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Once Upon a Time in America

By Leonardo Benvenuti

Where is he?
Where is he hiding?
I don't know. I've been looking
for him since yesterday.
I'm gonna ask you for the last time.
Where is he?
I don't know!
What are you gonna do to him?
You stay here
in case that rat shows up.
Okay!
Who you protecting,
you dumb asshole?
A stoolie who rats on his own friends?
They were your friends too!
I got it.
You wanna end up like that bitch, huh?
At Chun Lao's.
Chinese theater.
You stay here with this barrel of shit.
Noodles! Noodles!
Noodles!
Easy, easy, no take!
This way. Hurry!
There down, Mott Street.
Go, go, go!
Noodles!
Noodles!
Noodles!
Untie me!
Stay that way. No, stay!
I want them to know I did it.
- Where you going?
- I'm gonna go get Eve.
Don't!
Why?
They, they've already been there.
Do you need anything?
Money?
- I got more than I need.
- Yeah, it's all yours now.
Where to?
Sir, where do you want to go?
Anywhere.

First bus.

Buffalo?

One way!

That'll be a Dollar twenty!

- I wanna rent a car.

- Would you fill this out, please?

Noodles!

I brought back the key to your clock.

Lock the door!

When did you get back?

- Today.

- Why?

- They got in touch with me.

- Who?

- I thought you might know.

- Me?

I don't know nothing
about nobody no more.

You gonna offer me a drink?

Yeah, forgive me. Sure, of course!

Please sit down.

Who's Robert Williams?

I am!

"We wish to inform you that
following the sale of the Beth Israel Cemetery... "

Yeah, the synagogue sent these out
if you wanted to relocate your loved ones.

I got the same letter
on account of my father. God bless him!

Only the synagogue didn't send that.

I got that last week.

And the Rabbi told me
he sent those out by eight months ago.

Yeah, that's right.

That's about when I got mine.

So, what else did he say,
the Rabbi?

He said I was lucky.

The bodies of Philip Stein...

...Maximilian Bercovicz,
Patrick Goldberg were already spoken for.

And they were up
in a very fancy cemetery in Riverdale.

- What's this all mean?

- It means:

"Hey, Noodles, even though you've been hiding
in the asshole of the world, we found you. "
"We know where you are. "

It means:

"Get ready!"
For what?
That's the one thing it didn't say.
What do you think?
I think the answer's here.
That's why I came back.
I moved everything in here.
I had to sell the house,
the backroom.
You know, I always thought you might've
helped yourself to that million bucks.
But now I know,
now...
...you're on your ass worse than ever.
- But I'd thought it was you
- No, you thought wrong!
The suitcase was empty.
Then who took it?
That's what I've been asking
myself for 35 years.
If it bothers you,
I can sleep here, you can have my room.
No, it's okay!
- How's your sister?
- I ain't seen her for years.
She's a big star now.
We should have known, huh?
You can always tell the winners
at the starting gate.
You can always tell the winners,
and you can tell the losers.
Who would've put a penny on you?
I'd put everything I ever had on you.
Yeah, and you've lost!
Well, you're beat.
Good night.
Good night, Moe, thanks.

What have you been doing
all these years?
Been going to bed early!
- Deborah, Papa says you should help!
- No!
We got customers all over.
We can't do everything.
Try!
I've got my elocution lessons.
Fat, you better spray the toilet.
I saw a cockroach in there.
Sorry!
Sorry, I can't make it today.
- Okay, bye.
- Bye!
Sorry, Fats!
- Noodles!
- Buggy's got a job for us!
Hurry up, he don't wait!
Who you calling a cockroach?
So, what are you?
You're filthy, you make me sick.
You crawl up toilet walls just like a roach.
So, what are you?
Let go!
I make you sick, huh? Then how
come you showed me your tush?
To a roach!
Go look at yourself, David Aaronson!
She don't leave me alone,
I'm gonna give her what she's asking for.
- What's Buggy want?
- We gotta wake up a deadbeat.
That schmuck
at the newsstand didn't pay.
Here's your money, sir!
Beautiful!
- Look at it!
- It looks great! Wow!
Come on, guys.
Come on, come on!
Now make up your minds.
- Noodles, let's take the dollar.
- Yeah!

Skip, here you go.

That one.

Him.

Hey, Sam, I'll see you next Thursday.

That one.

Are you nuts?

Bugsy said we could take the dollar
or we could roll the drunk.

Yeah, but he ain't even drunk yet.

We'll wait!

- Well, you roll that one over there.

- What's to roll? He drunk it all.

Bounce that little shikker.

Jacket!

It's Fartface!

Shit!

We should've took the dollar.

Could've had 10 of corned
beef sandwiches on poppy-seed rolls.

Look, the wagon will hide us from Fartface.

Get ready!

Now!

Throw your jacket over him.

Hey, mister, you sick?

Poor guy, you'll be okay. Come on, I'll help ya.

Come on, up you go!

Now, you're worse
than my Uncle Nathan.

Why do you want to get soused?

You can't even walk, I'll take you home.

Go, Mama!

Stop right there. Hey, you!

Yeah, I'm talking to you.

What are you kids doing here, huh?

- What are we kids doing here?

- We're getting it up the ass.

Yeah, getting screwed.

Is there a law against it?

Can you spare a dime for poor little
pisherkehs that just got it up the ass?

Come on, get out of here.

Come on, get off the street!

Come on, get out of here.

Get off the street!

Go ahead.
And don't come back.
I don't wanna see you here again.
All right?
Hey, stop by for you later.
Yeah, but knock here
on the john first.
My old man's praying, and my old lady's
crying. And the light's turned off.
What the hell should I go home for?
At least in here I can read.
- Where do you think you are you going?
- Mama, don't get worked up.
You got pots to clean!
Hey, go up! I'll be right back, Ma.
I gotta go to the can.
- Hi, Peggy!
- At least you could lock the door!
Don't you like it?
I've seen better.
- You seen lots?
- How many you seen?
I'll tell you how many.
None!
Let me see yours.
Looksies, no feelsies.
Peggy... Peggy, I...
- You like it, don't you?
- Not for free, I don't.
You bring me a charlotte russe with whipped
cream and then you can do anything you like.
Tomorrow!
I'll bring it to you tomorrow.
- I'll bring it to you tomorrow.
- I don't give credit.
I promise, I'll bring.
I promise, I'll bring!
You better stop squeezing me,
or I'm gonna poop in my pants.
Well, you getting out?
Come on, come on!
Give me six copies.
Drop your pants
and I'll stick it to you again.

- What do you mean, "again"?

- That's a long story.

And look what time it is.

It's already 6:

Boy, I got a lot of work to do.

Hold it a minute!

Now it's 6:

And I ain't got a damn thing to do.

Just you wait, asshole.

I'll do something with your time.

Wait! Hey!

Since we're talking about time...

...it looks like you're gonna break

that lamp at 6:

- Where'd you pinch this?

- It's mine.

- Prove it.

- I gave it to him.

Oh, yeah?

Who the hell are you?

- Where you from?

- The Bronx.

And you give away watches?

He's my uncle.

- And who gave it to you?

- My Uncle Nathan.

My little brother.

Tell your uncle

to stop by the precinct.

- He's dead!

- Alcoholic!

In Kishnev, Poland.

Then he don't need it no more.

It's been requisitioned.

- What's that mean?

- Pinched, by him. At 6:37.

Just remember,

I got my eye on you two.

I got my eye on you too!

Take it! Take it!

Take the lamp off. I can't hold it.

Max!

Who's this?

My uncle!

- That one. With the cream.

- The 5-cent one?

Yeah!

For the twopenny one she only gives you a hand job. I can do that myself.

Not that one!

That one.

You sure?

Wrap it up pretty.

Good morning. Peggy home?

She's taking a bath.

That's great. Would you be so kind to tell her I'm here?

Hey, Ma. Another bucket of water.

Wait!

- What do you want?

- Me?

- Mama said you were looking for me.

- Oh, yeah! No! The guys told me that...

- What?

- I'll come back some other time.

Noodles!

Noodles! Noodles!

Noodles!

Did you get it?

- His asshole blinked, but we got him.

- Nice going, Fartface. And on duty too.

You boys caught me

with my pants down that time.

No, we caught you with

your schmuck in a minor.

- Put this someplace safe.

- That's all right. Hey, hold it!

Where you going?

Hold it! Wait a minute!

Hey, you, stop! Hold it.

- What are you gonna do with that plate?

- Depends. What time is it, Max?

I think it's time

we got our watch back.

- Okay, boys, we're even.

- The hell we are.

You'll be collecting your pension before we're even.

Hiya, fellas!

What do you boys want?

First off...

- ... you're paying Peggy for us.

- Okay! That's it?

Go ahead while I tell him.

I can't believe it. My first time and a lousy cop's paying for it.

Now, look, what else do you kids want for that plate, huh?

Noodles was telling me about a guy called Bugsy.

Seems he's boss in this neighbourhood, thanks to you.

- Meaning what?

- Meaning he pays you off.

Will you slow down?

What is your hurry? Take it easy.

If you keep this up, you're gonna come too fast.

Do you see what I mean?

You're so stupid. I can't believe it.

So why does Bugsy pay you?

What do you do for him?

- I close an eye once in a while.

- Well, now you close an eye for us.

Why?

What are you kids up to?

He'll tell you!

Me, him, Cockeye and Patsy,

we're working together.

Bugsy will flatten you.

And besides, I don't put up with no trouble on my beat.

You'll put up, and you'll shut up.

You hear nothing, and you see nothing.

Just like you did for Bugsy.

Shit!

Don't get upset. That makes it worse.

It can happen the first time.

- It's them two talking out there.

- Can't you see you're ruining the mood?

We made our deal.

- So take a walk.
- Come here, honey.
- Feel good, bubeleh?
- He'll never get it up.

Relax. Okay.

Calm down, calm down.

Okay. Okay, come here.

I'm glad the baby's better.

- Happy Pesach, Deborah.
- Happy Pesach, Becky.

Hurry.

We're gonna be late.

- There's Deborah.
- Sorry. Mama needed help.

Good girl. I just locked up,
and I'm giving you the keys.

I thought I'd just practice
my dance routines, that's all. All right?

Deborah, you don't let the goyim in.

- Okay, bye.
- See you later, Debbie. Bye.

Get down off of there, roach!

That record's just like Ex-Lax.

Every time I put it on,
you have to go to the bathroom.

What are you doing?

- Give me a drink.
- We're closed.

Nice people don't drink on Pesach.

They go to the synagogue.

So, what are you doing here?

Somebody's got to keep an eye
on the place.

There are a lot of thieves out there.

One could get into your house.

Especially if you leave the door open.

You can pray here too.

Here or in the synagogue,
to God it's the same difference.

Come over here and sit down.

"My beloved is white and ruddy.

His skin is as the most fine gold.

His cheeks are as a bed of spices. "

Even though he hasn't washed

since last December.

"His eyes are as the eyes
of doves.

His body is as bright ivory.

His legs are as pillars of marble. "

In pants so dirty

they stand by themselves.

"He is altogether lovable. "

But he'll always be a two-bit punk...

...so he'll never be my beloved.

What a shame.

Somebody's there.

There ain't nobody.

- It's Max.

- Ah! So that's who it was!

Noodles!

Go on, run.

Your mother's calling you!

Noodles!

Just gonna go see what he wants.

- You been here long?

- No!

Were you in there?

You're one lousy kisser.

I seen you go in there after that ball-buster!

Here's the stuff from last night. We got

Shitsy Lipschitz wouldn't cough up any more.

We gotta get somebody else.

I came to divy up!

- Tomorrow, with the others.

- I also came to pick you up.

- I can't come right now.

- The houses, the stores, they are all empty.

We got our pick.

You pick that.

Yeah!

Some partner I got.

Have fun!

How's it going, boys?

- Who's that?

- Bugsy!

I hear you guys are in business

for yourselves now, huh?

I hear youse are doing real good.

Ain't you gonna introduce me
to your friend here?
I'll introduce myself.
Excuse the glove.
Son of a bitch!
That's my cut.
You don't work for me,
you don't work for no one.
I don't like bosses.
You was better off
you stayed in the Bronx.
It would have been
better for you too!
- I'm gonna kill him one of these days.
- Yeah?
Meantime it looks like he's killed us.
Deborah, open up the door.
Deborah, open up the door!
Deborah!
- That stuff, is it ready?
- We're loading it.
- Che cazzo succede down here?
- Al, we got the big boys with us today.
- They wanna work for us.
- Doing what Bugsy did. We want his job.
Do you get that?
We the best escorts you ever gonna get.
A fangulo a ma, escort your
mother's ass out of here.
Okay. Let's go, Noodles.
We'll peddle your invention somewhere else, huh?
Hey, wait a minute!
What invention?
- You ship your stuff by the river, right?
- Si, sometimes!
And when you get caught by the coast guard
you gotta throw all the cases overboard.
- You lose the whole shipment, Capua.
- So?
For 10 percent,
we'll save it all for you.
- What do you got, a submarine?
- We got salt.
You got what?

- Salt! Me and the boys are rolling salts.

- We need 3 tons of salt per shipment.

Get the fuck out of here.

Go back to school where you belong.

What is it with all this salt?

Hey, hey, we got salt on our noodles.

Show 'em.

This is full of salt.

All right, come here.

- So?

- Keep your shirt on, Capua.

We gotta wait for the salt
to dissolve.

- Well?

- Hey, what's wrong?

Hey, look.

Wow!

Great!

- Look at that!

- It's great.

- Noodles.

- Look.

- I see 'em! What did I tell you?

- Yeah.

Yeah!

- Hooray.

- Hooray for us!

- We did it.

- Come here, Max!

- We did it.

- No, Max, no!

Max.

Max.

Max!

Max!

What would you do without me?

There!

From here on, we establish the
shared funds of the gang.

They belong to all of us together
and to none of us alone.

And we solemnly swear to put in 50
percent of everything we make. Agreed?

Agreed.

- Agreed.

- Agreed.

Agreed.

I wanna take another peek.

Announcing the departure of...

...the Lackawanna Railroad,

Hudson Valley Express, Poughkeepsie...

...Albany, Utica, and Buffalo.

All aboard.

This goes to Fat Moe.

We don't tell him what it's for.

And he gives it back

only when we're all together.

Agreed?

Agreed.

Agreed!

Bugsy's coming! Run!

Noodles!

I slipped!

Schmuck!

Wanna go in?

- Yeah!

- You a relative?

An uncle.

It's open.

"Erected to their everlasting memory

by their friend and brother...

...David Aaronson, "Noodles"

Can I take that for you, sir?

Your limousine is waiting.

Maxie!

How are you, uncle?

You're looking good.

You're looking a little better.

Come on. Better get

you off the streets.

- Some limousine.

- What are you talking, huh?

We own the company now.

It's a good cover. It pays off too.

My mother wrote me you was in the

body-snatching business.

By the way, I appreciate

everything you did for my family.

Forget it. It's your dough.
It's all down in black and white
in the company books.
You're the company. You and Patsy and
Cockeye. Gravediggers and partners.
Hey, enough of this.
Business before pleasure.
We got a rush job.
Here!
Come here. Look at this. Come here.
Sudden death.
Fucking tragedy, huh?
- 26 years old.
- 26?
- What a shame.
- Great stiff. She died of an overdose.
And I'm ready for another.
Pump the life into her.
You didn't turn pansy in there, did you?
There you go!
Turning over in the grave.
They do it every time!
Don't worry.
A pansy he ain't.
- Thanks.
- You're welcome, Noodles.
Whoops. Sorry.
Thanks. Good night.
- Hey, you want a little pick-me-up?
- No, thanks. I've had mine.
- Did you give her your all?
- What do you think? You bet I did.
Wait till you see this place.
It's over here.
- Where we going?
- To a place that never closes.
Whoops. Watch yourself.
- What's this?
- Our place, we got the hottest spot in town.
This is the real Fat Moe's.
Get rid of that rag, will you?
- What do you think?
- It's beautiful.
- You like it?

- Beautiful. Beautiful.

Hey, give me that.

- Noodles!

- Patsy look, who's here!

Come here, son of a bitch.

Come here! Come here!

- You look fantastic.

- Wait a minute.

How you doing?

- Look how big you got.

- Me?

Noodles. Oh, God!

- Noodles!

- Number three coming through.

Let's have a toast, for chrissakes!

- You look like shit.

- What you want? I just got out of prison.

- Nice guy.

- Hey, Noodles, get a load of this.

Hey, scotch heating.

Yeah, a buck a cup.

- A buck a cup?

- Yeah.

- How much it cost us?

- Costing us?

A dime, including overhead.

- Hey, Noodles.

- Fat Moe.

You look terrific.

- Look like you lost an ounce or two.

- You think I'm gonna lose hemorrhoids.

Can't recognize him without an apron.

- L 'Chaim.

- L 'Chaim.

Welcome home!

What kind of maitre d' are you?

You don't even show a guy around.

- Yeah.

- What's with you?

- I didn't know. Hey Noodles, I'm sorry.

- You're some bunch of shtunks, you know that?

- You don't come up and get me up there!

- He's the shtunk.

- He said you weren't out till Monday.

- You go and get him the next time he gets out.

God forbid, God forbid!

Come on, let's see if you can
guess who it is.

Charlotte russe.

With a little too much whipped cream.

Peggy!

Hey, you watch it, now.

And my prices, they've gone up.

I work in a high-class joint now.

And I get paid by the pound.

My Peggy, she's worth every penny
of it too, my red-hot mama.

Come on, come on!

Timber!

Okay, you've seen your old pals,
now I want you to meet some new ones.

- Peggy, I'll see you later.

- You gonna lay here all night or what?

Cockeye wanted to play with the band.

I'm serious.

Come on!

- Aren't you going to say hello?

- Hello!

- Your brother's a real friend.

- He's a romantic.

- Max tell you I was getting out today?

- Max? No.

- You remembered yourself?

- No, Moe. It's always Moe.

Yeah!

You mean,

you weren't counting the days?

Of course I was.

I lost track at 3000!

- That wasn't my choice.

- Yes, it was. It still is.

Well, anyway, did you come here
to welcome me back at least?

I still live here. I was on my way out.

Moe said I should at least say hello.

I hope Moe didn't have to bend
your arm or anything like that.

No!

Welcome back, Noodles.

Hey, Noodles!

- You dancing?

- Every night at the Palace Theatre.

I've made some progress since I used
to dance here among the brooms and the empties.

You can come spy on me if you like.

If you have time.

Every night!

Noodles!

Go on, Noodles,

your mother's calling you.

It's good to see you again, Noodles.

My pleasure!

- Did you get the wine?

- Dago Red. The best.

How you doing?

There they are.

The Four Horsemen of the Apocalypse!

Did you see that movie, Joe?

It's a good movie.

- Hey Max, how are you?

- Good to see you.

- This must be your friend, Noodles.

- Noodles, say hello to Mr. Monaldi.

- Hi Noodles, how are you?

- All right!

Very nice to meet you. You don't have
to call me Mr. Monaldi, like he says.
I like my friends and people I respect
to call me Frankie.

Come on, sit down.

Get some chairs and some glasses.

Sit down, relax.

You're home now.

This is my very dear friend Joe.

He came all the way from Detroit
to ask me to do him a favor.

And I wanna do it for him.

I don't have to tell you who Joe is,
how far he got, or how far he's gonna get!

He's not only my dear friend,
he's my brother.

I'll tell you the truth.

Even a Jew can't eat this shit.
I mean, the mustard doesn't even help!
These guys with you?
I told you these fellas are with me.
You could trust them.
You're in very good hands.
Just tell them
exactly what you want them to do.
Move some diamonds from Detroit.
Kid stuff!
Why us then?
If it's kid stuff, why don't you have
the kids from Detroit do it?
Excuse me, Noodles. What he means
is that it's something that's very simple.
But for now, he needs kids
from outside to handle it.
I mean, he just found out they're
moving these diamonds to Holland in a few days.
So it's something came up right away.
You understand?
Hey, Joe!
Tell these guys the story about
the pussy being insured. What is it?
Tell these guys how you
stumbled on this whole thing.
- Tell them the story.
- Come on.
Pussy insurance. The insurance pussies.
What it is, tell them that story.
Life is stranger than shit, that's all.
It's a pisser. No big story.
I got this insurance agent,
this Jew kid named David.
This kid conned me into every policy
in the world. Every policy, name it.
Dogs, house, wife, life, anything.
I'm drinking with the boys one night,
he comes in with his wife...
...pretty brunette with a nice ass
who works for a jeweler.
And he's still on the hustle, this guy.
So I wink at the guys,
I say, "Look..."

...the most serious policy that should be,
you don't have me covered for. "

He goes, "What's that, Joe?"

"Cock insurance. "

"You make me a policy that
when it don't work, I get a payment... "

"... I'll write out a check now. "

He thinks, and he says, "I don't know
if the actuality gauges govern this...
...but we can make a policy. "

"But you gotta guarantee
you're in good health now. "

"That's simple", I says, "Look, leave her
with me, come back and see if it stands up.
If it stands up,
you know I'm in good health to begin with. "

The jerk leaves her.
I screw her.
Not only that, she likes it. And she
tells me when her boss, the jeweler...
...is shipping stones to Holland...
...where he keeps his stash
in a little drawer in the safe. Everything.
Can't ask for more, right?
Except, one better.
I never paid the first premium
on the new cock policy.
"Cock insurance!"
Life is funnier than shit.
But...
...be easy with the girl.
I mean that.
Be easy with the girl!
Oh, my God!

- Open it!
- Who's gotten in?
Had to go and be a hero, huh?

- Open it.
- No!
- Open it!
- No, don't hurt him!
- Don't hurt him!
- Get this bitch out of here.
You animal! You asshole!

- Come on, hit me.
- What do you mean?
- Hit me!
- What's the matter with you, are you crazy?
- Come on, straighten up and fly right.
- I'm all right.

Let me make it look real.

Make it look real.

- Knock it off.
- I'm all right. Let go!
- Come on, cut the act.
- Hit me!

She said hit her.

Go ahead, rap her in the mouth.

- Hit me!
- I'll hit you! You bitch!
- You animal!
- Put a cork in her.

No!

No, don't!

Don't. No!

No! You dirty bastards!

Bastards!

Try the secret compartment.

Attaboy!

Thanks!

Nice matzo balls!

Beautiful. Look at that.

Okay, better wrap them up.

We're going. You coming?

Coming!

- Morning.
- You get the stones?

Pay him.

- Any trouble?
- No trouble. Kid stuff.

You okay?

- How come you didn't tell me?
- Being inside can change you.

I'd already made the deal

with Frankie to get rid of Joe.

With a man like Frankie Monaldi

you don't say, "yes" and then, say "no. "

I cannot take the chance

to change your mind, you understand?
You're right.
I would have said, no.
Frankie Manoldi is as big as they come.
He's got the combination
in the palm of his hand.
If we're not careful,
he's gonna have us in the palm of his hand.
You don't get nowhere alone.
I thought you'd already said
you didn't like bosses.
It sounded like a good idea then.
It still is.
Just think about it, Noodles.
They're gonna ask us to come in
with them. There's a lot in it for us.
Today they asked us to get rid of Joe.
Tomorrow they ask me to get rid of you.
Is that okay with you?
'Cause it's not okay with me.
All right.
Let's just forget about it.
Wanna go for a swim?
Yeah, let's go for a swim.
All right, what are you doing?
Hey, Noodles.
Don't fuck around, Noodles.
- Noodles, what are you doing?
- Hey!
You crazy?
Shit!
Asshole!
Can't believe you did this!
District Attorney James Lister
was killed in an explosion of a car...
...belonging to Secretary of Commerce,
Christopher Bailey...
...as he's leaving
the Secretary's Long Island Estate.
Mr. Lister, was killed instinctly in the blast,
was scheduled to testify...
...in Washington on Thursday
before a Senate committee.
A committee investigating what has

become to be called "The Bailey Scandal. "

A special team of detectives
has been assigned to the case.

As for Secretary Bailey, he was not available
for any statement at this time.

Did you know them?

- offices of his long time legal advisor,
Irving Gold...

...in hopes of getting some comment.

Mr. Gold, you're aware
that District Attorney Lister...

...is the second witness in the Bailey
Scandal to meet a sudden end violently.

The first was Thomas Finney,
Undersecretary of Commerce...

...who fell to his death from his

Do you think there's a connection between...

Take the money and run, Noodles.

What the hell's keeping you here?

The only remaining witness
is the man who...

...rightly or wrongly has given his
name to this affair, Secretary Christopher Bailey.

Curious!

The secretary has no worries.

Sir, if he has no worries, why has he
retreated to his place on Long Island?

Far from between, he's preparing his attack...

...on the questions,

he will be asked by the committee.

I'd call them accusation,
more than questions, Sir!

- This secretary has no worries.

- Well, the public does!

Particularly, in view of the rumors
about rigged contracts, bribery...

...the international Mafia. Especially
those dealing with the illegal use...

...of the Transport union
pension funds.

Could you tell us anything about that?

Gentlemen, I deny all of these rumors
and allegations directed against my organization.

Our hands have always been

and will continue to remain clean.
In my entire life, I've fought to keep
the American labor movement clear...
Him, I know!
- forced speculation,
criminal elements...
...or corrupt politicians.
If any mistakes have been made...
He's still giving out
the same old bullshit.
If any guilt at all exists
in this situation, it lies elsewhere.
What's this I've been reading
about you in the newspapers?
Inflammatory words from an union boss?
You still won't come and stop
the workers or the social movement.
Listen to me, you socialist asshole!
We don't give a good fart about the
socialist workers and their movements.
We just want you out of the factory so we
can get the furnaces working again.
This is the last offer
you're gonna get.
You want to sign it or what?
Tell your bosses they can
wipe their ass with it.
Fill her up.
This is my last...
Hold it, boys. Don't shoot.
It's me, Crowning.
- Crowning!
- Yeah!
- That'll do, boys.
- What'll do?
We almost got the kid
where we want him.
And we got the boss where we want him.
Easy!
Easy!
Put 'em down.
Put your guns away, boys.
Just swapping prisoners.
Fair trade, huh, chickenhead?

Union boy over here for Mr. Boss Man.
Well, look who's here.
Fat Moe's boneyard boys.
Which reminds me...
...how's that cancer in your gut
coming along, Chicken Joe?
- Untie him.
- I don't take orders from you.
We're not asking you to take orders, Joe.
We're telling you.
Now go ahead, untie him.
Untie him.
Untie him.
Who are you?
Who's paying you?
I think this is really gonna piss you off, Mac.
I think it's those dirty dirty
politician friends of yours.
Yeah? Well, you crawl back and tell
'em we don't want you in with us.
Our fight's got nothing to do with
liquor and prostitution and dope.
Well, you'd better
get used to the idea, pal.
This country is still growing up.
Certain diseases it's better
to have when you're still young.
You boys ain't a mild case
of the measles. You're the plague.
And bastards like him are immune.
That's the difference
between us and them!
Take it easy.
The difference is,
that they are always gonna win.
And you'll keep
getting it up the ass.
Sooner than you think.
Chief Aiello, moving policemen into
the factory came as a surprise to everyone.
The press, the unions,
especially the strikers.
Well, what did you want, sweetheart,
a declaration of war?

- Ours was a peaceable operation.
- Wasn't that contrary to the new union laws?
I'm chief of police,
not chief of people.
Was there any violence
on the parts of strikers to justify your...

My motto was:

"Prevention, not repression. "
But you let scabs move in
and start working.
Young lady, you wanna talk to me,
call them "unemployed workers. "
Now, with your permission, I'll take these
flowers to my missis before they wilt.
Or maybe you heard.
I'm the father of a baby boy.
We heard he's the youngest stockholder
in that factory you occupied.
What'd you mean by that?
They say management expressed their
thanks with a birthday present for the baby.
You know,
slander is a serious offense.
Especially when it comes
from a hack reporter.
You wanna find out how serious?
But since this is my first boy
after four girls...
...I'll declare amnesty.
Behave yourself!
Go!
Thank you!
He's eating?
- For five.
- For five? Well, why not.
You could feed an army
with these two milk plants.
We could open up a dairy.
Oh, hey. Che bella!
Who loves you? Who loves you?
I love you.
And I love you.
And I love you.

Lucy!
Don't you have
to feed him at 6:00?
Come in!
- Oh, here he is now.
- That's my son!
That's my son!
That's my son! That's my son!
Jesus Christ, they change fast.
Yeah, but he looks like my old man.
Yeah, yeah, look, same eyes.
And look, the same devilish pride.
Hey. Hey, hey!
Did you see his dickey?
- Vincent!
- What?
- The girls.
- The girls!
Sooner or later you have to learn that
after me, the boss in the house is him.
He's got balls like his papa.
- Hey!
- Let me have him.
No, no, no.
I'll do this. I'll do this, huh.
Hey. No, no, no.
Look. Hey, hey.
Let Papa change you.
Come on,
everything will be swell.
Come on, come on, come on.
What the fuck is this?
What is this? Huh? What's that?
- Look!
- It's the right number.
The right number?
I'll break your goddamn neck!
Find my son,
or I'll burn down this Goddamn building.
Hello!
Hello?
Would you shut up?
No, hey, no. Wait, wait.
I'm not talking to you.

Well, who's this?

Never mind...

To who am I talking?

Where the hell are you?

My son, where is he?

Where do you think? He's in the maternity ward. He never left.

He got restless, so he wanted to change his bed, that'all.

Then the other kids got the same idea, so they also wanted to change their beds.

You got 30, 40 screaming babies jumping from one bed to another...

...switching tags, so now we do have a real problem.

Piece of shit whoever you are! What the fuck you you're saying? How shall I find my son!

Oh, no, no, no! Luckily, we were there to see that everything was under control.

If you want, we can put everything back where it was.

- Except this one problem. You gotta meet us halfway.

- Tell me!

Now, why do you give a fuck about who wins the strike?

That's got nothing to do with me!

What did I do?

What did you do?

First of all, you let the scabs in.

Second of all, you've got the cops in there protecting them. That's what you do!

I'm a cop!

All right, shut the fuck up and I'm gonna tell you what to do!

Now listen very carefully.

You're gonna call off your dogs and you gonna let the strikers work it out with the bosses.

- You got that?

- I want my son right now!

You do that and we'll give you the kid's number.

And if you don't do that, look for your kid yourself. Have good luck!

- So, what is it gonna be?

- Okay, all right!
- I'll call my men off today.
- Attaboy!
You know, hey hello, for a rotten
red bastard son of a bitch...
...you're not as stupid as I thought, yeah!
- All right, we'll be in touch with you.
- When will you call?
Don't worry, don't worry.
We'll be in touch with you. Bye.
- So?
- We got a deal.
- To a very smooth talker.
- Yeah!
- Mazel.
- At least.
- Peggy!
- Noodles!
Where's that switch list?
- The switch list?
- Yeah!
- I can't find it.
- What?
I can't find it.
- What'd you do with it?
- I think I dumped it with that hospital jacket.
What a yutz!
- Oh, Pat.
- Wait a minute, listen.
Listen, Noodles,
Noodles, wait. I remember.
The boys' numbers was odd, was even
and the girls' was odd.
- It's very simple.
- You took good stock.
Hey, let's give him an even number.
Eight. Let's pick an eight.
Eight.
- Yeah, it's a good number.
- Wait. What about the other pissers?
We're better than fate.
We give some the good life,
give it to others right up the ass.
All right, boys, let's settle up.

It's Saturday.
Settle-shmettle,
I'm gonna take mine out in trade.
You're such a nudge.
You know what? You know, I wish
I was switched when I was a kid.
What makes you think you weren't?
I don't believe it.
Hey, you guys, come here.
Take a look at who's over here.
- That suit you, Peg?
- Okay, fine, Max.
- What've you got?
- Over there.
Well, what...?
Holy shit! Noodles! Noodles!
Come here, come here.
Look.
The blond by the piano.
- Who's that?
- Who is that?
You and this broad were
practically engaged at one point.
Oh, beat me. Oh, I love it.
- Who was it? The Detroit cock-squasher?
- Yeah.
- Peggy.
- That's not her. She looks different.
You know that platinum blond over there,
in the flower dress?. She's by the table.
See her? Call her in, will you?
- Carol.
- Carol, whatever.
Just tell her there's a bunch
of her old friends here.
Carol.
Carol!
Noodles, come here.
- Somebody here wants to see you.
- Who?
You know these guys?
No.
I don't think so.
No.

No. I'd remember a bunch
of good-lookers like these.
Oh, well, how could I forget.
There was...
There was only one of you
I got to know personally, though.
Which one?
Let's see how good
a memory you've got for faces.
You.
No.
Him.
We've been hanging out so long we're
starting to look alike. Hanging out.
Charmed.
You can call me Carol.
We've already met.
Pleasure.
The pleasure...
...is all mine.
So you left Detroit, huh?
No, her and her husband
just come in on weekends.
Yeah, beats the seashore.
She takes on 10 guys while
her hubby watches through the peephole.
Beats the hell out of the movies.
I wonder what that jerk
is up to in his cubbyhole right now.
He must be wondering
where is his fucking wife.
Why don't we make it a threesome, huh?
Can't you see he's got
other plans for tonight?
Well, bring her along.
We'll make it a foursome.
I'm not that kind of guy.
Besides, I'm afraid if I give you a good crack
in the mouth, you'd probably like it.
Have a good night, fellas.
See you later.
- Been waiting long?
- All my life.
You wanted a place by the ocean. I had

it opened. It was closed for the season.

All these tables are for two people.

Pick whatever one you want.

I like this one.

Here, sit down.

Boeuf la mode.

I'll have the asperges sauce

vinaigrette and then a chateaubriand.

- Pommes frites?

- Natures.

- Comme dessert?

- I'll decide later.

- Monsieur?

- I'll have the same.

For the wine?

You decide.

I'll just have water.

- You decide.

- Thank you.

You've been around.

Where'd you learn them

parlez-vous francais dishes?

Who's teaching you

that stuff?

You mean a sugar daddy,

who tries to teach me how to act?

I read books. I want to know everything.

Doesn't it make sense to have plans?

Yeah, it does.

What about me?

Am I in any of these plans?

Noodles...

You're the only person that I have ever...

Ever what? Go ahead.

Ever what?

That I ever cared about.

But you'd lock me up and

throw away the key, wouldn't you?

Yeah.

Yeah, I guess so.

Yeah...

And the thing is,

I probably wouldn't even mind.

- So?

- So I got to get to where I'm going.
- And where's that?
- To the top.
Now you sound just like Maxie.
Youse both alike,
that's why you hate each other so much.
Do you want me to leave?
No, I don't want you to leave.
You dancing?
- You asking?
- I'm asking.
I'm dancing.
To keep from going crazy, you have to
cut yourself off from the outside world.
Just not think about it.
Yet there were years that
went by, it seemed like...
...no time at all,
because you're not doing anything.
There were two things I couldn't
get out of my mind. One was Dominic.
The way he said, "I slipped,"
just before he died.
The other was you.
How you used to read me
your Song of Songs, remember?
"How beautiful are your feet
In sandals, O prince's daughter. "
I used to read the Bible every night.
Every night I used to think about you.
"Your navel is a bowl
Well-rounded with no lack of wine. "
"Your belly, a heap of wheat
Surrounded with lilies. "
"Your breasts... "
"... clusters of grapes. "
"Your breath, sweet-scented as apples. "
Nobody's gonna love you
the way I loved you.
There were times I couldn't stand it.
I used to think about you.
I'd think, "Deborah lives.
She's out there. She exists. "
And that would get me through it all.

You know how important that was to me?
I'm leaving tomorrow
to go to Hollywood.
I wanted to see you tonight
to tell you.
No.
No!
No! No.
No. Please, no. No, please. No!
No! No! No, please!
No, no! Please, no, no. No.
No!
Deborah.
Get away! Get away!
I'll be right back.
Take her home.
Take her home.
Well...
...look who's back.
What's this?
It's a throne.
It was a gift to a pope.
- Cost me 800 bucks.
- It's from the 17th century.
So, what are you doing with it?
I'm sitting on it.
- You got any coffee around?
- Yes.
Thanks.
While you were on vacation,
we were working overtime.
The union paid off.
That's your share.
Yeah. Even that geek.
You know, Jimmy "Clean Hands. "
He respects us.
I shed a little blood for the cause.
Here, it's all in the papers.
Morning Telegraph, they didn't like it.
It says,
"Underworld joins strikers in brutal battle. "
But The Post, they liked it.
"Ends justify means
in decisive gangland encounter. "

And they kvetched
about the Atlantic City job.
Newspaper guys never know
what the fuck they want.
- Well, you could have looked for me.
- We did.
Cockeye found you at the Chink's.
So fucking doped up,
you didn't even recognize him.
There you were.
You called me "Deborah. "
Go fuck yourself.
Mind your own business.
We do our fucking business together and
the fucking broads do not get in the way...
...and you know it!
- Yeah?
- Yeah.
- What's she doing here?
It ain't Saturday. She should be
back in Detroit, screwing with somebody.
Well, she's screwing here now.
And only with Max.
Oh, yeah?
- With her husband peeping through?
- No, I left him.
You live with her, you bring her here and
you tell me not to mess with broads.
- You forgetting about one thing.
- What?
- I don't give a fuck about her.
- Max...
- Shut up! Shut up!
- Hey, Maxie, tell me something.
- What'll you spend your honeymoon on?
- Shut the fuck up! Shut up!
Just shut up!
You want me to dump her?
You want me to kick her fucking ass
out of here?
Want me to kick her ass out
or what?
You want me to kick? Get the fuck out!
Get the fuck out! Get out!

Gonna tell me I don't
have a way with women?
- Hello.
- This is Jimmy. Who's this, Max?
No, it's Noodles.
Okay, listen.
We're gonna need you guys today.
I'm gonna be making a
tough speech, and I think you...
Go, go!
Start the engine.
I'll be right with you.
Mr. Gallagher wants you to know
he appreciates what you did.
To show his appreciation...
...here's an envelope
for the both of you.
If we gotta complete the job,
I'll let you know.
Wiped out by a blast of Cordon Rouge.
What would Crowning
and his bosses say after that?
Never be afraid of you, then.
They're still not afraid of me.
It was you boys that scared them off.
And you didn't want these guys.
You're lucky you got party leaders...
...like me who care about the union.
The strike is settled. We won.
That's what counts. Am I right, Jim?
It was tough for Jimmy not
to be there to sign the contract.
No.
What's tough is, you did more in a night
than I could in two years of talking.
- Forget it.
- To the hottest newcomer...
...in American unions, Jimmy Conway.
- Now you're talking.
Roll out the barrel.
- And God bless.
- Drink up, Jim. Suck it right down.
You must be crazy giving him drinks.
We're going to operate.

What's the rush? They already told me
I'd be a gimp the rest of my life.
Don't worry, with one leg a little shy,
you're gonna take giant steps.
Yeah. And always one step
right behind you, Sharkey?
Make sure they work on
the right leg, Jim.
It's only blood, huh?
You boys got yourself a real martyr
for a friend. Make it work for you.
Yeah, but what are we going
to do with a martyr?
Times change. Prohibition won't
last much longer. Take it from me...
...a lot of you will be out of work.
- Go on, Mr. Sharkey. We're interested.
You ever think of setting
yourselves up in business?
All those trucks used to haul liquor,
soon be selling them for nothing.
I'm talking about hundreds of vehicles
controlled by a national organization.
And supported by a powerful union
headed by Jimmy.
Whatever you ask,
there's no way he can turn you down.
You gotta be kidding, Sharkey.
Jimmy "Clean Hands"
in business with us?
They won't be clean for long,
with the hands he'll shake.
Everything in good time.
- We're not interested.
- What's the matter, you got a problem?
We got plenty of money tucked away.
Why not invest it?
I'll put the party behind you.
And I got friends in high places.
I'm not interested,
and I don't trust politicians.
You still think
like some street schmuck.
If we'd listened to you,

we'd still be rolling drunks.

- You broke?

- Don't bust my balls.

I am talking about real money.

This is real money to me. It's a lot of money. You want any of it?

- You carry that stink of the street.

- I like that. It makes me feel good.

I like the smell of it.

It opens up my lungs.

And it gives me a hard-on.

You're carrying dead weight, Maxie.

One of these days,

you're gonna have to dump it.

Let me know

when you're gonna dump me.

Meanwhile, I'll be in Florida.

I got a yen for the seashore.

Listen, I was thinking it over...

...and I guess I kind of got a yen

for the seashore myself.

You wanna go swimming?

- Yeah.

- Yeah, let's go for a swim.

Read all about it!

Read all about it!

Hey, Maxie.

Max.

How much money we got put away?

Why?

Because we're unemployed.

About a million bucks.

- Oh, yeah? Where'd you put it?

- In my underwear.

I'd have found it there.

We gotta reorganize, Max.

And I got a couple of good ideas.

Me too.

If I had a million bucks,

I'd take it easy.

We'll take it easy when we got 20.

- Fifty.

- Where you gonna get that?

Right here.

What's that?
It's a dream.
A dream I've been dreaming
all my life.
I swear to God, you and me together,
we can make it come true.
What is it?
The Federal Reserve Bank.
It's the biggest step
we can take, Noodles.
You're really crazy.
Don't you ever say that to me.
Don't ever say that to me again!
What chance is there that a crazy
thing like this might succeed?
Don't ask me, ask Max.
You know as well as I do that this is
suicide, pure and simple, for everyone.
Yeah, well, don't tell me, tell him.
You got your own methods.
I tried.
He doesn't want to screw anymore.
All he thinks about is this job.
Tear gas, hostages,
now he's gonna do this.
He's gonna do it with or without you.
Noodles, we've never liked each other.
We put up with each other for Max.
So why don't we get together once...
...and do something for him.
And after that...
...we can go back to being enemies.
You know,
if you were all in jail first...
...there wouldn't be any bank job.
I got the idea from your friend Max.
What do you mean?
He laughs at you. He makes fun of you.
He says Eve has got you by the balls.
Every time you walk past this place,
you shit in your pants.
You'd do anything for the cops to pick
you up so you wouldn't have to do this.
Well, then do it.

Do it. Put him in jail.
Put him in jail. Not long.
Just long enough so he can get
the idea out of his mind.
If you can't stand being away
from him, put yourself there too.
Better off than being dead.
You know what to do.
And if you don't, I will.
Get out!
Take a cab. I'm busy.
I got things to do. Get out.
Noodles.
Make up your mind fast, huh?
What's the matter?
Aren't you having a good time?
Why are you going out tonight?
Why bother now that prohibition
is almost over?
Everybody's selling. We got friends
who wanna get rid of booze.
Practically nothing.
So we figured, why not.
I'm gonna be gone for a while.
I'll be waiting at the hotel.
I like it when you come home
late and wake me up.
I'm not gonna be home tonight.
I'm not gonna be home tomorrow either.
I thought these things
only take a couple of hours.
Ladies and gents, I drink to the demise
of Fat Moe's speakeasy.
Who the hell wants to drink
here legally anyway, am I right?
Okay. Come on, Moe, set them up.
Go on, get in there.
Here's mud in your eye.
Boys.
Let's drink to our last shipment.
There's more onboard
tonight than just booze.
It's 10 years of our lives. Ten years
that were really worth living.

Yeah.

Noodles.

Noodles.

How long will I have to wait?

A year and a half, more or less.

Six months off for good behavior.

- What are you gonna do?

- Don't ask.

Operator.

Police, please.

Fifth Precinct. Sergeant Halloran.

Hello.

Who's speaking? Can I help you?

Hello.

I got a good tip for you.

- Yeah, who is it?

- It's Max. Open the door.

- What's the matter with you? You sick?

- No, I'm fine.

You don't look it.

Maybe you'd better

stay home tonight, huh?

Why?

You know, I've been

watching you all night.

And you've been drinking like a fish.

Trying to get your courage up?

We're only bringing in

a shipment of booze.

It's got so you're even

scared to do that.

Maybe you just better

stay home tonight.

With Eve.

Hey, Maxie, everywhere you go,

I go too. Remember that.

Maybe Sharkey was right.

Maybe I ought to just dump you.

- You're really crazy.

- Never say that.

Don't say it!

Max made fools of us, Noodles.

He wanted to die.

Did you know his old man

died in the nut house?
Max didn't want to
end up the same way.
So he put the idea
in our heads to tip off the cops.
And when they stopped the truck,
Max started shooting first...
...just to get himself killed.
What is this?
Opening night.
Fifteen years ago.
Who's this?
Patron saint of the place.
And some actress.
Do you know her?
No.
Hello, Deborah.
Aren't you gonna say anything?
What is someone
supposed to say after...
...more than 30 years.
Well, how about, "How you doing?
You're looking good. "
Or, "I was hoping I'd never
see you again. "
I never thought I would.
There's a difference.
At least you recognized me,
that's something.
Actresses have good memories.
You want a drink?
I'm having one.
Margo.
- Yes, miss?
- That's all for now. You can go.
All right, miss.
She called you "miss. "
You never got married?
No.
You live alone?
No.
Where were you?
I was out of town.
Have you been back long?

A couple of days.
Are you staying?
That depends.
Why do you want to see me?
Two reasons.
Wanted to see if you did the right thing,
turning me down to become an actress.
Well?
You did. You're terrific.
"Age cannot wither her. "
It's like the play
was written for you.
What was the other reason?
The other reason...
...is to decide whether I should go
to a party tomorrow night
Party?
Yeah, on Long Island.
A Secretary Bailey.
Do you know Secretary Bailey?
No.
But I was invited anyway.
If you don't know each other,
why were you invited?
I don't know.
I thought you might know why.
Me?
Why me?
Because you know him.
- Who is it?
- It's me, David.
- No, David.
- Can I come in?
No. Just wait outside, I'll call you.
Okay, I'll be right here.
- What does Bailey want from me?
- You came to ask me that?
- Why'd he send me an invitation?
- I don't know.
Why should I know about your
invitations? I don't know anything.
What do you want?
Why did you come here? I know nothing.
Now you're a lousy actress.

Who is Secretary Bailey?
Secretary Bailey is a rich businessman.
He came to the United States as
an immigrant and made a lot of money...
...in San Francisco and L.A.,
where he's lived for 30 years.
I know all that. It's all in the papers.
What else is there?
He married a very wealthy woman.
They had a child.
She died when the child was born.
A few years ago, he went into politics.
Moved here.
That's history. I'm not talking
about that. I'm talking about now.
Right now he's in trouble.
Just tell me you've been living with him
all these years, and you're his lover.
Age can wither me, Noodles.
We're both getting old.
All that we have left now
are our memories.
If you go to that party on Saturday
night, you won't have those anymore.
Tear up that invitation.
There's an exit back this way.
Noodles, go through it.
Keep walking.
Don't turn around.
Please, Noodles.
I'm begging you. Please.
Are you afraid that I'll turn
into a pillar of salt?
If you go out that door, yes.
This is Secretary Bailey's son.
His name's David, just like yours.
Please go in.
What are you waiting for?
I don't understand, Mr. Bailey.
Sit down, Noodles.
Make yourself comfortable.
I'm glad you accepted my invitation.
Well, I was curious.
So many important people in one place.

Yes. Well, the rats usually
desert a sinking ship.
But in my case, they appear to be
flocking onboard.
Yeah, well, I read about
your troubles in the newspapers.
But a man in your position, with all
your power and all your privileges...
...has to assume a certain amount
of responsibility...
...a certain amount of risk.
Why'd you ask me
to come here, Mr. Bailey?
That invitation doesn't mean
a goddamn thing, and you know it.
All that counts is what
was in that suitcase.
The money and the contract.
It didn't say who the contract
was on, though.
Haven't you figured that out yet?
You, Mr. Bailey?
I haven't had a gun in my hand
for many, many years.
My eyes aren't too good,
even with my glasses. My hands shake.
- And I wouldn't want to miss.
- Cut the bullshit, Noodles.
I'm already a dead man.
At least give me the chance
to settle the debt that I owe to you.
I'll never make it before
the investigating committee.
They're scared I'll implicate
the whole bunch of 'em.
They gotta get rid of me.
Today is as good a day as any.
You do it, Noodles.
You're the only person
I can accept it from.
You see, I found out where you were.
I brought you back here for this.
To even the score between you and me.
You can get out through there.

It leads right down to the street.
Nobody will see you.
I don't know what you're talking about.
You don't owe me a thing.
Your eyes were too full of tears to see
it wasn't me burned up on that street.
It was somebody else.
You were too shocked to realize
that the cops were in on it too.
That was a syndicate operation, Noodles.
You're crazy.
You said that to me once before,
a long time ago.
My mind was never as clear
as it was at that moment.
I took away your whole life from you.
I've been living in your place.
I took everything.
I took your money.
I took your girl.
All I left for you was 35 years of grief
over having killed me.
Now, why don't you shoot?
It's true,
I have killed people, Mr. Bailey.
Sometimes to defend myself.
Sometimes for money.
And many people used to come to us.
Business partners, rivals...
...lovers.
Some of the jobs we took,
and some we didn't.
Yours is one we would never touch.
Is this your way of getting revenge?
No.
It's just the way I see things.

It's 10:

...and I've got nothing left to lose.
When you've been betrayed by a friend,
you hit back.
Do it.
You see, Mr. Secretary...
...I have a story also.

A little simpler than yours.
Many years ago I had a friend,
a dear friend.
I turned him in to save his life...
...but he was killed.
But he wanted it that way.
It was a great friendship.
It went bad for him,
and it went bad for me too.
Good night, Mr. Bailey.
I hope the investigation
turns out to be nothing.
It'd be a shame to see
a lifetime of work go to waste.