

LADY'S DAY

Written by

Ousbea T. Barrow

And

Tiya Rasheed

Story by Ousbea T. Barrow

Ousbea T. Barrow
15312 S. Normandie Ave # 203, Gardena, California, 90247
Ousbeabarrow@yahoo.com
(323) 357-4457

FADE IN:

EXT. CITY STREET - DAY

SUPER: "140TH STREET - HARLEM 1930"

A shiny Ford Model A passes by a row of brick houses. On the sidewalk in front of one house three girls are jumping rope on the sidewalk. Fifteen-year-old ELEANORA and thirteen-year-old MARTHA stand twirling two ropes as ten-year-old EVELYN is jumping rope "Double Dutch" style. The three girls are cousins. They sing a nursery rhyme together in rhythm to the sound of the cotton rope skipping off the pavement:

ELEANORA AND MARTHA

"Janey and Johnny
Sitting in a tree
K-i-s-s-i-n-g
First comes love
Then comes marriage
Then comes Janey
With a baby carriage".

The house next door is MADAM FLO'S BROTHEL where we see two scantily dressed young women, and two stylishly suited men - one middle-aged, the other elderly -- are standing on the steps and in the doorway. One of the women takes the hand of the elderly man leading him into the house, upstairs then into a second floor bedroom. The door closes behind them.

In the next bedroom, the housekeeper is bent over making up the bed. She coughs loudly, then stands, takes a breath then bends over again coughing repeatedly. She's SADIE, early thirties, short, thin and very protective of her only child Eleanora.

From the open window we hear the sound of the three girls singing on the sidewalk below. Sadie looks out the window, turns and walks briskly out the door, down a backside staircase, through a small basement, then outside to a stairwell next to the sidewalk where she sees the three girls.

SADIE
(weak voice)
Eleanora!

Eleanora's back is turned to her mother, she doesn't hear her call and keeps twirling rope.

SADIE (CONT'D)

Eleanora!

Martha sees her aunt Sadie, stops twirling rope, then nods her head to Eleanora to look behind her. Eleanora looks to see her mother standing with both hands on her hips and an angry look on her face.

SADIE (CONT'D)

Come here child!

Eleanora sighs, drops the rope then walks to Sadie.

ELEANORA

Yes, Mama ?

SADIE

Eleanora, how many times do I have to tell ya not to be in front of this house!

ELEANORA

I know Mama, but we was next door.

SADIE

Well, that's close enough!
You's gettin' to be a big girl now.
I don't want none of them men
'round here gettin' no ideas about
havin' my little girl.

ELEANORA

Awww, Mama, what we supposed to do?
Stay cooped-up in that little
basement all day?

SADIE

Yeah. Till' I figure out somethin'
different. Now, get on in here. If
yo cousins wanna keep ya company,
that's fine.

Eleanora goes to get her cousins as a thirty-something woman in a tight-fitting red dress emerges from the front door walking towards Sadie. She's Florence -- the house madam.

FLORENCE

How ya doin' Sadie?

SADIE

Well, Miss Florence, I suppose I
seen better days.

FLORENCE

Yeah, well, that's what I wanna
talk to ya about. I want you to
take a few days off. 'Till you get
over that cold... It seems pretty
bad.

SADIE

But, why Miss Florence? I feel
good enough to work.

Sadie covers her mouth and sneezes.

FLORENCE

Oh, I can see that. Thing is, I
can't risk one of my girls catchin'
yo' cold. That would kill my
business.

SADIE

Oh, Miss Florence please, I can't
miss not even one day of work. I'm
already behind in my rent. An' the
landlord been talkin' 'bout puttin'
us out. Please, I got my little
girl an... I don't know what I'm
gonna do.

Tears form in Sadie's eyes as her face shows distress.

FLORENCE

Hey, hold on, hold on. Now, they
say I'm a heartless bitch. But, I'm
gonna prove 'em wrong today. Tell
ya what I'll do for ya -- I'll let
cha have ya daughter fill-in 'till
you can shake-off that cold 'n come
back.

SADIE

Oh, Miss Florence, Thank you!

Sadie pauses. As her temporary joy is replaced with distress.

SADIE (CONT'D)

(crying, coughing)

Miss Florence... I worry about my little girl just bein' in front of this house, no less inside and upstairs where... oh my God.

FLORENCE

Shush, shush, now trust me... I'll personally take care of her and see to it that she's just as safe as you were. Now, nothin' ever happened to you... did it?

Sadie slowly turns her head side to side.

INT. MADAM FLO'S BROTHEL/SERVICE PORCH - NIGHT

Eleanora wears a full apron covering her from neck to knees. She lays a small towel over a large towel on one arm, then a folded bed sheet over the other, picks up a small, water-filled wash basin and walks upstairs through a partially opened bedroom door. She walks in on a naked black HOOKER counting her money. Eleanora's eyes grow big as she gazes at the large wad of cash.

HOOKER

What's the matter honey? Is this the most money you ever saw?

ELEANORA

Yeah -- it is.

HOOKER

Well, it's a slow night. You can sit the water and towels down here then makeup the bed.

Eleanora does as she's told then leaves the room. Outside the door; she reaches into her apron pocket and takes out two crumpled single dollar bills, looks at them then looks back at the bedroom door and goes back in.

INT. MADAM FLO'S BROTHEL/UPSTAIRS/OUTSIDE BEDROOM - DAY

A thin, short white man exits a bedroom. Inside the same bedroom -- Eleanora lays on the bed wearing only a bra. Her hair is styled, fingernails painted and she's wearing red lipstick. She smokes a cigarette and stares at the ceiling.

EXT./INT. SADIE'S APARTMENT - LATER (HARLEM)

Eleanora approaches the door carrying a paper grocery bag, wearing a blue silk dress and blue high heeled shoes. She turns the key and enters. Sadie is sitting on the couch reading a Bible.

ELEANORA

Hi Mama.

SADIE

Eleanora, where you been child? An' where'd ya get them clothes?

ELEANORA

Well, one of the girls at Florence's gave 'em to me. Then, after I left there, I stopped by the landlord's an' paid the rent.

SADIE

But where did ya get money to do all that? Florence don't pay much.

ELEANORA

She gave me an advance 'cause she like the way I work.

SADIE

Uh, huh. So, what's in the bag?

ELEANORA

Well, I got cha some stuff for that cold: mentholatum ointment, turpentine, some garlic and 'cause of the doggone prohibition... I had the hardest time gettin' the whiskey, but I got it. That old bootlegger didn't care nothin' 'bout my age as long as I had the money.

SADIE

You's such a good girl... doin' all this for ya mama. I must have done somethin' right raisin' you up.

ELEANORA

Yeah, you did Mama.

INT. MADAM FLO'S BROTHEL - NIGHT - TWO WEEKS LATER

Eleanora lays naked on the bed as another satisfied customer leaves the room. Downstairs near the front door in the foyer; a middle-aged white man gives Florence a five dollar bill, she slides the bill into her bra, he pulls out a badge.

MAN

Florence Williams, you're under
arrest for pimpin' an' panderin'.

The undercover cop handcuffs Florence, opens the front door and waves other cops in. Suddenly, several uniformed cops storm through the door, running in different directions through the house.

INT. MADAM FLO'S BROTHEL - LATER

One by one - Florence, Eleanora, two hookers and a customer are led out in handcuffs.

EXT. POLICE STATION - DAY (HARLEM)

Sadie and Eleanora walk out and onto the sidewalk looking for a taxi.

SADIE

Eleanora, you gettin' to be too
much for me to handle.

A taxi pulls up, Sadie and Eleanora get in.

INT. TAXI - MOVING - CITY STREETS - DAY

Sadie looks stoically out the window.

SADIE

You's just a 15-year-old girl --
an' tryin' to be grown... Oh, how I
wish ya father was here.

ELEANORA

Ya still miss 'em don't cha?

SADIE

(sighs)
Oh, you have no idea.

FLASHBACK: SADIE'S APARTMENT PHILADELPHIA APARTMENT

SUPER: "PHILADELPHIA - 1920"

INT. SADIE'S APARTMENT - DAY

Twenty-four year-old Sadie opens the door. To her surprise it's her ex-boyfriend and father of her child Clarence Holiday -- mid-twenties, wearing an old tweed suit, holding a guitar case in one hand and a small bouquet of white/yellow flowers in the other.

CLARENCE

Sadie.

SADIE

Clarence.

CLARENCE

Um. How ya been? Where's Ellie?

He looks in the door. Sadie stands in the doorway not allowing him to come in.

CLARENCE (CONT'D)

Can I come in Sadie? It's cold out here.

SADIE

It's cold in here too Clarence.

CLARENCE

Oh, come on Sadie. Can I please come in?

Sadie turns her back and walks into the apartment. Clarence follows while attempting to make conversation.

CLARENCE (CONT'D)

It's been a real wild ride Sadie. I've been on the road for weeks. Haven't even had a good meal in months. And you'll never guess who asked for me to be in his band. Me...

No answer from Sadie. Clarence takes a deep breath and then pleads with Sadie.

CLARENCE (CONT'D)

Awww Sadie, try to understand. I can't make it in the little juke joints. The road is where it's at.
(MORE)

CLARENCE (CONT'D)

I gotta make my music. And the pay is way better on the road. I just can't do it here with, with...

SADIE

With what Clarence? With a wife and a child.

CLARENCE

Wife? What am I gonna do with a wife and baby and be on the road all the time? That ain't no place for a family. That's no way to raise a little girl.

SADIE

How would ya know? You ain't never tried. Every chance you get, you's out the door. You don't even wanna try. Ya just wanna go. So just go, Clarence... Just go.

Five-year-old Eleanora stands in the parlor doorway rubbing her eyes. Then sees her father.

ELEANORA

Daddy!

He bends down and reaches out for her, she runs into his open arms, he embraces her then stands, holding her to his chest.

CLARENCE

How's my Princess?

ELEANORA

Daddy, I miss you. Don't leave me. Take me with you Daddy.

CLARENCE

(stumbling on the words)
I wish I could sweetheart. But Daddy just can't have his little girl on the road while he's playing with the band. I promise I'll be back with a big gift for you as soon as I can.

Eleanora snuffles and tightens her hold around her father's neck. Sadie looks on, standing rigid with arms folded.

EXT. SADIE'S APARTMENT - MOMENTS LATER

Sadie holds Eleanora's hand on the front porch as they watch Clarence walking down the sidewalk carrying his guitar case.

BACK TO PRESENT DAY: SADIE TAKES ELEANORA HOME

INT. TAXI - MOVING - CITY STREETS - DAY

SADIE

I bet he's still out there...
Somewhere on the road with a band.

INT. SADIE'S APARTMENT - DAY

Sadie and Eleanora step inside.

SADIE

Ya' cousins gonna stay with us tonight. They mama gave me some money to feed 'em 'n pay for a picture show. I want you to take 'em there. An' don't get into no trouble.

EXT/INT. MOVIE THEATER - DAY

Eleanora and her two cousins approach the front entrance of a movie theater. Inside we see the dark theater is filled with small children and teens. The white patrons sit on the main floor, blacks are in the balcony. Eleanora, Martha and Evelyn sit at the front of the balcony eating popcorn. Eleanora is in a trance looking at the movie screen. On screen is a beautiful woman standing and smiling.

The graphic underneath her image reads "BILLIE DOVE."

EXT. MOVIE THEATER - LATER

Eleanora, Martha and Evelyn exit the theater.

ELEANORA

Billie Dove is living the life.
She's a bonafied starlet up there in Hollywood. One day I'm gonna be just like her.

MARTHA

Oh, Eleanora, you are always a dreamer.

ELEANORA

Ain't that what this world is made of?... Dreamers. I'm gonna sing and be as beautiful as Billie Dove, Laura La Plante an' Dorothy Lee. I'm gonna be my own special starlet Martha. You wait and see.

MARTHA

Well Eleanora, ain't nobody gonna come and see some ole' colored girl in Harlem streets. Negroes just don't matter.

ELEANORA

Oh, I'm gonna matter.

MARTHA

Humm, Eleanora Fagan. That has a ring to it. Sort of fancy.

ELEANORA

Well, I wanna be like Billie Dove... Then I'll be Billie. An' I shoulda' been usin' my daddy's last name anyways. So, I'll be Billie Holiday.

MARTHA

Well, That's an improvement.

Eleanora rolls her eyes.

ELEANORA

Now, I just gotta get out there an' make somethin' happen.

EXT. - CITY STREET - NIGHT

SUPER: "HARLEM - 1931"

Eleanora walks alone down dark 137th Street wearing her blue dress. The only visible light comes from the neon flashing names of nightclubs. She arrives at a club called "YEAH MAN". A large black BOUNCER stands by the entrance. Eleanora approaches him.

ELEANORA

Hello sir.

The bouncer looks at her, raises an eyebrow but, doesn't answer.

ELEANORA (CONT'D)

Who do I talk to about gettin' work 'round here?

BOUNCER

You's too young miss. This is an adult club.

ELEANORA

Don't worry 'bout that. I'm old enough.

BOUNCER

Hey, you look kinda familiar. Didn't I see you at Florence's ?

Eleanora is shocked to be recognized.

ELEANORA

(backing away)

Oh, no... that wasn't me, I wasn't there, never mind.

Eleanora resumes walking the streets. She gets to 136th Street and comes to "GLADYS' CLAM HOUSE". There's no one at the door -- Eleanora walks in. The club is filled with cigar and cigarette smoking customers, a band plays 1930's jazz on a small stage. Billie spots the owner -- GLADYS standing behind the bar and approaches her.

GLADYS

What can I do for ya sweetie?

ELEANORA

Well ma'am, I'm lookin' for work... I can do most anythang -- wait tables, fix drinks, clean...

GLADYS

Sweetheart, I wish I could help ya. I just don't need no help right now. Especially the underage kind. Ya might wanna check out MONETTE'S over on 133rd Street... she's been known to work with young folk.

MONTAGE: ELEANORA WALKING - LOOKING FOR A JOB

- Eleanora walking down Harlem sidewalk.
- Harlem street sign: "W. 135 ST"
- Nightclub marquee: "SMALLS CLUB PARADISE"
- A doorman shakes his head "no".
- Eleanora walking down Harlem sidewalk.
- Harlem street sign: "W. 134 ST"
- Nightclub marquee: "HOTCHA CLUB"
- A door slams in Eleanora's face.

END MONTAGE

As Eleanora walks; her face is frowned with the determined look of a knocked down fighter that's refusing to quit. She gets to West 133rd Street, looks around and sees "POD'S AND JERRY'S" nightclub.

EXT./INT. - POD'S AND JERRY'S - NIGHT

Eleanora boldly walks in. The club is a "Speakeasy". Nearly all of the customers are in the back room where bootleg liquor is served. Eleanora approaches a waitress.

ELEANORA
Where's the boss ?

The waitress nods her head toward a back row table where a short, thirty something, dark haired man sits. He stands as Eleanora approaches.

JERRY
I'm Jerry the club's owner. What can I do for ya?

ELEANORA
I'm a dancer an' I wanna try out.

JERRY
I'm not lookin' for any dancers right now. Check back lat... Say, how old are ya anyway?

ELEANORA
Oh, Jerry please, please just give me one chance.

JERRY

Okay, okay -- I'm not busy right now. Go over by the piano an' show me what ya got.

Eleanora rushes over to the piano.

JERRY (CONT'D)

(yelling to pianist)

WILLIE, play somethin' up-tempo!

Willie, the house pianist begins to play a 1930's dance tune. Eleanora starts what she thinks is dancing -- two steps left, two steps right, then a wiggle of her hips. After only a moment of observation, Jerry interrupts.

JERRY (CONT'D)

Whoa, whoa, whoa! That's enough. Those moves might get you by in a house party sweetheart... but not anywhere else. You know where the door is.

Jerry stands, lights a cigarette and starts walking toward the back room. Eleanora bows her head in defeat. She glances up at Willie. He motions for her to come to him. And she does.

WILLIE

Can you sing?

ELEANORA

Huh?

WILLIE

Girl, I said, can -- you -- sing ?

ELEANORA

Sure... been singin' my whole life.

WILLIE

Alright, what song do ya know? Make it quick, he's gettin' ready to leave.

ELEANORA

Play "Trav'lin' All Alone"...
'cause that's how I feel right now.

Willie plays a short introduction to the up-tempo swing tune. Eleanore starts to sing. Jerry glances at her, but keeps walking.

ELEANORA (CONT'D)

(singing)

"I'm so weary and all alone
 Feel tired like heavy stone
 Travelin,' travelin' all alone
 Who will see and who will care
 'Bout this load that I mist bear
 Travelin,' travelin' all alone
 Prayers are said to heaven above
 'Bout my burdens, woes and love
 Head bowed down with misery
 Nothing now appeals to me
 Travelin,' travelin' all alone
 Give me just another day
 There's one thing I want to say
 Friends are well when all is gold
 Leave you always when you're old
 Travelin,' travelin' all alone"

Jerry pauses and watches Eleanora. The few customers in the room APPLAUD LOUDLY along with Willie. Jerry walks to the piano where Eleanora is happily thanking Willie.

JERRY

Okay, that was sweet. But not exactly the kinda sound we use here.

ELEANORA

Oh, please Jerry -- I can do other songs. I know all of Satchmo's stuff and I...

JERRY

(laughing)

Ha, ha, ha -- You doing LOUIS ARMSTRONG -- that I'd like to see. But, I gotta go.

ELEANORA

Please Jerry, please give me a chance.

JERRY

Tell ya what -- I'll let ya open up tomorrow night -- just to warm-up the crowd. You'll only earn what ya make on tips. If you're good you can come back, if you're not, ya wont. What's your name?

ELEANORA

Elea... umm, Billie -- I'm Billie Holiday.

EXT./INT. SADIE'S APARTMENT - DAY

The sound of 1930's JAZZ MUSIC is coming from the apartment.

Inside; Billie (Eleanora), Martha and Evelyn are sitting on the floor listening to records. Billie stands up and dances around doing "The Charleston". Her cousins clap their hands. She stops and flops down on the floor. The girls all laugh.

BILLIE

That's the move I shoulda put on
'em at the audition.

MARTHA

Ha, you call that dancin'? No
wonder they threw you out.

All the girls laugh.

BILLIE

(still laughing)
I tried to tell 'em -- I'm a
singer, not a dancer.

MARTHA

Not a dancer -- ya got that right.

More laughter.

EVELYN

Well, anyway Eleanora (Billie), you
gonna blow 'em away tomorrow at
Pod's and Jerry's.

BILLIE

I sure hope so Evie. I had to beg
Jerry to give me this shot.

EVELYN

I wish my momma would let me come.

BILLIE

And why does your momma have to let
you come, Evie?

(Billie winks)

You come and you'll be my personal
guest.

MARTHA

Oh, sure -- my mama would kill me
if she found out I snuck in there.

EVELYN

Hey, sing that Ethel Waters song tomorrow night. That'll really slay 'em.

MARTHA

No, do that thing you do with your voice on that Louie Armstrong song. How you learn to do that anyway?

BILLIE

When I hear Satchmo sing; to me, his voice sounds just like he's playin' his trumpet. I try to sound like that. I feel like I'm playing a horn when I sing. I don't even think I'm singing anymore. What comes out is what I feel. I just hate straight singing. I have to change a song to my own way of doing it. That's all I know.

Billie springs to her feet, finds a vinyl record, hand-winds the Victrola and puts the record on it. Louis Armstrong's "Ain't Misbehavin" begins to play.

LOUIS ARMSTRONG

(singing)

"No one to talk with,
All by myself,
No one to walk with,
I'm happy on the shelf
Ain't misbehavin'
I'm savin' my love for you"

Billie eases into the lyrics as if she were singing a duet with Louis.

BILLIE

(singing)

"I know for certain the one I love
I'm through with flirtin', You that
I'm thinkin' of
Ain't misbehavin'
I'm savin'
Oh baby, I'm savin'
All my love for you"

INT. POD'S AND JERRY'S - CONTINUOUS

Billie is on a small stage continuing to sing "Ain't Misbehavin" in the dimly lit crowded, smoke filled club.

She's awkward and nervous as men leave money on the corners of their tables and cheer.

BILLIE

(singing)

"Like Little Jack Horner sittin' in
a corner
Don't go nowhere
and I don't care"

She ignores the cheers and the money and continues to sing. Then she steps down, moves around the room singing with as best of a seductive routine that a sixteen-year-old could. She stops at a table and gives a man a stare. The man gestures toward the dollar bill that's creased down the middle on the edge of his table.

(he's waiting for her to lift her dress to pick it up between her legs)

Billie continues to stare at him and sing.

BILLIE (CONT'D)

(singing)

"Oh, your kisses worth waitin' for
I don't stay out late, don't care
to go"

The woman next to the man nudges him, he picks up the money then offers it to Billie. She smiles, takes it, then moves on while continuing to sing. Other men do the same -- handing her their money as she walks around the club singing and stuffing bills into her bra. She goes back to the stage and finishes the song.

BILLIE (CONT'D)

(singing)

"I'm home 'bout eight, me and my
radio"
"Ain't misbehavin'
Savin' all my love for youuu"

The audience applauds loudly, she looks upward, closing her eyes in satisfaction and relief.

MONTAGE: BILLIE PERFORMING AT VARIOUS HARLEM NIGHTCLUBS

-- Nightclub marquee reads "SHIM SHAM"

-- Billie steps out of a taxi wearing a dress and heels.

-- Billie singing onstage.

-- Nightclub marquee reads "MOROCCO"
 -- Billie singing onstage.
 -- Nightclub marquee reads "LOG CABIN"
 -- Billie singing onstage.
 -- Nightclub marquee reads "SMALLS CLUB PARADISE"
 -- Billie singing onstage.

END MONTAGE

EXT./INT. MONETTE'S SUPPERCLUB - NIGHT

SUPER: "HARLEM - 1933"

View of a storefront on 133rd St. At the bottom of a short stairwell: a door shoots open for clientele then closes quickly. A PIANO is heard with TWO FEMALE VOICES SINGING. Inside onstage is eight-teen-year-old Billie is standing across from thirty-something, heavy-set Monette Moore. Billie and Monette exchange lyrics to "I Got Rhythm". The crowd claps in time as sultry Billie and bubbly Monette perform together.

BILLIE
 (singing)
 "Days can be sunny
 With never a sigh"

MONETTE
 (singing)
 "Don't need what money can buy"

BILLIE
 (singing)
 "Birds in the trees sing their day
 full of songs"

BILLIE AND MONETTE
 (singing)
 "Why shouldn't we just sing along?"

MONETTE
 (singing)
 "I'm chipper all the day"

BILLIE
(singing)
"I'm so happy with my life"

MONETTE
(singing)
"How do I get that way?"

BILLIE
(singing)
Just look at what I got

BILLIE AND MONETTE
(singing)
"I got rhythm, I got music
I got my man
Who could ask for anything more?"

BILLIE
(singing)
"Old man trouble
I don't mind him"

MONETTE
(singing)
"You won't find him around my door"

BILLIE
(singing)
"I've got starlight"

MONETTE
(singing)
"I've got sweet dreams"

BILLIE
(singing)
"I've got my man"

BILLIE AND MONETTE
(singing)
"Who could ask for anything more?"

INT./EXT. MONETTE'S SUPPERCLUB - CONTINUOUS

At the back of the club a tall, dark haired white man stands next to the rear exit. He's music producer JOHN HAMMOND -- Charming, ambitious, successful and always looking for the next big act. He's making his rounds scouting nightclubs for new talent. After Billie's set he exits into a waiting car.

Monette dances seductively and close to a man who's sitting in a wooden chair in the front row.

She suddenly loses her balance and falls in the man's lap, then the chair collapses and they crash to the floor with Monette sitting on top of the man. The crowd erupts in laughter and cheers. Sounds of clanking glasses, and loud music is heard in the background.

INT. SADIE'S APARTMENT - DAY

It's about one PM -- which is morning time for Billie. She enters the living room from her bedroom yawning with tired eyes and wearing a flannel nightgown. She looks into the kitchen where Sadie sits reading a Bible.

SADIE

I was wonderin' if you was ever gonna wake up.

BILLIE

Mornin' Mama.

SADIE

Well, it might be mornin' to you. But for normal folk it's afternoon. Why in the world can't you come home at a decent hour?

BILLIE

Awww, Mama. It's my job. I gotta stay 'til the club closes. You know how it is.

SADIE

Well, I can't ever get used to that. An' if it's a JOB then ya should have some money for the rent that's due.

BILLIE

Awww, Mama.

SADIE

Awww, Mama nothin'. Do you know what I have to do to keep a roof over our heads?

Sadie continues to lecture Billie as scene fades.

INT. MONETTE'S SUPPERCLUB - LATER

A waitress serves soft drinks at a table, TYPICAL NIGHTCLUB SOUNDS are heard. Billie and Monette stand at the bar. Both wearing tight-fitting knee high dresses.

The bartender discretely hiding his actions under the bar -- pours mixed drinks and serves Monette gin with lime and bourbon with cola to Billie. Monette quickly downs hers and waits for another while chain smoking cigarettes as Billie sips on her glass.

MONETTE

You see those two white guys
sittin' in the front row over
there?

Monette glances in the direction of John.

BILLIE

Uh, huh.

MONETTE

The tall one is John Hammond -- a
big time music producer. The other
one is Benny Goodman the best
clarinet player in jazz. This could
be your big break girl. Now go out
there and knock their socks off.
But be natural and don't be
nervous. Act like it's just another
night at the club.

D.J./BARTENDER (O.S.)

Let's have a round of applause for
Miss Billie Holiday.

A few in the crowd applaud. Billie gulps down the rest of her drink, Monette raises her cigarette to her lips Billie snatches it, takes a long draw, gives it back to Monette, heads to the stage, steps up and rips into her rendition of "I Ain't got Nobody (And Nobody Cares For Me)"

BILLIE

(singing)

"Say, I ain't got nobody
And nobody cares for me!
That's why
I'm sad and lonely
Won't somebody come
Take a chance with me
Sing yo love songs
Honey all the time
If you'll only say
You'll be that sweet man of mine
Oh, I ain't got no, no, no nooo-
body
And nobody cares for me
Sing yo love songs
Honey all the time

(MORE)

BILLIE (CONT'D)

If you'll only say you'll be that
Sweet man of mine
Oh, I ain't got no, no, no, no- bod-
deee
And nobody cares for meeeeeee"

The crowd goes wild for the swinging melody. John watches Billie closely while Benny checks out the single women. Billie pretends she doesn't notice John or Benny and flirts with the other men in the audience. John and Benny stay through Billie's song then leave without saying a word to anyone.

INT. SADIE'S APARTMENT - DAY

SUPER: "NEXT DAY"

Sadie again lectures Billie.

BILLIE

Mama, now you know I only get what
I make on tips. I made six whole
dollars last night.

SADIE

Eleanora, the rent is twenty-seven.
Then there's coal, ice and food to
pay for. Ya wanna be grown and be
out all night, then ya need to pay
bills like a grown woman does.

BILLIE

Awww, Mama. I have some good news:
a big time record producer came by
the club... twice! Monette thinks
he might have come to see ME!

SADIE

Next time he comes BY... ask him to
help wit' the rent.

BILLIE

Awww, Mama.

SADIE

I'll pray for ya child.

INT. MONETTE'S SUPPERCLUB - DAY

SUPER: "NEXT DAY"

Monette bursts into the club during Billie's rehearsal, then runs up on the stage, then shoves a magazine in front of Billie.

MONETTE

He loves YOU! John Hammond mentioned you in the Melody Maker. And he loves you girl!

Billie grabs the magazine from Monette and reads the article out loud.

BILLIE

This month there has been a real find in the person of a singer named Billie Halliday. He spelled my Holiday with an "a".

MONETTE

Oh, Please! Keep readin'.

BILLIE

Although only eighteen and weighs over two hundred pounds... she is incredibly beautiful and sings as well as anybody I ever heard. Two hundred pounds? I don't weigh no two hundred fuckin' pounds!

MONETTE

Who gives a damn about how much ya weigh. Billie, he says you are incredibly beautiful and sings better than anyone he ever heard! I mean, I don't know about anyone.

They both laugh.

BILLIE

So what does this mean?

MONETTE

It meeeans they recognize you as the next sensation. It's just a matter of time girley.

BILLIE

Today Monette's, tomorrow Carnegie Hall.

MONETTE

Got that right!

INT. MONETTE SUPPERCLUB - NIGHT

SUPER: "THREE DAYS LATER"

The club is bustling with patrons. Billie stands at the bar having a cigarette and a drink. John Hammond approaches her.

JOHN HAMMOND
Miss Holiday?

BILLIE
Yeah, that's me.

JOHN
I'm John Hammond. I'm a music producer.

He extends his hand and they shake.

BILLIE
Nice to meet cha Mr. Hammond.

JOHN
Please, call me John. And, may I call you Billie?

BILLIE
Please do.

JOHN
Will you join me at my table?

BILLIE
Sure.

They walk to a nearby table and sit.

JOHN
I've been listening to your voice for awhile now.

BILLIE
Is that so?

JOHN
Yes. You have a unique style. And I'd like to record you on vinyl.

BILLIE
Wow. That's good news John. But, what's in it for me?

JOHN
Do you have an agent or manager?

BILLIE

Nah. Never needed one.

JOHN

Well, I suggest that you re-think that. But, for now -- I can get you a base pay of thirty-five dollars per session.

BILLIE

Humm, that sounds good.

JOHN

Great. When it's time I'll send my car for you.

INT. SADIE'S APARTMENT - DAY

Billie's alone in the living room dancing around and singing to Louis Armstrong's "Song of The Islands". Sadie enters through front door.

SADIE

Eleanora, turn that thing down. I'm tired child and need to rest.

Billie takes the needle off the record.

BILLIE

Awww Mama. Guess what -- that music producer I told ya about... he wants to record me! I'm gonna make a record!

SADIE

Calm down child. Ya ain't no star yet. An' even if ya was... you'd still be my baby Eleanora.

BILLIE

Awww Mama.

Billie embraces her mother.

EXT. CITY STREETS - JOHN'S CAR - MOVING - DAY (NEW YORK)

A black Pierce Silver Arrow coasts through city streets. It pulls to a stop outside a warehouse. The driver in a black chauffeur's uniform gets out and opens the car doors. Billie gets out all smiles. John offers Billie his arm, she takes it and they enter the building.

INT. COLUMBIA STUDIOS - MOMENTS LATER

SUPER: "FIRST RECORDING SESSION - NOVEMBER 27, 1933"

Inside is a professional recording studio. Benny Goodman and His Orchestra are rehearsing as John and Billie enter.

JOHN

Boys this here is Billie. Billie
these are the boys.

The band members shake hands with Billie. A small white woman appears and hands Billie sheet music, an engineer places a music stand and a large mic on a stand in front of her. She is weary of the mic and leans back from it. John notices her fear then walks to her and whispers in her ear.

JOHN (CONT'D)

It's okay. The microphone is your
friend. You were born to do this.
Just relax... and sing.

BILLIE

Okay.

JOHN

(points to Benny)
That's your band director.
He will cue you when it's
time for you to come in.

Benny raises his hand singling the band to be ready.

JOHN (CONT'D)

Ready Billie?

She nods yes then the band starts to play. But, she doesn't recognize her cue. Benny waves both arms stopping the band. Then they start again. She mistimes the cue and comes in late again. John stands and walks to her.

JOHN (CONT'D)

Billie. Are you okay?

BILLIE

I'm sorry. I guess I'm just a bit
nervous.

JOHN

It's normal. Just let Benny know
when you're ready.

BILLIE

I'm ready now. Sorry fellas. Can we try it again?

As the band starts she keeps the beat by patting the side of her hip. Then she nervously sings "Ms. Brown To You".

BILLIE (CONT'D)

(singing)

"Who do you think is comin' to town
You'll never guess who
Lovable, hugable Emily Brown
Miss Brown to you
What if the rain comes pattering
down
My heaven is blue
Can it be sending me Emily Brown
Miss Brown to you
I know her eyes will thrill ya
But go slow, oh, oh
Don't you all get too familiar
Why do you think she's comin' to
town
Just wait and you'll see
The lovable little Miss Brown to
you
Is baby to me
Yes, yes
Mark it down".

At the end of the song the room is so quiet you can hear a pin drop. Everyone looks around. John stands slowly.

JOHN

Fellas, take five. I'd like to speak to Billie for a moment.

The room empties. Billie fidgets. John watches her intently.

JOHN (CONT'D)

So. How do you feel?

BILLIE

I don't know. Okay I guess.

JOHN

Well, I say you can do better.

Billie stiffens defensively with her arms folded. John puts his hand on her upper arm.

JOHN (CONT'D)

But, you're going to need a better music arrangement. That one just doesn't do your voice any justice.

Billie smiles, breaking the tension. The same woman appears and hands Billie sheet music, Billie reads it.

John yells out the door for the band.

JOHN (CONT'D)

Alright boys. Let's get in here and make some music!

He points at Billie as she spins in excitement. The band begins to play "Your Mothers Son-In-Law".

BILLIE

(singing)

"You don't have to have a hanker
To be a broker or a banker
No siree, just simply be
My mother's son-in-law.
Needn't even think of tryin'
To be a mighty social lion
Sipping tea, if you'll be
My mother's son-in-law,
Ain't got the least desire
To set the world on fire
Just wish you'd make it proper
To call my old man papa
You don't have to sing like Bledsoe
You can tell the world I said so
Can't you see you've got to be
My mother's son-in-law.
You don't have to sing like Jessel
You can tell the world I said so
Can't you see, you've got to be
My mother's son-in-law"

As the last note is played the band erupts in applause. All are standing and cheering for Billie. She turns to the band, bows and applauds them. John and a tall, thin man approach Billie.

JOHN

Good job Billie... I knew you could do it. I have somebody I want you to meet. Billie, this is JACK GLASER, Jack -- Billie Holiday.

They shake hands.

JACK GLASER
Nice to meet you Billie.

BILLIE
Nice to meet cha too.

JACK
I like your sound.

BILLIE
Thanks Jack.

JOHN
Billie, like I said before... I think you need representation. And Jack's a good talent agent with solid industry connections. In fact, I just heard about him signing Armstrong.

BILLIE
Well, if he's good enough for Satchmo, he's good enough for me.

INT. SADIE'S APARTMENT - DAY

The living room PHONE RINGS. Sadie enters from the kitchen, wiping her hands on her apron as she walks, then picks up the phone.

INTERCUT - JACK'S OFFICE/SADIE'S LIVING ROOM

SADIE
Hello.

JACK
May I speak to Billie?

SADIE
Just a second.

Sadie covers the phone with her hand.

SADIE (CONT'D)
(yelling)
Eleanora!

SHOT OF BILLIE IN HER ROOM APPLYING MAKEUP ON HER FACE

BILLIE
(yelling)
Comin' Mama!

Billie enters the room and Sadie hands her the phone.

BILLIE (CONT'D)

Hello.

JACK
Hello Billie. Jack Glaser.

BILLIE
Hey Jack. What's new?

JACK
I got great news... They had a last
minute cancellation at the Apollo --
and I got you in.

BILLIE
I see that you're busy already.

JACK
Hey, I don't get paid unless you
get paid.

BILLIE
Sounds good Jack. That's the new
joint on 125th -- I ain't played
there yet.

JACK
I know -- they told me. It might be
your first time there, but, it
won't be the last... They want ya
for a week. There's just one
thing...

BILLIE
Yeah, what's that?

JACK
It's a mornin' gig... startin'
tomorrow mornin'

BILLIE
Awww, Jack -- I ain't much of a
mornin' broad. But for a gig
lastin' a week... I'll figure out
someth... hey, wait a minute...
(MORE)

BILLIE (CONT'D)

tomorrow mornin'? But ya know I'm
workin' the "HOTCHA" tonight --
right?

JACK

Yeah -- That's the thing that
bothers me... you'd be on short
rest.

BILLIE

Short rest? -- More like no rest.

(sighs)

But, I can pull it off.

EXT./INT. HOTCHA NIGHTCLUB - NIGHT

Billie exits a taxi wearing an evening dress and high heels.
As she approaches the door we hear LOUDER THAN TYPICAL
NIGHTCLUB SOUNDS. There's a celebration going on. As she
steps inside CHAMPAGNE CORKS POP and the bubbling wine spews
from bottles, patrons SHOUT with glee, GLASSES CLANG as
people toast, a band is playing onstage. The BARTENDER is
standing on the bar counter speaking to the crowd.

BARTENDER

... And as compliments from our
generous club owner... all drinks
are on the house! Drink up!

EVERYONE

Yeaaa! Weeee!

Billie approaches a waitress.

BILLIE

What's goin' on? Did the owner just
get married or somethin'?

WAITRESS

No, girl. We just got the word that
prohibition has ended!

BILLIE

Really? Well, it never stopped me
from drinkin'... Them neither.

EVERYONE

(singing)

"Happy days are here again
The skies above are clear again
So let's sing a song of cheer again
Happy days are here again"

The BANDLEADER stops the band and grabs the mic.

BANDLEADER

Alright folks, let's welcome to the stage: Billie Holiday!

The crowd applauds. Billie sings "Them There Eyes"

BILLIE

(singing)

"I fell in love with you the first
time I looked into
Them there eyes
An' you have a certain lil cute way
Of flirtin' with
Them there eyes
They make me feel so happy
They make me feel so blue
I'm fallin', no stallin'
In ah great big way for you
My heart is jumpin',
You've started somethin'
With them there eyes
You better look out lil brown eyes
... if you're wise
They sparkle
They bubble
They're gonna get you in ah whole
lot of trouble
Oh baby... them there eyes"

SERIES OF SHOTS: TIME LAPSE SEQUENCE - HOTCHA NIGHTCLUB

- Billie performing onstage.
- Billie at the bar, toasting and drinking.
- Old fashioned wall clock reads 10 P.M.
- Billie Performing onstage.
- Billie sits at a table - shoe off - holding her foot.
- Billie sits at a table - drinking with patrons.
- Billie performing onstage.
- Billie at the bar, drinking.
- Several patrons are sleeping at their tables.
- Old fashioned wall clock reads 8 A.M.

EXT. HOTCHA NIGHTCLUB - DAY

Billie stumbles out the door, waves down a taxi. As the taxi driver opens the door for her -- she vomits, the driver is startled and jumps back on the sidewalk.

DRIVER

Miss. Holiday... Are you alright?

BILLIE

I'm fine. Just get me to the Apollo... Fast.

EXT./INT. APOLLO THEATER - DAY

Billie exits the taxi and hurries into the theater. Once inside she immediately rushes into the rest room. From outside; we hear her VOMIT and COUGH.

INT. APOLLO THEATER/BACKSTAGE - MOMENTS LATER

Billie is visibly tired and nervous. Her eyes are barely open and her hands shake as she tries to smoke a cigarette. In the background we hear AUDIENCE LAUGHTER and APPLAUSE as a comedy act has just wrapped. The band begins to play Billie's music - she doesn't move. The STAGE MANAGER approaches her.

STAGE MANAGER

Okay -- you're up.

Billie's hands still shake and her eyes jump back and forth from the audience to the stage manager.

BILLIE

Oh, I can't go on... I'm a mess.

ANNOUNCER (O.S.)

Ladies and Gentlemen, presenting
Columbia recording artist: Billie
Holiday!

STAGE MANAGER

Oh, yeah -- you goin' on.

BILLIE

I can't, I need to use the
bathroom.

STAGE MANAGER

Ain't no time for the bathroom, you
shoulda' did that already.

The stage manager grabs her and shoves her onto the stage. She stumbles forward -- waving her arms around to regain her balance. The audience laughs, she nods to the bandleader then begins to sing "Love Me or Leave Me".

BILLIE

(singing)

"This suspense is killin' me
 I can't stand uncertainty
 Tell me now, I've got to know
 Whether you want me to stay or go
 Love me or leave me or let me be
 lonely
 You wont believe me, I love you
 only
 I'd rather be lonely
 Than happy with somebody else
 You might find the night time
 The right time for kissin'
 But the nighttime is my time just
 for reminiscisin'
 Regrettin' instead of forgettin'
 with somebody else
 There'll be no one unless that
 someone is you
 I intend to be independently blue
 I want your love but I don't want
 to borrow
 To have it today, to give it back
 tomorrow
 For your love is my love
 There's no love for nobody else
 There'll be no one unless that
 someone is you
 I intend to be independently blue
 I want your love but I don't want
 to borrow
 To have it today, to give it back
 tomorrow
 For your love is my love
 There's no love for nobody else"

She bows to the audience, the audience applauds, curtain falls.

INT. JACK'S OFFICE - DAY

Jack is dialing his rotary desk phone.

JACK

Billie? Jack Glaser. How are ya? --
 Good. I just got a call from Duke's
 people.

(MORE)

JACK (CONT'D)

-- No, the Duke Of Windsor -- Of course I mean Ellington. They want ta cast you in a short film. -- Good. I thought you might like that.

INT. MOVIE SET/WARDROBE TRAILER - DAY

SUPER: "HOLLYWOOD, CALIFORNIA - 1935"

Billie sits in a trailer she shares with two black females. Getting her makeup done as the other women chat and move frantically around her as they get dressed for their next scene. The door opens and a young white male steps in. The half-dressed girls screech and run for cover as he enters.

MAN

Ms. Holiday, they are ready for you on the set.

BILLIE

Be right there Stephen.

MAN

Yes ma'am.

He turns and leaves, slamming the door behind him. Billie smacks her lips.

BILLIE

Well, here goes nothin'.

Billie steps outside of the trailer and is quickly accompanied by Jack who walks with her to the set.

JACK

It's pretty much like singing in the studio Billie. You're just acting the part along with singing it. You'll be grand doll. Don't be taken by all the bright lights and cameras. Just be Billie.

BILLIE

Alright Jack. If that's all I have to do -- it should be a cinch.

Billie takes her place on the set as the jilted woman in a love triangle. In the scene: she is struggling with the man she loves as another woman walks up next to them. Billie is thrown to the floor several times throughout the takes.

ASSISTANT DIRECTOR
 (yelling)
 Quiet on the set!

Billie begins singing "Saddest Tale" from the floor then continues singing standing in a corner looking sad and defeated.

BILLIE
 (singing)
 "Saddest tale on land or sea
 Was when my man walked out on me
 My man's gone
 I feel so alone
 I've got those longer man blues
 He didn't treat me fair
 It's more that I can bear
 I've got those longer man blues
 I've got those long and
 Hangin' back again blues".

INT. MOVIE SET - NIGHT - CONTINUOUS

The cast celebrates -- partying in the studio behind the set. Billie and the cast sit at a long table laughing and chatting as she pours champagne in glasses.

BILLIE
 Okay everyone -- Lets give it up to
 Duke for creating these great roles
 for us and making us bonafied movie
 stars.

A twenty-four-year-old DUKE ELLINGTON joins the party. He's tall and well dressed. He raises his glass for a toast.

DUKE ELLINGTON
 Couldn't have done it without you
 Billie -- and the rest of the cast.
 Here's to Hollywood!

Everyone raises their glass.

EVERYONE
 To Hollywood!

Jack walks to Billie as she hugs Duke. Duke kisses her on the cheek then exits.

JACK
 Great job Billie. Now I want you to
 get some rest tonight. We have a
 big day tomorrow in the studio.
 (MORE)

JACK (CONT'D)

I need you bright and well rested.
Okay Billie?

BILLIE

Alright Jack. Ya got nothin' to
worry about.

As she says the words, she stares seductively at a tall, dark man standing with the cast across the room. He stares hungrily back at her and lifts his drink to her. She returns the gesture. Jack sees it, shakes his head, kisses her on the cheek then says goodnight. The man walks to Billie.

MAN

How about I take you someplace
quieter where we can talk and I can
get to know you Ms. Billie Holiday?

BILLIE

Well, if talkin' is what ya want to
do, we can do that right here. I
got somethin' more dangerous in
mind mister.

He gestures for her to walk ahead of him. She picks up her fur, waves to the cast then exits as the cast chant her name -
- Billie! Billie! Billie!

INT. SADIE'S APARTMENT/BILLIE'S BEDROOM - DAY

Billie sleeps next to the man from the night before. Sadie enters. She's holding a cup of coffee in each hand. The man awakens and is startled by her. She sits the cups on a night stand. Billie slowly rises and sits up.

BILLIE

(sipping coffee)
Thanks Mama.

SADIE

(to Billie)
Don't forget ya got a recordin'
today. Best to get on up.

She quickly turns to the man.

SADIE (CONT'D)

Time for you to go mister. Eleanora
has a busy day an' it don't include
the likes of you.

Sadie picks up his clothes and tosses them at him then exits. Billie looks out the side of her eye at him without turning her head.

BILLIE

You heard my mama. Best be on your way.

MAN

But I thought...

BILLIE

(looking at man)

But nothin'. This ain't no hotel. Now go. I gotta get dressed. Better not let my mama see you in here too long.

Billie goes into the bathroom, leaving him sitting on the bed. He's gone when she returns.

INT. RECORDING STUDIO - LATER

Music begins to fill the studio. The pianist/bandleader is TEDDY WILSON. Billie's at the mic. She looks to Teddy for her cue. He plays the piano lead-in then nods to Billie. She begins to sing "The Man I Love"

BILLIE

(singing)

"Someday he'll come along The man I love
 And he'll be big and strong
 The man I love
 And when he comes my way
 I'll do my best to make him stay
 He'll look at me and smile
 I'll understand
 Then in a little while
 He'll take my hand
 And though it seems absurd
 I know we both won't say a word
 Maybe I shall meet him Sunday
 Maybe Monday, maybe not
 Still I'm sure to meet him one day
 Maybe Tuesday will be my good news day
 He'll build a little home
 That's meant for two
 From which I'll never roam
 Who would?, would you?"

(MORE)

BILLIE (CONT'D)

And so all else above
I'm dreaming of the man I love"

SADIE'S APARTMENT/LIVING ROOM - DAY

SADIE

Ya know baby, I been thinkin... I want a bigger place. I got some money put away. An' if we put our money together, we can get a big house, rent-out some rooms and let the boarders pay for our rent.

BILLIE

Yeah Mama. That sounds like a great idea. Maybe we can even make a few bucks.

INT. SADIE'S BOARDING HOUSE - DAY (HARLEM)

View of a modestly furnished house.

SADIE (O.S.)

Grits and sausage comin' right up.
Get it while it's hot!

Sadie scampers downstairs and into the kitchen where three hungry black male boarders await food that's cooking on the stove. Food is shoveled into hungry mouths as soon as she sits it down. Chatter and laughter engulf the room. She stops, wipes her hands on her dingy apron, smiling in satisfaction.

BORDER #1

Miss Sadie, Yo place sure is a blessin'. With the Depression 'n all... times are real hard out there.

BORDER #2

An' you a great cook. You should open up ya own restaurant someday.

SADIE

Well, colored folk been o-pressed and d-pressed way before this Great Depression hit. But, 'cause we all help each other, we always find a way to get by. Alright now, ya'll eat up. There's plenty more where that came from.

SADIE'S BOARDING HOUSE/FOYER - MOMENTS LATER

Twenty-two year old Billie stands close to the wall mirror applying lipstick and checking her make-up.

Suddenly, there's a KNOCK at the front door, Billie responds, opens the door and sees LESTER YOUNG. He's early twenties, tall and thin with light brown skin and green eyes. He's quiet and shy with a comedic side. He's always well dressed in suit and tie and never without his large black leather case.

MAN

Morning ma'am. You have a room available?

BILLIE

Maybe. Have to check with my mama to see.

Billie steps to the side allowing him in. Then walks ahead of him talking.

BILLIE (CONT'D)

What they call you mister?

MAN

Lester. Lester Young ma'am.

BILLIE

Oh, I ain't no ma'am. What's in the case?

LESTER

It's a saxophone ma'am, uh miss.

BILLIE

(pausing in the foyer)
Can play that thing? And call me Billie.

LESTER

Well, yes Miss Billie. I can play. And I play very well.

BILLIE

Humm, okay then play me something nice on that horn.

Lester rushes to put his box and case down, opens the worn and tattered saxophone case. The instrument inside shines like newly minted gold. He puts on the mouthpiece, licks his lips and eases into a smooth, sweet melody. Billie stares in awe. When he's done, the foyer has filled with boarders.

They all clap their hands, pat Lester on the back and shake his hand. The room clears, Billie stands with an inquisitive look on her face. Then she smiles.

BILLIE (CONT'D)

What do you call that?

LESTER

I call it "I'll Never Be The Same".

BILLIE

Well Lester, with a sound like that; you can rule the world... Who named you Lester anyway?

LESTER

Well, I suppose my momma and daddy did.

BILLIE

Well, Lester is okay I guess... No it's not. Who would name their child Lester. That's just wrong. I'm going to call you The Pres. 'Cause you gonna rule the world with that saxophone. Yessir, you're gonna rule the world.

Sadie bursts into the foyer wiping her hand on a towel.

SADIE

Eleanora, leave that boy alone. What's your name son?

LESTER

Lester Young ma'am.

BILLIE

Pres.

SADIE

Eleanora, that's enough. Go find something to do and stop harassing the boarders.

Billie laughs.

BILLIE

Oh, Mama. He don't mind. Do you Pres?

He shakes his head "no" as Sadie drags him off to the kitchen. His saxophone still in his hand.

EXT. SADIE'S BOARDING HOUSE - CONTINUOUS

Billie turns, walks outside and sits on the front steps, lights a cigarette, looks down the street in both directions. Then sees John's car approaching. The car comes to a stop in front of her, the rear window rolls down revealing John smiling. Billie smiles broadly approaching the car.

JOHN

Hiya doll.

BILLIE

Hi Johnny. Glad to see ya. 'Cause you the only cat I ever met that ALWAYS has somethin' good to say. So, what's new?

JOHN

I got somebody I want you to meet. Let's go for a short ride.

BILLIE

Sure Johnny -- Anything you say.

Billie walks to the other side of the car, the driver waits holding the door open, she gets in.

INT. JOHNNY'S CAR - MOVING - CONTINUOUS

BILLIE

So, where we goin' Johnny? Who we meetin'?

JOHN

It's a surprise doll. We'll be there soon.

As John's car approaches the Savoy Ballroom the marquee is in view and reads "Now Appearing Cab Calloway". Theater workers are standing on a tall ladder beginning to remove the marquee lettering.

BILLIE

(looking up)

Oh, It's Cab Calloway I like his style, his music, his show, he's great! And he's cute too. Is he still single Johnny?

JOHN

Calm down doll. You didn't react that way when I introduced you to Duke. All the ladies like him too.

BILLIE

Every girl knows Duke's married
with a kid. But Calloway is a real
swinger.

JOHN

Calloway just closed. Perhaps I can
arrange something on down the line.
Maybe a duet with you two. Let's go
inside. I want you to meet a friend
and associate of mine.

INT. SAVOY BALLROOM CONTINUOUS (HARLEM)

As they enter the vast main floor -- a band rehearsing
onstage. In the middle of the stage with his back turned is a
thirty something COUNT BASIE. He's husky, broad shouldered,
with a receding hairline. His arm is raised to lead his band.
A sax player sees John and Billie, nods to Basie to look
behind him. Basie looks back, waves to John, turns to the
band, then counts off the time for the next tune. Billie and
John stand on the side watching.

BASIE

(waving a hand in rhythm
to band)

And ah one, two, ah one, two, one,
two

The band jumps into an up-tempo tune on Basie's cue. They
sound good, but Basie isn't satisfied and waves both hands
back and forth stopping the band.

BASIE (CONT'D)

Together please! I need the brass
section to play together like one
huge horn. Take five!

Basie walks to Billie and John.

BASIE (CONT'D)

John Hammond, you're a sight for
sore eyes.

John and Basie shake hands.

JOHN

Always good to see you Count.

BASIE

And Billie Holiday -- it's truly a
pleasure to finally meet you.

Basie extends his hand. Billie takes it.

BASIE (CONT'D)

I like what you did with Benny.

BILLIE

Thanks Count. I like your work too. You've put together a lot of great sounds.

BASIE

Why, thank you. I consider that as high praise coming from you. Billie, could you do me a favor and stand in for the rehearsal? Our vocalist got tied up and can't make it.

BILLIE

Sure Count. I can do that.

JOHN

And will that be cash or check Count?

BASIE

Oh, don't worry 'bout that. Here's five bucks. That usually pays for all day. But, I want to be fair since it's on short notice.

BILLIE

That's fair enough Count.

She takes the bill from his hand and stuffs it in her bra.

BASIE

Okay. Do you know "They Can't Take That Away From Me"?

BILLIE

Sure Count. Everybody knows that one.

BASIE

Good. Then we can skip ahead to the new song I want to put in. I'll get you the lyric sheet. John, you gonna hang out?

JOHN

I wish I could Count. But I gotta run.

BASIE

Okay. Well, good seein' ya again
John. Take care.

JOHN

Same here Count. I'll be around.
See ya later.

Basie walks quickly back to the stage and recalls the band.

BILLIE

You knew about this all along
didn't you?

JOHN

Don't I always take care of you?

BILLIE

You sure do Johnny. You're the
best.

Billie walks over to the piano where Basie is sorting out sheets of music and he hands her a page. She looks it over then walks over to the band and spots Lester. They do their usual playful greeting to each other: he widens his eyes, puckers his lips and extends his neck out and in at her, she sticks out her tongue and crosses her eyes at him. A few band members chuckle at the sight.

INT. SAVOY BALLROOM - LATER

SUPER: "SAVOY BALLROOM - JUNE 30, 1937"

Count Basie leads his band, standing left of center stage next to piano. Billie is center stage. Her red sequined dress sparkles in the spot light. The ballroom floor is filled with youthful, black partygoers. Most are dancing. The band starts an up-tempo tune. Billie sways side to side to the rhythm, steps to the mic, wiggles her hips, raises her arm, waves her hand back and forth then starts to sing "Swing Brother Swing".

BILLIE

(singing)

"Deep rhythm captivates me
Hot rhythms stimulate me
Can't help but swing it boy
Swing brother swing
Don't stop to diddle daddle
Stop this foolish prattle
Come on swing me boy

(MORE)

BILLIE (CONT'D)

Swing brother swing
 Raring to go
 And there ain't nobody
 Gonna hold me down
 Say listen boy
 Hurry up and send me
 Let me go to town
 Stop the diddle daddle
 And this foolish prattle
 Come on swing me Count
 Swing it brother swing"

At the end of the song the audience applauds wildly. Billie bows to them then steps offstage followed by Basie. She walks briskly in her short-striding, feminine style, picks up her purse and fur from a backstage chair. Basie follows closely.

INT. SAVOY BALLROOM/DRESSING ROOM - CONTINUOUS

BASIE

Nice crowd huh?

BILLIE

Yeah. Some good kids out there.

BASIE

(reaching inside his
 coat pocket)

I got a little somethin' to take
 the edge off.

BILLIE

Oh yeah. What cha got?

BASIE

A little nose candy for your
 pleasure madam.

Basie pulls out a small envelope, pours out white cocaine powder on a makeup table, divides the powder into four lines, rolls a dollar bill into a tube, bends down and snorts a line, does the same to the other side of his nose then passes the tube to Billie. She snorts the other two lines. There's a knock on the door. Basie cracks opens the door, peeks through the opening to see it's Lester.

BASIE (CONT'D)

What is it? I'm busy right now.

LESTER

Sorry to bother you Count. But the club manager wants to speak with you. I think it's about booking dates.

BASIE

Well, tell 'em I'll meet 'em in a half hour.

Basie shuts the door.

MONTAGE: BASIE AND BILLIE

- A) Billie performing with the Count Basie Band.
- B) Billie and Basie snorting coke backstage.
- C) Closing the door on Lester.
- D) Billie and Basie smooch kiss, she pushes him away, laughs then snorts some more.
- E) She grabs her purse -- leaving him in the dressing room.

END MONTAGE

INT. EBONY CLUB - NIGHT (HARLEM)

Billie's onstage between sets wearing a gold sequined dress. She's drinks and smokes while chatting with Basie. Patrons from the first show are leaving -- except for one woman sitting alone in the front row. She's TALLULAH BANKHEAD -- a tall, mid-twenties, thin, dark haired film starlet. She loves women and detests men. She's wearing a tight fitting knee length black dress with a white mink stole over it.

BASIE

Look who's back again.

BILLIE

Yeah, that's two nights in a row -- both shows. I guess I should be flattered.

BASIE

Maybe she just likes my piano playin'.

BILLIE

Don't kid yourself Count. I'm gonna go talk to her.

Billie approaches Tallulah's table.

BILLIE (CONT'D)

Ms. Bankhead... I don't believe I've had the pleasure.

TALLULAH

If you had... you'd never forget it. Please sit, and call me Lulah.

Billie pulls out the chair and is about to sit.

TALLULAH (CONT'D)

No, not way over there... come over here and sit next to me.

Billie complies with her request.

TALLULAH (CONT'D)

I just love your voice.

BILLIE

Thanks.

TALLULAH

And I love the way you move... With an elegance and grace that only another woman can fully appreciate.

Tallulah reaches over the table and grasps Billie's hand, then moves her other hand from her lap onto Billie's knee then leans over to Billie's ear.

TALLULAH (CONT'D)

(whispering)

What I really want to do is...

Just then THE BAND starts PLAYING LOUDLY behind them.

BILLIE

I better get back to work.

TALLULAH

Okay dear.

Billie walks back to the stage.

Just then, bandleader ARTIE SHAW walks in. He's in his late-twenties, thin, wearing a tux. He spots Tallulah then joins her.

Tallulah seems fascinated by Billie as she stares at her. Billie gives Tallulah a subtle wink. Tallulah discretely touches two fingers to her lips and blows Billie a kiss. Basie on piano -- looks back and forth at the exchange.

Billie nods to Basie then the band begins to play as Billie sings "What A Little Moonlight Can Do". She directs the song towards Tallulah who blushing smiles.

BILLIE

(singing)

"Oo-oo-oh,
 What a little moonlight
 Can do
 Oo-oo-oooh
 What a little moonlight
 Can do to you
 You're in love
 Your hearts ah flutter
 And all day long
 You can only stutter
 Cause your poor tongue
 Just will not utter
 The words, I love you
 Oo-oo-oooh
 What a little
 Moonlight can do
 Just wait a while
 Till a little moonbeam
 Comes peepin' through
 You'll get bold
 You can't resist him
 And all you'll say
 When you have kissed him is
 Oo-oo-oooh
 What a little Moonlight can doooo".

Billie leaves the stage to roaring applause. She is quickly approached by Artie. Basie looks at Artie with a scowl.

ARTIE SHAW

Billie Holiday in the flesh.

BILLIE

Artie Shaw. Nice to meet you. I didn't know you were a fan.

ARTIE

Well, may I call you Billie?

Billie nods "yes".

ARTIE (CONT'D)

I've admired your work for quite some time now. Matter of fact, I have some new material that would work great with your vocal style. I'd like for you to try it out.

BILLIE

Is that so?

ARTIE

Yeah, that's right. The music is perfect for you.

BILLIE

Well, as you can see Mr. Shaw, I've got a pretty good thing going on right here.

ARTIE

Call me Artie. And yes, I can see that YOU were very good despite your current music arrangement... Why don't you have your people give me a call when things have changed? Or shall I say... after you've dumped Basie.

He extends his hand to shake. She takes it with a smile.

BILLIE

I just might take ya up on that one day... Artie.

They chuckle as Tallulah joins them. The three leave arm and arm with Artie in the middle.

EXT. EBONY CLUB - CONTINUOUS

Several taxis are parked outside the club. As Billie, Artie and Tallulah emerge a shiny white Lincoln K Model limo pulls up in front, the chauffeur opens the rear door, Billie and Tallulah get in, Artie gets into a taxi. The Limo pulls away.

EXT. TALLULAH'S APARTMENT - PARK AVENUE - DAY

SUPER: "THE NEXT DAY"

Night turns to day as Billie leaves Tallulah's apartment. Tallulah holds the door open for Billie, who turns to her and they hug.

As Billie turns to leave Tallulah grabs her, pulls her close and kisses her passionately. Billie turns again to leave then Tallulah smacks her on her butt, laughs then shuts the door. Billie throws her black mink over her shoulder and walks down the stairs.

INT. APOLLO THEATER/BACKSTAGE - DAY

Billie sits in a back room office Blowing on her newly polished fingernails. Suddenly, there's a knock on the door.

BILLIE

Yeah! Come in!

Lester walks in.

LESTER

(frowned face)

How do ya stand the smell of that damned stuff?

BILLIE

I guess I'm used to it Pres. You'd be used to it too if you had a steady girlfriend. So, when ya gonna...

LESTER

Never mind that... The band's waitin' for ya. When you gonna be ready?

BILLIE

(blows on her fingers)

Gimme about five minutes Pres... They almost dry.

LESTER

(sighs)

Why do you always have to be such a lady? Instead of Holiday They should call ya LADY DAY. In fact; that's what I'm gonna call ya from now on.

Lester exits shaking his head.

INT. APOLLO THEATER/ONSTAGE - MOMENTS LATER

LESTER
(to the band)
Miss Lady Day will be joining us
shortly.

INT. APOLLO THEATER/ONSTAGE - LATER

Billie wraps a song in rehearsal with Basie's band. Lester lights her cigarette for her. As they begin to chat Basie approaches them.

BASIE
Billie, can I have a word with you?

BILLIE
Sure Count. I'll catch ya later
Pres.

LESTER
Are you sure you don't want me to
wait for ya?

BILLIE
Nah man. I'm in good hands, right
Count?

BASIE
Of course you are? What kind of a
question is that?

There's light laughter as Basie and Billie walk to a small office backstage.

BILLIE
So, what's goin' on Count?

BASIE
Well, since we added a male
singer... we're going to need to
make some budget cuts on salary.

BILLIE
Then you need to cut that boy's
salary. Ain't nobody comin' to see
him -- they comin' to see me. Ya'
outta know that.

BASIE
Now, come on Billie. There's no
need to make a big fuss.

BILLIE

How much of a fuckin' cut are ya talkin' about?

BASIE

Fifty percent.

BILLIE

Half! Half of my fuckin' pay? How the fuck am I supposed to survive on that? This is fuckin' bullshit!

BASIE

It's not my idea Billie -- I'm getting pressure from my manager to do this.

BILLIE

Well, tell your damn manager to go fuck himself. And fuck you too for goin' along with that damn shit! I'm out!

Her face shows rage, she turns her back to Basie, shoves the door open and storms out. She hurriedly walks away with her short and choppy stride. As she passes the band, Lester looks at her with concern. Seated behind Lester is trumpet player JOE GUY -- mid-twenties, tall, thin and dark skinned. He sees Billie rush by him then calls out to her.

JOE

Hey Billie!

Billie doesn't respond and keeps walking briskly. Joe grabs his trumpet case and hat then runs to catch up to her as she keeps walking. He quickly closes the gap and gets behind her.

JOE (CONT'D)

Hey, hey, hey. What's with the big hurry and the frowned face? A face that pretty should never be frowned up.

She slows slightly, turning her head to her shoulder.

BILLIE

Nothin' you need to be concerned about Joe. Just somethin' between me and The Count.

They continue walking.

JOE

Oh, I see. I know how Count can be hard to deal with sometimes. Anything I can do to help?

BILLIE

Yeah well, if you know of a good band needin' a jazz singer... let me know.

JOE

Awww, don't tell me you're leavin' us. I thought we had a really good sound.

They come to the rear door exit, she stops and turns to him.

BILLIE

It ain't ya'll. The band's been great. I liked working with all of you. But Count insists on cutting my pay... in half! I can't accept that. It's fuckin' bullshit! I told him I quit!

JOE

It's gonna be okay Lady. Calm down and let me buy you a drink or somethin'.

BILLIE

Thanks Joe. After this shit I can use a stiff one... Hell! A double!

JOE

I got just the thing. Let's take a cab over to my place. It's not far.

INT. JOE'S HOTEL ROOM - HARLEM - DAY

Joe unlocks the door to a cheap hotel room, opens it, then extends his arm toward the inside of the room.

JOE

Welcome to my castle.

Billie half smiles at his attempt of humor. She enters and he follows her into the dimly lit, scarcely furnished small room with a single bed, stained walls, a small wooden dresser with a matching chair. He sits on the bed facing Billie as she sits in the chair, reaches into her purse and pulls out a joint.

BILLIE
Got a light handsome?

JOE
Sure thing doll.

Joe pulls out a wooden stick match and lights Billie's joint. She takes a long drag, holds it in for two seconds then blows smoke towards the floor.

JOE (CONT'D)
You know, I was thinkin' 'bout gettin' out of the big bands myself. And startin' up a quartet. Hopin' you might wanna join me since you seem to be gettin' out too.

BILLIE
Humm, I might give it a shot. Who you got lined up to play with ya?

JOE
Well, I already talked to Buddy Tate from the band. He's fed up with Basie's shit too and Art Tatum's a good friend of mine. I know I can count him in. Just need to pick up a bass player and drummer and we're set.

BILLIE
Sounds good Joe. But It just ain't quite that simple bein' out on ya own. Ya need to have rehearsal space between gigs. And the gigs. Ha!... ya need a real good manager to book enough of 'em so everybody makes decent money. That's one thing I like about the big bands... all that's taken care of. I just show up and sing.

JOE
Looks like I got a bit of work to do. But I'll figure it all out.

BILLIE
Okay daddy. Let me know when ya pull it all together. I got some work to do myself. I thought Basie's band would be my big break. Now, I got to start over... again. So, where's that drink?

Joe opens the top drawer on his dresser and produces a large bottle of Scotch and two shot glasses.

JOE

It's not chilled. I hope you don't mind.

BILLIE

That's the way I like it daddy, straight, no chaser.

Joe nods in agreement, pours Billie a shot, she downs it before he can pour his own, he pours her another as she takes a drag from her joint then passes it to him, he inhales it then pours himself a shot.

SERIES OF SHOTS: JOE AND BILLIE DRINK AND SMOKE

- A) He lights her cigarette.
- B) She smokes.
- C) They both drink shot of Scotch.
- D) The ashtray becomes filled with butts.
- E) The Scotch bottle becomes empty.

JOE'S HOTEL ROOM - CONTINUOUS

JOE

Looks like we need another bottle.

BILLIE

Right now, I need a shot of somethin' else.

JOE

What's tha...

Before he can complete the question she's on top of him, straddling him, kissing him passionately. She lifts up her skirt, unbuckles his pants, grinds her hips on him then moves up and down on him like she's riding a horse. Joe's laying on his back -- holding on as she has her way with him.

INT. EBONY CLUB - DAY

The club's owner JOHN LEVY sits in a booth talking with Billie. He's short, husky, pale, half Jewish/half black, slick-talking, scandalous and crude. He's also a pimp.

BILLIE

I'm just sayin' -- I'm done with Basie.

LEVY

You ought to be firing that jokie-butt agent you got... He ain't doin' nothin' for ya that you can't do for yourself.

BILLIE

Well, I like Jack. He saves me a lotta leg work.

LEVY

I'm just tellin' ya... your career ain't gonna go no farther than Harlem with that guy.

BILLIE

And what do you suggest I replace him with?

LEVY

Come work with me. Listen... I'm a club owner. With my connections -- I can take you places all over the world. Starting with gettin' ya out of Harlem for awhile. A friend of mine has a club in Manhattan...

INT. CAFE SOCIETY - DAY

SUPER: "CAFE SOCIETY - MANHATTAN - 1939"

Billie stands next to the piano where Teddy sits as they rehearse. ABEL MEEROPOL -- A mid-thirties, short, thin, dark haired white man with a thin moustache and wearing a tweed suit walks in. He's pointed to Billie way by the bartender. He's holding a sheet of paper as he approaches Billie. She notices him and stops the rehearsal.

BILLIE

What can I do for you honey?

ABEL

Yes ma'am. Um, Ms. Holiday. I'm Abel Meeropol.

He extends his hand to her. She looks at his hand then the paper in his other then doesn't shake his hand.

BILLIE

How are you Mr. Meeropol?

He withdraws his hand then wipes it on his coat.

ABEL

Ms. Holiday I-I won't take up much of your valuable time. I have a poem that I'm hoping you would consider singing.

He reaches into the inside of his coat and pulls out a folded piece of paper then nervously offers it to her. She raises an eyebrow and reluctantly takes it. She scans the paper, frowns, shakes her head in confusion, then looks at Abel with inquisitive eyes.

BILLIE

These are some strange lyrics...
Abe.

ABEL

It's Abel ma'am. The words come from the most hateful thing one man can do to another.

BILLIE

I don't understand.

ABEL

Well, you see I'm a school teacher and recently I saw a photograph of a crowd watching two Negro men lynched and hanging by their necks from a tree in the South. The photo haunted me for days. The indignity and inhumanity to just murder someone like that with no crime committed, without even a trial -- right here in the United States of America. The humiliation of making it a public spectacle -- and with children watching. I get sick just thinking about it. So, I wrote this poem to express my feelings. It's called "Strange Fruit". I-I'm not looking for any money from it ma'am. I just want you to have it. And sing it to the world... as only you can.

INT. CAFE SOCIETY - NIGHT

The club is dark, It's a packed house but the audience is silent. Then suddenly a white spotlight shines onstage revealing only Billie's face. Her eyes are closed and remain closed through the entire song. Three white men in dark suits and hats walk in the club unnoticed. They separate and move about the club. They are F.B.I. Agents. Billie leans her head slightly to one side, lifts her chin and begins to sing "Strange Fruit"

BILLIE

(singing)

"Southern trees bear strange fruit
 Blood on the leaves and blood at
 the root
 Black bodies swinging in the
 southern breeze
 Strange fruit hanging from the
 poplar trees
 Pastoral scene of the gallant south
 The bulging eyes and the twisted
 mouth
 Scent of magnolias, sweet and fresh
 Then the sudden smell of burning
 flesh
 Here is fruit for the crows to
 pluck
 For the rain to gather, for the
 wind to suck
 For the sun to rot, for the trees
 to drop
 Here is a strange and bitter crop"

As she finishes the song she opens her eyes, looks into the crowd. We see the audience reaction. Many are emotionally moved; an elderly black man sits -- holding his hat with tears in his eyes, he bows his head as a single tear drop falls from his face onto the floor. The feds walk around the club, then stand at the front door. She watches them watching her as the audience applauds loudly. One fed tips his hat to her as they leave the club.

INT. EBONY CLUB - DAY

SUPER: "TWO WEEKS LATER"

Billie sits next to Levy in his booth.

BILLIE

They havin' management problems at
 Cafe Society.

(MORE)

BILLIE (CONT'D)

I just can't wait around for 'em to figure it out. I gotta keep workin' John.

LEVY

Okay. Well, Artie Shaw still wants you... I like the offer. Ya get to tour with a good band and get your name out across the country.

BILLIE

That guy... he knew I'd leave Basie sooner or later... Alright -- let's do it.

LEVY

Okay. The tour's gonna start from here... In Manhattan.

EXT. CITY STREET - DAY

SHOT OF STREET SIGN AT CORNER OF 8TH AVENUE AND 45TH STREET.

EXT./INT. LINCOLN HOTEL - DAY

The towering 27 floor Lincoln Hotel is in the background. Artie and Billie exit a tour bus that's parked in front of the hotel entrance. Billie shades the sun from her eyes with her hand. From inside the hotel, a short, balding white man in a dark suit hustles out and approaches them.

HOTEL MANAGER

I'm JOHN HORGAN, the hotel's general manager. I'm sorry miss; but, you can't enter through the front lobby.

BILLIE

You're kiddin' right?

JOHN HORGAN

I'm afraid not miss. It's hotel policy. No coloreds are allowed in the hotel... other than the help.

ARTIE

You must be able to make an exception here. Do you have any idea who this is?

JOHN HORGAN
It doesn't matter sir.

Horgan signals for the black bellboy assisting with unloading the bus to come over.

JOHN HORGAN (CONT'D)
LOUIS here will escort you inside miss.

Billie looks at Artie with her mouth ajar in disbelief. Artie gestures with his head for to go with the bellboy. As Louis picks up the suitcase tagged "Billie."

LOUIS
Right this way ma'am. Louis carries Billie's suitcase and Billie follows him to the side of the hotel to a door marked "SERVICE ENTRANCE".

BILLIE
This is a damn shame. I feel like I'm in Mississippi instead of New York. And they got the nerve to name this fuckin' place after Abraham Lincoln!

They walk through the kitchen then into a freight elevator then to a room door marked "HOTEL STAFF". Louis opens the door to a room the size of a jail cell with a single bed, an end table and a lamp.

BILLIE (CONT'D)
Wow. What a fancy setup... goes right along with the rest of this bullshit.

LOUIS
I'll be back to get you when they are ready for you ma'am.

BILLIE
What time does the bar open?

LOUIS
At one o'clock ma'am.

BILLIE
Thank you.

LOUIS
I would be happy to bring you your drink when you're ready to order.

BILLIE
Bring me my drink?

LOUIS
Yes ma'am. Negroes are not allowed
in the bar area Miss Holiday.

BILLIE
So, you do know who I am? Well,
where the hell am I that I can't
come through the front door or go
drink at the bar? This is fuckin'
New York City.

LOUIS
Yes ma'am. But, this is a whites
only hotel.

He exits and quietly shuts the door.

INT. LINCOLN HOTEL - LATER

Billie sits in the tiny room looking out of place wearing a
satin tangerine dress with a row of white gardenias in her
hair as she waits to perform. Suddenly there's a knock on the
door.

LINCOLN HOTEL/KITCHEN - MOMENTS LATER

Billie and Artie enter wearing their stage clothes as black
kitchen workers scurry around looking to see who they are. As
Billie and Artie exit the kitchen the bar is in view where
Artie's band members drink, chat and laugh. Billie pauses,
looks at them, rolls her eyes then takes a deep breath. The
bellman urges Billie and Artie to move forward through the
lobby.

ARTIE
Billie, I know this is tough for
you.

BILLIE
Artie, you don't know the half of
it. You should see the room they
put me in. Actually it's more like
a damn closet.

ARTIE
Well, I know that its unfair and I
did my best to express my
disappointment and disagreement to
the manager...

(MORE)

ARTIE (CONT'D)

But, Billie this show is being sent out live nationwide. It gives us exposure to a huge audience.

BILLIE

I get it Artie. You got nothin' to worry about. It's gonna take a lot more than a whites only hotel to get me down.

LINCOLN HOTEL/BALLROOM - MOMENTS LATER

Billie stands in the middle of the band stand. Her facial expression shows her depressed mood. Artie and his band are behind her. The audience is mostly hotel guests.

RADIO ANNOUNCER (O.S.)

Hello radioland. You're listening to Station WHJZ, New York. I'm your host Milton Cross. Today's show is brought to you by Packard Motor Cars.

(SOUND OF CAR HORN)

RADIO ANNOUNCER (O.S.)

Just ask the driver who owns one. Once again, we bring to you to best music the world has to offer. And I won't be made a liar today.

(DRUMBEAT)

RADIO ANNOUNCER (O.S.)

Because onstage, right now, live from the fabulous Lincoln Hotel in New York City is the incomparable Artie Shaw and his orchestra.

Artie faces the band, waves his baton then the band begins a soft intro melody.

RADIO ANNOUNCER (CONT'D)

And featuring one of today's top singers: Miss Billie Holiday.

Artie nods to Billie. She begins to sing "Loverman".

BILLIE

(singing)

"I don't know why but I'm feeling so sad

(MORE)

BILLIE (CONT'D)

I long to try something I never had
 Never had no kissin'
 Oh, what I've been missin'
 Lover man, oh, where can you be?
 The night is cold and I'm so alone
 I'd give my soul just to call you
 my own
 Got a moon above me
 But no one to love me
 Lover man, oh, where can you be?
 I've heard it said
 That the thrill of romance
 Can be like a heavenly dream
 I go to bed with a prayer
 That you'll make love to me
 Strange as it seems
 Someday we'll meet
 And you'll dry all my tears
 Then whisper sweet
 Little things in my ear
 Hugging and a-kissing
 Oh, what I've been missing
 Lover man, oh, where can you be?"

After the song is finished Billie walks off stage with her head held high.

LINCOLN HOTEL/BILLIE'S ROOM - MOMENTS LATER

Billie is dressed in her stage clothes sitting on the bed. She lights a cigarette, takes a draw, opens a fifth of bourbon then takes a big swallow straight from the bottle. As she waits to sing again -- she leans forward holding the bottle in one hand and a smoldering cigarette in the other.

EXT. CHICKEN BONE BEACH - DAY (ATLANTIC CITY)

SUPER: "ONE MONTH LATER"

Billie and her friend CARMEN MCRAE are among a group of young men and women sitting on the sand sharing a bottle of whiskey and smoking weed. IRENE is the only white person in the group.

JIMMY MONROE and another young black man -- BUBBA walk along the pier. Jimmy is a strikingly handsome, playful, slick-talking, wanna-be gangster. Bubba is a tall, wide shouldered imposing figure of few words. He's like Jimmy's shadow -- follows him everywhere.

Jimmy spots the group, he and Bubba join in. Billie sings a song as a male friend hums the instrumental. Others snap fingers and clap. Billie takes a draw from the joint. Jimmy bobs his head to the improvised music. When the song ends he claps loudly then walks up to Billie.

JIMMY

You're her. You're Billie Holiday.

BILLIE

Well, that's the name that appears on the marquee every now and then.

The small crowd laughs. Billie smiles.

JIMMY

And you sing with Artie Shaw's orchestra... right?

IRENE

Not any more she don't. Billie here is a free agent now. Kicked Artie to the curb.

JIMMY

Is that right? So, it's just Billie Holiday now?

BILLIE

Just lil' ol' me. Sit a spell baby. You got any vocals?

JIMMY

Oh, no-no. I don't sing. I'll leave that to the professionals. At least the beautiful ones... I'm Jimmy Monroe.

He takes her hand in his and gently kisses it. She pulls it away.

BILLIE

I'm Eleanora, but you can call me Billie.

JIMMY

What happened with Artie? You all were like magic.

BILLIE

Well Jimmy, another Jim got in the way... Jim Crow.

(MORE)

BILLIE (CONT'D)

The white crowds on the road
couldn't deal with a colored girl
singin' with a white band. The
harassment wasn't worth it. So, I
left 'em in Kentucky.

JIMMY

Oh well, their loss and our gain.
So, what's a pretty gal like you
doing out here without a fella
holding onto ya hand?

BILLIE

You are a charming one Jimmy
Monroe. I don't take my fella
everywhere I go.

JIMMY

Well, if Jimmy was your guy, I
wouldn't let ya out of my sight --
no way, never.

CARMEN

Jimmy Monroe? Ain' you one of Dutch
Schultz' boys?

IRENE

Yeah, you a real hustler 'round
here.

BILLIE

Oh really? Is that so Jimmy
Monroe? You do business with the
Dutch? Are you a hustler Jimmy
Monroe?

JIMMY

Ms. Eleanora Billie Holiday. I can
be whatever you want me to be.

BILLIE

Well, Mr. Monroe. It just happens
ta be that I like bad boys.

They stare hungrily at each other for a beat. He breaks the
moment with a hearty laugh then everyone around them laughs
too.

INT. NIGHTCLUB - DAY (HARLEM)

Billie and Jimmy sit at a table. He's dressed in a black
suit, she in a knee length, off-white dress. They're
surrounded by musicians, friends.

All drinking, celebrating the nuptials. The club owner walks to the group with a bottle of champagne and pours everyone a glass.

CLUB OWNER

Billie girl, you sure know how to surprise an old man. Knocking on my door with an entourage and tellin' me you just got married.

BILLIE

Yeah Harry. This is a new Billie Holiday... I mean Billie Monroe.

JIMMY

That's right Baby Girl. You're a Monroe now.

BILLIE

And don't you forget it daddy.

The club owner raises his glass to propose a toast.

CLUB OWNER

To a long life and long lasting love. To the Monroes!

EVERYONE

The Monroes!

Billie takes a drink then kisses Jimmy passionately.

BILLIE

Jimmy, my man... I feel a song coming on.

JIMMY

You said what Babygirl?

BILLIE

I said I feel a song coming on.

JIMMY

You got a song for lil' ole' Jimmy?

BILLIE

Oh, I got a song and a whole lot more for lil' ole' Jimmy. Billie takes the stage then eases into the love song "The Very Thought of You" singing to her new husband.

BILLIE (CONT'D)

(singing)

"The very thought of you
And I forget to do
Those little ordinary things
That everyone ought to do
I'm livin' in a kind of daydream
I'm happy as a queen
And foolish though it may seem
To me that's everything
The mere idea of you
The longing here for you
You'll never know
How slow
The moments go
Till I'm near to you
I see your face in every flower
Your eyes in the stars above
It's just the thought of you
The very thought of you, my love"

INT. HOTEL ROOM - NIGHT

Jimmy and Billie sit on a bed in a dimly lit room. She's wearing a white lace negligee. He wears black silk pajamas. He picks up a thin long stemmed wooden smoking pipe and puts some tar-like chunks of opium in the tiny bowl on the top.

BILLIE

What's that daddy?

JIMMY

We call it Auntie Emma. It relaxes me.

Jimmy lights the pipe, inhales and slowly blows smoke into Billie's face. He gestures for her to take the pipe. She does without hesitation, she makes eye contact with him as she inhales. She coughs then gains control. She leans back on the bed as the drug moves through her. He takes the pipe out of her hand then slowly climbs on top of her and lifts up her gown.

INT. HOTEL ROOM - LATER

Billie lies awake next to a sleeping Jimmy. She turns the lamp on, sits up and lights the pipe that sits on the night stand. She inhales the drug, sits back closes her eyes and smiles.

EXT./INT. HOTEL SHERMAN - NIGHT (CHICAGO)

It's raining outside the hotel. Inside; in the lounge, Billie performs on stage with Lionel Hampton's Big Band. Jimmy stands backstage outside a door with a "CLUB MANAGER" sign on it. Next to him is the manager. Bubba stands on the other side of the manager pressing his gun into the manager's ribs.

INT. HOTEL SHERMAN/INSIDE MANAGER'S OFFICE - MOMENTS LATER

The manager sits tied down to his chair with his mouth gagged.

INT. HOTEL SHERMAN/LOUNGE - MOMENTS LATER

Jimmy and Bubba hurriedly walk toward the exit. On his way out Jimmy makes eye contact with Billie onstage.

EXT. CITY STREETS - DAY (LOS ANGELES)

SUPER: "TWO DAYS LATER"

SERIES OF SHOTS: LOS ANGELES LANDMARKS

- A) THE HOLLYWOOD SIGN
- B) COASTLINE WITH PALM TREES
- C) THE HOLLYWOOD BOWL MARQUEE

EXT. CITY STREETS - TAXI - MOVING - DAY (LOS ANGELES)

Jimmy and Billie ride in back seat of a taxi. Billie's head hangs out of the window -- she looks excited. Jimmy smiles as Duesenbergs, Speedsters and convertible Packards cruise up and down the street.

INT/EXT. CAFE MOON NIGHTCLUB - NIGHT (LOS ANGELES)

Jimmy sits front row as Billie performs. Jimmy glances around then locates the club owner who is giving directions to club staff near backstage curtain. Jimmy signals Bubba and they converge on the club owner. Bubba coaxes him with his gun toward the manager's office at the rear of the club.

As Jimmy and Bubba walk behind the owner they are surprised from behind by two large white BOUNCERS with guns drawn.

BOUNCER #1

(Pressing gun to back of
Bubba's neck)

If you shoot him, we shoot both of
you. Drop the gun and you live. You
don't, and I mean right now -- you
die where you stand.

Bubba's GUN makes a loud THUD as it hits the floor. The club owner turns towards them and gives Bouncer #2 a nod. Then the bouncers push Jimmy and Bubba inside the manager's office. The door shuts then a third large white bouncer enters the office slamming the door behind him.

From outside the door repeated sounds of FISTS PUNCHING FLESH and MEN MOANING IN PAIN is heard. The door opens and Bouncer #1 drags Jimmy's limp body by the shirt collar through the doorway, Bouncer #2 drags Bubba out. Both of Jimmy's eyes are swollen and blood streams from his nose. Bubba's eye is swollen shut and his lip is split open -- he's spitting out blood. Both are breathing heavily, their suits are blood stained and dishevelled. They are dragged to the back door of the nightclub then thrown head first into a dark alley. They tumble on the graveled ground landing awkwardly next to each other.

INT./EXT. CAFE MOON NIGHTCLUB - CONTINUOUS

As Billie's song ends, she's escorted off stage by two bouncers, hurried to the rear exit door then hurled into the alley toward Jimmy. She stumbles forward like she's running on ice. Jimmy catches her before she falls as the door slams behind them. She's startled when she sees his swollen eyes and bloody nose.

BILLIE

They said you tried to rob the
place.

Jimmy holds a blood-stained handkerchief to his bleeding nose.

JIMMY

I, uh, well, we...

BILLIE

Awww, shut up! How in the hell am I
gonna get booked in a decent club
if you try to rob 'em at the same
time?

JIMMY

It worked the last time.

BILLIE

Well, it damn sho' didn't work this fuckin' time. You almost got us killed in there!

JIMMY

Us? Me and him the only ones all fucked up!

BILLIE

I'd left yo ass in New York if I knew this is what you were up to. You need to get a better fuckin' hustle than that! Does Dutch know you're doin' this kind of shit?

She continues to scold Jimmy as the trio walk down the alley fading into the darkness.

INT. DINER - DAY (HARLEM)

Billie sits at a table with a few musicians. The men sip coffee, she walks to a gold illuminated jukebox, scans the options, sees her name and smiles then chooses Glenn Miller's "Chattanooga Choo- Choo". She puts a coin in the jukebox then turns to see Jimmy entering. He hangs up his hat and overcoat then sits with the group and Billie sits on his lap.

JIMMY

Babygirl, Cali was fun, but ain't no place like Harlem, USA.

BILLIE

Where you been Jimmy Monroe? I been waitin' for ya all afternoon.

JIMMY

Well, Mrs. Monroe, I have been out wheelin' an' dealin' for you.

BILLIE

Well?

JIMMY

Well what?

BILLIE

Well, what ya come up with?

JIMMY

Oh, Babygirl. We just got back in town. It's gonna take some time. Folks just got to know Billie Holiday is back in town and they will come breakin' down the door.

Billie stands and slides into the seat across from him. She has an attitude, but her demeanor is cool.

BILLIE

Really? Well, while you was wheelin' an' dealin' for Billie, Lester got me booked at the Cotton Club.

JIMMY

Oh yeah? Lester did that?

BILLIE

Yeah, he did that. An' It's for tonight. So, if you would excuse me Mr. Monroe, I have some shopping to do. Fellas, I will see you in a few hours.

Billie grabs her fur and purse then turns to leave. Jimmy grabs her wrist as she's passing him. She stops and yanks her arm away. He jumps up to square up with her. But, she stands firm, staring him in the eye. He steps back, chews on a toothpick and lets her pass. She puts her sunglasses on and walks away. She shoves the door open causing the door chime to jingle uncontrollably.

INT. SADIE'S APARTMENT - NIGHT

Billie sits on the couch smoking a cigarette with a glass of bourbon. She glances at the clock. It's just past 3 AM. The door bursts open, Jimmy stumbles in. He walks towards her with his arms out. She stands, notices the lipstick on his collar, then pushes him back and walks away as he lands awkwardly on the couch and immediately falls asleep.

BILLIE

I don't even need to ask.

INT. SADIE'S APARTMENT - DAY

SUPER: "NEXT DAY"

Sadie enters the kitchen carrying a paper bag of groceries. A radio comedy show is heard from another room. Her face frowns as she sniffs the air. A LOUD THUD comes from the back room. She walks towards the sound. The audience laughter from the radio is louder. She pushes open the door and sees Jimmy lying on the floor face up in his own vomit, his body shaking with an opium pipe in his hand. She's shocked as she backs out of the room with her hand over her mouth. She screams for Billie.

SADIE

Eleanora!

INT. SADIE'S APARTMENT - LATER

Billie and Jimmy enter the dimly lit apartment. Sadie stands at the kitchen doorway drying her hands on a towel.

BILLIE

Hi Mama. The hospital says he's gonna be alright. Just needs to rest some and get his strength back.

SADIE

Humph. That's not all he needs to do.

BILLIE

Not now Mama.

SADIE

Yes, now Eleanora. I don't want THAT in this house. I don't want HIM in this house. He's got to go. He's killing himself and you along with 'em. It's one thing to take himself to the gutter, but Lord knows I'm not going to be a willful participant in watching you go down with 'em. He's got to go.

BILLIE

Mama, he's just not strong enough to do anything tonight. We'll talk in the morning.

SADIE

No, we won't. 'Cause he won't be here in the morning.

(MORE)

SADIE (CONT'D)

Now Jimmy, I've taken the liberty
of packing your suitcase.

Sadie produces a suitcase from the kitchen and sets it at the
front door.

SADIE (CONT'D)

You need to be on your way now.
Eleanora don't need this kind of
influence in her life. She don't
know nothin' about that dope and I
don't intend on seeing her laid out
on the floor like I had to see you!

BILLIE

Mama, now that's enough. Jimmy
ain't goin nowhere.

JIMMY

(slow and slurring)
Yeah mama. Jimmy ain't going
nowhere.

SADIE

You gonna get up outta here! I
don't plan on burying my daughter
today! Or tomorrow! So I'm going to
need you to leave my house... Right
now! Leave her be! She's had enough
heartache.

JIMMY

Heartache? Mama Sadie, the only one
around here with a broken heart is
your old, lonely behind.

SADIE

(looking at Billie)
You gonna let this fool talk to me
like that?

JIMMY

Where's your man Sadie? Anybody
seen Clarence? I ain't seen
Clarence. I ain't never seen
Clarence.

BILLIE

Mama, Jimmy, that's enough! Now
it's late and everyone's temper is
a little high right now.

SADIE

No, he's high. I'm just mad that you let this fool rule over you like this. You don't need this Eleanora. You are a star. You don't need him. Now tell him to go.

BILLIE

Mama, I will not tell him anything like that.

SADIE

Eleanora, ya need to leave this trash in the garbage where you found it!

BILLIE

Mama, Jimmy is my husband. And if he leaves, I'm going with him.

Sadie moves towards Billie slowly with intent in her eyes.

SADIE

You want to go? You want to wind up dead in your own vomit? You want to dope away all you have worked for, all that WE have worked for and all you're worth? Then you go too. And take your trash with you.

Sadie throws the towel at Jimmy and stomps out of the room.

JIMMY (O.S.)

(shouting)

Sadie, I would tell ya how much I'm gonna miss ya, but I'd be lyin'!.

EXT. SADIE'S APARTMENT - MOMENTS LATER

Jimmy walks out the front door unsteadily down the stairs with his suitcase in hand. He throws the suitcase in the backseat of a parked Lincoln convertible. Billie emerges from Sadie's, gets into the passenger side of the car then looks at Jimmy. His head is laying on the steering wheel, his mouth drops wide open and he begins to snore. Billie sits back exasperated.

BILLIE

I'll drive.

EXT. SADIE'S APARTMENT - CONTINUOUS

Billie is behind the wheel as Jimmy slumps in the front passenger seat asleep with his head against the window. She looks at the ignition switch -- there's no key in it. She goes through Jimmy's pockets; pulls out a cigarette pack, folded money - stuffs the money in her bra, pulls out a napkin with the name "Lola" and a phone number written on it. She shakes her head in disgust, pulls the car keys from his pocket, gets out of the car, throws Jimmy's suitcase on the sidewalk, opens the passenger door, slides Jimmy out onto the curb as he sleeps. He awakens as she slams the door, she runs to the other side of the car, starts it up and drives away.

JIMMY

Hey, That's my car!

INT. HOTEL ROOM - NIGHT

Billie sits in an open window wearing a silk robe, smoking a cigarette and writing in a notepad as she watches the traffic outside. She takes a long drag on the cigarette, with a saddened face she looks at the notepad then reading from it she sings "Don't Explain".

BILLIE

(singing)

"Hush now, don't explain,
Just say you'll remain,
I'm glad you're back,
Don't explain"

INT. EBONY CLUB - DAY - CONTINUOUS

Billie continues singing "Don't Explain" on stage in a dark room. She's wearing a black satin dress, diamonds sparkle on her ears under the spotlight. A pianist -- BOBBY TUCKER -- plays softly behind her. He's mid-twenties, tall and thin.

BILLIE

(singing)

"Quiet, don't explain
What is there to gain
Skip that lipstick
Don't explain
You know that I love you
And what endures
All my thoughts of you
For I'm so completely yours
Cry to hear folks chatter
And I know you cheat
Right or wrong, don't matter

(MORE)

BILLIE (CONT'D)

When you're with me, sweet
Hush now, don't explain
You're my joy and pain
My life's yours, love
Don't explain"

As the song ends the room slightly illuminates to reveal a nearly empty Ebony Club. Levy is the only other person in the club. He claps his hands loud and slow.

BILLIE (CONT'D)

That's a good one Bobby. Let's put
that in the routine.

Levy motions with his head for Billie to join him. She slowly walks to his booth and sits next to him.

LEVY

Those lyrics sounded personal. You
write it?

BILLIE

Yeah, I wrote it... for that no
good husband of mine. I've had more
than enough of his bullshit.

LEVY

Uh. Hugh, I figured as much.
...Thought it would be just a
matter of time... 'cause he's just
not in your league doll.

BILLIE

Come to think of it... you're
right. I deserve better than that.
I'm through with goddamned losers.

LEVY

Let's drink to that. I know you
prefer bourbon and I have some
great, vintage stock in my office.
Will you join me?

BILLIE

Sure.

They stand and walk toward a door behind Levy's booth.

LEVY

That's a beautiful dress - did you
pick it out?

BILLIE

Thanks John. As a matter of fact --
I did.

They step inside a lavishly decorated office with wood grain walls and leather chairs. Sitting on the large wood and leather desk is a bottle of bourbon and two "rocks" glasses.
(Levy prepared for this.)

He approaches the desk, she follows.

LEVY

Allow me to pour you some of the finest bourbon ever made: Pappy Van Winkle's Reserve. A fine drink for a fine woman.

BILLIE

Humm.

He half-fills both glasses, hands her one as he lifts his glass to propose a toast as they stand by the desk.

LEVY

To your new freedom.

BILLIE

I'll drink to that.

They both down their drinks and Levy quickly pours more.

LEVY

You're a beautiful, spectacular woman with a special aura that surrounds you.

BILLIE

Oh, Really?

LEVY

That's right. What you need is a real man that can handle a woman like you.

BILLIE

And, just where am I gonna find one?

LEVY

You already know the answer.

As they are standing facing each other; he takes her glass and sits it on the desk with his, grabs her around the waist while pulling her close, kisses her on the neck then grabs her butt with both hands, turns her around, lifts her dress up from the back then thrusts himself into her repeatedly.

INT. SADIE'S APARTMENT/BEDROOM - DAY

Billie awakens in bed.

SERIES OF SHOTS:

- A) Billie in bathroom brushing her teeth.
- B) Billie at kitchen table eating breakfast with Sadie.
- C) Billie in mirror fixing hair.
- D) Billie in mirror applying lipstick.
- E) Billie putting on a dress.

EXT. SADIE'S APARTMENT - DAY

Billie hails a taxi and gets in.

Ext. CITY STREET - DAY (NEW YORK)

Billie exits the taxi on 7th Avenue, walks into Macy's Department Store and into the women's clothing section.

INT. MACY'S DEPARTMENT STORE - CONTINUOUS

MONTAGE: BILLIE SHOPPING

Billie looks at herself in the mirror wearing several dresses of different styles and colors.

END MONTAGE

INT. MACY'S DEPARTMENT STORE - CONTINUOUS

Billie has a few dresses over each of her arms as she talks to a saleswoman.

BILLIE
I'll take this one now and I'll
come back for the rest.

Billie exits the store carrying a large bag, hails a taxi and gets in.

INT. EBONY CLUB - NIGHT

Billie sits next to Levy in his booth. Among two of Levy's Latin hookers that are wearing low cut tops and skirts with high leg splits, a uniformed policeman and a black couple. Billie speaks to the black woman next to her.

BILLIE
Girl, they havin' a big sale at
Macy's. I had to hold myself back
from tryin' to buy the whole store.

LEVY
Well, I'm gonna have to leave you
good folks for awhile. The waitress
will come around shortly to refresh
your drinks.

Levy and the two hookers stand then Billie stands and speaks to Levy.

BILLIE
Daddy, I need some money for
shopping.

Levy turns to Billie then punches her in the face, she falls back onto the black woman. The black man starts to get up, his woman puts her arm across him to hold him down, the policeman looks away.

LEVY
Don't ever ask me for money in
public! Now, get back to work.

Levy leaves with the hookers, the cop follows, the black woman tries to console Billie by holding her shoulder, Billie removes her hand and walks away.

INT. EBONY CLUB - NIGHT

SUPER: "LATER"

Billie has just finished a song. She looks into the audience;

there's a flickering glow at each table from small candles. All the audience faces are blurred -- except for one. In the corner of the front row the face of a dark skinned man comes into focus. It's Joe Guy smiling, dressed in a black suit. Billie recognizes him, smiles, picks up her mink, then steps down from the stage to join him.

BILLIE
(as she sits)
Hi Joe. How ya been?

JOE
Hi Lady. I been doin' alright.

BILLIE
It's been awhile. What happened to ya? Oh, I get it... Love 'em 'n leave 'em, huh?

JOE
Oh, no, it wasn't like that at all. I was crazy about you... still am. Hey, that was one wild night we had. Right after that Duke needed a horn for a European tour. I couldn't let that pass me by. Had to get on the ship right away.

BILLIE
Ah, the life of a musician. I know it so well. So, how was the trip?

JOE
It was great to get out an' see some of the world. We played every night all the way to England. I just got back, 'n thought I'd look you up.

BILLIE
Well, welcome back home daddy.

JOE
Hey, let's go back to my place and catch up on old times.

BILLIE
(as she stands)
Last time I was at your place I left walking bow-legged.

JOE
(standing behind her
helping with her coat)
(MORE)

JOE (CONT'D)

That's 'cause you rode me like a horse... All night long.

They both laugh heartily as they fade into the darkness arm in arm.

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

I had a strange appetite for alfalfa after that night.

They both laugh.

BILLIE (O.S.)

Oh, Joe stop. You're nuts, ya know that?

INT. JOE'S HOTEL ROOM - LATER

They enter the small room then waste no time in getting each other undressed. He helps her out of her coat, unzips her dress, she unbuttons his shirt, it falls to the floor then followed by his pants. They stand facing each other in their underwear, she puts her arms around his neck, kisses him deeply. He pulls her close to him.

JOE

I got something to make it better this time.

BILLIE

What is it daddy? My muffin is burnin' hot for you now.

Joe picks up his coat from the floor, reaches in a pocket, pulls out a bronze looking metal cigar tube. Billie looks at him with curiosity. He unscrews the top and pours out two small red balloons tied in a bubble at the bottom.

JOE

(holding the balloons up
between two fingers)
Have you ever rode the white horse?

BILLIE

I like ridin' black horses.
(winks)
Why not. I've tried everything else.

JOE

(smiles)
It's a better high than anything you've ever had.

BILLIE
 (in a sultry, seductive
 voice)
 Okay daddy, give it to me.

Billie sits on the bed, Joe reaches under the mattress and pulls out a brown leather pouch containing his "junkie outfit" -- a small steel syringe, small glass eye dropper, silver teaspoon, white candle and a rubber tube.

SERIES OF SHOTS: JOE INTRODUCES BILLIE TO HEROIN

- A) Joe tying rubber tube around Billie's bicep.
- B) Pouring white powder from red balloon.
- C) Dripping water onto spoon.
- D) Holding spoon over candle.
- E) Drawing liquid into syringe.

Joe kneels next to Billie, holds her tied arm in one hand and syringe in the other.

JOE
 Just relax your arm Lady. You'll
 feel a little pinch then go to
 paradise.

Billie's tied arm shows a raised vein in the middle then a needle point goes into it. She sighs and her eyes slowly close as the drug takes effect.

Joe gently guides her to the bed, removes her underwear, then slides on top of her and whispers in her ear.

JOE (CONT'D)
 (whispering)
 Now, I'm in control.

She wraps her arms around him and whispers back.

BILLIE
 (whispering)
 Yes daddy.

INT. SADIE'S APARTMENT/KITCHEN - DAY

Irene sits as Sadie serves her breakfast. Billie enters.

IRENE
Thanks Ms. Sadie.

Billie sits across from Irene.

IRENE (CONT'D)
You sure are knocking on dawn's
door.

BILLIE
You judgin'?

IRENE
No ma'am. I would be the last
person to do that. You just don't
look so good Lady.

BILLIE
Well, I feel fine.

Sadie places a cup of coffee and a plate in front of Billie. Billie watches Sadie as she turns her back returning to the stove. Billie pulls out a small envelope and quickly empties the white powder contents into her coffee. Irene watches her then leans in to Billie.

IRENE
(whispering)
What's that you put in the coffee?

BILLIE
Well, Renie it's just a little
taste of somethin'.

Billie takes a sip. Irene keeps watching her. Sadie speaks with her back turned to them.

SADIE
What it is Ms. Irene is that stuff
that makes her act strange.

BILLIE
Oh, Mama, it don't hurt me none.
Just calms me down after being
wound up all night.

SADIE
If ya came home at ah decent hour,
ya wouldn't be wound up or need
nothin' to wind ya down.

Billie waves her off as Irene keeps watching her. Suddenly Billie bounds from the table to the bathroom and barely makes it to the commode before vomit explodes from her mouth. Sadie stands outside the opened bathroom door.

SADIE (CONT'D)

I calm down the way normal folk do.
I read scripture. An' maybe even
listen ta some good old gospel on
the speaker box... Ought to try it
sometime.

Sadie turns to walk away.

SADIE (CONT'D)

(walking away)

Ain't never heard of nobody
throwin' up after reading the
Bible. No sir, you have not.

INT. BILLIE'S APARTMENT/BATHROOM - MOMENTS LATER

Billie emerges then walks unsteadily to her room.

INT. BILLIE'S BEDROOM - DAY

The room is dark and quiet as Billie lies on the bed staring up at the ceiling. Someone KNOCKS ON THE DOOR. She doesn't respond. Another KNOCK. Then WHISPERING then FOOTSTEPS are heard leaving then returning. Then more KNOCKS. Billie doesn't move, she continues to stare.

IRENE

(outside bedroom door)

Billie, honey, Lester is here to
pick you up. He says you have a
studio rehearsal in 20 minutes. You
want to open up sugar?

Billie doesn't answer, keeps staring. Lester walks to the door.

LESTER

Uh, Lady, we got a rehearsal for
the record label in Midtown. We got
to get there in about 15 minutes.
You okay in there? We really need
to get going now.

Still no answer. We hear SOMEONE TRYING THE LOCKED DOOR HANDLE, VOICES WHISPERING, FOOTSTEPS LEAVING, DOOR CLOSING, STOCKING FEET MOVE TO THE DOOR.

SADIE
(outside bedroom door)
Baby, I sent them away.

BILLIE
Thanks Mama.

Billie gets up from bed, reaches under the mattress, pulls out her "junkie outfit", carefully lines up her tools on the bed, places a tall candle stick in a holder in the middle of the bed then lights it. Immediately, the weight of the candle proves to much for the small holder as the lit candle topples onto the quilted bedspread setting it on fire.

Billie looks startled.

BILLIE (CONT'D)
Oh, shit! What the fuck!

She quickly jumps up, looks around the room, sees a bath towel, snatches it, throws it over the growing flames -- snuffing them out.

BILLIE (CONT'D)
(exhales deep sigh)
Whew... Shiiiiit.

INT. BILLIE'S BEDROOM - CONTINUOUS

SERIES OF SHOTS: BILLIE RESUMES GETTING HER FIX

- A) Breaking candle into a short stub.
- B) Lighting candle.
- C) Tying rubber tube around her bicep.
- D) Pouring white powder from envelope to spoon.
- E) Holding spoon over candle.
- F) Drawing liquid into syringe.
- G) Injects needle into her arm.

INT. BILLIE'S BEDROOM - CONTINUOUS

Billie leans back in the chair smiling, the syringe falls to the floor -- followed by the rubber tube. She slumps in the chair as her chin slowly drops until it touches her chest.

INT. OUTSIDE BILLIE'S BEDROOM - LATER

A light-brown skinned hand knocks on Billie's bedroom door. It's Bobby Tucker.

BOBBY

Hey Lady, time to go -- It's show time.

BILLIE (O.S.)

(faint voice)

Is that you Piano Man?

INT. EBONY CLUB - NIGHT

Levy is sitting in his booth between two dazzling women. He and the women share a joke and laugh. Billie and Bobby enter. Billie's holding a leather leash attached to her boxer dog named Mister. She scans the room then spots Tallulah at the bar then sees Levy who looks up and snaps his fingers towards her. She ignores him and walks to the bar joining Tallulah. Levy looks at her with a mean scowl. Billie and Tallulah stay close to each other, joking and laughing.

BILLIE

Let's go in the back. I need to do somethin' with my hair and face before I go on tonight.

TALLULAH

Girl, I keep tellin' you -- a face like that don't need make-up... So beautiful -- how you gonna improve on perfection?.

BILLIE

Oh Lulah, what am I gonna do with you?

TALLULAH

Hopefully somethin' that ends with an orgasm.

Billie smiles, they take a shot of liquor simultaneously then exit.

EBONY CLUB/DRESSING ROOM - MOMENTS LATER

Billie sits in front of a lighted mirror applying a finishing touch to her makeup, Tallulah paces back and forth rambling on about nothing. There's cocaine on the dressing table.

Billie looks at her hair, fingers through it, picks up the hot hair curling iron from a small rectangular burner, tests the iron's temperature on a towel which emits a plume of black smoke.

BILLIE

That's gonna need to cool off a bit.

Tallulah steps to the table and snorts a line. Suddenly, the door flies open.

LEVY

Tallulah, out!

Tallulah doesn't budge. She snorts another line, rubs her nose then looks at Billie.

TALLULAH

Billie, will you tell this sawed - off, half Negro, half Jew, part time pimp that I ain't going nowhere.

BILLIE

Lula?

TALLULAH

Lula nothin'. Billie don't tell me that you are going to let this so called pimp put me out of your show.

LEVY

You can't be backstage Tallulah. You're what I'd call a distraction.

TALLULAH

Now wait just a fuckin' minute John. You're gettin' way ahead of yourself.

LEVY

Billie, she is not to be backstage. I am your manager, this is a show, and I don't want her back here.

TALLULAH

Talk to me John...

LEVY

Okay, Miss Tallulah Bankhead. I own this mother fuckin' club -- I don't even need a reason to throw your frail, closet dyke ass out on the god-damned sidewalk. Now get the fuck out!

BILLIE

Lula, its okay. Just go have a seat in the club.

Levy and Tallulah have a staring contest. Tallulah breaks it with a sigh of exasperation.

TALLULAH

Humph. Alright. Have a good show Lady. I WILL be waiting for you afterwards.

Billie stands and gives Tallulah a hug. Levy moves aside making room for Tallulah to leave. She walks out slamming the door behind her.

EBONY CLUB/OUTSIDE DRESSING ROOM

Tallulah turns back and listens by the door.

BACK TO INSIDE DRESSING ROOM

Levy turns around and slaps Billie in the face. She falls to the floor. Mister sits up straight and begins to whimper. Levy stands over Billie then kicks her. Pulls her up then punches her.

BACK TO OUTSIDE DRESSING ROOM

Tallulah stands by the door listening. Sounds of FURNITURE SLAMMING, Billie MOANING IN PAIN is heard.

LEVY (O.S.)

(yelling)

Don't you ever take sides against me again! You're my bitch! Don't you ever forget that!.

EBONY CLUB/BANDSTAND

Tallulah rushes to the bandstand with a look of horror on her face. She goes to Bobby, grabs his arm.

TALLULAH

Do something! Bobby do something!
Somebody! He's beatin' her up.

BOBBY

Do what? There's nothing to do.
That's them. That's what they do.

TALLULAH

But, he's beatin' her bad. He's
gonna kill her.

BOBBY

No, he won't. She's his cash cow.
Bobby turns away from Tallulah and
towards the band.

BOBBY (CONT'D)

Alright fellas, let's warm up. The
band reconvenes and begins tuning-
up.

BACK TO OUTSIDE DRESSING ROOM

Tallulah is listening by the door. Carmen approaches her.

CARMEN

She inside?

TALLULAH

Yeah, with her manager slash
boyfriend. He's beatin' the shit
out of her.

Carmen gasps in shock. Levy steps out of the dressing room wiping sweat from his forehead with a handkerchief. Levy and Tallulah exchange angry looks.

BACK TO INSIDE DRESSING ROOM

SHOT OF BILLIE'S HAND SHAKING AS A CIGARETTE TOUCHES HER LIPS

BACK TO BANDSTAND

The band plays without a vocalist Bobby looks toward the dressing room. But no sign of Billie.

BACK TO OUTSIDE DRESSING ROOM

Tallulah and Carmen continue waiting for Billie. Finally, Billie steps out slowly. Carmen and Tallulah look worried. Tallulah takes Billie's chin in her hand and moves her head to get a better look. There's bruises and swelling on her face and her curled hair is uneven.

TALLULAH

Billie, where is your hair?

BILLIE

I burned it by accident. How does it look?

TALLULAH

Burned. There's a plug missing on the side.

Tallulah whispers in Carmen's ear. Carmen nods yes then hurries off. Tallulah walks Billie back into the dressing room.

BACK TO INSIDE DRESSING ROOM - MOMENTS LATER

Carmen returns holding a paper bag. She reaches inside it and pulls out an orchid flower then gives it to Tallulah. Billie sits as Tallulah stands behind her working on her hair.

TALLULAH

Ah, there we go. That should do the trick.

BACK TO BANDSTAND - MOMENTS LATER

The spotlight shines on Billie at the mic with the orchid in her hair. She begins to sing "My Man".

BILLIE

(singing)

"It cost me a lot
But there's one thing that I've got
It's my man
It's my man Cold or wet
Tired, you bet
All of this I'll soon forget

(MORE)

BILLIE (CONT'D)

With my man
 He's not much on looks
 He's no hero out of books
 But I love him
 Yes, I love him
 Two or three girls
 Has he
 That he likes as well as me
 But I love him
 I don't know why I should
 He isn't good, he isn't true
 He beats me, too
 What can I do?
 Oh, my man, I love him so
 He'll never know
 All my life is just despair
 But I don't care
 When he takes me in his arms
 The world is bright
 All right
 What's the difference if I say
 I'll go away
 When I know
 I'll come back On my knees someday
 For whatever my man is
 I'm his forevermore".

When the song ends the room is quiet. Tears streak down Billie's face. Bobby sees the tension in the room and quickly directs the band into a faster tune. Billie looks over at Levy, then exits the stage.

EXT. EBONY CLUB - DAY

A shiny red Trailways bus parks in front of the club. Painted on both sides is " Billie Holiday and her Orchestra". Members of Billie's band load their luggage and instrument cases from the club and into the bus then board it. Levy pulls his yellow Lincoln convertible behind the bus. Billie's in the passenger seat.

LEVY

Okay. I got you booked for Philly and Cleveland. Bobby has the schedule. I'll take a train and meet you in Detroit. Do ya have enough junk to fix 'till then?

BILLIE

I think so John. Just make sure you get there... on time.

LEVY

Shut up. I get there when I get there. Just don't be buyin' dope from strangers. Last thing I need is you gettin' sick on me.

BILLIE

Buy with what? I ain't got no damn money.

LEVY

That's okay. Won't be nothin' wasted that way. Don't worry, I'm payin' for everything. Go on, they're waitin' for ya.

Billie exits the car and walks toward the bus.

MONTAGE: BILLIE AND BAND ON THE ROAD - VARIOUS LOCATIONS

A) Billie sits on a couch in a hotel lobby wrapped in a grey wool blanket, holding a bottle of bourbon.

B) Two members of the band lay in a hotel bed next to each other, two others sleep on the floor.

C) Sadie watches a man paint "Mom Holiday's Cafe" on the front window of her new business.

D) Billie counts out money at a Western Union office.

E) Sadie picks up money at Western Union office.

F) Billie and band at a cafe, Billie pays cashier for everyone.

G) The tour bus sits on the side of the road in the middle of nowhere.

H) Bus gas gauge needle points to "E".

I) A band member enters pawn shop with his instrument case.

END MONTAGE

EXT. EBONY CLUB - DAY

The red bus covered with road dirt pulls up in front of the club. Band members wearing wrinkled, disheveled clothes wearily stumble from the bus then into the club.

Billie steps off looking tired as she leans back to stretch wearing the same dress she left in.

INT. EBONY CLUB - LATER

Billie sits on a stool at the end of the bar, picks up the phone and dials "0" on an old fashioned rotary dial.

BILLIE

Yes operator. I'd like Bradshaw
75567 Thank you... Hi. It's Billie.
Yeah, I'm alright. Just got back
from the road tour to hell. I wanna
see you too. And I really need to
get away for awhile.

EXT. TALLULAH'S MANSION - DAY (BEVERLY HILLS)

Billie's relaxing poolside on a cushioned recliner wearing a white one piece swimsuit with her eyes closed underneath dark sunglasses. Tallulah's six year old nephew MAXWELL (Max) runs out to her and shakes Billie's arm. She opens her eyes, smiles and pulls him into her arms.

Tallulah follows behind with a drink in her hand wearing a black swimsuit with a thin, flowing cover over it.

BILLIE

(to Max)

Hi sugar. I missed you.

MAX

I missed you too. You gonna come
swim with us?

BILLIE

Well, you go on in. I'll come join
you soon.

MAX

Promise?

BILLIE

I promise sweetie.

The boy runs and jumps into the large pool splashing water on the deck.

TALLULAH

He just loves his Auntie Billie.

BILLIE

You know I have a soft spot in my heart for kids.

TALLULAH

The important thing is that the kids know it. And he does.

Tallulah sits on a cushioned stool next to Billie watching Maxwell play in the pool. Two other small boys jump in and join him. Tallulah smiles and waves to them.

TALLULAH (CONT'D)

(shouting to boys)

Boys, make sure you stay on this side. Don't go near the deep end!

A black maid appears and places a sandwich and glass of water on a table next to Billie as she and Tallulah watch the boys play in the pool.

BILLIE

Lula, I want to thank you for inviting me out here for his birthday party. I really needed a break from New York.

TALLULAH

You mean you needed to get away from John. Why do you put up with that little shrimp's bullshit? Billie, it's just bullshit. And you take it like it's okay. You never take anything without a good fight.

BILLIE

All I know is how to take care of me Lula. Been doing it all my life. Nothin's changed. Just another day with a different scene. Trust me, his day will come. But for now, it's the lesser of the two devils I have to deal with... unfortunately, I have to get back there and take care of unfinished business.

TALLULAH

Well honey, you can come here and stay anytime you need to. You know I love you. My home is your home.

Billie smiles. They both take sips of their drinks. Billie stands, puts on her swimming cap, then jumps into the pool right behind the boys. The boys scream, Billie and Tallulah laugh.

EXT./INT. MOM HOLIDAY'S CAFE - DAY (HARLEM)

Billie rushes to the door of her mother's cafe with Mister on a leash, the door chime sounds as she enters. Two diners watch her as she hurriedly walks inside. She spots her aging mother wiping the counter and walks to her.

SADIE

Eleanora, girl is there a fire?

Sadie laughs at herself and stands with one hand on her hip.

BILLIE

No, Mama. I need to talk to you.

SADIE

Well, talk child.

Sadie resumes wiping the counter and picking up plates next to a drunk man sleeping with his head down. She shakes him, he abruptly awakens and stumbles away.

BILLIE

In private Mama.

Billie walks towards the back of the cafe then through a door with a "private" sign on it. Sadie throws down the towel and follows her inside the small storage room.

SADIE

Okay Eleanora, you got my attention. What is it?

BILLIE

Mama, I need to borrow some money.

SADIE

Is that right?

Billie's face shows surprise by her mother's reaction.

BILLIE

Yes Mama, I need some money. John hasn't paid the band in weeks and I need to make sure they're taken care of.

SADIE

Well, what about you?

BILLIE

What about me?

SADIE

Who's taking care of you? 'cause I'll bet a dollar to a dime -- he ain't paid you either.

BILLIE

Awww, Mama.

SADIE

Eleanora, I'm not giving you any of my money.

BILLIE

Any of your money?

SADIE

That's what I said. I'm not giving you a red cent of my money.

BILLIE

Okay Mama, who got you the money for this cafe in the first place? And who comes in with a stack of cash anytime trouble comes your way? And who makes sure the lights and the heat stay on in this empty-ass, hole-in-the-wall? Me, your daughter, your own flesh and blood. Billie Holiday.

SADIE

Well, if you can do all that Ms. Billie Holiday, then you shouldn't need nothin' from me.

BILLIE

Mama, what is this about? I ain't never told you no when you needed anything.

SADIE

And I ain't never asked.

BILLIE

No Mama, you just call me up to let me know so-and-so is at your

(MORE)

BILLIE (CONT'D)

doorstep looking for whatever amount of cash to fix this, or bring that up to some code.

SADIE

And you come to my rescue.

BILLIE

Yeah mama, that's what I do. I come to your rescue. And now I need you to return the... I just need a little money to get through the week.

SADIE

You mean you need a little money to shove something up your nose. Or stick into your arm or your leg or wherever else you can stick it. I ain't givin' you no money Eleanora! Call it me coming to your rescue.

BILLIE

You wouldn't be nothin' without me old lady! Come on Mister!

Billie storms out of the room and through the cafe pulling Mister behind her. Sadie follows. Billie stops, turns to face Sadie as she opens the front door.

BILLIE (CONT'D)

You's just a miserable, dried up, ole bitty. God bless the child that's got his own! God bless the child! Don't you ever ask me for shit!

SADIE

Don't you walk out of here cussin' at me like that!

Billie and Mister exit, she quickly hails a taxi.

INT. EBONY CLUB - DAY

Billie's onstage in an empty club. She begins to sing "God Bless The Child (that's got his own)"

BILLIE

(Singing)

"Them that's got shall have Them
 That's not shall lose So the Bible
 says
 And it still is news
 Mama may have
 Papa may have
 But God bless the child that's got
 his own
 That's got his own
 Yes the strong get smart
 While the weak ones fade
 Empty pockets Don't
 Ever make the grade
 Mama may have
 Papa may have
 But God bless the child that's got
 his own
 That's got his own
 Money
 you've got lots of friends
 They're crowding 'round your door
 But when you're gone
 And spending ends
 They
 Don't
 Come no more
 Rich relations give
 Crusts of bread and such
 You can have yourself
 But don't take too much
 Mama may have
 Papa may have
 But God bless the child that's got
 his own
 That's got his own
 Here just
 Don't worry 'bout nothin'
 'Cause he's got his own
 Yes, he's got his ownnnn".

EXT./INT. JOHN LEVY'S CAR - LATER

John Levy's car pulls to a stop in front of Sadie's apartment. John's driving, Billie's in the front passenger seat.

LEVY

I got ah few things lined up on the West Coast.

BILLIE

Okay. Whereabout on the coast?

LEVY

For now... just California. L.A.
an' Frisco... some other things are
in the works.

BILLIE

Okay. When do we open?

JOHN LEVY

December 31st. That's for two
nights.

BILLIE

John, that's New Years Eve. I'd
rather be home... there's nothin'
like Harlem on New...

JOHN LEVY

Shut the fuck up! I made 'em pay
more for the holiday. Get out -- I
got things to do.

INT. BILLY BERG'S NIGHTCLUB - HOLLYWOOD - NIGHT

Happy New Year banners hang from the walls, above the
bandstand a large banner reads "Performing Tonight Billie

Holiday". Ribbons dangle from the ceiling and colored
balloons are everywhere in the festive club which is packed
with a racially mixed crowd of partygoers. They're jubilantly
celebrating the upcoming the new year and dancing to 1940's
jazz. Many are wearing paper party hats, blowing noisemakers
and wishing each other happy new year. Billie is wearing a
royal blue satin dress as she and band members laugh and
drink in a small private room inside the club.

BILLIE

(to Bobby)

Let's head to the kitchen. I hear
that's where the action is. I need
somethin' other than alcohol to get
my head where I need it to be.

BOBBY

We don't know any of these West
Coast people and I don't trust 'em.

BILLIE

Awww, stop bein' so paranoid. We got another set to do soon. So, let's go. Lead the way.

Bobby reluctantly complies and hands Billie her purse, helps her with her white mink shoulder wrap then leads her out.

BILLY BERG'S/OUTSIDE KITCHEN - CONTINUOUS

Billie and Bobby arrive at the rear of the club where two large swinging doors suddenly the fly open as a waiter emerges carrying a platter of food. They step around him, through the doors and into the kitchen.

BILLY BERG'S/KITCHEN - CONTINUOUS

View of nightclub kitchen with a long, narrow corridor on the right, a stainless steel serving counter on the left. Behind the counter stands a large black man wearing a chef's hat, next to the entrance stands a tall and wide, black BOUNCER, next to him are two young white male EXECUTIVE ASSISTANTS dressed in dark suits waiting for their bosses to finish their "business meeting". Which is in view at the back of the corridor where four men stand around a small table with a small mound of white powder on it. Attending the meeting are club owner Billy Berg, John Levy and two record company executives.

As Billie and Bobby enter the Bouncer's large hand raises up in front of Bobby's face.

BOUNCER

Kitchen's closed.

BILLIE

(gestures with her head toward men at the back)
Then why are they in here?

BOUNCER

(with arms folded)
That's a private meeting ma'am.

BILLIE

I ain't no damn ma'am. But you can call me Billie if you let us in.

BOUNCER

Sorry ma'am, umm lady. I have my orders. No one is allowed inside.

Billie moves her head to the side around the large man and peers down the corridor.

BILLIE

Wait just a fuckin' minute -- the short guy in the blue suit down there is my damn manager.

BOBBY

The guy next to 'em is Stan Lansky, a big wig at Columbia.

BILLIE

So, that's my recording label and my fuckin' manager over there and...

ASSISTANT #1

That makes you the hired help.

BILLIE

Bitch boy... who told you to speak? Just keep holdin' the damn bags and shut the fuck up!

Billie turns toward Bobby.

BILLIE (CONT'D)

He just don't know who he's fuckin' with Bobby.

ASSISTANT #1

Yeah, I do. You're that junkie jailbird bit..

With the speed of a Cobra Billie socks the assistant squarely in the eye.

ASSISTANT #1 (CONT'D)

Awww! Shit!

He immediately covers his eye with his hand and staggers backward.

BILLIE

Ya momma shoulda' taught you some fuckin' manners bitch boy.

ASSISTANT #1

(repeatedly blinking his discolored, swollen eye)
I can't see, I can't see...

He stumbles out the door covering his eye. Billie takes a step forward, Bouncer again puts his hand up -- this time touching Billie's chest.

BOUNCER

Ma'am, you shouldn't ha...

Before he can finish the sentence -- she looks down at the hand on her chest, her face shows rage, then SHE KNEES HIM HARD BETWEEN HIS LEGS.

BOUNCER (CONT'D)

Ohhhhh!

BILLIE

Don't put your fuckin' hand on me!

Bouncer bends over moaning in agony.

BOUNCER

Uhhhhhhh.

Levy watches the scene unfold with a humorous smirk on his face. He starts walking toward Billie then suddenly slips on a wet spot on the floor, his feet fly high in the air, then the back of his head crashes hard on the concrete floor.

Billie takes a step toward Levy when suddenly the other assistant steps in front of her.

ASSISTANT #2

I'll kick your ass if you try that shit with me.

From nowhere Bobby punches Assistant #2 in the jaw -- dropping him to the floor like a rock.

Bouncer staggers to his feet, grabs Bobby by the collar and pants belt then hurls him through the air. Bobby crashes head first into the swinging doors.

A waiter approaches the doors, sees Bobby land then runs away. Bobby quickly gathers himself then rushes at Bouncer, tackling him around the knees, they crash to the floor near the table where the remaining three men from the meeting stand. The three men look on with fear then run out.

Bobby and Bouncer lay on the floor facing each other -- taking turns punching one another in the face. Bouncer hits Bobby hard then straddles him and drives hard punches on him repeatedly.

Sounds of PUNCHES HITTING FLESH, GRUNTS AND MOANS are heard.

Levy struggles to his feet. He's dazed -- blinking his eyes repeatedly, grimacing and rubbing the back of his head. Billie approaches him.

BILLIE

John, are you alright?

As Billie gets to Levy; suddenly, a hand grabs her shoulder -- spinning her around. As Assistant #2 draws back his fist to punch Billie in the face; Levy quickly grabs a long carving knife from the serving counter and drives it into the young man's collar bone.

ASSISTANT #2

Ahhhhhh! Oh, Shiiiiit!

Blood flow immediately turns one side of the assistant's white shirt to red. HE RUNS FROM THE KITCHEN WITH THE KNIFE STILL LODGED NEAR HIS NECK.

Bobby looks dazed and defeated -- on his knees with his head down. Bouncer rises to his feet then walks past Billie and Levy toward the door.

BILLIE

(looking at Bouncer's
back)

Mother... fucker, you started this
damn shit!

She grabs a dinner plate from the serving counter and sails it at Bouncer -- narrowly missing his head and crashing into the wall. Bouncer is unfazed and continues through the door.

INT./EXT. BILLY BERG'S - CONTINUOUS

Levy staggers out of the kitchen, rubbing his head, stumbles through the nightclub crowd, out the front door, onto Vine Street. The distant sound of POLICE SIRENS are heard and GROWING LOUDER. A row of taxis are parked in front of him. He slides into the backseat of one just as several uniformed police officers rush into Billy Berg's. Levy rests his head on the back of the seat and takes a deep breath.

INT. TAXI - OUTSIDE BILLY BERG'S - CONTINUOUS

TAXI DRIVER

Where to mister?

Levy doesn't answer. His eyes are wide open but don't blink, he's stopped breathing. He's dead.

EXT. BILLY BERG'S - MOMENTS LATER

Bobby and Billie emerge from the club -- both in handcuffs and escorted by uniformed police. Just in front of them -- ambulance attendants pull Levy's body from the taxi then onto a gurney on the sidewalk. As Billie comes upon Levy, she looks at Bobby and smiles. She nods her head "yes" smiling as a white sheet is pulled over Levy's head.

EXT. APOLLO THEATER - NIGHT

SUPER: "TWO WEEKS LATER"

The marquee reads "Lionel Hampton and his Orchestra - Sarah Vaughan - Billie Holiday"

INT. APOLLO THEATER - NIGHT

Billie is backstage wearing a flowing black skirt, white top, holding a glass of bourbon. Her face looks sad as she looks over to a young, female blonde STAGE ASSISTANT. The girl takes Billie's drink. Billie steps onstage to a twenty member band. Bobby is on piano. The band begins to play "The Blues Are Brewin".

As Billie approaches the mic, a trumpet begins to blow on top of the band from stage right. The audience stands and cheers, Billie turns towards the sound and sees that it's Louie Armstrong himself -- walking as he plays. Her eyes widen and her mouth drops open with surprise and excitement. As he completes his solo -- she smiles broadly then runs to him with outstretched arms, he shows his famous big smile, they hug rocking back and forth. She takes his hand leading him to the mic.

BILLIE

(singing)

When the moon's kinda dreamy Starry
eyed and dreamy And nights are
luscious and long

LOUIE

(singing)

If you're kinda lonely
And all by your's only
Then nothin'
But the blues are brewin'

BILLIE AND LOUIE

(singing))

The blues are brewin'

BILLIE

(singing)

When the wind through the willow
Blows across your pillow
And tells you sleepin' is wrong

LOUIE

(singing)

If love goes a thirsting
Till you feel like bursting
Then nothing but the blues are
brewin'

BILLIE AND LOUIE

(singing)

The blues are brewin'

LOUIE

(singing)

Suppose you want somebody
But you ain't got nobody
You only get a gleam in your eye

BILLIE

(singing)

Till somebody's found you
And put their lovin' arms around
you
You got the feelin' you want to die

LOUIE

(singing)

But when the Lord up above you
Send's someone to love you
The blues are something you loose

BILLIE AND LOUIE

(singing)

When you're so busy doing
The things that you're
doing
That love ain't got no
time For brewin'
The bluesssss.

The two hug again under loud applause as the curtain closes.

INT. BILLIE'S APARTMENT/BEDROOM - NIGHT

SUPER: MAY 16, 1947

Billie sits on the side of the bed wearing panties and bra. She smokes a cigarette while staring out a window. The blonde stage assistant enters naked, holding a cup of coffee, puts the coffee on a night stand. They lay down together. Billie pulls the sheet over them. They face each other, gazing into each other's eyes then touch foreheads.

STAGE ASSISTANT

What is it lover?

BILLIE

I don't know. Maybe its nothing. I just don't feel... anything right now.

STAGE ASSISTANT

It'll pass. You'll see.

BILLIE

No. Something just ain't right.

A LOUD BOOM is heard. The door flies open. Two UNIFORMED COPS bound inside with guns drawn --
(one male, one female.)

Followed by a PLAIN CLOTHES COP.

UNIFORMED MALE COP

(points gun at Billie)
Police! Nobody Move!

The blonde girl screams, sits up and wraps herself in the bed sheet.

As uniformed male cop rushes to grab Billie the female cop begins to tear through the room, pulling out empty drawers then going through the women's purses.

BILLIE

What the fuck are you doing in here? You can't just bust in here like that.

PLAIN CLOTHES COP

Are you Billie Holiday?

BILLIE

Well, who the hell else am I gonna be?

Uniformed female cop appears in front of Billie holding a small manila envelope.

UNIFORMED FEMALE COP

This was in that one's purse.
(nods toward Billie)

Plain clothes cop takes it, dips his finger inside, tastes the white powder on his finger with the tip of his tongue.

PLAIN CLOTHES COP

(to Uniformed Male Cop)
It's "H".
(to Billie)
Billie Holiday you are under arrest
for possession of narcotics.
(to Uniformed Female
Cop)
Cuff her and take her in.

Billie stands with her hands behind her back wearing the stage clothes from the previous night. The uniformed female cop stands behind her, then sound of HANDCUFFS LOCKING is heard. Billie bows her head and exhales in frustration.

As Billie is being led out, two plain clothes cops stand near the door talking. One of them is the F.B.I. Agent from Cafe Society. Billie stares at him as she passes.

SUPER: "ONE YEAR LATER"

EXT. ALDERSON FEDERAL PRISON CAMP - WEST VIRGINIA - DAY

Parked on the street in front of the prison entrance is a shiny grey Chevy Fleetmaster. Bobby is at the wheel, Lester is in the front passenger seat. They both look back and forth at the prison exit gate. Lester checks his pocket watch. It reads "7:05 AM".

EXT. ALDERSON FEDERAL PRISON CAMP - LATER

Lester stands, leaning against the passenger door with arms folded. He checks his watch again. It reads "4:25 PM". He looks again at the gate and sees Billie emerging. She's wearing the same clothes she was arrested in.

LESTER

There she is.

Lester walks briskly toward Billie and Bobby follows. As Billie gets nearer she recognizes her Pres, drops her bag and runs into his open arms and hug each other tightly. Then take a step back and do their customary greeting. Everyone laughs. Lester and Billie hug again.

LESTER (CONT'D)
Welcome back Lady.

BILLIE
Thanks Pres.

BOBBY
Lady, it's so good to see you.

BILLIE
Good to see you too Bobby. I always know that I can count on you. I bet you knew when I was gettin' out before I did.

Everyone laughs and they walk toward the car.

BILLIE (CONT'D)
Ya'll been stayin' busy?

BOBBY
Well, The Pres here just got signed with the Philharmonic. As for me -- I just been bumpin' around, doin' my thing in the local clubs. But now that you're back... things gonna pick up. That is... If you still want me to play for you.

BILLIE
Piano Man... You will always be my one and only piano player... Until one of us retires or dies... whatever comes first.

They all chuckle and enter the car. Bobby drives.

INT. BOBBY TUCKER'S CAR - CONTINUOUS

LESTER
Sooo, Lady. Did ya have a good vacation?

BILLIE
You always got the fuckin' jokes Pres. But you're my musical soulmate.

(MORE)

BILLIE (CONT'D)

So, I can't get mad at ya even if I tried... You ol' green eyed motherfucker.

Everyone laughs.

BOBBY

Alright, let's get back home, to the bigggg apple. If you can make it there...

EVERYONE

You can make it anywhere!

Bobby starts the car then it slowly pulls away.

EXT. BOBBY TUCKER'S CAR - MOVING - NIGHT

Bobby's car slowly pulls to the curb and stops.

EXT. BOBBY TUCKER'S FAMILY HOME (NEW JERSEY)

View of a well kept, painted white, suburban, middle class house with shade trees, green grass and a white picket fence. The three of them exit the car then walk inside.

INT. BOBBY TUCKER'S HOME

SUPER: "TWO WEEKS LATER"

View of a modestly decorated middle class home with a grand piano in the living room where Bobby sits playing a light melody. Billie is standing next to him.

BILLIE

Bobby, I don't know what we gonna do.

BOBBY

It's slow... I know.

BILLIE

Since the fuckin' judge revoked my damn cabaret license. I can't sing anywhere liquor is served. Singin' in nightclubs is my thing. It's what I do... where I perform best.

BOBBY

What about the studio?

BILLIE

I'd just be singing to make records and have a few bucks to get by. But, with no feelin'. I'd just be mouthing words that meant nothing to me anymore. You know me Bobby; I got to live with my tunes before I sing a song. It's got to mean somethin' to me or I can't sing it.

BOBBY

Yeah Lady. I know how you work... The emotion that you sing with is part of what makes you great. But, what about the Apollo?

BILLIE

I can't perform there every night. What I need is to sing in front of an intimate nightclub audience - and feel their response to what I'm feelin' -- then we have a connection. I feel like a part of my soul is gone. I should just let it all go.

Bobby stands behind Billie rubbing her shoulders.

BOBBY

It'll be alright Lady. Somethin' will break for us. You'll see. The sound of a DOORBELL is heard. Bobby exits then returns with a tall, thin white man.

BOBBY (CONT'D)

Billie, I have a pleasant surprise for you. This is Ed Fishman. He's gonna be your -- our new promotor.

ED

Ms. Holiday.

Ed extends his hand, Billie stands, shakes his hand with a warm smile.

BILLIE

Yes, Bobby, you did surprise me. Mr. Fishman, please tell me you have some good news for me. I can certainly use some... I haven't had a song on the charts in three years and I been blacklisted from New York nightclubs.

ED

Well, as a matter of fact; I just might.

BOBBY

Billie, Ed is working on Carnegie.

ED

I've been down there almost every day this week.

BILLIE

It's always been a dream of mine to sing there. But, Let me guess -- they still don't think I am worth their time.

ED

On the contrary, Billie. May I call you Billie?

BILLIE

Of course.

ED

You see, they just don't think you have the box office draw that's needed to book a show is all. You see, you would need to sell at least seventy percent of the house capacity in advance before they'll book you.

BILLIE

So, where do we go from here.

ED

Well, we prove 'em wrong.

BILLIE

How without being able to show 'em in person?

BOBBY

That's just it. We need to get out there and promote you on the streets, through the boroughs, on the radio. We need to get the word out there that Billie Holiday is performing at Carnegie Hall on March 27th.

BILLIE

Bobby what are you saying?

BOBBY

What he's saying is; if we meet
their quota -- you'll be booked at
Carnegie next Friday night for
their midnight show.

Billie face shows surprised excitement. She covers her mouth
with her hand and reaches behind her for a seat. Ed helps her
sit down.

BOBBY (CONT'D)

The boys from our old band are out
puttin' up flyers right now.

Bobby shows her the flyer. She looks at it with surprise
still on her face.

ED

So, what do you say?

Billie looks from Bobby to Ed and back to Bobby.

BILLIE

What do I say? I say why ain't you
out there helpin' post those damn
flyers? That's what I have to say!

MONTAGE: BILLIE AND BAND MEMBERS HANGING FLYERS AT VARIOUS
LOCATIONS AROUND NEW YORK

- They enter storefronts.
- Tape them on windows.
- Handing to a passerby.
- Sadie covers her cafe windows with them.
- Flyers line a wall in Harlem.

END MONTAGE

INT. SADIE'S APARTMENT/KITCHEN - NIGHT

SUPER: "MARCH 27, 1948"

Sadie is going from pot to pot cooking. Billie stands next to
her, wearing a light blue, laced formal gown. They're
laughing about a past experience.

Suddenly, there's a LOUD BANG on the door. They look at each other but don't move. Then Bobby bursts inside dressed in a black suit and tie.

BOBBY
Hi Miss Sadie. Hey Lady.

SADIE
Sit down and have some dinner.

BOBBY
Thanks Miss Sadie.

He sits as Sadie places a plate with meat, yams and greens in front of him. He takes off his hat and digs in. Billie sits across from him.

BILLIE
How can you eat?

BOBBY
How can you not eat?
(looks at Sadie)
Thank you Miss Sadie.
(looks back to Billie)
You nervous?

BILLIE
Nah.

BOBBY
You're nervous.

He chews loud and gulps down some water from a glass. Billie draws from a cigarette and blows smoke in the air. The door flies open. Ed comes in. He's wearing a black tux under a black trench coat with a white scarf over it.

ED
Billie, It's time. Bobby and the fellas will drive over with you. Miss Sadie, you can ride with me if you like.

BILLIE
Where you gonna to be?

ED
Don't worry. I will be there. Right in the front row. You're going to be great.

BILLIE
That's if they show.

ED

They'll show Billie. You wait and see... They'll show up.

INT. BOBBY TUCKER'S CAR - MOVING - NIGHT (NEW YORK)

Billie and her band ride through mid-town. Everyone is quiet. Billie sits in the back staring out the window. Bobby sits next to her.

We see a long line of people standing on the sidewalk wearing evening gowns and tuxes.

The car turns onto 7th Avenue, Billie's flyers are on a wall, a woman wearing a formal evening gown rips off one of the flyers and hurries toward a searchlights that scans back and forth skyward, then takes her place in line.

The car turns the corner and the bright searchlight is in view. The line is outside Carnegie Hall. Billie looks up at the marquee. It reads "BILLIE HOLIDAY - ONE NIGHT ONLY - SOLD OUT". The guys in the car cheer and pat Billie on the shoulder. Her face lights up and she smiles.

SHOT OF BOBBY'S CAR SLOWLY DISAPPEARING INTO THE ALLEY

EXT. CARNEGIE HALL - CONTINUOUS

The line is around the corner. Ed is standing across the street surveying the crowd. He smiles.

INT. CARNEGIE HALL - CONTINUOUS

The golden colored, oval shaped interior is vast and grand with engraved Maplewood trim throughout, red velvet seats, a four layered balcony at the top and many bright round lights shining down from the ceiling that look like a thousand stars.

CARNEGIE HALL/DRESSING ROOM

Ed rushes to Billie's dressing room, knocks on the door then goes in. Billie sits facing a mirror as several production assistants help her with hair and make-up. Her hair is pulled up to a bun at the top with a white gardenia on the side. Sadie sits on a couch observing. Billie sees Ed in the mirror.

BILLIE

Hey Ed.

ED

You look amazing.

BILLIE

Ed, I don't say thank you often because only a few have done somethin' for me without having their own agenda. But, I just want to tell you -- thank you. For all you have done and for believing in me.

ED

Well you can thank me after your second matinee show tomorrow.

She turns quickly and looks at Ed with her mouth slightly ajar in surprise. Ed nods in confirmation then smiles.

ED (CONT'D)

You knock 'em dead kid.

CARNEGIE HALL/BACKSTAGE

Billie exits her dressing room walks alone down a long red carpeted hallway. Her short feminine stride is slow and measured as she approaches the backstage curtain. A piano solo begins then the rest of the band joins in playing a smooth ballad.

ANNOUNCER (O.S.)

Ladies and Gentlemen; we are proud to present to you: Lady Day herself, Miss Billie Holiday.

CARNEGIE HALL/ONSTAGE

A spotlight shines on Billie as she walks on from stage left. The audience roars in applause. Billie pauses and bows to them, extends an arm to the band, walks under the center stage spotlight to the mic then bursts into singing " You Go To My Head"

BILLIE

(singing)

"You go to my head
You linger like a haunting refrain
And I find you spinning around in
my brain

(MORE)

BILLIE (CONT'D)

Like the bubbles in a glass of
 champagne
 You go to my head
 Like a sip of burgundy brew
 And I find the very mention of you
 Like the kicker in a julep or two
 The thrill of the thought
 That you might give a thought
 To my plea
 Casts a spell over me
 Still I say to myself
 Get ahold of yourself
 Can't you see it could never be
 You go to my head with a smile
 That makes my temperature rise
 Like a summer with a thousand Julys
 You intoxicate my soul with your
 eyes
 Though I'm certain that this heart
 of mine
 Hasn't a ghost of a chance
 In this crazy romance
 You go to my head"

The audience cheers loudly, nearly all are standing and applauding. Billie bows gracefully and extends her hand towards her band to share the applause with them. She bows again, walks towards stage left, stops and throws a kiss to the audience. The band continues to play as she exits.

CARNEGIE HALL/BACKSTAGE

Ed stands behind the stage curtain watching Billie, she sees him and walks into his open arms. He embraces her as tears fall from her eyes which he dabs dry with his handkerchief.

BILLIE

You were right. They showed up.

ED

Of course they did. They love you.
 And were just waiting for you to
 come back to them.

INT. CARNEGIE HALL/MAIN FLOOR

The audience continues to stand while clapping, whistling and chanting Billie! Billie! Billie!. While others holler more!, more!, more!

ED

Time for your encore Lady Day.

Billie hustles back onstage. The audience roars in cheers.

BILLIE

Wow. I think I got some fans out there.

More loud cheers.

BILLIE (CONT'D)

Did ya miss me?

More cheers.

BILLIE (CONT'D)

Well, ya ain't never gonna miss me again. 'Cause whenever ya think of me, what I want cha to do is crank up that ol' Victrola record player, think about this night then play this song... because this one is just for you.

She begins to sing "All of Me"

"All of me
 Why not take all of me
 Can't you see
 I'm no good without you
 Take my lips
 I want to loose them
 Take my arms
 I'll never use them
 Your goodbye
 Left me with eyes that cry
 How can I go on dear without you
 \You took the part
 That once was my heart
 So why not take all of me
 All of me
 Why not take all of me
 Can't you see
 I'm no good without you
 Take my lips
 I want to loose them
 Take my arms
 I'll never use them
 Your goodbye left me with eyes that
 cry
 How can I go on dear without you
 You took the best
 So why, why take the rest
 Baby, take all of meeeee.

The End

Epilogue

She would return to perform at Carnegie Hall six more times -- two of which were reunions with Count Basie and Duke Ellington Orchestras respectively.

She continued to perform live and record music throughout the 1940's and 1950's until the last days of her life. By the 1950's, Holiday's drug abuse, drinking, and relationships with abusive men caused her health to deteriorate. In early 1959 she found out that she had cirrhosis of the liver. The doctor told her to stop drinking, which she did for a short time, but soon returned to heavy drinking.

On May 31, 1959, Holiday was taken to Metropolitan Hospital in New York for treatment of liver disease and heart disease. as she lay dying, her hospital room was raided by Federal Agents. She was arrested and handcuffed to her hospital bed for drug possession. On July 15, she received the last rites of the Roman Catholic Church and died two days later, on July 17, 1959, of heart failure caused by cirrhosis of the liver. Her funeral Mass was on July 21, 1959, at the Church of St. Paul the Apostle in Manhattan. She was buried at Saint Raymond's Cemetery in the Bronx. She was just 44 years old.

With few exceptions, during her generation every major pop singer in the US had been touched in some way by her genius. It is Billie Holiday who was, and still remains, the greatest single musical influence on many singers.

BILLIE'S HONORS INCLUDE

Induction into the Grammy Hall of Fame.

Six individual songs inducted into the Grammy Hall of Fame.

Four Albums awarded Grammy Award for Best Historical.

Posthumously awarded the Grammy Lifetime Achievement Award.

Induction into the Rock and Roll Hall of Fame.

Strange fruit Listed also in the National Recording Registry by the Library of Congress (a list of sound recordings that "are culturally, historically, or aesthetically important, and/or inform or reflect life in the United States.")

Billie Holiday remains an icon because she was true to herself. She made you believe that she meant every word she sang. She gave you her life in a song.

No one else can sound like Billie Holiday because no one else lived like Billie Holiday.