THE CURIOUS CASE OF BENJAMIN BUTTON

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Based on the short story by F. Scott Fitzgerald

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As all things do, it begins in the dark. EYES blink open. Blue eyes. The first thing they see is a WOMAN near 40, standing looking out a window, watching the wind blowing, rattling a window.

A WOMAN'S (V.O.)
What are you looking at?

CAROLINE
The wind, Mother... They say a hurricane is on its way... You've been asleep... I was waiting to see you...

1 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

Now we see we're in a hospital room with layers of white enamel paint trying without success to hide the years... An old WOMAN, past 80, withered, still regal with a green turban around her bald head is propped by pillows, her blue eyes looking out at us from her bed... She's connected to an intravenous for sustenance and a morphine drip... Her name, is DAISY FULLER. She speaks with a Southern lilt.

DAISY
If it wasn't for hurricanes we wouldn't have a hurricane season.

CAROLINE
I've forgotten what the weather can be like here. I've lived with four seasons so many years now.

We see a young Black Woman, a "caregiver," DOROTHY BAKER, in a corner, thumbing a magazine, with one eye at the
DOROTHY BAKER

I saw on the news they're predicting trouble...

DAISY

1928 they stacked people like firewood to close a hole in a levee.

But Daisy has other things on her mind... murmuring...

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DAISY (CONT'D)

It all runs together... like a fingerpainting... I feel like I'm on a boat, drifting...

CAROLINE

(tenderly)

Can I do anything for you, Mother? Make anything easier?

DAISY

Hmmm. There is nothing to do, Caroline. This is what it is... I'm finding it harder to keep my eyes open... my mouth all filled with cotton...

And agitated, feeling confined, she scratches at her nightgown as if it were sticking to her... she starts to take it off... Dorothy gets up and straightens it for her.

DOROTHY BAKER

There, there, Miss Daisy... you'll scratch yourself to ribbons...

(to Caroline)

It's their way of letting go...

(the finality)

...prob'ly today.

Caroline is well aware of it, but the words, her
admonition of death being so close at hand, makes everything even more present...

**CAROLINE**

Do you want more medication, Mother? The doctor said you can have all you want.

Daisy is quiet, looking into the distance. Caroline, seeking closure, sits on the bed with her and starts to cry. Daisy puts her thin arms around her daughter, comforting her.

**CAROLINE (CONT'D)**

A friend told me she never had a chance to say goodbye to her mother.

(grateful to have the chance)

I wanted to thank you, Mother, for bringing me into this world. For raising me so well.

(MORE)

(CONTINUED)

3.

1 CONTINUED: (2)

**CAROLINE (CONT'D)**

I wanted to tell you how much you've meant to me. I'm going to miss you so much...

They hold each other for some time... They separate... And there's an awkwardness they have nothing left to talk about... nothing left to say to each other... a hole in their relationship... Caroline fills it with the eternal question...

**CAROLINE (CONT'D)**

Are you afraid?

**DAISY**

Curious. What comes next...

She winces at some physical pain.

**DOROTHY BAKER**

The pain's coming more steadily... Her breathing will falter soon... No need for her to suffer..
She raises the morphine level... Daisy closes her eyes... drifting with the morphine... and a thought, a dream, a sound, crosses her mind... and she says...

**DAISY**

They built that train station in 1918. Your father was there the day it opened... He said a tuba band was playing...Oom-pah-pah...

**2 EXT. THE NEW TRAIN STATION, NEW ORLEANS - DAY, 1918**

And we see a TUBA BAND is playing while a ribbon cutting ceremony is taking place across the steps of the new TRAIN STATION...

**DAISY**

Oom-pah-pah, oom-pah-pah...The finest clockmaker in all of the South built that clock...

**3 INT. CLOCKMAKER'S SHOP, NEW ORLEANS - NIGHT, 1917**

We see an old French Quarter storefront with an endless array of clocks and watches...

**DAISY'S (V.O.)**

His name was Mr. Gateau. Mr. Cake.

**3A.**

**4 INT. THE HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT**

The slightest of smiles crosses Daisy's lips... saying to herself again... "Mr. Cake..."

**5 INT. CLOCKMAKER'S SHOP, NEW ORLEANS - MORNING, PRESENT**

We see a diminutive man in a frock coat with small, delicate hands, "Mr. Cake," working in his downstairs workshop. More than a few clocks stroke midnight, a handsome Creole Woman comes into the workshop...

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DAISY'S (V.O.)
He was married to a Creole of Evangeline Parish and they had a son.

Taking his arm, she helps him up to show him to his bed.

DAISY'S (V.O.)(CONT'D)
Did I mention, Mr. Gateau was from birth, absolutely blind.

INT. CLOCKMAKER'S SHOP, NEW ORLEANS - NIGHT, 1917

...The clockmaker his fine hands blindly working...

DAISY'S (V.O.)
And when their son came of age, like boys will do, he joined the army. They saw him off at the old train station.

EXT. OLD TRAIN STATION, NEW ORLEANS - DAY, 1917

An old wooden barn of a building. Their son, hugging his parents, getting on a flatbed train crowded with other soldiers, pulling away... Mr. Gateau, blindly waving his hat goodbye to his son...

DAISY'S (V.O.)
Oh how he worked, for months he did nothing but work on the clock for the great train station.

INT. WORKSHOP BELOW THE CLOCKMAKER'S HOME - NIGHT, 1918

The sound of clocks constant ticking. Mr. Gateau at work...

DAISY'S (V.O.)
One day a letter came...

Blanche comes into the workshop... a letter in her hand... She reads to her blind husband...

BLANCHE DEVEREUX
"I am sorry to inform you that your son was killed fighting for his country, at the battle of the
Marne. In the death of Sgt.
Martin Gateau I lose one of my
most trusted men.

(MORE)

(CONTINUED)

8    CONTINUED:

    BLANCHE DEVEREUX (CONT'D)
When I informed members of our
company he had fallen, on every
face could be seen the mark of
sorrow... ...we were in hope the
Lord would spare him to return
home together... Alas this was not
to be. I send along his pants,
shirt, cavalry pin, kerchief, and
haircomb."

    DAISY (V.O.)
Mr. Gateau, done for the night,
went up to his bed.

Mr. Gateau, blindly feeling his way up the stairs...

    DAISY'S (V.O.)
And their son came home.

9    EXT. OLD TRAIN STATION, NEW ORLEANS - DAY, 1918

We see "Mr. Cake" in his familiar hat, his wife holding
his arm, standing among the rows of coffins.

    DAISY'S (V.O.)
They buried him where the Gateau
family had been buried for a
hundred and seven years...

10   EXT. NEW ORLEANS CEMETERY - DAY, 1918

An old New Orleans cemetery, vines crawling the
sepulchers.

    DAISY'S (V.O.)
Mr. Cake went back to work on his
clock... laboring to finish...

11   INT. THE CLOCK WORKSHOP, NEW ORLEANS - LATE NIGHT, 1918
Mr. Gateau blindly setting the last spring, closing up the clock back... finished at last.

DAISY'S (V.O.)
It was a morning to remember...
Papa said there were people everywhere...

12 INT. THE NEW TRAIN STATION, NEW ORLEANS - DAY, 1918

And we see a large throng gathered to watch the unveiling of the clock. Politicians, citizens, and pickpockets alike...

(CONTINUED)

6.

12 CONTINUED:

DAISY'S (V.O.)
Even Teddy Roosevelt had come.

And we see the distinctive figure of Theodore Roosevelt, in overcoat and hat, the war heavy on his shoulders. We watch Mr. Cake, with the aid of an assistant, climbing the scaffolding to his clock covered by a velvet drape... He stands for a moment... and with a simple tug, releases the purple swath... People gasp at the magnificent clock... "Mr. Cake" winds the clock, which chimes a glorious chime... Pushed by an angel, the second-hand begins its eternal journey...going around... Everyone cheers... until they realize the clock is going the wrong way... traveling backwards in time... A man shouts, "It's running backwards!"

MONSIEUR GATEAU
I made it this way... so that perhaps, the boys who were lost in the war might stand and go home again...

13 EXT. BATTLEFIELD - DAY, 1918

And we see just that... bullets leaving mens' wounds sailing back into the rifles from whence they came... limbs, whole again... cannon balls rocketing backwards into the cannons' breech... Fallen come to their feet, to live and breathe again.

MONSIEUR GATEAU (V.O.)
... home to farm, to work, have
children, to live long, full lives...

14 INT. THE NEW TRAIN STATION, NEW ORLEANS - DAY, 1918

Teddy Roosevelt, bereft, removes his hat...

MONSIEUR GATEAU
Perhaps, my own son might come home again...

15 EXT. OLD TRAIN STATION, NEW ORLEANS - DAY, ANOTHER TIME

And we see his own son, Martin, once again full of life hopping backward off the train to land where his journey started... back in the arms of his loving parents...

16 INT. TRAIN STATION, NEW ORLEANS - DAY, 1918

MONSIEUR GATEAU
I'm sorry if I offended anybody. I hope you enjoy my clock.

And his wife holding his arm, he makes his way across the terminal and exits... The crowd is motionless. They look to Teddy Roosevelt for guidance... but he simply puts his hat on, and with his guardians, is gone...

DAISY'S (V.O.)
Mr Cake was never seen again. Some say he died of a broken heart. Some say he went to sea...

17 EXT. THE MISSISSIPPI RIVER - AT THE END OF A DAY

Mr. Gateau, blindly rowing... away...

18 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

DAISY
He just rowed...rowed...away...

The wind loudly rattles the window...they turn to look...

DOROTHY BAKER
Do you mind if I make myself a call? I've got somebody watching my little boy.
CAROLINE

No, please go call...

It's quiet, Caroline sitting on the bed with her dying mother... with the wind knocking at the window... After some moments:

CAROLINE (CONT'D)

I hope I haven't disappointed you, Mother.

DAISY

Oh honey, you could never disappoint me.

CAROLINE

I wished I had more to show for myself. I know you would have liked to have had grandchildren.

(MORE)

(CONTINUED)

8.

18 CONTINUED:

18

CAROLINE (CONT'D)

My life hasn't been all that normal...

As if to say the pieces haven't all fit... trying to articulate it...

CAROLINE (CONT'D)

I'm either a step ahead... or a step behind...

DAISY

What's normal? A hat full of sand.

CAROLINE

What?

DAISY

(going on)
I need my brown suitcase... The envelope...
CAROLINE

An envelope?

Caroline doing what she's asked goes over to one of the suitcases by the bed... She opens it... and among the clothes and the keepsakes, there is indeed an old envelope.

CAROLINE (CONT'D)

This one?

DAISY

I tried to read it a hundred different times... but I couldn't bring myself...

CAROLINE

What do you mean?

DAISY

Read it to me.

Daisy closes her eyes... Caroline takes out a sheath of papers... It's a journal of some kind written in longhand... Pages have come undone... scraps of paper, even some napkins...

DAISY (CONT'D)

(murmurs)

Just the sound of your voice...

(CONTINUED)

And for her mother's sake she begins to read it... with no particular interest, like reading to someone a selection from a menu's choices...

CAROLINE

It's dated "April 4, 1985." It says, "New Orleans."

(after a beat)

"This is my last will and testament..."

(which starts to engage her)

I don't have much to leave... few
possessions, no money really... I will go out of this world the same way I came in, alone and with nothing.
   (finding herself engaged)
   All I have is my story... I'm writing it now while I still remember it..."

She's interested. She looks over at her mother. But her mother's eyes are closed...

   CAROLINE (CONT'D)
   "My name is Benjamin..."

And Caroline's voice becomes a young MAN'S voice...

   A MAN'S (V.O.)
   "Benjamin Button... and I was born under unusual circumstances."

19  EXT. NEW ORLEANS - NIGHT 1918

   THERE'S SUDDENLY AN EXPLOSION OF FIREWORKS.

   BENJAMIN BUTTON'S (V.O.)
   The war to end all wars had ended.

   We see the streets of New Orleans are filled with drunken, singing revelers... cars jamming the cobblestones, people kissing, shouting joyful... Another burst of fireworks.

   BENJAMIN BUTTON'S (V.O.) (CONT'D)
   I was told it was an especially good night to be born...

(CONTINUED)

9A.

19  CONTINUED:

   And we see in the fireworks' light, a young MAN in his early 30s, THOMAS BUTTON, running up to the gate of a fashionable town home. He nearly collides with a PRIEST who arrives there at the same time. Thomas runs past him, up the steps...
...He runs past a solemn Maid and up a long staircase... barging into the MASTER BEDROOM...

10.

... where we see a young Woman is lying on a bloody bed, frantically being administered to by a DOCTOR with the help of the small domestic staff... the PRIEST enters...

THOMAS BUTTON  
(seeing him)  
Why are you here?

THE DOCTOR  
Thomas, I'm afraid she's not going to survive...

And the Priest bends to say last rites over the pretty young woman... and the maids, bringing bedsheets, futilely start to change her bloody linens...

THOMAS BUTTON  
That's enough...! All of you!

They move out of the way... and Thomas kneels beside his wife... She's pale white, fear in her soft brown eyes... He takes her hand...

THOMAS BUTTON (CONT'D)  
I came as quickly as I could...  
I'm sorry I took so long, the streets are filled with people...

As if to underscore it, fireworks go off...

THOMAS BUTTON (CONT'D)  
You are going to be alright, my dearest darling... I will not let anything happen to you...

HIS YOUNG WIFE  
Promise me, Thomas...

And she is interrupted by the sudden CRY OF A BABY.  But
Thomas can't take his eyes from his dying wife...

**HIS YOUNG WIFE (CONT'D)**

Promise me, he has a place...

He doesn't understand... She looks up at him... holds his hand tight... then she slips away... The Doctor listening for her pulse... He covers her... it's quiet... the Priest's murmured incantations... the housemaids crying...

(CONTINUED)

11.

21 CONTINUED:

**BENJAMIN BUTTON'S (V.O.)**

She gave her life for me... And for that I am forever grateful...

Thomas, still holding her hand, is unable to let go... When we hear again the BABY CRYING... The BABY'S CRY is not quite right... It is not an infant's cry for succor, or a natural cry to exercise its new lungs... It's a deep, haunting cry from some primal soul... They all turn, and the room stills... listening as The BABY continues its mournful WAIL. Only Thomas goes to answer... The Baby in a basket, swaddled in a thick blanket, its face covered with cloth... Thomas goes to lift it, to see his son's face...

**MAID**

Mr. Button...!

He lifts the cloth anyway... He recoils... for he has seen some kind of horror... He makes the smallest of sounds, a whispered "Ohhhh." And then he suddenly snatches up the swaddled baby -- running with it out of the room... downstairs... outside...

22 **EXT. NEW ORLEANS - NIGHT, 1918**

... Thomas, tears on his face, carrying his CRYING BABY, through the streets... Pushing through crowds...

23 **EXT. A BRIDGE, NEW ORLEANS - NIGHT, 1918**

... he comes along an old bridge over a waterway... the air heavy with the haze of fireworks... the water dark...
brokenhearted, he lifts the baby to throw it into the black water... He is just at the apex of this throw when, despite his sadness, he can't bring himself to do it... Instead, cradles the newborn...

**THOMAS**

I'm sorry... I'm so sorry...

A LANTERN lights his face... A POLICEMAN down the way...

**POLICEMAN**

What are you doing there!?

The BABY starts to CRY...

**POLICEMAN (CONT'D)**

What do you have there?

Thomas takes off... the Policeman after him... Thomas, carrying the CRYING BABY, running...

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23A EXT. NEW ORLEANS, GARDEN DISTRICT - NIGHT, 1918

Thomas, scuttling with the crying infant through narrow streets past the back porches and the back stairs of the large old moldering antebellum houses...

24 EXT. THE BACK OF AN OLD NEW ORLEANS HOUSE - NIGHT, 1918

He comes to an old three-story house with a screened porch, VOICES from inside... PEOPLE TALKING and LAUGHING... The Baby, soothed by the soft yellow light, by the music of the voices, by the house itself -- stops its mournful cry. Thomas stops, catching his breath... He looks in through the back porch... the sounds of VOICES coming... Thomas quietly sets the baby on the back porch steps. He takes out every last dollar he has, tucking the money inside the Baby's blanket... We can just see the figures of two people coming from inside... Thomas knocks on the weathered screen door... And his decision made, he turns, moving away from the house, leaving his child behind.

**A WOMAN'S (V.O.)**

I could've sworn I heard somebody knockin'...

When a young Black Woman, in a green dress, comes onto
the porch... A thin, attractive woman, in her late 20s, with the sultry eyes of a lounge singer -- She's known as QUEENIE. She's followed by a handsome Black man, MR. WEATHERS -- that everyone calls TIZZY. She looks out the door, and not seeing anything...

QUEENIE
I guess not...

She stands for a moment taking in the night air...

QUEENIE (CONT'D)
The air smells sweet...

And she sings to herself... a song from the time...

TIZZY
You look very handsome tonight, Ms. Queenie, handsome as I ever seen you... The green matches your eyes...

QUEENIE
(fingering dress)
It isn't everyday a war's over, Mr. Weathers...

(MORE)

(CONTINUED)

13.

24 CONTINUED:

QUEENIE (CONT'D)
We have to mark it somehow... You ain't no slouch yourself.

He smiles, tips his hat... And they stand in the quiet...

TIZZY
Hambert's back in town... came home legless, but he home... we're gonna throw a party for him... help get himself situated...

(beat)
I know you was sweet on him one time...

QUEENIE
Sweeter than I shoulda been...
Lost his legs you say? "You never
know what's comin' for you."

And if right on cue an older white Woman sticks her head out...

OLD WOMAN
Ms. Simone messed herself...

QUEENIE
She got to stop doing that, or it's diapers for her... I'll be right there, Mrs. Jameson...

The woman disappears inside. Queenie, not anxious to go...

QUEENIE (CONT'D)
It sure is nice out here, Mr. Weathers...

TIZZY
Awful nice, Ms. Queenie... Come out back for a moment... take your mind away from things...

He pushes open the porch screen door...

QUEENIE
(smiles)
Just a moment's time...

He offers her his hand... She takes it... He backs out of the house, holding her hand, and he suddenly steps right on top of the Baby... The baby wails, Tizzy stumbles, nearly falls...

(CONTINUED)

(2)

TIZZY
What in God's name...?!!

QUEENIE
What is that? A fish crawl out of the river...?

She moves to it... pushes aside the blanket, and freezes.
QUEENIE (CONT'D)

God in heaven!

IT IS THE VERY FIRST TIME WE HAVE SEEN THE BABY. What we see is the prominent bald head of any newborn... but it has the face, the wrinkled skin, the faded eyes, of an octogenarian. Indeed, if we didn't know any better, it would seem the newborn was a wrinkled decrepit sad-eyed old man...

QUEENIE (CONT'D)

My Goodness, the Lord did something here...!

TIZZY

Look like a milk wagon run over it... three times... and back...

And they're both motionless, not quite sure what to do...

TIZZY (CONT'D)

I didn't see it layin' there... I hope I didn't hurt it none... steppin' on it like that...

The BABY won't stop its mournful cry...

TIZZY (CONT'D)

We best leave it to the police... I'll go --

Queenie hesitates... a longing.

QUEENIE

It's for sure nobody wanted to keep it...

And making up her mind, she suddenly grabs up the crying baby, taking it inside... Tizzy, anxiously whispering something, going in after her...

15.

25  INT. THE NOLAN HOUSE, NEW ORLEANS - NIGHT, 1918

A piano's playing a standard, people singing.... There's a myriad of old dark rooms... heavy furniture and carpets... an eclectic mixture of the possessions of those who have lived and died here over many years... and we see a parlor is crowded with Old People, from sixty to
ninety-five, in various stages of health... various contraptions to keep them "afloat". An Old Age Home. We see Queenie moving quietly along a hallway, carrying the crying baby so as not to be seen. Tizzy, following her, still anxiously whispering after her...

A WOMAN'S (V.O.)
Where are you, Queenie...?

QUEENIE
Hold your water...
(and to Tizzy)
Go see to them.

He does what she asks. She hurries the baby into a small room, literally like a mouse house, under the stairs...

26 INT. QUEENIE'S ROOM, OLD HOUSE, NEW ORLEANS - NIGHT 1918 26

A small room tucked under the staircase...

A WOMAN'S (V.O.)
Queenie Apple... she went and messed herself all over again...

QUEENIE
Jane Childress start her a bath... and mind your business, Mrs. Duprey... You'll be messing yourself soon enough too!

There's a KNOCK on Queenie's door.

A WOMAN'S (V.O.)
(whispers)
Somebody stole my necklace...

QUEENIE
I'll be right with you, Mrs. Hollister...

She whispers to The Baby, soothing it. And looking for a place to put it, she opens a dresser drawer...

(CONTINUED)

16.

26 CONTINUED:
QUEENIE (CONT'D)
You may be as ugly as an old pot... but you still a child of God...

A WOMAN'S (V.O.)
Queenie, Apple... she won't go take a bath wit'out you...

QUEENIE
Mercy, I'll be right there.

And with that she puts The Baby into the top dresser drawer... with her unmentionables... and shuts it... leaving it open just a crack, enough to breathe... Turning, she sees an Old Woman, looking very lost, looking in the room...

MRS. HOLLISTER
My sister gave those pearls to me... I can't find them anywhere... People are stealing my jewelry...!

QUEENIE
They're right here, Mrs. Hollister, right 'round your pretty white neck...
(moving her)
Come on now...

There's a sound of a door chime...

A WOMAN'S (V.O.)
Dr. Rose has arrived for his visit...

Queenie takes a concerned look back at the Baby, and closes the door... And we stay behind for a moment... inside Queenie's underwear drawer, with the smell of a lilac sachet... is the Baby with the face of an old man... looking up at the sliver of light coming into the dresser drawer...

27 INT. PARLOR, NOLAN HOUSE, NEW ORLEANS - NIGHT, 1918

We see the Doctor, an older man in a tired suit, who has done this longer than he cares to remember, finishing examining one of the elderly boarders. He puts his things into his doctor's bag. Queenie comes beside him, saying something...
INT. QUEENIE'S ROOM - THAT NIGHT, 1918

The Baby is lying on Queenie's bed... Dr. Rose, stethoscope ever dangling, washes his hands in a sink.

DOCTOR ROSE
... He's nearly blind from cataracts... I'm not sure he can hear... His bones indicate severe arthritis... His skin has lost all elasticity... His hands and feet are ossified... He has all the deterioration, the infirmities, not of a newborn, but of a man well in his eighties on the way to his grave...

QUEENIE
You mean to say he's dying?

DOCTOR ROSE
Of old age. His body is failing him before his life's begun.

They're still, looking at the strange baby.

DOCTOR ROSE (CONT'D)
Where did he come from?

QUEENIE
(after a beat)
It's my sister's child... From Lafayette. She had an unfortunate adventure.

(whispers)
The poor child got the worse of it... came out white...

DOCTOR ROSE
There are places for 'unwanted' babies like these, Queenie...
There's no room for another mouth to feed here... The Nolan Foundation, despite their good intentions, thinks this place is a large nuisance as it is... A baby here --
QUEENIE

(apppealing)
You said he don't have long.

(CONTINUED)

18.

28 CONTINUED:

28

DOCTOR ROSE
Queenie -- some creatures aren't meant to survive.

She looks at the Baby, determined.

QUEENIE
He is a miracle, that's for certain... just not the kind of miracle one hopes to see...

29 INT. PARLOR, NOLAN HOUSE - THAT NIGHT, 1918

29

The Old People are sitting around the parlor talking, playing cards... Queenie brings the baby bundle into the room.

QUEENIE
You all listen...

And they stop what they are doing...

QUEENIE (CONT'D)
We have a visitor that will be staying with us for a little while... My sister had a child but couldn't see right by it... He's known as...
(a hesitation naming him)
Benjamin...
(she likes the sound of it)
Benjamin... He's not a well child... so we need to take very good care of him...
We see Tizzy's come out of the kitchen, watching with an air of strong disapproval... And an OLD WOMAN says...

**ONE OF THE WOMEN**

I had ten children... there's not a baby I can't care for... let me see him...

Queenie hesitates, and gives the Baby to her... The Old Woman pushes the blanket back from the baby's face...

**THE OLD WOMAN**

(startled)

God in heaven, he looks just like my ex-husband...

And there's laughter...

(continued)

29 CONTINUED:

**QUEENIE**

He's prematurely old... Doctor Rose said he don't have much time on this earth...

**A MAN**

Join the club.

They all laugh. Their laughter makes the baby seem to smile... the lonely smile of an old, dying man.

30 **INT. QUEENIE'S ROOM - STILL LATER THAT NIGHT, 1918**

We see Queenie, unable to sleep, lying in bed, looking out a small window... there's a light KNOCK on the door... Tizzy...

**TIZZY**

Hambert sends his remembrance to you.

She nods... The baby cries out... and then it's quiet...

**TIZZY (CONT'D)**

(meaning the baby)

Are you right out of your mind? I know you don't got all the parts it takes to make one of your
own... but this isn't yours to keep... this isn't even human kind...

With nothing left to be said, he starts to go...

QUEENIE
(whispers)
Mr. Weathers. Stay with me tonight.

He slows. She's quiet. And she whispers:

QUEENIE (CONT'D)
"You never know what's comin' for you."

And as they move to be with one another, to make love; we look over at the dresser drawer -- open just a crack... Benjamin lying among the unmentionables, looking out at the world...

BENJAMIN BUTTON'S (V.O.)
I found a home...

31 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

Caroline with the "journal" on her knees. Daisy, eyes closed... the wind gathered in strength... furiously knocking...

CAROLINE
Is any of this true?

DAISY
You have such a lovely voice.

Caroline shrugs. She looks through the "book..."

CAROLINE
Some pages seem to be torn out here...

She discovers inside...

CAROLINE (CONT'D)
There's an old streetcar token.
She gives it to her mother, folding her hand around it. But Daisy is somewhere else, looking out the window...

DAISY
That clock... Just kept going, year after year after year...

32 INT. "NEW" TRAIN STATION, NEW ORLEANS - ANOTHER DAY, 1925

And we see "Mr. Cake's" clock with its cherubs pushing the "hands of progress," still marking time backwards... The year is now, "1925..."

33 INT. THE NOLAN HOUSE - DINING ROOM, NEW ORLEANS - EVENING, 1925

BENJAMIN BUTTON'S (V.O.)
"...I didn't know I was a child. I thought I was like everyone else who lived there, an old man, in my "golden years."

The boarders eating dinner. Queenie, in a white uniform... along with Tizzy, wearing a chef's hat and apron, helping her serve. We move across the ancient faces... until we come to one particular face... Wearing eyeglasses now... but the same wrinkled face we've come to know... the face of a very old man...

(CONTINUED)

33 CONTINUED:
The face of Benjamin Button, when he should normally be a six-year-old. He's sitting in a wheelchair now... small, shrunken, hunched with age, legs and hands crippled with arthritis... Eyeglasses are just one addition... a hearing aid... a bulky apparatus of its time, is in one ear... But if we look even closer we can see there are sprouts of hair... wisps of white... what would be the last hair for some... seem to be growing in... As we watch him eat, he uses his fork like a child might, banging it just for the hell of it making noise...

QUEENIE
Stop bangin' that fork...
(fixing it in his arthritic hand)
It's for eating, not for playin'
with... And use your napkin, please Mr. Benjamin...

And he does as he's told... A staff member helps one of the old men, feeding him... Benjamin just another old man having dinner with his contemporaries.

EXT. THE PORCH, NOLAN HOUSE, NEW ORLEANS - NIGHT, 1925

A line of old people in rockers. Benjamin, like any six-year-old, bored, wheels his chair back and forth, between them... until one of the oldsters, who has had enough, sticks his cane in the spokes of his wheelchair, making him come to an abrupt stop... Benjamin, sitting with the other oldsters on the porch... the old people rocking... Sounds drift from the street beyond the wall... children playing... people talking...

BENJAMIN BUTTON

What's there?

Nobody says anything, rocking. Benjamin, eternally curious needing to know, suddenly wheels himself precariously to the very edge of the porch where the wall is lower and he just sees the street... children running on the street, playing... carriages dropping people off for a party... He leans forward to get an even better view... When Queenie suddenly grabs him...

QUEENIE

Benjamin! That's dangerous... Come back here...!

...Rolling his wheelchair away from the edge to the safety of the old people... out of sight of the street...

INT. QUEENIE'S ROOM - NIGHT, 1925

The small room with the small window. We see Benjamin in a bed made on the floor... Queenie in her bed...

BENJAMIN BUTTON'S (V.O.)

I loved her very much. She was my mother.

And he reaches to hold her hand. She generously takes his hand... And they lay like that holding hands, Queenie
in bed, her "son", the "old man" on the floor...

**BENJAMIN BUTTON**

Somedays I feel like I'm different from the day before...

**QUEENIE**

Everybody feels different about themselves one way or another. We're all goin' the same way, just taking different roads to get there... You're on your own road, Benjamin.

**BENJAMIN BUTTON**

How much longer do I have to live, Mother?

**QUEENIE**

Just be thankful you got what you're given. You already here longer than you supposed to be.

We see the door quietly open, Tizzy coming in...

**BENJAMIN BUTTON'S (V.O.)**

Some nights, I would have to sleep alone.

He looks at Benjamin, his signal to pick him up, carrying him out of the room, sitting him in his wheelchair, Tizzy going back down into the room to be with Queenie... shutting the door...

36   INT. THE PARLOR, NOLAN HOUSE, LATE AT NIGHT, 1925

An Old Woman's fallen fast asleep in an easy chair, a book on her lap. Benjamin sitting alone in his wheelchair, listening to the sounds of the house.

(Continued)
I didn't mind. I would listen to the house breathing. All the people sleeping. I felt safe.

Be he still wants to know "What's over there?" He wheels himself over to sit at the window looking outside... looking at the streetlights, the world beyond the gate... trying to see what's dangerous...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

It was a place of great routine...
Every morning at 5:30, no matter the weather... General Winslow, U.S. Army Retired... raised the flag...

37 **EXT. THE FRONT LAWN, NOLAN HOUSE - MORNING, 1925**

And we see the very elderly General Winslow, doing just that... raising the flag in a downpour, only... he's naked. And as Queenie comes running across the lawn with a coat for him. There's the sound of SOMEONE SINGING OPERA...

**BENJAMIN BUTTON (V.O.)**

Mrs. Sybil Wagner, once a noted opera singer... well, she'd sing, Wagner...

38 **INT. MRS. WAGNER'S ROOM, NOLAN HOUSE - MORNING, 1925**

We see a Victrola playing, Mrs. Wagner in her nightgown at a window singing with the musical accompaniment at the top of her lungs... while, down the hall we see Queenie giving Benjamin a bath... massaging his poor crippled legs...

**QUEENIE**

We're gonna put some life into these old sticks for you... get you walkin'...

**BENJAMIN BUTTON'S (V.O.)**

Breakfast was served promptly at six.

39 **INT. THE KITCHEN, NOLAN HOUSE - MORNING, 1925**

We see Benjamin in his wheelchair, under Tizzy's
tutelage, learning to cook... and simultaneously, to read...

(TIME)

24.

39 CONTINUED:

TIZZY
How we doin'? What's that say there?

BENJAMIN
Bis...

TIZZY
Biscuits... and...

BENJAMIN
Graby...

TIZZY
Think. That's a 'v' not a 'b.' Say it.

BENJAMIN
Gravy.

TIZZY
Now you talkin'!

Some staff come in getting platters of food...

TIZZY (CONT'D)
How many parts butter we got?

BENJAMIN
Four...

TIZZY
How many parts flour?

BENJAMIN
Two...

TIZZY
How much is four and two?

BENJAMIN
Six.
Tizzy smacks the back of his head.

TIZZY
You're a regular addin' machine...

BENJAMIN BUTTON'S (V.O.)
Dinner was served promptly at six.

INT. KITCHEN, NOLAN HOUSE - NIGHT, 1925

Tizzy washing dishes...Benjamin working with him... putting away cans... reading from one of the labels...

BENJAMIN
Tomato, brown sugar, salt, myasses...

Tizzy swats at him with his dish towel...

TIZZY
"Molasses"...

And while washing the dishes...

TIZZY (CONT'D)
I learned to read when I was five. My grandfather was a dresser for a famous actor. He'd bring home every play for me to read. (Shakespeare)

"Kind keepers of my weak decaying age, Let dying Mortimer here rest himself. Even like a man new haled from the rack. So fare my limbs with long imprisonment. And these gray locks, the pursuivants of death, Nestor-like aged in an age of care, Argue the end of Edmund Mortimer."

Benjamin's mouth agape, awed, taken by him, his majesty.

TIZZY (CONT'D)
You thought I was plain ignorant, didn't you?

Benjamin never thought about it...
TIZZY (CONT'D)
The actor my grandfather worked for was John Wilkes Booth. He killed Abraham Lincoln. You never know...

An old man looks in...

A MAN
When's dessert...?

(CONTINUED)

26.

40 CONTINUED:

40 TIZZY
When it's served. Now sit your wrinkly butt back down, Mr. Lee.

BENJAMIN BUTTON'S (V.O.)
On Saturday nights I would go to Queenie's church...

41 INT. CHURCH TENT, NEW ORLEANS - A SATURDAY NIGHT, 1926

41 A sweltering shout 'em up Negro gospel tent. Queenie pushes Benjamin in his wheelchair past a line of people looking to be healed, bringing him face to face with a mountain of a PREACHER, pouring sweat and full of fire...

THE PREACHER
What can I do for you, Sister?

And Queenie whispers something to him.

THE PREACHER (CONT'D)
Her parts are all twisted up inside so she can't have little children...

He puts his hand on her stomach...

PREACHER
Lord, if you could see clear to forgive this woman her sins so she can bear the fruit of the womb.

(and shouts)
Out damnable affliction!

He presses on her stomach... making Queenie nearly fall over... held up by a "NURSE" in a crisp white uniform. And once she's regained her balance...

THE PREACHER
(at Benjamin)
And what's this old man's irrediction?

QUEENIE
He's got the devil on his back... trying to ride him into the grave before his time...

THE PREACHER
(touches Benjamin)
Out, Zebuchar! Out, Beelzebub!
(after a beat)
How old are you?

(CONTINUED)

And he says what is only true.

BENJAMIN
I'm seven, but I look a lot older.

PREACHER
(laughs)
God bless you. He's seven!

The congregation laughs...

THE PREACHER
This is a man who has optimism in his heart! Belief in his soul! We are all children in the eyes of God. Now we are going to get you out of that chair... we're gonna have you walk...
(his hands on Ben's shoulders)
In the name of God's glory, rise up!

And Benjamin, doing what he's asked, barely able to, his legs akimbo, stands... The people all applaud...

THE PREACHER (CONT'D)
Now God is going to see you the rest of the way... He's going to see this little old man walk without the use of a crutch or a cane...! He's going walk by himself on faith and divine inspiration alone...! We'll show that Devil where to go...! Walk on...!

And Benjamin takes two very precarious steps and his poor arthritic legs give out... and he sprawls to the floor... The Aides in white nurse's uniforms move to help, but:

THE PREACHER (CONT'D)
Don't touch him!
(kneeling to Benjamin)
Rise up, old man!

But Benjamin stays crumpled on the floor... The Preacher comes to his feet, standing like a mountain over him...

THE PREACHER (CONT'D)
Rise up like Lazarus!

Benjamin still lies on the floor...

(CONTINUED)

THE PREACHER (CONT'D)
I said rise up!!

And Benjamin, slowly but surely, makes his way to his feet...

THE PREACHER (CONT'D)
Yes, and say hallelujah!
(Hallelujah!)
Now walk, my old friend...
Walk on...!

And Benjamin, one crippled leg at a time, hobbles across the stage... The people urging him on... a string of "Hallelujahs...!" Queenie comes to join him... urging him...

QUEENIE
Let the Lord carry you... ...

...The Preacher, walking along with him, more a dance than a walk, shouting the name of the Lord... Queenie and The Preacher walking Benjamin across the stage... Benjamin making it to the other end... to a roar of "Amens"!

BENJAMIN BUTTON’S (V.O.)
Now, when I look back on it, it was kind of miraculous... But you know the saying, "...the Lord Giveth and the Lord Taketh away..."

... That mountain of a Preacher... in full exaltation to God...

THE PREACHER
Praise be to the Lord on the highest...!

Suddenly pitches over, flat on his face... Having had a spontaneous coronary... lying center-stage, deader than the proverbial doornail... The crisp uniformed "nurses" running to attend to him, and poor "old" Benjamin haplessly looking around.

INT. THE PARLOR ROOM, NOLAN HOUSE - ANOTHER DAY 1926

The people are gathered...

BENJAMIN BUTTON’S (V.O.)
There were birthdays...

(CONTINUED)
A lit cake is being brought in celebrating General Winslow's birthday. He stares at the cake, unhappily gets up, mutters something... and leaves. The oldsters eye the cake, and without a moment's hesitation, dig in...

**BENJAMIN BUTTON (V.O.)**

And mortality was a common visitor to our house... People came and went... Death was so frequent, I was never afraid of it.

**EXT. NOLAN HOUSE, ANOTHER MORNING, 1926**

Mrs. Wagner's window open... and not a sound coming out...

**BENJAMIN BUTTON'S (V.O.)**

You could hear when someone left us... there was a silence in the house...

**EXT. AN OLD NEW ORLEANS' CEMETERY - DAY, 1926**

A small funeral at an old cemetery... And while "DIE VALKYRIE" PLAYS on her crank VICTROLA, an old man bangs cymbals as a grand finale to the music... while we see SYBIL WAGNER, laid to rest to sing in another choir:

**EXT. THE FRONT PORCH, THE NOLAN HOUSE - DUSK, 1926**

Benjamin with his wondrous ancient face sitting in his wheelchair with the old people on the porch... watching the sun go down...

**BENJAMIN BUTTON (V.O.)**

It was a wonderful place to grow up. I was with people who had put away all the inconsequences of life, left in a state of purely being...wondering about the weather...the temperature of a bath...the light at the end of the day...

And one of them, as if to underscore the point, farts...
INT. THE NOLAN HOUSE, KITCHEN - ANOTHER DAY, 1927

BENJAMIN BUTTON'S (V.O.)

For everyone that died, someone would come to take their place...

And we see Benjamin coming into the kitchen... Tizzy busy preparing lunch... Benjamin stops, seeing a tiny African man, his back to us, surrounded by old people standing on the lawn... He hears him telling them...

NGUNDA OTI

... My first wife and I are captured by neighbor tribe, cannibals...

The old people shrink at the mention...

NGUNDA OTI (CONT'D)

I escaped across the river...

AN OLD WOMAN

(wide eyed)
You escaped cannibals?

NGUNDA OTI

My wife, she can't swim, so she eaten.

TIZZY

(telling Benjamin)
That's Mr. Oti... He's an acquaintance of an acquaintance of mine...he'll be stayin' with us in the staff quarters for awhile...

NGUNDA OTI

(telling old people)
...Second wife stepped on viper and dies... (jocular) It was bad luck to be married to Mr. Oti.

They laugh.

NGUNDA OTI (CONT'D)

I am captured with six others by Baschiele tribe. They sell us to a
big white man...

He instinctively turns and sees Benjamin standing in the window watching him. When Mr. Oti spots him he quickly moves out of the window out of sight.

47C INT. THE PARLOR, NOLAN HOUSE - ANOTHER TIME, 1927

We see Benjamin lying on the floor by the stairs playing with some metal army men... when Mr. Oti's distinctive laugh, his voice, drifts up from under the stairs... Benjamin, getting his canes, goes to look... Mr. Oti, standing under the stairs in an alcove with some of the help, telling them his life story... but it's a completely different tone... a mockery of white people and their insanity...

NGUNDA OTI

The Big White Man brings us to St. Louis, where they make our village at the 1904 World's Fair... They have us livin' in these little huts like we're livin' in Africa... people behind bars staring at us... we told not to look at them... to just go about our normal lives... what the hell they talkin' about...?

They all laugh...

NGUNDA OTI (CONT'D)

At night we're done bein' "savages..." we go over the wall into The Rosebud... we drank and laughed until the sun come up... and then we savages again...

They nod enjoying the idea... And as Mr. Oti senses Benjamin's presence, turning... Benjamin retreating on his canes as fast as he can back up the stairs...

47D INT. DINING ROOM, NOLAN HOUSE - ANOTHER DAY, 1927

Benjamin sitting at the dining room table reading an oversized book of "Imaginary Beings..." He senses a presence... and Mr. Oti sits down across from him.
NGUNDA OTI
I hear you not so old as you looking. You just foolin' everybody. What happen, you get Madjembe?

(CONTINUED)

32.

47D CONTINUED:

47D

BENJAMIN
What's a madjembe?

NGUNDA OTI
Worms.

BENJAMIN
I don't think so. This is just how I am.

Mr. Oti looks out at the street.

NGUNDA OTI
You want to get a cold root beer?

BENJAMIN
(an echo)
It's dangerous.

NGUNDA OTI
Who said that?

He gets up ready to go. Benjamin hesitates. He can see Queenie busy leaning out a window banging dust from a rug.

NGUNDA OTI (CONT'D)
(last chance)
...Come on little man...

Despite knowing the consequences he takes up his canes and follows Ngunda outside...
EXT. STREET, OUTSIDE NOLAN HOUSE, NEW ORLEANS – DAY, 1927

They come outside. Children on the street playing. Seeing Benjamin, they come to a dead stop... staring at the freak from the old people's home, with another freak... Mr. Oti suddenly runs into the street...

NGUNDA OTI
Hurry...

Benjamin tries as best he can to keep up... Mr. Oti darts directly in front of a street car, waving his arms, making it come to an abrupt stop...

(CONTINUED)

INT. THE STREETCAR, NEW ORLEANS – DAY, 1927

We move along the aisle of a streetcar... the various people...

NGUNDA OTI
Then I am in the monkey house at "Philadelphia Zoological Park."
Three thousand people show up my first day...

Benjamin and Ngunda sitting in the back of the streetcar behind a moveable metal bar that has "Coloreds" painted on it... Mr. Oti taking a slug from a flask... A group of school children nearby can't take their eyes off the two of them... Mr. Oti takes his wallet out, taking out a folded piece of newspaper, showing it to Benjamin...
"Bushman shares cage with park apes."

BENJAMIN
What's it like living in a cage?
NGUNDA OTI

It stinks. The monkeys, they do some tricks... I throw spear... I wrestle with Kowali, she is orangutan... They have me file my teeth like a cannibal...

He shows him his teeth filed into points like a cannibal...

NGUNDA OTI (CONT'D)

When I'm not playing with monkeys - - they want me to run to bars in my cage with teeth to scare little children...

And he suddenly jumps up and does just that, charging with his teeth bared at the school children... They scream... Mr. Oti, taking his seat again, laughs with Benjamin...

50A INT. (OR) EXT. THE STREETCAR, NEW ORLEANS - DAY

Benjamin, ecstatic, his head out the streetcar window, Mr. Oti holding onto the back of his breeches from falling... Benjamin feeling the wind and the city wash over him...

51 EXT. THE PERISTYLE, NEW ORLEANS - PARK - END OF DAY, 1927

Benjamin and Mr. Oti sitting on a bench at the peristyle of a park. Benjamin takes his first slug of a coca cola, taking too big a hit, the coke pouring out of his nose... Mr. Oti gives him a handkerchief... after he's wiped himself up...

BENJAMIN

Why didn't you go back home?

NGUNDA OTI

War between English and Dutch people had broken up kingdom.

BENJAMIN

What did you do?

NGUNDA OTI

I leave zoo. Go here. Go there.
Everything okay. But I alone.

**BENJAMIN**
You were all alone?

**NGUNDA OTI**
You'll see little man, plenty times you be alone. You different like us, it's gonna be that way. But I tell you a little secret I find out. We know we alone. Fat people, skinny people, tall people, white people... they just as alone as us... But they scared shitless...

He smiles a knowing smile...

**NGUNDA OTI (CONT’D)**
Not a thing wrong with being alone... no sir...

He looks out...

**NGUNDA OTI (CONT’D)**
I think about the river I grew up on. It would be good to sit by my river again.

He looks at his watch. He suddenly gets up...

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**52 EXT. BOURBON STREET CORNER, NEW ORLEANS – DUSK, 1927**

Mr. Oti and Benjamin coming along the street, music pouring out... They reach a corner where a tall octoroon woman is waiting. She broadly smiles seeing Mr. Oti.

**THE WOMAN**
There's my little man. You ready, sugar.

(CONTINUED)
CONTINUED:

NGUNDA OTI
(smiles, pure Ngunda)
Always ready. Always ready.
(introduces)
Filamena, Mr. Benjamin.

FILAMENA GILEA
(respectful of his age)
It's a pleasure to meet you, Sir.

NGUNDA OTI
(to Benjamin)
You can find your own way home, can't you?

Although he's not sure he can... he nods, yes.

NGUNDA OTI (CONT'D)
The St. Charles Avenue line to Napoleon...

And with that, his arm around Filamena's waist, the two of them laughing, walk off... Benjamin's left standing on the street corner... he looks around to get his bearings... he moves along Bourbon Street... A streetcar comes along, bell clanging, it rushes by him... he watches it go... Clasping his canes, determined, he starts walking... bent over, one cane after the other... making his way along the street...

EXT. NOLAN HOUSE, NEW ORLEANS - LATE NIGHT, 1927

We see Benjamin coming back to the gate... and we hear:

QUEENIE (V.O.)
Where in God's name have you been?!!

And we see Queenie standing on the porch... She's worried sick... she sees his hands are bleeding from blisters.

INT. KITCHEN, QUEENIE'S SINK, NOLAN HOUSE - NIGHT

Queenie cleaning his hands...
QUEENIE
Like to scare the Holy Hell out of me! I was so worried about you... you take my breath away...

(CONTINUED)

36.

54 CONTINUED:

54

BENJAMIN (V.O.)
It had been the best day of my life.

55 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

55

And the "caregiver," Dorothy Baker, comes back in. She feels Daisy's pulse, straightens her pillow...

DOROTHY BAKER
How's her breathing... ?

CAROLINE
Shallow.

Dorothy nods.

DOROTHY BAKER
(after a beat)
They're sayin' it's gonna reach us late in the day... I'm goin' to get my baby and take him to my sister's... they said there's nothin' to worry about here in the hospital...Nurses are right here if you need them...I'll see you in about an hour if that'll be okay...

CAROLINE
No, that's fine... please...

She leaves. It's momentarily quiet, the wind knocking at the window... Daisy, ruminating...
DAISY
Was there just company?

CAROLINE
Dorothy had to go home...

But Daisy's mind is elsewhere... gesturing for her to keep reading...

DAISY
Caroline...

Caroline looks back at the book. Daisy closes her eyes...

CAROLINE
"On Sundays the families would come and visit..."

56  EXT. THE LAWN, THE NOLAN HOUSE - DAY, 1930
The boarders on the lawn with their loved ones... And we see an OLD MAN, walking with the aid of a cane coming out of the house onto the lawn... And as he moves through the people we see it's Benjamin... He has a single cane, standing more upright now, a distinctive shock of white hair, eyebrows... A distinguished looking man in his seventies, or, in normal years, a growing twelve-year-old boy...

BENJAMIN BUTTON'S (V.O.)
It was Thanksgiving 1930, I met the person who changed my life forever.

A chauffeured car has stopped... A Man is standing in the road, looking at the house through the gates... And we realize it's THOMAS BUTTON... looking for a glimpse of his son... Benjamin instinctively turns, but it's too late, his father's back in the car, being driven away...
A WOMAN'S (V.O.)

Well, Benjamin...

He turns, an older woman nearby...

BENJAMIN

(politely)

Why, good day Mrs. Fuller...

GRANDMA FULLER

Might I say you are looking strikingly youthful...a single cane, your back as straight as an arrow... what elixir have you been drinking?

He laughs...And there's a voice that cuts through the day...

A LITTLE GIRL'S VOICE

Grandma, look at me...

Benjamin, and Grandma Fuller turn to see a little girl, no more than eight, standing on a picnic table top doing pirouettes, one after another, for an admiring group of
old people... she full curtsies, bowing -- the way dancers
do head to chest... then raising her head, laughing...

GRANDMA FULLER

Now that was really something...
Come on over here, you... This is
my granddaughter Daisy... This is
Mr... Benjamin, I'm afraid I don't
rightly know your last name...

BENJAMIN
Benjamin is just fine...

(CONTINUED)

38.

CONTINUED: (2)

BENJAMIN BUTTON'S (V.O.)
I would never, the rest of my
life, forget those blue eyes...
And with great dignity -

TIZZY
(calling to all)
Good people, Supper is solved.

39.

57 INT. DINING ROOM, NOLAN HOUSE - THANKSGIVING, 1930
The families, along with Ngunda and Filamena, are gathered in the dining room, their heads bowed in prayer. We see Daisy across from Benjamin... The prayer's finished, it's noisy...

**NGUNDA OTI**
We pray to Bembe... the creator of all living things... she retired after all that work...

**DAISY**
(needling to top that)
Did you know turkeys aren't really birds...?

**BENJAMIN**
Why do you say that?

**DAISY**
They're in the pheasant family. They can hardly fly. It's sad don't you think? A bird, that can't fly.

**NGUNDA OTI**
I like birds that can't fly. They're easy to eat.

**QUEENIE**
(standing)
I have something to tell you all...

(CONTINUED)

40.

57 CONTINUED:

57

They're quiet.

**QUEENIE (CONT'D)**
While we're giving thanks for God's blessings... I've had a miracle happen.

(she touches her stomach)
The Lord saw fit to answer my prayers.

The people applaud the good news.

**BENJAMIN**

What does she mean "answered her prayers?"

**DAISY**

She's going to have a baby, silly. That's what my mother said when I was going to have a little brother. He didn't live long though. He didn't breathe right...

And we can see Benjamin's heart beginning to break... he looks over, Tizzy, proudly smiling... And as Queenie accepts congratulations... Benjamin's old wrinkled face, watching her... looks like he's going to cry...

---

58   **INT. PARLOR, NOLAN HOUSE - NIGHT, LATER, 1930**

We see an ABSTRACT BLACK AND WHITE DRAWING. And we hear a woman's voice...

**A WOMAN'S (V.O.)**

This is the picture of Old Man Kangaroo at five in the afternoon...

*   

AN OLD FINGER comes in pointing to a drawing. We see Benjamin and Daisy, sitting close together on a sofa, and Daisy's grandmother, arm encircling them, is reading to them from Rudyard Kipling's "Just So Stories."

**GRANDMA FULLER**

You can tell it's late, because of the shadow here...

Benjamin and Daisy sitting rapt while she finishes
reading to them...

*  

(CONTINUED)

40A.

58 CONTINUED:

GRANDMA FULLER (CONT'D)

It's the time Old Man Kangaroo got * his beautiful hind legs just as... * I hope I'm saying this right... * just as Big God Ngog had promised. * You can see that it's five * o'clock, because Big God Ngog's * pet tame clock says so. * (finishing) Isn't that something? *

Both Daisy and Benjamin, thrilled, say: "Again. Read it again."

GRANDMA FULLER (CONT'D)

Alright, once more... but * afterwards (forgetting Benjamin's * age) both of you must promise to * go to bed...

They both "I promise..." And as she starts to read all * over again...

41.

*

59 INT. A ROOM, NOLAN HOUSE - LATE AT NIGHT, 1930

We see Benjamin asleep in bed with one of the Old Men, MR. DAWS. The door opens. And Daisy, in her nightgown, has come inside... she slightly touches Benjamin...

DAISY

(whispers)

Are you sleeping?
He shakes "no."

**DAISY (CONT'D)**

(whispers)

Come on...

She moves quickly out of the room and Benjamin gets up, and with the aid of his cane, follows her...

**60 INT. BACK STAIRWELL, NOLAN HOUSE - LATE NIGHT, 1930**

The old house still. Daisy, moving quietly down the stairs. Benjamin, his cane softly thumping the steps, following her.

**BENJAMIN**

(whispers)

Where are we going?

She doesn't say anything. She leads him into the DINING ROOM... where we see the wash has been draped, sheets and pillowcases, like ghosts over the dining room table, and a smaller side table, and a buffet...to dry...

**DAISY**

Under here...

And she ducks under a sheet, beneath the dining table... Benjamin follows her into the "fort..."

**DAISY (CONT'D)**

Nobody knows about this but us.

**(CONTINUED)**

42.

**60 CONTINUED:**

They sit... The little girl, and the old man with the maturity of a ten year old boy, enjoying their secret lair... She takes a candle out of the folds of her nightgown... She tries to light it, but doesn't really know how to use matches...

**DAISY (CONT'D)**

Will you light it?
BENJAMIN
I'm not supposed to use matches...

DAISY
Don't be chicken...

Despite his caution, he lights the candle... the candlelight making it feel more secret...

DAISY (CONT'D)
I'll tell you a secret then you tell me one...
   (whispers)
I saw mommy kissing another man. Her face was red from it.

Benjamin doesn't know what to say.

DAISY (CONT'D)
Your turn to tell.

BENJAMIN
I'm younger than I look.

DAISY
   (whispers)
You don't seem like an old person... like my grandma... Are you sick?

BENJAMIN
   (whispers)
I heard Tizzy and my mother whisper. They said I was going to die soon.
      (smiles)
But I fooled them so far.

Daisy looks at him in the flickering candlelight.

DAISY
You are different than anybody I have ever met. Can I?
She innocently reaches to touch the skin on his cheek to see what it feels like... When suddenly a sheet is pulled back and Daisy's grandmother is standing there.

GRANDMA FULLER
What are you doing under there? Who's idea was this candle?

She angrily blows it out... and... to Daisy... taking her by the arm...

GRANDMA FULLER (CONT'D)
It's after midnight, you come right out here and get back up to bed...!
   (and for Benjamin, but saying it to Daisy)
You are not to be playing together! Play with people your own age...!
   (moving her along)
Now, you come back to bed, young lady...! You're too young to be wandering around in the night by yourself...
   (and a last word to Benjamin)
You should be ashamed of yourself!

And they're gone... Benjamin left sitting along under the sheets. There's a slight sound and he sees Queenie, in her nightgown, standing in the doorway...

QUEENIE
You are a different child... a man child. People aren't going to understand how different you are.

BENJAMIN
(forlorn)
What's wrong with me, Mother?

QUEENIE
God hasn't said yet. Now, back to bed and behave yourself.

He crosses up the back stairs with the aid of his cane, and Mr. Oti, like a spectre, is sitting on one end of the back steps smoking a cigarette, drinking form his flask. He looks at Benjamin as he goes by.
NGUNDA OTI
(takes a drink)
You get used to it...

QUEENIE (V.O.)
(shouts)
You get back in that bed or I'll cane your old ass!

Benjamin turns down the hallway and slips into the bedroom --

INT. BEDROOM, NOLAN HOUSE - LATE NIGHT, 1930

Benjamin climbing back into bed with the Old Man. Turning his back to the old man. And Mr. Daws, unable to sleep...

MR. DAWS
Did I ever tell you I've been struck by lightning seven times. Once, when I was fixing a leak on the roof.

And we see just that, the old man on a roof getting blasted.

MR. DAWS (CONT'D)
Once, when I was crossing the road to get the mail...

And we see that, the man peacefully crossing a country road to get the mail, getting hit by lightning... But Benjamin just lays there looking out the window... all he can think about... despite everything...

BENJAMIN BUTTON'S (V.O.)
I never forgot her blue eyes...

INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

The words linger. Daisy, her extraordinary blue eyes, lying on her death bed... the rattle of the window in the wind...
CAROLINE
Are you alright, Mother?

She nods "yes."

(CONTINUED)

45.

62 CONTINUED:

62

CAROLINE (CONT'D)
This man. He loved you from the first time he saw you.

She doesn't say anything.

CAROLINE (CONT'D)
(without complaint)
Nobody has ever loved me that way.

DAISY
(impelling her)
Go on.

CAROLINE
He crossed out something... and then he's written... "When..."

BENJAMIN BUTTON'S (V.O.)
"...When the baby came things were different..."

63 INT. THE KITCHEN, NOLAN HOUSE - NIGHT, 1931

63

We see Benjamin in his pajamas, quietly coming into the kitchen for something to eat... And he slows, seeing Queenie, taking a moment to herself, sitting at the kitchen table, peacefully breast-feeding her infant... as Benjamin slips back out unseen, closing the door after him...

64 INT. ATTIC, NOLAN HOUSE - NIGHT, 1931
We see Benjamin lying on a small bed in the ATTIC... cluttered with years of accumulated things...

**BENJAMIN BUTTON'S (V.O.)**
I moved into my own room in the attic... I realized, despite a house filled with people that I loved, I was alone...

There's a noise. And we see Ngunda Oti is at the door, a suitcase in hand.

**NGUNDA OTI**
I come to say goodbye. I'm going away.

**BENJAMIN**
Going away? Where?

(CONTINUED)

46.

64 CONTINUED:

64

**NGUNDA OTI**
I don't figure that out yet. I will send you a postcard when I get to there.

**BENJAMIN**
What about your friend? The tall lady?

**NGUNDA OTI**
We're not friends anymore. That's what happens with tall people.

He starts to go...

**BENJAMIN**
Goodbye...

And he's gone. Benjamin gets up going to the window. He looks outside. He can see Mr. Oti come onto the porch. There's a full moon. And as he walks off, his arrogant little walk, suitcase in hand, going out the gate, Benjamin watches him disappear into the night.
BENJAMIN BUTTON'S (V.O.)
I spent a lot of time by myself that year...

INT. FRONT ROOM, NOLAN HOUSE - ANOTHER DAY, 1931
Benjamin sitting at a table, an old man to look at but no more than twelve, busy playing with magnets...

BENJAMIN (V.O)
Until...

We see a refined, genteel OLD WOMAN, wearing a hat and gloves, a suitcase at her feet, flanked by an old DOG, just inside the front door...

BENJAMIN (CONT'D)
Hello...

THE WOMAN
I'm moving in today.

And just then Queenie appears, the baby on her hip...

QUEENIE
Welcome... we was expecting you...
(to Benjamin)
Could you show her upstairs?
(MORE)

(CONTINUED)

QUEENIE (CONT'D)
She will be staying in Mrs. Rousseau's old room. I'll be right with you with some fresh towels...
(frowning)
We don't usually let dogs in the house.

THE WOMAN
He's as old as the hills. Blind too. Can hardly get around, he won't be a bother much longer.

Benjamin, like any young boy, immediately pets the old
dog...

QUEENIE
I guess as long as he stays out from underfoot.

Benjamin helps her with her bags showing her up the stairs...the old dog dutifully following them...

BENJAMIN
I'm Benjamin...

The woman starts to tell him her name... but we don't hear it because...

BENJAMIN BUTTON'S (V.O.)
(after a beat)
As hard as I try, I can't remember her name. Mrs. Lawson, or Mrs. Hartford, or maybe it was Maple? It's funny how sometimes the people we remember the least, make the greatest impression on us.

66 INT. THE OLDER WOMAN'S ROOM, NOLAN HOUSE - DAY, 1931

Benjamin sits petting the dog while the Woman puts her things away...

BENJAMIN BUTTON'S (V.O.)
I remember she wore diamonds... and she always dressed in fine clothing as if she was going out. Although, she never did and nobody would ever come to visit her.

48.

67 INT. NOLAN HOUSE, PARLOR - VISITING DAY, 1931

We see the Woman dressed nicely, sitting in a chair reading a book. She takes a look out the window at the families on the lawn and bends back to her book.

BENJAMIN BUTTON'S (V.O.)
...She taught me how to play the piano...

68 INT. PARLOR, NOLAN HOUSE - ANOTHER NIGHT, 1932
The Woman sitting with Benjamin teaching him how to play piano...playing a classical piece like Chopin...Benjamin trying his hand...sounding pretty bad...

**THE WOMAN**

It isn't how well you play, it's how you feel about what you're playing. (whispers) Try this.

And she plays a ragtime piece...New Orleans music...music for the other whole part of the soul... Benjamin tries his hand and actually plays it fairly well

**THE WOMAN (CONT'D)**

You cannot help but put your entire self into the music.

And he plays along with her...a piece he won't soon forget...

**BENJAMIN BUTTON'S (V.O.)**

There were many changes going on, some you could see... some you couldn't.

69 INT. A BATHROOM, NOLAN HOUSE - NIGHT, 1932

We see Benjamin taking a bath. An he notices a single gray hair floating on the surface...

**BENJAMIN BUTTON'S (V.O.)**

Hair, had started growing, in all sorts of places...

And he sees some hair is under his arms... and as he looks downward...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

Along with other things...

(CONTINUED)

49.

69 CONTINUED:

69

Benjamin, naked, looking at himself in a mirror... like a
young teenage boy...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
I felt like I could do anything,
that I could sprout wings...

And as he flexes his muscles, feeling like a man.

70   INT. HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

It's started to rain, the wind blowing, splattering rain against the window. Knocking.

DAISY
Oh, darlin', the pain...

CAROLINE
I'll get the nurse...

She hurries out of the room. Daisy looks out the window. The maelstrom of wind and rain. Caroline comes back with a Nurse.

THE NURSE
You're not feeling too good?

She adjusts the morphine drip. Daisy lays back.

THE NURSE (CONT'D)
Nobody seems to know whether to stay or leave. The roads are filled from New Orleans to Baton Rouge already. I think I'm gonna ride it out.
(finishing with the drip)
There, that should make things easier.

Daisy starts to feel the effects of the drip...

THE NURSE (CONT'D)
(to Caroline)
Have you had a chance to say your goodbyes?

Caroline nods. The Nurse nods.

THE NURSE (CONT'D)
My father waited four hours for my brother to get here from Boger
City. He couldn't go without him.

(CONTINUED)

49A.

CONTINUED:

She affectionately touches Daisy's cheek.

THE NURSE (CONT'D)
She seems like a sweet woman.

Caroline nods.

CAROLINE
I haven't spent as much time as I would have like with her the last few years.

Another NURSE looks in...

THE WOMAN
You busy?

The Nurse quickly goes out of the room. Caroline sits back down looking at her mother... Daisy opens her eyes... they look at each other... Caroline knowing Daisy wants to hear the sound of her voice...

CAROLINE
(taking up the book)
The next page says...

Daisy shuts her eyes...

(CONTINUED)

50.

CONTINUED: (2)

BENJAMIN (V.O.)
...Queenie would let me go with Mr. Daws to Bridge City..To watch the boats go up and down the river...
The busy docks... Men waiting, hoping to find work...

**BENJAMIN BUTTON'S (V.O.)**

These were hard times... people were doing anything they could to find work...

And we see Benjamin, with Mr. Daws, "the lightning man," sitting on a bench with a line of other old men, "killing time," watching the boats going up and down the River...

**MR. DAWNS**

Did I ever tell you I was struck by lightning seven times? Once, when I was in a field tending to my cows.

And we see just that, Mr. Daws, along with a cow of his, being hit by lightning.

**A MAN'S (V.O.)**

(shouts)

My fourt' hand didn't show up...

Anybody want to make $2 for a day's work around here...

Benjamin turns... And he sees a man in his late 40s with his three man crew, standing on the deck of a TUGBOAT, and old rusted tug built out of charcoal iron... The man, its Captain MIKE... Has a thick Irish accent... For some reason none of the able-bodied men needing work respond...

**CAPT. MIKE**

What's wrong, nobody wants to get their hands dirty...! Nobody wants to do an honest days work for an honest day's pay...!

**A MAN**

(warning them)

He never pays... He always says he'll have to owe it to you...

(Continued)
CAPT. MIKE
Are all you afraid of workin' for
a livin'? Somebody got to want a
job...

Benjamin suddenly springs up at the opportunity, waving
his arms...

BENJAMIN
I do...!

CAPT. MIKE
You got your sea legs old man?

BENJAMIN
(feeling his legs)
I do. I think.

CAPT. MIKE
That's good enough for me! Get
your ass on board, we'll sure as
hell find out!

And as Benjamin gets on the boat, heading out to sea...

72 EXT. TUGBOAT, MISSISSIPPI RIVER, NEW ORLEANS - DAY, 1932

And we see Benjamin "learning the ropes..." Helping to
tow the freighters, into and out of the River ports...
Benjamin in this element, like a boy, his hair blowing,
thrilled to be on the boat, thrilled by the adventure...
willing to do anything...

BENJAMIN BUTTON'S (V.O.)
I was as happy as I could be... I
would do anything...

CAPT. MIKE
I needs a volunteah.

BENJAMIN
Yes, Captain!

CAPT. MIKE
(motioning)
Scrape off this bird shit.

BENJAMIN
Right away, sir...!
And he hops to it... Happily scraping off the bird shit... Happy to be doing anything...

(CONTINUED)

52.

CONTINUED:

52

BENJAMIN BUTTON'S (V.O.)
And I actually was going to be paid for something I would have done for free.

CAPT. MIKE
I'll put you on the books... pay you next time around...

BENJAMIN BUTTON'S (V.O.)
His name was Captain Mike Clark...
He'd been on boats since he was seven...

73 INT. TUGBOAT WHEELHOUSE - END OF ANOTHER DAY, 1932
73

Mike's a hard drinker, God's last angry man... He's drinking as they go in for the night... Benjamin sitting with him in the wheelhouse... Capt. Mike jawing away...

CAPT. MIKE
... What were you born to do, old timer?

BENJAMIN
I haven't found out yet.

CAPT. MIKE
You haven't found out yet?! How old are you, Benjamin, seventy somethin' or other?

BENJAMIN
Not as old as I look.

CAPT. MIKE
(laughs)
Tha's a good one..." You older
than Hades you creaky old bastard!
What the hell you been doing with your life?

BENJAMIN
It's a short story...

CAPT. MIKE
Can you still get it up?

BENJAMIN
(doesn't understand)
I do every morning.

(CONTINUED)

53.

73 CONTINUED:

73

CAPT. MIKE
The old pole? The hard'n? Can you still get it up?

BENJAMIN
(not so sure)
I guess.

CAPT. MIKE
When was the last time you had a woman, you creaky old bastard...?

BENJAMIN
Never.

CAPT. MIKE
Never!

BENJAMIN
Not that I know of.

CAPT. MIKE
(can't believe his ears)
You been on this earth for more than seventy years and you never got any?! That's the saddest thing I ever heard in my life.
Never?

**BENJAMIN**

Never.

**CAPT. MIKE**

Well, then, hell man, you comin' with me!!

**BENJAMIN BUTTON'S (V.O.)**

He took me to meet some friends...

---

**INT. A CLUB, THE FRENCH QUARTER - NIGHT, 1932**

Music playing loud... We see Benjamin and Capt Mike at the bar... Mike, hammered...

**CAPT. MIKE**

You din't say? What did your father do?

**BENJAMIN**

I never met my father.

(CONTINUED)

---

**CAPT. MIKE**

You're a lucky bastard! All father's want to do is hold you down!... Out on my father's boat, working da two-a-days... This littl' fat bastard, "tug Irish," what they calls them. They say the Irish the only one's stupid 'nough to work a tug. Them and the Portuguese, as we all know how stupid them Portuguese is. I fin'ly get up the nerves and tell him... "I don't wanta spend da rest of my life on a goddamn tugboat...!" You know what I'm sayin'?
BENJAMIN
You didn't want to spend the rest of your life on a tugboat.

CAPT. MIKE
Absolutely, damn right! So you know what my father says? He says "Who the hell you think you are?" "What the hell you think you can do?" I tell him. "Well if you askin' -- I want to be a artist." He laughs. He says, "If God wanted you to be an artist he would made you one." "God wanted you to work a tugboat just like me, and that's what you goin' to do?" "Now, if I ever hear you mention art again, I'll throw you overboard!" Well, I went and I show him... I made myself an artist...

And he suddenly takes off his shirt, pulls down his pants... And we see he's covered, from head to toe, with "his artwork," and incredible array of tattoos...

CAPT. MIKE (CONT'D)
A tattoos artist...! I puts every one on myself!

And they look it, upside down sideways and backwards...

CAPT. MIKE (CONT'D)
You have to skin me alive to take my art away from me now! When I'm dead I'm going to send him my arm!

(MORE)

(CONTINUED)

74

CAPT. MIKE (CONT'D)
Don't let anyone tell you different! You got to do what you meant to do! And I happen to be a god-damned artist!

BENJAMIN
(stating the obvious)
But you're a tugboat captain.
Which stops Captain Mike in mid rant... And he has no answer for... His only response is to glare at Benjamin... A back door opens, a slinky woman coming in...

THE WOMAN
Captain Mike, we're ready for you and your friend...

CAPT. MIKE
Let's go old timer... Break your cherry... This one's on me...

As they go...

CAPT. MIKE (CONT'D)
(reconsidering)
And here's you pay for today...
Don't ever let anybody tell you Captain Mike didn't give a man what he deserved...

BENJAMIN
(looks at change he was given)
I thought it was $2 for a day's work...

CAPT. MIKE
"you can't put a price on education..."

INT. WHORE HOUSE, THE QUARTER, NEW ORLEANS - NIGHT, 1932

Captain Mike and Benjamin in a small parlor where girls, both black and white, are sitting around...

BENJAMIN BUTTON'S (V.O.)
It was a night to remember...

Captain Mike knows just who he wants and moves off with her... Benjamin left standing, not knowing what to do... None of the women seem to anxious to be with the old man...

(CONTINUED)
ONE OF THE WOMEN
He gives me the willies...

ONE OF THE WOMEN (CONT'D)
He's not for me, no ways...

A thin Girl, maybe 19, of mixed ethnicity, decides to take a chance...

THE GIRL
How are you tonight, Grandpa?

INT. A ROOM, WHORE HOUSE, FRENCH QUARTER - NIGHT, 1932

And we see Benjamin and the girl sitting on a bed... And as she undresses him... First things first... tossing him a wash cloth...

THE GIRL
Clean yourself up...

He doesn't know what she means.. Taking the wash cloth he goes over to the sink and does what he knows how to do, wash his face...

BENJAMIN
Is that any better?

INT. THE ROOM, WHORE HOUSE, FRENCH QUARTER - NIGHT, 1932

She's pushing him down, hiking up her skirt, all business...

THE GIRL
Let's go... Time's a wastin'...

She climbs on top of him... And instinct takes over... But Benjamin being just a boy... and this being the first time, his excitement gets the immediate best of him...

BENJAMIN
Ohhh...!

THE GIRL
(hopping up)
Come by anytime...

She starts to leave... But Benjamin, who likes this an awful lot...
BENJAMIN

Again?

(CONTINUED)

57.

76A CONTINUED:

THE GIRL

Again?

She looks and sees, sure enough... She climbs back
on...the results are virtually the same if a bit longer

THE GIRL (CONT'D)

My hat's off to you old timer.

She gets up to go... she's made it to the door... when
Benjamin says...

BENJAMIN

Again?

THE GIRL

Again?

She slows, turns to look... And sure enough... He's as
ready as he's ever going to be... As she looks at him, a
look bordering on amazement...

77 INT. THE ROOM, WHORE HOUSE, FRENCH QUARTER - NIGHT, 1932

THE GIRL

What are you, Dick Tracy or
something? I've got to rest...

And that's just what she's doing... trying to catch her
breath...

BENJAMIN

(in heaven)

Again?

78 INT. PARLOR, WHORE HOUSE, THE QUARTER - LATER STILL, 1932

And we see Benjamin, at the door, happily smiling...

BENJAMIN
Thank you...

THE GIRL
(hurting)
No, thank you...

Benjamin, floating on air, hovering, never wants to leave...

THE GIRL (CONT'D)
Have a nice night...

(CONTINUED)

58.

78 CONTINUED:

BENJAMIN
You'll be here tomorrow?

THE GIRL
Every night, but Sunday...

And she's finally able to go...

BENJAMIN BUTTON'S (V.O.)
It sure made me understand the value of earning a living... the things it can buy you..

Benjamin turns to leave... we hear footsteps... And we see a man, putting on a raincoat, coming downstairs from one of those other rooms... We see it's Benjamin's father... THOMAS BUTTON... Seeing Benjamin he slows... Benjamin, unaware of who he is, turns and goes out...

79 EXT. STREET, FRENCH QUARTER - LATE AT NIGHT, 1932

It's a rainy night. Benjamin, feeling like a million bucks, walks along the street, going home... A chauffeured car pulls alongside him, the window rolled down... And we see Thomas Button in the car...

THOMAS BUTTON
It's awful wet out. Can I offer you a ride somewhere...?

BENJAMIN
That's very kind of you, Sir.

He gets into the car.

80 INT. THOMAS' CAR, NEW ORLEANS - LATE AT NIGHT, 1932

They drive in awkward silence.

THOMAS BUTTON

My name is Thomas, Thomas Button.

BENJAMIN

I'm Benjamin.

THOMAS BUTTON

(saying the name to himself)

Benjamin... Yes, Benjamin... It's a pleasure to know you.

They shake hands.

(CONTINUED)

59.

80 CONTINUED:

80

THOMAS BUTTON (CONT'D)

Would you like to stop and have a drink, Benjamin?

81 INT. BAR, FRENCH QUARTER - LATE AT NIGHT, 1932

81

A small old bar. Benjamin and his father sitting in the back... The waiter comes over, deferring to Benjamin's age...

THE WAITER

What will it be sir?

BENJAMIN

I'll have whatever he's having.

THOMAS BUTTON

A Sazerac for both of us...with whiskey instead of brandy...
The waiter leaves.

THOMAS BUTTON (CONT'D)
You don't drink do you?

BENJAMIN
It's a night for firsts...

THOMAS BUTTON
How is that?

BENJAMIN
I've never been to a whore house either.

THOMAS BUTTON
It's an... experience...

BENJAMIN
It certainly is.
   (and honestly)
I'm not very experienced about a lot of things.

THOMAS BUTTON
That isn't a bad thing.

BENJAMIN
There's a first time for everything.

(CONTINUED)

60.

81 CONTINUED:

81

THOMAS BUTTON
True enough. I don't mean to be rude... but your hands seem awful bent... It must be quite painful?

BENJAMIN
I don't really know what I have. I have some form of a disease. I have a lot of catching up to do.
THOMAS BUTTON
What kind of a disease?

BENJAMIN
I was born old.

Thomas is quiet. And for many things...

THOMAS BUTTON
I'm sorry.

BENJAMIN
(guileless)
No need to be. Nothing wrong with old age.

THOMAS BUTTON
I'm sorry about your disease.

BENJAMIN
My mother says we're all born with something...

THOMAS BUTTON
Your mother?

BENJAMIN
I'm adopted.

Thomas looks at him... They get their drinks... Tap glasses, and drink. Benjamin coughs at the taste... But forces it down... And as they laugh at his discomfort...

INT. THE BAR - FRENCH QUARTER - LATER THAT NIGHT, 1932

Thomas and Benjamin deep in conversation... and both of them more than a few sheets to the wind... Benjamin, particularly overblown like any first time drunk...

THOMAS BUTTON
... My wife passed away many years ago...

(CONTINUED)

61.

CONTINUED:

BENJAMIN
(slurring)
I'm very sorry.

THOMAS BUTTON
She died in childbirth.

And there's a moment when it seems like Thomas might tell him, but despite the alcohol he thinks better of it...

THOMAS BUTTON (CONT'D)
(toasts, sadly)
To children.

BENJAMIN
(nods, toasts)
To mothers and fathers...

After some moments:

BENJAMIN (CONT'D)
What line of work are you in, Mr. Button?

THOMAS BUTTON
Buttons. "Button's Buttons."
There isn't a button we don't make. Our biggest competition is B.F. Goodrich and his infernal zippers...

The waiter comes over.

THE WAITER
Would you gentlemen like another?

THOMAS BUTTON
One more Benjamin?

BENJAMIN
If you'll let me pay for it, Mr. Button...

He takes out a little of his hard earned pay... proud of himself...

THOMAS BUTTON
What kind of work do you do?

BENJAMIN
(proud of himself)
I'm a tugboat man.
The car's stopped outside the gate... Benjamin is drunkenly getting out...

THOMAS BUTTON
I enjoyed talking to you...

BENJAMIN
I enjoyed drinking with you...

He starts to wobble inside...

THOMAS BUTTON
(after him)
Benjamin...

Benjamin slows...

THOMAS BUTTON (CONT'D)
Would you mind, if time to time, I stopped by to say hello...?

BENJAMIN
(a drunken wave)
Anytime.

THOMAS BUTTON
(happily)
Goodnight, Benjamin.

BENJAMIN
(drunkenly)
Absolutely... Mr. Button...

Benjamin turns inside. Thomas looks after him for a long moment... And then he drives away...

Benjamin holding the railing for support starts up the stairs for bed.

QUEENIE'S (V.O.)
Where have you been!?

And we see Queenie has been sitting in the front room...
where she can see out the window...

    BENJAMIN
    I listened to some music.... I --

He doesn't mention the whore... But generically says...

    (CONTINUED)

63.

84    CONTINUED:
84

    BENJAMIN (CONT'D)
    I met some people.

And right on cue Benjamin, wobbles...

    BENJAMIN (CONT'D)
    I think mama... I'm going to...

And to finish the evening, he throws up.

85    EXT. LAWN, NOLAN HOUSE - ANOTHER DAY, 1934
85

The family's on the lawn...

    BENJAMIN BUTTON'S (V.O.)
    I loved the weekends when she
    would come and spend the night
    with her grandmother.

86    INT. GRANDMA FULLER'S ROOM - DAWN, 1934
86

Daisy, nine now, asleep in bed with Grandma Fuller... We
see Benjamin quietly enter... He gently nudges Daisy
awake...

    BENJAMIN
    (whispers)
    Do you want to see something? We
    have to keep it secret.

Daisy, always willing, always brave, gets up...

    BENJAMIN (CONT'D)
    (whispers)
    Get dressed. I'll meet you behind
the kitchen...
And he leaves the room as quickly as he came...

EXT. BEHIND THE KITCHEN - NOLAN HOUSE - DAWN, 1934

Benjamin, in an old peacoat, holding another -- waits...
Daisy comes out... as he stops the door from slamming...

BENJAMIN
Ssssh...
(whispers)
Can you swim?

DAISY
I can do anything you can do...

(CONTINUED)

CONTINUED:

BENJAMIN
Put this on...

He gives her a heavy coat...she puts it on... It's two sizes too big for her...

BENJAMIN (CONT'D)
We have to go fast...

And she follows him between the houses... the two of them going quickly down the street...

EXT. THE DOCKS, MISSISSIPPI RIVER - DAYBREAK, 1934

Fog. The first light of dawn. A full compliment of boats tied up for the night... They scamper along the dock... to the "Chelsea" ...Benjamin helps her climb aboard...

INT. TUGBOAT, MISSISSIPPI RIVER - DAYBREAK, 1934

He goes downstairs to find -- Captain Mike sprawled across his bunk -- in all his naked tattooed glory, an empty bottle on the floor...
DAISY
What's wrong with him?

BENJAMIN
I think he has mejembe.
   (shaking him)
Captain Mike... could you take us out?

Captain Mike opens one eye... sees them standing there...

CAPT. MIKE
You know what day it is?

BENJAMIN
Sunday.

CAPT. MIKE
Do you know what dat mean?

He doesn't.

CAPT. MIKE (CONT'D)
It means I was very drunk last night.

BENJAMIN
You're drunk every night.

(CONTINUED)

64A.

89 CONTINUED:

Captain Mike just squints.

CAPT. MIKE
Is that a girl?

(CONTINUED)

65.

89 CONTINUED: (2)

BENJAMIN
A close friend... I wanted to show her the River.
CAPT. MIKE
I'm not supposed to be joy-ridin' with civilians... I could lose my license.

That notion stops him for about a nanosecond.

CAPT. MIKE (CONT'D)
(grabbing a bottle)
What you standin' there for!

90 EXT. THE TUGBOAT, THE MISSISSIPPI RIVER - EARLY, 1934

The tugboat making its way through the fog... Benjamin standing with Daisy on the prow... the wind in their faces... And suddenly out of the fog a HORN BLARES... As loud as anything they have ever heard... and moving out of the mist, horn still echoing, a huge ocean liner appears... With three other tugboats pushing it to sea...

CAPT. MIKE
She put in for repair... a wounded duck... She's flyin' now...

Captain Mike joins the tugs at the liner's side... the tugs sounding horns of their own... a symphony of a kind... What interests Benjamin...

BENJAMIN
What does it take to build something like that?

Passengers line the railing... continuing their adventure... And what interests Daisy...

DAISY
Imagine all the places they're going to see...

Daisy, thrilled, waves to them -- the passengers along the rail, waving back... Benjamin stands by Daisy, their hair blowing in the salty air....

DAISY (CONT'D)
(to Benjamin)
I wish we could go with them...

As they watch the liner, like a foggy dream, sailing away...
The rain and wind knocking at the window...

**DAISY**
(murmurs)
I wish we could have...
(the morphine)

**CAROLINE**
Did you say something, Mother?

And there's a hint of anxiety in Caroline now... anxiety coupled with exhaustion... Daisy doesn't say anything. Caroline worriedly looks out the window.

**CAROLINE (CONT'D)**
It seems to be getting worse.

Daisy doesn't respond.

**CAROLINE (CONT'D)**
Are you hearing me, mother?

**DAISY**
Look at that... time just seeped out of me...

**CAROLINE**
What?

**DAISY**
Somebody will come and mop it up and that will be the end...

Caroline can only listen... She takes a deep breath, gathering her strength...And when her mother's settled again...

**CAROLINE**
Do you want me to go on reading?

She murmurs, "Hmmm?" as if she didn't know Caroline had stopped. Caroline looks back down at the book.

**CAROLINE (CONT'D)**
"Things were changing quickly."
1935

We see Benjamin's REFLECTION in a mirror... WE PULL BACK TO SEE we're in his friend's room...

(CONTINUED)

92  CONTINUED:

Benjamin sitting in a straight back chair... getting a haircut... the dog at their feet... the VICTROLA, as usual, is working overtime...

(CONTINUED)

67.

92  CONTINUED: (2)

THE WOMAN
I don't know how it's possible, you seem to have more hair...

BENJAMIN
(a little arrogant)
What if I was to tell you I wasn't getting older -- I was getting younger than everybody else...

And she then says, taking the wind out of his sails...

THE WOMAN
Well, I'd feel very sorry for you... to have to see everybody you love, die before you.

He's quiet, he hadn't thought of that...

THE WOMAN (CONT'D)
That would be an awful responsibility...

BENJAMIN BUTTON'S (V.O.)
I had never thought about life or death that way before...

He's still... And seeing he's upset, she says the most
beautiful of things...

**THE WOMAN**
Benjamin... We're meant to lose the people we love. How else would we know how important they are to us.

**BENJAMIN BUTTON'S (V.O.)**
And one fall day... a familiar visitor came knocking on our door...

93  **INT. NOLAN HOUSE - ANOTHER DAY, 1936**

We see Benjamin knocking on the Woman's door...

**BENJAMIN**
Would you like to go for a walk?

There's no response. He opens it, going inside... The Woman is sitting in a chair by the window, the dog at her feet, the familiar Victrola playing dance music... He comes around the chair. And he sees she's still... perfectly still... her soul moved on...

68.

94  **EXT. CEMETERY PLOT, NEW ORLEANS CEMETERY - DAY, 1936**

We see an old New Orleans paupers' cemetery... Benjamin and the mourners, and because he can't remember her name, around an unmarked grave...

**BENJAMIN BUTTON'S (V.O.)**
She had taught me how to play the piano.

As Benjamin watches the woman go to her final rest.

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**
And she taught me what it meant to miss somebody.

95  **INT. BENJAMIN'S ROOM, ATTIC - NOLAN HOUSE - DAY, 1937**

We see Benjamin taking some things out of a dresser drawer, packing a suitcase...

**BENJAMIN BUTTON'S (V.O.)**
I had gone to a whore house, I'd had my first drink, I had said goodbye to one friend and buried another... In 1937, when I was coming to end of the 17th year of my life, I packed by bag.

We see him putting some final things into the suitcase, closing it...

BENJAMIN BUTTON'S (V.O.) (CONT'D)

...and said goodbye...

96    INT. PARLOR, NOLAN HOUSE, NEW ORLEANS - DAY, 1937

We see Benjamin moving through the parlor, one by one, saying his good-byes to the old people...

BENJAMIN BUTTON'S (V.O.)

I knew, life being what it was, I would probably never see them again...

The familiar faces... And as we watch him affectionately touch or talk to each of them... we can just see out a screen window DAISY, almost thirteen now, leaning against the side of the house... Out of sight... as if she didn't say goodbye, he wouldn't leave...

69.

97    EXT. THE FRONT PORCH - NOLAN HOUSE - DAY, 1937

We see TIZZY on the porch holding Benjamin's suitcase for him... The woman's old dog lying beside him...

TIZZY

(shaking his hand)

Good luck, son.

And we see Queenie has come out onto the porch with her little girl... and he holds Queenie... tears running down her face...

BENJAMIN

Goodbye, Mother...

He bends to pet the old dog goodbye... He takes up his suitcase and starts off the porch... going down the
walkway... he hesitates, and opens the gate... moving out onto the street... When suddenly Daisy is calling him...

DAISY
Benjamin... Benjamin...

She comes running. He stops to let her catch up to him...

DAISY (CONT'D)
Where are you going?

BENJAMIN
To sea. I'll send you a postcard.

DAISY
From everywhere. Write me a postcard from everywhere...

And with so much she wants to say, she can't say anything. So she runs away... He watches her go, watchers her thin legs running back down the street... and he turns and moves off along the street...

BENJAMIN BUTTON'S (V.O.)
And I went off to sea...

We see him in the distance, the "old man", a 17 year old, suitcase in hand, going to find out who he is and what he is to become...

98 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT  98

Daisy's quiet. Caroline can't avoid the howling of the wind.

(CONTINUED)

98 CONTINUED:

CAROLINE
(concerned)
I think I should find out what's going on...

DAISY
(stops her)
There's a box of them... in a velvet bag...
Caroline, not sure what she wants, opens a red velvet bag... she finds a wooden cigar box...

**CAROLINE**
Is this what you're looking for?

**DAISY**
Looking for?

**CAROLINE**
You said you wanted this?

**DAISY**
Of course.

She gives her the box... Daisy, opens it... It's filled with postcards... Daisy, going through them...

**DAISY (CONT'D)**
Can you imagine... He sent me postcards from everywhere he went... every place he worked...
Newfoundland... Baffin Bay...
Liverpool... Glasgow... Narvik...

She takes one out, reading it... Taking up some others... looking... reading where they came from... reading off like an adventure...

Daisy, the postcards, fond memories spread out on the bed around her...

**DAISY (CONT'D)**

Please keep reading, sugar...

Caroline takes another look at the window, then takes up the book...

**CAROLINE**

(sitting back down)
"I had gone..."

(CONTINUED)
BENJAMIN BUTTON'S (V.O.)
"... With Captain Mike's crew on the "Chelsea"...

99 EXT. SOMEWHERE ON THE SEA - DAY, 1937

The Tugboat, in the distance, steaming through the ocean...

BENJAMIN BUTTON'S (V.O.)
Captain Mike had contracted for three years with Moran Brothers Tug and Salvage... The old ship had been refitted with a diesel engine, and a new sea winch... We went around Florida and up the Atlantic seaboard...

100 EXT. TUGBOAT, AT SEA - DAY, 1937

The refitted "Chelsea" on the Atlantic Ocean...

BENJAMIN BUTTON'S (V.O.)
We were a crew of seven now... Captain Mike and me... the Cookie... Prentiss Mayes from Wilmington, Delaware...

And we see an old sea hand in his domain, his GALLEY, smoking and coughing as he cooks...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
...The Brody twins... Rick and Vic...

Two burly hard working IDENTICAL TWIN BROTHERS...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
Who got along fine at sea... but for some reason, once they were on dry land... couldn't stand the sight of each other...

101 EXT. DOCK SOMEWHERE - DAY, 1937

The brothers getting off the tug... and no sooner have they hit dry land they immediately get into a fist fight...
CONTINUED:

BENJAMIN BUTTON'S (V.O.)
There was John Grimm, who fit his name... from Belvedere, South Dakota...

EXT. TUGBOAT, AT SEA -- DUSK, 1937

We see a dour looking man... who always expects the worst...

JOHN GRIMM
You know one in every eight boats never returns, all hands lost at sea.

BENJAMIN BUTTON'S (V.O.)
...and Pleasant Curtis who never said a word to anyone... except to himself...

The asocial Pleasant... talking to himself as he works...

EXT. ATLANTIC OCEAN -- DAY, 1938

Benjamin standing on the bow of the old tug as it sloughs through a fog on the high seas... ready to see the world.

INT. HOSPITAL ROOM, NEW ORLEANS -- DAY, PRESENT

Daisy lying in bed...

DAISY
I wrote him constantly... told him everything I was doing...

EXT. HARBOR SOMEWHERE -- NIGHTFALL, 1938

The tug on its way in for the night... Benjamin, sitting on a cleat, reading her letter...
DAISY'S (V.O.)

...I told him they had invited me to New York to audition for the School of American Ballet...

EXT. NEW YORK SKYLINE - DAY, 1938

Tilting from the grey sky, onto an old landmark building.

INT. LANDMARK BUILDING, DANCE LOFT, NEW YORK - DAY, 1938

A large open DANCE LOFT. And we see Daisy, dancing for a selection committee seated on metal chairs...

(CONTINUED)

CONTINUED:

Daisy moving with technical proficiency -- but it's bloodless, without any real distinction... She gets nods -- but no kudos...

DAISY'S (V.O.)

One of the "corps"... another dancing gypsy...

We see Daisy training... just another lithe body.

INT. HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

Daisy in bed... Picking up another postcard, she stops, reading, slowing at a painful memory...

DAISY

Oh. Then he wrote me... "I've met somebody... and I've fallen in love..."

INT. LANDMARK BUILDING, DANCE LOFT, NEW YORK, NIGHT, 1941

And we see Daisy, sitting on the dance floor reading the very same POSTCARD, brokenhearted...

A MAN

Places everybody... Once again...
The troupe moves into their places... Daisy still just part of the crowd... The music starts... Now as Daisy dances... it is filled with pathos and lost love... and everyone takes notice.

110  INT. HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

Daisy reading the very postcard some sixty odd years later... as if reading it for the first time...

DAISY
"...I've met somebody... and I've fallen in love..." My, that was over...
(and realizing)
...sixty years ago.

She's quiet, looking out the window...

CAROLINE
Did you love him, mother?

DAISY
What can a girl know about love?

(CONTINUED)

73A.

110  CONTINUED:

As she watches the rain on the window, Caroline takes it as her cue to keep reading...

CAROLINE
(reading)
"...We were working in Murmansk, Russia..."

(CONTINUED)

74.

110  CONTINUED: (2)
Daisy stares at the window, the constant beating rain, the water running down the window...

**BENJAMIN BUTTON'S (V.O.)**
Murmansk is on the Barrent Sea, the only ice-free ocean port in the Soviet Union...

### 111 EXT. MURMANSK HARBOR, RUSSIA - DAY, 1941 111

We see "Chelsea" working with other tugs as snow falls in the crowded Russian Harbor.

They tow a large freighter into port.

**CAPT. MIKE**

Benjamin...

Benjamin, who is coiling rope on the bow, stands and looks at the Captain.

**CAPT. MIKE (CONT'D)**

(squinting down at him, wanting to know)
Tell me how's it happen you showed up you were no bigger than a bollard. Now either I drink a helluva lot more than I think I do, or you sprouted... What's your secret?

And Benjamin, tired of explanations, and what comes first to mind...

**BENJAMIN**

Well Captain, you do drink a lot...

And that makes perfect sense to Mike...

**CAPT. MIKE**

(taking a drink, saluting)
Goddamn right I do!

And Benjamin stands on the bow... ready to see the world...

**BENJAMIN BUTTON'S (V.O.)**
We stayed at a small hotel with
the grand name, "The Winter Palace."

74A.

112 EXT. MURMANSK STREET, RUSSIA - NIGHT, 1941

Snow covers the street outside of a turn-of-the Century hotel... a front window looks into its lobby... "The Winter Palace Hotel."

113 INT. "WINTER PALACE," RUSSIA - NIGHT, 1941

There's a packed BAR off the lobby... We see Benjamin sitting with Captain Mike, their crew, and a mixture of other seamen, Russians and other ethnics, all speaking different languages, sitting and standing around tables cluttered with bottles and glasses... Captain Mike, drunk, his shirt off, is telling a Russian sailor, another interpreting for him -- about a tattoo he has over his heart... an upside down hummingbird...

   CAPT. MIKE
   I saws this tattoo puts on a man's back in Singapore by Sakumoro, the greatest tattoo artist ever lived.
   I puts it on myself from mem'ry.

   And now we know why it's upside down...

   CAPT. MIKE (CONT'D)
   This idn't just another bird! Its heart rate's twelve hunerd beats a minute...! Its wings beats eighty times a second...! If you was to stop their wings from beatin, they would be dyin' in less than ten seconds...This is no ordinary bird, this is a frikkin' miracle!

   They slowed down the wings

   (MORE)

   (CONTINUED)
CAPT. MIKE (CONT'D)

wit' movin' pictures, you know
what it showed, they wing tips are
doin' dis...

And he draws on a napkin a FIGURE EIGHT...

CAPT. MIKE (CONT'D)

Does you know what the figure-
eight is the mathematical symbol
of...?!

Pointing at the symbol...

CAPT. MIKE (CONT'D)

Infinity!

And for some drunken reason, no matter what language they
might speak, they all laugh...

BENJAMIN BUTTON'S (V.O.)

Everybody, no matter what
differences they had, the
languages, the color of their
skin, had one thing in common...
they were drunk every single
night...

Then there's a shout -- and as if to underscore things,
the Brody twins are kicking the shit out of each other
again...

INT. LOBBY, "WINTER PALACE," RUSSIA - NIGHT, 1941

We see Benjamin waiting for the small caged elevator to
take him to his room. He gets in, the elevator operator
about to shut the grill door...

A WOMAN'S (V.O.)

Would you wait, please...

And we see a WOMAN in her late 40s... getting on the
elevator... Benjamin looks over at her...

BENJAMIN BUTTON'S (V.O.)

Her name was Elizabeth Abbott. She
was not beautiful. She was plain
as paper... But she was as pretty
"Plain as paper," ELIZABETH ABBOTT... Directly behind her walks a tall, tired man, in his 50s... By the look of his ruddy face, and her silent mien... they're both drunk... Benjamin finds himself looking at her...

(Continued)

ELIZABETH ABBOTT
What are you looking at?

She has a distinctly English accent. Benjamin doesn't say a word.

ELIZABETH ABBOTT (Cont'd)
If you must know, we have a long standing agreement never to go to bed sober. Isn't that right darling?

BENJAMIN BUTTON'S (V.O.)
Her husband was Walter Abbott...He was Chief Minister of the British Trade Mission in Murmansk... and he was a spy...

They ride up. Elizabeth has her shoes off...She sees him noting her stocking feet... The elevator finally rattles to a stop, and George and Elizabeth get off... Starting down the hall...she abruptly turns to say to Benjamin... so that it's completely understood...

ELIZABETH ABBOTT
I broke the heel off of one of my shoes...I don't usually walk around in my bare feet...

And as he watches her saunter along the hallway... the way drunks do... endeavoring to keep her dignity...

BENJAMIN BUTTON'S (V.O.)
They were long days there...

EXT. MURMANSK HARBOR, RUSSIA - DAY, 1941

Benjamin on the tug, but it's less fun now, not much adventure, just hard work... Fighting the snow and the
wind, they tow a large freighter into port...

116  INT. BENJAMIN'S ROOM - "WINTER PALACE" - NIGHT, 1941

Benjamin, in his small room, cold air blasting through the windows, looking out the window into the snowy night...

BENJAMIN BUTTON'S (V.O.)
And longer nights...

He lays on his bed looking out at the dark sky... the snow falling...

(CONTINUED)

77.

116  CONTINUED:

BENJAMIN BUTTON'S (V.O.)
One particular night... when I was having trouble sleeping...

117  INT. "WINTER PALACE," RUSSIA - LATE NIGHT, 1941

Benjamin trudges down the stairs, stepping tentatively into the empty lobby... He slows, seeing ELIZABETH ABBOTT in her bathrobe, sitting, alone and lonely... and it's not the first time for her...

BENJAMIN
I'm sorry... I can't sleep...

She's quiet... She finally looks up... but doesn't say anything... There's an awkward moment...exacerbated by the stillness of the hotel in the middle of the night...

BENJAMIN (CONT'D)
I was going to make some tea...would you like some?
She shakes her head no... He crosses through the empty bar, into an old KITCHEN... He looks for tea... Puts water in a kettle... As he watches the kettle boil... Elizabeth, her arms folded across her chest as if she were chilled, stands by the door... Benjamin, without asking, takes a cup for her...

**BENJAMIN (CONT'D)**

Milk...? Honey...?

**ELIZABETH ABBOTT**

Some honey, thank you.

He finds a large honey jar... and seeing some dead flies in with the sweet syrup he asks...

**BENJAMIN**

Do you like flies with your tea?

She smiles...for the first time... A thin smile... He starts to stir the tea... Elizabeth stopping him...

**ELIZABETH ABBOTT**

You must let it steep for a minute...

**BENJAMIN**

Steep?

(CONTINUED)

78.

117 CONTINUED:

117

**ELIZABETH ABBOTT**

Sit. There's a proper way to make tea.

**BENJAMIN**

Where I'm from, they just want it to be hot.

She doesn't smile. He gives her a cup of tea... She cradles the cup... They're quiet, drinking their tea...two strangers... After some moments...
ELIZABETH ABBOTT
You're a seaman? I don't mean to be rude... but aren't you rather old to be working on a boat?

BENJAMIN
There's no age limit... as long as you can do the work...

She nods... They're quiet again. She sits at an old wood counter.

ELIZABETH ABBOTT
You have trouble sleeping?

It's an invitation to sit with her... He pulls a stool over sitting across from her...

BENJAMIN
I didn't know I did... I usually sleep like a baby. Something kept me up.

ELIZABETH ABBOTT
I never sleep... Well, rarely anyway...

He doesn't say anything.

ELIZABETH ABBOTT (CONT'D)
My father, when he was in his eighties, was so sure he was going to die in his sleep... He would only take naps during the afternoon... so that death couldn't catch him...

BENJAMIN
Did he?

(CONTINUED)

79.

117 CONTINUED: (2)

ELIZABETH ABBOTT
Did he what?
BENJAMIN
Die in his sleep?

ELIZABETH ABBOTT
He died sitting in his favorite chair listening to his favorite program on the radio.

BENJAMIN
(smiles)
He must have known something.

She smiles at the idea... Another one... that goes as quickly as it's come... And it's quiet again...

ELIZABETH ABBOTT
My husband's the British Trade Minister. We've been here fourteen months... We were supposed to be going to Peking... but it just never did work out. It never does seem to work out. Have you been to the Far East?

BENJAMIN
I haven't really been anywhere. I mean outside different harbors.

ELIZABETH ABBOTT
Where are you from?

BENJAMIN
New Orleans, Louisiana.

ELIZABETH ABBOTT
(pure Elizabeth)
I didn't know there was another one.

Which escapes him.

ELIZABETH ABBOTT (CONT'D)
I've never been to America. Everywhere else. But not America. Am I missing anything?

BENJAMIN
(simply, guileless)
The Mississippi River.

(CONTINUED)
117 CONTINUED: (3)

BENJAMIN BUTTON'S (V.O.)
And she told me all the places she had been, and what she had seen...

ELIZABETH ABBOTT
I can tell you what bars look like in places all over the world...

BENJAMIN BUTTON'S (V.O.)
And we talked until just before the dawn...

118 INT. KITCHEN, "WINTER PALACE," RUSSIA - DAYBREAK, 1941

The first hint of daylight...

ELIZABETH ABBOTT
Thank you for the tea...

She leaves as quietly as she entered... Benjamin remains standing for a moment... then shuts the light off behind him.

BENJAMIN BUTTON'S (V.O.)
...And we went back to our rooms... to our separate lives...

And as he goes back up the quiet stairs...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
And every night... we would meet in the middle Of the night...

119 INT. LOBBY, "WINTER PALACE," RUSSIA - DEAD OF NIGHT, 1941

Benjamin padding downstairs... slowing... happy to see Elizabeth, in her bathrobe, sitting in the empty lobby, waiting for him...

120 INT. KITCHEN, "WINTER PALACE," RUSSIA - BEFORE DAWN, 1941

Elizabeth and Benjamin quietly talking...

BENJAMIN BUTTON'S (V.O.)
A hotel in the middle of the night can be a magical place...
And we see the empty front desk and tiny silver bell... The vacant lobby, with its musty old rugs... The open elevator, waiting... The dining room, with its crisp white tablecloths.

(CONTINUED)

120

CONTINUED:

BENJAMIN BUTTON'S (V.O.) (CONT'D)

A mouse stopping and running and stopping...

A mouse crossing the lobby floor doing just that...

BENJAMIN BUTTON'S (V.O.) (CONT'D)


We see and hear it all... All the little sounds, a symphony, that make up life in a hotel in the middle of the night... Benjamin and Elizabeth sitting quietly drinking their tea.

BENJAMIN BUTTON'S (V.O.) (CONT'D)

There is something peaceful, even comforting, knowing that people you love are asleep in their beds, where nothing can harm them...

121

INT. VARIOUS BEDROOMS - DEAD OF NIGHT, 1941

Queenie and Tizzy asleep together in her bed... Their child on the floor... The old people in their beds in the old house. Ngunda Oti asleep in a room somewhere. The unnamed woman's grave. A different kind of sleep. And of course Daisy, in a New York apartment loft with other dancers... sleeping peacefully.

BENJAMIN BUTTON'S (V.O.)

Elizabeth and I would talk through the night until just before dawn...
Daylight starts to creep in... she gets up, about to go... she slows...

ELIZABETH ABBOTT
I may have given you the wrong impression.

BENJAMIN
The wrong impression?

ELIZABETH ABBOTT
You must think I don't love my husband.

(CONTINUED)

BENJAMIN
Why do you say that?

ELIZABETH ABBOTT
Married women don't usually sit with strange men in a hotel in the middle of the night. I certainly don't.

BENJAMIN
(honestly)
I don't know what married women do or don't do.

ELIZABETH ABBOTT
Let's get one thing straight. I love him very much. I happen to think he is one of the smartest and most considerate men I ever met. It is not his fault I decided to spend my life in his shadow.

And with that she gets up and leaves... Benjamin, left with that thought...
INT. DINING ROOM, "WINTER PALACE," RUSSIA - NIGHT, 1941

Benjamin and Elizabeth in the empty dining room at a table with a white tablecloth... with some wine and cheese... She's laughing now, measurably loosened up...

ELIZABETH ABBOTT
He started to take his pants off... I'm afraid he misread me completely...

He laughs. She looks through her wine glass at him...

ELIZABETH ABBOTT (CONT'D)
Do you notice how people look better through a wine glass...

He holds his up.... looking at her....She moves her glass just looking at him...

ELIZABETH ABBOTT (CONT'D)
You're a good looking man with or without a wine glass...

She picks at the tablecloth with her finger next to his... She puts her finger over his making a cross...

(CONTINUED)

ELIZABETH ABBOTT (CONT'D)
We are all just crossing in the night. Sometimes we intersect.

She leaves her finger there for a moment... lingering... She abruptly moves it away...

ELIZABETH ABBOTT (CONT'D)
I should go to bed... he'll be up soon.

She hesitates... And she kisses him, and then hurries out of the dining room... As Benjamin sits in the empty dining room... the kiss left on his lips...
BENJAMIN BUTTON'S (V.O.)
It was the first time a woman had ever kissed me. It's something you never forget.

INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

The wind and rain knocking at the window. Daisy silently lying in bed.

CAROLINE
Are you upset, Mother?

She doesn't say anything. Caroline, seeing her feet have come out of the covers, caring, fixes her blanket.

CAROLINE (CONT'D)
Would you like some socks?

Daisy's quiet.

CAROLINE (CONT'D)
Do you want me to stop reading?

Daisy's answer for her is...

DAISY
It must have been very cold. I'm glad he had somebody to keep him warm.

Which Caroline takes as her cue to read on...

CAROLINE
(after a beat, reading)
"I couldn't wait to see her again."

INT. "WINTER PALACE," RUSSIA - ANOTHER LATE NIGHT, 1941

Benjamin comes hurrying down the stairs. Elizabeth is waiting, as she normally is, but this time she is dressed... Lipstick and hair done... wearing a fur.
BENJAMIN
(self-conscious)
I'm not dressed --

ELIZABETH ABBOTT
You're delicious just as you are...

She laughs, taking his arm, walking to the dining room as if going to dinner... They sit at a table... which she has set for them... Caviar and Vodka...

ELIZABETH ABBOTT (CONT'D)
Don't bother with the cheese or the wine here, they're quite common... but the caviar and the vodka are plentiful and sublime...

She feeds him a spoonful of the caviar... Unaccustomed to it, he swallows it too quickly...

ELIZABETH ABBOTT (CONT'D)
Take your time... If you eat it all at once there will be nothing left to enjoy... savor it...

She gives him another spoonful... and takes one herself... He takes his time... They both do... savoring it...

ELIZABETH ABBOTT (CONT'D)
(pouring)
Now, a swallow of vodka...

Which they do... She laughs... Looking at him...

ELIZABETH ABBOTT (CONT'D)
You haven't been with many women have you?

BENJAMIN
No. Not many. At least none on a Sunday.
ELIZABETH ABBOTT

(smiles)
I feel like I'm with a virgin.

She's not far off... And it's a lovely thought... and it makes her think of her youth.

(CONTINUED)

125 CONTINUED: (2)

ELIZABETH ABBOTT (CONT'D)
When I was nineteen, I tried to become the first woman to swim the English Channel...

126 EXT. THE ENGLISH CHANNEL DAY, 1911

And we see just that....Young Elizabeth, in goggles, her body covered with grease, swimming with two escort boats across the English Channel.

ELIZABETH ABBOTT'S (V.O.)
The current was so strong...that for every stroke I took... I was pushed two strokes back...

And we see just that, Elizabeth fighting the current...

ELIZABETH ABBOTT'S (V.O.)
(CONT'D)
I swam for 32 hours... I was only two miles from the French shore...

Elizabeth in sight of the lights of Calais...

ELIZABETH ABBOTT'S (V.O.)
(CONT'D)
When it started to rain...

And it starts to rain on her... Harder and harder... the shore is suddenly gone from sight...

ELIZABETH ABBOTT'S (V.O.)
(CONT'D)
When I couldn't go any further, and I just stopped...
And we see her being taken onto a boat, a blanket wrapped around her...

127  EXT. CALAIS, BEACH - NIGHT, 1911

ELIZABETH ABBOTT'S (V.O.)
They asked me whether I would try again...?

ELIZABETH ABBOTT
Why wouldn't I?

She smiles, a young girl, full of life...

128  INT. DINING ROOM - "WINTER PALACE" - LATE NIGHT, 1941

ELIZABETH ABBOTT
I never did. As a matter of fact, I have never done much of anything with my life after that...

And it's quiet. She touches his rough hand.

ELIZABETH ABBOTT (CONT'D)
Your hands are very rough... you have grease under your nails...

She runs her fingernail along his face...

ELIZABETH ABBOTT (CONT'D)
I can feel the wind on your face...

They look at each other. And this time, Benjamin kisses her. It lingers... She stops herself...

ELIZABETH ABBOTT (CONT'D)
I'm afraid it's the witching hour...

She quickly gets up... And she's gone. As Benjamin sits in the empty dining room.

BENJAMIN BUTTON'S (V.O.)
It took me a long time to go to sleep.
INT. "WINTER PALACE," RUSSIA - ANOTHER LATE NIGHT, 1941

We see Elizabeth nicely dressed, a bottle of champagne in her hand, sitting anxiously waiting. The elevator doors open. Benjamin in a suit and tie, as handsome as we've seen him steps out. She stands, takes his arm.

BENJAMIN
Do I look okay? I borrowed it from one of the men. It's his church suit.

ELIZABETH ABBOTT
You take my breath away.

She walks with him, champagne bottle in hand, through the empty lobby...

(CONTINUED)

EXT. MURMANSK, RUSSIA - DEAD OF NIGHT, 1941

Their arms in each other's, their breath showing in the night, they walk through the sleeping Russian town, their shadows in the moonlight. They stop to share a drink from the champagne bottle. They laugh.

BENJAMIN
I feel so much younger when I'm with you...

And it seems he's about to go on... But Elizabeth, flattered, takes it metaphorically...

ELIZABETH ABBOTT
That's such a nice thing to say.
You make me feel years younger, too. I wish I was. I would change so many things. I would undo all of my mistakes.

**BENJAMIN**

What mistakes?

**ELIZABETH ABBOTT**

I kept waiting, thinking I would do something to change my circumstance... Do something... But I never did... It's an awful waste, you can never get it back... wasted time...

They're quiet. She looks at him.

**ELIZABETH ABBOTT (CONT'D)**

(abruptly)

If we're going to have an affair, you're never to look at me during the day, we must always part by sunrise, and we can never say "I love you..."

He's quiet...

**CONTINUED**

130 CONTINUED:

**ELIZABETH ABBOTT (CONT'D)**

And when it is over I will send you a card that will simply say goodbye... Those are the rules...

They stand in the cold. His answer is...

**BENJAMIN**

Are you as cold as I am?

**ELIZABETH ABBOTT**

(laughs)

My god, colder.

They stop to finish what's left of the champagne,
Elizabeth hurling the bottle. The bottle falling silently into some fresh snow.

ELIZABETH ABBOTT (CONT'D)
You can't even break a bottle here.

They look at each other and they kiss. And without anything else needing to be said, they start back...

131 INT. LOBBY, "WINTER PALACE," RUSSIA - LATE NIGHT, 1941

ELIZABETH ABBOTT
Get a key.

Benjamin goes behind the registration desk, taking an empty room key off a hook... They cross to the elevator...

132 INT. ELEVATOR, "WINTER PALACE," RUSSIA - LATE NIGHT, 1941

They stand in the elevator as it ascends. Anticipating what's to come...

133 INT. HALLWAY, "WINTER PALACE," RUSSIA - LATE NIGHT, 1941

They move along a dark hallway. He quietly unlocks an empty room door... And as he follows her into the room... the door closing.

BENJAMIN BUTTON'S (V.O.)
She was the first woman who ever loved me.

89.

134 INT. "WINTER PALACE," RUSSIA - ANOTHER DAY, 1941

Benjamin, in his peacoat, and stocking cap, snow on him, hurries into the hotel from work... He runs to the elevator, the doors just closing.

BENJAMIN
Hold it...

It opens. He goes inside. And Elizabeth's husband is standing in the elevator.

135 INT. ELEVATOR, "WINTER PALACE," RUSSIA - LATE DAY, 1941
They silently ride up, not a word exchanged. The elevator stops. Elizabeth's husband gets out. As he quietly walks down the hall...

**BENJAMIN'S (V.O.)**

We saw each other every night...
we always used the same room...

---

136 **INT. HALL "WINTER PALACE," RUSSIA - NIGHT TO DAWN, 1941**

We see the key going into the door... Benjamin and Elizabeth going inside closing the door behind them... leaving us with the quiet hallway.

**BENJAMIN'S (V.O.)**

But each time seemed new and different...

And we see them as dawn creeps along the hallway, Benjamin and Elizabeth, leaving the room, not wanting to part, passionately kissing, and as they start to go their separate ways...

**BENJAMIN**

(whispering)

Elizabeth...

She turns.

**BENJAMIN (CONT'D)**

(whispers)

You should swim the English channel again.

And as she laughs to herself and hurries off...

**BENJAMIN BUTTON'S (V.O.)**

Until one night...

---

137 **INT. "WINTER PALACE," RUSSIA - ANOTHER NIGHT, 1941**

We see Benjamin coming down the stairs, into the lobby to meet Elizabeth. And he slows...Elizabeth isn't there. He looks into the bar...the kitchen....the dining room... He goes back to the lobby, sitting on a lone sofa, waiting for her... A mouse runs across the marble floor, stops, looks at him and runs off... And he sits and waits.
Snow shrouds the windows. We see Benjamin has fallen asleep on the sofa... There's the distinctive BELLOW of Captain Mike's VOICE. Benjamin wakes... He follows the bellowing to find Captain Mike with the tugboat CREW in the bar...

**CAPT. MIKE**

Roosevelt says we all got to do our part! After them Japs attacked Pearl Harbor everyone's got to! The Chelsea's been commissioned to serve in the United States Navy, to repair, tow, salvage and rescue... Anybody don't want to go to war, now's the time to say so... Once you set foot on that boat again, you're in the Navy friend!

**BENJAMIN**

(right away)
I'll go captain!

**CAPT. MIKE**

Easy old timer.
(to the men)
I'll hold it against no man. But speak up now or forever hold your water.

And the Cook, Prentis Mayes...

**THE COOK**

I was planning on talking to you Cap'n Mike... My wife's doing poorly. I'd like to see her one more time...

**CAPT. MIKE**

(understanding)
You're free to get home any way you can Mr. Mayes.

(CONTINUED)
And the cook walks off.

JOHN GRIMM
(always dour)
Who do you intend to have cook then? One of the leading causes of death at sea is food poisoning, right after inadequate safety equipment.

BENJAMIN
I grew up cooking, sir. I'll take the job, if I'm not too old to serve.

CAPT. MIKE
You a real Johnny on the Spot, Benjamin. I'll take any able bodied mens who wants kick shit out of the Japs and the Huns.

And with no one dissenting...

CAPT. MIKE (CONT'D)
Then that's it! We's goin' to war, gentlemen!

And filled with fervor, they give a cheer.

139 INT. BENJAMIN'S ROOM, "WINTER PALACE" LATER, 1941
Benjamin unlocking the door to his room. An ENVELOPE has been left under the door, he opens it.

BENJAMIN'S (V.O.)
She had left a note. She wrote, "it was nice to have met you."
That was it.

And as he stands holding the letter in his room at the small Russian hotel:

BENJAMIN BUTTON'S (V.O.)
And so, I went to war.

140 EXT. TUGBOAT, ATLANTIC OCEAN, SOMEWHERE - NIGHT, 1941
The men on the tug on a dark gray sea....
BENJAMIN BUTTON'S (V.O.)
It wasn't the war we expected. We would tow crippled ships... scraps of metal...

(MORE)

(CONTINUED)

92.

140 CONTINUED:

140

BENJAMIN BUTTON'S (V.O.) (CONT'D)
across the high seas... If there was a war, we didn't see it...

And what seemed exciting, the idea of war... is tedious... The "Chelsea" towing a strange hulking shape on the dark, empty sea...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
There was a man assigned with us... The Chief Gunner loved the Navy, and most of all, he loved America.

THE MAN'S (V.O.)
There is no other country in the world...! When YOU spell America, A.M.E.R.I.C.A. You're spelling freedom...!

We see the young Gunnery Mate, no more than nineteen... sitting at his post on a high caliber machine gun... ready to kick some enemy ass...

BENJAMIN BUTTON'S (V.O.)
His name was Dennis Smith and he was a full blooded Cherokee... His family had been in America for over five hundred years.

DENNIS SMITH
You have these pacifists. They say they won't fight on conscience. Where would we be if everybody decided to act according to their conscience?

CAPT. MIKE
(out his Window)
Keeps it down, would you chief!
He goes back inside... And as they settle into their tasks..

DENNIS SMITH
(on his gun, to himself, the last word)
Where else can you shoot white people and get away with it...

Benjamin's the only one around to hear him...

BENJAMIN BUTTON'S (V.O.)
I worked in the kitchen...

---

141 INT. THE TUGBOAT KITCHEN - DAY, 1941
Benjamin busy preparing a meal in the galley kitchen. The Perpetually silent Pleasant Curtis, on kitchen duty, helping him with the preparation... while they work...

BENJAMIN
(trying to make conversation)
You're from the Kentucky mountains aren't you? It must be pretty there..

Pleasant Curtis doesn't say a word. Benjamin shrugging, puts the pie in an oven.

142 INT. THE GALLEY - TUGBOAT - NIGHT
The men; including Dennis Smith, Pleasant Curtis, John Grimm, the "fighting" Brody twins, Benjamin serving them, silently eating dinner, rolling with endless rolling Ocean. Pleasant, not interested, just gets up and leaves.

JOHN GRIMM
There's something not normal about him.

As they silently eat, mostly bored...

DENNIS SMITH
(looking outside)
Whoever said "War is hell,"
doesn't know shit from shinola.

143  EXT. TUGBOAT, ATLANTIC OCEAN -- ANOTHER NIGHT, 1942

We see "Chelsea," a steel tow line splayed out from its winch, towing a large crippled freighter across the ocean...

BENJAMIN BUTTON'S (V.O.)

We were towing a British freighter, that had gone dead in the water, 800 miles to Halifax for repair...

We see Benjamin and the crew watching the ship on the tow line run out some thousand feet behind them...

144  INT. CREW QUARTER, TUGBOAT, ATLANTIC OCEAN - NIGHT, 1942

We see Benjamin awake in his bunk, Dennis Smith asleep in the bunk above him.

(CONTINUED)

94.

144  CONTINUED:

144

Pleasant Curtis seemingly asleep in his bunk below him...
Benjamin looking out at the black sea... and out of the silence Pleasant Curtis for the first time speaks...

PLEASANT CURTIS

I've been watching you. You seem trustworthy. If something happens to me... could you see this gets to my wife...?

He hands Benjamin a folded up handkerchief...

BENJAMIN BUTTON'S (V.O.)

He had given me all of his pay...
he hadn't spent a dime of it...

PLEASANT CURTIS

If anything happens I want my family to know I was thinking about them, and if I could have, I'd have come back home.
And that said he turns back over... And as Benjamin looks at the dark foreboding sea... suddenly:

**CAPT. MIKE (OVER)**
(calls)
All hands on deck!!!

They bolt from their bunks... Going outside...

145 **EXT. TUGBOAT, ATLANTIC OCEAN - NIGHT, 1942**

Captain Mike stands by the wheelhouse... silently looking at the ocean... They see bodies of men, dead men, floating by them... One and two at first... then three and four... and then more and more until they are moving through a carpet of bodies...

**BENJAMIN BUTTON'S (V.O.)**
The war found us.

As they move through the water... their propeller literally chopping up bodies, to where they have to veritably shut their engines down...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**
A transport carrying 900 men had been hit by a torpedo. We were first to arrive at the scene...

And as the tug arrives at the scene we see a TRANSPORT VESSEL, with a gaping hole in its midships sinking quickly... Fuel oil burning on the water...

(CONTINUED)

95.

145 **CONTINUED:**

It's then we see the true horror of the men in the water... in the burning black oil... The transport boat silently slips into the water, disappearing under the sea...

146 **EXT. TUGBOAT - ATLANTIC OCEAN - NIGHT, 1942**

As the tug moves through the thick black smoke... Benjamin and the other crewmen watching along the rails...
BENJAMIN BUTTON’S (V.O.)

There wasn't a sound...

Except for the lapping of water, and the tugboat's engines, there isn't... just the silence of death...
Something else appears, doming onto the surface like a spectre... the U-BOAT that had reeked this havoc...
looking to see the results... Captain Mike sees the sub...

CAPT. MIKE

(mad as hell)
We can't run from the fucker and we can't hide...! There's only one thing we can do...!
(and he shouts)
Battle Stations...!!!

They run to their battle stations...

147  INT. PILOT HOUSE, TUGBOAT, ATLANTIC OCEAN - NIGHT, 1942
147

Captain Mike at the wheel in the pilot house, turning the tug, furiously bearing down on the surfaced submarine...

148  EXT. TUGBOAT, ATLANTIC OCEAN - NIGHT, 1942
148

A German submariner, on the conning tower, seeing the Tugboat, turns the .50 caliber machine gun on the tugboat... Benjamin is grazed by a bullet, his forehead cut open, bleeding... Despite the strafing the tug is relentless... The submarine, seeing it is about to be rammed tries to dive... but it's too late... the tugboat ramming the submarine... severing the U-Boat in half. The concussion of the collision has triggered a torpedo in the sinking submarine's torpedo shaft, the torpedo exploding, bursting the submarine, and in the process, blasting away under the stern of the tugboat... the men on the stern blown to pieces... Benjamin's literally thrown against the wheel house... He manages to get to his feet, the tug listing, beginning to sink... There's a man's voice...

(CONTINUED)
And he sees, Captain Mike riddled with bullets, his body covered with blood... Benjamin bends to him... Captain Mike trembling as he lays dying...

**CAPT. MIKE**

Look at what they did! They shot holes in me! They shots the hell out my paintin'!

His body, his tattoos, like a ripped canvas, is riddled...

**CAPT. MIKE (CONT'D)**

You've seen a lot of things. Tell me it's going to be alright.

**BENJAMIN**

You're going to heaven Captain Mike. You're going to heaven.

Benjamin sits beside him, his friend Captain Mike, dying. And a light comes in Captain Mike's eyes... an understanding.

**CAPT. MIKE**

You can be mad as a mad dawg at the way things went... You can swear, curse the fates, regret every'ting you ever did... but when it comes to the end... You have to lets go...

He looks in Benjamin's old eyes...

**CAPT. MIKE (CONT'D)**

Give me a hand, old man...

And as he holds Benjamin's hand ready to meet his maker...

**EXT. TUGBOAT, ATLANTIC OCEAN - LATE AFTERNOON, 1942**

There are two destroyers and a hospital ship in the battle zone flow... Planes circling... The water still speckled with debris, and bodies...

**EXT. A LIBERTY SHIP, THE NORTH ATLANTIC - DUSK, 1942**
We see Benjamin at the railing of a Liberty Ship. He watches the "Chelsea" sink, disappearing under the sea...

(Continued)

97.

150 CONTINUED:

150

BENJAMIN BUTTON'S (V.O.)
736 men died that day... I said my goodbyes to the Cherokee, Dennis Smith, John Grimm who was right, he was going to die there... I sent Pleasant Curtis' wife his money... I said goodbye to the twin, Vic Brody...

He instinctively turns, and sees Rick Brody looking out a porthole, lost without his twin brother...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
And to Mike Clark... Captain of the tugboat "Chelsea."

A storage cabinet is opened, a sailor taking out a wreath, from a supply of just such wreaths...

BENJAMIN
You mind...

The Sailor shrugs, giving him the wreath...

BENJAMIN BUTTON'S (V.O.)
I said goodbye to all the other men... who had dreams of their own... All the men who wanted to be plumbers or singers or insurance salesmen or doctors... or lawyers or Indian chiefs.

And suddenly, angrily, he throws the wreath into the water...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
Out here, death didn't seem
normal.

Benjamin standing at the rail of the ship... no longer a boy... And a SAILOR standing beside him....

**THE SAILOR**
This don't get fixed...

Benjamin's quiet. When suddenly a HUMMINGBIRD comes flying across the water... It circles the wreath, the way Hummingbirds do... and then flies off...

**BENJAMIN BUTTON'S (V.O.)**
...I'd never seen a hummingbird that far out to sea before...

(CONTINUED)

98.

150 CONTINUED: (2)
150

And as Benjamin stands at the railing, looking at the sea...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

In the spring of 1945.... when I was 26 years old... I went home...

151 EXT. THE NOLAN HOUSE, NEW ORLEANS - TWILIGHT, 1945
151

We see Benjamin, suitcase in hand, going up the walk to the old house. We're struck by the difference... the old man who had left to see the world has returned a strikingly handsome man in his fifties. The old blind dog, smelling ham, ambles off the porch to meet him. Nothing seems to have changed. An old woman we don't know is rocking on the porch. A black girl, just 14... is hanging out wash...

**BENJAMIN**

Is your mother home?

**THE GIRL**

She's gettin' supper ready....

He goes up the porch, inside....
Some old folks are in the front room... Nobody we know... He moves by them into the kitchen... the stovetop smoking and gurgling... He goes into the dining room... Queenie is busy setting the table... He watches her for a moment...

BENJAMIN

(quietly)
 Queenie...

She turns, seeing him... she drops a plate...

QUEENIE

Lord have mercy....you're home...

She runs to embrace him... We see she's aged... the eight years he's been gone... and the 25 years or so since we've known her... now in her fifties...

THE GIRL'S (V.O.)

(asks)
 Who is that mama?

The Girl comes inside... curious...

(CONTINUED)

QUEENIE

Your brother, Benjamin...

THE GIRL

I didn't know he was my brother.

QUEENIE

(laughs)
 There's a shit load of things you don't know...

But her interest is in Benjamin....

QUEENIE (CONT'D)

(studying him)
You look like you've been born again... you're younger than the springtime... I think that preacher laid the hands on you brought you a second life... I knew the moment I saw you -- you were special... Every night I got on my knees asking the Good Lord to bring you back safely. Remember what I told you...?

**BENJAMIN**

You never know what's comin' for you.

And they both share a good laugh at her homily... glad to be together once again.

**QUEENIE**

Did you learn anything worth repeating?

**BENJAMIN**

I saw a lot of things.

She touches the scar, from the bullet, on his forehead.

**QUEENIE**

You seen some pain.

He nods.

**QUEENIE (CONT'D)**

Some joy too?

He nods, that too. And she holds him again.

**(CONTINUED)**

100.

152 **CONTINUED: (2)**

152

**BENJAMIN**

Where's Tizzy?

**QUEENIE**

Mr. Weathers died in his sleep one
night last April. He's sleeping comfortably now in the cemetery on St. James street, God rest his soul...

BENJAMIN
I'm so sorry...

She turns from him so as not to cry....

QUEENIE
There's only one or two of them left now... They all just about new... waitin' their turn like everybody else... I am so glad to have I you back. Now we got to find you some proper work and get you married right...

And as she goes about readying the table for dinner, humming to herself...

153 EXT. PORCH, NOLAN HOUSE - EVENING, 1945

Benjamin sitting with a row of oldsters. And feeling out of place, out of time, he gets up and goes inside.

154 INT. PARLOR, NOLAN HOUSE - NIGHT, LATER, 1945

We see Benjamin playing the piano in the parlor, the particular tune the Woman had taught him... an old man sitting nearby, seemingly listening... Queenie, looking in...

QUEENIE
You're wasting your time... he's stone deaf... You'll be staying in what was Mrs. DeSeroux's room now, you're too much of a man to stay in the attic anymore.

She goes about her business... And as Benjamin goes back to playing the piano for the deaf man... playing for himself...

155 INT. THE PARLOR, NOLAN HOUSE - NIGHT, 1945

We see Mr. Daws, much older now, asleep in an easy chair.
Benjamin standing at the familiar window, listening to the silence of the house...

BENJAMIN BUTTON'S (V.O.)
It's a funny thing about coming home. Smells the same. Looks the same. Feels the same.

Mr. Daws awakens. Seeing Benjamin. As if he never left.

MR. DAWS
Did I ever tell you I've been struck by lightning seven times. Once I was sitting in my truck listening to the radio.

And we see just that Mr. Daws sitting in his truck getting belted by lightning.

BENJAMIN BUTTON'S (V.O.)
You realize what's changed, is you...

While Benjamin stands locking out the window:

BENJAMIN BUTTON'S (V.O.) (CONT'D)
And one evening, not long after I had been back...

INT. THE NOLAN HOUSE - EARLY ONE EVENING, 1945

We see Benjamin, coming down the stairs. He happens to glance out a casement window... He slows... He can just see part of a TAXI coming to stop at the gate. He moves to the next landing... where he can see a figure is getting out of the cab... The figure of a young woman, wearing a beret, a dark coat and lace up boots... She strides through the gate... It takes us a moment to recognize her... the leggy thirteen year old girl is gone... replaced by a confident woman in her early twenties... with her red hair and her blue eyes she could be no one else but DAISY. Benjamin follows her progress, moving through the parlor, watching her out the screened
windows... She moves gracefully past the porch with its swings... The unnamed woman's old dog, smelling her, comes to greet her... Daisy going around to the back of the house... Benjamin moving to the back door, and just as Daisy starts to knock... Benjamin opening it... Momentarily startled, she doesn't recognize him.... and asks...

(Continued)

102.

CONTINUED:

DAISY

Oh, excuse me... is Queenie here...?

BENJAMIN

Daisy... it's me, Benjamin.

She hardly can believe her eyes...

DAISY

Benjamin...Oh my God it's you...

Of course it's you...

They embrace, and there's a moment when the touch is not just of old friends, but something different... and they both, in that moment recognize that things will never be the same... Daisy, over-hugging him... the way young people do...

DAISY (CONT'D)

Benjamin, how are you? It's been such a long time... There's so much I want to know... When did you come back?

BENJAMIN

Just a few weeks ago...

DAISY

I spoke to Queenie...she told me you were in the war...somewhere at sea... I was so worried about you...
BENJAMIN

(simply)
I'm okay.

BENJAMIN BUTTON'S (V.O.)
When I had left she was a girl...
and a woman had taken her place...

BENJAMIN
I can't get over you -- You are so lovely...

DAISY
You stopped writing.

BENJAMIN
I feel terrible about it...
(smiles)
(MORE)

(CONTINUED)

103.

156 CONTINUED: (2)

156

BENJAMIN (CONT'D)
Now that I see you I feel even worse... Look at you...Daisy Fuller...

157 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

157
Daisy's still. She touches her old face.

DAISY
...Beautiful.

CAROLINE
He said, "The most beautiful,"
Mother.

DAISY
What else did he say about...

CAROLINE
He said...

BENJAMIN BUTTON'S (V.O.)
"...Everything, in that moment, had changed between us..."

INT. BACK STAIRS, NOLAN HOUSE - TWILIGHT, 1945

Benjamin and Daisy going up the back stairs...

DAISY
I can't get over you're home...
I've been planning to come by for awhile... my grandmother, you remember Grandma Fuller... of course you remember her... she passed away...

BENJAMIN
I heard that... I'm sorry...

DAISY
I've been wanting to get some of her things...

...They go into her grandmother's room...

INT. GRANDMA FULLER'S ROOM - TWILIGHT, 1945

Her grandmother's things are in boxes neatly stacked in a corner, waiting to be taken away... Daisy starts to go through them... Benjamin gives her a hand... As they go through things...

(CONTINUED)

CONTINUED:

DAISY
I can't believe I open the door, and you're actually standing there... It must be fate... What do they call it, "Kismet"? I read a book about a man named Edgar Cayce, a psychic, everything is predetermined... I like to think it's fate. What do you think, Benjamin?
BENJAMIN
I don't know how it works, but I'm sure glad it happened...

They inadvertently touch... the electricity of friction... both aware of the closeness... they move ever so slightly apart...

DAISY
(nervously)
Have you been to New York...? It's just across the bridge from me...
I can actually see the Empire State Building if I stand on my bed... Where have you been? Tell me everything. The last time you wrote you said you were in Russia? I always wanted to go to Russia... Is it as cold as they say...? You wrote you met somebody... did it work out...

BENJAMIN
(holding out)
Remember this?

He's comes upon the BOOK her grandmother had read to them, Rudyard Kipling's "Just So." She sits on the bed... Benjamin sitting beside her... the two shoulder to shoulder... Daisy looking through the book... and reading....

DAISY
...This is the picture of Old Man Kangaroo at five in the afternoon..."

She looks at him.

(continued)

105.

159 CONTINUED: (2)

DAISY (CONT'D)
You don't look like an old man anymore... You always said you were
different... I think you must be...

He doesn't say anything. The two of them sitting with their backs to us like the old friends they are...They touch... acutely aware of their proximity and before it can go any further...

**BENJAMIN**

Are you hungry? Would you like to get something to eat?

**DAISY**

I would love that...

And the moment's gone...

160  EXT. A NEW ORLEANS STREET - NIGHT  160

...And we see a taxi door being opened in slow motion... and Daisy, dressed for the night, glides out... a man helping her... and we see Benjamin a step behind getting out of the car... dressed to the nines... hair slicked, elegant... but nonetheless, a step behind... And we hear Daisy's voice, from somewhere else...

**DAISY'S (V.O.)**

...I danced for a man named Ballenchine...He's a famous choreographer. He said I had a perfect line. They asked Ballenchine to describe what he did. He said, "I'm a carpenter."

Isn't that amazing? In one of his rehearsals a dancer fell. He put it into the production. Can you imagine that in a classical ballet? A dancer intentionally falling? He isn't the only one, Agnes DeMille, Lincoln Kirstein, Richard Pleasant, Lucia Chase...There's a whole new word for dance now, it's called abstract..."

The door to the restaurant held open for Daisy... another man showing her inside... Benjamin forgotten for the slightest of moments at the door... going after her.

106.
A crowded New Orleans restaurant. Daisy as a maitre d in slow motion is showing her to a table... Men's, and even women's, eyes following her...

**DAISY'S (V.O.)**

...They have torn up all the conventions... the straight up and down style, all the things that bound dancers...It's not about the formality of the dance...the classical structure...it's about what the dancer's feeling...there are no rules; the movement can be tense or relaxed, abrupt or flowing, carefree or somber, it may suggest love or hate, attraction or repulsion. The unexpected shifts of weight or energy -- not just to shock but to reinvent tradition...putting the familiar form to new and unexpected uses. It's so basic...Just you alone with your body...

They reach a table... A chair in slow motion swept out for her to sit... another man in slow motion putting a napkin in her lap...

**DAISY (V.O)**

They understand America's vigor and physicality -- they understand the freshness of the American people at their most modern, at their best.

**BENJAMIN BUTTON'S (V.O.)**

And she told me about this world that she was so attracted to... names that didn't mean a thing to me...I didn't really hear very much of what she was saying.

We watch them at the table... Benjamin listening, appreciating her... her face aglow with the intensity and the passion of youth... Caviar is brought over... vodka... She screws up her mouth not wanting to eat... We can sense he's telling her, what he's learned from Elizabeth Abbott, how to savor it... He feeds her a
spoonful... They drink the vodka washing it down... she laughs, delighted... And we now hear what she is saying...

(CONTINUED)

107.

161 CONTINUED:

161

DAISY
(realizing)
Oh my god, I've been just talking about myself...

BENJAMIN
I'm enjoying listening...

She takes out a cigarette... He instinctively looks for matches, a man gets there first, lighting her cigarette for her... he watches the smoke curl around her... appreciating her...

BENJAMIN (CONT'D)
I didn't know you smoked...

DAISY
I'm old enough. I'm old enough for a lot of things....

BENJAMIN
Yes you are...

162 EXT. A NEW ORLEANS PARK - NIGHT

162

We see Benjamin and Daisy, their silhouettes walking through the park... She puts her arm around his shoulder... being close to him...

DAISY
I have to go back tomorrow... I wish I could stay...

They reach a GAZEBO... Not a soul around... They stand for a moment in the silence...

DAISY (CONT'D)
In New York we stay up all night... I eat breakfast in a
diner on Houston with red booths
and watch the sun come up over the
buildings... there's always
something to do...

Which is in stark contrast to Benjamin's life... Daisy,
takes off her shoes...

DAISY (CONT'D)
Dancers... don't need costumes or
scenery.

And showing him what she's been telling him about, she
does a dance for him...

(CONTINUED)

DAISY (CONT'D)
I could imagine dancing completely
naked...

Daisy, dancing for him... While she dances...

DAISY (CONT'D)
Have you read "D.H. Lawrence," his
books were banned... The words are
like making love....

He stands, hands in his pockets appreciating her... she
moves closer to him... She comes next to him and she
kisses him... and when he doesn't respond... she tries a
different tact...

DAISY (CONT'D)
In our group... you have to trust
people... not be afraid... Sex...
is a big part of it... A lot of
the dancers... are lesbians... A
woman wanted me to sleep with
her....

He's quiet.

DAISY (CONT'D)
Does that upset you?
BENJAMIN
Which part?

DAISY
That someone wanted to sleep with me.

BENJAMIN
People should want to sleep with you... You're very desirable...

DAISY
Let's go back to the house... or get a room somewhere... we can put down your coat...

She takes his hand, as if to lead him to the dark of the park... There's nothing he'd like more... but...

BENJAMIN
It's not that I don't want to... I just can't... not tonight....It's just not...

(CONTINUED)

109.

162 CONTINUED: (2)

162

DAISY
I'm old enough.

And despite how available she is, how desirable she is...

BENJAMIN
Go back to New York, Daisy... Be with the people you are so fond of... You can only be young once...

DAISY
Do you think you are too old for me... I've been with older men...

And when he still doesn't respond... Daisy, rejected, takes up her shoes... And she starts off... Benjamin really walking together anymore... and the time for them, this time, has
gone away...

BENJAMIN BUTTON'S (V.O.)
You only get so many chances to be
with someone... I let her go...
and I missed it...

163 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

Daisy, caught in the distant time...

DAISY
You look so handsome in that
suit... your hair...

A Nurse looks in...

THE NURSE
They're sayin' the hurricane's
going to miss us... blow right on
by...

CAROLINE
Oh, that's great.

The Nurse goes off down the hall, her voice telling
people the good news...

(CONTINUED)

110.

163 CONTINUED:

CAROLINE (CONT'D)
Isn't that good news, Mother?

But Daisy is in still another place and another time...

DAISY
Good news?

CAROLINE
The hurricane. It is going to
miss us.
DAISY
I'll just stay under the blankets with my mother. She said nothing would happen to me.

She looks at the book.

DAISY (CONT'D)
Benjamin?

CAROLINE
Would you like me to keep reading?

Daisy nods.

CAROLINE (CONT'D)
(after a beat)
He said, "Things were becoming different for me..."

INT. BENJAMIN'S ROOM, NOLAN HOUSE - NIGHT, 1945

Benjamin lying on his bed, his glasses on, reading... "D.H. Lawrence"... We see he's squinting... We see his POINT OF VIEW, the print, is blurred... He takes off the glasses, looks at the print... and it's clear as a bell...

BENJAMIN BUTTON'S (V.O.)
I didn't need glasses anymore...

And we see Benjamin, naked, standing in front of a full length mirror, looking at himself, studying himself....

BENJAMIN BUTTON'S (V.O.) (CONT'D)
My hair had very little gray and grew like weeds...
(MORE)
hearing more acute... I could walk further and faster...

He can see outside an ambulance has arrived... to take away another of the old people...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

While everybody else was aging...
I was getting younger... all alone...

And as he quietly looks at himself... There's a KNOCK on the door..

**A MAN'S (V.O.)**

Benjamin...

He puts something on, and opens the door. And as if to underscore what he's just said, he sees THOMAS BUTTON in his fifties himself now, leaning on crutches, his feet bandaged, standing in the doorway...

**THOMAS BUTTON**

Hello, Benjamin... Do you remember me?

**BENJAMIN**

Of course, Mr. Button... What happened to you?

**THOMAS BUTTON**

My foot was infected... I'm afraid they had to remove it...
(beat, without irony)
Welcome home, my friend.

**165 INT. DELMONICO'S STEAK HOUSE, NEW ORLEANS - NIGHT, 1945 165**

The bar and restaurant crowded with men, many with various kinds of handicaps from the war, drinking away their demons... And we see Benjamin and Thomas sitting at a table... thick steaks, baked potatoes, drinks at their elbows...

**BENJAMIN**

You're still drinking Sazerac with whiskey instead of brandy.

**THOMAS BUTTON**

I'm a man of habit.
BENJAMIN
(smiles)
Are you still visiting the house
on Bourbon street?

THOMAS BUTTON
(smiles)
Not for a long time.

BENJAMIN BUTTON'S (V.O.)
I told him about my life... about
my time at war... and he told me
how he had devoted his business to
making buttons for the war
effort...

THOMAS BUTTON
The war has been kind to the
button industry... we had gone
from making forty thousand buttons
a day to making two hundred and
fifty thousand... We employed ten
times the number of workers... We
were operating around the clock...

And he quiets... the sound of the busy restaurant... And
after some moments Thomas tells him...

THOMAS BUTTON (CONT'D)
I don't know how much longer I
have to live...

BENJAMIN
I'm sorry to hear that, Mr.
Button.

And it seems like he is about to tell Benjamin the entire
truth... but he can't bring himself and instead...

THOMAS BUTTON
I don't have any people. I keep to
myself. I -- I'm frightened. I
hope you won't mind... but
whenever it's possible... I would
enjoy your company...

BENJAMIN
I'll do what I can, Mr. Button.

They quietly eat.

(Continued)

113.

165 CONTINUED: (2)

165

THOMAS BUTTON
(after a beat)
Tell me Benjamin, do you know
anything about buttons?

BENJAMIN
Just what holds my shirt on.

166 EXT. BUTTON FACTORY, NEW ORLEANS - NIGHT, 1945

166

An old brick building with a painting on its side of a
woman sewing on a button... "Button's Buttons." A driver
waits outside of a "town car".

167 INT. BUTTON FACTORY, NEW ORLEANS - NIGHT, 1945

167

We see Thomas unlocking a door.

THOMAS BUTTON
(has been telling
him)
... comes from the French,
"bouton," meaning a bud, or any
round object...

They come into a corridor. Thomas unlocking another door.

THOMAS BUTTON (CONT'D)
They were originally decorative,
jewelry sewn on clothing...
They walk through the quiet factory...

THOMAS BUTTON
The practice of buttoning originated in the 13th century... when baggy clothing was replaced with more form-fitting clothes...

Thomas, on his crutches... past the lines of work benches... Mannequins in uniforms of the armed services... with their various gold and silver buttons...

THOMAS BUTTON (CONT'D)
Button's Buttons has been in our family for one hundred and twenty-four years. My grandfather was a tailor. He had a small shop in Richmond. After the Civil War he came to New Orleans.

(MORE)

(CONTINUED)

114.

THOMAS BUTTON (CONT'D)
My father saw the wisdom of making our own buttons. The tailor shop grew to this... And today... (a smile) I can't sew a stitch.

Benjamin is interested, but the obvious question is...

BENJAMIN
It's all very interesting. But what do you want from me?

THOMAS BUTTON
I said, our family has been in the business for a hundred and twenty-four years.

BENJAMIN
Our family?

And it's as if he has opened a flood gate...
THOMAS BUTTON
You are my family. Benjamin, you are my son.

And tears run down his anguished face... Benjamin's still...

THOMAS BUTTON (CONT'D)
I am so sorry not to have told you before...

Benjamin hasn't moved. The words ring in his ears.

THOMAS BUTTON (CONT'D)
You were born the night the great war ended... Your mother died giving birth to you... I thought... I thought you were a monster... I left you on the back steps of a house... I promised your mother I'd make sure you were safe... I should never have abandoned you...

Benjamin's dead quiet... He looks at this man, his father...

BENJAMIN
My mother?

115.

169  INT. THE BUTTON HOUSE, THE GARDEN DISTRICT - NIGHT, 1945
169

We see Benjamin and Thomas in a hallway leading to the kitchen of the large house... The hallway filled with: photographs of the Button Family. Thomas pointing out relatives... Family photographs...

THOMAS BUTTON
...A great uncle, from Germany. (and a group picture)
All of the men in the family at the Lake House... (notices the date on it)
1915, three years before you were
A photograph of an old man sitting in a wooden deck chair on the dock of a lake.

THOMAS BUTTON (CONT'D)
Your grandfather at the summer house on Lake Pontchartrain. When I was a boy I would love to wake up before anybody else and run down to the lake to watch the day begin. It was as if I was the only one alive.

And they've come to a young Woman's photograph... who could only be Benjamin's mother. He stops...

THOMAS BUTTON (CONT'D)
I fell in love with her the first time I saw her.
(beat)
Your mother's name was Caroline Murphy. She was 20. She worked in your grandfather's kitchen...She was from Dublin... Her father, your maternal grandfather, was a chimney sweep... He died in the flu epidemic of 1900... Caroline came with her mother, two sisters, and four brothers in 1903 to live in New Orleans.

They stop at the kitchen door.

THOMAS BUTTON (CONT'D)
I would find reasons to go to the kitchen... just to look at her...

(CONTINUED)

He does just that... Looking through the round window into the empty kitchen... as if she was there those years ago... as if she was still there...

THOMAS BUTTON (CONT'D)
The happiest day of my life was April 25th, 1918 the day I married
your mother.

They move along the hallway... Benjamin looking at the photographs... his bloodlines... After some moments:

BENJAMIN
Why didn't you tell me?

THOMAS BUTTON
I made a mistake.

Benjamin looks at him.

THOMAS BUTTON (CONT'D)
Come and take your rightful place... with your family... with me...

When Benjamin doesn't say anything...

THOMAS BUTTON (CONT'D)
We can catch up for all the lost time...

And when he still doesn't answer...

THOMAS BUTTON (CONT'D)
I'm planning on leaving everything I have to you...

His "bribe" strikes a nerve.

BENJAMIN
I better go.

THOMAS BUTTON
Where are you going?

BENJAMIN
Home.

Benjamin turns his back and walks out.

117.

170 INT. QUEENIE'S ROOM - NIGHT, 1946

Benjamin standing by the door, Queenie sitting up in her bed...
QUEENIE
(unforgiving, angrily)
He's what?! All those years he's creeping around here, and never tells us who he is?! I thought he was just queer or somethin' comin' around here... always askin' for you... He left us $18 that night you was found... Eighteen ratty ass dollars and a dirty diaper...! Now he wants to be your father? He wants you to sit at his side...! He wants your forgiveness! I won't ever forgive him for any of it... God's the only one that can forgive him!

(finished)
Now I got to get up early with Mrs. Hamilton... or she gonna drown...

(but not finished)
...He thinks he can just show up, and everything gonna be fine and dandy, everybody gonna be friends... He got another thing coming...

And with that she turns over, to go back to sleep, Benjamin quietly leaves the room.

171 INT. THE NOLAN HOUSE - BACK STAIRS, HALLWAY - NIGHT

He climbs the back stairs to his room, as if he's carrying a terrible burden... as he comes onto the hallway, Mr. Daws is sitting on a bench in the hall...

SEEING BENJAMIN...

MR. DAWNS
Did I ever tell you I was struck by lightning seven different times. Once, I was walking my dog along a country road.

And we see just that, when suddenly he's struck by lightning. The dog, unharmed, licking his face.

(CONTINUED)
CONTINUED:

MR. DAWS (CONT'D)
I'm blind in the one eye...I can't hardly hear...I get twitches and shakes out of nowhere... I lose my line of thought... but you know what... God, for some reason, keeps on sending me a wake-up... It's His way of reminding me I'm lucky to be alive...
(a beat, sniffs the air)
Storm's comin'.

And gets up and pads off into his room. Benjamin, left in the hallway...He goes over to look out the window, like the boy we remember looking out at the street lights...
the street...

EXT. THOMAS BUTTON’S HOUSE - MIDDLE OF THE NIGHT

We see Benjamin being let in by a Butler into the fashionable home.

INT. THOMAS BUTTON’S HOUSE - MIDDLE OF THE NIGHT

Benjamin in the dark hallway, quietly walking among the photographs of "his" family. He goes up the staircase. He goes to his father's room. He quietly opens the door. The room's dark, his father asleep. He goes to his father's bed. His father's frail figure.

BENJAMIN
(whispers)
Thomas...

Thomas awakens...seeing Benjamin...

EXT. THOMAS BUTTON’S HOUSE - MIDDLE OF THE NIGHT

We see Benjamin wheeling his father in a wheelchair out of the house...And...
EXT. LAKE PONTCHARTRAIN, LOUISIANA - SUNRISE 175

The endless lake. And we see Mr. Button's chauffeured car driving along the lake.

EXT. THE BUTTON SUMMER HOME, LAKE PONTCHARTRAIN - SUNRISE 176

The car's stopped at a chain across the driveway of an old summer home. Benjamin helps to put Thomas into his wheelchair. He wheels him up the long drive to the house.

(CONTINUED)

119.

CONTINUED:

176

All closed up. Shuttered. There are steps that lead down to the lake. He starts to wheel his father down the steps. The steps are too steep for the wheelchair. Benjamin reaches, picking his father up out of the chair. He carries him down the steps, but that too is arduous...

And he puts his father on his back...His father holding onto his son, as Benjamin carries him on his back down the steps to the dock. There's an old wooden deck chair. He helps his father sit in the chair. And as his father sits for the last time, watching the lake...

THOMAS BUTTON

Thank you, Benjamin.

Benjamin sitting at a distance behind him...Both of them watching the day begin...

BENJAMIN BUTTON'S (V.O.)

You can be mad as a mad dog at the way things went...You can swear, curse the fates, regret everything you ever did...but when it comes to the end...You have to let go...

And as his father shuts his eyes, sitting in the sun.

BENJAMIN BUTTON'S (V.O.) (CONT'D)

I buried him in the Button family plot.
EXT. AN OLD CEMETERY, NEW ORLEANS - DAY, 1946

We see Benjamin standing at his father's gravesite in the family plot, with ornate headstones...

BENJAMIN BUTTON'S (V.O.)
I had a tailor sew onto his best coat -- a button for every year of his life...fifty-five of them... all different, pearl and silver, brass and wood... in case he lost one along the way...

And as he stands at the gravesite... He hears something. Queenie has come to be with him...to comfort him...

QUEENIE
(why she's here)
Don't you suffer alone for it.

She takes his arm, always there for him.

(CONTINUED)

INT. BUTTON FACTORY, NEW ORLEANS - DAY, 1946

We see Benjamin with an elderly woman, MS. SANDERSON,
standing at the railing of a mezzanine above the factory work floor... looking down upon the workers, exclusively women, and exclusively white women, making buttons...The women, seeing him, look up, and there's a sudden hush...

BENJAMIN
My name is Benjamin, Benjamin... (for the first time) Button...

They stare up at him...

BENJAMIN (CONT'D)
As you know, my father...

It still sounds strange to him.

BENJAMIN (CONT'D)
...My father, Thomas Button... recently passed...

After a moment:

BENJAMIN (CONT'D)
He asked that I take over the day to day operation of Button's Buttons.

They silently stare up at him....

BENJAMIN (CONT'D)
Well, I don't know the first thing about buttons...and I don't know a thing about business...

(MORE) (CONTINUED)

121.

178 CONTINUED:

BENJAMIN (CONT'D) (after a beat) Button's Buttons has been in my father's family for over 100 years. It could not have survived without people like you. My father asked me to tell you how much he appreciated the hard work you put in for him and his company for so many years.

Dead still... And after a moment;
BENJAMIN (CONT'D)
I have decided that all of you -- his loyal employees, will have a share, depending on your length of employment, in the ownership of this factory, his legacy.

ONE OF THE WOMEN
We're the owners now?

BENJAMIN
That's about it.

They're literally dumbfounded.

BENJAMIN (CONT'D)
Mrs. Sanderson will explain how everything works and will answer any of your questions...

And with that he turns, walking away...Having "given away the store"... the workers in disbelief looking up at him...

BENJAMIN BUTTON'S (V.O.)
And I went to New York.

179  EXT. NEW YORK CITY -- NIGHT, 1947
We see a cab pull up and Benjamin, in a nice suit, flowers in hand, daisies, gets out, hurrying into The Majestic Theater, the marquee telling us "CAROUSEL," is performing.

180  INT. THE MAJESTIC THEATER, NYC -- NIGHT, 1947
Benjamin, coming in late, being shown to his seat. And we see the production of Rodgers and Hammerstein's musical "Carousel," with Mielziner's seminal stage design, as choreographed by Agnes De Mille... And we see the dancer is Daisy...dancing with the man of her dreams, the "bad boy" carnival Barker... while Benjamin watches her.

181  INT. BACKSTAGE, THE MAJESTIC THEATER -- NYC -- NIGHT, 1947
We see Benjamin, flowers in hand, making his way through
a crowded backstage corridor filled with friends and well-wishers giving cast members congratulations. He comes to the door... to the attention of a STAGEHAND...

**BENJAMIN**
I'm a friend of Daisy's...

The man matter-of-factly opens the door... A dressing room crowded with dancers changing out of their Costumes... He calls out...

**THE MAN**
Daisy has company...

We can hear Daisy's name being said...Benjamin waiting... He sees Daisy, in a robe, coming through the room....

**DAISY**
Somebody's looking for me?...

...And she sees it's Benjamin. And rather than excited to see him... She's startled he's there... and not altogether pleased about him showing up...

**DAISY (CONT'D)**
Benjamin... What are you doing here?

And he realizes, as most of us have in one love affair or another, whatever his expectations may have been, his fantasy, is not the reality...

**BENJAMIN**
I thought I'd come visit... spend some time with you if I could...

**DAISY**
I wish you would have called...
You caught me by surprise.

He gives her the flowers, the daisies.

**BENJAMIN**
I couldn't take my eyes off of you... you were mesmerizing...

**DAISY**
That's so nice of you to say...
These are lovely... Thank you...

(CONTINUED)
There's an awkward moment... and...

**DAISY (CONT'D)**
I better get changed... a group of us are going to a party... would you like to come...?

**BENJAMIN**
Somebody told me about a restaurant I thought you might enjoy... I made a reservation... Just in case --

**DAISY**
(awkwardly)
...all the dancers go out together after the show... You're welcome to come with us... There'll be all sorts of interesting people... Let me get changed.

And she runs back inside the dressing room... Benjamin left to stand in the hallway....

**INT. A NEW YORK LOFT - NIGHT, 1947**

A loft elevator opens depositing Benjamin and Daisy along with a bunch of people into a large loft... crowded with her friends, dancers and show people, musicians, predominantly young people, straight and gay, beatniks before there were beatniks, bohemians... Music playing... People pressed together, having to shout to talk...

**BENJAMIN BUTTON'S (V.O.)**
And I met her friends...

**DAISY**
I'll get you a drink...

As she turns to a kitchen to get him a drink, she is startled as a young man, DAVID, suddenly grabs her, kissing her, a kiss that's not intended to be platonic... Daisy obviously involved with him... but embarrassed by the intimacy in front of Benjamin and not wanting to hurt
his feelings... she pulls awkwardly away from him...

**DAISY (CONT'D)**
This is my friend David... David
dances with our company too...
This is the man I've told you
about, Benjamin...

They shake hands... Daisy, wanting to escape.

(CONTINUED)

124.

182 CONTINUED:

182

**DAISY (CONT'D)**
I'll get you that drink. - -

...she goes into the kitchen...

**DAVID**
You were her grandmother's friend
or something like that...?

**BENJAMIN**
Something like that.

And Daisy comes back out with a drink for him... and one
of her own... But before she can give him his drink, a
woman takes it from her... and starts to dance with
her... but not with her... the way dancers do... and many
of the dancers are dancing just because they feel like
it... David, comes to dance with Daisy... Benjamin
standing watching Daisy dancing with him... as only
dancers can... in complete control of their bodies and
yet totally uninhibited... Benjamin sees David kiss
her... and his jealousy getting the best of him, he turns
and leaves...

183 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

183

Daisy in her turban... listening to Caroline read..

**DAISY**
(whispers)
I knew I'd hurt you... Maybe I
intended to...
EXT. NEW YORK STREET - NIGHT, 1947

Benjamin on his way out of the apartment coming along the street. Daisy running after him...

DAISY
I did what you told me to... enjoy my life... I'm only going to be young once... I had no idea you were coming. What did you think I was going to do...? You can't expect me to just drop everything, Benjamin... this is my life...

And we see DAVID and a group of her dancer friends have come outside down the way into the street... looking for cabs...

(CONTINUED)

DAVID
(to Daisy)
There's a party downtown we're going to...

DAISY
(conflicted, to Benjamin)
Why don't you come with us, Benjamin... There'll be a lot of musicians, interesting people there.... You'll have a good time...

BENJAMIN
I came here to tell you I made a mistake before... A day doesn't go by that I don't regret it... It's not the way I felt... I should have never let you go... I came because I hoped I could be with you...
DAVID
Daisy, you going to come...?

Cabs have pulled up... She's torn... between her life and some other life... Benjamin, recognizing her conflict...

BENJAMIN
Do you love him?

INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

Daisy in bed...

CAROLINE
Did you Mother?

Daisy snaps back to the reality of the room... Starts to put the pieces together...

EXT. THE MANHATTAN STREET - NIGHT, 1947

DAISY
I think so. I think I do.

We see the dancers scrambling getting into the taxis...

BENJAMIN
(understanding)
Okay. Okay... I'll see you in New Orleans...

(CONTINUED)

126.

CONTINUED:

He turns to go... she's motionless, caught between the two worlds... And we expect her to yell after him, to stop him... But instead, she does what we all do in these moments, what feels good at the time... She runs to be with her friends... She gets into a taxi... The cab drives by him as they leave... Daisy turned to look out the back window... looking back at him... He waves... letting her go... And another chance for them is missed... The street's quiet. And hands in his pockets, a middle-aged man going on 26... he walks off into the night...
DAISY
(remembers)
He came to tell me his father had died.

CAROLINE
You couldn't have known.

DAISY
I was 23...I just didn't care...

She's quiet with her thoughts... and, remembering, she hums to herself some distant memory of music...

DAISY (CONT'D)
...There are some photographs I think... the zipper part of the large bag...

Caroline goes to the suitcases... she comes back with a manila envelope... Daisy dumps them out...and we see they're photographs of Daisy dancing at the height of her abilities...

CAROLINE
I've never seen these... You never talked about your dancing very much...

Daisy looks at the photographs...

DAISY
I was as good as I was ever going to be. For five years... I danced everywhere... London, Prague, Vienna, and I was the only American invited to dance with the Bolshoi... It was glorious...

127.

188  EXT. MOSCOW STREET - NIGHT, 1952  188

And we see Daisy, five years older, her arm inside a tall young blond Russian dancer's, ANITOLY, crossing a snowy street in Moscow...
DAISY (V.O.)
But Benjamin was never far from my thoughts...

189 INT. MOSCOW APARTMENT - NIGHT, 1952

Daisy in bed, the young Russian dancer Anitoly lying beside her, asleep... Daisy, looking off...

DAISY'S (V.O.)
I'd find myself saying...

DAISY
Goodnight, Benjamin...

190 INT. BENJAMIN'S ROOM, NOLAN HOUSE - NIGHT, 1952

We see Benjamin in bed, turning off the light...

BENJAMIN BUTTON'S (V.O.)
I'd find myself saying...
(a beat, saying)
Goodnight, Daisy.

And as they both lie in their beds... thinking of the other...

191 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, THE PRESENT

DAISY
What did he say?

CAROL
"Life wasn't very complicated..."

192 EXT. THE BAYOU, LOUISIANA - DAY

We see Benjamin on Tizzy's old motorcycle riding along the backroads of the endless swamps known as the bayou -

BENJAMIN BUTTON'S (V.O.)
If you want you could say I was looking for something...

As he rides away...

(CONTINUED)
CONTINUED:

BENJAMIN BUTTON'S (V.O.) (CONT'D)
Life went on as usual.

EXT. THE NOLAN HOUSE - AN EARLY EVENING, 1954

Benjamin in work clothes on a ladder, painting some old window shutters... Queenie opens the window... to tell him...

QUEENIE
Mrs. La Tourneau just passed away.

Benjamin nods. Queenie shuts the window.

BENJAMIN BUTTON'S (V.O.)
Until one day...

A Messenger on a bicycle rides up...

A WESTERN UNION MESSENGER
I have a telegram for Mr. Benjamin Button...

BENJAMIN
That would be me....

He comes down the ladder. The Messenger gives him the telegram and getting his tip, rides off, Benjamin opens the telegram.

EXT. A STREET IN PARIS, FRANCE - DAY, 1954

We see Benjamin, carrying a suitcase, running along a street in Paris... looking for an address... He stops, in front of an old HOSPITAL... runs up the stairs...

INT. A HOSPITAL, PARIS, FRANCE - DAY, 1954

Benjamin crosses an old tile floor to a reception desk... He asks for Daisy... a Woman calls up for him...

THE WOMAN
It will just be a minute... please have a seat...
Benjamin sits in the waiting room.

**BENJAMIN BUTTON’S (V.O.)**

Sometimes we are on a collision course and we just don't know it... Whether it's by accident or by design, there's not a thing we can do about it...

(MORE)

(CONTINUED)

129.

195 CONTINUED:

**BENJAMIN BUTTON’S (V.O.) CONT'D**

A woman in Paris was on her way to go shopping...

AND WE WILL SEE JUST WHAT HE IS DESCRIBING...

**BENJAMIN BUTTON’S (V.O.) CONT'D**

But she had forgotten her coat... and went back to get it... And when she had gotten her coat the phone had rung... and so she had stopped to answer it... and talked for a couple of minutes...

And we see just that,..

**BENJAMIN BUTTON’S (V.O.) CONT'D**

And while the woman was on the phone; Daisy was rehearsing for that evening's performance at the Paris Opera House...

And we see Daisy, in her late twenties now, at the peak of her abilities, rehearsing for that evening's performance...

**BENJAMIN BUTTON’S (V.O.) CONT'D**

And while she was rehearsing... the woman, off the phone now... had gone outside... to get a taxi...

The Woman standing in the street, hand raised, looking for a taxi. A Cab comes to a stop....she moves to get it... but somebody gets there first...the cab driving off... and as she waits for the next cab...
Now a taxi driver... had dropped off a fare earlier... and had stopped to get a cup of coffee...

A Taxi parked... Its Driver finishing a cup of coffee...

And all the while Daisy was rehearsing...

And we see just that...

And the cab driver who had dropped off the earlier fare, and had stopped to get the cup of coffee...

(MORE)

(CONTINUED)

130.

195 CONTINUED: (2)

had picked up the lady, who was going shopping... who had missed getting the earlier cab...

We see the Woman riding in the taxi of the now familiar cab driver... the taxi, has to stop for a man running across the Street.

The taxi had to stop for a man crossing the street who had left for work five minutes later than he normally did... because he forgot to set his alarm...

We see the man sleeping... The silent alarm clock on the bedstand...

...While the man, late for work, was crossing the street... making the cab wait... Daisy, finished rehearsing, was taking a shower.

And we see...Daisy showering,..
...While Daisy was showering; the taxi was waiting outside a Boutique for the woman to pick up a package... which hadn't been wrapped yet because the girl who was supposed to wrap it... had broken up with her boyfriend the night before and forgot to...

The Girl standing outside the back of the Boutique, crying, brokenhearted...

When the package was done being wrapped... The woman, who was back in the cab... the taxi was blocked by a delivery truck...

We see the Taxi blocked by a delivery truck... the cab driver honking...

All the while Daisy was getting dressed...

Daisy getting dressed...

(CONTINUED)

131.

195 CONTINUED: (3)

The Delivery truck pulled off and the taxi was able to go...

The taxi, moving off...

While Daisy, the first to be dressed, waited for one of her friends who had broken a shoelace...

We see her friend breaking her shoelace while tying it...

While the taxi was stopped, waiting for a traffic light...
We see just that, the taxi stopped for a light.

BENJAMIN BUTTON'S (V.O.)
Daisy and her friend came out of the theater...

Daisy and her friend, carrying their dance bags, coming down the steps out of the theater, coming along the street to the corner... They start to cross the street... Daisy, showing her friend a tight pirouette, when we see the Taxi, rounding the corner...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
And if only one thing had happened differently... if only the shoelace hadn't broken...

And we see the shoelace not breaking...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
...Or the delivery truck had moved moments earlier...

The delivery truck leaving earlier...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
...Or the package had been wrapped and ready... because the girl hadn't broken up with her boyfriend...

The girl and boy happily kissing...

(CONTINUED)

132.

195 CONTINUED: (4) 195

BENJAMIN BUTTON'S (V.O.) (CONT'D)
...Or the man had set his alarm and got up five minutes earlier.

The man's alarm going off, waking him up...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
...Or the taxi driver hadn't stopped for a cup of coffee...
The Driver passing by the cafe...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

...Or the woman had remembered her coat...

The woman remembering to take her coat...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

...And had gotten into an earlier cab...

The woman getting into the other cab... she beats somebody for...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

Daisy and her friend would have crossed the street...

Daisy and her friend crossing the street... Daisy, showing her friend her dance move, doing a pirouette...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

...and the taxi would have driven by them...

And we see the taxi turning the corner, driving safely by them... and becoming a ghost... of what might have been...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

But life being what it is... a series of intersecting lives and incidents... Out of anyone's control... the taxi did not go by... and the driver momentarily was distracted...

The Driver wipes cigarette ash from his shirt front momentarily looking down...

(CONTINUED)
BENJAMIN BUTTON'S (V.O.) (CONT'D)
And he didn't see Daisy crossing the street...

Daisy and her friend crossing the Street, Daisy doing the Pirouette...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
...and that taxi hit Daisy...

And we see just that... Daisy being slammed into by the taxi... thrown a distance... lying crumpled in the Street...

196 INT. A HOSPITAL ROOM, PARIS, FRANCE - DAY, 1954

We see Benjamin coming into the hospital room in France...Daisy, fully immobilized, lying in a hospital bed...

BENJAMIN BUTTON'S (V.O.)
And her leg was crushed...

She's still, her eyes closed. Sensing him, she stirs. And then she sees him.

BENJAMIN
Hello, Daisy...

DAISY
Who told you?

BENJAMIN
Your friend wired me.

DAISY
That was very kind of you... to come all the way here, to see that I was alright.

BENJAMIN
You would have done the same for me...

And her first reaction, to how young he is...

DAISY
My God, look at you. You're perfect....
Which she isn't... She's quiet, and she suddenly says:

(CONTINUED)

DAISY (CONT'D)
I wish you hadn't. I wish you hadn't come here.

He's dead still.

DAISY (CONT'D)
I don't want you to see me like this...

She turns over... as if she didn't see him he wouldn't be there... Before he can say anything... A Nurse comes in saying something in French... She pulls the curtains around the bed... Benjamin waits...

BENJAMIN BUTTON'S (V.O.)
Her leg had been broken in five places.... and with therapy, and time, she might be able to stand...maybe even walk...

The Nurse leaves... Benjamin comes into the circle of curtains... It's reminiscent of when they sat under the table... the sheets over them... in their private world... But this time she lays in the hospital bed her back to him...

BENJAMIN
I'll get a room... and once you can leave you'll come home with me to New Orleans. Where you can be with people who love you.

She suddenly turns...

DAISY
What home? Who's we? I'm not going back to New Orleans. New Orleans is your home... I don't have a home... I haven't been home for
five years... I'm not going anywhere with you...

**BENJAMIN**
Alright, I'll stay here in Paris... I'll help you with anything you need...

**DAISY**
Benjamin...! I know I'm feeling sorry for myself... But it wasn't supposed to be like this...

(MORE)

(CONTINUED)

135.

196 CONTINUED: (2)

**DAISY** (CONT'D)
Do you understand, I don't want to be with you... I tried to tell you that in New York... You just don't listen...

**BENJAMIN**
You'll change your mind.

**DAISY**
We're not little children playing under the table... Remember, when you came to New York. You didn't belong there. I didn't want to be with you then, I don't want to be with you now! I want you to leave! I'm not going anywhere with you! I want you to stay out of my life!

And she turns away from him again...It's dead still... and we look at her staring at the curtains... And after some moments she turns back to look at Benjamin... And there are just the curtains billowing in the breeze... Benjamin is gone...

197 INT. THE HOSPITAL ROOM, NEW ORLEANS – DAY, PRESENT

**DAISY**
I was awfully cruel. He didn't understand. I couldn't have him see me that way...

She waits for Benjamin's response...
CAROLINE
(reading)
"I didn't leave right away..."

DAISY
(reacting)
No?

BENJAMIN BUTTON'S (V.O.)
"I stayed in Paris for awhile, just to look out for her..."

197A  EXT. PARIS - DAY
Benjamin in Paris...

197B  INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT
DAISY
I never knew that.

135A.

197C  EXT. PARIS - DAY
Benjamin in Paris, "watching over her."

197D  INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT
Daisy in bed...She winces with pain... her breathing becoming ragged...

CAROLINE
I'll get the nurse...

She goes into the hall... Daisy left to deal with the remnants of her mortality... The Nurse coming into the room... Caroline behind her... times her pulse.

THE NURSE
Let's get you comfortable.

She raises the morphine level...straightens her covers...she stops before she leaves...motions to Caroline...Caroline going over to her.

THE NURSE (CONT'D)
Pulse rate's slowing...She's
getting less oxygen... You'll notice her struggle to breathe... Will you be alright?

Caroline nods... The Nurse gives her a compassionate look and leaves... Caroline stands, her arms protectively across her chest, watching her mother... Daisy hums the particular ragtime song that Benjamin would play on the piano... She opens her eyes, as if not completely sure where she is... telling Caroline...

**DAISY**

Every morning Monsieur Foley leaves eggs and bread and milk... There's a cafe across the street. People sitting and drinking and talking... I lay on my bed thinking about the rest of my life... about people... about home... until I fall asleep.

She looks at Caroline as if to say, "What happened to him...?"

**(CONTINUED)**

136.

197D CONTINUED: 197D

**CAROLINE**

(reading)

He said, "I went back..." But then there are a whole lot of pages torn out...

She looks at a loose piece of paper...

**CAROLINE (CONT'D)**

"...I listened to the sound of the house..." I think I already read that...

(looking)

The next thing he wrote... he spilled something on it... It's hard to read... Something about "sailing." Does that make sense?
DAISY
(in her own reality)
A man would go up and clean it.
Try and fix what was broken.

198    INT. THE TRAIN STATION, NEW ORLEANS—DAY, 1960

A man up on the clock doing just that. Closing its face.
The cherubic angels pushing the hands on its way backwards... "1960."

199    EXT. LAKE PONTCHARTRAIN, LOUISIANA—ANOTHER DAY, 1960

We see a SAILBOAT out on the lake...

BENJAMIN BUTTON'S
I learned to sail on an old boat
of my father's from the Lake House...

And we see Benjamin, the wind in his hair, sailing an old sailboat... And the change in his appearance is startling... His hair is without a trace of gray... His face with barely a wrinkle, chiseled...He is a healthy man in his 40s now...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
I can't lie, I did enjoy the company of a woman or two...

137.

200    EXT. A NEW ORLEANS RESTAURANT—NIGHT

Benjamin and a Woman standing on the sidewalk outside a restaurant, in the middle of an ardent kiss... As a taxi pulls up...

200A    EXT. A NEW ORLEANS HOUSE—DAYBREAK

Benjamin at the door kissing another Woman goodbye...going home

200B    INT. BENJAMIN'S ROOM, NOLAN HOUSE—EARLY ANOTHER MORNING, 1960
Benjamin's door opening... Another Woman, disheveled, coming out of his room...

BENJAMIN BUTTON'S (V.0.)
... Or maybe three...

Benjamin seeing her to the stairs... And as she starts down the stairs to leave... we see a cluster of old people, ready for the day, looking up at them... the woman making her way awkwardly down the stairs and out the door... Benjamin gives a little self conscious wave to the old timers and starts back into his room... He slows at a second story hallway window... looking outside at the walkway... the familiar street beyond... If we didn't know any better he seems to be waiting for someone to come home.

BENJAMIN BUTTON'S (V.0.) (CONT'D)
And in the spring of 1962...

201 EX. THE STREET, BY NOLAN HOUSE - END OF THE DAY, 1962 201

We see Benjamin riding the old motorcycle along the street on his way home... leaves the motorcycle out in front...


He comes to the gate, opening it, coming into the yard, shutting the gate behind him, going up the walkway. An Old Man is on the porch, quietly rocking. And Queenie, for some reason is standing just outside the front door on the porch... an apron in her hands... She nods to Benjamin... talking to the Old Man in the rocking chair... but she seems to be watching Benjamin, as he walks around the house -- to the back door. He takes off his dirty work boots, leaves them on the porch.

(CONTINUED)

138.

202 CONTINUED:

202

He hops the back steps, and starts to open the kitchen door, when it opens... And DAISY, now 36, but still with her unmistakable blue eyes, is standing before him...
BENJAMIN BUTTON'S (V.O.)

She came back.

They look at each other in silence...and they simply smile, so glad to see each other after all the missing years... They embrace...for some time... and kiss... As people who haven't seen each other, and have thought about each other... for a very long time... And it just is...no big symphonies, no endless skies...just, two people at a kitchen door in the middle of their lives... and the simplicity, just that, is what makes it real and breaks your heart.

INT. THE KITCHEN, NOLAN HOUSE - THAT NIGHT, 1962

A radio plays... they sit at the kitchen table, eating dinner... the conversation muted... They don't know really where to begin, where did they leave off...so they don't begin until they can....

DAISY
Don't you want to know where I've been?

BENJAMIN
No. I don't care where you've been -- I'm just happy you're back.

And we see Queenie has come into the kitchen... in her nightgown now...

QUEENIE
(pure Queenie)
How come you didn't write or nothin'? Just disappearing like that?

DAISY
It was what I needed to do for myself.

QUEENIE
I never took you to be selfish. I hope I'm not wrong. I'm not usually wrong about people.

And Queenie leaves the kitchen...

DAISY
She's still taking care of you.
Benjamin slightly smiles. They look at each other.

DAISY (CONT'D)
You're not talking. You haven't said more than two words to me.

BENJAMIN
I don't want to ruin it...

And they sit quietly in the kitchen, looking at each other, silently eating...

INT. BACK STAIRWAY - NOLAN HOUSE - THAT NIGHT, 1962
Benjamin carries her bags upstairs. They reach the third floor.

INT. HALLWAY, NOLAN HOUSE - 3RD FLOOR - THAT NIGHT, 1962
All the years seem to surround them. They walk along the corridor to Daisy's room. What was her grandmother's room. She opens the door.

INT. THE BEDROOM, NOLAN HOUSE - THAT NIGHT, 1962
He sets her bags down. Queenie despite her reservations has left some clean towels on the bed for her... There's an inept quiet. The two of them with nothing left to say... And they listen to the quiet... The house with its symphony of night noises...

BENJAMIN
Goodnight.

He is just at the door... when she says...

DAISY
Sleep with me.

BENJAMIN
Are you sure?

DAISY
Yes.
He turns to her. They look at each other. And they kiss, 
A kiss that has waited for thirty years. A kiss that has 
waited a lifetime. And yes, there is passion... and 
need... but most particularly, the awkwardness of people 
discovering each other for the first time... While he 
gently, tenderly, kisses her, undresses her.

(DCONTINUED)

140.

206 CONTINUED:

206

DAISY (CONT'D)
Are you sure you don't want to 
know?...

While they kiss and caress each other.

DAISY (CONT'D)
I lived in Lyon...

Benjamin and Daisy undressing one another, touching, 
kissing...

DAISY (CONT'D)
...I learned to walk again

Daisy and Benjamin, naked, passionately kissing...

DAISY (CONT'D)
...I worked in a flower shop...

They lay on the bed, kissing, caressing...

DAISY (CONT'D)
...I went to American movies a 
lot.

They kiss more and more passionately...And Benjamin about 
to make love to her hesitates...

DAISY (CONT'D)
You won't hurt me...

He kisses her scarred crooked leg. Kisses her body. And 
as they make love in the old bedroom...
BENJAMIN BUTTON'S (V.O.)
I asked her to come with me...

What follows feels like a HOME MOVIE...without any sound.

EXT. THE FLORIDA GULF COAST - ANOTHER DAY, 1963

And we see the small sailboat out on the gulf coast...

BENJAMIN SUTTON'S (V.O.)
We sailed into the Gulf... along
the Florida coast...

EXT. THE FLORIDA COAST, A COVE - DAY, 1963

Daisy and Benjamin on the sailboat at a cove on the
Florida coast. They watch a ROCKET, soaring into space
from Cape Caniveral.

(CONTINUED)

141.

CONTINUED:

As they watch it roar overhead, Benjamin marvels at its
power...leaving its trail across the sky...Daisy, not so
much interested, taking his arm, taking him back down
below...

EXT. THE CARIBBEAN, ANOTHER COVE - DAY, 1963

Daisy washing her hair off the side of the boat.

EXT. THE CARIBBEAN, ANOTHER COVE - NIGHT

The boat anchored. Benjamin and Daisy sitting on the
deck having a picnic with just a single lamp for light.

EXT. THE CARIBBEAN, ANOTHER COVE - NIGHT, 1963

The boat in still another cove. Daisy and Benjamin in
the water. Just their eyes above the dark water looking
only at each other.
Under millions of stars. Benjamin and Daisy making love on a blanket on the deck...

Benjamin and Daisy asleep on a secluded beach.

The boat out on the water, Daisy sitting on the deck, the wind in her hair... Benjamin at the wheel... threatening clouds on the horizon...

**DAISY'S (V.O.)**
I'm so glad we didn't find one another when I was 26... I'm glad we missed...

**BENJAMIN'S (V.O.)**
Why do you say that?

**DAISY'S (V.O.)**
It wasn't right...

A small Caribbean hotel. We see Benjamin and Daisy sitting at a table drinking, talking in a nearly empty bar... wind and rain lashing the hotel... waiting out a tropical storm...

**DAISY**
We wouldn't have this... We wouldn't be here... It happened when it was supposed to happen...

They look at each other...
BENJAMIN
Relationships have a time and a place.

DAISY
Don't say that.

BENJAMIN
What I mean is... You don't usually get more than one chance. If you miss it, it's too late... and it's gone... We're lucky... we had more than one chance.

DAISY
(laughs)
That's easy for you to say...
You'll have plenty of chances.

She tenderly touches his hand... They look at each other... And dedicating herself...

DAISY (CONT'D)
I'm going to enjoy every moment I have with you...

The waiter's come over.

BENJAMIN
Have you ever had a Sazerac with whiskey not brandy?

DAISY'S
(smiles)
I'm with you, aren't I? I'll try anything.

And the wind changes direction, the rain coming in through the open windows of the bar, getting them wet... people run for cover...

DAISY
Bet I can stay out here longer than you can.

(CONTINUED)
And as they both sit doggedly in the rain...

A white hotel room... The storm shutters closed... The wind and the rain banging at the shutters... Daisy and Benjamin lying together on a bed out of the storm... She touches his face as if for the first time...

DAISY
You barely have a line, a crease, or a wrinkle... Everyday I have more wrinkles you have less...

He touches her face.

BENJAMIN
I love your wrinkles.

DAISY
What does it feel like growing younger?

BENJAMIN
I don't know... I'm always looking out of my own eyes...

They're quiet, just the sound of the rain and the chattering shutters... She lays closer to him... warmly... She smiles...

DAISY
Will you still love me when I can't stand straight... when my skin grows old and spotted...

Benjamin laughs.

DAISY (CONT'D)
Will you still love me when my step gets slow... when I sleep too much... when you have to push me in a chair...

And his answer is...
BENJAMIN

Will you still love me when I have pimples. When I think it's funny to make fart noises...

(CONTINUED)

216 CONTINUED:

She laughs...

BENJAMIN (CONT'D)

Will you still love me when I think all girls have cooties... Will you still love me when I wet my bed at night... Will you still love me when I'm afraid of things that aren't real...

They hold each other... And Benjamin says... from what he's seen...

BENJAMIN (CONT'D)

Nothing lasts...

DAISY

Maybe some things last...

BENJAMIN

I've never seen anything not come to an end...

DAISY

Maybe it's something you can't see...

And a shutter slams open... the rain and the wind coming into the room... Benjamin gets up to close it... He comes back into bed... And Daisy, suddenly afraid...

DAISY (CONT'D)

I'm cold, Benjamin...

And as he holds her in the white room with the wind and the rain trying to get in, banging on the shutters...

INT. HOTEL ROOM, CARIBBEAN HOTEL - LATER THAT NIGHT, 1963

The storm's died down... Benjamin and Daisy falling asleep...
And you said...

DAISY
Goodnight, Benjamin.

And I said...

BENJAMIN
Goodnight, Daisy...

—that she's stopped

Caroline?

(after a beat,
slightly confused)
I don't understand. When did you
meet Dad?

Dear Robert... some time after
that...

Did you ever tell him about this
Benjamin?

He knew enough. He loved me as I
was. I loved him for who he was.
What more was needed?

She trails off... she's quiet... and wanting to know
what's next, reading on...

"That night, in the Caribbean I
had a visitor..."

Benjamin and Daisy sleeping... the shutters quietly
talking on a breeze... when one of the shutters SLAMS open as if somebody's come in... Benjamin wakes up... And he literally sees QUEENIE is sitting on the side of the bed beside him...

QUEENIE
I wanted to tell you I love you and your mama's gone...

And she bends, sweetly kissing him...

And Benjamin rolls over... His eyes come open... Daisy sensing he's awake, awakening, murmurs...

(CONTINUED)

219 CONTINUED:

DAISY
Is anything wrong?

BENJAMIN
Queenie came to tell me she loved me... and that my mother was gone.

DAISY
...go back to sleep...

As she caresses him... falling back to sleep... the shutters talking...

220 EXT. THE NOLAN HOUSE, NEW ORLEANS - ANOTHER DAY, 1963

We see Daisy and Benjamin, with their few belongings, returning home... They go up the walkway... Benjamin trots up the steps, opens the screen door and goes inside...

221 INT. THE NOLAN HOUSE, NEW ORLEANS - ANOTHER DAY, 1963

Benjamin comes inside... Daisy's just behind him... The front room is empty... The house still...

BENJAMIN
(calls)
Hello... Queenie... we're back...
He looks into the parlor... The piano... He goes down a hallway into the kitchen...

**BENJAMIN (CONT'D)**

Queenie...? Mama?

Nobody... He goes down the hall looking in Queenie's small room under the stairs... Nobody's there... He moves back into the front room... calling...

**BENJAMIN (CONT'D)**

Hello... Anybody here?

When finally an old Woman, who's been sleeping, comes out of her bedroom...

**BENJAMIN (CONT'D)**

It's Benjamin, Mrs. Carter...
Where is everybody?

**THE OLD WOMAN**

Benjamin... your mother died.

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**222 INT. A BLACK BAPTIST CHURCH, NEW ORLEANS - DAY, 1963**

The church crowded... And we see Benjamin and Daisy coming in the back as the service is ending... They are the only white people there. Benjamin walks to the open casket... standing by his mother's side as the choir sings a Hallelujah chorus...

**BENJAMIN BUTTON'S (V.O.)**

We buried her beside her beloved Mr. Weathers...

**223 EXT. AN OLD NEW ORLEANS CEMETERY - DAY, 1963**

A predominantly African-American cemetery... overgrown and old... The mourners, almost all of them old white people, standing at Queenie's gravesite alongside her beloved Mr. Weathers. We see Queenie's daughter among the mourners... in her early 30s herself now... And Benjamin, standing over his mother's grave... saying his goodbyes...

**BENJAMIN**

We are meant to lose the people we
love. It's how we know how important they are to us.

BENJAMIN'S (V.O.)
And so we could have memories of our own I sold my Father's house on Blaine Street...

224  EXT. THE BUTTON HOUSE, GARDEN DISTRICT - DAY, 1963

The old house, in a now decaying New Orleans neighborhood... but despite the faltering area, the house retains a dignity of its own...

225  INT. THE BUTTON HOUSE - ANOTHER DAY, 1963

We see a young pregnant Woman, a renter, being shown by Benjamin along with a Real Estate Agent, around the old house.

THE WOMAN
...It's such a lovely place... You must have a lot of fond memories. It must be hard for you to give it up.

Benjamin doesn't say anything. There's a knock on the door. Benjamin opens it, to let an OLDER MAN in... quite a bit older...

(CONTINUED)

225  CONTINUED:

THE MAN
Is Mrs. Williamson here yet... I'm sorry to be late...

And he sees his wife... pleased to see her... hugging her... tenderly kissing her... and their age difference readily obvious... Benjamin acutely aware of it...

THE WOMAN
It's a wonderful old place, darling... I think we will be so happy here...

They go into the hallway lined with the family photographs... She's taken by them...
THE WOMAN (CONT'D)
Oh, what a long family history you have...

BENJAMIN
They come with the house...

BENJAMIN BUTTON'S (V.O.)
And we bought a house of our own...

EXT. A SUBURBAN TOWNHOUSE, NEW ORLEANS - DAY, 1963
Benjamin and Daisy sitting on the front steps of a suburban New Orleans townhouse, a small screened front porch with a tree in front...

INT. HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT
DAISY
(murmurs)
I loved that house... it smelled like firewood... The chimney leaked smoke... We didn't care... Oh don't stop dear... don't stop...

She closes her eyes...

CAROLINE'S VOICE (OVER)
"It was one of the happiest times of my life..."

BENJAMIN BUTTON'S (V.O.)
We had no furniture to speak of... we would have picnics in the living room...

INT. THE SUBURBAN TOWNHOUSE, NEW ORLEANS - DAY, 1963
Benjamin and Daisy having a picnic on the virtually empty living room floor.

BENJAMIN BUTTON'S (V.O.,)
We slept on a mattress...
We see Benjamin and Daisy sleeping on a mattress on the floor in the bedroom...

BENJAMIN BUTTON'S (V.O.)
We vowed never to go to bed or wake up at the same time. We lived on that mattress...

And we see just that, a short film of two people who can't get enough of each other living on a mattress... Daisy and Benjamin at various times, while they are either sleeping, or talking, or eating, or reading, or making love, ON THE MATTRESS ON THE FLOOR...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
Our neighbor, Mrs. Van Dam was a physical therapist...

We see Daisy in the screened-in front porch, exercising her leg under the supervision of an older woman... MRS. VAN DAM...

BENJAMIN BUTTON'S (V.O.)
We lived four blocks from a public pool...

We see Daisy in a bathing suit, resting from swimming, holding on to the side of the pool, watching a young, well conditioned girl, 18, with nothing but her life ahead of her, completely in tune with her body, swimming laps... And as it comes to all of us, painfully aware of the years passing, her own physical mortality, she starts to cry... And we see that Benjamin, come to meet her, is standing above her.

BENJAMIN
You're crying...

(CONTINUED)
CONTINUED:

DAISY
It's just the chlorine...

Looking at the young girl... looking at her... understanding...

BENJAMIN
You chose something to do... something so special... so unique... there was such a short period of time that you could do it... Even if nothing had happened ... Sooner or later you would be in the same place you are now...

She's quiet... she knows what he's saying is true...

DAISY
I don't like getting old.

EXT. LAKE PONTCHARTRAIN, LOUISIANA - DAYBREAK, 1964

Benjamin, Daisy holding onto him, riding the old motorcycle along the lake...

EXT. THE DOCK AT THE LAKE - DAYBREAK, 1964

Daisy sits in the familiar deck chair his father had sat in looking out at the lake... Benjamin brings her a cup of coffee... He sits on the deck on his heels beside her...

DAISY
I promise you, I'll never lose myself to self-pity again...

And as they watch the day begin...

BENJAMIN BUTTON'S (V.O.)
And I think, right there and then, she realized none of us is perfect forever.
INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, THE PRESENT

The window has started to rattle again... the wind knocking.

CAROLINE
I thought the wind had shifted away...

(CONTINUED)

Daisy doesn't say anything, lying still, staring off... her breathing shallow, laboring...

CAROLINE (CONT'D)
Mother?

DAISY
(agitated)
I don't remember if I turned the lights off. Did I leave the heater on?

The Nurse, on her way by, seeing her distress... coming in...

THE NURSE
Let's get you comfortable...

She gently covers her... Daisy quietly lies back...

THE NURSE (CONT'D)
She's getting ready to leave...

She looks at Caroline and turns and leaves the room. Caroline quietly looks at her mother. Their eyes meet.

DAISY
You have the most beautiful eyes.

Caroline reaches to hold her thin hand. Daisy says something to herself. Caroline looks at her...she looks down at the book...
CAROLINE
He said, "She found peace."

DAISY
(says to herself)
Peace.

235   INT. A DANCE STUDIO, NEW ORLEANS - DAY, 1967

A small dance studio... a scratchy phonograph record playing music... young girls learning how to dance...

BENJAMIN BUTTON'S (V.O.)
She opened a dance studio...

And we see Daisy, in a long skirt over a long sleeved leotard... wearing slippers...

(CONTINUED)

152.

235   CONTINUED:

The first time we've seen her dressed like this in many a year... happily teaching young girls how to dance...

236   INT. DANCE STUDIO, NEW ORLEANS - NIGHT, 1967

We see Daisy alone... cleaning up... music playing on the record player... and for a brief moment she stops, and dances... the smallest, most tentative of steps... she sees in the studio's mirrors Benjamin's been silently watching her...

BENJAMIN
You're still beautiful to watch...

She looks at herself in the dance mirror... just what happens...

DAISY
Dancing is all about the line...
the line of your body...after
awhile... you lose the line... and you can never get it back...

They look at each other in the mirror...

**DAISY (CONT'D)**
I figured out if you were born in 1918... 49 years ago... I'm 43... we're almost the same age... In three years we'll meet in the middle...

And what she doesn't say, what they both know, is she's going one way and he's going the other...Benjamin affectionately...

**BENJAMIN**
(smiles)
We finally caught up to each other...

She smiles, starts to turn...

**BENJAMIN (CONT'D)**
Stay just like that... I want to remember what we look like right now.

They stay like that for a moment longer... She turns to get her things... She shuts off the lights... She takes his arm...

(Continued)

153.

236 CONTINUED:

**DAISY**
I thought I was far too old... I'm pregnant...

He stops... They look at each other, she smiles, nodding "yes," it's true. And deeply moved he takes her in his arms... grateful...touching her face... holding her...

237 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT
CAROLINE

(stopped)
You were pregnant? You never said anything, did you? I mean, what happened to the child?

DAISY

(wistful)
The child...

We're not sure what more she is about to say, her breathing rasps... she's having some difficulty breathing...

CAROLINE

(getting up)
They said if you needed oxygen...

DAISY

I want to breathe on my own...
Please...(and) sit down, my darling...

Caroline respects her wishes...

DAISY (CONT'D)

(wanting her to continue)
I'm pregnant.

And Caroline wanting to know what happened herself...

CAROLINE

"She flourished..."

DAISY

(eyes closed,
murmurs)

Hmmm...

(CONTINUED)
"She was happier than I had ever seen her..."

238 INT. A NEW ORLEANS STREET CAR -- DAY, 1967

Benjamin and Daisy riding a street car, talking...

DAISY
I thought I heard the nurse slip, and say "he..."

As they ride Benjamin looks over watching a father sitting with his child... Daisy notices his look...

154.

239 EXT. A NEW ORLEANS DINER - LATE AT NIGHT, 1967

Benjamin and Daisy sitting at the window at one of the booths...

240 INT. SAME NEW ORLEANS DINER - LATE AT NIGHT, 1967

Daisy with a hot Fudge sundae and a tuna sandwich... Benjamin just some coffee... They're quiet... And Daisy says...

DAISY
I know you're afraid.

BENJAMIN
I'm not hiding it.

DAISY
Okay. What's your worst fear?

BENJAMIN
What if it has...what if its like me?...

DAISY
Then we'll love it all the more...

BENJAMIN
I want to be father... not a little brother... I don't want to be picked up from elementary
school by my kid... I don't want anyone babysitting me...

DAISY
I'm going to make this work...
This is what I want, and I want it with you...

BENJAMIN
You know, there's nothing I wouldn't do for you...

DAISY
Would you tell a blind man he can't have children? You will be a father for as long as you can.
I know the consequences. I accepted that. Your love, loving you, is worth everything to me.
(laughs)
For the fiftieth time today I've got to go pee...

(CONTINUED)

155.

240  CONTINUED:
240

He smiles... She gets up and goes to the restroom. He sits with his thoughts... and he notices a television's on... a news report... something catches his eye... someone swimming? He gets up moving to the television... where he hears...

A MAN'S VOICE (V.O.)
(on television)
The oldest woman to ever swim the English Channel arrived in Calais today... having made the swim in thirty-four hours, twenty-two minutes and fourteen seconds... the sixty-eight year old Englishwoman, Elizabeth Abbott...

And we see dear ELIZABETH ABBOTT, coming out of the water, completing the English Channel swim.

ELIZABETH ABBOTT
(on television)
Anything's possible.

And as she smiles, after a lifetime of waiting, triumphant... And Benjamin smiles for her, and for himself, too... where anything is possible... Daisy's come beside him...

DAISY

Ready?

BENJAMIN

Yes.

He leaves some money. He takes her arm... and as they go outside, moving along the street...

BENJAMIN BUTTON'S (V.O.)

On a day like any other in the spring...

241 INT. THEIR BEDROOM, SUBURBAN TOWNHOUSE - MORNING, 1968

We see Benjamin in the bedroom, putting on a shirt... getting dressed... And there's the sound of something falling... and then...

DAISY (O.S.)

Benjamin...

And he runs out of the room... to see Daisy, fallen, sitting on the stairs...

(CONTINUED)

156.

241 CONTINUED:

a glass of milk spilled on the carpet... and blood on her nightdress... he runs to a phone...

BENJAMIN

Get me an ambulance... My wife is seven months pregnant and fell on the stairs...

DAISY

Benjamin... the baby's coming...
And he hurries to her side... and as she clasps his hand...

242 INT. THEIR BEDROOM - SUBURBAN TOWNHOUSE - DAY 1968

Paramedics are there... tending to Daisy, Benjamin at her side, as she struggles.

BENJAMIN BUTTON'S (V.O.)
She gave birth to a five pound four ounce baby girl...

243 INT. THEIR BEDROOM - SUBURBAN TOWNHOUSE - DAY, 1968

We see, lying on Daisy's chest, is a newborn baby... Benjamin, standing beside her... And a young Woman Doctor that's there... packing up her things...

BENJAMIN
You're sure there's nothing wrong with her?

THE YOUNG WOMAN DOCTOR
She's a normal, healthy baby in every way...

And Benjamin moved, kisses the baby's head... as he looks at this precious child of his...

CAROLINE'S (V.O.)
We named her Caroline, for my mother...

And as Benjamin holds Daisy's hand while she nurses her...

244 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

Caroline's stopped reading... dead still...

CAROLINE
He was my father...? This Benjamin was my father?

(MORE) (CONTINUED)

157.
CONTINUED:

CAROLINE (CONT'D)
Why didn't you ever tell me...?!

DAISY
It doesn't change for a moment who you are. You were a gift. Sometimes the gifts we are given are not free.

CAROLINE
You never said a word to me...

Caroline, upset, gets up...

CAROLINE (CONT'D)
I need to go for a minute...

She leaves the room...

DAISY
(enigmatic)
My dearest darling, we were both deprived of him...

Daisy lying still... in her turban... her blue eyes... her breathing rasping...

INT. HOSPITAL CORRIDOR, NEW ORLEANS - DAY, PRESENT

Caroline stands in the hall. The bustle of the hospital, the exigencies of life going on about her. The Nurse, seeing her...

THE NURSE
It can get to you...

And Caroline, unable to hold it in, can't stop bitter tears from running down her face... The Nurse is called for... She goes off down the hallway... Caroline takes another moment and goes back into the hospital room...

INT. HOSPITAL ROOM, NEW ORLEANS - DAY, THE PRESENT

Daisy, seeing her come back in...

DAISY
I was worried you weren't coming
back...

**CAROLINE**

(after a moment)
You're all I have.

**DAISY**

Read the rest of it, darling.

(CONTINUED)

157A.

244B CONTINUED:

Caroline hesitates, then sits back down, and quietly takes up the "book."

**CAROLINE**

"You grew, like the doctor had said, normal and healthy..."

245 INT. THEIR BEDROOM, SUBURBAN TOWNHOUSE, NEW ORLEANS - NIGHT, 1969

The room's dark. We see Benjamin in bed, the baby sleeping between him and Daisy... And as Benjamin watches them sleep... he looks at his reflection in a wall mirror... his 51st year on this earth... 34 years old... a young man... He looks at his baby... he looks at Daisy... in her mid 40s... her hair's begun to gray... her face begun to show the natural touches of age... His stare awakens her... She looks at him sensing he's deeply troubled... He shuts his eyes... she watches him sleep, Daisy as troubled as he is... but for very different reasons...

246 EXT. A PARK - NEW ORLEANS - DAY, 1969

Benjamin is sitting with Caroline while she plays in a park's sand box... Caroline helping herself to a mouthful of sand... Benjamin, trying to get the sand out of her mouth...

**BENJAMIN**

Don't eat sand...

Daisy comes over to sit with them...

**BENJAMIN (CONT'D)**
She's going to have a really attractive diaper.

As they sit watching Caroline playing in the sand...

(Continued)

BENJAMIN (Cont'd)
I think you should find a real father for her...

DAISY
What are you talking about?

BENJAMIN
She needs someone to grow old with...

DAISY
She'll learn to accept whatever happens... She loves you...

BENJAMIN
She needs a father not a playmate.

DAISY
Is it that my age is starting to show...? Is that what you are telling me? Have you lost your desire for me...?

BENJAMIN
You don't need another child to raise...

DAISY
You're going to leave me, aren't you?

He doesn't say anything.

DAISY (Cont'd)
You can't leave me.

He's silent.
DAISY (CONT'D)
You can't do this to me...!

BENJAMIN BUTTON'S (V.O.)
It was your first birthday. We had a party... the house was filled with people...

The birthday party. A cake with a big number "1" candle. One-year-olds not having a clue.

BENJAMIN BUTTON'S (V.O.)
The fathers and mothers were there...

He looks at the age appropriate mothers and fathers with their children...

A MAN
Before you look around they'll be in High School dating.

Benjamin manages a smile.

DAISY
I remember your first birthday like it was yesterday.

The house is empty, the guests gone... Daisy busy cleaning up from the party. She stops to look outside, at the backyard. Benjamin is sitting on a lounge chair... the baby, in her party dress, sitting on his chest... As Daisy stands at the window watching him with their baby...

Benjamin, dressed, watching Caroline in her crib, asleep.
Daisy in bed, asleep.

**BENJAMIN BUTTON'S (V.O.)**

I sold the summer house on Lake Pontchartrain... I sold my share of Button's Buttons... I sold the sailboat... I put it all into an account for your mother... And before you would ever remember me...

And he bends to kiss his sleeping daughter, whispering to her...

**BENJAMIN**

I want you to know I love you...

(CONTINUED)

160.

249 CONTINUED:

He stops to put a bank book on the dresser, along with a house key... the sound of the key is just enough for Daisy to stir. He starts to leave... He turns to go... and he sees Daisy is looking at him... A look not so much of anger, or hurt, not of resignation, but a look of acceptance... that this is what her life is now... He crosses out of the dark room silently closing the door behind him...

**BENJAMIN BUTTON'S (V.O.)**

I left, so that you and your mother could have a life.

250 EXT. SUBURBAN TOWNHOUSE, NEW ORLEANS - NIGHT, 1969

He takes the old motorcycle out of the garage.

**BENJAMIN BUTTON'S (V.O.)**

(after a beat)

I left with just the clothes on my back.

He starts the motorcycle, and with just the shirt on his back he rides away...
251 INT. SUBURBAN TOWNHOUSE, NEW ORLEANS – LATE AT NIGHT, 1969

Daisy still lying in bed, the sound of the motorcycle driving away. She gets up. She takes the baby out of her crib and into bed with her, holding her baby in the bare light...

252 INT. HOSPITAL ROOM, NEW ORLEANS – MORNING, PRESENT

Daisy, in her regal turban, silently looking out the window... the wind knocking loudly again...

    CAROLINE
    I almost wish I didn't know any of this.
    (she's quiet, after a beat)
    I feel odd, reading...it...

She looks at the book...

(CONTINUED)

161.

252 CONTINUED:

    CAROLINE (CONT'D)
    Where did he go?

    DAISY
    I don't know. I never heard from him.

Caroline, distant, picks through the book...She comes upon...

    CAROLINE
    There are postcards...

Looking through them...

    CAROLINE (CONT'D)
    They're all addressed to me...
    They're from all sorts of places...
And she realizes...

**CAROLINE (CONT'D)**

They're for my birthday.

(reading)

1970...I would have been two...
"Happy Birthday." "I wish I could have kissed you goodnight."

(reading, another one)

"Happy Birthday, you're five." "I wish I could have taken you to your first day of school."

(reading on)

"Happy Birthday six-year-old." "I wish I could be there to teach you how to play the piano..."

(reading on)

"11..." "...Told you not to chase some boy..." "13..." "Held you when you had a broken heart..."

"1983." I was fifteen. "I wish I could have been your father. Nothing I ever did will replace that..."

Daisy murmurs... Which brings Caroline back to the book...

**CAROLINE (CONT'D)**

(reads)

What I think is..."
rules...We can make the best or worst of it...I hope you make the best...I hope you see things that startle you. Feel things you never felt before. I hope you meet people who have a different point of view. I hope you challenge yourself. I hope you stumble, and pick yourself up. I hope you live the life you wanted to...and if you haven't, I hope you start all over again."

When we come out of those images...

252B INT. THE HOSPITAL ROOM, NEW ORLEANS – DAY, PRESENT 252B

Caroline finishes reading...

CAROLINE
"... I hope you start all over again..."

It's quiet...just the wind knocking...She looks at her mother...but Daisy's staring, somewhere else...

CAROLINE (CONT'D)
(takes up reading again...)
I'd been gone for a long time...

DAISY
(fohces)
He'd been gone for a long time...

To the Dance Studio...

162A-164.

253-58 OMIT 253-58
259 OMIT 259
260-62 OMIT 260-62
263 INT. THE DANCE STUDIO, NEW ORLEANS – ANOTHER NIGHT, 1980 263

A record's playing piano music. Classes are done. Parents taking their children. We see Daisy, in her long skirt... helping pick up with her hands and her nimble
toes, errant clothing, the jackets, the sweaters...

(CONTINUED)

165.

263 CONTINUED:

It takes us a moment to recognize her... in the some
twelve years since we've last seen her, 56 now, her
hair's cut short... and it's gone mostly gray... and,
although her age is on her face, she still has a dancer's
posture, her head held high... carrying herself with
grace... and one thing that will never change, are her
unforgettable blue eyes... We hear the door opening...
Daisy, busy gathering, saying her goodnights... glances
toward the door across the studio... And she sees a young
Man has come in, a young man in his twenties... standing
silently, a stranger, standing by the door... Daisy, as
she closes up the studio, makes her way toward him,
saying goodnight to people... she bends to pick up a
ballet slipper...

DAISY

Somebody left their slipper...

Daisy looks over, the young Man hasn't moved... the
studio has all but emptied... she walks toward him... he's wearing worn trousers, a coat that's seen better
days...

DAISY (CONT'D)

Are you here to pick someone up?

He shakes "no." Coming closer....

DAISY (CONT'D)

I'm sorry, we're closed now.

She moves to open the door to show him out... when she
gets a good look at him. She stops, realizing who it
is...

DAISY (CONT'D)

Benjamin?

...and she's taken aback by his youth, we all are...
sixteen years younger... in his 20s now... it's at once staggering and heartbreaking... what age can do... And she realizes, at that very moment, he was right all along... 

DAISY (CONT'D)
You're so young.

They look at each other... When she's able to find the words...

DAISY (CONT'D)
Why did you come back?

(CONTINUED)

166.

263 CONTINUED: (2)

BENJAMIN
I wanted to see you both.

She stares at him... just the piano music. And despite the gulf of time... there's a terrible aching they have for each other... and before they can say anything... the door swings open and Caroline, 12, comes hurrying in...

CAROLINE
You ready, Mom?

Benjamin stares at her appearance... And Daisy, can't help herself, and seeing Caroline, Daisy, overcome by it all, starts to cry.

CAROLINE (CONT'D)
Is something wrong, Mother?

DAISY
No... He was telling me a very sad story about a mutual friend we hadn't seen in a long time... This is my friend, Benjamin... you knew him when you were... just a baby...

CAROLINE
Hi...

BENJAMIN
Hello...

He reaches, taking her hand... needing to touch her...

A MAN'S (V.O.)

Hello...

And a Man 50s, wearing a suit and a tie, comes in...

THE MAN

I'm sorry... I thought you were done...

DAISY

This is a friend of my family's... Benjamin Button... this is my husband... Robert...

They shake hands... There's an awkward quiet...

ROBERT

It was nice to have met you...
We'll be in the car, darling...

(CONTINUED)

167.

263 CONTINUED: (3) 263

DAISY

I'm just closing up...

And Robert and Caroline go outside to wait for her...

BENJAMIN

She's so lovely... she looks like you... Does she dance?

DAISY

Not very well.

BENJAMIN

I suppose that would be from my side of things.

'DAISY

She's a dear sweet girl... she seems a little lost... But who isn't a little lost at 12?
There's a lot of her that reminds
me of you.

And she shuts off a set of the lights.

**DAISY (CONT'D)**

My husband. He's a doctor... was a widower... He's an incredibly bright, adventurous man...

Benjamin smiles.

**DAISY (CONT'D)**

He's been a terrific father... and a great partner and friend...

And she shuts off the record player and another set of lights... and for a moment they stand in the dark studio... and they look at their reflections in the mirror... seeing who they are now...

**DAISY (CONT'D)**

You're so much younger.

**BENJAMIN**

Just what you can see.

She looks at him, and after all these years... she now understands completely... she looks outside at her daughter standing by the car with her "father," waiting...

(CONTINUED)

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**DAISY**

You were right. She needed a father. I couldn't have raised both of you. I'm not that strong.

He's quiet. They both are. She looks at him.

**DAISY (CONT'D)**

I never thought how it must have broken your heart, too.
His silence is enough.

DAISY (CONT'D)
Where are you staying? What are you going to do?

BENJAMIN
I'm at the Pontchartrain Hotel on the avenue. I have no idea what I'm going to do.

And it seems like they want to hold each other. But they can't. It's still. And aware of the car's headlights waiting at the curb... she turns, holding the door open for him...

DAISY
I have to go.

He nods. He walks by her, going out.

264 EXT. A STREET, NEW ORLEANS - NIGHT, 1980

She stops to lock the door. She turns, getting into the car... and leaves... Benjamin stands on the corner, hands in his pockets, the car driving by him... and Daisy can't help but look at him... and then the car's gone... and as he crosses the street and walks off into the night...

265 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

CAROLINE
That young man was my father?

And a Nurse comes in.

THE NURSE
The hurricane changed directions again. They are predicting it will make landfall sometime soon.

(CONTINUED)
CAROLINE
Is there anything we need to do?

THE NURSE
Arrangements are being made to move people if we have to. I'll let you know as soon as we know anything.

She leaves hurriedly.

DAISY
Please tell me what he says?

Caroline looks at the book. And Benjamin's voice comes in...

BENJAMIN BUTTON'S (V.O.)
"That night..."

INT. BENJAMIN'S HOTEL ROOM, NEW ORLEANS - NIGHT, 1980

Benjamin, sitting on the end of the bed, not sure why he came there at all... There's a sound at the door...as if somebody was there...

BENJAMIN
Hello?

Its quiet...a hesitancy...He starts to get up and there's a knock on the door...He opens it...and Daisy's there. He's startled to see her...

DAISY
May I come in?

BENJAMIN
Please...

She comes inside...an awkward quiet...

BENJAMIN (CONT'D)
I don't know what I'm doing here...What I expected...?

It echoes how she's feeling being there...They stand not knowing what to say...And Daisy says, sadly...

DAISY
Nothing lasts.
He puts a finger to her lips. He shakes "no." And what he's come to know, that some things do last...

(CONTINUED)

170.

266 CONTINUED:

266

BENJAMIN
I never once stopped loving you...

He affectionately pushes a hair off of her forehead...

DAISY
I'm an old woman now, Benjamin.

And he helps her off with her coat... She's still.

DAISY (CONT'D)
Benjamin...

He kisses her... and she's quiet... and he undresses her... undressing himself... and they stand momentarily naked... the young man and the older woman.

DAISY (CONT'D)
Are you sure?

BENJAMIN
Some things you don't ever forget... the feel... the taste...

And he kisses her again...

BENJAMIN (CONT'D)
... the smell...

He puts his mouth by her cheek... breathing her in...

BENJAMIN (CONT'D)
... the touch...

Caressing her...

BENJAMIN (CONT'D)
Of someone you love...
We see Benjamin standing at the window watching as Daisy gets into a taxi... the taxi starting to drive off... and Daisy turning... to look back... waving to him. Benjamin waving to her... what they both somehow know, is a last goodbye...

**BENJAMIN BUTTON’S (V.O.)**

I watched her go...

..and as the taxi drives away...

(CONTINUED)

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**BENJAMIN BUTTON’S (V.O.) (CONT’D)**

Until she went out of sight...

...the taxi going down the street and out of sight... for the last time... Despite losing sight of her he still hasn't moved... standing by the window...

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**INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT**

Daisy, breath raspy, sitting silently in her bed looking out the window... We realize Caroline's stopped reading...

**DAISY**

Please read...

**CAROLINE**

That's the last thing he wrote...

Daisy's quiet... they both are... alone with their thoughts...

**CAROLINE (CONT’D)**

What happened to him after that last time with you, Mother?

The wind has picked up considerably, rattling the window
even harder..

**DAISY**
A year or so after your father passed... There was a call...

269  INT. DAISY'S HOUSE, NEW ORLEANS - LATE DAY, 1990

And we see Daisy in her bathrobe, in her sixties... drinking a cup of coffee... the telephone rings...

(CONTINUED)

172.

269  CONTINUED:

269

**DAISY**
Hello?... Yes?... Speaking -- I don't understand? Where was that?

270  INT. A TAXI, NEW ORLEANS - LATE DAY, 1990

We see Daisy riding in the back or a taxi.

**DAISY**
It's the last house...

She looks outside, and we see up ahead of her, the Nolan House standing like a monument to time...

271  EXT. NOLAN HOUSE - LATE - DAY, 1990

Daisy gets out. The taxi drives off. Daisy stops for a moment before she opens the gate. The house has fallen into disrepair. A solitary old man sits on the porch rocking and rocking. She goes up the walk and out of habit goes around the back porch... to the kitchen... going inside...

272  INT. NOLAN HOUSE - LATE DAY, 1990

She comes into the kitchen. She moves down the hallway
into the living room... The interior has also fallen on hard times. Some old people are still in residence -- predominantly African Americans now... Queenie's daughter, now in her fifties herself, stands in the living room... Along with a plain Man in a plain suit...

DAISY

I'm Daisy...

The Man turns...

THE MAN

Thank you for coming... I'm David Hernandez with the Orleans Parish department of Child Welfare Services.

Queenie's daughter turns on a lamp... it doesn't work... she crosses the room to turn on another...

THE MAN (CONT'D)

He was found living in a condemned building off of east Lamont... the police found this with him... this address... and your name...

And he gives her the journal...

(CONTINUED)

173.

272 CONTINUED:

272

THE MAN (CONT'D)

He was in very poor health... he was taken to the hospital... He doesn't seem to know who or where he is... He's very confused... The doctors who looked at him think he may be autistic.

QUEENIE'S DAUGHTER

I told Mr. Hernandez about Benjamin bein' one of us. I told him if he needs a place to stay... it's alright... he can stay here... he is blood after all...

And just then we hear a PIANO playing... as if it were...
being played by a child... with no skill... banging as much as anything... And Daisy follows the sound of the piano into the parlor...

INT. PARLOR, NOLAN HOUSE - DAY, 1990

And she sees his back... just a boy of 12 now... hunched over... trying to play the piano... trying to play the tune the woman had taught to him...

DAISY

Benjamin.

He turns at the sound of her voice. There is no indication he recognizes her at all.

BENJAMIN AT TWELVE

Do you know this song?

And he tries to play what he thinks is the song, but is nothing more than a child playing random notes.

DAISY

You play really beautifully.

She comes and touches his back... He shrinks from her touch.

THE MAN

He doesn't seem to like to be touched.

And while he tries to play...

(CONTINUED)

THE MAN (CONT'D)

The doctors said if they didn't know any better, he goes in and out of states of recognition, as if he had the beginnings of dementia...
Daisy's looking at the boy, who was once the man she loved... who she still loves... She looks into his eyes...

DAISY
Do you remember me?  I'm Daisy.

He looks at her.  No sense of recognition.

BENJAMIN AT TWELVE
Daisy is a very pretty name. I'm Benjamin.

DAISY
It's good to meet you Benjamin.
Do you mind if I sit with you? I would love to hear you play.

He doesn't say anything. She sits down beside him on the piano bench. He stops to look at her.

BENJAMIN AT TWELVE
There's something about you...
There's something about your eyes I remember from a long time ago...

He looks at her eyes. She looks at him... And as she sits with him on the piano bench... as he tries to play... Daisy and Benjamin, "together again..."

274   INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

DAISY
Queenie's daughter saw to it that he was taken care of...

275   INT. THE KITCHEN, NOLAN HOUSE - MORNING, 1994

And we see Benjamin, just eight now... coming into the kitchen... Queenie's daughter cleaning up after breakfast.

BENJAMIN AT EIGHT
I want some breakfast.

(CONTINUED)
QUEENIE'S DAUGHTER
You just ate breakfast.

BENJAMIN AT EIGHT
No I didn't...

AN OLD WOMAN
You just finished eating, Mr. Button.

BENJAMIN AT EIGHT
You think I don't know what you are doing?

And like an eight year old, or an old man old with onset Alzheimer's -- which makes him nearly a helpless child, he starts to rage... throwing things...

BENJAMIN AT EIGHT (CONT'D)
You are all fucking liars!

DAISY'S (V.O.)
And every day I would stop by... and make sure he was comfortable...

And just then Daisy comes into the kitchen. She sees him raging.

QUEENIE'S DAUGHTER
He doesn't believe he's already had his breakfast.

DAISY
Let's see if we can find something else for you to do.

BENJAMIN AT EIGHT
(upset, meaning lapses)
I can't help it. I can't help this.

DAISY
I know you can't.
And as she puts her arm around him, taking him out of the room, understanding...

**DAISY'S (V.O.)**
Many times he would simply forget who and where he was at all...

176.

276   **INT. BENJAMIN'S ROOM, NOLAN HOUSE - DAY**

We see Daisy sitting on a bed with Benjamin in his room on the second floor of the old house... And he's oddly lucid...more articulate than his age would indicate...

**BENJAMIN AT EIGHT**
I get the feeling there's a lot of things I can't remember...

**DAISY**
What do you mean?

**BENJAMIN AT EIGHT**
It's like there's this whole life I had and I can't remember what it was...

He's frustrated by it...

**DAISY**
It's alright... It's alright to forget things...

And as she sits on his bed with him... in the upstairs room...

**DAISY'S (V.O.)**
It wasn't easy...

277   **EXT. NOLAN HOUSE - DAY, 1996**

And we see Benjamin, no more than six now, standing on the ROOF... Daisy standing on the ground down below him...

**DAISY**
(nervous)
I wish you'd come down...
BENJAMIN AT SIX
(a little boy)
I can see everything.

And he points out...

BENJAMIN AT SIX (CONT'D)
I can see the big river... all the boats... I can see the graveyard where mama's buried and all those other people... I can see the city... where you have your dancing place...

(CONTINUED)

177.

277 CONTINUED:

And tears fill Daisy's eyes...

DAISY
You're right, you can see everything sweetheart...

And he can... he can see all the way across to the Mississippi River... the old graveyard... the city... his whole life...

DAISY (CONT'D)
I think you better come down...

BENJAMIN AT SIX
What if I could fly?

And it looks like he might just try...

DAISY
(stopping him)
I knew a man who could fly. Come down and I'll tell you all about him.

He's quiet, thinking about that. And acquiescing, he turns up the roof out of sight... some short moments...and he comes running out the front door... his hands in his pockets like the brave little man he is... Daisy bends down... and as he runs into her arms... Daisy holding him...
INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

Daisy propped in her bed looking out the window...

DAISY
And I went to take care of him...

EXT. NOLAN HOUSE - DAY, 1997

And we see Daisy, in her seventies now, carrying a suitcase, coming up the walkway, and onto the porch... old people sitting in the porch chairs...

DAISY'S (V.O.)
He was five, I think, when I moved in... the same age I was when I had met him...

And we see Benjamin, 5 now, sitting on the porch swing, staring off... and he drools like a helpless old man. Daisy stops, taking out a handkerchief, wiping the drool off his chin...

(CONTINUED)

CONTINUED:

DAISY
How would you like to help me unpack?

INT. BENJAMIN'S ROOM, NOLAN HOUSE - DAY, 1997

Daisy, unpacking her suitcase with Benjamin's help, taking out an alarm clock, a quilt, some photographs... The "Just So Book.." Her personal things... moving in... Benjamin, playing with the alarm clock, making the alarm go off... again, and again...

INT. BENJAMIN'S ROOM, NOLAN HOUSE - NIGHT, 1997

Benjamin in a small child's bed. Daisy, sitting on his bed reading from Kipling's "Just So" stories to him...
DAISY
This is the picture of old Man Kangaroo at five in the afternoon, when he got his beautiful hind legs just as Big God Ngong had promised.

DAISY'S (V.O.)
The days passed...

282 EXT. NOLAN HOUSE - ANOTHER DAY, THE FALL, 2000

And we see Benjamin, just three or so now, holding Daisy's hand, walking with her in some autumn leaves...

DAISY'S (V.O.)
I watched as he forgot how to talk...

283 INT. NOLAN HOUSE - ANOTHER DAY, 2001

Benjamin almost two... sitting on Daisy's lap in the front room... and saying...

BENJAMIN AT ONE
Benjamin...
(points to her)
Daisy...

DAISY
That's right... Benjamin and Daisy...

Proud of himself he smiles...

(CONTINUED)

178A.

283 CONTINUED:

DAISY'S (V.O.)
...How to walk...

179.
And we see him, just like a toddler, barely able to stand... Daisy there to catch him from falling...

**DAISY'S (V.O.)**
I watched him sleep...

Daisy, sitting on the porch on a rocking chair. Benjamin, just a baby now, some months old, sleeping in her lap...

**DAISY'S (V.O.)**
In 2002, they put a new clock on the train station wall...

And we see a workman on a ladder taking down the old clock of "Mr. Cake's"... handing it down to another workman... and putting up a new clock... a digital clock... The time moving... the way it's meant to be... going forward...

Daisy in her hospital bed... the wind howling at the window...

**DAISY**
In the spring of 2003...

Shadows dapple the room. Daisy sitting in an old chair in the middle of the room... with daylight streaming in on her... holding Benjamin on her lap... a tiny thing now... nearly newborn... he can almost fit in her two old hands...

**DAISY'S (V.O.)**
He looked at me...

And we see him looking up at her...
DAISY'S (V.O.) (CONT'D)

He looked into my eyes...

And we see him looking into her eyes...

(CONTINUED)

180.

288 CONTINUED:

288

DAISY'S (V.O.) (CONT'D)

And he moved his fingers... and
with his little thumb he held my
thumb...

...and that's just what he does... looking into Daisy's
eyes...holding her thumb with his tiny hand...

DAISY'S (V.O.) (CONT'D)

And as he had said... no matter
what age he was... he was the same
person behind his eyes... and, at
that moment I knew... he knew who
I was...

The baby staring into her blue eyes...

DAISY'S (V.O.) (CONT'D)

And then he closed his eyes like
he was sleeping...

And we see his eyes flutter and softly close... forever.
And as he lays in his beloved Daisy's lap... completely
still...

289 INT. HOSPITAL ROOM. NEW ORLEANS - MORNING, PRESENT

289

The wind a full out hurricane. The lights flicker. Stay
on.

CAROLINE

I'm going to see what they want us
to do...
And as she gets up, the "book" drops on the floor. And a card's fallen out. Caroline picks it up.

**CAROLINE (CONT'D)**

It's a train schedule.

She turns it over. There's writing.

**CAROLINE (CONT'D)**

"I'm on a train in India filled with people."

290

**INT. A TRAIN SOMEWHERE IN INDIA - LATE AT NIGHT**

An overcrowded train car... people sitting and standing and lying on the seats and on the floor, in every available space, nook and cranny, asleep.

(CONTINUED)

181.

290 **CONTINUED:**

**BENJAMIN BUTTON'S (V.O.)**

I'm the only one who isn't sleeping...

Now we see Benjamin sitting on the floor among all of the people, the only one awake, writing on the back of the train schedule.

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

"I figured out one thing. If you're growing older or getting younger it really doesn't make any difference. Whichever way you're going you have to make the most of what this is."

He looks at all the people sleeping around him... strangers on a train...

**BENJAMIN BUTTON'S (V.O.) (CONT'D)**

"Along the way you bump into people who make a dent on your life... Some people... get struck"
by lightning..."

291   EXT. SOMEWHERE

And we see just that... Mr. DAWS being struck by
lightning again...

       BENJAMIN BUTTON'S (V.O.)

       "Some are born to sit by a river."

292   EXT. RIVER

...And we see just that... Mr. Oti sitting by his
river...

       BENJAMIN BUTTON'S (V.O.)

       "Some have an ear for music..."

293   INT. THE PARLOR

And we see the unnamed older woman playing the piano...

       BENJAMIN BUTTON'S (V.O.)

       "Some are artists..."

294   EXT. TUGBOAT

...And we see Captain Mike... with his tattoos --
standing on his tug...

       (CONTINUED)

182.

294   CONTINUED:

       BENJAMIN BUTTON'S (V.O.)

       "Some swim the English Channel..."

295   EXT. ENGLISH CHANNEL

...And we see Elizabeth Abbott doing just that...

       BENJAMIN BUTTON'S (V.O.)
"Some know buttons..."

296  INT. BUTTON FACTORY, NEW ORLEANS

...We see Thomas Button holding a button in the palm of his hand...

BENJAMIN BUTTON'S (V.O.)
"Some know Shakespeare..."

297  INT. KITCHEN, NOLAN HOUSE, NEW ORLEANS

...Tizzy reciting Shakespeare...

BENJAMIN BUTTON'S (V.O.)
"Some are mothers..."

298  INT. NOLAN HOUSE, NEW ORLEANS

...Queenie pointing at him...

BENJAMIN BUTTON'S (V.O.)
"And some people can dance..."

299  INT. DANCE STUDIO

...And we see Daisy dancing... forever young...

300  INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

CAROLINE
He started to write something else... "I'm going..." But he stopped...

She gently puts the card back.

CAROLINE (CONT'D)
I wish I had known him.

DAISY
Now you do.

They're still. And the wind reminds her...

(CONTINUED)
CAROLINE
I'd better go and see what they're planning to do...

Daisy nods. Caroline goes out of the room... It's quiet. Daisy's alone now... looking out the window... at the howling, hurricane... a hundred mile an hour fury... And fighting against the wind, trying to reach the window is a hummingbird... it almost makes it and is pushed back by the gale... but undaunted, its wings doing a figure eight... the symbol for infinity... it fights its way through the wind to the window... tapping at the window... and the hummingbird flies away... she watches it go... and after some moments she says...

DAISY
Goodnight, Benjamin...

And she closes her eyes for the very last time... and it's dark... where it's peaceful, even safe...

INT. TRAIN STATION, NEW ORLEANS - DAY, PRESENT

We see the new clock high on the terminal wall running the right way... going forward... and as the clock turns... people hurrying to their destinations, living their lives...

INT. STORAGE ROOM, TRAIN STATION, NEW ORLEANS - DAY

A storage room. Old track signs. Old waiting room chairs. The discarded, and forgotten. And lying on its side under an old tarpaulin -- is "Mr. Cake's" clock... the angel still pushing the hands... running backwards... forever...

FADE OUT: