

INT. RESTAURANT - LATE NIGHT

He and Gayle enjoy each others' company over dinner.

INT. HOTEL ROOM - LATE NIGHT

Gayle puts on her lipstick as Charlie gets dressed.

GAYLE

You know what I like about you,
Charlie? You like women.

INT. WESTOVER BEDROOM - CONTINUOUS

Charlie and a distant Shirley get ready for bed.

CHARLIE

We were working out arrangements.

SHIRLEY

For what?

Charlie grabs some bedding and heads for the couch.

EXT. ABC DUNHILL RECORDS - DAY

April, 1969

Charlie's in with yet another label EXEC.

EXEC

You really a found a gem with Smith.
We're prepared to offer them a
contract with one asterisk.

Charlie sits back, dying to hear this one.

EXEC (CONT'D)

We want you on the label, too.
(beat)
Let's make some hits.

EXT. WESTOVER HOME - BACKYARD PATIO - A FEW WEEKS LATER

Charlie's at the grill with the guys. The booze flows.

DAN

To the hottest producer in town with
not one but two Top Ten hits.

Charlie bows and does his Elvis imitation.

CHARLIE

Thankyavermuch.

Guys laugh. That lifts Charlie momentarily.

CHARLIE (CONT'D)

Liberty talked a good game but they
were full of it. Never respected me.
And Dunhill's not any happier.

(MORE)

CHARLIE (CONT'D)

I'd move more records if I sold them out on the street. I'm thinking focus on producing. Leave songwriting behind.

BOBBY

Chuck, c'mon. We both know you're not ever going to stop writing. Producing is just another talent - one you shouldn't ignore again.

Charlie stares off, completely gone. Burgers turn black on the grill until they're rescued by Steve.

STEVE

Shirley would never let those burn.

CHARLIE

Yeah, yeah. Sorry. It's like I'm soaring one minute and falling to earth the next.

STEVE

What happened with the shrink?

CHARLIE

Haven't made the appointment yet.

TOMMY

If athletes can have slumps, songwriters can too.

CHARLIE

Except athletes with slumps get traded. Or worse.

DAN

See what Island says. If it's not what you want, stick with producing.

INT. ISLAND RECORDS - DAY

Charlie, clearly buzzed from drinking, looks over a contract.

CHARLIE

This is just for some singles.

EXEC

To start out with, Del. But if you and Jeff Lynne work your magic, we'll move on to a full LP.

Charlie can't hide his disappointment.

INT. ISLAND RECORDING STUDIO - DAY

Charlie clutches the microphone stand, trying to maintain his balance. His head bobs in time to the music in his headphones. Producer Jeff Lynne stops the playback.

LYNNE (O.S.)

Del. You missed your cue. Again.
Eight bars in, you start singing.

Charlie looks at the control room, confused and eyes unfocused. Jeff approaches him frustrated.

CHARLIE

Sorry. I'll get it this time.

Jeff reels at the alcohol on Charlie's breath.

LYNNE

Jesus. You want to tell me why you're drinking before noon?

Charlie struggles to answer.

LYNNE (CONT'D)

You're letting it interfere with your life. And it's destroying your voice. Do you know how off-key you've been?

CHARLIE

Harry used to speed up the tape.

LYNNE

You need to find a direction, mate.

INT. BRENDA'S HOME - EVENING

An agitated Shirley talks with her good friend.

BRENDA

What about one of those programs?

SHIRLEY

I learned a long time ago you can't get anyone to do something until they're ready. And with Chuck, it runs in his family. He doesn't want to drink but it's got him. Bad. Like a two by four in a table saw.

BRENDA

My god, how are you coping with this?

SHIRLEY

Look at me. Not well. But I've found a support group for family members.

BRENDA

Shirl, I'm always here for you but you should go. And keep trying to convince Charlie to get help.

SHIRLEY

I'm talked out, Brenda. I've even thought about leaving him. But that scares me too. I don't have that many job skills - other than being mom *and* dad. And if I leave him before he gets sober...

Veronica listens in, unseen by either of them.

INT. WESTOVER HOME - NIGHT

1978

Charlie enters drunk and out of control. He puts his keys on the entryway table but misses. They clatter to the floor.

CHARLIE

Shirl!

No response.

CHARLIE (CONT'D)

Goddamitt! Where the hell are you?

He stumbles from room to room but no one's home.

INT. MOLE HOLE - LATER

He tears the place apart until he finds a bottle of booze and has at it. He drops the needle on Waylon Jennings' cover of "MacArthur Park" and cranks the volume. Then he grabs a guitar by its neck and attacks a box filled with singles.

CHARLIE

How's that for direction, Jeff Lynne!

He brings the guitar down again on another box.

CHARLIE (CONT'D)

Try that on for size, Dave Edmunds.
British fuckers.

Sweating and breathing hard, Charlie slumps onto a stool. He promptly falls off, landing in a pile of broken records.

Images from his past rear up hauntingly: the Hi-Lo Club, marrying Shirley, Ollie McLaughlin, Craig, Kym and Jody, Harry and Irv, the fame, the adoration, and the loneliness of the road. The room spins wildly until he passes out.

INT. MOLE HOLE - SEVERAL HOURS LATER

"MacArthur Park" still booms as Shirley rushes in and pulls the needle from the record. Still on the floor, Charlie comes to with Shirley cradling his head.

SHIRLEY
Chuck, thank God.

His arms flail violently, catching her arms, body and face.

CHARLIE
Where the hell were you? I looked everywhere.

She stops him and pulls him close.

CHARLIE (CONT'D)
Help me.

INT. HOSPITAL ROOM - NEXT DAY

Eyes closed, Charlie rests. The monitor indicates his heart rate is steady if a bit erratic and there's an IV drip going.

Shirley sits nearby reading. She's got a fresh bruise on her cheekbone with some black and blues on her arms.

DOCTOR (V.O.)
The life-threatening symptoms are rare, Mrs. Westover. The things you'll most likely see are tremors, anxiety, insomnia and nightmares. And it's not uncommon for sweating, nausea and confusion.

SHIRLEY (V.O.)
So I'll have my hands full as usual.

Just then, Charlie's heart rate escalates and he sweats profusely. Shirley wipes his face as a NURSE rushes in. His heart rate slows and returns to normal.

NURSE
Probably just a nightmare.

Shirley breathes a sigh of relief. Charlie opens his eyes but it takes a moment to focus. He struggles to sit upright.

CHARLIE
I'm in the hospital? How did that happen?

SHIRLEY
It's what you needed. How are you feeling, Chuck?

CHARLIE

I've been better. I dreamt I was being chased by record company execs.

SHIRLEY

I can see where that would be scary.

Charlie finally notices her bruises.

CHARLIE

Geez, you look like you got hit by a truck.

SHIRLEY

No. Just you.

CHARLIE

What?

SHIRLEY

When I found you passed out on the floor, you weren't exactly hugs and kisses.

CHARLIE

Shirl, I am so sorry.

SHIRLEY

The doc said it's nothing serious so --

CHARLIE

I'll make it up to you, babe. I swear.

SHIRLEY

I've got to get dinner going. I'll see you tomorrow.

Charlie tries to take her hand but she pulls away.

INT. HOSPITAL HALLWAY - CONTINUOUS

She dabs at her tear-filled eyes.

INT. HOSPITAL HALLWAY - A FEW DAYS LATER

Dan doesn't notice Veronica passing him on her way out.

INT. HOSPITAL ROOM - CONTINUOUS

Charlie rests comfortably. He's awake, alert and alternates between scribbling in his notebook and strumming his guitar.

DAN (O.S.)

Am I interrupting the artiste?

CHARLIE

Hell, no. Get your ass in here.

Dan and Charlie embrace.

DAN

You look good. Healthier. And you smell better without the cologne.

CHARLIE

What cologne? I never wore any.

DAN

Must've been the Southern Comfort.

Charlie laughs. There's a pause, then:

CHARLIE/DAN

I've got some great news.

They laugh.

DAN

You first.

CHARLIE

I'm off the sauce. And on the wagon.

DAN

Permanently? Not just talk?

CHARLIE

Fuck yeah. As soon as I'm outta here, I'm joining a program.

DAN

Then I should probably tell you that you won't be able to listen to "MacArthur Park" again.

CHARLIE

Why's that?

DAN

Shirley buried the record in a secret location. And nothing you do will get her to reveal it.

That cracks Charlie up.

CHARLIE

Okay. I deserved that.

DAN

I mean, it's a cool track. But every night? For eight hours? Even Jessi Colter doesn't like it that much.

CHARLIE

So what's your good news?

Dan opens his briefcase and hands Charlie a check.

DAN

This. The first check for all those missing royalties from years ago.

CHARLIE

(loudly)

Holy shit!

A NURSE sticks her head in. Charlie lowers his voice.

CHARLIE (CONT'D)

How did you do that?

DAN

By tracking down unauthorized recordings. That check is just the tip of the tip of the iceberg.

CHARLIE

Damn. I knew if I got sober my life would get better!

EXT. RAFTERS CAFE - NEWHALL, CA. - NIGHT

Charlie sits in his car, baseball cap pulled down low. He drums his fingers on the steering wheel. He listens to the radio, then switches it off, watching PEOPLE head upstairs.

INT. COMMUNITY MEETING ROOM - NEWHALL, CA. - NIGHT

PEOPLE mill about the coffee table as others take their seats. Charlie sits in back, taking the temperature of the room.

JANE steps to the podium haltingly.

JANE

My name's Jane. And I'm --

She looks out at those gathered and sobs quietly. An AA MEMBER puts his arm around her shoulder. Jane takes a deep breath.

JANE (CONT'D)

My name's Jane and I'm an alcoholic.

GROUP

Hi, Jane.

Charlie heads for the door, passing a GUY with a food tray.

GUY

You gotta stick around for at least one slice of my homemade banana bread.

Charlie craves sobriety but he's not sure about this yet.

EXT. NORTHRIDGE NEIGHBORHOOD - EARLY MORNING

Charlie and Shirley powerwalk in sweats.

SHIRLEY

I'm glad you stayed for that banana bread.

CHARLIE

I've been in front of audiences a million times. But I've never felt so buck-naked. It was such a relief to say it out loud. Once I did, those strangers were so supportive. And when I have enough sobriety under my belt, I'm gonna be a sponsor. Ya know the best part?

Shirley doesn't.

CHARLIE (CONT'D)

They don't have a clue about who I am or what I do.

They arrive home to a ringing phone.

INT. WESTOVER HOME - DAY

Shirley pours them both some ice water.

SHIRLEY

You wanna get that? Every time I answer, it's a hang up.

CHARLIE

Hello?

INT. VERONICA'S BEDROOM - SIMULTANEOUS

She says nothing then hangs up.

BACK TO SCENE

SHIRLEY

Maybe I should call the phone company.

CHARLIE

Probably some kids. You know what I was thinking? Maybe it's time to give Del Shannon a rest and just be one of the Westovers. Spend more time with the kids. And you.

EXT. CRUISE SHIP - DAY

1979

Charlie and Shirley board. He's without his hairpiece.

STAFFER

Welcome aboard the AA Cruise to Baja,
Mr. and Mrs. Westover.

SHIRLEY

Now this is the kind of thing we
should have been doing all along.

CHARLIE

You're right. But you've got to admit.
It's a helluva way to celebrate our
25th.

They pass a sign announcing a Passenger Talent Show.

INT. CRUISE SHIP CABIN - LATER

Charlie and Shirley enjoy their cabin's private balcony.

CHARLIE

What do you say we hit that talent
show later?

SHIRLEY

Wouldn't that be cheating?

CHARLIE

Not if I'm Charlie Westover.

INT. CRUISE SHIP THEATER - NIGHT

Charlie, minus the hairpiece, finishes off Hank Williams'
"I'm So Lonesome I Could Cry."

CHARLIE

'And as I wonder where you are, I'm
so lonesome I could cry.'

Enthusiastic applause follows.

The M.C. confers with a ship STAFFER and returns to the mic.
Standing behind him are the evening's CONTESTANTS.

M.C.

Our top three finishers are Kimberly
Wimberly for her version of "Like a
Virgin," Bobby Glover for "I Just
Called To Say I Love You" and Charlie
Westover for that Hank Williams
classic. And if you'll all give me a
drum roll by pounding the table...

The audience complies.

M.C. (CONT'D)

Our winner is Bobby Glover. Charlie,
you're in second and Kimberly is our
third place finisher.

Applause as Bobby bows. The M.C. shakes contestants' hands.

M.C. (CONT'D)
 (to Charlie)
 Great voice. Have you thought about
 doing this professionally?

INT. CRUISE SHIP CABIN - LATER

Shirley and Charlie are in bed. His second place trophy sits on the nightstand - next to a framed copy of The Twelve Steps.

SHIRLEY
 I'd never imagine coming in second
 place would make you so happy.

CHARLIE
 It's simple, babe. Those people liked
 Charlie Westover. No hair. No band.

EXT. WESTOVER HOME - DAY

A more fit Shirley and Charlie bicycle up to their house. A MAN rings their doorbell.

SHIRLEY
 Is that someone from AA?

CHARLIE
 I doubt it. The only reason they'd
 come to the house was if you found
 me playing "MacArthur Park" again.

SHIRLEY
 Maybe it's our mystery caller.

CHARLIE
 Can I help you?

At that exact moment, daughters Jody and Kym open the door and immediately recognize the visitor. Turning around to answer Charlie we see it's TOM PETTY.

PETTY
 Hey, Del. Dan said I could stop by.

INT. WESTOVER KITCHEN - LATER

Shirley sets down some snacks.

CHARLIE
 Lately, I've been thinking of doing
 another country album.

SHIRLEY
 Tom, talk him out of that. Please?

Charlie chuckles.

PETTY

Look, there's nothing wrong with
country. But you're a rocker, Del.
You can sing country when you're 70.

Charlie laughs at that.

CHARLIE

We co-produce it?

PETTY

I wouldn't want it any other way.

INT. COFFEE SHOP - DAY

Charlie and Veronica, 25, sit in a booth. She looks hot.

VERONICA

(lying)

I didn't feel right coming to the
hospital so I'm glad we could meet
here.

CHARLIE

Hospital visits are never fun.
Especially if you're the patient.

Veronica smiles her flirtiest smile.

CHARLIE (CONT'D)

So what'd you want to talk about?

VERONICA

Just wanted to tell you face to face
I'm glad you're getting better 'cause
I really like your music and you've
always been so nice to me. Especially
that stuff with my ex-boyfriend.
When I heard you were in the hospital,
I was worried that I wouldn't get to
hear you sing again.

CHARLIE

Thanks, Veronica. I appreciate that.
I'll probably be singing when they
carry me out in a pine box.

She laughs at first but then:

CHARLIE (CONT'D)

Too creepy?

VERONICA

Yeah.

They both laugh.

INT. WESTOVER BEDROOM - NIGHT

Shirley and Charlie are dressed for a night out but he's on the phone. Charlie glances at the Twelve Steps. Shirley checks her watch, leaves the room impatiently, then returns.

SHIRLEY

The reservation's at seven.

He nods and covers the phone.

CHARLIE

Hon, these people are here for me
24/7. I owe them the same.

SHIRLEY

What about me? And the kids? We're
not exactly invisible. We've been
here for you all along.

CHARLIE

This is different.

SHIRLEY

I'm getting that. If tonight's bad,
I'll call Clara's and cancel.

Charlie nods but his focus is on the AA call.

CHARLIE

No, you don't have to. Jane, listen
to me. I can talk you through it. I
can be there in twenty minutes. Sit
outside if you have to. Bye.

Charlie gives Shirley a quick kiss. She barely responds.

CHARLIE (CONT'D)

I'm sorry. I'll make it up to you. I
promise. But she's right on the edge.

And he splits.

SHIRLEY

That makes two of us.

EXT. LOCAL CHURCH - DAY

Shirley hurries up the walkway.

INT. PRIEST'S OFFICE - DAY

Shirley listens intently to her PRIEST.

PRIEST

When alcoholics drink, the liquor
comes between them and their family.

SHIRLEY

That's why I'm at Al-Anon twice a day. Without them, I'd be lost.

PRIEST

It's good you're not sitting back. What's intriguing is the more Chuck immerses himself in AA there's a similar if more benign effect. In short, AA becomes his next love.

SHIRLEY

So it's "either/or?"

PRIEST

His dedication to AA is admirable. You and your kids want him sober. We all do. But it's still brand new to Chuck and until he settles in to it, it's going to take up a lot of his time. Time you'd rather have alone.

Shirley tears up.

SHIRLEY

The other night he told me 'my sobriety comes first. You're second.'

She breaks down. The Priest moves to console her.

PRIEST

This will test your faith, inner strength and patience.

SHIRLEY

I'm about out of all three.

INT. RAFTERS CAFE - NIGHT

Charlie's at the podium.

CHARLIE

My name's Charlie. And I'm an alcoholic.

GROUP

Hi, Charlie.

CHARLIE

Coming here the past few months - well, it's made a huge difference. Lots of good things have happened. But I know plenty of us are hurting. Bad. In desperate shape because our money went to fill up a hole inside of us. What's weird is, I always hated the taste of booze. But I liked where it took me. To oblivion.

Group applauds.

CHARLIE (CONT'D)

I still have my mood swings. Probably always will. Every day's a struggle but at least I'm not playing doctor anymore, trying to medicate myself.

More applause as Charlie holds up his hand.

CHARLIE (CONT'D)

I've gotta run. If anyone needs to talk, you know where to reach me. I know you guys are here for me and that goes both ways.

EXT. RAFTERS CAFE - PARKING LOT - NIGHT

Charlie looks around. He's alone. He takes out a wad of cash and slips one-hundred dollar bills into AA members' cars. He gets on his Honda Gull Wing and drives off.

INT. CHARLIE'S HOME - A FEW WEEKS LATER

1982

Things seem better on the homefront.

SFX: PHONE

JODY

"Sea of Love" headquarters. How may I help you?

Charlie cracks up.

DAN (V.O.)

Jody, it's Dan. Can you put me on speaker?

She does.

DAN (V.O.) (CONT'D)

Grease 2 passed on your stuff but "Sea of Love" is racing up the Billboard chart. I'm juggling multiple tour requests.

No sooner do they hang up than the phone rings again. Kym grabs it this time.

KYM

Del Shannon hit-making machine. How may I direct your call?

PETTY (V.O.)

(laughs)
Who's this?

KYM

That depends. Who's this?

PETTY (V.O.)

It's Tom. Petty. Tell your dad I'm faxing reviews of the new album.

The first review emerges from their fax machine.

CHARLIE

Shirl, listen to this: "On 'Drop Down and Get Me,' Shannon deftly transits between uptempo rockers like the extremely catchy "Liar" and "Midnight Train" and the should-have-been-a-hit "Cheap Love" to beautiful ballads like "Never Stop Trying" and the tearjerking "Help Me."

(beat)

I can't believe it. I mean I never gave...Okay, okay, I did think about giving up but now? I'm back.

SHIRLEY

Chuck, honey. You never went away.

CHARLIE

I owe it all to my sobriety.

Shirley waits to hear if that's all.

CHARLIE (CONT'D)

And you. And I want you to come to Nashville with me. The label said I could record some country material.

SHIRLEY

You were there when Tom said to stick with rock, right?

Charlie frowns.

SHIRLEY (CONT'D)

You just had your biggest hit in years with "Sea Of Love." Shouldn't you stick with what got you here?

CHARLIE

Yes. But I don't want to pass up this chance. I know, I know. The Hank Williams record went nowhere. But that was twenty years ago. With Harry and Irv. Things are different now all around.

SHIRLEY

So you'd be in the studio all day?

CHARLIE

Well, yeah. But we'd do stuff at night. Nashville's got all these great clubs. C'mon. We'll have a great time.

INT. NASHVILLE RECORDING STUDIO - DAY

Charlie plays a rhythm guitar track.

INT. NASHVILLE HOTEL RESTAURANT - SIMULTANEOUS

Shirley breakfasts alone, checking her watch.

INT. NASHVILLE RECORDING STUDIO - DAY

Charlie lays down a vocal track.

EXT. NASHVILLE STREETS - DAY

Shirley window shops.

INT. NASHVILLE HOTEL ROOM - EVENING

Distracted and disinterested, Shirley changes channels.

SFX: PHONE

SHIRLEY

Hello?

CHARLIE (V.O.)

Babe, it's me. The session's running long. And then I've got an AA meeting afterwards. I won't make dinner.

Silence.

CHARLIE (V.O.) (CONT'D)

Shirl?

SHIRLEY

Yeah. I'm going to take an early flight back. I'll see you at home.

Click.

CHARLIE (V.O.)

Let's talk when I get back to the hotel, okay? Shirl?

INT. NASHVILLE RECORDING STUDIO - DAY

Charlie redials.

INT. NASHVILLE HOTEL ROOM - SIMULTANEOUS

As the phone rings, Shirley cries while she packs.

INT. WESTOVER HOME - LATE NIGHT

Charlie carries a bouquet of flowers upstairs.

INT. WESTOVER BEDROOM - CONTINUOUS

Charlie enters only to find their bed empty and untouched.

A note's been left on the nightstand taped to the framed Twelve Steps. Charlie rips it open and reads.

SHIRLEY (V.O.)

'I'm staying with Brenda until things get sorted out. It's best for both of us.'

INT. BRENDA'S KITCHEN - NIGHT

Brenda fixes dinner for herself, Shirley and Veronica.

BRENDA

Ten years? What took you so long?

SHIRLEY

I keep asking myself the same thing. I was too scared. I thought if I left him before he got sober, he'd do something awful.

BRENDA

To you? Or the kids?

SHIRLEY

To himself. I kept thinking it would get better. And it would. It did. But then, there'd be another mood swing. I don't know if they led to the drinking or the other way around.
(beat)
He's a good man, Brenda. I just...I don't know.

INT. ATTORNEY'S OFFICE - CONFERENCE ROOM - DAY

1985

Charlie and his LAWYER sit opposite Shirley and her LAWYER.

CHARLIE

We could tear this up, walk out and start over.

SHIRLEY

No. It's done, Chuck.

CHARLIE

I'll sign but I'm still not convinced this is what you really want.

Charlie signs the papers and passes them to Shirley. She stops mid-signature then continues. It's over.

EXT. LOS ANGELES STREET - DAY

Charlie and his AA FRIEND Jane are in his new Cadillac listening to country music.

JANE

Aren't the two most stressful things in life divorce and death of a spouse?

CHARLIE

Hey, do I look stressed? I'm sober, I've got a new Caddy, listening to KZLA and I've got my sober friend with me. Randy Newman had it right. "I Love L.A."

JANE

I don't know, Charlie. If my husband left me, I'd be lost.

CHARLIE

I never thought she'd leave for good but she has. I still think she'll change her mind.

JUICE NEWTON'S current hit "Cheap Love" comes on the radio.

JANE

Okay to turn this up?

CHARLIE

You'd better. It's one of mine.

JANE

Whataya mean?

CHARLIE

I wrote it.

JANE

No way.

INT. RECORD STORE - LATER

Charlie shows Jane the proof on both his and Juice's album.

INT. CHARLIE'S NEW APARTMENT - NIGHT

He listens to a phone message.

VOICE

Del, it's Michael Mann. I've sold a new series and want to talk with you about "Runaway."

INT. CHARLIE'S NEW APARTMENT - NIGHT

September 1986

Charlie and Veronica watch the debut of Michael Mann's "Crime Story" series, featuring his re-recorded version of "Runaway."

VERONICA

Wow! That was great, Del. It had all this...this...

CHARLIE

Power and thunder?

VERONICA

Yeah. You're so good with words. That really blows me away.

CHARLIE

The original could've had that too if we'd been able to remaster it.

VERONICA

Why can't you?

CHARLIE

The master tapes were sold to pay off gambling debts. They're lost forever.

VERONICA

What if we tried to get them back?

CHARLIE

We've looked. It's like trying to find a needle in a field of haystacks.

She draws closer to him.

VERONICA

You know what I think?

CHARLIE

What?

VERONICA

Del Shannon deserves better.

SFX: PHONE

Charlie wants to answer it but Veronica takes his head in her hands and kisses him deeply. The answering machine clicks on.

DAN (V.O.)

Hey, it's me. Let's grab breakfast. Got more good news to share.

INT. RESTAURANT - DAY

Charlie and Dan breakfast at a local diner.

CHARLIE
An Australian film?

DAN
'Street Hero.' Don't know if it'll
be released here but it'll be in the
film and on the soundtrack album.

CHARLIE
(good naturedly)
Take that, Grease 2 producers.

DAN
So you've got this trifecta of
"Runaway," "Something to Believe In"
and "Cheap Love."

CHARLIE
No horse racing terms. I got enough
of that shit with Irv. May he rest
in Hell.

DAN
You're rock's Renaissance man.

Charlie scoffs.

DAN (CONT'D)
Seriously. How many of your
contemporaries are still having hits?
Still creating new music? Even the
Warner country tracks made the Top
50.
(beat)
Maybe it's time to hire a publicist.

Charlie scrunches up his face, uninterested.

CHARLIE
When you say it like that, it almost
makes all the fucking ups and downs
worth it. I still want to make another
album.

DAN
I've already put out some feelers.
Especially since you've got new stuff.

CHARLIE
Veronica really loves them, too.

Dan treads lightly here.

DAN

How's that going?

CHARLIE

Good. Different than what Shirley and I had.

DAN

Shirley tells me you still talk regularly.

CHARLIE

Thirty-one years of marriage'll do that.

Charlie stares off for several beats.

CHARLIE (CONT'D)

I know everyone thinks getting involved with Ronni is nuts. And there are times I feel badly about it. There's the age difference, she's Shirley's best friend's daughter and I know she can be controlling.

Dan bites his tongue and just listens.

CHARLIE (CONT'D)

But I'm getting in so deep I can't get out. I don't even know how to. She's so supportive of everything I do. I don't want to hurt her.

DAN

You could just break it off. Tell her you want the I.D. bracelet and letter sweater back. But she can keep the frat pin.

Charlie laughs out loud.

DAN (CONT'D)

I mean, it's not like you're married or anything.

INT. CHAPEL - DAY

Charlie and Veronica stand before a MINISTER. Not one of his friends is present - just the two of them. Alone. Together.

DAN/STEVE/CROOK (V.O.)

You're doing what?

CHARLIE (V.O.)

You heard me. I'm marrying Veronica. She loves me for the creative person I am. We've already found a house in Canyon Country.

DAN (V.O.)

Have you thought this through? Really thought about what you're doing?

CHARLIE (V.O.)

Like I said. She loves me. That's all that matters.

STEVE

And you love her?

CHARLIE

Gotta go.

EXT. NEW WESTOVER HOUSE - CANYON COUNTRY - DAY

Unlike the Northridge house which received lots of sunlight, the new house is surrounded by hills and is pretty but darker.

INT. WESTOVER HOUSE - DAY

Veronica takes in the new house, the new furniture and the new harpsichord in the living room. Charlie noodles away playing and singing "The Addams Family" theme song.

CHARLIE

'They're creepy and they're kooky,
Mysterious and spooky, They're all
together ooky, the Addams family.'

VERONICA

Del, you're so funny.

INT. NEW MOLE HOLE - NIGHT

Veronica suggestively poses in the studio doorway, wearing only pearls.

VERONICA

I thought we'd christen our new home.

CHARLIE

As soon as I get this lyric down.

She takes his hand, grabs the notebook and tosses it aside.

INT. WESTOVER HOUSE - ANOTHER DAY

Charlie brings home an AA MEMBER carrying a suitcase.

AA MEMBER

Good to meet you too, Veronica. Thanks for letting me stay here until I get back on my feet.

VERONICA

Honey, can I show you something in the kitchen for a minute?

INT. KITCHEN - CONTINUOUS

She turns on him.

VERONICA

You could have checked with me first. He can stay one night. Then he's out of here. This isn't a flop house for drunks. It's our home. For us and our daughter.

CHARLIE

Technically, she's still your daughter.

VERONICA

I know you'll come to love her and do the right thing and adopt her.

INT. CLOTHING STORE - DAY

A specialty store catering to musicians. Charlie steps out of a changing room. He looks sharp.

VERONICA

Now we're talking.

CHARLIE

You do know this is not cheap.

VERONICA

You're a star, baby. Dress like one.

CHARLIE

I guess I could use some new stuff for Japan and the U.K.

VERONICA

Spend the money where it'll do the most good. Not on your kids. They should be supporting themselves.

CHARLIE

It's not like they're draining my bank account.

VERONICA

Don't you mean *our* bank account?

INT. DAN'S OFFICE - DAY

An edgy Charlie paces in Dan's office.

CHARLIE

So can you do it?

DAN

First you ask me to book secret gigs.
Now this. I'm not sure which is
weirder.

CHARLIE

I need to do this for Jody. It's the
only way to give her college money
without Veronica finding out.

DAN

I suppose we could set up a double
set of books. One for Veronica and
one you keep for "other expenses."

CHARLIE

I miss Shirley, Dan. I fucked up.

DAN

She's a good woman. Did the heavy
lifting while you were off recording,
touring and...whatever.

CHARLIE

I realized something. I was too stingy
with Shirley and I'm too giving with
Veronica.

DAN

You can say no to her. Just because
she's got you playing Japan and the
U.K. doesn't mean you can't take
control of things. You did it with
the booze.

CHARLIE

That's the thing, Dan. She's got me
so intimidated, I'm not sure I can.
The way she spends money, I'll work
'til I die.

DAN

Mind if say something?

CHARLIE

Call me an asshole, go ahead.

Dan shakes his head.

DAN

All I know is Shirley loved Chuck
Westover. Veronica loves Del Shannon.

INT. MIKE CAMPBELL'S HOME RECORDING STUDIO - DAY

1988-89

Charlie is back in the studio, this time with Heartbreakers guitarist MIKE CAMPBELL and Jeff Lynne producing. They listen to the playback of new track "Who Left Who" with Tom Petty.

CHARLIE

Tell me if that sounds as awesome as I think it does. I've got this... cold and it's got me wiped out.

Charlie wipes some sweat from his face.

PETTY

Definitely awesome. Great work all around, Del.

LYNNE

I always said you're one of the best rhythm guitarists around.

Mike nods in agreement.

CHARLIE

So you're glad I took your suggestion to 'get some direction, mate?'

Jeff laughs recalling their last collaboration.

PETTY

(re: lyrics)

Sounds like someone has some strong feelings about a recent divorce.

CHARLIE

Nah. We're still friends.

PETTY

Has she heard that song yet?

Some laughter but Charlie isn't in on it.

CHARLIE

No. There're still strong feelings on both sides. Mostly positive.

LYNNE

And Veronica feels what about that?

CHARLIE

She doesn't like it a whole hell of a lot. But it's the way it is and the way it's gonna be.

PETTY

Go, Del.

CHARLIE

Besides, I had it put in the prenup.

PETTY/LYNNE/CAMPBELL

What?

CHARLIE

There's a clause that says if Shirley comes back to me at anytime, I, meaning Veronica, fully agree to a divorce with no repercussions.

PETTY

You sure you weren't a lawyer in a past life?

Laughter all around as Charlie picks up his guitar case.

PETTY (CONT'D)

Listen, we're still talking to labels for distribution. But I expect good news soon, maybe even before you take off for the U.K.

CHARLIE

I canceled. I wanted to put everything I had into this record.

EXT. VENTURA BLVD. - DAY

Kym's in her car when she spots Charlie in his. Pale, gaunt and sweating, she almost doesn't recognize him. She stops at the nearest pay phone.

KYM

Mom, it's me. I just passed dad on Ventura. Is he sick or something?

SHIRLEY

I took care of him for all those years, Kym. I can't do it anymore.

EXT. CALIFORNIA DESERT - DUSK

Charlie leads the way as Dan and Steve try to keep up on their dirt bikes. Charlie revels in the speed and the inherent danger. He comes to a stop and waits for them.

CHARLIE

You hear that?

DAN

I don't hear a sound.

CHARLIE

Exactly.

(beat)

I talked to Gayle the other day.

DAN

McCormick? I didn't know you two were still in touch. What's she up to?

CHARLIE

She's back in St. Louis. Said she was done with the business. How many times did I say the same thing?

DAN

I think I lost track.

CHARLIE

Maybe she's got the right idea.

DAN

You alright?

CHARLIE

Yeah. Just been thinking a lot about Coopersville. The good times we used to have. Sometimes it's like I'm there right now.

(beat)

My doc gave me some new meds. Prozac. Supposed to even out the mood swings.

STEVE

So you're feeling better? You should be. You've got the new record and the new house.

They take in the multi-colored sky and the desert's vastness.

CHARLIE

Honestly? I can't stand it. It's cold. Like a goddamn morgue. I feel like I can't settle in there.

Charlie wipes sweat from his face.

STEVE

You sure you're okay?

CHARLIE

Yeah. Just fighting off something.

INT. WESTOVER HOUSE - LATE NIGHT

Shaking and sweating, Charlie enters quietly until:

VERONICA

Jesus, Del. I was worried sick about you. My God. You're shaking.

She touches his forehead.

VERONICA (CONT'D)

And ice cold.

INT. BEDROOM - CONTINUOUS

Veronica helps Charlie into bed and towels him off as he's drenched in sweat. She lays on top of him in a misguided attempt to warm him up.

SFX: DOORBELL

Veronica wakes with a start.

INT. ENTRYWAY

Veronica peers out then opens the door to Steve.

VERONICA

What the hell happened out there?
He's been shaking like crazy. I've
been laying on top of him to calm
him down but --

STEVE

Laying on top of him? What the hell
is that going to do? He needs a
doctor. Now.

VERONICA

I'm his wife and I'll take care of
him. I'll make sure he's okay and
can do that memorial show next week.

STEVE

Fuck the goddamn memorial show. You
know he's suffering from depression.
Call his shrink. Tell him the Prozac
isn't working. That it may be making
things worse. He needs help. Tonight.

DISSOLVE TO:

INT. HOME STUDIO - SEVERAL DAYS LATER

It's February 8, 1990 where our story began.

We hear the rest of Tom Petty's phone message.

PETTY (V.O.)

I'm here with the guys in Hawaii. I
played them "Walk Away." It's
official. You're a Wilbury. So pick
a first name - other than Nelson,
Otis, Lefty, Charlie or Lucky. And
call me back.'

Charlie's arm slips off the chair and hangs, lifeless.

Fade to Black

On screen graphic reads:

Nine years after taking his own life that night, Del was inducted into the Rock and Roll Hall of Fame.

In 2012, Rolling Stone named "Runaway" one of the top 500 songs of all time.

"Through good times and bad, Del Shannon sounded like the same haunted man, hunting for some lost beauty he would probably never find, but for which he had to keep searching."
The Rock and Roll Hall of Fame Foundation

And as Del's electrifying 1989 live Aussie performance comes up on screen, we roll credits.

THE END