

FADE IN:

EXT. DAY - BEVERLY HILLS - TOUR BUS

Street SIGN reads, "WELCOME TO BEVERLY HILLS." A bus, with "Benny's Hollywood Movie Star Tours" painted in psychedelic colors on the side, DRIVES through the streets.

INT. TOUR BUS - CONTINUOUS

BENNY, personable, hip, hair in dreadlocks, drives TOURISTS. Nods his head to Reggae MUSIC playing on his portable radio as he calls out names of stars who live in the mansions.

BENNY
(Jamaican Accent)
And this is the mansion of Julia
Roberts!

Wide-eyed TOURISTS stretch their necks to see the mansion. Benny continues DRIVING.

BENNY (CONT'D)
And this estate belongs to Elizabeth
Taylor.

Speechless, tourists look at the luxurious estate in awe. Benny continues DRIVING.

BENNY (CONT'D)
And this beautiful mansion belongs
to Academy Award winner, Dementia
Adams. Oh, look! There she is!

Benny SCREECHES to a stop, tourists bounce around the bus. Benny sticks his head out of the window.

BENNY (CONT'D)
I love you, Dementia!

Tourists sigh "OOHS" and "AAHS" as they wave at Dementia, who smiles, waves back, gets into her sports car and ZIPS off.

Benny continues DRIVING. Eventually, STOPS in front of a run-down, dilapidated mansion. The bewildered tourists look. A pristine limo and a paint-chipped, tire-worn, '64 Volkswagen are parked in the driveway. A GARDENER, wearing ripped at the knees jeans, a T-shirt and a large sombrero pulled low over his head, brutally MOWS the scorched lawn. He peeks up for a second at the bus, then quickly ducks his head back under his sombrero as he continues his ruthless DESTRUCTION on the lawn, plants and bushes.

BENNY (CONT'D)
And this disaster belongs to the one
and only...Billy Payton.

WOMAN

Billy Payton? Are you kidding? I thought all movie stars were rich and had beautiful mansions?

WOMAN'S HUSBAND

This place is a disaster! It's a wonder his neighbors, or the city of Beverly Hills, haven't had the place condemned.

WOMAN

Are you sure Stephen King doesn't live here?

WOMAN'S HUSBAND

Maybe this place wouldn't look so bad if Billy would fire that stupid gardener. Look, he's already ruined the lawn and now he's mowing the ivy. That's cruelty to plants!

Tourists look in disbelief as the gardener now MOWS the ivy.

WOMAN

Whatever happened to Billy Payton? I haven't seen him in a movie for quite a while.

BENNY

That's Hollywood. You hit thirty plus, make a couple of bad movies and you're a has-been.

WOMAN'S HUSBAND

At least he still has his limo. That beat-up Volkswagen obviously belongs to that imbecile gardener. Billy ought to make him park it in the back.

Tourists see the gardener lean on the Volkswagen and wipe his forehead under his sombrero. Suddenly, a tire BLOWS OUT. The gardener jumps comically into the air, and then watches the tire HISS down. Angry, he KICKS the tire and stubs his toe. He dances in anguish on one foot, and then sits on the ground, yanks off his shoe off and rubs his toes. Tourists shake their heads as the bus DRIVES away.

EXT. MANSION - CONTINUOUS

Pain subsiding, the gardener puts his shoe on, picks up trimming shears and savagely TRIMS the bushes.

An attractive WOMAN (thirties) OPENS a window from the second floor of the mansion and watches in disbelief then anger.

JANET PAYTON

(SHOUTS)

I thought I told you not to trim
those bushes so short?

The Gardener looks up at the woman from under his sombrero,
and for the first time we see his face.

GARDENER

Look, Janet...

JANET

The name is Mrs. Payton! And let's
not get familiar, my husband wouldn't
like it.

GARDENER

Well, ex-cuuuse me, Mrs. Payton.
But last week you told me these bushes
were too long.

JANET

No, I didn't! I told you the bushes
on the other side of the house were
too long! Not these. Can't you get
anything right?

GARDENER

Well, throw out some glue and I'll
glue them back together for you.

JANET

I'm getting tired of your sarcasm.

GARDENER

(mumbles)

Aw, go sit on some poison ivy.

JANET

I heard that! Get in the house,
right now. We're going to have this
out, once and for all.

Angry, Janet SLAMS the window closed. The gardener THROWS
DOWN his shears in disgust and limps toward the front door.

INT. MANSION - LIVING ROOM - CONTINUOUS

The gardener BARGES IN without knocking, SLAMS the door shut,
and sails his sombrero across the room. Dignified GEORGE,
the butler (fifties), and his blunt and impatient wife CLEO,
the maid (forties), give the gardener a pathetic glance as
they polish silverware.

GARDENER

Someday, I'm going to quit!

CLEO

(with an edge)

Today might be a good day. Although,
yesterday would have been a whole
lot better.

Gardener gives Cleo a look of indignation as Janet walks
down the stairs from the second floor in a huff.

JANET

The landscaping around the house is
a disaster! You're just not cut out
for this type of work, and your
attitude leaves a lot to be desired.
I think it's best you turn in your
lawn mower and shears.

GARDENER

That does it! I quit!

CLEO

Hallelujah!

GEORGE

Now maybe the crickets will come
back into the garden and sing those
nice gospel tunes they used to sing
late at night.

GARDENER

Crickets? Gospel tunes? Are you
all right? Look...before I turn in
my lawn mower and shears, I've got
something to say to all of you!

Gardener STRUTS behind the bar nearby and slowly POURS himself
a drink. All watch with raised eyebrows. The gardener takes
a big GULP, and then SLAMS down his glass. Everyone jumps.

GARDENER (CONT'D)

Do you all have amnesia, or what?

The gardener points up to a blowup on the wall of the
gardener, dressed in a tuxedo, holding an Academy Award Oscar.

GARDENER (CONT'D)

In case you all forgot, I happen to
be Billy Payton, and that's me with
an Oscar in my hands!

CLEO

Yeah, but you borrowed it from the
guy who won it, and he had to punch
you in the nose to get it back.

BILLY

(rubs his nose)

Well, I should have won it for New Orleans Beat! Look. I was just trying to save a few bucks by doing the gardening. It's bad enough Hollywood has been giving me a bad time without my wife, my butler and my maid giving me a bad time, too. Especially, in my own house.

CLEO

Whose house? In case you forgot, Mr. Hotshot, George and I own the mansion now. George said he'd let you buy it back, but you haven't come up with a nickel yet.

BILLY

So, I'm a little behind. Don't worry, you'll get all your money as soon as I make my next film.

CLEO

Give me a break. You haven't worked in three years. If you weren't so high-and-mighty, you'd be working right now. You've had offers.

BILLY

I just can't take any part. I'm a dramatic actor. I have an image. Face it, I was once nominated for an Academy Award.

CLEO

God, give me strength. That was three years ago. Look, if it wasn't for Janet, and Billy Jr., I'd have made George evict you, and your image, a long time ago.

GEORGE

Now, Cleo.

CLEO

This whole thing is your fault, George! If you'd have bought the mansion next door, like I wanted, instead of this dump, we'd be okay.

GEORGE

Cleo, you forget, Mr. Payton has been very nice to us over the years and I wanted to give him a chance to buy it back.

CLEO

You mean, after we got rich he's been nice to us. George, I'm sick and tired of you loaning him your hard-earned money so he can keep up his phony so-called Hollywood image.

BILLY

Hard-earned money, huh.

Billy smirks as he walks over to a picture on the wall and points to George smiling broadly, holding a large cardboard facsimile of a "\$10,000,000" check.

BILLY (CONT'D)

What hard-earned money? Give me a break! If George wasn't so damn polite and insisted I buy my Lotto ticket ahead of him, I'd have won the ten million dollars and everything would have been just fine.

CLEO

Yeah, fine for you! Not for us!

JANET

Look at the bright side, Billy. How many people in Hollywood can say that their butler is now a millionaire, ah, ten times over?

BILLY

(painful expression)

I'm sure I'm the only one. But for some reason, the thought always puts me in a manic-depressive state.

CLEO

So, suck your thumbs.

GEORGE

Now, Cleo. Have some compassion. After all, Mr. Payton wouldn't be in this mess if his cousin Alfie hadn't embezzled all of his money while he was his personal manager.

BILLY

(loses it)

Alfie. I'll kill that no-good cousin of mine when I catch him! He ruined my whole life. That... that...

JANET

Now, calm down, Billy.

BILLY

I thought I told all of you that
Alfie's name is never to be mentioned
in my house again!

CLEO

Ah, whose house?

JANET

Please, Cleo. Let's not go through
that one again.

BILLY

(looks at his watch)

It's getting late. I have to get
Escargots. The big shots are leaving
the studios about now and I want to
be there when they arrive. I have
to be seen, you know.

Cleo shakes her head in futility.

BILLY (CONT'D)

Where are the keys to my limo, George?

CLEO

There you go again! Whose limo?

BILLY

Okay, okay! George, can I borrow
your limo...that used to be mine?

CLEO

No way! Janet and I have an
appointment at Andre's to get our
hair done for my birthday party
tomorrow. You'll just have to drive
your Volkswagen and park it three
blocks away from Escargots, like you
always do.

BILLY

But the Volkswagen has a flat tire!

CLEO

Use some of that instant air stuff.

BILLY

I don't have a can of instant air.

CLEO

In that case, just blow up the tire
with your mouth. You got enough hot
air in you to blow up ten tires.

GEORGE

I have some in the trunk of the Limo, sir. Let's go outside and I'll help you.

BILLY

Thanks, George.

CLEO

By the way, Mr. Hollywood, don't forget my birthday party tomorrow. Make sure your tuxedo is clean!

Billy grimaces then walks over and kisses Janet. Janet looks at Billy sympathetically and hugs him for encouragement. Billy follows George outside.

INT. ESCARGOTS BISTRO - DAY

SHARP-LOOKING BARTENDERS and WAITRESSES, MOVIE EXECUTIVES, AGENTS, ACTORS, ACTRESSES and WANNA-BES crowd the restaurant. Billy sits at the bar, waves at movers and shakers around the room. Most turn away, or whisper and point at Billy and LAUGH. Frustrated, Billy turns around and faces the bartender.

BARTENDER

Another drink, Mr. Payton?

BILLY

Yeah, why not, Eddie.

Eddie pours Billy a drink. Billy takes a GULP, surveys the crowd again. Movie critic, REX SWANSONG approaches.

REX

Well, well, if it isn't Billy Payton. What are you doing here? Did you rob your kid's piggy bank?

BILLY

If it isn't Delbert Ross. How many actors have you sent to the unemployment line this week with your depraved film reviews ...Delbert?

REX

Only the ones that deserved it.
(sarcastic)
And the name is Rex Swansong.

BILLY

Still playing God, huh, Delbert?

REX

Naturally. How's Janet doing?

BILLY

She's fine.

REX

I don't know how she married a loser like you and not a winner like me.

BILLY

Simple, Delbert. She has taste.

REX

I agree. That's why I still can't figure out why she married a loser like you and not a winner like me.

Rex smiles and waves at friends around the room.

BILLY

Funny. Why don't you go haunt a house, you creep.

REX

Okay. I'll be at your place at midnight.

BILLY

Get out of my face, Delbert.

REX

(loud - for all to hear)

Hey, bartender. Make sure this has-been pays. He's kinda famous for going to the men's room and then sneaking out without paying his tab.

Rex smiles, walks away as patrons give Billy the look of the loser. An old acquaintance, Bob Hunter, sits next to Billy.

BILLY

Hey, Bob, long time no see. I read you're directing a new film.

BOB

(unenthusiastic)

Yeah. What's been happening with you, Billy?

BILLY

Not much. Is there a part for me in the picture?

BOB

Sorry, Billy. But you're on the top of the "over the hill, pain-in-the-ass" list.

(MORE)

BOB (CONT'D)

You should have listened to your agent, and you shouldn't have made so many people mad at you.

Bob sees a friend sitting at a table, the friend motions Bob over to him, Bob stands.

BOB (CONT'D)

See you around, Billy.

BILLY

Wait a minute, Bob.

Billy grabs Bob's arm. Bob jerks his arm away.

BOB

Get lost, creep!

Bob leaves. People nearby see and hear the tussle, and whisper and snicker at Billy. Billy GULPS his drink, pays and leaves.

EXT. DESERTED SIDE STREET - CONTINUOUS

Billy walks to his car. About to get in, a car approaches. Billy ducks so the people in the car won't see him get into his beat-up car. Finally, he gets in and PEELS OUT as the car BACK FIRES and SPEWS SMOKE from the exhaust pipe.

INT. TINY HILL'S OFFICE - DAY

Billy paces as the gigantic TINY HILL, his agent (forties) sits at his desk with a not-too-happy look on his face.

TINY

It's all your fault. I told you not to make those two bullshit films. But you wouldn't listen, Mr. Big Shot.

BILLY

Okay, okay, you were right. But now what? You're my agent, can't you get me anything?

TINY

What the hell are you talking about? Every time I get you something, you just turn it down.

BILLY

But the parts don't fit my image.

TINY

(angry-jumps up)

If you say that word image one more time, I'm gonna bust your nose!

BILLY

Calm down, Tiny. Now, calm down.

Tiny shakes his head in frustration and slowly sits down.

TINY

Tell you the truth, I don't know what I can do for you anymore, Billy. Maybe you should get another agent.

BILLY

I don't want another agent. I just want you to try and get me a flick that lets me keep my image.

Tiny jumps up, runs at Billy and grabs him by his shirt collar. Billy wide-eyed.

TINY

I told you to never say that word again. Now, you and your image can get the hell out of here and don't come back!

Tiny pulls Billy to the door, opens it and pushes him out.

EXT. MANSION - SWIMMING POOL AREA - DAY

Big sign reads "HAPPY BIRTHDAY CLEO." Sophisticated and well-dressed GUESTS mingle around while others SWIM and SPLASH in the pool. The mood is festive under the afternoon sun.

The BUTLER - Billy, wearing a tux, a wig, a mustache and beard disguise, and the MAID - Janet, wearing a maid's outfit, a wig with bangs that hides most of her face, serve hors d'oeuvres. Smoking a cigar, George talks to MEN FRIENDS while Cleo, all decked out, struts in front of LADY FRIENDS who gush over her.

GUEST #1

Where did you get that dress, Cleo?
It's beautiful! And your hair...

CLEO

I bought the gown at Girard's Fashions on Rodeo Drive... naturally, and had my hair done at Andre's of Beverly Hills.

Cleo struts around as the girls ogle. Sees Billy and Janet. Cleo waves to them.

CLEO (CONT'D)

Oh, Mimi! Would you and Sven bring the hors d'oeuvres over here.

Billy and Janet force smiles, walk over to Cleo and her friends.

BILLY

Ya, ya.

JANET

Oui, oui.

Cleo's guests look at each other with raised eyebrows, impressed with Cleo's continental servants.

WOMAN GUEST #1

Don't tell me your maid and butler are from Europe, Cleo?

CLEO

Why, yes. Sven is from Sweden and Mimi is from France.

Cleo's friends nod in admiration as Cleo gloats.

BILLY

Ya, ya, Sveden.

JANET

Oui, oui, Paris.

WOMAN GUEST #2

I'm really impressed, Cleo.

CLEO

You'd better be.

Women LAUGH.

WOMAN GUEST #3

Incidentally, Cleo. When are you going to fix up the front of the house? It really looks tacky.

CLEO

Actually, there's a slight problem with the former owner.

(glances at Billy)

However, it should be resolved shortly. Then, I'll remodel.

Janet flinches at Cleo's remark, bows to Cleo and hurries away. Billy follows.

JANET

(near tears)

I can't take it any longer. I want my house back, Billy.

BILLY
It's still your house.

JANET
No, it's not. It belongs to Cleo
and George.
(louder)
I want my house back!

Cleo and guests overhear Janet, look over at Janet and Billy.

BILLY
People are looking, Janet.

JANET
I don't care! How could you do this
to me? Where's your pride, your
dignity? I'm a maid in a house that
used to be mine.

BILLY
It's only temporary.

JANET
It's been three years, Billy!

Cleo glares at Billy and Janet. Billy takes Janet by the
arm and walks her further away from guests.

BILLY
Calm down, Janet. Everyone's looking.

JANET
I don't care!

BILLY
Look, as soon as I get a part that
fits my...

JANET
If you say that word image, I'm going
to...

BILLY
Calm down. Don't you realize, I can
pay George back by making one lousy
picture.

JANET
Then do it!

BILLY
I told you, as soon as...

JANET
You're pathetic.
(MORE)

JANET (CONT'D)

You just don't get it, do you? I can't live off George and Cleo any more. It's humiliating. You may not have any dignity left, but I do. I'm warning you, if you don't do something soon...I'm leaving.

BILLY

You don't mean that, Janet. You're just tired. Why don't you go into the house and relax?

JANET

How can I relax with strangers walking through my house?

BILLY

Maybe you should take a drive to your mother's?

JANET

Good idea. And maybe, I just won't come back. Maybe I'll get a job designing high-fashion gowns again.

Cleo approaches to see what they're arguing about. Janet hurries away along the side of the pool. Billy tries to stop her. Janet pushes Billy, who does a tightrope dance along the edge of the pool. Cleo arrives as Billy loses his balance. Billy falls into the pool taking Cleo with him.

Billy and Cleo SPLASH around in the pool.

CLEO

Help! Help! Billy, you did this on purpose. My new dress! My hair! You son-of-a-bitch! George. George!

George sees Cleo, runs, and JUMPS into the pool. Guests see Cleo and George in the pool with their clothes on, think it's fun-time and begin pushing people into the POOL or JUMP into the pool with their clothes on themselves. Furious, Cleo flails her arms and keeps swinging her fists at Billy who is trying to help. George finally pull Cleo to safety.

Janet looks back at Billy, Cleo and George in the pool, and all the confusion and shakes her head in distress. Some of the happy guests run past Janet to jump into the pool and knock into her. Near tears, Janet runs into the house.

INT. TINY HILL'S OFFICE - DAY

Cautiously, Billy opens the door and peeks in. Tiny reading a letter, looks up from his desk. Billy enters with his hands held up in surrender. Tiny watches Billy expressionless.

BILLY

I promise. I'll never say the word
image again. If I do, you can punch
me in the nose.

Tiny doesn't answer, looks down and continues reading the
letter. Billy moves a little closer to Tiny.

BILLY (CONT'D)

Tiny, I'm desperate. Janet's talking
about leaving me. I don't know what
to do. Three years ago I was up for
an Academy Award, now, I can't get
work. I've got to get to work.

TINY

(looks up at Billy)
Seriously, Billy I can't get you
anything. It's over for you. Maybe
you can get into a car dealership or
something to keep you alive.

BILLY

(agonizes)
I can change.

TINY

I doubt it.

BILLY

Honest, Tiny. I can change.

Phone RINGS, Tiny picks it up.

TINY

Tiny Hill.
(surprised look)
Really. What a coincidence. Why
don't you tell me a little about the
film, Mr. Nickel, so I can tell Billy
about it.

Billy smiles and gives Tiny "thumbs up."

TINY (CONT'D)

Uh, huh -- Uh, huh -- Uh, huh. Really --
How do I like it? I like it! In
fact, it sounds like a winner. I
think Billy could do a great job.
So, what's the flick called? -- Hey,
I like the title. "The Masked Avenger
and his Horse, Wheaties."

Billy's happy expression changes to agony.

TINY (CONT'D)

I see. So basically, it's about a cowboy called the Masked Avenger who chases bad guys all over L.A. from Chinatown, through South-Central L.A., Long Beach, Hollywood and Beverly Hills on a horse named Wheaties. Interesting concept. Tell you what. Send over two copies of the script right away, either by pony express or stagecoach, and we'll read it. Thanks for calling, Adios.

Tiny hangs up.

BILLY

Who was that?

TINY

That was your salvation. Mr. Johnny Nickel of Nickel and Dyme Productions.

BILLY

What's their assets, fifteen cents?

TINY

He said they have money. This could be your salvation. What do you think?

Billy doesn't respond. Tiny waits, loses patience. He jumps up, hurries to Billy and grabs him around the shirt collar.

TINY (CONT'D)

I've had it with you! Get the hell out of here before I...I...

BILLY

Who else is cast?

TINY

Who the hell cares!

BILLY

Tiny! I can't even ride a horse.

TINY

He said they'll teach you, or use stunt men. Billy, this may be the last job offer you ever get. Wake up! At least read the script.

BILLY

Okay, okay! I'll read the script.

Tiny lets go of Billy.

TINY

Billy. I really don't think you understand. This is your last shot.

Billy looks at Tiny in deep thought.

INT. MANSION - DINING ROOM - NIGHT

Billy, wearing a butler's jacket and Janet wearing an apron, serving dinner to Cleo, George, and Billy Jr.

CLEO

Hey, Mr. Hollywood. How about some more mashed potatoes and gravy?

Billy walks over to Cleo and accidentally (on purpose), spills food on her as he serves. Angry, Cleo jumps up, looks at Billy suspiciously. Billy feigns an innocent look. Billy and Janet finish serving then sit down at the table.

JANET

So, tell me more about the Masked Avenger script, Billy.

BILLY

Actually, it's a good script. It's loaded with action. It's a family film. Too bad it's a comedy.

CLEO

What's wrong with a comedy?

BILLY

Nothing, except it might conflict with my...

JANET

I told you about using that word, Billy.

CLEO

(disgusted)

George, when are you going to throw this bum out?

BILLY JR.

Gee, dad. Your picture would be in all the papers and movie magazines as the Masked Avenger, wouldn't it?

BILLY

That's the problem, Billy. Those pictures might ruin my image. Ooops! Sorry.

JANET

(fed up)

What image? Billy, will you wake up! You have no image! You're Hollywood's invisible man. The big shots wrote you off three years ago. But in doing so, they actually did you a favor.

BILLY

What are you talking about?

JANET

They gave you the freedom to do whatever you want. It just doesn't matter anymore. Don't you realize, you're free?

BILLY

But this is satire and some of the things they want me to do and say as the Masked Avenger are so corny.

JANET

That's the way heros are suppose to look and act.

BILLY

But three years ago I was an Academy Award nominee and...

JANET

...and now you're broke! Maybe you can make enough money off this film to start buying our house back from George.

CLEO

You tell him, Mrs. Payton.

GEORGE

It seems doing the movie might be the wise thing to do, sir.

BILLY

All right. Tell you what. I'll read the script again, and maybe even go talk to the producers, okay?

BILLY JR.

Now you're talking, dad.

The mood becomes festive as all continue dinner.

INT. BEDROOM - NIGHT

Janet and Billy in bed. Janet puts her arms around Billy.

JANET

I'm so happy you might do the film,
I could bust.

BILLY

I've thought about, and...I just
can't do it.

JANET

But you told everyone you were at
least going to talk to the producers.
Billy Jr. is going to be heartbroken.

BILLY

He can handle it. He's a big boy
now. I'll wait a few days. It'll
be easier that way.

Angry, Janet pulls the covers over her head and turns her back to Billy.

EXT. DRIVEWAY - DAY

Cleo sits behind the wheel of the limo, REVING UP the engine. Somber-looking Janet sits next to her; Billy Jr. sits in the back seat. George puts Janet's suitcases in the trunk.

INT. MANSION - KITCHEN - DAY

Billy enters, looks around, finds no one. Looks out the window, sees Janet and Billy in the Limo and George putting suitcases in the trunk. He hurries to the door.

EXT. DRIVEWAY - CONTINUOUS

Janet looks up at George.

JANET

George, you can tell Mr. Image, that
I'll be at my mothers.

GEORGE

I'll tell him, but he's not going to
be happy about this.

Billy comes running out the door. Cleo sees Billy, SCREECHES away as Billy runs after the car. Billy Jr. looks out of the back window and waves sadly. Billy feebly waves back.

EXT. OLD BUNGALOW "NICKEL AND DYME PRODUCTIONS" - DAY

Billy and Tiny DRIVE up, park, walk into a bungalow.

INT. OFFICE - NICKEL AND DYME PRODUCTIONS - CONTINUOUS

Billy and Tiny are greeted by the youthful and slightly overwhelmed producers Johnny Nickel and Ted Dyme (early twenties).

TINY

Hi, guys. Billy, I'd like you to meet Johnny Nickel and Ted Dyme.

Billy shakes hands with Johnny and Ted.

JOHNNY

We're big fans of yours, Billy. You were great in "New Orleans Beat." You should have won the Oscar.

BILLY

It's nice to know someone beside myself thought so. Thanks.

JOHNNY

Incidentally, I'm glad you're not concerned about the fact that we just graduated from film school a few weeks ago.

BILLY

What? I didn't know that you two never made a film before.

TED

(sheepishly)
Didn't Tiny tell you?

TINY

(blasé)
It must have slipped my mind.

Billy looks at Tiny suspiciously.

JOHNNY

Billy, would you feel any better if I told you we finished first and second in our class.

BILLY

Well, I guess it's a hell of a lot better than graduating last and second to last. Putting all that aside, I'm not a cowboy. I don't know how to ride, lasso or twirl a gun.

JOHNNY

We have cowboys who can teach you.
(MORE)

JOHNNY (CONT'D)

Plus we have special effects and stunt men to do the things that you can't do.

BILLY

What about the fact that I'm a dramatic actor and this is a comedy?

JOHNNY

That's why you're perfect for the part. We don't want you to try and be funny. The script will do that. You just have to play it straight.

All watch Billy as he contemplates. Billy looks at Tiny who sits on the edge of his chair in attack mode.

BILLY

I guess doing the part would show the broad scope of my acting ability, wouldn't it?

JOHNNY

For sure.

TED

What do you say, Billy?

TINY

(intimidating look)

Yeah, what do you say, Billy?

BILLY

Well, what the hell. Where's my mask?

TINY

Now you're talking! I'm telling you, Billy, this flick is going to be a smash. I can feel it.

Jubilantly, all congratulate each other in celebration.

EXT. JANET'S MOTHER'S HOUSE - DAY

Billy SCREECHES into the driveway in his smoking, beat-up Volkswagen. As he gets out, the car BACKFIRES. Billy jumps. Janet's mother, ROSE (sixties), rushes out of the front door.

ROSE

(SHOUTS)

Park that junk down the street! It leaks oil, besides, I don't want anyone to think it belongs to me. I have an image to maintain in this neighborhood.

BILLY

Image?

Billy gives Rose a look of disdain, gets back in the car, SCREECHES out of the driveway as the car BACKFIRES and SMOKES and parks down the street. He returns to the house, KNOCKS. Rose OPENS the door.

ROSE

Back so soon?

BILLY

I'm not in the mood, Rose.

ROSE

(firm)

You have five minutes.

Billy smirks at Rose and enters the house.

INT. JANET'S MOTHER'S HOUSE - LIVING ROOM - CONTINUOUS

Janet drawing high style gowns on a drafting table. She glances up at Billy, but continues drawing.

BILLY

I've got some great news, Janet. I just signed to do the Masked Avenger. You can come home now.

Billy tries to embrace Janet. Janet backs away.

JANET

Not so fast, hombre. Snap your fingers and I'm suppose to jump? Those days are gone. There's a new game in Dodge City.

BILLY

What's going on? Look, I start shooting in two weeks. Come on, get Billy Jr. and your things and lets go.

JANET

Sorry, Billy. I don't trust you anymore. Billy Junior and I will only come home after you've finish the picture and after you buy the house back from George.

BILLY

Look Janet, I need you.

JANET

I really can't talk about this now. I've got an interview for a job in two hours and I have to finish these sketches.

BILLY

You don't have to work. I'll have some money in two weeks when I start the picture.

JANET

I can't take a chance, Billy. Look, even if we get back together...

BILLY

Even? What are you talking about? Of course we're getting back together!

JANET

I've done some thinking. I think it might do us both some good to be away from each other for a while.

BILLY

But, but...

Taken aback, Billy stares silently. Rose walks into the room, looks at her wrist watch, puts her hands on her hips and glares at Billy. Billy walks slowly toward the door. At the door, he turns back and looks at Janet. He opens his mouth to speak, can't think of what to say, turns and walks out.

(Hoping to avoid the stigma that is sometimes associated with shooting a film within a film, no crew will be seen filming the Masked Avenger and Wheaties segments. Hopefully, creating an illusion that the Masked Avenger is a real character and this is two different stories/films in one).

EXT. DARK ALLEY - NIGHT

Two sinister-looking MEN carry packages out of a building and put them into the trunk of a car. Sign over the door reads: "FAR EAST IMPORTS." Red spotlight suddenly blinks on as two undercover COPS in an unmarked police car SPEED toward them.

CROOK #1

It's the cops!

The crooks jump in their car and SCREECH away. The cops pursue the crooks through the streets, siren SCREAMING. Trying to avoid a car, the police car SMASHES into a building. The officers stagger out of the smoking car.

COP #1

(dizzy)

And just when we had Mean Tony
LaNazzo's right-hand men.

COP #2

Yeah. We'd better call in.

Cop #2 reaches in car and picks up car microphone.

COP #2 (CONT'D)

This is car 13. We just smashed
into a building at Wilshire and Benton
in pursuit of drug suspects. Over.

The MASKED AVENGER and WHEATIES GALLOP into the intersection.

MASKED AVENGER

I'm glad to see you officers are
okay. Don't worry about those crooks.
My horse, Wheaties, and I will take
care of them.

Mounted on the horn of Wheaties' saddle is a mini computer with blinking lights emitting beeping sounds. Attached on both sides of the saddle we see: magnetic car stopper, police band radio and transmitter, midi radar screen, binoculars, mace, global positioning system screen, hand grenades and other mini crime-fighting devices. Also, on a leather jacket that extends from the saddle half way up Wheaties' neck, a row of mini rockets.

MASKED AVENGER (CONT'D)

(in deep echo)

"The force of evil that lurks in the
hearts of men will meet its destiny,
destruction and ultimate doom when
it answers to the Masked Avenger.
Get it on, Wheaties, Awaaaay!"

LIGHTNING and THUNDER EXPLODE in the sky as the Masked Avenger and Wheaties GALLOP off after the crooks. Bewildered cops look at each other in amazement.

DISPATCHER (V.O.)

Car 13. Come in. Are you okay?

COP #2

I'm not sure. After we crashed, a
masked cowboy on a horse rode into
the intersection and said he was
going to pursue the suspects!

DISPATCHER (V.O.)

What?

COP #1
 (grabs car microphone)
 Yeah, and he shouted, "Get it on,
 Wheaties, Awaaaay" to his horse as
 they rode away. Over.

DISPATCHER (V.O.)
 I suppose he had an Indian side-kick
 by the name of Corn Flakes, right?
 Now, I warned you guys before about
 clowning around on the job!

The Masked Avenger and Wheaties pursue the crooks through
 the streets as NIGHT PEOPLE look on in amazement. Crooks
 SCREECH through an intersection causing other cars to CRASH
 into each other. Wheaties jumps over the crashed cars and
 starts to gain on the crooks.

INT. CROOK'S CAR - CONTINUOUS

Crooks looking back through their rear window.

DRIVER CROOK #1
 Did you see a cowboy on a horse jump
 over those crashed cars behind us?

CROOK #2
 Yeah. I think that could be the
 Masked Avenger and his horse,
 Wheaties, that everyone on the street
 have been talking about.

DRIVER CROOK #1
 The Masked Avenger and who?

CROOK #2
 Wheaties. That's his horse's name.
 They just came on the scene. I hear
 they're bad.

The Masked Avenger and Wheaties continue their pursuit as
 the police now join the pursuit.

MASKED AVENGER
 I'll guess it's time to use the high-
 frequency magnet puller. That'll
 slow them down. No use wasting a
 rocket.

The Avenger turns a dial on his computer control panel. The
 crook's car gradually slows down.

DRIVER CROOK #1
 Hey, there's something wrong with
 the car? I got it floored and it's
 slowing down. We're gonna have to
 ditch the car and run for it.

CROOK #2

What about the drugs in the trunk?

DRIVER CROOK #1

We can't worry about that now.

CROOK #2

Mean Tony ain't gonna like this.

DRIVER CROOK #1

We don't have a choice. Get ready to run when the car stops.

Their car coasts slowly into a mini mall, with "TOMMY'S HOT DOG STAND on it's corner, and stops." The bewildered LATINO CLIENTELE watch as the crooks jump out of their car and run. Wheaties chases them into a corner of the mini mall and, standing on his hind legs flails his hoofs terrifying the crooks. The Masked Avenger jumps off and subdues the men with fancy fisticuffs as police cars drive into mini mall.

TOMMY'S CUSTOMERS

Olay! Olay! Olay!

While the police put the crooks in squad car, the Avenger struts up to the hot dog stand with Wheaties. Wide-eyed, bewildered COUNTERMEN inside look at the Avenger in amazement.

MASKED AVENGER

Ah...I'll have a Tommy's chili dog, Amigo. And Wheaties will have six chile dogs and six chili burgers. Make those with extra chili, but not onions, they give Wheaties heartburn.

COUNTERMAN

Si, Senor Masked Hombre! Pronto!

The countermen swing into action. A policeman approaches.

POLICEMAN

We found drugs in the trunk of their car. It'll keep them locked up for quite a while. Good job, masked man. By the way, what's your name?

MASKED AVENGER

They call me...the Masked Avenger.

LIGHTNING EXPLODES and THUNDER ROARS in the sky. Startled, Police and Tommy's clientele cower from the sound.

MASKED AVENGER (CONT'D)

(pets Wheaties)

And this is my horse, Wheaties.

LIGHTNING EXPLODES and THUNDER ROARS once again And, once again, the clientele and Police react in the same manner.

POLICEMAN IN CHARGE

(composed)

Well, keep up the good work, Masked Avenger. You too, Wheaties.

Wheaties nods his head, WHINNIES.

MASKED AVENGER

That's just what we plan to do.
And, we won't rest until we get 'Mean Tony' LaNazzo . He is a nemesis to America and our youth.

The policeman nods, salutes the Masked Avenger's hand and walks back to his car. The Masked Avenger waves to the crooks as all the police cars DRIVE away sirens BLASTING. The Masked Avenger then turns back to counter. The counterman hands the Masked Avenger his order. He reaches in his pocket for money. The counterman smiles and waves his hands in a gesture of no charge.

MASKED AVENGER (CONT'D)

Gracias, Amigo.

The clientele watch Wheaties GOBBLE down his chili dogs and burgers quickly. The Masked Avenger mounts Wheaties holding his chili dog in one hand and the reins in the other.

MASKED AVENGER (CONT'D)

Delicioso, los caballeros! Adios, amigos. And remember,
(in deep echo)
"The force of evil that lurks in the hearts of men will meet it's destiny, destruction and ultimate doom when it when it answers to -- the Masked Avenger. Vamoose, Wheaties. Olay!"

The Masked Avenger and Wheaties GALLOP off into the night as LIGHTNING and THUNDER light up and CRASH from the sky.

TOMMY'S CUSTOMERS

Olay! Olay! Olay!

INT. NICKEL AND DYME OFFICE - DAY

Billy, Tiny and Johnny Nickel discussing the picture.

JOHNNY

How are you holding up, Billy?

BILLY

Pretty good. Actually, I'm having a lot of fun.

Ted Dyme BURSTS into the room waving a newspaper.

TED

I can't believe it! I just can't believe it!

TINY

Believe what! Calm down, Ted. What's the problem?

TED

Look what Rex Swansong wrote. He's buried Billy and the picture!

Billy grabs the newspaper and reads aloud.

BILLY

Former Academy Award nominee, Billy Payton has finally hit bottom. He is now starring in a cheapo cowboy flick entitled, The Adventures of the Masked Avenger and his Horse, Wheaties. Give me strength. Produced by, are you ready for this? Nickel and Dyme Productions.

JOHNNY

How can he write that! He doesn't know anything about us or the picture.

TINY

Well, at least the article was short.

BILLY

No such luck. There's more.

TINY

Oh, no!

BILLY

All Hollywood is laughing at the one-time academy award nominated actor. Well, I predict the movie will be a total stinker. However, I'll be generous for old time sake and give it a ten. Yes, ten road apples. Adios, Billy."

TED

My, God! This could ruin the picture before it even comes out!

All stare silently as anger builds on their faces.

INT. REX'S OFFICE - DAY

Rex sits at his computer working on his column. MAIL BOY walks in, puts letters on his desk.

REX
Anything I can use?

JACK
There's something interesting about your old nemesis, Billy Payton. He and his wife are splitsville.

Rex stops typing, sits back and smiles.

INT. BILLY JR.'S BEDROOM - GRANDMOTHER'S HOUSE - NIGHT

Billy Jr. talking on the phone to a classmate. Janet enters behind him unnoticed and straightens out his messy room.

BILLY JR.

I don't care what the other kids do, Denise! I'm not a chicken! -- What do you mean, you might not invite me to your birthday party if I don't...

Janet CLEARS HER THROAT. Billy Jr. looks in surprise.

BILLY JR.

Listen, I can't talk now. I'll talk to you tomorrow at school.

Billy Jr. hangs up.

JANET
So, what do the other kids do that makes you a chicken?

BILLY JR.

Oh, nothing.

JANET (CONT'D)
I'd like to know what makes you a chicken, Billy?

BILLY JR.

I know what you're thinking, and before you ask me something real dumb, Denise and I aren't having sex, at least, not yet.

Shocked, Janet slowly sits down on the bed.

JANET (CONT'D)
How old are you, Billy?

BILLY JR.

That's a dumb question. You know how old I am.

JANET (CONT'D)

Humor me.

BILLY JR.

Okay, I'm eleven years old.

JANET (CONT'D)

And how old is Denise?

BILLY JR.

Ten. But she's very mature. She looks twelve.

Janet shakes her head.

BILLY JR.

When are we moving back with dad?

JANET (CONT'D)

When your father's done making the picture.

BILLY JR.

I miss him and George and Cleo.

JANET (CONT'D)

Don't you like your grandmother?

BILLY JR.

Sure, but it's not the same here. When can I go visit dad again?

JANET (CONT'D)

Soon. In fact, it's definitely time that he had a talk with you about you and Denise.

Janet leaves, walks into the living room shaking her head. She walks to her drafting table and continues working on a previous sketch of a gown. Phone RINGS.

REX (V.O.)

Hello, Janet. This is Rex Swansong.

INTERCUT - REX/JANET

JANET

Delbert! I mean, Rex.

(MORE)

JANET (CONT'D)

What a surprise. You kept my mother's phone number all these years.

REX (V.O.)

I never gave up hope.

JANET

How sweet.

REX (V.O.)

How about dinner, now that you're free, more or less?

JANET

Dinner? Oh, I don't know.

REX (V.O.)

Are you worried that Billy will get jealous?

JANET

(SNICKERS)

I'm pretty sure he would.

(thinks-smiles)

Ah...why not? It'll be fun talking over old times.

REX (V.O.)

Does your mother still live in the same house?

JANET

Yes, she does.

REX (V.O.)

I'll pick you up at seven, okay?

JANET

That'll be fine. See you then.
Goodbye.

REX (V.O.)

Goodbye.

Janet puts the phone down, smiles, walks back to her drafting table and continues to draw.

INT. RESTAURANT - DAY

Janet and Rex finishing dinner.

JANET

It was nice of you to ask me out.

REX

It was nice of you to accept.

JANET

However, I don't think we'll be able to do this again.

REX

Why?

JANET

You know why. Because you're crucifying Billy in your column. If I continued to see you, it would look like I'm one nasty bitch.

REX

(thinks-smirks)

And, if by chance, the crucifixion of Billy Payton, the Masked Avenger and Wheaties, were to stop?

Janet smiles and shrugs.

REX (CONT'D)

Is that the reason you came out with me?

JANET

(coy)

Would I do something like that?

Rex studies Janet.

JANET (CONT'D)

I'm taking Billy Jr. to the circus Sunday. My car isn't running up-to-par. Do you have any idea where I can get a ride?

Rex smiles, gets up, pulls chair out for Janet, they leave.

MONTAGE - MASKED AVENGER BATTLES DRUG DEALERS

A) Masked Avenger and drug dealers have SHOOT-OUT as drug dealers unload drugs on the docks.

B) Masked Avenger chases drug pushers down alleys and streets through: Little Tokyo, Chinatown, Korea Town, South-Central L.A., Venice, Rodeo Drive in Beverly Hills, Hollywood Boulevard, and other various well-known places around Los Angeles.

END OF MONTAGE

INT. NICKEL AND DYME OFFICE - DAY

Billy enters, Johnny and Ted downcast.

BILLY

Hi, guys! Why so gloomy? Did Rex start writing about us again?

JOHNNY

No, actually, it's been weeks since he has. However, we have something to tell you.

BILLY

First, let me say something I've been meaning to tell you both.

JOHNNY

Maybe, you ought'a wait until you hear what we have to say.

BILLY

This will only take a second. I just want to say, the way the movie is being directed and the way business is being handled is first rate. I'm sorry for not believing in you from the start. I have to admit, at first I thought this whole thing was a big joke. But not now. I really believe that this film will be an inspiration to the kids. With that out of the way, what is it you wanted to talk about?

Nickel and Dyme look at each other sheepishly.

BILLY (CONT'D)

Did I say something wrong?

JOHNNY

I think you did.

TED

Thanks for the kind words but we don't deserve them.

BILLY

Of course you deserve them. Why, when the film comes out...

JOHNNY

(interrupts)

That's what we're trying to tell you, Billy. The picture's not coming out. We can't finish the picture. We're broke!

BILLY

What!

TED

Yeah, we ran over budget.

BILLY

Are you kidding me?

JOHNNY

I wish we were. We're really sorry.
I guess we blew it.

Billy BANGS the desk in anger.

BILLY

Damn! Everyone in Hollywood laughed at me when I took this movie. Now, they're going to laugh twice as much. This is a disaster! Outside of that small advance I got from you, I'm broke. As you know, according to my contract, I don't get paid until the film comes out.

TED

I'm really sorry, Billy.

BILLY

We have to finish the picture! How much money do you need?

JOHNNY

A half a million dollars.

Billy thinks a few seconds, picks up phone, DIALS.

BILLY

Hello, Gloria. This is Billy Payton.
How are you doing? --

I'm fine, thanks. Listen, is Dillon Crawford in, I'd like to speak with him.

JOHNNY

(whispers to Billy)
Is that Dillon Crawford the head of Creative Films?

Billy nods yea.

INT. DILLON CRAWFORD'S OFFICE - CONTINUOUS

DILLON CRAWFORD (fifties) - nervous, cutthroat executive, with an habitual eye twitch, swallows a pill, drinks some water. SIGHS. Picks up the phone. His son, SEAN, sits nearby with his usual chronic look of disdain. Dillon

DILLON

This is Dillon.

INTERCUT - DILLON/BILLY

BILLY

Dillon! How the heck are you?

DILLON

I'm okay as long as I stay on Prozac. How about you, Billy? How's the Academy Award Nominee doing these days?

BILLY

Fine, thanks. Listen. I'd like to come over and talk to you about getting some financing on a film I'm doing. In fact, it's more than half completed.

DILLON

I assume you're talkin' about the Masked Avenger movie, right?

BILLY

That's right. I don't know. I've got a million things on my mind. Let me think a second. Hold on.

Dillon puts hand over the phone so Billy can't hear.

DILLON (CONT'D)

What do you think, Sean? I want you to start making decisions. It's the only way you're going to learn how to run the studio. You think I should invest or at least talk to Billy?

Sean raises his hand, turns it with thumbs down.

SEAN

No way. It's a loser. Forget it.

DILLON

Are you sure? Maybe we ought'a take a flyer on it. I know it can't be more than a half mil or even a mil.

Once again Sean raises his hand with thumbs down. Dillon takes his hand off the phone.

DILLON (CONT'D)

Yeah, Billy. I don't think so.

BILLY

I'm tellin' you, it's gonna be a winner, Dillon.

DILLON

Well, I hope so for old times, but I really can't help. I've got too much going. I'm over-extended as it is. I'm sorry.

BILLY

(a bit desperate)

Look, Dillon. I wouldn't be wasting your time if I didn't think it was going to make money.

DILLON

Look, Billy, I didn't want to say anything, but I just had lunch with Rex Swanson. He thinks the film is a loser.

BILLY

Rex! Look. For old-time sake, can I come over and talk to you about the movie and...?

DILLON

Okay, okay. Hold on a couple of seconds. Let me think about this a little more.

Dillon puts his hands over the phone again.

DILLON (CONT'D)

Sean. Pull out a coin and flip it for me. I owe Billy this much. I'll call it.

Sean pulls out a coin, flips it and puts his hand over it.

DILLON (CONT'D)

Heads.

Sean takes his hands off the coin, looks and slowly shakes his head no. Dillon takes his hand off the phone.

DILLON (CONT'D)

Sorry, Billy. I just can't do it.

BILLY

I'm telling you, Dillon that...

Dillon slowly puts the phone down. CLICK.

SEAN

Good move, dad. He's a loser. Take my word for it.

Billy slowly puts the phone down.

BILLY

I can't believe it! I made him millions and he hung up on me. We've got to raise the money, somehow.

INT. TINY HILL'S OFFICE - DAY

Billy enters. Tiny reading the newspaper.

BILLY

Any luck trying to raise money from the studios?

TINY

No. I've made ten calls and not one studio wants to help finish the film. By the way, have you read the paper today?

BILLY

No.

TINY

Let me read you something. In the 'Don't Tell Anyone' column, it says, (reads from newspaper) Janet Payton, estranged wife of Billy Payton, dating Rex Swansong.

BILLY

What? Rex made a fool out of me in his column and now she's dating him?

TINY

Maybe he stopped writing about us because he's dating her. Or, maybe she's dating him just to keep him from writing about you.

BILLY

I don't know. She's never said a word about Rex. And I see her every other day when I visit Billy Jr.

INT. JANET'S MOTHER'S HOUSE - NIGHT

Billy barges in without knocking. Janet dressed to kill, looks in surprise.

BILLY

So, you're dating Rex.

JANET

It's no big thing. It's just a chance for me to get out of the house.

BILLY
Hey! I'll take you out!

JANET
Not until I get my house back. And
for your information, Rex is a very
nice guy.

BILLY
(grimaces)
Nice guy! Do you have any idea what
people are thinking? It looks like
you agree with what he said in his
column about me and the picture.

JANET
I can't help what people think!

BILLY
I thought maybe you dated him just
to get him off my back. Anyhow, I
want you to stop going out with him!

JANET
Don't tell me what to do, Billy!

BILLY
Janet, I'm your husband!

JANET
Not until you get me my house back,
you're not!
(looks at her watch)
I have to go.

BILLY
(furious)
You're not going anywhere!

Billy Jr. RUNS into the room, embraces Billy.

BILLY JR.

Dad! Dad!

BILLY (CONT'D)
(controls himself)
Billy Boy, how ya doin'?

JANET
I have to go.

Janet hugs, kisses Billy Jr.

JANET (CONT'D)

Have a nice visit with your father, Billy. I told your father about Denise. He said he was going to talk to you about her, but hasn't. Maybe now is a good time.

BILLY JR.

Okay. Good night, mom. Say hi to Uncle Rex. Ask him if he'll take me horseback riding again.

JANET (CONT'D)

I will, honey. Good night.

BILLY JR.

Good night, mommy.

Billy controls his temper watching Janet leave. Billy looks at Billy Jr. and haltingly begins his talk about Denise.

INT. TINY HILL'S APARTMENT - NIGHT

Tiny getting in bed. Opens newspaper on end table near the bed and begins reading. Shortly, opens entertainment section and sees headline, "MAN WINS \$400,000 JACKPOT IN VEGAS." Tiny eyes open wide at the man smiling in a photograph with the huge check. He reads the caption which displays the man's name: "JAMIE CRUISE." Tiny grabs the phone, quickly DIALS.

TINY

Billy, this is Tiny. I'm going to Vegas for a few days to meet an old friend of yours who just might, now I say, just might, put up the money to finish the Masked Avenger. I want you to come with me. Besides, you really need to get away.

INT. BEDROOM - NIGHT

Billy lying in bed.

BILLY

Who's this friend of mine?

INTERCUT - BILLY/TINY

TINY

It's a surprise!

BILLY

I'm really not into going. I want to straighten out this mess between Janet and Rex. It's got me crazy.

TINY

Look. You have to go! I don't think the man will give the money unless you're with me. You can straighten out this thing with Janet and Rex when you get back. We'll only be gone a few days.

BILLY

Oh, man. Okay...I'll go.

TINY

Get packed. I'll call you tomorrow and let you know what time we're leaving. Okay?

BILLY

Okay.

EXT. - HOTEL POOL - LAS VEGAS - DAY

Billy and Tiny sitting under an umbrella-table at their hotel pool having a drink. Smiling, Tiny checks out the beautiful GIRLS around and in the pool. Billy blase.

TINY

Look at those beautiful girls!

BILLY

None of them look as good as Janet.

TINY

Well, they do to me.

(LAUGHS)

That old friend of yours should be along any minute now.

BILLY

What's the big secret about this guy? Why don't you just tell me who he is or, at least, his name?

TINY

Okay. He goes by the name Jamie Cruise, but you know him by a different name. Now Relax. It's a surprise. By the way, I thought you ought to know that Nickel and Dyme lost quite a bit of their own money on the Masked Avenger.

BILLY

I didn't know they invested their own money in the movie.

TINY

Yeah, in fact, every cent they had.
They really believed in you, and the
Masked Avenger.

BILLY

I love those kids. If I had the
money I'd put it in the picture
myself.

TINY

I'm glad you said that. Oh, that
old friend of yours just showed up.
There he is in all his glory.

Tiny points to the flashy-dressed MAN smiling happily as he
walks out with a beautiful young girl on his arm, holding a
drink.

BILLY

Alfie! I don't believe it! It's my
embezzling cousin, Alfie! I've
dreamed of this.

Billy walks slowly then faster, and then starts running toward
Alfie. Tiny follows. Alfie sees Billy and flees along the
pool with Billy in pursuit. Billy catches up with Alfie and
TACKLES him into the pool. Billy holds Alfie's head under
the water for a bit than pulls him up. The crowd GASPS.

BILLY (CONT'D)

Good to see you, Alfie. How ya doin'?

ALFIE

(gasping)
Ah...Not too good at the moment.

BILLY

Ir's gonna get worse.

Billy dunks Alfie's head under water again.

TINY

Enough, Billy!. Get him out of the
pool, People are looking. Lets take
him somewhere private.

Tiny helps Billy pulls Alfie out of the pool. They take him
out of sight of the people around the pool. Billy pushes
Alfie against a wall.

BILLY

Don't you have anything to say to
me, Alfie?

ALFIE

Ah...Is aunt Viola's arthritis still giving her problems?

BILLY

As a matter of fact, her arthritis is much better these days, thank you.

ALFIE

That's nice to hear.

Billy SOCKS Alfie.

BILLY

Where's the money you embezzled from me, you bastard?

Tiny holds out the newspaper clipping showing Alfie's (Jamie Cruise) big win. Billy looks in surprise.

BILLY (CONT'D)

Where's your money Alfie?

Alfie doesn't answer, Billy, loses it and punches Alfie many times. Tiny tries to stop him.

TINY

Stop, Billy. You might kill him!

BILLY

What do you think I'm trying to do?

Finally, Tiny pulls Billy from Alfie.

ALFIE

Okay! Okay! Don't hit me again. I'm sorry for taking your money. But we can work something out now that I have money.

BILLY

Out of curiosity, What did you do with my money you embezzled?

ALFIE

I lost it all gambling.

BILLY

How could you embezzle all my money and blow it gambling? And, from your own blood? I've pulled you out of jams ever since we were kids. When you got older, I bailed you out of jail, fed you, let you sleep in my house, even gave you a job. And for that, you steal all my money.

ALFIE

I'm sorry. I just can't help it. I guess I was just born to be a crook.

BILLY

You weren't born to be anything except what you want to be! God, you're pathetic.

TINY

Well, I'm sure Alfie would like to give back your money. Wouldn't you, Alfie?

BILLY

Where is the money?

ALFIE

In the bank.

TINY

What do you say we go to the bank, Alfie? Unless, you'd rather I leave you alone with Billy.

ALFIE

No, no! Let's go to the bank!

BILLY

And don't get cute or I'll call the police and tell them you're wanted for embezzlement.

ALFIE

Hey, I'll be glad to give you the money. After all, it's the Christian thing to do.

BILLY

You're sick, Alfie.

TINY

Well, Billy, now that you have four hundred thousand dollars, I guess you're going to buy your house back from George?

BILLY

I should, but with the money we'd nearly have enough to finish the film. We'd just need another hundred thousand.

TINY

You're kidding! You'd invest your own money in the film?

BILLY

Do you think Nickel and Dyme would
let me in as a partner?

TINY

Well, since I've already drawn up
your partnership papers and they've
signed them, why not?

BILLY

What? Tiny, you're incredible!
You're always one step ahead of
everyone, aren't you?

TINY

You got that right.

EXT. BANK - DAY - CONTINUOUS

Billy, Tiny and Alfie walking out of the bank.

ALFIE

Well, Billy, now that I'm busted,
how about loaning me a few grand?

BILLY

Alfie, you're unbelievable.

TINY

Listen, I have to pick something up.
I'll see you at the airport, Billy.
And, Alfie I guess I'll be seeing
you on TV's "Most Wanted."

Tiny smiles and waves goodbye to Billy and Alfie.

INT. COCKTAIL BAR - CONTINUOUS

Billy and Alfie sit in a booth having a drink.

BILLY

You still hangin' out with all the
crooks, Mr. Big Shot?

ALFIE

They're businessmen. Who knows,
maybe someday I'll be able to help
you because I know them.

BILLY

What good would you knowing a bunch
of crooks do me?

ALFIE

Hey, you never know.

BILLY

By the way, I ran into Uncle Bernard
and Aunt Millie a while back.

ALFIE

Really, how's the old grouch doing?

BILLY

He's not as grouchy or insulting as
he used to be.

ALFIE

Really. Do you know what changed
him?

BILLY

Well, it seems Aunt Minnie took up
karate and began using Uncle Bernard
for practice.

Billy's anger slowly fades as they laugh and talk about the
good times they shared growing up.

INT. AIRPLANE BACK TO HOLLYWOOD - NIGHT

Tiny hands Billy a gift wrapped box.

TINY

I had it specially made for you. I
think you're really gonna like it.

Billy opens the box, slowly pulls out some chicken feet,
feathers, a pin cushion with pins in it and a voodoo doll
in the likeness of Rex Swansong.

BILLY

Oh, my God! It's a Rex Swansong
voodoo doll.

Billy takes a pin and sticks it into the doll.

BILLY (CONT'D)

God, that feels great!

TINY

I thought you'd like it.

Tiny joins in and sticks a pin into the voodoo doll, too.

BILLY

Too bad it doesn't really work.

TINY

What do you mean? Of course it works!
The voodoo doctor guaranteed it.

BILLY
Well, if that's the case...

Billy and Tiny LAUGH as they stick pins into the doll.

INT. REX SWANSONG'S BEDROOM - NIGHT

Rex bolts up from sleep and jumps around the room grabbing different parts of his body.

REX
Ouch! Ouch! What the hell is going
on here? Ow! Ow! Ouch! Ouch!
Ouch! Ouch!

EXT. - DAY - BEVERLY HILLS - MANSION HOUSE

Billy and Tiny pulling in the driveway.

BILLY
I really feel guilty not telling
Janet I got the money from Alfie.
But, I know she'd just tell me to
give the money to George. She
definitely wouldn't go for me
investing in the Masked Avenger. In
fact, I can't even tell George

TINY
Maybe you ought'a buy the house back.

BILLY
No way. We're going for it, Tiny.

TINY
And we gonna do it, too.

Billy and Tiny hit "high fives."

INT. MANSION - LIVING ROOM - CONTINUOUS

Billy and Tiny enter. George greets them.

BILLY
George, how are you?

GEORGE
Just fine, sir. Good to have you
back. Hello, Mr. Hill.

TINY
Hi, George.

GEORGE
Was your trip successful, Mr. Payton?

BILLY

Quite. In fact, we almost raised enough money to start production of the Masked Avenger.

TINY

That's right. We're a few dollars short, but Billy says he knows an investor.

GEORGE

(LAUGHS)

Really. Out of curiosity, Mr. Payton, who's the fearless daredevil that's investing in the Masked Avenger?

Billy looks around the room.

BILLY

Where's Cleo?

GEORGE

She's visiting Mrs. Payton.

BILLY

Good. George, I'm going to offer you the chance of a lifetime. How would like to make a big killing and invest a hundred thousand in the Masked Avenger? You could triple your investment.

GEORGE

You jest, sir. The movie business is too risky for me. Beside that, I don't think Cleo or my accountant would go for it.

BILLY

So, don't tell them.

GEORGE

(contemplates)

Well...there might be a way.

BILLY

Really?

GEORGE

Now, if there was a part...or two in the movie for...Cleo.

BILLY

That's amazing, George!

(MORE)

BILLY (CONT'D)

Just by chance, they've never cast a girl for two parts in the film. Now that we're going to finish the film, they're gonna need someone for those parts. Cleo would be perfect.

GEORGE

Well...in that case.

BILLY

Yes, George?

GEORGE

Since the house has increased in value three hundred thousand dollars in the last three years, and you've paid me all the interest on the loan from your advance on the film already...

BILLY

Yes, yes.

GEORGE

I would be willing to invest, if you sign a note for the money you still have in the house guaranteeing the return of my investment, just in case.

BILLY

You drive a hard bargain, George, but it's a deal.

Billy and George shake hands.

GEORGE

And, of course, Cleo is not to know anything about this.

BILLY

Believe me, George, I won't say a word.

GEORGE

I think this is cause for celebration, sir

BILLY

Good idea.

George walks to the bar and zips open three cans of Coke.

BILLY (CONT'D)

What's this, George? How about some scotch?

GEORGE

Sir, you forget. The Masked avenger
is a non-drinking man.

MONTAGE - FILMING RESUMES

A) At the studio, CARPENTERS, PROP MEN, WARDROBE, and other CRAFTSMEN work frantically.

B) Headlines in various movie magazines and articles in newspapers read, "THE MASKED AVENGER AND WHEATIES RIDE AGAIN!" "THE MASKED AVENGER AND WHEATIES RETURN. Billy practicing how to lasso, throw a rope, how to fight with the stunt men, etc.

END OF MONTAGE

EXT. VENICE BEACH - DAY

SUNBATHERS, SIGHTSEERS, ROLLER SKATERS, WEIGHT LIFTERS AND A BLUES BAND PLAYING. Masked Avenger atop Wheaties walking in the surf waving at the young KIDS and tipping his hat to the beautiful GIRLS who give him the eye.

The Avenger keeps a watchful eye on 'Mean Tony' LaNazzo standing on his yacht anchored offshore. A motorboat SPEEDS towards the yacht and then stops. MEN on the motorboat throw several tied together life preservers onto the yacht and then SPEED away.

MASKED AVENGER

So, that's how they get the drugs
ashore. Pretty ingenious, putting
drugs in life preservers. We have
work to do, Wheaties.

INT. LIFEGUARD STATION - DAY

Two real wide-eyed LIFEGUARDS sit tied up and gagged. Their CAPTORS, two MEN in swimsuits now pose as the real lifeguards. They watch Mean Tony's yacht through binoculars.

PHONY LIFEGUARD #1

They did it, man. They got the drugs
onto the yacht without a hitch.

PHONY LIFEGUARD #2

Now all we need is someone to start
drowning near the yacht so we can
swim out there in the and haul them
in.

PHONY LIFEGUARD #1

Hey, look! Isn't that a woman waving
her hands near the yacht right now?

Cleo, playing her part of a drowning swimmer, waves her arms wildly.

PHONY LIFEGUARD #2

You're right. Let's get going.

As the two lifeguards swim to Cleo's rescue and the yacht, MEN aboard LaNazzo's yacht throw tied-together life preservers into the water. One of the lifeguards rescues Cleo while the other pulls the life preservers toward the shore away from the rescue. The Avenger watches the action, takes out his cell phone and punches numbers.

MASKED AVENGER

Chief, this is the Masked Avenger and Wheaties. I finally caught 'Mean Tony' LaNazzo in the act. Better get down to Venice Beach with some of your men as fast as you can -- What's that? I don't care if you bring your swimming trunks or not, just get here pronto. Adios.

CROWD gathers as lifeguard pulls Cleo onto the shore. The other lifeguard pulls the life preservers to the shore where a sandmobile is stashed and drives to the lifeguard station.

LIFEGUARD WITH CLEO

Is there anyone here that can give this woman mouth to mouth resuscitation? I can't do it; I have the flu.

CLEO

(over acting)

GURGLE, GURGLE, GURGLE....

MAN IN CROWD

I'm a paramedic! I'll do it!

CLEO

(still over acting)

GURGLE, GURGLE, GURGLE....

While the paramedic works on Cleo, the lifeguard leaves Cleo and joins the other lifeguard in the lifeguard station. The Masked Avenger rides Wheaties to the station, vaults off Wheaties, walks to the door and kicks it in.

After a brief one-sided struggle with the bad guys inside, the Masked Avenger throws the battered imposters out of the station where Wheaties, standing on his and rear legs, flails his front legs at the terrified phony lifeguards.

The crowd on the shore rushes to watch the Masked Avenger and Wheaties in action leaving Cleo alone still GURGLING by herself.

Finally, the battered imposters fall in defeat at the feet of the police who have just arrived in their swim suits. The police handcuff the men.

MASKED AVENGER

(to police captain)

I don't think their suntan will last too long where these crooks are going, captain.

CAPTAIN

That's for sure, Masked Avenger.

MASKED AVENGER

By the way, the drugs are in the life preservers inside the lifeguard shack.

CAPTAIN

That LaNazzo is pretty ingenious. By the way, how's the water? I think I'll take a dip.

MASKED AVENGER

I'd like to join you, but Wheaties didn't bring his swim suit,. Besides I want to find Mean Tony LaNazzo and give him the news that he's under arrest. Adios, Captain.

CAPTAIN

Adios, Masked Avenger. Good luck.

The Masked Avenger nods to the captain, waves farewell to the CHEERING Venice Beach crowd as Cleo continues to GURGLE on the shore all by herself looking angerly for a cameraman.

MASKED AVENGER

(in deep echo)

The force of evil that lurks in the hearts of men will meet its destiny, destruction and ultimate doom when it answers to the Masked Avenger. Get it on, Wheaties, Away.

INT. CLUB FANDANGO-HOLLYWOOD - NIGHT

ROCK BAND PLAYS, DANCERS dance. "Mean Tony" LaNazzo and his girlfriend (Cleo) with fellow GANGSTERS and their GIRLFRIENDS sit at a big table. The Masked Avenger enters. GIRLS at the bar smile and make eyes at him. He smiles politely, tips his hat to the girls and stands at the bar. BARTENDER approaches.

BARTENDER

What'll it be, stranger?

MASKED AVENGER

A sarsaparilla with a double shot of needles.

BARTENDER

You got it. One sarsaparilla and a double shot of cactus juice coming right up.

Bartender leaves. The girls around the bar continue to make eyes at the Avenger who smiles and nods politely. The bartender returns with the drinks. The Avenger sips his sarsaparilla and drinks his double shot in one GULP.

MASKED AVENGER

(grimaces)

Wow! You pour a mean sarsaparilla and needles, amigo.

BARTENDER

(winks)

I used to work in Dodge City.

The bartender nods and leaves. The BAND PLAYS and SINGS a rock version of "Happy Trails" as a beautiful GIRL slithers up to the Avenger.

CASS

Hi, handsome. My name is Cassandra, but you can call me Cass. How about a dance?

MASKED AVENGER

How can I say no? They're playing my song.

The Masked Avenger and Cass walk to the dance floor. He shuffles in time, swinging his hips perfectly to the beat.

CASS

You really know how to move those hips, stranger.

MASKED AVENGER

I get plenty of hip movement from riding my horse.

CASS

(sultry)

Listen...how would you like to come over to my place? Then we can do some...you know...real dancing. If you know what I mean.

MASKED AVENGER

That all depends. Do you have a horse stall behind your apartment, ma'am?

CASS

A horse stall? No. But I've got a trampoline. Will that do?

MASKED AVENGER

Wheaties was never in a circus. I don't think he'd sleep too well on one. Well, Maybe someday I'll get lucky and find a girl who has a horse stall behind her place.

CASS

(bewildered)

Are you all right?

MASKED AVENGER

Fine, thanks, ma'am. Do you happen to know the name of that man sitting at that table?

(nods)

CASS

That's 'Mean Tony' LaNazzo.

MASKED AVENGER

I thought so.

CASS

Stay away from him. He's bad news.

The song ends. The Masked Avenger walks Cass back to the bar.

MASKED AVENGER

You'll have to excuse me for a bit, ma'am. I've got to take care of some business outside.

CASS

Okay, but hurry back. I'm going to make some phone calls and see if I can rent a horse stall.

The Masked Avenger nods, struts toward the entrance to the club, GIRLS look in awe. LOUD RAP MUSIC fades in as he walks out the door.

EXT. OUTSIDE CLUB FANDANGO - CONTINUOUS

Masked Avenger walks toward Wheaties who is shuffling his hoofs and legs (SFX) to LOUD RAP Music from a boom box. Avenger smiles, nods his head and moves his body to the rhythm of the music.

MASKED AVENGER

I like those new moves of yours,
Wheaties. You'll have to show them
to me, when we have time.

Wheaties WHINNIES. The Masked Avenger pulls out his cell phone and dials.

MASKED AVENGER (CONT'D)

Hello, chief. This is the Masked Avenger calling. I'm calling from outside Club Fandango in Hollywood. I finally caught up with Mean Tony and his gang. I'm going in after them. Better send some squad cars down here as soon as you can -- What's that? -- No, there's no cover charge! Now hurry. Adios.

INT. CLUB FANDANGO - CONTINUOUS

The Avenger struts back in the club and saunters over to Mean Tony's table.

MASKED AVENGER

Good evening, Mr. LaNazzo. Looks like you have a nice little party going.

MEAN TONY LANAZZO

Well, well, well, if it isn't the Masked Avenger. What's a nice guy like you doing in a place like this?

Mean Tony and his men LAUGH childishly as a WAITRESS approaches Cleo, sitting next to Mean Tony and put's down a pizza. Cleo looks at the pizza, then up at the waitress in anger.

MASKED AVENGER

Well, Mr. LaNazzo, I just wanted to tell you that...

Cleo CRASHES fork and knife down on table. All focus on Cleo.

CLEO

(shouting)

I told you, I only wanted a chesse pizza. Not with all this garbage on it! Now take it a way!

Mean Tony gives Cleo a condescending look, picks up his drink and pours over her head. Cleo SCREAMS and runs away.

MEAN TONY LANAZZO

As you were saying before we were so rudely interrupted...

MASKED AVENGER

The police have confiscated the stash of cocaine life preservers your men threw overboard from your yacht today. I've come to make a citizen's arrest. You're a menace to the youth of our great country.

Mean Tony and his men reach for their guns, but the Masked Avenger lifts and PUSHES the table against them. The girls at the table SCREAM and RUN. The Masked Avenger's lightning PUNCHES send Mean Tony and his men CRASHING into tables, into the DRUMMER'S BASS DRUM and SLIDING across the dance floor. The dazed crooks lie helpless. The POLICE arrive and handcuff them. Casually, the Masked Avenger struts back to Cass at the bar.

CASS

(smiles-feels his muscles)

Boy, you're really something! Look, I made some calls but couldn't rent a horse stall, but I managed to rent a horse trailer. Will that do?

The Masked Avenger strokes his chin in thought.

MASKED AVENGER

An enclosed horse trailer?

CASS

Yes.

MASKED AVENGER

Well...it looks like were gonna do a lot of dancing tonight, Cass.

CASS

(seductive smile)

Fantastic. I bet you're one heck of a dancer.

MASKED AVENGER

I don't like to brag, but...

Masked Avenger does fancy footwork (Break Dances) as Cass looks on bewildered. PATRONS APPLAUD; Masked Avenger bows.

EXT. CLUB FANDANGO PARKING LOT

Police put groggy LaNazzo and his men into the police cars. Patrons look in awe of the Masked Avenger as he walks out of the club arm-in-arm with Cass.

CASS

Where's your car, Avenger?

(MORE)

CASS (CONT'D)

I bet you drive an Alfa Romeo. No,
I bet a Mercedes. No, a...

The Masked Avenger WHISTLES and Wheaties TROTS toward him. Cass looks in disbelief. The Avenger climbs on Wheaties, pulls Cass on behind him and then WALKS Wheaties over to Mean Tony LaNazzo sitting in a police car.

MASKED AVENGER

Well, Mean Tony, I hope you enjoy
your suite at the San Quentin Hilton?

MEAN TONY LANAZZO

I'll be out in 24 hours, cowboy.
And, I'll be looking for you.

MASKED AVENGER

I think you mean 24 hours and 99
years, don't you, Mr. LaNazzo? Well,
arrivederci and remember --
(in deep echo)
The force of evil that lurks in the
hearts of men will meet it's destiny,
destruction and ultimate doom when
it answers to -- the Masked Avenger --
Get it on, Wheaties, awaaaay!"

The Masked Avenger and Wheaties RIDE off into the night as wide-eyed Cass holds on for her life and LIGHTNING and THUNDER EXPLODE in the sky.

INT. MOVIE THEATER LOBBY - SATURDAY MATINEE

Marquee reads, SNEAK PREVIEW - THE MASKED AVENGER AND HIS HORSE WHEATIES.

As the movie nears the end, Billy and Tiny exit from the theater into the lobby. Billy puts on a pair of dark sun glasses. Both stand in a corner so they won't be recognized. Inside the theater, kids CHEER, WHISTLE and APPLAUD loudly.

TINY

Listen to them! They love it! I
think we may have a winner, Billy!

BILLY

It sounds like it.

TINY

Well, well, well. Will you look at
who's sneaking out the door of that
aisle.

Rex Swansong walks right into Billy and Tiny.

BILLY

Well, if it isn't Rex Swansong.
What brings you here? I thought you
buried the Masked Avenger a long
time ago?

REX

I came back to make sure he stays
buried.

Loud CHEERING, WHISTLING, and APPLAUSE emanate from the
audience inside the theater once more. Rex turns around
toward the sound of the pandemonium with an expression of
annoyance.

BILLY

I hate to disappoint you, Rex, but
it sounds like those kids inside the
theater are bringing the Masked
Avenger back to life.

REX

Don't count on it. When the people
read my review tomorrow, he'll be
six feet under again.

More CHEERING is heard inside the theater. Suddenly, the
doors open and kids and parents with happy faces exit.

TINY

Rex, look at the happy faces on those
kids. They sure don't look like
they've been to a funeral.

REX

I don't have time for this. I have
an early dinner date with a very
beautiful lady named Janet.

BILLY

You know, Rex. I just don't
understand what Janet sees in an
obnoxious jerk like you.

REX

(lecherous smile)
Wouldn't you like to know?

Billy makes a fist, Tiny holds Billy's arms.

BILLY

He isn't worth it, Billy. You'll
lose everything if you hit him.

REX

Don't forget to read the Masked Avenger's obituary in my column tomorrow. Well, I've got a hot date. I'll say hi for you, Billy. Ta ta.

Tiny holds Billy tighter as Billy struggles to punch Rex. Rex smirks in triumph, walks away and out of the theater.

TINY

Calm down, Billy. It wasn't worth losing everything for that jerk, especially, since it looks like we got a winner.

Slowly, Billy regains his composure. Billy and Tiny continue watching parents and children exit from the aisles. Watch as kids happily run and jump around slapping the side of their legs and hopping up and down imitating riding horses.

BOYS

Get it on, Wheaties, away!

MONTAGE - "MASKED AVENGER."

A) Headlines in Variety magazine, "MASKED AVENGER A SMASH BOX OFFICE HIT."

B) Similar headlines: "MASKED AVENGER TOP GROSS OF THE WEEK" and "AUDIENCES RAVE FOR THE MASKED AVENGER."

END OF MONTAGE

INT. NEWSPAPER OFFICE - DAY

Rex Swansong barges into his EDITOR'S office holding newspaper.

REX

(furious)

Why didn't you print my review of the Masked Avenger, Mack?

MACK

Calm down, Rex. You've been through the Hollywood wars before. Don't get excited.

REX

Who the hell is dumb enough to declare war on me?

MACK

"Tex" Dawson, that's who. He's the new owner of the paper.

REX

So, what's his problem?

MACK

Well, Tex took his eight-year-old son to the preview of the Masked Avenger and now the Masked Avenger is the kid's hero. Tex says, anyone who's against the Masked Avenger is anti-American.

REX

Anti-American? Hey, I've got a contract that says I can write whatever the hell I want no matter what "Tex Manure" thinks.

MACK

I'd advise you to tone it down, Rex. You don't want to mess with Tex. He's due here any second.

Wearing a stetson hat (with miniature bull horns sticking out the sides), cowboy boots and carrying a lariat, a very tall, muscular COWBOY walks quietly in the door.

REX

I wouldn't give a damn if Tex Dawson walked in right now. I'd call him that to his face.

TEX

What's that, partner?

REX

(without thinking)

Tex Manure. That's what I'd call him.

TEX

No one calls me Tex Manure. You....

Tex pulls out his lariat and ties Rex to his chair. JESSE, Tex's eight-year-old son, enters dressed exactly like Tex carrying a tote bag.

REX

Help, Mack! Who is this maniac?

MACK

Rex, I'd like you to meet your new boss, Tex Dawson and his son, Jesse.

REX

What!

JESSE
What'cha doin', dad?

TEX
This is the varmint who wants to write bad things about the Masked Avenger.

JESSE
Brand him, dad, Texas style.

TEX
Good idea, Jesse. Got your branding iron with you?

JESSE
I never go anywhere without it.

Jesse pulls out a branding iron from his tote bag.

TEX
(smiles proudly)
That's my boy. Okay, Mack. Where's that little electric hot plate I saw in here earlier?

MACK
This is crazy, Tex. Please, stop!

Tex ignores Mack and searches through the drawers of his desk. Tex finds the electric plate and plugs it into the wall. Jesse puts the branding iron on top.

REX
Mack, stop, this lunatic. He's crazy!

MACK
Tex, you can't do this!

TEX
Hell, I can't. "Remember the Alamo!"

Tex rips off Rex's pants.

REX
Mack, call the police!

TEX
The branding iron should be ready in about a minute or two. Tex Manure, huh!

REX
Wait, I'll make you a deal. The Masked Avenger is a personal friend of mine. I'll call him up and introduce Jesse to him.

TEX

Are you telling me the truth?

REX

Honest. I'll call him up right now
so Junior can talk to him.

TEX

You'd better be telling the truth.

Tex unties Rex who rushes to the phone. Rex nervously DIALS
the telephone.

REX

Hello, Billy, this is Rex. I need a
big favor. -- This isn't a laughing
matter. Wait, don't hang up! Oh,
my God, he hung up!

Rex frantically DIALS again as Tex waves the branding iron
menacingly.

REX (CONT'D)

Hello, Billy, please don't hang up.
I really need your help. I swear
nothing happened between Janet and
me. I was just trying to get even
with you for taking her away from
me. Honest! Please, don't hang up!
Oh, no! He hung up!

Desperate, Rex runs out of the office without his pants. He
runs through the building as employees gawk.

EXT. STREET - CONTINUOUS

Rex darts into the street with Tex and Jesse in pursuit.
Rex sees a taxi driving by.

REX

Taxi! Taxi! Taxi!

The taxi stops. Rex sees a poster of the Masked Avenger on
the door. Furious, Rex KICKS the door. The taxi driver
jumps out and tries to stop him. A cruising police car stops,
grabs Rex. Rex resists, police handcuff and put him in squad
the car, drive away with siren SCREECHING. Watching, Tex
and Jessie smile and hit high fives as they go back inside
building.

A) Headlines in Variety: "REX SWANSONG ARRESTED FOR INDECENT
EXPOSURE."

B) Picture of the Masked Avenger and Wheaties on the back of
a box of Wheaties breakfast cereal and on the cover of "Life,"
"Time" and "Newsweek" magazines.

END OF MONTAGE

INT. MANSION - LIVING ROOM - DAY

Cleo dusting with one hand and studying a script with the other. The DOORBELL RINGS. She puts the duster and script down and opens the door. At the door, Janet and Billy Jr. smile warmly. Billy Jr. runs in and hugs Cleo.

CLEO

Well, well, how's my main man doing?

BILLY JR.

I really missed you, Cleo.

CLEO (CONT'D)

I missed you, too, Billy. Hi, Janet. Come in, come in. It's good to see you.

JANET

Thanks, Cleo. It's good to see you, too.

Janet looks around the room.

JANET (CONT'D)

Well, the place still looks the same. I really have missed it. How's Billy Sr. been behaving?

CLEO

He's a changed man. Let's put it this way, he's not the same jerk he use to be, no offense. He's really mellowed out. He found out what compassion is.

JANET

That's good to hear. Do you know what he wanted to see me about?

CLEO

Yes, but I'll let him tell you.

Billy and George enter. Billy holds an envelope in his hand. Billy Jr. runs to Billy and hugs him.

BILLY

Hello, son. How goes it? Boy you're looking good.

BILLY JR.

Daddy, when am I coming back home?

BILLY (CONT'D)

We're going to find out right now,
son.

JANET

This is for you, Janet. It's the
deed to the house. I just paid George
off. We own the house again.

Billy hands Janet the envelope. Janet looks in surprise,
opens it and reads. Then, she looks at everyone in silence.
Then she walks to Billy, embraces him and dries tears from
her eyes.

GEORGE

Congratulations, Mrs. Payton. You
waited a long time for this.

JANET

Thanks, George.

CLEO

I never thought I'd see the day.

BILLY

To be honest, neither did I.

BILLY JR.

Daddy, you didn't answer me. When am I moving back home
with you?

BILLY (CONT'D)

It's up to your mother now, Billy.

BILLY JR.

Can we move back in now, mom? Please.

JANET

(smiles)

As soon as someone gets our suitcases
out of the car, I was coming home
anyhow.

Janet smiles, embraces Billy. Everyone happy.

MONTAGE - BILLY AS THE MASKED AVENGER EMBRACES THE COMMUNITY

A) The Masked Avenger and Wheaties at a school. Then at a
kids' baseball game addressing the exuberant kids.

B) The Masked Avenger and Wheaties at a civic affair, and
then a church function. He speaks to young kids and young
adults, their parents and civic leaders. Billy smiles as he
talks. His audiences APPLAUD.

END OF MONTAGE

@INT. MOVIE STUDIO SOUND STAGE - DAY

MOVIE EXECUTIVES, ACTORS, CREW and REPORTERS attend a party for the success of the Masked Avenger. BAND from the movie PLAYS. The mood is festive. Billy and Tiny chat, while nearby, Johnny and Ted talk to reporters.

BILLY

And to think, I didn't want to make the Masked Avenger. Well, thank God you and Janet bugged me until I did it.

TINY

I'm just glad you listened to us.

Billy and Tiny put on their Hollywood smiles and mingle, shaking hands, nodding and saying hello to various people.

A bit apprehensive, Dillon Crawford approaches, forces a half-smile, his left eye twitching more than usual. Shakes hands with Billy and Tiny.

DILLON

Hey, Billy boy, how are you?

BILLY

Just fine, Dillon.

DILLON

Hey, Tiny. Don't see much of you anymore.

TINY

Well, lately I've been staying home and counting my money. It keeps me pretty busy, you know.

DILLON

(patronizing smile)

Listen, why don't you give me a call when you have a chance. We'll do lunch and maybe talk about a sequel. You know, The Return of the Masked Avenger.

BILLY

Nickel and Dyme are all ready in pre-production on it. Sorry, Dillon.

DILLON

(disbelief)

What? Ah...so, it wouldn't hurt to co-produce or distribute. Give me a call, okay? We'll talk.

BILLY

Sure, why not.

Billy and Tiny smile, nod goodbye to Dillon.

TINY

That man is in bad shape. I think I'll call him from time to time and ask what kind of deal he's offering and sounding interested. Then I'll just keep putting him off.

BILLY

I love it. Sweet revenge.

Billy looks at his watch.

BILLY (CONT'D)

I'd better get going. I've got to get to the TV studio.

TINY

You know, you don't always have to say yes every time someone wants you to appear on some TV show or at some benefit.

BILLY

I don't mind. I enjoy giving the kids a few words of encouragement and direction. It makes me feel good.

TINY

Well, if it makes you feel good. Anyhow, thanks for coming to the party; it was good P.R. for us. I'm going to stick around. I'll watch you later on TV.

Billy shakes hands with people as he leaves.

EXT. THEATER - DAY

Marquee reads, "KIDS INCORPORATED TODAY WELCOMES "THE MASKED Avenger AND HIS HORSE, WHEATIES. Your Host JOHNNY B. GOODE."

INT. TV STUDIO - DAY

TV studio houses an enthusiastic audience of young kids.

ANNOUNCER (V.O.)

And now boys and girls, all over the country, here's the host of Kids Incorporated, Johnny B. Goode.

Carrying a plaque, JOHNNY B. GOODE walks on stage and waves to kids who APPLAUD and CHEER.

JOHNNY B. GOODE
 Hi, kids, and welcome to Kids Incorporated! Today our guest is America's number one hero. So, let's not waste any time and give a big Kids Incorporated welcome to the Masked Avenger and his horse, Wheaties!

SCREAMS and APPLAUSE fill the room once more as the Masked Avenger rides on stage atop Wheaties. Wheaties stands on his hind legs, WHINNIES and kicks his front legs into the air.

MASKED AVENGER
 (in deep echo)
 The force of evil that lurks in the hearts of men will meet it's destiny, destruction and ultimate doom when it answers to..., the Masked Avenger. Get it on, Wheaties, away!

LIGHTNING and THUNDER are heard. The kids APPLAUD and CHEER even louder. Finally, the Masked Avenger dismounts next to Johnny. KIDS in audience quiet down.

JOHNNY B. GOODE
 Welcome to Kids Incorporated, Masked Avenger.

MASKED AVENGER
 Thank you Johnny, and Kids Incorporated for inviting Wheaties and me to visit you. Right, Wheaties.

Wheaties WHINNIES, then strikes the floor several times with his right hoof. The kids APPLAUD Wheaties.

JOHNNY B. GOODE
 It's our pleasure, Masked Avenger. And of course Wheaties. Now, on behalf of Kids Incorporated, I want to present you with this plaque.
 (reads plaque)
 "To the Man of the Year - The Masked Avenger. Thanks for your inspiration to the youth of America. From Kids Incorporated."

The Audience APPLAUDS.

MASKED AVENGER
 Well, thanks again, Johnny.
 (MORE)

MASKED AVENGER (CONT'D)

And thank you Kids Incorporated.
I'm very touched. Wheaties and I
appreciate it very much. Don't we
Wheaties?

Wheaties nods his head and paws the floor once again. Kids
APPLAUD again.

JOHNNY B. GOODE

Now, I have a surprise for all of
you here and out there in TV land.
Next month, Kids Incorporated will
hold its first Father and Son Parade
against drugs and will have as its
Grand Marshal, the Masked Avenger
and Wheaties. What do you all think
of that, kids?

Kids APPLAUD wildly and hold up placards reading: "Don't Be
A Dope - Stay Off Dope" - "Only Dopes Use Dope."

A young boy PLAYS the CALVARY CHARGE on his trumpet.

KIDS IN AUDIENCE

CHARGE!

INT. MANSION HOUSE - LIVING ROOM - DAY

Mean-looking and ruthless mob boss, DON CARMINE DELLARIPA
(fifties), watches Kids Incorporated on his TV with his eleven-
year-old SON who is dressed like the Masked Avenger.

JOHNNY B. GOOD

I hope all the bad guys out there
are watching.

CARMINE DELLARIPA

(mumbles)

Oh, don't worry, we're watching.

On TV, the Masked Avenger looks into the camera.

MASKED AVENGER

I'm sure this will send the message
that the new generation of kids are
different and will take responsibility
for their actions.

JOHNNY B. GOOD

And when the bad guys see the
thousands of fathers and sons marching
in the parade across the country,
they'll realize that their power is
coming to an end. Right, kids?

Kids APPLAUD and hold up anti-drug signs once again.

Angry, Dellaripa grabs the telephone and DIALS.

DELLARIPA

Hello. This is Carmine Dellaripa.
Call an executive meeting of the
corporation. Code name, Masked
Avenger. Tell them it's an emergency.

DELLARIPA'S SON

(interrupting-excited)

Daddy, daddy! Can we go march in
the parade against drugs with the
Masked Avenger?

Dellaripa frowns in anguish, clicks off the TV.

INT. HEALTH SPA WORKOUT ROOM - DAY

Many gangsters dressed in hip-multi-colored gym suits and wearing Fedora hats, comically work out. Other gangsters dressed in pin-striped suits frown at the ones in gym clothing. Gangsters speak in several languages. Dellaripa RIDES his exercise bicycle while others subtly try to impress their fellow hoods with their strength.

A GANGSTER smoking a cigar and wearing a Fedora, pulls a heavy wall pulley weight from the wall and smiles confidently. Fellow mobsters nod and smile in admiration. After a few seconds, the gangster loses his strength. The weight springs back pulling the gangster back against the wall. His head CRASHES loudly against the wall. He then slowly wilts to the floor. Gangsters grimace and turn away.

Dellaripa nods to a bodyguard.

BODYGUARD

(SHOUTS)

Gentlemen! Your attention please.
Don Carmine Dellaripa wishes to speak
now.

Dellaripa gets off his bike, faces the men.

DELLARIPA

Gentlemen! Thank you for attending
this very important meeting. We've
all been wondering why our business
has been off as much as 30 to 40
percent. Well, by a strange
coincidence, our business started
going down hill after the movie "The
Masked Avenger and his Horse Wheaties"
came out. Think about it a second.

Gangsters MUMBLE to each other regarding this.

GANGSTER #1

You think the Masked Avenger movie is the cause of our losing money.

CARMINE DELLARIPA

I know it is. That was bad enough. Now this Hollywood actor, this Billy Payton who plays the Masked Avenger is going to march in an anti-drug father and son parade. This is even going to make things worse than they are.

GANGSTERS

"Let's just shove him into a pizza oven!" "Let's take him skydiving with no parachute." "Let' drown him in a vat of olive oil." "Let's feed him to the calamari!"

CARMINE DELLARIPA

Granted, it would be easy to eliminate him, however, it might make him a martyr and just make things worse. Not only that, but the money we've lost due to his heroics would be lost.

GANGSTER

So, what do you propose?

DELLARIPA

I'll write him a letter warning him to stay away from the parade. I don't know if that's going to stop him because he's a hero, but I know he won't be able to sleep too good at night.

GANGSTER

That's all, just keep him up at night. What about the money he caused us to lose?

DELLARIPA

Well, then I propose, if he decides to be in the parade, that we kidnap this Tinsel Town cowboy and hold him for a ten-million dollar ransom so we get the money back we lost.

GANGSTERS APPLAUD AND CHEER

GANGSTER

Brilliant idea. Absolutely fantastic! Let's take a vote.

(MORE)

GANGSTER (CONT'D)

All those in favor of Don Dellaripa's
plan raise their hands.

Everyone in the room raises their hand.

GANGSTER #2

What if they don't pay the ransom?

DELLARIPA

So, we'd be no worse off than we are
now. At least, this way, we stand a
chance of getting our money back.
Anyway it goes, we're still going to
blow him away. This will also act
as a deterrent to future heroes who
get in our way.

GANGSTER

I know this sounds silly, but what
about the Masked Avenger's horse,
Wheaties?

DELLARIPA

His horse? I forgot about him.
(smiles)

Hell, let's kidnap the horse, too.

The men LAUGH, WHISTLE and APPLAUD in agreement.

GANGSTER #2

Great idea, Don Dellaripa.

DELLARIPA

And since I have more experience
with horses than the rest of you. As
you know my horse Sinbad will be
running in the Gold Cup at Hollywood
Park this week, I will handle the
Masked Avenger operation personally.

OLD GANGSTER

Grazie, Don Dellaripa, grazie. If
you handle the operation, we all
know our troubles are over.

THE GANGSTERS APPLAUD

DELLARIPA

All right, thank you gentlemen,
meeting adjourned. Oh, by the way,
anyone interested in joining my health
center, see me.

Some gangsters approach Dellaripa with money to sign up,
other gangsters go back to comically working out.

Behind the commotion a picture hangs on the wall showing Dellaripa proudly standing next to his horse, Sinbad.

INT. LIVING ROOM - DAY

Cleo dusting and studying a script at the same time. George enters from front door with the mail in his hand. Billy, dressed as the Masked Avenger enters the from upstairs.

BILLY

(to Cleo)

Well, how's our movie star today?
Studying a script, I see. When you
become famous, don't forget who gave
you your first break.

CLEO

You call playing the part of a
drowning woman who said, "Gurgle,
gurgle," and getting a drink poured
on my head my first break?

BILLY

We all had to start somewhere.

CLEO

Well, I must have been fabulous
because an agent sent me this script.

GEORGE

I'm sorry she ever started this acting
thing, sir. Now she wants to take
ballet and singing lessons.

CLEO

Move over, Whoopi Goldberg!

Cleo LAUGHS, George frowns then finishes sorting mail, hands Billy a letter.

GEORGE

This is odd. Here's one addressed to
the Masked Avenger, sir.

BILLY

Hmmm. Usually, all the Masked Avenger
mail goes to the studio.

As Billy reads the letter, his face becomes solemn. Janet enters the room and sees Billy reading the letter.

JANET

A letter from your girlfriend?

BILLY

It's nothing.

JANET
Nothing? I know you too well, Billy.

BILLY
I said it's nothing.

JANET
Well, if it's nothing, let me read
it.

BILLY
I told you, it's nothing.

Playfully, Janet grabs the letter from Billy. Billy tries to grab it back, but Janet holds it away from him. Finally, Janet reads it.

JANET
You call this nothing? They want to
kill you!

BILLY
It's just a crank letter.

GEORGE
Who wants to kill Mr. Payton?

JANET
It doesn't say. It just says if he
attends the parade today, it'll be
his last.

BILLY
It's just some harmless weirdo.

CLEO
You'd better call the police, Billy.

BILLY
No, I'm telling you it's just a crank
letter.

CLEO
This is real life now, not the movies.
Why take a chance?

BILLY
Nothing's going to happen. I'll be
with the mayor and the governor.
We'll be surrounded by police and
Secret Service men.

GEORGE
You still should report this to the
police, sir. It's best to play it
safe.

BILLY

If I did, they might not let me go.
And if I didn't go, a lot of kids
would be disappointed.

JANET

Billy, you're not the Masked Avenger!
You're Billy Payton the actor. You
have to separate the two. You're
not a live crusader who has to put
his life on the line.

BILLY

I know I'm not a crusader, but the
Masked Avenger is. I have nothing
to do with it. Billy Payton doesn't
have to be there, but the Masked
Avenger does.

JANET

Billy, this is crazy!

BILLY

Janet, everything is going to be all
right. Let's go George.

Janet and Cleo look at Billy with concern as he walks out
the door with George.

EXT. - MANSION - LIMO - CONTINUOUS

Billy gets in the passenger's side. As George walks around
the limo, he stops and pulls out a gun from his inside coat
pocket, checks it, then slides it back. Billy and George
DRIVE down residential streets toward Sunset Boulevard in
silence. Suddenly, two cars converge on limo, force it off
the road. Billy and George jump out and hide behind a tall
palm tree. Bad guys start shooting. George grabs his gun and
discovers there's no bullets. Bad guys close in and knock
Billy and George unconscious. Take Billy with them.

EXT. STEPS OF CITY HALL - DAY

Large signs read: "FATHER AND SON PARADE AGAINST DRUGS."
Excitement abounds. Happy MARCHERS assemble with their anti-
drug placards. MARCHING BAND lines up. The MAYOR and
DIGNITARIES await the arrival of the Masked Avenger and
Wheaties. The mayor looks at his watch.

MAYOR

I wonder what's keeping the Masked
Avenger? He's a half an hour late.

A MAN walks up to the mayor, hands him a note then quickly
disappears into the crowd. The mayor reads it and then
hurries to the microphone.

MAYOR (CONT'D)

Ladies and gentlemen. I have an announcement to make. Billy Payton, the Masked Avenger and Wheaties have been kidnapped!

Loud GASPS and looks of horror show on the faces of the people.

MAYOR (CONT'D)

The kidnappers are demanding ten million dollars ransom or they will kill them both.

Loud GASPS bellow once again from the people.

MAYOR (CONT'D)

I'm sure these evil men think this will stop the parade, but they're wrong. I'm sure that the Masked Avenger and Wheaties would want us to go on. Strike up the music, we're marching!

The angry crowd CHEERS. The band PLAYS and the determined people begin the march.

EXT. INSIDE HOLLYWOOD PARK - LATE NIGHT

A truck and a limo DRIVE and park near a horse stall in a remote section of Hollywood Park. MEN get out of the truck and Limo. A man opens the rear door of the truck and walks Wheaties down the lowered tail gate into a stall.

DELLARIPA

Okay, bring out our hero.

The Limo trunk is opened. Men pull out a limp, groggy and battered Billy - still dressed as the Masked Avenger - with his hands bound behind him.

DELLARIPA (CONT'D)

Welcome to the real world, Mr. Tinsel Town. This ain't the movies no more. The good guys don't win around here. Okay, throw him in the stall with the nag.

The men drag Billy to a horse stall and throw him inside with Wheaties, and then lock the door. The men turn to Dellaripa.

DELLARIPA (CONT'D) (CONT'D)

(points)

Now, I want you two guys to stand in front of this door and shoot anyone who gets near it, capisce?

The two men nod yes. Dellaripa and the other hoods leave.

MONTAGE - MYSTERY MAN

(The face of the mystery man in the following scenes will not be shown until later. He will always be shown from the back, from a distance or some other indistinguishable shot).

A) INT. DINGY HOTEL ROOM - DAY

MAN reads newspaper. Headline reads, "BILLY PAYTON KIDNAPPED - KIDNAPPERS DEMAND 10 MILLION DOLLARS." Smaller headline reads, "ONE HUNDRED THOUSAND DOLLAR REWARD OFFERED." The man quickly packs his suitcase and hurries out the door.

B) INT. AIRPORT TICKET COUNTER - NIGHT MYSTERY MAN BUYING A TICKET. C) EXT. AIRPORT - CONTINUOUS

Airplane takes off.

D) EXT. L.A. INTERNATIONAL AIRPORT - DAY

Airplanes lands.

E) EXT. SLEASY HOTEL - DOWNTOWN L.A. - DAY

Mystery man enters.

F) EXT. SLEASY HOTEL - NIGHT

Man exits, walks down the street.

G) EXT. POOL HALL - CONTINUOUS

Man enters.

H) INT. POOL HALL - CONTINUOUS

Mystery man talks to seedy looking MANAGER. Manager whispers to mystery man who leaves.

I) INT. SLEAZY NIGHTCLUB - CONTINUOUS

Mystery man whispering to SINISTER LOOKING MAN in a dark corner. They talk a few minutes, then the mystery man leaves, slips the man some money and walks out. As he does, he sees newspaper headlines: "GOVERNOR REFUSES TO PAY RANSOM FOR MASKED AVENGER AND WHEATIES."

END OF MONTAGE

EXT. HORSE STALL HOLLYWOOD PARK - DAY

The two gangsters still guard the horse stall where the Masked Avenger and Wheaties are held captive. Loud CHEERING from racetrack grandstands nearby as horse races are in progress.

Mysterious man appears nearby and slowly and cautiously sneaks toward the Masked Avenger's stall.

INT. HORSE STALL HOLLYWOOD PARK - CONTINUOUS

Wheaties casually eats hay. Billy sitting against the wall in the semi-dark stall. Billy unsuccessfully tries to break the ropes that bind him.

BILLY

Wheaties, why can't you be like other cowboy horses and chew these ropes off of me?

Wheaties WHINNIES and continues eating.

EXT. HORSE STALL - CONTINUOUS

The mysterious man (his face still not seen) sneaks closer toward the horse stall. Finally, the man stands behind stacks of hay near the two gangsters. Man slinks back as he sees Carmine Dellaripa and his hoods approach the stall.

GANGSTER GUARDS 1&

Hi, boss.

DELLARIPA

Yeah, yeah, just open the stall door.

The two men quickly OPEN the door. Billy blinks his eyes from the sunlight.

DELLARIPA (CONT'D)

Well, good afternoon, Masked Avenger. Did you sleep well?

BILLY

Not too bad.

DELLARIPA

Well, it seems they ain't gonna pay your ransom.

BILLY

You didn't actually expect to get the ransom, did you?

DELLARIPA

To tell you the truth, yes. I'm actually disappointed. I thought they'd pay. But you can't win them all. You and the horse were going to die either way.

BILLY

What? You're going to kill Wheaties,
too?

DELLARIPA

Naturally.

BILLY

But the horse doesn't have anything
to do with this.

DELLARIPA

How touching. Well, Billy Payton
doesn't have anything to do with it
either. But the Masked Avenger and
Wheaties got everything to do with
it.

One of his hoods shows Dellaripa his wristwatch.

GANGSTER #2

Boss, it's almost time for the big
race.

DELLARIPA

Well, adios Masked Avenger. You
know, it's too bad Wheaties and my
horse, Sinbad, never raced. Oh,
well...

Dellaripa and his hoods leave. The two gangsters guarding
the stall CLOSE the door and remain on guard. The mysterious
man behind the hay watches. Suddenly, a dog with a ball in
his mouth approaches the mysterious man. The dog puts the
ball down in front of the man and starts BARKING. The man
tries to chase the dog away.

GANGSTER #1

I wonder what that dog is barking
about?

The mystery man grabs the ball and throws it over the stacks
of hay. The ball hits a stall door near the gangsters. The
gangsters pull out their guns. The dog runs and picks up
the ball in his mouth and wags its tail at the gangsters.
The gangsters smile, put their guns away, and bend over and
pet the dog.

GANGSTER #2

Nice pooch. You know, I hate to say
this but the pooch here kinda looks
just like Mr. Dellaripa.

GANGSTER #1

Christ, don't say that!

As the gangsters pet the dog, the mystery man sneaks up and hits their heads together knocking them out. Quickly, the mystery man opens the stall, unties Billy and then leads him outside. Wheaties follows. After a few seconds, Billy focuses his eyes on his unknown benefactor.

BILLY

Alfie!

ALFIE

Hey, Billy. How's my favorite cousin?

BILLY

Is it really you?

ALFIE

Sure is. I'll have you free in a minute. Are you okay?

BILLY

Yeah. I just can't believe you risked your life to save me?

Alfie finishes untying Billy's hands.

ALFIE

Hey, I love you, Billy. I'd do anything for you. Maybe this will make up for the hard feelings over the money I embezzled from you.

BILLY

Hey, consider the debt paid.

ALFIE

I told you back in Vegas it might come in handy someday to have a crook in the family.

BILLY

I hate to say it, but you're right. How did you find me?

ALFIE

I just asked a few of my business associates.

BILLY

I'm glad you found me. They were actually going to kill me.

ALFIE

I know. That's why I'm here.

Another group of Dellaripa's hoods appear walking toward the stable. The men see Billy and Alfie and run toward them.

ALFIE (CONT'D)

Oh, no! I can't let those men see my face. If they recognize me, they'll blow me away. I gotta get out of here!

BILLY

Look, take off. Wheaties and I will get them to chase us. Meet me later at the police station. Now, get out of here!

Alfie hurries away. Billy jumps on top of Wheaties and rides off. The hoods SHOOT at them. A bell RINGS in the distance. A ROAR goes up from the crowd watching the GOLD CUP on the race track.

ANNOUNCER (O.S.)

(in the distance)

They're off! It's Sinbad breaking on top.

Billy rides Wheaties through a labyrinth of corrals and paths as BULLETS ZING by him. As he continues to ride, he accidentally hits his head on a low hanging wooden corral post. Billy wobbles on the horse...

He recovers quickly, but the blow to his head causes confusion in his thinking process. He shakes his head trying to gather his thoughts and, suddenly, now thinks he's the Masked Avenger.

MASKED AVENGER

What's going on, Wheaties? Where am I?

Wheaties stands on his hind legs and WHINNIES.

MASKED AVENGER (CONT'D)

(in deep echo)

The force of evil that lurks in the hearts of men will meet its destiny, destruction and ultimate doom when it answers to the Masked Avenger. Get it on, Wheaties, away!

LIGHTNING and THUNDER ROAR in the sky. The Masked Avenger races away as more bullets ZING past him.

MASKED AVENGER (CONT'D)

(incoherent)

We have to find Mean Tony LaNazzo . He's a menace to our youth. Gee, I hope Cass can rent a horse trailer. Two Tommy's hot dogs to go, amigo.

Suddenly, the Masked Avenger and Wheaties dart through an opening in a fence and find themselves on the race track in the middle of the HORSES running for the Gold Cup.

MASKED AVENGER (CONT'D)

It looks like we caught up with the posse, Wheaties. We'd better see if we can find the sheriff up front. Get it on, Wheaties, away!

The Masked Avenger urges on Wheaties who races in and out of horses gaining ground on Carmine Dellaripa's horse, Sinbad, who leads the race.

INT. RADIO ANNOUNCER'S BOOTH - CONTINUOUS

The Announcer watches with wide eyes.

ANNOUNCER

(into microphone)

You're not going to believe this ladies and gentlemen, but some crazy horse just ran onto the race track and is running in the race.

(looks through his binoculars)

Ladies and gentlemen, the mysterious horse and rider is none other than...the Masked Avenger and Wheaties! They must have escaped the kidnapers! They're free!

The crowd CHEERS wildly. In the stands, Carmine Dellaripa and his henchmen listen and watch in disbelief.

DELLARIPA

How the hell did they escape?

HENCHMAN #1

I don't know, but I think it's time we get out of here, boss.

DELLARIPA

We ain't leaving till after the race. I want that trophy.

Hidden behind a concession stand, Alfie talks to police and points to Dellaripa and his men in the stands. The police slowly surround them.

ANNOUNCER (O.S.)

This is unbelievable! Wheaties is running fourth and moving up to challenge! He's third! He's second! He's challenging, Sinbad. They're neck and neck.

(MORE)

ANNOUNCER (O.S.) (CONT'D)

They're coming down to the finish
line! It's Sinbad! No, it's
Wheaties! No, it's Sinbad!
No...Wheaties wins!

Fans CHEER in jubilation as the Masked Avenger and Wheaties enter the winner's circle. Dellaripa and his men quickly head for the exit but find the police blocking their way. Dellaripa and the gangsters turn and run onto the race track where they confiscate an empty parked security car and drive toward an exit. The Masked Avenger sees Dellaripa and his men.

MASKED AVENGER

There goes Mean Tony LaNazzo and
his henchmen, Wheaties! We can't
let him escape. Get it on, Wheaties,
awaaaay!

The Masked Avenger and Wheaties pursue Dellaripa and his men who SHOOT, salvo after salvo, at the evasive, acrobatic, trick-riding Masked Avenger.

MASKED AVENGER (CONT'D)

Hey, Wheaties! When did we learn
how to do all these fancy tricks?

A police car blocks off the exit, bringing Dellaripa's car to a SCREECHING halt. The gangsters jump out and run but are cornered by the Masked Avenger and Wheaties, who stands on his hind legs and kicks his hoofs wildly in the air. The gangsters cower in fear. The Masked Avenger jumps off Wheaties.

MASKED AVENGER (CONT'D)

Got you, Mean Tony LaNazzo. Now you
and your men are going to answer to
the wrath of the Masked Avenger.

DELLARIPA

Who the hell is Mean Tony LaNazzo?

MASKED AVENGER

A coward too. You won't even answer
to your family name.

The Masked Avenger and Wheaties fight Dellaripa and his henchmen and beat them into submission as the fans in the stands CHEER. The police arrive and handcuff the battered crooks. The fans give the Masked Avenger and Wheaties a standing OVATION as they trot back in front of the grandstands. Suddenly, the fans GASP as the Masked Avenger faints and falls off of Wheaties.

INT. OFFICE - POLICE STATION - LATER

Billy, Janet, Tiny and the chief of police talking. Billy with his head bandaged. Janet with her arms around Billy.

CHIEF

That was an incredible feat you pulled off at the track capturing Dellaripa and his henchmen.

BILLY

(still dazed)
What did you say?

JANET

He's trying to tell you that you're a real hero.

TINY

You sure are. Fifty thousand fans at the track and millions more on television saw what you did. You're an honest to God hero, Billy. Do you realize what this is going to do for the picture!? The take is going to be fantastic!

BILLY

(still groggy)
Thank God, it was a good take. I wouldn't want to redo that scene again.

JANET

What scene? Billy, are you all right? Can't you remember?

BILLY

All I can remember is that Alfie rescued me.

JANE-TINY

Alfie!

TINY

You gotta be kidding? Are you sure you didn't imagine it?

BILLY

No, it was Alfie all right. He knocked out the two men who were guarding me and set me free.

CHIEF

Alfie's a mighty brave man. And, so are you. Where is Alfie now?

BILLY

He had to take off fast so none of the crooks would recognize him. I told him to meet me here.

CHIEF

I'm kind of confused. Why would the crooks recognize Alfie?

BILLY

It's a long story, chief. And my head hurts too much right now.

TINY

I still can't believe it.

JANET

Maybe, Alfie's changed his ways, Tiny. Although, it's really hard for me to believe.

Smiling confidently, Alfie walks into the office.

ALFIE

Hello everyone.

BILLY-TINY-JANET

Alfie!

Billy walks over and embraces Alfie.

BILLY

Captain, this is my cousin, Alfie Payton. If it wasn't for him, I'd be dead now. Alfie, I had you all wrong.

ALFIE

Billy, don't you realize I got your back. We're family. Hi, Janet. How you doing, Tiny, nice to see you.

JANET

Hello, Alfie. Thanks for saving Billy. That was very brave.

ALFIE

Hey, when the chips are down, family helps family.

TINY

(suspicious)

I still can't believe you did it, Alfie.

CHIEF

It took a lot of courage to do what you did Alfie.

(studies Alfie)

You know, it seems like I've seen your face somewhere before?

ALFIE

(nervous-looks away)

I don't think so.

CHIEF

That's funny. I never forget a face. Well, I think you deserve the reward you're probably going to get.

ALFIE

(feigning innocence)

What reward?

TINY

That's it! Now I know why Alfie saved you, Billy. It was a reward! That's what it was.

ALFIE

Tiny, I told you why I saved Billy. It's because we're family.

TINY

Oh, the reward had nothing to do with it?

BILLY

I don't know anything about a reward.

TINY

You didn't know that the mayor posted a hundred thousand dollar reward for Billy's safe return?

ALFIE

A hundred thousand dollars. Wow! Am I lucky.

BILLY

Why you lying, no good rat. You didn't save me because I'm your cousin. You saved me for the money!

ALFIE

How can you say that, Billy. I love you. I swear I didn't know a thing about it! The money doesn't mean a thing to me. Honest!

BILLY

No! Well, in that case, you won't mind donating it to the War on Drugs Fund?

ALFIE

Hold on! I really don't see anything wrong with keeping the money if there was a reward. After all, I did save your life.

BILLY

Captain, arrest this man. He has a warrant out on him for embezzlement.

CHIEF

Now I remember where I saw his face before. It was on a wanted poster.

ALFIE

Wait, Billy! You said I didn't owe you anymore because I rescued you. A deal is a deal.

BILLY

Funny, I don't remember saying that. Of course, if you want to donate the money, I might withdraw the charges. I'm sure the chief wouldn't mind.

CHIEF

I'm sure we could work something out, unless he wants to go to jail.

ALFIE

But, but, Billy.

BILLY

Then again, we can always put your picture in the newspaper. I'm sure Carmine Dellaripa would like to know who saved me.

ALFIE

Wait, wait, wait! No pictures please! Okay, you win. It's a deal!

EXT. BEVERLY HILLS - MOVIE STAR TOUR BUS - DAY

Benny's Movie Star Tour bus drives through the streets of Beverly Hills. BENNY nods his head to Raggae MUSIC playing softly on his portable radio as he calls out those who live in the mansions. Stops in front of a beautiful mansion. Gardener wearing sombrero low over his head works halfheartedly on lawn.

INT. TOUR BUS - CONTINUOUS

BENNY

And this magnificent mansion belongs
to Billy Payton, the Masked Avenger.

Eager TOURISTS gawk out of the bus's window.

MAN

Wow! It certainly is beautiful!

MAN'S WIFE

It's just the kind of mansion I
figured he'd live in.

WOMAN

Wasn't he just great as the Masked
Avenger?

WOMAN'S HUSBAND

He sure was.

WOMAN

Say, what's his gardener trying to
do? Look!

WOMAN'S HUSBAND

That maniac is actually trying to
mow the ivy.

WOMAN

Billy ought to fire him.
(excited)
Oh, look everyone! It's Billy Payton
and his wife. They're waving at us.

EXT. MANSION - CONTINUOUS

Billy and Janet stand outside their front door waving at the
sightseers. The sightseers wave back ecstatically. Billy
and Janet then turn and wave at their new neighbors, George
and Cleo sitting on the mansion porch next door.

Billy notices the gardener who is now mangling the rose
bushes with his shears. (Gardener keeps his sombrero low
over his head so he's not recognized)

BILLY

(to Janet)
Will you look the gardener? He's
ruining the rose bushes.

JANET

I think he's actually worse than you
were when you were the gardener.

BILLY
Hey, gardener! Watch how you're
trimming those bushes!

Gardener lifts his sombrero.

GARDENER ALFIE
Hey, if you don't like the way I'm
doing this, fire me! You don't pay
me enough to complain.

Alfie pulls his sombrero down and goes back to work. Billy
and Janet smile and wave farewell to the departing tour bus.

As closing credits roll we see the Masked Avenger and Wheaties
riding off into the sunset.

MASKED AVENGER
(in deep echo)
The force of evil that lurks in the
hearts of men will meet its destiny,
destruction and ultimate doom when
it answers to the Masked Avenger --
Get it on, Wheaties, Awaaaay!

LIGHTNING and THUNDER CRASH in the sky.

THE END